

BOARD of SUPERVISORS



City Hall  
1 Dr. Carlton B. Goodlett Place, Room 244  
San Francisco, CA 94102-4689  
Tel. No. (415) 554-5184  
Fax No. (415) 554-5163  
TDD/TTY No. (415) 554-5227

## MEMORANDUM

### LAND USE AND TRANSPORTATION COMMITTEE

### SAN FRANCISCO BOARD OF SUPERVISORS

TO: Supervisor Myrna Melgar, Chair, Land Use and Transportation Committee

FROM: Erica Major, Assistant Clerk, Land Use and Transportation Committee

DATE: March 21, 2023

SUBJECT: **COMMITTEE REPORT, BOARD MEETING**  
Tuesday, March 21, 2023

The following file should be presented as a **COMMITTEE REPORT** at the Board meeting, Tuesday, March 21, 2023. This item was acted upon at the Committee Meeting on Monday, March 20, 2023, at 1:30 p.m., by the votes indicated.

**Item No. 26**

**File No. 230263**

Resolution approving and authorizing an agreement with 598 Brannan Street Phase 1, L.L.C. for the conveyance of a parcel of real estate, consisting of approximately 12,800 square feet of land within Assessor's Parcel Block No. 3777, located at 160 Freelon Street in the City and County of San Francisco to the Mayor's Office of Housing and Community Development pursuant to the land dedication process permitted under Planning Code, Section 249.78(e)(2)(B); adopting findings under the California Environmental Quality Act; adopting findings that the conveyance is consistent with the General Plan, and the eight priority policies of Planning Code, Section 101.1; and authorizing the Director of Property to execute documents, make certain modifications to the agreement that do not materially increase the obligations or liabilities to the City and are necessary to effectuate the purposes of the agreement or this Resolution, and take certain actions in furtherance of this Resolution, as defined herein.

### RECOMMENDED AS A COMMITTEE REPORT

Vote:

Supervisor Myrna Melgar - Aye  
Supervisor Dean Preston - Aye  
Supervisor Aaron Peskin - Aye

cc: Board of Supervisors  
Angela Calvillo, Clerk of the Board  
Alisa Somera, Legislative Deputy  
Anne Pearson, Deputy City Attorney

File No. 230263 Committee Item No. 5  
Board Item No. 26

## COMMITTEE/BOARD OF SUPERVISORS

## AGENDA PACKET CONTENTS LIST

**Committee:** Land Use and Transportation Committee **Date** March 20, 2023

## Board of Supervisors Meeting

**Date** March 21, 2023

## Cmte Board

<input type="checkbox"/>	<input type="checkbox"/>	Motion
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	Resolution
<input type="checkbox"/>	<input type="checkbox"/>	Ordinance
<input type="checkbox"/>	<input type="checkbox"/>	Legislative Digest
<input type="checkbox"/>	<input type="checkbox"/>	Budget and Legislative Analyst Report
<input type="checkbox"/>	<input type="checkbox"/>	Youth Commission Report
<input type="checkbox"/>	<input type="checkbox"/>	Introduction Form
<input type="checkbox"/>	<input type="checkbox"/>	Department/Agency Cover Letter and/or Report
<input type="checkbox"/>	<input type="checkbox"/>	MOU
<input type="checkbox"/>	<input type="checkbox"/>	Grant Information Form
<input type="checkbox"/>	<input type="checkbox"/>	Grant Budget
<input type="checkbox"/>	<input type="checkbox"/>	Subcontract Budget
<input type="checkbox"/>	<input type="checkbox"/>	Contract/Agreement
<input type="checkbox"/>	<input type="checkbox"/>	Form 126 – Ethics Commission
<input type="checkbox"/>	<input type="checkbox"/>	Award Letter
<input type="checkbox"/>	<input type="checkbox"/>	Application
<input type="checkbox"/>	<input type="checkbox"/>	Public Correspondence

**OTHER** (Use back side if additional space is needed)

[illegible]

**Completed by:** Erica Major **Date** March 16, 2023

**Completed by:** Erica Major **Date:** March 21, 2023

1 [Conveyance of Real Property - Land Dedication by 598 Brannan Street Phase 1, L.L.C. - 160  
2 Freelon Street - Inclusionary Affordable Housing]

3 **Resolution approving and authorizing an agreement with 598 Brannan Street Phase 1,**  
4 **L.L.C. for the conveyance of a parcel of real estate, consisting of approximately 12,800**  
5 **square feet of land within Assessor's Parcel Block No. 3777, located at 160 Freelon**  
6 **Street in the City and County of San Francisco to the Mayor's Office of Housing and**  
7 **Community Development pursuant to the land dedication process permitted under**  
8 **Planning Code, Section 249.78(e)(2)(B); adopting findings under the California**  
9 **Environmental Quality Act; adopting findings that the conveyance is consistent with**  
10 **the General Plan, and the eight priority policies of Planning Code, Section 101.1; and**  
11 **authorizing the Director of Property to execute documents, make certain modifications**  
12 **to the agreement that do not materially increase the obligations or liabilities to the City**  
13 **and are necessary to effectuate the purposes of the agreement or this Resolution, and**  
14 **take certain actions in furtherance of this Resolution, as defined herein.**

15  
16 WHEREAS, 598 Brannan Street Phase 1, L.L.C., a Delaware limited liability company  
17 ("Developer") is the owner of 639, 645, 649-651 Bryant Street and 590 & 598 Brannan Street,  
18 San Francisco (the "Principal Site"), on which Developer intends to develop three mixed-use  
19 office buildings in two phases ("Principal Site"); the first phase will involve the construction of  
20 two mixed-use buildings with 711,136 square feet of office use, 37,527 square feet of  
21 Production, Distribution and Repair ("PDR") space, 11,890 square feet of neighborhood  
22 serving retail, 16,505 square feet of Privately-Owned Public Open Space ("POPOS"),  
23 sidewalk and alley improvements, and construction of a new signalized crosswalk on 5th  
24 Street; the second phase will involve the construction of a mixed-use office building with  
25 211,601 square feet of office space, 11,054 square feet of PDR space, a 5,546 square foot

1 childcare facility, 2,831 square feet of POPOS, and sidewalk and alley improvements (the  
2 “Project”); and

3 WHEREAS, Developer is subdividing the Principal Site to create a separate legal  
4 parcel consisting of approximately 12,800 square feet of land, located at 160 Freelon Street,  
5 San Francisco (the “Property”); and

6 WHEREAS, Developer has elected to satisfy the Inclusionary Affordable Housing  
7 Program requirements under Planning Code, Section 413 for the Principal Site by dedicating  
8 the Property to the City pursuant to Planning Code, Section 249.78(e)(2)(B); and

9 WHEREAS, On February 9, 2023, by Notice of Final Approval of an AB-2162 Project,  
10 the Planning Department determined that the development of the Property with an 85-unit  
11 affordable housing development and a ground floor community facility, met all the standards  
12 of the Planning Code and would be eligible for ministerial approval under California  
13 Government Code, Section 66583 (Assembly Bill 2162) and the CEQA Guidelines, Sections  
14 15002(i)(1), 15268, and 15369, and would therefore not be subject to the California  
15 Environmental Quality Act (“CEQA Determination”); said determination is on file with the Clerk  
16 of the Board of Supervisors in File No. 230263 and is incorporated herein by reference; and

17 WHEREAS, The land dedication of the Property to the City was included in the Large  
18 Project Authorization and Office Allocation approvals for the Principal Site, which were  
19 considered and approved by Planning Commission Motion No. 20459, as amended August 7,  
20 2019, and Motion No. 20460 dated June 9, 2019, copies of which are on file with the Clerk of  
21 the Board of Supervisors in File No. 230263 and incorporated herein by reference (“Planning  
22 Approvals”); and

23 WHEREAS, As a condition to the approval of the land dedication of the Property to the  
24 City, and as further described in the Planning Approvals, the Mayor’s Office of Housing and  
25 Community Development (“MOHCD”) determined that the Property is suitable for



1 development of approximately 85 affordable housing dwelling units as required under  
2 Planning Code, Sections 419.5(a)(2) and 419.6; and

3 WHEREAS, The terms and conditions of the dedication and conveyance of the  
4 Property to the City and County of San Francisco, under the jurisdiction of MOHCD, have  
5 been negotiated, as further outlined in the Agreement for Dedication of Real Estate by and  
6 between the Developer and City (the "Agreement"), a copy of which is on file with the Clerk of  
7 the Board of Supervisors in File No. 230263 and is incorporated herein by reference, pursuant  
8 to which Developer shall convey the fee title of the Property to City; and

9 WHEREAS, On July 2, 2018, the Property was appraised by a third party appraiser as  
10 having a fair market value of \$13,980,265.25 ("Land Value"), and said appraisal was reviewed  
11 and approved by the City's Director of Property; and

12 WHEREAS, The Agreement provides for the Developer's affordability requirement for  
13 the Principal Project to be reduced by an amount equal to the difference between (i) the Land  
14 Value less (ii) \$478,688.00 (which amount represents City's expense to remediate certain  
15 conditions with respect to the Property identified in the preliminary environmental testing on  
16 the Property); and

17 WHEREAS, The Planning Approvals determined that the development of the Principal  
18 Site and the land dedication and conveyance of the Property to the City are consistent with  
19 the General Plan, and with the eight priority policies of Planning Code, Section 101.1; now,  
20 therefore, be it

21 RESOLVED, That the Board of Supervisors of the City and County of San Francisco  
22 hereby adopts the findings contained in the Planning Approvals, and hereby incorporates  
23 such findings by reference as though fully set forth in this Resolution; and, be it

24 FURTHER RESOLVED, That the Board of Supervisors of the City and County of San  
25 Francisco hereby finds that the conveyance of the Property is consistent with the General

1 Plan, and with the eight priority policies of Planning Code, Section 101.1 for the same reasons  
2 as set forth in the Planning Department General Plan Referral Letter, which letter is on file  
3 with the Clerk of the Board of Supervisors in File No. 230263, and hereby incorporates such  
4 findings by reference as though fully set forth in this Resolution; and, be it

5 FURTHER RESOLVED, That in accordance with the recommendation of the Director  
6 of MOHCD and Director of Property, the Board of Supervisors hereby approves the  
7 conveyance of the Property to the City, under the jurisdiction of MOHCD, and the transaction  
8 contemplated thereby in substantially the form of the Agreement presented to the Board, and  
9 authorizes the Director of Property to execute the Agreement and any such other documents  
10 that are necessary or advisable to complete the conveyance contemplated by the Agreement  
11 and to effectuate the purpose and intent of this Resolution; and, be it

12 FURTHER RESOLVED, That all actions heretofore taken by any employee or official of  
13 the City with respect to the Agreement or this Resolution are hereby approved, confirmed and  
14 ratified; and, be it

15 FURTHER RESOLVED, That the Board of Supervisors authorizes the Director of  
16 Property to enter into any amendments or modifications to the Agreement (including, without  
17 limitation, the attached exhibits) that the Director of Property determines, in consultation with  
18 the City Attorney and Director of MOHCD, are in the best interest of the City, do not otherwise  
19 materially increase the obligations or liabilities of the City, are necessary or advisable to  
20 effectuate the purposes of the Agreement and are in compliance with all applicable laws,  
21 including City's Charter; and, be it

22 FURTHER RESOLVED, That MOHCD has legal authority, is willing, and is in a position  
23 financially and otherwise to assume immediate care and maintenance of the Property, and  
24 that the Director of Property, is hereby authorized to accept the deed to the Property from the  
25 Borrower upon the closing in accordance with the terms and conditions of the Agreement, to

1 place the Property under the jurisdiction of MOHCD, and to take any and all steps (including,  
2 but not limited to, the execution and delivery of any and all certificates, agreements, notices,  
3 consents, escrow instructions, closing documents and other instruments or documents) as the  
4 Director of Property deems necessary or appropriate in order to acquire the Property pursuant  
5 to the Agreement, or to otherwise effectuate the purpose and intent of this Resolution, such  
6 determination to be conclusively evidenced by the execution and delivery by the Director of  
7 Property of any such documents.

1 RECOMMENDED:

2 REAL ESTATE DIVISION

3  
4  
5 /s/  
6 Andrico Penick  
7 Director of Property

8  
9 RECOMMENDED:

10 MAYOR'S OFFICE OF HOUSING AND COMMUNITY DEVELOPMENT

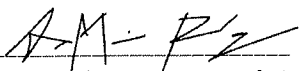
11  
12 /s/  
13 Eric D. Shaw  
14 Director



## GENERAL PLAN REFERRAL

February 6, 2023

**Case No.:** 2023-000990GPR  
**Block/Lot No.:** 3777/052  
**Project Sponsor:** Mayor's Office of Housing and Community Development  
**Applicant:** Claudia J. Gorham.  
City and County of San Francisco Real Estate Division  
25 Van Ness Ave, Ste 400, San Francisco California 94102  
[Claudia.Gorham@sfgov.org](mailto:Claudia.Gorham@sfgov.org)  
(415) 701-5500  
**Staff Contact:** Amnon Ben-Pazi – (628) 652-7428  
[Amnon.Ben-Pazi@sfgov.org](mailto:Amnon.Ben-Pazi@sfgov.org)

**Recommended By:**   
AnMarie Rodgers, Director of Citywide Policy for  
Rich Hillis, Director of Planning

**Recommendation:** The project, on balance, is **in conformity** with the General Plan.

### Project Description

The City and County of San Francisco, acting through the City's Real Estate Division, proposes to enter into a Purchase and Sale Agreement (PSA) for 160 Freelon Street, a portion of Key Development Site 5 of the Central SoMa Area Plan, to facilitate development of affordable housing.

On June 6, 2019, pursuant to Planning Commission Motion No. 2012.0640B/ENX, the San Francisco Planning Commission approved a multi-phase mixed use development at Key Development Site 5 (Principal Project). The San Francisco Planning Code requires commercial projects to comply with certain housing requirements set forth in the Jobs-Housing Linkage Program to create affordable housing in San Francisco (Affordability Requirement). Development projects within the Central SoMa Special Use District may satisfy all or a portion of the Affordability Requirements by dedication of land to the City for the purpose of constructing affordable housing. The owner of Key Development Site 5 (Owner) desires to satisfy a portion of the Affordability

Requirement for the Principal Project through a land dedication pursuant to Planning Code Section 249.78 (e)(2)(B) (Land Dedication Option).

Owner and City are entering into a PSA for \$1, to facilitate satisfaction of the Affordability Requirement for the Principal Project under the Land Dedication Option through a transfer to the City of the Property. The PSA and subsequent land transfer documents will be presented to the Board of Supervisors for approval in February 2023.

The Mayor's Office of Housing and Community Development (MOHCD) has identified a Project Sponsor who intends to construct a nine (9) story multi-family residential building with 85 affordable housing units that will each have a full kitchen and bathroom. There will be 15 studios, 24 one-bedrooms, 22 two-bedrooms, 23 three-bedrooms, and 1 managers unit. The building will also include resident support and management areas at the ground floor including offices, a community room, children's playground, and other support areas.

## Environmental Review

The project is considered a ministerial approval and is not subject to CEQA (pursuant to Assembly Bill 2162).

## General Plan Compliance and Basis for Recommendation

As described below, the proposed Project is consistent with the Eight Priority Policies of Planning Code Section 101.1 and is, on balance, in conformity with the Objectives and Policies of the General Plan.

Note: General Plan Objectives are shown in **BOLD UPPER CASE** font; Policies are in **Bold** font; staff comments are in *italic* font.

### CENTRAL SOMA AREA PLAN

#### POLICY 2.3.2

**Require contribution to affordable housing from commercial uses.**

#### OBJECTIVE 3.5

**ENSURE THAT LARGE DEVELOPMENT SITES ARE CAREFULLY DESIGNED TO MAXIMIZE PUBLIC BENEFIT.**

*The proposed PSA would allow the Principal Project to contribute to the City's supply of affordable housing. The Principal Project includes commercial buildings, a park, pedestrian alleys and the affordable housing site at 160 Freelon Street. These have been carefully designed to maximize public benefits including affordable housing, PDR space, recreation, and publicly accessible circulation through the large site.*

### HOUSING ELEMENT

## GOAL 4

PROVIDE SUFFICIENT HOUSING FOR EXISTING RESIDENTS AND FUTURE GENERATIONS FOR A CITY WITH DIVERSE CULTURES, FAMILY STRUCTURES, AND ABILITIES.

## OBJECTIVE 4A

SUBSTANTIALLY EXPAND THE AMOUNT OF PERMANENTLY AFFORDABLE HOUSING FOR EXTREMELY LOW- TO MODERATE-INCOME HOUSEHOLDS.

## POLICY 35

Require new commercial developments and large employers, hospitals, and educational institutions to help meet housing demand generated by anticipated job growth to maintain an appropriate jobs-housing fit, and address housing needs of students.

## Action 1.2.3

Prioritize land dedication, donation, or purchase of sites as a major strategy for securing affordable housing, including social housing and shared equity cooperatives, through partnerships with religious institutions, other philanthropic or private property owners, and non-profit developers, including ownership models referenced under Action 1.6.1.

*The proposed Project would facilitate an affordable housing development via land dedication by a new commercial development. The proposed affordable housing development would be accessible and provide permanently affordable studios, one-bedroom, two-bedroom and three-bedroom units, a community room, children's playground and other resident support areas to meet the needs of residents with diverse family structures and abilities.*

**Planning Code Section 101 Findings**

Planning Code Section 101.1 establishes Eight Priority Policies and requires review of discretionary approvals and permits for consistency with said policies. The Project is found to be consistent with the Eight Priority Policies as set forth in Planning Code Section 101.1 for the following reasons:

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

*The proposed Project would facilitate new residential units in SoMa. New residents could patronize and thus enhance local neighborhood-serving retail uses.*

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

*The proposed Project would facilitate new affordable housing in SoMa, conserving and protecting the neighborhood's character as a home for San Franciscans of diverse incomes and cultures.*

3. That the City's supply of affordable housing be preserved and enhanced;

*The proposed Project would facilitate a new affordable housing project, enhancing the City's supply of affordable housing.*

4. That commuter traffic not impede MUNI transit service or overburden our streets or neighborhood parking;

*The proposed Project would have no effect on commuter traffic.*

5. That a diverse economic base be maintained by protecting our industrial and service sectors from displacement due to commercial office development, and that future opportunities for resident employment and ownership in these sectors be enhanced;

*The proposed Project would facilitate new affordable housing, maintaining the diverse economic base of the neighborhood.*

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

*The proposed Project would facilitate a new affordable housing project which would comply with all safety codes.*

7. That the landmarks and historic buildings be preserved;

*The proposed Project site is vacant land which does not include any landmarks and historic buildings.*

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

*The proposed Project is part of the Principal Project, which includes a new park. The affordable housing project that would be facilitated by the Project would be located to the north of the new park, maximizing the new park's access to sunlight.*

**Recommendation: The project, on balance, is in conformity with the General Plan.**



AGREEMENT FOR DEDICATION OF REAL ESTATE

by and between  
598 BRANNAN STREET PHASE 1, L.L.C.,  
as Owner

and

CITY AND COUNTY OF SAN FRANCISCO,  
as Transferee

For the conveyance of

160 Freelon Street  
San Francisco, California

[\_\_\_\_\_], 2023

## LIST OF EXHIBITS

- EXHIBIT A – Real Property Description
- EXHIBIT B – Grant Deed
- EXHIBIT C – [Intentionally Omitted]
- EXHIBIT D – Certificate of Transferor Other Than an Individual (FIRPTA Affidavit)
- EXHIBIT E – Accepted Title Encumbrances

**AGREEMENT FOR DEDICATION OF REAL ESTATE**  
(160 Freelon Street, San Francisco)

THIS AGREEMENT FOR DEDICATION OF REAL ESTATE (this “**Agreement**”) dated for reference purposes only as of [\_\_\_\_], 2023 (“**Reference Date**”) is by and between 598 BRANNAN STREET PHASE I, L.L.C., a Delaware limited liability company (“**Owner**”), and the CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation (“**City**”).

**RECITALS**

This Agreement is made with reference to the following:

- A. Owner is the owner of a mixed-use project located at 639, 645, 649-651 Bryant Street and 590 & 598 Brannan Street in San Francisco, California (the “**Principal Site**”).
- B. On June 6, 2019, pursuant to Planning Commission Motion No. 2012.0640B/ENX, the San Francisco Planning Commission approved the Owner’s development application to construct on the Principal Site three 150-185-foot-tall, 10-to-13 story, mixed-use office buildings in two phases (“**Principal Project**”). The first phase will involve the construction of two mixed-use buildings with 711,136 square feet of office use, 37,527 square feet of Production, Distribution and Repair (“**PDR**”) space, 11,890 square feet of neighborhood serving retail, 16,505 square feet of Privately-Owned Public Open Space (“**POPOS**”), sidewalk and alley improvements, and construction of a new signalized crosswalk on 5<sup>th</sup> Street. The second phase will involve the construction of a mixed-use office building with 211,601 square feet of office space, 11,054 square feet of PDR space, a 5,546 square foot childcare facility, 2,831 square feet of POPOS, and sidewalk and alley improvements. As of the Reference Date, the first phase also includes land dedication to the City for a 1-acre public park (the “**Public Park**”) and the second phase includes the subsequent development of the Public Park, each in connection with Planning Commission Resolution No. 20461 approving a development impact fee waiver pursuant to an Agreement to Waive Development Impact Fees in Return for Conveyance of Park Land (Per Article 4 of the Planning Code) (“**Waiver Agreement**”). As of the Reference Date, the Waiver Agreement has not yet been finalized or executed, and requires City Board of Supervisors approval before it can become effective. In connection with any changes to the Principal Project, Owner and City Planning Department may further negotiate and revise the Waiver Agreement as needed, and seek all necessary City approvals for such Waiver Agreement, including but not limited to approval by the City’s Board of Supervisors.
- C. The San Francisco Planning Code (“**Planning Code**”) requires commercial projects to comply with certain housing requirements set forth in the Jobs-Housing Linkage Program to create affordable housing in San Francisco (“**Affordability Requirement**”). Development projects within the Central SOMA Special Use District may satisfy all or a portion of the Affordability Requirements by dedication of land to the City for the purpose of constructing affordable housing. Owner desires to satisfy a portion of the Affordability Requirement for the Principal Project through a land dedication pursuant to Planning Code Section 249.78(e)(2)(B) (“**Land Dedication Option**”).
- D. Owner and City are entering into this Agreement in order to facilitate satisfaction of the Affordability Requirement for the Principal Project under the Land Dedication Option through a transfer to the City of the Property (as defined below).
- E. By a letter dated May 20, 2019 (the “**May 2019 Letter**”) from the Mayor’s Office of Housing and Community Development (“**MOHCD**”), the City verified the Property as acceptable for

dedication pursuant to the Land Dedication Option described above, subject to satisfaction of certain conditions set forth therein.

- F. The Land is currently subject to a subdivision process and constitutes a portion of the real property located in the City and County of San Francisco, commonly known as 639 Bryant Street, which Owner acquired from City on April 30, 2020.

IN CONSIDERATION of the payment of the non-refundable sum of One Dollar (\$1.00) by City, the receipt of which is hereby acknowledged by Owner, and the respective agreements contained hereinbelow, Owner and City agree as follows:

## **1. PROPERTY TO BE CONVEYED**

### **1.1 Property Included in Conveyance**

Owner agrees to convey to City, and City agrees to accept from Owner, subject to the terms, covenants and conditions hereinafter set forth, any and all of Owner's right, title and interest in and to the following:

(a) the real property consisting of approximately 0.30 acres of land, located in the City and County of San Francisco, commonly known as 160 Freelon Street and more particularly depicted as Parcel C on Exhibit A attached hereto (the "**Land**");

(b) all fixtures located on the Land, including, without limitation, all apparatus, equipment and appliances used in connection with the operation of the Land (collectively, the "**Fixtures**"); and

(c) any and all rights, privileges, and easements incidental or appurtenant to the Land, including, without limitation, any and all minerals, oil, gas and other hydrocarbon substances on and under the Land, as well as any and all development rights, air rights, water, water rights, riparian rights and water stock relating to the Land, and any and all easements, rights-of-way or other appurtenances used in connection with the beneficial use and enjoyment of the Land, and any and all of Owner's right, title and interest in and to all roads and alleys adjoining or servicing the Land (collectively, the "**Appurtenances**").

All of the items referred to in Subsections (a), (b), and (c) above are collectively referred to as the "Property."

## **2. CONSIDERATION**

### **2.1 Land Value**

As required by San Francisco Planning Code Section 413.6, the value of the Property has been determined by the City's Director of Property to be Thirteen Million Nine Hundred Eighty Thousand Two Hundred Sixty-Five and 25/100 Dollars (\$13,980,265.25) (the "**Land Value**").

### **2.2 Funds**

All payments contemplated to be made by any party hereto shall be in legal tender of the United States of America, paid by Controller's warrant or in cash or by wire transfer of immediately available funds to Title Company (as defined in Section 3.2), as escrow agent.

### 3. TITLE TO THE PROPERTY

#### 3.1 Conveyance of Title to the Property

At the Closing, Owner shall convey to City, or its nominee, marketable and insurable fee simple title to the Land and the Appurtenances, by duly executed and acknowledged grant deed in the form attached hereto as Exhibit B (the “**Deed**”), subject to the Accepted Conditions of Title (as defined in Section 3.2 [Title Insurance]) and the Survey (as defined in Section 3.3 [Survey]).

#### 3.2 Title Insurance

Delivery of title at Closing in accordance with the preceding Section shall be evidenced by the commitment of Chicago Title Insurance Company, located at One Embarcadero Center, Suite 250, San Francisco, CA 94111 (the “**Title Company**”), to issue to City an ALTA extended coverage owner's policy of title insurance (Form ALTA 2006 – updated 6/17/2006) (the “**Title Policy**”) in the amount of the Land Value insuring fee simple title to the Land, and the Appurtenances in City free of the liens of any and all deeds of trust, mortgages, assignments of rents, financing statements, rights of tenants or other occupants, and subject only to the Accepted Conditions of Title pursuant to Section 5.1(a) below. The Title Policy shall provide full coverage against mechanics' and materialmen's liens arising out of the construction, repair or alteration of any of the Property during the Owner's period of ownership of the Land, and shall contain an affirmative endorsement that there are no violations of restrictive covenants, if any, affecting the Property and such other endorsements as City may reasonably request.

#### 3.3 Survey

Owner shall deliver to City an ALTA Survey of the Land (the “**Survey**”) within ten (10) business days of satisfaction of the Subdivision Condition (as defined below). By written notice to Owner, City shall have fifteen (15) days following the City's receipt of the Survey to object to any matter contained therein (each, a “**Survey Objection**”). If City provides a timely Survey Objection, Owner shall work in good faith to cure such Survey Objection as soon as reasonably practicable thereafter and the Closing shall be extended accordingly to allow for such cure.

#### 3.4 Environmental Site Assessments

ENVIRON International Corporation conducted a Phase I Environmental Site Assessment of the Property (“**2015 Phase I Report**”), Project No. 04-16129P, dated on February 2, 2015, in order to evaluate potential environmental conditions at the Property. Prior to the Closing Date Owner shall deliver to the City either a new Phase I Environmental Site Assessment or an update to the 2015 Phase I Report, certified to City as an intended user who may rely on the assessment (in either case, the “**Phase I**”) and, if and to the extent recommended by or reasonably necessary as a result of the findings of the Phase I, a Phase II Environmental Site Assessment of the Land certified to City as an intended user who may rely on the assessment (the “**Phase II**”); provided, however, that the scope and extent of any invasive testing shall be subject to Owner's reasonable consent and discretion. If City performs invasive testing, then City shall restore the Property to substantially the condition it was found before such testing, subject to applicable laws.

## 4. BUYER'S DUE DILIGENCE INVESTIGATIONS

### 4.1 Due Diligence and Time for Satisfaction of Conditions

Except as provided in Section 3.4 above, City acknowledges that City has been given the opportunity to investigate the Property, either independently or through agents of City's own choosing, including, without limitation, the opportunity to conduct such appraisals, inspections, tests, audits, verifications, inventories, investigations and other due diligence regarding the economic, physical, environmental, title and legal conditions of the Property as City deems fit, as well as the suitability of the Property for City's intended uses. Except as provided in Section 3.4 above, City and its Agents may continue non-invasive due diligence investigations on the Property on or after the Effective Date under the terms of this Agreement. Owner has delivered to City the following documents: Site Survey, Geotechnical Report, Phase I Report, Analytical Report dated December 29, 2014 from McCampell Analytical, Inc. (the "**Analytical Report**"), Memorandum dated April 8, 2019 from Ramboll (together with the 2015 Phase I and the Analytical Report, the "**Environmental Materials**"), Land Use Memo re: Existing Zoning, Occupancy and Use Restrictions, Density Study [598 Brannan Entitlement Plan Set (12/21/18) and Revisions (5/3/19)], and Cost Study/Hard Cost Estimate and email revision regarding environmental remediation received October 8, 2019. Not later than five (5) business days after the Effective Date, Owner will deliver to City any other inspection reports by Owner's engineers, soils and geotechnical reports by Owner's engineers, and any other contracts or documents of significance to the Property, in each case, produced on behalf of Owner during Owner's period of ownership to the extent such documents exist and are either in the possession or control of Owner, or may be obtained by Owner through the exercise of commercially reasonable efforts (the documents and information in the prior two sentences, collectively, the "**Documents**").

### 4.2 As-Is Condition of Property; Release of Owner

As provided in this Agreement and the May 2019 Letter, it is the intent of Owner and City that, by the Closing Date, City will have had the opportunity to perform a diligent and thorough inspection and investigation of the Property, either independently or through its Agents. CITY SPECIFICALLY ACKNOWLEDGES AND AGREES THAT OWNER IS CONVEYING AND CITY IS ACQUIRING OWNER'S INTEREST IN THE PROPERTY ON AN "AS IS WITH ALL FAULTS" BASIS. CITY IS RELYING SOLELY ON ITS INDEPENDENT INVESTIGATION AND, OTHER THAN THE REPRESENTATIONS AND WARRANTIES OF OWNER EXPRESSLY SET FORTH IN THIS AGREEMENT, NOT ON ANY REPRESENTATIONS OR WARRANTIES OF ANY KIND WHATSOEVER, EXPRESS OR IMPLIED, FROM OWNER OR ITS AGENTS AS TO ANY MATTERS CONCERNING THE PROPERTY, THE SUITABILITY FOR CITY'S INTENDED USES OR ANY OF THE PROPERTY CONDITIONS THEREOF. EXCEPT AS EXPRESSLY SET FORTH IN SECTION 8.1 [REPRESENTATIONS AND WARRANTIES OF OWNER] BELOW, OWNER DOES NOT GUARANTEE THE LEGAL, PHYSICAL, GEOLOGICAL, ENVIRONMENTAL, ZONING, OR OTHER CONDITIONS OF THE PROPERTY, OR THE SUITABILITY FOR ANY USE, NOR DOES IT ASSUME ANY RESPONSIBILITY FOR THE COMPLIANCE OF THE PROPERTY OR ITS USE WITH ANY APPLICABLE LAWS. IT IS CITY'S SOLE RESPONSIBILITY TO DETERMINE ALL BUILDING, PLANNING, ZONING, AND OTHER REGULATIONS AND APPLICABLE LAWS RELATING TO THE PROPERTY

AND THE USES TO WHICH IT MAY BE PUT.

As part of its agreement to accept the Property and in its “as is and with all faults” condition, City as of the Closing Date, on behalf of itself and its successors and assigns, waives any right to recover from, and forever releases and discharges, Owner and its Agents, and their respective heirs, successors, legal representatives and assigns, from any and all Losses, whether direct or indirect, known or unknown, or foreseen or unforeseen, that may arise on account of or in any way be connected with (a) the use of the Property by City and its successors and assigns or (b) the physical, geological, or environmental condition of the Property. “Losses” means any and all claims, demands, losses, liabilities, damages (including foreseeable and unforeseeable consequential damages), liens, obligations, interest, injuries, penalties, fines, lawsuits and other proceedings, judgments, and awards and reasonable costs and expenses of whatever kind or nature, known or unknown, foreseen or unforeseen, or contingent or otherwise, including attorneys’ fees and costs. In connection with the foregoing release, City, as of the Closing Date, expressly waives the benefits of Section 1542 of the California Civil Code, which provides as follows:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY.

NOTWITHSTANDING ANYTHING TO THE CONTRARY, THE FOREGOING PROVISIONS OF THIS SECTION 4.2 SHALL NOT SERVE TO RELEASE OWNER AND ITS AGENTS FROM, AND NO RELEASE IN THIS SECTION 4.2 APPLIES TO, AND CITY EXPRESSLY DOES NOT WAIVE (A) OWNER’S OR ITS AGENT’S INTENTIONAL MISREPRESENTATION OR OMISSION OR FRAUD, (B) ANY MATERIAL BREACH OF ANY COVENANT, REPRESENTATION, OR WARRANTY MADE BY OWNER UNDER THIS AGREEMENT, OR (C) WITH RESPECT TO ANY CLAIM MADE BY ANY THIRD PARTY AGAINST CITY WITH RESPECT TO THE PROPERTY ARISING DURING OWNER’S OWNERSHIP OF THE PROPERTY, EXCEPT AS AND TO THE EXTENT CAUSED BY CITY.

By placing its initials below, City specifically acknowledges and confirms the validity of the releases made above and the fact that City was represented by counsel who explained, at the time of this Agreement was made, the consequences of the above releases. The provisions of this Section 4.2 shall survive the Closing.

INITIALS: City: \_\_\_\_\_

## 5. ENTRY AND CONDITIONS TO CLOSING

### 5.1 Entry

At all times prior to the Closing Date, Owner shall afford City and its Agents reasonable access to the Property upon reasonable prior notice for the purposes of satisfying City with respect to the representations, warranties, and covenants of Owner contained herein and the satisfaction of the City's Conditions Precedent.

### 5.2 City's Conditions to Closing

The following are conditions precedent to City's obligation to accept the Property (collectively, "**City's Conditions Precedent**"):

(a) City shall have reviewed and approved title to the Property, as follows:

(i) Within five (5) business days of satisfaction of the Subdivision Condition (as defined below), Owner shall deliver to City a current preliminary report on the Property, issued by Title Company, accompanied by copies of all documents referred to in the report (collectively, the "**Preliminary Report**");

(ii) Within the period referred to in clause (i) above, Owner shall deliver to City copies of any existing or proposed easements, covenants, restrictions, agreements or other documents in Owner's possession or control that affect title to or encumber the Property, and are not disclosed by the Preliminary Report; and

(iii) Within ten (10) business days of satisfaction of the Subdivision Condition (as defined below), Owner has provided the Survey and any Survey Objections have been resolved to City's reasonable satisfaction pursuant to Section 3.3 above.

(iv) City shall advise Owner what exceptions to title, if any, City is willing to accept (the "**Accepted Conditions of Title**"). Owner shall have twenty (20) days after receipt of City's notice of any objections to title to give City: (A) evidence satisfactory to City of the removal of all objectionable exceptions from title or that such exceptions will be removed or cured on or before the Closing; or (B) notice that Owner elects not to cause such exceptions to be removed. If Owner gives notice under clause (B), City shall have ten (10) business days to elect to proceed with the acquisition or terminate this Agreement. If City fails to give Owner notice of its election within such ten (10) business days, City shall be deemed to have elected to terminate this Agreement. If Owner gives notice pursuant to clause (A) and fails to remove any such objectionable exceptions from title prior to the Closing Date, and City is unwilling to take title subject thereto, then this Agreement shall terminate and the parties shall have no further obligations under this Agreement except as expressly stated in this Agreement. Notwithstanding the provisions of this Section 5.2(a) to the contrary, any title encumbrances identified on Exhibit E attached hereto will be Accepted Conditions of Title.

(b) City's review and approval of the physical and environmental conditions of the Property pursuant to this Agreement.

(c) MOHCD's review and approval of a passenger drop off sequence plan on Freelon Street (which such approval may be by email confirmation to Owner).



(d) [Intentionally Omitted].

(e) City's review and approval of the compliance of the Property with all applicable laws, regulations, permits and approvals.

(f) City's review and approval of the Documents.

(g) Owner shall not be in default in the performance of any covenant or agreement to be performed by Owner under this Agreement, and all of Owner's representations and warranties contained in or made pursuant to this Agreement shall have been true and correct when made and shall be true and correct as of the Closing Date. At the Closing, Owner shall deliver to City a certificate certifying that each of Owner's representations and warranties contained in Section 8.1 [Representations and Warranties of Owner] below are true and correct as of the Closing Date.

(h) The physical condition of the Property shall be substantially the same on the Closing Date as on the Reference Date, reasonable wear and tear and loss by casualty excepted (subject to the provisions of Section 9.1 [Risk of Loss]), and, as of the Closing Date, there shall be no litigation or administrative agency or other governmental proceeding, pending or threatened, which after the Closing would materially adversely affect the value of the Property or the ability of City to operate the Property for its intended use, and no proceedings shall be pending or threatened which could or would cause the change, redesignation, or other modification of the zoning classification of, or of any building or environmental code requirements applicable to, any of the Property.

(i) Title Company shall be committed at the Closing to issue to City the Title Policy as provided in Section 3.2 [Title Insurance].

(j) Owner shall have delivered the items described in Section 6.3 [Owner's Delivery of Documents] below on or before the Closing.

(k) Title Company shall have agreed to be the real estate reporting person for the Closing in compliance with the Reporting Requirements (as defined in Section 6.6 below).

(l) After satisfaction of the Subdivision Condition (as defined below), the City Surveyor has approved the legal description of the Land and Appurtenances.

(m) The final parcel map subdividing the Land from the Principal Site shall have been recorded in the Official Records of the County of San Francisco (the “**Subdivision Condition**”).

(n) The City's Mayor and the Board of Supervisors, in the respective sole discretion of each, shall have enacted a resolution approving, adopting and authorizing this Agreement and the Closing (the “**Approval Resolution Condition**”).

### 5.3 Failure of City's Conditions to Closing

(a) The City's Conditions Precedent are solely for the benefit of City. If any City's Condition Precedent is not satisfied, City shall have the right in its sole discretion either to waive in writing the City's Condition Precedent in question and proceed with the acquisition or, in the alternative, terminate this Agreement, provided that the City's Conditions Precedent described above subsections (i) [Title Policy], (l) [City surveyor approval], and (n) [Board and Mayoral approval] may not be waived. The waiver of any City's Condition Precedent shall not relieve Owner of any liability or obligation with respect to any representation, warranty, covenant, or agreement of Owner expressly provided for under this Agreement. If City has not approved or waived in writing all of the waivable City's Conditions Precedent, then the Closing Date (defined below) shall be automatically extended until either (y) the earlier of the date the City has approved or waived such City's Conditions Precedent and thirty (30) days after the scheduled Closing Date, or (z) such other date as mutually agreed upon by City and Owner.

(b) If the conveyance of the Property is not consummated because of a default under this Agreement on the part of Owner or if a City's Condition Precedent cannot be fulfilled because Owner frustrated such fulfillment by some affirmative act or negligent omission, provided that City first makes written demand for performance and Owner fails to comply with such written demand within thirty (30) days after receipt of such notice, City may, at its sole election, either (1) elect to waive such default or failure of City's Condition Precedent and proceed to Closing, (2) terminate this Agreement by delivery of notice of termination to Owner, whereupon Owner shall pay to City any title, escrow, legal and inspection fees incurred by City in connection with the performance of its due diligence review of the Property, and neither party shall have any further rights or obligations hereunder, or (3) continue this Agreement pending City's action for specific performance. If City becomes aware of a default by Owner under this Agreement before the Closing Date and elects to proceed with the Closing, then City shall be deemed to have waived such default.

### 5.4 Owner's Conditions to Closing

The following are conditions precedent to Owner's obligation to convey the Property to City (collectively, "**Owner's Conditions Precedent**"):

(a) City Planning Department shall have provided written confirmation that the City Planning Department has reduced the amount of Owner's Affordability Requirement for the Principal Project by an amount equal to the difference between (i) the Land Value less (ii) Four Hundred Seventy Eight Thousand Six Hundred Eighty Eight Dollars and 00/100 (\$478,688.00) (which amount represents City's expense to remediate certain conditions with respect to the Property identified in the 2015 Phase I and 2021 Phase 2 Investigation Report).

(b) City shall not be in default in the performance of any covenant or agreement to be performed by City under this Agreement, and all of City's representations and warranties contained in or made pursuant to this Agreement shall have been true and correct when made and shall be true and correct as of the Closing Date.

(c) City shall have delivered the items described in Section 6.4 below [City's Delivery of Documents] on or before the Closing.

(d) The Approval Resolution Condition shall have been met.

(e) The Subdivision Condition shall have been met.

(f) If the City requests in writing a Closing earlier than required by Owner under Planning Code Section 249.78(e)(2)(B) and Section IV(F)(4) of MOHCD's 2018 Inclusionary Affordable Housing Program Monitoring and Procedures Manual, as may be amended ("Procedures Manual"), then Owner shall approve of such earlier Closing upon satisfaction of the following: (1) City Planning Department and Owner will have finalized and executed the Waiver Agreement in form and substance mutually acceptable to City Planning Department and Owner, including any mutually acceptable revisions, and have received all applicable City approvals necessary for such Waiver Agreement, including but not limited to the approval of the Board of Supervisors (the "Waiver Approvals"), and (2) each Owner's Condition Precedent will have been met. Notwithstanding the foregoing, if the Waiver Approvals have not been received prior to issuance of the First Construction Document (as defined by Planning Code Section 401) for the Principal Project, then this subclause (f) will be automatically waived and will not be a condition to Closing, in order to comply with Planning Code Section 249.78(e)(2)(B) and Section IV(F)(4) of the Procedures Manual; provided, however, and solely for the avoidance of doubt, each other Owner's Condition Precedent and City's Conditions Precedent shall still be conditions to Closing.

## **5.5 Failure of Owner's Conditions to Closing**

(a) The Owner's Conditions Precedent contained in Section 5.4 are solely for the benefit of Owner. If any Owner's Condition Precedent is not satisfied, Owner shall have the right in its sole discretion either to waive in writing the Owner's Condition Precedent in question and proceed with the conveyance or, in the alternative, terminate this Agreement. If Owner shall not have approved or waived in writing all of the Owner's Conditions Precedent, then the Closing Date (defined below) shall be automatically extended until either (y) the earlier of the date the Owner has approved or waived such Owner's Conditions Precedent or thirty (30) days after the scheduled Closing Date, or (z) such other date as mutually agreed upon by City and Owner.

(b) If the conveyance of the Property is not consummated because of a default under this Agreement on the part of City or if an Owner's Condition Precedent cannot be fulfilled because City frustrated such fulfillment by some affirmative act or negligent omission, provided that Owner first makes written demand for performance and City fails to comply with such written demand within thirty (30) days after receipt of such notice, Owner may, at its sole election, either (1) elect to waive such default or failure of Owner's Condition Precedent and proceed to Closing, (2) terminate this Agreement by delivery of notice of termination to City, whereupon City shall pay to Owner any title, escrow, and legal fees incurred by Owner in connection with this Agreement, and neither party shall have any further rights or obligations hereunder, or (3) continue this Agreement pending Owner's action for specific performance. If Owner becomes aware of a default by City under this Agreement before the Closing Date and elects to proceed with the Closing, then Owner shall be deemed to have waived such default.

## **5.6 Cooperation**

(a) Owner shall cooperate with City and do all acts as may be reasonably requested by City with regard to the fulfillment of any City's Conditions Precedent including, without limitation, execution of any documents, applications or permits, but Owner's representations and warranties to City shall not be affected or released by City's waiver or fulfillment of any City's Condition Precedent. Owner authorizes City and its Agents to make all inquiries with any person or entity, including, without limitation, any regulatory authority with jurisdiction as City may reasonably require to complete its due diligence investigations, provided, however, that City provides Owner with reasonable advanced notice of any such inquiries and Owner, in Owner's discretion, may participate in the same.

(b) City shall cooperate with Owner and do all acts as may be reasonably requested by Owner and appropriate to be taken by City acting in its proprietary capacity with regard to the fulfillment of any Owner's Conditions Precedent including, without limitation, execution of any documents, applications, or permits.

## **6. ESCROW AND CLOSING**

### **6.1 Opening of Escrow**

On or before the Effective Date (as defined in Article 11 [General Provisions]), the parties shall open escrow by depositing an executed counterpart of this Agreement with Title Company, and this Agreement shall serve as instructions to Title Company as the escrow holder for consummation of the conveyance contemplated hereby. Owner and City agree to execute such additional or supplementary instructions as may be appropriate to enable the escrow holder to comply with the terms of this Agreement and close the transaction; provided, however, that in the event of any conflict between the provisions of this Agreement and any additional supplementary instructions, the terms of this Agreement shall control.

### **6.2 Closing Date**

The consummation of the conveyance contemplated under this Agreement (the "**Closing**") shall be held and delivery of all items to be made at the Closing under the terms of this Agreement shall be made through Title Company, on the date that is thirty (30) calendar days after the later of (a) the date that the Subdivision Condition is satisfied and (b) the date that the Approval Resolution Condition is satisfied, or on such earlier date as City and Owner may mutually agree (the "**Closing Date**"), subject to the provisions of Article 5 [Conditions Precedent]. The Closing Date may not be extended without the prior written approval of both Owner and City, except as otherwise expressly provided in this Agreement. In the event the Closing does not occur on or before the Closing Date, Title Company shall, unless it is notified by both parties to the contrary within five (5) days after the Closing Date, return to the depositor thereof items which may have been deposited hereunder. Any such return shall not, however, limit the provisions hereof or otherwise relieve either party hereto of any liability it may have for its wrongful failure to close.

### **6.3 Owner's Delivery of Documents**

At or before the Closing, Owner shall deliver to City through escrow, the following:

- (a) a duly executed and acknowledged Deed;

(b) a properly executed affidavit pursuant to Section 1445(b)(2) of the Federal Tax Code in the form attached hereto as Exhibit D, and on which City is entitled to rely, that Owner is not a “foreign person” within the meaning of Section 1445(f)(3) of the Federal Tax Code;

(c) a properly executed California Franchise Tax Board Form 593 certifying that Owner is exempt from the withholding requirements of Section 18662 of the State Tax Code;

(d) such resolutions, authorizations, or other partnership documents or agreements relating to Owner and its partners as the Title Company may reasonably require to demonstrate the authority of Owner to enter into this Agreement and consummate the transactions contemplated hereby, and such proof of the power and authority of the individuals executing any documents or other instruments on behalf of Owner to act for and bind Owner;

(e) closing statement in form and content satisfactory to City and Owner;

(f) the duly executed certificate regarding the accuracy of Owner's representations and warranties as required by Section 5.1(d) hereof; and

#### **6.4 City's Delivery of Documents and Funds**

At or before the Closing, City shall deliver to Owner through escrow the following:

(a) a certificate of acceptance of the Deed executed by City's Director of Property.

#### **6.5 Other Documents**

Owner and City shall each deposit such other instruments as are reasonably required by Title Company as escrow holder or otherwise required to close the escrow and consummate the conveyance of the Property in accordance with the terms hereof.

#### **6.6 Title Company as Real Estate Reporting Person**

Section 6045(e) of the United States Internal Revenue Code of 1986 and the regulations promulgated thereunder (collectively, the “**Reporting Requirements**”) require that certain information be made to the United States Internal Revenue Service, and a statement to be furnished to Owner, in connection with the Closing. Owner and City agree that if the Closing occurs, Title Company will be the party responsible for closing the transaction contemplated in this Agreement and is hereby designated as the real estate reporting person (as defined in the Reporting Requirements) for such transaction. Title Company shall perform all duties required of the real estate reporting person for the Closing under the Reporting Requirements, and Owner and City shall each timely furnish Title Company with any information reasonably requested by Title Company and necessary for the performance of its duties under the Reporting Requirements with respect to the Closing.

## **7. EXPENSES AND TAXES**

### **7.1 Apportionments**

Annual or periodic permit or inspection fees (calculated on the basis of the period covered), and liability for other normal Property operation and maintenance expenses and other recurring costs shall be apportioned as of the Closing Date.

### **7.2 Closing Costs**

Owner shall pay the premium for the Title Policy and the cost of the endorsements thereto. City shall pay any recording fees. Owner shall pay the cost of any transfer taxes applicable to the conveyance, if any. Owner shall be responsible for all costs incurred in connection with the prepayment or satisfaction of any loan, bond or other indebtedness secured by the Property including, without limitation, any prepayment fees, penalties or charges. Owner will pay all escrow fees. Any other costs and charges of the escrow for the conveyance not otherwise provided for in this Section or elsewhere in this Agreement shall be allocated in accordance with the closing customs for San Francisco County, as determined by Title Company.

### **7.3 Real Estate Taxes and Special Assessments**

General real estate taxes payable for the tax year prior to year of Closing and all prior years shall be paid by Owner at or before the Closing. General real estate taxes payable for the tax year of the Closing shall be prorated through escrow by Owner and City as of the Closing Date. At or before the Closing, Owner shall pay the full amount of any special assessments against the Property, including, without limitation, interest payable thereon, applicable to the period prior the Closing Date.

### **7.4 Post-Closing Reconciliation**

If any of the foregoing prorations cannot be calculated accurately on the Closing Date, then they shall be calculated as soon after the Closing Date as feasible. Either party owing the other party a sum of money based on such subsequent prorations shall promptly pay such sum to the other party.

### **7.5 Survival**

The provisions of this Section 7 shall survive the Closing.

## **8. REPRESENTATIONS AND WARRANTIES**

### **8.1 Representations and Warranties of Owner**

Owner represents and warrants to City as follows:

(a) To Owner's actual knowledge, the Documents furnished to City are all of the material documents and information pertaining to the condition of the Property to the extent available to Owner and related to Owner's period of ownership of the Land.

(b) Owner does not have knowledge of any condemnation with respect to the Property, either instituted or planned to be instituted by any governmental or quasi-governmental

agency other than City, which could detrimentally affect the use, operation or value of the Property.

(c) To Owner's actual knowledge, during the Owner's period of ownership of the Land (i) there are no easements or rights of way which have been acquired by prescription or which are otherwise not of record with respect to the Property, and (ii) except as disclosed on the Preliminary Report, there are no easements, rights of way, permits, licenses or other forms of agreement which afford third parties the right to traverse any portion of the Property to gain access to other real property. To Owner's knowledge there are no disputes with regard to the location of any fence or other monument of the Property's boundary nor any claims or actions involving the location of any fence or boundary.

(d) Owner has not instituted, nor been served with process with respect to, any pending litigation with respect to the Property and, to Owner's actual knowledge, there is no litigation threatened, against Owner with respect to the Property or any basis therefor.

(e) To Owner's actual knowledge and subject to all matters identified in the Preliminary Report, Owner is the legal and equitable owner of the Property, with full right to convey the same, and without limiting the generality of the foregoing, Owner has not granted any option or right of first refusal or first opportunity to any third party to acquire any interest in any of the Property.

(f) Owner is a limited liability company duly organized and validly existing under the laws of the State of Delaware and is in good standing under the laws of the State of Delaware; this Agreement and all documents executed by Owner which are to be delivered to City at the Closing are, or at the Closing will be, duly authorized, executed and delivered by Owner, are, or at the Closing will be, legal, valid and binding obligations of Owner, enforceable against Owner in accordance with their respective terms, are, and at the Closing will be, sufficient to convey good and marketable title (if they purport to do so), and do not, and at the Closing will not, violate any provision of any agreement or judicial order to which Owner is a party or to which Owner or the Property is subject.

(g) Owner has not been suspended, disciplined or disbarred by, or prohibited from contracting with, any federal, state or local governmental agency. In the event Owner has been so suspended, disbarred, disciplined or prohibited from contracting with any governmental agency, Owner covenants to immediately notify the City of same and the reasons therefore together with any relevant facts or information requested by City. Any such suspension, debarment, discipline or prohibition may result in the termination or suspension of this Agreement.

(h) Owner does not have knowledge of any facts arising during Owner's period of ownership of the Land nor has Owner failed to disclose any fact within Owner's knowledge arising during Owner's period of ownership of the Land that would prevent City from using the Property as contemplated by this Agreement.

(i) To Owner's actual knowledge, except as disclosed in the Environmental Materials, there are not any known Hazardous Materials (defined below) at, on, or in the

Property, first arising or relating to the Owner's period of ownership of the Land or disclosed to Owner through Owner's inspection of the Land or materials or information regarding the Land. As used herein, "**Hazardous Material**" means any material that, because of its quantity, concentration or physical or chemical characteristics, is deemed by any federal, state or local governmental authority to pose a present or potential hazard to human health or safety or to the environment. Hazardous Material includes, without limitation, any material or substance defined as a "hazardous substance," or "pollutant" or "contaminant" pursuant to the Comprehensive Environmental Response, Compensation and Liability Act of 1980 ("CERCLA", also commonly known as the "Superfund" law), as amended, (42 U.S.C. Section 9601 et seq.) or pursuant to Section 25281 of the California Health & Safety Code; any "hazardous waste" listed pursuant to Section 25140 of the California Health & Safety Code; any asbestos and asbestos containing materials whether or not such materials are part of the structure of any improvements or are naturally occurring substances on or about the Property; petroleum, including crude oil or any fraction thereof, natural gas or natural gas liquids; and "source," "special nuclear" and "by-product" material as defined in the Atomic Energy Act of 1954, 42 U.S.C. Section 3011 et seq.

(j) To Owner's actual knowledge, there are now, and, at the time of Closing will be, no leases or other occupancy agreements affecting any of the Property. Owner has not entered into any leases or other occupancy agreements during its period of ownership of the Property. Owner shall cause to be discharged all mechanics' or materialmen's liens arising during Owner's period of Ownership from any labor or materials furnished to the Property prior to the time of Closing, except for any lien arising from any labor or materials furnished to the Property on behalf of City. To Owner's actual knowledge, there are no obligations in connection with the Property which will be binding upon City after Closing, except for matters set forth in the Preliminary Report.

(k) Owner is not a "foreign person" within the meaning of Section 1445(f)(3) of the Federal Tax Code.

For the purposes of such representations, the phrases "Owner's knowledge," "Owner's actual knowledge," or "the Owner does not have knowledge" and similar phrases, shall mean, at the time of the applicable representation, the actual knowledge of Carl Shannon, who serves as Owner's Senior Managing Director, and/or Sarah Dennis Phillips. Owner represents and warrants that Carl Shannon and Sarah Dennis Phillips are the persons in the ownership organization who are the most knowledgeable about the Property.

## **8.2 Indemnity**

As the sole and exclusive remedy of City under, arising out of or relating to any warranty or representation made by Owner in this Agreement, Owner, on behalf of itself and its successors and assigns, hereby agrees to indemnify, defend and hold harmless City, its Agents and their respective successors and assigns, from and against any and all liabilities, claims, demands, damages, liens, costs, penalties, losses and expenses, including, without limitation, reasonable attorneys' and consultants' fees, (but excluding consequential or punitive damages), up to and including an aggregate amount, inclusive of attorney's fees, of Seven Million Dollars (\$7,000,000.00); provided that such aggregate limit shall not apply to any claim caused by Owner's intentional misrepresentation or fraud. The indemnification provisions of this Section and Owner's representations and warranties set forth herein shall survive beyond the Closing and shall not merge with the Deed, or, if title is not transferred pursuant to this Agreement, beyond any termination of this Agreement, each for a period of one (1) year from the Closing or



termination, as applicable. Any claim by City for indemnification under this Section 8.2, whether known or unknown, or otherwise with respect to Owner's representations and warranties hereunder, shall be void and of no effect unless such claim is validly brought and filed within such applicable one (1) year period.

## **9. RISK OF LOSS AND POSSESSION**

### **9.1 Risk of Loss**

If there is an event occurs or condition that would render the Property unsuitable for housing ("**Casualty**"), as determined by City in its reasonable discretion, or condemnation proceedings are commenced against any of the Property, then the rights and obligations of Owner and City hereunder shall be as follows:

If a material portion of the Property is subject to a Casualty or condemnation proceedings are commenced against any material portion of the Property, then, City shall have the right, at its election, to terminate this Agreement in its entirety. City shall have thirty (30) days after Owner notifies City that an event described in this Section 9.1 has occurred to make such election by delivery to Owner of an election notice. City's failure to deliver such notice within such thirty (30)-day period shall be deemed City's election to terminate this Agreement in its entirety. If this Agreement is terminated in its entirety by City's delivery of notice of termination to Owner, then City and Owner shall each be released from all obligations hereunder pertaining to that portion of the Property affected by such termination.

### **9.2 Possession**

Possession of the Property shall be delivered to City on the Closing Date.

## **10. MAINTENANCE; CONSENT TO NEW CONTRACTS**

### **10.1 Maintenance of the Property by Owner**

Between the date of Owner's execution of this Agreement and the Closing, Owner shall maintain the Property in good order, condition and repair, reasonable wear and tear excepted- Owner shall maintain the chain-link fence with a secured opening on the Freelon-Street frontage, in accordance with applicable laws of the City.

### **10.2 City's Consent to New Contracts Affecting the Property; Termination of Existing Contracts**

After the date the Director of Property submits legislation for approval by City's Board of Supervisors of this Agreement, unless and until this Agreement is terminated, Owner shall not enter into any lease or contract, or any amendment thereof, or permit any tenant of the Property to enter into any sublease, assignment or agreement pertaining to the Property, or waive any rights of Owner under any lease or contract. Owner shall terminate prior to the Closing, at no cost or expense to City, any and all agreements affecting the Property.

## **11. GENERAL PROVISIONS**

### **11.1 Notices**

Any notice, consent or approval required or permitted to be given under this Agreement shall be in writing and shall be deemed to have been given upon (i) hand delivery, on receipt, (ii) one (1) day after being deposited with a reliable overnight courier service, or (iii) two (2)

days after being deposited in the United States mail, registered or certified mail, postage prepaid, return receipt required, and addressed as follows:

City:

Eric D. Shaw  
Director  
Mayor's Office of Housing and Community  
Development  
1 South Van Ness Avenue, 5<sup>th</sup> Floor  
San Francisco, CA 94103  
Fax No.: (415) 701-5501  
Email: eric.shaw@sfgov.org

with copy to

Deputy City Attorney  
Office of the City Attorney  
City Hall, Room 234  
1 Dr. Carlton B. Goodlett Place  
San Francisco, CA 94102-4682  
Attn: Real Estate & Finance Team  
Re: **160 Freelon Street**  
Email: jessie.cassella@sfcityatty.org

And to:

Real Estate Division  
City and County of San Francisco  
25 Van Ness Avenue, Suite 400  
San Francisco, California 94102  
Attn: Director of Property  
Re: **160 Freelon Street**

Owner:

598 Brannan Street Phase 1, L.L.C.  
c/o Tishman Speyer  
One Bush Street, Suite 500  
San Francisco, California 94104  
Attention: Carl D. Shannon  
Telephone: (415) 344-6630  
E-mail: CShannon@tishmanspeyer.com

With a copy to:

DLA Piper LLP (US)  
550 South Hope Street, Suite 2400  
Los Angeles, California 90071-2678  
Attn: Mitchell Regenstein, Esq.; and  
Steve Rola, Esq.  
Telephone: (213) 330-7875; (619) 699-2957  
E-mail: mitchell.regenstreif@dlapiper.com;  
and steve.rola@us.dlapiper.com

or to such other address as either party may from time to time specify in writing to the other upon five (5) days prior written notice in the manner provided above. For convenience of the parties, copies of notices may also be given by email or fax, to the email address or fax number listed above, or such other addresses numbers as may be provided from time to time. However, neither party may give official or binding notice by email or fax. The effective time of a notice shall not be affected by the receipt, prior to receipt of the original, of an email or fax copy of the notice. A party's counsel may give notice on behalf of such party.

## **11.2 Brokers and Finders**

Neither party has had any contact or dealings regarding the Property, or any communication in connection with the subject matter of this transaction, through any licensed real estate broker or other person who could claim a right to a commission or finder's fee in connection with the conveyance contemplated herein. In the event that any broker or finder perfects a claim for a commission or finder's fee based upon any such contact, dealings or communication, the party through whom the broker or finder makes his or her claim shall be responsible for such commission or fee and shall indemnify and hold harmless the other party from all claims, costs, and expenses (including, without limitation, reasonable attorneys' fees and disbursements) incurred by the indemnified party in defending against the same. The provisions of this Section shall survive the Closing.

## **11.3 Successors and Assigns**

This Agreement shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors, heirs, administrators and assigns.

## **11.4 Amendments**

Except as otherwise provided herein, this Agreement may be amended or modified only by a written instrument executed by City and Owner.

## **11.5 Continuation and Survival of Representations and Warranties**

Except as otherwise specifically stated in this Agreement, any and all representations, warranties, covenants, and indemnities of the Parties contained in this Agreement (including in the Exhibits), shall survive the Closing or termination of this Agreement for a period of one (1) year.

## **11.6 Governing Law**

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

## **11.7 Merger of Prior Agreements**

The parties intend that this Agreement (including all of the attached exhibits and schedules, which are incorporated into this Agreement by reference) shall be the final expression of their agreement with respect to the subject matter hereof and may not be contradicted by evidence of any prior or contemporaneous oral or written agreements or understandings. The parties further intend that this Agreement shall constitute the complete and exclusive statement of its terms and that no extrinsic evidence whatsoever (including, without limitation, prior drafts or changes therefrom) may be introduced in any judicial, administrative or other legal proceeding involving this Agreement.

## **11.8 Parties and Their Agents; Approvals**

The term "Owner" as used herein shall include the plural as well as the singular. If there is more than one (1) Owner, then the obligations under this Agreement imposed on Owner shall be joint and several. As used herein, the term "Agents" when used with respect to either party shall include the agents, employees, officers, contractors and representatives of such party. All approvals, consents or other determinations permitted or required by City hereunder shall be

made by or through City's Director of Property unless otherwise provided herein, subject to applicable law.

### **11.9 Interpretation of Agreement**

The article, section and other headings of this Agreement and the table of contents are for convenience of reference only and shall not affect the meaning or interpretation of any provision contained herein. Whenever the context so requires, the use of the singular shall be deemed to include the plural and vice versa, and each gender reference shall be deemed to include the other and the neuter. This Agreement has been negotiated at arm's length and between persons sophisticated and knowledgeable in the matters dealt with herein. In addition, each party has been represented by experienced and knowledgeable legal counsel. Accordingly, any rule of law (including California Civil Code Section 1654) or legal decision that would require interpretation of any ambiguities in this Agreement against the party that has drafted it is not applicable and is waived. The provisions of this Agreement shall be interpreted in a reasonable manner to effect the purposes of the parties and this Agreement.

### **11.10 Attorneys' Fees**

In the event that either party hereto fails to perform any of its obligations under this Agreement or in the event a dispute arises concerning the meaning or interpretation of any provision of this Agreement, the defaulting party or the non-prevailing party in such dispute, as the case may be, shall pay the prevailing party reasonable attorneys' and experts' fees and costs, and all court costs and other costs of action incurred by the prevailing party in connection with the prosecution or defense of such action and enforcing or establishing its rights hereunder (whether or not such action is prosecuted to a judgment). For purposes of this Agreement, reasonable attorneys' fees of the City's Office of the City Attorney shall be based on the fees regularly charged by private attorneys with the equivalent number of years of experience in the subject matter area of the law for which the City Attorney's services were rendered who practice in the City of San Francisco in law firms with approximately the same number of attorneys as employed by the Office of the City Attorney. The term "attorneys' fees" shall also include, without limitation, all such fees incurred with respect to appeals, mediations, arbitrations, and bankruptcy proceedings, and whether or not any action is brought with respect to the matter for which such fees were incurred. The term "costs" shall mean the costs and expenses of counsel to the parties, which may include printing, duplicating and other expenses, air freight charges, hiring of experts, and fees billed for law clerks, paralegals, and others not admitted to the bar but performing services under the supervision of an attorney.

### **11.11 Sunshine Ordinance**

Owner understands and agrees that under the City's Sunshine Ordinance (San Francisco Administrative Code, Chapter 67) and the State Public Records Law (Gov. Code Section 6250 et seq.), this Agreement and any and all records, information, and materials submitted to the City hereunder public records subject to public disclosure. Owner hereby acknowledges that the City may disclose any records, information and materials submitted to the City in connection with this Agreement.

### **11.12 Conflicts of Interest**

Through its execution of this Agreement, Owner acknowledges that it is familiar with the provisions of Article III, Chapter 2 of City's Campaign and Governmental Conduct Code, and Section 87100 et seq. and Section 1090 et seq. of the Government Code of the State of California, and certifies that it does not know of any facts which would constitute a violation of

said provision, and agrees that if Owner becomes aware of any such fact during the term of this Agreement, Owner shall immediately notify the City.

### **11.13 Notification of Prohibition on Contributions**

Through its execution of this Agreement, Owner acknowledges that it is familiar with Section 1.126 of the San Francisco Campaign and Governmental Conduct Code, which prohibits any person who contracts with the City for the selling or leasing of any land or building to or from any department of the City whenever such transaction would require the approval by a City elective officer, the board on which that City elective officer serves, or a board on which an appointee of that individual serves, from making any campaign contribution to (1) the City elective officer, (2) a candidate for the office held by such individual, or (3) a committee controlled by such individual or candidate, at any time from the commencement of negotiations for the contract until the later of either the termination of negotiations for such contract or twelve (12) months after the date the contract is approved. Owner acknowledges that the foregoing restriction applies only if the contract or a combination or series of contracts approved by the same individual or board in a fiscal year have a total anticipated or actual value of \$100,000 or more. Owner further acknowledges that the (i) prohibition on contributions applies to each Owner; each member of Owner's board of directors, and Owner's chief executive officer, chief financial officer and chief operating officer; any person with an ownership interest of more than ten percent (10%) in Owner; any subcontractor listed in the contract; and any committee that is sponsored or controlled by Owner; and (ii) within thirty (30) days of the submission of a proposal for the contract, the City department with whom Owner is contracting is obligated to submit to the Ethics Commission the parties to the contract and any subcontractor. Additionally, Owner certifies that Owner has informed each of the persons described in the preceding sentence of the limitation on contributions imposed by Section 1.126 by the time it submitted a proposal for the contract, and has provided the names of the persons required to be informed to the City department with whom it is contracting.

### **11.14 Non-Liability of Owner Parties, City Officials, Employees and Agents**

Notwithstanding anything to the contrary in this Agreement, no elective or appointive board, commission, member, officer, employee or agent of City shall be personally liable to Owner, its successors and assigns, in the event of any default or breach by City or for any amount which may become due to Owner, its successors and assigns, or for any obligation of City under this Agreement. Notwithstanding anything to the contrary in this Agreement, Owner's liability arising out of or in connection with this Agreement shall be limited to Owner's assets and City shall not look to any property or assets of any direct or indirect partner, member, manager, shareholder, director, officer, principal, employee or Agent of Owner (collectively, "**Owner Parties**") in seeking either to enforce Owner's obligations or to satisfy a judgment for Owner's failure to perform such obligations and none of the Owner Parties shall be personally liable for the performance of Owner's obligations under this Agreement. In no event shall either party to this Agreement be liable for, and each party, on behalf of itself and, to the extent applicable to such party, its respective officers, employees, elected officials, supervisors, boards, commissions, commissioners, direct or indirect partners, members, managers, shareholders, directors, officers, principals, employees and Agents, hereby waives any claim against the other party for, any indirect or consequential damages, including loss of profits or business opportunity, arising under or in connection with this Agreement. The limitation on Owner's liability set forth in this paragraph shall survive the Closing (and shall not merge with the Deed) or termination of this Agreement.

### **11.15 Counterparts**

This Agreement may be executed in two (2) or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

### **11.16 Effective Date**

As used herein, the term "Effective Date" shall mean the date on which the City's Board of Supervisors and Mayor enact a resolution approving and authorizing this Agreement and the transactions contemplated hereby, following execution of this Agreement by both parties.

### **11.17 Severability**

If any provision of this Agreement or the application thereof to any person, entity or circumstance shall be invalid or unenforceable, the remainder of this Agreement, or the application of such provision to persons, entities or circumstances other than those as to which it is invalid or unenforceable, shall not be affected thereby, and each other provision of this Agreement shall be valid and be enforceable to the fullest extent permitted by law, except to the extent that enforcement of this Agreement without the invalidated provision would be unreasonable or inequitable under all the circumstances or would frustrate a fundamental purpose of this Agreement.

### **11.18 Public Bathrooms**

Owner and City acknowledge and agree that the public bathrooms serving the Public Park component of the Principal Project shall be located on the Principal Site and not on the Land.

### **11.19 Construction Cooperation**

Owner and City will reasonably cooperate with each other to negotiate easements, access agreements, licenses, and other agreements as needed for development and construction activities affecting the Land and Principal Site adjacent to the Land.

### **11.20 Cooperative Drafting**

This Agreement has been drafted through a cooperative effort of both parties, and both parties have had an opportunity to have the Agreement reviewed and revised by legal counsel. No party shall be considered the drafter of this Agreement, and no presumption or rule that an ambiguity shall be construed against the party drafting the clause shall apply to the interpretation or enforcement of this Agreement.

NOTWITHSTANDING ANYTHING TO THE CONTRARY CONTAINED IN THIS AGREEMENT, OWNER ACKNOWLEDGES AND AGREES THAT NO OFFICER OR EMPLOYEE OF CITY HAS AUTHORITY TO COMMIT CITY TO THIS AGREEMENT UNLESS AND UNTIL APPROPRIATE LEGISLATION OF CITY'S BOARD OF SUPERVISORS SHALL HAVE BEEN DULY ENACTED APPROVING THIS AGREEMENT AND AUTHORIZING THE TRANSACTIONS CONTEMPLATED HEREBY. THEREFORE, ANY OBLIGATIONS OR LIABILITIES OF CITY OR OWNER HEREUNDER ARE CONTINGENT UPON THE DUE ENACTMENT OF SUCH LEGISLATION, AND THIS AGREEMENT SHALL BE NULL AND VOID IF CITY'S BOARD OF SUPERVISORS AND MAYOR DO NOT APPROVE THIS AGREEMENT, IN THEIR RESPECTIVE SOLE DISCRETION. APPROVAL OF ANY OF THE TRANSACTIONS CONTEMPLATED HEREBY BY ANY DEPARTMENT, COMMISSION OR AGENCY OF CITY SHALL NOT

BE DEEMED TO IMPLY THAT SUCH LEGISLATION WILL BE ENACTED NOR WILL ANY SUCH APPROVAL CREATE ANY BINDING OBLIGATIONS ON CITY.

*[SIGNATURES ON FOLLOWING PAGES]*

The parties have duly executed this Agreement as of the respective dates written below.

OWNER:

598 BRANNAN STREET PHASE 1, L.L.C.,  
a Delaware limited liability company

By: \_\_\_\_\_

Its: \_\_\_\_\_

CITY:

CITY AND COUNTY OF SAN FRANCISCO,  
a municipal corporation

\_\_\_\_\_  
Andrico Q. Penick  
Director of Property

Date: \_\_\_\_\_

APPROVED AS TO FORM:

DAVID CHIU, City Attorney

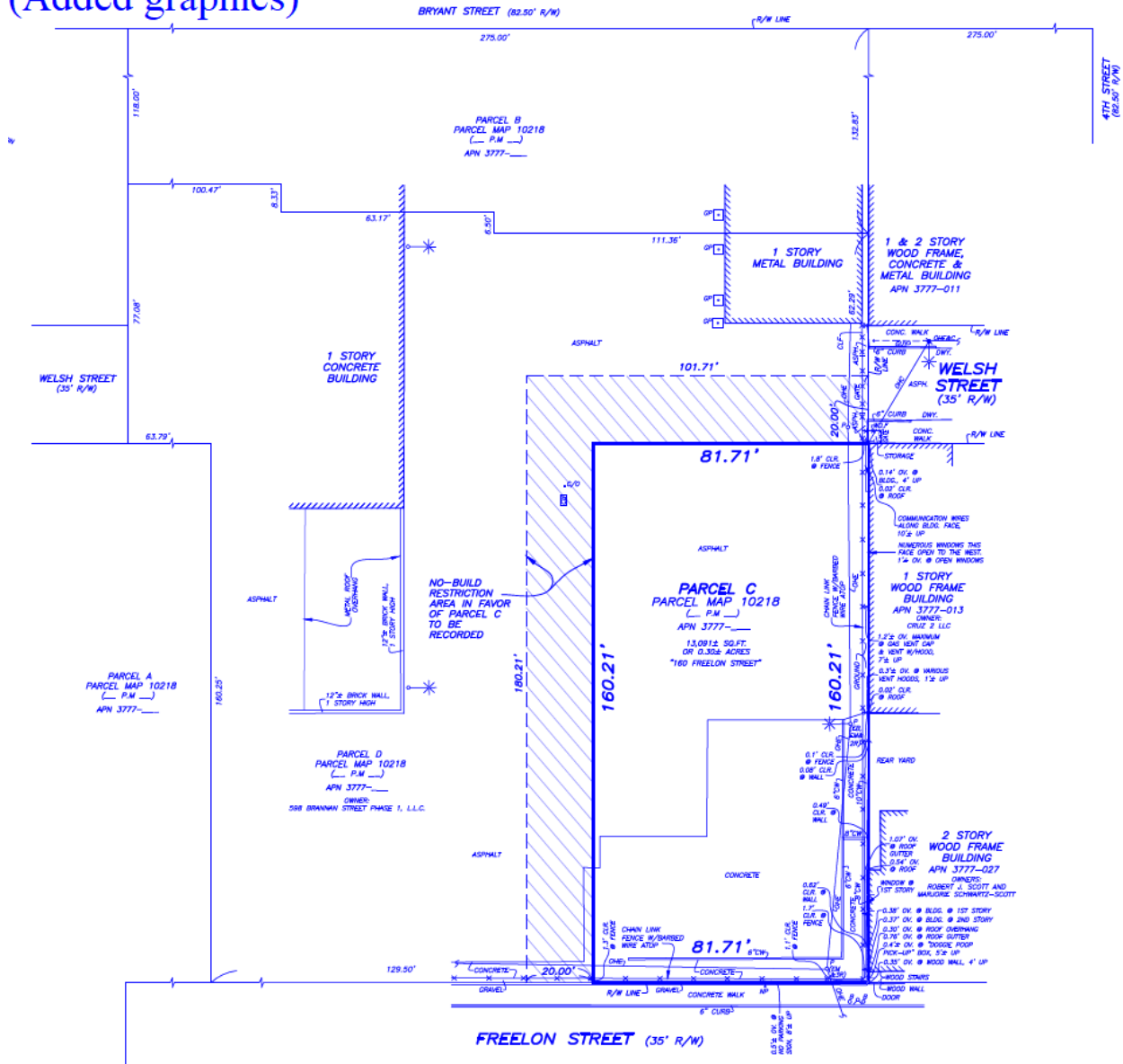
By: \_\_\_\_\_  
Jessica Alfaro-Cassella  
Deputy City Attorney



## REAL PROPERTY DESCRIPTION

All that certain real property located in the County of San Francisco, State of California, depicted as Parcel C as follows:

(Added graphics)





**[metes and bounds legal description attached]**

**EXHIBIT B**  
**GRANT DEED**

RECORDING REQUESTED BY AND  
WHEN RECORDED RETURN TO:

Director of Property  
Real Estate Division  
City and County of San Francisco  
25 Van Ness Avenue, Suite 400  
San Francisco, California 94102

The undersigned hereby declares this instrument to be  
exempt from Recording Fees (CA Govt. Code § 27383)  
and Documentary Transfer Tax (CA Rev. & Tax Code  
§ 11922 and S.F. Bus. & Tax Reg. Code § 1105)

(Space above this line reserved for Recorder's use only)

**GRANT DEED**

(Assessor's Parcel No. [TO BE INSERTED])

FOR VALUABLE CONSIDERATION, receipt of which is hereby acknowledged, 598 BRANNAN STREET PHASE 1, L.L.C., a Delaware limited liability company ("Grantor"), hereby grants to the CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation ("Grantee"), all of Grantor's right, title and interest in and to the real property located in the City and County of San Francisco, State of California, described on Exhibit A attached hereto and made a part hereof (the "Property").

TOGETHER WITH any and all rights, privileges, rights-of-way, and easements incidental or appurtenant to the Property, including, but not limited to, any and all mineral rights, development rights, air rights, water, and water rights, relating to the Property, in each case, to the extent of Grantor's interest therein.

*[SIGNATURES ON FOLLOWING PAGE]*

Executed as of this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

GRANTOR:

598 BRANNAN STREET PHASE 1, L.L.C.,  
a Delaware limited liability company

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

**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                     )  
  ) ss  
County of San Francisco            )

On \_\_\_\_\_, before me, \_\_\_\_\_, a notary public in and for said State, 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 \_\_\_\_\_ (Seal)

---

CERTIFICATE OF ACCEPTANCE

This is to certify that the interest in real property located at 160 Freelon Street conveyed by the foregoing Grant Deed dated \_\_\_\_\_ to the City and County of San Francisco, a municipal corporation, is hereby accepted pursuant to Board of Supervisors' Resolution No. \_\_\_\_\_ Series of \_\_\_\_\_, approved \_\_\_\_\_, and Resolution No. \_\_\_\_\_, approved \_\_\_\_\_, 202\_\_, and the grantee consents to recordation thereof by its duly authorized officer.

Dated: \_\_\_\_\_

By: \_\_\_\_\_  
Andrico Q. Penick  
Director of Property

EXHIBIT A to GRANT DEED

Legal Description of Property

**[LEGAL DESCRIPTION TO COME FROM PRELIMINARY REPORT]**



**EXHIBIT C**

**[Intentionally Omitted]**

[to be attached]

**EXHIBIT D**

**CERTIFICATE OF TRANSFEROR  
OTHER THAN AN INDIVIDUAL  
(FIRPTA Affidavit)**

Section 1445 of the Internal Revenue Code provides that a transferee of a United States real property interest must withhold tax if the transferor is a foreign person. To inform the CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation, the transferee of certain real property located in the City and County of San Francisco, California, that withholding of tax is not required upon the disposition of such U.S. real property interest by \_\_\_\_\_

\_\_\_\_\_, a \_\_\_\_\_  
("Transferor"), the undersigned hereby certifies the following on behalf of Transferor:

1. Transferor is not a foreign corporation, foreign partnership, foreign trust, or foreign estate (as those terms are defined in the Internal Revenue Code and Income Tax Regulations);

2. Transferor's U.S. employer identification number is \_\_\_\_\_; and

3. Transferor's office address is \_\_\_\_\_

Transferor understands that this certification may be disclosed to the Internal Revenue Service by the transferee and that any false statement contained herein could be punished by fine, imprisonment, or both.

Under penalty of perjury, I declare that I have examined this certificate and to the best of my knowledge and belief it is true, correct and complete, and I further declare that I have authority to sign this document on behalf of Transferor.

Dated: \_\_\_\_\_, 20\_\_.

On behalf of:

\_\_\_\_\_,  
[NAME]

a \_\_\_\_\_

By: \_\_\_\_\_  
[NAME]

Its: \_\_\_\_\_

## **EXHIBIT E**

### **ACCEPTED TITLE ENCUMBRANCES**

1. The Land lies within the boundaries of a Mello Roos Community Facilities District, as follows:

CFD No: 90-1

For: School Facility Repair and Maintenance

2. The lien of supplemental or escaped assessments of property taxes, if any, made pursuant to the provisions of Chapter 3.5 (commencing with Section 75) or Part 2, Chapter 3, Articles 3 and 4, respectively, of the Revenue and Taxation Code of the State of California as a result of the transfer of title to the vestee named in Schedule A or as a result of changes in ownership or new construction occurring prior to Date of Policy.



## NOTICE OF FINAL APPROVAL OF AN AB-2162 PROJECT

*Date:* **February 9, 2023**  
*BPA No.:* **202209283327**  
*Planning Record No.* **2022-008873PRJ**  
*Project Address:* **160 Freelon Street (639 Bryant Street)**  
*Zoning:* **Central SoMa Mixed-Use Office (CMUO)**  
**Central SOMa Special Use District**  
**50-X Height and Bulk District**  
*Block/Lot:* **3777/052**  
*Project Sponsor:* **Ann Silverberg**  
**160 Freelon Housing Partners, L.P.**  
**44 Montgomery Street, Suite 1300**  
**San Francisco, CA 94104**  
*Staff Contact:* **Claire Feeney, Senior Planner, [claire.feeney@sfgov.org](mailto:claire.feeney@sfgov.org), 628-652-7313**

### Project Description

This project would construct a nine (9) story multi-family residential building with 85 affordable housing units that will each have a full kitchen and bathroom. There will be 15 studios, 24 one-bedrooms, 22 two-bedrooms, 23 three-bedrooms, and 1 manager's unit. The building will also include resident support and management areas at the ground floor including offices, a community room, children's playground, and other support areas.

### Background

California Assembly Bill 2162 (AB-2162) was signed by Governor Jerry Brown on September 26, 2018 and became effective January 1, 2019. AB-2162 applies statewide and requires the supportive housing be a use that is permitted by right in zones where multifamily and mixed-use development is permitted. AB-2162 amends Government Code Section 66583 and adds Code Section 65650 to require local entities to streamline the approval of housing projects containing a minimum amount of Supportive Housing by providing a ministerial approval process, removing the requirement for CEQA analysis and removing the requirement for Conditional Use Authorization or similar discretionary entitlements granted by the Planning Commission.

Ann Silverberg of 160 Freelon Housing Partners, L.P. submitted an AB-2162 Application for the project at 160 Freelon Street on September 20, 2022 and it was deemed accepted on October 4, 2022. On October 26, 2022,

department staff determined that the AB-2162 Application was complete, and that the proposed project was eligible for AB-2162.

## Project Approval

The Project Sponsor seeks to proceed pursuant to Planning Code Section 206.6, Individually Requested State Density Bonus Law, Government Code Section 65915 et seq (the State Law). Under the State Law, a housing development that includes affordable housing is entitled to additional density concessions and incentives, and waivers from development standards that might otherwise preclude the construction of the project. Since the Project Sponsor is providing 85 units of housing affordable to moderate-, lower-, and very low-income households, the project is entitled to a density bonus of 50%, up to four concessions/incentives that result in actual and identifiable cost reductions to provide for affordable housing costs, and unlimited waivers from development standards that might otherwise preclude the construction of the project. .

Since the Project Sponsor is providing 84 units of housing affordable to low- and very low-income households, and the project is located within one-half mile of a major transit stop, the project is not subject to any maximum control on density, and is entitled to receive up to four concessions/incentives and an additional three stories, or 33 feet of height and unlimited waivers. The project sponsor is requesting a concession/incentive from the development standards for Residential Usable Open Space (Sec. 135), Required Active Use (Sec. 145.1), and Better Roofs-Living Roof Alternative (Sec. 149). The project is located in a 50-X Height and Bulk District and proposes a maximum building height of 84 feet, excepting those features specified as exemptions to the height limit under Planning Code Section 260(b). The project has requested waivers from the development standards for Rear Yard (Sec. 134), Ground Floor Ceiling Height (Sec. 145.1), Required Off-Street Freight Loading (Sec. 152.1), Lot Coverage (Sec. 249.78), Height (Sec. 260), Narrow Street Controls (Sec. 261.1), and Apparent Mass Reduction (Sec. 270).

## Concessions and Incentives

The project has requested concessions/incentives from the development standards for Residential Usable Open Space (Sec. 135), Required Active Use (Sec. 145.1), and Better Roofs-Living Roof Alternative (Sec. 149). Pursuant to Planning Code Section 206.6, the Department shall grant the concession or incentive requested by the applicant unless the Department makes a written finding, based upon substantial evidence, of any of the following:

- A. The concession or incentive does not result in identifiable and actual cost reductions, consistent with subdivision (k), to provide for affordable housing costs, as defined in Section 50052.5 of the Health and Safety Code, or for rents for the targeted units to be set as specified in subdivision (c).

*Residential Usable Open Space. The requested incentive results in actual cost and identifiable cost reductions. The requested incentive allows the Project to increase residential density on site within bounds of the State Density Bonus Program and decrease costs so that the Project can financially move forward. Sec. 135 requires 80 square feet of open space for each of the 85 units, 6,800. The Project is providing 2,972 square feet of usable open space on the first and second floors. Per Sec. 426, the Open Space Fee in Eastern Neighborhoods Mixed-Use Districts, the Project would have to pay an \$890 fee for the remaining 3,828 square foot of open space. This*

*\$3,406,920 fee and would result in a direct identifiable and actual cost increase to the project that would impede development.*

***Required Active Use.** The requested incentive results in actual cost and identifiable cost reductions. The requested incentive from required active uses at the street frontages allows the project to locate tenant services and associated offices on the ground floor instead of an upper floor. Per Sec. 145.1, the Project is required to provide active uses for the first 25-feet of building depth on the ground floor and they must “have access directly to the public sidewalk or street.” This requirement conflicts with AB 2162 which requires social services for building occupants to be located on site, the project would not be eligible for critical financial assistance through AB 2162 if these residential service areas were not provided. In addition, the cost estimate to add the additional exterior door, stairs, ramp, hand rails, and ADA features would be approximately \$78,000.00, resulting in a direct identifiable and actual cost increase to the project that would impede development.*

***Better Roofs-Living Roof Alternative.** The requested incentive results in actual cost and identifiable cost reductions. The requested incentive from the Better Roofs-Living Roof Alternative allows for more mechanical equipment to be located on the rooftop rather than take up available occupiable square footage on the ground floor for residential and social services. Sec. 149 requires 50% of the roof to be planted green space, about 6,000 square feet. The Project is providing 3,092 square feet of living roof space. The cost estimate to add the 2,908 sf of living roof would be at least \$130,860.00, resulting in a direct identifiable and actual cost increase to the project that would impede development.*

- B. The concession or incentive would have a specific, adverse impact, as defined in paragraph upon public health and safety or the physical environment or on any real property that is listed in the California Register of Historical Resources and for which there is no feasible method to satisfactorily mitigate or avoid the specific, adverse impact without rendering the development unaffordable to low-income and moderate-income households.

*The requested concessions/incentives from the development standards for Residential Usable Open Space, Required Active Use, and Better Roofs-Living Roof Alternative would not result in a specific, adverse impact to public health and safety or the physical environment, or on any real property that is listed in the California Register of Historical Resources.*

- C. The concession or incentive would be contrary to state or federal law.

*The requested concessions/incentives from the development standards for Residential Usable Open Space, Required Active Use, and Better Roofs-Living Roof Alternative would not be contrary to state or federal law.*

## Waivers

The Planning Department may waive any development standard that will have the effect of physically precluding the construction of a development at the densities or with the concessions or incentives permitted by the State Density Bonus Law. The Department is not required to waive or reduce development standards if the waiver or

reduction would have a specific, adverse impact upon health, safety, or the physical environment, and for which there is no feasible method to satisfactorily mitigate or avoid the specific adverse impact. The Department is not required to waive or reduce development standards that would have an adverse impact on any real property that is listed in the California Register of Historical Resources, or to grant any waiver or reduction that would be contrary to state or federal law.

The project has requested waivers from the development standards for Rear Yard (Sec. 134), Ground Floor Ceiling Height (Sec. 145.1), Required Off-Street Freight Loading (Sec. 152.1), Lot Coverage (Sec. 249.78), Height (Sec. 260), Narrow Street Controls (Sec. 261.1), and Apparent Mass Reduction (Sec. 270).

- D. The waiver is not required to permit the construction of the project meeting the density permitted or with the Concessions and Incentives permitted under Planning Code Section 206.6.

**Rear Yard.** *The requested waiver results in increased residential density. The requested waiver from rear yard setback allows the project to add an additional thirty-two (32) dwelling units, half of which are three-bedroom apartments, on the Eastern side of the property. The building is U-shaped to create a courtyard where the rear yard would otherwise be required in order to better align with existing neighborhood pattern of mid-block open space.*

**Ground Floor Ceiling Height.** *The requested waiver results in increased residential density. The requested waiver from ground floor ceiling height allows the project to add an additional eleven (11) dwelling units by allowing for shorter floor-to-floor heights. This waiver effectively allows for an additional floor of residential units to be included within the building envelope proposed by the project.*

**Required Off-Street Freight Loading.** *The requested waiver from off-street freight loading allows the project to add at least one (1) dwelling unit. Site constraints including the street frontages of the lot and the open space and circulation designs for the larger 639 Bryant Street development (2012.0640ENX) make an off-street loading space that meets the dimensional and locational standards of Planning Code Sections 154 and 155 infeasible without requiring relocation of tenant services or mechanical spaces to one of the residential floors.*

**Lot Coverage.** *The requested waiver results in increased residential density. The requested waiver from lot coverage allows the project to add an additional thirty-two (32) dwelling units. The project would be limited to utilizing only 80% of the property, losing approximately 2,500 square feet of space per floor. Across all nine floors the project would cumulatively lose the ability to develop approximately 23,500 square feet of built space.*

**Height.** *The requested waiver results in increased residential density. The requested waiver from height allows the project to add an additional forty-four (44) dwelling units by allowing four stories over the height limit.*

**Narrow Street Controls.** *The requested waiver results in increased residential density. The requested waiver from narrow street controls allows the project to add an additional fifteen (15) dwelling units along the Freelon Street frontage. The required setbacks to meet the sun access plane would result in a substantial loss of buildable area above the third floor.*

***Apparent Mass Reduction.** The requested waivers result in increased residential density. The requested waiver from apparent mass reduction allows the project to add an additional fifteen (15) dwelling units. The project would need to decrease mass and minimize the building façade along Freelon Street, which qualifies as a narrow street, by 50% for floors five through nine.*

- E. The waiver would have a specific, adverse impact, as defined in paragraph upon public health and safety or the physical environment or on any real property that is listed in the California Register of Historical Resources and for which there is no feasible method to satisfactorily mitigate or avoid the specific, adverse impact without rendering the development unaffordable to low-income and moderate-income households.

*The requested waivers from the development standards for Rear Yard (Sec. 134), Ground Floor Ceiling Height (Sec. 145.1), Required Off-Street Freight Loading (Sec. 152.1), Lot Coverage (Sec. 249.78), Height (Sec. 260), Narrow Street Controls (Sec. 261.1), and Apparent Mass Reduction (Sec. 270) would not result in a specific, adverse impact to public health and safety or the physical environment, or on any real property that is listed in the California Register of Historical Resources.*

- F. The waiver would be contrary to state or federal law.

*The requested waivers from the development standards for Rear Yard (Sec. 134), Ground Floor Ceiling Height (Sec. 145.1), Required Off-Street Freight Loading (Sec. 152.1), Lot Coverage (Sec. 249.78), Height (Sec. 260), Narrow Street Controls (Sec. 261.1), and Apparent Mass Reduction (Sec. 270) would not be contrary to state or federal law.*

The Department has determined that the project meets all the objective standards of the Planning Code and has completed design review of the project. The project has been approved in accordance with the provisions of AB-2162, as recorded in Building Permit Application No.202209283327.





# SAN FRANCISCO PLANNING DEPARTMENT

## AMENDED

AUGUST 7, 2019

### Planning Commission Motion No. 20459

HEARING DATE: JUNE 6, 2019

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

Reception:  
415.558.6378

Fax:  
415.558.6409

Planning  
Information:  
415.558.6377

*Record No.:* 2012.0640ENX  
*Project Address:* 598 BRANNAN STREET; 639,645 AND 649-651 BRYANT STREET  
*Zoning:* CMUO (Central SoMa Mixed Use Office) Zoning District  
Central SoMa Special Use District  
*Height & Bulk:* 160-CS; 130-CS; 45-X; 50-X  
*Block/Lot:* 3777 / 045 & 050-052  
*Project Sponsor:* Brannan & Bryant Street, LLC  
One Bush Street, Suite 450, San Francisco, CA, 94104  
*Property Owner:* The Hearst Corporation  
San Francisco, CA 94103  
*Staff Contact:* Linda Ajello Hoagland – (415) 575-6823  
[linda.ajellohoagland@sfgov.org](mailto:linda.ajellohoagland@sfgov.org)

ADOPTING FINDINGS RELATING TO A LARGE PROJECT AUTHORIZATION PURSUANT TO PLANNING CODE SECTION 329, TO ALLOW EXCEPTIONS TO 1) BUILDING SETBACKS AND STREETWALL ARTICULATION, PURSUANT TO PLANNING CODE SECTION 132.4; 2) PRIVATELY-OWNED PUBLIC OPEN SPACE, PURSUANT TO PLANNING CODE SECTION 138; 3) STREET FRONTAGE, PURSUANT TO PLANNING CODE SECTION 145.1; 4) OFF-STREET LOADING, PURSUANT TO PLANNING CODE SECTION 152.1 & 154; 5) CURB CUT, PURSUANT TO PLANNING CODE SECTION 155; 6) WIND, PURSUANT TO PLANNING CODE SECTION 249.78; 7) BULK CONTROLS, PURSUANT TO PLANNING CODE SECTIONS 261.1 AND 270; AND 8) HORIZONTAL MASS REDUCTION, PURSUANT TO PLANNING CODE SECTION 270.1; REVIEW CONSTRUCTION OF THREE 10-TO-13-STORY MIXED-USE OFFICE BUILDINGS CUMULATIVELY CONTAINING A TOTAL OF APPROXIMATELY 922,737 GROSS SQUARE FEET OF OFFICE USE TO BE APPROVED IN TWO PHASES, 60,471 GROSS SQUARE FEET OF RETAIL/PDR USE; 5,546 GROSS SQUARE FEET OF INSTITUTIONAL (CHILD CARE) USE, AND 200 OFF-STREET PARKING SPACES; ALLOW REDUCTION OR WAIVER OF CERTAIN CITYWIDE DEVELOPMENT IMPACT FEES IN CONNECTION WITH PROVISION OF LAND FOR DEVELOPMENT OF A PUBLIC PARK PURSUANT TO PLANNING CODE SECTION 406, LOCATED AT 598 BRANNAN STREET, AND 639, 645, AND 649-651 BRYANT STREET, LOTS 045 AND 050-052 IN ASSESSOR'S BLOCK 3777, WITHIN THE CMUO (CENTRAL SOMA MIXED USE OFFICE) ZONING DISTRICT, THE CENTRAL SOMA SPECIAL USE ZONING DISTRICT, AND A 160-CS, 130-CS, 45-X AND 50-X HEIGHT AND BULK DISTRICT, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

## PREAMBLE

On December 18, 2017, Melinda Sarjapur of Reuben, Junius & Rose, LLP, acting on behalf of Brannan & Bryant Street, LLC (hereinafter "Project Sponsor") filed a request, as modified by subsequent submittals, with the San Francisco Planning Department (hereafter "Department") for a Large Project Authorization pursuant to Planning Code Section 329 with exceptions from Planning Code ("Code") requirements for Phases 1 and 2: "Building Setbacks and Streetwall Articulation," "Street Frontage," "Off-Street Loading," "Wind," "Bulk Controls," and "Horizontal Mass Reductions,"; Phase 1: "POPOS Design,"; and Phase 2: "Curb Cut Restrictions", to demolish four existing one- and- two-story commercial and industrial buildings and associated surface parking on the site (598 Brannan Street and 639, 645, and 649-651 Bryant Street), and to construct three 10-to-13-story mixed-use office buildings containing a mix of office, institutional, commercial, and PDR (Production, Distribution & Repair) uses (collectively, the "Project").

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

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

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

On May 29, 2019, the Department determined that the Project did not require further environmental review under Section 15183 of the CEQA Guidelines and Public Resources Code Section 21083.3. The Project is consistent with the adopted zoning controls in the Central SoMa Area Plan and was encompassed within

the analysis contained in the EIR. Since the EIR was finalized, there have been no substantive changes to the Central SoMa Area Plan and no substantive changes in circumstances that would require major revisions to the EIR due to the involvement of new significant environmental effects or an increase in the severity of previously identified significant impacts, and there is no new information of substantial importance that would change the conclusions set forth in the Final EIR. The file for this project, including the Central Soma Area Plan EIR and the Community Plan Exemption certificate, is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, San Francisco, California.

Planning Department staff prepared a Mitigation Monitoring and Reporting Program ("MMRP") setting forth mitigation measures that were identified in the Central SoMa Plan EIR that are applicable to the Project. These mitigation measures are set forth in their entirety in the MMRP attached to the Motion as EXHIBIT C.

On June 6, 2019, the Commission adopted Motion No. 20460, approving an Office Development Authorization for the Project (Office Development Authorization Application No. 2012.0640B). Findings contained within said motion are incorporated herein by this reference thereto as if fully set forth in this Motion.

On June 6, 2019, the Commission adopted Resolution No. 20461, authorizing the waiver or reduction of development impact fees associated with the Project in exchange for the Sponsor's agreement to provide land for construction of a public park on an approximately 39,661 square foot portion of the Project site.

On June 6, 2019, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Large Project Authorization Application No. 2012.0640ENX.

The Planning Department Commission Secretary is the custodian of records located in the file for Case No. 2012.0640ENX at 1650 Mission Street, Fourth Floor, San Francisco, California.

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

**MOVED**, that the Commission hereby approves the Large Project Authorization requested in Application No. 2012.0640ENX, subject to the conditions contained in "EXHIBIT A" of this motion and incorporated by reference, based on the following findings:

## FINDINGS

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

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

2. **Project Description.** The Project would demolish all existing buildings and associated surface parking on the site and construct three 150-to-185-foot-tall, 10-to-13-story, mixed-use office buildings in two phases as follows:

Phase 1

- Building 1 would be a mixed-use office building reaching a height of 160 feet (180 ft. to top of rooftop mechanical screening), located at the northeast corner of Brannan and 5th streets, with 289,087 square feet of office use and 22,831 square feet of combined retail and PDR.
- Building 2 would be a mixed-use office building reaching a height of 185 feet (205 ft. to top of rooftop mechanical screening), located at the southeast corner of 5th and Welsh streets, with 422,049 square feet of office use and 27,036 square feet of combined retail and PDR.

Collectively in Phase 1, the Project would result in:

- 711,136 square feet of office
- 37,527 square feet of PDR
- 11,890 square feet of neighborhood serving retail
- 16,505 square feet of POPOS
- Land dedication to Mayor's Office of Housing for affordable housing site (Building 4)
- Land dedication to the City for an approximately 1-acre public park
- Sidewalk and alley improvements (5<sup>th</sup>, Brannan and Welsh Streets)
- Contribution to a new signalized crosswalk across 5<sup>th</sup> Street

Phase 2

- Building 3 would be a mixed-use office building reaching a height of 150 feet (170 ft. to top of rooftop mechanical screening), located mid-block on Bryant Street, with 211,601 square feet of office use, 11,054 square feet of combined retail and PDR and 5,546 square feet of child care facility.

In Phase 2, the Project would result in:

- 211,601 square feet of office
- 11,054 square feet of PDR
- 5,546 square foot childcare facility
- 2,831 square feet of POPOS
- Development of public park
- Sidewalk and alley improvements (Bryant and Freelon Streets)

In addition, the Project Sponsor has elected to dedicate an approximately 12,800 square foot parcel to the Mayor's Office of Housing and Community Development for construction of a future 100% affordable housing building (Building 4). The schedule for design and development of this building would be determined by the Mayor's Office of Housing and Community Development.



In summary, Buildings 1, 2 and 3 would contain a total of approximately 922,737 gsf of office space, approximately 60,471 gsf of ground-floor retail/PDR space and 5,546 gsf of institutional child care space. Buildings 1, 2, and 3 would be served by below-grade garages accessed along Freelon and Bryant Streets and collectively containing 200 off-street parking spaces. Buildings 2, 3, and 4 (future affordable housing site) would be separated by a central, approximately 39,661-square-foot public park.

3. **Site Description and Present Use.** The Project site spans four separate parcels (collectively encompassing approximately 4.5 acres) with addresses located at 598 Brannan Street and 639, 645, and 649-651 Bryant Street (Assessor's Block 3777, Lots 045 and 50-52) in San Francisco's South of Market Neighborhood. The Project site is located on the City block generally bounded by Bryant Street to the north, 4<sup>th</sup> Street to the east, Brannan Street to the south, and 5<sup>th</sup> Street to the west. Freelon and Welsh Streets also partially bisect and terminate within the block. The subject site has approximately 275-ft of frontage along Brannan Street; 355-ft of frontage along 5<sup>th</sup> Street; 275-ft of frontage along Bryant Street; and 310-ft along both Freelon and Welsh Streets. Currently, the subject parcels contain four one- and two-story industrial buildings that measure approximately 70,400 gross square feet, and associated surface parking with space for 272 vehicles.

639 Bryant Street (Assessor's Block/Lot: 3777/052) is a 59,812-square-foot lot at the northeast corner of the site which is currently owned by City under the jurisdiction of the San Francisco Public Utilities Commission ("PUC"). As a component of the Project, the Project Sponsor has proposed to enter into an agreement with the City by which it would agree to transfer 639 Bryant Street to the sponsor in exchange for the sponsor's transfer of an alternate approximately 343,882-square-foot property at 2000 Marin Street to the City for PUC use (the "Land Swap"). In connection with the Land Swap, the sponsor further proposes to construct and transfer to the City an approximately 39,661-square-foot public park at the center of the site (the "Proposed Park"). This agreement has already been tentatively approved by the Board of Supervisors via *Conditional Land Disposition and Acquisition Agreement-Potential Exchange of 639 Bryant Street for 2000 Marin Street* (Resolution No. 248-18, Board of Supervisors File No. 180550).

4. **Surrounding Properties and Neighborhood.** The Project site is located in the South of Market Neighborhood, within the CMUO (Central SoMa Mixed Use-Office) and Central SoMa Special Use Zoning Districts. The SoMa neighborhood is a high-density downtown neighborhood with a mixture of low- to mid-rise development containing commercial, office, industrial, and residential uses, as well as several undeveloped or underdeveloped sites, such as surface parking lots and single-story commercial buildings. Immediately north of the site along both sides of Bryant Street are one- to two-story industrial and office buildings, including automobile repair shops and a vacant lot. East of the site are a variety of commercial, mixed-use, and residential buildings. Single-family residences that range from two- to three-stories in height are located along both sides of Freelon Street and immediately adjacent to the project site. The San Francisco Tennis Club and the Academy of Art School of Interior Architecture and Design are located south of the site, across Brannan Street. Various commercial and industrial uses are located west of the project site across 5<sup>th</sup> Street, including the San Francisco Flower Market (Flower Mart).

5. **Public Outreach and Comments.** To date, the Department has not received any comments regarding the Project. The Project Sponsor conducted extensive community outreach, including approximately 25 meetings with individual stakeholders and 10 separate workshops and community outreach forums.
6. **Planning Code Compliance:** The Commission finds and determines that the Project is consistent with the relevant provisions of the Planning Code in the following manner:

- A. **Permitted Uses in the CMUO Zoning District.** Planning Code Section 848 states that office; most retail; institutional (except for hospital and medical cannabis dispensary); residential; and certain production, distribution, and repair uses are principally permitted within the CMUO Zoning District.

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

- B. **Floor Area Ratio and Purchase of Transferrable Development Rights (TDR).** Planning Code Section 124 establishes basic floor area ratios (FAR) for all zoning districts. However, in the Central SoMa SUD, no maximum floor area ratio applies to development on lots zoned CMUO.

Rather, parcels located in Central SoMa Fee Tier C that contain new construction of 50,000 non-residential gross square feet or more and have a FAR of 3-to-1 or more are required to acquire TDR from a Transfer Lot in order to exceed an FAR of 3-to-1, up to an FAR of 4.25 to 1. Above an FAR of 4.25 to 1, the acquisition of additional TDR is not required. Section 128.1(b) states that both land dedicated to the City for affordable housing pursuant to Section 249.78 and land dedicated to the City for publicly-owned parks or publicly-owned recreation centers pursuant to Sections 263.32 or 263.34 is exempted from the calculation of the lot area subject to this requirement.

*The Project consists of nonresidential new construction that is greater than 50,000 square feet. It is classified as a "Tier C" site and has an FAR of greater than 3 to 1. As such, it must acquire TDR to develop the area from 3 to 1 to 4.25 to 1. The Project site has a total area of 195,467 square feet. However, in Phase 1, the Project intends to dedicate (1) an approximately 39,661 square foot portion of the site to the City for development of a public park; and (2) an approximately 12,800 square foot parcel to the City for affordable housing pursuant to Section 249.78 and 263.32, resulting in a lot area of approximately 143,787 for purposes of calculating the TDR requirement. Accordingly, the Project is anticipated to require the purchase of TDR for approximately 179,734 square feet for the area of development between an FAR of 3-to-1 and 4.25-1. The TDR will be provided according to the land associated with each phase of development.*

- C. **Setbacks, Streetwall Articulation, and Tower Separation.** Planning Code Section 132.4 outlines setback, streetwall articulation, and tower separation controls in the Central SoMa SUD. Section 132.4(d)(1) requires that buildings within the Central SoMa SUD be built to the street-or alley-facing property line up to 65 feet in height, subject to certain exceptions; and that mid-rise buildings provide a 15-foot setback above a height of 85 feet, extending at least 60 percent of the frontage

length at all street- and alley-facing property lines, and for the entire frontage along interior property lines. Section 132.4 also provides setback and separation controls for "tower" development above a height of 160 feet in the Central SoMa SUD, however mid-rise development that receives a height bonus of up to 25 feet pursuant to Section 263.32, resulting in a total building height of more than 160 feet, is not subject to these tower setback or separation controls.

*The Project will entail construction of three separate buildings in two phases. The Project is seeking exception from certain streetwall articulation and setback requirements of Section 132.4 in connection with Buildings 1, 2 and 3 as part of the Large Project Authorization (See Below).*

- D. Non-Residential Usable Open Space in the Eastern Neighborhoods.** Per Planning Code Section 135.3, within the Eastern Neighborhoods Mixed Use Districts, retail, eating and/or drinking establishments, wholesale, home and business services, arts activities, institutional and like uses must provide 1 square foot of open space per each 250 square feet of occupied floor area of new or added square footage. Office uses must provide must provide 1 square foot of open space per each 50 square feet of occupied floor area of new, converted or added square footage. However, these requirements do not apply to projects within the Central SoMa SUD, which are instead subject to privately-owned public open space requirement pursuant to Section 138 (a)(2).

*The Project is located within the Central SoMa SUD and subject to privately-owned public open space requirement (POPOS) per Planning Code Section 138(a)(2). Therefore, the Project is not subject to a non-residential usable open space requirement per Section 135.3.*

- E. Privately-Owned Publicly Accessible Open Space.** Per Planning Code Section 138, projects proposing construction of 5,000 gross square feet or more of new non-residential use, excluding institutional, retail, and PDR uses in the Central SoMa SUD, are required to provide POPOS at a rate of 1 square foot for each 50 square feet of applicable use. POPOS may be provided on the Project Site or within 900 feet. On sites of at least 39,661 square feet located south of Bryant, the required POPOS must be provided outdoors, and such Projects may not pay an in-lieu fee for any POPOS not provided. Pursuant to Section 138(d)(2), outdoor POPOS must be provided at street grade up to an amount that equals 15% of the lot area—any additional required open space may be provided above street grade. Outdoor POPOS provided at grade and must be open to the sky and must be maximally landscaped with plantings on horizontal and vertical surfaces. Buildings that directly abut the open space must meet the active space requirements of Section 145.1. All POPOS space must include at least one publicly-accessible potable water source convenient for drinking and filling of water bottles; any food service area provided in the required open space cannot occupy more than 20% of the open space; and any restaurant seating may not take up more than 20% of the seating and tables provided in the required open space; and all spaces must facilitate three-stream waste sorting and collection.

*Per the Project's Phasing Plan, 16,505 square feet of POPOS will be constructed in Phase 1 and 2,831 square feet in Phase 2. In Phase 1, the Project includes 711,136 square feet of non-residential use; therefore, a POPOS measuring 14,223 square feet would be required. Per the Phasing Plan, the Project provides sufficient amount of POPOS in Phase 1. In Phase 2, the Project includes 211,601 square feet of non-*

*residential use; therefore, a POPOS measuring at least 4,232 square feet would be required. Given the size of the Phase 1 POPOS, in combination with the Phase 2 POPOS, the Project would meet the POPOS requirement in terms of quantity.*

*In total, in Phase 1 and Phase 2, the Project would contain approximately 922,737 gross square feet of new non-residential use (excluding retail, institutional, and PDR area, which are exempt), and is therefore required to provide approximately 18,455 gross square feet of POPOS. Collectively in Phase 1 and Phase 2, the Project would provide approximately 19,336 square feet of POPOS, thus exceeding this requirement.*

*However, the Project is seeking an exception from POPOS design standards as part of the Large Project Authorization Exceptions for Key Sites in Central SoMa to provide locate a portion of the POPOS space under cantilevered building sections and a wind gate screening feature.*

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

*The Project includes the new construction of a multi-building mixed use development on a site that is greater than one-half acre in area. The Project has submitted a streetscape plan in compliance with the Better Streets Plan and proposes numerous improvements including installation of new street trees, curb extensions, and sidewalk improvements. Therefore, the Project complies with Planning Code Section 138.1.*

- G. Bird Safety.** Planning Code Section 139 outlines the standards for bird-safe buildings, including the requirements for location-related and feature-related hazards.

*The Project site is not located in close proximity to an Urban Bird Refuge. The Project meets the requirements of feature-related standards and does not include any unbroken glazed segments 24-square feet and larger in size; therefore, the Project complies with Planning Code Section 139.*

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

*The Project includes a 24-foot, 2-inch wide loading dock and 27-foot wide parking garage entrance in Building 3, along Bryant Street; one shared 30-foot wide parking and loading ramp in Building 2, along Welsh Street--all which exceed the maximum widths requirements. Thus, the Project is seeking an exception from this standard as part of the Large Project Authorization.*

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



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

*Except for allowable parking and loading access, building egress, and access to mechanical systems, the Project would provide active uses along all subject street frontages and lining POPOS areas. Buildings 1 and 2 provide ground floor retail, micro-retail and PDR, while Building 3 provides ground floor PDR and childcare. Therefore, the Project meets the requirements of Planning Code Sections 145.1. and 249.78(c)(1).*

- J. Street Facing Ground Level Spaces.** Per Planning Code Section 145.1(c)(5), the floors of street-fronting interior spaces housing non-residential active uses and lobbies shall be as close as possible to the level of the adjacent sidewalk at the principal entrance to these spaces.

*The active uses along the ground floor of each building are immediately adjacent to sidewalks and walkways and, therefore, meets the requirements for ground-level street-facing spaces of Planning Code Section 145.1.*

- K. Transparency and Fenestration.** Per Planning Code Sections 145.1(c)(6) and 249.78(c)(1)(F), building frontages with active uses must be fenestrated with transparent windows and doorways for no less than 60% of the street frontage at the ground level and allow visibility to the inside of the building. In the Central SoMa SUD, street frontages greater than 50 linear feet with active PDR uses fenestrated with transparent windows and doorways for no less than 30% of the street frontage at the ground level and allow visibility into the building. The use of dark or mirrored glass does not count towards the required transparent area.

*The Project meets all requirements for transparency and fenestration of building frontages.*

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

*Based on a detailed shadow analysis, the Project does not cast any net new shadow on property under the jurisdiction of the Recreation and Parks Commission. The Project has been designed to minimize shadow to non-Recreation and Parks Commission publicly-accessible open spaces by separating development into four buildings and staggering the massing of each to maximize view corridors, light, and air access to newly-developed open spaces. Accordingly, the Project as designed complies with the requirements of Section 147.*

- M. Off-Street Parking.** Off-street parking is not required for any use in the CMUO Zoning District. Planning Code Section 151.1 allows off-street parking at a maximum ratio of up to one car per 3,500 square feet of Occupied Floor Area of office use. The maximum ratio for retail uses is one for each 1,500 square feet of Gross Floor Area. The maximum ratio for industrial use is one car for each 1,500 square feet of Occupied Floor Area.

*Upon authorization of Phase 2 and final completion of both Phase 1 and Phase 2, the Project would contain approximately 922,737 gross square feet of office use, 16,741 gross square feet of retail use, and 48,581 gross square feet of PDR use and would provide up to 200 off-street parking spaces to serve these non-residential uses. Therefore, the Project complies with the requirements of Planning Code Section 151.1.*

- N. Required Off-Street Freight Loading.** Planning Code Section 152.1 requires 0.1 space per 10,000 square feet of occupied floor area of office use. For retail uses between 10,001 and 20,000 sf of occupiable floor area ("ofa"), 1 off-street loading spaces is required. For many PDR uses between 10,001 and 50,000 sf of ofa, 1 off-street loading space is required. Planning Code Section 154 requires freight loading spaces to have a minimum length of 35 feet, a minimum width of 12 feet, and a minimum vertical clearance including entry and exit of 14 feet, subject to certain exceptions.

*The Project would contain approximately 922,737 gross square feet of office use; 11,890 gross square feet of retail uses; and 48,581 gross square feet of PDR use upon completion of both Phase 1 and Phase 2. The Project is required to provide 12 freight loading spaces (9 spaces for Phase 1 Buildings 1 & 2, and 3 spaces for Phase 2 Building 3). The Project would provide 6 freight loading spaces in the shared garage of Buildings 1 and 2, and one at-grade loading space on Building 3. The Project is requesting exception from freight loading requirement per Section 152.1 for the remaining 3 spaces as part of the Large Project Authorization. In addition, the Project is requesting exception from minimum vertical clearance height of freight loading spaces per Section 154, to provide a vertical clearance height of 13' 6" for the loading entrance along Welsh and 13' for the loading entrance along Bryant.*

- O. Bicycle Parking.** Per Planning Code Section 155.2, office use requires 1 Class One space for every 5,000 sf of occupiable floor area ("ofa"), and a minimum of 2 Class Two spaces for any office use greater than 50,000 sf of office use, and one Class Two space for each additional 50,000 sf of office use. Bicycle parking for other proposed PDR, retail, and institutional uses vary by use type.

*The Project will provide 397 Class 1 and 155 Class 2 bicycle spaces in Phase 1, and 116 Class 1 and 45 Class 2 bicycle spaces in Phase 2, resulting in a total of approximately 513 Class 1 bicycle parking spaces and 209 Class 2 bicycle spaces across its three buildings, which exceeds maximum bicycle parking requirements for all uses within the Project and, thus complies with Planning Code Section 155.2.*

- P. Curb Cut Restrictions.** Section 155(r) limits curb cuts for garage entries, private driveways, or other direct access to off-street parking or loading. New curb cuts are not permitted along Brannan Street from 2<sup>nd</sup> to 6<sup>th</sup> Streets. Planning Code Section 329 allows for an exception to this requirement specifically for the site as a Key site.

*The Project will create a new curb cut along its Bryant Street frontage between 5<sup>th</sup> and 6<sup>th</sup> Streets to facilitate parking and loading access, and is therefore seeking exception from Section 155(r) as part of the Large Project Authorization (See Below).*

- Q. Showers and Lockers.** Section 155.4 requires that showers and lockers be provided in new buildings. Non-retail sales and service, institutional, industrial, arts, entertainment, and trade shop

uses require four showers and 24 clothes lockers where the occupied floor area exceeds 50,000 square feet. Retail uses require one shower and six clothes lockers where the occupied floor area exceeds 25,000 square feet but is no greater than 50,000 square feet, and two showers and 12 clothes lockers where the occupied floor area exceeds 50,000 square feet.

*The Project contains greater than 50,000 square feet of combined occupied floor area of non-retail sales and services, institutional, industrial, arts, entertainment, and/or trade shop use, and will therefore be required to provide four showers and 24 clothes lockers. No requirement applies to the Project's 16,741 square feet of retail area. The Project will provide showers and locker facilities in the podium basement of Buildings 1 & 2 in Phase 1 and in the basement level of Building 3 in Phase 2; therefore, the Project complies with Section 155.4.*

- R. Car Share.** Planning Code Section 166 requires non-residential development containing 50 or more off-street parking spaces to provide a ratio of one car-share space, plus one additional car-share space for every 50 parking spaces over 50. No car-share spaces are required for residential buildings with no off-street parking.

*The Project will provide 155 off-street parking spaces and 3 car share spaces in Phase 1 and 45 off-street parking spaces and 1 car share space in Phase 2, for a total of 200 off-street parking spaces serving non-residential uses and 4 car share spaces. The Project would provide 4 car-share spaces and therefore the Project complies with Planning Code Section 166.*

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

*The Project submitted a completed Environmental Evaluation Application prior to September 4, 2016 and must achieve 75% of the point target established in the TDM Program Standards, resulting in a target of 23 points for office use; 15 points for retail use; 11 points for PDR use, and no points for residential use. As currently proposed, the Project will achieve its required points through the following TDM measures:*

- *Improve Walking Conditions (Option B – Office; Option C – Retail)*
- *Bicycle Parking (Option C – Office & Retail)*
- *Bicycle Repair Station*
- *Car-share Parking and Membership (Option C – Office, Retail & PDR)*
- *Delivery Supportive Amenities*
- *Multimodal Wayfinding Signage*
- *Real Time Transportation Information Displays*
- *Tailored Transportation Marketing Services (Option B – Office & Retail)*
- *Unbundle Parking (Option D – Office)*
- *Parking Cash Out: Non-Residential Tenants (Office & Retail)*
- *Parking Supply (Option C – Other; Option D – Office)*

- *Parking supply less than the neighborhood parking rate*

- T. Central SoMa Special Use District Community Development Control – Land Dedication.** Planning Code Section 249.78(e)(2) states that non-residential development in the Central SoMa SUD may opt to fulfill its requirements per Planning Code Section 413 (Jobs-Housing Linkage Fee) through the Land Dedication Alternative contained in Section 413.7. Section 413.7 states that the value of the dedicated land shall be determined by the Director of Property pursuant to Chapter 23 of the Administrative Code, but shall not exceed the actual cost of acquisition by the project sponsor of the dedicated land in an arm's length transaction. Projects that utilize this land dedication alternative are subject to the requirements of Section 419.5(a)(2)(A) and (C) through (J). In order to elect the land dedication alternative, the Project must obtain a letter from MOHCD verifying acceptance of site before it receives project approvals from the Planning Commission, which shall be used to verify dedication as a condition of approval.

*The Project contains non-residential development in the Central SoMa SUD that is subject to the requirements of Planning Code Section 413. The Project has elected to satisfy all or a portion of its obligation under Section 413 through the land dedication alternative, and has obtained the required conditional approval letter from MOHCD. The Project's land dedication election shall be reflected in conditions of approval for this Motion.*

- U. PDR Replacement.** Per Planning Code Section 249.78(c)(5)(D), a project proposing the development of 50,000 gross square feet or more of office use within the Central SoMa SUD must provide PDR use or Community Building Space in an amount equal to the greater of either (1) PDR space as required under Planning Code Section 202.8; (2) on-site space equal to 40% of the lot area (in which case land dedicated to building affordable housing, POPOS and mid-block alleys fully open to the sky except for permitted obstructions and certain cantilevered building areas, and any portion of the property containing buildings dedicated to residential use or ground floor child care facilities are exempt from the calculation of the lot area); (3) off-site space equal to 150% of gross square feet of the on-site PDR requirement, within a prescribed geographic area; or (4) preservation of existing PDR uses off-site, at a minimum of 200% of the on-site requirement, for the life of the project, within a prescribed geographic area.

*The Project proposes development of more than 50,000 gross square feet of office use and is located within the Central SoMa SUD. The Project site currently contains approximately 16,000 gross square feet of PDR use, which would be removed by the Project. The Project site has an adjusted lot area of approximately 118,124 for purposes of calculating on-site PDR replacement requirements of Section 249.78(c)(5)(D), resulting in a requirement to provide a total of approximately 47,249 gross square feet of PDR or Community Building Space use. This value exceeds the approximately 16,000 gross square feet of replacement PDR use that would otherwise apply to the Project under Planning Code Section 202.8. The Project would provide approximately 48,581 gross square feet of PDR or Community Building Space use, exceeding the requirements of Section 249.78(c)(5)(D), with 37,527 square feet of PDR in Phase 1 and 11,054 square feet of PDR in Phase 2.*



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

*The Project site is approximately 195,467 square feet. However, it is anticipated that approximately 39,661 square feet of the total site area will be dedicated to the City for development of a public park and an approximately 12,800 square foot parcel will be dedicated to the City for development of affordable housing. The resulting 143,787 square foot Project site results in a total requirement to provide 7 micro retail spaces. The Project will meet this requirement at the ground floors of Buildings 1, 2, & 3; therefore, the Project complies with Planning Code Section 249.78(c)(4)(B).*

- W. **Central SoMa SUD, Use on Large Development Sites.** Per Section 249.78(c)(6), on sites larger than 39,661 square feet south of Harrison Street that involve new construction or an addition of at least 100,000 square feet, at least two-thirds of the gross floor area of all building area below 160 feet in height shall be non-residential.

*The Project site is located south of Harrison Street and is larger than 39,661 square feet. Building 1 (non-residential building) will reach 159 feet, 6 inches in height; Building 2 (non-residential building) will reach 185-feet in height; Building 3 (non-residential building) will reach 149- feet, 9 inches in height; thus greater than 2/3 of all Project development below 160 feet in height will be non-residential. Accordingly, the Project complies with Section 249.78(c)(6).*

- X. **Central SoMa SUD, Solar and Living Roof Requirements (Section 249.78(d)(4)).** Solar and living roof requirements apply to lots of at least 5,000 square feet within the Central SoMa SUD where the proposed building constitutes a Large or Small Development Project under the Stormwater Management Ordinance and is 160 feet or less. For such projects, at least 50% of the roof area must be covered by one or more Living Roofs. Such projects must also comply with Green Building Code standards for solar photovoltaic systems and/or solar thermal systems. Finally, these project must commit to sourcing electricity from 100% greenhouse gas-free sources. Projects with multiple buildings may locate the required elements of this section on any rooftops within the project, so long as an equivalent amount of square footage is provided.

*The Project constitutes a Large Development Project under the Stormwater Management Ordinance, and Buildings 1, and 3 will reach a height to roof of 160 feet or less. The Project will provide solar and living roof features, and will commit to sourcing electricity from 100% greenhouse gas-free sources in compliance with Section 249.78(d)(4).*

- Y. **On-Site Child Care Facilities** – Planning Code Section 249.78(e)(4) requires that, prior to issuance of a building or site permit for a development project subject to the requirements of Section 414.4 (Child Care Requirements for Office and Hotel Development), a Project within the Central SoMa

SUD must elect its choice of the options described in subsection (A), (B) and (E) of Section 414.4(c)(1) as a condition of Project approval to fulfill the Child Care requirements.

*The Project is subject to the requirements of Planning Code Section 414.4 and is located within the Central SoMa SUD. The Project has elected the compliance option under Section 414.4(c)(1)(E) to "combine payment of an in-lieu fee to the Child Care Capital Fund with construction of a child care facility on the premises or providing child-care facilities near the premises, either singly or in conjunction with other sponsors pursuant to 414.9." The Project has elected this option in conjunction with the sponsors of the proposed residential development at 655 4<sup>th</sup> Street. A 5,546 gsf child care facility will be provided on the Project site, and the projects will satisfy the remainder of their joint obligation with the proposed development at 655 4<sup>th</sup> Street (the Creamery) through Fee payment according to the formula provided in Section 414.9. This election will be reflected as a condition of approval to the Large Project Authorization. The child care facility will be located in Building 3, which will be constructed in Phase 2 of the Project.*

- Z. Wind.** Planning Code Section 249.78(d)(7) provides thresholds for wind comfort and wind hazard levels associated with development within the Central SoMa SUD. Projects must generally refrain from resulting in wind speeds exceeding a specified "comfort" and "hazard" levels, provided that exceptions may be granted from these standards as part of a Large Project Authorization.

*The Project's wind study indicates that it will result in test locations exceeding the standards set forth in Section 249.78(d)(7) for "comfort" and "one-hour hazard" criterion. The Project is seeking an exception from these standards, pursuant to Planning Code Section 329(d)(13)(D), as part of the Large Project Authorization for projects within the Central SoMa SUD.*

- AA. Mass Reduction and Bulk Limits.** Planning Code Sections 261.1 and 270(h) apply the massing standards to development at the Project site, including the following standards:

Narrow Alley and Mid-Block Controls (Section 261.1). This Section provides minimum setback requirements for development along the north and south sides of east-west narrow streets in the Central SoMa Plan Area (which include Freelon and Welsh Streets on the Project site) beginning at a point 60 feet in from a street wider than 40 feet. This Section further requires that the façade of Buildings 1 and 2 fronting the new 35-foot wide mid-block alley per Section 270.2 that connects from 5<sup>th</sup> Street to Freelon provide a setback of 5 feet above a height of 35 feet, and that the façade of Building 3 fronting the new approximately 29-foot wide mid-block alley per Section 270.2 that connects from Bryant Street to the public park at the center of the site provide a 10' setback above a height of 25 feet.

Apparent Mass Reduction (Section 270(h)(2)). Projects within the CS Bulk District are subject to Apparent Mass Reduction controls. Projects on the north side of a "major street" within a 160-foot height district must provide a 70% apparent mass reduction at 85 feet and above. Projects on the south side of a "major street" within a 160-foot height district are subject to an 80% apparent mass reduction requirement above 85 feet. Projects on the south side of "major street" within a 130-foot height district must provide a 67% apparent mass reduction at 85 feet and above.

*These Sections would apply the following massing standards to development at the site:*

- 1) *Building 1 to provide a 70% Apparent Mass Reduction ("AMI") along both its Brannan and 5th Street façades, and to provide a 5-foot setback above a height of 35 feet along its north and east façades facing mid-block alleys;*
- 2) *Building 2 to provide a 70% AMI along its 5th Street façade; along much of Welsh Street to setback upper stories at the property line such that they avoid penetration of a sun access plane defined by an angle of 45 degrees extending from the opposite northerly property line; and to provide a 5-foot setback above a height of 35 feet along its south façade facing the mid-block alley;*
- 3) *Building 3 to provide a 67% AMI along its Bryant Street façade, and to provide a 10' setback above a height of 25 feet along its west façade facing the mid-block alley.*

*As designed, the Project's apparent massing is as follows:*

- 1) *45% AMI for Building 1's Brannan Street façade and 48% AMI for its 5th Street façade (instead of 70%);*
- 2) *66% AMI for Building 2's Brannan Street façade (70% required) and 59% for its Welsh Street façade (67% required);*
- 3) *47% AMI for Building 3's Bryant Street façade (67% required).*

*Freelon and Welsh Streets on the Project site are east-west narrow streets subject to Section 261.1. The Project is seeking exception from these standards with regard to a portion of Building 2 as part of the Large Project Authorization. In addition, the Project also seeks exception from mid-block alley setback requirements pursuant to Section 261.1 for the northern and eastern façades of Building 1, southern façade of Building 2, and western façade of Building 3.*

*Brannan, Bryant, and 5th Streets are all considered "major streets" subject to apparent mass reduction requirements under Section 270(h). The Project is seeking exception from these standards with regard to portions of Buildings 1, 2, and 3.*

- BB. Transportation Sustainability Fee ("TSF").** Planning Code Section 411A outlines the requirements for TSF, which applies to the construction of a new non-residential use in excess of 800 gross square feet and to new construction of a PDR use in excess of 1,500 gross square feet.

*The Project would contain non-residential use in excess of 800 gross square feet, and PDR use in excess of 1,500 gross square feet. These uses would be subject to the TSF requirement, as outlined in Section 411A.*

- CC. Eastern Neighborhoods Infrastructure Impact Fee.** Planning Code Section 423 outlines the requirements for the Eastern Neighborhoods Infrastructure Impact Fee, which applies to all new construction within the Eastern Neighborhoods Plan Area.

*The Project is located within the Eastern Neighborhoods Plan Area, and would result in new construction. The Project is subject to Eastern Neighborhoods Infrastructure Impact Fee requirements for Tier C development, as outlined in Section 423.*

- DD. Jobs-Housing Linkage Fee.** Planning Code Section 413 outlines the requirements for the Jobs-Housing Linkage Fee, which applies to any project resulting in a net addition of at least 25,000 gsf certain uses, including office and retail. Credits are available for existing uses on site.

*The Project would contain more than 25,000 gross square feet of uses subject to the Jobs-Housing Linkage Fee, and would therefore be subject to the requirements of Section 413.*

- EE. Public Art.** Planning Code Section 429 outlines the requirements for public art. In the case of construction of a new non-residential use area in excess of 25,000 sf on properties located in the CMUO Zoning District and located north of Division/Duboce/13<sup>th</sup> Streets, a project is required to include works of art costing an amount equal to one percent of the construction cost of the building.

*The Project is located in the CMUO Zoning District, located north of Division/ Duboce / 13<sup>th</sup> Streets, and will contain greater than 25,000 sf of non-residential use. The Project is subject to the public art requirement, as outlined in Section 429.*

- FF. Central SoMa Community Services Facilities Fee.** Planning Code Section 432 is applicable to any project within the Central SoMa SUD that is in any Central SoMa fee tier and would construct more than 800 square feet.

*The Project would construct more than 800 gross square feet of new use within the Central SoMa SUD. The Project is subject to the Central SoMa Community Services Facilities Fee, as outlined in Planning Code Section 432.*

- GG. Central SoMa Infrastructure Impact Fee.** Planning Code Section 433 is applicable to any new construction or an addition of space in excess of 800 gross square feet within the Central SoMa SUD.

*The Project would construct more than 800 gross square feet of new use within the Central SoMa SUD. The Project is subject to the Central SoMa Infrastructure Impact Fee, as outlined in Planning Code Section 433.*

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

*The Project is located within Central Soma Tier C and proposes development of more than 25,000 square feet of non-residential use. The Project will be required to participate in the Central SoMa CBD in order to exceed Prevailing Building Height and Density Controls.*

- II. Waiver or Reduction of Fees for Public Park in the Central SoMa Plan Area.** Planning Code Section 406 provides that project may elect to provide land and other resources in order to construct a public park on an approximately 40,000 square-foot portion of Block 3777 as called for in the Central SoMa Plan, and in doing so may be eligible for a waiver against all or a portion of fees



otherwise applicable to such development. As part of the approval process for such a project, the Planning Commission may waive all or a portion of the Eastern Neighborhoods Infrastructure Impact Fee, the Central SoMa Infrastructure Impact Fee, the Transit Impact Development Fee, and the Transit Sustainability Fee, and may specify how such waiver would be distributed among the aforementioned fees, provided such total amount does not exceed the value of the park land, which shall be calculated based on actual costs to acquire the land.

*On July 24, 2018 per Resolution No. 248-18 (File No. 180550), the Board of Supervisors adopted a Conditional Land Disposition and Acquisition Agreement for the City's future transfer of real property at 638 Bryant Street (APN Block No. 3777, Lot No. 052) under the jurisdiction of San Francisco Public Utilities Commission (SFPUC) in exchange for real property at 2000 Marin Street (APN Block No. 4346, Lot No. 002). This agreement provides an exchange of land for the public park provided as part of the Project.*

*The Project proposes to dedicate land for construction of a public park on an approximately 39,661 square-foot portion of Block 3777 in Phase 1 and is therefore eligible for waiver or reduction of all or a portion of its otherwise applicable Eastern Neighborhoods Infrastructure Impact Fee, Central SoMa Infrastructure Impact Fee, Transit Impact Development Fee, and Transit Sustainability Fee. The Sponsor has entered a waiver agreement with the City pursuant to Section 406(e) and the Planning Commission approved the Fee Waiver in Resolution No. XXXXX. Per this agreement the Sponsor will be entitled to a reduction of all or a portion of the above-specified fees. Final approval of the Conditional Land Disposition and Acquisition Agreement by the Board of Supervisors is necessary to facilitate both the construction of the public park as well as the fee waiver.*

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

- a) **Overall building mass and scale.** *The Project's mass and scale are appropriate for the large lot and surrounding context. The existing SoMa neighborhood is a high-density downtown neighborhood with a mixture of low- to- mid-rise development containing commercial, office, industrial, and residential uses, as well as several undeveloped or underdeveloped sites, such as surface parking lots and single-story commercial buildings. The massing of individual structures has also been designed to respect the scale and character of the evolving Central SoMa neighborhood. The Project site is located to the immediate north (across Brannan Street) from the San Francisco Tennis Club, which is anticipated for redevelopment with two mixed-use office towers reaching heights of 225 and 185 feet and containing approximately 840,240 gsf of office space, 8,000 gsf of PDR, 16,590 gsf of retail, 4,400gsf of child care, and 30,000 gsf of community/recreation center use. The Project site is located immediately east (across 5<sup>th</sup> Street) from the San Francisco Flower Mart, which is anticipated for redevelopment with approximately 2,290,000 gross square feet of above-grade buildings reaching a height of 236 feet, and 500,000 gsf of below grade retail.*

*For Phase 1, the height and massing of the Project's two new buildings, which would range in height from 160 to 185 feet, would be staggered to maximize view corridors, light, and air access to the new mid-block public park.*

*In Phase 2, the Project would construct a third mixed-use office building, measuring 130 feet in height, which would complement and complete the overall scale and character of the neighborhood.*

- b) **Architectural treatments, facade design and building materials.** *The Project proposes varied and engaged architecture that creates a sense of “urban campus” focused around the large public park. It proposes high-quality treatments, design, and building materials that vary across the Project site.*

*Building 1 and 2 will feature similar materials, including wood cladding and a frameless glass storefront system along the base, with a terracotta facade with painted metal framed windows above. The mechanical screen will be painted perforated metal terracotta color options include orange, pastel red, sand, and iron gray. These buildings are roughly divided into three-to-four-part vertical stacked composition, with each layer of the building slightly offset from the layer above or below it. This design creates an opportunity for a number of terraces and courtyard spread throughout the two buildings. They also vary in height, enhancing visual interest. Each building features unique “pop-outs” that further create a sense of scale.*

*The materials of Building 3 are similar – including frameless glass along the base and vertical and horizontal bands of terracotta facade. But it includes a large glass curtainwall system and a different color scheme which differentiates it and creates a sense of visual interest.*

- c) **The design of lower floors, including building setback areas, commercial space, townhouses, entries, utilities, and the design and siting of rear yards, parking and loading access.** *The Project’s ground floor is designed to provide predominantly retail, PDR, and institutional (child care) use fronting on attractively-landscaped publicly-accessible open spaces. These uses feature largely transparent facades and vary significantly in terms of size and function. Their location, lining the project’s new mid-block alleys, will help to further activate the area and draw pedestrian foot traffic from adjacent street frontages to the new approximately 39,661 square foot public park at the center of the site.*
- d) **The provision of required open space, both on- and off-site. In the case of off-site publicly accessible open space, the design, location, access, size, and equivalence in quality with that otherwise required on-site.** *The Project will create approximately 58,997 square feet of usable open space, including an approximately 39,661 square foot public park at the center of the site and 19,336 square feet of POPOS, which would be provided throughout the site. The total area of usable open space provided by the Project (including the public park) exceeds Code requirements. The Central SoMa Plan area currently suffers from a shortage of public parks and recreational areas relative to the number of existing residents. The Central SoMa Plan identifies the Project site as a preferred location for a new public park, noting that the proposed location at the interior of the lot would provide protection from noise and traffic and allow for activation by surrounding ground-floor retail and PDR use within the Project.*
- e) **The provision of mid-block alleys and pathways on frontages between 200 and 300 linear feet per the criteria of Section 270, and the design of mid-block alleys and pathways as required by and pursuant to the criteria set forth in Section 270.2.** *The Project will create three new mid-block alleys and pathways meeting the criteria of Section 270. These passages will connect pedestrians from Brannan, Bryant, and 5<sup>th</sup> Streets to and across the new public park at the center of the site.*

- f) **Streetscape and other public improvements, including tree planting, street furniture, and lighting.** *In compliance with Planning Code Section 138.1, the Project includes numerous streetscape improvements, including installation of new street trees, re-construction and widening of adjacent sidewalks, and installation of new bulb outs, street furniture and lighting.*
  - g) **Circulation, including streets, alleys and mid-block pedestrian pathways.** *The Project would improve circulation in the area by creating three new mid-block alleys along Bryant, Brannan, and 5<sup>th</sup> Streets. The Project would also provide Fire Department access between the current dead-end segments of Welsh Streets at the center of the block, and a new turn-around at the terminus of Freelon Street.*
  - h) **Bulk limits.** *The overall bulk of the Project is minimized by providing three distinct buildings at the site, with staggered height and massing designed to maximize view corridors, light, and air access to the new mid-block park.*
  - i) **Other changes necessary to bring a project into conformance with any relevant design guidelines, Area Plan or Element of the General Plan.** *The Project, on balance, meets the Objectives and Policies of the General Plan. See Below.*
8. **Central SoMa Key Site Exceptions & Qualified Amenities.** Pursuant to Section 329(e), within the Central SoMa SUD, certain Code exceptions are available for projects on Key Sites that provide qualified amenities in excess of what is required by the Code. Qualified additional amenities that may be provided by these Key Sites include: affordable housing beyond what is required under Section 415 et seq.; land dedication pursuant to Section 413.7 for the construction of affordable housing; PDR at a greater amount and/or lower rent than is otherwise required under Sections 202.8 or 249.78(c)(5); public parks, recreation centers, or plazas; and improved pedestrian networks. Exceptions under Section 329(e) may be approved by the Planning Commission if the following criteria are met:
- a) The amenities and exceptions would, on balance, be in conformity with and support the implementation of the Goals, Objectives, and Policies of the Central SoMa Plan,  
  
*The Project's provision of an approximately 39,661 square foot public park at the center of the site and dedication of an approximately 12,800 square foot parcel to the MOHCD for development of 100% affordable housing are in conformity with and directly advance goals and policy objectives of the Central SoMa Plan.*
  - b) The amenities would result in an equal or greater benefit to the City than would occur without the exceptions, and  
  
*The requested exceptions are necessary to secure provision of an approximately 39,661 square foot public park at the center of the site and 100% affordable housing development. These amenities exceed Planning Code requirements for development at the Property.*
  - c) The exceptions are necessary to facilitate the provision of important public assets that would otherwise be difficult to locate in a highly developed neighborhood like SoMa.

*The Central SoMa Plan area currently suffers from a shortage of public parks and recreational areas relative to the number of existing residents. The Central SoMa Plan identifies the Project site as a preferred location for a new public park, noting that the proposed location at the interior of the lot would provide protection from noise and traffic and allow for activation by surrounding ground-floor retail and PDR use within the Project. Due to the scarcity of sizeable publicly-accessible open spaces in Central SoMa, creation of a new park was identified as a high priority of the Plan (Policy 5.2.1). Its provision directly advances Plan Goal 5: Offer an abundance of parks and recreational opportunities. The Project's dedication of land to MOHCD will also provide an opportunity for provision of affordable housing in a densely-developed area where it would be otherwise difficult to locate property for construction of such a public benefit.*

Accordingly, pursuant to Planning Code Sections 329(d) and 329(e) the Planning Commission has considered the following exceptions to the Planning Code, makes the following findings, and grants each exception to the Project as further described below:

- d) **Building Setbacks and Streetwall Articulation (Section 132.4).** Section 132.4 requires, among other items, that (1) buildings within the Central SoMa SUD be built up to the street-or alley-facing property line up to 65 feet in height, subject to the controls of Section 261.1 (additional height limits for narrow streets and alleys) as applicable; and (2) that mid-rise buildings provide a 15-foot setback above a height of 85 feet, extending at least 60 percent of the frontage length along all street- and alley-facing property lines, and for the entire frontage along interior property lines.

*Buildings 1 and 2 front on Brannan, 5<sup>th</sup>, and Welsh Streets, and will reach heights of 160 feet and 185 feet, respectively. The buildings will feature a dynamic cantilevered design, creating the appearance that certain portions of the massing float above others. Building 3 fronts on Bryant Street, and will reach a height of 149 feet 9 inches.*

*Two of the buildings will require exception from building mid-rise setback standards. Specifically, the Brannan Street façade of Building 1 will provide a 15-foot setback at 87-feet; and the Bryant Street façade of Building 3 provides a 15-foot setback at approximately 91 feet instead of 85-feet. The project will also require exception for portions of building frontages set back from the street frontage below a height of 65-feet.*

*These exceptions are minor in scope and necessary to facilitate an innovative architectural design style that meets the intent of Section 132.4 by contributing to the dynamicism of the neighborhood while maintaining a strong streetwall presence and sense of "urban room". This design also allows for the project to shift massing in a manner that maximizes sun access to the public part at the center of the mid-block connections.*

- e) **POPOS Design Standards (Section 138(d)).** Section 138(d) requires outdoor POPOS provided at the property to be open to the sky, except for permitted obstructions per Planning Code Section 136 and subject to and allowance of up to 10% of the space to be located under cantilevered portions of the building if the space has a minimum height of 20 feet. The Project is required to provide 18,455 square feet of POPOS for its 922,737 square feet of office (PDR, retail, and institutional uses are exempted from POPOS calculations in Central SoMa).



*The Project will provide a total of 19,336 square feet of POPOS in the form of attractively landscaped areas at the ground floor, much of which contributes to a series of new mid-block connections leading to the central public park area. This exceeds the code requirement by nearly 1,000 square feet. However, approximately 4,036 square feet of this area will be located beneath cantilevered building portions and a wind gate screening feature necessary to mitigate potential wind comfort and hazard exceedances at the site. The combination of these areas would equal up to 17% of the required POPOS area, exceeding the 10% area allowance under Section 138(d).*

*Exception from this standard is justified as the height of the cantilevered building portions range from 45 to 87 feet above grade, and the proposed wind gate screening feature would be positioned at least 15 feet above grade and feature a largely transparent design. These features would not conflict with the Project's ability to provide attractive, highly-activated, and well-lit outdoor open areas accessible to the public. In addition, unlike any other Key Site in Central SoMa, the project is anticipated to provide a public park that will be approximately twice the size of the proposed POPOS, resulting in substantial provision of outdoor public open areas.*

- f) **Street Frontage Controls (Section 145.1(c)).** This Section requires projects in the CMUO District to limit parking and loading entrances to 1/3 the width of the respective building frontage or 20 feet, whichever is less.

*The Project requires exception for minor variation in garage entry width along Freelon, Welsh, and Bryant Streets. The Project's parking and loading entrances along Bryant Street (Building 3) include a 24-foot, 2-inch-wide loading dock and 27-foot-wide garage ramp. Along Welsh Street, Building 2 would provide one 30-foot-wide shared parking and loading ramp. These exceptions are justified due to the limited number of parking and loading access points provided on the site, and the need for sufficient entrance widths to accommodate parking and loading turn areas within narrow alleys such as Welsh. In addition, the Project's PDR tenants will require adequate loading areas with bigger vehicles than typically found in office developments. The Project design minimizes the potential for pedestrian and vehicle conflicts by avoiding curb cuts along 5<sup>th</sup> and Brannan Streets.*

- g) **Off-Street Loading (Sections 152.1 & 154).** Planning Code Section 152.1 requires the Project is required to provide a total of 12 off-street freight loading spaces (9 spaces for Buildings 1 & 2, and 3 spaces for Building 3). Planning Code Section 154 requires freight loading spaces to have a minimum length of 35 feet, a minimum width of 12 feet, and a minimum vertical clearance including entry and exit of 14 feet, subject to certain exceptions.

*The Project requires exception to provide a total of 6 freight loading spaces located in the shared garage of Buildings 1 and 2, and one freight loading space at grade in Building 3. The Project as designed will provide ample off-street loading to accommodate site deliveries and will see approval of an additional 60-foot' wide on-street loading zone along Bryant that will service Building 3.*

*In addition, the Project requires exception from minimum vertical clearance height of freight loading spaces per Section 154, to provide a vertical clearance height of 13' 6" for the loading entrance along Welsh and 13' for the loading entrance along Bryant Street.*

- h) **Curb Cut Restrictions (Section 155(r)).** Planning Code Section 155(r) requires new development containing curb cuts along Bryant Street between 2<sup>nd</sup> and 6<sup>th</sup> Streets to obtain an exception as part of a Large Project Authorization.

*The Project will locate new curb cuts along its Bryant Street frontage to facilitate parking and loading access below Building 3. This exception is required as there is no alternative street frontage available to locate parking and loading access for this building, and the Project is restricted from providing new curb cuts along its 5<sup>th</sup> Street or Brannan Street frontages.*

- i) **Wind Standards (Section 249.78(d)(7)).** This Section provides thresholds for wind comfort and wind hazard levels associated with development within the Central SoMa Plan area, as follows:

Wind Comfort. Projects must generally refrain from resulting in wind speeds exceeding a "Comfort Level" (ground-level wind speeds of 11 mph in areas of substantial pedestrian use and seven mph in public seating areas between 7 a.m. and 6 p.m., when occurring for more than 15% of the time year round) and may not cause a "Substantial Increase" in wind speeds of more than six miles per hour for more than 15% of the time year round) at any location where the existing or resulting wind speed exceeds the Comfort Level. However, a project may seek exception from this standard if it demonstrates that (1) it has undertaken all feasible measures to reduce wind speeds through such means as building sculpting and appearances, permanent wind baffling measures, and landscaping; and (2) further reducing wind speeds would substantially detract from the building design or unduly restrict the square footage of the project.

Wind Hazard. Projects must refrain from resulting in net new locations with an exceedance of the "One-Hour Hazard Criterion" (ground-level equivalent wind speed of 26 mph for more than one hour per year per test location), except that exceedance from this standard may be allowed by the Planning Commission where (1) The project, with mitigations, does not result in net new locations with an exceedance of the "Nine-Hour Hazard Criterion" (ground-level equivalent wind speed of 26 mph for more than nine hours per year per test location); (2) The project has undertaken all feasible measures to reduce hazardous wind speeds, such as building sculpting and appurtenances, permanent wind baffling measures, and landscaping; and (3) meeting the requirements of the One-Hour Hazard Criterion standard would detract from the building design or unduly restrict the square footage of the project.

*The Project requires exception from both the wind comfort and wind hazard standards. The Project will result in wind speeds at a total of 51 test locations (out of 78) to exceed the Comfort Criterion approximately 18% of the time and will result in two new hazard locations over the one-hour hazard criterion but would not cause any exceedance of the nine-hour hazard criterion.*

*Exception from these standards are justified because:*

*(1) The project would not result in any exceedance of the Nine Hour Hazard Criterion;*

*(2) The project has undertaken all feasible measures to reduce hazardous wind speeds including refinement of building massing; provision of a large wind gate at the entrance to Freelon Alley off 5th Street; provision of a wind screen at the corner of Freelon Street and Building 4; and substantial on-site landscaping, including the proposed planting of dozens of trees; and*

*(3) Further reduction of wind speeds would detract from building design and/or unduly restrict the square footage of the project. The project massing has already undergone significant revisions and reductions in order to mitigate wind conditions.*

- j) **Apparent Mass Reduction / Narrow and Mid-Block Alley Controls (Sections 261.1 & 270(h).** These Sections collectively apply bulk controls for development in Central SoMa. Specifically, the following massing standards apply to the Project site: (1) Building 1 to provide a 70% Apparent Mass Reduction ("AMI") along both its Brannan and 5th Street facades; (2) Building 2 to provide a 70% AMI along its 5th Street façade and along much of Welsh Street to set back upper stories at the property line such that they avoid penetration of a sun access plane defined by an angle of 45 degrees extending from the opposite northerly property line; and (3) Building 3 to provide a 67% AMI along its Bryant Street façade. Further, Section 261.1 applies minimum setback requirements to building facades facing mid-block alleys formed pursuant to Planning Code Section 270.2, resulting in the following requirements: (1) The façades of Buildings 1 and 2 fronting the new 35-foot wide mid-block alley connecting from 5th Street to Freelon to provide a setback of 5 feet above a height of 35 feet; and (2) the façade of Building 3 fronting the new approximately 29-foot wide mid-block alley per Section 270.2 that connects from Bryant Street to the public park at the center of the site provide a 10' setback above a height of 25 feet.

*The Project requires exception from these standards to provide AMI as follows: (1) Building 1 - 45% AMI for the Brannan Street façade and 48% AMI for the 5th Street façade (70% required); (2) Building 2 - 66% AMI for the Brannan Street façade (70% required) and 59% for the Welsh Street façade (85% required); (3) Building 3 - 47% AMI for the Bryant Street façade (67% required). The Project also requires exception from the prescribed mid-block alley setbacks on portions of Buildings 1, 2, and 3.*

*These massing exceptions are key to the buildings' architectural expression. Through design, color, materials, and height differentiations between the buildings – even between Buildings 1 and 2 – the Project will create a sense of depth and perceived bulk relief. Three of the exceptions are for facades along significant and busy SOMA streets, an appropriate location for midrise buildings that incorporate some massing relief.*

*The massing exceptions are also justified by the Project's inclusion of approximately 58,997 square feet of usable open space, including an approximately 39,661 square foot public park at the center of the site and 19,336 square feet of publicly-accessible and private open space, which would be provided throughout the site. The total area of usable open space provided by the project (including the public park) would exceed Code*

*requirements. The three mid-block alley connections provided per Section 270.2 will range in width from approximately 29- to 43-feet, significantly exceeding the minimum 20-foot width for such connections under the Planning Code and thereby ensuring ample access to light and air for pedestrian use.*

- k) **Horizontal Mass Reductions (Section 270.1).** Planning Code Section 270.1 requires that new development in the Eastern Neighborhoods with building lengths exceeding 200 square feet incorporate horizontal mass reductions with certain minimum dimensions, to break up the apparent building massing.

*The Project requires exception from this standard for frontages on Buildings 1, 2, and 3 along Brannan, Welsh, and Bryant Streets, which extend for a length of more than 200 feet without incorporating the prescribed horizontal mass reductions. This exception is justified, as the building walls along these frontages help to provide a strong street wall presence with active ground floor uses, consistent with design goals of the Central SoMa Plan. Further, the Project overall incorporates a number of wide mid-block connection that achieve the intent of Section 270.1 by breaking up apparent massing on this large site into discrete segments.*

9. **General Plan Compliance.** The Project (both Phase 1 and Phase 2) is, on balance, consistent with the following Objectives and Policies of the Central SoMa Plan and the General Plan as follows:

## **RECREATION AND OPEN SPACE ELEMENT**

### **Objectives and Policies**

#### **OBJECTIVE 2:**

INCREASE RECREATION AND OPEN SPACE TO MEET THE LONG-TERM NEEDS OF THE CITY AND BAY REGION.

#### **Policy 2.1:**

Prioritize acquisition of open space in high-needs areas.

#### **Policy 2.2:**

Provide and promote a balanced recreation system which offers a variety of high quality recreational opportunities for all San Franciscans.

#### **Policy 2.7:**

Expand partnerships among open space agencies, transit agencies, private sector and nonprofit institutions to acquire, develop and/or manage existing open spaces.

#### **OBJECTIVE 3:**

IMPROVE ACCESS AND CONNECTIVITY TO OPEN SPACE.



**Policy 3.2:**

Establish and Implement a network of Green Connections that increases access to parks, open spaces, and the waterfront.

*Upon completion of Phases 1 and 2, the Project is anticipated to result in the development of a new approximately 39,661 square foot public park at the center of the site, with three new mid-block connections and approximately 19,336 square feet of privately-owned, publicly-accessible open space. The Central SoMa Plan area currently suffers from a shortage of public parks and recreational areas relative to the number of existing residents. The Central SoMa Plan identifies the Project site as a preferred location for a new public park, noting that the proposed location at the interior of the lot would provide protection from noise and traffic and allow for activation by surrounding ground-floor retail and PDR use within the Project. Due to the scarcity of sizeable publicly-accessible open spaces in Central SoMa, creation of a new park was identified as a high priority of the Plan (Policy 5.2.1). Its provision directly advances Plan Goal 5: Offer an abundance of parks and recreational opportunities.*

**COMMERCE AND INDUSTRY ELEMENT**

**Objectives and Policies**

**OBJECTIVE 1:**

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

**Policy 1.1:**

Encourage development which provides substantial net benefits and minimizes undesirable consequences. Discourage development which has substantial undesirable consequences that cannot be mitigated.

**Policy 1.3:**

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

**OBJECTIVE 2:**

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

**Policy 2.1:**

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

**Policy 2.3:**

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

**OBJECTIVE 3:**

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

**Policy 3.1:**

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

**Policy 3.2:**

Promote measures designed to increase the number of San Francisco jobs held by San Francisco residents.

*Upon completion, Phases 1 and 2 of the Project will contain approximately 922,737 gross square feet of office, 48,581 gross square feet of PDR, 5,546 gross square feet of institutional (child care), and 11,890 gross square feet of retail, expanding employment opportunities for city residents within close proximity to a range of public transit options. These uses will help to retain existing commercial and industrial activity and attract new such activity. The Project will also include up to 7 micro-retail spaces intended to contain smaller-scale neighborhood-serving uses.*

**OBJECTIVE 4:**

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

**Policy 4.1:**

Maintain and enhance a favorable business climate in the city.

**Policy 4.2:**

Promote and attract those economic activities with potential benefit to the City.

**Policy 4.3:**

Carefully consider public actions that displace existing viable industrial firms.

**Policy 4.11:**

Maintain an adequate supply of space appropriate to the needs of incubator industries

*The Project would contain approximately 48,581 of PDR use, which will mitigate against the potential displacement of viable industrial firms.*

**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 1.3:**

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

**Policy 1.4:**

Protect and promote large-scale landscaping and open space that define districts and topography.

**OBJECTIVE 3:**

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

**Policy 3.1:**

Promote harmony in the visual relationships and transitions between new and older buildings.

**Policy 3.2:**

Avoid extreme contrasts in color, shape and other characteristics which will cause new buildings to stand out in excess of their public importance.

**Policy 3.3:**

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

**Policy 3.4:**

Promote building forms that will respect and improve the integrity of open spaces and other public areas.

**Policy 3.5:**

Relate the height of buildings to important attributes of the city pattern and to the height and character of existing development.

**Policy 3.6:**

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

*The Project features varied and engaged architecture that will create a sense of "urban campus," focused around a large public park at the center of the site. The building materials of are high quality and will promote visual relationships and transitions with new and older buildings in the Central SoMa neighborhood. The Project will feature four separate buildings, which will break down the prevailing scale of development to avoid overwhelming or dominating appearance in new construction.*

**CENTRAL SOMA PLAN**

**GOAL 2: MAINTAIN A DIVERSITY OF RESIDENTS**

**OBJECTIVES AND POLICIES**

**OBJECTIVE 2.3:**

ENSURE THAT AT LEAST 33 PERCENT OF NEW HOUSING IS AFFORDABLE TO VERY LOW, LOW, AND MODERATE INCOME HOUSEHOLDS

**Policy 2.3.2:**

Require contribution to affordable housing from commercial uses.

**Policy 2.3.3:**

Ensure that affordable housing generated by the Central SoMa Plan stays in the neighborhood.

**OBJECTIVE 2.6:**

SUPPORT SERVICES – SCHOOLS, CHILD CARE, AND COMMUNITY SERVICES – NECESSARY TO SERVE LOCAL RESIDENTS

**Policy 2.6.2:**

Help facilitate the creation of childcare facilities.

*The Project includes the dedication of land to MOHCD for the development of 100% affordable housing (Building 4) and will provide a 5,546 square foot child care facility in Building 3.*

**GOAL 3: FACILITATE ECONOMICALLY DIVERSIFIED AND LIVELY JOBS CENTER OBJECTIVES AND POLICIES**

**OBJECTIVES AND POLICIES**

**OBJECTIVE 3.1:**

ENSURE THE PLAN AREA ACCOMMODATES SIGNIFICANT SPACE FOR JOB GROWTH

**Policy 3.1.1:**

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

**OBJECTIVE 3.2:**

SUPPORT THE GROWTH OF OFFICE SPACE

**Policy 3.2.1:**

Facilitate the growth of office.

**OBJECTIVE 3.3:**

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

**Policy 3.3.2:**

Limit conversion of PDR space in formerly industrial districts.

**Policy 3.3.3:**

Require PDR space as part of large commercial development.

**OBJECTIVE 3.4:**

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

**Policy 3.4.2:**

Require ground-floor retail along important streets.

**Policy 3.4.3:**

Support local, affordable, community-serving retail.

*Upon completion, Phases 1 and 2 of the Project will provide 922,737 gross square feet office; 60,471 gross square feet of PDR/retail use; and 5,546 gsf of institutional child care space. Ground-floor retail and will be located along Brannan, 5th and Bryant Streets, which are "important streets". Additionally, micro-retail will be provided on the ground floor along a new pedestrian network within the development site. The new office, retail and PDR uses will accommodate significant opportunities for job growth within the Central SoMa SUD.*

**GOAL 4: PROVIDE SAFE AND CONVENIENT TRANSPORTATION THAT PRIORITIZES WALKING, BICYCLING, AND TRANSIT**

**OBJECTIVE 4.1:**

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

**Policy 4.1.1:**

Ensure streets throughout the Plan Area are designed in accordance with the City's Vision Zero Policy.

**Policy 4.1.2:**

Ensure sidewalks on major streets meet Better Streets Plan standards.

**Policy 4.1.4:**

Provide signalized crosswalks across major streets.

**Policy 4.1.7:**

Provide corner sidewalk extensions to enhance pedestrian safety at crosswalks, in keeping with the Better Streets Plan.

**Policy 4.1.8:**

Ensure safe and convenient conditions on narrow streets and alleys for people walking.

**Policy 4.1.10:**

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

**OBJECTIVE 4.4:**

ENCOURAGE MODE SHIFT AWAY FROM PRIVATE AUTOMOBILE USAGE

**Policy 4.4.1:**

Limit the amount of parking in new development.

**Policy 4.4.2:**

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

**Policy 4.5.2:**

Design buildings to accommodate delivery of people and goods with a minimum of conflict.

*The Project will provide 200 off-street parking spaces for the non-residential uses, which is well below the maximum required. Additionally, a total of 513 Class 1 and 209 Class 2 bicycle spaces will be provided. The Project has also developed a TDM Program and will incorporate improvements to the pedestrian network, including bulb-outs, mid-block connections and contribution to a new signalized crosswalk at 5<sup>th</sup> Street. All street and sidewalk improvements will comply with the City's Better Street's Plan and Vision Zero Policy.*

**GOAL 5: OFFER AN ABUNDANCE OF PARKS AND RECREATIONAL OPPORTUNITIES  
OBJECTIVES AND POLICIES**

**OBJECTIVES AND POLICIES**

**OBJECTIVE 5.2:**

CREATE NEW PUBLIC PARKS

**Policy 5.2.1:**

Create a new park in the highest growth portion of the Area Plan.

**OBJECTIVE 5.5:**

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

**Policy 5.5.1:**

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

*Additionally, upon completion, Phases 1 and 2 of the Project include approximately 19,336 square feet of POPOS and a 39,661 square foot public park that will be dedicated to the City in Phase 1. Construction of the public park, including any maintenance, will occur after Phase 2.*

**GOAL 6: CREATE AN ENVIRONMENTALLY SUSTAINABLE AND RESILIENT NEIGHBORHOOD OBJECTIVES AND POLICIES**

**OBJECTIVES AND POLICIES**

**OBJECTIVE 6.2:**  
**MINIMIZE GREENHOUSE GAS EMISSIONS**

**Policy 6.2.1:**  
Maximize energy efficiency in the built environments.

**Policy 6.2.2:**  
Maximize onsite renewable energy generation.

**Policy 6.2.3:**  
Satisfy 100 percent of electricity demand using greenhouse gas-free power supplies.

*The Project will meet all Title 24 Energy Standards and, as required for development sites within the Central SoMa SUD, will comply with the Living and Solar Roofs and Renewable Energy Requirements, pursuant to Planning Code 249.78.*

**GOAL 8: ENSURE THAT NEW BUILDINGS ENHANCE THE CHARACTER OF THE NEIGHBORHOOD AND CITY OBJECTIVES AND POLICIES**

**OBJECTIVES AND POLICIES**

**OBJECTIVE 8.1:**  
**ENSURE THAT THE GROUND FLOORS OF BUILDING CONTRIBUTE TO THE ACTIVATION, SAFETY, AND DYNAMISM OF THE NEIGHBORHOOD**

**Policy 8.1.1:**  
Require that ground floor uses actively engage the street.

**Policy 8.1.2:**  
Design building frontages and public open spaces with furnishings and amenities to engage a mixed-use neighborhood.

**Policy 8.1.3:**  
Ensure buildings are built up to the sidewalk edge.



**Policy 8.1.4:**

Minimize parking and loading entrances.

**OBJECTIVE 8.4:**

**ENSURE THAT NARROW STREETS AND ALLEYS MAINTAIN THEIR INTIMATENESS AND SENSE OF OPENNESS TO THE SKY.**

**Policy 8.4.1:**

Require new buildings facing alleyways and narrow streets to step back at the upper stories.

**OBJECTIVE 8.5:**

**ENSURE THAT LARGE DEVELOPMENT SITES ARE CAREFULLY DESIGNED TO MAXIMIZE PUBLIC BENEFIT.**

**Policy 8.6.1:**

Conform to the City's Urban Design Guidelines.

**Policy 8.6.2:**

Promote innovative and contextually-appropriate design.

**Policy 8.6.3:**

Design the upper floors to be deferential to the "urban room".

**Policy 8.6.4:**

Design buildings to be mindful of wind.

**Policy 8.6.5:**

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

*The Project Sponsor has worked with City staff for many years to develop a project that would incorporate high-quality design in both structures and open space. The Project features varied and engaged architecture that will create a sense of "urban campus," focused around a large public park at the center of the site. The building materials are of high quality and will promote visual relationships and transitions with new and older buildings in the Central SoMa neighborhood. The Project will feature three separate buildings, which will break down the prevailing scale of development to avoid overwhelming or dominating appearance in new construction. The Project also incorporates features on-site to mitigate potential wind impacts.*

10. **Planning Code Section 101.1(b)** establishes eight priority-planning policies and requires review of permits for consistency with said policies. On balance, the project complies with said policies in that:
  - a. That existing neighborhood-serving retail uses be preserved and enhanced and future opportunities for resident employment in and ownership of such businesses be enhanced.



*The Project site currently contains limited neighborhood-serving retail uses, including a dog daycare at 598 Brannan and an auto body shop/repair facility at 645 Bryant. Upon completion, the Project would create approximately 11,890 gross square feet of new retail use, including seven new micro-retail spaces, and approximately 48,541 gross square feet of PDR use, enhancing future opportunities for employment and ownership of area businesses.*

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

*No housing exists at the Project site. The Project has elected to provide an approximately 12,800 square foot parcel to MOHCD for construction of a new 100% affordable housing building on the site, containing approximately 72 dwelling units. In addition, the Project's office, retail, and PDR components will conserve and protect the neighborhood's existing commercial and industrial character.*

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

*The Project will not displace any affordable housing because there is currently no housing on the site. The Project encompasses a 100% affordable housing development containing approximately 72 units.*

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

*The Project will not impede transit service, or overburden streets or neighborhood parking. The Project will contain off-street parking spaces to serve non-residential uses within the ratios principally permitted by the Planning Code, and will participate in the City's Transportation Demand Management Program. The site is within walking distance of San Francisco's downtown, Financial District, and office hubs around SoMa, as well as the Montgomery Street BART station and the 4<sup>th</sup> and King Caltrain station, providing access to the East Bay, the peninsula and into Silicon Valley. The Property is also extremely well-served by public transit. The Property is within walking distance of the 10, 20, 45, 47, 91, 8AX, 8BX, 8X, 14X, 83X, and N-OWL bus lines. The Central Subway is under construction one blocks to the east. The area is currently well-served by public transit, including Caltrain and MUNI.*

- e. That a diverse economic base be maintained by protecting our industrial and service sectors from displacement due to commercial office development, and that future opportunities for resident employment and ownership in these sectors be enhanced.

*The site contains relatively small-scale non-residential uses that will be demolished as part of the Project. However, the Project will provide approximate 48,581 gross square feet of PDR space, consistent with Planning Code requirements within the Central SoMa SUD, which will mitigate the effect of displacement on these industries. The Project will construct new retail, PDR, and institutional use providing future opportunities for resident employment and ownership in such sectors.*

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

*The Project will be designed and will be constructed to conform to the structural and seismic safety requirements of the Building Code. This proposal will not impact the property's ability to withstand an earthquake.*

- g. That landmarks and historic buildings be preserved.

*The Project site does not contain any City Landmarks or historic buildings.*

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

*A shadow study was completed and concluded that the Project will not cast shadows on any property under the jurisdiction of, or designated for acquisition by, the Recreation and Park Commission. The Project will be designed to maximize sunlight and vistas to the proposed future public park at the center of the site.*

11. The Project is consistent with and would promote the general and specific purposes of the Code provided under Section 101.1(b) in that, as designed, the Project would contribute to the character and stability of the neighborhood and would constitute a beneficial development.
12. The Commission hereby finds that approval of the Large Project Authorization would promote the health, safety and welfare of the City.

## DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES Large Project Application No. 2012.0640ENX** subject to the following conditions attached hereto as "EXHIBIT A" in general conformance with plans on file, dated May 23, 2019, and stamped "EXHIBIT B", which is incorporated herein by reference as though fully set forth.

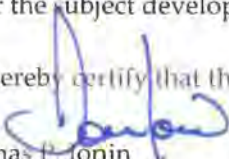
The Planning Commission hereby adopts the MMRP attached hereto as "EXHIBIT C" and incorporated herein as part of this Motion by this reference thereto. All required mitigation measures identified in the Transit Center District Plan EIR and contained in the MMRP are included as conditions of approval.

**APPEAL AND EFFECTIVE DATE OF MOTION:** Any aggrieved person may appeal this Large Project Authorization to the Board of Appeals within fifteen (15) days after the date of this Motion. The effective date of this Motion shall be the date of this Motion if not appealed (After the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. For further information, please contact the Board of Appeals in person at 1650 Mission Street, Room 304, San Francisco, CA 94103, or call (415) 575-6880.

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

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

I hereby certify that the Planning Commission ADOPTED the foregoing Motion on June 6, 2019.

  
Jonas P. Ionin  
Commission Secretary

AYES: Johnson, Koppel, Melgar, Moore, Richards

NAYS: None

ABSENT: Fung, Hillis

ADOPTED: June 6, 2019

## EXHIBIT A

### AUTHORIZATION

This authorization is for a **Large Project Authorization** to allow the demolition of existing four buildings and construction of three new mixed-use/office buildings with a total of 922,737 square feet of office use, approximately 60,471 square feet of PDR/retail use, 5,546 square feet of child care use, approximately 200 off-street below-grade parking spaces, and approximately 19,336 square feet of privately-owned public open space (POPOS) located at 598 Brannan Street and 639, 645 and 649-651 Bryant Streets within the CMUO and Central SoMa Special Use Zoning Districts and 160-CS, 130-CS, 45-X and 50-X Height and Bulk Districts; in general conformance with plans, dated May 23, 2019, and stamped "EXHIBIT B" included in the docket for Case No. 2012.0640ENX and subject to conditions of approval reviewed and approved by the Commission on June 6, 2019 under Motion No. 20459. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

### RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on June 6, 2019 under Motion No. 20459.

### PRINTING OF CONDITIONS OF APPROVAL ON PLANS

The conditions of approval under the "Exhibit A" of this Planning Commission Motion No. 20459 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 Large Project Authorization and any subsequent amendments or modifications.

### SEVERABILITY

The Project or shall comply with all applicable City codes and requirements. If any clause, sentence, section or any part of these conditions of approval is for any reason held to be invalid, such invalidity shall not affect or impair other remaining clauses, sentences, or sections of these conditions. This decision conveys no right to construct, or to receive a building permit. "Project sponsor" shall include any subsequent responsible party.

### CHANGES AND MODIFICATIONS

Changes to the approved plans may be approved administratively by the Zoning Administrator. Significant changes and modifications of conditions shall require Planning Commission approval.



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

1. **Validity.** The authorization and right vested by virtue of this action is valid for five (5) years from the effective date of the Motion. The Department of Building Inspection shall have issued a Building Permit or Site Permit to construct the Project or and/or commence the approved use within this five (5) year period.  
*For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, [www.sf-planning.org](http://www.sf-planning.org)*
2. **Expiration and Renewal.** Should a Building or Site Permit be sought after the five (5) year period has lapsed, the Project Sponsor must seek a renewal of this Authorization by filing an application for an amendment to the original Authorization or a new application for Authorization. Should the Project Sponsor decline to so file, and decline to withdraw the permit application, the Commission shall conduct a public hearing in order to consider the revocation of the Authorization. Should the Commission not revoke the Authorization following the closure of the public hearing, the Commission shall determine the extension of time for the continued validity of the Authorization.  
*For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, [www.sf-planning.org](http://www.sf-planning.org).*
3. **Diligent Pursuit.** Once a site or Building Permit has been issued, construction must commence within the timeframe required by the Department of Building Inspection and be continued diligently to completion. Failure to do so shall be grounds for the Commission to consider revoking the approval if more than five (5) years have passed since this Authorization was approved.  
*For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, [www.sf-planning.org](http://www.sf-planning.org).*
4. **Extension.** All time limits in the preceding three paragraphs may be extended at the discretion of the Zoning Administrator where implementation of the Project is delayed by a public agency, an appeal or a legal challenge of the Project or a legal challenge of Central SoMa Area Plan approvals or environmental determination, and only by the length of time for which such public agency, appeal or challenge has caused delay.  
*For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, [www.sf-planning.org](http://www.sf-planning.org).*
5. **Conformity with Current Law.** No application for Building Permit, Site Permit, or other entitlement shall be approved unless it complies with all applicable provisions of City Codes in effect at the time of such approval.  
*For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, [www.sf-planning.org](http://www.sf-planning.org).*
6. **Additional Project Authorization.** The Project Sponsor must obtain an Office Allocation Authorization under Section 321. The conditions set forth below are additional conditions required in connection with the Project. If these conditions overlap with any other requirement imposed on the

Project, the more restrictive or protective condition or requirement, as determined by the Zoning Administrator, shall apply.

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

7. **Mitigation Measures.** Mitigation measures described in the MMRP attached as Exhibit C are necessary to avoid potential significant effects of the proposed project and have been agreed to by the Project sponsor. Their implementation is a condition of project approval.

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

8. **Phased Development.** In the event that Phase 2 of the Project is not constructed, the Project Sponsor shall be required to fulfill the Onsite Childcare Requirements, as provided in Planning Code Section 249.78(e)(4) for Phase 1.

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

## DESIGN — COMPLIANCE AT PLAN STAGE

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

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

11. **Streetscape Elements.** Pursuant to Planning Code Section 138.1, the Project Sponsor shall continue to work with Planning Department staff, in consultation with other City agencies, to refine the design and programming of the required Streetscape features so that the plan generally meets the standards of the Better Streets and Downtown Plans and all applicable City standards. The Project Sponsor shall complete final design of all required street improvements, including procurement of relevant City permits, prior to issuance of first architectural addenda, and shall complete construction of all required street improvements prior to issuance of first temporary certificate of occupancy.

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

12. **Garbage, Composting and Recycling Storage.** Space for the collection and storage of garbage, composting, and recycling shall be provided within enclosed areas on the property and clearly labeled and illustrated on the architectural addenda. Space for the collection and storage of recyclable and compostable materials that meets the size, location, accessibility and other standards specified by the San Francisco Recycling Program shall be provided at the ground level of the buildings.

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

13. **Rooftop Mechanical Equipment.** Pursuant to Planning Code 141, the Project Sponsor shall submit a roof plan and full building elevations to the Planning Department prior to Planning approval of the architectural addendum to the Site Permit application. Rooftop mechanical equipment, if any is proposed as part of the Project, is required to be screened so as not to be visible from any point at or below the roof level of the subject building.  
*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*
14. **Lighting Plan.** The Project Sponsor shall submit an exterior lighting plan to the Planning Department prior to Planning Department approval of the architectural addendum to the site permit application.  
*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*
15. **Transformer Vault Location.** 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 in consultation with Public Works shall require the following location(s) for transformer vault(s) for this project: if an electrical transformer is required, SDAT recommends it be located outside of the public ROW, as proposed to and accepted by SDAT at their February 11, 2019 meeting. The above requirement shall adhere to the Memorandum of Understanding regarding Electrical Transformer Locations for Private Development Projects between Public Works and the Planning Department dated January 2, 2019.  
*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*
16. **Noise.** Plans submitted with the building permit application for the approved project shall incorporate acoustical insulation and other sound proofing measures to control noise.  
*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*
17. **Central SoMa SUD, Solar and Living Roof Requirements.** The Project shall fulfill all on-site electricity demands through any combination of on-site generation of 100% greenhouse gas-free sources in compliance with Planning Code Section 249.78(d)(4).

## PARKING AND TRAFFIC

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

Prior to issuance of a first Building Permit or Site Permit, the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property to document compliance with the TDM Program. This Notice shall provide the finalized TDM Plan for the Project, including the relevant details associated with each TDM measure included in the Plan, as well as associated monitoring, reporting, and compliance requirements.

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

19. **Bicycle Parking.** Pursuant to Planning Code Sections 155, 155.1 and 155.2, the Project shall provide no fewer than **513 Class 1 bicycle parking spaces and 209 Class 2 bicycle parking spaces** (397 Class 1 and 155 Class 2 bicycle spaces in Phase 1, and 116 Class 1 and 45 Class 2 bicycle spaces in Phase 2). SFMTA has final authority on the type, placement and number of Class 2 bicycle racks within the public ROW. Prior to issuance of first architectural addenda, the project sponsor shall contact the SFMTA Bike Parking Program at [bikeparking@sfmta.com](mailto:bikeparking@sfmta.com) to coordinate the installation of on-street bicycle racks and ensure the proposed bicycle racks meet the SFMTA's bicycle parking guidelines. Depending on local site conditions and anticipated demand, SFMTA may request the project sponsor pay an in-lieu fee for Class 2 bike racks required by the Planning Code.

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

20. **Parking Maximum.** The Project shall provide no more than **200** off-street parking spaces (157 spaces in Phase 1 and 45 in Phase 2).

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

21. **Off-Street Loading.** The Project shall provide **7** off-street freight loading spaces (6 spaces in the basement of Buildings 1 & 2 in Phase 1, and 1 space at grade on Building 3 in Phase 2).

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

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

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

23. **Car-Share.** Pursuant to Planning Code Section 166, no fewer than **four (4) car share spaces** (3 spaces in Phase 1 and 1 space in Phase 2) shall be made available, at no cost, to a certified car share organization for the purposes of providing car share services for its services subscribers.

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



24. **Managing Traffic During Construction.** The Project sponsor and construction contractor(s) shall coordinate with the Traffic Engineering and Transit Divisions of the San Francisco Municipal Transportation Agency (SFMTA), the Police Department, the Fire Department, the Planning Department, and other construction contractor(s) for any concurrent nearby Projects to manage traffic congestion and pedestrian circulation effects during construction of the Project.  
*For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, [www.sf-planning.org](http://www.sf-planning.org)*
25. **Driveway Loading and Operations Plan.** Pursuant to Planning Code Section 155(u), the Project sponsor shall prepare a DLOP for review and approval by the Planning Department, in consultation with the San Francisco Municipal Transportation Agency. The DLOP shall be written in accordance with any guidelines issued by the Planning Department.  
*For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, [www.sf-planning.org](http://www.sf-planning.org)*
26. **POPOS Design and Operations Strategy (Central SoMa Plan – Implementation Matrix Measure 5.5.1.3).** The project shall be required to submit a design and operations strategy for the proposed Privately-Owned Public Open Spaces, that will be reviewed and approved by the Planning Department and Recreation and Parks Department (if applicable), soliciting feedback from members of the public.
27. **Central SoMa Community Facilities District Program (Planning Code Section 434).** The development project shall participate in the CFD if established by the Board of Supervisors pursuant to Article X of Chapter 43 of the Administrative Code (the "Special Tax Financing Law") and successfully annex the lot or lots of the subject development into the CFD prior to the issuance of the first Certificate of Occupancy for the development. For any lot to which the requirements of this Section 434 apply, 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 prior to the first Certificate of Occupancy for the development, except that for condominium projects, the Zoning Administrator shall approve and order the recordation of such Notice prior to the sale of the first condominium unit. This Notice shall state the requirements and provisions of subsections 434(b)-(c) above. The Board of Supervisors will be authorized to levy a special tax on properties that annex into the Community Facilities District to finance facilities and services described in the proceedings for the Community Facilities District and the Central SoMa Implementation Program Document submitted by the Planning Department on November 5, 2018 in Board of Supervisors File No. 180184.
28. **Rates for Long-Term Office Parking.** Pursuant to Planning Code Section 155(g), to discourage long-term commuter parking, off-street parking spaces provided for all uses other than residential or hotel must be offered pursuant to the following rate structure: (1) the rate charged for four hours of parking cannot be more than four times the rate charged for the first hour; (2) the rate charged for eight hours of parking cannot be less than ten (10) times the rate charged for the first hour; and (3) no discounted parking rates are allowed for weekly, monthly, or similar time-specific periods.  
*For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, [www.sf-planning.org](http://www.sf-planning.org)*

## ADDITIONAL PROVISIONS

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

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

30. **Fee Waiver for Provision of Public Park.** Pursuant to Planning Code Section 406, the Project sponsor may enter into an Agreement with the City to provide land in order to construct a public park on an approximately 39,661 square-foot portion of the site, and in doing so shall be eligible for a waiver against all or a portion of the Eastern Neighborhoods Infrastructure Impact Fee, the Central SoMa Infrastructure Impact Fee, the Transit Impact Development Fee, and the Transit Sustainability Fee otherwise applicable to the Project.

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

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

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

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

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

33. **Jobs-Housing Linkage Fee.** The Project is subject to the Jobs-Housing Linkage Fee, as applicable, pursuant to Planning Code Section 413. In the event the City adopts legislation establishing a new Jobs Housing Linkage Fee, increasing the amount of the Fee, or changing the methodology for determining the amount of the Jobs Housing Linkage Fee, before the Project procures a Certificate of Occupancy or a Certificate of Final Completion, and such new fee is applicable to development projects in the Central SOMA Plan area that have not procured a Certificate of Occupancy or Final Completion under the terms of the legislation, the Project shall be subject to such new or increased fee and shall pay any additional amounts due before the City may issue a Certificate of Occupancy or Final Completion.

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

Pursuant to Planning Code Section 249.78(e)(2), Project sponsor has elected to satisfy all or a portion of its Jobs-Housing Linkage Fee obligation through the land dedication Alternative contained in Section

413.7, and has provided a letter from MOHCD verifying acceptance of an approximately 12,800 square foot parcel of land at the Project Site in Phase 1 for this purpose. The value of the dedicated land shall be determined by the Director of Property pursuant to Chapter 23 of the Administrative Code, but shall not exceed the actual cost of acquisition by the project sponsor of the dedicated land in an arm's length transaction. In the event that the subject parcel is not dedicated to MOHCD prior to issuance of a first construction document for the Project, the sponsor shall pay the full amount of Jobs-Housing Linkage Fee otherwise applicable to the Project pursuant to Section 413, at the time such Fee is payable.

34. **Childcare Requirements – Office and Hotel Development.** The Project is subject to Childcare Fee for Office and Hotel Development Projects, as applicable, pursuant to Planning Code Section 414. Pursuant to Planning Code Section 249.78(e)(4), prior to issuance of a building or site permit the Project must elect its choice of the options described in subsection (A), (B) and (E) of Section 414.4(c)(1) as a condition of Project approval. The Project anticipates electing compliance option under Section 414.4(c)(1)(E) to "combine payment of an in-lieu fee to the Child Care Capital Fund with construction of a child care facility on the premises or providing child-care facilities near the premises, either singly or in conjunction with other sponsors pursuant to 414.9." The Project anticipates such election would be made in conjunction with the sponsors of the proposed residential development at 655 4<sup>th</sup> Street. In the event the Project intends to elect an alternate method of compliance as provided in Section 249.78(e)(4), it shall notify the Planning Department of this change prior to issuance of a building or site permit for the Project.

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

35. **Eastern Neighborhoods Infrastructure Impact Fee.** The Project is subject to the Eastern Neighborhood Infrastructure Impact Fee, as applicable, pursuant to Planning Code Section 423.

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

36. **Central SoMa Community Services Facilities Fee.** The Project is subject to the Central SoMa Community Services Facilities Fee, as applicable, pursuant to Planning Code Section 432. *For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*

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

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

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

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

39. **Public Art Requirement.** The Project is subject to the Public Art Fee, as applicable, pursuant to Planning Code Section 429.

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

40. **Art Plaques.** Pursuant to Planning Code Section 429(b), the Project Sponsor shall provide a plaque or cornerstone identifying the architect, the artwork creator and the Project completion date in a publicly conspicuous location on the Project Site. The design and content of the plaque shall be approved by Department staff prior to its installation.

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

41. **Art - Concept Development.** Pursuant to Planning Code Section 429, the Project Sponsor and the artist shall consult with the Planning Department during design development regarding the height, size, and final type of the art. The final art concept shall be submitted for review for consistency with this Motion by, and shall be satisfactory to, the Director of the Planning Department in consultation with the Commission. The Project Sponsor and the Director shall report to the Commission on the progress of the development and design of the art concept prior to the approval of the first building or site permit application.

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

42. **Art - Installation.** Pursuant to Planning Code Section 429, prior to issuance of any certificate of occupancy, the Project Sponsor shall install the public art generally as described in this Motion and make it available to the public. If the Zoning Administrator concludes that it is not feasible to install the work(s) of art within the time herein specified and the Project Sponsor provides adequate assurances that such works will be installed in a timely manner, the Zoning Administrator may extend the time for installation for a period of not more than twelve (12) months.

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

## MONITORING

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

*For information about compliance, contact Code Enforcement, Planning Department at 415-558-6863, [www.sf-planning.org](http://www.sf-planning.org).*

44. **Enforcement.** Violation of any of the Planning Department conditions of approval contained in this Motion or of any other provisions of the Planning Code applicable to this Project shall be subject to the



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

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

## OPERATION

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

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

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

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

47. **Lighting.** All Project lighting shall be directed onto the Project site and immediately surrounding sidewalk area only, and designed and managed so as not to be a nuisance to adjacent residents. Nighttime lighting shall be the minimum necessary to ensure safety, but shall in no case be directed so as to constitute a nuisances to any surrounding property.

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

48. **Privately- Owned Public Open Space Provision.** Pursuant to Planning Code Section 138, the Project shall provide no less than 14,223 gross square feet of privately-owned public open space (POPOS) in Phase 1 and no less than 4,232 gross square feet of POPOS in Phase 2 (as measured collectively across both phases).

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

- a. a description of the amenities and programming for the POPOS and how it serves the open space and recreational needs of the diverse users, including but not limited to residents, youth, families, workers, and seniors;

- b. a site and floor plan of the POPOS detailing final landscape design, irrigation plan, public art, materials, furnishings, lighting, signage and areas for food service *[Edit for any project specific requirements]*;
- c. a description of the hours and means of public access to the POPOS;
- d. a proposed schedule for maintenance activities; and
- e. contact information for a community liaison officer.

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

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

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

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

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

51. **Open Space Plaques.** Pursuant to Planning Code Section 138 (i), the Project Sponsor shall install the required public open space plaques at each building entrance. The plaques shall be plainly visible from the public sidewalks on Brannan, 5<sup>th</sup>, Bryant, Welsh and Freelon Streets. Design of the plaques shall utilize the standard templates provided by the Planning Department, as available, and shall be approved by the Department staff prior to installation.

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

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

- a. a description of the amenities, and list of events and programming with dates, and any changes to the design or programing during the reporting period;
- b. a plan of the POPOS including the location of amenities, food service, landscape, furnishing, lighting and signage;
- c. photos of the existing POPOS at time of reporting;
- d. description of access to the POPOS;

- e. a schedule of the means and hours of access and all temporary closures during the reporting period;
- f. a schedule of completed maintenance activities during the reporting period;
- g. a schedule of proposed maintenance activities for the next reporting period; and
- h. contact information for a community liaison officer.

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







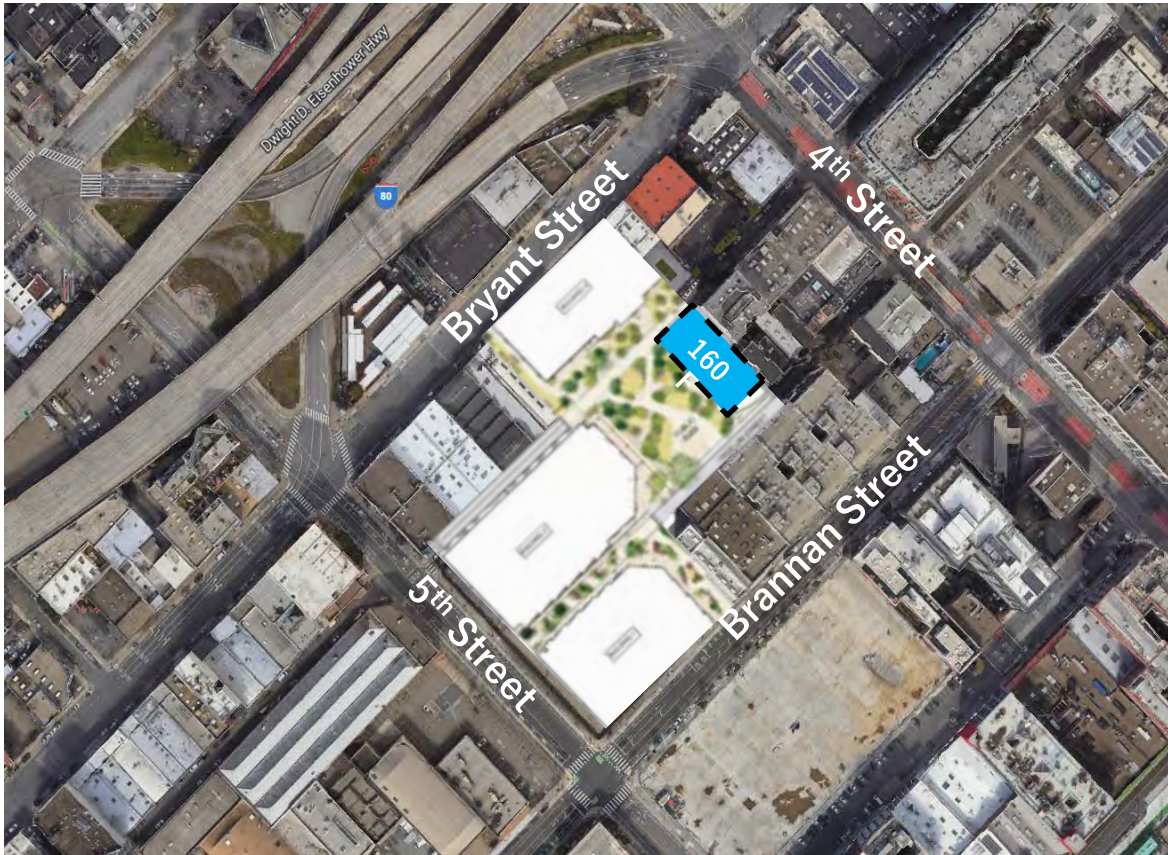
# 160 Freelon

LAND USE &  
TRANSPORTATION  
COMMITTEE

March 20, 2023

ROBERT BACA, JOINT DEVELOPMENT DIRECTOR  
MAYOR'S OFFICE OF HOUSING AND COMMUNITY  
DEVELOPMENT

## 160 FREELON LAND DEDICATION



- Land dedication of 160 Freelon from Tishman Speyer
- Developer is subdividing the Principal Site to create a separate legal parcel consisting of approximately 12,800 square feet of land
- Developer has elected to satisfy the Inclusionary Affordable Housing Program requirements
- Site control is required for the future affordable housing project to apply to the State for significant AHSC funding opportunity.





## PROPOSED PROJECT

- Developers:
  - Related California and San Francisco Housing Development Corporation
- 85 affordable units including:
  - 15 studios
  - 24 one-bedroom units
  - 23 two-bedroom units
  - 23 three-bedroom units
- Set Asides
  - 22 units will be set aside for formerly homeless families subsidized by LO SP
  - Five (5) units will be set aside for referrals from the City's Plus Housing list
  - Remaining units range from 30% to 80% MOHCD AMI

## AHSC FUNDING OPPORTUNITY

Approximately \$34,100,000 including \$9,000,000 for transit and pedestrian improvements to SFMTA and San Francisco Recreation and Parks Department (“SFRPD”) as well as \$600,000 in program costs for the housing component.

## POTENTIAL TIMELINE

- AHSC Application- April 2023
- Tax Credit Application– September 2023
- Construction Start– June 2024
- Construction Completion: April 2026





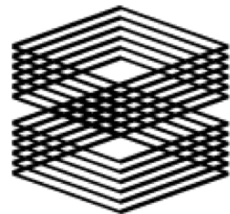
598 BRANNAN STREET  
PLANNING UPDATE  
23 MAY 2019





OWNER

TISHMAN SPEYER



DESIGN ARCHITECT

MICHAEL MALTZAN ARCHITECTURE, INC.

**MICHAEL  
MALTZAN  
ARCHITECTURE**

ARCHITECT OF RECORD

ADAMSON ASSOCIATES, INC.



LANDSCAPE ARCHITECT

TLS LANDSCAPE ARCHITECTURE

**TLS** Landscape Architecture

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VIEW FROM DOG RUN





AERIAL VIEW OF PARK  
6









VIEW FROM BUILDING 2 TERRACE



Zoning Information	
Address	598 Brannan St
Assessor's Block/Lot	3777/45, 50, 51 & 52
Site Area	195,467 sf
Zoning	Mixed-use Office (MUO)
Height	160-CS, 130-CS, 45-X
Bulk	Maximum building length is 300'; streetwall setback required between 65'-85'; skyplane reductions above 85' (major streets) or 35' (alleys)
Floor Area Ratio	Unlimited
Residential Density	No density limits by lot area
Rear Yards	For residential use, 25% of lot depth starting at lowest level containing a dwelling unit
Ground Floor Height	Non-residential uses 14 feet
Ground Floor	Active ground floor uses required

Unit Mix - Building 4					
Floor	Studio	1BR	2BR	3BR	Total
7	3	4	4	1	12
6	3	4	4	1	12
5	3	4	4	1	12
4	3	4	4	1	12
3	3	4	4	1	12
2	3	4	4	1	12
1	0	0	0	0	0
Total	18	24	24	6	72
Unit %	25.0%	33.3%	33.3%	8.3%	

Open Space Summary	
Total Publicly Accessible Open Space Provided (sf)	
Park	39,661
P.O.P.O.S.	19,336
Total	58,997

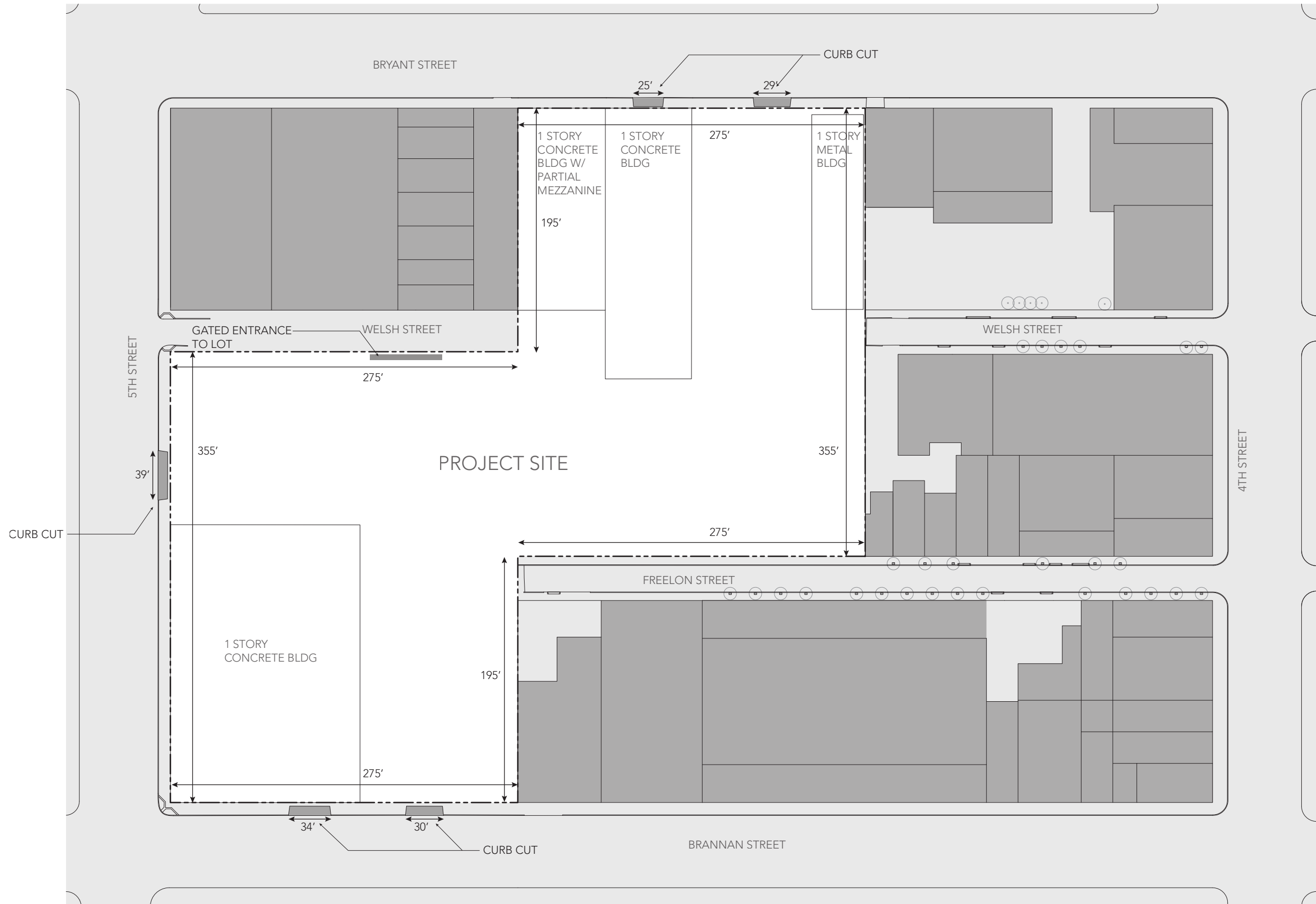
Parking					
*All car parking is for commercial use					
	Buildings 1 & 2	Building 3	Building 4	POPOS/Park/ Sidewalk	Total
Car Parking	155	45	0	0	200
Bike - Class 1	397	116	74	0	587
Bike - Class 2	0	0	0	209	209

Loading	
Buildings 1 & 2	Building 3
6 (in basement)	1 (at grade)

SF Planning Gross Floor Area - Above Grade by Floor				
Floor	Building 1 Area	Building 2 Area	Building 3 Area	Building 4 Area
Roof	-	0 (roof)	-	-
13	-	30,901	-	-
12	0 (roof)	30,901	-	-
11	30,039	30,901	0 (roof)	-
10	30,039	30,901	19,739	-
9	30,039	19,602	19,739	-
8	31,307	33,350	19,756	0 (roof)
7	22,358	33,350	19,814	10,707
6	29,349	27,475	21,933	10,707
5	29,349	44,820	26,872	11,116
4	29,349	47,484	27,596	11,116
3	21,887	46,307	28,214	10,089
2	35,371	46,057	27,938	10,089
1	22,381	27,036	16,600	6,246
Total	311,468	449,085	228,201	70,070
FAR = 5.43				

SF Planning Gross Floor Area - by Use					
Use	Building 1 Area	Building 2 Area	Building 3 Area	Building 4 Area	Total
Office	289,087	422,049	211,601	0	922,737
Residential	0	0	0	63,824	63,824
Retail	22,381 Combined	27,036 Combined	11,054 Combined	4,851 Combined	*16,741
PDR	Retail/PDR	Retail/PDR	Retail/PDR	Retail/PDR	*48,581
Childcare	0	0	5,546	0	5,546
Above Grade Total	311,468	449,085	228,201	68,675	1,057,429
Parking Area (not GFA)	28,500	33,000	18,200	0	79,700
*Tenant spaces will be demised to meet overall retail and PDR figures					

Building Height		
	Zoning Height Limit	Building Height
Building 1	160'	159'-6"
Building 2	160'	*185'-0"
Building 3	130'	*149'-9"
Building 4	50'	*75'-0"
* 25'-0" Density Bonus Utilized		

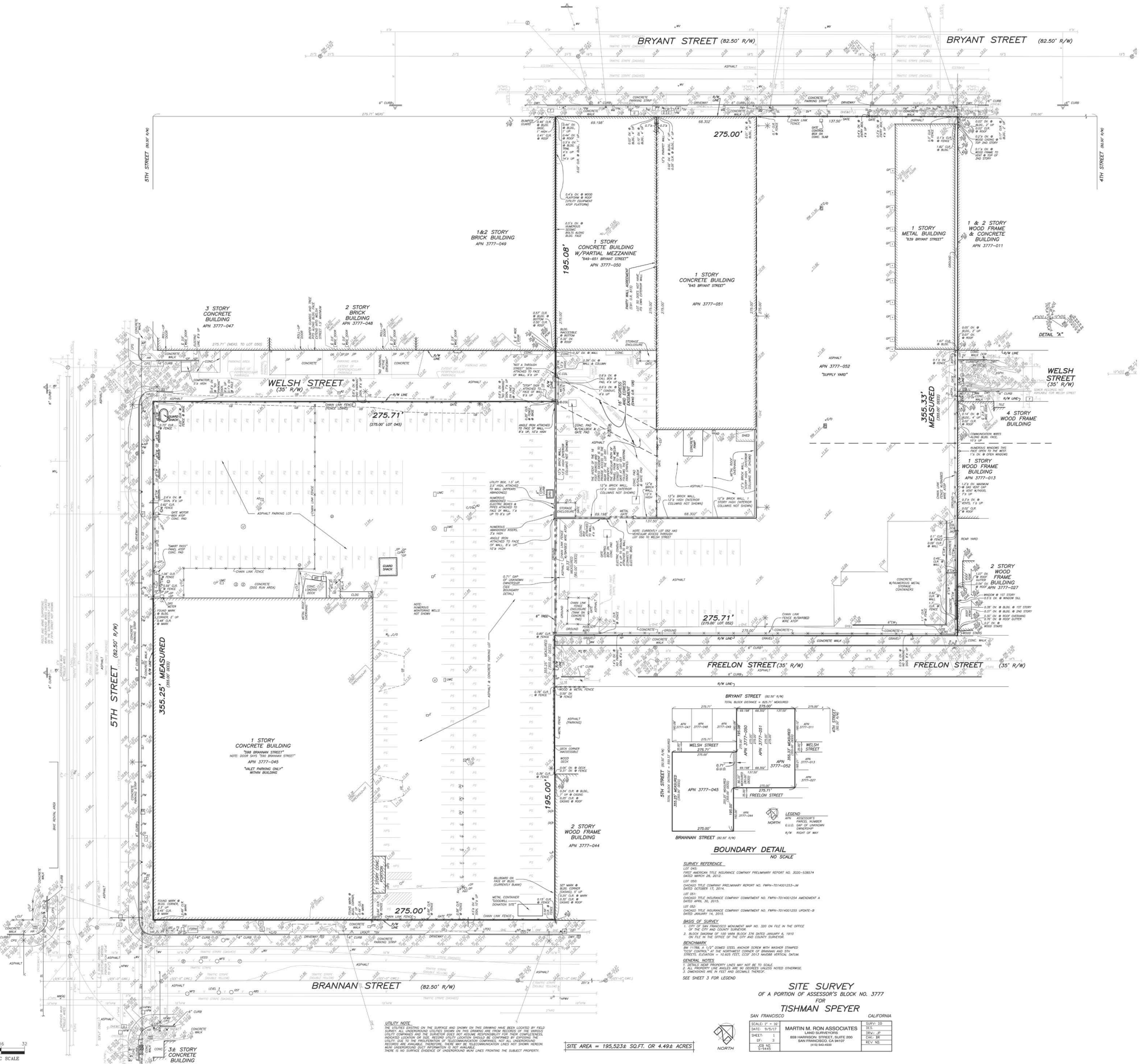


SCALE: 1" = 80'



EXISTING SITE PLAN

- LEGEND**
1. LINE OF PROPERTY LINE  
2. SURVEY PROPERTY LINE  
3. BUILDING  
4. FENCE  
5. POINT OF BEGINNING  
6. MEASURED  
7. ADJACENT PARCELS NUMBER  
8. CONCRETE  
9. WOOD  
10. METAL  
11. BRICK  
12. STEEL  
13. GLASS  
14. OTHER  
15. ELEC. WIRE  
16. ELEC. CABLE  
17. ELEC. CONDUIT  
18. ELEC. TRUNK  
19. ELEC. MANHOLE  
20. ELEC. JUNCTION BOX  
21. ELEC. TRANSFORMER  
22. ELEC. METER  
23. ELEC. PANEL  
24. ELEC. SWITCH  
25. ELEC. FUSE  
26. ELEC. BREAKER  
27. ELEC. RELAY  
28. ELEC. CONTROLLER  
29. ELEC. MOTOR  
30. ELEC. GENERATOR  
31. ELEC. BATTERY  
32. ELEC. SOLAR PANEL  
33. ELEC. WIND TURBINE  
34. ELEC. GEOTHERMAL  
35. ELEC. HYDRO  
36. ELEC. PNEUMATIC  
37. ELEC. ELECTROLYTIC  
38. ELEC. THERMOELECTRIC  
39. ELEC. PYROELECTRIC  
40. ELEC. PHOTOVOLTAIC  
41. ELEC. THERMOCHEMICAL  
42. ELEC. BIOMASS  
43. ELEC. FUSION  
44. ELEC. FISSILE  
45. ELEC. FERTILE  
46. ELEC. RADIATION  
47. ELEC. NUCLEAR  
48. ELEC. ATOMIC  
49. ELEC. MOLECULAR  
50. ELEC. IONIC  
51. ELEC. COVALENT  
52. ELEC. METALLIC  
53. ELEC. CRYSTALLINE  
54. ELEC. AMORPHOUS  
55. ELEC. POLYMER  
56. ELEC. COMPOSITE  
57. ELEC. CERAMIC  
58. ELEC. GLASS  
59. ELEC. PAPER  
60. ELEC. FABRIC  
61. ELEC. LEATHER  
62. ELEC. RUBBER  
63. ELEC. PLASTIC  
64. ELEC. WAX  
65. ELEC. RESIN  
66. ELEC. GLUE  
67. ELEC. ADHESIVE  
68. ELEC. SEALANT  
69. ELEC. COATING  
70. ELEC. PAINT  
71. ELEC. FINISH  
72. ELEC. DECORATION  
73. ELEC. LIGHTING  
74. ELEC. SOUND  
75. ELEC. HEATING  
76. ELEC. COOLING  
77. ELEC. VENTILATION  
78. ELEC. HUMIDITY  
79. ELEC. DRYNESS  
80. ELEC. TEMPERATURE  
81. ELEC. PRESSURE  
82. ELEC. FLOW  
83. ELEC. VOLUME  
84. ELEC. WEIGHT  
85. ELEC. LENGTH  
86. ELEC. AREA  
87. ELEC. VOLUME  
88. ELEC. WEIGHT  
89. ELEC. LENGTH  
90. ELEC. AREA  
91. ELEC. VOLUME  
92. ELEC. WEIGHT  
93. ELEC. LENGTH  
94. ELEC. AREA  
95. ELEC. VOLUME  
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97. ELEC. LENGTH  
98. ELEC. AREA  
99. ELEC. VOLUME  
100. ELEC. WEIGHT



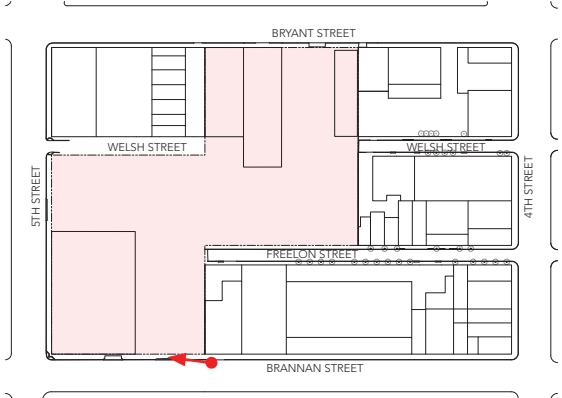






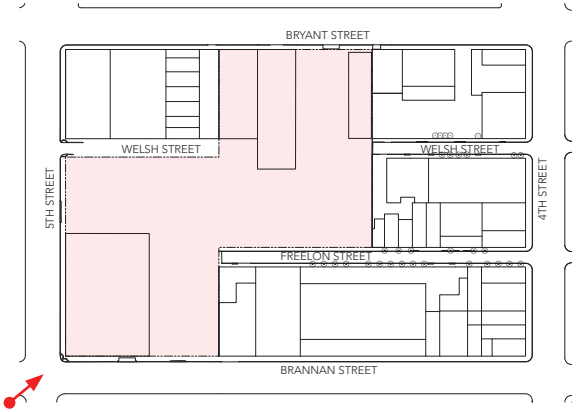






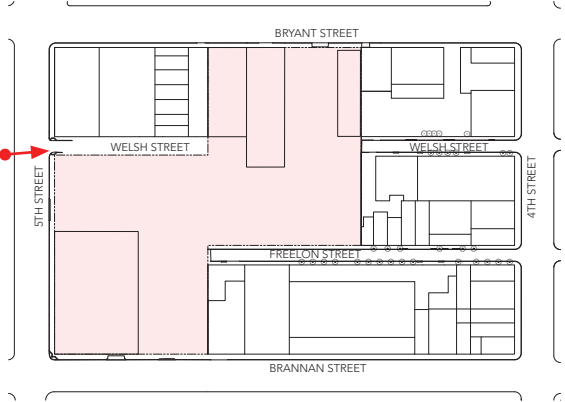
SITE VIEWS



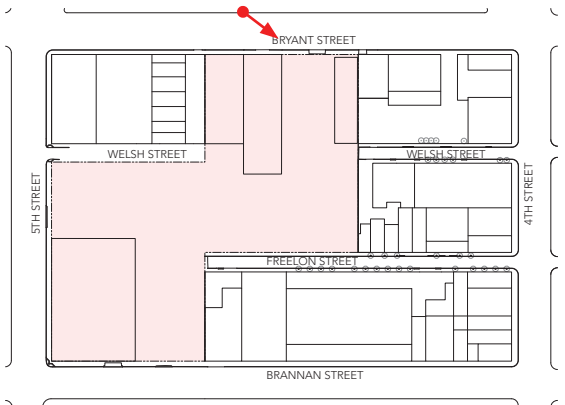


SITE VIEWS

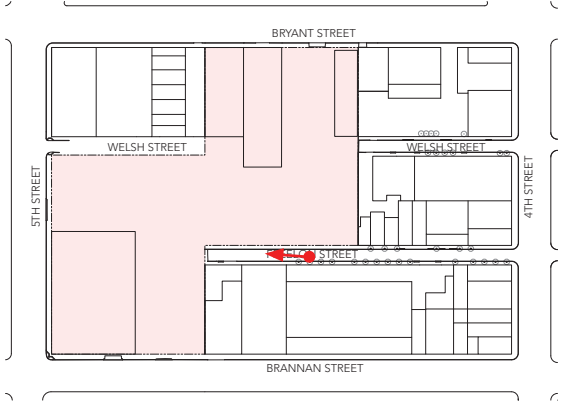




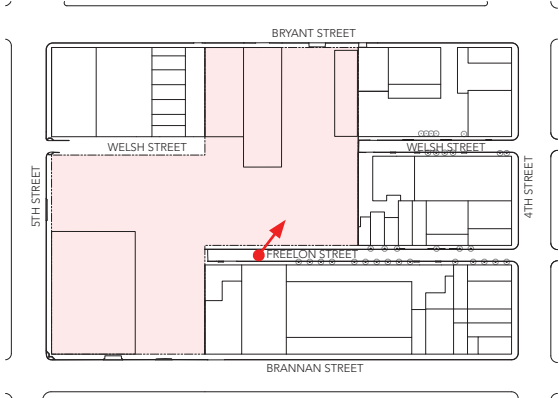








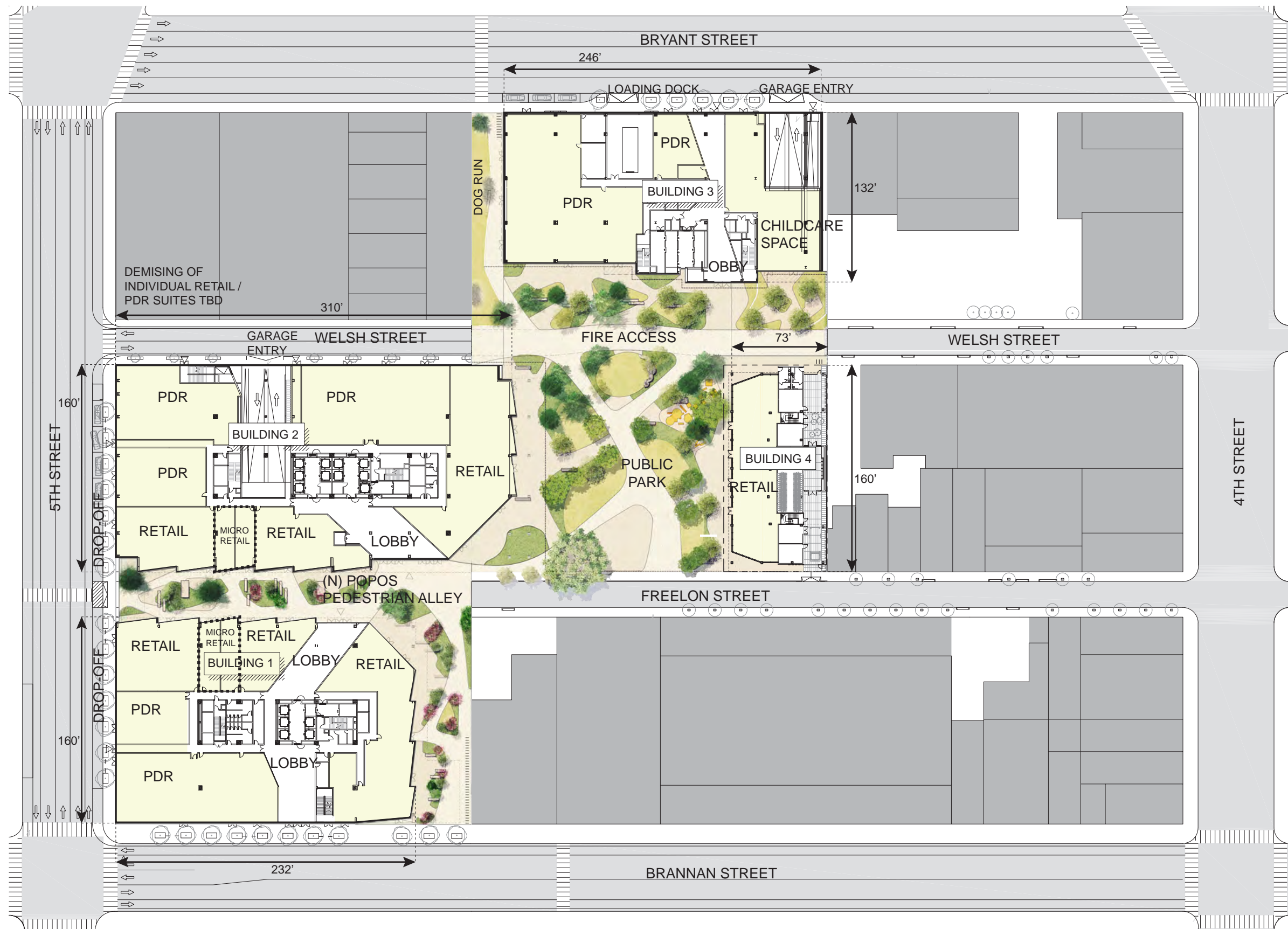


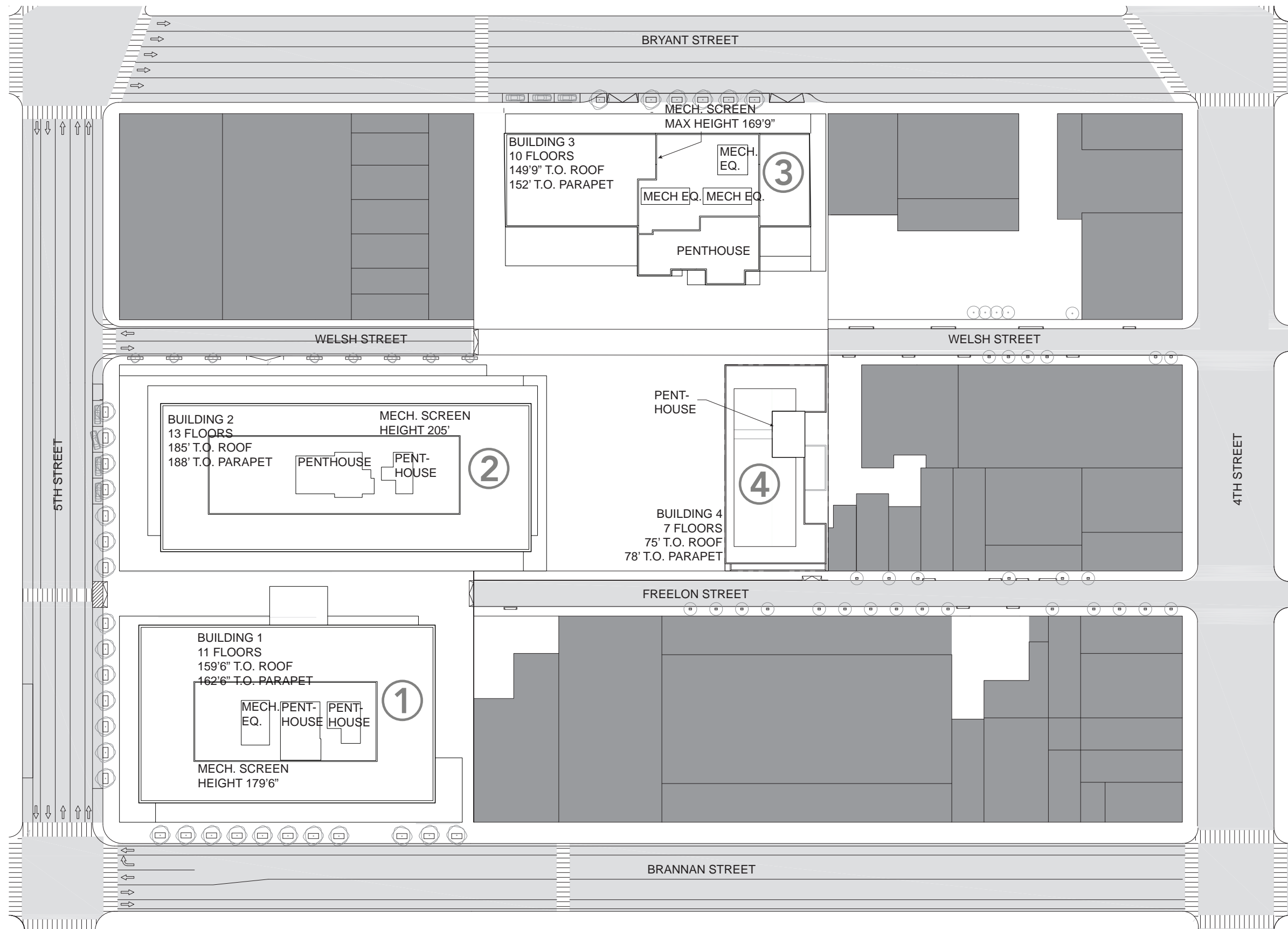


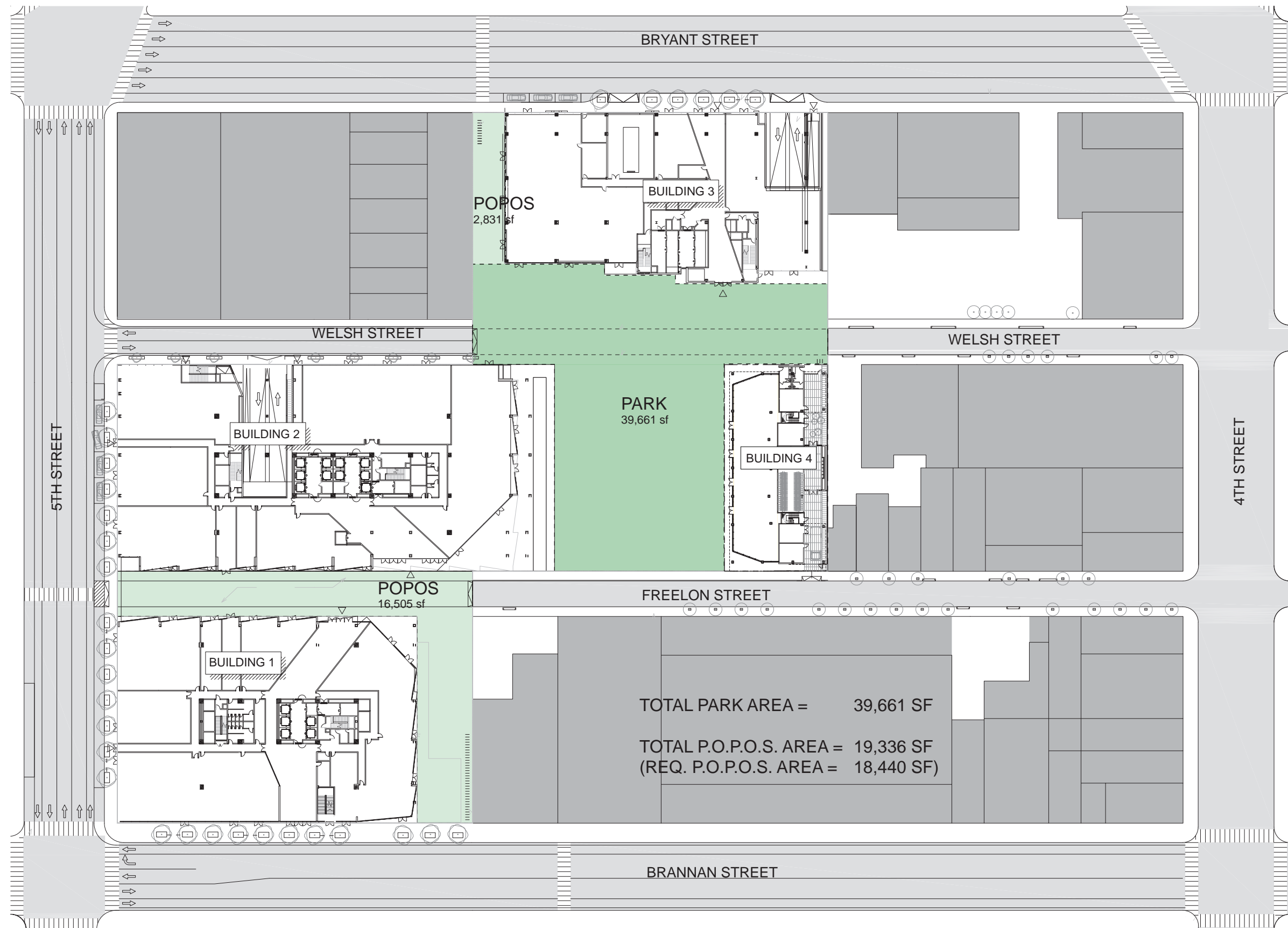




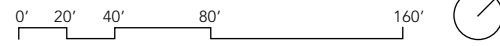






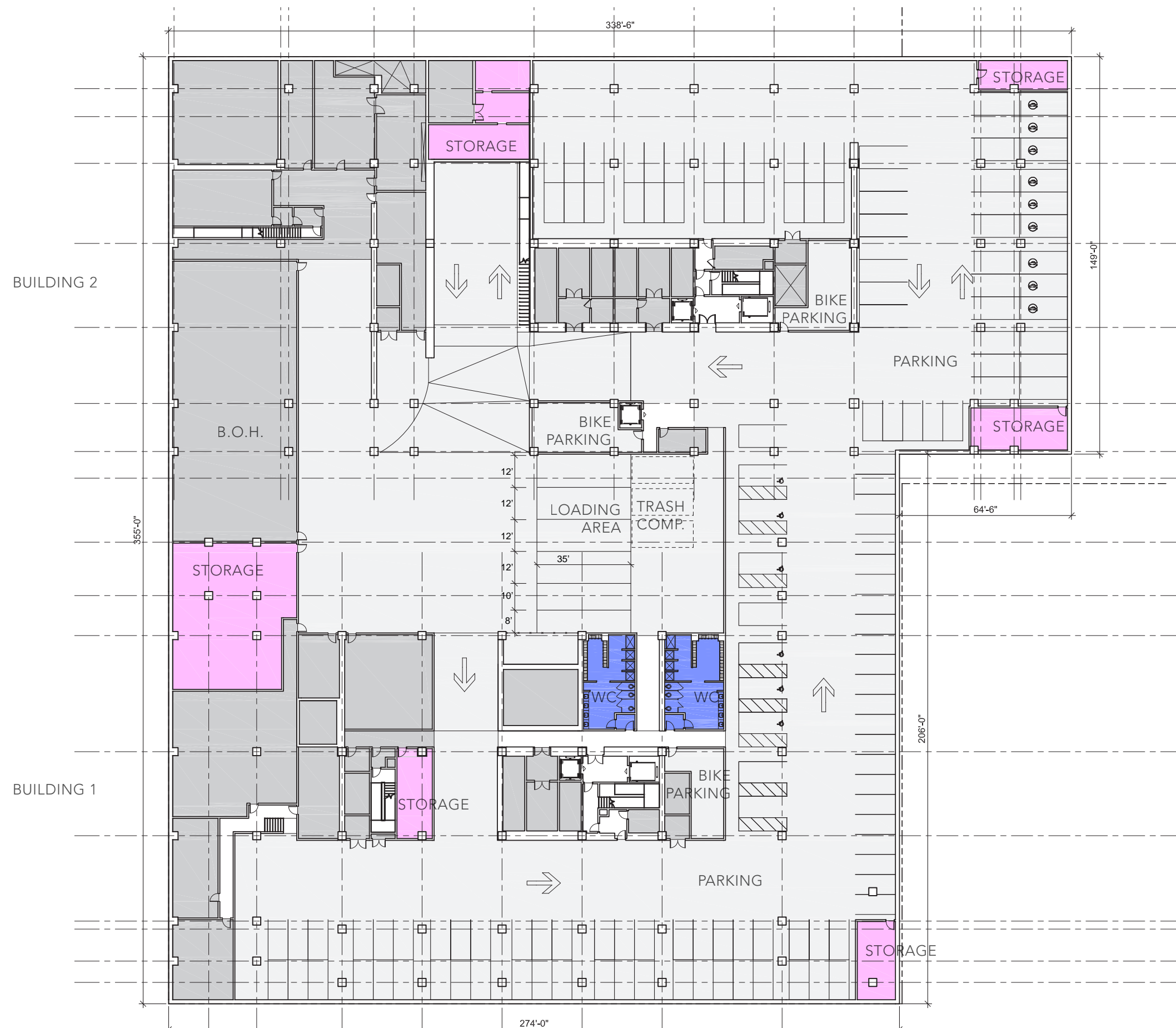


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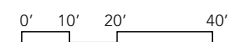


OPEN SPACE - PARK AND POPOS

# BUILDINGS 1 AND 2 BASEMENT PLAN



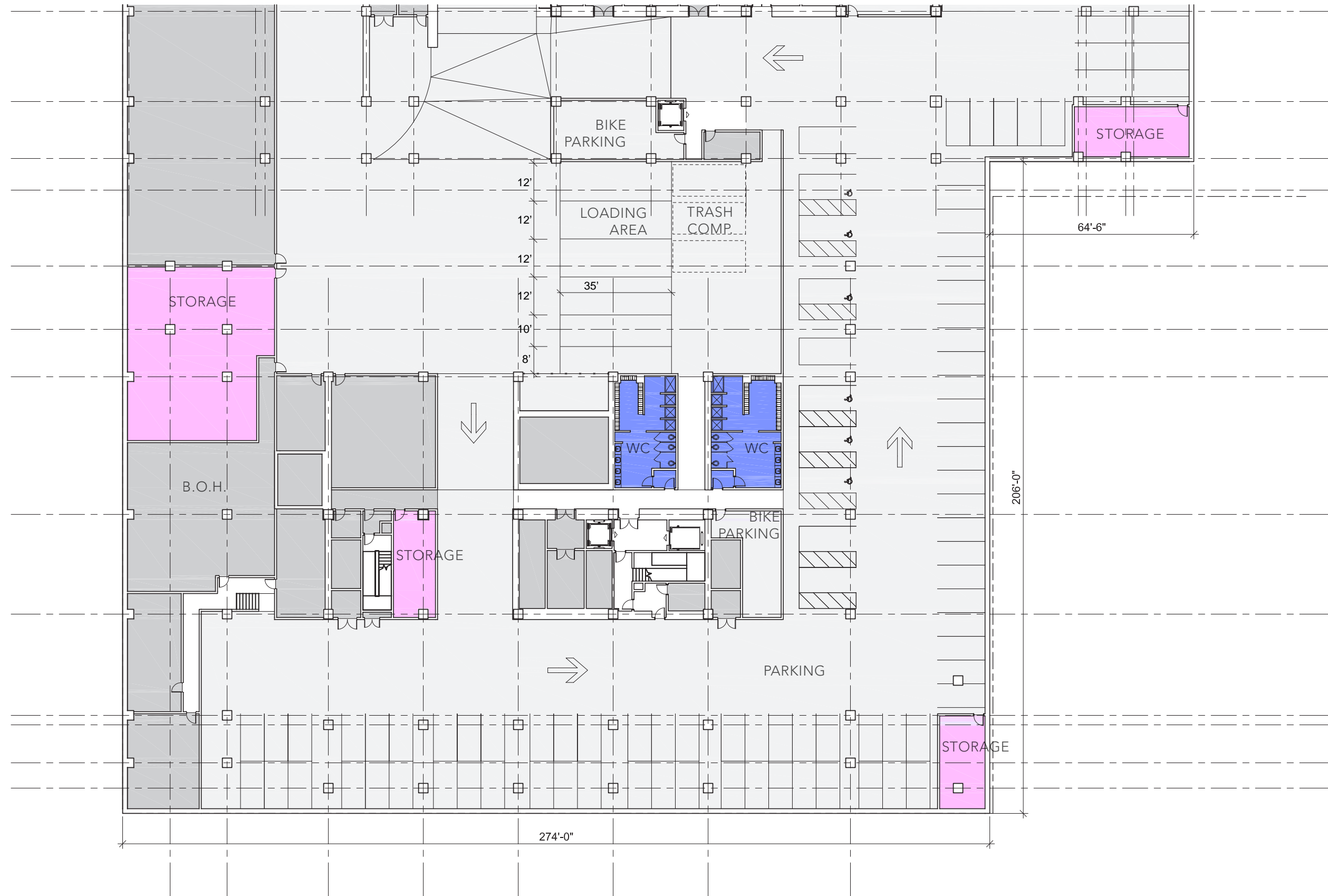
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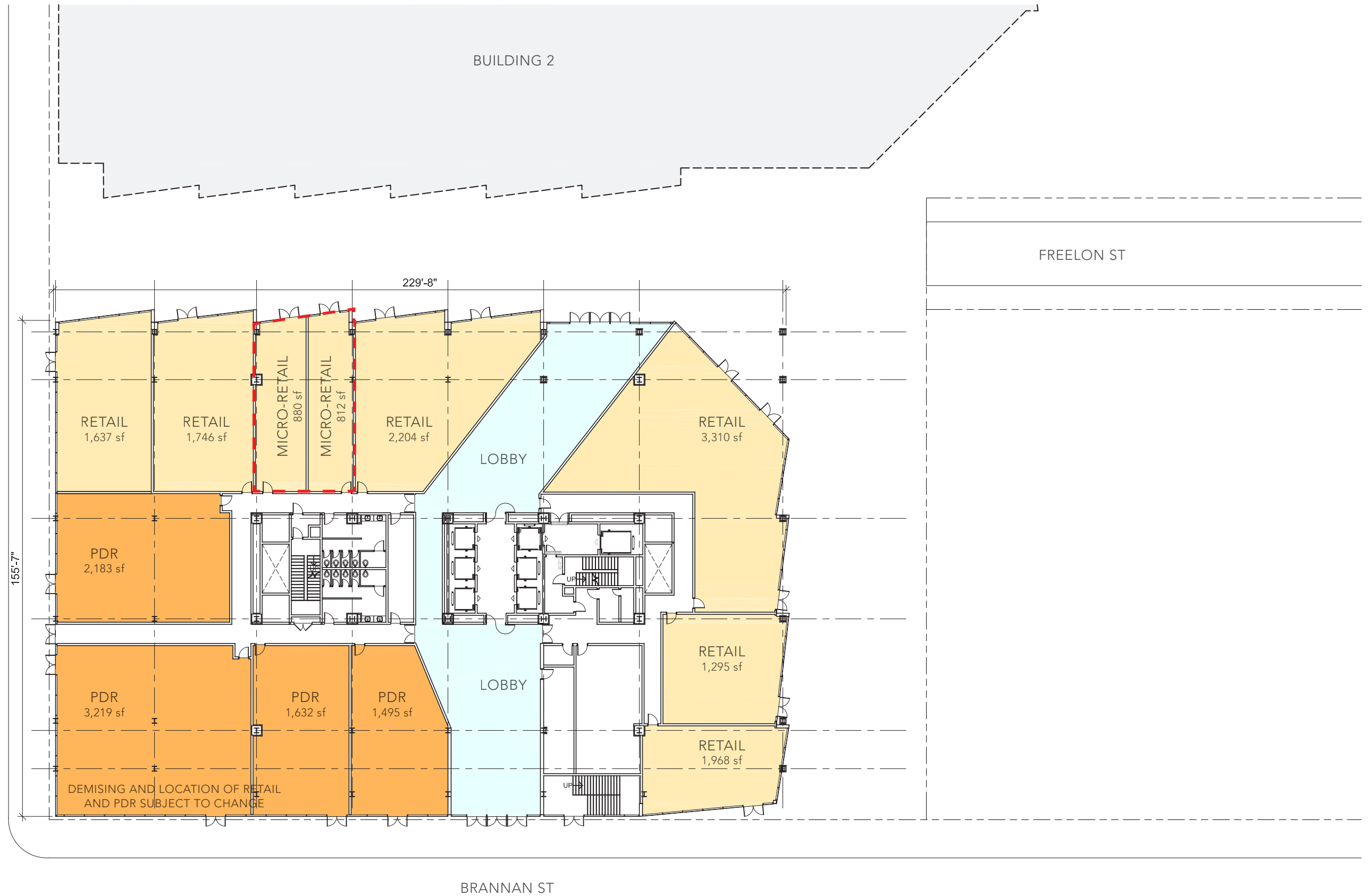


BUILDINGS 1 &amp; 2 BASEMENT LEVEL

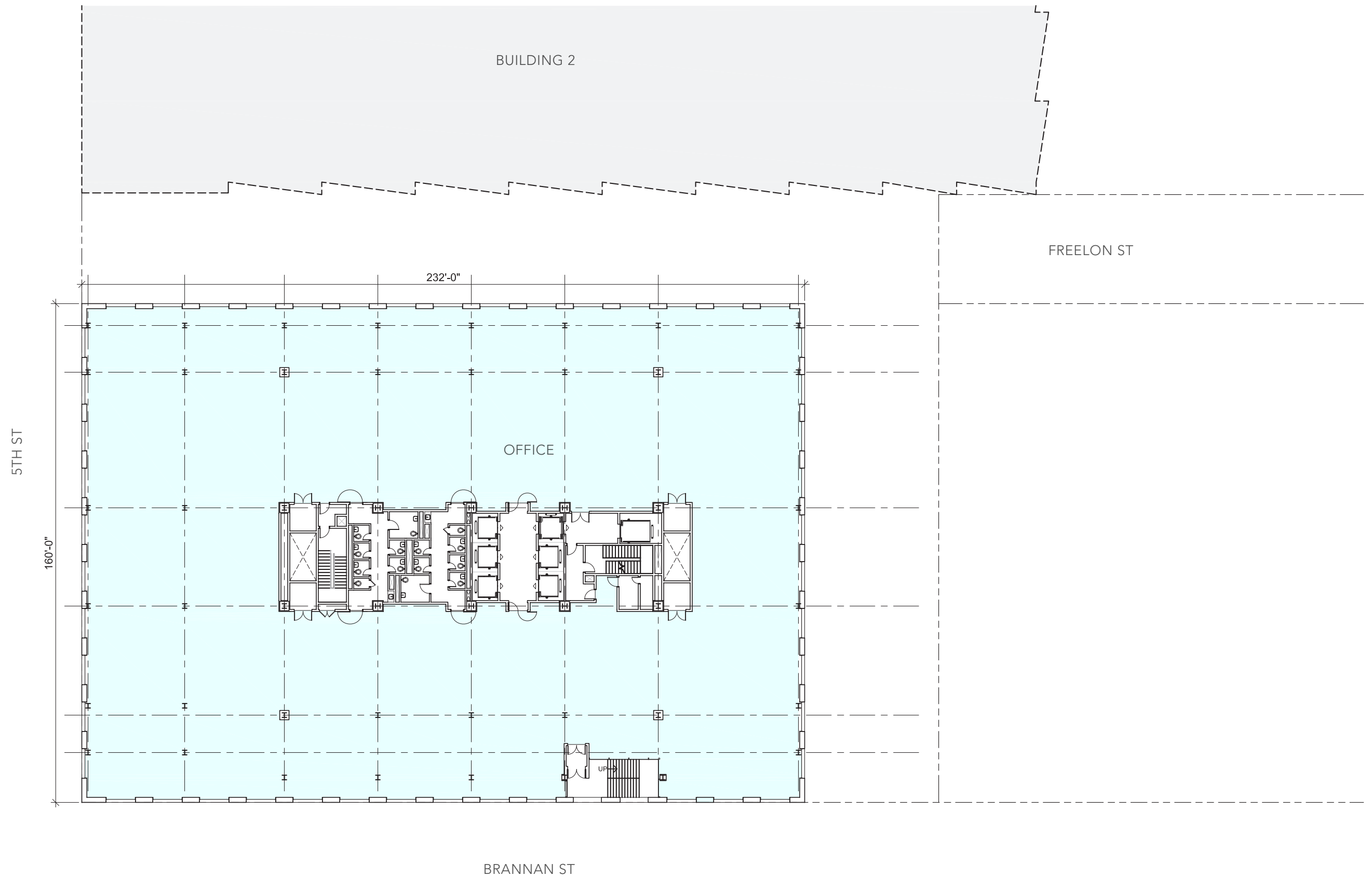


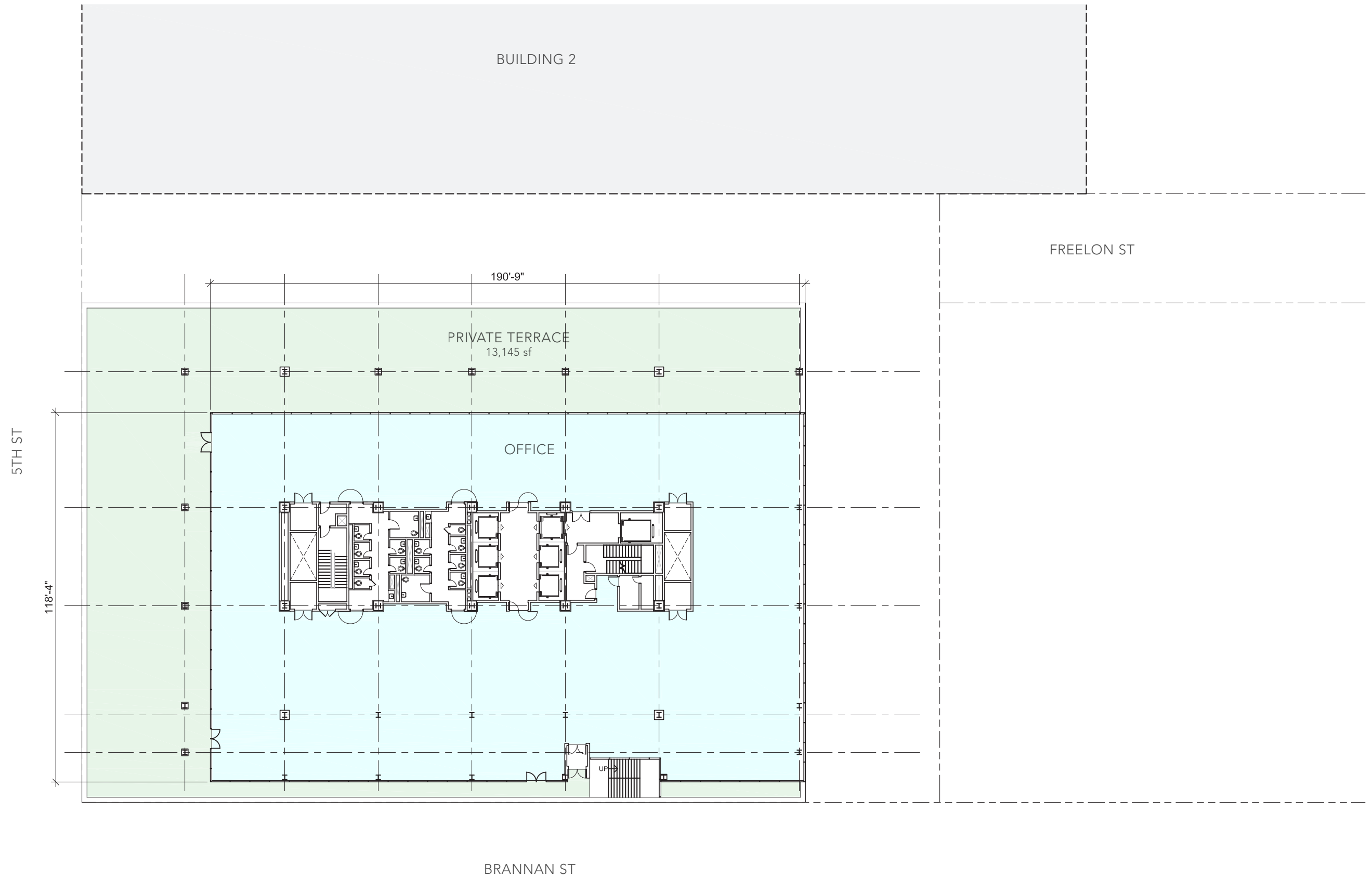
# BUILDING 1 PLANS

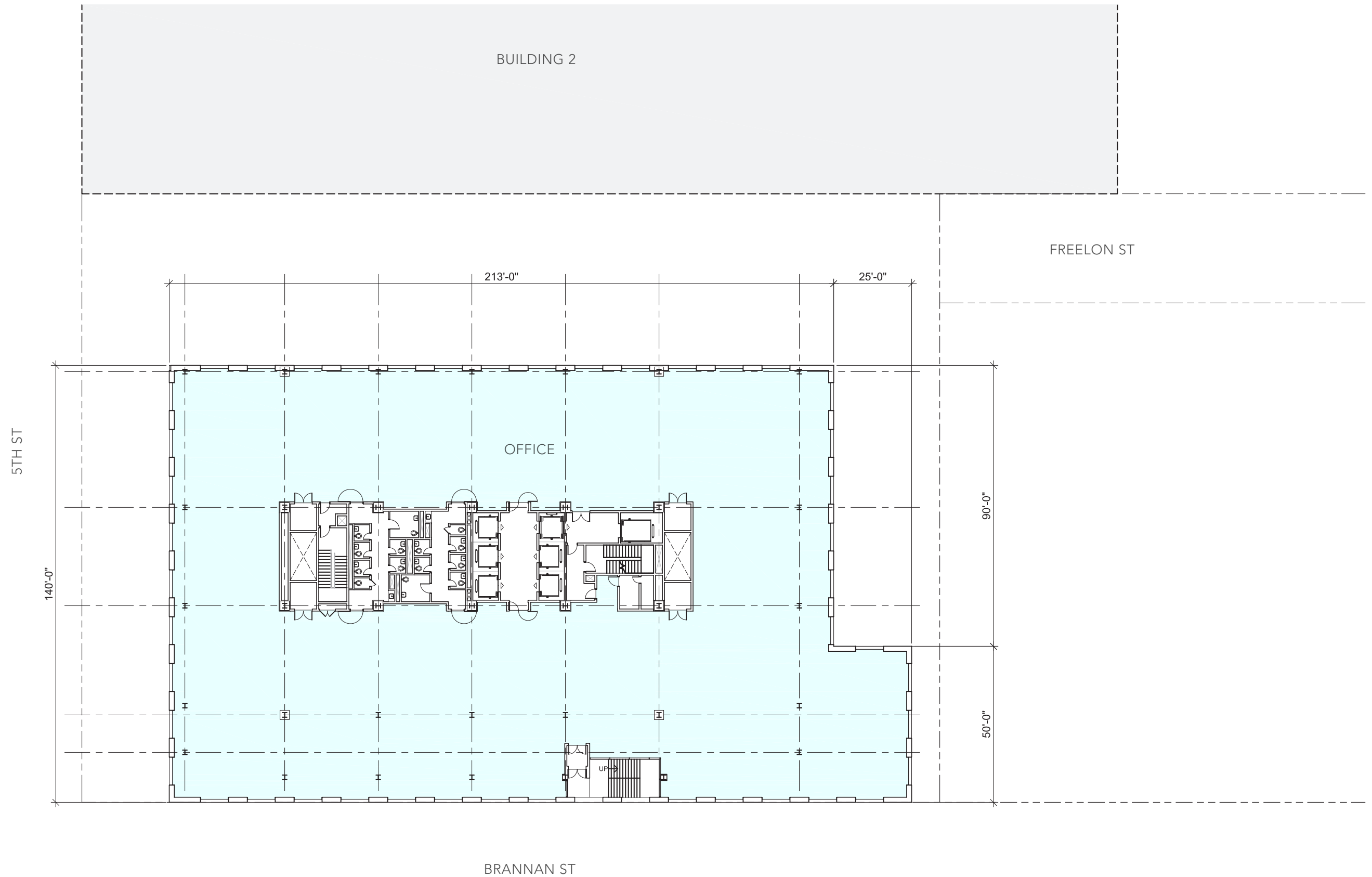




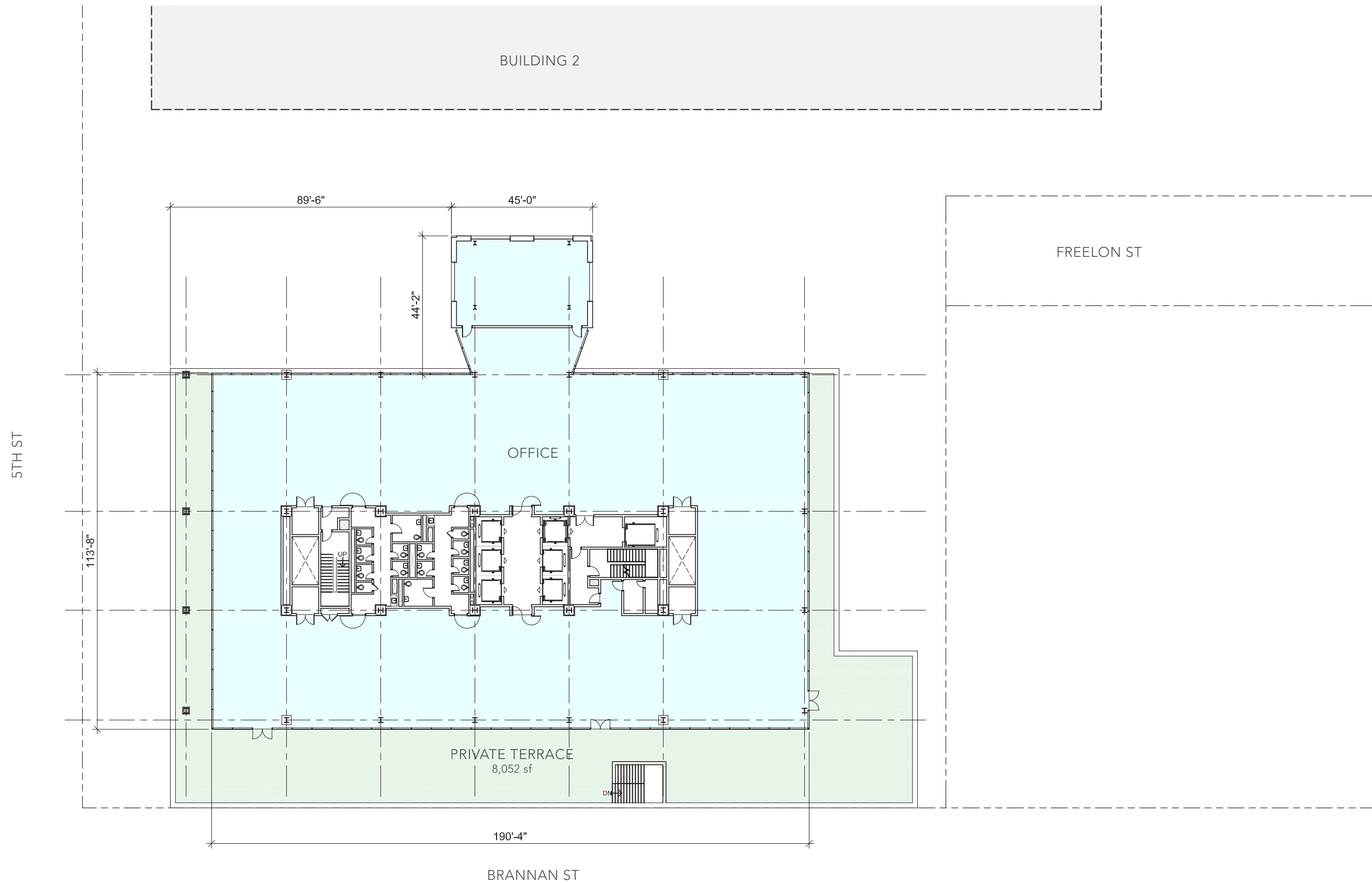


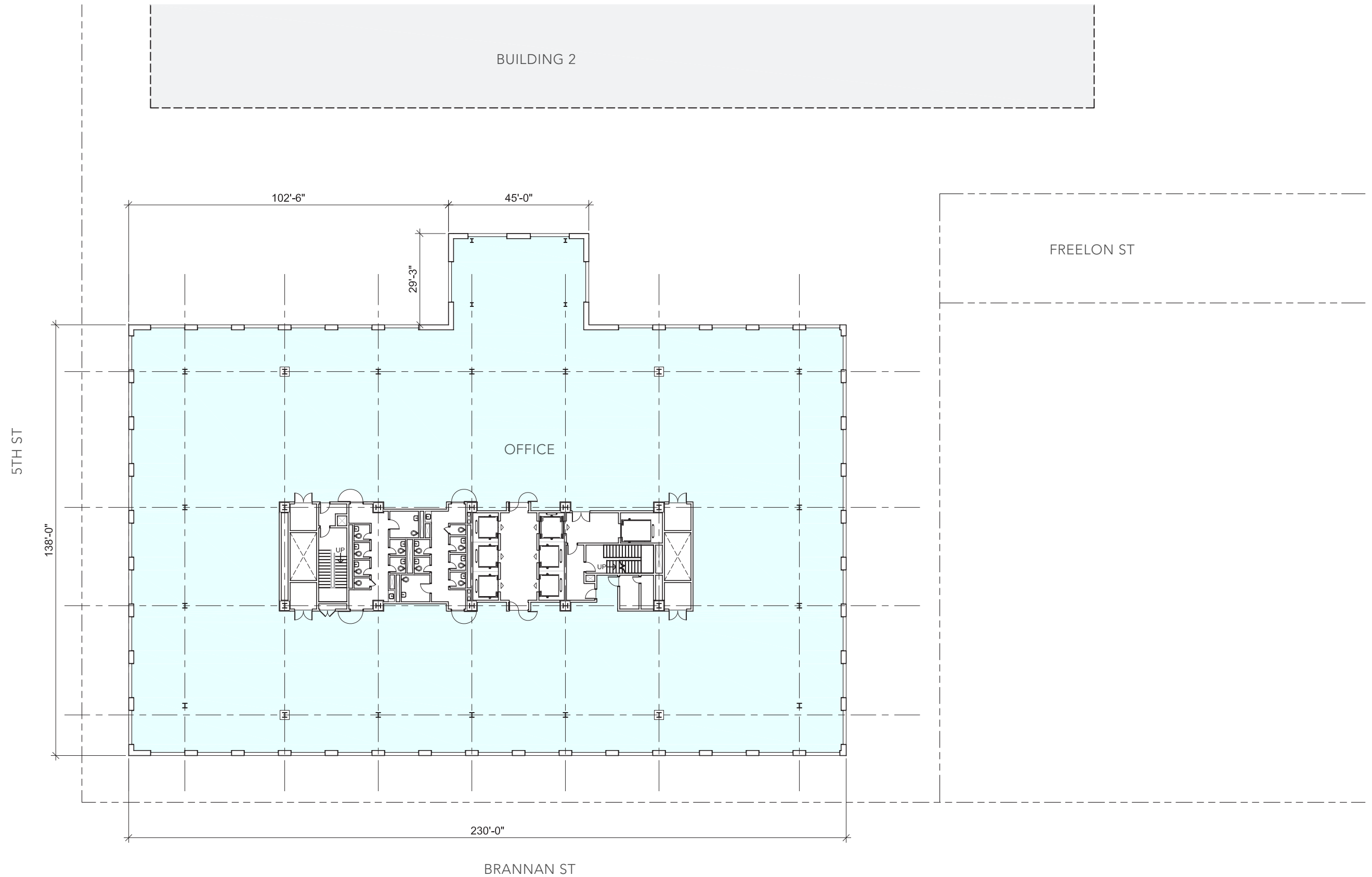


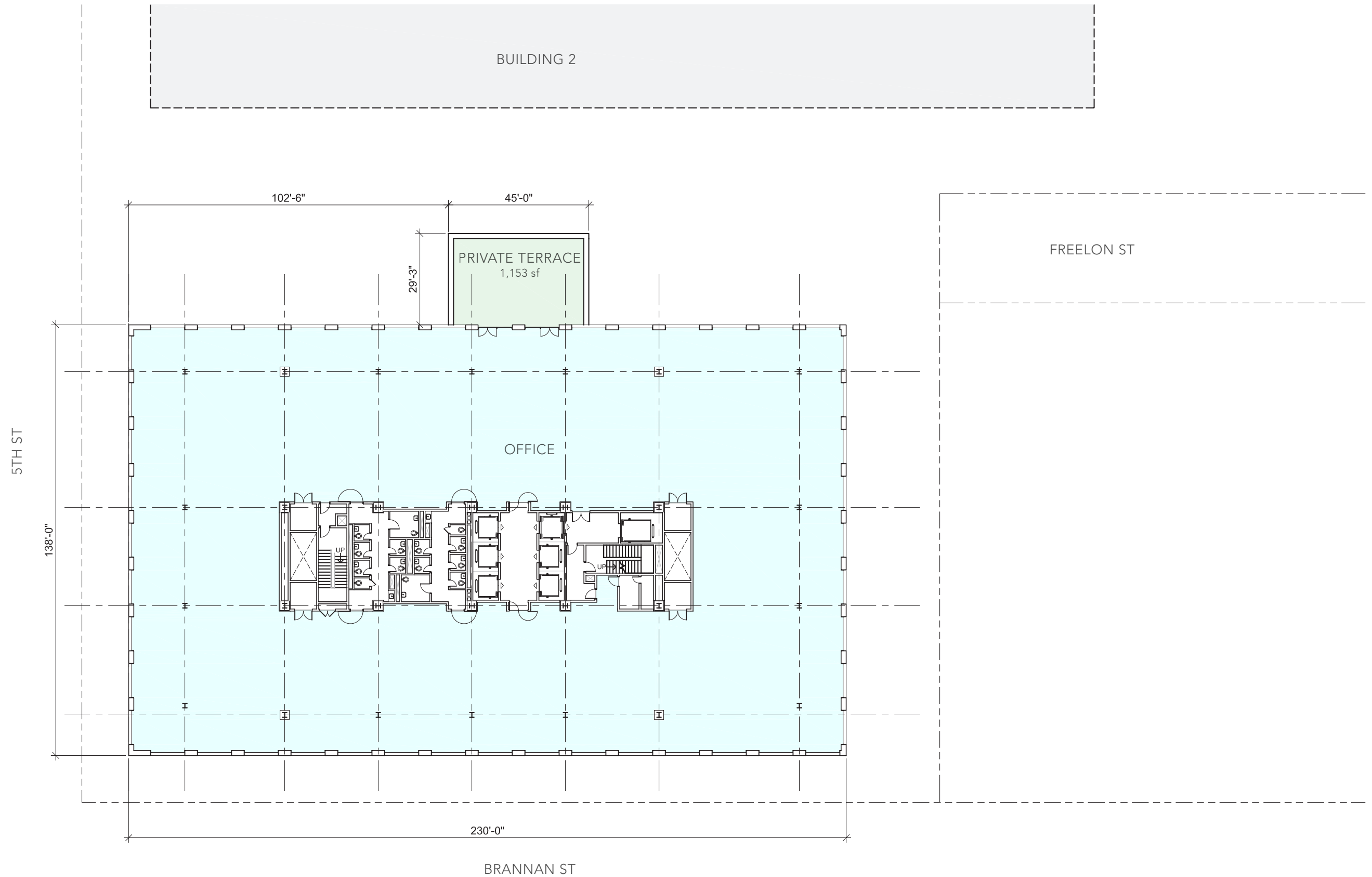




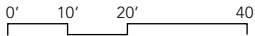




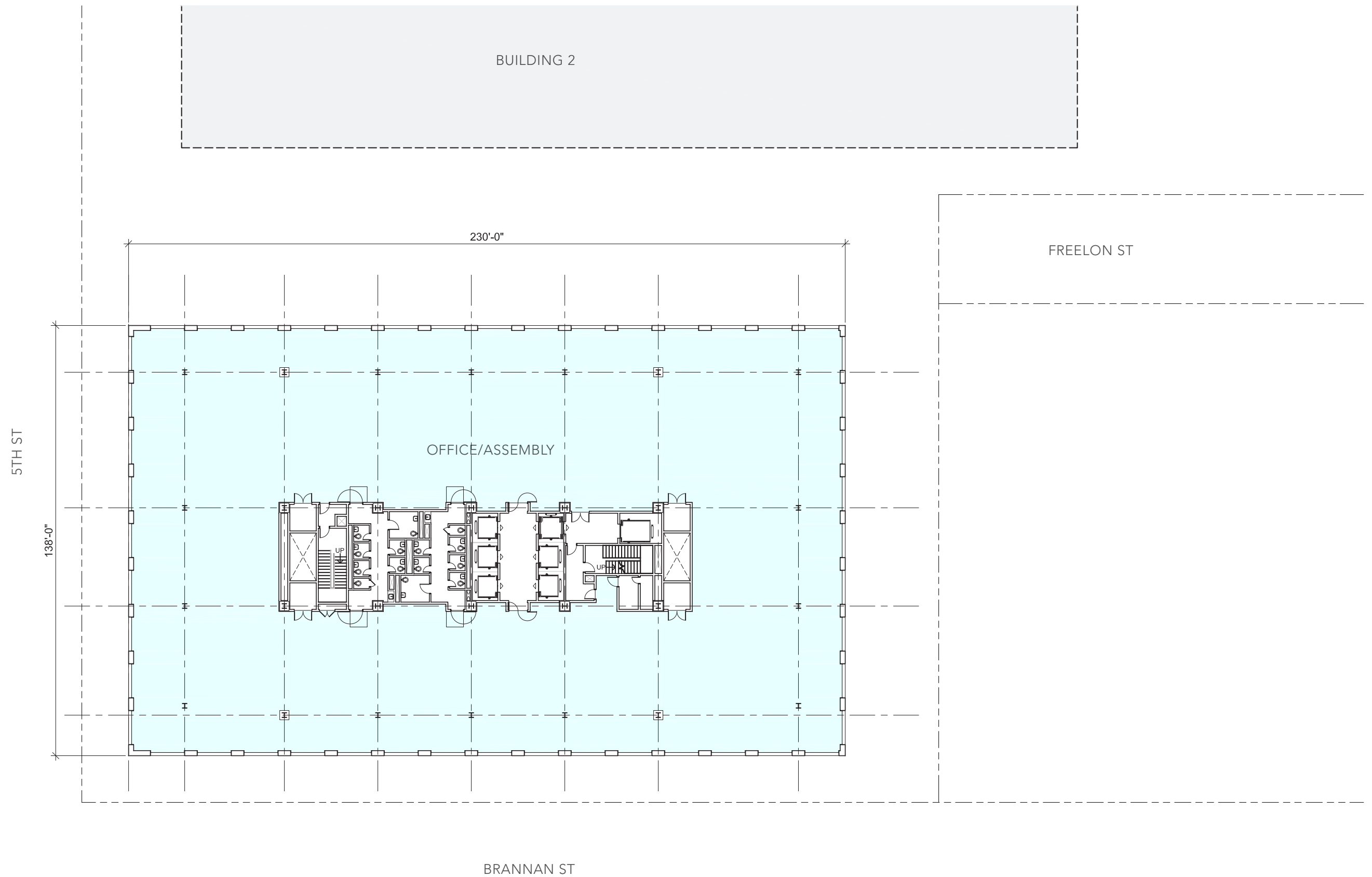




SCALE: 1/32" = 1'







5TH ST

138'-0"

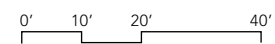
230'-0"

BUILDING 2

FRELON ST

BRANNAN ST

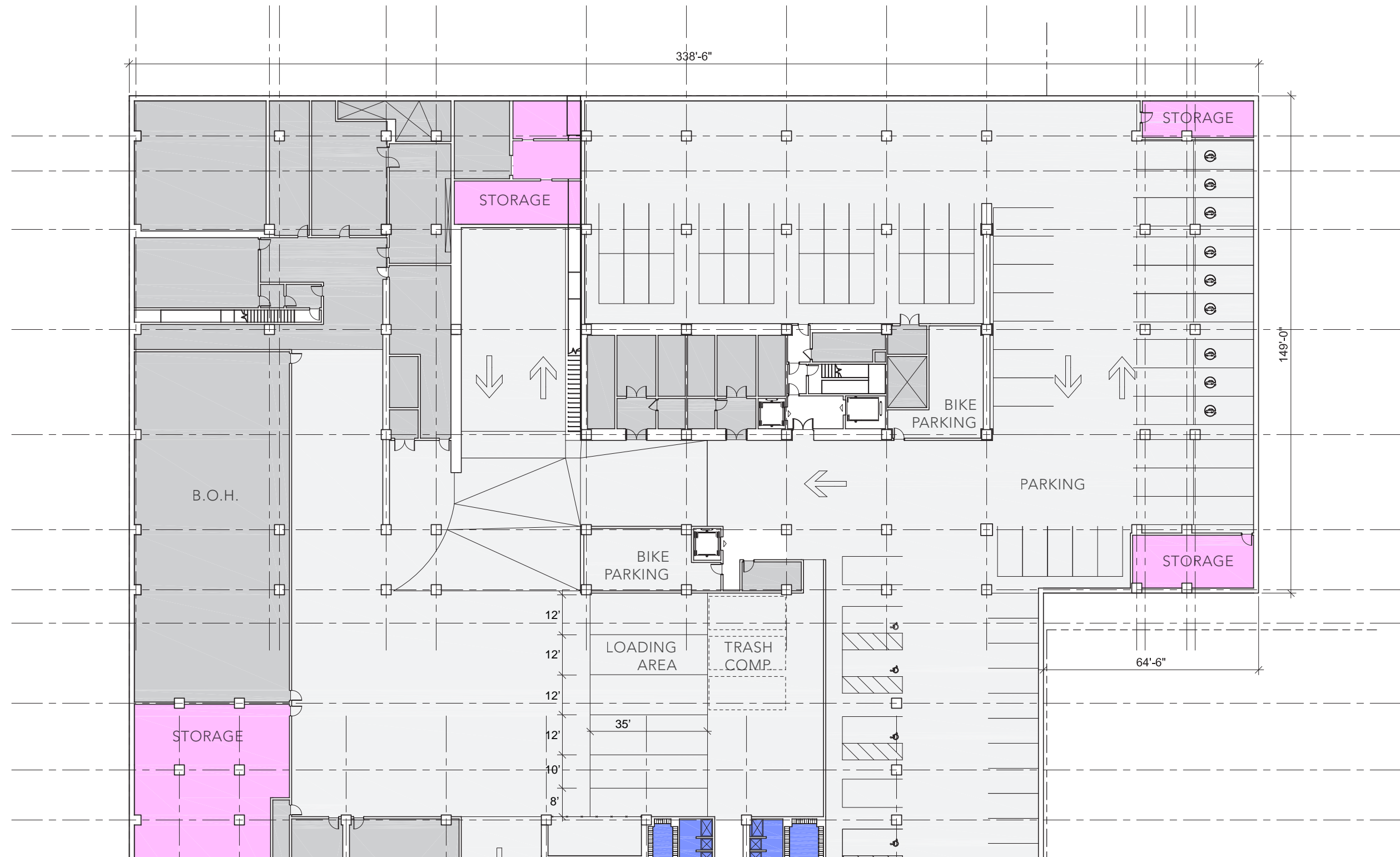
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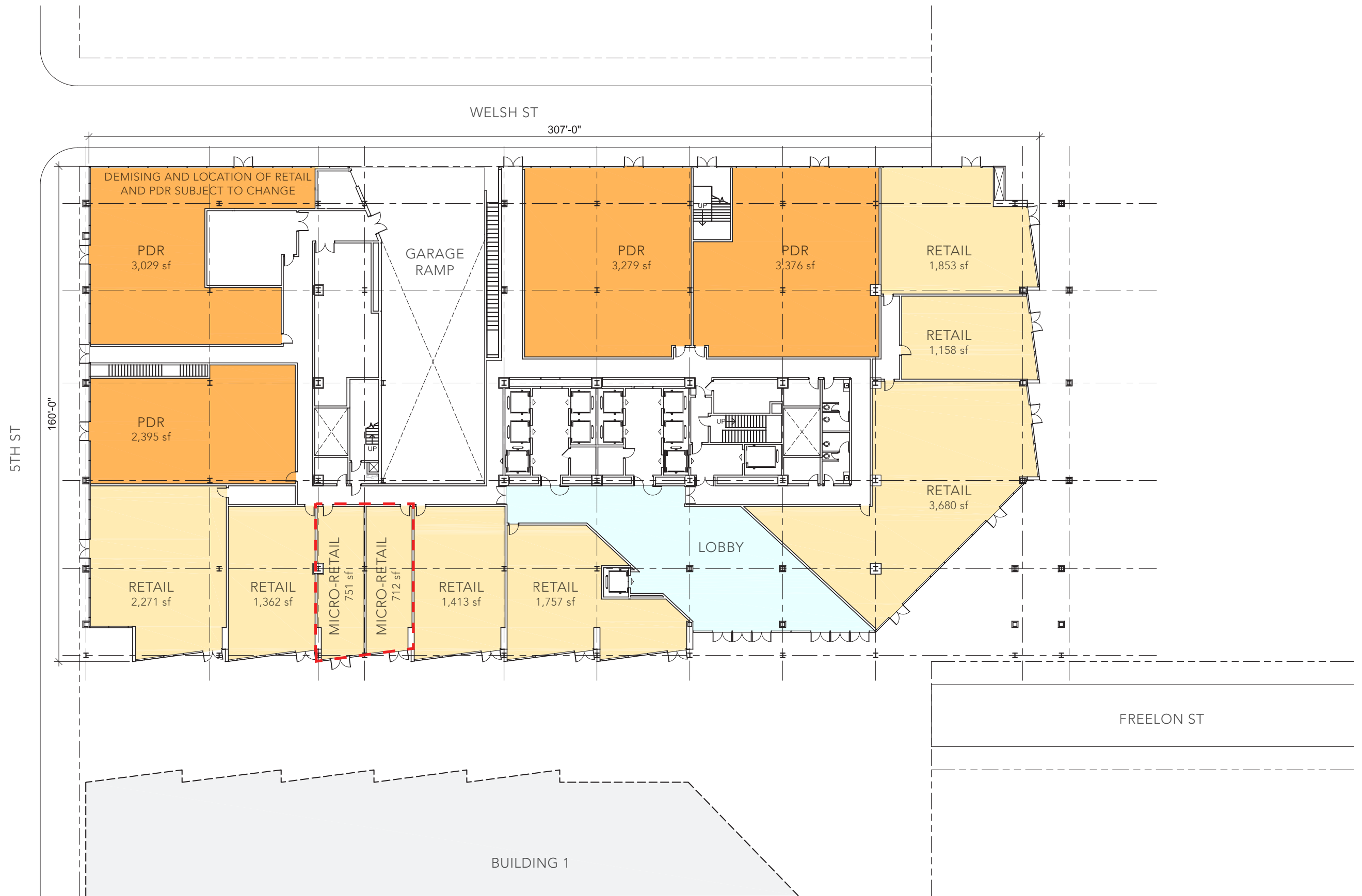


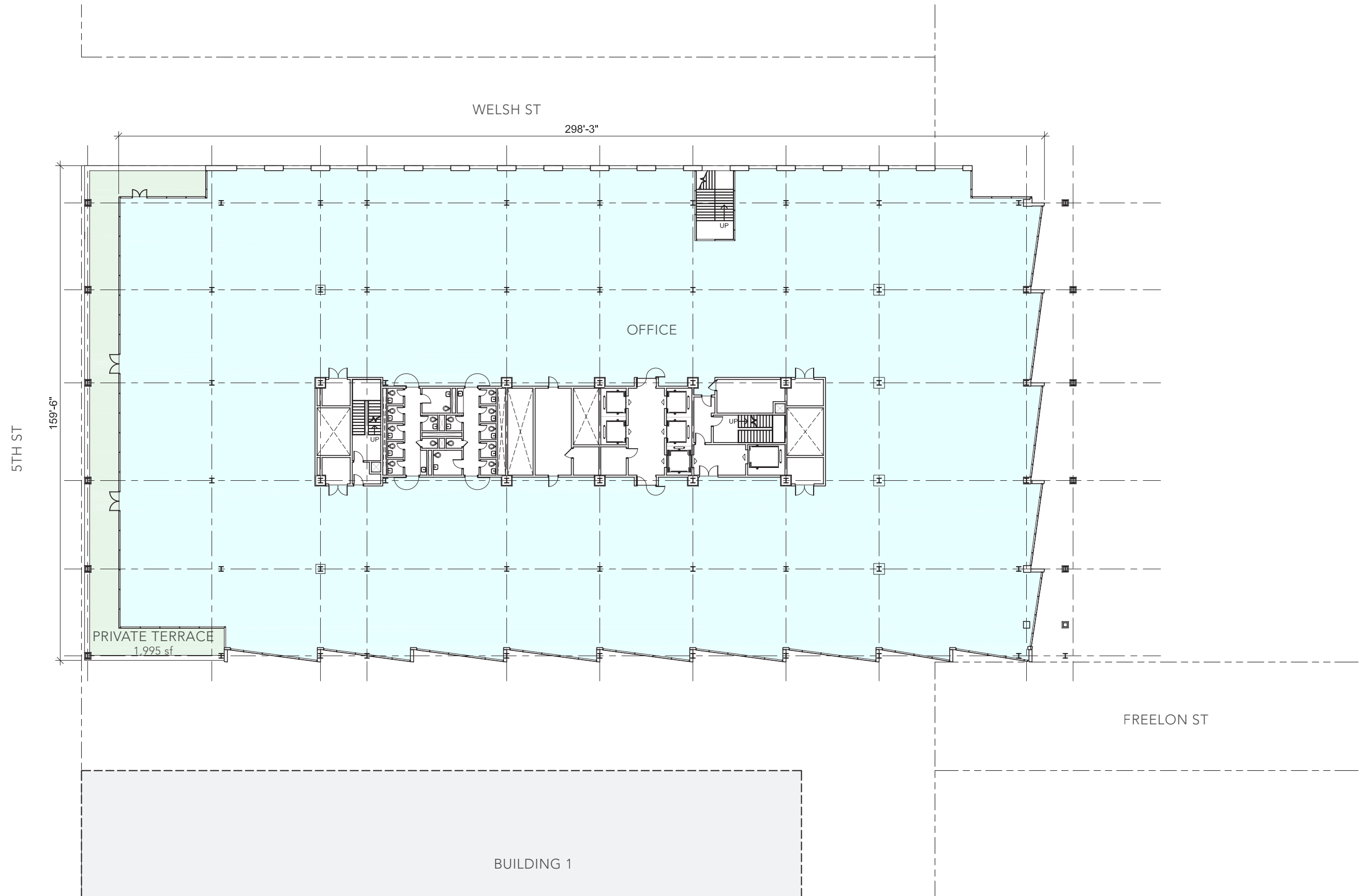
BUILDING 1 | ROOF LEVEL | 0 GSF

# BUILDING 2 PLANS

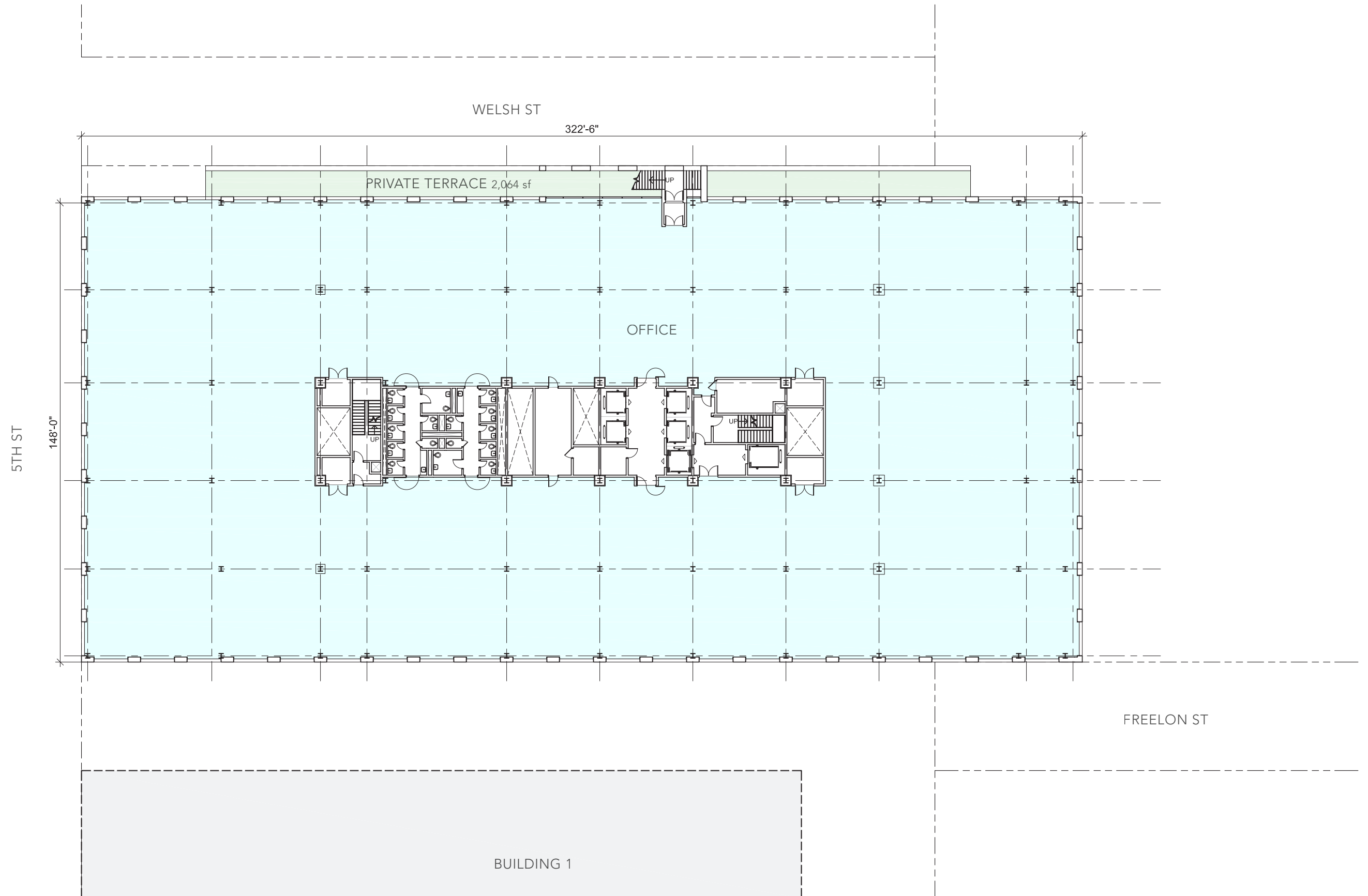


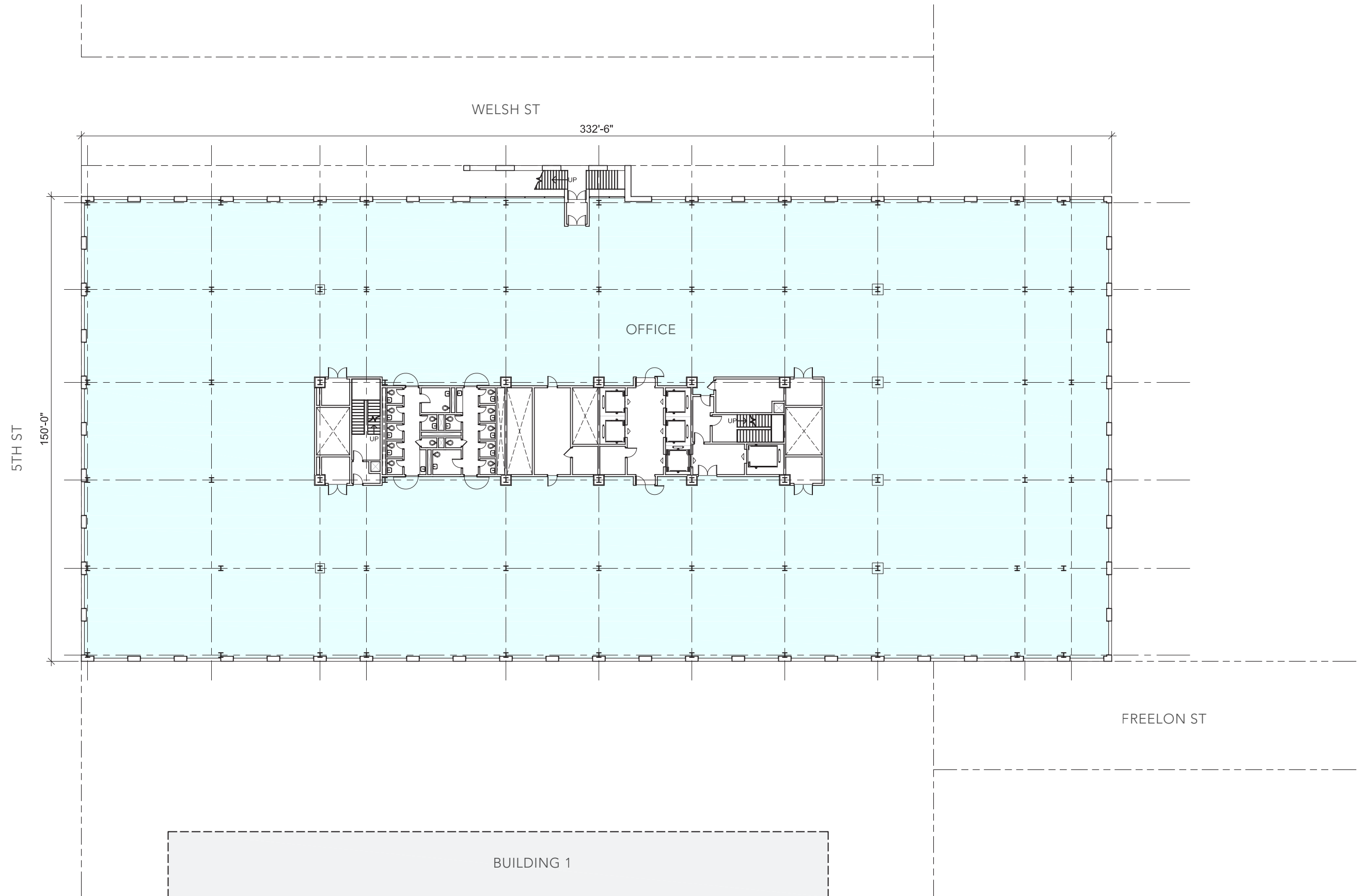




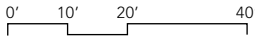




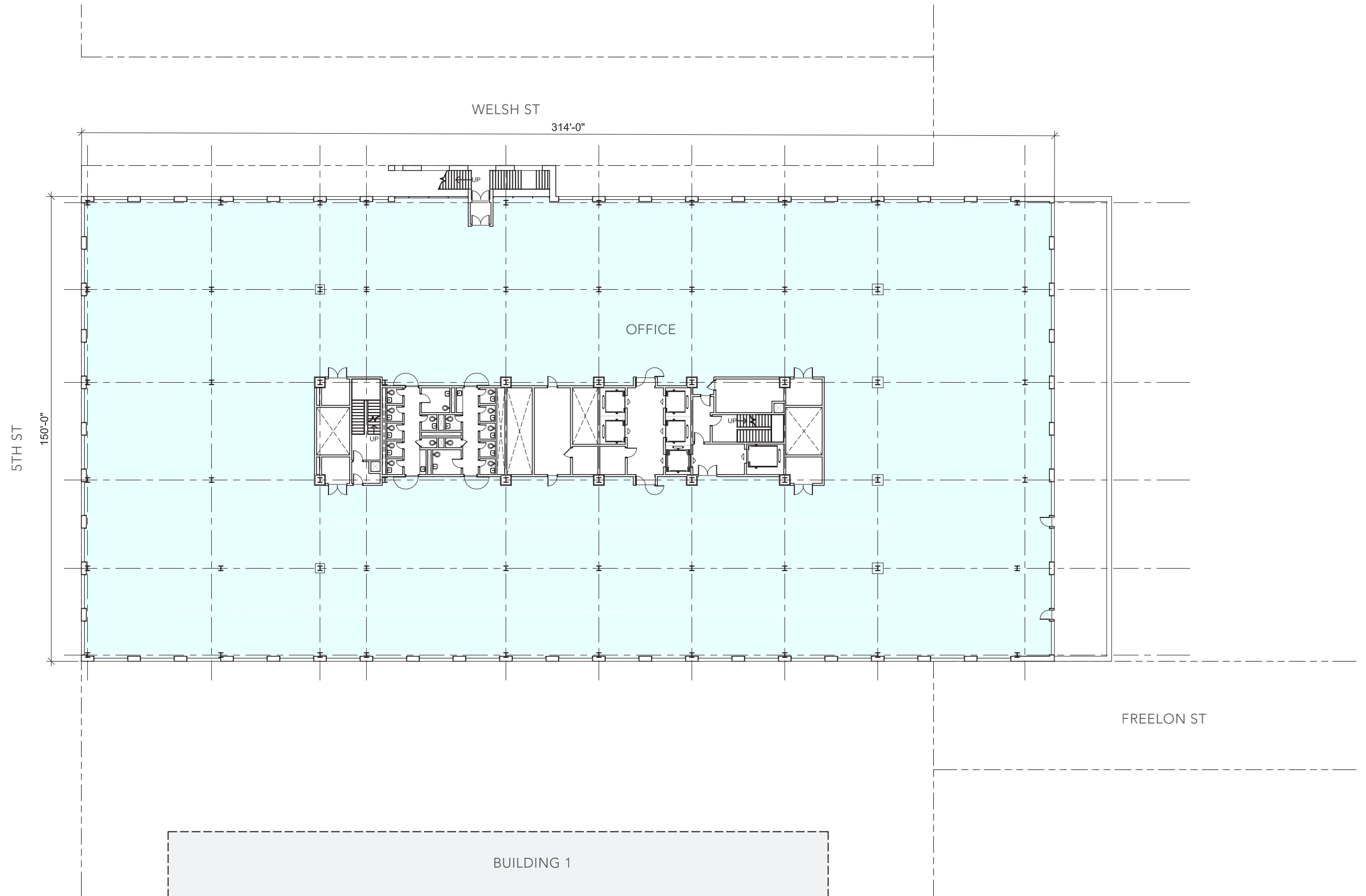




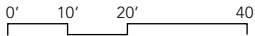
SCALE: 1/32" = 1'



BUILDING 2 | LEVEL 4 | 47,484 GSF

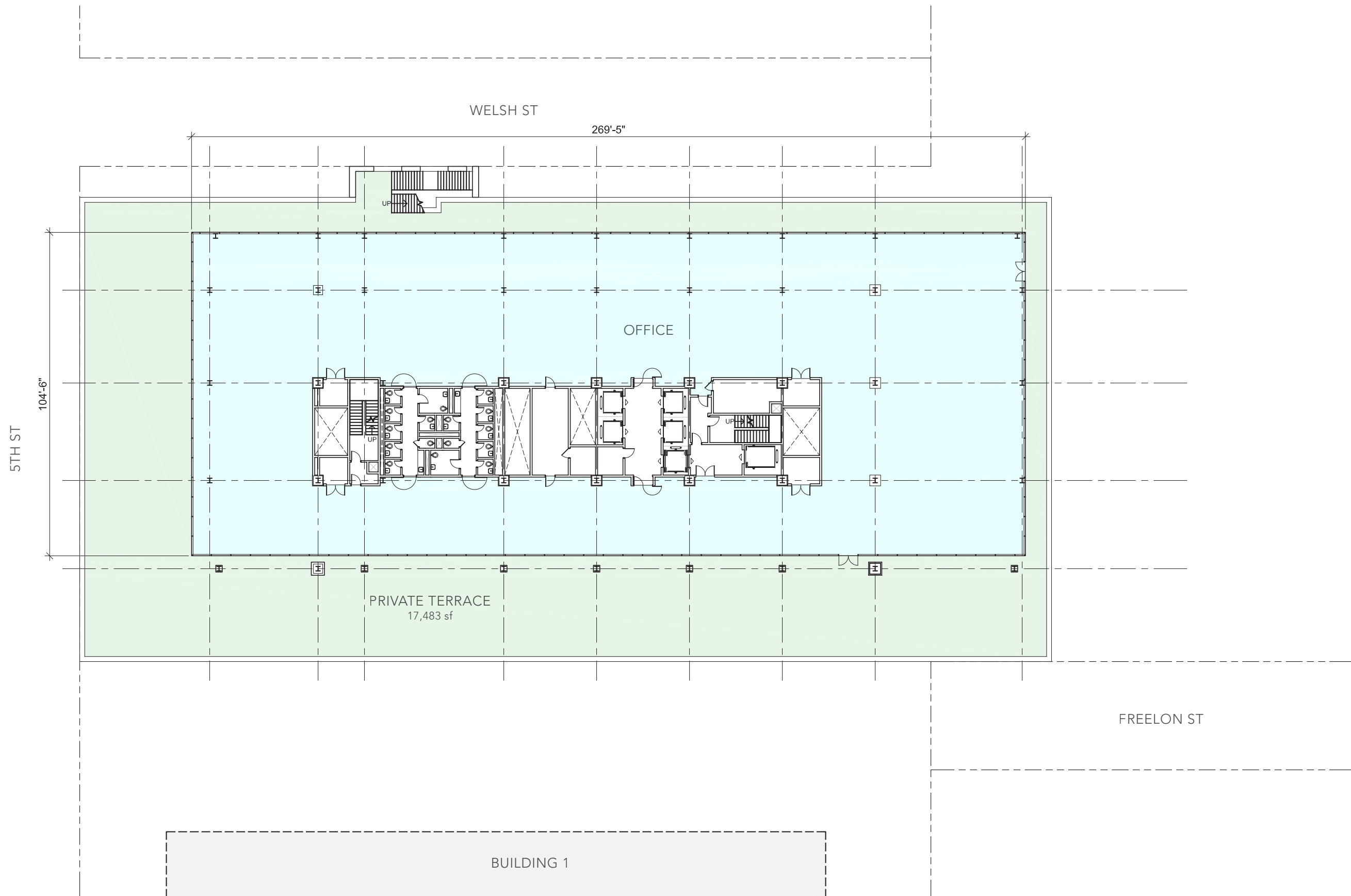


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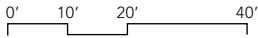


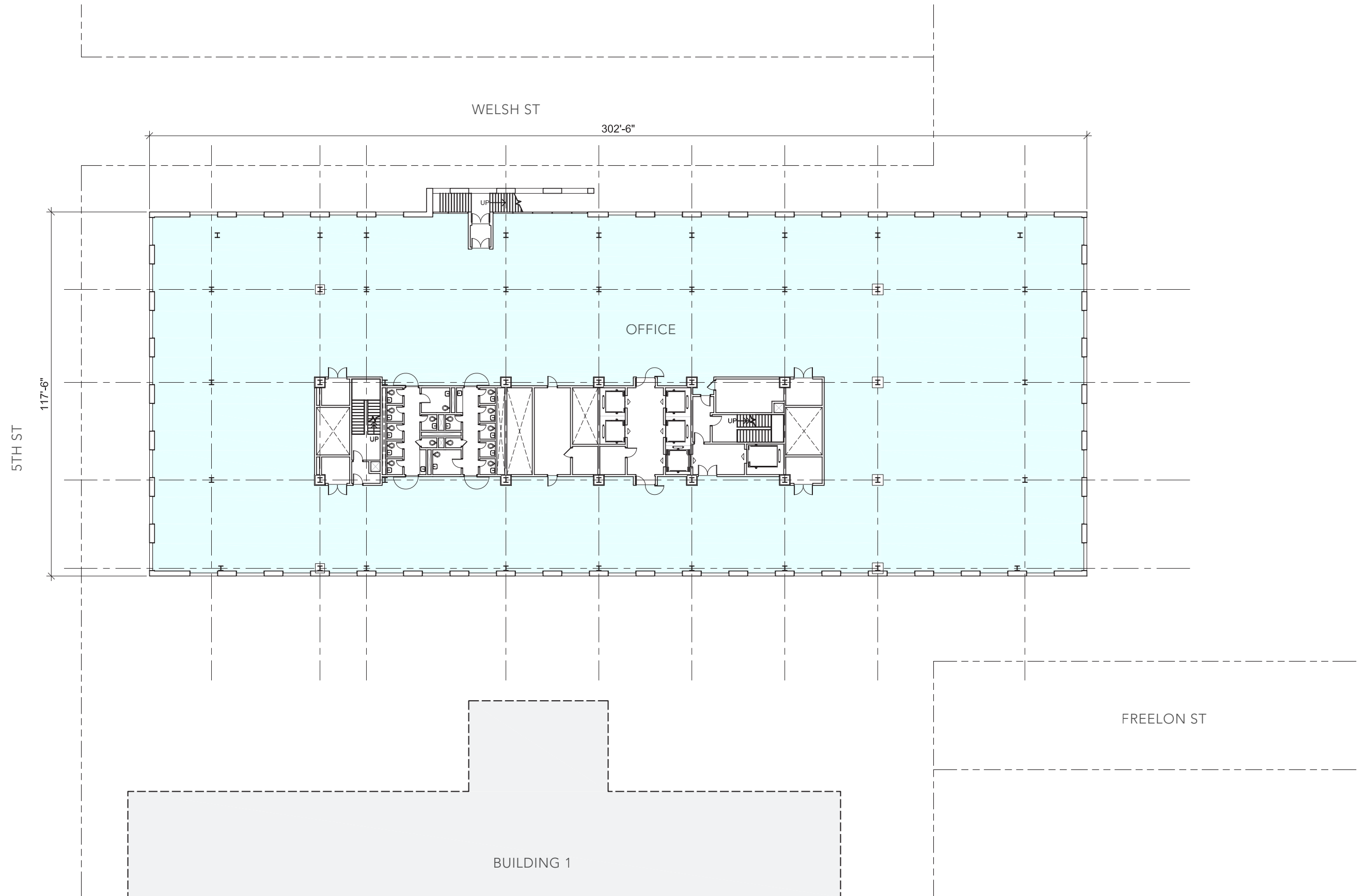
BUILDING 2 | LEVEL 5 | 44,820 GSF



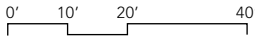


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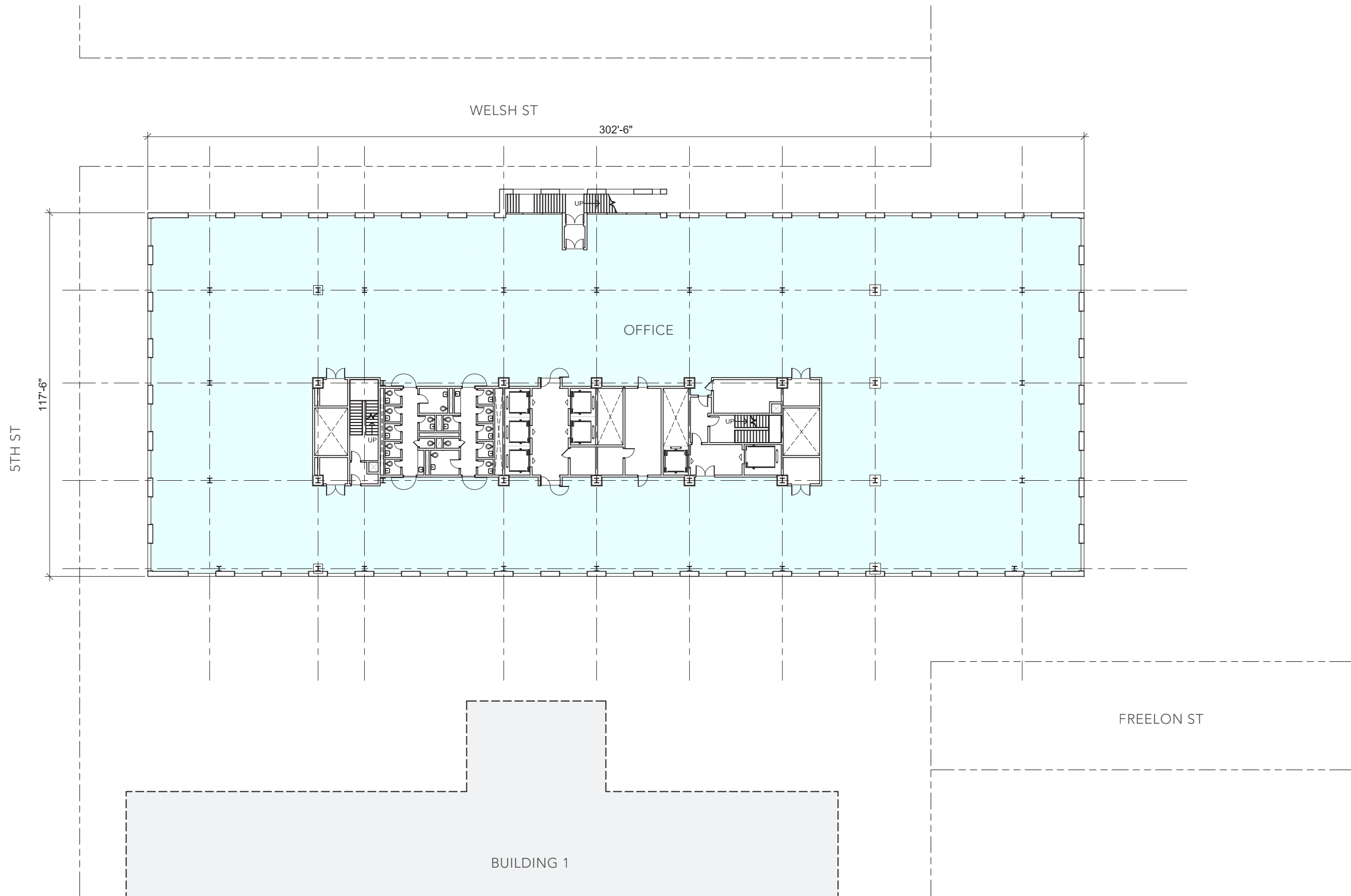




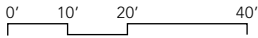
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BUILDING 2 | LEVEL 7 | 33,350 GSF

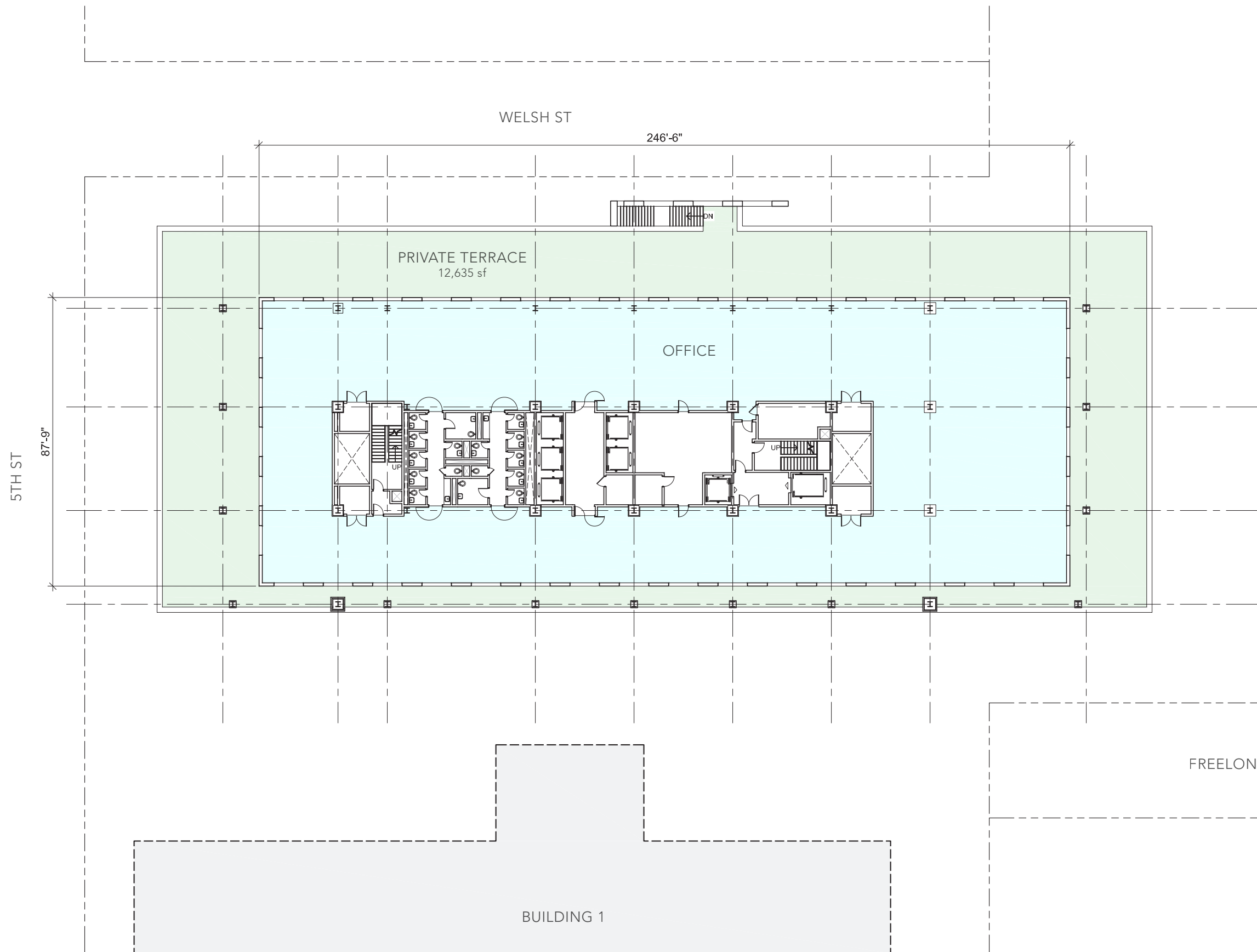


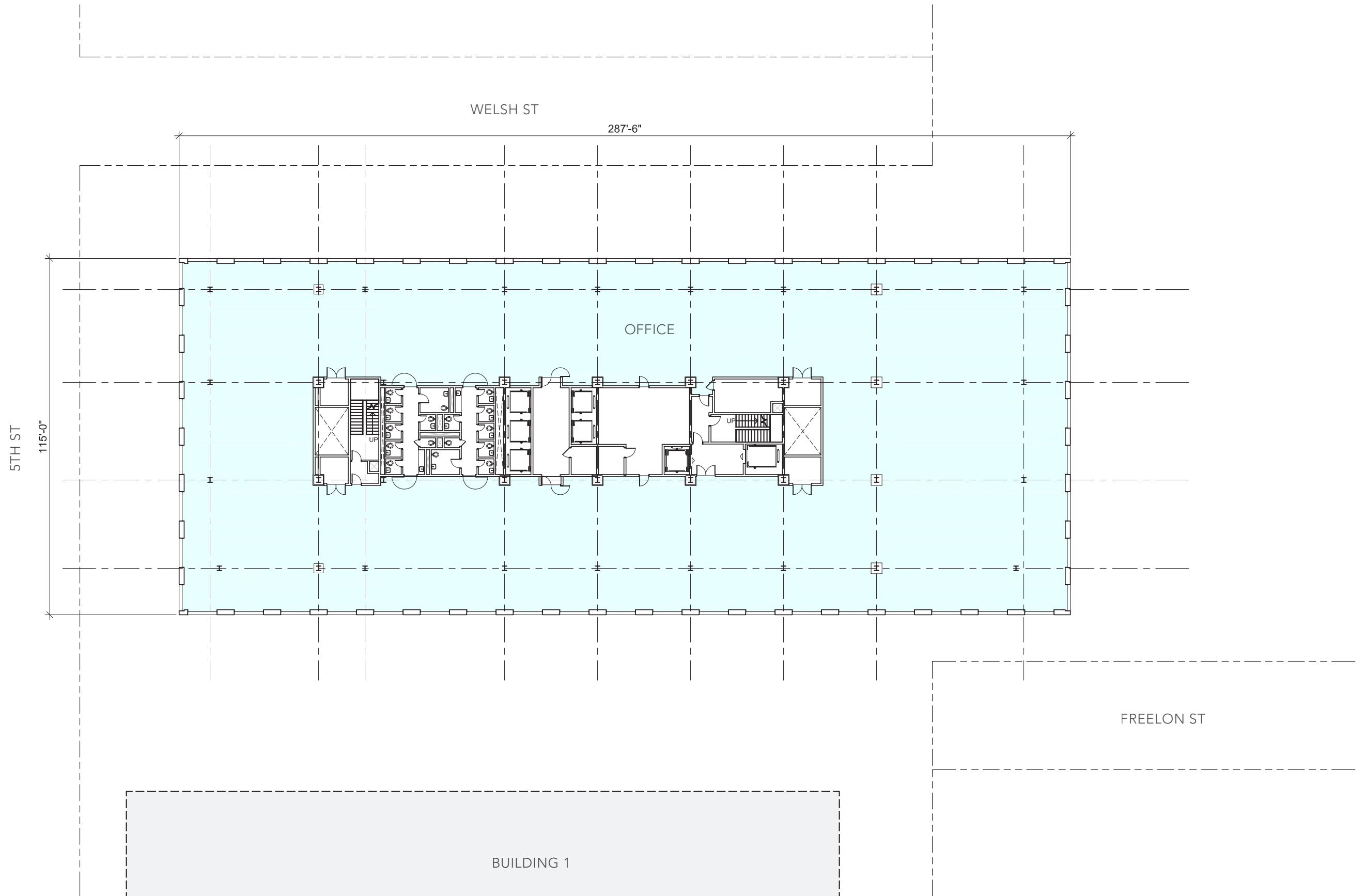
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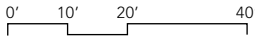
BUILDING 2 | LEVEL 8 | 33,350 GSF



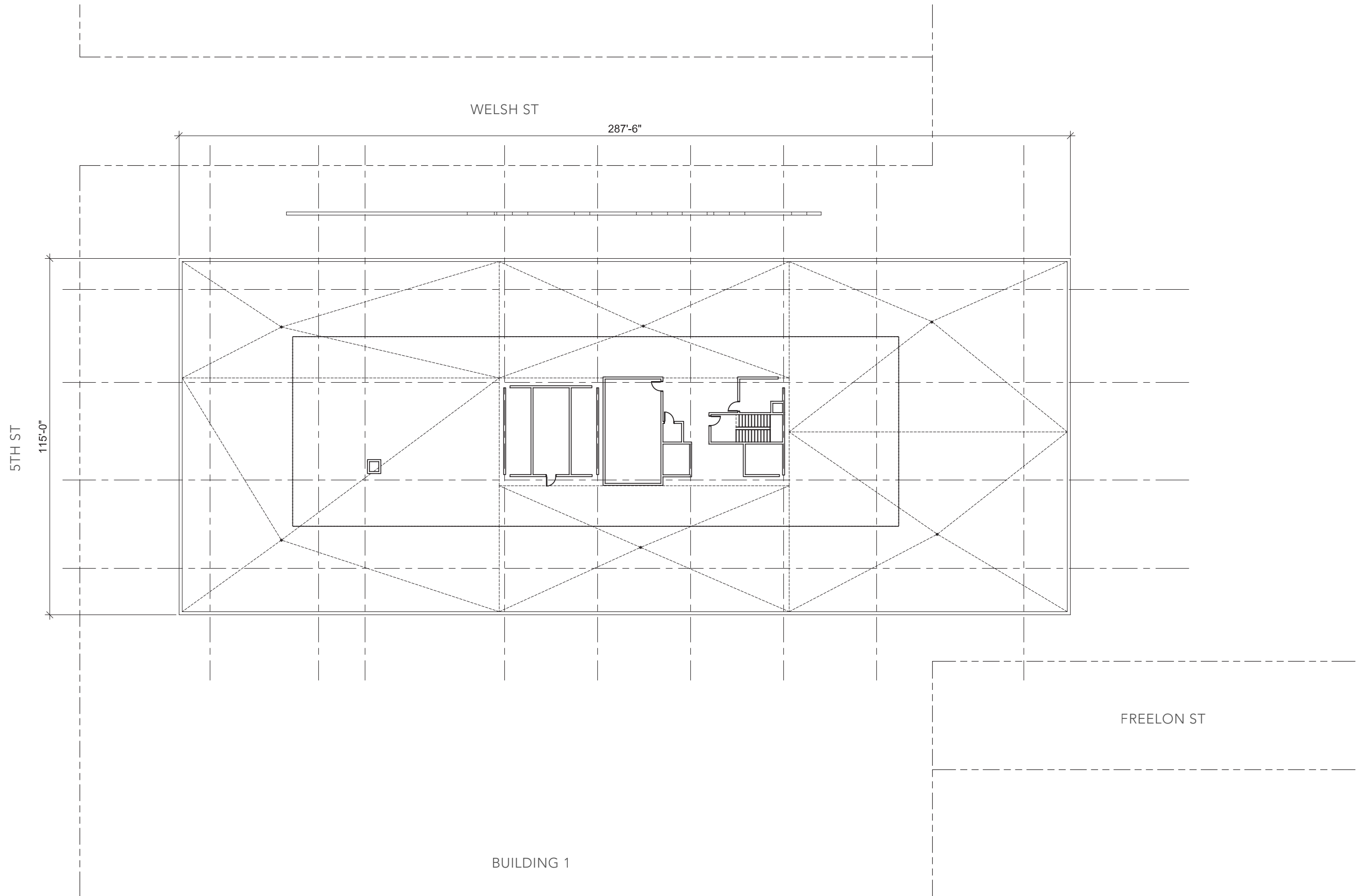




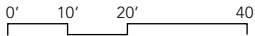
SCALE: 1/32" = 1'



BUILDING 2 | LEVELS 10 - 13 | 30,901 GSF



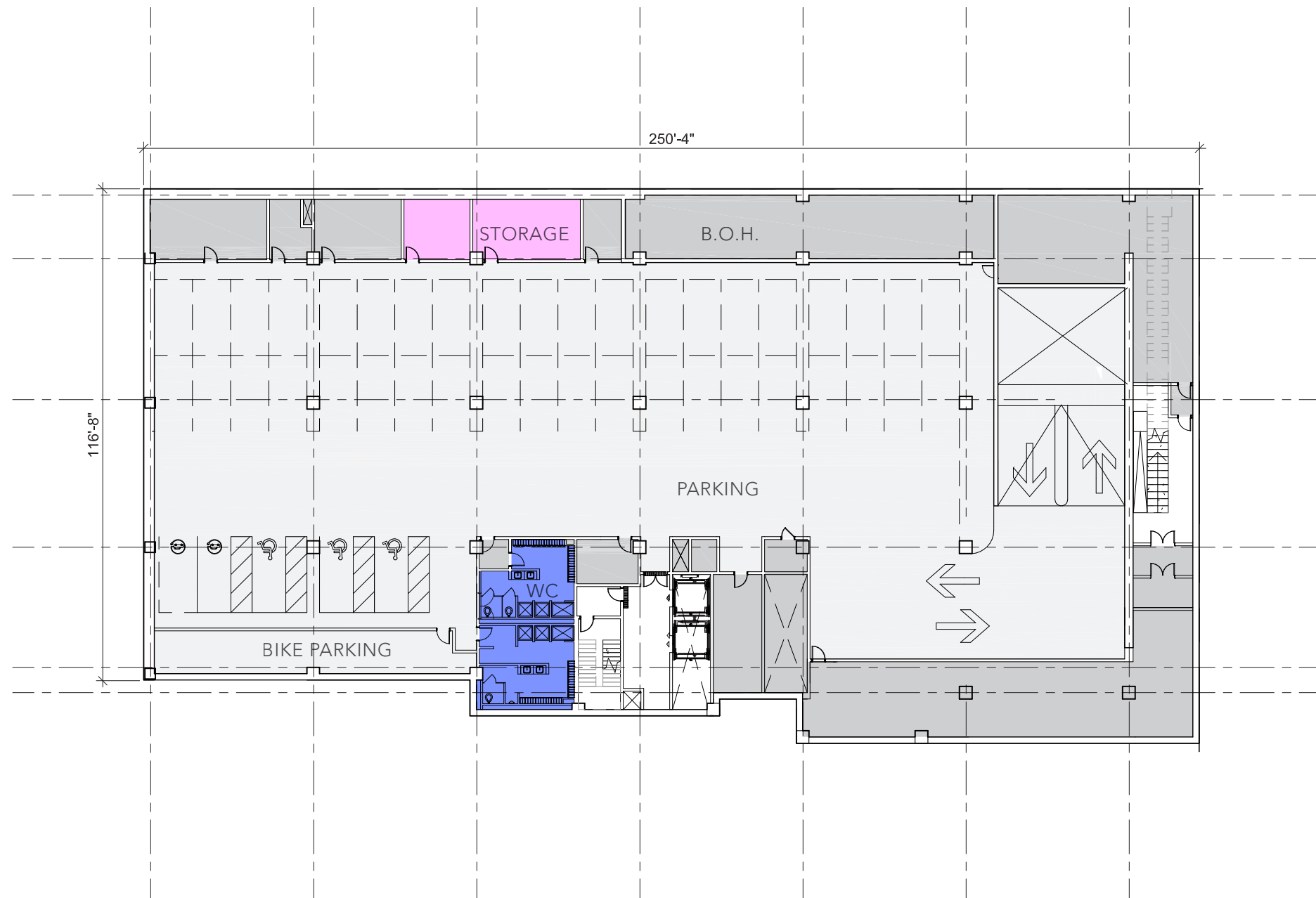
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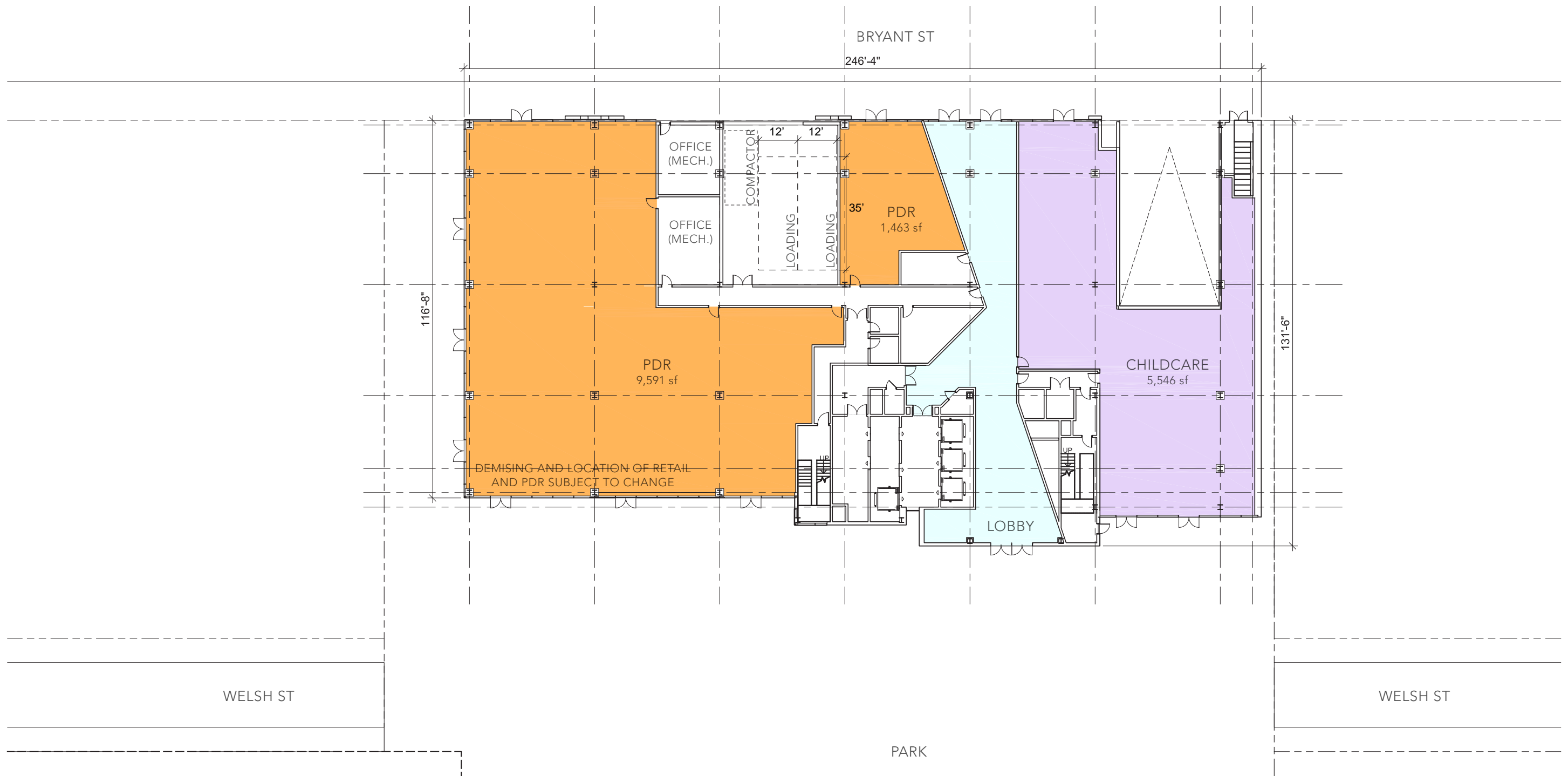


BUILDING 2 | ROOF LEVEL | 0 GSF

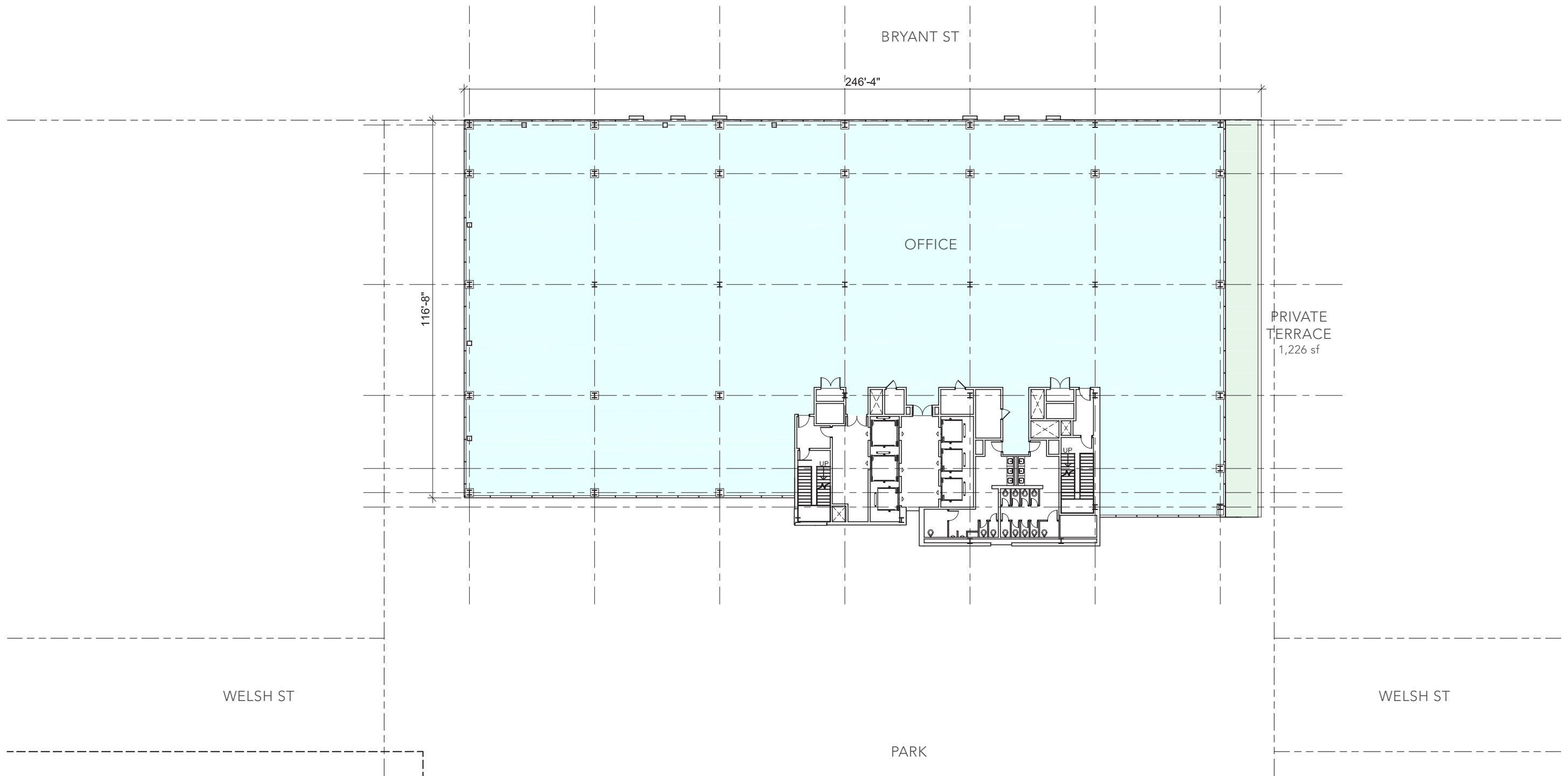


# BUILDING 3 PLANS

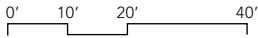


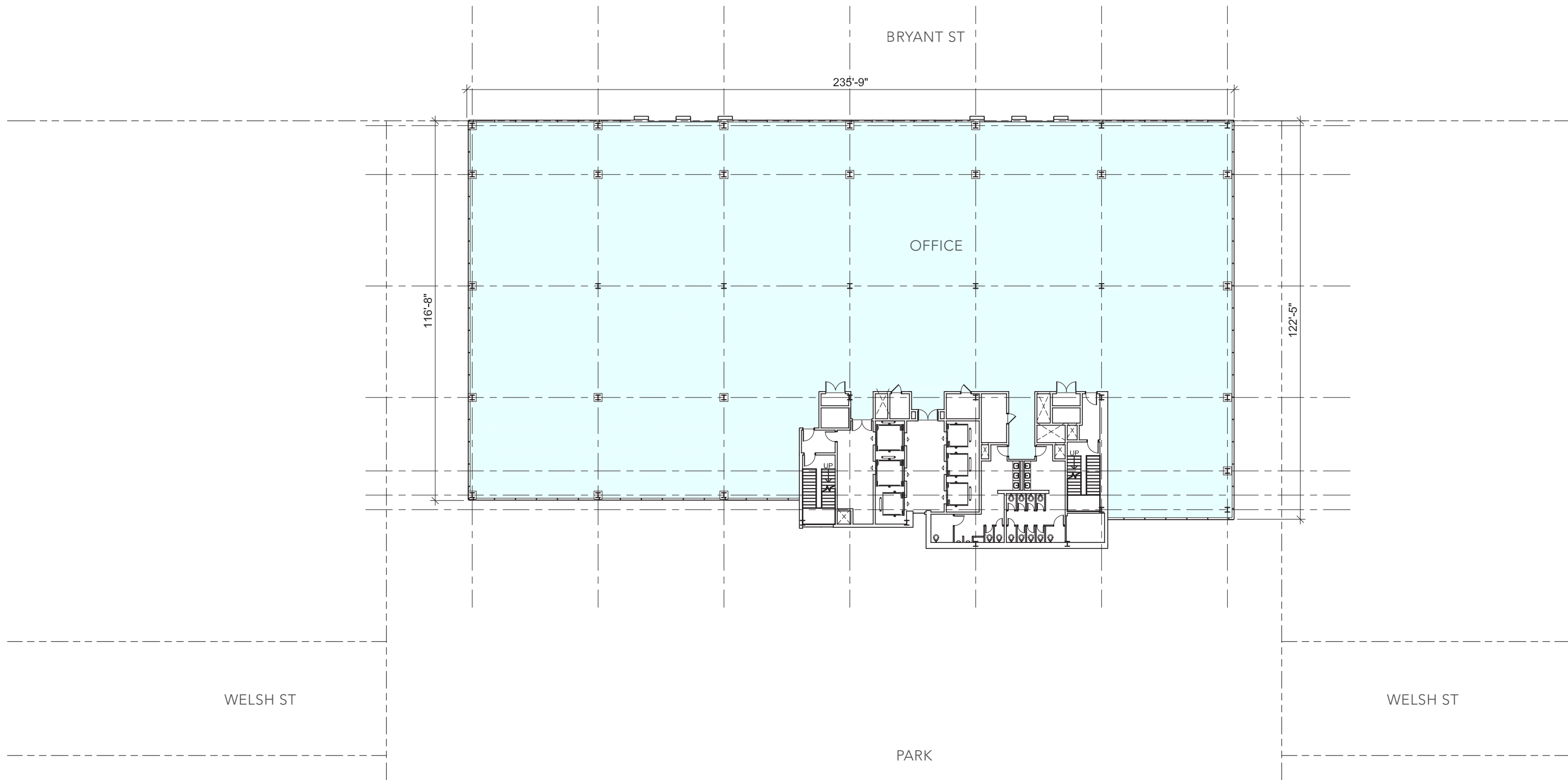




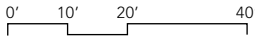


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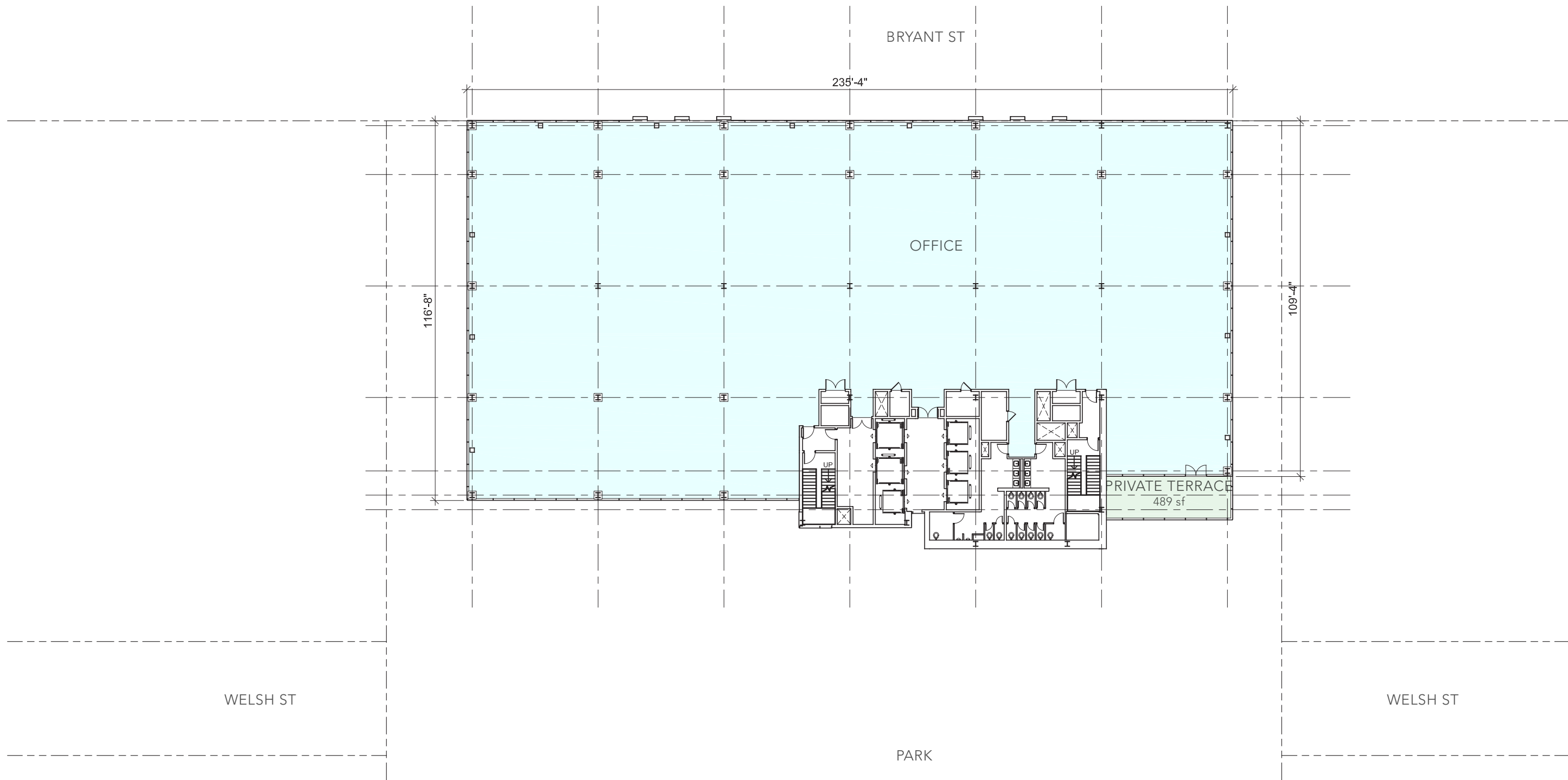




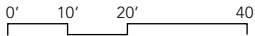
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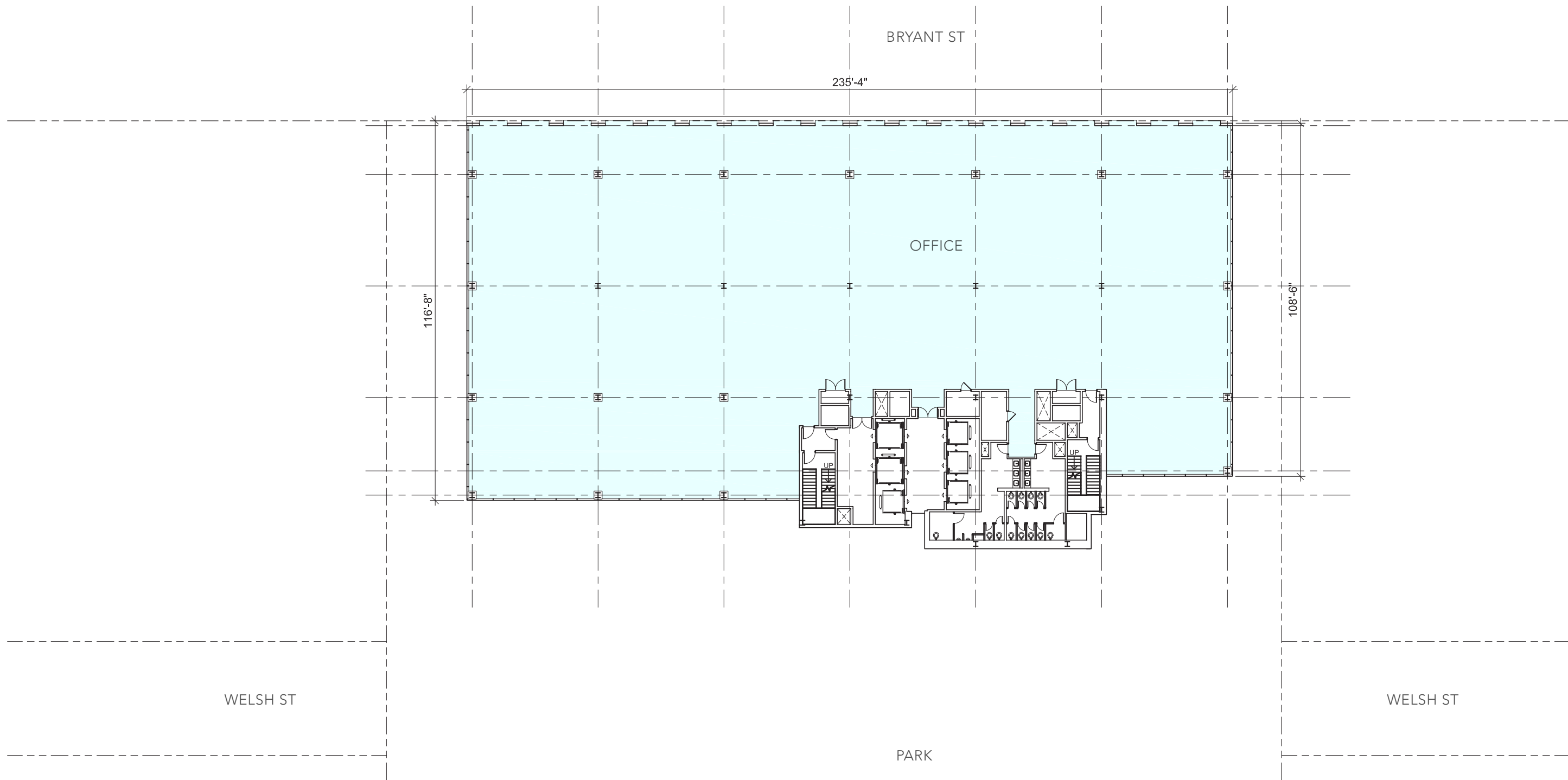


BUILDING 3 | LEVEL 3 | 28,214 GSF

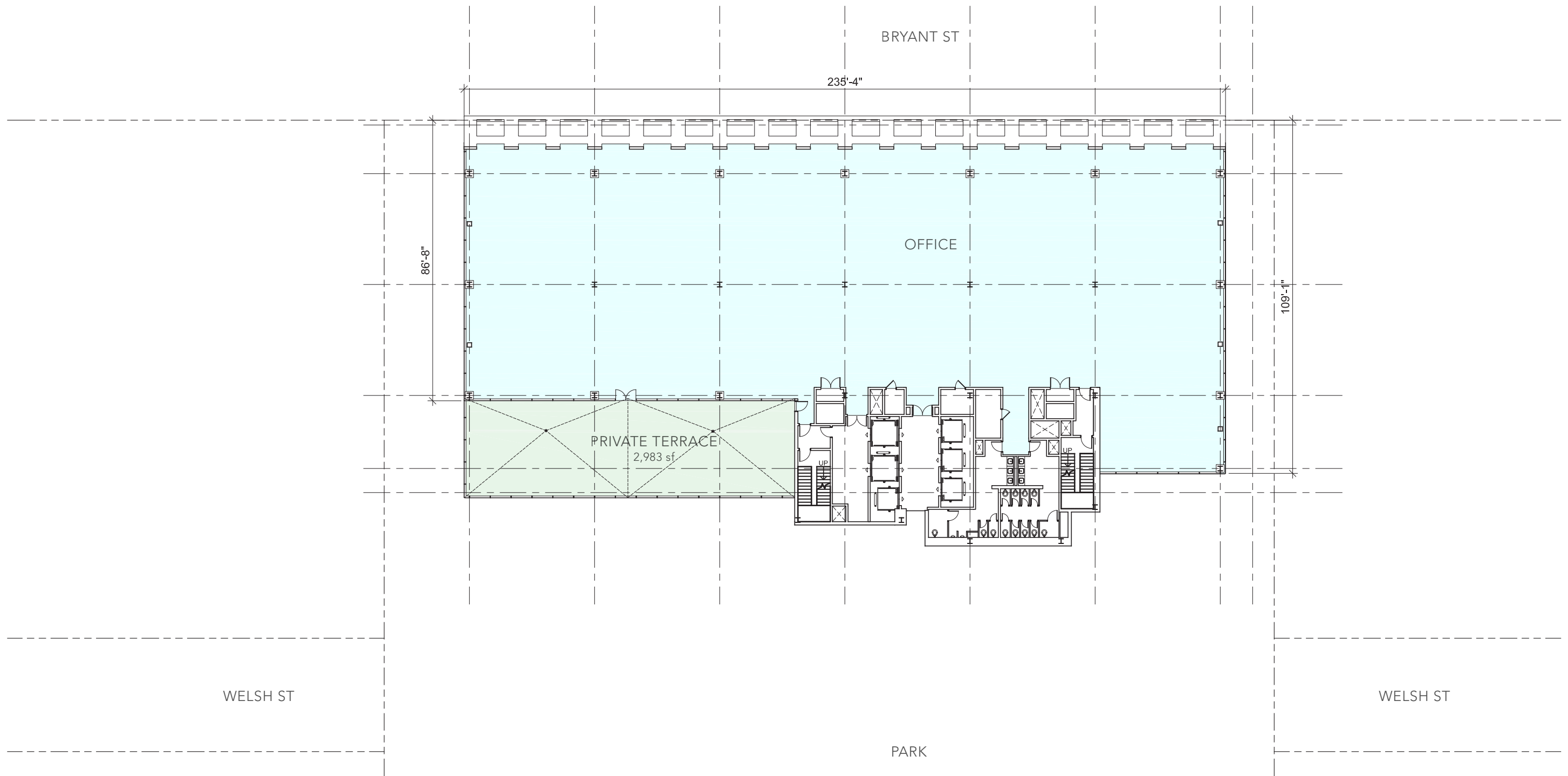


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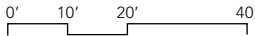




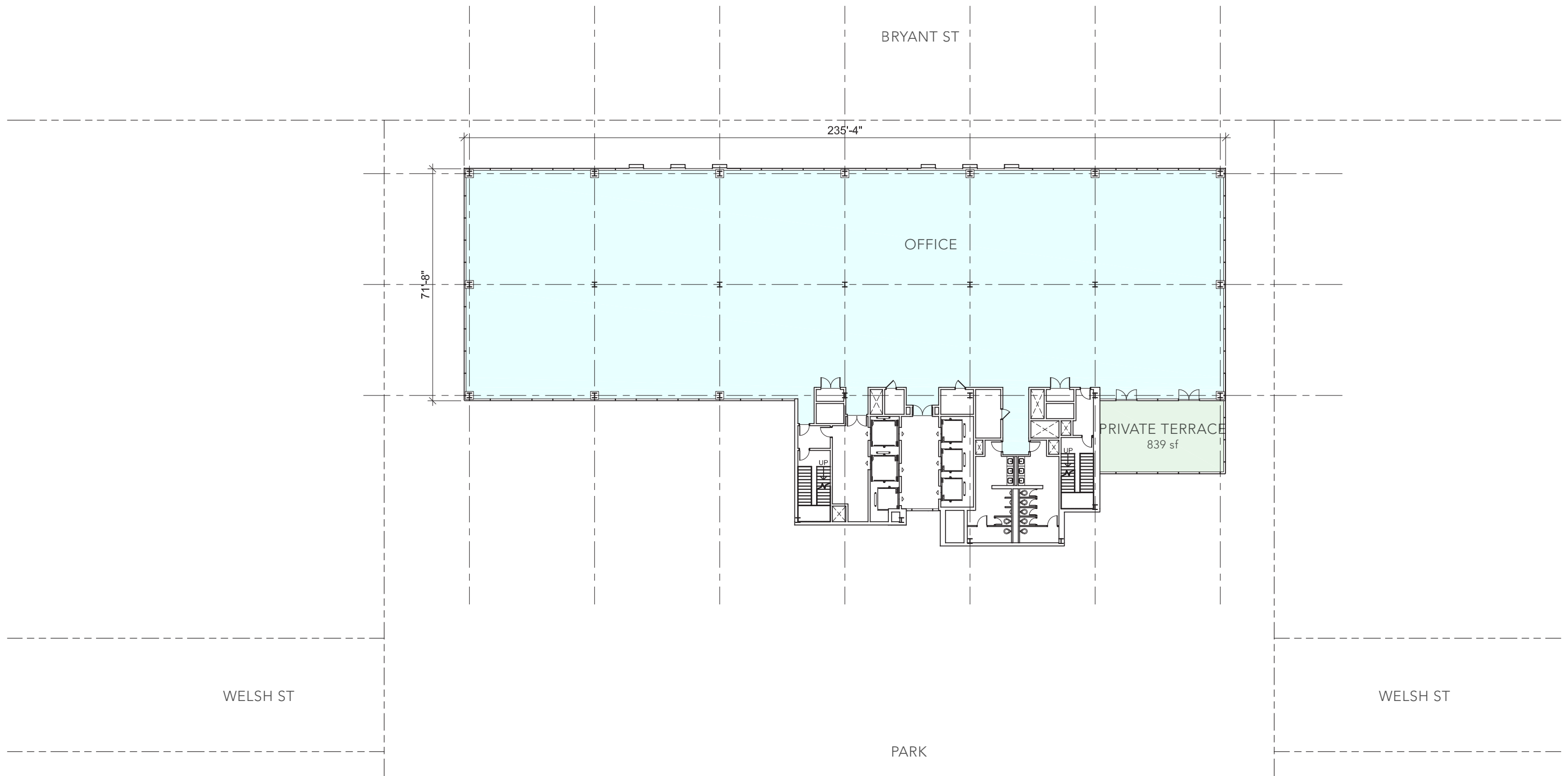




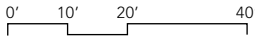
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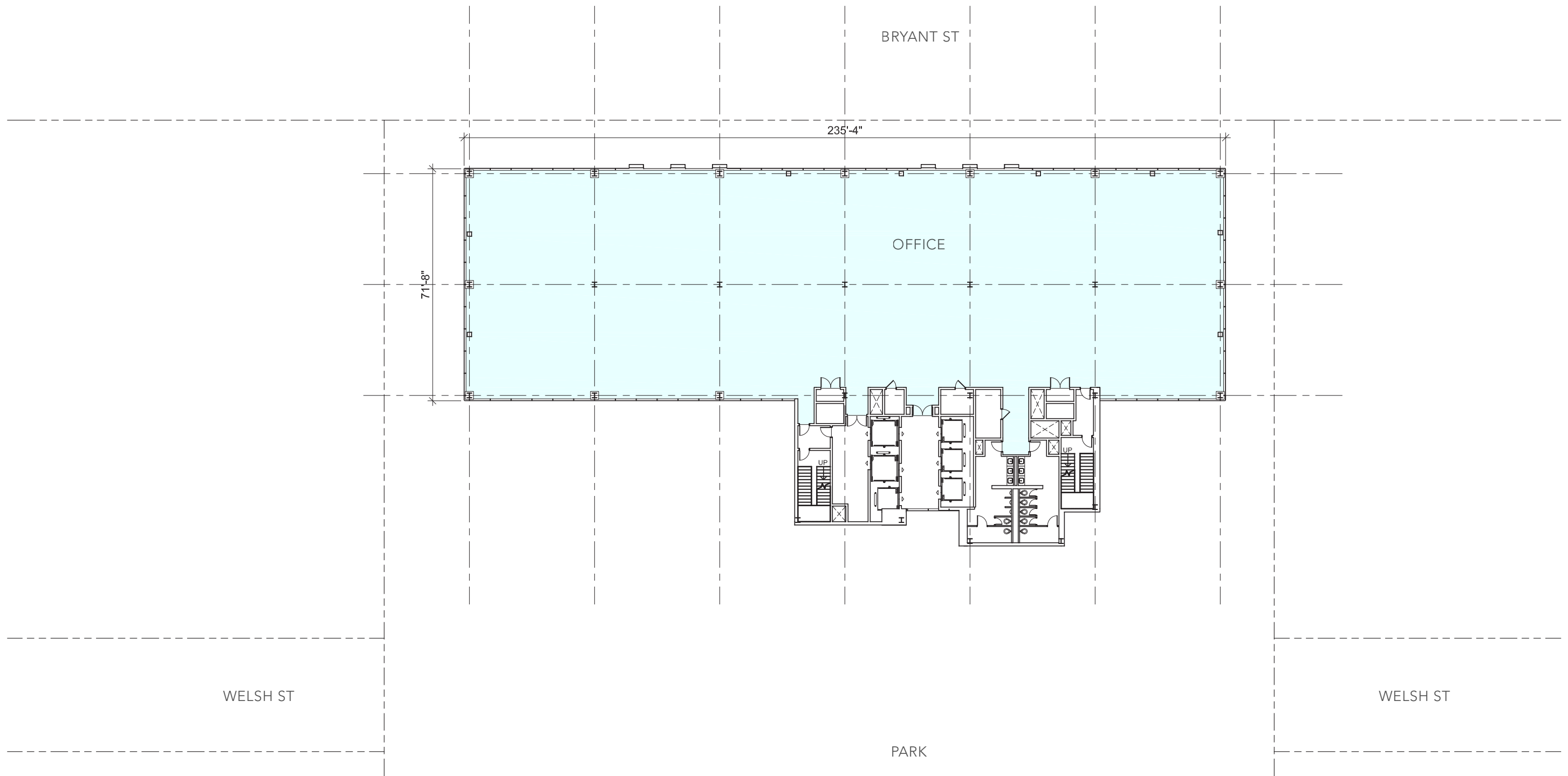


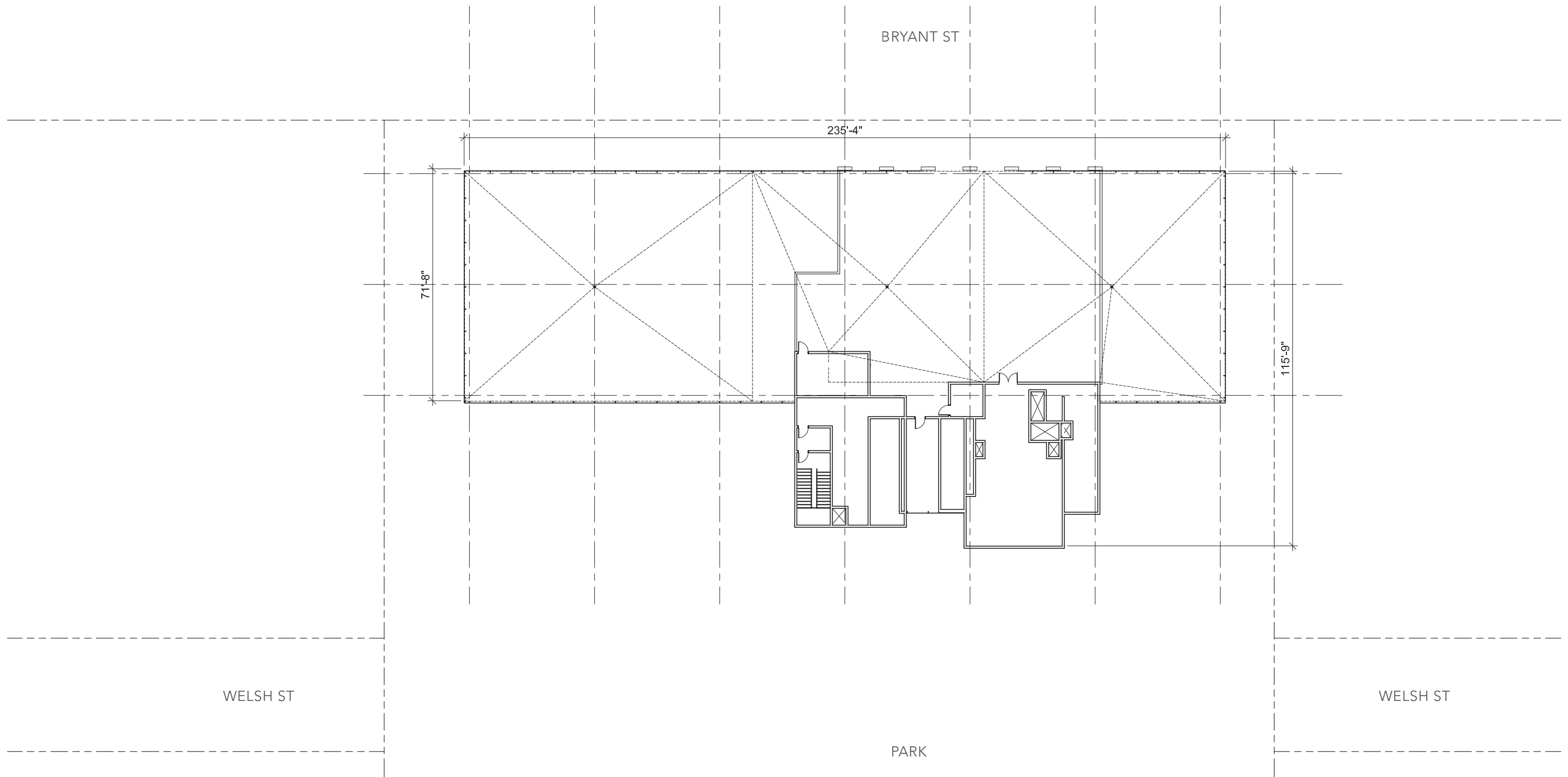
BUILDING 3 | LEVEL 6 | 21,933 GSF



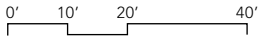
SCALE: 1/32" = 1'







SCALE: 1/32" = 1'

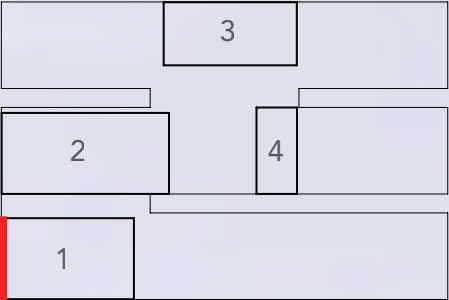




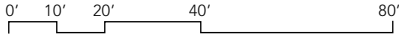
# BUILDING 1 ELEVATIONS

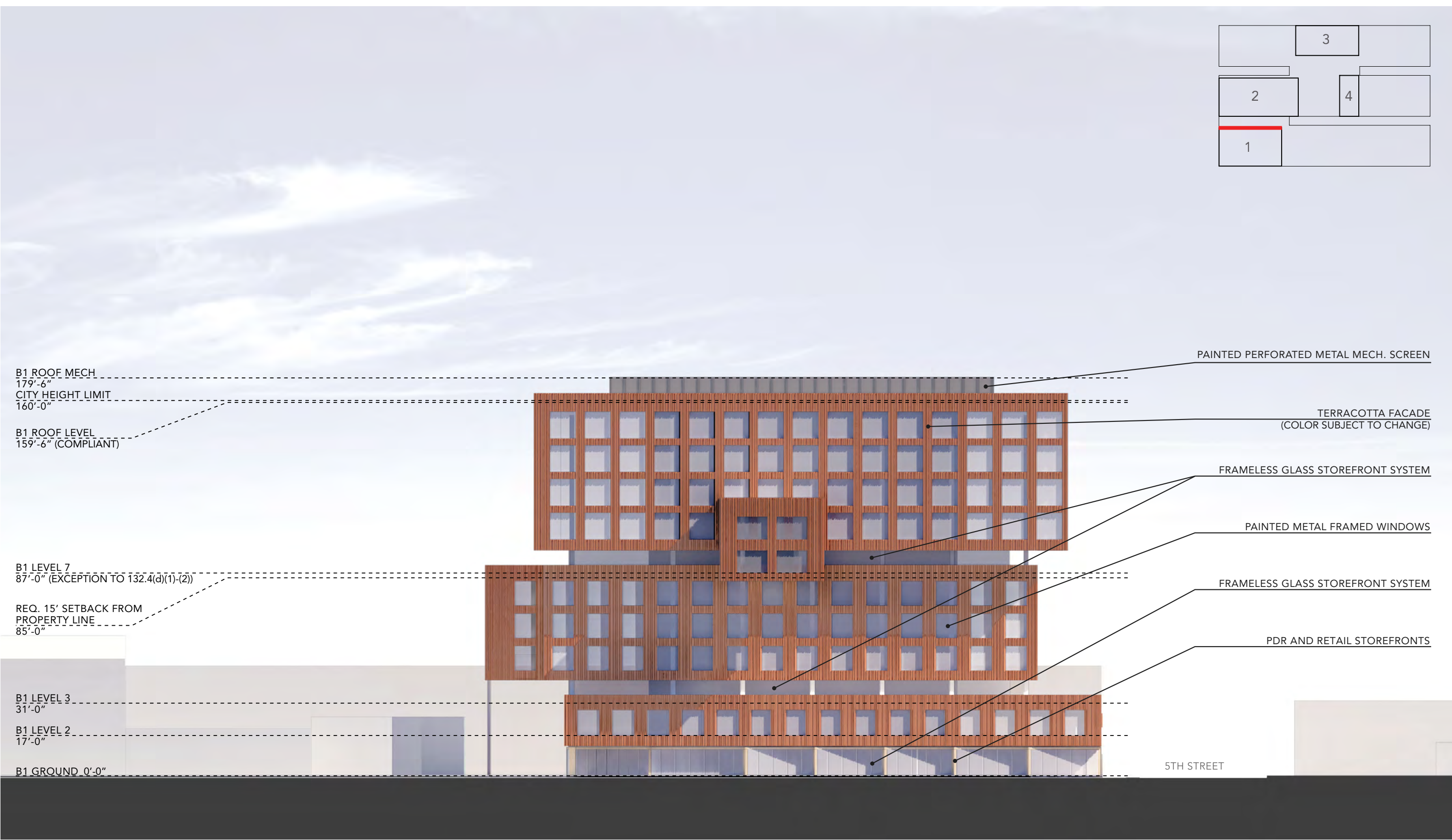
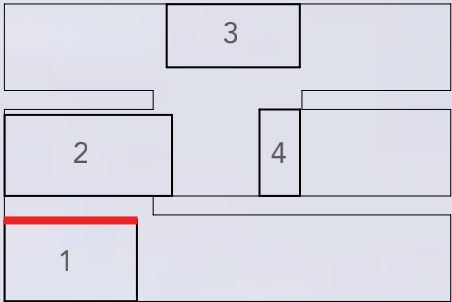




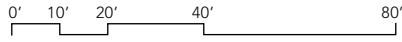


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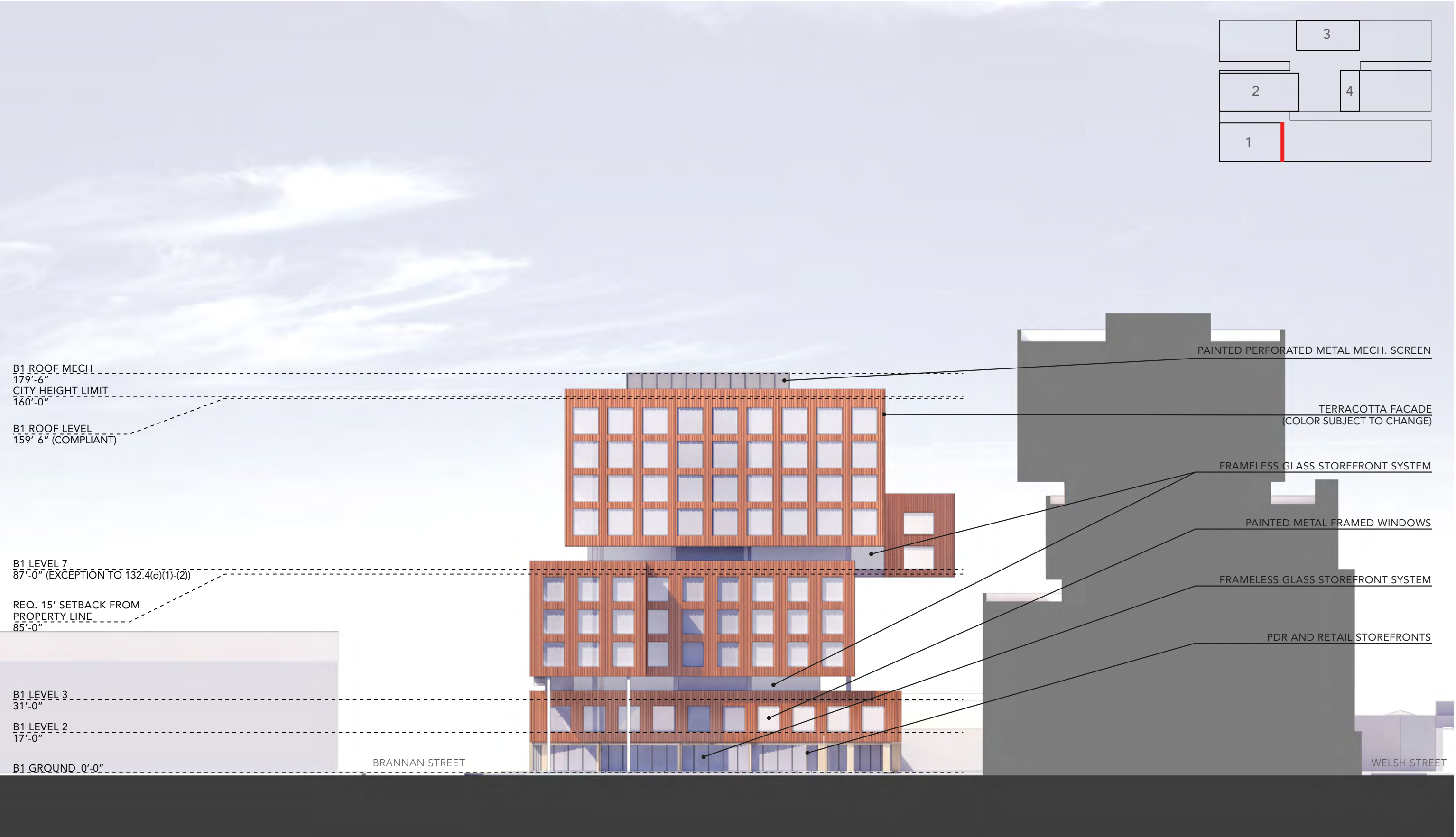




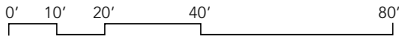
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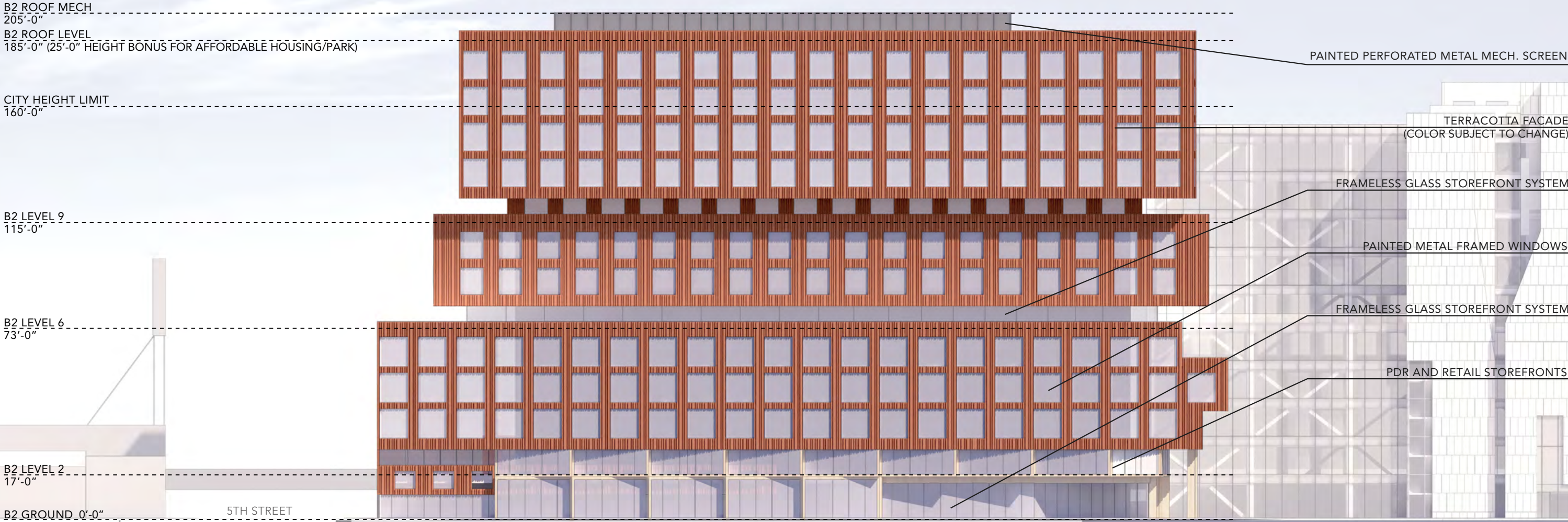
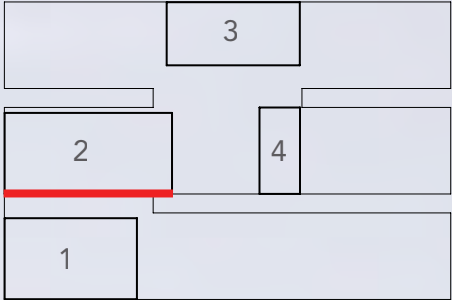


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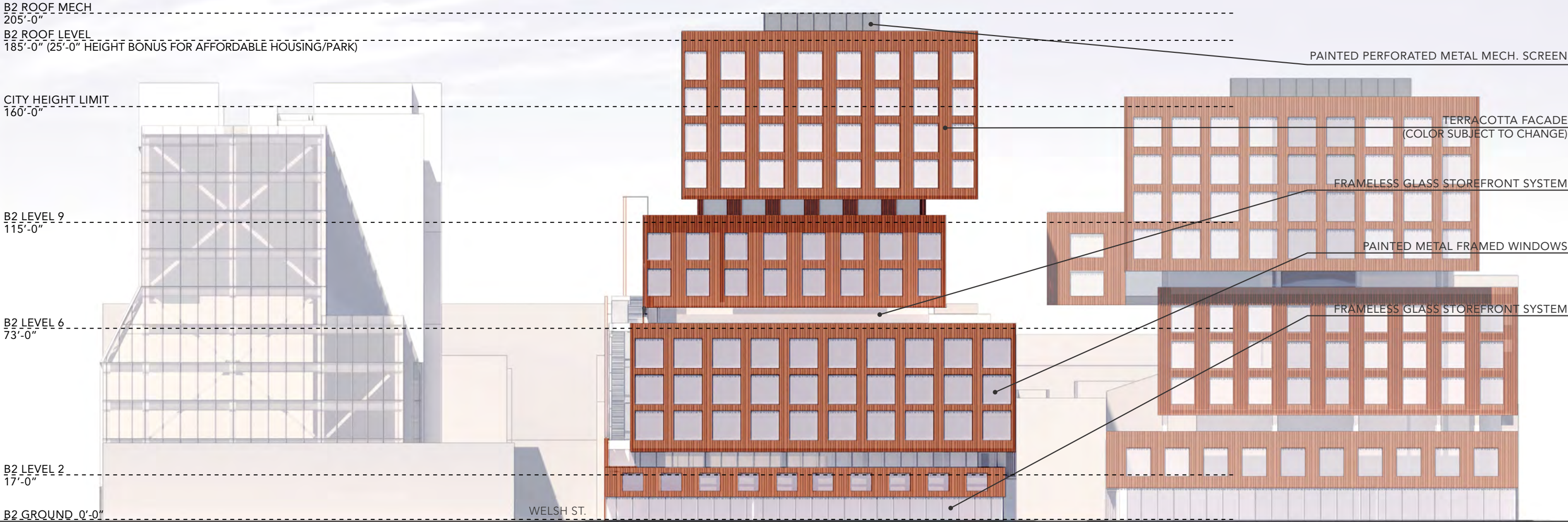
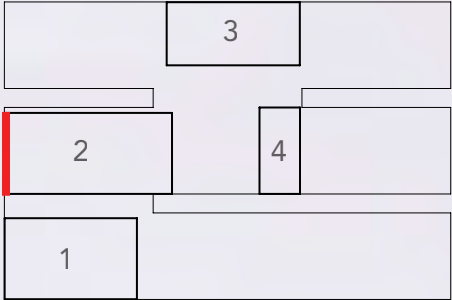


BUILDING 1 | NORTHEAST ELEVATION

# BUILDING 2 ELEVATIONS

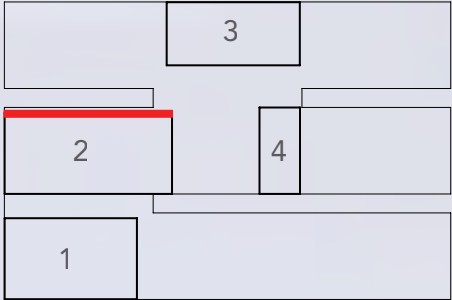






SCALE: 1" = 40'





B2 ROOF MECH  
205'-0"

B2 ROOF LEVEL  
185'-0" (25'-0" HEIGHT BONUS FOR AFFORDABLE HOUSING/PARK)

CITY HEIGHT LIMIT  
160'-0"

B2 LEVEL 9  
115'-0"

B2 LEVEL 6  
73'-0"

B2 LEVEL 2  
17'-0"

B2 GROUND 0'-0"

PAINTED PERFORATED METAL MECH. SCREEN

TERRACOTTA FACADE  
(COLOR SUBJECT TO CHANGE)

FRAMELESS GLASS STOREFRONT SYSTEM

PAINTED METAL FRAMED WINDOWS

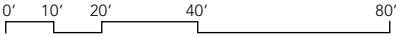
ROLL-UP DOOR

LOADING DOCK & GARAGE ENTRANCE

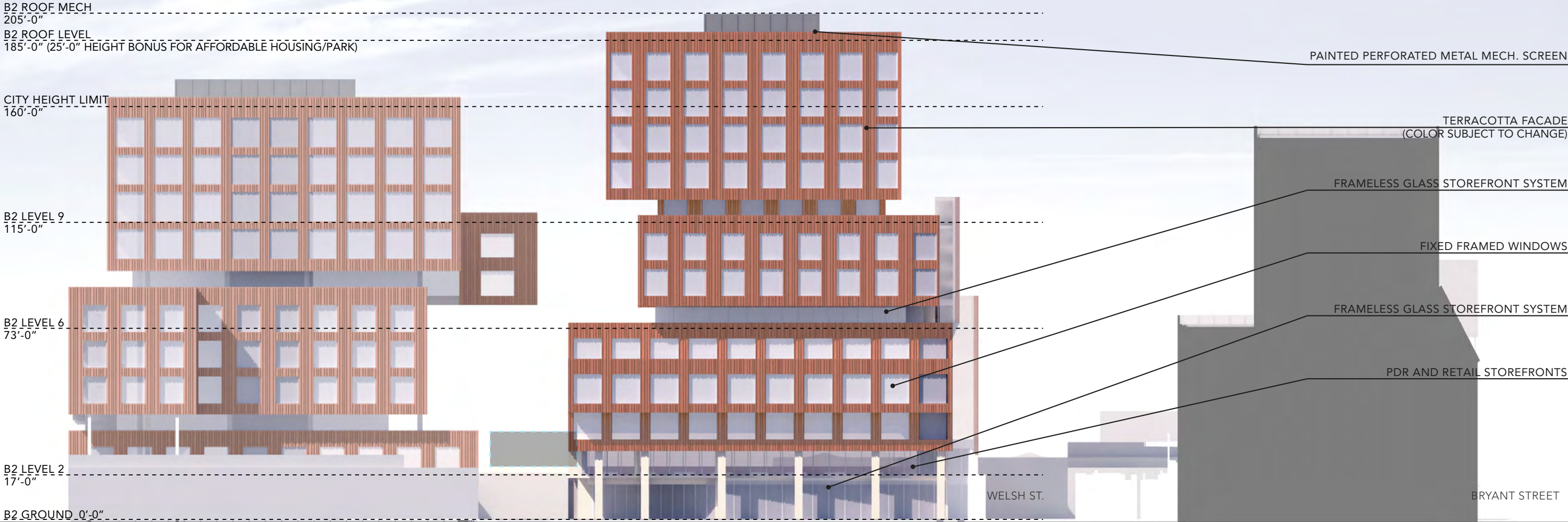
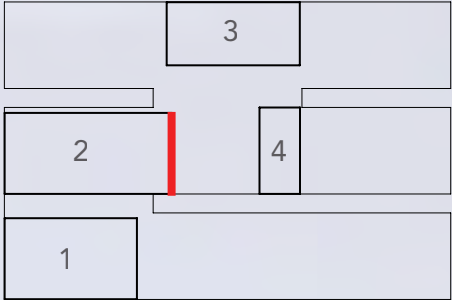
FRAMELESS GLASS STOREFRONT SYSTEM

5TH STREET

SCALE: 1" = 40'







SCALE: 1" = 40'



COLOR A  
ORANGE



COLOR B  
PASTEL RED



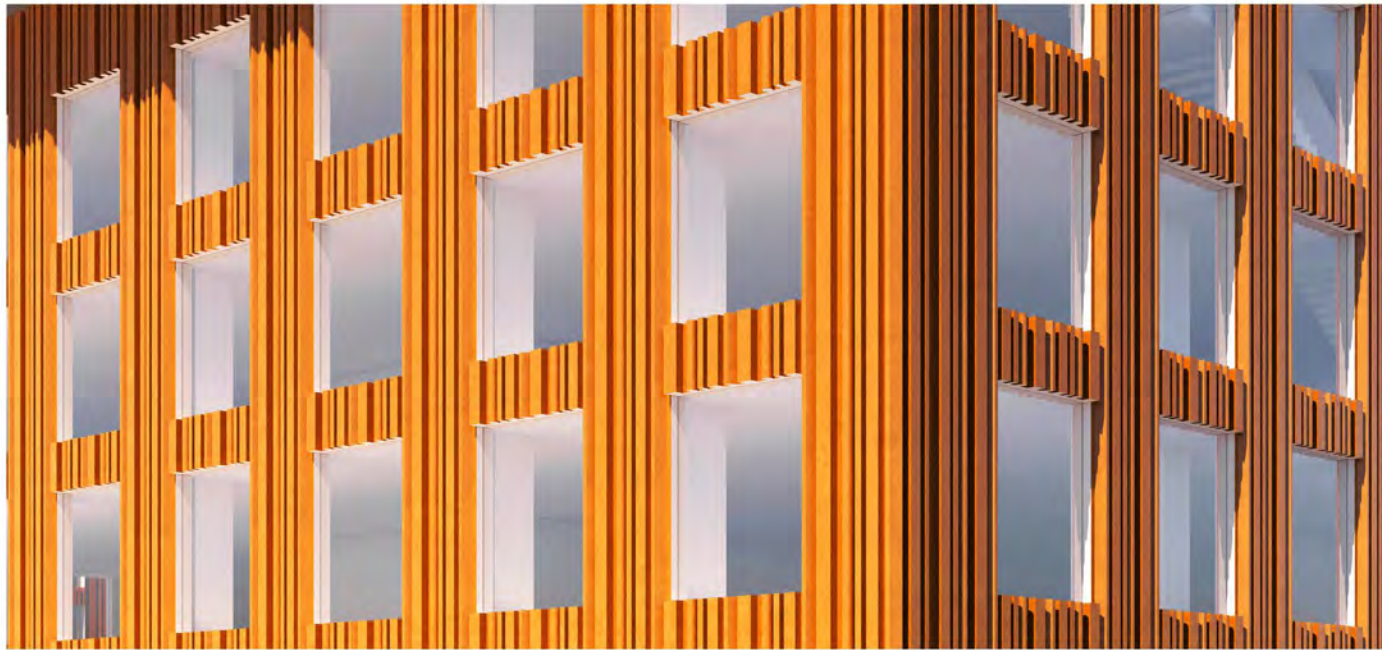
COLOR C  
SAND



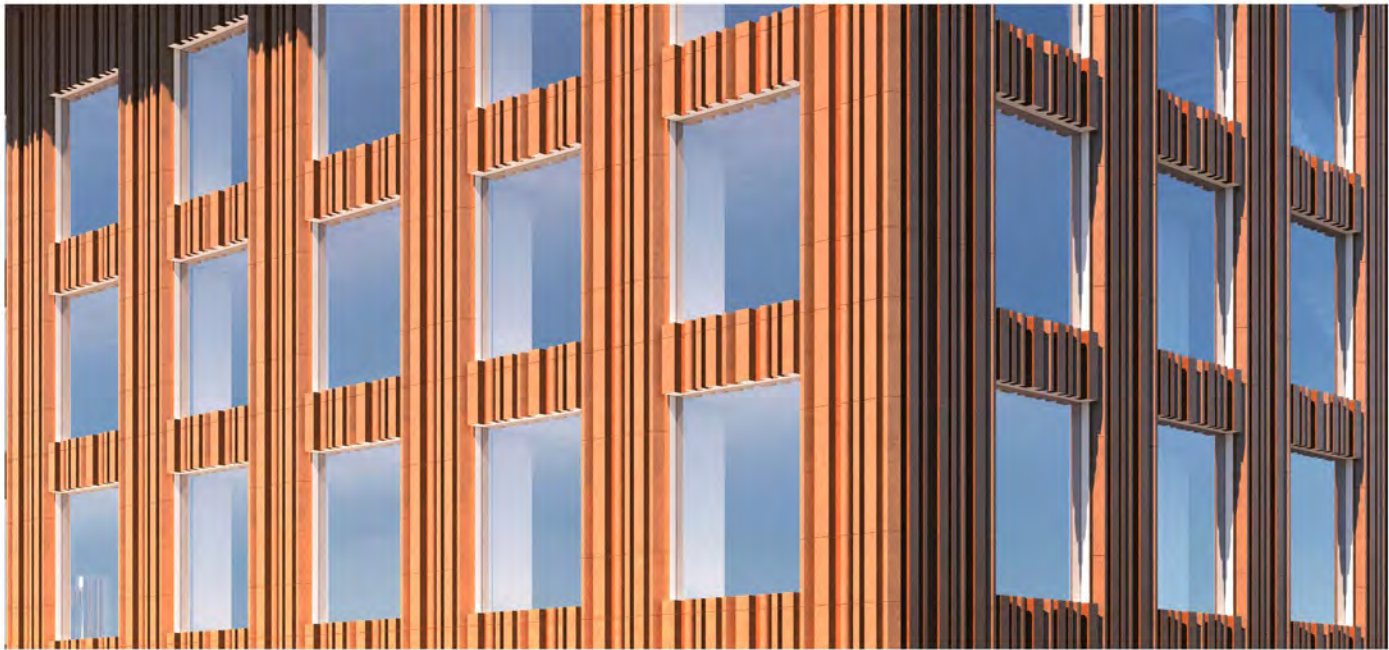
COLOR D  
IRON GRAY

(COLOR SUBJECT TO CHANGE)

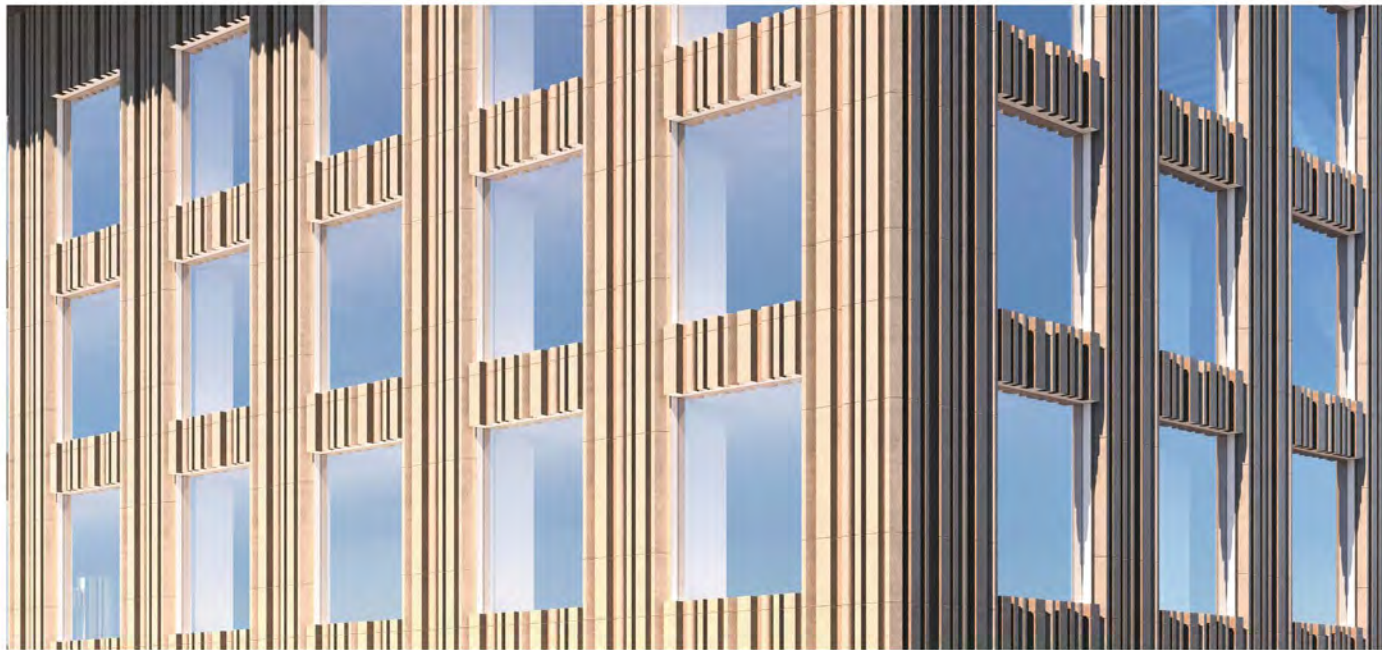




COLOR A - ORANGE



COLOR B - PASTEL RED



COLOR C - SAND

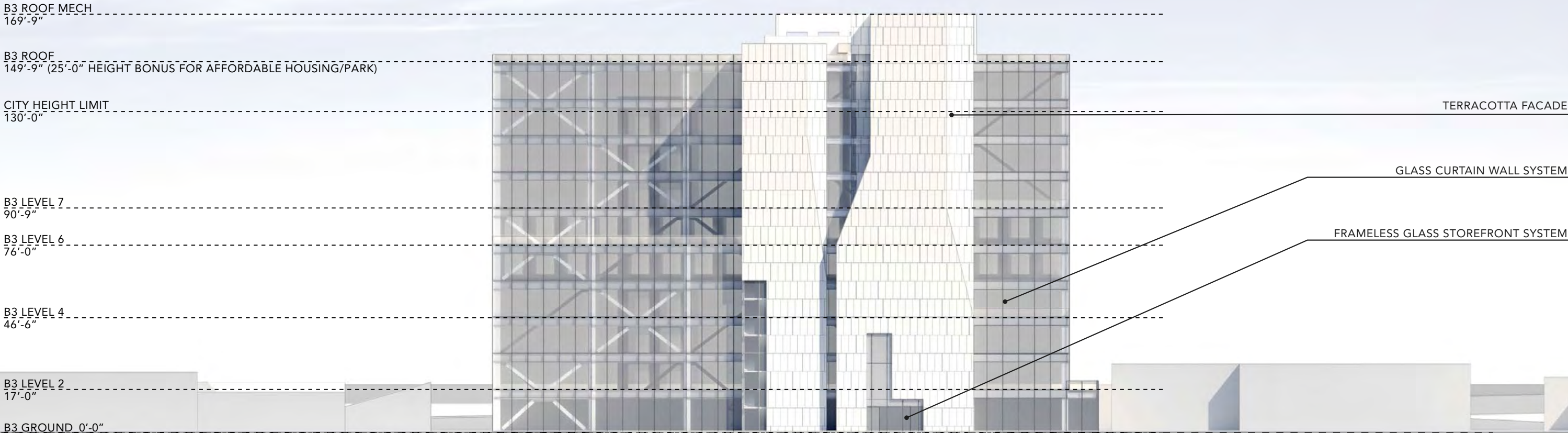
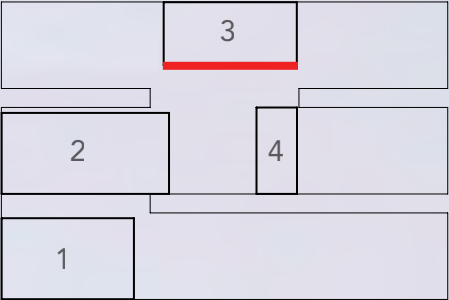


COLOR D - IRON GRAY

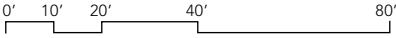
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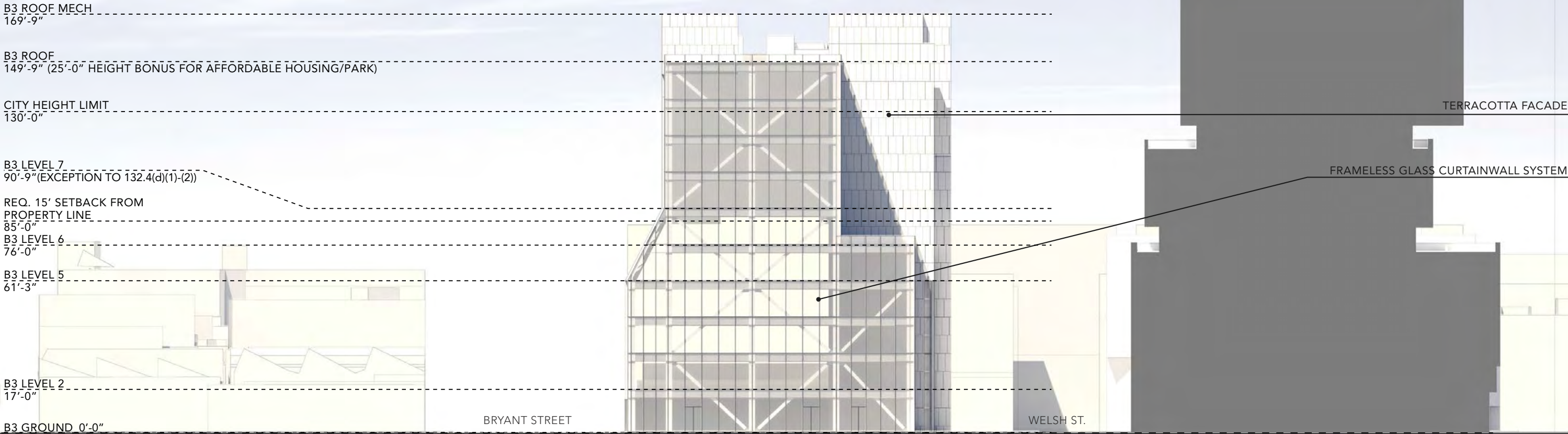
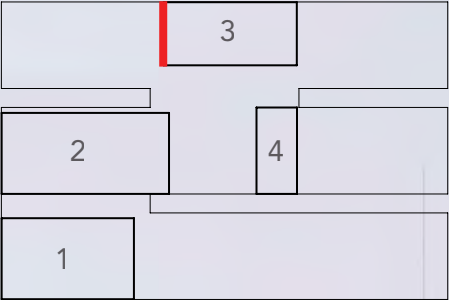


# BUILDING 3 ELEVATIONS



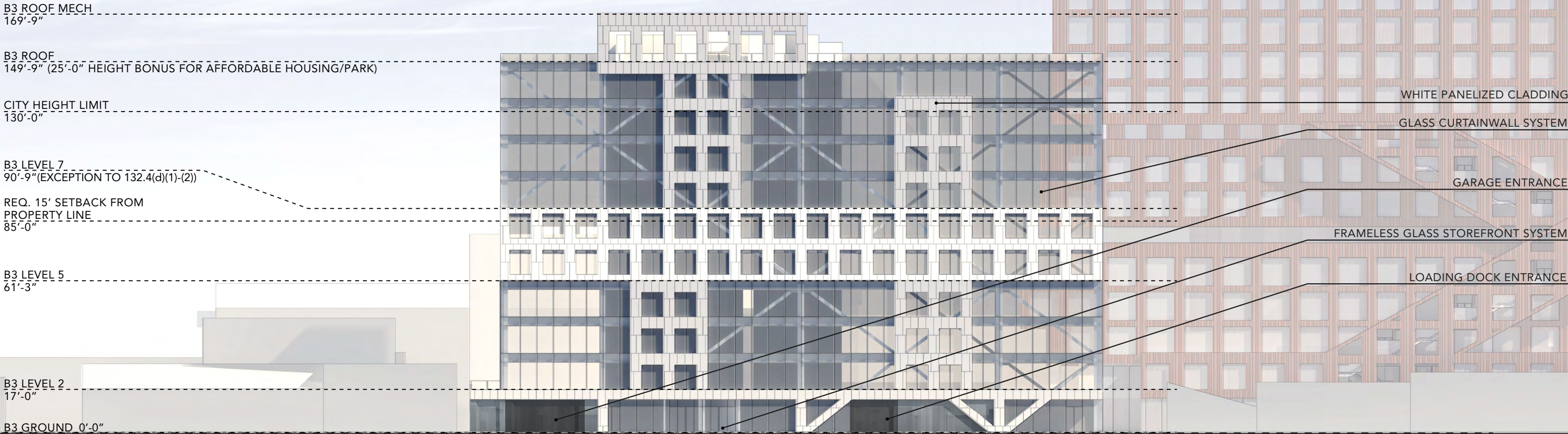
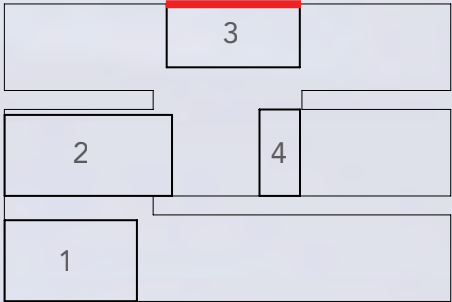
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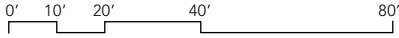


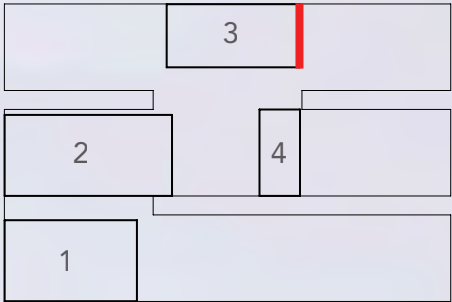
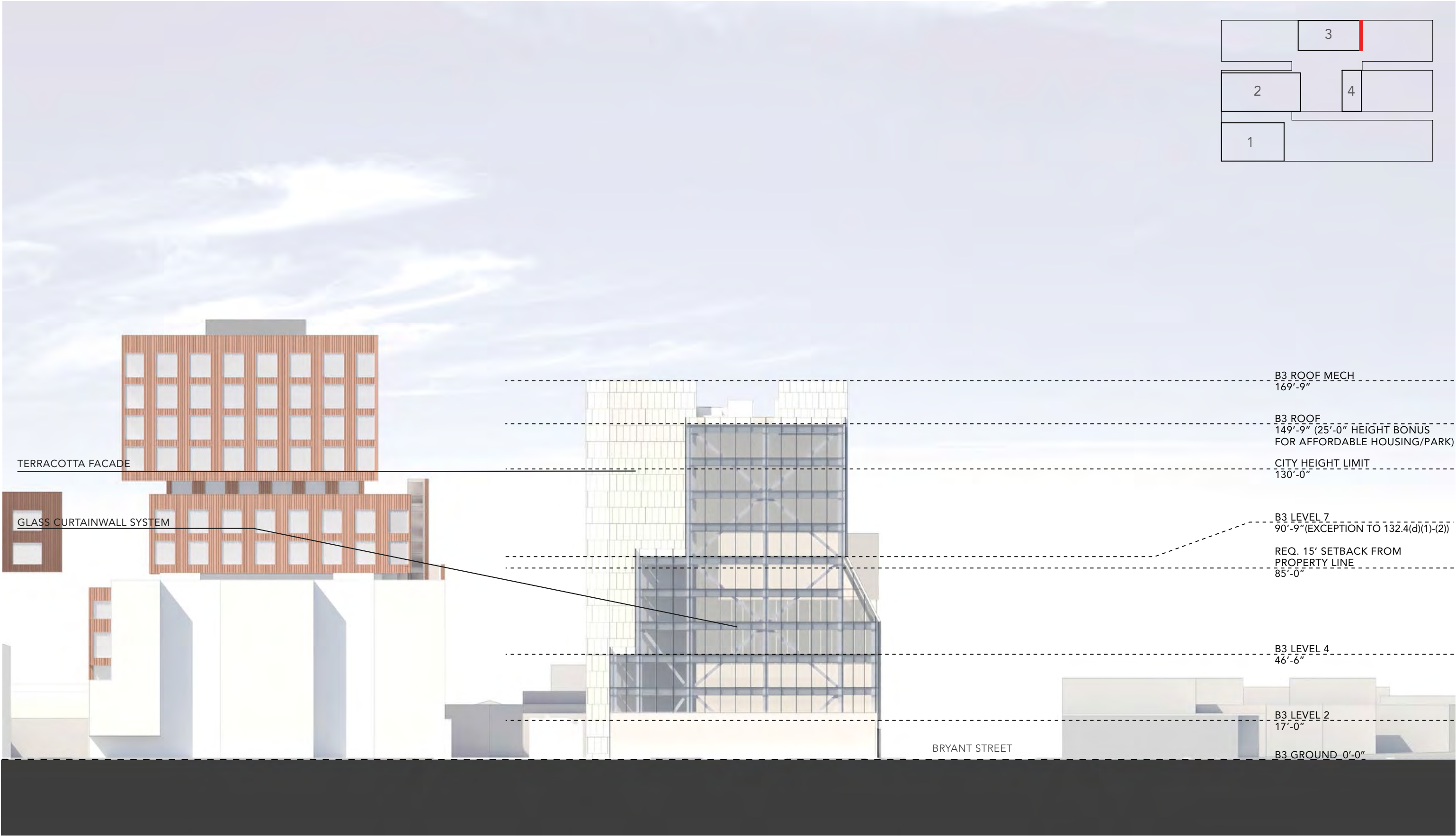
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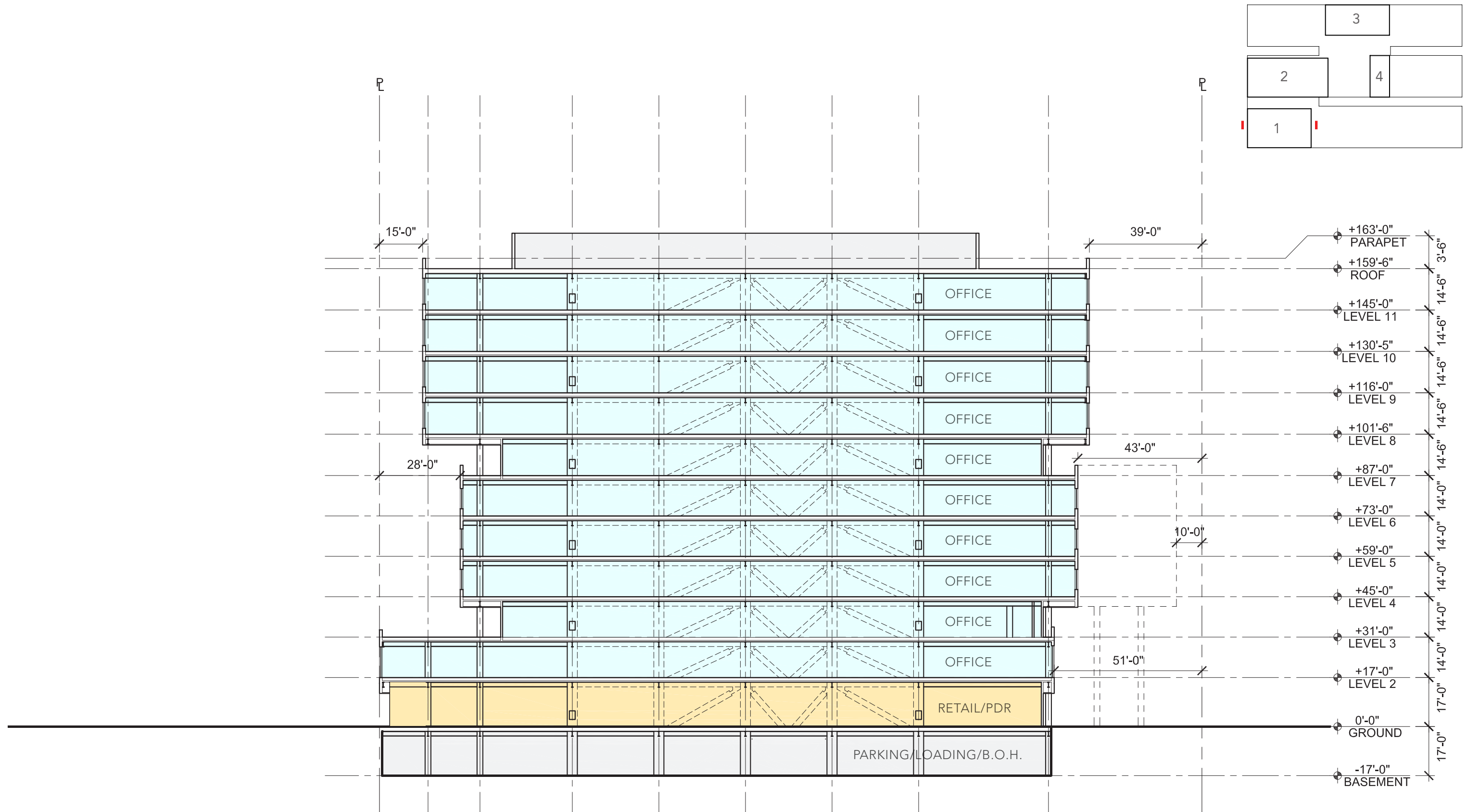
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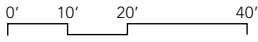


# BUILDING SECTIONS



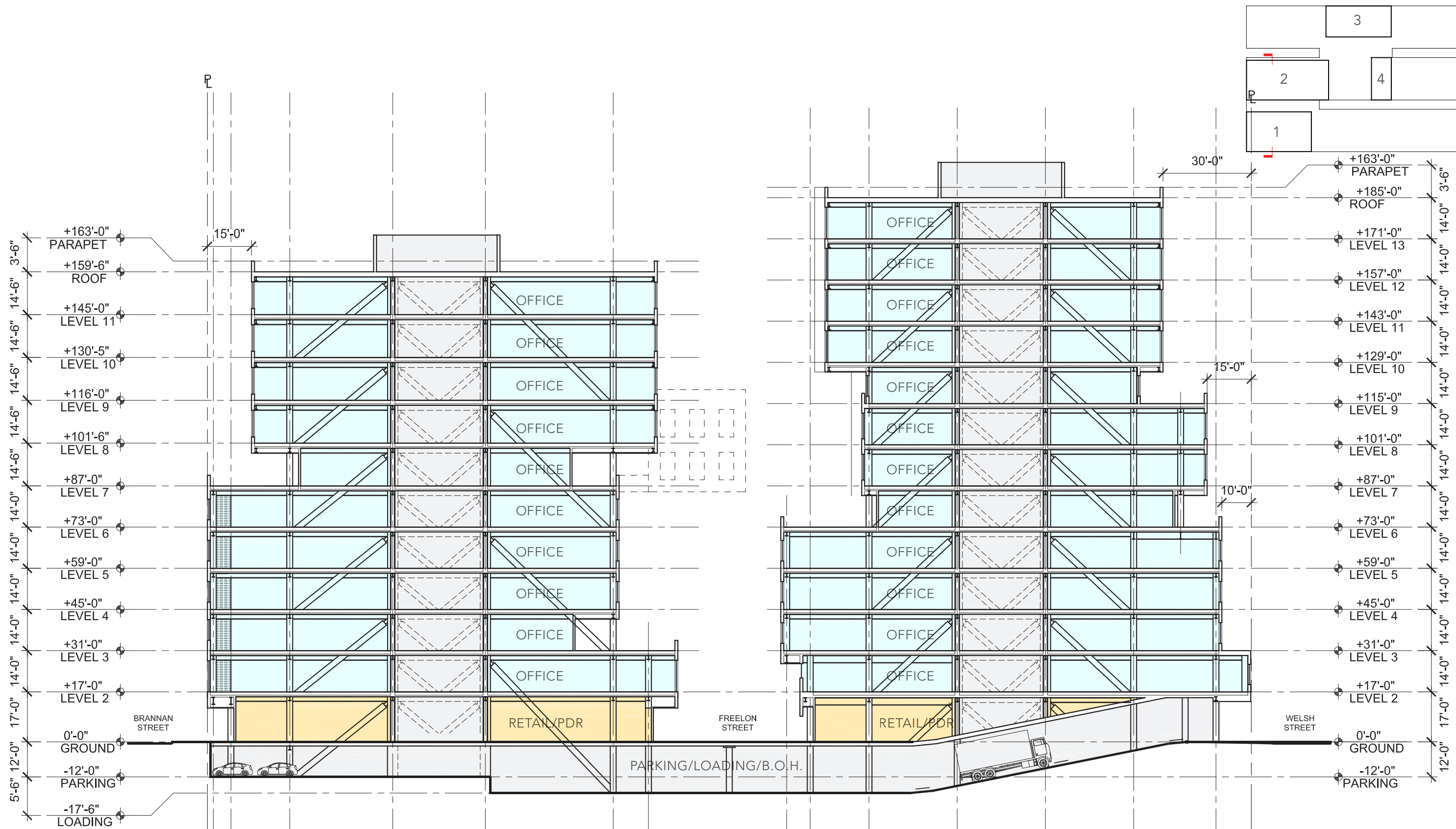


SCALE: 1/32" = 1'



BUILDING 1 LONGITUNIAL SECTION

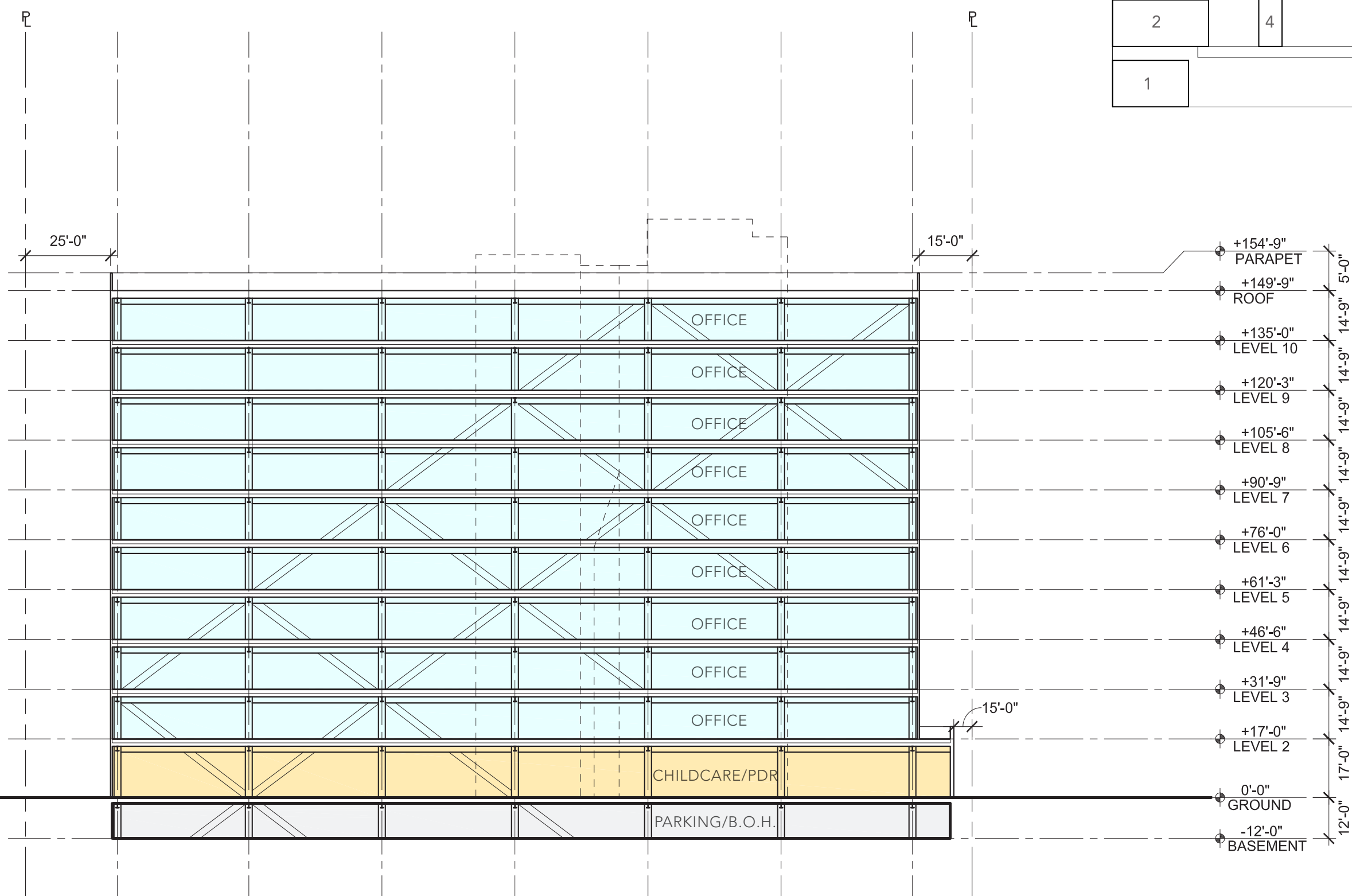
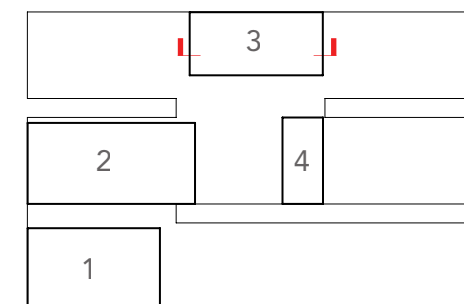




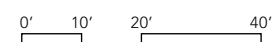
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BUILDINGS 1 & 2 TRANSVERSE SECTION

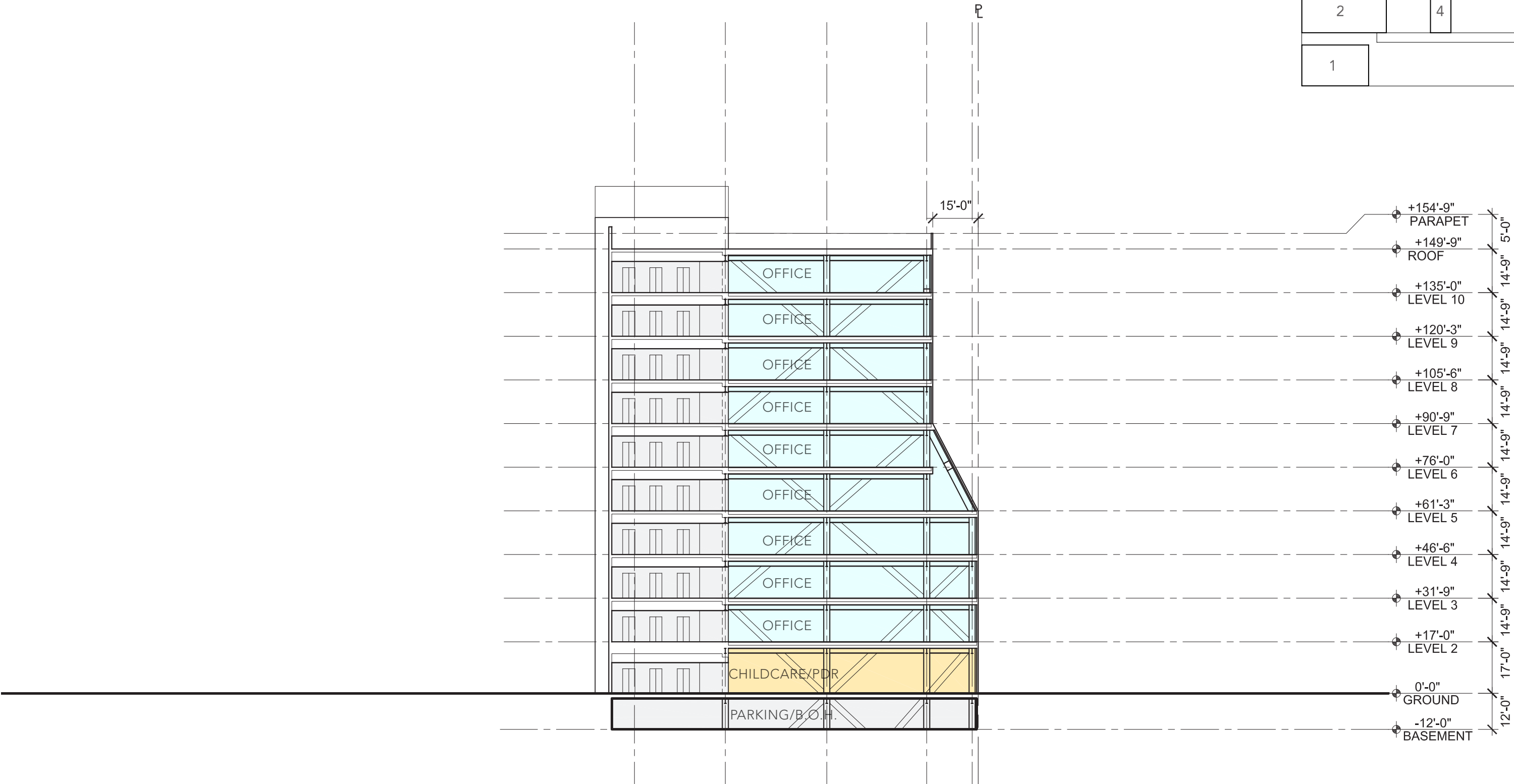
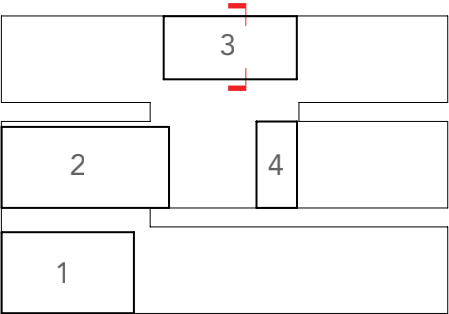




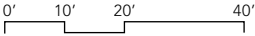
SCALE: 1/32" = 1'



BUILDING 3 LONGITUNIAL SECTION



SCALE: 1/32" = 1'

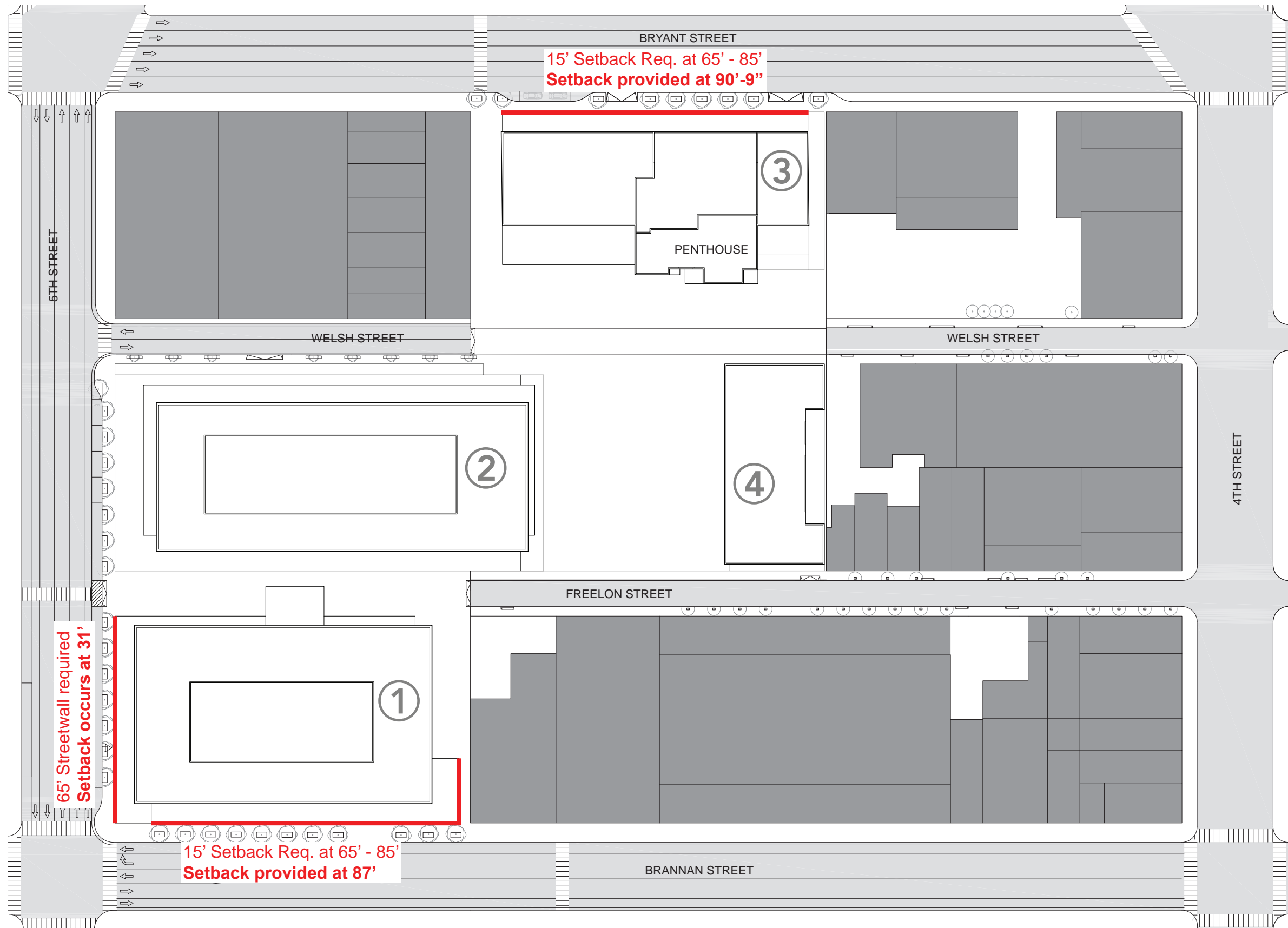


BUILDING 3 TRANSVERSE SECTION

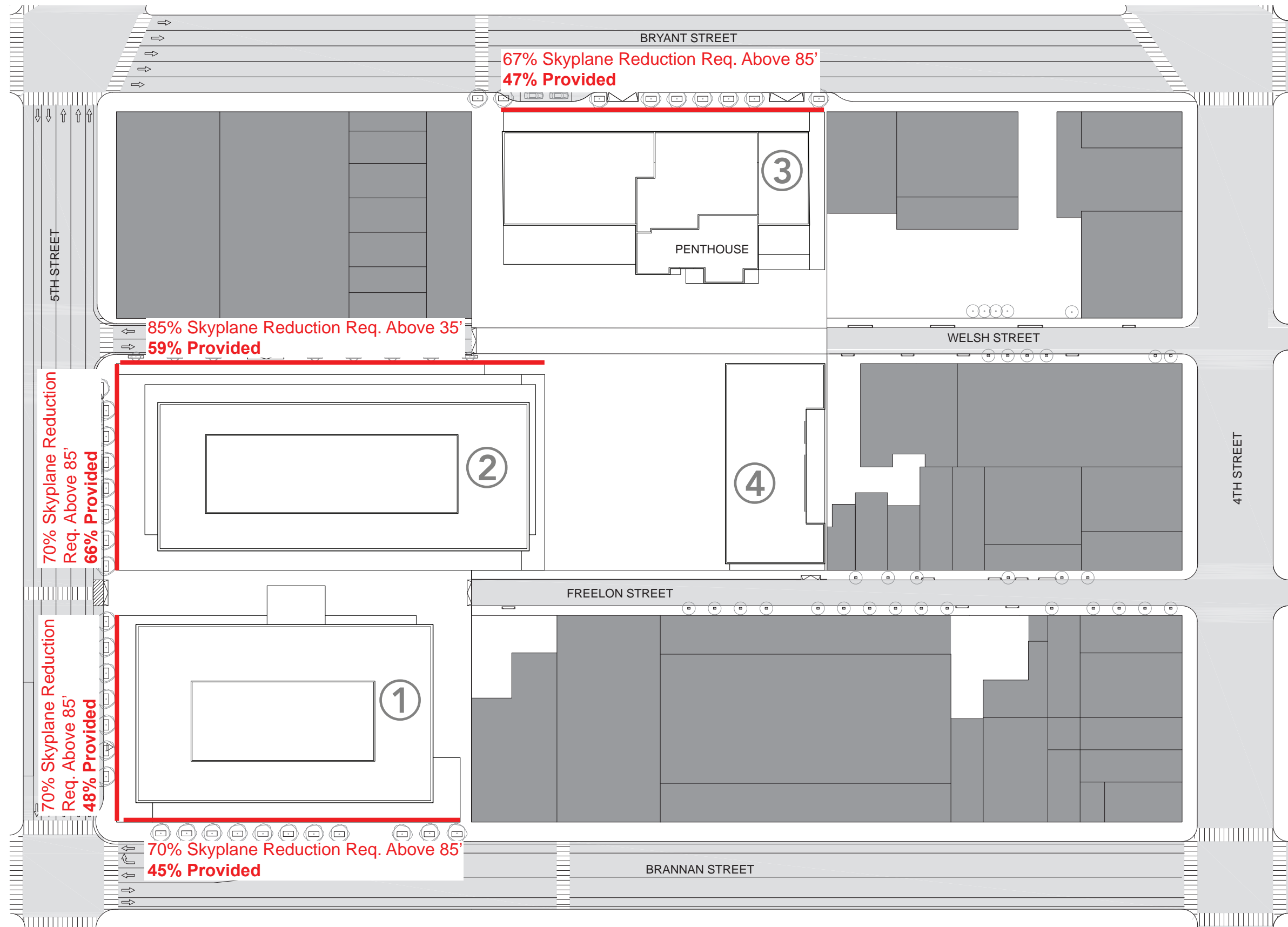
# CODE COMPLIANCE AND EXCEPTIONS

In connection with the Large Project Authorization entitlement, the Project is seeking exception from the following Planning Code Sections:

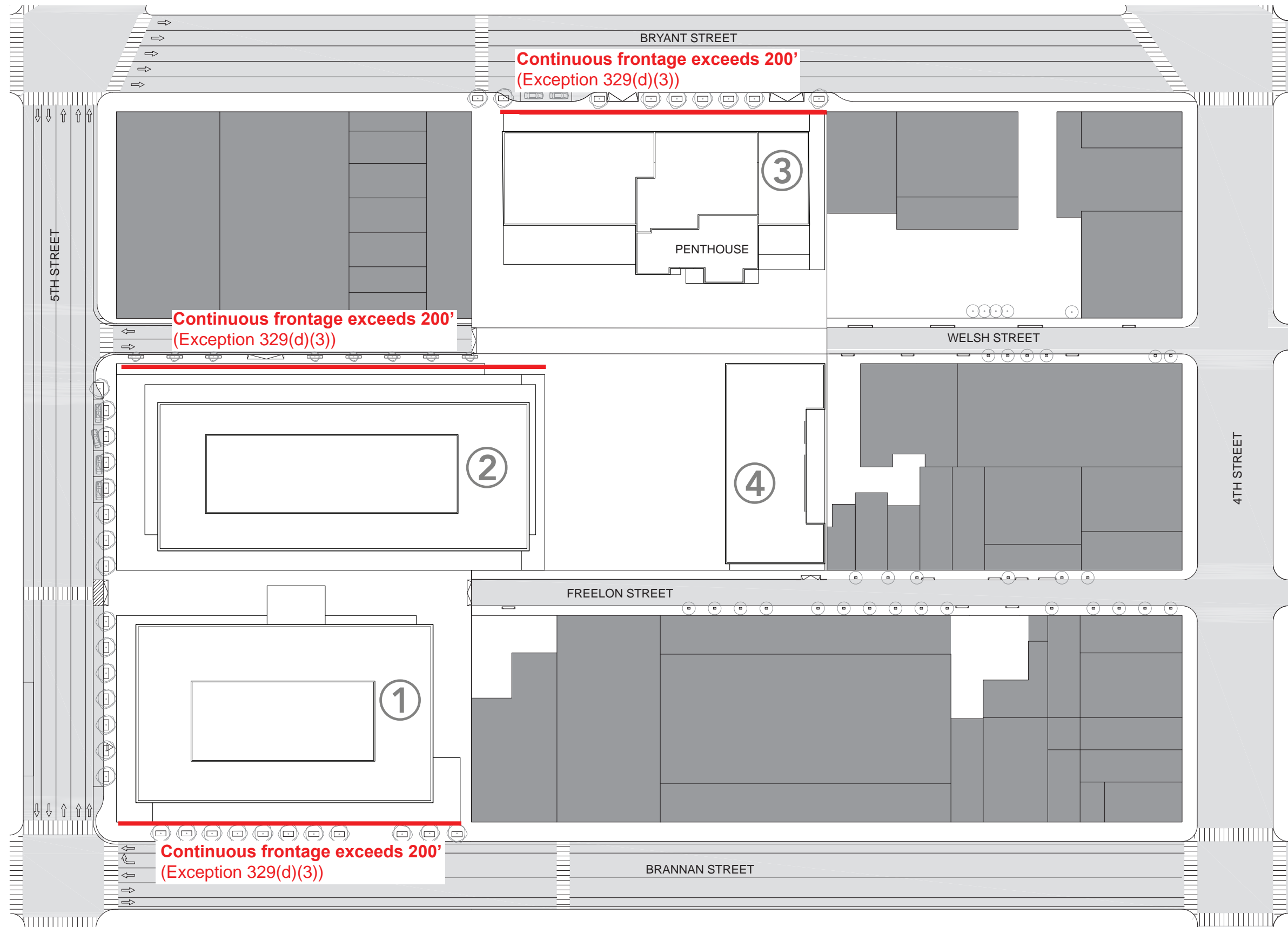
- Building Setbacks and Streetwall Articulation - 132.4
- Privately-Owned Public Open Space - 138
- Street Frontage Controls - 145.1
- Off-Street Loading - 152.1 & 154
- Curb Cut - 155(r)
- Wind - 249.78
- Bulk Controls - 261.1 and 270(h)
- Horizontal Mass Reductions - 270.1

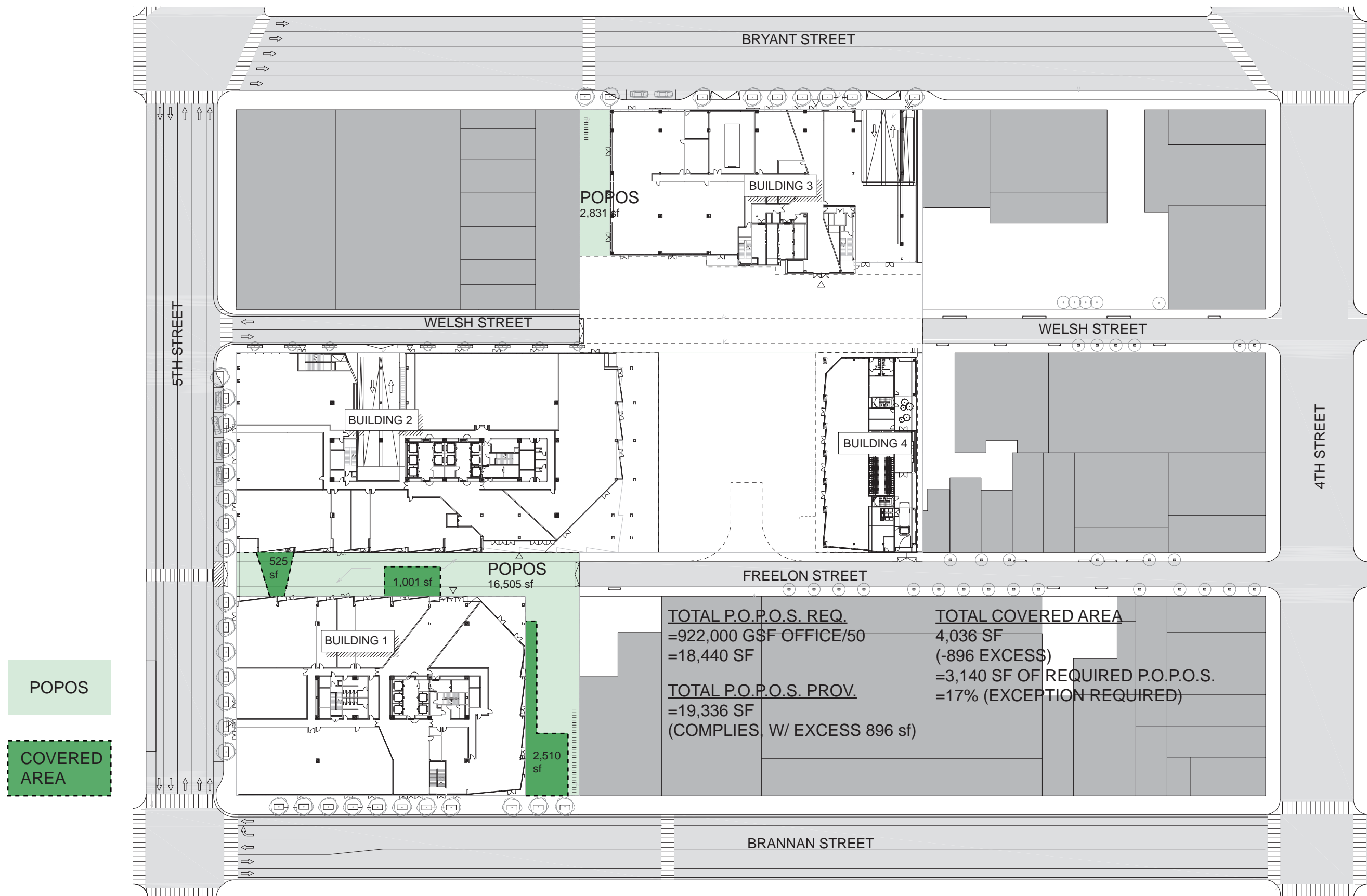


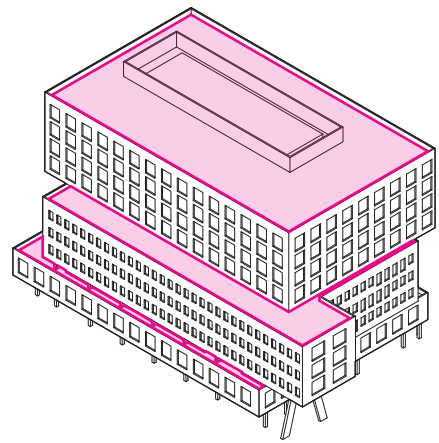




Exception from Section 261.1(d)(4) setbacks along  
 Building 1, 2 & 3 facades facing new mid-block alleys

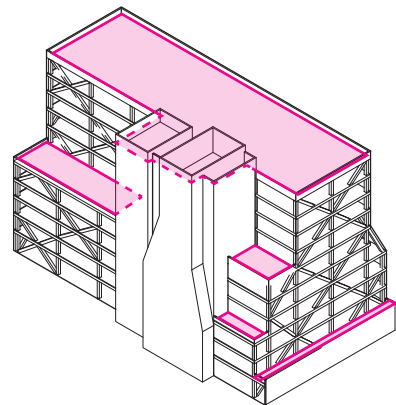




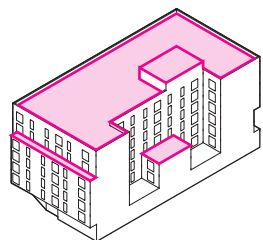


Total Building 1 Roof Area = 41,160sf  
(per SFPC section 149. a)  
Living Roof Requirement = 20,580sf  
(=50% of roof area)

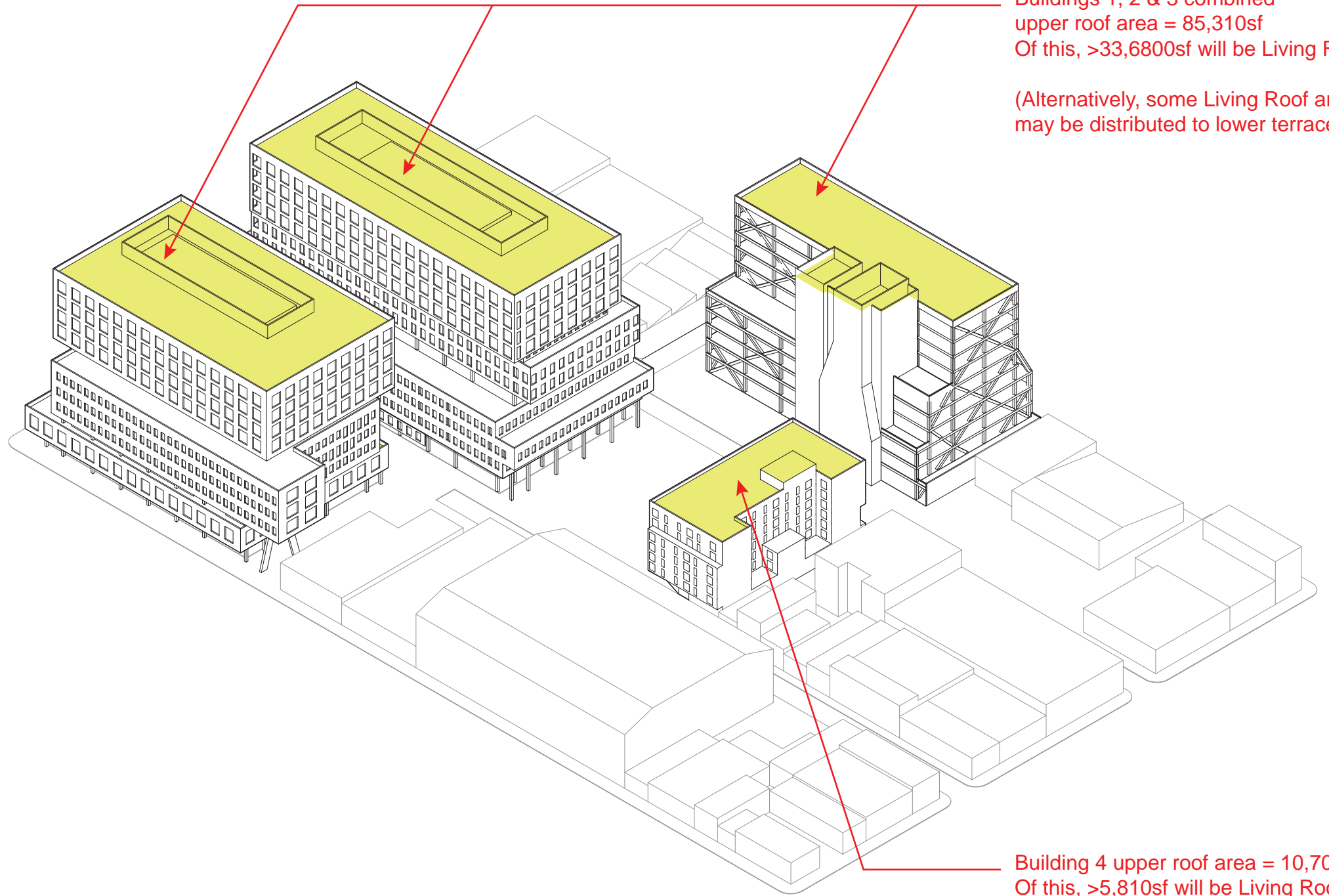
Building 2 is exempt from Living Roof requirement because it is greater than 160'



Total Building 3 Roof Area = 26,200sf  
Living Roof Requirement = 13,100sf



Total Building 4 Roof Area = 11,620sf  
Living Roof Requirement = 5,810sf



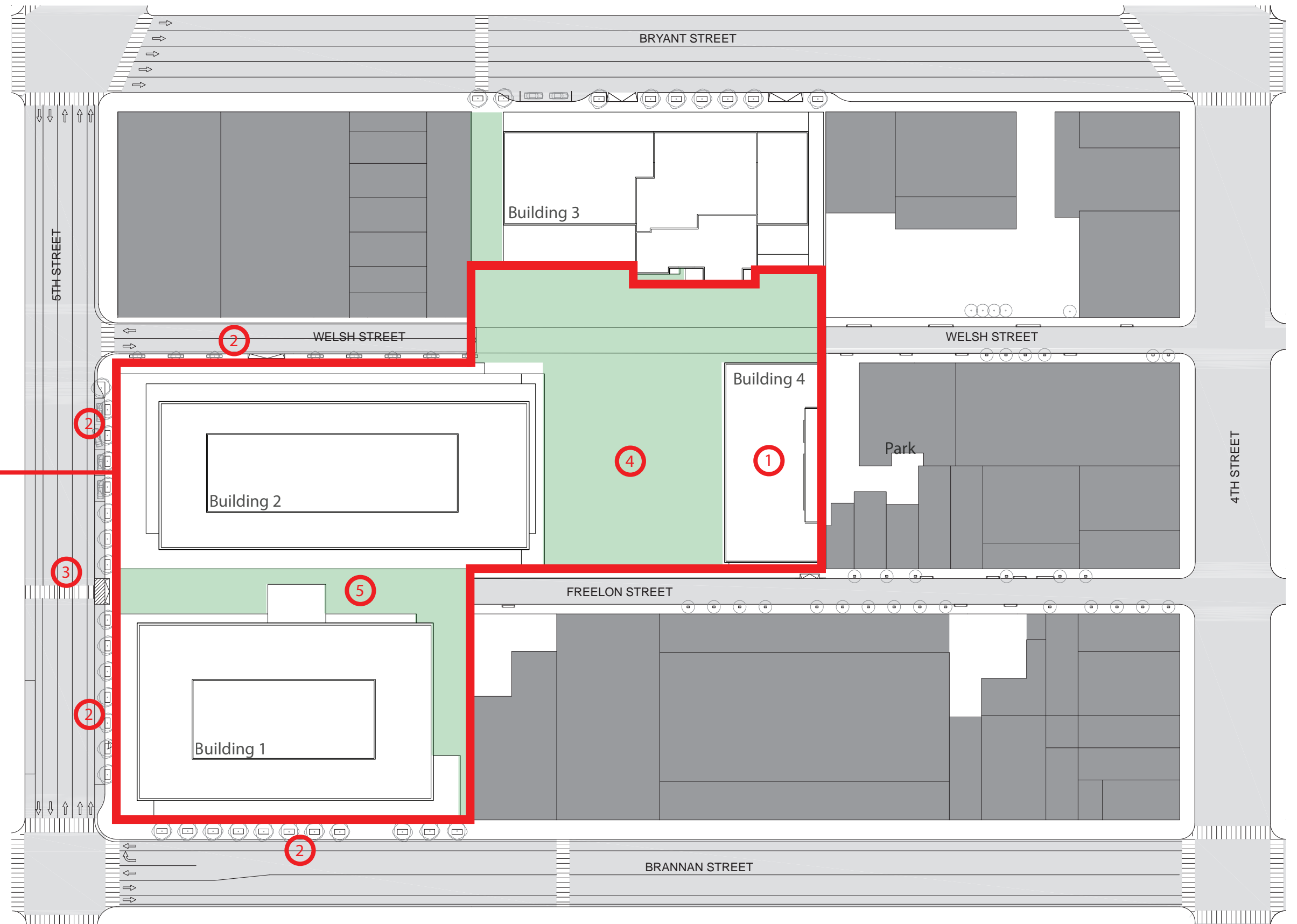
Building 2 is within 250 feet of Buildings 1 and 3. Therefore, Buildings 1 and 3 Living Roof areas can be located on Building 2 roofs. (per CGBC 5.201.1.2)

Buildings 1, 2 & 3 combined upper roof area = 85,310sf  
Of this, >33,680sf will be Living Roof.

(Alternatively, some Living Roof area may be distributed to lower terraces)

Building 4 upper roof area = 10,700sf  
Of this, >5,810sf will be Living Roof.





### PHASE 1 Prop M Allocation

Buildings 1 & 2

- (1) Mayor's Office of Housing  
Land Dedication:  
13,000 SF site, entitled for up to  
85 units of affordable housing
- (2) Sidewalk and alley improvements  
along 5th, Brannan and Welsh Streets
- (3) New signalized crosswalk  
across 5th St
- (4) 39,661 SF of land for a 1-acre  
public park deeded to the City
- (5) 16,505 SF of Publicly Owned  
Private Open Space (POPOS)

### Ground Level Program

- 37,527 SF PDR
- 11,890 SF Neighborhood-  
Serving Retail

## PHASE 2 Prop M Allocation

### Building 3

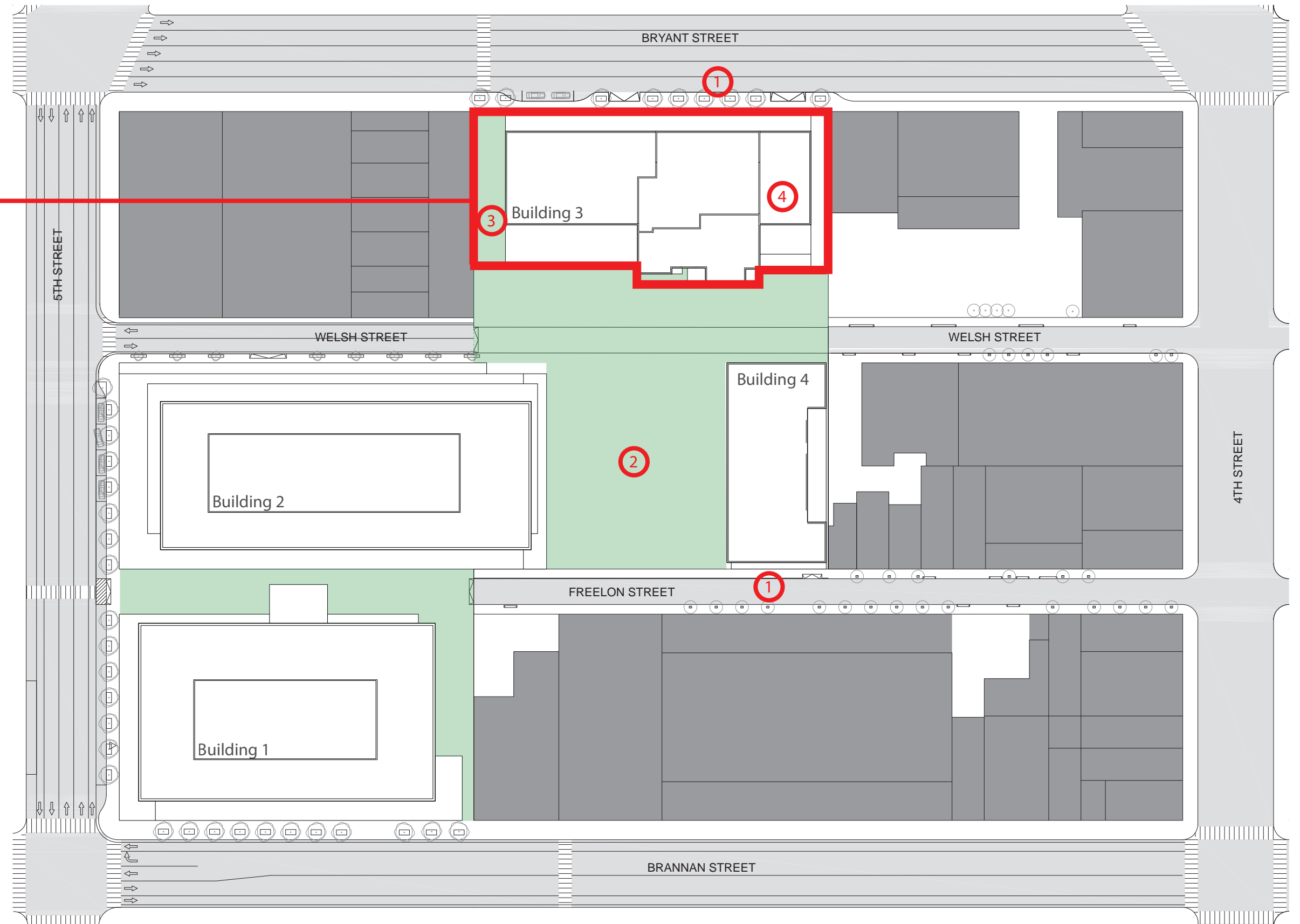
- ① Sidewalk and alley improvements along Bryant and Freelon Streets
- ② Development of the park, featuring a tot lot, all-age playground, dog-run, and a 10,000 SF "community living room"

Maintenance and active programming for the park, in perpetuity

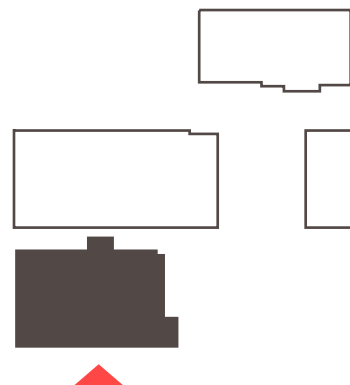
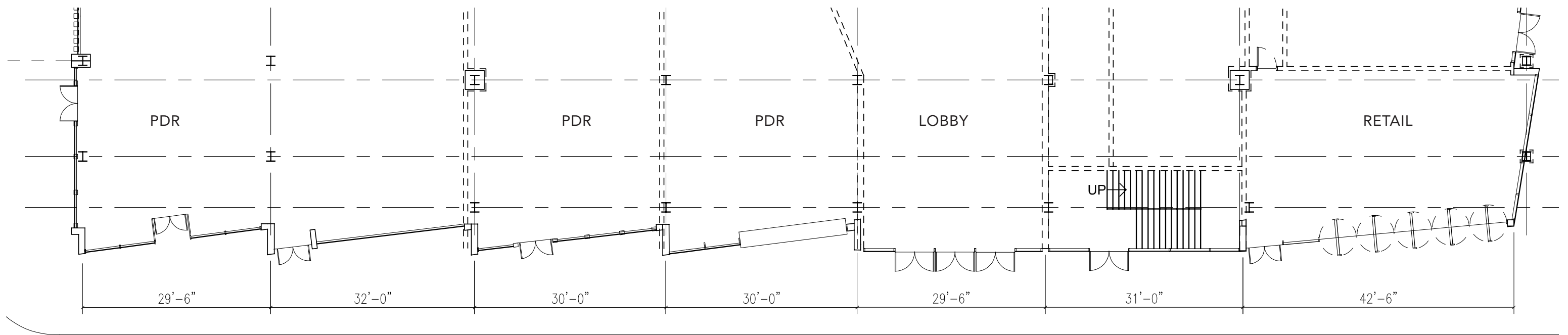
- ③ 2,831 SF of Publicly Owned Private Open Space (POPOS)

### Ground Level Program

- ④ • 11,054 SF PDR
- ④ • 5,546 SF Childcare Facility



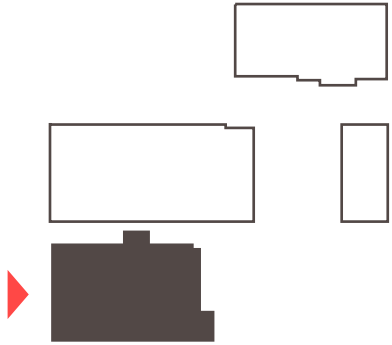
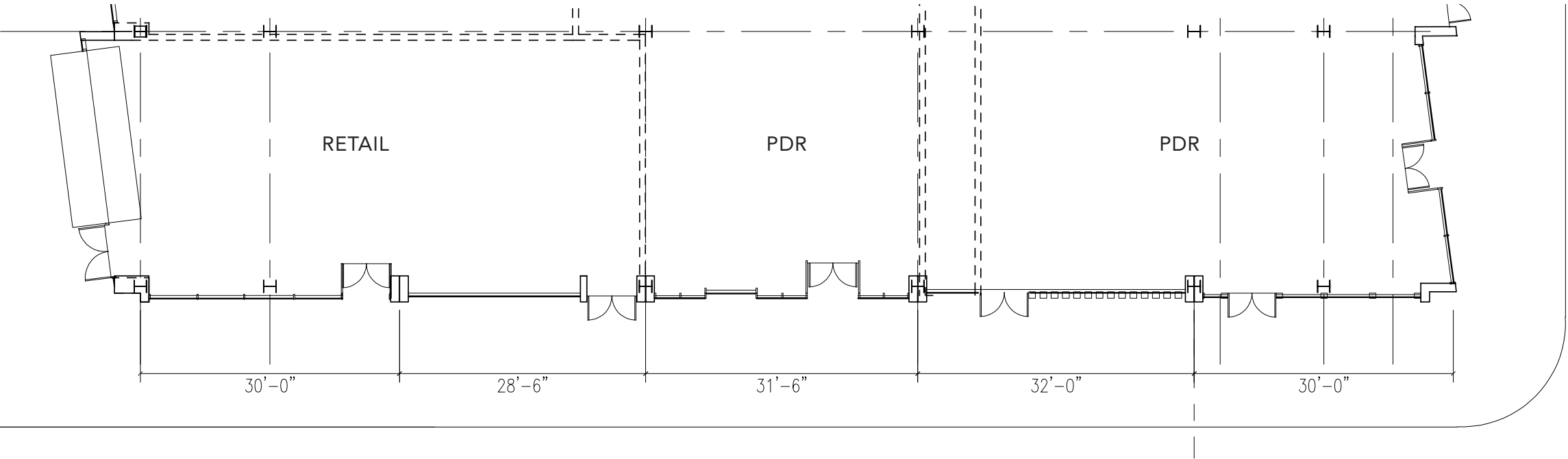
STOREFRONT DESIGN



ELEVATION 1 | BRANNAN STREET - BUILDING 1

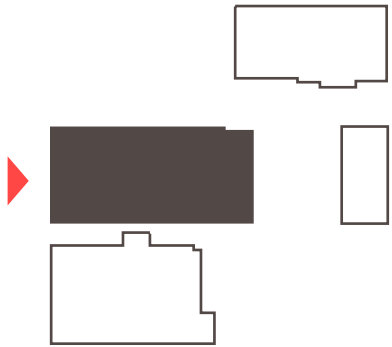
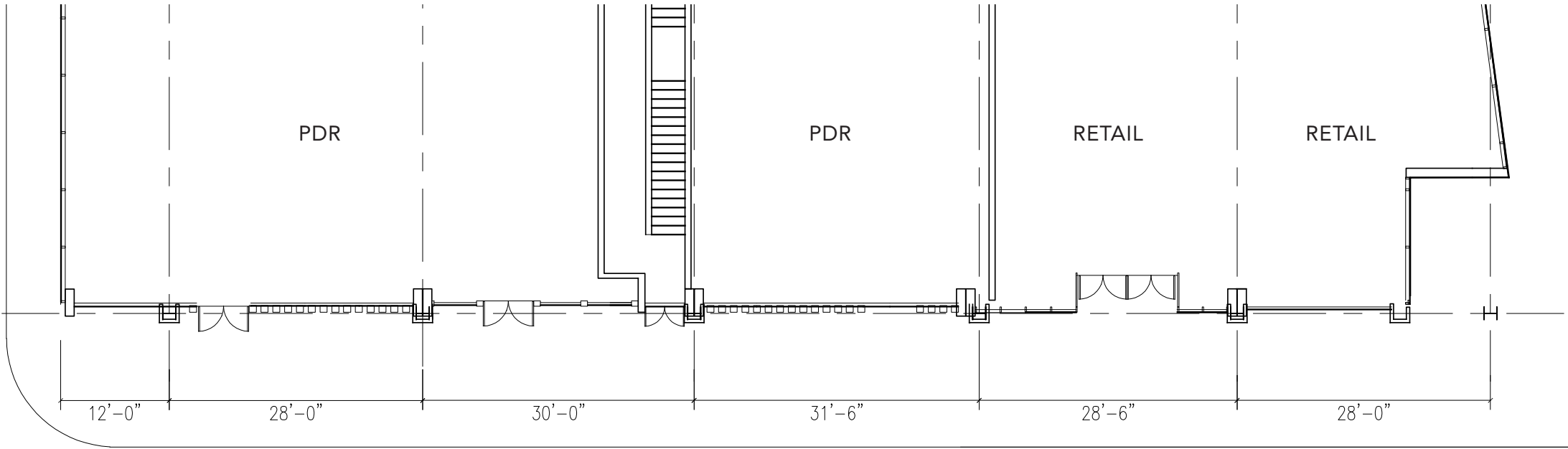


NEW SPIRAL STA  
QUAD TO LEVEL



ELEVATION 2 | 5TH STREET - BUILDING 1

NEW SPIRAL STAIR CON  
QUAD TO LEVEL 1



ELEVATION 3 | 5TH STREET - BUILDING 2

END

ATTACHMENT C: MITIGATION MONITORING AND REPORTING PROGRAM

Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Schedule
<b>MITIGATION MEASURES AGREED TO BY PROJECT SPONSOR</b>				
<b>CULTURAL RESOURCES</b>				
<p><b><i>Project Mitigation Measure M-CR-1a: Protect Historical Resources from Adjacent Construction Activities</i></b>  <i>(Implementing Central SoMa Plan PEIR M-CP-3a)</i></p> <p>The project sponsor shall incorporate into construction specifications for the proposed project a requirement that the construction contractor(s) use all feasible means to avoid damage to adjacent and nearby historic buildings, particularly the building located at 701 Bryant Street. Such methods may include maintaining a safe distance between the construction site and the historic buildings (as identified by the planning department preservation staff), using construction techniques that reduce vibration (such as using concrete saws instead of jackhammers or hoe-rams to open excavation trenches, the use of non-vibratory rollers, and hand excavation), appropriate excavation shoring methods to prevent movement of adjacent structures, and providing adequate security to minimize risks of vandalism and fire.</p>	Project sponsor	Prior to start of any demolition, construction or earth movement	Planning Department	Considered complete upon acceptance by Planning Department of construction specifications to avoid damage to adjacent and nearby historic buildings
<p><b><i>Project Mitigation Measure M-CP-1b: Construction Monitoring Program for Historical Resources</i></b>  <i>(Implementing Central SoMa Plan PEIR M-CP-3b)</i></p> <p>The project sponsor shall undertake a monitoring program for the 701 Bryant Street building to minimize damage to the building and to ensure that any such damage is documented and repaired. The monitoring program, which shall apply within 100 feet of the 701 Bryant Street structure where pile driving would be used, shall include the following components, subject to</p>	Project sponsor and construction contractor	Prior to and during pile-driving activity identified by Planning Department as potentially damaging to historic buildings	Planning Department (Preservation Technical Specialist)	Considered complete upon submittal to Planning Department of post-construction report on construction monitoring program and effects, if any, on



Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Schedule
<p>access being granted by the owner(s) of the building where applicable. Prior to the start of any ground-disturbing activity, the project sponsor shall engage a historic architect or qualified historic preservation professional to undertake a pre-construction survey of the 701 Bryant Street building to document and photograph the buildings' existing conditions. Based on the construction and condition of the building, the consultant shall also establish a standard maximum vibration level that shall not be exceeded at the building, based on existing condition, character-defining features, soils conditions, and anticipated construction practices (a common standard is 0.2 inch per second, peak particle velocity). To ensure that vibration levels do not exceed the established standard, the project sponsor shall monitor vibration levels at the 701 Bryant Street building and shall prohibit vibratory construction activities that generate vibration levels in excess of the standard. Should owner permission not be granted, the project sponsor shall employ alternative methods of vibration monitoring in areas under the control of the project sponsor.</p> <p>Should vibration levels be observed in excess of the standard, construction shall be halted and alternative construction techniques put in practice, to the extent feasible. (For example, pre-drilled piles could be substituted for driven piles, if feasible based on soils conditions; smaller, lighter equipment might be able to be used in some cases.) The preservation consultant shall conduct regular periodic inspections of the 701 Bryant Street building during ground-disturbing activity on the project site. Should damage to either building occur, the building(s) shall be remediated.</p>				proximate historical resources
<p><b>Project Mitigation Measure M-CR-2: Archeological Testing</b> (Implementing Central SoMa Plan PEIR M-CP-4a)</p>	Project sponsor, Planning Department's	Prior to start of any demolition, construction or earth	Planning Department (Environmental	Considered complete upon

Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule
Based on a reasonable presumption that archeological resources may be present within the project site, the following measures shall be undertaken to avoid any potentially significant adverse effect from the proposed project on buried or submerged historical resources. The project sponsor shall retain the services of an archeological consultant from the rotational department Qualified Archaeological Consultants List (QACL) maintained by the planning department archeologist. The project sponsor shall contact the department archeologist to obtain the names and contact information for the next three archeological consultants on the QACL. The archeological consultant shall undertake an archeological testing program as specified herein. In addition, the consultant shall be available to conduct an archeological monitoring and/or data recovery program if required pursuant to this measure. The archeological consultant's work shall be conducted in accordance with this measure at the direction of the Environmental Review Officer (ERO). All plans and reports prepared by the consultant as specified herein shall be submitted first and directly to the ERO for review and comment, and shall be considered draft reports subject to revision until final approval by the ERO. Archeological monitoring and/or data recovery programs required by this measure could suspend construction of the project for up to a maximum of four weeks. At the direction of the ERO, the suspension of construction can be extended beyond four weeks only if such a suspension is the only feasible means to reduce to a less than significant level potential effects on a significant archeological resource as defined in CEQA Guidelines Sect. 15064.5 (a) and (c).	archeologist or qualified archeological consultant, and Planning Department ERO	movement and throughout the construction period if deemed necessary	Review Officer [ERO]; Department's archeologist or qualified archeological consultant	submittal of ATP or FARR (if required)

*Consultation with Descendant Communities:* On discovery of an archeological site associated with descendant Native Americans, the Overseas Chinese, or other potentially interested descendant group an appropriate representative

Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule
<p>of the descendant group and the ERO shall be contacted. The representative of the descendant group shall be given the opportunity to monitor archeological field investigations of the site and to offer recommendations to the ERO regarding appropriate archeological treatment of the site, of recovered data from the site, and, if applicable, any interpretative treatment of the associated archeological site. A copy of the Final Archeological Resources Report shall be provided to the representative of the descendant group.</p>				
<p><i>Archeological Testing Program.</i> The archeological consultant shall prepare and submit to the ERO for review and approval an archeological testing plan (ATP). The archeological testing program shall be conducted in accordance with the approved ATP. The ATP shall identify the property types of the expected archeological resource(s) that potentially could be adversely affected by the proposed project, the testing method to be used, and the locations recommended for testing. The purpose of the archeological testing program will be to determine to the extent possible the presence or absence of archeological resources and to identify and to evaluate whether any archeological resource encountered on the site constitutes an historical resource under CEQA.</p>				
<p>At the completion of the archeological testing program, the archeological consultant shall submit a written report of the findings to the ERO. If based on the archeological testing program the archeological consultant finds that significant archeological resources may be present, the ERO in consultation with the archeological consultant shall determine if additional measures are warranted. Additional measures that may be undertaken include additional archeological testing, archeological monitoring, and/or an archeological data</p>				

Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule
<p>recovery program. No archeological data recovery shall be undertaken without the prior approval of the ERO or the planning department archeologist. If the ERO determines that a significant archeological resource is present and that the resource could be adversely affected by the proposed project, at the discretion of the project sponsor either:</p> <ol style="list-style-type: none"> <li>The proposed project shall be re-designed so as to avoid any adverse effect on the significant archeological resource; or</li> <li>A data recovery program shall be implemented, unless the ERO determines that the archeological resource is of greater interpretive than research significance and that interpretive use of the resource is feasible.</li> </ol>				
<p><i>Archeological Monitoring Program.</i> If the ERO in consultation with the archeological consultant determines that an archeological monitoring program shall be implemented the archeological monitoring program shall minimally include the following provisions:</p> <ul style="list-style-type: none"> <li>The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the AMP reasonably prior to any project-related soils disturbing activities commencing. The ERO in consultation with the archeological consultant shall determine what project activities shall be archeologically monitored. In most cases, any soils- disturbing activities, such as demolition, foundation removal, excavation, grading, utilities installation, foundation work, driving of piles (foundation, shoring, etc.), site remediation, etc., shall require archeological monitoring because of the risk these activities pose to potential archeological resources and to their depositional context;</li> <li>The archeological consultant shall advise all project contractors to be on the alert for evidence of the presence of the expected resource(s), of how</li> </ul>				



Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule
<p>to identify the evidence of the expected resource(s), and of the appropriate protocol in the event of apparent discovery of an archeological resource;</p> <ul style="list-style-type: none"> <li>• The archeological monitor(s) shall be present on the project site according to a schedule agreed upon by the archeological consultant and the ERO until the ERO has, in consultation with project archeological consultant, determined that project construction activities could have no effects on significant archeological deposits;</li> <li>• The archeological monitor shall record and be authorized to collect soil samples and artifactual/ecofactual material as warranted for analysis;</li> <li>• If an intact archeological deposit is encountered, all soils-disturbing activities in the vicinity of the deposit shall cease. The archeological monitor shall be empowered to temporarily redirect demolition/excavation/pile driving/construction activities and equipment until the deposit is evaluated. If in the case of pile driving or deep foundation activities (foundation, shoring, etc.), the archeological monitor has cause to believe that the pile driving or deep foundation activities may affect an archeological resource, the pile driving or deep foundation activities shall be terminated until an appropriate evaluation of the resource has been made in consultation with the ERO. The archeological consultant shall immediately notify the ERO of the encountered archeological deposit. The archeological consultant shall make a reasonable effort to assess the identity, integrity, and significance of the encountered archeological deposit, and present the findings of this assessment to the ERO.</li> </ul>				

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

Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule
<p><i>Archeological Data Recovery Program.</i> The archeological data recovery program shall be conducted in accord with an archeological data recovery plan (ADRP). The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the ADRP prior to preparation of a draft ADRP. The archeological consultant shall submit a draft ADRP to the ERO. The ADRP shall identify how the proposed data recovery program will preserve the significant information the archeological resource is expected to contain. That is, the ADRP will identify what scientific/historical research questions are applicable to the expected resource, what data classes the resource is expected to possess, and how the expected data classes would address the applicable research questions. Data recovery, in general, should be limited to the portions of the historical property that could be adversely affected by the proposed project. Destructive data recovery methods shall not be applied to portions of the archeological resources if nondestructive methods are practical.</p> <p>The scope of the ADRP shall include the following elements:</p> <ul style="list-style-type: none"> <li>• <i>Field Methods and Procedures.</i> Descriptions of proposed field strategies, procedures, and operations.</li> <li>• <i>Cataloguing and Laboratory Analysis.</i> Description of selected cataloguing system and artifact analysis procedures.</li> <li>• <i>Discard and Deaccession Policy.</i> Description of and rationale for field and post-field discard and deaccession policies.</li> <li>• <i>Interpretive Program.</i> Consideration of an on-site/off-site public interpretive program during the course of the archeological data recovery program.</li> </ul>				

Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule
<ul style="list-style-type: none"> <li>• <i>Security Measures.</i> Recommended security measures to protect the archeological resource from vandalism, looting, and non-intentionally damaging activities.</li> <li>• <i>Final Report.</i> Description of proposed report format and distribution of results.</li> <li>• <i>Curation.</i> Description of the procedures and recommendations for the curation of any recovered data having potential research value, identification of appropriate curation facilities, and a summary of the accession policies of the curation facilities.</li> </ul>				

*Human Remains, Associated or Unassociated Funerary Objects.* The treatment of human remains and of associated or unassociated funerary objects discovered during any soils disturbing activity shall comply with applicable state and federal laws, including immediate notification of the Office of the Chief Medical Examiner of the City and County of San Francisco and in the event of the Medical Examiner's determination that the human remains are Native American remains, notification of the California State Native American Heritage Commission (NAHC) who shall appoint a Most Likely Descendant (MLD) (Pub. Res. Code Sec. 5097.98). The ERO shall also be immediately notified upon discovery of human remains. The archeological consultant, project sponsor, ERO, and MLD shall have up to but not beyond six days after the discovery to make all reasonable efforts to develop an agreement for the treatment of human remains and associated or unassociated funerary objects with appropriate dignity (CEQA Guidelines. Sec. 15064.5(d)). The agreement should take into consideration the appropriate excavation, removal, recordation, analysis, curation, possession, and final disposition of the human remains and associated or unassociated funerary objects. Nothing in existing state regulations or in this mitigation measure compels the project

Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule
<p>sponsor and the ERO to accept recommendations of an MLD. The archeological consultant shall retain possession of any Native American human remains and associated or unassociated burial objects until completion of any scientific analyses of the human remains or objects as specified in the treatment agreement if such as agreement has been made or, otherwise, as determined by the archeological consultant and the ERO. If no agreement is reached state regulations shall be followed including the reburial of the human remains and associated burial objects with appropriate dignity on the property in a location not subject to further subsurface disturbance (Pub. Res. Code Sec. 5097.98).</p> <p><i>Final Archeological Resources Report.</i> The archeological consultant shall submit a Draft Final Archeological Resources Report (FARR) to the ERO that evaluates the historical significance of any discovered archeological resource and describes the archeological and historical research methods employed in the archeological testing/monitoring/data recovery program(s) undertaken. Information that may put at risk any archeological resource shall be provided in a separate removable insert within the final report.</p> <p>Once approved by the ERO, copies of the FARR shall be distributed as follows: California Archaeological Site Survey Northwest Information Center (NWIC) shall receive one (1) copy and the ERO shall receive a copy of the transmittal of the FARR to the NWIC. The Environmental Planning division of the planning department shall receive one bound, one unbound and one unlocked, searchable PDF copy on CD of the FARR along with copies of any formal site recordation forms (CA DPR 523 series) and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. In instances of high public interest in or the high</p>				



Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Schedule
<p>interpretive value of the resource, the ERO may require a different final report content, format, and distribution than that presented above.</p> <p><b><i>Project Mitigation Measure M-TCR-1: Project-Specific Tribal Cultural Resources Assessment</i></b>  <i>(Implementing Central SoMa Plan PEIR M-CP-5)</i></p> <p>If the archeological testing program outlined in Mitigation Measure M-CR-2 uncovers potential tribal cultural resources, the following measures shall be implemented. If staff determines that preservation-in-place of the tribal cultural resource is both feasible and effective, based on information provided by the sponsor regarding feasibility and other available information, then the project archeological consultant shall prepare an archeological resource preservation plan. Implementation of the approved plan by the archeological consultant shall be required when feasible. If staff determines that preservation-in-place of the tribal cultural resource is not a sufficient or feasible option, then the project sponsor shall implement an interpretive program of the resource in coordination with affiliated Native American tribal representatives. An interpretive plan produced in coordination with affiliated Native American tribal representatives, at a minimum, and approved by the ERO shall be required to guide the interpretive program. The plan shall identify proposed locations for installations or displays, the proposed content and materials of those displays or installation, the producers or artists of the displays or installation, and a long-term maintenance program. The interpretive program may include artist installations, preferably by local Native American artists, oral histories with local Native Americans, artifacts displays and interpretation, and educational panels or other informational displays.</p>	<p>Planning Department's archeologist, California Native American tribal representative, Planning Department-qualified archeological consultant</p>	<p>In the event that potential tribal cultural resources are identified prior to or during construction</p>	<p>Planning Department archeologist, Planning Department-qualified archeological consultant, project sponsor</p>	<p>Considered complete if no Tribal Cultural Resource is discovered or Tribal Cultural Resource is discovered and either preserved in-place or project effects to Tribal Cultural Resources are mitigated by implementation of Planning Department approved interpretive program</p>

Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule
<p><b>TRANSPORTATION AND CIRCULATION</b></p> <p><i>Project Mitigation Measure M-TR-1: Queue Abatement</i>  <i>(Implementing Central SoMa Plan PEIR M-TR-3a)</i></p> <p>The project sponsor shall ensure that recurring vehicle queues do not substantially affect public transit operations on the public right-of-way along 5th Street or Bryant Street near the project's off-street vehicular parking facilities. A vehicle queue is defined as one or more vehicles (destined to the parking facility) blocking any portion of the street (including the sidewalk) for a consecutive period of three minutes or longer on a daily or weekly basis.</p> <p>If a recurring queue occurs, the owner/operator of the parking facility shall employ abatement methods as needed to abate the queue.</p> <p>Suggested abatement methods include but are not limited to the following: employment of parking attendants; installation of "LOT FULL" signs with active management by parking attendants; use of off-site parking facilities or shared parking with nearby uses; transportation demand management strategies such as those listed in the San Francisco Planning Code TDM Program.</p> <p>If the Planning Director, or his or her designee, suspects that a recurring queue is present, the planning department shall notify the property owner in writing. Upon request, the owner/operator shall hire a qualified transportation consultant to evaluate the conditions at the site for no less than seven days. The consultant shall prepare a monitoring report to be submitted to the planning department for review. If the planning department</p>	Project sponsor	Ongoing	Planning Department and project sponsor	Ongoing

Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule
<p>determines that a recurring queue does exist, the facility owner/operator shall have 90 days from the date of the written determination to abate the queue.</p>				
<p><b><i>Project Mitigation Measure M-TR-2: Construction Management Plan and Construction Coordination</i></b>  <i>(Implementing Central SoMa Plan PEIR Mitigation Measure M-TR-9)</i></p> <p>The project sponsor shall develop and, upon review and approval by the municipal transportation agency and Public Works, implement a Construction Management Plan, addressing transportation-related circulation, access, staging and hours of delivery. The Construction Management Plan would disseminate appropriate information to contractors and affected agencies with respect to coordinating construction activities to minimize overall disruption and ensure that overall circulation in the project area is maintained to the extent possible, with particular focus on ensuring transit, pedestrian, and bicycle connectivity. The Construction Management Plan would supplement and expand, rather than modify or supersede, any manual, regulations, or provisions set forth by the municipal transportation agency, Public Works, or other City departments and agencies, and the California Department of Transportation.</p> <p>If construction of the proposed project is determined to overlap with nearby adjacent project(s) as to result in transportation-related impacts, the project sponsor or its contractor(s) shall consult with various City departments such as the municipal transportation agency and Public Works, and other interdepartmental meetings as deemed necessary by the municipal transportation agency, Public Works, and the planning department, to develop a Coordinated Construction Management Plan.</p>	Project sponsor	Prior to the start of project construction and throughout the construction period	San Francisco Municipal Transportation Agency (SFMTA), Public Works and Planning Department	Considered complete upon approval of construction management plan and completion of project construction

Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule
<p>The Construction Management Plan and, if required, the Coordinated Construction Management Plan, shall include, but not be limited to, the following:</p> <ul style="list-style-type: none"> <li>• <i>Restricted Construction Truck Access Hours</i>—Limit construction truck movements to during the hours between 7:00 a.m. and 9:00 a.m. and between 4:00 p.m. and 7:00 p.m., and other times if required by the municipal transportation agency, to minimize disruption to vehicular traffic, including transit during the a.m. and p.m. peak periods.</li> <li>• <i>Construction Truck Routing Plans</i>—Identify optimal truck routes between the regional facilities and the project site, taking into consideration truck routes of other development projects and any construction activities affecting the roadway network.</li> <li>• <i>Coordination of Temporary Lane and Sidewalk Closures</i>—The project sponsor shall coordinate travel lane closures with other projects requesting concurrent lane and sidewalk closures through interdepartmental meetings, to minimize the extent and duration of requested lane and sidewalk closures. Travel lane closures shall be minimized especially along transit and bicycle routes, so as to limit the impacts to transit service and bicycle circulation and safety.</li> <li>• <i>Maintenance of Transit, Vehicle, Bicycle, and Pedestrian Access</i>—The project sponsor/construction contractor(s) shall meet with Public Works, the municipal transportation agency, the fire department, Muni Operations and other City agencies to coordinate feasible measures to include in the Coordinated Construction Management Plan to maintain access for transit, vehicles, bicycles and pedestrians. This shall include an assessment of the need for temporary transit stop relocations or other</li> </ul>				



Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule
<p>measures to reduce potential traffic, bicycle, and transit disruption and pedestrian circulation effects during construction of the project.</p> <ul style="list-style-type: none"> <li>• <i>Carpool, Bicycle, Walk and Transit Access for Construction Workers</i>—The construction contractor shall include methods to encourage carpooling, bicycling, walk and transit access to the project site by construction workers (such as providing transit subsidies to construction workers, providing secure bicycle parking spaces, participating in free-to-employee ride matching program from <a href="http://www.511.org">www.511.org</a>, participating in emergency ride home program through the City of San Francisco (<a href="http://www.sferh.org">www.sferh.org</a>), and providing transit information to construction workers).</li> <li>• <i>Construction Worker Parking Plan</i>—The location of construction worker parking shall be identified as well as the person(s) responsible for monitoring the implementation of the proposed parking plan. The use of on-street parking to accommodate construction worker parking shall be discouraged. All construction bid documents shall include a requirement for the construction contractor to identify the proposed location of construction worker parking. If on-site, the location, number of parking spaces, and area where vehicles would enter and exit the site shall be required. If off-site parking is proposed to accommodate construction workers, the location of the off-site facility, number of parking spaces retained, and description of how workers would travel between off-site facility and project site shall be required.</li> <li>• <i>Project Construction Updates for Adjacent Businesses and Residents</i>—To minimize construction impacts on access for nearby institutions and businesses, the project sponsor shall provide nearby residences and adjacent businesses with regularly-updated information regarding project construction, including construction activities, peak construction vehicle activities (e.g., concrete pours), travel lane closures, and lane closures. At</li> </ul>				

Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule
<p>regular intervals to be defined in the Construction Management Plan and, if necessary, in the Coordinated Construction Management Plan, a regular email notice shall be distributed by the project sponsor that shall provide current construction information of interest to neighbors, as well as contact information for specific construction inquiries or concerns.</p>				

Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule
<b>NOISE</b>				
<b><i>Project Mitigation Measure M-NO-1a: General Construction Noise Control Measures</i></b> <i>(Implementing Central SoMa Plan PEIR Mitigation Measure M-NO-2a)</i> <p>To ensure that project noise from construction activities is reduced to the maximum extent feasible, the project sponsor shall undertake the following:</p> <ul style="list-style-type: none"> <li>Require the general contractor to ensure that equipment and trucks used for project construction utilize the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures and acoustically-attenuating shields or shrouds), wherever feasible.</li> <li>Require the general contractor to locate stationary noise sources (such as compressors) as far from adjacent or nearby sensitive receptors as possible, to muffle such noise sources, and to construct barriers around such sources and/or the construction site, which could reduce construction noise by as much as 5 dBA. To further reduce noise, the contractor shall locate stationary equipment in pit areas or excavated areas, if feasible.</li> <li>Require the general contractor to use impact tools (e.g., jack hammers, pavement breakers, and rock drills) that are hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. Where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used, along with external noise jackets on the tools, which could reduce noise levels by as much as 10 dBA.</li> <li>Include noise control requirements in specifications provided to construction contractors. Such requirements could include, but are not limited to, performing all work in a manner that minimizes noise to the</li> </ul>	Project sponsor and construction contractor	During project construction	Planning Department, Department of Building Inspection (as requested and/or on complaint basis), Police Department (on complaint basis)	Considered complete at the completion of construction

Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Schedule
<p>extent feasible; use of equipment with effective mufflers; undertaking the most noisy activities during times of least disturbance to surrounding residents and occupants, as feasible; and selecting haul routes that avoid residential buildings to the extent that such routes are otherwise feasible.</p> <ul style="list-style-type: none"> <li>• Prior to the issuance of each building permit, along with the submission of construction documents, submit to the planning department and Department of Building Inspection (DBI) a list of measures that shall be implemented and that shall respond to and track complaints pertaining to construction noise. These measures shall include (1) a procedure and phone numbers for notifying DBI and the police department (during regular construction hours and off-hours); (2) a sign posted on-site describing noise complaint procedures and a complaint hotline number that shall be answered at all times during construction; (3) designation of an on-site construction complaint and enforcement manager for the project; and (4) notification of neighboring residents and non-residential building managers within 300 feet of the project construction area at least 30 days in advance of extreme noise generating activities (defined as activities generating anticipated noise levels of 80 dBA or greater without noise controls, which is the standard in the Police Code) about the estimated duration of the activity.</li> </ul>				
<p><b><i>Project Mitigation Measure M-NO-1b: Noise and Vibration Control Measures during Pile Driving</i></b>  <i>(Implementing Central SoMa Plan PEIR Mitigation Measure M-NO-2b)</i>            Site-specific noise attenuation measures shall be prepared under the supervision of a qualified acoustical consultant. These attenuation measures shall be included in construction of the project and shall include as many of the following control strategies, and any other effective strategies, as feasible:</p>	Project sponsor and construction contractor	Prior to and during the period of pile driving	Project sponsor, Planning Department and construction contractor, and Department of Building Inspection (as requested and/or	Considered complete after implementation of noise attenuation measures during pile-driving activities and submittal of final noise monitoring



Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule
<ul style="list-style-type: none"> <li>The project sponsor shall require the construction contractor to erect temporary plywood or similar solid noise barriers along the boundaries of the project site to shield potential sensitive receptors and reduce noise levels;</li> <li>The project sponsor shall require the construction contractor to implement “quiet” pile-driving technology (such as pre-drilling of piles, sonic pile drivers, and the use of more than one pile driver to shorten the total pile driving duration), where feasible, with consideration of geotechnical and structural requirements and soil conditions (including limiting vibration levels to the FTA’s 0.5 inches per second, PPV to minimize architectural damage to adjacent structures);</li> <li>The project sponsor shall require the construction contractor to monitor the effectiveness of noise attenuation measures by taking noise measurements, at a distance of 100 feet, at least once per day during pile-driving; and</li> <li>The project sponsor shall require that the construction contractor limit pile driving activity to result in the least disturbance to neighboring uses.</li> </ul>			on complaint basis)	report to Planning Department

Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule
<b>AIR QUALITY</b>				
<b><i>Project Mitigation Measure M-AQ-1: Construction Emissions Minimization Plan</i></b> (Implementing Central SoMa Plan PEIR Mitigation Measures M-AQ-4b and M-AQ-6a) The project sponsor shall submit a Construction Emissions Minimization Plan (plan) to the Environmental Review Officer (ERO) for review and approval by an Environmental Planning Air Quality Specialist. The plan shall be designed to reduce air pollutant emissions to the greatest degree practicable.	Project sponsor	Prior to the start of diesel equipment use on site	Planning Department (ERO, Air Quality technical staff)	Considered complete upon Planning Department review and acceptance of Construction Emissions Minimization Plan
The plan shall detail project compliance with the following requirements: <ol style="list-style-type: none"> <li>1. All off-road equipment greater than 25 horsepower and operating for more than 20 total hours over the entire duration of construction activities shall meet the following requirements:               <ol style="list-style-type: none"> <li>a. Where access to alternative sources of power is available, portable diesel engines shall be prohibited;</li> <li>b. All off-road equipment shall have:                   <ol style="list-style-type: none"> <li>i. Engines that meet or exceed either U.S. Environmental Protection Agency or California Air Resources Board Tier 2 off-road emission standards (or Tier 3 off-road emissions standards if NOX emissions exceed applicable thresholds), and</li> <li>ii. Engines that are retrofitted with an ARB Level 3 Verified Diesel Emissions Control Strategy (VDECS), and</li> <li>iii. Engines shall be fueled with renewable diesel (at least 99 percent renewable diesel or R99).</li> </ol> </li> <li>c. Exceptions:                   <ol style="list-style-type: none"> <li>i. Exceptions to 1(a) may be granted if the project sponsor has submitted information providing evidence to the satisfaction of the ERO that an alternative source of power is limited or</li> </ol> </li> </ol> </li> </ol>				

Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule
<p>infeasible at the project site and that the requirements of this exception provision apply. Under this circumstance, the sponsor shall submit documentation of compliance with 1(b) for onsite power generation.</p>				
<p>ii. Exceptions to 1(b)(ii) may be granted if the project sponsor has submitted information providing evidence to the satisfaction of the ERO that a particular piece of off-road equipment with an ARB Level 3 VDECS (1) is technically not feasible, (2) would not produce desired emissions reductions due to expected operating modes, (3) installing the control device would create a safety hazard or impaired visibility for the operator, or (4) there is a compelling emergency need to use off-road equipment that are not retrofitted with an ARB Level 3 VDECS and the sponsor has submitted documentation to the ERO that the requirements of this exception provision apply. If granted an exception to 1(b)(ii), the project sponsor shall comply with the requirements of 1(c)(iii).</p>				
<p>iii. If an exception is granted pursuant to 1(c)(ii), the project sponsor shall provide the next cleanest piece of off-road equipment as provided by the step-down schedule in the table below.</p>				

Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Schedule
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**Table M-AQ-4B – Off-Road Equipment Compliance Step-down Schedule\***

Compliance Alternative	Engine Emission Standard	Emissions Control
1	Tier 2	ARB Level 2 VDECS
2	Tier 2	ARB Level 1 VDECS

**\*How to use the table:** If the requirements of (1)(b) cannot be met, then the project sponsor would need to meet Compliance Alternative 1. Should the project sponsor not be able to supply off-road equipment meeting Compliance Alternative 1, then Compliance Alternative 2 would need to be met.

**\*\*** Tier 3 off road emissions standards are required if NOx emissions exceed applicable thresholds.

- The project sponsor shall require the idling time for off-road and on-road equipment be limited to no more than two minutes, except as provided in exceptions to the applicable state regulations regarding idling for off-road and on-road equipment. Legible and visible signs shall be posted in multiple languages (English, Spanish, Chinese) in designated queuing areas and at the construction site to remind operators of the two-minute idling limit.
- The project sponsor shall require that construction operators properly maintain and tune equipment in accordance with manufacturer specifications.
- The plan shall include estimates of the construction timeline by phase with a description of each piece of off-road equipment required for every construction phase. Off-road equipment descriptions and information may include, but is not limited to, equipment type, equipment manufacturer, equipment identification number, engine model year, engine certification (Tier rating), horsepower, engine serial number, and expected fuel usage and hours of operation. For the VDECS installed: technology type, serial number, make, model, manufacturer, ARB verification number level, and installation date and hour meter reading on



Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Schedule
<p>installation date. For off-road equipment not using renewable diesel, reporting shall indicate the type of alternative fuel being used.</p> <p>5. The plan shall be kept on-site and available for review by any persons requesting it and a legible sign shall be posted at the perimeter of the construction site indicating to the public the basic requirements of the plan and a way to request a copy of the plan. The project sponsor shall provide copies of Plan as requested.</p> <p>6. Reporting. Quarterly reports shall be submitted to the ERO indicating the construction phase and off-road equipment information used during each phase including the information required in Paragraph 4, above. In addition, for off-road equipment not using renewable diesel, reporting shall indicate the type of alternative fuel being used. Within six months of the completion of construction activities, the project sponsor shall submit to the ERO a final report summarizing construction activities. The final report shall indicate the start and end dates and duration of each construction phase. For each phase, the report shall include detailed information required in Paragraph 4. In addition, for off-road equipment not using renewable diesel, reporting shall indicate the type of alternative fuel being used.</p> <p>7. Certification Statement and On-site Requirements. Prior to the commencement of construction activities, the project sponsor shall certify (1) compliance with the plan, and (2) all applicable requirements of the plan have been incorporated into contract specifications.</p>				
<p><b><i>Project Mitigation Measure M-AQ-2: Best Available Control Technology for Diesel Generators and Fire Pumps</i></b></p> <p><i>(Implementing Central SoMa Plan PEIR Mitigation Measure M-AQ-5a)</i></p>	Project sponsor and Planning Department	Prior to issuance of building permit for diesel generator; maintenance ongoing	Planning Department (ERO, Air	Equipment specifications portion considered complete when

Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule
<p>All diesel generators and fire pumps shall have engines that (1) meet Tier 4 Final or Tier 4 Interim emission standards, or (2) meet Tier 2 emission standards and are equipped with a California Air Resources Board Level 3 Verified Diesel Emissions Control Strategy. All diesel generators and fire pumps shall be fueled with renewable diesel, R99, if commercially available. For each new diesel backup generator or fire pump permit submitted for the project, including any associated generator pads, engine and filter specifications shall be submitted to the San Francisco Planning Department for review and approval prior to issuance of a permit for the generator or fire pump from the San Francisco Department of Building Inspection. Once operational, all diesel backup generators and Verified Diesel Emissions Control Strategy shall be maintained in good working order in perpetuity and any future replacement of the diesel backup generators, fire pumps, and Level 3 Verified Diesel Emissions Control Strategy filters shall be required to be consistent with these emissions specifications. The operator of the facility shall maintain records of the testing schedule for each diesel backup generator and fire pump for the life of that diesel backup generator and fire pump and provide this information for review to the planning department within three months of requesting such information.</p>			Quality technical staff)	equipment specifications approved by ERO; maintenance portion is ongoing and records are subject to Planning Department review upon request

#### WIND

##### ***Project Mitigation Measure M-WI-1: Wind Hazard Evaluation for Building Design Modifications***

*(Implementing Central SoMa Plan PEIR Mitigation Measure M-WI-1)*

In the event that the proposed project's design is modified, the new design shall be evaluated by a qualified wind expert as to the potential to result in a new wind hazard exceedance or aggravate an existing pedestrian-level wind

Project sponsor

In the event that the project's design is modified

Planning Department

Considered complete after approval of final construction plan set

Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule
<p>hazard exceedance (defined as the one-hour wind hazard criterion of 26 miles per hour equivalent wind speed). If the qualified expert determines that wind-tunnel testing is required due to the potential for a new or worsened wind hazard exceedance, the project shall adhere to the following standards for reduction of ground-level wind speeds in areas of substantial pedestrian use:</p> <ul style="list-style-type: none"> <li>• New buildings shall be shaped (e.g., include setbacks, or other building design techniques), or other wind baffling measures shall be implemented, so that the development would result in the following with respect to the one-hour wind hazard criterion of 26 miles per hour equivalent wind speed: <ul style="list-style-type: none"> <li>○ No net increase, compared to existing conditions, in the overall number of hours during which the wind hazard criterion is exceeded (the number of exceedance locations may change, allowing for both new exceedances and elimination of existing exceedances, as long as there is no net increase in the number of exceedance locations), based on wind-tunnel testing of a representative number of locations proximate to the project site; OR</li> <li>○ Any increase in the overall number of hours during which the wind hazard criterion is exceeded shall be evaluated in the context of the overall wind effects of anticipated development that is in accordance with the Plan. Such an evaluation shall be undertaken if the project contribution to the wind hazard exceedance at one or more locations relatively distant from the individual project site is minimal and if anticipated future Plan area development would substantively affect the wind conditions at those locations. The project and foreseeable development shall ensure that there is no increase in the overall number of hours during which the wind hazard criterion is exceeded.</li> </ul> </li> </ul>				

Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Schedule
<ul style="list-style-type: none"> <li>○ New buildings that cannot meet the one-hour wind hazard criterion of 26 miles per hour equivalent wind speed performance standard of this measure based on the above analyses, shall minimize to the degree feasible the overall number of hours during which the wind hazard criterion is exceeded.</li> </ul>				



Adopted Mitigation and Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Monitoring Schedule
<b>IMPROVEMENT MEASURES</b>				
<b>BIOLOGICAL RESOURCES</b>				
<p><b>Project Improvement Measure I-BI-1: Night Lighting Minimization</b>  <i>(Implementing Central SoMa Plan PEIR Improvement Measure BI-2)</i></p> <p>In compliance with the voluntary San Francisco Lights Out Program, the planning department could encourage buildings developed pursuant to the draft Plan to implement bird-safe building operations to prevent and minimize bird strike impacts, including but not limited to the following measures:</p> <ul style="list-style-type: none"> <li>• Reduce building lighting from exterior sources by: <ul style="list-style-type: none"> <li>○ Minimizing the amount and visual impact of perimeter lighting and façade up-lighting and avoid up-lighting of rooftop antennae and other tall equipment, as well as of any decorative features;</li> <li>○ Installing motion-sensor lighting;</li> <li>○ Utilizing minimum wattage fixtures to achieve required lighting levels.</li> </ul> </li> <li>• Reduce building lighting from interior sources by: <ul style="list-style-type: none"> <li>○ Dimming lights in lobbies, perimeter circulation areas, and atria;</li> <li>○ Turning off all unnecessary lighting by 11:00 p.m. through sunrise, especially during peak migration periods (mid-March to early June and late August through late October);</li> <li>○ Utilizing automatic controls (motion sensors, photo sensors, etc.) to shut off lights in the evening when no one is present;</li> <li>○ Encouraging the use of localized task lighting to reduce the need for more extensive overhead lighting;</li> <li>○ Scheduling nightly maintenance to conclude by 11:00 p.m.;</li> <li>○ Educating building users about the dangers of night lighting to birds.</li> </ul> </li> </ul>	Project sponsor	Prior to issuance of building permit and during project operation	Planning Department	Considered complete upon approval of building plans by Planning Department; Planning Department may engage in follow-up discussions with project sponsor as needed



# SAN FRANCISCO PLANNING DEPARTMENT

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## Agreement to Implement Mitigation Measures

Case No.: 2012.0640E  
Project Address: 598 Brannan Street  
Zoning: Central South of Market (SoMa) Mixed-Use Office  
45-X, 130-CS, and 160-CS  
Block/Lot: 3777/45, 50, 51, and 52  
Lot Size: 196,020 square feet  
Plan Area: Central SoMa Plan  
Project Sponsor: Andrew Junius, Reuben, Junius & Rose, LLP, 415-567-9000  
Staff Contacts: Chris Thomas, AICP, 415-558-6409, [christopher.thomas@sfgov.org](mailto:christopher.thomas@sfgov.org)  
Rick Cooper, 415-575-9027, [rick.cooper@sfgov.org](mailto:rick.cooper@sfgov.org)

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

Reception:  
415.558.6378

Fax:  
415.558.6409

Planning  
Information:  
415.558.6377

### MITIGATION AND IMPROVEMENT MEASURES

#### Mitigation Measures

##### ***Project Mitigation Measure M-CR-1a: Protect Historical Resources from Adjacent Construction Activities (Implementing Central SoMa Plan PEIR M-CP-3a)***

The project sponsor shall incorporate into construction specifications for the proposed project a requirement that the construction contractor(s) use all feasible means to avoid damage to adjacent and nearby historic buildings, particularly the building located at 701 Bryant Street. Such methods may include maintaining a safe distance between the construction site and the historic buildings (as identified by the planning department preservation staff), using construction techniques that reduce vibration (such as using concrete saws instead of jackhammers or hoe-rams to open excavation trenches, the use of non-vibratory rollers, and hand excavation), appropriate excavation shoring methods to prevent movement of adjacent structures, and providing adequate security to minimize risks of vandalism and fire.

##### ***Project Mitigation Measure M-CP-1b: Construction Monitoring Program for Historical Resources (Implementing Central SoMa Plan PEIR M-CP-3b)***

The project sponsor shall undertake a monitoring program for the 701 Bryant Street building to minimize damage to the building and to ensure that any such damage is documented and repaired. The monitoring program, which shall apply within 100 feet of the 701 Bryant Street structure where pile driving would be used, shall include the following components, subject to access being granted by the owner(s) of the building where applicable. Prior to the start of any ground-disturbing activity, the project sponsor shall engage a historic architect or qualified historic preservation professional to undertake a pre-construction survey of the 701 Bryant Street building to document and photograph the buildings' existing conditions. Based on the construction and condition of the building, the consultant shall also establish a standard

maximum vibration level that shall not be exceeded at the building, based on existing condition, character-defining features, soils conditions, and anticipated construction practices (a common standard is 0.2 inch per second, peak particle velocity). To ensure that vibration levels do not exceed the established standard, the project sponsor shall monitor vibration levels at the 701 Bryant Street building and shall prohibit vibratory construction activities that generate vibration levels in excess of the standard. Should owner permission not be granted, the project sponsor shall employ alternative methods of vibration monitoring in areas under the control of the project sponsor.

Should vibration levels be observed in excess of the standard, construction shall be halted and alternative construction techniques put in practice, to the extent feasible. (For example, pre-drilled piles could be substituted for driven piles, if feasible based on soils conditions; smaller, lighter equipment might be able to be used in some cases.) The preservation consultant shall conduct regular periodic inspections of the 701 Bryant Street building during ground-disturbing activity on the project site. Should damage to either building occur, the building(s) shall be remediated.

***Project Mitigation Measure M-CR-2: Archeological Testing (Implementing Central SoMa Plan PEIR M-CP-4a)***

Based on a reasonable presumption that archeological resources may be present within the project site, the following measures shall be undertaken to avoid any potentially significant adverse effect from the proposed project on buried or submerged historical resources. The project sponsor shall retain the services of an archeological consultant from the rotational department Qualified Archaeological Consultants List (QACL) maintained by the planning department archeologist. The project sponsor shall contact the department archeologist to obtain the names and contact information for the next three archeological consultants on the QACL. The archeological consultant shall undertake an archeological testing program as specified herein. In addition, the consultant shall be available to conduct an archeological monitoring and/or data recovery program if required pursuant to this measure. The archeological consultant's work shall be conducted in accordance with this measure at the direction of the Environmental Review Officer (ERO). All plans and reports prepared by the consultant as specified herein shall be submitted first and directly to the ERO for review and comment, and shall be considered draft reports subject to revision until final approval by the ERO. Archeological monitoring and/or data recovery programs required by this measure could suspend construction of the project for up to a maximum of four weeks. At the direction of the ERO, the suspension of construction can be extended beyond four weeks only if such a suspension is the only feasible means to reduce to a less than significant level potential effects on a significant archeological resource as defined in CEQA Guidelines Sect. 15064.5 (a) and (c).

*Consultation with Descendant Communities:* On discovery of an archeological site associated with descendant Native Americans, the Overseas Chinese, or other potentially interested descendant group an appropriate representative of the descendant group and the ERO shall be contacted. The representative of the descendant group shall be given the opportunity to monitor archeological field investigations of the site and to offer recommendations to the ERO regarding appropriate archeological treatment of the site, of recovered data from the site, and, if applicable, any interpretative treatment of the associated archeological site. A copy of the Final Archeological Resources Report shall be provided to the representative of the descendant group.

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

At the completion of the archeological testing program, the archeological consultant shall submit a written report of the findings to the ERO. If based on the archeological testing program the archeological consultant finds that significant archeological resources may be present, the ERO in consultation with the archeological consultant shall determine if additional measures are warranted. Additional measures that may be undertaken include additional archeological testing, archeological monitoring, and/or an archeological data recovery program. No archeological data recovery shall be undertaken without the prior approval of the ERO or the planning department archeologist. If the ERO determines that a significant archeological resource is present and that the resource could be adversely affected by the proposed project, at the discretion of the project sponsor either:

- a. The proposed project shall be re-designed so as to avoid any adverse effect on the significant archeological resource; or
- b. A data recovery program shall be implemented, unless the ERO determines that the archeological resource is of greater interpretive than research significance and that interpretive use of the resource is feasible.



*Archeological Monitoring Program.* If the ERO in consultation with the archeological consultant determines that an archeological monitoring program shall be implemented the archeological monitoring program shall minimally include the following provisions:

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

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

*Archeological Data Recovery Program.* The archeological data recovery program shall be conducted in accord with an archeological data recovery plan (ADRP). The archeological consultant, project

sponsor, and ERO shall meet and consult on the scope of the ADRP prior to preparation of a draft ADRP. The archeological consultant shall submit a draft ADRP to the ERO. The ADRP shall identify how the proposed data recovery program will preserve the significant information the archeological resource is expected to contain. That is, the ADRP will identify what scientific/historical research questions are applicable to the expected resource, what data classes the resource is expected to possess, and how the expected data classes would address the applicable research questions. Data recovery, in general, should be limited to the portions of the historical property that could be adversely affected by the proposed project. Destructive data recovery methods shall not be applied to portions of the archeological resources if nondestructive methods are practical.

The scope of the ADRP shall include the following elements:

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

*Human Remains, Associated or Unassociated Funerary Objects.* The treatment of human remains and of associated or unassociated funerary objects discovered during any soils disturbing activity shall comply with applicable state and federal laws, including immediate notification of the Office of the Chief Medical Examiner of the City and County of San Francisco and in the event of the Medical Examiner's determination that the human remains are Native American remains, notification of the California State Native American Heritage Commission (NAHC) who shall appoint a Most Likely Descendant (MLD) (Pub. Res. Code Sec. 5097.98). The ERO shall also be immediately notified upon discovery of human remains. The archeological consultant, project sponsor, ERO, and MLD shall have up to but not beyond six days after the discovery to make all reasonable efforts to develop an agreement for the treatment of human remains and associated or unassociated funerary objects with appropriate dignity (CEQA Guidelines. Sec. 15064.5(d)). The agreement

should take into consideration the appropriate excavation, removal, recordation, analysis, curation, possession, and final disposition of the human remains and associated or unassociated funerary objects. Nothing in existing state regulations or in this mitigation measure compels the project sponsor and the ERO to accept recommendations of an MLD. The archeological consultant shall retain possession of any Native American human remains and associated or unassociated burial objects until completion of any scientific analyses of the human remains or objects as specified in the treatment agreement if such an agreement has been made or, otherwise, as determined by the archeological consultant and the ERO. If no agreement is reached state regulations shall be followed including the reburial of the human remains and associated burial objects with appropriate dignity on the property in a location not subject to further subsurface disturbance (Pub. Res. Code Sec. 5097.98).

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

***Project Mitigation Measure M-TR-1: Queue Abatement (Implementing Central SoMa Plan PEIR M-TR-3a)***

The project sponsor shall ensure that recurring vehicle queues do not substantially affect public transit operations on the public right-of-way along 5th Street or Bryant Street near the project's off-street vehicular parking facilities. A vehicle queue is defined as one or more vehicles (destined to the parking facility) blocking any portion of the street (including the sidewalk) for a consecutive period of three minutes or longer on a daily or weekly basis.

If a recurring queue occurs, the owner/operator of the parking facility shall employ abatement methods as needed to abate the queue.

Suggested abatement methods include but are not limited to the following: employment of parking attendants; installation of "LOT FULL" signs with active management by parking attendants; use of off-site parking facilities or shared parking with nearby uses; transportation demand management strategies such as those listed in the San Francisco Planning Code TDM Program.

If the Planning Director, or his or her designee, suspects that a recurring queue is present, the planning department shall notify the property owner in writing. Upon request, the owner/operator shall hire a qualified transportation consultant to evaluate the conditions at the site for no less than seven days. The consultant shall prepare a monitoring report to be submitted to the planning department for review. If the planning department determines that a recurring queue does exist,

the facility owner/operator shall have 90 days from the date of the written determination to abate the queue.

***Project Mitigation Measure M-TR-2: Construction Management Plan and Construction Coordination (Implementing Central SoMa Plan PEIR Mitigation Measure M-TR-9)***

The project sponsor shall develop and, upon review and approval by the municipal transportation agency and Public Works, implement a Construction Management Plan, addressing transportation-related circulation, access, staging and hours of delivery. The Construction Management Plan would disseminate appropriate information to contractors and affected agencies with respect to coordinating construction activities to minimize overall disruption and ensure that overall circulation in the project area is maintained to the extent possible, with particular focus on ensuring transit, pedestrian, and bicycle connectivity. The Construction Management Plan would supplement and expand, rather than modify or supersede, any manual, regulations, or provisions set forth by the municipal transportation agency, Public Works, or other City departments and agencies, and the California Department of Transportation.

If construction of the proposed project is determined to overlap with nearby adjacent project(s) as to result in transportation-related impacts, the project sponsor or its contractor(s) shall consult with various City departments such as the municipal transportation agency and Public Works, and other interdepartmental meetings as deemed necessary by the municipal transportation agency, Public Works, and the planning department, to develop a Coordinated Construction Management Plan.

The Construction Management Plan and, if required, the Coordinated Construction Management Plan, shall include, but not be limited to, the following:

- *Restricted Construction Truck Access Hours*—Limit construction truck movements to during the hours between 7:00 a.m. and 9:00 a.m. and between 4:00 p.m. and 7:00 p.m., and other times if required by the municipal transportation agency, to minimize disruption to vehicular traffic, including transit during the a.m. and p.m. peak periods.
- *Construction Truck Routing Plans*—Identify optimal truck routes between the regional facilities and the project site, taking into consideration truck routes of other development projects and any construction activities affecting the roadway network.
- *Coordination of Temporary Lane and Sidewalk Closures*—The project sponsor shall coordinate travel lane closures with other projects requesting concurrent lane and sidewalk closures through interdepartmental meetings, to minimize the extent and duration of requested lane and sidewalk closures. Travel lane closures shall be minimized especially along transit and bicycle routes, so as to limit the impacts to transit service and bicycle circulation and safety.



- *Maintenance of Transit, Vehicle, Bicycle, and Pedestrian Access*—The project sponsor/construction contractor(s) shall meet with Public Works, the municipal transportation agency, the fire department, Muni Operations and other City agencies to coordinate feasible measures to include in the Coordinated Construction Management Plan to maintain access for transit, vehicles, bicycles and pedestrians. This shall include an assessment of the need for temporary transit stop relocations or other measures to reduce potential traffic, bicycle, and transit disruption and pedestrian circulation effects during construction of the project.
- *Carpool, Bicycle, Walk and Transit Access for Construction Workers*—The construction contractor shall include methods to encourage carpooling, bicycling, walk and transit access to the project site by construction workers (such as providing transit subsidies to construction workers, providing secure bicycle parking spaces, participating in free-to-employee ride matching program from [www.511.org](http://www.511.org), participating in emergency ride home program through the City of San Francisco ([www.sferh.org](http://www.sferh.org)), and providing transit information to construction workers).
- *Construction Worker Parking Plan*—The location of construction worker parking shall be identified as well as the person(s) responsible for monitoring the implementation of the proposed parking plan. The use of on-street parking to accommodate construction worker parking shall be discouraged. All construction bid documents shall include a requirement for the construction contractor to identify the proposed location of construction worker parking. If on-site, the location, number of parking spaces, and area where vehicles would enter and exit the site shall be required. If off-site parking is proposed to accommodate construction workers, the location of the off-site facility, number of parking spaces retained, and description of how workers would travel between off-site facility and project site shall be required.
- *Project Construction Updates for Adjacent Businesses and Residents*—To minimize construction impacts on access for nearby institutions and businesses, the project sponsor shall provide nearby residences and adjacent businesses with regularly-updated information regarding project construction, including construction activities, peak construction vehicle activities (e.g., concrete pours), travel lane closures, and lane closures. At regular intervals to be defined in the Construction Management Plan and, if necessary, in the Coordinated Construction Management Plan, a regular email notice shall be distributed by the project sponsor that shall provide current construction information of interest to neighbors, as well as contact information for specific construction inquiries or concerns.

***Project Mitigation Measure M-NO-1a: General Construction Noise Control Measures***

*(Implementing Central SoMa Plan PEIR Mitigation Measure M-NO-2a)*

To ensure that project noise from construction activities is reduced to the maximum extent feasible, the project sponsor shall undertake the following:

- Require the general contractor to ensure that equipment and trucks used for project construction utilize the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures and acoustically-attenuating shields or shrouds), wherever feasible.
- Require the general contractor to locate stationary noise sources (such as compressors) as far from adjacent or nearby sensitive receptors as possible, to muffle such noise sources, and to construct barriers around such sources and/or the construction site, which could reduce construction noise by as much as 5 dBA. To further reduce noise, the contractor shall locate stationary equipment in pit areas or excavated areas, if feasible.
- Require the general contractor to use impact tools (e.g., jack hammers, pavement breakers, and rock drills) that are hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. Where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used, along with external noise jackets on the tools, which could reduce noise levels by as much as 10 dBA.
- Include noise control requirements in specifications provided to construction contractors. Such requirements could include, but are not limited to, performing all work in a manner that minimizes noise to the extent feasible; use of equipment with effective mufflers; undertaking the most noisy activities during times of least disturbance to surrounding residents and occupants, as feasible; and selecting haul routes that avoid residential buildings to the extent that such routes are otherwise feasible.
- Prior to the issuance of each building permit, along with the submission of construction documents, submit to the planning department and Department of Building Inspection (DBI) a list of measures that shall be implemented and that shall respond to and track complaints pertaining to construction noise. These measures shall include (1) a procedure and phone numbers for notifying DBI and the police department (during regular construction hours and off-hours); (2) a sign posted on-site describing noise complaint procedures and a complaint hotline number that shall be answered at all times during construction; (3) designation of an on-site construction complaint and enforcement manager for the project; and (4) notification of neighboring residents and non-residential building managers within 300 feet of the project construction area at least 30 days in advance of extreme noise generating activities (defined as activities generating anticipated noise levels of 80 dBA or greater without noise controls, which is the standard in the Police Code) about the estimated duration of the activity.

***Project Mitigation Measure M-NO-1b: Noise and Vibration Control Measures during Pile Driving (Implementing Central SoMa Plan PEIR Mitigation Measure M-NO-2b)***

Site-specific noise attenuation measures shall be prepared under the supervision of a qualified acoustical consultant. These attenuation measures shall be included in construction of the project and shall include as many of the following control strategies, and any other effective strategies, as feasible:

- The project sponsor shall require the construction contractor to erect temporary plywood or similar solid noise barriers along the boundaries of the project site to shield potential sensitive receptors and reduce noise levels;
- The project sponsor shall require the construction contractor to implement “quiet” pile-driving technology (such as pre-drilling of piles, sonic pile drivers, and the use of more than one pile driver to shorten the total pile driving duration), where feasible, with consideration of geotechnical and structural requirements and soil conditions (including limiting vibration levels to the FTA’s 0.5 inches per second, PPV to minimize architectural damage to adjacent structures);
- The project sponsor shall require the construction contractor to monitor the effectiveness of noise attenuation measures by taking noise measurements, at a distance of 100 feet, at least once per day during pile-driving; and
- The project sponsor shall require that the construction contractor limit pile driving activity to result in the least disturbance to neighboring uses.

***Project Mitigation Measure M-AQ-1: Construction Emissions Minimization Plan***

(Implementing Central SoMa Plan PEIR Mitigation Measures M-AQ-4b and M-AQ-6a)

The project sponsor shall submit a Construction Emissions Minimization Plan (plan) to the Environmental Review Officer (ERO) for review and approval by an Environmental Planning Air Quality Specialist. The plan shall be designed to reduce air pollutant emissions to the greatest degree practicable.

The plan shall detail project compliance with the following requirements:

1. All off-road equipment greater than 25 horsepower and operating for more than 20 total hours over the entire duration of construction activities shall meet the following requirements:
  - a. Where access to alternative sources of power is available, portable diesel engines shall be prohibited;
  - b. All off-road equipment shall have:
    - i. Engines that meet or exceed either U.S. Environmental Protection Agency or California Air Resources Board Tier 2 off-road emission standards (or Tier 3 off-road emissions standards if NOX emissions exceed applicable thresholds), and

- ii. Engines that are retrofitted with an ARB Level 3 Verified Diesel Emissions Control Strategy (VDECS), and
  - iii. Engines shall be fueled with renewable diesel (at least 99 percent renewable diesel or R99).
- c. Exceptions:
- i. Exceptions to 1(a) may be granted if the project sponsor has submitted information providing evidence to the satisfaction of the ERO that an alternative source of power is limited or infeasible at the project site and that the requirements of this exception provision apply. Under this circumstance, the sponsor shall submit documentation of compliance with 1(b) for onsite power generation.
  - ii. Exceptions to 1(b)(ii) may be granted if the project sponsor has submitted information providing evidence to the satisfaction of the ERO that a particular piece of off-road equipment with an ARB Level 3 VDECS (1) is technically not feasible, (2) would not produce desired emissions reductions due to expected operating modes, (3) installing the control device would create a safety hazard or impaired visibility for the operator, or (4) there is a compelling emergency need to use off-road equipment that are not retrofitted with an ARB Level 3 VDECS and the sponsor has submitted documentation to the ERO that the requirements of this exception provision apply. If granted an exception to 1(b)(ii), the project sponsor shall comply with the requirements of 1(c)(iii).
  - iii. If an exception is granted pursuant to 1(c)(ii), the project sponsor shall provide the next cleanest piece of off-road equipment as provided by the step-down schedule in the table below.

**Table M-AQ-4B – Off-Road Equipment Compliance Step-down Schedule\***

<b>Compliance Alternative</b>	<b>Engine Emission Standard</b>	<b>Emissions Control</b>
1	Tier 2	ARB Level 2 VDECS
2	Tier 2	ARB Level 1 VDECS

**\*How to use the table:** If the requirements of (1)(b) cannot be met, then the project sponsor would need to meet Compliance Alternative 1. Should the project sponsor not be able to supply off-road equipment meeting Compliance Alternative 1, then Compliance Alternative 2 would need to be met.

**\*\* Tier 3 off road emissions standards are required if NOx emissions exceed applicable thresholds.**

- 2. The project sponsor shall require the idling time for off-road and on-road equipment be limited to no more than two minutes, except as provided in exceptions to the applicable state regulations regarding idling for off-road and on-road equipment. Legible and visible signs shall be posted in multiple languages (English, Spanish, Chinese) in designated queuing areas and at the construction site to remind operators of the two-minute idling limit.
- 3. The project sponsor shall require that construction operators properly maintain and tune equipment in accordance with manufacturer specifications.
- 4. The plan shall include estimates of the construction timeline by phase with a description of each piece of off-road equipment required for every construction phase. Off-road equipment descriptions and



information may include, but is not limited to, equipment type, equipment manufacturer, equipment identification number, engine model year, engine certification (Tier rating), horsepower, engine serial number, and expected fuel usage and hours of operation. For the VDECS installed: technology type, serial number, make, model, manufacturer, ARB verification number level, and installation date and hour meter reading on installation date. For off-road equipment not using renewable diesel, reporting shall indicate the type of alternative fuel being used.

5. The plan shall be kept on-site and available for review by any persons requesting it and a legible sign shall be posted at the perimeter of the construction site indicating to the public the basic requirements of the plan and a way to request a copy of the plan. The project sponsor shall provide copies of Plan as requested.
6. Reporting. Quarterly reports shall be submitted to the ERO indicating the construction phase and off-road equipment information used during each phase including the information required in Paragraph 4, above. In addition, for off-road equipment not using renewable diesel, reporting shall indicate the type of alternative fuel being used. Within six months of the completion of construction activities, the project sponsor shall submit to the ERO a final report summarizing construction activities. The final report shall indicate the start and end dates and duration of each construction phase. For each phase, the report shall include detailed information required in Paragraph 4. In addition, for off-road equipment not using renewable diesel, reporting shall indicate the type of alternative fuel being used.
7. Certification Statement and On-site Requirements. Prior to the commencement of construction activities, the project sponsor shall certify (1) compliance with the plan, and (2) all applicable requirements of the plan have been incorporated into contract specifications.

***Project Mitigation Measure M-AQ-2: Best Available Control Technology for Diesel Generators and Fire Pumps (Implementing Central SoMa Plan PEIR Mitigation Measure M-AQ-5a)***

All diesel generators and fire pumps shall have engines that (1) meet Tier 4 Final or Tier 4 Interim emission standards, or (2) meet Tier 2 emission standards and are equipped with a California Air Resources Board Level 3 Verified Diesel Emissions Control Strategy. All diesel generators and fire pumps shall be fueled with renewable diesel, R99, if commercially available. For each new diesel backup generator or fire pump permit submitted for the project, including any associated generator pads, engine and filter specifications shall be submitted to the San Francisco Planning Department for review and approval prior to issuance of a permit for the generator or fire pump from the San Francisco Department of Building Inspection. Once operational, all diesel backup generators and Verified Diesel Emissions Control Strategy shall be maintained in good working order in perpetuity and any future replacement of the diesel backup generators, fire pumps, and Level 3 Verified Diesel Emissions Control Strategy filters shall be required to be consistent with these emissions specifications. The operator of the facility shall maintain records of the testing schedule for each diesel backup generator and fire pump for the life of that diesel backup generator and fire pump and provide this information for review to the planning department within three months of requesting such information.

### ***Project Mitigation Measure M-WI-1: Wind Hazard Evaluation for Building Design***

#### ***Modifications (Implementing Central SoMa Plan PEIR Mitigation Measure M-WI-1)***

In the event that the proposed project's design is modified, the new design shall be evaluated by a qualified wind expert as to the potential to result in a new wind hazard exceedance or aggravate an existing pedestrian-level wind hazard exceedance (defined as the one-hour wind hazard criterion of 26 miles per hour equivalent wind speed). If the qualified expert determines that wind-tunnel testing is required due to the potential for a new or worsened wind hazard exceedance, the project shall adhere to the following standards for reduction of ground-level wind speeds in areas of substantial pedestrian use:

- New buildings shall be shaped (e.g., include setbacks, or other building design techniques), or other wind baffling measures shall be implemented, so that the development would result in the following with respect to the one-hour wind hazard criterion of 26 miles per hour equivalent wind speed:
  - No net increase, compared to existing conditions, in the overall number of hours during which the wind hazard criterion is exceeded (the number of exceedance locations may change, allowing for both new exceedances and elimination of existing exceedances, as long as there is no net increase in the number of exceedance locations), based on wind-tunnel testing of a representative number of locations proximate to the project site; OR
  - Any increase in the overall number of hours during which the wind hazard criterion is exceeded shall be evaluated in the context of the overall wind effects of anticipated development that is in accordance with the Plan. Such an evaluation shall be undertaken if the project contribution to the wind hazard exceedance at one or more locations relatively distant from the individual project site is minimal and if anticipated future Plan area development would substantively affect the wind conditions at those locations. The project and foreseeable development shall ensure that there is no increase in the overall number of hours during which the wind hazard criterion is exceeded.
  - New buildings that cannot meet the one-hour wind hazard criterion of 26 miles per hour equivalent wind speed performance standard of this measure based on the above analyses, shall minimize to the degree feasible the overall number of hours during which the wind hazard criterion is exceeded.

### **Improvement Measures**

#### ***Project Improvement Measure I-BI-1: Night Lighting Minimization (Implementing Central SoMa Plan PEIR Improvement Measure BI-2)***

In compliance with the voluntary San Francisco Lights Out Program, the planning department could encourage buildings developed pursuant to the draft Plan to implement bird-safe building

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

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



I agree to implement the above mitigation measure(s) as a condition of project approval.

Property Owner or Legal Agent Signature

5/30/19.

Date

**Authorized Signatory**  
**Carl D. Shannon**



# SAN FRANCISCO PLANNING DEPARTMENT

## Planning Commission Motion No. 20460

HEARING DATE: JUNE 6, 2019

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

Reception:  
**415.558.6378**

Fax:  
**415.558.6409**

Planning  
Information:  
**415.558.6377**

*Record No.:* 2012.0640B  
*Project Address:* 598 Brannan Street; 639, 645 and 649-651 Bryant Street  
*Zoning:* Central SoMa Mixed-Use Office (CMUO) Zoning District  
45-X, 50-X, 130-CS and 160-CS Height and Bulk Districts  
Central SoMa Special Use District  
Western SoMa Eastern Neighborhoods  
*Block/Lot:* 3777/ 045, 050, 051 and 052  
*Project Sponsor:* Brannan and Bryant Street, LLC  
One Bush Street, Suite 450  
San Francisco, CA 94104  
*Property Owner:* The Hearst Corporation  
San Francisco, CA 94103  
*Staff Contact:* Linda Ajello Hoagland, AICP – (415) 575-6823  
[linda.ajellohoagland@sfgov.org](mailto:linda.ajellohoagland@sfgov.org)

ADOPTING FINDINGS RELATING TO AN ALLOCATION OF OFFICE SQUARE FOOTAGE UNDER THE 2018 – 2019 ANNUAL OFFICE DEVELOPMENT LIMITATION PROGRAM PURSUANT TO PLANNING CODE SECTIONS 321 AND 322 THAT WOULD AUTHORIZE UP TO 711,136 GROSS SQUARE FEET OF OFFICE USE AT THE PROPOSED PROJECT AT 598 BRANNAN STREET, AND 639, 645, AND 649-651 BRYANT STREET, LOCATED ON ASSESSOR'S BLOCK 3777, LOTS 045, 050, 051 AND 052, WITHIN THE CMUO (CENTRAL SOMA MIXED-USE OFFICE) ZONING DISTRICT, CENTRAL SOMA SPECIAL USE DISTRICT, AND THE 45-X, 50-X, 130-X AND 160-CS HEIGHT AND BULK DISTRICTS.

### PREAMBLE

On December 19, 2017, Melinda Sarjapur of Reuben, Junius and Rose, LLP (hereinafter "Project Sponsor") on behalf of Bryant and Brannan Street, LLC, filed Application No. 2012.0640B (hereinafter "Application") with the Planning Department (hereinafter "Department") for an Office Development Authorization to authorize 922,737 gsf of office use at 598 Brannan Street (Block 3777, Lots 045, 050, 051 and 052) in San Francisco, California within the CMUO (Central SoMa Special Use District) Zoning District, and 45-X, 50-X, 130-CS and 160-CS Height and Bulk Districts.

On May 10, 2018, the San Francisco Planning Commission certified the Final Environmental Impact Report (EIR) for the Central South of Market (Central SoMa) Plan in compliance with the California Environmental Quality Act (CEQA).

Pursuant to the Guidelines of the State Secretary of Resources for the implementation of the California Environmental Quality Act (CEQA), on May 29, 2019, the Planning Department of the City and County of San Francisco determined that the proposed application was exempt from further environmental review under Section 15183 of the CEQA Guidelines and California Public Resources Code Section 21083.3. The



Project is consistent with the adopted zoning controls in the Central South of Market (Central SoMa) Plan and was encompassed within the analysis contained in the Central SoMa Plan Final EIR. Since the Final EIR was finalized, there have been no substantial changes to the Central SoMa Plan and no substantial changes in circumstances that would require major revisions to the Final EIR due to the involvement of new significant environmental effects or an increase in the severity of previously identified significant impacts, and there is no new information of substantial importance that would change the conclusion set forth in the Final EIR.

Planning Department staff prepared a Mitigation Monitoring and Reporting Program (MMRP) setting forth mitigation measures that were identified in the Eastern Neighborhoods Plan EIR that are applicable to the project. These mitigation measures are set forth in their entirety in the MMRP attached to the draft Large Project Authorization Motion No. 20459 as Exhibit C.

On June 6, 2019, the Commission adopted Motion No. 20459, approving a Large Project Authorization for the Proposed Project (Large Project Authorization Application No. 2012.0640ENX). Findings contained within said motion are incorporated herein by this reference thereto as if fully set forth in this Motion.

On June 6, 2019, the San Francisco Planning Commission (hereinafter "Commission") conducted a duly noticed public hearing at a regularly scheduled meeting on Office Development Authorization Application No. 2012.0640B.

The Planning Department Commission Secretary is the custodian of records; the File for Record No. 2012.0640B is located at 1650 Mission Street, Suite 400, San Francisco, California.

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

**MOVED**, that the Commission hereby authorizes 711,136 square feet of office use identified as Phase 1 in the Office Development Authorization requested in Application No. 2012.0640B, subject to the conditions contained in "EXHIBIT A" of this motion, based on the following findings:

## **FINDINGS**

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

1. The above recitals are accurate and constitute findings of this Commission.
2. **Site Description and Present Use.** The Project site is comprised of five parcels with a total lot area of 195,467± sq. ft. The site is bound by Bryant, 5<sup>th</sup>, Brannan, Welsh, and Freelon Streets. Currently, the subject lots contain four existing one- and two-story commercial, industrial, and warehouse buildings and associated surface parking lots.

3. **Surrounding Properties and Neighborhood.** The Project Site is located within the CMUO Zoning District in the Central SoMa Special Use District and the Western SoMa Eastern Neighborhoods Area Plan. The immediate context is mixed in character with residential, recreational, industrial, and institutional uses. The immediate neighborhood includes Bay Club SF Tennis to the southeast, Goodwill Donation Center to the east, St. Vincent De Paul Society to the northwest, the Flower Mart to the southwest and automotive and industrial uses to the north. Other zoning districts in the vicinity of the Project Site include: MUG (Mixed-Use, General); MUR (Mixed-Use, Residential); SALI (Service/Arts/Light Industrial); and, P (Public).
4. **Project Description.** The Project includes the demolition of four existing buildings and construction of three mixed-use office buildings in 2 phases, resulting in: Phase 1, consisting of Building 1 - 289,087 gsf of office and Building 2 - 422,049 gsf of office; and, Phase 2, consisting of Building 3 - 211,601 gsf of office; thus, resulting in a total of 922,737 gsf of office use at the project site.

In this approval action, the Commission authorizes office use for Phase 1 in Building 1 and Building 2, or approximately 711,136 square feet of office use at the project site.

5. **Public Outreach and Comments.** To date, the Department has not received any public comments regarding the proposed project.
6. **Planning Code Compliance:** The Planning Code Compliance findings set forth in Motion No. \*\*\*\*\*, Case No. 2012.0640ENX (Large Project Authorization), pursuant to Planning Code Section 329) apply to this Motion and are incorporated herein as though fully set forth.
7. **Office Development Authorization.** Planning Code Section 321 establishes standards for San Francisco's Office Development Annual Limit. In determining if the Phases 1 and 2 of 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:
  1. 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.

*Currently, there is approximately 2,892,466 gross square feet of available "Large Cap" office space in the City. The Project has been identified as one of eight Key Site Development Sites within Central SoMa, with the development potential of approximately one million square feet of development, including office, residential, retail and PDR uses, and for the land dedication and development of a one-acre public park and land dedication of an affordable housing site. Additionally, the proposed project is subject to various development impact fees that will benefit the surrounding community and the city. The property is located just a few blocks from the Powell Street BART station, within approximately two blocks of Caltrain and MUNI Metro, and just minutes away from numerous bus lines including*

*the 10, 30, 45, 47, 91, 8AX, 8BX, 8X, 14X, 83X, N-OWL. The property is also less than one block from the future Central Subway line that is currently under construction. Therefore, both Phases 1 and 2 of the Project will help maintain the balance between economic growth, housing, transportation and public services.*

II. THE CONTRIBUTION OF THE OFFICE DEVELOPMENT TO, AND ITS EFFECTS ON, THE OBJECTIVES AND POLICIES OF THE GENERAL PLAN.

*Phases 1 and 2 of the Project are each separately and both Phases together are consistent with the General Plan, as outlined in Section 8 below. The entire Project would advance the Objectives and Policies of the Commerce, Urban Design, Housing, Eastern SoMa, and Transportation Elements of the General Plan, and presents no significant conflicts with the other elements.*

III. THE QUALITY OF THE DESIGN OF THE PROPOSED OFFICE DEVELOPMENT.

*Both Phases of the Project incorporate a high-quality design reflective of the aesthetic character of the surrounding South of Market Area, as well as the specific land use and urban form policies of the Central SoMa Plan.*

*The Project's massing is split into four separate buildings ranging in height and separated by a series of alleyways connecting pedestrians to the Proposed Park at the center of the site. It would provide three new mid-block pedestrian passageways along street frontages on 5th Street, Brannan, and Bryant Streets, connecting to a central public park. Further, the project would incorporate varied building setbacks consistent with Central SoMa Plan massing standards, reducing the appearance of building mass adjacent to the Proposed Park area.*

*The Project proposes varied and engaged architecture that creates a sense of "urban campus" focused around the large public park. It proposes high-quality treatments, design, and building materials that vary across the Project site. Phase 1 Buildings 1 and 2 will feature similar materials, including wood cladding and a frameless glass storefront system along the base, with a terracotta façade with painted metal framed windows above. The mechanical screen will be painted perforated metal. Terracotta color options include orange, pastel red, sand, and iron gray. These buildings are roughly divided into three-to-four part vertical stacked composition, with each layer of the building slightly offset from the layer above or below it. This design creates an opportunity for a number of terraces and courtyard spread throughout the two buildings. They also vary in height, enhancing visual interest. Each building features unique "pop-outs" that further create a sense of scale.*

*The Project's ground floor in both Phases 1 and 2 has been designed to provide predominantly retail, PDR, and institutional (child care) use fronting on attractively-landscaped publicly-accessible open spaces. These uses feature largely transparent facades and vary significantly in terms of size and function. Their location, lining the project's new mid-block alleys, will help to further activate the area and draw pedestrian foot traffic from adjacent street frontages to the new approximately 39,661 square foot public park at the center of the site.*

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 proposed project is located within the CMUO (Central SoMa Mixed-Use Office) Zoning District, which permits office use pursuant to Planning Code Section 848. Completion of both phases of the Project would include a mix of dense office, PDR/retail, institutional (child care), and affordable housing within walking distance to the downtown core and in an area that is well-served by a range of local and regional public transit options. In the event that Phase 2 of the Project is not constructed, the project sponsor shall be required to fulfill the Onsite Childcare Requirements, as provided in Planning Code Section 249.78(e)(4) for Phase 1.
- b) Transit Accessibility. The area is served by a variety of transit options. The property is located just a few blocks from the Powell Street BART station, within approximately two blocks of Caltrain and MUNI Metro, and just minutes away from numerous bus lines including the 10, 30, 45, 47, 91, 8AX, 8BX, 8X, 14X, 83X, N-OWL.
- c) Open Space Accessibility. Upon completion of Phases 1 and 2, the Project will provide a 36,661 square foot public park in the center of the development and 19,336 square feet of privately owned public open space (POPOS). In the event that Phase 2 is not constructed, the POPOS will be reduced to 16,505 square feet and the park will not be constructed by the developer and any fee waivers granted for the construction of the park would be rescinded. Additionally, all three office buildings have private terraces to provide open space to the tenants of the buildings. Each building will have three to four private terraces divided between the floors, with a combined square footage of approximately 60,000 square feet.
- d) Urban Design. Both phases of the Project have been designed to provide a high-quality building designs which comply with the Central SoMa Plan and Urban Design Guidelines. The Project will use high quality materials and finishes, such as terracotta facades, wood cladding, metal framed windows and frameless glass storefront systems, which will reinforce the character of the surrounding district.
- e) Seismic Safety. The Project would be designed in conformance with current seismic and life safety codes as mandated by the Department of Building Inspection.

V. THE ANTICIPATED USES OF THE PROPOSED OFFICE DEVELOPMENT IN LIGHT OF EMPLOYMENT OPPORTUNITIES TO BE PROVIDED, NEEDS OF EXISTING BUSINESSES, AND THE AVAILABLE SUPPLY OF SPACE SUITABLE FOR SUCH ANTICIPATED USES.

- a) Anticipated Employment Opportunities. Phase 1 and Phase 2 of the Project include 922,737 square feet of office space that will be suitable for a range of potential tenants seeking high-quality



*office facilities in Central SoMa, as well as 60,471 square feet of PDR and retail creating new and varied opportunities for employment. No specific tenant or tenants have been proposed to occupy the project at this time.*

- b) Needs of Existing Businesses. *The Project will provide an opportunity for existing office uses to expand and remain in San Francisco.*
- c) Availability of Space Suitable for Anticipated Uses. *Both phases of the Project will provide large open floor plates, which will allow for quality office space that is suitable for a variety of office uses and sizes.*

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

*The future occupancy of the proposed development has not yet been determined. However, occupancy by new, modern office uses will be consistent with the express goals of the Central SoMa Plan.*

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

*Planning Code Section 249.78(e)(3) requires the Project to purchase TDR for all development which exceeds the base FAR of 3 to 1, up to an FAR of 4.25 to 1. Land dedicated to the City for affordable housing pursuant to Section 249.78 and land dedicated to the City for publicly-owned parks or publicly-owned recreation centers pursuant to Sections 263.32 or 263.34 are exempted from the calculation of the lot area subject to this requirement.*

*The Project site has a total area of 195,467 square feet. However, in Phase 1, the Project intends to dedicate (1) an approximately 39,661 square foot portion of the site to the City for development of a public park; and (2) an approximately 12,800 square foot parcel to the City for affordable housing pursuant to Section 249.78 and 263.32, resulting in a lot area of approximately 143,787 for purposes of calculating the TDR requirement. Accordingly, the Project is anticipated to require the purchase TDR for approximately 179,734 square feet for the area of development between an FAR of 3-to-1 and 4.25-1.*

- 8. **General Plan Consistency.** The General Plan Consistency Findings set forth in Motion No. \*\*\*\*\*, Case No. 2012.0640ENX (Large Project Authorization, pursuant to Planning Code Section 329) apply to this Motion, and are incorporated herein as though fully set forth.
- 9. **Section 101.1 Priority Policy Findings.** Section 101.1(b)(1-8) establishes eight priority planning Policies and requires review of permits for consistency with said policies.

The Commission finds and determines that the Project is consistent with the eight priority policies, for the reasons set forth below.

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

*The project site currently contains limited neighborhood-serving retail uses (a dog daycare at 598 Brannan and a body shop/auto repair facility at 645 Bryant Street). Phase 1 of the Project would create approximately 49,417 square feet of new ground floor retail and PDR and a total of approximately 60,000 square feet upon completion of Phase 2, allowing for a mix of retail and PDR businesses and users, substantially enhancing future opportunities for resident employment and ownership of area businesses.*

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

*There are currently no residential uses located on the property. The Project will dedicate land to the City to accommodate a new affordable housing building during Phase 1, thus contributing to the City's housing stock and preserving the cultural and economic diversity of the neighborhood. In addition, the Project's office and PDR/commercial components will be designed to conform as closely as possible to the existing commercial and industrial character of the surrounding neighborhood, while promoting policies, goals and design aspirations of the Central SoMa Plan.*

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

*There is no existing affordable or market-rate housing on the Project Site. The development includes a dedication of land to the Mayor's Office of Housing and Development in Phase 1, which will allow for the construction of a new affordable housing building, which will enhance the City's supply. Therefore, the Project is in compliance with this priority policy.*

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

*The property is located within one of the City's most well-connected neighborhoods that is well-served by public transit. The property is located just a few blocks from the Powell Street BART station, within approximately two blocks of a Caltrain station and MUNI Metro, and just minutes away from numerous bus lines including the 10, 30, 45, 47, 91, 8AX, 8BX, 8X, 14X, 83X, N-OWL. The Project would also be located less than one block from the future Central Subway line, which is currently under construction. It is anticipated that the majority of the workers and visitors will travel to and from the Project using one of the many transit options in the neighborhood, as well as walk or bike.*

*Given that most workers and visitors are anticipated to walk, bike, or take public transit, commuter traffic associated with the Project would not result in significant congestion on City streets. In addition, the Project would provide below-grade off-street parking in an amount consistent with the standards set forth in the Plan, and will therefore avoid burdening neighborhood parking*

- E. That a diverse economic base be maintained by protecting our industrial and service sectors from displacement due to commercial office development, and that future opportunities for resident employment and ownership in these sectors be enhanced.

*The Project site contains relatively small-scale non-residential uses that will be demolished as part of the Project and replaced with two new buildings containing a mix of approximately 711,136 gross square feet of office use, and 37,527 gross square feet of PDR/commercial use in Phase 1. Phase 2 will include the construction of a third building that will include 211,601 gross square feet of office use, 11,054 gross square feet of PDR, and a 5,546 gross square feet of child care space. The Project would also dedicate an approximately 12,800 square foot parcel to MOHCD for development of affordable housing as part of Phase 1. The proposed office development is consistent with the policies of the Central SoMa Plan, which envisions a drastic increase in commercial and office development within a two-block radius of the future Central Subway line. The project will vastly expand future opportunities for resident employment and ownership within the businesses housed by the proposed office, PDR/commercial, and child care spaces.*

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

*The Project is designed and will be constructed to conform to the structural and seismic safety requirements of the Building Code.*

- G. That landmarks and historic buildings be preserved.

*There are no landmarks or historic buildings on the site.*

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

*The Project will not affect any nearby parks or open space. However, the Project will include a new, approximately 39,661-square-foot publicly accessible park at the center of the site, which will be dedicated to the City in Phase 1 of the Project and constructed in Phase 2. The Project will protect access to sunlight and vistas in this area by constructing separate buildings on the property, separated by mid-block alley connections.*

10. The Project is consistent with and would promote the general and specific purposes of the Code provided under Section 101.1(b) in that, as designed, the Project would contribute to the character and stability of the neighborhood and would constitute a beneficial development.
11. The Commission hereby finds that approval of the Office Development Authorization would promote the health, safety and welfare of the City.



## DECISION

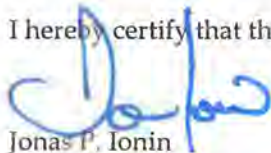
That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES Phase 1, which includes approximately 711,136 square feet of office use out of the requested 922,737 square feet identified in Office Development Application No. 2012.0640B** subject to the following conditions attached hereto as "EXHIBIT A" in general conformance with plans on file, dated May 23, 2019, and stamped "EXHIBIT B", which is incorporated herein by reference as though fully set forth.

**APPEAL AND EFFECTIVE DATE OF MOTION:** Any aggrieved person may appeal this Section 321 Office-Space Allocation to the Board of Appeals within fifteen (15) days after the date of this Motion. The effective date of this Motion shall be the date of adoption of this Motion if not appealed (after the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. For further information, please contact the Board of Appeals at (415) 575-6880, 1660 Mission, Room 3036, San Francisco, CA 94103.

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

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

I hereby certify that the Planning Commission ADOPTED the foregoing Motion on June 6, 2019.



Jonas P. Ionin  
Commission Secretary

AYES: Johnson, Koppel, Melgar, Moore, Richards

NAYS: None

ABSENT: Fung, Hillis

ADOPTED: June 6, 2019



## **EXHIBIT A**

### **AUTHORIZATION**

This authorization is for an Office Development Authorization to authorize 711,136 gross square feet of office use located at 598 Brannan Street, Block 3777, and Lots 045, 050, 051 and 052, pursuant to Planning Code Section 321 within the CMUO (Central SoMa Mixed-Use Office) Zoning District and 45-X, 50-X, 130-CS and 160-CS Height and Bulk Districts; in general conformance with plans, dated May 29, 2019, and stamped "EXHIBIT B" included in the docket for Record No. 2012.0640B and subject to conditions of approval reviewed and approved by the Commission on June 6, 2019 under Motion No. 20460. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

### **COMPLIANCE WITH OTHER REQUIREMENTS**

The Conditions of Approval set forth in Exhibit B of Motion No. 20459, Case No. 2012.0640ENX (Large Project Authorization Under Section 329), and the Mitigation, Monitoring, and Reporting Program adopted as Exhibit C to Planning Commission Motion No. 20459, Case No. 2012.0640ENX apply to this approval, and are incorporated herein as though fully set forth, except as modified herein.

### **RECORDATION OF CONDITIONS OF APPROVAL**

Prior to the issuance of the building permit or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on June 6, 2019 under Motion No. 20460.

### **PRINTING OF CONDITIONS OF APPROVAL ON PLANS**

The conditions of approval under the 'Exhibit A' of this Planning Commission Motion No. 20460 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.

### **CHANGES AND MODIFICATIONS**

Changes to the approved plans may be approved administratively by the Zoning Administrator. Significant changes and modifications of conditions shall require Planning Commission approval of a new Conditional Use authorization.

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

1. **Development Timeline - Office.** Pursuant to Planning Code Section 321(d)(2), construction of an office development shall commence within eighteen months of the date of this Motion approving this Project becomes effective. Failure to begin work within that period or to carry out the development diligently thereafter to completion, shall be grounds to revoke approval of the office development under this conditional use authorization. The Commission recognizes and re-affirms its policies as set forth in Commission Resolutions 16418 and 17846A.

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

2. **Extension.** This authorization may be extended at the discretion of the Zoning Administrator only where failure to issue a permit by the Department of Building Inspection to perform said construction is caused by a delay by a local, State or Federal agency or by any appeal of the issuance of such permit(s).

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

3. **Additional Project Authorization.** The Project Sponsor must obtain a Large Project Authorization under Section 329. In addition, the Project Sponsor must obtain an additional Office Development Authorization to address office uses in Phase 2 of the Project under Section 321. Finally, the Project must obtain a fee waiver agreement under Section 406(e) to allow for the reduction of development impact fees in exchange for a public park. The Project Sponsor must satisfy all the conditions thereof for each additional project Authorization. The conditions set forth herein 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](http://www.sfplanning.org)*





598 BRANNAN STREET  
PLANNING UPDATE  
23 MAY 2019

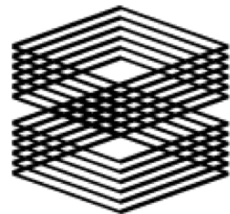


San Francisco Tennis Club



OWNER

TISHMAN SPEYER



DESIGN ARCHITECT

MICHAEL MALTZAN ARCHITECTURE, INC.

**MICHAEL  
MALTZAN  
ARCHITECTURE**

ARCHITECT OF RECORD

ADAMSON ASSOCIATES, INC.



LANDSCAPE ARCHITECT

TLS LANDSCAPE ARCHITECTURE

**TLS** Landscape Architecture

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VIEW FROM DOG RUN













VIEW FROM BUILDING 2 TERRACE



Zoning Information	
Address	598 Brannan St
Assessor's Block/Lot	3777/45, 50, 51 & 52
Site Area	195,467 sf
Zoning	Mixed-use Office (MUO)
Height	160-CS, 130-CS, 45-X
Bulk	Maximum building length is 300'; streetwall setback required between 65'-85'; skyplane reductions above 85' (major streets) or 35' (alleys)
Floor Area Ratio	Unlimited
Residential Density	No density limits by lot area
Rear Yards	For residential use, 25% of lot depth starting at lowest level containing a dwelling unit
Ground Floor Height	Non-residential uses 14 feet
Ground Floor	Active ground floor uses required

Unit Mix - Building 4					
Floor	Studio	1BR	2BR	3BR	Total
7	3	4	4	1	12
6	3	4	4	1	12
5	3	4	4	1	12
4	3	4	4	1	12
3	3	4	4	1	12
2	3	4	4	1	12
1	0	0	0	0	0
Total	18	24	24	6	72
Unit %	25.0%	33.3%	33.3%	8.3%	

Open Space Summary	
Total Publicly Accessible Open Space Provided (sf)	
Park	39,661
P.O.P.O.S.	19,336
Total	58,997

Parking					
*All car parking is for commercial use					
	Buildings 1 & 2	Building 3	Building 4	POPOS/Park/ Sidewalk	Total
Car Parking	155	45	0	0	200
Bike - Class 1	397	116	74	0	587
Bike - Class 2	0	0	0	209	209

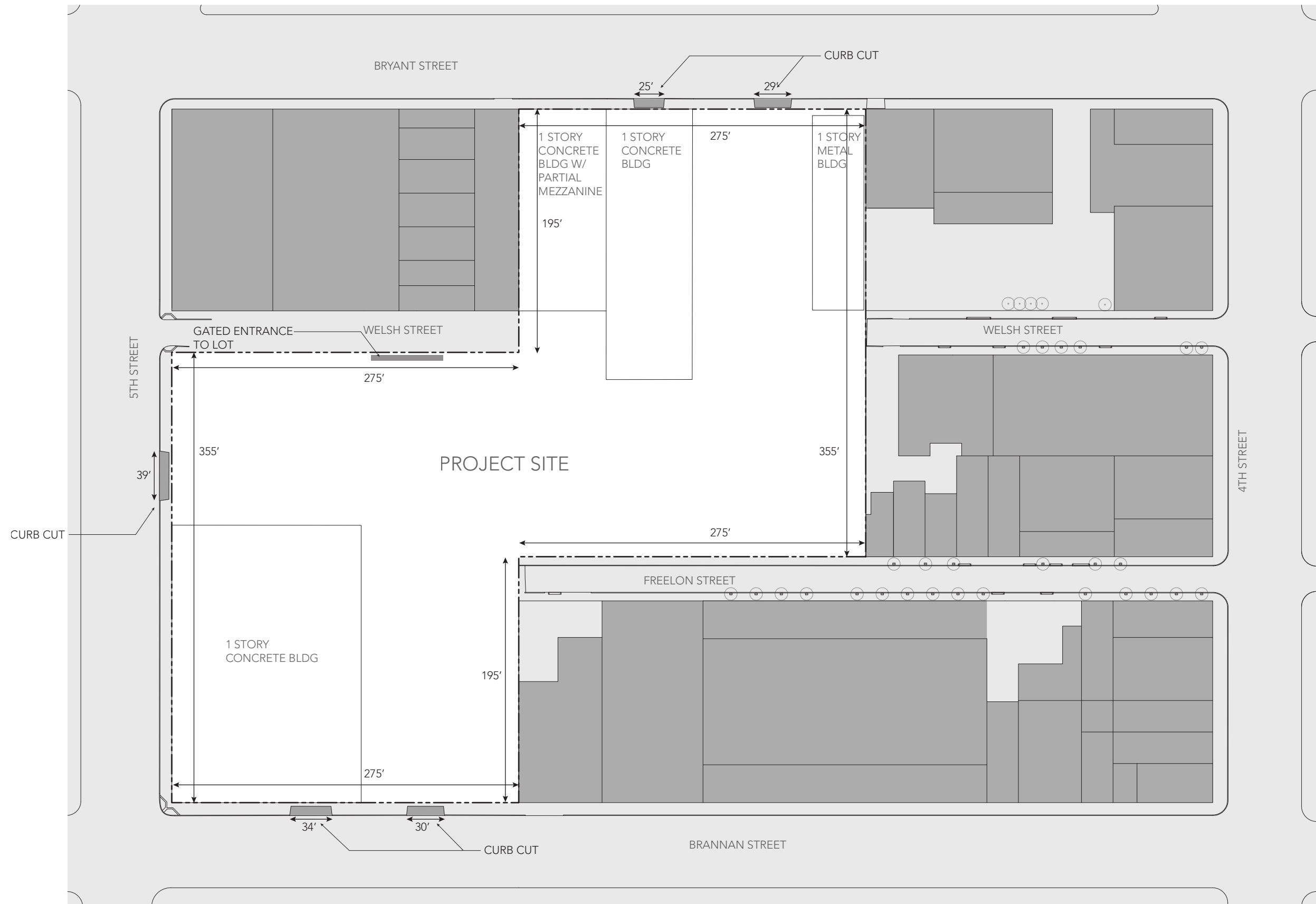
Loading	
Buildings 1 & 2	Building 3
6 (in basement)	1 (at grade)

SF Planning Gross Floor Area - Above Grade by Floor				
Floor	Building 1 Area	Building 2 Area	Building 3 Area	Building 4 Area
Roof	-	0 (roof)	-	-
13	-	30,901	-	-
12	0 (roof)	30,901	-	-
11	30,039	30,901	0 (roof)	-
10	30,039	30,901	19,739	-
9	30,039	19,602	19,739	-
8	31,307	33,350	19,756	0 (roof)
7	22,358	33,350	19,814	10,707
6	29,349	27,475	21,933	10,707
5	29,349	44,820	26,872	11,116
4	29,349	47,484	27,596	11,116
3	21,887	46,307	28,214	10,089
2	35,371	46,057	27,938	10,089
1	22,381	27,036	16,600	6,246
Total	311,468	449,085	228,201	70,070
FAR = 5.43				

SF Planning Gross Floor Area - by Use					
Use	Building 1 Area	Building 2 Area	Building 3 Area	Building 4 Area	Total
Office	289,087	422,049	211,601	0	922,737
Residential	0	0	0	63,824	63,824
Retail	22,381 Combined	27,036 Combined	11,054 Combined	4,851 Combined	*16,741
PDR	Retail/PDR	Retail/PDR	Retail/PDR	Retail/PDR	*48,581
Childcare	0	0	5,546	0	5,546
Above Grade Total	311,468	449,085	228,201	68,675	1,057,429
Parking Area (not GFA)	28,500	33,000	18,200	0	79,700
*Tenant spaces will be demised to meet overall retail and PDR figures					

Building Height		
	Zoning Height Limit	Building Height
Building 1	160'	159'-6"
Building 2	160'	*185'-0"
Building 3	130'	*149'-9"
Building 4	50'	*75'-0"
* 25'-0" Density Bonus Utilized		

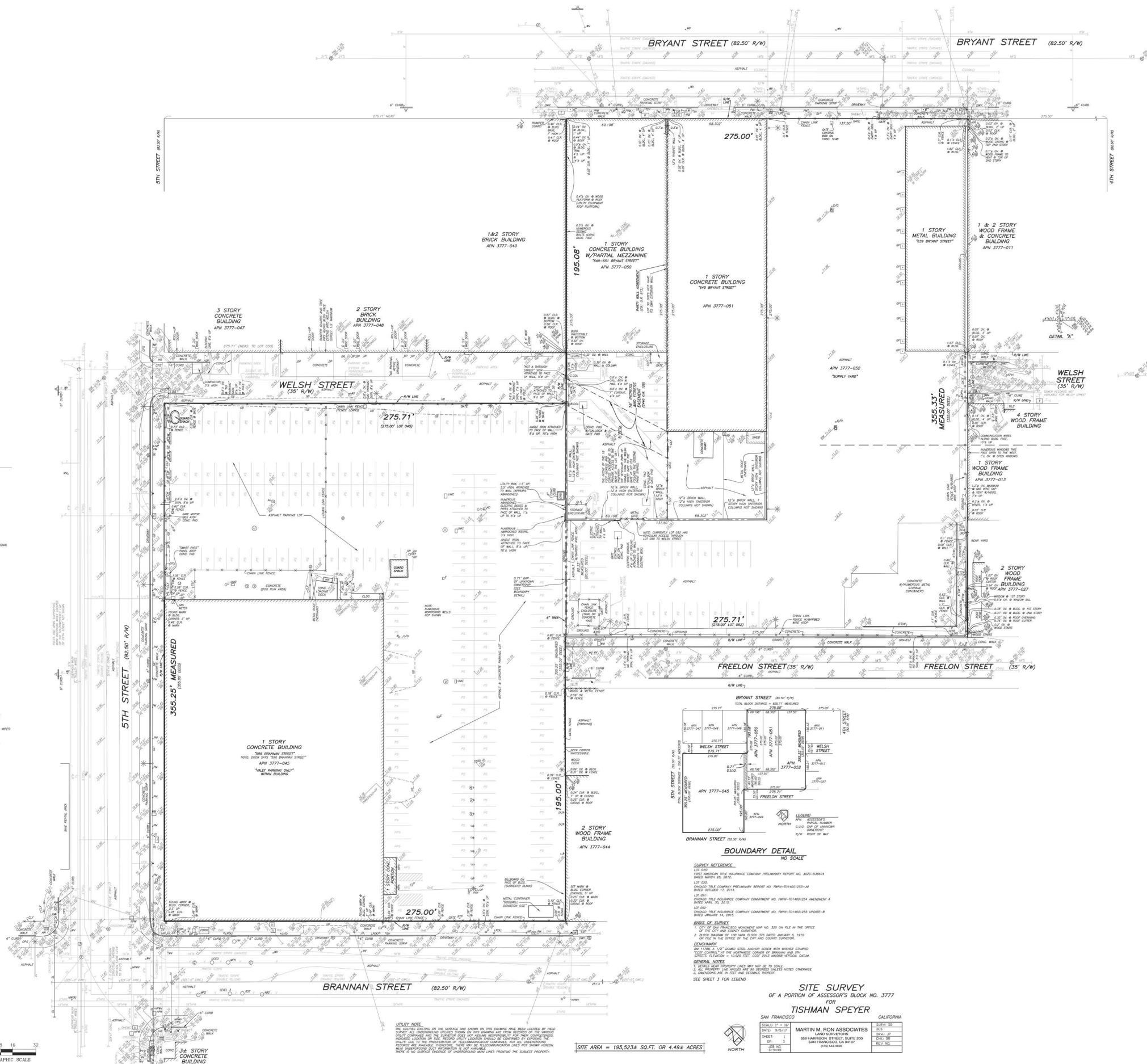




SCALE: 1" = 80'



EXISTING SITE PLAN



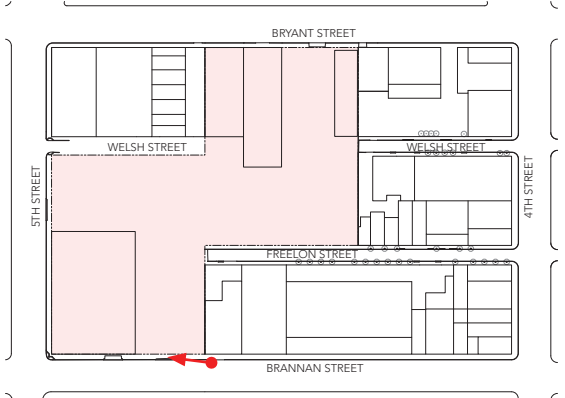






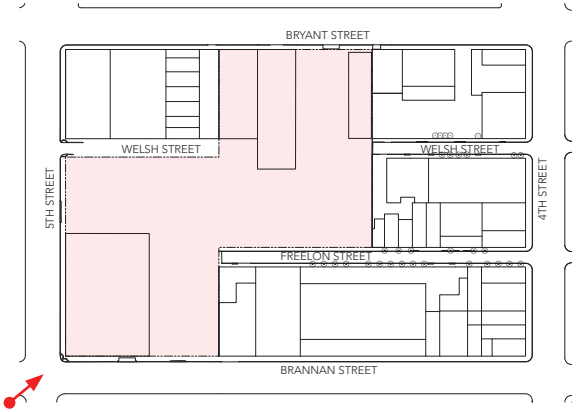




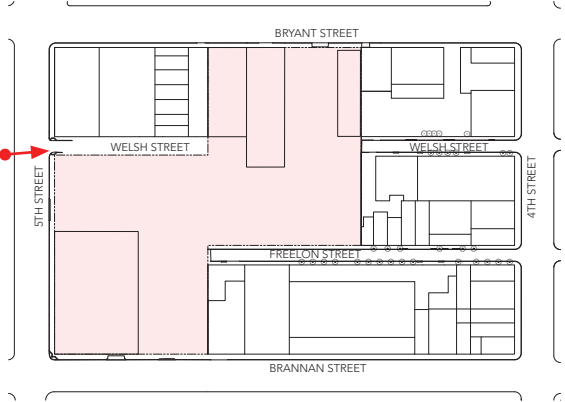


SITE VIEWS

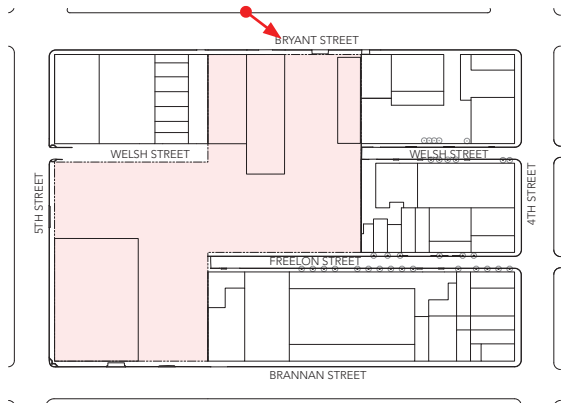




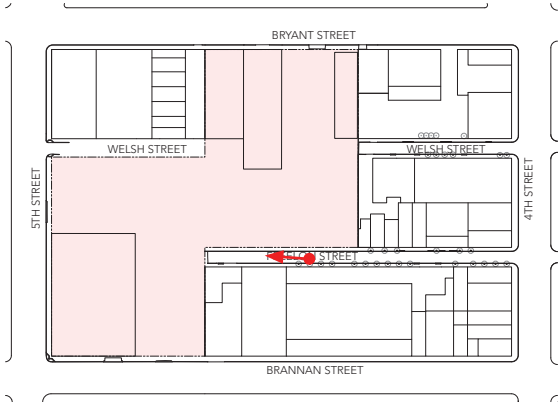




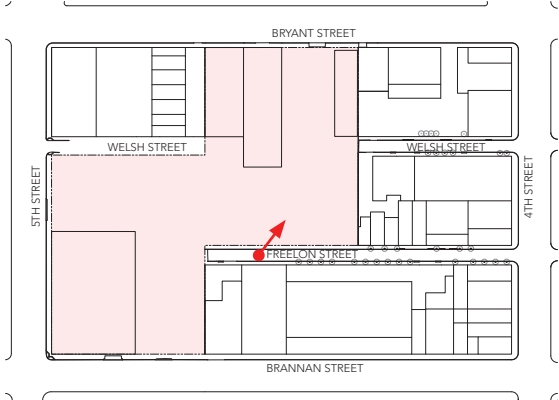








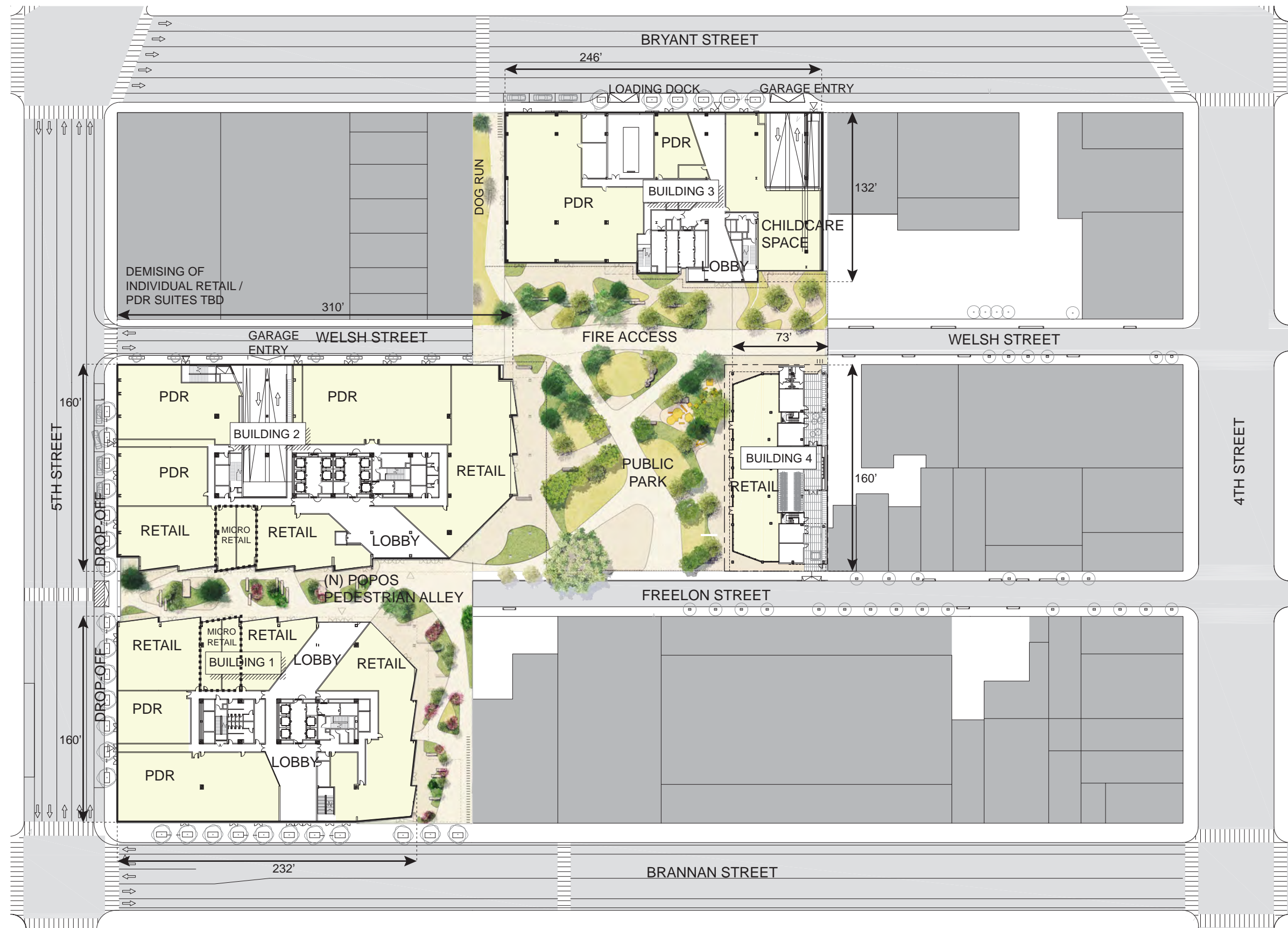










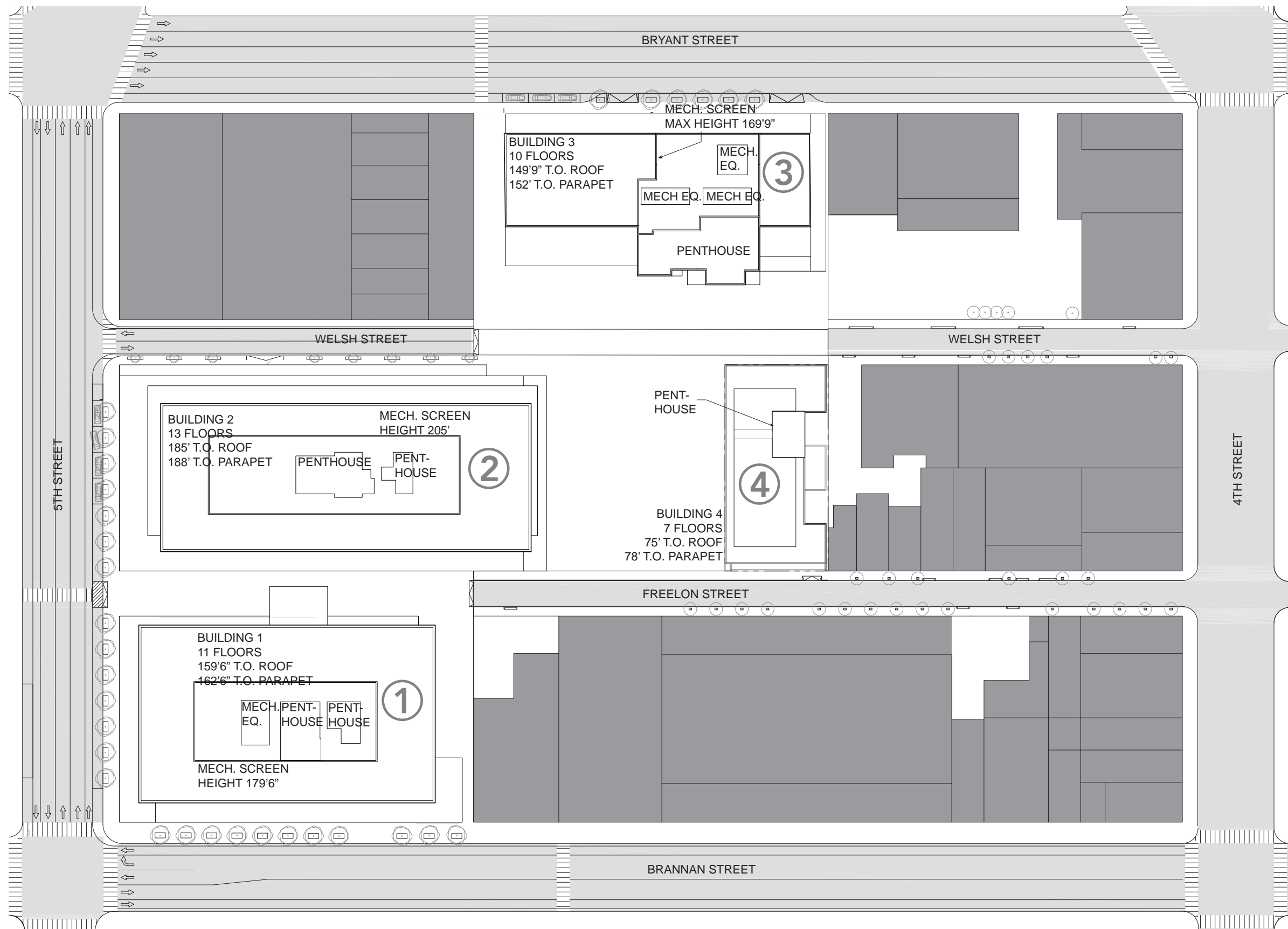


SCALE: 1" = 80'



SITE PLAN



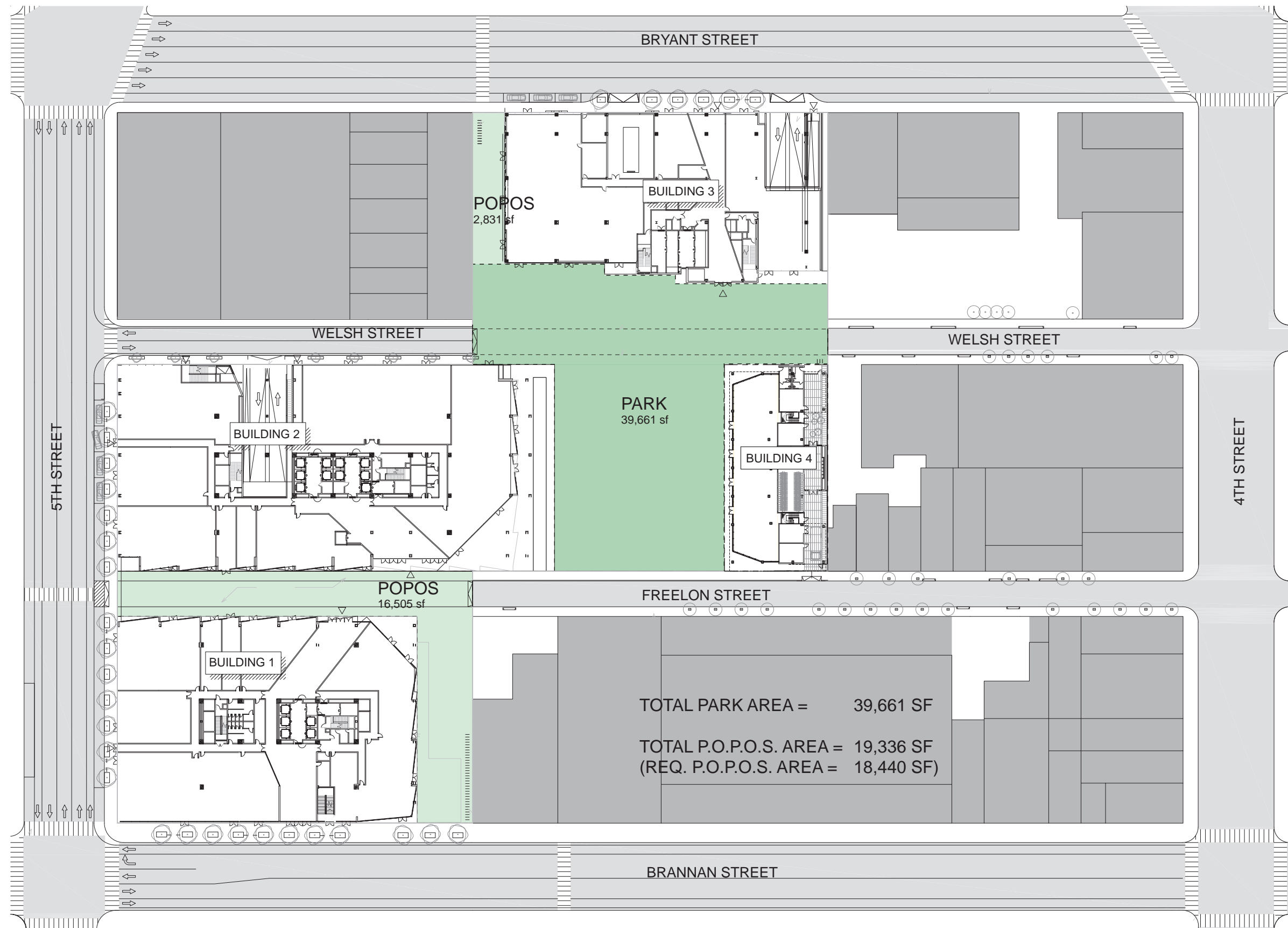


SCALE: 1" = 80'

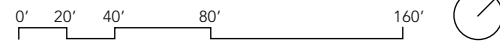
0' 20' 40' 80' 160'

⊙

ROOF PLAN



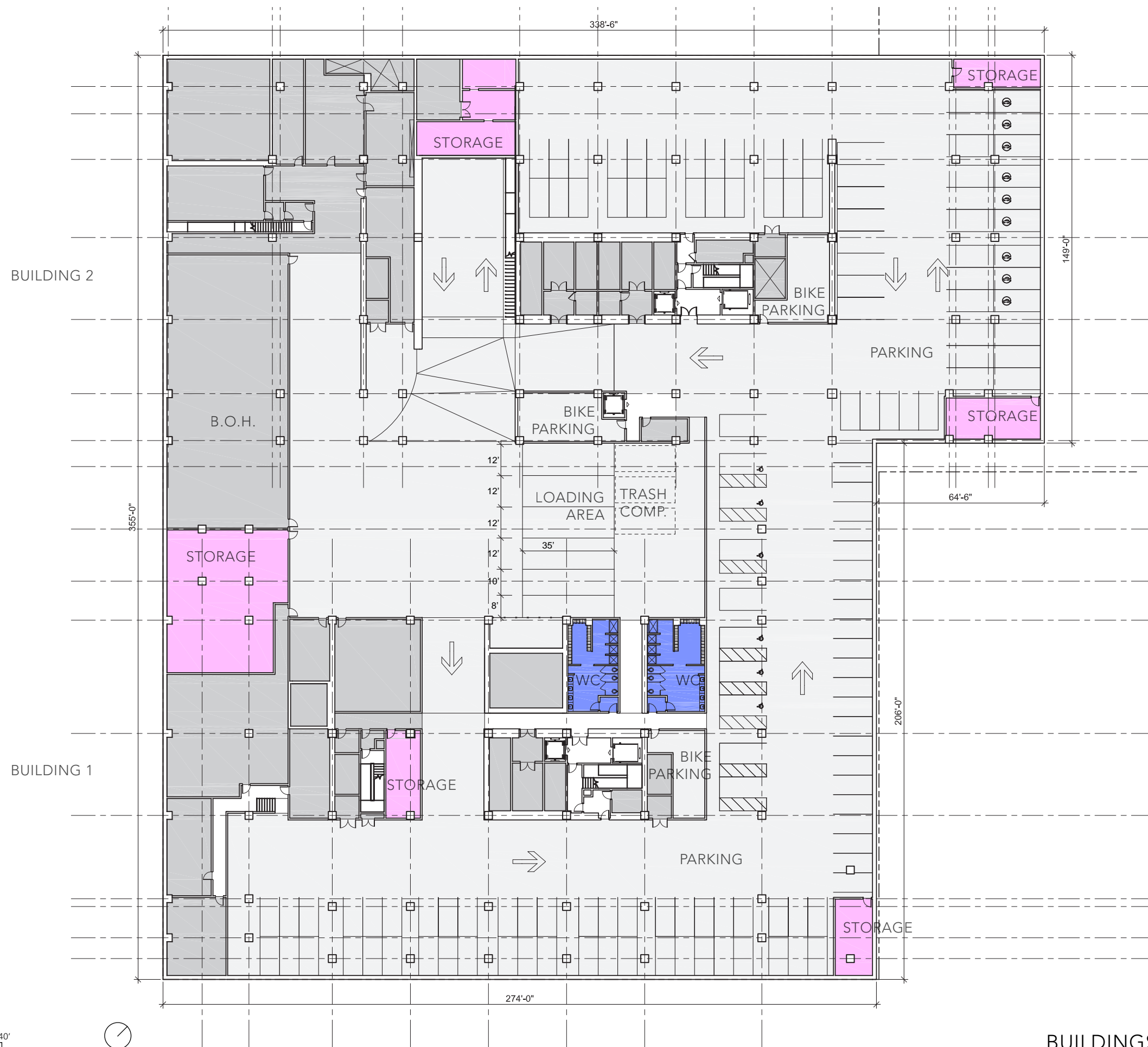
SCALE: 1" = 80'



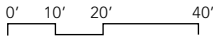
OPEN SPACE - PARK AND POPOS

# BUILDINGS 1 AND 2 BASEMENT PLAN



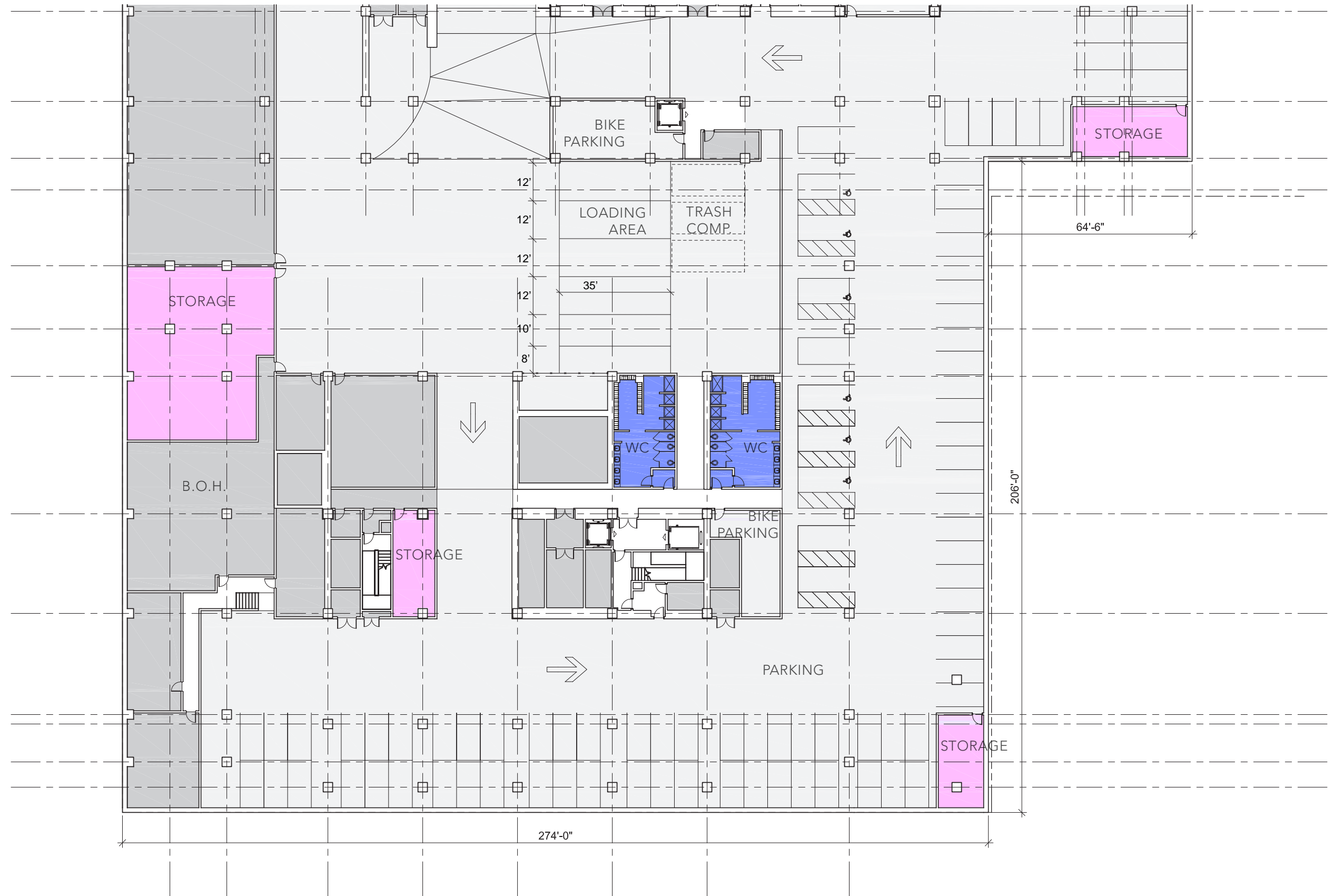


SCALE: 1" = 40'

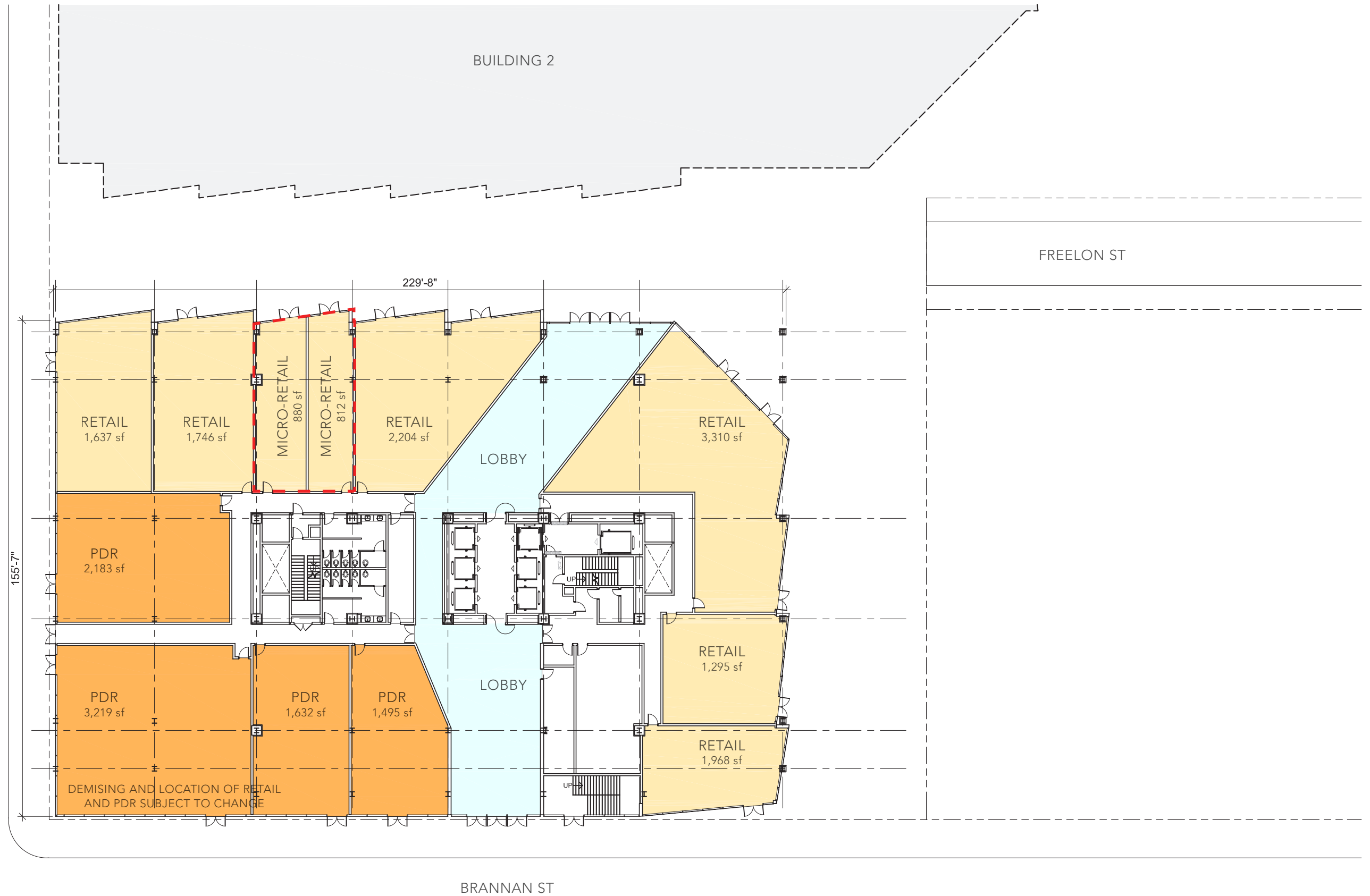


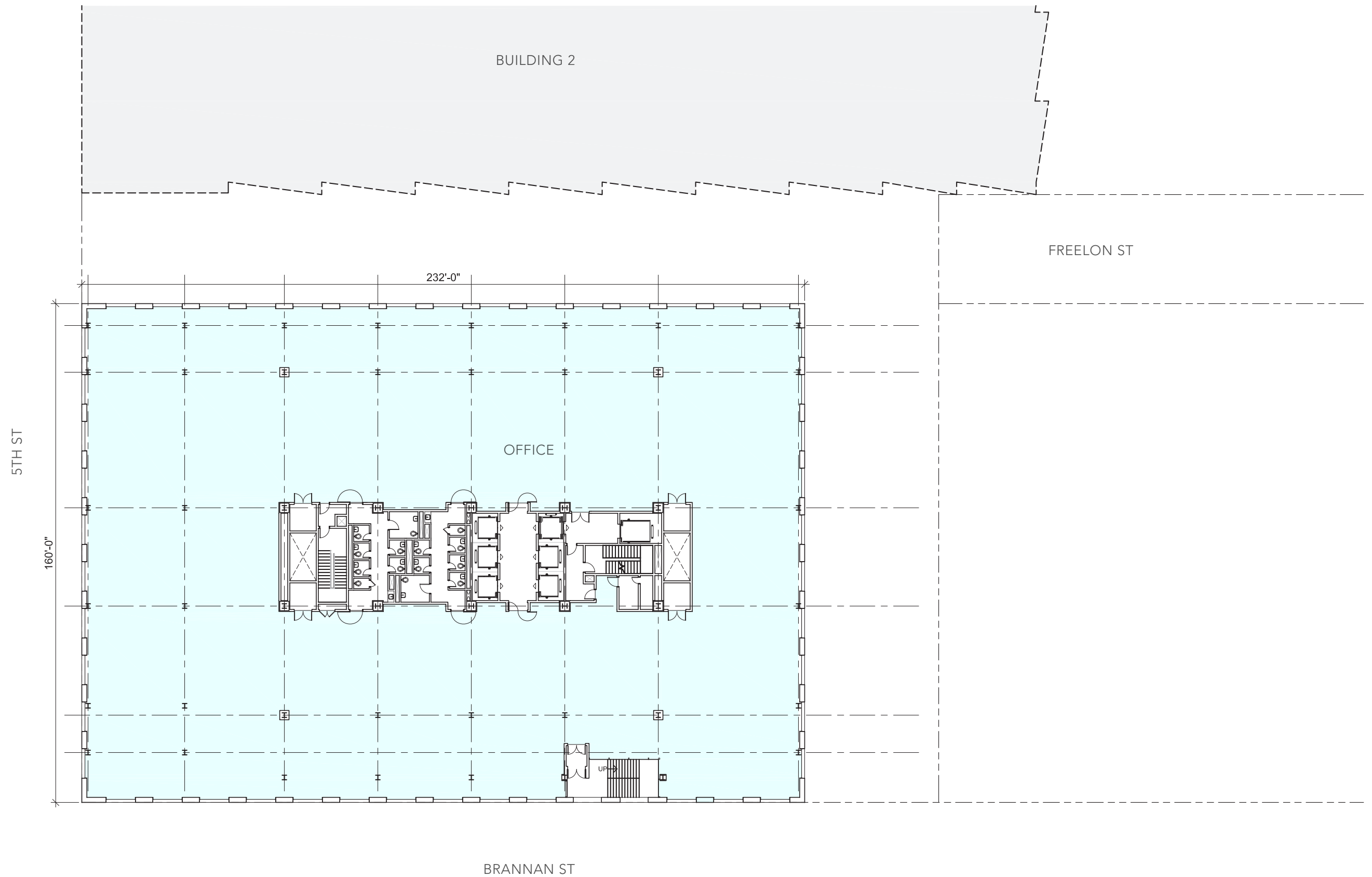
BUILDINGS 1 & 2 BASEMENT LEVEL

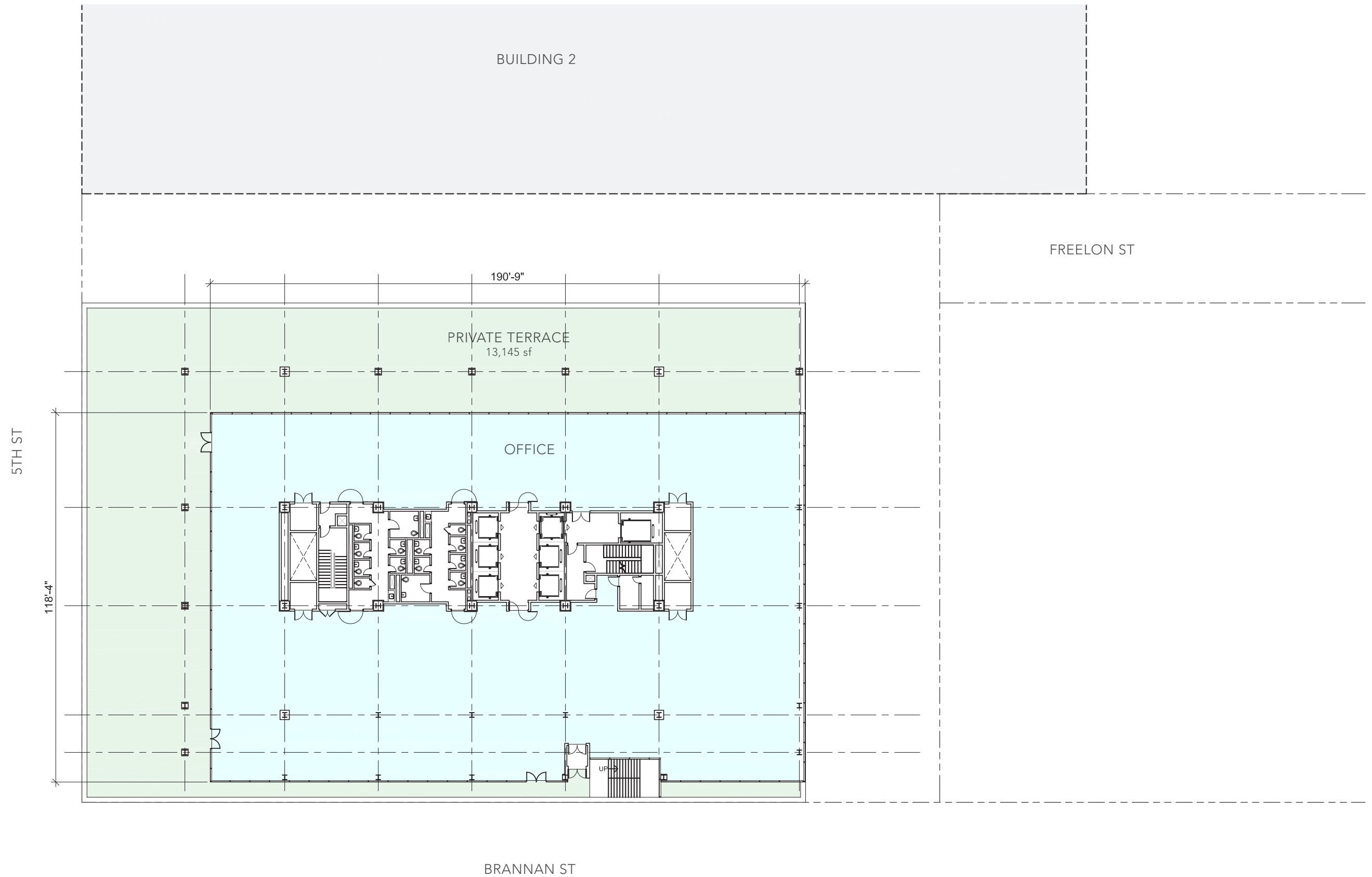
# BUILDING 1 PLANS



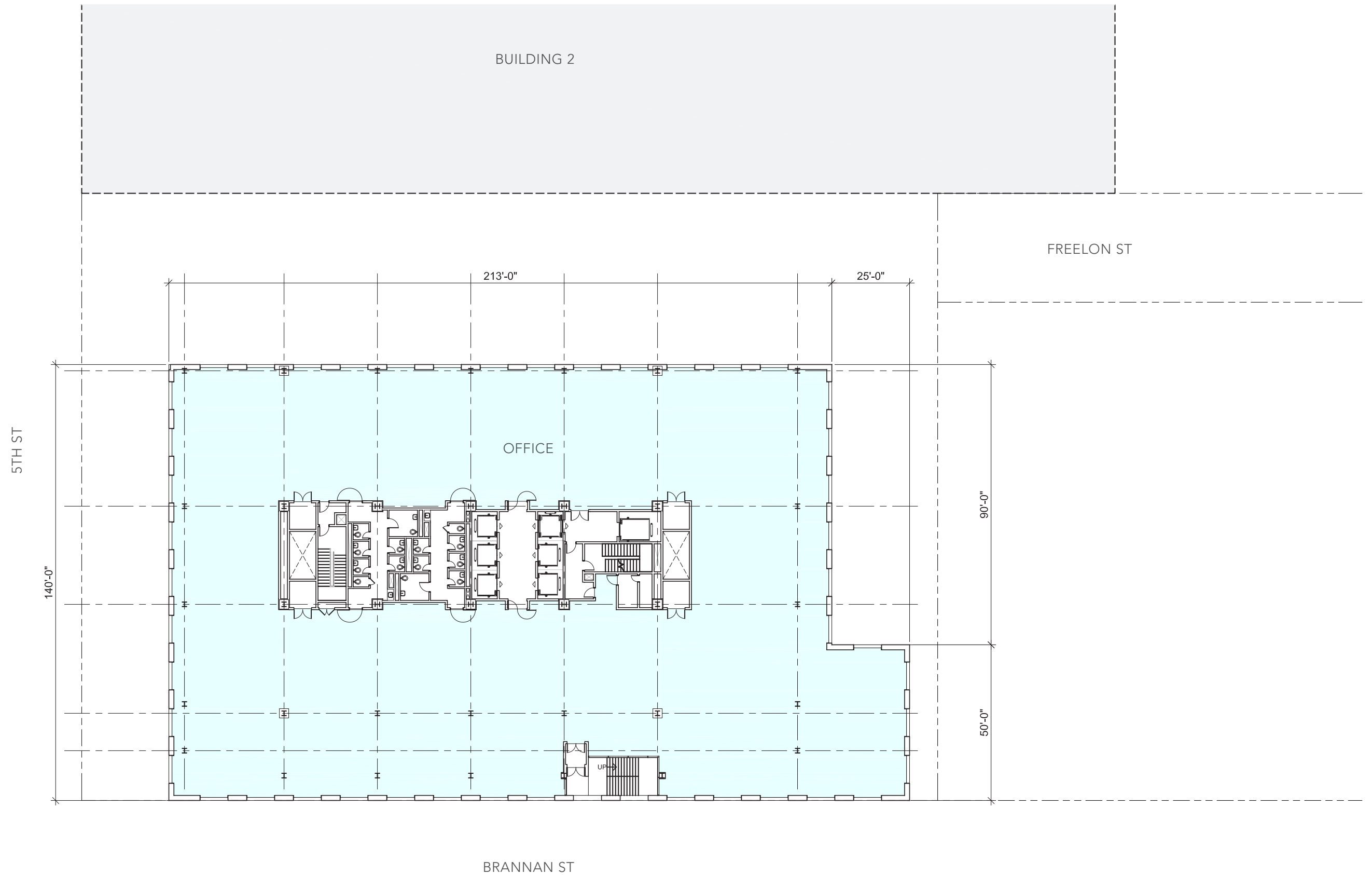


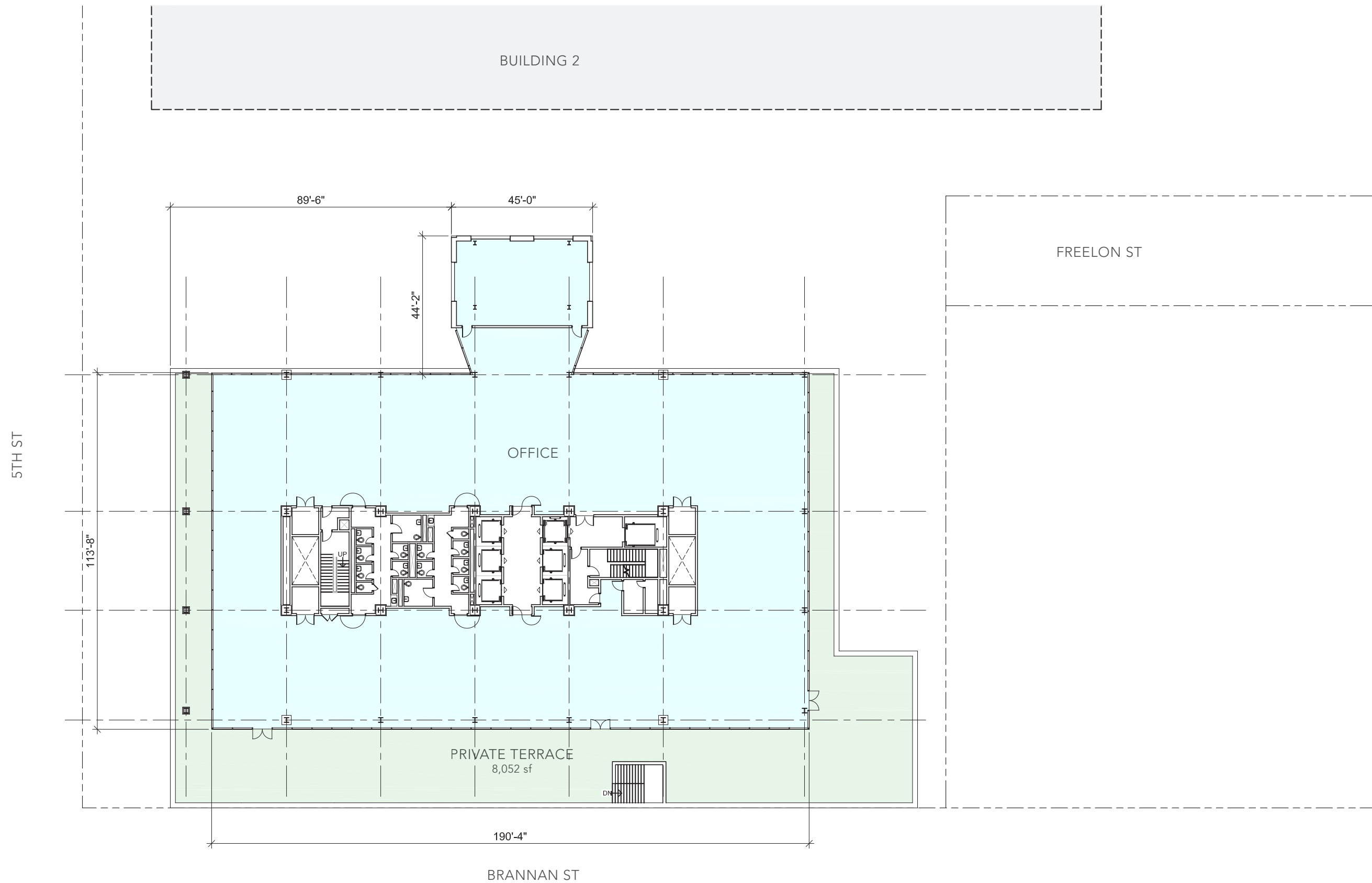


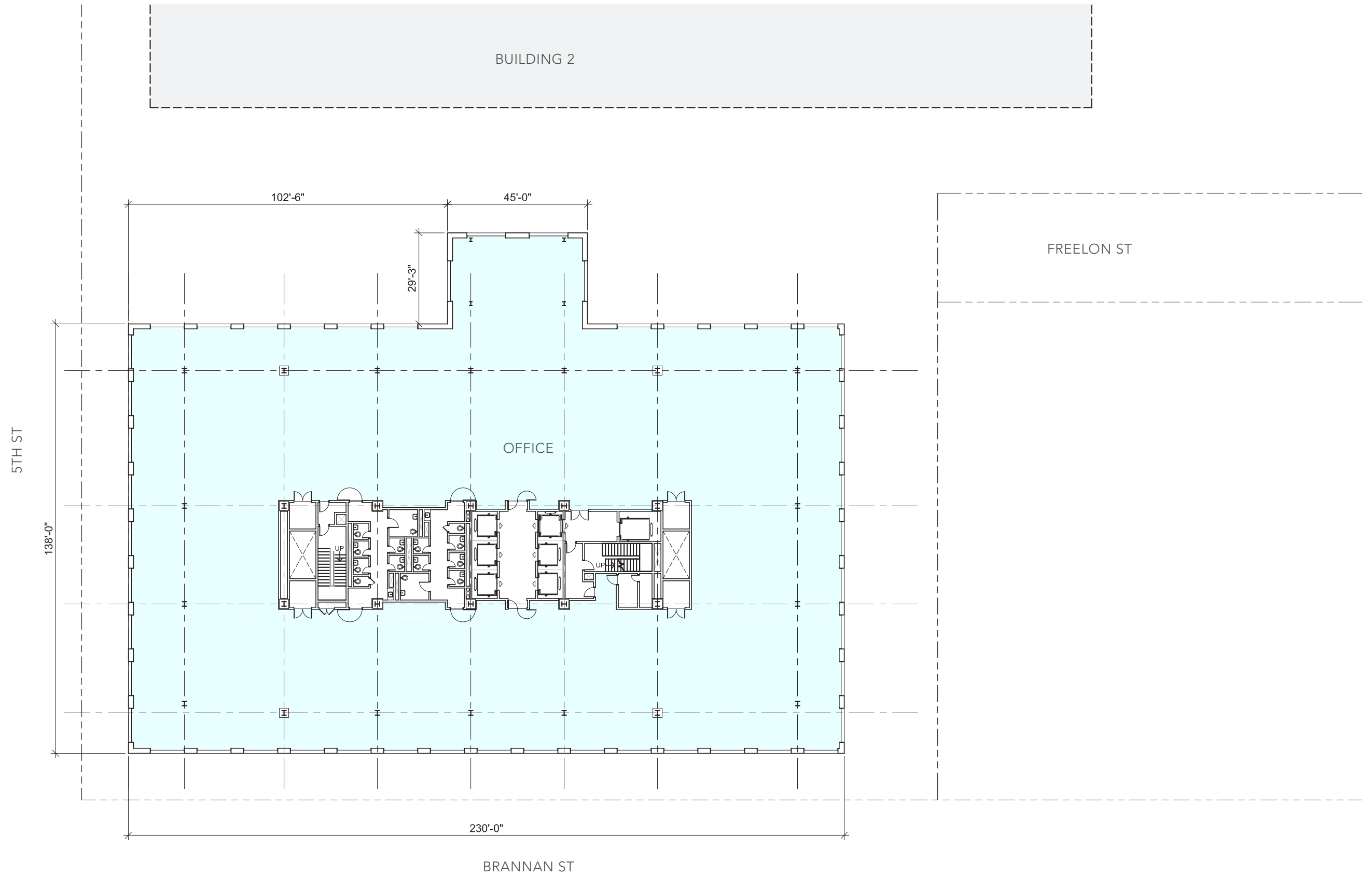




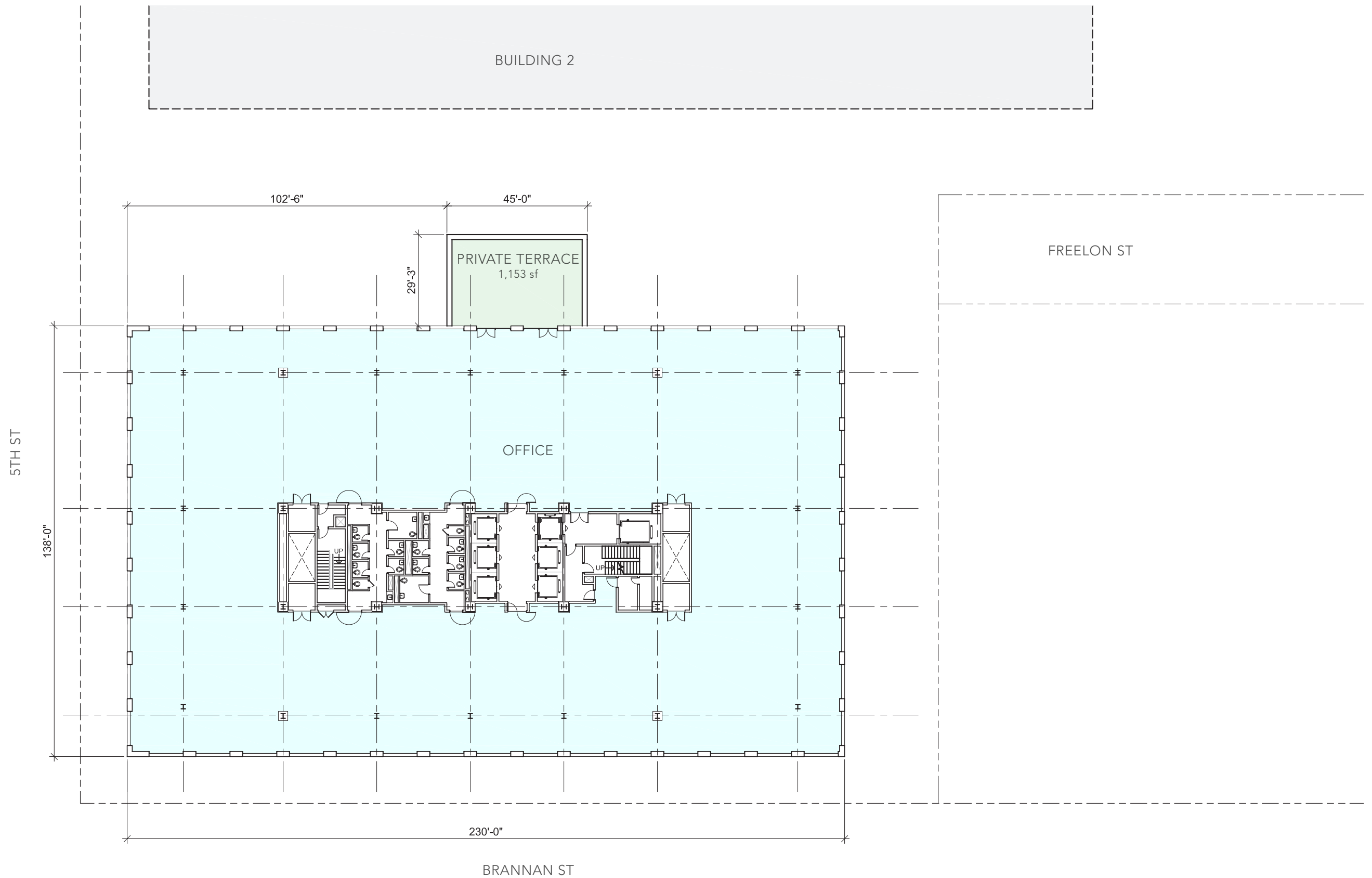




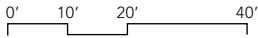




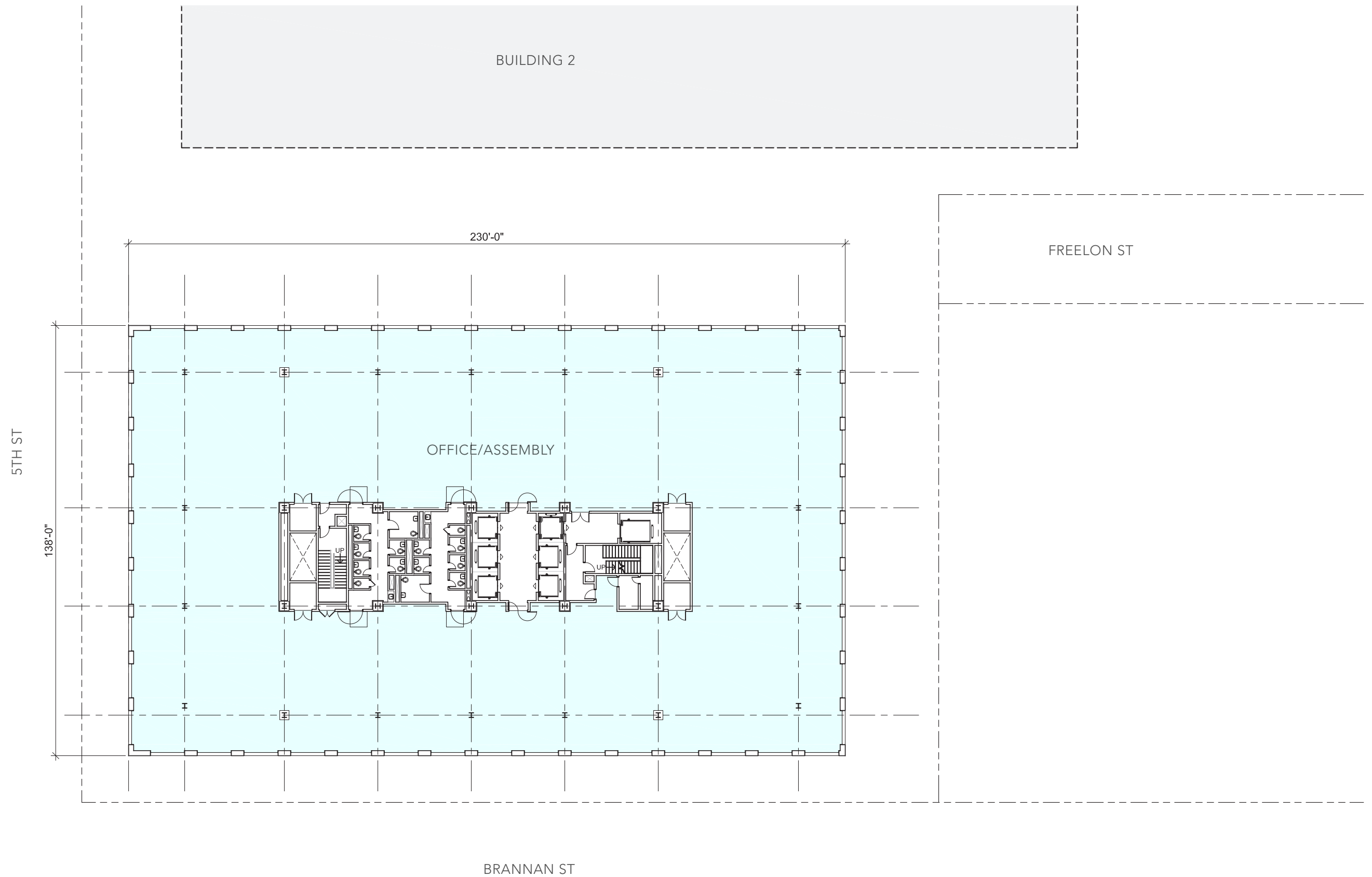




SCALE: 1/32" = 1'



BUILDING 1 | LEVEL 9 | 30,039 GSF



5TH ST

138'-0"

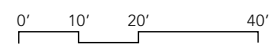
230'-0"

BUILDING 2

FRELON ST

BRANNAN ST

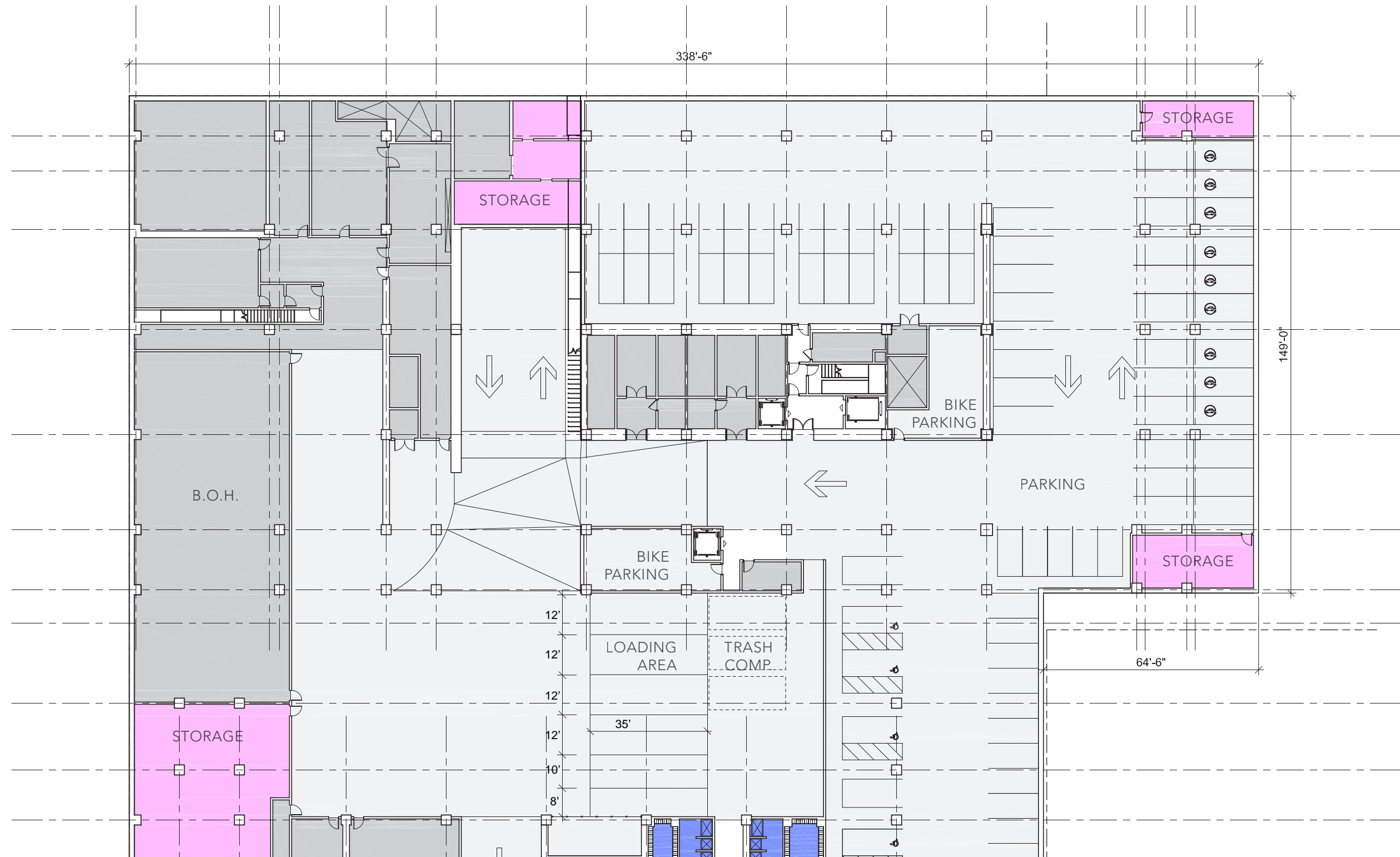
SCALE: 1/32" = 1'

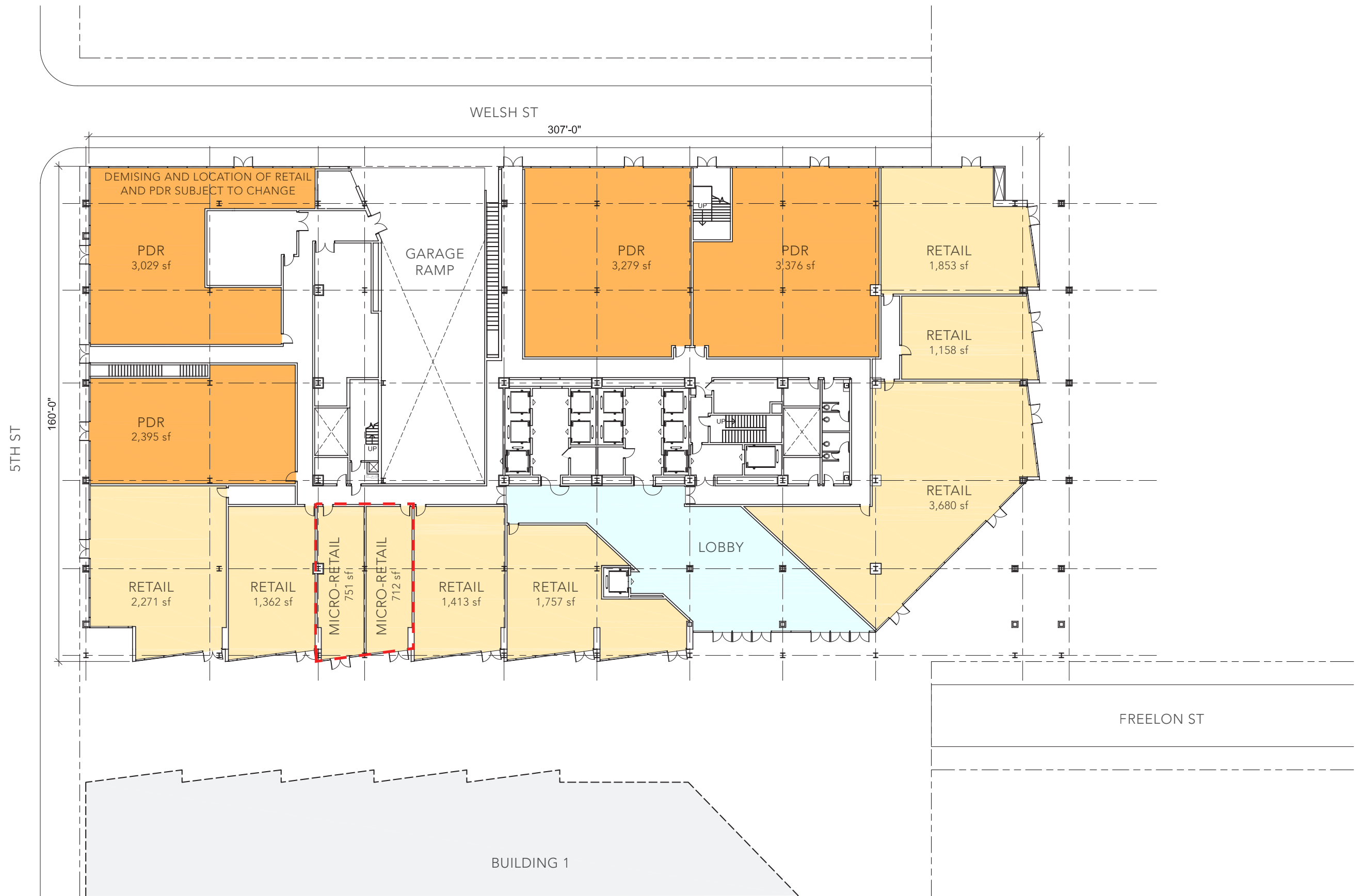


BUILDING 1 | ROOF LEVEL | 0 GSF

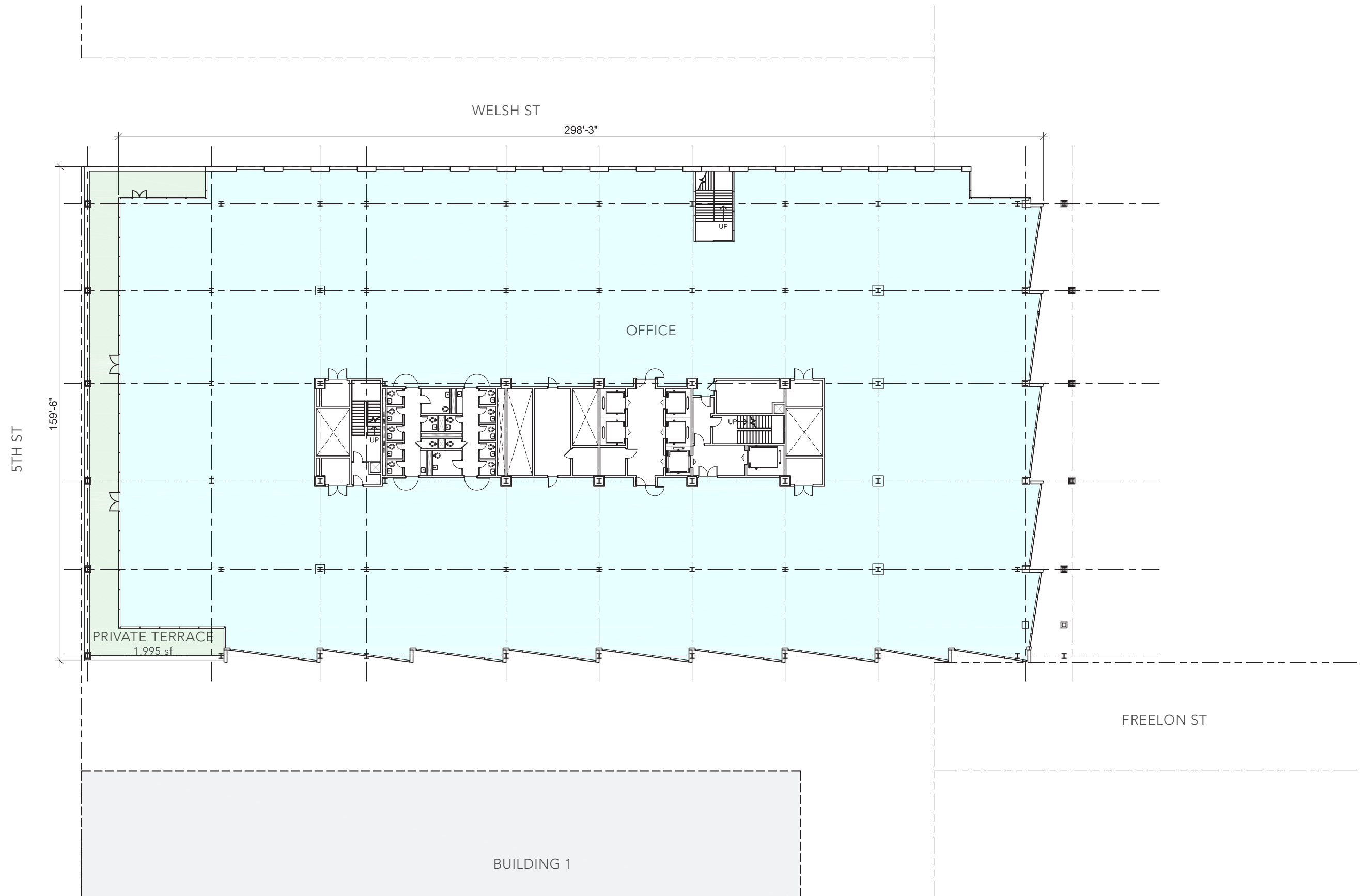


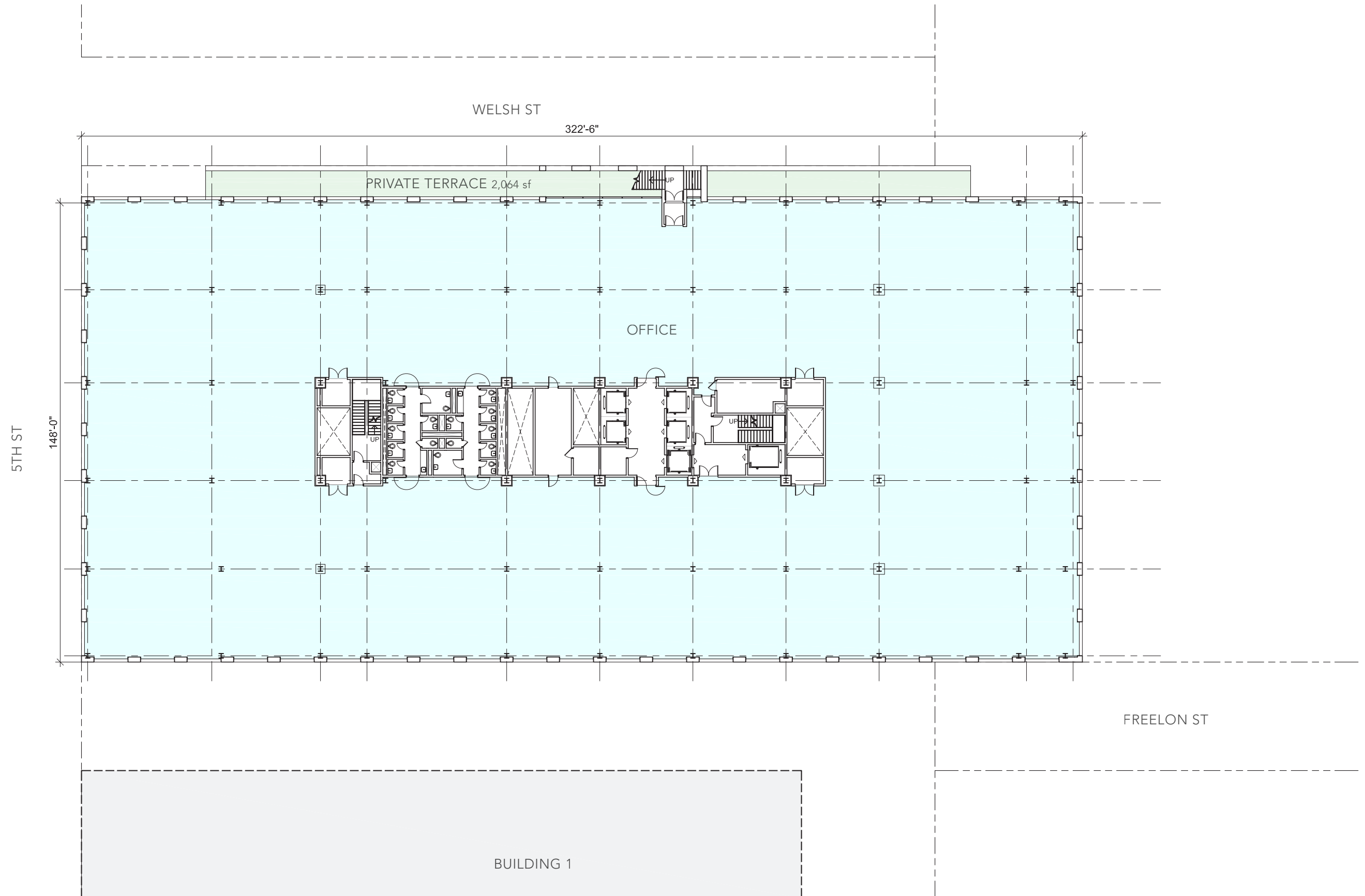
# BUILDING 2 PLANS



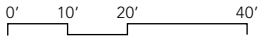


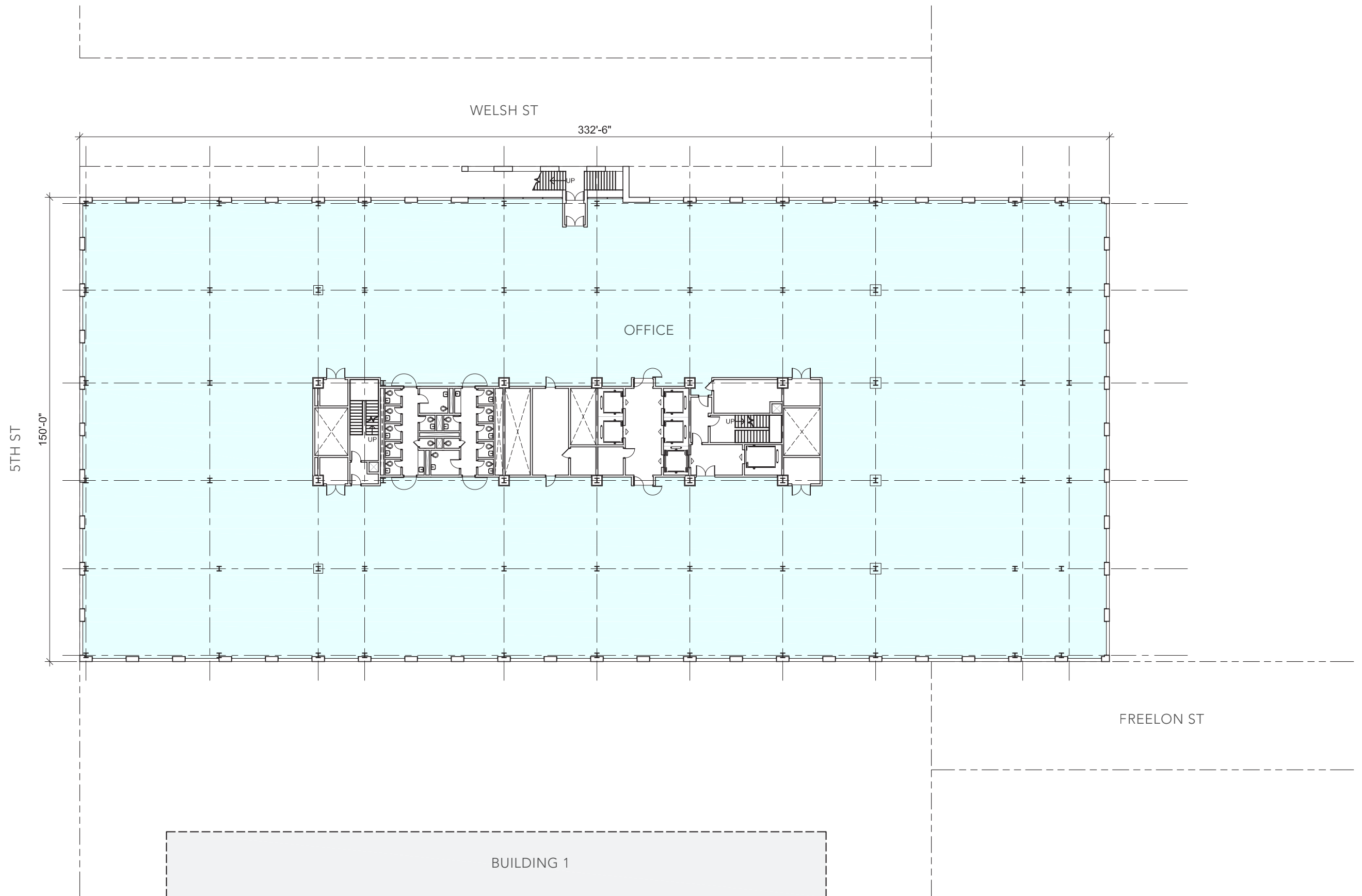




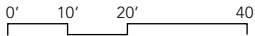


SCALE: 1/32" = 1'



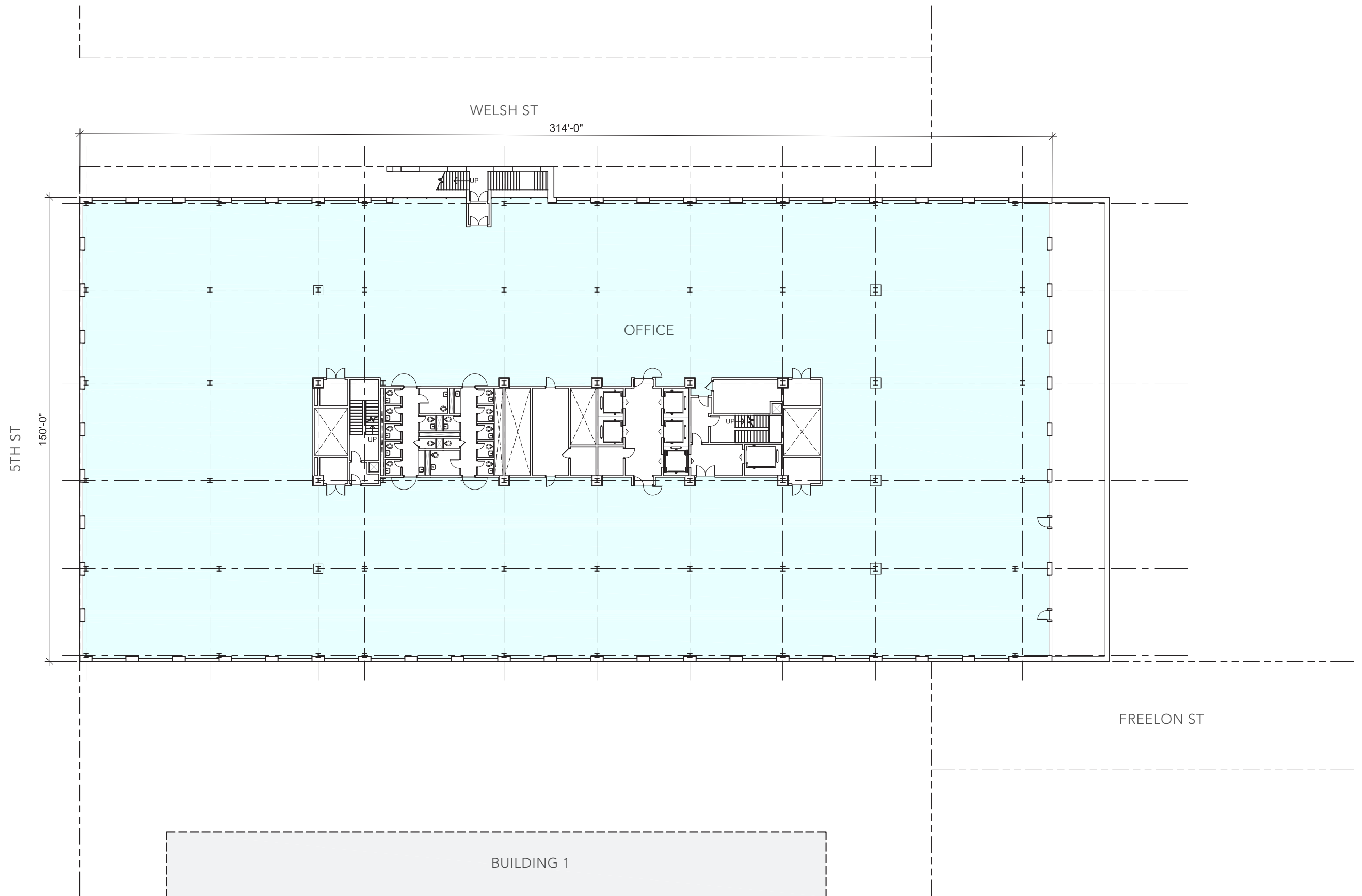


SCALE: 1/32" = 1'

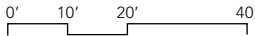


BUILDING 2 | LEVEL 4 | 47,484 GSF

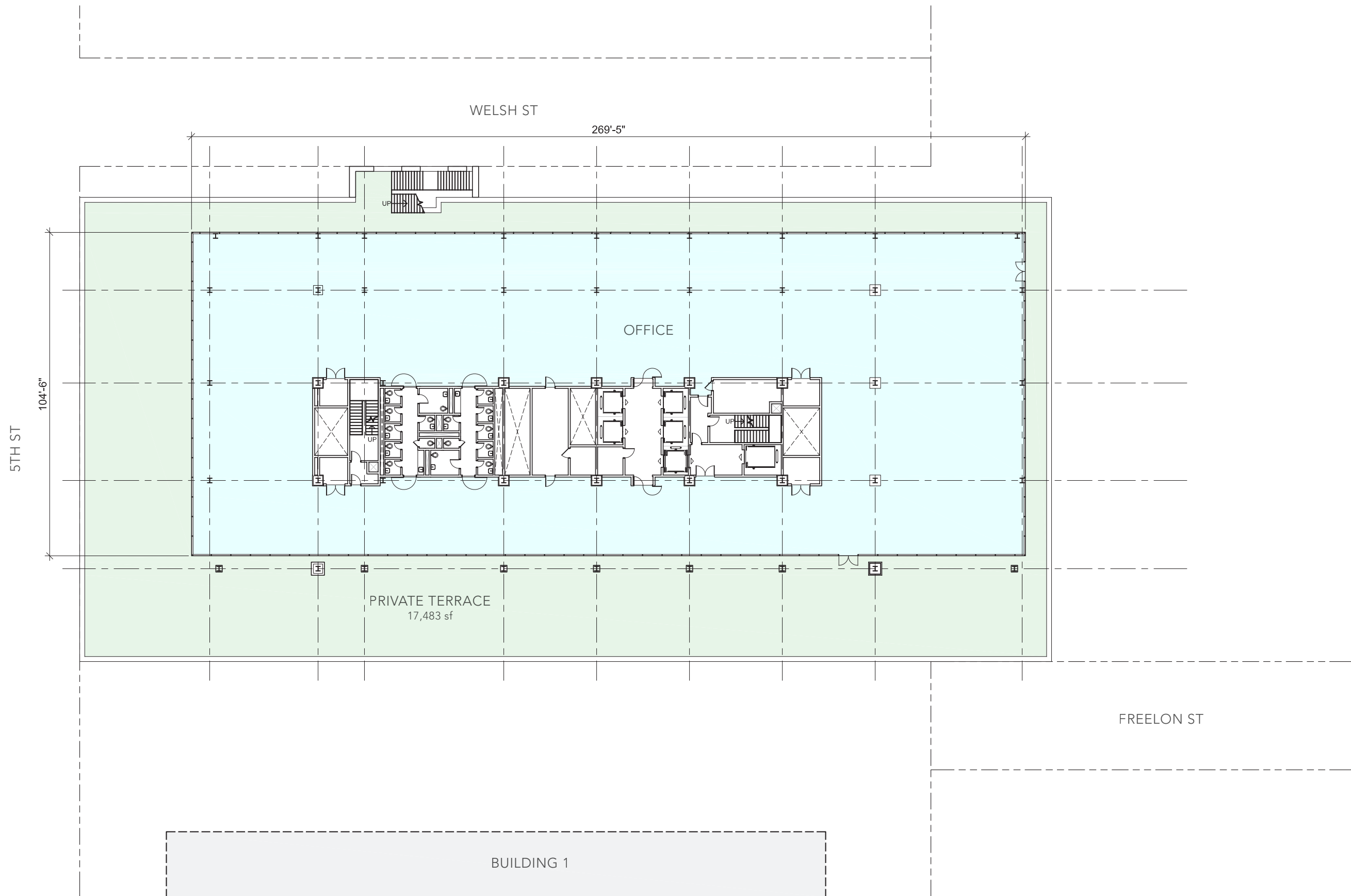




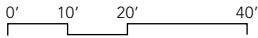
SCALE: 1/32" = 1'



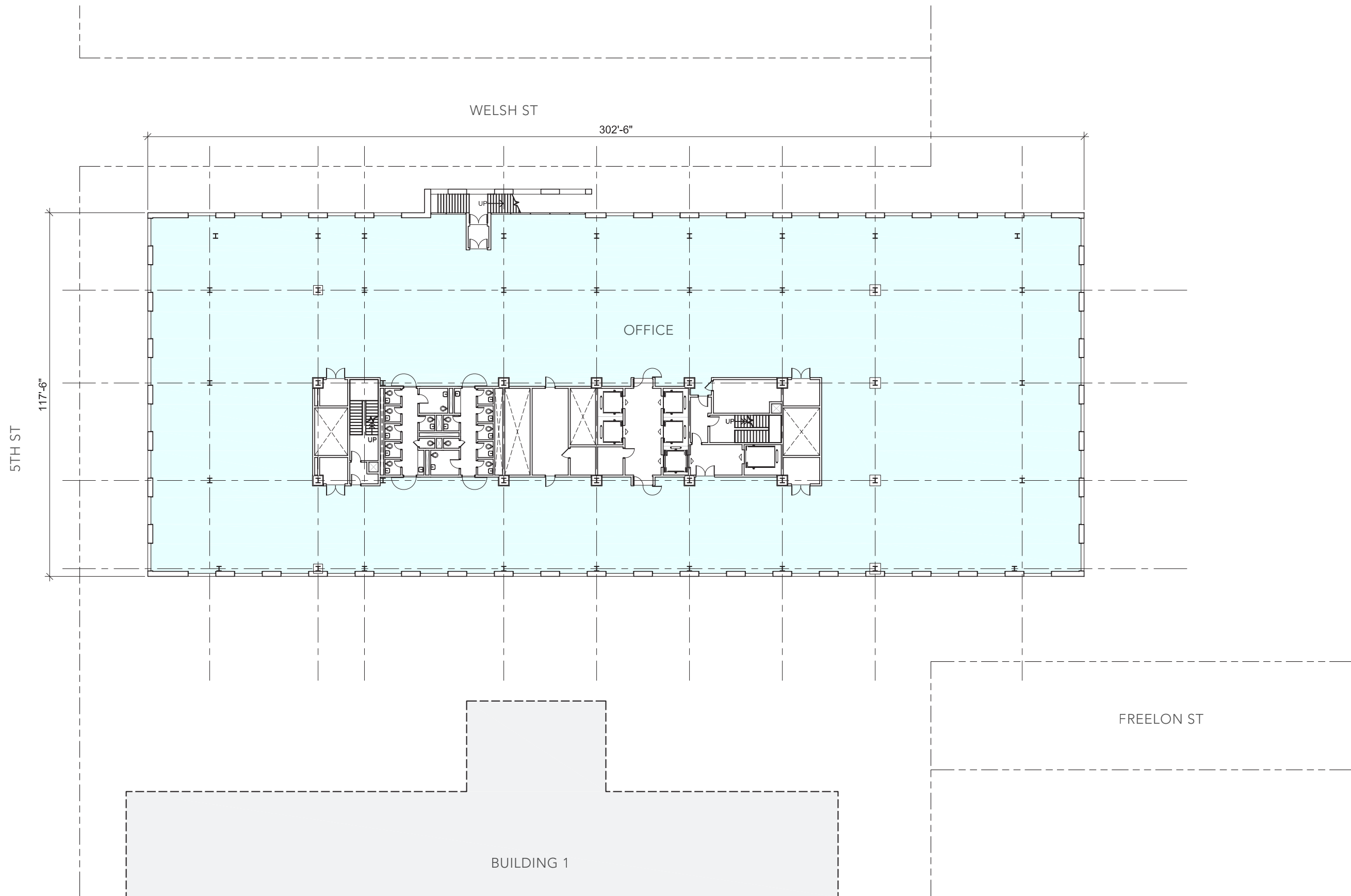
BUILDING 2 | LEVEL 5 | 44,820 GSF



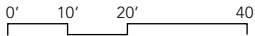
SCALE: 1/32" = 1'



BUILDING 2 | LEVEL 6 | 27,475 GSF

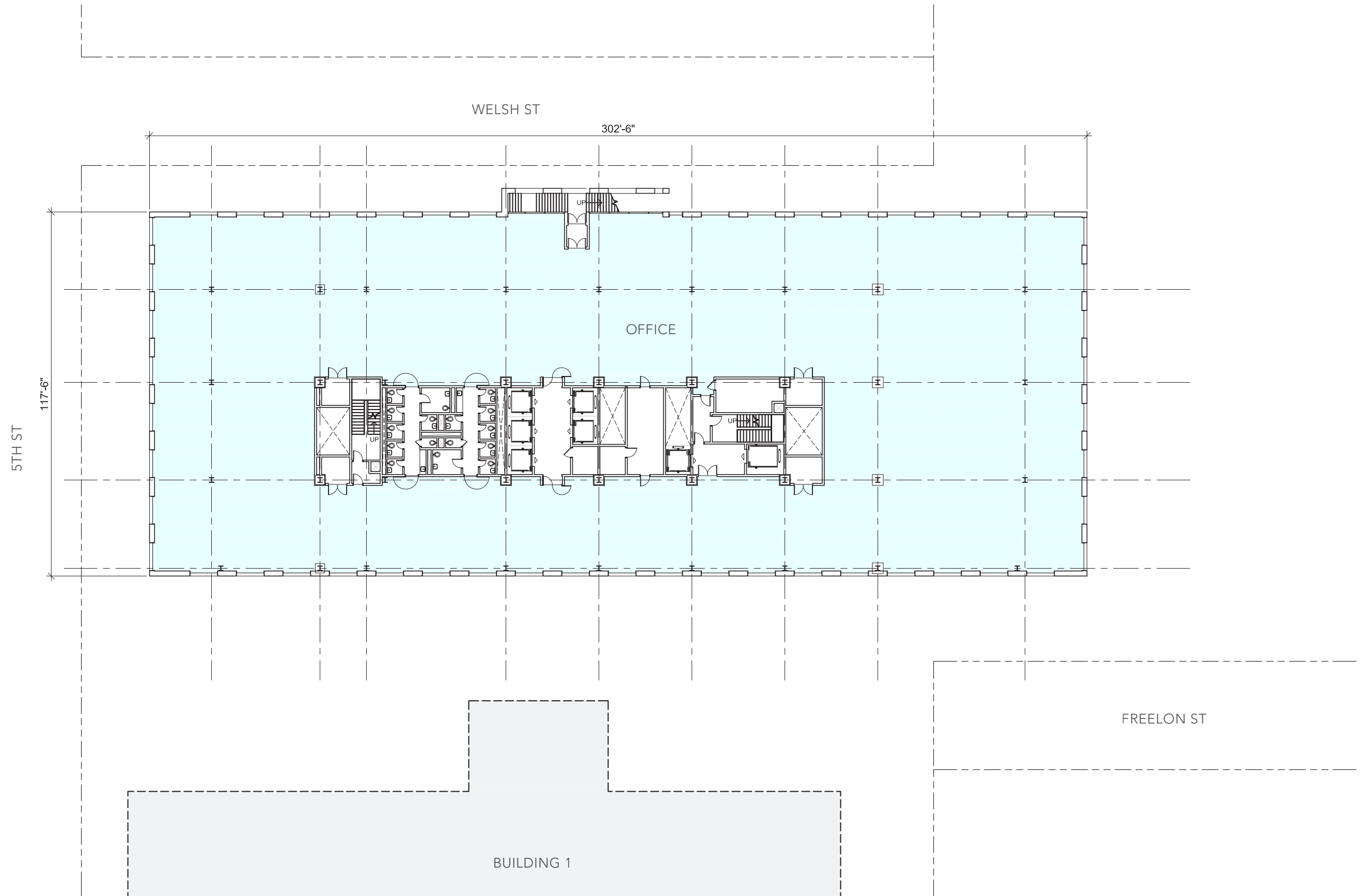


SCALE: 1/32" = 1'

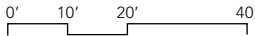


BUILDING 2 | LEVEL 7 | 33,350 GSF

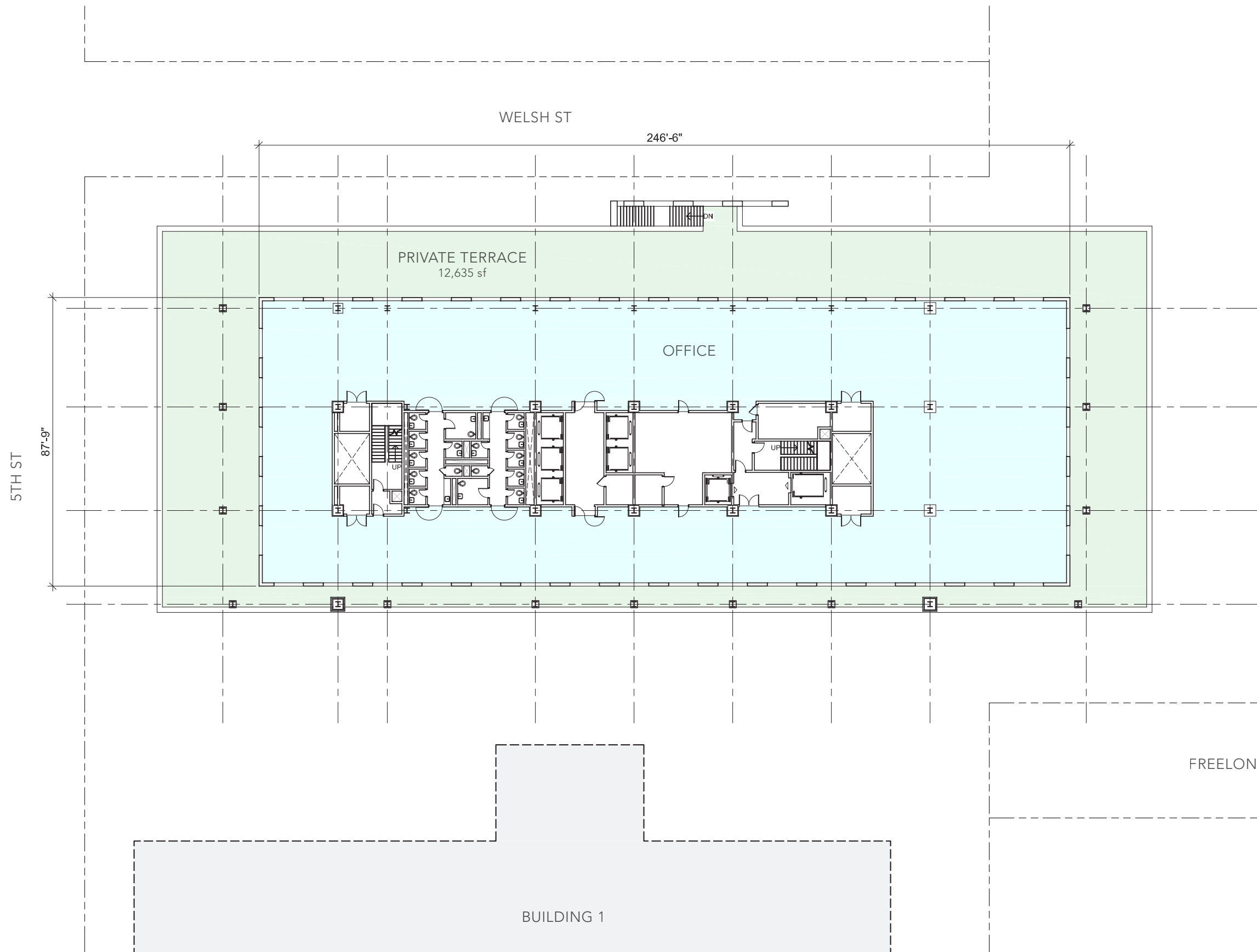


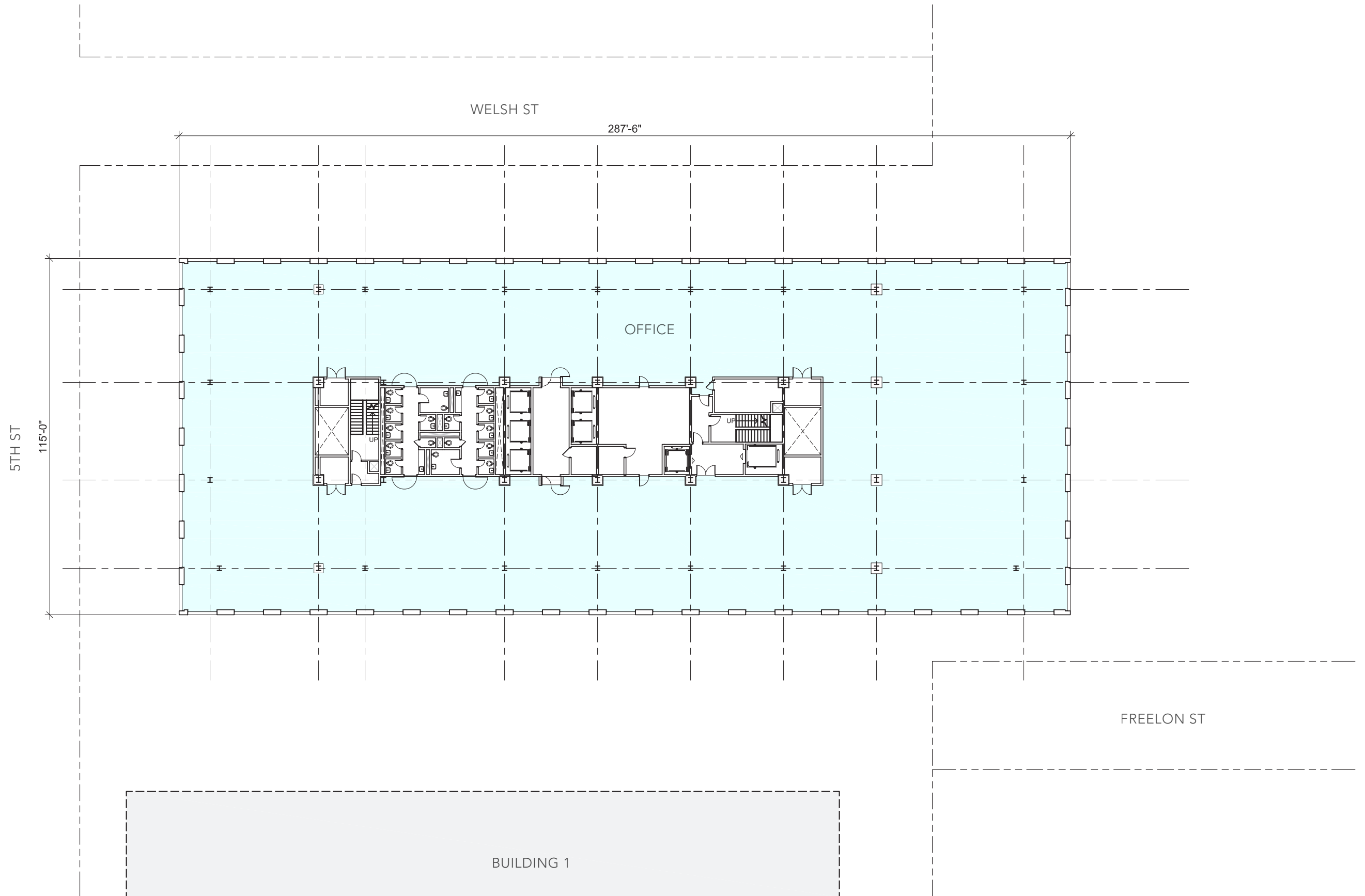


SCALE: 1/32" = 1'

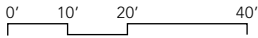


BUILDING 2 | LEVEL 8 | 33,350 GSF



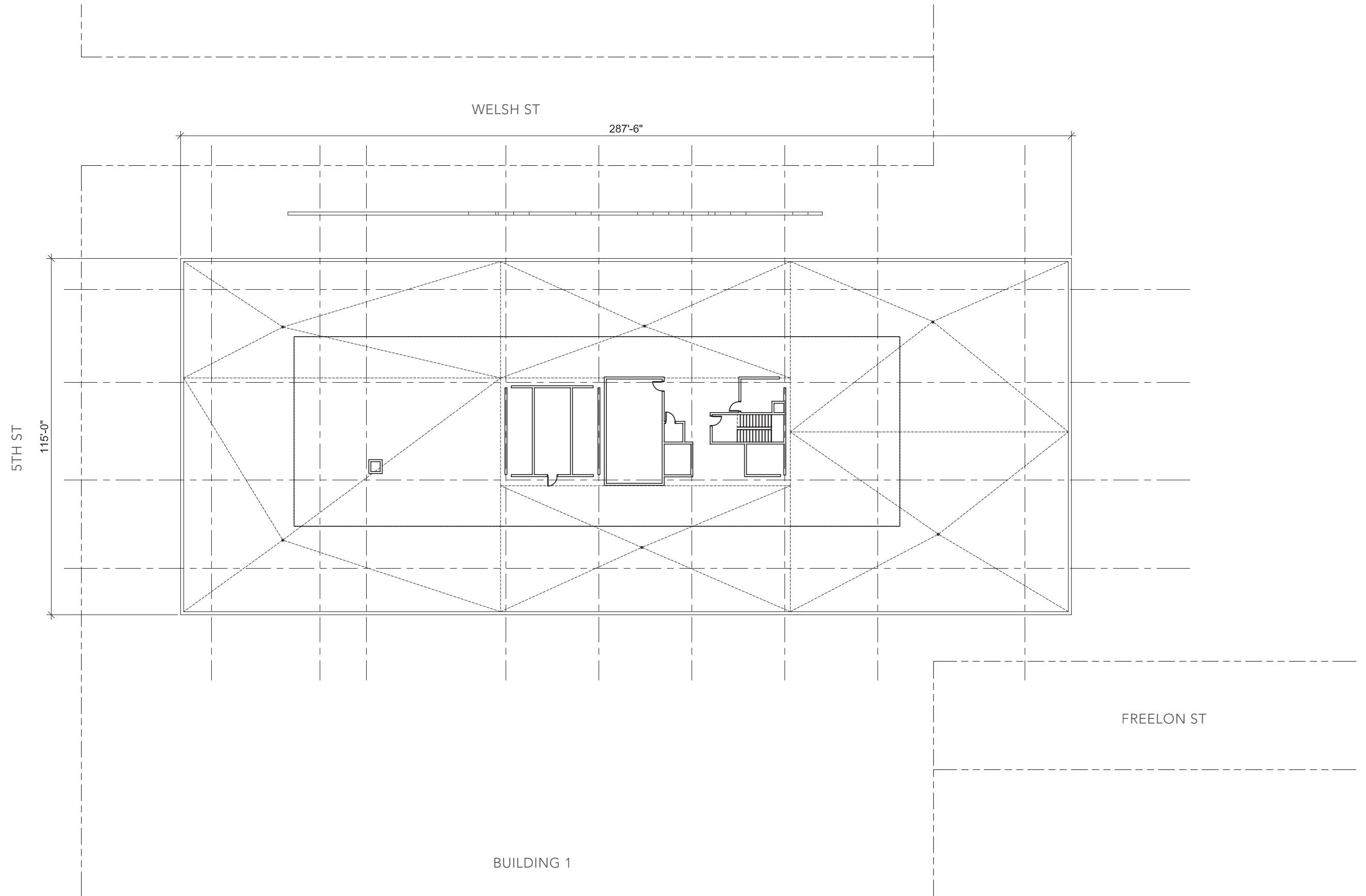


SCALE: 1/32" = 1'

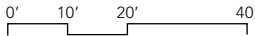


BUILDING 2 | LEVELS 10 - 13 | 30,901 GSF



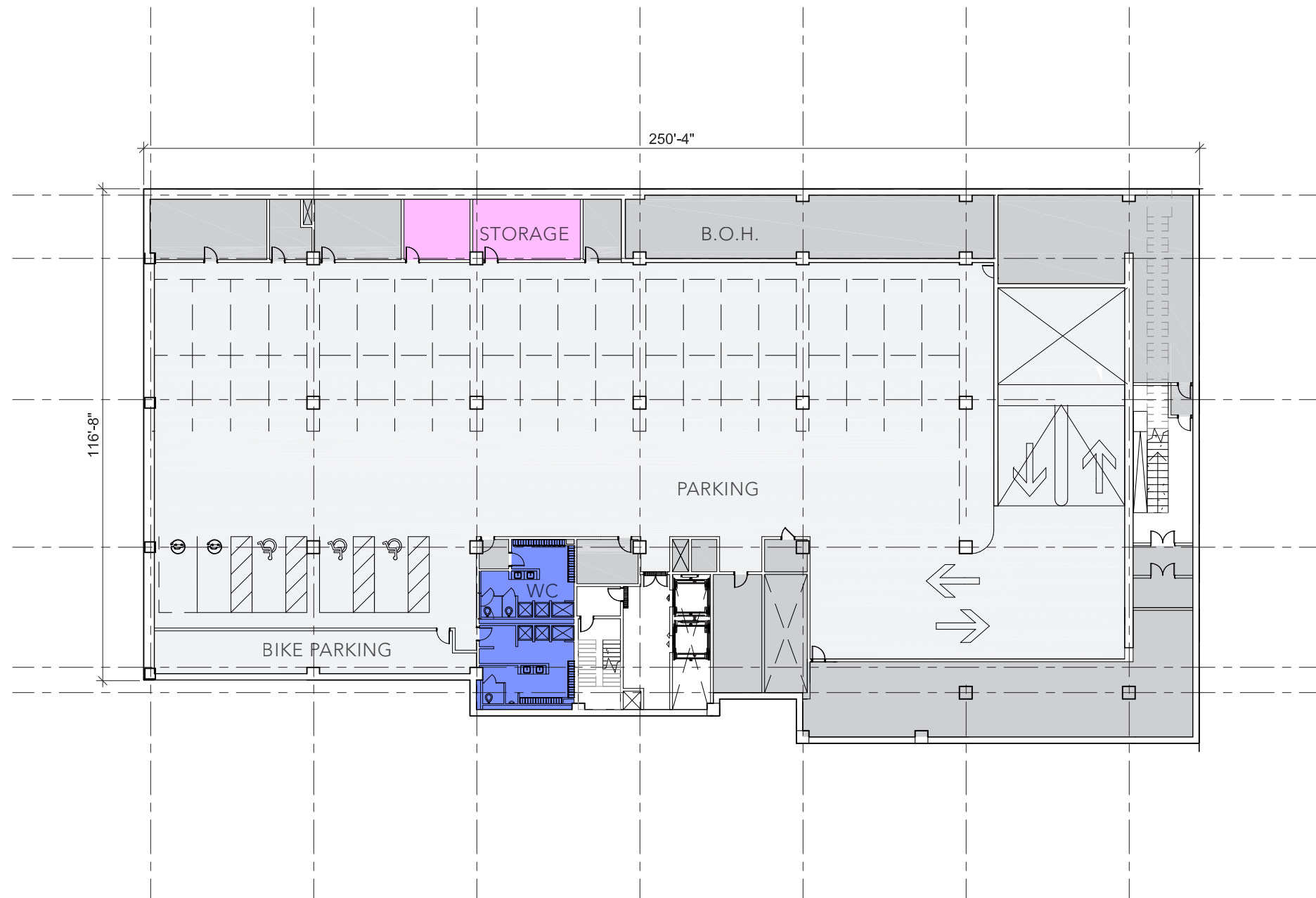


SCALE: 1/32" = 1'

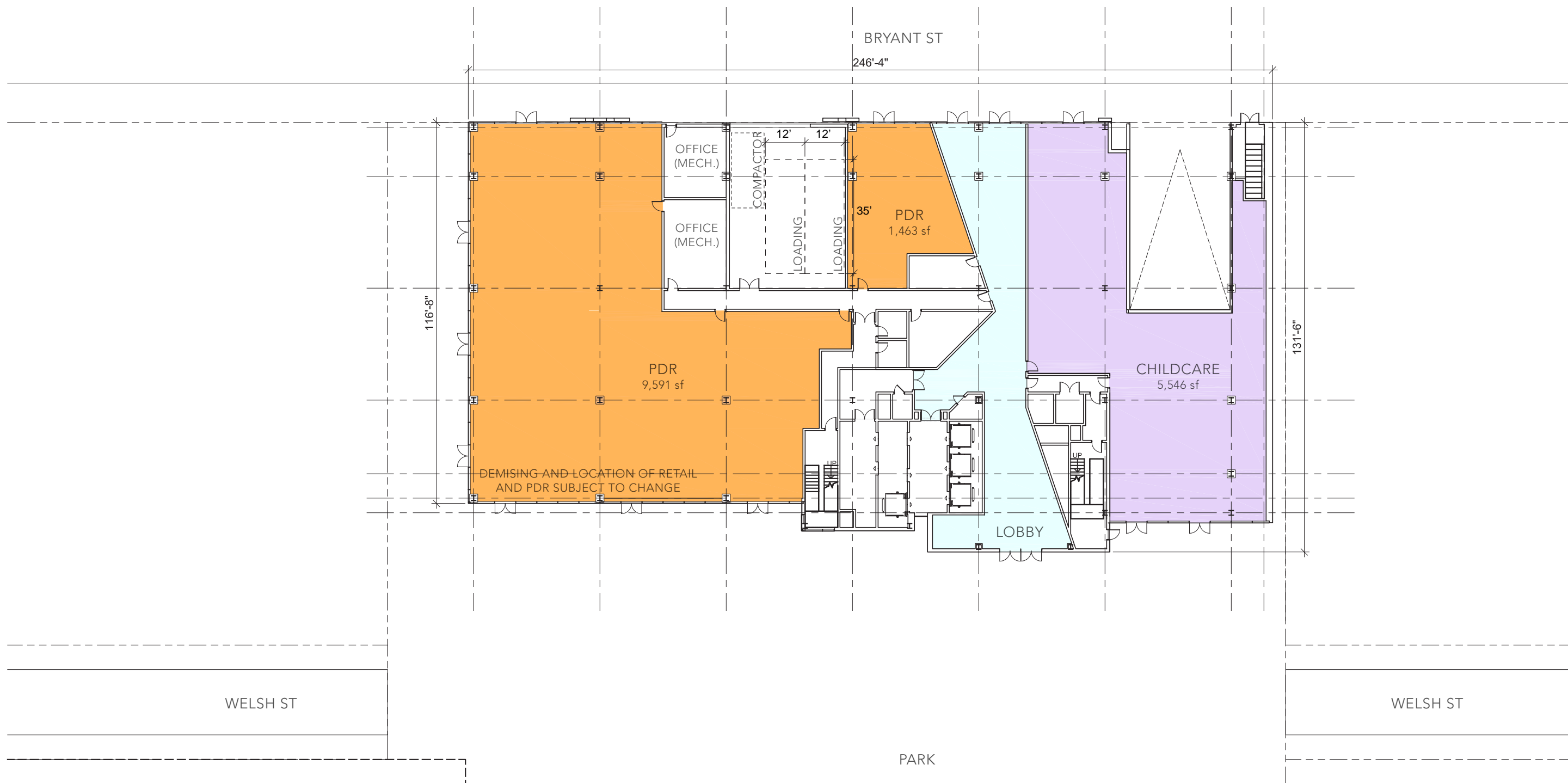


BUILDING 2 | ROOF LEVEL | 0 GSF

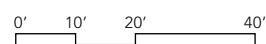
# BUILDING 3 PLANS



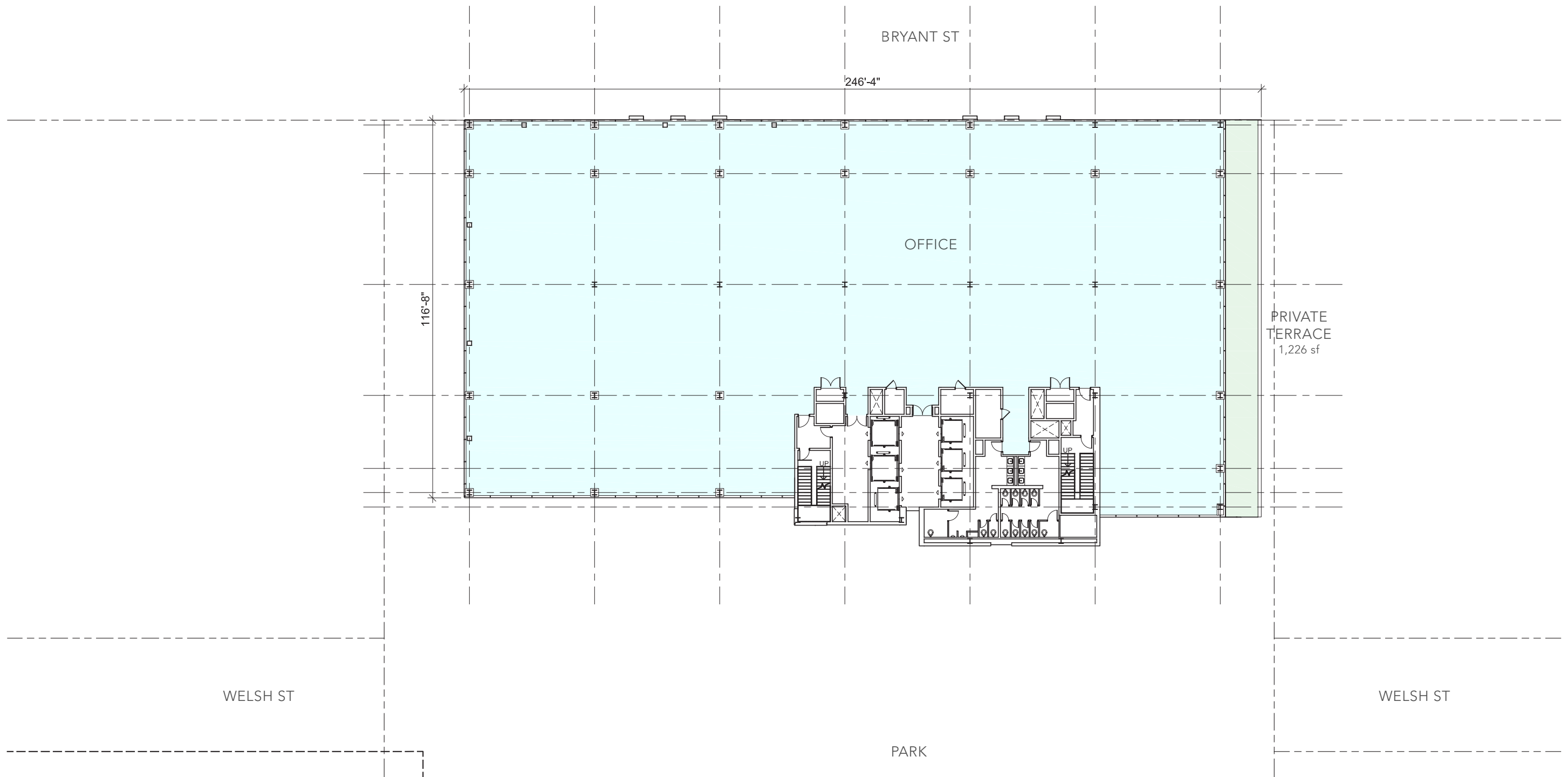


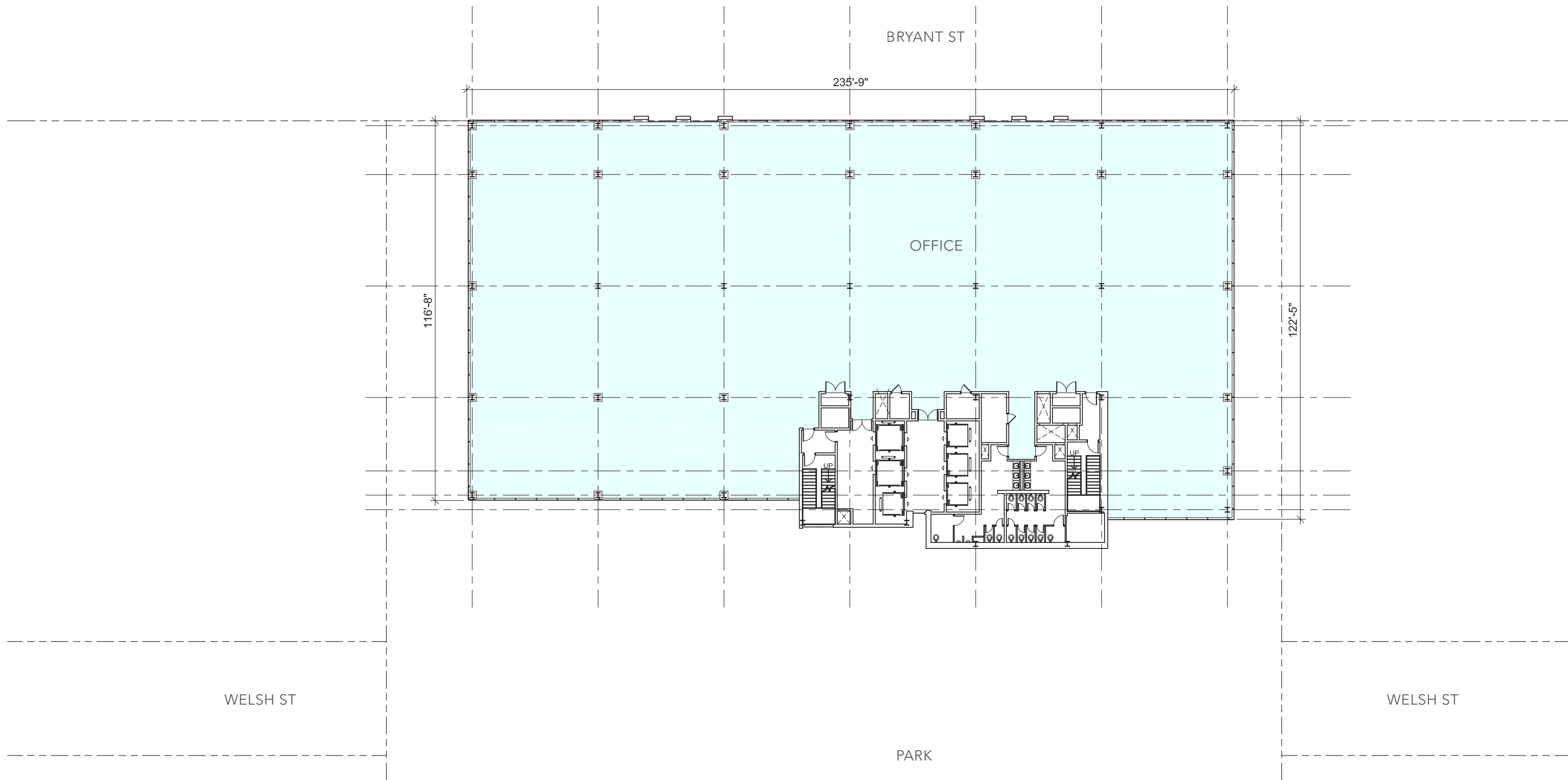


SCALE: 1/32" = 1'

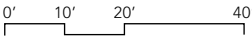


BUILDING 3 | LEVEL 1 | 16,359 GSF



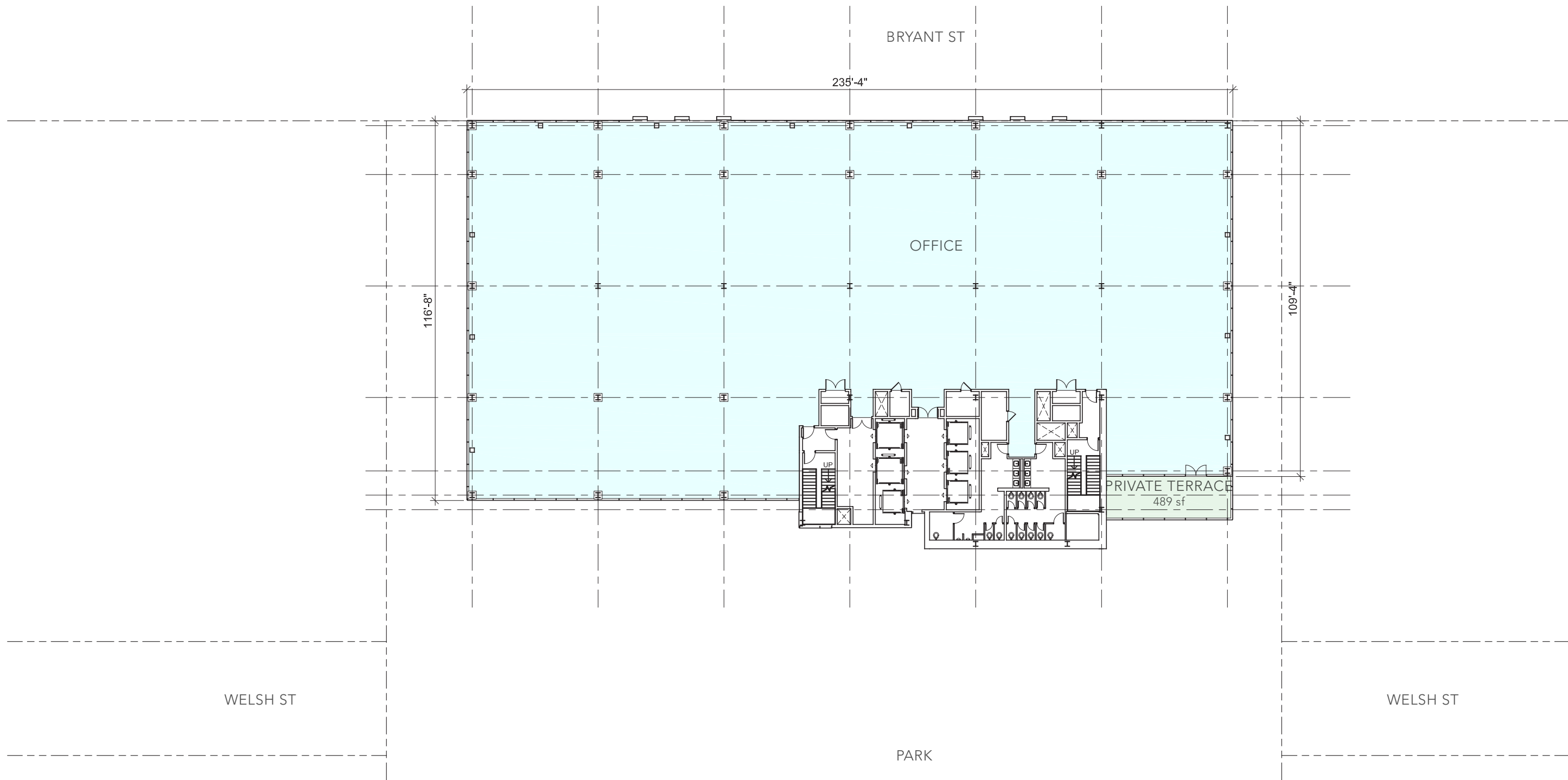


SCALE: 1/32" = 1'

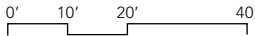


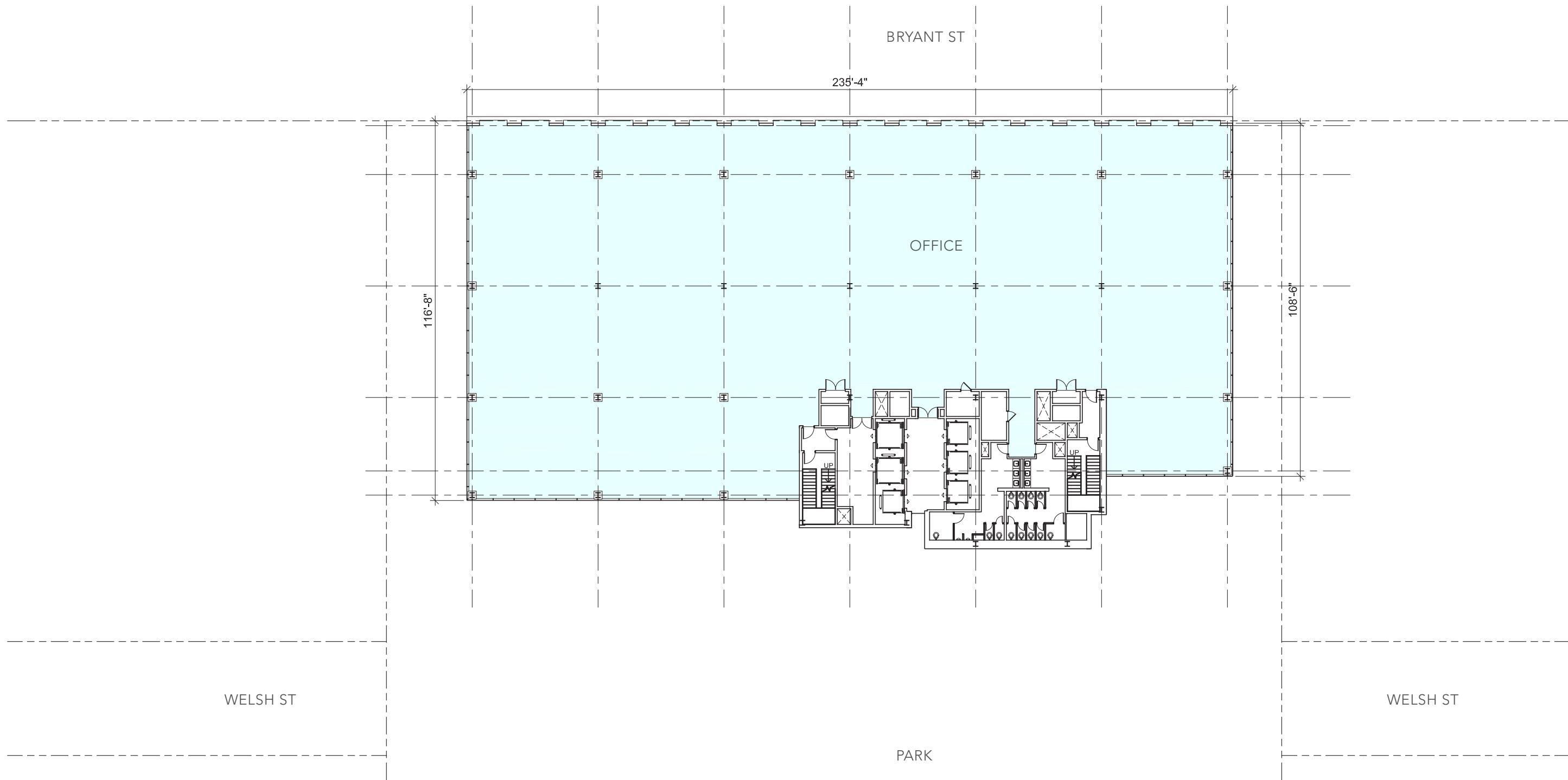
BUILDING 3 | LEVEL 3 | 28,214 GSF

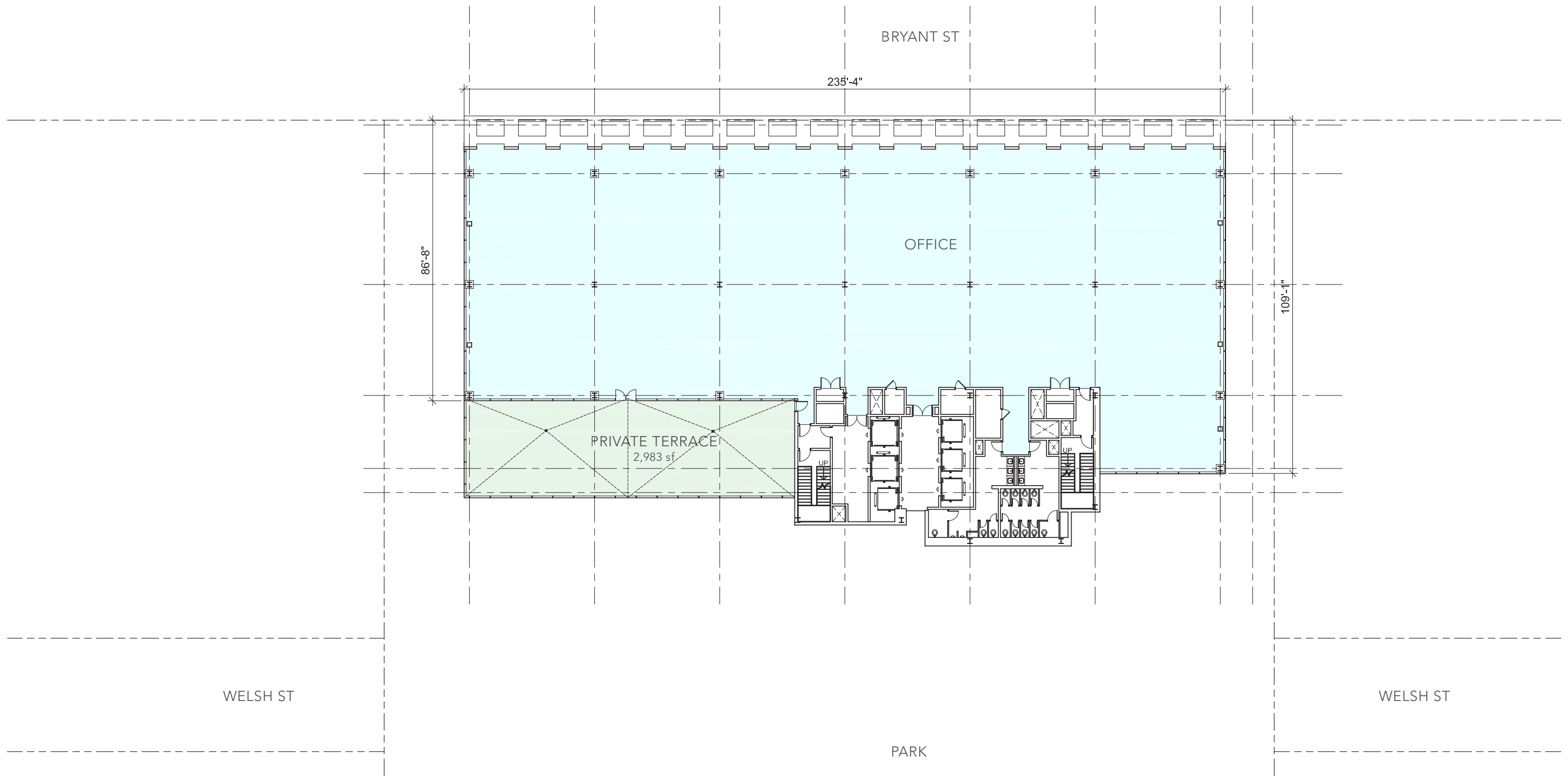




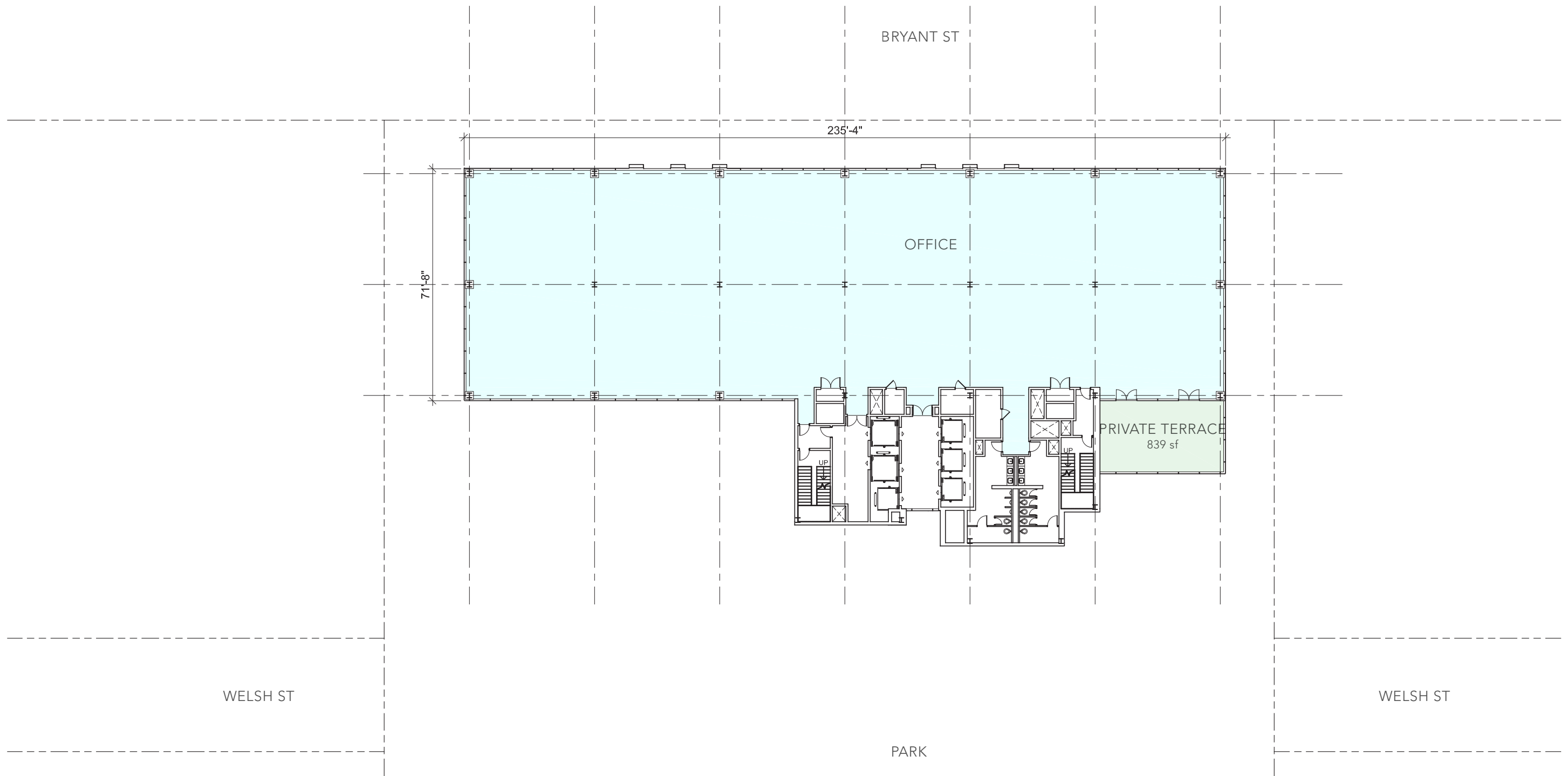
SCALE: 1/32" = 1'



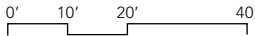


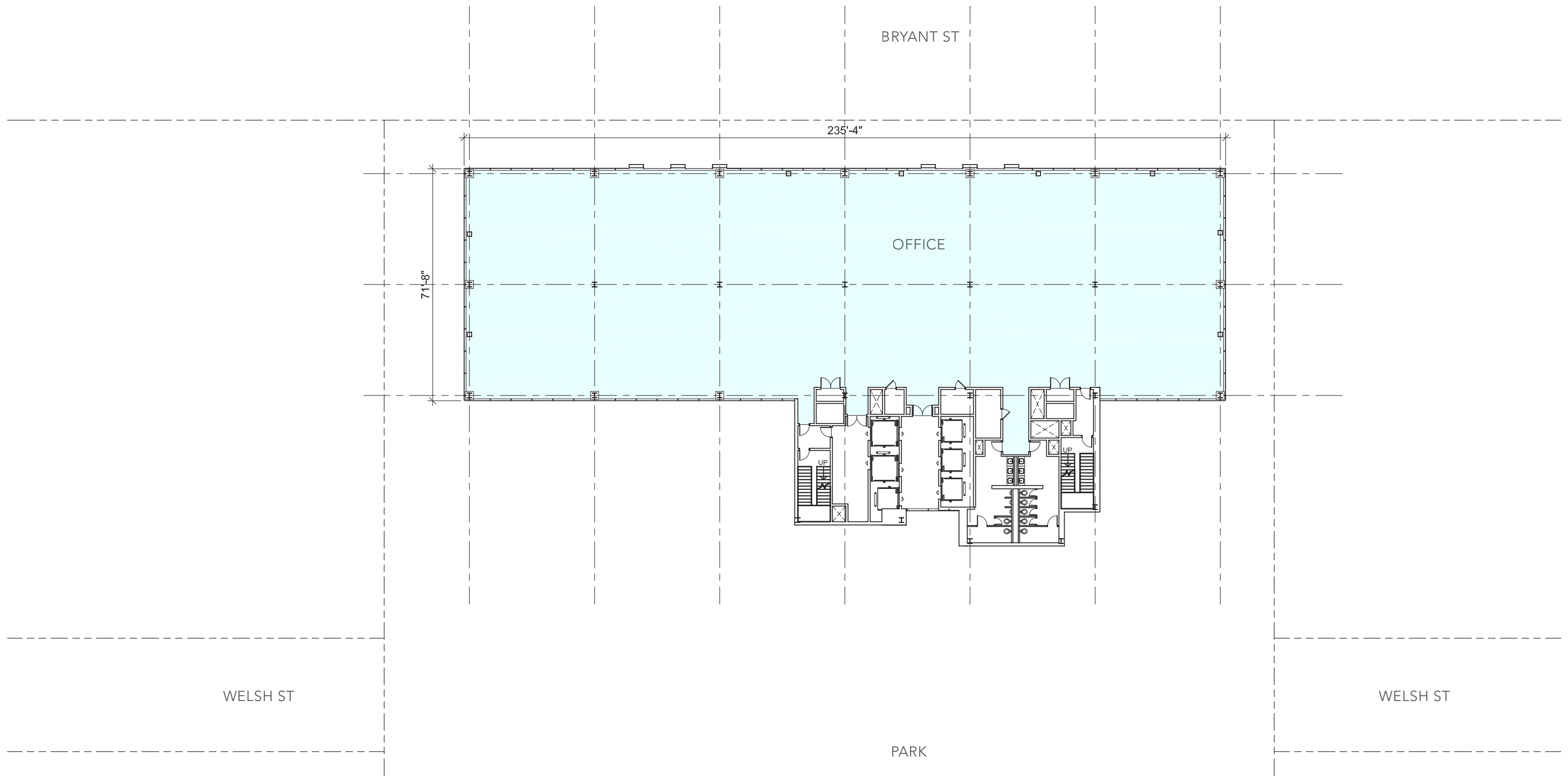




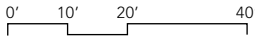


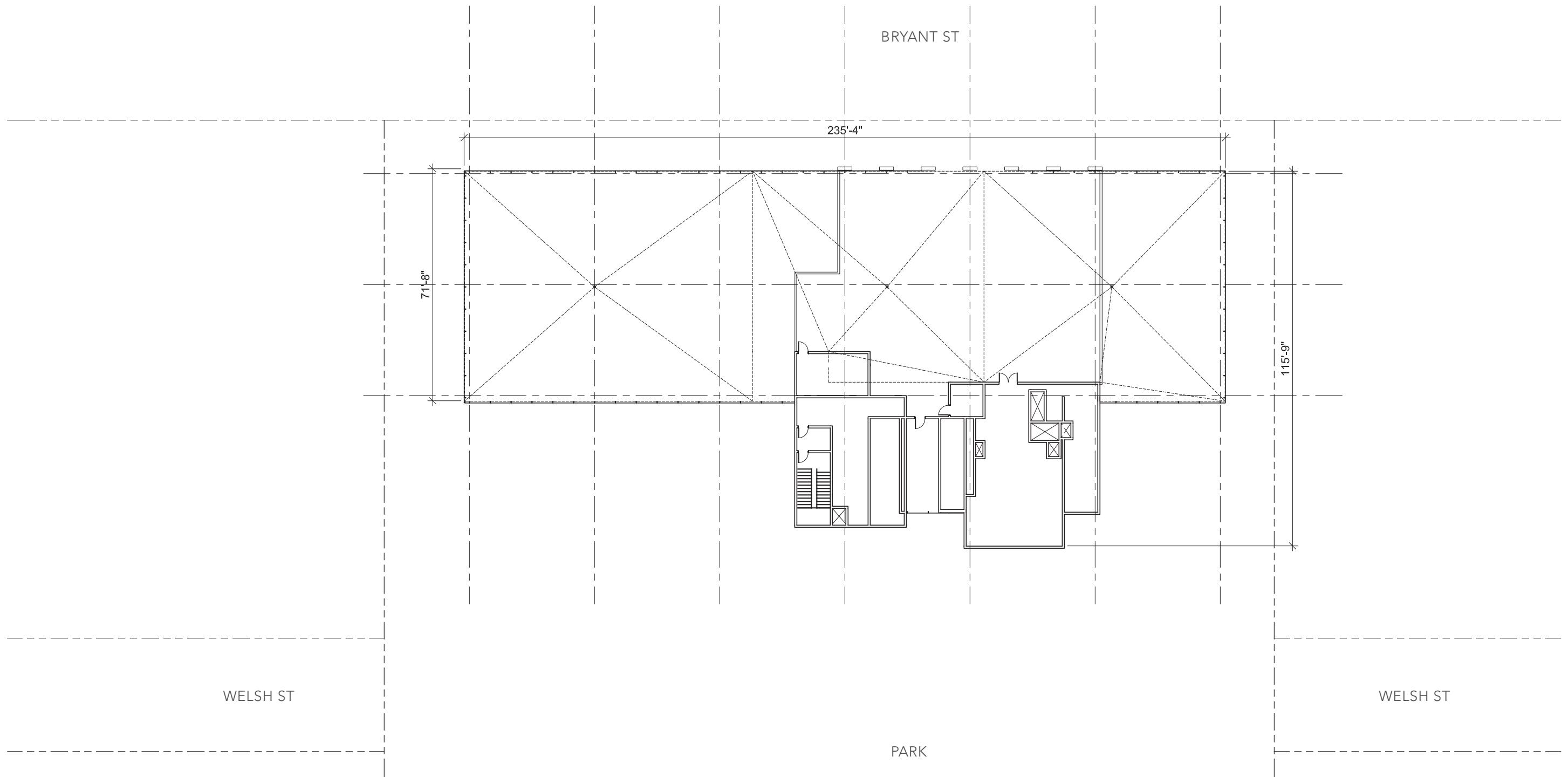
SCALE: 1/32" = 1'



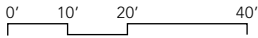


SCALE: 1/32" = 1'





SCALE: 1/32" = 1'

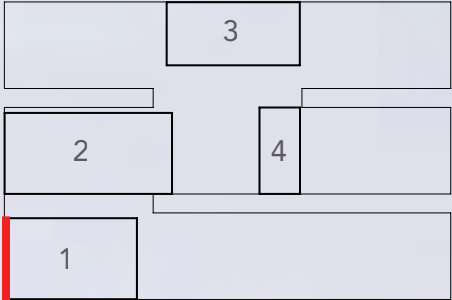




# BUILDING 1 ELEVATIONS







PAINTED PERFORATED METAL MECH. SCREEN

TERRACOTTA FACADE  
(COLOR SUBJECT TO CHANGE)

FRAMELESS GLASS STOREFRONT SYSTEM

PAINTED METAL FRAMED WINDOWS

FRAMELESS GLASS STOREFRONT SYSTEM

B1 ROOF MECH  
179'-6"  
CITY HEIGHT LIMIT  
160'-0"

B1 ROOF LEVEL  
159'-6" (COMPLIANT)

B1 LEVEL 7  
87'-0" (EXCEPTION TO  
132.4(d)(1)-(2))  
REQ. 15' SETBACK  
FROM PROPERTY LINE  
85'-0"

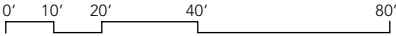
B1 LEVEL 3  
31'-0"

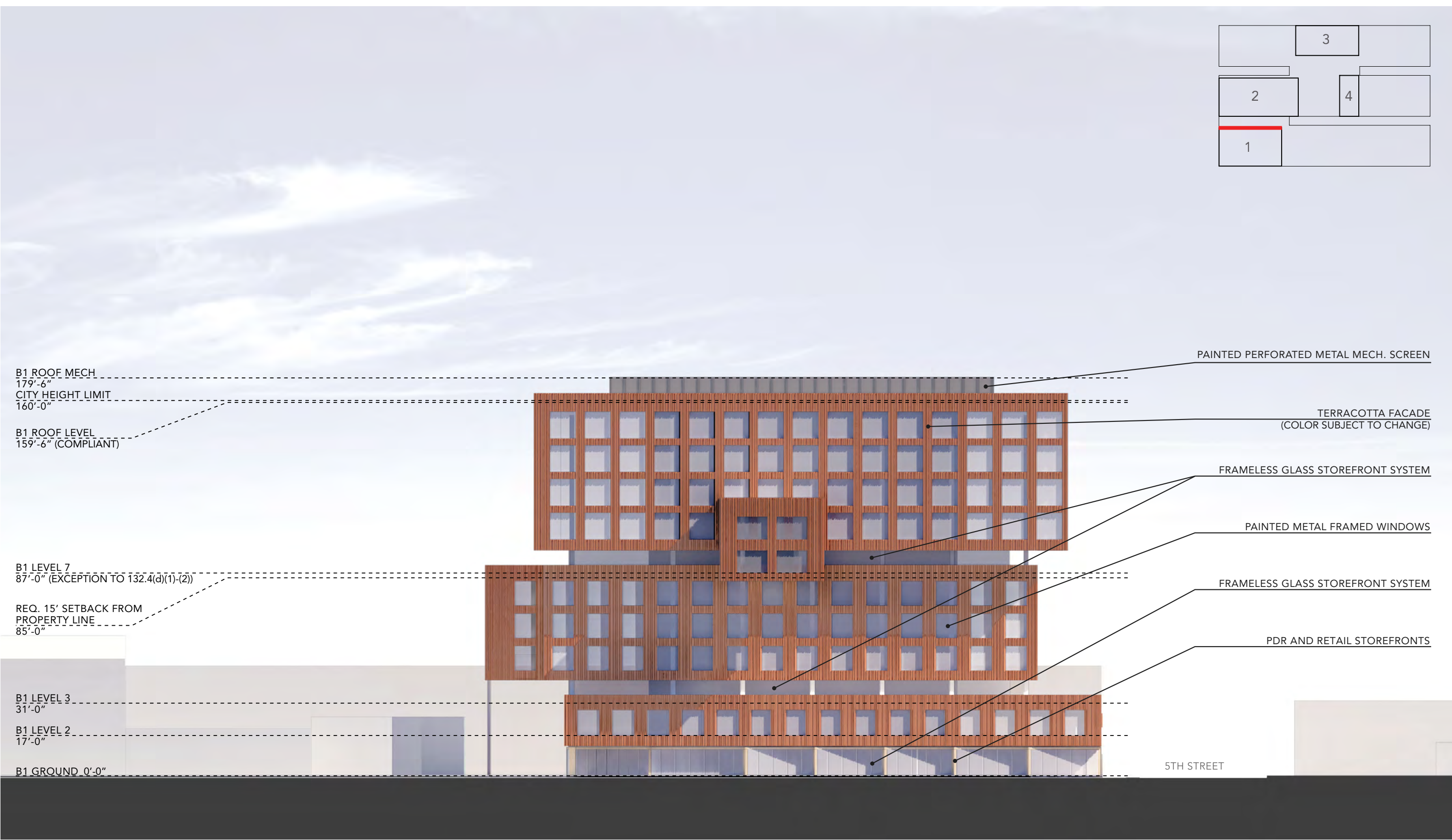
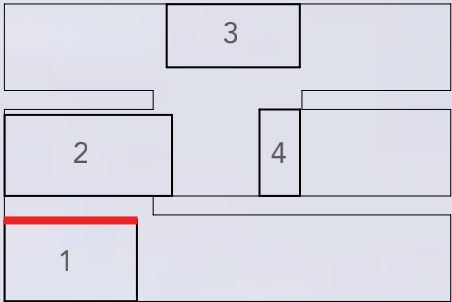
B1 LEVEL 2  
17'-0"

B1 GROUND 0'-0"

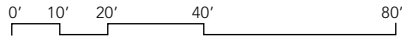
BRANNAN STREET

SCALE: 1" = 40'



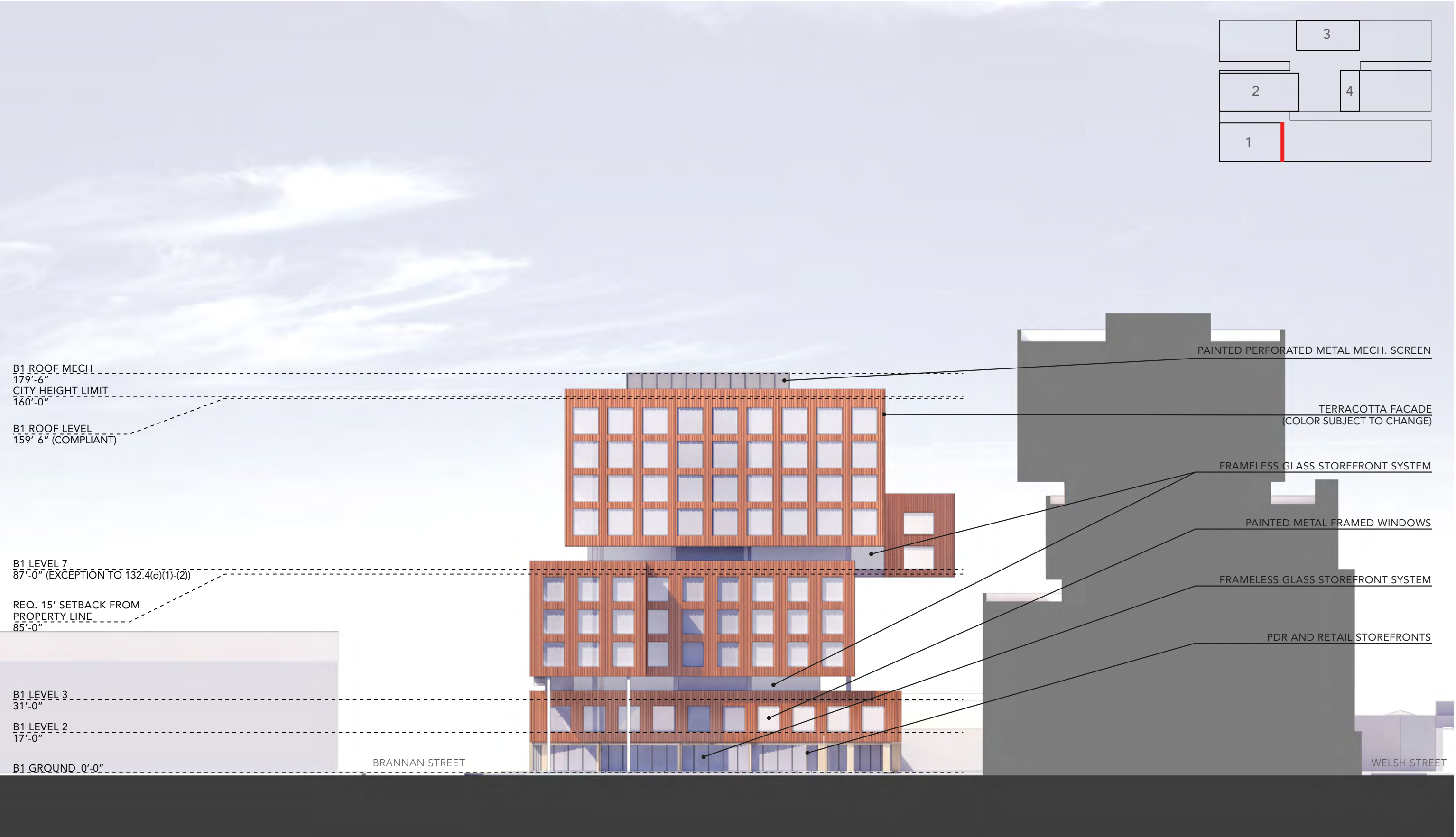


SCALE: 1" = 40'

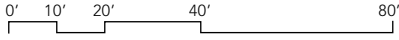


BUILDING 1 | NORTHWEST ELEVATION



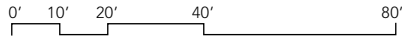
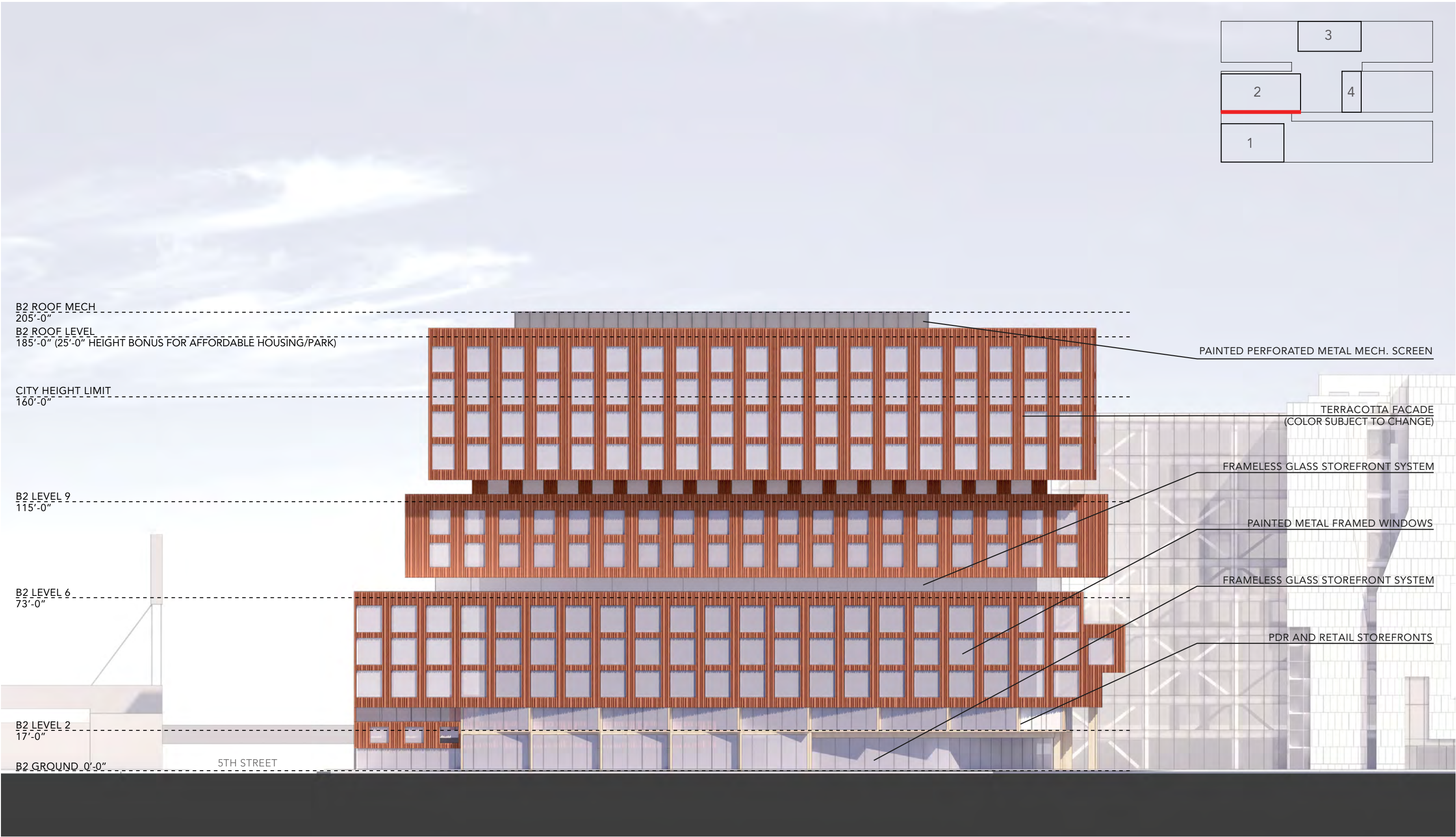
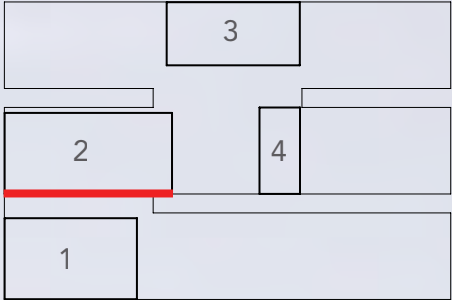


SCALE: 1" = 40'

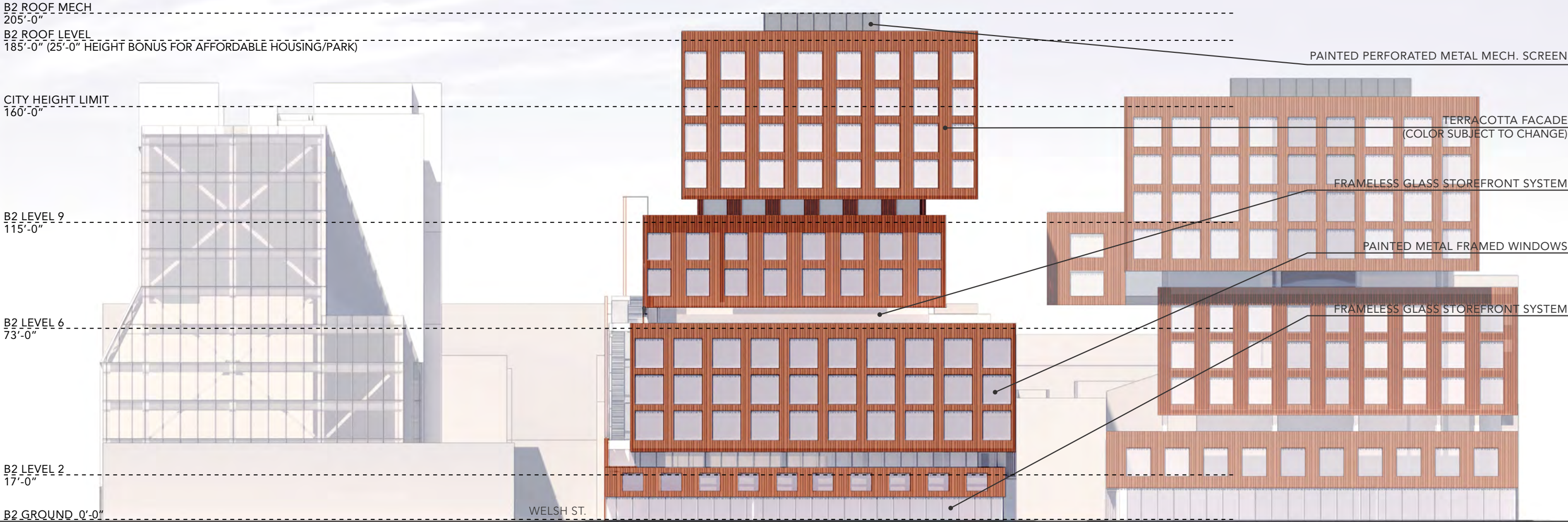
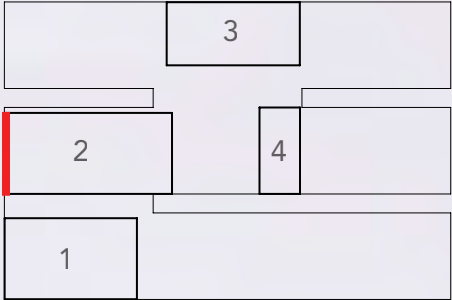


BUILDING 1 | NORTHEAST ELEVATION

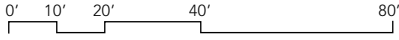
# BUILDING 2 ELEVATIONS



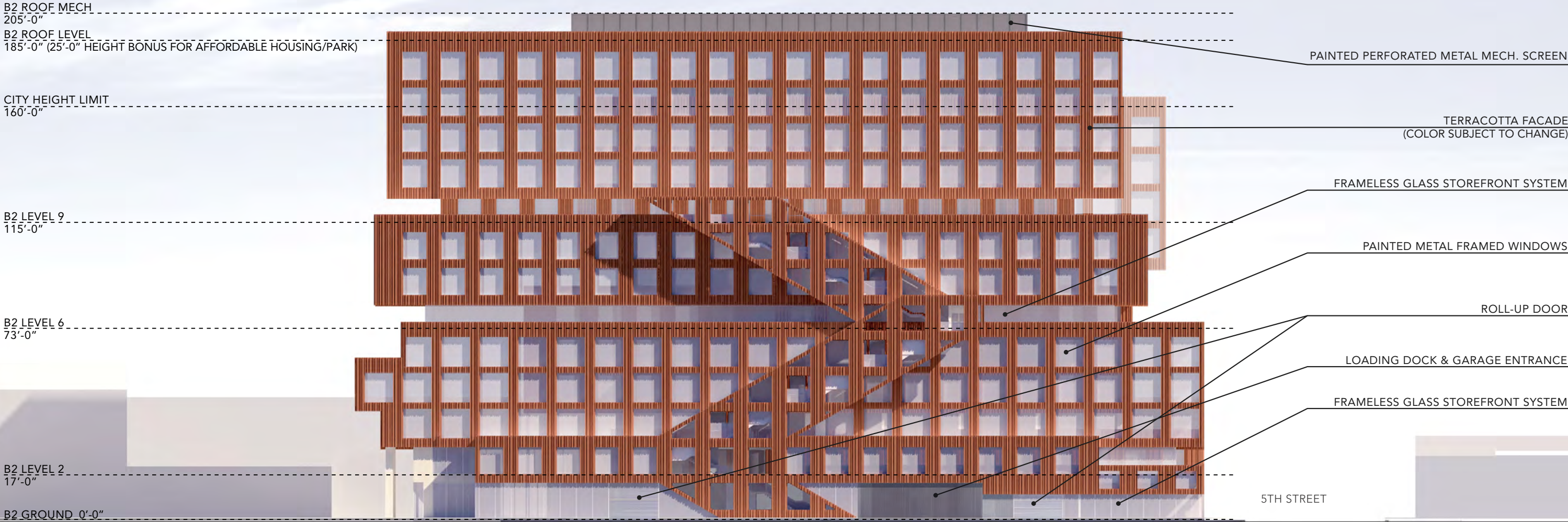
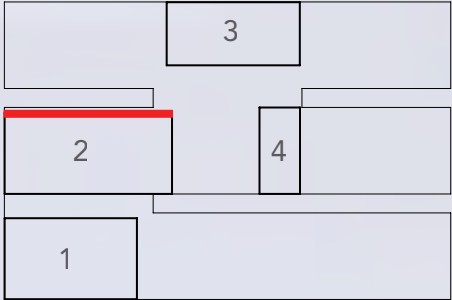




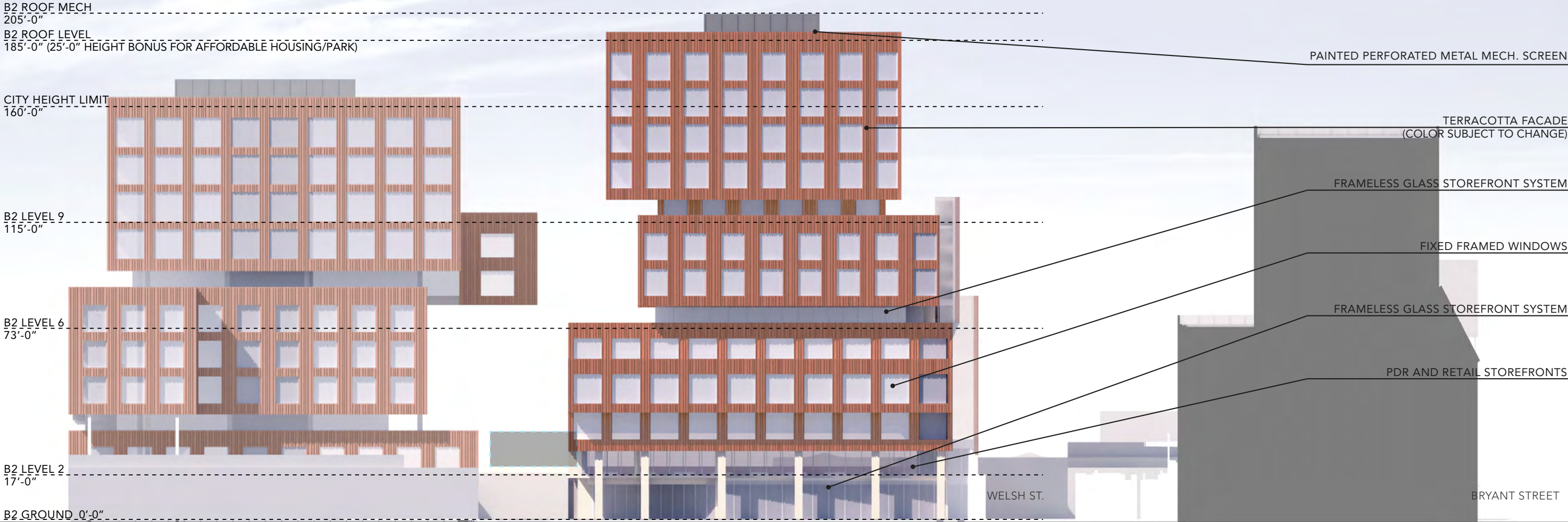
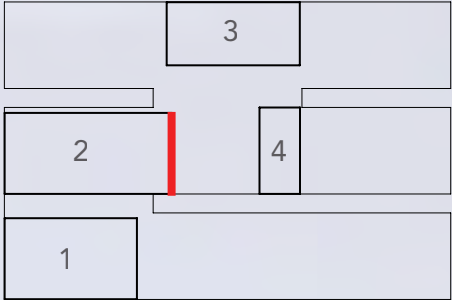
SCALE: 1" = 40'











SCALE: 1" = 40'





COLOR A  
ORANGE



COLOR B  
PASTEL RED



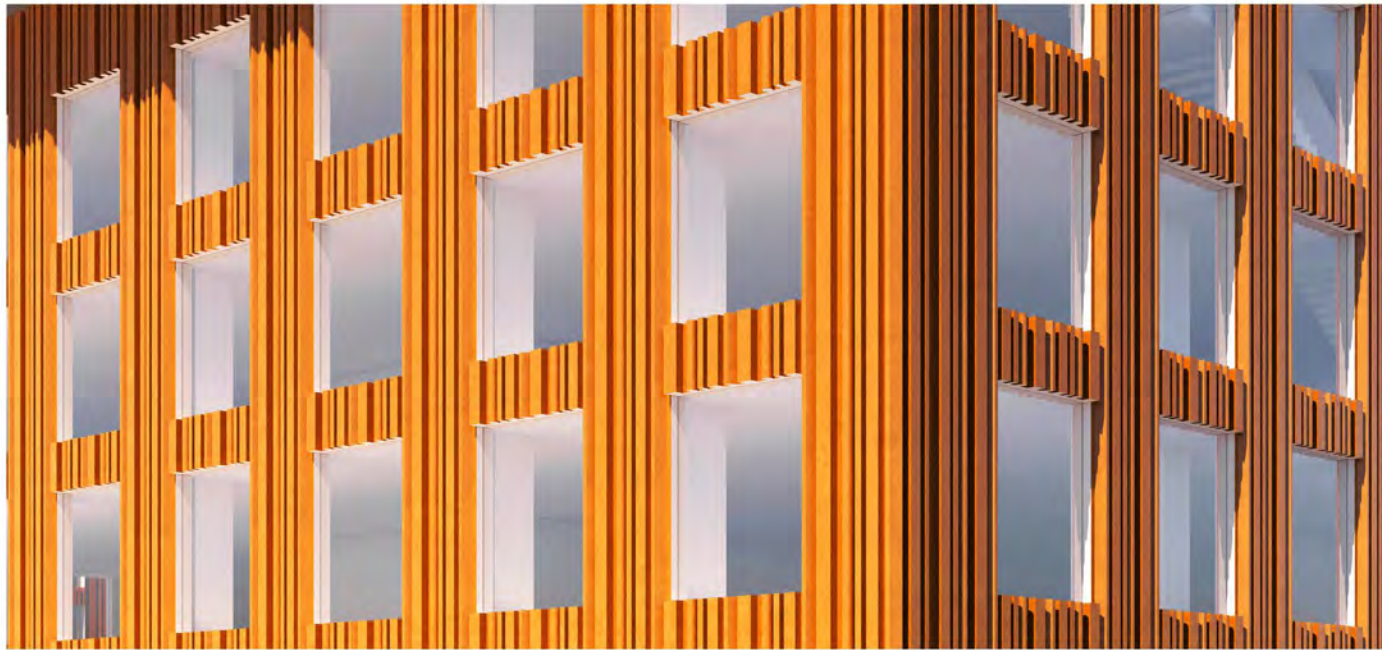
COLOR C  
SAND



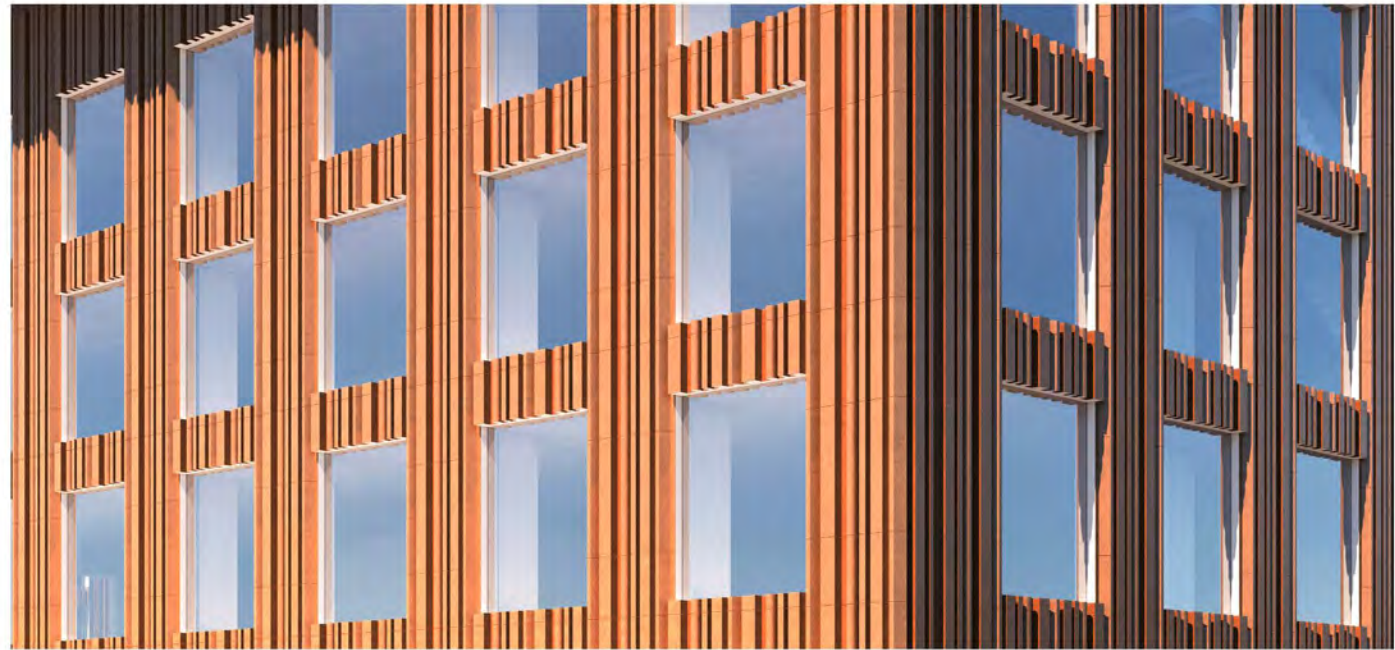
COLOR D  
IRON GRAY

(COLOR SUBJECT TO CHANGE)

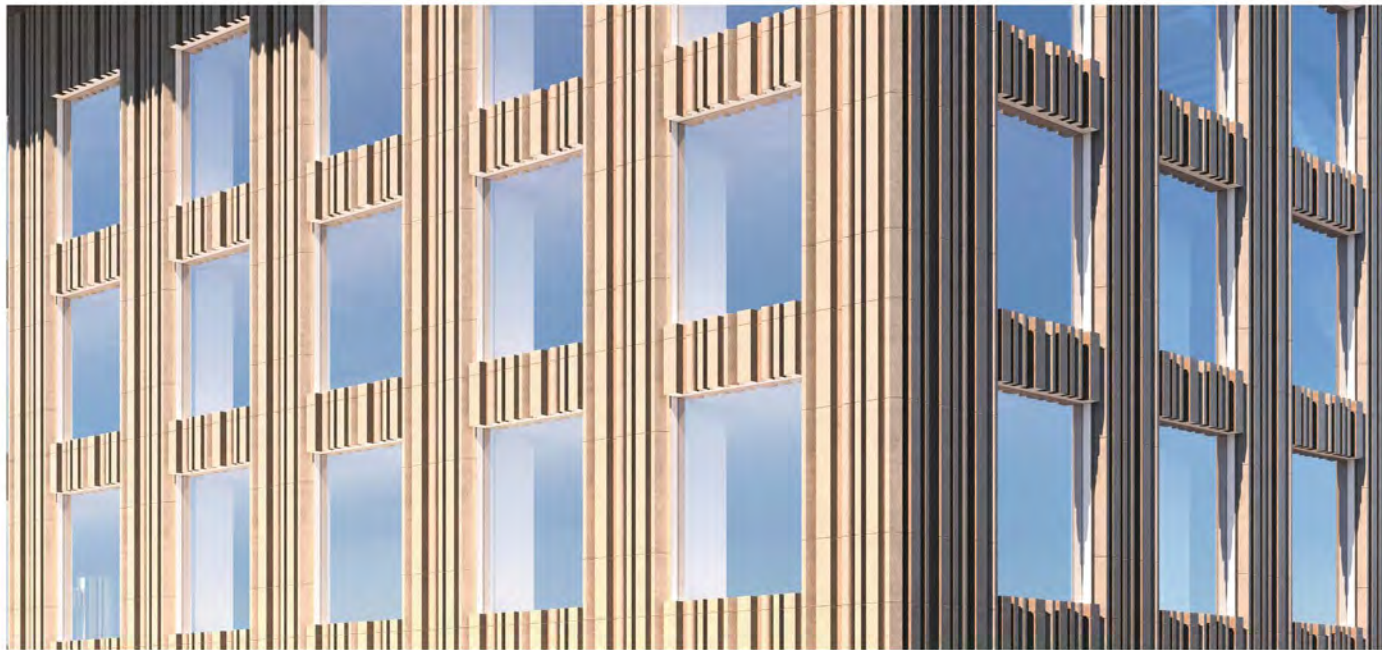




COLOR A - ORANGE



COLOR B - PASTEL RED



COLOR C - SAND

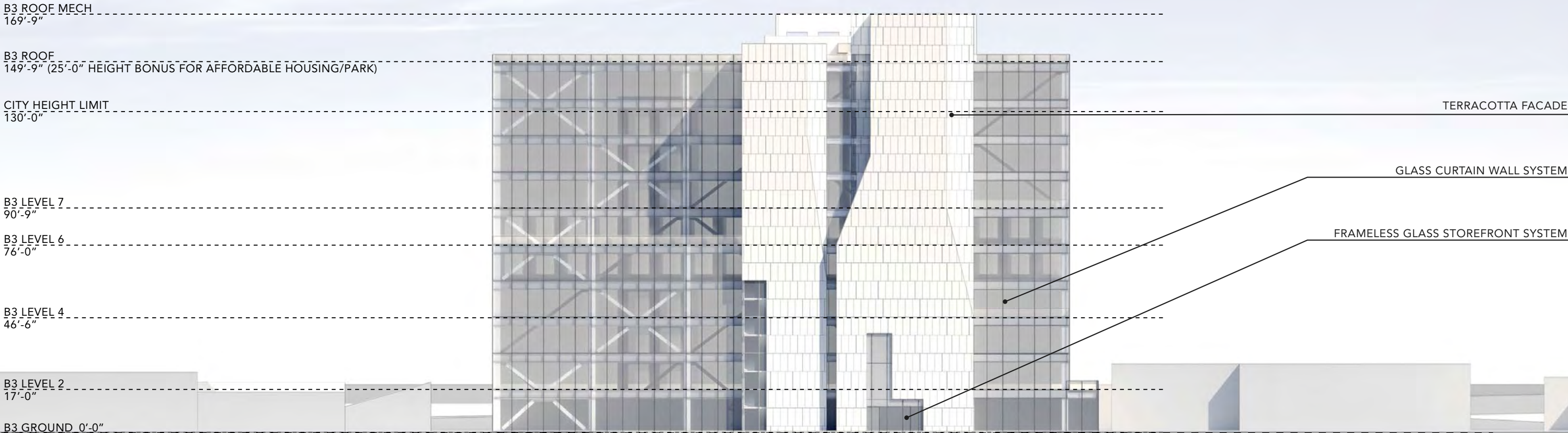
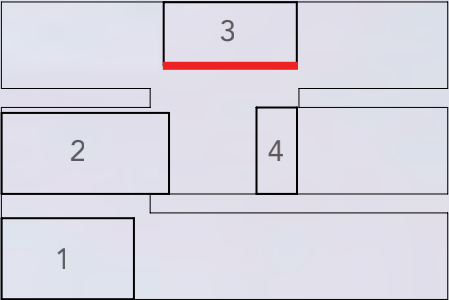


COLOR D - IRON GRAY

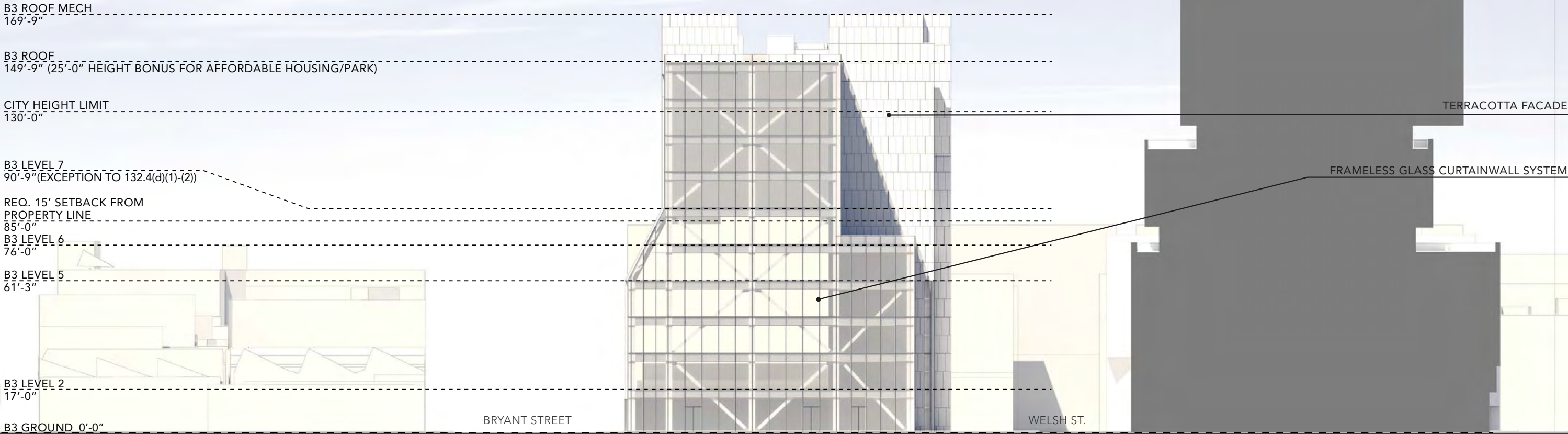
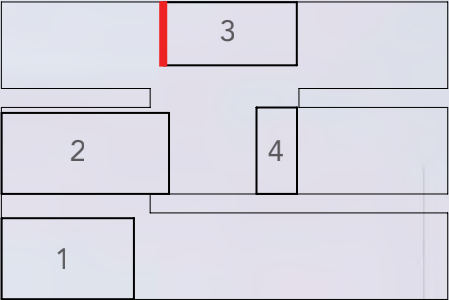
(COLOR SUBJECT TO CHANGE)

# BUILDING 3 ELEVATIONS



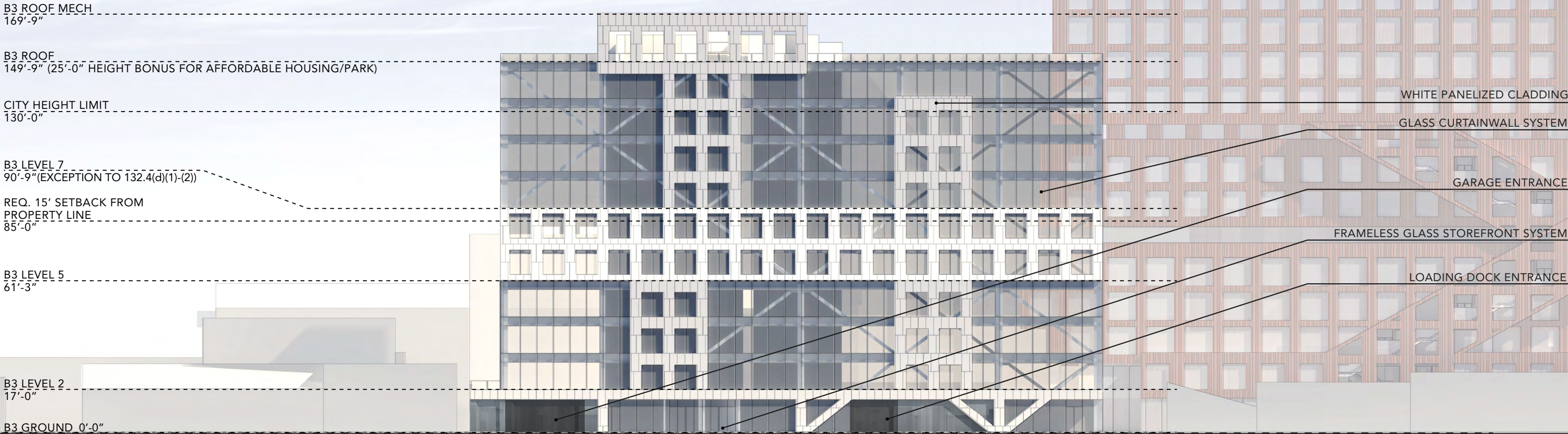
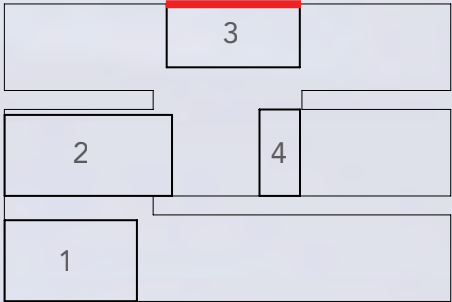


SCALE: 1" = 40'



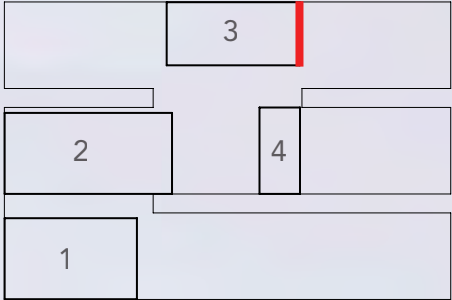
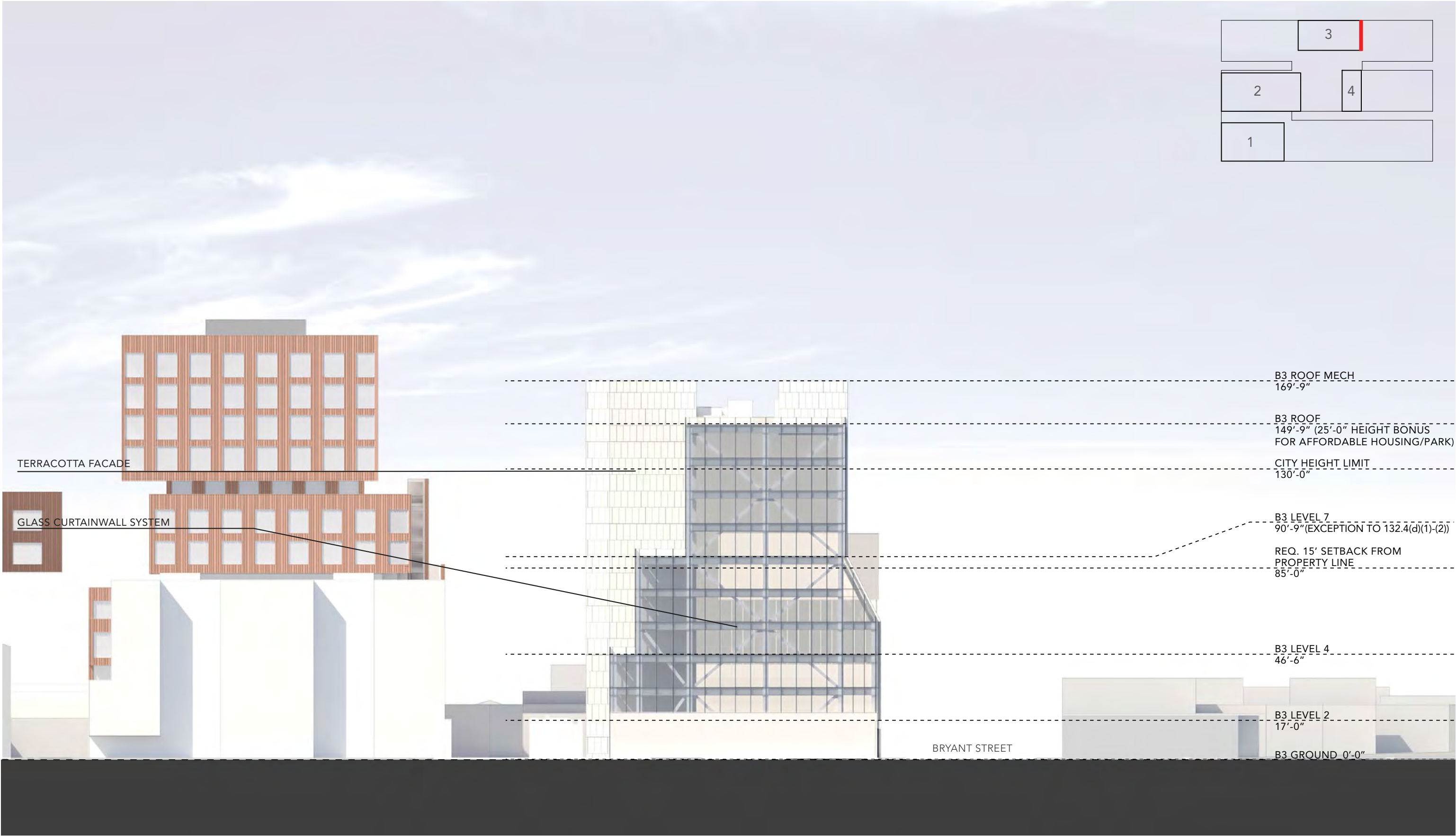
SCALE: 1" = 40'



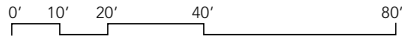


SCALE: 1" = 40'



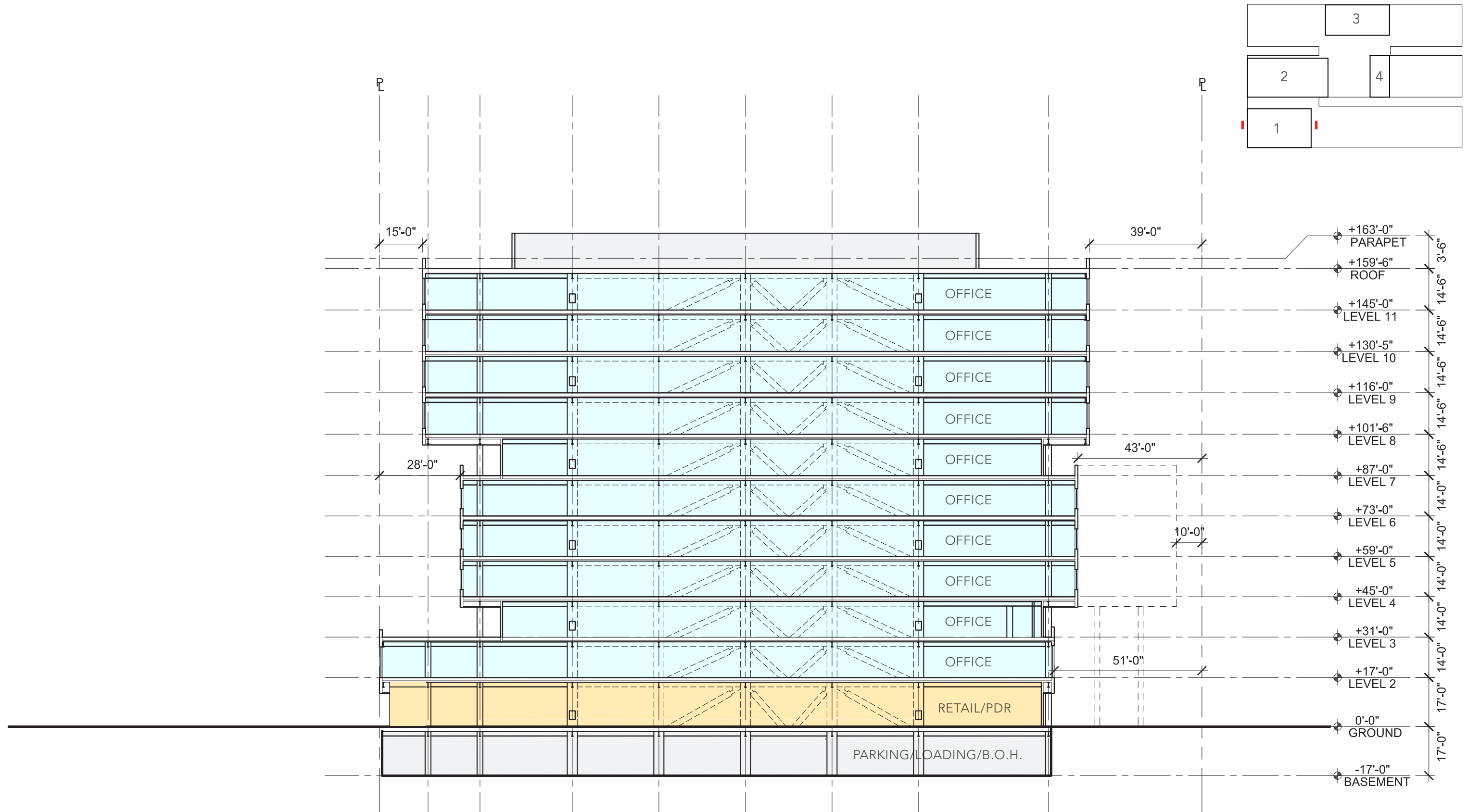


SCALE: 1" = 40'

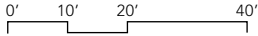


BUILDING 3 | NORTHEAST ELEVATION

# BUILDING SECTIONS



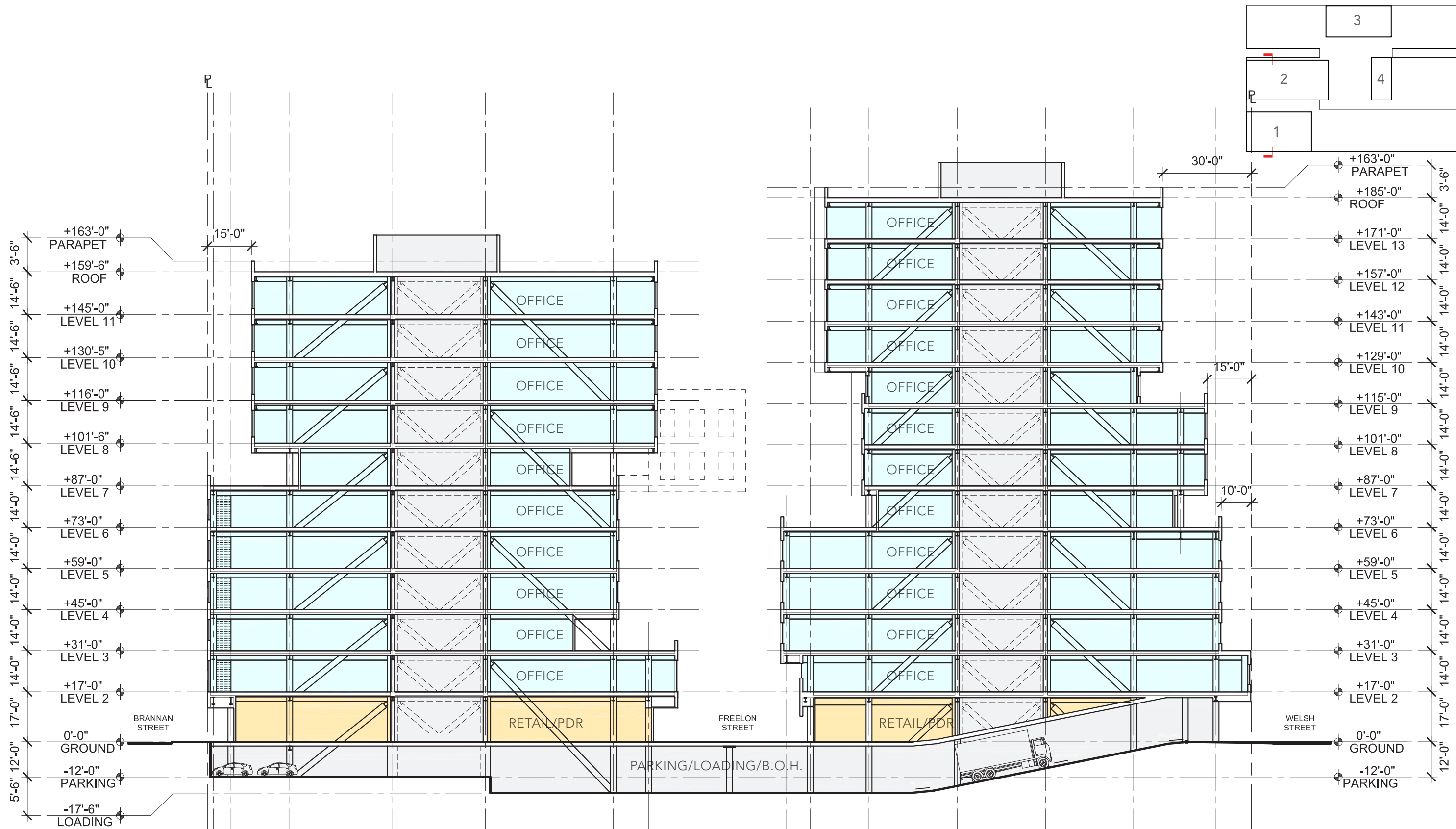
SCALE: 1/32" = 1'



BUILDING 1 LONGITUNIAL SECTION

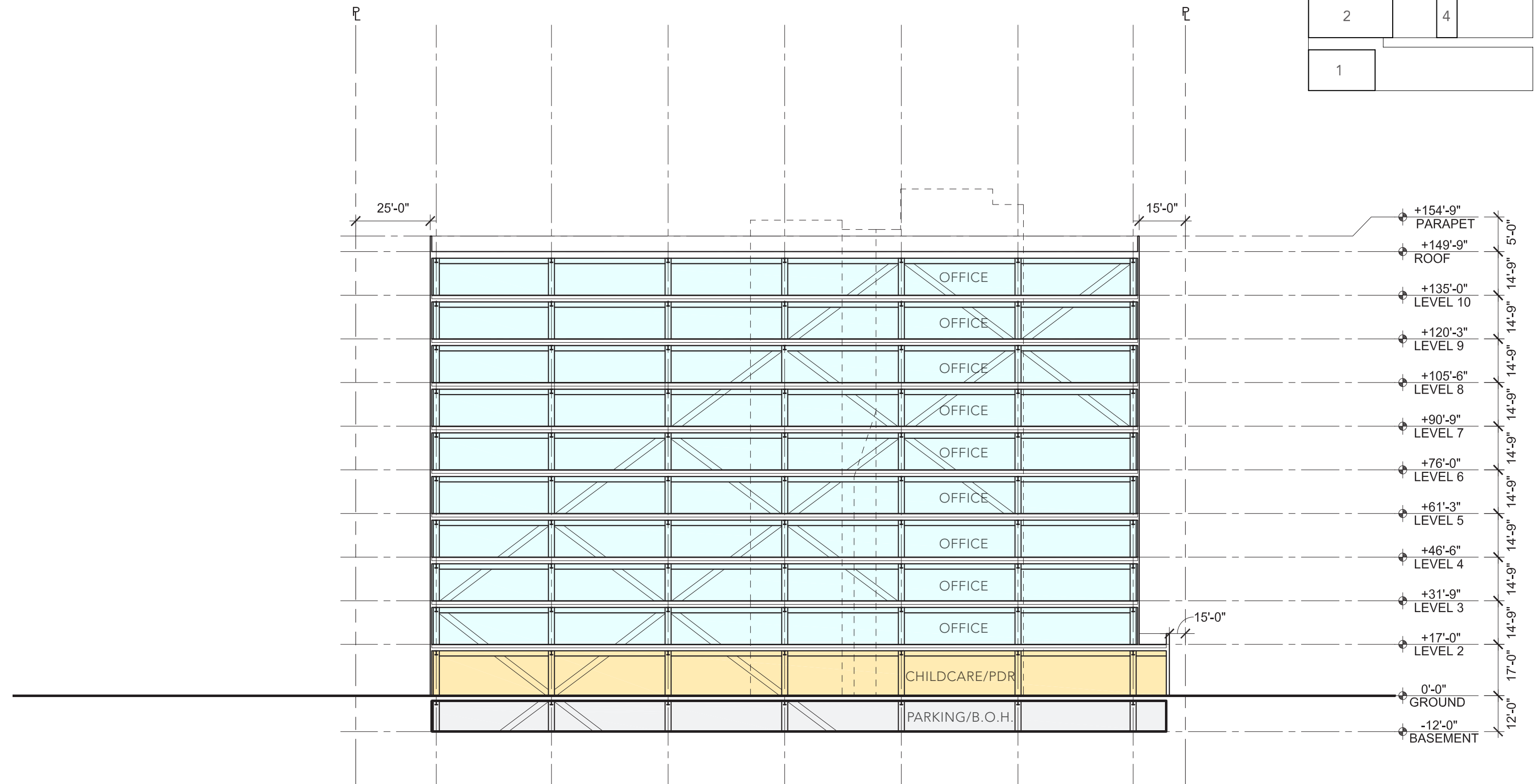
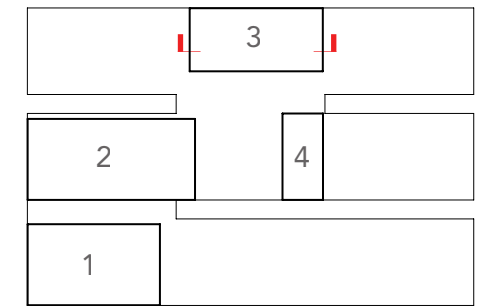






SCALE: 1/32" = 1'

BUILDINGS 1 & 2 TRANSVERSE SECTION

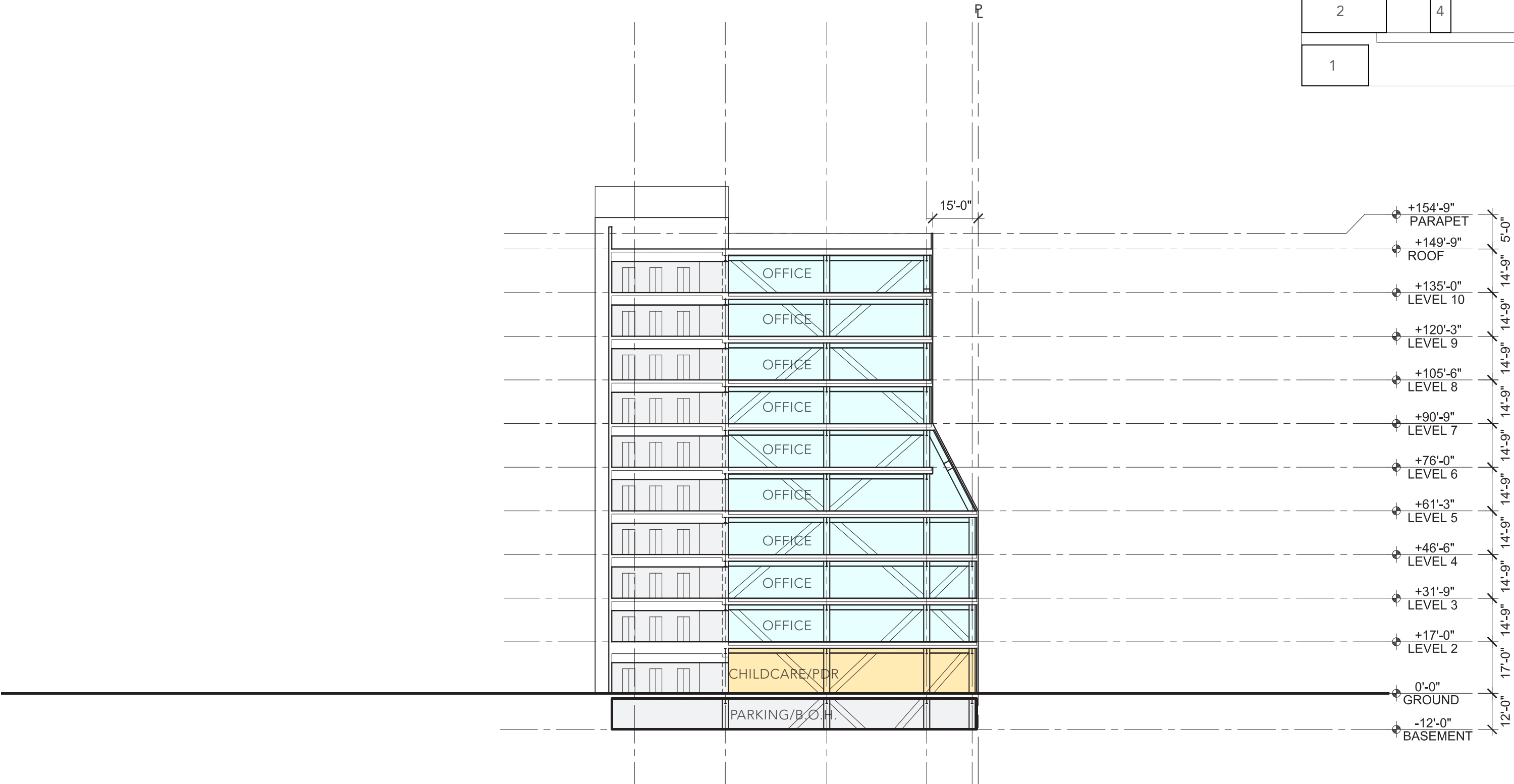
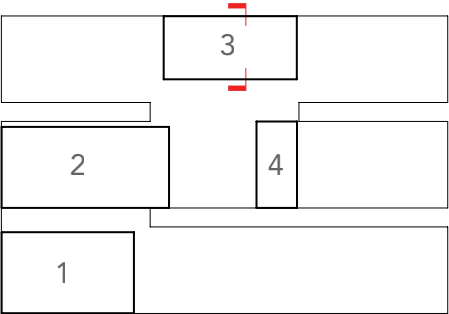


SCALE: 1/32" = 1'

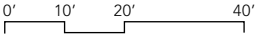
0' 10' 20' 40'

BUILDING 3 LONGITUNIAL SECTION





SCALE: 1/32" = 1'

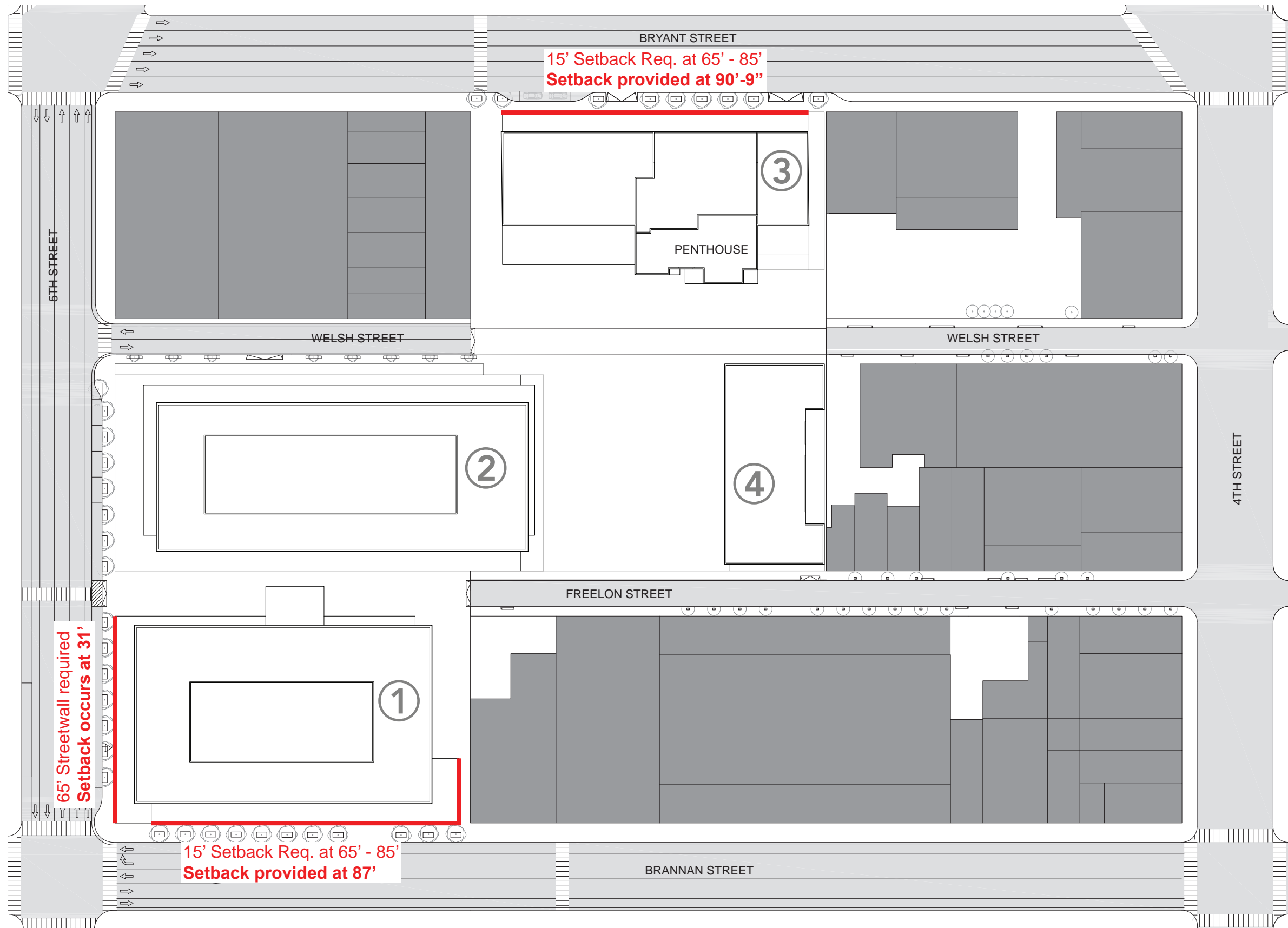


BUILDING 3 TRANSVERSE SECTION

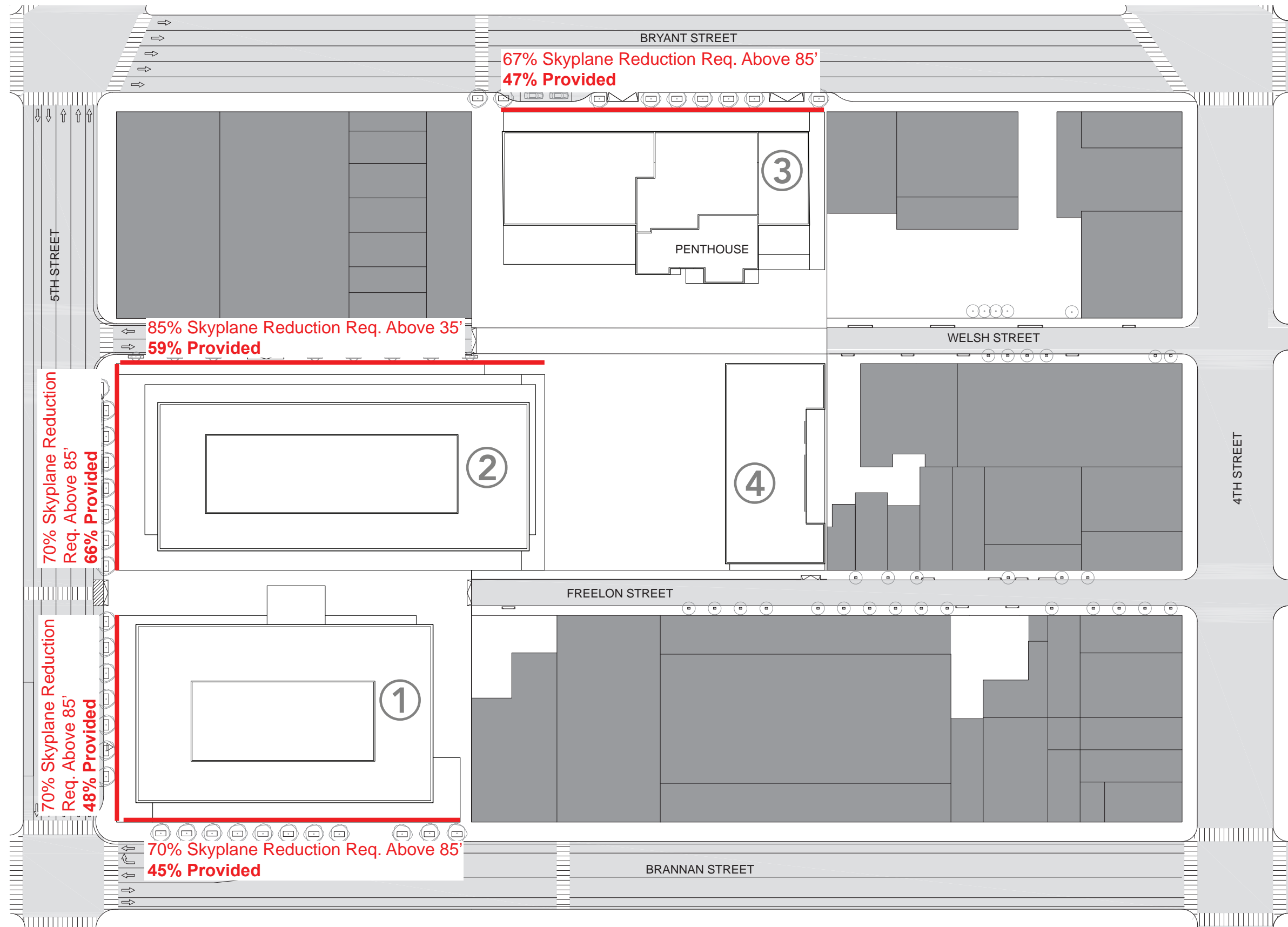
# CODE COMPLIANCE AND EXCEPTIONS

In connection with the Large Project Authorization entitlement, the Project is seeking exception from the following Planning Code Sections:

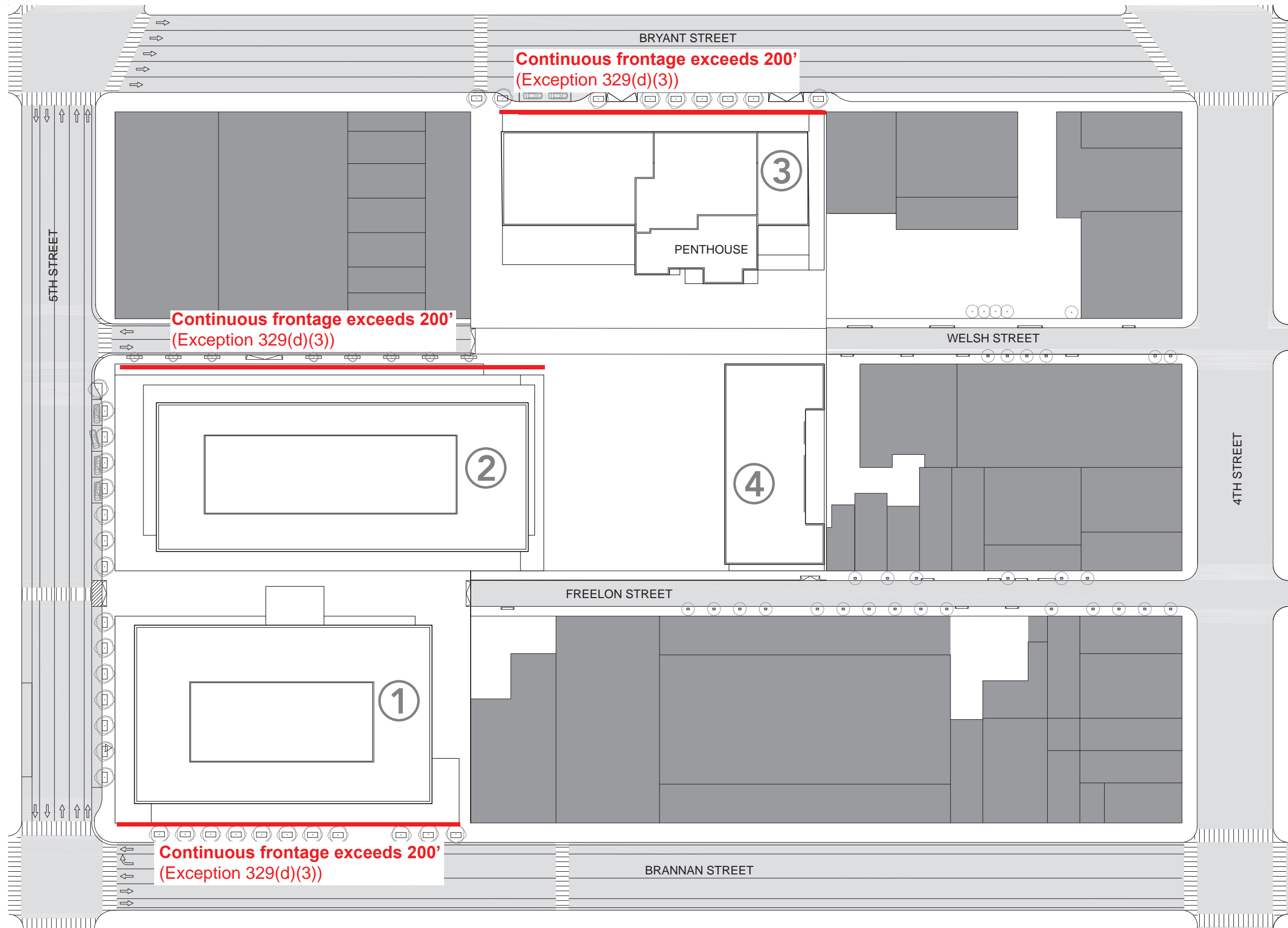
- Building Setbacks and Streetwall Articulation - 132.4
- Privately-Owned Public Open Space - 138
- Street Frontage Controls - 145.1
- Off-Street Loading - 152.1 & 154
- Curb Cut - 155(r)
- Wind - 249.78
- Bulk Controls - 261.1 and 270(h)
- Horizontal Mass Reductions - 270.1

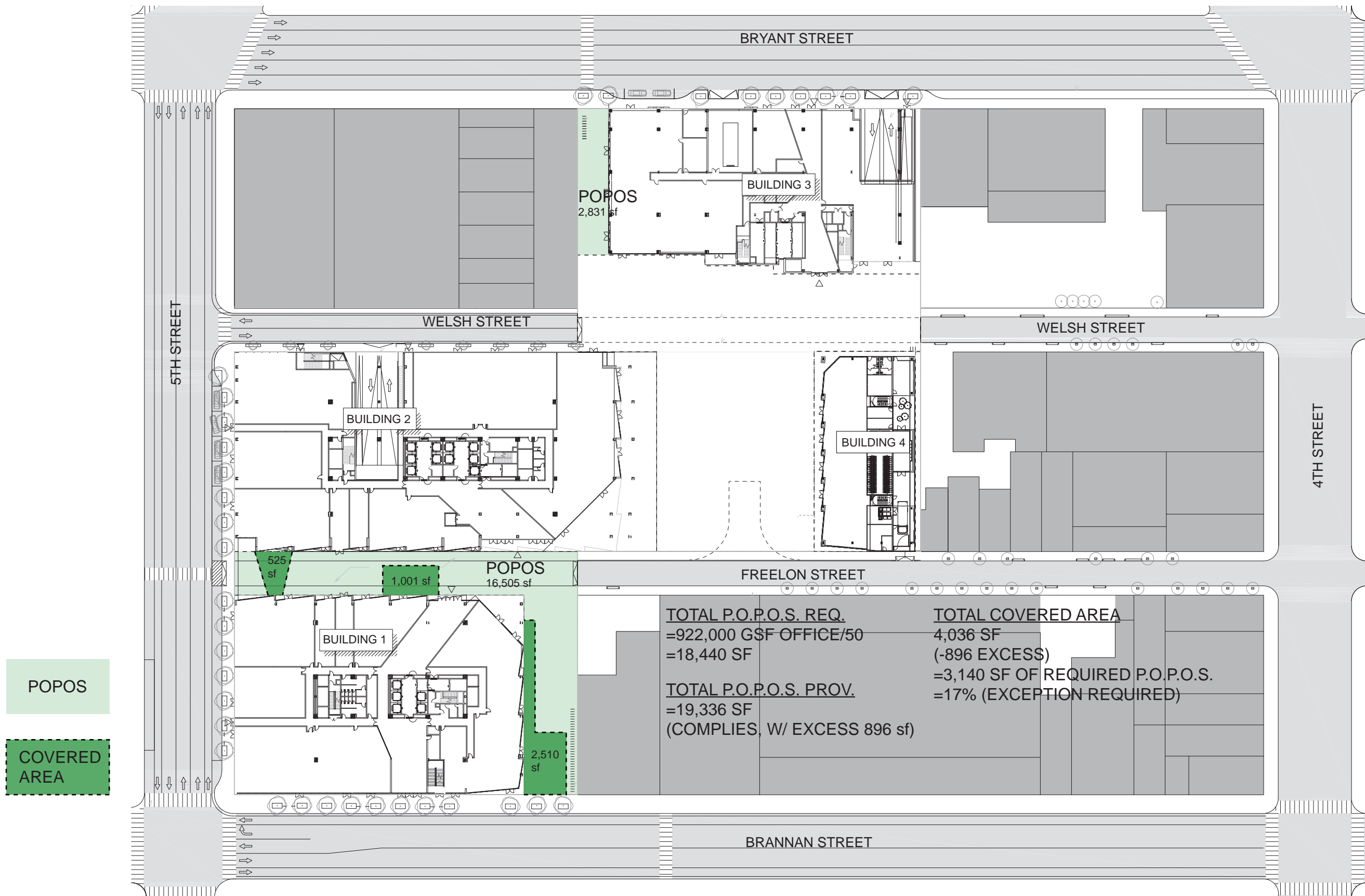




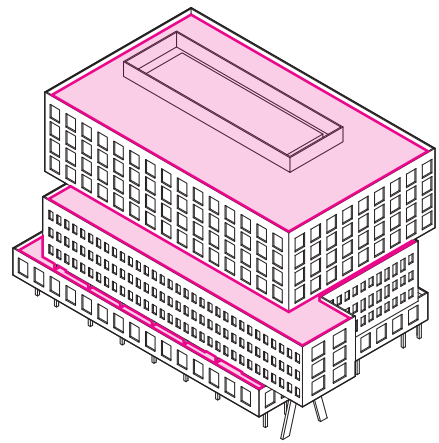


Exception from Section 261.1(d)(4) setbacks along  
 Building 1, 2 & 3 facades facing new mid-block alleys



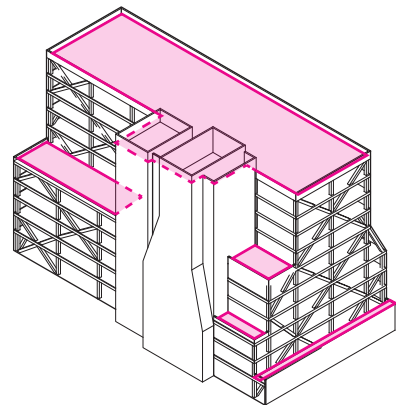




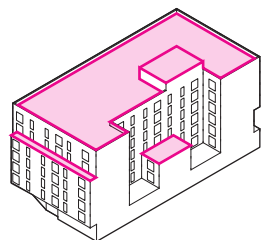


Total Building 1 Roof Area = 41,160sf  
(per SFPC section 149. a)  
Living Roof Requirement = 20,580sf  
(=50% of roof area)

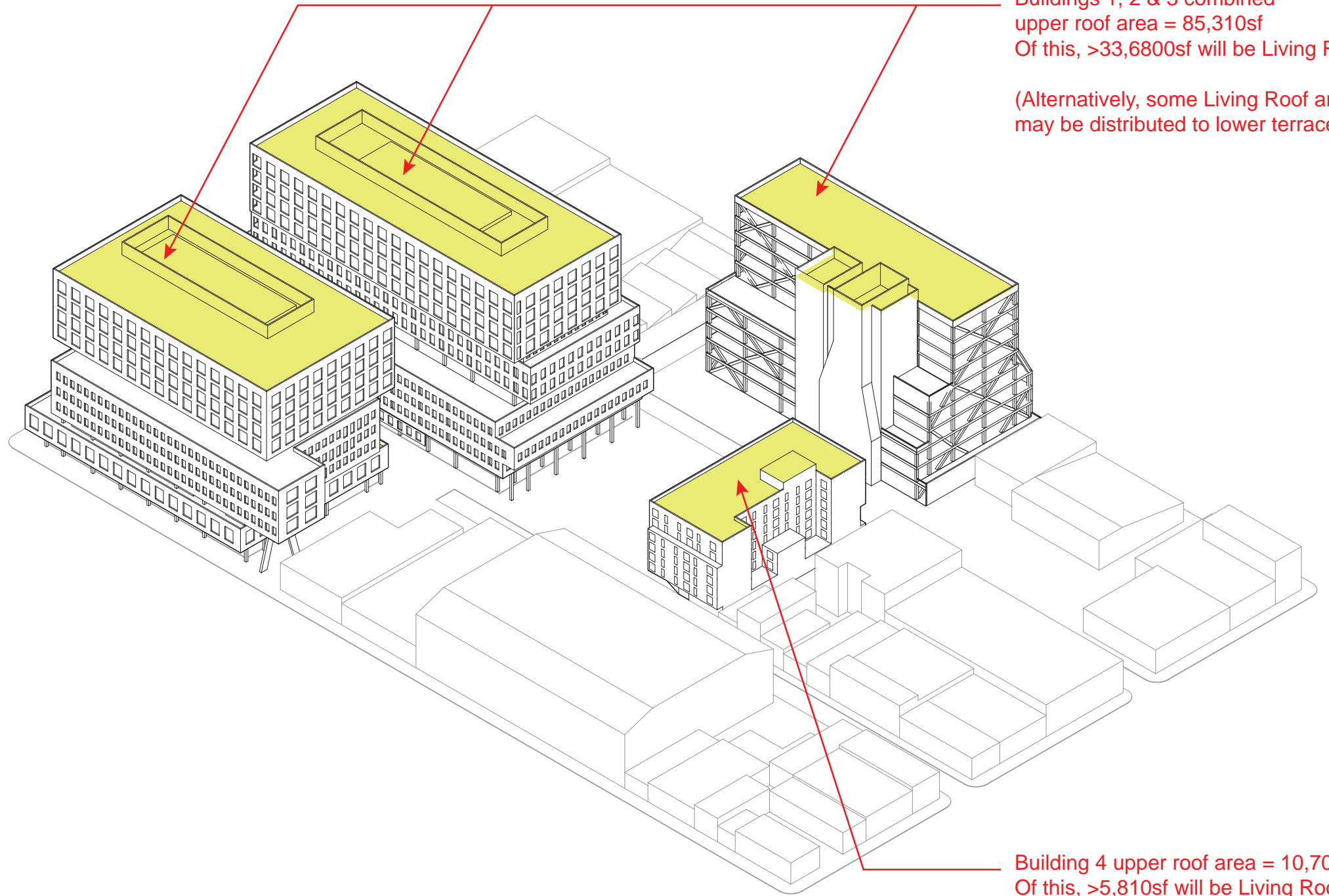
Building 2 is exempt from Living Roof requirement because it is greater than 160'



Total Building 3 Roof Area = 26,200sf  
Living Roof Requirement = 13,100sf



Total Building 4 Roof Area = 11,620sf  
Living Roof Requirement = 5,810sf

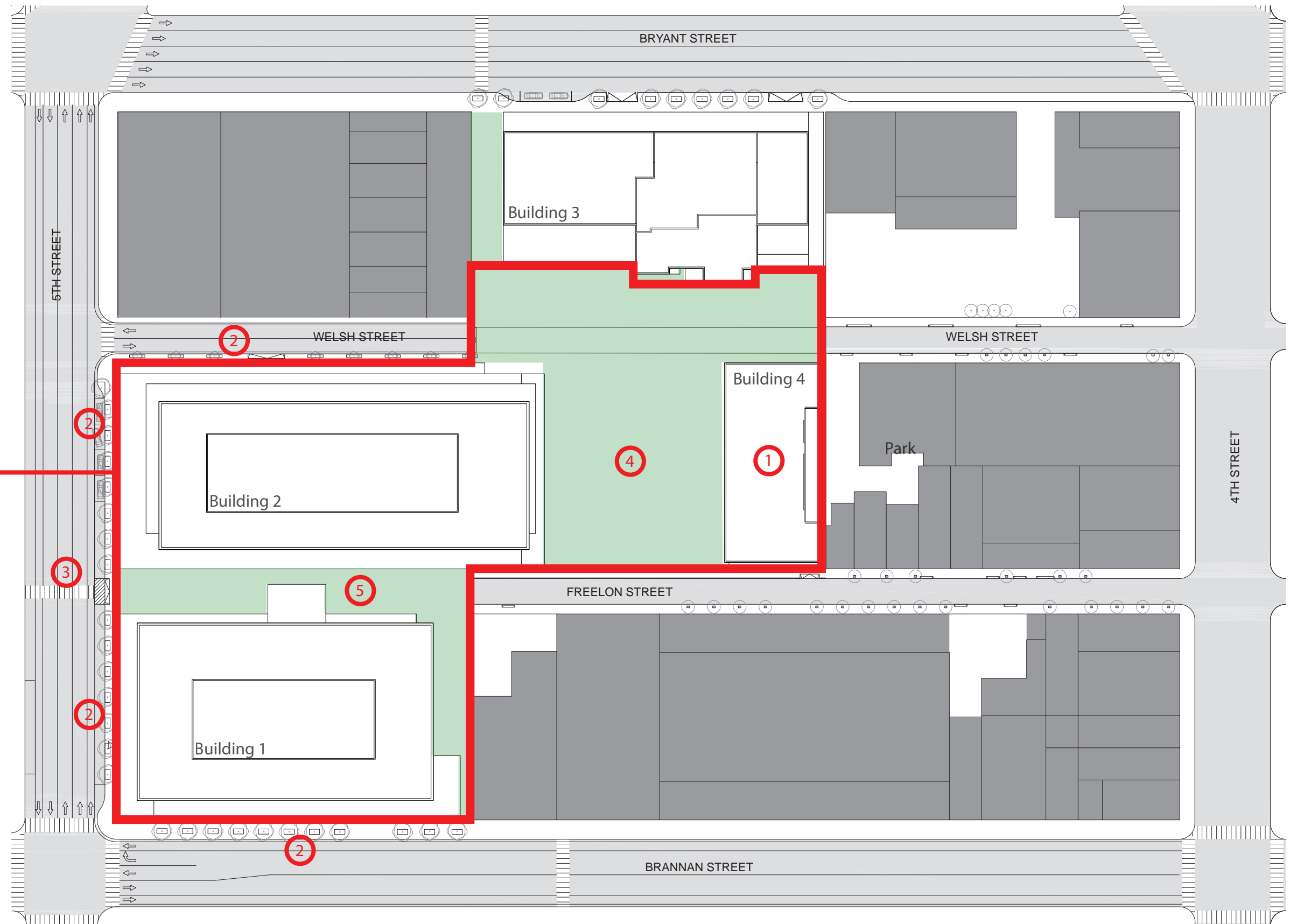


Building 2 is within 250 feet of Buildings 1 and 3. Therefore, Buildings 1 and 3 Living Roof areas can be located on Building 2 roofs. (per CGBC 5.201.1.2)

Buildings 1, 2 & 3 combined upper roof area = 85,310sf  
Of this, >33,680sf will be Living Roof.

(Alternatively, some Living Roof area may be distributed to lower terraces)

Building 4 upper roof area = 10,700sf  
Of this, >5,810sf will be Living Roof.



### PHASE 1 Prop M Allocation

Buildings 1 & 2

- ① Mayor's Office of Housing  
Land Dedication:  
13,000 SF site, entitled for up to  
85 units of affordable housing
- ② Sidewalk and alley improvements  
along 5th, Brannan and Welsh Streets
- ③ New signalized crosswalk  
across 5th St
- ④ 39,661 SF of land for a 1-acre  
public park deeded to the City
- ⑤ 16,505 SF of Publicly Owned  
Private Open Space (POPOS)

### Ground Level Program

- 37,527 SF PDR
- 11,890 SF Neighborhood-  
Serving Retail

## PHASE 2 Prop M Allocation

### Building 3

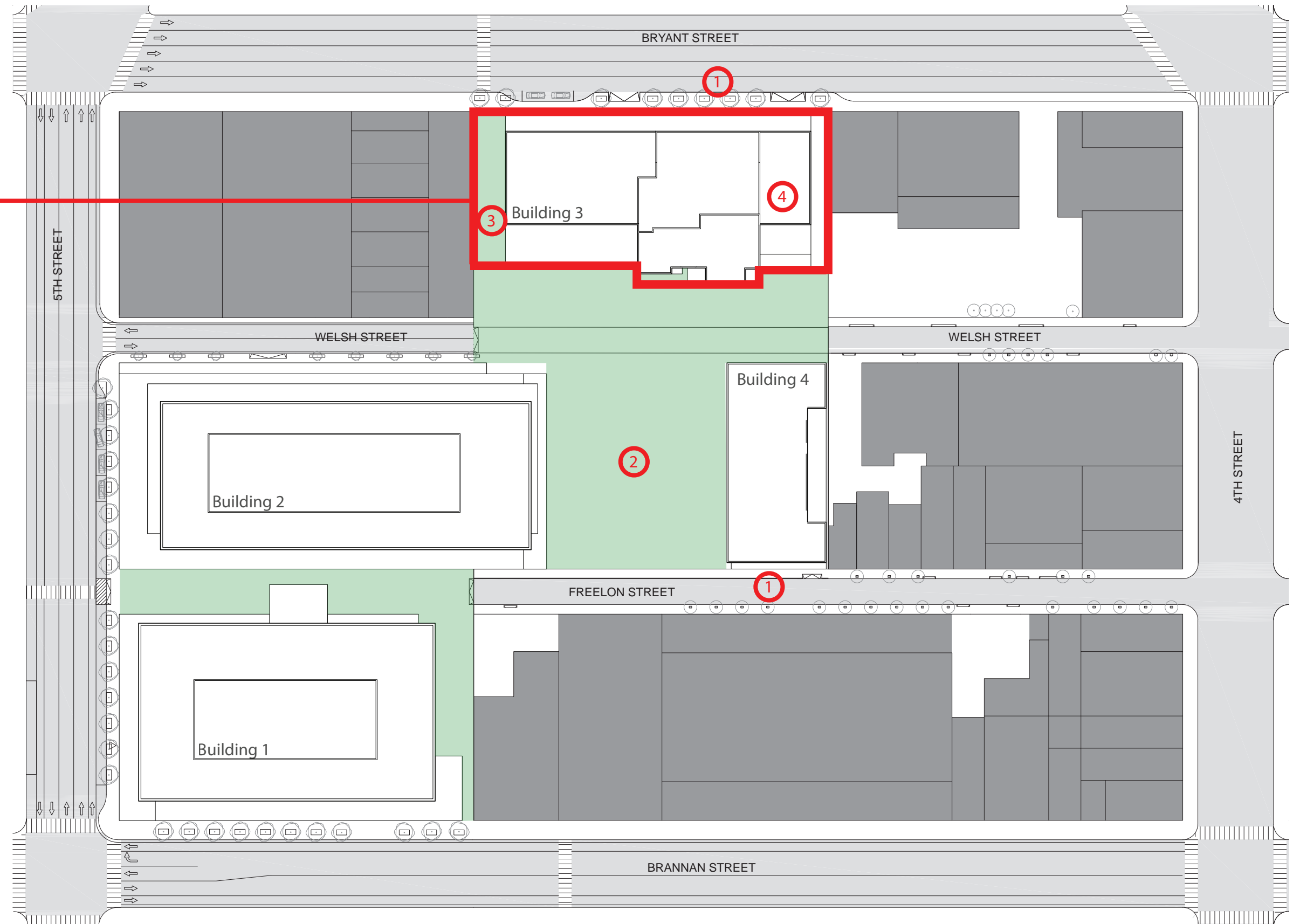
- ① Sidewalk and alley improvements along Bryant and Freelon Streets
- ② Development of the park, featuring a tot lot, all-age playground, dog-run, and a 10,000 SF "community living room"

Maintenance and active programming for the park, in perpetuity

- ③ 2,831 SF of Publicly Owned Private Open Space (POPOS)

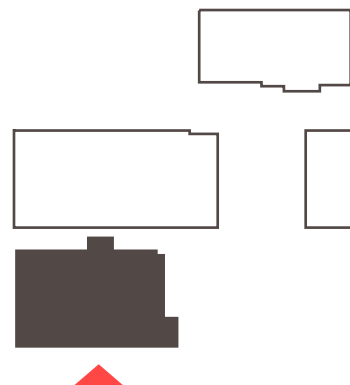
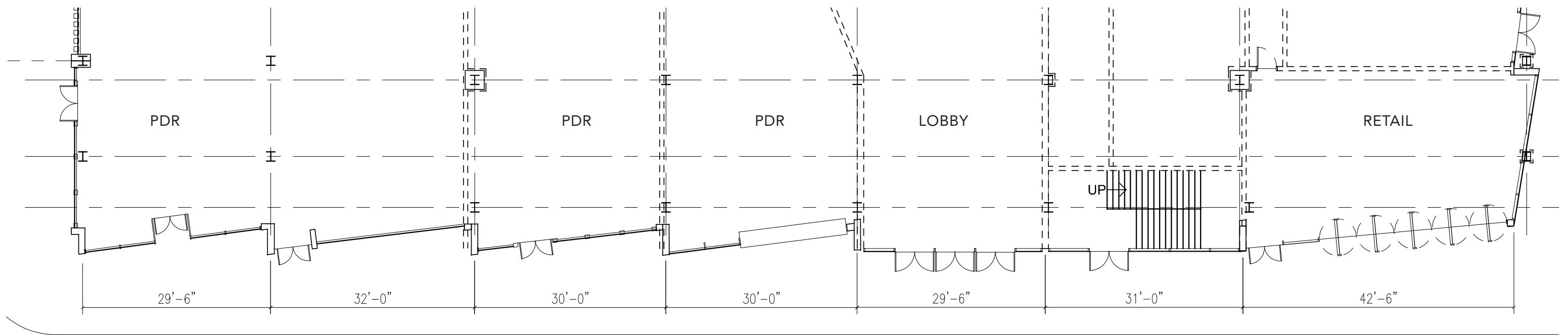
### Ground Level Program

- ④ • 11,054 SF PDR
- ④ • 5,546 SF Childcare Facility



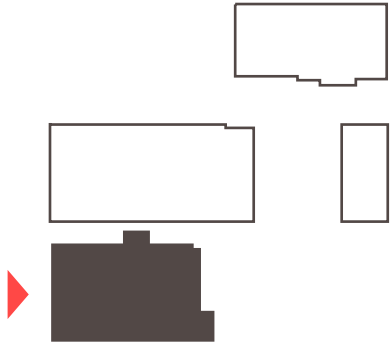
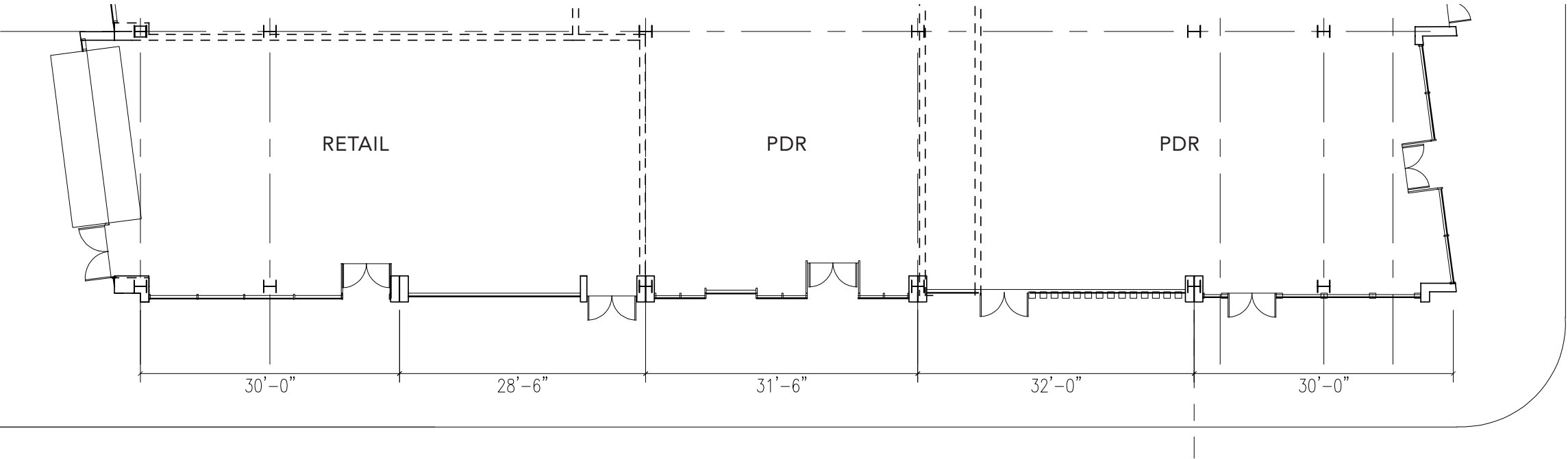


STOREFRONT DESIGN



ELEVATION 1 | BRANNAN STREET - BUILDING 1

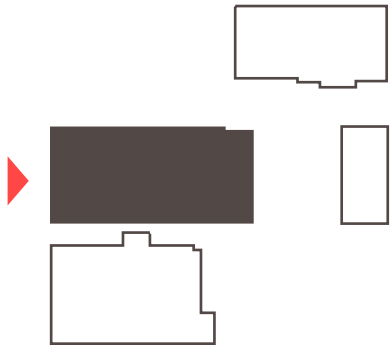
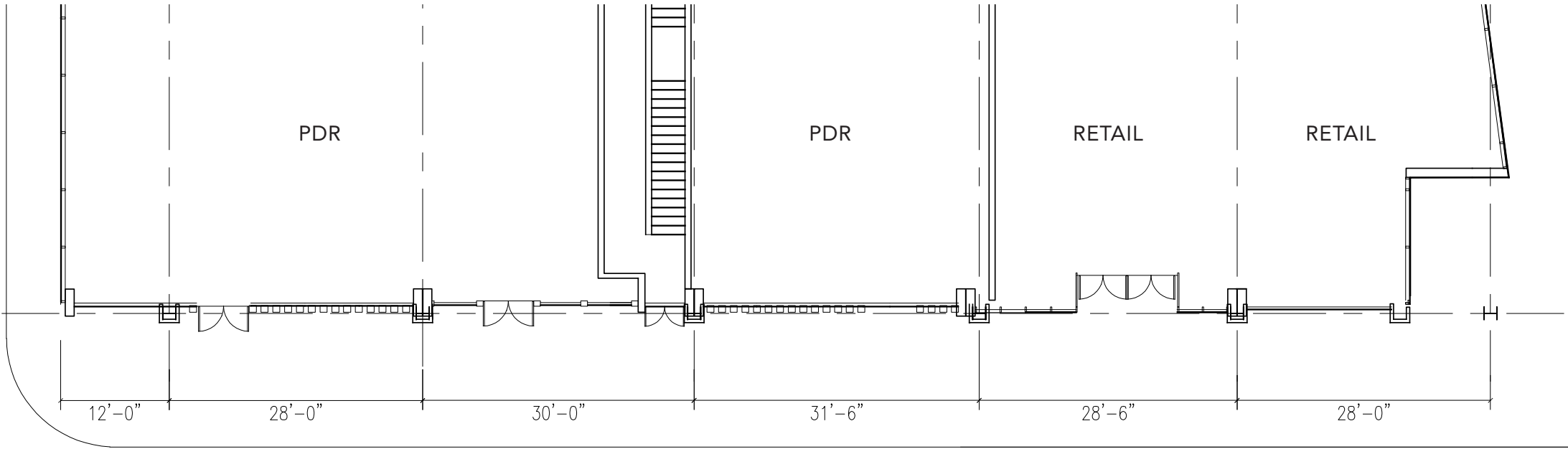
NEW SPIRAL STA  
QUAD TO LEVEL



ELEVATION 2 | 5TH STREET - BUILDING 1



NEW SPIRAL STAIR CON  
QUAD TO LEVEL 1



ELEVATION 3 | 5TH STREET - BUILDING 2

END

Member, Board of Supervisors  
District 7



City and County of San Francisco

## MYRNA MELGAR

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DATE: March 14, 2023

TO: Angela Calvillo, Clerk of the Board of Supervisors

FROM: Supervisor Myrna Melgar, Chair, Land Use and Transportation Committee

RE: Land Use and Transportation Committee – Committee Reports

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Pursuant to Board Rule 4.20, as Chair of the Land Use and Transportation Committee, I have deemed the following matters are of an urgent nature and request they be considered by the full Board on Tuesday, March 21, as Committee Reports:

**230260 Administrative Code - COVID-19 Tenant Protections**

Ordinance amending the Administrative Code to extend by 60 days the restrictions on evicting or imposing late fees on residential tenants who could not pay rent that came due during the COVID-19 emergency

**230263 Conveyance of Real Property - Land Dedication by 598 Brannan Street Phase 1, L.L.C. - 160 Freelon Street - Inclusionary Affordable Housing**

Resolution approving and authorizing an agreement with 598 Brannan Street Phase 1, L.L.C. for the conveyance of a parcel of real estate, consisting of approximately 12,800 square feet of land within Assessor's Parcel Block No. 3777, located at 160 Freelon Street in the City and County of San Francisco to the Mayor's Office of Housing and Community Development pursuant to the land dedication process permitted under Planning Code, Section 249.78(e)(2)(B); adopting findings under the California Environmental Quality Act; adopting findings that the conveyance is consistent with the General Plan, and the eight priority policies of Planning Code, Section 101.1; and authorizing the Director of Property to execute documents, make certain modifications to the agreement that do not materially increase the obligations or liabilities to the City and are necessary to effectuate the purposes of the agreement or this Resolution, and take certain actions in furtherance of this Resolution, as defined herein.



These matters will be heard in the Land Use and Transportation Committee at a Regular Meeting on Monday, March 20, 2023, at 1:30 p.m.

A handwritten signature in blue ink, appearing to read 'Myrna Melgar', with a stylized, cursive script.

Myrna Melgar  
District 7  
San Francisco Board of Supervisors