SAN FRANCISCO
PLANNING DEPARTMENT

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May 6, 2016

Ms. Angela Calvillo, Clerk of the Board of Supervisors
Mayor Lee
Supervisor Kim
Board of Supervisors
City and County of San Francisco
City Hall, Room 244
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

Re: **Transmittal of Planning Department Case Number 2006.1523**

General Plan Referral for Street Vacation (2006.1523GPR)
Planning Commission Recommendation: ***Adopt Findings of Consistency***

Community Plan Exemption (CPE) (2006.1523E)

Dear Ms. Calvillo, Mayor Lee and Supervisor Kim:

On May 5, 2016 the Planning Commission conducted a duly noticed public hearing at regularly scheduled meetings to consider a project approval which includes street vacation for the Oceanwide Center Project at 50 First Street. This is in reference to a proposed Ordinance to the Administrative Code – Establishing Downtown Neighborhoods Preservation Fund; Street Vacation and Sale of Property at Jessie Street and Elim Alley for $36 Million – Oceanwide Center, introduced by Mayor Lee and Supervisor Kim. At the hearing the Planning Commission found that the proposed street and alley vacations were consistent with the General Plan and adopted findings of consistency.

In addition, the Planning Commission approved the Downtown Project Authorization providing the general project authorization for the project involving new construction of two towers in the Transit Center District. Additional project approvals by the Planning Commission included: allocated office square footage under the Annual Office Program, adopted shadow findings, and approved a conditional use authorization for a hotel. These Motions have been included for reference.

On April 1, 2016, the Planning Department, in a Community Plan Exemption certificate, determined that the proposed application did not require further environmental review under Section 15183 of the CEQA Guidelines and Public Resources Code Section 21083.3. The Project is consistent with the adopted zoning controls in the Transit Center District Plan and was encompassed within the analysis contained in the Transit Center District Plan Final EIR. The Downtown Project Authorization is the first approval action.

Please find attached documents relating to the actions of the Commission. If you have any questions or require further information please do not hesitate to contact me.

Sincerely,

Marcelle Boudreaux
Current Planning, Planning Department

cc:
April Ang, Aide to Supervisor Kim
Nicole Elliot, Mayor's Office
John Malamut, Deputy City Attorney
Andrea Ausberry, Office of the Clerk of the Board

Attachments :
Planning Commission Motions: Community Plan Exemption (2006.1523E); General Plan Referral (2006.1523GPR); Downtown Project Authorization (2006.1523DNX); Shadow Findings (2006.1523SHD); Office Allocation (2006.1523OFA); Conditional Use Authorization (2006.1523CUA)
Planning Department Executive Summary

SAN FRANCISCO
PLANNING DEPARTMENT

Certificate of Determination
EXEMPTION FROM ENVIRONMENTAL REVIEW

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Case No.:	**2006.1523E**
Project Address:	**50 First Street (Oceanwide Center) Project**
Zoning:	C-3-O (SD) Downtown Office Special Development, Transit Center C-3-O (SD) Commercial Special Use District 850-S-2 Height and Bulk District, 550-S Height and Bulk District
Block/Lot:	3708/ Lots 3, 6, 7, 9, 10, 11, 12, and 55 (plus vacated portions of Jessie Street and Elim Alley)
Lot Size:	59,445 square feet (1.36 acres)
Plan Area:	Transit Center District Plan
Project Sponsor:	Oceanwide Center LLC; c/o Daniel Frattin, Attorney; (415) 567-9000
Staff Contact:	Kansai Uchida – (415) 575-9048; Kansai.Uchida@sfgov.org

PROJECT DESCRIPTION

The proposed project would include the demolition of three existing structures, the full or partial retention and rehabilitation of two existing structures, and the construction of two new towers supporting a combined 2.2 million square feet of mixed-use development including approximately 1.08 million square feet of office space, 12,500 square feet of restaurant/retail space, 169 hotel rooms, and 265 residential units. The project would also vacate a portion of Elim Alley and a portion of Jessie Street, which would be realigned as a private right-of-way providing public access through the site to connect with Mission Street, rather than First Street as under existing conditions.

The project site is located in San Francisco's Financial District on Assessor's Block 3708, which is bounded by Market Street to the north, First Street to the east, Mission Street to the south, and Second Street to the west. The proposed project would include the demolition of: the existing 16,000-square-foot office and retail building at 36-40 First Street/5 Stevenson Street (Lot 3; built in 1908); the existing 70,680-square-foot office/retail building at 62 First Street (Lot 6; built in 1917); and the 144,000-square-foot office/retail building located at 42-50 First Street (Lot 55; built in 1917). The proposed project would retain approximately the front (easternmost) 45 percent of the historic 16,200 square foot office/retail building,

(continued on next page)

EXEMPT STATUS

Exempt per Section 15183 of the California Environmental Quality Act (CEQA) Guidelines and California Public Resources Code Section 21083.3.

DETERMINATION

I do hereby certify that the above determination has been made pursuant to State and Local requirements.

Sarah Jones

SARAH B. JONES
Environmental Review Officer

April 1, 2016
Date

cc: Daniel Frattin, Project Sponsor; Supervisor Jane Kim, District 6; Marcelle Boudreaux, Current Planning Division; Virna Byrd, M.D.F.; Exemption/Exclusion File

PROJECT DESCRIPTION (continued)

located at 76-78 First Street (Lot 7; built in 1908) and would demolish the rear portion of the building and construct a new rear wall; this building would contain 5,900 square feet of office space and 2,600 square feet of restaurant/retail space. The project would retain the existing 19,800-square-foot building at 88 First Street (Lot 9; built in 1907), which would provide 16,500 square feet of existing office space and 3,300 square feet of restaurant/retail space. The project would also develop the following vacant lots: Lot 10 located at 512 Mission Street, Lot 11 located at 516-520 Mission Street, and Lot 12 located at 526 Mission Street.

The proposed project would construct a 60-story tower on First Street that would contain approximately 1.1 million square feet of office space, about 1,100 square feet of restaurant/retail space, and 109 dwelling units. The First Street tower would be 850 feet tall at the roofline and 910 feet tall at the top of the parapet. A 68-foot-tall "urban room" at the ground floor would provide approximately 20,000 square feet of publicly accessible open space. The proposed project would construct a second tower on Mission Street, 54 stories tall, that would contain 156 dwelling units, 169 hotel rooms, and about 5,500 square feet of restaurant/retail space. The Mission Street tower would be 605 feet in height to the roof and 625 feet tall at the parapet, with a mechanical penthouse rising to approximately 637 feet. In addition to the urban room, the project would provide another approximately 6,000 square feet of publicly accessible open space, primarily at grade behind the retained portion of the 76-78 First Street building and adjacent to the Mission Street Tower on the project's Mission Street frontage, and also including about 850 square feet on level 3 of the First Street tower. A total of 360 auto parking spaces and 363 secure bicycle parking spaces would be located in the basement beneath both buildings; vehicular parking would be accessed via Jessie and Stevenson Streets, while bicycle parking would be reached through the urban room and from Stevenson Street. Additional bicycle parking (racks) would be provided at-grade. The project would include a four-truck loading dock on Stevenson Street and would provide four service vehicle loading spaces in the basement.

Approximately 4,900 square feet of the existing public right-of-way along Jessie Street and Elim Alley would be vacated and incorporated into the project. The Jessie Street right-of-way would be vacated from First Street to midway between First Street and Ecker Place, and rerouted southward to terminate at Mission Street between First Street and Ecker Place. Elim Alley would be vacated from midway between First Street and Ecker Place and would be widened to provide enhanced pedestrian access. Pedestrians access would be maintained along the current route of Jessie Street to First Street via a shared pathway that would bisect the urban room and would also maintain emergency vehicle and large truck access to First Street (i.e., emergency vehicles and trucks too large to use the relocated Jessie Street route would be permitted to drive through the urban room).

PROJECT APPROVAL

The project would require a Downtown Project Authorization, pursuant to *Planning Code* Section 309, including exceptions (under *Planning Code* provisions) with regard to minimum commercial floor area relative to housing uses (Section 248(c)(1)); street wall height, tower separation, and upper story setbacks (Section 132.1); rear yard requirements (Section 134(d)); ground-level winds (Section 148); rooftop extension (Section 260(b)(1)(M)); upper tower extensions (Section 263.9); Bulk (Section 270 and 272); and potentially other exceptions to be determined. The proposed hotel requires Conditional Use authorization from the Planning Commission (Section 210.2). The project also requires an Office Allocation (Section 321) for approximately 1.01 million gross square feet of office space, and a Conditional Use (Section 303) for a

new hotel. A variance from the *Code* requirements for bay windows (Section 134), dwelling unit exposure (Section 140), and parking and loading access (Section 155(s)) is also being sought. The project would also require Board of Supervisors authorization for the vacation of a portion of Jessie Street and Elim Alley, a Major Encroachment Permit for special paving treatments, and an Official Change in Sidewalk Width, including a *General Plan* referral to the Planning Commission. The project would also require approvals from the City's Recreation and Park Commission (determination of no adverse shadow effect on parks); the Municipal Transportation Agency (construction within roadways, if applicable); the Department of Building Inspection (demolition and building permits); Public Utilities Commission (stormwater management and discharge to the combined sewer and overland stormwater easement); and Department of Public Works (recommendation regarding street vacation, encroachment permit, and sidewalk width, construction within roadways, and parcel/condominium maps); as well as the Bay Area Air Quality Management District (emergency generators). The Section 309 approval and Conditional Use authorization would typically be scheduled for the same Planning Commission hearing, and the Section 309 approval would constitute the Approval Action for the proposed project.[1]

The Approval Action date establishes the start of the 30-day appeal period for this CEQA exemption determination pursuant to Section 31.04(h) of the San Francisco Administrative Code.

COMMUNITY PLAN EXEMPTION OVERVIEW

California Public Resources Code Section 21083.3 and CEQA Guidelines Section 15183 provide an exemption from environmental review for projects that are consistent with the development density established by existing zoning, community plan or general plan policies for which an Environmental Impact Report (EIR) was certified, except as might be necessary to examine whether there are project-specific significant 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 that were not discussed in the underlying EIR; or d) are previously identified in the EIR, but which, as a result of substantial new information that was not known at the time that the EIR was certified, are determined to have a more severe adverse impact than that discussed in the underlying EIR. Section 15183(c) specifies that if an impact is not peculiar to the parcel or to the proposed project, then an EIR need not be prepared for the project solely on the basis of that impact.

This determination evaluates the potential project-specific environmental effects of the 50 First Street project described above, and incorporates by reference information contained in the Programmatic EIR for the Transit Center District Plan and Transit Tower (TCDP PEIR)[2]. Project-specific studies were prepared for the proposed project to determine if the project would result in any significant environmental impacts that were not identified in the TCDP PEIR.

After several years of analysis, community outreach, and public review, the TCDP PEIR was adopted in May 2012. The TCDP PEIR was adopted to result in new planning policies and controls for land use;

[1] Section 31.04(h) of the *San Francisco Administrative Code* establishes the Approval Action for projects determined exempt from CEQA as the first approval of the project in reliance on the exemption by the Planning Commission, where such hearing is required. Because the proposed project would require a hearing before the Planning Commission for approval of its Downtown Project Authorization under *Planning Code* Section 309, as well as for consideration of a *General Plan* Referral, Office Allocation (Sec. 321), Conditional Use Authorization (Sec. 303), and findings with respect to shadow on public parks (Sec. 295), the Planning Commission actions with respect to project approval constitute the Approval Action under the *Administrative Code*.

[2] Planning Department Case No. 2004.0160E and State Clearinghouse No. 2005032048

urban form, including building height and design; street network modifications/public realm improvements; historic preservation; and district sustainability, including the enhancement of green building standards in the district, among other features. The Plan allows for height limit increases in subareas composed of multiple parcels or blocks within the Plan area. It also includes impact fees pursuant to *Planning Code* Sections 424.6, 424.7, and 424.8 to support the Transit Center Program and other public infrastructure and amenities in the area. These include the Transit Center District Open Space Impact Fee and Fund, Transit Center District Transportation and Street Improvement Impact Fee and Fund, and the Transit Center District Mello Roos Community Facilities District Program.

The Planning Commission held public hearings to consider the various aspects of the proposed TCDP and related Planning Code and Zoning Map amendments. On May 24, 2012, the Planning Commission certified the TCDP PEIR by Motion 18628.[3,4] The Board of Supervisors affirmed the certification on July 5, 2012, by Motion M12-0078. The Plan was adopted and became effective in September 2012, including a comprehensive program of zoning changes, including elimination of the floor area ratio (FAR) maximums and increased height limits on certain parcels, including the project site.

The TCDP PEIR is a comprehensive programmatic document that presents an analysis of the environmental effects of implementation of the Transit Center District Plan. The Transit Center District Plan area is centered on the new Transbay Transit Center site. The Plan is a comprehensive plan for a portion of the southern downtown financial district and contains the overarching premise that to accommodate projected office-related job growth in the City, additional office development capacity must be provided in proximity to the City's greatest concentration of public transit service. The project site is within the C-3-O (SD) Downtown Office Special Development use district (and was prior to Plan adoption), and is also within the Transit Center Commercial Special Use District (SUD), identified in the Plan, in which the limits on non-commercial space apply (*Planning Code* Section 248). The Plan also establishes new development impact fees to be collected from almost all development projects within the C-3-O (SD) District. The Transbay Transit Center building site will be located half a block south of the project site and extend from Beale Street westward to within about 135 feet of Second Street. Anticipated for completion in 2017, the five-story (three above ground) Transbay Transit Center will provide a one-million-square-foot regional bus and rail station with a 5-acre public park atop the building. The 50 First Street project site was designated as a site with buildings up to 850 feet (First Street portion) and 550 feet (Mission Street portion) in height.

Individual projects that could occur in the future under the Transit Center District will undergo project-level environmental evaluation to determine if they would result in further impacts specific to the development proposal, the site, and the time of development and to assess whether additional environmental review would be required. This determination concludes that the proposed project is consistent with and was encompassed within the analysis in the TCDP PEIR. This determination also finds that the TCDP PEIR adequately analyzed and described the impacts of the proposed 50 First Street project, and identified the mitigation measures applicable to the proposed project. The proposed project is also consistent with the zoning controls and the provisions of the Planning Code applicable to the

[3] San Francisco Planning Department. Transit Center District Plan and Transit Tower Final Environmental Impact Report (FEIR), Planning Department Case No. 2008.0877E and 2007.1035E, certified May 24, 2012. Available online at: http://www.sf-planning.org/index.aspx?page=1893, accessed July 14, 2015.

[4] San Francisco Planning Department. San Francisco Planning Commission Motion 18628, May 24, 2012. Available online at: http://commissions.sfplanning.org/cpcmotions/2012/18628.pdf, accessed July 14, 2015.

project site.[5,6] Therefore, no further CEQA evaluation for the 50 First Street project is required. In sum, the TCDP PEIR and this Certificate of Exemption for the proposed project comprise the full and complete CEQA evaluation necessary for the proposed project.

PROJECT SETTING

The project site is located at the northwest corner of intersection of First Street and Mission Street in San Francisco's Financial District, within the Transit Center District Area Plan. It is on the block bounded by Market Street to the north, First Street to the east, Mission Street to the south, and Second Street to the west, 3.5 blocks (0.4 miles) north of Interstate 80. The project site, which is generally flat, consists of eight lots (Block 3708; Lots 3, 6, 7, 9, 10, 11, 12, and 55) comprising 54,586 square feet (1.25 acres), as well as portions of Elim Alley and Jessie Street, totaling 4,859 square feet. The site is now developed with five buildings, ranging in height from five to seven stories, with frontage on First Street, Jessie Street, and Stevenson Street. Three lots fronting on Mission Street are undeveloped. Elim Alley is located between 62 First Street and 76-78 First Street. Currently, the site contains approximately 266,680 gross square feet of office and ground floor retail uses. The existing, intervening buildings at 82–84 First Street and 510 Mission Street (Lot 8) are not controlled by the project sponsor and are not a part of the project site.

Development in the vicinity consists primarily of high-rise office space above ground-floor retail, interspersed with low-rise buildings. The block on which the project site is located contains several mid- and high-rise office buildings, including 25 Jessie Street immediately east of the project site and 525 Market Street to the north across Stevenson Street. To the south across Mission Street are the 100 First Street, 535 Mission, 555 Mission and 101 Second Street high-rises. The approximately 1,070 foot-tall, 61-story Salesforce Tower is under construction next to the new approximately 68-foot-tall Transbay Transit Center, also under construction. Numerous other high-rise residential and office buildings are planned or under construction in the surrounding area, including an office-residential tower under construction at 181 Fremont Street and a newly completed office building at 350 Mission Street.

With the exception of buildings in the potential First and Market Historic District, which encompasses the project site and three additional buildings on Jessie and First Streets, most buildings in the project vicinity date from the 1970s and 1980s. The closest listed historic district is the New Montgomery-Mission-Second Street Conservation District, listed in Article 11 of the *Planning Code* and located just under one block to the west. There is also a National Register of Historic Places-listed district to the southwest, around the intersection of Second and Howard Streets. The nearest City Landmark is the Crown Zellerbach Building (Landmark No. 183), at One Bush Street, one-half block north of the site.

The nearest open spaces to the project site include Justin Herman Plaza (on the Embarcadero to the north and south of Market Streets), Sue Bierman Park and Maritime Plaza (extending west from Justin Herman Plaza between Clay and Washington Streets), Yerba Buena Gardens (at Third and Mission Streets), and Rincon Park (along the Embarcadero). The rooftop of the Transbay Transit Center will be developed as a 5.4-acre public open space, as will the southwestern corner of First and Mission Streets. There are numerous privately owned, publicly accessible plazas, gardens and open spaces nearby.

[5] Susan Exline, San Francisco Planning Department, Community Plan Exemption Eligibility Determination, Citywide Planning and Policy Analysis, 50 First Street, October 27, 2015. This document is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, as part of Case File No. 2006.1523E.

[6] Jeff Joslin, San Francisco Planning Department, Community Plan Exemption Eligibility Determination, Current Planning Analysis, 50 First Street, March 24, 2016. This document is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, as part of Case File No. 2006.1523E.

First Street is a one-way southbound street and serves as a major access route for Bay Bridge-bound traffic; First Street has four lanes, one of which is designated for transit only. Mission Street is a two-way east-west street with two lanes in each direction, one of which is a transit-only lane during daytime hours. Second Street is a two-way north-south street with two southbound lanes and one northbound lane along the project block. Market Street is a two-way east-west street with two lanes in each direction. Market Street is a major transit route (some dozen bus lines plus historic streetcars operate on Market Street, with Muni light rail service and BART trains underground) and bicycle route. Five mid-block rights-of-way pass through portions of the project block: Stevenson Street is a one-way, one-lane street between Second and First Streets; Jessie Street is a one-way, one-lane eastbound alley between Anthony Street and First Street; Anthony Street is a two-way north-south street between Jessie Street and Mission Street; Ecker Place is a north-south pedestrian right-of-way between Stevenson Street and Mission Street; and Elim Alley is a pedestrian right-of-way between Ecker Place and First Street.

POTENTIAL ENVIRONMENTAL EFFECTS

The TCDP PEIR included analyses of environmental issues including: land use; plans and policies; aesthetics; population, housing, business activity, and employment (growth inducement); cultural resources; transportation; noise; air quality; greenhouse gas emissions; wind and shadow; recreation and public space; utilities and service systems; public services; biological resources; geology, soils, and seismicity; hydrology and water quality; hazards and hazardous materials; mineral and energy resources; and agricultural and forestry resources. The proposed project is in conformance with the height, use and density for the site in the TCDP PEIR. Thus, the plan analyzed in the TCDP PEIR considered the incremental impacts of the proposed 50 First Street project as part of the overall TCDP growth assumptions. As a result, the proposed project would not result in any new or substantially more severe impacts than were identified in the TCDP PEIR.

Significant and unavoidable impacts were identified in the TCDP PEIR for the following topics: aesthetics (public views and visual character), cultural resources (historic architectural resources), transportation and circulation, operational noise, construction vibration, cumulative construction noise, air quality (toxic air contaminants, criteria air pollutants) and shadow. Pursuant to Senate Bill (SB) 743 and Public Resources Code Section 21099, effective 2014, aesthetic impacts are no longer significant environmental impacts under CEQA for certain projects, including the proposed 50 First Street project. The project would contribute to the significant and unavoidable impacts to cultural and paleontological resources (due to demolition of historical resources), transportation and circulation (due to project travel demand and construction activity), cumulative construction noise (due to project construction activity), air quality (due to construction vehicle emissions), and shadow (due to shadows cast by the towers).

The TCDP PEIR identified feasible mitigation measures to address significant impacts related to cultural and paleontological resources. **Table 1** below lists the mitigation measures identified in the TCDP PEIR and states whether each measure would apply to the proposed project.

Table 1 – TCDP PEIR Mitigation Measures

Mitigation Measure	Applicability	Compliance
D. Cultural and Paleontological Resources		
M-CP-1: Subsequent Archeological Testing Program	Applicable: there is potential for discovering intact prehistoric archaeological deposits in the project site	The project sponsor has agreed to undertake the Subsequent Archaeological Testing Program
M-CP-3a: HABS/HAER Documentation	Applicable: project would involve loss of historic architectural resources: complete demolition of 62 First Street and partial demolition of 76–78 First Street.	The project sponsor has agreed to undertake HABS/HAER documentation prior to demolition of 62 First Street and partial demolition of 76–78 First Street.
M-CP-3b: Public Interpretative Displays	Applicable: project would involve loss of historic architectural resources: complete demolition of 62 First Street and 76–78 First Street.	The project sponsor has agreed to develop a permanent interpretative program and/or display.
M-CP-3c: Relocation of Historic Resources	Applicable: project would involve loss of historic architectural resources: complete demolition of 62 First Street and 76–78 First Street.	The project sponsor has agreed to make these historic resources available for relocation by qualified parties
M-CP-3d: Salvage of Historical Resources	Applicable: project would involve loss of historic architectural resources: complete demolition of 62 First Street and 76–78 First Street.	The project sponsor has agreed to consult with Planning Department Preservation staff regarding salvage of materials from the affected resources.
M-CP-5a: Construction Best Practices for Historical Resources	Applicable: project would be undertaken in proximity to historic buildings	The project sponsor has agreed to incorporate best practices for historical resources into the construction specifications
M-CP-5b: Construction Monitoring Program for Historical Resources	Applicable: project would be undertaken in proximity to historic buildings	The project sponsor has agreed to undertake a monitoring program to minimize damage to adjacent buildings
M-C-CP: Cumulative Historical Resources Impacts - Implement M-CP-3a, M-CP-3b, M-CP-3c, and M-CP-3d.	See above.	See above.

Mitigation Measure	Applicability	Compliance
E. Transportation		
M-TR-1a: Signal Timing Optimization (Stockton/Geary Streets, Kearny/Sutter Streets, Battery/California Streets, Embarcadero/Washington Street, Third/Folsom Streets, Beale/Folsom Streets, Embarcadero/Folsom Street)	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1b: Taxi Left-Turn Prohibition (Third/Mission Streets)	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1c: Beale / Mission Streets Bulbs and Optimization.	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1d: Steuart / Howard Streets Restriping.	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1e: Beale / Folsom Streets Left-Turn Prohibition and Signal Optimization.	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1f: Third / Harrison Streets Restriping.	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1g: Hawthorne / Harrison Streets Restriping.	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1h: Second / Harrison Streets Turn Prohibition and Optimization.	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1i: Third / Bryant Streets Bulbs and Optimization.	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1j: Second / Bryant Streets Bulbs and Optimization.	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1k: Second / Tehama Streets Restriping and Optimization.	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1m: Downtown Traffic Signal Study.	Not applicable; automobile delay removed from CEQA	N/A

Mitigation Measure	Applicability	Compliance
	analysis.	
M-TR-3a: Installation and Operation of Transit-Only and Transit Queue-Jump Lanes.	Not applicable: Plan-level mitigation by SFMTA.	N/A
M-TR-3b: Exclusive Muni Use of Mission Street Boarding Islands.	Not applicable: Plan-level mitigation by SFMTA.	N/A
M-TR-3c: Transit Improvements on Plan Area Streets.	Not applicable: Plan-level mitigation by SFMTA.	N/A
M-TR-3d: Increased Funding to Offset Transit Delays.	Not applicable: Plan-level mitigation that would require fee legislation.	N/A
M-TR-3e: Increased Funding of Regional Transit.	Not applicable: Plan-level mitigation that would require fee legislation.	N/A
M-TR-4a: Widen Crosswalks.	Not applicable: Plan-level mitigation by SFMTA.	N/A
M-TR-5 Garage/Loading Dock Attendant.	Applicable: Project loading queues on Mission Street could interfere with transit-only lane. Applicable: Truck and emergency vehicle traffic could result in pedestrian safety impacts in the urban room. Applicable: Project loading dock operations could result in pedestrian and bicycle safety impacts.	The project sponsor has agreed to implement a management plan for the Mission Street passenger loading and unloading zone. The project sponsor has agreed to implement a management plan for the urban room. The project sponsor has agreed to implement a loading dock management plan.
M-TR-7a: Loading Dock Management.	Applicable: Project loading queues on Mission Street could interfere with transit-only lane. Applicable: Truck and emergency vehicle traffic could result in pedestrian safety impacts in the urban room. Applicable: Project loading dock operations could result in	The project sponsor has agreed to implement a management plan for the Mission Street passenger loading and unloading zone. The project sponsor has agreed to implement a management plan for the urban room. The project sponsor has agreed to implement a loading dock

Mitigation Measure	Applicability	Compliance
	pedestrian and bicycle safety impacts.	management plan.
M-TR-7b: Augmentation of On-Street Loading Space Supply.	Not applicable: Plan-level mitigation by SFMTA.	N/A
M-TR-9: Construction Coordination.	Applicable: Project construction would contribute to cumulative impacts to transit, transit, pedestrian, and bicycle circulation	The project sponsor has agreed to develop and implement a construction management plan.
F. Noise and Vibration		
M-NO-1a: Noise Survey and Measurements for Residential Uses	Applicable: The project would include residential uses	The project sponsor has prepared a noise study to determine the noise insulation requirements to meet noise standards
M-NO-1b: Noise Minimization for Residential Open Space	Applicable: the project would include residential open space	The project sponsor has prepared a noise study to determine the maximum feasible noise reduction on common residential open spaces.
M-NO-1c: Noise Minimization for Non-Residential Uses	Not Applicable: This measure applies to new nonresidential sensitive receptors such as child care centers, schools, libraries, and the like, of which there are none in the subject project.	N/A
M-NO-1d: Mechanical Equipment Noise Standard	Applicable: The project would include residential uses	The project sponsor has prepared a noise study to identify the location of existing rooftop equipment and take its noise generation into account in determining noise insulation requirements (Measure Complete)

M-NO-1e: Interior Mechanical Equipment	Applicable: The project would include mechanical equipment	After identified of the project's mechanical equipment, the project sponsor has agreed to determine the effects of that equipment on adjacent uses and incorporate controls to achieve maximum feasible reduce in equipment noise
M-NO-2a: Noise Control Measures During Pile Driving	Not Applicable: Impact pile driving is not proposed for this project	N/A
M-NO-2b: General Construction Noise Control Measures	Applicable: The project would include construction activities	The project sponsor has agreed to minimize construction noise to the maximum extent feasible
M-C-NO: Cumulative Construction Noise Control Measures	Not Applicable: There is no existing City-sponsored construction noise control program for the TCDP area or other area-wide program developed to reduce the potential effects of construction noise in the project site vicinity.	N/A
G. Air Quality		
M-AQ-2: Implementation of Risk and Hazard Overlay Zone and Identification of Health Risk Reduction Policies	Not Applicable: M-AQ-2 has been implemented by the City through establishment of an Air Pollutant Exposure Zone and enhanced ventilation requirements under Article 38.	N/A
M-AQ-3: Siting of Uses that Emit DPM and Other TACs	Applicable: The proposed project would include three backup emergency generators	Consistent with current Planning Department practice, the project sponsor has agreed to ensure that the backup diesel generators meet or exceed one of the following emission standards for particulate matter: (1) Tier 4 certified engine, or (2) Tier 2 or Tier 3 certified engine that is equipped with a California Air Resources Board Level 3 Verified Diesel Emissions Control Strategy.

M-AQ-4a: Construction Vehicle Emissions Minimization	Applicable: The project would exceed BAAQMD screening thresholds for construction criteria pollutants	The project sponsor has agreed to include in the construction specifications a requirement that all equipment be maintained in accordance with manufacturer's specifications and checked by a certified mechanic.
M-AQ-4b: Dust Control Plan	Not Applicable: The regulations set forth in the City's Construction Dust Ordinance supersede the dust control provisions of this mitigation measure.	The project sponsor will implement the requirements of the City's Dust Control Ordinance.
M-AQ-5: Construction Vehicle Emissions Evaluation and Minimization	Applicable: The project site is located in an identified Air Pollutant Exposure Zone and require heavy duty off-road diesel vehicles and equipment during construction	Consistent with current Planning Department practice, the project sponsor has agreed to comply with the construction exhaust emissions reduction requirements.
I. Wind		
M-WI-2: Tower Design to Minimize Pedestrian Wind Speeds	Applicable: Development of the 50 First Street project site would affect ground-level wind speeds	The project sponsor has undertaken a wind study that includes analysis of wind speeds at the pedestrian level and atop City Park.
N. Biological Resources		
M-BI-1a: Pre-Construction Bird Surveys	Applicable: Development of the project could disturb nesting birds	The project sponsor has agreed to undertake pre-construction bird surveys and to establish any required no-work buffer zones around nesting sites.
M-BI-1b: Pre-Construction Bat Surveys	Applicable: Development of the project could disturb special-status bats	The project sponsor has agreed to undertake pre-construction bat surveys and to establish any required no-disturbance buffer zones around nesting or hibernation sites.

L. Hazardous Materials		
M-HZ-2a: Site Assessment and Corrective Action for Sites Located Bayward of Historic Tide Line	Not Applicable: The project site is located landward of the historic high tide line	N/A
M-HZ-2b: Site Assessment and Corrective Action for Sites Located Landward of Historic Tide Line	Applicable: The project site is located landward of the historic high tide line, and therefore must comply with this measure.	The project sponsor has submitted a Maher Application and Phase I Environmental Site Assessment to the San Francisco Department of Public Health
M-HZ-2c: Site Assessment and Corrective Action for All Sites	Applicable: The mitigation measure is applicable to all sites in the TCDP area	The project sponsor has agreed to evaluate worst case risks to building occupants from vapor intrusion, in accordance with guidance developed by the DTSC, and to implement required measures to reduce this risk to acceptable levels and implement long-term monitoring at the site as needed.
M-HZ-3: Hazardous Building Materials Abatement	Applicable: The project would involve building demolition	The project sponsor has agreed to survey existing buildings for hazardous materials and properly remove and dispose of them prior to building demolition.

Please see the attached Mitigation Monitoring and Reporting Program (MMRP) for the complete text of the applicable mitigation measures. With implementation of these mitigation measures the proposed project would not result in significant impacts beyond those analyzed in the TCDP PEIR.

PUBLIC NOTICE AND COMMENT

A "Notification of Project Receiving Environmental Review" was mailed on September 29, 2015, to adjacent occupants and owners of properties within 300 feet of the project site. Overall, concerns and issues raised by the public in response to the notice were taken into consideration and incorporated in the environmental review as appropriate for CEQA analysis. Six responses were received. Comments received concerned potential impacts related to traffic and circulation, including a potential increase in vehicle miles traveled as a result of the proposed project, the proposed rerouting of Jessie Street, the existing use of Ecker Place as a pedestrian walkway, changes to Elim Alley, adequacy of adjacent pedestrian access, and the sufficiency of off-street freight loading; the consistency of building height and density with nearby development; shadow effects of the project, given that the First Street Tower would span the existing Jessie Street right-of-way; effects of construction, including excavation and vibration, on adjacent structures; and the applicability of the CPE process to the project. Issues related to the transportation concerns raised in the responses are discussed in the CPE Checklist, Section 4,

Transportation and Circulation. Consistency with height and density and the applicability of a CPE to the proposed project have been determined through the Planning Department's CPE Referral process (refer to footnotes 9 and 10 in Section 1, Land Use and Planning, of the CPE Checklist); the CPE process is also discussed on p. 4 of this CPE Certificate. Shadow impacts are analyzed in Section 8, Wind and Shadow, of the CPE Checklist. Construction impacts are discussed in Checklist Section 3, Cultural and Paleontological resources; Section 4, Transportation and Circulation; Section 5 Noise; and Section 6, Air Quality. The proposed project would not result in significant adverse environmental impacts associated with the issues identified by the public beyond those identified in the TCDP PEIR.

CONCLUSION

As summarized above and further discussed in the CPE Checklist:[7]

1. The proposed project is consistent with the development density established for the project site in the Transit Center District Plan;

2. The proposed project would not result in effects on the environment that are peculiar to the project or the project site that were not identified as significant effects in the TCDP PEIR;

3. The proposed project would not result in potentially significant off-site or cumulative impacts that were not identified in the TCDP PEIR;

4. The proposed project would not result in significant effects, which, as a result of substantial new information that was not known at the time the TCDP PEIR was certified, would be more severe than were already analyzed and disclosed in the PEIR; and

5. The project sponsor will undertake feasible mitigation measures specified in the TCDP PEIR to mitigate project-related significant impacts.

Therefore, the proposed project is exempt from further environmental review pursuant to Public Resources Code Section 21083.3 and CEQA Guidelines Section 15183.

[7] The CPE Checklist is available for review at the Planning Department, 1650 Mission Street, Suite 400, San Francisco, in Case File No. 2006.1523E.

EXHIBIT 1:
MITIGATION MONITORING AND REPORTING PROGRAM

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Cultural and Paleontological Resources					
Project Mitigation Measure #1: HABS/HAER Documentation (Implementing Transit Center District Plan PEIR Mitigation Measure M-CP-3a): Prior to demolition or substantial adverse alteration of historical resource(s), the project sponsor of a development project in the Plan area shall contract with a qualified preservation architect, historic preservation expert, or other qualified individual to fully document the structure(s) to be demolished or altered. Documentation shall be undertaken following consultation with Planning Department preservation staff and the Historic Preservation Commission, and shall at a minimum be performed to HABS Level II documentation standards. According to HABS Standards, Level II documentation consists of the following tasks: • Written data: A brief report documenting the existing conditions and history of the building shall be prepared, focusing on the building's architectural and contextual relationship with the greater Western SoMa neighborhood. • Photographs: Photographs with large-format (4x5-inch) negatives shall be shot of exterior and interior views of all three project site buildings. Historic photos of the buildings, where available, shall be photographically reproduced. All photos shall be printed on archival fiber paper. • Drawings: Existing architectural drawings (elevations and plans) of all three the project site buildings, where available, shall be photographed with large format negatives or photographically reproduced on Mylar. The completed documentation package shall be submitted to local and regional archives, including but not limited to, the San Francisco Public Library History Room, the California Historical Society and the Northwest Information Center at Sonoma State University in Rohnert Park.	Project sponsor and qualified preservation architect, historic preservation expert, or other qualified individual.	Prior to the issuance of demolition and site permits.	Project sponsor and qualified preservation architect, historic preservation expert, or other qualified individual to complete historic resources documentation.	Environmental Review Officer (ERO)	Considered complete upon submittal to ERO by project sponsor of historic resources documentation.
Project Mitigation Measure #2: Public Interpretative Displays (Implementing Transit Center District Plan PEIR Mitigation Measure M-CP-3b): Prior to demolition or substantial adverse alteration of historical resource(s) that are significant due to event(s) that occurred in the building at the development site, the project sponsor of a development project in the Plan area shall develop, in consultation with Planning Department preservation staff, a permanent interpretative program/and or display that would commemorate such event(s). The program/display would be	Project sponsor and Planning Department	Prior to the issuance of demolition and site permits.	Project sponsor and/or qualified consultant to prepare interpretative program/display.	ERO, Planning Department, Historic Preservation Commission	Considered complete upon installation by project sponsor of a permanent interpretative program and/or display.

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Cultural and Paleontological Resources (cont.)					
installed at a publicly accessible location, either at or near the project site or in another appropriate location (such as a library or other depository). The content and location of the display shall be presented to the Historic Preservation Commission for review and comment.					
Project Mitigation Measure #3: Relocation of Historical Resources (Implementing Transit Center District Plan PEIR Mitigation Measure M-CP-3c): Prior to demolition or substantial alteration of historical resource(s), the project sponsor of a development project in the Plan area shall make any historical resources that would otherwise be demolished or substantially altered in an adverse manner available for relocation by qualified parties.	Project sponsor	Prior to the issuance of demolition and site permits.	Project sponsor to make buildings proposed for demolition available to qualified parties.	ERO	Considered complete upon submittal to ERO by project sponsor documentation that resource(s) have been made available to qualified parties.
Project Mitigation Measure #4: Salvage of Historical Resources (Implementing Transit Center District Plan PEIR Mitigation Measure M-CP-3d): Prior to demolition of historical resource(s) that are significant due to architecture (resource(s) that embody the distinctive characteristics of a type, period, region, or method of construction, or represents the work of a master, or possesses high artistic values), the project sponsor of a development project in the Plan area shall consult with a Planning Department Preservation Technical Specialist and/or other qualified parties regarding salvage of materials from the affected resource(s) for public information or reuse in other locations.	Project sponsor and Planning Department Preservation Technical Specialist	Prior to the issuance of demolition and site permits.	Project sponsor and/or qualified consultant to consult with Preservation Technical Specialist concerning building materials salvage.	ERO, Planning Department Preservation Technical Specialist	Considered complete upon project sponsor's submittal to ERO of report documenting materials to be salvaged, if any.
Project Mitigation Measure #5: Construction Best Practices for Historical Resources (Implementing Transit Center District Plan PEIR Mitigation Measure M-CP-5a): The project sponsor of a development project in the Plan area shall incorporate into construction specifications for the proposed project a requirement that the construction contractor(s) use all feasible means to avoid damage to adjacent and nearby historic buildings, including, but not necessarily limited to, staging of equipment and materials as far as possible from historic buildings to avoid direct impact damage; using techniques in demolition (of the parking lot), excavation, shoring, and construction that create the minimum feasible vibration; maintaining a buffer zone when possible between heavy equipment and historical resource(s) within 125 feet, as identified by the Planning Department; appropriately shoring excavation sidewalls to prevent movement of adjacent structures; design and installation of the new foundation to	Project sponsor and/or construction contractor	Prior to issuance of permit	Project sponsor and/or qualified consultant to develop construction specifications to protect adjacent and nearby historic buildings.	ERO	Considered complete upon submittal by Project Sponsor or Construction Contractor of Construction Specifications to ERO for review and approval.

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Cultural and Paleontological Resources (cont.)					
minimize uplift of adjacent soils; ensuring adequate drainage from adjacent sites; covering the roof of adjacent structures to avoid damage from falling objects; and ensuring appropriate security to minimize risks of vandalism and fire.					
Project Mitigation Measure #6: Construction Monitoring Program for Historical Resources (Implementing Transit Center District Plan PEIR Mitigation Measure M-CP-5b): The project sponsor shall undertake a monitoring program to minimize damage to adjacent historic buildings and to ensure that any such damage is documented and repaired. The monitoring program would include the following components. Prior to the start of any ground-disturbing activity, the project sponsor shall engage a historic architect or qualified historic preservation professional to undertake a preconstruction survey of historical resource(s) identified by the Planning Department within 125 feet of planned construction to document and photograph the buildings' existing conditions. Based on the construction and condition of the resource(s), the consultant shall also establish a maximum vibration level that shall not be exceeded at each building, based on existing condition, character-defining features, soils conditions, and anticipated construction practices (a common standard is 0.2 inches per second, peak particle velocity). To ensure that vibration levels do not exceed the established standard, the project sponsor shall monitor vibration levels at each structure and shall prohibit vibratory construction activities that generate vibration levels in excess of the standard. Should vibration levels be observed in excess of the standard, construction shall be halted and alternative techniques put in practice, to the extent feasible. The consultant shall conduct regular periodic inspections of each building during ground-disturbing activity on the project site. Should damage to either building occur, the building(s) shall be remediated to its preconstruction condition at the conclusion of ground-disturbing activity on the site.	Project sponsor, and and/or qualified structural engineer and preservation architect.	Prior to issuance of demolition and site permits	Project sponsor and/or consultant shall submit Pre-Construction Assessment to ERO for review and approval. Project sponsor shall submit to ERO quarterly reports during construction and final report at the completion of construction to ERO.	ERO	Considered complete upon receipt by ERO of final report.
Project Mitigation Measure #7: Cumulative Historical Resources Impacts (Implementing Transit Center District Plan PEIR Mitigation Measure M-C-CP): Implement Mitigation Measures M-CP-3a, HABS/HAER Documentation, M-CP-3b, Public Interpretive Displays, M-CP-3c, Relocation of Historical Resources, and M CP 3d, Salvage of Historical Resources.	See Mitigation Measures M-CP-3a, M-CP-3b, M-CP-3c, and M CP 3d.				

EXHIBIT 1:
MITIGATION MONITORING AND REPORTING PROGRAM

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Cultural and Paleontological Resources (cont.)					
Project Mitigation Measure #8: (PEIR Mitigation Measure M-CP-1): Subsequent Archeological Testing Program. When a project is to be developed within the Transit Center District Plan Area, it will be subject to preliminary archeological review by the Planning Department archeologist. This in-house review will assess whether there are gaps in the necessary background information needed to make an informed archaeological sensitivity assessment. This assessment will be based upon the information presented in the Transit Center District Plan Archeological Research Design and Treatment Plan (Far Western Anthropological Research Group, Inc., Archaeological Research Design and Treatment Plan for the Transit Center District Plan Area, San Francisco, California, February 2010), as well as any more recent investigations that may be relevant. If data gaps are identified, then additional investigations, such as historic archival research or geoarchaeological coring, may be required to provide sufficiently detailed information to make an archaeological sensitivity assessment. If the project site is considered to be archaeologically sensitive and based on a reasonable presumption that archeological resources may be present within the project site, the following measures shall be undertaken to avoid any potentially significant adverse effect from the proposed project on buried or submerged historical resources. The project sponsor shall retain the services of an archeological consultant from the Planning Department ("Department") pool of qualified archaeological consultants as provided by the Department archaeologist. The archeological consultant shall undertake an archeological testing program as specified herein. In addition, the consultant shall be available to conduct an archeological monitoring and/or data recovery program if required pursuant to this measure. The archeological consultant's work shall be conducted in accordance with this measure and with the requirements of the Transit Center District Plan archeological research design and treatment plan at the direction of the ERO. In instances of inconsistency between the requirement of the project archaeological research design and treatment plan and of this archaeological mitigation measure, the requirements of this archaeological mitigation measure shall prevail. All plans and reports prepared by the consultant as specified herein shall be submitted first and directly to the ERO for review and comment, and shall be considered draft reports subject to revision until final approval by the ERO.	Project sponsor and Planning Department archeologist or a qualified archeological consultant from the Planning Department pool.	Prior to any ground-disturbing activities.	Archeologist to report to ERO on progress of any required investigation monthly, or as required by ERO.	ERO to review and approve Archeological Testing Program.	Considered complete upon review and approval by ERO of results of Archeological Testing Program/ Archeological Monitoring Program/ Archeological Data Recovery Program, as applicable.

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Cultural and Paleontological Resources (cont.)					
Archeological monitoring and/or data recovery programs required by this measure could suspend construction of the project for up to a maximum of four weeks. At the direction of the ERO, the suspension of construction can be extended beyond four weeks only if such a suspension is the only feasible means to reduce to a less than significant level potential effects on a significant archeological resource as defined in CEQA Guidelines Sections 15064.5 (a) (c). *Archeological Testing Program.* The archeological consultant shall prepare and submit to the ERO for review and approval an archeological testing plan (ATP). The archeological testing program shall be conducted in accordance with the approved ATP. The ATP shall identify the property types of the expected archeological resource(s) that potentially could be adversely affected by the proposed project, the testing method to be used, and the locations recommended for testing. The purpose of the archeological testing program will be to determine to the extent possible the presence or absence of archeological resources and to identify and to evaluate whether any archeological resource encountered on the site constitutes an historical resource under CEQA. At the completion of the archeological testing program, the archeological consultant shall submit a written report of the findings to the ERO. If based on the archeological testing program the archeological consultant finds that significant archeological resources may be present, the ERO in consultation with the archeological consultant shall determine if additional measures are warranted. Additional measures that may be undertaken include additional archeological testing, archeological monitoring, and/or an archeological data recovery program. If the ERO determines that a significant archeological resource is present and that the resource could be adversely affected by the proposed project, at the discretion of the project sponsor either: A) The proposed project shall be re-designed so as to avoid any adverse effect on the significant archeological resource; or B) A data recovery program shall be implemented, unless the ERO determines that the archeological resource is of greater interpretive than research significance and that interpretive use of the resource is feasible. • Archeological Monitoring Program. If the ERO in consultation with the archeological consultant determines that an archeological monitoring program shall be implemented, the archeological					

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Cultural and Paleontological Resources (cont.)					
consultant shall prepare an archeological monitoring plan (AMP): The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the AMP reasonably prior to any project-related soils disturbing activities commencing. The ERO in consultation with the archeological consultant shall determine what project activities shall be archeologically monitored. In most cases, any soils- disturbing activities, such as demolition, foundation removal, excavation, grading, utilities installation, foundation work, driving of piles (foundation, shoring, etc.), site remediation, etc., shall require archeological monitoring because of the risk these activities pose to potential archaeological resources and to their depositional context; • Archeological monitoring shall conform to the requirements of the final AMP reviewed and approved by the ERO; • The archeological consultant shall advise all project contractors to be on the alert for evidence of the presence of the expected resource(s), of how to identify the evidence of the expected resource(s), and of the appropriate protocol in the event of apparent discovery of an archeological resource; • The archeological monitor(s) shall be present on the project site according to a schedule agreed upon by the archeological consultant and the ERO until the ERO has, in consultation with project archeological consultant, determined that project construction activities could have no effects on significant archeological deposits; • The archeological monitor shall record and be authorized to collect soil samples and artifactual/ecofactual material as warranted for analysis; • If an intact archeological deposit is encountered, all soils-disturbing activities in the vicinity of the deposit shall cease. The archeological monitor shall be empowered to temporarily redirect demolition/excavation/pile driving/construction activities and equipment until the deposit is evaluated. If in the case of pile driving activity (foundation, shoring, etc.), the archeological monitor has cause to believe that the pile driving activity may affect an archeological resource, the pile driving activity shall be terminated until an appropriate evaluation of the resource has been made in consultation with the ERO. The archeological consultant shall immediately notify the ERO of the encountered archeological deposit. The archeological consultant shall make a reasonable effort to assess the identity, integrity, and significance of the					

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Cultural and Paleontological Resources (cont.)					
encountered archeological deposit, and present the findings of this assessment to the ERO. Whether or not significant archeological resources are encountered, the archeological consultant shall submit a written report of the findings of the monitoring program to the ERO. *Archeological Data Recovery Program.* The archeological data recovery program shall be conducted in accord with an archeological data recovery plan (ADRP). The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the ADRP prior to preparation of a draft ADRP. The archeological consultant shall submit a draft ADRP to the ERO. The ADRP shall identify how the proposed data recovery program will preserve the significant information the archeological resource is expected to contain. That is, the ADRP will identify what scientific/historical research questions are applicable to the expected resource, what data classes the resource is expected to possess, and how the expected data classes would address the applicable research questions. Data recovery, in general, should be limited to the portions of the historical property that could be adversely affected by the proposed project. Destructive data recovery methods shall not be applied to portions of the archeological resources if nondestructive methods are practical. The scope of the ADRP shall include the following elements: • Field Methods and Procedures. Descriptions of proposed field strategies, procedures, and operations. • Cataloguing and Laboratory Analysis. Description of selected cataloguing system and artifact analysis procedures. • Discard and Deaccession Policy. Description of and rationale for field and post-field discard and deaccession policies. • Interpretive Program. Consideration of an on-site/off-site public interpretive program during the course of the archeological data recovery program. • Security Measures. Recommended security measures to protect the archeological resource from vandalism, looting, and non-intentionally damaging activities. • Final Report. Description of proposed report format and distribution of results. • Curation. Description of the procedures and recommendations for the curation of any recovered data having potential research value, identification of appropriate curation facilities, and a summary of the accession policies of the curation facilities.					

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Cultural and Paleontological Resources (cont.)					
Human Remains and Associated or Unassociated Funerary Objects. The treatment of human remains and of associated or unassociated funerary objects discovered during any soils disturbing activity shall comply with applicable State and Federal laws. This shall include immediate notification of the Coroner of the City and County of San Francisco and in the event of the Coroner's determination that the human remains are Native American remains, notification of the California State Native American Heritage Commission (NAHC) who shall appoint a Most Likely Descendant (MLD) (Pub. Res. Code Sec. 5097.98). The archeological consultant, project sponsor, and MLD shall make all reasonable efforts to develop an agreement for the treatment of, with appropriate dignity, human remains and associated or unassociated funerary objects (CEQA Guidelines. Sec. 15064.5(d)). The agreement should take into consideration the appropriate excavation, removal, recordation, analysis, custodianship, curation, and final disposition of the human remains and associated or unassociated funerary objects. *Final Archeological Resources Report.* The archeological consultant shall submit a Draft Final Archeological Resources Report (FARR) to the ERO that evaluates the historical significance of any discovered archeological resource and describes the archeological and historical research methods employed in the archeological testing/monitoring/data recovery program(s) undertaken. Information that may put at risk any archeological resource shall be provided in a separate removable insert within the final report. Once approved by the ERO, copies of the FARR shall be distributed as follows: California Archaeological Site Survey Northwest Information Center (NWIC) shall receive one (1) copy and the ERO shall receive a copy of the transmittal of the FARR to the NWIC. The Major Environmental Analysis division of the Planning Department shall receive one bound, one unbound and one unlocked, searchable PDF copy on CD of the FARR along with copies of any formal site recordation forms (CA DPR 523 series) and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. In instances of high public interest in or the high interpretive value of the resource, the ERO may require a different final report content, format, and distribution than that presented above.					

EXHIBIT 1:
MITIGATION MONITORING AND REPORTING PROGRAM

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Transportation					
Project Mitigation Measure #9: Avoidance of Transit-Only Lane Conflicts (Implementing Transit Center District Plan PEIR Mitigation Measures M-TR-5 and M-TR-7a): TCDP EIR Mitigation Measure M-TR-5 reads, in pertinent part, "If warranted by project-specific conditions, the Project Sponsor of a development project in the Plan area shall ensure that building management employs attendant(s) for the project's parking garage and/or loading dock, as applicable. The attendant would be stationed as determined by the project-specific analysis, typically at the project's driveway to direct vehicles entering and exiting the building and avoid any safety-related conflicts with pedestrians on the sidewalk during the a.m. and p.m. peak periods of traffic and pedestrian activity, with extended hours as dictated by traffic and pedestrian conditions and by activity in the project garage and loading dock." TCDP EIR Mitigation Measure M-TR-7a reads, "To ensure that off-street loading facilities are efficiently used and that trucks longer than can be can be safely accommodated are not permitted to use a building's loading dock, and the Project Sponsor of a development project in the Plan area shall develop a plan for management of the building's loading dock and shall ensure that tenants in the building are informed of limitations and conditions on the loading schedules and truck size. Such a management plan could include strategies such as the use of an attendant to direct and guide trucks (see Mitigation Measure M-TR-5), installing a 'Full' sign at the garage/loading dock driveway, limiting activity during peak hours, installation of audible and/or visual warning devices, and other features. Additionally, as part of the project application process, the Project Sponsor shall consult with the Municipal Transportation Agency concerning the design of loading and parking facilities. Typically, a building property manager dictates the maximum size of trucks that can be accommodated by a building's loading dock, and when trucks may access the Project Site." In this case, the project-specific analysis has identified potential impacts to transit resulting from the project's Mission Street passenger loading and unloading zone (designed to measure eight feet in width and 64 feet in length), which could serve the hotel and residential uses in the project's Mission Street Tower, in addition to other users. The project sponsor shall implement a management plan for the Mission Street passenger loading and unloading zone that would include staffing by attendant(s) who would meet the following performance criteria:	Project Sponsor	Prior to issuance of Certificate of Occupancy Following Project Occupancy As needed.	Prepare Loading Zone Management Plan Implement Management Plan Revise Management Plan as necessary to reflect changes in generally accepted technology or operation protocols, or changes in conditions.	Environmental Review Officer (ERO), Municipal Transportation Agency (SFMTA), Fire Dept. (SFFD) SFMTA, SFFD ERO, SFMTA, SFFD	Prior to issuance of Certificate of Occupancy Periodically during project operation. As determined needed by SFMTA and/or SFFD

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
• Facilitate the use of the curbside passenger zone; • Ensure that vehicles are not permitted to encroach upon the adjacent transit lane on Mission Street or impede the movement of transit buses at any time while stopped in the curbside passenger zone; • Ensure that vehicles attempting to access the curbside passenger zone do not queue (partially or fully) within the adjacent transit lane on Mission Street; • Enforce no-parking and no-idling restrictions (including no double-parking); • Restrict the size of vehicles using the passenger zone and prohibit its use by delivery and service vehicles, or vehicles wider than eight feet; • Limit the use of the passenger zone at all times to four vehicles, directing excess vehicle to access the Project Site via Anthony Street and Jessie Street, if necessary and load/unload passengers in the basement garage, if necessary to prevent approaching vehicles from queuing in the Mission Street curbside transit lanes; and • Ensure that any resulting queues of vehicles entering the basement garage do not spill over into the Mission Street curbside transit lane. At least one attendant shall be present on the sidewalk adjacent to the Mission Street curbside passenger zone at all times between the hours of 7:00 a.m. and 10:00 p.m. every day. More attendants shall be added during these hours, or at other times of day, as needed to ensure attainment of the performance criteria listed above. Revisions to the Operation Plan shall be made as necessary to reflect changes in generally accepted technology or operation protocols, or changes in conditions. The Operation Plan and all revisions shall be reviewed and approved by the Environmental Review Officer and the SFMTA Operations and Scheduling Manager. All revisions to on-street loading regulations along the north curb of Mission Street shall require review, public hearing, and approval by SFMTA.					

EXHIBIT 1:
MITIGATION MONITORING AND REPORTING PROGRAM

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Transportation (cont.)					
Project Mitigation Measure #10: Avoidance of Vehicle-Pedestrian Conflicts in the Urban Room (Implementing Transit Center District Plan PEIR Mitigation Measures M-TR-5 and M-TR-7a): This measure would implement PEIR Mitigation Measure M-TR-5, Garage/Loading Dock Attendant, and Mitigation Measure M-TR-7a, Loading Dock Management (as described above).	Project Sponsor	Prior to issuance of Certificate of Occupancy	Prepare Urban Room Management Plan	ERO, SFMTA, Fire Dept. (SFFD)	Prior to issuance of Certificate of Occupancy
In this case, the analysis undertaken for the Project has identified potential impacts to pedestrian safety resulting from the Project's reconfiguration of Jessie Street, which would include a new curve in the roadway. Trucks and emergency vehicles 40 feet in length or longer would not be able to fit through the curve from the existing portion of Jessie Street onto the relocated portion of Jessie Street to reach Mission Street and would, therefore, have to depart Jessie Street by travelling through the urban room. The physical features proposed in the urban room to accommodate these trucks would include changes in pavement texture or color; bollards or other similar physical barriers; in-pavement flashing lighting to indicate trucks along truck route; and flashing or audible device located at the First Street sidewalk alerting pedestrians of oncoming trucks. In addition, signage would be posted at the intersection of Anthony/Jessie Streets to alert drivers of the limitations in truck lengths along Jessie Street, at the 90-degree turn of Jessie Street to the Jessie Street extension to direct all trucks shorter than 40 feet in length to turn right and continue to Mission Street, and at the exit to the truck route (i.e., near the First Street sidewalk) to indicate that vehicles should not enter, given that the route is one-way eastbound only, and bollards would be installed at the entrance to the urban room to restrict private vehicle access to the truck route. The project sponsor shall implement a Management Plan for the Urban Room that meets the following performance criteria: • Establish a truck route to permit trucks 40 feet or longer to safely exit Jessie Street; • Ensure, using attendants and/or movable barriers that no private vehicles may access the Urban Room without assistance by building personnel; • Designate a manager to be present in the Urban Room at all times, and additional building personnel to operate the bollards at the entrance to the Urban Room at Jessie Street as well as at the exit from the Urban Room at First Street in the event that a vehicle 40 feet in length or longer needs to exit Jessie Street;		Following Project Occupancy As needed.	Implement Management Plan Revise Management Plan as necessary to reflect changes in generally accepted technology or operation protocols, or changes in conditions.	SFMTA, SFFD ERO, SFMTA, SFFD	Periodically during project operation. As determined needed by SFMTA and/or SFFD

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Transportation (cont.)					
• Ensure that building personnel immediately provide access through the Urban Room for approaching emergency vehicles, which may arrive unannounced and without advance notice; • Using an adequate number of building personnel needed to clear pedestrians from the truck route through the Urban Room, alert pedestrians of oncoming vehicles passing through the Urban Room, including pedestrians on First Street at the end of the Urban Room (the number of personnel needed to meet this criterion may increase over time, as usage of the Urban Room by pedestrians and trucks may grow in the future); • Ensure that the truck route through the Urban Room remains clear of obstructions (other than movable barriers described above) at all times; • Accommodate special truck maneuvers as needed; and • Not preclude increased truck traffic through the Urban Room in the future. Revisions to the Management Plan for the Urban Room shall be made as necessary to reflect changes in generally accepted technology or operation protocols, or changes in conditions. The Management Plan for the Urban Room and all revisions shall be reviewed and approved by the Environmental Review Officer, SFMTA, and the San Francisco Fire Department.					
Project Mitigation Measure #11: Freight Loading Dock Management (Implementing Transit Center District Plan PEIR Mitigation Measures M-TR-5 and M-TR-7a): This measure would implement TCDP EIR Mitigation Measure M-TR-5, Garage/Loading Dock Attendant, and Mitigation Measure M-TR-7a, Loading Dock Management (as described above). As described in the TCDP EIR, Mitigation Measure M-TR-5 would require the Project Sponsor to ensure that building management employs attendant(s) for the project's freight loading dock. The attendant would be stationed by the freight loading dock during the a.m. and p.m. peak periods of traffic, pedestrian and bicycle activity to direct vehicles to avoid any safety issues with trucks along Stevenson Street. The Project Sponsor shall also install audible and/or visible warning devices, or comparably effective warning devices as approved by the Planning Department to alert pedestrians and bicycles of the outbound vehicles from the loading dock. In addition, as described in the TCDP EIR, Mitigation Measure M-TR-7a would require loading dock management to ensure that off-street	Project Sponsor	Prior to issuance of Certificate of Occupancy Following Project Occupancy	Prepare Freight Loading Dock Management Plan Implement Management Plan	ERO, SFMTA SFMTA	Prior to issuance of Certificate of Occupancy Periodically during project operation.

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Transportation (cont.)					
loading facilities are efficiently used and that trucks longer than can be safely accommodated are not permitted to use a building's loading dock. In order to do so, the Project Sponsor shall develop a plan for management of the building's loading dock and shall ensure that tenants in the building are informed of limitations and conditions on loading schedule and truck size. Such a management plan could include strategies such as the use of an attendant to direct and guide trucks (see above), installing a "Full" sign at the loading dock driveway, limiting activity during peak hours, installation of audible and/or visual warning devices, and other features. As part of the management plan, the Project Sponsor would include the following measures: • Educate office, retail, hotel, and residential tenants on truck size limitations; and, • In the event that trucks larger than 35 feet in length attempt to access the loading dock, arrange for the loading dock supervisor to direct these trucks to use on-street loading zones (if available) or off-load deliveries to smaller trucks off-site and return to use the loading dock.					
Project Mitigation Measure #12: Construction Management (Implementing Transit Center District Plan PEIR Mitigation Measure M-TR-9): The Project Sponsor shall develop and implement a construction management plan to anticipate and minimize transportation-related impacts of various construction activities associated with the Project. The Plan would disseminate appropriate information to contractors and affected agencies with respect to coordinating construction activities to minimize overall disruptions and ensure that overall circulation in the Project area is maintained to the extent possible, with particular focus on ensuring transit, pedestrian, and bicycle connectivity. The program would supplement and expand, rather than modify or supersede, any manual, regulations, or provisions set forth by SFMTA, the Department of Public Works ("DPW"), or other City departments and agencies, and Caltrans. Specifically, the plan shall do the following: • Limit construction truck movements to the hours between 9:00 a.m. and 4:00 a.m. (or other times, if approved by the Municipal Transportation Agency)to minimize disruption of traffic, transit, and pedestrian flow on adjacent streets and sidewalks during the weekday a.m. and p.m. peak periods;	Project Sponsor, Construction Contractor(s) Project Sponsor, Construction Contractor(s)	Prior to Project construction Throughout construction	Prepare Construction Management Plan Implement Management Plan	ERO, SFMTA, other affected agencies SFMTA	Considered complete upon submittal to ERO by project sponsor and resources made available to contractors and affected agencies

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1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Transportation (cont.)					
• Identify optimal truck routes to and from the site to minimize impacts to traffic, transit, pedestrians, and bicyclists; and • Encourage construction workers to use transit when commuting to and from the site, reducing the need for parking. The Project Sponsor shall also coordinate with the SFMTA Sustainable Streets Division, the Transbay Joint Powers Authority, and construction manager(s)/contractor(s) for the Transit Center project, and with Muni, AC Transit, Golden Gate Transit, and SamTrans, as applicable, to develop construction phasing and operations plans that would result in the least amount of disruption that is feasible to transit operations, pedestrian and bicycle activity, and vehicular traffic.					
Noise					
Project Mitigation Measure #13: Noise Minimization for Residential Open Space. (Implementing Transit Center District Plan PEIR Mitigation Measure M-NO-1b): To minimize effects on residential development in the Plan area, the Planning Department, through its building permit review process and in conjunction with the noise analysis set forth in Mitigation Measure M-NO-1a, shall require that open space required under the *Planning Code* for residential uses be protected, to the maximum feasible extent, from existing ambient noise levels that could prove annoying or disruptive to users of the open space. Implementation of this measure could involve, among other things, site design that uses the building itself to shield on-site open space from the greatest noise sources, construction of noise barriers between noise sources and open space, and appropriate use of both common and private open space in multi-family dwellings, and implementation would also be undertaken consistent with other principles of urban design.	Planning Department, Project Sponsor	Prior to issuance of building or grading permit, prior to site plan approval	Plan Approval	Planning staff to review and approve project specifications, and to inspect site to ensure compliance with measure	Considered complete upon plan approval and issuance of Certificate of Occupancy
Project Mitigation Measure #14: Interior Mechanical Equipment (Implementing Transit Center District Plan PEIR Mitigation Measure M-NO-1e): The Planning Department shall require, as part of subsequent project-specific review under CEQA, that effects of mechanical equipment noise on adjacent and nearby noise-sensitive uses be evaluated by a qualified acoustical consultant and that control of mechanical noise, as specified by the acoustical consultant, be incorporated into the final project design of new buildings to achieve the maximum feasible reduction of building equipment noise, consistent with Building Code and Noise Ordinance requirements and CEQA	ERO, acoustical consultant	During preparation of CEQA documentation.	ERO to review and approve noise attenuation.	ERO	Considered complete upon completion of environmental review.

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Noise (cont.)					
thresholds, such as through the use of fully noise-insulated enclosures around rooftop equipment and/or incorporation of mechanical equipment into intermediate building floor(s).					
Project Mitigation Measure #15: General Construction Noise Control Measures (Implementing Transit Center District Plan PEIR Mitigation Measure M-NO-2b): To ensure that project noise from construction activities is minimized to the maximum extent feasible, the project sponsor of a development project in the Plan area shall undertake the following: The project sponsor of a development project in the Plan area shall require the general contractor to ensure that equipment and trucks used for project construction utilize the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures and acoustically-attenuating shields or shrouds, wherever feasible). The project sponsor of a development project in the Plan area shall require the general contractor to locate stationary noise sources (such as compressors) as far from adjacent or nearby sensitive receptors as possible, to muffle such noise sources, and to construct barriers around such sources and/or the construction site, which could reduce construction noise by as much as five dBA. To further reduce noise, the contractor shall locate stationary equipment in pit areas or excavated areas, if feasible. The project sponsor of a development project in the Plan area shall require the general contractor to use impact tools (e.g., jack hammers, pavement breakers, and rock drills) that are hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. Where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used, along with external noise jackets on the tools, which could reduce noise levels by as much as 10 dBA. The project sponsor of a development project in the Plan area shall include noise control requirements in specifications provided to construction contractors. Such requirements could include, but not be limited to, performing all work in a manner that minimizes noise to the extent feasible; use of equipment with effective mufflers; undertaking the most noisy activities during times of least disturbance to surrounding residents and occupants, as feasible; and selecting haul routes that avoid residential buildings inasmuch as such routes are otherwise feasible.	Project Sponsor, Construction contractor(s)	Prior to issuance of building permit/ during construction	Prepare construction specifications, submit to ERO	Planning Department and DBI	Considered complete upon completion of construction.

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1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Noise (cont.)					
Prior to the issuance of each building permit, along with the submission of construction documents, the project sponsor of a development project in the Plan area shall submit to the Planning Department and Department of Building Inspection (DBI) a list of measures to respond to and track complaints pertaining to construction noise. These measures shall include (1) a procedure and phone numbers for notifying DBI, the Department of Public Health, and the Police Department (during regular construction hours and off-hours); (2) a sign posted on-site describing noise complaint procedures and a complaint hotline number that shall be answered at all times during construction; (3) designation of an on-site construction complaint and enforcement manager for the project; and (4) notification of neighboring residents and non-residential building managers within 300 feet of the project construction area at least 30 days in advance of extreme noise generating activities (defined as activities generating noise levels of 90 dBA or greater) about the estimated duration of the activity.					
Project Mitigation Measure #16: Cumulative Construction Noise Control Measures (Implementing Transit Center District Plan PEIR Mitigation Measure M-C-NO) (if applicable): The project sponsor of a development project in the Plan area shall cooperate with and participate in any City-sponsored construction noise control program for the Transit Center District Plan area or other City-sponsored areawide program developed to reduce potential effects of construction noise in the project vicinity. Elements of such a program could include a community liaison program to inform residents and building occupants of upcoming construction activities, staggering of construction schedules so that particularly noisy phases of work do not overlap at nearby project sites, and, potentially, noise and/or vibration monitoring during construction activities that are anticipated to be particularly disruptive.	Project Sponsor, Construction contractor(s)	Prior to issuance of building permit/ during construction	Prepare construction specifications, submit to ERO	Planning Department and DBI	Considered complete upon completion of construction.
Air Quality					
Project Mitigation Measure #17: Construction Vehicle Emissions Minimization (Implementing Transit Center District Plan PEIR Mitigation Measure M-AQ-4a): To reduce construction vehicle emissions, the project sponsor shall incorporate the following into construction specifications: • All construction equipment shall be maintained and properly tuned in accordance with manufacturer's specifications. All equipment shall be checked by a certified mechanic and determined to be running in proper condition prior to operation.	Project Sponsor, Construction contractor(s)	Prior to issuance of building permit/ during construction	Prepare construction specifications, submit to ERO	Planning Department and DBI	Considered complete upon submittal of construction specifications.

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1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Air Quality (cont.)					
Project Mitigation Measure #18: Construction Vehicle Emissions Evaluation and Minimization (Implementing Transit Center District Plan PEIR Mitigation Measure M-AQ-5): The project sponsor or the project sponsor's Contractor shall comply with the following A. Engine Requirements. *1.* All off-road equipment greater than 25 hp and operating for more than 20 total hours over the entire duration of construction activities shall have engines that meet or exceed either U.S. Environmental Protection Agency (USEPA) or California Air Resources Board (ARB) Tier 2 off-road emission standards, and have been retrofitted with an ARB Level 3 Verified Diesel Emissions Control Strategy. Equipment with engines meeting Tier 4 Interim or Tier 4 Final off-road emission standards automatically meet this requirement.	Project sponsor, Construction contractor(s)	During construction.	Project contractor shall comply with specified emissions standards and equipment operation.	ERO	Considered complete upon completion of construction and project sponsor or construction contractor(s)' submittal of documentation of compliance, prior to issuance of Certificate of Occupancy.
2. Diesel engines, whether for off-road or on-road equipment, shall not be left idling for more than two minutes, at any location, except as provided in exceptions to the applicable state regulations regarding idling for off-road and on-road equipment (e.g., traffic conditions, safe operating conditions). The Contractor shall post legible and visible signs in English, Spanish, and Chinese, in designated queuing areas and at the construction site to remind operators of the two minute idling limit. 3. The Contractor shall instruct construction workers and equipment operators on the maintenance and tuning of construction equipment, and require that such workers and operators properly maintain and tune equipment in accordance with manufacturer specifications. B. Waivers. 1. The Planning Department's Environmental Review Officer or designee (ERO) may waive the alternative source of power requirement of Subsection (A)(2) if an alternative source of power is limited or infeasible at the project site. If the ERO grants the waiver, the Contractor must submit documentation that the equipment used for onsite power generation meets the requirements of Subsection (A)(1). The ERO may waive the equipment requirements of Subsection (A)(1) if: a particular piece of off-road equipment with an ARB Level 3 VDECS is technically not feasible; the equipment would not produce desired emissions reduction due to expected operating modes; installation of the equipment would create a safety hazard or impaired visibility for the operator; or, there is a compelling					

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Air Quality (cont.)					
emergency need to use off-road equipment that is not retrofitted with an ARB Level 3 VDECS. If the ERO grants the waiver, the Contractor must use the next cleanest piece of off-road equipment, according to the table below. **Table – Off-Road Equipment Compliance Step-down Schedule** **Compliance Alternative** / **Engine Emission Standard** / **Emissions Control** 1 / Tier 2 / ARB Level 2 VDECS 2 / Tier 2 / ARB Level 1 VDECS 3 / Tier 2 / Alternative Fuel* How to use the table: If the ERO determines that the equipment requirements cannot be met, then the project sponsor would need to meet Compliance Alternative 1. If the ERO determines that the Contractor cannot supply off-road equipment meeting Compliance Alternative 1, then the Contractor must meet Compliance Alternative 2. If the ERO determines that the Contractor cannot supply off-road equipment meeting Compliance Alternative 2, then the Contractor must meet Compliance Alternative 3. * Alternative fuels are not a VDECS. C. Construction Emissions Minimization Plan. Before starting on-site construction activities, the Contractor shall submit a Construction Emissions Minimization Plan (Plan) to the ERO for review and approval. The Plan shall state, in reasonable detail, how the Contractor will meet the requirements of Section A. 1. The Plan shall include estimates of the construction timeline by phase, with a description of each piece of off-road equipment required for every construction phase. The description may include, but is not limited to: equipment type, equipment manufacturer, equipment identification number, engine model year, engine certification (Tier rating), horsepower, engine serial number, and expected fuel usage and hours of operation. For VDECS installed, the description may include: technology type, serial number, make, model, manufacturer, ARB verification number level, and installation date and hour meter reading on installation date. For off-road equipment using alternative fuels, the description shall also specify the type of alternative fuel being used. 2. The ERO shall ensure that all applicable requirements of the Plan have been incorporated into the contract specifications. The Plan shall include a certification statement that the Contractor agrees to comply fully with the Plan.					

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Air Quality (cont.)					
3. The Contractor shall make the Plan available to the public for review on-site during working hours. The Contractor shall post at the construction site a legible and visible sign summarizing the Plan. The sign shall also state that the public may ask to inspect the Plan for the project at any time during working hours and shall explain how to request to inspect the Plan. The Contractor shall post at least one copy of the sign in a visible location on each side of the construction site facing a public right-of-way. B. Monitoring. After start of Construction Activities, the Contractor shall submit quarterly reports to the ERO documenting compliance with the Plan. After completion of construction activities and prior to receiving a final certificate of occupancy, the project sponsor shall submit to the ERO a final report summarizing construction activities, including the start and end dates and duration of each construction phase, and the specific information required in the Plan.					
Project Mitigation Measure #19: Best Available Control Technology for Diesel Generators (Implementing Transit Center District Plan PEIR Mitigation Measure M-AQ-3): The project sponsor shall ensure that the backup diesel generator meet or exceed one of the following emission standards for particulate matter: (1) Tier 4 certified engine, or (2) Tier 2 or Tier 3 certified engine that is equipped with a California Air Resources Board (ARB) Level 3 Verified Diesel Emissions Control Strategy (VDECS). A non-verified diesel emission control strategy may be used if the filter has the same particulate matter reduction as the identical ARB verified model and if the Bay Area Air Quality Management District (BAAQMD) approves of its use. The project sponsor shall submit documentation of compliance with the BAAQMD New Source Review permitting process (Regulation 2, Rule 2, and Regulation 2, Rule 5) and the emission standard requirement of this mitigation measure to the Planning Department for review and approval prior to issuance of a permit for a backup diesel generator from any City agency.	Project Sponsor	Prior to issuance of a permit for a backup diesel generator	Submit backup generators specifications.	ERO	Considered complete upon approval by ERO.
Wind and Shadow					
Project Mitigation Measure #20: (Implementing Tower Design to Minimize Pedestrian Wind Speeds Transit Center District Plan PEIR Mitigation Measure M-WI-2): As part of the design development for buildings on Parcel F and at the 524 Howard Street, 50 First Street, 181 Fremont Street and Golden Gate University sites, the project sponsor(s) shall consider the potential effect of these buildings on	Project Sponsor, Qualified Wind Consultant	Undertake project-specific wind-tunnel testing during project CEQA review.	Complete wind test; modify design features if warranted by results of wind test.	ERO	Considered complete upon completion of environmental review.

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Wind and Shadow (cont.)					
pedestrian-level winds and on winds in the City Park atop the Transit Center. If wind-tunnel testing identifies adverse impacts, the project sponsor(s) shall conduct additional mitigation testing to resolve impacts to the maximum degree possible and to the satisfaction of Planning Department staff. Design features could include, but not be limited to, setting a tower atop a podium, which can interfere with "downwash" of winds from higher elevations toward the ground; the use of setbacks on tower facades, particularly those facades facing into prevailing winds, which can have similar results; using chamfered and/or rounded corners to minimize the acceleration of upper-level winds as they round corners; façade articulation; and avoiding the placement of large, unbroken facades into prevailing winds.					
Biological Resources					
Project Mitigation Measure #21: Pre-Construction Bird Surveys (Implementing Transit Center District Plan PEIR Mitigation Measure M-BI-1a): Conditions of approval for building permits issued for construction within the Plan area shall include a requirement for pre-construction breeding bird surveys when trees or vegetation would be removed or buildings demolished as part of an individual project. Pre-construction nesting bird surveys shall be conducted by a qualified biologist between February First and August 15th if vegetation (trees or shrubs) removal or building demolition is scheduled to take place during that period. If special-status bird species are found to be nesting in or near any work area or, for compliance with federal and state law concerning migratory birds, if birds protected under the federal Migratory Bird Treaty Act or the California Fish and Game Code are found to be nesting in or near any work area, an appropriate no-work buffer zone (e.g., 100 feet for songbirds) shall be designated by the biologist. Depending on the species involved, input from the California Department of Fish and Wildlife (CDFW) and/or the U.S. Fish and Wildlife Service (USFWS) Division of Migratory Bird Management may be warranted. As recommended by the biologist, no activities shall be conducted within the no-work buffer zone that could disrupt bird breeding. Outside of the breeding season (August 16 – January 31), or after young birds have fledged, as determined by the biologist, work activities may proceed. Birds that establish nests during the construction period are considered habituated to such activity and no buffer shall be required, except as needed to avoid direct destruction of the nest, which would still be prohibited.	Project Sponsor; qualified biologist; CDFW; USFWS	Prior to issuance of demolition or building permits when trees or shrubs would be removed or buildings demolished as part of an individual project.	Conduct bird survey; provide results to ERO and other agencies, as applicable.	ERO; CDFG, USFWS, if applicable	Considered complete upon issuance of demolition or building permits

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1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Biological Resources (cont.)					
Project Mitigation Measure #22: Pre-Construction Bat Surveys (Implementing Transit Center District Plan PEIR Mitigation Measure M-BI-1b): Conditions of approval for building permits issued for construction within the Plan area shall include a requirement for pre-construction special-status bat surveys when large trees are to be removed or underutilized or vacant buildings are to be demolished. If active day or night roosts are found, the bat biologist shall take actions to make such roosts unsuitable habitat prior to tree removal or building demolition. A no disturbance buffer shall be created around active bat roosts being used for maternity or hibernation purposes at a distance to be determined in consultation with CDFW. Bat roosts initiated during construction are presumed to be unaffected, and no buffer would necessary.	Project Sponsor; qualified biologist, CDFW	Prior to issuance of demolition or building permits when trees or shrubs would be removed or buildings demolished as part of an individual project.	Conduct bat survey; provide results to ERO and other agencies, as applicable.	ERO; CDFG if applicable	Considered complete upon issuance of demolition or building permits
Hazards and Hazardous Materials					
Project Mitigation Measure #23: Hazardous Building Materials Abatement (Implementing Transit Center District Plan PEIR Mitigation Measure M-HZ-3): The project sponsor of any development project in the Plan area shall ensure that any building planned for demolition or renovation is surveyed for hazardous building materials including PCB-containing electrical equipment, fluorescent light ballasts containing PCBs or DEHP, and fluorescent light tubes containing mercury vapors. These materials shall be removed and properly disposed of prior to the start of demolition or renovation. Old light ballasts that are proposed to be removed during renovation shall be evaluated for the presence of PCBs and in the case where the presence of PCBs in the light ballast cannot be verified, they shall be assumed to contain PCBs, and handled and disposed of as such, according to applicable laws and regulations. Any other hazardous building materials identified either before or during demolition or renovation shall be abated according to federal, state, and local laws and regulations.	Project Sponsor , Construction contractor(s)	Prior to any demolition or construction activities	Complete survey of specified hazardous building materials; properly dispose of applicable materials.	Project Sponsor	Prior to any demolition or construction activities
Project Mitigation Measure #24: Site Assessment and Corrective Action for Projects Landward of the Historic High Tide Line (Implementing Transit Center District Plan PEIR Mitigation Measure M-HZ-2b): For any project that is not located bayward of the historic high tide line, the project sponsor shall ensure that a site-specific Phase I environmental site assessment is prepared prior to development. The site assessment shall include visual inspection of the property; review of historical documents; and review of environmental databases to assess the potential for contamination from sources such as	Project Sponsor	Analysis completed during environmental review	Complete Phase I site assessment; take required corrective action.	ERO; DPH, as applicable.	Considered completed upon approval of project plans by the Planning Department.

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Hazards and Hazardous Materials (cont.)					
underground storage tanks, current and historical site operations, and migration from off-site sources. The project sponsor shall ensure that the Phase I assessment and any related documentation is provided to the Planning Department's Environmental Planning (EP) division and, if required by EP, to DPH for review and consideration of potential corrective action. Where the Phase I site assessment indicates evidence of site contamination, additional data shall be gathered during a Phase II investigation, including sampling and laboratory analysis of the soil and groundwater for the suspected chemicals to identify the nature and extent of contamination. If the level(s) of chemical(s) would create an unacceptable risk to human health or the environment, appropriate cleanup levels for each chemical, based on current and planned land use, shall be determined in accordance with accepted procedures adopted by the lead regulatory agency providing oversight (e.g., the DTSC, the RWQCB, or DPH). At sites where there are ecological receptors such as sensitive plant or animal species that could be exposed, cleanup levels shall be determined according to the accepted ecological risk assessment methodology of the lead agency, and shall be protective of ecological receptors known to be present at the site. If agreed-upon cleanup levels were exceeded, a remedial action plan or similar plan for remediation shall be prepared and submitted review and approval by the appropriate regulatory agency. The plan shall include proposed methods to remove or treat identified chemicals to the approved cleanup levels or containment measures to prevent exposure to chemicals left in place at concentrations greater than cleanup levels. Upon determination that a site remediation has been successfully completed, the regulatory agency shall issue a closure letter to the responsible party. For sites that are cleaned to levels that do not allow unrestricted land use, or where containment measures were used to prevent exposure to hazardous materials, the DTSC may require a limitation on the future use of the property. The types of land use restriction include deed notice, deed restriction, or a land use restriction that binds current and future owners. A risk management plan, health and safety plan, and possibly a cap maintenance plan could be required. These plans would specify procedures for preventing unsafe exposure to hazardous materials left in place and safe procedures for handling hazardous materials should site disturbance be required. The requirements of these plans and the land use restriction shall transfer to the new property owners in the event that the property is sold.					

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1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Mitigation Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Hazards and Hazardous Materials (cont.)					
Project Mitigation Measure #25: Site Assessment and Corrective Action for All Sites (Implementing Transit Center District Plan PEIR Mitigation Measure M-HZ-2c): The project sponsor shall characterize the site, including subsurface features such as utility corridors, and identify whether volatile chemicals are detected at or above risk screening levels in the subsurface. If so, a screening evaluation shall be conducted in accordance with guidance developed by the DTSC to estimate worst case risks to building occupants from vapor intrusion using site specific data and conservative assumptions specified in the guidance. If an unacceptable risk were indicated by this conservative analysis, then additional site data shall be collected and a site specific vapor intrusion evaluation, including fate and transport modeling, shall be required to more accurately evaluate site risks. Should the site specific evaluation identify substantial risks, then additional measures shall be required to reduce risks to acceptable levels. These measures could include remediation of site soil and/or groundwater to remove vapor sources, or, should this be infeasible, use of engineering controls such as a passive or active vent system and a membrane system to control vapor intrusion. Where engineering controls are used, a deed restriction shall be required, and shall include a description of the potential cause of vapors, a prohibition against construction without removal or treatment of contamination to approved risk-based levels, monitoring of the engineering controls to prevent vapor intrusion until risk-based cleanup levels have been met, and notification requirements to utility workers or contractors who may have contact with contaminated soil and groundwater while installing utilities or undertaking construction activities. In addition, if remediation is necessary, the project sponsor shall implement long-term monitoring at the site as needed. The frequency of sampling and the duration of monitoring will depend upon site-specific conditions and the degree of volatile chemical contamination. The screening level and site-specific evaluations shall be conducted under the oversight of DPH and methods for compliance shall be specified in the site mitigation plan prepared in accordance with this measure, and subject to review and approval by the DPH. The deed restriction, if required, shall be recorded at the San Francisco Office of the Assessor-Recorder after approval by the DPH and DTSC.	Project Sponsor	Analysis completed during environmental review	Complete site characterization; take required corrective action.	ERO; DPH, as applicable.	Considered completed upon approval of project plans by the Planning Department.

EXHIBIT 1:
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2. IMPROVEMENT MEASURES	Implementation Responsibility	Schedule	Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Transportation					
Project Improvement Measure #1: Transportation Demand Management: The Project Sponsor has submitted a Transportation Demand Management (TDM) Checklist to the Planning Department, which includes the improvements that would be implemented as part of the Project. The list of proposed improvements includes: TDM Coordinator • The project sponsor would identify a TDM coordinator for the project site. The TDM Coordinator would be responsible for the implementation and ongoing operation of all TDM measures included in the project. The TDM Coordinator could be a brokered service through an existing transportation management association (e.g., the Transportation Management Association of San Francisco), or could be project staff member (e.g., property manager). The TDM Coordinator need not work full-time at the project site; however, the TDM Coordinator should be the single point of contact for all transportation-related questions from building occupants and City staff. The TDM Coordinator should provide TDM training to other building staff about the transportation amenities and options available at the Project Site and nearby. Transportation and Trip Planning Information • Move-in packet for Residents: Provide a transportation insert for the move-in packet that includes information on transit service (local and regional, schedules, and fares), information on where transit passes could be purchased, information on the 511 Regional Rideshare Program, and nearby bike and car share programs, and information on where to find additional web-based alternative transportation materials (e.g., NextMuni phone app). This move-in packet should be continuously updated as local transportation options change, and the packet should be provided to each new building occupant. Provide Muni maps, San Francisco Bicycle and Pedestrian maps upon request. • New-hire packet for Employees: Provide a transportation insert for all new-hire packet that includes information on transit service (local and regional, schedules, and fares), information on where transit passes could be purchased, information on the 511 Regional Rideshare Program and nearby bike and car share programs, and information on where to find additional web-based alternative transportation materials (e.g., NextMuni phone app). This new hire packet should be continuously updated as local transportation options change, and the packet should be provided to each new building occupant. Provide Muni maps, San Francisco Bicycle and Pedestrian maps upon request.	Project Sponsor	Continuous	Prepare and implement TDM Plan	ERO	Considered complete upon completion of environmental review.

2. IMPROVEMENT MEASURES	Implementation Responsibility	Schedule	Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Transportation (cont.)					
• Posted and real-time information: A local map and real-time transit information could be installed on-site in a prominent and visible location, such as within a building lobby. The local map should clearly identify transit, bicycle, and key pedestrian routes, and also depict nearby destinations and commercial corridors. Real-time transit information via NextMuni and/or regional transit data should be displayed on a digital screen. • Current transportation resources: Maintain an available supply of Muni maps, San Francisco Bicycle and Pedestrian maps. Data Collection • City Access. As part of an ongoing effort to quantify the efficacy of TDM Measures, City staff may need to access the project site (including the garage) to perform trip counts, and/or intercept surveys and/or other types of data collection. All on-site activities shall be coordinated through the TDM Coordinator. The project sponsor would assure future access to the site by City staff. Providing access to existing developments for data collection purposes is also encouraged. In addition, the Project Sponsor would also implement the following improvements as part of the Project. These improvements were identified after the submittal of the TDM Checklist to the San Francisco Planning Department: • Development of a TDM implementation plan, in conjunction with the City; • Administration of a City-approved resident/tenant survey (through a Transportation Management Association or specialized consultant); • Provision of alternatives to the single-occupant vehicle, and where applicable, the proper and efficient use of on-site or off-site parking; • Bicycle safety strategies along the Stevenson Street side of the property, as well as the Jessie Street access to the garage, preventing conflicts with private cars accessing the garages; • Provision of signage indicating the location of bicycle parking at points of access; • Provision of free or subsidized bikeshare membership to all tenants; • Access to car share spaces through on-site signage; • Provision of free or subsidized car share membership to all tenants; and, • Provision of free or subsidized Muni passes (loaded onto Clipper cards) to tenants.					

2. IMPROVEMENT MEASURES	Implementation Responsibility	Schedule	Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Transportation (cont.)					
Project Improvement Measure #2: First/Stevenson Streets Operational Improvement: To facilitate vehicular egress from Stevenson Street to First Street, SFMTA could establish "Don't Block the Box" cross-hatching within the intersection, to supplement the current "Keep Clear" striping already at the intersection. Although this would not fully address the poor operations of the Stevenson Street movements, it would help ensure that there would be space for vehicles to pull out of Stevenson Street even with congested conditions on First Street.	SFMTA	Prior to project occupancy	Add "Don't Block the Box" striping.	ERO	Project occupancy
Project Improvement Measure #3: Mission Street Transit Conflict Minimization: Limit ingress to the Mission Street Tower parking garage via northbound Jessie Street by prohibiting westbound right-turns from Mission Street to Jessie Street during the period when the peak inbound activity to the Mission Street Tower would overlap with the highest pedestrian volumes on Mission Street (generally from 4:00 p.m. to 6:00 p.m.).	SFMTA	Prior to project occupancy	Prohibit peak-hour right turns.	ERO	Project occupancy
Project Improvement Measure #4: Mission/Jessie Conflict Minimization: To minimize the potential for vehicle-pedestrian conflicts at Mission Street/Jessie Street, the SFMTA could undertake the following: • Restrict inbound access from westbound Mission Street onto Jessie Street between 4:00 p.m. and 6:00 p.m. (the peak hours of inbound activity to the Mission Street Tower); • Install an advanced warning device for pedestrians along Mission Street to alert that a vehicle is approaching along southbound Jessie Street. • Install signage along the Mission Street sidewalk reminding pedestrians of potential crossing vehicular traffic.	SFMTA	Prior to project occupancy	Implement specified measures.	ERO	Project occupancy
Project Improvement Measure #5: First/Stevenson Conflict Minimization: To minimize the potential for vehicle-pedestrian conflicts at First Street/Stevenson Street, the SFMTA could undertake the following: • Install audible and visible warning devices to alert pedestrians. • Install signage along the First Street sidewalk reminding pedestrians of potential crossing vehicular traffic.	SFMTA	Prior to project occupancy	Implement specified measures.	ERO	Project occupancy

2. IMPROVEMENT MEASURES	Implementation Responsibility	Schedule	Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Transportation (cont.)					
Project Improvement Measure #6: Bicycle Safety: To minimize the potential for auto-bicycle conflicts on Stevenson Street, the SFMTA could undertake the following: • Install a sign on Stevenson Street near Second Street that cautions vehicles to be aware of bicyclists on Stevenson Street; • Install a sign on Stevenson Street near Second Street that cautions bicyclists to be aware of turning vehicles on Stevenson Street; and • Implement green paint dashed between dashed white lines along the outline of the bike lane edges along the Stevenson Street entrance to draw attention to the conflict area.	SFMTA	Prior to project occupancy	Implement specified measures.	ERO	Project occupancy
Project Improvement Measure #7: Moving Truck Scheduling. To minimize the potential that moving trucks could affect vehicular and pedestrian circulation at and near the project site, the project sponsor could implement one or more of the following features: • Limit truck movements for residential move-in / move-out activities to non-peak times. • Use of the longer loading trucks would need to be scheduled and coordinated with building management. • If moving vehicles longer than 35 feet are to be used, they would need to stop along the curb of Stevenson Street (in one of the on-street parking spaces) or in one of the loading bays that would be established along First Street and Mission Street. • Should any curb parking be necessary for loading activities, building management would be required to reserve those spaces through the local station of the SFMTA. Such request could be made via the SF311 program by dialing 311 on the phone to reach the Customer Service Representatives to help with general government information and services.	Project Sponsor	Prior to project occupancy	Implement specified measures.	ERO	Project occupancy
Project Improvement Measure #8: Jessie Street Truck Movements: To minimize disruption to delivery trucks using Jessie Street, the project sponsor could implement one or more of the following: • Coordinate with the property owners along Jessie Street to describe the proposed design of the Jessie Street extension and required usage of the truck route through the Urban Room for trucks 40 feet in length or longer. Information regarding the design, truck length limitations and operational plans could be provided to all current users of loading docks along Jessie Street, and when new users arrive.	Project Sponsor	Prior to project occupancy	Implement specified measures.	ERO	Project occupancy

2. IMPROVEMENT MEASURES	Implementation Responsibility	Schedule	Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Transportation (cont.)					
• Work with the property owners along Jessie Street to potentially convert use of long (40 feet in length or longer) to smaller trucks encourage use of smaller trucks (40 feet in length or less) instead of larger trucks, and to encourage the scheduling of deliveries to time periods where activity levels of the Urban Room are relatively low (such as between 8:00 p.m. and 7:00 a.m.).					
Project Improvement Measure #9: Parking: To minimize the potential for drivers to queue up on Jessie or Stevenson Streets while awaiting parking on the project site, the project sponsor could install a sign that reads "Parking Garage Full" on the side of the building, or place a temporary "Parking Garage Full" sign on the Second Street sidewalk (for vehicles destined to the First Street Tower garage) and on the Jessie Street and Mission Street sidewalks (for vehicles destined to the Mission Street Tower garage).	Project Sponsor	Prior to project occupancy	Implement specified measures.	ERO	Project occupancy
Project Improvement Measure #10: Transit During Construction: For Muni electric trolley lines, the project sponsor could work with Muni to avoid transit disruption during construction by limiting, to the extent feasible, the overhead lines would have to be relocated during construction and by providing sufficient notice for such relocations as are necessary for safe transit operations. Alterations to Muni operations would be coordinated through the City's Interdepartmental Staff Committee on Traffic and Transportation (ISCOTT).	Project Sponsor	Prior to project occupancy	Implement specified measures.	ERO	Project occupancy
Biological Resources					

Project Improvement Measure #11: Night Lighting Minimization (Implementing Transit Center District Plan PEIR Mitigation Measure I-BI-2): In compliance with the voluntary San Francisco Lights Out Program, the Planning Department could encourage buildings developed pursuant to the Plan to implement bird-safe building operations to prevent and minimize bird strike impacts, including but not limited to the following measures:
• Reduce building lighting from exterior sources by:
  • Minimizing amount and visual impact of perimeter lighting and façade uplighting and avoid up-lighting of rooftop antennae and other tall equipment, as well as of any decorative features;
  • Installing motion-sensor lighting;
  • Utilizing minimum wattage fixtures to achieve required lighting levels.
	Planning Department, Project Sponsor	Prior to project occupancy	Implement specified measures.	ERO	Project occupancy

2. IMPROVEMENT MEASURES	Implementation Responsibility	Schedule	Action	Monitoring/Reporting Responsibility	Monitoring Schedule
Biological Resources (cont.)					

• Reduce building lighting from interior sources by:
  • Dimming lights in lobbies, perimeter circulation areas, and atria;
  • Turning off all unnecessary lighting by 11:00 p.m. through sunrise, especially during peak migration periods (mid-March to early June and late August through late October);
  • Utilizing automatic controls (motion sensors, photo-sensors, etc.) to shut off lights in the evening when no one is present;
  • Encouraging the use of localized task lighting to reduce the need for more extensive overhead lighting;
  • Scheduling nightly maintenance to conclude by 11:00 p.m.;
• Educating building users about the dangers of night lighting to birds.					

SAN FRANCISCO
PLANNING DEPARTMENT

Community Plan Exemption Checklist

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

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Planning
Information:
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Case No.:	**2006.1523E**
Project Title:	**50 First Street (Oceanwide Center) Project**
Zoning/Plan Area:	C-3-O (SD) Downtown Office Special Development Transit Center C-3-O (SD) Commercial Special Use District 850-S-2 Height and Bulk District, 550-S Height and Bulk District, Transit Center District Plan Area Plan
Block/Lot:	3708 / Lots 3, 6, 7, 9, 10, 11, 12, and 55 (plus vacated portions of Jessie Street and Elim Alley)
Lot Size:	59,445 square feet (1.36 acres)
Plan Area:	Transit Center District Plan Area
Project Sponsor:	Oceanwide Center LLC c/o Daniel Frattin, Attorney (415) 567-9000
Staff Contact:	Kansai Uchida – (415) 575-9048; Kansai.Uchida@sfgov.org

PROJECT DESCRIPTION

The project site is located in San Francisco's Financial District on Assessor's Block 3708, which is bounded by Market Street to the north, First Street to the east, Mission Street to the south, and Second Street to the west. The proposed project would construct two new towers, comprised of approximately 1.08 million gross square feet of office space, 12,501 square feet of retail space, 255,346 gross square feet of hotel space (169 rooms), and 788,638 gross square feet of residential space with 265 residential units (2,136,410 square feet in total). The tower on First Street would be 850 feet tall to the roofline, 910 feet tall to the top of the parapet, and have 60 stories. The second tower would front both Mission Street and Ecker Place and be 605 feet tall, 636.5 feet to the top of the parapet, and have 54 stories.

The proposed project would include the demolition of: the existing 16,000 square foot office and retail building at 36-40 First Street/5 Stevenson Street (Lot 003); the existing 70,680 square foot office building at 62 First Street (Lot 006); and the 144,000 square foot office and retail building located at 42-50 First Street (Lot 055). The proposed project would retain approximately the front (easternmost) 45 percent of the historic 16,200 square foot office building, located at 76-78 First Street (Lot 007) and built in 1908, while the rear portion of the building would be demolished and reconstructed. The existing 19,800 square foot building at 88 First Street, built in 1907 and located at Lot 009 on the northwest corner of First and Mission Streets, would remain under its present use, with 16,500 square feet of office space on the upper floors and 3,300 square feet of retail space on the ground floor. The project would also develop the following vacant lots: Lot 010 located at 512 Mission Street, Lot 011 located at 516-520 Mission Street, and Lot 012 located at 526 Mission Street.

Approximately 4,900 square feet of the existing public right-of-way along Jessie Street and Elim Alley would be vacated and incorporated into the project. The Jessie Street right-of-way would be vacated from First Street to midway between First Street and Ecker Place, and rerouted southward to terminate at Mission Street between First Street and Ecker Place. Elim Alley would be vacated to midway between First Street and Ecker Place and would be widened to provide enhanced pedestrian access.

Project Location and Site Characteristics

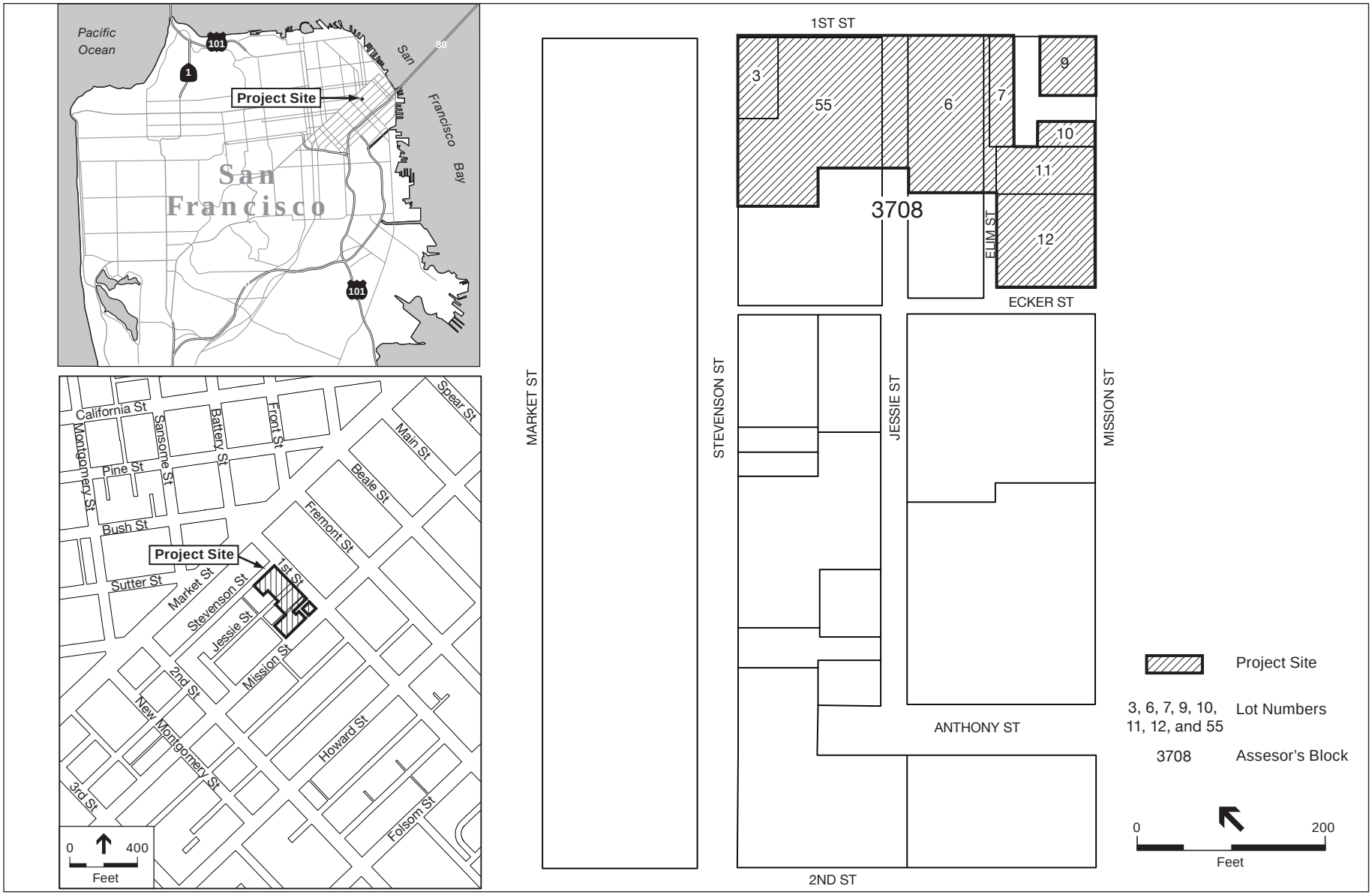
The project site is located on nine parcels at and near the northwest corner of the intersection of First Street and Mission Street in San Francisco's Financial District, and within the Transit Center District Plan subarea of the *San Francisco General Plan's* Downtown Plan. The project site is located one block south of Market Street and 3.5 blocks (0.4 miles) north of Interstate 80 (see **Figure 1**).[1] The project site consists of eight parcels (Assessor's Block 3708; Lots 3, 6, 7, 9, 10, 11, 12, and 55) comprising 54,586 square feet (1.25 acres), as well as portions of Elim Alley and Jessie Street totaling an additional approximately 4,859 square feet (1.36 acres in all). The site is developed with the following buildings:

- 36-40 First Street/5 Stevenson Street (Lot 003): a five story, 63-foot-tall building supporting 16,000 square feet of office and retail uses. The building was constructed in 1908 on a 3,200 square feet lot (100 percent lot coverage).
- 62 First Street (Lot 006): a five story, 63-foot-tall building supporting 70,680 square feet of office uses. The building was constructed in 1917 on an 11,817 square foot lot (100 percent lot coverage).
- 76-78 First Street (Lot 007): a six story, 81-foot-tall building supporting 16,200 square feet of office uses. The building was constructed in 1908 on a 2,700 square foot lot (100 percent lot coverage).
- 88 First Street (Lot 009): a six story, 85-foot-tall building that was constructed in 1907 on the northwest corner of First and Mission Streets, with 16,500 square feet of office use on the upper floors and 3,300 square feet of retail use on the ground floor. The building sits on a 3,300 square foot lot with 100 percent lot coverage.
- 42-50 First Street (Lot 055): a seven story, 87-foot-tall building supporting 144,000 square feet of office and retail uses. The building was constructed in 1917 on an 18,000 square feet lot (100 percent lot coverage).

There are three undeveloped lots fronting on Mission Street and extending as far west as Ecker Place, which are part of the project site. These lots include: Lot 010 located at 512 Mission Street, Lot 011 located at 516-520 Mission Street, and Lot 012 located at 526 Mission Street. Elim Alley is located between the buildings at 62 First Street and 76-78 First Street. In total the site contains approximately 266,680 gross square feet of office and retail uses. There are no off-street parking spaces located on the site. There is one off-street loading space located off Jessie Street in the 62 First Street building. The existing, intervening buildings at 82–84 First Street and 510 Mission Street (Lot 8) are not controlled by the project sponsor and are not a part of the project site. **Table 1** summarizes relevant information about each lot on the project site.

The project site is within the C-3-O (SD) (Downtown Office Special Development) Use District, the Transit Center C-3-O (SD) Commercial Special Use District (SUD), and the 850-S-2 and 550-S Height and Bulk Districts. The C-3-O Use District is intended to play a leading national role in finance, corporate headquarters and service industries, and serve as an employment center for the region. It consists primarily of high-quality office development, supported by retail and service uses, all of which are served by City and regional transit systems. The SUD requires a minimum amount of commercial development on large development sites. The 850-S-2 and 550-S Height and Bulk Districts allow for 850-foot and 550-foot

[1] Consistent with San Francisco practice, Market Street and streets parallel are considered east-west streets. Thus, Mission Street runs east-west, and First Street runs north-south.



SOURCE: ESA, 2015

Oceanwide Center (50 First Street)

Figure 1
Project Location

TABLE 1
PROJECT SITE LOTS AND CURRENT USES

Lot	Address	Site Area (sf)	Building Area (sf)	Current Use	Zoning
3	36-40 First St.	3,200	16,000	office/retail	C-3-O(SD); 850-S-2
55	42-50 First St.	18,000	144,000	office/retail	C-3-O(SD); 850-S-2
6	62 First St.	11,817	70,680	office	C-3-O(SD); 850-S-2
7	76–78 First St.	2,700	16,200	office	C-3-O(SD); 550-S
9	88 First St.	3,300	19,800	office/retail	C-3-O(SD); 550-S
10	512 Mission St.	1,392	N/A	vacant lot	C-3-O(SD); 550-S
11	516-520 Mission St.	4,776	N/A	vacant lot	C-3-O(SD); 550-S
12	526 Mission St.	9,353	N/A	vacant lot	C-3-O(SD); 550-S

foot (605-foot utilizing a ten-percent extension from the Planning Commission) maximum heights, respectively, with setbacks above the building base and limits on tower plan dimensions, per *Planning Code* Section 270.

Project Characteristics

Major Components

The proposed project would include the demolition of three existing structures, as well as the partial demolition of a fourth structure, in order to construct two new towers supporting a combined 2.1 million square feet of office, retail, hotel, and residential uses. The proposed project would demolish the existing structures at 36-40 First Street, 42-50 First Street, and 62 First Street. The existing building at 88 First Street, built in 1907 and located at the corner of First Street and Mission Street, would remain under its present use, with 16,500 square feet of office use on the upper floors and 3,300 square feet of retail use on the ground floor. The proposed project would rehabilitate the building's exterior, which would include: the replacement of non-historic windows with historically compatible windows, the installation of a historically compatible storefront, and general repairs to the building's exterior walls. The proposed rehabilitation is intended to be consistent with the *Secretary of the Interior's Standards for the Treatment of Historic Properties (Secretary of the Interior's Standards)*[2] (see Topic 3, *Cultural and Paleontological Resources*).

The proposed project would partially demolish the existing structure at 76–78 First Street (built in 1908). Under the project, the first 50 feet in depth of this building, extending back from First Street, would be preserved, including the First Street façade on First Street (and the cornice and other architectural elements that compose the "return" on Elim Alley), the existing foundations, load-bearing brick walls, and timber floors. After the front 50 feet in depth, the next 10 feet in depth would be demolished and reconstructed, including a new rear wall of the building. The remaining approximately 48 feet of the building's depth would be removed permanently to allow for development of on-site open space,

[2] U.S. Department of the Interior, National Park Service, *The Secretary of the Interior's Standards for the Treatment of Historic Properties with Illustrated Standards for Preserving, Rehabilitating, Restoring, and Reconstructing Historic Buildings. 1995* (36 CFR 68). Available online: http://www.nps.gov/tps/standards/four-treatments/standguide/index.htm.

enhanced sunlight access, and improved pedestrian circulation, and to facilitate construction of the project's new basement levels. The proposed project would install a new storefront and window opening on the north and west side of the building's ground floor, replace existing non-historic windows located on the second floor, and repair other parts of the building's exterior walls. The preserved/reconstructed front 60 feet of the building would be rehabilitated consistent with the *Secretary of the Interior's Standards* (see Topic 3, *Cultural and Paleontological Resources*).[3]

The project proposes to construct a tower on First Street ("First Street Tower") that would provide a total of 1,468,563 square feet of office, retail, and residential uses. The First Street Tower would be 850 feet tall to the roofline, 910 feet tall to the top of the parapet, and would have a total of 60 stories.

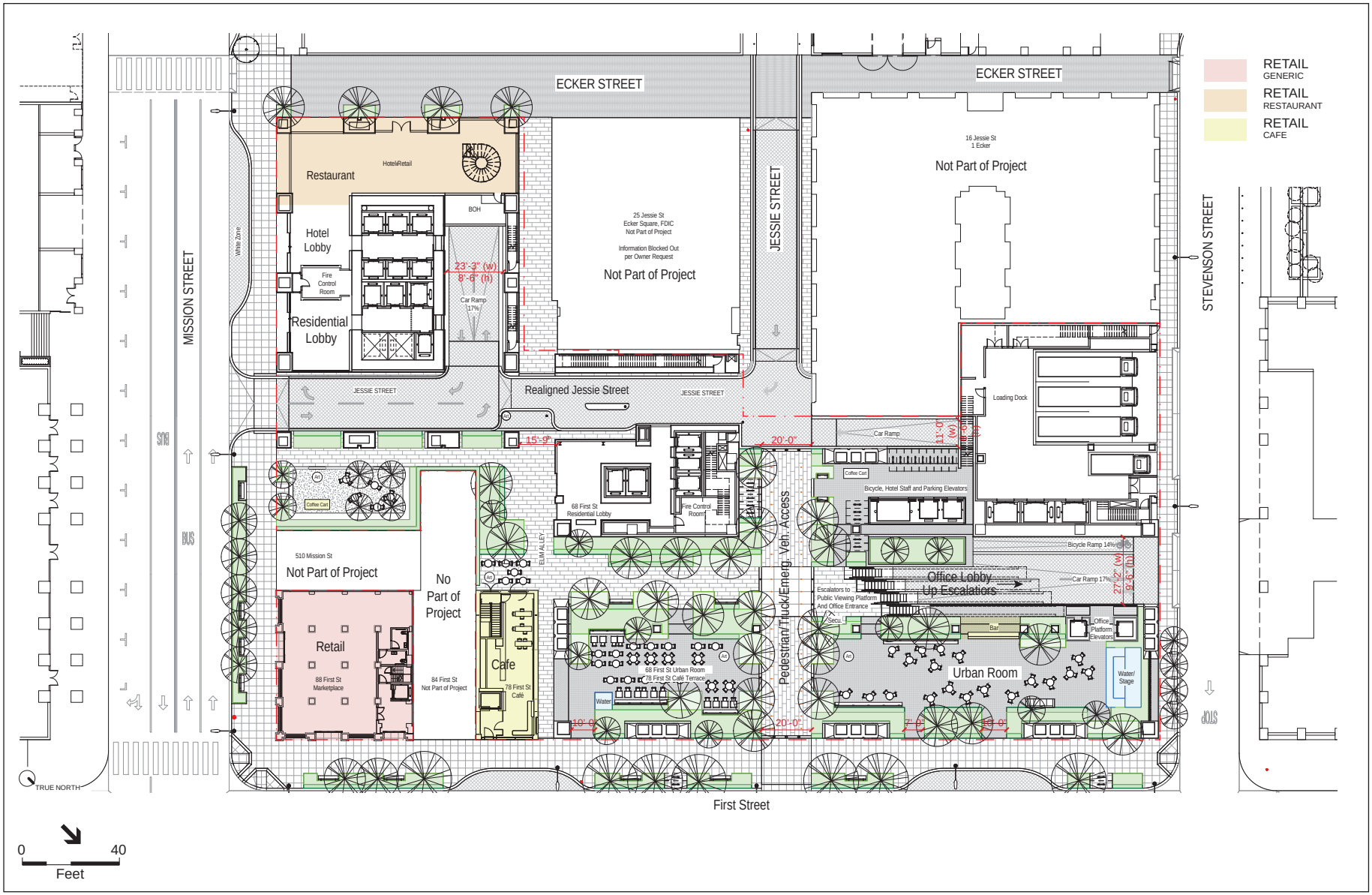
An open publicly accessible area ("urban room") would be located at the ground floor, which would be 68 feet tall and occupy the equivalent height of floors 1 through 6 (see **Figure 2**). The urban room would provide approximately 20,340 square feet of open space, featuring a seating terrace for the café proposed at the 78 First Street building, other seating areas within an area that would also serve as an event space, and landscaping. Access to the residential uses in the First Street Tower would be provided via a residential lobby located in the southwest corner of the building. Office uses would be accessed via a set of escalators leading from the ground floor urban room to an office lobby on the third floor, located on the northwest side of the urban room. Pedestrian access to below-ground parking, including bicycle parking, would be provided via a set of elevators located on the northwest side of the urban room.

Mechanical equipment would be located at the southwest corner of the building, on levels 3, 4 and 5 of the south elevator core. Included in this would be two diesel-powered emergency backup generators located on Level 5. These emergency generators would provide backup electrical power to the entirety of the project. The specifications of the generators, the design of the enclosure in which they are housed, and intake and exhaust louvers, reflects the acoustical attenuation requirements of the San Francisco Noise Ordinance (see Section 5, Noise).

Floors 7 (the first office level) through 40 of the First Street Tower would contain approximately 1.1 million gross square feet of office space (see **Figure 3**, p. 7). Floors 41 and 42 would include residential amenities, a gym, and mechanical spaces. Floors 43 through 60 would contain approximately 109 dwelling units, each with two or more bedrooms (see **Figure 4**, p. 8). On the building's western façade, a fixed canopy would extend from the 7th floor westward approximately 12 feet to serve as a wind break. The canopy would not extend beyond the property line. The roof plan for the First Street tower is shown in **Figure 5**, p. 9.

The proposed project would also construct a second tower that would front both Mission Street and Ecker Place ("Mission Street Tower"). The 605-foot-tall (636.5 feet to the top of the parapet), 54-story building would contain a total of 639,529 square feet of residential and hotel uses above ground-floor lobbies and retail space. Approximately 5,389 of ground floor restaurant space would extend along the Ecker Place frontage from Mission Street to Elim Alley, with access along Ecker Place, with an additional 75 square feet of café space also provided. The Mission Street frontage would have separate entrances for the residential units and hotel. Hotel dining, meeting space, fitness, conference space, and other

[3] The permanent removal of the rear 50 feet of the 76-78 First Street building would constitute a de facto demolition under the standards of Article 10 of the *Planning Code*. Although this article is applicable to City Landmarks and Landmark Districts and not directly applicable to 76-78 First Street, the Planning Department typically relies on this demolition standard for evaluation of individual projects. See analysis in Topic 3 of this CPE Checklist, Cultural and Paleontological Resources.

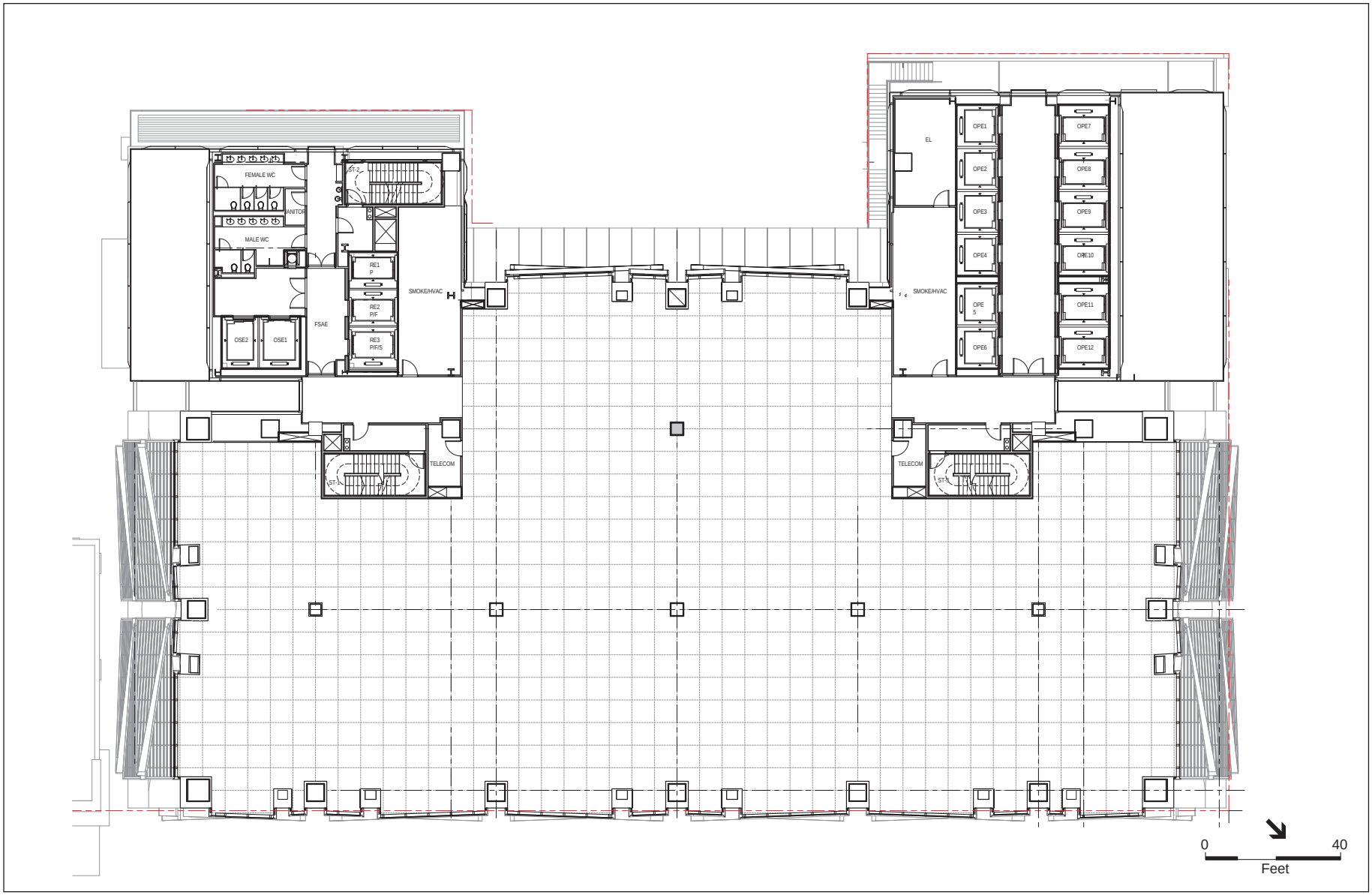


SOURCE: Foster+Partners; Heller Manus, 2016

Oceanwide Center (50 First Street)

Figure 2

Project Site Level 1 Floor Plan

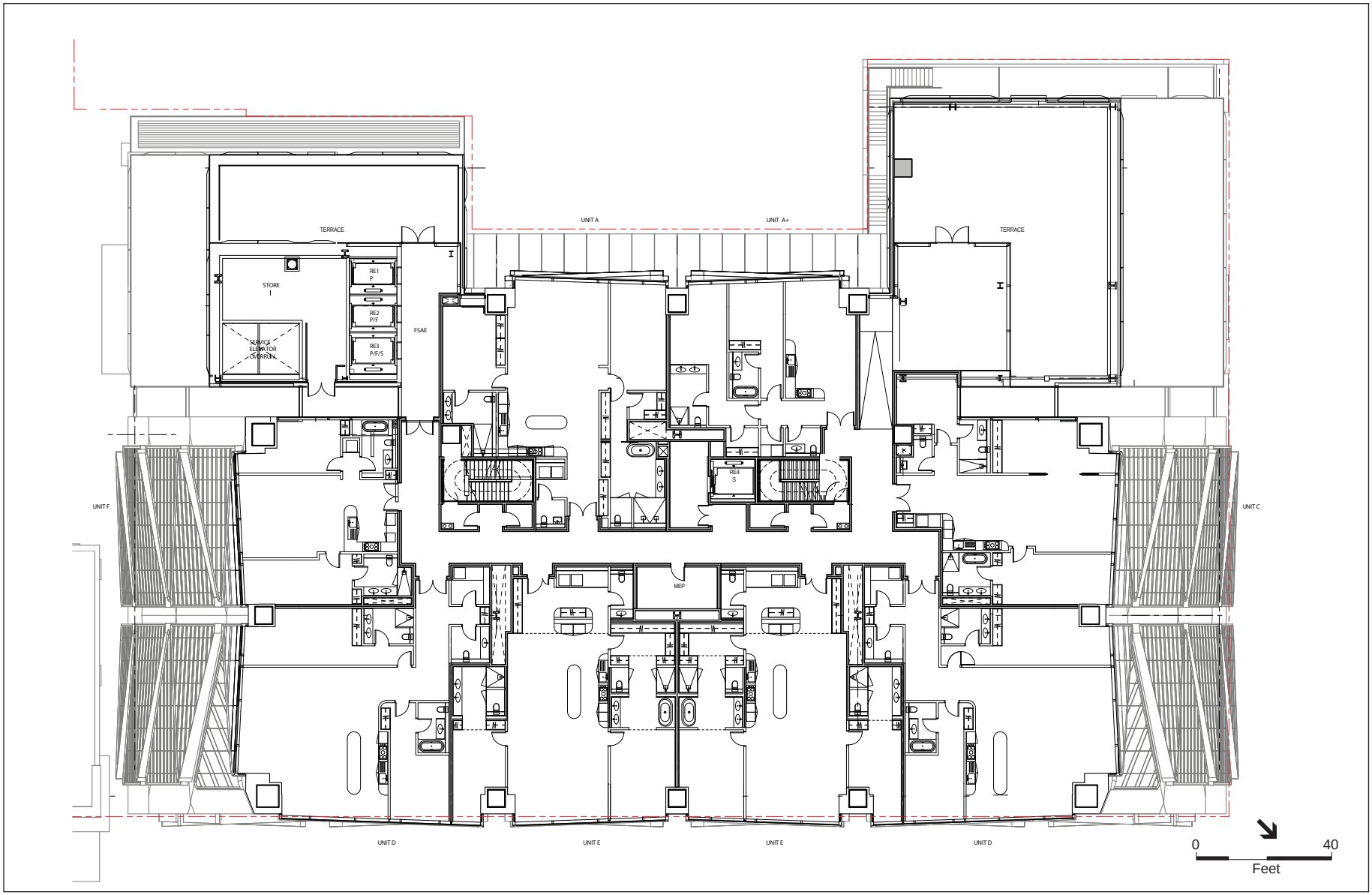


SOURCE: Foster+Partners; Heller Manus, 2016

Oceanwide Center (50 First Street)

Figure 3

First Street Tower, Typical Office Floor Plan (Flr. 28)

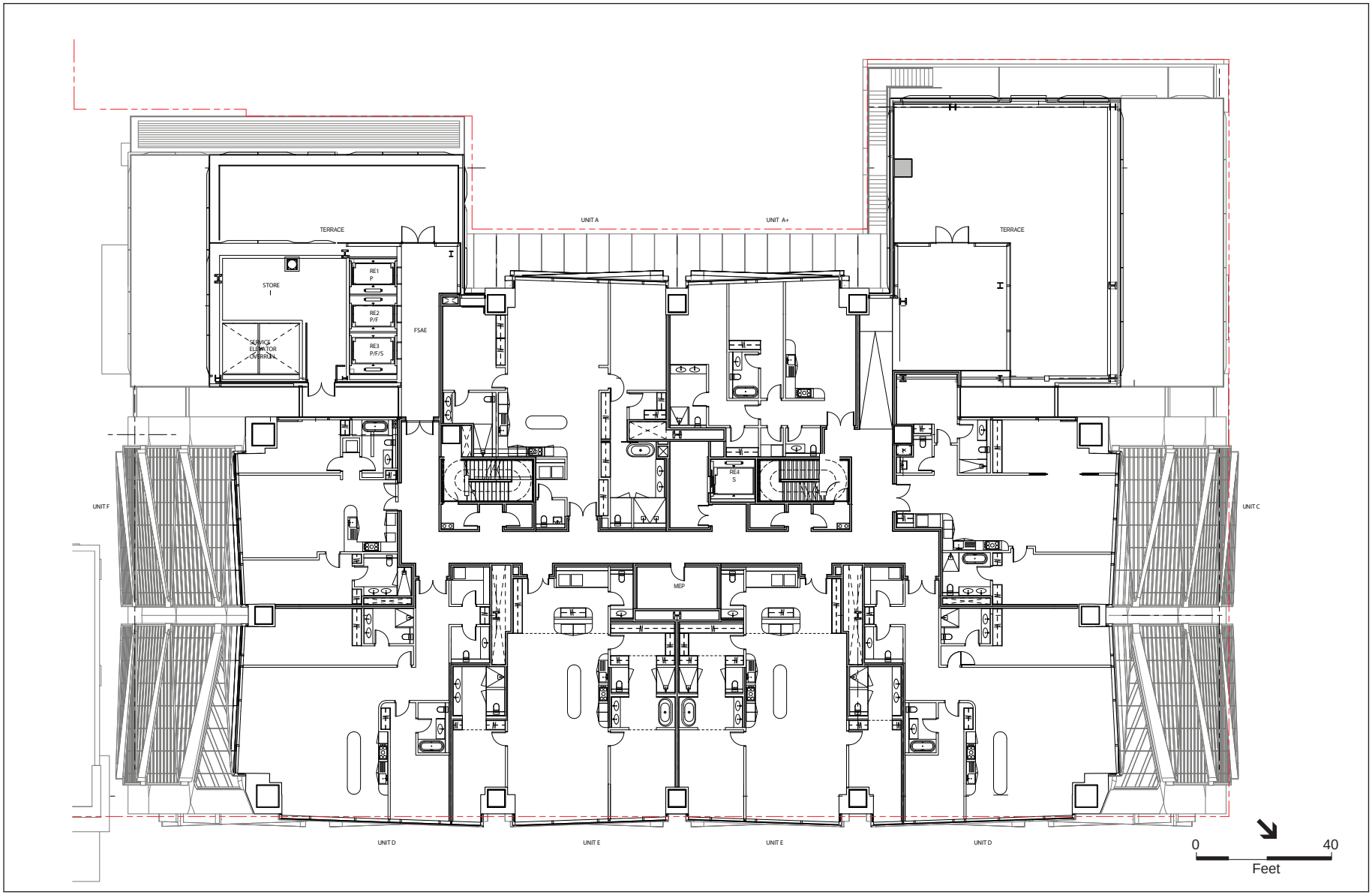


SOURCE: Foster+Partners; Heller Manus, 2015

Oceanwide Center (50 First Street)

Figure 4

First Street Tower, Typical Residential Floor Plan (Flr. 43)



SOURCE: Foster+Partners; Heller Manus, 2015

Oceanwide Center (50 First Street)

Figure 4

First Street Tower, Typical Residential Floor Plan (Flr. 43)

TABLE 2
PROJECT CHARACTERISTICS[1]

Proposed Use	78 & 88 First Street (Existing)	First Street Tower	Mission Street Tower	Project Total
Residential	--	109 units (409,919 gsf)	156 units (378,719 gsf)	265 units (788,638 gsf)
Hotel	--	--	169 rooms (255,346 gsf)	169 rooms (255,346 gsf)
Office	22,376 gsf	1,057,549 gsf	--	1,079,925 gsf
Retail	5,942 sf	1,095 sf	5,464 sf	12,501 sf
Total Built Area	**28,318 sf**	**1,468,563 sf**	**639,529 sf**	**2,136,410 sf**
Private Open Space	--	5,224 sf	7,761 sf	12,985 sf
Public Open Space	--	21,200 sf	5,148 sf	26,348 sf
Total Public and Private Open Space	**--**	26,424 sf	12,909 sf	39,333 sf
Auto Parking Spaces	--	--	--	360
Bicycle Parking Spaces				363 Class 1 47 Class 2
Number of Stories	6	60	54	--
Height to Roofline	84 feet	850 feet	605 feet	--
Height to Top of Parapet	87 feet	910 feet	625 feet	--

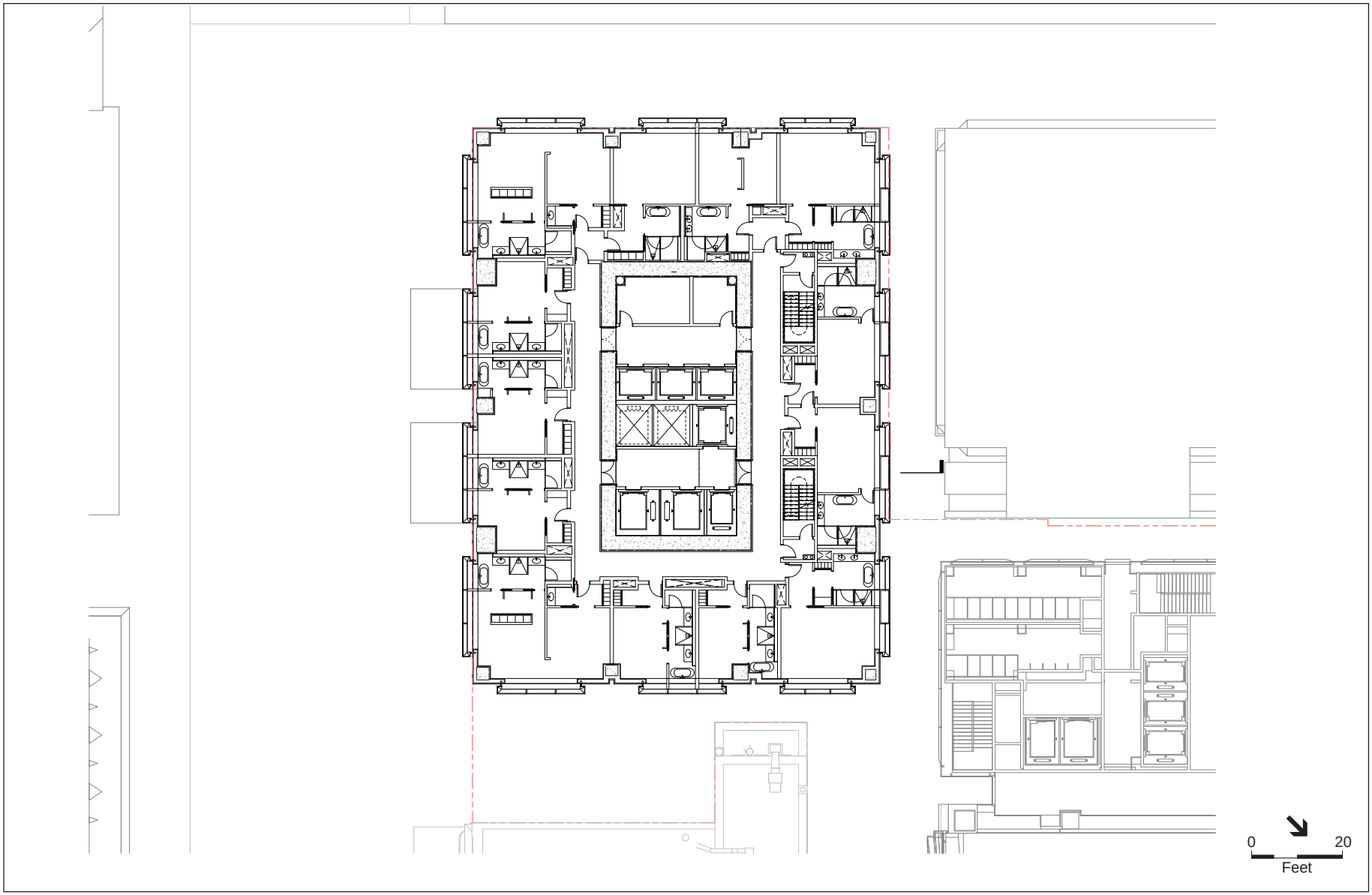
[1] Floor area of residential, hotel, and office use in gross square feet (gsf) per Planning Code (excludes mechanical, storage, basement operational space, and parking); restaurant and retail space in total square feet (sf), as they are largely excluded from gsf in the C-3 Use Districts and would otherwise not be counted.

SOURCE: Foster + Partners and Heller Manus Architects, February, 2016.

amenities would occupy floors 3 through 21, along with 169 hotel rooms (see **Figure 6**, p. 11). Floors 22 through 54 would contain 156 residential units, comprising approximately 42 one-bedroom units and 114 units with two or more bedrooms (see **Figure 7**, p. 12). The roof plan for the First Street Tower is shown in **Figure 8**, p. 9.

The First Street Tower would be constructed as a steel-frame building built atop a pile foundation. The Mission Street Tower would be built as a concrete structure. The proposed project characteristics are shown in **Table 2**. Elevations of the proposed project are presented in **Figures 9** through **12**, pp. 14 through 17, and a rendering is provided in **Figure 13**, p. 13.

The proposed project would utilize both greywater (reclaimed water) and rainwater collection, treatment, and storage for reuse to meet a portion of the building's non-potable demand. A combined collection and treatment plant for the whole development would be located on Basement Level 4. Greywater would be collected from showers, sinks, and washers within the buildings and rainwater and stormwater would be collected from the roof areas and parts of the ground floor landscape and segments of the First Street sidewalk. The treated water would be reused for certain interior uses (e.g., toilet and urinal flushing), for landscape irrigation, and to supply water features within the project.

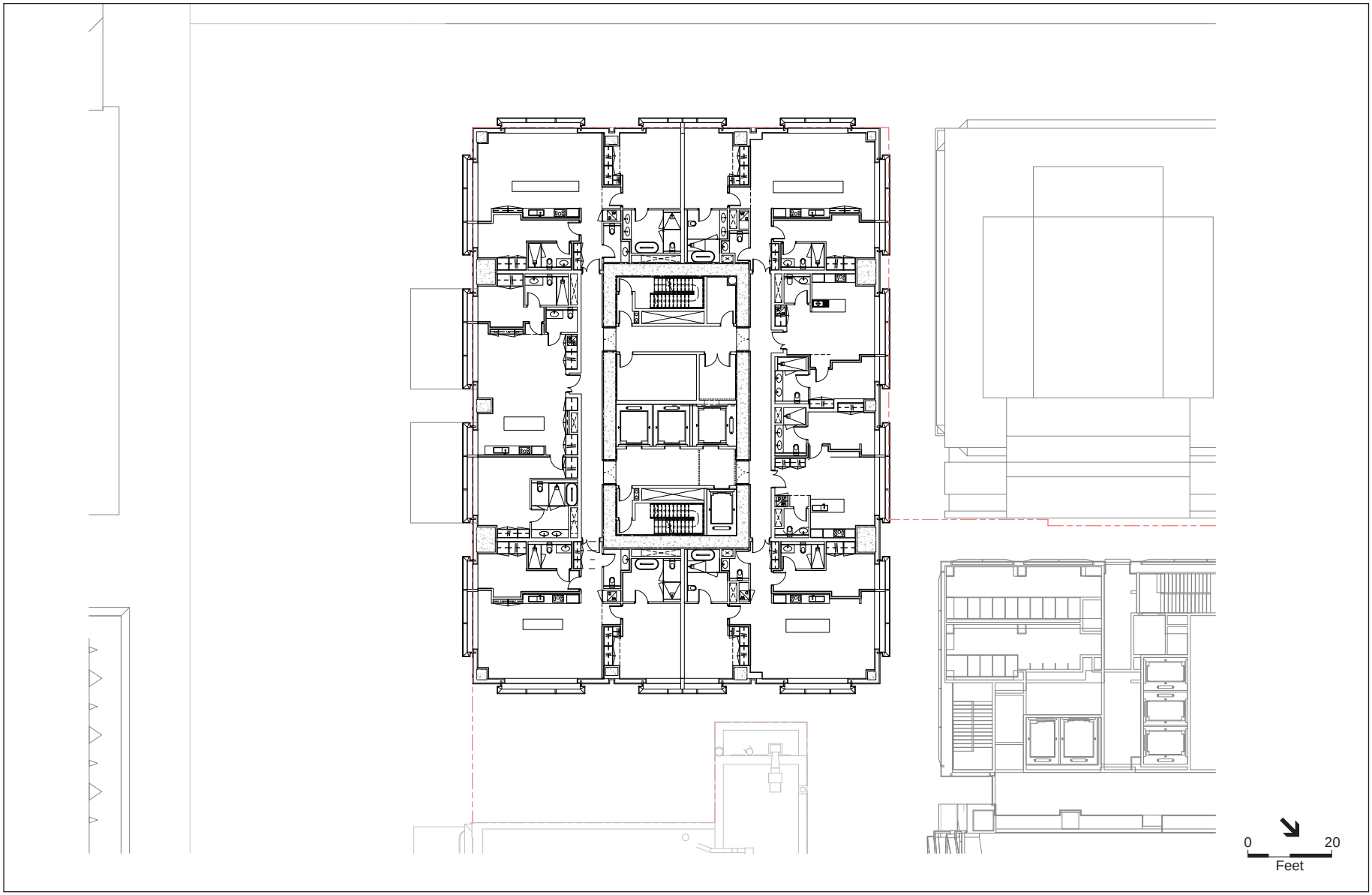


Oceanwide Center (50 First Street)

SOURCE: Foster+Partners; Heller Manus, 2016

Figure 6

Mission Street Tower, Typical Hotel Floor Plan (Floors 14-19)

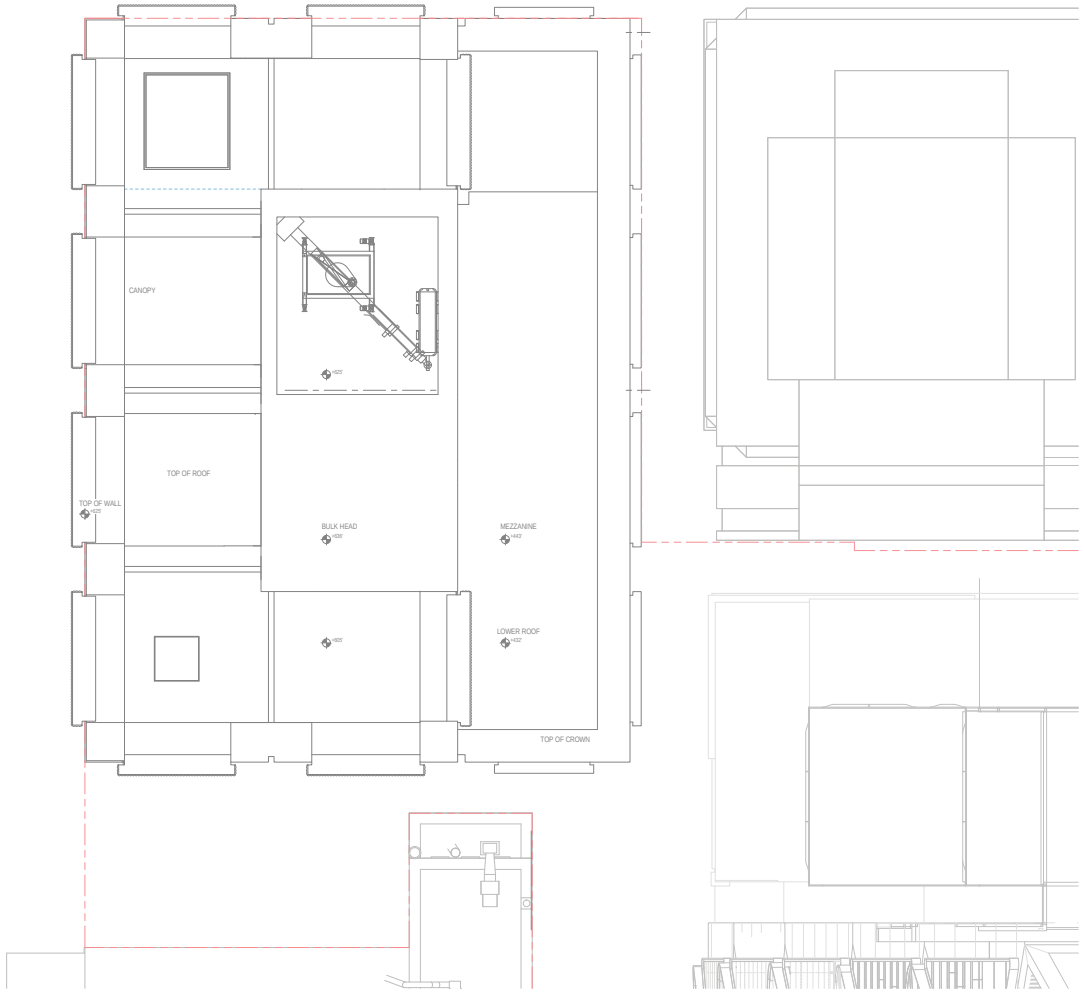


Oceanwide Center (50 First Street)

SOURCE: Foster+Partners; Heller Manus, 2016

Figure 7

Mission Street Tower, Typical Residential Floor Plan (Flrs. 26-33)

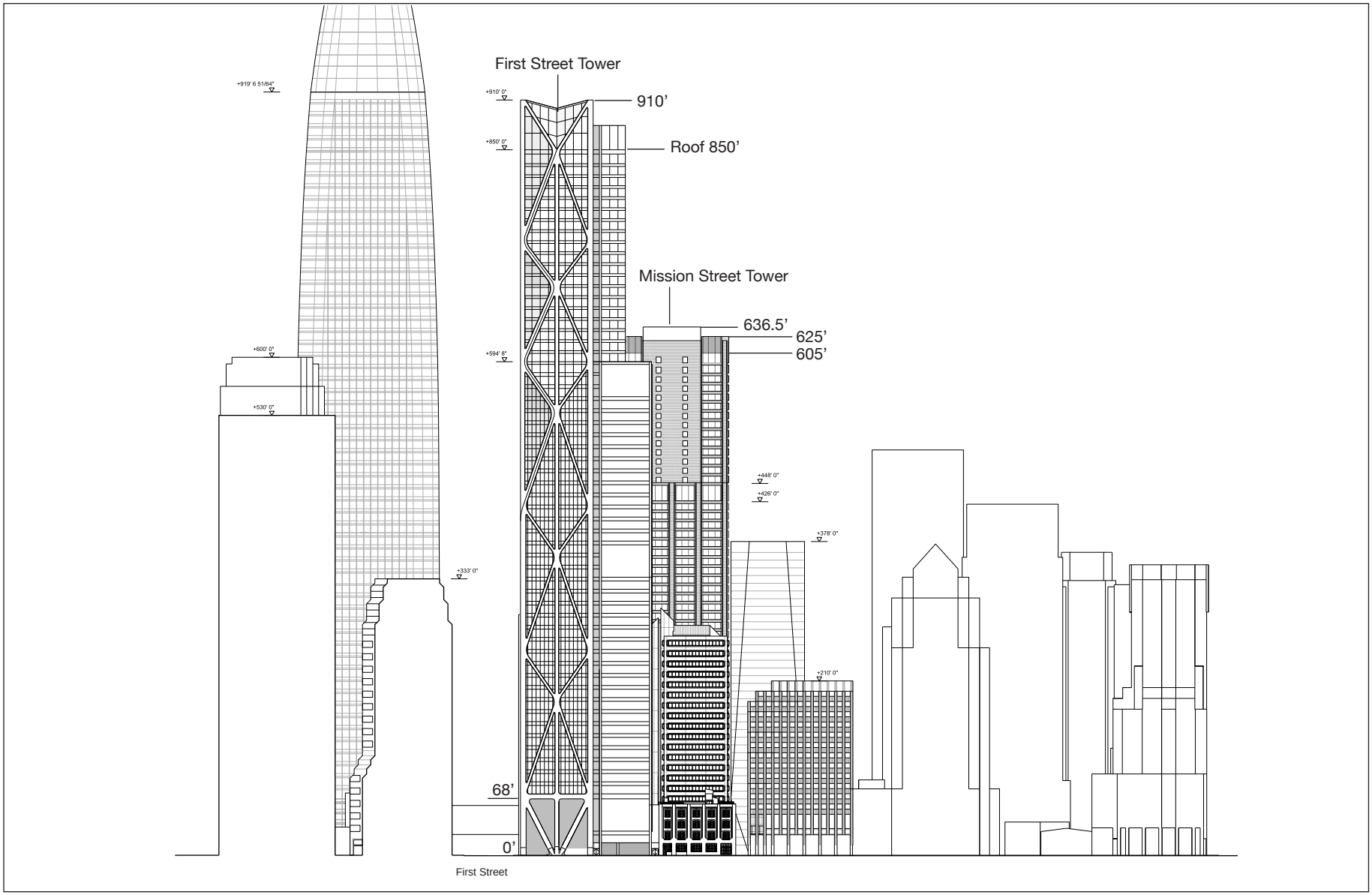


Oceanwide Center (50 First Street)

SOURCE: Foster+Partners; Heller Manus, 2016

Figure 8

Mission Street Tower, Roof Floor Plan

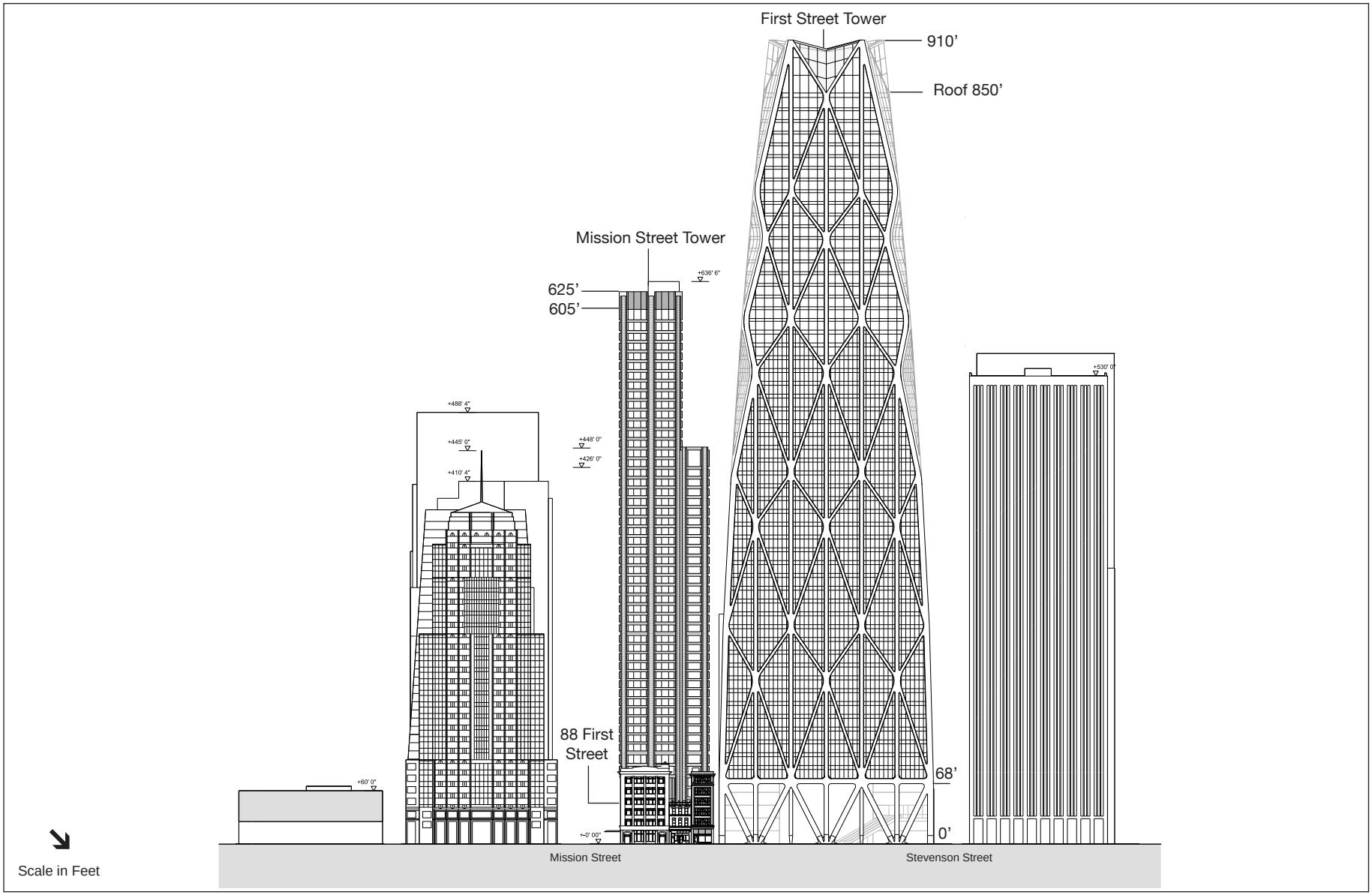


SOURCE: Foster+Partners; Heller Manus, 2015

Oceanwide Center (50 First Street)

Figure 9

Proposed Project North Elevation

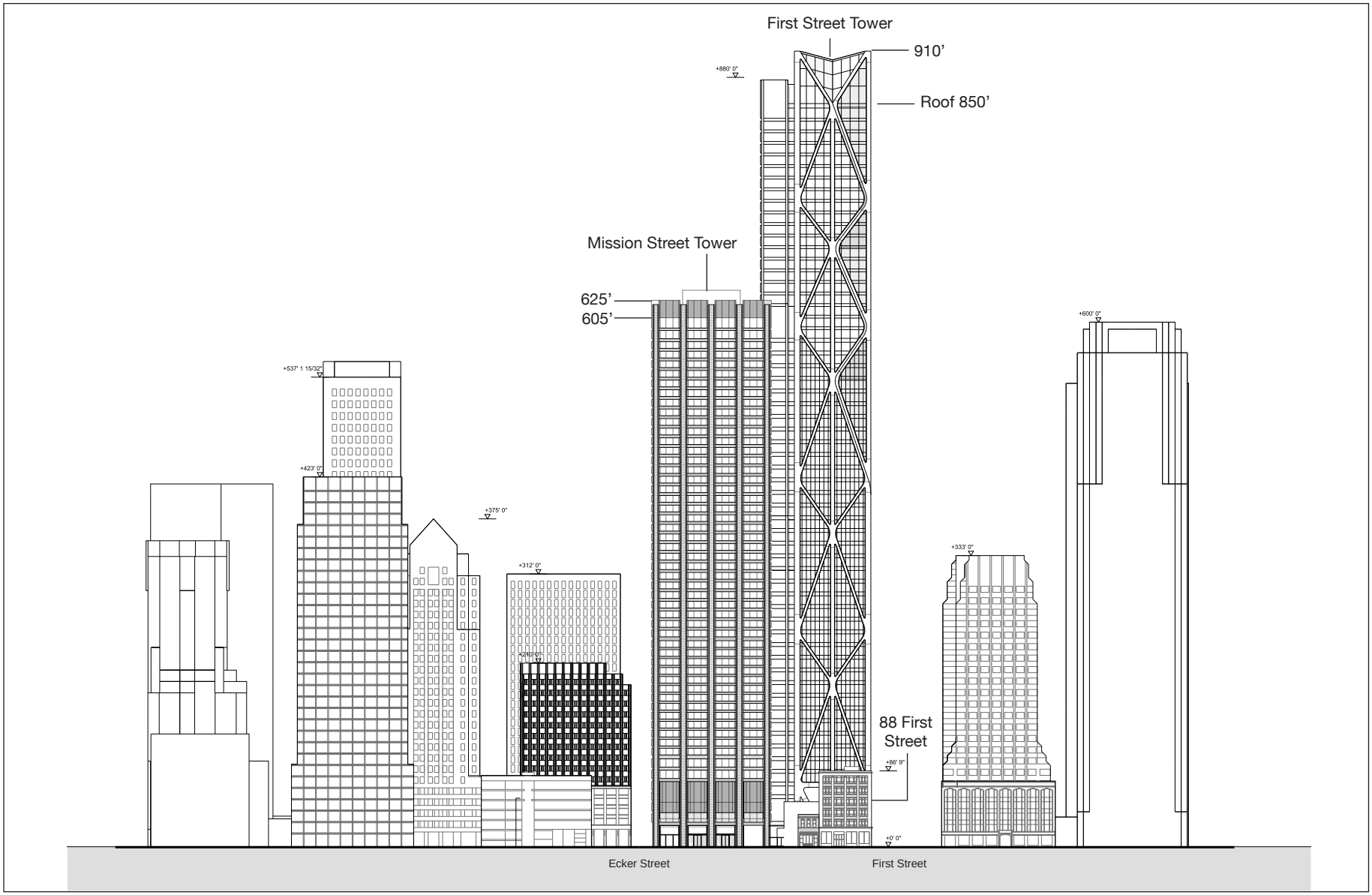


SOURCE: Foster+Partners; Heller Manus, 2015

Oceanwide Center (50 First Street)

Figure 10

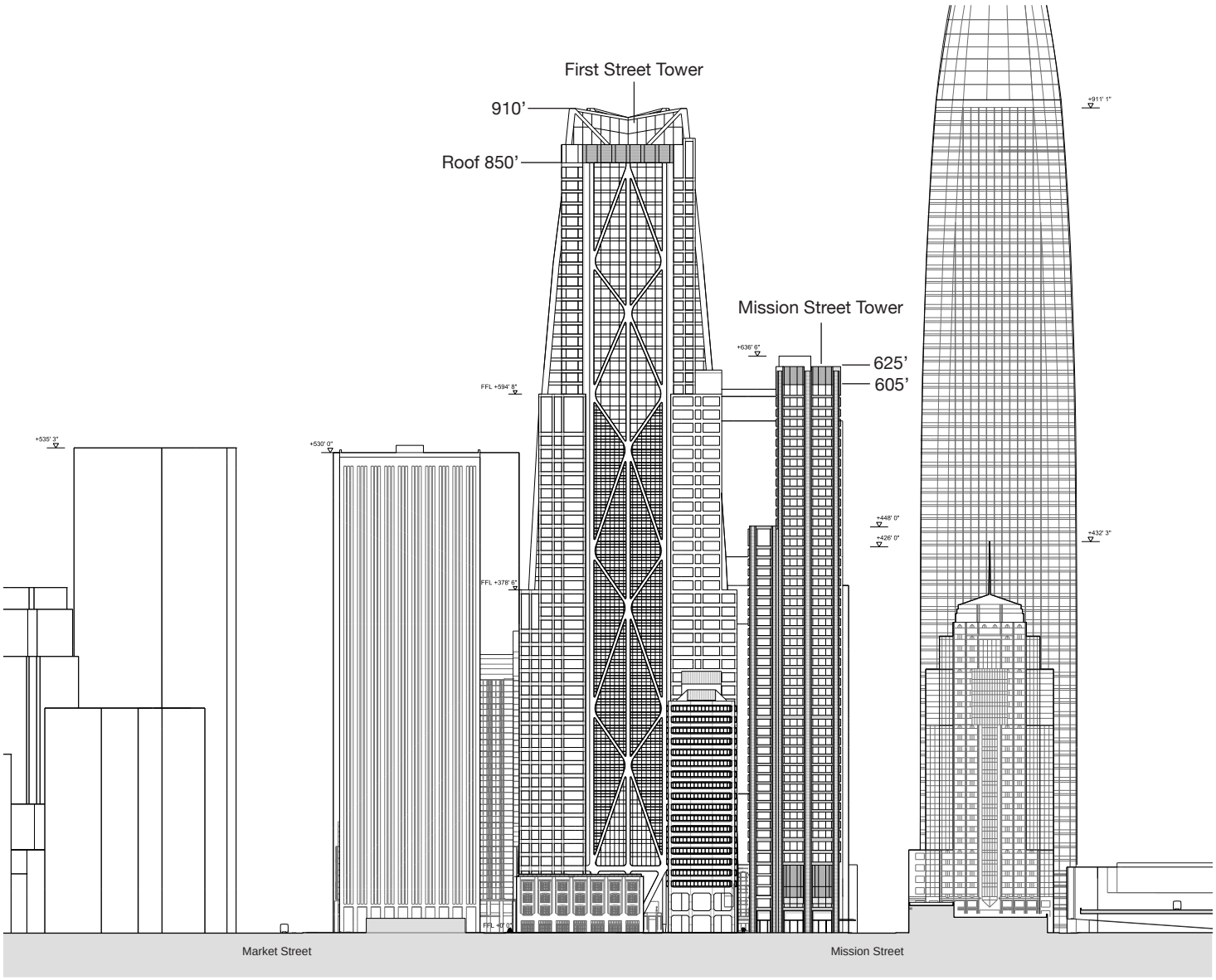
Proposed Project East Elevation



SOURCE: Foster+Partners; Heller Manus, 2015

Oceanwide Center (50 First Street)

Figure 11
Proposed Project South Elevation



SOURCE: Foster+Partners; Heller Manus, 2015

Oceanwide Center (50 First Street)

Figure 12

Proposed Project West Elevation

SOURCE: Foster+Partners; Heller Manus, 2015

Oceanwide Center (50 First Street)

Figure 13
Project Rendering

Circulation, Parking, and Loading

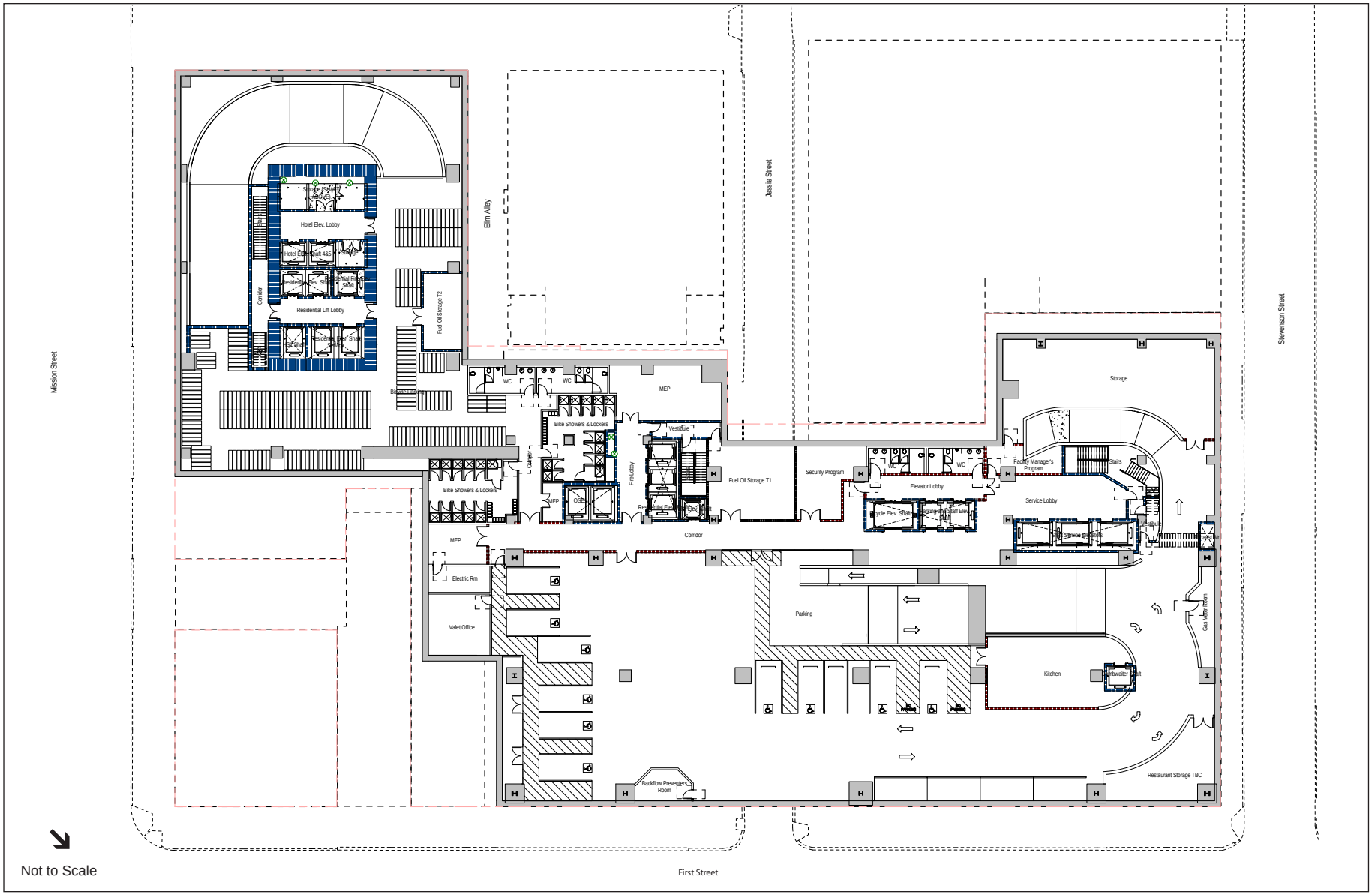
As part of the proposed project, Jessie Street would be rerouted from its current terminus at First Street to pass through the Mission Street Tower, terminating at Mission Street (see Figure 2). As rerouted, Jessie Street would continue to be open to public traffic, both vehicular and pedestrian, but would be privately owned. Pedestrians access would be maintained along the current route of Jessie Street to First Street via a shared pathway that would bisect the urban room and would also maintain emergency vehicle and large truck access to First Street (i.e., emergency vehicles and trucks too large to use the relocated Jessie Street route would be permitted to drive through the urban room). In addition, the pathway through the urban room would serve as a truck route for larger trucks that would continue to serve the surrounding buildings on Jessie Street. Specifically, trucks over 40 feet in length would exit Jessie Street via First Street, as they generally have a limited turning radius than would prevent them from making the 90 degree turn onto Mission Street along the newly rerouted Jessie Street. Building staff would manage truck access through the urban room, which would mostly occur between the hours of 8:00 p.m. and 7:00 a.m. The pathway would have retractable bollards at either end to prevent other vehicular traffic from driving through the urban room and to facilitate the movement of trucks using the route through the path shared with pedestrians. Signage would also be posted to alert pedestrians of the presence of the truck route.

Elim Alley would be integrated within the proposed project; its narrow segment, currently 6 feet wide, would be widened to almost 16 feet and provide pedestrian access between Ecker Place and First Street.

The proposed project would contain one combined parking garage under both towers, with all parking provided by valet service (see **Figures 14** through **17,** pp. 20 through 233)**.** The garage would be three stories below grade under the Mission Street Tower, and four stories below grade under the First Street Tower. The garage would be accessible via a two-way ramp off Stevenson Street (office entry and exit), a one-way ramp exiting onto Jessie Street (First Street Tower residents), and an entrance and exit off the rerouted portion of Jessie Street (Mission Street Tower residents and hotel visitors). It would contain a total of 360 valet-operated vehicular parking spaces, including 133 residential spaces and 227 commercial spaces. A total of 14 handicapped-accessible spaces and seven car-share spaces would be provided on basement levels 1 and 2. Basement Level 1 would also contain 363 Class 1 bicycle parking spaces, 48 lockers, and 22 showers. An additional 47 Class 2 bicycle parking spaces would be located at grade, and their location would be determined during detailed design.

Freight loading for the proposed project would take place via four off-street spaces on the ground floor on Stevenson Street. Trash and recycling, which would be stored on basement level 3, would be picked up here, with four service vehicle spaces provided. In addition, a passenger drop-off/pick-up curbside space (approximately 20 feet long) would be designated on the relocated Jessie Street north of the Mission Street Tower parking garage driveway and designated passenger drop-off and pick-up areas for both towers would be provided within the project parking garage; hotel and residential passenger loading, along with hotel and residential valet parking pick-up and drop-off, would be on Level 2 of the basement garage, while office and retail loading and valet parking would be on basement Level 1.

Adjacent to the project site, the project would construct three curb-side loading bays that would be cut into widened sidewalks on Mission Street and First Street. These loading zones, which were previously analyzed in the PEIR as part of the Transit Center District Plan's proposed public realm plan, would include a 64-foot-long bay (with space for three vehicles) on Mission Street east of Ecker Place, a 55-foot-long bay (with space for two to three vehicles) on First Street south of Stevenson Street, and a 52-foot-long bay (with space for two vehicles) on First Street south of Elim Alley. Given the anticipated presence of the proposed hotel in the Mission Street Tower, it is possible that the San Francisco Municipal Transportation

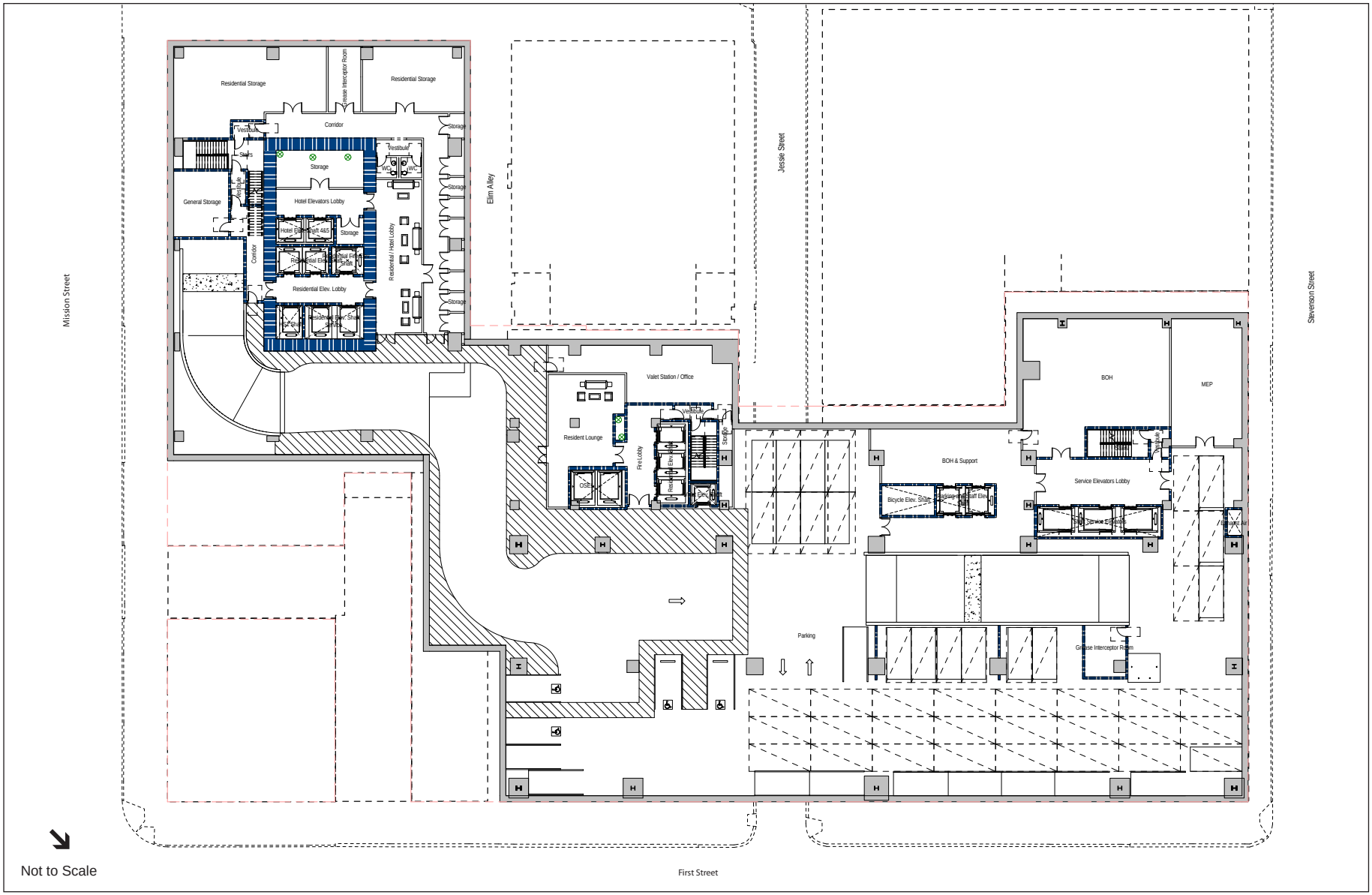


SOURCE: Foster+Partners; Heller Manus, 2015

Oceanwide Center (50 First Street)

Figure 14

Project Site Basement Level 1 Schematic

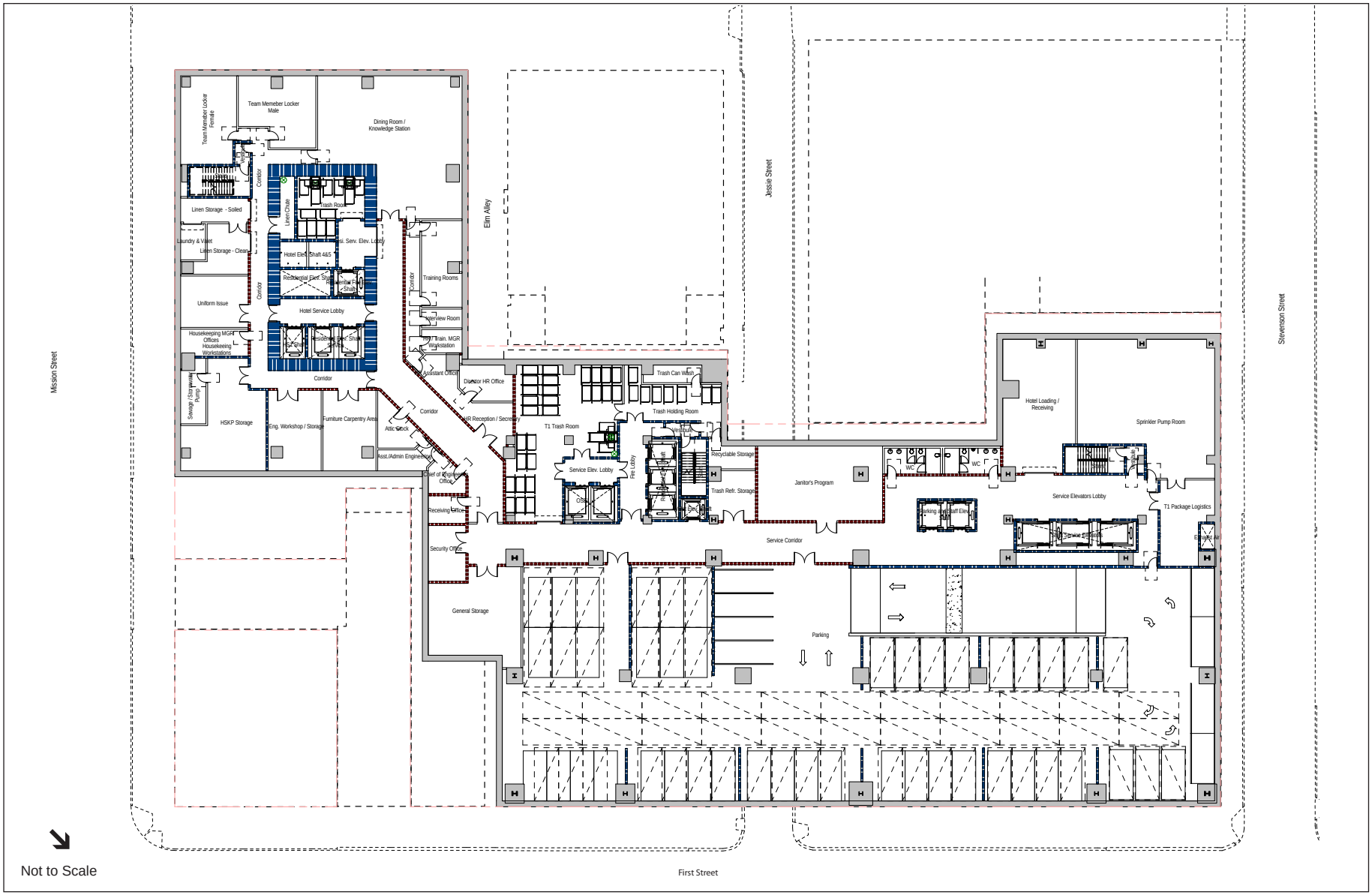


SOURCE: Foster+Partners; Heller Manus, 2015

Oceanwide Center (50 First Street)

Figure 15

Project Site Basement Level 2 Schematic

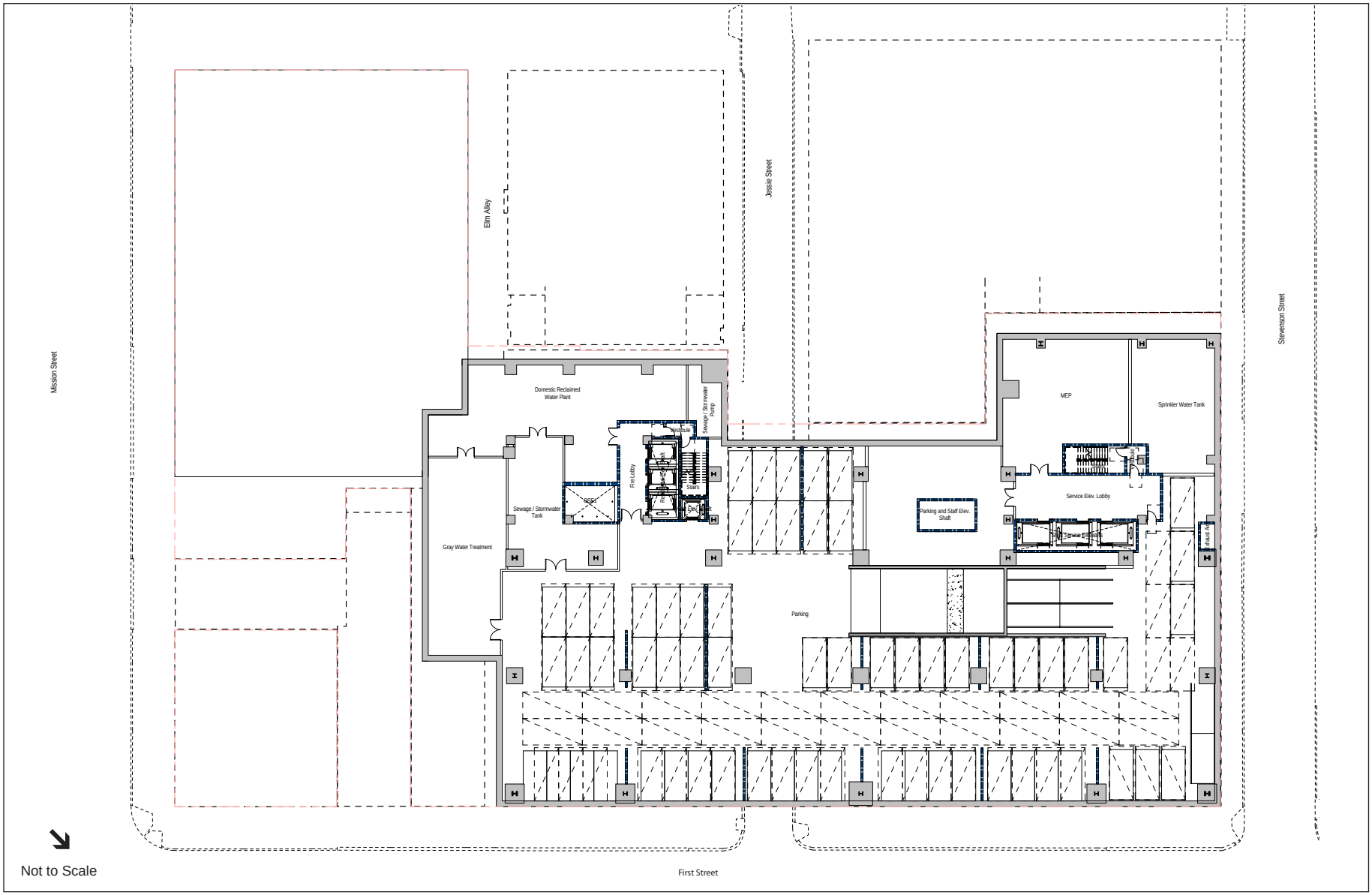


SOURCE: Foster+Partners; Heller Manus, 2015

Oceanwide Center (50 First Street)

Figure 16

Project Site Basement Level 3 Schematic



SOURCE: Foster+Partners; Heller Manus, 2015

Oceanwide Center (50 First Street)

Figure 17

Project Site Basement Level 4 Schematic

Agency (SFMTA) may post signage indicating that at least a portion of the Mission Street loading bay would be for passenger pickup and drop-off. The loading bay on Mission Street would be 8 feet wide; those on First Street would be 6 feet wide. All three loading zones would be available for public use, including, but not limited to, project users. The proposed project would include sidewalk widening, installation of street trees and furniture, and other public realm upgrades consistent with the public realm improvements called for in the Transit Center District Plan. The improvements would extend to a wider area bounded by First, Mission, Ecker, and Stevenson Streets, including the sidewalks and the parts of Jessie Street and Ecker Place therein.

Open Spaces and Landscaping

The First Street Tower would include an approximately 20,340-square-foot, 68-foot-high privately owned publicly accessible "urban room" on the ground floor, as well as an 860-square-foot privately owned publicly accessible open space (POPOS) on the third floor (within the volume of the urban room). The urban room would function as an "indoor park" in the open space terminology of the Downtown Plan. It would be located at grade with the building above it, open to the elements and without glazing or doors, demarcated by the structural columns of the tower (not unlike a larger version of the POPOS at the adjacent building at 25 Jessie Street). Approximately 5,188 square feet of common open space would be provided for residential uses on floors 41 and 43. Additionally, one unit would have a private balcony.

For the Mission Street Tower, Elim Alley would be integrated within the proposed project and widened to approximately 16 feet wide to provide a pedestrian passage and amenities between Ecker and First Streets. The widened Elim Alley would provide a POPOS of approximately 2,404 square feet , while a second POPOS (a "snippet" in Downtown Plan nomenclature) of 2,744 square feet would be provided along the project's Mission Street sidewalk. Floors 30 and 40 would contain 7,725 square feet of common open space for residential use and one unit would have a private balcony.

The project site is not bordered by existing street trees. New street trees would be planted every 20 feet along the First, Mission, and Stevenson Streets frontages in accordance with *Planning Code* Section 138.1(c)(1) except for the Mission Tower frontage area, where a narrowed sidewalk restricts the ability to plant trees, and along Stevenson Street, where the parking and loading access physically prevents the planting of street trees.

Construction

Project construction is estimated to take approximately 55 months in total, from the start of structural demolition to project completion. The proposed project would require excavation to a maximum depth approximately 72 feet below the ground surface (bgs) for construction of the below-grade parking levels, which would result in the removal of approximately 142,100 cubic yards of soil over the course of two months. The project sponsor proposes to install large diameter drilled, cast-in-place piers to serve as the foundation for both buildings. The piers would be up to 250 feet long, drilled and cast-in-place 15 feet into the bedrock. Where proposed excavations are within 5 feet of adjacent buildings and would extend below the foundations of adjacent structures, those adjacent structures would be underpinned as necessary to provide vertical support throughout the shoring and excavation process. Pile installation would occur over a period of 3 months.

Project Vicinity

The project site is within the Transit Center District Plan area, which is centered on the new Transbay Transit Center site. The Plan is a comprehensive plan for a portion of the southern downtown financial district and reflects the overarching premise that to accommodate projected office-related job growth in the City, additional office development capacity must be provided in proximity to the City's greatest concentration of public transit service. The Plan, which was adopted and became effective in September 2012, includes a comprehensive program of zoning changes, including elimination of the floor area ratio (FAR) maximums and increased height limits on certain parcels, including the project site. The Plan's policies and land use controls allow for increased development and improved public amenities in the project area, with the intention of creating a dense transit-oriented district.

The project site is within the C-3-O (SD) Downtown Office Special Development Use District, and is also within the Transit Center Commercial Special Use District (SUD), identified in the Plan, in which the limits on non-commercial space apply (*Planning Code* Section 248). The Plan establishes new development impact fees to be collected from almost all development projects within the C-3-O (SD) District. These include the Transit Center District Open Space Impact Fee and Fund, Transit Center District Transportation and Street Improvement Impact Fee and Fund, and the Transit Center District Mello Roos Community Facilities District Program. The Transbay Transit Center building site would be located half a block south of the project site and extend from Beale Street westward towards Second Street. Anticipated for completion in 2017, the 70-foot-tall Transbay Transit Center will provide a one-million-square-foot regional bus and rail station with a 5-acre public park atop the building. The Transbay Temporary Terminal, which provides temporary bus services during construction of the Transbay Transit Center, is located three blocks east and one block south of the project site at 250 Main Street. The Transbay Temporary Terminal supports AC Transit, WestCAT Lynx, San Francisco Muni bus service, Golden Gate Transit, SamTrans, Amtrak and Greyhound bus services. The project site is in proximity to both Bay Area Rapid Transit (BART) and the San Francisco Muni rail services. The Embarcadero BART/Muni station is located two blocks northeast of the project site, near the intersection of Market and Pine Streets, and the Montgomery BART/Muni station is located one block to the northwest at the intersection of Market and Montgomery Streets.

Development in the vicinity consists primarily of office space above ground-floor retail stores, interspersed with low-rise buildings. The block on which the project site is located contains several mid- and high-rise office buildings, including the 17 story building at 25 Jessie Street immediately west of the project site and the 38 story building to the north of the project site at 525 Market Street, across Stevenson Street. To the south across Mission Street are the 100 First Street, 535 Mission, 555 Mission and 101 Second Street high-rises. The approximately 1,070 foot-tall, 61-story Salesforce Tower (415 Mission Street) is under construction next to the approximately 68-foot-tall Transbay Transit Center, also under construction. Numerous other high-rise residential and office buildings are planned or under construction in the surrounding area, including an office-residential tower under construction at 181 Fremont Street and a newly completed office building at 350 Mission Street.

The nearest open spaces to the project site include Justin Herman Plaza (on the Embarcadero to the north and south of Market Streets), Sue Bierman Park and Maritime Plaza (extending west from Justin Herman Plaza between Clay and Washington Streets), Yerba Buena Gardens (at Third and Mission Streets), and Rincon Park (along the Embarcadero); the former two open spaces are Recreation and Park Department properties, while the latter two are under the jurisdiction of the Office of Community Investment and Infrastructure (OCII), the successor agency to the former San Francisco Redevelopment Agency. The

rooftop of the Transbay Transit Center will be developed as a 5.4-acre public open space anticipated to remain under the jurisdiction of the Transbay Joint Powers Authority, which is the agency building the Transit Center. In addition, a privately owned, publicly accessible open space ("Mission Square") will be developed at the southwestern corner of First and Mission Streets as part of the Salesforce Tower project currently under construction. There are numerous privately owned, publicly accessible plazas, gardens and open spaces nearby.

Project Approvals

The proposed project would require the following approvals:

San Francisco Board of Supervisors

- Street Vacation Authorization to reroute and privatize Jessie Street, as well as integrate a portion of Elim Alley into the project site.
- Change of Sidewalk Width to alter official sidewalk widths on First Street and Mission Street.
- Major Encroachment Permit to install special paving on publicly maintained streets and alleys.

San Francisco Planning Commission

- Downtown Project Authorization, pursuant to *Planning Code* Section 309, including exceptions (under *Planning Code* provisions) with regard to minimum commercial floor area for every one square foot of dwellings or other housing uses (Section 248(c)(1)); street wall base, and tower separation (Section 132.1); rear yard requirements (Section 134(d)); ground-level winds (Section 148); rooftop extension (Section 260(b)(1)(M)); upper tower extensions (Section 263.9); Bulk (Section 270 and 272); and potentially other exceptions to be determined.
- *General Plan* Referral and Recommendation to the Board of Supervisors of (a) a Street Vacation Authorization to reroute Jessie Street and integrate Elim Alley into the project site, (b) Major Encroachment Permit for special paving treatments; and (c) Change of Sidewalk Width to alter official sidewalk widths.
- Allocation of office space under *Planning Code* Section 321 (Office Development Annual Limit).
- Conditional Use Authorization, pursuant to *Planning Code* 303, for a hotel use with fewer than 200 rooms in the C-3 District (Section 210.2).
- Findings, upon the recommendation of the Recreation and Park Director and/or Commission, that shadow would not adversely affect public open spaces under Recreation and Park Commission jurisdiction (Section 295).

Zoning Administrator

- A variance from the Zoning Administrator for relief from bay windows (Section 136), dwelling unit exposure (Section 140) and parking and loading access (Section 155(s)) requirements,

San Francisco Recreation and Park Commission

- Determination that shadow would not adversely affect open spaces under Commission jurisdiction.

San Francisco Municipal Transportation Agency

- Approval of any necessary construction permits for work within roadways, if required.

San Francisco Department of Building Inspection

- Review and approval of building and demolition permits

San Francisco Public Utilities Commission

- Review and approval of the stormwater management system to meet the Stormwater Design Guidelines.
- Dedication of an overland easement for stormwater runoff over the rerouted portion of Jessie Street between the existing Jessie Street right-of-way and Mission Street.
- Review and approval of an Erosion and Sediment Control Plan in accordance with Article 4.1 of the *San Francisco Public Works Code* for construction activities.
- A Batch Wastewater Discharge Permit approval in accordance with Article 4.1 of the *San Francisco Public Works Code* for discharges of groundwater during dewatering.

San Francisco Department of Public Works

- Recommendation to the Board of Supervisors for (a) Vacation of a portion of Jessie Street and Elim Alley; (b) Major Encroachment Permit for special paving treatments and (c) Change in Official Sidewalk Width to widen sidewalks on Mission Street and First Street, pursuant to the Transit Center District Plan, and create insets for passenger and commercial loading.
- Approval of any necessary construction permits for work within roadways.
- Approval of a Parcel Map to merge all lots, except for 88 First Street, and vacated portions of Jessie Street and Elim Alley into a single Assessor's Lot.
- Approval of an Airspace Parcel Map to create two or more separate airspace parcels for the Project.
- Approval of Condominium Plans for the residential portions of the Project.

Bay Area Air Quality Management District

- Approval of a permit to operate for proposed backup emergency generators.

Approval by the San Francisco Planning Commission of the Downtown Project Authorization pursuant to *Planning Code* Section 309 would constitute the Approval Action for the proposed project.[4]

EVALUATION OF ENVIRONMENTAL EFFECTS

This Community Plan Exemption (CPE) Checklist evaluates whether the environmental impacts of the proposed project are addressed in the Programmatic Environmental Impact Report for the Transit Center

[4] Section 31.04(h) of the *San Francisco Administrative Code* establishes the Approval Action for projects determined exempt from CEQA as the first approval of the project in reliance on the exemption by the Planning Commission, where such hearing is required. Because the proposed project would require a hearing before the Planning Commission for approval of its Downtown Project Authorization under *Planning Code* Section 309, as well as for consideration of a *General Plan* Referral, Office Allocation (Sec. 321), Conditional Use Authorization (Sec. 303), and findings with respect to shadow on public parks (Sec. 295), the Planning Commission actions with respect to project approval constitute the Approval Action under the *Administrative Code*.

District Plan and Transit Tower (PEIR) that was certified on May 24, 2012.[5] The CPE Checklist indicates whether the proposed project would result in significant impacts that: (1) are peculiar to the project or project site; (2) were not identified as significant project-level, cumulative, or off-site effects in the PEIR; or (3) are previously identified significant effects, which as a result of substantial new information that was not known at the time that the Transit Center District Plan PEIR was certified, are determined to have a greater adverse impact than discussed in the PEIR. Such impacts, if any, will be evaluated in a project-specific Mitigated Negative Declaration or Environmental Impact Report. If no such impacts are identified, the proposed project is exempt from further environmental review in accordance with *Public Resources Code* Section 21083.3 and CEQA Guidelines Section 15183.

Mitigation measures identified in the PEIR are discussed under each topic area, and measures that are applicable to the proposed project are provided under the Mitigation Measures section at the end of this checklist.

The PEIR identified significant impacts related to aesthetics, cultural and paleontological resources, transportation, noise and vibration, air quality, shadow, wind, biological resources, and hazards and hazardous materials. Additionally, the PEIR identified significant cumulative impacts related to cultural and paleontological resources, noise, air quality, shadow and wind. Mitigation measures were identified for the above impacts and reduced wind impacts to less-than-significant; however, impacts related to cultural and paleontological resources, noise, air quality and shadow remained significant and unavoidable.

The proposed project would demolish the existing structures on 40 First Street, 50 First Street, and 62 First Street. The building at 88 First Street would remain in office use at the upper floors with ground-floor retail. The approximate front 45 percent of the building at 76-78 First Street would be retained, while the rear portion of the building would be demolished and a new rear wall constructed. Both the buildings at 88 First Street and 76-78 First Street would be rehabilitated. The proposed project would construct a new tower on First Street (approximately 850 feet tall to the roofline, and 910 feet tall to the top of the parapet) with 60 stories, containing a mix of public open space, office space, and residential units. The proposed project would construct a second tower on Mission Street approximately 605-feet-tall (625 feet to the top of the parapet) with 54 stories and a mix of residential and hotel uses above ground-floor lobbies and retail space. As discussed below in this checklist, the proposed project would not result in new, significant environmental effects, or effects of greater severity than were already analyzed and disclosed in the PEIR.

CHANGES IN THE REGULATORY ENVIRONMENT

Since the certification of the PEIR in 2012, several new policies, regulations, statutes, and funding measures have been adopted, passed, or are underway that affect the physical environment and/or environmental review methodology for projects in the Transit Center District Plan area. As discussed in each topic area referenced below, these policies, regulations, statutes, and funding measures have or will implement mitigation measures or further reduce less-than-significant impacts identified in the PEIR. These include:

[5] San Francisco Planning Department, *Transit Center District Plan and Transit Tower Final EIR,* Case Nos. 2007.0558E and 2008.0789E, State Clearinghouse No. 2008072073, May 24, 2012. This document is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File Nos. 2007.0558E and 2008.0789E.

- State statute regulating Aesthetics and Parking Impacts for Transit Priority Infill, effective January 2014 (see associated heading below);
- San Francisco ordinance establishing Noise Regulations Related to Residential Uses Near Places of Entertainment effective June 2015 (see Checklist section "Noise");
- San Francisco ordinance establishing Enhanced Ventilation Required for Urban Infill Sensitive Use Developments, effective December 2014 (see Checklist section "Air Quality");
- San Francisco Clean and Safe Parks Bond passage in November 2012 and San Francisco Recreation and Open Space Element of the *General Plan* adoption in April 2014 (see Checklist section "Recreation"); and
- Article 22A of the *Health Code* amendments effective August 2013 (see Checklist section "Hazardous Materials").

CHANGES IN THE PHYSICAL ENVIRONMENT

Since the certification of the PEIR in 2012, as evidenced by the volume of development applications submitted to the Planning Department to date, the pace of development activity has increased in the Plan area, and the rest of San Francisco. The Transit Center District PEIR projected that implementation of the Transit Center District Plan could result in a substantial amount of growth within the Plan area, resulting in an increase of approximately 1,300 dwelling units and 7 million square feet of net non-residential space through throughout the lifetime of the Plan (year 2030).[6] The growth projected in the Transit Center District PEIR was based on a soft site analysis (i.e., assumptions regarding the potential for a site to be developed through the year 2030) and not based upon the created capacity of the rezoning options (i.e., the total potential for development that would be created indefinitely). In the Plan area, as of March 2016 and since adoption of the Transit Center District Plan, projects containing approximately 1,835 dwelling units and 4.4 million square feet of non-residential space (including 392 hotel rooms) have been completed, are under construction, or are proposed and undergoing environmental review, including the proposed project[7] within the Transit Center District Plan area.[8] In addition, the transit tower that was analyzed as part of the PEIR is currently under construction, and will result in an additional 1.4 million square feet of non-residential uses.

Growth that has occurred within the Plan area since adoption of the PEIR has been planned for and the effects of that growth were anticipated and considered in the PEIR. Although the reasonably foreseeable growth in the residential land use category is approaching the projections within the Transit Center District PEIR, the non-residential reasonably foreseeable growth is between approximately 60 percent of the non-residential projections in the Transit Center District PEIR. The Transit Center District PEIR utilized the growth projections to analyze the physical environmental impacts associated with that growth for the following environmental impact topics: Land Use; Aesthetics; Population, Housing,

6 Page 72 of the Transit Center District Plan Draft EIR shows projected net growth based on adoption of the proposed plan. A baseline for existing conditions in the year 2005 was included to provide context for the scenario figures for parcels affected by the plan, not projected growth totals from a baseline of the year 2005.

7 For this and the Land Use and Land Use Planning section, environmental review is defined as projects that have or are relying on the growth projections and analysis in the Transit Center District Plan PEIR for environmental review (i.e., Community Plan Exemptions or Focused Mitigated Negative Declarations and Focused Environmental Impact Reports with an attached Community Plan Exemption Checklist).

8 Survey of project data from: City of San Francisco 2015. CEQA Exemptions Map. Available at: http://www.sf-planning.org/index.aspx?page=3447, accessed on December 14, 2015.

Business Activity, and Employment; Cultural Resources; Transportation; Noise; Air Quality; Greenhouse Gas Emissions; Wind; Shadow; Recreation and Public Space; Utilities and Service Systems; Public Services; Biological Resources; Geology, Soils, and Seismicity; Hydrology and Water Quality; Hazards and Hazardous Materials; Mineral and Energy Resources; and Agriculture and Forestry Resources. The analysis took into account the overall growth in the Transit Center District and did not necessarily analyze in isolation the impacts of growth in one land use category, although each land use category may have differing severities of effects. Therefore, given the growth from the reasonably foreseeable projects have not exceeded the overall growth that was projected in the Transit Center District PEIR, information that was not known at the time of the PEIR has not resulted in new significant environmental impacts or more severe adverse impacts than discussed in the PEIR.

AESTHETICS AND PARKING IMPACTS FOR TRANSIT PRIORITY INFILL DEVELOPMENT

Public Resources Code Section 21099(d), effective January 1, 2014, provides that, "aesthetics and parking impacts of a residential, mixed-use residential, or employment center project on an infill site located within a transit priority area shall not be considered significant impacts on the environment." Accordingly, aesthetics and parking are no longer to be considered in determining if a project has the potential to result in significant environmental effects for projects that meet all of the following three criteria:

a) The project is in a transit priority area;

b) The project is on an infill site; and

c) The project is residential, mixed-use residential, or an employment center.

The proposed project meets each of the above three criteria and thus, this checklist does not consider aesthetics or parking in determining the significance of project impacts under CEQA.[9] Project elevations are included in the project description, and an assessment of parking demand is included in the Transportation section for informational purposes.

Automobile Delay and Vehicle Miles Traveled Analysis

In addition, CEQA Section 21099(b)(1) requires that the State Office of Planning and Research (OPR) develop revisions to the CEQA Guidelines establishing criteria for determining the significance of transportation impacts of projects that "promote the reduction of greenhouse gas emissions, the development of multimodal transportation networks, and a diversity of land uses." CEQA Section 21099(b)(2) states that upon certification of the revised guidelines for determining transportation impacts pursuant to Section 21099(b)(1), automobile delay, as described solely by level of service or similar measures of vehicular capacity or traffic congestion shall not be considered a significant impact on the environment under CEQA.

In January 2016, OPR published for public review and comment a *Revised Proposal on Updates to the CEQA Guidelines on Evaluating Transportation Impacts in CEQA*[10] recommending that transportation impacts for projects be measured using a vehicle miles traveled (VMT) metric. On March 3, 2016, in anticipation of the future certification of the revised CEQA Guidelines, the San Francisco Planning Commission adopted

9 San Francisco Planning Department. Transit-Oriented Infill Project Eligibility Checklist for 50 First Street, July 11, 2015. This document (and all other documents cited in this report, unless otherwise noted) is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400 as part of Case File No. 2006.1523E.

10 This document is available online at: https://www.opr.ca.gov/s_sb743.php. Accessed March 24, 2016.

OPR's recommendation to use the VMT metric instead of automobile delay to evaluate the transportation impacts of projects (Resolution 19579). (Note: the VMT metric does not apply to the analysis of impacts on non-automobile modes of travel such as riding transit, walking and bicycling.) Therefore, impacts and mitigation measures from the Transit Center District PEIR associated with automobile delay are not discussed in this checklist, including PEIR Mitigation Measures M-TR-1a through M-TR-1m.

Accordingly, this CPE does not does not base its conclusions as to the significance of traffic impacts on an automobile delay analysis, although information on vehicle level of service is provided for information and for comparison to the PEIR. Instead, a VMT and induced automobile travel impact analysis is provided in Section 4, Transportation and Circulation and is the basis for the CEQA significance determination. The topic of automobile delay, nonetheless, may be considered by decision-makers, independent of the environmental review process, as part of their decision to approve, modify, or disapprove the proposed project.

Topics:	*Significant Impact Peculiar to Project or Project Site*	*Significant Impact not Identified in PEIR*	*Significant Impact due to Substantial New Information*	*No Significant Impact not Previously Identified in PEIR*
1. LAND USE AND LAND USE PLANNING— Would the project:				
a) Physically divide an established community?	☐	☐	☐	☒
b) Conflict with any applicable land use plan, policy, or regulation of an agency with jurisdiction over the project (including, but not limited to the general plan, specific plan, local coastal program, or zoning ordinance) adopted for the purpose of avoiding or mitigating an environmental effect?	☐	☐	☐	☒
c) Have a substantial impact upon the existing character of the vicinity?	☐	☐	☐	☒

The Transit Center District Plan includes policies for the Plan area designed to encourage transit-oriented commercial development, particularly office development, and to place certain limits on residential, institutional, and industrial uses so as to "[r]eserve the bulk of remaining space in the core Transit Center District for job growth (Transit Center District Plan Policy 1.3). However, in the interest of creating a 24-hour community in the Plan area, the Plan also states, "A mix of uses is generally desirable for very large projects, such as those with square footage greater than 500,000 gross square feet, … [and] "some very large buildings contemplated in the Plan (i.e. taller than 600 feet) may be too large from a risk and market absorption standpoint to be devoted to a single use" (text accompanying Plan Policy 1.3). As described in the Project Description, the proposed project would support a mix of uses onsite, including office, retail, hotel, residential, and open space uses; therefore, the proposed project would support Transit Center District Plan Policy 1.3.

The PEIR analyzed the land use changes anticipated under the Plan and determined that the Plan would not result in significant adverse impacts related to division of an established community; the Plan would not conflict with an applicable land use plan (including the *San Francisco General Plan*); and the Plan would not have a substantial impact on the existing character of the vicinity. In addition, the PEIR determined that the Plan would not result in any cumulative impacts to land use.

The proposed project would be built on eight adjacent parcels that are located within the same city block and would not result in physical barriers along the major streets adjacent to the project site: First Street and Mission Street. Although the proposed project would involve the re-routing of Jessie Street from its current terminus at First Street, the new terminus would be at Mission Street and would continue to provide vehicular ingress and egress. Regarding pedestrian connections, the First Street Tower would include a publicly accessible "urban room" on its first floor, which would maintain pedestrian access (as well as emergency vehicle and large truck access) from the re-routed Jessie Street east to First Street. The proposed project would provide a landscaped walkway along the widened Elim Alley, extending from Ecker Place to First Street across re-routed Jessie Street, which would provide new pedestrian connections that do not currently exist. Therefore, the proposed project would not physically divide an established community.

The proposed project would add residential, office, hotel, and retail uses to the project site, all of which are uses that are anticipated under the Transit Center District Plan for the project site and surrounding area. Because the project's proposed land uses would be consistent with the uses evaluated in the PEIR for the site, there would be no significant land use impacts related to the proposed project.

The Citywide Planning and Current Planning Divisions of the Planning Department have determined that the proposed project is permitted in the C-3-O (SD) (Downtown Office Special Development) Use District and the Transit Center C-3-O (SD) Commercial Special Use District ("SUD") and is consistent with the 850-S-2 and 550-S Height and Bulk Districts. The C-3-O Use District is intended to play a leading national role in finance, corporate headquarters and service industries, and serve as an employment center for the region. It consists primarily of high-quality office development, supported by retail and service uses, all of which are served by City and regional transit systems. The SUD mandates a minimum floor area ratio ("FAR") of 9:1 on the site, and there is no maximum FAR limit. The SUD requires at least 2 gross square feet of commercial use for every gross square foot of residential use on large development sites. This may be reduced to a minimum ratio of 1:1 by the Planning Commission. In the case of the proposed project, this ratio would be approximately 1.6:1, and therefore the proposed project would require an exception, pursuant to *Planning Code* Section 309, from the provisions regarding the mix of uses in Section 248(c)(1), as noted above under Project Approvals, p. 26.

The 850-S-2 and 550-S Height and Bulk Districts allow for 850-foot and 550-foot (605-foot with extension from the Planning Commission) maximum heights, respectively, with setbacks above the building base and limits on tower plan dimensions (and additional height may be granted through exceptions pursuant to *Planning Code* Sections 260 and 263.9). The Citywide Planning and Current Planning Divisions of the Planning Department have determined that the proposed project is consistent with the bulk, density, and land uses envisioned in the Transit Center District Plan for the site.[11,12]

The proposed project would be located in an area of primarily higher-density office development oriented around the Transit Center, which is currently under construction to the southeast of the project site. Development patterns in this area reflect its proximity to the downtown Financial District, the Bay Bridge and I-80 off-ramps, the former Transbay Terminal, and Rincon Hill. Ground-floor retail, residential space, and institutional uses are interspersed among office uses in this area. The proposed

[11] Exline, Susan, San Francisco Planning Department, Community Plan Exemption Eligibility Determination, Citywide Planning and Policy Analysis, 50 First Street, October 27, 2015.

[12] Jeff Joslin, San Francisco Planning Department, Community Plan Exemption Eligibility Determination, Current Planning Analysis, 50 First Street, March 24, 2016.

project's commercial, residential, hotel and retail uses would not conflict with those that exist in the vicinity. One of the primary goals of the Transit Center District Plan is to encourage high-density office development downtown, and the number of residential units included in the proposed project would not conflict with this goal, and would fall within the limits on non-commercial uses under the Plan. Therefore, the proposed project would not result in substantial conflict with surrounding land use character.

Because the proposed project is consistent with the development density established in the Transit Center District Plan, implementation of the proposed project would not result in significant impacts that were not identified in the PEIR related to land use and land use planning, nor would the proposed project result in more severe impacts than were identified in the PEIR. The proposed project would have a less than significant impact on land use planning and no mitigation measures are necessary.

Topics:	*Significant Impact Peculiar to Project or Project Site*	*Significant Impact not Identified in PEIR*	*Significant Impact due to Substantial New Information*	*No Significant Impact not Previously Identified in PEIR*
2. POPULATION AND HOUSING— Would the project:				
a) Induce substantial population growth in an area, either directly (for example, by proposing new homes and businesses) or indirectly (for example, through extension of roads or other infrastructure)?	☐	☐	☐	☒
b) Displace substantial numbers of existing housing units or create demand for additional housing, necessitating the construction of replacement housing?	☐	☐	☐	☒
c) Displace substantial numbers of people, necessitating the construction of replacement housing elsewhere?	☐	☐	☐	☒

A principle goal of the Transit Center District Plan is to concentrate future employment growth where it is best served by public transit, through rezoning to allow increased density in the Plan area. The PEIR found that, with implementation of the Plan, there would be more than 9,470 new residents (in about 6,100 households) and more than 29,300 new employees in the Plan area by 2030 (PEIR pp. 198 – 199). As stated in the PEIR, the Planning Department forecasts that San Francisco's total household population[13] will reach approximately 912,000 by 2030, an increase of some 132,500 residents from the 2005 total of 779,500.[14,15] Employment in 2005 totaled approximately 552,000. The Department forecasts employment growth of 241,300 additional jobs by 2030. The PEIR found that the increased employment and household population generated by the Plan would be in line with regionally forecasted growth for the City, and the Plan would not create substantial new demand for housing or reduce the existing supply to the extent that would result in a significant impact (PEIR p. 205).

[13] Household population excludes about 2.5 percent of the City's total population that lives in what the U.S. Census calls "group quarters," including institutions (jails, nursing homes, etc.), college dormitories, group homes, religious quarters, and the like.

[14] Consistent with recent trends, this incremental growth is anticipated to occur in relatively smaller households; that is, growth would occur in households that would be smaller than the average household size in 2010 of 2.3 persons per household.

[15] Because of the economic effects of the Great Recession, the Transit Center District Plan's employment growth forecast is conservative, when compared to more recent projections. The projections for household growth remain generally accurate.

The PEIR stated that the population and employment growth attributable to the plan would result in secondary physical changes related to transportation, air quality, greenhouse gases, noise, and public services and utilities; in addition, physical changes related to aesthetics, cultural resources, wind, and shadow. These physical impacts of the Transit Center District Plan are analyzed throughout the PEIR, and discussed within this CPE. The PEIR determined that implementation of the Transit Center District Plan would not lead to substantial growth in population or employment, displacement of a large number of people, a significant increase in demand for additional housing, or a reduction in housing supply; therefore, impacts to population and housing, business activity, and employment were considered less than significant and no mitigation measures were necessary. In addition, the PEIR determined that the Plan would not contribute considerably to substantial growth in population or employment, displacement of a large number of people, an increase in demand for additional housing, or a reduction in housing supply; therefore, implementation of the Plan would not have any significant cumulative impacts.

The proposed project would entail development of 265 market-rate housing units, which would accommodate an estimated 748 people. This onsite population increase would amount to less than 0.01 percent of the anticipated citywide population growth by the year 2030, and 8 percent of the residential growth anticipated under the Transit Center District Plan. The proposed project would also develop approximately 1,079,925 gross square feet of office space, 12,501 square feet of retail space, and a 169-room hotel (255,346 gross square feet), which would generate approximately 4,100 total employees at full occupancy.[16] Project related employment would be equivalent to 1.7 percent of the anticipated citywide growth by the year 2030, assuming that the proposed project attracted entirely new employees to San Francisco; in reality, some of these workers would likely have relocated from other jobs in San Francisco. Project related employment growth would amount to approximately 14 percent of the growth anticipated in the Transit Center District Plan. This employment increase would result in a demand for 2,075 new housing units.[17] These direct effects of the proposed project on population and housing are within the scope of the population growth anticipated under the Transit Center District Plan and evaluated in the PEIR; therefore, the proposed project would not result in substantial, unplanned, population or employment growth, or significant demand for new housing, and the impact would be less than significant.

There are no housing units on the site; therefore, the proposed project would not displace any existing housing units, and thus would not necessitate the construction of replacement housing elsewhere. Approximately 32,640 square feet of existing office and retail uses would be displaced, but they would likely relocate to other locations in San Francisco or outside the City. Overall, the proposed project would increase the amount of office and retail space provided on the site compared to existing conditions. Therefore, the proposed project would not displace a substantial number of people or housing units, and the proposed project's impact would be less than significant. For the above reasons, the proposed project would not result in significant impacts on population and housing that were not identified in the PEIR, nor would the proposed project have more severe impacts than those identified in the PEIR. Furthermore, the proposed project would not contribute to any cumulative impacts on population and housing,

[16] Employment calculations in this section are based on the City of San Francisco *Transportation Impact Analysis Guidelines*, which estimate an average density of 276 square feet per employee assigned to office uses (1, 079,925 square feet), 350 square feet per employee assigned to retail space (12,501 square feet), and 0.9 employees per hotel room (169 rooms).

[17] Based on 57 percent of City workers who live in San Francisco, from 2010 Census data, 1.22 workers per household, and an assumed 8.3 percent vacancy factor.

business activity, and employment. The proposed project would have a less than significant impact, and no other mitigation measures would be required.

Topics:	*Significant Impact Peculiar to Project or Project Site*	*Significant Impact not Identified in PEIR*	*Significant Impact due to Substantial New Information*	*No Significant Impact not Previously Identified in PEIR*
3. CULTURAL AND PALEONTOLOGICAL RESOURCES—Would the project:				
a) Cause a substantial adverse change in the significance of a historical resource as defined in §15064.5, including those resources listed in Article 10 or Article 11 of the San Francisco *Planning Code*?	☐	☐	☐	☒
b) Cause a substantial adverse change in the significance of an archaeological resource pursuant to §15064.5?	☐	☐	☐	☒
c) Directly or indirectly destroy a unique paleontological resource or site or unique geologic feature?	☐	☐	☐	☒
d) Disturb any human remains, including those interred outside of formal cemeteries?	☐	☐	☐	☒

Historic Architectural Resources

This section draws conclusions from a Historic Resource Evaluation (HRE) prepared for the proposed project by a qualified consultant and from the Planning Department's Historic Resource Evaluation Response (HRER), as well as on the PEIR and its supporting historical resources analysis.[18] Pursuant to CEQA Guidelines Sections 15064.5(a)(1) and 15064.5(a)(2), historical resources are buildings or structures that are listed, or are eligible for listing, in the California Register of Historical Resources, are identified in a local register of historical resources, such as Articles 10 and 11 of the San Francisco Planning Code, or are otherwise determined by a lead agency to be "historically significant." The PEIR determined that future development facilitated through the changes in use districts and height limits under the Transit Center District Plan could have substantial adverse changes on the significance of historic architectural resources and on historical districts within the Plan Area because such development would "materially impair" the physical characteristics that convey the historical significance of individual buildings and districts and justify their designation as historical resources through inclusion in one or more of the registers noted above. In general, demolition of an individual resource would result in a significant impact, and demolition or substantial alteration of a large percentage of a district's contributing resources would also be considered significant.

The PEIR determined that such an impact would be significant and unavoidable. To partially mitigate the impact, the PEIR identified **PEIR Mitigation Measures M-CP-3a** (HABS/HAER Documentation, p. 267), **M-CP-3b** (Public Interpretative Displays, p. 268), **M-CP-3c** (Relocation of Historical Resources, p. 268), and

[18] Page & Turnbull, *Oceanwide Center: 50 First Street Historic Resource Evaluation Part 2*, prepared for Oceanwide Center, LLC, June 26, 2015; and San Francisco Planning Department, "Historic Resource Evaluation Response: 50 First Street (Oceanwide Center)," January 8, 2016.

M-CP-3d (Salvage of Historical Resources, p. 268). These measures would mitigate Plan impacts to historic resources, but these impacts would remain significant and unavoidable. These impacts were addressed in a Statement of Overriding Considerations with findings and adopted as part of the Transit Center District Plan approval on May 24, 2012.

Historical Resources on the Project Site

The HRER identifies three of the buildings on the project site as having previously been identified as historical resources for purposes of CEQA. These buildings include:

- 62 First Street (Neustadter Bros. Building, built 1917) – individually eligible for the California Register of Historical Resources);
- 76-78 First Street (Marwedel Building, 1908) – individually eligible for the National Register of Historic Places and thus individually listed in the California Register; and
- 88 First Street (Brandenstein Building, 1907) – individually eligible for the California Register).

As discussed in the HRE, the Transit Center District Survey[19] was prepared for the PEIR, which also identified a potential First and Mission Historic District as eligible for listing in the California Register and therefore a historical resource for CEQA purposes. The historic district encompasses much of the project site, as well as buildings in the surrounding area. The historic district contains seven buildings; of these, four are contributors to the district, including the three buildings noted above—62 First Street, 76-78 First Street, and 88 First Street—as well as 440-454 Mission Street (C.C. Moore Building, Terminal Plaza Building, 1920), located across First Street from the site. The remaining three buildings in the district are non-contributors (38-40 First Street, 1908; 50 First Street, 1917; and 82-84 First Street, 1908); the first two of these are on the project site and the third is outside the site, wrapping around 88 First Street. As stated in the HRE, quoting the Context Statement for the Transit Center District Survey:

> "this cluster of seven buildings comprises a rare enclave of early twentieth-century commercial loft buildings within an area of the South of Market that has been and will continue to be redeveloped with modern high-rise office and condominium projects. The enclave shares a common history with the larger … New Montgomery Mission, and Second Historic District and the only reason it is not included within the larger district is that the intervening structures that once connected them have been demolished.

Direct Impacts

The PEIR assumed that development of the site would require the demolition of 62 First Street, 76–78 First Street, and 88 First Street, which would constitute a significant unavoidable adverse effect on the environment because it would result in the demolition of these three historic architectural resources that contribute to a potential First and Mission Historic District and are individually listed in or eligible for listing in the California Register of Historical Resources; as noted, the building at 76–78 First Street is also individually listed in the California Register, while the other two have been determined individually eligible for listing in the California Register (PEIR p. 264). The PEIR also identified a significant unavoidable impact on the First and Mission Historic District (PEIR p. 264) because it would remove three of four contributing resources to the district, thereby materially impairing the features of the district that allow for its eligibility for the California Register.

[19] Completed by Kelley & VerPlanck for the PEIR and adopted by the City of San Francisco in 2009. Available on the internet at: http://www.sf-planning.org/ftp/CDG/CDG_transit_center.htm#historic_preservation.

As proposed, the project would demolish the buildings at 36-40 First Street/5 Stevenson, 42-50 First Street, neither of which are historic resources, and 62 First Street, which is a historical resource. The proposed project would retain and rehabilitate the building at 88 First Street, a historical resource, and would partially retain and rehabilitate the building at 76-78 First Street, also a historical resource. As stated in the project description, the proposed project would retain the first 50 feet in depth of the building at 76-78 First Street, extending back from First Street, would be preserved, including the First Street façade on First Street (and the cornice and other architectural elements that compose the "return" on Elim Alley), the existing foundations, load-bearing brick walls, and timber floors. After the front 50 feet of building depth, the next 10 feet in depth would be demolished and reconstructed, including a new rear wall of the building. The remaining approximately 50 feet of the building's depth would be removed permanently to allow for development of on-site open space, to provide improved pedestrian circulation spaces, and to facilitate construction of the project's new basement levels.[20] Although the current proposed project would not involve demolition of 88 First Street, it would involve demolition of 62 First Street and partial demolition of 76–78 First Street, both of which are known historic resources.

The HRER determined that "the revised Project, which will rehabilitate 88 First Street and partially retain and rehabilitate 76-78 First Street, will somewhat reduce the originally anticipated historical resource impacts as two historic buildings originally proposed for demolition will be fully or partially retained."[21] Regarding 88 First Street, the HRER concluded that the proposed project as currently designed appears to be in compliance with the *Secretary of the Interior's Standards for Rehabilitation*. According to CEQA Guidelines Section 15126.4(b)(1), if a project complies with those standards, the project's impacts "will generally be considered mitigated below a level of significance and thus not significant." Therefore, the proposed project would not have a significant impact on 88 First Street. The HRER also determined that, while the project would result in a significant unavoidable impact through de facto demolition of 76-78 First Street, the rehabilitation of the retained portion of this building appears to be in conformance with the *Secretary's Standards*. In summary, the HRER concluded that the proposed project would contribute to the significant historical resources impact identified in the PEIR, and PEIR Mitigation Measures M-CP-3a, M-CP-3b, M-CP-3c, and M-CP-3d would apply to the proposed project as **Project Mitigation Measures #1, #2, #3, and #4**.[22] Because these measures would not reduce the impact to a less-than-significant level, the HRER concluded that project's impact to individual historic resources and to the First and Mission Historic District would be significant and unavoidable.[23] This conclusion is consistent with the findings of the PEIR, and would not be a new or peculiar impact that was not previously analyzed.

Thus, the HRER concluded that the effects of the proposed project were fully anticipated in the PEIR, and that the project's plans to retain and rehabilitate 88 First Street and reconstruct/rehabilitate portions of 76-78 First Street would result in environmental effects that were less than those anticipated in the PEIR,

[20] The removal of more than 50 percent of the building at 76-78 First Street would constitute "de facto demolition" under the standard set forth in Article 10 of the *Planning Code*.

[21] Ibid.

[22] The full text of the mitigation measures that are applicable to the project is provided in the "Mitigation Measures" section of this document.

[23] San Francisco Planning Department, "Historic Resource Evaluation Response: 50 First Street (Oceanwide Center)," January 8, 2016.

which assumed both buildings would be demolished; however, overall effects to historic resources would remain significant and unavoidable.[24]

Indirect Impacts

The PEIR found that changes in height and bulk controls in the Plan area could result in indirect impacts to historic architectural resources (p. 269). Larger buildings of such a different scale from existing historic buildings could result in an adverse effect on the setting of those resources, particularly in or adjacent to historic districts. The PEIR determined that the impacts would be less than significant when considered in conjunction with other policies, including recognition and protection of historic resources, retention and rehabilitation of significant resources, and the design review program and other processes implemented through Article 11 of the *Planning Code*.

The proposed project would include demolition of both non-historic buildings (at 38–40 First Street and 50 First Street) and historic resources (at 62 First Street and partial demolition of 76–78 First Street). The age and scale of these smaller buildings are compatible with the remaining historic resources within the study area, which include 88 First Street, on the project site, as well as nearby historic resources including 16 Jessie Street (One Ecker Place), 40 Jessie Street, and 440-454 Mission Street (the latter is a contributor to the potential First and Mission Historic District, a district that would no longer be eligible for listing following demolition of 62 First Street and partial demolition [and de facto demolition under the *Planning Code*] of 76–78 First Street). Although these existing buildings would be replaced by the 850-foot-tall and 605-foot-tall buildings of the proposed project, the project would result in less-than-significant indirect impacts to the setting because it would not alter the physical characteristic of the nearby individual historic resources—88 First Street and 76-78 First Street on the project site, and nearby buildings at 16 Jessie Street, 40 Jessie Street, and 440-454 Mission Street—that convey their historical significance and justify their inclusion in the California Register of Historic Resources. Therefore, the HRER concluded that the proposed project would result in less-than-significant indirect impacts.[25] These impacts were identified in the PEIR, with which the proposed project is consistent.

Construction Impacts

Construction activity can generate vibration that can cause structural damage to nearby buildings. As described in the PEIR (pp. 269–270), construction activity would result in a potentially significant impact on unreinforced masonry buildings, as well as on non-engineered timber buildings. Three buildings on and near the project site—76-78 First Street, 16 Jessie Street, and 82 First Street (not a historical resource) were unreinforced masonry buildings (UMBs), according to the City's 1990 UMB inventory,[26] but each has undergone seismic upgrades;[27] there are no nearby timber buildings. **PEIR Mitigation Measures M-CP-5a** (Construction Best Practices for Historical Resources, p. 270) and **M-CP-5b** (Construction Monitoring Program for Historical Resources, p. 270) were identified to reduce Plan impacts to a less-than-significant level by requiring contractors to implement best-management practices during construction, as well as perform pre-construction surveys of historical resources within 125 feet of a

[24] San Francisco Planning Department, "Historic Resource Evaluation Response: 50 First Street (Oceanwide Center)," January 8, 2016.
[25] Ibid.
[26] San Francisco Planning Department, *A Context Statement and Architectural/Historical Survey of Unreinforced Masonry Building (U.M.B.) Construction in San Francisco from 1850 to 1940*; November 1990.
[27] Building permit history reviewed on the Department of Building Inspection Permit/Complaint Tracking System, January 15, 2016, at: http://dbiweb.sfgov.org/dbipts/default.aspx.

project site. These measures would apply to the proposed project as **Project Mitigation Measure #5** and **Project Mitigation Measure #6**.

The proposed project would require demolition of three buildings, partial demolition of 76-78 First Street, as well as excavation to approximately 75 feet below grade, pile-drilling and other vibration-generating activities, and staging of equipment and materials during construction. These activities could result in damage to the nearby historic buildings at 16 Jessie Street (One Ecker Place), 40 Jessie Street, and 440-454 Mission Street, as well as potential damage to the buildings to be retained/partially retained on the project site, 88 First Street and 76-78 First Street. PEIR Mitigation Measures M-CP-5a and M-CP-5b would be applicable to the proposed project, as described in the PEIR, and reduce the project-specific impacts to less than significant. Further, implementation of **PEIR Mitigation Measure M-NO-2b** (General Construction Noise Control Measures; see **Project Mitigation Measure #15**), in accordance with PEIR requirements would reduce the temporary and/or periodic increase in ambient noise levels and vibration within the project vicinity, and the potential adverse effects of noise level and vibration increases.

With implementation of the mitigation measures listed above, the proposed project would not result in significant impacts on historic architectural resources that were not identified in the PEIR, nor would it result it in more severe impacts than those identified in the PEIR.

Archeological Resources

The PEIR found that development under the Plan could cause a substantial adverse change to the significance of archaeological resources because the entire Plan area could be considered generally sensitive for both prehistoric and historic-era archaeological resources (PEIR pp. 253–258). The Transit Center District Plan Area Archaeological Resource Design and Treatment Plan (ARDTP) presented sensitivity assessments of five sites in the Plan area, including the project site.[28] As described on PEIR p. 248, no archaeological sites have been documented within the project site, although two prehistoric sites (SFR-112 and SFR-135) and one historic-era site (SFR-119H) are located within 250 feet. Due to development that has occurred at the site, historic-era archaeological potential is considered to be low to moderate.

PEIR Mitigation Measure M-CP-1 (Subsequent Archaeological Testing Program, PEIR p. 254) was identified to ensure that projects developed in the Plan area are subject to preliminary archeological review of Planning Department archaeologists. Based on the ARDTP, the in-house review would identify any data gaps and require additional investigations to make an archaeological sensitivity assessment. Planning Department archeologists completed an in-house review on July 14, 2014, and determined, in agreement with the ARDTP, that the project site is archeologically sensitive. Consistent with PEIR Mitigation Measure M-CP-1, projects found to have archaeological sensitivity be required to prepare and implement an Archeological Testing Program (ATP), and projects found to require data recovery necessitate preparation of an Archaeological Data Recovery Plan (ADRP). An Archeological Monitoring Plan (AMP) may also be required based on the outcome of the ATP and/or ADRP. The mitigation measure also states that any accidental discovery of human remains or potential associated funerary objects during soils-disturbing activity shall comply with all applicable laws.

[28] San Francisco Planning Department, *Archaeological Research Design and Treatment Plan for the Transit Center District Plan Area, San Francisco, California*, prepared by Far Western Anthropological Research Group, Inc.; Past Forward, Inc.; and JRP Historical Consulting, LLC; February 2010.

As noted above, no prehistoric archaeological sites have been documented within the project site. Given the proximity to the project site of two prehistoric sites and one historic-era site, **Project Mitigation Measure #8**, implementing PEIR Mitigation Measure M-CP-1, would apply to the proposed project, and the impact would be reduced to a less-than-significant level, consistent with the conclusions of the PEIR. The proposed project would not result in significant impacts on archeological resources that were not identified in the PEIR, nor would it result in more severe impacts than identified in the PEIR.

Paleontological Resources

As stated in the PEIR (p. 240), there are no known paleontological resources in the Plan area. As explained in the CPE Checklist Geology and Soils section, the project site is underlain by 10 to 19 feet of fill material comprising sand, silt, and clay, from 3 to 12 feet below grade. Below that fill is an 8- to 25-foot-thick layer of Dune sand with varying amounts of silt, from 19 to 31 feet below grade. Below the Dune sand is a 10- to 38-foot-think marine deposit to depths ranging from 27 to 64 feet below grade .[29] Sand does not typically contain paleontological resources, and the marine deposits are considered relatively young in age and therefore unlikely to contain rare or important fossils. The proposed project would not result in significant impacts on paleontological resources that were not identified in the PEIR, nor would it result it in new or greater impacts than identified in the PEIR. No mitigation is required.

Cumulative Impacts

The PEIR determined that impacts from the accidental discovery of archaeological resources or human remains would be mitigated to a less-than-significant level through **PEIR Mitigation Measure M-CP-1 (Project Mitigation Measure #8)**. The PEIR determined that potential impacts to nearby historic architectural resources would be partially mitigated by **PEIR Mitigation Measures M-CP-5a and M-CP-5b (Project Mitigation Measure #5 and Project Mitigation Measure #6)**; however, impacts to historic architectural resources would remain significant and unavoidable. As stated above, the project site contains historic architectural resources and the project-specific HRER concluded that the project would contribute to the PEIR's finding of significant cumulative impacts to historic resources. Implementation of **PEIR Mitigation Measure MC-C-CP (Project Mitigation Measure #7),** which requires implementation of Mitigation Measures M-CP-3a, M-CP-3b, M-CP-3c, and M-CP-3d (**Project Mitigation Measures #1 through #4**), would be required. Consistent with the PEIR analysis, the project's archeological impact would remain significant and unavoidable following mitigation. The proposed project would not result in significant cumulative impacts on cultural and paleontological resources that were not identified in the PEIR, nor would the project result in cumulative impacts to historic resources that are substantially more severe than those identified in the PEIR.

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[29] Langan Treadwell Rollo, *Geotechnical Investigation for 1st and Mission Streets Development, San Francisco, California*, July 1, 2015.

Topics:	*Significant Impact Peculiar to Project or Project Site*	*Significant Impact not Identified in PEIR*	*Significant Impact due to Substantial New Information*	*No Significant Impact not Previously Identified in PEIR*
4. TRANSPORTATION AND CIRCULATION— Would the project:				
a) Conflict with an applicable plan, ordinance or policy establishing measures of effectiveness for the performance of the circulation system, taking into account all modes of transportation including mass transit and non-motorized travel and relevant components of the circulation system, including but not limited to intersections, streets, highways and freeways, pedestrian and bicycle paths, and mass transit?	☐	☐	☐	☒
b) Conflict with an applicable congestion management program, including but not limited to level of service standards and travel demand measures, or other standards established by the county congestion management agency for designated roads or highways?	☐	☐	☐	☒
c) Result in a change in air traffic patterns, including either an increase in traffic levels, obstructions to flight, or a change in location, that results in substantial safety risks?	☐	☐	☐	☒
d) Substantially increase hazards due to a design feature (e.g., sharp curves or dangerous intersections) or incompatible uses?	☐	☐	☐	☒
e) Result in inadequate emergency access?	☐	☐	☐	☒
f) Conflict with adopted policies, plans, or programs regarding public transit, bicycle, or pedestrian facilities, or otherwise decrease the performance or safety of such facilities?	☐	☐	☐	☒

The PEIR anticipated that growth resulting from the zoning changes could result in significant impacts on transportation and circulation. The PEIR identified 23 transportation mitigation measures, including implementation of traffic management strategies, and traffic and transit improvements. Even with mitigation, however, the PEIR anticipated that the significant adverse impacts on certain local intersections and transit, pedestrian, loading, and construction impacts could not be fully mitigated. Thus, the PEIR found these impacts to be significant and unavoidable. Effects on emergency access, however, were determined to be less than significant. A transportation impact study (TIS) was prepared for the proposed project to evaluate potential project-specific effects, and is summarized herein.[30]

It is noted that the PEIR, and transportation study prepared in support of the PEIR, presented traffic impact analysis based on intersection level of service (LOS) as defined by automobile delay, which at the time was San Francisco's approach for analysis of traffic impacts. However, on March 3, 2016, the Planning Commission adopted a new metric for evaluation of traffic impacts, vehicle miles traveled (VMT). The analysis of traffic impacts based on VMT, rather than LOS, is consistent with the direction in Senate Bill (SB) 743, approved in 2013. SB 743 requires the Governor's Office of Planning and Research to amend the CEQA Guidelines to provide an alternative to LOS for evaluating transportation impacts for

30 Kittelson and Associates, *50 First Street – Oceanwide Center Transportation Impact Study, San Francisco, CA.* April 1, 2016.

projects within transit priority areas.[31] The alternative criteria to be promulgated must "promote the reduction of greenhouse gas emissions, the development of multimodal transportation networks, and a diversity of land uses" (CEQA Section 21099(b)(1)); added by SB 743). OPR is in the process of revising the CEQA Guidelines to accommodate SB 743 (a draft for adoption by the California Natural Resources Agency was released in January 2016), and the City has elected to adopt the state's proposed approach.

Because the PEIR analysis was based on LOS, and given that LOS has subsequently been replaced by VMT as the City's traffic impact metric, this document presents an analysis of CEQA impacts based upon the new VMT standard, but also presents a LOS analysis for informational purposes. Mitigation measures in the PEIR that identified improvements intended to improve LOS are no longer considered applicable.

PEIR Findings

The PEIR found that traffic growth resulting from Plan implementation, including proposed changes to the street system, would adversely affect local intersection operation and have a significant and unavoidable impact on the circulation system. The PEIR identified 13 mitigation measures (**M-TR-1a** through **M-TR-1m** involving network management by SFMTA) that would reduce specific impacts to the circulation system; however, the impact remained significant and unavoidable. The mitigation measures that are applicable to the proposed project are described below; however, as noted, these measures are no longer applicable under the new VMT standard.

The PEIR determined that implementation of the Plan would also result in a considerable contribution to the congested operations of the Fourth/Harrison Streets and First/Harrison Streets freeway on-ramps, resulting in a significant and unavoidable impact on freeway ramp operations. No feasible mitigation measures were identified that could reduce this impact.

The PEIR found that growth anticipated to occur under the Plan would also generate a substantial increase in transit demand that would result in significant and unavoidable impacts to the transit system due to lack of capacity to accommodate the increased demand, which would result in unacceptable levels of transit service and a substantial increase in delays or operating costs. The PEIR identified five mitigation measures (**M-TR-3a** through **M-TR-3e**) to reduce these impacts, including installation and operation of transit-only and queue-jump lanes, exclusive Municipal Railway use of Mission Street boarding islands, transit improvements on Plan area streets, and two measures to provide increased transit funding; however, impacts on the transit system remained significant and unavoidable.

The PEIR concluded that increased pedestrian activity would result from Plan implementation that would degrade the level of service at sidewalks, street corners, and crosswalks within the Plan area and result in a significant and unavoidable impact. **Mitigation Measure M-TR-4** was identified, whereby the San Francisco Municipal Transportation Agency (SFMTA) would widen crosswalks in the Plan area; however the impact remained significant and unavoidable. In addition, the PEIR concluded that the development of the large projects proposed in the Plan area, as well a lack of capacity to accommodate loading demands, would create potentially hazardous conditions for pedestrians, bicycles, traffic, and transit in the Plan area, resulting in significant and unavoidable impacts. **PEIR Mitigation Measure M-**

[31] Transit priority areas are defined in CEQA Section 21064.3 as areas within one-half mile of a major transit stop, which is a rail transit station, a ferry terminal served by bus or rail transit, or the intersection of two or more bus routes with a peak-period service frequencies 15 minutes or less. Virtually the entire City of San Francisco is within a transit priority area, save Twin Peaks, Diamond Heights and its southwest slope, most of the Presidio, and small areas of the Sunset, Parkside, Excelsior, and Hunters Point.

TR-5, M-TR-7a, and **M-TR-7b** were identified to reduce impacts by requiring some projects to employ a parking garage and/or loading dock attendant, requiring some projects to develop a loading dock management plan, and encouraging SFMTA to increase the supply of on-street loading spaces; however, these impacts remained significant and unavoidable.

Finally, the PEIR determined that construction of individual projects within the Plan area, with ongoing construction of the Transit Center, could disrupt nearby streets, transit services, and pedestrian and bicycle circulation. **Mitigation Measure M-TR-9** was identified to reduce impacts by requiring individual development projects within the Plan area to develop a construction management plan that would: restrict construction truck movements to times outside of weekday a.m. and p.m. peak periods; optimize truck routes; encourage construction employees to take transit; and require the project sponsor to coordinate construction activities with surrounding projects through creation of a construction phasing and operations plan. Even with implementation of **PEIR Mitigation Measure M-TR-9**, the impact was considered significant and unavoidable.

The Plan area, including the project site, is not located within an airport land use plan area, or in the vicinity of a private airstrip. Therefore, the Community Plan Exemption Checklist topic 4c is not applicable.

Trip Generation

The proposed project would construct two new towers, totaling 1,123,665 square feet of office space, 12,500 square feet of retail space, 265,483 square feet of hotel space (169 rooms), and 819,458 square feet of residential space with 265 residential units. The localized person-trip generation for the proposed project was based on the same methodology used in the travel demand analysis for the PEIR and other projects within the Transit Center District. In particular, this methodology reconciles the differences between travel demand estimates obtained from the San Francisco County Transportation Authority (SFCTA) model (SF Model) and those obtained from the *2002 Transportation Impacts Analysis Guidelines for Environmental Review* (SF Guidelines) by applying an adjustment factor to SF Guidelines trip generation rates that brings them closer to the effective trip generation rates observed in the SF Model. As the SF Guidelines only provides trip generation data for specific uses and only for the weekday p.m. peak hour, empirical trip generation data from the Institute of Transportation Engineers' (ITE) Trip Generation (8th ed.) and other sources were used to develop estimates of weekday a.m. peak hour travel demand, as documented in the PEIR. Since the proposed project would displace the existing uses on the project site, project trip generation represents net new trips, based on the net change in each land use.[32] The proposed project would generate an estimated 14,845 daily person trips (inbound and outbound), of which 55 percent would be on transit, 35 percent would be by auto, and the remaining 10 percent would be by other modes of transportation. During the p.m. peak hour, the proposed project would generate an estimated 1,493 vehicle trips, while a.m. peak hour vehicle trips would total approximately 1,716.

Vehicle Miles Traveled (VMT) Analysis

Many factors affect travel behavior. These factors include density, diversity of land uses, design of the transportation network, access to regional destinations, distance to high-quality transit, development scale, demographics, and transportation demand management. Typically, low-density development at

[32] Based on data provided by the project sponsor, the existing buildings on the project site were approximately 64 percent occupied in July 2014 (the date that the proposed project's application for environmental review was filed).

great distance from other land uses, located in areas with poor access to non-private vehicular modes of travel, generate more automobile travel compared to development located in urban areas, where a higher density, mix of land uses, and travel options other than private vehicles are available.

Given these travel behavior factors, San Francisco has a lower VMT ratio than the nine-county San Francisco Bay Area region. In addition, some areas of the City have lower VMT ratios than other areas of the City. These areas of the City can be expressed geographically through transportation analysis zones. Transportation analysis zones are used in transportation planning models for transportation analysis and other planning purposes. The zones vary in size from single city blocks in the downtown core, multiple blocks in outer neighborhoods, to even larger zones in historically industrial areas like the Hunters Point Shipyard.

The San Francisco County Transportation Authority (Transportation Authority) uses the San Francisco Chained Activity Model Process (SF-CHAMP) to estimate VMT by private automobiles and taxis for different land use types. Travel behavior in SF-CHAMP is calibrated based on observed behavior from the California Household Travel Survey 2010-2012, Census data regarding automobile ownership rates and county-to-county worker flows, and observed vehicle counts and transit boardings. SF-CHAMP uses a synthetic population, which is a set of individual actors that represents the Bay Area's actual population, who make simulated travel decisions for a complete day. The Transportation Authority uses tour-based analysis for office and residential uses, which examines the entire chain of trips over the course of a day, not just trips to and from the project. For retail uses, the Transportation Authority uses trip-based analysis, which counts VMT from individual trips to and from the project (as opposed to entire chain of trips). A trip-based approach, as opposed to a tour-based approach, is necessary for retail projects because a tour is likely to consist of trips stopping in multiple locations, and the summarizing of tour VMT to each location would over-estimate VMT.[33,34]

For residential development, the regional average daily VMT per capita is 17.2.[35] For office and retail development, regional average daily work-related VMT per employee are 19.1 and 14.9, respectively (see **Table 3**, which includes the traffic analysis zone [TAZ] in which the project site is located, 740).

TABLE 3:
DAILY VEHICLE MILES TRAVELED

Land Use	Bay Area		TAZ 740
	Regional Average	Regional Average minus 15%	
Households (Residential)	17.2	14.6	2.4
Employment (Office)	19.1	16.2	7.8
Employment (Retail)	14.9	12.6	9.0

[33] To state another way: a tour-based assessment of VMT at a retail site would consider the VMT for all trips in the tour, for any tour with a stop at the retail site. If a single tour stops at two retail locations, for example, a coffee shop on the way to work and a restaurant on the way back home, then both retail locations would be allotted the total tour VMT. A trip-based approach allows us to apportion all retail-related VMT to retail sites without double-counting.

[34] San Francisco Planning Department, *Executive Summary: Resolution Modifying Transportation Impact Analysis*, Appendix F, Attachment A, March 3, 2016.

[35] Includes the VMT generated by the households in the development.

A project would have a significant effect on the environment if it would cause substantial additional VMT. The State Office of Planning and Research's (OPR) *Revised Proposal on Updates to the CEQA Guidelines on Evaluating Transportation Impacts in CEQA* ("proposed transportation impact guidelines") recommends screening criteria to identify types, characteristics, or locations of projects that would not result in significant impacts to VMT. If a project meets screening criteria, then it is presumed that VMT impacts would be less than significant for the project and a detailed VMT analysis is not required.

The proposed project is a mixed-use (residential, office, hotel, and retail) development located on a previously-developed urban infill site in downtown San Francisco, within one-half mile of both the Montgomery and Embarcadero BART/Muni rail transit stations. The project would have a floor area ratio (ratio of building floor area to lot square footage) greater than 0.75, and is located in a priority development area identified in the Bay Area's sustainable communities strategy (Plan Bay Area)[36,37]. As shown in Table 3 above, existing average daily VMT per capita for residential uses in TAZ 740 is 2.4 miles. This is 86 percent below the existing regional average daily VMT per capita of 17.2. Also, as shown in Table 1 above, existing average daily VMT per employee for office uses in TAZ 740 is 7.8 and, for retail uses, it is 9.03miles. These employee-based VMT numbers are 59 percent and 40 percent, respectively, below the existing regional averages of 19.1 and 14.9, respectively. Given the project site is located in an area where existing VMT is more than 15 percent below the existing regional average, the proposed project's residential, hotel, office, and retail uses would not result in substantial additional VMT and impacts would be less-than-significant.[38] San Francisco 2040 cumulative conditions were projected using a SF-CHAMP model run, using the same methodology as outlined for existing conditions, but includes residential and job growth estimates and reasonably foreseeable transportation investments through 2040. Projected 2040 average daily VMT per capita for residential uses in TAZ 740 is 1.9 miles. This is 88 percent below the projected 2040 regional average daily VMT per capita of 13.7.[39] Projected 2040 average daily VMT numbers per employee for office and retail uses in TAZ 740 are 6.1 miles and 8.2 miles, respectively. These figures are 64 percent and 44 percent, respectively, below the projected 2040 regional average daily VMT per employee of 17.1 and 14.6, respectively. Given the project site is located in an area where VMT would be greater than 15 percent below the projected 2040 regional average, the proposed project's residential, hotel, office, and retail uses would not result in substantial additional VMT. Therefore, the proposed project's residential, hotel, office, and retail uses would not contribute considerably to any substantial cumulative increase in VMT.

Induced Automobile Travel Analysis

A project would have a significant effect on the environment if it would substantially induce additional automobile travel by increasing physical roadway capacity in congested areas (i.e., by adding new mixed-flow lanes) or by adding new roadways to the network. OPR's proposed transportation impact guidelines includes a list of transportation project types that would not likely lead to a substantial or measureable increase in VMT. If a project fits within the general types of projects (including combinations of types),

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36 Sarah Dennis Phillips, San Francisco Planning Department. *Memorandum re: Plan Bay Area: Review and Comment on the draft Sustainable Communities Strategy*, May 2, 2013. Available online at: http://www.sf-planning.org/ftp/files/plans-and-programs/emerging_issues/scs/Plan-Bay-Area-Memo-5_02_13.pdf, accessed March 24, 2016.

37 San Francisco Planning Department. Eligibility Checklist: CEQA Section 21099 – Modernization of Transportation Analysis for 50 1st Street, March 24, 2016.

38 Hotel uses are evaluated as residential uses in the VMT screening analysis, since hotel trips typically function similarly to residential trips.

39 Includes the VMT generated by the households in the development.

then it is presumed that VMT impacts would be less than significant and a detailed VMT analysis is not required.

The proposed project would convert part of the existing Jessie Street right-of-way between Ecker and First Streets from a vehicle alleyway to an open publicly accessible area (urban room). The Jessie Street vehicle right-of-way would be rerouted southward to terminate at Mission Street instead of 1st Street. The proposed alleyway reconfiguration would not add motor vehicle capacity, and therefore would not lead to a substantial or measurable increase in VMT.[40] Therefore, the proposed project would not substantially induce automobile travel and impacts would be less-than-significant.

For the above reasons, the proposed project would not result in significant impacts on traffic that were not identified in the PEIR, and the proposed project would not result in new or greater cumulative impacts than were identified in the PEIR.

Level of Service (LOS) Analysis

As noted above, this LOS analysis is presented for informational purposes, and is not the basis for conclusions of significance under CEQA. Accordingly, no mitigation measures are required. Although **PEIR Mitigation Measures M-TR-1a** through **M-TR-1m** were identified in the PEIR to reduce intersection effects, these measures were identified as being of uncertain feasibility or would not fully mitigate impacts identified in the PEIR; moreover, no feasible mitigation was identified for a number of PEIR study intersections. Accordingly, effects on intersection LOS were determined to be significant and unavoidable. As noted above, the San Francisco Planning Commission has since adopted OPR's recommendation to use the VMT metric instead of automobile delay to evaluate the transportation impacts of projects (Resolution 19579). Therefore, mitigation measures in the PEIR that identified improvements intended to alleviate automobile delay and improve LOS are no longer considered applicable, and these measures, therefore, are not applicable to the proposed project.

In the project-specific TIS, 20 intersections that are located in proximity to the project site were analyzed for LOS in the p.m. peak hour; eight of these intersections were also evaluated in the a.m. peak hour. The analysis found that the proposed project would not result LOS E or F at any of the eight study intersections in the a.m. peak hour; however, in the p.m. peak hour, the proposed project would result in changes to LOS F at four locations (First/Stevenson Streets, First/Mission Streets, First/Howard Streets, and First/Folsom Streets). It would also add to LOS E conditions at First/Market Street by contributing more than 5 percent of the volume of the eastbound right-turn movement, which partially determines LOS at this intersection. All of these changed conditions were previously identified in the PEIR, except First/Stevenson Streets. However, the PEIR identified congested operating conditions at adjacent intersections, including those immediately to the north and south (First/Market Streets and First/Mission Streets, respectively); First Street is affected by Bay Bridge-bound traffic at all intersections between Market Street and the bridge. As such, it is evident that the PEIR would have identified a degraded LOS at this location, had it been analyzed.

Under cumulative conditions, the proposed project would contribute to increases in vehicle delay at the above five intersections and at six additional intersections: Third/Market Streets, Third/Mission Streets, New Montgomery/Mission Streets, Second/Mission Streets, Second/Howard Streets, and Mission/Jessie Streets. All of these changed conditions were previously identified in the PEIR, except First/Stevenson

40 *Ibid.*

Streets discussed above and Mission/Jessie Streets, which would be newly created by the proposed project. However, the PEIR identified congested operations at nearby intersections, including those immediately to the east and west (First/Mission Streets and Second/Mission Streets, respectively).

The project sponsor would implement a Transportation Demand Management Program [Project Improvement Measure #1], which could incrementally reduce vehicle trips below the numbers described herein and potentially result in somewhat lesser addition of vehicle delay. Additionally, the SFMTA could establish "Don't Block the Box" cross-hatching at the intersection of First/Stevenson [Project Improvement Measure #2], which could improve side street operations at that intersection.

Transit

Although **PEIR Mitigation Measures M-TR-3a** through **M-TR-3e** were identified in the PEIR to reduce effects to transit, these measures were identified as being of uncertain feasibility and/or effectiveness or would not fully mitigate impacts; accordingly, effects on transit were determined to be significant and unavoidable. These measures are not applicable to the proposed project, as they are plan-level mitigations to be implemented by City and County agencies. The SFMTA is implementing the Transit Effectiveness Project (TEP), which was approved by the SFMTA Board of Directors in March 2014. The TEP (now called Muni Forward) includes system-wide review, evaluation, and recommendations to improve service and increase transportation efficiency.

The proposed project would generate an estimated 816 new transit trips (637 inbound and 179 outbound) during the a.m. peak hour and 745 new transit trips (120 inbound and 625 outbound) during the p.m. peak hour. Transit trips to and from the project site would likely use the nearby Muni bus and light rail lines for local trips, and the regional lines such as BART, AC Transit, Golden Gate Transit, Caltrain, and SamTrans (potentially with transfers to and from Muni) for trips outside San Francisco. As the project would largely comprise office uses, the majority of project-generated transit riders would be heading inbound to the proposed project during the a.m. peak period and outbound during the p.m. peak, coinciding with the typical downtown commute patterns.[41] Project transit ridership would not result in a significant impact with regard to the majority of Muni screenlines; however, two of 14 screenlines in both the a.m. and p.m. peak hours would exceed Muni's 85 percent standard. Project ridership would constitute less than 5 percent of ridership on each corridor, however, and therefore the impact would be less than significant. With respect to regional transit, project ridership would not result in exceedance of any operator's standard. Under cumulative conditions, a number of Muni corridors and screenlines would have ridership in excess of Muni's standard and, as was identified in the PEIR, this would be a significant impact. However, in no case would project ridership exceed approximately 2 percent on a particular corridor, and thus the project would not contribute considerably to the impact identified in the PEIR. Likewise, while AC Transit and Golden Gate Transit would operate in excess of capacity, project ridership would contribute considerably less than 1 percent of ridership, and thus would not contribute considerably to the significant impact on regional transit that was identified in the PEIR.

As part of the proposed project, vehicles would be able to access the Mission Street Tower garage driveway via a right-turn from westbound Mission Street to northbound Jessie Street. With the substantial volumes of pedestrians along the north sidewalk of Mission Street, vehicles waiting for a gap in the pedestrian flows may queue in the adjacent travel lane. Given the frequency of bus service on

[41] The proposed project's residential uses would also generate transit riders, but these relatively fewer reverse-commute riders are not anticipated to substantially affect commute patterns or adversely affect the capacity of transit service providers.

Mission Street, and the presence of transit-only lanes during the weekday morning and afternoon peak periods, any blockages of Mission Street could affect transit operations and performance. However, it is estimated that approximately one vehicle per three minutes would make this right turn, a volume that result in a less-than-significant impact to transit operations.

The proposed project would construct a 64-foot-long by 8-foot-wide curbside loading bay cut into the widened sidewalk on Mission Street that was analyzed in the PEIR as part of the Transit Center District Plan public realm plan. This zone would be located in front the Mission Street Tower, and would be available for public use, including by residents and hotel guests of that tower when not otherwise occupied. As stated in the project description, the designated passenger pickup and drop-off areas for both the Mission Street Tower and the First Street Tower would be a passenger zone on the relocated Jessie Street and passenger loading zones in the project garage, accessible via Jessie Street (Mission Street Tower) and Stevenson Street (First Street Tower).

The Mission Street loading zone would provide space for three to four vehicles at a time. Although the primary passenger loading and unloading zones for the proposed project would be in the buildings' shared basement levels, the potential exists that project use of the Mission Street loading bay during the p.m. peak period, when the right lane on Mission Street is a transit-only lane, could temporarily and occasionally obstruct the transit-only lane, if vehicles were to queue while waiting to enter the passenger loading and unloading zone. Such queued vehicles could block the transit-only lane and affect transit and vehicular operations. Given the size of the proposed hotel and residential uses in the Mission Street Tower, and the corresponding trip generation, the demand for the loading zone would be approximately two vehicles per minute. Nevertheless, there would be a potential for queues to extend past the space provided. As such, the proposed project's proposed passenger loading zone on Mission Street would result in a significant impact to transit operations, consistent with PEIR Impact TR-7 (significant impact on transit and other modes due to loading activities). **Project Mitigation Measure #9** would implement **PEIR Mitigation Measures M-TR-5** and **M-TR-7a** from the TCDP EIR, and would reduce this impact to a less-than-significant level by requiring an attendant to ensure that cars attempting to access the loading zone do not interfere with the progression of transit buses in the adjacent transit-only lane.[42]

To the extent that pedestrian congestion on the Mission Street sidewalk could delay westbound vehicles turning from Mission Street into the relocated Jessie Street extension to reach the Mission Street Tower garage and passenger loading zone, there could also be occasional delays for transit on Mission Street, although the impact is not projected to be significant. Project Improvement Measure #3, which would prohibit westbound right-turns from Mission Street onto the relocated Jessie Street between the peak hours of 4:00 p.m. and 6:00 p.m., would minimize any potential delays by instead directing westbound drivers on Mission to turn right onto Anthony Street instead to reach the project site. Because the pedestrian volumes on the western half of the block near Anthony Street are lower than the pedestrian volumes on the eastern half of the block near Jessie Street, the potential for pedestrian-caused traffic delay would be lower with this restriction in place.

Pedestrians and Bicyclists

As part of the proposed project, the sidewalks along both the First Street and Mission Street frontages would be modified. In particular, the proposed project would be responsible for implementing the

[42] It is noted that this impact would cease to exist under cumulative conditions, assuming implementation of center transit-only lanes on Mission Street, as called for in the Transit Center District Plan public realm plan.

sidewalk widenings included as part of the *Transit Center District Plan Public Realm Plan*. This would include the elimination of the curb parking lane and the widening of the sidewalks by approximately 6 feet. As a result, additional space would be provided for pedestrians, which would provide a benefit to pedestrians along First Street and Mission Street. The transportation impact analyses estimated the new pedestrian trips that would be generated by the project, and the effect of those trips on pedestrian facility LOS; the analysis determined that the new pedestrian trips would cause minor changes to the flow of pedestrians, but not at a level that would result in a significant impact.

Vehicles entering the Mission Street Tower parking garage via westbound Mission Street (i.e., making a right-turn onto Jessie Street) and vehicles exiting the Mission Street Tower parking garage via Jessie Street would need to cross the crosswalk at Mission Street and Jessie Street, which currently has high pedestrian volumes during peak periods. Similarly, vehicles exiting the First Street Tower parking garage via Stevenson Street would need to cross the crosswalk at First Street and Stevenson Street, which would also have high pedestrian volumes during peak periods. Nevertheless, given the proposed project's projected level of vehicular traffic at these locations, it is not anticipated that substantial hazards to pedestrians would ensue, nor would there be substantial reductions in pedestrian accessibility; therefore, no significant impacts are anticipated. To further reduce potential impacts at Mission/Jessie Streets and First/Stevenson Streets, the SFMTA could install signage and/or a warning devices along Mission Street and First Street to alert pedestrians of approaching vehicle traffic on southbound Jessie Street and eastbound Stevenson Street, respectively [Project Improvement Measures #4 and #5].

As discussed in more detail in the Project Description, the urban room would serve as a public open space for pedestrians and project occupants, and would also provide for an emergency vehicle access route and a truck route for vehicles 40 feet in length or longer that could not make the turn from Jessie Street to the proposed project's Jessie Street extension to Mission Street. It is anticipated that the urban room would have high levels of pedestrian activity throughout the day on weekdays. As such, the presence of trucks could expose pedestrians to potential conflicts and safety concerns as trucks exit the urban room and turn onto First Street, and the proposed project would, therefore, result in a significant pedestrian hazard impact, consistent with PEIR Impact TR-5 (significant impact on pedestrians due to operation of project entrance/exit drives). **Project Mitigation Measure #10** would implement **PEIR Mitigation Measures M-TR-5** and **M-TR-7a**, would reduce this impact to a less-than-significant level by requiring attendants to minimize conflicts with pedestrians and ensure the safe movement of trucks through the urban room.

The proposed project would provide a minimum of 356 Class I bicycle parking spaces and 45 Class II bicycle parking spaces, which would be in compliance with the requirements of the *Planning Code* for bicycle parking; access to basement bicycle parking would be from elevators and a ramp to the garage from Stevenson Street. Although the proposed project would add bicycle trips on surrounding streets, the increase would not be substantial enough to affect overall bicycle circulation in the area or the operations of adjacent bicycle facilities. The addition of project-generated vehicular traffic would also not result in any substantial negative effects to bicycle conditions in the vicinity of the project site. Overall, no significant impacts to bicyclists were identified. Safe bicycle access to and from the project site could be enhanced by the installation by SFMTA of signage and painted street markings on Stevenson Street warning motorists of the presence of bicyclists and signage advising bicyclists to be aware of vehicles [Project Improvement Measure #6].

No cumulative pedestrian or bicycle impacts were identified beyond those discussed in the PEIR.

Freight Loading

Section 152.1 of the *Planning Code* requires a maximum of six off-street loading spaces for any building in the C-3-O (SD) Use District. The proposed project would provide four off-street freight loading spaces at grade and four additional service vehicle spaces, located in the B3 level of the parking garage. According to Section 153(a)(6) of the *Planning Code*, substitution of two service vehicle spaces for each required off-street loading space may be made. As such, the four service vehicles can substitute for two additional loading spaces, resulting in a total of six loading spaces for the proposed project, which would meet the requirements of the *Planning Code*. The proposed project would generate approximately 314 daily service vehicle trips, which would correspond to a demand for approximately 15 loading spaces during the average hour and 19 loading spaces during the peak hour of loading activities. While the proposed project would not supply enough loading spaces to meet the estimated average hour or peak hour loading demand, the TIS determined that there are sufficient on-street loading spaces in the surrounding area to serve the unmet loading demand, and thus project effects would be less than significant.

As a result of the configuration of the proposed loading docks and the proximity to pedestrian and bicycle facilities, the proposed project would result in a significant impact for loading dock operations along Stevenson Street. This includes the potential hazards for pedestrians who would cross the sidewalk and for bicyclists who would use the project's bicycle, as well as difficulty accessing the facilities for trucks longer than 35 feet. **Project Mitigation Measure #11** would implement **PEIR Mitigation Measures M-TR-5** and **M-TR-7a**, reducing this impact to a less-than-significant level. The proposed project would have less-than-significant impacts related to residential moving operations, which would be further reduced by appropriate scheduling of move-in/move-out operations by building management, including avoiding peak periods, limiting the size of moving trucks, and reserving curbside loading zones, where necessary, through the SFMTA [Project Improvement Measure #7]. The proposed project would have adequate facilities to manage garbage and recycling pickup, and freight loading.

Finally, the proposed reconfiguration of Jessie Street would reroute vehicles heading eastbound on Jessie to Mission Street, instead of to First Street. With the dimensions of the roadway, vehicles 40 feet in length or longer would not be able to complete the right-turn from Jessie Street onto the relocated Jessie Street extension. Instead, these vehicles would be permitted to pass through the urban room (along a similar right-of-way as the current Jessie Street) and to exit onto First Street. As such, the proposed reconfiguration of the street would not limit the size of trucks that could service businesses along Jessie Street, and the proposed project would have a less-than-significant impact to truck operations along Jessie Street. The project sponsor could further reduce the severity of this less-than-significant impact by informing other Jessie Street building owners and managers of the proposed design of the Jessie Street extension and required usage of the truck route through the urban room for trucks 40 feet in length or longer, encouraging scheduling of large-truck deliveries at night, where feasible, and working with other building owners and managers to potentially convert use of 40-foot trucks to shorter vehicles [Project Improvement Measure #8].

No cumulative loading impacts were identified beyond those discussed in the PEIR.

Parking

As discussed under the Project Description, the proposed project qualifies as an infill project under *Public Resources Code* Section 21099(d), and therefore, parking impacts need not be considered in CEQA review. However, a discussion of parking is included for informational purposes. The proposed project is located in the C-3-O (SD) Use District, within which parking is not required. Instead, the *Planning Code*

establishes maximum amounts of parking that may be provided, which are 0.5 spaces per residential unit (0.75 spaces with Conditional Use Authorization), one space per 16 hotel rooms, and parking floor area up to 7 percent of gross floor area of office space. The proposed project would provide 133 parking spaces for residential uses and a total of 29,537 square feet of parking area for non-residential uses, which would be consistent with the parking maximums defined in Section 151.1 and 204.5(c) of the *Planning Code*. The proposed project would provide a total parking supply of 360 spaces, comprising 14 disabled-accessible spaces, 7 car share spaces, and 339 regular parking spaces. Of these spaces, 182 would be designated for office users, 2 for retail users, 133 for residents, and 43 for hotel guests. The proposed project would not provide spaces exclusively for carpools or vanpools.

The TIS determined that the proposed project would have a parking demand of approximately 1,882 parking spaces during the weekday midday period and 793 during the weekday evening period. The proposed parking supply of 360 spaces would not accommodate the midday and evening parking demand; however, the TIS determined that there are adequate facilities in the vicinity of the project site to accommodate the additional demand. It should be noted that project parking shortfalls are not considered significant effects on the environment, and that the city's "Transit First" policy places an emphasis on encouraging alternative transportation. All parking for the proposed project would be provided through valet operations. However, there is a possibility that the shortfall in on-site parking may cause drivers to queue up on the driveway until garage spaces become available, potentially blocking the sidewalk or spilling back on to Stevenson Street or Jessie Street. Although this would result in a less-than-significant impact on parking garage operations, the project sponsor could minimize such queues by installation of a sign reading, "Parking Garage Full" on the side of the building and/or placing a temporary "Parking Garage Full" sign on the Second Street sidewalk (for vehicles destined to the First Street Tower garage) and on the Jessie Street and Mission Street sidewalks (for vehicles destined to the Mission Street Tower garage) [Project Improvement Measure #9].

Emergency Vehicles

The proposed project would have a less-than-significant impact on emergency vehicle access. However, there is a potential for safety conflicts between emergency vehicles and pedestrians passing through the urban room. As discussed above under Pedestrians and Bicycles, implementation of **Project Mitigation Measure #10** would reduce this impact to a less-than-significant level. No cumulative impacts to emergency vehicle access were identified.

Construction Impacts

Detailed plans for construction of the proposed project have not been finalized. However, it is anticipated that construction would take about 55 months to complete and would occur Monday through Friday from 7:00 a.m. to 8:00 p.m. Saturday work would occur from 8:00 a.m. to 4:00 p.m. on an as-needed basis, in compliance with the San Francisco Noise Ordinance and permit conditions. (Any nighttime work, such as for a multi-hour continuous concrete foundation pour, would require advance approval from the Department of Public Works.) Although construction of the proposed project would require closures of some sidewalks, pedestrians would be rerouted to nearby streets. Construction of the proposed project would also require temporary modifications to transit facilities, including the relocation of wires for Muni trolley buses using First and Mission Streets, and the relocation of Golden Gate Transit Bus Stop #40054. Overall, the TIS determined that project-related construction activity, including both construction truck traffic and additional vehicular traffic from construction workers, would not substantially affect

vehicular, pedestrian, and bicycle circulation and potential impacts would not be considered significant due to their temporary and limited duration. The project sponsor would work with SFMTA and Golden Gate Transit to arrange and obtain approval for the temporary bus stop moves.

During construction, Jessie Street would be closed at the construction site (just east of Ecker Place), and vehicles using Jessie Street would be diverted to Ecker Place, which would be converted, during the construction period, from a pedestrian-only alleyway to a one-way, southbound vehicular street.

When combined with the concurrent construction of the Transbay Transit Center and other nearby buildings, the construction activities related to the proposed project could contribute to cumulative significant, unavoidable impacts to transit, pedestrian, and bicycle circulation with respect to area-wide conditions, an impact that was previously disclosed in the PEIR; therefore, the proposed project would not result in any new or greater impacts than identified in the PEIR. **Project Mitigation Measure #12** which would implement **PEIR Mitigation Measure M-TR-9**, would reduce this impact to a less-than-significant level by requiring a construction management plan that minimizes the transportation-related disruption caused by construction activities. Additionally, the project sponsor could work with Muni to avoid disruption of electric trolley buses during construction by limiting the relocation of overhead lines to the greatest extent feasible (Project Improvement Measure #10). As is common during temporary disruptions such as parades, street fairs, or major construction, Muni may temporarily operate motor coaches on certain trolley lines to avoid service disruptions. Alterations to Muni operations would be coordinated through the City's Interdepartmental Staff Committee on Traffic and Transportation (ISCOTT).

Conclusion

For the above reasons, the proposed project would not result in significant impacts that were not identified in the PEIR related to transit and would not contribute considerably to cumulative transit impacts that were identified in the PEIR.

Topics:		*Significant Impact Peculiar to Project or Project Site*	*Significant Impact not Identified in PEIR*	*Significant Impact due to Substantial New Information*	*No Significant Impact not Previously Identified in PEIR*
5.	**NOISE—Would the project:**				
a)	Result in exposure of persons to or generation of noise levels in excess of standards established in the local general plan or noise ordinance, or applicable standards of other agencies?	☐	☐	☐	☒
b)	Result in exposure of persons to or generation of excessive groundborne vibration or groundborne noise levels?	☐	☐	☐	☒
c)	Result in a substantial permanent increase in ambient noise levels in the project vicinity above levels existing without the project?	☐	☐	☐	☒
d)	Result in a substantial temporary or periodic increase in ambient noise levels in the project vicinity above levels existing without the project?	☐	☐	☐	☒

Topics:	*Significant Impact Peculiar to Project or Project Site*	*Significant Impact not Identified in PEIR*	*Significant Impact due to Substantial New Information*	*No Significant Impact not Previously Identified in PEIR*
e) For a project located within an airport land use plan area, or, where such a plan has not been adopted, in an area within two miles of a public airport or public use airport, would the project expose people residing or working in the area to excessive noise levels?	☐	☐	☐	☒
f) For a project located in the vicinity of a private airstrip, would the project expose people residing or working in the project area to excessive noise levels?	☐	☐	☐	☒
g) Be substantially affected by existing noise levels?	☐	☐	☐	☒

The PEIR determined that implementation of the Plan would not result in a substantial permanent increase in ambient noise or vibration levels. However, as discussed in the PEIR, implementation of the Plan could result in significant and unavoidable impacts due to the potential for exposure of persons to noise levels in excess of standards in the *San Francisco General Plan*, and the introduction of new sensitive uses to the Plan area that would be affected by existing noise levels (PEIR p. 353). The PEIR identified several mitigation measures to reduce these impacts at the project-level, by requiring: noise surveys for residential uses (**PEIR Mitigation Measure M-NO-1a**), the inclusion of certain noise minimization measures to meet residential and non-residential noise standards (**PEIR Mitigation Measure M-NO-1b** and **M-NO-1c**), and noise minimization measures to meet mechanical equipment noise standards (**PEIR Mitigation Measure M-NO-1d** and **M-NO-1e**). Mitigation Measure M-NO-1c is specific to sensitive non-residential uses such as child care centers, schools, libraries, and the like; as none of these uses is proposed as part of the project, Mitigation Measure M-NO-1c is not applicable to the proposed project. The PEIR concluded that impacts from exposure of persons and sensitive uses to excessive noise levels would remain significant and unavoidable at the program-level; however, the PEIR acknowledged that projects that are able to meet the applicable thresholds of significance, and implement the above mentioned mitigation measures, may have less than significant impacts from exposure to persons and sensitive uses in the area.

With respect to construction noise, the PEIR determined that construction activities in the Plan area could expose persons to temporary increases in noise levels substantially in excess of ambient levels, but that these impacts could be mitigated to less than significant levels with implementation of certain noise control measures during pile driving (**PEIR Mitigation Measure M-NO-2a**) and other general construction noise control measures (**PEIR Mitigation Measure M-NO-2b**). The PEIR determined that construction activities could expose people to temporary increases in vibration levels that would be substantially in excess of ambient levels, which would result in significant and unavoidable vibration impacts. The PEIR acknowledged that specific projects may reduce vibration impacts to less than significant through adoption of **PEIR Mitigation Measures M-NO-2a**, **M-CP-5a**, and **M-CP-5b**; however, the PEIR determined that program-level impacts would remain significant and unavoidable.

Finally, the PEIR determined that implementation of the Plan would result in significant and unavoidable cumulative impacts from construction noise, at the program level, but those project-specific impacts may potentially be reduced to less-than-significant levels with mitigation for individual projects.

New Sensitive Uses

As discussed above, the PEIR determined that significant impacts would occur due to the introduction of new sensitive uses (i.e., hospitals, skilled nursing/convalescent care facilities, schools, churches, libraries, and residences) into the Plan area that would be affected by existing noise levels, as well as the exposure of persons to noise levels in excess of the *General Plan* noise compatibility guidelines. The PEIR noted that because noise levels adjacent to all major streets in the Plan area, from Main Street to the west, exceeded 70 decibels (dBA) Ldn, project-specific noise studies should be completed for any new residential construction, consistent with the *General Plan* noise compatibility guidelines. Such studies should include a detailed analysis of the noise environment and incorporate certain noise reduction requirements to reduce interior noise levels to acceptable conditions. [43,44]

As required by **PEIR Mitigation Measure M-NO-1a** (Noise Survey and Measurements for Residential Uses, pp. 357–358) and **PEIR Mitigation Measure M-NO-1d** (Mechanical Equipment Noise Standard, p. 358), an environmental noise and vibration study was completed for the proposed project. The study measured the existing and future noise environment using a survey of the project area and satellite imagery to identify potential noise-generating uses within two blocks of the project site, including existing mechanical equipment located on the roofs of adjacent buildings, as required by the PEIR.[45] Accordingly, Mitigation Measures M-NO-1a and M-NO-1d have been completed and fully implemented, and no further mitigation is required.

To quantify the existing noise environment, three long-term continuous noise measurements were collected at street level at points along First and Mission Streets, and three additional continuous measurements (two long-term and one short-term) were collected from atop the roofs of three nearby buildings.[46] The study determined that the most common noise sources were trucks, cars, and motorcycles driving along adjacent streets. Noise from the construction of Salesforce Tower, diagonally across the intersection of First and Mission Streets from the project site, was not found to be a dominant source during the survey, though construction noises were distinctly audible. The study found one unusual sound source identified as the buzzer-type alarm used on nearby parking garages to warn pedestrians of an exiting vehicle. Overall, the 24-hour, day-night noise levels captured were as high as 76 dBA Ldn at street level and 68 dBA Ldn at the roof level locations. Peak single-noise events above 85 dBA during nighttime hours that were recorded were primarily the result of truck, car and motorcycle engines, as well as less frequent instances of car horns, air brakes, squealing brakes and tires, unidentified banging, emergency sirens, and people yelling. The loudest noises, all of which exceeded 90 dBA, were trucks, motorcycles, a siren, banging, air brakes, a horn, cars, and tires squealing.

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43 The dBA, or A-weighted decibel, refers to a scale of noise measurement that approximates the range of sensitivity of the human ear to sounds of different frequencies. On this scale, the normal range of human hearing extends from about 0 dBA to about 140 dBA. A 10-dBA increase in the level of a continuous noise represents a perceived doubling of loudness.

44 Because community receptors are more sensitive to unwanted noise intrusion during the evening and at night, state law requires that, for planning purposes, an artificial dBA increment be added to "quiet time" noise levels to form a 24-hour noise descriptor, such as the day-night noise level (Ldn), which is used by the San Francisco Noise Ordinance. Ldn adds a 10-dBA nighttime penalty during the night hours (10:00 p.m. to 7:00 a.m.).

45 Wilson Ihrig & Associates, *Oceanwide Towers Project: Community Planned Exemption Noise Study*, November 25, 2015.

46 Long term measurements are collected for a period of 24 hours or more and report hourly average readings that are used to accurately determine a representative day-night noise level (Ldn), or community noise equivalent level (CNEL) for the purposes of land use compatibility analyses. Short-term measurements are typically 15 to 20 minutes in length and are used to either characterize a typical daytime (or sometimes nighttime) ambient noise level, usually at a sensitive receptor that may be impacted. In some instances, a short-term measurement may be used to validate a previous long-term measurement or to demonstrate that one location is similar to another for which a long-term measurement has been conducted.

The proposed project is subject to Title 24 (*California Building Code*) and *San Francisco Building Code* noise insulation requirements and therefore must demonstrate how dwelling units have been designed to meet interior noise standards. The noise and vibration study recommends that one hour, exterior glazing and exterior doors provide acoustical insulation with Outdoor-Indoor Transmission Class (OITC) ratings ranging from 22-35. The projected noise levels for residential open space at the roof terraces and balconies are estimated to be between 60 and 72 dBA Ldn, which would be reduced by an estimated 5 to 8 dB with the proposed construction of a five-foot barrier along the perimeter of each open space; therefore the proposed project would implement **Project Mitigation Measure #13**, which would implement **PEIR Mitigation Measure M-NO-1b** Noise Minimization for Residential Open Space, p. 358.

Since certification of the PEIR, San Francisco adopted Noise Regulations Relating to Residential Uses Near Places of Entertainment (Ordinance 70-15, effective June 19, 2015). The intent of the ordinance is to address noise conflicts between residential uses and in noise critical areas, such as in areas proximate to highways, country roads, city streets, railroads, rapid transit lines, airports, nighttime entertainment venues or industrial areas. Residential structures to be located where the day-night average sound level (Ldn) or community noise equivalent level (CNEL) exceeds 60 decibels shall require an acoustical analysis[47] with the application of a building permit showing that the proposed design will limit exterior noise to the 45 decibels in any habitable room. Furthermore, the regulations require the Planning Department and Planning Commission to consider the compatibility of uses when approving residential uses adjacent to or near existing permitted places of entertainment and take all reasonably available means through the City's design review and approval processes to ensure that the design of such new residential development projects take into account the needs and interests of both the places of entertainment and the future residents of the new development. With completion of the noise and vibration study, and implementation of the recommendations contained therein, the proposed project would be in compliance with the ordinance.

The proposed project would not include non-residential sensitive receptors—such as child care centers, schools, or libraries—and **PEIR Mitigation Measure M-NO-1c** (Noise Minimization for Non-Residential Uses, p. 358) is not applicable to the proposed project. Although specific mechanical equipment has not yet been identified, the proposed project would implement **Project Mitigation Measure #14**, which would implement **PEIR Mitigation Measure M-NO-1e** and which contains standards for interior mechanical equipment noise. With implementation of **Project Mitigation Measures #13** and **#14**, the proposed project's impact would be reduced to a less-than-significant level and the project would not result in new or more severe impacts than the significant and unavoidable impacts identified in the PEIR.

Building Operation and Traffic Noise

The proposed project would generate new daily vehicle trips within the Plan area. As such, the proposed project would contribute to the significant impact, identified in the PEIR, related to the exposure of persons to noise levels in excess of standards in the *General Plan*. Because traffic generated by the proposed project would result in less than 1 dB increase in traffic noise, which would not be noticeable, the proposed project's contribution to this impact would not be significant.[48]

[47] In any case, based on a recent California Supreme Court decision, the effect of existing environmental noise on the proposed project would not be considered significant under CEQA *California Building Industry Association v. Bay Area Air Quality Management District,* 62 Cal. 4th 369; 17 December 2015.

[48] Ibid.

The proposed project would be in accordance with **Project Mitigation Measure #14**, implementing **PEIR Mitigation Measure M-NO-1e** (Interior Mechanical Equipment, pp. 358–359), by ensuring any mechanical equipment serving the proposed project and located at the exterior of the building will be evaluated by a qualified acoustical consultant. Control of mechanical noise, as specified by the acoustical consultant, will be incorporated into the final project design to achieve a reduction of building equipment noise, consistent with the *San Francisco Building Code*, the San Francisco Noise Ordinance requirements, and CEQA thresholds. Such noise control measures may include the use of quieter equipment, fully noise-insulated enclosures around rooftop equipment, and/or incorporation of mechanical equipment into intermediate building floor(s). With respect to the project's emergency generators, routine testing would be limited to the hours of 8:00 a.m. to 5:00 p.m. (unless granted a variance by the Director of the Department of Public Health or his/her designee), and the noise level when testing must be no greater than 75 dBA at all property lines. To achieve these limits, it is assumed that only generator would be tested at a time and noise control features would be installed in the generator enclosure, consistent with **Project Mitigation Measure #14**.[49] Therefore, with implementation of **Project Mitigation Measure #14**, operational noise from building equipment would not result in a new or more severe impact than was analyzed and disclosed in the PEIR.

Project Construction

Project construction would last for approximately 55 months and would include several noise and vibration-creating phases, including demolition of existing buildings, excavation, building construction and pile installation. While the proposed project would utilize excavated barrette piles[50] or auger drilled piles, no pile driving is anticipated for the proposed project;[51] therefore **PEIR Mitigation Measure M-NO-2a** (Noise Control Measures During Pile Driving, pp. 360–361) is not applicable to the proposed project. However, the proposed project would contribute to the significant cumulative impacts related to temporary construction noise and vibration impacts from construction activities, as identified in the PEIR, due to impacts to nearby sensitive noise receptors, including the residential units in the One Ecker Building to the west of the project site. Because of the proximity to these receptors to the project site, implementation of **Project Mitigation Measure #15** would implement **PEIR Mitigation Measure M-NO-2b** and would require the implementation of certain noise control measures to reduce construction noise to a less-than-significant level. The PEIR noted that cumulative construction noise impacts could occur if multiple projects, located adjacent to the Transit Center, were under construction at the same time as the Transit Center itself. With implementation of **Project Mitigation Measure #15,** and **Project Mitigation Measure #16 (**implementing **PEIR Mitigation Measure M-C-NO** (participation in a City-sponsored noise control program, if applicable), cumulative construction noise impacts would be reduced, but depending on the timing and location of the construction of various projects, the impact could still be significant. Although the proposed project would implement each of the required mitigation measures, and the project-specific impacts would be less than significant, the mitigated project may still contribute to a significant and unavoidable cumulative impact given the amount of construction

[49] Backup generators are exempt from the City Noise Ordinance (Article 29 of the *San Francisco Police Code)*, but are subject to these noise limitations during routine testing (Leisa Nalls, Wilson Ihrig, Acoustics, Noise & Vibration Consultants, letter to Foster + Partners, March 17, 2016; Jonathan Piakis, Noise Control Officer, San Francisco Department of Public Health, e-mail to Leisa Nalls, Wilson Ihrig, and Karl Heisler, ESA, March 16, 2016).

[50] Barrette piles involve excavation of a rectangular hole in the ground, insertion of a cage of steel reinforcing rod, and filling the hole with concrete, resulting in a large reinforced concrete pile. No driving of piles is required. This system was employed for the Salesforce Tower.

[51] Langan Treadwell Rollo, Geotechnical Investigation for 1st and Mission Streets Development, San Francisco, California, July 1, 2015.

occurring in the surrounding area. As noted above, this impact was identified as significant and unavoidable in the PEIR and thus the proposed project would not result in new or more severe impacts than the significant and unavoidable cumulative impacts identified in the PEIR.

All construction activities for the proposed project would be subject to and would comply with the San Francisco Noise Ordinance (Article 29 of the *San Francisco Police Code*) (Noise Ordinance). Construction noise is regulated by the Noise Ordinance. The Noise Ordinance requires that construction work be conducted in the following manner: (1) noise levels of construction equipment, other than impact tools, must not exceed 80 dBA at a distance of 100 feet from the source (the equipment generating the noise); (2) impact tools must have intake and exhaust mufflers that are approved by the Director of the Department of Public Works (DPW) or the Director of the Department of Building Inspection (DBI) to best accomplish maximum noise reduction; and (3) if the noise from the construction work would exceed the ambient noise levels at the site property line by 5 dBA, the work must not be conducted between 8:00 p.m. and 7:00 a.m. unless the Director of DPW authorizes a special permit for conducting the work during that period.

DBI is responsible for enforcing the Noise Ordinance for private construction projects during normal business hours (8:00 a.m. to 5:00 p.m.). The Police Department is responsible for enforcing the Noise Ordinance during all other hours. Nonetheless, occupants of the nearby properties could be disturbed by construction noise. Times may occur when noise could interfere with indoor activities in nearby residences and other businesses near the project site. The increase in noise in the project area during project construction would not be considered a significant impact of the proposed project, because the construction noise would be temporary, intermittent, and restricted in occurrence and level, as the contractor would be required to comply with the Noise Ordinance. Therefore, although construction noise could be considered a nuisance at times, with mitigation, construction noise would not be expected to exceed noise levels commonly experienced in an urban environment, and would not result in any new impacts or any impacts of greater severity than were already analyzed and disclosed in the PEIR, with respect to nearby sensitive noise receptors.

The project site is not located within an airport land use plan area, within two miles of a public airport, or in the vicinity of a private airstrip. Therefore, topics 12e and 12f from the CEQA Guidelines, Appendix G are not applicable.

With implementation of the above mentioned mitigation measures, the proposed project would not result in any significant noise impacts. The mitigated project would not result in any significant noise impacts that were not identified in the PEIR, nor would it result it in more severe impacts than identified in the PEIR.

Topics:	*Significant Impact Peculiar to Project or Project Site*	*Significant Impact not Identified in PEIR*	*Significant Impact due to Substantial New Information*	*No Significant Impact not Previously Identified in PEIR*
6. AIR QUALITY—Would the project:				
a) Conflict with or obstruct implementation of the applicable air quality plan?	☐	☐	☐	☒
b) Violate any air quality standard or contribute substantially to an existing or projected air quality violation?	☐	☐	☐	☒

Topics:	*Significant Impact Peculiar to Project or Project Site*	*Significant Impact not Identified in PEIR*	*Significant Impact due to Substantial New Information*	*No Significant Impact not Previously Identified in PEIR*
c) Result in a cumulatively considerable net increase of any criteria pollutant for which the project region is non-attainment under an applicable federal, state, or regional ambient air quality standard (including releasing emissions which exceed quantitative thresholds for ozone precursors)?	☐	☐	☐	☒
d) Expose sensitive receptors to substantial pollutant concentrations?	☐	☐	☐	☒
e) Create objectionable odors affecting a substantial number of people?	☐	☐	☐	☒

The PEIR determined that the Plan would not conflict with or obstruct the implementation of the 2010 *Clean Air Plan*, or result in a cumulatively considerable net increase of any criteria pollutant (PEIR p. 390), and impacts related to these thresholds were found to be less than significant.

The PEIR identified significant, unmitigable air quality impacts related to exposure of existing and future sensitive receptors, such as residences and child care centers, to emissions of fine particulate matter ($PM_{2.5}$) and toxic air contaminants (TACs) (PEIR pp. 396–406). These pollutants would be generated by existing and future on-road sources, such as auto and truck traffic and buses operating to and from the Transbay Transit Center and the existing Temporary Transbay Terminal at Howard and Beale Streets, and by existing and future stationary sources in individual high-rise buildings, such as backup (emergency) diesel generators and natural-gas-fired hot water boilers and cogeneration (heat and electricity) plants (Impact AQ-2 and Impact AQ-3). **PEIR Mitigation Measure M-AQ-2** was identified to reduce impacts to sensitive receptors through the implementation of a risk and hazard overlay zone, within which certain health risk reduction policies would apply; however, the PEIR determined that impacts at the program level would remain significant and unavoidable. The PEIR found that project-specific impacts may be reduced to less than significant with mitigation incorporated.

The PEIR also identified significant, unmitigable air quality impacts related to generation of criteria air pollutants and to exposure of sensitive receptors to TACs from future construction activity, which could involve the use of diesel-powered off-road equipment (Impact AQ-4 and Impact AQ-5, PEIR pp. 406–412). **PEIR Mitigation Measure M-AQ-3** was identified to reduce project-level impacts to less than significant with the incorporation of certain emissions controls; however, the PEIR determined that program-level impacts would remain significant and unavoidable.

The PEIR also identified a significant, unmitigable impact with respect to emissions of criteria air pollutants during construction. **PEIR Mitigation Measure M-AQ-4a was** identified to reduce project-specific impacts from construction vehicle emissions. However, the PEIR determined that program-level impacts would remain significant and unavoidable. The PEIR determined that the Plan would result in significant, unmitigable impacts from the exposure of sensitive receptors to TACs generated by construction equipment. **PEIR Mitigation Measure M-AQ-5** was identified to reduce project-specific impacts through minimizing construction vehicle emissions; however, program-level impacts remained significant and unavoidable. Finally, the PEIR determined that implementation of the Transit Center District Plan would contribute considerably to cumulative air quality impacts, and the Plan would have significant and unavoidable cumulative impacts with mitigation implemented.

The discussion below is informed by the Air Quality Technical Memorandum prepared for the proposed project.[52]

Construction Dust Control

The PEIR determined that emissions from fugitive dust would be less than significant with implementation of the San Francisco Dust Control Ordinance (Ordinance 176-08, effective July 30, 2008) and **PEIR Mitigation Measure M-AQ-4b** (Dust Control Plan, PEIR p. 409). PEIR Mitigation Measure M-AQ-4b was intended to apply to sites that are too small to be subject to the Dust Control Ordinance, requiring such smaller projects to develop and implement a dust control plan as set forth in Article 22B of the San Francisco Health Code and required of larger projects by the ordinance. At 1.36 acres, the proposed project would be subject to the Construction Dust Control Ordinance, rather than PEIR Mitigation Measure M-AQ-4b. Inasmuch as PEIR Mitigation Measure M-AQ-4b was intended to apply the dust control features of the ordinance to sites not subject to the Dust Control Ordinance due to size, compliance with the Dust Control Ordinance would result in the same reduction in construction dust as would PEIR Mitigation Measure M-AQ-4b. Therefore, the project would not result in any dust impacts peculiar to the project or its site.

The intent of the Construction Dust Control Ordinance is to reduce the quantity of fugitive dust generated during site preparation, demolition, and construction work in order to protect the health of the general public and of on-site workers, minimize public nuisance complaints, and to avoid orders to stop work by DBI. Project-related construction activities would result in construction dust, primarily from ground-disturbing activities.

For projects more than half-an-acre in size, such as the proposed project, the Dust Control Ordinance requires that the project sponsor submit a Dust Control Plan for approval by the San Francisco Department of Public Health. DBI will not issue a building permit without written notification from the Director of Public Health that the applicant has a site-specific Dust Control Plan, unless the Director waives the requirement. The site-specific Dust Control Plan would require the project sponsor to implement additional dust control measures such as installation of dust curtains and windbreaks and to provide independent third-party inspections and monitoring, provide a public complaint hotline, and suspend construction during high wind conditions.

The regulations and procedures set forth by the San Francisco Dust Control Ordinance would ensure that construction dust impacts would not be significant. (As noted above, PEIR Mitigation Measure M-AQ-4b is not applicable to the proposed project.)

Criteria Air Pollutants

In accordance with the state and federal Clean Air Acts, air pollutant standards are identified for the following six criteria air pollutants: ozone, carbon monoxide (CO), particulate matter (PM), nitrogen dioxide (NO_2), sulfur dioxide (SO_2), and lead. These air pollutants are termed criteria air pollutants because they are regulated by developing specific public health- and welfare-based criteria as the basis for setting permissible levels. In general, the San Francisco Bay Area Air Basin (SFBAAB) experiences low concentrations of most pollutants when compared to federal or state standards. The SFBAAB is designated as either in attainment or unclassified for most criteria pollutants with the exception of ozone,

[52] Environmental Science Associates, *Air Quality Technical Memorandum – Oceanwide Center (50 First Street)*, July 9, 2015.

$PM_{2.5}$, and respirable particulate matter (PM_{10}), for which the SFBAAB is designated as non-attainment for either the state or federal standards. By its very nature, regional air pollution is largely a cumulative impact in that no single project is sufficient in size, by itself, to result in non-attainment of air quality standards. Instead, a project's individual emissions contribute to existing cumulative air quality impacts. If a project's contribution to cumulative air quality impacts is considerable, then the project's impact on air quality would be considered significant.

The PEIR determined that at a program level the Transit Center District Plan would result in significant and unavoidable regional air quality impacts for criteria air pollutants; however, the PEIR acknowledges that "in the case of individual development projects in the Plan area, site- and project-specific equipment and other considerations may lead to a conclusion that the project-specific effect can be mitigated to a less-than-significant."

The Bay Area Air Quality Management District (BAAQMD) prepared updated 2012 *BAAQMD CEQA Air Quality Guidelines* (Air Quality Guidelines),[53] which provided new methodologies for analyzing air quality impacts. The 2012 Air Quality Guidelines do not provide thresholds of significance; therefore, the thresholds of significance used by the City are those taken from BAAQMD's 2009 *Justification Report*.[54]

Construction

Construction activities from the proposed project would result in the emission of criteria air pollutants from equipment exhaust, construction-related vehicular activity, and construction worker automobile trips. Construction of the proposed project would occur over approximately 55 months. The proposed project would exceed the BAAQMD screening levels and would contribute to the significant construction criteria air pollutant impact identified in the EIR. The proposed project would be subject to **Project Mitigation Measure #17**, implementing PEIR Mitigation Measures M-AQ-4a, to address construction criteria air pollutant impacts, and additional quantitative analysis is not required.

Operation

The PEIR evaluated the operational criteria air pollutant impacts from vehicle trips under PEIR Impact AQ-1. The FEIR determined that the Transit Center District Plan's growth in vehicle miles travelled would be consistent with the anticipated growth in population and that the Plan would be consistent with the 2010 Clean Air Plan. Therefore, the Transit Center District Plan would not result in a cumulatively considerable net increase of any criteria air pollutant for which the region is in non-attainment for state or federal air quality standards. Thus, because the proposed project would be within the growth projected as part of the PEIR, the proposed project's vehicle emissions have been accounted for in the PEIR, and would not result in a significant criteria air pollutant impact. Non-mobile source operational criteria air pollutant impacts of the proposed project were evaluated in the Air Quality Technical Memorandum using methodologies developed by the Bay Area Air Quality Management District (BAAQMD) in its revised CEQA Air Quality Guidelines updated in May 2012. They were determined to be less than significant. Furthermore, as shown in **Table 4**, the proposed project would not

[53] Bay Area Air Quality Management District, CEQA Air Quality Guidelines, updated May 2012. Available at: http://www.baaqmd.gov/~/media/files/planning-and-research/ceqa/baaqmd-ceqa-guidelines_final_may-2012.pdf?la=en.

[54] Bay Area Air Quality Management District (BAAQMD), *Revised Draft Options and Justification Report, CEQA Thresholds of Significance*, October 2009. Available at: http://www.baaqmd.gov/~/media/files/planning-and-research/ceqa/revised-draft-ceqa-thresholds-justification-report-oct-2009.pdf?la=en.

TABLE 4:
SUMMARY OF OPERATIONAL CRITERIA AIR POLLUTANT EMISSIONS

	ROG	NOx	PM_{10}	$PM_{2.5}$
Project Average Daily Emissions (lbs./day)	35.6	17.7	1.0	1.0
Significance Threshold (lbs./day)	54	54	82	54
Project Maximum Annual Emissions (tpy)	6.5	3.2	0.18	0.18
Significance Threshold (tpy)	10.0	10.0	10.0	10.0

lbs./day = pounds per day
tpy = tons per year

Source: BAAQMD, 2011; ESA, 2015.

exceed daily or annual significance thresholds for ROG, NOx, PM_{10} or $PM_{2.5}$; therefore, the proposed project would have a less than significant impact from operational air pollutant emissions.

Health Risk

The PEIR evaluated the health risk impacts of the Plan upon new sensitive receptors under Impact AQ-2 and from new sources of fine particulate matter and toxic air contaminants under Impact AQ-3. The PEIR identified a significant and unavoidable impact in regards to health risks from locating sensitive receptors in areas with high levels of fine particulate matter and toxic air contaminants and exposing existing and future sensitive receptors to significant levels of fine particulate matter and toxic air contaminants from vehicle and equipment emissions. The proposed project includes sensitive land uses (e.g., residential) and would include up to three emergency back-up generators, which would emit diesel particulate matter, a known toxic air contaminant.

Siting Sensitive Land Uses

Subsequent to publication of the PEIR, the San Francisco Board of Supervisors approved a series of amendments to the *San Francisco Building* and *Health Codes*, generally referred to as Enhanced Ventilation Required for Urban Infill Sensitive Use Developments, or *Health Code* Article 38 (Ordinance 224-14, effective December 8, 2014). The purpose of Article 38 is to protect the public health and welfare by establishing an Air Pollutant Exposure Zone and imposing an enhanced ventilation requirement for all urban infill sensitive use development within the Air Pollutant Exposure Zone. The Air Pollutant Exposure Zone as defined in Article 38 includes areas that, based on modeling of all known air pollutant sources undertaken by the City in partnership with BAAQMD, exceed health protective standards for cumulative $PM_{2.5}$ concentration and/or cumulative excess cancer risk, and incorporates health vulnerability factors and proximity to freeways. Projects within the Air Pollutant Exposure Zone require special consideration to determine whether the project's activities would expose sensitive receptors to substantial air pollutant concentrations or add emissions to areas already adversely affected by poor air quality. The Ordinance requires that the project sponsor submit an Enhanced Ventilation Proposal for approval by the Department of Public Health (DPH) that achieves protection from $PM_{2.5}$ (fine particulate matter) equivalent to that associated with a Minimum Efficiency Reporting Value 13 filtration. DBI will not issue a building permit without written notification from the Director of Public Health that the applicant has an approved Enhanced Ventilation Proposal.

Thus, PEIR Mitigation Measure M-AQ-2 has been implemented by the City through establishment of an Air Pollutant Exposure Zone and enhanced ventilation requirements under Article 38. The project site is

located within the Air Pollutant Exposure Zone and the proposed project's residential uses would be subject to the enhanced ventilation requirements under *Health Code* Article 38. Compliance with *Health Code* Article 38 would satisfy PEIR Mitigation Measure M-AQ-2.

In compliance with Article 38, the project sponsor submitted an initial application to DPH on September 9, 2015.[55] The regulations and procedures set forth by Article 38 would ensure that exposure of sensitive receptors to air pollutant emissions would not be significant. These requirements supersede the provisions of PEIR Mitigation Measure M-AQ-2 (Implementation of Risk and Hazard Overlay Zone and Identification of Health Risk Reduction Policies, pp. 403–404). Therefore, PEIR Mitigation Measure M-AQ-2 is no longer applicable to the proposed project, and impacts related to siting new sensitive land uses would be less than significant through compliance with Article 38.

Construction

The PEIR determined that implementation of PEIR Mitigation Measure M-AQ-5 would not reduce significant health risk impacts from the construction of subsequent projects to below a significant level, and the impact would be significant and unavoidable. As discussed above, the project site is located within an identified Air Pollutant Exposure Zone; therefore the ambient health risk to sensitive receptors from air pollutants is considered substantial. The proposed project would require heavy-duty off-road diesel vehicles and equipment during most of the anticipated 55-month construction period. Thus, the proposed project's construction emissions would contribute to this significant impact and **Project Mitigation Measure #18**, implementing PEIR Mitigation Measure M-AQ-5, would be required to reduce construction vehicle emissions; however, the impact would remain significant and unavoidable.

Siting New Sources

In regards to siting new sources of air pollutant emissions, particularly the project's proposed three emergency back-up generators, PEIR Mitigation Measure M-AQ-3 was identified to reduce the health risk impact from new sources of diesel particulate matter. As noted above, subsequent to publication of the PEIR, the City partnered with BAAQMD to model all stationary and mobile emissions sources in San Francisco, resulting in identification of the Air Pollutant Exposure Zone. This modeling obviates the need for project-specific modeling previously required by PEIR Mitigation Measure M-AQ-3 and, in combination with **Project Mitigation Measure #19**, would implement PEIR Mitigation Measure M-AQ-3 to reduce potential effects of new sources of emissions (generators) to a less than significant level.

Conclusion

For the above reasons, **Project Mitigation Measure #17** and **Project Mitigation Measure #19**, implementing PEIR Mitigation Measures M-AQ-4a and M AQ-3, respectively, along with *Health Code* Article 38 and the Dust Control Ordinance, would be applicable to the proposed project and would reduce the project impacts to less-than-significant levels. While **Project Mitigation Measure #18**, implementing PEIR Mitigation Measure M-AQ-5, would apply to the proposed project, health risk impacts from construction vehicle emissions would remain significant and unavoidable. This impact was identified in the PEIR and the mitigated project would not result in any new or more severe impacts than what was previously disclosed. The mitigated project would not result in any significant air quality

[55] Mark Loper, Reuben, Junius & Rose, Application for Article 38 Compliance Assessment on behalf of Oceanwide Center LLC, September 9, 2015.

impacts that were not identified in the PEIR, nor would it result it in more severe impacts than identified in the PEIR.

Topics:	*Significant Impact Peculiar to Project or Project Site*	*Significant Impact not Identified in PEIR*	*Significant Impact due to Substantial New Information*	*No Significant Impact not Previously Identified in PEIR*
7. GREENHOUSE GAS EMISSIONS—Would the project:				
a) Generate greenhouse gas emissions, either directly or indirectly, that may have a significant impact on the environment?	☐	☐	☐	☒
b) Conflict with any applicable plan, policy, or regulation of an agency adopted for the purpose of reducing the emissions of greenhouse gases?	☐	☐	☐	☒

The PEIR concluded that adoption of the Transit Center District Plan would not directly result in greenhouse gas (GHG) emissions; however, implementation of development projects in the Plan area, including the proposed project, would result in GHG emissions. The Plan includes goals and policies that would apply to the proposed project, and these policies are generally consistent with the City's *Strategies to Address Greenhouse Gas Emissions*. The PEIR concluded that emissions resulting from development under the Plan, including the proposed project, would be less than significant and no mitigation measures were required.

The proposed project was determined to be consistent with San Francisco's GHG Reduction Strategy,[56] which comprises regulations that have proven effective in reducing San Francisco's overall GHG emissions; GHG emissions have measurably reduced when compared to 1990 emissions levels, demonstrating that the City has met and exceeded Executive Order S-3-05, AB 32, and the Bay Area 2010 Clean Air Plan GHG reduction goals for the year 2020.[57] Other existing regulations, such as those implemented through Assembly Bill (AB) 32, will continue to reduce a proposed project's contribution to climate change. Therefore, the proposed project's GHG emissions would not conflict with state, regional, and local GHG reduction plans and regulations, and thus the proposed project's contribution to GHG emissions would not be cumulatively considerable or generate GHG emissions, either directly or indirectly, that would have a significant impact on the environment.

As the proposed project is within the development projected under the Transit Center District Plan, there would be no additional or more severe impacts on greenhouse gas emissions beyond those analyzed in the PEIR.

[56] San Francisco Planning Department, Compliance Checklist Greenhouse Gas Analysis, 50 First Street (Oceanwide Center), Case No 2006.1523E, July 12, 2015.

[57] Executive Order S-3-05, Assembly Bill 32, and the Bay Area 2010 Clean Air Plan set a target of reducing GHG emissions to below 1990 levels by year 2020.

Topics:	Significant Impact Peculiar to Project or Project Site	Significant Impact not Identified in PEIR	Significant Impact due to Substantial New Information	No Significant Impact not Previously Identified in PEIR
8. WIND AND SHADOW—Would the project:				
a) Alter wind in a manner that substantially affects public areas?	☐	☐	☐	☒
b) Create new shadow in a manner that substantially affects outdoor recreation facilities or other public areas?	☐	☐	☐	☒

Wind

Planning Code Section 148, Reduction of Ground-Level Wind Currents in C-3 Districts, requires buildings to be shaped so as not to 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. [58] When a project would result in exceedances of a comfort criterion, an exception may be granted, pursuant to Section 309, if the building or addition cannot be designed to meet the criteria. Section 148 also establishes a hazard criterion, which is an equivalent wind speed of 26 mph as averaged for a single full hour of the year.[59] Under Section 148, new buildings and additions may not cause wind speeds that meet or exceed this hazard criterion and no exception may be granted for buildings that result in winds that exceed the hazard criterion.

For the purposes of CEQA review, a project would have a significant effect with respect to the pedestrian wind environment if it would alter wind in a manner that substantially affects public areas. In this context, the Planning Department has determined that an exceedance of the wind hazard criterion of Section 148 is the standard for determining whether pedestrian winds would "substantially affect public areas." The Section 148 comfort criteria are also discussed here, for information.

A wind tunnel test was conducted for the PEIR. The cumulative scenario for this Plan test included a model of the under-construction Salesforce Tower, massing models of other potential future development in the vicinity of the Transit Tower project site, and a simplified massing model of the then-proposed project at 50 First Street with a tower up to 850 feet tall on First Street and up to 550 feet tall on Mission Street. The towers on the project site were modeled as boxy, rectangular massings, extending up to the maximum height limit. The PEIR identified significant but mitigable impacts related to the substantial increases wind speeds in publicly accessible open spaces and one new exceedance of the Section 148 *Planning Code* wind hazard criterion, on the east side of First Street between Market and Mission Streets, across First Street from the project site (PEIR pp. 460–463). It identified **PEIR Mitigation Measure M-WI-2 (Tower Design to Minimize Pedestrian Wind Speeds)** to mitigate impacts to a less-than-significant

[58] The wind ordinance comfort criteria are defined in terms of *equivalent wind speed*, which is an average wind speed (mean velocity), adjusted to include the level of gustiness and turbulence. *Equivalent wind speed* is defined as the mean wind velocity, multiplied by the quantity (one plus three times the turbulence intensity) divided by 1.45. This calculation magnifies the reported wind speed when turbulence intensity is greater than 15 percent. Throughout this memorandum, unless otherwise stated, use of the term "wind speeds" in connection with the wind-tunnel tests refers to *equivalent wind speeds* that are exceeded 10 percent of the time.

[59] The wind hazard criterion is derived from the 26 mph hourly average wind speed that would generate a 3-second gust of wind at 20 meters per second, a commonly used guideline for wind safety. Because the original Federal Building wind data was collected at one-minute averages, the 26 mph hourly average is converted to a one-minute average of 36 mph, which is used to determine compliance with the 26 mph one-hour hazard criterion in the *Planning Code*. (Arens, E. *et al.*, "Developing the San Francisco Wind Ordinance and its Guidelines for Compliance," Building and Environment, Vol. 24, No. 4, p. 297-303, 1989.)

level. The PEIR also noted that, subsequent project-specific testing for a prior proposal on the project site identified lower wind speeds than did the cumulative scenario described above.

Project Mitigation Measure #20 would implement PEIR Mitigation Measure M-WI-2. Pursuant to **Project Mitigation Measure #20**, and based on the height and location of the proposed approximately 850-foot-tall First Street Tower and 605-foot-tall Mission Street Tower, a wind-tunnel test was prepared by a qualified wind consultant to evaluate pedestrian-level wind effects of the proposed project.[60]

The wind-tunnel test measured wind speeds for the existing, existing plus project, and cumulative scenario. As with the PEIR wind assessment , the cumulative scenario included a model for the Salesforce Tower and massing models of other potential future development in the vicinity of the Transit Tower project site. However, rather than the boxy, rectangular models used for buildings on the project site in the PEIR wind analysis, the project-specific wind-tunnel test included a project-specific model based on drawings for the proposed project's First Street Tower (910 feet tall to the top of the parapet) and Mission Street Tower (625 feet tall to the top of the parapet). Wind speed measurements were taken at 110 locations for the project and cumulative scenarios including 11 locations (locations 20 through 30) in the expanded Elim Alley and beneath the First Street Tower that were not measured in the existing scenario. **Figure 18** depicts these locations within and around the project site. The number of test points along Market Street, Mission Street, First Street, Jessie Street, Stevenson Street, Ecker Place, and Elim Ally used in the project-specific wind-tunnel test is much higher than the number of test points used in the PEIR Wind Assessment. Therefore, the project-specific analysis provides a more fine-grained analysis of the proposed project's potential wind impacts.

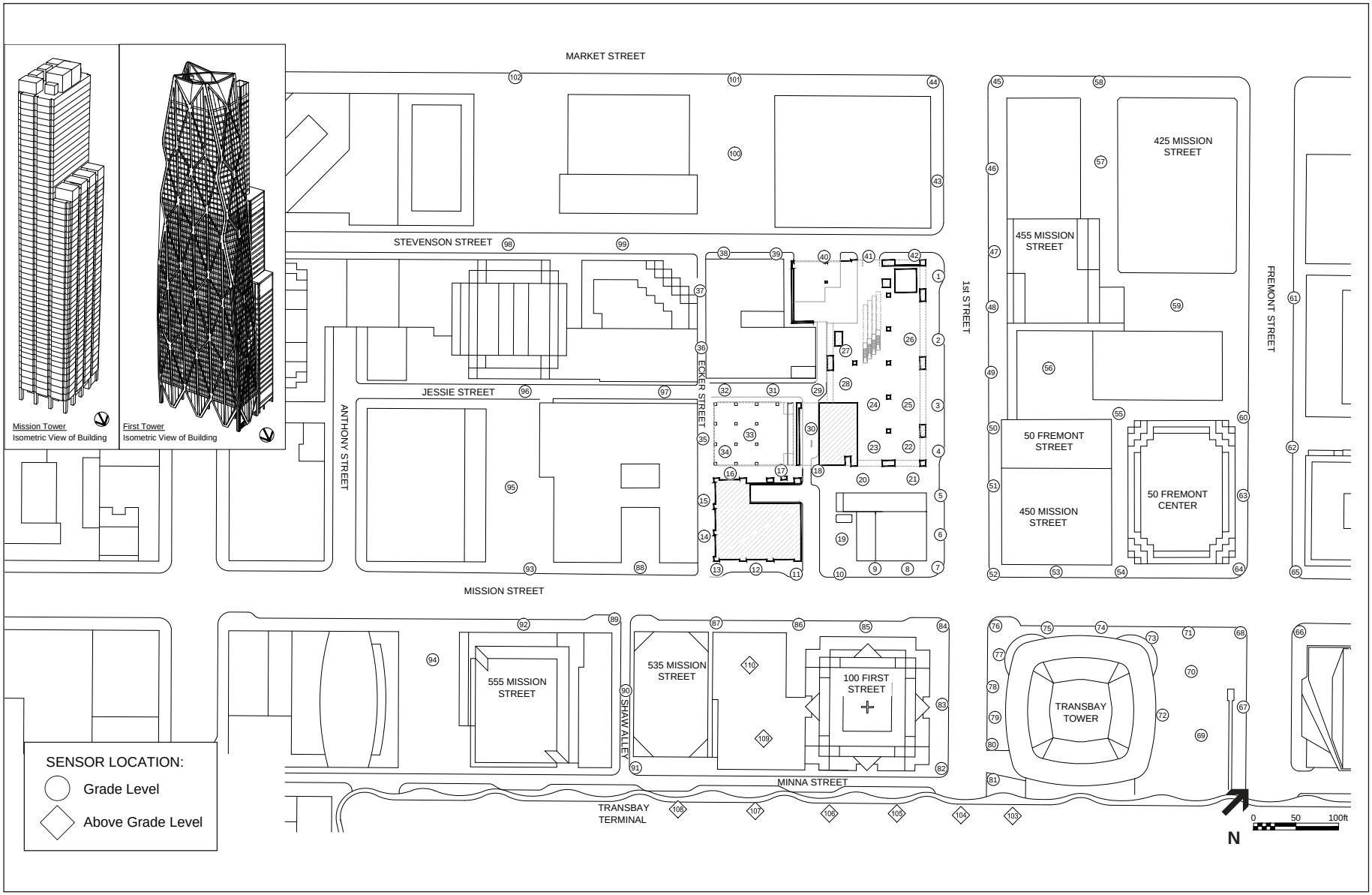
Hazard

The project-specific wind-tunnel test found that the existing wind conditions on the adjacent streets do not exceed the 26-mile-per-hour wind hazard criterion for a single full hour, or approximately 0.0114 percent of the time, as outlined in the *Planning Code* Section 148. The wind-tunnel test also found that the proposed project would not cause winds that would reach or exceed the 26-mile-per-hour wind hazard criterion at any test point on and around the proposed development and that wind speeds at building entrances and public sidewalks would be suitable for the intended pedestrian usage, under both existing plus project and project plus cumulative scenarios. Accordingly, the proposed project would neither result in a significant effect with respect to pedestrian winds nor contribute to the cumulative significant effect identified in the PEIR. No further mitigation and no additional design features would be needed to comply with PEIR Mitigation Measure M-WI-2, which has thus been completed and fully implemented.

Pedestrian Comfort

Effects related to pedestrian comfort are provided for informational purposes; there are no applicable thresholds of significance that have been adopted by the City with respect t to pedestrian comfort relative to wind. Regarding pedestrian comfort under existing conditions, winds at 25 of the 98 test locations exceeded the *Planning Code's* 11 mph pedestrian-comfort criterion, primarily along Market Street (locations 58 and 100 through 102), Stevenson Street (locations 38 through 42 and 98), First Street north of Jessie Street (locations 1 and 43 through 49), on the south side of Mission Street near 555 Mission Street (locations 89, 92, and 94), and in the planned Mission Square Park and the area around the Transit Tower (locations 68, 70, 73, and 79). The average wind speed at all pedestrian test points was 10 miles per hour.

[60] RWDI, *Oceanwide Center Final Report: Pedestrian Wind Study*, January 6, 2016; and RWDI, *Amended Oceanwide Center Pedestrian Wind Study*, January 6, 2016.



SOURCE: RWDI, 2015

Oceanwide Center (50 First Street)

Figure 18

Wind Test Point Locations

Under the existing plus project scenario, 22 out of 110 test locations exceeded the 11 mph criterion, primarily along Market Street, (locations 58 and 100 through 102), Stevenson Street (locations 38, 39, and 42), First Street north of Elim Alley (locations 44 through 50), on the south side of Mission Street (locations 87, 89, 92, 94, 109, and 110), one location at Mission Square (location 73), and one location in the urban room beneath the First Street Tower (location 28). The average wind speed at all pedestrian test points was 9 miles per hour, 1 mile per hour less than under existing conditions.

Under the project plus cumulative scenario, 18 out of 110 test locations exceeded the 11 mph criterion, primarily along Market Street, (locations 58 and 100 through 102), Stevenson Street (locations 38, 39, and 42), First Street north of Elim Alley (locations 44 through 49), on the south side of Mission Street (locations 87, 89, and 110), one location in City Park (location 106), and one location in the urban room beneath the First Street Tower (location 28). The average wind speed at all pedestrian test points was 9 miles per hour, the same as under existing plus project conditions.

Public Seating

Under existing conditions, wind speeds at all but four of 13 identified seating areas (primarily within Privately Owned, Publicly Accessible Open Space, or POPOS) exceed the 7 mph public seating area criterion (within POPOS at 560 Mission Street, 25 Jessie Street (two points), and the First Street side of 14 Fremont Street (Fremont Plaza); exceedances are found on Ecker Place south of Stevenson Street (location 37), and in POPOS at 425 Market Street (location 57), 525 Market Street (location 100), Golden Gate University (location 88), 555 Mission Street (location 94), 100 First Street (locations 109 and 110), and 14 Fremont Street (locations 55 and 59). The average wind speed at all seating area test points was 9 miles per hour.

Under the existing plus project scenario, of the 13 existing seating area points, the 7 mph seating criterion would be exceeded at all but four locations, as with the project, although two locations would be different (the four meeting the 7 mph criterion would be at 560 Mission Street, 25 Jessie Street (one of two points), 425 Market Street, and the First Street side of 14 Fremont Street (Fremont Plaza). The average wind speed at all seating area test points was 9 miles per hour, the same as under existing conditions.

Under the project plus cumulative scenario, there would be almost the same exceedances of the 7 mph criterion in the same locations as the existing plus project scenario, with 24 total exceedances. Location 26 (in the urban room), location 37 (on Ecker Place), and location 57 (at the 425 Market Street plaza) would no longer exceed the criterion, while location 108 (atop City Park) would newly exceed the criterion. The average wind speed at all seating area test points was 9 miles per hour, the same as under existing and with-project conditions.

Given that the proposed project would have a minimal effect (changes of no more than 2 mph at all but nine test locations, and no changes greater than 4 mph) on both pedestrian and seating area wind speeds, and would incrementally decrease pedestrian wind speeds, it can be concluded the proposed project would not adversely affect ground-level wind conditions in the project vicinity. In light of the foregoing, he proposed project would not result in a new significant impact not previously identified in the PEIR, nor a more severe impact than identified in the PEIR. No additional design measures are needed to comply with PEIR Mitigation Measure M-WI-2, and this measure has been completed and fully implemented.

Shadow

Planning Code Section 295 generally prohibits new structures above 40 feet in height that would cast additional shadows on open space that is under the jurisdiction of the San Francisco Recreation and Park

Commission between one hour after sunrise and one hour before sunset, at any time of the year, unless that shadow would not result in a significant adverse effect on the use of the open space. A project that adds new shadow to sidewalks or a public open space, or exceeds the Absolute Cumulative Limit[61] on a Section 295 park does not necessarily result in a significant impact under CEQA: the City's significance criteria used in CEQA review asks whether a project would "affect, in an adverse manner, the use of any park or open space under the jurisdiction of the Recreation and Park Department" or "substantially affect the usability of other existing publicly accessible open space or outdoor recreation facilities or other public areas."

The PEIR considered potential high-rise development on 13 specific sites in the Plan area, based on generalized massing models of buildings at the heights that would be allowed under the Plan, including development on the project site. Therefore the shadow effects of the proposed project were evaluated at a program level as part of the shadow effects of the entire Plan. The PEIR found that new shadow from development in the plan area would affect nine parks, eight of which have established Absolute Cumulative Limits for net new shadow under *Planning Code* Section 295. Considered together, development under the Plan would require that the Absolute Cumulative Limit be increased on eight downtown parks. No mitigation is available for shadow impacts on existing parks, because it not possible to lessen the intensity or otherwise reduce the shadow cast by a building at a given height and bulk. Therefore, the PEIR (p. 527) found the Plan would have a significant and unavoidable impact with respect to shadow.

As explained in the PEIR, of the nine Section 295 parks affected by development pursuant to the Plan, the proposed project would cast new shadow on Union Square, St. Mary's Square, Portsmouth Square, and Justin Herman Plaza. To evaluate the actual design of the proposed project, a project-specific shadow study for the proposed project was performed using a detailed 3-D model of the proposed project.[62] The results of this project specific shadow study, including a quantitative analysis of potential shadow impacts on Section 295 parks and qualitative analysis of project consistency with other Planning Code sections regulating new shadow [Sections 146(a), 146(c), 147, and 260(b)(1)(M)], and potential significant shadow impacts under CEQA were discussed in the project specific shadow technical memorandum and are summarized here.

The project as currently proposed and analyzed in the shadow technical memorandum differs from the basic massing model evaluated for the project site as part of the shadow analysis in the Transit Center District Plan EIR in that the Plan EIR did not consider rooftop extensions or projections beyond the basic height limits for either the First Street Tower or the Mission Street Tower (or any other buildings, other than the Transit [now Salesforce] Tower, which was analyzed at a project-specific level in the Plan EIR). Additionally, the proposed project's First Street tower would be tapered along the north and south sides of its First Street elevation and would extend across the current Jessie Street right-of-way, whereas the analysis for the Plan EIR assumed a simple rectilinear massing model that fit between Stevenson and Jessie Streets. Also, the currently proposed project includes the parcel at the southwest corner of First and

61 The Absolute Cumulative Limit represents the maximum percentage of new shadow, expressed as a percentage of theoretical annual available sunlight (TAAS). The theoretical annual available sunlight is the amount of sunlight, measured in square-foot-hours that would fall on a given park during the hours covered by Section 295. It is computed by multiplying the area of the park by 3,721.4, which is the number of hours in the year subject to Section 295. Thus, this quantity is not affected by shadow cast by existing buildings, but instead represents the amount of sunlight that would be available with no buildings in place. Theoretical annual available sunlight calculations for each downtown park were used by the Planning and Recreation and Park Commissions in establishing the allowable Absolute Cumulative Limit for downtown parks in 1989.

62 Environmental Science Associates, Oceanwide Center (50 First Street) -- Project-Specific CEQA and Sections 146, 147, and 295 Shadow Analysis, March 19, 2016.

Stevenson Streets, whereas this parcel was not assumed to be part of this site in the Plan EIR. The Mission Street tower as currently proposed would be more slender above 450 feet in height than the massing assumed in the Plan EIR; below this height, the Mission Street Tower would be generally comparable in massing to the Plan EIR's massing model.

Union Square

The proposed project would add new shadow to Union Square in the early morning (before 8:00 a.m.) for about 12 weeks, from mid-May through late July, for a maximum of up to about 40 minutes per day. Based on observation, Union Square is generally not heavily used between 7:00 a.m. and 8:00 a.m., when the proposed project would cast new shadow.[63] Pedestrians sporadically traverse the park as a shortcut through the block, but recreational users are minimal at this time. The heaviest observed use at this hour was by maintenance staff, who perform cleaning, painting, and repairs. The visitor information services, discount ticket box office, and café that are located at the eastern and western edges of the square are not yet open, although café workers were observed preparing the shop for the day. Chairs and tables for outdoor seating remained stacked and locked together by wire cable. The new project shadow that would fall on the park during the 7-o'clock hour, for 12 weeks per year, would fall in the southwestern corner of the park, in the location of the terraced lawn and the paved path connecting the interior of the park to the corner of Powell Street and Geary Street. The remainder of the park is already shaded at this hour (see **Figure 19**).

Net new shadow from the project would cover small areas of existing sunlight at the park's southwest entrance, including a staircase connecting the park to the northeast corner of Powell and Geary Streets, and would also newly shade a stepped, grassy area and two staircases linking Union Square to Geary Street, as well as a portion of the park's southern paved walkway. Project shadow would cover only a very narrow sliver of Union Square's central hardscaped esplanade. The net new shadow would fall on the same areas of Union Square that were identified in the Plan EIR to be newly shaded, at similar times of the day and year; new shadow would reach Union Square one week earlier in spring and one week later in summer. Given that the park is lightly used at this hour, primarily by persons traveling to and from work and by park employees, the incremental shadow cast by the proposed project for less than 45 minutes in this part of the morning would not be expected to substantially affect, in an adverse manner, the park's use and would not result in an adverse physical change as a result of the new shadow.

The quantitative analysis found that the proposed project would add approximately 0.035 percent new shadow, relative to theoretical annual available sunlight (TAAS)[64] (about 149,000 square foot hours of shadow).[65] The Absolute Cumulative Limit for Union Square is currently 0.18 percent of TAAS, and thus the project shadow would fit within this "shadow budget." The maximum extent of net new shadow cast by the proposed project would occur on June 21 (the summer solstice) at 7:15 a.m., when about 11,700 square feet of project shadow would fall on the southwestern corner of Union Square, covering about 10 percent of the park and increasing shadow coverage from 89 percent of the park to virtually 100 percent coverage of the park, with only a small sliver of sunlight remaining. The greatest amount of net

63 Carey, Jonathan, Environmental Science Associates, Union Square Site Visits, May 4, 2012; August 15, 2012; and July 21, 2015. On July 21, 2015, the sky was overcast, winds were calm, and the temperature was approximately 65 degrees Fahrenheit.

64 See footnote 61, p. 70.

65 For comparison, the massing model for this site that was assumed in the PEIR was estimated to add approximately 0.028 percent new shadow. However, it should be noted that, with the exception of the Transit (now Salesforce) Tower, no project-specific analyses were presented in the PEIR; rather, a single overall calculation of shadow effect was made based on similar massing models for several potential development sites.

SOURCE: FastCast, LLC, 2015

Oceanwide Center (50 First Street)

Figure 19

Union Square Shadow, June 21, 7:15 a.m.

new daily shadow from the proposed project would also occur on June 21, when the project would add approximately 2,945 square foot hours of new shadow.

The under-construction Salesforce Tower and the under-construction project at 181 Fremont Street will also shade Union Square. Other than the proposed project, remaining development sites identified in the PEIR as casting shadow on Union Square include a proposed tower adjacent to the Palace Hotel (with a height limit of 600 feet, although a proposal on file at the Planning Department seeks approval for an approximately 700-foot-tall building) and a potential 700-foot tower on the Golden Gate University site. If a tower were to proceed on the Palace Hotel site or a tower be proposed on the Golden Gate University site, such project(s) would be subject to project-specific shadow analysis.

St. Mary's Square

The proposed project would add new shadow to St. Mary's Square in the early morning (around 9:00 a.m.) for about two weeks in mid-March and two weeks in late September, for a maximum of up to about 20 minutes per day. Based on observation, St. Mary' Square is generally not heavily used at 9:00 a.m., when the proposed project would cast new shadow.[66] There are few, if any, children in the park at this hour; adults may be seen practicing tai chi in both the playground and along the walkways. Moreover, the net new shadow cast by the proposed project would cover such a small area (a maximum of about 235 square feet at any given time, and less at most times of project shadow) that it would be difficult for observers to notice, particularly because project shadow on St. Mary's Square would be cast in substantial part by elements of the propose project's rooftop architectural element of steel beams with glazing between them; thus, it would be only the metal beams that would have the potential to cast new shadow (see **Figure 20**). As a result, the incremental shadow cast by the proposed project would not be expected to substantially affect, in an adverse manner, the park's use and would not result in an adverse physical change as a result of the new shadow, nor would the project adversely affect the use of St. Mary's Square. Because an office building at 350 Bush Street, not included in the Plan EIR analysis, is currently under construction and when complete will add new shadow to St. Mary's Square at most of the same times that the 50 First Street project would otherwise newly shade this park, the areas of the park newly shaded by the project would be considerably smaller than analyzed in the Plan EIR. The duration of net new project shadow during the year would be considerably less, as well, with project shadow reaching the park for only four weeks, compared to eight weeks analyzed in the Plan EIR.

The quantitative analysis found that the proposed project would add less than 0.001 percent (less than one thousandth of one percent) new shadow, relative to TAAS (about 1,340 square foot hours of shadow).[67] St. Mary's Square has an Absolute Cumulative Limit of 0.042 percent of TAAS. Therefore, shadow from the proposed project would fall within the remaining available shadow budget. The maximum extent of net new shadow cast by the proposed project would occur on September 27 at 9:00 a.m., when about 235 square feet of project shadow would fall on a small area of the park's west central paved plaza. Project net new shadow would cover approximately one-half of one percent (0.5 percent) of St. Mary's Square at this time, increasing shadow coverage from approximately 90.5 percent of the park to 91 percent coverage of the park. The greatest amount of net new daily shadow

[66] Carey, Jonathan, Environmental Science Associates, St. Mary's Square Site Visit, July 21, 2015. The sky was overcast, winds were calm, and the temperature was approximately 65 degrees Fahrenheit.

[67] For comparison, the massing model for this site that was assumed in the PEIR was estimated to add approximately 0.088 percent new shadow.

SOURCE: FastCast, LLC, 2015

Oceanwide Center (50 First Street)

Figure 20

St. Mary's Square Shadow, September 27, 9:00 a.m.

from the proposed project would also occur on March 15 and September 27, when the project would add approximately 60 square foot hours of new shadow.

As part of the development of a new office building at 500 Pine Street (Case No. 2000.539K), now under construction, St. Mary's Square will be expanded by approximately 6,300 square feet, on the roof of this new building. No net new project shadow would fall on the expansion area.

The under-construction Salesforce Tower will also shade St. Mary's Square. Other than the proposed project, the only remaining development site, other than the proposed project site, that identified in the PEIR as casting shadow on St. Mary's Square was a potential 700-foot tower on the Golden Gate University site. If a tower were proposed on the Golden Gate University site, it would be subject to project-specific shadow analysis.

Portsmouth Square

The proposed project would add new shadow to Portsmouth Square in the early morning (between about 8:00 a.m. and 9:15 a.m.) for approximately 14 weeks per year, from approximately very late October through early February, from a maximum of just under one hour on any given day. Based on observation, Portsmouth Square is moderately used between in the 8 o'clock hour, when the proposed project would cast new shadow.[68] As with St. Mary's Square, adults practice tai chi and undertake other exercise on the upper terrace and in the playground on the upper terrace. Other adults may be found on benches or standing and conversing. There are few children present at this hour.

The new shadow cast by the proposed project would fall in the northwestern portion of the park, in the upper terrace seating area beneath the mature landscaping, west of the community room building. The remainder of the park is generally already shaded at this hour (see **Figure 21**). The net new shadow would fall on the same areas of Portsmouth Square that were identified in the Plan EIR to be newly shaded, at similar times of the day and year; new shadow would reach Union Square one week earlier in fall and one week later in winter. As noted, Portsmouth Square is primarily used for adult exercise at the time that the proposed project would cast new shadow. Usage of the park is dispersed evenly throughout the park, with users spreading themselves out to take advantage of open and available areas for gathering or exercise, regardless of the presence of sun or shade or the intended use of the space.[69] The additional shade may be noticeable to these park users, but it would primarily fall in the seating area in the park's upper terrace, which was not observed to be an area of use in the morning hours. Therefore, the incremental shadow cast by the proposed project would not be expected to substantially affect, in an adverse manner, the park's use and would not result in an adverse physical change as a result of the new shadow, nor would the project adversely affect the use of the park.

The quantitative analysis found that the proposed project would result in 0.214 percent (two hundred fourteen thousandths of one percent) new shadow, relative to TAAS (about 457,500 square foot hours of shadow).[70] Portsmouth Square currently has an Absolute Cumulative Limit of 0.277 percent of TAAS. Therefore, the shadow from the proposed project would fall within the remaining available shadow budget. The maximum extent of net new shadow cast by the proposed project would occur on January 18 and November 22 at 8:30 a.m., when about 21,525 square feet of project shadow would extend over

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68 Carey, Jonathan, Environmental Science Associates, Portsmouth Square Site Visit, July 21, 2015. The sky was overcast, winds were calm, and the temperature was approximately 65 degrees Fahrenheit.

69 San Francisco Planning Commission Motion 18724, Case No. 2008.0789K: Section 295, October 18, 2012.

70 For comparison, the massing model for this site that was assumed in the PEIR was estimated to add approximately 0.272 percent new shadow.

SOURCE: FastCast, LLC, 2015

Oceanwide Center (50 First Street)

Figure 21

Portsmouth Square Shadow, December 6, 8:30 a.m.

approximately 38.5 percent of the park, increasing shadow coverage at that time from approximately 49.5 percent of the park to about 88 percent coverage of the park. The greatest amount of net new daily shadow from the proposed project would also occur on January 18 and November 22, when the project would add approximately 5,380 square foot hours of new shadow.

The under-construction Salesforce Tower will also shade Portsmouth Square. The proposed project is the last remaining development site that the PEIR identified as casting new shadow on Portsmouth Square; the only other was the now under-construction Salesforce Tower.

Justin Herman Plaza

The proposed project would cast new shadow on Justin Herman Plaza in mid-afternoon (between about 1:45 p.m. and 3:30 p.m.) for approximately 14 weeks per year, from approximately mid-October through late February, from a maximum of just under one hour on any given day. The net new shadow would fall on the same areas of Justin Herman that were identified in the Plan EIR to be newly shaded, at similar times of the day, although the duration during the year would be extended by about three weeks each in fall and winter. Based on observation, both primarily shaded and heavily used when the proposed project would cast new shadow in the late fall and early winter.[71] Pedestrians traverse the portion of the park that would be shaded, using it as a pathway between the Ferry Building and Market Street. The San Francisco Art Market occupies much of this space. However, this area—like the remainder of Justin Herman Plaza--is already shaded during most of the afternoon hours at this time of year, and the area is heavily used, regardless of the presence of sun or shade (see **Figure 22**).[72] Therefore, the incremental shadow cast by the proposed project for approximately 25 to 55 minutes in this part of the afternoon would not be expected to substantially affect, in an adverse manner, the park's use and would not result in an adverse physical change as a result of the new shadow, nor would the project substantially affect the use of Justin Herman Plaza.

The quantitative analysis found that the proposed project's 0.044 percent (forty-four thousandths of one percent) new shadow, relative to TAAS (about 299,800 square foot hours of shadow).[73] Justin Herman Plaza currently has an Absolute Cumulative Limit of 0.044 percent of TAAS. Therefore, the shadow from the proposed project would fall within the remaining available budget. The maximum extent of net new shadow cast by the proposed project would occur on January 11 and November 29 at 2:15 p.m., when about 14,980 square feet of project shadow would extend over approximately 8 percent of the park, increasing shadow coverage at that time from approximately 89 percent of the park to about 97 percent coverage of the park. The greatest amount of net new daily shadow from the proposed project would also occur on January 11 and November 29, when the project would add approximately 3,745 square foot hours of new shadow. The greatest amount of net new daily shadow from the proposed project would also occur on January 11 and November 29, when the project would add approximately 3,745 square foot hours of new shadow.

Other Public and Publicly Accessible Open Spaces

Regarding other open spaces under public jurisdiction, the proposed project would shade City Park atop the under-construction Transit Center and Mechanics Plaza at Bush, Battery and Market Streets, and

71 Ibid.
72 San Francisco Planning Commission Motion 18724, Case No. 2008.0789K: Section 295, October 18, 2012.
73 For comparison, the massing model for this site that was assumed in the PEIR was estimated to add approximately 0.045 percent new shadow.

SOURCE: FastCast, LLC, 2015

Oceanwide Center (50 First Street)

Figure 22

Justin Herman Plaza Shadow, November 29, 2:15 p.m.

Rincon Park, along the Embarcadero. City Park would be shaded by the proposed project during the evening commute hours, when it may not be as heavily used as during daytime (lunchtime) hours. The park will be surrounded by high-rise development and is therefore being designed with the expectation that existing and new towers will cast shadows onto the park during the day. When considered in the context of the surrounding development, the proposed project's new shadow would not result in an adverse physical change to City Park. The proposed project would shade portions of Mechanics Plaza in the midday hours, from late summer through early spring, when the sun would shine from the south. Although this plaza is used as a lunchtime spot by downtown workers and also used during sunny afternoons, because the plaza is located among the high-rises in the Financial District, it is substantially shaded most of the year, and it is already more than half shaded during the hours in which the proposed project would add net new shadow. The plaza would remain primarily unshaded during the late afternoon hours when the sun shines from the west along Bush Street, as well as around the summer solstice, when the project would not add new shadow. As such, the proposed project would not adversely affect use of the plaza in a substantial manner. The proposed project would add small increments of new shadow to Rincon Park in very late afternoon around the spring and fall equinoxes, for a few minutes per day, at times when there are narrow gaps in shadow cast by existing buildings.

The proposed project would shade certain privately owned, publicly accessible open spaces (POPOS), including the planned Mission Square (adjacent to the proposed Transit Tower) during late spring and early summer months, in the late afternoon, and existing POPOS at One Bush Street in the late morning between mid-winter and mid-fall; 525 Market Street in late spring and early summer months in the early, mid-, and late-morning; 425 Market Street, during the 2:00 p.m. hour in from about September to April; 50 Fremont Street during the early afternoon hours from late winter through early autumn (resulting in this POPOS being shaded year-round during the early afternoon); 45 Fremont Street during the late afternoon hours; 50 Beale Street in mid-afternoon in the late winter / early spring months, and then again in the late summer / early fall months; and 100 First Street in the early evening (after about 6:00 p.m.) around the summer solstice. These nearby POPOS are developed in conjunction with, and adjacent to, high-rise development, providing open spaces focused to serve the occupants of, and visitors to, those developments. As such, these downtown POPOS are expected to have shadow and sunlight conditions that are generally similar to nearby pedestrian areas, in that they are shadowed daily by related or other nearby high-rise buildings.

The proposed project would add shadow to certain sidewalks within the project site vicinity, including locations along Geary Street near Union Square in late spring and early summer months in the early morning hours; Sutter Street between Kearny and Sansome Streets in the late spring and early summer months in the mid-morning hours;, Sansome Street near Sutter Street during the late winter/early spring and late summer/early fall months during the mid-morning hours; Battery Street between California and Clay Streets in mid-morning around the winter solstice; Washington Street adjacent to and north of Portsmouth Square in the early morning round the winter solstice; Market Street from Sansome Street to Front Street during the midday hours year round; First Street during the afternoon hours year round; Fremont Street during the afternoon hours year round; Mission Street from First Street to during the mid- and late-afternoon hours in the late spring and early summer months; Beale Street near Folsom Street in the late afternoon around the summer solstice; and a small area along the Embarcadero near Bryant Street in the very late afternoon at the same time of year.

The project shadow on these public spaces would be limited in either area or duration, and would not substantially affect their use, particularly given that these spaces are in an area of high-rise buildings.

Conclusion

Based upon the amount and/or duration of new shadow and the importance of sunlight to each of the open spaces analyzed, the proposed project would not substantially affect, in an adverse manner, the use of these open spaces. For these reasons, the proposed project would not result in new or more severe shadow impacts than those identified in the PEIR. The proposed project's new shadow on Union Square, St. Mary's Square, Portsmouth Square, and Justin Herman Plaza would contribute considerably to the PEIR significant and unavoidable impact related to the need to increase the Absolute Cumulative Limit of downtown parks, which was identified in the PEIR. This conclusion is consistent with the findings of the PEIR, and the 50 First Street project would not result in shadow impacts beyond those analyzed in the PEIR, nor would it result it in substantially more severe impacts than identified in the PEIR.

Topics:		*Significant Impact Peculiar to Project or Project Site*	*Significant Impact not Identified in PEIR*	*Significant Impact due to Substantial New Information*	*No Significant Impact not Previously Identified in PEIR*
9.	**RECREATION—Would the project:**				
a)	Increase the use of existing neighborhood and regional parks or other recreational facilities such that substantial physical deterioration of the facilities would occur or be accelerated?	☐	☐	☐	☒
b)	Include recreational facilities or require the construction or expansion of recreational facilities that might have an adverse physical effect on the environment?	☐	☐	☐	☒
c)	Physically degrade existing recreational resources?	☐	☐	☐	☒

The PEIR found that implementation of the Transit Center District Plan would result in an increase in the use of existing neighborhood parks and recreational facilities, but not to a degree that would lead to or accelerate their physical deterioration or require the construction of new facilities. Although the Plan would increase the population of the area, the PEIR acknowledged that the Plan would primarily increase the population of office workers, who would not be anticipated to use the parks and open spaces to an extent that would cause substantial deterioration of existing facilities. The PEIR concluded that the new five-acre park above the Transit Center, and the public and private open space that would accompany new development within the Plan area, and would help to alleviate the demand that would be generated by the increase in population. In addition, the PEIR determined that City planning efforts would ensure new open spaces are provided in areas with high demand. Therefore, implementation of the Plan would have a less-than-significant impact on recreation and public space (PEIR pp. 531–533) and no mitigation measures were required.

The Transit Center District Plan area, including the project site, is served primarily by Privately-Owned Public Open Spaces (POPOS) associated with nearby developments. Market Street Plaza is located on the block adjacent to the project site, One Bush Plaza one block to the northwest across Market Street, and the Market Center (555-575 Market Street) greenspace is located one block to the west of the project site. The 560 Mission Street Plaza is also located on the block adjacent to the project site to the southwest. Mechanics Monument Plaza and Beale Street Plaza are located one block to the north, and two blocks to

the northeast, respectively. The five-acre "City Park" atop the new Transit Center would be one block from the proposed project.

For the First Street Tower, the proposed project would provide an approximately 19,400-square-foot, 68-foot-high publicly accessible "urban room" on the ground floor, as well as a 925-square-foot public open space on Level 3. A total of approximately 5,280 square feet of common private open space for residential use would be provided in the ground floor, as well as on Levels 41, 44, and 45, and two residential units would have private balconies.

For the Mission Street Tower, Elim Alley would be would be integrated within the proposed project, widened in two segments respectively to approximately 12 and 25 feet wide, and provide a pedestrian passage between Ecker and First Streets, amounting to approximately 4,980 square feet of publicly accessible open space. Upper floors would contain a total of approximately 7,295 square feet of common open space for residential use. One unit would have a private balcony. The proposed project would meet its office open space requirements under the Transit Center District Plan, its residential open space requirements in *Planning Code* Section 135, and non-residential open space requirements in *Planning Code* Section 138.

Although new residents and workers at the project site would increase the use of nearby public and private open spaces, the provision of new open space resources and access to the planned City Park would satisfy the increased demand such that existing resources would not experience overuse or accelerated physical deterioration. The proposed project would contribute to the construction and maintenance of nearby public open spaces by paying the Downtown Park Fee, the Transit Center Open Space Fee, and participating in the Transit Center Community Facilities District. As such, the proposed project would not result in a new or more severe impact on recreational resources and no mitigation measures are required.

Topics:	*Significant Impact Peculiar to Project or Project Site*	*Significant Impact not Identified in PEIR*	*Significant Impact due to Substantial New Information*	*No Significant Impact not Previously Identified in PEIR*
10. UTILITIES AND SERVICE SYSTEMS—Would the project:				
a) Exceed wastewater treatment requirements of the applicable Regional Water Quality Control Board?	☐	☐	☐	☒
b) Require or result in the construction of new water or wastewater treatment facilities or expansion of existing facilities, the construction of which could cause significant environmental effects?	☐	☐	☐	☒
c) Require or result in the construction of new storm water drainage facilities or expansion of existing facilities, the construction of which could cause significant environmental effects?	☐	☐	☐	☒
d) Have sufficient water supply available to serve the project from existing entitlements and resources, or require new or expanded water supply resources or entitlements?	☐	☐	☐	☒

Topics:	Significant Impact Peculiar to Project or Project Site	Significant Impact not Identified in PEIR	Significant Impact due to Substantial New Information	No Significant Impact not Previously Identified in PEIR
e) Result in a determination by the wastewater treatment provider that would serve the project that it has inadequate capacity to serve the project's projected demand in addition to the provider's existing commitments?	☐	☐	☐	☒
f) Be served by a landfill with sufficient permitted capacity to accommodate the project's solid waste disposal needs?	☐	☐	☐	☒
g) Comply with federal, state, and local statutes and regulations related to solid waste?	☐	☐	☐	☒

The PEIR found that implementation of the Plan would result in less-than-significant impacts to utilities and service systems, and no mitigation measures were identified (PEIR pp. 537–541).

Since certification of the PEIR, the San Francisco Public Utilities Commission (SFPUC) adopted the 2010 Urban Water Management Plan (UWMP) in June 2011. The UWMP update includes City-wide demand projections to the year 2035, compares available water supplies to meet demand and presents water demand management measures to reduce long-term water demand. Additionally, the UWMP update includes a discussion of the conservation requirement set forth in Senate Bill 7 passed in November 2009 mandating a statewide 20 percent reduction in per capita water use by 2020. The UWMP includes a quantification of the SFPUC's water use reduction targets and plan for meeting these objectives. The UWMP projects sufficient water supply in normal years and a supply shortfall during prolonged droughts. Plans are in place to institute varying degrees of water conservation and rationing as needed in response to severe droughts.

In addition, the SFPUC is in the process of implementing the Sewer System Improvement Program, which is a 20-year, multi-billion dollar citywide upgrade to the City's sewer and stormwater infrastructure to ensure a reliable and seismically safe system. The program includes planned improvements that will serve development in the Transit Center District Plan area including at the Southeast Treatment Plant, which is located in the Bayview District and treats the majority of flows in the Plan area, as well as the North Point plant which is located on the northeast waterfront and provides additional wet-weather treatment capacity.

The San Francisco Public Utilities Commission (SFPUC) has concluded that under its Water Shortage Allocation Plan with additional local Water System Improvement Program supplies, sufficient water would be available to meet the existing and planned future water retail demand within San Francisco, inclusive of the growth in the Transit Center District Plan area. Similarly, the PEIR found that sufficient dry weather capacity exists at the Southwest Water Pollution Control plant, and that development under the Plan would only result in new wet weather flow from sanitary sewage generation. The PEIR concluded that development under the Plan, which included the proposed project, would not exceed wastewater treatment requirements of the Regional Water Quality Control Board and would not require the construction of new water or wastewater treatment facilities (PEIR pp. 538–539). Finally, regarding solid waste, the PEIR found that impacts would be less than significant because solid waste generated by development pursuant to the Plan would be accommodated within existing projections (PEIR pp. 540–541).

The proposed project would have sufficient water supply available from existing entitlements.[74] The residents and businesses of the proposed project would not generate solid waste in amounts that would exceed permitted landfill capacity, and the proposed project would comply with solid waste regulations. The proposed project would adhere to plumbing, water conservation, and waste diversion requirements of the City of San Francisco. The proposed project would represent a small fraction of the overall demand for utilities and service systems analyzed in the PEIR and, consistent with the findings in the PEIR, utilities and service systems would not be adversely affected by the proposed project, individually or cumulatively. Therefore, the proposed project would not result in a new or more severe significant impact than was analyzed in the PEIR.

Topics:	*Significant Impact Peculiar to Project or Project Site*	*Significant Impact not Identified in PEIR*	*Significant Impact due to Substantial New Information*	*No Significant Impact not Previously Identified in PEIR*
11. PUBLIC SERVICES—Would the project:				
a) Result in substantial adverse physical impacts associated with the provision of, or the need for, new or physically altered governmental facilities, the construction of which could cause significant environmental impacts, in order to maintain acceptable service ratios, response times, or other performance objectives for any public services such as fire protection, police protection, schools, parks, or other services?	☐	☐	☐	☒

The PEIR found that implementation of the Plan would result in less-than-significant impacts to police, fire, and park services (PEIR pp. 545–550). The increased residential and worker population in the area would result in increased demand for police and fire protection services, as well as park use, but this demand could be accommodated within existing infrastructure and planned improvements in the Transit Center District Plan area, such as new parks and open spaces, or through re-deployment of resources from other areas of the city, if needed. The proposed project would account for a small fraction of the increased demand analyzed in the PEIR and the proposed project falls within the development density assumptions for the site that are in the PEIR. Therefore, the proposed project would not result in a substantial increase in the demand for police or fire protection services. As described in Section 10, above, the proposed project would not result in new or more severe impacts to parks or recreational facilities.

With the construction of 265 housing units, and assuming a 0.05 student yield rate for market-rate units, the proposed project would generate about 13 elementary or high school students. These additional students would not exceed the capacity of schools such that new facilities would be required and thus the proposed project would not result in new or more severe impacts on school facilities than what was already analyzed and disclosed in the PEIR. In addition, and as discussed in the PEIR, the Leroy F. Greene School Facilities Act of 1998, or Senate Bill 50 (SB 50), restricts the ability of local agencies such as the City and County of San Francisco to deny land use approvals on the basis that public school facilities are inadequate. SB 50 establishes the base amount of allowable developer fees per square foot of commercial and residential construction. These fees are intended to address local school facility needs

[74] San Francisco Public Utilities Commission, Resolution No. 16-0044, Approved March 8, 2016; and Oceanwide Center (*50 First Street) CPE: Water Supply Assessment Request*, February 20, 2016.

resulting from new development. The proposed project would contribute the necessary fees to ensure that local schools can support the proposed project's incremental increase in demand.

Overall, and consistent with the findings in the PEIR, public services would not be adversely affected by the proposed project, individually or cumulatively, and the proposed project would not result in a new or more severe significant impact than was identified in the PEIR.

Topics:	*Significant Impact Peculiar to Project or Project Site*	*Significant Impact not Identified in PEIR*	*Significant Impact due to Substantial New Information*	*No Significant Impact not Previously Identified in PEIR*
12. BIOLOGICAL RESOURCES—Would the project:				
a) Have a substantial adverse effect, either directly or through habitat modifications, on any species identified as a candidate, sensitive, or special-status species in local or regional plans, policies, or regulations, or by the California Department of Fish and Game or U.S. Fish and Wildlife Service?	☐	☐	☐	☒
b) Have a substantial adverse effect on any riparian habitat or other sensitive natural community identified in local or regional plans, policies, regulations or by the California Department of Fish and Game or U.S. Fish and Wildlife Service?	☐	☐	☐	☒
c) Have a substantial adverse effect on federally protected wetlands as defined by Section 404 of the Clean Water Act (including, but not limited to, marsh, vernal pool, coastal, etc.) through direct removal, filling, hydrological interruption, or other means?	☐	☐	☐	☒
d) Interfere substantially with the movement of any native resident or migratory fish or wildlife species or with established native resident or migratory wildlife corridors, or impede the use of native wildlife nursery sites?	☐	☐	☐	☒
e) Conflict with any local policies or ordinances protecting biological resources, such as a tree preservation policy or ordinance?	☐	☐	☐	☒
f) Conflict with the provisions of an adopted Habitat Conservation Plan, Natural Community Conservation Plan, or other approved local, regional, or state habitat conservation plan?	☐	☐	☐	☒

The PEIR is in a developed urban area with no natural vegetation communities remaining; therefore, development under the Plan would not affect any special-status plants. There are no riparian corridors, estuaries, marshes, or wetlands in the Plan area that could be affected by the development anticipated under the Plan. In addition, development envisioned under the Transit Center District Plan would not substantially interfere with the movement of any resident or migratory wildlife species. However, the PEIR determined that construction in the Plan area could have a significant effect on special-status birds and bats.

The PEIR concluded that implementation of the Plan would not result in significant impacts on biological resources with implementation of **PEIR Mitigation Measures M-BI-1a** and **M-BI-1b** requiring pre-

construction surveys for nesting birds and bats. **PEIR Improvement Measure I-BI-2** (Project Improvement Measure #11) was identified to reduce potential effects on birds from night lighting at the site.

The project site is located within the Transit Center District Plan Area and development could disturb nesting birds, including special-status birds and those protected by the federal Migratory Bird Treaty Act and the *California Fish and Game Code*. Implementation of PEIR Mitigation Measure M-BI-1a would be applicable. In addition, the proposed project would involve demolition of existing vacant buildings that could affect special-status bat species, and therefore Mitigation Measure M-BI-1b would be applicable. As such, **Project Mitigation Measure #21** and **Project Mitigation Measure #22** would implement PEIR Mitigation Measures M-BI-1a and M-BI-1b, respectively, and would reduce these impacts to less than significant by requiring that pre-construction surveys are conducted to identify nesting birds and bats and protection measures are applied to limit effects to biological resources onsite. The mitigated project would not result in any new or more severe significant impacts to biological resources not identified in the PEIR.

Topics:	*Significant Impact Peculiar to Project or Project Site*	*Significant Impact not Identified in PEIR*	*Significant Impact due to Substantial New Information*	*No Significant Impact not Previously Identified in PEIR*
13. GEOLOGY AND SOILS—Would the project:				
a) Expose people or structures to potential substantial adverse effects, including the risk of loss, injury, or death involving:	☐	☐	☐	☒
i) Rupture of a known earthquake fault, as delineated on the most recent Alquist-Priolo Earthquake Fault Zoning Map issued by the State Geologist for the area or based on other substantial evidence of a known fault? (Refer to Division of Mines and Geology Special Publication 42.)	☐	☐	☐	☒
ii) Strong seismic ground shaking?	☐	☐	☐	☒
iii) Seismic-related ground failure, including liquefaction?	☐	☐	☐	
iv) Landslides?	☐	☐	☐	☒
b) Result in substantial soil erosion or the loss of topsoil?	☐	☐	☐	☒
c) Be located on geologic unit or soil that is unstable, or that would become unstable as a result of the project, and potentially result in on- or off-site landslide, lateral spreading, subsidence, liquefaction, or collapse?	☐	☐	☐	☒
d) Be located on expansive soil, as defined in the *California Building Code*, creating substantial risks to life or property?	☐	☐	☐	☒
e) Have soils incapable of adequately supporting the use of septic tanks or alternative wastewater disposal systems where sewers are not available for the disposal of wastewater?	☐	☐	☐	☒
f) Change substantially the topography or any unique geologic or physical features of the site?	☐	☐	☐	☒

The PEIR found that all impacts related to Geology and Soils would be less than significant, including impacts related to earthquake fault, seismic groundshaking, seismically induced ground failure, or landslides (PEIR pp. 588–595). Much of the Transit Center District Plan area is located within a potential liquefaction hazard zone identified by the California Geological Survey (CGS). Compliance with applicable codes and recommendations made in project-specific geotechnical analyses would not eliminate earthquake risks, but would reduce them to an acceptable level, given the seismically active characteristics of the Bay Area. Thus, the PEIR concluded that implementation of the Plan would not result in significant impacts with regard to geology, and no mitigation measures were identified in the PEIR.

A geotechnical investigation was prepared for the proposed project.[75] The investigation found that the project site is underlain by 10 to 19 feet of fill material comprising sand, silt, and clay, from 3 to 12 feet below grade. Below that fill is an 8- to 25-foot-thick layer of Dune sand with varying amounts of silt, from 19 to 31 feet below grade. Below the Dune sand is a 10- to 38-foot-thick marine deposit to depths ranging from 27 to 64 feet below grade. Below the marine deposit is the dense Colma formation and then Old Bay Clay. Bedrock is located between 260 and 273 feet below grade. The study concluded that the proposed buildings are feasible and should be supported on deep foundations that gain their capacity in friction in the soil and bedrock below the basements. Large-diameter, drilled cast-in-place piers (also known as drilled shafts), or rectangular-section load bearing elements (also known as barrettes[76]) should extend into bedrock. In addition, the excavation for the proposed project should be shored. The study deemed that a cutoff wall, consisting of deep soil-cement mixed columns or panels or a concrete diaphragm wall, as the most suitable method of excavation support.

The proposed project is required to conform to the *San Francisco Building Code*, which ensures the safety of all new construction in the City. The Department of Building Inspection (DBI) will review the project-specific geotechnical report during its review of the building permit for the proposed project. In addition, DBI may require additional site specific soils report(s) through the building permit application process, as needed. The DBI requirement for a geotechnical report and review of the building permit application pursuant to DBI's implementation of the *Building Code* would ensure that the proposed project would have no significant impacts related to soils, seismic or other geological hazards.

In light of the above, the proposed project would not result in a significant effect related to seismic and geologic hazards. Therefore, the proposed project would not result in any new or more severe significant impacts related to geology and soils that were not identified in the PEIR, and no mitigation measures are necessary.

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75 Langan Treadwell Rollo, *Geotechnical Investigation for 1st and Mission Streets Development, San Francisco, California*, July 1, 2015.
76 See footnote 50, p. 41.

Topics:	*Significant Impact Peculiar to Project or Project Site*	*Significant Impact not Identified in PEIR*	*Significant Impact due to Substantial New Information*	*No Significant Impact not Previously Identified in PEIR*
14. HYDROLOGY AND WATER QUALITY—Would the project:				
a) Violate any water quality standards or waste discharge requirements?	☐	☐	☐	☒
b) Substantially deplete groundwater supplies or interfere substantially with groundwater recharge such that there would be a net deficit in aquifer volume or a lowering of the local groundwater table level (e.g., the production rate of pre-existing nearby wells would drop to a level which would not support existing land uses or planned uses for which permits have been granted)?	☐	☐	☐	☒
c) Substantially alter the existing drainage pattern of the site or area, including through the alteration of the course of a stream or river, in a manner that would result in substantial erosion or siltation on- or off-site?	☐	☐	☐	☒
d) Substantially alter the existing drainage pattern of the site or area, including through the alteration of the course of a stream or river, or substantially increase the rate or amount of surface runoff in a manner that would result in flooding on- or off-site?	☐	☐	☐	☒
e) Create or contribute runoff water which would exceed the capacity of existing or planned stormwater drainage systems or provide substantial additional sources of polluted runoff?	☐	☐	☐	☒
f) Otherwise substantially degrade water quality?	☐	☐	☐	☒
g) Place housing within a 100-year flood hazard area as mapped on a federal Flood Hazard Boundary or Flood Insurance Rate Map or other authoritative flood hazard delineation map?	☐	☐	☐	☒
h) Place within a 100-year flood hazard area structures that would impede or redirect flood flows?	☐	☐	☐	☒
i) Expose people or structures to a significant risk of loss, injury or death involving flooding, including flooding as a result of the failure of a levee or dam?	☐	☐	☐	☒
j) Expose people or structures to a significant risk of loss, injury or death involving inundation by seiche, tsunami, or mudflow?	☐	☐	☐	☒

The PEIR determined that implementation of the Plan could affect water quality due to grading and earthmoving operations, the use of fuels and other chemicals, and groundwater dewatering activities during construction and demolition of various projects. In addition, operation of projects in the Plan area would result in changes to sanitary sewer flows and stormwater runoff patterns that could have an impact on water quality. The PEIR determined that compliance with all applicable regulations, including the federal Clean Water Act, the National Pollutant Discharge Elimination System (NPDES), Article 4.1 of the San Francisco Public Works Code, the San Francisco Green Building Ordinance, and San Francisco's Stormwater Design Guidelines would ensure impacts to water quality are less than significant (PEIR pp. 611-617). The PEIR determined that impacts due to the depletion of groundwater would be less than

significant, as projects in the Plan area would rely on surface water and recycled water to meet their demand, and while groundwater dewatering would occur, groundwater from the Downtown San Francisco Groundwater Basin is not used for drinking water. In addition, because the Plan area is almost entirely paved, implementation of the Plan would not alter groundwater infiltration rates (PEIR p. 618). Impacts from erosion and flooding, as well as impacts to the existing stormwater drainage system, were considered less than significant, as projects in the Plan area would comply with San Francisco's Stormwater Design Guidelines, which would minimize stormwater runoff (PEIR pp. 618-619). The PEIR determined that projects in the Plan area would not expose people, housing or structures to a substantial risk of flooding or death involving inundation by seiche, tsunami, or mudflow (PEIR pp. 619-620). No cumulative hydrology or water quality impacts were identified for the Transit Center District Plan, and no mitigation measures were required.

Construction

The proposed project would involve excavation to a maximum 75 feet below grade for construction of the building foundation and below-ground parking garage; excavation to this depth could require dewatering, given that groundwater is estimated to exist from 15 to 20 feet below grade.[77] Construction stormwater discharges to the City's combined sewer system would be subject to the requirements of Article 4.1 of the *San Francisco Public Works Code* (supplemented by Department of Public Works Order No. 158170), which incorporates and implements the City's NPDES permit, and the federal Combined Sewer Overflow Control Policy. Stormwater drainage during construction would flow to the City's combined sewer system, where it would receive treatment at the Southeast plant or other wet weather facilities and would be discharged through an existing outfall or overflow structure in compliance with the existing NPDES permit. Therefore, compliance with applicable permits would reduce water quality impacts, and the proposed project would not result in new or more severe impacts related to violation of water quality standards or degradation of water quality due to discharge of construction related stormwater runoff.

Operation

Regarding groundwater supplies, the proposed project would use potable water from the San Francisco Public Utilities Commission (SFPUC) as well as non-potable water from two on-site sources: greywater from the building recycled on-site and rainwater collected in an on-site catchment system. Groundwater from the Downtown San Francisco Groundwater Basin is not used as drinking water, and the proposed project would not result in additional impervious surfaces to the extent that it would affect groundwater recharge because the site is fully occupied by existing buildings. The proposed project would not affect the course of a stream or river. Given the project site already comprises impervious surfaces, the proposed project would not result in an increase in impervious surfaces, and it would not contribute runoff that would exceed the capacity of existing or planned stormwater drainage systems. Currently, stormwater in excess of the five-year storm capacity flows down Jessie Street and drains into the sewer system on First Street. With the vacation of Jessie Street, this stormwater flow would be redirected to flow over the rerouted portion of Jessie Street via an easement over private property to connect with the sewer system on Mission Street. The redirection of stormwater flow would not substantially alter the volume of water entering the sewer system or cause sewer capacity to be exceeded. Stormwater flows and drainage would be controlled consistent with San Francisco's Stormwater Design Guidelines. The project sponsor

[77] Langan Treadwell Rollo, Geotechnical Investigation for 1st and Mission Streets Development, San Francisco, California, July 1, 2015.

would be required to submit a Stormwater Control Plan (SCP) for approval by the SFPUC that complies with the Stormwater Design Guidelines using Best Management Practices, thereby ensuring that the proposed project meets performance measures set by the SFPUC related to stormwater runoff rate and volume. Compliance with San Francisco's Stormwater Design Guidelines would reduce the quantity and rate of stormwater runoff to the city's combined sewer system and improve the water quality of those discharges. In addition, the proposed project would comply with Ordinance 109-15 (adopted June 6, 2015), which requires the on-site reuse of rainwater, graywater, and foundation drainage which would reduce stormwater runoff rate and volume.

The project site is not in an area subject to reservoir inundation hazards and is not located in a volcanic area that could be subject to mudflow. The project site is not located within a 100-year flood hazard area or in an area subject to reservoir inundation hazards, mudflow, or seiches.[78] The project site is not shown on SFPUC maps as being subject to flooding from sea level rise by 2100, assuming 36 inches of sea level rise and a 100-year storm surge.[79] Therefore, the proposed project would have no impact related to these hazards. Impacts from sea level rise and tsunami are expected to be less than significant, given the existing National Warning System and San Francisco outdoor warning system.

Consistent with the findings in the PEIR, the proposed project would result in less-than-significant impacts related to hydrology and water quality, and the proposed project would not result in any new or more severe impacts than those identified in the PEIR.

Topics:	*Significant Impact Peculiar to Project or Project Site*	*Significant Impact not Identified in PEIR*	*Significant Impact due to Substantial New Information*	*No Significant Impact not Previously Identified in PEIR*
15. HAZARDS AND HAZARDOUS MATERIALS—Would the project:				
a) Create a significant hazard to the public or the environment through the routine transport, use, or disposal of hazardous materials?	☐	☐	☐	☒
b) Create a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment?	☐	☐	☐	☒
c) Emit hazardous emissions or handle hazardous or acutely hazardous materials, substances, or waste within one-quarter mile of an existing or proposed school?	☐	☐	☐	☒
d) Be located on a site which is included on a list of hazardous materials sites compiled pursuant to *Government Code* Section 65962.5 and, as a result, would it create a significant hazard to the public or the environment?	☐	☐	☐	☒

78 Federal Emergency Management Agency and San Francisco Floodplain Management Program, *San Francisco Interim Floodplain Maps*, November 12, 2015. Available on the internet at: http://www.sfgsa.org/san-francisco-floodplain-management-program; and City and County of San Francisco Hazard Mitigation Plan, November 2014; Available on the internet at: http://sfdem.org/2014-hazard-mitigation-plan.

79 San Francisco Public Utilities Commission (SFPUC), Climate Stressors and Impact: Bayside Sea Level Rise Mapping, Final Technical Memorandum. June 2014.

Topics:	*Significant Impact Peculiar to Project or Project Site*	*Significant Impact not Identified in PEIR*	*Significant Impact due to Substantial New Information*	*No Significant Impact not Previously Identified in PEIR*
e) For a project located within an airport land use plan or, where such a plan has not been adopted, within two miles of a public airport or public use airport, would the project result in a safety hazard for people residing or working in the project area?	☐	☐	☐	☒
f) For a project within the vicinity of a private airstrip, would the project result in a safety hazard for people residing or working in the project area?	☐	☐	☐	☒
g) Impair implementation of or physically interfere with an adopted emergency response plan or emergency evacuation plan?	☐	☐	☐	☒
h) Expose people or structures to a significant risk of loss, injury, or death involving fires?	☐	☐	☐	☒

The PEIR included a description of the general environmental conditions in the Plan area with respect to the presence of hazardous materials and wastes, a description of hazardous building materials likely to be present within the Plan area, and an overview of the relevant hazardous materials regulations that are applicable to the Plan area (PEIR pp. 625–635). The PEIR determined that implementation of the Transit Center District Plan: would not involve the routine transport, use, or disposal of hazardous materials; interfere with an adopted emergency response plan or emergency evacuation plan; or expose people or structures to a significant risk of loss, injury or death involving fires. Therefore, impacts related to these topics would be less than significant.

The Plan area has a history of uses that have involved the handling and use of hazardous materials; therefore, the PEIR identified significant impacts due to the handling of potentially contaminated soil and groundwater, which could expose workers and the public to hazardous materials or release these materials into the environment (PEIR pp. 637-642). The PEIR identified multiple mitigation measures, which would reduce impacts to less than significant levels through conducting site assessments and incorporating specific corrective actions for sites located bayward of the historic tide line (**PEIR Mitigation Measure M-HZ-2a**), landward of the historic high tide line (**PEIR Mitigation Measure M-HZ-2b**), and general corrective actions for all other sites (**PEIR Mitigation Measure M-HZ-2c**). The PEIR also determined that the demolition and renovation of buildings in the Plan area could expose workers and the public to hazardous building materials, or release those materials into the environment. Such materials include: asbestos containing materials, lead-based paint, PCBs, DEHP, and mercury. **PEIR Mitigation Measure M-HZ-3**, which requires hazardous building materials abatement, was identified to reduce impacts to less than significant.

The project site is not within two miles of an airport or private air strip and therefore would not interfere with air traffic or create safety hazards in the vicinity of an airport. There are no elementary, middle, or high schools within one-quarter mile of the Plan area. Therefore, the criteria regarding air traffic, airports, and concerning hazardous emissions and materials within one-quarter mile of an existing or planned school, are not applicable. The PEIR did not identify any cumulative impacts related to hazards and hazardous materials.

Routine Transport, Use, and Disposal of Hazardous Materials

The PEIR noted that, for all development under the Plan, including the proposed project, compliance with the *San Francisco Health Code*, which incorporates state and federal requirements, as well as with California Highway Patrol and the California Department of Transportation regulations, would minimize potential exposure of site personnel and the public to any accidental releases of hazardous materials or waste and would also protect against potential environmental contamination (PEIR pp. 636–637). Therefore, consistent with the Plan, the potential impacts related to the routine use, transport, and disposal of hazardous materials associated with the proposed project would not be new or of greater severity than what was already analyzed and disclosed in the PEIR.

Hazardous Building Materials

The proposed project would involve demolition of the existing structures on 40 First Street, 50 First Street, 62 First Street, and demolition of the rear portion existing structure at 76–78 First Street. As discussed in the PEIR, many buildings built earlier than the 1930s may contain hazardous building materials including asbestos-containing materials, lead-based paint, and electrical equipment containing polychlorinated biphenyls (PCBs). Most of the buildings could also include fluorescent light ballasts containing PCBs or di (2 ethylhexyl) phthalate (DEHP), and fluorescent light tubes containing mercury vapors. Workers and the public could be exposed to these hazardous building materials if they were not abated prior to demolition. Impacts related to exposure to asbestos-containing materials and lead-based paint would be less than significant with compliance with the well-established regulatory framework for abatement of these hazardous building materials.

However, the presence of electrical transformers that could contain PCBs, fluorescent light ballasts that could contain PCBs or DEHP, or fluorescent light tubes that could contain mercury vapors, could result in significant impacts related to exposure of hazardous building materials. Therefore, **Project Mitigation Measure #23** would implement PEIR Mitigation Measure M-HZ-3 and would ensure that the existing buildings are surveyed for these materials and these materials are removed and properly disposed of prior to the start of demolition. Implementation of **Project Mitigation Measure #23** would reduce impacts related to hazardous building materials and the mitigated project would not result in new or more severe impacts not already analyzed and disclosed in the PEIR.

Soil and Groundwater Contamination

The proposed project would require excavation to a maximum depth approximately 75 feet below the ground surface (bgs) for construction of the below-grade parking garage, which would result in the removal of approximately 142,100 cubic yards of soil. As described in the PEIR, an environmental database review conducted for the Plan area identified more than 200 permitted users of hazardous materials, the vast majority of which have submitted hazardous wastes manifests to the California Department of Toxic Substances Control (DTSC) for off-site disposal of hazardous wastes such as photo-processing wastes. There are about 14 existing facilities with permitted underground storage tanks (USTs) in the Plan area, six facilities with above ground storage tanks (ASTs) and five facilities that manufacture or import chemical substances. The large majority of environmental cases identified by the environmental database review conducted for the Plan area include 36 sites with leaking underground storage tanks (LUSTs), which would generally involve a release of petroleum products. Also as described in the PEIR, the project site is in proximity to former hazardous land uses from which coal tar residues were deposited and are believed to be present throughout the Plan area, though these residues are generally found in areas east of First Street and the project site (PEIR pp. 629–630).

In 2014 a Phase I Environmental Site Assessment was completed for the properties at 50 First Street, 62 First Street, 78 First Street, 88 First Street and 512-16 Mission Street.[80] A separate Phase I Environmental Site Assessment was also completed in 2014 for the property located at 40 First Street.[81] According these reports, local historical knowledge indicates that project site and surrounding area were subject to undocumented filling activities from the 1850s to the early 1900s. Artificial fills that were placed in the project area typically comprise sand, gravel, and silt, and often contain rubble and demolition debris (e.g., bricks, concrete, and wood) as well as materials containing regulated metals such as lead, potentially including rubble from the 1906 earthquake and fire. It is estimated that 1,743 tons of fill soil classified as Class I hazardous waste and 11,352 tons of fill material classified as non-hazardous Class II/III waste exist on the Mission Street parcels. This total quantity was estimated to be all of the fill materials at the site, extending to 14 feet below ground surface (bgs), which was planned for excavation and disposal during site redevelopment. The former building rubble left in place onsite may also contain asbestos, lead-based paint, or PCBs. Soils encountered during future building foundation construction should be evaluated for petroleum hydrocarbons, asbestos, lead, and PCBs, and appropriately handled and disposed at that time. Based on the available information, a Soil Management Plan and a Health & Safety Plan would be required for site redevelopment and special soil handling, sampling and further evaluation of the environmental conditions in the subsurface of the site are recommended. Parcels on the project site were found to have instances of groundwater contamination historically. based on records of previous remediation efforts, the potential for groundwater contamination to affect the environmental conditions at the project site were determined to be minimal in each case; however, these groundwater contaminants could still be encountered during construction.

Based on the likely presence of earthquake fill and other instances of contamination, there is a high potential to encounter soil and groundwater contamination during construction activities associated with proposed project construction. Therefore, the proposed project is subject to **Project Mitigation Measure #24**, implementing PEIR Mitigation Measure M-HZ-2b (Site Assessment and Corrective Action for Projects Landward of the Historic Tide Line, PEIR pp. 641–642), and **Project Mitigation Measure #25**, implementing M-HZ-2c (Site Assessment and Corrective Action for All Sites, p. 642). PEIR Mitigation Measure M-HZ-2a (Site Assessment and Corrective Action for Sites Located Bayward of Historic Tide Line) would not be applicable. The proposed project would be required to remediate potential soil and groundwater contamination described above in accordance with Article 22A of the *Health Code*, also known as the Maher Ordinance, which is administered and overseen by the DPH. Pursuant to the requirements of the Maher Ordinance, and as discussed above, the project sponsor has retained the services of a qualified professional and prepared a Phase I Environmental Site Assessment that meets the requirements of *Health Code* Section 22.A.6. Although the project site is not within the area automatically subject to the Maher Ordinance, the project sponsor has submitted a Maher Application to DPH to be administratively added to the Maher Program.[82] Therefore, with implementation of **Project Mitigation Measures #24 and #25**, the proposed project would not result in any new or more severe significant impacts related to hazardous materials that were not identified in the PEIR.

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80 URS, *Final Report Phase I Environmental Site Assessment First & Mission Project*, October 22, 2014.
81 PES Environmental, Inc. *Phase I Environmental Site Assessment, 40 First Street*, November 24, 2014.
82 Oceanwide Center, *Maher Ordinance Application: Oceanwide Center*¸ June 10, 2015.

Topics:	Significant Impact Peculiar to Project or Project Site	Significant Impact not Identified in PEIR	Significant Impact due to Substantial New Information	No Significant Impact not Previously Identified in PEIR
16. MINERAL AND ENERGY RESOURCES—Would the project:				
a) Result in the loss of availability of a known mineral resource that would be of value to the region and the residents of the state?	☐	☐	☐	☒
b) Result in the loss of availability of a locally important mineral resource recovery site delineated on a local general plan, specific plan or other land use plan?	☐	☐	☐	☒
c) Encourage activities which result in the use of large amounts of fuel, water, or energy, or use these in a wasteful manner?	☐	☐	☐	☒

The PEIR determined that the Transit Center District Plan would not require quarrying, mining, dredging, or extraction of locally important mineral resources on site, nor would it deplete any nonrenewable natural resources; therefore, the Plan would have no effect on mineral resources (PEIR p. 635).

All land in San Francisco, including the project site, is designated as Mineral Resource Zone 4 (MRZ-4) by the California Division of Mines and Geology (CDMG). This designation indicates that there is not adequate information available for assignment to any other MRZ, and thus the site is not a designated area of significant mineral deposits. The project site is not a mineral resource recovery site, and it would not requiring quarrying, mining, dredging, or extraction of locally important mineral resources on the project site, and it would not deplete non-renewable natural resources.

Development of the proposed project would not result in unusually large amounts of fuel, water, or energy in the context of energy use throughout the City and region. Demand from the proposed project would be typical for a building of the size and nature proposed and would meet, or exceed, the current state and local codes and standards concerning energy consumption, including Title 24 of the *California Code of Regulations* and the San Francisco Green Building Ordinance. Documentation showing compliance with these standards has been submitted to the City in the form of the "Compliance Checklist Table for Greenhouse Gas Analysis: Private Development Projects" described above. Title 24 and the Green Building Ordinance are enforced by DBI. Consistent with the findings in the PEIR, the proposed project would have no impact related to mineral resources, and it therefore would not result in any new or more severe significant impacts not identified in the PEIR.

Topics:	Significant Impact Peculiar to Project or Project Site	Significant Impact not Identified in PEIR	Significant Impact due to Substantial New Information	No Significant Impact not Previously Identified in PEIR
17. AGRICULTURE AND FOREST RESOURCES:—Would the project:				
a) Convert Prime Farmland, Unique Farmland, or Farmland of Statewide Importance, as shown on the maps prepared pursuant to the Farmland Mapping and Monitoring Program of the California Resources Agency, to non-agricultural use?	☐	☐	☐	☒

Topics:	*Significant Impact Peculiar to Project or Project Site*	*Significant Impact not Identified in PEIR*	*Significant Impact due to Substantial New Information*	*No Significant Impact not Previously Identified in PEIR*
b) Conflict with existing zoning for agricultural use, or a Williamson Act contract?	☐	☐	☐	☒
c) Conflict with existing zoning for, or cause rezoning of, forest land (as defined in *Public Resources Code* Section 12220(g)) or timberland (as defined by *Public Resources Code* Section 4526)?	☐	☐	☐	☒
d) Result in the loss of forest land or conversion of forest land to non-forest use?	☐	☐	☐	☒
e) Involve other changes in the existing environment which, due to their location or nature, could result in conversion of Farmland to non-agricultural use or forest land to non-forest use?	☐	☐	☐	☒

The PEIR determined that the Transit Center District Plan area, and the surrounding areas, do not contain agricultural or forest uses and are not zoned for such uses; therefore, implementation of the draft Plan would not convert any prime farmland, unique farmland or Farmland of Statewide Importance to non-agricultural use. In addition, the Plan would not conflict with existing zoning for agricultural land use or a Williamson contract, nor would it involve any changes to the environment that could result in the conversion of farmland. The Plan would not result in the loss of forest land or conversion of forest land to non-forest uses (PEIR p. 656).

Consistent with the PEIR, the project site and surrounding areas do not contain agricultural or forest uses and are not zoned for such uses. Therefore, construction of the proposed project would not convert any prime farmland, unique farmland or Farmland of Statewide Importance to non-agricultural use, and it would not conflict with existing zoning for agricultural land use or a Williamson contract, nor would it involve any changes to the environment that could result in the conversion of farmland. The proposed project would not result in the loss of forest land or conversion of forest land to non-forest uses. Accordingly, and consistent with the PEIR these criteria are not applicable to the proposed project. Accordingly, the proposed project would not result in any new or more severe significant impacts not identified in the PEIR

MITIGATION MEASURES

Cultural Resources

Project Mitigation Measure #1: HABS/HAER Documentation (Implementing Transit Center District Plan PEIR Mitigation Measure M-CP-3a): Prior to demolition or substantial adverse alteration of historical resource(s), the project sponsor of a development project in the Plan area shall contract with a qualified preservation architect, historic preservation expert, or other qualified individual to fully document the structure(s) to be demolished or altered. Documentation shall be undertaken following consultation with Planning Department preservation staff and the Historic Preservation Commission, and shall at a minimum be performed to HABS Level II documentation standards. According to HABS Standards, Level II documentation consists of the following tasks:

- Written data: A brief report documenting the existing conditions and history of the building shall be prepared, focusing on the building's architectural and contextual relationship with the greater Western SoMa neighborhood.

- Photographs: Photographs with large-format (4x5-inch) negatives shall be shot of exterior and interior views of all three project site buildings. Historic photos of the buildings, where available, shall be photographically reproduced. All photos shall be printed on archival fiber paper.

- Drawings: Existing architectural drawings (elevations and plans) of all three the project site buildings, where available, shall be photographed with large format negatives or photographically reproduced on Mylar.

The completed documentation package shall be submitted to local and regional archives, including but not limited to, the San Francisco Public Library History Room, the California Historical Society and the Northwest Information Center at Sonoma State University in Rohnert Park.

Project Mitigation Measure #2: Public Interpretative Displays (Implementing Transit Center District Plan PEIR Mitigation Measure M-CP-3b): Prior to demolition or substantial adverse alteration of historical resource(s) that are significant due to event(s) that occurred in the building at the development site, the project sponsor of a development project in the Plan area shall develop, in consultation with Planning Department preservation staff, a permanent interpretative program/and or display that would commemorate such event(s). The program/display would be installed at a publicly accessible location, either at or near the project site or in another appropriate location (such as a library or other depository). The content and location of the display shall be presented to the Historic Preservation Commission for review and comment.

Project Mitigation Measure #3: Relocation of Historical Resources (Implementing Transit Center District Plan PEIR Mitigation Measure M-CP-3c): Prior to demolition or substantial alteration of historical resource(s), the project sponsor of a development project in the Plan area shall make any historical resources that would otherwise be demolished or substantially altered in an adverse manner available for relocation by qualified parties.

Project Mitigation Measure #4: Salvage of Historical Resources (Implementing Transit Center District Plan PEIR Mitigation Measure M-CP-3d): Prior to demolition of historical resource(s) that are significant due to architecture (resource(s) that embody the distinctive characteristics of a type, period, region, or method of construction, or represents the work of a master, or possesses high artistic values), the project sponsor of a development project in the Plan area shall consult with a Planning Department Preservation Technical Specialist and/or other qualified parties regarding salvage of materials from the affected resource(s) for public information or reuse in other locations.

Project Mitigation Measure #5: Construction Best Practices for Historical Resources (Implementing Transit Center District Plan PEIR Mitigation Measure M-CP-5a): The project sponsor of a development project in the Plan area shall incorporate into construction specifications for the proposed project a requirement that the construction contractor(s) use all feasible means to avoid damage to adjacent and nearby historic buildings, including, but not necessarily limited to, staging of equipment and materials as far as possible from historic buildings to avoid direct impact damage; using techniques in demolition (of

the parking lot), excavation, shoring, and construction that create the minimum feasible vibration; maintaining a buffer zone when possible between heavy equipment and historical resource(s) within 125 feet, as identified by the Planning Department; appropriately shoring excavation sidewalls to prevent movement of adjacent structures; design and installation of the new foundation to minimize uplift of adjacent soils; ensuring adequate drainage from adjacent sites; covering the roof of adjacent structures to avoid damage from falling objects; and ensuring appropriate security to minimize risks of vandalism and fire.

Project Mitigation Measure #6: Construction Monitoring Program for Historical Resources (Implementing Transit Center District Plan PEIR Mitigation Measure M-CP-5b): The project sponsor shall undertake a monitoring program to minimize damage to adjacent historic buildings and to ensure that any such damage is documented and repaired. The monitoring program would include the following components. Prior to the start of any ground-disturbing activity, the project sponsor shall engage a historic architect or qualified historic preservation professional to undertake a preconstruction survey of historical resource(s) identified by the Planning Department within 125 feet of planned construction to document and photograph the buildings' existing conditions. Based on the construction and condition of the resource(s), the consultant shall also establish a maximum vibration level that shall not be exceeded at each building, based on existing condition, character-defining features, soils conditions, and anticipated construction practices (a common standard is 0.2 inches per second, peak particle velocity). To ensure that vibration levels do not exceed the established standard, the project sponsor shall monitor vibration levels at each structure and shall prohibit vibratory construction activities that generate vibration levels in excess of the standard.

Should vibration levels be observed in excess of the standard, construction shall be halted and alternative techniques put in practice, to the extent feasible. The consultant shall conduct regular periodic inspections of each building during ground-disturbing activity on the project site. Should damage to either building occur, the building(s) shall be remediated to its preconstruction condition at the conclusion of ground-disturbing activity on the site.

Project Mitigation Measure #7: Cumulative Historical Resources Impacts (Implementing Transit Center District Plan PEIR Mitigation Measure M-C-CP): Implement Mitigation Measures M-CP-3a, HABS/HAER Documentation, M-CP-3b, Public Interpretive Displays, M-CP-3c, Relocation of Historical Resources, and M-CP-3d, Salvage of Historical Resources.

Project Mitigation Measure #8: (PEIR Mitigation Measure M-CP-1): Subsequent Archeological Testing Program: When a project is to be developed within the Transit Center District Plan Area, it will be subject to preliminary archeological review by the Planning Department archeologist. This in-house review will assess whether there are gaps in the necessary background information needed to make an informed archaeological sensitivity assessment. This assessment will be based upon the information presented in the Transit Center District Plan Archeological Research Design and Treatment Plan (Far Western Anthropological Research Group, Inc., *Archaeological Research Design and Treatment Plan for the Transit Center District Plan Area, San Francisco, California*, February 2010), as well as any more recent investigations that may be relevant. If data gaps are identified, then additional investigations, such as historic archival research or geoarchaeological coring, may be required to provide sufficiently detailed information to make an archaeological sensitivity assessment.

If the project site is considered to be archaeologically sensitive and based on a reasonable presumption that archeological resources may be present within the project site, the following measures shall be undertaken to avoid any potentially significant adverse effect from the proposed project on buried or submerged historical resources. The project sponsor shall retain the services of an archeological consultant from the Planning Department ("Department") pool of qualified archaeological consultants as provided by the Department archaeologist. The archeological consultant shall undertake an archeological testing program as specified herein. In addition, the consultant shall be available to conduct an archeological monitoring and/or data recovery program if required pursuant to this measure. The archeological consultant's work shall be conducted in accordance with this measure and with the requirements of the Transit Center District Plan archeological research design and treatment plan at the direction of the ERO. In instances of inconsistency between the requirement of the project archaeological research design and treatment plan and of this archaeological mitigation measure, the requirements of this archaeological mitigation measure shall prevail. All plans and reports prepared by the consultant as specified herein shall be submitted first and directly to the ERO for review and comment, and shall be considered draft reports subject to revision until final approval by the ERO. Archeological monitoring and/or data recovery programs required by this measure could suspend construction of the project for up to a maximum of four weeks. At the direction of the ERO, the suspension of construction can be extended beyond four weeks only if such a suspension is the only feasible means to reduce to a less than significant level potential effects on a significant archeological resource as defined in CEQA Guidelines Sections 15064.5 (a) (c).

Archeological Testing Program. The archeological consultant shall prepare and submit to the ERO for review and approval an archeological testing plan (ATP). The archeological testing program shall be conducted in accordance with the approved ATP. The ATP shall identify the property types of the expected archeological resource(s) that potentially could be adversely affected by the proposed project, the testing method to be used, and the locations recommended for testing. The purpose of the archeological testing program will be to determine to the extent possible the presence or absence of archeological resources and to identify and to evaluate whether any archeological resource encountered on the site constitutes an historical resource under CEQA.

At the completion of the archeological testing program, the archeological consultant shall submit a written report of the findings to the ERO. If based on the archeological testing program the archeological consultant finds that significant archeological resources may be present, the ERO in consultation with the archeological consultant shall determine if additional measures are warranted. Additional measures that may be undertaken include additional archeological testing, archeological monitoring, and/or an archeological data recovery program. If the ERO determines that a significant archeological resource is present and that the resource could be adversely affected by the proposed project, at the discretion of the project sponsor either:

A) The proposed project shall be re-designed so as to avoid any adverse effect on the significant archeological resource; or

B) A data recovery program shall be implemented, unless the ERO determines that the archeological resource is of greater interpretive than research significance and that interpretive use of the resource is feasible.

Archeological Monitoring Program. If the ERO in consultation with the archeological consultant determines that an archeological monitoring program shall be implemented, the archeological consultant shall prepare an archeological monitoring plan (AMP):

- The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the AMP reasonably prior to any project-related soils disturbing activities commencing. The ERO in consultation with the archeological consultant shall determine what project activities shall be archeologically monitored. In most cases, any soils- disturbing activities, such as demolition, foundation removal, excavation, grading, utilities installation, foundation work, driving of piles (foundation, shoring, etc.), site remediation, etc., shall require archeological monitoring because of the risk these activities pose to potential archaeological resources and to their depositional context;
- Archeological monitoring shall conform to the requirements of the final AMP reviewed and approved by the ERO;
- The archeological consultant shall advise all project contractors to be on the alert for evidence of the presence of the expected resource(s), of how to identify the evidence of the expected resource(s), and of the appropriate protocol in the event of apparent discovery of an archeological resource;
- The archeological monitor(s) shall be present on the project site according to a schedule agreed upon by the archeological consultant and the ERO until the ERO has, in consultation with project archeological consultant, determined that project construction activities could have no effects on significant archeological deposits;
- The archeological monitor shall record and be authorized to collect soil samples and artifactual/ecofactual material as warranted for analysis;
- If an intact archeological deposit is encountered, all soils-disturbing activities in the vicinity of the deposit shall cease. The archeological monitor shall be empowered to temporarily redirect demolition/excavation/pile driving/construction activities and equipment until the deposit is evaluated. If in the case of pile driving activity (foundation, shoring, etc.), the archeological monitor has cause to believe that the pile driving activity may affect an archeological resource, the pile driving activity shall be terminated until an appropriate evaluation of the resource has been made in consultation with the ERO. The archeological consultant shall immediately notify the ERO of the encountered archeological deposit. The archeological consultant shall make a reasonable effort to assess the identity, integrity, and significance of the encountered archeological deposit, and present the findings of this assessment to the ERO.

Whether or not significant archeological resources are encountered, the archeological consultant shall submit a written report of the findings of the monitoring program to the ERO.

Archeological Data Recovery Program. The archeological data recovery program shall be conducted in accord with an archeological data recovery plan (ADRP). The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the ADRP prior to preparation of a draft ADRP. The archeological consultant shall submit a draft ADRP to the ERO. The ADRP shall identify how the proposed data recovery program will preserve the significant information the archeological resource is expected to contain. That is, the ADRP will identify what scientific/historical research questions are applicable to the expected resource, what data classes the resource is expected to possess, and how the

expected data classes would address the applicable research questions. Data recovery, in general, should be limited to the portions of the historical property that could be adversely affected by the proposed project. Destructive data recovery methods shall not be applied to portions of the archeological resources if nondestructive methods are practical.

The scope of the ADRP shall include the following elements:

- Field Methods and Procedures. Descriptions of proposed field strategies, procedures, and operations.
- Cataloguing and Laboratory Analysis. Description of selected cataloguing system and artifact analysis procedures.
- Discard and Deaccession Policy. Description of and rationale for field and post-field discard and deaccession policies.
- Interpretive Program. Consideration of an on-site/off-site public interpretive program during the course of the archeological data recovery program.
- Security Measures. Recommended security measures to protect the archeological resource from vandalism, looting, and non-intentionally damaging activities.
- Final Report. Description of proposed report format and distribution of results.
- Curation. Description of the procedures and recommendations for the curation of any recovered data having potential research value, identification of appropriate curation facilities, and a summary of the accession policies of the curation facilities.

Human Remains and Associated or Unassociated Funerary Objects. The treatment of human remains and of associated or unassociated funerary objects discovered during any soils disturbing activity shall comply with applicable State and Federal laws. This shall include immediate notification of the Coroner of the City and County of San Francisco and in the event of the Coroner's determination that the human remains are Native American remains, notification of the California State Native American Heritage Commission (NAHC) who shall appoint a Most Likely Descendant (MLD) (*Pub. Res. Code* Sec. 5097.98). The archeological consultant, project sponsor, and MLD shall make all reasonable efforts to develop an agreement for the treatment of, with appropriate dignity, human remains and associated or unassociated funerary objects (CEQA Guidelines. Sec. 15064.5(d)). The agreement should take into consideration the appropriate excavation, removal, recordation, analysis, custodianship, curation, and final disposition of the human remains and associated or unassociated funerary objects.

Final Archeological Resources Report. The archeological consultant shall submit a Draft Final Archeological Resources Report (FARR) to the ERO that evaluates the historical significance of any discovered archeological resource and describes the archeological and historical research methods employed in the archeological testing/monitoring/data recovery program(s) undertaken. Information that may put at risk any archeological resource shall be provided in a separate removable insert within the final report.

Once approved by the ERO, copies of the FARR shall be distributed as follows: California Archaeological Site Survey Northwest Information Center (NWIC) shall receive one (1) copy and the ERO shall receive a copy of the transmittal of the FARR to the NWIC. The Major Environmental Analysis division of the Planning Department shall receive one bound, one unbound and one unlocked, searchable PDF copy on

CD of the FARR along with copies of any formal site recordation forms (CA DPR 523 series) and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. In instances of high public interest in or the high interpretive value of the resource, the ERO may require a different final report content, format, and distribution than that presented above.

Transportation

Project Mitigation Measure #9: Avoidance of Transit-Only Lane Conflicts (Implementing Transit Center District Plan PEIR Mitigation Measures M-TR-5 and M-TR-7a): ***TCDP EIR Mitigation Measure M-TR-5*** reads, in pertinent part, "If warranted by project-specific conditions, the Project Sponsor of a development project in the Plan area shall ensure that building management employs attendant(s) for the project's parking garage and/or loading dock, as applicable. The attendant would be stationed as determined by the project-specific analysis, typically at the project's driveway to direct vehicles entering and exiting the building and avoid any safety-related conflicts with pedestrians on the sidewalk during the a.m. and p.m. peak periods of traffic and pedestrian activity, with extended hours as dictated by traffic and pedestrian conditions and by activity in the project garage and loading dock."

TCDP EIR Mitigation Measure M-TR-7a reads, "To ensure that off-street loading facilities are efficiently used and that trucks longer than can be can be safely accommodated are not permitted to use a building's loading dock, and the Project Sponsor of a development project in the Plan area shall develop a plan for management of the building's loading dock and shall ensure that tenants in the building are informed of limitations and conditions on the loading schedules and truck size. Such a management plan could include strategies such as the use of an attendant to direct and guide trucks (see Mitigation Measure M-TR-5), installing a 'Full' sign at the garage/loading dock driveway, limiting activity during peak hours, installation of audible and/or visual warning devices, and other features. Additionally, as part of the project application process, the Project Sponsor shall consult with the Municipal Transportation Agency concerning the design of loading and parking facilities. Typically, a building property manager dictates the maximum size of trucks that can be accommodated by a building's loading dock, and when trucks may access the Project Site."

In this case, the project-specific analysis has identified potential impacts to transit resulting from the project's Mission Street passenger loading and unloading zone (designed to measure eight feet in width and 64 feet in length), which could serve the hotel and residential uses in the project's Mission Street Tower, in addition to other users. The project sponsor shall implement a management plan for the Mission Street passenger loading and unloading zone that would include staffing by attendant(s) who would meet the following performance criteria:

- Facilitate the use of the curbside passenger zone;
- Ensure that vehicles are not permitted to encroach upon the adjacent transit lane on Mission Street or impede the movement of transit buses at any time while stopped in the curbside passenger zone;
- Ensure that vehicles attempting to access the curbside passenger zone do not queue (partially or fully) within the adjacent transit lane on Mission Street;
- Enforce no-parking and no-idling restrictions (including no double-parking);

- Restrict the size of vehicles using the passenger zone and prohibit its use by delivery and service vehicles, or vehicles wider than eight feet;
- Limit the use of the passenger zone at all times to four vehicles, directing excess vehicle to access the Project Site via Anthony Street and Jessie Street, if necessary and load/unload passengers in the basement garage, if necessary to prevent approaching vehicles from queuing in the Mission Street curbside transit lanes; and
- Ensure that any resulting queues of vehicles entering the basement garage do not spill over into the Mission Street curbside transit lane.

At least one attendant shall be present on the sidewalk adjacent to the Mission Street curbside passenger zone at all times between the hours of 7:00 a.m. and 10:00 p.m. every day. More attendants shall be added during these hours, or at other times of day, as needed to ensure attainment of the performance criteria listed above.

Revisions to the Operation Plan shall be made as necessary to reflect changes in generally accepted technology or operation protocols, or changes in conditions. The Operation Plan and all revisions shall be reviewed and approved by the Environmental Review Officer and the SFMTA Operations and Scheduling Manager. All revisions to on-street loading regulations along the north curb of Mission Street shall require review, public hearing, and approval by SFMTA.

Project Mitigation Measure #10: Avoidance of Vehicle-Pedestrian Conflicts in the Urban Room (Implementing Transit Center District Plan PEIR Mitigation Measures M-TR-5 and M-TR-7a): This measure would implement PEIR **Mitigation Measure M-TR-5**, Garage/Loading Dock Attendant, and **Mitigation Measure M-TR-7a**, Loading Dock Management (as described above).

In this case, the analysis undertaken for the Project has identified potential impacts to pedestrian safety resulting from the Project's reconfiguration of Jessie Street, which would include a new curve in the roadway. Trucks and emergency vehicles 40 feet in length or longer would not be able to fit through the curve from the existing portion of Jessie Street onto the relocated portion of Jessie Street to reach Mission Street and would, therefore, have to depart Jessie Street by travelling through the urban room. The physical features proposed in the urban room to accommodate these trucks would include changes in pavement texture or color; bollards or other similar physical barriers; in-pavement flashing lighting to indicate trucks along truck route; and flashing or audible device located at the First Street sidewalk alerting pedestrians of oncoming trucks. In addition, signage would be posted at the intersection of Anthony/Jessie Streets to alert drivers of the limitations in truck lengths along Jessie Street, at the 90-degree turn of Jessie Street to the Jessie Street extension to direct all trucks shorter than 40 feet in length to turn right and continue to Mission Street, and at the exit to the truck route (i.e., near the First Street sidewalk) to indicate that vehicles should not enter, given that the route is one-way eastbound only, and bollards would be installed at the entrance to the urban room to restrict private vehicle access to the truck route.

The project sponsor shall implement a management plan for the urban room that meets the following performance criteria:

- Establish a truck route to permit trucks 40 feet or longer to safely exit Jessie Street;

- Ensure, using attendants and/or movable barriers that no private vehicles may access the urban room without assistance by building personnel;
- Designate a manager to be present in the urban room at all times, and additional building personnel to operate the bollards at the entrance to the urban room at Jessie Street as well as at the exit from the urban room at First Street in the event that a vehicle 40 feet in length or longer needs to exit Jessie Street;
- Ensure that building personnel immediately provide access through the urban room for approaching emergency vehicles, which may arrive unannounced and without advance notice;
- Using an adequate number of building personnel needed to clear pedestrians from the truck route through the urban room, alert pedestrians of oncoming vehicles passing through the urban room, including pedestrians on First Street at the end of the urban room (the number of personnel needed to meet this criterion may increase over time, as usage of the urban room by pedestrians and trucks may grow in the future);
- Ensure that the truck route through the urban room remains clear of obstructions (other than movable barriers described above) at all times;
- Accommodate special truck maneuvers as needed; and
- Not preclude increased truck traffic through the urban room in the future.

Revisions to the management plan for the urban room shall be made as necessary to reflect changes in generally accepted technology or operation protocols, or changes in conditions. The management plan for the urban room and all revisions shall be reviewed and approved by the Environmental Review Officer, SFMTA, and the San Francisco Fire Department.

Project Mitigation Measure #11: Freight Loading Dock Management (Implementing Transit Center District Plan PEIR Mitigation Measures M-TR-5 and M-TR-7a): This measure would implement PEIR **Mitigation Measure M-TR-5**, Garage/Loading Dock Attendant, and **Mitigation Measure M-TR-7a**, Loading Dock Management (as described above).

As described in the PEIR, ***Mitigation Measure M-TR-5*** would require the Project Sponsor to ensure that building management employs attendant(s) for the project's freight loading dock. The attendant would be stationed by the freight loading dock during the a.m. and p.m. peak periods of traffic, pedestrian and bicycle activity to direct vehicles to avoid any safety issues with trucks along Stevenson Street. The Project Sponsor shall also install audible and/or visible warning devices, or comparably effective warning devices as approved by the Planning Department to alert pedestrians and bicycles of the outbound vehicles from the loading dock.

In addition, as described in the PEIR, ***Mitigation Measure M-TR-7a*** would require loading dock management to ensure that off-street loading facilities are efficiently used and that trucks longer than can be safely accommodated are not permitted to use a building's loading dock. In order to do so, the Project Sponsor shall develop a plan for management of the building's loading dock and shall ensure that tenants in the building are informed of limitations and conditions on loading schedule and truck size. Such a management plan could include strategies such as the use of an attendant to direct and guide trucks (see above), installing a "Full" sign at the loading dock driveway, limiting activity during peak hours,

installation of audible and/or visual warning devices, and other features. As part of the management plan, the Project Sponsor would include the following measures:

- Educate office, retail, hotel, and residential tenants on truck size limitations; and,
- In the event that trucks larger than 35 feet in length attempt to access the loading dock, arrange for the loading dock supervisor to direct these trucks to use on-street loading zones (if available) or off-load deliveries to smaller trucks off-site and return to use the loading dock.

Project Mitigation Measure #12: Construction Management (Implementing Transit Center District Plan PEIR Mitigation Measure M-TR-9): The Project Sponsor shall develop and implement a construction management plan to anticipate and minimize transportation-related impacts of various construction activities associated with the Project.

The Plan would disseminate appropriate information to contractors and affected agencies with respect to coordinating construction activities to minimize overall disruptions and ensure that overall circulation in the Project area is maintained to the extent possible, with particular focus on ensuring transit, pedestrian, and bicycle connectivity. The program would supplement and expand, rather than modify or supersede, any manual, regulations, or provisions set forth by SFMTA, the Department of Public Works ("DPW"), or other City departments and agencies, and Caltrans.

Specifically, the plan shall do the following:

- Limit construction truck movements to the hours between 9:00 AM and 4:00 PM (or other times, if approved by the Municipal Transportation Agency)to minimize disruption of traffic, transit, and pedestrian flow on adjacent streets and sidewalks during the weekday AM and PM peak periods;
- Identify optimal truck routes to and from the site to minimize impacts to traffic, transit, pedestrians, and bicyclists; and
- Encourage construction workers to use transit when commuting to and from the site, reducing the need for parking.

The Project Sponsor shall also coordinate with the SFMTA Sustainable Streets Division, the Transbay Joint Powers Authority, and construction manager(s)/contractor(s) for the Transit Center project, and with Muni, AC Transit, Golden Gate Transit, and SamTrans, as applicable, to develop construction phasing and operations plans that would result in the least amount of disruption that is feasible to transit operations, pedestrian and bicycle activity, and vehicular traffic.

Noise

Project Mitigation Measure #13: Noise Minimization for Residential Open Space. (Implementing Transit Center District Plan PEIR Mitigation Measure M-NO-1b): To minimize effects on residential development in the Plan area, the Planning Department, through its building permit review process and in conjunction with the noise analysis set forth in Mitigation Measure M-NO-1a, shall require that open space required under the *Planning Code* for residential uses be protected, to the maximum feasible extent, from existing ambient noise levels that could prove annoying or disruptive to users of the open space. Implementation of this measure could involve, among other things, site design that uses the building

itself to shield on-site open space from the greatest noise sources, construction of noise barriers between noise sources and open space, and appropriate use of both common and private open space in multi-family dwellings, and implementation would also be undertaken consistent with other principles of urban design

Project Mitigation Measure #14: Interior Mechanical Equipment (Implementing Transit Center District Plan PEIR Mitigation Measure M-NO-1e): The Planning Department shall require, as part of subsequent project-specific review under CEQA, that effects of mechanical equipment noise on adjacent and nearby noise-sensitive uses be evaluated by a qualified acoustical consultant and that control of mechanical noise, as specified by the acoustical consultant, be incorporated into the final project design of new buildings to achieve the maximum feasible reduction of building equipment noise, consistent with *Building Code* and Noise Ordinance requirements and CEQA thresholds, such as through the use of fully noise-insulated enclosures around rooftop equipment and/or incorporation of mechanical equipment into intermediate building floor(s).

Project Mitigation Measure #15: General Construction Noise Control Measures (Implementing Transit Center District Plan PEIR Mitigation Measure M-NO-2b): To ensure that project noise from construction activities is minimized to the maximum extent feasible, the project sponsor of a development project in the Plan area shall undertake the following:

The project sponsor of a development project in the Plan area shall require the general contractor to ensure that equipment and trucks used for project construction utilize the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures and acoustically-attenuating shields or shrouds, wherever feasible).

The project sponsor of a development project in the Plan area shall require the general contractor to locate stationary noise sources (such as compressors) as far from adjacent or nearby sensitive receptors as possible, to muffle such noise sources, and to construct barriers around such sources and/or the construction site, which could reduce construction noise by as much as five dBA. To further reduce noise, the contractor shall locate stationary equipment in pit areas or excavated areas, if feasible.

The project sponsor of a development project in the Plan area shall require the general contractor to use impact tools (e.g., jack hammers, pavement breakers, and rock drills) that are hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. Where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used, along with external noise jackets on the tools, which could reduce noise levels by as much as 10 dBA.

The project sponsor of a development project in the Plan area shall include noise control requirements in specifications provided to construction contractors. Such requirements could include, but not be limited to, performing all work in a manner that minimizes noise to the extent feasible; use of equipment with effective mufflers; undertaking the most noisy activities during times of least disturbance to surrounding residents and occupants, as feasible; and selecting haul routes that avoid residential buildings inasmuch as such routes are otherwise feasible.

Prior to the issuance of each building permit, along with the submission of construction documents, the project sponsor of a development project in the Plan area shall submit to the Planning Department and

Department of Building Inspection (DBI) a list of measures to respond to and track complaints pertaining to construction noise. These measures shall include (1) a procedure and phone numbers for notifying DBI, the Department of Public Health, and the Police Department (during regular construction hours and off-hours); (2) a sign posted on-site describing noise complaint procedures and a complaint hotline number that shall be answered at all times during construction; (3) designation of an on-site construction complaint and enforcement manager for the project; and (4) notification of neighboring residents and non-residential building managers within 300 feet of the project construction area at least 30 days in advance of extreme noise generating activities (defined as activities generating noise levels of 90 dBA or greater) about the estimated duration of the activity.

Project Mitigation Measure #16: Cumulative Construction Noise Control Measures (Implementing Transit Center District Plan PEIR Mitigation Measure M-C-NO) (if applicable): The project sponsor of a development project in the Plan area shall cooperate with and participate in any City-sponsored construction noise control program for the Transit Center District Plan area or other City-sponsored areawide program developed to reduce potential effects of construction noise in the project vicinity. Elements of such a program could include a community liaison program to inform residents and building occupants of upcoming construction activities, staggering of construction schedules so that particularly noisy phases of work do not overlap at nearby project sites, and, potentially, noise and/or vibration monitoring during construction activities that are anticipated to be particularly disruptive.

Air Quality

Project Mitigation Measure #17: Construction Vehicle Emissions Minimization (Implementing Transit Center District Plan PEIR Mitigation Measure M-AQ-4a):

To reduce construction vehicle emissions, the project sponsor shall incorporate the following into construction specifications:

- All construction equipment shall be maintained and properly tuned in accordance with manufacturer's specifications. All equipment shall be checked by a certified mechanic and determined to be running in proper condition prior to operation.

Project Mitigation Measure #18: Construction Vehicle Emissions Evaluation and Minimization (Implementing Transit Center District Plan PEIR Mitigation Measure M-AQ-5):

The project sponsor or the project sponsor's Contractor shall comply with the following

A. *Engine Requirements.*

1. All off-road equipment greater than 25 hp and operating for more than 20 total hours over the entire duration of construction activities shall have engines that meet or exceed either U.S. Environmental Protection Agency (USEPA) or California Air Resources Board (ARB) Tier 2 off-road emission standards, and have been retrofitted with an ARB Level 3 Verified Diesel Emissions Control Strategy. Equipment with engines meeting Tier 4 Interim or Tier 4 Final off-road emission standards automatically meet this requirement.

2. Where access to alternative sources of power are available, portable diesel

engines shall be prohibited.

3. Diesel engines, whether for off-road or on-road equipment, shall not be left idling for more than two minutes, at any location, except as provided in exceptions to the applicable state regulations regarding idling for off-road and on-road equipment (e.g., traffic conditions, safe operating conditions). The Contractor shall post legible and visible signs in English, Spanish, and Chinese, in designated queuing areas and at the construction site to remind operators of the two minute idling limit.

4. The Contractor shall instruct construction workers and equipment operators on the maintenance and tuning of construction equipment, and require that such workers and operators properly maintain and tune equipment in accordance with manufacturer specifications.

B. *Waivers.*

1. The Planning Department's Environmental Review Officer or designee (ERO) may waive the alternative source of power requirement of Subsection (A)(2) if an alternative source of power is limited or infeasible at the project site. If the ERO grants the waiver, the Contractor must submit documentation that the equipment used for onsite power generation meets the requirements of Subsection (A)(1).

2. The ERO may waive the equipment requirements of Subsection (A)(1) if: a particular piece of off-road equipment with an ARB Level 3 VDECS is technically not feasible; the equipment would not produce desired emissions reduction due to expected operating modes; installation of the equipment would create a safety hazard or impaired visibility for the operator; or, there is a compelling emergency need to use off-road equipment that is not retrofitted with an ARB Level 3 VDECS. If the ERO grants the waiver, the Contractor must use the next cleanest piece of off-road equipment, according to Table below.

Table – Off-Road Equipment Compliance Step-down Schedule

Compliance Alternative	• Engine Emission Standard	• Emissions Control
1	• Tier 2	• ARB Level 2 VDECS
2	• Tier 2	• ARB Level 1 VDECS
3	• Tier 2	• Alternative Fuel*

How to use the table: If the ERO determines that the equipment requirements cannot be met, then the project sponsor would need to meet Compliance Alternative 1. If the ERO determines that the Contractor cannot supply off-road equipment meeting Compliance Alternative 1, then the Contractor must meet Compliance Alternative 2. If the ERO determines that the Contractor cannot supply off-road equipment meeting Compliance Alternative 2, then the Contractor must meet Compliance Alternative 3.

* Alternative fuels are not a VDECS.

C. *Construction Emissions Minimization Plan.* Before starting on-site construction

activities, the Contractor shall submit a Construction Emissions Minimization Plan (Plan) to the ERO for review and approval. The Plan shall state, in reasonable detail, how the Contractor will meet the requirements of Section A.

1. The Plan shall include estimates of the construction timeline by phase, with a description of each piece of off-road equipment required for every construction phase. The description may include, but is not limited to: equipment type, equipment manufacturer, equipment identification number, engine model year, engine certification (Tier rating), horsepower, engine serial number, and expected fuel usage and hours of operation. For VDECS installed, the description may include: technology type, serial number, make, model, manufacturer, ARB verification number level, and installation date and hour meter reading on installation date. For off-road equipment using alternative fuels, the description shall also specify the type of alternative fuel being used.
2. The ERO shall ensure that all applicable requirements of the Plan have been incorporated into the contract specifications. The Plan shall include a certification statement that the Contractor agrees to comply fully with the Plan.
3. The Contractor shall make the Plan available to the public for review on-site during working hours. The Contractor shall post at the construction site a legible and visible sign summarizing the Plan. The sign shall also state that the public may ask to inspect the Plan for the project at any time during working hours and shall explain how to request to inspect the Plan. The Contractor shall post at least one copy of the sign in a visible location on each side of the construction site facing a public right-of-way.

D. *Monitoring.* After start of Construction Activities, the Contractor shall submit quarterly reports to the ERO documenting compliance with the Plan. After completion of construction activities and prior to receiving a final certificate of occupancy, the project sponsor shall submit to the ERO a final report summarizing construction activities, including the start and end dates and duration of each construction phase, and the specific information required in the Plan.

Project Mitigation Measure #19: Best Available Control Technology for Diesel Generators (Implementing Transit Center District Plan PEIR Mitigation Measure M-AQ-3): The project sponsor shall ensure that the backup diesel generator meet or exceed one of the following emission standards for particulate matter: (1) Tier 4 certified engine, or (2) Tier 2 or Tier 3 certified engine that is equipped with a California Air Resources Board (ARB) Level 3 Verified Diesel Emissions Control Strategy (VDECS). A non-verified diesel emission control strategy may be used if the filter has the same particulate matter reduction as the identical ARB verified model and if the Bay Area Air Quality Management District (BAAQMD) approves of its use. The project sponsor shall submit documentation of compliance with the BAAQMD New Source Review permitting process (Regulation 2, Rule 2, and Regulation 2, Rule 5) and the emission standard requirement of this mitigation measure to the Planning Department for review and approval prior to issuance of a permit for a backup diesel generator from any City agency.

Wind and Shadow

Project Mitigation Measure #20: (Implementing Tower Design to Minimize Pedestrian Wind Speeds Transit Center District Plan PEIR Mitigation Measure M-WI-2):: As part of the design development for buildings on Parcel F and at the 524 Howard Street, 50 First Street, 181 Fremont Street and Golden Gate University sites, the project sponsor(s) shall consider the potential effect of these buildings on pedestrian-level winds and on winds in the City Park atop the Transit Center. If wind-tunnel testing identifies adverse impacts, the project sponsor(s) shall conduct additional mitigation testing to resolve impacts to the maximum degree possible and to the satisfaction of Planning Department staff. Design features could include, but not be limited to, setting a tower atop a podium, which can interfere with "downwash" of winds from higher elevations toward the ground; the use of setbacks on tower facades, particularly those facades facing into prevailing winds, which can have similar results; using chamfered and/or rounded corners to minimize the acceleration of upper-level winds as they round corners; façade articulation; and avoiding the placement of large, unbroken facades into prevailing winds.

Biological Resources

Project Mitigation Measure #21: Pre-Construction Bird Surveys (Implementing Transit Center District Plan PEIR Mitigation Measure M-BI-1a): Conditions of approval for building permits issued for construction within the Plan area shall include a requirement for pre-construction breeding bird surveys when trees or vegetation would be removed or buildings demolished as part of an individual project. Pre-construction nesting bird surveys shall be conducted by a qualified biologist between February First and August 15th if vegetation (trees or shrubs) removal or building demolition is scheduled to take place during that period. If special-status bird species are found to be nesting in or near any work area or, for compliance with federal and state law concerning migratory birds, if birds protected under the federal Migratory Bird Treaty Act or the *California Fish and Game Code* are found to be nesting in or near any work area, an appropriate no-work buffer zone (e.g., 100 feet for songbirds) shall be designated by the biologist. Depending on the species involved, input from the California Department of Fish and Wildlife (CDFW) and/or the U.S. Fish and Wildlife Service (USFWS) Division of Migratory Bird Management may be warranted. As recommended by the biologist, no activities shall be conducted within the no-work buffer zone that could disrupt bird breeding. Outside of the breeding season (August 16 – January 31), or after young birds have fledged, as determined by the biologist, work activities may proceed. Birds that establish nests during the construction period are considered habituated to such activity and no buffer shall be required, except as needed to avoid direct destruction of the nest, which would still be prohibited.

Project Mitigation Measure #22: Pre-Construction Bat Surveys (Implementing Transit Center District Plan PEIR Mitigation Measure M-BI-1b): Conditions of approval for building permits issued for construction within the Plan area shall include a requirement for pre-construction special-status bat surveys when large trees are to be removed or underutilized or vacant buildings are to be demolished. If active day or night roosts are found, the bat biologist shall take actions to make such roosts unsuitable habitat prior to tree removal or building demolition. A no disturbance buffer shall be created around active bat roosts being used for maternity or hibernation purposes at a distance to be determined in consultation with CDFW. Bat roosts initiated during construction are presumed to be unaffected, and no buffer would necessary.

Hazards and Hazardous Materials

Project Mitigation Measure #23: Hazardous Building Materials Abatement (Implementing Transit Center District Plan PEIR Mitigation Measure M-HZ-3): The project sponsor of any development project in the Plan area shall ensure that any building planned for demolition or renovation is surveyed for hazardous building materials including PCB-containing electrical equipment, fluorescent light ballasts containing PCBs or DEHP, and fluorescent light tubes containing mercury vapors. These materials shall be removed and properly disposed of prior to the start of demolition or renovation. Old light ballasts that are proposed to be removed during renovation shall be evaluated for the presence of PCBs and in the case where the presence of PCBs in the light ballast cannot be verified, they shall be assumed to contain PCBs, and handled and disposed of as such, according to applicable laws and regulations. Any other hazardous building materials identified either before or during demolition or renovation shall be abated according to federal, state, and local laws and regulations.

Project Mitigation Measure #24: Site Assessment and Corrective Action for Projects Landward of the Historic High Tide Line (Implementing Transit Center District Plan PEIR Mitigation Measure M-HZ-2b): For any project that is not located bayward of the historic high tide line, the project sponsor shall ensure that a site-specific Phase I environmental site assessment is prepared prior to development. The site assessment shall include visual inspection of the property; review of historical documents; and review of environmental databases to assess the potential for contamination from sources such as underground storage tanks, current and historical site operations, and migration from off-site sources. The project sponsor shall ensure that the Phase I assessment and any related documentation is provided to the Planning Department's Environmental Planning (EP) division and, if required by EP, to DPH for review and consideration of potential corrective action. Where the Phase I site assessment indicates evidence of site contamination, additional data shall be gathered during a Phase II investigation, including sampling and laboratory analysis of the soil and groundwater for the suspected chemicals to identify the nature and extent of contamination. If the level(s) of chemical(s) would create an unacceptable risk to human health or the environment, appropriate cleanup levels for each chemical, based on current and planned land use, shall be determined in accordance with accepted procedures adopted by the lead regulatory agency providing oversight (e.g., the DTSC, the RWQCB, or DPH). At sites where there are ecological receptors such as sensitive plant or animal species that could be exposed, cleanup levels shall be determined according to the accepted ecological risk assessment methodology of the lead agency, and shall be protective of ecological receptors known to be present at the site. If agreed-upon cleanup levels were exceeded, a remedial action plan or similar plan for remediation shall be prepared and submitted review and approval by the appropriate regulatory agency. The plan shall include proposed methods to remove or treat identified chemicals to the approved cleanup levels or containment measures to prevent exposure to chemicals left in place at concentrations greater than cleanup levels. Upon determination that a site remediation has been successfully completed, the regulatory agency shall issue a closure letter to the responsible party. For sites that are cleaned to levels that do not allow unrestricted land use, or where containment measures were used to prevent exposure to hazardous materials, the DTSC may require a limitation on the future use of the property. The types of land use restriction include deed notice, deed restriction, or a land use restriction that binds current and future owners. A risk management plan, health and safety plan, and possibly a cap maintenance plan could be required. These plans would specify procedures for preventing unsafe exposure to hazardous materials left in place and safe procedures for handling hazardous materials should site disturbance be required. The requirements of these plans and the land use restriction shall transfer to the new property owners in the event that the property is sold.

Project Mitigation Measure #25: Site Assessment and Corrective Action for All Sites (Implementing Transit Center District Plan PEIR Mitigation Measure M-HZ-2c): The project sponsor shall characterize the site, including subsurface features such as utility corridors, and identify whether volatile chemicals are detected at or above risk screening levels in the subsurface. If so, a screening evaluation shall be conducted in accordance with guidance developed by the DTSC to estimate worst case risks to building occupants from vapor intrusion using site specific data and conservative assumptions specified in the guidance. If an unacceptable risk were indicated by this conservative analysis, then additional site data shall be collected and a site specific vapor intrusion evaluation, including fate and transport modeling, shall be required to more accurately evaluate site risks. Should the site specific evaluation identify substantial risks, then additional measures shall be required to reduce risks to acceptable levels. These measures could include remediation of site soil and/or groundwater to remove vapor sources, or, should this be infeasible, use of engineering controls such as a passive or active vent system and a membrane system to control vapor intrusion. Where engineering controls are used, a deed restriction shall be required, and shall include a description of the potential cause of vapors, a prohibition against construction without removal or treatment of contamination to approved risk-based levels, monitoring of the engineering controls to prevent vapor intrusion until risk-based cleanup levels have been met, and notification requirements to utility workers or contractors who may have contact with contaminated soil and groundwater while installing utilities or undertaking construction activities. In addition, if remediation is necessary, the project sponsor shall implement long-term monitoring at the site as needed. The frequency of sampling and the duration of monitoring will depend upon site-specific conditions and the degree of volatile chemical contamination. The screening level and site-specific evaluations shall be conducted under the oversight of DPH and methods for compliance shall be specified in the site mitigation plan prepared in accordance with this measure, and subject to review and approval by the DPH. The deed restriction, if required, shall be recorded at the San Francisco Office of the Assessor-Recorder after approval by the DPH and DTSC.

IMPROVEMENT MEASURES

Transportation

Project Improvement Measure #1: Transportation Demand Management: The Project Sponsor has submitted a Transportation Demand Management (TDM) Checklist to the Planning Department, which includes the improvements that would be implemented as part of the Project. The list of proposed improvements includes:

TDM Coordinator

- The project sponsor would identify a TDM coordinator for the project site. The TDM Coordinator would be responsible for the implementation and ongoing operation of all TDM measures included in the project. The TDM Coordinator could be a brokered service through an existing transportation management association (e.g., the Transportation Management Association of San Francisco), or could be project staff member (e.g., property manager). The TDM Coordinator need not work full-time at the project site; however, the TDM Coordinator should be the single point of contact for all transportation-related questions from building occupants and City staff. The TDM Coordinator should provide TDM training to other building staff about the transportation amenities and options available at the Project Site and nearby.

Transportation and Trip Planning Information

- *Move-in packet for Residents*: Provide a transportation insert for the move-in packet that includes information on transit service (local and regional, schedules, and fares), information on where transit passes could be purchased, information on the 511 Regional Rideshare Program, and nearby bike and car share programs, and information on where to find additional web-based alternative transportation materials (e.g., NextMuni phone app). This move-in packet should be continuously updated as local transportation options change, and the packet should be provided to each new building occupant. Provide Muni maps, San Francisco Bicycle and Pedestrian maps upon request.
- *New-hire packet for Employees*: Provide a transportation insert for all new-hire packet that includes information on transit service (local and regional, schedules, and fares), information on where transit passes could be purchased, information on the 511 Regional Rideshare Program and nearby bike and car share programs, and information on where to find additional web-based alternative transportation materials (e.g., NextMuni phone app). This new hire packet should be continuously updated as local transportation options change, and the packet should be provided to each new building occupant. Provide Muni maps, San Francisco Bicycle and Pedestrian maps upon request.
- *Posted and real-time information:* A local map and real-time transit information could be installed on-site in a prominent and visible location, such as within a building lobby. The local map should clearly identify transit, bicycle, and key pedestrian routes, and also depict nearby destinations and commercial corridors. Real-time transit information via NextMuni and/or regional transit data should be displayed on a digital screen.
- *Current transportation resources:* Maintain an available supply of Muni maps, San Francisco Bicycle and Pedestrian maps.

Data Collection

- *City Access.* As part of an ongoing effort to quantify the efficacy of TDM Measures, City staff may need to access the project site (including the garage) to perform trip counts, and/or intercept surveys and/or other types of data collection. All on-site activities shall be coordinated through the TDM Coordinator. The project sponsor would assure future access to the site by City staff. Providing access to existing developments for data collection purposes is also encouraged.

In addition, the Project Sponsor would also implement the following improvements as part of the Project. These improvements were identified after the submittal of the TDM Checklist to the San Francisco Planning Department:

- Development of a TDM implementation plan, in conjunction with the City;
- Administration of a City-approved resident/tenant survey (through a Transportation Management Association or specialized consultant);
- Provision of alternatives to the single-occupant vehicle, and where applicable, the proper and efficient use of on-site or off-site parking;
- Bicycle safety strategies along the Stevenson Street side of the property, as well as the Jessie Street access to the garage, preventing conflicts with private cars accessing the garages;
- Provision of signage indicating the location of bicycle parking at points of access;

- Provision of free or subsidized bikeshare membership to all tenants;
- Access to car share spaces through on-site signage;
- Provision of free or subsidized car share membership to all tenants; and,
- Provision of free or subsidized Muni passes (loaded onto Clipper cards) to tenants.

Project Improvement Measure #2: First/Stevenson Streets Operational Improvement:

To facilitate vehicular egress from Stevenson Street to First Street, SFMTA could establish "Don't Block the Box" cross-hatching within the intersection, to supplement the current "Keep Clear" striping already at the intersection. Although this would not fully address the poor operations of the Stevenson Street movements, it would help ensure that there would be space for vehicles to pull out of Stevenson Street even with congested conditions on First Street.

Project Improvement Measure #3: Mission Street Transit Conflict Minimization:

The SFMTA could limit ingress to the Mission Street Tower parking garage via northbound Jessie Street by prohibiting westbound right-turns from Mission Street to Jessie Street during the period when the peak inbound activity to the Mission Street Tower would overlap with the highest pedestrian volumes on Mission Street (generally from 4:00 p.m. to 6:00 p.m.).

Project Improvement Measure #4: Mission/Jessie Conflict Minimization: To minimize the potential for vehicle-pedestrian conflicts at Mission Street/Jessie Street, the SFMTA could undertake the following:

- Restrict inbound access from westbound Mission Street onto Jessie Street between 4:00 p.m. and 6:00 p.m. (the peak hours of inbound activity to the Mission Street Tower);
- Install an advanced warning device for pedestrians along Mission Street to alert that a vehicle is approaching along southbound Jessie Street; and
- Install signage along the Mission Street sidewalk reminding pedestrians of potential crossing vehicular traffic.

Project Improvement Measure #5: First/Stevenson Conflict Minimization: To minimize the potential for vehicle-pedestrian conflicts at First Street/Stevenson Street, the SFMTA could undertake the following:

- Install audible and visible warning devices to alert pedestrians.
- Install signage along the First Street sidewalk reminding pedestrians of potential crossing vehicular traffic.

Project Improvement Measure #6: Bicycle Safety: To minimize the potential for auto-bicycle conflicts on Stevenson Street, the SFMTA could undertake the following:

- Install a sign on Stevenson Street near Second Street that cautions vehicles to be aware of bicyclists on Stevenson Street;
- Install a sign on Stevenson Street near Second Street that cautions bicyclists to be aware of turning vehicles on Stevenson Street; and
- Implement green paint dashed between dashed white lines along the outline of the bike lane edges along the Stevenson Street entrance to draw attention to the conflict area.

Project Improvement Measure #7: Moving Truck Scheduling: To minimize the potential that moving trucks could affect vehicular and pedestrian circulation at and near the project site, the project sponsor could implement one or more of the following features:

- Limit truck movements for residential move-in / move-out activities to non-peak times;
- Use of the longer loading trucks would need to be scheduled and coordinated with building management;
- If moving vehicles longer than 35 feet are to be used, they would need to stop along the curb of Stevenson Street (in one of the on-street parking spaces) or in one of the loading bays that would be established along First Street and Mission Street; and
- Should any curb parking be necessary for loading activities, building management would be required to reserve those spaces through the SFMTA. Such request could be made via the SF311 program by dialing 311 on the phone to reach the Customer Service Representatives to help with general government information and services.

Project Improvement Measure #8: Jessie Street Truck Movements: To minimize disruption to delivery trucks using Jessie Street, the project sponsor could implement one or more of the following:

- Coordinate with the property owners along Jessie Street to describe the proposed design of the Jessie Street extension and required usage of the truck route through the urban room for trucks 40 feet in length or longer. Information regarding the design, truck length limitations and operational plans could be provided to all current users of loading docks along Jessie Street, and when new users arrive.
- Work with the property owners along Jessie Street to potentially convert use of long (40 feet in length or longer) to smaller trucks (less than 40 feet long), and to encourage the scheduling of deliveries to time periods where activity levels of the urban room are low (such as between 8:00 p.m. and 7:00 a.m.).

Project Improvement Measure #9: Parking: To minimize the potential for drivers to queue up on Jessie or Stevenson Streets while awaiting parking on the project site, the project sponsor could install a sign that reads "Parking Garage Full" on the side of the building, or place a temporary "Parking Garage Full" sign on the Second Street sidewalk (for vehicles destined to the First Street Tower garage) and on the Jessie Street and Mission Street sidewalks (for vehicles destined to the Mission Street Tower garage).

Project Improvement Measure #10: Transit During Construction: For Muni electric trolley lines, the project sponsor could work with Muni to avoid transit disruption during construction by limiting, to the extent feasible, the overhead lines would have to be relocated during construction and by providing sufficient notice for such relocations as are necessary for safe transit operations. Alterations to Muni operations would be coordinated through the City's Interdepartmental Staff Committee on Traffic and Transportation (ISCOTT).

Biological Resources

Project Improvement Measure #11: Night Lighting Minimization (Implementing Transit Center District Plan PEIR Mitigation Measure I-BI-2): In compliance with the voluntary San Francisco Lights Out Program, the Planning Department could encourage buildings developed pursuant to the Plan to

implement bird-safe building operations to prevent and minimize bird strike impacts, including but not limited to the following measures:

- Reduce building lighting from exterior sources by:
  - Minimizing amount and visual impact of perimeter lighting and façade uplighting and avoid up-lighting of rooftop antennae and other tall equipment, as well as of any decorative features;
  - Installing motion-sensor lighting;
  - Utilizing minimum wattage fixtures to achieve required lighting levels.
- Reduce building lighting from interior sources by:
  - Dimming lights in lobbies, perimeter circulation areas, and atria;
  - Turning off all unnecessary lighting by 11:00 p.m. through sunrise, especially during peak migration periods (mid-March to early June and late August through late October);
  - Utilizing automatic controls (motion sensors, photo-sensors, etc.) to shut off lights in the evening when no one is present;
  - Encouraging the use of localized task lighting to reduce the need for more extensive overhead lighting;
  - Scheduling nightly maintenance to conclude by 11:00 p.m.;
- Educating building users about the dangers of night lighting to birds.

SAN FRANCISCO
PLANNING DEPARTMENT

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

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Planning Commission Motion No. 19634
Section 295

HEARING DATE: MAY 5, 2016

Case No.:	**2006.1523ENV/DNX/OFA/CUA/VAR/SHD/GPR**
Project Address:	**First and Mission Parcels** **40 First Street; 50 First Street; 62 First Street; 76-78 First Street; 88 First Street; 512 Mission Street; 516 Mission Street; 526 Mission Street** **"Oceanwide Center"**
Project Site Zoning:	C-3-O (SD) (Downtown, Office: Special Development) 550-S and 850-S-2 Height and Bulk Districts Transit Center C-3-O (SD) Commercial Special Use District Transit Center District and Downtown Plan Areas
Block/Lot:	3708/003, 006, 007, 009, 010, 011, 012 and 055 (Oceanwide Center) 0308/001 (Union Square) 0209/017 (Portsmouth Square Plaza) 0258/003 (St. Mary's Square) 0233/035 (Justin Herman Plaza)
Project Sponsor:	Oceanwide Center LLC Attn: Mr. Wu Chen 88 First Street San Francisco, CA 94105
Staff Contact:	Marcelle Boudreaux – (415) 575 9140 Marcelle.Boudreaux@sfgov.org

ADOPTING FINDINGS THAT (1) THE NET NEW SHADOW FROM THE PROPOSED PROJECT AT 50 1ST STREET/OCEANWIDE CENTER WILL NOT HAVE AN ADVERSE IMPACT ON UNION SQUARE, PORTSMOUTH SQUARE PLAZA, ST. MARYS SQUARE, AND JUSTIN HERMAN PLAZA, AS REQUIRED BY PLANNING CODE SECTION 295 (THE SUNLIGHT ORDINANCE), (2) ALLOCATE NET NEW SHADOW TO THE PROPOSED PROJECT AT 50 1ST STREET/OCEANWIDE CENTER FOR UNION SQUARE, PORTSMOUTH SQUARE PLAZA, ST. MARYS SQUARE, AND JUSTIN HERMAN PLAZA, AND (3) ADOPT FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

PREAMBLE

Under Planning Code Section 295 (also referred to as Proposition K from 1984), a building permit application for a project exceeding a height of 40 feet cannot be approved if there is any shadow impact on a property under the jurisdiction of the Recreation and Parks Department, unless the Planning Commission, upon recommendation from the General Manager of the Recreation and Parks Department, in consultation with the Recreation and Parks Commission, makes a determination that the shadow impact will not be significant or adverse.

On February 7, 1989, the Recreation and Parks Commission and the Planning Commission adopted criteria establishing absolute cumulative limits ("ACL") for additional shadows on fourteen parks throughout San Francisco (Planning Commission Resolution No. 11595), as set forth in a February 3, 1989 memorandum (the "1989 Memo"). The ACL for each park is expressed as a percentage of the Theoretically Available Annual Sunlight ("TAAS") on the Park (with no adjacent structures present).

On May 24, 2012, the Planning Commission held a duly advertised public hearing and recommended approval of the Transit Center District Plan ("TCDP" or "Plan") and related implementing Ordinances to the Board of Supervisors. The result of a multi-year public and cooperative interagency planning process that began in 2007, the Plan is a comprehensive vision for shaping growth on the southern side of Downtown to respond to and support the construction of the new Transbay Transit Center project, including the Downtown Rail Extension. Implementation of the Plan would result in generation of up to $590 million for public infrastructure, including over $400 million for the Downtown Rail Extension. Adoption of the Plan included height reclassification of numerous parcels in the area to increase height limits, including a landmark tower site in front of the Transit Center with a height limit of 1,000 feet and several other nearby sites with height limits ranging from 600 to 850 feet.

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

On May 24, 2012, the Commission reviewed and considered the Final EIR ("FEIR") and found that the contents of said report and the procedures through which the FEIR was prepared, publicized, and reviewed complied with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.) ("CEQA"), 14 California Code of Regulations Sections 15000 et seq. ("the CEQA Guidelines"), and Chapter 31 of the San Francisco Administrative Code ("Chapter 31").

The Commission found the FEIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the draft EIR, and certified the FEIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31.

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

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

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

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

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

The FEIR prepared for the Plan analyzed and identified potential new shadows that could be created cumulatively by likely development sites in the Plan area on up to nine open spaces (Union Square, St. Mary's Square, Portsmouth Square, Justin Herman Plaza, Willie "Woo Woo" Wong Playground, Maritime Plaza, Woh Hei Yuen Park, Chinese Recreation Center, and Boeddeker Park) under the jurisdiction of the Recreation and Parks Department. Approval of these buildings would thus be subject to approval under the procedures of Planning Code Section 295 by the Recreation and Parks and Planning Commissions. The FEIR also analyzed and identified potential new shadows that the Transit Tower Project would cast on eight open spaces (Union Square, St. Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, Woh Hei Yuen Park, Chinese Recreation Center, and Boeddeker Park) under the jurisdiction of the Recreation and Park Department.

On October 11, 2012, the Planning Commission and the Recreation and Parks Commission held a duly noticed joint public hearing and adopted Planning Commission Resolution No. 18717 and Recreation and Parks Commission Resolution No. 1201-001 amending the 1989 Memo and raising the absolute cumulative shadow limits for seven open spaces under the jurisdiction of the Recreation and Parks Department that could be shadowed by likely cumulative development sites in the Transit Center District Plan ("Plan") Area, including the Project. In revising these ACLs, the Commissions also adopted qualitative criteria for each park related to the characteristics of shading within these ACLs that would not be considered adverse, including the duration, time of day, time of year, and location of shadows on the particular parks. Under these amendments to the 1989 Memo, any consideration of allocation of

"shadow" within these newly increased ACLs for projects must be consistent with these characteristics. The Commissions also found that the "public benefit" of any proposed project in the Plan Area should be considered in the context of the public benefits of the Transit Center District Plan as a whole.

On October 18, 2012, the Planning Commission held a duly noticed public hearing and adopted Motion No. 18724, findings that the shadows cast by the Transbay Tower project on eight open spaces (Union Square, St. Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, Woh Hei Yuen Park, Chinese Recreation Center, and Boeddeker Park) under the jurisdiction of the Recreation and Parks Department would not be adverse, and allocated to the Transbay Tower project allowable shadow from the absolute cumulative shadow limits of six of these properties (where such limits have been adopted) (Case No. 2008.0789K). As part of this action, the Transbay Tower was allocated as follows: 0.011% of the 0.19% ACL for Union Square, leaving a remaining 0.179% of the ACL for Union Square; 0.133% of the ACL for Portsmouth Square, leaving a remaining 0.277% for Portsmouth Square; 0.048% of the ACL for St. Mary's Square, leaving a remaining 0.042% for St. Mary's Square; and 0.046% of the ACL for Justin Herman Plaza, leaving a remaining 0.044% for Justin Herman Plaza.

On November 19, 2012, the Planning Commission held a duly noticed public hearing and adopted Motion No. 18763, findings that the shadows cast by the 181 Fremont Street project on Union Square, under the jurisdiction of the Recreation and Parks Department, would not be adverse, and allocated to the 181 Fremont Street project allowable shadow from the absolute cumulative shadow limits of Union Square (Case No. 2007.0456K). As part of this action, the 181 Fremont Street project was allocated 0.0005% of the 0.179% ACL for Union Square, leaving a remaining 0.1785% of the ACL for Union Square.

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

On June 1, 2015, the Project Sponsor submitted a request for review of a development exceeding 40 feet in height, pursuant to Section 295, analyzing the potential shadow impacts of the Project to properties under the jurisdiction of the Recreation and Parks Department (Case No. 2006.1523SHD). Department staff prepared a shadow fan depicting the potential shadow cast by the development and concluded that the Project could have a potential impact to properties subject to Section 295. A technical memorandum, prepared by Environmental Science Associates, concluded that the Project would cast new shadow on four parks, as follows: approximately 149,230 square-foot-hours (sfh) of new shadow on Union Square, equal to approximately 0.0035% of the theoretically available annual sunlight ("TAAS") on Union Square; approximately 457,510 sfh of new shadow on Portsmouth Square Plaza, equal to approximately 0.219% of the theoretical annual available sunlight ("TAAS") on Portsmouth Square Plaza; 1,342 sfh of net new shadow on Portsmouth Square Plaza on a yearly basis, equal to approximately 0.001% of the theoretical annual available sunlight ("TAAS") on St. Mary's Square; and 299,820 sfh of net new shadow on Justin Herman Plaza on a yearly basis, which would be an increase of about 0.044% of the theoretical annual available sunlight ("TAAS") on Justin Herman Plaza.

On June 5, 2015, the Project Sponsor submitted a request (Case No. 2006.1523DNX) for a Determination of Compliance, pursuant to Section 309, with requested exceptions from Planning Code for "Streetwall Base", "Tower Separation", "Rear Yard", "Ground-Level Wind Currents", "Freight Loading Access",

"Commercial to Non-Commercial Use Ratio", "Unoccupied Vertical Extensions", "Upper Tower Extensions", and "Bulk" to allow construction of two towers, 605 feet and 850 feet maximum occupied height, sharing a four-story basement, demolition of three commercial buildings, and rehabilitation of two commercial buildings, for a project containing 265 residential units, a 169 room tourist hotel, approximately 1.07 million gross square feet of office space, and 12,500 square feet of retail space, on eight lots plus vacation of portions of Jessie Street and Elim Alley, located near the northwest corner of First and Mission Streets, within the 550-S and 850-S-2 Height and Bulk Districts, the C-3-O (SD) (Downtown Office – Special Development) Zoning District, Transit Center C-3-O (SD) Commercial Special Use District, and Transit Center District Plan and Downtown Plan Area (collectively, "Project").

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

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

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

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

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

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

The Commission has heard and considered the testimony presented at the public hearing and has further considered the written materials and oral testimony presented on behalf of the Project Sponsor, Planning Department staff, and other interested parties.

FINDINGS

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

1. The foregoing recitals are accurate, and also constitute findings of this Commission.

2. CEQA Guidelines Sections 15162 and 15163 require a lead agency to prepare a subsequent EIR or a supplement to an EIR when substantial changes to the project, substantial changes with respect to the circumstances under which the project would be undertaken, or new information of substantial importance would require major revisions of the certified EIR. There have been no substantial changes to the Transit Center District Plan, no substantial changes in circumstances, and no new information of substantial importance since the FEIR was certified on May 24, 2012. Therefore, no subsequent or supplemental environmental review is required.

3. The additional shadow cast by the Project on Union Square, Portsmouth Square, St. Mary's Square, and Justin Herman Plaza, while numerically relevant, would not be adverse, and would not be expected to interfere with the use of these parks, for the following general reasons, and as more specifically described for each park below: (1) the new shadow would be within the absolute cumulative shadow limits adopted for the affected parks by the Planning Commission (Resolution No. 18717) and the Recreation and Parks Commission (Resolution No. 1201-001) at a joint public hearing on October 11, 2012; (2) the new shadow would generally occur in the morning hours during periods of low park usage; (3) the new shadow would generally occur for a limited amount of time on any given day, with durations ranging from twenty minutes to a maximum of approximately less than one hour, depending on the specific park and the time of year; and (4) the new shadow would occur during limited discrete periods of the year, which would vary depending on the specific park and would range from a minimum of a couple weeks to a maximum of approximately fourteen weeks, with fluctuations in the amount of new shadow that would be cast during these periods on a given park property.

4. Descriptions of the additional shadow cast by the Project on individual park properties, and the reasons that the additional shadow would not be considered adverse to those parks are as follows:

    a. Union Square:
    Available ACL: 0.1435%
    Net New Shadow from 50 1st Street Project: 0.035%
    Dates of Net New 50 1st Street Project Shadow: May 10 – August 2; 12 weeks annually
    Time of Day of Net New 50 1st Street Project Shadow: between 7:00 a.m. and 8:00 a.m., average duration of shadow about 30 minutes per day; maximum up to 40 minutes
    Usage Analysis: The new project shadow would fall in the southwestern corner of the park, in the location of the terraced lawn and the paved path connecting the interior of the park to the corner of Powell Street and Geary Street. The remainder of the park is shadowed at this time. Usage of the park is very light prior to 9:00am, during the time when the new shadows would fall on the parts of the park. Usage of the park at these hours is predominantly pass-through traffic, with few stationary users.

b. Portsmouth Square:
Available ACL: 0.277%
Net New Shadow from 50 1st Street Project: 0.219%
Dates of Net New 50 1st Street Project Shadow: November 1 – February 8; 12 weeks annually
Time of Day of Net New 50 1st Street Project Shadow: between 8:05 a.m. and 9:10 a.m., average duration of shadow about 37 minutes per day; maximum duration less than one hour
Usage Analysis: The new shadow would fall in the northwestern portion of the park, in the upper terrace seating area beneath the mature landscaping, west of the community room building. Usage of the park is heavy and constant, substantially increasing after 9:00am. Park usage is heavy even before the sunlight reaches the square in the early morning. Usage of the park is dispersed evenly throughout the park, with users spreading themselves out to take advantage of open and available areas for gathering or exercise, regardless of sun/shade or the intended use of the space. For instance, adults use children's play areas to exercise. Some shaded areas of the park are very heavily used, particularly as usage of the park increases and the density of users increases.

c. St. Mary's Square
Available ACL: 0.042%
Net New Shadow from 50 1st Street Project: 0.001%
Dates of Net New 50 1st Street Project Shadow: March 15-22; September 20-27; 4 weeks
Time of Day of Net New 50 1st Street Project Shadow: from 8:50 a.m. to about 9:10 a.m., average duration of shadow 20 minutes; maximum duration 20 minutes
Usage Analysis: The net new shadow cast by the proposed project would cover a small area (a maximum of 233 square feet at any given time), much of it "diffuse" shadow. St. Mary's is a lightly-used park during the morning hours. Usage does not increase substantially as the morning progresses and sunlight increases. Usage of the park is dispersed evenly throughout the park regardless of sun/shade. Park users remain evenly divided between sunlit and shaded areas even after more of the park becomes sunlight as the morning progresses. The majority of park users in the morning are engaged in tai chi/exercise in small groups of 3-4 or individually. These groups gather where open areas exist regardless of sunlight/shading. The park is already heavily shaded during the morning hours due to its location in the Financial District adjacent to tall buildings.

d. Justin Herman Plaza
Available ACL: 0.044%
Net New Shadow from 50 1st Street Project: 0.044%
Dates of Net New 50 1st Street Project Shadow: October 25 – February 14; 14 weeks annually
Time of Day of Net New 50 1st Street Project Shadow: between approximately 1:50 p.m. and 3:25 p.m., average duration of shadow about 36 minutes per day; maximum duration less than one hour
Usage Analysis: The new project shadow would fall in the central portion of the park, in the area between the terminus of Market Street and the southbound lanes of The Embarcadero that is typically occupied by the San Francisco Art Market vendor tents. The Plaza is most heavily used before 2:30pm by downtown workers seeking places to

eat lunch. Usage of the park is heavily dispersed to its edges where seating opportunities exist. Some areas with formal seating are heavily used despite shading.

5. The 1989 Memo provides that the Planning Commission and Recreation and Parks Commission may consider the public good served by development that would cast new shadows on park properties, in terms of a needed use, building design, and urban form. The adoption and implementation of the Transit Center District Plan is intended to shape regional growth patterns through the development of an intense, employment-focused neighborhood situated within downtown San Francisco in an area served by abundant existing and planned transportation infrastructure. The Project would contribute to the new sculpted downtown skyline that marks the location of the Transbay Transit Center, the future nexus of local, regional, and statewide transportation infrastructure in San Francisco.

   Development within the Plan area will generate substantial revenue for new infrastructure and improvements to the public realm, including the creation of new open spaces. Within the next five years, about $9 million of open space impact fees will be allocated to the Chinatown Open Space improvements. Implementation of the Plan, if all major development sites are constructed, would generate up to $590 million for public infrastructure, including over $400 million for the Downtown Rail Extension. This contribution of funds to the Downtown Rail Extension represents the vast majority of the City of San Francisco's commitment to provide $450 million memorialized in a regional agreement with the Metropolitan Transportation Commission to leverage $2 billion in additional regional and federal funds to construct the rail project.

6. A determination by the Planning Commission and/or the Recreation and Parks Commission to allocate net new shadow to the Project does not constitute an approval of the Project.

DECISION

That based upon the Record, the submissions by the Project Sponsor, the staff of the Planning Department, the recommendation of the General Manager of the Recreation and Parks Department, in consultation with the Recreation and Parks Commission, and other interested parties, the oral testimony presented to the Planning Commission at the public hearing, and all other written materials submitted by all parties, the Planning Commission hereby DETERMINES, under Shadow Analysis Application No. **2006.1523SHD**, that the net new shadow cast by the Project on Union Square, Portsmouth Square Plaza, St. Mary's Square, and Justin Herman Plaza will not be adverse to the use of Union Square, Portsmouth Square Plaza, St. Mary's Square, and Justin Herman Plaza.

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission at its regular meeting on May 5, 2016.

Jonas P. Ionin
Commission Secretary

AYES: Fong, Richards, Antonini, Hillis, Johnson

NAYES: Moore

ABSENT: None

RECUSED: Wu

ADOPTED: May 5, 2016

SAN FRANCISCO
PLANNING DEPARTMENT

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

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Planning Commission Motion No. 19635
Downtown Project Authorization

HEARING DATE: MAY 5, 2016

Case No.:	**2006.1523ENV/DNX/OFA/CUA/VAR/SHD/GPR**
Project Address:	**First and Mission Parcels** **40 First Street; 50 First Street; 62 First Street; 76-78 First Street; 88 First Street; 512 Mission Street; 516 Mission Street; 526 Mission Street** **"Oceanwide Center"**
Project Site Zoning:	C-3-O (SD) (Downtown, Office: Special Development) 550-S and 850-S-2 Height and Bulk Districts Transit Center C-3-O (SD) Commercial Special Use District Transit Center District and Downtown Plan Areas
Block/Lot:	3708/003, 006, 007, 009, 010, 011, 012 and 055
Project Sponsor:	Oceanwide Center LLC Attn: Mr. Wu Chen 88 First Street San Francisco, CA 94105
Staff Contact:	Marcelle Boudreaux – (415) 575 9140 Marcelle.Boudreaux@sfgov.org

ADOPTING FINDINGS RELATING TO A DOWNTOWN PROJECT AUTHORIZATION PURSUANT TO PLANNING CODE SECTION 309, TO ALLOW THE DEMOLITION OF THREE COMMERCIAL BUILDINGS, REHABILITATION OF TWO COMMERCIAL BUILDINGS, AND ALLOW CONSTRUCTION OF TWO TOWERS, MEASURING A MAXIMUM OCCUPIED HEIGHT OF 605 FEET AND 850 FEET, SHARING A FOUR-STORY BASEMENT, FOR A PROJECT CONTAINING 265 RESIDENTIAL UNITS, A 169 ROOM TOURIST HOTEL, APPROXIMATELY 1.08 MILLION GROSS SQUARE FEET OF OFFICE SPACE, AND 12,500 SQUARE FEET OF RETAIL SPACE, WITH EXCEPTIONS FOR STREETWALL BASE (SECTION 132.1(c)(1)), TOWER SEPARATION (SECTION 132.1(d)(1)), REAR YARD (SECTION 134), GROUND-LEVEL WIND CURRENTS (SECTION 148), FREIGHT LOADING ACCESS (SECTION 155(d)), COMMERCIAL TO NON-COMMERCIAL USE RATIO (SECTION 248), UNOCCUPIED VERTICAL EXTENSIONS (SECTION 260(b)(M)), UPPER TOWER EXTENSIONS (SECTION 263.9), AND BULK (SECTION 272), ON EIGHT LOTS PLUS THE VACATION OF PORTIONS OF JESSIE STREET AND ELIM ALLEY, LOCATED NEAR THE NORTHWEST CORNER OF FIRST AND MISSION STREETS, LOTS 003, 006,

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

PREAMBLE

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

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

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

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

On May 24, 2012, the Commission reviewed and considered the Final EIR ("FEIR") and found that the contents of said report and the procedures through which the FEIR was prepared, publicized, and reviewed complied with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.) ("CEQA"), 14 California Code of Regulations Sections 15000 et seq. ("the CEQA Guidelines"), and Chapter 31 of the San Francisco Administrative Code ("Chapter 31").

The Commission found the FEIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the draft EIR, and certified the FEIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31.

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

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

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

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

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

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

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

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

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

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

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

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

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

On June 1, 2015, the Project Sponsor submitted a request for review of a development exceeding 40 feet in height, pursuant to Section 295, analyzing the potential shadow impacts of the Project to properties under the jurisdiction of the Recreation and Parks Department (Case No. 2006.1523SHD). Department staff prepared a shadow fan depicting the potential shadow cast by the development and concluded that the Project could have a potential impact to properties subject to Section 295. A technical memorandum,

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

On February 7, 1989, the Recreation and Park Commission and the Planning Commission adopted criteria establishing absolute cumulative limits ("ACL") for additional shadows on fourteen parks throughout San Francisco (Planning Commission Resolution No. 11595), as set forth in a February 3, 1989 memorandum (the "1989 Memo"). The ACL for each park is expressed as a percentage of the Theoretically Available Annual Sunlight ("TAAS") on the Park (with no adjacent structures present).

On October 11, 2012, the Planning Commission and the Recreation and Park Commission held a duly noticed joint public hearing and adopted Planning Commission Resolution No. 18717 and Recreation and Park Commission Resolution No. 1201-001 amending the 1989 Memo and raising the absolute cumulative shadow limits for seven open spaces under the jurisdiction of the Recreation and Park Department that could be shadowed by likely cumulative development sites in the Transit Center District Plan ("Plan") Area, including the Project. In revising these ACLs, the Commissions also adopted qualitative criteria for each park related to the characteristics of shading within these ACLs that would not be considered adverse, including the duration, time of day, time of year, and location of shadows on the particular parks. Under these amendments to the 1989 Memo, any consideration of allocation of "shadow" within these newly increased ACLs for projects must be consistent with these characteristics. The Commissions also found that the "public benefit" of any proposed project in the Plan Area should be considered in the context of the public benefits of the Transit Center District Plan as a whole.

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

On May 5, 2016, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Case No. 2006.1523ENV/DNX/OFA/CUA/VAR/SHD/GPR. The Commission has heard and considered the testimony presented to it at the public hearing and has further considered written materials and oral testimony presented on behalf of the applicant, Department staff, and other interested parties.

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

FINDINGS

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

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

2. **Site Description and Present Use.** The Project Site covers eight lots and portions of Elim Alley and Jessie Street that are proposed for vacation, and totals approximately 59,445 square feet in size. The three lots fronting on Mission Street are undeveloped. Five commercial buildings are located along First Street, ranging in height from five to seven stories, with frontages on Jessie Street and Stevenson Street. Elim Alley is a pedestrian alley located between 62 First Street and 76-78 First Street. To the north, Jessie Street contains a single eastbound lane of traffic and two sidewalks between 62 First Street and 50 First Street. This portion of Jessie Street does not provide through-traffic between Second and First Streets; it begins at the northern terminus of Anthony Street, and is directly accessible only by vehicles traveling westbound on Mission Street.

3. **Surrounding Properties and Neighborhood**. The Project Site is located in Transit Center District Plan sub-area of Downtown San Francisco, one block from the Transbay Transit Center. Land uses in the vicinity consist primarily of office and retail uses, many in high-rise towers, as well as high-rise residential buildings. The western edge of the site is defined by Ecker Place, the 20-story office building at 25 Jessie, and the four-story residential building at One Ecker. Golden Gate University's campus is located across Ecker Place at 536 Mission Street. A small open space connecting Mission Street and Jessie Street is located between the university and the 31-story JP Morgan Chase Office Building at 560 Mission Street. An eight-story brick office building is located at the northeast corner of Second and Mission Streets. A 39-story office building at 525 Market Street (at the southwest corner of First and Market Streets) is located to the north of the Property across Stevenson Street. The interior of the blocks between Jessie and Market Streets are occupied by several high-rise office buildings, ranging from 15 to 40-stories in height, as well as several smaller buildings. The Salesforce Tower (measuring approximately 1,070-feet to decorative crown) is currently under construction cater- corner to the Project Site.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

E. **Streetscape and Pedestrian Improvements (Section 138.1).** Planning Code Section 138.1(b) requires that when a new building is constructed in C-3 Districts, street trees, enhanced paving, and other amenities such as lighting, seating, bicycle racks, or other street furnishings must be provided.

The Project Sponsor shall comply with this requirement. The conceptual plan shows sidewalk enlargement, enhanced paving, raised crosswalks, installation of street trees, lighting, and street furniture on various public rights-of-way. The precise location, spacing, and species of the street trees, as well as other streetscape improvements, will be further refined throughout the building permit review process, including the exploration of a shared street (curbless street) concept at the re-alignment of Jessie Street at the public access easement terminating at Mission Street and the connecting portion of Jessie Street.

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

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

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

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

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

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

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

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

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

H. **Shadows on Public Sidewalks (Section 146).** Section 146(a) establishes design requirements for buildings on certain streets in order to maintain direct sunlight on public sidewalks in certain downtown areas during critical use periods. Section 146(c) requires that other buildings should be shaped so as to reduce substantial shadow impacts on public sidewalks, if doing so would not create an unattractive design and without unduly restricting the development potential of the site in question.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Q. **Height (Section 260).** Section 260 requires that the height of buildings not exceed the limits specified in the Zoning Map and defines rules for the measurement of height. The Project site's height limit is split. The portions of the Project site fronting First Street are located in an 850-foot height district, and the portions fronting Mission Street are located in a 550-foot height district.

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

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

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

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

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

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

The Mission Street Tower base has no length or diagonal dimension limitations. The length of typical lower tower floors is 133 feet, 27 feet less than the permitted length of 160 feet. The typical diagonal dimension is approximately 164 feet 11 inches, approximately 25 feet less than the permitted 190 foot length. Its average floor size is approximately 13,619 square feet, significantly less than both the 17,000 square foot maximum average floor size and the 20,000 single-floor maximum. Its upper tower floor size is reduced by 23%, pursuant to Chart C of Section 270, as follows: average floor size is 10,239 square feet (12,000 square foot permitted), and the largest single-floor size is 13,685 square feet (17,000 square foot maximum permitted). Further, the average diagonal dimension of 152 feet is approximately eight feet shorter than what is permitted. In general, the Mission Street Tower building dimensions are reduced below the maximum permitted under Code. However, its maximum plan dimension length at the upper tower is 133 feet, approximately three feet longer than the permitted 130-foot length. Therefore, the Project Sponsor is requesting an exception for the Mission Street Tower through the Section 309, Downtown Project Authorization process, to Section 270 and Section 272, and is discussed in detail in Section #7I.

S. **Shadows on Parks (Section 295)**. Section 295 requires any project proposing a structure exceeding a height of 40 feet to undergo a shadow analysis in order to determine if the project will result in the net addition of shadow to properties under the jurisdiction of the Recreation and Park Department.

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

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

On February 7, 1989, the Recreation and Park Commission and the Planning Commission adopted criteria establishing absolute cumulative limits ("ACL") for additional shadows on fourteen parks throughout San Francisco (Planning Commission Resolution No. 11595), as set forth in a February 3, 1989 memorandum (the "1989 Memo"). The ACL for each park is expressed as a percentage of the Theoretically Available Annual Sunlight ("TAAS") on the Park (with no adjacent structures present).

On October 11, 2012, the Planning Commission and the Recreation and Park Commission held a duly noticed joint public hearing and adopted Planning Commission Resolution No. 18717 and Recreation and Park Commission Resolution No. 1201-001 amending the 1989 Memo and raising the absolute cumulative shadow limits for seven open spaces under the jurisdiction of the Recreation and Park Department that could be shadowed by likely cumulative development sites in the Transit Center District Plan ("Plan") Area, including the Project. In revising these ACLs, the Commissions also adopted qualitative criteria for each park related to the characteristics of shading within these ACLs that would not be considered adverse, including the duration, time of day, time of year, and location of shadows on the particular parks. Under these amendments to the 1989 Memo, any consideration of allocation of "shadow" within these newly increased ACLs for projects must be consistent with these characteristics. The Commissions also found that the "public benefit" of any proposed project in the Plan Area should be considered in the context of the public benefits of the Transit Center District Plan as a whole.

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

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

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

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

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

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

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

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

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

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

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

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

Y. **Inclusionary Affordable Housing Program (Section 415).** Planning Code Section 415 sets forth the requirements and procedures for the Inclusionary Affordable Housing Program. Under Planning Code Section 415.3, the current percentage requirements apply to projects that consist of ten or more units, where the first application (EE or BPA) was applied for on or after July 18, 2006. Pursuant to Planning Code Section 415.5, the Project must pay the Affordable Housing Fee ("Fee"). This Fee is made payable to the Department of Building Inspection ("DBI") for use by the Mayor's Office of Housing and Community Development for the purpose of increasing affordable housing citywide.

The Project Sponsor has submitted a 'Affidavit of Compliance with the Inclusionary Affordable Housing Program: Planning Code Section 415,' to satisfy the requirements of the Inclusionary Affordable Housing Program through payment of the Fee, in an amount to be established by the Mayor's Office of Housing and Community Development at a rate equivalent to an off-site requirement of 20%. The project sponsor and the City are also considering an alternative to payment of the Fee, which could include waiver of the specific Section 415 requirements and payment of an equivalent or greater fee to be used for affordable housing purposes in the area, if the voters approve a proposed Charter Amendment at the June 7, 2016 election and the Board of Supervisors adopts pending legislation that would go into effect if the Charter Amendment is approved. The first EE application was submitted December 21, 2006.

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

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

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

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

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

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

CC. **Public Art (Section 429).** In the case of construction of a new building or addition of floor area in excess of 25,000 sf to an existing building in a C-3 district, Section 429 requires a project to include works of art costing an amount equal to one percent of the construction cost of the building.

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

7. **Exceptions Request Pursuant to Planning Code Section 309.** The Planning Commission has considered the following exceptions to the Planning Code, makes the following findings, and grants each exception to the Project as further described below:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Section 309(a)(2) permits exceptions from the Section 148 ground-level wind current requirements. No exception shall be granted and no building or addition shall be permitted that causes equivalent wind speeds to reach or exceed the hazard level of 26 miles per hour for a single hour of the year.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

As discussed earlier, the Project will shade publicly accessible open space due to the proposed heights, which were envisioned in the Transit Center District Plan. The amount of shadow cast on each of these open spaces would vary based on time of day, time of year, the height and bulk of intervening existing and proposed development, and climatic conditions (clouds, fog, or sun) on a given day. The minor three-foot extension of the upper tower length does not significantly affect light and air to adjacent buildings. The upper tower begins approximately at level 34 and above, which is approximately 373 feet above ground level. This area will face directly onto Mission Street, an 83-foot wide public right of way.

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

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

TCDP: LAND USE

Policy 1.2:
Revise height and bulk districts in the Plan Area consistent with other Plan objectives and considerations.

Policy 1.4:
Prevent long-term under-building in the area by requiring minimum building intensities for new development on major sites.

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

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

TCDP: URBAN FORM

OBJECTIVE 2.2:
CREATE AN ELEGANT DOWNTOWN SKYLINE, BUILDING ON EXISTING POLICY TO CRAFT A DISTINCT DOWNTOWN "HILL" FORM, WITH ITS APEX AT THE TRANSIT CENTER, AND TAPERING IN ALL DIRECTIONS.

OBJECTIVE 2.3:
FORM THE DOWNTOWN SKYLINE TO EMPHASIZE THE TRANSIT CENTER AS THE CENTER OF DOWNTOWN, REINFORCING THE PRIMACY OF PUBLIC TRANSIT IN ORGANIZING THE CITY'S DEVELOPMENT PATTERN, AND RECOGNIZING THE LOCATION'S IMPORTANCE IN LOCAL AND REGIONAL ACCESSIBILITY, ACTIVITY, AND DENSITY.

Policy 2.3:
Create a balanced skyline by permitting a limited number of tall buildings to rise above the dense cluster that forms the downtown core, stepping down from the Transit Tower in significant height increments.

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

OBJECTIVE 2.12:
ENSURE THAT DEVELOPMENT IS PEDESTRIAN-ORIENTED, FOSTERING A VITAL AND ACTIVE STREET LIFE.

OBJECTIVE 2.13:
ENACT URBAN DESIGN CONTROLS TO ENSURE THAT THE GROUND-LEVEL INTERFACE OF BUILDINGS IS ACTIVE AND ENGAGING FOR PEDESTRIANS, IN ADDITION TO PROVIDING ADEQUATE SUPPORTING RETAIL AND PUBLIC SERVICES FOR THE DISTRICT.

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

TCDP: PUBLIC REALM

OBJECTIVE 3.8
ENSURE THAT NEW DEVELOPMENT ENHANCES THE PEDESTRIAN NETWORK AND REDUCES THE SCALE OF LONG BLOCKS BY MAINTAINING AND IMPROVING PUBLIC ACCESS ALONG EXISTING ALLEYS AND CREATING NEW THROUGH-BLOCK PEDESTRIAN CONNECTIONS WHERE NONE EXIST.

Policy 3.11
Prohibit the elimination of existing alleys within the District. Consider the benefits of shifting or re-configuring alley alignments if the proposal provides an equivalent or greater degree of public circulation.

Policy 3.12
Design new and improved through-block pedestrian passages to make them attractive and functional parts of the public pedestrian network.

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

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

OBJECTIVE 4.1:
THE DISTRICT'S TRANSPORTATION SYSTEM WILL PRIORITIZE AND INCENTIVIZE THE USE OF TRANSIT. PUBLIC TRANSPORTATION WILL BE THE MAIN, NON-PEDESTRIAN MODE FOR MOVING INTO AND BETWEEN DESTINATIONS IN THE TRANSIT CENTER DISTRICT.

Policy 4.5:
Support funding and construction of the Transbay Transit Center project to further goals of the District Plan, including completion of the Downtown Extension for Caltrain and High Speed Rail.

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

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

DOWNTOWN AREA PLAN

OBJECTIVE 2
MAINTAIN AND IMPROVE SAN FRANCISCO'S POSITION AS A PRIME LOCATION FOR FINANCIAL, ADMINISTRATIVE, CORPORATE, AND PROFESSIONAL ACTIVITY.

Policy 2.1
Encourage prime downtown office activities to grow as long as undesirable consequences of growth can be controlled.

Policy 2.2
Guide location of office development to maintain a compact downtown core and minimize displacement of other uses.

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

OBJECTIVE 4
ENHANCE SAN FRANCISCO'S ROLE AS A TOURIST AND VISITOR CENTER.

Policy 4.1
Guide the location of new hotels to minimize their adverse impacts on circulation, existing uses, and scale of development.

OBJECTIVE 6
WITHIN ACCEPTABLE LEVELS OF DENSITY, PROVIDE SPACE FOR FUTURE OFFICE, RETAIL, HOTEL, SERVICE AND RELATED USES IN DOWNTOWN SAN FRANCISCO.

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

OBJECTIVE 7
EXPAND THE SUPPLY OF HOUSING IN AND ADJACENT TO DOWNTOWN.

Policy 7.1
Promote the inclusion of housing in downtown commercial developments.

Policy 7.2
Facilitate conversion of underused industrial and commercial areas to residential use.

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

OBJECTIVE 10
ASSURE THAT OPEN SPACES ARE ACCESSIBLE AND USABLE.

Policy 10.2
Encourage the creation of new open spaces that become a part of an interconnected pedestrian network.

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

GENERAL PLAN: COMMERCE AND INDUSTRY

OBJECTIVE 1
MANAGE ECONOMIC GROWTH AND CHANGE TO ENSURE ENHANCEMENT OF THE TOTAL CITY LIVING AND WORKING ENVIRONMENT.

Policy 1.1
Encourage development which provides substantial net benefits and minimizes undesirable consequences. Discourage development which has substantial undesirable consequences that cannot be mitigated.

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

GENERAL PLAN: HOUSING

OBJECTIVE 12
BALANCE HOUSING GROWTH WITH ADEQUATE INFRASTRUCTURE THAT SERVES THE CITY'S GROWING POPULATION.

Policy 12.1
Encourage new housing that relies on transit use and environmentally sustainable patterns of movement.

Policy 12.2
Consider the proximity of quality of life elements, such as open space, child care, and neighborhood services, when developing new housing units.

Policy 12.3
Ensure new housing is sustainably supported by the City's public infrastructure systems.

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

OBJECTIVE 13
PRIORITIZE SUSTAINABLE DEVELOPMENT IN PLANNING FOR AND CONSTRUCTING NEW HOUSING.

Policy 13.1
Support "smart" regional growth that located new housing close to jobs and transit.

Policy 13.3
Promote sustainable land use patterns that integrate housing with transportation in order to increase transit, pedestrian, and bicycle mode share.

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

GENERAL PLAN: TRANSPORTATION

OBJECTIVE 2
USE THE EXISTING TRANSPORTATION INFRASTRUCTURE AS A MEANS FOR GUIDING DEVELOPMENT AND IMPROVING THE ENVIRONMENT.

Policy 2.1
Use rapid transit and other transportation improvements in the city and region as the catalyst for desirable development and coordinate new facilities with public and private development.

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

9. The General Plan Consistency Findings set forth in Motion No. 19638, Case #2006.1523GPR (Findings of Consistency with the General Plan Referral for Street and Alley Vacations) apply to this Motion, and are incorporated herein by reference as though fully set forth.

10. **Section 101 Priority Policy Findings.** Section 101.1(b)(1-8) establishes eight priority planning policies and requires review of permits for consistency with said policies. On balance, the Project does comply with said policies in that:

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

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

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

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

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

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

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

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

e) That a diverse economic base be maintained by protecting our industrial and service sectors from displacement due to commercial office development, and that future opportunities for resident employment and ownership in these sectors be enhanced.

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

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

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

g) That landmarks and historic buildings be preserved.

All of the buildings on the Site were surveyed as part of the Transit Center District Plan (TCDP). On February 1, 2012, the Transit Center District Historic Resources Survey Update was adopted by the Historic Preservation Commission. Part of this adoption included the completion or update of 57 individual properties historic resource status including 62, 78 and 88 1st Street properties, which were all determined eligible for listing in the California Register. The Project proposes demolition of 62 1st Street and partial demolition of 78 1st Street. The remainder of 78 1st Street and the building at 88 1st Street are proposed to be rehabilitated in keeping with the Secretary of the Interior's Standards for Rehabilitation. Demolition of historic resources at the Project Site was analyzed in the TCDP EIR, which was certified by the Planning Commission on May 24, 2012. The Planning Commission also adopted a Statement of Overriding Considerations finding that the impacts of demolition of historic resources are outweighed by the benefits of the implementation of this aspect of TCDP, including the construction of this Project. A technical memorandum, prepared by Page & Turnbull Associates, found that the revised Project, which will rehabilitate 88 First Street and partially retain and rehabilitate 76-78 First Street, will somewhat reduce the originally anticipated historical resource impacts as two historic buildings originally proposed for demolition will be fully or partially retained. Other properties proposed for demolition (40 1st Street and 50 1st Street) are not historic resources.

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

A technical memorandum, prepared by Environmental Science Associates, concluded that the Project would cast new shadow on four parks, as follows: approximately 149,230 square-foot-hours (sfh) of new shadow on Union Square, equal to approximately 0.0035% of the theoretically available annual sunlight ("TAAS") on Union Square; approximately 457,510 sfh of new shadow on Portsmouth Square Plaza, equal to approximately 0.219% of the theoretical annual available sunlight ("TAAS") on Portsmouth Square Plaza; 1,342 sfh of net new shadow on Portsmouth Square Plaza on a yearly basis, equal to approximately 0.001% of the theoretical annual available sunlight ("TAAS") on St. Mary's Square; and 299,820 sfh of net new shadow on Justin Herman Plaza on a yearly basis, which would be an increase of about 0.044% of the theoretical annual available sunlight ("TAAS") on Justin Herman Plaza. Approval of the Project is therefore subject to approval under the procedures of Planning Code Section 295 by the Recreation & Parks and Planning Commissions.

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

11. The Project is consistent with and would promote the general and specific purposes of the Code provided under Section 101.1(b) as outlined in Motion No. 19635 and also in that, as designed, the Project would contribute to the character and stability of the Transit Center District and would constitute a beneficial development.

12. The Commission hereby finds that approval of the Downtown Project Authorization and Request for Exceptions would promote the health, safety and welfare of the City.

DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES Downtown Project Authorization Application No. 2006.1523ENV/DNX/OFA/CUA/VAR/SHD/GPR** subject to the following conditions attached hereto as "EXHIBIT A" in general conformance with plans on file, dated April 14, 2016, and stamped "EXHIBIT B", which is incorporated herein by reference as though fully set forth.

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

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

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

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

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

Jonas P. Ionin
Commission Secretary

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

EXHIBIT A

AUTHORIZATION

This authorization is for a **Downtown Project Authorization and Request for Exceptions** relating to a project that would allow construction of two towers sharing a basement, rehabilitation of two commercial buildings, proposing 265 residential units, a 169 room tourist hotel, approximately 1.07 million square feet of office space, and 12,500 square feet of retail space on eight lots plus vacation of portions of Jessie Street and Elim Alley located near the northwest corner of First and Mission Streets (Assessor's Block 3708, Lots 003, 006, 007, 009, 010, 011, 012, and 055), and exceptions pursuant to **Planning Code Sections 309, 132.1(c)(1), 132.1(d), 134, 148, 155(d), 248, 260(b)(M), 263.9, and 272** within the C-3-O (SD) Zoning District and the Transit Center C-3-O (SD) Commercial Special Use District, and the 550-S and 850-S-2 Height and Bulk Districts; in general conformance with plans, dated April 14, 2016, and stamped "EXHIBIT B" included in the docket for Case No. 2006.1523ENV/DNX/OFA/CUA/VAR/SHD/GPR and subject to conditions of approval reviewed and approved by the Commission on **May 5, 2016** under Motion No. 19635. This authorization and the conditions contained herein run with the property and not with a particular Project sponsor, business, or operator.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on **May 5, 2016,** under Motion No. 19635.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

The conditions of approval under the "Exhibit A" of this Planning Commission Motion No. 19635 shall be reproduced on the Index Sheet of construction plans submitted with the Site or Building permit application for the Project. The Index Sheet of the construction plans shall reference to the Downtown Project Authorization and any subsequent amendments or modifications.

SEVERABILITY

The Project shall comply with all applicable City codes and requirements. If any clause, sentence, section or any part of these conditions of approval is for any reason held to be invalid, such invalidity shall not affect or impair other remaining clauses, sentences, or sections of these conditions. This decision conveys no right to construct, or to receive a building permit. "Project sponsor" shall include any subsequent responsible party.

CHANGES AND MODIFICATIONS

Changes to the approved plans may be approved administratively by the Zoning Administrator. Significant changes and modifications of conditions shall require Planning Commission approval of a new Downtown Project Authorization.

Conditions of Approval, Compliance, Monitoring, and Reporting

PERFORMANCE

1. **Validity**. The authorization and right vested by virtue of this action is valid for three (3) years from the effective date of the Motion. The Department of Building Inspection shall have issued a Building Permit or Site Permit to construct the project and/or commence the approved use within this three (3) year period.

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

2. **Expiration and Renewal.** Should a Building or Site Permit be sought after the three (3) year period has lapsed, the Project sponsor must seek a renewal of this Authorization by filing an application for an amendment to the original Authorization or a new application for Authorization. Should the Project sponsor decline to so file, and decline to withdraw the permit application, the Commission shall conduct a public hearing in order to consider the revocation of the Authorization. Should the Commission not revoke the Authorization following the closure of the public hearing, the Commission shall determine the extension of time for the continued validity of the Authorization.

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

3. **Diligent Pursuit.** Once a site or Building Permit has been issued, construction must commence within the timeframe required by the Department of Building Inspection and be continued diligently to completion. Failure to do so shall be grounds for the Commission to consider revoking the approval if more than three (3) years have passed since this Authorization was approved.

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

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

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

5. **Conformity with Current Law.** No application for Building Permit, Site Permit, or other entitlement shall be approved unless it complies with all applicable provisions of City Codes in effect at the time of such approval.

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

6. **Additional Project Authorizations.** The Project Sponsor must obtain an Office Allocation Authorization under Section 321; Variance from Section 136 for projecting bay windows that do not meet the code's dimension separation requirements; Variance from Section 145.1(c)(2) for exceeding the minimum frontage devoted to parking and loading ingress and egress; Variance from Section 140 for 22 units that do not meet the Planning Code requirements for exposure; Variance from Section 155(s) for the number and size of parking and loading access points; a ZA exception for height of elevator mechanicals at Mission Street Tower; a Conditional Use Authorization pursuant to Sections 210.2 and 303 for a new tourist hotel; findings under Section 295 as to whether the shadow cast by the project will have any adverse impact on any park under the jurisdiction of the Recreation and Parks Commission and allocate new ACL to four parks; and a General Plan Referral for vacations for portions of Jessie Street and Elim Alley. The Project Sponsor must satisfy all the conditions thereof for each additional project authorization. The conditions set forth below are additional conditions required in connection with the Project. If these conditions overlap with any other requirement imposed on the Project, the more restrictive or protective condition or requirement, as determined by the Zoning Administrator, shall apply.

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

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

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

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

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

DESIGN — COMPLIANCE AT PLAN STAGE

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

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

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

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

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

11. **Streetscape Plan Elements.** Pursuant to Planning Code Section 138.1, the Project Sponsor shall continue to work with Planning Department staff, in consultation with other City agencies, to refine the design and programming of the required Streetscape features so that the plan generally meets the standards of the Transit Center District Plan, Better Streets and Downtown Plans and all applicable City standards. The Project Sponsor shall complete final design of all required street improvements, including procurement of relevant City permits, prior to issuance of first architectural addenda, and shall complete construction of all required street improvements prior to issuance of first temporary certificate of occupancy.

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

12. **Garbage, Composting and Recycling Storage.** Space for the collection and storage of garbage, composting, and recycling shall be provided within enclosed areas on the property and clearly labeled and illustrated on the architectural addenda. Space for the collection and storage of recyclable and compostable materials that meets the size, location, accessibility and other standards specified by the San Francisco Recycling Program shall be provided at the ground level of the buildings.

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

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

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

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

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

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

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

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

16. **Open Space Plaques - C-3 Districts.** Pursuant to Planning Code Section 138, the Project Sponsor shall install the required public open space plaques at each building entrance including the standard City logo identifying it; the hours open to the public and contact information for building management. The plaques shall be plainly visible from the public sidewalks on First Street, Mission Street, and from publicly accessible walkways such as the vacated portion of Jessie Street. The plaques shall indicate that the vacated portions of Jessie Street and Elim Alley, as well as the pocket park on Mission Street ("Snippet") and public sitting area behind 78 First Street ("Public Sitting Area in a Pedestrian Walkway") shall be publicly accessible 24 hours per day, 7 days per week, and that the remainder of the Project's required open space, including the ground level and third-level urban room ("Indoor Park") shall be open to the public from 8am – 8pm, 7 days per week. Design of the plaques shall utilize the standard templates provided by the Planning Department, as available, and shall be approved by the Department staff prior to installation.

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

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

    a. On-site, in a basement area accessed via a garage or other access point without use of separate doors on a ground floor façade facing a public right-of-way;

    b. On-site, in a driveway, underground;

    c. On-site, above ground, screened from view, other than a ground floor façade facing a public right-of-way;

    d. Public right-of-way, underground, under sidewalks with a minimum width of 12 feet, avoiding effects on streetscape elements, such as street trees; and based on Better Streets Plan guidelines;

    e. Public right-of-way, underground; and based on Better Streets Plan guidelines;

    f. Public right-of-way, above ground, screened from view; and based on Better Streets Plan guidelines;

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

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

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

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

PARKING AND TRAFFIC

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

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

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

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

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

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

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

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

23. **Car Share.** Pursuant to Planning Code Section 166, no fewer than seven (7) car share spaces (2 for the residential component and 5 for the non-residential component) shall be made available, at no cost, to a certified car share organization for the purposes of providing car share services for its service subscribers.

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

www.sfplanning.org

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

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

PROVISIONS

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

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

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

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

27. **Child Care Brokerage Services - C-3 District.** Pursuant to Planning Code Section 165, the Project Sponsor shall provide on-site child-care brokerage services for the actual lifetime of the Project. *For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org*

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

37. **First Source Hiring.** The Project shall adhere to the requirements of the First Source Hiring Construction and End-Use Employment Program approved by the First Source Hiring Administrator, pursuant to Section 83.4(m) of the Administrative Code.

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

38. **Art.** Pursuant to Planning Code Section 429, the Project shall include work(s) of art valued at an amount equal to one percent of the hard construction costs for the Project as determined by the Director of the Department of Building Inspection. The Project Sponsor shall provide to the Director necessary information to make the determination of construction cost hereunder.

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

39. **Art Plaques.** Pursuant to Planning Code Section 429(b), the Project Sponsor shall provide a plaque or cornerstone identifying the architect, the artwork creator and the Project completion date in a publicly conspicuous location on the Project Site. The design and content of the plaque shall be approved by Department staff prior to its installation.

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

40. **Art.** Pursuant to Planning Code Section 429, the Project Sponsor and the Project artist shall consult with the Planning Department during design development regarding the height, size, and final type of the art. The final art concept shall be submitted for review for consistency with this Motion by, and shall be satisfactory to, the Director of the Planning Department in consultation with the Commission. The Project Sponsor and the Director shall report to the Commission on the progress of the development and design of the art concept prior to the submittal of the first building or site permit application

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

41. **Art.** Pursuant to Planning Code Section 429, prior to issuance of any certificate of occupancy, the Project Sponsor shall install the public art generally as described in this Motion and make it available to the public. If the Zoning Administrator concludes that it is not feasible to install the work(s) of art within the time herein specified and the Project Sponsor provides adequate assurances that such works will be installed in a timely manner, the Zoning Administrator may extend the time for installation for a period of not more than twelve (12) months.

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

AFFORDABLE UNITS

42. **Requirement**. Pursuant to Planning Code Section 415.5, the Project Sponsor must pay an Affordable Housing Fee at a rate equivalent to the applicable percentage of the number of units in an off-site project needed to satisfy the Inclusionary Affordable Housing Program Requirement for the principal project. The applicable percentage for this project is twenty

percent (20%), but is subject to change under a proposed Charter amendment and pending legislation if the voters approve the Charter Amendment at the June 7, 2016 election. The Project Sponsor shall pay the applicable Affordable Housing Fee at the time such Fee is required to be paid. Alternatively, the Project Sponsor must make equivalent or greater payments to the City to be deposited into the Downtown Neighborhoods Preservation Fund, or similar fund ("the "Fund"), and used for the construction of new affordable housing and/or acquisition and/or rehabilitation of existing housing in the area, if the voters approve a Charter Amendment at the June 7, 2016 election and the Board of Supervisors adopts legislation to permit this alternative method of providing affordable housing.

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

43. **Other Conditions.** The Project is subject to the requirements of the Inclusionary Affordable Housing Program under Section 415 et seq. of the Planning Code and the terms of the City and County of San Francisco Inclusionary Affordable Housing Program Monitoring and Procedures Manual ("Procedures Manual"). If the Project Sponsor makes the alternative payment to the City as described in Condition Number 42 above, the Project must comply with the requirements of the Fund. The Procedures Manual, as amended from time to time, is incorporated herein by reference, as published and adopted by the Planning Commission, and as required by Planning Code Section 415. Terms used in these conditions of approval and not otherwise defined shall have the meanings set forth in the Procedures Manual. A copy of the Procedures Manual can be obtained at the Mayor's Office of Housing and Community Development ("MOHCD") at 1 South Van Ness Avenue or on the Planning Department or Mayor's Office of Housing and Community Development's websites, including on the internet at:
http://sf-planning.org/Modules/ShowDocument.aspx?documentid=4451.
As provided in the Inclusionary Affordable Housing Program, the applicable Procedures Manual is the manual in effect at the time the subject units are made available for sale or rent.
For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org or the Mayor's Office of Housing and Community Development at 415-701-5500, www.sf-moh.org.

a. The Project Sponsor must pay the Fee in full sum to the Development Fee Collection Unit at the DBI for use by MOHCD prior to the issuance of the first construction document, or, if an alternative payment is to be made, at the time the Fund requires such payment.

b. Prior to the issuance of the first construction permit by the DBI for the Project, the Project Sponsor shall record a Notice of Special Restriction on the property that records a copy of this approval. The Project Sponsor shall promptly provide a copy of the recorded Notice of Special Restriction to the Department and to MOHCD or its successor.

c. If project applicant fails to comply with the Inclusionary Affordable Housing Program requirement, or the requirement to make alternative payment to the Fund, the Director of DBI shall deny any and all site or building permits or certificates of occupancy for the development project until the Planning Department notifies the Director of compliance. A

Project Sponsor's failure to comply with the requirements of Planning Code Sections 415 et seq. or the requirements applicable to any payments to the Fund shall constitute cause for the City to record a lien against the development project and to pursue any and all other remedies at law.

MONITORING

44. **Revocation due to Violation of Conditions.** Should implementation of this Project result in complaints from interested property owners, residents, or commercial lessees which are not resolve by the Project Sponsor or its successor(s) and found to be in violation of the Planning Code and/or the specific conditions of approval for the Project as set forth in Exhibit A of this Motion, the Zoning Administrator shall refer such complaints to the Commission, after which it may hold a public hearing on the matter to consider revocation of this authorization.

    For information about compliance, contact Code Enforcement, Planning Department at 415-558-6863, www.sfplanning.org.

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

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

OPERATIONS

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

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

47. **Sidewalk Maintenance.** The Project sponsor shall maintain the main entrances to the buildings and all sidewalks abutting the subject property in a clean and sanitary condition in compliance with the Department of Public Works Streets and Sidewalk Maintenance Standards.

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

48. **Community Liaison.** Prior to issuance of a building permit to construct the project and implement the approved use, the Project sponsor shall appoint a community liaison officer to

deal with the issues of concern to owners and occupants of nearby properties. The Project sponsor shall provide the Zoning Administrator with written notice of the name, business address, and telephone number of the community liaison. Should the contact information change, the Zoning Administrator shall be made aware of such change. The community liaison shall report to the Zoning Administrator what issues, if any, are of concern to the community and what issues have not been resolved by the Project sponsor.

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

49. **Lighting.** All Project lighting shall be directed onto the Project site and immediately surrounding sidewalk area only, and designed and managed so as not to be a nuisance to adjacent residents. Nighttime lighting shall be the minimum necessary to ensure safety, but shall in no case be directed so as to constitute a nuisance to any surrounding property.

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

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

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

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

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

SAN FRANCISCO
PLANNING DEPARTMENT

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

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Planning Commission Motion No. 19636
Office Allocation

HEARING DATE: MAY 5, 2016

Case No.:	**2006.1523ENV/DNX/OFA/CUA/VAR/SHD/GPR**
Project Address:	**First and Mission Parcels** **40 First Street; 50 First Street; 62 First Street; 76-78 First Street; 88 First Street; 512 Mission Street; 516 Mission Street; 526 Mission Street** **"Oceanwide Center"**
Project Site Zoning:	C-3-O (SD) (Downtown, Office: Special Development) 550-S and 850-S-2 Height and Bulk Districts Transit Center C-3-O (SD) Commercial Special Use District Transit Center District and Downtown Plan Areas
Block/Lot:	3708/003, 006, 007, 009, 010, 011, 012 and 055
Project Sponsor:	Oceanwide Center LLC Attn: Mr. Wu Chen 88 First Street San Francisco, CA 94105
Staff Contact:	Marcelle Boudreaux – (415) 575 9140 Marcelle.Boudreaux@sfgov.org

ADOPTING FINDINGS RELATING TO THE APPROVAL OF ALLOCATION OF OFFICE SQUARE FOOTAGE UNDER THE 2015-2016 ANNUAL OFFICE DEVELOPMENT LIMITATION PROGRAM PURSUANT TO SECTIONS 320 THROUGH 325 OF THE PLANNING CODE TO ALLOW THE DEMOLITION OF THREE COMMERCIAL BUILDINGS, REHABILITATION OF TWO COMMERCIAL BUILDINGS, AND CONSTRUCTION OF TWO TOWERS, MEASURING A MAXIMUM OCCUPIED HEIGHT OF 605 AND 850 FEET, SHARING A FOUR-STORY BASEMENT, FOR A PROJECT CONTAINING 265 RESIDENTIAL UNITS, A 169 ROOM HOTEL, APPROXIMATELY 1.07 MILLION GROSS SQUARE FEET OF OFFICE SPACE, AND 12,500 SQUARE FEET OF RETAIL SPACE, ON EIGHT LOTS PLUS THE VACATION OF PORTIONS OF JESSIE STREET AND ELIM ALLEY, LOCATED NEAR THE NORTHWEST CORNER OF FIRST AND MISSION STREETS, LOTS 003, 006, 007, 009, 010, 011, 012, AND 055 IN ASSESSOR'S BLOCK 3708, WITHIN THE 550-S AND 850-S-2 HEIGHT AND BULK DISTRICTS, THE C-3-O (SD) (DOWNTOWN OFFICE – SPECIAL DEVELOPMENT) ZONING DISTRICT, THE TRANSIT CENTER C-3-O (SD) COMMERCIAL SPECIAL USE DISTRICT, AND THE TRANSIT CENTER DISTRICT PLAN AND DOWNTOWN PLAN AREA.

PREAMBLE

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

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

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

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

On June 1, 2015, the Project Sponsor submitted a request for review of a development exceeding 40 feet in height, pursuant to Section 295, analyzing the potential shadow impacts of the Project to properties under the jurisdiction of the Recreation and Parks Department (Case No. 2006.1523SHD). Department staff prepared a shadow fan depicting the potential shadow cast by the development and concluded that the Project could have a potential impact to properties subject to Section 295. A technical memorandum, prepared by Environmental Science Associates, concluded that the Project would cast new shadow on four parks, as follows: approximately 149,230 square-foot-hours (sfh) of new shadow on Union Square, equal to approximately 0.0035% of the theoretically available annual sunlight ("TAAS") on Union Square; approximately 457,510 sfh of new shadow on Portsmouth Square Plaza, equal to approximately 0.219% of the theoretical annual available sunlight ("TAAS") on Portsmouth Square Plaza; 1,342 sfh of net new shadow on Portsmouth Square Plaza on a yearly basis, equal to approximately 0.001% of the theoretical annual available sunlight ("TAAS") on St. Mary's Square; and 299,820 sfh of net new shadow on Justin Herman Plaza on a yearly basis, which would be an increase of about 0.044% of the theoretical annual available sunlight ("TAAS") on Justin Herman Plaza.

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

On May 24, 2012, the Planning Commission held a duly advertised public hearing and recommended approval of the Transit Center District Plan ("TCDP" or "Plan") and related implementing Ordinances to the Board of Supervisors. The result of a multi-year public and cooperative interagency planning process that began in 2007, the Plan is a comprehensive vision for shaping growth on the southern side of Downtown to respond to and support the construction of the new Transbay Transit Center project, including the Downtown Rail Extension. Implementation of the Plan would result in generation of up to $590 million for public infrastructure, including over $400 million for the Downtown Rail Extension. Adoption of the Plan included height reclassification of numerous parcels in the area to increase height limits, including a landmark tower site in front of the Transit Center with a height limit of 1,000 feet and several other nearby sites with height limits ranging from 600 to 850 feet.

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

On May 24, 2012, the Commission reviewed and considered the Final EIR ("FEIR") and found that the contents of said report and the procedures through which the FEIR was prepared, publicized, and reviewed complied with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.) ("CEQA"), 14 California Code of Regulations Sections 15000 et seq. ("the CEQA Guidelines"), and Chapter 31 of the San Francisco Administrative Code ("Chapter 31").

The Commission found the FEIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the draft EIR, and certified the FEIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31.

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

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

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

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

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

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

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

On February 7, 1989, the Recreation and Park Commission and the Planning Commission adopted criteria establishing absolute cumulative limits ("ACL") for additional shadows on fourteen parks throughout San Francisco (Planning Commission Resolution No. 11595), as set forth in a February 3, 1989 memorandum (the "1989 Memo"). The ACL for each park is expressed as a percentage of the Theoretically Available Annual Sunlight ("TAAS") on the Park (with no adjacent structures present).

On October 11, 2012, the Planning Commission and the Recreation and Park Commission held a duly noticed joint public hearing and adopted Planning Commission Resolution No. 18717 and Recreation and Park Commission Resolution No. 1201-001 amending the 1989 Memo and raising the absolute cumulative shadow limits for seven open spaces under the jurisdiction of the Recreation and Park Department that could be shadowed by likely cumulative development sites in the Transit Center District Plan ("Plan") Area, including the Project. In revising these ACLs, the Commissions also adopted qualitative criteria for each park related to the characteristics of shading within these ACLs that would not be considered adverse, including the duration, time of day, time of year, and location of shadows on the particular parks. Under these amendments to the 1989 Memo, any consideration of allocation of "shadow" within these newly increased ACLs for projects must be consistent with these characteristics. The Commissions also found that the "public benefit" of any proposed project in the Plan Area should be considered in the context of the public benefits of the Transit Center District Plan as a whole.

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

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

The Planning Commission has heard and considered the testimony presented at the public hearing and has further considered the written materials and oral testimony presented on behalf of the Project Sponsor, Department staff, and other interested parties.

The Planning Department, Office of Commission Secretary, is the custodian of records for this action, and such records are located at 1650 Mission Street, Fourth Floor, San Francisco, California.

On May 5, 2016 the Commission adopted Motion No. 19635, approving a Section 309 Determination of Compliance and Request for Exceptions, including an Improvement, Mitigation, Monitoring, and Reporting Program for the Project, attached as Exhibit C to Motion No. 19635, which are incorporated herein by this reference thereto as if fully set forth in this Motion.

On May 5, 2016, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Case No. 2006.1523ENV/DNX/OFA/CUA/VAR/SHD/GPR. The Commission has heard and considered the testimony presented to it at the public hearing and has further considered written

materials and oral testimony presented on behalf of the applicant, the Planning Department staff, and other interested parties.

MOVED, that the Commission hereby authorizes the Office Allocation requested in Application No. 2006.1523OFA, subject to the conditions contained in **Exhibit A** of this motion, based on the following findings:

FINDINGS

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

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

2. **Site Description and Present Use.** The Project Site covers eight lots and portions of Elim Alley and Jessie Street that are proposed for vacation, and totals approximately 59,445 square feet in size. The three lots fronting on Mission Street are undeveloped. Five commercial buildings are located along First Street, ranging in height from five to seven stories, with frontages on Jessie Street and Stevenson Street. Elim Alley is a pedestrian alley located between 62 First Street and 76-78 First Street. To the north, Jessie Street contains a single eastbound lane of traffic and two sidewalks between 62 First Street and 50 First Street. This portion of Jessie Street does not provide through-traffic between Second and First Streets; it begins at the northern terminus of Anthony Street, and is directly accessible only by vehicles traveling westbound on Mission Street.

3. **Properties and Neighborhood**. The Project Site is located in Transit Center District Plan sub-area of Downtown San Francisco, one block from the Transbay Transit Center. Land uses in the vicinity consist primarily of office and retail uses, many in high-rise towers, as well as high-rise residential buildings. The western edge of the site is defined by Ecker Place, the 20-story office building at 25 Jessie, and the four-story residential building at One Ecker. Golden Gate University's campus is located across Ecker Place at 536 Mission Street. A small open space connecting Mission Street and Jessie Street is located between the university and the 31-story JP Morgan Chase Office Building at 560 Mission Street. An eight-story brick office building is located at the northeast corner of Second and Mission Streets. A 39-story office building at 525 Market Street (at the southwest corner of First and Market Streets) is located to the north of the Property across Stevenson Street. The interior of the blocks between Jessie and Market Streets are occupied by several high-rise office buildings, ranging from 15 to 40-stories in height, as well as several smaller buildings. The Salesforce Tower (measuring approximately 1,070-feet to decorative crown) is currently under construction cater- corner to the Site.

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

skyline, invest in substantial transportation infrastructure and improvements to streets and open spaces, and expand protection of historic resources.

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

4. **Proposed Project.** The Project proposes to demolish three existing buildings on the Site (40 First Street, 50 First Street, 62 First Street), rehabilitate historic commercial buildings (78 and 88 First Street), vacate portions of streets and alleys, and construct two towers which share a basement – one fronting First Street and one fronting Mission Street – around and on eight parcels at the northwest corner of First and Mission Streets. The First Street Tower is proposed to reach a roof height of 850 feet with mechanical and architectural features extending to a height of 910 feet and would include approximately 1.05 million gross square feet of office space, 109 residential units and a 68-foot-tall Urban Room, or indoor park, at street level. The Mission Street Tower is proposed to reach a height of 605 feet with mechanical screening and features extending to 625 feet, further extending to a maximum of 636 feet to the top of elevator equipment, and would include a 169-room tourist hotel, 156 residential units and ground floor retail and lobbies. Vehicular parking for residential and commercial users, service loading, bicycle parking and showers are housed in four-story basement levels shared by both towers. The historic commercial building at 88 First Street would be retained and rehabilitated, and the historic commercial building at 78 First Street would be partially retained and rehabilitated, together providing additional existing office space. Privately-owned public open spaces are integrated throughout the Site, in the Urban Room, the Mission Street pocket park and the Public Sitting Area behind 78 First Street, and residential open space is provided at upper level terraces and decks. Vacations of the public rights of way include a portion of Jessie Street (from First Street to midway between First Street and Ecker Place). Jessie Street would also be rerouted southward to terminate at Mission Street between First Street and Ecker Place; a new name has not yet been determined for this re-routed public accessway. In addition, a portion of Elim Alley would be vacated (from Ecker Place to midway between First Street and Ecker Place) to be widened and enhanced for pedestrian access. By integrating eight parcels and proposing over 2.1 million gross square feet of office, residential, hotel and retail in two towers and rehabilitated commercial buildings with on-site privately-owned public open space and public realm improvements, this Project is the largest development within the Plan area.

5. **Public Comment/Public Outreach.** The Planning Department has received communication about the Project in the form of letters and public comment during the environmental review process, Informational Hearings at the Planning Commission on January 14, 2016, and March 17, 2016. One individual has been spoken in support of the Project's successful implementation of what was anticipated for the sites in the Transit Center Plan. Objections/comments primarily focus on actions at, or around, the ground floor, including: the proposed vacation and realignment of a portion of Jessie Street; impacts to Bay Bridge traffic; the new curb cut onto Mission Street; congestion on Stevenson Street due to new

garage entrance and maintenance of single-lane street; loading impacts; construction staging on Stevenson Street; and the closure of Ecker Street to pedestrian thoroughfare during construction. Other concerns include: the number of stories in relation to adjacent towers; and the tall tower's impact on views and shading on existing towers; density and future congestion; the comfort of the POPOS space under the First Street Tower; the amount of square feet requested for office allocation; and the impacts on the adjacent institutional use, Golden Gate University.

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

6. **Office Allocation.** Section 321 establishes standards for San Francisco's Office Development Annual Limit. In determining if the proposed Project would promote the public welfare, convenience and necessity, the Commission considered the seven criteria established by Code Section 321(b)(3), and finds as follows:

I. APPORTIONMENT OF OFFICE SPACE OVER THE COURSE OF THE APPROVAL PERIOD IN ORDER TO MAINTAIN A BALANCE BETWEEN ECONOMIC GROWTH ON THE ONE HAND, AND HOUSING, TRANSPORTATION AND PUBLIC SERVICES, ON THE OTHER.

As of April 21, 2016, there exists 1,572,299 square feet of office space available for allocation to office buildings of greater than 49,999 square feet of office space ("Large Buildings") during this Approval Period, which ends October 16, 2016. With the allocation of 1,057,549 square feet of net new office space to the Project, 514,750 square feet would remain available for allocation. On October 17, 2016 and on October 17 of each succeeding year, an additional 875,000 square feet of office space will become available for allocation to Large Buildings.

The Sponsor's contribution to the Jobs-Housing Linkage Program, or an equivalent or greater contribution to an affordable housing fund, will help to fund the construction of affordable housing in the City. The Project is also subject to the Transportation Sustainability Fee,, Child Care In-Lieu Fee, Downtown Parks Fee, Transit Center District Open Space Fee, Transit Center District Transportation and Street Improvement Fee, and the Transit Center District Mello Roos Community Facilities District Program, all of which will contribute to maintaining a balance between economic growth and housing, transportation and public services. Additionally, the Project would create both construction jobs and permanent end use jobs, and would comply with all the requirements of the First Source Hiring Program (Chapter 83 of the Administrative Code) and Section 164 of the Planning Code to maximize employment opportunities for local residents.

One of the goals of the TCDP is to leverage increased development intensity to generate revenue that will enable the construction of new transportation facilities, including support for the new Transit Center, including the Downtown Rail Extension. These revenues will also be directed toward improvements to sidewalks and other important pedestrian infrastructure to create a public realm that is conducive to, and supportive of pedestrian travel. By integrating eight parcels and proposing over 2.1 million gross square feet of office, residential, hotel and retail in two towers and rehabilitated

commercial buildings with on-site privately-owned public open space and public realm improvements, this Project is the largest development within the Plan area. As such, the Project will contribute substantial financial resources toward these improvements, and will also serve to leverage these investments by focusing intense employment growth within the core of planned transportation services.

In general, the downtown core of San Francisco offers relatively few remaining opportunity sites for employment growth. The TCDP seeks to maximize development intensity at these remaining opportunity sites, and to preserve such sites primarily for employment uses. The Plan also seeks to address issues of regional sustainability and traffic congestion by focusing job growth within an intense, urban context in an area supported by abundant existing and planned transit services, as well as retail and service amenities. The Project implements this vision through the development of 1,057,549 square feet of office space, located one block from the future Transit Center, and one block from the Market Street transit spine.

II. THE CONTRIBUTION OF THE OFFICE DEVELOPMENT TO, AND ITS EFFECTS ON, THE OBJECTIVES AND POLICIES OF THE GENERAL PLAN.

The Project is consistent with the General Plan, as discussed in Section #8 of Motion No. 19635, Case 2006.1523DNX (Determination of Compliance and Granting of Exceptions Under Planning Code Section 309). The Project would advance the Objectives and Policies of the Commerce, Urban Design, Housing, Downtown Plan, Transportation, and Transit Center District Plan Elements of the General Plan, and presents no significant conflicts with other elements.

III. THE QUALITY OF THE DESIGN OF THE PROPOSED OFFICE DEVELOPMENT.

The Project's overall design is exemplary and meant to provide visual interest at all levels, from the pedestrian realm to the terminus of each building's vertical element. The First Street Tower's multi-story "urban room" knits together the existing fabric of narrow streets and alleys along its footprint, creating a vast, 25,000 square foot, new public open space that will be immediately visible from the pedestrian realm along First and Mission Streets, and intervening alleys and streets. The Project is goaling for a LEED Platinum rating.

The First Street Tower's lateral strength comes from a diagonal perimeter structure, which gives rise to the tower's distinctive kite-shaped facets. Clad in cast metal at the base, the structural exoskeleton is open at the lower six-stories to define the urban room. The remainder of the structure is stainless steel with glazed curtain walls at the upper office and residential levels, which extends to a unique vertical extension defining the roof. The crown of the building angles inward at varying heights of 50-60 feet which distinguishes the upper space and serves as a unique capstone to what will be the second-tallest building in San Francisco once constructed.

The Project also includes the Mission Street Tower, which will be dedicated for use as a hotel and residential units. The Mission Street Tower's façade is a composition of glass box bay windows "floating" in front of a natural stone-clad exterior. The intent is for this Tower to complement the Project, but not compete with the First Street Tower. In addition, the Project incorporates two six-

story historic commercial buildings, which are both proposed for rehabilitation in-keeping with the Secretary of the Interior's Standards.

IV. THE SUITABILITY OF THE PROPOSED OFFICE DEVELOPMENT FOR ITS LOCATION, AND ANY EFFECTS OF THE PROPOSED OFFICE DEVELOPMENT SPECIFIC TO THAT LOCATION.

a) Use. The Project's office, residential and retail uses are permitted uses in the C-3-O(SD) District. This District, playing a leading national role in finance, corporate headquarters and service industries, and serving as an employment center for the region, consists primarily of high-quality office development. The intensity of building development is the greatest in the City, resulting in a notable skyline symbolizing the area's strength and vitality. Although the hotel use requires Conditional Use Authorization, an increased supply of hotel rooms was envisioned in the TCDP. The Site lies one block from Market Street and one block from the future Transit Center, providing direct access to abundant existing and planned transit, as well as retail goods and services. Numerous office buildings, and increasingly high-rise towers, exist within the immediate vicinity of the Project Site and the greater Downtown area. The Project will be unique in the Transit Center in providing this comprehensive mix of uses in one site to help the area achieve a more 24-hour character. The Project furthers the goals and objectives of the Downtown Plan and TCDP of concentrating office uses and new housing into a compact Downtown Core.

b) Transit Accessibility. The area is served by a variety of transit options. The Project Site is one block from the MUNI and BART lines on Market Street, approximately six blocks from the Ferry Building, has direct access to abundant local and regional bus service on Mission Street, and is one block from the future Transit Center.

c) Open Space Accessibility. Much of the Project's ground level fronting First Street will be the "urban room" which will serve as public open space easily visible and accessible from multiple publicly-accessible frontages. The pedestrian realm will provide a mix of activities and retail opportunities, including food service and café space, and seating for residents and employees who live and work within the Project Site, as well as pedestrians and visitors to the area. The "urban room" is the focal point of the Project's interconnected publicly-accessible open space, which totals over 25,000 square feet of the ground floor. Other features include improving Elim Alley into a public right-of-way and seating area that is open and inviting; and adding a pocket park accessible from Mission Street.

d) Urban Design. The existing skyline of downtown San Francisco is largely characterized by a cluster of towers that, when viewed in aggregate, form a plateau at a height of approximately 500 to 550 feet (the historic maximum zoned heights in the C-3 Districts). The TCDP envisions the creation of a new, sculpted skyline formed by height increases at selected locations to allow slender towers that project above this plateau. The Project Site was specifically proposed to be developed at the heights proposed to contribute to this overall form, creating an apex within the skyline and a distinctive identity for the urban form of San Francisco that is evocative of the sloping terrain of the area's natural landforms. The design of the Project fulfills this vision, reaching the heights proposed by the Plan, including the second tallest tower zoned in the City.

V. THE ANTICIPATED USES OF THE PROPOSED OFFICE DEVELOPMENT IN LIGHT OF EMPLOYMENT OPPORTUNITIES TO BE PROVIDED, NEEDS OF EXISTING BUSINESSES, AND THE AVAILABLE SUPPLY OF SPACE SUITABLE FOR SUCH ANTICIPATED USES.

a) Anticipated Employment Opportunities. The Project would contribute to the employment of economically disadvantaged persons by its participation in San Francisco's First Source Hiring Program ("FSHP"). During the three-year construction period, the Project will employ approximately 816 laborers during construction. Available entry-level construction jobs would be processed through the FSHP and would benefit economically disadvantaged persons. Upon completion of construction, the Project would be occupied by commercial tenants that would create additional new jobs. Available entry level jobs offered by these businesses must be processed through the FSHP and would benefit economically disadvantaged persons. Because of the size of the development, the Project has the potential to create significant employment opportunities.

The Project will also comply with the requirements of Planning Code Section 164, which includes city resident employment and training requirements.

b) Needs of Existing Businesses. With approximately 1,057,549 gross square feet of new office space (approximately 1,079,925 gross square feet of total office space in the new tower and in the existing buildings), the Project is anticipated to provide for a great variety and number of tenants thereby better serving the needs of the business community. In the First Street Tower, the floors range in size from 26,900 square feet to 34,000 square feet, thus accommodating large and medium-sized tenants. In addition, the office design anticipates future demand and trends with flexible floorplates that can accommodate several layouts. These flexible floorplates are expected to be among the largest in downtown San Francisco. The Project Site is well-served by transit, and is in close proximity to other firms consolidated within the Downtown Core.

c) Available Supply of Space Suitable for Such Anticipated Uses. The Project will provide substantial office space that is suitable for a variety of office users and sizes in a Downtown location. The anticipated office uses and tenants will strengthen the City's economy and the City's position as a business hub and regional employment center.

VI. THE EXTENT TO WHICH THE PROPOSED DEVELOPMENT WILL BE OWNED OR OCCUPIED BY A SINGLE ENTITY.

The Site is currently under the ownership of Oceanwide Center LLC. The anticipated tenant or tenants will be determined at a later date. It is not known whether the Project will be occupied by a single entity. The Project's flexible floor plans are suitable for use by one or more major tenants, but can also accommodate small tenants.

VII. THE USE, IF ANY, OF TRANSFERABLE DEVELOPMENT RIGHTS ("TDRs") BY THE PROJECT SPONSOR.

Section 124 establishes basic floor area ratios (FAR) for all zoning districts. As set forth in Section 124(a), the FAR for the C-3-O (SD) District is 6.0 to 1. Under Sections 123 and 128, the FAR can be increased to 9.0 to 1 with the purchase of transferable development rights (TDR), and may exceed 9.0

to 1 without FAR limitations through participation in the Transit Center District Mello-Roos Community Facilities District, pursuant to Section 424.8.

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

7. **General Plan Conformity.** The General Plan Consistency Findings set forth in Section #8 of Motion No. 19635, Case #2006.1523DNX (Determination of Compliance and Granting of Exceptions Under Planning Code Section 309) apply to this Motion, and are incorporated herein as though fully set forth.

8. **Planning Code Section 101.1(b).** The General Plan Priority Policy Findings of Planning Code Section 101.1 as set forth in Motion No. 19635 apply to this Motion, and are incorporated as though fully set forth herein.

9. The Project is consistent with and would promote the general and specific purposes of the Code provided under Section 101.1(b) as outlined in Motion No. 19635 and also in that, as designed, the Project would contribute to the character and stability of the Transit Center District and would constitute a beneficial development.

10. The Commission hereby finds that, for the reasons described above, approval of the Office Allocation 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 Office Allocation Application No. 2006.1523ENV/DNX/OFA/CUA/VAR/SHD/GPR** subject to the following conditions attached hereto as "EXHIBIT A" in general conformance with plans on file, dated April 14, 2016, and stamped "EXHIBIT B", which is incorporated herein by reference as though fully set forth.

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

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Section 320-325 Office Space Allocation to the Board of Appeals within fifteen (15) days after the date of this Motion No. 19636. The effective date of this Motion shall be the date of this Motion if not appealed (after the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. For further information, please contact the Board of Appeals in person at 1650 Mission Street, Room 304 or call (415) 575-6880.

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

If the City has not previously given Notice of an earlier discretionary approval of the project, the Planning Commission's adoption of this Motion, 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 foregoing Motion was ADOPTED by the Planning Commission at its regular meeting on May 5, 2016.

Jonas P. Ionin
Commission Secretary

AYES: Fong, Richards, Antonini, Hillis, Johnson, Moore

NAYS: None

ABSENT: None

RECUSED: Wu

ADOPTED: May 5, 2016

EXHIBIT A

AUTHORIZATION

This authorization is to grant **an allocation of 1,057,549 gross square feet of net new office space** under the 2015-2016 Annual Office Development Limitation Program, pursuant to Planning Code Sections 320 through 325, in connection with a proposal to allow construction of two towers, 605 feet and 850 feet maximum occupied height, sharing a four-story basement, demolition of three commercial buildings, and rehabilitation of two commercial buildings, for a Project also containing 265 residential units, a 169 room tourist hotel, approximately 1.07 million gross square feet of office space, and 12,500 square feet of retail space, on eight lots plus vacation of portions of Jessie Street and Elim Alley, located near the northwest corner of First and Mission Streets, Lots 003, 006, 007, 009, 010, 011, 012, and 055 in Assessor's Block 3708, within the 550-S and 850-S-2 Height and Bulk Districts, the C-3-O (SD) (Downtown Office – Special Development) Zoning District, Transit Center C-3-O (SD) Commercial Special Use District, and Transit Center District Plan and Downtown Plan Area, in general conformance with plans dated April 14, 2016, and stamped "Exhibit B" included in the docket for Case No. 2006.1523ENV/DNX/OFA/CUA/VAR/SHD/GPR and subject to Conditions of Approval reviewed and approved by the Planning Commission on May 5, 2016 under Motion No. 19636. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

COMPLIANCE WITH OTHER REQUIREMENTS

The Conditions of Approval set forth in Exhibit B of Motion No. 19635, Case No. 2006.1523DNX (Determination of Compliance Under Section 309), and the Improvement, Mitigation, Monitoring, and Reporting Program adopted as Exhibit C to Planning Commission Motion 19635, Case No. 2006.1523DNX apply to this approval, and are incorporated herein as though fully set forth, except as modified herein.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on May 5, 2016 under Motion No. 19636.

CHANGES AND MODIFICATIONS

Changes to the approved plans may be approved administratively by the Zoning Administrator. Significant changes and modifications of conditions shall require Planning Commission approval of a new Office Allocation authorization.

Conditions of Approval, Compliance, Monitoring, and Reporting

PERFORMANCE

1. **Development Timeline - Office.** Pursuant to Planning Code Section 321(d) (2), construction of an office development shall commence within **five (5) years** of the date of this Motion approving this Project becomes effective. Failure to begin work within that period or to carry out the development diligently thereafter to completion, shall be grounds to revoke approval of the office development under this conditional use authorization.
   For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

2. **Extension.** This authorization may be extended at the discretion of the Zoning Administrator only where failure to issue a permit by the Department of Building Inspection to perform said construction is caused by a delay by a local, State or Federal agency or by any appeal of the issuance of such permit(s).
   For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org.

3. **Additional Project Authorizations.** The Project Sponsor must obtain an Downtown Project Authorization under Section 309; Variance from Section 136 for projecting bay windows that do not meet the code's dimension separation requirements; Variance from Section 145.1(c)(2) for exceeding the minimum frontage devoted to parking and loading ingress and egress; Variance from Section 140 for 22 units that do not meet the Planning Code requirements for exposure; Variance from Section 155(s) for the number and size of parking and loading access points; a ZA exception for height of elevator mechanicals at Mission Street Tower; a Conditional Use Authorization pursuant to Sections 210.2 and 303 for a new hotel; findings under Section 295 as to whether the shadow cast by the project will have any adverse impact on any park under the jurisdiction of the Recreation and Parks Commission and allocate new ACL to four parks; and a General Plan Referral for vacations for portions of Jessie Street and Elim Alley. The Project Sponsor must satisfy all the conditions thereof for each additional project authorization. The conditions set forth below are additional conditions required in connection with the Project. If these conditions overlap with any other requirement imposed on the Project, the more restrictive or protective condition or requirement, as determined by the Zoning Administrator, shall apply.
   For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org.

SAN FRANCISCO
PLANNING DEPARTMENT

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

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Planning Commission Motion No. 19637
Conditional Use Authorization
HEARING DATE: MAY 5, 2016

Case No.:	**2006.1523ENV/DNX/OFA/CUA/VAR/SHD/GPR**
Project Address:	**First and Mission Parcels** **40 First Street; 50 First Street; 62 First Street; 76-78 First Street; 88 First Street; 512 Mission Street; 516 Mission Street; 526 Mission Street** **"Oceanwide Center"**
Project Site Zoning:	C-3-O (SD) (Downtown, Office: Special Development) 550-S and 850-S-2 Height and Bulk Districts Transit Center C-3-O (SD) Commercial Special Use District Transit Center District and Downtown Plan Areas
Block/Lot:	3708/003, 006, 007, 009, 010, 011, 012 and 055 (Oceanwide Center) 0308/001 (Union Square) 0209/017 (Portsmouth Square Plaza) 0258/003 (St. Mary's Square) 0233/035 (Justin Herman Plaza)
Project Sponsor:	Oceanwide Center LLC Attn: Mr. Wu Chen 88 First Street San Francisco, CA 94105
Staff Contact:	Marcelle Boudreaux – (415) 575 9140 Marcelle.Boudreaux@sfgov.org

ADOPTING FINDINGS RELATED TO THE APPROVAL OF A CONDITIONAL USE AUTHORIZATION UNDER PLANNING CODE SECTIONS 210.2 AND 303, TO ALLOW A TOURIST HOTEL WITH UP TO 169 GUESTROOMS, AS PART OF A PROJECT THAT INCLUDES THE DEMOLITION OF THREE COMMERCIAL BUILDINGS, REHABILITATION OF TWO COMMERCIAL BUILDINGS, AND CONSTRUCTION OF TWO TOWERS, MEASURING A MAXIMUM OF 605 AND 850 FEET OF OCCUPIED HEIGHT, SHARING A FOUR-STORY BASEMENT, FOR A PROJECT CONTAINING 265 RESIDENTIAL UNITS, APPROXIMATELY 1.07 MILLION GROSS SQUARE FEET OF OFFICE SPACE, AND 12,500 SQUARE FEET OF RETAIL SPACE, ON EIGHT LOTS PLUS THE VACATION OF PORTIONS OF JESSIE STREET AND ELIM ALLEY, LOCATED NEAR THE NORTHWEST CORNER OF FIRST AND MISSION STREETS, LOTS

003, 006, 007, 009, 010, 011, 012, AND 055 IN ASSESSOR'S BLOCK 3708, WITHIN THE 550-S AND 850-S-2 HEIGHT AND BULK DISTRICTS, THE C-3-O (SD) (DOWNTOWN OFFICE – SPECIAL DEVELOPMENT) ZONING DISTRICT, THE TRANSIT CENTER C-3-O (SD) COMMERCIAL SPECIAL USE DISTRICT, AND THE TRANSIT CENTER DISTRICT PLAN AND DOWNTOWN PLAN AREA.

PREAMBLE

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

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

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

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

On June 1, 2015, the Project Sponsor submitted a request for review of a development exceeding 40 feet in height, pursuant to Section 295, analyzing the potential shadow impacts of the Project to properties under the jurisdiction of the Recreation and Parks Department (Case No. 2006.1523SHD). Department staff prepared a shadow fan depicting the potential shadow cast by the development and concluded that the Project could have a potential impact to properties subject to Section 295. A technical memorandum, prepared by Environmental Science Associates, concluded that the Project would cast new shadow on four parks, as follows: approximately 149,230 square-foot-hours (sfh) of new shadow on Union Square, equal to approximately 0.0035% of the theoretically available annual sunlight ("TAAS") on Union Square; approximately 457,510 sfh of new shadow on Portsmouth Square Plaza, equal to approximately 0.219% of the theoretical annual available sunlight ("TAAS") on Portsmouth Square Plaza; 1,342 sfh of net new shadow on Portsmouth Square Plaza on a yearly basis, equal to approximately 0.001% of the theoretical annual available sunlight ("TAAS") on St. Mary's Square; and 299,820 sfh of net new shadow on Justin Herman Plaza on a yearly basis, which would be an increase of about 0.044% of the theoretical annual available sunlight ("TAAS") on Justin Herman Plaza.

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

On May 24, 2012, the Planning Commission held a duly advertised public hearing and recommended approval of the Transit Center District Plan ("TCDP" or "Plan") and related implementing Ordinances to the Board of Supervisors. The result of a multi-year public and cooperative interagency planning process that began in 2007, the Plan is a comprehensive vision for shaping growth on the southern side of Downtown to respond to and support the construction of the new Transbay Transit Center project, including the Downtown Rail Extension. Implementation of the Plan would result in generation of up to $590 million for public infrastructure, including over $400 million for the Downtown Rail Extension. Adoption of the Plan included height reclassification of numerous parcels in the area to increase height limits, including a landmark tower site in front of the Transit Center with a height limit of 1,000 feet and several other nearby sites with height limits ranging from 600 to 850 feet.

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

On May 24, 2012, the Commission reviewed and considered the Final EIR ("FEIR") and found that the contents of said report and the procedures through which the FEIR was prepared, publicized, and reviewed complied with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.) ("CEQA"), 14 California Code of Regulations Sections 15000 et seq. ("the CEQA Guidelines"), and Chapter 31 of the San Francisco Administrative Code ("Chapter 31").

The Commission found the FEIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses

contained no significant revisions to the draft EIR, and certified the FEIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31.

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

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

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

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

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

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

Planning Department staff prepared an Improvement Measures and Mitigation Monitoring and Reporting Program (IMMRP) setting forth improvement and mitigation measures that were identified in

the Transit Center District EIR that are applicable to the Project. These improvement and mitigation measures are set forth in their entirety in the IMMRP attached to the draft Motion as Exhibit C.

The Planning Department, Office of the Commission Secretary, is the custodian of records for this action, and such records are located at 1650 Mission Street, Fourth Floor, San Francisco, California.

On May 5, 2016 the Commission adopted Motion No. 19635, approving a Section 309 Determination of Compliance and Request for Exceptions, including an Improvement, Mitigation, Monitoring, and Reporting Program for the Project, attached as Exhibit C to Motion No. 19635, which are incorporated herein by this reference thereto as if fully set forth in this Motion.

On May 5, 2016, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Case No. 2006.1523ENV/DNX/OFA/CUA/VAR/SHD/GPR. The Commission has heard and considered the testimony presented to it at the public hearing and has further considered written materials and oral testimony presented on behalf of the applicant, the Planning Department staff, and other interested parties.

MOVED, that the Commission hereby authorizes the Conditional Use requested in Application No. 2006.1523CUA, subject to the conditions contained in **Exhibit A** of this motion, based on the following findings:

FINDINGS

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

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

2. **Site Description and Present Use.** The Project Site covers eight lots and portions of Elim Alley and Jessie Street that are proposed for vacation, and totals approximately 59,445 square feet in size. The three lots fronting on Mission Street are undeveloped. Five commercial buildings are located along First Street, ranging in height from five to seven stories, with frontages on Jessie Street and Stevenson Street. Elim Alley is a pedestrian alley located between 62 First Street and 76-78 First Street. To the north, Jessie Street contains a single eastbound lane of traffic and two sidewalks between 62 First Street and 50 First Street. This portion of Jessie Street does not provide through-traffic between Second and First Streets; it begins at the northern terminus of Anthony Street, and is directly accessible only by vehicles traveling westbound on Mission Street.

3. **Properties and Neighborhood.** The Project Site is located in Transit Center District Plan sub-area of Downtown San Francisco, one block from the Transbay Transit Center. Land uses in the vicinity consist primarily of office and retail uses, many in high-rise towers, as well as high-rise residential buildings. The western edge of the site is defined by Ecker Place, the 20-story office building at 25 Jessie Street, and the four-story residential building at One Ecker Place. Golden Gate University's campus is located across Ecker Place at 536 Mission Street. A small open space connecting Mission Street and Jessie Street is located between the university and the 31-story JP Morgan Chase Office Building at 560 Mission Street. An eight-story brick office building is located at the northeast corner of Second and Mission Streets. A 39-story office building at 525 Market Street (at the southwest corner of First and Market Streets) is located to the north of the Property across Stevenson Street. The interior of the blocks between Jessie and Market Streets are

occupied by several high-rise office buildings, ranging from 15 to 40-stories in height, as well as several smaller buildings. The Salesforce Tower (measuring approximately 1,070-feet to decorative crown) is currently under construction cater- corner to the Site.

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

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

4. **Proposed Project.** The Project proposes to demolish three existing buildings on the Site (40 First Street, 50 First Street, 62 First Street), rehabilitate historic commercial buildings (78 and 88 First Street), vacate portions of streets and alleys, and construct two towers which share a basement – one fronting First Street and one fronting Mission Street – around and on eight parcels at the northwest corner of First and Mission Streets. The First Street Tower is proposed to reach a roof height of 850 feet with mechanical and architectural features extending to a height of 910 feet and would include approximately 1.05 million gross square feet of office space, 109 residential units and a 68-foot-tall Urban Room, or indoor park, at street level. The Mission Street Tower is proposed to reach a height of 605 feet with mechanical screening and features extending to 625 feet, further extending to a maximum of 636 feet to the top of elevator equipment, and would include a 169-room tourist hotel, 156 residential units and ground floor retail and lobbies. Vehicular parking for residential and commercial users, service loading, bicycle parking and showers are housed in four-story basement levels shared by both towers. The historic commercial building at 88 First Street would be retained and rehabilitated, and the historic commercial building at 78 First Street would be partially retained and rehabilitated, together providing additional existing office space. Privately-owned public open spaces are integrated throughout the Site, in the Urban Room, the Mission Street pocket park and the Public Sitting Area behind 78 First Street, and residential open space is provided at upper level terraces and decks. Vacations of the public rights of way include a portion of Jessie Street (from First Street to midway between First Street and Ecker Place). Jessie Street would also be rerouted southward to terminate at Mission Street between First Street and Ecker Place; a new name has not yet been determined for this re-routed public accessway. In addition, a portion of Elim Alley would be vacated (from Ecker Place to midway between First Street and Ecker Place) to be widened and enhanced for pedestrian access. By integrating eight parcels and proposing over 2.1 million gross square feet of office, residential, hotel and retail in two towers and rehabilitated commercial buildings with on-site privately-owned public open space and public realm improvements, this Project is the largest development within the Plan area.

5. **Public Comment/Public Outreach.** The Planning Department has received communication about the Project in the form of letters and public comment during the environmental review process,

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

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

6. **Planning Code Compliance:** The Planning Code Compliance as set forth in Motion No. 19635 apply to this Motion, and are incorporated as though fully set forth herein.

7. **Planning Code Section 303 (c)** establishes criteria for the Planning Commission to consider when reviewing applications for Conditional Use approval. On balance, the project does comply with said criteria in that:

   A. The proposed new uses and building, at the size and intensity contemplated and at the proposed location, will provide a development that is necessary or desirable, and compatible with, the neighborhood or the community.

   The Site is located in the recently adopted Transit Center District Plan area and across the street from the Transbay Terminal (under construction), which will eventually serve as an intermodal rail facility with service by Caltrain, California High Speed Rail, and numerous regional bus lines. To facilitate its vision of transforming the area into the new heart of downtown San Francisco, the Transit Center Plan eliminated the maximum floor area ratio limit and increased a portion of the Site's height limit to the only parcels zoned for 850 feet. Zoned for the second-tallest building in the Transit Center District, the Project will include a mixed-use office and residential tower up to 850 feet in height and a mixed-use hotel and residential tower up to 605 feet in height, both north of the Salesforce Tower (measuring approximately 1,070-feet to decorative crown). The Project will serve as a primary contributor to the planned urban form of the Transit Center District and will contribute a variety of uses envisioned in the District Plan, including hotel, office, residential, and ground floor retail.

   The Site is in the C-3-O (SD) District, which was created to provide for a variety of uses, including hotels, with a citywide or regional function. This District, playing a leading national role in finance, corporate headquarters and service industries, and serving as an employment center for the region,

consists primarily of high-quality office development. The intensity of building development is the greatest in the City, resulting in a notable skyline symbolizing the area's strength and vitality.

The existing neighborhood is representative of the zoning designation, and includes a range of uses, including office, residential, retail, and is within a half-mile or less from the downtown cultural institutions and convention center. The proposed hotel, and other uses, are desirable at this location because it will complement the cultural institutions, convention center, and retail uses that make San Francisco a travel destination. In addition to strengthening tourism – one of the pillars of the City's economy – the Project would generate substantial increases in property tax, transit occupancy tax, sales tax, and impact fee revenues.

In scale and appearance, the Project will be compatible with its neighbors – primarily high-rise towers as envisioned in the Transit Center District Plan. The minimum amount of off-street parking would be provided since the Property is in close proximity to abundant existing and planned transit services. As such, the Project would provide for a development that is necessary and desirable for, and compatible with, the existing neighborhood, community and City as a whole.

B. The proposed project will not be detrimental to the health, safety, convenience or general welfare of persons residing or working in the vicinity. There are no features of the project that could be detrimental to the health, safety or convenience of those residing or working the area, in that:

i. Nature of proposed site, including its size and shape, and the proposed size, shape and arrangement of structures;

By integrating eight parcels and proposing over 2.1 million gross square feet of office, residential, hotel and retail in two towers, with a shared basement, rehabilitated commercial buildings with on-site privately-owned public open space and public realm improvements, this Project is the largest development within the Transit Center District Plan area. The proposed shape and arrangement of structures on the Site successfully achieves the purposes of the Transit Center District Plan, by ensuring that the few remaining large-scale development sites in San Francisco are not underutilized, while retaining and rehabilitating a portion of two existing structures. The Project's two towers are built above a single basement structure, utilizing economies of mechanical, circulation, and lobby space. With hotel, residential, office, and retail uses all on a single site, the Project provides a number of complimentary uses in a single cohesive development. Its bulk and massing are appropriate and consistent with other high-rise buildings in the Transit Center District. The Project's six-story Urban Room will serve as public open space easily visible and accessible from the street and other publicly-accessible open spaces provided in the Project. These spaces, totaling just under 50% of the total Site area, will provide a vibrant mix of activities and retail opportunities, including food service and café space, and seating for passersby, residents, workers and visitors of the Project.

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

The Project is designed to ensure pedestrian, car, and service vehicle accessibility and circulation throughout the Property. The Project's four-level basement will be accessible in three locations, separated by tower and use. Off-street parking for the Project's office use will only be accessible from Jessie and Stevenson Streets, and residential parking will be accessible at the First Street Tower's residential valet stand. Residential and hotel parking will be accessible under the Mission Street Tower. A passenger loading zone would be established on Mission Street, with an overflow option in the second basement level accessible from the Mission Street Tower.

The majority of the Project's bicycle parking spaces, shower facilities, and lockers will be located on the first basement level. The Project's changes to existing ground floor conditions will also improve pedestrian and vehicle circulation across and through the Project Site. Elim Alley is proposed to be vacated and replaced with a more pedestrian-friendly public right-of-way through the Urban Room, linking First Street to Jessie Street and Ecker Place for pedestrians. The area previously occupied by Jessie Street will remain accessible as a public right-of-way for pedestrians, allowing two points of access between First Street and Jessie Street through the Project's "urban room". Class 2 bicycle parking facilities will be spread throughout the ground floor.

The Project's four-space loading dock, to service the hotel, office, and residential uses, will be located along Stevenson Street, with sufficient room for service vehicle maneuverability. Additionally, four service vehicle space, to service all uses, will be located on the third basement floor, with direct access to both towers' elevator banks.

A Transportation Impact Study confirmed that the Project's traffic volumes and patterns would not have a significant impact on the environment, or are appropriately mitigated to the extent feasible.

iii. The safeguards afforded to prevent noxious or offensive emissions such as noise, glare, dust and odor;

The Project would not generate noxious emissions, such as noises, glare, dust and odor. The retail/restaurant/bar space would be properly ventilated to ensure neighboring buildings are not impacted by kitchen or other odors. Outdoor open spaces would be well-managed to ensure that noise remains at acceptable levels.

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

The Project would comply with street tree, streetscape, lighting, and signage requirements of the Planning Code and Public Works Code. The Project's overall design is exemplary and meant to provide visual interest at all levels, from the pedestrian realm to the terminus of each building. The First Street Tower's six-story "urban room" upgrades the existing fabric of narrow streets and alleys along its footprint, creating a vast new public open space that will be immediately visible from the pedestrian realm along First and Mission Streets. The pedestrian realm will provide a mix of activities and retail opportunities, including food service and café space, and seating for residents and employees who live and work within the Project Site, as well as pedestrians and

visitors to the area. The "urban room" is the focal point of the Project's interconnected publicly-accessible open space, which totals over 25,000 square feet of the ground floor. Other features include improving Elim Alley into a public right-of-way and seating area that is open and inviting, and adding a pocket park accessible from Mission Street. In addition, required screening at parking and loading areas will be provided.

C. That the use as proposed will comply with the applicable provisions of the Planning Code and will not adversely affect the General Plan.

The Project complies with all relevant requirements and standards of the Planning Code and is consistent with Objectives and Policies of the General Plan, as detailed below.

8. **Planning Code Section 303 (g)(1)** establishes criteria for the Planning Commission to consider when reviewing applications for the development of tourist hotels. On balance, the Project complies with said criteria in that:

A. The impact of the employees of the hotel or motel on demand in the City for housing, public transit, childcare, and other social services. To the extent relevant, the Commission shall also consider the seasonal and part-time nature of employment in the hotel or motel;

The addition of up to 169 new tourist hotel rooms is not anticipated to have an adverse affect on housing. Due to the Project's location close to many transit services, many employees are anticipated to be existing City residents. The Sponsor's contribution to the Jobs-Housing Linkage Program, or an equivalent or greater contribution to an affordable housing fund, will help to fund the construction of affordable housing in the City. In addition, the residential component of the Project will satisfy the Inclusionary Affordable Housing requirement through payment of the fee, or will provide an alternative payment to the City that is equivalent to or greater than the Inclusionary Affordable Housing Fee, for the construction, acquisition and/or rehabilitation of affordable housing in the City or immediate area.

As hotel employees are generally distributed between different daily shifts, and since there are numerous transit options within blocks of the Site, the Project would have minimal impacts on public transit. The Sponsor's contribution to the City's Transportation Sustainability Fund and to the Transit Center District's Transportation and Street Improvement Fund would help to fund many planned downtown transit improvements.

The Sponsor's participation in the childcare program pursuant to Section 414 of the Planning Code would enhance the availability of affordable childcare services in the City. The proposed hotel use would have no appreciable effect on other social services. The Project is likely to provide new employment for some currently unemployed workers and will participate in the City's First Source Hiring Program. Providing additional job opportunities to San Francisco residents may lessen the need for some social services.

The Project's location in downtown San Francisco will ensure business visitors and leisure travelers throughout the year, resulting in a steady number of employees that will not vary on a seasonal basis.

B. The measures that will be taken by the Project Sponsor to employ residents of San Francisco in order to minimize increase demand for regional transportation;

Many employees in a business and tourist hotel located in the City's Downtown area, in the heart of the Transit Center District and a half-mile from the downtown cultural institutions and the City's Moscone Convention Center, are anticipated to retain their positions year-round, in contrast to resort hotel employees where employment fluctuates depending on the season. Because of the stable nature of employment, more employees are likely to be local residents. Because of this, employment is not expected to fluctuate depending on season and employees are more likely to be local residents. In addition, the Project Sponsor will participate in the City's First Source Hiring Program, which aims to increase employment of local residents.

C. The market demand for a hotel or motel of the type proposed.

At present, occupancy rates in San Francisco are above 80 percent, substantially above the 62 percent nationwide average. With this level of occupancy, the competitive market will be operating at capacity during peak periods and will be unable to accommodate additional demand. City of San Francisco is vastly under-served with regard to hotel supply and generates a significant amount of unsatisfied demand. It is anticipated that the addition of the proposed hotel with 169 guestrooms would be readily absorbed into the marketplace in 2020, without significantly affecting occupancy for any competitive properties.[1] Market conditions clearly support the need for new hotel stock, particularly in the luxury hotel range that would appeal to both tourists and business travelers. The expansion of the Moscone Convention Center, as well as the increased amount of high-quality office space in the Project and surrounding sites in this District, which plays a leading national role in finance, corporate headquarters and service industries, further increase the market demand for additional hotel rooms.

D. In the Transit Center C-3-O(SD) Commercial Special Use District, the opportunity for commercial growth in the Special Use District and whether the proposed hotel, considered with other hotels and non-commercial uses approved or proposed for major development sites in the Special Use District since its adoption would substantially reduce the capacity to accommodate dense, transit-oriented job growth in the District.

The hotel aspect of the Project will not substantially reduce the capacity to accommodate dense, transit oriented job growth in the Transit Center C-3-O (SD) Commercial Special Use District. The Project's approximately 255,346 gross square feet of hotel space represents 12% of the Project's overall size, and is significantly less than the approximately 1,057,549 gross square feet of office space proposed as part of the Project. As of June 2015, the Project is the only development in this special use district to submit an entitlement application to add a hotel use. The proposed 169-room hotel would be well below the 1,370 new hotel rooms contemplated by the Transit Center District Plan.

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[1] PKF Consulting USA, *Market Demand Analysis*, July 9, 2015. This document is available for public review at the Planning Department, 1650 Mission Street, San Francisco, as part of Case No. 2006.1523CUA.

9. **General Plan Conformity.** The General Plan Consistency Findings set forth in Section #8 of Motion No. 19635, Case #2006.1523DNX (Determination of Compliance and Granting of Exceptions Under Planning Code Section 309) apply to this Motion, and are incorporated herein as though fully set forth.

10. **Planning Code Section 101.1(b).** The General Plan Priority Policy Findings of Planning Code Section 101.1 as set forth in Motion No. 19635 apply to this Motion, and are incorporated as though fully set forth herein.

11. The Project is consistent with and would promote the general and specific purposes of the Code provided under Section 101.1(b) as outlined in Motion No. 19635 and also in that, as designed, the Project would contribute to the character and stability of the Transit Center District and would constitute a beneficial development.

12. The Commission hereby finds that approval of this Conditional Use 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 a Conditional Use Authorization under Sections 210.2 and 303, Application No. 2006.1523ENV/DNX/OFA/CUA/VAR/SHD/GPR,** subject to the following conditions attached hereto as "EXHIBIT A", and subject to the Conditions of Approval of Planning Commission Motion No. 18841, in general conformance with plans on file, dated November 29, 2012, and stamped "EXHIBIT B", which is incorporated herein by reference as though fully set forth.

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

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Conditional Use Authorization to the Board of Supervisors within thirty (30) days after the date of this Motion No. 19637. The effective date of this Motion shall be the date of this Motion if not appealed (After the 30-day period has expired) OR the date of the decision of the Board of Supervisors if appealed to the Board of Supervisors. For further information, please contact the Board of Supervisors at (415) 554-5184, City Hall, Room 244, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102.

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

Jonas P. Ionin
Commission Secretary

AYES: Fong, Richards, Antonini, Hillis, Johnson, Moore

NAYS: None

ABSENT: None

RECUSED: Wu

ADOPTED: May 5, 2016

EXHIBIT A

AUTHORIZATION

This authorization is for the granting of a **Conditional Use Authorization** pursuant to Section 210.2 and 303 to allow up to **169 tourist hotel guestrooms**, in connection with a proposal to allow construction of two towers, 605 feet and 850 feet maximum occupied height, sharing a four-story basement, demolition of three commercial buildings, and rehabilitation of two commercial buildings, for a project also containing 265 residential units, approximately 1.07 million gross square feet of office space, and 12,500 square feet of retail space, on eight lots plus vacation of portions of Jessie Street and Elim Alley, located near the northwest corner of First and Mission Streets, Lots 003, 006, 007, 009, 010, 011, 012, and 055 in Assessor's Block 3708, within the 550-S and 850-S-2 Height and Bulk Districts, the C-3-O (SD) (Downtown Office – Special Development) Zoning District, Transit Center C-3-O (SD) Commercial Special Use District, and Transit Center District Plan and Downtown Plan Area, in general conformance with plans dated **April 14, 2016** and stamped "Exhibit B" included in the docket for Case No. 2006.1523ENV/DNX/OFA/CUA/VAR/SHD/GPR and subject to conditions of approval reviewed and approved by the Planning Commission on May 5, 2016 under Motion No. 19637. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

COMPLIANCE WITH OTHER REQUIREMENTS

The Conditions of Approval set forth in Exhibit B of Motion No. 19635, Case No. 2006.1523DNX (Determination of Compliance Under Section 309), and the Improvement, Mitigation, Monitoring, and Reporting Program adopted as Exhibit C to Planning Commission Motion 19635, Case No. 2006.1523DNX apply to this approval, and are incorporated herein as though fully set forth, except as modified herein.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on **May 5, 2016** under Motion No. 19637.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

The conditions of approval under the 'Exhibit A' of this Planning Commission Motion No. 19637 shall be reproduced on the Index Sheet of construction plans submitted with the Site or Building permit application for the Project. The Index Sheet of the construction plans shall reference to the Conditional Use Authorization and any subsequent amendments or modifications.

SEVERABILITY

The Project shall comply with all applicable City codes and requirements. If any clause, sentence, section or any part of these conditions of approval is for any reason held to be invalid, such invalidity shall not affect or impair other remaining clauses, sentences, or sections of these conditions. This decision conveys

no right to construct, or to receive a building permit. "Project Sponsor" shall include any subsequent responsible party.

CHANGES AND MODIFICATIONS

Changes to the approved plans may be approved administratively by the Zoning Administrator. Significant changes and modifications of conditions shall require Planning Commission approval of a new Conditional Use Authorization.

Conditions of Approval, Compliance, Monitoring, and Reporting

PERFORMANCE

1. **Validity and Expiration.** The authorization and right vested by virtue of this action is valid for three years from the effective date of the Motion. A building permit from the Department of Building Inspection to construct the project and/or commence the approved use must be issued as this Conditional Use authorization is only an approval of the proposed project and conveys no independent right to construct the project or to commence the approved use. The Planning Commission may, in a public hearing, consider the revocation of the approvals granted if a site or building permit has not been obtained within **three (3) years** of the date of the Motion approving the Project. Once a site or building permit has been issued, construction must commence within the timeframe required by the Department of Building Inspection and be continued diligently to completion. The Commission may also consider revoking the approvals if a permit for the Project has been issued but is allowed to expire and more than three (3) years have passed since the Motion was approved.
   For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

2. **Extension.** This authorization may be extended at the discretion of the Zoning Administrator only where failure to issue a permit by the Department of Building Inspection to perform said tenant improvements is caused by a delay by a local, State or Federal agency or by any appeal of the issuance of such permit(s).
   For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org.

3. **Additional Project Authorizations.** The Project Sponsor must obtain an Downtown Project Authorization under Section 309; Variance from Section 136 for projecting bay windows that do not meet the code's dimension separation requirements; Variance from Section 145.1(c)(2) for exceeding the minimum frontage devoted to parking and loading ingress and egress; Variance from Section 140 for 22 units that do not meet the Planning Code requirements for exposure; Variance from Section 155(s) for the number and size of parking and loading access points; a ZA exception for height of elevator mechanicals at Mission Street Tower; an Office Allocation Authorization under Section 321; findings under Section 295 as to whether the shadow cast by the project will have any adverse impact on any park under the jurisdiction of the Recreation and Parks Commission and allocate new ACL to four parks; and a General Plan Referral for vacations for portions of Jessie Street and Elim Alley. The Project Sponsor must satisfy all the conditions thereof for each additional project authorization. The conditions set forth below are additional

conditions required in connection with the Project. If these conditions overlap with any other requirement imposed on the Project, the more restrictive or protective condition or requirement, as determined by the Zoning Administrator, shall apply. *For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org.*

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Planning Commission Motion No. 19638

HEARING DATE MAY 5, 2016

Case No.:	**2006.1523GPR**
Project:	**Street Vacations on Jessie Street and Elim Alley for the Oceanwide Center Development Project**
Project Address:	First and Mission Parcels 40 First Street; 50 First Street; 62 First Street; 76-78 First Street; 88 First Street; 512 Mission Street; 516 Mission Street; 526 Mission Street "Oceanwide Center"
Project Sponsor:	Oceanwide Center LLC (Jacky Tang) Three Embarcadero Center, 29th Floor San Francisco, CA 94111
Staff Contact:	Kimia Haddadan – (415) 575-9068 kimia.haddadan@sfgov.org

ADOPTING FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND WITH THE PRIORITY POLICIES OF PLANNING CODE SECTION 101.1 FOR THE PROPOSED STREET VACATIONS OF PORTIONS OF JESSIE STREET AND ELIM ALLEY FOR THE OCEANWIDE CENTER DEVELOPMENT PROJECT, WITH CONDITIONS.

WHEREAS, Section 4.105 of the City Charter and Section 2A.53 of Administrative Code require General Plan referrals to the Planning Commission (hereinafter "Commission") for certain matters, including determination as to whether the lease or sale of public property, the vacation, sale or change in the use of any public way, transportation route, ground, open space, building, or structure owned by the City and County, would be in conformity with the General Plan prior to consideration by the Board of Supervisors.

WHEREAS, On July 28, 2015 the Planning Department received from Public Works a General Plan Referral Application submitted by Daniel Frattin, the Agent for Oceanwide Center LLC, developer of project at 50 1st Street (the "Project"), for various street and alley vacations necessary for the construction a new mixed-use buildings at this site.

WHEREAS, The Project site consists of eight lots located at or near the northwest corner of First and Mission Streets in San Francisco, along with portions of Elim Alley, within the C-3-O (SD) – Downtown Office Zoning District and 850-S-2 and 550-S Height and Bulk Districts, and Jessie Street, within the C-3-O (SD) – Downtown Office Zoning District and 850-S-2 Height and Bulk District. In total, the Site is 54,538 sq.ft in size (excluding Elim Alley and the portion of Jessie Street). The Project proposes demolition of a surface parking lot on Mission Street and demolition of three buildings on 1st Street to construct two mixed-use towers above a four-story basement ranging from 605 feet (Mission Street tower) to 850 feet (1st Street tower) occupied height. Additionally, two existing commercial buildings on 1st Street will be retained, or partially retained. In total, the improvements include approximately: one million gross square feet office use, 265 residential units, 169 hotel rooms and 12,500 square feet ground floor retail.

WHEREAS, The proposed street vacation on Jessie Street would facilitate the First Street tower at the scale of development contemplated in the Transit Center District Plan. Currently, Jessie Street bisects the Project site at the location contemplated for the First Street tower, and the continued existence of a functional public street would make this tower infeasible. The proposed street vacation area would be incorporated into the proposed "Urban

Room". The Urban Room is a 68-foot tall open area at ground elevation under the 1st Street tower that would serve as a Privately Owned Public Open space satisfying the requirements of Planning Code Section 138. The proposed vacation on Jessie Street would expand the public's use of the Urban Room and maintain interconnectivity with subsequent permanent declaration of public access covenants and restrictions for pedestrian access and an emergency vehicle , and large trucks access easement (See Exhibit B in Case No. 2006.1523DNX, Page 42-5-01).

WHEREAS, The proposed alley vacation on Elim Alley would incorporate this alley into the proposed public open space and the "Urban Room," along First Street. The proposed vacation on Elim Alley would expand the public's access to the Urban Room with subsequent permanent declaration of public access covenants and restrictions for pedestrian access (See Exhibit B in Case No. 2006.1523DNX, Page 42-5-01).

WHEREAS, In lieu of the current connection of Jessie Street to First Street, Jessie Street would be re-routed at a 90 degree angle to Mission Street with permanent public access easement dedications for pedestrian, emergency, and general public vehicular access. The proposed name for this connection between Jessie and Mission Streets will go through an official naming in the future but is undetermined at this time.

WHEREAS, The Project proposes to vacate 4,859 square feet of street including 3,575 square feet of Jessie Street and 1,284 square feet of Elim Alley under the specific configurations as described below (See Table 1 for a summary of the proposals & Exhibit B in Case No. 2006.1523DNX, Pages 42-0-01, 42-5-01, & 2):

Jessie Street Vacation- Jessie Street is currently a 27.5' wide street running west of First Street to Ecker Place and beyond. The Project proposes to vacate Jessie Street west of First Street for a length of 130' and a width of 27.5' (for the total area of approximately 3,575 sf).

The area proposed for vacation is generally bounded by Assessor's Block No. 3708, Lot No. 055 to the north and a portion of Assessor's Block No. 3708, Lot No. 006 to the south.

The full length of vacated area on Jessie Street (130 feet) would be subject to a non-exclusive public easement for pedestrian access for a width of 20' and will be open 24 hours per day and seven days a week, and will be fully open air (up to 68 feet within the Urban Room) and feature no gates or other physical restrictions to pedestrian access. The Jessie Street vacation area will be accessible by pedestrians between First Street and the existing and remaining portion of Jessie Street via the Urban Room. Additionally, the same vacated area on Jessie Street would be subject to an easement for vehicular emergency access for the benefit of the San Francisco Fire Department. Trucks longer than 40 feet cannot make the turn at the proposed new re-alignment of Jessie Street and would therefore utilize the vacated portion of Jessie Street based on a large trucks access easement.

Elim Alley Vacation- Elim Alley is currently an unmaintained street between First Street and Ecker Place, with a total length of 250'. The current width of Elim Alley is 6.5' for a length of 108' west of First Street and 12' width for the remaining approximately142' east of Ecker Place. The Project proposes to vacate a total length of 156.5 feet of Elim Alley west of First Street, the first 108 feet for a width of 6.5 feet and for the remaining length of 48.5' for a width of 12'. In total the proposed vacated area on Elim Alley consists of 1,284 square feet.

The area proposed for vacation is generally bounded by Assessor's Block No. 3708, Lot No. 006 to the north and Assessor's Block No. 3708, Lot Nos. 007 and 011 to the south.

The vacation area would become part of both the Urban Room (serving as POPOS) and the Public Sitting Area (serving as POPOS). This area would be accessible by pedestrians primarily from First Street and also from the newly created pedestrian/vehicular connection between Mission and Jessie Streets. The vacated portion of Elim Alley is proposed by the project sponsor to be accessible to the public 24 hours per day, 7 days a week through a permanent declaration of public access covenants and restrictions.

Realignment of Jessie Street- The Project also would create a new access way from the new terminus of Jessie Street turning at 90 degrees to Mission Street. This new access way for both vehicular and pedestrian traffic will be located on private property for 207' in length east-west. This access way will run under both towers at vertical clearance height of at least 13.5' except for small portions that will be open to sky: 19' at

its entrance on Mission Street and another 15' between the two towers. The access way will contain approximately 3,600 square feet of area for a width of approximately 20 feet. The access will be created via a public easement. The public will be able to use the re-aligned public access way 24 hours per day, 7 days a week. As proposed, this access way would not include sidewalk space along at least half of the residential lobby of the First Street tower. The dimensions of this access way would limit the trucks that could drive on this way and clear the turn. Trucks that are longer than 40' would not be able to clear this turn. Additionally the minimum 13.5 foot ceiling height would also limit certain trucks. Consequently, these larger trucks will be routed along the portion of Jessie Street proposed for vacation, through the Urban Room and exiting onto 1st Street. The large truck access easement would be accommodated through a public easement coterminous with the emergency vehicle access easement. The operational procedures for this access are described in more detail in mitigation measure #10.

WHEREAS, To provide consistency with General Plan policies pertaining to the vacation of City streets and alleys and to minimize the effects of the proposed street vacation per the Urban Design Element (Policy 2.9) the certain conditions are required to be met regarding hours of public access as well as design treatments on the vacated streets, publicly accessible private open spaces, or the new re-alignment of Jessie Street as described below:

Re-routed Jessie Street (name to be determined in the future)- The design shall be refined to maximize attractiveness and safety for pedestrians in addition to ensuring necessary vehicular access (including trucks). This design should explore a curbless shared street treatment with special paving and other measures. In addition, in order for this new access way to be perceived as public space, the design of the contiguous privately-owned portions of Jessie Street should be improved by the project sponsor with similar materials and treatments as the non-vacated and publicly owned portions of Jessie Street east of Ecker Street. Finally clear signage must indicate the realignment of Jessie Street onto this new re-routed public access in the manner of a public street.

Privately Owned Public Open Space (POPOS)- The Urban Design Element and the Transit Center District Plan allow permitting street vacation so long as the greater public benefit of the vacation outweigh the loss of public ownership of the streets. To ensure that standard is met, the design and access of the proposed POPOS provided at the street level must be seamlessly coordinated with the vacated areas to provide the highest quality open space that is publicly accessible at all times. To this end, the proposed Public Sitting area along Elim Alley as well as the proposed Mission Pocket Park ("Snippet" per the Downtown Plan) (See Exhibit B in Case No. 2006.1523DNX, Page 42-0-01) shall remain 24 hours of public access, seven days a week as already stated in the standards of the "Guidelines for Open Space" (Table 1) in the Downtown Plan. This would enhance the pedestrian and public space along Elim Alley and Mission Street with widened areas as public space. These enlarged public spaces are open to sky and accessible at all times. Consequently, this design would help advance the greater public benefit offered by this project in exchange for the vacation of public right-of-ways.

ENVIRONMENTAL REVIEW

The effects of the Oceanwide Center development project were fully reviewed under the Transit District Area Plan and Transit Tower EIR certified by the San Francisco Planning Commission on May 24, 2012, by Motion No. 18628. On April 1, 2016, the project was determined to be consistent with the Transit District Area Plan and Transit Tower EIR and exempt from environmental review per CEQA Guidelines Section 15183 (Planning Case No. 2006.1523E).

The proposal addresses the following relevant objectives and policies of the General Plan:

GENERAL PLAN COMPLIANCE AND BASIS FOR RECOMMENDATION

The Project is consistent with the General Plan and Eight Priority Policies of Planning Code Section 101.1 as described below in the body of this letter. The Project as modified by the conditions described above, is on balance, in-conformity with the following Objectives and Policies of the General Plan:

URBAN DESIGN ELEMENT

Objectives and Policies
Policy 2.8
Maintain a strong presumption against the giving up of street areas for private ownership and use, or for construction of public buildings.

The proposed street vacations would be offset by new public open spaces, alleyways and walkways covered by declaration of public access covenants and restrictions and would at the same time would facilitate the second tallest tower contemplated in the Transit Center District Plan (the Plan). The development project contemplated at 50 1st Street (Oceanwide Center) would substantially contribute to the creation the transit-oriented jobs and housing called for in the Plan at San Francisco's future regional hub, and would help complete the envisioned transformation of the City's skyline as envisioned in the Plan. Public Access to the vacated streets would remain intact due to the declaration of public access covenants and restrictions on the vacated portions of Jessie Street and Elim Alley as enhanced by the conditions described in this Motion. A new public access way would also be created to re-route Jessie Street to Mission Street. Lastly, the Urban Room design element of the Project would include large areas for seating, landscape, events, and other social functions. which would further enhance the pedestrian experience. Therefore, the public benefit as a result of the proposed street vacations, as enhanced by the conditions described in this Motion, would outweigh the loss of public ownership of portions of Elim Alley and Jessie Street.

Policy 2.9
Review proposals for the giving up of street areas in terms of all the public values that streets afford.
Every proposal for the giving up of public rights in street areas, through vacation, sale or lease of air rights, revocable permit or other means, shall be judged with the following criteria as the minimum basis for review:

a. No release of a street area shall be recommended which would result in:

(1) Detriment to vehicular or pedestrian circulation;

(2) Interference with the rights of access to any private property;

(3) Inhibiting of access for fire protection or any other emergency purpose, or interference with utility lines or service without adequate reimbursement;

(4) Obstruction or diminishing of a significant view, or elimination of a viewpoint;

(5) Elimination or reduction of open space which might feasibly be used for public recreation;

(6) Elimination of street space adjacent to a public facility, such as a park, where retention of the street might be of advantage to the public facility;

(7) Elimination of street space that has formed the basis for creation of any lot, or construction or occupancy of any building according to standards that would be violated by discontinuance of the street;

(8) Enlargement of a property that would result in (i) additional dwelling units in a multi-family area; (ii) excessive density for workers in a commercial area; or (iii) a building of excessive height or bulk;

(9) Reduction of street space in areas of high building intensity, without provision of new open space in the same area of equivalent amount and quality and reasonably accessible for public enjoyment;

(10) Removal of significant natural features, or detriment to the scale and character of surrounding development.

(11) Adverse effect upon any element of the General Plan or upon an area plan or other plan of the Department of City Planning; or

(12) Release of a street area in any situation in which the future development or use of such street area and any property of which it would become a part is unknown.

b. Release of a street area may be considered favorably when it would not violate any of the above criteria and when it would be:

(1) Necessary for a subdivision, redevelopment project or other project involving assembly of a large site, in which a new and improved pattern would be substituted for the existing street pattern;

(2) In furtherance of an industrial project where the existing street pattern would not fulfill the requirements of modern industrial operations;

(3) Necessary for a significant public or semi-public use, or public assembly use, where the nature of the use and the character of the development proposed present strong justifications for occupying the street area rather than some other site;

(4) For the purpose of permitting a small-scale pedestrian crossing consistent with the principles and policies of The Urban Design Element; or

(5) In furtherance of the public values and purposes of streets as expressed in The Urban Design Element and elsewhere in the General Plan.

None of the 12 conditions that would discourage approval of a proposed street vacation are present in the subject application. The proposed vacation does meet criteria listed under subsection b(1) and b(3), which would deem the proposal favorable given the following: it would facilitate the second tallest tower contemplated in the Transit Center District Plan and would help create a signature public space, the Urban Room, that would offer a variety of high quality public spaces. The vacations also meet the criteria of subsection b(5) in that they specifically support and are consistent with the policies of the Transit Center District Plan.

Policy 2.10
Permit release of street areas, where such release is warranted, only in the least extensive and least permanent manner appropriate to each case.

The effects of the proposed street vacations are minimized as the vacated streets would remain open to the public 24 hours a day, seven days a week as described in this Motion. The large Urban Room containing both of the street areas vacated would significantly enhance the pedestrian experience and public life. While the proposed vacation would be permanent, the conditions described in this Motion would ensure that the declaration of public access covenants and restrictions retains the pedestrian access to the former

streets to the maximum extent available in relation to the scale of the Project as identified in the Transit Center District Plan .

DOWNTOWN PLAN

Objectives and Policies

OBJECTIVE 10
ASSURE THAT OPEN SPACES ARE ACCESSIBLE AND USABLE.

POLICY 10.2
Encourage the creation of new open spaces that become a part of an interconnected pedestrian network.
POLICY 9.2
Provide different kinds of open space downtown.

The proposed Urban Room, Mission Street pocket park, and the public sitting area along Elim Alley would introduce an interconnected network of open spaces and pedestrian pathways in the Transit Center Area that are diverse in typology and amenities. Together they would include ample sitting area, both open and covered, cafes, landscaping, water features, event space, viewing decks, and other features that will enhance the public pedestrian and social experience. The Urban Room would remain accessible to the public from 8 am to 8 pm and would also contribute into the pedestrian and public space network in the Transit Center District. The Mission Street pocket park and the public sitting area would remain open at all times per the conditions described in this Motion.

TRANSIT CENTER DISTRICT PLAN

Policy 3.11

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

Alleys are critical components of the pedestrian system and the character of the Plan area. Even the shortest and narrowest alleys, while seemingly insignificant in the present, will become ever more necessary as the district density intensifies and the population increases. The City's General Plan (Urban Design Element Policies 2.8–2.10) acknowledges their importance and already generally prohibits the vacation of public rights-of-way except under unique and extraordinary circumstances in which the demonstrable public benefit of a proposed project requiring the vacation substantially outweighs the loss in public value (both current and potential) of maintaining the right-of-way in public ownership. However, based on other Plan policy and development goals for this District, it may be desirable to "shift" or build over certain narrow alleys for development purposes. In all of these cases, the General Plan explicitly requires the proposal of an actual development proposal for a public right-of-way prior to consideration of vacation in order to weigh the specific merits of a particular development proposal against the loss of a public right-of-way.

The proposed Oceanwide Center development project, along with the conditions described in this Motion, provides an extraordinary opportunity in which the public benefit of vacating the streets to accommodate the proposed tower and the proposed Urban Room would substantially outweigh the loss of maintaining these streets in public ownership. The high quality, all-day accessibility of vacated areas, the Urban Room, re-alignment of Jessie Street, as well as the one million square feet of office space along with hotel rooms and housing at the transit hub of the Bay Area comprise the public benefits that the proposed vacation would deliver.

OBJECTIVE 2.1

MAXIMIZE BUILDING ENVELOPE AND DENSITY IN THE PLAN AREA WITHIN THE BOUNDS OF URBAN FORM AND LIVABILITY OBJECTIVES OF THE SAN FRANCISCO GENERAL PLAN.

The proposed street vacation would facilitate the 850-foot tower contemplated in the Transit Center District Plan as another signature tower in this area by effectively utilizing a transit-friendly and transit-rich location to its maximum capacity.

The proposed street vacations and related City property conveyances are consistent with the eight Priority Policies set forth in Section 101.1(b) of the Planning Code in that:

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

   The proposed street vacations would accommodate development of two towers along with a variety of new neighborhood serving small businesses that will increase retail and business opportunities to the neighborhood. There is little to no active pedestrian-serving retail in the existing buildings and one of the subject lots is a vacant asphalt lot.

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

   The proposed street vacations will not affect existing housing and would enhance the neighborhood character through additional neighborhood serving businesses.

3. That the City's supply of affordable housing be preserved and enhanced;

   The proposed street vacation would have no adverse effect on the City's supply of affordable housing. There is no housing currently on the site.

4. That commuter traffic not impede MUNI transit service or overburden our streets or neighborhood parking;

   The proposed street vacation would have no effect on the MUNI transit service, nor would it overburden streets or neighborhood parking. There is no transit service on the subject alleys to be vacated, and vehicular access will be accommodated in the reconfigured alley system. There is no on-street parking currently on these alleys, which are very narrow.

5. That a diverse economic base be maintained by protecting our industrial and service sectors from displacement due to commercial office development, and that future opportunities for resident employment and ownership in these sectors be enhanced;

   The proposed street vacation would not adversely affect the industrial or service sectors or future opportunities for resident employment or ownership in these sectors.

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

The proposed street vacation would not affect the City's preparedness in case of an earthquake.

7. That the landmarks and historic buildings be preserved;

All of the buildings on the Site were surveyed as part of the Transit Center District Plan (TCDP). On February 1, 2012, the Transit Center District Historic Resources Survey Update was adopted by the Historic Preservation Commission. Part of this adoption included the completion or update of 57 individual properties historic resource status including 62, 78 and 88 1st Street properties, which were all determined eligible for listing in the California Register. The Project proposes demolition of 62 1st Street and partial demolition of 78 1st Street. The remainder of 78 1st Street and the building at 88 1st Street are proposed to be rehabilitated in keeping with the Secretary of the Interior's Standards for Rehabilitation. Demolition of historic resources at this general Project site was analyzed in the TCDP EIR, which was certified by the Planning Commission on May 24, 2012. The Planning Commission also adopted a Statement of Overriding Considerations finding that the impacts of demolition of historic resources are outweighed by the benefits of the implementation of this aspect of TCDP. A technical memorandum, prepared by Page & Turnbull Associates, found that the revised Project, which will rehabilitate 88 First Street and partially retain and rehabilitate 76-78 First Street, will somewhat reduce the originally anticipated historical resource impacts as two historic buildings originally proposed for demolition will be fully or partially retained. Other properties proposed for demolition (40 1st Street and 50 1st Street) are not historic resources.

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

A technical memorandum, prepared by Environmental Science Associates, concluded that the Project would cast new shadow on four parks, as follows: approximately 149,230 square-foot-hours (sfh) of new shadow on Union Square, equal to approximately 0.0035% of the theoretically available annual sunlight ("TAAS") on Union Square; approximately 457,510 sfh of new shadow on Portsmouth Square Plaza, equal to approximately 0.219% of the theoretical annual available sunlight ("TAAS") on Portsmouth Square Plaza; 1,342 sfh of net new shadow on Portsmouth Square Plaza on a yearly basis, equal to approximately 0.001% of the theoretical annual available sunlight ("TAAS") on St. Mary's Square; and 299,820 sfh of net new shadow on Justin Herman Plaza on a yearly basis, which would be an increase of about 0.044% of the theoretical annual available sunlight ("TAAS") on Justin Herman Plaza. Approval of the Project is therefore subject to approval under the procedures of Planning Code Section 295 by the Recreation & Parks and Planning Commissions.

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

The Commission conducted a duly noticed public hearing at a regularly scheduled meeting to consider the proposed findings of General Plan conformity on May 5, 2016.

NOW THEREFORE BE IT RESOLVED that the Commission hereby finds the proposed street and alley vacations on portions of Jessie Street and Elim Alley, as modified by conditions described above, for the Oceanwide Center Development Project in Case No. 2006.1523DNX to be, on balance, consistent with the General Plan of the City and County of San Francisco, including, but not limited to the Urban Design Element, the Downtown Plan, the Transit

Center District Plan, and consistent with the eight Priority Policies in City Planning Code Section 101.1 for reasons set forth in this Motion.

I hereby certify that the foregoing Motion No. 19638 was adopted by the Commission at its meeting on May 5, 2016.

Jonas P. Ionin
Commission Secretary

AYES: Fong, Richards, Antonini, Hillis, Johnson

NOES: Moore

ABSENT: None

RECUSED: Wu

ADOPTED: May 5, 2016

Table 1- Summary of Street Vacation and Public Access Dedication As Proposed

	Existing Dimensions	Areas to be Vacated	Areas for Public Access	Hours of Public Access	Open or Covered	Height Clearance	Type of Access
Jessie Street	27.5' wide from First to Ecker	27.5' wide by 130' long west of First street	20' wide by 130' long	24/7	Covered	68'	Pedestrian access via a declaration of public access covenants and restrictions & emergency vehicle and large truck access via an easement
Elim Alley	6.5' wide by 108' west of first street and 12' wide for 142' east of Ecker Street	Total of 156.5' in length: 108' at 6.5' wide directly west of First Street and another 48.5' at 12' wide	Entire area to be vacated.	24/7	Open	Open to Sky	Pedestrian access via a declaration of public access covenants and restrictions
Re-routed Jessie Street on new public access (name to be determined)	None. Currently is private property.	None.	20' wide by 207' long	24/7	Mostly covered with two open areas	13.5' for the covered portion and open to sky for 19' at entrance on Mission Street and another 15' between the two towers	Pedestrian and vehicular access via public easement

SAN FRANCISCO
PLANNING DEPARTMENT

Executive Summary

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SECTION 309 DETERMINATION OF COMPLIANCE
GENERAL PLAN REFERRAL
SECTION 295 SHADOW ANALYSIS
OFFICE ALLOCATION
CONDITIONAL USE AUTHORIZATION
ZA VARIANCE & EXCEPTION REQUEST

HEARING DATE: MAY 5, 2016

Date:	April 21, 2016
Case No.:	**2006.1523ENV/DNX/OFA/CUA/VAR/SHD/GPR**
Project Address:	**First and Mission Parcels** **40 First Street; 50 First Street; 62 First Street; 76-78 First Street; 88 First Street; 512 Mission Street; 516 Mission Street; 526 Mission Street** **"Oceanwide Center"**
Project Site Zoning:	C-3-O (SD) (Downtown, Office: Special Development) 550-S and 850-S-2 Height and Bulk Districts Transit Center C-3-O (SD) Commercial Special Use District Transit Center District and Downtown Plan Areas
Block/Lot:	3708/003, 006, 007, 009, 010, 011, 012 and 055
Project Sponsor:	Oceanwide Center LLC Attn: Mr. Wu Chen 88 First Street San Francisco, CA 94105
Staff Contact:	Marcelle Boudreaux – (415) 575 9140 Marcelle.Boudreaux@sfgov.org
Recommendations:	**Approve Section 309 Determination of Compliance with Conditions** **Approve Office Allocation with Conditions** **Approve Conditional Use with Conditions** **Adopt Findings Regarding Shadow Impacts** **Adopt General Plan Referral Findings with Conditions**

PROJECT DESCRIPTION

The Project would demolish three commercial buildings on First Street (40, 50, and 62 First Street), rehabilitate historic commercial buildings (78 and 88 First Street), and construct two towers which share a basement, one Tower fronting First Street and one Tower fronting Mission Street, on eight parcels at the northwest corner of First and Mission Streets plus vacate portions of streets and alleys. The First Street Tower is proposed to reach a roof height of approximately 850 feet with mechanical and architectural features measuring to a maximum of 910 feet, and would include approximately 1.05 million gross square

feet of new office space, 109 residential units and a 68-foot-tall, approximately 21,000 square foot "Urban Room", or indoor park, at street level.. The Mission Street Tower is proposed to reach a height of approximately 605 feet with mechanical screening and features extending to 625 feet, further extending to a maximum of 636 feet to the top of elevator equipment, and would include a 169-room hotel, 156 residential units and ground floor retail and lobbies for hotel and residential. Vehicular parking for residential and commercial users, service loading, bicycle parking and showers are housed in four basement levels shared by both towers. The historic commercial building at 88 First Street would be retained and rehabilitated, and the historic commercial building at 78 First Street would be partially retained and rehabilitated, together providing existing office space. Privately-owned public open spaces are integrated throughout the site, in the Urban Room, the Mission Street pocket park and the Public Sitting Area behind 78 First Street, and residential open space is provided at upper level terraces and decks. Vacations of the public rights-of-way include a portion of Jessie Street (from First Street to midway between First Street and Ecker Place). This would be rerouted southward to terminate at Mission Street between First Street and Ecker Place; an official name has not yet been determined. In addition, a portion of Elim Alley would be vacated (from Ecker Place to midway between First Street and Ecker Place) to be widened and enhanced for pedestrian access.

Much of the Project's ground level fronting First Street will be the urban room which will serve as public open space easily visible and accessible from the street. The pedestrian realm will provide a mix of activities and retail opportunities, including food service and café space, and seating for residents and employees who live and work within the Project site, as well as students at the adjacent university, pedestrians and visitors to the area. The urban room is the focal point of the Project's interconnected publicly-accessible open space. Other features include improving Elim Alley, currently an unmaintained public alley, into a publicly accessible passage and seating area improved with pedestrian amenities; and adding a pocket park accessible from Mission Street. Access to the shared underground vehicle parking and bicycle parking is accessed at the First Street Tower by a dedicated vehicle and bicycle ramps. Additional access to underground vehicle parking and overflow hotel loading is provided at the Mission Street Tower. In addition, the Project has consolidated the freight loading for the entire 2.1 million gross square feet of hotel, office, residential and retail uses on Stevenson Street, in order to minimize these conflicts elsewhere on the Site, and to provide an improved pedestrian network.

The Project Site is located within the Transit Center District Plan (TCDP) area. The City adopted the TCDP and related implementing ordinances in August 2012. Initiated by a multi-year public and cooperative interagency planning process that began in 2007, the Plan is a comprehensive vision for shaping growth on the southern side of Downtown. Broadly stated, the goals of the TCDP are to focus regional growth toward downtown San Francisco in a sustainable, transit-oriented manner, sculpt the downtown skyline, invest in substantial transportation infrastructure and improvements to streets and open spaces and parks downtown, and expand protection of historic resources. Adoption of the Plan included height reclassification of numerous parcels in the area to increase height limits, including a landmark tower site in front of the Transit Center with a height limit of 1,000 feet and several other nearby sites with height limits ranging from 600 to 850 feet.

One of the goals of the Plan is to leverage increased development intensity to generate revenue that will enable the construction of new transportation facilities, including support for the new Transit Center, including the Downtown Rail Extension. These revenues will also be directed toward improvements to sidewalks and other important pedestrian infrastructure to create a public realm that is conducive to, and

supportive of pedestrian travel. The Project will contribute substantial financial resources toward these improvements, and will also serve to leverage these investments by focusing intense employment growth within the core of planned transportation services.

The proposed Project fulfills objectives in the Transit Center Plan to accommodate the First Street Tower, zoned as the second tallest tower in the City, and the Mission Street Tower, which are significant contributors to the Transit Center's contemplated downtown "hill" form, while providing high quality and unique public spaces, one million square feet of office space, hotel rooms and housing, across from the future Transit Center. By integrating eight parcels and proposing over 2.1 million gross square feet of office, residential, hotel and retail in two towers and rehabilitated commercial buildings with on-site privately-owned public open space and public realm improvements, this Project is the largest development within the Plan area.

SITE DESCRIPTION AND PRESENT USE

The Project Site covers eight lots and portions of Elim Alley and Jessie Street that are proposed for vacation, and totals approximately 59,445 square feet in size. The three lots fronting on Mission Street are undeveloped. Five commercial buildings are located along First Street, ranging in height from five to seven stories, with frontages on Jessie Street and Stevenson Street. Elim Alley, currently designated as an unmaintained alley by the City, is a pedestrian alley located between 62 First Street and 76-78 First Street. To the north, Jessie Street contains a single eastbound lane of traffic and two sidewalks between 62 First Street and 50 First Street. This portion of Jessie Street does not provide through-traffic between Second and First Streets; it begins at the northern terminus of Anthony Street, and is directly accessible only by vehicles traveling westbound on Mission Street.

SURROUNDING PROPERTIES AND NEIGHBORHOOD

The Project Site is located in Transit Center District Plan sub-area of Downtown San Francisco, one block from the Transbay Transit Center. Land uses in the vicinity consist primarily of office and retail uses, many in high-rise towers, as well as high-rise residential buildings. The western edge of the site is defined by Ecker Place, the 20-story office building at 25 Jessie, and the four-story residential building at One Ecker. Golden Gate University's campus is located across Ecker Place at 536 Mission Street. A small open space connecting Mission Street and Jessie Street is located between the university and the 31-story JP Morgan Chase Office Building at 560 Mission Street. An eight-story brick office building is located at the northeast corner of Second and Mission Streets. A 39-story office building at 525 Market Street (at the southwest corner of First and Market Streets) is located to the north of the Property across Stevenson Street. The interior of the blocks between Jessie and Market Streets are occupied by several high-rise office buildings, ranging from 15 to 40-stories in height, as well as several smaller buildings. The Salesforce Tower (measuring approximately 1,070-feet to decorative crown) is currently under construction cater- corner to the Project Site.

ENVIRONMENTAL REVIEW

On September 28, 2011, the Department published a draft Environmental Impact Report (EIR) for the TCDP for public review. The draft EIR was available for public comment until November 28, 2011. On November 3, 2011, the Planning Commission ("Commission") conducted a duly noticed public hearing at

a regularly scheduled meeting to solicit comments regarding the draft EIR. On May 10, 2012 the Department published a Comments and Responses document, responding to comments made regarding the draft EIR prepared for the Project. On May 24, 2012, the Commission reviewed and certified the Final EIR. The Board of Supervisors affirmed this certification on July 24, 2012.

On April 1, 2016, the Planning Department, in a Community Plan Exemption certificate, determined that the proposed application did not require further environmental review under Section 15183 of the CEQA Guidelines and Public Resources Code Section 21083.3. The Project is consistent with the adopted zoning controls in the Transit Center District Plan and was encompassed within the analysis contained in the Transit Center District Plan Final EIR.

HEARING NOTIFICATION

TYPE	REQUIRED PERIOD	REQUIRED NOTICE DATE	ACTUAL NOTICE DATE	ACTUAL PERIOD
Classified News Ad	20 days	April 15, 2016	April 13, 2016	22 days
Posted Notice	20 days	April 15, 2016	April 15, 2016	20 days
Mailed Notice	10 days	April 25, 2016	April 22, 2016	13 days

PUBLIC COMMENT/COMMUNITY OUTREACH

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

  The Project Sponsor has met with neighbors, merchants, and neighboring buildings, including One Ecker's HOA, Golden Gate University, the FDIC (which owns and operates 25 Jessie), the Millennium Tower's HOA, and 525 Market.

ISSUES AND OTHER CONSIDERATIONS

- **Transit Center District Plan.** In general, the downtown core of San Francisco offers relatively few remaining opportunity sites for dense development. The TCDP seeks to maximize development intensity at these remaining opportunity sites. While the TCDP emphasizes the importance of developing employment uses, the Plan also recommends the development of residential uses in

order to meet housing needs, diversify and balance the mix of land uses in the area, and create vitality outside of business hours. The Plan seeks to address issues of regional sustainability and traffic congestion by focusing growth within an intense, urban context in an area supported by abundant existing and planned transit services, as well as retail and service amenities. This Project implements this vision through the construction of over 1 million gross square feet of new office uses, a tourist hotel, and 265 dwelling units within walking distance of the Downtown Core, one block from the future Transit Center, and one block from the Market Street transit spine.

- **Planning Code Exceptions.** The project does not strictly conform to several aspects of the Planning Code. As part of the Section 309 review process, the Commission may grant exceptions from certain requirements of the Planning Code for projects that meet specified criteria. The Project requests exceptions regarding "Streetwall Base" (Section 132.1), "Tower Separation" (Section 132.1), "Rear Yard" (Section 134), "Reduction of Ground-Level Wind Currents in C-3 Districts" (Section 148), "Freight Loading Access" (Section 155(d)), "Commercial to Non-Commercial Use Ratio" (Section 248), "Unoccupied Vertical Extensions" (Section 260), "Upper Tower Extensions" (Section 263.9), and "Bulk" (Section 272). Compliance with the specific criteria for each exception is summarized below, and is described in the attached draft Section 309 motion.
    - **Streetwall Base (Section 132.1(c))**. In order to establish an appropriate street wall in relation to the width of the street and to adjacent structures, buildings within the C-3-O(SD) District must establish a streetwall a height between 50 and 110 feet, through the use of a horizontal setback. The Project does not incorporate a literal setback, however, the Commission may approve other designs that fulfill the intent of the streetwall base requirements.

      Both the First Street Tower and the Mission Street Tower reference the prevailing datum set at the streetwall by the historic commercial buildings. The First Street Tower's design creates a clearly recognizable building base. As the tower increases in height, each floor plate is tapered from the sides to reduce the overall sense of unrelieved vertical rise from the sidewalk edge and reducing the overall massing when viewed from some points immediately below. The bezeled faceting of the bay window at the seventh level, the level above the Urban Room, acts as a modern cornice element to articulate a streetwall base from the tower shaft. Mission Street Tower uses glazing and long, vertical bay windows along with multiple layers of recesses, to define its base. These architectural elements are glazed with different treatments than found on the lower and upper tower's modern orthogonal bay windows 'floating' in front of planes of natural stone of the Mission Street Tower. This tower contains a significant tapering feature for its upper tower element, starting at approximately 450 feet, reducing the overall massing when viewed from points immediately below. The overall architectural expression of the Project (First Street Tower and Mission Street Tower) is exceptional, unique, and consistent with the streetwall requirement. These treatments create a clearly-defined pedestrian realm which is distinct from the tower above. Considered as a whole, the design of the Project meets the intent of the streetwall base requirements of Section 132.1(c), and

qualifies for an exception from the strict streetwall setback requirements, as permitted by Section 309.

- **Tower Separation (Section 132.1(d)).** The Planning Code requires that the Project provide tower separation In order to preserve the openness of the street to the sky and to provide light and air between structures, new structures in the "S" and "S-2" Bulk Districts are subject to tower separation requirements. Exceptions can be granted to the extent restrictions on adjacent properties make it unlikely that development will occur at a height or bulk which will, overall, impair access to light and air or the appearance of separation between buildings, thereby making full setbacks unnecessary. Exceptions can also be granted to the extent a project incorporates recesses that adequately compensate for the volume of space proposed to be located within the tower separation area.

  The Project Site is an urban, irregularly-shaped infill site comprised of eight lots, seven contiguous lots, interspersed by historic buildings ranging from two to six stories and bisected by streets and alleys. Tower separation is required to be measured from public rights of way and from interior lot lines. The Towers vary in amounts of encroachment into the tower separation zone due to the various street frontages. As the First Street Tower increases in height, each floor plate is tapered from the sides (Stevenson Street and Elim Alley) to reduce the overall sense of unrelieved vertical rise from the sidewalk edge and reducing the overall massing when viewed from some points immediately below. The Mission Street Tower contains a significant tapering feature for its upper tower element, starting at approximately 450 feet, reducing the overall massing when viewed from some points immediately below.

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

- **Rear Yard.** The Planning Code requires that the project provide a rear yard equal to 25 percent of the lot depth at the first level containing a dwelling unit, and at every subsequent level. Exceptions to the rear yard requirements may be granted if the building location and configuration assure adequate light and air to the residential units and the open space provided.

  The Project's location and configuration assure significant light and air to the residential units in both Towers, as well as to residential open space in both Towers. Most residential units are located in the upper levels of each Tower, which are at heights taller than other existing and planned development on adjacent properties. Other units look out over open areas. Therefore, adequate light and separation will be provided for residential units within the Project and an exception is appropriate.

- **Wind.** The Code requires that new buildings in C-3 Districts must be designed so as not cause ground-level wind currents to exceed specified comfort levels. When preexisting ambient wind speeds exceed the comfort levels, new buildings must be designed to attenuate ambient wind speeds to meet the specified comfort level.

  According to the wind analysis prepared for the project, wind speeds for comfort criterion for the Project are predicted to generally decrease in the areas to the west and southwest of the site and along 1st Street, while localized increases are predicted at the areas to the east of the site and along Ecker Street. An exception to these requirements may be granted if the building cannot be shaped to meet the requirements without creating an ungainly building form and unduly restricting the development potential of the building site. Overall, the pedestrian wind comfort criterion exceedances are reduced with the Project, however, not fully eliminated. The Project cannot be shaped or incorporate wind-baffling measures that would reduce the wind speeds. In addition, the Project proposes extensive landscaping within the ground level POPOS, which could attenuate winds and offset minor increases in wind speeds at seating areas.

- **Freight Loading (Section 155(d)).** All off-street freight loading and service vehicle spaces are required to be accessible by means of a private service driveway that is completely contained within the structure. If the Zoning Administrator determines that the adjacent street is primarily used for building service, up to four off-street freight loading spaces can be individually accessible with Planning Commission authorization as part of the project's Section 309 review.

  The Project proposes to add over 2 million square feet of office, hotel, residential, and retail uses on an urban, irregularly-shaped infill site in the middle of San Francisco's Downtown core to be served by consolidated off-street freight loading access points. Four freight loading spaces are designed as four independent, direct loading spaces from Stevenson Street. The Zoning Administrator has determined that Stevenson Street is primarily used for building service. Additionally, four service spaces on basement level three will be accessible by means of the private driveway accessed from Stevenson Street. Containing all the freight loading by means of a private service driveway that is completely contained within the structure would require a large portion of the ground floor Urban Room open space to be devoted to areas required for the internal maneuvering of freight vehicles. The large Urban Room, containing both of the street areas proposed for vacation, would significantly enhance the pedestrian experience and public life.

  Due to structural constraints of the first basement floor design supporting a 60-story tower, the floor-to-ceiling clearance is 9 feet 6 inches, significantly less than the requirement for freight loading. In addition, the Project has been designed such that typical ground level functions have been placed in the basement level, and the structural system provides a core located along the side of the building instead of a conventional center core, allowing for an open ground floor indoor park Urban Room

and 34 office levels with open and flexible floor plates ranging from 26,900 square feet to 34,000 square feet. The direct access freight loading area will be adequately screened. Therefore, on a street used primarily for building service, the Project qualifies for an exception for modifying the freight loading requirements.

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

  The Project proposes approximately 63% non-residential use, and 37% residential use. Commercial uses account for significantly more than 50% of the Project's aggregate total gross floor area. The Project proposes 2,129,127 gross square feet (gsf) in total, 1,340,489gsf of which will be occupied by commercial uses. The site is composed of eight lots, seven of which are contiguous. Because the majority of the Project Site is located above a single basement structure, it will require a single ground lot instead of the seven contiguous existing lots. The Project effectively consists of two sites: a large site on First Street and a smaller site on Mission Street. If the Project's Towers were located on separate lots, the Project would comply with this Code Section. The First Street Tower contains 1,059,593gsf of retail and office use, and 409,919gsf of residential use, for a ratio of approximately 2.58-to-1, above the 2-to-1 minimum commercial use ratio. The two existing commercial buildings contain only commercial uses, thus are compliant. The Mission Street Tower's footprint is made up of two lots, for a total size of 14,159 square feet, thus if were an independent development would be under the 15,000 square foot threshold. The total commercial use for the Project represents more specifically 62.96% of its total gross floor area, approximately 3.64% fewer non-residential square feet than would be required pursuant to the 2-to-1 commercial floor ratio. An exception to the commercial to non-commercial use ratio is appropriate.

- **Unoccupied Vertical Extensions (Section 260(b)(M)).** (First Street Tower). Buildings which exceed 550 feet in the S-2 Bulk District may include unenclosed, unoccupied architectural features that extend above the height limit if the Commission determines that such features fulfill certain design criteria. Specifically, such elements should be designed as integral components of the building design, enhance both the overall silhouette of the building and the City skyline by producing an elegant and unique building top, achieve overall design excellence, and should not add substantial amounts of shadow to public open spaces.

  Subject to an 850-foot height limit, the First Street Tower's uninhabited vertical element is permitted to reach a height of 913.75 feet, an additional 63.75 feet. Its

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

- **Upper Tower Extensions (Section 263.9).** The Project's Mission Street Tower is located in a 550-S Height and Bulk District. A small portion of the First Street Tower is located in a 550-S Height and Bulk District. In the "S" Bulk District, additional height up to 10% of the principally permitted height can be allowed as an extension of the upper tower pursuant to Section 309, if the Project's design of upper tower adds to the sense of slenderness and visual interest at the termination, improves the appearance of the skyline when viewed from a distance, will not adversely affect light and air to adjacent properties, and will not add significant shadows to public open spaces.

  The Mission Street Tower measures approximately 605 feet occupied height. The Mission Street Tower's extension is designed to add to the building's sense of slenderness, maintaining the bulk reduction introduced in the upper tower, and to maintain visual interest at its termination. The extension at the portion of the First Street Tower located in the 550-S Height and Bulk District is proposed to a maximum of 605 feet and is part of this Tower's building core. Due to its attachment to a significantly taller building and intervening buildings, this side (or rear) core will not read as an independently visible building, and is shorter in height than the First Street Tower (850 feet).The Project's heights are consistent with the Height and Bulk District for the property, as envisioned in Transit Center District Plan. Given these heights, it is unavoidable that the Project will cast new shadows onto public open spaces. But limiting the height of the Project for the purpose of avoiding shadows would contradict some of the most important aspects of the Transit Center District Plan, which anticipated dense development of new office space, residential units and hotels clustered near the future Transit Center and in the walkable downtown core. Therefore it is appropriate to grant an exception pursuant to Section 309.

- **Bulk (Section 272).** (Mission Street Tower). For buildings in the "S" Bulk District, there is no bulk applicable to the base of these buildings. Exceptions to the Section 270 bulk limits are permitted through Section 272 by Section 309, if at least one of six requirements is met.

The only aspect of the Project's two towers that does not strictly comply with the bulk requirement is the approximately three foot difference in the Mission Street Tower's average upper length (from 130 feet to 133 feet). The project meets at least two of the criteria, each with multiple subcriteria, required for an exception. The Project compensates for the minor three foot exceedance of the maximum plan dimension on its upper floors, by a reduction of other portions in the lower and upper towers dimensions below the maximum bulk permitted. The Project's design is compatible with the character and development of the surrounding area. The Transit Center District Plan is meant to create an elegant downtown skyline, building on existing policy to craft a downtown 'hill' form with the apex at Salesforce Tower, and tapering in all directions, and the Mission Street is one of these tapering buildings. Further, instead of extending the Mission Street Tower's footprint eastward towards the Project's boundary with the existing commercial building at 510 Mission, the Project incorporates a pocket park POPOS. This contributes to a sense of relief along Mission Street and slenderness from the Tower itself and enhances the pedestrian environment. This deviation of the maximum plan dimension by three feet only applies to the upper 20 stories in the Mission Street Tower. Therefore it appropriate to grant an exception pursuant to Section 309. The First Street Tower complies with Bulk requirements.

- **Findings of Consistency with the General Plan: Street and Alley Vacations.** The Project proposes street vacation on portions of Jessie Street and Elim Alley, and also proposes to re-route Jessie Street at a 90-degree turn southward to Mission Street. The details and findings of consistency with the General Plan is discussed in detail in the General Plan Referral. The Project proposes to vacate 4,859 square feet of street including 3,575 square feet of Jessie Street and 1,284 square feet of Elim Alley under the specific configurations as described below (See Table 1 in the General Plan Referral for a summary of the proposals):
    - **Jessie Street Vacation.** Jessie Street is currently a 27.5' wide street running west of First Street to Ecker Place and beyond. The Project proposes to vacate Jessie Street west of First Street for a length of 130' and a width of 27.5' (for the total area of approximately 3,575 sf). The area proposed for vacation is generally bounded by Assessor's Block No. 3708, Lot No. 055 to the north and a portion of Assessor's Block No. 3708, Lot No. 006 to the south.

      The full length of vacated area on Jessie Street (130 feet) would be subject to a non-exclusive public easement for pedestrian access for a width of 20' and will be open 24 hours per day and seven days a week, and will be fully open air (up to 68 feet within the Urban Room) and feature no gates or other physical restrictions to pedestrian access. The Jessie Street vacation area would be accessible by pedestrians between First Street and the existing and remaining portion of Jessie Street via the Urban Room. Additionally, the same vacated area on Jessie Street would be subject to an easement for vehicular emergency access for the benefit of the San Francisco Fire Department. Trucks longer than 40 feet cannot make the turn at the proposed new re-alignment of Jessie Street and would therefore utilize the vacated portion of Jessie Street based on a large trucks access easement. The operational procedures for this access are described in more detail in Mitigation Measure #10.

- **Elim Alley Vacation.** Elim Alley is currently an unmaintained street between First Street and Ecker Place, with a total length of 250'. The current width of Elim Alley is 6.5' for a length of 108' west of First Street and 12' width for the remaining approximately142' east of Ecker Place. The Project proposes to vacate a total length of 156.5 feet of Elim Alley west of First Street, the first 108 feet for a width of 6.5 feet and for the remaining length of 48.5' for a width of 12'. In total the proposed vacated area on Elim Alley consists of 1,284 square feet. The area proposed for vacation is generally bounded by Assessor's Block No. 3708, Lot No. 006 to the north and Assessor's Block No. 3708, Lot Nos. 007 and 011 to the south.

  The vacation area would become part of the Urban Room (serving as POPOS) and the Public Sitting Area (serving as POPOS), which is accessible by pedestrians primarily from First Street and also from the newly created pedestrian/vehicular connection between Mission and Jessie Streets. The vacated portion of Elim Alley is proposed by the project sponsor to be accessible to the public 24 hours per day, 7 days a week through a permanent declaration of public access covenants and restrictions.

- **Realignment of Jessie Street.** The Project also would create a new public access way from the new terminus of Jessie Street turning at 90 degrees to Mission Street. This new access way for both vehicular and pedestrian traffic will be located on private property for 207' in length east-west. This access way would run under both towers at vertical clearance height of at least 13.5' except for small portions that will be open to sky: 19' at its entrance on Mission Street and another 15' between the two towers. The access way would contain approximately 3,600 square feet of area for a width of approximately 20 feet. The access would be created via a public easement. The public would be able to use the re-aligned public access way 24 hours per day, 7 days a week. As proposed, this access way would not include sidewalk space along at least half of the residential lobby of the First Street tower. The dimensions of this access way would limit the trucks that could drive on this way and clear the turn. Trucks that are longer than 40' would not be able to clear this turn. Additionally the minimum 13.5 foot ceiling height would also limit certain trucks. Consequently, these larger trucks will be routed along the portion of Jessie Street proposed for vacation, through the Urban Room and exiting onto 1st Street. The large truck access easement would be accommodated through a public easement coterminous with the emergency vehicle access easement. The operational procedures for this access are described in more detail in Mitigation Measure #10.

- **Shadow Impacts**. Section 295 (also known as Proposition K from 1984) requires that the Planning Commission disapprove any building permit application to construct a structure that will cast shadow on property under the jurisdiction of the Recreation and Park Department, unless it is determined that the shadow would not have an adverse impact on park use. In 1989, the Planning Commission and the Recreation and Park Commission adopted criteria for the implementation of Section 295, which included the adopting of Absolute Cumulative Shadow Limits (ACLs) for certain parks in and around the Downtown core.

  October 11, 2012, the Planning Commission and the Recreation and Park Commission held a joint public hearing and raised the absolute cumulative shadow limits for seven open spaces under the jurisdiction of the Recreation and Park Department that could be shadowed by likely cumulative development sites in the Transit Center District Plan ("TCDP") Area, including Union Square. As

part of this action, the Planning Commission and the Recreation and Park Commission designated the ACLs exclusively for shadows that are anticipated from the development of projects within the TCDP.

A technical memorandum, prepared by Environmental Science Associates, dated March 19, 2016, analyzed the potential shadow impacts of the Project to properties under the jurisdiction of the Recreation and Parks Department (Case No. 2006.1523SHD). The memorandum concluded that the Project would cast net new shadow on four parks, consistent with the analysis in the 2012 Joint Resolution:

- Union Square: 149,230 square-foot-hours (sfh) of net new shadow on Union Square on a yearly basis, which would be an increase of about 0.0035% of the theoretical annual available sunlight ("TAAS") on Union Square. The new shadow would generally occur in the early morning hours (between 7am- 8am), for an average duration of 30 minutes, with a maximum duration of 40 minutes, would occur from May 10 – August 2 (12 weeks annually). The shadow would fall at the southwestern corner of the park; the remainder of the park is shadowed at this time.

- Portsmouth Square Plaza: 457,510 sfh of net new shadow on Portsmouth Square Plaza on a yearly basis, which would be an increase of about 0.219% of the theoretical annual available sunlight ("TAAS") on Portsmouth Square Plaza. The new shadow would generally occur in the early morning hours (between 8:05am – 9:10am), for an average duration of 37 minutes, with a maximum duration of less than one hour, would occur from November 1 – February 8 (12 weeks annually). The shadow would fall at the northwestern portion of the park. Park usage is heavy even before the sunlight reaches the square in the early morning, with users dispersed among the sun and shaded areas.

- St. Mary's Square: 1,342 sfh of net new shadow on Portsmouth Square Plaza on a yearly basis, which would be an increase of about 0.001% of the theoretical annual available sunlight ("TAAS") on St. Mary's Square. The new shadow would generally occur in the early morning hours (between 8:50 am to about 9:10 am), for an average and maximum duration of 20 minutes, and would occur in limited times from March 15-22 and again September 20-27 (4 weeks annually). The shadow would cover a small portion of the park, most in diffuse shadow. Usage of the park is dispersed evenly throughout the park regardless of sun/shade. The park is already heavily shaded during the morning hours due to its location in the Financial District adjacent to tall buildings.

- Justin Herman Plaza: 299,820 sfh of net new shadow on Justin Herman Plaza on a yearly basis, which would be an increase of about 0.044% of the theoretical annual available sunlight ("TAAS") on Justin Herman Plaza. The new shadow would generally occur in the early morning hours (between 1:50 pm and 3:25 pm), for an average duration of 36 minutes, with a maximum duration of less than one hour, would occur from October 25 – February 14 (14 weeks). The shadow would fall in the central part of the park, in the area between the terminus of Market Street and the southbound lanes of The Embarcadero that is typically occupied by the San Francisco Art Market vendor tents. The Plaza is most heavily used before 2:30pm by downtown workers seeking places to eat lunch.

On April 21, 2016, the Recreation and Park Commission held a public hearing and adopted a resolution recommending that the General Manager of the Recreation & Park Department

recommend to the Planning Commission that the shadows cast by the Project on Union Square, Portsmouth Square Plaza, St. Mary's Square, and Justin Herman Plaza are not adverse to the use of the park, and that the Planning Commission allocate to the Project allowable shadow from the absolute cumulative shadow limit for Union Square, Portsmouth Square Plaza, St. Mary's Square and Justin Herman Plaza.

- The project requests several Variances as outlined below:
    - **Bay Window Separation Variance.** The Project requests a Variance from bay window separation requirements of the Planning Code. Section 136(c)(2) establishes maximum width and depth for bay windows. Where facing a street or public right of way, the bays for both Towers are not compliant with the code and the Project seeks a Variance to the separation requirements for both Towers. At each Tower, the square footage proposed with the non-compliant bays is less than the permitted square footage with compliant bays. The First Street Tower's bay windows comply with the maximum depth requirements, but extend for a width of approximately 33' 11", encroaching over the permitted center to center bay window module by a depth approximately between 1 to 2 feet. The Mission Street Tower's bay windows vary in depth based on the street frontage and similarly comply with the maximum depth for bay windows, but the width of these projections does not comply with Code separation requirements, extending 24 feet along Mission Street and Elim Alley, and 21 feet along Ecker Place. The proportion of the proposed bays is complimentary to the Project's scale and design, and the bay windows, as proposed, enhance the usability of the interior spaces while not capturing additional square footage over the property lines.
    - **Dwelling Unit Exposure Variance.** (Mission Street Tower). The Project requests a Variance from dwelling unit exposure requirements of the Planning Code. Section 140 requires that at least one room of all dwelling units face onto a public street, a rear yard, or other open area that meets minimum requirements for dimensions. Approximately 134 dwelling units in the Mission Street Tower face onto Mission Street, Ecker Place or onto a side yard meeting dimensional requirements specified by Section 140, and are code-compliant. Only 22 dwelling units out of the 156 dwelling units in the Mission Street Tower (and 265 dwelling units total) face onto an open area that does not meet the dimensional requirements in Section 140. Most of these units would overlook an existing building developed below the height of the proposed residential units.
    - **Parking and Loading Frontage Variance in Commercial Districts Variance.** The Project requests a Variance from street frontage requirements in commercial districts of the Planning Code. Section 145.1(c)(2) of the Planning Code requires that no more than one-third of the width or 20 feet, whichever is less, of any given street frontage of a new or altered structure parallel to and facing a street shall be devoted to parking and loading ingress or egress. Street frontage along Stevenson Street includes ingress and egress for vehicles, a ramp for bicycles to access the underground bicycle parking, and freight loading occupying, in aggregate, more than 1/3 of the width of the Stevenson Street frontage. Specifically, 74' 4" of the 167' 6" Stevenson Street frontage features bicycle, loading and vehicle access. The Project has consolidated the access to loading ingress and egress to one point at Stevenson Street, in order to minimize these conflicts elsewhere on the Site, and to provide an improved pedestrian network. Freight loading area will be adequately screened. The direct access freight loading, plus four service vehicle spaces in

basement level three, are the consolidated loading access for the entire Project, which consists of over 2.1 million gross square feet of office, hotel, residential and retail uses. In addition, pursuant to Code Section 155(d) the Project is seeking an exception through Section 309 to allow direct freight loading access for reasons discussed in the Exceptions section.

- **Off-Street Parking and Loading in C-3 Districts Variance.** The Project requests a Variance from parking and loading access requirements in C-3 Districts. Section 155(s)(5) of the Planning Code requires that any single development be limited to a total of two façade openings. The maximum permitted width of a shared parking and loading garage opening is 27 feet. The Project provides three façade openings/ access points. The width of façade openings is exceeded at the direct freight loading (approximately 47 feet) and at the shared vehicle and bicycle entry (approximately 27 feet) along Stevenson Street at the First Street Tower. The Project provides three garage openings – two at First Street Tower and one at Mission Street Tower. As noted above, the Project has consolidated the access to loading ingress and egress to one point at Stevenson Street, in order to minimize these conflicts elsewhere on the Site, and to provide an improved pedestrian network. In addition, a bicycle ramp to the underground parking is provided at the Stevenson Street driveway entry (First Street Tower). This innovative component provides a separate and dedicated ramp for bicycle users in a method not envisioned by Code. The Project Sponsor has requested a Variance from this Code Section requirement for exceeding the maximum number and dimension of off-street parking and loading access. In addition, pursuant to Code Section 155(d) the Project is seeking an exception through Section 309 to allow direct freight loading access for reasons discussed in the Exceptions section.
- **Height Exception for Elevator.** (Mission Street Tower). Pursuant to Planning Code Section 260(b)(1)(A), the Zoning Administrator may, after conducting a public hearing, grant a height exemption for an elevator overrun for a building with a height limit of more than 65 feet, to the extent that the Zoning Administrator determines that this exemption is required to meet state or federal laws or regulations. To meet State regulations, the height of the elevator is proposed to exceed Planning Code limits due to required car clearances for counterweighted elevators and for the provision of refuge space on top of car enclosures. The Project requires a height exception from the Zoning Administrator to allow a height of up to 636 feet to accommodate the elevator overrun for the Mission Street Tower, per State Code regulations.

REQUIRED COMMISSION ACTION

In order for the project to proceed, the Commission must 1) Adopt Findings under the California Environmental Quality Act; 2) Determine that the Project complies with Planning Code Section 309, granting requests for exceptions as discussed under "Issues and Other Considerations", above; 3) Adopt Findings that new shadows that the Project would cast on Union Square, Portsmouth Square Plaza, St. Mary's Square, and Justin Herman Plaza would not be adverse to the use of those parks, and allocate net new shadow to the Project (Planning Code Section 295); 4) Adopt Findings of Consistency with the General Plan and Priority Policies of Planning Code Section 101.1 for Street and Alley Vacations; 5) Allocate office square footage under the 2015-2016 Annual Office Development Limitation program pursuant to Sections 320 through 325 of the Planning Code; and 6) Authorize Conditional Use to establish a 169-room tourist hotel (Code Sections 210.2 and 303). In addition, the Zoning Administrator would

need to grant Variances from bay window dimensional requirements (Section 136), dwelling unit exposure for the Mission Street Tower (Section 140), parking and loading egress and ingress (Section 145.1(c)(2)), and number and size of parking and loading access points (Section 155(s)(5)), and would need to grant a height exception for the Mission Street Tower elevator mechanicals (Section 260(b)).

BASIS FOR RECOMMENDATION

- The project meets the goals and objectives of the Transit Center District Plan to focus development near the future Transit Center and other high-level transit service.
- The Project will generate substantial revenues that will contribute to the development of transportation infrastructure, including the Transit Center and the Downtown Rail Extension, and other improvements envisioned by the Transit Center Plan.
- The proposed POPOS (Urban Room, Mission Street pocket park, and the public sitting area along Elim Alley) would introduce an interconnected network of open spaces and pedestrian pathways as envisioned in the Transit Center District Plan and Downtown Plan that are diverse in typology and amenities.
- The project will add employment and housing opportunities within an intense, walkable urban context.
- Employees and residents would be able to walk or utilize transit to commute and satisfy convenience needs without reliance on the private automobile. This pedestrian traffic will activate the sidewalks and open space areas in the vicinity.
- The height and stature of the two towers as proposed in the Project was envisioned in the Transit Center Plan to mark the significance of the Transit Center as a key transportation hub, and to sculpt the skyline.
- The proposed street vacation would facilitate the 850-foot tower contemplated in the Transit Center District Plan as another signature tower in this area by effectively utilizing a transit-friendly and transit-rich location to its maximum capacity.
- The Project is, on balance, consistent with the Objectives and Policies of the General Plan and meets all applicable requirements of the Planning Code, with exceptions requested pursuant to Planning Code Section 309 and the requested Variances.

RECOMMENDATION:	**Approval with Conditions**

Attachments:
Draft Section 309 Motion
Exhibit C: Improvement and Mitigation Monitoring Report Program (IMMRP)
Draft Section 321 Motion
Draft Section 303 Motion
Draft Section 295 Motion
Draft General Plan Referral Motion
Certificate of Determination of Exemption from further Environmental Review, April 1, 2016
Block Book Map
Sanborn Map
Aerial Photographs
Public Correspondence
Inclusionary Affordable Housing - Affidavit

Project Sponsor Submittal
Graphics Package from Project Sponsor

Attachment Checklist

- ☒ Executive Summary
- ☒ Draft Motion
- ☒ Environmental Determination
- ☒ Zoning District Map
- ☒ Height & Bulk Map
- ☒ Parcel Map
- ☒ Sanborn Map
- ☒ Aerial Photo
- ☒ Context Photos
- ☒ Site Photos
- ☒ Project sponsor submittal

  Drawings: Existing Conditions
  - ☒ Check for legibility

  Drawings: Proposed Project
  - ☒ Check for legibility

  3-D Renderings (new construction or significant addition)
  - ☒ Check for legibility
- ☐ Wireless Telecommunications Materials
  - ☐ Health Dept. review of RF levels
  - ☐ RF Report
  - ☐ Community Meeting Notice
- ☐ Housing Documents
  - ☒ Inclusionary Affordable Housing Program: Affidavit for Compliance

Exhibits above marked with an "X" are included in this packet MWB

Planner's Initials