

File No. 190607

Committee Item No. _____
Board Item No. 32

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

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Board of Supervisors Meeting

Date: _____
Date: June 4, 2019

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- Public Works Order No. 201239
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- Final Maps

Prepared by: Jocelyn Wong
Prepared by: _____

Date: May 31, 2019
Date: _____

1 [Final Map 8731 - 5M Project Phase One]

2

3 Motion approving phased Final Map 8731, 5M Project, PID 8731 - Phase No. 1, relating
4 to portions of the 5M Project, the merger and vertical subdivision of existing
5 Assessor's Parcel Block No. 3725, Lot Nos. 005, 006, 008, 009, 043 through 047, 077,
6 097, and 098 resulting in eight lots intended for commercial, open space, and public
7 right-of-way uses, subject to specified conditions; approving a Public Improvement
8 Agreement related to the Final Map; and acknowledging findings pursuant to the
9 General Plan, and eight priority policies of Planning Code, Section 101.1.

10

11 WHEREAS, The 5M site is a nearly four-acre area generally between Mission, Fifth
12 and Howard Streets; and

13 WHEREAS, The 5M Project is a mixed use development including office, residential,
14 retail, cultural, educational, open space parking and related uses; specifically at build-out the
15 5M Project would include up to 807,600 gross square feet of office uses (including ground
16 floor uses), up to 821,300 gross square feet of residential uses (including both rental and
17 ownership units), approximately 68,600 gross square feet of other active ground floor uses,
18 and collectively up to 1,697,600 gross square feet of new construction, and renovated existing
19 building space, with approximately 331 subterranean vehicle parking spaces, plus bicycle
20 parking spaces and approximately 59,500 square feet of public and private open space; now,
21 therefore, be it

22 MOVED, That the certain map entitled "FINAL MAP 8731, 5M Project, PID 8731 -
23 Phase No. 1"; a merger and vertical subdivision of portions of the 5M Project area into an
24 eight lot subdivision, with lots intended for commercial, open space, and public right-of-way
25 uses, as described on Sheets 4, 5, and 6 of said Map, comprising six sheets, approved

1 May 21, 2019, by Department of Public Works Order No. 201239, is hereby approved, subject
2 to the conditions specified in this motion, and said map is adopted as an Official Final Map
3 No. 8731; and, be it

4 FURTHER MOVED, That the Board of Supervisors acknowledges the findings made
5 by the Planning Department, in a letter dated March 25, 2019, that the tentative map complies
6 with the applicable provisions of the Planning Code and is subject to the conditions contained
7 in Planning Commission Motion Nos. 19467 through 19473, Board of Supervisors File No.
8 150788, and that none of the conditions in California Government Code, Section 66474(a),
9 through (g) exist, and the findings made by Planning Commission Resolution No. 19460, that
10 the proposed subdivision, on balance, is consistent with the objectives and policies of the
11 General Plan, and the eight priority policies of Section 101.1 of the Planning Code; and, be it

12 FURTHER MOVED, That because the Subdivider has not completed the required
13 public improvements associated with this Final Map, completion of certain improvements will
14 be deferred, and certain conditions have not been fulfilled at the time of the filing of this Final
15 Map, the Subdivision Code requires that the Subdivider and City enter into a Public
16 Improvement Agreement to address these requirements; and, be it

17 FURTHER MOVED, That Public Works recommends that the Board of Supervisors
18 approve the Public Improvement Agreement for Final Map 8731 and hereby approves said
19 Agreement and authorizes the Director of Public Works and the City Attorney to execute and
20 file the agreement in the Official Records of the City and County of San Francisco; and, be it

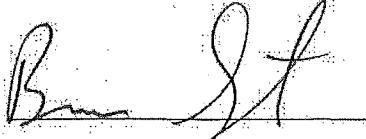
21 FURTHER MOVED, That Public Works recommends that the Board of Supervisors
22 conditionally accept on behalf of the public the offer of improvements described in the owners'
23 statements on the Final Map, subject to the City Engineer's issuance of a Notice of
24 Completion and further Board of Supervisors action, and the Board adopts this
25 recommendation; and, be it

1 FURTHER MOVED, That the Board of Supervisors acknowledges that the Director of
2 the Division of Real Estate shall accept offers of dedication for sidewalk and right-of-way
3 purposes on Lots A, B and C, as described on the Final Map, and the dedication of a
4 non-exclusive public sidewalk easement, as shown on Final Map 8731, to be conveyed by
5 separate instrument (sidewalk easement agreement); and, be it

6 FURTHER MOVED, That the approval of this Final Map also is conditioned upon
7 compliance by subdivider with all applicable provisions of the California Subdivision Map Act,
8 California Government Code Sections 66410 et seq., and the San Francisco Subdivision
9 Code and amendments thereto; and, be it

10 FURTHER MOVED, That the Board of Supervisors hereby authorizes the Director of
11 Public Works to enter all necessary recording information on the Final Map and authorizes the
12 Clerk of the Board of Supervisors to execute the Clerk's statement as set forth herein.

13
14 DESCRIPTION APPROVED:

15 
16

17 Bruce R. Storrs, PLS

18 City and County Surveyor

19 RECOMMENDED:

20 
21

22 Mohammed Nuru

23 Director of Public Works

24
25

City and County of San Francisco

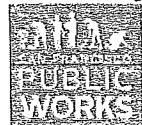


San Francisco Public Works

GENERAL - DIRECTOR'S OFFICE

City Hall, Room 348

1 Dr. Carlton B. Goodlett Place, S.F., CA 94102
(415) 554-6920 www.SFPublicWorks.org



2019 MAY 23 AM 10: 04

AK



London N. Breed, Mayor
Mohammed Nuru, Director

Public Works Order No: 201239

RECOMMENDING APPROVAL OF PHASED FINAL MAP 8731, 5M PROJECT, PID 8731 PHASE No. 1, A MERGER AND VERTICAL SUBDIVISION OF THAT CERTAIN REAL PROPERTY DESCRIBED IN THAT CERTAIN GRANT DEED RECORDED JULY 17, 2015, DOCUMENT NO. 2015-K092345, OFFICIAL RECORDS, THAT CERTAIN GRANT DEED RECODED JULY 17, 2015, DOCUMENT NO. 2015-K092346, OFFICIAL RECORDS, AND THAT CERTAIN GRANT DEED RECORDED DECEMBER 4, 2017, DOCUMENT NO. 2017-K544770, OFFICIAL RECORDS, BEING A PORTION OF 100 VARA BLOCK 381 RESULTING IN UP TO 8 LOTS INTENDED FOR COMMERCIAL/OFFICE USES, OPEN SPACE, AND PUBLIC RIGHT OF WAY, AND FOR DEVELOPMENT AND FURTHER SUBDIVISION IN FUTURE PHASES, SUBJECT TO CERTAIN CONDITIONS, AND A PUBLIC IMPROVEMENT AGREEMENT RELATED TO FINAL MAP 8731.

1. The 5M site is a nearly four acre area generally between Mission, Fifth and Howard Streets. The 5M Project is a mixed use development including office, residential, retail, cultural, educational, open space parking and related uses. Specifically at build-out the 5M Project would include up to 807,600 gross square feet of office uses (including ground floor uses), up to 821,300 gross square feet of residential uses (including both rental and ownership units), approximately 68,600 gross square feet of other active ground floor uses, and collectively up to 1,697,600 gross square feet of new construction, and renovated existing building space, with approximately 331 subterranean vehicle parking spaces, plus bicycle parking spaces and approximately 59,500 square feet of public and private open space.
2. On February 24, 2017, the Director of Public Works ("Director") adopted Public Works ("PW") Order No. 185734 approving Tentative Map No. 8731 ("Tentative Map") for the merger and re-subdivision of APNs 3725-089 through 091, 3725-093, 3725-094, 3725-043 through 047, 3725-077, 3725-005 through 009, 3725-012, and 3725-097 and 098 for purposes of development in multiple phases.
3. On April 3, 2019, the Director adopted PW Order No. 200951 approving a revised Tentative Map No. 8731, dated March 18, 2019 ("Revised Tentative Map"). The Revised Tentative Map supersedes the Tentative Map previously approved by PW Order No. 185734.
4. In PW Order No. 185734 as revised by PW Order No. 200951, the Director determined that the Tentative Map was subject to the mitigation measures adopted by the Planning Commission pursuant to Motion No. 19458 and affirmed and adopted by the Board of



San Francisco Public Works
Making San Francisco a beautiful, livable, vibrant, and sustainable city.

Supervisors pursuant to Motion No. M15-166, which certified the Final Environmental Impact Report ("FEIR") for the 5M Project, prepared pursuant to the California Environmental Quality Act (California Public Resources Code §§ 21000 et seq.). Since the FEIR and the Project were approved on December 1, 2015, the Planning Department has determined there have been: i) no substantial changes to the Project; ii) no substantial changes with respect to the surrounding circumstances; and iii) no new information of substantial importance, that would result in new or more severe significant impacts than were addressed in the FEIR. Accordingly, no supplemental or subsequent EIR or other environmental review is required.

5. An application was filed for a phased final map to re-subdivide APNs 3725-005, 3725-006, 3725-008, 3725-009, 3725-012, 3725-043 through 047, 3725-077, 3725-097 and 3725-098. Said map is referred to hereafter as the "Final Map". It is an eight lot subdivision with Lot 1 intended for commercial/office use, Lots A, B and C being intended for dedication for sidewalk use, Lot 2 and 3 intended for open space. Lot E is intended for further subdivision in a subsequent phase for residential and commercial uses, and Lot D intended for open space in a subsequent phase. A nonexclusive public sidewalk easement would be dedicated on Lot 1 by separate instrument.
6. The Planning Commission by Resolution No. 19460, found that the subdivision, on balance, is consistent with the General Plan and the Priority Policies of Planning Code Section 101.1, and consistent with the Project as defined in the Development Agreement (adopted per Ordinance No. 206-15) and related project approvals. In a letter dated March 25, 2019, the Planning Department stated that the Revised Tentative Map complies with the applicable provisions of the Planning Code and is subject to the conditions contained in Planning Commission Motions No. 19467-19473, Board of Supervisors File No. 150788, and that none of the conditions in Government Code Section 66474(a)-(g) exist.
7. The PW Director hereby approves, for good cause, and after consultation with the City Attorney's Office and any affected City departments, an exception to the Subdivision Code Section 1335 and requirement of Section IV.I of the Subdivision Regulations, that generally requires that where public right of way is constructed on private property that such property be dedicated in fee simple to the City. The PW Director recommends acceptance of a public sidewalk easement on a portion of Lot 1 of the Final Map in lieu of fee ownership for good cause, being that the area subject to the easement is or will be encumbered with private improvements, specifically a sub-sidewalk basement and other associated building improvements.

It is further determined as follows with respect to the exception of the fee title dedication requirement for the Lot 1 sidewalk ramp improvement:

- a. Application of the Subdivision Code and Subdivision Regulation Section IV.I would result in practical difficulties or unnecessary hardships affecting the

property inconsistent with the general purpose and intent of the Project Documents and City Regulations.

The sidewalk ramp is necessary in order to provide handicap access. Such improvements are generally provided by the title dedication as part of the construction of the public streets. Requiring fee dedication for the sidewalk ramp property on Lot 1 would cause significant conflicts with Project construction, specifically it would conflict with the H1 building sub-sidewalk basement.

Imposition of the Subdivision Code and Subdivision Regulation IV.I would therefore not be appropriate for this ramp, but fee dedications are appropriate for other sidewalk ramps on private property where such building conflicts do not exist.

b. *Granting an exception to the Subdivision Code and Subdivision Regulations Section IV.I will not be materially detrimental to the public welfare or injurious to other property in the area in which said property is located.*

The exception will not be materially detrimental to the public welfare or impact other property. The Subdivider and the City will enter into a separate sidewalk easement agreement to address their respective responsibilities with respect to the public sidewalk easement, including Subdivider responsibility to maintain the improvements in the sidewalk easement area. With the incorporation of these conditions, the exception will not be materially detrimental to the public welfare or injurious to other property in the area.

c. *Granting the exception will not be contrary to the Project Documents or City Regulations.*

Granting the exception will not be contrary to the 5M project documents or City Regulations. Rather, the exception will implement the 5M project in a manner consistent with the project documents.

d. *The exception is not in violation of the Map Act.*

The Map Act does not prevent the sidewalk easement dedication as contemplated by the exception. Therefore, this exception is not in violation of the Map Act.

8. Public Works thoroughly reviewed the improvement plans and endeavored to identify all exceptions from the Subdivision Code and Subdivision Regulations that may be required. Such review included numerous rounds of plan reviews with City agencies, and technical meetings with Subdivider. All applicable City agency comments have been addressed, and Public Works has received no objection from any City agencies to the approval of the Improvement Plans.

9. Pursuant to the Subdivision Code, it is hereby determined as follows with respect to the Subdivision Code and Subdivision Regulations:

- a. The Improvement Plans have been thoroughly evaluated by all affected City agencies. Moreover, the Project itself, with which the Improvement Plans are an implementing approval, was subject to thorough public review and comment as part of the approval of the Development Agreement, Design for Development, FEIR and other Project approvals. Further, the Improvement Plans are consistent with the Revised Tentative Map.

The Director is authorized, under Subdivision Code to approve exceptions, waivers or deferrals to any of the requirements set forth in this Code and the Subdivision Regulations. Pursuant to such authority, and based on the findings herein, the Director approves any other exception, waiver or deferral necessitated by the Improvement Plans is approved.

- b. *Application of conflicting provisions of the Subdivision Code or Subdivision Regulations would result in practical difficulties or unnecessary hardships affecting the property inconsistent with the general purpose and intent of the Project documents and City Regulations.*

Application of any conflicting provisions of the Subdivision Code or Subdivision Regulations to the Improvement Plans would result in practical difficulties or unnecessary hardships inconsistent with the general purpose and intent of the Project documents and City Regulations. As stated above, Improvement Plans have been thoroughly evaluated by all applicable City agencies. The Improvement Plans reflect the agencies' comments, which were solicited as part of a lengthy review process. Based on such review, the Improvement Plans were revised to conform as closely as possible to all City requirements, including the Subdivision Code and Subdivision Regulations. Accordingly, application of any provisions of the Subdivision Code or Subdivision Regulations which conflict with the Improvement Plans and have not otherwise been addressed herein, would result in practical difficulties and unnecessary hardships that would conflict with the Project documents and City Regulations.

- c. *Granting an exception to the Subdivision Regulations and Subdivision Code, as necessary, would not be materially detrimental to the public welfare or injurious to other property in the area in which said property is located.*
- d. The Improvement Plans have been reviewed and approved by City agencies after a thorough review. Known issues requiring exceptions or design modifications are otherwise addressed and conditioned in this order. All appropriate conditions of approval are documented in this order and will be imposed as necessary. As such, granting any other exception to the Subdivision Code or Subdivision Regulations would not be materially detrimental to the public welfare or injurious to other property in the area.
- e. *Granting the exception will not be contrary to the Project documents or City Regulations.*

The Improvement Plans were prepared for purposes of consistency with the project documents. All known exceptions requiring exceptions or design modifications from the Subdivision Code or Subdivision Regulations, respectively, are described in this order. The purpose of this exception is to provide any additional exceptions necessary for the approval of the Improvement Plans as necessary in order to achieve conformity with the City Regulations.

f. *The exception is not in violation of the Map Act.*

The Application is consistent with the Map Act as otherwise described herein. The Map Act does not regulate improvement plans separate from proposals to subdivide land. As such, the Map Act is not implicated by this exception.

10. Because the subdivider has not completed the required public improvements associated with this Final Map and certain conditions have not been fulfilled at the time of the filing of this Final Map, the San Francisco Subdivision Code requires that the subdivider and the City enter into a Public Improvement Agreement to address this requirement. FC 5M H1 LLC has executed a Public Improvement Agreement to address this requirement and has provided security pursuant to that Agreement as required under the Subdivision Code. The PW Director recommends that the Board of Supervisors approve the Public Improvement Agreement and authorize the PW Director and City Attorney to execute and file the Agreement in the Official Records of the City. As authorized by the Public Improvement Agreement, the Director recommends: (i) deferral of the requirement to obtain a master encroachment permit for certain improvements; (ii) extension of time for 120 days from the recording of the Final Map, or such additional time as the PW Director may determine, including as appropriate up to filing of the Phase 3 Final Map, to comply with Public Works Conditions 1-3, as such conditions are described in Public Works Order no. 200951 approving the Revised Tentative Map; and (iii) deferral of certain sidewalk ramp and associated pedestrian crossing improvements at the northeast and southeast corners of Minna Street and Mary Street. Subdivider will provide bonds in conjunction with the Public Improvement Agreement pertaining to Final Map No. 8731 to secure the construction of public improvements, including the deferred improvements.
11. The Final Map includes an offer of improvements required by the Public Improvement Agreement, an offer of dedication of a nonexclusive public sidewalk easement (by separate instrument) on a portion of Lot 1, and offers of dedication in fee for Lots A, B and C (for sidewalk purposes) of the Final Map. The PW Director recommends that the Board of Supervisors conditionally accept on behalf of the public the offer of improvements, the offers of dedication (Parcel A, B and C) and the Sidewalk Easement Agreement, as required by the Public Improvement Agreement, or described in the owners' statements on the Final Map, subject to the City Engineer's issuance of a Notice of Completion for the improvements and subsequent Board of Supervisors action. The PW Director further recommends that the Board of Supervisors acknowledge that the Director of the Division of Real Estate shall accept the offers of dedications and sidewalk easement and associated Sidewalk Easement Agreement by separate instrument.

12. The Project is subject to a Development Agreement, and other project approvals, including use permits describing public sidewalk and street improvements. In addition, the street design is further described in the Design for Development approved for the Project.
13. The PW Director and County Surveyor find that the phased Final Map is consistent with the requirements and conditions imposed by the Subdivision Map Act, California Government Code Sections 66410 et seq., the San Francisco Subdivision Code, and the Revised Tentative Map, and substantially conforms to the Revised Tentative Map.
14. The PW Director, City Engineer, and County Surveyor recommend that the Board of Supervisors approve the phased Final Map subject to the conditions specified herein.
15. DECISION (EXCEPTION FOR ANY OTHER PROVISION OF THE SUBDIVISION CODE OR SUBDIVISION REGULATIONS)

An exception, waiver or deferral from any provision of the Subdivision Code or Subdivision Regulations necessitated by the Improvement Plans is approved.

X

DocuSigned by:

Bruce Storrs

Storrs, Bruce 97ABC41507B0494...
County Surveyor

X

DocuSigned by:

Nuru, Mohammed

Nuru, Mohammed 845AB17F474FA...
Director

X

DocuSigned by:

John Thomas

B3944D53BAFD487...

Thomas, John
Dep Dir IV

NOT FOR RECORDING
Director of Property
Real Estate Department
City and County of San Francisco
25 Van Ness Avenue, Suite 401
San Francisco, CA 94102



OFFER OF IMPROVEMENTS

(5M Project – Phase 1)

FC 5M H1 EXCHANGE, LLC, a Delaware limited liability company ("FC 5M H1") does hereby irrevocably offer to the CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation ("City") all of the public street and roadway improvements, public utility facilities and other ancillary improvements constructed or installed by or on behalf of FC 5M H1 pursuant to the Improvement Plans and Specifications prepared by BKF Engineers entitled "5M-Phase 1-415 Natoma Street (H1 Building-Office) and 110 5th Street (Mary Court East Open Space)", dated May 10, 2019, on file with Public Works, for Phase One of the 5M Project.

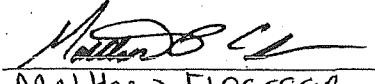
The property where the improvements are located is shown on the site plan attached as Exhibit A hereto, constituting property owned by the City, located in the City and County of San Francisco, and includes the area identified as a public sidewalk easement.

With respect to this offer of improvements, it is understood and agreed that: (i) upon acceptance of this offer of public improvements, the City shall own and be responsible for public facilities and improvements, subject to the maintenance obligation of fronting property owners or other permittees pursuant to the Public Works Code, including, but not limited to, Public Works Code Sections 706 and 786, and (ii) the City and its successors and assigns shall incur no liability or obligation whatsoever hereunder with respect to such offer of public improvements, and shall not assume any responsibility for the offered improvements, unless and until such offer has been formally accepted by the Director of Public Works or the Board of Supervisors and subject to any exception that may be provided in a separate instrument, such as a permit under Public Works Code Section 786, or other local law.

The provisions hereof shall inure to the benefit of and be binding upon the heirs, successors, assigns and personal representatives of the respective parties hereto.

IN WITNESS WHEREOF, the undersigned has executed this instrument this 6th day of May, 2019.

FC 5M H1 EXCHANGE, LLC,
a Delaware limited liability Company

By: 

Name: Matthew ELSEESER

Its: EXECUTIVE VICE PRESIDENT

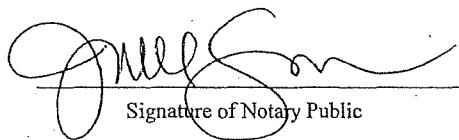
CERTIFICATE OF ACKNOWLEDGMENT
OF NOTARY PUBLIC

STATE OF CALIFORNIA)
)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

On May 6, 2019, before me, Julie Garduno,
personally appeared Matthew Elsesser,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the
foregoing paragraph is true and correct.

WITNESS my hand and official seal.



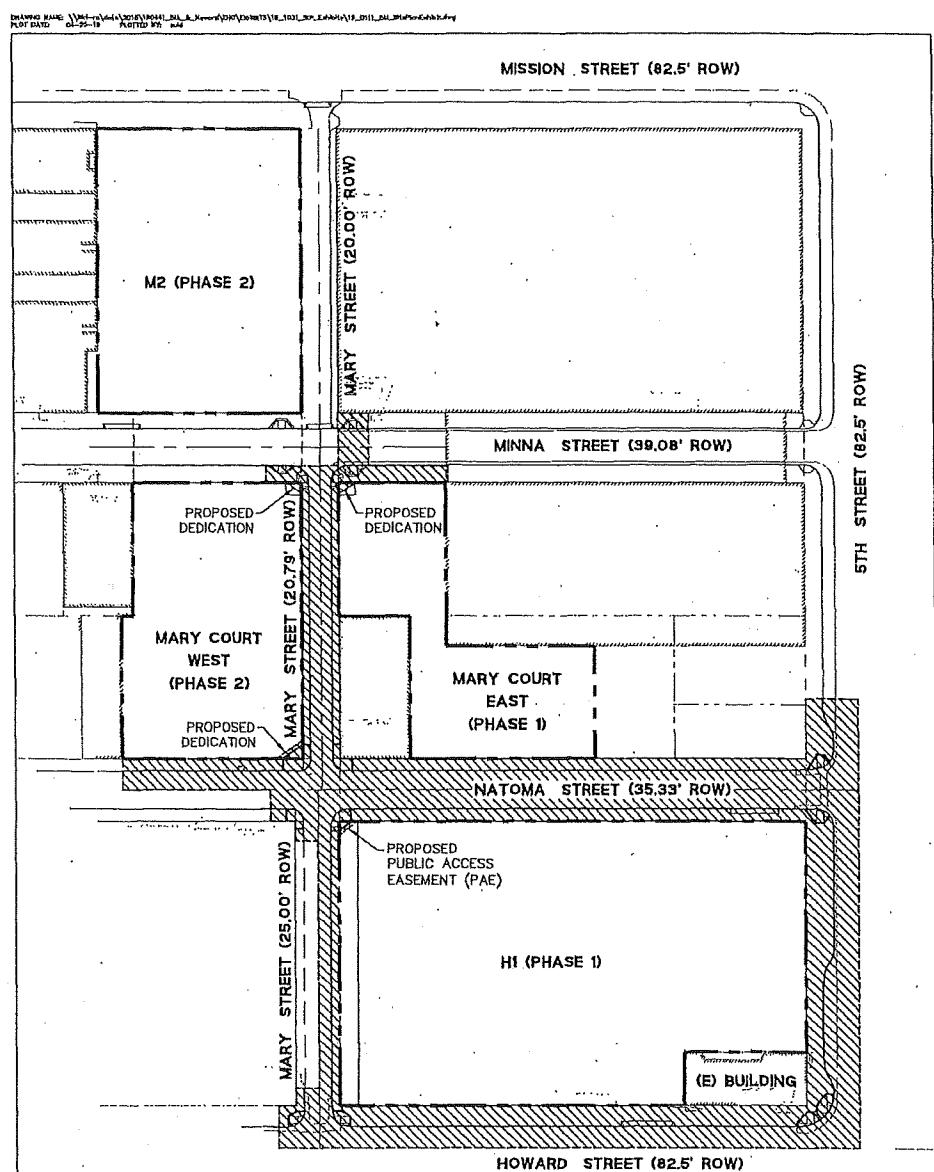
Signature of Notary Public

(Seal)



EXHIBIT A

SITE PLAN



LEGEND

PHASE 1 (H1 & MCE)



GRAPHIC SCALE

Derlir 1/14/2019	Mo.	Derlirious
Wounds 1" x 60"		
Urinary D/F		
Breath D/F		
Appetite S/R		
Int. No. 20180441		

6M PROJECT - SITE PLAN EXHIBIT
PHASE 1 (H1 & MCE)

SAN FRANCISCO SAN FRANCISCO COUNTY STATE OF CALIFORNIA



April 23, 2019

BKF Job #: 20180441-14

Mr. John Kwong, P.E.
Engineer
Infrastructure Task Force
San Francisco Public Works
City and County of San Francisco
30 Van Ness Ave. 5th Floor
San Francisco, CA 94103
Email: John.Kwong@sfdpw.org

**Subject: 5M Project Street Improvement Permit – Request for Deferral for Phase 1
and Phase 2
ED 17-02 Large Housing Development Project**

Dear Mr. Kwong,

This letter is being submitted to the City and County of San Francisco Public Works Bureau of Streets and Mapping to support a Request for Deferral for certain improvements within the Phase 1 and Phase 2 Street Improvement Plans for the 5M Project.

The Development Agreement by and between the City and County of San Francisco and 5M Project, LLC (the "Development Agreement"), and associated project approvals, anticipate a phased development of project components, as more fully described in Exhibit B to the Development Agreement.

Subject to a purchase and sale agreement between FC 5M H1, LLC and 5M Project, LLC, FC 5M H1, LLC (the "Phase One Subdivider") will, concurrent with the filing for record of the phase one final map, purchase certain lots within the 5M Project area and subject to an approved assignment and assumption of the Development Agreement, will develop certain project components, namely the H1 Office Building and Mary Court East Open Space. Together the H1 Office Building and Mary Court East Open Space constitute Phase 1 of the 5M Project. Please note, 5M Project, LLC as owner and FC 5M H1, LLC as buyer will jointly submit a request for extension related to certain tentative map conditions with the check print submission of the Phase 1 Final Map. This letter will follow shortly, with cc' to your office.



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The City previously approved an assignment and assumption of the Development Agreement with respect to the M2 Residential Building and the Mary Court West Open Space to FC 5M M2 Exchange, LLC (the "Phase Two Subdivider"). Together the M2 Residential Building and Mary Court West Open Space constitute Phase 2 of the 5M Project.

The Phase One Subdivider and the Phase Two Subdivider have, respectively, submitted the following Street Improvement Plans to obtain Street Improvement Permits (SIP) supporting the vertical developments and associated open spaces:

- Phase 1 – 415 Natoma Street (H1 Building – Office) & 110 5th Street (Mary Court East Open Space) [Resubmitted 1/18/19]
- Phase 2 – 434 Minna Street (M2 Building - Residential) & 44 Mary Street (Mary Court West Open Space) [Resubmitted 1/18/19]

Based on review of available record plans and survey, there is an existing sub-sidewalk basement encroachment located along Minna Street connecting the existing M1 Building (the "M1 Building" or the "Chronicle Building", located at 901 Mission Street) and the existing Examiner Building (located at 110 5th Street). While a part of the 5M Project and subject to the Development Agreement (and other project approvals), the Chronicle Building and Examiner Building are not owned by, and improvements under the Development Agreement (and other project approvals) related to these project components have not been and are not anticipated to be assigned and assumed by, Phase One Subdivider or Phase Two Subdivider.

The sub-sidewalk basement connecting structure is subject to an existing Street Encroachment Agreement, recorded January 12, 1967 at Book 109 Page 871. The Encroachment Agreement obligates the owners of said encroachment to assume all costs, maintenance, and repair of the encroachment structure. The limits of this encroachment are indicated in orange on the attached exhibit "5M Project – Request for Deferral".

The limits of work proposed on the current Phase 1 and Phase 2 SIP plans include sidewalk improvements located over the existing sub-sidewalk connecting encroachment. Moreover, portions of the existing sidewalk section over the northeast section of the existing encroachment are actually part of the sub-sidewalk encroachment structure. Therefore, it is not currently feasible for either the Phase One Subdivider or the Phase Two Subdivider to construct and install sidewalk improvements within this particular area.

Phase One: Accordingly, the Phase One Subdivider requests the following changes to the Phase 1 SIP (refer to the attached exhibit "5M Project – Request for Deferral"):

- 1) Deferral of proposed curb ramp on southeastern quadrant of the Minna Street and Mary Street intersection. This deferral is requested until such time as Chronicle Building and/or



Examiner Building owner, in connection with the phased modifications of those buildings, as described in the Development Agreement (and other project approvals), itself modifies the sidewalk area adjacent to the Chronicle building, or otherwise removes or modifies the above referenced existing sub-sidewalk encroachment structure to allow for installation of the connecting curb ramp located on northeastern quadrant of Minna Street.

Note, an accessible pedestrian connection is provided across Minna Street with proposed curb ramps located on the northwestern and southwestern quadrants of Minna Street and Mary Street completed within the scope of Phase 1 and Phase 2 SIP.

- 2) Remove that certain curb ramp described in the Phase 2 SIP plans, located on northeastern quadrant of Minna Street and Mary Street intersection, and instead include said ramp in the Phase 1 SIP plans. This improvement is required to complete the crossing anticipated across Minna Street, east of Mary Street and as such is properly included as an obligation of Phase One Subdivider rather than Phase 2, as previously included in the prior plan submission of the Phase Two SIP plans.

This Northeastern quadrant of Minna/Mary Street ramp improvement is further requested to be deferred until such time as Chronicle Building and/or Examiner Building owner improves the sidewalk area along Minna Street as part of the Chronicle/Examiner phased improvements or otherwise removes or modifies the existing encroachment structure above referenced to allow for installation of the curb ramp, as described above.

Deferred improvements within this Phase One SIP will, in accordance with provisions to be included in the Phase 1 PIA, remain bonded until said deferred improvements are completed.

Phase Two. Please note there are no Deferrals requested for Phase 2 improvements. However, the Phase Two Subdivider requests the following changes to the Phase 2 SIP plans (refer to the attached exhibit "5M Project – Request for Deferral"):

- 1) Proposed curb ramp within Phase 2 SIP located on northeastern quadrant of Minna Street and Mary Street intersection have been removed from Phase 2 SIP plans and will instead be included in Phase 1 SIP plans, and be deferred, as described in the deferral requested above.
- 2) Proposed sidewalk improvements within Phase 2 SIP plans located on the northern side of Minna Street have been removed from Phase 2 SIP plans. These improvements, also located above the above referenced sub-sidewalk encroachment, would instead be included in a future set of SIP plans associated with the future modification of the adjacent Chronicle building, consistent with the phase plan for associated sidewalk improvements described in the Development Agreement (and other associated project approvals).

Note that these improvements do not front Phase 2 properties, so they are not required as part



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of the Phase 2 SIP plans. Additionally, these improvements are described in the Development Agreement as an obligation associated with the modification of the Chronicle building, rather than the Phase 2 development. Accordingly, these improvements on the north side of Minna between 5th, Mission Street and Mary Street are an obligation of M1 (Chronicle Building) developer (future phase).

We respectfully request your consideration in approving this Deferral for Phase 1 and Phase 2 improvements and contact me if you require further information to support this request.

Sincerely,

A handwritten signature in black ink that reads "Simon North".

Simon R. North, P.E., LEED® AP

Vice President
BKF Engineers

Attachments:

Exhibit 5M Project – Request for Deferral
Street Encroachment Agreement, dated 01/12/1967
Board of Supervisors Resolution 8-67
Development Agreement: Exhibit B

Copies:

Phillip Wong – OEWD
Robert Pears – Brookfield Properties
Swathi Bonda – Brookfield Properties



BANK OF AMERICA - CONFIDENTIAL
DATE: MAY 21, 2019
IRREVOCABLE STANDBY LETTER OF CREDIT NUMBER: 68146668

PAGE: 1

APPLICANT
FOREST CITY ENTERPRISES, LP
127 PUBLIC SQUARE
SUITE 2500
CLEVELAND, OH 44114

BENEFICIARY
SAN FRANCISCO PUBLIC WORKS
CITY AND COUNTY OF SAN FRANCISCO
CITY HALL, 1 DR. CARLTON B GOODLETT
PLACE, ROOM 348

SAN FRANCISCO, CA 94102
ATTN: INFRASTRUCTURE TASK FORCE

ISSUING BANK
BANK OF AMERICA, N.A.
ONE FLEET WAY
PA6-580-02-30
SCRANTON, PA 18507-1999

AMOUNT
NOT EXCEEDING USD 25,000.00
NOT EXCEEDING TWENTY FIVE THOUSAND AND 00/100'S US DOLLARS

EXPIRATION
MAY 13, 2020 AT OUR COUNTERS

WE HEREBY OPEN OUR IRREVOCABLE STANDBY LETTER OF CREDIT NUMBER
68146668 IN YOUR FAVOR.

THIS CREDIT IS AVAILABLE WITH BANK OF AMERICA, N.A. BY PAYMENT
AGAINST PRESENTATION OF BENEFICIARY'S DRAFT(S) AT SIGHT DRAWN ON BANK
OF AMERICA N.A.

DRAFT(S) MUST BE ACCOMPANIED BY:

1. THE ORIGINAL LETTER OF CREDIT AND ALL AMENDMENTS, IF ANY.
2. A DATED STATEMENT SIGNED BY AN AUTHORIZED OFFICER OF THE
BENEFICIARY ON BENEFICIARY'S LETTERHEAD READING AS FOLLOWS:

QUOTE

WE DRAW IN THE AMOUNT OF _____ DUE TO A DEFAULT THAT HAS
OCCURRED AND ALL APPLICABLE NOTICE AND CURE PERIODS HAVE EXPIRED
WITHOUT CURE."

UNQUOTE

PARTIAL DRAWINGS: ARE ALLOWED

ORIGINAL



City and County of San Francisco
San Francisco Public Works, Bureau of Street-Use and Mapping
1155 Market Street, 3rd Floor, San Francisco, CA 94103
sfpublicworks.org · tel 415-554-5810 · fax 415-554-6161



Attention: Mr. Corey Teague.

Please review* and respond to this referral within 7 days.

(*In the course of review by City agencies, any discovered items of concern should be brought to the attention of Public Works for consideration.)

Sincerely,

for, Bruce R. Storrs, P.L.S.
City and County Surveyor

The subject Tentative Map has been reviewed by the Planning Department and does comply with applicable provisions of the Planning Code. On balance, the Tentative Map is consistent with the General Plan and the Priority Policies of Planning Code Section 101.1 based on the attached findings. The subject referral is exempt from California Environmental Quality Act (CEQA) environmental review as categorically exempt Class , CEQA Determination Date , based on the attached checklist.

The subject Tentative Map has been reviewed by the Planning Department and does comply with applicable provisions of the Planning Code subject to the attached conditions.

The subject Tentative Map has been reviewed by the Planning Department and does not comply with applicable provisions of the Planning Code due to the following reason(s):

PLANNING DEPARTMENT

Signed

Date 3/25/18

Planner's Name Nancy Tran
for, Corey Teague, Zoning Administrator



PUBLIC IMPROVEMENT AGREEMENT

5M PROJECT BLOCK H1 (PHASE 1)

This PUBLIC IMPROVEMENT AGREEMENT 5M PROJECT BLOCK H1 (PHASE 1) (this "Agreement") dated for reference purposes only as of _____, 2019, is entered into as of _____, 2019, to be effective upon recording of the Final Map, as defined below (the "Effective Date"), by and between the CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation of the State of California ("City"), and FC 5M H1 EXCHANGE, LLC, a Delaware limited liability company, its successors and assigns ("Subdivider").

RECITALS

A. 5M Project, LLC, ("Developer") and City entered into that certain Development Agreement dated December 17, 2015, and recorded on January 4, 2016 in the Official Records of San Francisco County as Document No. 2016K183795 (the "Development Agreement").

B. Pursuant to the Development Agreement, Developer, and its successors and assigns, have been given certain rights to develop a mixed use project commonly known as the 5M Project on the nearly 4 acre area generally between Mission, Fifth and Howard Street, and are engaged in subdividing the 5M Project site, including the H1 building project property (the "Property") described in the Final Map described in Recital E below.

C. Concurrent with the recording of the Final Map for the Property, Developer transferred the Property, and all of its right, title, interest and obligations with respect thereto, including all of its rights, title, interests and obligations under the Development Agreement, to Subdivider, and Subdivider assumed of Subdivider's right, title, interest and obligations with respect to the Property and Development Agreement.

D. A tentative map, dated February 24, 2017, entitled TENTATIVE FINAL MAP FOR CONDOMINIUM PURPOSES, 5M PROJECT, CITY OF SAN FRANCISCO, SAN FRANCISCO COUNTY, CALIFORNIA for the proposed subdivision was approved by the Director of the department of Public Works (the "Director", with references to the Director also including the Director's designee where authorized by law), acting as the Advisory Agency for

purposes of the Subdivision Map Act and the City Subdivision Code, subject to certain requirements and conditions contained in the Director's Conditions of Approval dated February 24, 2017 (the "Tentative Map"). The Director approved a revised Tentative Map pursuant to Public Works Order 200951.

E. Pursuant to the City Subdivision Code (the "Code") and Subdivision Regulations relating to the filing, approval and recordation of subdivision maps, and the Tentative Map, a final map was submitted to the City for approval and recordation, entitled

FINAL MAP 8731, 5M PROJECT, PID 8731-PHASE NO. 1, A MERGER AND VERTICAL SUBDIVISION OF THAT CERTAIN REAL PROPERTY DESCRIBED IN THAT CERTAIN GRANT DEED RECORDED JULY 17, 2015, DOCUMENT NO. 2015-K092345, OFFICIAL RECORDS AND THAT CERTAIN GRANT DEED RECORDED JULY 17, 2015, DOCUMENT NO. 2015-K092346, OFFICIAL RECORDS, AND THAT CERTAIN GRANT DEED RECORDED DECEMBER 4, 2017, DOCUMENT NO. 2017-K544770, OFFICIAL RECORDS. BEING A PORTION OF 100 VARA BLOCK 381, CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA (the "Final Map").

F. Pursuant to the Development Agreement and the Use Permit for the development of Property, Subdivider is obligated to construct certain public improvements in association with the development of the Property in the public rights of way that are and will continue to be owned by City. The Plans and Specifications include certain public infrastructure to be privately maintained, i.e., Privately Maintained Public Infrastructure, and include certain private improvements in the public right of way to be owned and maintained by Subdivider, fronting property owner or other private entity approved by the City, i.e. Private Infrastructure. All of the above collectively referred to as the "Required infrastructure". The Required Infrastructure is more particularly described in the Improvement Plans, including its specifications and details, as they may be amended from time to time, for the construction, installation and completion of the Required Infrastructure, which have been approved by the Director, and more specifically identified in Exhibit "A" to this Agreement (the "Plans and Specifications"). Copies of the Plans and Specifications are on file with San Francisco Public Works ("Public Works").

G. The Code provides that before a final subdivision map or parcel map is approved by the City, the Subdivider shall have either: (i) installed and completed all of the public improvements required by the City and detailed in the plans and specifications approved by the Director, or (ii) will enter into an agreement with the City to install and complete, free of liens, all of such public improvements within a definite period of time and provided appropriate improvement security to ensure the satisfactory completion of the work.

H. The City and Subdivider desire to enter into this Agreement in order to permit the approval and recordation of the Final Map by the City (including any dedications contained therein), to implement the Conditions of Approval, and to simultaneously satisfy the security provisions of the Subdivision Map Act and the Code

I. Except as specifically defined herein, capitalized terms shall have the meaning given, as applicable in the Development Agreement, and, if not so defined in the Development Agreement in either (i) the Code or (ii) City Subdivision Regulations.

NOW, THEREFORE, in order to ensure satisfactory performance of the Subdivider under the Code, Subdivider and City agree as follows:

1. Recitals. The above recitals are true and correct, and are incorporated into this Agreement.

2. Subdivider's Obligations.

(a) Required Infrastructure. Subdivider shall, in good and workmanlike manner, furnish all necessary materials and complete the Required Infrastructure in conformity with the Plans and Specifications as described in Exhibit A and to the satisfaction and approval of the Director.

(b) Completion. Subdivider shall complete the Required Infrastructure on or within two (2) years following the recordation of the Final Map. The period of time provided in this condition may be extended upon application by Subdivider and approval by the Director pursuant to Section 4(b) below, or may be extended by operation of the delay provisions of Section 8. In reviewing such application for an extension of time, the Director shall consider

reasonable construction, access and storage requirements for each adjacent project and subsequent projects.

(c) Other Required Documentation.

(i) Prior to the Director's submittal of this Agreement to the City's Board of Supervisors ("Board of Supervisors"), Subdivider has provided executed and recorded copies of all the documents, agreements and notices required pursuant to Exhibit C, unless deferred by the Director, in writing, until the time of a request for a Notice of Completion or other specified deadline, pursuant to Section 6(a). To the extent that the Director authorized the deferral of any conditions, improvements or materials, those conditions, improvements or materials, and conditions related thereto, are listed in Exhibit D.

(ii) At the time of request for a Notice of Completion, pursuant to Section 6(a), for the Required Infrastructure, or any portion thereof, Subdivider shall provide all documents required pursuant to Exhibit E, plus any other material previously deferred by the Director in item (i) above, unless deferred by the Director in writing until the time of a request for Acceptance pursuant to Section 6(b) below, or otherwise provided in Exhibit D. In addition, the Subdivider shall furnish to Public Works and, if requested, the City Department of Building Inspection, as-built plans of the completed Required Infrastructure or portion thereof, in both electronic (in a reasonably current version of AutoCAD and/or another digital format acceptable to Public Works) and Mylar formats and any reports required by any related Plans and Specifications.

(iii) At the time of a request for Acceptance pursuant to Section 6, of the Required Infrastructure, or any portion thereof, Subdivider shall provide all the documents required pursuant to Exhibit F, plus any other materials previously deferred by the Director pursuant to subsections (i) and (ii) above. In addition, as part of compliance with this Section 2, Subdivider shall coordinate with the City and assist in the City process for the subsequent dedication and Acceptance of the Required Infrastructure by (i) providing necessary maps, legal descriptions and plats for street openings, proposed easements and/or dedications for right of way or utility purposes and for relinquishment of existing rights of access and utilities associated with on-site and off-site development, and (ii) executing easement agreements or grant deeds or

modifying existing easements or grant deeds consistent with the Conditions of Approval.

3. Improvement Security.

(a) Security. Prior to the Director executing this Agreement on behalf of the City and the City releasing the Final Map for recordation, Subdivider shall furnish and deliver to the Director bonds, in favor of the City, substantially in the form attached as Exhibit G, and approved by the City Attorney, from an issuer approved by the Director, securing the installation and completion of the Required Infrastructure as follows:

(i) Performance bonds in the amount of Eight Hundred Forty-Eight Thousand Dollars (\$848,000) (110% of estimated "hard" cost of completion of the construction and installation of Required Infrastructure as determined by the Public Works Director) to secure the satisfactory performance of Subdivider's obligations (Exhibit G-1);

(ii) A payment bond or other acceptable security in the amount of Four Hundred Twenty-Four Thousand Dollars (\$424,000) (55% of the estimated cost of completion of the Required Infrastructure as determined by the Public Works Director) as guarantee of payment for the labor, materials, equipment, and services required for the Required Infrastructure (Exhibit G-2);

(iii) A performance bond for the deferred improvements, curb ramp and cross-walk striping, described as Deferred Improvements 1-3 in Exhibit D (the "Deferred Improvements") in the amount of Twenty-Five Thousand Dollars (\$25,000); and

(b) Other Acceptable Security. In lieu of providing any of the security described in Section 3(a), Subdivider may, subject to the approval of the Director, provide a deposit or other security as described in Section 66499 of the Government Code. Any security provided under Section 3(a) or this Section 3(b) shall be referred to collectively as the "Security".

(c) Use of Security. If the Required Infrastructure is not completed within the

time periods specified in Section 2(b) and such period is not extended by the City or as otherwise provided under this Agreement, or Subdivider has not satisfactorily corrected all deficiencies during the Warranty Period, the Security may, by resolution of the Board of Supervisors, be used by the City for completion of the Required Infrastructure in accordance with the Plans and Specifications and for the correction of any such deficiencies.

(d) Development Agreement. The security requirements of this Agreement shall be read and construed in accordance with the requirements of the Code and the Development Agreement. Nothing in this Agreement shall alter the City or Subdivider's rights and remedies under the Development Agreement.

4. Construction of Required Infrastructure.

(a) Permits and Fees. Subdivider shall not perform any Required Infrastructure work until all required permits have been obtained for the component or portion of work involved, and all applicable fees, including inspection and testing fees, have been paid. In addition, no work shall commence until the Subdivider has submitted to the City and City has approved all required items described in Exhibit C and any additional requirements of and authorizations specified in the Code, Subdivision Regulations, Conditions of Approval, and this Agreement, unless the Director, in his or her discretion, has granted a written deferral for one or more of these materials.

(b) Extensions. The Subdivider may request an extension of the time period specified in Section 2(b) for completion of the Required Infrastructure by written request to the Director. A request shall state adequate evidence to justify the extension, and shall be made upon Subdivider's determination that it cannot reasonably meet the deadline in the time remaining for completion. The Director may request additional information, and shall in good faith attempt to determine within fourteen (14) days of the request whether to grant an extension of time. The Director's failure to respond within the time specified shall, however, not constitute either a grant or denial of the requested extension. The time for completion additionally shall be automatically extended for the number of days past fourteen (14) during which a request for an extension is pending a determination by the Director, as well as during any Excusable Delay. The Director shall not unreasonably withhold a request for an extension. The Director may

reasonably condition an extension subject to the terms of this Agreement and the conditions provided in the Code, including execution of an extension agreement and the extension of any security. No extension approved hereunder shall limit or relieve a surety's liability, or provide an extension on any future obligation under this Agreement or the Development Agreement (except as expressly stated in the approved extension).

(c) Revisions to Plans and Specifications. Requests by the Subdivider for revisions, modifications, or amendments to the approved Plans and Specifications (each a "Plan Revision") shall be submitted in writing to the Director (with a copy to the Director's designee). Subdivider shall not commence construction of any proposed Plan Revision without approval by Public Works and until revised plans have been received and approved by the Director (or the Director's designee). If the Director or his or her designee approves an instructional bulletin, such approval shall be considered the Director's approval for purposes of this Subsection.

(i) Any documentation required for a Plan Revision shall be processed by the City with reasonable promptness, and approval of the Plan Revision shall not be deemed final until the Plan Revision documentation has been completed.

(ii) Any Plan Revision request shall be accompanied by (A) a statement explaining the need for or purpose of the proposed revision, and (B) drawings and specifications and other related documents showing the proposed Plan Revision in reasonable detail, consistent with the original Plans and Specifications.

5. Release of Security. The Security, or any portions thereof, not required to secure completion of Subdivider's obligation for construction or installation of the Required Infrastructure, to satisfy claims by contractors, subcontractors, and/or persons furnishing materials or equipment, or for setting monuments set forth on the Final Map (a form of bond for such monuments is appended hereto as Exhibit G-3), shall be released to the Subdivider, or its successors in interest, or reduced, pursuant to the procedures below as appropriate:

(a) One Year Warranty Bond. Upon the Director's issuance of a Notice of Completion for a portion of the Required Infrastructure (or separately for the Deferred Improvements) in accordance with Section 6(a), the Security shall be reduced as to that portion

in accordance with Section 1770 of the Code. As to that portion, the Security remaining following such reduction is referred to herein as the "**Remaining Security**," which term shall also refer to all Security remaining after any release under this Subsection following the Director's issuance of a Notice of Completion for the final portion of Required Infrastructure.

(b) Partial Release of Security. Notwithstanding the release provisions in Section 5(a), the Security may be reduced in conjunction with completion of any portion or component of the Required Infrastructure to the satisfaction of the Director in compliance with Section 6(a) hereof to an amount determined by the Director that equals the actual cost of the completed portion or component of the Required Infrastructure. Prior to the date that the conditions set forth in Section 5(c) are satisfied, in no event, however, shall the amount of the Security be reduced below the greater of (i) the amount required to guarantee the completion of the remaining portion of the Required Infrastructure and any other obligation imposed by the Subdivision Map Act, the Code or this Agreement; or (ii) ten percent (10%) of the original amount.

(c) Release of Remaining Security. Remaining Security shall be released when all of the following have occurred:

(i) One (1) year following the date of Acceptance (as defined below) of (or, as appropriate, a Certificate of Conformity regarding) the relevant portion the Required Infrastructure, or, with respect to any specific claim of defects or deficiency in Required Infrastructure after such has been Accepted, one (1) year following the date that any such defect or deficiency which the Director identified in the Required Infrastructure in accordance with Section 8(a) has been corrected or waived in writing by the Director; and

(ii) The Clerk of the Board of Supervisors (or the Clerk's designee) certifies that no claims by any contractor, subcontractor or person furnishing labor, materials or equipment for the Required Infrastructure have been filed against the City, all such claims have been satisfied, withdrawn, or otherwise secured by bond or other security approved by the Director (or the Director's designee).

6. Completion and Acceptance.

(a) Director's Inspection. No sooner than ninety (90) days prior to the date that Subdivider intends to request the Director issue a Notice of Completion, Subdivider shall make a written request to the Director of the Subdivider's intent to initiate the Notice of Completion process ("Letter of Intent to Request Notice of Completion"). Upon written request from the Subdivider for a "Notice of Completion" as defined in the Code accompanied with any and all materials that are required under Section 2(c) related to the Notice of Completion and any other materials that the Director deferred in writing at the time of PIA approval, the Director shall promptly determine whether the Required Infrastructure, or portion thereof, is ready for its intended use and completed substantially in conformity with the Plans and Specifications and applicable City Regulations and shall notify Subdivider as soon as reasonably practicable in writing of the determination. If the Subdivider fails to submit a Letter of Intent to Request Notice of Completion, the Director need not consider the Subdivider's request for the Director's issuance of a Notice of Completion until such a Letter of Intent to Request Notice of Completion is submitted to the Director and ninety (90) days have passed from the submission of the Letter; provided, however, that the Director, in his or her discretion, may agree in writing to a period of less than ninety (90) days from receipt of the Letter to consider issuance of a Notice of Completion. If the Director determines that the Required Infrastructure has not been completed or does not satisfy the above requirements, Director shall notify Subdivider of such determination together with a statement setting forth with particularity the basis for that determination. If the Director determines that the Required Infrastructure has been completed and meets the above requirements, the Director shall issue the Notice of Completion.

(b) Acceptance. "Acceptance" by the City of the Required Infrastructure, or portion thereof, for public use and maintenance shall be deemed to have occurred when:

(i) The Director has issued a Notice of Completion for the Required Infrastructure, or portion thereof, in accordance with Section 6(a);

(ii) The Subdivider submits a written request to the Director to initiate acceptance legislation or other appropriate action, before the Board of Supervisors. Such submission shall include any and all materials for which the Director authorized deferral under

Section 2(c), all materials that are required under Section 2(c) related to Acceptance, and any other materials that the Director deems necessary to provide the required authorizations and certifications to the Board of Supervisors as part of the acceptance legislation; and

(iii) The Board of Supervisors, by ordinance or other appropriate action, accepts the Required Infrastructure, or portion thereof, for public use and maintenance in accordance with the provisions of San Francisco Administrative Code Section 1.52 and Subdivider's maintenance and warranty obligations under and Section 9(a) of this Agreement. City will promptly process a request for acceptance once Subdivider has submitted all required materials in final form as specified above in Section 6(b)(2).

(c) Offers of Dedication. The owners' statements on the Final Map include or shall include, where applicable, certain irrevocable offers of dedication of improvements, easements shown only on the map, easements by agreement, and real property in fee simple. In addition, any offers of dedication of improvements shall be made by separate instrument(s); any offers of dedication of real property in fee simple shall be made by separate instrument(s) and separate grant deed(s); and any offers of dedication of easement agreements shall be made by separate instrument(s) unless the Director requires that easement agreements be recorded concurrently with the Final Map in which case no offer of dedication for such easements is necessary. The Board of Supervisors, shall accept, conditionally accept, or reject such offers. The City, at its discretion, may accept these easements at its convenience through formal action of the Board of Supervisors or as otherwise provided in local law or as part of the Board of Supervisors' approval of the Development Agreement. The Board of Supervisors also shall by ordinance accept, conditionally accept, or reject for public right-of-way and utility purposes the Required Infrastructure (or a portion or component of the Required Infrastructure) in accordance with Subsection 6(b). The Final Map includes certain offers of dedication as more particularly set forth therein. Upon the Director's issuance of a Notice of Completion for the Required Infrastructure, or portion thereof, in accordance with Section 6(a) of this Agreement, the Board of Supervisors shall by ordinance or other appropriate action accept, conditionally accept, or reject such offers. The Board of Supervisors also shall accept, conditionally accept, or reject offers of any portions of the Required Infrastructure that were not included in such previous offers of dedication.

(d) Dedication. In addition to accepting public improvements, the City shall dedicate the portions of the Required Infrastructure that are public to public use and shall designate them for their appropriate public uses, in accordance with the Development Agreement.

(e) Temporary Facilities and Private Infrastructure Shall Not Be Publicly Dedicated. Subdivider shall not offer for dedication any temporary facilities, if any, or private infrastructure. Such improvements shall be owned, operated, and maintained by Subdivider, unless the City, at its sole discretion, decides to accept any such improvements at a future date. Any such temporary facilities or private infrastructure are acknowledged to be integral components of the Required Infrastructure and are necessary components of a fully functional set of improvements on the 5M Project. Promptly upon Subdivider's request, the City shall inspect temporary facilities, if any, and any private infrastructure and the City shall issue a Certificate of Conformity for any such facilities or private infrastructure that meet the standard for such set forth in Section 5 above. The Subdivider shall obtain a Certificate of Conformity for any temporary facility or private infrastructure prior to City Acceptance of the Required Infrastructure (or portions or components thereof); provided, however, that the Director, in consultation with any affected City department, may grant an exception to this requirement on a case by case basis.

(f) General Maintenance and Liability Prior to Acceptance. Prior to Acceptance, Subdivider shall be responsible for the maintenance and repair of the Required Infrastructure and shall bear the liability regarding the same consistent with the Code.

(g) Maintenance and Liability Following Acceptance. Following Acceptance the City shall assume the responsibility of operating and maintaining and shall be liable for such Accepted Required Infrastructure, subject to any exceptions identified in the Board of Supervisors ordinance accepting the Required Infrastructure. Without limiting the generality of the foregoing, nothing in this Agreement shall be construed to mean that Subdivider is responsible (or that City shall have right to call upon the Security) for the repair, replacement, restoration, or maintenance of the Required Infrastructure damaged by the actions of third parties following Acceptance by the City.

(h) Privately Maintained Public Infrastructure and Private Infrastructure. If and to the extent the Required Infrastructure includes Privately Maintained Public Infrastructure, facilities for which the City may accept ownership but place responsibility for maintenance and liability on Subdivider, and Private Infrastructure, facilities for which the Subdivider shall bear the liability and responsibility for maintenance, such responsibility will be set out in a "Master Encroachment Permit." Notwithstanding any Acceptance by the City, the Parties understand and agree that Subdivider, its successor in interest as to one or more of the development parcels depicted on the Tentative Map (i.e., Lots 3725-005,006,008, 009, 012 and 098 inclusive), fronting property owner, or other private entity approved by the City, shall be responsible for the ongoing maintenance and liability of the Privately Maintained Public Infrastructure and Private Infrastructure. The maintenance and liability obligations for the Privately Maintained Public Infrastructure and Private Infrastructure shall be defined in a Master Encroachment Permit approved by the Board of Supervisors. The Master Encroachment Permit shall provide for the designation of any successor to Subdivider's responsibilities thereunder. The Subdivider shall obtain the Board of Supervisors' approval of the Master Encroachment Permit prior to or concurrent with Board of Supervisors' approval of the first Final Map for development parcels; provided, however, that the Director, upon Developer request and in his or her discretion, may defer such agreement and satisfaction of this requirement to a time no later than issuance of the first Notice of Completion for applicable Required Infrastructure. Subdivider agrees that no portion of the Privately Maintained Public Infrastructure may be offered to the City for Acceptance until that infrastructure is included in an approved and executed Master Encroachment Permit.

(i) Protection of Required Infrastructure. In order to protect the Required Infrastructure from damage until such time as the applicable Required Infrastructure, or portion thereof, is Accepted, Subdivider may erect a construction fence around areas under construction, to be constructed in the future, or constructed but not Accepted, provided that Subdivider has procured all necessary permits and complied with all applicable laws. However, no construction fence may be built or maintained if the Director determines that a construction fence adversely affects public health or safety by restricting the ingress and egress of the public to and from a public right of way.

7. Warranty and Indemnity.

(a) Warranty. Acceptance of Required Infrastructure by the City shall not constitute a waiver of any defects. Subdivider covenants that all Required Infrastructure constructed or installed by Subdivider shall be free from defects in material or workmanship and shall perform satisfactorily for a period (a "Warranty Period") of one (1) year. Such Warranty Period shall begin upon the issuance of a Notice of Completion for the Required Infrastructure (or portion thereof) as specified in the Code, except that the Warranty Period for plant materials and trees planted as part of the Required Infrastructure shall not commence until the Director receives a certification from the City's Construction Manager that a plant establishment period set in accordance with the Plans and Specifications has passed. During the Warranty Period, Subdivider shall, as necessary, and upon receipt of a request in writing from the Director that the work be done, inspect, correct, repair or replace any defects in the Required Infrastructure at its own expense. Should Subdivider fail to act with reasonable promptness to make such inspection, correction, repair or replacement, or should an emergency require that inspection, correction, repair or replacement be made before Subdivider can be notified (or prior to Subdivider's ability to respond after notice), the City may, at its option, upon notice to Subdivider, make the necessary inspection, correction, repair or replacement or otherwise perform the necessary work and Subdivider shall reimburse the City for the actual cost thereof. During the Warranty Period, the City shall hold the Subdivider's Security, reduced as described in Section 5, to secure performance of Subdivider's foregoing warranty obligations. Subdivider's responsibility during the Warranty Period shall include repairing defects and defective material or workmanship, but not ordinary wear and tear or harm or damage from improper maintenance or operation of the Required Infrastructure by the City or any agent or agency of either.

(b) Indemnity. For purposes of this Subsection, any capitalized term shall be defined consistent with the Development Agreement. The indemnity provided in Section 4.7 of the Development Agreement shall apply to all work performed under this Agreement. Development Agreement Section 4.7 is reproduced here and made a part of this Agreement; such incorporation shall not limit, replace or alter the effect of Development Agreement Section 4.7. In the event of any difference between the text of Development Agreement Section 4.7 and the reproduction herein, the Development Agreement as executed shall govern.

"4.7 Indemnification of City. Developer shall indemnify, reimburse, and hold harmless the City and its officers, agents and employees (the "City Parties") from and, if requested, shall defend them against any and all loss, cost, damage, injury, liability, and claims ("Losses") arising or resulting directly or indirectly from (i) any third party claim arising from a default by Developer under this Agreement, (ii) Developer's failure to comply with any Approval, Subsequent Approval or Non-City Approval, (iii) the failure of any improvements constructed pursuant to the Approvals or Subsequent Approvals to comply with any Federal or State Laws, the Existing Standards or any permitted Future Changes to Existing Standards, (iv) any accident, bodily injury, death, personal injury or loss of or damage to property occurring on a Project Site (or off-site, with regard to the Public Improvements) in connection with the construction by Developer or its agents or contractors of any improvements pursuant to the Approvals, Subsequent Approvals or this Agreement, (v) a Third-Party Challenge instituted against the City or any of the City Parties, (vi) any dispute between Developer, its contractors or subcontractors relating to the construction of any part of the Project, and (vii) any dispute between Developer and any Transferee or any subsequent owner of any of the Project Site relating to any assignment of this Agreement or the obligations that run with the land, or any dispute between Developer and any Transferee or other person relating to which party is responsible for performing certain obligations under this Agreement, each regardless of the negligence of and regardless of whether liability without fault is imposed or sought to be imposed on the City or any of the City Parties, except to the extent that such indemnity is void or otherwise unenforceable under applicable Law, and except to the extent such Loss is the result of the negligence or willful misconduct of the City Parties. The

foregoing indemnity shall include, without limitation, reasonable attorneys' fees and costs and the City's reasonable cost of investigating any claims against the City or the City Parties. All indemnifications set forth in this Agreement shall survive the expiration or termination of this Agreement, to the extent such indemnification obligation arose from an event occurring before the expiration or termination of this Agreement. To the extent the indemnifications relate to Developer's obligations that survive the expiration or termination of this Agreement, the indemnifications shall survive for the term of the applicable obligation plus four years."

(c) Limitation on City. City shall not be an insurer or surety for the design or construction of the Required Infrastructure pursuant to the approved Plans and Specifications, nor shall any officer or employee thereof be liable or responsible for any accident, loss, or damage happening or occurring during the construction of the Required Infrastructure as specified in this Agreement, except as may arise due to the negligence or willful acts or omissions of the City.

8. Miscellaneous.

(a) Final Map Recordation. The City, in accordance with the Code, shall record the Final Map with the County Clerk in the Official Records of the City and County of San Francisco promptly upon Board of Supervisors' approval. The City shall notify Subdivider of the time of recordation. In the event the Final Map is not recorded within fifteen (15) days of approval, this Agreement shall be null and void.

(b) Independent Contractor. In performing its obligations under this Agreement, the Subdivider is an independent contractor and not an agent or employee of the City.

(c) Excusable Delay. All time periods in this Agreement shall be extended for Excusable Delay as defined in Section 11.5.2 of the Development Agreement, which is

reproduced below. In the event of any difference between the text of Development Agreement Section 11.5.2 and the reproduction herein, the Development Agreement as executed shall govern:

"11.5.2 "Excusable Delay" means the occurrence of an event beyond a Party's reasonable control which causes such Party's performance of an obligation to be delayed, interrupted or prevented, including, but not limited to: changes in Federal or State Laws; strikes or the substantial interruption of work because of labor disputes; inability to obtain materials; freight embargoes; civil commotion, war or acts of terrorism; inclement weather, fire, floods, earthquakes or other acts of God; epidemics or quarantine restrictions; litigation; unforeseen site conditions (including archaeological resources or the presence of hazardous materials); or the failure of any governmental agency, public utility or communication service provider to issue a permit, authorization, consent or approval required to permit construction within the standard or customary time period for such issuing authority following Developer's submittal of a complete application for such permit, authorization, consent or approval, together with any required materials. Excusable Delay shall not include delays resulting from failure to obtain financing or have adequate funds, changes in market conditions, or the rejection of permit, authorization or approval requests based upon Developer's failure to satisfy the substantive requirements for the permit, authorization or approval request. In the event of Excusable Delay, the Parties agree that (i) the time periods for performance of the delayed Party's obligations impacted by the Excusable Delay shall be strictly limited to the period of such delay, interruption or prevention and the delayed Party shall, to the extent commercially reasonable, act diligently and in good faith to remove the cause of the Excusable Delay or otherwise complete the delayed obligation,

and (ii) following the Excusable Delay, a Party shall have all rights and remedies available under this Agreement, if the obligation is not completed within the time period as extended by the Excusable Delay. If an event which may lead to an Excusable Delay occurs, the delayed Party shall notify the other Party in writing of such occurrence as soon as possible after becoming aware that such event may result in an Excusable Delay, and the manner in which such occurrence is likely to substantially interfere with the ability of the delayed Party to perform under this Agreement."

(d) Subdivider Extension. All time periods in this Agreement shall be extended for the period of any "Excusable Delay" as defined in Section 11.5.2 of the Development Agreement

(e) Park Related Extension. Developer and City wish to avoid damaging the private publicly accessible open space improvements proposed for Mary Court East and Mary Court West during construction of adjacent components of Required Infrastructure or damaging Required Infrastructure adjacent to Mary Court East or Mary Court West during construction of such private open space improvements. Accordingly, subject to compliance with required Mitigation Measures, Developer may apply for an extension for completion of Required Infrastructure or components thereof (the "Park Related Extension") by submitting a written request for such extension to the Director identifying the scope and length of the extension request. Approval for such extension shall not be unreasonably withheld if Developer satisfactorily demonstrates that such extension is necessary to avoid damaging the adjacent private open space improvements during construction of adjacent Required Infrastructure, to avoid damaging adjacent Required Infrastructure during construction of the private open space improvements, or to coordinate the completion of such open space improvements with the Required Infrastructure serving the private publicly accessible open space.

(f) Attorneys' Fees. Should any party hereto institute any action or proceeding in court or other dispute resolution mechanism ("DRM") to enforce any provision

hereof or for damages by reason of an alleged breach of any provision of this Agreement, the prevailing party shall be entitled to receive from the losing party, court or DRM costs or expenses incurred by the prevailing party including, without limitation, expert witness fees, document copying expenses, exhibit preparation costs, carrier expenses and postage and communication expenses, and such amount as the court or DRM may adjudge to be reasonable attorneys' fees for the services rendered the prevailing party in such action or proceeding. Attorneys' fees under this Section 8(f) include attorneys' fees on any appeal, and, in addition, a party entitled to attorneys' fees shall be entitled to all other reasonable costs and expenses incurred in connection with such action.

For purposes of this Agreement, reasonable fees of attorneys and any in-house counsel for the City or the Subdivider shall be based on the fees regularly charged by private attorneys with an equivalent number of years of professional experience in the subject matter area of the law for which the City's or the Subdivider's in-house counsel's services were rendered who practice in the City in law firms with approximately the same number of attorneys as employed by the City, or, in the case of the Subdivider's in-house counsel, as employed by the outside counsel for the Subdivider.

(g) Notices.

(i) A notice or communication under this Agreement by either party to the other (or by or to the Director) shall be sufficiently given or delivered if dispatched by hand or by registered or certified mail, postage prepaid, addressed as follows:

In the case of a notice or communication to the Director of Public Works:

Director of Public Works
City and County of San Francisco
City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102
Attn: Infrastructure Task Force

With copies to:

Office of the City Attorney
City Hall, Room 234
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102
Attn: Public Works General Counsel
Reference: 5M Project

And in the case of a notice or communication to the Subdivider:

FC 5M H1 EXCHANGE, LLC
c/o Brookfield Properties
875 Howard Street, Suite 330
San Francisco, CA 94103
Attn: James Ostrom

With copies to:

Brookfield Properties
127 Public Square, Suite 3200
Cleveland, OH 44114
Attn: General Counsel

Every notice given to a party hereto, pursuant to the terms of this Agreement, must state (or must be accompanied by a cover letter that states) substantially the following:

(A) the Section of this Agreement pursuant to which the notice is given and the action or response required, if any;

(B) if applicable, the period of time within which the recipient of the notice must respond thereto;

(C) if approval is being requested, shall be clearly marked "**Request for Approval under the 5M Project H-1 Public Improvement Agreement**"; and

(D) if a notice of disapproval or an objection which requires reasonableness, shall specify with particularity the reasons therefor.

(ii) Any mailing address may be changed at any time by giving written notice of such change in the manner provided above at least ten (10) days prior to the effective date of the change. All notices under this Agreement shall be deemed given, received, made or

communicated on the date personal receipt actually occurs or, if mailed, on the delivery date or attempted delivery date shown on the return receipt.

(iii) Any notice or request for review, consent, or other determination or action by the Director shall display prominently on the envelope enclosing such request (if any) and the first page of such request, substantially the following words: "**SM PROJECT INFRASTRUCTURE: IMMEDIATE ATTENTION REQUIRED.**"

(h) Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of the permitted successors and assigns of the parties hereto (as set forth in the Development Agreement); and upon such transfer, the Subdivider shall be released from its obligations hereunder. Any assignment of Subdivider's rights and obligations under this Agreement shall be in writing, shall clearly identify the scope of the rights and/or obligations assigned and shall be subject to the reasonable approval of the Director; provided, however, that if Subdivider assigns its rights under the Development Agreement as "Developer" (as defined therein as it relates to the affected real property), an assignment of this Agreement to the same assignee shall not require the Director's approval so long as: (1) Subdivider provides notice of the intended transfer to the Director consistent with any required notice to City under the Development Agreement; (2) Subdivider provides to the Director a copy of the executed Development Agreement assignment and assumption (which includes the transfer of rights and obligations under this Agreement); (3) the assignee provides replacement bonds that are consistent with Exhibits G-1 and G-2 in the amount required to secure any remaining obligations; and (4) the assignee provides proof of adequate insurance in the amount previously provided by Subdivider and by an insurer with an equal or better credit rating; and (5) the assignee has obtained all real estate rights and assumes the obligation to complete the work contemplated by this Agreement.

(i) Development Agreement. The City shall cooperate with the Subdivider consistent with the terms of the Development Agreement, including, without limitation, in obtaining applicable approvals required for the construction of the Required Infrastructure.

(j) Waiver. Failure by a party to insist upon the strict performance of any of the provisions of this Agreement by another party, or the failure by a party to exercise its rights

upon the default of another party, shall not constitute a waiver of such party's right to insist upon and demand strict compliance by the other party with the terms of this Agreement thereafter.

(k) Parties in Interest. Nothing in this Agreement, expressed or implied, is intended to or shall be construed to confer upon or to give to any person or entity, other than the City and the Subdivider, any rights, remedies or claims under or by reason of this Agreement or any covenants, conditions or stipulations hereof; and all covenants, conditions, promises, and agreements in this Agreement contained by or on behalf of the City or the Subdivider shall be for the sole and exclusive benefit of the named parties.

(l) Amendment. This Agreement may be amended, from time to time, by written supplement or amendment hereto and executed by the City and the Subdivider. The Director of Public Works is authorized to execute on behalf of the City any amendment that the Director determines is in the City's best interests and does not materially increase the City's obligations or materially diminish the City's rights under this Agreement.

(m) Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original.

(n) Interpretation of Agreement. Unless otherwise provided in this Agreement or by applicable law, whenever approval, consent or satisfaction is required of the Subdivider or the City under to this Agreement, it shall not be unreasonably withheld or delayed. Nothing in this Agreement limits the scope of review and certification of completed improvements required under the Subdivision Code. Captions used in this Agreement are for convenience or reference only and shall not affect the interpretation or meaning of this Agreement.

This Agreement shall in no way be construed to limit or replace any other obligations or liabilities which the parties may have in the Development Agreement.

9. Insurance. Subdivider shall, at all times prior to Acceptance of the Required Infrastructure, comply with the insurance requirements set forth in the Development Agreement and/or any applicable Permit to Enter. Subdivider shall furnish to the City, from time to time upon request by the City's Risk Manager, a certificate of insurance (and/or, upon request by the

City's Risk Manager, a complete copy of any policy) regarding each insurance policy required to be maintained by Subdivider.

10. Recording.

(a) Recording Agreement. The Parties to this Agreement acknowledge that this Agreement shall be recorded against the title of the Property.

(b) Purpose and Effect of Recording. This Agreement shall be recorded for the purpose of providing constructive notice to any future owner of the Property of Subdivider's obligations and responsibilities under Sections 2 and 7, respectively. This Agreement shall not be interpreted as creating a lien or security interest against any parcel against which it is recorded, or to effect any secured interest now or in the future, as the obligations hereunder are personal to Subdivider and its successors and assigns as may be authorized under this Agreement.

(c) Notice of Termination. At the time all the obligations and requirements specified in this Agreement are fully satisfied as determined by the Director of Public Works and affected City departments, the Parties shall record a Notice of Termination, a draft form of which is contained in Exhibit H. Subdivider may request the Director's authorization to record a Notice of Termination with respect to an individual parcel. In evaluating such a request, approval of which shall be in the Director's reasonable discretion, the Director shall consider with respect to Required Infrastructure necessary to serve the parcel, whether: (i) all Required Infrastructure has been completed and accepted by the City; (ii) all corresponding bond amounts have been released; (iii) all defects and punch list items have been addressed; and (iv) all warranty and guarantee periods have terminated.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, the City and Subdivider have executed this Agreement in one or more copies as of the day and year first above written.

SUBDIVIDER

FC 5M H1 EXCHANGE, LLC,
a Delaware limited liability company

By: 
Name: Matthew Elsea
Its: Executive Vice President

CITY AND COUNTY OF SAN FRANCISCO

By: Mohammed Nuru
Its: Director of Public Works

APPROVED AS TO FORM:

DENNIS J. HERRERA
CITY ATTORNEY

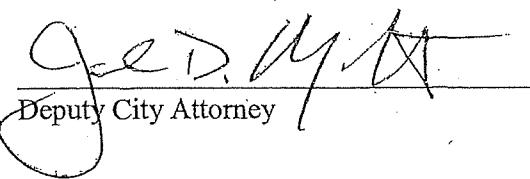

Deputy City Attorney

EXHIBIT A

INFRASTRUCTURE PER PLANS AND SPECIFICATIONS

Improvement Plans and Specifications prepared by BKF Engineers entitled
"5M - Phase 1 - 415 Natoma Street (H1 building - Office) & 110 5th Street (Mary Court East
Open Space)", and dated May 10, 2019.

EXHIBIT B

INTENTIONALLY OMITTED

[IMPROVEMENT PLAN COST ESTIMATES – SEE SECTION 3(a).]

EXHIBIT C

**DOCUMENTS TO BE SUBMITTED CONCURRENT WITH PUBLIC
IMPROVEMENT AGREEMENT -**

1. [Note: Encroachment and maintenance agreement to follow]
2. Bonding to complete the improvements
3. Approved Street Improvement Plan
4. Offers of Improvements
5. Offer of Dedication (sidewalk ramp areas)
6. Sidewalk easement agreement (sidewalk ramp area)

EXHIBIT D

**OUTSTANDING TENTATIVE MAP CONDITIONS OF
APPROVAL/DEFERRED INFRASTRUCTURE**

I. Deferred Improvements

1.	Northeast corner of Minna Street (at Mary Street) pedestrian curb ramp	To be separately bonded, and completed at the earlier of: (i) time of sidewalk improvements associated with a future phase, on North side of Minna Street adjacent to the Chronicle (M1) Building, as described in the Development Agreement or (ii) the sub-sidewalk encroachment structure (per Street Encroachment Agreement recorded January 12, 1967 at Book 109, Page 871) is modified (or removed) to allow installation of the curb ramp on the northeast quadrant of Minna Street without interference with such sub-surface encroachment structure.
2.	Southeast corner of Minna Street (at Mary Street) pedestrian curb ramp at Mary Court East.	To be bonded and completed with deferred improvement (1) above.
3.	Crosswalk striping connecting curb ramps described in (1) and (2) above.	To be bonded and completed with deferred improvement (1) above.
<p>Note: Deferred Improvements 1-3 above may be completed after and will not affect completion and acceptance of the Phase One Required Infrastructure.</p>		

II. Deferred Conditions

Public Works Conditions 1, 2 and 3 to the Revised Tentative Map.

These conditions relate to property or permits of 5M Project, LLC. In accordance with 5M Project LLC letter dated April 25, 2019 to Bruce Storrs, City and County Surveyor, the requirements of these conditions to be, as and to the extent required, addressed by 5M Project LLC within 120 days after recordation of the Phase One Final Map. If it is not reasonably practicable to fully satisfy all of the requirements of said conditions during said 120 day period, the Director may extend the time to complete any outstanding elements, including until the filing of the phase three final map by 5M Project, LLC, or its successor.

EXHIBIT E

**DOCUMENTS TO BE SUBMITTED CONCURRENT WITH REQUEST FOR
NOTICE OF COMPLETION**

1. Developer Request Letter for Determination of Completeness ("DOC")
2. Contractor Substantial Completion Letter
3. Civil Engineer Completion Notice
4. Geotechnical Engineer Completion Letter
5. Landscape Architect Completion Notice
6. Construction Manager Completion Notice
7. City Final Punch-list Approval
8. [Utility Conformance Letter] **not applicable**
9. As-Built Plan Approval
10. Recordable form of Notice of Completion
11. Survey Monuments
12. Test Reports
13. [Joint Trench Conduits mandrel test] **not applicable**
14. Confirmation of Removal of all Non-Compliance Reports ("NCR")
15. Confirmation of all Change Orders/Instructional Bulletins
16. [Confirmation from City that Spare Parts have been provided (as applicable)] **not applicable**
17. [Operation and Maintenance Manuals] **not applicable**
18. NOC Recommendation from Public Works

EXHIBIT F

**DOCUMENTS TO BE SUBMITTED CONCURRENT WITH REQUEST FOR
ACCEPTANCE**

1. Developer Request for Acceptance Letter
2. Lien Notification to General Contractor and Subs
3. [Utility Bill of Sale] **not applicable**
4. 3rd Party Reimbursement Checks-Copies
5. Assignment of Warranties and Guaranties
6. Sidewalk Easement Agreements (as applicable)
7. Mechanic's Lien Guarantee
8. Modified Offers of Improvements (as applicable)
9. Updated Grant Deed (as applicable)

EXHIBIT "G-1"

FORM: FAITHFUL PERFORMANCE BOND

5M Project – Block H1 (Phase 1)

Required Infrastructure

Whereas, the Board of Supervisors of the City and County of San Francisco, State of California, and FC 5M H1 Exchange LLC (hereafter designated as "Principal") have entered into that certain Public Improvement Agreement 5M Project Block H1 (Phase 1), dated May 9, 2019 (the "Agreement"), which is hereby referred to and made a part hereof, whereby Principal agrees to install and complete certain designated public improvements identified therein as the Required Infrastructure; and

Whereas, Principal is required under the terms of the Agreement to furnish a bond for the faithful performance of the Agreement;

Now, therefore, we, Principal and the undersigned, as corporate surety (hereinafter "Surety"), are held and firmly bound unto the **City and County of San Francisco** (hereafter called "**City of San Francisco**") in the penal sum of Eight Hundred Forty-Eight Thousand Dollars (\$848,000.00) lawful money of the United States, for the payment of which we bind ourselves, our heirs, successors, executors, and administrators, jointly and severally, firmly by these presents.

The condition of this obligation is such that the obligation shall become null and void if the above-bounded Principal, his or its heirs, executors, administrators, successors, or assigns, shall in all things stand to, abide by, well and truly keep, and perform the covenants, conditions, and provisions in the agreement and any alteration thereof made as therein provided, on his or their part, to be kept and performed at the time and in the manner therein specified, and in all respects according to his or their true intent and meaning, and shall indemnify and save harmless the City of San Francisco, its officers, agents, and employees, as therein stipulated; otherwise, this obligation shall be and remain in full force and effect.

As part of the obligation secured hereby and in addition to the face amount specified, costs and reasonable expenses and fees shall be included, including reasonable attorneys' fees, incurred by the City of San Francisco in successfully enforcing the obligation, all to be taxed as costs and included in any judgment rendered.

The Surety hereby stipulates and agrees that no change, extension of time, alteration, or addition to the terms of the agreement, the work to be performed thereunder, or the specifications accompanying the agreement shall in any way affect its obligations on this bond. The Surety hereby waives notice of any such change, extension of time, alteration, or addition to the terms of the agreement, the work, or the specifications.

In witness whereof, this instrument has been duly executed by Principal and Surety on May 7, 2019.

"PRINCIPAL"

FC 5M H1EXCHANGE LLC,
a Delaware limited liability company

By: 

Name: Matthew P. Elsesser
Title: Vice President

"SURETY"

Berkley Insurance Company

By: 

Cathy L. Woodruff
Its: Attorney-In-Fact

Address: Berkley Insurance Company

475 Steamboat Road

Greenwich, CT 06830

Telephone: (203) 542-3800

Facsimile: N/A

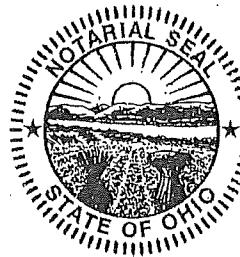
STATE OF OHIO }
 } SS:
COUNTY OF CUYAHOGA}

On May 9, 2019, before me, a Notary Public in and for said County and State, duly commissioned and sworn, personally appeared MATTHEW P. ELSESSER, known to me to be the Vice President of FC 5M H1 EXCHANGE LLC, a Delaware limited liability company, the Company described in and that executed the within and foregoing instrument, and known to me to be the person who executed the same instrument on behalf of said Company, and he duly acknowledged to me that such Company executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, the day and year stated in this Certificate above.

My Commission Expires:

Denise M. Daigle
Notary Public



DENISE M SCAGLIONE
NOTARY PUBLIC - OHIO
MY COMMISSION EXPIRES
04-23-2022

EXHIBIT "G-2"

LABOR AND MATERIAL BOND
5M Project - Block H-1 (Phase 1)
Required Infrastructure

Whereas, the Board of Supervisors of the City and County of San Francisco, State of California, and FC 5M H1 EXCHANGE LLC (hereafter designated as "Principal") have entered into that certain Public Improvement Agreement 5M Project Block H1 (Phase 1), dated May 9, 2019 (the "Agreement"), which is hereby referred to and made a part hereof, whereby Principal agrees to install and complete certain designated public improvements identified therein as the Required Infrastructure; and

Whereas, under the terms of the Agreement, Principal is required before entering upon the performance of the work to file a good and sufficient payment bond with the City and County of San Francisco to secure the claims to which reference is made in Title 15 (commencing with section 3082) of Part 4 of Division 3 of the Civil Code of the State of California;

Now, therefore, we, the Principal and the undersigned, as corporate Surety (hereinafter "Surety"), are held and firmly bound unto the City and County of San Francisco and all contractors, subcontractors, laborers, material men, and other persons employed in the performance of the agreement and referred to in Title 15 of the Civil Code in the sum of Four Hundred Twenty-Four Thousand Dollars (\$424,000.00), for materials furnished or labor thereon of any kind, or for amounts due under the Unemployment Insurance Act with respect to such work or labor, that Surety will pay the same in an amount not exceeding the amount set forth. If suit is brought on this bond, Surety will pay, in addition to the face amount thereof, costs and reasonable expenses and fees, including reasonable attorneys' fees, incurred by the City and County of San Francisco, in successfully enforcing the obligation, to be awarded and fixed by the Court, to be taxed as costs, and to be included in the judgment rendered.

It is hereby expressly stipulated and agreed that this bond shall inure to the benefit of any and all persons, companies, and corporations entitled to file claims under Title 15 (commencing with section 3082) of Part 4 of Division 3 of the Civil Code, so as to give a right of action to them or their assigns in any suit brought upon this bond.

If the condition of this bond is fully performed, then this obligation shall become null and void; otherwise, it shall be and remain in full force and effect.

The Surety hereby stipulates and agrees that no change, extension of time, alteration, or addition to the terms of the agreement or the specifications accompanying the agreement shall in any manner affect its obligations on this bond. The Surety hereby waives notice of any such change, extension, alteration, or addition.

In witness whereof, this instrument has been duly executed by Principal and Surety on May 7, 2019.

"PRINCIPAL"

FC 5M H1 EXCHANGE LLC,
a Delaware limited liability Company

By:



Name: Matthew P. Elsesser
Title: Vice President

"SURETY"

Berkley Insurance Company

By:


Cathy L. Woodruff

Its: Attorney-In-Fact

Address: Berkley Insurance Company

475 Steamboat Road

Greenwich, CT 06830

Telephone: (203) 542-3800

Facsimile: N/A

STATE OF OHIO }
 } SS:
 COUNTY OF CUYAHOGA}

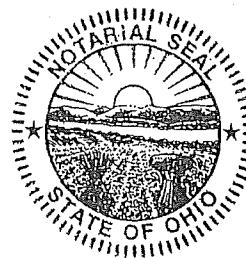
On May 9, 2019, before me, a Notary Public in and for said County and State, duly commissioned and sworn, personally appeared MATTHEW P. ELSESSER, known to me to be the Vice President of FC 5M H1 EXCHANGE LLC, a Delaware limited liability company, the Company described in and that executed the within and foregoing instrument, and known to me to be the person who executed the same instrument on behalf of said Company, and he duly acknowledged to me that such Company executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, the day and year stated in this Certificate above.

My Commission Expires:

4-23-2022

Notary Public



DENISE M SCAGLIONE
NOTARY PUBLIC - OHIO
MY COMMISSION EXPIRES
04-23-2022

State of OH
County of Cuyahoga } ss:

On 5/7/2019, before me, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared

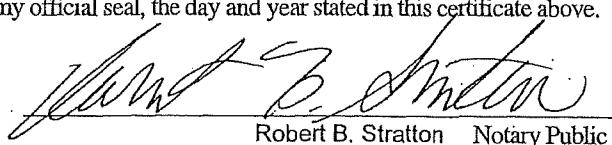
Cathy L. Woodruff

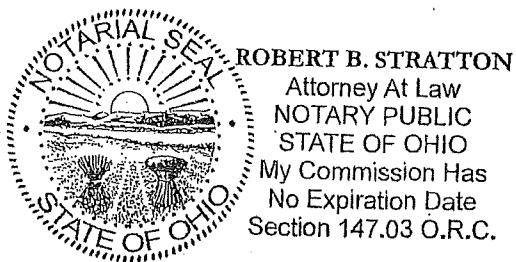
known to me to be Attorney-in-Fact of Berkley Insurance Company
the corporation described in and that executed the within and foregoing instrument, and known to me to be the person who executed the said instrument in behalf of the said corporation, and he duly acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year stated in this certificate above.

My Commission Expires

My Commission Has No Expiration
Date Section 147.03 O.R.C.


Robert B. Stratton Notary Public



POWER OF ATTORNEY
 BERKLEY INSURANCE COMPANY
 WILMINGTON, DELAWARE

NOTICE: The warning found elsewhere in this Power of Attorney affects the validity thereof. Please review carefully.

KNOW ALL MEN BY THESE PRESENTS, that BERKLEY INSURANCE COMPANY (the "Company"), a corporation duly organized and existing under the laws of the State of Delaware, having its principal office in Greenwich, CT, has made, constituted and appointed, and does by these presents make, constitute and appoint: *Cathy L. Woodruff of Marsh USA, Inc. of Cleveland, OH* its true and lawful Attorney-in-Fact, to sign its name as surety only as delineated below and to execute, seal, acknowledge and deliver any and all bonds and undertakings, with the exception of Financial Guaranty Insurance, providing that no single obligation shall exceed Fifty Million and 00/100 U.S. Dollars (U.S.\$50,000,000.00), to the same extent as if such bonds had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office in their own proper persons.

This Power of Attorney shall be construed and enforced in accordance with, and governed by, the laws of the State of Delaware, without giving effect to the principles of conflicts of laws thereof. This Power of Attorney is granted pursuant to the following resolutions which were duly and validly adopted at a meeting of the Board of Directors of the Company held on January 25, 2010:

RESOLVED, that, with respect to the Surety business written by Berkley Surety, the Chairman of the Board, Chief Executive Officer, President or any Vice President of the Company, in conjunction with the Secretary or any Assistant Secretary are hereby authorized to execute powers of attorney authorizing and qualifying the attorney-in-fact named therein to execute bonds, undertakings, recognizances, or other suretyship obligations on behalf of the Company, and to affix the corporate seal of the Company to powers of attorney executed pursuant hereto; and said officers may remove any such attorney-in-fact and revoke any power of attorney previously granted; and further

RESOLVED, that such power of attorney limits the acts of those named therein to the bonds, undertakings, recognizances, or other suretyship obligations specifically named therein, and they have no authority to bind the Company except in the manner and to the extent therein stated; and further

RESOLVED, that such power of attorney revokes all previous powers issued on behalf of the attorney-in-fact named; and further

RESOLVED, that the signature of any authorized officer and the seal of the Company may be affixed by facsimile to any power of attorney or certification thereof authorizing the execution and delivery of any bond, undertaking, recognizance, or other suretyship obligation of the Company; and such signature and seal when so used shall have the same force and effect as though manually affixed. The Company may continue to use for the purposes herein stated the facsimile signature of any person or persons who shall have been such officer or officers of the Company, notwithstanding the fact that they may have ceased to be such at the time when such instruments shall be issued.

IN WITNESS WHEREOF, the Company has caused these presents to be signed and attested by its appropriate officers and its corporate seal hereunto affixed this 19th day of July, 2017.

Attest:

(Seal)

By

Ira S. Lederman

Executive Vice President & Secretary

Berkley Insurance Company

By

Jeffrey M. Hafter

Senior Vice President

WARNING: THIS POWER INVALID IF NOT PRINTED ON BLUE "BERKLEY" SECURITY PAPER.

STATE OF CONNECTICUT)

) ss:

COUNTY OF FAIRFIELD)

Sworn to before me, a Notary Public in the State of Connecticut, this 19th day of July, 2017, by *Ira S. Lederman* and *Jeffrey M. Hafter* who are sworn to me to be the Executive Vice President and Secretary, and the Senior Vice President, respectively, of Berkley Insurance Company.

NOTARY PUBLIC
 MY COMMISSION EXPIRES
 APRIL 30, 2019

CERTIFICATE

Marie C. Rundbaken

Notary Public, State of Connecticut

I, the undersigned, Assistant Secretary of BERKLEY INSURANCE COMPANY, DO HEREBY CERTIFY that the foregoing is a true, correct and complete copy of the original Power of Attorney; that said Power of Attorney has not been revoked or rescinded and that the authority of the Attorney-in-Fact set forth therein, who executed the bond or undertaking to which this Power of Attorney is attached, is in full force and effect as of this date.

Given under my hand and seal of the Company, this 7th day of May 2019.

(Seal)

Vincent P. Forte

EXHIBIT G-3

MONUMENT BOND

BOND NO.: 0209212

PREMIUM: \$175.00

Effective Date: May 7, 2019

MONUMENTATION BOND FOR SUBDIVISIONS

KNOW ALL MEN BY THESE PRESENTS THAT

WHEREAS, FC 5M H1 EXCHANGE LLC, a Delaware limited liability company, hereinafter called subdivider, is the developer of that certain subdivision commonly known as 5M Project Block H1 (Phase 1), and

WHEREAS, all monumentations have not yet been set related to 5M Project Block H1 (Phase I) San Francisco CA for said subdivision.

NOW, THEREFORE, we the Subdivider, as Principal, and Berkley Insurance Company as surety are held and firmly bound unto the City and County of San Francisco ("City") in the sum of twenty-five thousand dollars (\$25,000) lawful money of the United States, for the payment of which sum well and truly to be made, we bind ourselves, our heirs, executors, administrators, successors, or assigns, if any or all or either of them, shall fail to pay any engineer or surveyor for the setting up of the monuments of the character and number and in the amount not exceeding the amount hereinabove set forth, and also in case suit is brought upon the Bond, will pay a reasonable attorney's fee to be awarded and fixed by the Court, and to be taxed as costs and to be included in the Judgment therein rendered.

IT IS HEREBY EXPRESSLY STIPULATED AND AGREED that this bond shall ensure to the benefit of any and all persons, companies, and corporations entitled to file claims against it.

Should the condition of this bond be fully performed, then this obligation shall become null and void, otherwise it shall be and remain in full force and effect.

And the said surety, for value received, hereby stipulates and agrees that no change, extension of time, alteration or additions to the terms of the above referenced letter of agreement, or to the work to be performed thereunder, shall in any way affect its obligations on the Bond, and it does hereby waive notice of any such change, extension of time, alteration, or addition to the terms of the Agreement or contract.

IN WITNESS WHEREOF this Instrument has been duly executed by the Principal and Surety above named on this 7th day of May, 2019.

PRINCIPAL

FC 5M H1 EXCHANGE LLC,
a Delaware limited liability company

By: Matthew Elsesser

Name: Matthew P. Elsesser

Title: Vice President

SURETY

Berkley Insurance Company

By: Cathy L. Woodruff

Name: Cathy L. Woodruff

Title: Attorney-In-Fact

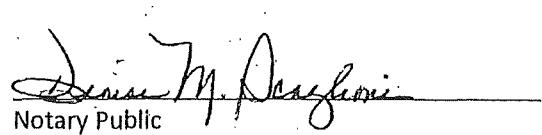
STATE OF OHIO }
 } SS:
COUNTY OF CUYAHOGA}

On May 9, 2019, before me, a Notary Public in and for said County and State, duly commissioned and sworn, personally appeared MATTHEW P. ELSESSER, known to me to be the Vice President of FC 5M H1 EXCHANGE LLC, a Delaware limited liability company, the Company described in and that executed the within and foregoing instrument, and known to me to be the person who executed the same instrument on behalf of said Company, and he duly acknowledged to me that such Company executed same.

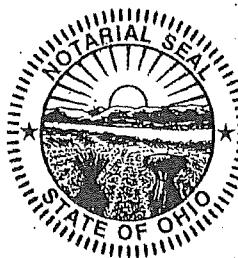
IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, the day and year stated in this Certificate above.

My Commission Expires:

4-23-2022



Notary Public



DENISE M SCAGLIONE
NOTARY PUBLIC - OHIO
MY COMMISSION EXPIRES
04-23-2022

State of OH
County of Cuyahoga } ss:

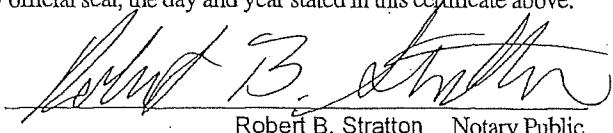
On 5/7/2019, before me, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared

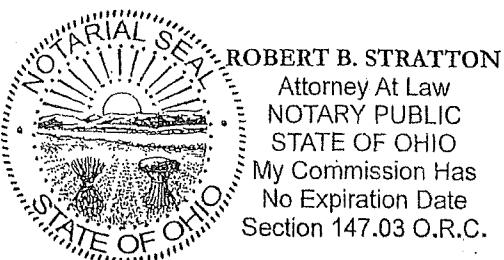
Cathy L. Woodruff

known to me to be Attorney-in-Fact of Berkley Insurance Company
the corporation described in and that executed the within and foregoing instrument, and known to me to be the person who executed the said instrument in behalf of the said corporation, and he duly acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year stated in this certificate above.

My Commission Expires My Commission Has No Expiration Date Section 147.03 O.R.C.


Robert B. Stratton Notary Public



POWER OF ATTORNEY
 BERKLEY INSURANCE COMPANY
 WILMINGTON, DELAWARE

NOTICE: The warning found elsewhere in this Power of Attorney affects the validity thereof. Please review carefully.

KNOW ALL MEN BY THESE PRESENTS, that BERKLEY INSURANCE COMPANY (the "Company"), a corporation duly organized and existing under the laws of the State of Delaware, having its principal office in Greenwich, CT, has made, constituted and appointed, and does by these presents make, constitute and appoint: *Cathy L. Woodruff of Marsh USA, Inc. of Cleveland, OH* its true and lawful Attorney-in-Fact, to sign its name as surety only as delineated below and to execute, seal, acknowledge and deliver any and all bonds and undertakings, with the exception of Financial Guaranty Insurance, providing that no single obligation shall exceed Fifty Million and 00/100 U.S. Dollars (U.S.\$50,000,000.00), to the same extent as if such bonds had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office in their own proper persons.

This Power of Attorney shall be construed and enforced in accordance with, and governed by, the laws of the State of Delaware, without giving effect to the principles of conflicts of laws thereof. This Power of Attorney is granted pursuant to the following resolutions which were duly and validly adopted at a meeting of the Board of Directors of the Company held on January 25, 2010:

RESOLVED, that, with respect to the Surety business written by Berkley Surety, the Chairman of the Board, Chief Executive Officer, President or any Vice President of the Company, in conjunction with the Secretary or any Assistant Secretary are hereby authorized to execute powers of attorney authorizing and qualifying the attorney-in-fact named therein to execute bonds, undertakings, recognizances, or other suretyship obligations on behalf of the Company, and to affix the corporate seal of the Company to powers of attorney executed pursuant hereto; and said officers may remove any such attorney-in-fact and revoke any power of attorney previously granted; and further

RESOLVED, that such power of attorney limits the acts of those named therein to the bonds, undertakings, recognizances, or other suretyship obligations specifically named therein, and they have no authority to bind the Company except in the manner and to the extent therein stated; and further

RESOLVED, that such power of attorney revokes all previous powers issued on behalf of the attorney-in-fact named; and further

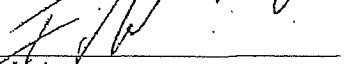
RESOLVED, that the signature of any authorized officer and the seal of the Company may be affixed by facsimile to any power of attorney or certification thereof authorizing the execution and delivery of any bond, undertaking, recognizance, or other suretyship obligation of the Company; and such signature and seal when so used shall have the same force and effect as though manually affixed. The Company may continue to use for the purposes herein stated the facsimile signature of any person or persons who shall have been such officer or officers of the Company, notwithstanding the fact that they may have ceased to be such at the time when such instruments shall be issued.

IN WITNESS WHEREOF, the Company has caused these presents to be signed and attested by its appropriate officers and its corporate seal hereunto affixed this 19th day of July, 2017.

Attest:

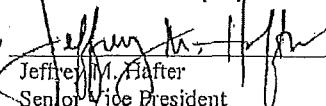
(Seal)

By


 Ira S. Lederman
 Executive Vice President & Secretary

Berkley Insurance Company

By


 Jeffrey M. Hafter
 Senior Vice President

WARNING: THIS POWER INVALID IF NOT PRINTED ON BLUE "BERKLEY" SECURITY PAPER.

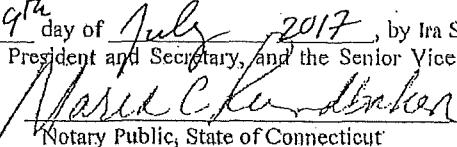
STATE OF CONNECTICUT)

) ss:

COUNTY OF FAIRFIELD)

Sworn to before me, a Notary Public in the State of Connecticut, this 19th day of July, 2017, by Ira S. Lederman and Jeffrey M. Hafter who are sworn to me to be the Executive Vice President and Secretary, and the Senior Vice President, respectively, of Berkley Insurance Company.

MARIA C. RUNDBAKEN
 NOTARY PUBLIC
 MY COMMISSION EXPIRES
 APRIL 30, 2019


 Notary Public, State of Connecticut

CERTIFICATE

I, the undersigned, Assistant Secretary of BERKLEY INSURANCE COMPANY, DO HEREBY CERTIFY that the foregoing is a true, correct and complete copy of the original Power of Attorney; that said Power of Attorney has not been revoked or rescinded and that the authority of the Attorney-in-Fact set forth therein, who executed the bond or undertaking to which this Power of Attorney is attached, is in full force and effect as of this date.

Given under my hand and seal of the Company, this 7th day of May

(Seal)

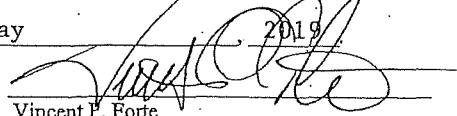

 Vincent F. Forte

EXHIBIT H

FORM NOTICE OF TERMINATION

RECORDING REQUESTED BY:

Bruce Storrs
City and County Surveyor
Department of Public Works
875 Stevenson Street, 4th Floor
San Francisco, CA 94103

WHEN RECORDED MAIL TO:

Property Owner
Street
City, State, Zip
Attention: Property Owner/person requesting

Space Above This Line for Recorder's Use

NOTICE OF TERMINATION AND RELEASE

OF

Public Improvement Agreement
(DOC-_____)

Insert Date

NOTICE OF TERMINATION AND RELEASE
OF
Public Improvement Agreement
(DOC-_____)

Notice is hereby given that the Public Improvement Agreement dated _____ and recorded _____ (Document No. _____, Receipt No. _____, Reel _____ Image _____) is hereby TERMINATED and RELEASED as it pertains to the real property situated on Assessor's Block _____ Lot _____ commonly known as [insert street address] (AKA _____) between _____ Street and _____ Street in the City and County of San Francisco (the "City"), State of California, and more fully described in Exhibit "A" to this Notice of Termination and Release (hereinafter referred to as the "Property").

The Public Improvement Agreement ("Agreement") was recorded to provide notice to future owners of the Property that the Subdivider, as defined therein is subject to certain public improvement and maintenance obligations relating to Final Map No. _____, recorded _____, in the Official Records of the City, as Document No. _____. Subdivider has completed the aforementioned public improvement obligations and satisfied the maintenance obligations per the Agreement as confirmed by the Director of the Department of Public Works based on _____. The Agreement is attached hereto as Exhibit "B".

The Agreement is hereby terminated.

Dated: _____ in San Francisco, California

OWNER

By: _____ By: _____

[Note owners signatures need to be notarized.]

APPROVED

Department of Public Works [or other affected Department]

By: _____
Director

APPROVED AS TO FORM

Dennis J. Herrera, City Attorney

By: John Malamut, Deputy City Attorney

EXHIBIT "A"

LEGAL DESCRIPTION OF THE PROPERTY

The land referred to is situated in the City and County of San Francisco, State of California, and is described as follows:

[insert – final map lot description prior to execution]

Assessor's Lot ____; Block ____

EXHIBIT "B"

PUBLIC IMPROVEMENT AGREEMENT

[to be attached prior to execution]

RECORDING REQUESTED BY:
City and County of San Francisco



WHEN RECORDED MAIL TO:
Director of Property
Real Estate Department
City and County of San Francisco
25 Van Ness Avenue, Suite 400
San Francisco, CA 94102

**Documentary Transfer Tax is Zero;
No fee for recording pursuant to
Government Code § 27383**

APN: Block 381, Lot A

Space above this line for Recorder's Use

**OFFER OF DEDICATION
(Lot A)**

FC 5M H1 EXCHANGE, LLC, a Delaware limited liability company, being the fee title owner of record of the herein described property, hereby irrevocably offers to dedicate, in fee title, to the City and County of San Francisco, a municipal corporation (the "City"), for street sidewalk and right-of-way purposes, any and all right, title and interest in the real property situated in the City and County of San Francisco, State of California, as described in **Exhibit A** (Legal Description) and shown on Exhibit A-1 (Plat Map) attached hereto and made a part hereof.

It is understood and agreed that the City shall incur no liability or obligation whatsoever by virtue of this offer of dedication, and shall not assume any responsibility for the offered land unless and until the land is conveyed to and accepted by the City. Any such conveyance and acceptance will be evidenced by the execution and recordation of a grant deed.

The provisions hereof shall inure to the benefit of and be binding upon the heirs, successors, assigns and personal representatives of the respective parties hereto.

(Signatures on following page)

IN WITNESS WHEREOF, the undersigned has executed this instrument as of this 6th
day of May, 2019.

FC 5M H1 EXCHANGE, LLC,
a Delaware limited liability company

By: Matthew Elsea
Name: Matthew Elsea
Its: EXECUTIVE VICE PRESIDENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Francisco)

On May 6, 2019, before me, Julie Garduno, a Notary Public, personally appeared Matthew Eisecker, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature

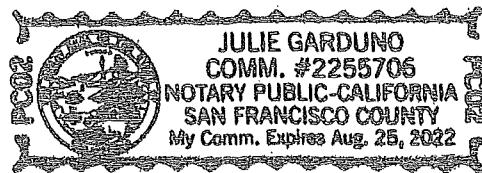
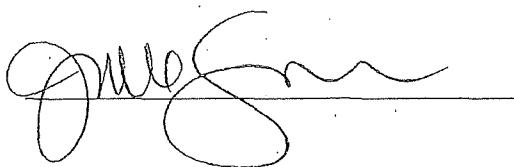


Exhibit "A"

Legal Description

S-9166
1-29-19
PAGE 1 OF 1

LEGAL DESCRIPTION

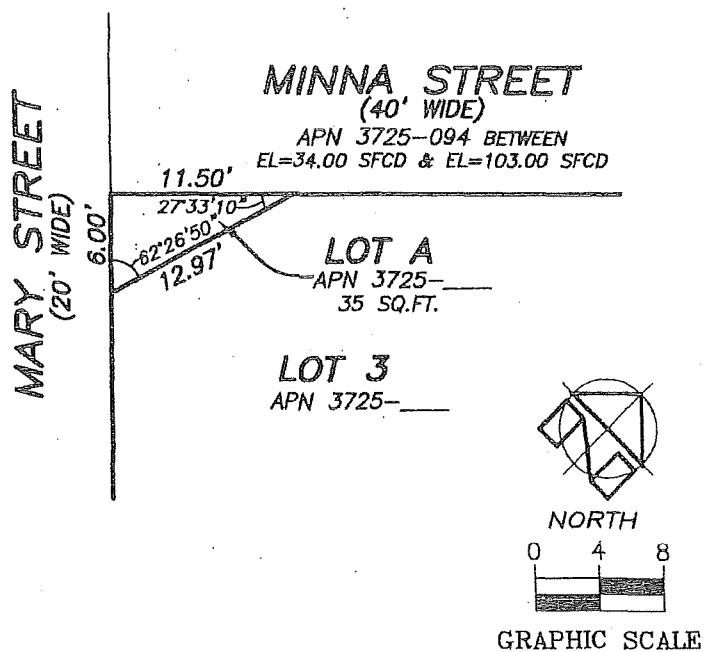
ALL THAT REAL PROPERTY SITUATED IN THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

LOT A, AS SHOWN ON "FINAL MAP 8731" RECORDED _____, 2019 IN BOOK _____ OF CONDOMINIUM MAPS, AT PAGES _____, OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO.

BEING A PORTION OF 100 VARA BLOCK 381

Exhibit "A1"

Plat Map



LEGEND

SFCD OLD SAN FRANCISCO CITY DATUM

GENERAL NOTES

1. ALL ANGLES ARE 90 DEGREES UNLESS NOTED OTHERWISE.
2. DIMENSIONS ARE IN FEET AND DECIMALS THEREOF.

SUBJECT: **LOT A PLAT**

BY DR CHKD. BR DATE 1-29-19 SCALE 1"=8' SHEET 1 OF 1 JOB NO. S-9166

MARTIN M. RON ASSOCIATES, INC.
LAND SURVEYORS

S-9166/DWG/LOTS A, B & C PLATS S-9166 Phase 1 FM.dwg

859 HARRISON STREET
SAN FRANCISCO, CA 94107
(415) 543-4500

RECORDING REQUESTED BY:
City and County of San Francisco

WHEN RECORDED MAIL TO:
Director of Property
Real Estate Department
City and County of San Francisco
25 Van Ness Avenue, Suite 400
San Francisco, CA 94102

**Documentary Transfer Tax is Zero;
No fee for recording pursuant to
Government Code § 27383**



APN: Block 381, Lot A

Space above this line for Recorder's Use

**GRANT DEED
(Lot A)**

For valuable consideration, the receipt and adequacy of which are acknowledged, FC 5M H1 EXCHANGE, LLC, a Delaware limited liability company, hereby grants to the CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation (the "City"), the real property situated in the City and County of San Francisco, State of California, described in **Exhibit A** (Legal Description) and shown on Exhibit A-1 (Plat Map) attached hereto and incorporated herein.

This Grant Deed is provided in connection with, and for the purpose of evidencing the acceptance by Grantee of, that certain Offer of Dedication dated _____, 2019, which was recorded on _____, 2019 as Document No. _____, in Reel _____, Image _____, Official Records of the City and County of San Francisco ("Offer"). Upon Grantee's acceptance of this Grant Deed, Grantor's obligation as to the Offer is satisfied in all respects.

(Signature on following page.)

RECORDING REQUESTED BY:
City and County of San Francisco

WHEN RECORDED MAIL TO:
Director of Property
Real Estate Department
City and County of San Francisco
25 Van Ness Avenue, Suite 400
San Francisco, CA 94102

**Documentary Transfer Tax is Zero;
No fee for recording pursuant to
Government Code § 27383**



APN: Block 381, Lot A

Space above this line for Recorder's Use

**GRANT DEED
(Lot A)**

For valuable consideration, the receipt and adequacy of which are acknowledged, FC 5M H1 EXCHANGE, LLC, a Delaware limited liability company, hereby grants to the CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation (the "City"), the real property situated in the City and County of San Francisco, State of California, described in **Exhibit A** (Legal Description) and shown on Exhibit A-1 (Plat Map) attached hereto and incorporated herein.

This Grant Deed is provided in connection with, and for the purpose of evidencing the acceptance by Grantee of, that certain Offer of Dedication dated _____, 2019, which was recorded on _____, 2019 as Document No. _____, in Reel _____, Image _____, Official Records of the City and County of San Francisco ("Offer"). Upon Grantee's acceptance of this Grant Deed, Grantor's obligation as to the Offer is satisfied in all respects.

(Signature on following page.)

IN WITNESS WHEREOF, the undersigned has executed this instrument this 6th day of
May, 2019.

GRANTOR: FC 5M H1 EXCHANGE, LLC,
a Delaware limited liability company

By: Matthew Elsesser
Name: MATTHEW ELSESSER
Its: EXECUTIVE VICE President

CERTIFICATE OF ACCEPTANCE

Government Code Section 27281

This is to certify that the interest in the real property conveyed by the grant deed dated _____, 2019, from FC 5M H1, LP, a California limited partnership, to the CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation ("Grantee"), is hereby accepted by the undersigned on behalf of Grantee, pursuant to the authority conferred by Ordinance No. _____ adopted on _____, 20____ and the Grantee consents to the recordation thereof, by its duly authorized officer.

IN WITNESS WHEREOF, I have hereunder set my hand this _____ day of _____, 20____.

CITY AND COUNTY OF SAN FRANCISCO,
a municipal corporation

By: _____
ANDRICO PENICK
Director of Real Estate

APPROVED AS TO FORM:

DENNIS J. HERRERA
City Attorney

By: _____
John Malamut
Deputy City Attorney

APPROVED LEGAL DESCRIPTIONS

By: _____
Bruce R. Storrs
City and County Surveyor
LS 6914

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

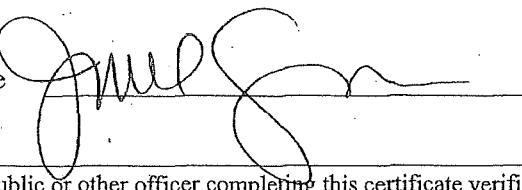
State of California)
County of San Francisco)

On May 6, 2019, before me, Julie Garduno, a Notary Public, personally appeared Matthew Eisserer, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature 

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Francisco)

On _____, before me, _____, a Notary Public, personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature 

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Francisco)

On _____, before me, _____, a Notary Public,
personally appeared _____, who proved to me on the basis of
satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s),
or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the
foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature _____

Exhibit "A"

Legal Description

S-9166

LEGAL DESCRIPTION

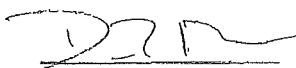
ALL THAT REAL PROPERTY SITUATED IN THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

LOT A, AS SHOWN ON "FINAL MAP 8731" RECORDED _____

2019 IN BOOK _____ OF CONDOMINIUM MAPS, AT PAGES _____, OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO.

BEING A PORTION OF 100 VARA BLOCK 381

CONTAINING 35 SQUARE FEET



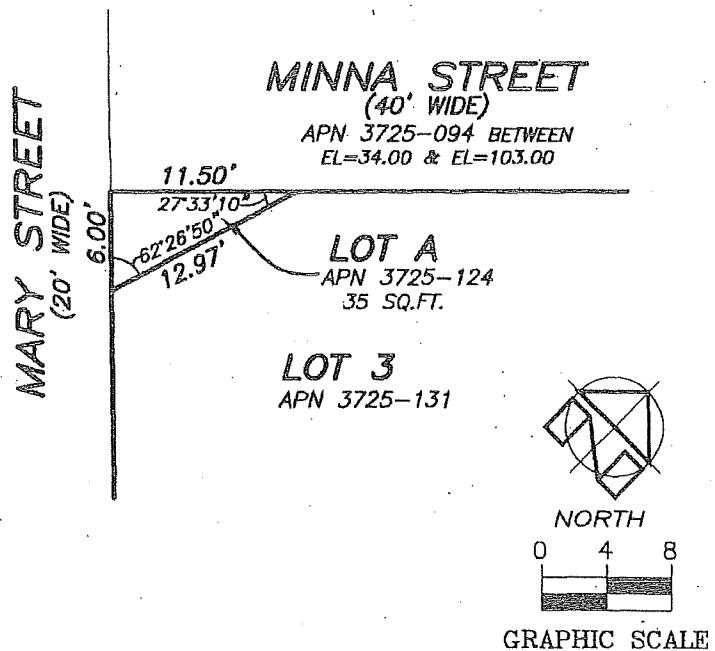
DATE: MAY 22, 2019

DAVID RON PLS 8954



Exhibit "A1"

Plat Map



NOTE

LOTS A & 3 ARE AS SHOWN ON
"FINAL MAP 8731, 5M PROJECT, PID
8731-PHASE NO. 1" RECORDED

JUNE , 2019 IN BOOK OF
CONDOMINIUM MAPS, AT PAGES

 OFFICIAL RECORDS.

GENERAL NOTES

1. ALL ANGLES ARE 90 DEGREES UNLESS NOTED OTHERWISE.
2. DIMENSIONS ARE IN FEET AND DECIMALS THEREOF.

SUBJECT: **LOT A PLAT**

BY DR CHKD. BR DATE 5-21-19 SCALE 1"=8' SHEET 1 OF 1 JOB NO. S-9166

MARTIN M. RON ASSOCIATES, INC.
LAND SURVEYORS

S-9166/DWG/LOTS A, B & C PLATS S-9166 Phase 1 FM.dwg

859 HARRISON STREET
SAN FRANCISCO, CA 94107
(415) 543-4500

RECORDING REQUESTED BY:
City and County of San Francisco



WHEN RECORDED MAIL TO:
Director of Property
Real Estate Department
City and County of San Francisco
25 Van Ness Avenue, Suite 400
San Francisco, CA 94102

**Documentary Transfer Tax is Zero;
No fee for recording pursuant to
Government Code § 27383**

APN: Block 381, Lot B

Space above this line for Recorder's Use

**OFFER OF DEDICATION
(Lot B)**

FC 5M M2 EXCHANGE, LLC, a Delaware limited liability company, being the fee title owner of record of the herein described property, hereby irrevocably offers to dedicate, in fee title, to the City and County of San Francisco, a municipal corporation (the "City"), for street sidewalk and right-of-way purposes, any and all right, title and interest in the real property situated in the City and County of San Francisco, State of California, as described in **Exhibit A** (Legal Description) and shown on **Exhibit A-1** (Plat Map) attached hereto and made a part hereof.

It is understood and agreed that the City shall incur no liability or obligation whatsoever by virtue of this offer of dedication, and shall not assume any responsibility for the offered land unless and until the land is conveyed to and accepted by the City. Any such conveyance and acceptance will be evidenced by the execution and recordation of a grant deed.

The provisions hereof shall inure to the benefit of and be binding upon the heirs, successors, assigns and personal representatives of the respective parties hereto.

(Signatures on following page)

IN WITNESS WHEREOF, the undersigned has executed this instrument as of this 6TH
day of May, 2019.

FC 5M M2 EXCHANGE, LLC,
a Delaware limited liability company

By: Matthew Elsasser
Name: MATTHEW ELSASSER
Its: EXECUTIVE VICE PRESIDENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Francisco)

On May 6, 2019, before me, Julie Garduno, a Notary Public, personally appeared MARTHA ELSNER, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature

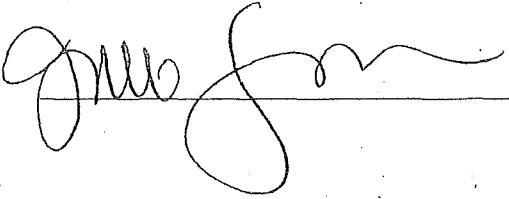


Exhibit "A"

Legal Description

S-9166
1-29-19
PAGE 1 OF 1

LEGAL DESCRIPTION

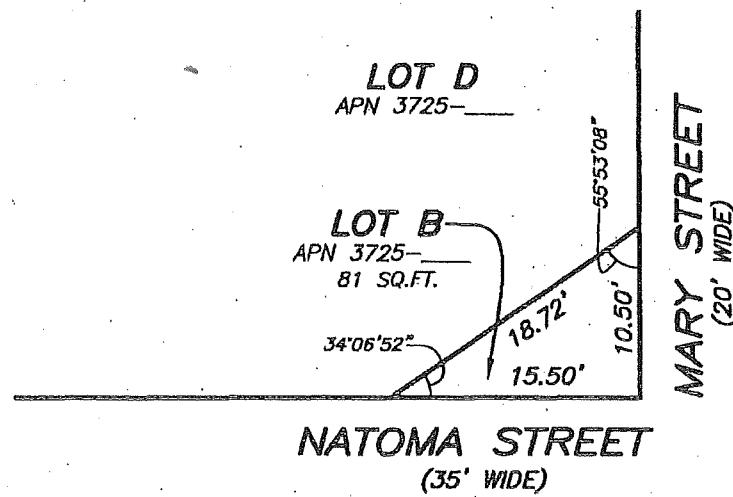
ALL THAT REAL PROPERTY SITUATED IN THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

LOT B, AS SHOWN ON "FINAL MAP 8731" RECORDED _____, 2019 IN BOOK OF CONDOMINIUM MAPS, AT PAGES _____, OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO.

BEING A PORTION OF 100 VARA BLOCK 381

Exhibit "A1"

Plat Map



GENERAL NOTES

1. ALL ANGLES ARE 90 DEGREES UNLESS NOTED OTHERWISE.
2. DIMENSIONS ARE IN FEET AND DECIMALS THEREOF.

SUBJECT: **LOT B PLAT**

BY DR CHKD. BR DATE 1-29-19 SCALE 1"=8' SHEET 1 OF 1 JOB NO. S-9166

MARTIN M. RON ASSOCIATES, INC.
LAND SURVEYORS

S-9166/DWG/LOTS A, B & C PLATS S-9166 Phase 1 FM.dwg

859 HARRISON STREET
SAN FRANCISCO, CA. 94107
(415) 543-4500

RECORDING REQUESTED BY:
City and County of San Francisco

WHEN RECORDED MAIL TO:
Director of Property
Real Estate Department
City and County of San Francisco
25 Van Ness Avenue, Suite 400
San Francisco, CA 94102

Documentary Transfer Tax is Zero;
No fee for recording pursuant to
Government Code § 27383

APN: Block 381, Lot B

Space above this line for Recorder's Use



**GRANT DEED
(Lot B)**

For valuable consideration, the receipt and adequacy of which are acknowledged, FC 5M M2 EXCHANGE, LLC, a Delaware limited liability company, hereby grants to the CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation (the "City"), the real property situated in the City and County of San Francisco, State of California, described in **Exhibit A** (Legal Description) and depicted on **Exhibit A-1** (Plat Map) attached hereto and incorporated herein.

This Grant Deed is provided in connection with, and for the purpose of evidencing the acceptance by Grantee of, that certain Offer of Dedication dated _____, 2019, which was recorded on _____, 2019 as Document No. _____, in Reel _____, Image _____, Official Records of the City and County of San Francisco ("Offer"). Upon Grantee's acceptance of this Grant Deed, Grantor's obligation as to the Offer is satisfied in all respects.

(Signature on following page.)

IN WITNESS WHEREOF, the undersigned has executed this instrument this 6th day of
May, 2019.

GRANTOR: FC 5M M2 EXCHANGE, LLC,
a Delaware limited liability company

By: Matthew Elsesser
Name: Matthew Elsesser
Its: EXECUTIVE VICE PRESIDENT

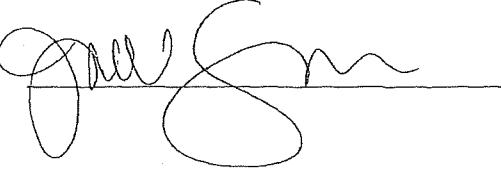
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Francisco)

On May 6, 2019, before me, Julie Garduno, a Notary Public, personally appeared Matthew C. Seeger, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature 



CERTIFICATE OF ACCEPTANCE

Government Code Section 27281

This is to certify that the interest in the real property conveyed by the grant deed dated _____, 20____, from FC 5M M2 EXCHANGE, LLC, a Delaware limited liability company, to the CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation ("Grantee"), is hereby accepted by the undersigned on behalf of Grantee, pursuant to the authority conferred by Ordinance No. _____ adopted on _____, 20____ and the Grantee consents to the recordation thereof, by its duly authorized officer.

IN WITNESS WHEREOF, I have hereunder set my hand this _____ day of _____, 20____.

CITY AND COUNTY OF SAN FRANCISCO,
a municipal corporation

By: _____
ANDRICO PENICK
Director of Real Estate

APPROVED AS TO FORM:

DENNIS J. HERRERA
City Attorney

By: _____
John Malamut
Deputy City Attorney

APPROVED LEGAL DESCRIPTIONS

By: _____
Bruce R. Storrs
City and County Surveyor
LS 6914

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Francisco)

On _____, before me, _____, a Notary Public,
personally appeared _____, who proved to me on the basis of
satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s),
or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the
foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature _____

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Francisco)

On _____, before me, _____, a Notary Public,
personally appeared _____, who proved to me on the basis of
satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s),
or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the
foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature _____

Exhibit "A"

Legal Description

S-9166

LEGAL DESCRIPTION

ALL THAT REAL PROPERTY SITUATED IN THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

LOT B, AS SHOWN ON "FINAL MAP 8731" RECORDED _____,
2019 IN BOOK ____ OF CONDOMINIUM MAPS, AT PAGES _____, OFFICIAL
RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO.
BEING A PORTION OF 100 VARA BLOCK 381
CONTAINING 81 SQUARE FEET

DR

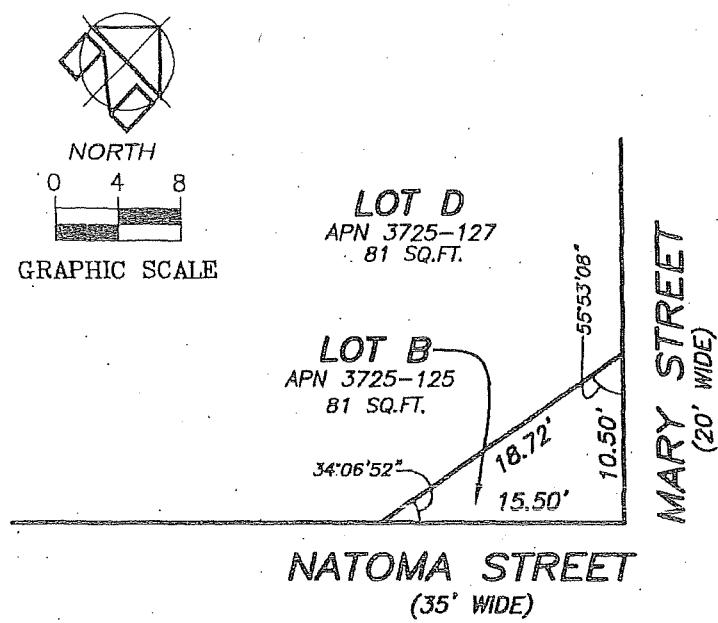
DATE: MAY 22, 2019

DAVID RON PLS 8954



Exhibit "A1"

Plat Map



NOTE

LOTS B & D ARE AS SHOWN ON
"FINAL MAP 8731, 5M PROJECT, PID
8731-PHASE NO. 1" RECORDED

JUNE 2019 IN BOOK OF
CONDOMINIUM MAPS, AT PAGES

 OFFICIAL RECORDS.

GENERAL NOTES

1. ALL ANGLES ARE 90 DEGREES UNLESS NOTED OTHERWISE.
2. DIMENSIONS ARE IN FEET AND DECIMALS THEREOF.

SUBJECT: **LOT B PLAT**

BY DR CHKD. BR DATE 5-21-19 SCALE 1"=8' SHEET 1 OF 1 JOB NO. S-9166

MARTIN M. RON ASSOCIATES, INC.
LAND SURVEYORS

S-9166/DWG/LOTS A, B & C PLATS S-9166 Phase 1 FM.dwg

659 HARRISON STREET
SAN FRANCISCO, CA. 94107
(415) 543-4500

RECORDING REQUESTED BY:
City and County of San Francisco



WHEN RECORDED MAIL TO:
Director of Property
Real Estate Department
City and County of San Francisco
25 Van Ness Avenue, Suite 400
San Francisco, CA 94102

Documentary Transfer Tax is Zero;
No fee for recording pursuant to
Government Code § 27383

APN: Block 381, Lot C

Space above this line for Recorder's Use

OFFER OF DEDICATION
(Lot C)

FC 5M M2 EXCHANGE, LLC, a Delaware limited liability company, being the fee title owner of record of the herein described property, hereby irrevocably offers to dedicate, in fee title, to the City and County of San Francisco, a municipal corporation (the "City"), for street sidewalk and right-of-way purposes, any and all right, title and interest in the real property situated in the City and County of San Francisco, State of California, as described in **Exhibit A** (Legal Description) and shown on **Exhibit A-1** (Plat Map) attached hereto and made a part hereof.

It is understood and agreed that the City shall incur no liability or obligation whatsoever by virtue of this offer of dedication, and shall not assume any responsibility for the offered land unless and until the land is conveyed to and accepted by the City. Any such conveyance and acceptance will be evidenced by the execution and recordation of a grant deed.

The provisions hereof shall inure to the benefit of and be binding upon the heirs, successors, assigns and personal representatives of the respective parties hereto.

(Signatures on following page)

IN WITNESS WHEREOF, the undersigned has executed this instrument as of this 6TH
day of May, 2019.

FC 5M M2 EXCHANGE, LLC,
a Delaware limited liability company

By: Matthew Plesser
Name: MATTHEW PLESSE
Its: EXECUTIVE VICE PRESIDENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Francisco)

On May 6, 2019, before me, Julie Garduno, a Notary Public, personally appeared Matthew C. Siebeck, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature

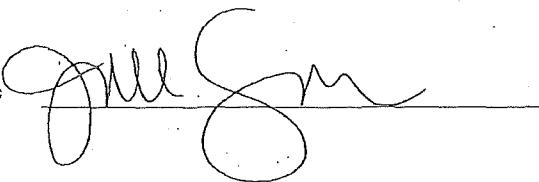


Exhibit "A"

Legal Description

S-9166
1-29-19
PAGE 1 OF 1

LEGAL DESCRIPTION

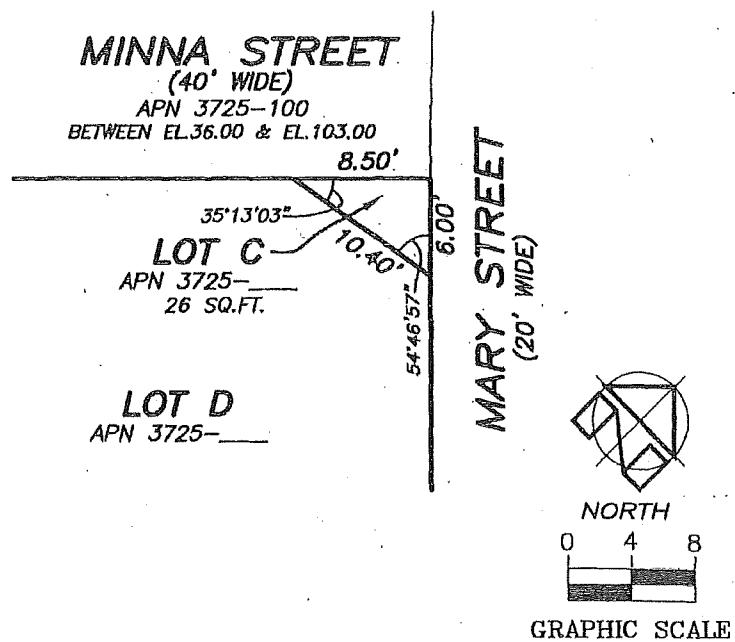
ALL THAT REAL PROPERTY SITUATED IN THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

LOT C, AS SHOWN ON "FINAL MAP 8731" RECORDED _____, 2019 IN BOOK _____ OF CONDOMINIUM MAPS, AT PAGES _____, OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO.

BEING A PORTION OF 100 VARA BLOCK 381

Exhibit "A1"

Plat Map



LEGEND

SFCO OLD SAN FRANCISCO CITY DATUM

GENERAL NOTES

1. ALL ANGLES ARE 90 DEGREES UNLESS NOTED OTHERWISE.
2. DIMENSIONS ARE IN FEET AND DECIMALS THEREOF.

SUBJECT: LOT C PLAT

BY DR CHKD. BR DATE 1-29-19 SCALE 1"=8' SHEET 1 OF 1 JOB NO. S-9166

MARTIN M. RON ASSOCIATES, INC.
LAND SURVEYORS

S-9166/DWG/LOTS A, B & C PLATS S-9166 Phase 1 FM.dwg

859 HARRISON STREET
SAN FRANCISCO, CA. 94107
(415) 543-4500

RECORDING REQUESTED BY:
City and County of San Francisco

WHEN RECORDED MAIL TO:
Director of Property
Real Estate Department
City and County of San Francisco
25 Van Ness Avenue, Suite 400
San Francisco, CA 94102

**Documentary Transfer Tax is Zero;
No fee for recording pursuant to
Government Code § 27383**



APN: Block 381, Lot C

Space above this line for Recorder's Use

**GRANT DEED
(Lot C)**

For valuable consideration, the receipt and adequacy of which are acknowledged, FC 5M M2 EXCHANGE, LLC, a Delaware limited liability company, hereby grants to the CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation (the "City"), the real property situated in the City and County of San Francisco, State of California, described in **Exhibit A** (Legal Description) and depicted on **Exhibit A-1** (Plat Map) attached hereto and incorporated herein.

This Grant Deed is provided in connection with, and for the purpose of evidencing the acceptance by Grantee of, that certain Offer of Dedication dated _____, 2019, which was recorded on _____, 2019 as Document No. _____, in Reel _____, Image _____, Official Records of the City and County of San Francisco ("Offer"). Upon Grantee's acceptance of this Grant Deed, Grantor's obligation as to the Offer is satisfied in all respects.

(Signature on following page.)

IN WITNESS WHEREOF, the undersigned has executed this instrument this 10th day of
May, 2019.

GRANTOR: FC 5M M2 EXCHANGE, LLC,
a Delaware limited liability company

By: Matthew Elseger
Name: Matthew Elseger
Its: Executive Vice President

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

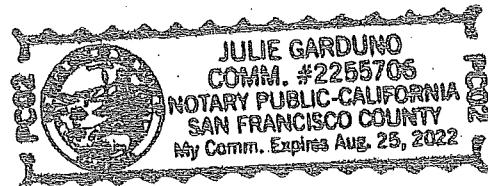
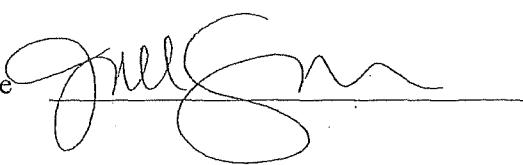
State of California)
County of San Francisco)

On May 6, 2019, before me, Julie Garduno, a Notary Public, personally appeared Matthew Clesser, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature



CERTIFICATE OF ACCEPTANCE

Government Code Section 27281

This is to certify that the interest in the real property conveyed by the grant deed dated _____, 20____, from FC 5M M2 EXCHANGE, LLC, a Delaware limited liability company, to the CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation ("Grantee"), is hereby accepted by the undersigned on behalf of Grantee, pursuant to the authority conferred by Ordinance No. _____ adopted on _____, 20____ and the Grantee consents to the recordation thereof, by its duly authorized officer.

IN WITNESS WHEREOF, I have hereunder set my hand this _____ day of _____, 20____.

CITY AND COUNTY OF SAN FRANCISCO,
a municipal corporation

By: _____
ANDRICO PENICK
Director of Real Estate

APPROVED AS TO FORM:

DENNIS J. HERRERA
City Attorney

By: _____
John Malamut
Deputy City Attorney

APPROVED LEGAL DESCRIPTIONS

By: _____
Bruce R. Storrs
City and County Surveyor
LS 6914

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Francisco)

On _____, before me, _____, a Notary Public,
personally appeared _____, who proved to me on the basis of
satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s),
or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the
foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature _____

A notary public or other officer completing this certificate verifies only the identity of the individual who signed
the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Francisco)

On _____, before me, _____, a Notary Public,
personally appeared _____, who proved to me on the basis of
satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s),
or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the
foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature _____

Exhibit "A"

Legal Description

S-9166

LEGAL DESCRIPTION

ALL THAT REAL PROPERTY SITUATED IN THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

LOT C, AS SHOWN ON "FINAL MAP 8731" RECORDED _____

2019 IN BOOK _____ OF CONDOMINIUM MAPS, AT PAGES _____, OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO.

BEING A PORTION OF 100 VARA BLOCK 381

CONTAINING 26 SQUARE FEET

DR

DATE: MAY 22, 2019

DAVID RON PLS 8954



RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:

City and County of San Francisco
Director of Property
25 Van Ness Avenue, Suite 400
San Francisco CA 94108



**EASEMENT AGREEMENT
(Public Sidewalk Easement)**

This Easement Agreement ("*Agreement*") is made by and between FC 5M H1 EXCHANGE, LLC, a Delaware limited liability company ("*Grantor*") and the City and County of San Francisco, a charter city and county ("*Grantee*"), dated for reference purposes as of May 6, 2019.

RECITALS

A. Grantor is the owner of that certain real property situated in the City and County of San Francisco, State of California, described as follows ("*Burdened Property*"):

Lot 1 of the Assessor's Block 8725, of that certain map entitled Phase 1 Final Map 8731 a Merger and Vertical Subdivision of That Certain Real Property Described in that certain Grant Deed Recorded July 17, 2015, Document No. 2015-K092345, Official Records and that certain Grant Deed Recorded July 17, 2015, Document No. 2015-K092346, Official Records. Being a Portion of 100 Vara Block 381 City and County of San Francisco, State of California, Recorded in Book ____ of Maps at Pages ____ to ____, inclusive in the Office of the Recorder of the City and County of San Francisco ("*Final Map*").

B. Grantee desires an easement for pedestrian access, ingress and egress for public sidewalk purposes over that portion of the Burdened Property described on Exhibit A (Legal Description) and shown on Exhibit A-1 (Plat Map) (the "*Easement Area*"), as an appurtenance to adjoining sidewalk areas owned by Grantee.

C. Grantor made an irrevocable offer of dedication of an easement to the Grantee on the Final Map for public sidewalk purposes, subject to the terms set forth in this Agreement, and Grantee accepted said offer.

D. This Agreement is entered into by Grantor and Grantee in order to provide the terms and conditions of the sidewalk easement across the Easement Area. All references in this Agreement to "*Grantor*" shall mean the then-existing fee owner of the Burdened Property, as changed from time to time, during its period of ownership.

AGREEMENT

NOW, THEREFORE, for valuable consideration, the receipt of which each of the parties hereto does hereby acknowledge, the parties hereto do hereby agree as follows:

1. Grant of Public Sidewalk Easement. Subject to the provisions of this Agreement, Grantor hereby grants to Grantee and its officers, employees, and agents, for the general benefit of the public, a nonexclusive, irrevocable easement solely for pedestrian access, passage, ingress and egress for public sidewalk purposes ("*Public Sidewalk Easement*"), over the Easement Area. The horizontal limits of the Easement Area are shown on Exhibit A and Exhibit A-1. The vertical limits of the Easement Area shall extend from the surface level of the private sidewalk to a height of eight (8) feet above said sidewalk surface. The Easement Area and the sidewalk and curb improvements shall be subject to the provisions of San Francisco Public Works Code Sections 706 et seq., or any successor ordinance concerning sidewalk maintenance.

2. Limitation on Use. Grantee acknowledges that the Public Sidewalk Easement is nonexclusive, and Grantor shall have the right to use the Easement Area in a manner that will not unreasonably impede the pedestrian use of the Easement Area for sidewalk purposes (i.e., that provides an unobstructed path of travel that is free from physical obstructions, excepting those improvements that have been approved for placement within the Easement Area by the Grantee). Nothing in this Agreement shall prevent Grantor from (a) constructing or installing any Required Infrastructure under the Public Improvement Agreement 5M Project Block H1 (Phase 1), or (b) performing such work as may reasonably be required to repair or maintain the Easement Area and Burdened Property, including any work to repair or maintain any utility facility located on the Burdened Property. Grantor shall maintain the Easement Area in good condition and repair, consistent with Public Works Code Section 706 (or any successor ordinance).

3. Term of Easement.

(a) Term. The Public Sidewalk Easement shall be perpetual, unless terminated in accordance with this Section 3.

(b) Termination. The Public Sidewalk Easement shall terminate, as to all or applicable portions of the Easement Area upon the earliest to occur of: (i) a written determination by the Grantee's Director of Public Works that the Public Sidewalk Easement (or a portion thereof) is no longer required by Grantee; and (ii) a written acceptance by Grantee, signed by both the Director of Property and the Director of Public Works, of a substitute easement that provides reasonable alternative access to the public. The access provided by any such alternative must, in the reasonable judgment of the Director of Public Works, be substantially equivalent in all respects (including, without limitation, the ease and ability to travel across any substitute easement area and continued access to all properties directly served by the easement or portion thereof being terminated, either alone or in conjunction with other access) to the easement or portion thereof being terminated. Upon any such termination, the parties agree to prepare, execute, and record a document reflecting the termination (and, if

applicable, the replacement easement). For Grantee, any such document shall be signed by the Director of Property (without action by the Board of Supervisors). The Public Sidewalk Easement shall not terminate before any such recordation.

4. Condition of the Burdened Property; As Is.

(a) Except as otherwise expressly set forth in this Agreement, (1) Grantor makes no representation or warranty regarding the current physical condition of the Burdened Property, and (2) Grantee accepts the Easement Area granted in its "as is" physical condition. Nothing in this Agreement shall be construed in any way to alter, amend, or otherwise relieve Grantor or Grantee of any of their respective responsibilities with regard to the physical condition of the Burdened Property (including without limitation, responsibilities with regard to environmental investigation and remediation) set forth in any document, instrument or other agreement.

5. No City Liability; Indemnity. Grantee, by acceptance of the Public Sidewalk Easement, shall not be liable for any injury or damage to any person happening on or about the Easement Area or the Burdened Property, or for any property or other damage on or about the Burdened Property, except only such injury or damage as is caused by the willful misconduct or active negligence of Grantee. Grantor shall defend, hold harmless and indemnify Grantee for all claims and losses resulting from (i) any personal injury or property damage occurring in the Easement Area (except to the extent caused by the willful misconduct or active negligence of City), and (ii) any default by Grantor under this Agreement. In no event shall Grantee's approval of any design or specification, or issuance of any permit, create any liability relative to the Burdened Property or be deemed an act of negligence or misconduct under this section.

6. Enforcement. Grantee, but not the general public, shall have all rights and remedies at law and in equity in order to enforce this Agreement (including, but not limited to, remedies for violation of a building permit or San Francisco Public Works Code Section 706, or any successor ordinance concerning sidewalk maintenance). All rights and remedies available to Grantee under this Agreement or at law or in equity shall be cumulative and not alternative, and invocation of any such right or remedy shall not constitute a waiver or election of remedies with respect to any other available right or remedy.

6. Time. Time is of the essence of each and every part of this Agreement.

7. Amendment. This Agreement may be amended or otherwise modified only in writing signed and acknowledged by Grantor and Grantee.

8. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of California.

9. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be entitled to be the original and all of which shall constitute one and the same agreement.

10. References; Titles. Wherever in this Agreement the context requires, reference to the singular shall be deemed to include the plural. Titles of sections and paragraphs are for convenience only and neither limit nor amplify the provisions of this Agreement.

11. Notice. Any notice given under this Agreement shall be in writing and given by delivering the notice in person, by commercial courier or by sending it by registered or certified mail, or Express Mail, return receipt requested, with postage prepaid, to the mailing address listed below or any other address notice of which is given. For the convenience of the parties, copies of notices may also be given by telefacsimile, to the telephone number listed below or such other numbers as may be provided from time to time.

Grantor: FC 5M H1 EXCHANGE, LLC
c/o Brookfield Properties
875 Howard Street, Suite 330
San Francisco, California 94107
Attention: James Ostrom
Telefacsimile: (415) 836-5988

with copies to: Brookfield Properties
127 Public Square, Suite 3200
Cleveland, OH 44114
Attention: General Counsel
Telefacsimile: (216) 263-6206

Grantee: Director of Department of Public Works
Department of Public Works
City and County of San Francisco
City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, California 94102-4682
Attention: [Infrastructure Task Force]
Telefacsimile: (415) 554-6177

with copies to: Office of the City Attorney
Room 234, City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, California 94102-4682
Attention: Public Works – General Counsel
Telefacsimile: (415) 554-4755

and to: Director of Real Estate
Real Estate Department
25 Van Ness Avenue, Suite 400
San Francisco, California 94108
Telefacsimile: (415) 552-9216

Any mailing address or telefacsimile number may be changed at any time by giving written notice of such change in the manner provided above at least ten (10) days prior to the effective date of the change. All notices under this Agreement shall be deemed given, received, made or communicated on the date personal receipt actually occurs or, if mailed, on the delivery date or attempted delivery date shown on the return receipt. A person may not give official or binding notice by telefacsimile. The effective time of a notice shall not be affected by the receipt, prior to receipt of the original, or a telefacsimile copy of the notice.

12. Successors. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors, including without limitation successors-in-interest of Grantor's fee interest in any of the Burdened Property.

13. Representations and Warranties. Grantor represents, warrants and covenants to Grantee the following:

(a) Good Standing. Grantor is a partnership duly organized, validly existing and in good standing under the laws of the State of California.

(b) Authority. Grantor is the sole fee owner of the Burdened Property, and Grantor has full power and authority to enter into this Agreement and to consummate the transactions contemplated by it. This Agreement has been duly authorized by all necessary action on the part of Grantor and no other action on the part of Grantor is necessary to authorize the execution and delivery of this Agreement.

14. Exclusive Benefit of Parties. The provisions of this Agreement are for the exclusive benefit of Grantor and Grantee and their successors, subject to the provisions hereof, and not for the benefit of nor give rise to any claim or cause of action by any other person; and this Agreement shall not be deemed to have conferred any rights upon any person except Grantor and Grantee.

15. Severability. If any provision of this Agreement shall to any extent be invalid or unenforceable, the remainder of this Agreement (or the application of such provisions to persons or circumstances other than those in respect of which it is invalid or unenforceable) shall not be affected thereby, and each provision of this Agreement, unless specifically conditioned upon such invalid or unenforceable provision, shall be valid and enforceable to the fullest extent permitted by law.

16. Entire Agreement. This Agreement, together with any attachments hereto or inclusions by reference, constitute the entire agreement between the parties on the subject matter hereof, and this Agreement supersedes and cancels any and all previous negotiations, arrangements, agreements and understandings, if any, between the parties hereto with respect to the easement that is the subject matter of this Agreement.

17. Compliance With Laws. Grantor shall comply with all applicable laws, statutes, ordinances, rules and regulations of federal, state and local authorities with respect to its use of the Easement Area.

18. Burden on Land. The Public Sidewalk Easement shall be a burden on the Burdened Property, which burden shall run with the land and shall be binding on any future owners and encumbrances of the Easement Area.

19. Survival. All representations, warranties, waivers, and indemnities given or made hereunder shall survive termination of this Agreement.

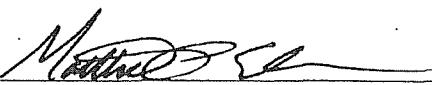
20. Notices Concerning Use. Grantor reserves the right to record, post and publish notices as referred to in Section 813, 1008 and 1009 of the California Civil Code; provided, that such notices shall not affect the rights and obligations of Grantor and Grantee hereunder and, where appropriate, any such notice shall include recognition of the provisions of this Agreement.

IN WITNESS WHEREOF, this Agreement has been executed by the parties hereto on
May 6, 2019.

CITY AND COUNTY OF SAN FRANCISCO
a charter city and county

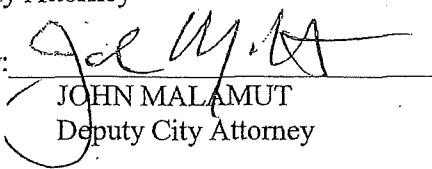
By: _____
ANDRICO PENICK
Director of Real Estate

FC 5M HI EXCHANGE, LLC,
a Delaware limited liability company

By: 
Name: Matthew Elsesser
Its: EXECUTIVE VICE PRESIDENT

APPROVED AS TO FORM:

DENNIS J. HERRERA,
City Attorney

By: 
JOHN MALAMUT
Deputy City Attorney

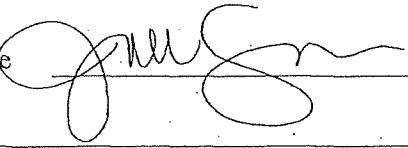
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Francisco)

On May 6, 2019, before me, Julie Garduno, a Notary Public, personally appeared Matthew ELSESSER, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature 



A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Francisco)

On _____, before me, _____, a Notary Public, personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature _____

EXHIBIT A
[Easement Area]

Legal Description

S-9166
1-4-19
PAGE 1 OF 1

LEGAL DESCRIPTION

"PUBLIC SIDEWALK EASEMENT"

ALL THAT REAL PROPERTY SITUATED IN THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

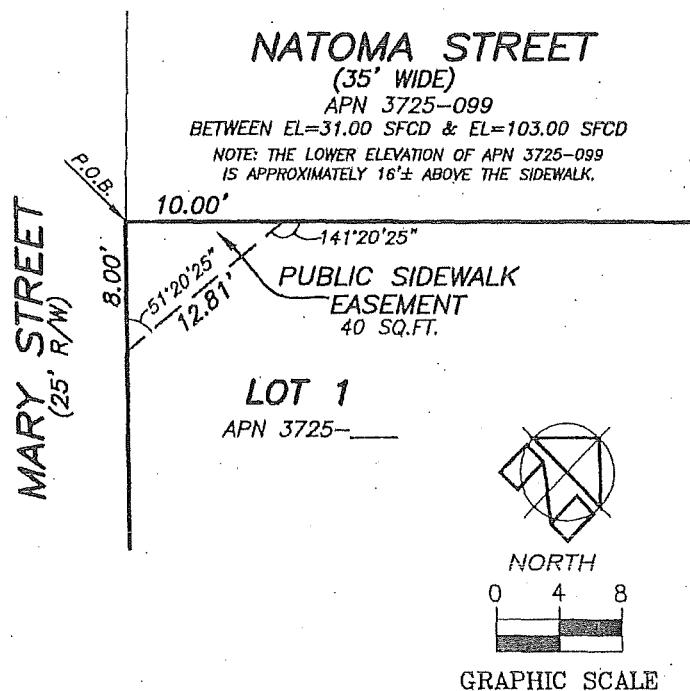
BEGINNING AT THE POINT OF INTERSECTION OF THE SOUTHEASTERLY LINE OF NATOMA STREET (35 FEET WIDE) WITH THE NORTHEASTERLY LINE OF MARY STREET (25 FEET WIDE); THENCE NORTHEASTERLY ALONG SAID SOUTHEASTERLY LINE OF NATOMA STREET 10.00 FEET; THENCE AT A DEFLECTION ANGLE OF $141^{\circ}20'25''$ TO THE RIGHT, 12.81 FEET TO A POINT ON SAID NORTHEASTERLY LINE OF MARY STREET DISTANT THEREON 8.00 FEET SOUTHEASTERLY FROM SAID SOUTHEASTERLY LINE OF NATOMA STREET; THENCE NORTHWESTERLY ALONG SAID NORTHEASTERLY LINE OF MARY STREET 8.00 FEET TO THE POINT OF BEGINNING.

BEING A PORTION OF 100 VARA BLOCK 381



EXHIBIT A-1
[Easement Area]

Plat Map



LEGEND

P.O.B. POINT OF BEGINNING
SFCD OLD SAN FRANCISCO CITY DATUM

GENERAL NOTES

1. ALL ANGLES ARE 90 DEGREES UNLESS NOTED OTHERWISE.
2. DIMENSIONS ARE IN FEET AND DECIMALS THEREOF.

SUBJECT: PUBLIC SIDEWALK EASEMENT

BY DR CHKD. BR DATE 1-4-19 SCALE 1"=8' SHEET 1 OF 1 JOB NO. S-9166

MARTIN M. RON ASSOCIATES, INC.
LAND SURVEYORS

S-9166/DWG/SIDEWALK EASEMENT S-9166 Phase 1 FM.dwg

859 HARRISON STREET
SAN FRANCISCO, CA. 94107
(415) 543-4500

CERTIFICATE OF ACCEPTANCE

This is to certify that the interest in real property conveyed by this easement agreement dated _____, from the grantor to the City and County of San Francisco, a charter city and county, is hereby accepted by order of its Board of Supervisors' Ordinance No. _____, adopted on _____, 20____, and the grantee consents to recordation thereof by its duly authorized officer.

Dated: _____

CITY AND COUNTY OF SAN FRANCISCO

By: _____

JOHN UPDIKE
Director of Real Estate



SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

<input type="checkbox"/> Inclusionary Housing	<input checked="" type="checkbox"/> Public Open Space
<input checked="" type="checkbox"/> Childcare Requirement	<input checked="" type="checkbox"/> First Source Hiring (Admin. Code)
<input checked="" type="checkbox"/> Jobs Housing Linkage Program	<input checked="" type="checkbox"/> Transit Impact Development Fee
<input checked="" type="checkbox"/> Downtown Park Fee	<input checked="" type="checkbox"/> Other – Development Agreement
<input checked="" type="checkbox"/> Public Art	

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

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

Planning Commission Motion No. 19467 Office Allocation

HEARING DATE: SEPTEMBER 17, 2015

Date: September 3, 2015
Case No.: 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD
Project Address: 925 Mission Street and various parcels (aka "5M")
Existing Zoning: RSD (Retail/Service) Mixed-Use District
40-X/85-B Height and Bulk District
SOMA Youth and Family Special Use District
Block/Lots: Lots 005, 006, 008, 009, 012 and 098 of Assessor's Block 3725
[the "H-1 Site"]
Project Sponsor: Audrey Tendell
5M Project, LLC
875 Howard Street, Suite 330
San Francisco, CA 94103
Staff Contact: Kevin Guy – (415) 558-6163
Kevin.Guy@sfgov.org
Recommendation: Approval with Conditions

ADOPTING FINDINGS RELATING TO THE APPROVAL OF ALLOCATION OF OFFICE SQUARE FOOTAGE UNDER THE 2014-2015 ANNUAL OFFICE DEVELOPMENT LIMITATION PROGRAM PURSUANT TO SECTIONS 320 THROUGH 325 OF THE PLANNING CODE FOR A PROJECT TO CONSTRUCT A NEW 25-STORY BUILDING REACHING A MAXIMUM HEIGHT OF APPROXIMATELY 362 FEET, WITH AN APPROXIMATELY 30-FOOT ARCHITECTURAL SCREEN, FOR A TOTAL HEIGHT OF APPROXIMATELY 395 FEET, CONTAINING APPROXIMATELY 593,500 SQUARE FEET OF OFFICE USES, APPROXIMATELY 33,000 SQUARE FEET OF ACTIVE GROUND FLOOR AND MEZZANINE SPACE (INCLUDING 7,100 SQUARE FEET OF RETAIL), AND UP TO THREE SUBTERRANEAN LEVELS WITH VEHICLE AND BICYCLE PARKING, LOADING, AND MECHANICAL SPACE, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND THE EIGHT PRIORITY POLICIES OF PLANNING CODE SECTION 101.1(b). THE PROJECT SITE IS CURRENTLY LOCATED IN THE RSD (RESIDENTIAL SERVICE) DISTRICT, THE 40/85-B HEIGHT AND BULK DISTRICT, AND THE SOMA YOUTH AND FAMILY SPECIAL USE DISTRICT.

PREAMBLE

On August 19, 2014, May 15, 2015, and August 7, 2015, 5M Project, LLC ("Project Sponsor") filed entitlement applications with the San Francisco Planning Department for the development of a mixed-use commercial, residential and retail/educational/cultural development project known as the 5M Project ("5M Project"), including a request for an allocation of office space pursuant to Sections 320 through 325 (Annual Office Development Limitation Program) (Case No. 2011.0409OFA) for a project to construct a new 25-story building reaching a maximum height of approximately 362 feet, with an approximately 30 foot architectural screen, for a total height of approximately 395 feet, containing approximately 593,500 square feet of office uses, approximately 33,000 square feet of active ground floor and mezzanine space (including 7,100 square feet of retail), and up to three, subterranean levels with vehicle and bicycle parking, loading, and mechanical space, located at 172,190 Fifth Street; 910, 912, 914-918 and 924-926 Howard Streets, on lots 5, 6, 8, 9, 12 and 98 of Assessors Block 3725 ("H-1 Site") within the proposed "Fifth and Mission Special Use District" ("5M SUD") and generally referred to as the "H-1 Project." The H-1 Project is one of three new buildings in the larger mixed use commercial residential, retail/educational/cultural development project known as the 5M Project.

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

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

The 5M Project proposes to demolish surface parking lots and several existing buildings (926 Howard Street, 912 Howard Street, 409-411 Natoma Street, and 190 Fifth Street), retain the Dempster, Camelline, Chronicle, and Examiner (portion) buildings, and construct three new towers on the 5M Project site, with occupied building heights ranging from approximately 200 feet to 450 feet. The 5M Project includes approximately 821,300 square feet of residential uses (approximately 690 units), 807,600 square feet of office uses (including active office uses at or below the ground floor), and 68,700 square feet of other active ground floor uses (a mix of retail establishments, recreational and arts facilities, restaurants, workshops, and educational uses).

The 5M Project would also include vehicular parking, bicycle parking, and loading facilities, an extensive program of private- and publicly-accessible open space, and streetscape and public-realm improvements. The northerly portion of Mary Street between Minna and Mission Streets would be converted into a pedestrian alley lined with active uses and enhanced with seating, landscaping, and pedestrian-scaled lighting. Public Open Space will be provided at the center of the 5M Project, providing active and passive space incorporating artwork, landscape and treatments and furnishings. Another significant open space would be situated on the rooftop of the Chronicle building, including a deck, lawn space, seating and opportunities for urban agriculture and outdoor gardens.

On November 20, 2014, the Planning Commission held an informational hearing regarding the 5M Project, which included a broad overview of the design and regulatory approach being proposed for the site. On July 23, 2015, the Planning Commission held a second informational hearing for the 5M Project, which focused on the Design for Development document proposed as part of the overall project entitlements. On August 6, 2015, the Planning Commission held a third informational hearing for the 5M Project, focusing on public benefits, wind and shadow effect, circulation design and transportation, and street improvements. On September 3, 2015, the Planning Commission held a final informational hearing on the Project, focusing on various issues raised at the third informational hearing.

In order for the 5M Project to proceed and be developed with the proposed mix of uses and development controls, various General Plan amendments, height reclassifications and amendments to the Planning Code and Zoning Maps, together with additional entitlements and approvals, are required.

On July 9, 2015, Mayor Lee introduced draft Ordinances with respect to the 5M Project 1) approving a Development Agreement for the Project, and 2) amending the Planning Code to add Section 249.74 to create the 5M Special Use District, and amending Sectional Maps ZN01, SU01, and HT01 of the Zoning Map to reflect the 5M Special Use District and height reclassifications associated therewith. In order for the 5M Project to proceed and be developed with the proposed mix of uses and development controls, various General Plan amendments, height reclassifications and amendments to the Planning Code and Zoning Maps, together with additional entitlements and approvals, are required, including this Office Allocation. The 5M SUD is described in Commission Resolution No. 19464 and 5M Design for Development described in Commission Motion No. 19465 which together form the basic regulatory scheme for the 5M Project, which requires, in lieu of Planning Code Section 309, which typically applies to development of buildings within the C-3 Zoning Districts, the conditional use authorization process described in the 5M SUD.

On August 6, 2015, the Planning Commission held a duly noticed public hearing to consider initiation of General Plan Amendments associated with the 5M Project, and adopted Resolution No. 19429 initiating such General Plan Amendments.

On October 15, 2014, the Department published a draft Environmental Impact Report (EIR) for public review. The draft EIR public comment period was originally proposed to end on December 1, 2014, and was subsequently extended by the Environmental Review Officer to January 7, 2015. On November 20, 2014, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting to solicit comments regarding the draft EIR. On August 13, 2015, the Department published a

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

On September 17, 2015, at a duly noticed public hearing at a regularly scheduled meeting, by Motion No. 19459, the Commission adopted findings, including a statement of overriding considerations and a Mitigation Monitoring and Reporting Program pursuant to CEQA, the State CEQA Guidelines and Chapter 31 of the Administrative Code. In accordance with the actions contemplated herein, the Commission has reviewed the Final EIR for the 5M Project and adopts and incorporates by reference as though fully set forth herein the findings, including a statement of overriding considerations, pursuant to CEQA, adopted by the Commission by Motion No 19459.

Also on September 17, 2015 at a duly noticed public hearing at a regularly scheduled meeting, by Resolution Nos. 19464, 19463, 19466, 19459 and 19460, the Commission adopted Resolutions recommending that the Board of Supervisors approve the 5M SUD, various General Plan amendments required for the 5M Project, a Development Agreement for the 5M Project, and adopted findings in connection therewith.

Also on September 17, 2015, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting regarding the Office Allocation Application for the H-1 Project. 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. 2011.0409OFA, 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 5M Project Site is located on approximately four acres of land under single ownership, bounded by Mission, Fifth and Howard Streets. The site is generally bounded by Mission Street to the north, Fifth Street to the east, Howard Street to the south, and Mary Street to the west, along with several additional parcels further to the west along Mary Street. It is currently occupied by eight buildings with approximately 318,000 square feet of office and cultural uses, and several surface parking lots. Buildings on the site include the San Francisco Chronicle Building, Dempster Printing Building and Camelline Building, as well as five low-rise office/warehouse/commercial workshop buildings and several surface parking lots. The site consists of Assessor's Block 3725, Lots 005, 006, 008, 009, 012, 042-047, 076, 077, 089-091, 093, 094, and 097-100. The H-1 Site is located at the southeast portion of the 5M Project Site, measuring approximately 40,200 square feet. The H-1 Site is currently occupied by surface parking uses, as well as four existing buildings containing warehouse and commercial workshop uses.
2. **Surrounding Properties and Neighborhood.** The 5M Project Site is located at the nexus of the Downtown, SOMA, and Mid-Market areas, within a context characterized by intense urban development and a diverse mix of uses. The Westfield San Francisco Centre located at the southeast corner of Market and Fifth Streets, which defines the entry into the major retail shopping district around Union Square. The Fifth and Mission Parking Garage and the University of the Pacific School of Dentistry are located immediately to the east across Fifth Street, with the Metreon shopping center, Yerba Buena Gardens, and Moscone Center situated further to the east. The 340-foot Intercontinental Hotel is immediately to the east of the 5M Project site, while the Pickwick Hotel and the Hotel Zetta are located along the 5th Street corridor. The Old Mint is situated immediately to the north of the 5M Project site across Mission Street. Existing buildings to the west and the south of the 5M Project site tend to be lower in scale, and contain a wide variety of uses, including residential hotels, older and newly-constructed residential buildings, offices, retail establishments, and automotive repair. The transit spine of Market Street is situated one block to the north, while the alignment of the future Central Subway is located one block to the east along Fourth Street.
3. **H-1 Site - Proposed Project.** The H-1 Project on the approximately 40,200 square foot H-1 Site would include the demolition of existing surface parking (on 435-39 and 441-45 Minna Street, 44 and 55 Mary Street) and the demolition of four one- and two-story buildings (totally 25,300 sq. feet), at 172, 190 Fifth Street, 910, 912, 914-916, and 924-926 Howard Street. The proposed H-1 project development includes construction of an up to 617,900 square feet, 395 foot tall-25 story office building with approximately 593,500 square feet of office use, 584,900 square feet of office space above the ground floor, and 33,000 square feet of actual ground floor and mezzanine space (including retail, office (8,600) lobby/core and building service space); up to three subterranean levels of vehicle and bicycle parking and loading; a freight loading dock on the ground floor, approximately 11,000 square foot private terrace on the southwest side of the building at or above the tenth floor, adjacent pedestrian improvements along Mary Street, and other associated streetscape improvements.

4. **Public Comment.** The Planning Department has received extensive written and verbal comments from members of the public regarding the proposed 5M Project. In general, communications in support of the project praise the development of a relatively underutilized site with housing, employment, and retail opportunities, the public benefits package outlined in the Development Agreement for the project (including contributions toward affordable housing, youth, workforce, and arts programs, and transportation), enhancement of streetscapes and the provision of new open spaces. Communications in opposition to the project express concerns regarding displacement and changes in neighborhood character, traffic, incompatibility in the scale of the new buildings, and changes to existing height and zoning controls necessary to allow the project to proceed.
5. **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 September 3, 2015, there exists 1,430,192 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, 2015. With the allocation of 593,500 square feet to the H-1 Building (as well as 40,000 square feet to the Chronicle (M-1) Building portion of the 5M Project) of net new office space, a total of 633,500 square feet to the 5M Project, a total of 796,692 square feet of office space would be available for allocation. On October 17, 2015 and October 17 of each succeeding year, an additional 875,000 square feet of office space will become available for allocation to buildings of greater than 49,999 square feet of office space.

The 5M Project would improve the balance between San Francisco's economic growth and its housing supply by contributing substantial affordable housing benefits as outlined in the Development Agreement for the Project. The 5M Project is also subject to the Transportation Impact Development Fee, Child Care In-Lieu Fee, Downtown Parks Fee, all of which will contribute to maintaining a balance between economic growth and housing, transportation and public services. Additionally, the 5M Project would create both new construction jobs and permanent new jobs and 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.

In general, the downtown core of San Francisco offers relatively few remaining opportunity sites for employment growth. The Project would maximize development intensity at one of the largest and last remaining opportunity sites, and would utilize the site for both housing and substantial employment uses. The Project 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 H-1 Site Project implements this vision through the development of 593,500 square feet of office space, located within walking distance of the future Transit Center, the future Central Subway, and 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 H-1 Project is consistent with the General Plan for the reasons described in Motion No. 19460, Case No. 2011.0409, as applicable to the 5M Project as a whole and separately to the H-1 Project. The Project would advance the objectives and policies of the Commerce, Urban Design, 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.

While it is anticipated that the 5M Project will generally be developed in accordance with the plans approved at the time of entitlement, future evolution of aspects of the project implementation (such as exterior architectural treatments and variations in massing) may be modified during its design development where consistent with the 5M SUD and the 5M Design for Development ("D4D") document. The D4D articulates a vision for the character of the overall project, and provides specificity on aspects of architecture and massing, streetscape improvements, landscaping and greening, lighting, circulation and transportation facilities, public art, open space programming and design, activation and enhancement of the pedestrian realm, and sustainability features. The scope of the D4D is expansive, and the guidelines and regulations within each topic area are detailed.

The D4D includes specific guidance for each of the new buildings proposed for the 5M Project, including the H1 Site. The bulk controls are intended to allow larger, more flexible floorplates to serve a variety of office tenants, while providing design controls that minimize the apparent bulk that results from the larger floorplates. The tower would have a maximum base height of 145 feet. Above this base, the tower would be expressed as two massings that would read as distinct, but connected buildings. Each individual massing would be subject to specific bulk controls.

Where the two massings of the tower are joined, horizontal offsets measuring a total of 60 feet would be required to create substantial breaks in plane that will articulate and animate the façade. A deep reveal, measuring a minimum of 8'x 10', would create a "seam" where the massings are joined at the south elevation that will further enhance the distinction between the two massings. Finally, the two massings must maintain a 40-foot difference in height to avoid a "plateau" effect within the skyline.

Revisions to Project and/or individual buildings determined by the Planning Director to be consistent with the 5M SUD, the D4D, and, where applicable, existing conditional use authorization, may be reviewed and approved by the Planning Director. Inconsistent modifications to the Project would be considered by the Planning Commission and, if applicable, the Board of Supervisors.

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 H-1 Site Project's proposed office and retail uses are permitted uses in the C-3-S District.

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

The H-1 Project is a 617,900 gsf office building, including 593,500 gsf of office space, including 8,600 gsf of active ground floor office use and 7,100 square feet of ground floor retail uses. Its proposed location is an underutilized site measuring approximately 40,200 square-feet that currently contains 22,700 square feet of surface parking with the remaining area composed of low-rise warehouse/commercial workshop uses. The H-1 Site is currently located within the RSD Zoning District, but is proposed for rezoning to the C-3-S (Commercial Support) Zoning District in order to correspond with the zoning that applies to the remainder of the 5M Project Site. In addition, the H-1 Site is proposed to be located within the 5M SUD that would apply to the entirety of the 5M Project Site. The high-density office and active ground floor uses proposed by the H-1 Project are desirable for and compatible with the proposed location and with uses found in the surrounding neighborhood, as described below.

Under the Downtown Plan, high density office uses are encouraged, and are principally permitted uses within the C-3-S District. The Downtown Plan encourages prime downtown office activities to grow so long as negative effects can be controlled, including the displacement of other uses. The H-1 Project would displace minimal amounts of existing uses because over half of the H-1 Site is surface parking. Furthermore, as discussed in the Draft Environmental Impact Report for the 5M Project, which includes the H-1 Project, all but three potentially significant impacts of the overall 5M Project are reduced to less than significant levels, and the Project would implement measures to reduce these remaining three impacts to the extent feasible. The H-1 Project provides office use of the type encouraged by the Downtown Plan.

The size and intensity of the office use proposed in the H-1 Project building is particularly desirable for the proposed location. The H-1 Site is underutilized given its current use and proximity to existing and growing employment centers in Downtown and SoMa, as well as to the major Powell Street transit hub and transit corridors on Market Street and Mission Street, and the Central Subway alignment on Fourth Street. Locating high-density uses in proximity to transit is consistent with Downtown Plan goals of promoting additional transit usage and ensuring that the number of private vehicle trips to Downtown are not detrimental to the area, because users will be within convenient walking distance of many transit options.

The varied land uses in the immediate vicinity of the H-1 Project reflect the intersection of Downtown and SoMa, with high-rise hotel, major retail, convention center, midrise office and residential development within one block of the building site. Additional major planned and approved projects in the immediate vicinity include two hotels, mixed-use residential and commercial uses, and expansion of Moscone Center. Mid- and high-rise office and residential uses are also approved and proposed within the surrounding neighborhoods, including the Transit Center District Plan area, Mid-Market, and forthcoming Central SoMa Plan area. Given this context, the size and intensity of the H-1 Project would be consistent with existing and proposed uses and character of the surrounding neighborhood. As concluded in the Final EIR, the 5M Project, including the H-1 Project building, would be compatible with and would not overwhelm the existing neighborhood character, including nearby historic resources.

Lastly, the pedestrian streetscape and open space improvements proposed by the H-1 Project would function as a connection between the surrounding neighborhoods, and contribute to greater activity levels within the H-1 Project area itself. This would provide a desirable,

pedestrian-friendly experience that would interact with ground floor retail space in the H-1 Project building.

Thus, the size and intensity of the H-1 Project, at its proposed location within the Downtown Plan and C-3-S District, is appropriate and desirable because it meets the City's planning and zoning objectives for this area, it would not overwhelm neighborhood character, and its streetscape and open space improvements would be beneficial functional connections to the surrounding neighborhood.

b) Transit Accessibility. The H-1 Project site is two blocks from major transit hubs at Powell Street BART/Muni station, Market Street and the forthcoming Central Subway station at Folsom and Fourth Street. The Golden Gate Bridge, Highway, and Transportation District, SamTrans and A/C Transit Districts all operate regional transit services between San Francisco and Marin/Sonoma, San Mateo and Alameda/Contra Costa Counties, respectively, with stops within three blocks of the H-1 Project. Its transit-rich location particularly enhances the accessibility of the site and minimizes the project's impact on vehicle traffic patterns.

c) Open Space Accessibility. The overall 5M Project includes the development of publicly-accessible open spaces and public realm improvements. The H-1 Project portion of the overall 5M Project would include pedestrian-oriented streetscape improvements to Mary Street between Howard and Minna Streets – such as special paving, shallow curbs, and street furnishings – that would transform that right of way into a shared public way for pedestrians and vehicles.

Construction of the H-1 Project would also include Mary Court West, a publicly accessible 14,600 sf open space located between Minna and Natoma Streets west of Mary Street, as well as a 1,600 sf open space snippet along Mary Street adjacent to H-1. Mary Court West is intended to invite the public to interact with public art, landscaping and other programmed elements within the open space, resulting in a vibrant and active open space that is adjacent to active ground floor uses within the H-1 Project building. Mary Court West will be consistent with Guidelines for Downtown Open Space and will serve as a publicly accessible private open space consistent with Planning Code requirements for these spaces.

d) Urban Design.

The nature of the H-1 Site is a collection of underutilized parcels, including surface parking lots and low-density warehouse/commercial workshop uses. The size and shape of the H-1 Site is sufficient to accommodate the proposed uses without being detrimental to persons residing or working in the vicinity, existing properties or potential development in the vicinity of the H-1 Project.

The H-1 Site is located in the larger block pattern located South of Market Street. These blocks generally provide sufficient area to accommodate high-density uses like the H-1 Project building. The H-1 Site itself is appropriate for the high-density use. It is buffered on all sides by public streets, and for the sole existing adjacent building (198 Fifth Street), the H-1 Building proposes to provide a setback that respects the light well in that building, thereby preserving light and air to the uses in therein.

The overall design concept for the H-1 Project is to reflect both the density and height of Downtown and the diverse architectural character of SoMa. As an office tower, the H-1 Project reflects the density and height of Downtown. Meanwhile, concentrating building height on Fifth Street enables the creation of open space and a vibrant pedestrian realm to the interior of the 5M

Project site. The proposed active ground floor uses within the H-1 Project would interact with these open spaces to reflect the finer-grain character of SoMa. These open spaces and pedestrian-oriented streetscapes, bordered in part by retail uses, would also provide a beneficial functional connection to the surrounding neighborhood.

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

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.

The Project Sponsor shall make contributions and require contractors, consultants, subcontractors and subconsultants, as applicable, to undertake activities to support workforce development in both the construction and end-use phases of the Project as set forth in the Workforce Agreement of the 5M Project Development Agreement. The Project will also comply with the requirements of Planning Code Section 164, which includes city resident employment and training requirements.

As proposed, the H-1 Project provides a range of commercial floorplates sizes in a location identified for office uses (the C-3 District). In so doing, it accommodates commercial office demand for existing large floorplate buildings without converting buildings in the surrounding SoMa area that are traditionally used for industrial and service uses, thereby helping to preserve existing space for those uses.

The H-1 Project will provide future opportunities for service-sector employment within the ground floor retail uses in the Project.

VI. THE EXTENT TO WHICH THE PROPOSED DEVELOPMENT WILL BE OWNED OR OCCUPIED BY A SINGLE ENTITY.

The entire nearly 4-acre 5M Property site is currently under the ownership of the 5M Project, LLC. The anticipated tenant or tenants will be determined at a later date. It is not known whether the 5M or H-1 Site Project will be occupied by a single entity.

VII. THE USE, IF ANY, OF TRANSFERABLE DEVELOPMENT RIGHTS ("TDRs") BY THE PROJECT SPONSOR.

The proposed 5M SUD, which would include the H-1 Site, establishes a maximum floor area ratio applicable to the entire 5M Project, and does not require the use of TDRs.

7. **General Plan Conformity.** The General Plan Consistency Findings set forth in Planning Commission Resolution No. 19460, Case No. 2011.0409 apply to this Motion, and are incorporated herein as though fully set forth.
8. **Priority Policy Findings.** Section 101.1(b) establishes eight priority planning policies and requires

the review of permits for consistency with said policies. The 5M Project and by reference therein, the M-1 Project, together and separately comply with these policies, on balance, for the reasons set forth in Planning Commission Resolution No. 19460, Case No. 2011.0409, which findings are incorporated herein as though fully set forth.

9. The Commission hereby finds that granting the Office Allocation in this case will particularly promote the public welfare, convenience and necessity for the reasons set forth above.

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. 2011.0409OFA, subject to the conditions attached hereto as Exhibit A, which is incorporated herein by reference as though fully set forth, and in general conformance with the plans attached to Motion No. 19472 as Exhibit B, on file in Case Docket No. 2011.0409CUA.

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

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Section 320-325 Office Space Allocation to the Board of Supervisors under Planning Code Section 308.1. The effective date of this Motion shall be the date of adoption by the Board of Supervisors of the 5M SUD, and the same being effective and operative OR the date of the decision of the Board of Supervisors if appealed to the Board of Supervisors. For further information regarding an appeal, please contact the Clerk of the Board of Supervisors in person at San Francisco City Hall or call (415) 554-5184.

I hereby certify that the foregoing Motion was **ADOPTED** by the Planning Commission at its regular meeting on September 17, 2015.

Jonas P. Ionin
Commission Secretary

AYES: Antonini, Fong, Hillis, Johnson, Richards
NOES: Moore, Wu
ABSENT: None
ADOPTED: September 17, 2015

EXHIBIT A

AUTHORIZATION

This authorization is for an allocation of office space under the Annual Office Development Limitation Program for a development application under the proposed "Fifth and Mission Special Use District ("5M SUD"), Planning Code Section ("Section") 249.74 for a project to construct a new 25-story building reaching a maximum height of approximately 362 feet, with an approximately 30 foot architectural screen, for a total height of approximately 395 feet, containing approximately 593,500 square feet of office uses, approximately 33,000 square feet of active ground floor and mezzanine space (including 7,100 square feet of retail), and up to three subterranean levels with vehicle and bicycle parking, loading, and mechanical space, located at 172,190 Fifth Street; 910, 912, 914 918 and 924 926 Howard Streets, on Lots 005, 006, 008, 009, 012 and 098 of Assessors Block 3725 ("H-1 Site") within the proposed "Fifth and Mission Special Use District" ("5M SUD") and generally referred to as the "H-1 Project." The subject property is currently located within the RSD District, and the 40/85-X Height and Bulk District. Such Authorization is for a Project as described therein and subject to these conditions of approval reviewed and approved by the Commission on September 17, 2015 under Motion No 19467, and in general conformance with plans, dated September 17, 2015 and attached to Motion No. 19472 and stamped "EXHIBIT B" for Case No. 2011.0409CUA, This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit for new construction or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on September 17, 2015 under Motion No 19467.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

These conditions of approval of this Planning Commission Motion No. 19467 shall be reproduced on the Index Sheet of construction plans submitted with the site or building permit application for the Project. The Index Sheet of the construction plans shall reference to the Conditional Use authorization and any subsequent amendments or modifications.

SEVERABILITY

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

CHANGES AND MODIFICATIONS

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

Conditions of Approval, Compliance, Monitoring, and Reporting

PERFORMANCE

Additional Project Authorization. In order to implement the overall 5M Project, the 5M Project Sponsor must obtain 1) Findings under Section 295 as to whether the shadow cast by the 5M Project on Boeddeker Park would have an adverse impact, 2) Height Reclassifications to reflect the building heights identified in the Design for Development Document for the Project, 3) Planning Code Amendments and Zoning Map Amendment to adopt the "Fifth and Mission Special Use District" associated with the 5M Project, 5) General Plan Amendments to maps and exhibits in the Downtown Plan, Urban Design Element, and South of Market Area Plan associated with the Project for the subject property, and 6) Approval of the Design for Development document associated with the 5M Project. In addition, in order to implement the M-1 Project, the Project Sponsor must obtain a Conditional Use Authorization for the H-1 Site, and the conditions of approval for Case No. 2011.0409CUA, attached as Exhibit B to Motion No. 19472 are incorporated by reference as though fully set forth herein. The conditions set forth below are additional conditions required in connection with the Project. If these conditions overlap with any other requirement imposed on the Project, the more restrictive or protective condition or requirement, as determined by the Zoning Administrator, shall apply.

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

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

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



SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

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

1650 Mission St.
Suite 400
San Francisco,
CA 94103-2479
Reception:
415.558.6378
Fax:
415.558.6409

Planning
Information:
415.558.6377

Planning Commission Motion No. 19468 Office Allocation

HEARING DATE: SEPTEMBER 17, 2015

Date: September 3, 2015
Case No.: 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD
Project Address: 901-925 Mission Street (portion of 5M Project)
Existing Zoning: C-3-S (Downtown Support) District
90-X and 160-F Height and Bulk Districts
Block/Lot: Lot 93 of Assessor's Block 3725 [the "M-1 Site/Chronicle Building"]
Project Sponsor: Audrey Tendell
5M Project, LLC
875 Howard Street, Suite 330
San Francisco, CA 94103
Staff Contact: Kevin Guy – (415) 558-6163
Kevin.Guy@sfgov.org
Recommendation: Approval with Conditions

ADOPTING FINDINGS RELATING TO THE APPROVAL OF ALLOCATION OF OFFICE SQUARE FOOTAGE UNDER THE 2014-2015 ANNUAL OFFICE DEVELOPMENT LIMITATION PROGRAM PURSUANT TO SECTIONS 320 THROUGH 325 OF THE PLANNING CODE FOR A PROJECT TO CONVERT APPROXIMATELY 40,000 SQUARE FEET OF BASEMENT STORAGE SPACE TO OFFICE USES, WITHIN AN EXISTING BUILDING CONTAINING APPROXIMATELY 133,400 SQUARE FEET OFFICE USES, 43,300 SQUARE FEET OF BASEMENT STORAGE SPACE, 1,000 SQUARE FEET OF RETAIL SPACE AND 1,500 SQUARE FEET OF ASSEMBLY SPACE, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND THE EIGHT PRIORITY POLICIES OF PLANNING CODE SECTION 101.1(b). THE PROJECT SITE IS CURRENTLY LOCATED AT 925 MISSION STREET, LOT 093 IN ASSESSOR'S BLOCK 3725 IN THE C-3-S (COMMERCIAL SUPPORT) DISTRICT, AND THE 90-X AND 160-F HEIGHT AND BULK DISTRICT.

PREAMBLE

On August 19, 2014, May 15, 2015, and August 7, 2015, 5M Project, LLC ("Project Sponsor") filed entitlement applications with the San Francisco Planning Department for the development of a mixed-use commercial, residential and retail/educational/cultural development project known as the 5M Project ("5M Project"), including a request for an allocation of office space pursuant to Sections 320 through 325 (Annual Office Development Limitation Program) (Case No. 2011.0409OFA) to convert approximately 40,000 square feet of basement storage space to office uses, within an existing building containing approximately 133,400 square feet office uses, 43,300 square feet of basement storage space, 1,000 square feet of retail space and 1,500 square feet of assembly space, located at 925 Mission Street, Lot 093 of Assessor's Block 3725 ("M-1 Site") within the proposed "Fifth and Mission Special Use District" ("5M SUD") and generally referred to as the "M-1 Project." The M-1 Project is one of the existing buildings in the larger mixed use commercial residential, retail/educational/cultural development project known as the "5M Project".

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

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

The 5M Project proposes to demolish surface parking lots and several existing buildings (926 Howard Street, 912 Howard Street, 409-411 Natoma Street, and 190 Fifth Street), retain the Dempster, Camelline, Chronicle, and Examiner (portion) buildings, and construct three new towers on the 5M Project site, with occupied building heights ranging from approximately 200 feet to 450 feet. The 5M Project includes approximately 821,300 square feet of residential uses (approximately 690 units), 807,600 square feet of office uses (including active office uses at or below the ground floor), and 68,700 square feet of other active ground floor uses (a mix of retail establishments, recreational and arts facilities, restaurants, workshops, and educational uses).

The 5M Project would also include vehicular parking, bicycle parking, and loading facilities, an extensive program of private- and publicly-accessible open space, and streetscape and public-realm improvements.

The northerly portion of Mary Street between Minna and Mission Streets would be converted into a pedestrian alley lined with active uses and enhanced with seating, landscaping, and pedestrian-scaled lighting. Public Open Space will be provided at the center of the 5M Project, providing active and passive space incorporating artwork, landscape and treatments and furnishings. Another significant open space would be situated on the rooftop of the Chronicle building, including a deck, lawn space, seating and opportunities for urban agriculture and outdoor gardens.

On November 20, 2014, the Planning Commission held an informational hearing regarding the 5M Project, which included a broad overview of the design and regulatory approach being proposed for the site. On July 23, 2015, the Planning Commission held a second informational hearing for the 5M Project, which focused on the Design for Development document proposed as part of the overall project entitlements. On August 6, 2015, the Planning Commission held a third informational hearing for the 5M Project, focusing on public benefits, wind and shadow effect, circulation design and transportation, and street improvements. On September 3, 2015, the Planning Commission held a final informational hearing on the Project, focusing on various issues raised at the third informational hearing.

In order for the 5M Project to proceed and be developed with the proposed mix of uses and development controls, various General Plan amendments, height reclassifications and amendments to the Planning Code and Zoning Maps, together with additional entitlements and approvals, are required.

On July 9, 2015, Mayor Lee introduced draft Ordinances with respect to the 5M Project 1) approving a Development Agreement for the Project, and 2) amending the Planning Code to add Section 249.74 to create the 5M Special Use District, and amending Sectional Maps ZN01, SU01, and HT01 of the Zoning Map to reflect the 5M Special Use District and height reclassifications associated therewith. The 5M SUD is described in Commission Resolution No. 19464 and 5M Design for Development described in Commission Motion No. 19465 which together form the basic regulatory scheme for the 5M Project, which requires, in lieu of Planning Code Section 309, which typically applies to development of buildings within the C-3 Zoning Districts, the conditional use authorization process described in the 5M SUD.

On August 6, 2015, the Planning Commission held a duly noticed public hearing to consider initiation of General Plan Amendments associated with the 5M Project, and adopted Resolution No. 19429 initiating such General Plan Amendments.

On October 15, 2014, the Department published a draft Environmental Impact Report (EIR) for public review. The draft EIR public comment period was originally proposed to end on December 1, 2014, and was subsequently extended by the Environmental Review Officer to January 7, 2015. On November 20, 2014, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting to solicit comments regarding the draft EIR. On August 13, 2015, the Department published a Comments and Responses document, responding to comments made regarding the draft EIR prepared for the Project. The draft EIR and the Comments and Responses document constitute the Final EIR. On September 17, 2015, the Commission reviewed and considered the Final EIR at a duly noticed public hearing and found that the contents of said report and the procedures through which the Final EIR was prepared, publicized, and reviewed complied with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.) ("CEQA"), 14 California Code of Regulations Sections 15000 et seq. ("the CEQA Guidelines"), and Chapter 31 of the San Francisco Administrative Code ("Chapter 31").

The Commission found the Final EIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the draft EIR, and approved the Final EIR for the 5M Project in compliance with CEQA, the CEQA Guidelines and Chapter 31. The Planning Department, Jonas P. Ionin, is the custodian of records, located in the File for Case No. 2011.0409ENV. Planning Department staff prepared a Mitigation and Monitoring and Report Program (MMRP), which material was made available to the public and the Commission for the Commission's review and consideration and action.

On September 17, 2015, at a duly noticed public hearing at a regularly scheduled meeting, by Motion No. 19459, the Commission adopted findings, including a statement of overriding considerations and an MMRP pursuant to CEQA, the State CEQA Guidelines and Chapter 31 of the Administrative Code. In accordance with the actions contemplated herein, the Commission has reviewed the Final EIR for the 5M Project and adopts and incorporates by reference as though fully set forth herein the findings, including a statement of overriding considerations, pursuant to CEQA, adopted by the Commission by Motion No. 19459.

Also on September 17, 2015 at a duly noticed public hearing at a regularly scheduled meeting, by Resolution Nos. 19464, 19463, 19466, 19459 and 19460, the Commission adopted Resolutions recommending that the Board of Supervisors approve the 5M SUD, various General Plan amendments required for the 5M Project, a Development Agreement for the 5M Project, and adopted findings in connection therewith.

Also on September 17, 2015, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting regarding the Office Allocation Application for the M-1 Project. 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. 2011.0409OFA, 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 5M Project Site is located on approximately four acres of land under single ownership, bounded by Mission, Fifth and Howard Streets. The site is generally bounded by Mission Street to the north, Fifth Street to the east, Howard Street to the south, and Mary Street to the west, along with several additional parcels further to the west along

Mary Street. It is currently occupied by eight buildings with approximately 318,000 square feet of office and cultural uses, and several surface parking lots. Buildings on the site include the San Francisco Chronicle Building, Dempster Printing Building and Camelline Building, as well as five low-rise office/warehouse/commercial workshop buildings and several surface parking lots. The site consists of Assessor's Block 3725, Lots 005, 006, 008, 009, 012, 042-047, 076, 077, 089-091, 093, 094, and 097-100. The M-1 Site is located at the northeast portion of the 5M Project Site, measuring approximately 42,400 square feet. The M-1 Project Site is currently occupied by an existing building containing approximately 133,400 square feet office uses, 43,300 square feet of basement storage space, 1,000 square feet of retail space and 1,500 square feet of assembly space. The building has historically housed the offices for the San Francisco Chronicle newspaper, and continues to retain many of those functions. However, portions of the interior have been converted to other uses. The exterior of the building has been altered over the years as well, however, it retains important cultural and physical significance. The scale of the building creates a dialogue with the Old Mint across Mission Street to the north, and the clock tower serves as an important marker of the intersection of Fifth and Mission Streets.

3. **Surrounding Properties and Neighborhood.** The 5M Project Site is located at the nexus of the Downtown, SOMA, and Mid-Market areas, within a context characterized by intense urban development and a diverse mix of uses. The Westfield San Francisco Centre located at the southeast corner of Market and Fifth Streets, which defines the entry into the major retail shopping district around Union Square. The Fifth and Mission Parking Garage and the University of the Pacific School of Dentistry are located immediately to the east across Fifth Street, with the Metreon shopping center, Yerba Buena Gardens, and Moscone Center situated further to the east. The 340-foot Intercontinental Hotel is immediately to the east of the 5M Project site, while the Pickwick Hotel and the Hotel Zetta are located along the 5th Street corridor. The Old Mint is situated immediately to the north of the 5M Project site across Mission Street. Existing buildings to the west and the south of the 5M Project site tend to be lower in scale, and contain a wide variety of uses, including residential hotels, older and newly-constructed residential buildings, offices, retail establishments, and automotive repair. The transit spine of Market Street is situated one block to the north, while the alignment of the future Central Subway is located one block to the east along Fourth Street.
4. **M-1 Site - Proposed Project.** The M-1 Project would retain the existing building, but would convert approximately 40,000 square feet of existing basement storage space to office uses. As part of the overall open space program for the 5M Project, the perimeter of the M-1 rooftop would be developed as an approximately 23,000 square foot publicly-accessible elevated open space. Proposed elements of the space include demonstration gardens and "social greenhouses" with lounge seating. The space may also include a synthetic turf lawn, water features, and café/food kiosk uses. The rooftop would be accessible during business hours via an elevator from street level.
5. **Public Comment.** The Planning Department has received extensive written and verbal comments from members of the public regarding the proposed 5M Project. In general, communications in support of the project praise the development of a relatively underutilized site with housing, employment, and retail opportunities, the public benefits package outlined in

the Development Agreement for the project (including contributions toward affordable housing, youth, workforce, and arts programs, and transportation), enhancement of streetscapes and the provision of new open spaces. Communications in opposition to the project express concerns regarding displacement and changes in neighborhood character, traffic, incompatibility in the scale of the new buildings, and changes to existing height and zoning controls necessary to allow the project to proceed.

6. **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 September 3, 2015, there exists 1,430,192 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, 2015. With the allocation of 593,500 square feet to the H-1 Building (as well as 40,000 square feet to the Chronicle (M-1) Building portion of the 5M Project) of net new office space, a total of 633,500 square feet to the 5M Project, a total of 796,692 square feet of office space would be available for allocation. On October 17, 2015 and October 17 of each succeeding year, an additional 875,000 square feet of office space will become available for allocation to buildings of greater than 49,999 square feet of office space. It should be noted that, although the individual office allocation being requested for the M-1 site is less than 49,999 square feet, the combined office allocation being requested for the entire 5M Project exceeds the 49,999 square-foot threshold for allocations set aside for Small Buildings under the Annual Office Development Limitation Program. Therefore, all of the new office square footage proposed for the 5M Project would be allocated from the square footage set aside for Large Buildings in the Program.

The 5M Project would improve the balance between San Francisco's economic growth and its housing supply by contributing substantial affordable housing benefits as outlined in the Development Agreement for the Project. The 5M Project is also subject to the Transportation Impact Development Fee, Child Care In-Lieu Fee, Downtown Parks Fee, all of which will contribute to maintaining a balance between economic growth and housing, transportation and public services. Additionally, the 5M Project would create both new construction jobs and permanent new jobs and 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.

In general, the downtown core of San Francisco offers relatively few remaining opportunity sites for employment growth. The 5M Project would maximize development intensity at one of the largest and last remaining opportunity sites, and would utilize the site for both housing and substantial employment uses. The Project 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 M-1 Project implements this vision through the addition of approximately 40,000 square feet of office space within the envelope of the existing building on

the site, located within walking distance of the future Transit Center, the future Central Subway, and 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 M-1 Project is consistent with the General Plan for the reasons described in Motion No. 19460, Case No. 2011.0409, as applicable to the 5M Project as a whole and separately to the M-1 Project. The Project would advance the objectives and policies of the Commerce, Urban Design, 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.

While it is anticipated that the 5M Project will generally be developed in accordance with the plans approved at the time of entitlement, future evolution of aspects of the project implementation (such as exterior architectural treatments and variations in massing) may be modified during its design development where consistent with the 5M SUD and the 5M Design for Development ("D4D") document. The D4D articulates a vision for the character of the overall project, and provides specificity on aspects of architecture and massing, streetscape improvements, landscaping and greening, lighting, circulation and transportation facilities, public art, open space programming and design, activation and enhancement of the pedestrian realm, and sustainability features. The scope of the D4D is expansive, and the guidelines and regulations within each topic area are detailed.

The D4D includes specific guidance for each of the new buildings proposed for the 5M Project, including the M-1 Site. The Chronicle Building would be retained in recognition of its unique cultural importance to the 5M Project Site and to San Francisco overall, and to contribute to the diversity of primary facades on 5th and Mission streets. The development proposal includes a publicly-accessible rooftop open space, an elevator to provide access to the open space, and additional openings on the building's secondary west and south facades, as part of partial accessible rooftop open space, an elevator to provide access to the open space, and additional openings on the building's secondary west and south facades, as part of the partial removal of an existing connector between the Chronicle and Examiner buildings.

Revisions to Project and/or individual buildings determined by the Planning Director to be consistent with the 5M SUD, the D4D, and, where applicable, existing conditional use authorization, may be reviewed and approved by the Planning Director. Inconsistent modifications to the Project would be considered by the Planning Commission and, if applicable, the Board of Supervisors.

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 additional office uses proposed for the M-1 Site is permitted within the C-3-S District and the 5M SUD which is proposed as part of the overall legislation associated with the 5M Project.*

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

The existing building at the M-1 Site contains approximately 133,400 square feet office uses, 43,300 square feet of basement storage space, 1,000 square feet of retail space and 1,500 square feet of assembly space. The M-1 Project would convert approximately 40,000 square feet of the basement storage space to office uses. The M-1 Project would not expand the dimensions of the existing building, and would not dramatically intensify the type of office activity that is currently found within the building. The proposed rooftop open space would provide a substantial amenity that will benefit neighbors of the Project, as well as employees, visitors, and residents of the overall 5M Project. The increase in office uses proposed by the M-1 Project is desirable for and compatible with the proposed location and with uses found in the surrounding neighborhood, as described below.

Under the Downtown Plan, high density office uses are encouraged, and are principally permitted uses within the C-3-S District. The Downtown Plan encourages prime downtown office activities to grow so long as negative effects can be controlled, including the displacement of other uses. The M-1 Project would displace minimal amounts of existing storage uses, which do not currently maximize the advantages of the transit-adjacency and walkability of the 5M Project Site. Furthermore, as discussed in the Draft Environmental Impact Report for the 5M Project, which includes the M-1 Project, all but three potentially significant impacts of the overall 5M Project are reduced to less than significant levels, and the Project would implement measures to reduce these remaining three impacts to the extent feasible. The M-1 Project provides additional office use of the type encouraged by the Downtown Plan.

The varied land uses in the immediate vicinity of the M-1 Project reflect the intersection of Downtown and SoMa, with high-rise hotel, major retail, convention center, midrise office and residential development within one block of the building site. Additional major planned and approved projects in the immediate vicinity include two hotels, mixed-use residential and commercial uses, and expansion of Moscone Center. Mid- and high-rise office and residential uses are also approved and proposed within the surrounding neighborhoods, including the Transit Center District Plan area, Mid-Market, and forthcoming Central SoMa Plan area. The retention of the existing building will preserve an important cultural marker, and will contribute to the diversity of building heights and typologies within the 5M Project. As concluded in the Final EIR, the 5M Project, including the retention of the M-1 Project building and the addition of publicly-accessible rooftop open space, would be compatible with and would not overwhelm the existing neighborhood character.

The rooftop open space improvements proposed for the M-1 Project would contribute needed publicly-accessible open space to the area, and will provide an opportunity for neighbors to engage with a building with longstanding cultural importance in San Francisco.

Thus, the size and intensity of the M-1 Project, at its location within the Downtown Plan and C-3-S District, is appropriate and desirable because it meets the City's planning and zoning objectives for this area, it would not overwhelm neighborhood character, and its open space improvements would be beneficial functional connections to the surrounding neighborhood.

b) Transit Accessibility. The M-1 Project site is one block from the major transit hub at Powell Street BART/Muni station, and is within walking distance of future Central Subway station at Folsom and Fourth Street, as well as the future Transit Center. The Golden Gate Bridge, Highway, and Transportation District, SamTrans and A/C Transit Districts all operate regional transit services between San Francisco and Marin/Sonoma, San Mateo and Alameda/Contra Costa Counties, respectively, with stops within three blocks of the M-1 Project. Its transit-rich location particularly enhances the accessibility of the site and minimizes the project's impact on vehicle traffic patterns.

c) Open Space Accessibility. The overall 5M Project includes the development of publicly-accessible open spaces and public realm improvements. While the M-1 building renovation does not require the provision of new open space, the Chronicle rooftop would include an approximately 23,000 square foot publicly-accessible elevated open space also available for residents of the adjacent N-1 Building contemplated by the 5M Project, and will be constructed in connection with that residential building, which is the subject of a separate conditional use authorization. The space includes demonstration gardens and "social greenhouses" with lounge seating. The space may also include a synthetic turf lawn, water features, and café/food kiosk uses. The rooftop would be accessible during business hours via an elevator from street level.

d) Urban Design.

The conversion of basement storage space to office uses proposed by the M-1 Project will contribute to the continued economic viability of the building, enabling its retention as an important architectural and cultural feature of the neighborhood. Aside from the development of a publicly-accessible rooftop open space, along with an elevator to facilitate public access, the building would not be substantially altered. The scale of the building creates a dialogue with the Old Mint across Mission Street to the north, and the clock tower serves as an important marker of the intersection of Fifth and Mission Streets. Retention of the building will also diversify the heights and architectural character of buildings within the overall 5M Project, which will intermingle new towers with older buildings of various eras. Thus, the M-1 Project, and the size and location of the existing building on the site would not be detrimental to the health, safety, convenience or general welfare of persons living or working in the vicinity of the building, or injurious to surrounding property.

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.

The Project Sponsor shall make contributions and require contractors, consultants, subcontractors and subconsultants, as applicable, to undertake activities to support workforce development in both the construction and end-use phases of the Project as set forth in the Workforce Agreement of the 5M Project Development Agreement. The Project will also comply with the requirements of Planning Code Section 164, which includes city resident employment and training requirements.

The existing building at the M-1 Site contains broad floorplates that can be modified in a variety of ways to accommodate the needs of different types of office tenants. The conversion of basement storage space to office uses that is proposed by the M-1 Project will add to the stock of

flexible office space within the building. In so doing, it accommodates commercial office demand for existing large floorplate buildings without expanding the volume of the existing building, and lessening pressure to converting buildings in the surrounding SoMa area that are traditionally used for industrial and service uses, thereby helping to preserve existing space for those uses. In addition, the overall 5M Project includes abundant ground-floor retail space which will provide future opportunities for service-sector employment.

VI. THE EXTENT TO WHICH THE PROPOSED DEVELOPMENT WILL BE OWNED OR OCCUPIED BY A SINGLE ENTITY.

The entire nearly 4-acre 5M Property site is currently under the ownership of the 5M Project, LLC. The anticipated tenant or tenants will be determined at a later date. It is not known whether the 5M or M-1 Site Project will be occupied by a single entity.

VII. THE USE, IF ANY, OF TRANSFERABLE DEVELOPMENT RIGHTS ("TDRs") BY THE PROJECT SPONSOR.

The proposed 5M SUD, which would include the M-1 Site, establishes a maximum floor area ratio applicable to the entire 5M Project, and does not require the use of TDRs.

7. **General Plan Conformity.** The General Plan Consistency Findings set forth in Planning Commission Resolution No. 19460, Case No. 2011.0409 apply to this Motion, and are incorporated herein as though fully set forth.
8. **Priority Policy Findings.** Section 101.1(b) establishes eight priority planning policies and requires the review of permits for consistency with said policies. The 5M Project and by reference therein, the M-1 Project, together and separately comply with these policies, on balance, for the reasons set forth in Planning Commission Resolution No. 19460, Case No. 2011.0409, which findings are incorporated herein as though fully set forth.
9. The Commission hereby finds that granting the Office Allocation in this case will particularly promote the public welfare, convenience and necessity for the reasons set forth above.

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. 2011.0409OFA, subject to the conditions attached hereto as Exhibit A, which is incorporated herein by reference as though fully set forth, and in general conformance with the plans attached to Motion No. 19470 as Exhibit B, on file in Case Docket No. 2011.0409CUA.

The Planning Commission hereby adopts the CEQA findings contained in Planning Commission Motion No. 19459, incorporate herein as part of this motion, by this reference thereto, and the MMRP attached to Motion 19459 as Exhibit 1 to Attachment A and incorporated herein as part of this Motion by this

Motion No. 19468
September 17, 2015

CASE NO. 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD
5M Project – M-1 Site

reference thereto. All required mitigation measures identified in the EIR and contained in the MMRP are included as conditions of approval.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Section 320-325 Office Space Allocation to the Board of Supervisors under Planning Code Section 308.1. The effective date of this Motion shall be the date of adoption by the Board of Supervisors of the 5M SUD, and the same being effective and operative OR the date of the decision of the Board of Supervisors if appealed to the Board of Supervisors. For further information regarding an appeal, please contact the Clerk of the Board of Supervisors in person at San Francisco City Hall or call (415) 554-5184.

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission at its regular meeting on September 17, 2015.

Jonas P. Ionin
Commission Secretary

AYES: Antonini, Fong, Hillis, Johnson, Richards
NOES: Moore, Wu
ABSENT: None
ADOPTED: September 17, 2015

EXHIBIT A

AUTHORIZATION

This authorization is for an allocation of office space under the Annual Office Development Limitation Program for a development application under the proposed "Fifth and Mission Special Use District ("5M SUD"), Planning Code Section ("Section") 249.74 to convert approximately 40,000 square feet of basement storage space to office uses, within an existing building containing approximately 133,400 square feet office uses, 43,300 square feet of basement storage space, 1,000 square feet of retail space and 1,500 square feet of assembly space, located at 925 Mission Street, Lot 093 of Assessor's Block 3725, within the proposed "Fifth and Mission Special Use District" ("5M SUD") and generally referred to as the "M-1 Project." The subject property is currently located within the C-3-S District, and the 90-X and 160-F Height and Bulk Districts. Such Authorization is for a Project as described therein and subject to these conditions of approval reviewed and approved by the Commission on September 17, 2015 under Motion No. 19468, and in general conformance with plans, dated September 17, 2015 and attached to Motion No. 19470 and stamped "EXHIBIT B" for Case No. 2011.0409CUA, This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit for new construction or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on September 17, 2015 under Motion No. 19468.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

These conditions of approval of this Planning Commission Motion No. 19468 shall be reproduced on the Index Sheet of construction plans submitted with the site or building permit application for the Project. The Index Sheet of the construction plans shall reference to the Conditional Use authorization and any subsequent amendments or modifications.

SEVERABILITY

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

CHANGES AND MODIFICATIONS

Changes or modifications to the Project approved pursuant to this authorization or the conditions thereof, that are consistent with the Fifth and Mission Special Use District and 5M Design for

Development, may be approved administratively by the Planning Director in accordance with Planning Code Section 249.74(e), as provided below. Other significant changes and modifications of conditions shall require Planning Commission approval of a new Conditional Use authorization.

Conditions of Approval, Compliance, Monitoring, and Reporting

PERFORMANCE

Additional Project Authorization. In order to implement the overall 5M Project, the 5M Project Sponsor must obtain 1) Findings under Section 295 as to whether the shadow cast by the 5M Project on Boeddeker Park would have an adverse impact, 2) Height Reclassifications to reflect the building heights identified in the Design for Development Document for the Project, 3) Planning Code Amendments and Zoning Map Amendment to adopt the "Fifth and Mission Special Use District" associated with the 5M Project, 5) General Plan Amendments to maps and exhibits in the Downtown Plan, Urban Design Element, and South of Market Area Plan associated with the Project for the subject property, and 6) Approval of the Design for Development document associated with the 5M Project. In addition, in order to implement the M-1 Project, the Project Sponsor must obtain a Conditional Use Authorization for the M-1 Site, and the conditions of approval for Case No. 2011.0409CUA, attached as Exhibit B to Motion No. 19470 are incorporated by reference as though fully set forth herein. The conditions set forth below are additional conditions required in connection with the Project. If these conditions overlap with any other requirement imposed on the Project, the more restrictive or protective condition or requirement, as determined by the Zoning Administrator, shall apply.

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

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

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



SAN FRANCISCO PLANNING DEPARTMENT

North Subject to: (Select only if applicable)

<input checked="" type="checkbox"/> Inclusionary Housing	<input checked="" type="checkbox"/> Public Open Space
<input type="checkbox"/> Childcare Requirement	<input checked="" type="checkbox"/> First Source Hiring (Admin. Code)
<input type="checkbox"/> Jobs Housing Linkage Program	<input checked="" type="checkbox"/> Transit Impact Development Fee
<input type="checkbox"/> Downtown Park Fee	<input checked="" type="checkbox"/> Other – Development Agreement
<input checked="" type="checkbox"/> Public Art	

1650 Mission St.
Suite 400
San Francisco,
CA 94103-2479
Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

Planning Commission Motion No. 19469

HEARING DATE: SEPTEMBER 17, 2015

Date: September 3, 2015
Case No.: 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD
Project Address: 925 Mission Street and various parcels (aka "5M")
Existing Site Zoning: C-3-S (Downtown Support) District
90-X, 160-F Height and Bulk Districts
Block/Lots: Lot 097 of Assessor's Block 3725 ("N-1" Site)
Project Sponsor: Audrey Tendell
5M Project, LLC
875 Howard Street, Suite 330
San Francisco, CA 94103
Staff Contact: Kevin Guy – (415) 558-6163
Kevin.Guy@sfgov.org

ADOPTING FINDINGS RELATING TO THE APPROVAL OF A CONDITIONAL USE AUTHORIZATION PURSUANT TO THE PROPOSED PLANNING CODE SECTION 249.74(e) THE FIFTH AND MISSION SPECIAL USE DISTRICT (5M SUD) AND SECTION 303 AUTHORIZING A DEVELOPMENT APPLICATION IN THE 5M SUD TO DEMOLISH A PORTION OF AN EXISTING BUILDING AND CONSTRUCT A NEW BUILDING REACHING A ROOF HEIGHT OF APPROXIMATELY 450 FEET, CONTAINING APPROXIMATELY 400 RESIDENTIAL UNITS IN AN APPROXIMATELY 583,700 GROSS SQUARE FOOT (GSF) BUILDING, INCLUDING RETAIL USES OF APPROXIMATELY 7,300 GSF AND LOBBY/BUILDING CORE USES OF APPROXIMATELY 5,900 GSF, A PORTION OF THE 5M DEVELOPMENT PROJECT REFERRED TO AS THE N-1 BUILDING; ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT, INCLUDING ADOPTION OF A MITIGATION AND MONITORING AND REPORTING PROGRAM; AND ADOPTING FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND THE EIGHT PRIORITY POLICIES OF PLANNING CODE SECTION 101(b).

PREAMBLE

1. On August 19, 2014, May 15, 2015, and August 7, 2015, 5M Project, LLC ("Project Sponsor") filed entitlement applications with the San Francisco Planning Department for the development of a mixed-use commercial, residential and retail/educational/cultural development project known as the 5M Project ("5M Project"), including a request for Conditional Use Authorizations for a development application under the proposed "Fifth and Mission Special Use District ("5M SUD"), Planning Code Section ("Section") 249.74(e) to demolish a portion of an existing building and construct a new building reaching a roof height of approximately 450 feet, containing approximately 400 residential units in an approximately 583,700 gross square foot (gsf) building, including retail uses of approximately 7,300 gsf and lobby/building core uses of approximately 5,900 gsf, located on Lot 097 of Assessor's Block 3725, within the 5M SUD and generally referred to as the "N-1 Project." The N-1 Project is one of three new buildings in the larger mixed use commercial residential, retail/educational/cultural development project known as the 5M Project ("5M Project").
2. The 5M Project is located on approximately four acres of land under single ownership, bounded by Mission, Fifth and Howard Streets. The site is generally bounded by Mission Street to the north, Fifth Street to the east, Howard Street to the south, and Mary Street to the west, along with several additional parcels further to the west along Mary Street. It is currently occupied by eight buildings with approximately 318,000 square feet of office and cultural uses, and several surface parking lots. Buildings on the site include the San Francisco Chronicle Building, Dempster Printing Building and Camelline Building, as well as five low-rise office/warehouse/commercial workshop buildings and several surface parking lots. The site consists of Assessor's Block 3725, Lots 005, 006, 008, 009, 012, 042-047, 076, 077, 089-091, 093, 094, and 097-100.
3. The Planning Department began conversations with the Project Sponsor in 2008 identifying the subject property as an opportunity site that should both reference the lower-scaled environment to the west by emphasizing the existing historic buildings on the site and adding much needed open space to this part of SOMA, with the potential for density and a mix of uses that relate to the high-rise environment to the east. The proposed 5M Project pre-dates the Central SOMA Plan, but supports many of the goals of the Plan, such as supporting transit oriented growth, providing extensive open space, and shaping the area's urban form with recognition of both the City and neighborhood context.
4. The 5M Project proposes to demolish surface parking lots and several existing buildings (926 Howard Street, 912 Howard Street, 409-411 Natoma Street, and 190 Fifth Street), retain the Dempster, Camelline, Chronicle, and Examiner (portion) buildings, and construct three new towers on the 5M Project site, with occupied building heights ranging from approximately 200 feet to 450 feet. The 5M Project includes approximately 821,300 square feet of residential uses (approximately 690 units), 807,600 square feet of office uses (including active office uses at or below the ground floor), and 68,700 square feet of other active ground floor uses (a mix of retail establishments, recreational and arts facilities, restaurants, workshops, and educational uses).
5. The 5M Project would also include vehicular parking, bicycle parking, and loading facilities, an extensive program of private- and publicly accessible open space, and streetscape and public-realm

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

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

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

11. On September 17, 2015, at a duly noticed public hearing at a regularly scheduled meeting, by Motion No. 19459, the Commission adopted findings, including a statement of overriding considerations and a Mitigation Monitoring and Reporting Program pursuant to CEQA, the CEQA Guidelines and Chapter 31. In accordance with the actions contemplated herein, the Commission has reviewed the Final EIR for the 5M Project and adopts and incorporates by reference as though fully set forth herein the findings, including a statement of overriding considerations, pursuant to CEQA, adopted by the Commission by Motion No. 19459.
12. Also on September 17, 2015, at a duly noticed public hearing at a regularly scheduled meeting, by Resolution Nos. 19464 and 19463, the Commission recommended that the Board of Supervisors approve the 5M SUD and various General Plan amendments required for the 5M Project, and adopted findings in connection therewith.
13. Also on September 17, 2015, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting regarding Conditional Use Application No. 19469. The Commission heard and considered the testimony presented to it at the public hearing and further considered written materials and testimony presented on behalf of the applicant, the Department and the Mayor's Office of Economic and Workforce Development staff, other City departments and interested parties and the record as a whole.

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

FINDINGS:

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

1. The above recitals are accurate and constitute findings of this Commission.
2. **Site Description and Present Use.** The 5M Project Site is located on approximately four acres of land under single ownership, bounded by Mission, Fifth and Howard Streets. The site is generally bounded by Mission Street to the north, Fifth Street to the east, Howard Street to the south, and Mary Street to the west, along with several additional parcels further to the west along Mary Street. It is currently occupied by eight buildings with approximately 318,000 square feet of office and cultural uses, and several surface parking lots. Buildings on the site include the San Francisco Chronicle Building, Dempster Printing Building and Camelline Building, as well as five low-rise office/warehouse/commercial workshop buildings and several surface parking lots. The 5M Project Site consists of Assessor's Block 3725, Lots 005, 006, 008, 009, 012, 042-047, 076, 077, 089-091, 093, 094, and 097-100. The N-1 Site is located at the central-eastern portion of the 5M Project Site.
3. **Surrounding Properties and Neighborhood.** The 5M Project site is located at the nexus of the Downtown, SOMA, and Mid-Market areas, within a context characterized by intense urban development and a diverse mix of uses. The Westfield San Francisco Centre located at the southeast corner of Market and Fifth Streets, which defines the entry into the major retail shopping district around Union Square. The Fifth and Mission Parking Garage and the University of the Pacific School of Dentistry are located immediately to the east across Fifth Street, with the Metreon shopping center, Yerba Buena Gardens, and Moscone Center situated further to the east. The 340-foot Intercontinental Hotel is immediately to the east of the site, while the Pickwick Hotel and the Hotel Zetta are located along the Fifth Street corridor. The Old Mint is situated immediately to the north of the site across Mission Street. Existing buildings to the west and the south of the site tend to be lower in scale, and contain a wide variety of uses, including residential hotels, older and newly-constructed residential buildings, offices, retail establishments, and automotive repair. The transit spine of Market Street is situated one block to the north, while the alignment of the future Central Subway is located one block to the east along Fourth Street.
4. **N-1 Site and Project Description.** The N-1 Project contemplates concurrent, conforming amendments to the Planning Code, adoption of design standards and guidelines (the D4D), and a

Development Agreement for the entire 5M Project area. The project would demolish a portion of the existing Examiner building, and construct a new, approximately 400-unit, 583,700 gross-square-foot (gsf) residential building with active ground floor uses located on the west side of Fifth Street between Minna and Natoma Streets portion of assessor's Block 3725, Lot 097. Roughly the eastern two-thirds of the existing San Francisco Examiner office building (110 Fifth Street) would be demolished in connection with construction of the N-1 Project. The N-1 Project would be 45 stories and 450 feet tall (not including non-occupiable rooftop features), with 570,500 gsf devoted to residential use, and 13,200 gsf of ground active ground floor uses anticipated to be allocated as 7,300 gsf of retail use, and 5,900 gsf as lobby/core and building services. Final allocations of space will be determined prior to building permit approval.

The N-1 Project would include up to three subterranean parking levels able to accommodate 156 spaces accessory to the building. An additional 135 parking spaces accessory to the N-1 Project would be provided in the garage of the proposed adjacent Building H-1. Also, the N-1 Project would provide approximately 176 Class 1 bicycle parking spaces and 24 Class 2 spaces, consistent with the quantities required by Planning Code Sec. 155.2, and the 5M SUD (subject to final design the number of spaces may vary somewhat, but in events will be as required by the Planning Code).

Freight loading would occur in one off-street bay accessible from Minna Street, as well as three on-street commercial loading spaces on Fifth Street between Minna and Natoma Streets.

Construction of the N-1 Project would include a 3,600-square-foot terrace on the sixth or other upper-level floor of the building that would be exclusively accessible to residents. The N-1 Project would also include the creation of a 23,000 square-foot open space located atop the Chronicle Building, accessible to residents of the 5M Project as well as to members of the public. The Chronicle rooftop open space is designed to facilitate a range of uses, from passive recreational space, to "greenhouse" spaces that can be used to present programs and special events. Café or pop up retail uses are also permitted.

The Chronicle rooftop, together with several access points (elevator/stairs and ground floor lobby) at the southwestern of the Chronicle Building (Minna Street façade), and the N-1 terrace, would be completed prior to certificate of occupancy for the N-1 Building.

The N-1 Project includes streetscape and pedestrian safety improvements, including (a) widening the western Fifth Street sidewalk between Natoma and Minna Streets from 10 feet to 18 feet (with 60-foot inset for on-street loading; and (b) installing streetscape improvements to the Minna Street building frontage, Fifth Street from Minna to Mission Street. All associated streetscape and pedestrian safety improvements would be completed prior to certificate of occupancy for the N-1 Project and, if applicable, in accordance with design standards of the 5M Project.

5. **Public Comment.** The Planning Department has received extensive written and verbal comments from members of the public regarding the proposed 5M Project. In general, communications in support of the project praise the development of a relatively underutilized site with housing, employment, and retail opportunities, the public benefits package outlined in the Development Agreement for the project (including contributions toward affordable housing, youth, workforce, and arts programs, and transportation), enhancement of streetscapes and the provision of new

open spaces. Communications in opposition to the project express concerns regarding displacement and changes in neighborhood character, traffic, incompatibility in the scale of the new buildings, and changes to existing height and zoning controls necessary to allow the project to proceed.

6. **Planning Code Compliance/Zoning and Entitlement Structure.** The 5M Project regulatory program is a comprehensive planning approach and entitlement structure for the entire site. The proposed 5M SUD sets a unique set of zoning regulations and approval processes for project implementation. The entire site would be unified under the C-3-S Zoning District, which currently applies to the majority of the site, and height reclassifications are proposed to reflect the building heights shown in the D4D. The 5M D4D as described in Resolution No. 19465 articulates a vision for the character of the overall project, and provides specificity on aspects of architecture and massing, streetscape improvements, landscaping and greening, lighting, circulation and transportation facilities, public art, open space programming and design, activation and enhancement of the pedestrian realm, and sustainability features. The scope of the D4D is expansive, and the guidelines and regulations within each topic area are detailed. As with the entire 5M Project, the N-1 Project is governed by the proposed 5M SUD, D4D, and the Development Agreement. The Commission finds that the N-1 Project is consistent with the Planning Code overall, and the proposed 5M SUD and D4D in the following manner:
 - A. **Use and Density.** The N-1 Project complies with the C-3-S and 5M SUD use and density controls of the Planning Code. The dwelling units and active ground floor use are expressly permitted. As required by SUD Section(d)(2), the N-1 Building will contain a minimum of four dwelling units per floor.
 - B. **Height and Bulk.** The SUD and D4D describe unique height and bulk regulations for Buildings proposed for the site, in order to sculpt the skyline of the project, create differentiation in height and articulation, and allow for ornamental features which will terminate and resolve the tops of these forms. The N-1 Project complies with this 5M Regulatory Program. Its residential tower roof height of 450 feet and rooftop features allowed up to a height of 470 feet also comply with SUD Sections 3(A) and 3(B) and the 5M D4D. The dimensions and massing of the N1 building comply with the existing "-S" bulk controls of the Planning Code, and as provided in the, SUD Sections 3(A) and 3(B) and 5M D4D. The "lower tower" controls would apply between the 103-foot base up to a height of 280 feet, and the "upper tower" controls would apply above the lower tower to the maximum height of 470 feet. The base height would be permitted to fluctuate by 10 percent subject to the design controls of the D4D. The N-1 Project complies with these requirements with a base that steps from approximately 54 feet, adjacent the Chronicle Building at Minna Street, up to approximately 112 feet, adjacent Natoma Street.

The N-1 Project also meets the 5M D4D tower separation requirements to provide spacing, light, and air between structures within the project site. The separation requirements apply at all building heights above 145 feet, and require an average separation of 75 feet. This dimension may be reduced to as little as 55 feet between points of adjacent buildings, provided that the average separation between these buildings is a minimum of 75 feet. In the N-1 Project Building the

minimum average distance between buildings is 85 feet and the distance between points of adjacent buildings is 57 feet 8 inches.

- C. **Floor Area Ratio.** 5M SUD Section 3(D) provides the permitted Gross Floor Area for the 5M Project shall not exceed 11:1. The N-1 building is consistent with the allowable FAR proposed for the overall 5M Project.
- D. **Rear Yard Setback and Dwelling Unit Exposure.** The provisions of Planning Code Sections 134 and 140 do not apply; however, the 5M SUD Section (C) Building Setbacks do provide that all buildings shall face onto a public right of way at least 20 feet in width or onto an open area (which may include rooftops of adjacent buildings within the District) that is unobstructed at the level of the unit in question for no less than 25 feet in every horizontal dimension. The N-1 Building complies with those provisions by facing public rights of way on 3 sides: Minna Street to the north (40 feet in width unobstructed); 5th Street to the east (85 feet in width unobstructed) Natoma Street to the south (35 feet in width unobstructed). To the west, N-1 faces designated open space that exceeds 25 feet in unobstructed width and the remaining portion of the Examiner Building. Units are only included above the Examiner Building height of 50 feet (64 feet with mechanical), wherein there are no obstructions within 25 feet in any direction.
- E. **Usable Open Space, Streetscape and Pedestrian Improvements, Active Street Frontages, Off-Street Parking and Car Sharing, Off-Street Loading and Dwelling Unit Mix** are consistent with the 5M SUD Regulatory Program. The N1 building provides open space consistent with the Planning Code and 5M SUD in the form of 23,000 sf of public open space on the Chronicle rooftop, and 3,600 sf of commonly used open space, private to the N-1 Project, as a terrace space at the 6th or other upper-level floor. The N-1 Project provides retail spaces and its primary entrance, with storefront transparency along 5th street in compliance with the 5M SUD requirements for active frontages.
The N-1 Project would include up to three subterranean parking levels able to accommodate 156 spaces accessory to the building. An additional 135 parking spaces accessory to the N-1 Project would be provided in the garage of the proposed adjacent Building H-1. Together with parking in the N-1 Project, total residential parking is within the .5/unit parking ratio established in the 5M SUD, while providing corresponding car share as required by Planning Code Sec 166. Also, the N-1 Project would provide approximately 176 Class 1 bicycle parking spaces and 24 Class 2 spaces, consistent with the quantities required by Planning Code Sec. 155.2, and the 5M SUD (subject to final design the number of spaces may vary somewhat, but in events will be as required by the Planning Code).
Freight loading would occur in one off-street bay accessible from Minna Street, as well as three on-street commercial loading spaces on Fifth Street between Minna and Natoma Streets with curb cuts within the dimensions required by the 5M SUD.
- F. **Inclusionary Affordable Housing Program.** Planning Code Section 415 sets forth the requirements and procedures for the Inclusionary Affordable Housing Programs. As set forth in the 5M Development Agreement Affordable Housing and Community Benefit Program, the 5M Project exceeds materially the Planning Code's Affordable Housing requirements by providing an

anticipated 33% of the market rate dwelling units as affordable housing. As set forth in the 5M Development Agreement Affordable Housing Program, the N-1 Project will pay the required in lieu fee.

7. Planning Code Section 303 establishes criteria for the Planning Commission to consider when reviewing applications for Conditional Use Authorization. The 5M SUD provides in Section 249.74(e) that within the District, the provisions of Section 249.74(e), the 5M D4D and Section 303 apply in lieu of the Section 309 process. The N-1 Project development application authorization process must meet these criteria. On balance, the N-1 Project complies with the criteria of Section 303, in that:

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

The N-1 Project proposes an approximately 450-foot residential building, with 400 units comprising 570,500 gsf, with 7,300 square feet of ground floor retail uses also provided. The Project's proposed location is an underutilized 18,000 square-foot site that currently contains a low-rise office building and surface parking. The site is located within the Downtown Plan area and C-3-S (Commercial Support) Zoning District, at the northern edge of the South of Market (SoMa) neighborhood. The high-density residential and active ground floor uses proposed by the N-1 Project are desirable for and compatible with the proposed location and with uses found in surrounding areas, as described below.

Under the Downtown Plan, residential and ground floor retail uses are encouraged within and adjacent to the Plan area, and particularly within the C-3-S District. The Downtown Plan identifies the N-1 Project site also as a potential housing area. Residential and ground floor retail uses are also principally permitted uses in the C-3-S District, and dwelling unit density is not restricted in the C-3 District.

The proposed size and intensity of residential use in the N-1 Project building is particularly desirable for the proposed location. The site is underutilized given its current use and its proximity to existing and growing employment centers in Downtown and SoMa, as well as to the major Powell Street transit hub and transit corridors on Market Street and Mission Street, and the Central Subway alignment on Fourth Street. Locating high-density uses in proximity to transit is consistent with Downtown Plan goals of promoting additional transit usage and ensuring that the number of private vehicle trips to Downtown is not detrimental to the area, because residents will be within convenient walking distance of many transit options. The size and intensity of the N-1 Project is also consistent with the City's 2020 Goals for increasing housing supply, by providing approximately 400 residential units.

The varied land uses in the immediate vicinity of the N-1 Project reflect the intersection of Downtown and SoMa, with high-rise hotel, major retail, convention center, midrise office and residential development within one block of the building site. Additional major planned and approved projects in the immediate vicinity include two hotels, mixed-use residential and commercial uses, and Moscone Center expansion. Mid- and high-rise office and residential uses are also approved and proposed within the surrounding neighborhoods, including the Transit

Center District Plan area, Mid-Market, and forthcoming Central SoMa Plan area. Given this context, the size and intensity of the N-1 Project would be consistent with existing and proposed uses and character of the surrounding neighborhood. Furthermore, as concluded in the DEIR, the 5M Project, including the N-1 Project building, would be compatible with and would not overwhelm the existing neighborhood character, including nearby historic resources.

In addition, the pedestrian streetscape and open space improvements proposed by the N-1 Project would function as a connection between the surrounding neighborhoods, and contribute to greater activity levels within the Project area itself. This would provide a desirable, pedestrian-friendly experience that would interact with ground floor retail space in the N-1 Project building.

Thus, the size and intensity of the N-1 Project, at its proposed location within the Downtown Plan and C-3-S District, is appropriate and desirable because it meets the City's planning and zoning objectives for this area, the size and intensity of the N-1 Project would not overwhelm neighborhood character, and its streetscape and open space improvements would be beneficial functional connections to the surrounding neighborhood.

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

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

The nature of the N-1 Project site is an underutilized approximately 18,000 square-foot parcel that contains a low-rise commercial building (the Examiner Building) and associated surface parking. The size and shape of the site is sufficient to accommodate the proposed use without being detrimental to persons residing or working in the vicinity, existing properties or potential development in the vicinity of the N-1 Project.

The site is located in the large, 100-vara-block South of Market area of the C-3 District that are of sufficient size to accommodate high density uses like those proposed by the Project. The N-1 Project site itself is appropriate for the high-density use; it is buffered on three sides by public streets and on the fourth side by proposed open space and the remaining Examiner Building.

The overall design concept for the N-1 Project is to reflect both the density and height of Downtown and the diverse architectural character of SoMa. As a residential tower, the N-1 Project reflects the density and height of Downtown. Meanwhile, concentrating building height on Fifth Street enables the creation of open space and vibrant pedestrian realm to the rear of the Project site. Coupled with active ground floor uses within the Project building, the N-1 Project also reflects the finer grain character of SoMa. As discussed previously, this would provide a beneficial functional connection to the surrounding neighborhood.

In particular, the size of the N-1 Project building allows for a range of residential unit sizes, from studio to two-bedroom units, which as discussed previously, will assist in achievement of the City's 2020 Goals for housing.

Lastly, informed by extensive wind tunnel testing, the shape and overall design of the N-1 Project building, in conjunction with other buildings in the 5M Project, address the area's challenging wind conditions to minimize ground-level wind discomfort and hazards.

Thus, whether standing alone or with other buildings in the 5M Project context, the N-1 Project is a well-planned design that is appropriate for the proposed location, and would not be detrimental to the health, safety, convenience or general welfare of persons living or working in the vicinity of the building, or injurious to surrounding property.

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

As discussed in the DEIR Section IV-D, the N-1 Project would be expected to generate traffic patterns for persons and vehicles consistent with residential uses in the Downtown area, with the greatest trips generated in the a.m. and p.m. peak hours. The Project proposes to limit detrimental effects on traffic patterns and volume by minimizing personal automobile trips to and from the N-1 Project, through implementation of a Transportation Demand Management (TDM) Plan that encourages alternate forms of transportation to and from the site. Also, the N-1 Project circulation plan minimizes potential conflicts between truck loading on the one hand, and surface street automobile, MUNI, bicycle and pedestrian traffic on the other hand. As discussed in the DEIR, no substantial conflicts would be created by the Project.

The N-1 Project site is two blocks from major transit hubs at Powell Street BART/Muni station, Market Street and the forthcoming Central Subway station at Folsom and Fourth Street. The Golden Gate Bridge, Highway, and Transportation District, SamTrans and A/C Transit Districts all operate regional transit services between San Francisco and Marin/Sonoma, San Mateo and Alameda/Contra Costa Counties, respectively, with stops within three blocks of the Project. Its transit-rich location particularly enhances the accessibility of the site and minimizes the Project's impact on vehicle traffic patterns.

Sidewalks adjacent to the N-1 Project would be adequately sized to accommodate pedestrian access to and from the Project. The adjacent Fifth Street sidewalk would be widened to 18 feet to accommodate increased pedestrian use and enhance pedestrian access to and from the Project site.

To further encourage alternative commute methods, construction of the N-1 Project would include 176 Class 1 bicycle parking spaces and 24 Class 2 spaces. Although no minimum vehicle parking requirement exists for the C-3-S district, the N-1 Project building would include 156 vehicular parking spaces in up to three subterranean levels to accommodate parking demand from the building. All spaces will be accessible to the N-1 Project building.

The loading dock for the N-1 Project would be accessed from Minna Street and the exit is on Minna Street. The loading dock is designed so delivery trucks can back into the dock from Minna Street, internal to the 5M Project site, rather than access the dock from perimeter streets that would have a larger effect on traffic and pedestrian circulation. Smaller service vehicles will be able to utilize dedicated on-street spaces on Fifth Street. The provision of adequate loading and service vehicle spaces will minimize detrimental effects to traffic and pedestrians. As confirmed by the Final EIR, the N-1 Project would not result in significant conflicts between its loading and bicycle, pedestrian and personal vehicle users.

Thus, traffic patterns for persons and vehicles, including the type and volume of such traffic, and the adequacy of proposed off-street parking and loading at the N-1 Project is appropriately addressed so as to not be detrimental to the health, safety, convenience or general welfare of persons living or working in the vicinity of the building, or injurious to surrounding property.

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

No materials or activities that result in noxious or offensive emissions will be used or engaged in within the N-1 Project. The DEIR analyzed impacts related to noise and dust during both the construction and operational phases of the Project, and concluded that the Project would not result in significant impacts related to either, by including, where feasible, mitigation measures to be implemented as part of the Project. The N-1 Project will not use reflective or glare-producing materials, and will use insulated glass and materials to mitigate sound transmission.

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

Standards and guidelines to be established for the 5M Project area, applicable to the N-1 Project, are intended to ensure thoughtful and appropriate treatment of streetscape, landscape, open spaces, lighting and signage. The concept of these standards and guidelines would be to provide general street lighting to ensure pedestrian and vehicle safety on perimeter streets, and to provide a coordinated scheme of streetscape, lighting and signage improvements that prioritizes pedestrian and cyclist use of interior streets adjacent to the N-1 Project and that connects the streetscape to new Project open space. This concept would ensure appropriate treatment of these features within the Project area.

Construction of the N-1 Project will include a 3,600-square-foot terrace on the sixth or other upper-level floor of the building that will be exclusively accessible to residents (of which 2,300 square feet is required to satisfy the Planning Code). In addition, the Chronicle Rooftop, a 23,000 square-foot open space located atop Building M-1 (Chronicle Building) would be completed prior to certificate of occupancy for the N-1 Project. This space will be available to residents of the Project, as well as members of the public, and both would be consistent with Planning Code requirements for residential open space.

Parking and loading areas serving the N-1 Project building are primarily internal or below ground, and have been designed to minimize impacts to streetscape and conflicts with pedestrians and private vehicles.

Lastly, the DEIR determined that the 5M Project, including the N-1 Project building, would not result in significant impacts related to the creation of a new source of light or glare that would adversely affect other people or properties. See DEIR, pp. 643-44.

Thus, the N-1 Project would provide appropriate treatment of landscaping, open spaces, parking and loading areas, lighting and signage that are not detrimental to the health, safety, convenience or general welfare of persons living or working in the vicinity of the building, or injurious to surrounding property.

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

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

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

DECISION

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

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

Motion No. 19469
September 17, 2015

CASE NO. 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD
5M Project – N-1 Site

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. 19469. The effective date of this Motion shall be the date of this Motion if not appealed (after the 30-days period has expired) OR the date of the decision of the Board of Supervisors if this Motion is appealed to the Board of Supervisors. For further information, please contact the Board of Supervisors at (415) 554-5184, City Hall, Room 244, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102.

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

Jonas P. Ionin
Commission Secretary

AYES: Antonini, Fong, Hillis, Johnson, Richards

NOES: Moore, Wu

ABSENT: None

ADOPTED: September 17, 2015

EXHIBIT A

AUTHORIZATION

This authorization is for a Conditional Use for a development application under the proposed "Fifth and Mission Special Use District ("5M SUD"), Planning Code Section ("Section") 249.74 to demolish a portion of an existing building and construct a new building reaching a roof height of approximately 450 feet, containing approximately 400 residential units in an approximately 583,700 gross square foot (gsf) building, including retail uses of approximately 7,300 gsf and lobby/building core uses of approximately 5,900 gsf, located on Lot 097 of Assessor's Block 3725, within the 5M SUD and generally referred to as the "N-1 Project." The N-1 Project is one of three new buildings in the larger 5M Project. The subject property is currently located within the C-3-S District, and the 90-X and 160-F Height and Bulk Districts. Such Authorization is for a Project as described therein and in general conformance with plans, dated September 17, 2015 and attached hereto and stamped "EXHIBIT B", included in the docket for Case No. 2011.0409CUA and subject to these conditions of approval reviewed and approved by the Commission on September 17, 2015 under Motion No 19469. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit for new construction or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on September 17, 2015 under Motion No. 19469.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

These conditions of approval of this Planning Commission Motion No. 19469 shall be reproduced on the Index Sheet of construction plans submitted with the site or building permit application for the Project. The Index Sheet of the construction plans shall reference to the Conditional Use authorization and any subsequent amendments or modifications.

SEVERABILITY

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

CHANGES AND MODIFICATIONS

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

Conditions of Approval, Compliance, Monitoring, and Reporting

PERFORMANCE

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

DESIGN – COMPLIANCE AT PLAN STAGE

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

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

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

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

Building (the "M-1" site, Case No. 2011.0409CUA), and shall complete the design of this open space as described in this motion and in the D4D, prior to the issuance of a first temporary certificate of occupancy for the N-1 project which is the subject of this conditional use authorization. The open spaces shall be maintained in perpetuity for the life of the project.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

PARKING AND TRAFFIC

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

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

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

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

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

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

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

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

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

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

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

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

PROVISIONS

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

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

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

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

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

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

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

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

Affordable Units. The Project Sponsor shall to the extent applicable, pay all applicable fees with respect to the provision of affordable housing and comply with all other applicable requirements of the Affordable Housing Program, Exhibit E to the DA. The N-1 Building shall pay the affordable housing fee as specified below:

1. **Requirement.** Pursuant to Planning Code 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%).

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

2. **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"), except as may otherwise be provided in the DA. 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. Subject to the provisions of the DA, 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, with an option for the Project Sponsor to defer a portion of the payment prior to issuance of the first certificate of occupancy upon agreeing to pay a deferral surcharge that would be deposited into the Citywide Inclusionary Affordable Housing Fund in accordance with Section 107A.13.3 of the San Francisco Building Code.
- 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, 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. shall constitute cause for the City to record a lien against the development project and to pursue any and all other remedies at law.

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

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

MONITORING - AFTER ENTITLEMENT

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

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

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

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

OPERATION

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

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

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

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

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

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

EXHIBIT B

N1 BUILDING _ PROJECT CONDITIONAL USE APPLICATION

SELECTED PAGES

1418

FOREST CITY

FIGURE 4A: TYPICAL PLANS
N1 BUILDING

1419

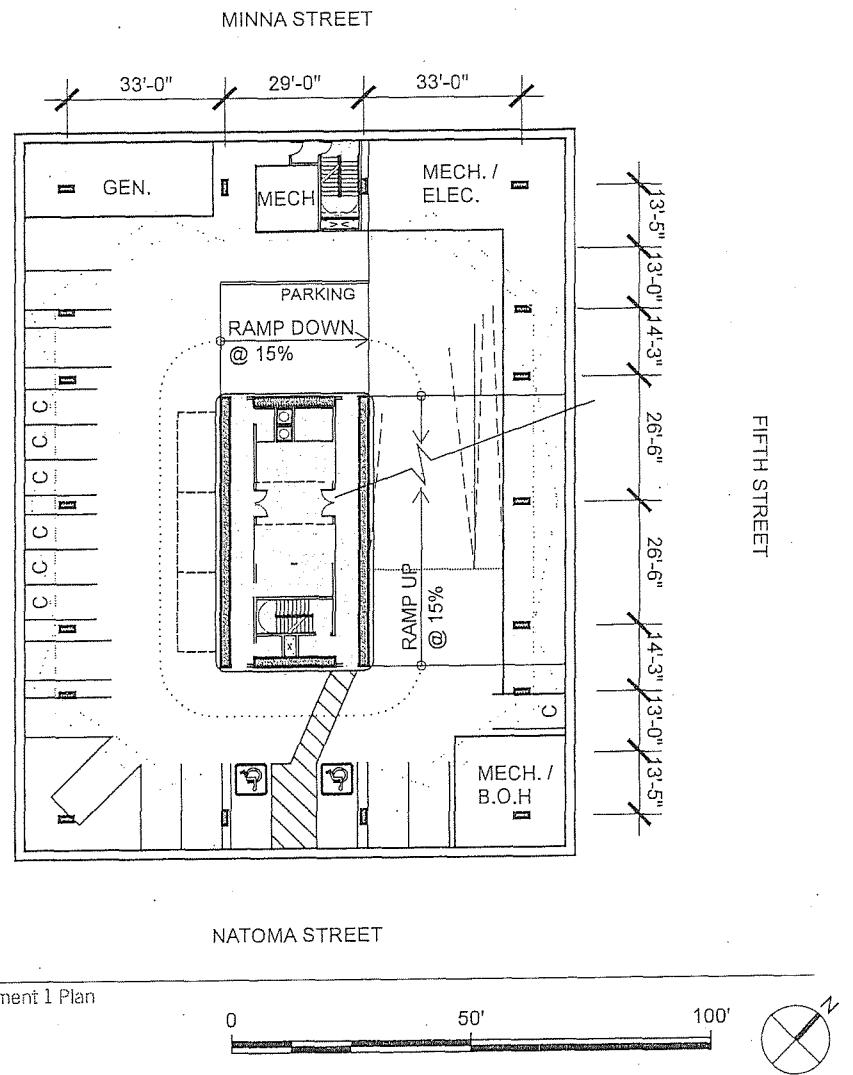
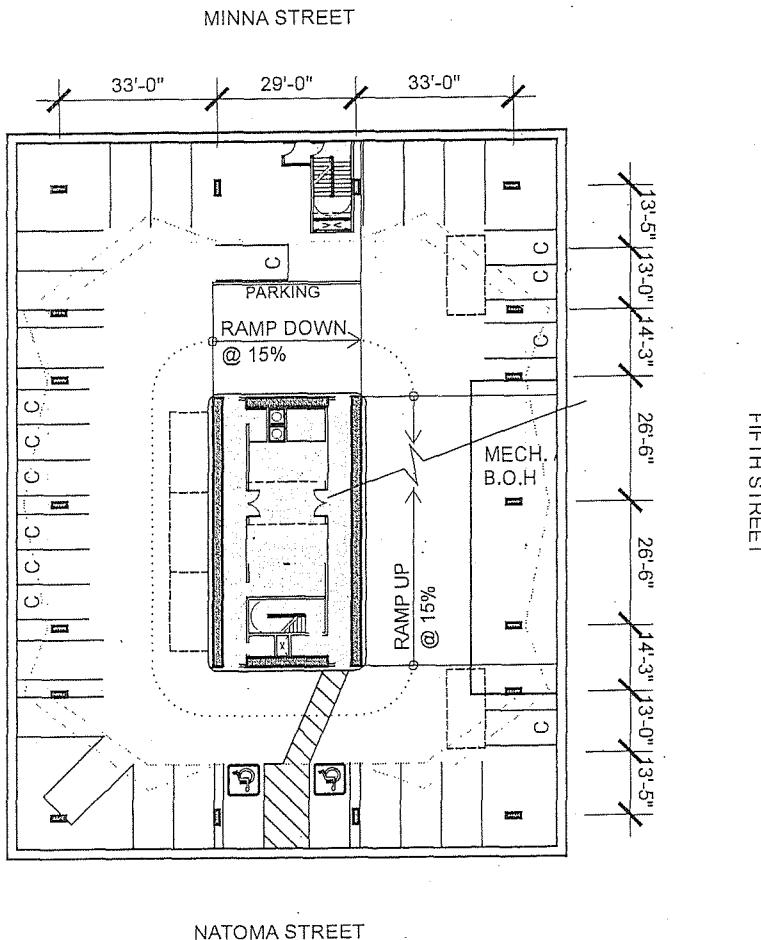


FIGURE 4B: TYPICAL PLANS
N1 BUILDING

Uses Legend

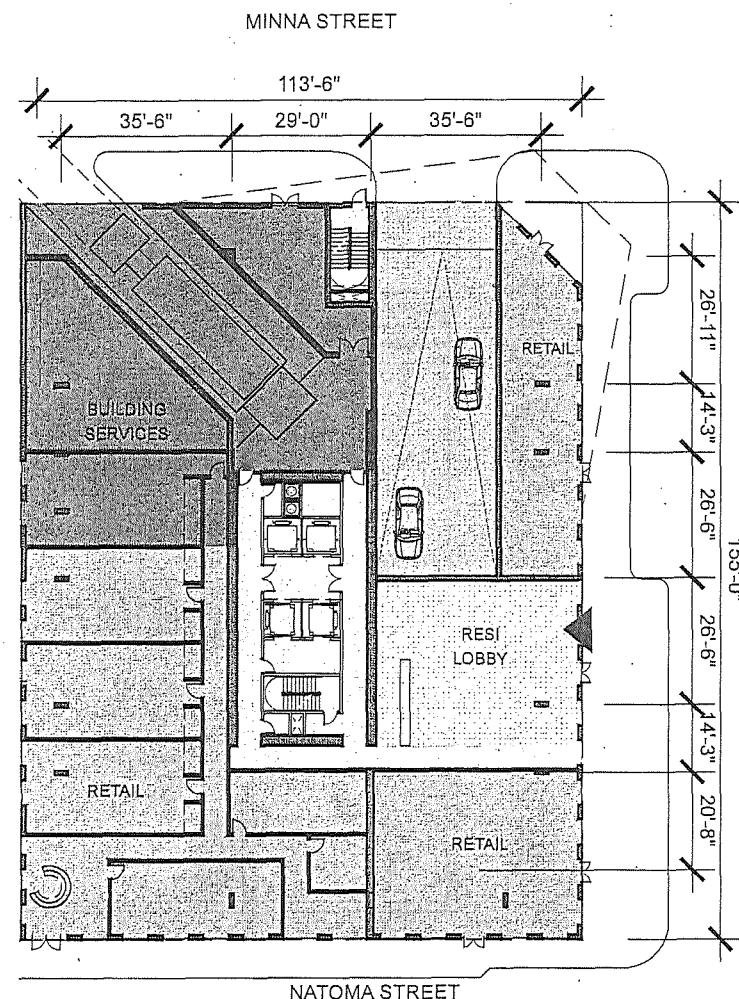
- Neighborhood Retail
- Lobby / Core
- Building Services
- Bicycle Parking
- Vehicular Parking Access
- Vehicular Loading
- Non-profit Space
- Co-work / Office

1420

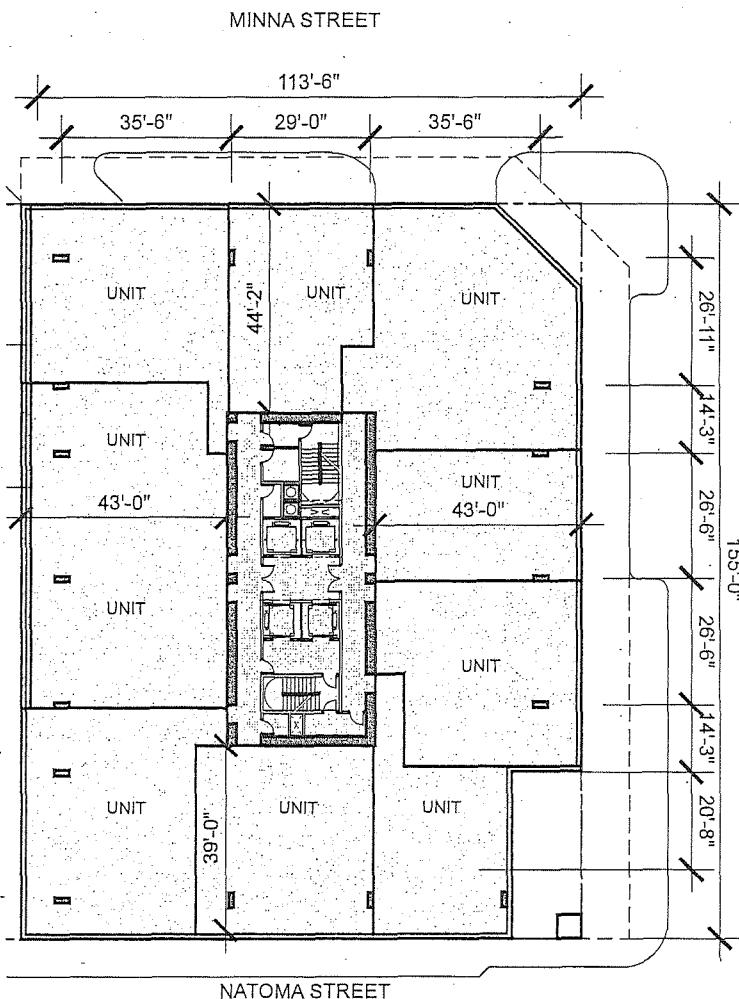
NOTE: EXAMPLE
PROGRAM LAYOUTS
SHOWN

Plan Legend

- Parcel Line
- Canopy Line (above)



Ground Plan



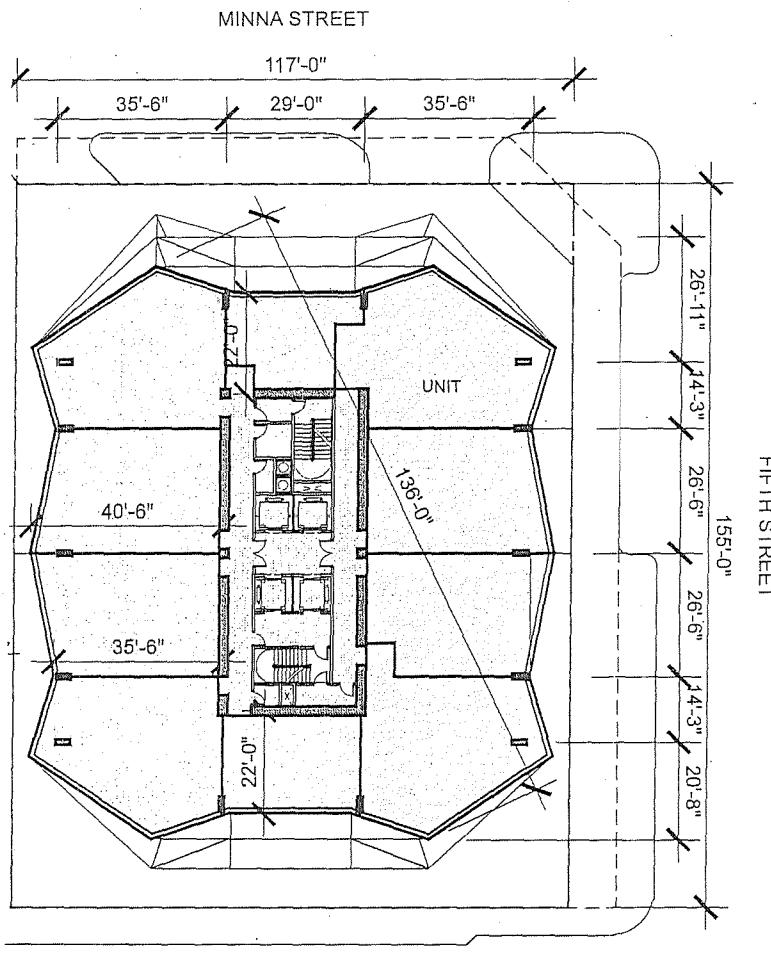
Lower Level Plan



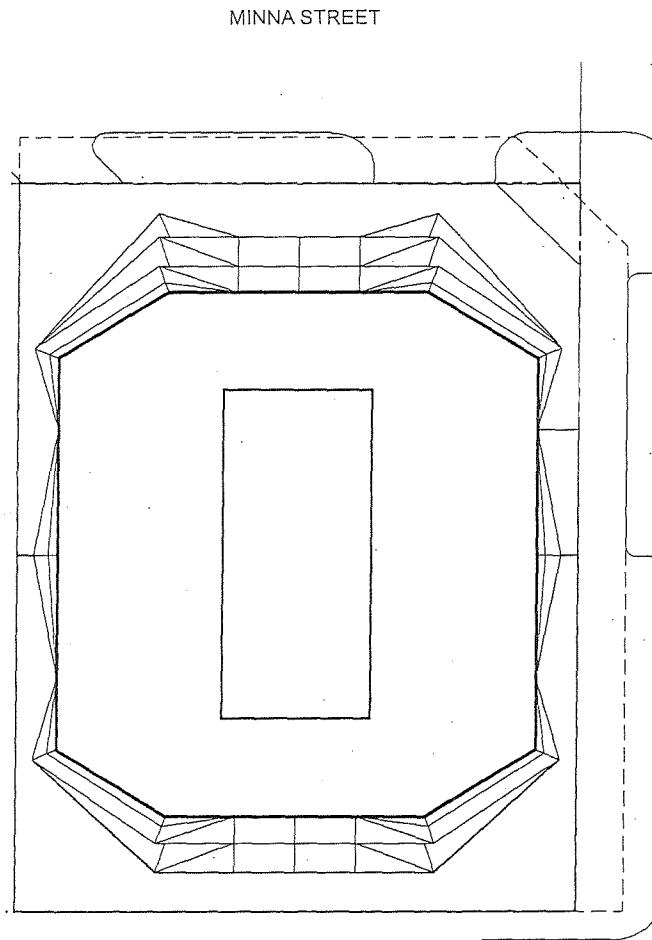
FIGURE 4C: TYPICAL PLANS

N1 BUILDING

1421



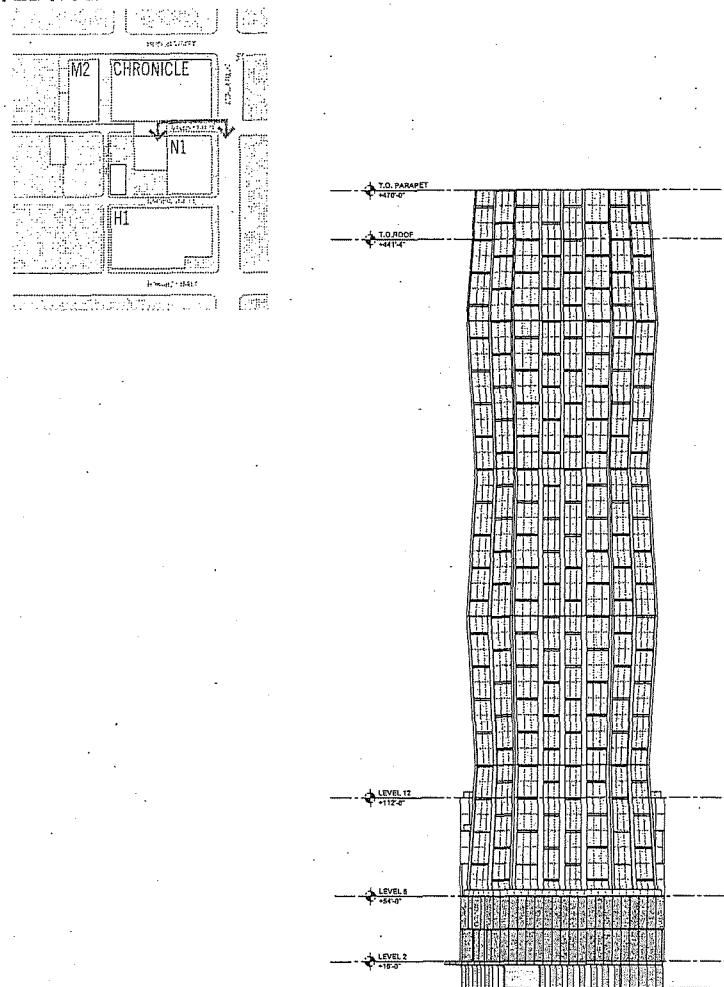
Upper Level Plan



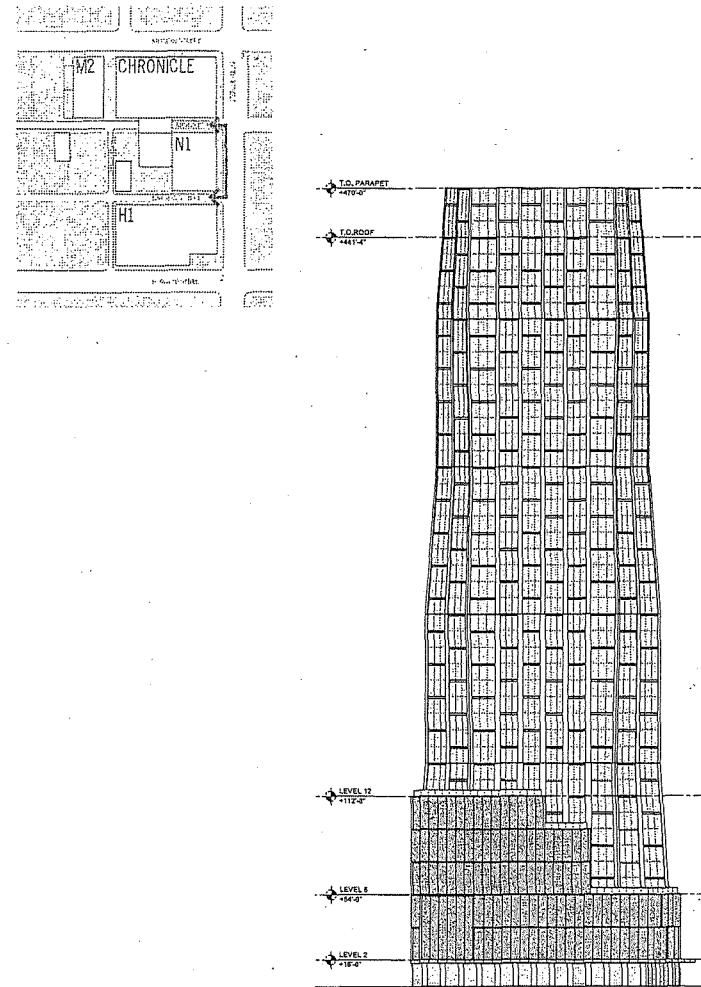
Roof Plan



FIGURE 6A: TYPICAL ELEVATIONS
N1 BUILDING



North Elevation (view from Minna St)

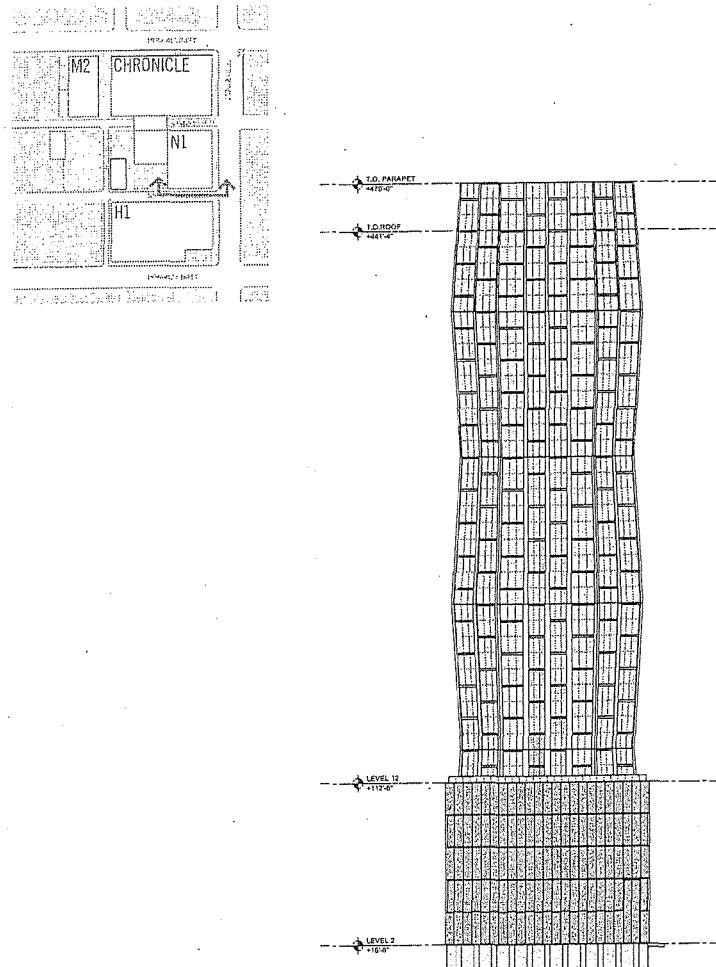


East Elevation (view from 5th St)

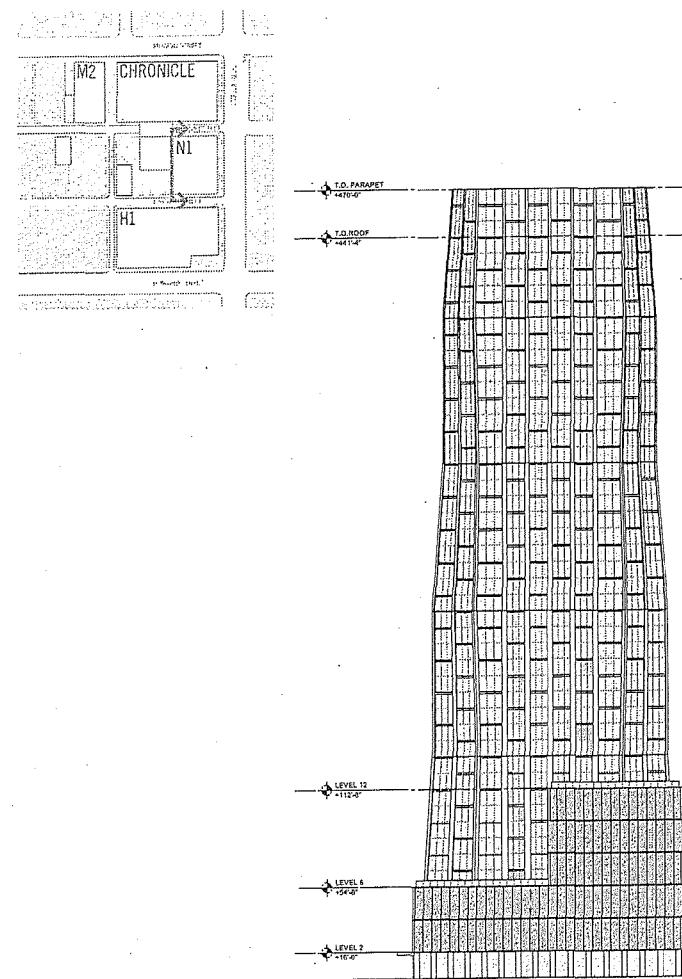
NOTE: NOT TO SCALE

FIGURE 6B: TYPICAL ELEVATIONS

N1 BUILDING



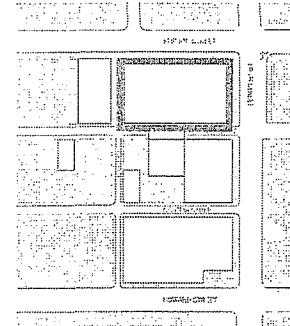
South Elevation (view from Natoma St)



West Elevation (view from Mary St)

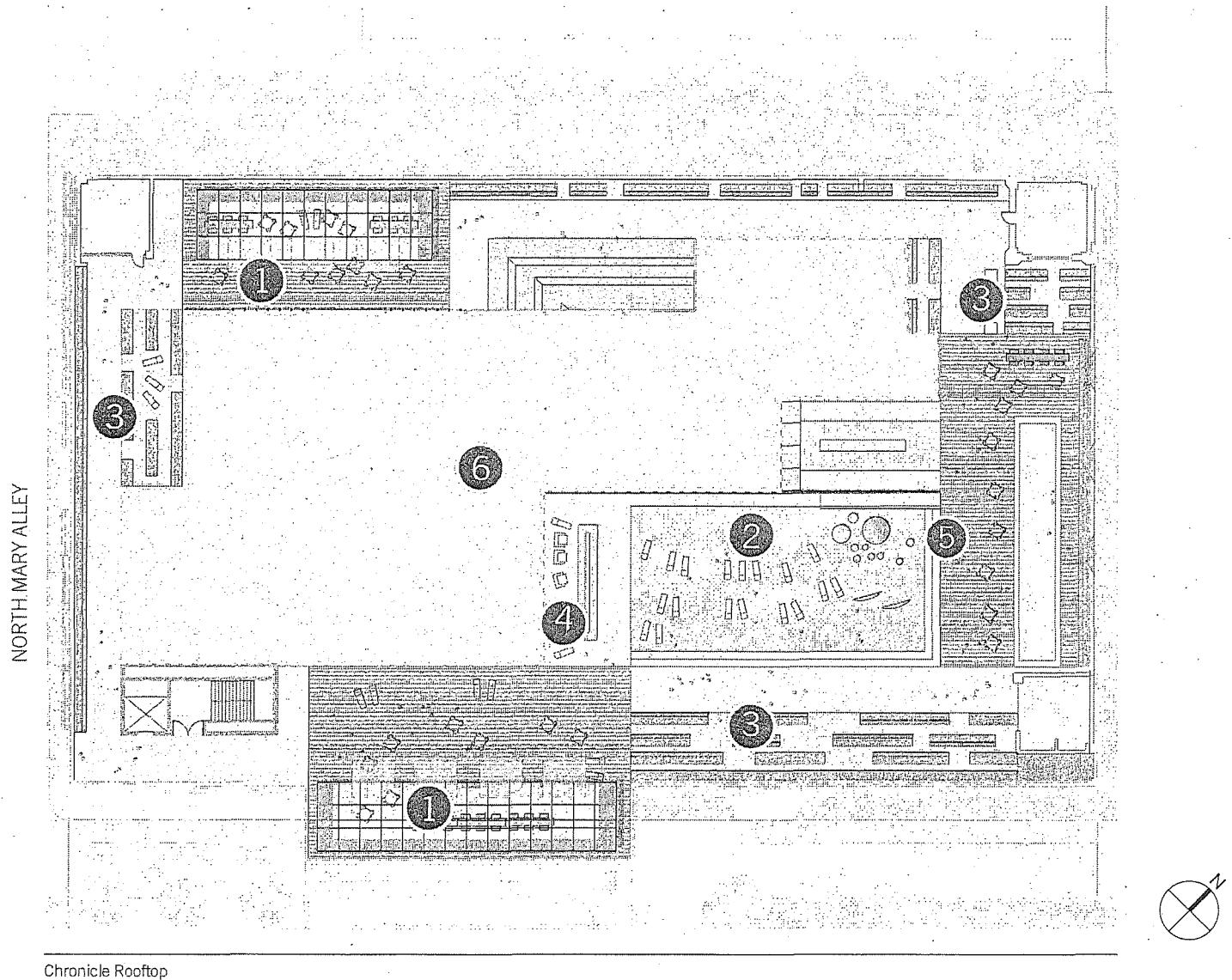
NOTE: NOT TO SCALE

**FIGURE 7A: OPEN SPACE
CHRONICLE ROOFTOP**



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

1424





SAN FRANCISCO PLANNING DEPARTMENT

North Subject to: (Select only if applicable)

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

1650 Mission St.
Suite 400
San Francisco,
CA 94103-2479
Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

Planning Commission Motion No. 19470

HEARING DATE: SEPTEMBER 17, 2015

Date: September 3, 2015
Case No.: 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD
Project Address: 925 Mission Street and various parcels (aka "5M")
Existing Zoning: C-3-S (Downtown Support) District
90-X and 160-F Height and Bulk Districts
Block/Lot: Lot 93 of Assessor's Block 3725 [the "M-1 Site/Chronicle Building"]
Project Sponsor: Audrey Tendell
5M Project, LLC
875 Howard Street, Suite 330
San Francisco, CA 94103
Staff Contact: Kevin Guy – (415) 558-6163
Kevin.Guy@sfgov.org

ADOPTING FINDINGS RELATING TO THE APPROVAL OF A CONDITIONAL USE AUTHORIZATION PURSUANT TO THE PROPOSED PLANNING CODE SECTION 249.74(e), FIFTH AND MISSION SPECIAL USE DISTRICT (5M SUD) AND SECTION 303 TO CONVERT APPROXIMATELY 40,000 SQUARE FEET OF BASEMENT STORAGE SPACE TO OFFICE USES, WITHIN AN EXISTING BUILDING CONTAINING APPROXIMATELY 133,400 SQUARE FEET OFFICE USES, 43,300 SQUARE FEET OF BASEMENT STORAGE SPACE, 1,000 SQUARE FEET OF RETAIL SPACE AND 1,500 SQUARE FEET OF ASSEMBLY SPACE, INCLUDING AS A PORTION OF THE 5M DEVELOPMENT PROJECT REFERRED TO AS THE M-1 BUILDING, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND THE EIGHT PRIORITY POLICIES OF PLANNING CODE SECTION 101.1(b).

PREAMBLE

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

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

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

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

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

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

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

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

FINDINGS:

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

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

2. **Site Description and Present Use.** The 5M Project Site is located on approximately four acres of land under single ownership, bounded by Mission, Fifth and Howard Streets. The site is generally bounded by Mission Street to the north, Fifth Street to the east, Howard Street to the south, and Mary Street to the west, along with several additional parcels further to the west along Mary Street. It is currently occupied by eight buildings with approximately 318,000 square feet of office and cultural uses, and several surface parking lots. Buildings on the site include the San Francisco Chronicle Building, Dempster Printing Building and Camelline Building, as well as five low-rise office/warehouse/commercial workshop buildings and several surface parking lots. The site consists of Assessor's Block 3725, Lots 005, 006, 008, 009, 012, 042-047, 076, 077, 089-091, 093, 094, and 097-100. The M-1 Site presently includes the 179,200 gsf Chronicle building consisting of approximately 133,400 square feet of office uses, 43,000 square feet of basement storage, 1,000 square feet of retail and 1,500 square feet of assembly uses.
3. **Surrounding Properties and Neighborhood.** The 5M Project site is located at the nexus of the Downtown, SOMA, and Mid-Market areas, within a context characterized by intense urban development and a diverse mix of uses. The Westfield San Francisco Centre located at the southeast corner of Market and Fifth Streets, which defines the entry into the major retail shopping district around Union Square. The Fifth and Mission Parking Garage and the University of the Pacific School of Dentistry are located immediately to the east across Fifth Street, with the Metreon shopping center, Yerba Buena Gardens, and Moscone Center situated further to the east. The 340-foot Intercontinental Hotel is immediately to the east of the site, while the Pickwick Hotel and the Hotel Zetta are located along the Fifth Street corridor. The Old Mint is situated immediately to the north of the site across Mission Street. Existing buildings to the west and the south of the site tend to be lower in scale, and contain a wide variety of uses, including residential hotels, older and newly-constructed residential buildings, offices, retail establishments, and automotive repair. The transit spine of Market Street is situated one block to the north, while the alignment of the future Central Subway is located one block to the east along Fourth Street.

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

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

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

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

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

7. Planning Code Section 303 establishes criteria for the Planning Commission to consider when reviewing applications for conditional Use authorization. The 5M SUD provides in Section 249.74(e) that in it, the 5M D4D and Section 303 apply in lieu of the Section 309 process. The M-1 Project development application authorization process must meet these criteria. On balance, the project complies with the criteria of Section 303, in that:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

DECISION

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

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

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

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

Jonas P. Ionin
Commission Secretary

AYES: Antonini, Fong, Hillis, Johnson, Richards

NOES: Moore, Wu

ABSENT: None

ADOPTED: September 17, 2015

EXHIBIT A

AUTHORIZATION

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

RECORDATION OF CONDITIONS OF APPROVAL

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

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

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

SEVERABILITY

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

CHANGES AND MODIFICATIONS

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

Conditions of Approval, Compliance, Monitoring, and Reporting PERFORMANCE

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

DESIGN – COMPLIANCE AT PLAN STAGE

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

PARKING AND TRAFFIC

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

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

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

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

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

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

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

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

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

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

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

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

PROVISIONS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

MONITORING - AFTER ENTITLEMENT

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

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

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

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

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

OPERATION

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

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

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

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

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

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

EXHIBIT B

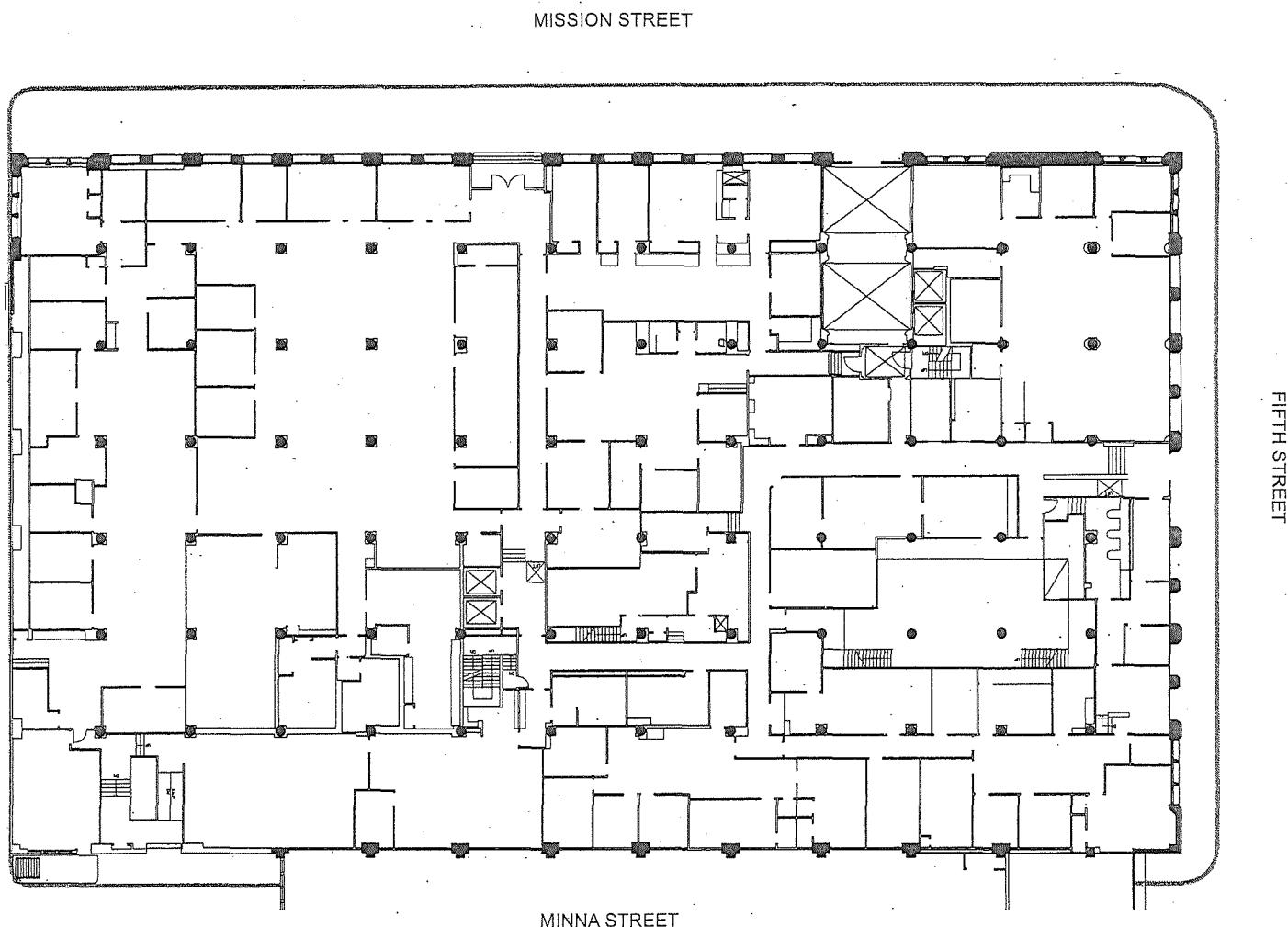
CHRONICLE BUILDING _ PROJECT CONDITIONAL USE APPLICATION
SELECTED PAGES

1443

FORESTCITY

FIGURE 4A: TYPICAL PLANS
CHRONICLE BUILDING (EXISTING)

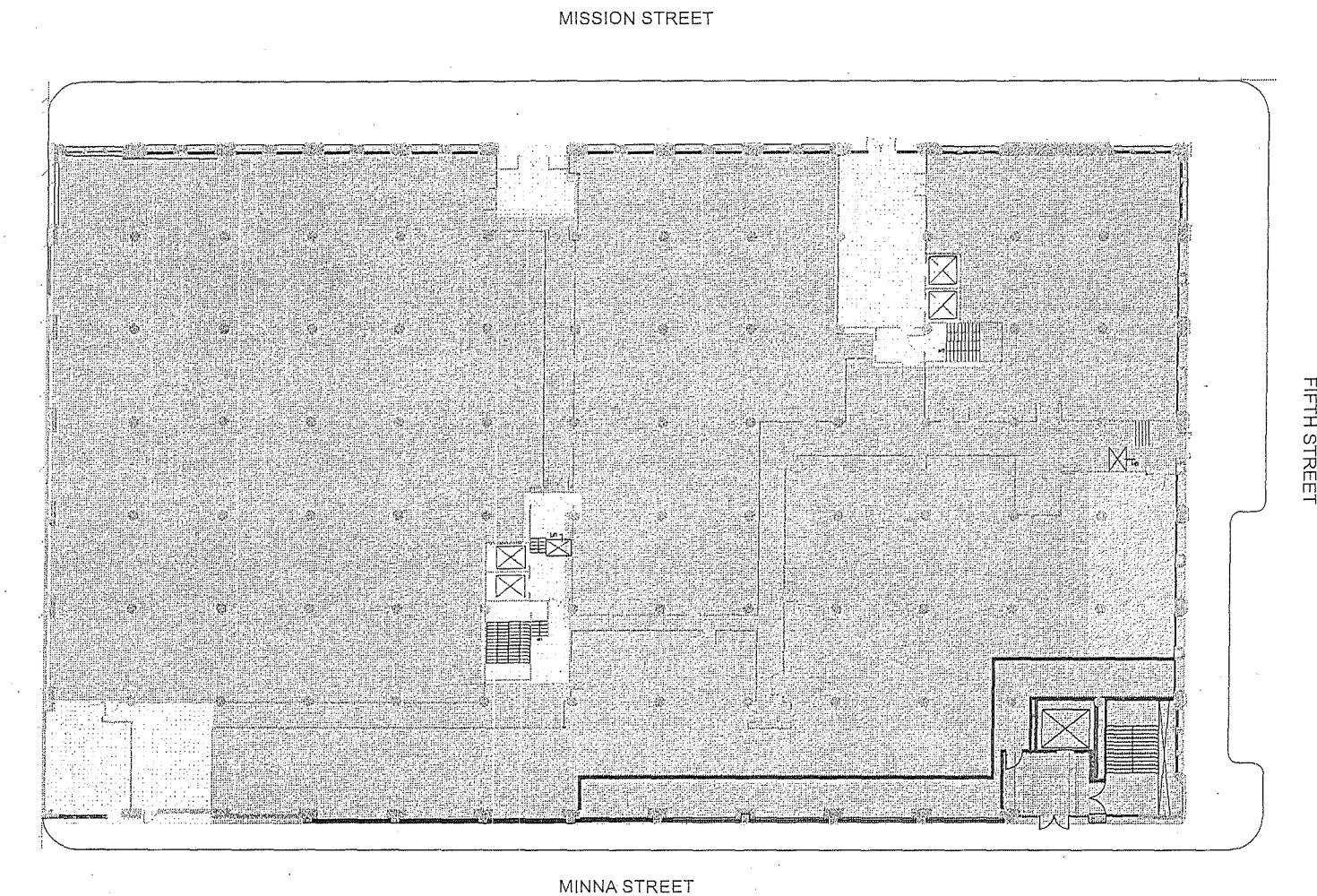
1444



Ground Plan



FIGURE 4B: TYPICAL PLANS
CHRONICLE BUILDING (PROPOSED)



Ground Plan



FIGURE 4C: TYPICAL PLANS
CHRONICLE BUILDING (PROPOSED)

1446

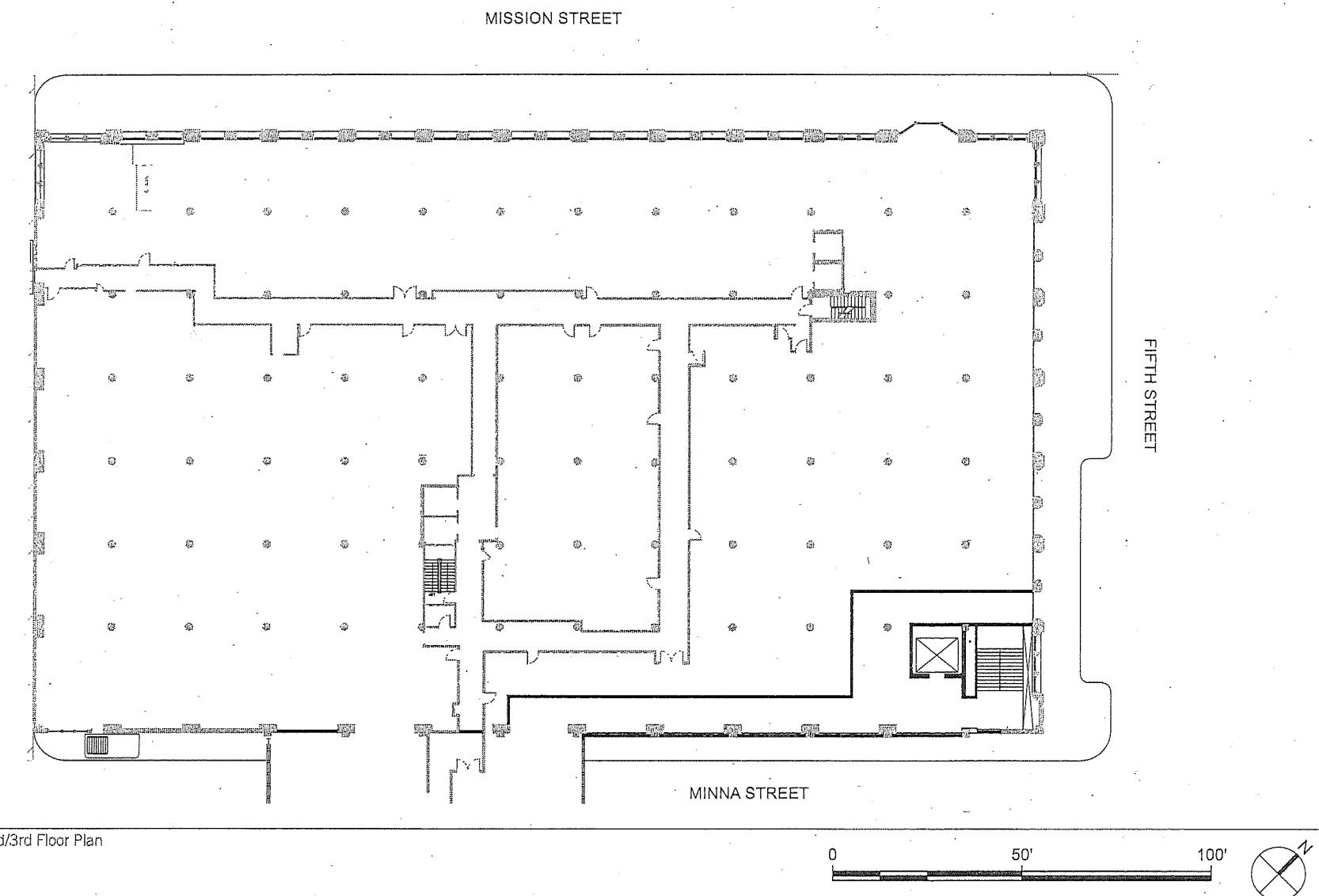
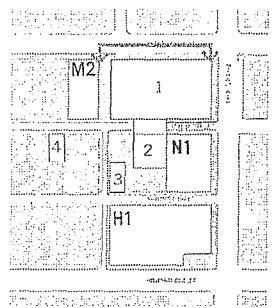
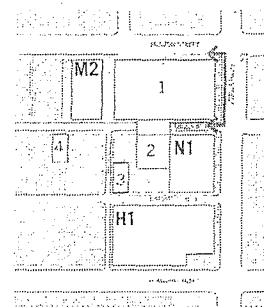


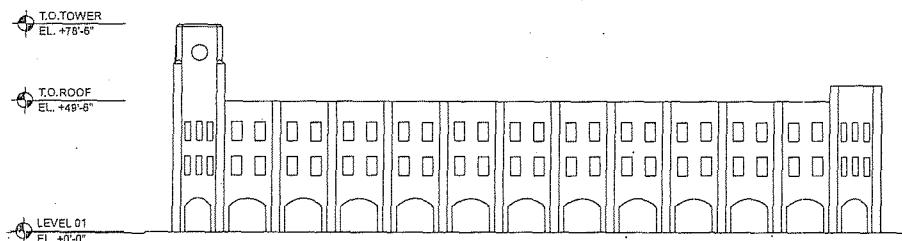
FIGURE 5A: TYPICAL ELEVATIONS
CHRONICLE BUILDING (EXISTING)



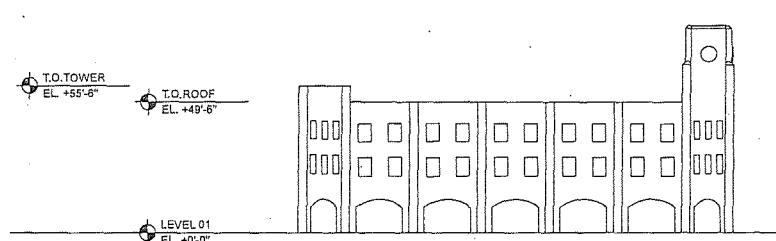
1. CHRONICLE BUILDING
2. EXAMINER BUILDING
3. CAMELLINE BUILDING
4. DEMPSTER PRINTING BUILDING



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



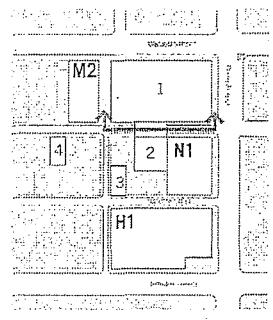
North Elevation (view from Mission St)



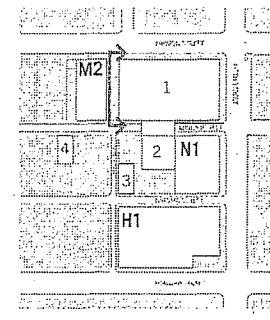
East Elevation (view from 5th St)

NOTE: NOT TO SCALE

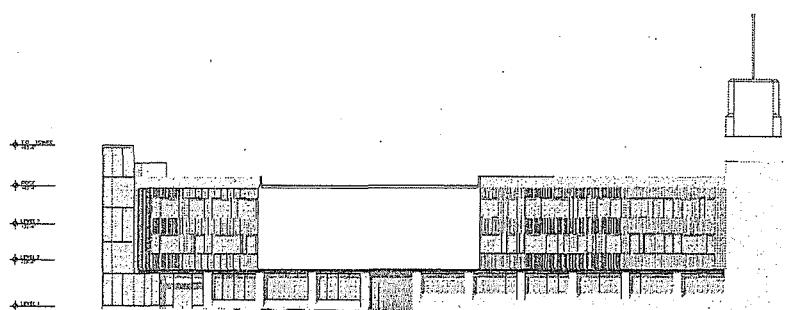
**FIGURE 5B: TYPICAL ELEVATIONS
CHRONICLE BUILDING (PROPOSED)**



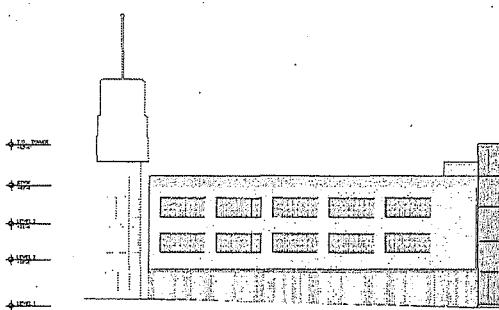
1. CHRONICLE BUILDING
2. EXAMINER BUILDING
3. CAMELLINE BUILDING
4. DEMPSTER PRINTING BUILDING



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



South Elevation (view from Minna St)



West Elevation (view from Mary St)

NOTE: NOT TO SCALE



SAN FRANCISCO PLANNING DEPARTMENT

North Subject to: (Select only if applicable)

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

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

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

Planning Commission Motion No. 19471

HEARING DATE: SEPTEMBER 17, 2015

Date: September 3, 2015
Case No.: 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD
Project Address: 925 Mission Street and various parcels (aka "5M")
Existing Site Zoning: C-3-S (Downtown Support) District
160-F Height and Bulk Districts
Block/Lots: Lot 097 of Assessor's Block 3725 ("New Examiner" Site)
Project Sponsor: Audrey Tendell
5M Project, LLC
875 Howard Street, Suite 330
San Francisco, CA 94103
Staff Contact: Kevin Guy – (415) 558-6163
Kevin.Guy@sfgov.org

ADOPTING FINDINGS RELATING TO THE APPROVAL OF A CONDITIONAL USE AUTHORIZATION PURSUANT TO THE PROPOSED PLANNING CODE SECTION 249.74(e), FIFTH AND MISSION SPECIAL USE DISTRICT (5M SUD) AND SECTION 303 TO PARTIALLY DEMOLISH AN APPROXIMATELY 106,900 GROSS SQUARE FOOT OFFICE BUILDING TO CREATE A BUILDING WITH APPROXIMATELY 21,800 SQUARE FEET OF OFFICE USES (INCLUDING 7,000 SQUARE FEET IN THE REMAINING ABOVE-GROUND CONNECTOR), UP TO 11,800 SF RETAIL AND 1,300 SF LOBBY/CORE USES WITHIN THE EXISTING 110 FIFTH STREET (THE EXAMINER BUILDING AND ASSOCIATED CONNECTING STRUCTURE) BUILDING AND TO ACCOMMODATE REPLACEMENT OF BUILDING OPERATIONAL SYSTEMS AND CIRCULATION MODIFICATIONS, BEING A PORTION OF THE 5M DEVELOPMENT PROJECT REFERRED TO AS THE "NEW EXAMINER" BUILDING; ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT, INCLUDING ADOPTION OF A MITIGATION AND MONITORING AND REPORTING PROGRAM; AND ADOPTING FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND THE EIGHT PRIORITY POLICIES OF PLANNING CODE SECTION 101(b).

PREAMBLE

1. On August 19, 2014, May 15, 2015, and August 7, 2015, 5M Project, LLC ("Project Sponsor") filed entitlement applications with the San Francisco Planning Department for the development of a mixed-use commercial, residential and retail/educational/cultural development project known as the 5M Project ("5M Project"), including a request for Conditional Use Authorizations for a development application under the proposed "Fifth and Mission Special Use District ("5M SUD"), Planning Code Section ("Section") 249.74(e) to partially demolish an approximately 106,900 gross square foot office building to create a building with approximately 28,800 square feet of office uses (including 7,000 square feet below the ground floor), up to 11,800 sf retail and 1,300 sf lobby/core uses within the existing 110 Fifth Street (the Examiner building and associated connecting structure) building and to accommodate replacement of building operational systems and circulation modifications, being a portion of the 5m Development Project referred to as the "New Examiner" Building located at 110 Fifth Street, on Lot 097 of Assessor's Block 3725, within the 5M SUD and generally referred to as the "New Examiner Site."
2. The 5M Project is located on approximately four acres of land under single ownership, bounded by Mission, Fifth and Howard Streets. The site is generally bounded by Mission Street to the north, Fifth Street to the east, Howard Street to the south, and Mary Street to the west, along with several additional parcels further to the west along Mary Street. It is currently occupied by eight buildings with approximately 318,000 square feet of office and cultural uses, and several surface parking lots. Buildings on the site include the San Francisco Chronicle Building, Dempster Printing Building and Camelline Building, as well as five low-rise office/warehouse/commercial workshop buildings and several surface parking lots. The site consists of Assessor's Block 3725, Lots 005, 006, 008, 009, 012, 042-047, 076, 077, 089-091, 093, 094, and 097-100.
3. The Planning Department began conversations with the Project Sponsor in 2008 identifying the subject property as an opportunity site that should both reference the lower-scaled environment to the west by emphasizing the existing historic buildings on the site and adding much needed open space to this part of SOMA, with the potential for density and a mix of uses that relate to the high-rise environment to the east. The proposed 5M Project pre-dates the Central SOMA Plan, but supports many of the goals of the Plan, such as supporting transit oriented growth, providing extensive open space, and shaping the area's urban form with recognition of both the City and neighborhood context.
4. The 5M Project proposes to demolish surface parking lots and several existing buildings (926 Howard Street, 912 Howard Street, 409-411 Natoma Street, and 190 Fifth Street), retain the Dempster, Camelline, Chronicle, and Examiner (portion) buildings, and construct three new towers on the 5M Project site, with occupied building heights ranging from approximately 200 feet to 450 feet. The 5M Project includes approximately 821,300 square feet of residential uses (approximately 690 units), 807,600 square feet of office uses (including active office uses at or below the ground floor), and 68,700 square feet of other active ground floor uses (a mix of retail establishments, recreational and arts facilities, restaurants, workshops, and educational uses).

5. The 5M Project would also include vehicular parking, bicycle parking, and loading facilities, an extensive program of private- and publicly accessible open space, and streetscape and public-realm improvements. The northerly portion of Mary Street between Minna and Mission Streets would be converted into a pedestrian alley lined with active uses and enhanced with seating, landscaping, and pedestrian-scaled lighting. Public open space will be provided at the center of the 5M Project, providing active and passive space incorporating artwork, landscape treatments, and furnishings. Another significant open space would be situated on the rooftop of the Chronicle building, including amenities such as a deck, lawn space, seating, and opportunities for urban agriculture and outdoor gardens.
6. On November 20, 2014, the Planning Commission held an informational hearing regarding the 5M Project, which included a broad overview of the design and regulatory approach being proposed for the site. On July 23, 2015, the Planning Commission held a second informational hearing for the 5M Project, which focused on the Design for Development document proposed as part of the overall project entitlements. On August 6, 2015, the Planning Commission held a third informational hearing for the 5M Project, focusing on public benefits, wind and shadow effect, circulation design and transportation, and street improvements. On September 3, 2015, the Planning Commission held a final informational hearing on the 5M Project, focusing on various issues raised at the third informational hearing.
7. In order for the 5M Project to proceed and be developed with the proposed mix of uses and development controls, various General Plan amendments, height reclassifications and amendments to the Planning Code and Zoning Maps, together with additional entitlements and approvals, are required.
8. On July 9, 2015, Mayor Lee introduced draft Ordinances with respect to the 5M Project 1) approving a Development Agreement for the 5M Project, and 2) amending the Planning Code to add Section 249.74 to create the 5M Special Use District, and amending Sectional Maps ZN01, SU01, and HT01 of the Zoning Map to reflect the 5M Special Use District and height reclassifications associated therewith. In order for the 5M Project to proceed and be developed with the proposed mix of uses and development controls, various General Plan amendments, height reclassifications and amendments to the Planning Code and Zoning Maps, together with additional entitlements and approvals, are required, including this conditional use authorization for design review of development applications under the 5M SUD. The 5M SUD is described in Commission Resolution No. 19464 and 5M Design for Development described in Commission Motion No. 19465 which together form the basic regulatory scheme for the 5M Project in lieu of Planning Code Section 309
9. On August 6, 2015, the Planning Commission held a duly noticed public hearing to consider initiation of General Plan Amendments associated with the Project, and adopted Resolution No. 19429 initiating such General Plan Amendments.
10. On October 15, 2014, the Department published a Draft Environmental Impact Report (EIR) for the 5M Project for public review. The Draft EIR public comment period was originally proposed to end on December 1, 2014, and was subsequently extended by the Environmental Review Officer to

January 7, 2015. On November 20, 2014, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting to solicit comments regarding the Draft EIR. On August 13, 2015, the Department published a Comments and Responses document, responding to comments made regarding the Draft EIR prepared for the 5M Project. The Draft EIR and the Comments and Responses document constitute the Final EIR. On September 17, 2015, the Commission reviewed and considered the Final EIR at a duly noticed public hearing and found that the contents of said report and the procedures through which the Final EIR was prepared, publicized, and reviewed complied with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.) ("CEQA"), 14 California Code of Regulations Sections 15000 et seq. ("the CEQA Guidelines"), and Chapter 31 of the San Francisco Administrative Code ("Chapter 31"). The Commission found the Final EIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and approved the Final EIR for the 5M Project in compliance with CEQA, the CEQA Guidelines and Chapter 31. The Planning Department, Jonas Ionin, is the custodian of records, located in the File for Case No. 2011.0409ENV/Planning Department staff prepared a Mitigation and Monitoring and Report Program (MMRP), which material was made available to the public and the Commission for the Commission's review and consideration and action.

11. On September 17, 2015, at a duly noticed public hearing at a regularly scheduled meeting, by Motion No. 19459, the Commission adopted findings, including a statement of overriding considerations and a Mitigation Monitoring and Reporting Program pursuant to CEQA, the CEQA Guidelines and Chapter 31. In accordance with the actions contemplated herein, the Commission has reviewed the Final EIR for the 5M Project and adopts and incorporates by reference as though fully set forth herein the findings, including a statement of overriding considerations, pursuant to CEQA, adopted by the Commission by Motion No. 19459.
12. Also on September 17, 2015, at a duly noticed public hearing at a regularly scheduled meeting, by Resolution Nos. 19464 and 19463, the Commission recommended that the Board of Supervisors approve the 5M SUD and various General Plan amendments required for the 5M Project, and adopted findings in connection therewith.
13. Also on September 17, 2015, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting regarding Conditional Use Application No. 19471. The Commission heard and considered the testimony presented to it at the public hearing and further considered written materials and testimony presented on behalf of the applicant, the Department and the Mayor's Office of Economic and Workforce Development staff, other City departments and interested parties and the record as a whole.

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

FINDINGS:

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

1. The above recitals are accurate and constitute findings of this Commission.
2. **Site Description and Present Use.** The 5M Project Site is located on approximately four acres of land under single ownership, bounded by Mission, Fifth and Howard Streets. The site is generally bounded by Mission Street to the north, Fifth Street to the east, Howard Street to the south, and Mary Street to the west, along with several additional parcels further to the west along Mary Street. It is currently occupied by eight buildings with approximately 318,000 square feet of office and cultural uses, and several surface parking lots. Buildings on the site include the San Francisco Chronicle Building, Dempster Printing Building and Camelline Building, as well as five low-rise office/warehouse/commercial workshop buildings and several surface parking lots. The site consists of Assessor's Block 3725, Lots 005, 006, 008, 009, 012, 042-047, 076, 077, 089-091, 093, 094, and 097-100. The Examiner Site presently includes the 106,900 gsf Examiner Building and connector building consisting almost entirely of office uses (approximately 92,100 in the Examiner Building and 14,800 in the connection between the Examiner and the Chronicle Building).
3. **Surrounding Properties and Neighborhood.** The 5M Project site is located at the nexus of the Downtown, SOMA, and Mid-Market areas, within a context characterized by intense urban development and a diverse mix of uses. The Westfield San Francisco Centre located at the southeast corner of Market and Fifth Streets, which defines the entry into the major retail shopping district around Union Square. The Fifth and Mission Parking Garage and the University of the Pacific School of Dentistry are located immediately to the east across Fifth Street, with the Metreon shopping center, Yerba Buena Gardens, and Moscone Center situated further to the east. The 340-foot Intercontinental Hotel is immediately to the east of the site, while the Pickwick Hotel and the Hotel Zetta are located along the Fifth Street corridor. The Old Mint is situated immediately to the north of the site across Mission Street. Existing buildings to the west and the south of the site tend to be lower in scale, and contain a wide variety of uses, including residential hotels, older and newly-constructed residential buildings, offices, retail establishments, and automotive repair. The transit spine of Market Street is situated one block to the north, while the alignment of the future Central Subway is located one block to the east along Fourth Street.

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

4. **New Examiner Site and Project Description.** The New Examiner Building Project contemplates concurrent, conforming amendments to the Planning Code, adoption of design standards and guidelines (the D4D), and a Development Agreement for the entire 5M Project area. The proposed project (the "New Examiner Building" or "Project") is a renovated 34,900 square foot office building with mixed-use ground floor and basement located on Minna Street between Fifth and Mary Streets. It would constitute roughly the western third portion of the existing 92,100 square-foot San Francisco Examiner office building (the eastern two-thirds of which would be demolished for construction of the adjacent residential N-1, residential building which is subject to separate Conditional Use Authorization). The New Examiner Building would remain three stories and 50 feet tall. In addition to demolition of about two-thirds of the building (the Examiner Building and the remaining connector are referred to collectively as the New Examiner Building and their square footage combined), it would be renovated as follows: (a) to accommodate changes to building systems and building circulation necessitated by the demolition of approximately the eastern two-thirds of the existing building and the above ground connector between it and Building M-1 (the adjacent building, San Francisco Chronicle Building also being renovated subject to separate Conditional Use Authorization); and (b) changes to the interior layout and circulating of the building. The New Examiner Building would contain 21,800 square feet of office use above the ground floor, including 7,000 gsf of office within the remaining above-ground connector, up to 11,800 square feet of ground floor and basement retail space (including conversion of up to 9,600 sf of basement space to retail space) and 1,300 square feet of lobby/core space.

Construction of the New Examiner Building would include streetscape improvements on the building's Minna Street frontage in accordance with design standards and guidelines for the 5M Project.

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

6. **Planning Code Compliance/Zoning and Entitlement Structure.** The 5M Project regulatory program is a comprehensive planning approach and entitlement structure for the entire site. The proposed 5M SUD sets a unique set of zoning regulations and approval processes for project implementation. The entire site would be unified under the C-3-S Zoning District, which currently applies to the majority of the site, and height reclassifications are proposed to reflect the building heights shown in the D4D. The 5M D4D as described in Resolution No. 19465 articulates a vision for the character of the overall project, and provides specificity on aspects of architecture and

massing, streetscape improvements, landscaping and greening, lighting, circulation and transportation facilities, public art, open space programming and design, activation and enhancement of the pedestrian realm, and sustainability features. The scope of the D4D is expansive, and the guidelines and regulations within each topic area are detailed. As with the entire 5M Project, the New Examiner Building Project is governed by the proposed 5M SUD, D4D, and the Development Agreement. The Commission finds that the New Examiner Building Project is consistent with the Planning Code overall, and the proposed 5M SUD and D4D in the following manner:

- A. **Use and Density.** The Examiner Building complies C-3-S District and 5M SUD use and density controls of the Planning Code. The office space uses and other modifications to the existing building are permitted uses.
- B. **Height and Bulk.** The SUD and D4D describe unique height and bulk regulations for buildings proposed for the 5M Project site. Other than reduction in total massing, there is no change in the height or bulk of the existing Examiner Building.
- C. **Floor Area Ratio.** The Examiner Building complies with 5M SUD Section 3(D) which provides the permitted Gross Floor Area for the 5M Project shall not exceed 11:1. The New Examiner Building is consistent with the allowable FAR proposed for the development.
- D. **Rear Yard Setback.** The provisions of Planning Code Sections 134 and 140 do not apply to the 5M Project, and the provisions of the 5M SUD apply in lieu of those provisions. The Examiner Building modifications do not trigger any new set back requirements and the basic building footprint does not change.
- E. **Usable Open Space, Streetscape and Pedestrian Improvements, Active Street Frontages, Off-Street Parking and Car Sharing and Off-Street Loading** provisions of the Planning Code and the 5M SUD generally do not apply to the Examiner Building improvements to the existing Chronicle Building. The New Examiner Building streetscape improvements are consistent with the overall 5M SUD regulatory structure.
- F. **Inclusionary Affordable Housing Program.** As set forth in the 5M Development Agreement Affordable Housing and Community Benefit Program, the 5M Project exceeds the Planning Code's Affordable Housing requirements by providing an anticipated 33% of the market rate dwelling units as affordable housing. The New Examiner Building alone does not involve improvements to which the Planning Code Inclusionary Affordable Housing or Jobs Housing Linkage Programs apply.
- 7. **Planning Code Section 303** establishes criteria for the Planning Commission to consider when reviewing applications for Conditional Use Authorization. The 5M SUD provides in Section 249.74(e) that within the District, the provisions of Section 249.74(e), the 5M D4D and Section 303 apply in lieu of the Section 309 process. The New Examiner Building Project development application authorization process must meet these criteria. On balance, the New Examiner Building Project complies with the criteria of Section 303, in that:

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

The New Examiner Building is a 34,900 square-foot mixed-use building, with 21,800 square feet of office and up to 11,800 square feet of retail use. Its proposed location is currently developed with office use. It is within the Downtown Plan area and C-3-S (Commercial Support) Zoning District, at the northern edge of the South of Market (SoMa) neighborhood.

Under the Downtown Plan, office uses are encouraged and they are principally permitted uses within the C-3-S District. The Downtown Plan encourages prime downtown office activities to grow so long as negative effects can be controlled, including the displacement of other uses. The New Examiner Building would not displace existing uses and would not otherwise have detrimental effects because it is replacing a current use.

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

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

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

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

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

The New Examiner Building would continue office uses that are currently present on the site, in lesser amount. The reduced size and shape of the building is consistent with, and would not be detrimental to existing uses in the vicinity.

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

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

The New Examiner Building would be expected to reduce traffic patterns from those it currently generates comparative to its reduction in size. It would continue to be located in close proximity to major transit hubs at Powell Street BART/Muni station, other regional transit services that serve the SoMa area, and two blocks from the forthcoming Central Subway station at Folsom and Fourth Street. Loading for the New Examiner Building will be on-street loading on Minna Street. Thus, traffic patterns for persons and vehicles, including the type and volume of such traffic at the Examiner Building, is appropriately addressed so as to not be detrimental to the health, safety, convenience or general welfare of persons living or working in the vicinity of the building, or injurious to surrounding property.

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

No materials or activities that result in noxious or offensive emissions will be used or engaged in within the New Examiner Building. The Final Environmental Impact Report for the 5M Project ("FEIR") analyzed impacts related to noise and dust during both the construction and operational phases of the 5M Project, and concluded that the Project would not result in significant impacts related to either, by including, where feasible, mitigation measures to be implemented as part of the project. The New Examiner Building will not use reflective or glare-producing materials, and will use insulated glass and materials to mitigate sound transmission.

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

The 5M D4D standards and guidelines to be established for the 5M Project, applicable to the New Examiner Building direct treatment of streetscape, landscape, open spaces, lighting and signage. Adjacent to the New Examiner Building, sidewalk treatments, signage, lighting and landscaping will be added to the Minna Street sidewalk. Loading areas serving the New Examiner Building are primarily on-street adjacent to the building to minimize impacts to streetscape and conflicts with pedestrians and private vehicles. Thus, although the New Examiner Building is a renovation of an existing building, it would contribute streetscape improvements on adjacent Minna Street, that would be beneficial for, and not detrimental to the health, safety, convenience or general welfare of persons living or working in the vicinity of the building, or injurious to surrounding property.

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

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

Motion No. 19471
September 17, 2015

CASE NO. 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD
5M Project – New Examiner Site

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

DECISION

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

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

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Conditional Use Authorization to the Board of Supervisors within thirty (30) days after the date of this Motion No. 19471. The effective date of this Motion shall be the date of this Motion if not appealed (after the 30-days period has expired) OR the date of the decision of the Board of Supervisors if this Motion is appealed to the Board of Supervisors. For further information, please contact the Board of Supervisors at (415) 554-5184, City Hall, Room 244, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102.

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

Jonas P. Ionin
Commission Secretary

AYES: Antonini, Fong, Hillis, Johnson, Richards

NOES: Moore, Wu

ABSENT: None

ADOPTED: September 17, 2015

EXHIBIT A

AUTHORIZATION

This authorization is for a Conditional Use for a development application under the proposed "Fifth and Mission Special Use District ("5M SUD"), Planning Code Section ("Section") 249.74 to partially demolish an approximately 106,900 gross square foot office building to create a building with approximately 28,800 square feet of office uses (including 7,000 square feet below the ground floor), up to 11,800 sf retail and 1,300 sf lobby/core uses within the existing 110 Fifth Street (the Examiner building and associated connecting structure) building and to accommodate replacement of building operational systems and circulation modifications, being a portion of the 5M Development Project referred to as the "New Examiner" Building located at 110 Fifth Street, on Lot 097 of Assessor's Block 3725, within the 5M SUD and generally referred to as the "New Examiner Site." The subject property is currently located within the C-3-S District, and 160-F Height and Bulk District. Such Authorization is for a Project as described therein and in general conformance with plans, dated September 17, 2015 and attached hereto and stamped "EXHIBIT B", included in the docket for Case No. 2011.0409CUA and subject to these conditions of approval reviewed and approved by the Commission on September 17, 2015 under Motion No 19471. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit for new construction or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on September 17, 2015 under Motion No.19471.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

These conditions of approval of this Planning Commission Motion No. 19471 shall be reproduced on the Index Sheet of construction plans submitted with the site or building permit application for the Project. The Index Sheet of the construction plans shall reference to the Conditional Use authorization and any subsequent amendments or modifications.

SEVERABILITY

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

CHANGES AND MODIFICATIONS

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

Conditions of Approval, Compliance, Monitoring, and Reporting PERFORMANCE

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

DESIGN – COMPLIANCE AT PLAN STAGE

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

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

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

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

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

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

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

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

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

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

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

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

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

impractical, the requirements of this Section 428 may be modified or waived by the Zoning Administrator to the extent necessary.

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

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

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

PARKING AND TRAFFIC

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

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

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

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

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

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

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

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

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

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

Managing Traffic During Construction. In accordance with the Mitigation Monitoring and Reporting Program, the Project Sponsor and construction contractor(s) shall coordinate with the Traffic Engineering

and Transit Divisions of the San Francisco Municipal Transportation Agency (SFMTA), the Police Department, the Fire Department, the Planning Department, and other construction contractor(s) for any concurrent nearby Projects to manage traffic congestion and pedestrian circulation effects during construction of the Project.

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

PROVISIONS

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

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

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

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

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

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

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

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

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

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

MONITORING - AFTER ENTITLEMENT

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

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

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

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

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

OPERATION

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

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

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

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

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

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

EXHIBIT B

NEW EXAMINER BUILDING _ PROJECT CONDITIONAL USE APPLICATION

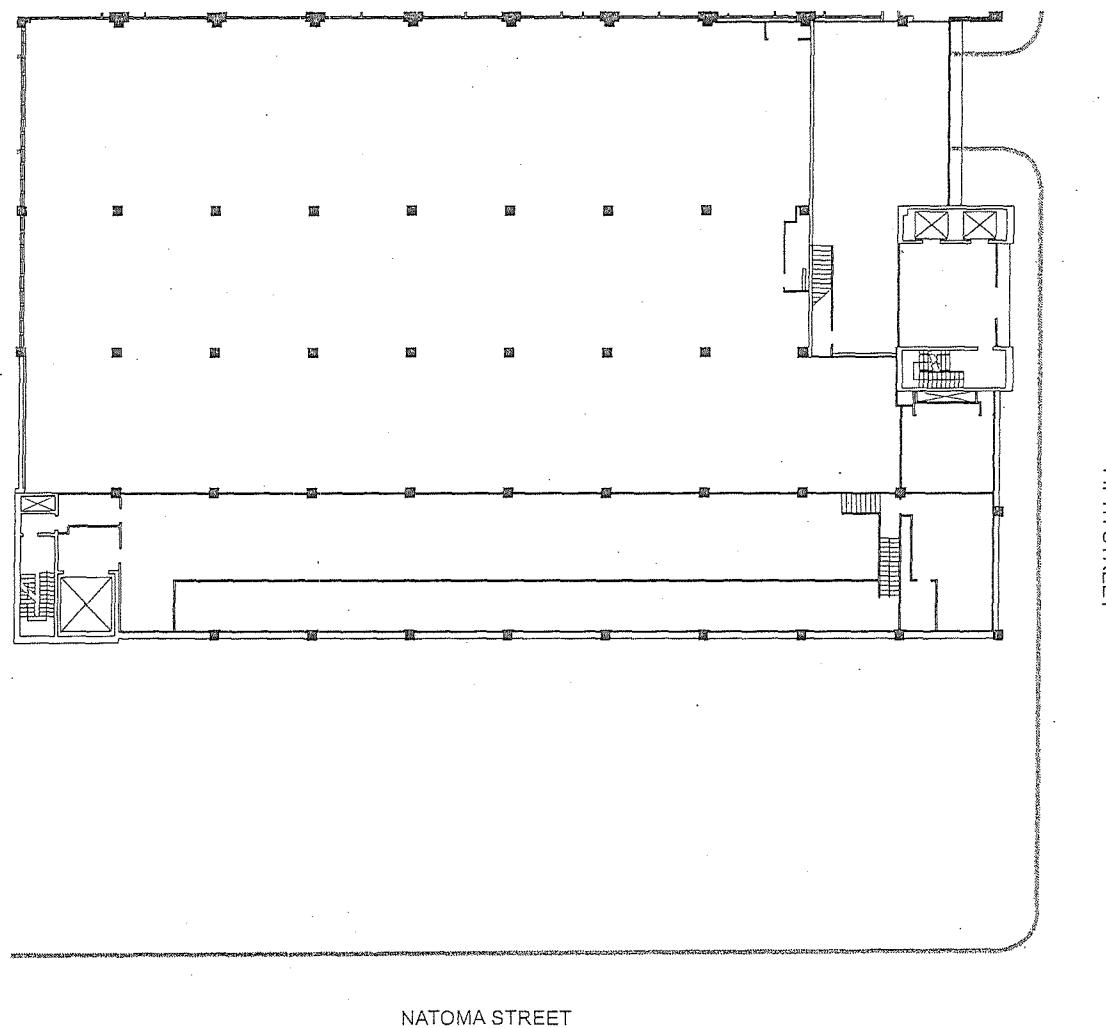
SELECTED PAGES

1466

FORESTCITY

FIGURE 4A: TYPICAL PLANS
EXAMINER BUILDING (EXISTING)

1467



Ground Plan



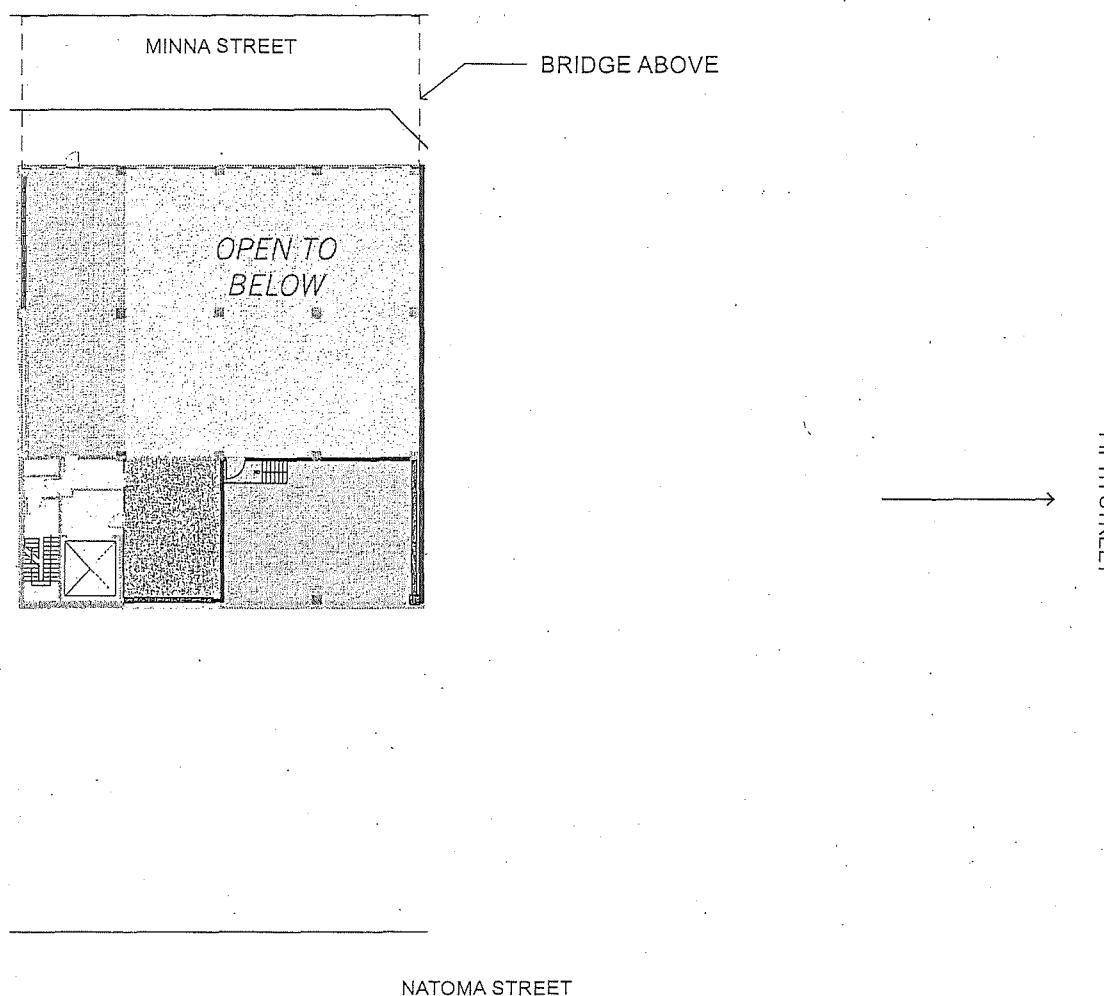
FIGURE 4C: TYPICAL PLANS
EXAMINER BUILDING (PROPOSED)

Uses Legend

1	Neighborhood Retail
2	Lobby / Core
3	Building Services
4	Bicycle Parking
5	Vehicular Parking Access
6	Vehicular Loading
7	Child Care
8	Non-profit Space
9	Co-work / Office

1468

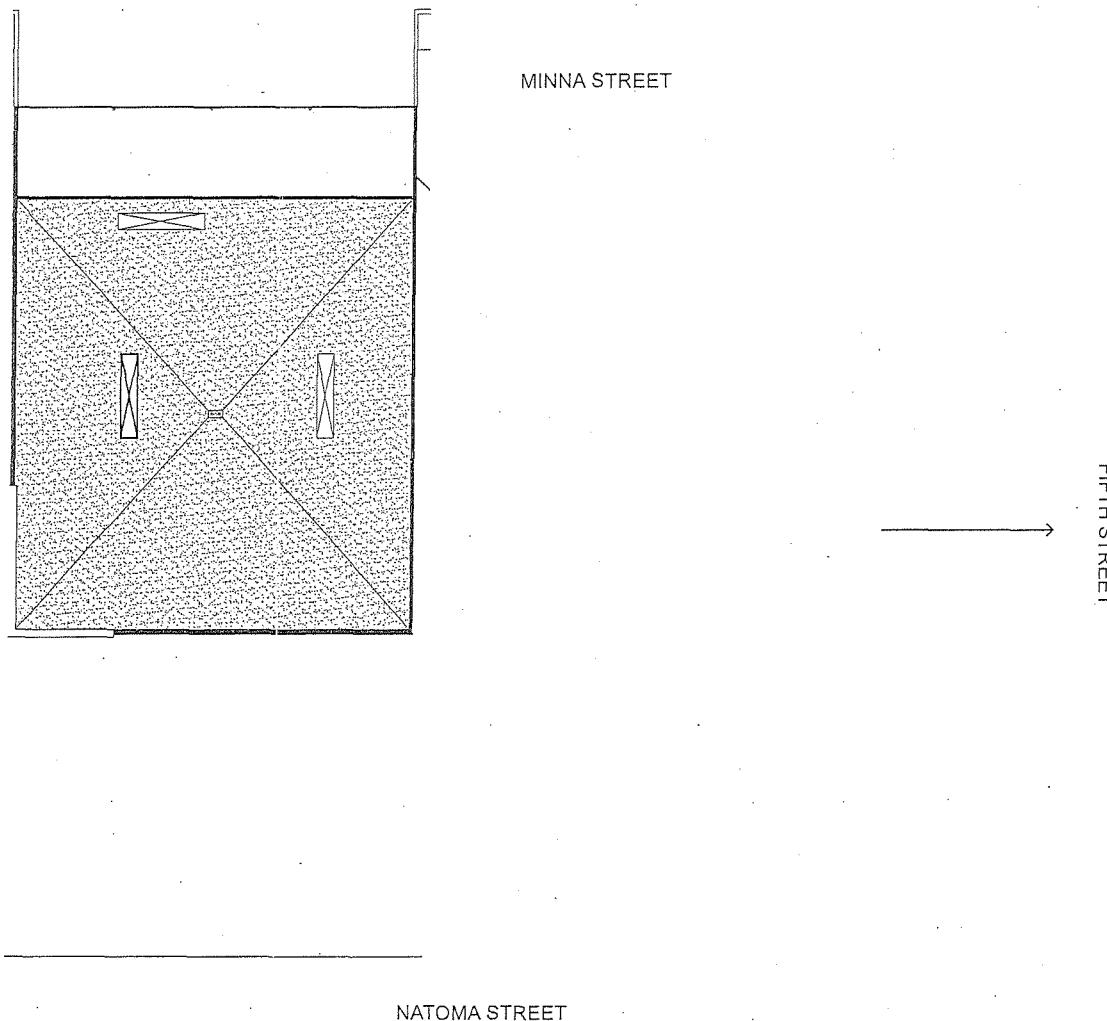
NOTE: EXAMPLE
PROGRAM LAYOUTS
SHOWN



Ground Plan



FIGURE 4D: TYPICAL PLANS
EXAMINER BUILDING (PROPOSED)



1469

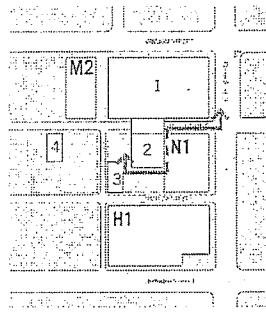
Roof Plan

5M PROJECT SAN FRANCISCO

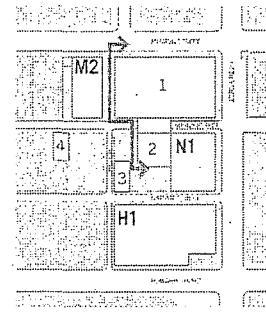
0 50' 100' 

FORESTCITY SITELAB Urban studio KPF | 7

**FIGURE 5A: TYPICAL ELEVATIONS
EXAMINER BUILDING (PROPOSED)**



1. CHRONICLE BUILDING
2. EXAMINER BUILDING
3. CAMELINE BUILDING
4. DEMPSTER PRINTING BUILDING



1. CHRONICLE BUILDING
2. EXAMINER BUILDING
3. CAMELINE BUILDING
4. DEMPSTER PRINTING BUILDING

1470

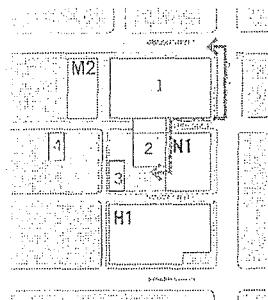


South Elevation (view from Minna St)



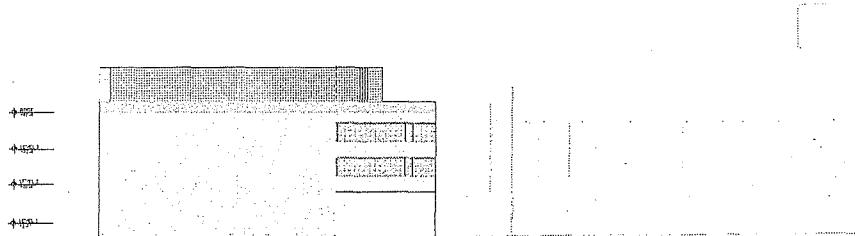
West Elevation (view from Mary St)

**FIGURE 5B: TYPICAL ELEVATIONS
EXAMINER BUILDING (PROPOSED)**



1. CHRONICLE BUILDING
2. EXAMINER BUILDING
3. CAMELINE BUILDING
4. DEMPSTER PRINTING BUILDING

1471



East Elevation (view from 5th St)

NOTE: NOT TO SCALE



SAN FRANCISCO PLANNING DEPARTMENT

North Subject to: (Select only if applicable)

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

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

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

Planning Commission Motion No. 19472

HEARING DATE: SEPTEMBER 17, 2015

Date: September 3, 2015
Case No.: 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD
Project Address: 925 Mission Street and various parcels (aka "5M")
Existing Site Zoning: RSD (Retail/Service) Mixed-Use District
40-X/85-B Height and Bulk Districts
Partially within SOMA Youth and Family Special Use District
Block/Lots: Lots 005, 006, 008, 009, 012 and 098 of Assessor's Block 3725
[the "H-1 Site"]
Project Sponsor: Audrey Tendell
5M Project, LLC
875 Howard Street, Suite 330
San Francisco, CA 94103
Staff Contact: Kevin Guy – (415) 558-6163
Kevin.Guy@sfgov.org

ADOPTING FINDINGS RELATING TO THE APPROVAL OF A CONDITIONAL USE AUTHORIZATION PURSUANT TO THE PROPOSED PLANNING CODE SECTION 249.74(e), FIFTH AND MISSION SPECIAL USE DISTRICT (5M SUD) AND SECTION 303 TO DEMOLISH FOUR EXISTING BUILDINGS AND CONSTRUCT A NEW 25-STORY BUILDING REACHING A MAXIMUM HEIGHT OF APPROXIMATELY 362 FEET, WITH AN APPROXIMATELY 30 FOOT ARCHITECTURAL SCREEN, FOR A TOTAL HEIGHT OF APPROXIMATELY 395 FEET, CONTAINING APPROXIMATELY 593,500 GROSS SQUARE FOOT (GSF) OFFICE (584,900 GSF ABOVE THE GROUND FLOOR), 8,600 GSF OF ACTIVE GROUND FLOOR OFFICE, 7,100 GSF RETAIL, 17,300 GSF LOBBY/BUILDING CORE AND 88,900 GSF OF SUBTERRANEAN PARKING IN AN APPROXIMATELY 617,900 GSF BUILDING, INCLUDING AS A PORTION OF THE 5M DEVELOPMENT PROJECT REFERRED TO AS THE H-1 BUILDING, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND THE EIGHT PRIORITY POLICIES OF PLANNING CODE SECTION 101.1(b).

PREAMBLE

1. On August 19, 2014, May 15, 2015, and August 7, 2015, 5M Project, LLC ("Project Sponsor") filed entitlement applications with the San Francisco Planning Department for the development of a mixed-use commercial, residential and retail/educational/cultural development project known as the 5M Project ("5M Project"), including a request for Conditional Use Authorizations for a development application under the proposed "Fifth and Mission Special Use District ("5M SUD"), Planning Code Section ("Section") 249.74(e) to demolish four existing buildings and construct a new 25-story building reaching a maximum height of approximately 362 feet, with an approximately 30-foot architectural screen, for a total height of approximately 395 feet, containing approximately 593,500 gsf of office uses, including 33,000 gsf of ground floor uses, anticipated to be allocated as 8,600 gsf of active ground floor office space (including mezzanine space), 7,100 gsf of neighborhood-serving retail space (including mezzanine space), and 17,300 gsf of lobby/core and banking services, at the northwest corner of Fifth and Howard Streets, Assessor's Block 3725, Lots 005, 006, 008, 009, 012 and 098 ("H-1 Site") within the proposed "Fifth and Mission Special Use District" ("5M SUD") and generally referred to as the "H-1 Project." The H-1 Project is one of three new buildings in the larger mixed use commercial residential, retail/educational/cultural development project known as the 5M Project.
2. The 5M Project is located on approximately four acres of land under single ownership, bounded by Mission, Fifth and Howard Streets. The site is generally bounded by Mission Street to the north, Fifth Street to the east, Howard Street to the south, and Mary Street to the west, along with several additional parcels further to the west along Mary Street. It is currently occupied by eight buildings with approximately 318,000 square feet of office and cultural uses, and several surface parking lots. Buildings on the site include the San Francisco Chronicle Building, Dempster Printing Building and Camelline Building, as well as five low-rise office/warehouse/commercial workshop buildings and several surface parking lots. The site consists of Assessor's Block 3725, Lots 005, 006, 008, 009, 012, 042-047, 076, 077, 089-091, 093, 094, and 097-100.
3. The Planning Department began conversations with the Project Sponsor in 2008 identifying the subject property as an opportunity site that should both reference the lower-scaled environment to the west by emphasizing the existing historic buildings on the site and adding much needed open space to this part of SOMA, with the potential for density and a mix of uses that relate to the high-rise environment to the east. The proposed 5M Project pre-dates the Central SOMA Plan, but supports many of the goals of the Plan, such as supporting transit oriented growth, providing extensive open space, and shaping the area's urban form with recognition of both the City and neighborhood context.
4. The 5M Project proposes to demolish surface parking lots and several existing buildings (926 Howard Street, 912 Howard Street, 409-411 Natoma Street, and 190 Fifth Street), retain the Dempster, Camelline, Chronicle, and Examiner (portion) buildings, and construct three new towers on the 5M Project site, with occupied building heights ranging from approximately 200 feet to 450 feet. The 5M Project includes approximately 821,300 square feet of residential uses (approximately 690 units), 807,600 square feet of office uses (including active office uses at or below the ground floor), and

68,700 square feet of other active ground floor uses (a mix of retail establishments, recreational and arts facilities, restaurants, workshops, and educational uses).

5. The 5M Project would also include vehicular parking, bicycle parking, and loading facilities, an extensive program of private- and publicly accessible open space, and streetscape and public-realm improvements. The northerly portion of Mary Street between Minna and Mission Streets would be converted into a pedestrian alley lined with active uses and enhanced with seating, landscaping, and pedestrian-scaled lighting. Public open space will be provided at the center of the 5M Project, providing active and passive space incorporating artwork, landscape treatments, and furnishings. Another significant open space would be situated on the rooftop of the Chronicle building, including amenities such as a deck, lawn space, seating, and opportunities for urban agriculture and outdoor gardens.
6. On November 20, 2014, the Planning Commission held an informational hearing regarding the 5M Project, which included a broad overview of the design and regulatory approach being proposed for the site. On July 23, 2015, the Planning Commission held a second informational hearing for the 5M Project, which focused on the Design for Development document proposed as part of the overall project entitlements. On August 6, 2015, the Planning Commission held a third informational hearing for the 5M Project, focusing on public benefits, wind and shadow effect, circulation design and transportation, and street improvements. On September 3, 2015, the Planning Commission held a final informational hearing on the 5M Project, focusing on various issues raised at the third informational hearing.
7. In order for the 5M Project to proceed and be developed with the proposed mix of uses and development controls, various General Plan amendments, height reclassifications and amendments to the Planning Code and Zoning Maps, together with additional entitlements and approvals, are required.
8. On July 9, 2015, Mayor Lee introduced draft Ordinances with respect to the 5M Project 1) approving a Development Agreement for the 5M Project, and 2) amending the Planning Code to add Section 249.74 to create the 5M Special Use District, and amending Sectional Maps ZN01, SU01, and HT01 of the Zoning Map to reflect the 5M Special Use District and height reclassifications associated therewith. In order for the 5M Project to proceed and be developed with the proposed mix of uses and development controls, various General Plan amendments, height reclassifications and amendments to the Planning Code and Zoning Maps, together with additional entitlements and approvals, are required, including this conditional use authorization for design review of development applications under the 5M SUD. The 5M SUD is described in Commission Resolution No. 19464 and 5M Design for Development described in Commission Motion No. 19465 which together form the basic regulatory scheme for the 5M Project, which requires, in lieu of Planning Code Section 309, which typically applies to development of buildings within the C-3 Zoning Districts, the conditional use authorization process described in the 5M SUD.

9. On August 6, 2015, the Planning Commission held a duly noticed public hearing to consider initiation of General Plan Amendments associated with the Project, and adopted Resolution No. 19429 initiating such General Plan Amendments.
10. On October 15, 2014, the Department published a Draft Environmental Impact Report (EIR) for the 5M Project for public review. The Draft EIR public comment period was originally proposed to end on December 1, 2014, and was subsequently extended by the Environmental Review Officer to January 7, 2015. On November 20, 2014, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting to solicit comments regarding the Draft EIR. On August 13, 2015, the Department published a Comments and Responses document, responding to comments made regarding the Draft EIR prepared for the 5M Project. The Draft EIR and the Comments and Responses document constitute the Final EIR. On September 17, 2015, the Commission reviewed and considered the Final EIR at a duly noticed public hearing and found that the contents of said report and the procedures through which the Final EIR was prepared, publicized, and reviewed complied with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.) ("CEQA"), 14 California Code of Regulations Sections 15000 et seq. ("the CEQA Guidelines"), and Chapter 31 of the San Francisco Administrative Code ("Chapter 31"). The Commission found the Final EIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and approved the Final EIR for the 5M Project in compliance with CEQA, the CEQA Guidelines and Chapter 31. The Planning Department, Jonas Ionin, is the custodian of records, located in the File for Case No. 2011.0409ENV/Planning Department staff prepared a Mitigation and Monitoring and Report Program (MMRP), which material was made available to the public and the Commission for the Commission's review and consideration and action.
11. On September 17, 2015, at a duly noticed public hearing at a regularly scheduled meeting, by Motion No. 19459, the Commission adopted findings, including a statement of overriding considerations and a Mitigation Monitoring and Reporting Program pursuant to CEQA, the CEQA Guidelines and Chapter 31. In accordance with the actions contemplated herein, the Commission has reviewed the Final EIR for the 5M Project and adopts and incorporates by reference as though fully set forth herein the findings, including a statement of overriding considerations, pursuant to CEQA, adopted by the Commission by Motion No. 19459.
12. Also on September 17, 2015, at a duly noticed public hearing at a regularly scheduled meeting, by Resolution Nos. 19464 and 19463, the Commission recommended that the Board of Supervisors approve the 5M SUD and various General Plan amendments required for the 5M Project, and adopted findings in connection therewith.
13. Also on September 17, 2015, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting regarding Conditional Use Application No. 2011.0409CUA. The Commission heard and considered the testimony presented to it at the public hearing and further considered written materials and testimony presented on behalf of the applicant, the Department and the

Mayor's Office of Economic and Workforce Development staff, other City departments and interested parties and the record as a whole.

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

FINDINGS:

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

1. The above recitals are accurate and constitute findings of this Commission.
2. **Site Description and Present Use.** The 5M Project Site is located on approximately four acres of land under single ownership, bounded by Mission, Fifth and Howard Streets. The site is generally bounded by Mission Street to the north, Fifth Street to the east, Howard Street to the south, and Mary Street to the west, along with several additional parcels further to the west along Mary Street. It is currently occupied by eight buildings with approximately 318,000 square feet of office and cultural uses, and several surface parking lots. Buildings on the site include the San Francisco Chronicle Building, Dempster Printing Building and Camelline Building, as well as five low-rise office/warehouse/commercial workshop buildings and several surface parking lots. The site consists of Assessor's Block 3725, Lots 005, 006, 008, 009, 012, 042-047, 076, 077, 089-091, 093, 094, and 097-100. The H-1 Site is located at the southeast portion of the 5M Project Site, and includes four one- and two-story buildings (totaling approximately 25,300 gsf), as well as two surface parking lots making up approximately 22,700 gsf, which would be demolished and removed.
3. **Surrounding Properties and Neighborhood.** The 5M Project site is located at the nexus of the Downtown, SOMA, and Mid-Market areas, within a context characterized by intense urban development and a diverse mix of uses. The Westfield San Francisco Centre located at the southeast corner of Market and Fifth Streets, which defines the entry into the major retail shopping district around Union Square. The Fifth and Mission Parking Garage and the University of the Pacific School of Dentistry are located immediately to the east across Fifth Street, with the Metreon shopping center, Yerba Buena Gardens, and Moscone Center situated further to the east. The 340-foot Intercontinental Hotel is immediately to the east of the site, while the Pickwick Hotel and the Hotel Zetta are located along the Fifth Street corridor. The Old Mint is situated immediately to the north of the site across Mission Street. Existing buildings to the west and the south of the site tend to be lower in scale, and contain a wide variety of uses, including residential hotels, older and newly-constructed residential buildings, offices, retail establishments, and automotive repair. The transit spine of Market Street is situated one block to the north, while the alignment of the future Central Subway is located one block to the east along Fourth Street.

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

4. **H-1 Site and Project Description.** The H-1 Project contemplates concurrent, conforming amendments to the Planning Code, adoption of design standards and guidelines (the D4D), and a Development Agreement for the entire 5M Project area. The H-1 Project would to demolish four existing buildings and construct a new 25-story building reaching a maximum height of approximately 362 feet, with an approximately 30 foot architectural screen, for a total height of approximately 395 feet, containing approximately 593,500 gsf of office uses, including 33,000 gsf of ground floor uses, anticipated to be allocated as 8,600 gsf of active ground floor office space (including mezzanine space), 7,100 gsf of neighborhood-serving retail space (including mezzanine space), and 17,300 gsf of lobby/core and building services. Final allocations of space will be determined prior to building permit approval.

The H-1 Project would include up to three subterranean parking levels able to accommodate approximately 254 vehicles. Also, the H-1 Project would provide approximately 104 Class 1 bicycle parking spaces and 23 Class 2 spaces, consistent with the quantities required by Planning Code, and the 5M SUD (subject to final design the number of spaces may vary somewhat, but in events will be as required by the Planning Code).

The garage would include 6 loading spaces. A three-stall off-street freight loading dock would be on the ground floor, with a combined automobile parking entrance/exit and freight loading entrance from Howard Street and freight loading exit onto Natoma Street.

Construction of the H-1 Project would include a 11,000-square-foot private terrace on the southwest side of the building at or above the tenth floor.

The H-1 Project includes streetscape and pedestrian safety improvements, including

- Removal of two metered vehicle parking spaces on Howard Street adjacent to the Building and replacement with a passenger loading/unloading zone adjacent to the Project on Howard Street, and addition of a metered commercial loading space;
- Widening the Fifth Street sidewalk between Natoma and Howard Streets from 10 feet to 18 feet, with a 60-foot long approximately 8-foot deep inset for three commercial loading spaces;
- Widening the Mary Street sidewalk adjacent to Mary Court West, from 5 to 10 feet;
- Streetscape improvements to sidewalks adjacent to Mary Court West;
- Conversion of Mary Street between Minna and Howard Streets to a shared public way;
- Sidewalk improvements on Howard Street adjacent to the off-site parcel at 198 Fifth Street;

- Streetscape improvements to sidewalks adjacent to the Fifth, Howard and Mary Street building frontages and street trees within an approximately 300-foot long portion of the south Howard Street sidewalk extending west from Fifth Street.

The H-1 Project also includes

- Construction of an up to 1,600 square-foot pedestrian improvement, in the form of a buildings setback, to create a widened sidewalk area adjacent to Building H-1 along Mary Street; and
- Construction of Mary Court West, an approximately 14,600 sf open space.
- All associated streetscape and pedestrian safety improvements and open space would be completed before a certificate of occupancy for the H-1 building.

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

the tops of these forms. The H-1 Project complies with this 5M Regulatory Program. Its 25-story, approximately 362 foot height, excluding an approximately 30 foot non-occupiable architectural lantern at the top of the building also comply with SUD and the 5M D4D. The dimensions and massing of the H-1 building comply with the specific H-1 bulk controls as provided in the SUD and 5M D4D. The H-1 Project base height of approximately 138 feet is within the maximum 145 feet permitted by the 5M SUD. The "lower tower" controls would apply between the approximately 138-foot base up to a height of approximately 230 feet, and the "upper tower" controls would apply above the lower tower to the maximum height of 395 feet. The 5M D4D requires that the lower tower maintain a maximum floorplate of 22,000 gsf, a maximum average floorplate of 22,000 gsf, a maximum floorplate diagonal of 190 feet and floorplate length of 135 feet, as measured against each of the two perceptual tower floorplates that combine to create the single H-1 floorplate. The H-1 lower tower has a maximum floorplate of 22,000 gsf, a maximum floorplate diagonal of 151 feet and floorplate length of 102 feet as measured against each of the two perceptual tower floorplates that combine to create the single H-1 floorplate. The 5M D4D requires that the upper tower maintain a maximum floorplate of 22,000 gsf, a maximum floorplate diagonal of 190 feet and floorplate length of 135 feet, as measured against each of the two perceptual tower floorplates that combine to create the single H-1 floorplate. The H-1 Project has a maximum floorplate of 21,073 gsf, a maximum floorplate diagonal of 139 feet and floorplate length of 102 feet as measured against each of the two perceptual tower floorplates that combine to create the single H-1 floorplate. The 5M D4D further requires that the "two towers" that comprise the H-1 tower have an offset in plan of a minimum of 25 feet each on the north and south side and a minimum combined offset of 60 feet. The H-1 project has offsets of 28 feet and 32 feet, for a combined offset of 60 feet. The 5M D4D requires that the "two towers" also have a height differentiation of at least 40 feet. The H-1 project includes one tower portion at 350 feet and the other at 395 feet for a height differentiation of 45 feet.

The H-1 Project also meets the 5M D4D tower separation requirements to provide spacing, light, and air between structures within the project site. The separation requirements apply at all building heights above 145 feet, and require an average separation of 75 feet. This dimension may be reduced to as little as 55 feet between points of adjacent buildings, provided that the average separation between these buildings is a minimum of 75 feet. In the H-1 Project Building the minimum average distance between buildings is 85 feet and the distance between points of adjacent buildings is 57 feet 8 inches.

- C. **Floor Area Ratio.** 5M SUD Section 3(D) provides the permitted Gross Floor Area for the 5M Project shall not exceed 11:1. The H-1 building is consistent with the allowable FAR proposed for the overall 5M Project.
- D. **Rear Yard Setback and Dwelling Unit Exposure.** The provisions of Planning Code Sections 134 and 140 do not apply; however, the 5M SUD Section (C) Building Setbacks do provide that all buildings shall face onto a public right of way at least 20 feet in width or onto an open area (which may include rooftops of adjacent buildings within the District) that is unobstructed at the level of the unit in question for no less than 25 feet in every horizontal dimension. The H-1 Building complies with those provisions by facing public rights of way on all sides: Natoma

Street to the north (35 feet in width unobstructed); 5th Street to the east (85 feet in width unobstructed) Howard Street to the south (85 feet in width unobstructed) and Mary Street combined with a building setback to the west (20 feet of ROW with 8 feet of setback provides a minimum of 28 feet in width unobstructed).

E. **Usable Open Space, Streetscape and Pedestrian Improvements, Active Street Frontages, Off-Street Parking and Car Sharing, Off-Street Loading and Dwelling Unit Mix** are consistent with the 5M SUD Regulatory Program. The H1 building provides open space consistent with the Planning Code and 5M SUD in the form of 14,600 square foot Mary Court West, publicly accessible open space. The H-1 Project provides active ground floor, retail spaces along 5th, Howard, Mary, and a portion of Natoma Streets in compliance with the 5M SUD requirements for active frontages. The H-1 Project would include up to three subterranean parking levels able to accommodate 254 spaces of which 135 parking spaces would be available to residents of the N-1 Project. The total is within the parking ratio established in the 5M SUD, while providing corresponding car share as required by Planning Code Sec 166. Also, the H-1 Project would provide approximately 104 Class 1 bicycle parking spaces and 23 Class 2 spaces, consistent with the quantities required by Planning Code Sec. 155.2, and the 5M SUD (subject to final design the number of spaces may vary somewhat, but in events will be as required by the Planning Code).

The garage would include 6 loading spaces. A three-stall off-street freight loading dock would be on the ground floor, with a combined automobile parking entrance/exit and freight loading entrance from Howard Street and freight loading exit onto Natoma Street.

F. **Inclusionary Affordable Housing Program.** As set forth in the 5M Development Agreement Affordable Housing and Community Benefit Program, the 5M Project exceeds materially the Planning Code's Affordable Housing requirements by providing an anticipated 33% of the market rate dwelling units as affordable housing. As set forth in the 5M Development Agreement Affordable Housing Program, the H-1 Project will pay the required Affordable Housing Fees, as provided in the 5M Development Agreement.

7. **Planning Code Section 303** establishes criteria for the Planning Commission to consider when reviewing applications for Conditional Use Authorization. The 5M SUD provides in Section 249.74(e) that within the District, the provisions of Section 249.74(e), the 5M D4D and Section 303 apply in lieu of the Section 309 process. The H-1 Project development application authorization process must meet these criteria. On balance, the H-1 Project complies with the criteria of Section 303, in that:

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

The H-1 Project is a 617,900 gsf office building, including 8,600 gsf of active ground floor office use and 7,100 square feet of ground floor retail uses. Its proposed location is an underutilized approximately 40,300 square-foot site that currently contains 22,700 square feet of surface parking with the remaining area composed of low-rise warehouse/commercial workshop uses. The site is

located within the Downtown Plan area and the C-3-S (Commercial Support) and RSD Zoning Districts, as modified by the 5M SUD at the northern edge of the South of Market (SoMa) neighborhood. The high-density office and active ground floor uses proposed by the H-1 Project are desirable for and compatible with the proposed location and with uses found in the surrounding neighborhood, as described below.

Under the Downtown Plan, ground floor retail uses are encouraged within and adjacent to the Plan area, and particularly within the C-3-S District. Ground floor retail uses are also principally permitted uses in the C-3-S District.

The proposed size and intensity of office use in the H-1 Project building is particularly desirable for the proposed location. The site is underutilized given its current use and its proximity to existing and growing employment centers in Downtown and SoMa, as well as to the major Powell Street transit hub and transit corridors on Market Street and Mission Street, and the Central Subway alignment on Fourth Street. Locating high-density uses in proximity to transit is consistent with Downtown Plan goals of promoting additional transit usage and ensuring that the number of private vehicle trips to Downtown is not detrimental to the area, because residents will be within convenient walking distance of many transit options.

The varied land uses in the immediate vicinity of the H-1 Project reflect the intersection of Downtown and SoMa, with high-rise hotel, major retail, convention center, midrise office and residential development within one block of the building site. Additional major planned and approved projects in the immediate vicinity include two hotels, mixed-use residential and commercial uses, and Moscone Center expansion. Mid- and high-rise office and residential uses are also approved and proposed within the surrounding neighborhoods, including the Transit Center District Plan area, Mid-Market, and forthcoming Central SoMa Plan area. Given this context, the size and intensity of the H-1 Project would be consistent with existing and proposed uses and character of the surrounding neighborhood. Furthermore, as concluded in the Final EIR, the 5M Project, including the H-1 Project building, would be compatible with and would not overwhelm the existing neighborhood character, including nearby historic resources.

In addition, the pedestrian streetscape and open space improvements proposed by the H-1 Project would function as a connection between the surrounding neighborhoods, and contribute to greater activity levels within the Project area itself. This would provide a desirable, pedestrian-friendly experience that would interact with ground floor retail space in the H-1 Project building.

Thus, the size and intensity of the H-1 Project, at its proposed location within the Downtown Plan and C-3-S District, is appropriate and desirable because it meets the City's planning and zoning objectives for this area, the size and intensity of the H-1 Project would not overwhelm neighborhood character, and its streetscape and open space improvements would be beneficial functional connections to the surrounding neighborhood.

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

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

The nature of the H-1 Project site is a collection of underutilized parcels including surface parking lots and low-density warehouse-commercial workshop uses. The size and shape of the site is sufficient to accommodate the proposed use without being detrimental to persons residing or working in the vicinity, existing properties or potential development in the vicinity of the H-1 Project.

The site is located in the large, 100-vara-block South of Market area of the C-3 District that are of sufficient size to accommodate high density uses like those proposed by the Project. The H-1 Project site itself is appropriate for the high-density use; it is buffered on all sides by public streets or open space.

The overall design concept for the H-1 Project is to reflect both the density and height of Downtown and the diverse architectural character of SoMa. As an office tower, the H-1 Project reflects the density and height of Downtown. Meanwhile, concentrating building height on Howard Street enables the creation of open space and a vibrant pedestrian realm toward the center of the 5M Project site. Coupled with active ground floor uses within the H-1 Project building, the H-1 Project also reflects the finer grain character of SoMa. As discussed previously, this would provide a beneficial functional connection to the surrounding neighborhood.

The shape of the H-1 Project building has been designed with larger floorplates that accommodate flexible commercial space for a range of potential users, from individual co-work users to mature technology and FIRE companies. Providing flexible commercial space is important to fulfilling the Downtown Plan objective of maintaining and improving San Francisco's position as a prime location for financial, administrative, corporate and professional activity.

Lastly, informed by extensive wind tunnel testing, the shape and overall design of the H-1 Project building in conjunction with other buildings in the 5M Project, address the area's challenging wind conditions to minimize ground-level wind discomfort and hazards.

Thus, whether standing alone or with other buildings in the 5M Project context, the H-1 Project is a well-planned design that is appropriate for the proposed location, and would not be detrimental to the health, safety, convenience or general welfare of persons living or working in the vicinity of the building, or injurious to surrounding property.

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

As discussed in the Final EIR, the H-1 Project would be expected to generate traffic patterns for persons and vehicles consistent with uses in the Downtown area, with the greatest trips generated in the a.m. and p.m. peak hours. The Project proposes to limit detrimental effects on traffic patterns and volume by minimizing personal automobile trips to and from the H-1 Project, through implementation of a Transportation Demand Management (TDM) Plan that encourages alternate forms of transportation to and from the site. Also, the H-1 Project circulation plan minimizes potential conflicts between truck loading on the one hand, and surface street automobile, MUNI, bicycle and pedestrian traffic on the other hand. As discussed in the Final EIR, no substantial conflicts would be created by the Project.

The H-1 Project site is two blocks from major transit hubs at Powell Street BART/Muni station, Market Street and the forthcoming Central Subway station at Folsom and Fourth Street. The Golden Gate Bridge, Highway, and Transportation District, SamTrans and A/C Transit Districts all operate regional transit services between San Francisco and Marin/Sonoma, San Mateo and Alameda/Contra Costa Counties, respectively, with stops within three blocks of the Project. Its transit-rich location

particularly enhances the accessibility of the site and minimizes the Project's impact on vehicle traffic patterns.

Sidewalks adjacent to the H-1 Project would be adequately sized to accommodate pedestrian access to and from the Project. The adjacent Fifth Street sidewalk would be widened to 18 feet and on Mary Street adjacent to Mary Court West the sidewalk would be widened from five to ten feet to accommodate increased pedestrian use and enhance pedestrian access to and from the Project site.

To further encourage alternative commute methods, construction of the H-1 Project would include 104 Class 1 bicycle parking spaces and 23 Class 2 spaces. Although no minimum vehicle parking requirement exists for the C-3-S district, the H-1 Project building would include approximately 254 vehicular parking spaces (of which 135 spaces would be available for use by residents of the N1 building), in up to three subterranean levels to accommodate parking demand from the building.

Access from an internal throughway (rather than directly from busier public perimeter streets) would lessen traffic and pedestrian conflicts. The garage would include six loading spaces and a three-stall off-street freight loading dock on the ground floor, with a combined automobile parking entrance/exit and freight loading entrance from Howard Street and freight loading exit onto Natoma Street. Smaller service vehicles will be able to utilize dedicated loading spaces in the garage. The provision of adequate loading and service vehicle spaces will minimize detrimental effects to traffic and pedestrians. As confirmed by the Final EIR, the H-1 Project would not result in significant conflicts between its loading and bicycle, pedestrian and personal vehicle users.

Thus, traffic patterns for persons and vehicles, including the type and volume of such traffic, and the adequacy of proposed off-street parking and loading at the H-1 Project is appropriately addressed so as to not be detrimental to the health, safety, convenience or general welfare of persons living or working in the vicinity of the building, or injurious to surrounding property.

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

No materials or activities that result in noxious or offensive emissions will be used or engaged in within the H-1 Project. The Final EIR analyzed impacts related to noise and dust during both the construction and operational phases of the Project, and concluded that the Project would not result in significant impacts related to either, by including, where feasible, mitigation measures to be implemented as part of the Project. The H-1 Project will not use reflective or glare-producing materials, and will use insulated glass and materials to mitigate sound transmission.

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

Standards and guidelines established for the 5M Project area, applicable to the H-1 Project, are intended to ensure thoughtful and appropriate treatment of streetscape, landscape, open spaces, lighting and signage. The concept of these standards and guidelines is to provide general street lighting to ensure pedestrian and vehicle safety on perimeter streets, and to provide a coordinated scheme of streetscape, lighting and signage improvements that prioritizes pedestrian and cyclist use of interior streets adjacent to the H-1 Project and that connects the streetscape to new Project open space. This concept ensures appropriate treatment of these features within the Project area.

Construction of the H-1 Project will include a 11,000-square-foot terrace at or about the tenth floor of the building that will be exclusively accessible to tenants. In addition the H-1 Project includes

construction of Mary Court West, a 14,600 sf open space area. This space will be available to tenants of the Project as well as members of the public, consistent with requirements for public open space.

Parking and loading areas serving the H-1 Project building are primarily internal or below ground, and have been designed to minimize impacts to streetscape and conflicts with pedestrians and private vehicles.

Lastly, the Final EIR determined that the 5M Project, including the H-1 Project building, would not result in significant impacts related to the creation of a new source of light or glare that would adversely affect other people or properties.

Thus, the H-1 Project would provide appropriate treatment of landscaping, open spaces, parking and loading areas, lighting and signage that are not detrimental to the health, safety, convenience or general welfare of persons living or working in the vicinity of the building, or injurious to surrounding property.

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

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

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

DECISION

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

Motion No. 19472
September 17, 2015

CASE NO. 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD
5M Project - H-1

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

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Conditional Use Authorization to the Board of Supervisors within thirty (30) days after the date of this Motion No. 19472. The effective date of this Motion shall be the date of this Motion if not appealed (after the 30-days period has expired) OR the date of the decision of the Board of Supervisors if this Motion is appealed to the Board of Supervisors. For further information, please contact the Board of Supervisors at (415) 554-5184, City Hall, Room 244, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102.

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

Jonas P. Ionin
Commission Secretary

AYES: Antonini, Fong, Hillis, Johnson, Richards

NOES: Moore, Wu

ABSENT: None

ADOPTED: September 17, 2015

EXHIBIT A

AUTHORIZATION

This authorization is for a Conditional Use for a development application under the proposed "Fifth and Mission Special Use District ("5M SUD"), Planning Code Section ("Section") 249.74 to demolish four existing buildings and construct a new 25-story building reaching a maximum height of approximately 362 feet, with an approximately 30-foot architectural screen, for a total height of approximately 395 feet, containing approximately 593,500 gsf of office uses, including 33,000 gsf of ground floor uses, anticipated to be allocated as 8,600 gsf of active ground floor office space (including mezzanine space), 7,100 gsf of neighborhood-serving retail space (including mezzanine space), and 17,300 gsf of lobby/core and banking services, at the northwest corner of Fifth and Howard Streets, Assessor's Block 3725, Lots 005, 006, 008, 009, 012 and 098 ("H-1 Site") within the 5M SUD and generally referred to as the "H-1 Project." The H-1 Project is one of three new buildings in the larger 5M Project. The subject property is currently located within the RSD District, the 40/85-X Height and Bulk District, and the SOMA Youth and Family Special Use District. Such Authorization is for a Project as described therein and in general conformance with plans, dated September 17, 2015 and attached hereto and stamped "EXHIBIT B", included in the docket for Case No. 2011.0409CUA and subject to these conditions of approval reviewed and approved by the Commission on September 17, 2015 under Motion No 19472. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit for new construction or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on September 17, 2015 under Motion No 19472.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

These conditions of approval of this Planning Commission Motion No. 19472 shall be reproduced on the Index Sheet of construction plans submitted with the site or building permit application for the Project. The Index Sheet of the construction plans shall reference to the Conditional Use authorization and any subsequent amendments or modifications.

SEVERABILITY

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

CHANGES AND MODIFICATIONS

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

Conditions of Approval, Compliance, Monitoring, and Reporting

PERFORMANCE

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

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

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

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

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

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

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

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

Conformity with Current Law. Except as provided in the DA with respect to Applicable Laws and Future Changes to Existing Standards, no application for Building Permit, Site Permit, or other entitlement shall be approved unless it complies with all applicable provisions of City Codes in effect at the time of such approval.

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

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

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

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

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

DESIGN – COMPLIANCE AT PLAN STAGE

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

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

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

Open Space Provision – C-3 Districts. Pursuant to Planning Code Section 138, and in accordance with the D4D for the Project, the Project Sponsor shall continue to work with Planning Department staff to refine the design and programming of the public open space, and shall complete the development of Mary Court West, as described in this motion and in the D4D, prior to the issuance of a first temporary certificate of occupancy for the H-1 project which is the subject of this conditional use authorization. The open spaces shall be maintained in perpetuity for the life of the project.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

PARKING AND TRAFFIC

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

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

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

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

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

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

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

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

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

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

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

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

PROVISIONS

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

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

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

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

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

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

Child Care Brokerage Services - C-3 District. Pursuant to Planning Code Section 165, the Project Sponsor shall provide on-site child-care brokerage services for the actual lifetime of the project. Prior to

the issuance of any certificate of occupancy, the Project Sponsor shall execute an agreement with the Planning Department documenting the project's child-care program, subject to the approval of the Planning Director.

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

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

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

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

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

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

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

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

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

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

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

MONITORING - AFTER ENTITLEMENT

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

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

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

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

OPERATION

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

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

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

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

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

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

EXHIBIT B

H1 BUILDING _ PROJECT CONDITIONAL USE APPLICATION

SELECTED PAGES

1494

FORESTCITY

FIGURE 4A: TYPICAL PLANS

H1 BUILDING

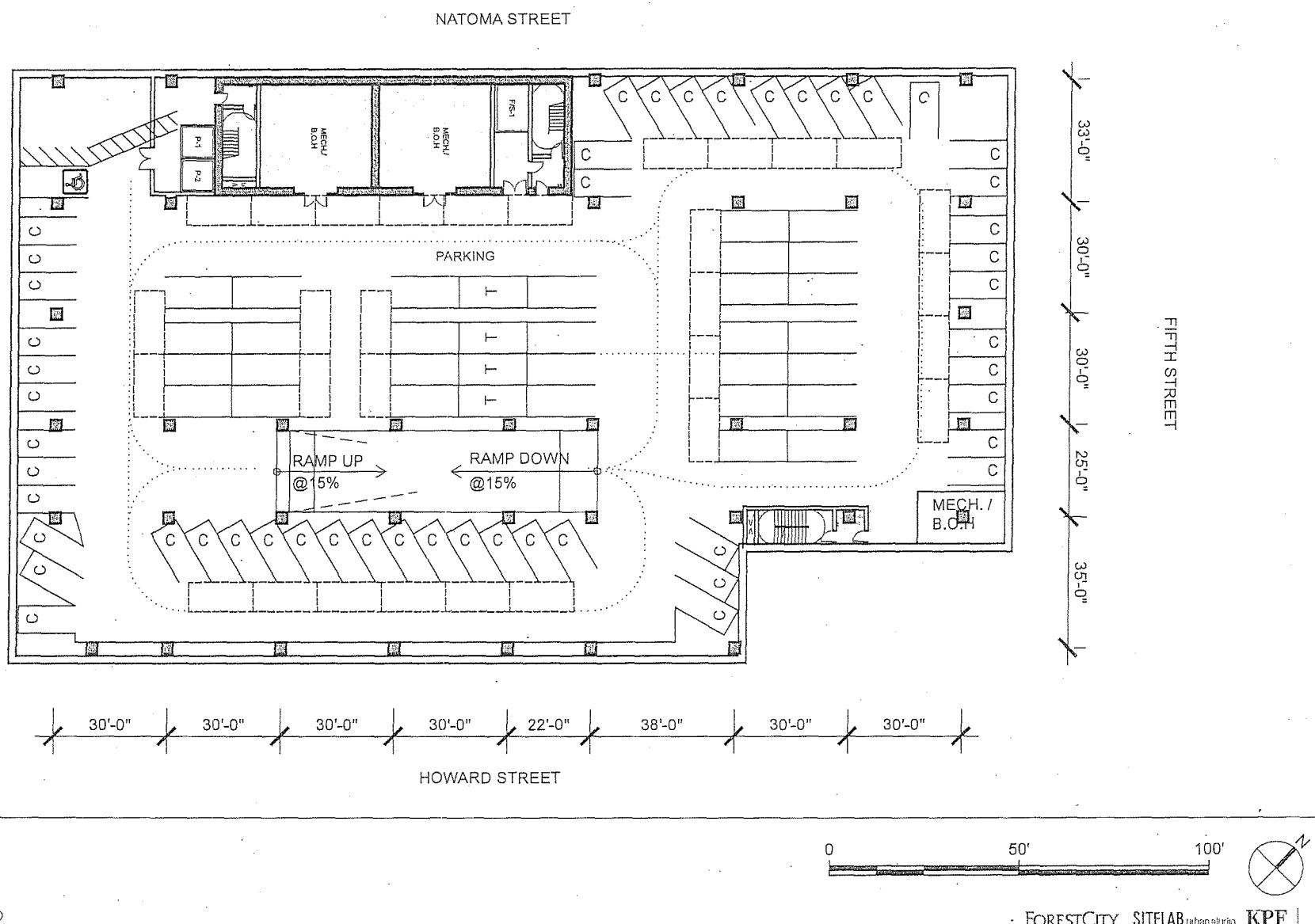
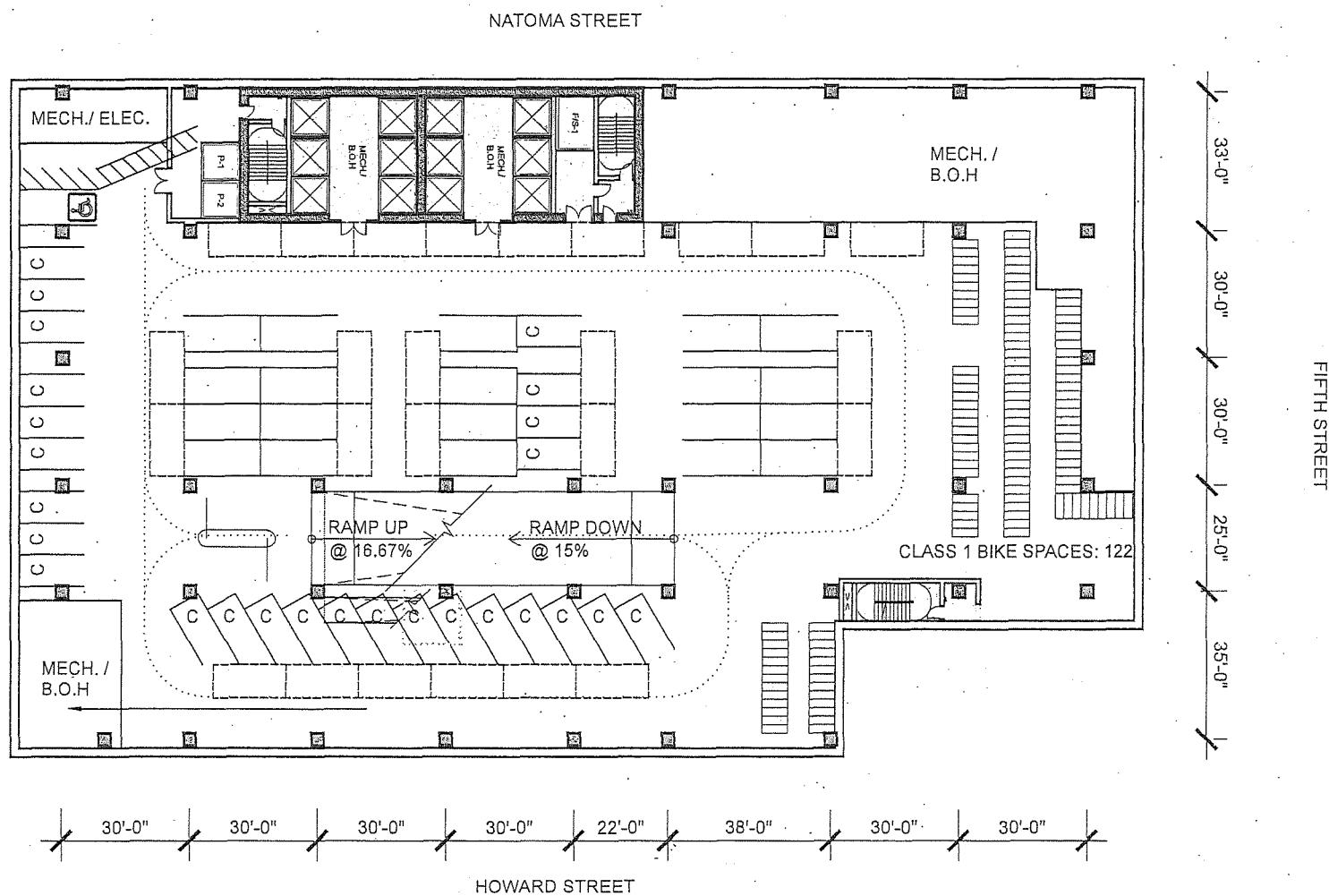


FIGURE 4B: TYPICAL PLANS H1 BUILDING

1496

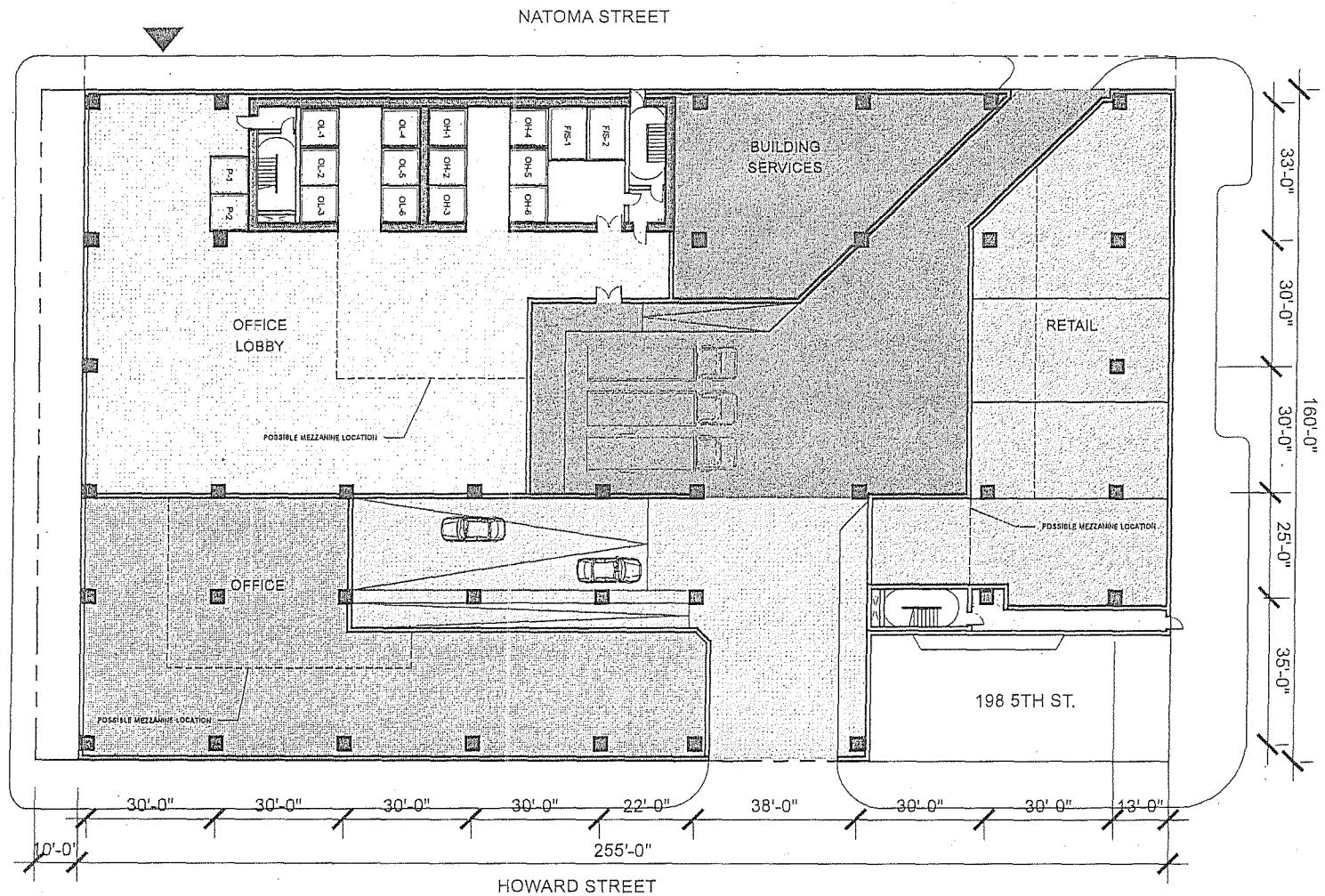


Basement 1 Plan



FIGURE 4C: TYPICAL PLANS
H1 BUILDING

1497



Ground Plan

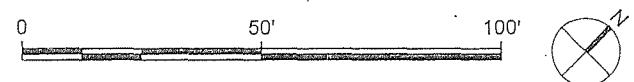


FIGURE 4D: TYPICAL PLANS
H1 BUILDING

1498

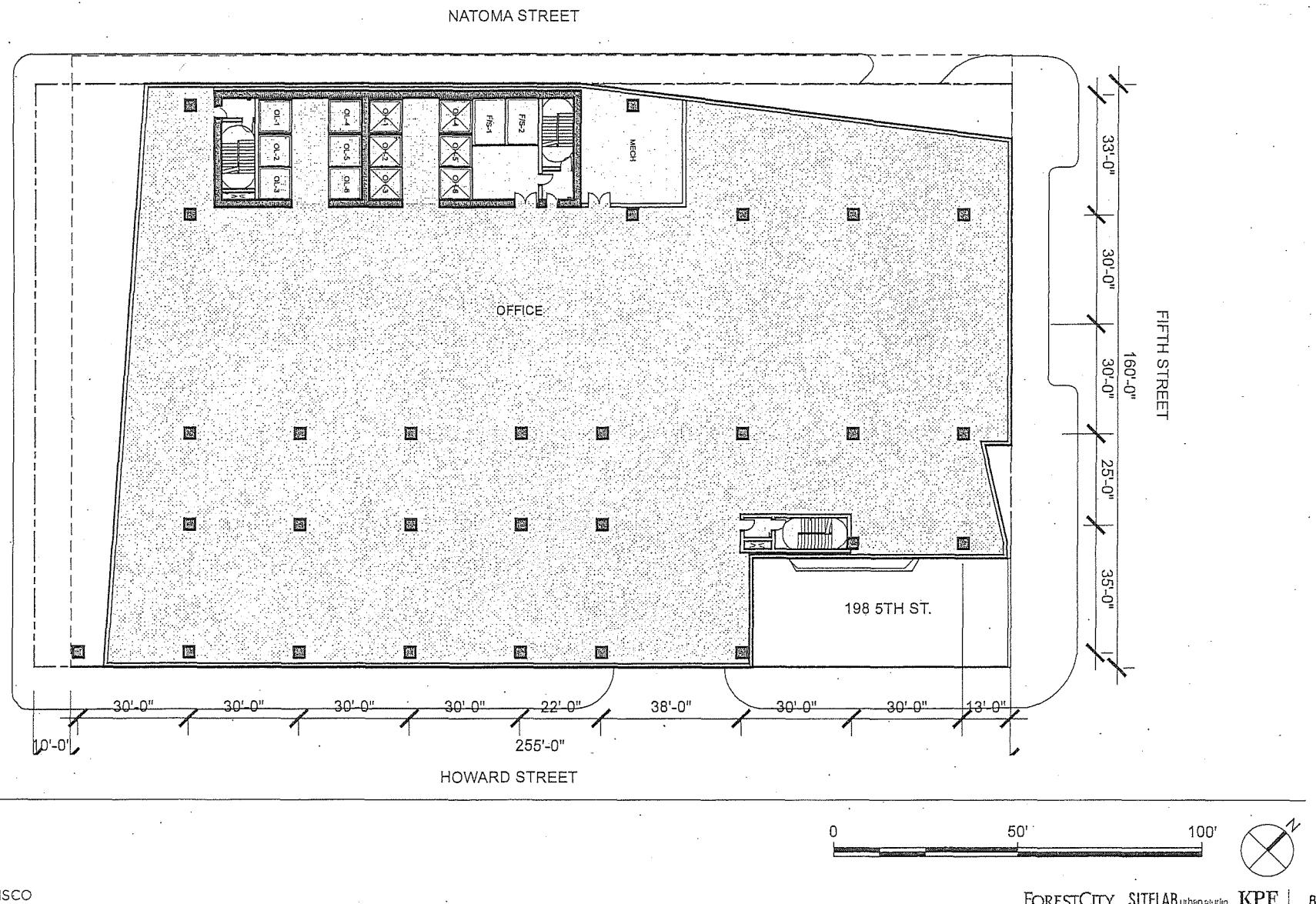
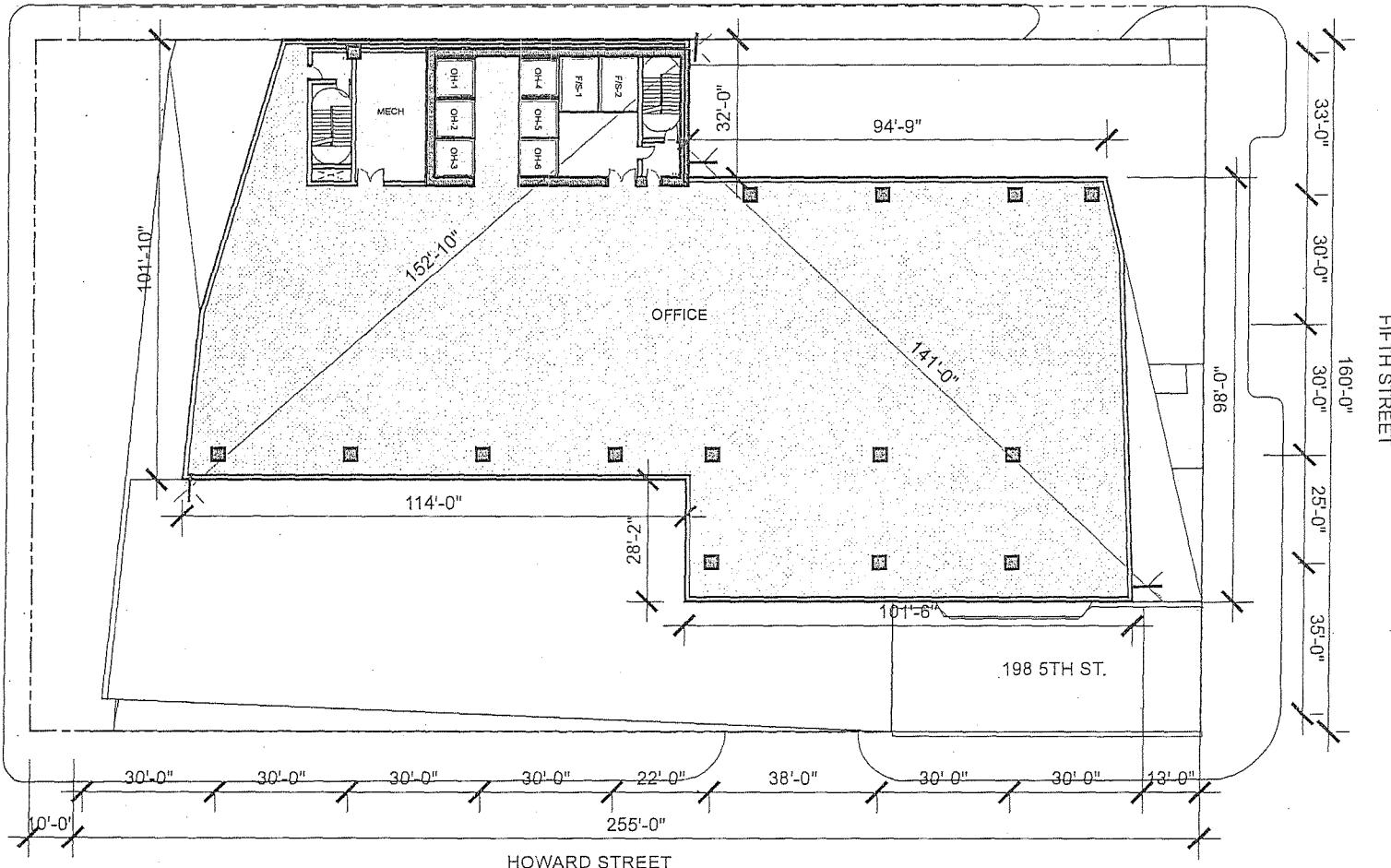


FIGURE 4E: TYPICAL PLANS

H1 BUILDING

NATOMA STREET

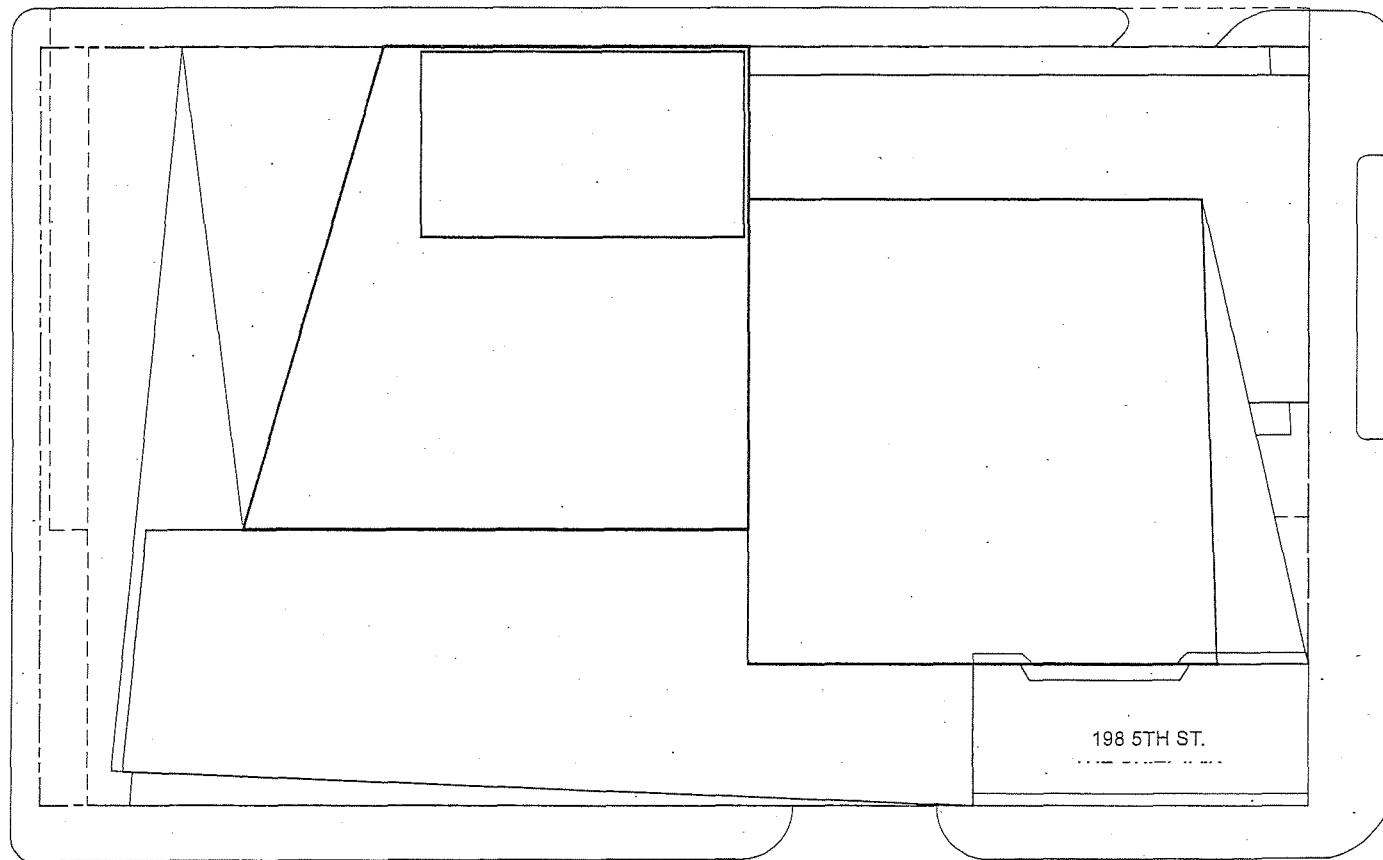


Upper Level Plan



FIGURE 4F: TYPICAL PLANS
H1 BUILDING

NATOMA STREET



1500

Plan Legend

Parcel Line

Canopy Line
(above)

HOWARD STREET

Roof Plan

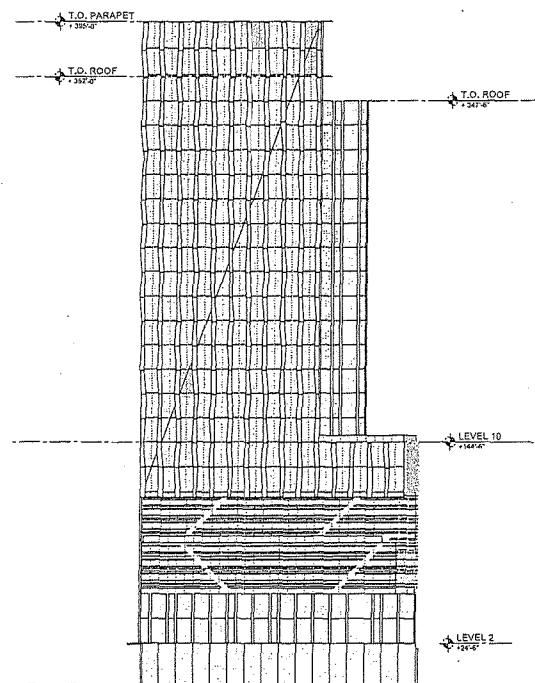
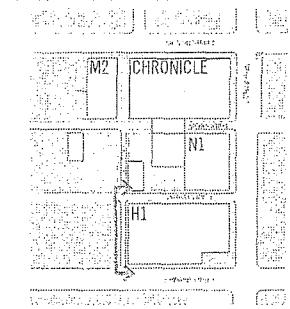


5M PROJECT SAN FRANCISCO

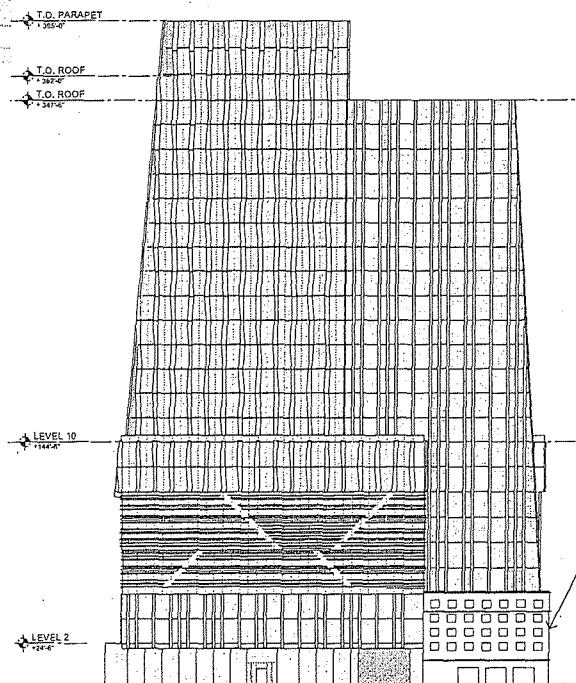
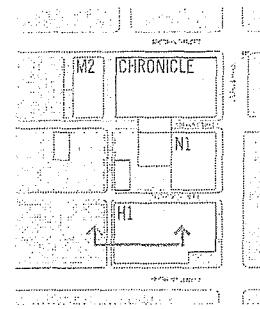
FORESTCITY SITELAB urban studio KPF | 10

FIGURE 6A: TYPICAL ELEVATIONS

H1 BUILDING



West Elevation (view from Mary St)



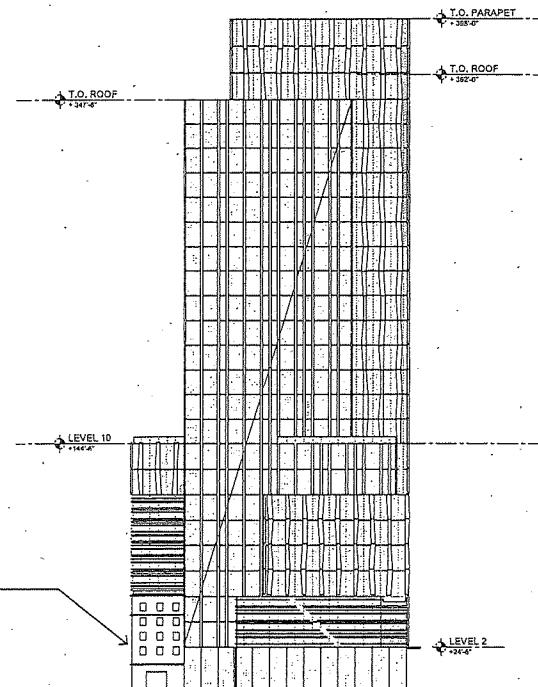
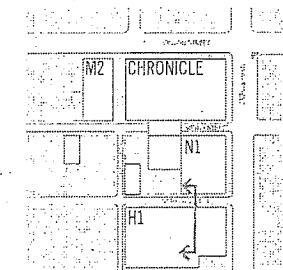
South Elevation (view from Howard St)

EXSITING
198 5TH
STREET

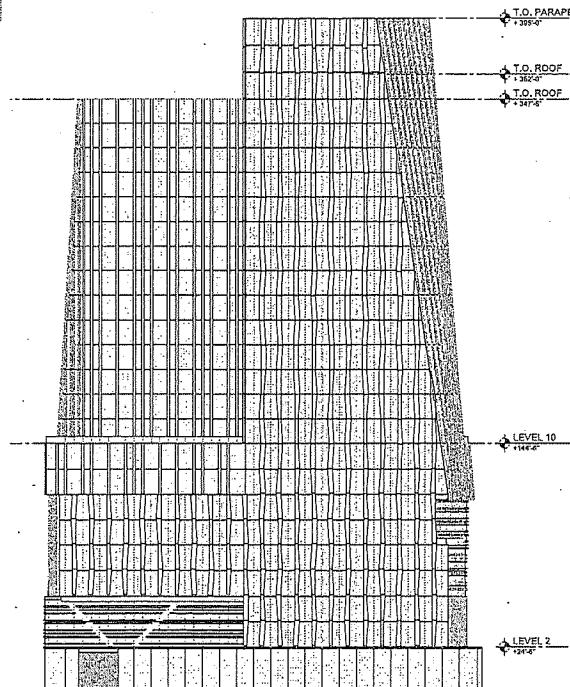
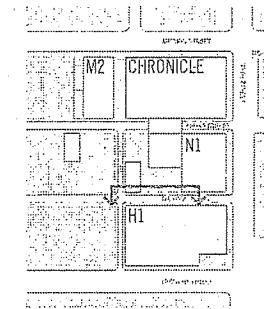
NOTE: NOT TO SCALE

FIGURE 6B: TYPICAL ELEVATIONS

H1 BUILDING



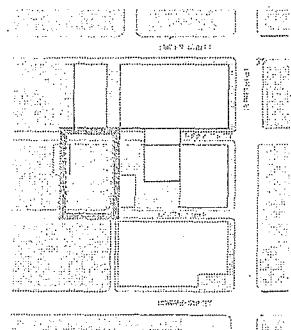
East Elevation (view from 5th St)



North Elevation (view from Natoma St)

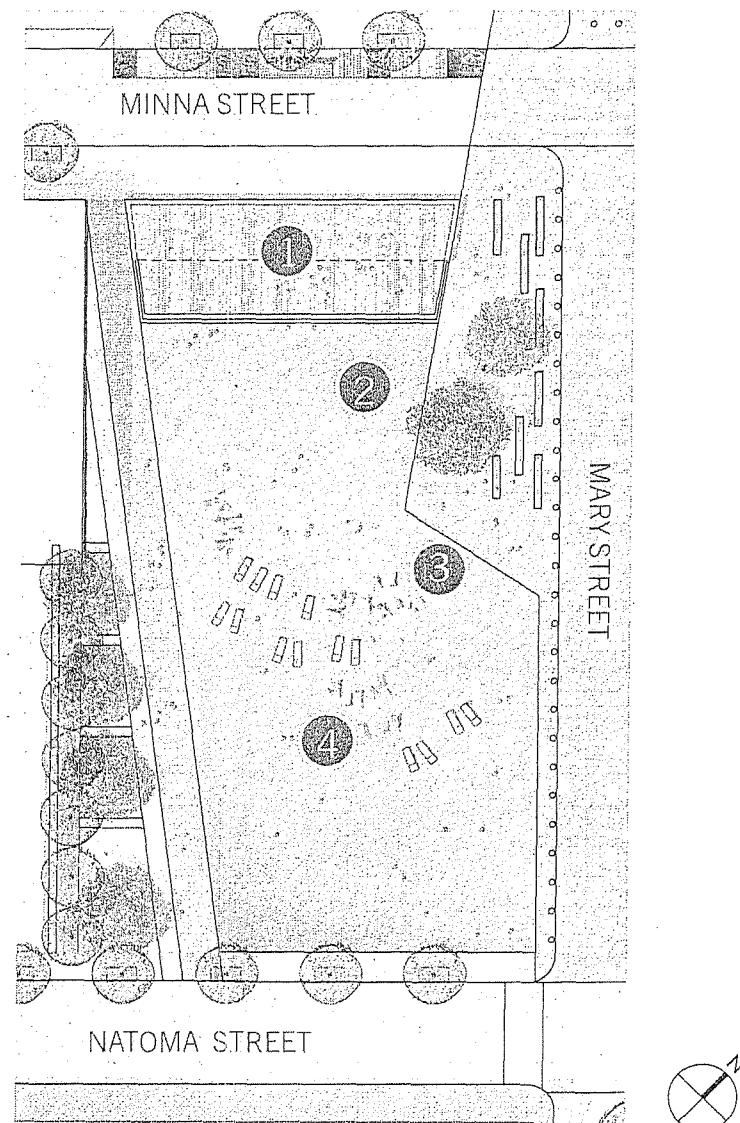
NOTE: NOT TO SCALE

**FIGURE 7: OPEN SPACE
MARY COURT WEST**



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

1503 CANOPY OR GREENHOUSE STRUCTURE
1503 PERFORMANCE STAGE
● TIMBER SEATING
● MULTI-PURPOSE GREEN



Mary Court West



SAN FRANCISCO PLANNING DEPARTMENT

North Subject to: (Select only if applicable)

<input checked="" type="checkbox"/> Inclusionary Housing	<input checked="" type="checkbox"/> Public Open Space
<input type="checkbox"/> Childcare Requirement	<input checked="" type="checkbox"/> First Source Hiring (Admin. Code)
<input type="checkbox"/> Jobs Housing Linkage Program	<input checked="" type="checkbox"/> Transit Impact Development Fee
<input type="checkbox"/> Downtown Park Fee	<input checked="" type="checkbox"/> Other – Development Agreement
<input checked="" type="checkbox"/> Public Art	

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

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

Planning Commission Motion No. 19473

HEARING DATE: SEPTEMBER 17, 2015

Date: September 3, 2015
Case No.: 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD
Project Address: 925 Mission Street and various parcels (aka "5M")
Existing Site Zoning: C-3-S (Downtown Support) District
90-X, 160-F Height and Bulk Districts
Block/Lots: Lots 089-091 of Assessor's Block 3725 ("M-2" Site)
Project Sponsor: Audrey Tendell
5M Project, LLC
875 Howard Street, Suite 330
San Francisco, CA 94103
Staff Contact: Kevin Guy – (415) 558-6163
Kevin.Guy@sfgov.org

ADOPTING FINDINGS RELATING TO THE APPROVAL OF A CONDITIONAL USE AUTHORIZATION PURSUANT TO THE PROPOSED PLANNING CODE SECTION 249.74(e), FIFTH AND MISSION SPECIAL USE DISTRICT (5M SUD) AND SECTION 303 FOR THE CONSTRUCTION OF A NEW BUILDING REACHING A ROOF HEIGHT OF APPROXIMATELY 200 FEET AND MEASURING APPROXIMATELY 264,300 SQUARE FEET, CONTAINING APPROXIMATELY 288 RESIDENTIAL UNITS, ACTIVE GROUND FLOOR USES OF APPROXIMATELY 6,800 GSF, BICYCLE PARKING USES OF APPROXIMATELY 1,300 GSF, AND LOBBY/CORE USES OF APPROXIMATELY 5,400 GSF, AS A PORTION OF THE 5M DEVELOPMENT PROJECT REFERRED TO AS THE M-2 BUILDING; ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT, INCLUDING ADOPTION OF A MITIGATION AND MONITORING AND REPORTING PROGRAM; AND ADOPTING FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND THE EIGHT PRIORITY POLICIES OF PLANNING CODE SECTION 101(b).

PREAMBLE

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

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

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

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

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

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

FINDINGS:

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

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

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

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

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

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

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

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

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

5. **Public Comment.** The Planning Department has received extensive written and verbal comments from members of the public regarding the proposed 5M Project. In general, communications in support of the project praise the development of a relatively underutilized site with housing, employment, and retail opportunities, the public benefits package outlined in the Development Agreement for the project (including contributions toward affordable housing, youth, workforce, and arts programs, and transportation), enhancement of streetscapes and the provision of new open spaces. Communications in opposition to the project express concerns regarding displacement and changes in neighborhood character, traffic, incompatibility in the scale of the new buildings, and changes to existing height and zoning controls necessary to allow the project to proceed.
6. **Planning Code Compliance/Zoning and Entitlement Structure.** The 5M Project regulatory program is a comprehensive planning approach and entitlement structure for the entire site. The proposed 5M SUD sets a unique set of zoning regulations and approval processes for project implementation. The entire site would be unified under the C-3-S Zoning District, which currently applies to the majority of the site, and height reclassifications are proposed to reflect the building heights shown in the D4D. The 5M D4D as described in Resolution No. 19465 articulates a vision for the character of the overall project, and provides specificity on aspects of architecture and massing, streetscape improvements, landscaping and greening, lighting, circulation and transportation facilities, public art, open space programming and design, activation and enhancement of the pedestrian realm, and sustainability features. The scope of the D4D is expansive, and the guidelines and regulations within each topic area are detailed. As with the entire 5M Project, the M-2 Project is governed by the proposed 5M SUD, D4D, and the Development Agreement. The Commission finds that the M-2 Project is consistent with the Planning Code overall, and the proposed 5M SUD and D4D in the following manner:
 - A. **Use and Density.** The M-2 Project complies with the C-3-S and 5M SUD use and density controls of the Planning Code. The dwelling units and active ground floor use are expressly permitted. As required by SUD Section(d)(2), the M-2 Building will contain an average of four dwelling units per floor.
 - B. **Height and Bulk.** The SUD and D4D describe unique height and bulk regulations for buildings proposed for the 5M Project site, in order to sculpt the skyline of the 5M Project, create differentiation in height and articulation, and allow for ornamental features which will terminate and resolve the tops of these forms. The M-2 Project complies with these standards. Its residential tower roof height of 200 feet and rooftop features allowed up to a height of 220 feet also comply with SUD Sections 3(A) and 3(B) and the 5M D4D. The dimensions and massing of the M-2 Project building comply with the existing "S" bulk controls of the Planning Code, and as provided in SUD Sections 3(A) and 3(B) and 5M D4D. The "lower tower" controls would apply

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

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

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

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

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

E. **Inclusionary Affordable Housing Program.** Planning Code Section 415 sets forth the requirements and procedures for the Inclusionary Affordable Housing Program. As set forth in the 5M Development Agreement Affordable Housing and Community Benefit Program, the 5M Project exceeds materially the Planning Code's Affordable Housing requirements by providing any anticipated 33% of the market rate dwelling units as Affordable Housing. As set forth in the 5M Development Agreement Affordable Housing Program, 20 percent of the units located in the M-2 Project building shall be permanently restricted, for the life of the M-2 Project building, for occupancy by very low income tenants meeting the applicable income eligibility and rent requirements set forth in Sections 42(g)(1) and 142(d)(1) of the Internal Revenue Code and California Health and Safety Code Section 52080, *et. seq.*

7. **Planning Code Section 303** establishes criteria for the Planning Commission to consider when reviewing applications for Conditional Use Authorization. The 5M SUD provides in Section 249.74(e) that within the District, the provisions of Section 249.74(e), the 5M D4D and Section 303 apply in lieu of the Section 309 process. The M-2 Project development application authorization process must meet these criteria. On balance, the M-2 Project complies with the criteria of Section 303, in that:

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

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

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

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

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

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

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

2. *The proposed use will not be detrimental to the health, safety, convenience or general welfare of persons residing or working in the vicinity, or injurious to property, improvements or potential development in the vicinity, with respect to aspects including but not limited to the following:*
 - (a) *The nature of the proposed site, including its size and shape, and the proposed size, shape and arrangement of structures;*

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Motion No. 19473
September 17, 2015

CASE NO. 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD
5M Project - M-2

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

DECISION

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

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

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

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

Jonas P. Ionin
Commission Secretary

AYES: Antonini, Fong, Hillis, Johnson, Richards

NOES: Moore, Wu

ABSENT: None

ADOPTED: September 17, 2015

EXHIBIT A

AUTHORIZATION

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

RECORDATION OF CONDITIONS OF APPROVAL

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

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

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

SEVERABILITY

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

CHANGES AND MODIFICATIONS

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

Conditions of Approval, Compliance, Monitoring, and Reporting PERFORMANCE

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

DESIGN – COMPLIANCE AT PLAN STAGE

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

PARKING AND TRAFFIC

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

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

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

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

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

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

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

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

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

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

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

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

PROVISIONS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

6. **Other Conditions.** The Project is subject to the requirements of the Inclusionary Affordable Housing Program under Section 415 et seq. of the Planning Code and City and County of San Francisco Inclusionary Affordable Housing Program Monitoring and Procedures Manual ("Procedures Manual"), except as may otherwise be provided in the Development Agreement. The Procedures Manual, as amended from time to time, is incorporated herein by reference, as published and adopted by the Planning Commission, and as required by Planning Code Section 415. Terms used in these conditions of approval and not otherwise defined shall have the meanings set forth in the Procedures Manual. A copy of the Procedures Manual can be obtained at the MOHCD at 1 South Van Ness Avenue or on the Planning Department or MOHCD websites, including on the internet at:

<http://sf-planning.org/Modules>ShowDocument.aspx?documentid=4451>. As provided in the Inclusionary Affordable Housing Program, the applicable Procedures Manual is the manual in effect at the time the subject units are made available for sale.

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

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

contains San Francisco.” The initial sales price of such units shall be calculated according to the Procedures Manual. Limitations on (i) reselling; (ii) renting; (iii) recouping capital improvements; (iv) refinancing; and (v) procedures for inheritance apply and are set forth in the Inclusionary Affordable Housing Program and the Procedures Manual.

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

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

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

MONITORING - AFTER ENTITLEMENT

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

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

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

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

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

OPERATION

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

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

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

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

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

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

EXHIBIT B

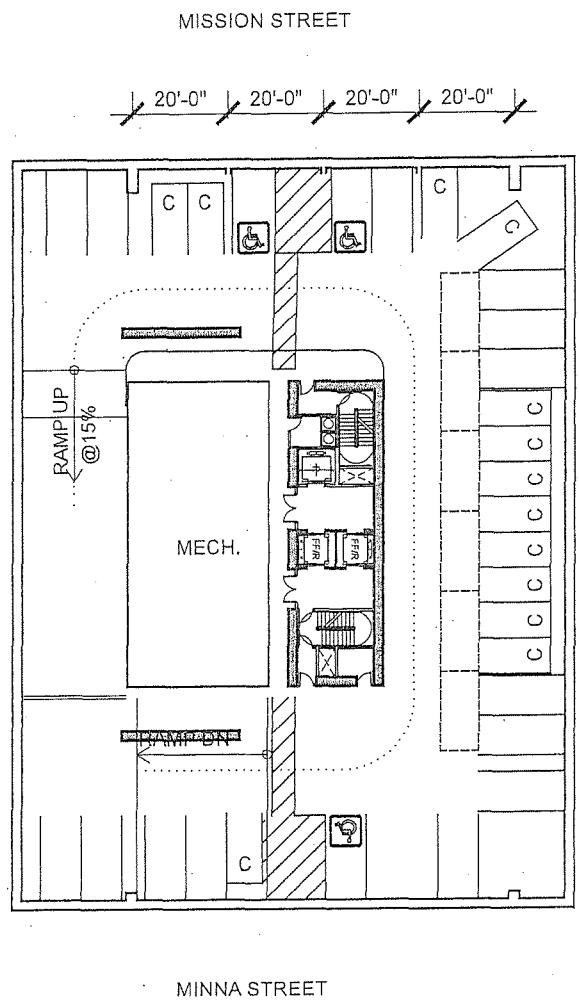
M2 BUILDING PROJECT CONDITIONAL USE APPLICATION

SELECTED PAGES

1528

FOREST CITY

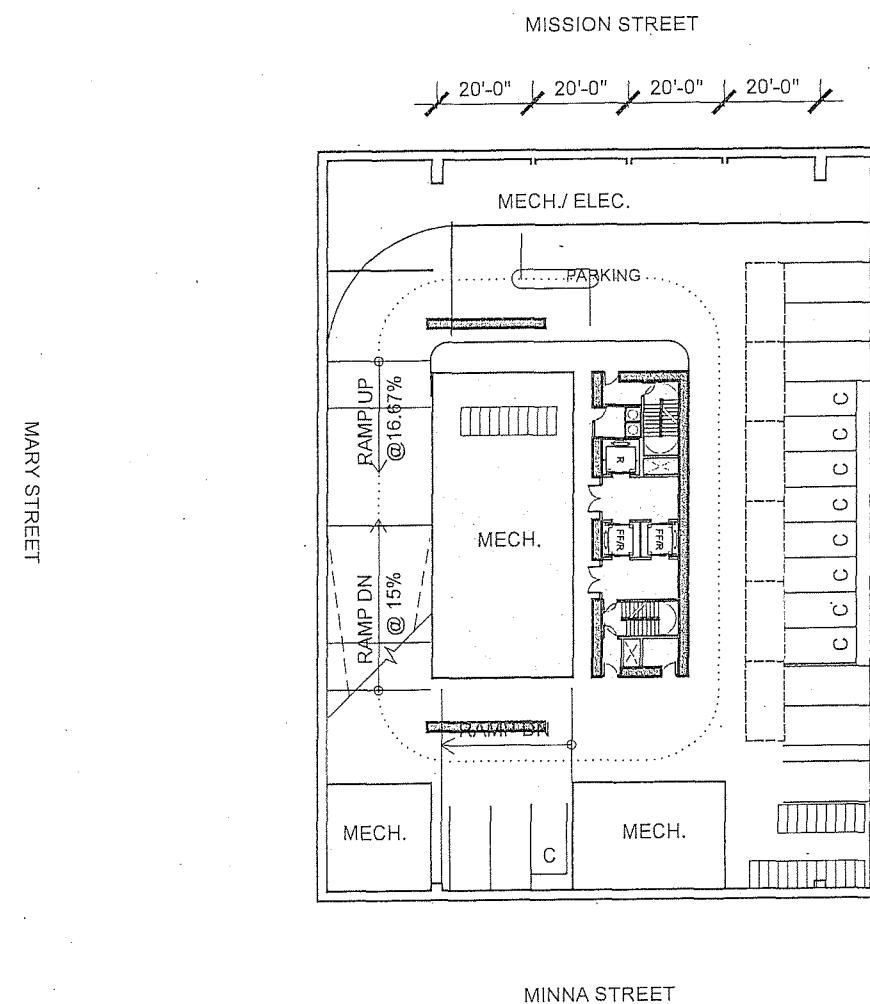
FIGURE 4A: TYPICAL PLANS
M2 BUILDING



1529

Basement 2 Plan

5M PROJECT SAN FRANCISCO

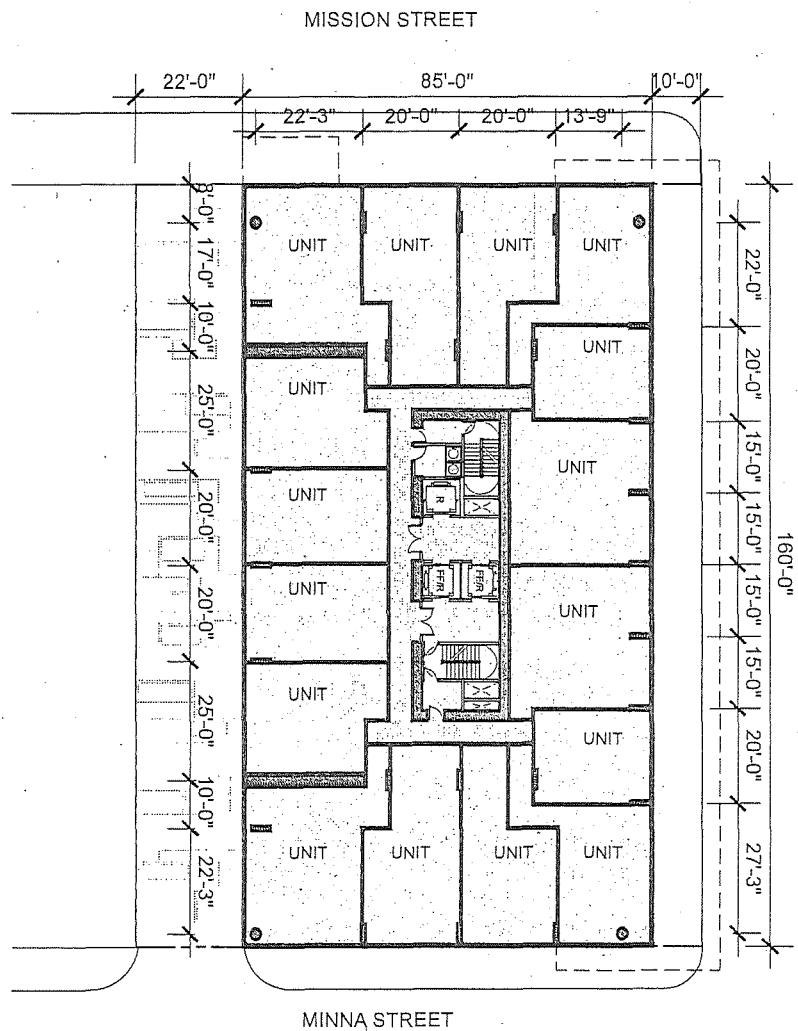
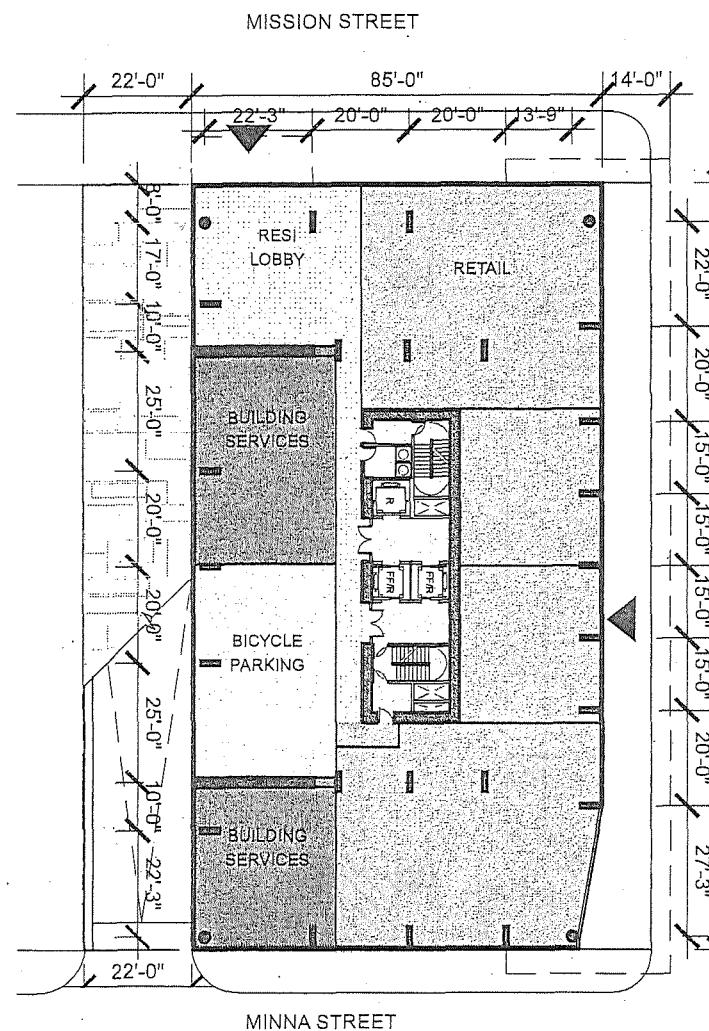


Basement 1 Plan



FOREST CITY SITESLAB lab studio KPF | 5

FIGURE 4B: TYPICAL PLANS M2 BUILDING



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Plan Legend

Parcel Line

Canopy Line
(above)

Ground Plan

5M PROJECT SAN FRANCISCO

Lower Level Plan



FIGURE 4C: TYPICAL PLANS

M2 BUILDING

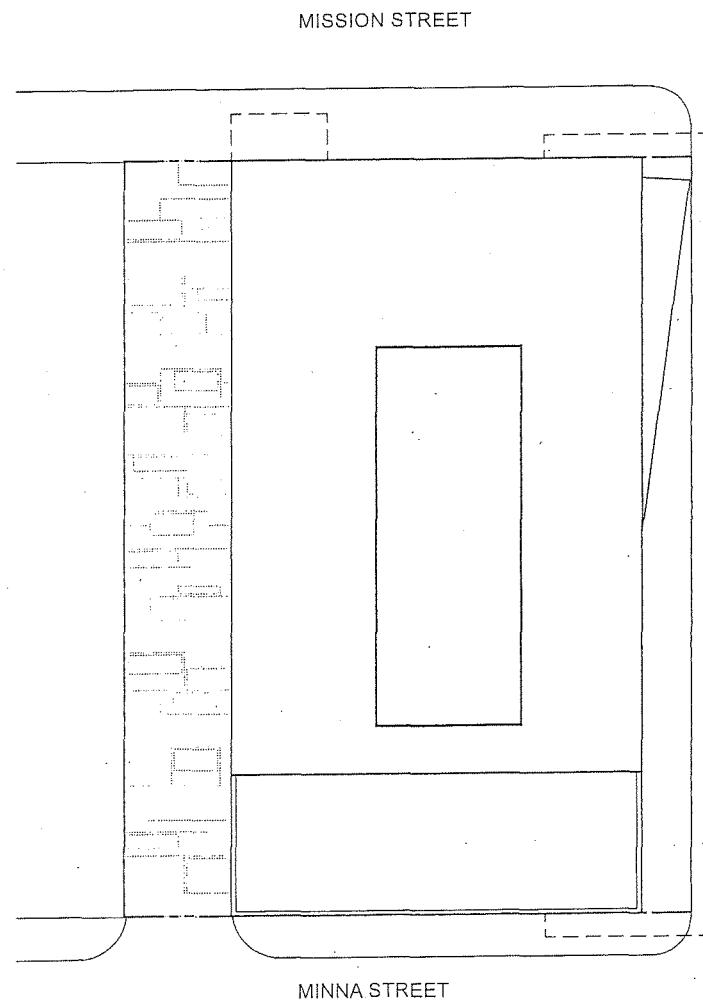
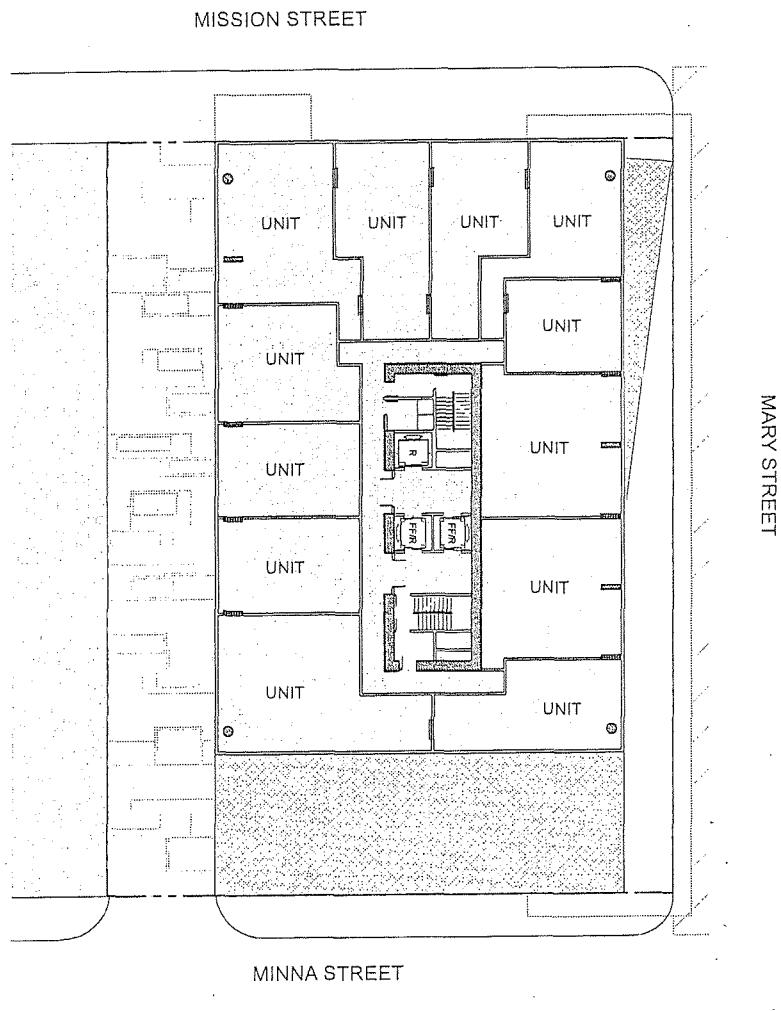
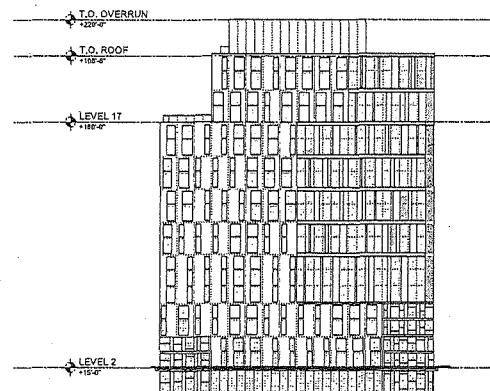
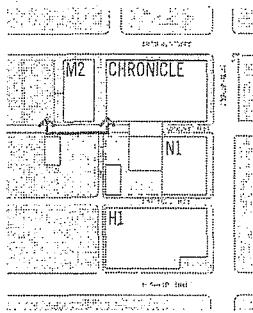
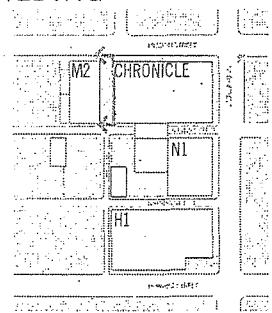
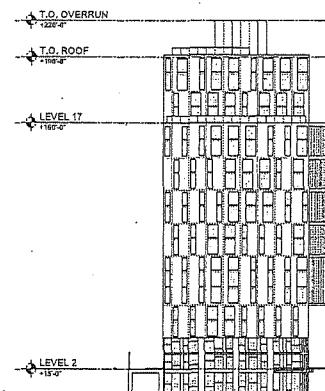


FIGURE 6A: TYPICAL ELEVATIONS
M2 BUILDING

1532



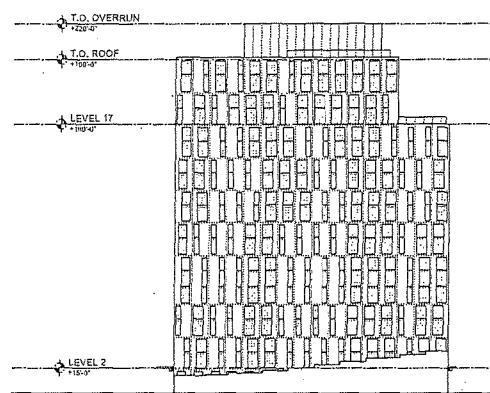
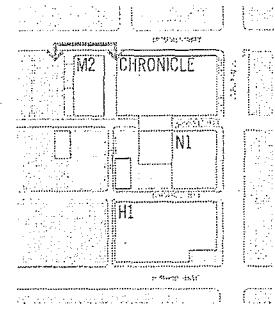
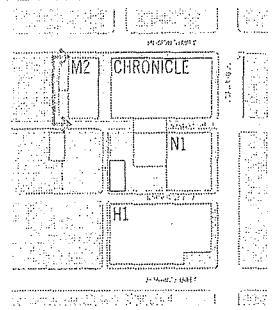
M2 East Elevation (view from Mary St)



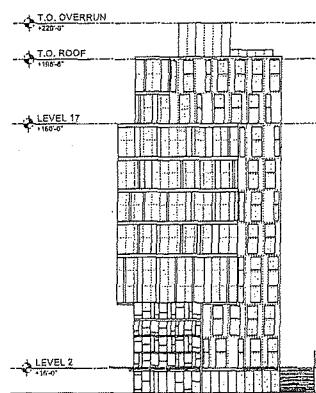
M2 South Elevation (view from Minna St)

NOTE: NOT TO SCALE

FIGURE 6B: TYPICAL ELEVATIONS
M2 BUILDING



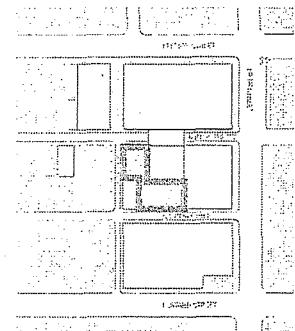
M2 West Elevation



M2 North Elevation (view from Mission St)

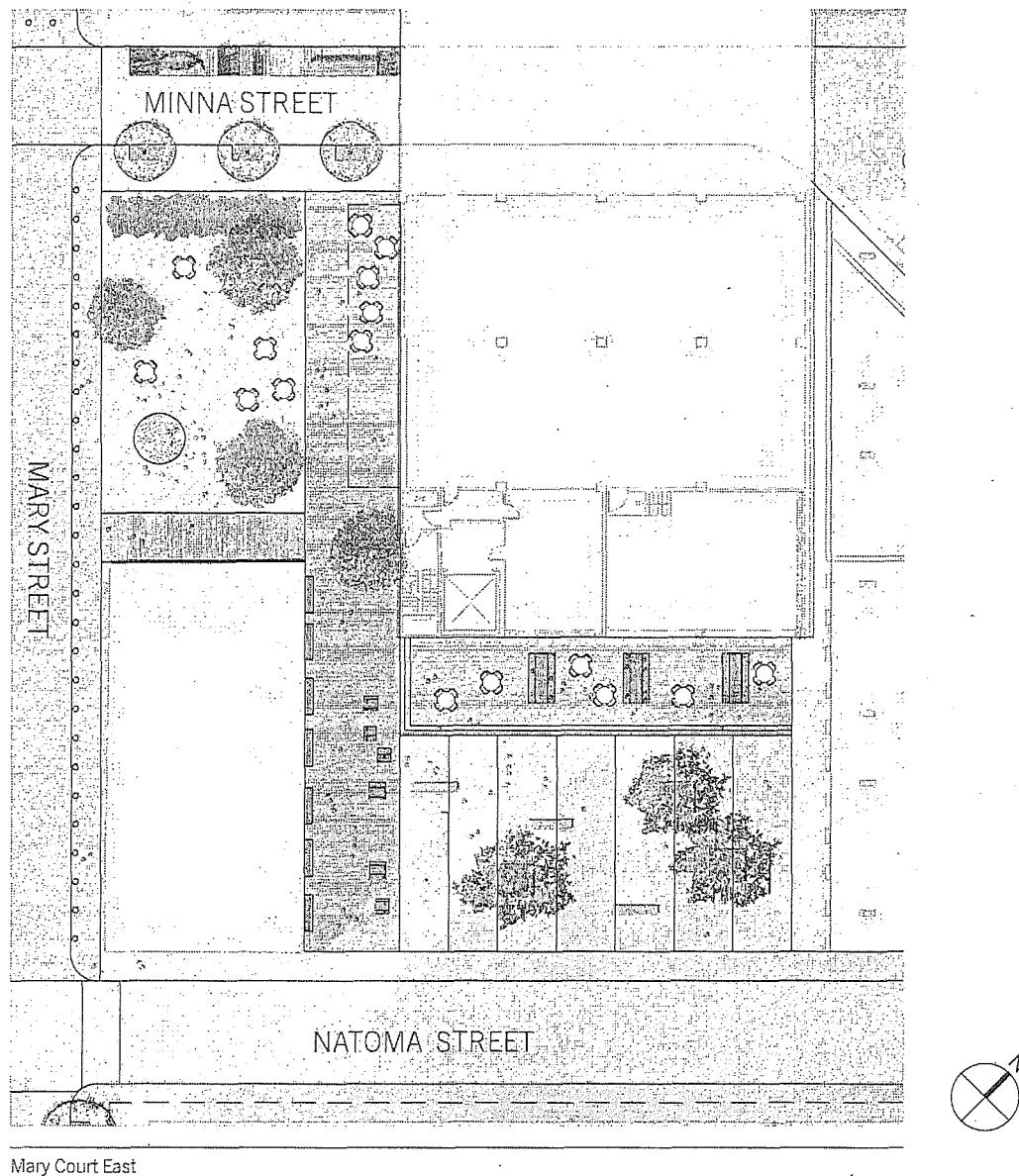
NOTE: NOT TO SCALE

FIGURE 7: OPEN SPACE
MARY COURT EAST



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

1534



Mary Court East



SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

Inclusionary Housing

Childcare Requirement

Jobs Housing Linkage Program

Downtown Park Fee

Public Art

Public Open Space

First Source Hiring (Admin. Code)

Transit Impact Development Fee

Other – Development Agreement

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

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

Planning Commission Resolution No. 19460 General Plan Findings Planning Code Section 101.1 Findings

HEARING DATE: SEPTEMBER 17, 2015

Date: September 3, 2015

Case No.: 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD

Project Address: 925 Mission Street and various parcels (aka "5M")

Project Site Zoning: C-3-S (Downtown Support) District, RSD

40-X/85-B; 90-X and 160-F Height and Bulk Districts

SOMA Youth and Family Special Use District

Block/Lots: Lots 005, 006, 008, 009, 012, 042-047, 076, 077, 089-091, 093, 094, and 097-100 of Assessor's Block 3725

Project Sponsor: Audrey Tendell

5M Project, LLC

875 Howard Street, Suite 330

San Francisco, CA 94103

Staff Contact: Kevin Guy – (415) 558-6163

Kevin.Guy@sfgov.org

ADOPTING FINDINGS OF CONSISTENCY WITH THE SAN FRANCISCO GENERAL PLAN AND PLANNING CODE SECTION 101.1 FOR THE 5M PROJECT AND VARIOUS ACTIONS AND APPROVALS ASSOCIATED THEREWITH (LOTS 005, 006, 008, 009, 012, 042-047, 076, 077, 089-091, 093, 094, AND 097-100, ASSESSOR'S BLOCK 3725)

PREAMBLE

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

project known as the 5M Project ("Project"), including amendments to the General Plan, Planning Code and Zoning Maps.

2. **WHEREAS**, The Project is located on approximately four acres of land under single ownership, bounded by Mission, Fifth and Howard Streets. The site is generally bounded by Mission Street to the north, Fifth Street to the east, Howard Street to the south, and Mary Street to the west, along with several additional parcels further to the west along Mary Street. It is currently occupied by eight buildings with approximately 318,000 square feet of office and cultural uses, and several surface parking lots. Buildings on the site include the San Francisco Chronicle Building, Dempster Printing Building and Camelline Building, as well as five low-rise office/warehouse/commercial workshop buildings and several surface parking lots. The site consists of Assessor's Block 3725, Lots 005, 006, 008, 009, 012, 042-047, 076, 077, 089-091, 093, 094, and 097-100.
3. **WHEREAS**, The site is located at the nexus of the Downtown, SOMA, and Mid-Market areas, with a context characterized by intense urban development and a diverse mix of uses. The Westfield San Francisco Centre is located at the southeast corner of Market and Fifth Streets, which defines the entry into the major retail shopping district around Union Square. The Fifth and Mission Parking Garage and the University of the Pacific School of Dentistry are located immediately to the east across Fifth Street, with the Metreon shopping center, Yerba Buena Gardens, and Moscone Center situated further to the east. The 340-foot Intercontinental Hotel is immediately to the east of the site, while the Pickwick Hotel and the Hotel Zetta are located along the 5th Street corridor. The Old Mint is situated immediately to the north of the site across Mission Street. Existing buildings to the west and the south of the site tend to be lower in scale, and contain a wide variety of uses, including residential hotels, older and newly-constructed residential buildings, offices, retail establishments, and automotive repair. The transit spine of Market Street is situated one block to the north, while the alignment of the future Central Subway is located one block to the east along Fourth Street.
4. **WHEREAS**, The Planning Department began conversations with the Project Sponsor in 2008 identifying the subject property as an opportunity site that should both reference the lower-scaled environment to the west by emphasizing the existing historic buildings on the site and adding much needed open space to this part of SOMA, with the potential for density and a mix of uses that relate to the high-rise environment to the east. The proposed Project pre-dates the Central SOMA Plan, but supports many of the goals of the Plan, such as supporting transit oriented growth, providing extensive open space, and shaping the area's urban form with recognition of both the City and neighborhood context.
5. **WHEREAS**, The Project proposes to demolish surface parking lots and several existing buildings (926 Howard Street, 912 Howard Street, 409-411 Natoma Street, and 190 Fifth Street), retain the Dempster, Camelline, Chronicle, and Examiner (portion) buildings, and construct three new towers on the Project site, with occupied building heights ranging from approximately 200 feet to 450 feet. The Project includes approximately 821,300 square feet of residential uses (approximately 690 units), 807,600 square feet of office uses (including active office uses at or below the ground floor), and 68,700 square feet of other active ground floor uses (a mix of retail establishments, recreational and arts facilities, restaurants, workshops, and educational uses).

6. WHEREAS, The Project would also include vehicular parking, bicycle parking, and loading facilities, an extensive program of private- and publicly-accessible open space, and streetscape and public-realm improvements. The northerly portion of Mary Street between Minna and Mission Streets would be converted into a pedestrian alley lined with active uses and enhanced with seating, landscaping, and pedestrian-scaled lighting. Public open space will be provided at the center of the 5M Project, providing active and passive space incorporating artwork, landscape treatments, and furnishings. Another significant open space would be situated on the rooftop of the Chronicle building, including a deck, lawn space, seating, and opportunities for urban agriculture and outdoor gardens.
7. WHEREAS, On November 20, 2014, the Planning Commission held an informational hearing regarding the Project, which included a broad overview of the design and regulatory approach being proposed for the site. On July 23, 2015, the Planning Commission held a second informational hearing for the Project, which focused on the Design for Development document proposed as part of the overall project entitlements. On August 6, 2015, the Planning Commission held a third informational hearing for the Project, focusing on public benefits, wind and shadow effect, circulation design and transportation, and street improvements. On September 3, 2015, the Planning Commission held a final informational hearing on the Project, focusing on various issues raised at the third informational hearing.
8. WHEREAS, In order for the Project to proceed and be developed with the proposed mix of uses and development controls, various General Plan amendments, height reclassifications and amendments to the Planning Code and Zoning Maps, together with additional entitlements and approvals, are required.
9. WHEREAS, On July 9, 2015, Mayor Lee introduced draft Ordinances with respect to the Project 1) approving a Development Agreement for the Project, and 2) amending the Planning Code to add Section 249.74 to create the Fifth and Mission Special Use District, and amending Sectional Maps ZN01, SU01, and HT01 of the Zoning Map to reflect the Fifth and Mission Special Use District and height reclassifications associated therewith.
10. WHEREAS, On August 6, 2015, the Planning Commission held a duly noticed public hearing to consider initiation of General Plan Amendments associated with the Project, and adopted Resolution No. 19429 initiating such General Plan Amendments.
11. WHEREAS, On October 15, 2014, the Department published a draft Environmental Impact Report (EIR) for public review. The draft EIR public comment period was originally proposed to end on December 1, 2014, and was subsequently extended by the Environmental Review Officer to January 7, 2015. On November 20, 2014, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting to solicit comments regarding the draft EIR. On August 13, 2015, the Department published a Comments and Responses document, responding to comments made regarding the draft EIR prepared for the Project. The draft EIR and the Comments and Responses document constitute the Final EIR. On September 17, 2015, the Commission reviewed and considered the Final EIR at a duly noticed public hearing and found that the

contents of said report and the procedures through which the Final EIR was prepared, publicized, and reviewed complied with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.) ("CEQA"), 14 California Code of Regulations Sections 15000 et seq. ("the CEQA Guidelines"), and Chapter 31 of the San Francisco Administrative Code ("Chapter 31"). The Commission found the Final EIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the draft EIR, and approved the Final EIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31. The Planning Department, Jonas P. Ionin, is the custodian of records, located in the File for Case No. 2011.0409ENV, at 1650 Mission Street, Fourth Floor, San Francisco, California

12. WHEREAS, On September 17, 2015, at a duly noticed public hearing at a regularly scheduled meeting, by Motion No. 19459, the Commission adopted findings, including a statement of overriding considerations and a Mitigation Monitoring and Reporting Program pursuant to CEQA, the State CEQA Guidelines and Chapter 31 of the Administrative Code. In accordance with the actions contemplated herein, the Commission has reviewed the FEIR for the Project and adopts and incorporates by reference as though fully set forth herein the findings, including a statement of overriding considerations, pursuant to CEQA, adopted by the Commission by Motion No. 19459.
13. WHEREAS, Also on September 17, 2015 at a duly noticed public hearing at a regularly scheduled meeting, by Resolution No. 19463, the Commission adopted a Resolution recommending that the Board of Supervisors approve various General Plan amendments required for the Project, and adopted findings in connection therewith.
14. WHEREAS, The proposed Ordinance prepared in order to create the Fifth and Mission Special Use District and amend Sectional Maps ZN01, SU01, and HT01 of the Zoning Map to reflect the Fifth and Mission Special Use District and height reclassifications associated therewith is attached to Planning Commission Motion No. 19464 and is incorporated herein by reference.
15. WHEREAS, The Commission has had available to it for its review and consideration studies, case reports, letters, plans, and other materials pertaining to the Project contained in the Department's case files, and has reviewed and heard testimony and received materials from interested parties during the public hearings on the Project.

MOVED, that the Planning Commission has reviewed and considered the Project and approval actions associated therewith, and the record associated therewith, including the comments and submissions made to this Planning Commission, and based thereon, hereby adopts the General Plan and Planning Code Section 101.1 Consistency Findings set forth herein.

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. **General Plan Compliance.** The Project and approvals associated therewith, and the individual building components and improvements associated therewith, all as more particularly described in Exhibit B to the Development Agreement on file with the Planning Department in Case No. 2011.0409DVA, are each on balance, consistent with the following Objectives and Policies of the General Plan, as it is proposed to be amended as described in this Planning Commission Resolution No. 19460.

A. HOUSING ELEMENT

OBJECTIVE 1: IDENTIFY AND MAKE AVAILABLE FOR DEVELOPMENT ADEQUATE SITES TO MEET THE CITY'S HOUSING NEEDS, ESPECIALLY PERMANENTLY AFFORDABLE HOUSING.

POLICY 1.1: Plan for the full range of housing needs in the City and County of San Francisco, especially affordable housing.

POLICY 1.8: Promote mixed use development, and include housing, particularly permanently affordable housing, in new commercial, institutional or other single use development projects.

POLICY 1.10: Support new housing projects, especially affordable housing, where households can easily rely on public transportation, walking and bicycling for the majority of daily trips.

The Project is a mixed-use development comprising a total of approximately 690 residential units with a range of unit types, including studios and one- and two-bedroom units. As detailed in the Development Agreement, the Project exceeds the inclusionary affordable housing requirements of the Planning Code, through a partnership between the developer and the City to reach a 33% affordable level, including through contributions to housing from the commercial buildings.

The location of the Project site in close proximity to major regional and local public transit, together with the Project's proposed pedestrian and bicycle circulation improvements, as described in more detail below, would enable households within the Project to easily rely on public transportation, walking and bicycling for the majority of daily trips. The mixed-use nature of the Project and the proximity of the commercial buildings to transit further supports these policies.

OBJECTIVE 11: SUPPORT AND RESPECT THE DIVERSE AND DISTINCT CHARACTER OF SAN FRANCISCO'S NEIGHBORHOODS.

POLICY 11.7: Respect San Francisco's historic fabric, by preserving landmark buildings and ensuring consistency with historic districts.

The Project, as described in the Development Agreement, includes a program of substantial community benefits designed to support and respect the character of the surrounding neighborhoods. In addition, the Project would preserve three historic resources, the Chronicle Building at 901-933 Mission Street, the Camelline Building at 430 Natoma Street, and the Dempster Printing Building at 447-449 Minna Street, and would not demolish any historic resources.

Any work that affects the character-defining features of the exterior of the Chronicle will be conducted according to Secretary of the Interior Standards. The Dempster Printing Building will be rehabilitated according to Secretary of the Interior Standards, anchoring the low-rise texture of the area and supporting the pedestrian-focused alleyways that will intersect around the core public spaces at Mary Court. Any future proposal to modify the exterior of the Camelline Building in a manner that affects character-defining features similarly will be required to comply with Secretary of the Interior Standards.

The Project design would respect the character of older development in the vicinity through D4D standards and guidelines for overall building massing and design strategies to achieve a relationship to the historic context.

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.

The Project site is located at a transit hub, in close proximity to major regional and local public transit. The Project includes incentives for the use of transit, walking and bicycling through its Transportation Demand Management ("TDM") program. In addition, the Project's streetscape design would enhance vehicular, bicycle and pedestrian access and connectivity through the site. The Project site can be accessed directly by several major local and regional public transportation providers. Therefore, new residential and commercial buildings constructed as part of the Project would rely on transit use and environmentally sustainable patterns of movement.

The Project would include approximately 59,500 gross square feet of open space and landscaped areas, as further detailed in the D4D. The Project would include two major open space areas: the Chronicle Rooftop, and Mary Court, plus pedestrian improvements along the northern portion of Mary Street between Mission and Minna Streets and the southern portion of Mary Street between Natoma and Howard Streets, and would exceed the Planning Code requirements for open space.

The D4D includes a 5M Sustainability Code Baseline Sustainability Standards Matrix that details applicable State and local code requirements applicable to the Project, and requires the Project to fulfill the minimum requirements in this Matrix related to energy, water, waste, transportation, materials, air quality, wildlife, and site. The D4D further provides that all new large commercial buildings and major renovations within the Project site shall achieve a minimum certification of LEED Gold and all new high-rise residential buildings shall achieve a minimum certification of LEED Silver. D4D also

includes a Sustainability Guidelines Matrix, and encourages the Project to incorporate goals and implement strategies listed therein where possible.

The Project includes substantial contributions related to quality of life elements such as open space, affordable housing, transportation improvements, childcare, schools, arts and cultural facilities and activities, workforce development, youth development, and historic preservation.

B. COMMERCE AND INDUSTRY ELEMENT

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 is intended to provide a distinct mixed-use development with office, retail, residential, cultural, educational, and open space uses and providing space for uses such as co-working, media, arts, and small-scale urban manufacturing. The Project would leverage the Project site's central location and close proximity to major regional and local public transit by building a dense mixed-use development that allows people to work and live close to transit. The Project's buildings would be developed in a manner that reflects the Project's location at the intersection of the Downtown core and South of Market Area through urban design features such as incorporating heights and massing at varying scales, orienting tall buildings toward the Downtown core, maintaining a strong streetwall along exterior streets, and utilizing mid-rise buildings to provide appropriate transitions to larger buildings. The Project would create a dense commercial center and a continuum of floorplate sizes for a range of users, substantial new on-site open space, and sufficient density to support and activate the new active ground floor uses and open space in the Project.

The Project would help meet the job creation goals established in the City's Economic Development Strategy by generating new employment opportunities and stimulating job creation across all sectors. The Project would also construct high-quality housing with sufficient density to contribute to 24-hour activity on the Project site, while offering a mix of unit types, sizes, and levels of affordability to accommodate a range of potential residents. The Project would facilitate a vibrant, interactive ground plane for Project and neighborhood residents, commercial users, and the public, with public spaces that could accommodate a variety of events and programs, and adjacent ground floor building spaces that include elements such as transparent building frontages and large, direct access points to maximize circulation between, and cross-activation of, interior and exterior spaces.

As described in the Housing Element findings above, the Project would retain the Chronicle, Camelline, and Dempster Printing Buildings as cultural markers on the site. The Project would also promote sustainability at the site, building, and user level by incorporating LEED or equivalent sustainability strategies, as described in the above findings regarding Housing Element Objective 12. As described in the Development Agreement, the Project provides a substantial program of community benefits.

OBJECTIVE 2: MAINTAIN AND ENHANCE A SOUND AND DIVERSE ECONOMIC BASE AND FISCAL STRUCTURE FOR THE CITY.

POLICY 2.1: Seek to retain existing commercial and industrial activity and to attract new such activity to the city.

See discussion in Commerce and Industry Element Objective 1 and Policy 1.1, which explain the Project's contribution to the City's overall economic vitality.

OBJECTIVE 3: PROVIDE EXPANDED EMPLOYMENT OPPORTUNITIES FOR CITY RESIDENTS, PARTICULARLY THE UNEMPLOYED AND ECONOMICALLY DISADVANTAGED.

POLICY 3.2: Promote measures designed to increase the number of San Francisco jobs held by San Francisco residents.

The Project would help meet the job creation goals established in the City's Economic Development Strategy by generating new employment opportunities and stimulating job creation across all sectors. The Project will provide expanded employment opportunities for City residents at all employment levels, both during and after construction. The Development Agreement, as part of the extensive community benefit programs, includes focused workforce first source hiring – both construction and end-user – as well as a local business enterprise component.

C. TRANSPORTATION ELEMENT

OBJECTIVE 2: USE THE TRANSPORTATION SYSTEM AS A MEANS FOR GUIDING DEVELOPMENT AND IMPROVING THE ENVIRONMENT.

POLICY 2.1: Use rapid transit and other transportation improvements in the city and region as the catalyst for desirable development, and coordinate new facilities with public and private development.

POLICY 2.5: Provide incentives for the use of transit, carpools, vanpools, walking and bicycling and reduce the need for new or expanded automobile and automobile parking facilities.

The Project is located within an existing high-density urban context, and within the core of existing and future local, regional, and statewide transportation services. The Project includes a detailed TDM program, including various performance measures, physical improvements and monitoring and enforcement measures designed to create incentives for transit and other alternative to the single occupancy vehicle for both residential and commercial buildings. In addition, the Project's design, including its streetscape elements, is intended to promote and enhance walking and bicycling.

OBJECTIVE 23: IMPROVE THE CITY'S PEDESTRIAN CIRCULATION SYSTEM TO PROVIDE FOR EFFICIENT, PLEASANT, AND SAFE MOVEMENT.

POLICY 23.1: Provide sufficient pedestrian movement space with a minimum of pedestrian congestion in accordance with a pedestrian street classification system.

POLICY 23.2: Widen sidewalks where intensive commercial, recreational, or institutional activity is present, sidewalks are congested, where sidewalks are less than adequately wide to provide appropriate pedestrian amenities, or where residential densities are high.

POLICY 23.6: Ensure convenient and safe pedestrian crossings by minimizing the distance pedestrians must walk to cross a street.

The Project reflects these policies by improving pedestrian safety and streetscape enhancement measures as described in the D4D and reflected in the mitigation measures and Transportation Plan in the Development Agreement, including but not limited to conversion of Mary Street between Mission and Minna Streets to a pedestrian-only alley, the North Mary Pedestrian Alley, and widening of various sidewalks within and adjacent to the Project site, and the addition of new, and enhancement of existing, mid-block crossing and crosswalk areas.

D. URBAN DESIGN ELEMENT

OBJECTIVE 1: EMPHASIS OF THE CHARACTERISTIC PATTERN WHICH GIVES TO THE CITY AND ITS NEIGHBORHOODS AN IMAGE, A SENSE OF PURPOSE, AND A MEANS OF ORIENTATION.

POLICY 1.1: Recognize and protect major views in the city, with particular attention to those of open space and water.

As explained in the D4D, the Project uses a mix of scales and interior and exterior spaces, with this basic massing further articulated through carving and shaping the buildings to create views and variety on the skyline, as well as pedestrian-friendly, engaging spaces on the ground. The massing locates the greatest height and density along the larger streets of Fifth and Howard, stepping down toward the center of the Project site. The Project would not have any substantial adverse effect on any views from streets that transect the City and are recognized in the Urban Design Element as a critical component of the City's pattern and legibility. As explained in the D4D, the view from Powell Street south to Portrero Hill (from California Street) was an important factor in the Project's urban design. In order to provide an open view of the sky and distant hills from Powell Street, the M-2 Building has been limited to a maximum of 220 feet in height.

POLICY 1.2: Recognize, protect and reinforce the existing street pattern, especially as it is related to topography.

POLICY 1.3: **Recognize that buildings, when seen together, produce a total effect that characterizes the city and its districts.**

Although building heights in the immediate vicinity of the Project site, including areas to the north, south and west of the site, generally range between 45 and 160 feet, a concentration of 300- to 500-foot-tall buildings can be found within one or two blocks to the east, including the 340-foot-tall Intercontinental Hotel at the northeast corner of Fifth and Howard Streets, immediately across from the Project site. Although the proposed buildings on the Project site would be taller than buildings surrounding the site, taller buildings and increased density would not be inherently incompatible with surrounding areas, as the Downtown is planned to contain the most intense pattern of urban development in the City. This area of San Francisco is characterized by a pattern of varied building forms and heights, ranging from early 20th Century one- to two-story buildings to taller, more modern construction, and the more intensely developed uses on the site near lower-scale buildings would not inherently conflict with adjacent land uses.

The proposed buildings have been designed, through their architectural features and articulations, along with the streetscape design tying them together, with the open spaces, and into the neighborhood, to complement each other and the surrounding buildings (including the existing Chronicle, Examiner, Camelline, and Dempster Printing Buildings), open spaces, and neighborhoods. The D4D includes architectural design guidelines for the residential towers that ensure that the design shall respond to immediately adjacent historic buildings. As a result, the Project would be integrated into the pattern of and would further activate the neighborhood, downtown, and the City as a whole. The Project, which will be a center of activity, will be architecturally compatible with the prevailing pattern of buildings in the SoMa/Yerba Buena area.

POLICY 2.4: **Preserve notable landmarks and areas of historic, architectural or aesthetic value, and promote the preservation of other buildings and features that provide continuity with past development.**

POLICY 2.5: **Use care in remodeling of older buildings, in order to enhance rather than weaken the original character of such buildings.**

See discussion above in Housing Element Objective 11, Policy 11.7.

OBJECTIVE 3: MODERATION OF MAJOR NEW DEVELOPMENT TO COMPLEMENT THE CITY PATTERN, THE RESOURCES TO BE CONSERVED, AND THE NEIGHBORHOOD ENVIRONMENT.

See discussion above in Objective 1, Policy 1.3.

E. RECREATION AND OPEN SPACE ELEMENT

OBJECTIVE 1: ENSURE A WELL-MAINTAINED, HIGHLY UTILIZED, AND INTEGRATED OPEN SPACE SYSTEM.

POLICY 1.1: Encourage the dynamic and flexible use of existing open spaces and promote a variety of recreation and open space uses, where appropriate.

POLICY 1.7: Support public art as an essential component of open space design.

The Project would include approximately 59,500 gross square feet of open space and landscaped areas, as further detailed in the D4D. Mary Court is intended to serve as an "urban room" that spills out of and into adjacent active frontages and shared streets. Mary Court will be divided by Central Mary Street into a more passive open space area (Mary Court West) and more active open space area (Mary Court East). Both are capable of hosting public events and performances, paired with circulation to support and expand the space as needed. Mary Court will provide a platform for creativity and interaction. Primarily hardscaped with flexible structures, it is intended to facilitate a range of informal and formal activities, including: play space for kids (and adults); dance performances; plays and live music; interactive art installations; art exhibitions; general seating and people watching; café and/or retail kiosks; program containers and pods; food trucks; and festivals and weekend markets.

Public usable open space within the Chronicle Rooftop will provide opportunities for informal and formal activities, passive and active, to invite people of different generations and cultures, and different pastimes into the space. The D4D provides for temporary streetscape improvements, such as parklets, along all interior streets (Minna, Natoma, and Mary), with selected locations for street trees and artwork. Other amenities to enhance the pedestrian experience may include comfortable seating, attractive plantings, public art displays, and additional bicycle parking.

POLICY 1.12: Preserve historic and culturally significant landscapes, sites, structures, buildings and objects.

See discussion in Housing Element Objective 11, Policy 11.7.

OBJECTIVE 3: IMPROVE ACCESS AND CONNECTIVITY TO OPEN SPACE.

POLICY 3.1: Creatively develop existing publicly-owned right-of-ways and streets into open space.

The Project would encourage non-automobile transportation to and from open spaces, and would ensure physical accessibility to recreational facilities and open spaces to the extent feasible. The D4D provides that Natoma, Mary, and Minna Streets would provide pedestrian-focused design elements, such as parklets, to expand the experience of the sidewalks.

F. ARTS ELEMENT

POLICY VI-1.9: Create opportunities for private developers to include arts spaces in private developments city-wide.

The Development Agreement includes as Exhibit H an arts program which includes contributions to fund both on-site arts facilities and programs.

G. DOWNTOWN AREA PLAN

OBJECTIVE 2: MAINTAIN AND IMPROVE SAN FRANCISCO'S POSITION AS A PRIME LOCATION FOR FINANCIAL, ADMINISTRATIVE, CORPORATE, AND PROFESSIONAL ACTIVITY.

POLICY 2.2: Guide location of office development to maintain a compact downtown core and minimize displacement of other uses.

The Project facilitates maintenance of a compact downtown core by locating a dense, mixed-use development, including major new office space, in the downtown and adjacent to major transit resources. The project consists of redevelopment of existing commercial buildings and surface parking lots, would not displace any existing housing, and would incorporate existing tenants into new uses.

OBJECTIVE 7: EXPAND THE SUPPLY OF HOUSING IN AND ADJACENT TO DOWNTOWN.

POLICY 7.1: Promote the inclusion of housing in downtown commercial developments.

The Project is a mixed-use development that would include a total of 690 residential units. Fees contributed by the commercial and residential components would also facilitate additional affordable housing resources in the Project vicinity, as further described in the Housing Element discussion under Objective 1.

POLICY 7.2: Facilitate conversion of underused industrial and commercial areas to residential use.

The Project involves the conversion of portions of an underused industrial and commercial site, portions of which are currently used for surface parking lots, to residential use.

OBJECTIVE 9: PROVIDE QUALITY OPEN SPACE IN SUFFICIENT QUANTITY AND VARIETY TO MEET THE NEEDS OF DOWNTOWN WORKERS, RESIDENTS, AND VISITORS.

POLICY 9.1: Require usable indoor and outdoor open space, accessible to the public, as part of new downtown development.

POLICY 9.2: Provide different kinds of open space downtown.

POLICY 9.5: Improve the usefulness of publicly owned rights-of-way as open space.

See discussion under Recreation and Open Space Element Objective 1, Policies 1.1 and 1.7.

OBJECTIVE 10: ASSURE THAT OPEN SPACES ARE ACCESSIBLE AND USABLE.

POLICY 10.1: Develop an open space system that gives every person living and working downtown access to a sizable sunlit open space within convenient walking distance.

POLICY 10.2: Encourage the creation of new open spaces that become a part of an interconnected pedestrian network.

See Discussion under Recreation and Open Space Element Objective 1, Policies 1.1 and 1.7.

OBJECTIVE 12: CONSERVE RESOURCES THAT PROVIDE CONTINUITY WITH SAN FRANCISCO'S PAST.

POLICY 12.1: Preserve notable landmarks and areas of historic, architectural, or aesthetic value, and promote the preservation of other buildings and features that provide continuity with past development.

POLICY 12.2: Use care in remodeling significant older buildings to enhance rather than weaken their original character.

POLICY 12.3: Design new buildings to respect the character of older development nearby.

See discussion under Housing Element, Objective 11, Policy 11.7.

OBJECTIVE 13: CREATE AN URBAN FORM FOR DOWNTOWN THAT ENHANCES SAN FRANCISCO'S STATURE AS ONE OF THE WORLD'S MOST VISUALLY ATTRACTIVE CITIES.

POLICY 13.1: Relate the height of buildings to important attributes of the city pattern and to the height and character of existing and proposed development.

See discussion under Urban Design Element, Objective 1, Policies 1.1-1.3

OBJECTIVE 15: CREATE A BUILDING FORM THAT IS VISUALLY INTERESTING AND HARMONIZES WITH SURROUNDING BUILDINGS.

See discussion under Urban Design Element, Objective 1, Policies 1.1-1.3.

H. GENERAL PLAN MAPS.

Several maps and exhibits in the General Plan would need to be amended in association with the 5M project. A portion of the project site (bounded by Howard, Natoma, and Mary Streets) at the southeast corner of the property is located outside of the Downtown Plan, within the South of Market Area Plan. These amendments will adjust these boundaries to incorporate the project site within the Downtown

Plan. The amendment will also correct an error in the Eastern Neighborhoods Area Plan maps, which erroneously depict these parcels as being located within the Eastern Neighborhoods boundary even though the parcels were not included in the implementing ordinances. In addition, the amendments will indicate the rezoned heights proposed for the property, and will refer to the SUD associated with the project for guidance on specific controls for height, bulk, and tower separation. It should be noted that the parcel located at the northwest corner of Howard and Fifth Streets (194-198 Fifth Street, Lot 7 in Assessor's Block 3725), containing a five-story building with residential uses and "The Chieftain" bar at the ground floor, is not a part of the 5M Project site and would not be affected by these amendments. The specific exhibits to be amended are as follows:

- Downtown Plan Map 1 ("Downtown Land Use and Density Plan"): Amend boundaries of the Downtown Plan to incorporate the southeast portion of the project site, identify the land use designation as C-3-S, and add notes to refer to the Fifth and Mission Special Use District.
- Downtown Plan Map 5 ("Proposed Height and Bulk Districts"): Reclassify height and bulk limits within the project site to conform to heights proposed by associated zoning changes.
- Downtown Plan Figure 2 ("Bulk Limits"): Add reference to and SUD.
- Downtown Plan Figure 3 ("Bulk Control Upper Tower Volume Reduction"): Add reference to SUD.
- Downtown Plan Figure 4 ("Separation Between Towers"): Add reference to SUD.
- Urban Design Element Map 4 ("Urban Design Guidelines for Height of Buildings"): Add reference to SUD.
- Urban Design Element Map 5 ("Urban Design Guidelines for Bulk of Buildings"): Add reference to SUD.
- South of Market Area Plan Map 2 ("Generalized Land Use Plan"): Amend boundaries of South of Market Area Plan to remove southeast portion of the project site.
- South of Market Area Plan Map 3 ("Density Plan"): Amend boundaries of South of Market Area Plan to remove southeast portion of the project site.
- South of Market Area Plan Map 5 ("Height Plan"): Amend boundaries of South of Market Area Plan to remove southeast portion of the project site.
- South of Market Area Plan Map 7 ("Open Space and Pedestrian Network Map"): Amend boundaries of South of Market Area Plan to remove southeast portion of the project site.

As amended, the Project would be consistent with the General Plan Maps.

3. **General Plan/Section 101.1 Consistency Determination.** The Project and approvals associated therewith, and the individual building components and improvements associated therewith, all as more particularly described in Exhibit B to the Development Agreement on file with the Planning Department in Case No. 2011.0409DVA, are each on balance, consistent with the priority policies of Planning Code Section 101.1(b) as follows:

1. That existing neighbor-serving retail uses will be preserved and enhanced, and future opportunities for resident employment in and ownership of such businesses enhanced;

No neighborhood-serving retail uses are present on the Project site. Once constructed, the Project will contain major new retail space that will provide opportunities for employment and ownership of retail businesses in the community. These retail spaces will serve building residents and tenants and the

local community. In addition, building tenants will patronize existing retail uses in the community, enhancing the local retail economy. The Development Agreement includes commitments related to local hiring for commercial uses.

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

No existing housing will be removed for the construction of the Project, which will provide up to 690 new residential units. Furthermore, the Project is designed to be consistent with the varied land uses in the surrounding neighborhood, which reflect the intersection of Downtown and South of Market (SoMa) neighborhoods. Uses in the area include high-rise hotel, major retail, convention center, midrise office and residential development within one block of the building site. Additional major planned and approved projects in the immediate vicinity include two hotels, mixed-use residential and commercial uses. Mid- and high-rise office and residential uses are also approved and proposed within the surrounding neighborhoods, including the Transit Center District Plan area, Mid-Market, and forthcoming Central SoMa Plan area.

The Project design is consistent with this context, both the density and height of Downtown and the diverse architectural character of SoMa. New office and residential towers in the Project reflect the density and height of Downtown. Concentrating these new buildings at the exterior edge of the Project site, along major roadways, enables the creation of new open space in the interior of the Project site. The retained and renovated or rehabilitated buildings within the Project site and active ground floor uses within the Project's new buildings would interact with the Project's new open spaces to reflect the finer-grain character of SoMa.

Lastly, the pedestrian streetscape and open space improvements proposed by the Project would function as a connection between the surrounding neighborhoods, and contribute to greater activity levels within the Project area itself. This would provide a desirable, pedestrian-friendly experience that would interact with ground floor retail space in the Project, and serve the existing neighborhood.

Thus, the Project would preserve and contribute to housing within the surrounding neighborhood and would otherwise preserve and be consistent with the neighborhood context.

3. That the City's supply of affordable housing be preserved and enhanced;

The construction of the Project will not remove any residential uses. The Project will enhance the City's supply of affordable housing through its affordable housing commitments in the Development agreement, which include a City/developer partnership to provide 33% affordable housing at or below 50% of Area Median Income.

4. That commuter traffic not impede Muni transit service or overburden our streets or neighborhood parking;

The Project would not impede transit service or overburden streets and neighborhood parking. A primary goal of the Project is to locate development in a manner that minimizes additional single-vehicle commuter traffic. The Project includes new residential uses together with existing and new

commercial uses to promote commuting from within the site. The Development Agreement includes a Transportation Sustainability Fee, transit improvements, and a robust Transportation Demand Management program.

The Project is also well served by public transit. It is located on Mission Street and one block from Market Street, both major transit corridors, as well as one block from the Powell Street BART/MUNI Station, a major transit hub. It is also one block from the alignment of the forthcoming Central Subway, providing a direct link to the CalTrain terminus at Fourth and Townsend Streets. The Golden Gate Bridge, Highway, and Transportation District provides regional transit services between San Francisco and Marin and Sonoma Counties with stops on Folsom and Harrison Streets. The A/C Transit District provides regional transit services between San Francisco and Alameda and Contra Costa Counties, with stops on Market Street. SamTrans, the San Mateo County Transit District provides regional services between San Francisco and San Mateo Counties with stops on Mission Street.

Lastly, the Project contains new space for vehicle parking within the N-1, M-2 and H-1 Buildings to serve new parking demand. Together with available capacity in the adjacent Fifth and Mission Parking Garage, this will ensure that sufficient parking capacity is available so that the Project would not overburden neighborhood parking, while still implementing a rigorous TDM Plan to be consistent with the City's "transit first" policy for promoting transit over personal vehicle trips.

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 Project would not result in displacement of industrial or service uses. The Project is located on an underutilized site consisting of low-rise commercial buildings and surface parking lots, and will provide space to meet demand for various sizes of office space within the Downtown and SoMa areas.

The Project will provide future opportunities for service-sector employment within the retail and other active ground floor uses located within the Project.

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

The Project will comply with all current structural and seismic requirements under the San Francisco Building Code.

7. That landmarks and historic buildings be preserved;

The Project would preserve three historic resources, the Chronicle Building at 901-933 Mission Street, the Camelline Building at 430 Natoma Street, and the Dempster Printing Building at 447-449 Minna Street, and would not demolish any historic resources.

Any work that affects the character-defining features of the exterior of the Chronicle will be conducted according to Secretary of the Interior standards. The Dempster Printing Building will be rehabilitated according to Secretary of the Interior standards, anchoring the low-rise texture of the area and supporting the pedestrian-focused alleyways that will intersect around the core public spaces at Mary Court. Any future proposal to modify the exterior of the Camelline Building in a manner that affects character-defining features similarly will be required to comply with Secretary of the Interior Standards.

The Project design would respect the character of older development in the vicinity through D4D standards and guidelines for overall building massing and design strategies to achieve a relationship to the historic context.

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

A technical analysis, prepared by Environmental Vision, was submitted to the Planning Department on analyzing the potential shadow impacts of the 5M Project to properties under the jurisdiction of the Recreation and Park Department. The analysis concluded that the 5M Project would cast approximately 6,583 annual square-foot-hours of new shadow on Boeddeker Park, equal to approximately 0.00418% of the theoretically available annual sunlight ("TAAS") on Boeddeker Park. On an annual basis, the Theoretically Available Annual Sunlight ("TAAS") on the Park (with no adjacent structures present) is approximately 157,345,444 square-foot-hours of sunlight. Existing structures currently shade Boeddeker Park 41.59% of the year.

The increase in shadow is very small, and is concentrated in the passive recreation area and walkways near the northern gate along Ellis Street. The largest portion of the Park, which fronts on Eddy and Jones Streets and contains a playground, multi-purpose court, numerous tables and chairs, and expanses of grassy lawns would not be impacted by shadows from the 5M Project. The new shadows would be cast in the early morning hours, when usage of the park is generally low or prohibited. New shadows would occur during relatively limited spans of the year (from mid-October through late-November, and again from mid-January through late-February). When they occur, the shadows would be fleeting and of relatively short duration, ranging from 5 to 25 minutes, with an average duration of approximately 12 minutes.

In addition, the Project provides two major new privately owned, publicly accessible open spaces, a large privately owned residential open space and two smaller residential open spaces that together would provide up to 59,500 square feet of new open space through the Chronical rooftop and Mary Court.

Resolution No. 19460
September 17, 2015

CASE NO. 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD
5M Project – General Plan Consistency Findings

DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Planning Department, 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 ADOPTS this Resolution of findings of Consistency with the General Plan and the Priority Policies of Planning Code Section 101.1

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

Jonas P. Ionin
Commission Secretary

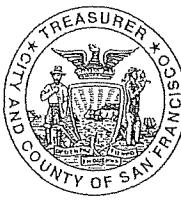
AYES: Antonini, Fong, Hillis, Johnson, Richards

NAYS: Moore, Wu

ABSENT: None

ADOPTED: September 17, 2015

Office of the Treasurer & Tax Collector
City and County of San Francisco
Property Tax Section



José Cisneros, Treasurer

TAX CERTIFICATE

I, David Augustine, Tax Collector of the City and County San Francisco, State of California, do hereby certify, pursuant to the provisions of California Government Code Section 66492 et. seq., that according to the records of my office regarding the subdivision identified below:

1. There are no liens for unpaid City & County property taxes or special assessments collected as taxes, except taxes or assessments not yet payable.
2. The City and County property taxes and special assessments which are a lien, but not yet due, including estimated taxes, have been paid.

Block: 3725
Lot: 043
Address: 435V Minna St

David Augustine, Tax Collector

Dated this 14th day of May 2019. This certificate is valid for the earlier of 60 days from this date or December 31, 2019. If this certificate is no longer valid please contact the Office of Treasurer and Tax Collector at tax.certificate@sfgov.org to obtain another certificate.

Office of the Treasurer & Tax Collector
City and County of San Francisco
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Block: 3725
Lot: 044
Address: 44V Mary St



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Block: 3725
Lot: 045
Address: 50 Mary St



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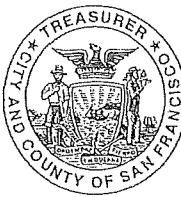
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Block: 3725
Lot: 046
Address: 436 - 438 Natoma St

David Augustine, Tax Collector

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Office of the Treasurer & Tax Collector
City and County of San Francisco
Property Tax Section



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Block: 3725
Lot: 047
Address: 440 Natoma St



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Property Tax Section



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Block: 3725
Lot: 077
Address: 441V Minna St

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Block: 3725
Lot: 005
Address: 172V 05Th St



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Block: 3725
Lot: 006
Address: 190 05Th St

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Block: 3725
Lot: 008
Address: 409 - 411 Natoma St



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City and County of San Francisco
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Block: 3725
Lot: 009
Address: 912 Howard St

A handwritten signature in black ink.

David Augustine, Tax Collector

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City and County of San Francisco
Property Tax Section



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Block: 3725
Lot: 012
Address: 926 Howard St

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Office of the Treasurer & Tax Collector
City and County of San Francisco
Property Tax Section



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Block: 3725
Lot: 097
Address: 110 05Th St



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Office of the Treasurer & Tax Collector
City and County of San Francisco
Property Tax Section



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Block: 3725
Lot: 098
Address: 918V Howard St

David Augustine

David Augustine, Tax Collector

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Office of the Treasurer & Tax Collector
City and County of San Francisco
Property Tax Section



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Block: 3725
Lot: 099
Address: Natoma St


David Augustine, Tax Collector

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BOARD OF SUPERVISOR'S APPROVAL

ON 15 MAY 2019, THE BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA APPROVED AND PASSED MOTION.

NO. 8731 A COPY OF WHICH IS ON FILE IN THE OFFICE OF THE BOARD OF SUPERVISORS IN FILE NO. 8731

CLERK'S STATEMENT:

I, ANGELA CALVILLO, CLERK OF THE BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, HEREBY STATE THAT SAID BOARD OF SUPERVISORS BY

ITS MOTION NO. 8731 ADOPTED JUNE 15, 2019, APPROVED THIS MAP ENTITLED "FINAL MAP 8731" AND CONDITIONALLY ACCEPTED THE OFFERS OF DEDICATION AND IMPROVEMENTS IDENTIFIED IN THE OWNER'S STATEMENTS IN ACCORDANCE WITH THE RECOMMENDATIONS IN THE PUBLIC WORKS ORDER FOR THIS MAP AND SUBJECT TO THE CITY ENGINEER'S NOTICE OF COMPLETION OF THE REQUIRED IMPROVEMENTS AND SUBSEQUENT BOARD OF SUPERVISORS ACTION APPROVING THE SAME. THE CITY AND COUNTY OF SAN FRANCISCO, THE DIVISION OF REAL ESTATE SHALL ACCEPT FOR THE EASMENTS BY SEPARATE INSTRUMENT.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY HAND AND CAUSED THE SEAL OF THE OFFICE TO BE AFFIXED.

BY: CLERK OF THE BOARD OF SUPERVISORS DATE: 15 MAY 2019
CITY AND COUNTY OF SAN FRANCISCO
STATE OF CALIFORNIA

APPROVALS:
THIS MAP IS APPROVED THIS 15 DAY OF MAY, 2019.

BY ORDER NO. 8731

BY: MOHAMMED NURU DATE: 15 MAY 2019

MOHAMMED NURU
DIRECTOR OF PUBLIC WORKS AND ADVISORY AGENCY
CITY AND COUNTY OF SAN FRANCISCO
STATE OF CALIFORNIA

APPROVED AS TO FORM:

DENNIS J. HERRERA, CITY ATTORNEY

BY: DENNIS J. HERRERA DATE: 15 MAY 2019
DEPUTY CITY ATTORNEY
CITY AND COUNTY OF SAN FRANCISCO

TAX STATEMENT:
I, ANGELA CALVILLO, CLERK OF THE BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, DO HEREBY STATE THAT THE SUBDIMER HAS FILED A STATEMENT FROM THE TREASURER AND TAX COLLECTOR OF THE CITY AND COUNTY OF SAN FRANCISCO, SHOWING THAT ACCORDING TO THE STATEMENT, THERE ARE NO LIENS AGAINST THIS SUBDIVISION, OR ANY PART THEREOF, FOR UNPAID STATE, COUNTY, MUNICIPAL OR LOCAL TAXES, OR SPECIAL ASSESSMENTS COLLECTED AS TAXES.

DATED 15 MAY 2019

CLERK OF THE BOARD OF SUPERVISORS
CITY AND COUNTY OF SAN FRANCISCO
STATE OF CALIFORNIA

CERTIFICATE OF PUBLIC IMPROVEMENT AGREEMENT:
THIS CERTIFICATE EVIDENCES THAT A PUBLIC IMPROVEMENT AGREEMENT HAS BEEN EXECUTED ON THE 15 DAY OF MAY, 2019, BETWEEN FC SM GP, LLC, A DELAWARE LIMITED PARTNERSHIP, AND THE CITY AND COUNTY OF SAN FRANCISCO.

BY: MOHAMMED NURU
MOHAMMED NURU
DIRECTOR OF PUBLIC WORKS AND ADVISORY AGENCY
CITY AND COUNTY OF SAN FRANCISCO
STATE OF CALIFORNIA

CITY AND COUNTY SURVEYOR'S STATEMENT:
I HEREBY STATE THAT I HAVE EXAMINED THIS MAP; THAT THE SUBMISSION AS SHOWN IS SUBSTANTIALLY THE SAME AS IT APPEARED ON THE TENTATIVE MAP, AND NO APPRECIABLE ALTERATIONS THEREON HAVE BEEN MADE; THAT THE INFORMATION CONTAINED THEREIN IS IN ACCORDANCE WITH LOCAL ORDINANCES APPLICABLE AT THE TIME OF APPROVAL OF THE TENTATIVE MAP; THAT THE MAP HAVE BEEN COMPLIED WITH; AND THAT I AM SATISFIED THIS MAP IS TECHNICALLY CORRECT.

BRUCE R. STORRS, CITY AND COUNTY SURVEYOR
CITY AND COUNTY OF SAN FRANCISCO

BY: BRUCE R. STORRS DATE: 15 MAY 2019

BRUCE R. STORRS LS. 5914



SURVEYOR'S STATEMENT:

THIS MAP WAS PREPARED BY ME OR UNDER MY DIRECTION AND IS BASED UPON A FIELD SURVEY IN CONFORMANCE WITH THE REQUIREMENTS OF THE SUBMISSION MAP. THIS MAP WAS PREPARED IN ACCORDANCE WITH THE REQUIREMENTS OF THE PUBLIC WORKS ORDER NO. 8731, DATED JUNE 15, 2019. I HEREBY STATE THAT ALL THE MONUMENTS ARE OF THE CHARACTER AND OCCUPY THE POSITIONS INDICATED AND THAT THE MONUMENTS ARE SUFFICIENT TO EASILY THE SURVEY TO BE RETRACED, AND THAT THIS FINAL MAP SUBSTANTIALLY CONFORMS TO THE CONDITIONALLY APPROVED TENTATIVE MAP.

BY: DAVID B. RON DATE: 15 MAY 2019

DAVID B. RON
PLS No. 8934



RECORDER'S STATEMENT:

FILED THIS 15 DAY OF MAY, 2019.

AT THE REQUEST OF MARTIN M. RON ASSOCIATES

SIGNED: MARTIN M. RON
COUNTY RECORDER
CITY AND COUNTY OF SAN FRANCISCO
STATE OF CALIFORNIA

FINAL MAP 8731

SM PROJECT, PID 8731-PHASE NO. 1
A MERGED AND VERTICAL SUBDIVISION OF THAT CERTAIN REAL PROPERTY
DESCRIBED IN THAT CERTAIN GRANT DEED RECORDED JULY 17, 2015,
DOCUMENT NO. 2015-K092345, OFFICIAL RECORDS, THAT CERTAIN
GRANT DEED RECORDED JULY 17, 2015, DOCUMENT NO. 2015-K092346,
OFFICIAL RECORDS, AND THAT CERTAIN GRANT DEED RECORDED
DECEMBER 4, 2017, DOCUMENT NO. 2017-K544770, OFFICIAL RECORDS.

BENING A PORTION OF 100 VARA BLOCK 381.

CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA

MARTIN M. RON ASSOCIATES, INC.

Land Surveyors

859 Harrison Street, Suite 200

San Francisco California

MAY 2019

SHEET 1 OF 6

APN: 3725-405, 3725-006,
3725-007, 3725-008, 3725-012,
3725-043, THRU 047, 3725-077,
3725-097 & 3725-098.

415 NATOMA STREET,

OWNER'S STATEMENT:
WE HEREBY STATE THAT WE ARE THE ONLY OWNERS OF AND HOLDERS OF RECORD TITLE, INTERESTED IN THE REAL PROPERTY SUBDIVIDED AND SHOWN UPON THIS MAP AS LOTS 2, 3, A & E, AND DO HEREBY CONSENT TO THE PREPARATION AND RECORDATION OF SAID MAP.

WE HEREBY IRREVOCABLY OFFER FOR DEDICATION IN FEES FOR STREET SIDEWALK AND RIGHT-OF-WAY PURPOSES, THAT CERTAIN REAL PROPERTY SHOWN HEREIN AS LOT 4 AND FOR ANY IMPROVEMENTS THEREIN AND THEREON TO BE CONSTRUCTED BY SUBDODER. SAID FEES SHALL BE CONVEYED BY SEPARATE INSTRUMENT.

WE HEREBY IRREVOCABLY OFFER FOR DEDICATION A NONEXCLUSIVE PUBLIC SIDEWALK EASEMENT SHOWN HEREON FOR PEDESTRIAN ACCESS, PASSAGE, INGRESS AND EGRESS FOR PUBLIC SIDEWALK PURPOSES. SAID EASEMENT SHALL BE CONVEYED BY SEPARATE INSTRUMENT.

IN WITNESS THEREOF, WE, THE UNDERSIGNED, HAVE CAUSED THIS STATEMENT TO BE EXECUTED.

OWNER: 5M PROJECT, LLC, A DELAWARE LIMITED LIABILITY COMPANY

BY: 

NAME: MARTIN M. CEPAUSKAS

TITLE: VICE PRESIDENT

OWNER'S ACKNOWLEDGMENT:

A NOTARY PUBLIC OR OTHER OFFICER, COMPLETING THIS CERTIFICATE VERIFIES ONLY THE IDENTITY OF THE INDIVIDUAL WHO SIGNED THE DOCUMENT TO WHICH THIS CERTIFICATE IS ATTACHED, AND NOT THE TRUTHFULNESS, ACCURACY, OR VALIDITY OF THAT DOCUMENT.

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

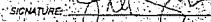
ON MAY 15, 2019 2019 BEFORE ME Julie Garduno

PERSONALLY APPEARED MARTIN M. CEPAUSKAS

WHO PROVED TO ME ON THE BASIS OF SATISFACTORY EVIDENCE TO BE THE PERSON(S) WHOSE NAME(S) IS/ARE SUBSCRIBED TO THE WITHIN INSTRUMENT AND ACKNOWLEDGED TO ME THAT HE/SHE/ THEY EXECUTED THE SAME IN HIS/HER/ THEIR AUTHORIZED CAPACITY(IES), AND THAT BY HIS/HER/ THEIR SIGNATURE(S) ON THE INSTRUMENT, THE PERSON(S), OR THE ENTITY, UPON BEHALF OF WHICH THE PERSON(S) ACTED, EXECUTED THE INSTRUMENT.

I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING PARAGRAPH IS TRUE AND CORRECT.

WITNESS MY HAND AND OFFICIAL SEAL

SIGNATURE: 

NOTARY PUBLIC, STATE OF CALIFORNIA COMMISSION NO. 2255706

MY COMMISSION EXPIRES: Aug 25, 2022

COUNTY OF PRINCIPAL PLACE OF BUSINESS: SAN FRANCISCO

S-916 Phase 1 FMony

OWNER'S STATEMENT:
WE HEREBY STATE THAT WE ARE THE ONLY OWNERS OF AND HOLDERS OF RECORD TITLE, INTERESTED IN THE REAL PROPERTY SUBDIVIDED AND SHOWN UPON THIS MAP AS LOTS B, C & D, AND DO HEREBY CONSENT TO THE PREPARATION AND RECORDATION OF SAID MAP.

WE HEREBY IRREVOCABLY OFFER FOR DEDICATION IN FEES FOR STREET SIDEWALK AND RIGHT-OF-WAY PURPOSES, THAT CERTAIN REAL PROPERTY SHOWN HEREIN AS LOTS 5 & C AND FOR ANY IMPROVEMENTS THEREIN AND THEREON TO BE CONSTRUCTED BY SUBDODER. SAID FEES SHALL BE CONVEYED BY SEPARATE INSTRUMENT.

IN WITNESS THEREOF, WE, THE UNDERSIGNED, HAVE CAUSED THIS STATEMENT TO BE EXECUTED.

OWNER: FC SM M2 EXCHANGE, LLC, A DELAWARE LIMITED LIABILITY COMPANY

BY: 

NAME: MATTHEW P. ELSesser

TITLE: VICE PRESIDENT

OWNER'S ACKNOWLEDGMENT:

A NOTARY PUBLIC OR OTHER OFFICER, COMPLETING THIS CERTIFICATE VERIFIES ONLY THE IDENTITY OF THE INDIVIDUAL WHO SIGNED THE DOCUMENT TO WHICH THIS CERTIFICATE IS ATTACHED, AND NOT THE TRUTHFULNESS, ACCURACY, OR VALIDITY OF THAT DOCUMENT.

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

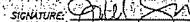
ON MAY 16, 2019 BEFORE ME Julie Garduno

PERSONALLY APPEARED MATTHEW P. ELSesser

WHO PROVED TO ME ON THE BASIS OF SATISFACTORY EVIDENCE TO BE THE PERSON(S) WHOSE NAME(S) IS/ARE SUBSCRIBED TO THE WITHIN INSTRUMENT AND ACKNOWLEDGED TO ME THAT HE/SHE/ THEY EXECUTED THE SAME IN HIS/HER/ THEIR AUTHORIZED CAPACITY(IES), AND THAT BY HIS/HER/ THEIR SIGNATURE(S) ON THE INSTRUMENT, THE PERSON(S), OR THE ENTITY, UPON BEHALF OF WHICH THE PERSON(S) ACTED, EXECUTED THE INSTRUMENT.

I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING PARAGRAPH IS TRUE AND CORRECT.

WITNESS MY HAND AND OFFICIAL SEAL

SIGNATURE: 

NOTARY PUBLIC, STATE OF CALIFORNIA COMMISSION NO. 2255706

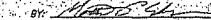
MY COMMISSION EXPIRES: Aug 15, 2021

COUNTY OF PRINCIPAL PLACE OF BUSINESS: SAN FRANCISCO

BUYER'S STATEMENT:
WE HEREBY STATE THAT WE ARE THE BUYER OF THE REAL PROPERTY LISTED AS LOT 1 SHOWN UPON THIS MAP AND AS DESCRIBED IN THAT CERTAIN DOCUMENT ENTITLED "MEMORANDUM OF PURCHASE AND SALE AGREEMENT" RECORDED NOVEMBER 7, 2017, DOCUMENT NO. 2017-KS35462, OFFICIAL RECORDS, AND DO HEREBY CONSENT TO THE PREPARATION AND RECORDATION OF SAID MAP.

IN WITNESS THEREOF, WE, THE UNDERSIGNED, HAVE CAUSED THIS STATEMENT TO BE EXECUTED.

BUYER: FC SM M2 EXCHANGE, LLC, A DELAWARE LIMITED LIABILITY COMPANY

BY: 

NAME: MATTHEW P. ELSesser

TITLE: VICE PRESIDENT

OWNER'S ACKNOWLEDGMENT:

A NOTARY PUBLIC OR OTHER OFFICER, COMPLETING THIS CERTIFICATE VERIFIES ONLY THE IDENTITY OF THE INDIVIDUAL WHO SIGNED THE DOCUMENT TO WHICH THIS CERTIFICATE IS ATTACHED, AND NOT THE TRUTHFULNESS, ACCURACY, OR VALIDITY OF THAT DOCUMENT.

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

ON MAY 16, 2019 BEFORE ME Julie Garduno

PERSONALLY APPEARED MATTHEW P. ELSesser

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WITNESS MY HAND AND OFFICIAL SEAL

SIGNATURE: 

NOTARY PUBLIC, STATE OF CALIFORNIA COMMISSION NO. 2255706

MY COMMISSION EXPIRES: Aug 15, 2021

COUNTY OF PRINCIPAL PLACE OF BUSINESS: SAN FRANCISCO

FINAL MAP 8731

SH PROJECT, PID 8731 - PHASE NO. 1
A VERTICAL AND VERTICAL SUBDIVISION OF THAT CERTAIN REAL PROPERTY
DESCRIBED IN THAT CERTAIN GRANT DEED, RECORDED JULY 17, 2015,
DOCUMENT NO. 2015-K092345, OFFICIAL RECORDS, THAT CERTAIN
GRANT DEED RECORDED JULY 17, 2015, DOCUMENT NO. 2015-K092346,
OFFICIAL RECORDS, AND THAT CERTAIN GRANT DEED RECORDED
DECEMBER 4, 2017, DOCUMENT NO. 2017-K34470, OFFICIAL RECORDS.

BEING A PORTION OF 100 VARA BLOCK 381.

CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA

MARTIN M. RON ASSOCIATES, INC.

Land Surveyors

859 Harrison Street, Suite 200

San Francisco California

MAY 2019

SHEET 2 OF 6

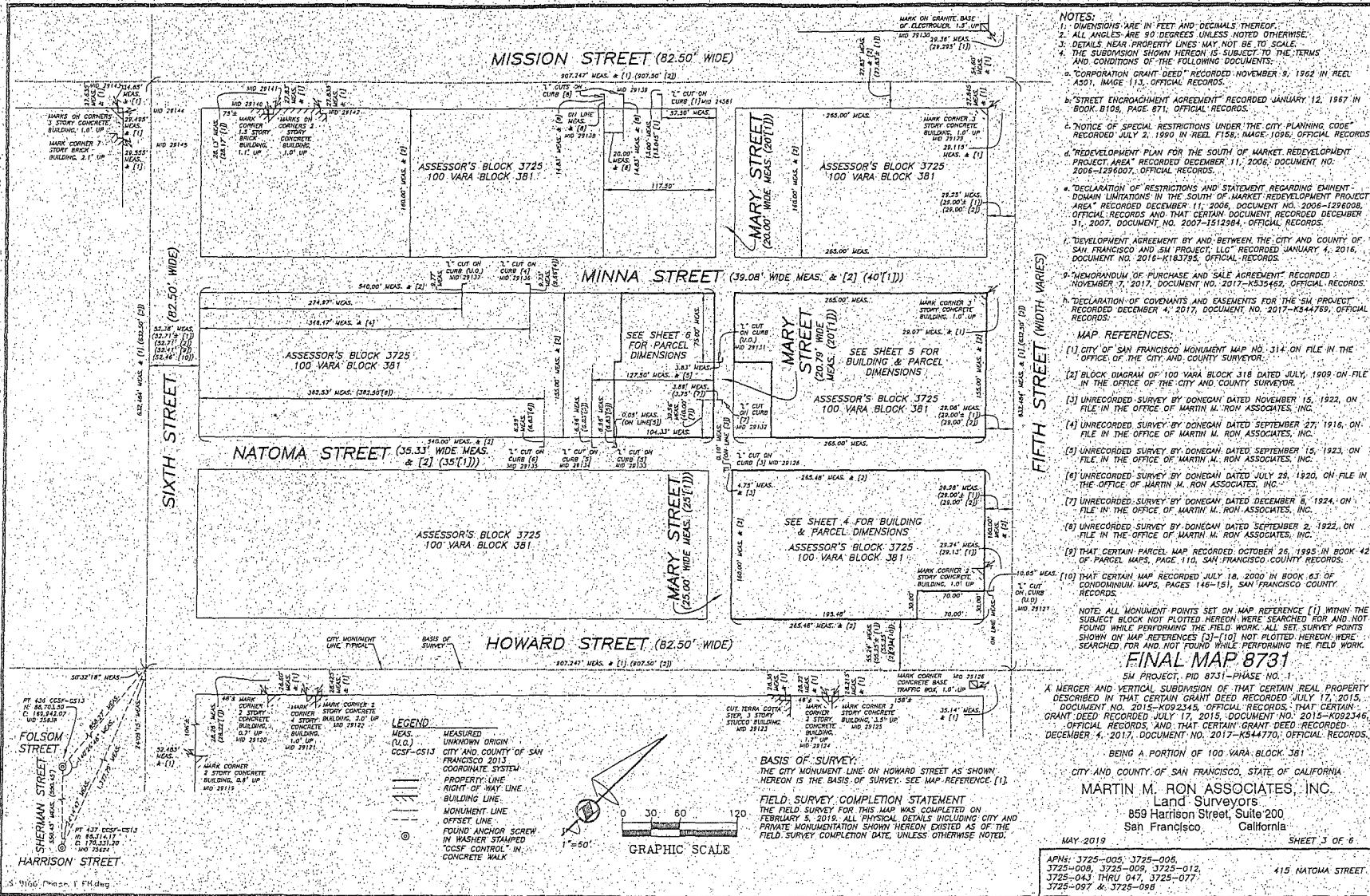
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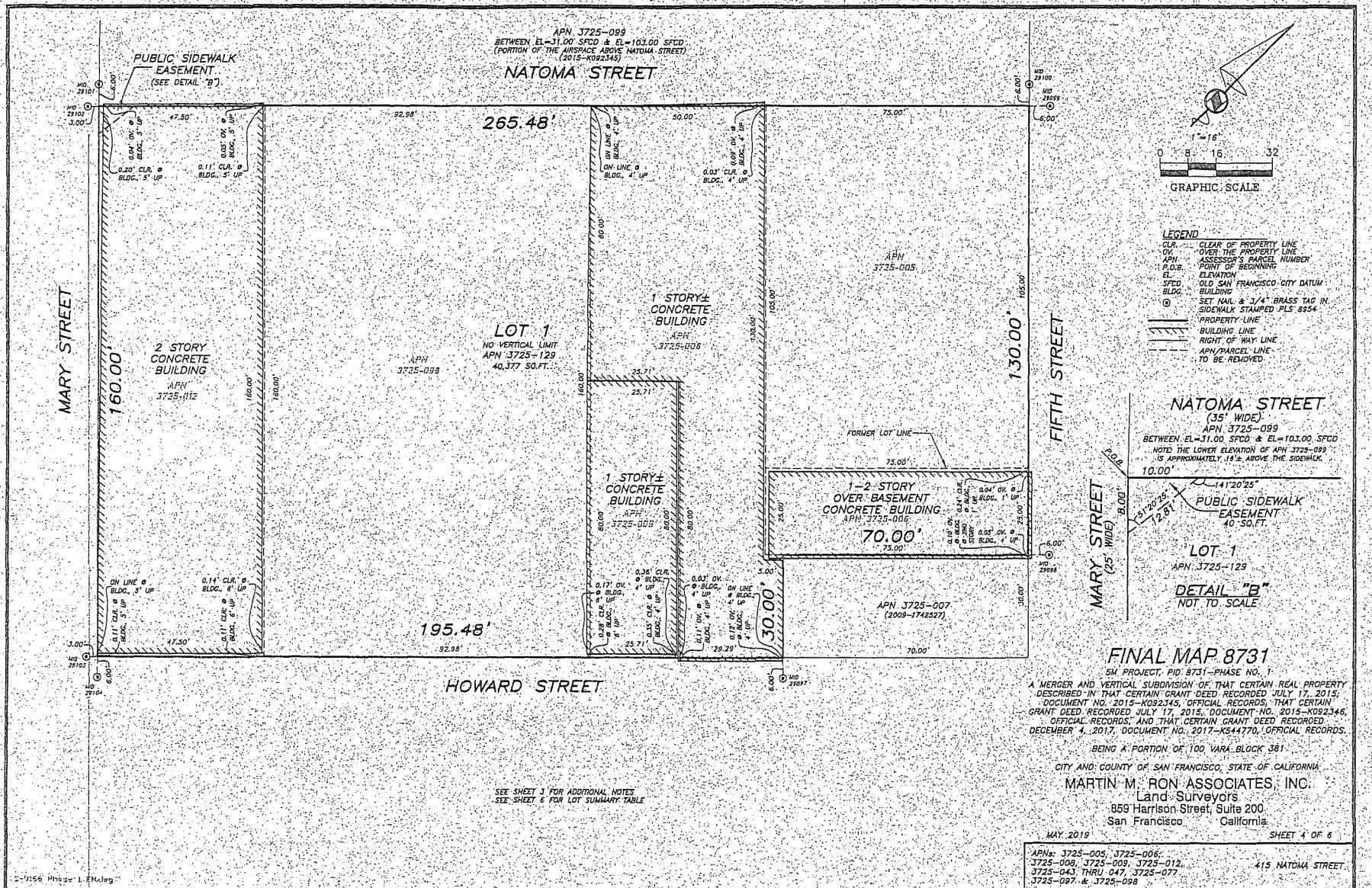
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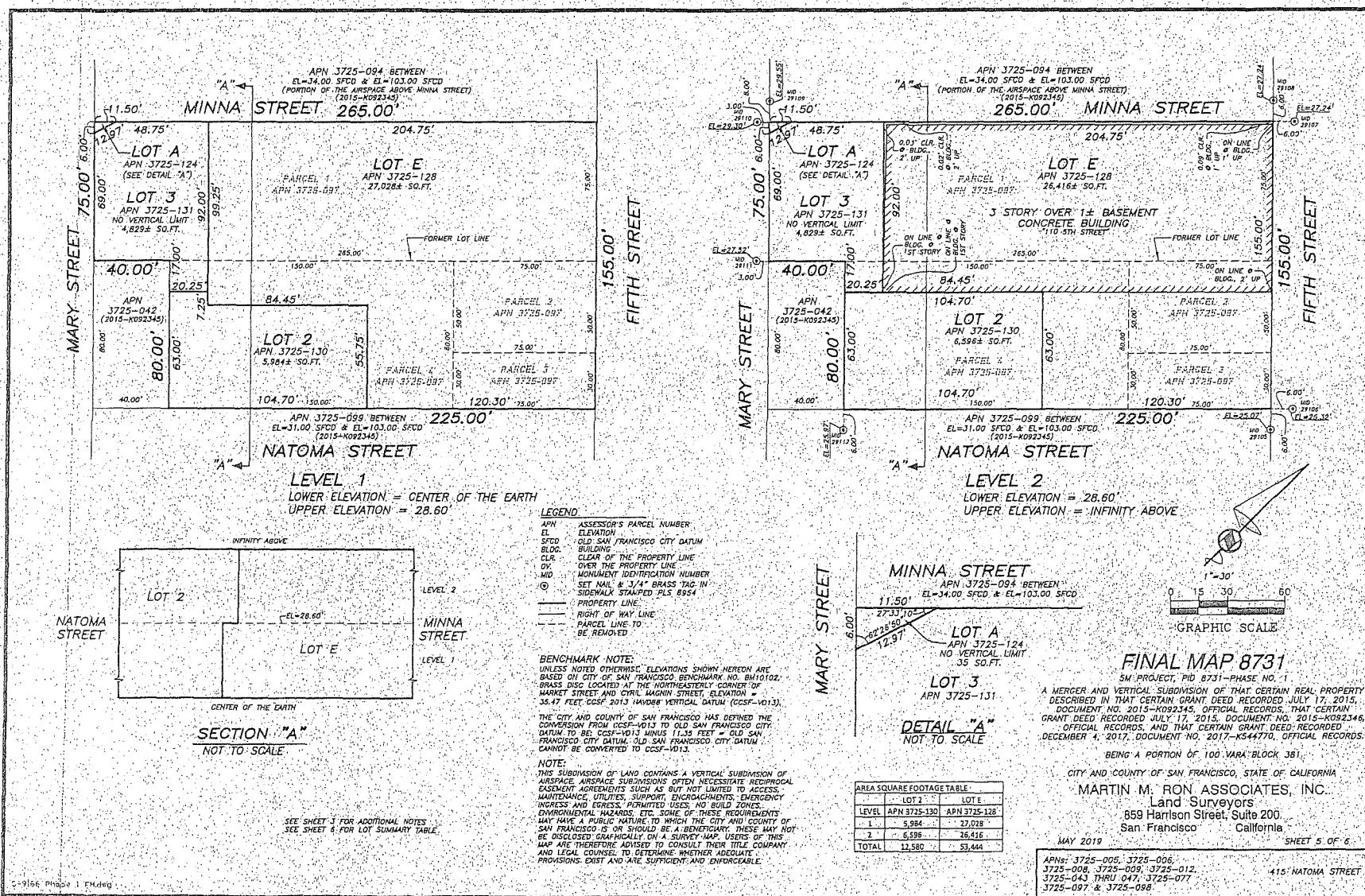
3725-097 & 3725-098.

115 NATOMA STREET



150





2023 RELEASE UNDER E.O. 14176

