

File No. 190681 Committee Item No. 7
Board Item No. _____

COMMITTEE/BOARD OF SUPERVISORS
AGENDA PACKET CONTENTS LIST

Committee: Land Use and Transportation Committee Date December 9, 2019

Board of Supervisors Meeting Date _____

Cmte Board

- | | | |
|-------------------------------------|--------------------------|--|
| <input type="checkbox"/> | <input type="checkbox"/> | Motion |
| <input type="checkbox"/> | <input type="checkbox"/> | Resolution |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Ordinance |
| <input checked="" 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 checked="" 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)

- | | | |
|-------------------------------------|--------------------------|-----------------------------|
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Referral CEQA 061919 |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Referral PC 061919 |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | PC Transmittal 072519 |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | PC Motion No. 20484 Revised |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Hearing Notice 120919 |
| <input type="checkbox"/> | <input type="checkbox"/> | _____ |
| <input type="checkbox"/> | <input type="checkbox"/> | _____ |
| <input type="checkbox"/> | <input type="checkbox"/> | _____ |
| <input type="checkbox"/> | <input type="checkbox"/> | _____ |
| <input type="checkbox"/> | <input type="checkbox"/> | _____ |
| <input type="checkbox"/> | <input type="checkbox"/> | _____ |
| <input type="checkbox"/> | <input type="checkbox"/> | _____ |

Completed by: Erica Major Date December 6, 2019
Completed by: Erica Major Date _____

1 [Planning Code, Zoning Map - Flower Mart - 2000 Marin Street Special Use District]

2
3 **Ordinance amending the Planning Code and Zoning Map to establish the 2000 Marin**
4 **Street Special Use District (Assessor's Parcel Block No. 4346, Lot No. 003), and to**
5 **create additional Key Site exceptions for the Flower Mart site, located on the southern**
6 **half of the block north of Brannan Street between 5th Street and 6th Street (Assessor's**
7 **Parcel Block No. 3778, Lot Nos. 001B, 002B, 004, 005, 047, and 048); affirming the**
8 **Planning Department's determination under the California Environmental Quality Act;**
9 **and making findings of consistency with the General Plan, and the eight priority**
10 **policies of Planning Code, Section 101.1.**

11 **NOTE:** **Unchanged Code text and uncodified text** are in plain Arial font.
12 **Additions to Codes** are in *single-underline italics Times New Roman font*.
13 **Deletions to Codes** are in *strikethrough-italics Times New Roman font*.
14 **Board amendment additions** are in double-underlined Arial font.
15 **Board amendment deletions** are in ~~strikethrough Arial font~~.
16 **Asterisks (* * * *)** indicate the omission of unchanged Code
17 subsections or parts of tables.

18 Be it ordained by the People of the City and County of San Francisco:

19 Section 1. CEQA and General Plan Findings.

20 (a) The Planning Department has determined that the actions contemplated in this
21 ordinance comply with the California Environmental Quality Act (California Public Resources
22 Code Sections 21000 et seq.). Said determination is on file with the Clerk of the Board of
23 Supervisors in File No. 190681 and is incorporated herein by reference. The Board affirms
24 this determination.

25 (b) On July 18, 2019, the Planning Commission, in Resolution No. 20483, adopted
findings that the actions contemplated in this ordinance are consistent, on balance, with the

1 City's General Plan and eight priority policies of Planning Code Section 101.1. The Board
2 adopts these findings as its own. A copy of said Resolution is on file with the Clerk of the
3 Board of Supervisors in File No. 190681, and is incorporated herein by reference.

4
5 Section 2. Articles 2 and 3 of the Planning Code are hereby amended by adding
6 Section 249.86 and revising Section 329, to read as follows:

7 **SEC. 249.86. 2000 MARIN STREET SPECIAL USE DISTRICT.**

8 *(a) A Special Use District entitled the 2000 Marin Street Special Use District ("2000 Marin*
9 *SUD"), consisting of Assessor's Parcel Block 4346, Lot 003 and shown on Special Use District Map*
10 *SU08 of the Zoning Map of the City and County of San Francisco, is hereby established for the purpose*
11 *set forth in subsection (b).*

12 *(b) Purpose. The purpose of the 2000 Marin SUD is to provide a feasible temporary location*
13 *for the San Francisco Wholesale Flower Market due to the development of the existing Flower Mart*
14 *site, located on the southern half of the block north of Brannan Street between 5th Street and 6th Street*
15 *(Assessor's Parcel Block 3778, Lots 001B, 002B, 004, 005, 047, and 048).*

16 *(c) Controls. In the 2000 Marin SUD, exceptions from otherwise applicable requirements of*
17 *this Code are appropriate to further the purpose set forth in subsection (b). Except as otherwise*
18 *provided in this Section 249.86, applicable provisions of the Planning Code shall apply to the 2000*
19 *Marin SUD. In the event of a conflict between other provisions of the Planning Code and this Section*
20 *249.86, this Section 249.86 shall control.*

21 **(1) Demolition of Industrial Buildings in PDR Districts; Replacement Requirement.**
22 *The replacement requirement of Section 202.7 shall not apply in the 2000 Marin SUD.*

23 **(2) Streetscape and Pedestrian Improvements.** *The streetscape and pedestrian*
24 *improvement requirements set forth in Section 138.1 shall not apply in the 2000 Marin SUD.*

1 (3) Screening, Interior Landscaping, and Street Trees. *The screening, interior*
2 *landscaping, and street tree requirements set forth in Sections 142, 156(c), and 156(g) shall not apply*
3 *in the 2000 Marin SUD.*

4 (4) Ground Floor Height. *The ground floor height requirements set forth in Sections*
5 *145.5 and 210.3 shall not apply in the 2000 Marin SUD.*

6 (5) Better Roofs. *The better roof requirements set forth in Section 149 shall not apply*
7 *in the 2000 Marin SUD.*

8 (6) Off-Street Parking. *The maximum off-street parking limits set forth in Section 151*
9 *shall not apply in the 2000 Marin SUD.*

10 (7) Bicycle Parking. *The bicycle parking requirements set forth in Section 155.2 shall*
11 *not apply in the 2000 Marin SUD.*

12 (8) Shower Facilities and Lockers. *The requirements for shower facilities and lockers*
13 *set forth in Section 155.4 shall not apply in the 2000 Marin SUD.*

14 (9) Car Sharing. *The car sharing requirements set forth in Section 166 shall not apply*
15 *in the 2000 Marin SUD.*

16 (10) Transportation Demand Management Program. *The Transportation Demand*
17 *Management Program requirements set forth in Sections 169-169.6 shall not apply in the 2000 Marin*
18 *SUD.*

19 (11) Development Impact Fees. *The development impact fees required by Article 4 of*
20 *the Planning Code shall not apply in the 2000 Marin SUD.*

21 (d) Sunset. *Unless readopted, this Section 249.86 shall sunset six years after its effective date.*

22
23 **SEC. 329. LARGE PROJECT AUTHORIZATION IN EASTERN NEIGHBORHOODS**
24 **MIXED USE DISTRICTS.**

25 * * * *

1 (e) **Exceptions for Key Sites in Central SoMa.**

2 (1) **Purpose.** The Central SoMa Plan Area contains a number of large,
3 underutilized development sites. By providing greater flexibility in the development of these
4 sites, the City has an opportunity to achieve key objectives of the Central SoMa Plan and to
5 locate important public assets that would otherwise be difficult to locate in a highly developed
6 neighborhood like SoMa.

7 (2) **Applicability.** The controls discussed below apply to the following lots, as
8 identified in the Key Site Guidelines adopted by the Central SoMa Area Plan (Ordinance No.
9 296-18, on file with the Clerk of the Board of Supervisors in File No. 180184):

10 * * * *

11 (F) The southern half of the block north of Brannan Street between 5th
12 Street and 6th Street, consisting of Block 3778, Lots 001B, 002B, 004, 005, 047, and 048;

13 * * * *

14 (3) **Controls.** Pursuant to this Section 329(e) and the Key Site Guidelines
15 adopted as part of the Central SoMa Area Plan, the Planning Commission may grant
16 exceptions to the provisions of this Code as set forth in subsection (d) above and may also
17 grant the exceptions listed below for projects that provide qualified amenities in excess of
18 what is required by the Code.

19 * * * *

20 (B) **Exceptions.** Upon consideration of qualified amenities in excess of
21 what is required by the Code, the Planning Commission may grant one or more exceptions to
22 the following requirements: the streetwall and setback controls in Section 132.4; the building
23 separation controls in Section 132.4, including but not limited to the controls in subsection
24 132.4(d)(3)(B); the setback requirements in Section 261.1; bulk controls in Section 270(h);
25 and the lot merger restrictions in Section 249.78(d)(7).

1 In addition to these exceptions, the Planning Commission may grant one
2 or more of the following exceptions:

3 * * * *

4 (vii) On the Key Site identified in Section 329(e)(2)(F), the
5 Planning Commission may grant one or more of the following exceptions, *if an agreement to*
6 *such an exception is contained in any development agreement approved by the City pursuant to*
7 *California Government Code Section 65864 et seq., and subject to any requirements contained in said*
8 *development agreement:*

9 a. Exception to the off-street parking controls of Section
10 151.1 to allow additional accessory PDR parking solely to serve the tenants and customers of
11 the site.

12 b. Exception to the requirement that POPOS be open to the
13 sky in Section 138(d)(2)(E)(i), to allow a cumulative maximum of 20% of the POPOS to be
14 covered by any combination of (a) an inhabitable portion of a building, which portion of the
15 POPOS shall have a minimum clearance height of 20' and maximum depth from face of
16 overhead building of 15', or (b) an inhabitable portion of a building, which portion of the
17 POPOS shall have a minimum clearance height of 50' and minimum horizontal dimension in
18 all directions of 20'.

19 c. Exception to the transparency and fenestration
20 requirements of Section 249.78(c)(1)(F) on 5th Street between Brannan and Bryant Streets,
21 *and along Morris Street.*

22 d. Exception to the protected street frontage requirements
23 of Section 155(r) on 5th Street between Brannan and Bryant Streets.

1 e. Exception to the PDR floor-to-floor height requirements set
2 forth in Section 249.78(d)(10), such that up to a maximum of 10% of the ground floor gross floor area
3 may have less than a 17-foot floor-to-floor height.

4 f. Exceptions to the overhead horizontal projection requirements
5 set forth in Section 136(c)(5) and to the design and performance standards related to required mid-
6 block alleys set forth in Section 270.2(e)(6); to allow for a maximum of three pedestrian bridges over a
7 required mid-block alley, provided that the pedestrian bridges leave at least 70 feet of headroom, are
8 no greater than 12 feet in width, are single story, and are situated no less than 50 feet apart.
9 Notwithstanding subsection (vii)(b), pedestrian bridges provided pursuant to this subsection (vii)(f)
10 shall be deemed obstructions permitted pursuant to Section 136, and POPOS area situated under any
11 such pedestrian bridges shall count toward the total on-site POPOS area open to the sky.

12 g. Exception to the POPOS requirements set forth in Section 138,
13 such that if any required off-site POPOS cannot reasonably be developed and open for use prior to
14 issuance of a first certificate of occupancy for the phase of construction that triggers the off-site
15 POPOS requirement, the project sponsor may either (1) post a performance bond in form and content
16 acceptable to the Director of Planning so as to ensure completion of the off-site POPOS at a later
17 date; or (2) satisfy the requirement for off-site POPOS by paying the in-lieu fee established in Section
18 426 for each square foot of required open space not provided on- or off-site, up to a maximum of 5,300
19 square feet.

20 h. Exception to the parking pricing requirements set forth in
21 Section 155(g), such that the otherwise applicable parking rate structure shall not apply to Flower
22 Mart tenants or Flower Mart customers.

23 i. Exception to the requirement to provide three square feet of
24 Gross Floor Area for Residential Use for every square foot of Non-Residential Use on the portion of
25 this Key Site zoned MUR, set forth in Sections 803.9(a) and 841, if there is a dedication and acceptance

1 of land for affordable housing or other appropriate public use, as determined by the City.

2 Notwithstanding Section 413.7, the land so dedicated shall be:

3 1. at least 14,000 square feet,

4 2. zoned to allow Residential Use,

5 3. approved by the Mayor's Office of Housing and
6 Community Development as an acceptable site for the development of affordable housing,

7 4. dedicated and accepted prior to issuance of the first
8 Temporary Certificate of Occupancy for any building on the Key Site, and

9 5. located within the boundaries of either the Central
10 SoMa, Eastern SoMa, or Western SoMa Area Plans.

11 j. Exception to the child-care facility requirements set forth in
12 Section 249.78(e)(4) and Sections 414-414.15, if the project at the Key Site allows for at least 97,000
13 square feet of Wholesale Sales Use, and the project sponsor pays the in-lieu fee set forth in Section
14 414.8.

15 k. If the Board of Supervisors has approved a development
16 agreement for the project at this Key Site that provides for the relocation of, or funding for the
17 relocation of, the existing on-site PDR use, the Planning Commission may grant the following
18 exceptions:

19 1. Exception to the PDR and Community Building Space
20 requirements in Section 249.78(c)(5); provided that the project shall be required to dedicate at least
21 23,000 square feet of on-site Community Building Space or PDR.

22 2. Exception to the PDR replacement requirements set
23 forth in Section 202.8.

1 3. Exception to the maximum dimensions for lobby
2 frontages set forth in Section 145.1(b)(2)(C), such that lobbies exceeding such dimensions qualify as
3 active uses under Section 145.1 and Section 249.78(c)(1)(A).

4 * * * *

5
6 Section 3. The Zoning Map of the Planning Code is hereby amended by revising
7 Special Use Map SU08 to establish the new 2000 Marin Special Use District, as follows:

| 8 <u>Description of Property</u> | 9 <u>Special Use District Hereby Established</u> |
|-----------------------------------|--|
| 10 Assessor's Block 4346, Lot 003 | 11 2000 Marin Special Use District |

12 Section 4. Effective Date and Operative Date.

13 (a) This ordinance shall become effective 30 days after enactment. Enactment occurs
14 when the Mayor signs the ordinance, the Mayor returns the ordinance unsigned or does not
15 sign the ordinance within ten days of receiving it, or the Board of Supervisors overrides the
16 Mayor's veto of the ordinance.

17 (b) This Ordinance shall become operative only on (and no rights or duties are
18 affected until) the later of (1) this ordinance's effective date, or (2) the date that Ordinance
19 _____, approving the Development Agreement for the Flower Mart Project (File No.
20 190682), becomes effective.

21 Section 5. Scope of Ordinance. In enacting this ordinance, the Board of Supervisors
22 intends to amend only those words, phrases, paragraphs, subsections, sections, articles,
23 numbers, punctuation marks, charts, diagrams, or any other constituent parts of the Municipal
24 Code that are explicitly shown in this ordinance as additions, deletions, Board amendment
25

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

additions, and Board amendment deletions in accordance with the "Note" that appears under the official title of the ordinance.

APPROVED AS TO FORM:
DENNIS J. HERRERA, City Attorney

By: 

ANDREW SHEN
Deputy City Attorney

n:\egana\as2019\1900630\01367755.docx

LEGISLATIVE DIGEST

[Planning Code, Zoning Map - Flower Mart - 2000 Marin Street Special Use District]

Ordinance amending the Planning Code and Zoning Map to establish the 2000 Marin Street Special Use District (Assessor's Parcel Block No. 4346, Lot No. 003), and to create additional Key Site exceptions for the Flower Mart site, located on the southern half of the block north of Brannan Street between 5th Street and 6th Street (Assessor's Parcel Block No. 3778, Lot Nos. 001B, 002B, 004, 005, 047, and 048); affirming the Planning Department's determination under the California Environmental Quality Act; and making findings of consistency with the General Plan, and the eight priority policies of Planning Code, Section 101.1.

Existing Law

1. 2000 Marin Street

The Planning Code and Zoning Map designate the parcel located at 2000 Marin Street (Assessor's Block 4346, Lot 003) as part of the Production, Distribution, and Repair-2 ("PDR-2") zoning district.

2. Flower Mart Site

In Ordinance 296-18, the City amended the Planning Code to establish the Central South of Market Plan ("Central SoMa Plan"). Part of the Central SoMa Plan identified eight large, underutilized development sites, referred to as Key Sites. One of those Key Sites is the Flower Mart site, located on the southern half of the block north of Brannan Street between 5th Street and 6th Street (Assessor's Parcel Block 3778, Lots 001B, 002B, 004, 005, 047, and 048). Planning Code § 329(e)(2)(F). The San Francisco Wholesale Flower Market currently operates at this site.

For the Flower Mart Key Site, the Central SoMa Plan authorized the Planning Commission to grant the following exceptions, to facilitate the site's development:

- exception to the off-street parking controls of Section 151.1 to allow additional accessory PDR parking solely to serve the tenants and customers of the site;
- exception to the requirement that POPOS be open to the sky in Section 138(d)(2)(E)(i), to allow a cumulative maximum of 20% of the POPOS to be partially covered;
- exception to the transparency and fenestration requirements of Section 249.78(c)(1)(F) on 5th Street between Brannan and Bryant Streets; and
- exception to the protected street frontage requirements of Section 155(r) on 5th Street between Brannan and Bryant Streets.

Planning Code § 329(e)(3)(B)(vii).

In evaluating these exceptions, the Planning Commission would consider whether:

- 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 amenities would result in an equal or greater benefit to the City than would occur without the exceptions, and
- the exceptions are necessary to facilitate the provision of important public assets that would otherwise be difficult to locate in the South of Market neighborhood.

Planning Code § 329(e)(4).

Amendments to Current Law

1. 2000 Marin Street

The proposed ordinance would amend Article 2 of the Planning Code and the Zoning Map to create a new 2000 Marin Street Special Use District (“2000 Marin SUD”).

In the 2000 Marin SUD, the following Planning Code provisions would not apply:

- the PDR replacement requirements imposed by Section 202.7;
- the streetscape and pedestrian improvements required by Section 138.1;
- the screening, interior landscaping, and street tree requirements set forth in Sections 142, 156(c), and 156(g);
- the ground floor height requirements set forth in Sections 145.5 and 210.3;
- the better roof requirements set forth in Section 149;
- the maximum off-street parking limits set forth in Section 151;
- the bicycle parking requirements set forth in Section 155.2;
- the requirements for shower facilities and lockers set forth in Section 155.4;
- the car sharing requirements set forth in Section 166;
- the Transportation Demand Management Program requirements set forth in Sections 169-169.6; and
- the development impact fees required by Article 4 of the Planning Code.

The 2000 Marin SUD would sunset in six years after its effective date.

2. Flower Mart Site

The proposed ordinance would establish the following, additional Planning Code exceptions for the Flower Mart Key Site, subject to the Planning Commission’s approval:

- exception to the PDR floor-to-floor height requirements set forth in Section 249.78(d)(10), up to a maximum of 10% of the ground floor gross floor area;
- exceptions to the overhead horizontal projection requirements set forth in Section 136(c)(5) and to the design and performance standards related to required mid-block alleys set forth in Section 270.2(e)(6), to allow for a maximum of three pedestrian bridges;
- exceptions to the off-site Privately-Owned Public Open Space (“POPOS”) requirements set forth in Section 138;
- exception to the parking pricing requirements set forth in Section 155(g);
- if there is a dedication and acceptance of land for affordable housing or other appropriate public use in the South of Market neighborhood, an exception to the requirement to provide three square feet of Gross Floor Area for Residential Use for every square foot of Non-Residential Use on the portion of this Key Site zoned Mixed-Use Residential (“MUR”), set forth in Sections 803.9(a) and 841;
- an exception to the child-care facility requirements set forth in Section 249.78(e)(4) and Sections 414-414.15, if the project at the Key Site allows for at least 97,000 square feet of Wholesale Sales Use and the project sponsor pays the in-lieu fee set forth in Section 414.8; and
- if the development agreement for the project at this Key Site provides for the relocation of, or funding for the relocation of, the San Francisco Wholesale Flower Market, exceptions for PDR and Community Building Space requirements in Sections 202.8 and 249.78(c)(5) and for the maximum dimensions for lobby frontages set forth in Section 145.1(b)(2)(C).

Background Information

The purpose of establishing the 2000 Marin SUD, and its associated Planning Code exceptions, is to allow for a feasible temporary location for the San Francisco Wholesale Flower Market due to the development of the Flower Mart site.

n:\egana\as2019\1900630\01367753.docx



SAN FRANCISCO PLANNING DEPARTMENT

July 24, 2019

Ms. Angela Calvillo, Clerk
Honorable Mayor London Breed
Honorable Supervisor Haney
Board of Supervisors
City and County of San Francisco
City Hall, Room 244
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

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

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

**Re: Transmittal of Planning Department Case No. 2017-000663PRJ
Legislative Approvals for the Flower Mart Project
Planning Commission Recommendation: *Approval***

Dear Ms. Calvillo, Mayor Breed and Supervisor Haney,

On July 18, 2019, the Planning Commission conducted duly noticed public hearings at regularly scheduled meetings to consider the Flower Mart Project (610-698 Brannan Street), which included the following actions:

1. Recommendation that the Board of Supervisors approve the Planning Code Text Amendments to establish the 2000 Marin Special Use District, and the associated Zoning Map Amendments, and create additional Key Site exceptions under Planning Code 329(e)(3)(B)(vii);
2. Recommendation that the Board of Supervisors approve the Development Agreement (DA) for the Project;
3. Adoption of the Large Project Authorization for the Project; and,
4. Adoption of the Office Allocation Authorization for Phase 1a of the Project

At the hearing the Planning Commission recommended approval of all the aforementioned actions.

Two of these actions (Development Agreement and Planning Code Text Amendments/Zoning Map Amendments) relate to the Ordinances introduced by Supervisor Matt Haney as introduced on June 11, 2019. These Ordinances include: Planning Code, Zoning Map – Flower Mart - 2000 Street Special Use District (File No. 190681) and Development Agreement - KR Flower Mart, LLC - Flower Mart - Fifth and Brannan Streets (File No. 190682)

At the public hearing on July 18, 2019, the Commission reviewed and approved the Ordinances for the DA and Planning Code Text Amendments, as noted in the adopted resolutions.

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

Sincerely,

A handwritten signature in black ink, appearing to read "Aaron D. Starr". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Aaron D. Starr
Manager of Legislative Affairs

cc:

Andrew Shen, Deputy City Attorney
Anne Taupier, Mayor's Office of Economic and Workforce Development
Abi Rivamonte Messa, Aide to Supervisor Haney
Erica Major, Office of the Clerk of the Board

Attachments:

Planning Commission Resolution No. 20483 – Planning Code Text Amendments & Zoning Map Amendments
Planning Commission Motion No. 20484 – Large Project Authorization
Planning Commission Motion No. 20485 – Office Allocation
Planning Commission Motion No. 20486 – Development Agreement
Planning Department Executive Summary-2014-001272PRJ



SAN FRANCISCO PLANNING DEPARTMENT

Planning Commission Resolution No. 20483

HEARING DATE: JULY 18, 2019

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

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

Case No.: 2017-000663PCA/MAP
Project Name: Flower Mart Project & 2000 Marin Street Special Use District
Existing Zoning: PDR-2 (Production Distribution and Repair) Zoning District;
65-J Height and Bulk District
CMUO (Central SoMa Mixed-Use Office) Zoning District
MUR (Mixed-Use Residential) Zoning District
160-CS & 270-CS Height and Bulk Districts
Proposed Zoning: PDR-2 (Production Distribution and Repair) Zoning District;
2000 Marin Special Use District (SUD)
65-J Height and Bulk District
CMUO (Central SoMa Mixed-Use Office) Zoning District
MUR (Mixed-Use Residential) Zoning District
160-CS & 270-CS Height and Bulk Districts
Block/Lot: (2000 Marin Street) 4346/003
(610-698 Brannan Street) 3778/ 001B, 0022B,004,047,048
Project Sponsor: KR Flower Mart, LLC
Staff Contact: Ella Samonsky – (415) 575-9112
ella.samonsky@sfgov.org

RESOLUTION RECOMMENDING THAT THE BOARD OF SUPERVISORS APPROVE AMENDMENTS TO THE PLANNING CODE AND ZONING MAP TO ESTABLISH THE 2000 MARIN STREET SPECIAL USE DISTRICT (ASSESSOR'S PARCEL BLOCK NO. 4346, LOT NO. 003), TO CREATE ADDITIONAL KEY SITE EXCEPTIONS UNDER PLANNING CODE SECTION 329(e)(3)(B) (vii) FOR THE FLOWER MART SITE, LOCATED ON THE SOUTHERN HALF OF THE BLOCK NORTH OF BRANNAN STREET BETWEEN 5TH STREET AND 6TH STREET (ASSESSOR'S PARCEL BLOCK NO. 3778, LOT NOS. 001B, 002B, 004, 005, 047, AND 048); TO AMEND SPECIAL USE DISTRICT MAP NO. SU08 TO INCLUDE THE NEW 2000 MARIN STREET SPECIAL USE DISTRICT, AND ADOPTING VARIOUS FINDINGS, INCLUDING FINDINGS UNDER PLANNING CODE SECTION 302 AND THE CALIFORNIA ENVIRONMENTAL QUALITY ACT, AND FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND PLANNING CODE SECTION 101.1.

WHEREAS, on June 11, 2019, Supervisor Matt Haney introduced an ordinance (Board File No. 190681) for Planning Code Text Amendments to establish the 2000 Marin Street Special Use District (herein "2000 Marin Street SUD") and to create additional Key Site exceptions for the Flower Mart site, and to amend Special Use District Map No. SU08 for the Flower Mart Project.

WHEREAS, pursuant to Planning Code Section 302(b), on June 11, 2019, the San Francisco Board of Supervisors initiated the aforementioned Planning Code Text and Map Amendments.

WHEREAS, these Planning Code Text and Map Amendments would enable the Flower Mart Project ("Project" and "Project Variant," as described herein) and allow for an interim location for the San Francisco Wholesale Flower Market during the development of the Flower Mart site. The Project is a new mixed-use development with new office, retail, and PDR uses, as well as a publicly-accessible open space. The Project would demolish the existing San Francisco Wholesale Flower Market buildings as well as other vacant buildings and surface parking lots on the project site. The Project would construct three new mixed-use office buildings on the project site, that in total include approximately 2,032,165 gross square feet of office, 83,459 square feet of retail (including 10,000 rentable square feet of flower retail space), and 113,036 square feet of wholesale sales use (the new San Francisco Wholesale Flower Market). The Project would provide 769 vehicle parking spaces, 30 loading spaces, 410 Class 1 bicycle parking spaces, 86 Class 2 bicycle parking spaces, and 40,655 square feet of on-site and off-site privately-owned public open space. A Project Variant, whereby the new San Francisco Wholesale Flower Market would be constructed off-site, would contain a total of 2,061,380 square feet of office, 90,976 square feet of retail and 22,690 square feet of child care facility, 950 square feet community facility and 41,228 square feet of on-site and off-site privately-owned public open space, 632 off-street parking spaces, 9 loading spaces, and 516 Class 1 bicycle spaces, and 92 Class bicycle spaces.

WHEREAS, in either the Project or Project Variant scenario, the Project Sponsor will relocate the San Francisco Flower Market vendors to an interim location at 2000 Marin Street ("Temporary Site") while the Project site is under construction.

WHEREAS, these Planning Code Text and Map Amendments would establish the 2000 Marin Street SUD, which modifies the Planning Code requirements for demolition of industrial buildings, streetscape improvements, screening and landscaping, ground floor height standards, better roofs, shower facilities and lockers, car share, vehicle and bicycle parking, transportation demand management, and impact fees for a period of six years.

WHEREAS, these Planning Code Text Amendments would create additional Key Site exceptions for the San Francisco Flower Mart site, to the requirements for ground floor transparency and fenestration, PDR floor heights, overhead obstructions, off-site open space, parking pricing, residential to non-residential ratio, child-care facilities, PDR replacement, PDR and Community Building Space, and active uses.

WHEREAS, these Planning Code Text and Map Amendments would amend Special Use District Map No. SU08 to include the new 2000 Marin Street Special Use District.

WHEREAS, this Resolution approving these Planning Code Text and Map Amendments is a companion to other legislative approvals relating to the Project and Project Variant, including recommendation for approval of the Development Agreement.

WHEREAS, on July 3, 2019, the Environmental Review Officer ("ERO") issued a Community Plan Exemption ("CPE") and Addendum for the Project, Project Variant, and the Temporary Site pursuant to the California Environmental Quality Act (California Public Resources Code Section 21000 et seq.) ("CEQA"). Copies of the CPE and Addendum are on file in the Planning Department Case No. 2017-000663ENV. On July 18, 2019, by Motion No. 20484, the Planning Commission adopted findings pursuant to CEQA and a

Mitigation Monitoring and Reporting Program ("MMRP"). This Motion is on file with the Clerk of the Board of Supervisors in File No. 2017-000663ENX. This Commission has reviewed the CPE, Addendum, and related documents, and adopts and incorporates by reference as though fully set forth herein the CEQA Findings and the MMRP.

WHEREAS, on July 18, 2019, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on the proposed Planning Code Text and Map Amendments.

WHEREAS, a draft ordinance, substantially in the form attached hereto as Exhibit A, approved as to form, would establish the 2000 Marin Street SUD, create additional Key Site exceptions for the Flower Mart site and would amend Special Use District Map No. SU08 for the 2000 Marin SUD.

NOW THEREFORE BE IT RESOLVED, that the Planning Commission hereby finds that the Planning Code Text and Map Amendments promote the public welfare, convenience and necessity for the following reasons:

1. The Planning Code Text and Map Amendments would help implement the Flower Mart Project development, thereby evolving a currently under-utilized development site for needed office, retail, wholesale sales and privately-owned public open space that would otherwise be difficult to locate in a highly developed neighborhood like SoMa.
2. The Planning Code Text and Map Amendments would help implement the Flower Mart Project, which in turn will provide employment opportunities for residents during construction and post-occupancy, as well as a new open space for new and existing workers, residents, and visitors.
3. The Planning Code Text Amendments would help implement the Flower Mart Project, which will provide a new Wholesale Flower Market on the Project Site at affordable rents, or alternatively, if the Project Variant is constructed, payment for the construction of a new wholesale flower market at an alternative site in San Francisco.
4. The Planning Code Text and Map Amendments would provide a feasible temporary location for the San Francisco Wholesale Flower Market due to the development of the existing San Francisco Wholesale Flower Market site.
5. The Planning Code Text and Map Amendments would help implement the Flower Mart Project by enabling greater flexibility in the building and site design that would result in a cohesive mix of uses in high-quality buildings with active streets, mid-block passage and open spaces.

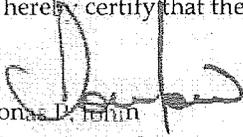
AND BE IT FURTHER RESOLVED, that the Commission finds the Planning Code Text and Map Amendments are in general conformity with the General Plan Findings as set forth in Planning Commission Motion No. 20484.

AND BE IT FURTHER RESOLVED, that the Commission finds the Planning Code Text and Map Amendments are in general conformity with Planning Code Section 101.1 as set forth in Planning Commission Motion No. 20484.

Resolution No. 20483
July 18, 2019

Case No. 2017-000663PCA/MAP
Flower Mart Project

I hereby certify that the Planning Commission ADOPTED the foregoing Resolution on July 18, 2019.


Jonathan D. Hillis
Commission Secretary

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

NOES: None

ABSENT: Hillis

ADOPTED: July 18, 2019



SAN FRANCISCO PLANNING DEPARTMENT

File No. 190681
Received via email
Updated Version

Planning Commission Motion No. 20484

HEARING DATE: JULY 18, 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.: 2017-000663ENX
Project Address: 610 – 698 Brannan Street
Zoning: CMUO (Central SoMa Mixed Use Office) Zoning District
MUR (Mixed Use Residential) Zoning District
Central SoMa Special Use District
Area Plan: Central SoMa
Block/Lot: 3778/1B, 2B, 4, 5, 47, 48
Project Sponsor: KR Flower Mart, LLC
100 1st St., Suite 250
San Francisco, CA, 94105
Property Owner: KR Flower Mart, LLC
100 1st St., Suite 250
San Francisco, CA, 94105
Staff Contact: Ella Samonsky – (415) 575-9112
ella.samonsky@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(d), 2) OVERHEAD OBSTRUCTIONS PURSUANT TO PLANNING CODE SECTION 136(c)(5) AND 270.3(e)(6), 3) POPOS DESIGN PURSUANT TO PLANNING CODE SECTION 138(d), 4) OFF-SITE POPOS TIMING PURSUANT TO PLANNING CODE SECTION 138(c), 5) GROUND FLOOR TRANSPARENCY PURSUANT TO PLANNING CODE SECTIONS 145.1(c)(6) AND 249.78(c)(1)(F), 6) OFF STREET PARKING PURSUANT TO PLANNING CODE SECTION 151.1, 7) OFF-STREET LOADING PURSUANT TO PLANNING CODE SECTION 152.1, 8) OFF STREET PARKING AND LOADING ARRANGEMENT PURSUANT TO PLANNING CODE SECTION 155(d), 9) PARKING PRICING REQUIREMENTS PURSUANT TO PLANNING CODE SECTION 155(g), 10) PROTECTED PEDESTRIAN-, CYCLING-, AND TRANSIT-ORIENTED STREET FRONTAGES PURSUANT TO PLANNING CODE SECTION 155(r), 11) ACTIVE STREET FRONTAGE PURSUANT TO PLANNING CODE SECTIONS 145.1(c)(3) AND 249.78(c)(1), 12) LOT MERGERS PURSUANT TO PLANNING CODE SECTION 249.78(d)(7), 13) WIND PURSUANT TO PLANNING CODE SECTION 249.78(d)(9), 14) PDR CEILING HEIGHT PURSUANT TO PLANNING CODE SECTION 249.78(d)(10), 15) CHILD CARE PURSUANT TO PLANNING CODE SECTION 249.78(e)(4), 16) NARROW AND MID-BLOCK ALLEY CONTROLS PURSUANT TO PLANNING CODE SECTION 261.1, 17) CENTRAL SOMA MASS REDUCTION AND BULK CONTROLS PURSUANT TO PLANNING CODE SECTION 270(h), 18) HORIZONTAL MASS REDUCTION PURSUANT TO PLANNING CODE SECTION 270.1, 19) BULK LIMITS AND OPEN SPACE REQUIREMENTS PURSUANT TO PLANNING CODE SECTION 270.2 AND 20) RESIDENTIAL TO NON-RESIDENTIAL RATIO PURSUANT TO PLANNING CODE SECTIONS 803.9(a) AND 841.09 TO ALLOW CONSTRUCTION OF THREE NEW BUILDINGS AT 610-689 BRANNAN STREET, FOR A PROJECT CONTAINING 2,032,165 SQUARE FEET OF OFFICE, 83,459

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

PREAMBLE

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

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

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

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

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

previously identified in the EIR, but which are determined to have more severe adverse impact than that discussed in the underlying EIR. Section 15183(c) specifies that if an impact is not peculiar to the parcel or to the proposed project, then an EIR need not be prepared for that project solely on the basis of that impact.

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

On July 3, 2019, the Department determined that the Project and two project variants (Residential Variant and No Wholesale Flower Market Variant) did not require further environmental review under Section 15183 of the CEQA Guidelines and Public Resources Code Section 21083.3. The Project is consistent with the Central SoMa Area Plan adopted as part of a general plan and was encompassed within the analysis contained in the EIR. Since the EIR was finalized, there have been no substantive changes to the Central SoMa Area Plan and no substantive changes in circumstances that would require major revisions to the EIR due to the involvement of new significant environmental effects or an increase in the severity of previously identified significant impacts, and there is no new information of substantial importance that would change the conclusions set forth in the Final EIR. In addition, the Department prepared an addendum to the BVHP EIR to document that the Interim Wholesale Flower Market Site at 2000 Marin Street, which is not part of the Project or two project variants, would not result in any new significant environmental impacts or a substantial increase in the severity of previously identified environmental impacts and would not require the adoption of any new or considerably different mitigation measures than evaluated in the BVHP EIR.

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

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

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

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

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

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

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

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

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

MOVED, that the Commission hereby authorizes the Large Project Authorization requested in Application No. 2017-000663ENX, subject to the conditions contained in "EXHIBIT A" of this motion, based on the following findings:

FINDINGS

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

1. The above recitals are accurate and constitute findings of this Commission.
2. **Project Description.** The Project would include the demolition of all of the existing buildings on the project site, including the existing San Francisco Wholesale Flower Market (Flower Market), as well as the surface parking lot and additional vacant buildings, and construction of three new mixed-use office buildings, publicly accessible private open spaces (POPOS) and a mid-block alley.

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

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

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

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

Phase 1a

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

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

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

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

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

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

Phase 1b

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

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

Phase 1c

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

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

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

Project Variant:

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

Project Variant Phase 1a

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

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

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

Overall:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

The Project and Project Variant have submitted a streetscape plan in compliance with the Better Streets Plan and proposes numerous improvements including installation of new street trees, curb extensions, and sidewalk improvements. The precise location, spacing, and species of the street trees, as well as other streetscape improvements, will be further refined throughout the building permit review process and comply with the SFMTA standards. Therefore, the Project and Project Variant complies with Planning Code Section 138.1.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

PDR (Project):

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

Retail (Project and Project Variant):

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

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

Office (Project and Project Variant):

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

- Y. **Car Sharing (Section 166).** Section 166 establishes requirements for new developments to provide off-street parking spaces for car-sharing services. The number of spaces depends on the amount and type of use. One car share space is required for every 50 parking spaces devoted to non-residential use. The car-share spaces must be made available to a certified car-share organization at the building site or within 800 feet of it.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- MM. **Shadows on Parks (Section 295)**. Section 295 requires any project proposing a structure exceeding a height of 40 feet to undergo a shadow analysis in order to determine if the project

will result in the net addition of shadow to properties under the jurisdiction of the Recreation and Park Department.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

B. Architectural treatments, facade design and building materials.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

H. Bulk Limits.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

GENERAL PLAN:

COMMERCE AND INDUSTRY ELEMENT

Objectives and Policies

OBJECTIVE 1:

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

Policy 1.1:

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

Policy 1.3:

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

OBJECTIVE 2:

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

Policy 2.1:

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

Policy 2.3:

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

OBJECTIVE 3:

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

Policy 3.1:

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

OBJECTIVE 4:

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

Policy 4.1:

Maintain and enhance a favorable business climate in the city.

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

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

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

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

RECREATION AND OPEN SPACE ELEMENT

Objectives and Policies

OBJECTIVE 1:

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

Policy 1.1:

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

Policy 1.11:

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

OBJECTIVE 4:

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

Policy 4.4:

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

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

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

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

TRANSPORTATION ELEMENT

Objectives and Policies

OBJECTIVE 2:

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

Policy 2.1:

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

Policy 2.5:

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

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

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

URBAN DESIGN ELEMENT

Objectives and Policies

OBJECTIVE 1:

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

Policy 1.3:

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

Policy 1.6:

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

Policy 1.8:

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

OBJECTIVE 3:

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

Policy 3.3:

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

Policy 3.6:

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

OBJECTIVE 4:

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

Policy 4.6:

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

Policy 4.12:

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

Policy 4.13:

Improve pedestrian areas by providing human scale and interest.

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

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

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

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

CENTRAL SOMA AREA PLAN:

OBJECTIVE 3.1:

ENSURE THE PLAN AREA ACCOMMODATES SIGNIFICANT SPACE FOR JOB GROWTH.

Policy 3.1.1:

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

Policy 3.1.2:

Limit restrictions on non-residential development.

Policy 3.1.3:

Support living wage jobs across all sectors.

OBJECTIVE 3.2:

SUPPORT THE GROWTH OF OFFICE SPACE.

Policy 3.2.1:

Facilitate the growth of office.

OBJECTIVE 3.3:

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

Policy 3.3.2:

Limit conversion of PDR space in formerly industrial districts.

OBJECTIVE 3.4:

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

Policy 3.4.3:

Support local, affordable, community-serving retail.

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

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

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

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

OBJECTIVE 4.1:

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

Policy 4.1.2:

Ensure sidewalks on major streets meet Better Streets Plan standards.

Policy 4.1.9:

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

Policy 4.1.10:

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

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

OBJECTIVE 4.4:

ENCOURAGE MODE SHIFT AWAY FROM PRIVATE AUTOMOBILE USAGE.

Policy 4.4.2:

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

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

OBJECTIVE 5.5:

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

Policy 5.5.1:

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

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

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

OBJECTIVE 6.2:

MINIMIZE GREENHOUSE GAS EMISSIONS.

Policy 6.2.1:

Maximize energy efficiency in the built environment.

Policy 6.2.5:

Minimize transportation-based greenhouse gas emissions.

OBJECTIVE 6.4:

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

Policy 6.4.1:

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

Policy 6.4.2:

Maximize greening of rooftops and walls.

Policy 6.4.3:

Ensure that greening supports habitat and biodiversity.

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

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

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

OBJECTIVE 8.1:

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

Policy 8.1.2:

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

OBJECTIVE 8.6:

PROMOTE HIGH QUALITY ARCHITECTURE THAT ENHANCES THE NEIGHBORHOOD.

Policy 8.6.1:

Conform to the City's Urban Design Guidelines.

Policy 8.6.2:

Promote innovative and contextually-appropriate design.

Policy 8.6.5:

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

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

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

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

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

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

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

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

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

No housing would be removed by the Project. The Project and Project Variant would include dedication of an at least 14,000 square foot site in the greater South of Market area to the City for the construction of

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

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

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

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

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

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

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

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

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

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

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

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

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

- G. That landmarks and historic buildings be preserved.

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

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

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

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

12. **First Source Hiring.** The Project and Project Variant are subject to the requirements of the First Source Hiring Program as they apply to permits for new construction of 25,000 square feet or more gross commercial floor area (Administrative Code Section 83.11). The Project Sponsor shall comply with the requirements of this Program as to all construction work and on-going employment required for the Project. Prior to the issuance of any building permit to construct or a First Addendum to the Site Permit, the Project Sponsor shall have a First Source Hiring Construction and Employment Program approved by the First Source Hiring Administrator, and evidenced in writing. In the event that both the Director of Planning and the First Source Hiring Administrator agree, the approval of the Employment Program may be delayed as needed.
13. The Project and Project Variant are consistent with and would promote the general and specific purposes of the Code provided under Section 101.1(b) in that, as designed, the Project would contribute to the character and stability of the neighborhood and would constitute a beneficial development.
14. The Commission hereby finds that approval of the Large Project Authorization would promote the health, safety and welfare of the City.

DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES Large Project Authorization Application No. 2017-000663ENX** subject to the following conditions attached hereto as "EXHIBIT A" in general conformance with plans on file, dated June 10, 2019 and stamped "EXHIBIT B", which is incorporated herein by reference as though fully set forth.

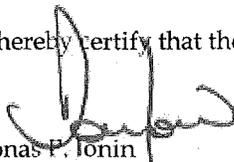
The Planning Commission hereby adopts the MMRP attached hereto as "EXHIBIT C" and incorporated herein as part of this Motion by this reference thereto. All required mitigation measures identified in the Central SoMa Plan EIR and contained in the MMRP are included as conditions of approval.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Section 329 Large Project Authorization to the Board of Appeals within fifteen (15) days after the date of this Motion. The effective date of this Motion shall be the date of adoption of this Motion if not appealed (after the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. For further information, please contact the Board of Appeals at (415) 575-6880, 1660 Mission, Room 3036, San Francisco, CA 94103.

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

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

I hereby certify that the Planning Commission **ADOPTED** the foregoing Motion on July 18, 2019.


Jonas P. Ionin
Commission Secretary

- AYES: Melgar, Koppel, Fung, Johnson, Moore, Richards
- NAYS: None
- ABSENT: Hillis
- ADOPTED: July 18, 2019

EXHIBIT A

AUTHORIZATION

This authorization is for a **Large Project Authorization** relating to the Project for new construction of three 8-to-18-story mixed-use office buildings at 610-698 Brannan Street (Block 3778, Lots 1B, 2B, 4, 5, 47, and 48), for a Project contain 2,032,165 square feet of office use, 83,259 square feet of retail use, and 113,036 gross square feet of wholesale sales use within the CMUO and MUR Zoning Districts and the 160-S and 270-CS Height and Bulk District; and/or for a Project Variant containing 2,061,380 square feet of office, 90,976 square feet of retail, 950 square feet of community space, and 22,690 square feet of childcare. within the CMUO and MUR Districts and 270-CS and 160-CS Height and Bulk Districts and in general conformance with plans, dated June 10, 2019, and stamped "EXHIBIT B" included in the docket for Case No. 2017- 000663ENX and subject to conditions of approval reviewed and approved by the Commission on July 18, 2019 under Motion No. 20484. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit or commencement of use for the Project or Project Variant the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on **July 18, 2019** under Motion No. **20484**.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

The conditions of approval under the 'Exhibit A' of this Planning Commission Motion No. **20484** shall be reproduced on the Index Sheet of construction plans submitted with the site or building permit application for the Project. The Index Sheet of the construction plans shall reference to the Large Project Authorization and any subsequent amendments or modifications.

SEVERABILITY

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

CHANGES AND MODIFICATIONS

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

Conditions of Approval, Compliance, Monitoring, and Reporting PERFORMANCE

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

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

2. **Additional Project Authorization.** The Project Sponsor must obtain an Office Development Authorization under Section 321 from the Planning Commission to allocate the Project and/or Project Variant office square footage and must obtain Planning Code Text Amendments from the Board of Supervisors (See Board File No. 190681) and approval of a Development Agreement (See Board File No. 190682). The conditions set forth below are additional conditions required in connection with the Project and Project Variant. If these conditions overlap with any other requirement imposed on the Project, the more restrictive or protective condition or requirement, as determined by the Zoning Administrator, shall apply.

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

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

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

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

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

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

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

DESIGN – COMPLIANCE AT PLAN STAGE

6. **Final Materials.** The Project Sponsor shall continue to work with Planning Department on the building design. Final materials, glazing, color, texture, landscaping, and detailing shall be subject to Department staff review and approval. The architectural addenda shall be reviewed and approved by the Planning Department prior to issuance.
For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org
7. **Garbage, Composting and Recycling Storage.** Space for the collection and storage of garbage, composting, and recycling shall be provided within enclosed areas on the property and clearly labeled and illustrated on the architectural addenda. Space for the collection and storage of recyclable and compostable materials that meets the size, location, accessibility and other standards specified by the San Francisco Recycling Program shall be provided at the ground level of the buildings.
For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org
8. **Rooftop Mechanical Equipment.** Pursuant to Planning Code 141, the Project Sponsor shall submit a roof plan to the Planning Department prior to Planning approval of the building permit application. Rooftop mechanical equipment, if any is proposed as part of the Project, is required to be screened so as not to be visible from any point at or below the roof level of the subject building.
For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org
9. **Lighting Plan.** The Project Sponsor shall submit an exterior lighting plan to the Planning Department prior to Planning Department approval of the building or site permit application. *For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org*
10. **Streetscape Plan.** Pursuant to Planning Code Section 138.1, the Project Sponsor shall continue to work with Planning Department staff, in consultation with other City agencies, to refine the design and programming of the Streetscape Plan so that the plan generally meets the standards of the Better Streets Plan and all applicable City standards. The Project Sponsor shall complete final design of all required street improvements, including procurement of relevant City permits, prior to issuance of first architectural addenda, and shall complete construction of all required street improvements for each project phase prior to issuance of first temporary certificate of occupancy for that phase. Required improvements shall be limited to street improvements required by adopted plans in place at the commencement of construction and shall not include features eligible for in-kind credits under the development agreement, including but not limited to bicycle lanes, mid-block traffic signals, or protected intersection improvements.

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

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

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

PARKING AND TRAFFIC

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

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

For information about compliance, contact the TDM Performance Manager at tdm@sfgov.org or 415-558-6377, www.sf-planning.org.

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

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

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

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

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

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

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

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

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

17. **Off-Street Loading.** Pursuant to Planning Code Section 152, the Project will provide at least 23 off-street loading spaces and the Project Variant will provide at least 22 off-street loading spaces.

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

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

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

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

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

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

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

PROVISIONS

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

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

22. **Transportation Brokerage Services - C-3, EN, and SOMA.** Pursuant to Planning Code Section 163, the Project Sponsor shall provide on-site transportation brokerage services for the actual lifetime of the project. Prior to the issuance of any certificate of occupancy, the Project Sponsor shall execute an agreement with the Planning Department documenting the project's transportation management program, subject to the approval of the Planning Director.

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

23. **Transportation Sustainability Fee.** The Project and Project Variant are subject to the Transportation Sustainability Fee (TSF), as applicable, pursuant to Planning Code Section 411A.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

MONITORING - AFTER ENTITLEMENT

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

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

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

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

OPERATION

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

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

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

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

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

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

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

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

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

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

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

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

42. **Open Space Plaques.** Pursuant to Planning Code Section 138 (i), the Project Sponsor shall install the required public open space plaques at each building entrance. The plaques shall be plainly visible from the public sidewalks on Brannan, 5th, 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

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

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

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

44. **Community Liaison.** Prior to issuance of a building permit to construct the Project or Project Variant and implement the approved use, the Project Sponsor shall appoint a community liaison officer to deal with the issues of concern to owners and occupants of nearby properties. The Project Sponsor shall provide the Zoning Administrator and all registered neighborhood groups for the area with written notice of the name, business address, and telephone number of the community liaison. Should the contact information change, the Zoning Administrator and registered neighborhood groups shall be made aware of such change. The community liaison shall report to

the Zoning Administrator what issues, if any, are of concern to the community and what issues have not been resolved by the Project Sponsor.

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

From: Samonsky, Ella (CPC)
Sent: Monday, July 29, 2019 4:14 PM
To: Major, Erica (BOS)
Subject: RE: Transmittal of Planning Department Case No. 2017-000663PRJ - Legislative Approvals for the Flower Mart Project
Attachments: M-20484_edits.pdf

Hi Erica,
Attached is the LPA Motion with a few clerical edits.

1. On Page 77 of the Exhibit A under Authorization, second line, the lot should be 48 not 78.
2. Page 77, Exhibit A, 2nd line under Authorization

610-689 should be 610-698
Block 78 should be Block 48

3. Page 79, No. 7, 3rd line

Delete the "on the" (duplicate)

4. Page 81, No. 19, 2nd line

hall should be shall

From: Major, Erica (BOS) <erica.major@sfgov.org>
Sent: Thursday, July 25, 2019 2:41 PM
To: Samonsky, Ella (CPC) <ella.samonsky@sfgov.org>; Calvillo, Angela (BOS) <angela.calvillo@sfgov.org>; Haney, Matt (BOS) <matt.haney@sfgov.org>
Cc: SHEN, ANDREW (CAT) <Andrew.Shen@sfcityatty.org>; Taupier, Anne (ECN) <anne.taupier@sfgov.org>; Sucre, Richard (CPC) <richard.sucre@sfgov.org>; RivamonteMesa, Abigail (BOS) <abigail.rivamontemesa@sfgov.org>; Starr, Aaron (CPC) <aaron.starr@sfgov.org>
Subject: RE: Transmittal of Planning Department Case No. 2017-000663PRJ - Legislative Approvals for the Flower Mart Project

Thanks Ella, confirming this has been added to File Nos. 190681 and 190682.

ERICA MAJOR

Assistant Clerk

Board of Supervisors
1 Dr. Carlton B. Goodlett Place, City Hall, Room 244 San Francisco, CA 94102
Phone: (415) 554-4441 | Fax: (415) 554-5163
Erica.Major@sfgov.org | www.sfbos.org



Click [here](#) to complete a Board of Supervisors Customer Service Satisfaction form.

The [Legislative Research Center](#) provides 24-hour access to Board of Supervisors legislation, and archived matters since August 1998.

Disclosures: Personal information that is provided in communications to the Board of Supervisors is subject to disclosure under the California Public Records Act and the San Francisco Sunshine Ordinance. Personal information provided will not be redacted. Members of the public are not required to provide personal identifying information when they communicate with the Board of Supervisors and its committees. All written or oral communications that members of the public submit to the Clerk's Office regarding pending legislation or hearings will be made available to all members of the public for inspection and copying. The Clerk's Office does not redact any information from these submissions. This means that personal information—including names, phone numbers, addresses and similar information that a member of the public elects to submit to the Board and its committees—may appear on the Board of Supervisors website or in other public documents that members of the public may inspect or copy.

From: Samonsky, Ella (CPC)

Sent: Wednesday, July 24, 2019 1:52 PM

To: Calvillo, Angela (BOS) <angela.calvillo@sfgov.org>; Haney, Matt (BOS) <matt.haney@sfgov.org>

Cc: SHEN, ANDREW (CAT) <Andrew.Shen@sfcityatty.org>; Taupier, Anne (ECN) <anne.taupier@sfgov.org>; Sucre, Richard (CPC) <richard.sucre@sfgov.org>; Major, Erica (BOS) <erica.major@sfgov.org>; RivamonteMesa, Abigail (BOS) <abigail.rivamontemesa@sfgov.org>; Starr, Aaron (CPC) <aaron.starr@sfgov.org>

Subject: Transmittal of Planning Department Case No. 2017-000663PRJ - Legislative Approvals for the Flower Mart Project

Dear Ms. Calvillo, Supervisor Haney,

Below is a link to the transmittal memorandum and the signed Planning Commission resolutions and motions related to the San Francisco Flower Mart Project.

[Transmittal to BOS with attachments](#)

Sincerely,

Ella Samonsky, Senior Planner
Southeast Team, Current Planning Division
San Francisco Planning Department
1650 Mission Street, Suite 400 San Francisco, CA 94103
Direct: 415.575.9112 | www.sfplanning.org
[San Francisco Property Information Map](#)



SAN FRANCISCO PLANNING DEPARTMENT

Planning Commission Motion No. 20484

HEARING DATE: JULY 18, 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.: 2017-000663ENX
Project Address: 610 – 698 Brannan Street
Zoning: CMUO (Central SoMa Mixed Use Office) Zoning District
MUR (Mixed Use Residential) Zoning District
Central SoMa Special Use District
Area Plan: Central SoMa
Block/Lot: 3778/1B, 2B, 4, 5, 47, 48
Project Sponsor: KR Flower Mart, LLC
100 1st St., Suite 250
San Francisco, CA, 94105
Property Owner: KR Flower Mart, LLC
100 1st St., Suite 250
San Francisco, CA, 94105
Staff Contact: Ella Samonsky – (415) 575-9112
ella.samonsky@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(d), 2) OVERHEAD OBSTRUCTIONS PURSUANT TO PLANNING CODE SECTION 136(c)(5) AND 270.3(e)(6), 3) POPOS DESIGN PURSUANT TO PLANNING CODE SECTION 138(d), 4) OFF-SITE POPOS TIMING PURSUANT TO PLANNING CODE SECTION 138(c), 5) GROUND FLOOR TRANSPARENCY PURSUANT TO PLANNING CODE SECTIONS 145.1(c)(6) AND 249.78(c)(1)(F), 6) OFF STREET PARKING PURSUANT TO PLANNING CODE SECTION 151.1, 7) OFF-STREET LOADING PURSUANT TO PLANNING CODE SECTION 152.1, 8) OFF STREET PARKING AND LOADING ARRANGEMENT PURSUANT TO PLANNING CODE SECTION 155(d), 9) PARKING PRICING REQUIREMENTS PURSUANT TO PLANNING CODE SECTION 155(g), 10) PROTECTED PEDESTRIAN-, CYCLING-, AND TRANSIT-ORIENTED STREET FRONTAGES PURSUANT TO PLANNING CODE SECTION 155(t), 11) ACTIVE STREET FRONTAGE PURSUANT TO PLANNING CODE SECTIONS 145.1(c)(3) AND 249.78(c)(1), 12) LOT MERGERS PURSUANT TO PLANNING CODE SECTION 249.78(d)(7), 13) WIND PURSUANT TO PLANNING CODE SECTION 249.78(d)(9), 14) PDR CEILING HEIGHT PURSUANT TO PLANNING CODE SECTION 249.78(d)(10), 15) CHILD CARE PURSUANT TO PLANNING CODE SECTION 249.78(e)(4), 16) NARROW AND MID-BLOCK ALLEY CONTROLS PURSUANT TO PLANNING CODE SECTION 261.1, 17) CENTRAL SOMA MASS REDUCTION AND BULK CONTROLS PURSUANT TO PLANNING CODE SECTION 270(h), 18) HORIZONTAL MASS REDUCTION PURSUANT TO PLANNING CODE SECTION 270.1, 19) BULK LIMITS AND OPEN SPACE REQUIREMENTS PURSUANT TO PLANNING CODE SECTION 270.2 AND 20) RESIDENTIAL TO NON-RESIDENTIAL RATIO PURSUANT TO PLANNING CODE SECTIONS 803.9(a) AND 841.09 TO ALLOW CONSTRUCTION OF THREE NEW BUILDINGS AT 610-689 BRANNAN STREET, FOR A PROJECT CONTAINING 2,032,165 SQUARE FEET OF OFFICE, 83,459

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

PREAMBLE

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

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

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

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

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

previously identified in the EIR, but which are determined to have more severe adverse impact than that discussed in the underlying EIR. Section 15183(c) specifies that if an impact is not peculiar to the parcel or to the proposed project, then an EIR need not be prepared for that project solely on the basis of that impact.

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

On July 3, 2019, the Department determined that the Project and two project variants (Residential Variant and No Wholesale Flower Market Variant) did not require further environmental review under Section 15183 of the CEQA Guidelines and Public Resources Code Section 21083.3. The Project is consistent with the Central SoMa Area Plan adopted as part of a general plan and was encompassed within the analysis contained in the EIR. Since the EIR was finalized, there have been no substantive changes to the Central SoMa Area Plan and no substantive changes in circumstances that would require major revisions to the EIR due to the involvement of new significant environmental effects or an increase in the severity of previously identified significant impacts, and there is no new information of substantial importance that would change the conclusions set forth in the Final EIR. In addition, the Department prepared an addendum to the BVHP EIR to document that the Interim Wholesale Flower Market Site at 2000 Marin Street, which is not part of the Project or two project variants, would not result in any new significant environmental impacts or a substantial increase in the severity of previously identified environmental impacts and would not require the adoption of any new or considerably different mitigation measures than evaluated in the BVHP EIR.

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

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

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

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

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

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

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

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

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

MOVED, that the Commission hereby authorizes the Large Project Authorization requested in Application No. 2017-000663ENX, subject to the conditions contained in "EXHIBIT A" of this motion, based on the following findings:

FINDINGS

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

1. The above recitals are accurate and constitute findings of this Commission.
2. **Project Description.** The Project would include the demolition of all of the existing buildings on the project site, including the existing San Francisco Wholesale Flower Market (Flower Market), as well as the surface parking lot and additional vacant buildings, and construction of three new mixed-use office buildings, publicly accessible private open spaces (POPOS) and a mid-block alley.

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

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

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

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

Phase 1a

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

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

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

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

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

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

Phase 1b

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

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

Phase 1c

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

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

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

Project Variant:

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

Project Variant Phase 1a

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

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

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

Overall:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

The Project and Project Variant have submitted a streetscape plan in compliance with the Better Streets Plan and proposes numerous improvements including installation of new street trees, curb extensions, and sidewalk improvements. The precise location, spacing, and species of the street trees, as well as other streetscape improvements, will be further refined throughout the building permit review process and comply with the SFMTA standards. Therefore, the Project and Project Variant complies with Planning Code Section 138.1.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

PDR (Project):

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

Retail (Project and Project Variant):

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

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

Office (Project and Project Variant):

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

- Y. **Car Sharing (Section 166).** Section 166 establishes requirements for new developments to provide off-street parking spaces for car-sharing services. The number of spaces depends on the amount and type of use. One car share space is required for every 50 parking spaces devoted to non-residential use. The car-share spaces must be made available to a certified car-share organization at the building site or within 800 feet of it.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- MM. **Shadows on Parks (Section 295)**. Section 295 requires any project proposing a structure exceeding a height of 40 feet to undergo a shadow analysis in order to determine if the project

will result in the net addition of shadow to properties under the jurisdiction of the Recreation and Park Department.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- A. Overall building mass and scale.

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

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

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

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

B. Architectural treatments, facade design and building materials.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

H. Bulk Limits.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- M. **Rates for Long-Term Office Parking (Section 155(g)).** To discourage long-term commuter parking, off-street parking spaces provided for all uses other than residential or hotel must be offered pursuant to the following rate structure: (1) the rate charged for four hours of parking cannot be more than four times the rate charged for the first hour; (2) the rate charged for eight hours of parking cannot be less than ten (10) times the rate charged for the first hour; and (3) no discounted parking rates are allowed for weekly, monthly, or similar time-specific periods.

As mentioned above, the wholesale flower market, by virtue of selling highly perishable bulk goods, has customers and suppliers that are dependent on vehicles to transport the goods throughout the day.. The parking pricing required by Section 155(g) conflicts with the Project Sponsor's agreement with the Flower Mart Tenants, which mandates that the Project Sponsor provide a certain number of accessory parking spaces available exclusively for Flower Market use, at discounted rates as established in the Project Sponsor's agreement with the Flower Market tenants.

- N. **Curb Cut Prohibition (Section 155(r)).** Section 155(r) limits curb cuts for garage entries, private driveways, or other direct access to off-street parking or loading. Garage entries, driveways, or other vehicular access points to parking or loading are not permitted on Brannan Street from 2nd Street to 6th Street or on 6th Street from Folsom Street to Brannan Street. New garage entries or vehicular access points are not permitted on 5th Street from Howard to Townsend Street without a 329 exception. However, there is no prohibition for curb cuts associated with a new publicly-accessible street or alley.

The design for the Project would not add net new curb cuts to the Property. The existing curb cuts on 6th Street would be removed and replaced to create an extension to Morris Street. Thus, no exception is required for the 6th Street curb cut. One new curb cut is proposed at the end of Morris Street to allow large truck access to the underground garage. The location minimizes impact to the neighborhood by aligning the driveway ramp with the existing service lane. Morris Street is not a protected frontage under Section 155. However, an exception is required for the widened curb cut on 5th Street. The existing service alley on 5th Street would be widened to accommodate the needs of the neighbors to the north that share ownership of the drive, as well as a new dedicated fire lane that will be required for the Project Site. The drive is currently 30 feet wide. This existing drive will be widened to 35 feet to provide a 26-foot fire lane and a dedicated lane for the use of the neighbors. Additionally, in order to allow for large trucks to exit the drive without swinging into the opposite lane of traffic (including fire trucks and WB-67 trucks that service the Flower Market) the curb cut must be widened to 60 feet. The widening of the curb cut is not to accommodate access to a parking garage or at grade parking, rather it is required to accommodate the fire lane and truck access, which will improve safety and site circulation.

- O. **Active Uses (Sections 145.1(c)(3) & 249.78(c)(1)).** With the exception of space allowed for parking and loading access, building egress, and access to mechanical systems, active uses—i.e. uses which by their nature do not require non-transparent walls facing a public street—must be located within the first 25 feet of building depth on the ground floor and 15 feet on floors above facing a street at least 30 feet in width. Active uses are also required along any outdoor POPOS within the Central SoMa SUD. Lobbies are considered active, so long as they

are not longer than 40 feet or 25% of the building's frontage, whichever is larger. Within the Central SoMa SUD, an office use is not considered an active use on the ground floor.

While the Project provides active uses on the ground floor of all the buildings, the lobby of the Gateway Building fronting the Brannan Plaza POPOS, which wraps the corner to also access Brannan Street, is greater than the 25% of the frontage or 40 feet. Although technically exceeding the width standard for a lobby, it will not significantly degrade activity because it is in scale with ground floor uses of Gateway Building and approximately half the lobby is adjacent to the terraced pedestrian ramp from the street grade to that of the plaza.

- P. **Central SoMa SUD, Lot Merger Restrictions (Section 249.78(d)(7)).** Lots containing one or more buildings with a California Historic Resources Status Code (CHRSC) of 1, 2, 3, 4, 5, or 6L, as identified in a survey adopted by the Historic Preservation Commission and with any single street frontage under 200 feet in length, are subject to lot merger restrictions. Any such lot may not merge with an adjacent lot in such a way that any existing street frontage of under 200 feet is increased to 200 feet in length or longer. As a Key Site, the Project is eligible for an exception from these lot merger restrictions.

Lots 4, 5, 48, and 2B are within the San Francisco Flower Mart Historic District, and each has a CHRSC of 3CD, which means the property appears eligible for listing on the California Register as a contributor to a California Register eligible district through a survey evaluation. Lot 1B is outside the District and has a CHRSC of 3CS, which means the property appears eligible for listing on the California Register as an individual property through survey evaluation. The Project would merge 6 lots on Assessor's Block 3778: Lots 1B, 2B, 4, 5, 47 and 48.

The demolition of the existing buildings and an exception from the lot merger restrictions is necessary in order to accommodate new development at the site. The Project would develop the site at an intensity and density that takes advantage of transit resources in the area and leverages higher value office uses to subsidize affordable rents for the Flower Market; provide Class A creative office space in a quantity, layout, and with on-site amenities that could serve as a headquarters for a large single tenant or be adapted for multi-tenant use; activate Brannan and Fifth Streets; provide space for neighborhood-serving retail throughout the ground floor; and provide a continuous ground floor operation of almost three acres with proximate parking and loading adequate for the new on-site Flower Market. Maintaining the existing configuration of the lots would preclude the Project from achieving these objectives, would be inconsistent with the Central SoMa Plan, and would render any iteration of the Project economically infeasible.

- Q. **Central SoMa SUD, Wind Comfort (Section 249.78(d)(9)(C)).** The Central SoMa SUD wind controls apply to proposed buildings within the SUD that exceed 85 feet in height. Such projects may not result in wind speeds that exceed the Comfort level at any location. Comfort level means ground-level equivalent wind speeds of 11 miles per hour in areas of substantial pedestrian use and 7 miles per hour in public seating areas between 7:00 a.m. and 6:00 p.m. when occurring for more than 15 percent of the time year-round. A project also may not cause

a substantial increase in wind speed at any location where the existing or resulting wind speed exceeds the comfort level. A substantial increase means “means an increase in wind speeds of more than 6 miles per hour for more than 15 percent of the time year-round.” The Planning Commission may grant an exception to these standards if a project has undertaken all feasible measures to reduce wind speeds through such means as building sculpting and appurtenances, permanent wind baffling measures, and landscaping; and reducing wind speeds further would substantially detract from the building design or unduly restrict the square footage of the project.

The wind analysis conducted pursuant to the CEQA review process analyzed potential comfort level wind impacts based on a more conservative standard than that proposed by Section 249.78(d)(9)(C). The analysis defines the comfort level standard as requiring that “that buildings do not cause ground-level wind currents to exceed, more than 10 percent of the time, 11 mph in substantial pedestrian use areas, and 7 mph in public seating areas.”

Existing wind conditions around the Property are generally windy with wind speeds at 57 of 100 locations exceeding the 11 mph pedestrian comfort criterion. In general, wind speeds along Brannan and 5th streets are lower than elsewhere in the vicinity. The average wind speed exceeded 10% of the time is 12 mph. With the Project, wind comfort conditions at most locations would be similar to those under existing conditions, with 58 of 117 locations exceeding the 11 mph pedestrian comfort criterion. Wind speeds would tend to decrease along 6th and Brannan Streets and on Bryant Street, except at the corner of 6th and Brannan Streets, where wind speeds would increase around the base of the Gateway Building. Wind speeds would also generally increase along 5th and Bryant Streets. The average wind speed exceeded 10% of the time would remain at 12 mph. Wind speeds would increase by 6 mph or more at nine test points.

Although wind speeds would exceed the comfort level criterion, the Project would incorporate a number of measures to reduce wind speeds—including, as necessary, new landscaping, building sculpting, canopies, wind gates, and wind screens. The wind screens will be located at the corner of 6th and Brannan, at the south side of the intersection between 6th Street and the future private drive, at the Morris Street entry to Brannan Plaza, and at the end of the service drive at 5th Street. There will be substantial wind canopies wrapping the Gateway Building from 5th and Brannan to the interior end of the Private Drive and wrapping the corner of the Blocks Building starting along 5th Street and continuing up the service drive. The upper masses of the Blocks Building are rotated, differentiated, and spaced to capture and disperse wind moving along the service Drive. Reducing wind speeds further would substantially detract from the building design and would unduly restrict the square footage of the Project.

- R. **Central SoMa SUD, Wind Hazard (Section 249.78(d)(9)(D)).** Projects within the Central SoMa SUD may not result in net new locations with an exceedance of the one-hour hazard criterion. One-Hour Hazard Criterion “means a ground-level equivalent wind speed of 26 miles per hour for more than one hour per year per test location.” The Planning Commission may grant an exception to this standard if a project (1) does not result in net new locations with an

exceedance of the nine-hour hazard criterion; (2) the project has undertaken all feasible measures to reduce hazardous wind speeds, such as building sculpting and appurtenances, permanent wind baffling measures, and landscaping; and (3) meeting the would detract from the building design or unduly restrict the square footage of the project.

The addition of the Project would result in 3 hazard locations based on the 1-hour criterion. The one-hour wind hazard criterion would be exceeded at these three locations for a total of 11 hours per year. These three new hazard exceedances would be located at the following locations: the proposed project's Sixth Street driveway at the northwest corner of Brannan Plaza; at the southeast corner of Fifth and Welsh streets, across Fifth Street from the project site; and on the north side of Brannan Street about 150 feet east of Fifth Street. However, none of the 117 test locations would exceed the nine-hour wind hazard criterion. The average wind speed that is exceeded one hour per year would increase by 2 mph, to 24 mph.

The Project would incorporate a number of measures to reduce wind speeds—including, as necessary, new landscaping, building sculpting, canopies, wind gates, and wind screens. The wind screens will be located at the corner of 6th and Brannan, at the south side of the intersection between 6th Street and the future private drive, at the Morris Street entry to Brannan Plaza, and at the end of the service drive at 5th Street. There will be substantial wind canopies wrapping the Gateway Building from 5th and Brannan to the interior end of the Private Drive and wrapping the corner of the Blocks Building starting along 5th Street and continuing up the service drive. The upper masses of the Blocks Building are rotated, differentiated, and spaced to capture and disperse wind moving along the service Drive. Reducing wind speeds further would substantially detract from the building design and would unduly restrict the square footage of the Project.

- S. **Ground Floor Ceiling Height (249.78(d)(10)).** PDR uses in the CMUO District must have a minimum floor-to-floor height of 17 feet.

The new wholesale flower market would provide an approximately 24-foot floor to floor height (the ceiling height is 23 feet, 3 inches and 18-20 feet under the deepest structural members, pending full structural development), with a 15,000 square foot mezzanine at 14 feet floor to floor within the center of the building. The mezzanine areas would be open and integrated to the wholesale flower market area below, with at least 50% of the interior walls open to the interior of the space. However, not including the mezzanine, the ceiling height under the upper level egress corridors and stairs would be shallower than the required 17 feet floor-to-floor height and would require an exception. Section 329(e)(3)(B)(vii)(e) allows an exception to the minimum ground floor height requirement established in Section 249.78(d)(10), to allow a cumulative maximum of 10% of the ground floor gross floor area to have less than a 17-foot ground floor height. The area underneath the upper level exiting corridors would amount to less than 10% of the ground floor GFA, and would not unduly restrict the use of the ground floor for PDR tenants.

- T. **Child Care (Section 249.78(e)(4)).** Prior to issuance of a building or site permit for a development project subject to the requirements of Section 414.4, the sponsor of an Office or

Hotel project on a Key Site shall elect its choice of the options described in subsection (A), (B) and (E) of Section 414.4(c)(1) to fulfill any requirements imposed pursuant to Section 414.4 as a condition of approval. If on-site child care is not feasible, then a Project Sponsor may pay the in-lieu fee pursuant to Section 414.4(c)(1)(D). Section 249.78(e)(4)(B) allows the Commission to grant an exception from the on-site child care requirements if it determines that on-site child care is infeasible. A Key Site exception under Section 329(e)(3)(B)(vii)(j) allows a project containing at least 97,000 gross square feet of wholesale sales use, to comply with the child care requirements established in Sections 414.1 through 414.15 by paying the in-lieu fee pursuant to Section 414.8.

The Project would include 113,036 gross square foot of wholesale sales use at the northern half of the Property. The inherent nature of a wholesale use is incompatible with a child care use. The success of a Flower Market at this location depends in part on easy parking and loading access, particularly in the morning hours and a high volume of truck traffic. Child care facilities also require ground floor space with easy access to parking and loading, as well as, per state regulations, access to a protected outdoor area. Ground floor child care and attached outdoor space could only be provided by replacing planned retail and POPOS spaces. Because of the inherent conflict between a large wholesale operation and a child care facility, as well as space constraints on the ground floor, on-site child care is not feasible.

- U. **Setback Requirements for Narrow Streets (Section 261.1).** Section 261.1 sets out setback requirements for subject frontages along narrow streets. Narrow streets are rights-of-way that are 40 feet wide or narrower. A subject frontage is one within an EN Mixed Use District that abuts a narrow street and is more than 60 feet from an intersection with a street wider than 40 feet. Morris Street is a 33-foot wide North-South Narrow Street. Within the Central SoMa SUD, all subject frontages shall have upper stories set back at least 10 feet at the property line above a height equivalent to 1.25 times the width of the abutting Narrow Street and the subject frontages on a North-South Narrow Street in a height district greater than 85 feet shall provide an 85% apparent mass reduction of the portion of the building below 160 feet. As a Key Site, the Project is eligible for an exception from the setback requirements set forth in Section 261.1 pursuant to Section 329(e)(3)(B).

Additionally, subject frontages abutting a mid-block passage provided pursuant to Section 270.2 must provide upper story setbacks as follows: for mid-block passages between 20-30 feet in width, a setback of not less than 10 feet above a height of 25 feet. Section 329(e)(3)(B) provides for an exception from this component of Section 261.1 for projects on Key Sites; and Section 329(e)(3)(vii) provides for an exception for pedestrian bridges over a required mid-block alley.

The proposed massing of the Blocks Building would provide a 66.7% apparent mass reduction, which is a substantial apparent mass reduction, and allows the project to locate massing away from the POPOS and interior to the block. Further, while the 10-foot setback is not provided at 41 feet, a larger setback of approximately 15 to 50 feet is provided at 67 feet.

While not providing the prescribed setback along the mid-block passage, the lower massing of the Market Hall and Blocks Buildings have been shaped to provide a pedestrian-scaled and inviting passage (the Market Alley). While not technically in compliance with Section 261.1, the building mass has been pushed interior to the block to maintain openness along Brannan and 5th Streets and the associated public plazas. At the Blocks Building, the retail podium along the Market Alley at the ground floor has a varied height ranging from approximately 20 feet to 43 feet. Above the retail podium, the Blocks Building is setback 21-40 feet before projecting out again at floors 4 and 5. The underside of the two upper mass projections are 50 feet and 62 feet above ground level, reducing the impact of the upper mass on the ground level. Additionally, the upper mass closest to 5th Street is set back from the front of the retail podium 20 feet to 45 feet. The upper mass closest to Brannan Plaza starts just above the retail podium at the center of the Paseo and angles back to remain just behind the face of the retail podium at Brannan Plaza. The Market Hall Building responds to the Blocks Building lower retail podium and to the Market Alley with a lifted upper mass over a retail volumes with a ceiling or overhang height of 21-40 feet that adds to pedestrian experience at the ground.

- V. **Mass Reduction and Bulk Limits (Table 270(h)).** Section 329(e)(3)(B) provides for the Key Sites to obtain exceptions from all of the bulk controls established in proposed Section 270(h).

Apparent Mass Reduction (Section 270(h)(2)). Section 270(h)(2) provides that projects on any side of a major street subject to a height limit above 160 feet are not required to provide an apparent mass reduction for the tower portion of the building, but are required to provide an 80% apparent mass reduction for the remainder of the building using a height limit of 160 feet for the purposes of the calculation.

Tower Maximum Floor Area (Section 270(h)(3)(A)). For the tower portion of a non-residential, non-hotel building, the maximum gross floor area of any floor is 17,000 square feet and the average gross floor area for all floors in the tower portion shall not exceed 15,000 gross square feet. The tower portion of a building is the portion above 85 feet.

Maximum Bulk Dimensions (Section 270(h)(3)(B)). For the tower portion of a building, the maximum length shall be 150 feet and the maximum diagonal shall be 190 feet.

The Key Sites Guidelines highlight the need for flexibility regarding the applicability of tower bulk controls to the Flower Mart site, given the need to provide a continuous ground floor wholesale flower market operation of almost three acres. In response to the unique site constraints, the buildings have longer, larger floor plates and distribute the mass more horizontally across the site, rather than tapered and shaped vertically.

The Market Hall building would comply with the skyplane requirements set forth in Section 270(h)(2). Both the Blocks Building and the Gateway Building are subject to a height limit above 160 feet, and so are not required to provide an apparent mass reduction for the tower portion of the building (the portion of the building above 85 feet). However these buildings are required to provide an 80% apparent mass

reduction for the non-tower portions of the buildings using a height limit of 160 feet for the purposes of the calculation.

The Gateway Building at the Corner of Brannan and 6th Streets would not provide an 80% apparent mass reduction at Brannan or 6th Streets. This is because the mass of the building is shifted towards the street in order to provide a double-height terrace at levels 9 and 10 that ranges from 10-32 feet deep. This deep terrace continues the setback datum along the entire Brannan Street frontage of the building to 6th Street, providing a substantial break in the building's vertical massing.

The massing of Blocks Building provides a 66.3% apparent mass reduction along 5th Street where an 80% mass reduction is otherwise required. While the Blocks Building does not technically comply with the apparent mass reduction requirement, the entire structure is designed as a set of staggered blocks that results in a building that reads more like a cluster of smaller buildings. This varied design reduces apparent massing and creates visual interest across the site.

The three proposed tower portions of the Project would include floorplates that exceed 17,000 square feet and floorplate averages that exceed 15,000 square feet above 85 feet. At the Blocks Building, the 85 foot base height begins at floor 6. Floors 6-9 are connected throughout the building and have an average area of 105,810 square feet. At the 5th Street Tower, the average floor area of levels 10-18 is 17,226 square feet. The Blocks Midrise Building at floors 10-15 would include floorplates ranging from 42,934 square feet to 58,421 square feet with an average floorplate size of 50,780 square feet. The Gateway Building provides floorplates ranging from 17,779 square feet to 23,319 square feet on floors 7-16, with an average floorplate area of 20,735 square feet.

The Project compensates for the tower floorplate sizes with creative design around a central Market Alley, with numerous setbacks and cutouts at each tower, minimizing the apparent bulk of each. This varied design not only reduces apparent massing, but also creates visual interest throughout the Property. Additionally, the large site has already been split up into three buildings. Adding a fourth in an effort to reduce the floorplates of each tower would detract from the intricate ground floor programming and jeopardize public realm experience.

Both the Gateway Building and tower portions of the Blocks Building (the 5th Street Tower and the Blocks Midrise) exceed the maximum allowable dimensions. At the 5th Street Tower, floors 10-11 would be 196 feet by 164 feet, and 250 feet, 6 inches feet in diagonal. Floors 12-18 would be 164 feet long by 92 feet, 10 inches, and 189 feet diagonally, within the 190-foot maximum diagonal measurement. At the Midrise Building, floors 10-11 measure 323 feet, 6 inches by 219 feet, 3 inches, with a diagonal measurement of 390 feet, 7 inches. At floors 12-13, the Midrise Building would be 290 feet, by 196 feet, with a maximum diagonal of 348, 10 inches. At the Gateway Building, floors 7-9 would be 199 feet at their widest, with a diagonal dimension of 241 feet, 7 inches. At floors 11-16, the Gateway Building would be 181 feet, 2 inches at its longest, and 272 feet, 2 inches diagonally.

While the tower portions of the Project exceed the maximum tower dimensions, each structure includes stepped elements, setbacks, and cutouts to break up the building. Particularly at the Blocks Building,

this approach results in a building that reads more like a cluster of smaller buildings. This varied design reduces apparent massing and creates visual interest throughout the Property.

- W. **Horizontal Mass Reductions (Section 270.1).** Section 270.1 applies to all buildings in the Eastern Neighborhoods Mixed Use Districts that have street or alley frontage greater than 200 feet in length. Buildings subject to this Section must incorporate one or more mass reduction breaks in the building that reduce the horizontal scale of the building into discrete sections not more than 200 feet in length. Such reduction breaks must: (1) be not less than 30 feet in width; (2) be not less than 60 feet in depth from the street-facing building facade; (3) extend up to the sky from a level not higher than 25 feet above grade or the third story, whichever is lower; and (4) result in discrete building sections with a maximum plan length along the street frontage not greater than 200 feet. Bays, balconies or other obstructions permitted over streets and alleys in Section 136(c), shall not be considered for the calculation of the above dimensions.

The Planning Commission may modify this requirement upon consideration of the following criteria: (1) no more than 50% of the required mass is reduced unless special circumstances are evident; (2) the depth of any mass reduction breaks provided is not less than 15 feet from the front facade, unless special circumstances are evident; (3) the proposed building envelope can be demonstrated to achieve a distinctly superior effect of reducing the apparent horizontal dimension of the building; and (4) the proposed building achieves unique and superior architectural design.

The Project would require an exception from this requirement pursuant to Section 270.1(d) for the Market Hall building. The Market Hall building would include 481 feet, 6 inches of frontage along Brannan Street at the ground through second floors, and 537 feet of frontage above the second floor. The ground level, the mass of the building would be divided into a 144-foot section and a 264-foot section, broken up by a 73-foot, 6-inch wide open air pass-through at grade. The pass-through would have a varied height ranging from 21 feet to 29 feet. At the center of the pass-through is a 36-foot diameter courtyard open to the sky.

The Key Sites Guidelines also provide flexibility in the application of this requirement to the Flower Mart Project: "An ability to exceed the maximum building length of 300 feet if the project still contains an architectural mass break (respecting the intent of Planning Code Section 270.1) and is largely permeable and open to the elements at the ground floor." The massing break is large enough to reduce visual impact for pedestrians walking down the block. The break also provides a public entrance into the Property, inviting pedestrians into the space and through to the mid-block Market Alley. Additionally, the Brannan Plaza and 5th Street Plazas provide additional open spaces on either side of the Market Hall Building, further minimizing visual bulk and creating additional pedestrian access points.

- X. **Bulk Limits and Open Space on Large Lots (Section 270.2).** Section 270.2 applies to all new construction on parcels that have one or more street or alley frontages of over 200 linear feet on a block face longer than 400 feet between intersections, in the EN Mixed Use Districts. New construction on lots with greater than 300 linear feet of street frontage must provide a publicly-

accessible mid-block alley for the entire depth of the property, perpendicular to the subject frontage and connecting to any existing streets and alleys. For lots with frontage on more than one street that exceeds the above dimensions, one such mid-block alley will be required per frontage. Mid-block alleys required by this provision are subject to a number of design and performance standards.

The Project proposes a mid-block alley, the Market Alley POPOS, which would connect 5th and 6th Streets through the entire Project Site. Two ground level plazas and a mid-block passage through the Market Hall would connect Brannan Street to the central Market Alley POPOS. The mid-block passages/plazas would comply with 13 of the 14 performance standards of Section 270.2, except for the 14th, which requires buildings abutting mid-block alleys to comply with Section 261.1—which establishes requirements for setbacks from mid-block alleys.

The Project requires an exception for Section 261.1—pursuant to Section 329(e)(3)(B)—for the Blocks Building and the Market Hall Building along the Paseo. The design of these buildings is intended to create a dynamic experience at the ground and to shift the majority of the project's mass to the site's interior.

At the Blocks Building, the retail podium along the Paseo at the ground floor has a varied height ranging from 18 feet to 43 feet. Above the retail podium, the Blocks Building is set back 21–40 feet before projecting out again at floors 4 and 5. The underside of the two upper mass projections are 50 feet and 62 feet above ground level, reducing the impact of the upper mass on the ground level. Additionally, the upper mass closest to 5th Street is setback from the front of the retail podium 20 feet to 45 feet. The upper mass closest to Brannan Plaza starts just above the retail podium at the center of the Paseo and angles back to remain just behind the face of the retail podium at Brannan Plaza.

At the ground level of the Market Hall, the mass of the building would be divided into a 144-foot, 6-inch section and a 264-foot section, broken up by a 61-foot wide open air pass-through at grade. The pass-through would have a varied height ranging from 25 feet, 6 inches to 32 feet. At the center of the pass-through is a 36-foot diameter courtyard open to the sky.

The design of the public realm is meant to promote circulation throughout the Property as well as engagement with the surrounding neighborhood. Further, the design of the setbacks and the mid-block Market Alley are consistent with the Key Sites Guidelines, which provide for a waiver from the narrow streets setbacks requirements for the east-west mid-block alley

- Y. **Residential to Non-Residential Ratio (MUR) District (Sections 803.9(a) and 841.09).** In new construction in the MUR District, three square feet of gross floor area for Residential Use is required for every gross square foot of permitted Non-Residential Use. Pursuant to Section 329(e)(3)(B)(vii)(i), the Project is eligible for an exception from the residential use ratio requirement, if the Project Sponsor dedicates at least 14,000 square feet of land to the City and County of San Francisco for the construction of affordable housing. The land so dedicated shall be zoned to allow residential use, shall be verified by the Mayor's Office of Housing as an

acceptable site for the development of affordable housing, shall be dedicated prior to issuance of the first Temporary Certificate of Occupancy for any building on the site, and shall be located within the boundaries of either the Central SoMa, Eastern SoMa, or Western SoMa Area Plans.

The Project proposes to construct an office building at the corner of 6th and Brannan Streets, on the portion of the Property zoned MUR. Accordingly, the Project Sponsor will dedicate at least 14,000 square feet of land to the City for the construction of affordable housing. The land dedication is addressed in the Project Sponsor's Development Agreement, which the Planning Commission has recommended that the Board of Supervisors adopt.

9. **Central SoMa Key Site Exceptions & Qualified Amenities- Project Variant.** Pursuant to Section 329(e), within the Central SoMa SUD, certain Code exceptions are available for projects on Key Sites that provide qualified amenities in excess of what is required by the Code. Qualified additional amenities that may be provided by these Key Sites include: land dedication pursuant to Section 413.7 for the construction of affordable housing; PDR at a greater amount and/or lower rent than is otherwise required under Sections 202.8 or 249.78(c)(5); public parks, recreation centers, or plazas; and improved pedestrian networks. Exceptions under Section 329(e) may be approved by the Planning Commission if the following criteria are met:

- A. **The amenities and exceptions would, on balance, be in conformity with and support the implementation of the Goals, Objectives, and Policies of the Central SoMa Plan,**

The requested exceptions allow for the modification of a number of physical development controls and the ability to utilize in-lieu fees and off-site options for compliance, which will provide for the feasibility of the Project Variant. The Project Variant would provide a payment to fund construction of a new Flower Market off-site, with below market rate rent, and would utilize that on-site space to provide 22,690 square feet of childcare space, a 950-square-foot community room, and additional office and retail space. Additionally, the Project Variant would include the dedication of a minimum 14,000-square-foot site to the City for the construction of affordable housing as well as improved pedestrian networks in and around the Site by creating a mid-block passage, the Market Alley POPOS that will link 5th and 6th Streets, with three additional POPOS connections that provide pedestrian access between Brannan Street and the Market Alley POPOS. The amenities and exceptions would, on balance, be in conformity with and support the implementation of the Goals, Objectives, and Policies of the Central SoMa Plan.

- B. **The amenities would result in an equal or greater benefit to the City than would occur without the exceptions, and**

Without the requested exceptions, the Project Variant would not be able to fund a payment to the tenants for the construction of an off-site Flower Market elsewhere within the City and provide rental subsidy. Furthermore, the requested exceptions allow the Project Variant to include the dedication of a 14,000 square foot site to the City for the construction of affordable housing. Additional on-site public amenities include a 950-square-foot community room; 22,690 square feet.

- C. **The exceptions are necessary to facilitate the provision of important public assets that would otherwise be difficult to locate in a highly developed neighborhood like SoMa.**

Since the Flower Market vendors will ultimately decide whether to return to the current location, the Project Sponsor has designed a project that can either accommodate a new wholesale flower market at the ground floor of the Blocks Building, or can be reworked to instead accommodate child care, office amenity space, and additional retail space. The exceptions requested are necessary to allow for the construction of this large, flexible ground level space that provides the requisite optionality for the Flower Market vendors. Retaining the Flower Market, even off-site, provides affordable space for small wholesale vendors, which in turn supports PDR jobs and the economic diversity of the City. Without the subsidy provided by the Project Sponsor, it would be challenging to locate a site that would meet the space requirements of the flower vendors and at a price that would make the continuation of the Flower Market viable. Furthermore, the Project Sponsor's dedication of land to MOHCD will also provide an opportunity for provision of affordable housing in the SoMa neighborhood, where land supply is limited. The exceptions will also facilitate the construction of a network of plazas and pedestrian ways to link 5th, 6th, and Brannan Streets. With 38,450 square feet of on-site POPOS, new plazas on 5th Street and Brannan Street will be framed by active retail and draw users into the site. This will provide additional much-needed open spaces in the SoMa neighborhood, which has a shortage of public parks to serve the existing and future residents. None of these amenities would be possible without the requested modification of certain Planning Code controls.

Accordingly, the Planning Commission has considered the following exceptions to the Planning Code, makes the following findings, and grants each exception to the Project Variant as further described below:

- 1) **Streetwall Articulation – Market Hall Building (Section 132.4(d)(1)).** Section 132.4(d)(1) requires that buildings within the Central SoMa SUD be built up to the street-or alley-facing property line up to 65 feet in height, subject to the controls of Section 261.1 (additional height limits for narrow streets and alleys) as applicable.

The Gateway Building frontages at Brannan and 6th Street and the Blocks Building along 5th Street comply with this requirement; however, the Market Hall Building requires an exception from the streetwall articulation requirements. The ground floor Brannan Street frontage is setback from the property line to create a threshold condition along Brannan Street for the highly permeable Market Hall space that will occupy the ground floor. The setback at the ground floor serves to invite people into the space from Brannan Street, providing a protected, open-air area that seamlessly connects the building with the sidewalk and then through to the mid-block Market Alley POPOS. Therefore, this exception is necessary to facilitate an innovative design that meets the intent of Section 132.4 by creating an engaging transition from the street to the active uses on site.

- 2) **Setbacks – Market Hall and Gateway Buildings (Section 132.4(d)(2)).** For mid-rise buildings (above 85 feet up to 160 feet) in the CS Bulk District, the following requirements apply: (i) along all street-and alley-facing property lines, a 15-foot setback is required for the mid-rise portion (the portion above 85 feet) for at least 60% of the frontage length; (ii) along all interior property

lines, a 15-foot setback is required for the mid-rise portion for the entire frontage. For towers (taller than 160 feet) in the CS Bulk District, a 15-foot setback is required for the tower portion (above 85 feet) for the entire frontage along all property lines. As a Key Site, the Project and Project Variant are eligible for an exception from the setback requirements set forth in Section 132.4(d)(2).

The Project Variant requires an exception from the setback requirements set forth in Section 132.4 for the Market Hall and Gateway Buildings. At the Market Hall Building, the 15-foot setback at the upper levels is provided 105 feet. This shifting of the building mass up towards the top of the building, allows for the extra height and setbacks at the ground level, which allows for broader plazas and invites people into the space from Brannan Street, providing a protected, open-air area that seamlessly connects the building with the sidewalk and through to the mid-block alley POPOS.

The Gateway Building at the Corner of Brannan and 6th Streets would not provide a 15-foot setback for the tower portion of the building along all property lines. Instead, the mass of the building is shifted towards the street in order to provide a setback ranging from 10-47 feet setback above 105 feet at the POPOS-frontage of the structure along Brannan Plaza, which exceeds what would be achieved by the 15-foot street-facing setback required by the Code. Along the 6th Street and Brannan Street frontage, double-height terrace is provided at levels 9 and 10 that ranges from 10-32 feet deep at 105 feet. This deep terrace continues the setback datum established by the Market Hall Building along the entire Brannan Street frontage of the building to 6th Street, providing a substantial break in the building's vertical massing.

- 3) **Building Separation (Section 132.4(d)(3)).** For towers (any building above 160 feet) in the CS bulk district, Section 132.4(d)(3) requires that the tower portion of a project (the portion above 85 feet) have a horizontal separation of at least 115 feet from the tower portion of any other tower. As a Key Site, the Project and Project Variant are eligible for an exception from the setback requirements set forth in Section 132.4(d)(3).

The Project Variant requires an exception from the tower separation requirements because there is not a horizontal separation of at least 115 feet between the 5th Street Tower, the Blocks tower, and the Gateway Building tower. The tower portion of the Gateway Building and the tower portion of the Blocks Midrise would be separated by 83 feet. The Blocks Midrise tower and the 5th Street Tower—both of which rise up from the Blocks Building podium—would be 66 feet, 6 inches apart.

The Property's unique site conditions and Project Variant programming merit an exception from the 115-foot tower separation setback, and the Key Sites Guidelines highlight the potential for flexibility in applying the tower separation controls at this site. This exception is necessary in order to accommodate three distinct building masses. The goal of this design strategy is to locate the bulk of the building height internal to the block, which promotes sun access along the existing public ways. Literal compliance would mean that more bulk would be shifted to Brannan Street, particularly 5th and Brannan Streets. Moving bulk to attain tower separation would compromise the sun access on the public ways and on the proposed POPOS. In addition, all three buildings proposed for the site include strategic setbacks, cutaways, and massing breaks to create

visual interest and separation between the three tower portions. Therefore, the Project Variant reads as several smaller clustered buildings, consistent with the design intent of the Central SoMa Plan.

- 4) **Overhead Obstructions (Sections 136(c)(5) and 270.2(e)(6)).** Section 136 provides for certain obstructions over required open space and over streets and alleys. Section 136(e)(5) provides for overhead horizontal projections leaving at least 7½ feet of headroom, where the depth of any such projection is no greater than the headroom it leaves, and in no case is greater than 10 feet; and provided that, in the case of common usable open space at ground level, the open space under the projection directly adjoins uncovered usable open space that is at least 10 feet in depth and 15 feet in width. Section 270.2(e)(6) states that a required mid-block alley must have at least 60 percent of the area of the alley or pathway open to the sky, and that obstructions permitted within setbacks pursuant to Section 136 may be located within the portion of the alley or pathway that is required to be open to the sky. Section 329(e)(3)(B)(vii)(f) provides for exceptions to the overhead horizontal projection requirements set forth in Section 136(c)(5) and to the design and performance standards related to required mid-block alleys set forth in Section 270.2(e)(6); to allow for a maximum of three pedestrian bridges over a required mid-block alley, provided that the pedestrian bridges leave at least 70 feet of headroom, are no greater than 12 feet in width, are single story, and are situated no less than 50 feet apart. Notwithstanding subsection (vii)(b), pedestrian bridges provided pursuant to this subsection (vii)(f) shall be deemed obstructions permitted pursuant to Section 136, and POPOS area situated under any such pedestrian bridges shall count toward the total on-site POPOS area open to the sky.

The design for the Project Variant includes three pedestrian bridges which would link the Blocks Building and the Market Hall building at varying levels over the Market Alley. These bridges are not a listed obstruction under Section 136. While the bridges would span the open space, they would have a minimum clearance of 70 feet and be no more than 12 feet in width, therefore minimizing the appearance of the skybridges to pedestrians in the Market Alley POPOS. One bridge would link the office spaces at level 6 and two additional bridges would connect the office spaces at level 7. The bridges would feature glass walls to maximize light and openness and would provide for the flexible use of the building by either a mix of tenants or one large tenant.

- 5) **POPOS and Openness to the Sky (Sections 138 & 329(e)(3)(B)(vii)(b)).** Projects proposing 50,000 square feet of new non-residential use, other than institutional, retail, and PDR uses, in the Central SoMa SUD, are required to provide POPOS at a rate of 1 square foot for each 50 square feet of applicable use. On sites of at least 40,000 square feet located south of Bryant, the required POPOS must be provided outdoors, and such Projects may not pay an in-lieu fee for any POPOS not provided. Pursuant to Section 138(d)(2), outdoor POPOS must be provided at street grade up to an amount that equals 15% of the lot area—any additional required open space may be provided above street grade. Outdoor POPOS must be provided at grade, open to the sky, and be maximally landscaped with plantings on horizontal and vertical surfaces.

Pursuant to Section 329(e)(3)(B)(vii)(b), the Project and Project Variant are eligible for an exception to allow a cumulative maximum of 20% of the POPOS to be covered by any combination of (a) an inhabitable portion of a building, which portion of the POPOS shall have a minimum clearance height of 20 feet and maximum depth from face of overhead building of 15 feet, or (b) an inhabitable portion of a building, which portion of the POPOS shall have a minimum clearance height of 50 feet and minimum horizontal dimension in all directions of 20 feet.

The Project Variant would require 41,228 square feet of POPOS. The Project Variant would provide 30,325 square feet of ground level open-sky POPOS and 8,125 square feet under the cantilevered ends of the Market Hall Building, with 20-40 feet clearance and a maximum depth of 15 feet from the face of the building. An additional 2,778 square feet would be provided off site, underneath or adjacent to the I-80 freeway.

The POPOS space provided under the cantilevered portion of the Market Hall Building helps to create larger, more versatile plaza spaces and a porous ground floor that links Brannan Street to the Project's interior mid-block Paseo. With high ceilings in these covered areas — ranging from 20-40 feet — the space will provide some protection from the elements, and will feel open, airy, and usable.

- 6) **Off-Site POPOS Timing (Section 138(c)).** Projects within the Central SoMa SUD may provide off-site POPOS within 900 feet of the project site or within one-half mile of the project if the required open space is on publicly-owned land underneath or adjacent to the I-80 freeway. Off-site open space shall be developed and open for use prior to issuance of a first certificate of occupancy, as defined in Section 401 of this Code, of the project whose open space requirement is being met off-site. Pursuant to Section 329(e)(3)(B)(vii)(g), the Project and Project Variant are eligible for an exception from Section 138(c), such that if any required off-site POPOS cannot reasonably be developed and open for use prior to issuance of a first certificate of occupancy for the phase of construction that triggers the off-site POPOS, the Project Sponsor may either provide the off-site POPOS at a later date or pay the in-lieu fee.

The Project Variant would be required to construct 2,075 square feet off site, underneath or adjacent to the I-80 freeway with Phase 1a and 703 square feet with Phase 1c. The land underneath the I-80 freeway is currently owned by Caltrans, and development of the land would require a collaboration with the City to lease and design such open space. Therefore, it may not be feasible for the Project Sponsor to develop off-site POPOS at the desired location prior to issuance of a first certificate of occupancy for the phase of construction that triggers the off-site POPOS. Accordingly, allowing the Project Sponsor to either provide the off-site POPOS at a later date or pay the applicable in-lieu fee, will facilitate the desired production of open space within SoMa.

- 7) **Off-Street Parking and Loading Location and Arrangement (Section 155(d)).** All off-street freight loading and service vehicle spaces shall be completely enclosed and accessible from a separate service driveway, unless site constraints make it impractical. Freight elevators immediately accessible from the loading dock are also required. For every 25 parking spaces, at least one space must be designed and dedicated for persons with disabilities. Pursuant to

Section 155(d), if an adjacent street or alley is used primarily for building service, up to four off-street freight or loading spaces may be allowed to be individually accessible directly from such a street or alley, pursuant to the provisions of Section 329. Section 329(d)(13)(B) allows for an exception from Section 155 for projects located within the Central SoMa SUD.

The Project Variant complies with all of the components enumerated in Section 155(a)-(c), but requires an exception from Subsection (d), which requires that off-street loading space be completely enclosed, and access from a public Street or Alley be provided by means of a private service driveway that is totally contained within the structure. Almost all parking and loading would be located below grade; with freight elevators directly accessible from the below-grade loading docks. The requisite number of ADA spaces will also be provided.

However, the Project Variant, would include three loading spaces along the shared service drive and 6 along Morris Street. Without the wholesale flower market, the Project Variant allows for a substantial reduction of freight loading demands. The result is that freight loading has been reduced from 30 spaces in the Principal Project to just 9 spaces in the Project Variant scenario. This is done in part by the greater planning efficiency that comes with bringing the freight loading to grade, and that can be applied to future commercial and retail uses. The existing San Francisco Flower Mart utilizes a shared service drive on the northern boundary of the Project Site, and the Project Variant proposes to continue this use. The San Francisco Flower Mart shares ownership of the service drive the abutting property owners to the north of the Project Site, therefore the service drive cannot be enclosed. While the loading spaces would not be fully enclosed by the building, the service drive provides an off-street location for loading that would not degrade the activity or appearance of the street frontages, nor impede pedestrian and bicycle circulation.

- 8) **Curb Cut Prohibition (Section 155(r)).** Section 155(r) limits curb cuts for garage entries, private driveways, or other direct access to off-street parking or loading. Garage entries, driveways, or other vehicular access points to parking or loading are not permitted on Brannan Street from 2nd Street to 6th Street or on 6th Street from Folsom Street to Brannan Street. New garage entries or vehicular access points are not permitted on 5th Street from Howard to Townsend Street without a 329 exception. However, there is no prohibition for curb cuts associated with a new publicly-accessible street or alley.

The existing curb cuts on 6th Street would be removed and replaced to create an extension to Morris Street. Thus, no exception is required for the 6th Street curb cut. New curb cuts are proposed on Morris Street to allow access to the underground garage, and for five loading spaces. Morris Street is not a protected frontage under Section 155. However, an exception is required for the widened curb cut on 5th Street. The existing service alley on 5th Street would be widened to accommodate the needs of the neighbors to the north that share ownership of the drive, as well as a new dedicated fire lane that will be required for the Project Site. The drive is currently 30 feet wide. This existing drive will be widened to 35 feet to provide a 26-foot fire lane and a dedicated lane for the use of the neighbors. Additionally, in order to allow for large trucks to exit the drive without swinging into the opposite lane of traffic (including fire trucks and large semi-trucks) the curb cut must be widened to 52 feet for the Project

Variant. The widening of the curb cut is not to accommodate access to a parking garage or at grade parking, rather it is required to accommodate the fire lane and truck access, which will improve safety and site circulation.

- 9) **Active Uses (Sections 145.1(c)(3) & 249.78(c)(1)).** With the exception of space allowed for parking and loading access, building egress, and access to mechanical systems, active uses— i.e. uses which by their nature do not require non-transparent walls facing a public street— must be located within the first 25 feet of building depth on the ground floor and 15 feet on floors above facing a street at least 30 feet in width. Active uses are also required along any outdoor POPOS within the Central SoMa SUD. Lobbies are considered active, so long as they are not longer than 40 feet or 25% of the building's frontage, whichever is larger. Within the Central SoMa SUD, an office use is not considered an active use on the ground floor.

While the Project Variant provides active uses on most of the ground floor of all the buildings, the lobby of the Gateway Building fronting the Brannan Plaza POPOS, which wraps the corner to also access Brannan Street, is greater than the 25% of the frontage or 40 feet. Additionally, the five loading spaces on Morris Street are not an active use.

Although technically exceeding the width standard for a lobby, it will not significantly degrade activity because it is in scale with ground floor uses of Gateway Building and approximately half the lobby is adjacent to the terraced pedestrian ramp from the street grade to that of the plaza. The Morris Street frontage is the least visible of the public frontages, with most foot traffic anticipated on the mid-block alley and Brannan Street, therefore the at grade loading will not significantly erode the pedestrian experience of the Project Variant. Furthermore, not having to incorporate an exit ramp from the underground garage for trucks, frees up space at the ground floor for the child care facility, and access to light from the service alley.

- 10) **PDR Replacement (Section 202.8).** Within the Central SoMa Plan Area, conversion of building space where the prior use in such space was a PDR use of at least 5,000 square feet requires Conditional Use Authorization, except as provided in Section 249.78(c)(5)(D). Pursuant to Section 202.8(a)(4), any project located in the areas that, as of July 1, 2016, are zoned SALI, UMU, MUO, SLI, MUG, or MUR, that would convert at least 15,000 square feet of PDR, Institutional Community, or Arts Activities use, and for which an Environmental Evaluation application was submitted to the Planning Department by June 14, 2016, the replacement space shall include 0.4 square foot of PDR, Institutional Community, or Arts Activities use for each square foot of the use proposed for conversion. Pursuant to Section 329(e)(3)(B)(vii)(k), the Project Site is eligible for an exception to the PDR Conversion controls of Section 202.8 if the Board of Supervisors has approved a development agreement for the project that provides for the relocation of, or funding for the relocation of, the existing on-site PDR use.

At the behest of the Flower Market vendors and management, the Project Sponsor and the City have incorporated the option for the Project Variant, which does not include a new on-site Flower Market, into the Development Agreement. If the Flower Market vendors and management choose the Project

Variant, an exception from the Section 202.8 PDR replacement requirement would be necessary in order to allow the Project Sponsor to make a payment to the Flower Market vendors so that they may construct a new wholesale flower market elsewhere within the City and County of San Francisco, effectively providing the required replacement PDR off site rather than on-site. Given that the Flower Mart would still be located in the City and County of San Francisco, the Commission is supportive of this exception for the PDR Replacement requirements.

- 11) **PDR and Community Building Spaces (Section 249.78(c)(5)).** Any newly constructed project that contains at least 50,000 gross square feet of office must provide the greater of either (1) the square footage of PDR replacement space required by the controls of Section 202.8; or (2) on-site space dedicated for PDR uses equivalent to 40% of the lot area, exclusive of POPOS and mid-block alleys that are open to the sky.

As a Key Site, the Project Variant is eligible for an exception from the PDR and Community Building Spaces requirements, pursuant to Section 329(e)(3)(B)(vii)(k), provided that the project dedicate at least 23,000 square feet of on-site Community Building Space or PDR uses.

The Project Site contains 286,368 square feet of lot area. The Project Variant proposes 30,325 square feet of ground level open-sky POPOS. For the Project Variant, 256,043 square feet of lot area (286,368 square feet minus 30,325 square feet of ground level open-sky POPOS) would require 102,417 square feet of PDR space to meet the 40% lot area PDR requirement.

The Project Variant would not provide on-site PDR. Instead, the Project Sponsor would make a payment to the Flower Market vendors so that they may construct a new wholesale flower market elsewhere within the City and County of San Francisco. Thus, providing the equivalent of the PDR replacement required by Section 202.8 off-site. The ground floor of the Blocks Building would be reconfigured to include 22,690 square feet of child care facility and 950 square feet of community facility. Both the child care facility and community meeting space are Community Building Space and would total 23,640 square feet. The child care facility and community meeting room would benefit the wider neighborhood and draw residents to the Project Site.

- 12) **Central SoMa SUD, Lot Merger Restrictions (Section 249.78(d)(7)).** Lots containing one or more buildings with a California Historic Resources Status Code 1, 2, 3, 4, 5, or 6L, as identified in a survey adopted by the Historic Preservation Commission and with any single street frontage under 200 feet in length, are subject to lot merger restrictions. Any such lot may not merge with an adjacent lot in such a way that any existing street frontage of under 200 feet is increased to 200 feet in length or longer. As a Key Site, the Project Variant is eligible for an exception from these lot merger restrictions.

Lots 4, 5, 48, and 2B are within the San Francisco Flower Mart Historic District, and each has a California Historic Resources Code of 3CD, which means the property appears eligible for listing on the California Register as a contributor to a California Register eligible district through a survey evaluation. Lot 1B is outside the District and has a CHRC status of 3CS, which means the property appears eligible

for listing on the California Register as an individual property through survey evaluation. The Project would merge 6 lots on Assessor's Block 3778: Lots 1B, 2B, 4, 5, 47 and 48.

The demolition of the existing buildings and an exception from the lot merger restrictions is necessary in order to accommodate new development at the site. The Project Variant would develop the site at an intensity and density that takes advantage of transit resources in the area and leverages higher value office uses to pay for a new off-site location for the Flower Market; provide Class A creative office space in a quantity, layout, and with on-site amenities that could serve as a headquarters for a large single tenant or be adapted for multi-tenant use; activate Brannan and Fifth Streets; provide space for neighborhood-serving retail throughout the ground floor; and provide a 22,690 square-foot child care facility with dedicated outdoor area. Maintaining the existing configuration of the lots would preclude the Project Variant from achieving these objectives, would be inconsistent with the Central SoMa Plan, and would render any iteration of the Project economically infeasible.

- 13) **Wind Comfort (Section 249.78(d)(9)(C)).** The Central SoMa SUD wind controls apply to proposed buildings within the SUD that exceed 85 feet in height. Such projects may not result in wind speeds that exceed the Comfort level at any location. Comfort level means ground-level equivalent wind speeds of 11 miles per hour in areas of substantial pedestrian use and seven miles per hour in public seating areas between 7:00 a.m. and 6:00 p.m. when occurring for more than 15 percent of the time year-round. A project also may not cause a substantial increase in wind speed at any location where the existing or resulting wind speed exceeds the comfort level. A substantial increase means "means an increase in wind speeds of more than six miles per hour for more than 15 percent of the time year-round." The Planning Commission may grant an exception to these standards if a project has undertaken all feasible measures to reduce wind speeds through such means as building sculpting and appurtenances, permanent wind baffling measures, and landscaping; and reducing wind speeds further would substantially detract from the building design or unduly restrict the square footage of the project.

The wind analysis conducted pursuant to the CEQA review process analyzed potential comfort level wind impacts based on a more conservative standard than that proposed by Section 249.78(d)(9)(C). The analysis defines the comfort level standard as requiring that "that buildings do not cause ground-level wind currents to exceed, more than 10 percent of the time, 11 mph in substantial pedestrian use areas, and 7 mph in public seating areas."

Wind conditions around the Property are generally windy with wind speeds at 57 of 100 locations exceeding the 11 mph pedestrian comfort criterion. In general, wind speeds along Brannan and 5th streets are lower than elsewhere in the vicinity. The average wind speed exceeded 10% of the time is 12 mph. With the Project, wind comfort conditions at most locations would be similar to those under existing conditions, with 58 of 117 locations exceeding the 11 mph pedestrian comfort criterion. Wind speeds would tend to decrease along 6th and Brannan Streets and on Bryant Street, except at the corner of 6th and Brannan Streets, where wind speeds would increase around the base of the Gateway Building. Wind speeds would also generally increase along 5th and Bryant Streets. The average wind speed

exceeded 10% of the time would remain at 12 mph. Wind speeds would increase by 6 mph or more at nine test points.

Although wind speeds would exceed the comfort level criterion, the Project Variant would incorporate a number of measures to reduce wind speeds—including, as necessary, new landscaping, building sculpting, canopies, wind gates, and wind screens. The wind screens will be located at the corner of 6th and Brannan, at the south side of the intersection between 6th Street and the future private drive, at the Morris Street entry to Brannan Plaza, and at the end of the service drive at 5th Street. There will be substantial wind canopies wrapping the Gateway Building from 5th and Brannan to the interior end of the Private Drive and wrapping the corner of the Blocks Building starting along 5th Street and continuing up the service drive. The upper masses of the Blocks Building are rotated, differentiated, and spaced to capture and disperse wind moving along the service Drive. Reducing wind speeds further would substantially detract from the building design and would unduly restrict the square footage of the Project Variant.

- 14) **Central SoMa SUD, Wind Hazard (Section 249.78(d)(9)(D)).** Projects within the Central SoMa SUD may not result in net new locations with an exceedance of the one-hour hazard criterion. One-Hour Hazard Criterion “means a ground-level equivalent wind speed of 26 miles per hour for more than one hour per year per test location.” The Planning Commission may grant an exception to this standard if a project (1) does not result in net new locations with an exceedance of the nine-hour hazard criterion; (2) the project has undertaken all feasible measures to reduce hazardous wind speeds, such as building sculpting and appurtenances, permanent wind baffling measures, and landscaping; and (3) meeting the would detract from the building design or unduly restrict the square footage of the project.

The Project Variant would result in 3 hazard locations based on the 1-hour criterion. The one-hour wind hazard criterion would be exceeded at these three locations for a total of 11 hours per year. These three new hazard exceedances would be located at the following locations: the proposed project’s Sixth Street driveway at the northwest corner of Brannan Plaza; at the southeast corner of Fifth and Welsh streets, across Fifth Street from the project site; and on the north side of Brannan Street about 150 feet east of Fifth Street. However, none of the 117 test locations would exceed the nine-hour wind hazard criterion. The average wind speed that is exceeded one hour per year would increase by 2 mph, to 24 mph.

The Project Variant would incorporate a number of measures to reduce wind speeds—including, as necessary, new landscaping, building sculpting, canopies, wind gates, and wind screens. The wind screens will be located at the corner of 6th and Brannan, at the south side of the intersection between 6th Street and the future private drive, at the Morris Street entry to Brannan Plaza, and at the end of the service drive at 5th Street. There will be substantial wind canopies wrapping the Gateway Building from 5th and Brannan to the interior end of the Private Drive and wrapping the corner of the Blocks Building starting along 5th Street and continuing up the service drive. The upper masses of the Blocks Building are rotated, differentiated, and spaced to capture and disperse wind moving along the service Drive. Reducing wind speeds further would substantially detract from the building design and would unduly restrict the square footage of the Project Variant.

- 15) **Setback Requirements for Narrow Streets (Section 261.1).** Section 261.1 sets out setback requirements for subject frontages along narrow streets. Narrow streets are rights-of-way that are 40 feet wide or narrower. A subject frontage is one within an EN Mixed Use District that abuts a narrow street and is more than 60 feet from an intersection with a street wider than 40 feet. Morris Street is a 33-foot wide North-South Narrow Street. Within the Central SoMa SUD, all subject frontages shall have upper stories set back at least 10 feet at the property line above a height equivalent to 1.25 times the width of the abutting Narrow Street and the subject frontages on a North-South Narrow Street in a height district greater than 85 feet shall provide an 85% apparent mass reduction of the portion of the building below 160 feet. As a Key Site, the Project or Project Variant is eligible an exception from the setback requirements set forth in Section 261.1 pursuant to Section 329(e)(3)(B).

Additionally, subject frontages abutting a mid-block passage provided pursuant to Section 270.2 must provide upper story setbacks as follows: for mid-block passages between 20-30 feet in width, a setback of not less than 10 feet above a height of 25 feet. Section 329(e)(3)(B) provides for an exception from this component of Section 261.1 for projects on Key Sites; and Section 329(e)(3)(vii) provides for an exception for pedestrian bridges over a required mid-block alley.

The Midrise Building portion of the Blocks Building abuts Morris Street, which is a narrow street pursuant to Section 261.1. The Project Variant requires an exception from this requirement, as the Blocks Building along Morris Street does not provide the required 85% apparent mass reduction that would be required to comply with the north-south narrow street skyplane requirement. The proposed massing would provide a 66.7% apparent mass reduction, which is a substantial mass reduction, and allows the project to locate massing away from the POPOS. Further, while the 10-foot setback is not provided at 41 feet, a larger setback of approximately 15 to 50 feet is provided at 67 feet.

The mid-block Market Alley provides a 26 feet- 11 inch wide mid-block passage connecting 5th and 6th Streets, triggering the need for a 10-foot setback at 25 feet. The Project Variant would require an exception from these setback requirements for both the Market Hall and Blocks Buildings. While not providing the prescribed setback, the lower massing of the Market Hall and Blocks Buildings have been shaped to provide a pedestrian-scaled and inviting passage (the Market Alley). While not technically in compliance with Section 261.1, the building mass has been pushed interior to the block to maintain openness along Brannan and 5th Streets and the associated public plazas. At the Blocks Building, the retail podium along the Market Alley at the ground floor has a varied height ranging from approximately 20 feet to 43 feet. Above the retail podium, the Blocks Building is setback 21-40 feet before projecting out again at floors 4 and 5. The underside of the two upper mass projections are 50 feet and 62 feet above ground level, reducing the impact of the upper mass on the ground level. Additionally, the upper mass closest to 5th Street is set back from the front of the retail podium 20 feet to 45 feet. The upper mass closest to Brannan Plaza starts just above the retail podium at the center of the Paseo and angles back to remain just behind the face of the retail podium at Brannan Plaza. The Market Hall Building responds to the Blocks Building lower retail podium and to the Market Alley with a lifted upper mass over a retail volumes with a ceiling or overhang height of 21-40 feet that adds to pedestrian experience at the ground.

- 16) **Mass Reduction and Bulk Limits (Table 270(h)).** Section 329(e)(3)(B) provides for the Key Sites to obtain exceptions from all of the bulk controls established in proposed Section 270(h).

Apparent Mass Reduction (Section 270(h)(2)). Section 270(h)(2) provides that projects on any side of a major street subject to a height limit above 160 feet are not required to provide an apparent mass reduction for the tower portion of the building, but are required to provide an 80% apparent mass reduction for the remainder of the building using a height limit of 160 feet for the purposes of the calculation.

Tower Maximum Floor Area (Section 270(h)(3)(A)). For the tower portion of a non-residential, non-hotel building, the maximum gross floor area of any floor is 17,000 square feet and the average gross floor area for all floors in the tower portion shall not exceed 15,000 gross square feet. The tower portion of a building is the portion above 85 feet.

Maximum Bulk Dimensions (Section 270(h)(3)(B)). For the tower portion of a building, the maximum length shall be 150 feet and the maximum diagonal shall be 190 feet.

The Key Sites Guidelines highlight the need for flexibility regarding the applicability of tower bulk controls to the Flower Mart site, given the need to provide a continuous ground floor wholesale flower market operation of almost three acres. In response to the unique site constraints, the buildings have longer, larger floor plates and distribute the mass more horizontally across the site, rather than tapered and shaped vertically.

The Market Hall building would comply with the skyplane requirements set forth in Section 270(h)(2). Both the Blocks Building and the Gateway Building are subject to a height limit above 160 feet, and so are not required to provide an apparent mass reduction for the tower portion of the building (the portion of the building above 85 feet). However these buildings are required to provide an 80% apparent mass reduction for the non-tower portions of the buildings using a height limit of 160 feet for the purposes of the calculation.

The Gateway Building at the Corner of Brannan and 6th Streets would not provide an 80% apparent mass reduction at Brannan or 6th Streets. This is because the mass of the building is shifted towards the street in order to provide a double-height terrace at levels 9 and 10 that ranges from 10-32 feet deep. This deep terrace continues the setback datum along the entire Brannan Street frontage of the building to 6th Street, providing a substantial break in the building's vertical massing.

The massing of Blocks Building provides a 66.3% apparent mass reduction along 5th Street where an 80% mass reduction is otherwise required. While the Blocks Building does not technically comply with the apparent mass reduction requirement, the entire structure is designed as a set of staggered blocks that results in a building that reads more like a cluster of smaller buildings. This varied design reduces apparent massing and creates visual interest across the site.

The three proposed tower portions of the Project would include floorplates that exceed 17,000 square feet and floorplate averages that exceed 15,000 square feet above 85 feet. At the Blocks Building, the 85 foot

base height begins at floor 6. Floors 6-9 are connected throughout the building and have an average area of 105,810 square feet. At the 5th Street Tower, the average floor area of levels 10-18 is 17,226 square feet. The Blocks Midrise Building at floors 10-15 would include floorplates ranging from 42,934 square feet to 58,421 square feet with an average floorplate size of 50,780 square feet. The Gateway Building provides floorplates ranging from 17,779 square feet to 23,319 square feet on floors 7-16, with an average floorplate area of 20,735 square feet.

The Project Variant compensates for the tower floorplate sizes with a creative design around a central Market Alley, with numerous setbacks and cutouts at each tower, minimizing the apparent bulk of each. This varied design not only reduces apparent massing, but also creates visual interest throughout the Property. Additionally, the large site has already been split up into three buildings. Adding a fourth in an effort to reduce the floorplates of each tower would detract from the intricate ground floor programming and jeopardize public realm experience.

Both the Gateway Building and tower portions of the Blocks Building (the 5th Street Tower and the Blocks Midrise) exceed the maximum allowable dimensions. At the 5th Street Tower, floors 10-11 would be 196 feet by 164 feet, and 250 feet, 6 inches feet in diagonal. Floors 12-18 would be 164 feet long by 92 feet, 10 inches, and 189 feet diagonally, within the 190-foot maximum diagonal measurement. At the Midrise Building, floors 10-11 measure 323 feet, 6 inches by 219 feet, 3 inches, with a diagonal measurement of 390 feet, 7 inches. At floors 12-13, the Midrise Building would be 290 feet, by 196 feet, with a maximum diagonal of 348, 10 inches. At the Gateway Building, floors 7-9 would be 199 feet at their widest, with a diagonal dimension of 241 feet, 7 inches. At floors 11-16, the Gateway Building would be 181 feet, 2 inches at its longest, and 272 feet, 2 inches diagonally.

While the tower portions of the Project Variant exceed the maximum tower dimensions, each structure includes stepped elements, setbacks, and cutouts to break up the building. Particularly at the Blocks Building, this approach results in a building that reads more like a cluster of smaller buildings. This varied design reduces apparent massing and creates visual interest throughout the Property.

- 17) **Horizontal Mass Reductions (Section 270.1).** Section 270.1 applies to all buildings in the Eastern Neighborhoods Mixed Use Districts that have street or alley frontage greater than 200 feet in length. Buildings subject to this Section must incorporate one or more mass reduction breaks in the building that reduce the horizontal scale of the building into discrete sections not more than 200 feet in length. Such reduction breaks must: (1) be not less than 30 feet in width; (2) be not less than 60 feet in depth from the street-facing building facade; (3) extend up to the sky from a level not higher than 25 feet above grade or the third story, whichever is lower; and (4) result in discrete building sections with a maximum plan length along the street frontage not greater than 200 feet. Bays, balconies or other obstructions permitted over streets and alleys in Section 136(c), shall not be considered for the calculation of the above dimensions.

The Planning Commission may modify this requirement upon consideration of the following criteria: (1) no more than 50% of the required mass is reduced unless special circumstances are evident; (2) the depth of any mass reduction breaks provided is not less than 15 feet from the

front facade, unless special circumstances are evident; (3) the proposed building envelope can be demonstrated to achieve a distinctly superior effect of reducing the apparent horizontal dimension of the building; and (4) the proposed building achieves unique and superior architectural design.

The Project Variant would require an exception from this requirement pursuant to Section 270.1(d) for the Market Hall building. The Market Hall building would include 481 feet, 6 inches of frontage along Brannan Street at the ground through second floors, and 537 feet of frontage above the second floor. The ground level, the mass of the building would be divided into a 144-foot section and a 264-foot section, broken up by a 73-foot, 6-inch wide open air pass-through at grade. The pass-through would have a varied height ranging from 21 feet to 29 feet. At the center of the pass-through is a 36-foot diameter courtyard open to the sky.

The Key Sites Guidelines also provide flexibility in the application of this requirement to the Flower Mart Project: "An ability to exceed the maximum building length of 300 feet if the project still contains an architectural mass break (respecting the intent of Planning Code Section 270.1) and is largely permeable and open to the elements at the ground floor." The massing break is large enough to reduce visual impact for pedestrians walking down the block. The break also provides a public entrance into the Property, inviting pedestrians into the space and through to the mid-block Market Alley. Additionally, the Brannan Plaza and 5th Street Plazas provide additional open spaces on either side of the Market Hall Building, further minimizing visual bulk and creating additional pedestrian access points.

- 18) **Bulk Limits and Open Space on Large Lots (Section 270.2).** Section 270.2 applies to all new construction on parcels that have one or more street or alley frontages of over 200 linear feet on a block face longer than 400 feet between intersections, in the EN Mixed Use Districts. New construction on lots with greater than 300 linear feet of street frontage must provide a publicly-accessible mid-block alley for the entire depth of the property, perpendicular to the subject frontage and connecting to any existing streets and alleys. For lots with frontage on more than one street that exceeds the above dimensions, one such mid-block alley will be required per frontage. Mid-block alleys required by this provision are subject to a number of design and performance standards.

The Project Variant proposes a mid-block alley, the Market Alley POPOS, which would connect 5th and 6th Streets through the entire Project Site. Two ground level plazas and a mid-block passage through the Market Hall would connect Brannan Street to the central Market Alley POPOS. The mid-block passages/plazas would comply with 13 of the 14 performance standards of Section 270.2, except for the 14th, which requires buildings abutting mid-block alleys to comply with Section 261.1—which establishes requirements for setbacks from mid-block alleys.

The Project Variant requires an exception for Section 261.1—pursuant to Section 329(e)(3)(B)—for the Blocks Building and the Market Hall Building along the Paseo. The design of these buildings is intended to create a dynamic experience at the ground and to shift the majority of the project's mass to the site's interior. At the Blocks Building, the retail podium along the Paseo at the ground floor has a varied height

ranging from 18 feet to 43 feet. Above the retail podium, the Blocks Building is set back 21–40 feet before projecting out again at floors 4 and 5. The underside of the two upper mass projections are 50 feet and 62 feet above ground level, reducing the impact of the upper mass on the ground level. Additionally, the upper mass closest to 5th Street is setback from the front of the retail podium 20 feet to 45 feet. The upper mass closest to Brannan Plaza starts just above the retail podium at the center of the Paseo and angles back to remain just behind the face of the retail podium at Brannan Plaza. At the ground level of the Market Hall, the mass of the building would be divided into a 144-foot, 6-inch section and a 264-foot section, broken up by a 61-foot wide open air pass-through at grade. The pass-through would have a varied height ranging from 25 feet, 6 inches to 32 feet. At the center of the pass-through is a 36-foot diameter courtyard open to the sky.

The design of the public realm is meant to promote circulation throughout the Property as well as engagement with the surrounding neighborhood. Further, the design of the setbacks and the mid-block Market Alley are consistent with the Key Sites Guidelines, which provide for a waiver from the narrow streets setbacks requirements for the east-west mid-block alley

- 19) **Residential to Non-Residential Ratio (MUR) District (Sections 803.9(a) and 841.09).** In new construction in the MUR District, three square feet of gross floor area for Residential Use is required for every one gross square foot of permitted Non-Residential Use. Pursuant to Section 329(e)(3)(B)(vii)(i), the Project Variant is eligible for an exception from the residential use ratio requirement, if the Project Sponsor dedicates at least 14,000 square feet of land to the City and County of San Francisco for the construction of affordable housing. The land so dedicated shall be zoned to allow residential use, shall be verified by the Mayor’s Office of Housing as an acceptable site for the development of affordable housing, shall be dedicated prior to issuance of the first Temporary Certificate of Occupancy for any building on the site, and shall be located within the boundaries of either the Central SoMa, Eastern SoMa, or Western SoMa Area Plans.

The Project Variant proposes to construct an office building at the corner of 6th and Brannan Streets, on the portion of the Property zoned MUR. Accordingly, the Project Sponsor will dedicate at least 14,000 square feet of land to the City for the construction of affordable housing. The land dedication is addressed in the Project Sponsor’s Development Agreement, which the Planning Commission has recommended that the Board of Supervisors adopt.

10. **General Plan Compliance.** The Project and Project Variant are, on balance, consistent with the following Objectives and Policies of the Central SoMa Plan and the General Plan:

GENERAL PLAN:

COMMERCE AND INDUSTRY ELEMENT

Objectives and Policies

OBJECTIVE 1:

MANAGE ECONOMIC GROWTH AND CHANGE TO ENSURE ENHANCEMENT OF THE TOTAL CITY LIVING AND WORKING ENVIRONMENT.

Policy 1.1:

Encourage development which provides substantial net benefits and minimizes undesirable consequences.

Policy 1.3:

Locate commercial and industrial activities according to a generalized commercial and industrial land use plan.

OBJECTIVE 2:

MAINTAIN AND ENHANCE A SOUND AND DIVERSE ECONOMIC BASE AND FISCAL STRUCTURE FOR THE CITY.

Policy 2.1:

Seek to retain existing commercial and industrial activity and to attract new such activity to the city.

Policy 2.3:

Maintain a favorable social and cultural climate in the city in order to enhance its attractiveness as a firm location.

OBJECTIVE 3:

PROVIDE EXPANDED EMPLOYMENT OPPORTUNITIES FOR CITY RESIDENTS, PARTICULARLY THE UNEMPLOYED AND ECONOMICALLY DISADVANTAGED.

Policy 3.1:

Promote the attraction, retention and expansion of commercial and industrial firms which provide employment improvement opportunities for unskilled and semi-skilled workers.

OBJECTIVE 4:

IMPROVE THE VIABILITY OF EXISTING INDUSTRY IN THE CITY AND THE ATTRACTIVENESS OF THE CITY AS A LOCATION FOR NEW INDUSTRY.

Policy 4.1:

Maintain and enhance a favorable business climate in the city.

The Project is consistent with these policies by adding 83,459 square feet of retail uses and 2,032,165 square feet of office space to this site as well as a replacement 113,036 gross square foot Flower Market. In the Project Variant, the Project Sponsor would make a payment to facilitate the construction of a new wholesale flower market off-site and provide 90,976 square feet of retail uses.

Both the Project and the Project Variant seek to preserve a long-standing San Francisco PDR business, the Flower Market, either on or off the existing site. The Project will retain the Flower Market at the site by providing a new 113,036 gross square foot (115,000 rentable square foot) vendor space with adjacent at-grade loading and below-

grade loading and parking areas that will accommodate the same number of vendors and comparable support space in a more efficient layout. If the Flower Market vendors opt not to occupy the Project Site, the Project Sponsor will provide a payment to construct a new Flower Market at another site. By providing an improved, efficient space on-site or at another location, the Project and Project Variant enhance the long-term viability of the Flower Market in San Francisco.

In addition to retaining the Flower Mart, either on-site or at alternate location, the Project and Project Variant will provide new large floor plate office space with complementary retail space that will attract new firms to the neighborhood. The integrated design with ample open space and neighborhood-serving retail will enhance the attractiveness of the City as a place to live, work, and enjoy open space. Both the Project and Project Variant would add 83,459 or 90,976 square feet of retail use, respectively, that would add desirable goods and services to the neighborhood, including at least 14 micro-retailers, restaurants, and other retail uses within a ground level Market Hall. These commercial uses will provide new business and employment opportunities for people in the community while also strengthening the consumer base of existing retail uses in the area. The office, retail, and PDR uses are consistent with the City's goals for this site under the Central SoMa Area Plan.

RECREATION AND OPEN SPACE ELEMENT

Objectives and Policies

OBJECTIVE 1:

ENSURE A WELL-MAINTAINED, HIGHLY UTILIZED, AND INTEGRATED OPEN SPACE SYSTEM.

Policy 1.1:

Encourage the dynamic and flexible use of existing open spaces and promote a variety of recreation and open space uses, where appropriate.

Policy 1.11:

Encourage private recreational facilities on private land that provide a community benefit, particularly to low and moderate-income residents.

OBJECTIVE 4:

PROTECT AND ENHANCE THE BIODIVERSITY, HABITAT VALUE, AND ECOLOGICAL INTEGRITY OF OPEN SPACES AND ENCOURAGE SUSTAINABLE PRACTICES IN THE DESIGN AND MANAGEMENT OF OUR OPEN SPACE SYSTEM.

Policy 4.4:

Include environmentally sustainable practices in construction, renovation, management and maintenance of open space and recreation facilities.

The Project proposes 40,655 square feet of POPOS, with 35,450 square feet of POPOS to be provided at street level and an additional 5,193 square feet of POPOS to be provided off site. The POPOS will consist of a dog park, two plazas and a mid-block alley stretching from 5th to 6th Streets. The POPOS will incorporate a mix of landscaped spaces, seating areas, and flexible social gathering points that will act as programmable spaces for events and community gatherings. The 5,193 square feet of open space provided off-site will provide for public recreation space either below or adjacent to the I-80 freeway, as called for in the Central SoMa Plan.

The Project Variant proposes to increase on-site POPOS by an additional 3,000 square feet by widening the Market Alley POPOS by an average of 10 feet. 38,450 square feet of POPOS would be provided on site and 2,778 square feet of required POPOS would be provided off site as public recreation space either adjacent to or underneath the I-80 freeway.

Project and Project Variant would provide living roofs throughout the site with plant life that will support pollinators. The Project and Project Variant would also take advantage of the considerable number of living roofs and terraces to develop an integrated stormwater management and treatment system.

TRANSPORTATION ELEMENT

Objectives and Policies

OBJECTIVE 2:

USE THE TRANSPORTATION SYSTEM AS A MEANS FOR GUIDING DEVELOPMENT AND IMPROVING THE ENVIRONMENT.

Policy 2.1:

Use rapid transit and other transportation improvements in the city and region as the catalyst for desirable development, and coordinate new facilities with public and private development.

Policy 2.5:

Provide incentives for the use of transit, carpools, vanpools, walking and bicycling and reduce the need for new or expanded automobile and automobile parking facilities.

The Property is in close proximity to multiple modes of public transportation. The Property is within two blocks of 11 Muni bus routes, 0.2 miles from the Fourth and King Caltrain station, and one mile from the Powell Street BART/Muni station. The Central Subway, which will extend the T-Third light-rail line to Chinatown, will be approximately 0.2 miles east of the Project Site and is due to open in late 2019.

In addition, the Project and Project Variant provide incentives to use alternative modes of transportation by providing almost 500 bike parking spaces, shower facilities and lockers, a bike repair station on-site, bike maintenance vouchers, bike valet parking during special events, at least 13 car-share parking spaces, and a vanpool program.

URBAN DESIGN ELEMENT

Objectives and Policies

OBJECTIVE 1:

EMPHASIS OF THE CHARACTERISTIC PATTERN WHICH GIVES TO THE CITY AND ITS NEIGHBORHOODS AN IMAGE, A SENSE OF PURPOSE, AND A MEANS OF ORIENTATION.

Policy 1.3:

Recognize that buildings, when seen together, produce a total effect that characterizes the city and its districts.

Policy 1.6:

Make centers of activity more prominent through design of street features and by other means.

Policy 1.8:

Increase the visibility of major destination areas and other points for orientation.

OBJECTIVE 3:

MODERATION OF MAJOR NEW DEVELOPMENT TO COMPLEMENT THE CITY PATTERN, THE RESOURCES TO BE CONSERVED, AND THE NEIGHBORHOOD ENVIRONMENT.

Policy 3.3:

Promote efforts to achieve high quality of design for buildings to be constructed at prominent locations.

Policy 3.6:

Relate the bulk of buildings to the prevailing scale of development to avoid an overwhelming or dominating appearance in new construction.

OBJECTIVE 4:

IMPROVEMENT OF THE NEIGHBORHOOD ENVIRONMENT TO INCREASE PERSONAL SAFETY, COMFORT, PRIDE AND OPPORTUNITY.

Policy 4.6:

Emphasize the importance of local centers providing commercial and government services.

Policy 4.12:

Install, promote and maintain landscaping in public and private areas.

Policy 4.13:

Improve pedestrian areas by providing human scale and interest.

The Project and Project Variant will anchor the Project Site, with the three buildings each providing a distinctive, yet integrated design. Each building provides a creative design around a central Market Alley, with numerous setbacks and cutouts at each tower. The Market Hall Building is lifted off of the ground to provide ample space of the street level for the retail uses. The offices above result in a building that fits the context of the surrounding buildings, opens the site to the public, and will act a visual marker without obstructing views to the rest of the site. The Blocks Building provides rotated blocks that are massed to accommodate large floor plates and rotated to create a dynamic façade that optimizes daylight for tenants of the building as well as the plazas below. The Gateway Building's twisted façade also provides visual appeal, while minimizing shading on the plazas.

The Project and Project Variant would transform the Site into a vibrant commercial center with diverse, neighborhood-serving retail. In addition to the Market Hall at the corner of 5th and Brannan Streets, which will include space for up to 20 micro-retailers, the Market Alley POPOS and the ground floor of the Gateway Building are lined with retail that will provide an attractive and accessible retail experience for those working and living in the neighborhood.

Complementing the commercial and office activity, the Project and Project Variant will provide over 35,000 square feet of on-site POPOS. The POPOS will be landscaped and feature green walls, which when combined with the approximately 37,000 square feet of living rooftop gardens, will provide a respite in the active urban

environment. Ground level open space will be available to the public and landscaped rooftop terraces will be accessible to building tenants. The Market Alley will create a new through-block connection linking 5th and 6th Streets, with several additional plazas linking Brannan Street to the Market Alley. The large public plazas will also improve the pedestrian experience, allow for circulation throughout the site, and ultimately serve as a defining feature of the district.

CENTRAL SOMA AREA PLAN:

OBJECTIVE 3.1:

ENSURE THE PLAN AREA ACCOMMODATES SIGNIFICANT SPACE FOR JOB GROWTH.

Policy 3.1.1:

Require non-residential uses in new development on large parcels.

Policy 3.1.2:

Limit restrictions on non-residential development.

Policy 3.1.3:

Support living wage jobs across all sectors.

OBJECTIVE 3.2:

SUPPORT THE GROWTH OF OFFICE SPACE.

Policy 3.2.1:

Facilitate the growth of office.

OBJECTIVE 3.3:

ENSURE THE REMOVAL OF PROTECTIVE ZONING DOES NOT RESULT IN A LOSS OF PDR IN THE PLAN AREA.

Policy 3.3.2:

Limit conversion of PDR space in formerly industrial districts.

OBJECTIVE 3.4:

FACILITATE A VIBRANT RETAIL ENVIRONMENT THAT SERVES THE NEEDS OF THE COMMUNITY.

Policy 3.4.3:

Support local, affordable, community-serving retail.

The Project will accommodate space for office and job growth by providing 2,032,165 square feet of new office space, 83,459 square feet of retail space, and 113,036 gross square feet PDR for the new Flower Market. The Project Variant would provide 2,061,380 square feet of new office space, 90,976 square feet of retail space, up to 22,690 square feet of child care space, and provide funding to facilitate the relocation of the Flower Market to an alternate location in the City. The large-floorplate buildings will be able to accommodate one or multiple tenants, with flexible floorplans appropriate for any tenant scenario.

The new retail uses will provide a vibrant and active retail environment. The Project and Project Variant would both provide at least 14 micro-retail spaces in addition to the larger retail spaces on site. Because micro-retail spaces must be no more than 1,000 square feet each and may not be occupied by formula retail tenants, they will be naturally more affordable spaces and will likely be occupied by local retailers. The combination of micro-retail and larger retail spaces would provide for a healthy combination of office serving and neighborhood serving retail.

In either the Project or Project Variant scenarios, the Project Sponsor will provide for protection of PDR by facilitating the preservation of the existing Flower Market, either on or off site. The Project would construct a new wholesale flower market on the site, maintaining all the current tenants of the existing Flower Market on the ground floor of the Blocks Building, with comparable support space in a more efficient layout. If the Flower Market vendor's opt not to return to the Project Site, then the Project Sponsor would make a payment to facilitate the construction of a new wholesale flower market at another location within the City.

In either scenario, these spaces would accommodate more than 10,000 new employees at full occupancy, including the retention of the Flower Market within San Francisco (either on or off-site), which will keep at least 275 PDR jobs in San Francisco. In addition to the new permanent jobs that would be provided by the Project or Project Variant, construction at the Property would provide 8,050 jobs over four and half years.

OBJECTIVE 4.1:

PROVIDE A SAFE, CONVENIENT, AND ATTRACTIVE WALKING ENVIRONMENT ON ALL THE STREETS IN THE PLAN AREA.

Policy 4.1.2:

Ensure sidewalks on major streets meet Better Streets Plan standards.

Policy 4.1.9:

Ensure there are street trees and street furnishings on sidewalks wherever possible, in keeping with the Better Streets Plan.

Policy 4.1.10:

Expand the pedestrian network wherever possible through creation of new narrow streets, alleys, and mid-block connections.

The Project and Project Variant would greatly enhance pedestrian experience by adding ample greenery to the site in the form of street trees and landscaping throughout the Project Site, complying with the Better Streets Plan to the maximum extent feasible, and increasing pedestrian circulation. The large mid-block Market Alley would link 5th Street to 6th Street across the length of the Property, with three additional connections bringing pedestrians into the Market Alley from Brannan Street. Additionally, the Market Hall at the street level along Brannan Street would feature a porous ground floor meant to entice people into the market and through to the Market Alley.

OBJECTIVE 4.4:

ENCOURAGE MODE SHIFT AWAY FROM PRIVATE AUTOMOBILE USAGE.

Policy 4.4.2:

Utilize Transportation Demand Management strategies to encourage use of alternatives to the private automobile.

The Project and Project Variant would utilize a number of TDM strategies to encourage the use of alternate modes of transportation. The Property's proximity to Caltrain, BART, Muni Metro, and Muni bus lines coupled with ample bike parking will provide opportunities for employees and patrons to use alternatives to private automobiles. In addition, the Project and Project Variant would both provide a bike repair station on-site, showers and clothes lockers, bike maintenance vouchers, bike valet parking during special events, at least 13 car-share parking spaces, and a vanpool program. Together, these features will help incentivize the use of alternatives to private automobiles.

OBJECTIVE 5.5:

AUGMENT THE PUBLIC OPEN SPACE AND RECREATION NETWORK WITH PRIVATELY-OWNED PUBLIC OPEN SPACES (POPOS).

Policy 5.5.1:

Require new non-residential development and encourage residential development to provide POPOS that address the needs of the community.

The Project proposes 40,643 square feet of POPOS, with 35,450 square feet of POPOS to be provided at street level and an additional 5,193 square feet of POPOS to be provided off site, either adjacent to or underneath the I-80 freeway. The Project Variant would provide an additional 3,000 square feet of open space, bringing the total on-site POPOS to 38,450 square feet, with 2,778 square feet of POPOS provided off site.

The on-site POPOS that would be created by the Project or Project Variant would include of a mid-block Market Alley stretching from 5th to 6th Streets along the entire ground level of the site, the Brannan and 5th Street plazas, and a dog park. The Market Alley would connect to a plaza at either end, which would allow pedestrians to easily traverse the block from 6th, 5th, and Brannan Streets, and provide flexible seating space for causal gathering and spill over activity from the Market Hall and other retail. The two plazas will incorporate a mix of green spaces, seating areas, artwork, children play feature and flexible social gathering points that will act as programmable spaces for events and community gatherings. Along with the dog park and community meeting room adjacent to Brannan Plaza, the open spaces activate the ground floor and provide a dynamic and lively pedestrian experience.

OBJECTIVE 6.2:

MINIMIZE GREENHOUSE GAS EMISSIONS.

Policy 6.2.1:

Maximize energy efficiency in the built environment.

Policy 6.2.5:

Minimize transportation-based greenhouse gas emissions.

OBJECTIVE 6.4:

SUPPORT BIODIVERSITY, ACCESS TO NATURE, AND A HEALTHY ECOSYSTEM.

Policy 6.4.1:

Maximize greening of parks, streets, and other publicly-accessible spaces.

Policy 6.4.2:

Maximize greening of rooftops and walls.

Policy 6.4.3:

Ensure that greening supports habitat and biodiversity.

The Project and Project Variant's building mass and envelope will reduce energy needs. The buildings' design, including the use of atriums, maximize daylight access to parts of the building that would otherwise be dark. The buildings' fenestration allows access to the optimal amount of daylight for energy savings and visual comfort, while also reducing glare and solar gains.

The Project and Project Variant would minimize transportation-based greenhouse gas emissions through the site's proximity to multiple public transportation options, ample bike parking, and other incentives to utilize alternative modes of transportation. For example, the Project and Project Variant would both provide a bike repair station on-site, showers and clothes lockers, bike maintenance vouchers, bike valet parking during special events, at least 13 car-share parking spaces, and a vanpool program. Together, these features will help incentivize the use of alternatives to private automobiles and thereby minimize transportation-based greenhouse gas emissions.

The Project and Project Variant would both provide at least 35,480 square feet of ground level POPOS and would include over 36,000 square feet of living roof and multiple tenant terraces. Ample greenery will consist of native or adaptive species that will support the native biodiversity of the City. The lush rooftop gardens will be visible throughout San Francisco and will serve as a defining feature of the district. The green roofs will also facilitate an integrated stormwater management and treatment system.

OBJECTIVE 8.1:

ENSURE THAT THE GROUND FLOORS OF BUILDINGS CONTRIBUTE TO THE ACTIVATION, SAFETY, AND DYNAMISM OF THE NEIGHBORHOOD.

Policy 8.1.2:

Design building frontages and public open spaces with furnishings and amenities to engage a mixed-use neighborhood.

OBJECTIVE 8.6:

PROMOTE HIGH QUALITY ARCHITECTURE THAT ENHANCES THE NEIGHBORHOOD.

Policy 8.6.1:

Conform to the City's Urban Design Guidelines.

Policy 8.6.2:

Promote innovative and contextually-appropriate design.

Policy 8.6.5:

Ensure large projects integrate with existing urban fabric and provide a varied character.

In both the Project and Project Variant, the Market Hall's lifted and open ground floor design along with its highly articulated façade will provide visual appeal and enhance the pedestrian experience along Brannan Street and the Market Alley. In addition to the porous ground floor created by the Market Hall design, the mid-block Market Alley will create a pedestrian throughway across the entire length of the Property, linking 5th and 6th Streets. The alley and connecting plazas will be lined with food and beverage, retail, and service uses mixed with flexible outdoor seating, artwork, play structures and spaces for events and community gathering that will engage neighborhood residents, visitors, shoppers and workers.

The three buildings proposed for the site each provide a distinctive and innovative design while maintaining an overall integrated feel. The Market Hall Building is lifted off of the ground to provide ample space on the street level for street facing retail uses. The offices above result in a long and lean building that fits the context of the surrounding buildings, opens the site to the public, and create a visual marker for the site. The Blocks Building provides rotated blocks that are massed to accommodate large floor plates and rotated to create a dynamic façade that optimizes daylight for tenants as well as the plazas below. Lastly, the Gateway Building's twisted façade provides visual appeal while minimizing shading on the plazas, while anchoring the corner of 6th and Brannan Streets.

11. **Planning Code Section 101.1(b)** establishes eight priority-planning policies and requires review of permits for consistency with said policies. On balance, the Project and Project Variant comply with said policies in that:

- A. That existing neighborhood-serving retail uses be preserved and enhanced and future opportunities for resident employment in and ownership of such businesses be enhanced.

The Flower Market is a wholesale distribution center that supports neighborhood retailers throughout the City and region. In addition to providing for the ongoing operation of the Wholesale Flower Mart on site, the Project would add 83,459 square feet of new neighborhood-serving retail space, including 10,000 square feet which would be controlled by the Flower Market to provide supportive retail and at least 14 micro-retail spaces.

The Project Variant would add 90,976 square feet of new neighborhood-serving retail space, including at least 14 micro-retail spaces, while facilitating the relocation of the Flower Market to an alternate location where it would continue to serve the needs of local retailers.

The abundance of new retail space provided on site by the Project or Project Variant will result in opportunities for resident employment in and ownership of new neighborhood businesses. Additionally, the influx of new office employees to the property will strengthen the customer base of existing retail uses in the area and contribute to the demand for new retail uses.

- B. That existing housing and neighborhood character be conserved and protected in order to preserve the cultural and economic diversity of our neighborhoods.

No housing would be removed by the Project. The Project and Project Variant would include dedication of an at least 14,000 square foot site in the greater South of Market area to the City for the construction of

100% affordable housing. This land dedication will facilitate the ongoing cultural and economic diversity of the neighborhood. The Project will preserve the existing Flower Market operation at the existing location, ensuring the longevity of a longstanding PDR use and helping to maintain the economic and cultural diversity of the neighborhood well into the future. If the Flower Market tenants opt not to occupy the Project Site, then the Project Variant calls for the Project Sponsor to make a payment to facilitate the establishment of a replacement wholesale flower market elsewhere, ensuring that the Flower Market remains within the City limits.

- C. That the City's supply of affordable housing be preserved and enhanced,

As the Project and Project Variant will not remove affordable housing, the City's supply of affordable housing will be preserved. The Project and Project Variant would pay the Jobs-Housing Linkage fee, all of which will go towards affordable housing. Additionally, if the Gateway Building is developed as office space, then the Project Sponsor would dedicate an at least 14,000 square foot site in the greater South of Market area to the City for the construction of 100% affordable housing, which will contribute towards the enhancement of the City's affordable housing supply.

- D. That commuter traffic not impede MUNI transit service or overburden our streets or neighborhood parking.

Within mere blocks of the 4th and King Caltrain and MUNI stations as well as the Civic Center and Powell BART and MUNI stations, and the 83X, 19, 27, 47, 8, and 30 bus lines, the Project Site is well served by public transit. When completed, the Central Subway project will connect BART and Caltrain and provide service to Central SoMa from Chinatown, and the electrification of Caltrain will pave the way for more frequent service to and from the South Bay. These infrastructure improvements will allow the Project Site to be accessed by numerous public transit options. The Project and Project Variant would also include ample bicycle parking spaces and shower facilities, encouraging bicycle commuting. Employees of the new office space will predominately commute by walking, riding a bicycle, or taking public transportation to the Property.

The Flower Market is a PDR business that begins operations in the middle of the night and requires the transportation of large loads. Therefore, Flower Market tenants and customers will generally drive to the site. To accommodate this, the Project will provide a total of 784 accessory parking spaces, including 59 tall van parking spaces. The Wholesale Flower Market will have exclusive use of 141 accessory car parking spaces and primary use of 50 tall van parking spaces. Fifteen spaces will be reserved for car share. Off-street loading would include an at-grade loading dock for four large trucks adjacent to the wholesale flower market plus 24 below-grade truck spaces and two semi-truck spaces. Twenty-three of the below-grade medium truck spaces would be reserved for the Flower Market during peak wholesale hours and shared by office and retail vehicles during off-peak hours. The remaining three below-grade truck spaces would be reserved for office and retail use. The Flower Market would also have access to up to 100 of the office and retail accessory parking spaces before 8 AM every day.

If the Flower Market tenants opt not to return to the site, the Project Variant will reduce the parking count to 645 spaces, including 571 office spaces, 61 retail spaces, and 13 car share spaces. 9 off-street freight loading spaces and up to 26 service vehicle spaces will also be provided.

Overall, the Project Site's access to public transit, sufficient on-site parking and loading, and features to facilitate bike commuting, will ensure that the development at the Property will not overburden streets or neighborhood parking.

- E. That a diverse economic base be maintained by protecting our industrial and service sectors from displacement due to commercial office development, and that future opportunities for resident employment and ownership in these sectors be enhanced.

Both the Project and the Project Variant seek to preserve a long standing San Francisco PDR business, the Flower Market. The Project would retain the Flower Market at the site by providing a new 113,036 square foot) vendor space with adjacent at-grade loading and below-grade loading and parking areas that will accommodate the same number of vendors and comparable support space in a more efficient layout. If the Flower Market vendors opt not to occupy the Project Site, the Project Sponsor would provide payment to construct a new wholesale flower market at another site in San Francisco.

In addition to retaining the Flower Market, either on-site or at another location, the Project and Project Variant will provide ample new office space with complementary retail space will provide new employment opportunities for San Francisco residents, while also strengthening the consumer base of existing retail uses in the area.

- F. That the City achieve the greatest possible preparedness to protect against injury and loss of life in an earthquake.

The Project or Project Variant would conform to the structural and seismic requirements of the San Francisco Building Code, thus meeting this policy.

- G. That landmarks and historic buildings be preserved.

No buildings on the site are listed as landmarks or historic buildings under Articles 10 or 11 of the Planning Code. The Central SoMa EIR identifies a San Francisco Flower Mart Historic District as eligible for listing on the California Register, and is considered to be a historic resource. This identification is primarily tied to "associations with San Francisco's floral industry and inter-ethnic commercial cooperation." Recognizing the importance of the Flower Mart's 100-year-old history in San Francisco, the Project will preserve the Flower Market at its existing location with a new, modernized Flower Market. If the Flower Market vendors opt not to occupy the Project Site, the Project Sponsor would provide a payment to construct a new Flower Market at another location. Both the Project and the Project Variant strive to maintain the historic use to ensure the longevity of this San Francisco institution.

- H. That our parks and open space and their access to sunlight and vistas be protected from development.

The Central SoMa Plan created a number of new parks and open spaces. The Plan identified sites at 639 Bryant Street, Bluxome Street between 4th and 5th Streets, and the Caltrain Railyards as potential locations for new public parks. The Plan also addresses the lack of open space in the area by requiring new non-residential developments to provide privately owned public open spaces that address the needs of the community. The Project would help achieve the Plan's open space goals by paying applicable impact fees and taxes that would fund the creation of new parks. More directly, the Project or Project Variant would construct at least 35,450 square feet of new street-level public open space and a series of landscaped rooftop amenity decks. The public open space would consist of a Market Alley stretching from 5th to 6th Streets, two plazas and a dog park.

A shadow study confirmed that neither the Project nor Project Variant would cast new shadow on parks subject to the jurisdiction of the Recreation and Parks Department or on any existing publicly accessible open spaces not regulated under Section 295.

12. **First Source Hiring.** The Project and Project Variant are subject to the requirements of the First Source Hiring Program as they apply to permits for new construction of 25,000 square feet or more gross commercial floor area (Administrative Code Section 83.11). The Project Sponsor shall comply with the requirements of this Program as to all construction work and on-going employment required for the Project. Prior to the issuance of any building permit to construct or a First Addendum to the Site Permit, the Project Sponsor shall have a First Source Hiring Construction and Employment Program approved by the First Source Hiring Administrator, and evidenced in writing. In the event that both the Director of Planning and the First Source Hiring Administrator agree, the approval of the Employment Program may be delayed as needed.
13. The Project and Project Variant are consistent with and would promote the general and specific purposes of the Code provided under Section 101.1(b) in that, as designed, the Project would contribute to the character and stability of the neighborhood and would constitute a beneficial development.
14. The Commission hereby finds that approval of the Large Project Authorization would promote the health, safety and welfare of the City.

DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES Large Project Authorization Application No. 2017-000663ENX** subject to the following conditions attached hereto as "EXHIBIT A" in general conformance with plans on file, dated June 10, 2019 and stamped "EXHIBIT B", which is incorporated herein by reference as though fully set forth.

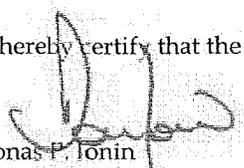
The Planning Commission hereby adopts the MMRP attached hereto as "EXHIBIT C" and incorporated herein as part of this Motion by this reference thereto. All required mitigation measures identified in the Central SoMa Plan EIR and contained in the MMRP are included as conditions of approval.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Section 329 Large Project Authorization to the Board of Appeals within fifteen (15) days after the date of this Motion. The effective date of this Motion shall be the date of adoption of this Motion if not appealed (after the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. For further information, please contact the Board of Appeals at (415) 575-6880, 1660 Mission, Room 3036, San Francisco, CA 94103.

Protest of Fee or Exaction: You may protest any fee or exaction subject to Government Code Section 66000 that is imposed as a condition of approval by following the procedures set forth in Government Code Section 66020. The protest must satisfy the requirements of Government Code Section 66020(a) and must be filed within 90 days of the date of the first approval or conditional approval of the development referencing the challenged fee or exaction. For purposes of Government Code Section 66020, the date of imposition of the fee shall be the date of the earliest discretionary approval by the City of the subject development.

If the City has not previously given Notice of an earlier discretionary approval of the project, the Planning Commission's adoption of this Motion, Resolution, Discretionary Review Action or the Zoning Administrator's Variance Decision Letter constitutes the approval or conditional approval of the development and the City hereby gives NOTICE that the 90-day protest period under Government Code Section 66020 has begun. If the City has already given Notice that the 90-day approval period has begun for the subject development, then this document does not re-commence the 90-day approval period.

I hereby certify that the Planning Commission ADOPTED the foregoing Motion on July 18, 2019.


Jonas P. Tonin
Commission Secretary

AYES: Melgar, Koppel, Fung, Johnson, Moore, Richards
NAYS: None
ABSENT: Hillis
ADOPTED: July 18, 2019

EXHIBIT A

AUTHORIZATION

This authorization is for a **Large Project Authorization** relating to the Project for new construction of three 8-to-18-story mixed-use office buildings at 610-689 Brannan Street (Block 3778, Lots 1B, 2B, 4, 5, 47, and 78), for a Project contain 2,032,165 square feet of office use, 83,259 square feet of retail use, and 113,036 gross square feet of wholesale sales use within the CMUO and MUR Zoning Districts and the 160-S and 270-CS Height and Bulk District; and/or for a Project Variant containing 2,061,380 square feet of office, 90,976 square feet of retail, 950 square feet of community space, and 22,690 square feet of childcare. within the CMUO and MUR Districts and 270-CS and 160-CS Height and Bulk Districts and in general conformance with plans, dated June 10, 2019, and stamped "EXHIBIT B" included in the docket for Case No. 2017-000663ENX and subject to conditions of approval reviewed and approved by the Commission on July 18, 2019 under Motion No. 20484. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit or commencement of use for the Project or Project Variant the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on July 18, 2019 under Motion No. 20484.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

The conditions of approval under the 'Exhibit A' of this Planning Commission Motion No. 20484 shall be reproduced on the Index Sheet of construction plans submitted with the site or building permit application for the Project. The Index Sheet of the construction plans shall reference to the Large Project Authorization and any subsequent amendments or modifications.

SEVERABILITY

The Project or Project Variant shall comply with all applicable City codes and requirements. If any clause, sentence, section or any part of these conditions of approval is for any reason held to be invalid, such invalidity shall not affect or impair other remaining clauses, sentences, or sections of these conditions. This decision conveys no right to construct, or to receive a building permit. "Project Sponsor" shall include any subsequent responsible party.

CHANGES AND MODIFICATIONS

Changes to the approved plans may be approved administratively by the Zoning Administrator. Significant changes and modifications of conditions shall require Planning Commission approval.

Conditions of Approval, Compliance, Monitoring, and Reporting PERFORMANCE

1. **Development Timeline.** Construction of the Project or Project Variant shall commence within the timeframe set forth in the Project Sponsor's Development Agreement with the City, and the City shall have the right to terminate the Development Agreement if construction has not commenced within the timeframe established in therein, pursuant to the terms set forth therein.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

2. **Additional Project Authorization.** The Project Sponsor must obtain an Office Development Authorization under Section 321 from the Planning Commission to allocate the Project and/or Project Variant office square footage and must obtain Planning Code Text Amendments from the Board of Supervisors (See Board File No. 190681) and approval of a Development Agreement (See Board File No. 190682). The conditions set forth below are additional conditions required in connection with the Project and Project Variant. If these conditions overlap with any other requirement imposed on the Project, the more restrictive or protective condition or requirement, as determined by the Zoning Administrator, shall apply.

This approval is contingent on, and will be of no further force and effect until the date that the San Francisco Board of Supervisor has approved by resolution approving the Development Agreement, Planning Code Text Amendment and associated Zoning Map Amendment (as necessary).

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

3. **Mitigation Measures.** Mitigation measures described in the MMRP attached as Exhibit C are necessary to avoid potential significant effects of the proposed project and have been agreed to by the project sponsor. Their implementation is a condition of project approval.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

4. **Transferable Development Rights.** Pursuant to Section 124 and 249.78(e)(3) the Project Sponsor shall purchase the required number of units of Transferrable Development Rights (TDR) and secure a Notice of Use of TDR prior to the issuance of a site permit for all development which exceeds the base FAR of 3 to 1, up to an FAR of 4.25 to 1.

For more information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org

5. **Project Status.** The Project sponsor shall report back to the Planning Commission eighteen (18) months from the effective date of the Motion to provide a status update on the Project.

DESIGN – COMPLIANCE AT PLAN STAGE

6. **Final Materials.** The Project Sponsor shall continue to work with Planning Department on the building design. Final materials, glazing, color, texture, landscaping, and detailing shall be subject to Department staff review and approval. The architectural addenda shall be reviewed and approved by the Planning Department prior to issuance.
For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org
7. **Garbage, Composting and Recycling Storage.** Space for the collection and storage of garbage, composting, and recycling shall be provided within enclosed areas on the property and clearly labeled and illustrated on the 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
8. **Rooftop Mechanical Equipment.** Pursuant to Planning Code 141, the Project Sponsor shall submit a roof plan to the Planning Department prior to Planning approval of the building permit application. Rooftop mechanical equipment, if any is proposed as part of the Project, is required to be screened so as not to be visible from any point at or below the roof level of the subject building.
For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org
9. **Lighting Plan.** The Project Sponsor shall submit an exterior lighting plan to the Planning Department prior to Planning Department approval of the building or site permit application.
For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org
10. **Streetscape Plan.** Pursuant to Planning Code Section 138.1, the Project Sponsor shall continue to work with Planning Department staff, in consultation with other City agencies, to refine the design and programming of the Streetscape Plan so that the plan generally meets the standards of the Better Streets Plan and all applicable City standards. The Project Sponsor shall complete final design of all required street improvements, including procurement of relevant City permits, prior to issuance of first architectural addenda, and shall complete construction of all required street improvements for each project phase prior to issuance of first temporary certificate of occupancy for that phase. Required improvements shall be limited to street improvements required by adopted plans in place at the commencement of construction and shall not include features eligible for in-kind credits under the development agreement, including but not limited to bicycle lanes, mid-block traffic signals, or protected intersection improvements.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

11. **Odor Control Unit.** In order to ensure any significant noxious or offensive odors are prevented from escaping the premises once the project is operational, the building permit application to implement the project shall include air cleaning or odor control equipment details and manufacturer specifications on the plans if applicable as determined by the project planner. Odor control ducting shall not be applied to the primary façade of the building.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

PARKING AND TRAFFIC

12. **Transportation Demand Management (TDM) Program.** Pursuant to Planning Code Section 169, the Project shall finalize a TDM Plan prior to the issuance of the first Building Permit or Site Permit to construct the project and/or commence the approved uses. The Property Owner, and all successors, shall ensure ongoing compliance with the TDM Program for the life of the Project, which shall include providing a TDM Coordinator, providing access to City staff for site inspections, submitting appropriate documentation, paying application fees associated with required monitoring and reporting, and other actions.

Prior to the issuance of the first Building Permit or Site Permit, the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property to document compliance with the TDM Program. This Notice shall provide the finalized TDM Plan for the Project, including the relevant details associated with each TDM measure included in the Plan, as well as associated monitoring, reporting, and compliance requirements.

For information about compliance, contact the TDM Performance Manager at tdm@sfgov.org or 415-558-6377, www.sf-planning.org.

13. **Car Share.** Pursuant to Planning Code Section 166, the Project shall provide no fewer than 15 car-share parking spaces and the Project Variant shall provide a minimum of 13 car-share parking spaces.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

14. **Bicycle Parking.** Pursuant to Planning Code Sections 155.1, and 155.4, the Project shall provide no fewer than no fewer than 410 Class 1 and 86 Class 2 bicycle parking spaces and the Project Variant shall provide no fewer than 413 Class 1 and 92 Class 2 bicycle parking spaces. SFMTA has final authority on the type, placement and number of Class 2 bicycle racks within the public ROW. Prior to issuance of first architectural addenda, the project sponsor shall contact the SFMTA Bike Parking Program at bikeparking@sfmta.com to coordinate the installation of on-street bicycle racks and ensure that the proposed bicycle racks meet the SFMTA's bicycle parking guidelines. Depending

on local site conditions and anticipated demand, SFMTA may request the project sponsor pay an in-lieu fee for Class II bike racks required by the Planning Code.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

15. **Showers and Clothes Lockers.** Pursuant to Planning Code Section 155.3, the Project shall provide no fewer than 5 showers and 30 clothes lockers. Project Variant shall provide no fewer than 6 showers and 36 clothes lockers.
For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org.
16. **Parking Maximum.** Pursuant to Planning Code Section 151 or 151.1, the Project shall provide no more than 769 accessory parking spaces for the Project, or no more than 632 parking spaces for the Project Variant.
For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org.
17. **Off-Street Loading.** Pursuant to Planning Code Section 152, the Project will provide at least 23 off-street loading spaces and the Project Variant will provide at least 22 off-street loading spaces.
For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org.
18. **Managing Traffic During Construction.** The Project Sponsor and construction contractor(s) shall coordinate with the Traffic Engineering and Transit Divisions of the San Francisco Municipal Transportation Agency (SFMTA), the Police Department, the Fire Department, the Planning Department, and other construction contractor(s) for any concurrent nearby Projects to manage traffic congestion and pedestrian circulation effects during construction of the Project.
For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org.
19. **Driveway Loading and Operations Plan.** Pursuant to Planning Code Section 155(u), the Project sponsor shall prepare a DLOP for review and approval by the Planning Department, in consultation with the San Francisco Municipal Transportation Agency. The DLOP shall be written in accordance with any guidelines issued by the Planning Department.
For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org.
20. **Rates for Long-Term Office Parking.** Pursuant to Planning Code Section 155(g), to discourage long-term commuter parking, off-street parking spaces provided for all uses other than residential or hotel, and the wholesale flower market as granted as an exception by this motion, must be offered pursuant to the following rate structure: (1) the rate charged for four hours of parking cannot be more than four times the rate charged for the first hour; (2) the rate charged for eight

hours of parking cannot be less than ten (10) times the rate charged for the first hour; and (3) no discounted parking rates are allowed for weekly, monthly, or similar time-specific periods.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sfplanning.org

PROVISIONS

21. **First Source Hiring.** The Project Sponsor shall adhere to the requirements of the First Source Hiring Construction and End-Use Employment Program approved by the First Source Hiring Administrator, pursuant to Section 83.4(m) of the Administrative Code. The Project Sponsor shall comply with the requirements of this Program regarding construction work and on-going employment required for the Project.

For information about compliance, contact the First Source Hiring Manager at 415-581-2335, www.onestopSF.org

22. **Transportation Brokerage Services - C-3, EN, and SOMA.** Pursuant to Planning Code Section 163, the Project Sponsor shall provide on-site transportation brokerage services for the actual lifetime of the project. Prior to the issuance of any certificate of occupancy, the Project Sponsor shall execute an agreement with the Planning Department documenting the project's transportation management program, subject to the approval of the Planning Director.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

23. **Transportation Sustainability Fee.** The Project and Project Variant are subject to the Transportation Sustainability Fee (TSF), as applicable, pursuant to Planning Code Section 411A.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

24. **Jobs-Housing Linkage.** The Project and Project Variant are subject to the Jobs Housing Linkage Fee, as applicable, pursuant to Planning Code Section 413.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

25. **Child-Care Requirements for Office and Hotel Development.**

- a. **Fee – Project:** If the Project contains at least 97,000 gross square feet of wholesale sales use, the Project comply with the child care requirements established in Sections 414.1 through 414.15 by paying the in-lieu fee pursuant to Section 414.8.
- b. **On- Site Childcare Facility- Project Variant:** The Project Sponsor will provide a publicly-accessible 22,690 square-foot childcare facility meeting the standards in the Project Sponsor's Development Agreement with the City.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

26. **Eastern Neighborhoods Infrastructure Impact Fee.** The Project and Project Variant are subject to the Eastern Neighborhoods Infrastructure Impact Fee, as applicable, pursuant to Planning Code Section 423.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

27. **Art.** The Project and Project Variant are subject to the Public Art Fee, as applicable, pursuant to Planning Code Section 429.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

28. **Art Plaques.** Pursuant to Planning Code Section 429(b), the Project Sponsor shall provide a plaque or cornerstone identifying the architect, the artwork creator and the Project completion date in a publicly conspicuous location on the Project Site. The design and content of the plaque shall be approved by Department staff prior to its installation.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

29. **Art.** Pursuant to Planning Code Section 429, the Project Sponsor and the Project artist shall consult with the Planning Department during design development regarding the height, size, and final type of the art. The final art concept shall be submitted for review for consistency with this Motion by, and shall be satisfactory to, the Director of the Planning Department in consultation with the Commission. The Project Sponsor and the Director shall report to the Commission on the progress of the development and design of the art concept prior to the submittal of the first building or site permit application

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

30. **Art.** Pursuant to Planning Code Section 429, prior to issuance of any certificate of occupancy, the Project Sponsor shall install the public art generally as described in this Motion and make it available to the public. If the Zoning Administrator concludes that it is not feasible to install the work(s) of art within the time herein specified and the Project Sponsor provides adequate assurances that such works will be installed in a timely manner, the Zoning Administrator may extend the time for installation for a period of not more than twelve (12) months.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

31. **Central SoMa Community Services Facilities Fee.** The Project is subject to the Central SoMa Community Services Facilities Fee, as applicable, pursuant to Planning Code Section 432.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sfplanning.org

32. **Central SoMa Community Infrastructure Fee.** The Project is subject to the Central SoMa Community Infrastructure Fee, as applicable, pursuant to Planning Code Section 433.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sfplanning.org

33. **Central SoMa Community Facilities District.** The Project is subject to the Central SoMa Community Facilities District, pursuant to Pursuant to Planning Code Sections 434 and 249.78(d)(1)(C), and shall participate, as applicable, in the Central SoMa CFD.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sfplanning.org

34. **Renewable Electricity.** The Project shall fulfill all on-site electricity demands through any combination of on-site generation of 100% greenhouse gas-free sources in compliance with Planning Code Section 249.78(d)(5).

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sfplanning.org

MONITORING - AFTER ENTITLEMENT

35. **Enforcement.** Violation of any of the Planning Department conditions of approval contained in this Motion or of any other provisions of Planning Code applicable to this Project shall be subject to the enforcement procedures and administrative penalties set forth under Planning Code Section 176 or Section 176.1. The Planning Department may also refer the violation complaints to other city departments and agencies for appropriate enforcement action under their jurisdiction.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

36. **Monitoring.** The Project requires monitoring of the conditions of approval in this Motion. The Project Sponsor or the subsequent responsible parties for the Project shall pay fees as established under Planning Code Section 351(e) (1) and work with the Planning Department for information about compliance.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

OPERATION

37. **Sidewalk Maintenance.** The Project Sponsor shall maintain the main entrance to the building and all sidewalks abutting the subject property in a clean and sanitary condition in compliance with the Department of Public Works Streets and Sidewalk Maintenance Standards.

For information about compliance, contact Bureau of Street Use and Mapping, Department of Public Works, 415-695-2017, <http://sfdpw.org>

38. **Lighting.** All Project lighting shall be directed onto the Project site and immediately surrounding sidewalk area only, and designed and managed so as not to be a nuisance to adjacent residents. Nighttime lighting shall be the minimum necessary to ensure safety, but shall in no case be directed so as to constitute a nuisance to any surrounding property.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

39. **Privately- Owned Public Open Space Provision.** Pursuant to Planning Code Section 138, the Project shall provide no less than 22,620 gross square feet of privately-owned public open space (POPOS) in Phase 1a, no less than 12,000 gross square feet of POPOS in Phase 1b, and no less than 830 gross square feet of POPOS in Phase 1c. The Project Variant shall provide no less than 25,620 gross square feet of POPOS in Phase 1a, no less than 12,000 gross square feet of POPOS in Phase 1b, and no less than 830 gross square feet of POPOS in Phase 1c.

The Project Sponsor shall continue to work with Planning Department staff to refine the design and programming of the POPOS so that the open space meets the standards of Section 138(d) and the Urban Design Guidelines. Prior to the first certificate of occupancy for any building on the site, the Project Sponsor shall submit a maintenance and operations plan for the POPOS for review and approval by the Planning Department. At a minimum the maintenance and operations plan shall include:

- a. a description of the amenities and programming for the POPOS and how it serves the open space and recreational needs of the diverse users, including but not limited to residents, youth, families, workers, and seniors;
- b. a site and floor plan of the POPOS detailing final landscape design, irrigation plan, public art, materials, furnishings, lighting, signage and areas for food service;
- c. a description of the hours and means of public access to the POPOS;
- d. a proposed schedule for maintenance activities; and
- e. contact information for a community liaison officer.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

40. **Hours of Access of Open Space.** All POPOS shall be publicly accessible during all daylight hours, from 7AM to 6PM every day. Should all or a portion of the POPOS be temporarily closed due to construction or maintenance activities, the operator shall contact the Planning Department in advance of the closure and post signage, plainly visible from the public sidewalks, that indicates the reason for the closure, an estimated date to reopen, and contact information for a community liaison officer.

For information about compliance, contact the Code Enforcement, Planning Department at 415-558-6378, www.sf-planning.org

41. **Food Service in Open Spaces.** Pursuant to Planning Code Section 138, food service area shall occupy no more than 20% of the required POPOS during the hours that the open space is accessible to the public. Restaurant seating shall not take up more than 20% of the seating and tables provided in the required open space.

For information about compliance, contact the Code Enforcement, Planning Department at 415-558-6378, www.sf-planning.org

42. **Open Space Plaques.** Pursuant to Planning Code Section 138 (i), the Project Sponsor shall install the required public open space plaques at each building entrance. The plaques shall be plainly visible from the public sidewalks on Brannan, 5th, 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

43. **Monitoring and Reporting - Open Space.** One year from the issuance of the first certificate of occupancy for any building on the site, and then every 3 years thereafter, the Project Sponsor shall submit a maintenance and operations report to the Zoning Administrator for review by the Planning Department. At a minimum the maintenance and operations report shall include:

- a. copy of the original Conditions of Approval document and any other authorization documents for the POPOS;
- b. a description of the amenities, and list of events and programming with dates, and any changes to the design or programming during the reporting period;
- c. the approved plan of the POPOS including the location of amenities, food service, landscape, furnishing, lighting and signage;
- d. photos of the existing POPOS at time of reporting, sufficient to indicate the presence or absence of any amenity as indicated in Item D above;
- e. description of means of public access to the POPOS;
- f. a schedule of the hours of access and all temporary closures during the reporting period;
- g. a schedule of completed maintenance activities during the reporting period;
- h. a schedule of proposed maintenance activities for the next reporting period; and
- i. contact information for a community liaison officer.

For information about compliance, contact the Code Enforcement, Planning Department at 415-558-6378, www.sf-planning.org

44. **Community Liaison.** Prior to issuance of a building permit to construct the Project or Project Variant and implement the approved use, the Project Sponsor shall appoint a community liaison officer to deal with the issues of concern to owners and occupants of nearby properties. The Project Sponsor shall provide the Zoning Administrator and all registered neighborhood groups for the area with written notice of the name, business address, and telephone number of the community liaison. Should the contact information change, the Zoning Administrator and registered neighborhood groups shall be made aware of such change. The community liaison shall report to

Motion No. 20484
July 18, 2019

RECORD NO. 2017-000663ENX
610-698 Brannan Street

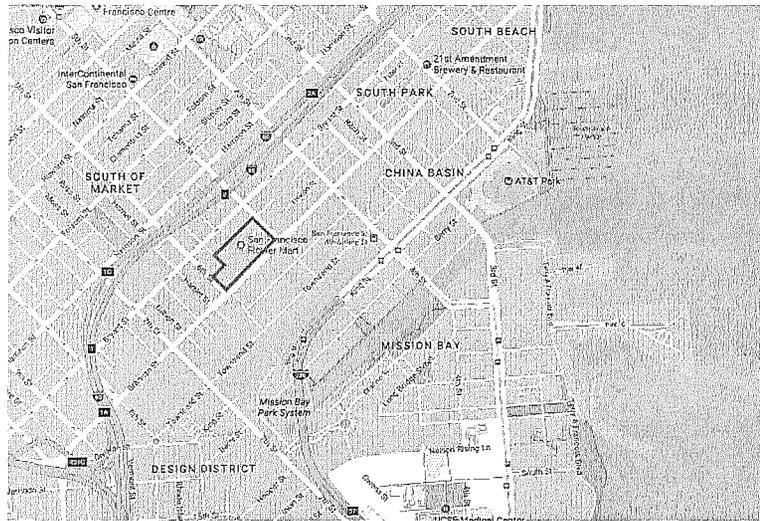
the Zoning Administrator what issues, if any, are of concern to the community and what issues have not been resolved by the Project Sponsor.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

San Francisco Flower Mart Project

Board of Supervisors Commission Hearing Package
San Francisco Planning Department

June 10, 2019



PROJECT DIRECTORY

OWNER

KILROY REALTY CORPORATION
Mike Grisso
100 First Street Suite 250
San Francisco, CA 94105
415.243.8803

LANDSCAPE ARCHITECT

RIOS CLEMENTI HALE STUDIOS
Jason Shinoda
3101 Exposition Place
Los Angeles, CA 90018
323.785.1899

DESIGN ARCHITECT

RIOS CLEMENTI HALE STUDIOS
Bob Hale
3101 Exposition Place
Los Angeles, CA 90018
323.785.1857

CIVIL ENGINEER

BKF ENGINEERS
Eric Girod
460 Willow Rd Ste 250
Pleasanton, CA 94588
925.396.7751

EXECUTIVE ARCHITECT

ADAMSON ARCHITECTS
George Metzger
700 S. Flower Street, Suite 860
Los Angeles, CA 90017
310.230.0088

PAGE INDEX

| | |
|----|---|
| 1 | Cover Sheet |
| 2 | Project Description |
| 3 | Project Rendering |
| 4 | Zoning Overlays - Planning Code Summary |
| 5 | Privately Owned Public Open Space |
| 6 | Mid Block Passage & CSDMA SUD Roofs |
| 7 | MH Bulk Limits & Setbacks |
| 8 | MH Apparent Mass Reduction |
| 9 | Blocks Bulk Limits & Setbacks |
| 10 | Blocks Apparent Mass Reduction |
| 11 | Gateway Bulk, Setbacks & Apparent Mass |
| 12 | Tower Bulk & Separation |
| 13 | Transportation Demand Management |
| 14 | Project Summary |
| 15 | Cumulative Retail Gross Floor Area |

PROJECT DRAWINGS

| | |
|----|---|
| 17 | Boundary Survey |
| 18 | Topographical Survey |
| 19 | Parcel Map & Existing Buildings |
| 20 | Vehicular Path & Pedestrian Entry Points |
| 21 | 5th St Loading, Pick-up & Drop-off |
| 22 | Brannan St Loading, Pick-up & Drop-off |
| 23 | Private Drive 24 Hr Loading, Pick-up & Drop-off |
| 24 | Morris St Service Entry Ramp |
| 25 | 5th St Service Exit Ramp |
| 26 | Service Drive Loading Dock |
| 27 | Basement Truck Parking |
| 28 | B3-B6 Basement Parking |
| 29 | B2 Basement Parking and Loading |
| 30 | B1 Basement Parking and Valet |
| 31 | Ground Floor Plan |
| 32 | Mezzanine Floor Plan |
| 33 | 2nd Floor Plan |
| 34 | 3rd Floor Plan |
| 35 | 4th Floor Plan |
| 36 | 5th Floor Plan |
| 37 | 6th Floor Plan |
| 38 | 7th Floor Plan |
| 39 | 8th Floor Plan |
| 40 | 9th Floor Plan |
| 41 | 10th Floor Plan / MH Mechanical PH |
| 42 | 12th - 13th Floor Plan |

| | |
|----|---|
| 43 | 14th Floor Plan |
| 44 | North-South Section |
| 45 | East-West Section Overall |
| 46 | East-West Section Blocks Building |
| 47 | East Elevation |
| 48 | West Elevation |
| 49 | South Elevation |
| 50 | North Elevation |
| 51 | Material Palette - Architectural Overview |
| 52 | Material Palette - Blocks Building |
| 53 | Material Palette - Market Hall |
| 54 | Material Palette - Gateway Building |
| 55 | Material Palette - Market Alley Retail |
| 56 | Material Palette - Market Alley Retail |
| 57 | Material Palette - Market Alley Retail |
| 58 | Material Palette - Market Alley Retail |

LANDSCAPE SITE DEVELOPMENT

| | |
|----|---|
| 60 | Open Space Design Intent |
| 61 | Overall Landscape Site Plan |
| 62 | Ground Floor Public Space |
| 63 | 5th Street Plaza Enlarged |
| 64 | Brannan Street Plaza Enlarged |
| 65 | Oculus, Brannan Frontage & Market Alley |
| 66 | 5th Street Sections |
| 67 | Brannan Street Sections |
| 68 | 8th Street/Morris St/Private Drive Sections |
| 69 | Proposed Curb Extensions and Crosswalks |
| 70 | Proposed Materials Overview |
| 71 | Seawalls and Planters |
| 72 | Plaza Feature Paving |
| 73 | Public Right of Way |
| 74 | 5th Street Plaza |
| 75 | Oculus Breeze Way |
| 76 | Brannan Plaza |
| 77 | Market Alley |
| 78 | Tree Wells and Dog Park |
| 79 | Tree Grates |
| 80 | Site Furnishings |
| 81 | Block Building 5F Roof Deck |
| 82 | Block Building 10F Roof Deck |

| | |
|----|-----------------------------------|
| 83 | Block Building 12F Roof Deck |
| 84 | Block Building 14F Roof Deck |
| 85 | Market Hall Building 8F Roof Deck |
| 86 | Market Hall Building 9F Roof Deck |
| 87 | 5th Street Plaza Planting |
| 88 | Brannan Street Frontage Planting |
| 89 | Brannan Plaza Planting |
| 90 | Plaza & Street Trees |
| 91 | Roof Garden Trees |

AREA DIAGRAMS

| | |
|-----|-------------------------------------|
| 93 | GFA & DFA B6 - B3 Basement |
| 94 | GFA & DFA B2 Basement |
| 95 | GFA & DFA B1 Basement |
| 96 | GFA & DFA 1st Floor |
| 97 | GFA & DFA 1st Floor Mezz. |
| 98 | GFA & DFA 2nd Floor |
| 99 | GFA & DFA 3rd Floor |
| 100 | GFA & DFA 4th Floor |
| 101 | GFA & DFA 5th Floor |
| 102 | GFA & DFA 6th Floor |
| 103 | GFA & DFA 7th Floor |
| 104 | GFA & DFA 8th Floor |
| 105 | GFA & DFA 8th Floor |
| 106 | GFA & DFA 10th Floor |
| 107 | GFA & DFA 11th Floor |
| 108 | GFA & DFA 12th Floors |
| 109 | GFA & DFA 13th Floor |
| 110 | GFA & DFA 14th & 15th Floor |
| 111 | GFA & DFA 16th Floor |
| 112 | GFA & DFA 17th & 18th Floor |
| 113 | Project Gross Floor Area Table |
| 114 | Project Occupiable Floor Area Table |

PROJECT VARIANT (WITHOUT WHOLESALE FLOWER MARKET)

| | |
|--------------------------|--|
| 116 | Variant Ground Floor Plan |
| 117 | Variant B1 Plan |
| 118 | Variant Project Features |
| PROJECT PLANNING PHASING | |
| 120 | Current Phasing and Public Benefits |
| 121 | Current Transportation Demand Management |
| 122 | Variant Phasing and Public Benefits |
| 123 | Variant Transportation Demand Management |

PROJECT VARIANT POPOS ACTIVATION

| | |
|-----|--|
| 125 | Variant Open Space Plan |
| 126 | Variant Daily Planning |
| 127 | Variant Special Event Overview |
| 128 | Variant Brannan Plaza - Performance & Farmer's Market |
| 129 | Variant Oculus Breezeway - Gaming & Community Activities |
| 130 | Variant 5th Street Plaza - Floral Events |
| 131 | Variant Market Alley West - Farmer's Market |
| 132 | Variant Market Alley East - Farmer's Market |

EXISTING SITE PHOTOS

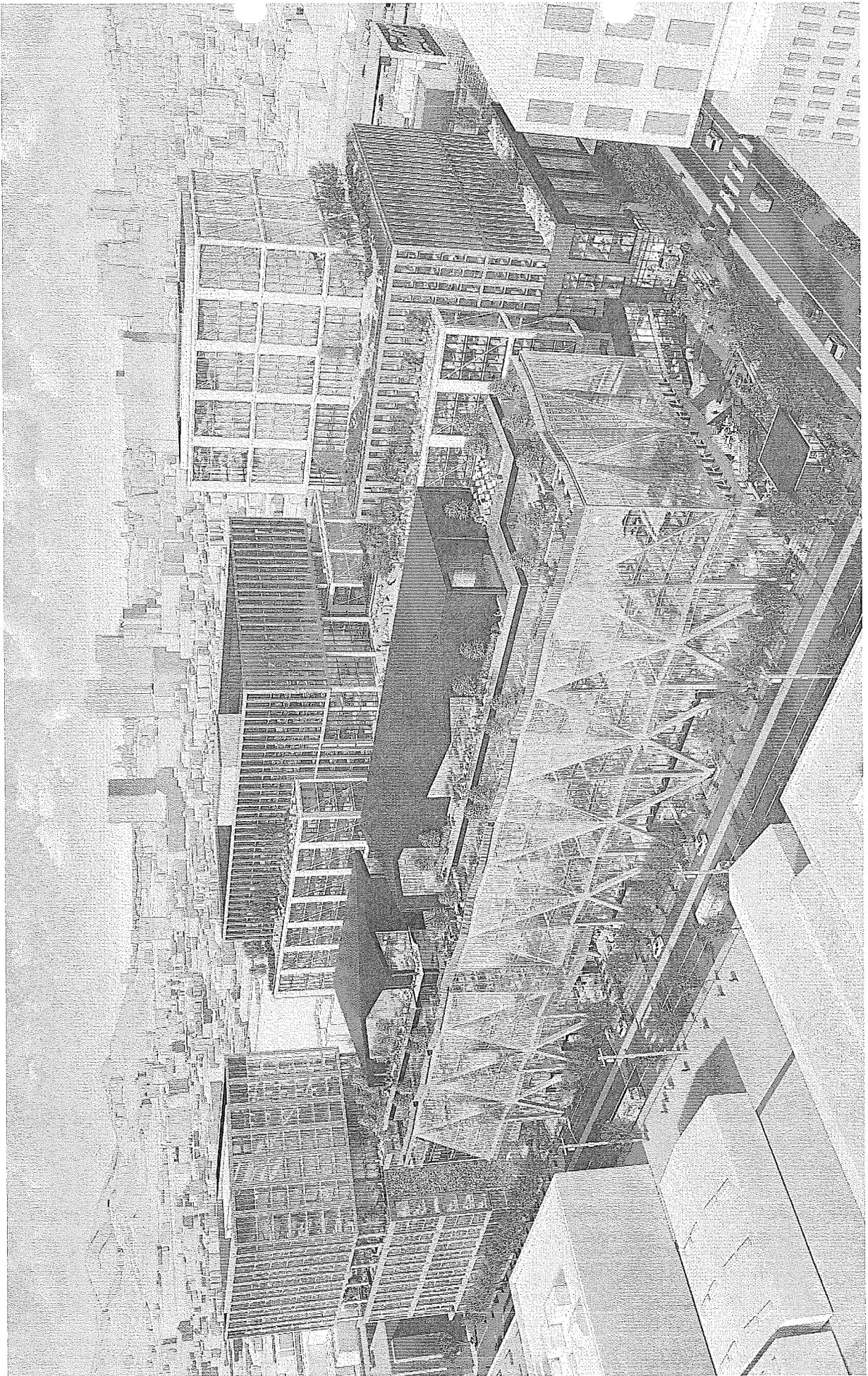
| | |
|-----|----------------------------|
| 134 | Existing Site Photos |
| 135 | Existing Site Photos cont. |
| 136 | Existing Site Photos cont. |

HISTORIC SITE PHOTOS

| | |
|-----|----------------------|
| 138 | Historic Site Photos |
| 139 | Historic Site Photos |
| 140 | Historic Site Maps |

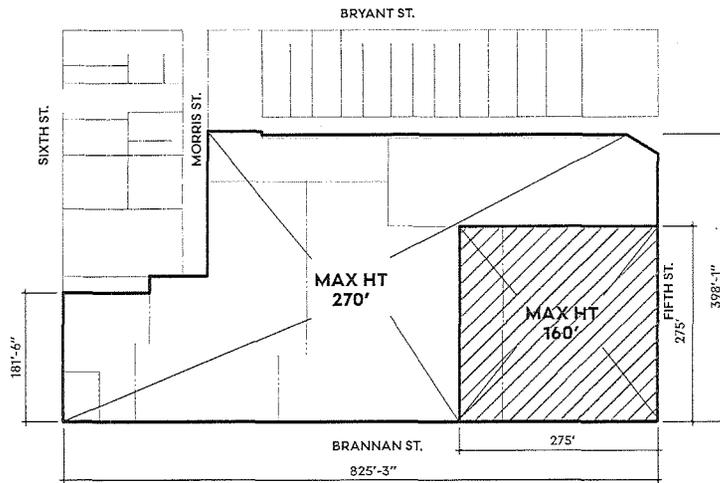
PROJECT RENDERINGS

| | |
|-----|-----------------------------------|
| 142 | Project Aerial |
| 143 | View from 5th and Brannan |
| 144 | 5th Street Plaza and Market Alley |
| 145 | 5th Street Lobby |
| 146 | Approach from 5th and Brannan |
| 147 | 5th Street Plaza at Brannan |
| 148 | 5th Street Plaza |
| 149 | Market Hall Entry at Brannan |
| 150 | Market Alley Retail |
| 151 | Wholesale Flower Market Entry |
| 152 | Oculus at Brannan |
| 153 | Oculus Breeze Way |
| 154 | Market Alley from Oculus |
| 155 | View of Brannan Plaza |
| 156 | Brannan Street View |
| 157 | View from I-80 |
| 158 | Gateway from I-280 |
| 159 | View Down Market Alley |



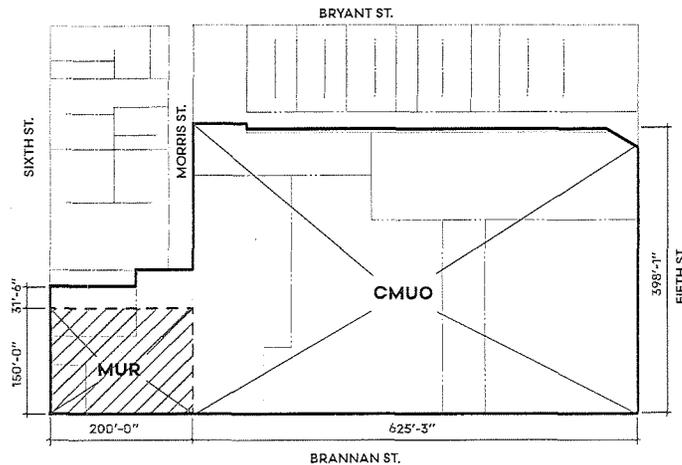
Planning Code Summary

HEIGHT DISTRICT OVERLAY



ZONING OVERLAY

Mixed Use Residential (MUR) + Central Soma Mixed Use Office (CMUO)



VEHICLE PARKING Per Zoning Code

Planning Code Table 151.1
 Planning Code Table 152.1
 Planning Code Table 155.2
 Exception Requested Under Central SoMa Key Sites 329(e)(3)(B) for Wholesale Flower Market Parking

Off-street parking would be provided in the basement and would include a total of 784 parking spaces. These would include 59 tall van parking spaces. The wholesale flower market would have exclusive use of 141 car parking spaces and primary use of up to 50 tall van parking spaces. Retail is permitted 56 car spaces. Office would have use of up to 563 car parking or van spaces. Fifteen spaces would be reserved for car share.

Off-street loading would include an at-grade loading dock for four large trucks adjacent to the new wholesale flower market plus 24 below-grade truck spaces and two semi-truck spaces. Twenty-three of the below-grade medium truck spaces would be reserved for the new wholesale flower market during peak wholesale hours and shared by office and retail vehicles during off-peak hours. The remaining three below-grade truck spaces would be reserved for office and retail use. The new wholesale flower market would also have access to up to 100 of the office and retail parking spaces before 8 AM every day.

1. Permitted Parking

| Program | gfa | ofa | Spaces |
|-----------------|-----------|-----------|------------|
| Retail | 83,459 | 49,035 | 1:1500 gfa |
| Office | 2,032,165 | 1,970,075 | 1:3500 ofa |
| Subtotal | | | 619 |

2. Wholesale Flower Market

Exception Requested Under Central SoMa Key Sites 329(e)(3)(B)

| | | | |
|--|---------|---------|------------|
| Non Retail Sales & Services | 113,036 | 111,869 | 150 |
| Total Spaces Permitted by Program | | | 769 |

3. Car Share

| | | |
|-----------------|------|-----------|
| 769 | 1:50 | 15 |
| Subtotal | | 15 |

Total Auto Parking Spaces Provided* 784*

4. Off-Street Loading Spaces Required

| Program | gsf | ofa | Loading Spaces |
|--------------|-----------|-----------|----------------|
| Retail | 83,459 | 49,035 | 2 |
| Office | 2,032,165 | 1,970,075 | 19 |
| Wholesale FM | 113,036 | 111,869 | 2 |
| Total | | | 23 |

5. Off-Street Loading Spaces Provided

| At-grade | Wholesale FM | 12' x 73' | 4 |
|---------------|---------------------------------------|------------------------|------------|
| B-02 Basement | Wholesale FM (shared with other uses) | 12' x 36' 12' x 40' | 13* 10* |
| | Office | 12' x 40' | 1 |
| | Office | 12' x 56' | 2 |
| Total | | | 30 |

*PARKING NOTES

WFM & Office Car Parking
 Parking spaces include 59 tall van spaces 18'-0" x 8'-6". See B2 level basement parking plan for location and distribution

WFM, Office and Retail Freight Loading
 Provided for prioritized use by wholesale flower market tenants and customers. Office and retail tenants are to have access to these loading spaces when not in use by the wholesale flower market.

BICYCLE PARKING Required

| B. Class 1 | Spaces |
|------------------|-----------------------------|
| Office | 1,970,075 ofa 1:5000 ofa |
| Retail | 26,710 ofa 1:7,500 ofa |
| Eating | 22,325 ofa 1:7,500 ofa |
| Non-Retail Sales | 111,869 ofa 1:12,000 ofa |
| Subtotal | |

| 7. Class 2 | Spaces |
|------------------|--|
| Office | 1,970,075 ofa 2 + 1:50,000 over 5,000 |
| Retail | 26,710 ofa 1:2,500 ofa |
| Eating | 22,325 ofa 1:750 ofa |
| Non-Retail Sales | 111,869 ofa 4 if > 50,000 sf |
| Subtotal | |

B. Showers & Lockers

| Per TDM Active-3 | Qty. |
|------------------|---------------------|
| Showers | 1:30 Class 1 Spaces |
| Lockers | 6:30 Class 1 Spaces |

Planning Code Summary

PRIVATELY OWNED PUBLIC OPEN SPACE

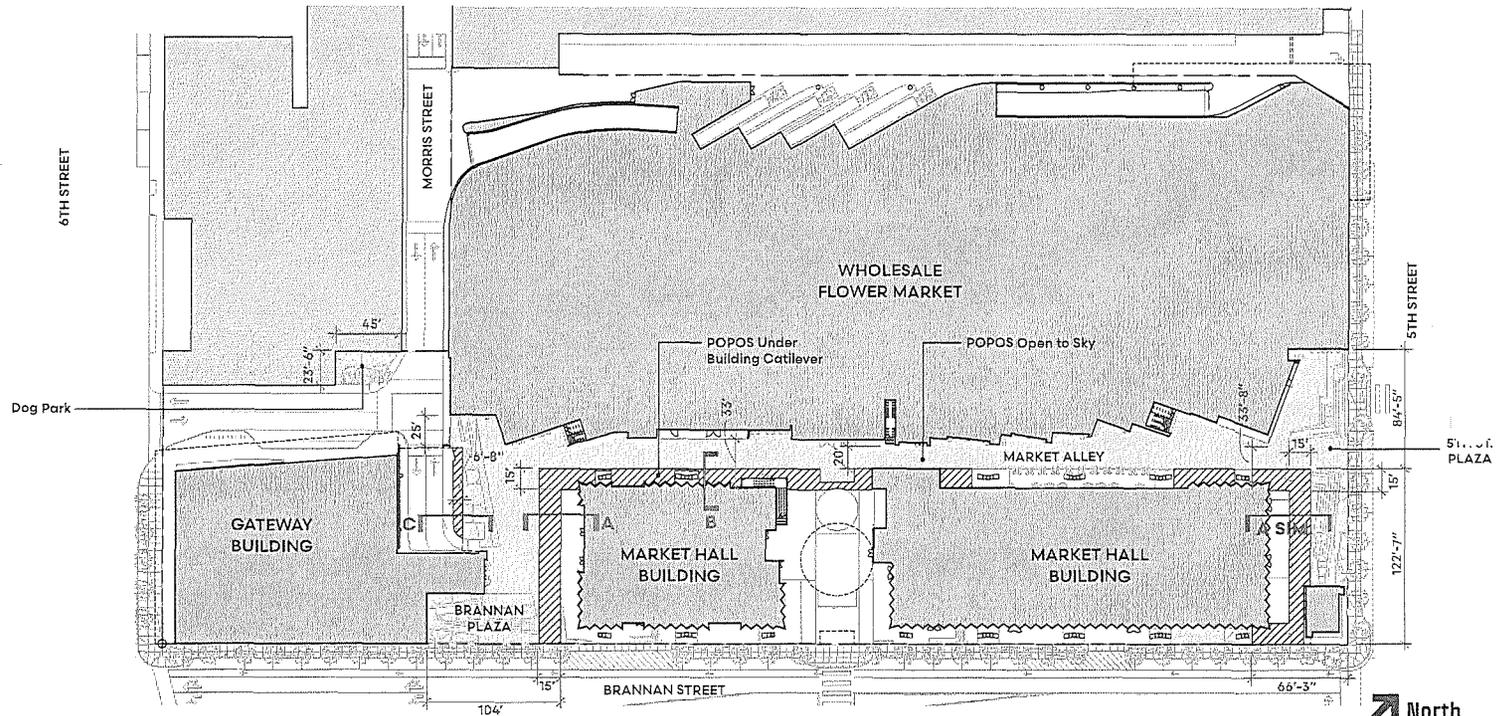
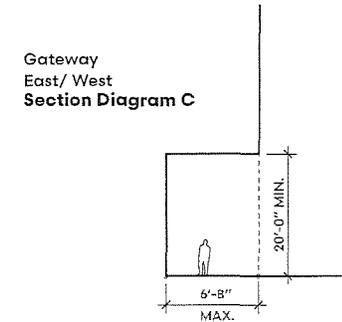
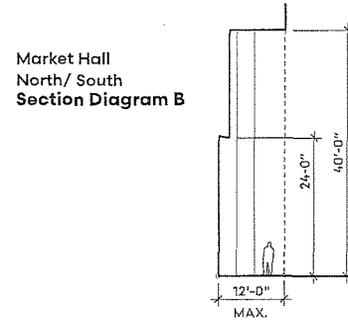
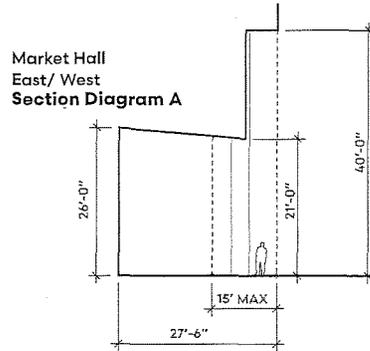
Exceptions Requested under Central SoMa Key Sites 329(e)(3)(B)(vii) Privately Owned Public Open Space 138(d)(2)

Planning Code Sections 138 requires that POPOS be open to the sky, allowing up to 10% of the required open space to be included under a building overhang. This project requests an exception as provided under Section 329(e)(3)(B)(vii) to allow up to 20% of the required POPOS space under the cantilevered ends of the Market Hall Building and the edge of the Gateway Building. These spaces have dynamic clear heights varying between 20' - 40'. An additional 5,193 sf of public amenity space will be provided offsite.

| POPOS Required for Office Program Only | | |
|---|----------------------|---------------|
| | sf | |
| Office | 2,032,165 gsf @ 1:50 | 40,643 |
| Total | | 40,643 |
| POPOS Proposed | | |
| | sf | |
| Open to Sky | 27,325 sf @ 100% | 27,325 |
| Under Cantilever with 20' - 40'-0" clr. (Up to 10% Allowed) | 8,125 sf @ 100% | 8,125 |
| Offsite Public Amenity | 5,193 sf @ 100% | 5,193 |
| Total | | 40,643 |

LEGEND

-  POPOS Open to Sky
-  Building Footprint
-  Context Buildings
-  POPOS Under Cantilever

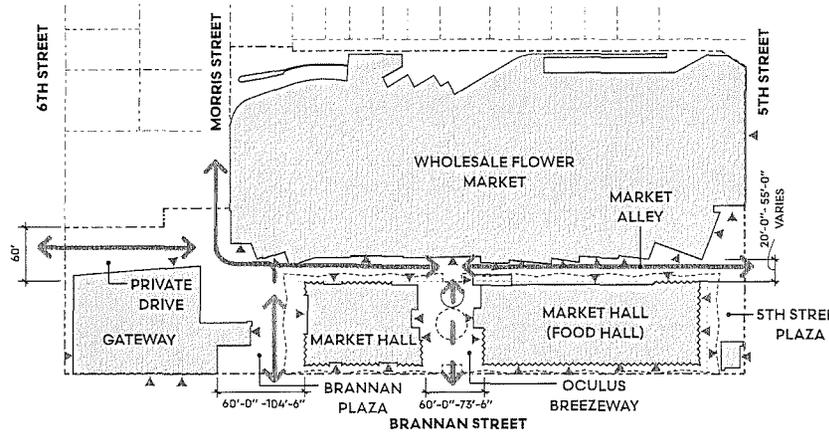


Planning Code Diagrams

MID BLOCK PASSAGE AND PEDESTRIAN ENTRIES

Complies
Planning Code Section 270.2(e)(4)

Planning Code Section 270.2 currently requires 20'-0" wide minimum midblock connections in WMUO and SALI districts. The Market Alley is a midblock passage that varies between 20'-0" and 55'-0" in width. The Market Alley will begin at 5th Street and connect to 6th Street through the new private drive extension. Brannan Plaza will connect Morris Street to Brannan Street, completing the existing through block passage. The new sidewalk directly adjacent to the site on the east side of Morris Street will be 5.5'. The sidewalks along the private drive extending the Market Alley and connecting Morris Street to 6th Street will be a minimum of 6'-0" wide. An additional connection through the Market Hall breezeway will connect Brannan Street to the Market Alley during the retail and Market Hall Food Hall operating hours.



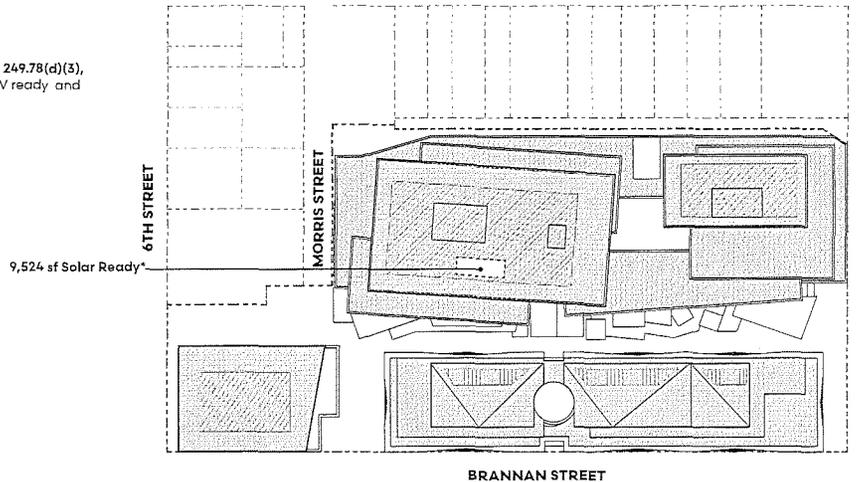
LEGEND

- Mid Block Connection
- Open to Public Access During Retail Operating Hours
- Building Entry
- Building Footprint

CENTRAL SOMA SUD ROOFS

COMPLIES
Planning Code Section 149
Planning Code Section 249.78(d)(3)

Under Planning Code Sections 149 and Section 249.78(d)(3), the Market Hall Building is required to provide PV ready and living roof.



* Precise Location To Be Determined

| Solar Ready and/or Living Roof Required | | sf |
|---|----------------------|--------|
| Applicable Roof Area | Market Hall Building | 63,495 |
| Section 149 | Solar Ready 15% | 9,524 |
| Section 249.78(d)(3) | Living Roof 50% | 31,748 |

| Project Proposal | | sf |
|------------------|-------------------|---------------|
| Market Hall | Living Roof | 4,336 |
| Blocks Building | Living Roof | 32,579 |
| Total | | 36,915 |
| Blocks Building | Solar Ready Roof* | 9,524 |

LEGEND

- Terrace with Living Roof
- Roof
- Mechanical Equipment
- Solar Ready Roof

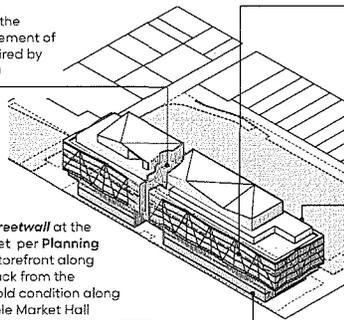
Bulk Diagrams

MARKET HALL BULK LIMITS AND SETBACKS

Exceptions Requested under Central SoMa Key Sites 329(e)(3)(B)
 Streetwall 132.4(d)(1)
 Setbacks 132.4(d)(2)
 Midblock Passage Setbacks 261.1(d)(4)

Modification Requested under 270.1(d)
 Horizontal Mass Break 270.1(d)

A modification is requested for the means of articulation and placement of the **horizontal mass break** required by Planning Code Section 270.1(d) (see diagram 1 below)

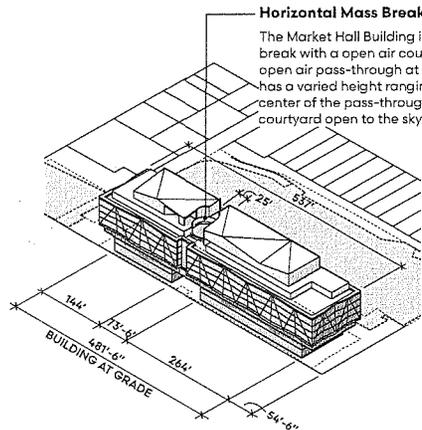


The Key Sites Development Guidelines outline flexibility for setbacks required by Code Section 132.4(d)(2). An exception is requested to raise the podium height to 105' to accommodate required structural elements while maintaining the generous floor to floor heights at grade. Despite this increase, the Market Hall building complies with skyplane shadow restrictions with the 85' base height (see diagrams on Page 8)

An exception is requested for the midblock passage setback and sun access plane requirement along the Market Alley, interior to the project, as required by Code Section 261.1. The upper massing has been shifted to the project interior to maintain light and openness along the plazas and existing streets (see diagram 3, bottom right)

An exception is requested for **streetwall** at the Market Hall along Brannan Street per Planning Code Section 132.4(d)(1). The storefront along much of Brannan Street is setback from the property line to create a threshold condition along Brannan for the highly permeable Market Hall space that is planned for the ground floor space

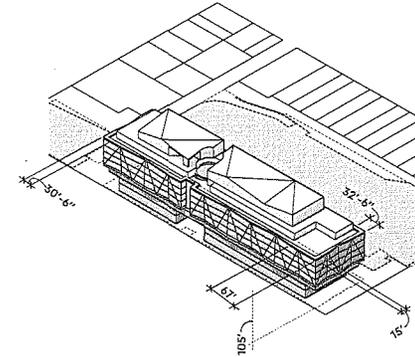
1. View from Northeast
 Horizontal Mass Reduction
 per Code Section 270.1



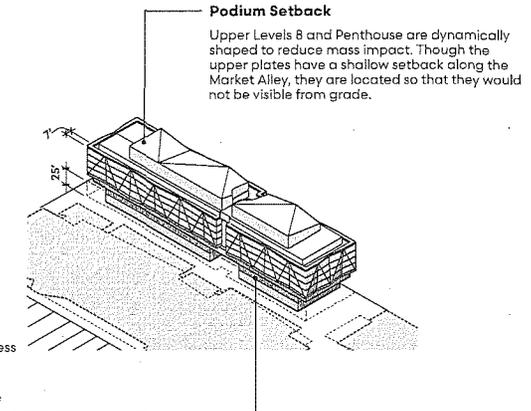
Horizontal Mass Break

The Market Hall Building includes a horizontal mass break with an open air courtyard and a 61'-0" wide open air pass-through at grade. The pass-through has a varied height ranging from 25'-6" to 32'. At the center of the pass-through is a 36'-0" diameter courtyard open to the sky.

2. View from Northeast
 Podium Setbacks at 5th Street, Brannan Street, and Brannan Plaza
 per Code Section 132.4



3. View from Southwest
 Podium Setbacks along Market Alley per Code Section 132.4
 Midblock Passage Setbacks per Code Section 261.1(d)(4)



Podium Setback

Upper Levels 8 and Penthouse are dynamically shaped to reduce mass impact. Though the upper plates have a shallow setback along the Market Alley, they are located so that they would not be visible from grade.

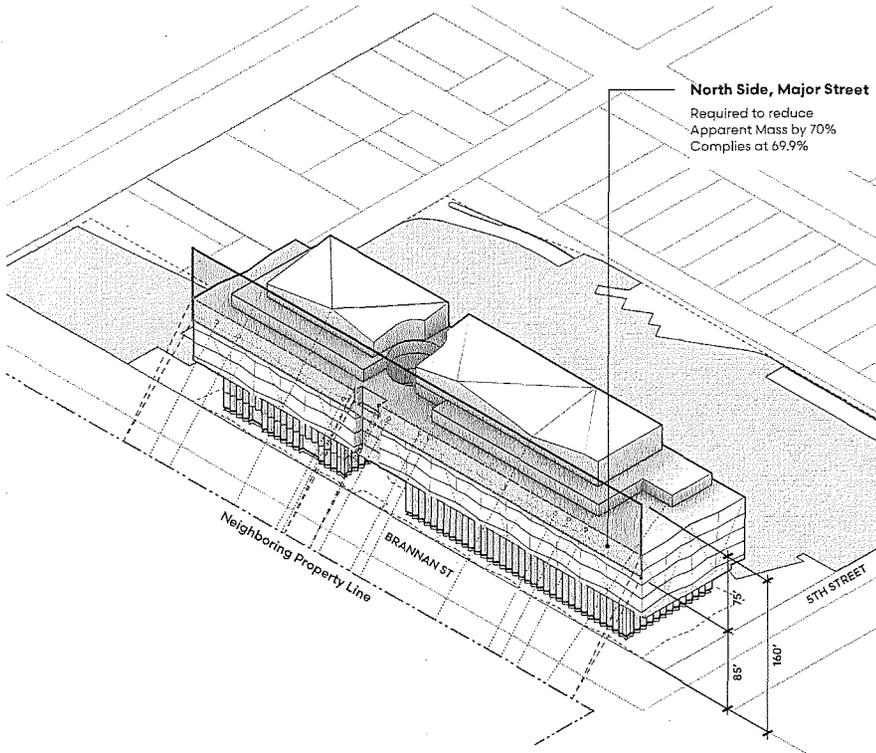
Midblock Passage Setback

The building mass has been pushed interior to the block to maintain openness along Brannan and 5th Streets and their associated plazas. An exception is requested for the midblock passage setback requirement along the Market Alley.

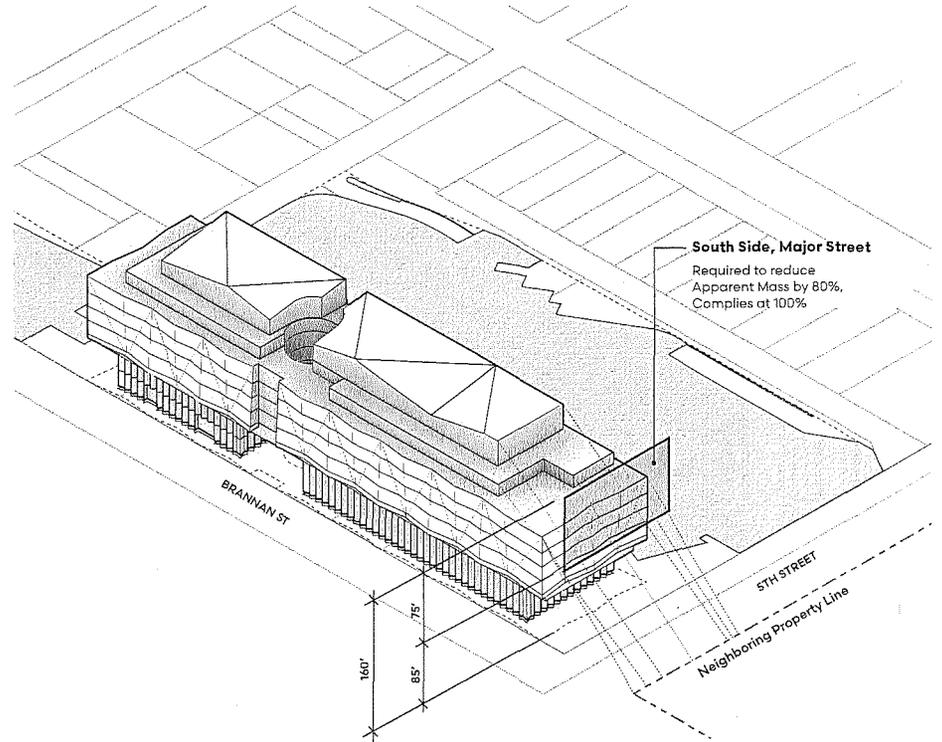
Bulk Diagrams

MARKET HALL APPARENT MASS REDUCTION

View from Northeast
Skyplane at Brannan Street
Complies with Code Section 270(h)



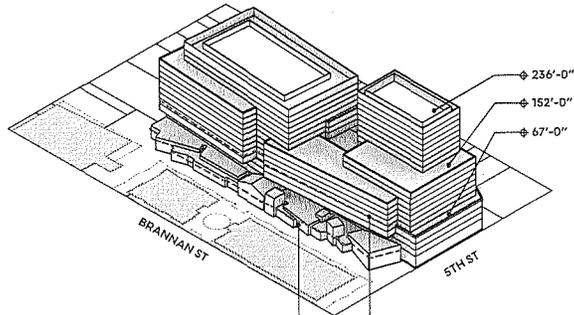
View from Northeast
Skyplane at 5th Street
Complies with Code Section 270(h)



Bulk Diagrams

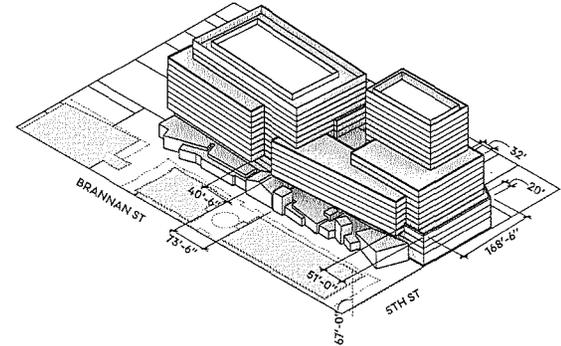
BLOCKS BUILDING BULK LIMITS AND SETBACKS

Exceptions Requested under
Central SoMa Key Sites 329(e)(3)(B)
 Setbacks 132.4
 Midblock Passage Setback 261.1(d)(4)

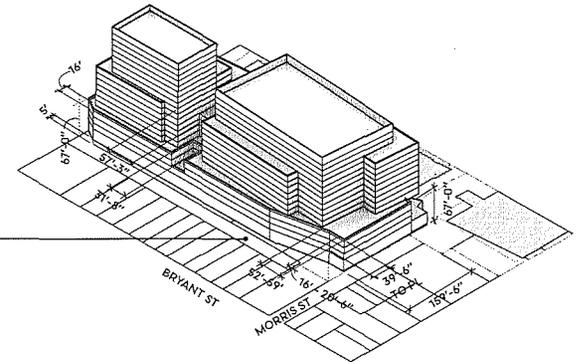


The Blocks Building has an expressed retail podium with a 20'-6"-43'-0" height, exceeding 25' midblock passage setback height prescribed by Planning Code Section 261.1(d)(4). Additionally, the upper building projects above the lower retail podium so that the 85' upper podium setback per Planning Code section 132.4 does not continue along the Market Alley.

1. View from Northeast
 Podium Setbacks along 5th Street
 Complies with Code Section 132.4



2. View from Southwest
 Podium Setbacks along existing Service Drive
 Complies with Code Section 132.4

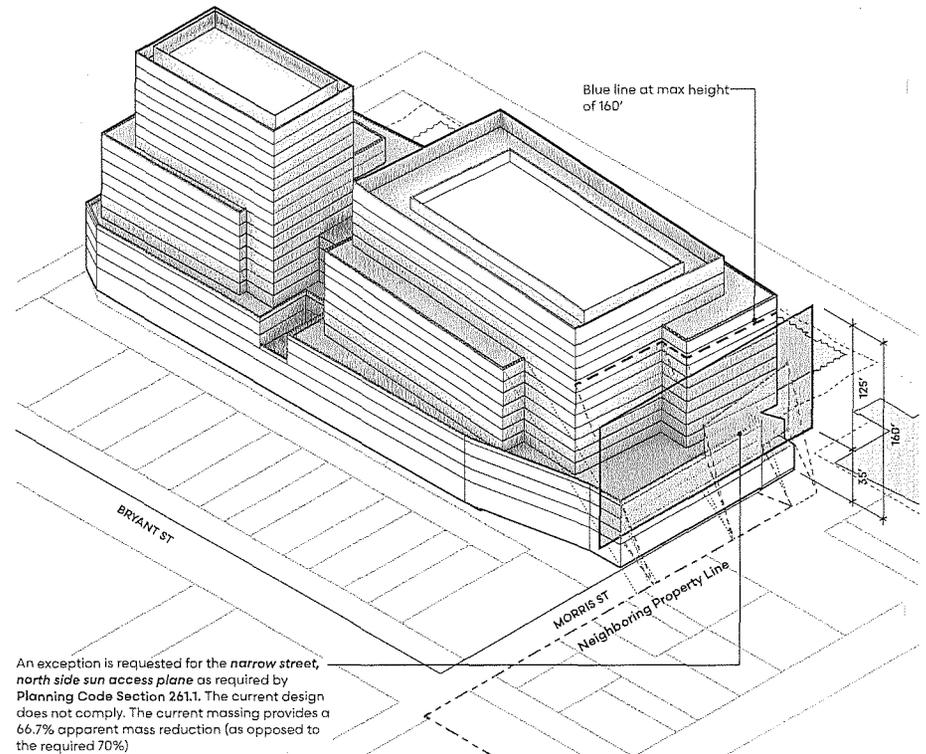
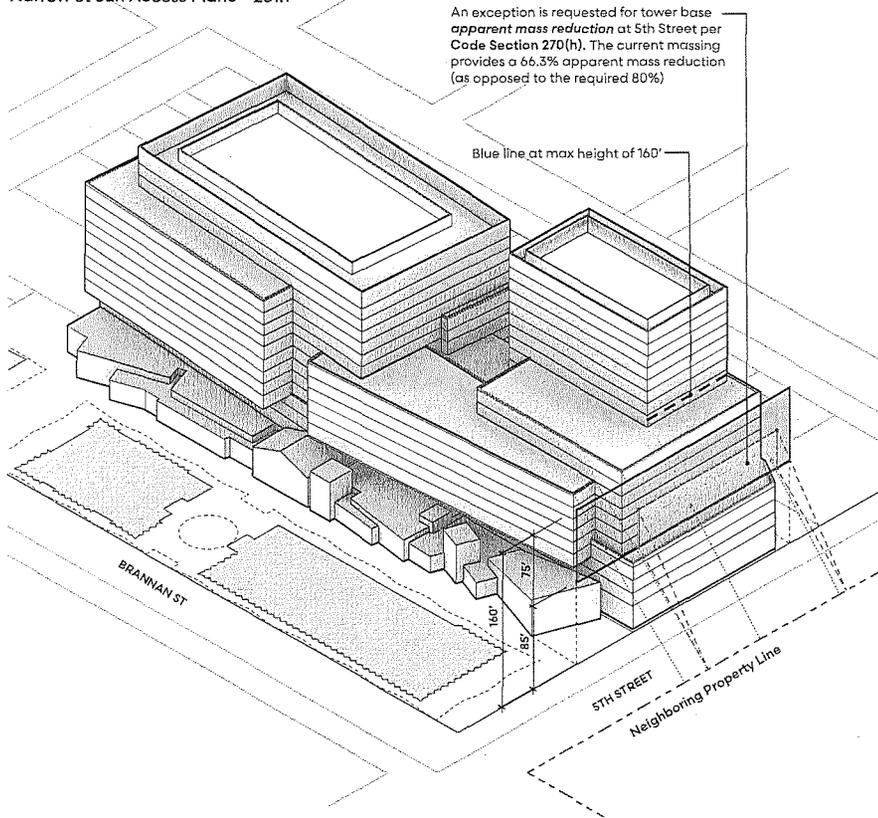


Existing Service Drive
 Shared lot internal to block. Existing drive is widened from 30' to 35'. The entire building is setback a minimum of 5' from the property line at service drive. Upper buildings are stepped back further to mitigate wind and further reduce shadow impact.

Bulk Diagrams

BLOCKS BUILDING APPARENT MASS REDUCTION

Exception Requested under
 Central SoMa Key Sites 329(e)(3)(B)
 Narrow St Sun Access Plane 261.1



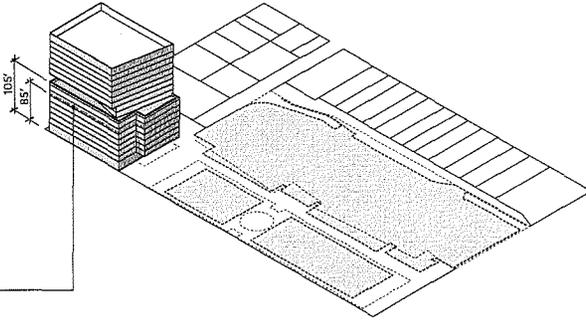
Planning Code Diagrams

GATEWAY BUILDING PLANNING DIAGRAMS

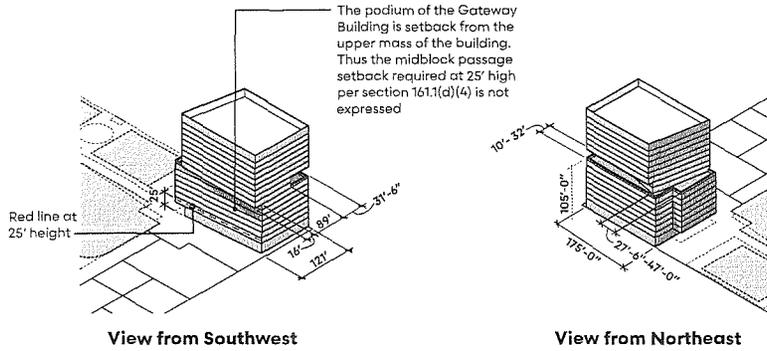
Exceptions Requested under Central SoMa Key Sites 329(e)(3)(B)
 Podium Setbacks 132.4
 Apparent Mass Reduction 270(h)
 Midblock Passage Setback 261.1(d)(4)

Setbacks
 The podium height at 105' of the Gateway Building is aligned to the Market Hall Building at 105' instead of the prescribed 85'

The datum above podium is expressed with a 22' high setback at floors 9-10 to reinforce the *urban room* (see diagrams below). Floors 11-16 above are not setback along Brannan Street, 6th Street, and along the interior property line per Planning Code Section 132.4.



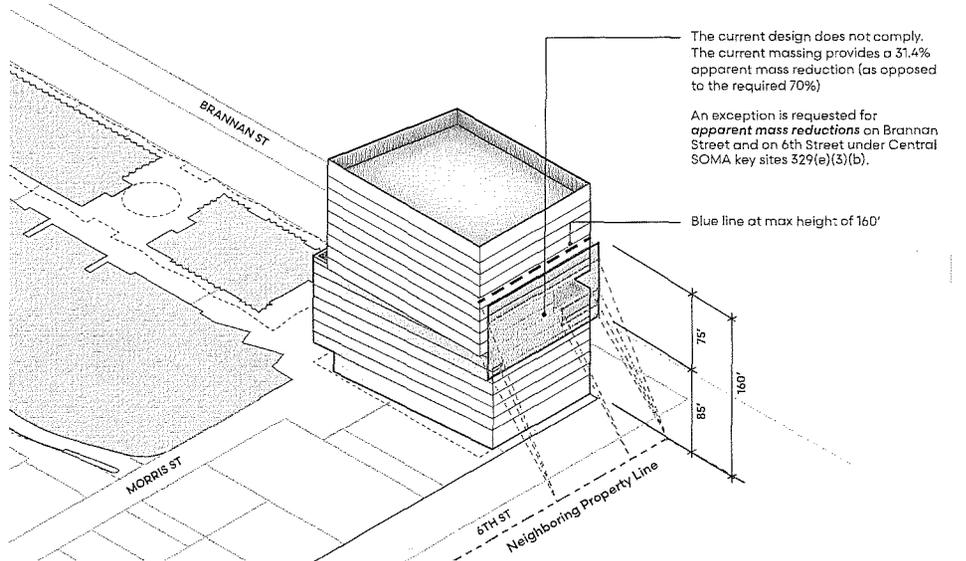
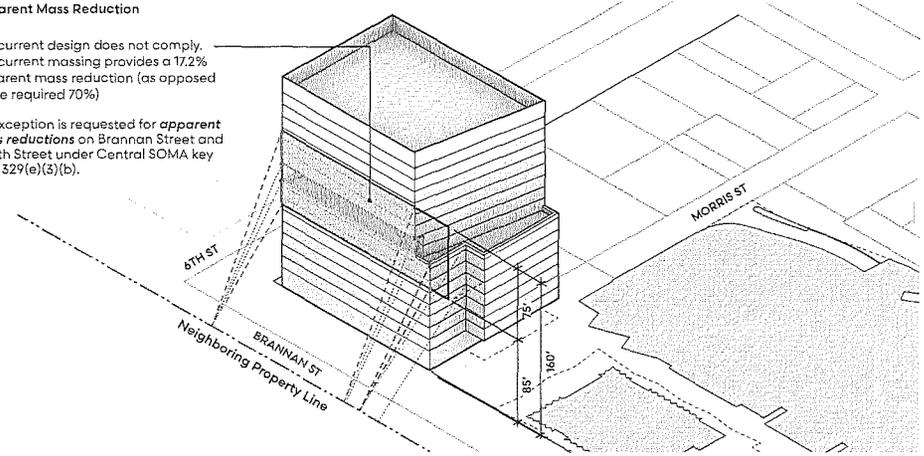
Podium Setbacks per Code Section 132.4



Apparent Mass Reduction

The current design does not comply. The current massing provides a 17.2% apparent mass reduction (as opposed to the required 70%)

An exception is requested for *apparent mass reductions* on Brannan Street and on 6th Street under Central SOMA key sites 329(e)(3)(b).



Transportation Demand Management Program

TDM PROPOSED Implementation Matrix

| Measure Title | Measure Name | Option Selected | Retail Points | Office Points | PDR Points | Qty. to be Provided Per TDM | Provided to Meet TDM |
|---------------|-------------------------------|------------------------|---------------|---------------|------------|--|--|
| ACTIVE-1 | Improve Walking Conditions | A | 1 | 1 | | Per Better Streets Plan | Better Streets Plan w/ recommended sidewalk (does not align with SFMTA) + 10 additional streetscape elements. See Landscape Site Plan. |
| ACTIVE-2 | Bicycle Parking | A | 1 | 1 | 1 | Class 1: 410 spaces Class 2: 86 spaces | Will provide bicycle parking as required by code per TDM Option A. |
| ACTIVE-3 | Showers and Lockers | | 1 | 1 | 1 | 410/30 = 14 Showers 14 x 6 = 84 Lockers | Will provide showers and lockers per TDM program requirements. |
| ACTIVE-4 | Bike Share Membership | <1000 ft. | 2 | 0 | | N/A | Will offer 1/2 the cost of a bike share membership to all full-time retail employees. The incentive will be offered for a single bike share program convenient to the project site. The financial reimbursement will be offered once a year at the start of each year to eligible full-time employees. |
| ACTIVE-5A | Bike Repair Station | | 1 | 1 | | 1 Repair Shop at 500sf | 1 Repair shop for employee use. See B1 Floor Plan for location. |
| ACTIVE-5B | Bike Maintenance Services | | 1 | 0 | | N/A | Eligible retail employees will be able to request service at the selected shop through the presentation of the voucher and office ID. |
| ACTIVE-7 | Bike Valet Parking | | 1 | | | N/A | Will require hiring service for special events. |
| CSHARE-1 | Car-share Parking | A | 1 | 1 | 1 | 15 spaces | Will provide car-share parking as required by code per TDM Option A. |
| DELIVERY-1 | Delivery Supportive Amenities | | 1 | 1 | | 2 spaces at 200 sf each | See Ground Floor Plan. |
| DELIVERY-2 | Provide Delivery Services | | 1 | | | N/A | Will provide. |
| HOV-3 | Vanpool Service | B (retail), G (office) | 2 | 7 | | 12 Vanpool parking spaces | Will provide 12 Vanpool parking spots to be counted among permitted parking space count. See B2 Plan for location. |
| INFO-1 | Multimodal Wayfinding Signage | | 1 | 1 | 1 | N/A | Will be incorporated into project wayfinding signage. See Street Plan for general locations, right. |

| Measure Title | Measure Name | Option Selected | Retail Points | Office Points | PDR Points | Qty. to be Provided Per TDM | Provided to Meet TDM |
|---------------|---|------------------------|---------------|---------------|------------|-----------------------------|--|
| INFO-2 | Real Time Transportation Information Displays | | 1 | 1 | 1 | N/A | Will provide 3 locations. See Street Plan for general locations, below. |
| INFO-3 | Tailored Transportation Marketing Services | C (retail), B (office) | 3 | 2 | | N/A | Will provide marketing materials and consultations to all new retail and office full-time employees. The financial incentive will be offered to retail full-time employees in the form of a financial reimbursement for 25% of the cost of a Muni "M" pass only. |
| PKG-1 | Unbundled Parking | D | 4 | 4 | | Required | Parking must be leased or sold as part of separate agreement. |
| PKG-2 | Short-term Daily Parking | | 2 | 2 | | N/A | Project parking will not be discounted for longer term parking. |
| | Total Points to be Achieved | | 24 | 23 | 5 | | |
| | Points Required at 100% | | 32 | 31 | 3 | | |
| | Points Required at 75% | | 24 | 23 | 2 | | |

STREET PLAN

Multi Modal Wayfinding

To be incorporated with project signage

Real Time Transportation Displays

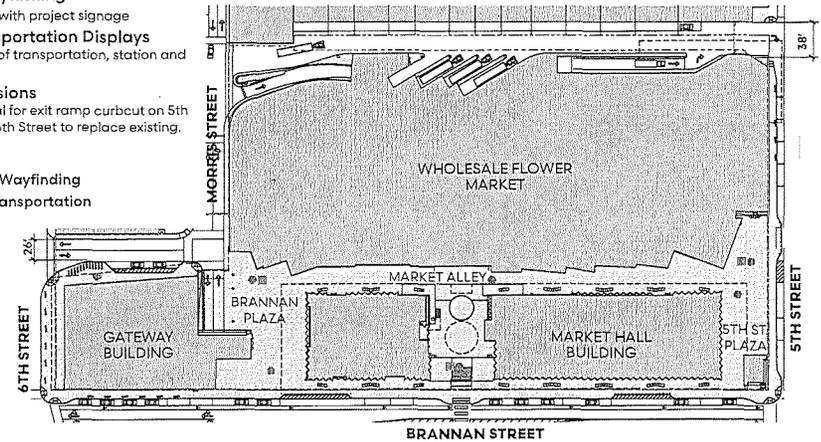
Will provide modes of transportation, station and next arrival times

Curbcut Dimensions

Requesting approval for exit ramp curbcut on 5th Street. Curb cut at 6th Street to replace existing.

LEGEND

- Multi Modal Wayfinding
- Real Time Transportation Displays



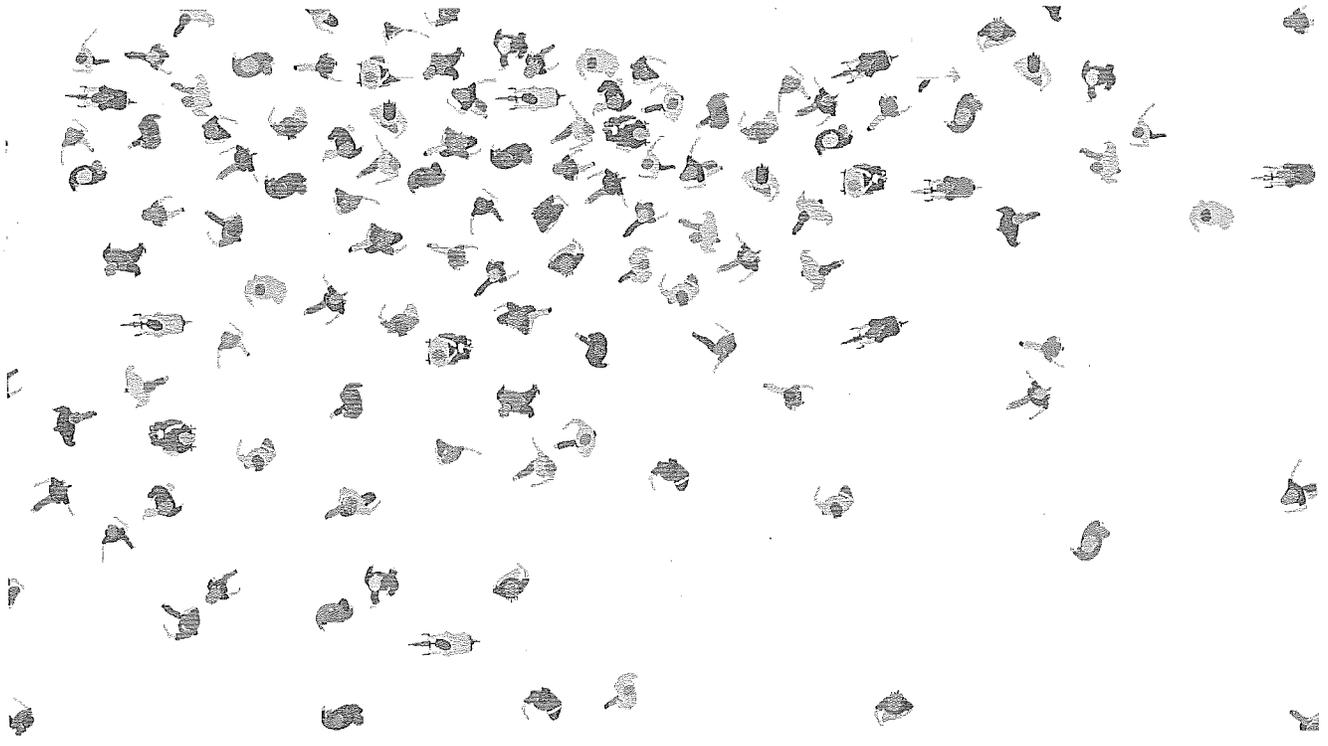
Project Summary

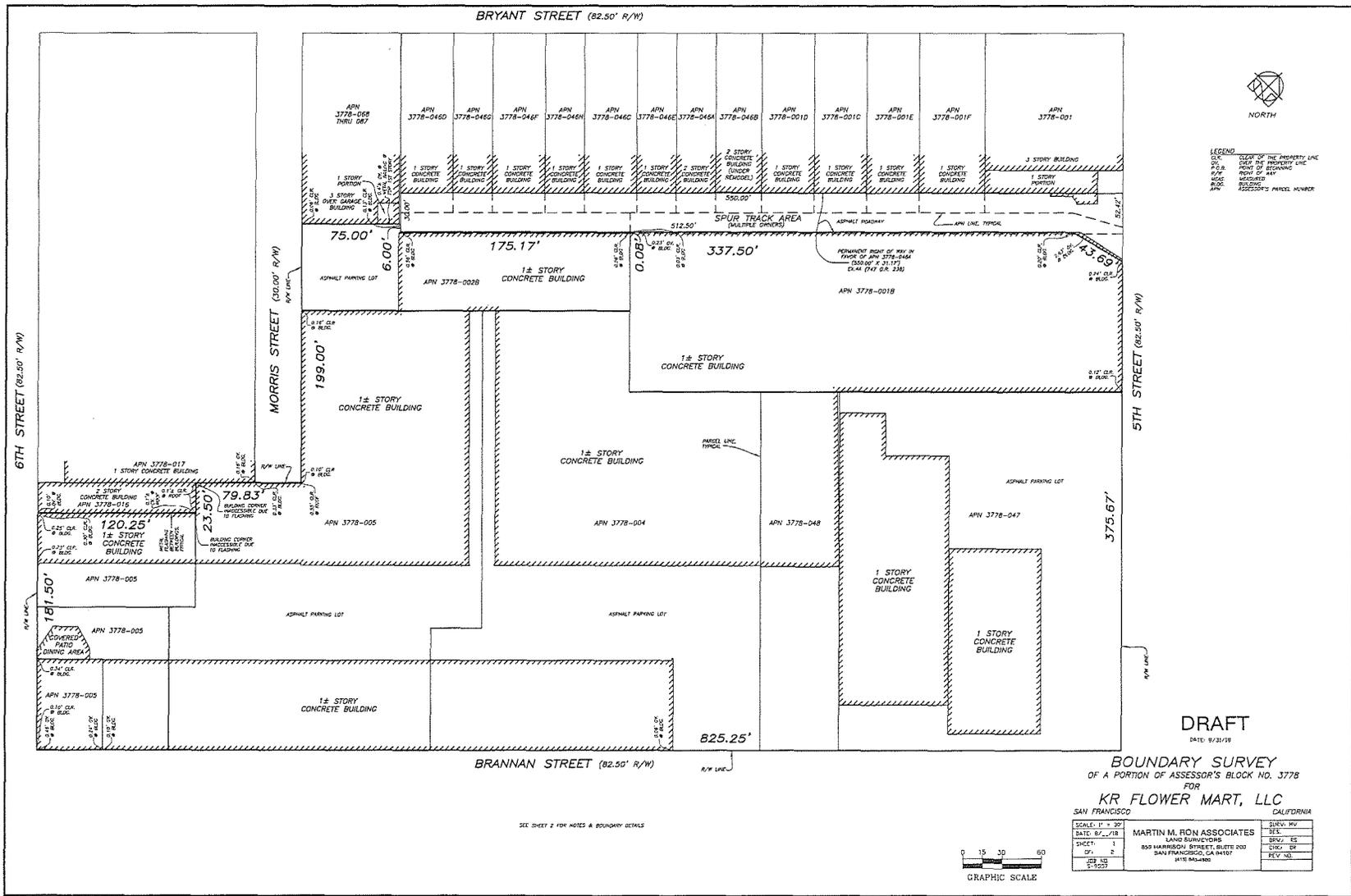
| GROSS SQUARE FOOTAGE (GSF) | EXISTING USES | EXISTING USES TO BE RETAINED | NET REQ. | NET NEW PROVIDED | PROJECT TOTALS |
|---|--------------------|------------------------------|----------|--|--|
| ABOVE GRADE | | | | | |
| Wholesale Flower Market (warehouse) | 141,992 | 113,036 | | 0 | 113,036 |
| Wholesale Flower Market (retail) | 4,900 (restaurant) | 4,900 | | 5,100 | 10,000 |
| Wholesale Flower Market (loading) | 0 | 0 | | 20,000 | 20,000 |
| TOTAL FLOWER MART GSF | 146,892 | 117,936 | | 25,100 | 143,036 |
| Residential | 0 | 0 | | 0 | 0 |
| Retail | 0 | 0 | | 73,459 | 73,459 |
| Office | 0 | 0 | | 2,032,165 | 2,032,165 |
| Lot 47 Vacant | 27,088 | 0 | | 0 | 0 |
| Other Industrial / PDR | 18,461 | 0 | | 0 | 0 |
| TOTAL ABOVE GRADE GSF | 45,549 | 0 | | 2,105,624 | 2,105,624 |
| AUXILIARY USES BELOW GRADE | | | | | |
| Wholesale Flower Market Parking | 50,000 | 50,000 | | 28,779 | 78,779 |
| Wholesale Flower Market Trucks | | | | 48,780 | 48,780 |
| Wholesale Flower Market Mech/Service | | | | 4,700 | 4,700 |
| Other Parking | 41,745 | 41,745 | | 247,885 | 289,628 |
| Cores + Other Uses | | | | 123,621 | 123,621 |
| TOTAL BELOW GRADE GSF | 91,745 | 91,745 | | 453,763 | 545,508 |
| PROJECT FEATURES | | | | | |
| Dwelling Units | 0 | 0 | | 0 | 0 |
| Hotel Rooms | 0 | 0 | | 0 | 0 |
| Wholesale Flower Market Car Parking Spaces | 144 | 144 | | 6 | 150 |
| Wholesale Flower Market Truck Parking Below Grade | 0 | 0 | | 23 | 23 |
| Other Uses Freight Loading Below Grade | 0 | 0 | | 3 | 3 |
| Other Parking Spaces | 105 | 105 | 619 | 514 | 619 |
| Class 1 Bike Parking Spaces | 0 | 0 | 410 | 410 | 410 |
| Class 2 Bike Parking Spaces | 0 | 0 | 86 | 86 | 86 |
| Disabled Parking Spaces | 10 | 10 | 31 | 21 | 31 |
| Car Share Spaces | 0 | 0 | 15 | 15 | 15 |
| At-Grade Loading Spaces | 0 | 0 | | 4 | 4 |
| Number of Buildings | 12 | 0 | | 3 | 3 |
| Height of Buildings | 115.9' to 29'4 | | | 85'-105' podium, 160'-200' midrise, 236' tower | 85'-105' podium, 160'-200' midrise, 236' tower |
| Number of Stories | 1 + Mezzanine | | | up to 18 | up to 18 |

Cumulative Retail Gross Floor Area

| Basement Retail | | | | | | |
|---------------------------------|---------------|--------------------|--------------|---------------|---------------|--|
| | Retail | Quality Restaurant | Restaurant | Café | SF | |
| B-02 | 8,020 | | | | 8,020 | |
| Total | 8,020 | 0 | 0 | 0 | 8,020 | |
| Market Hall Retail | | | | | | |
| | Retail | Quality Restaurant | Restaurant | Café | SF | |
| Ground Floor | 4,860 | 8,478 | | 20,511 | 33,849 | |
| 2nd Floor | 12,162 | | 6,488 | | 18,650 | |
| Market Hall Penthouse | | 8,404 | | | 8,404 | |
| Total | 17,022 | 16,882 | 6,488 | 20,511 | 60,903 | |
| Blocks Retail | | | | | | |
| | Retail | Quality Restaurant | Restaurant | Café | SF | |
| Ground Floor | 5,411 | | 1,967 | 665 | 8,043 | |
| Total | 5,411 | 0 | 1,967 | 665 | 8,043 | |
| Gateway Retail | | | | | | |
| | Retail | Quality Restaurant | Restaurant | Café | SF | |
| Ground Floor | 6,493 | | | | 6,493 | |
| Total | 6,493 | 0 | 0 | 0 | 6,493 | |
| Total Project Retail GFA | 36,946 | 16,882 | 8,455 | 21,176 | 83,459 | |

Project Drawings





Site Boundary Survey

NTS

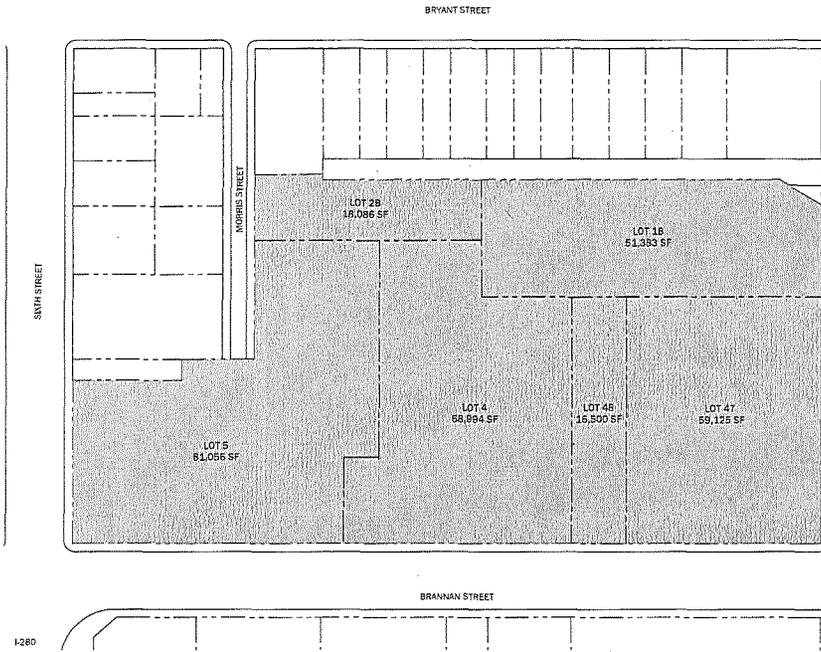


Lot

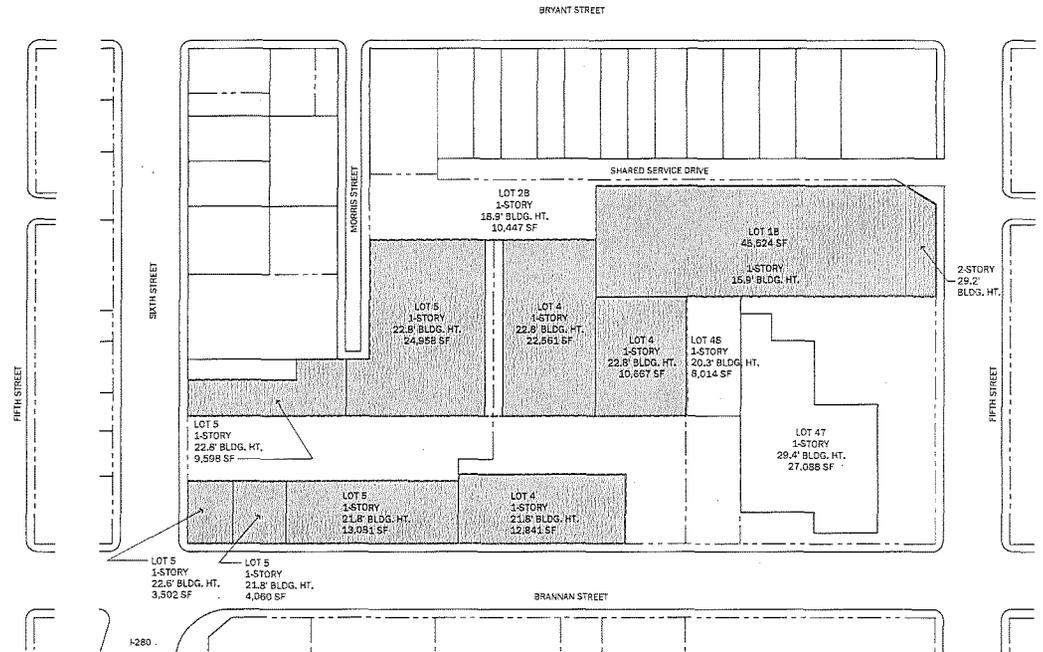
1B, 2B, 4, 5, 47, 48

Total Lot Area

295,144 SF



PARCEL MAP

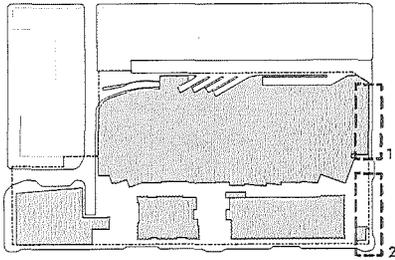


EXISTING BUILDINGS

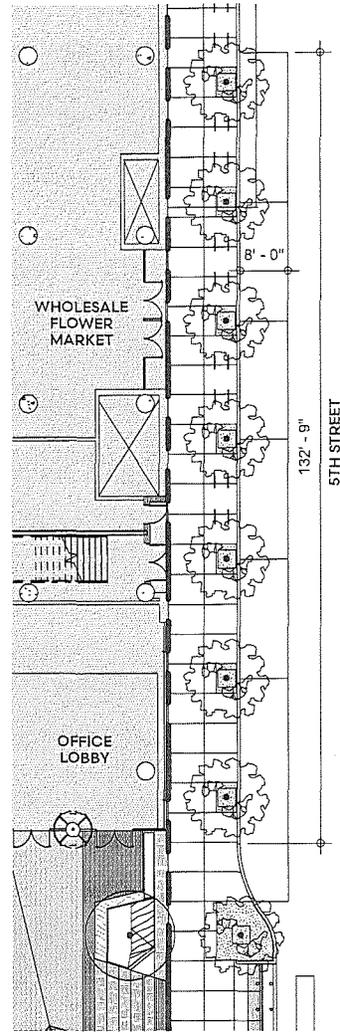
Parcel Map and Existing Buildings

NTS

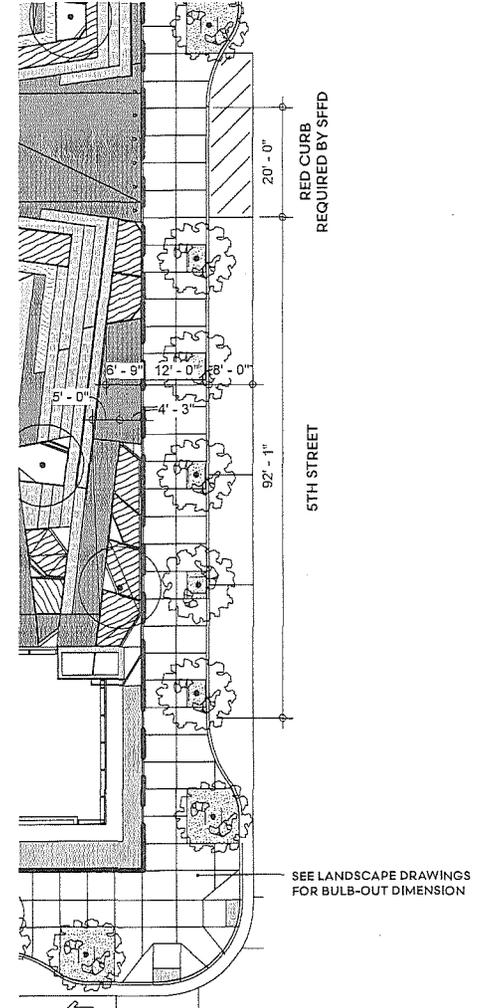




*Drawings reflect proposed on street loading zones pending long term street planning to be finalized by SFMTA.



1 ENLARGED PLAN - DROP OFF ZONE/ COMMERCIAL LOADING

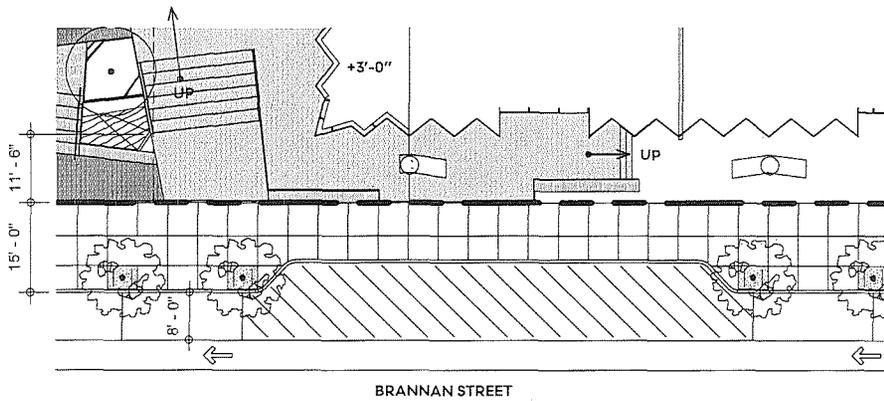
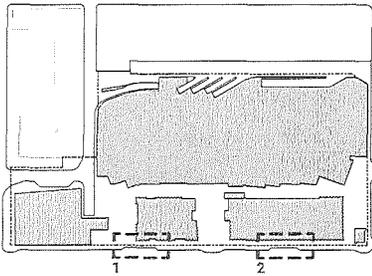


2 ENLARGED PLAN - DROP OFF ZONE/ COMMERCIAL LOADING

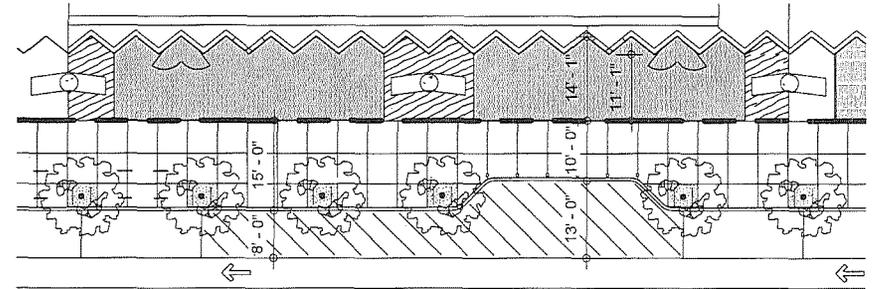
5TH STREET LOADING, PICK-UP & DROP-OFF LANES

1" = 20'-0"





BRANNAN STREET



BRANNAN STREET

*Drawings reflect proposed on street loading zones pending long term street planning to be finalized by SFMTA.

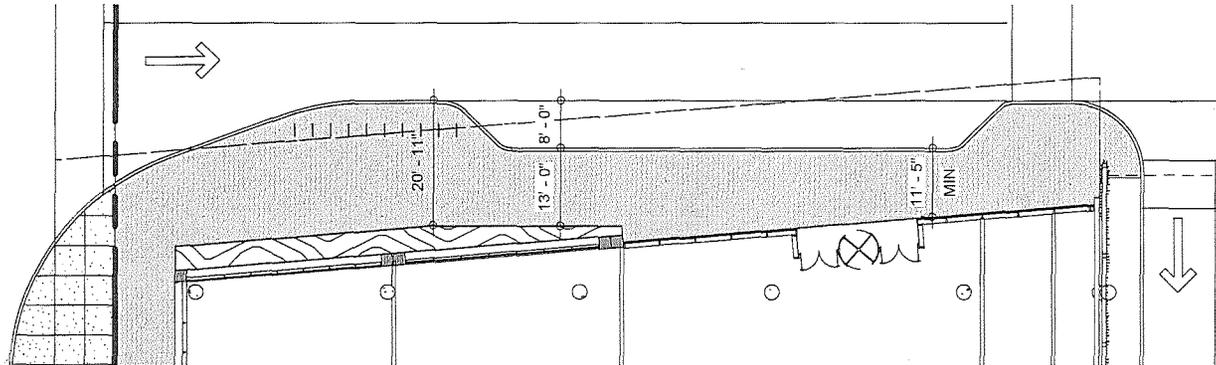
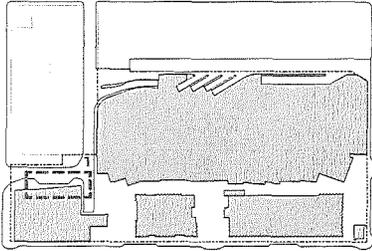
1 ENLARGED PLAN - PASSENGER DROP OFF ZONE/ COMMERCIAL LOADING (WEST)

2 ENLARGED PLAN - PASSENGER DROP OFF ZONE/COMMERCIAL LOADING (EAST)

BRANNAN ST LOADING, PICKUP & DROP-OFF LANES

1" = 20'-0"



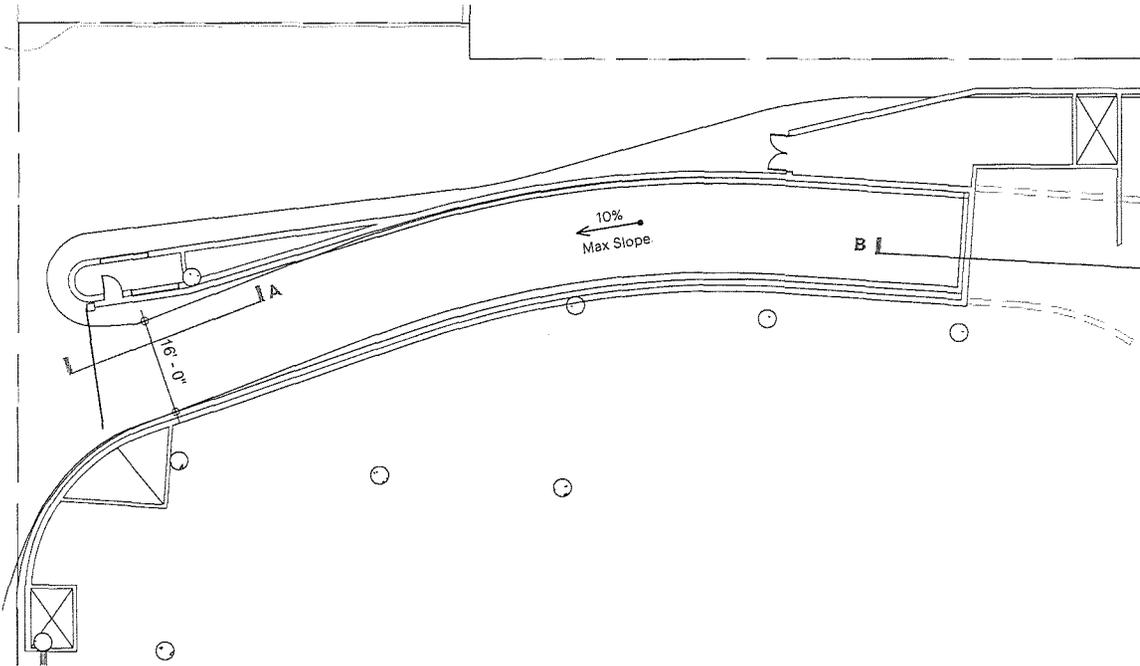
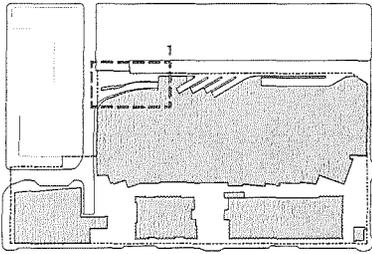


1 ENLARGED PLAN - 24HR PASSENGER LOADING/ DROP OFF ZONE

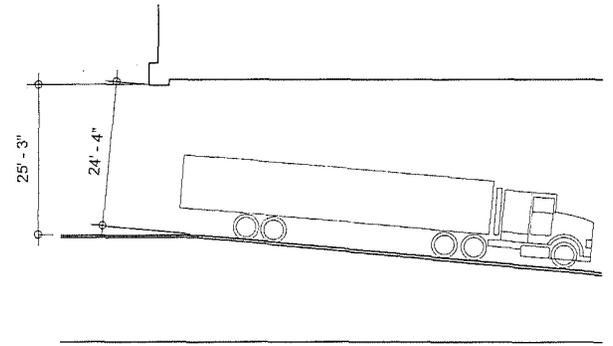
PRIVATE DRIVE - 24HR LOADING, PICK-UP & DROP-OFF LANE

1" = 20'-0"

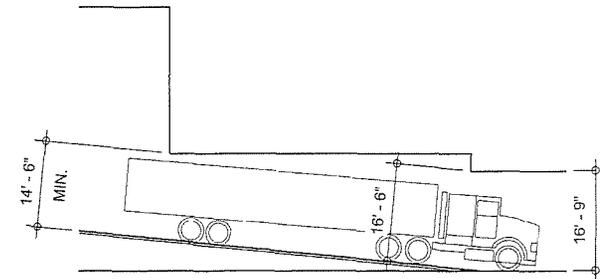




1 ENLARGED PLAN - ONE-WAY ENTRY RAMP



SECTION A

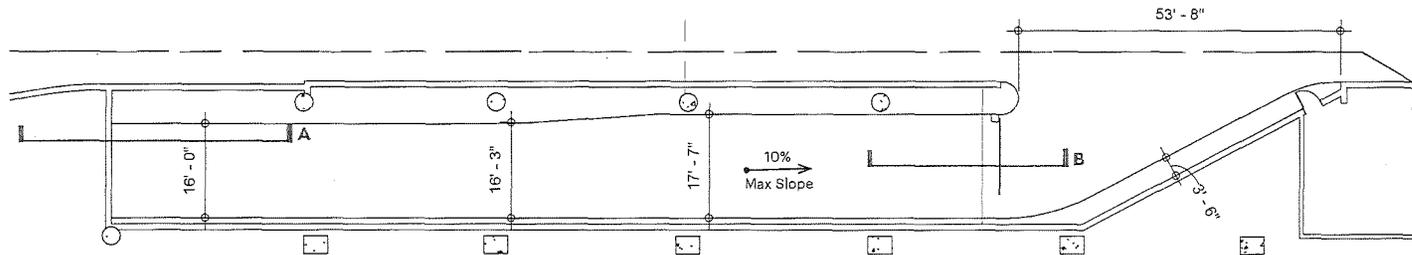
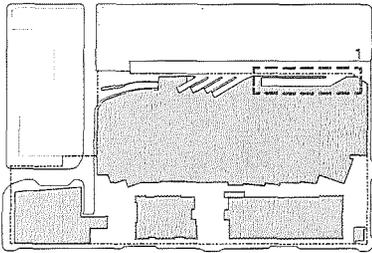


SECTION B

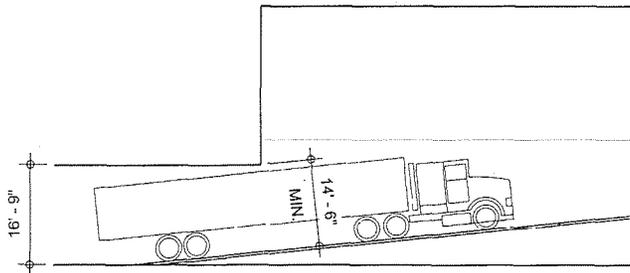
MORRIS ST- SERVICE & LOADING VEHICLE PARKING ENTRY

1" = 20'-0"

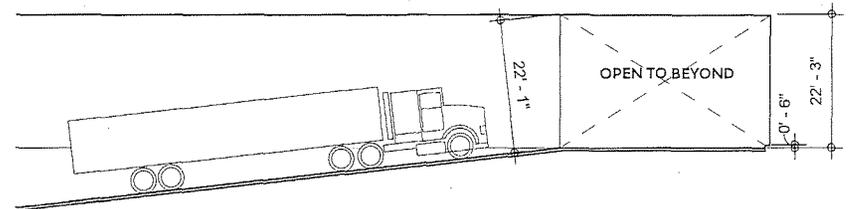




1 ENLARGED PLAN - EXIT RAMP



SECTION A

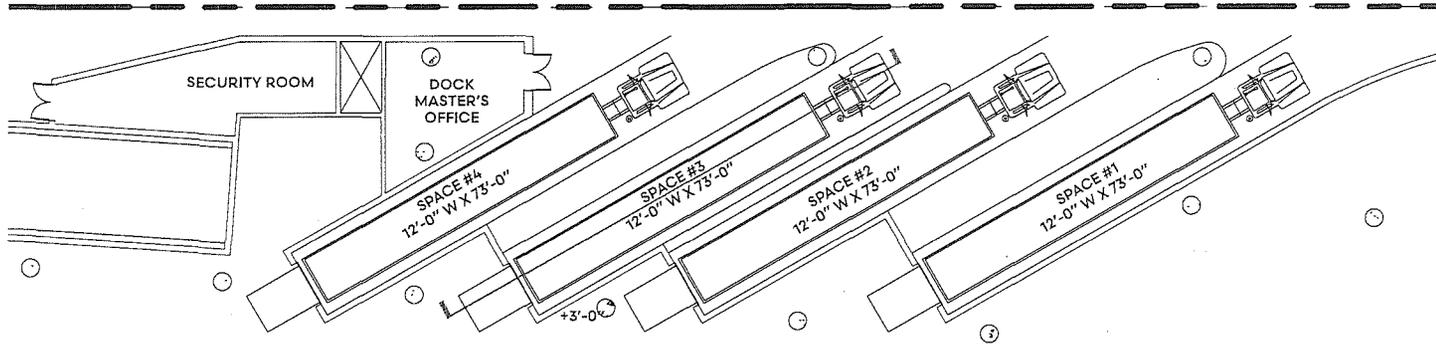
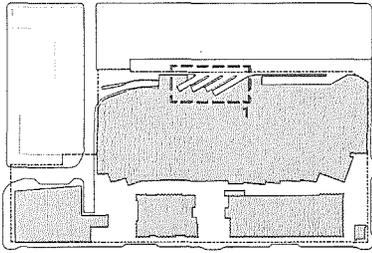


SECTION B

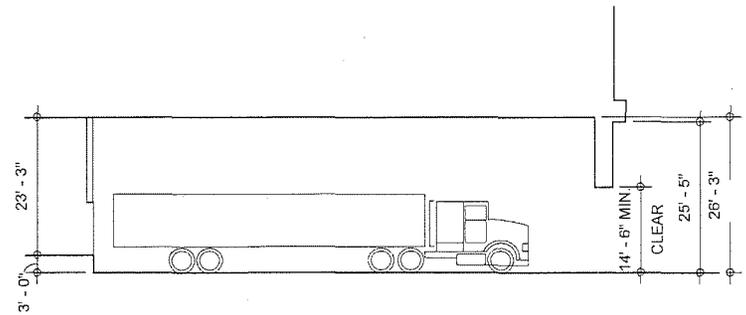
5TH ST - LOADING AND SERVICE VEHICLE EXIT RAMP

1" = 20'-0"





1 ENLARGED PLAN

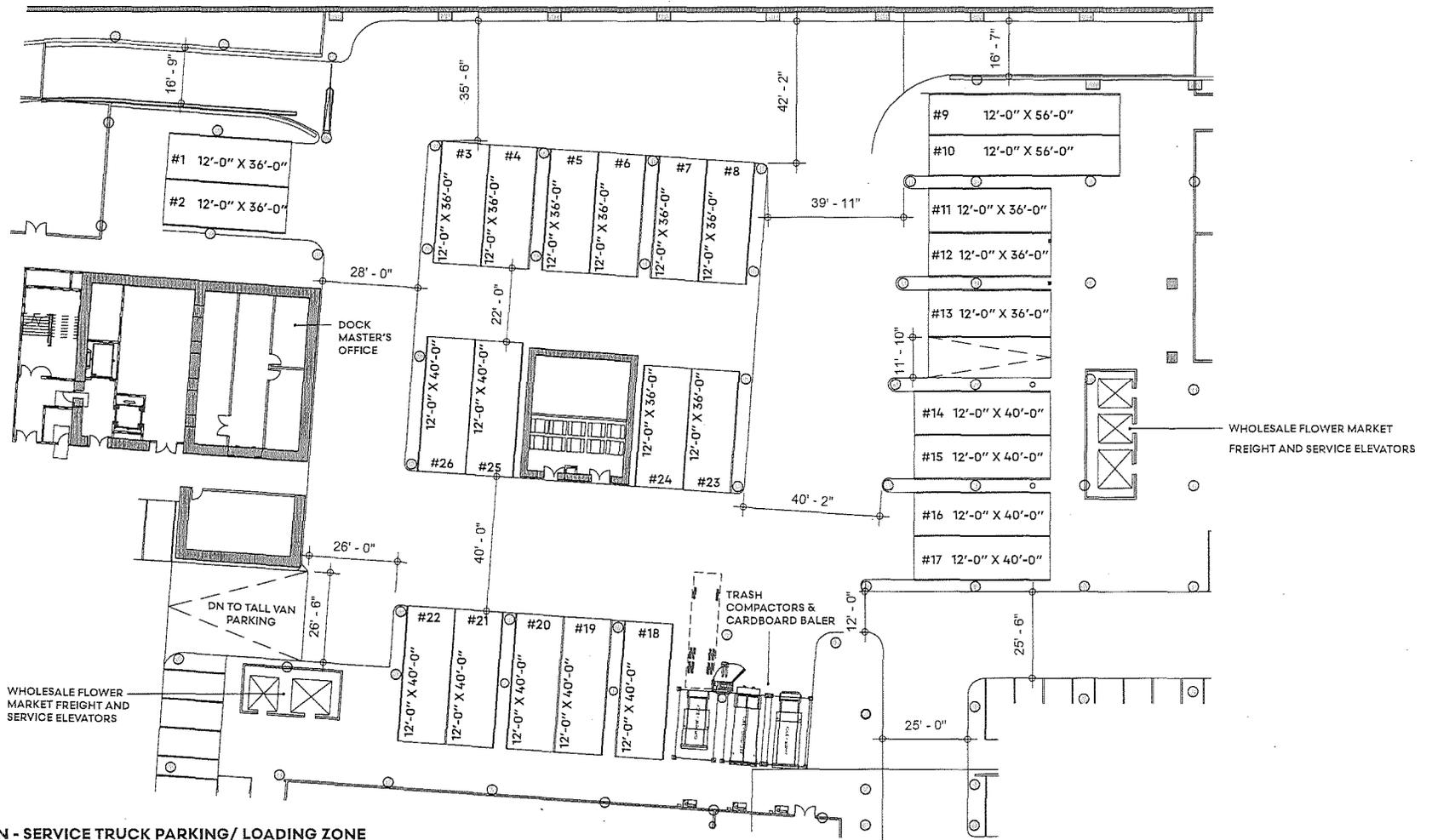


SECTION

SERVICE DRIVE - WHOLESALE FLOWER MARKET SERVICE VEHICLE LOADING

1" = 20'-0"





1 ENLARGED PLAN - SERVICE TRUCK PARKING/ LOADING ZONE

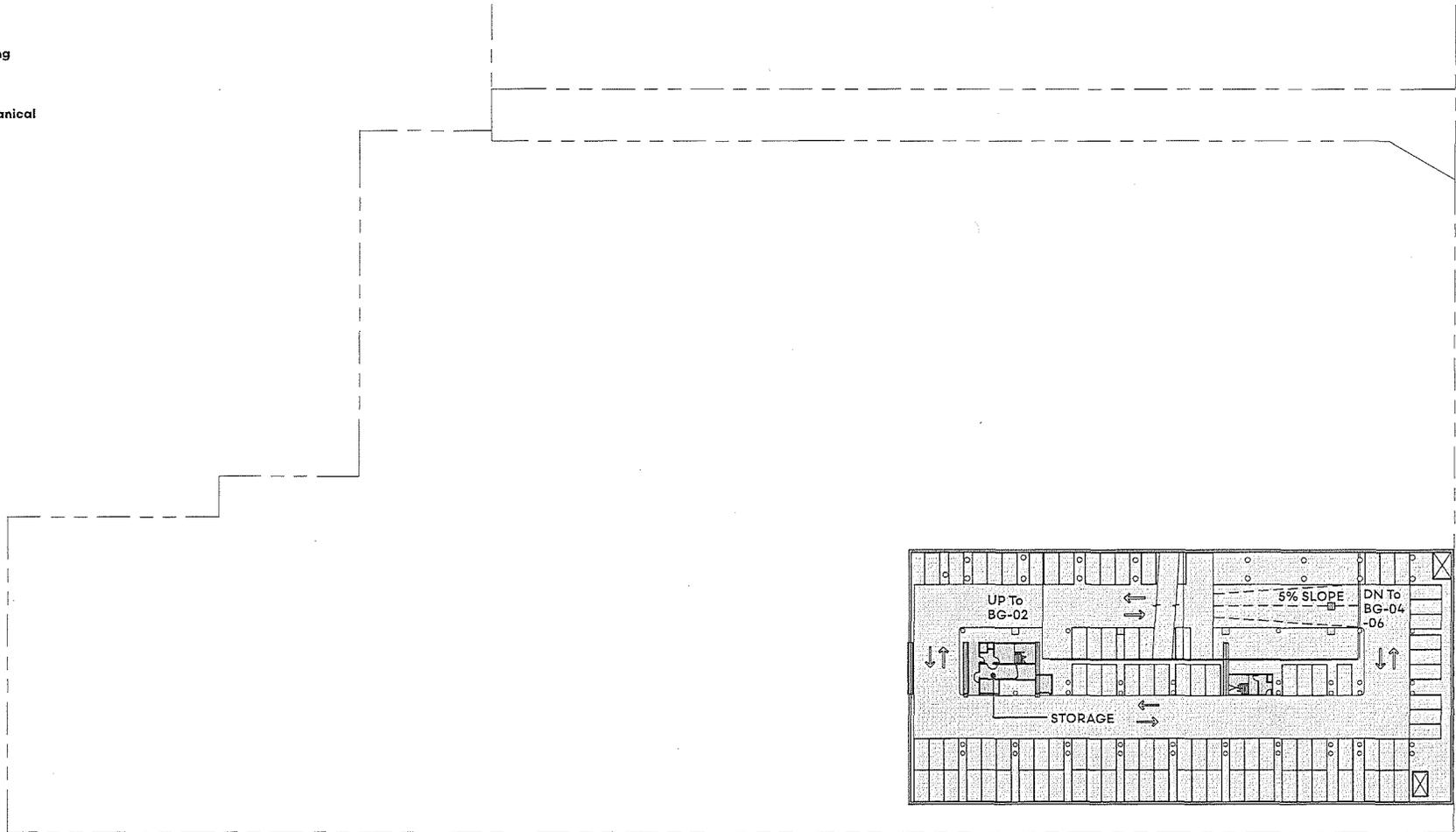
BLOCKS BUILDING - LEVEL B2 TRUCK PARKING ZONE

1" = 20'-0"



LEGEND

-  Parking
-  Core
-  Mechanical



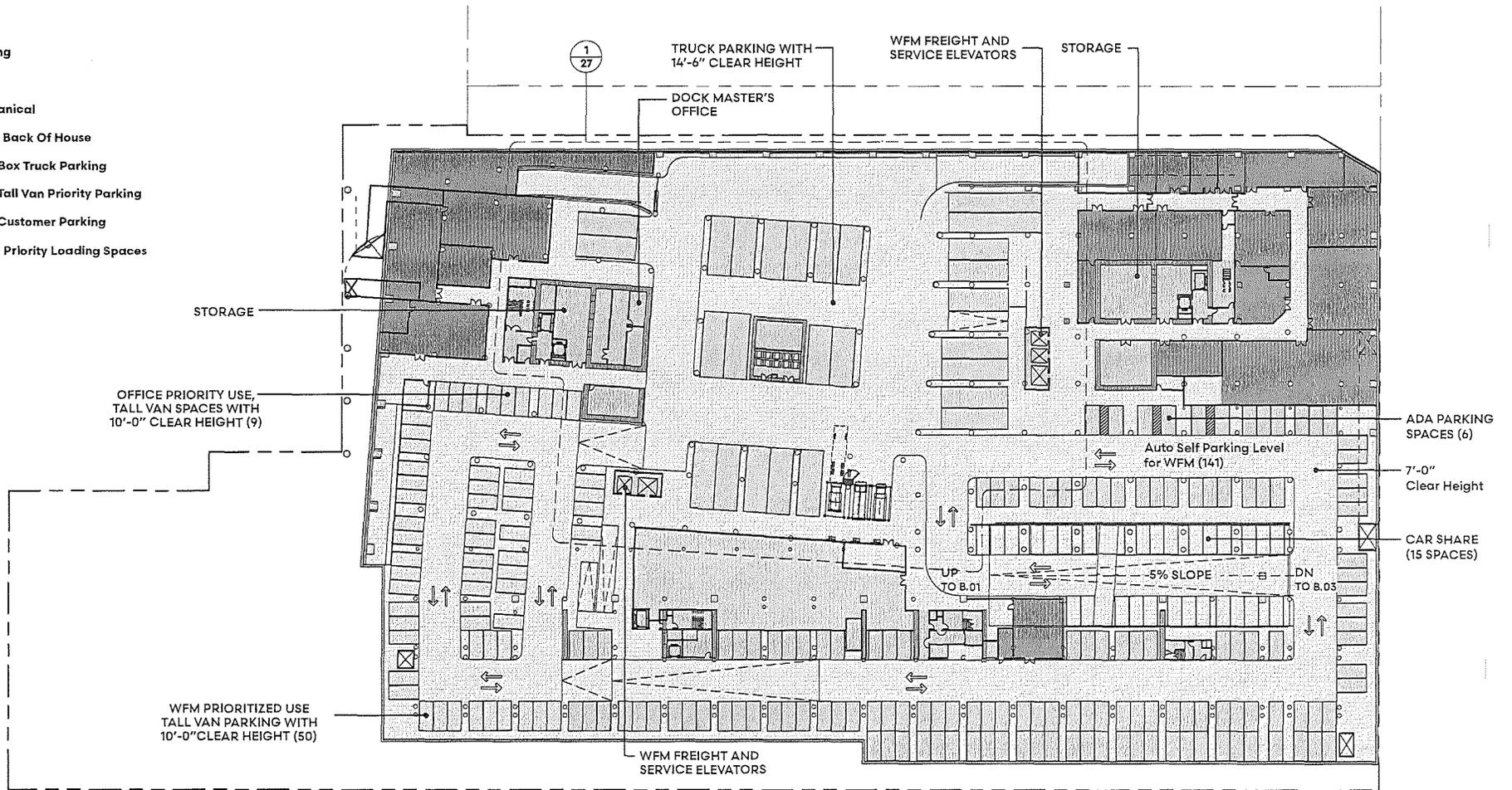
B3 BASEMENT PARKING (B4-B6 SIM)

1" = 60'-0"



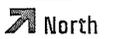
LEGEND

-  Parking
-  Core
-  Mechanical
-  Retail Back Of House
-  WFM Box Truck Parking
-  WFM Tall Van Priority Parking
-  WFM Customer Parking
-  Office Priority Loading Spaces



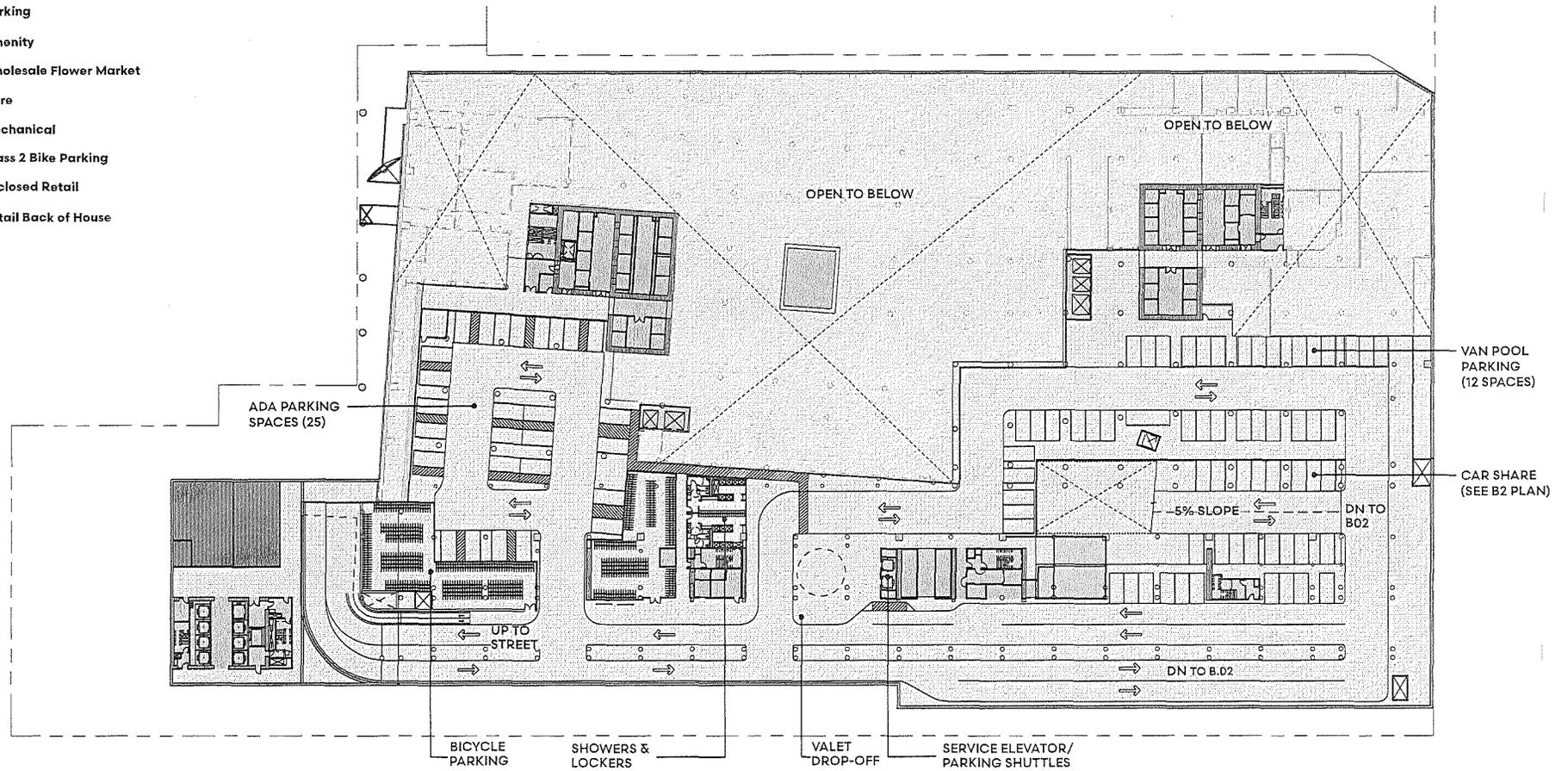
B2 BASEMENT PARKING

1" = 60'-0"



LEGEND

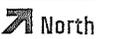
-  Parking
-  Amenity
-  Wholesale Flower Market
-  Core
-  Mechanical
-  Class 2 Bike Parking
-  Enclosed Retail
-  Retail Back of House

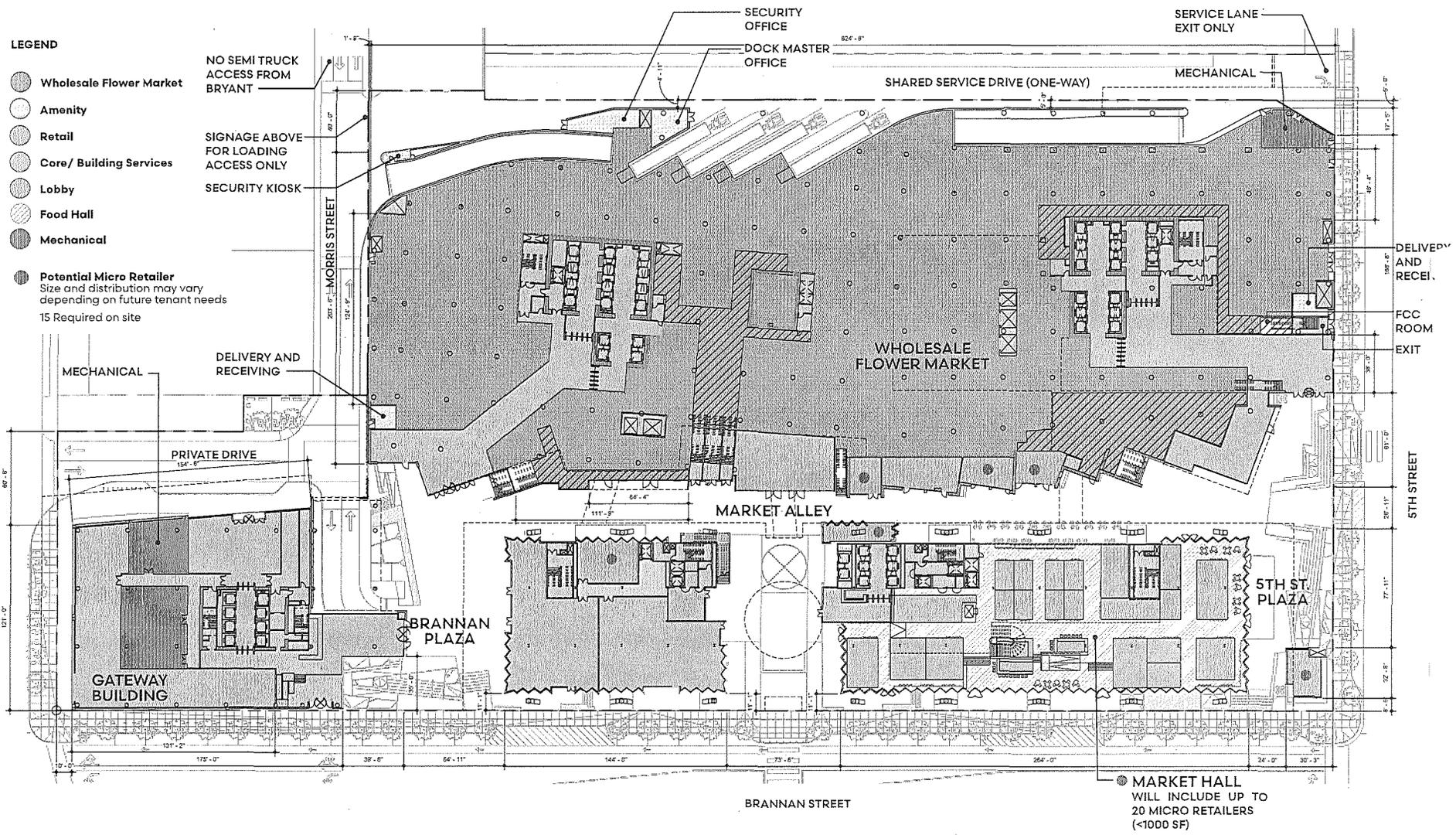


B1 BASEMENT PARKING

1" = 60'-0"

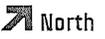
KILROY





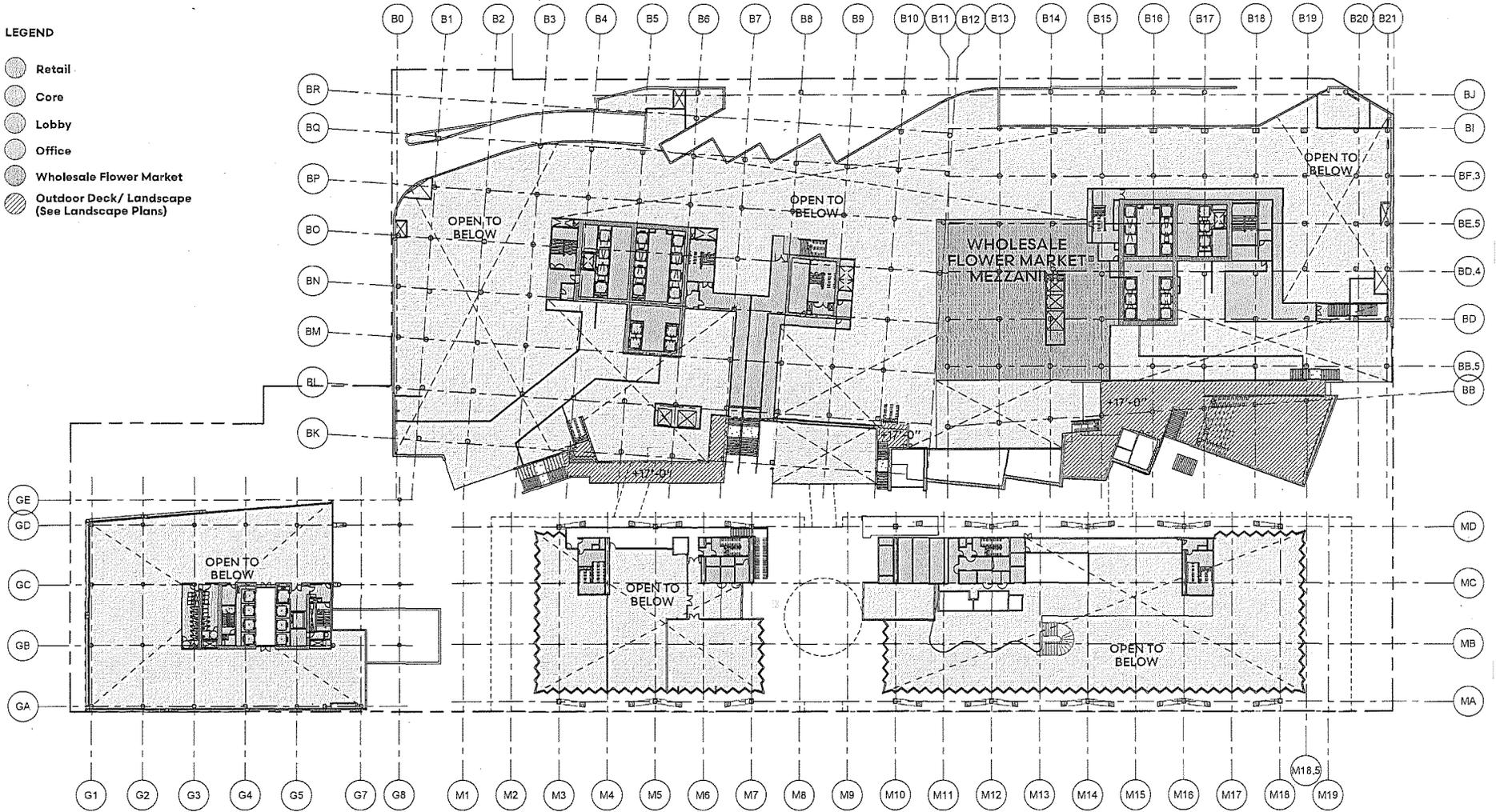
GROUND FLOOR PLAN

1" = 60'-0"



LEGEND

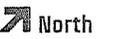
-  Retail
-  Core
-  Lobby
-  Office
-  Wholesale Flower Market
-  Outdoor Deck/ Landscape
(See Landscape Plans)



MEZZANINE FLOOR PLAN

1" = 60'-0"

KILROY



LEGEND

-  Retail
-  Core
-  Lobby
-  Office
-  Wholesale Flower Market
-  Outdoor Deck/ Landscape
(See Landscape Plans)



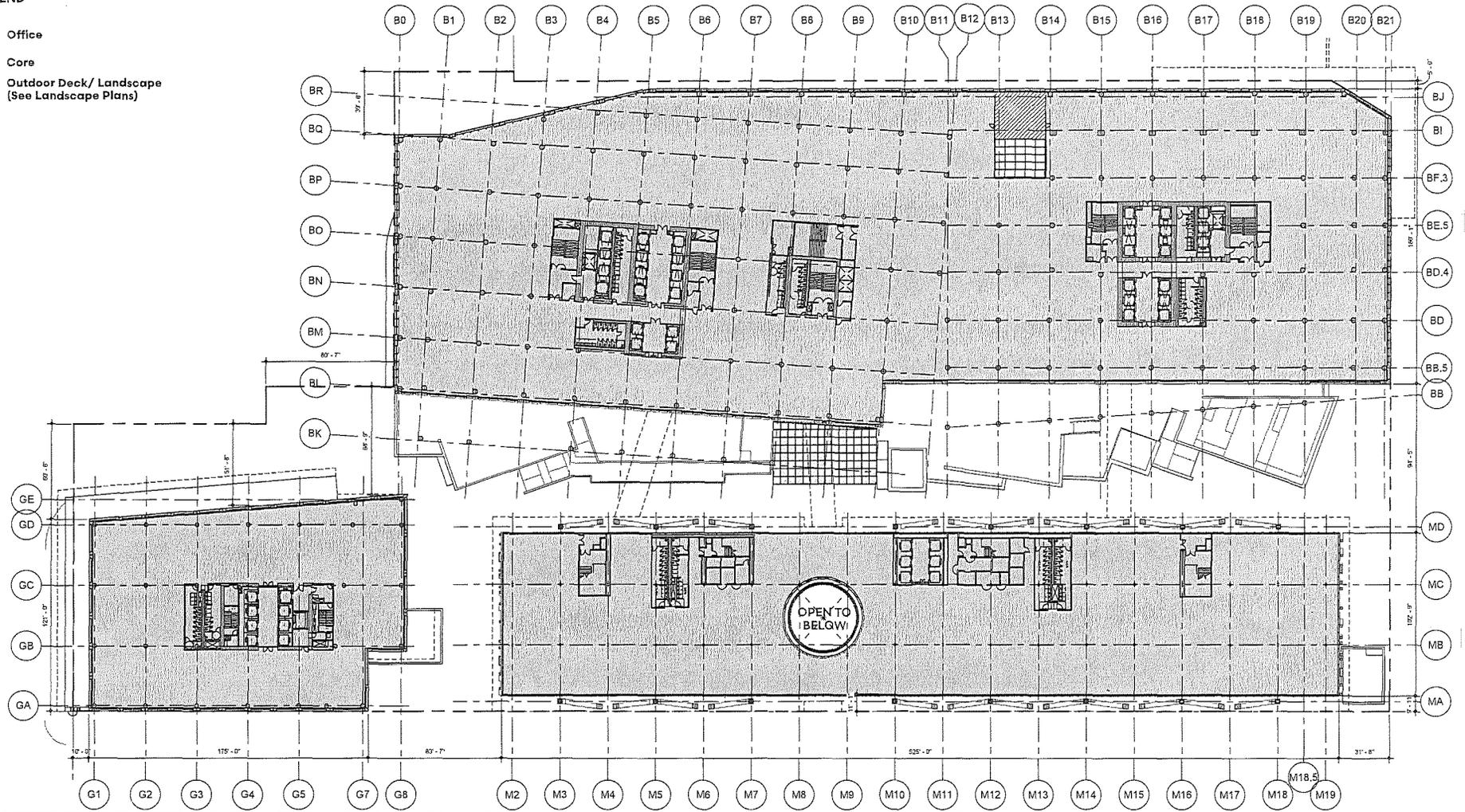
2ND FLOOR PLAN

1" = 60'-0"



LEGEND

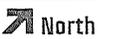
-  Office
-  Core
-  Outdoor Deck/ Landscape
(See Landscape Plans)



3RD FLOOR PLAN

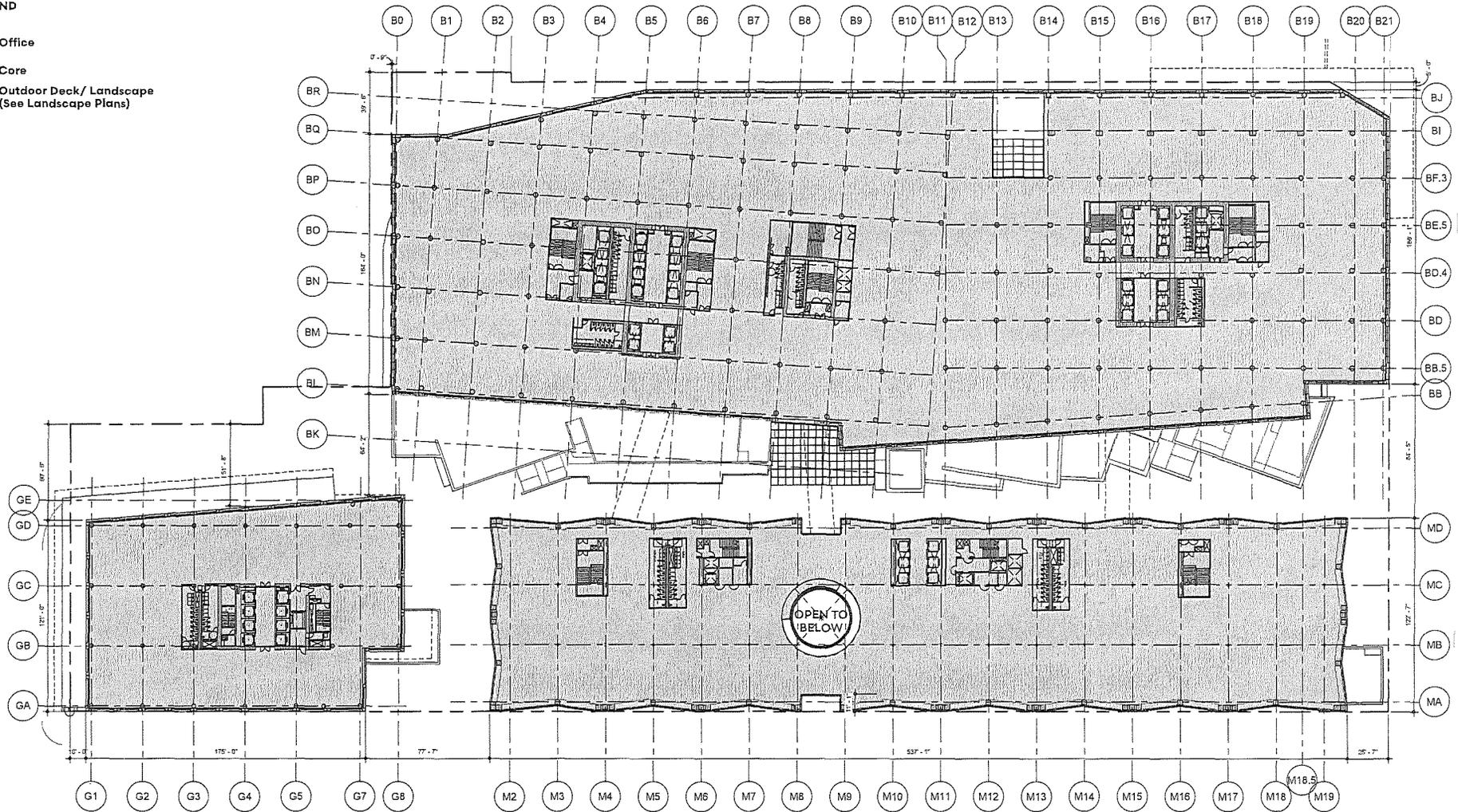
1" = 60'-0"

KILROY



LEGEND

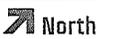
-  Office
-  Core
-  Outdoor Deck/ Landscape
(See Landscape Plans)



4TH FLOOR PLAN

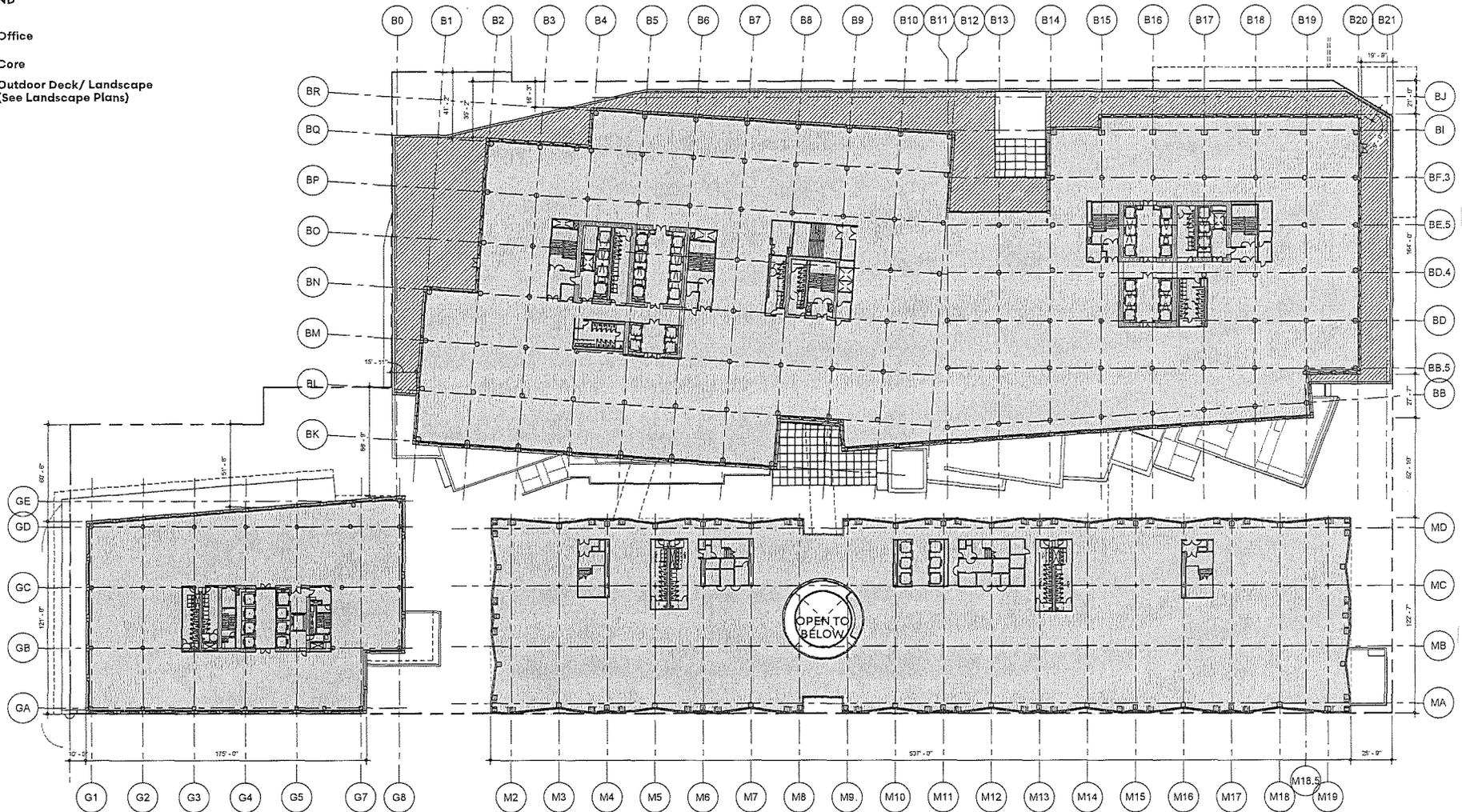
1" = 60'-0"

KILROY



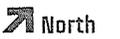
LEGEND

-  Office
-  Core
-  Outdoor Deck/ Landscape
(See Landscape Plans)



5TH FLOOR PLAN

1" = 60'-0"



LEGEND

-  Office
-  Core
-  Outdoor Deck/ Landscape
(See Landscape Plans)



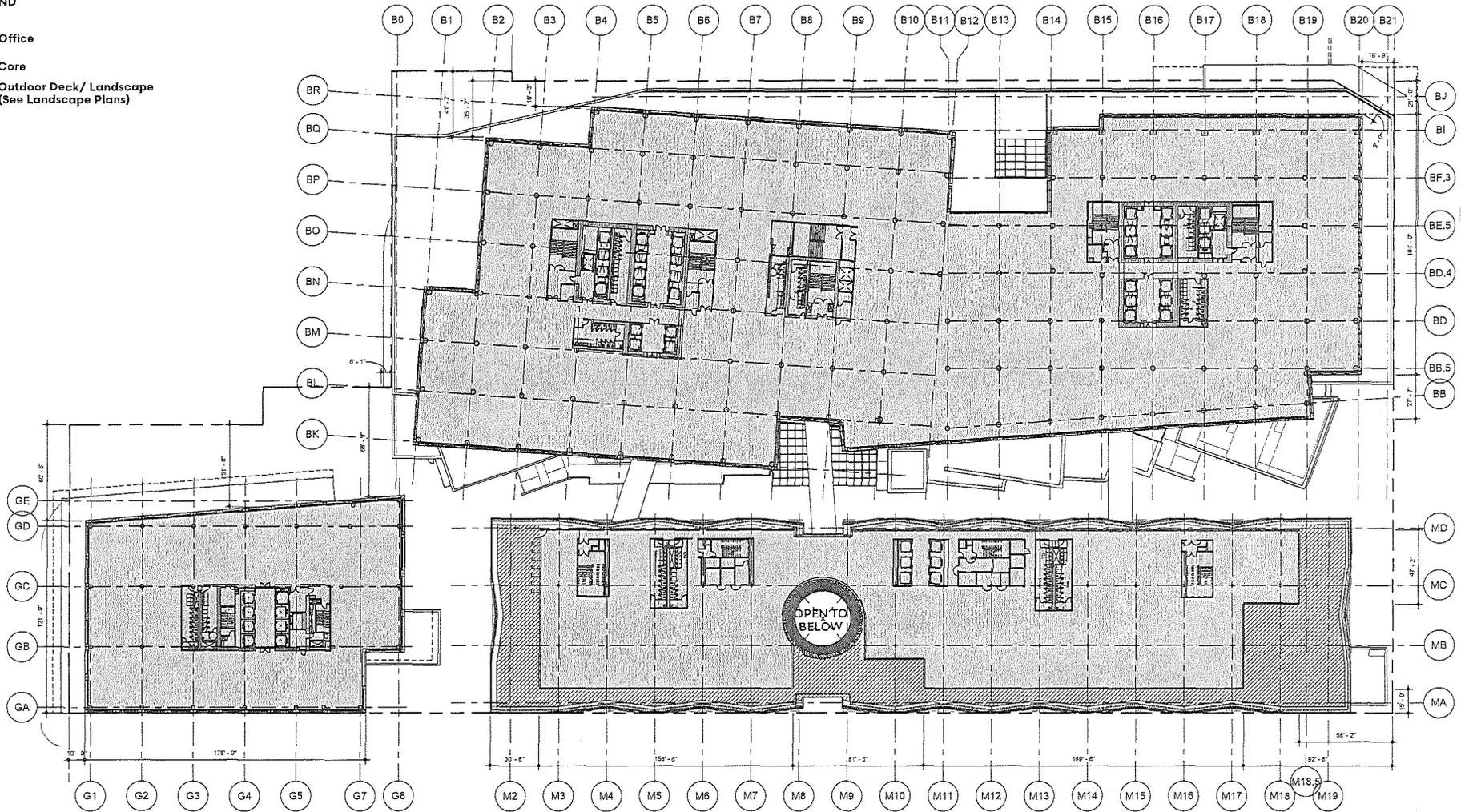
6TH FLOOR PLAN

1" = 60'-0"



LEGEND

-  Office
-  Core
-  Outdoor Deck/ Landscape
(See Landscape Plans)



8TH FLOOR PLAN

1" = 60'-0"



LEGEND

-  Office
-  Retail
-  Core
-  Outdoor Deck/ Landscape
(See Landscape Plans)



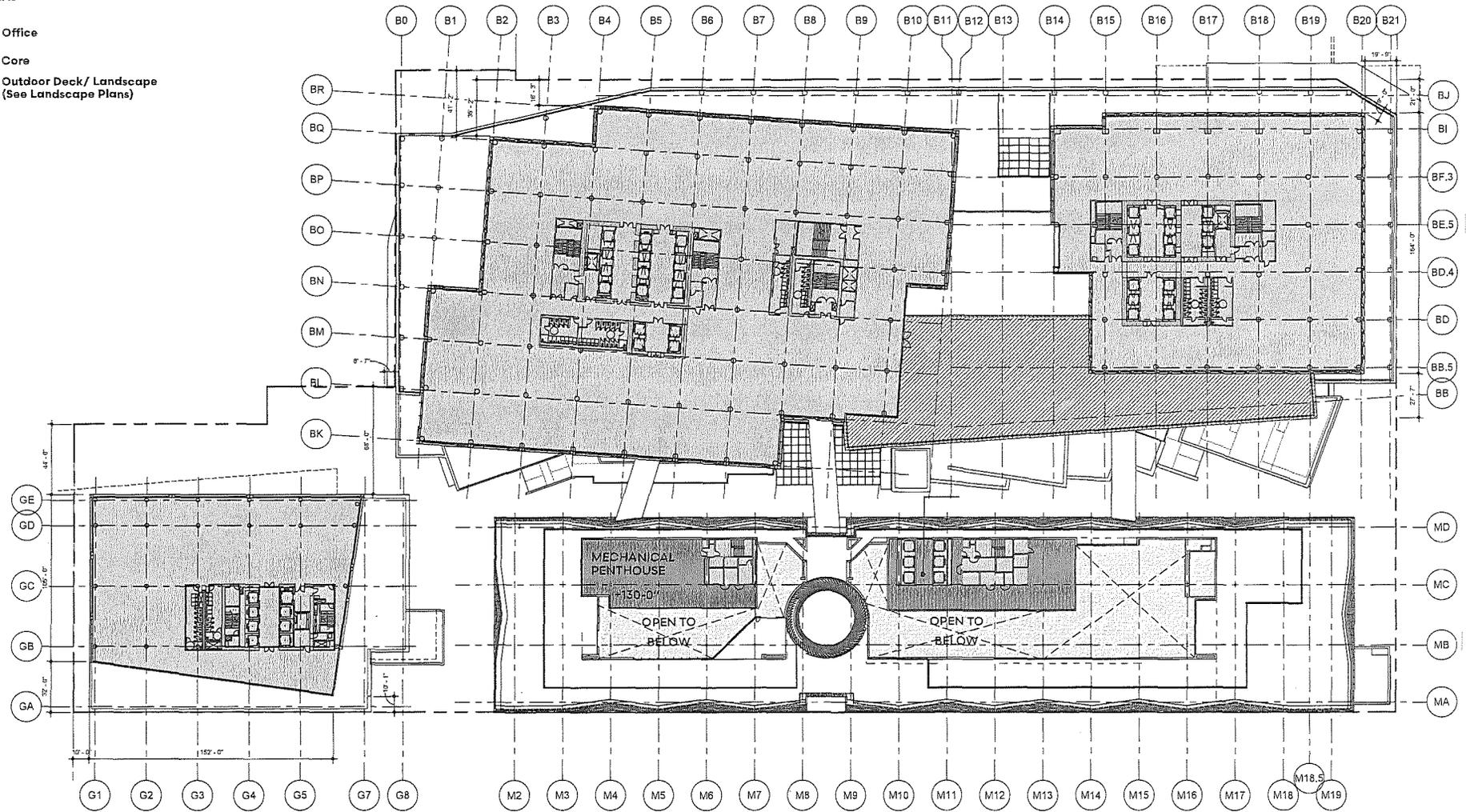
9TH FLOOR PLAN

1" = 60'-0"



LEGEND

-  Office
-  Core
-  Outdoor Deck/ Landscape
(See Landscape Plans)



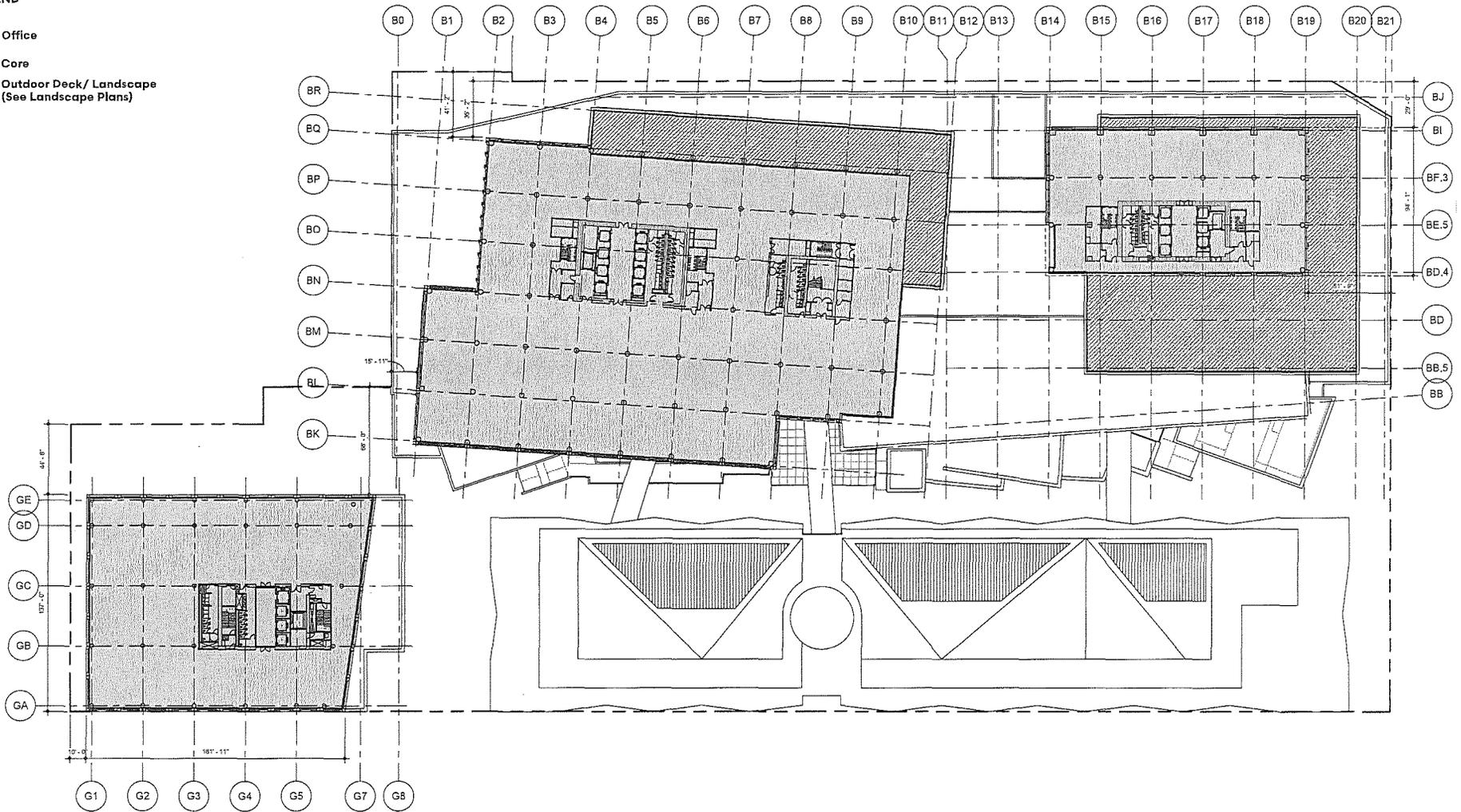
10TH FLOOR PLAN / MARKET HALL MECHANICAL PENTHOUSE

1" = 60'-0"



LEGEND

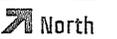
-  Office
-  Core
-  Outdoor Deck/ Landscape
(See Landscape Plans)



12TH - 13TH FLOOR PLAN

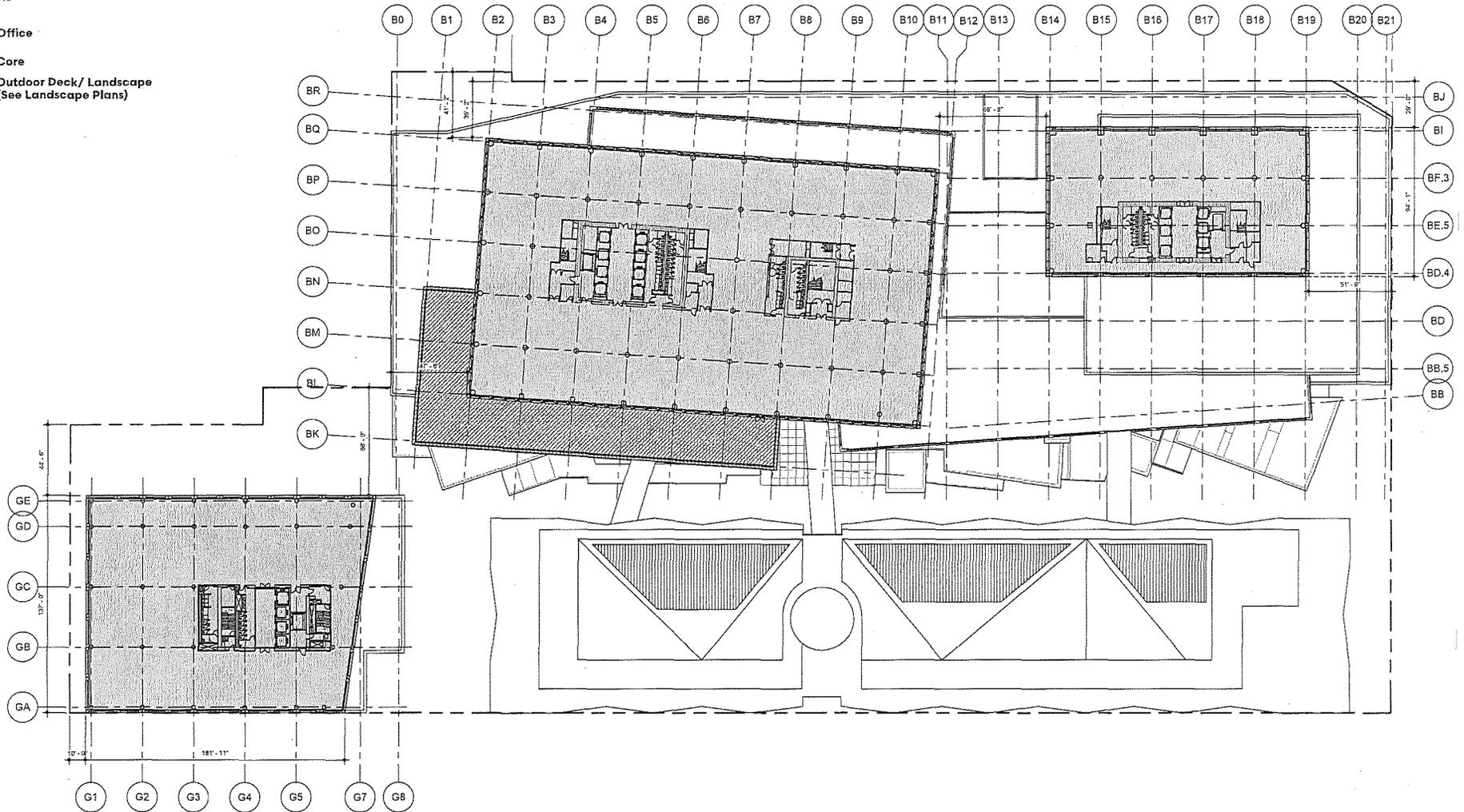
1" = 60'-0"

KILROY



LEGEND

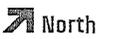
-  Office
-  Core
-  Outdoor Deck/ Landscape
(See Landscape Plans)



14TH FLOOR PLAN

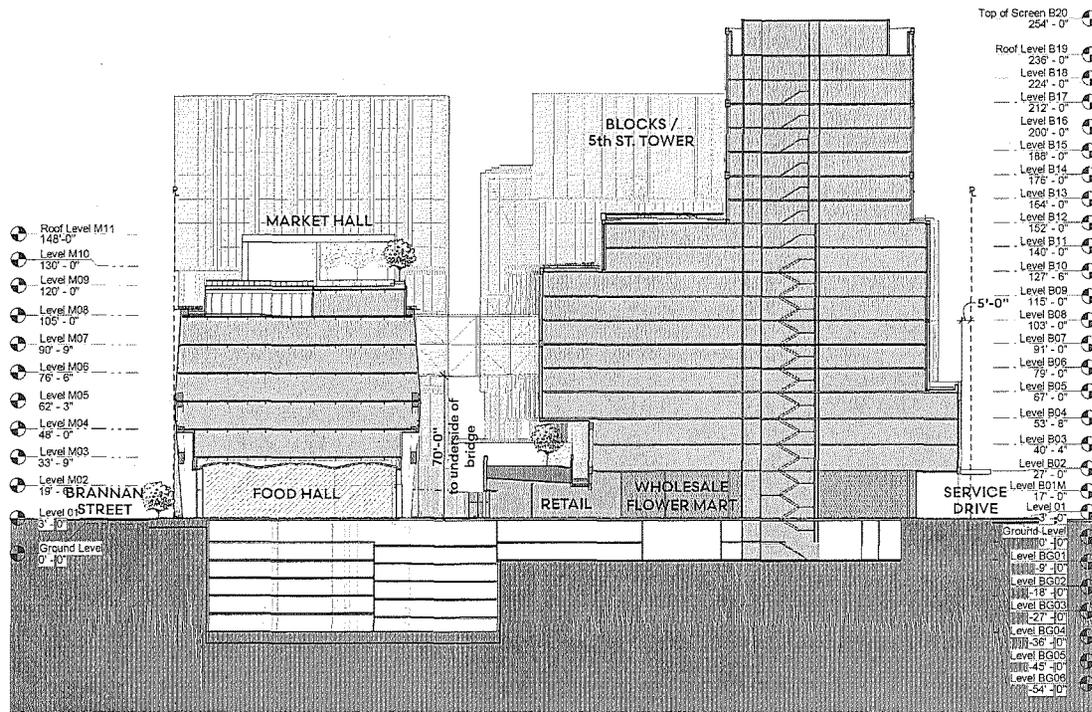
1" = 60'-0"

KILROY



LEGEND

-  Office
-  Retail
-  Core
-  Lobby
-  Wholesale Flower Market
-  Food Hall



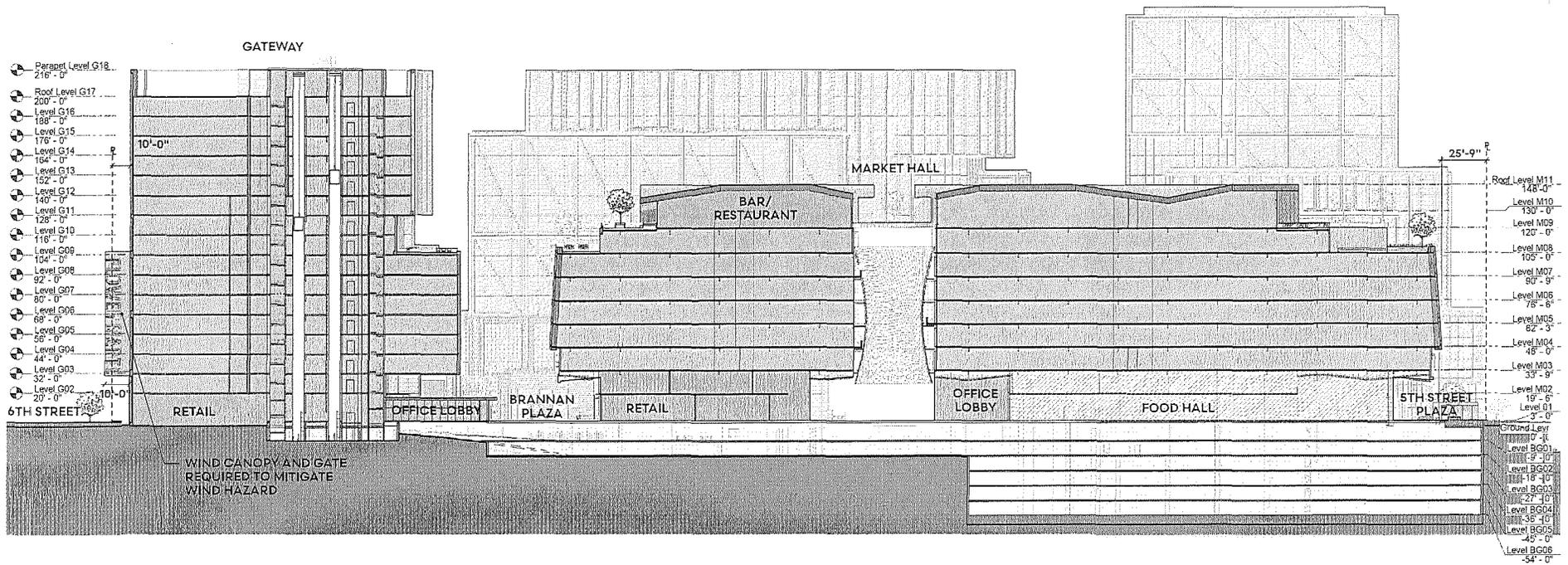
NORTH-SOUTH SECTION

1" = 60'-0"



LEGEND

-  Office
-  Retail
-  Core
-  Lobby
-  Wholesale Flower Market
-  Food Hall



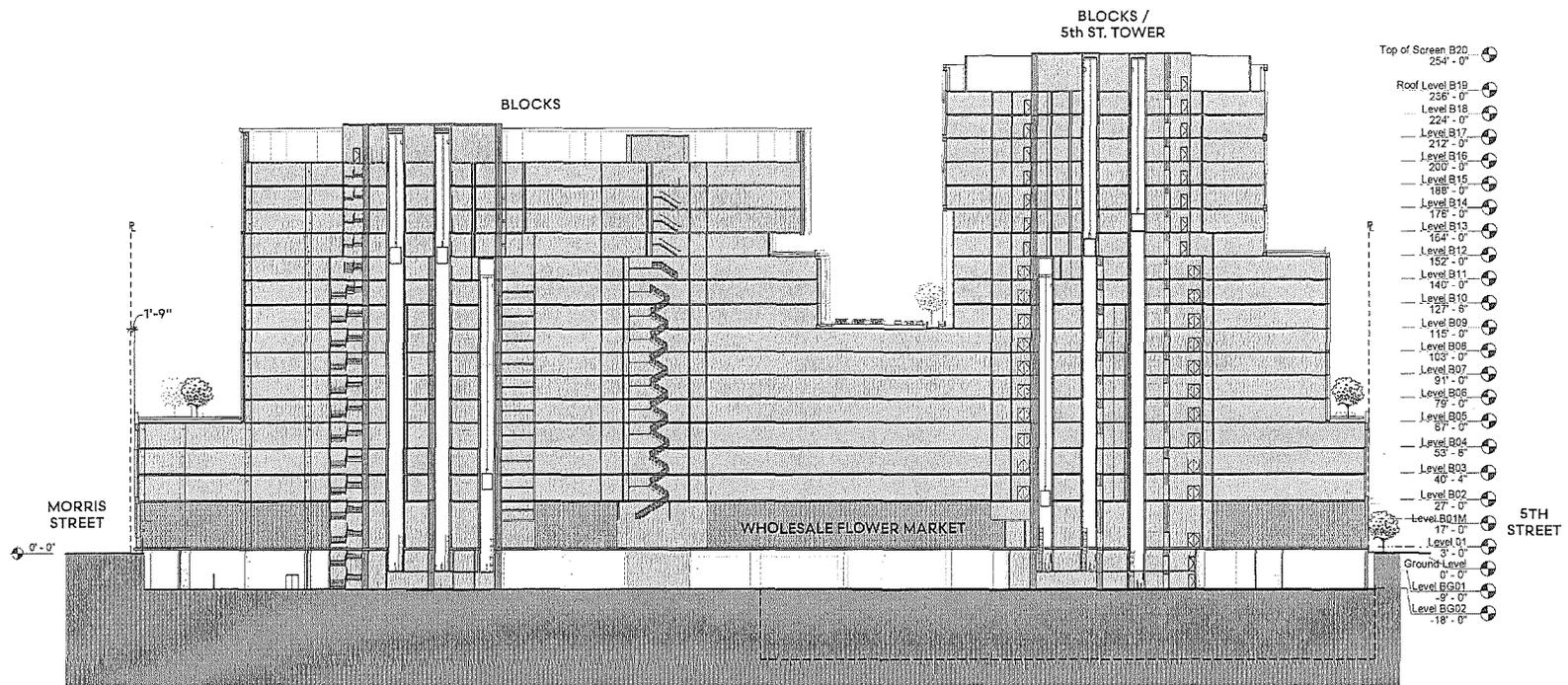
EAST-WEST SECTION THROUGH MARKET HALL AND GATEWAY

1" = 60'-0"



LEGEND

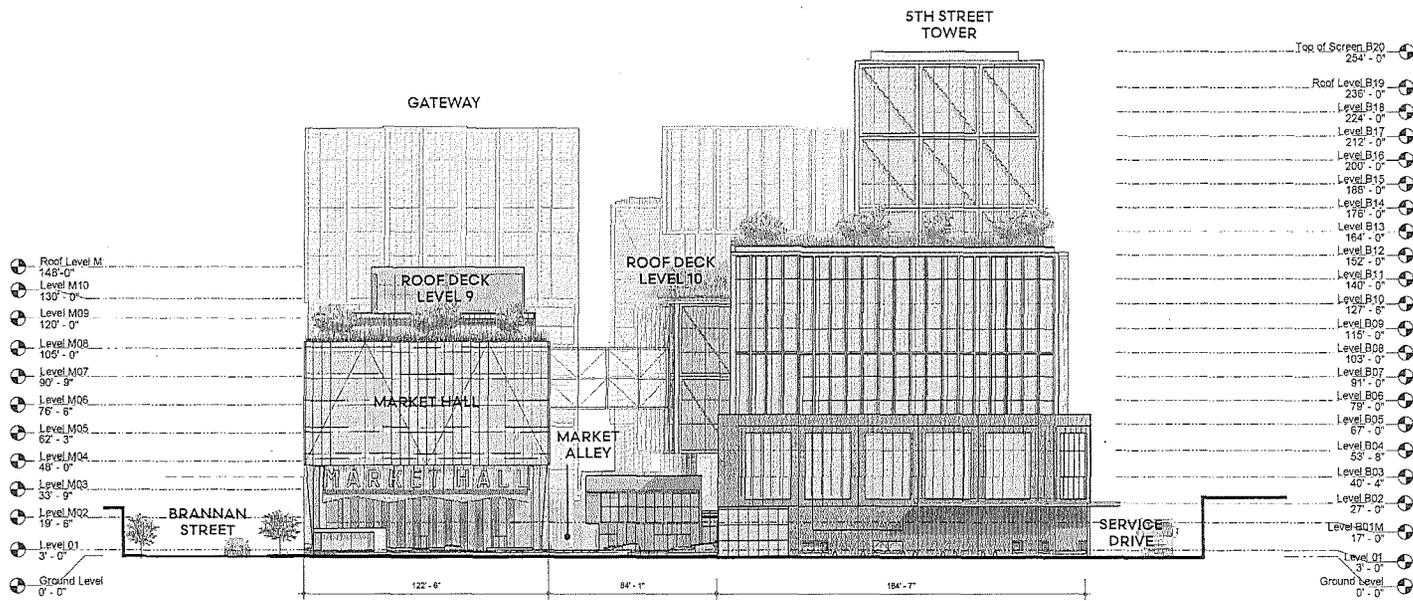
-  Office
-  Retail
-  Core
-  Lobby
-  Wholesale Flower Market
-  Food Hall



EAST-WEST SECTION THROUGH BLOCKS

1" = 60'-0"

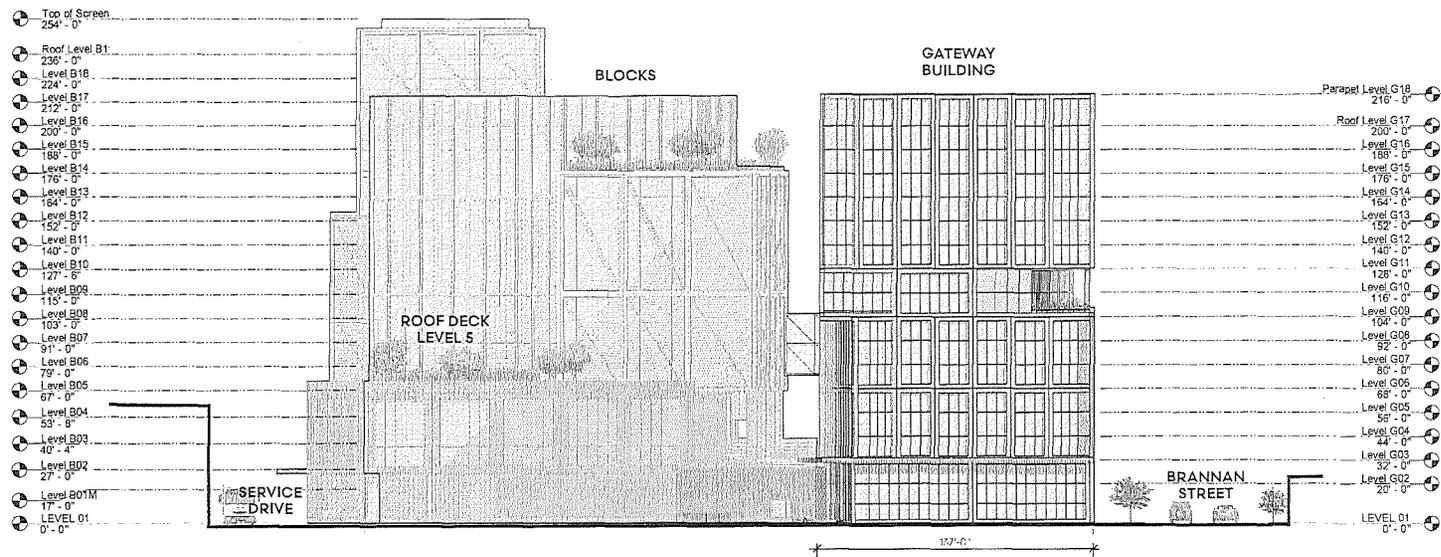
KILROY



EAST ELEVATION AT 5TH STREET

1" = 60'-0"

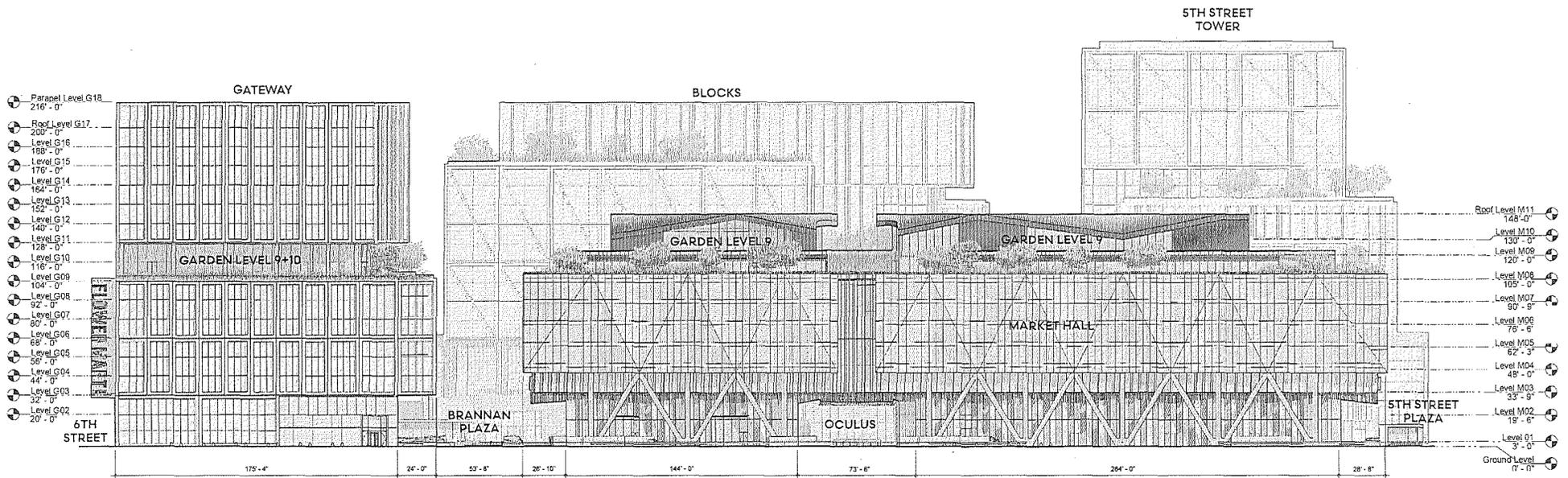




WEST ELEVATION AT 6TH STREET

1" = 40'-0"

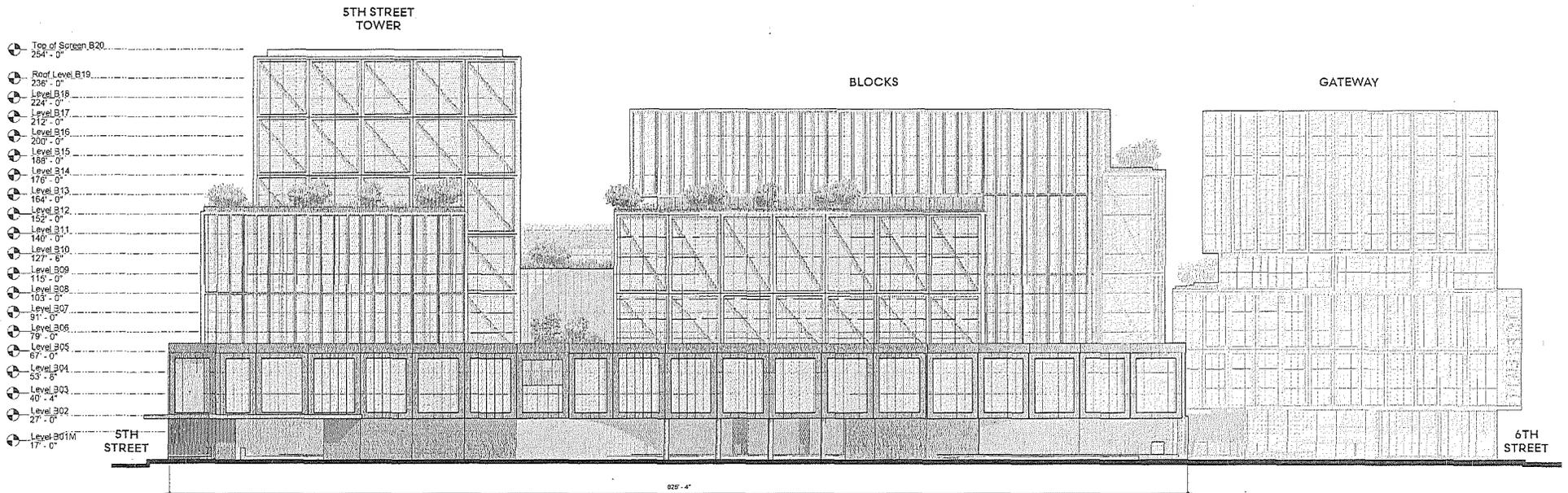
KILROY



SOUTH ELEVATION AT BRANNAN STREET

1" = 60'-0"





NORTH ELEVATION AT PRIVATE DRIVEWAY

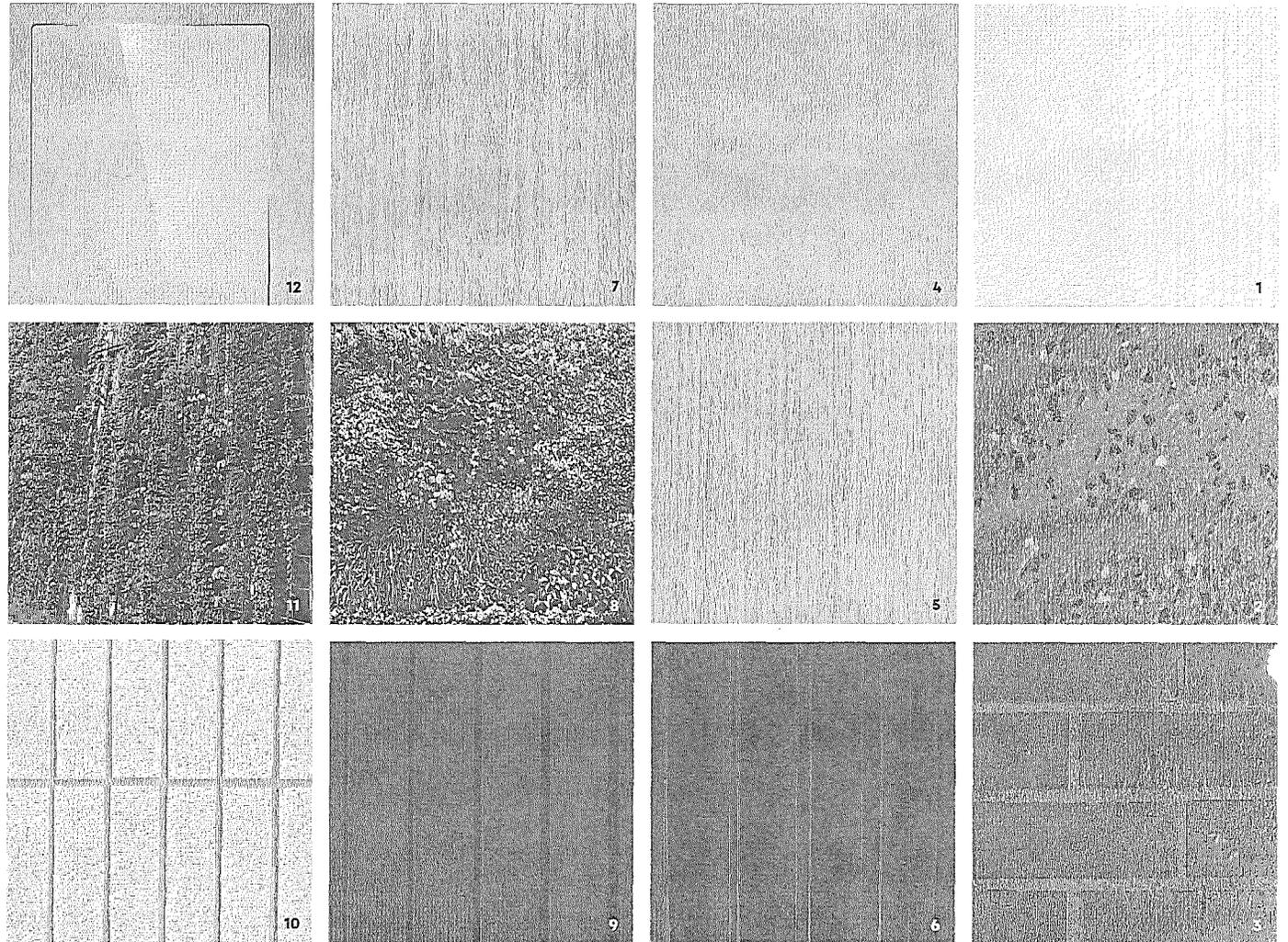
1" = 60'-0"



PROPOSED MATERIALS - BUILDING FACADES

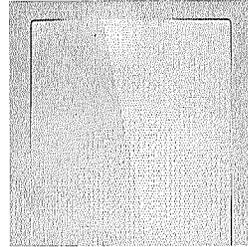
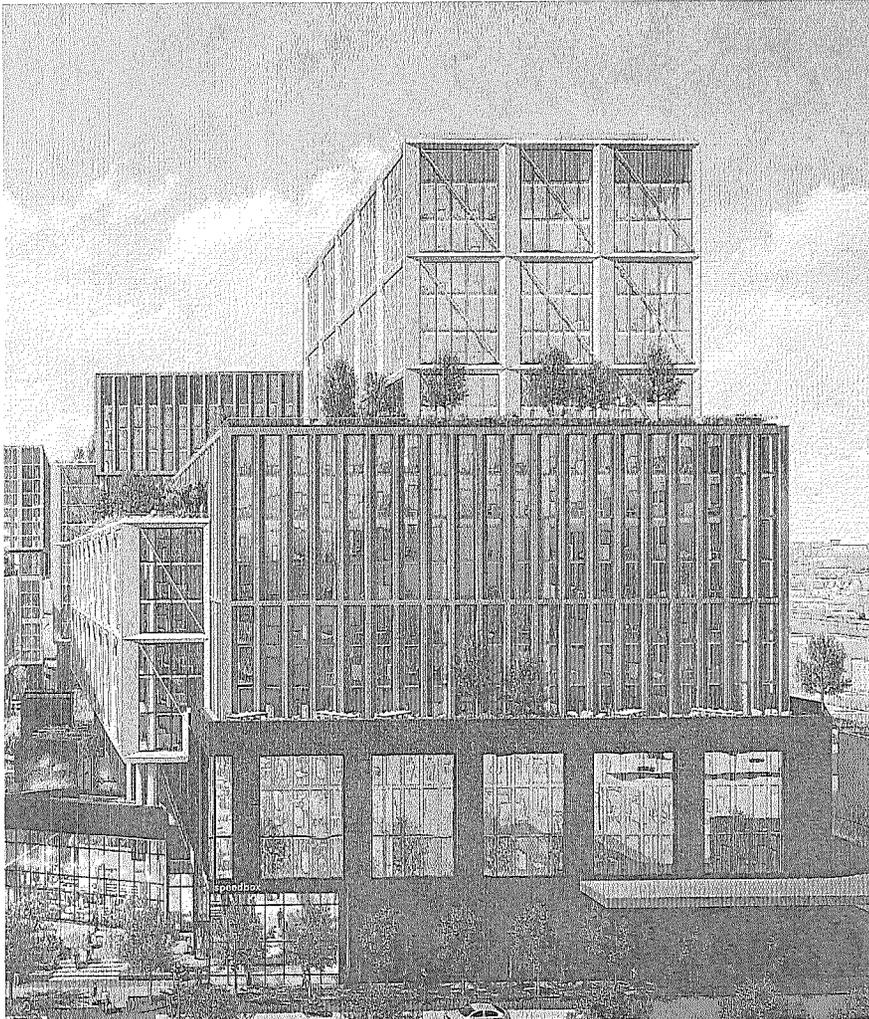
PROJECT OVERVIEW

- 1 **WHITE PAINTED METAL PANEL**
UPPER BUILDING FACADE, BLOCKS
BUILDING, METAL TRIM MARKET HALL
- 2 **UHPC PANEL**
UPPER BUILDING FACADE, BLOCKS BUILDING
- 3 **DARK BRICK PANEL**
LOWER BUILDING FACADE, BLOCKS BUILDING
- 4 **WHITE ARCHITECTURAL CONCRETE**
MARKET HALL GROUND FLOOR LATERAL
BRACING AND COLUMNS (ENCASED
STRUCTURAL STEEL), GATEWAY BUILDING
GROUND FLOOR CONCRETE COLUMNS
- 5 **ALUMINUM MULLIONS WITH PRINTED
WOOD TEXTURE**
MARKET HALL RETAIL CEILING AND SELECT
CURTAIN WALL MULLIONS
- 6 **CORRUGATED METAL PANEL, "SHARK
FIN" PROFILE**
RETAIL FACADE AT MARKET ALLEY EAST,
MARKET HALL PENTHOUSE
- 7 **METAL PANEL WITH WOOD GRAIN
IMPRESSION**
BUILDING FACADE, GATEWAY BUILDING
- 8 **VERTICAL GREEN WALL - TRAY SYSTEM**
BUILDING FACADE, MARKET ALLEY RETAIL
+ GATEWAY BUILDING
- 9 **STANDING SEAM METAL PANEL**
RETAIL FACADE AT MARKET ALLEY
- 10 **WHITE BRICK IN VERTICAL STACK BOND**
RETAIL FACADE AT MARKET ALLEY & BRANNAN
OFFICE LOBBY
- 11 **VERTICAL GREEN WALL - CABLE SYSTEM**
BUILDING FACADE, MARKET ALLEY RETAIL
- 12 **IGU GLAZING**
CURTAIN WALL, WINDOW SYSTEMS

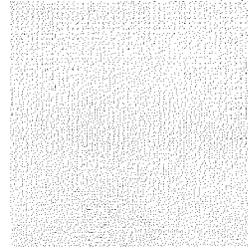


PROPOSED MATERIALS - BUILDING FACADES

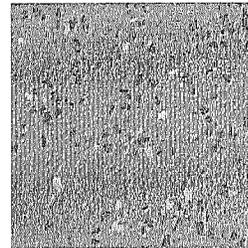
BLOCKS BUILDING



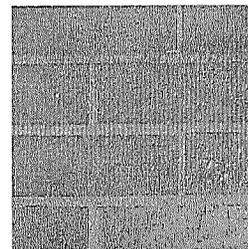
IGU GLAZING
CURTAIN WALL AND WINDOW SYSTEMS



WHITE METAL PANEL
UPPER BUILDING FACADE, BLOCKS BUILDING

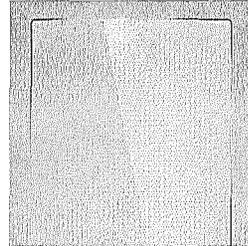
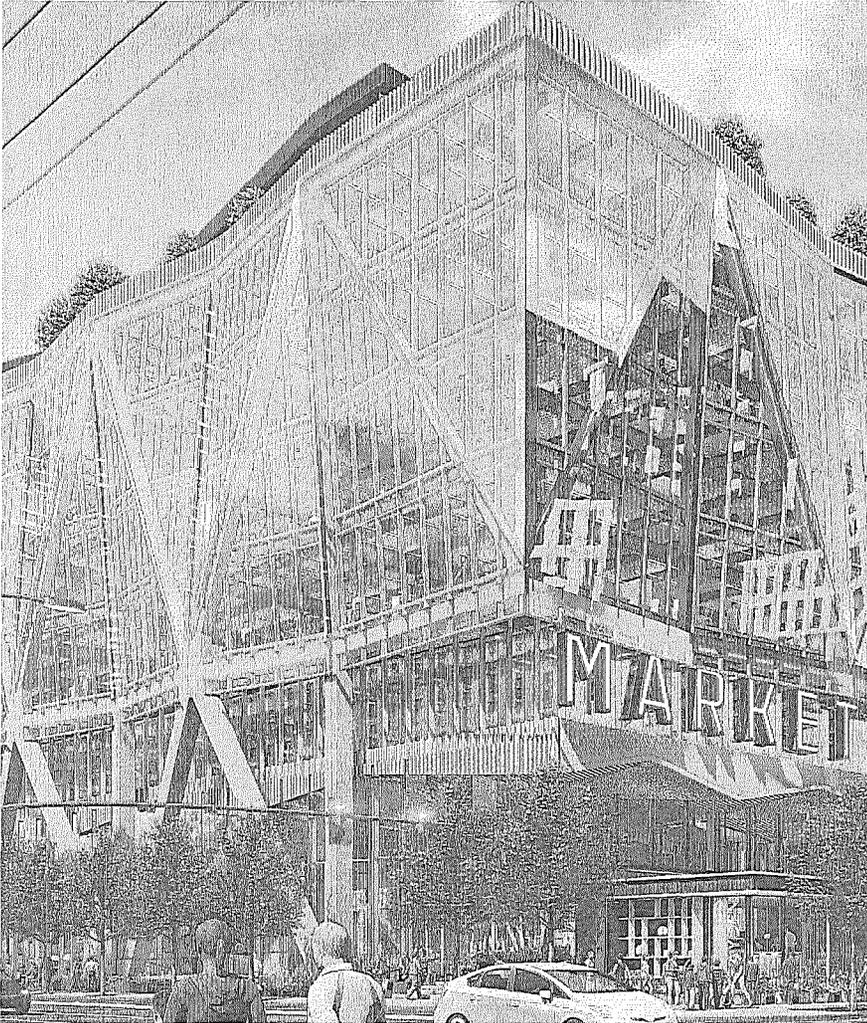


UHPC PANEL
UPPER BUILDING FACADE, BLOCKS BUILDING

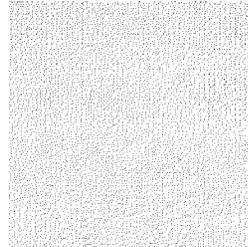


DARK BRICK PANEL
LOWER BUILDING FACADE, BLOCKS BUILDING

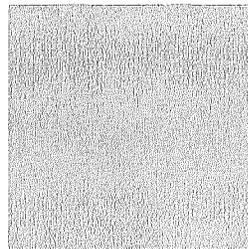
PROPOSED MATERIALS - BUILDING FACADES
MARKET HALL



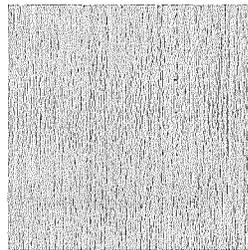
IGU GLAZING
CURTAIN WALL AND WINDOW SYSTEMS



WHITE PAINTED TRIM AND MISC. METAL FINISHES
MARKET HALL GROUND FLOOR METAL TRIM



**WHITE ARCHITECTURAL CONCRETE ENCASED
STRUCTURAL STEEL**
MARKET HALL GROUND FLOOR LATERAL BRACING AND
COLUMNS

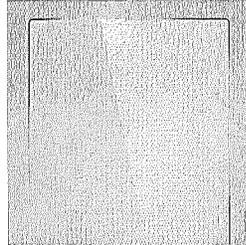


ALUMINUM MULLIONS WITH PRINTED WOOD TEXTURE
MARKET HALL RETAIL CEILING AND SELECT
CURTAIN WALL MULLIONS

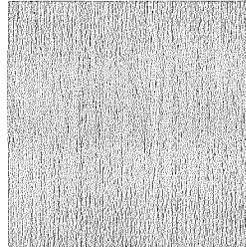
PROPOSED MATERIALS - BUILDING FACADES
GATEWAY BUILDING



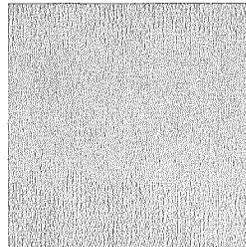
KILROY



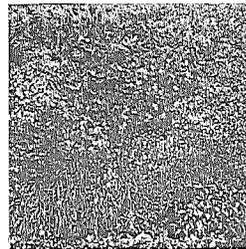
IGU GLAZING
CURTAIN WALL AND WINDOW SYSTEMS



METAL PANEL WITH WOOD GRAIN IMPRESSION
BUILDING FACADE, GATEWAY BUILDING



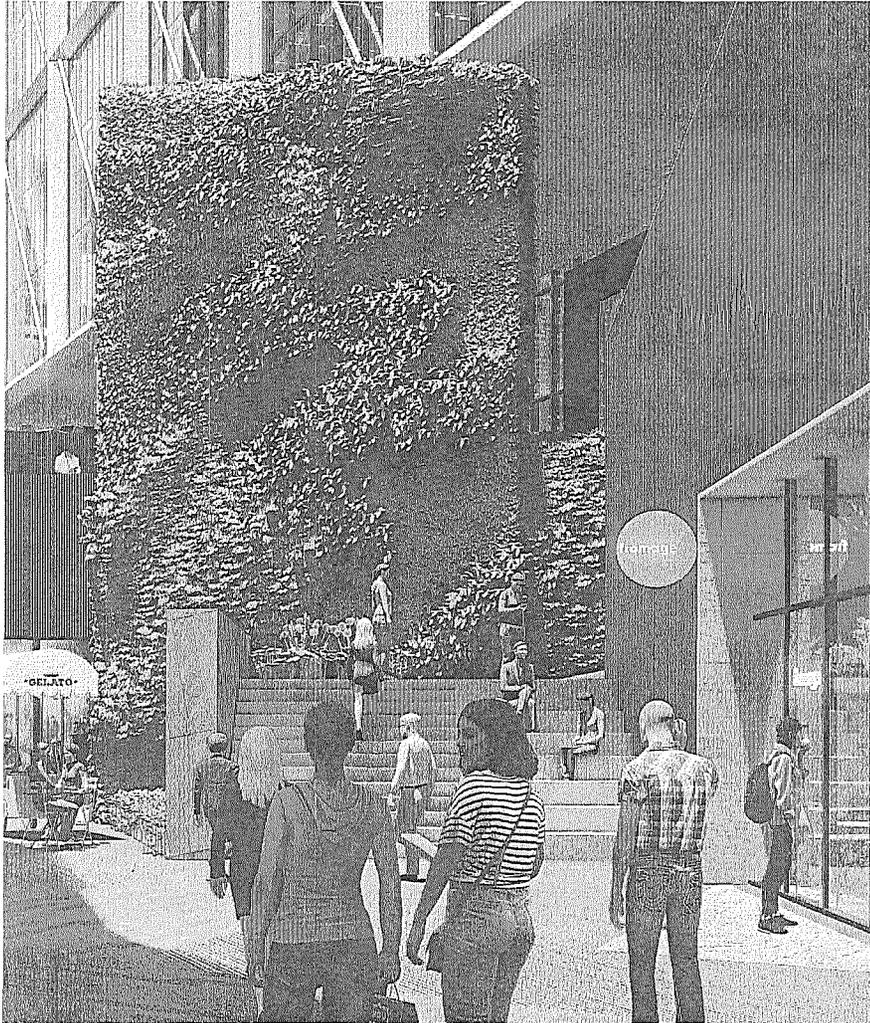
WHITE ARCHITECTURAL CONCRETE
GROUND FLOOR LATERAL COLUMNS



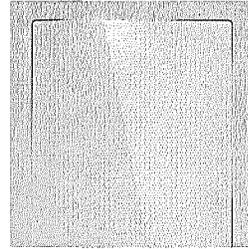
VERTICAL GREEN WALL - TRAY SYSTEM
BUILDING FACADE, GATEWAY BUILDING BASE

PROPOSED MATERIALS - BUILDING FACADES

Market Alley Tower



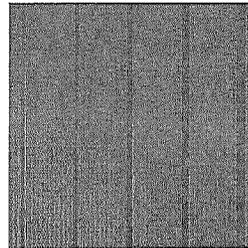
KILROY



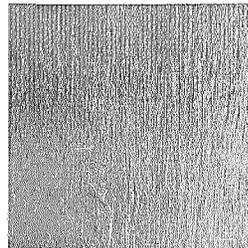
IGU GLAZING
CURTAIN WALL AND WINDOW SYSTEMS



VERTICAL GREEN WALL - CABLE SYSTEM
BUILDING FACADE, MARKET ALLEY RETAIL TOWER



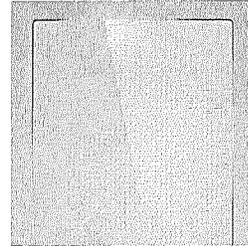
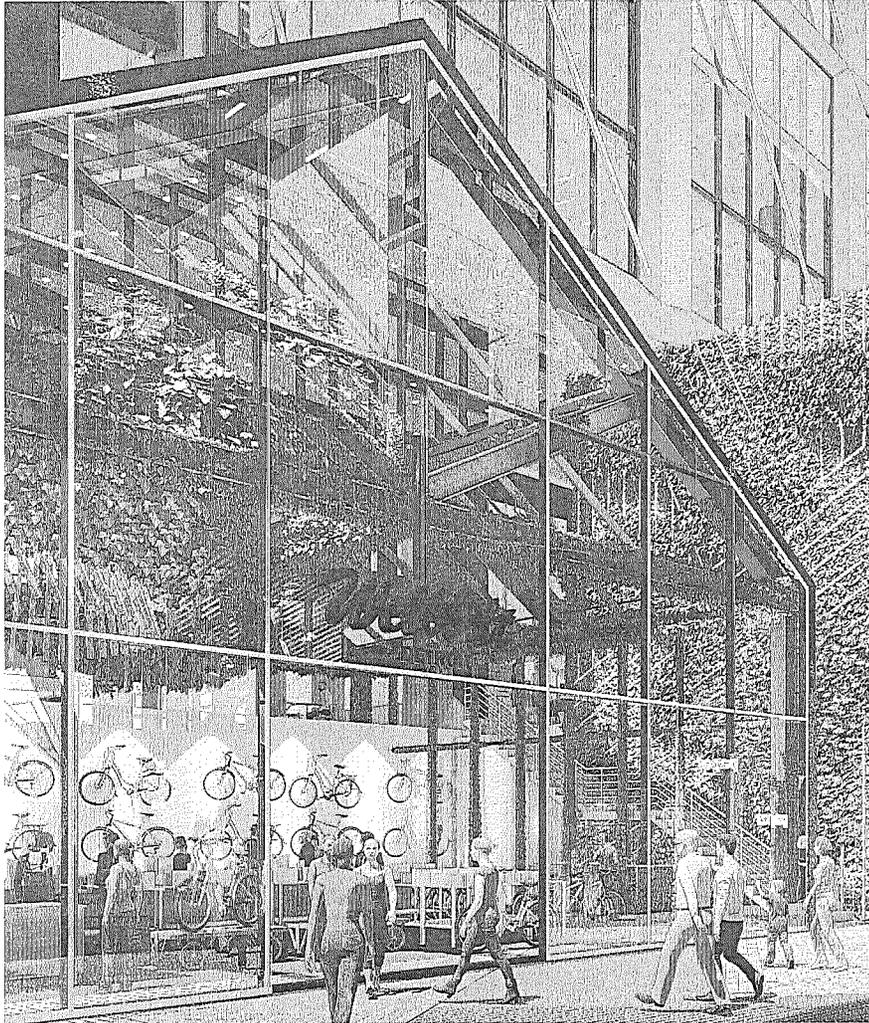
STANDING SEAM METAL PANEL
RETAIL FACADE, MARKET ALLEY RETAIL TOWER



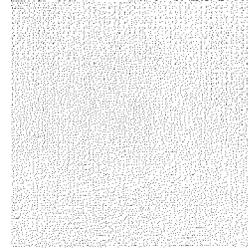
PORCELAIN TILE WITH WOOD GRAIN IMPRESSION
RETAIL FACADE AT MARKET ALLEY

PROPOSED MATERIALS - BUILDING FACADES

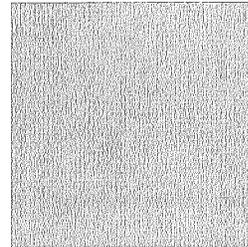
Market Alley Green House



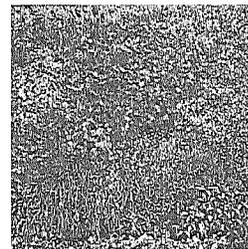
IGU GLAZING
CURTAIN WALL AND WINDOW SYSTEMS



WHITE PAINTED STEEL AND MISC. METAL FINISHES
MARKET ALLEY GREEN HOUSE



WHITE ARCHITECTURAL CONCRETE
BLOCKS 2ND LEVEL CONCRETE COLUMNS

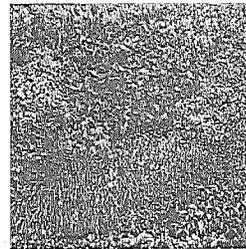


VERTICAL GREEN WALL - TRAY SYSTEM
RETAIL FACADE, MARKET ALLEY GREEN HOUSE

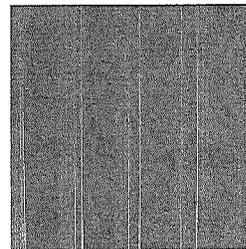
KILROY

PROPOSED MATERIALS - BUILDING FACADES

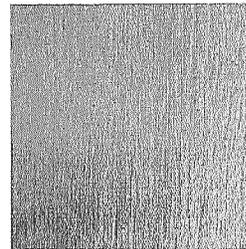
Market Alley Retail - East



VERTICAL GREEN WALL - TRAY SYSTEM
RETAIL FACADE, MARKET ALLEY GREEN HOUSE



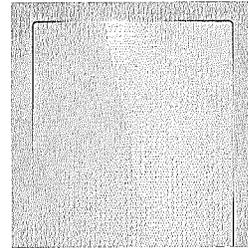
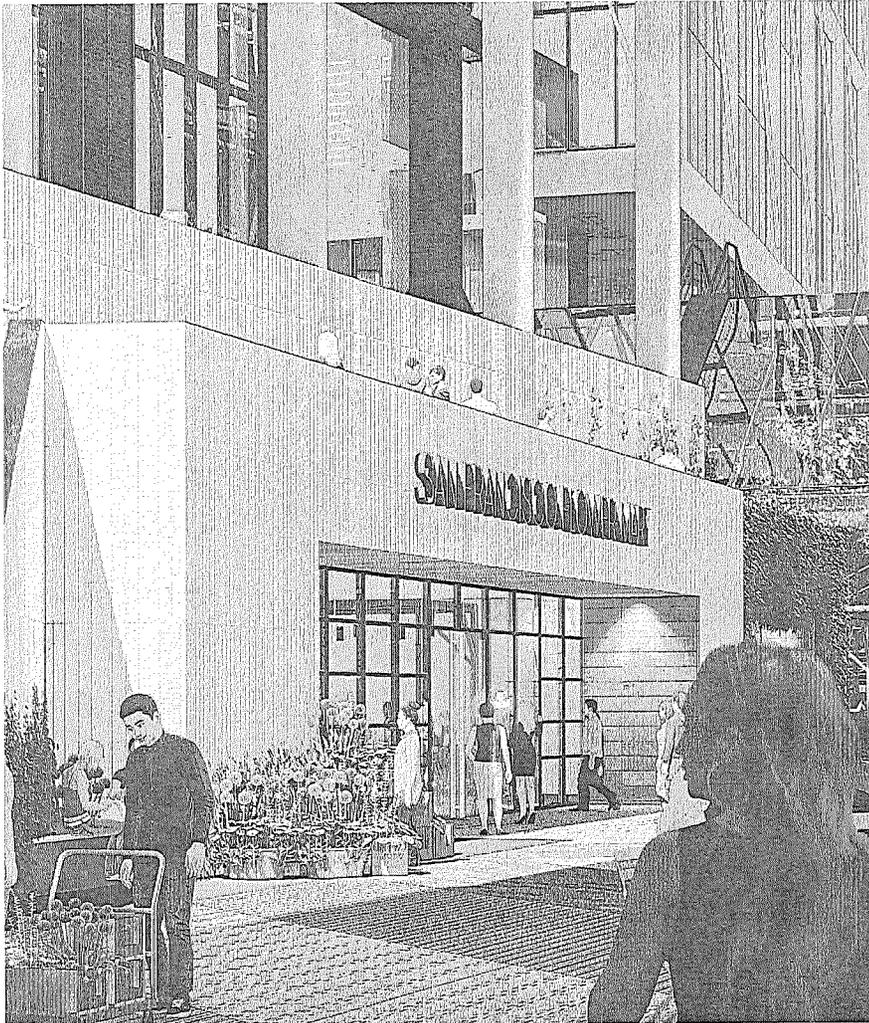
CORRUGATED METAL PANEL, "SHARK FIN" PROFILE
RETAIL FACADE AT MARKET ALLEY



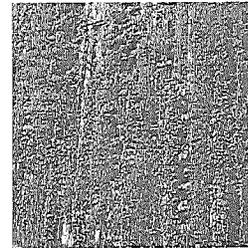
PORCELAIN TILE WITH WOOD GRAIN IMPRESSION
RETAIL FACADE AT MARKET ALLEY

PROPOSED MATERIALS - BUILDING FACADES

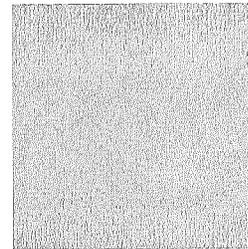
Market Alley Retail - West



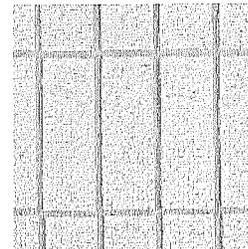
IGU GLAZING
CURTAIN WALL AND WINDOW SYSTEMS



VERTICAL GREEN WALL - CABLE SYSTEM
BUILDING FACADE, MARKET ALLEY UPPER DECK



WHITE ARCHITECTURAL CONCRETE
BLOCKS 2ND LEVEL CONCRETE COLUMNS



WHITE BRICK IN VERTICAL STACK BOND
RETAIL FACADE AT MARKET ALLEY & BRANNAN OFFICE LOBBY

KILROY

Landscape Site Development

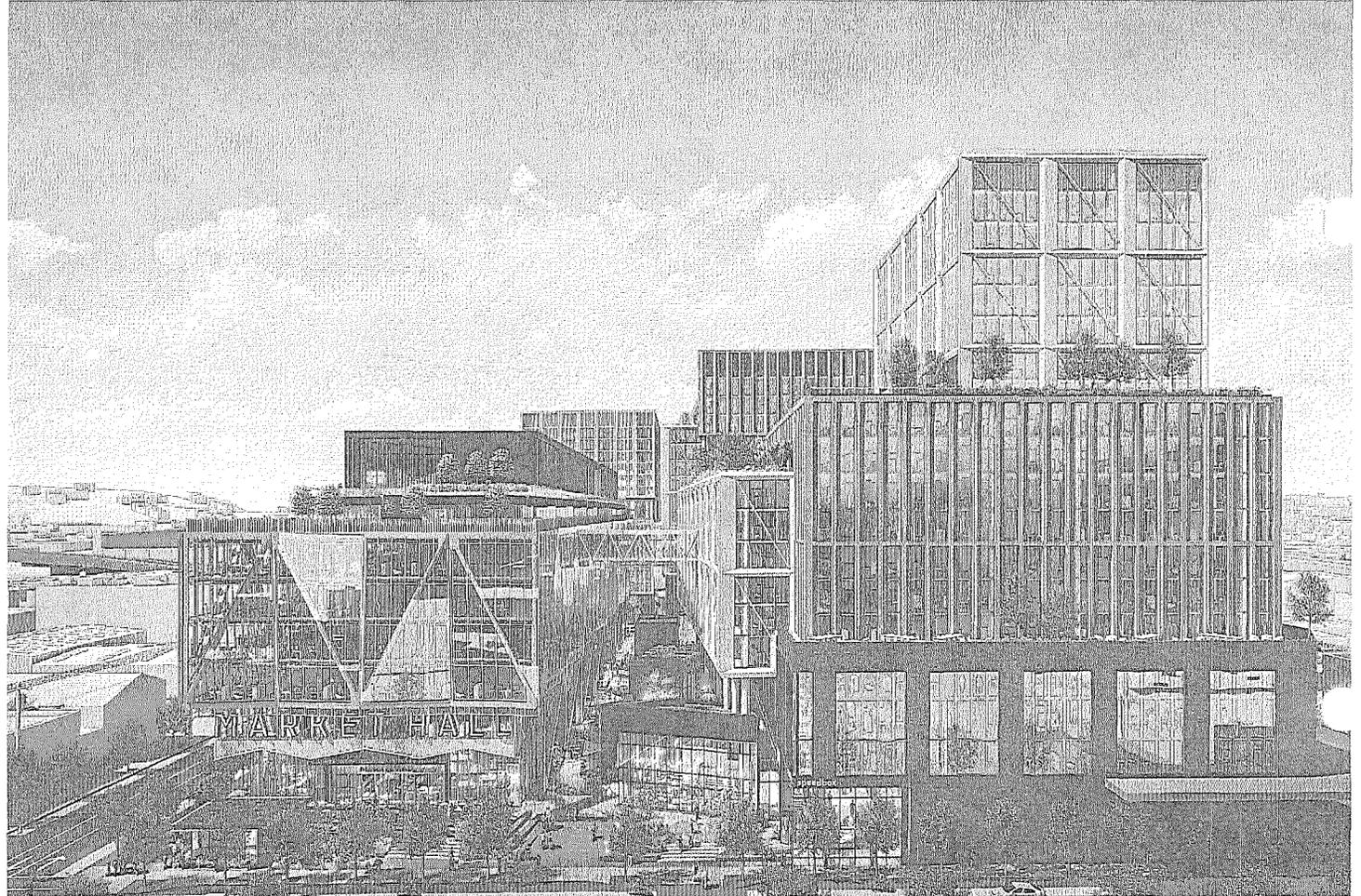


DESIGN NARRATIVE

The San Francisco Flower Mart Project will include 145,000 square feet of public and private open space. Of this, 31,450 square feet of POPOS is to be provided at street level including 8,125 square feet under the Market Hall Building's cantilevered ends. An additional 5,200 square feet will be provided off site. The remaining open space would include 36,000 square feet of living roof and multiple tenant terraces.

The street level POPOS has been designed as a diverse and activated network of public plazas and passages. The intent is to create a series of distinct places throughout the site while relating it to the neighborhood fabric and to the site programs. The paving pattern will operate on two scales: a high-level modified chevron design and a looser and more granular human scale patterning of varying unit paver materials and colored tiles. The paving concept is derived from the patchwork of paving types that make up SoMa's streets, overlaid with a dusting of flower petals so frequently seen scattered around the ground at the current Wholesale Flower Market. Fixed seating and planting areas have been carefully planned to define gathering and seating spaces both within the plazas and along the street frontages, to both engage the urban fabric and create comfortable, easily accessible open spaces within the site. The plazas are flexibly designed to provide for special weekend programming such as farmers markets, concerts, and community events. The project sponsor is working with selected artists and art consultants to plan a robust art program that will be integrated throughout the street level public spaces.

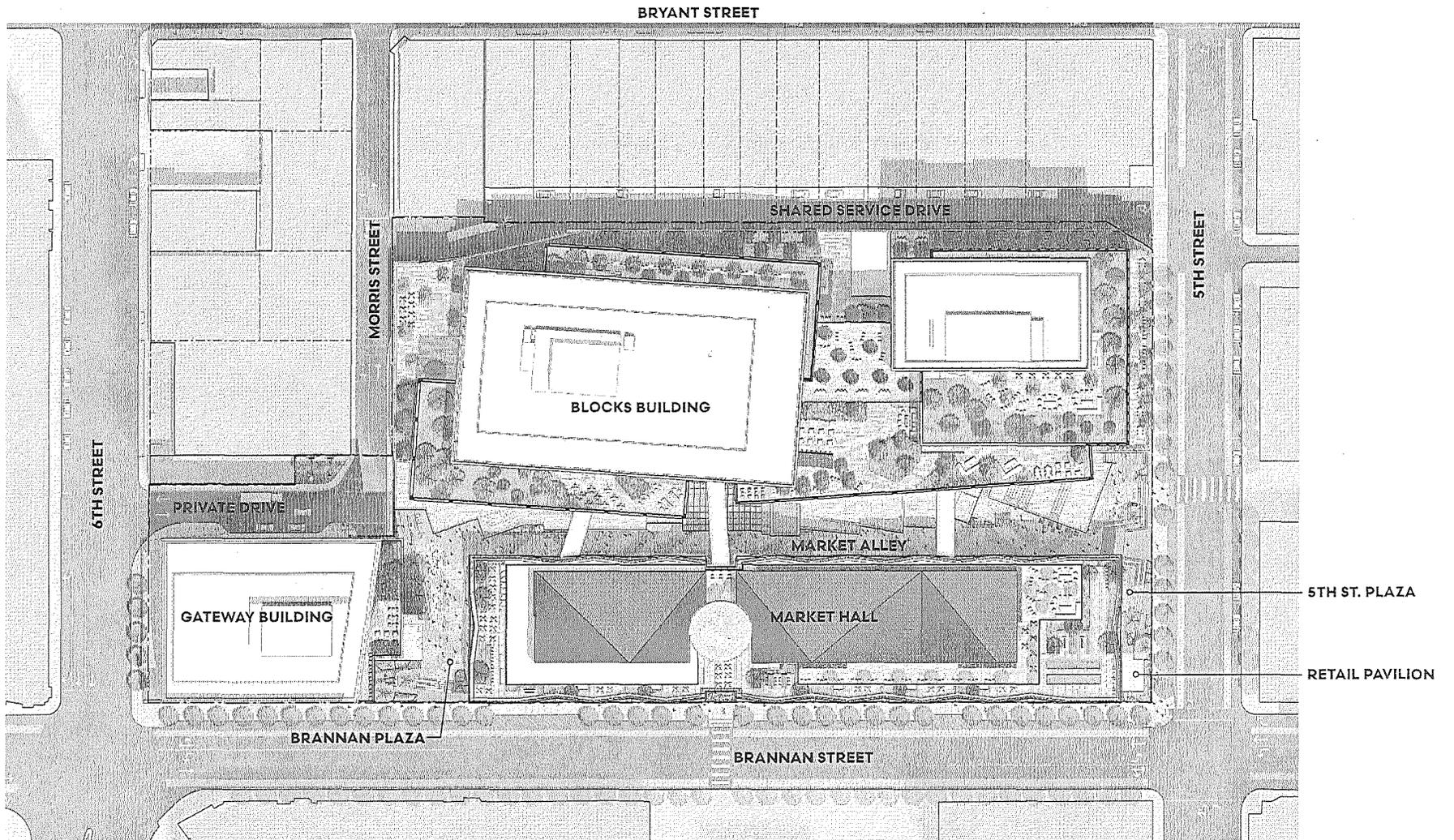
Roof terraces are planned across all three of the Project's buildings. These terraces will include 36,000 sf of living roofs that will double as part of the storm water management system. The remaining terrace spaces will include occupiable roof decks to be fit out by future tenants.



OVERALL RENDERING VIEW & DESIGN NARRATIVE

Scale: NOT TO SCALE

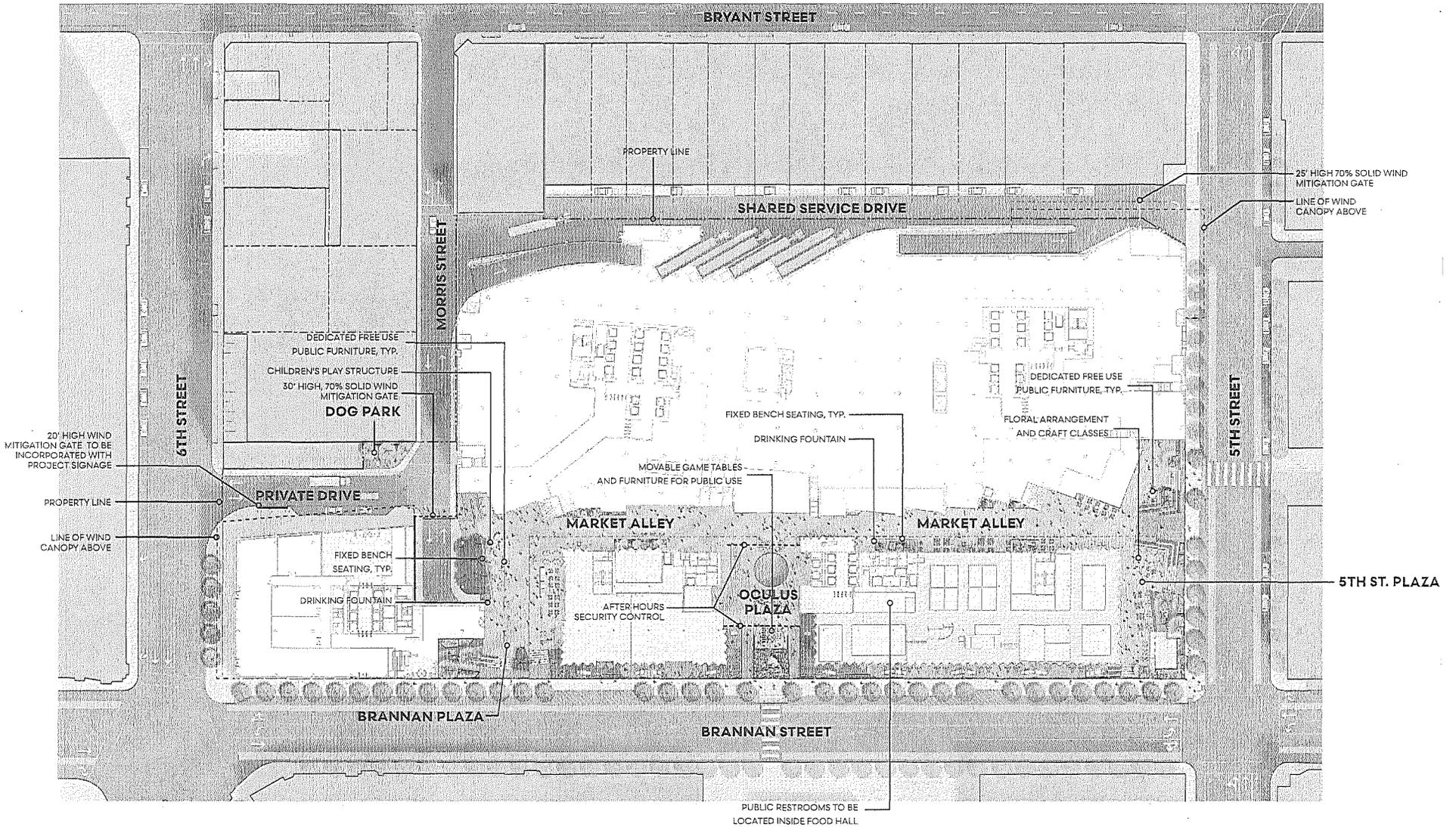
KILROY



OVERALL LANDSCAPE SITE PLAN

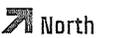
Scale: 1" = 80'-0"

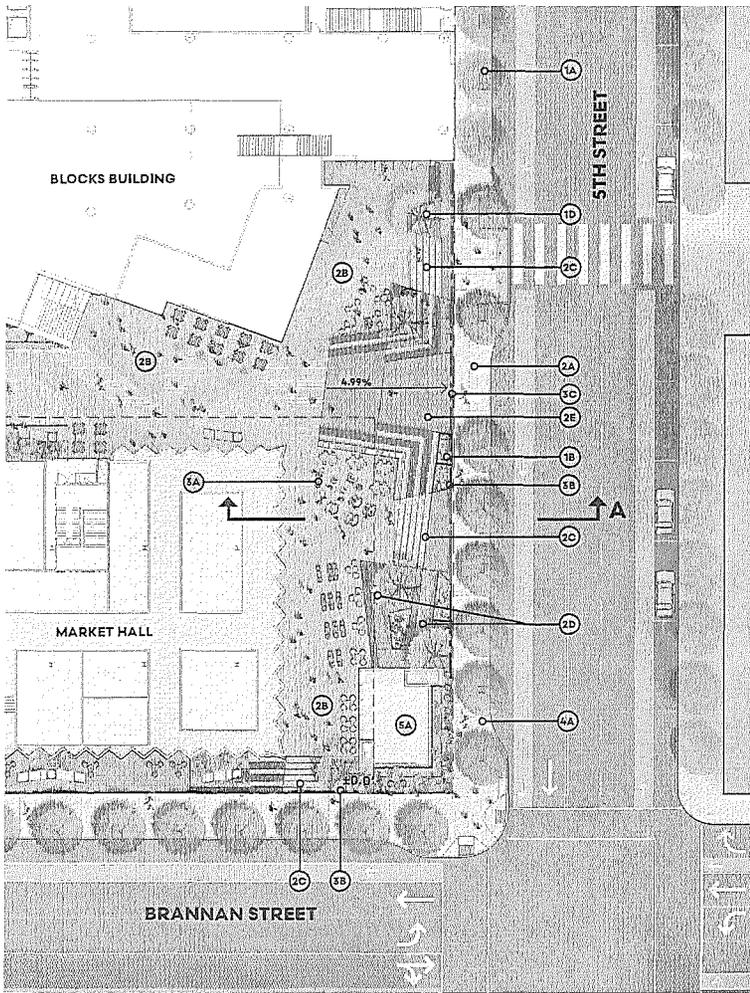




PUBLIC/ SHARED SPACES AT GROUND FLOOR

Scale: 1" = 80'-0"





5TH STREET FRONTAGE & 5TH STREET PLAZA

PLANTING

- 1A - STREET TREES WITH METAL TREE GRATES AT 20'-0" O.C., PER CITY STANDARDS
- 1B - PLANTING AREA
- 1C - WINDBREAK TREES
- 1D - SPECIMEN TREE

HARDSCAPE

- 2A - SIDEWALK: CIP CONCRETE WITH CONTROL JOINTS PER CITY STANDARDS
- 2B - SITE FEATURE PAVING
- 2C - CONCRETE STEPS
- 2D - ADA COMPLIANT 4.9% SLOPED WALKWAY
- 2E - SLOPED FIRE TRUCK ACCESS
- 2F - SEATWALLS

FURNISHINGS:

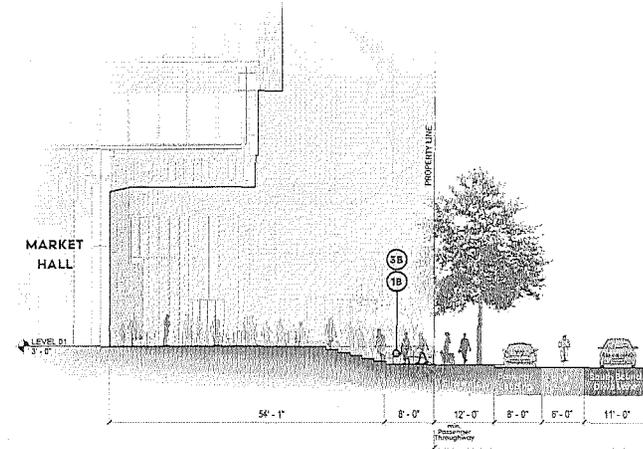
- 3A - DEDICATED FREE USE PUBLIC FURNITURE (FLORAL ARRANGEMENT & CRAFT CLASSES)
- 3B - PREFABRICATED PLANTERS
- 3C - K-RATED VEHICULAR TRAFFIC BOLLARDS

LIGHTING:

- 4A - STREET LIGHTING, PER CITY STANDARDS

RETAIL KIOSK:

- 5A - RETAIL KIOSK



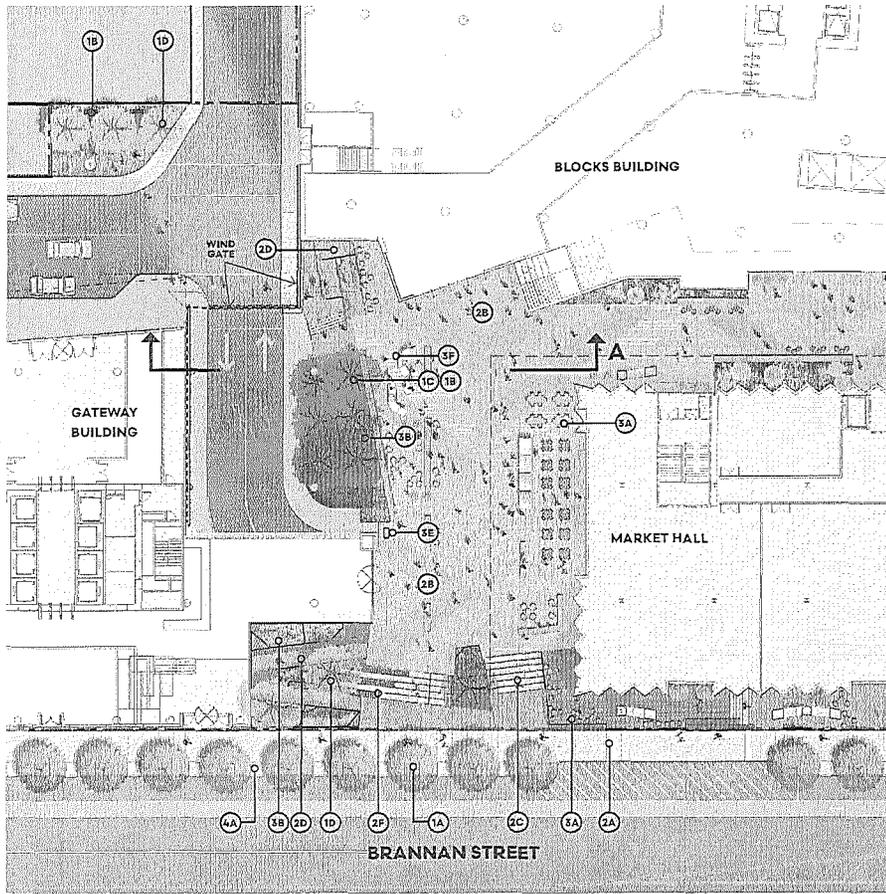
SECTION A
Scale: 1" = 20'-0"

The Fifth Street Plaza stretches from the corner of 5th and Brannan to the mouth of the Market Alley midblock passage. A dynamic layering of planters, built-in bench seating areas, and gentle slopes mediate the edge of the plaza to create the Project's public "porch". The Fifth Street Plaza will provide a flexible seating and gathering space where residents, employees and customers of the Food Hall and other retailers could congregate.

ENLARGED 5TH STREET FRONTAGE & 5TH ST PLAZA

Scale: 1" = 40'-0"





Brannan Plaza is the Project's largest and most flexible space. It is meant to transition from a spill out and gathering space to an event space capable of hosting various types of events. Brannan Plaza will be a hub, connecting Morris Street to Brannan Street, and tying into the existing network of SoMa alleys with the new Market Alley pedestrian passage.

ENLARGED BRANNAN ST FRONTAGE & BRANNAN PLAZA

Scale: 1" = 40'-0"

KILROY

BRANNAN STREET FRONTAGE & BRANNAN PLAZA

PLANTING

- 1A - STREET TREES WITH METAL TREE GRATES AT 20'-0" O.C., PER CITY STANDARDS
- 1B - PLANTING AREA
- 1C - WINDBREAK TREES
- 1D - SPECIMEN TREE

HARDSCAPE

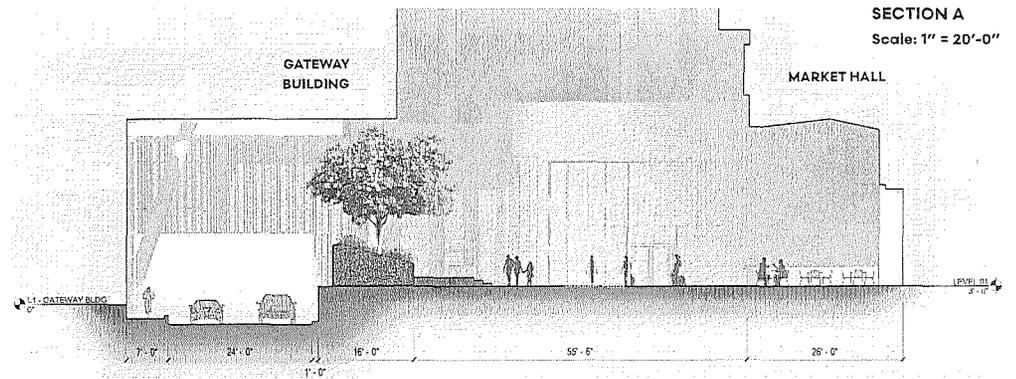
- 2A - SIDEWALK: CIP CONCRETE WITH CONTROL JOINTS PER CITY STANDARDS
- 2B - SITE FEATURE PAVING
- 2C - CONCRETE STEPS
- 2D - ADA COMPLIANT 4.9% SLOPED WALKWAY
- 2E - SLOPED FIRE TRUCK ACCESS
- 2F - SEATWALLS

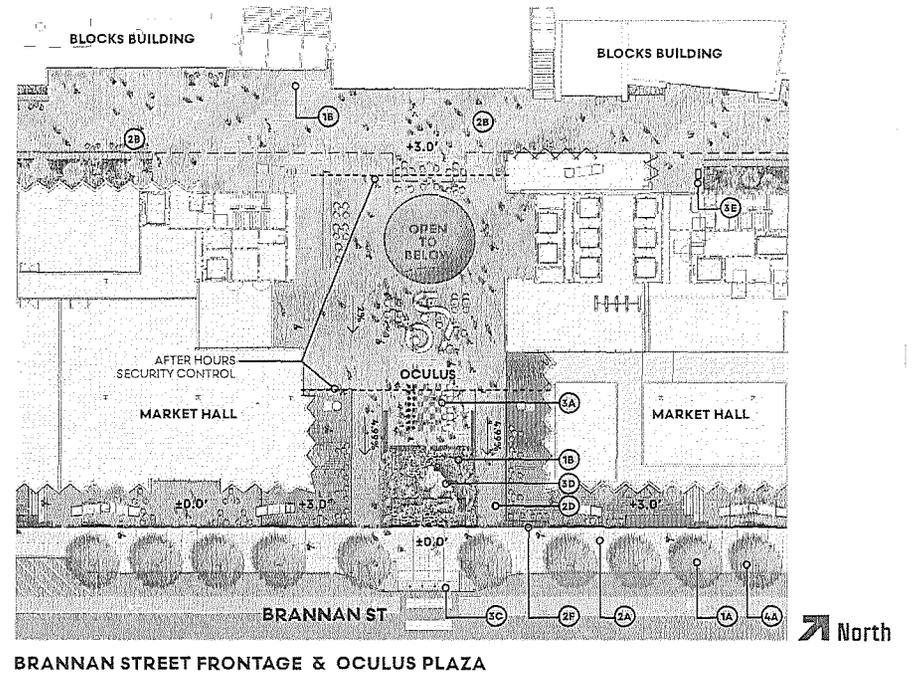
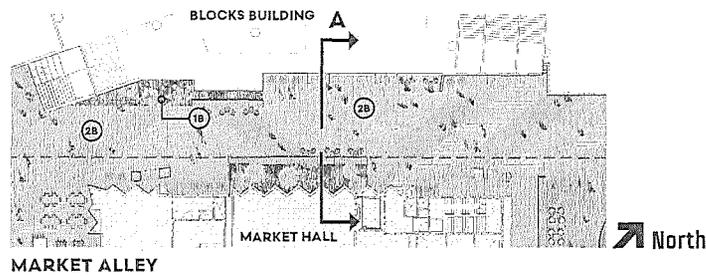
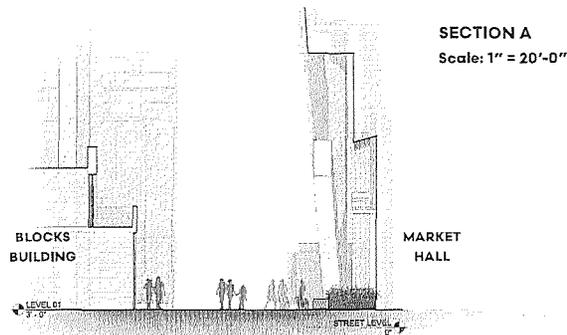
FURNISHINGS:

- 3A - DEDICATED FREE USE PUBLIC FURNITURE
- 3B - PREFABRICATED PLANTERS
- 3C - K-RATED VEHICULAR TRAFFIC BOLLARDS
- 3E - DRINKING FOUNTAIN
- 3F - CHILDREN'S PLAY STRUCTURE

LIGHTING:

- 4A - STREET LIGHTING, PER CITY STANDARDS





The Market Alley crosses the block to connect 5th Street to 6th Street. The narrow passage will be an intimate but active corridor, programmed by the Wholesale Flower Market and a series of small retailers along the north and the Market Hall Building's food hall and restaurants along the south. The passage will be animated by vertical planting and dramatic evening lighting.

PLANTING

- 1A - STREET TREES WITH METAL GRATES AT 20'-0" O.C., PER CITY STANDARDS
- 1B - PLANTING AREA
- 1C - WINDBREAK TREES
- 1D - SPECIMEN TREE

HARDSCAPE

- 2A - SIDEWALK: CIP CONCRETE WITH CONTROL JOINTS PER CITY STANDARDS
- 2B - SITE FEATURE PAVING
- 2C - CONCRETE STEPS
- 2D - ADA COMPLIANT 4.9% SLOPED WALKWAY
- 2E - SLOPED FIRE TRUCK ACCESS
- 2F - SEATWALLS

FURNISHINGS:

- 3A - MOVABLE GAME TABLES AND FURNITURE FOR PUBLIC USE
- 3B - PREFABRICATED PLANTERS
- 3C - K-RATED VEHICULAR TRAFFIC BOLLARDS
- 3D - ART INSTALLATION
- 3E - DRINKING FOUNTAIN

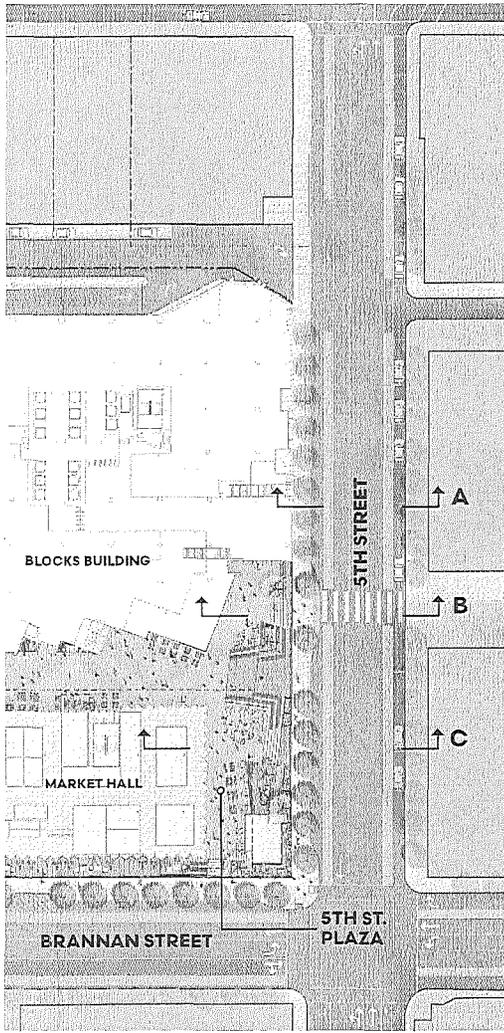
LIGHTING:

- 4A - STREET LIGHTING, PER CITY STANDARDS

SHARED OCULUS PLAZA AND PASEO

Scale: 1" = 40'-0"

KILROY

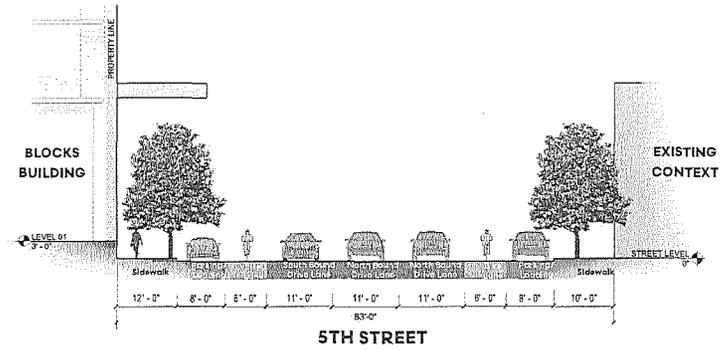


5TH ST PLAN
Scale: 1" = 80'-0"

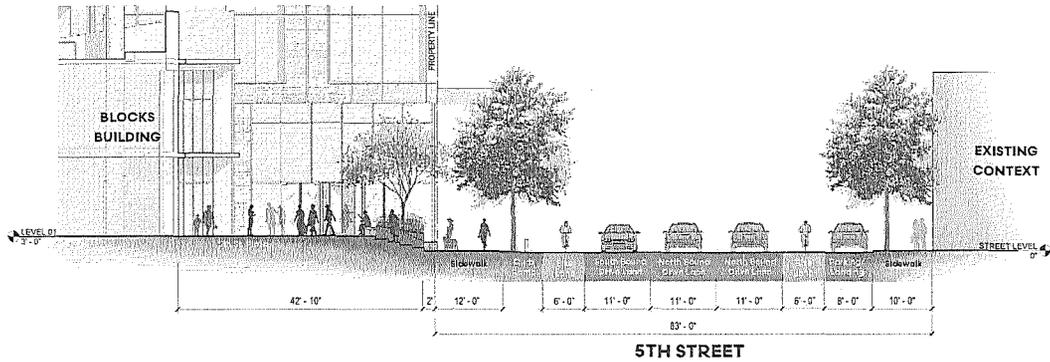


5TH STREET SECTIONS

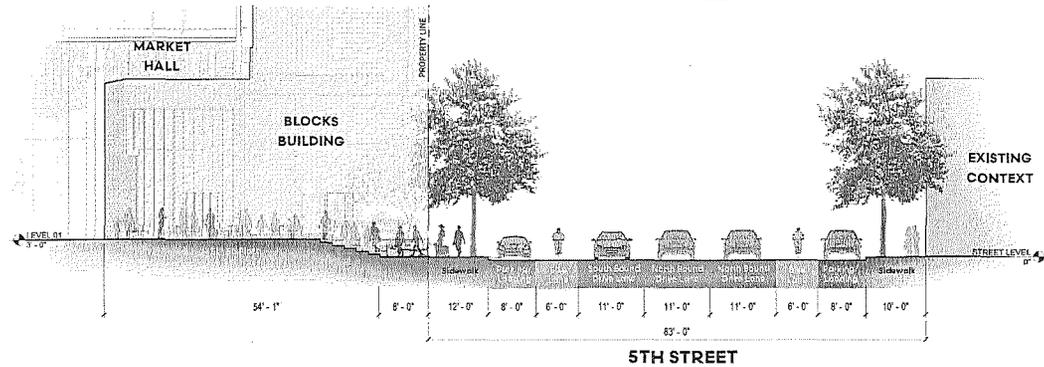
Scale: AS NOTED



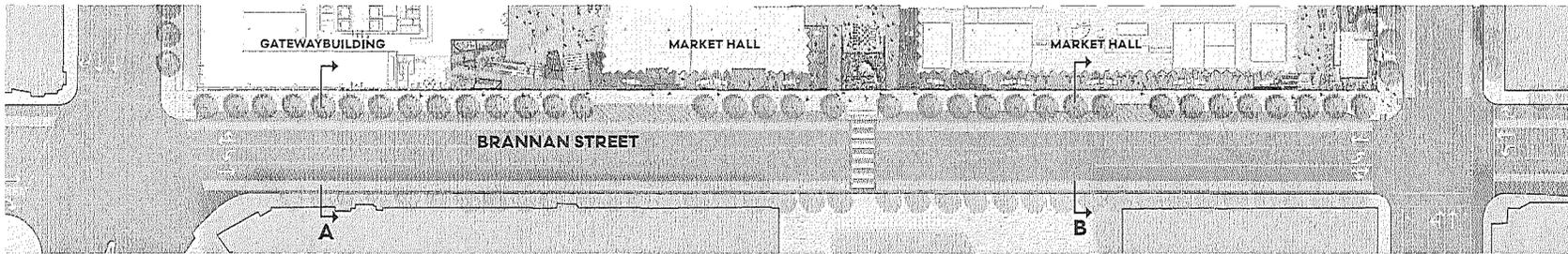
SECTION A
5TH STREET
Scale: 1" = 20'-0"



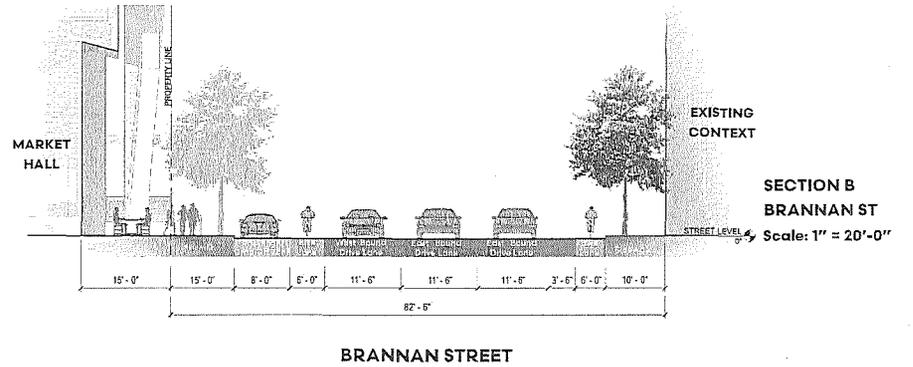
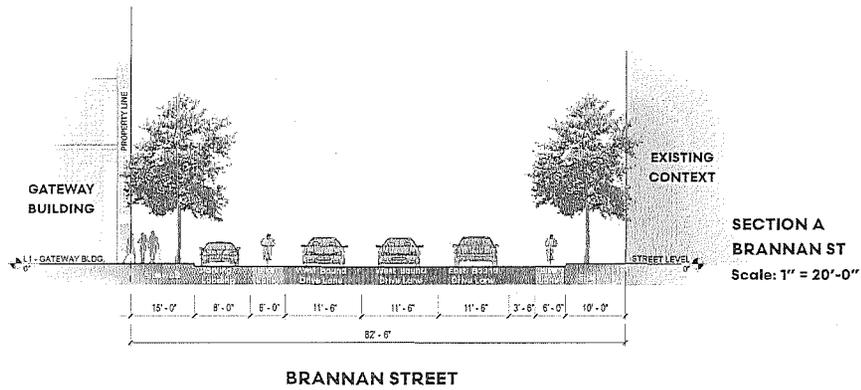
SECTION B
5TH STREET
Scale: 1" = 20'-0"



SECTION C
5TH STREET
Scale: 1" = 20'-0"



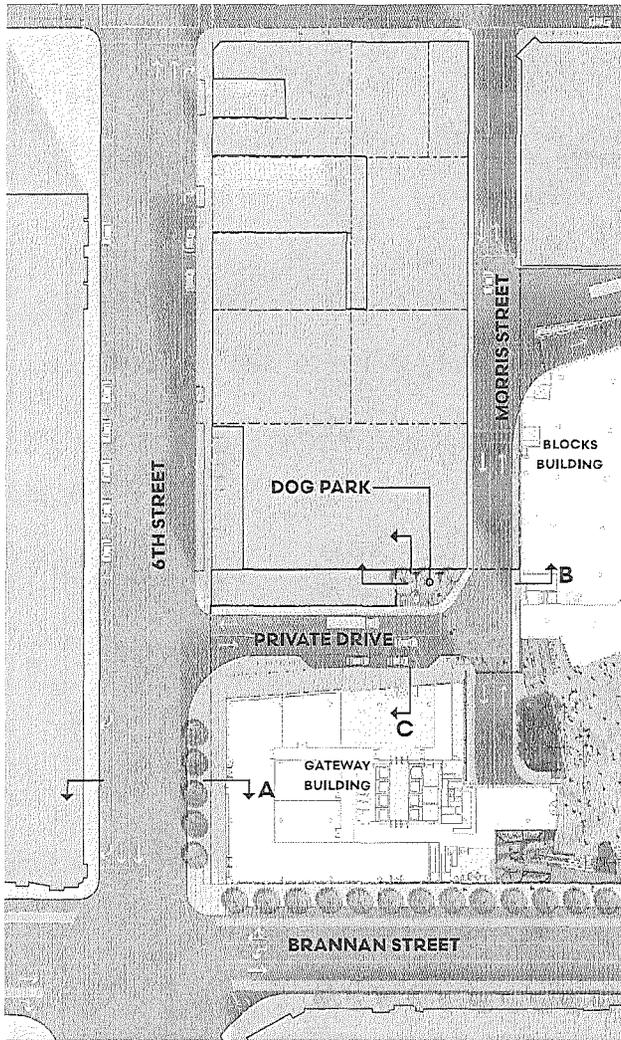
BRANNAN ST PLAN
 Scale: 1" = 80'-0"



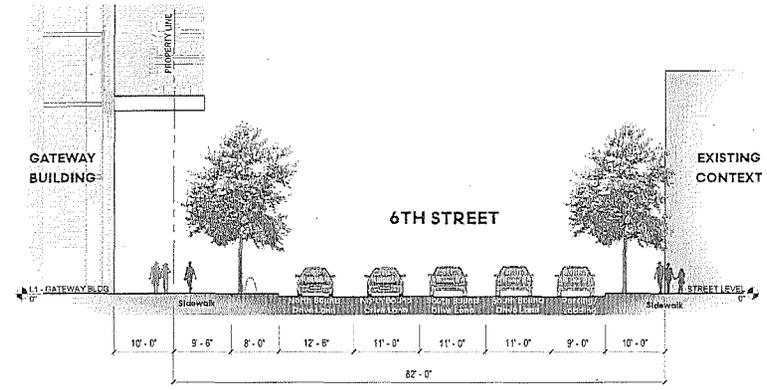
BRANNAN STREET SECTIONS

Scale: AS NOTED

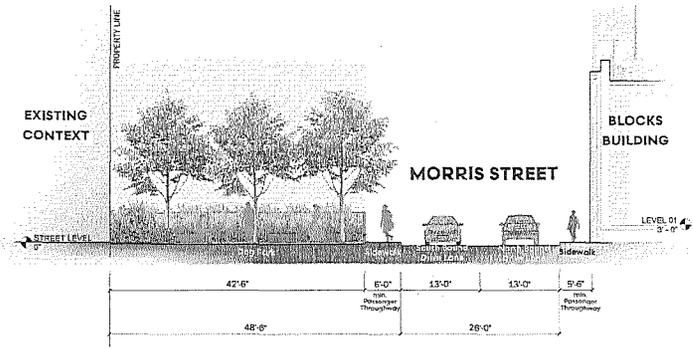




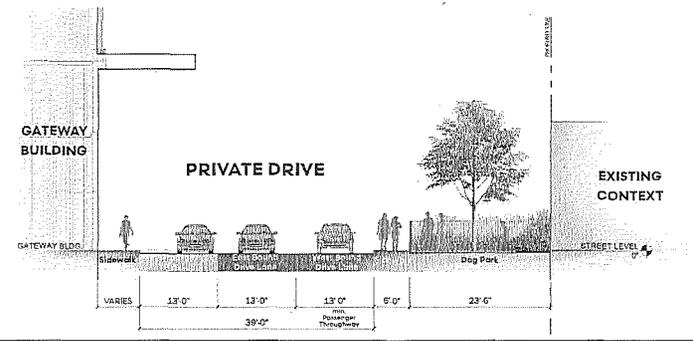
6TH/ MORRIS ST PLAN
Scale: 1" = 80'-0"



SECTION A
6TH STREET
Scale: 1" = 20'-0"



SECTION B
MORRIS STREET
Scale: 1" = 20'-0"

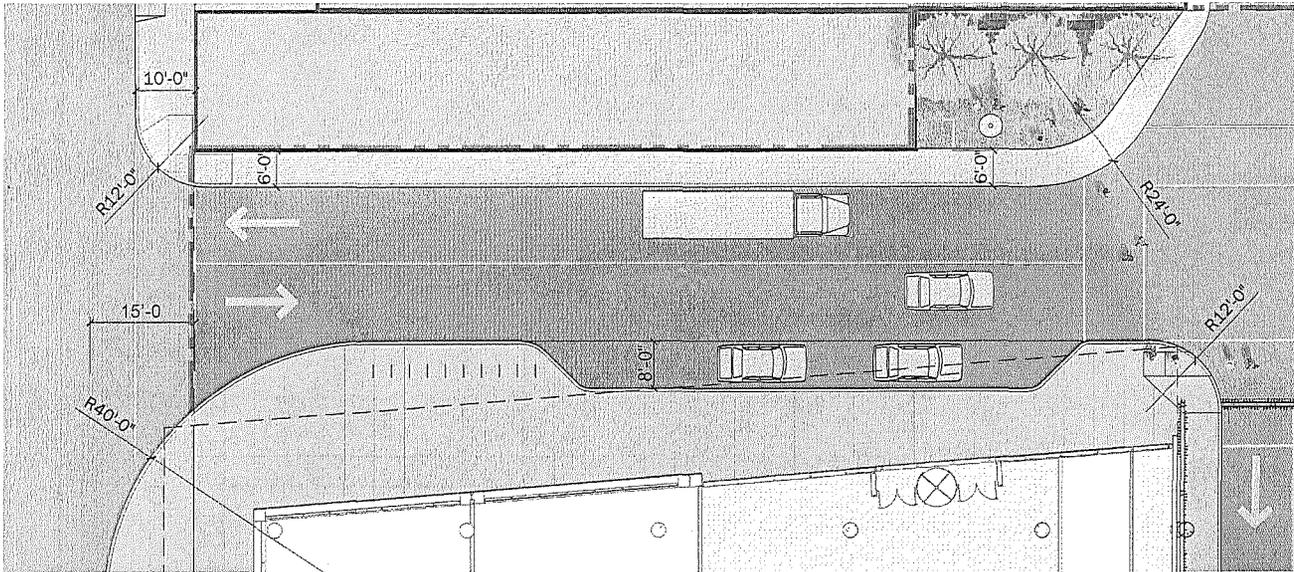


SECTION C
PRIVATE DRIVE
Scale: 1" = 20'-0"

6TH ST/ MORRIS ST/ PRIVATE DRIVE SECTIONS

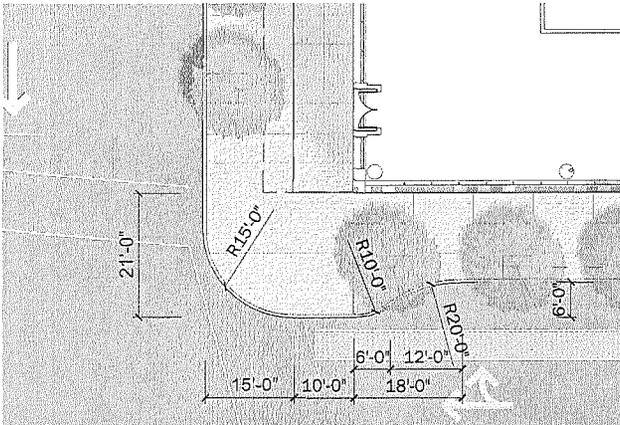
Scale: AS NOTED





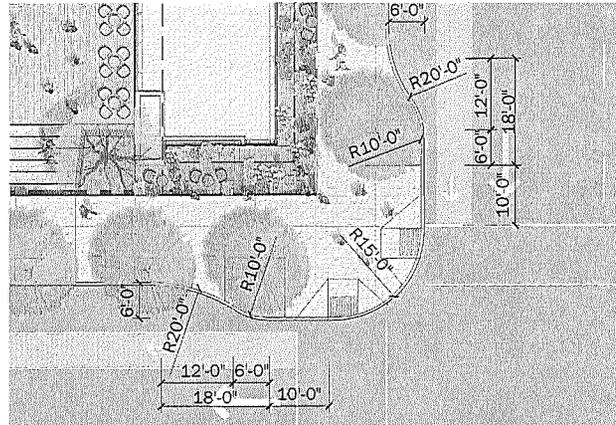
A CURB EXTENSION AT PRIVATE DRIVE

Scale: 1" = 20'-0"



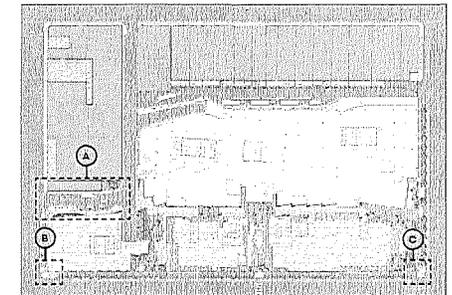
B CURB EXTENSION AT BRANNAN ST & 6TH ST

Scale: 1" = 20'-0"



C CURB EXTENSION AT BRANNAN ST & 5TH ST

Scale: 1" = 20'-0"



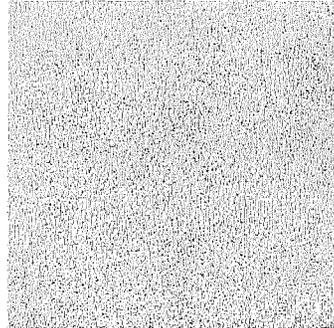
Key Plan

PROPOSED CURB EXTENSIONS AT CROSSWALKS

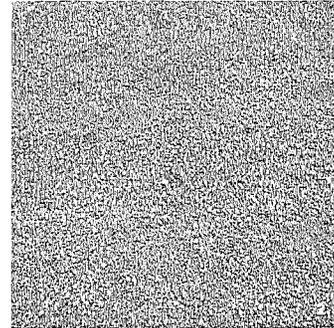
Scale: AS NOTED



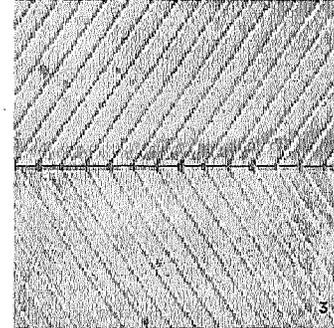
1 TOPCAST 5 CONCRETE
SIDEWALKS



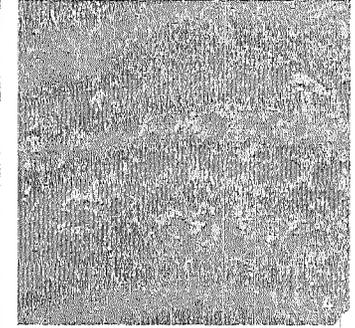
2 STABILIZED DECOMPOSED GRANITE
TREE WELLS



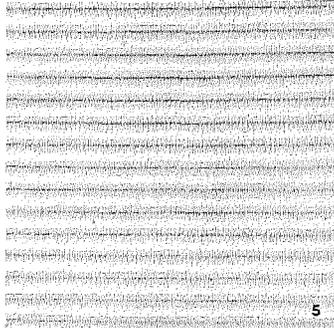
3 CONCRETE UNIT PAVER
SITE ENTRY FEATURE PAVING



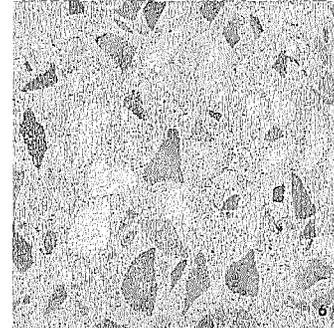
4 BASALT CLADDING OR PRECAST CONCRETE
SEAT WALL



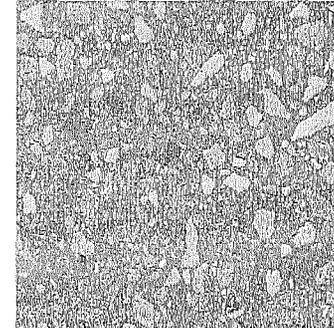
5 C.I.P. CONCRETE PAVING
W/ RAKED FINISH
SITE FEATURE PAVING



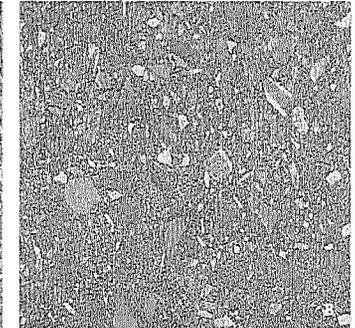
6 CONCRETE UNIT PAVER
SITE FEATURE PAVING



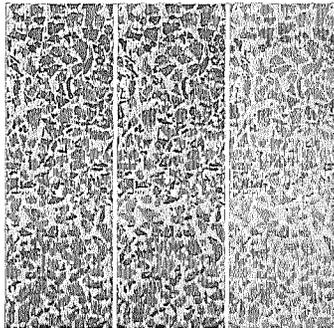
7 CONCRETE UNIT PAVER
SITE FEATURE PAVING



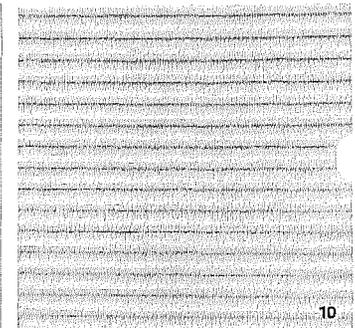
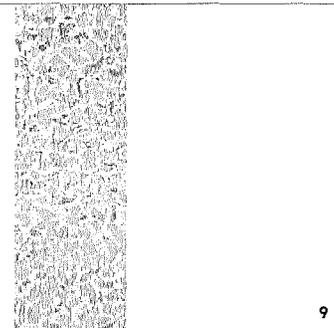
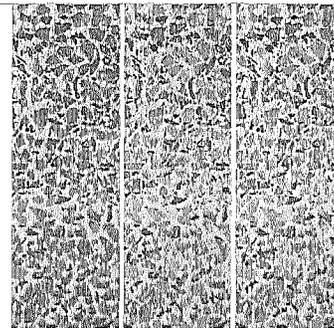
8 CONCRETE UNIT PAVER
SITE FEATURE PAVING



9 CONCRETE UNIT PAVER
SEEDED W/ COLORED GLASS
SITE FEATURE PAVING



10 PRECAST CONCRETE
W/ RAKED FINISH
SITE FEATURE PLANTER



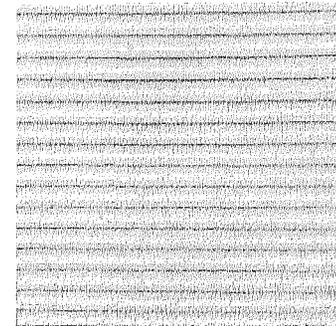
PROPOSED MATERIALS - GROUND FLOOR PUBLIC SPACES

Scale: NOT TO SCALE

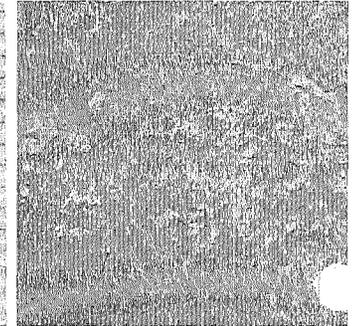
KILROY

 North

 **adamson** | **RCH STUDIOS**
ASSOCIATES ARCHITECTS
SF FLOWER MART 190610 70

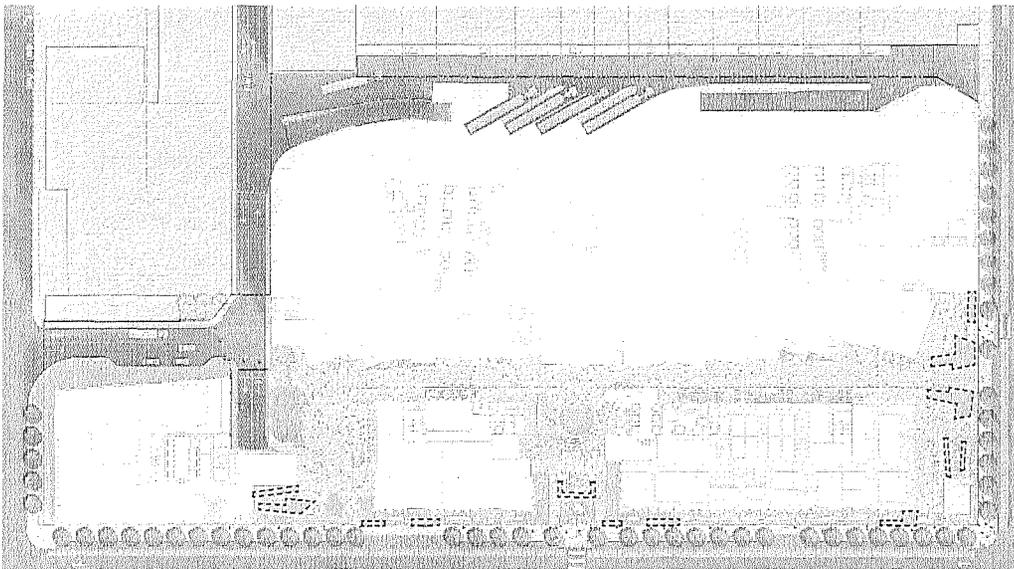


PRECAST CONCRETE PLANTER



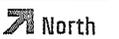
BASALT SEATWALL

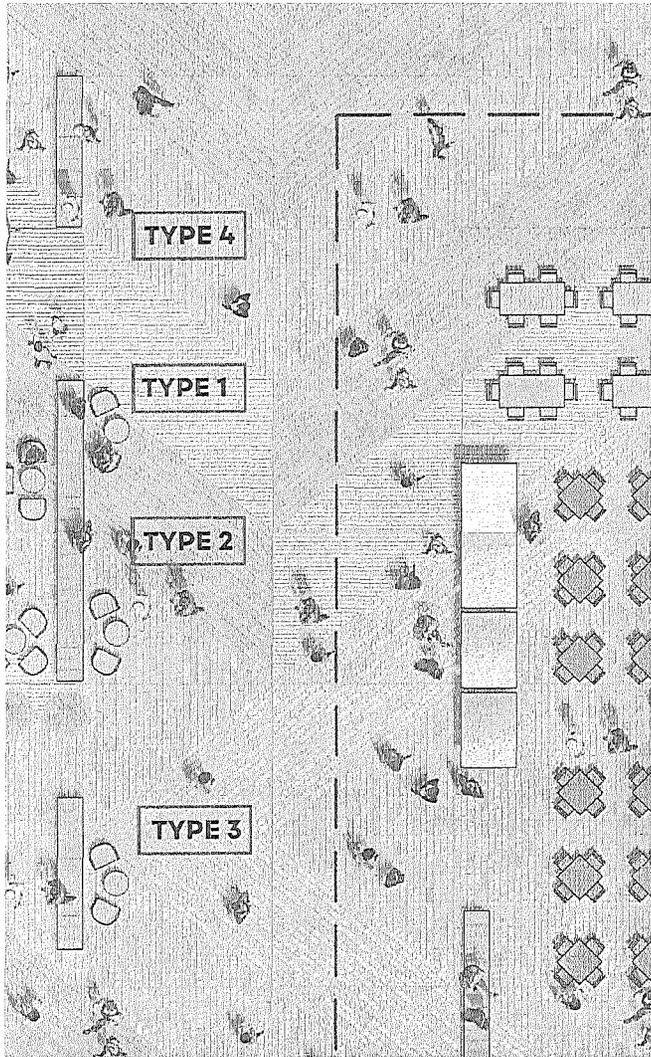
AREA OF PROPOSED PREFABRICATED CONCRETE PLANTERS & SEAT WALLS



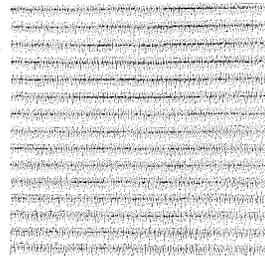
PROPOSED MATERIALS - GROUND FLOOR SEATWALLS AND PLANTERS

Scale: NOT TO SCALE

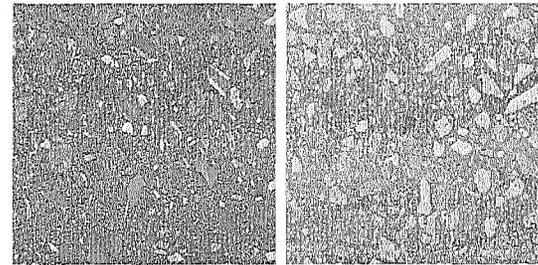




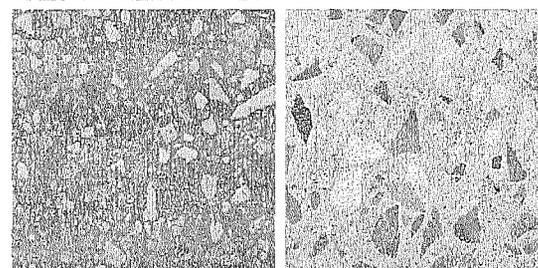
PAVING TYPE 1
 Cast in Place Concrete
 Natural Grey
 Raked Finish



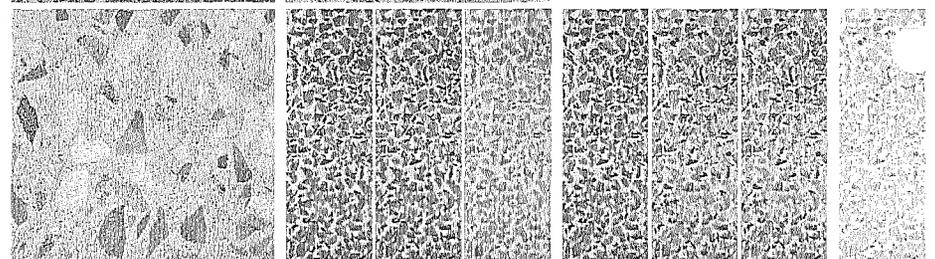
PAVING TYPE 2
 Precast Concrete Unit Pavers
 6"x24"
 Dark and Mid Grey



PAVING TYPE 3
 Precast Concrete Unit Pavers
 6"x24"
 Mid and Light Grey



PAVING TYPE 4
 Precast Concrete Unit Pavers
 6"x18"
 Light Grey
 with Seeded Colored Glass
 Accent Pavers in Floral Pattern

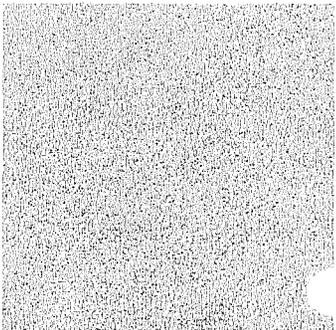


PROPOSED MATERIALS - ON-SITE PLAZAS & MARKET ALLEY FEATURE PAVING

Scale: NOT TO SCALE

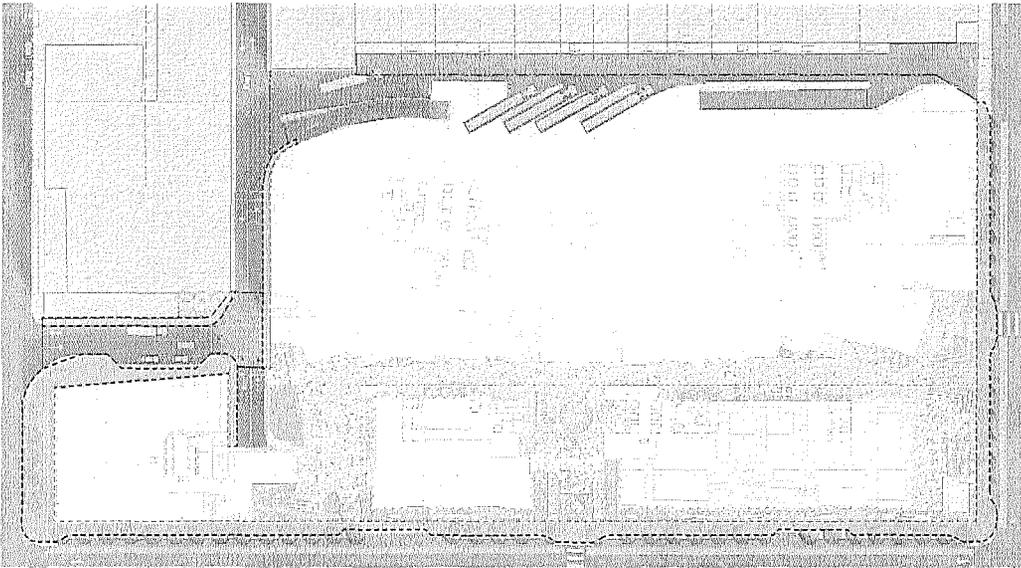
KILROY





C.I.P. CONCRETE W/ TOPCAST 5 FINISH

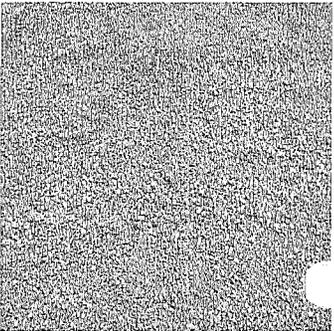
AREA OF PROPOSED TOPCAST 5 NATURAL GREY CONCRETE



PROPOSED MATERIALS - GROUND FLOOR RIGHT OF WAY

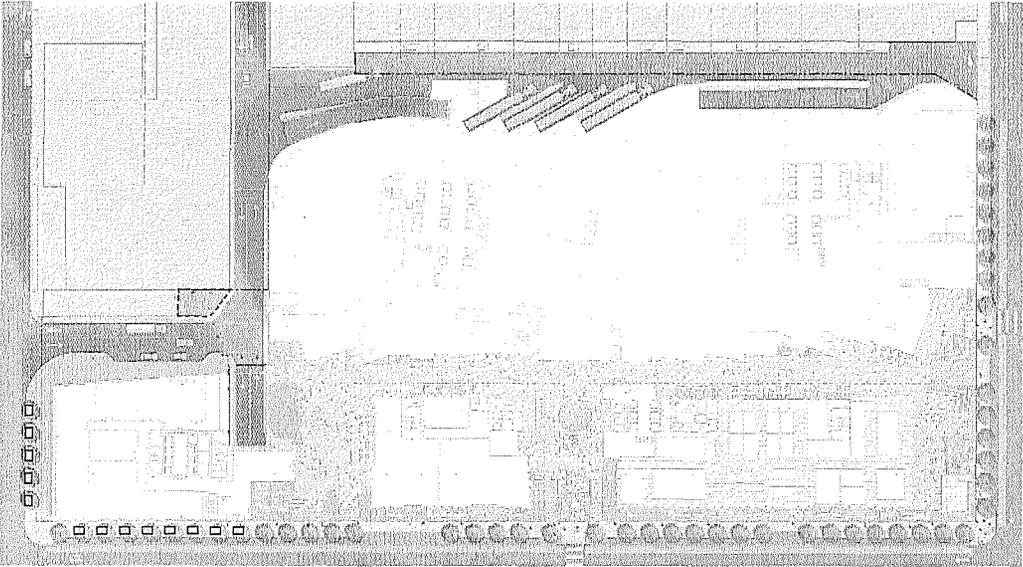
Scale: NOT TO SCALE





STABILIZED DECOMPOSED GRANITE

AREA OF PROPOSED STABILIZED DECOMPOSED GRANITE

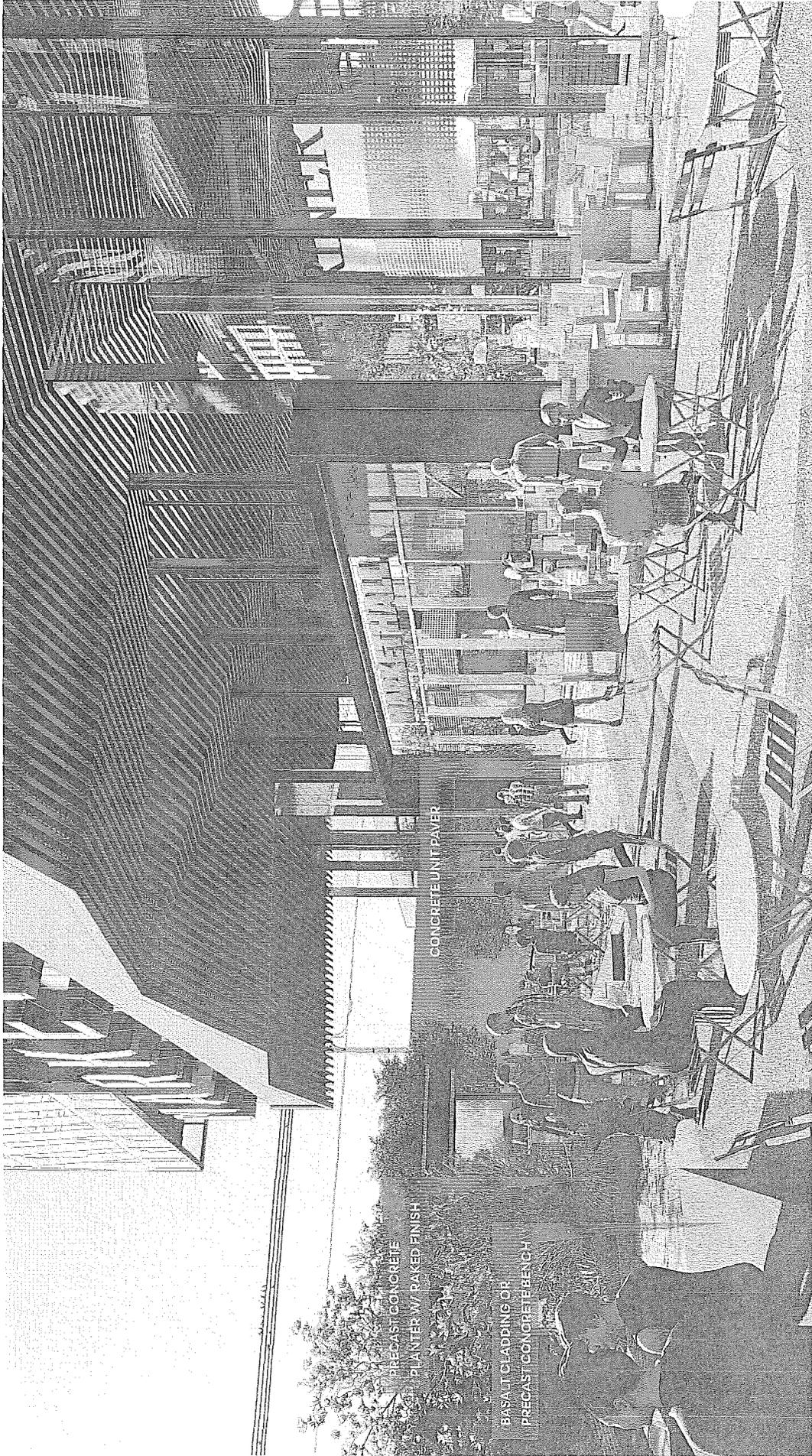


PROPOSED MATERIALS - GROUND FLOOR TREE WELLS AND DOG PARK

Scale: NOT TO SCALE

KILROY

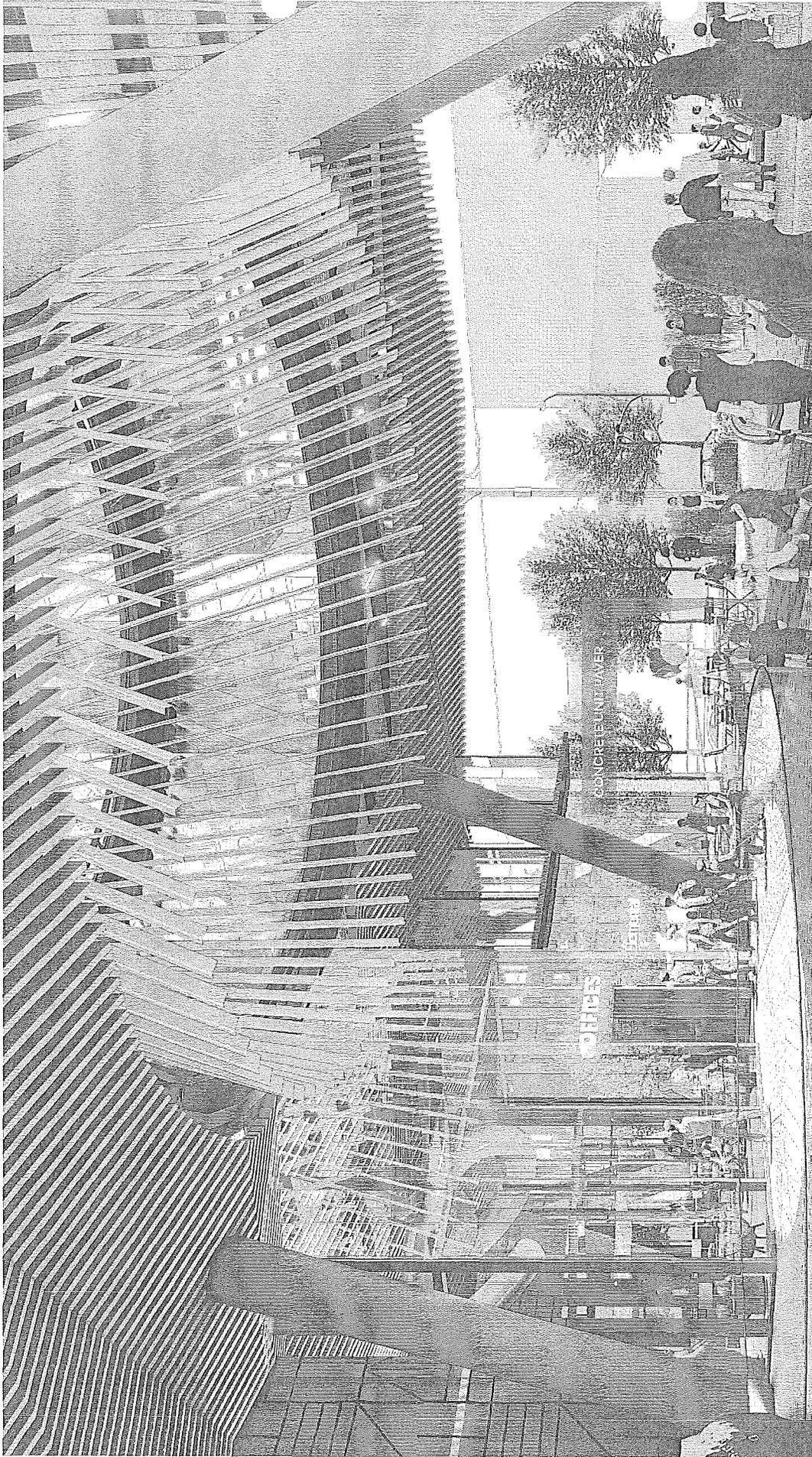




PROPOSED MATERIALS - 5TH STREET PLAZA

Scale: NOT TO SCALE

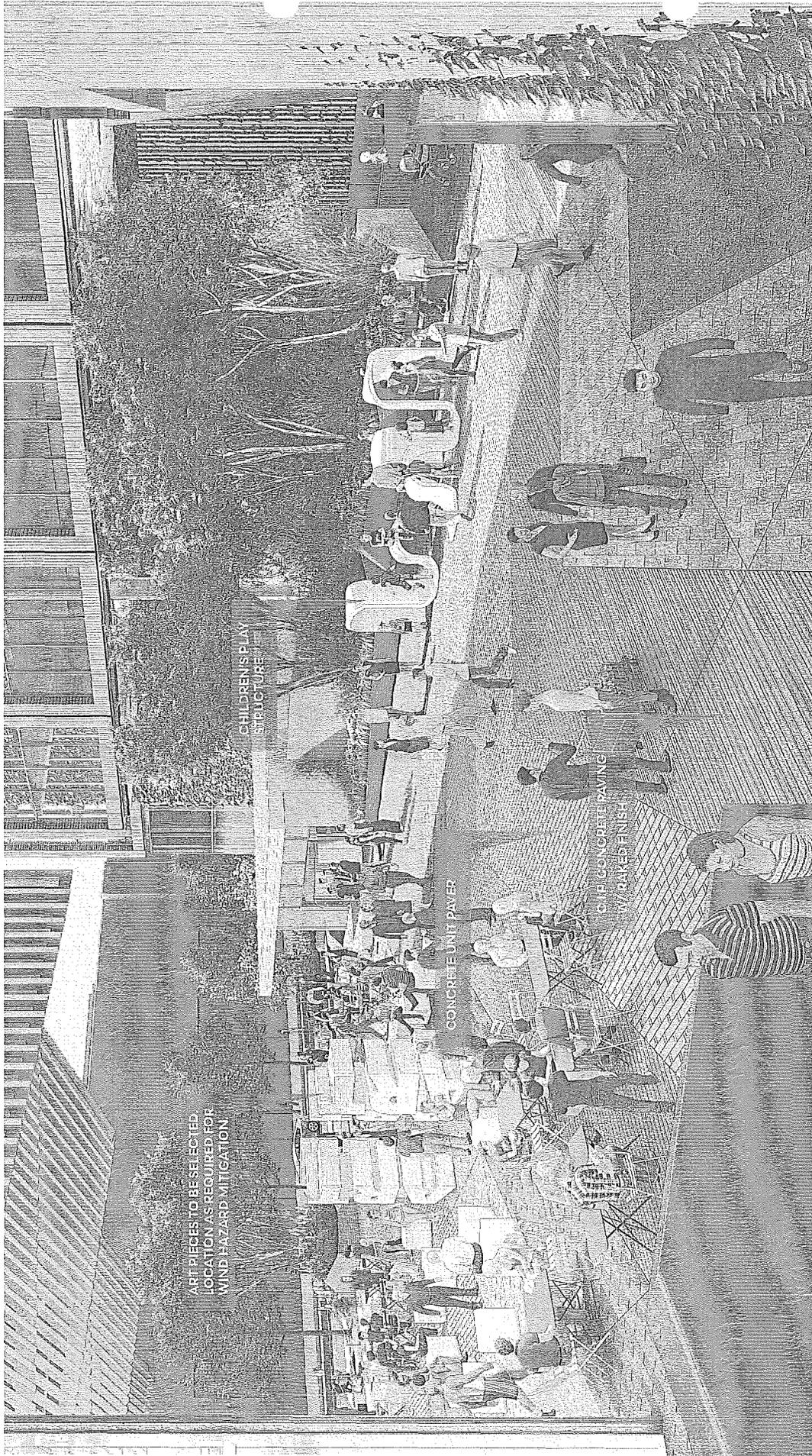




PROPOSED MATERIALS - OCULUS BREEZE WAY

Scale: NOT TO SCALE

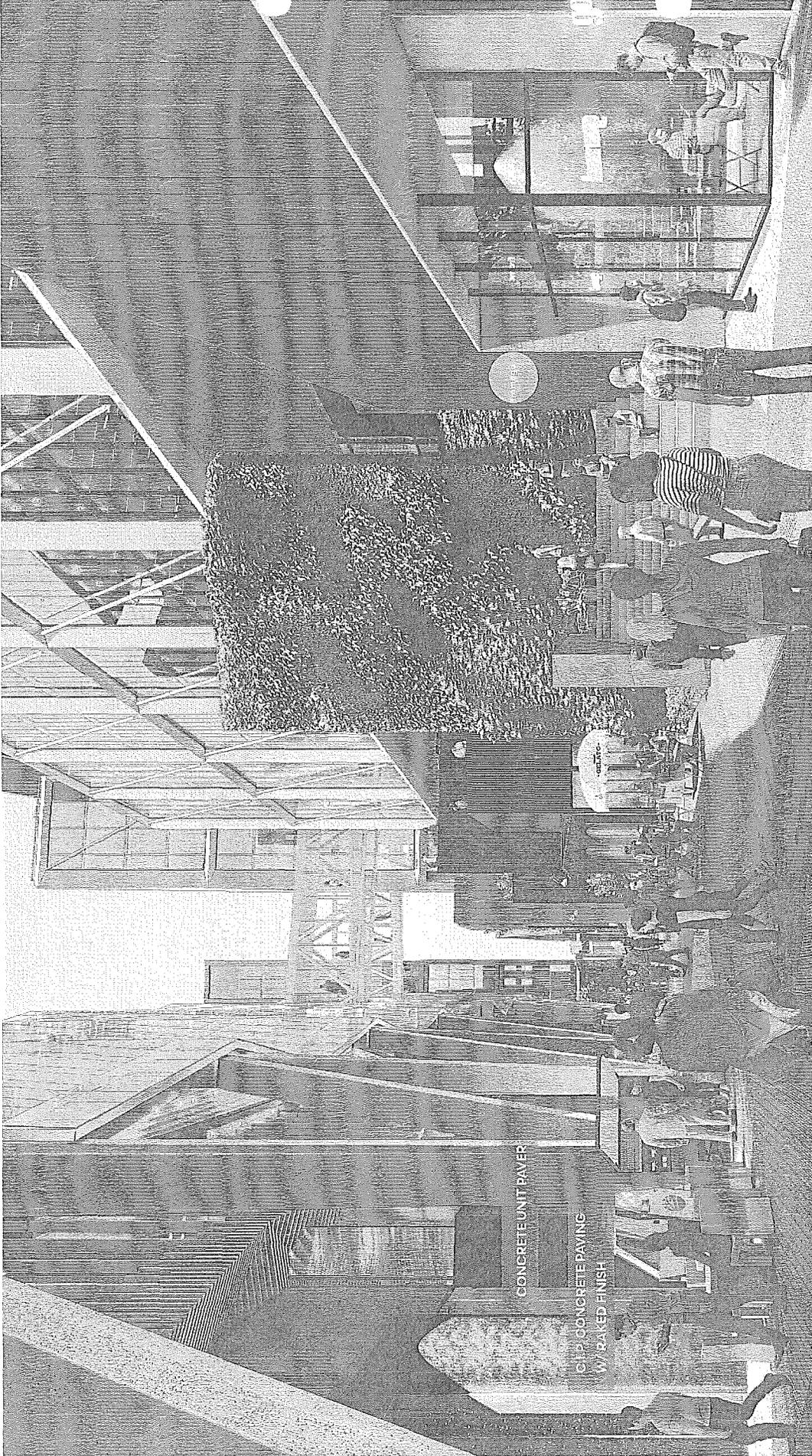
KILROY



PROPOSED MATERIALS - BRANNAN PLAZA

Scale: NOT TO SCALE

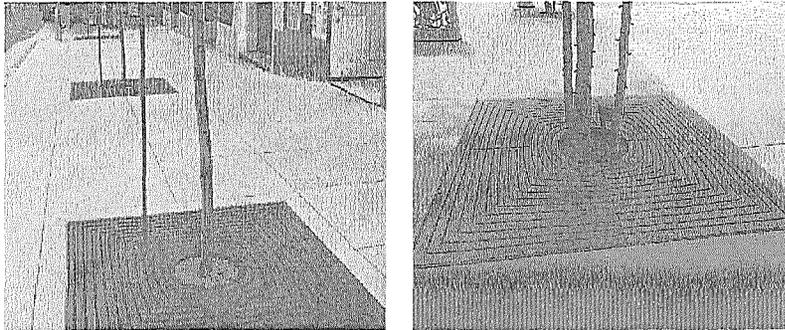




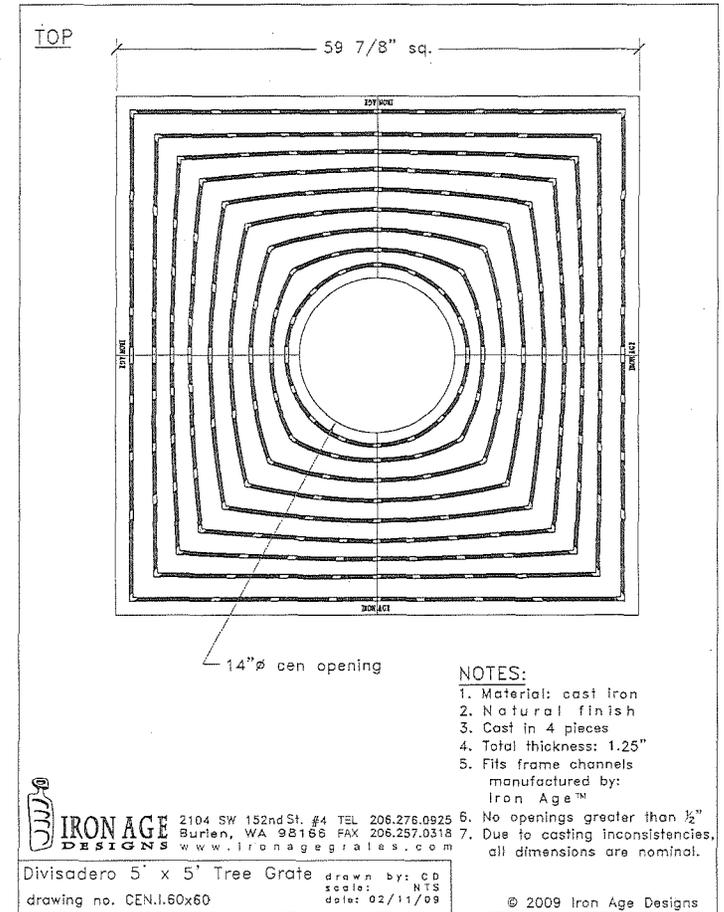
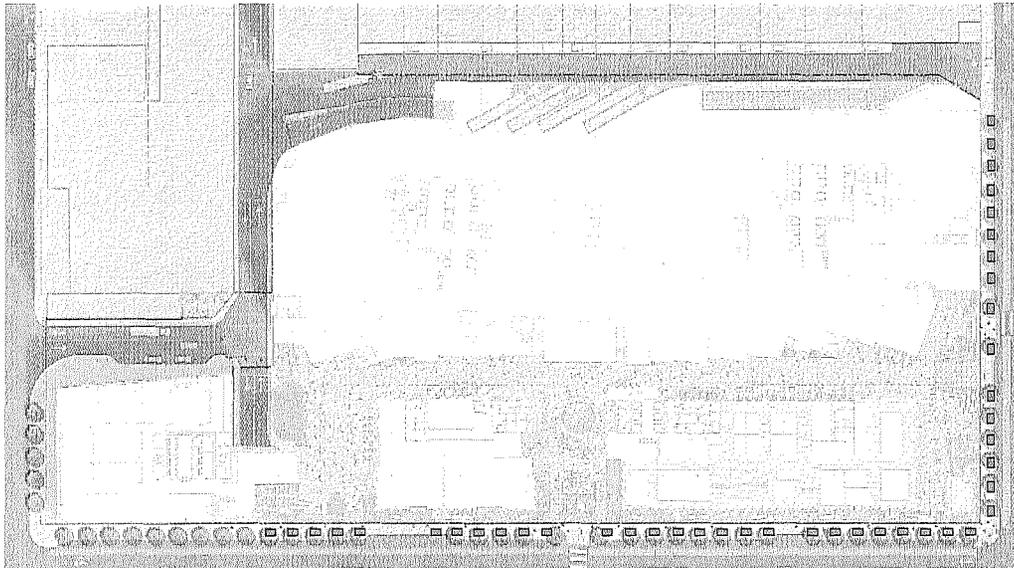
PROPOSED MATERIALS - MARKET ALLEY

Scale: NOT TO SCALE

KILLROY



AREA OF PROPOSED TREE GRATES

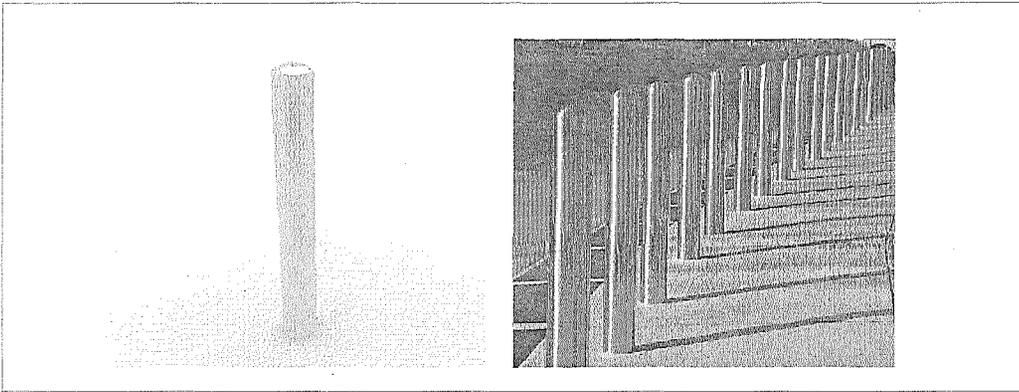


PROPOSED SITE FURNITURE - TREE GRATES

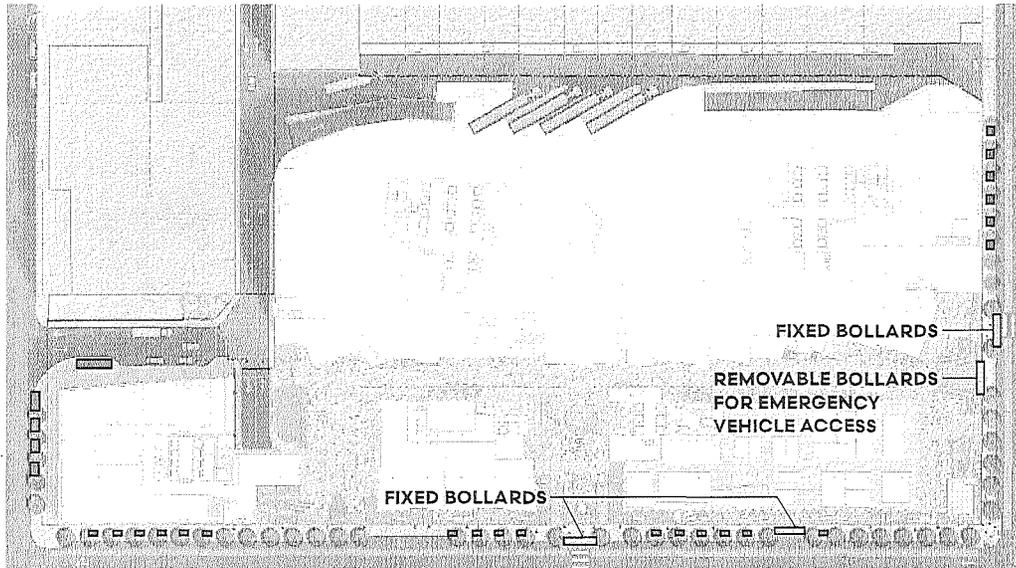
Scale: AS NOTED



FIXED AND REMOVABLE BOLLARDS



AREAS OF PROPOSED CLASS II BIKE RACKS & BOLLARDS

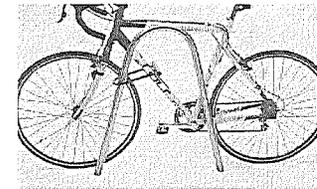


CLASS II BIKE RACKS (86 TOTAL)

Project sponsor is working with SOMA Pilipinas to develop or select a design for a community-oriented bike rack on Brannan Street. Specifications shown on this page reflect an alternate for areas where SOMA Pilipinas bike racks are not installed.

an outdoor forms

BOLA®
Product Data Sheet



An artful solution for bicycle storage and security that meets Association of Pedestrian and Bicycle and Professionals (APBF) recommendations. BOLA's understated design doesn't conflict with other site elements. An artful solution for bicycle storage and security that meets Association of Pedestrian and Bicycle and Professionals (APBF) recommendations. BOLA's understated design doesn't conflict with other site elements.

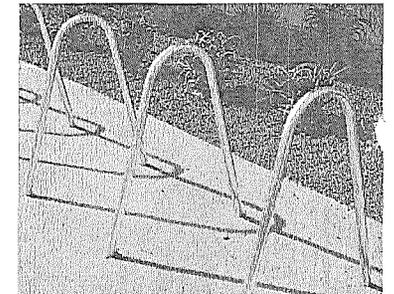
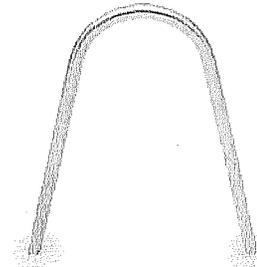
Bike Rack

- Capacity: 2 bikes
- Bike racks made of 1.5" o.d., 120" wall stainless steel tubing, with a #4 satin electropolish finish on bare stainless steel.
- BOLA is also available in powdercoated steel.
- BOLA must be embedded.
- BOLA can secure two bicycles parked parallel to the rack.
- The bicycles can be headed in opposite directions, or in the same direction. The rack provides two-point contact to prevent the bicycle from tipping over.
- A standard D-shaped bike lock can secure both a wheel and the frame.

| | STYLE | DEPTH | WIDTH | HEIGHT | PRODUCT WEIGHT |
|---|-------|-------|--------|--------|----------------|
|  | Web | 1.5' | 29.25" | 52" | 19 lb |

Finishes

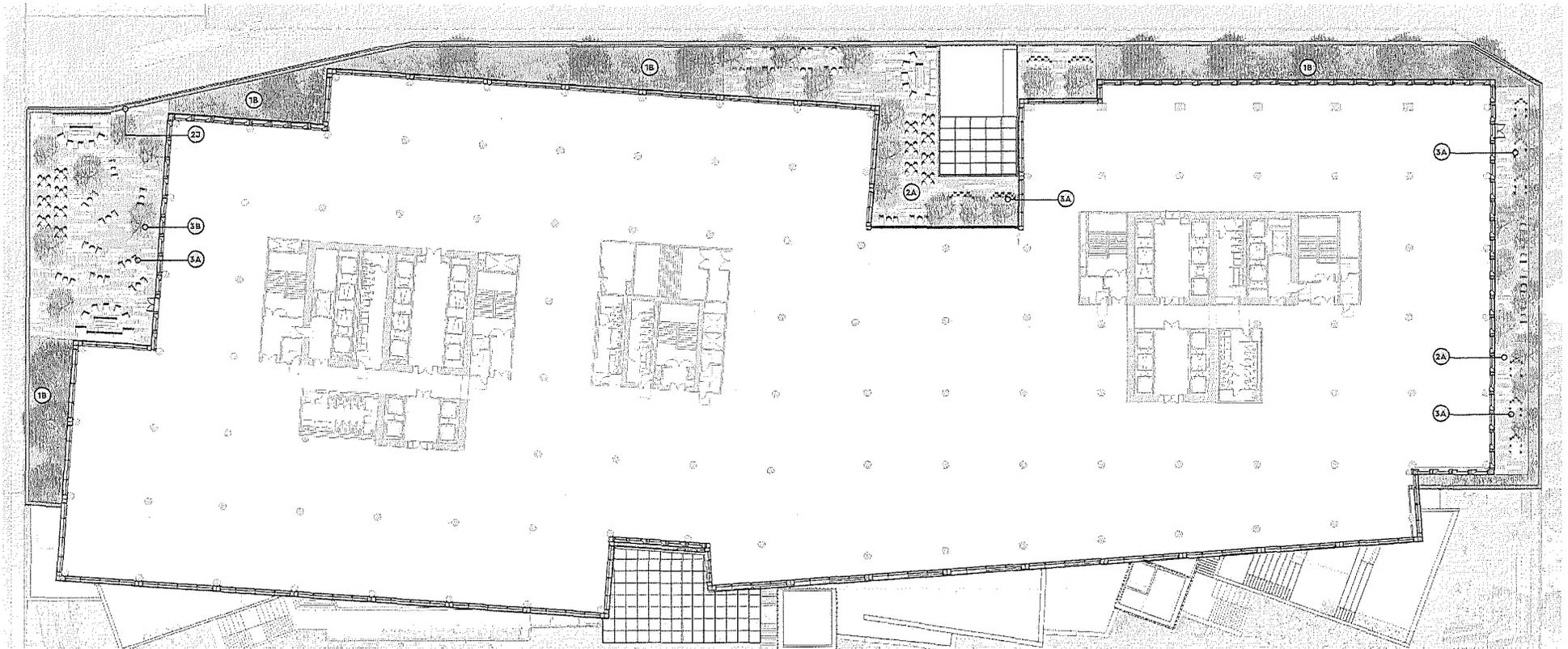
- All metal parts are finished with Landscape Forms' proprietary Purgard II® polyester powdercoat, a hard yet flexible finish that resists rusting, chipping, peeling and fading.



PROPOSED SITE FURNITURE - CLASS II BIKE RACKS AND BOLLARDS

Scale: AS NOTED

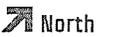




LANDSCAPE AREA
7,718 SF

TOTAL TERRACE AREA
19,923 SF

BLOCKS BUILDING 5F ROOF DECK



PLANTING

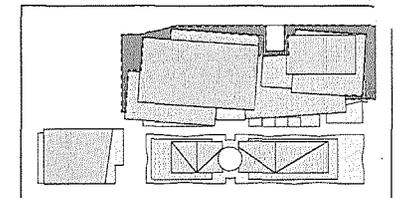
- 1A - TREES
- 1B - GROUNDCOVER, PERENNIALS, & SEDUMS

HARDSCAPE

- 2A - PRECAST CONCRETE PAVERS ON PEDESTAL
- 2B - GLASS WIND BREAK

FURNISHINGS:

- 3A - MOVABLE FURNITURE (TENANT PROVIDED)
- 3B - PREFABRICATED BENCHES/ PLANTERS

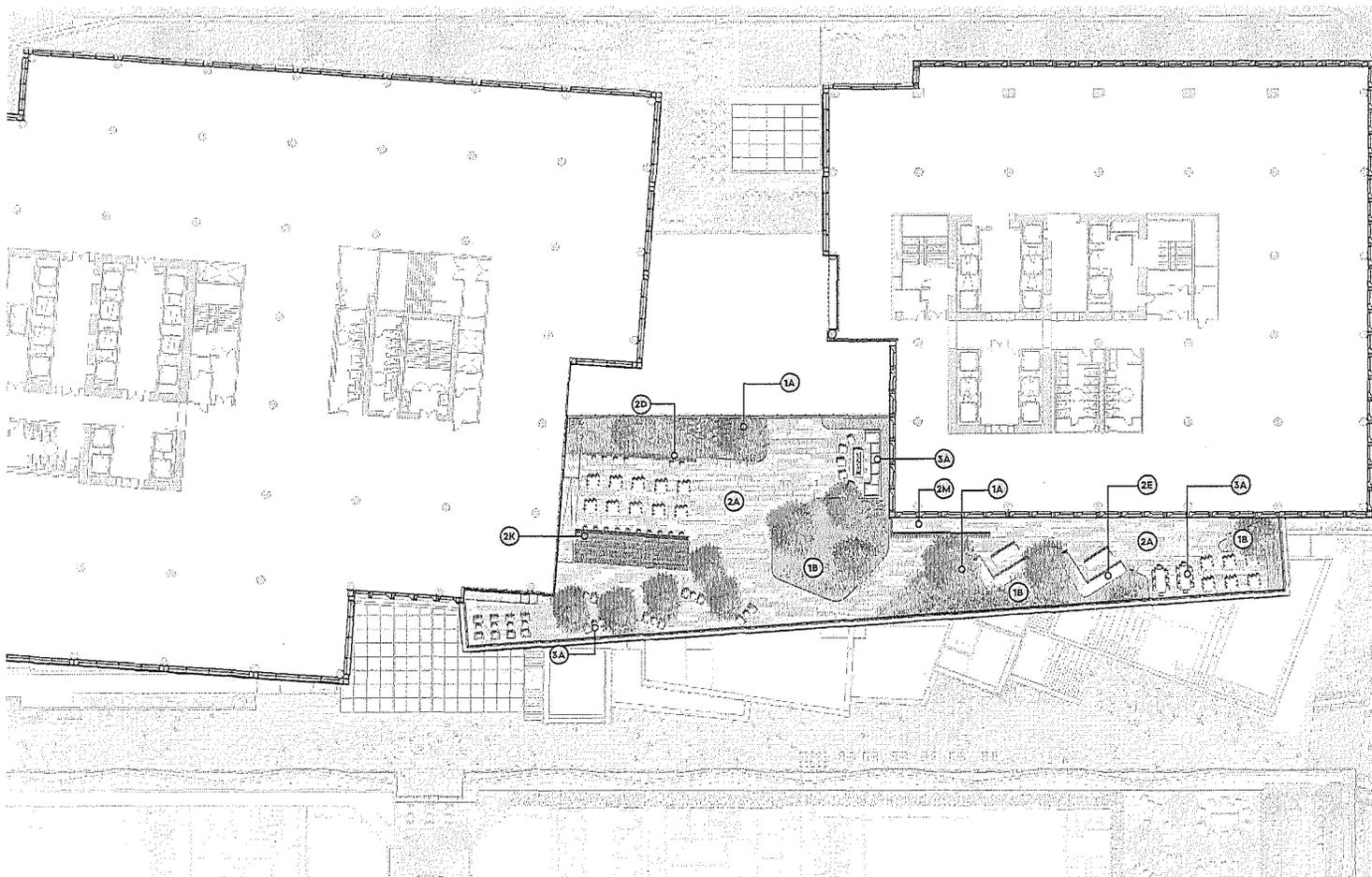


KEY PLAN

BLOCKS BUILDING 5F ROOF DECK

Scale: 1" = 40'-0"





BLOCKS BUILDING 10F ROOF DECK

PLANTING

- 1A - TREES
- 1B - GROUNDCOVER, PERENNIALS, & SEDUMS

HARDSCAPE

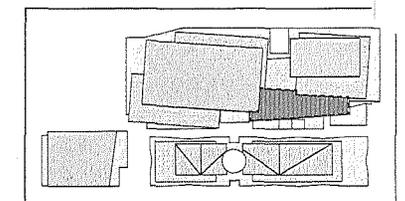
- 2A - PRECAST CONCRETE PAVERS ON PEDESTAL
- 2B - BUILT-IN SEATING
- 2C - OUTDOOR STANDING WORK BAR
- 2E - OUTDOOR LOUNGE SEATING
- 2K - COMMUNAL DESK & LOUNGE DECK
- 2M - SLOPED WALKWAY

FURNISHINGS:

- 5A - MOVABLE FURNITURE (TENANT PROVIDED)

LANDSCAPE AREA
5,599 SF

TOTAL ROOF AREA
13,669 SF

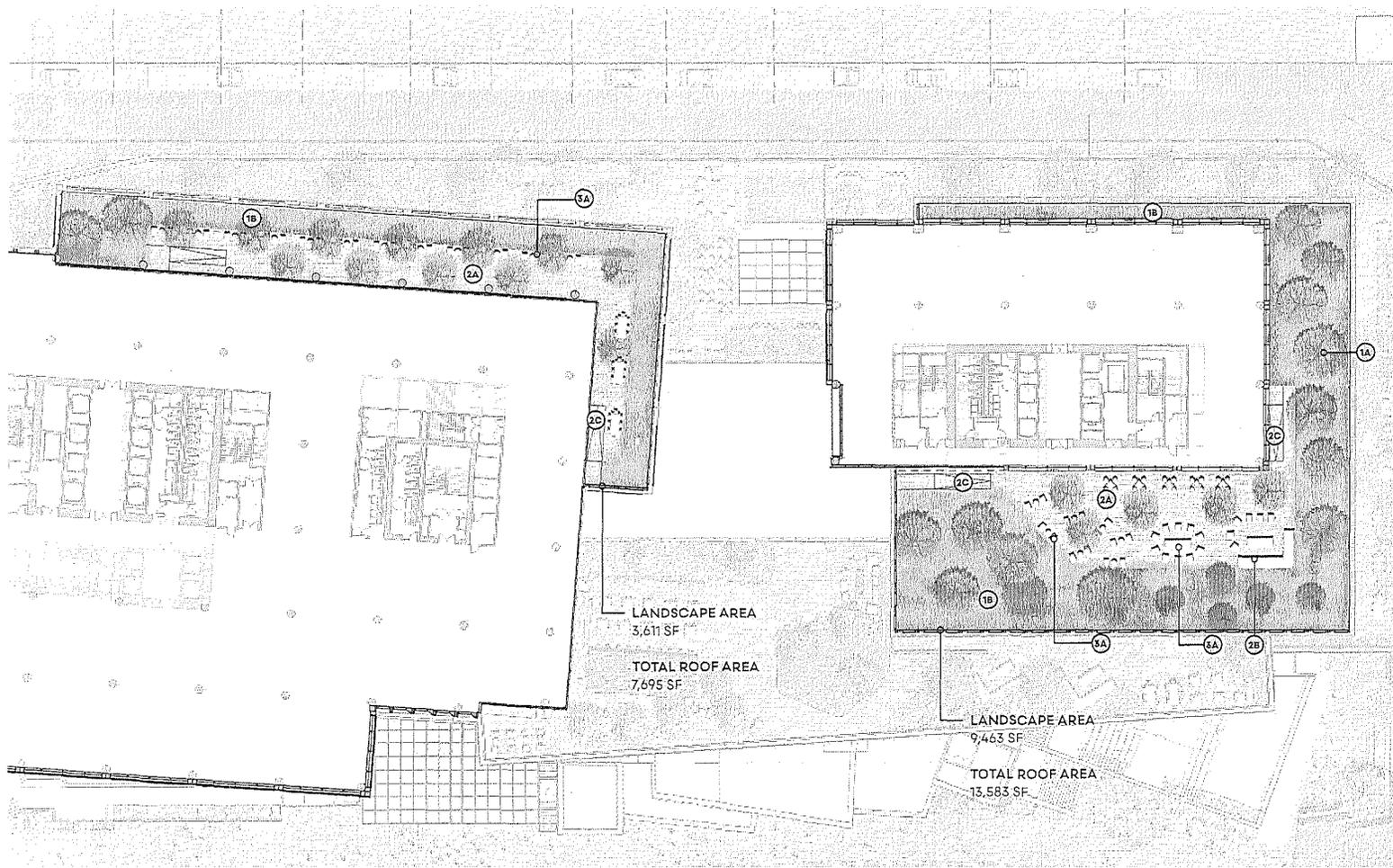


KEY PLAN

BLOCKS BUILDING 10F ROOF DECK

Scale: 1" = 40'-0"





BLOCKS BUILDING 12F ROOF DECK

PLANTING

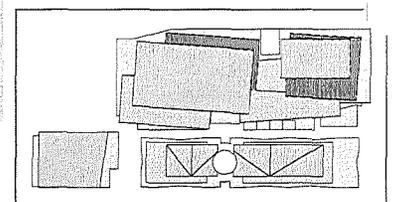
- 1A - TREES
- 1B - GROUNDCOVER, & PERENNIALS

HARDSCAPE

- 2A - PRECAST CONCRETE PAVERS ON PEDESTAL
- 2B - OUTDOOR LOUNGE SEATING
- 2C - CIP CONC. ADA 4.9% SLOPED WALKWAY

FURNISHINGS:

- 3A - MOVABLE FURNITURE BY TENANTS

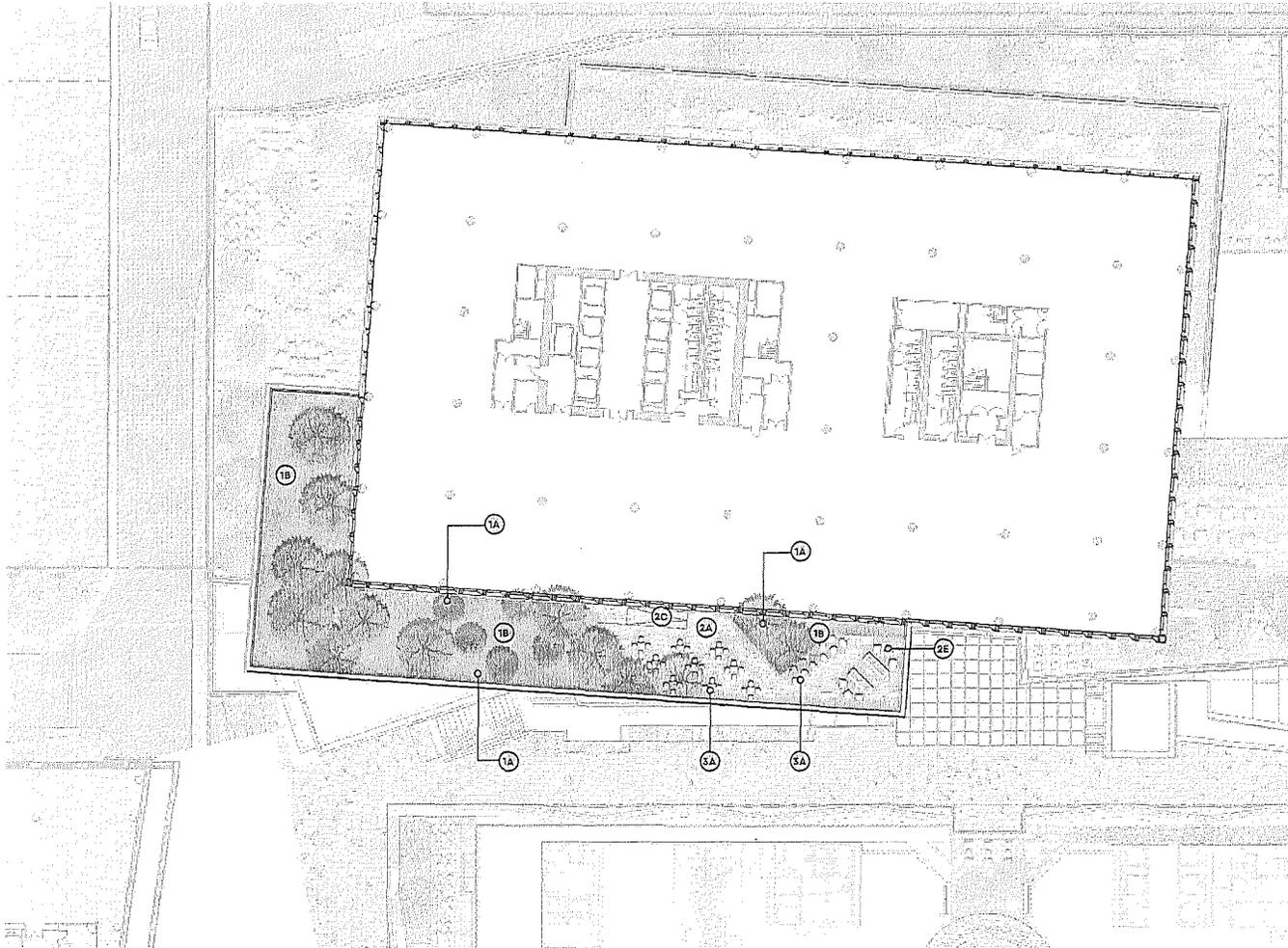


KEY PLAN

BLOCKS BUILDING 12F ROOF DECK

Scale: 1" = 40'-0"





BLOCKS BUILDING 14F ROOF DECK

PLANTING

- 1A - TREES
- 1B - GROUNDCOVER, & PERENNIALS

HARDSCAPE

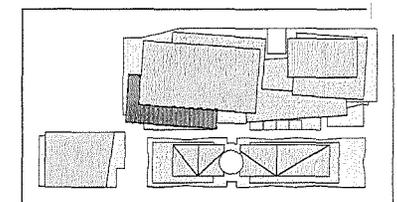
- 2A - PRECAST CONCRETE PAVERS ON PEDESTAL
- 2C - BLEACHER SEATING
- 2E - OUTDOOR LOUNGE SEATING

FURNISHINGS:

- 5A - MOVABLE FURNITURES BY TENANTS

LANDSCAPE AREA
6,188 SF

TOTAL ROOF AREA
8,570 SF

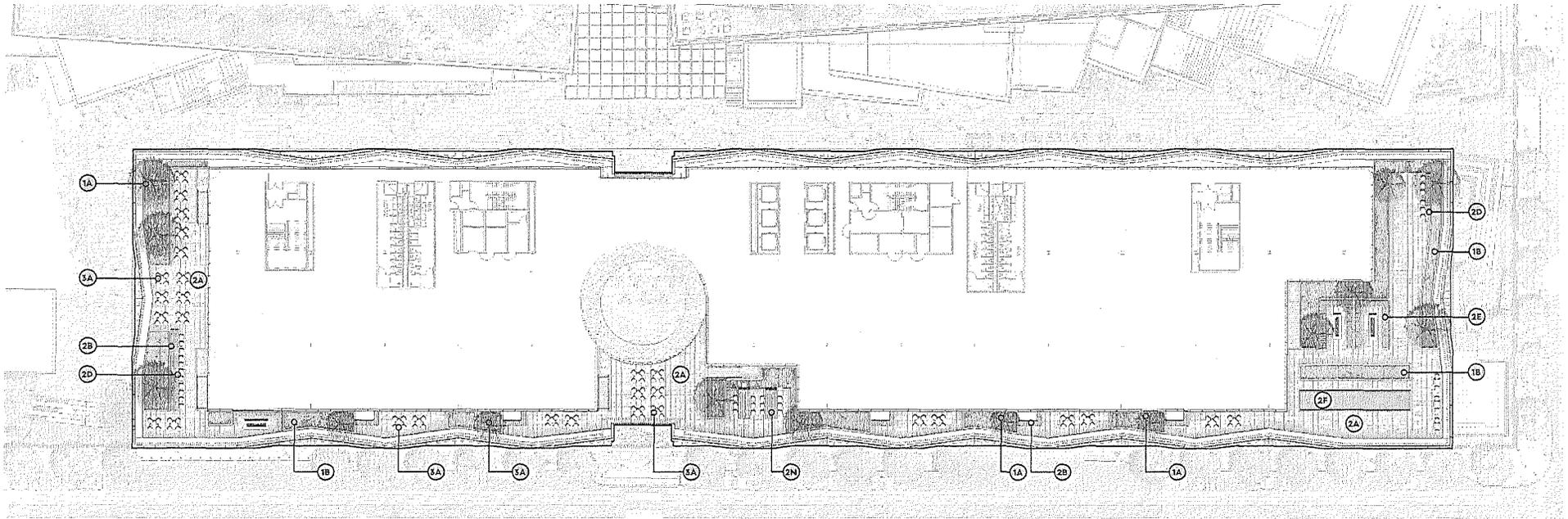


KEY PLAN

BLOCKS BUILDING 14F ROOF DECK

Scale: 1" = 40'-0"





LANDSCAPE AREA
3,278 SF

TOTAL ROOF AREA
13,268 SF

MARKET HALL 9F ROOF DECK

PLANTING

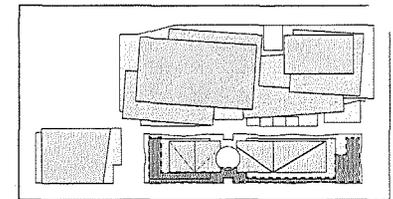
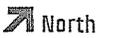
- 1A - TREES
- 1B - GROUND COVER, & PERENNIALS

HARDSCAPE

- 2A - PRECAST CONCRETE PAVERS ON PEDESTAL
- 2B - BUILT-IN SEATING
- 2D - OUTDOOR STANDING WORK BAR
- 2E - OUTDOOR LOUNGE SEATING
- 2F - BOCCO COURT
- 2N - BUILT-IN TABLE

FURNISHINGS:

- 5A - MOVABLE FURNITURE (TENANT PROVIDED)

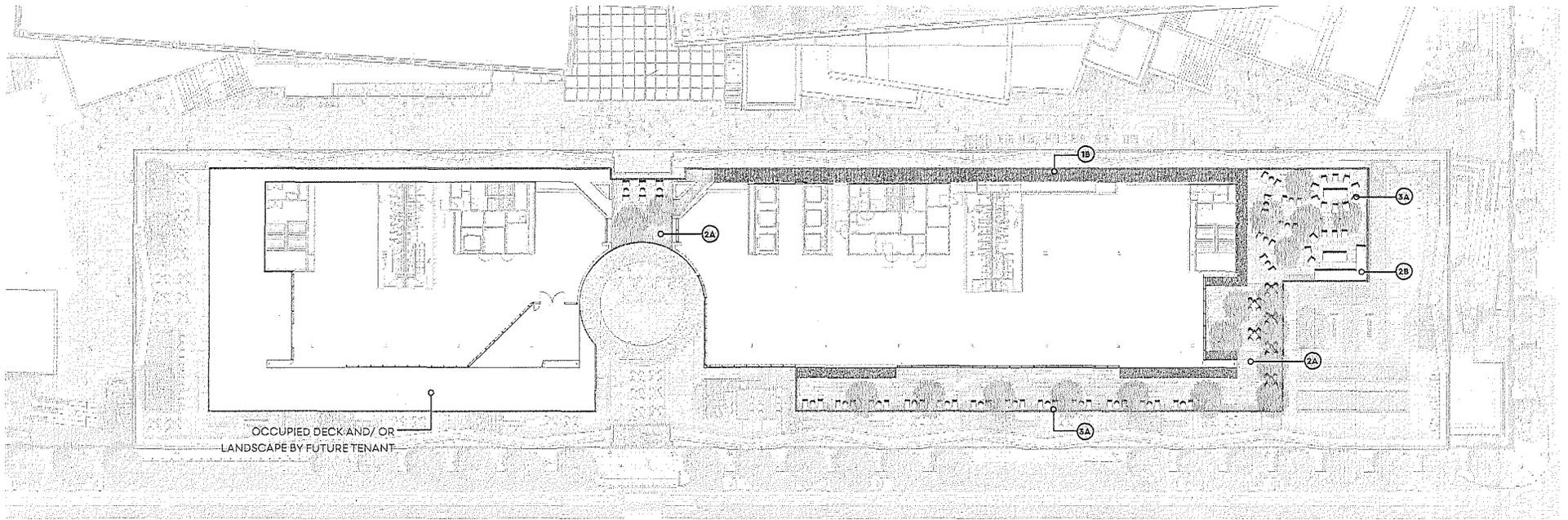


KEY PLAN

MARKET HALL 8F ROOF DECK

Scale: 1" = 40'-0"





LANDSCAPE AREA
1,058 SF

TOTAL ROOF AREA
10,019 SF

MARKET HALL 9F ROOF DECK

PLANTING

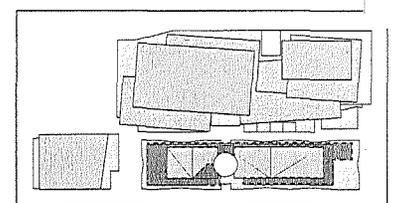
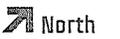
- 1A - TREES
- 1B - GROUND COVER, & PERENNIALS

HARDSCAPE

- 2A - PRECAST CONCRETE PAVERS ON PEDESTAL
- 2B - BUILT-IN SEATING

FURNISHINGS:

- 3A - MOVABLE FURNITURE (TENANT PROVIDED)



KEY PLAN

MARKET HALL 9F ROOF DECK

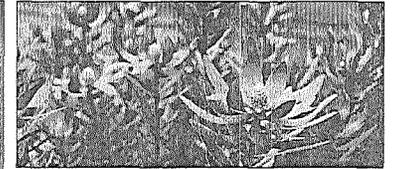
Scale: 1" = 40'-0"



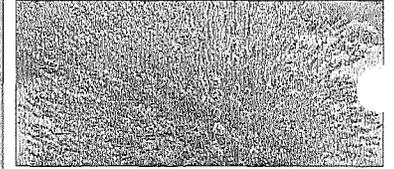
Planting in the ground level plaza raised planters will be curated as floristic bouquet arrangements, taking reference from unexpected combinations of flowering plants and foliage that are commonly found at the current Flower Market. Special attention to flower and foliage pairings, seasonality and opportunities for habitat will be taken so that the planting provides year-round interest, color and texture.



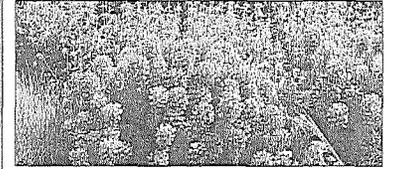
KEY SPECIES



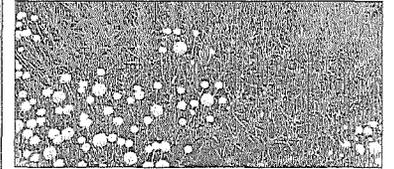
LEUCADENDRON 'EBONY', EBONY CONE BUSH



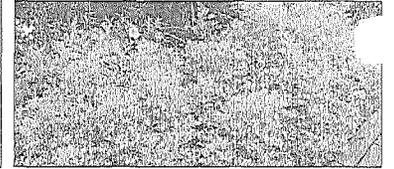
LAVANDULA DENTATA, FRENCH LAVENDER



EUPHORBIA SSP WULFENII, EVERGREEN SPURGE



SANTOLINA ROSMARINIFOLIA, GREEN SANTOLINA

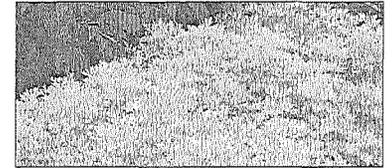


ARTEMISIA 'POWIS CASTLE', WORMWOOD

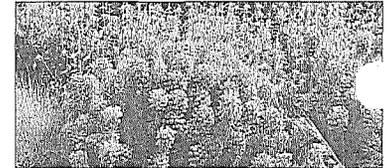
PLANT PALETTE FOR 5TH PLAZA PLANTERS



KEY SPECIES

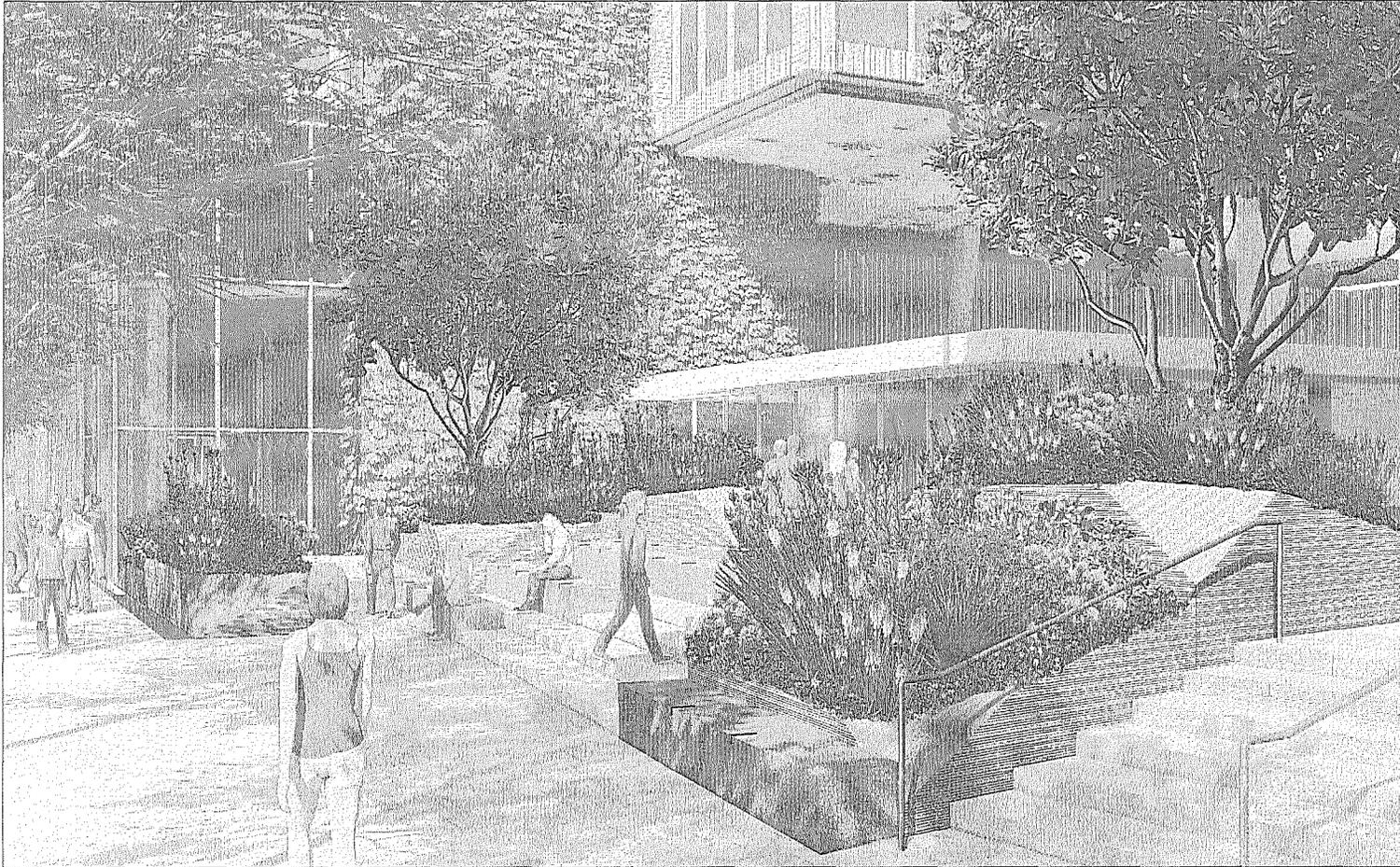


ARTEMISIA X 'POWIS CASTLE'



EUPHORBIA SSP WULFENII, EVERGREEN I SPURGE

PLANT PALETTE FOR STREET EDGE PLANTERS



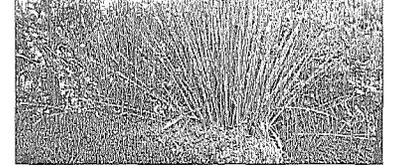
KEY SPECIES



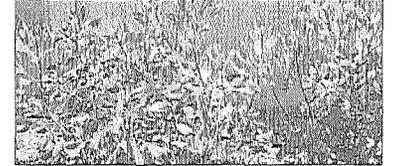
LEUCADENDRON SALIGNUM, WILLOW CONE BUSH



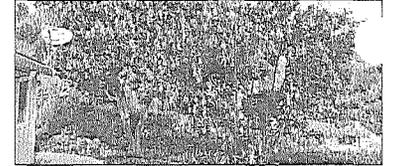
CROCOSMIA, COPPERTIPS



STRELITZIA JUNCEA, BIRD OF PARADISE



PROTEA SP.



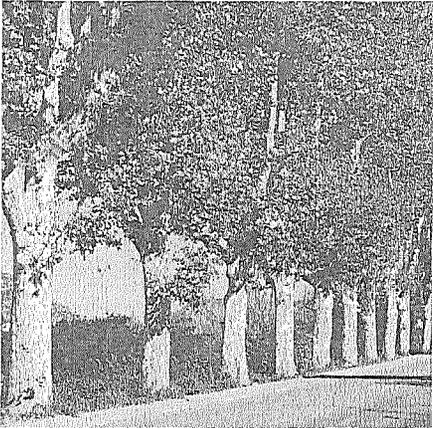
ARBUTUS 'MARINA', STRAWBERRY TREE

PLANT PALETTE FOR BRANNAN PLAZA PLANTERS

STREET TREES



MAGNOLIA GRANDIFLORA 'ST. MARY' - MAGNOLIA
-STREET TREE
-EVERGREEN; MOD WATER



PLATANUS X ACERIFOLIA 'BLOOD GOOD' - LONDON PLANE
-STREET TREE
-DECIDUOUS; MOD WATER

PLAZA WINDBREAK TREES

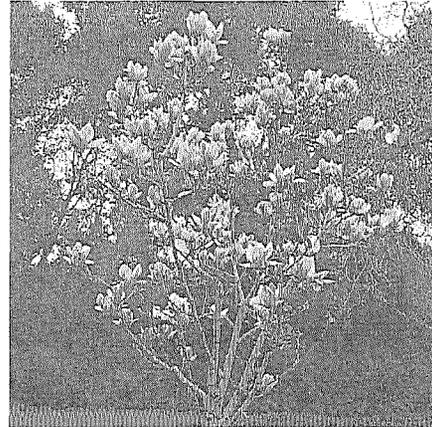


ARBUTUS UNEDO - STRAWBERRY TREE
-FRONT ROW COURTYARD TREE, WIND TOLERANT
-EVERGREEN; LOW WATER; SHADE TOLERANT

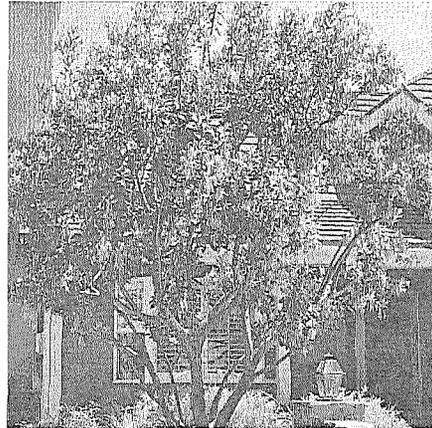


UMBELLULARIA CALIFORNICA - CALIFORNIA BAY
-BACK ROW COURTYARD TREE, BRANNAN PLAZA
-EVERGREEN; LOW WATER; SHADE TOLERANT

PLAZA SPECIMEN TREES



MAGNOLIA X SOULANGEANA - SAUCER MAGNOLIA
-PLAZA TREE; LATER WINTER FLOWERS
-DECIDUOUS; MOD WATER



ARBUTUS 'MARINA' - MARINA STRAWBERRY TREE
-PLAZA TREE
-EVERGREEN; LOW WATER

STREET TREES & GROUND FLOOR TREES

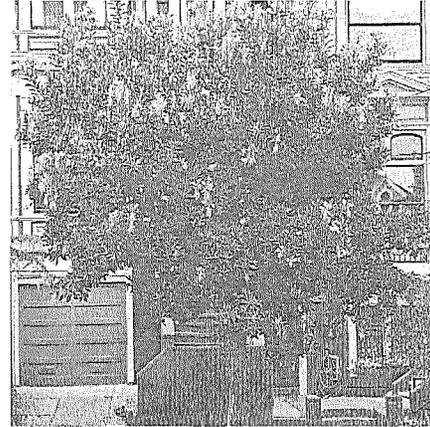
ROOF GARDEN TREES



ACER CIRCINATUM - VINE MAPLE
 -LOWER ROOF GARDEN TREE
 -DECIDUOUS; MED/ HIGH WATER



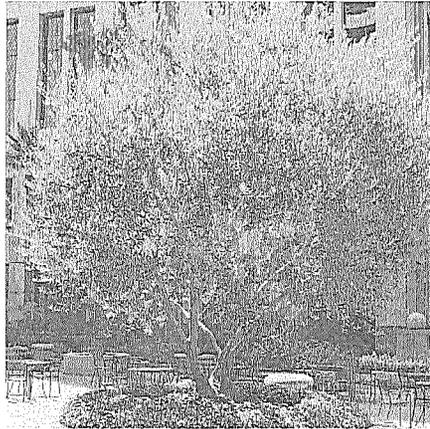
CERCIS OCCIDENTALIS - WESTERN REDBUD
 -FLOWERING TREE, ROOF DECKS
 -DECIDUOUS; MED WATER; PINK FLOWERS



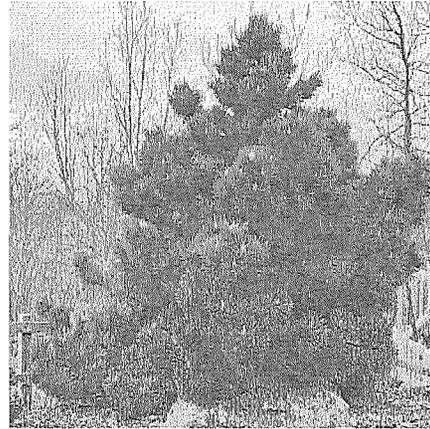
ARBUTUS MARINA - STRAWBERRY TREE
 -UPPER ROOF GARDENS, WIND TOLERANT
 -EVERGREEN; MED/ LOW WATER



ACER PALMATUM 'SANGO KAKU'
 -CORAL BARK JAPANESE MAPLE
 -LOWER ROOF GARDENS; BRIGHT FOLIAGE COLOR
 -DECIDUOUS; MED WATER



OLEA SWAN HILL - SWAN HILL OLIVE
 -UPPER ROOF GARDEN TREE
 -EVERGREEN; LOW WATER



PINUS THUNBERGII - JAPANESE BLACK PINE
 -UPPER GARDEN TERRACES, WIND TOLERANT
 -EVERGREEN; LOW WATER

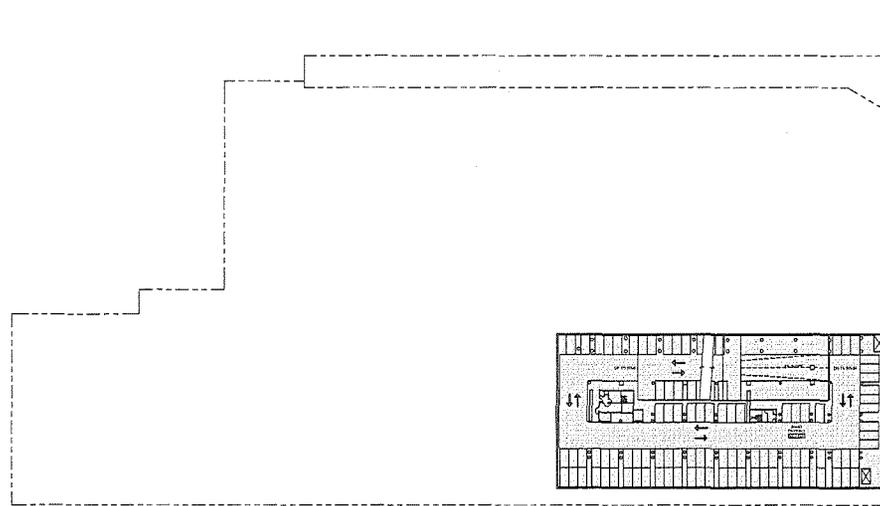
TREES ON ROOF DECKS AND IN SHARED SPACES

Area Diagrams



3RD TO 6TH BASEMENT FLOOR AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|----------------------|----------|----------|----------|----------|-------------------------|----------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BLOCKS BUILDING | 0 | 0 | 0 | 0 | 0 | 0 |
| MARKET HALL BUILDING | 0 | 0 | 0 | 0 | 0 | 0 |
| GATEWAY BUILDING | 0 | 0 | 0 | 0 | 0 | 0 |
| FLOOR TOTAL | 0 | 0 | 0 | 0 | 0 | 0 |



LEGEND

- Building Operations
- Retail
- Office
- Wholesale Flower Market

GROSS VS OCCUPIED AREA - B6 TO B3 BASEMENT

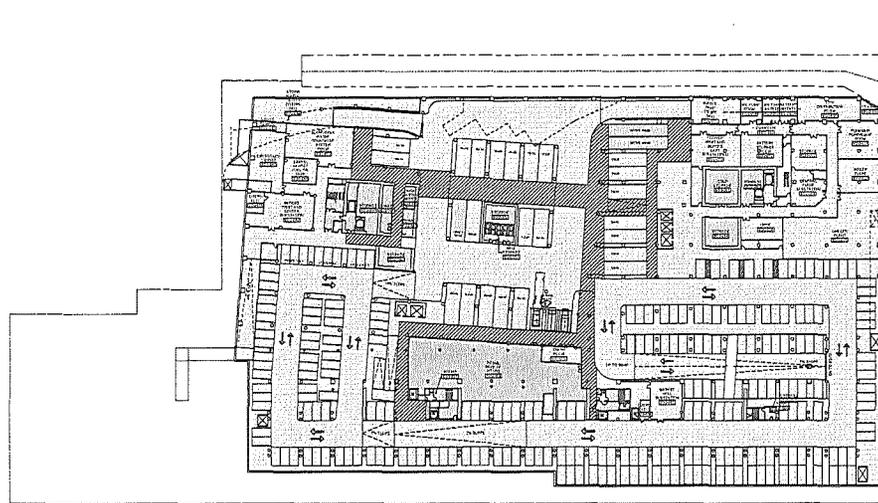
NTS



2ND BASEMENT FLOOR AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|--------------------|--------------|--------------|--------------|--------------|-------------------------|----------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BASEMENT LEVEL 2 | 4,033 | 4,033 | 8,020 | 8,020 | 0 | 0 |
| FLOOR TOTAL | 4,033 | 4,033 | 8,020 | 8,020 | 0 | 0 |

SECOND BASEMENT PLAN GFA/OFA



LEGEND

-  Building Operations
-  Retail
-  Office
-  Wholesale Flower Market

GROSS VS OCCUPIED AREA - B2 BASEMENT

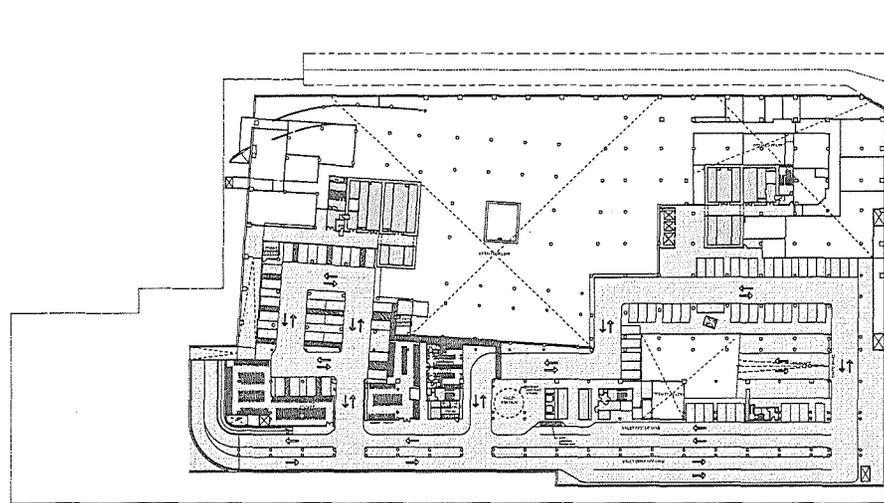
NTS



1ST BASEMENT FLOOR AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|--------------------|--------------|--------------|----------|----------|-------------------------|----------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BASEMENT LEVEL 1 | 2,609 | 2,609 | 0 | 0 | 0 | 0 |
| FLOOR TOTAL | 2,609 | 2,609 | 0 | 0 | 0 | 0 |

FIRST BASEMENT PLAN GFA/OFA



LEGEND

-  Building Operations
-  Retail
-  Office
-  Wholesale Flower Market

GROSS VS OCCUPIED AREA - B1 BASEMENT

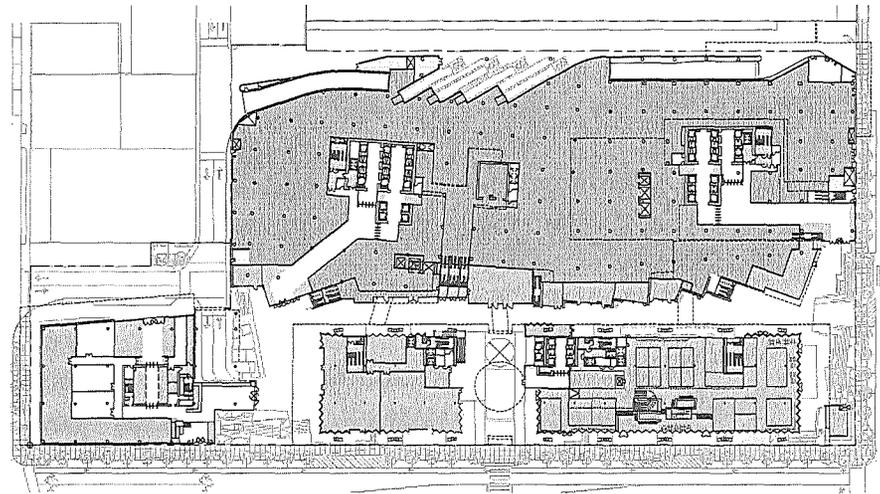
NTS



1ST FLOOR AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|----------------------|---------------|---------------|---------------|---------------|-------------------------|---------------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BLOCKS BUILDING | 11,310 | 10,324 | 8,043 | 7,827 | 97,953 | 96,786 |
| MARKET HALL BUILDING | 3,577 | 3,540 | 34,058 | 34,058 | 0 | 0 |
| GATEWAY BUILDING | 4,332 | 4,264 | 6,574 | 6,574 | 0 | 0 |
| FLOOR TOTAL | 19,219 | 18,128 | 48,675 | 48,459 | 97,953 | 96,786 |

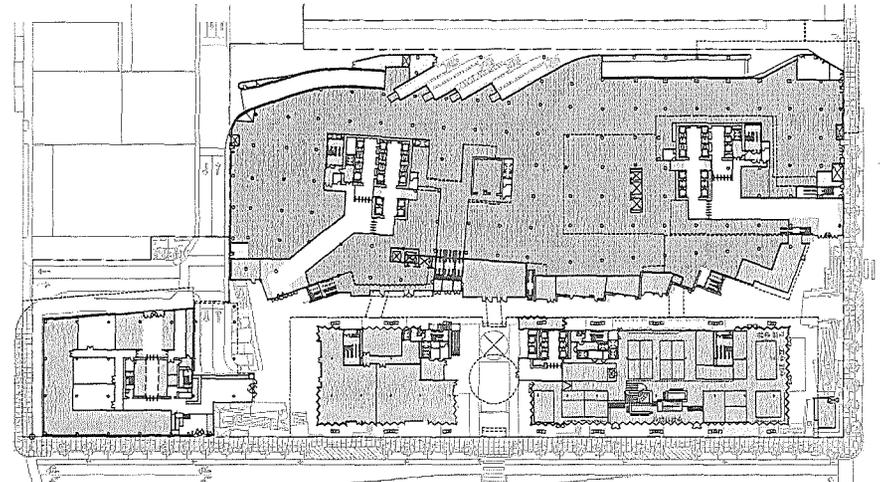
FIRST FLOOR PLAN GFA



LEGEND

-  Building Operations *Included in office GFA
-  Retail
-  Office
-  Wholesale Flower Market

FIRST FLOOR PLAN OFA



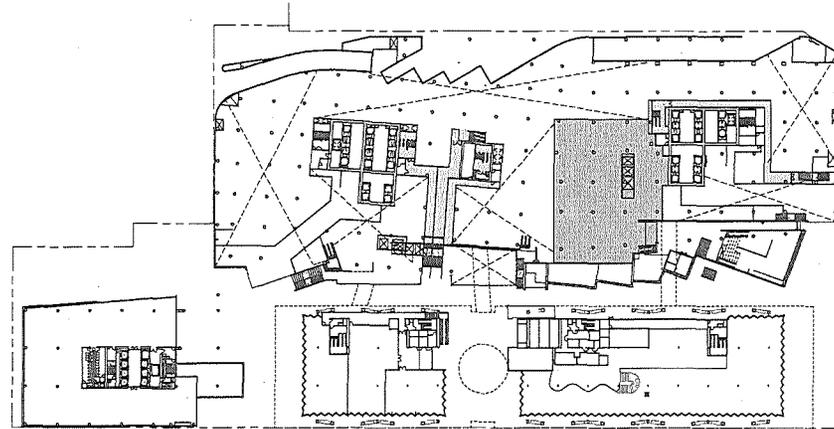
GROSS VS OCCUPIED AREA - 1ST FLOOR PLAN

NTS

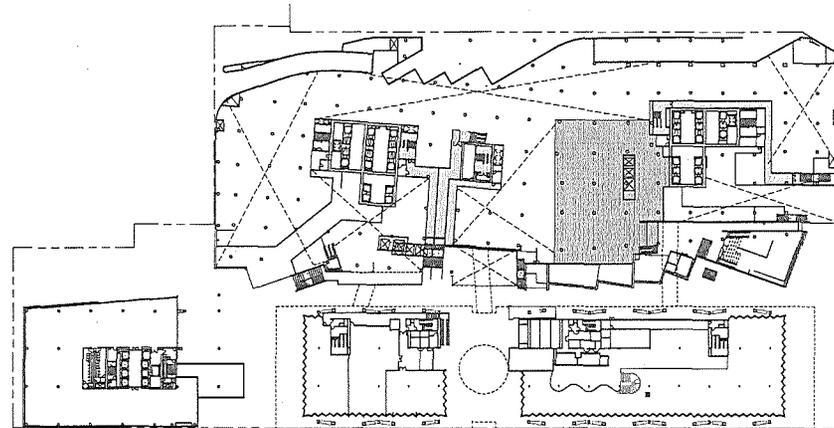


1ST FLOOR MEZZANINE AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|----------------------|--------------|--------------|----------|----------|-------------------------|---------------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BLOCKS BUILDING | 6,894 | 6,894 | 0 | 0 | 15,083 | 15,083 |
| MARKET HALL BUILDING | 0 | 0 | 0 | 0 | 0 | 0 |
| GATEWAY BUILDING | 0 | 0 | 0 | 0 | 0 | 0 |
| FLOOR TOTAL | 6,894 | 6,894 | 0 | 0 | 15,083 | 15,083 |



FIRST FLOOR MEZ. PLAN GFA



FIRST FLOOR MEZ. PLAN OFA

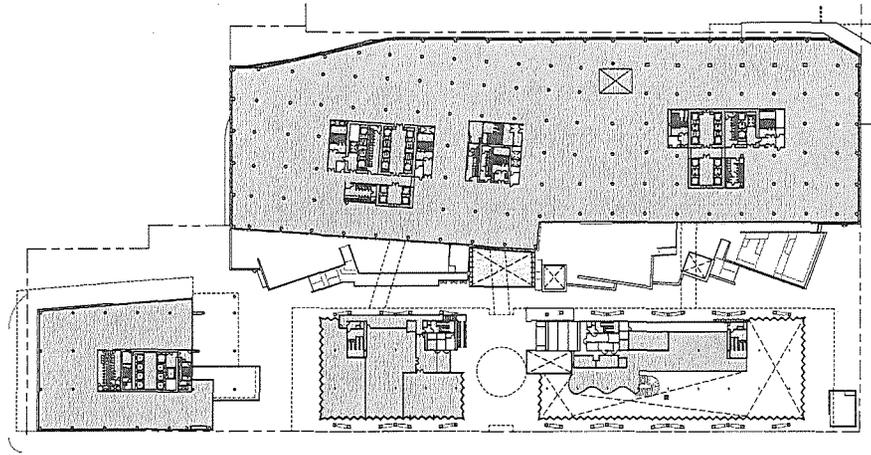
LEGEND

- Building Operations
- Retail
- Office
- Wholesale Flower Market

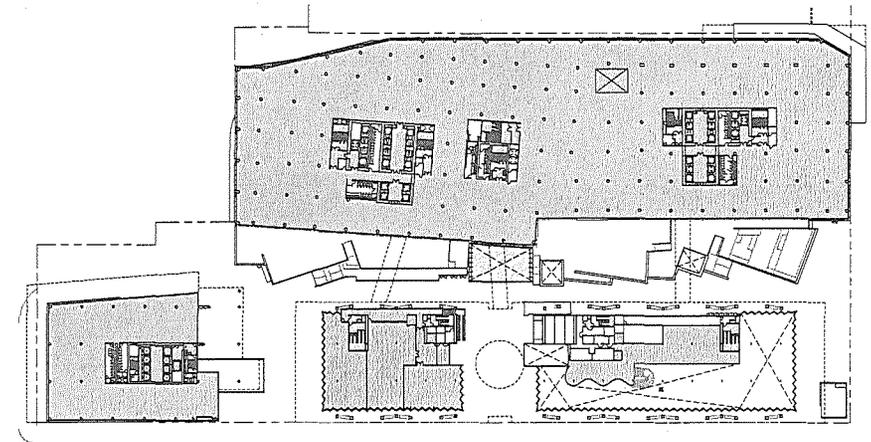
GROSS VS OCCUPIED AREA - 1ST FLOOR MEZZANINE PLAN

2ND FLOOR AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|----------------------|----------------|----------------|---------------|---------------|-------------------------|----------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BLOCKS BUILDING | 111,991 | 109,046 | 0 | 0 | 0 | 0 |
| MARKET HALL BUILDING | 3,548 | 3,548 | 18,650 | 17,374 | 0 | 0 |
| GATEWAY BUILDING | 19,553 | 18,190 | 0 | 0 | 0 | 0 |
| FLOOR TOTAL | 135,092 | 130,784 | 18,650 | 17,374 | 0 | 0 |



SECOND FLOOR PLAN GFA



SECOND FLOOR PLAN OFA

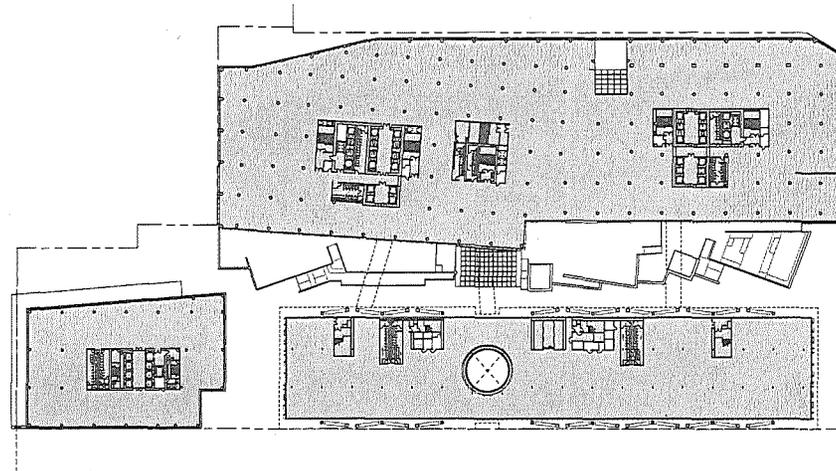
LEGEND

-  Building Operations
-  Retail
-  Office
-  Wholesale Flower Market

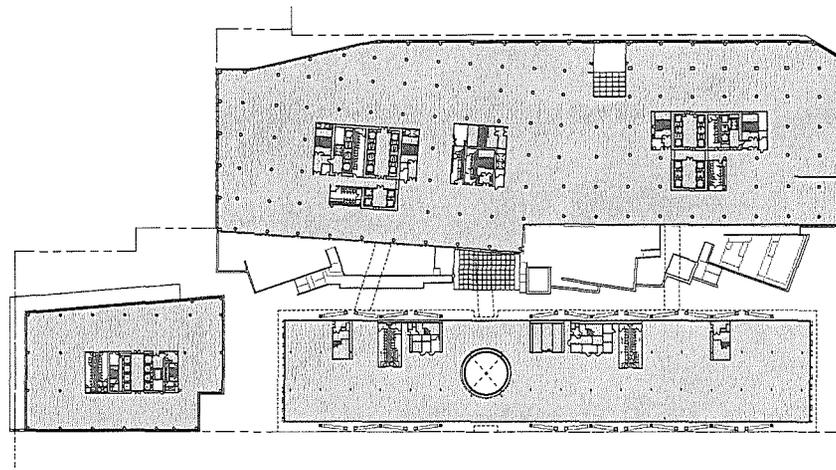
GROSS VS OCCUPIED AREA - 2ND FLOOR PLAN

3RD FLOOR AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|----------------------|----------------|----------------|----------|----------|-------------------------|----------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BLOCKS BUILDING | 110,164 | 107,275 | 0 | 0 | 0 | 0 |
| MARKET HALL BUILDING | 59,650 | 48,541 | 0 | 0 | 0 | 0 |
| GATEWAY BUILDING | 23,417 | 22,011 | 0 | 0 | 0 | 0 |
| FLOOR TOTAL | 193,231 | 177,827 | 0 | 0 | 0 | 0 |



THIRD FLOOR PLAN GFA



THIRD FLOOR PLAN OFA

LEGEND

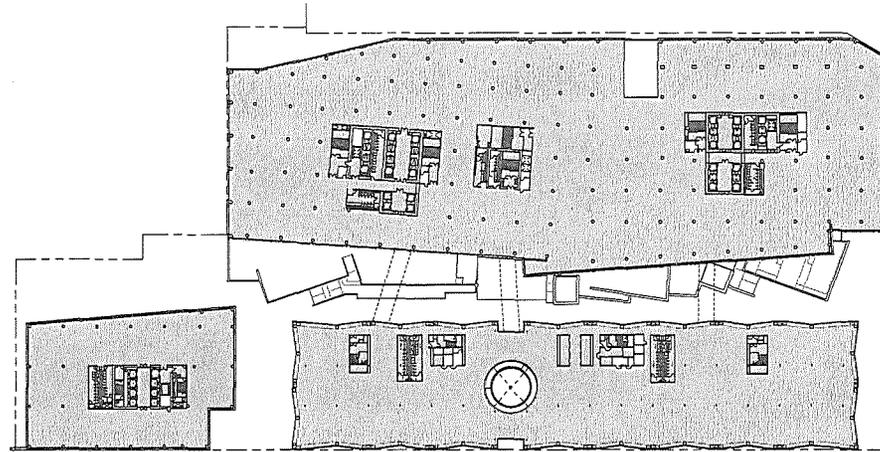
-  Building Operations
-  Retail
-  Office
-  Wholesale Flower Market

GROSS VS OCCUPIED AREA - 3RD FLOOR PLAN

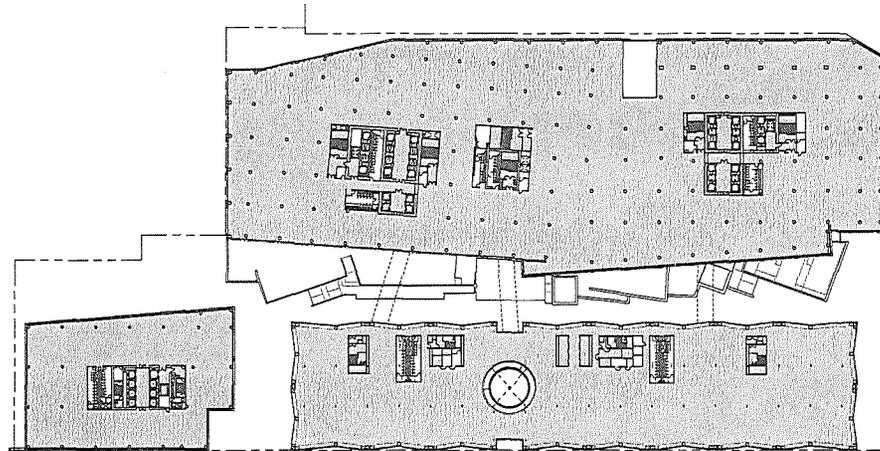
4TH FLOOR AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|----------------------|----------------|----------------|----------|----------|-------------------------|----------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BLOCKS BUILDING | 118,946 | 116,073 | 0 | 0 | 0 | 0 |
| MARKET HALL BUILDING | 59,065 | 57,332 | 0 | 0 | 0 | 0 |
| GATEWAY BUILDING | 23,417 | 22,011 | 0 | 0 | 0 | 0 |
| FLOOR TOTAL | 201,428 | 195,416 | 0 | 0 | 0 | 0 |

FOURTH FLOOR PLAN GFA



FOURTH FLOOR PLAN OFA



LEGEND

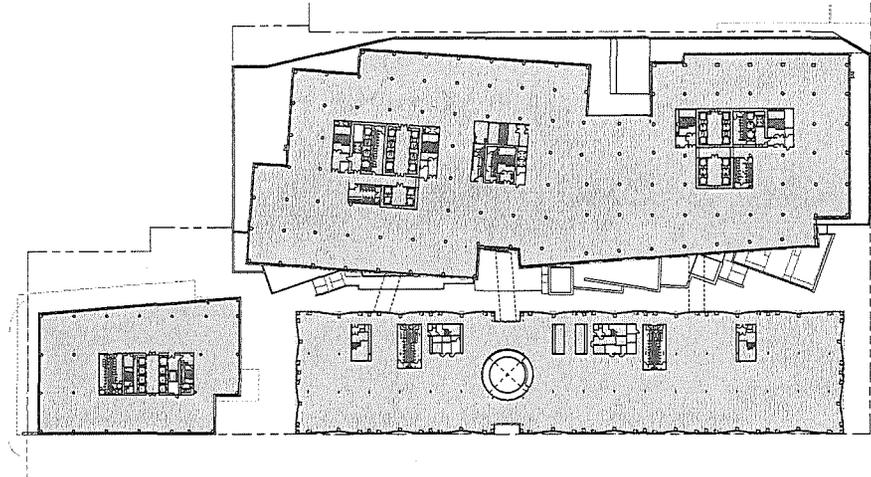
-  Building Operations
-  Retail
-  Office
-  Wholesale Flower Market

GROSS VS OCCUPIED AREA - 4TH FLOOR PLAN

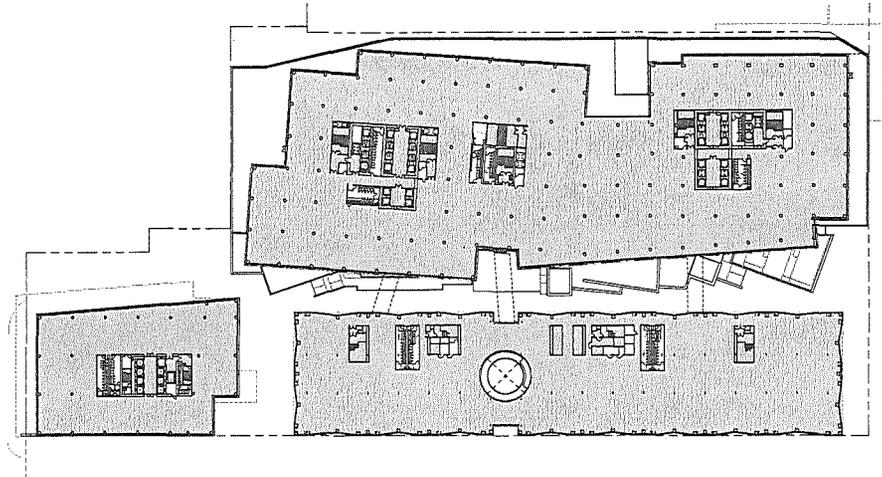
5TH FLOOR AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|----------------------|----------------|----------------|----------|----------|-------------------------|----------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BLOCKS BUILDING | 106,567 | 103,694 | 0 | 0 | 0 | 0 |
| MARKET HALL BUILDING | 59,786 | 58,053 | 0 | 0 | 0 | 0 |
| GATEWAY BUILDING | 23,417 | 22,011 | 0 | 0 | 0 | 0 |
| FLOOR TOTAL | 189,770 | 183,758 | 0 | 0 | 0 | 0 |

FIFTH FLOOR PLAN GFA



FIFTH FLOOR PLAN OFA



LEGEND

- Building Operations
- Retail
- Office
- Wholesale Flower Market

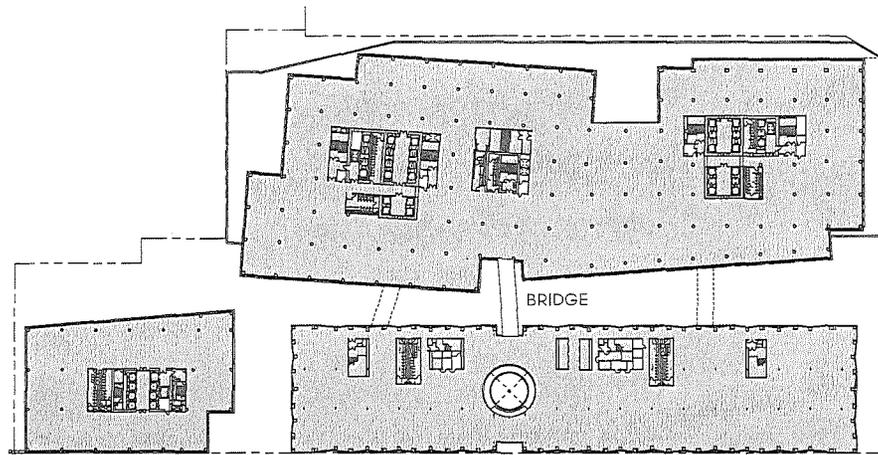
GROSS VS OCCUPIED AREA - 5TH FLOOR PLAN

BTH FLOOR AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|----------------------|----------------|----------------|----------|----------|-------------------------|----------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BLOCKS BUILDING | 106,567 | 103,694 | 0 | 0 | 0 | 0 |
| MARKET HALL BUILDING | 60,049 | 58,316 | 0 | 0 | 0 | 0 |
| GATEWAY BUILDING | 23,417 | 22,011 | 0 | 0 | 0 | 0 |
| FLOOR TOTAL | 190,033 | 184,021 | 0 | 0 | 0 | 0 |

*NOTE: BRIDGE CIRCULATION AREA: 1,110 SF

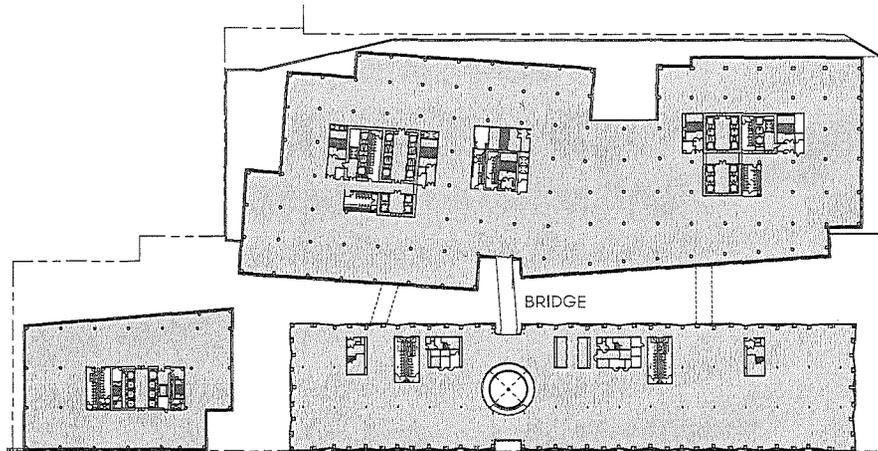
SIXTH FLOOR PLAN GFA



LEGEND

- Building Operations
- Retail
- Office
- Wholesale Flower Market

SIXTH FLOOR PLAN OFA



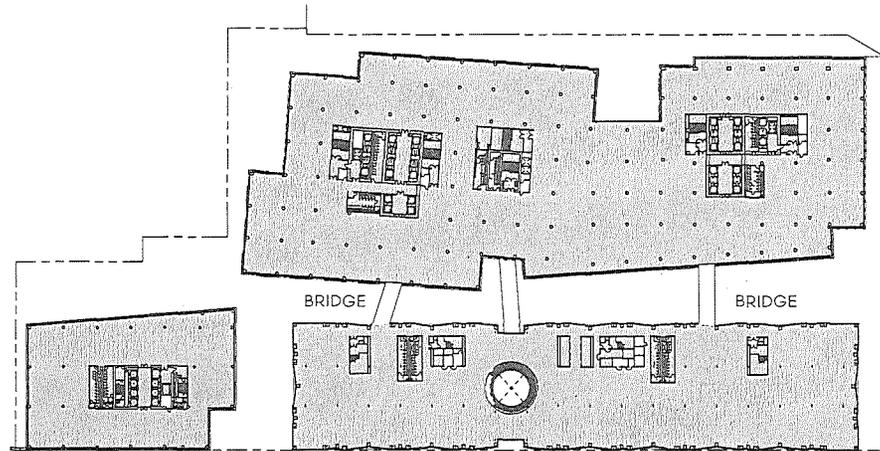
GROSS VS OCCUPIED AREA - 6TH FLOOR PLAN

7TH FLOOR AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|----------------------|----------------|----------------|----------|----------|-------------------------|----------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BLOCKS BUILDING | 106,567 | 103,694 | 0 | 0 | 0 | 0 |
| MARKET HALL BUILDING | 59,984 | 58,250 | 0 | 0 | 0 | 0 |
| GATEWAY BUILDING | 23,417 | 22,011 | 0 | 0 | 0 | 0 |
| FLOOR TOTAL | 189,968 | 183,955 | 0 | 0 | 0 | 0 |

*NOTE: BRIDGE CIRCULATION AREA: 1,535 SF

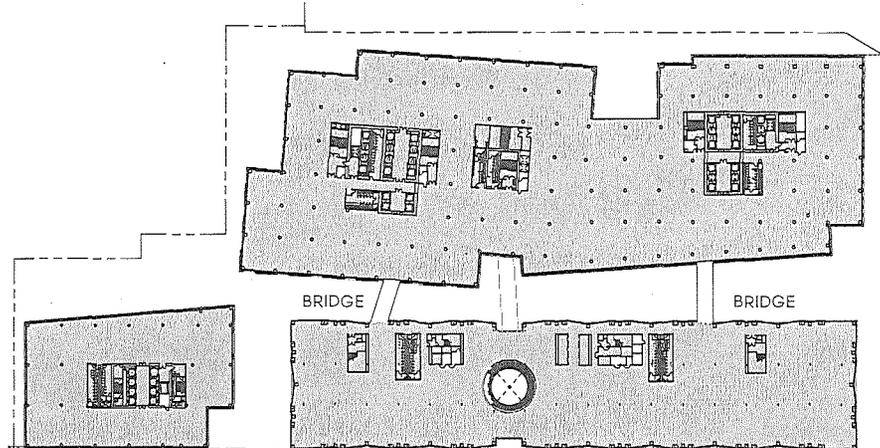
SEVENTH FLOOR PLAN GFA



LEGEND

- Building Operations
- Retail
- Office
- Wholesale Flower Market

SEVENTH FLOOR PLAN OFA

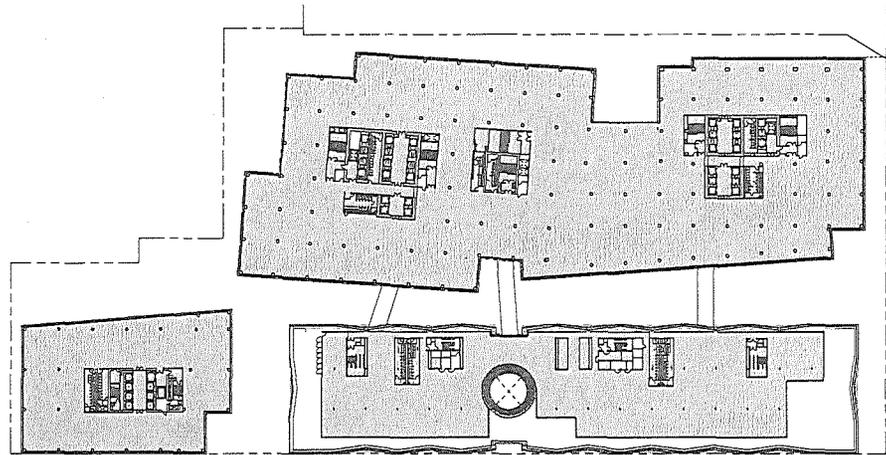


GROSS VS OCCUPIED AREA - 7TH FLOOR PLAN

8TH FLOOR AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|----------------------|----------------|----------------|----------|----------|-------------------------|----------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BLOCKS BUILDING | 106,567 | 103,694 | 0 | 0 | 0 | 0 |
| MARKET HALL BUILDING | 39,803 | 38,803 | 0 | 0 | 0 | 0 |
| GATEWAY BUILDING | 23,417 | 22,011 | 0 | 0 | 0 | 0 |
| FLOOR TOTAL | 169,787 | 164,508 | 0 | 0 | 0 | 0 |

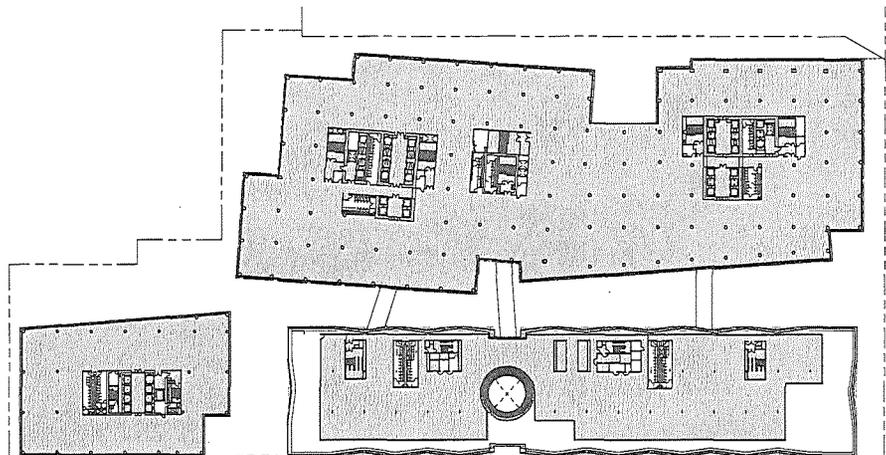
EIGHTH FLOOR PLAN GFA



LEGEND

-  Building Operations
-  Retail
-  Office
-  Wholesale Flower Market

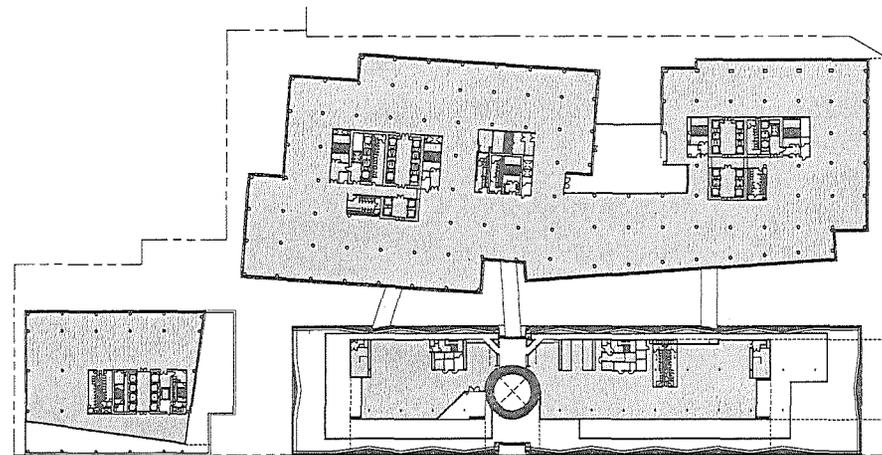
EIGHTH FLOOR PLAN OFA



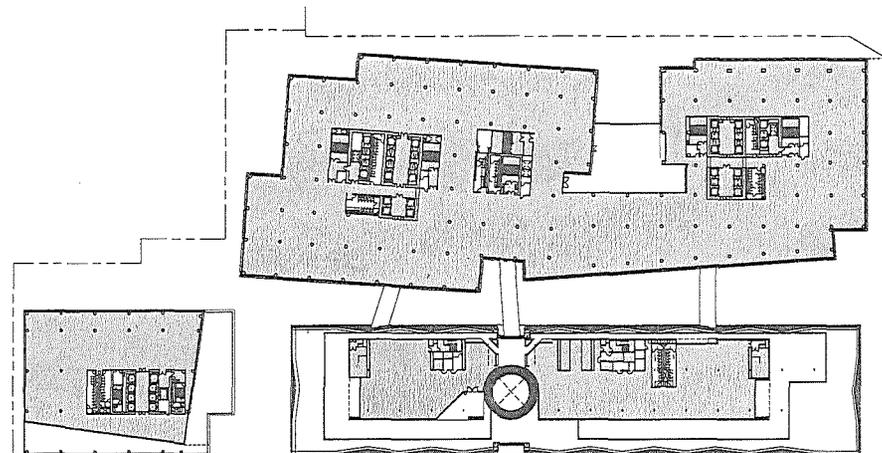
GROSS VS OCCUPIED AREA - 8TH FLOOR PLAN

9TH FLOOR AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|----------------------|----------------|----------------|--------------|--------------|-------------------------|----------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BLOCKS BUILDING | 101,030 | 98,152 | 0 | 0 | 0 | 0 |
| MARKET HALL BUILDING | 15,433 | 14,252 | 8,404 | 7,149 | 0 | 0 |
| GATEWAY BUILDING | 17,899 | 16,993 | 0 | 0 | 0 | 0 |
| FLOOR TOTAL | 134,362 | 129,397 | 8,404 | 7,149 | 0 | 0 |



NINTH FLOOR PLAN GFA



NINTH FLOOR PLAN OFA

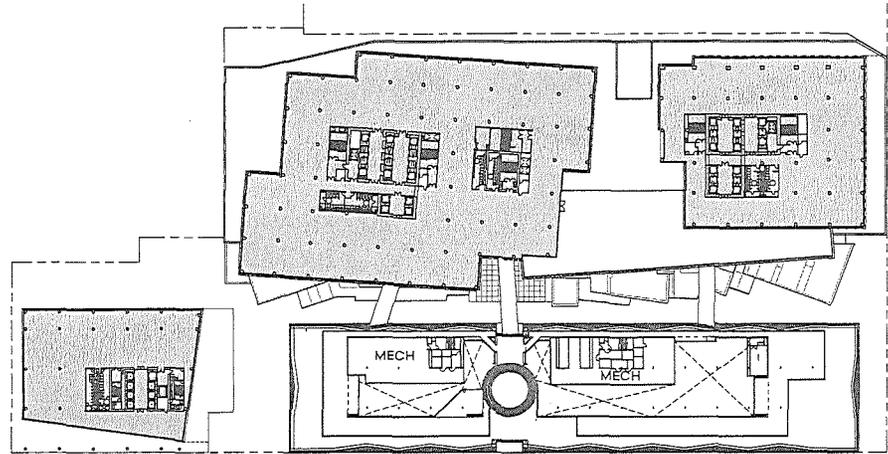
LEGEND

-  Building Operations
-  Retail
-  Office
-  Wholesale Flower Market

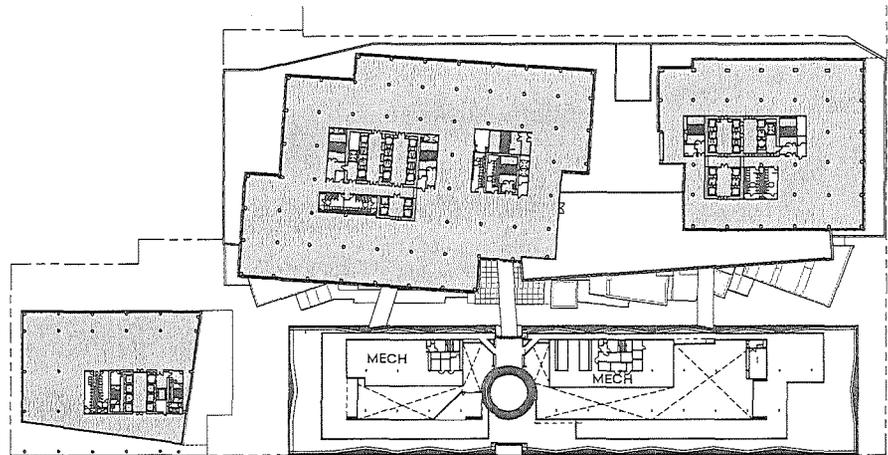
GROSS VS OCCUPIED AREA - 9TH FLOOR PLAN

10TH FLOOR AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|----------------------|----------------|----------------|----------|----------|-------------------------|----------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BLOCKS BUILDING | 86,725 | 83,992 | 0 | 0 | 0 | 0 |
| MARKET HALL BUILDING | 0 | 0 | 0 | 0 | 0 | 0 |
| GATEWAY BUILDING | 17,899 | 16,993 | 0 | 0 | 0 | 0 |
| FLOOR TOTAL | 104,624 | 100,985 | 0 | 0 | 0 | 0 |



TENTH FLOOR PLAN GFA



TENTH FLOOR PLAN OFA

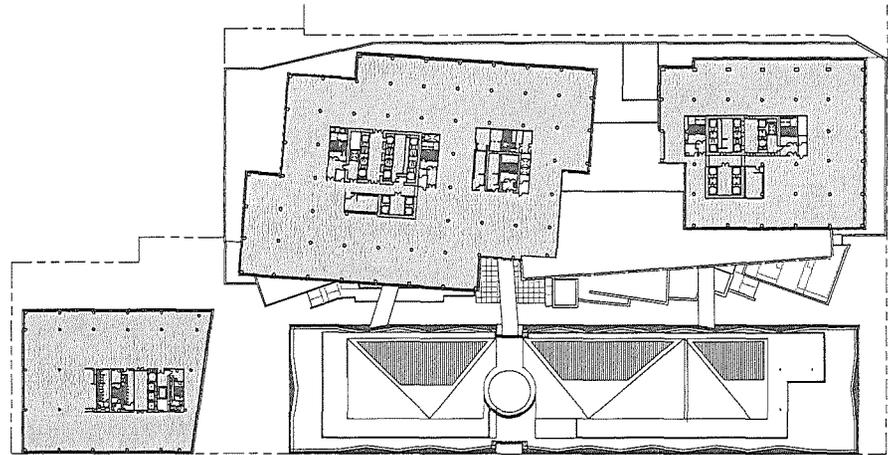
LEGEND

- Building Operations
- Retail
- Office
- Wholesale Flower Market

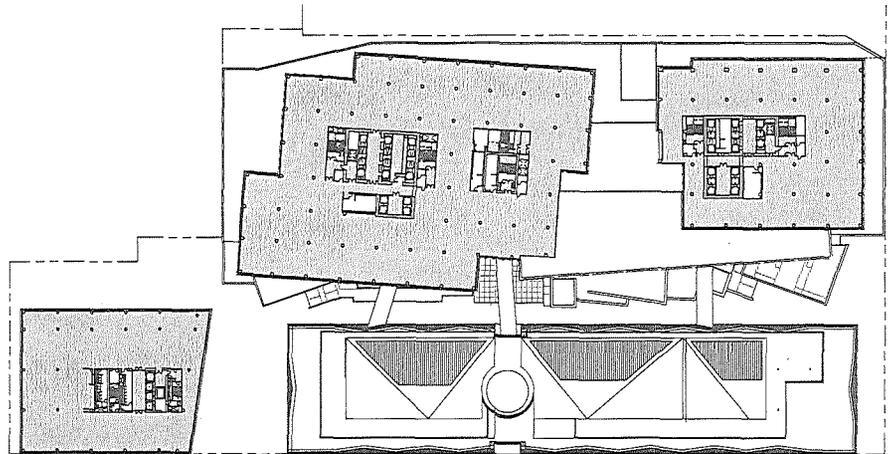
GROSS VS OCCUPIED AREA - 10TH FLOOR PLAN

11TH FLOOR AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|----------------------|----------------|----------------|----------|----------|-------------------------|----------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BLOCKS BUILDING | 85,150 | 83,992 | 0 | 0 | 0 | 0 |
| MARKET HALL BUILDING | 0 | 0 | 0 | 0 | 0 | 0 |
| GATEWAY BUILDING | 22,287 | 21,205 | 0 | 0 | 0 | 0 |
| FLOOR TOTAL | 107,437 | 105,197 | 0 | 0 | 0 | 0 |



ELEVENTH FLOOR PLAN GFA



ELEVENTH FLOOR PLAN OFA

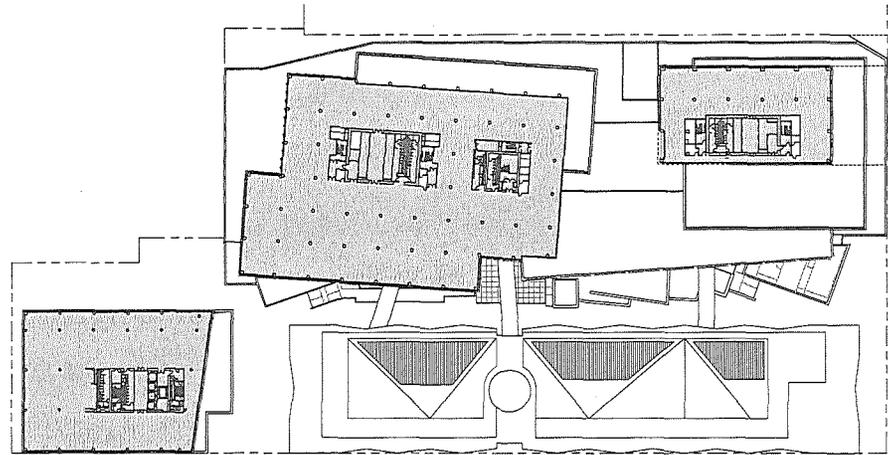
LEGEND

- Building Operations
- Retail
- Office
- Wholesale Flower Market

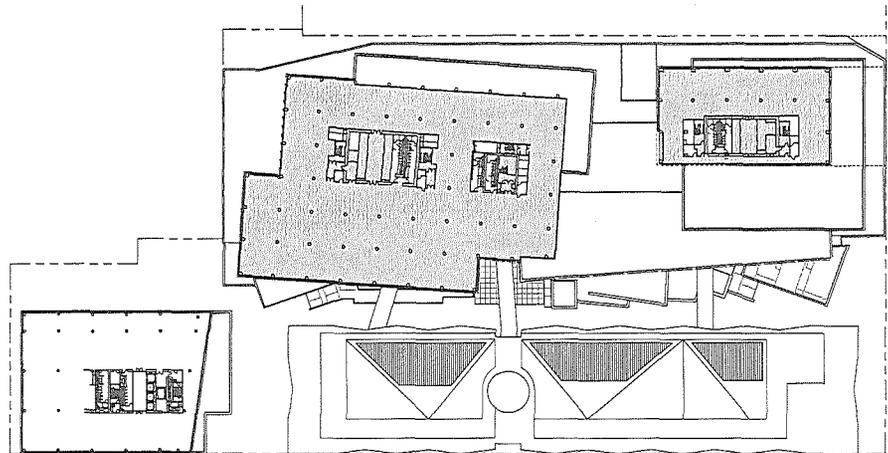
GROSS VS OCCUPIED AREA - 11TH FLOOR PLAN

12TH FLOOR AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|----------------------|---------------|---------------|----------|----------|-------------------------|----------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BLOCKS BUILDING | 63,624 | 61,155 | 0 | 0 | 0 | 0 |
| MARKET HALL BUILDING | 0 | 0 | 0 | 0 | 0 | 0 |
| GATEWAY BUILDING | 22,287 | 21,205 | 0 | 0 | 0 | 0 |
| FLOOR TOTAL | 85,911 | 82,360 | 0 | 0 | 0 | 0 |



TWELFTH FLOOR PLAN GFA



TWELFTH FLOOR PLAN OFA

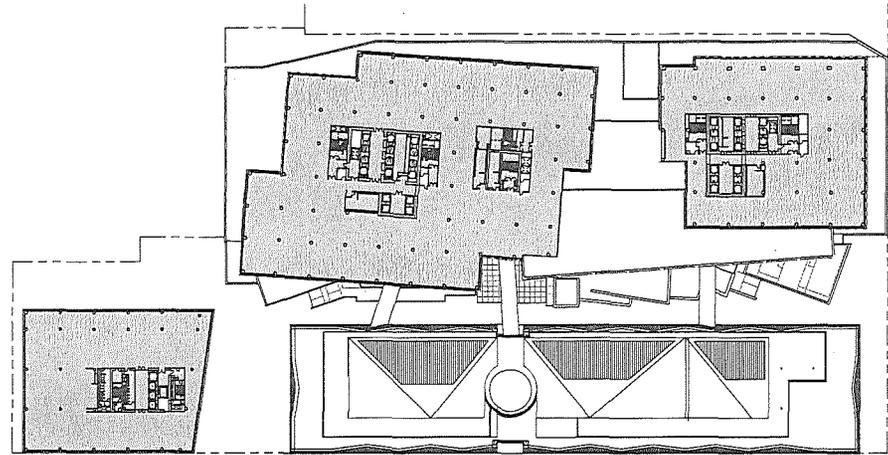
LEGEND

- Building Operations
- Retail
- Office
- Wholesale Flower Market

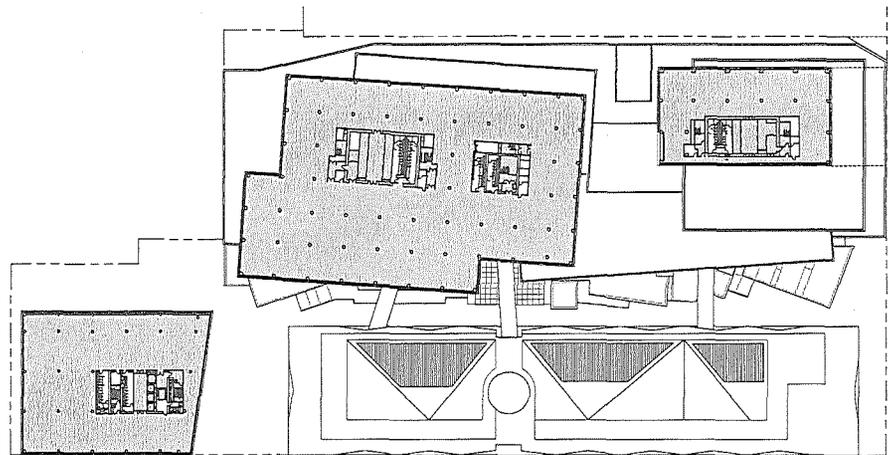
GROSS VS OCCUPIED AREA - 12TH FLOOR PLAN

13TH FLOOR AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|----------------------|---------------|---------------|----------|----------|-------------------------|----------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BLOCKS BUILDING | 67,374 | 65,133 | 0 | 0 | 0 | 0 |
| MARKET HALL BUILDING | 0 | 0 | 0 | 0 | 0 | 0 |
| GATEWAY BUILDING | 22,287 | 21,205 | 0 | 0 | 0 | 0 |
| FLOOR TOTAL | 89,661 | 86,338 | 0 | 0 | 0 | 0 |



THIRTEENTH FLOOR PLAN GFA



THIRTEENTH FLOOR PLAN OFA

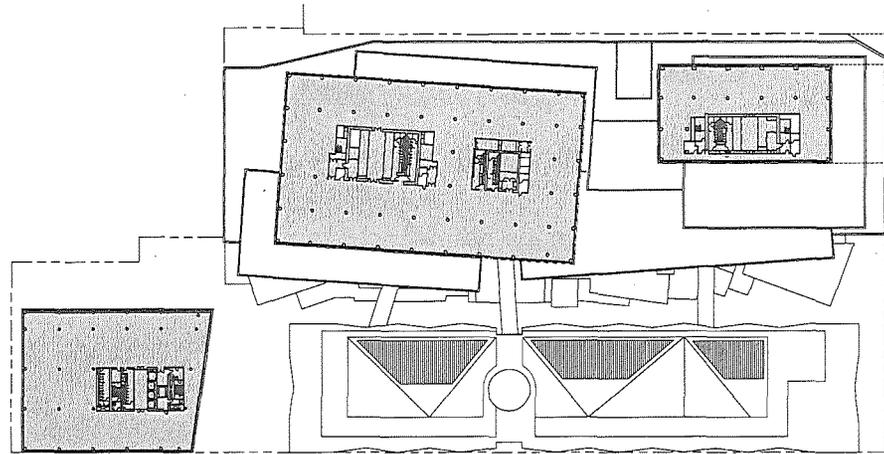
LEGEND

-  Building Operations
-  Retail
-  Office
-  Wholesale Flower Market

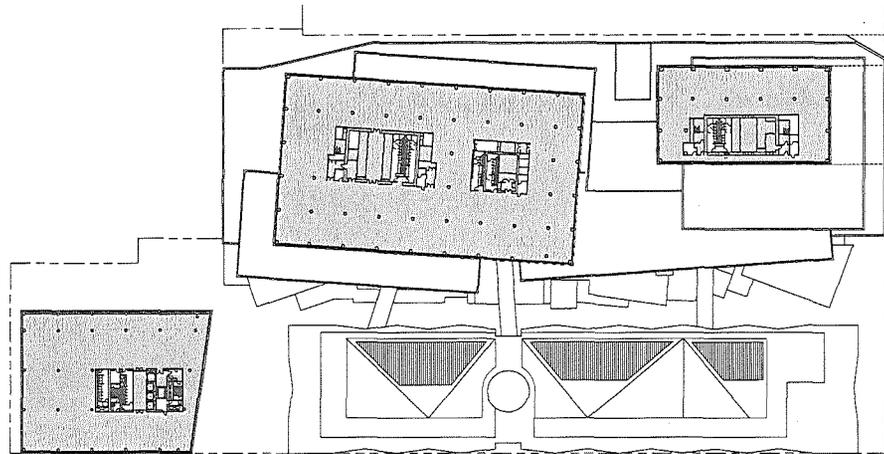
GROSS VS OCCUPIED AREA - 13TH FLOOR PLAN

15TH FLOOR AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|----------------------|---------------|---------------|----------|----------|-------------------------|----------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BLOCKS BUILDING | 58,441 | 55,971 | 0 | 0 | 0 | 0 |
| MARKET HALL BUILDING | 0 | 0 | 0 | 0 | 0 | 0 |
| GATEWAY BUILDING | 22,287 | 21,205 | 0 | 0 | 0 | 0 |
| FLOOR TOTAL | 80,728 | 77,176 | 0 | 0 | 0 | 0 |



FOURTEENTH & FIFTEENTH FLOOR PLAN GFA



FOURTEENTH & FIFTEENTH FLOOR PLAN OFA

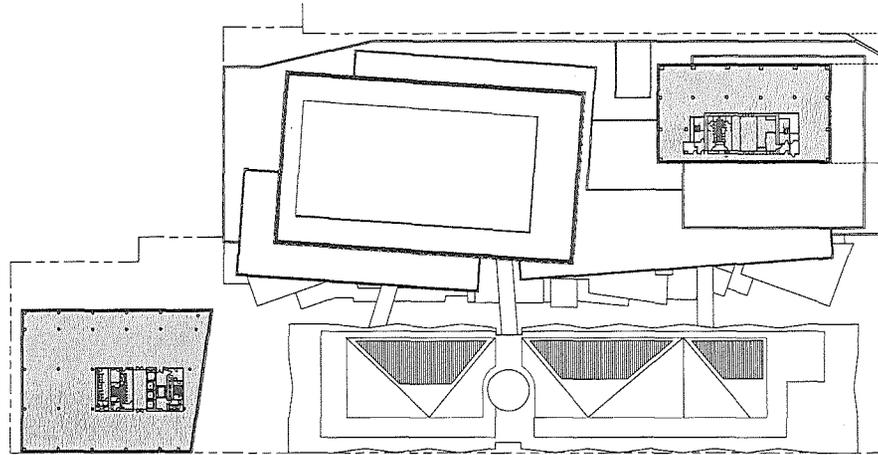
LEGEND

- Building Operations
- Retail
- Office
- Wholesale Flower Market

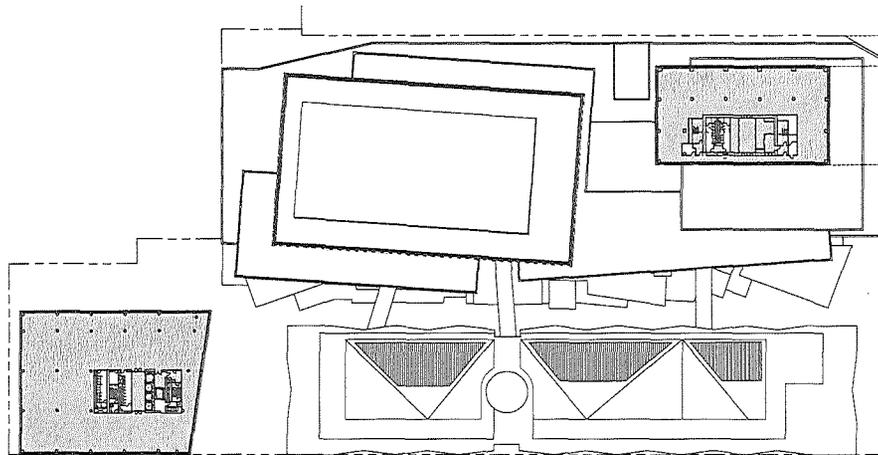
GROSS VS OCCUPIED AREA - 14TH & 15TH FLOOR PLAN

16TH FLOOR AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|----------------------|---------------|---------------|----------|----------|-------------------------|----------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BLOCKS BUILDING | 14,121 | 13,508 | 0 | 0 | 0 | 0 |
| MARKET HALL BUILDING | 0 | 0 | 0 | 0 | 0 | 0 |
| GATEWAY BUILDING | 22,287 | 21,205 | 0 | 0 | 0 | 0 |
| FLOOR TOTAL | 36,408 | 34,713 | 0 | 0 | 0 | 0 |



SIXTEENTH FLOOR PLAN GFA



SIXTEENTH FLOOR PLAN OFA

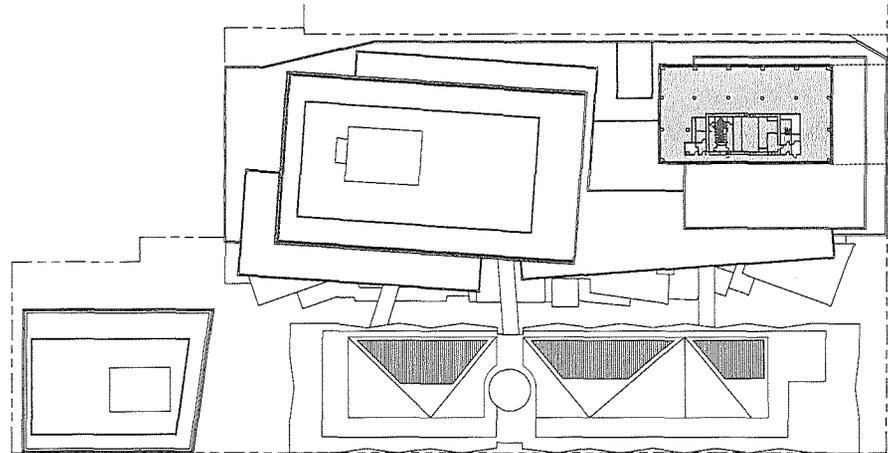
LEGEND

- Building Operations
- Retail
- Office
- Wholesale Flower Market

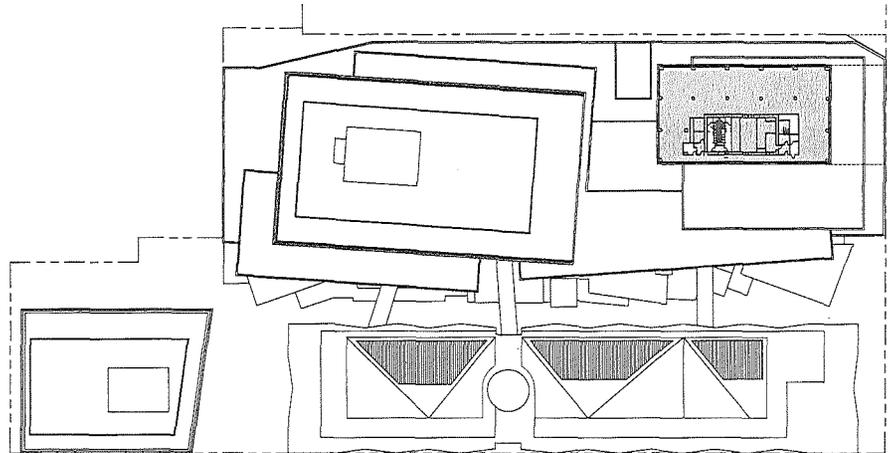
GROSS VS OCCUPIED AREA - 16TH FLOOR PLAN

17TH-18TH FLOOR AREA CHART

| | OFFICE | | RETAIL | | WHOLESALE FLOWER MARKET | |
|----------------------|---------------|---------------|----------|----------|-------------------------|----------|
| | gfa | ofa | gfa | ofa | gfa | ofa |
| BLOCKS BUILDING | 14,121 | 13,508 | 0 | 0 | 0 | 0 |
| MARKET HALL BUILDING | 0 | 0 | 0 | 0 | 0 | 0 |
| GATEWAY BUILDING | 22,287 | 21,205 | 0 | 0 | 0 | 0 |
| FLOOR TOTAL | 36,408 | 34,713 | 0 | 0 | 0 | 0 |



SEVENTEENTH & EIGHTEENTH FLOOR PLAN GFA



EIGHTEENTH FLOOR PLAN OFA

LEGEND

- Building Operations
- Retail
- Office
- Wholesale Flower Market

GROSS VS OCCUPIED AREA - 17TH-18TH FLOOR PLAN

Project Gross Floor Area

| LEVEL | OFFICE | | | | OFFICE SUBTOTAL | WHOLESALE FLOWER MARKET | RETAIL | BASEMENT OFFICE | TOTAL | |
|----------------------|----------------|------------------|----------------|----------------|------------------|-------------------------|---------------|-----------------|------------------|----------|
| | MARKET HALL | BLOCKS BUILDING | | GATEWAY | | | | | | BY FLOOR |
| | | BRANNAN MIDRISE | 5TH ST TOWER | | | | | | | |
| gfa | gfa | gfa | gfa | gfa | gfa | gfa | gfa | gsf | | |
| B4 | | | | | | | | | 0 | |
| B3 | | | | | | | | | 0 | |
| B2 | | | | | | | 8,020 | 4,033 | 12,053 | |
| B1 | | | | | | | | 2,609 | 2,609 | |
| 1 | 3,577 | 5,394 | 5,916 | 4,332 | 19,219 | 97,953 | 48,385 | | 165,557 | |
| 1 (MEZZANINE) | | 6,894 | | | 6,894 | 15,083 | | | 21,977 | |
| 2 | 3,548 | 111,991 | | 19,553 | 135,092 | | 18,650 | | 153,742 | |
| 3 | 50,650 | 110,164 | | 23,417 | 184,231 | | | | 184,231 | |
| 4 | 59,065 | 118,946 | | 23,417 | 201,428 | | | | 201,428 | |
| 5 | 59,786 | 106,567 | | 23,417 | 189,770 | | | | 189,770 | |
| 6 | 60,049 | 106,567 | | 23,417 | 190,033 | | | | 190,033 | |
| 7 | 59,984 | 106,567 | | 23,417 | 189,968 | | | | 189,968 | |
| 8 | 39,803 | 106,567 | | 23,417 | 169,787 | | | | 169,787 | |
| 9 / MH PH | 15,433 | 101,030 | | 17,899 | 134,362 | | 8,404 | | 142,766 | |
| 10 | | 58,004 | 28,721 | 17,899 | 104,624 | | | | 104,624 | |
| 11 | | 57,241 | 27,909 | 20,787 | 105,937 | | | | 105,937 | |
| 12 | | 49,801 | 13,823 | 20,787 | 84,411 | | | | 84,411 | |
| 13 | | 53,402 | 13,972 | 20,787 | 88,161 | | | | 88,161 | |
| 14 | | 44,320 | 14,121 | 20,787 | 79,228 | | | | 79,228 | |
| 15 | | 44,320 | 14,121 | 20,787 | 79,228 | | | | 79,228 | |
| 16 | | | 14,121 | 20,787 | 34,908 | | | | 34,908 | |
| 17 | | | 14,121 | | 14,121 | | | | 14,121 | |
| 18 | | | 14,121 | | 14,121 | | | | 14,121 | |
| Program Total | 351,895 | 1,187,775 | 160,946 | 324,907 | 2,025,523 | 113,036 | 83,459 | 6,642 | 2,228,660 | |

| AREA BY PROGRAM | |
|----------------------------|------------------|
| | gfa |
| OFFICE (INCLUDES BASEMENT) | 2,032,165 |
| RETAIL | 83,459 |
| WHOLESALE FLOWER MARKET | 113,036 |
| PROJECT TOTAL | 2,228,660 |

Project Occupiable Floor Area

| LEVEL | OFFICE | | | | | OFFICE SUBTOTAL | WHOLESALE FLOWER MARKET | RETAIL | BASEMENT OFFICE | TOTAL |
|----------------------|----------------|------------------|----------------|---------|----------------|------------------|-------------------------|---------------|-----------------|------------------|
| | MARKET HALL | BLOCKS BUILDING | | GATEWAY | | | | | | |
| | | BRANNAN MIDRISE | 5TH ST TDWER | | | | | | | |
| | ofa | ofa | ofa | ofa | ofa | ofa | ofa | ofa | ofa | |
| B4 | | | | | | | | | | 0 |
| B3 | | | | | | | | | | 0 |
| B2 | | | | | | | | 4,033 | | 4,033 |
| B1 | | | | | | | | 2,609 | | 2,609 |
| 1 | 3,540 | 4,549 | 5,775 | | 4,264 | 18,128 | 96,786 | 31,450 | | 146,364 |
| 1 (MEZZANINE) | | 6,894 | | | | 6,894 | 15,083 | | | 21,977 |
| 2 | 3,548 | 109,046 | | | 18,190 | 130,784 | | 12,122 | | 142,906 |
| 3 | 48,541 | 107,275 | | | 22,011 | 177,827 | | | | 177,827 |
| 4 | 57,332 | 116,073 | | | 22,011 | 195,416 | | | | 195,416 |
| 5 | 58,053 | 103,694 | | | 22,011 | 183,758 | | | | 183,758 |
| 6 | 58,316 | 103,694 | | | 22,011 | 184,021 | | | | 184,021 |
| 7 | 58,250 | 103,694 | | | 22,011 | 183,955 | | | | 183,955 |
| 8 | 38,070 | 103,694 | | | 22,011 | 163,775 | | | | 163,775 |
| 9 / MH PH | 14,252 | 98,152 | | | 16,993 | 129,397 | | 5,463 | | 134,860 |
| 10 | | 56,138 | 27,854 | | 16,993 | 100,985 | | | | 100,985 |
| 11 | | 55,445 | 27,064 | | 21,205 | 103,714 | | | | 103,714 |
| 12 | | 47,944 | 13,211 | | 21,205 | 82,360 | | | | 82,360 |
| 13 | | 51,774 | 13,359 | | 21,205 | 86,338 | | | | 86,338 |
| 14 | | 42,463 | 13,508 | | 21,205 | 77,176 | | | | 77,176 |
| 15 | | 42,463 | 13,508 | | 21,205 | 77,176 | | | | 77,176 |
| 16 | | | 13,508 | | 21,205 | 34,713 | | | | 34,713 |
| 17 | | | 13,508 | | | 13,508 | | | | 13,508 |
| 18 | | | 13,508 | | | 13,508 | | | | 13,508 |
| Program Total | 339,902 | 1,152,922 | 154,803 | | 315,736 | 1,963,433 | 111,869 | 49,035 | 6,642 | 2,130,979 |

| AREA BY PROGRAM | |
|----------------------------|------------------|
| | ofa |
| OFFICE (INCLUDES BASEMENT) | 1,970,075 |
| RETAIL | 49,035 |
| WHOLESALE FLOWER MARKET | 111,865 |
| PROJECT TOTAL | 2,130,979 |

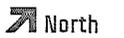
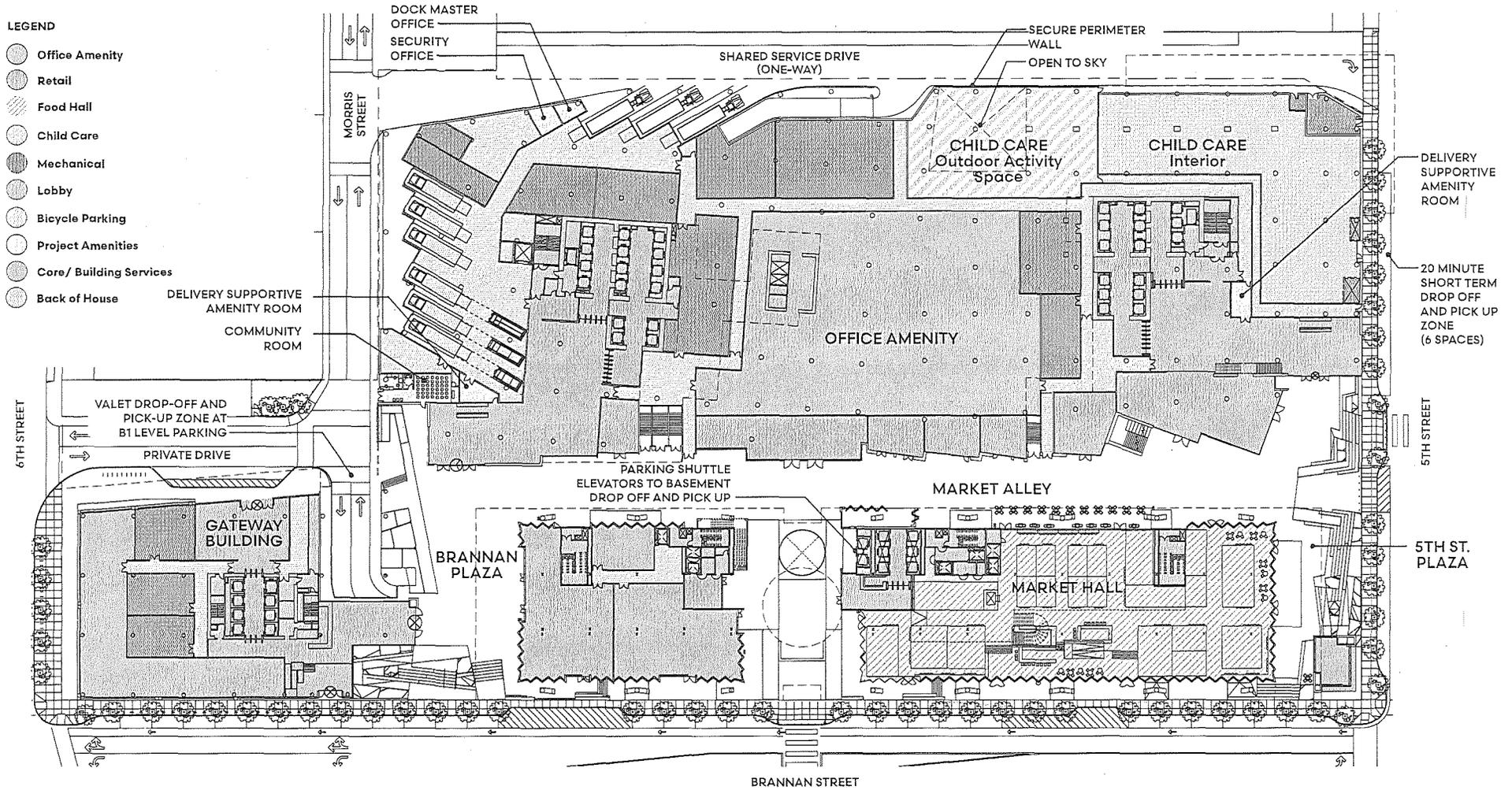


Project Variant
without Wholesale Flower Market



PROJECT VARIANT: WITHOUT WHOLESALE FLOWER MARKET

Ground Floor Plan - Blocks Building Ground Floor Alternative

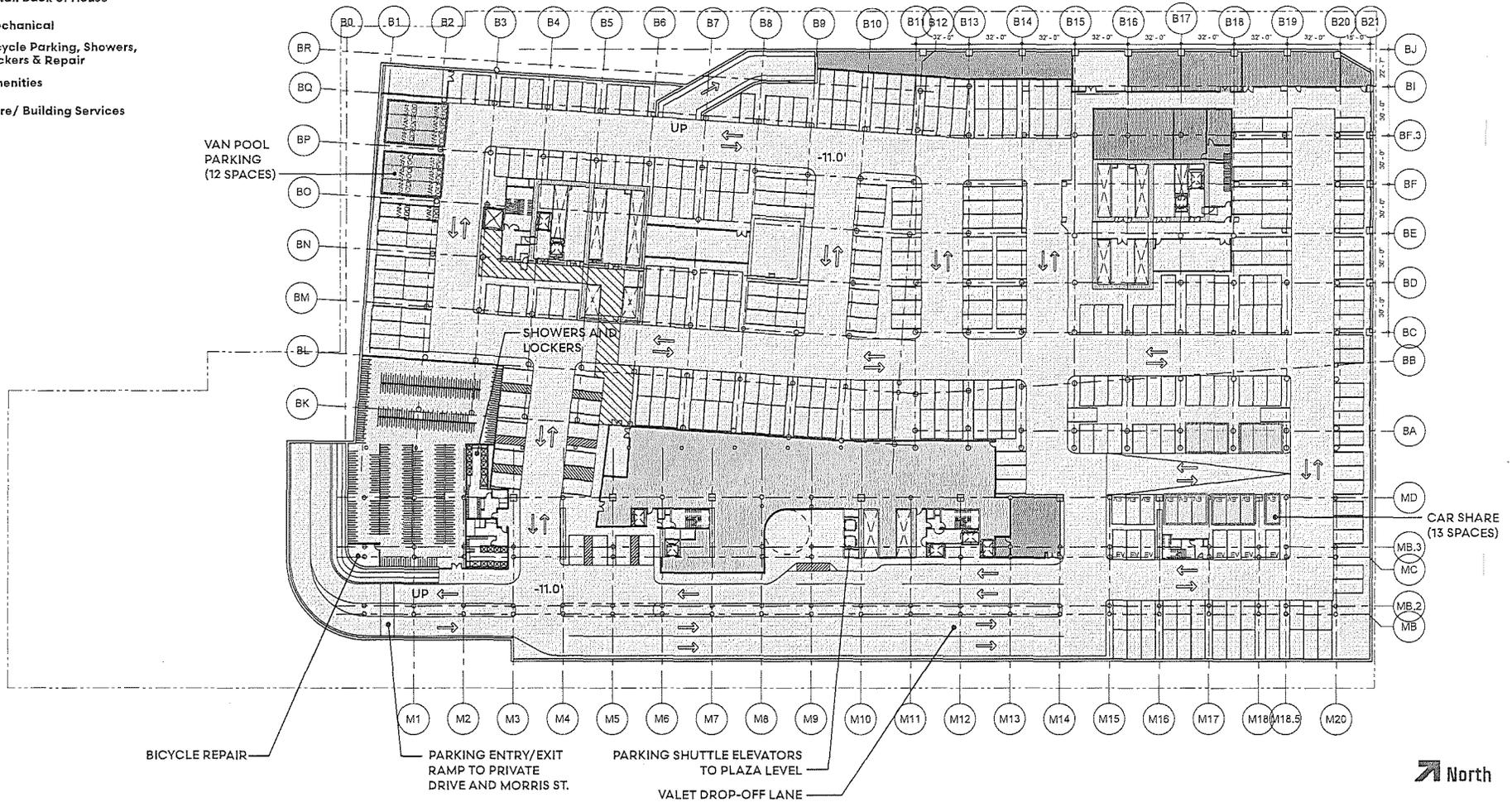


PROJECT VARIANT: WITHOUT WHOLESALE FLOWER MARKET

B1 Level Basement - Car Share, Vanpool Parking Locations

LEGEND

-  Parking
-  Retail Back of House
-  Mechanical
-  Bicycle Parking, Showers, Lockers & Repair
-  Amenities
-  Core/ Building Services



PROJECT VARIANT: WITHOUT WHOLESALE FLOWER MARKET

Project Features

VEHICLE PARKING Per Zoning Code

| 1. Permitted Parking | | | |
|---|-----------------|------------|----------------|
| Program | gfa | ofa | Spaces |
| Retail | 90,976 | 53,920 | 1:1500 gfa 61 |
| Office | 2,061,380 | 1,997,829 | 1:3500 ofa 571 |
| Subtotal | | | 632 |
| 3. Car Share | | | |
| 632 | | 1:50 | 13 |
| Subtotal | | | 13 |
| Total Auto Parking Spaces Provided | | | 645 |
| 4. Off-Street Loading Spaces Required | | | |
| Program | gsf | ofa | Loading Spaces |
| Retail | 90,976 | 53,920 | 2 |
| Office | 2,061,380 | 1,997,829 | 20 |
| Total | | | 22 |
| 5. Off-Street Loading Spaces Provided | | | |
| B-01 | Service | 8.5' x 20' | 26 |
| Basement | | | |
| At-grade | Freight Loading | 12' x 50' | 3 |
| | Freight | 12' x 36' | 3 |
| | Freight (Trash) | 12' x 56' | 3 |
| Total Service | | | 26 |
| Total Freight | | | 9 |

BICYCLE PARKING Required by Zoning Code

| B. Class 1 | | | Spaces |
|-------------------------|---------------|-------------------------|------------|
| Office | 1,997,829 ofa | 1:5000 ofa | 400 |
| Retail | 29,646 ofa | 1:7,500 ofa | 4 |
| Eating | 24,274 ofa | 1:7,500 ofa | 3 |
| Child care | 22,690 sf | 1:20 children | 6 |
| Subtotal | | | 413 |
| Total (125%) | | | 516 |
| 7. Class 2 | | | Spaces |
| Office | 1,997,829 ofa | 2 + 1:50,000 over 5,000 | 42 |
| Retail | 29,646 ofa | 1:2,500 ofa | 12 |
| Eating | 24,274 ofa | 1:750 ofa | 32 |
| Child care | 22,690 sf | 1:20 children | 6 |
| Subtotal | | | 92 |
| B. Showers & Lockers | | | Qty. |
| Per TDM Active-3 | | | |
| Showers | 1:30 Class 1 | Spaces | 18 |
| Lockers | 6:30 Class 1 | Spaces | 103 |

RETAIL GROSS FLOOR AREA Areas by Type

| Basement Retail | Retail | Quality Restaurant | Restaurant | Café | SF |
|---------------------------------|---------------|--------------------|---------------|---------------|---------------|
| B-02 | 8,020 | | | | 8,020 |
| Total | 8,020 | 0 | 0 | 0 | 8,020 |
| Market Hall Retail | | | | | |
| | Retail | Quality Restaurant | Restaurant | Café | SF |
| Ground Floor | 4,860 | 8,478 | | 20,511 | 33,849 |
| 2nd Floor | 12,162 | | 6,488 | | 18,650 |
| Market Hall Penthouse | | 8,404 | | | 8,404 |
| Total | 17,022 | 16,882 | 6,488 | 20,511 | 60,903 |
| Blocks Retail | | | | | |
| | Retail | Quality Restaurant | Restaurant | Café | SF |
| Ground Floor | 9,928 | | 3,967 | 1,665 | 15,560 |
| Total | 9,928 | 0 | 3,967 | 1,665 | 15,560 |
| Gateway Retail | | | | | |
| | Retail | Quality Restaurant | Restaurant | Café | SF |
| Ground Floor | 6,493 | | | | 6,493 |
| Total | 6,493 | 0 | 0 | 0 | 6,493 |
| Total Project Retail GFA | 41,463 | 16,882 | 10,455 | 22,176 | 90,976 |

Project Planning Phasing



SFFM Current Project Planning Phasing

PUBLIC BENEFITS BY PHASE

Phase 1a

Will include construction of the Blocks Building and the basement with entry and exit ramps. The Wholesale Flower Market, two-thirds of the required POPOS, the relevant TDM proposed measures, and all of the bicycle parking are planned to come on line. The public way improvements planned for Morris Street, and the adjacent portion of 5th Street are also planned for Phase 1a.

Phase 1b

Will include construction of the Market Hall Building and 12,000 sf of the on site POPOS. The relevant TDM measures will also come on line. The public way directly adjacent to the Market Hall building along 5th Street and Brannan street will be improved.

Phase 1c

Will include construction of the Gateway Building and the remainder of the POPOS on and off site. Phase 1c will also include the off-site POPOS proposed for the project. The remaining TDM measures relevant to the Gateway Building will also come on line. The public way directly adjacent to the Gateway building site will be improved in Phase 1c.

| POPOS Required for Office Program | 1:50 Office GSF | Required POPOS |
|-----------------------------------|-----------------------------|------------------|
| Phase 1a | 1,355,363 gsf @ 1:50 | 27,107 sf |
| Phase 1b | 351,895 gsf @ 1:50 | 7,038 sf |
| Phase 1c | 324,907 gsf @ 1:50 | 6,498 sf |
| Total | 2,032,165 gsf @ 1:50 | 40,643 sf |

| Car Share | Spaces |
|--------------|-----------|
| Phase 1a | 11 |
| Phase 1b | 3 |
| Phase 1c | 1 |
| Total | 15 |

| POPOS Proposed | Open to Sky (sf) | Under Cantilever with 20' - 40'-0" clr. (Up to 10% Allowed) (sf) | Offsite Public Amenity (sf) | Total (sf) |
|----------------|------------------|--|-----------------------------|---------------|
| Phase 1a | 22,195 | 425 | 4,490 | 27,110 |
| Phase 1b | 4,300 | 7,700 | 0 | 12,000 |
| Phase 1c | 830 | 0 | 703 | 1,533 |
| Overall | 27,325 | 8,125 | 5,193 | 40,643 |

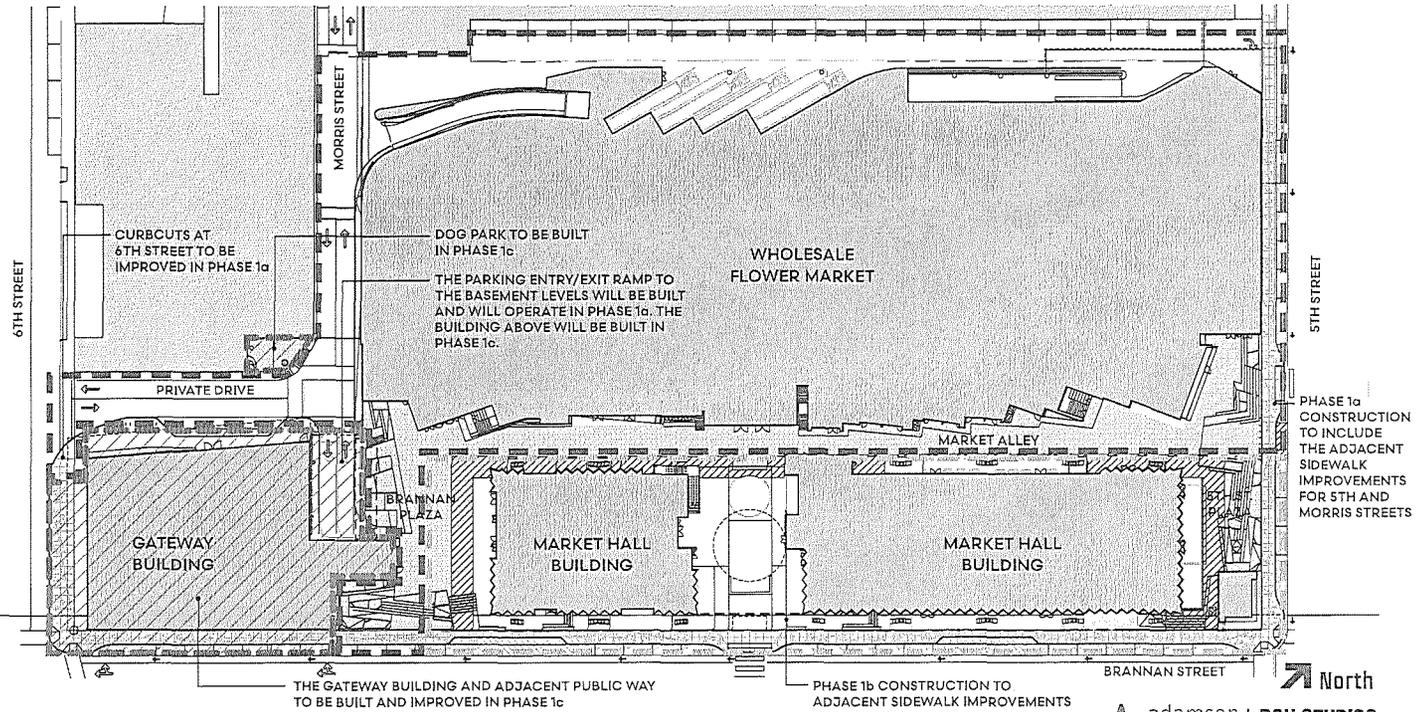
| Bicycle Parking (see notes below) | Class I | | Class II | |
|-----------------------------------|------------|-----------|----------|----------|
| | Count | Count | Count | Count |
| Phase 1a | 410 | 86 | 0 | 0 |
| Phase 1b | 0 | 0 | 0 | 0 |
| Phase 1c | 0 | 0 | 0 | 0 |
| Total | 410 | 86 | 0 | 0 |

| Showers & Lockers | Showers | | Lockers | |
|-------------------|-----------|-----------|----------|----------|
| | Count | Count | Count | Count |
| Phase 1a | 14 | 84 | 0 | 0 |
| Phase 1b | 0 | 0 | 0 | 0 |
| Phase 1c | 0 | 0 | 0 | 0 |
| Total | 14 | 84 | 0 | 0 |

Class I bike parking is located at BG-01 level (-9').
Class II bike parking will be distributed between Plaza (+3'), At-Grade (0') and BG-01 levels (-9').

LEGEND

- POPOS Open to Sky
- Building Footprint
- Context Buildings
- POPOS Under Cantilever
- Phase 1a Construction
- Phase 1b Construction
- Phase 1c Construction



SFFM Current Project Planning Phasing

TRANSPORTATION DEMAND MANAGEMENT PROGRAM PROPOSED Implementation Matrix

| Measure Title | Measure Name | Option Selected | Retail Points | Office Points | PDR Points | Phase 1a Benefits | Phase 1b Benefits | Phase 1c Benefits |
|---------------|---|------------------------|---------------|---------------|------------|---|---|--|
| ACTIVE-1 | Improve Walking Conditions | A | 1 | 1 | | Adjacent 5th St. frontage to be developed per Better Streets Plan Option A. Morris Street and the northern side of the Private drive will also be improved. | Adjacent 5th St. and Brannan St. frontage to be developed per Better Streets Plan Option A. | Corner of Brannan & 6th Street at the perimeter of the Gateway Building to be developed per Better Streets Plan and Option A |
| ACTIVE-2 | Bicycle Parking | A | 1 | 1 | 1 | Required parking for Phase 1a, 1b, & 1c | N/A | N/A |
| ACTIVE-3 | Showers and Lockers | | 1 | 1 | 1 | Required showers and lockers for Phase 1a, 1b, & 1c | N/A | N/A |
| ACTIVE-4 | Bike Share Membership | <1000 ft. | 2 | 0 | | Will offer 1/2 the cost of membership to employees of retail that comes on line in each phase. | | |
| ACTIVE-5A | Bike Repair Station | | 1 | 1 | | 1 Repair Shop at 500sf to serve site including all phases. | N/A | N/A |
| ACTIVE-5B | Bike Maintenance Services | | 1 | 0 | | Will be provided as proposed to full-time retail employees in each phase. | | |
| ACTIVE-7 | Bike Valet Parking | | 1 | | | Valet services will be offered as required for special events. | | |
| CSHARE-1 | Car-share Parking | A | 1 | 1 | 1 | 11 spaces | 3 space | 1 space |
| DELIVERY-1 | Delivery Supportive Amenities | | 1 | 1 | | 2 spaces at 200 sf each to serve site including all phases. | N/A | N/A |
| DELIVERY-2 | Provide Delivery Services | | 1 | | | Will provide delivery services as required. | | |
| HOV-3 | Vanpool Service | B (retail), G (office) | 2 | 7 | | 6 vanpool spaces to be provided in Phase 1a. | 3 additional vanpool spaces to be provided in Phase 1b. | 3 additional vanpool spaces to be provided in Phase 1c. |
| INFO-1 | Multimodal Wayfinding Signage | | 1 | 1 | 1 | Blocks Building related signage to be installed in Phase 1a. | Market Hall Building related signage to be installed in Phase 1b. | Gateway Building related signage to be installed in Phase 1c. |
| INFO-2 | Real Time Transportation Information Displays | | 1 | 1 | 1 | Blocks Building related signage to be installed in Phase 1a. | Market Hall Building related signage to be installed in Phase 1b. | Gateway Building related signage to be installed in Phase 1c. |
| INFO-3 | Tailored Transportation Marketing Services | C (retail), B (office) | 3 | 2 | | Will provide marketing materials and consultations to all new retail and office full-time employees for each phase. | | |
| PKG-1 | Unbundled Parking | D | 4 | 4 | | Parking must be leased or sold as part of separate agreement. | | |
| PKG-2 | Short-term Daily Parking | | 2 | 2 | | Project parking will not be discounted for longer term parking. | | |

SFFM Project Variant 1: Without Wholesale Flower Market

PUBLIC BENEFITS BY PHASE

Phase 1a

Will include construction of the Blocks Building and the basement with entry and exit ramps. The ground floor of the Blocks Building will include the child care facility. Two-thirds of the required POPOS, the relevant TDM proposed measures, and all of the bicycle parking are planned to come on line. The bicycle parking will exceed the code minimum at 125% of code. The public way improvements planned for Morris Street and the adjacent portion of 5th Street are also planned for Phase 1a.

Phase 1b

Will include construction of the Market Hall Building and 12,000 sf of the on site POPOS. The relevant TDM measures will also come on line. The public way directly adjacent to the Market Hall building along 5th Street and Brannan street will be improved.

Phase 1c

Will include construction of the Gateway Building and the remainder of the POPOS on and off site. Phase 1c will also include the off-site POPOS proposed for the project. The remaining TDM measures relevant to the Gateway Building will also come on line. The public way directly adjacent to the Gateway building site will be improved in Phase 1c.

| POPOS Required for Office Program | 1:50 Office GSF | Required POPOS |
|-----------------------------------|-----------------------------|------------------|
| Phase 1a | 1,384,578 gsf @ 1:50 | 27,692 sf |
| Phase 1b | 351,895 gsf @ 1:50 | 7,038 sf |
| Phase 1c | 324,907 gsf @ 1:50 | 6,498 sf |
| Total | 2,061,380 gsf @ 1:50 | 41,228 sf |

| POPOS Proposed | Open to Sky (sf) | Under Cantilever with 20' - 40'-0" clr. (Up to 10% Allowed) (sf) | Offsite Public Amenity (sf) | Total (sf) |
|----------------|------------------|--|-----------------------------|---------------|
| Phase 1a | 25,195 | 425 | 2,075 | 27,695 |
| Phase 1b | 4,300 | 7,700 | 0 | 12,000 |
| Phase 1c | 830 | 0 | 703 | 1,533 |
| Overall | 30,325 | 8,125 | 2,778 | 41,228 |

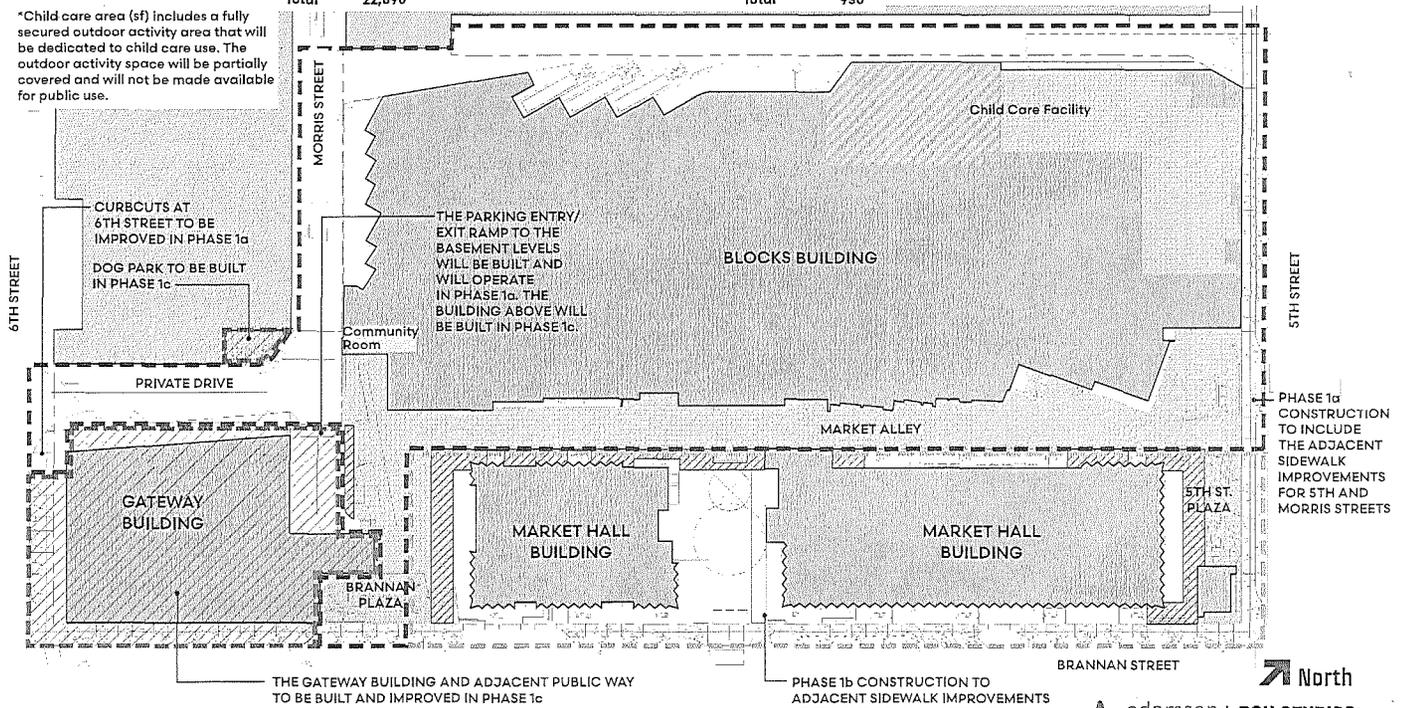
| Bicycle Parking | Class I | Class II |
|-----------------|------------|-----------|
| Phase 1a | 516 | 92 |
| Phase 1b | 0 | 0 |
| Phase 1c | 0 | 0 |
| Total | 516 | 92 |

| Showers & Lockers | Showers | Lockers |
|-------------------|-----------|------------|
| Phase 1a | 18 | 103 |
| Phase 1b | 0 | 0 |
| Phase 1c | 0 | 0 |
| Total | 18 | 103 |

| Car Share | Spaces |
|--------------|-----------|
| Phase 1a | 8 |
| Phase 1b | 3 |
| Phase 1c | 2 |
| Total | 13 |

| Child Care | Area (sf) | Community Room | Area (sf) |
|--------------|---------------|----------------|------------|
| Phase 1a | 22,690 | Phase 1a | 950 |
| Phase 1b | 0 | Phase 1b | 0 |
| Phase 1c | 0 | Phase 1c | 0 |
| Total | 22,690 | Total | 950 |

*Child care area (sf) includes a fully secured outdoor activity area that will be dedicated to child care use. The outdoor activity space will be partially covered and will not be made available for public use.



SFFM Project Variant 1: Without Wholesale Flower Market

TRANSPORTATION DEMAND MANAGEMENT PROGRAM PROPOSED Implementation Matrix

| Measure Title | Measure Name | Option Selected | Retail Points | Office Points | PDR Points | Phase 1a Benefits | Phase 1b Benefits | Phase 1c Benefits |
|---------------|---|------------------------|---------------|---------------|------------|---|---|--|
| ACTIVE-1 | Improve Walking Conditions | A | 1 | 1 | | Adjacent 5th St. frontage to be developed per Better Streets Plan Option A. Morris Street and the northern side of the Private drive will also be improved. | Adjacent 5th St. and Brannan St. frontage to be developed per Better Streets Plan Option A. | Corner of Brannan & 6th Street at the perimeter of the Gateway Building to be developed per Better Streets Plan and Option A |
| ACTIVE-2 | Bicycle Parking | A | 1 | 1 | 1 | Class 1 bicycle parking for phase 1a, 1b, and 1c will be delivered. Spaces will be provided at 125% of code | N/A | N/A |
| ACTIVE-3 | Showers and Lockers | | 1 | 1 | 1 | Required showers and lockers for Phase 1a, 1b, & 1c | N/A | N/A |
| ACTIVE-4 | Bike Share Membership | <1000 ft. | 2 | 0 | | Will offer 1/2 the cost of membership to employees of retail that comes on line in each phase. | | |
| ACTIVE-5A | Bike Repair Station | | 1 | 1 | | 1 Repair Shop at 500sf to serve site including all phases. | N/A | N/A |
| ACTIVE-5B | Bike Maintenance Services | | 1 | 0 | | Will be provided as proposed to full-time retail employees in each phase. | | |
| ACTIVE-7 | Bike Valet Parking | | 1 | | | Valet services will be offered as required for special events. | | |
| CSHARE-1 | Car-share Parking | A | 1 | 1 | 1 | 8 spaces | 3 spaces | 2 spaces |
| DELIVERY-1 | Delivery Supportive Amenities | | 1 | 1 | | 2 spaces at 100 sf each to serve site including all phases. | N/A | N/A |
| DELIVERY-2 | Provide Delivery Services | | 1 | | | Will provide delivery services as required. | | |
| HOV-3 | Vanpool Service | B (retail), G (office) | 2 | 7 | | 6 vanpool spaces to be provided in Phase 1a. | 3 additional vanpool spaces to be provided in Phase 1b. | 3 additional vanpool spaces to be provided in Phase 1c. |
| INFO-1 | Multimodal Wayfinding Signage | | 1 | 1 | 1 | Blocks Building related signage to be installed in Phase 1a. | Market Hall Building related signage to be installed in Phase 1b. | Gateway Building related signage to be installed in Phase 1c. |
| INFO-2 | Real Time Transportation Information Displays | | 1 | 1 | 1 | Blocks Building related signage to be installed in Phase 1a. | Market Hall Building related signage to be installed in Phase 1b. | Gateway Building related signage to be installed in Phase 1c. |
| INFO-3 | Tailored Transportation Marketing Services | C (retail), B (office) | 3 | 2 | | Will provide marketing materials and consultations to all new retail and office full-time employees for each phase. | | |
| PKG-1 | Unbundled Parking | D | 4 | 4 | | Parking must be leased or sold as part of separate agreement. | | |
| PKG-2 | Short-term Daily Parking | | 2 | 2 | | Project parking will not be discounted for longer term parking. | | |

Project Variant POPOS Activation

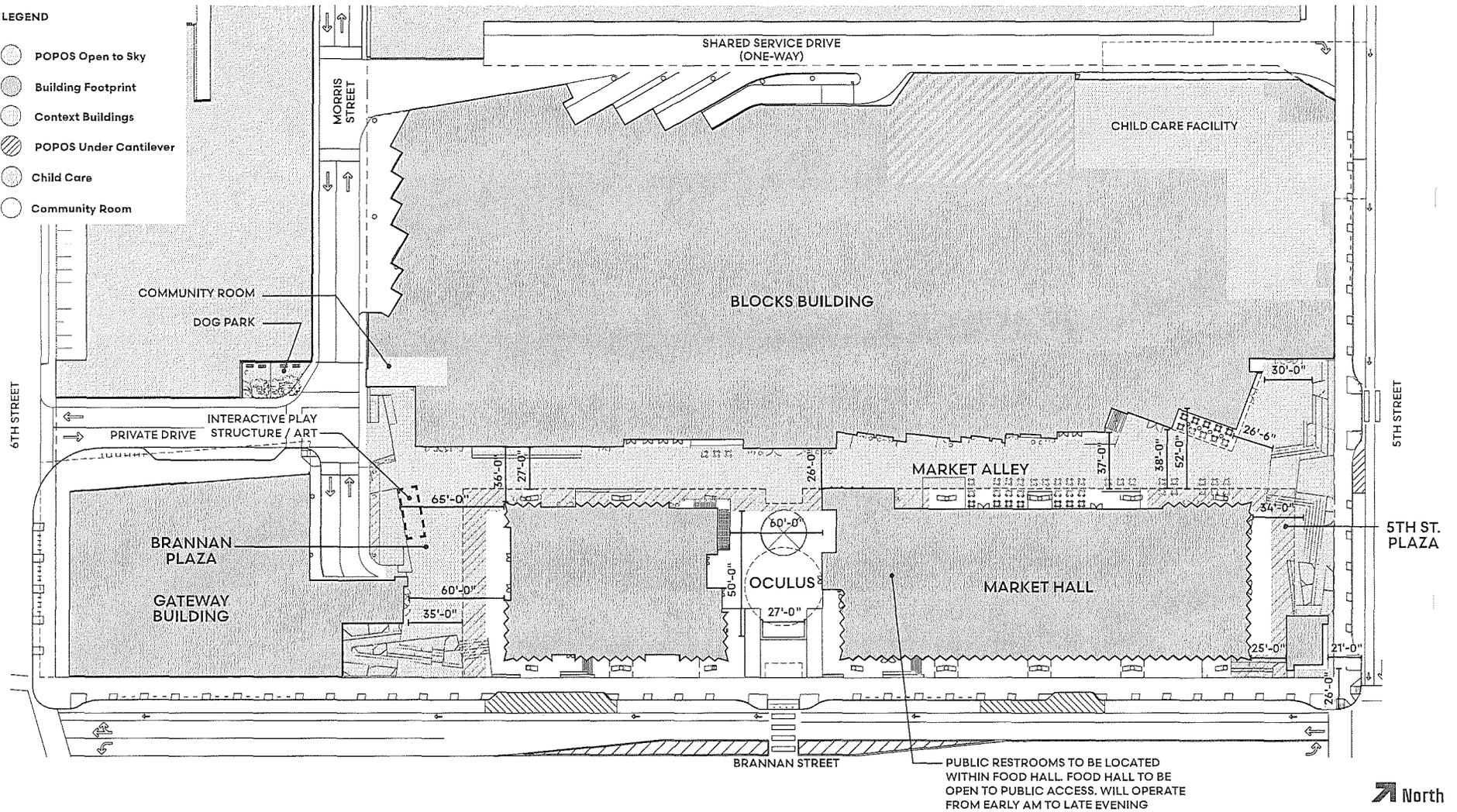


OPEN SPACE PLAN

PROJECT VARIANT WITHOUT WHOLESALE FLOWER MARKET - PROPOSED GROUND FLOOR

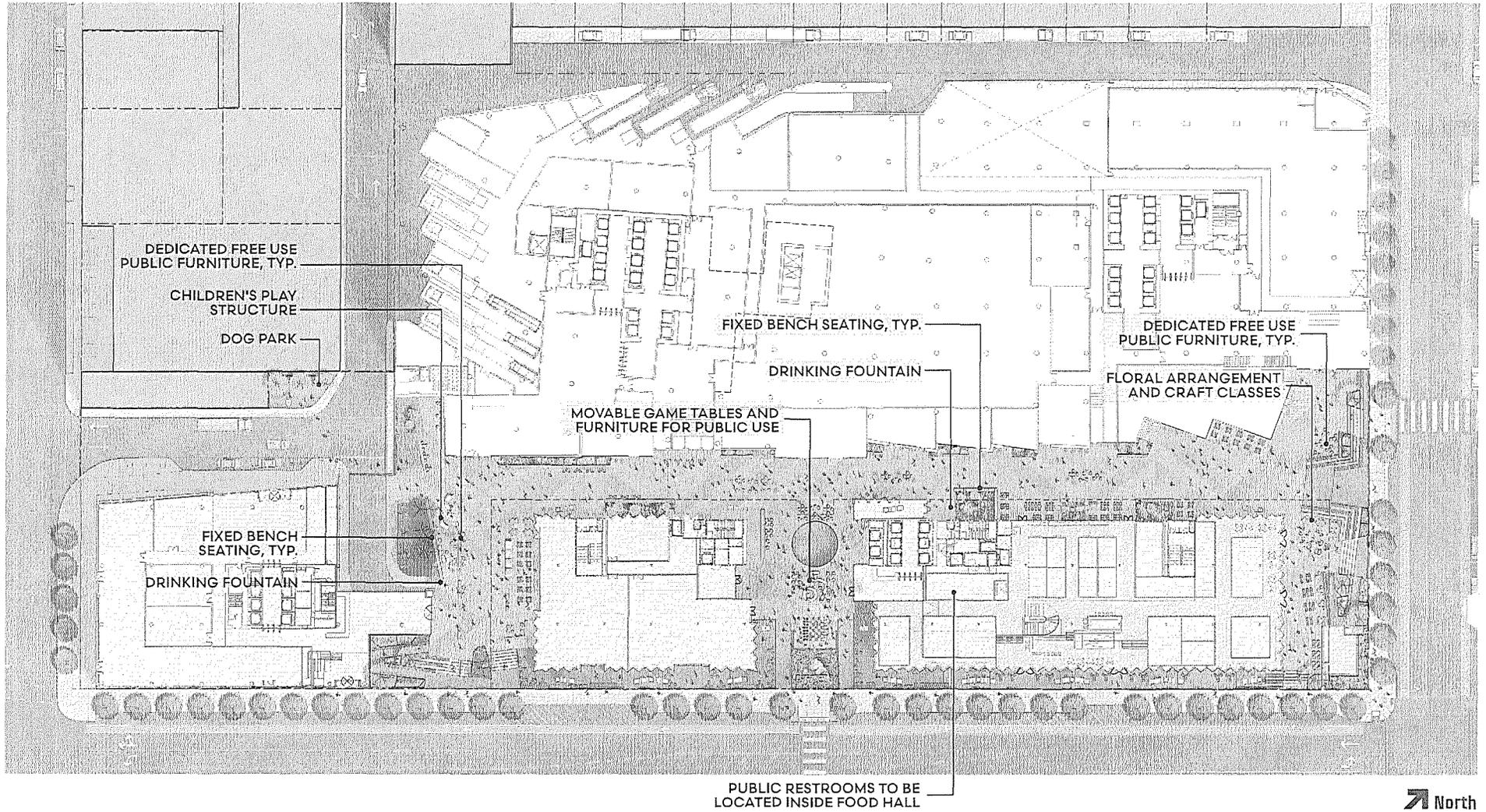
LEGEND

-  POPOS Open to Sky
-  Building Footprint
-  Context Buildings
-  POPOS Under Cantilever
-  Child Care
-  Community Room

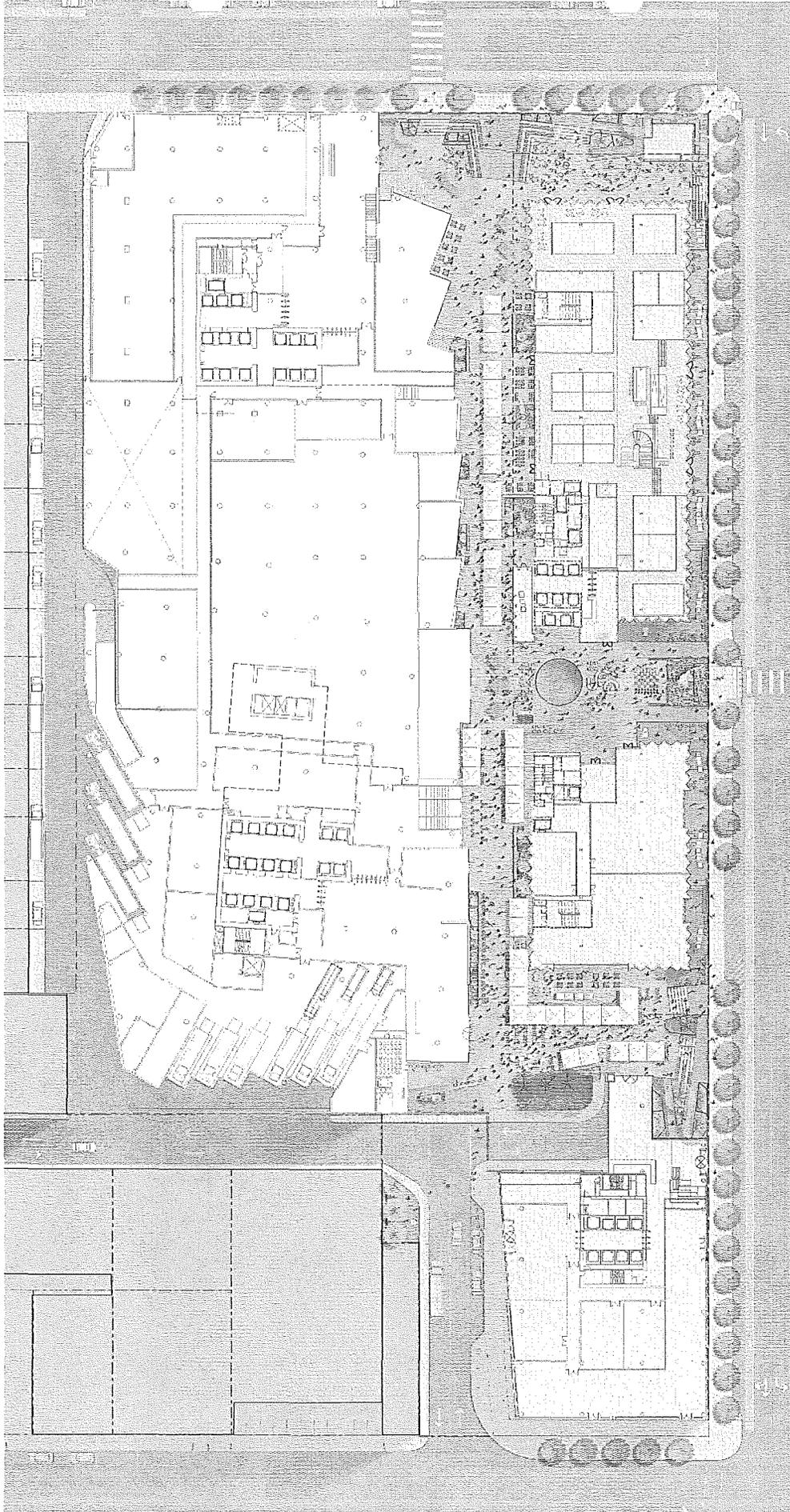


SF FLOWER MART PROJECT POPOS

DAILY PLANNING



SF FLOWER MART PROJECT POPOS
SPECIAL EVENT OVERVIEW



North

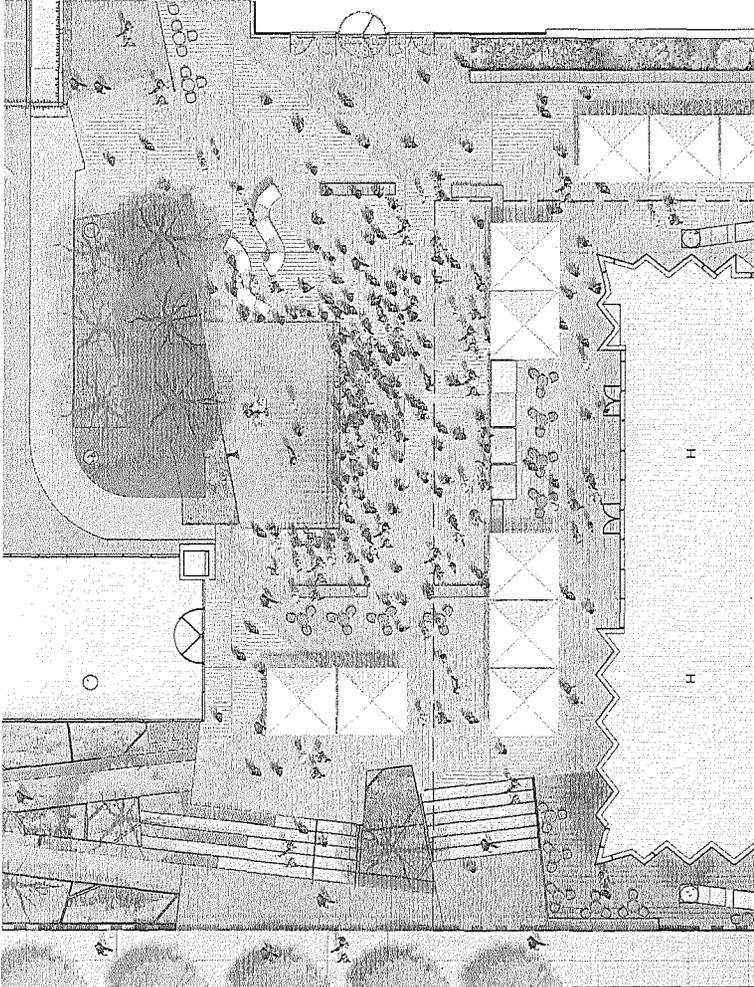
adamson | RCH STUDIOS
ARCHITECTS
SF FLOWER MART 190610 127

KILROY

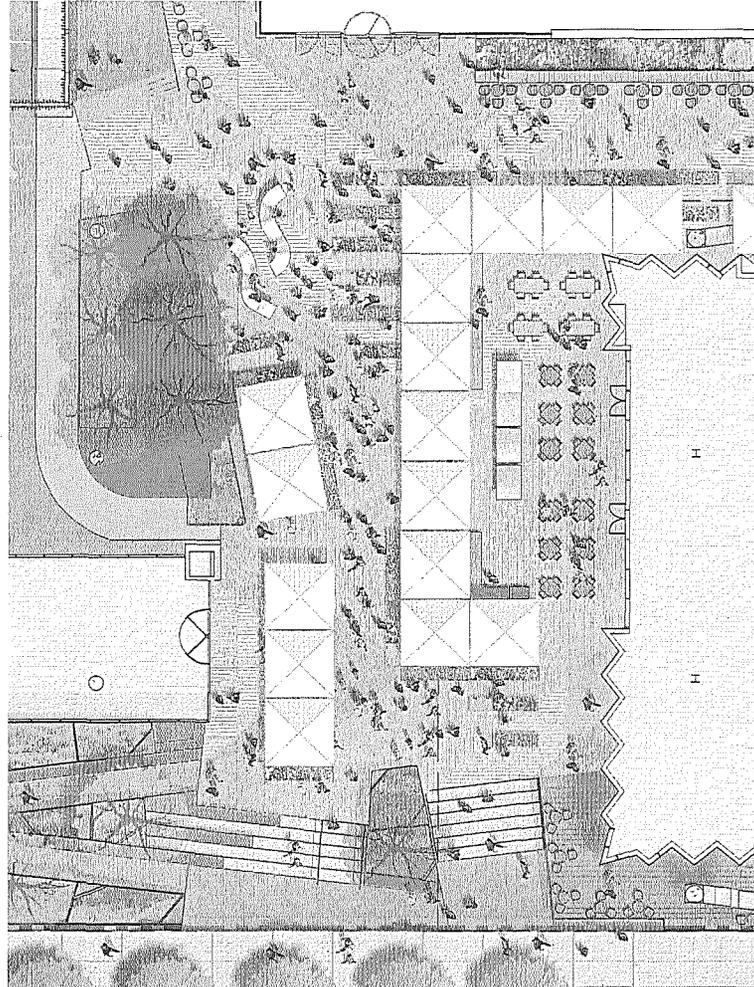
BRANNAN PLAZA

CONCERT/ PERFORMANCES, FARMERS' MARKET/ NIGHT MARKET

PERFORMANCE DAY



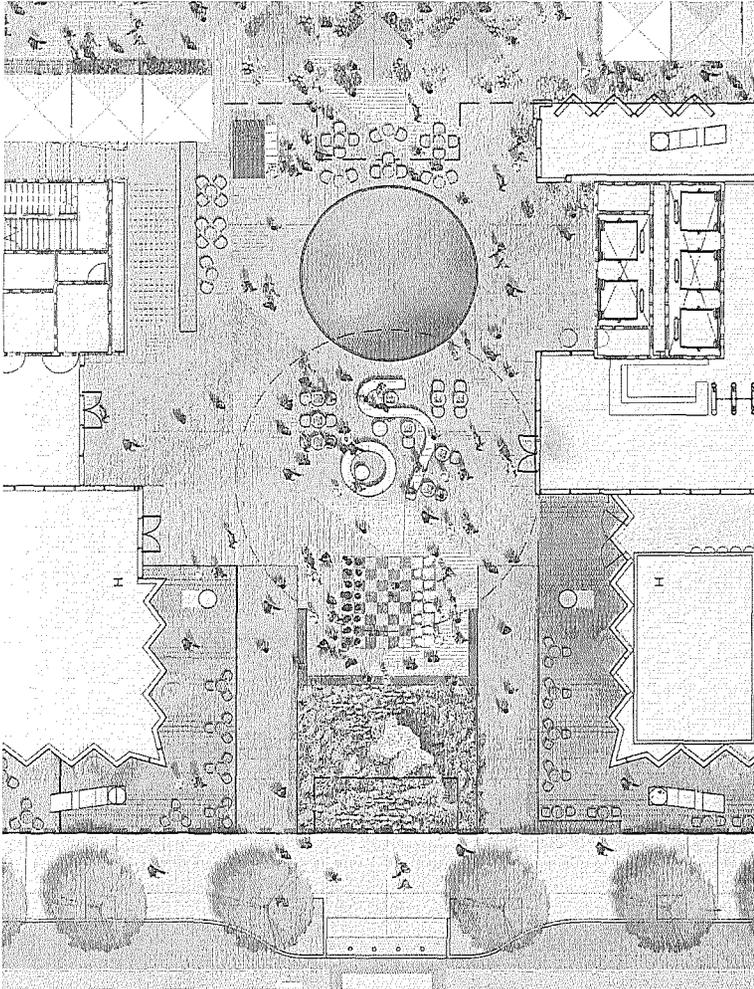
FARMERS' MARKET DAY



OCULUS BREEZEWAY

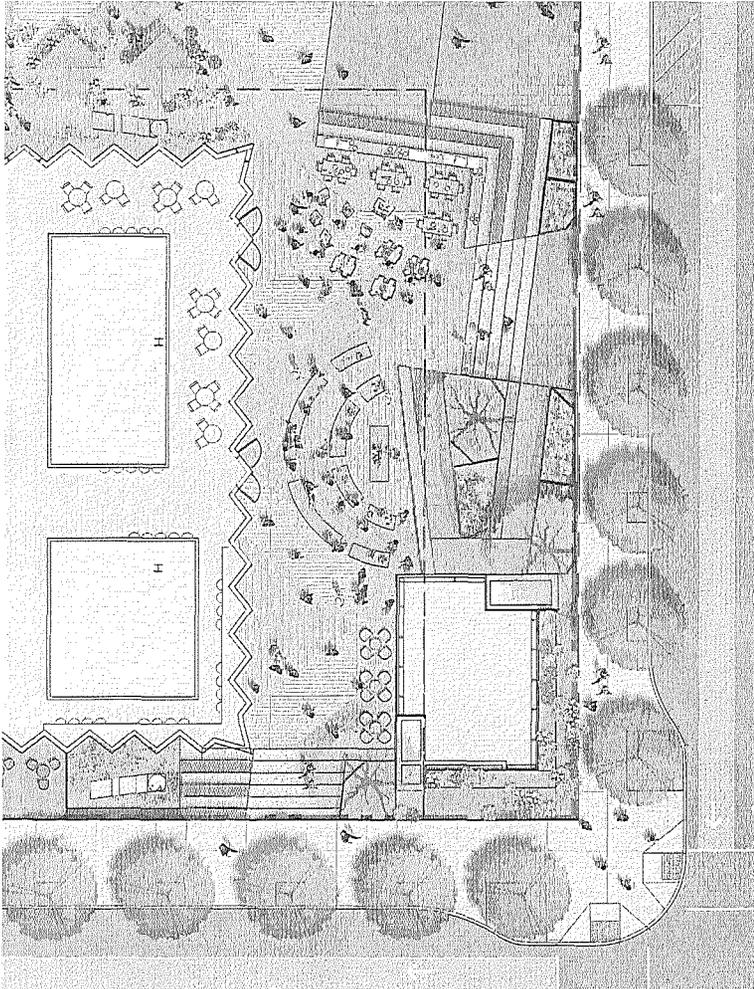
GAMING/ COMMUNITY ACTIVITIES

FLEXIBLE COMMUNITY ACTIVITY SPACE



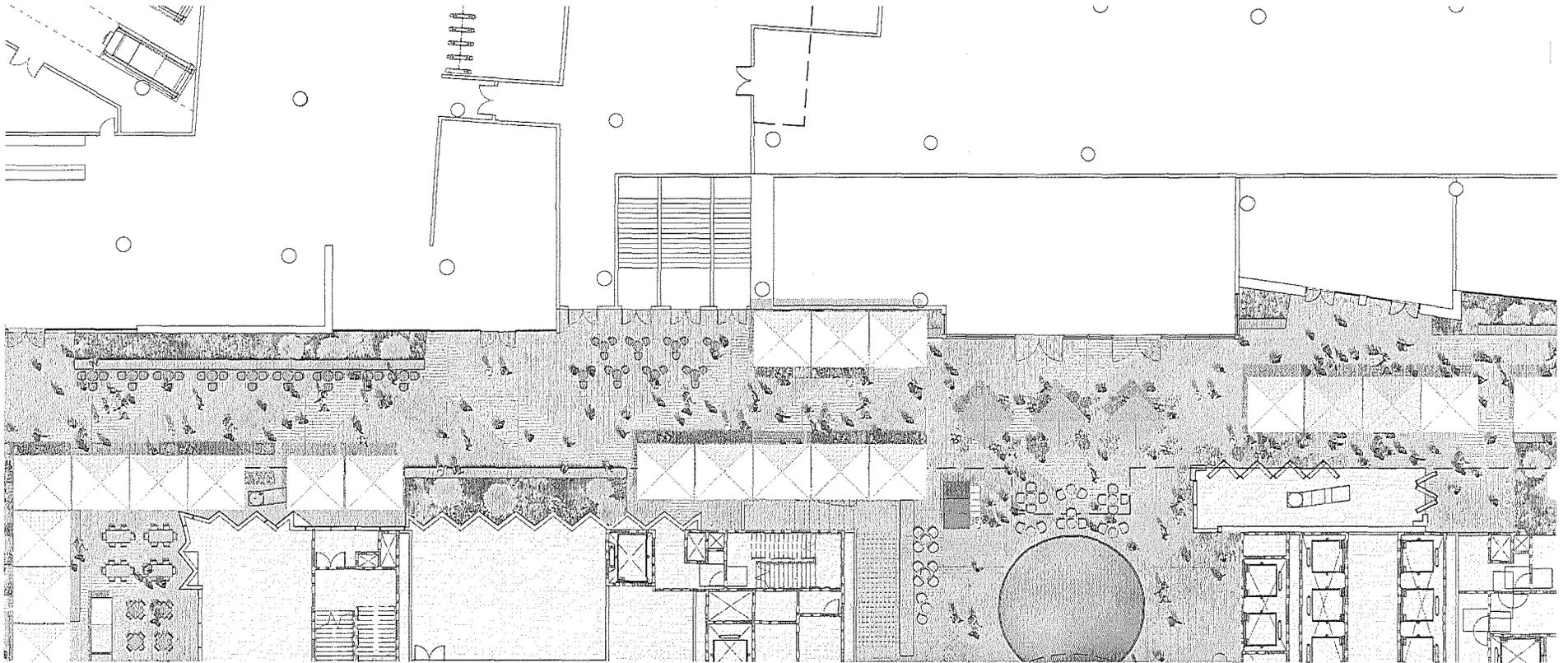
5TH STREET PLAZA
FLORAL EVENTS (ARTS & CRAFTS)

FLEXIBLE COMMUNITY ACTIVITY SPACE



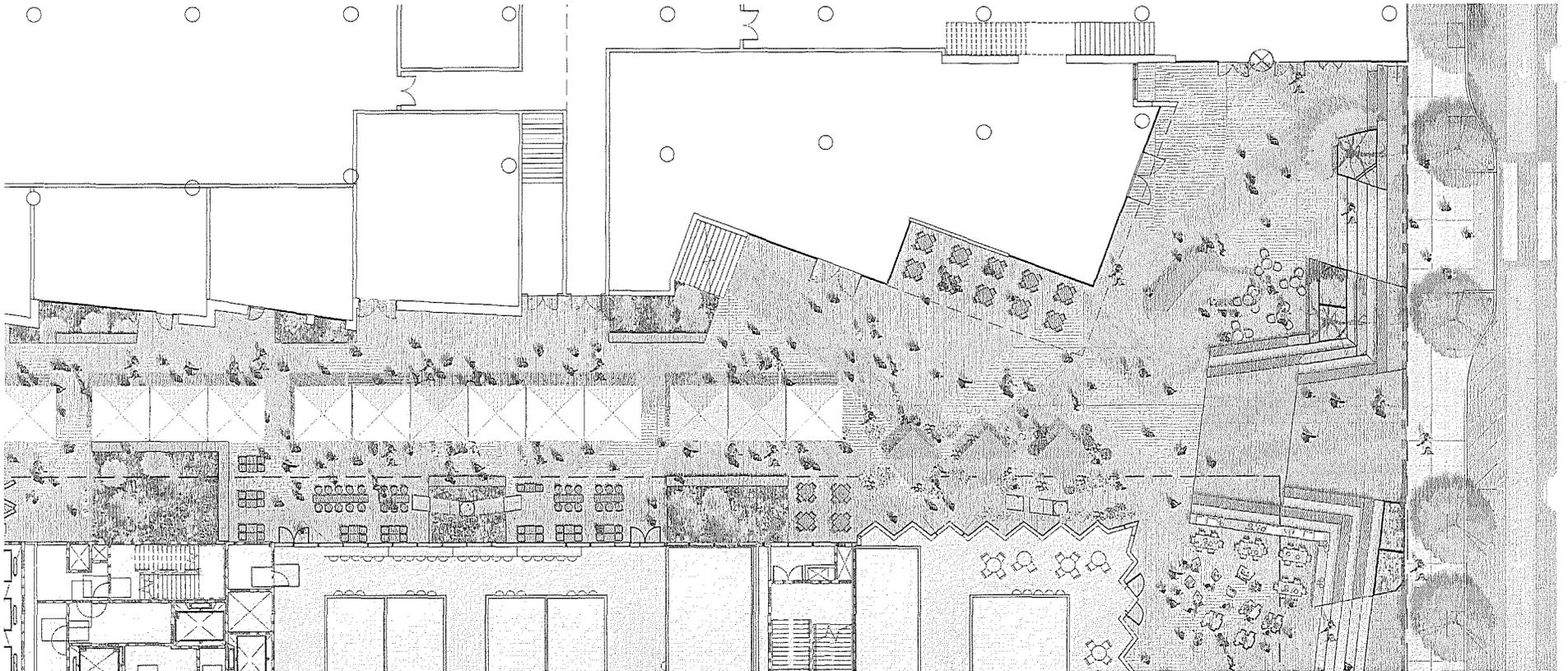
OPEN SPACE PLAN
MARKET ALLEY - WEST

FARMERS' MARKET DAY



OPEN SPACE PLAN
MARKET ALLEY - EAST

FARMERS' MARKET DAY

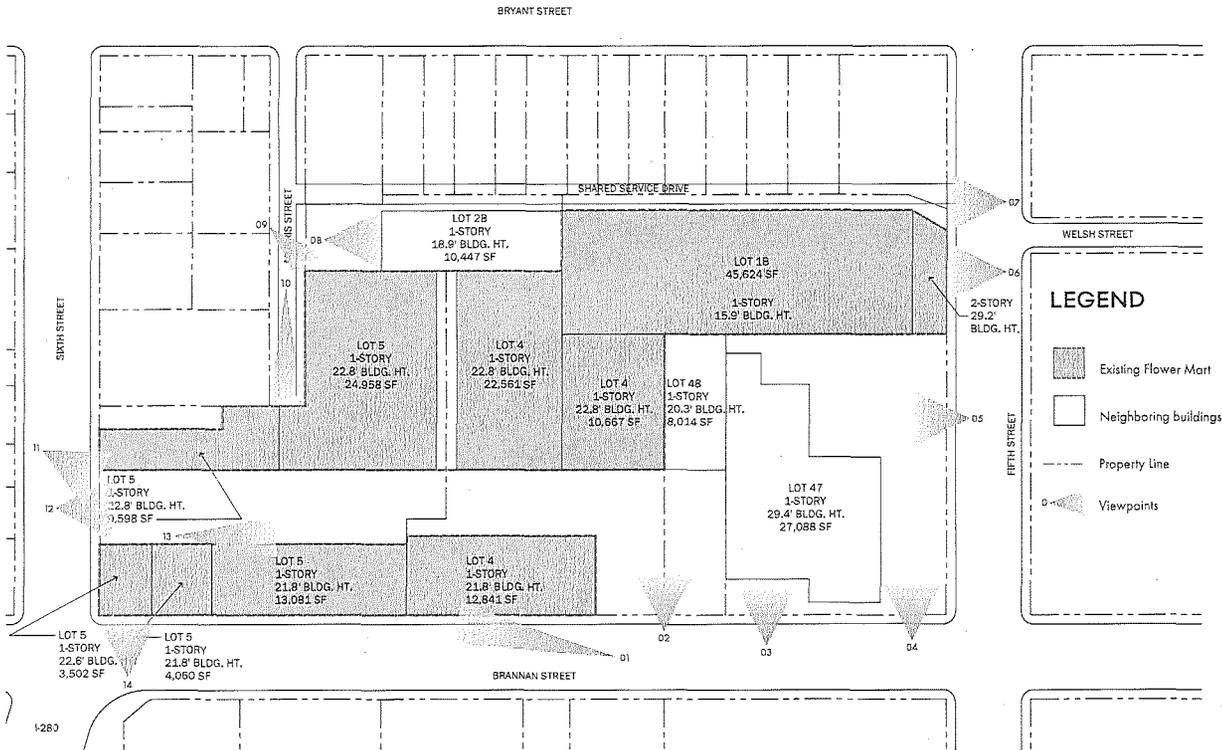


Existing Site
Photos



Existing Site Photos

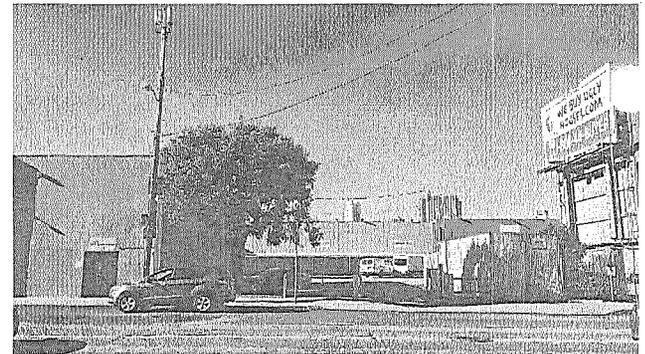
PHOTO REFERENCE MAP



BIRD'S EYE VIEW

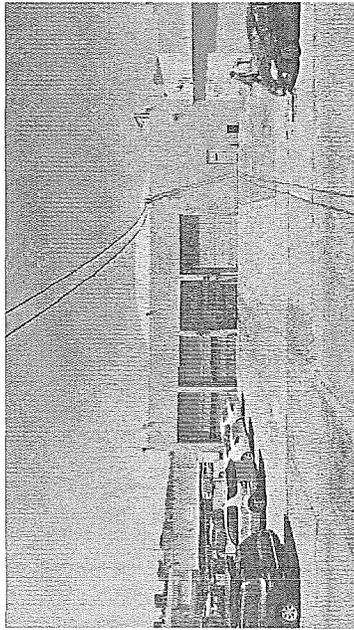


VIEW - 01



VIEW - 02

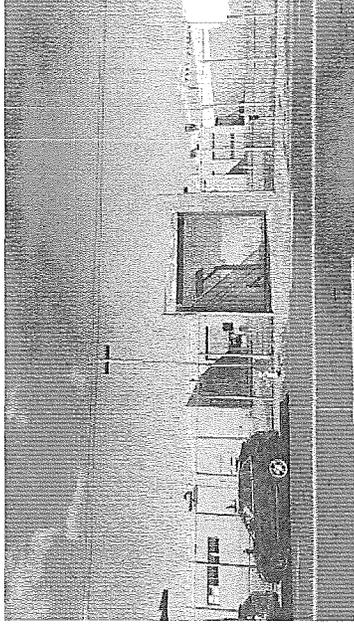
Existing Site Photos (cont)



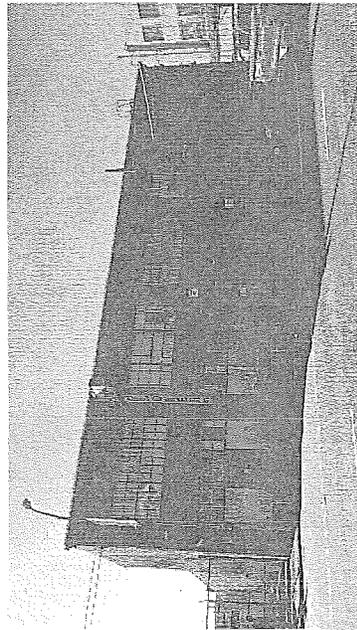
VIEW - 03



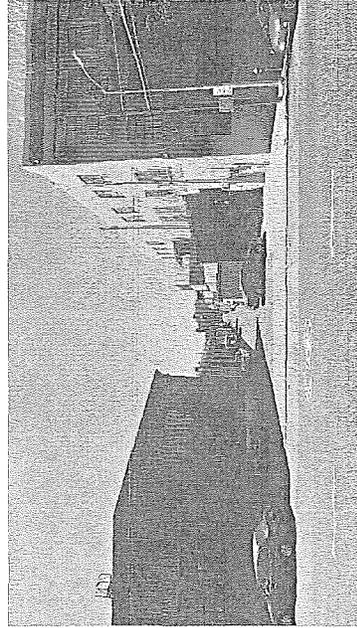
VIEW - 04



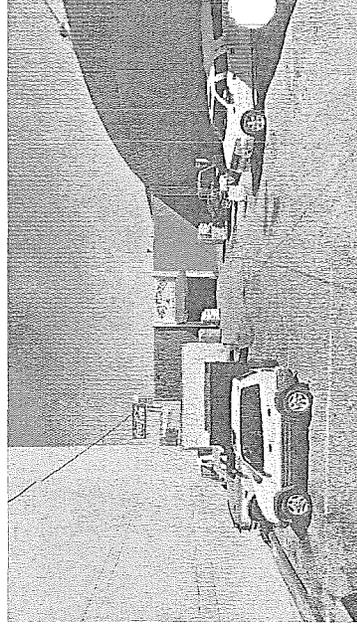
VIEW - 05



VIEW - 06

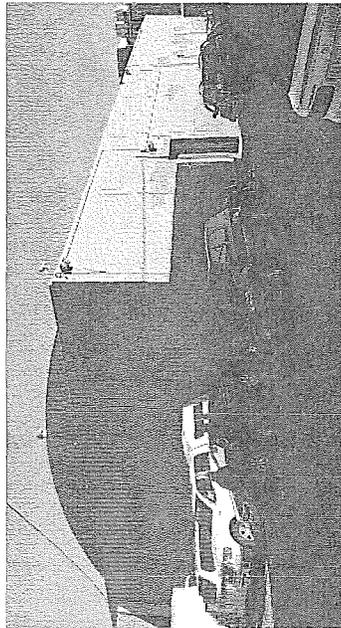


VIEW - 07

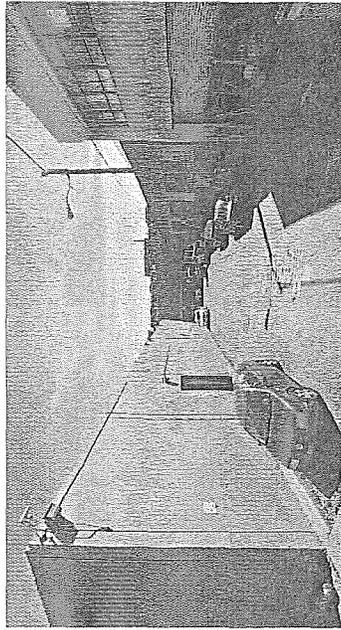


VIEW - 08

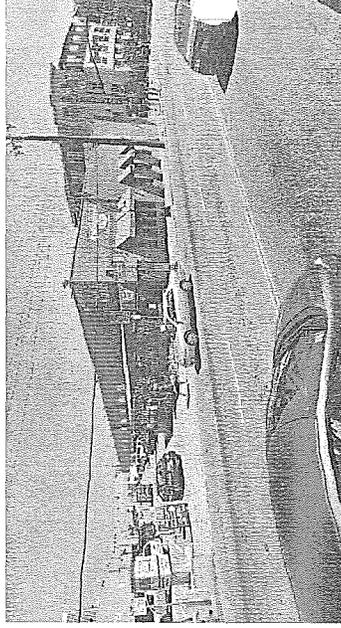
Existing Site Photos (cont)



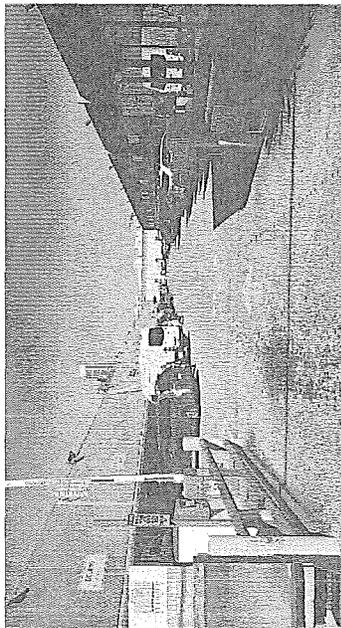
VIEW - 09



VIEW - 10



VIEW - 11



VIEW - 12



VIEW - 13

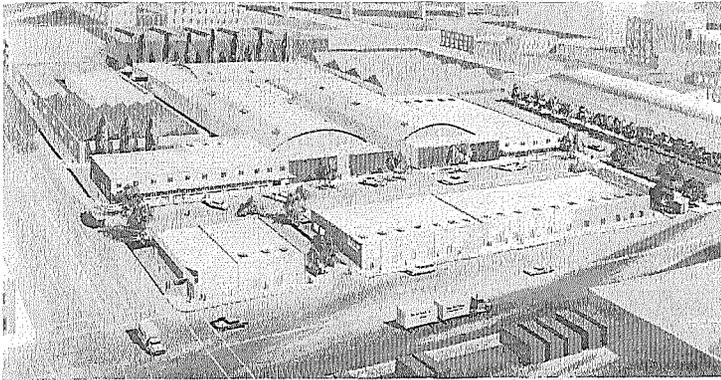


VIEW - 14

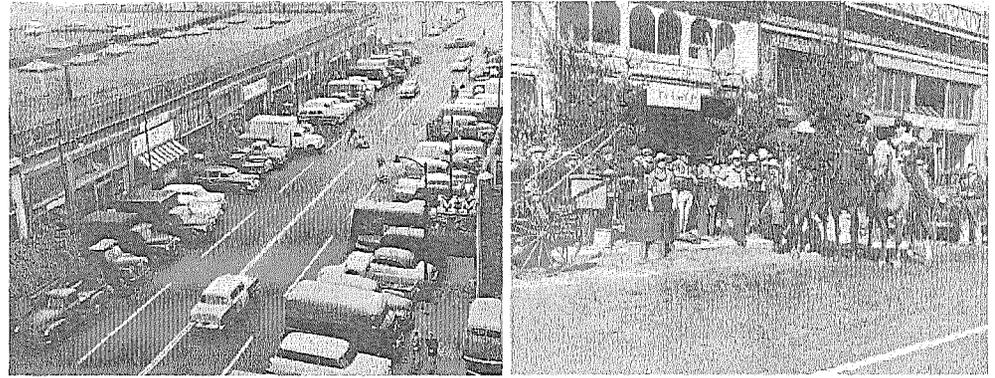
Historic Site
Photos



Historic Site Photos

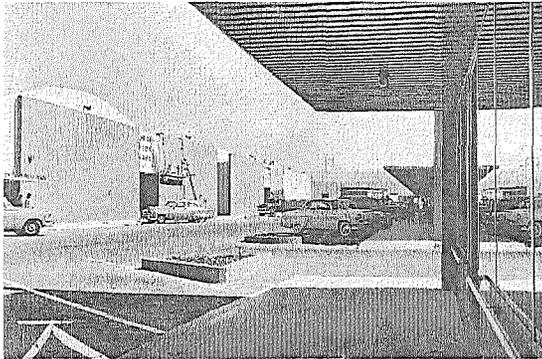


SAN FRANCISCO FLOWER TERMINAL MARIO J. CIAMPI ARCHITECT, S.F.A.
Mario J. Ciampi's design for the San Francisco Flower Terminal. San Francisco History Center, San Francisco Public Library.



The Flower Market at 171 Fifth Street; exterior (top) and interior (bottom). Clockwise from top left: San Francisco History Center, San Francisco Public Library; SF Flower Mart's Collection on Historypin, <https://www.historypin.org/en/person/59152#pins>, Kawaguchi, 53.

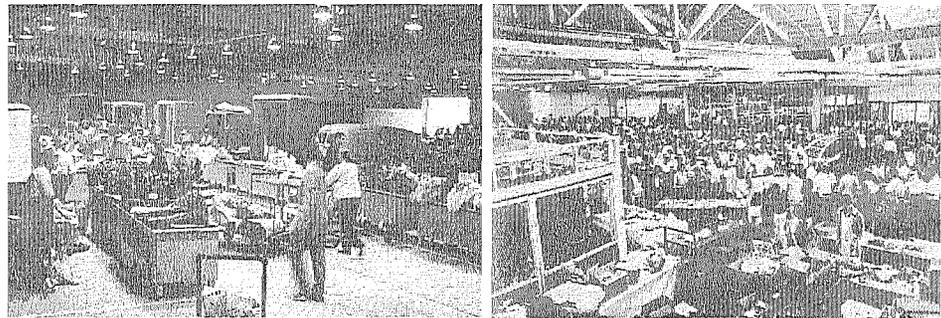
Historic Site Photos



The San Francisco Flower Market right before the formal opening in September 1956. San Francisco History Center, San Francisco Public Library.



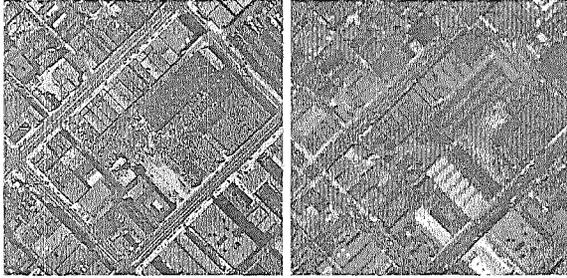
The Flower Market in the 1960s. SF Flower Mart's Collection on Historypin, <https://www.historypin.org/en/person/59152#pins>.



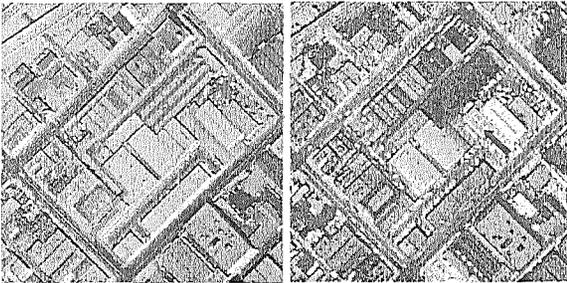
The Italian-owned San Francisco Flower Growers Association market where the growers sold from trucks backed up to their counters (left); Flower Show in the Japanese-owned California Flower Market, ca. 1980 (right). Kawaguchi, 71 and 75.

Historic Site Maps

CONSTRUCTION TIMELINE



1938 (left) and 1946 (right) aeriels of the block, project site outlined in red. Building 1 is visible on the upper right corner of the project site. The rest of the site is occupied by a mix of structures and storage yards. Google Earth, retrieved June 13, 2017.



1956 (left) and 1968 (right) aeriels of the block, project site outlined in red. The project site was built out by 1956 except for the Building 7. Constructed in 1967, the building is visible on the 1968 aerial (marked by an arrow). NETR Online, retrieved July 10, 2017. retrieved June 13, 2017.

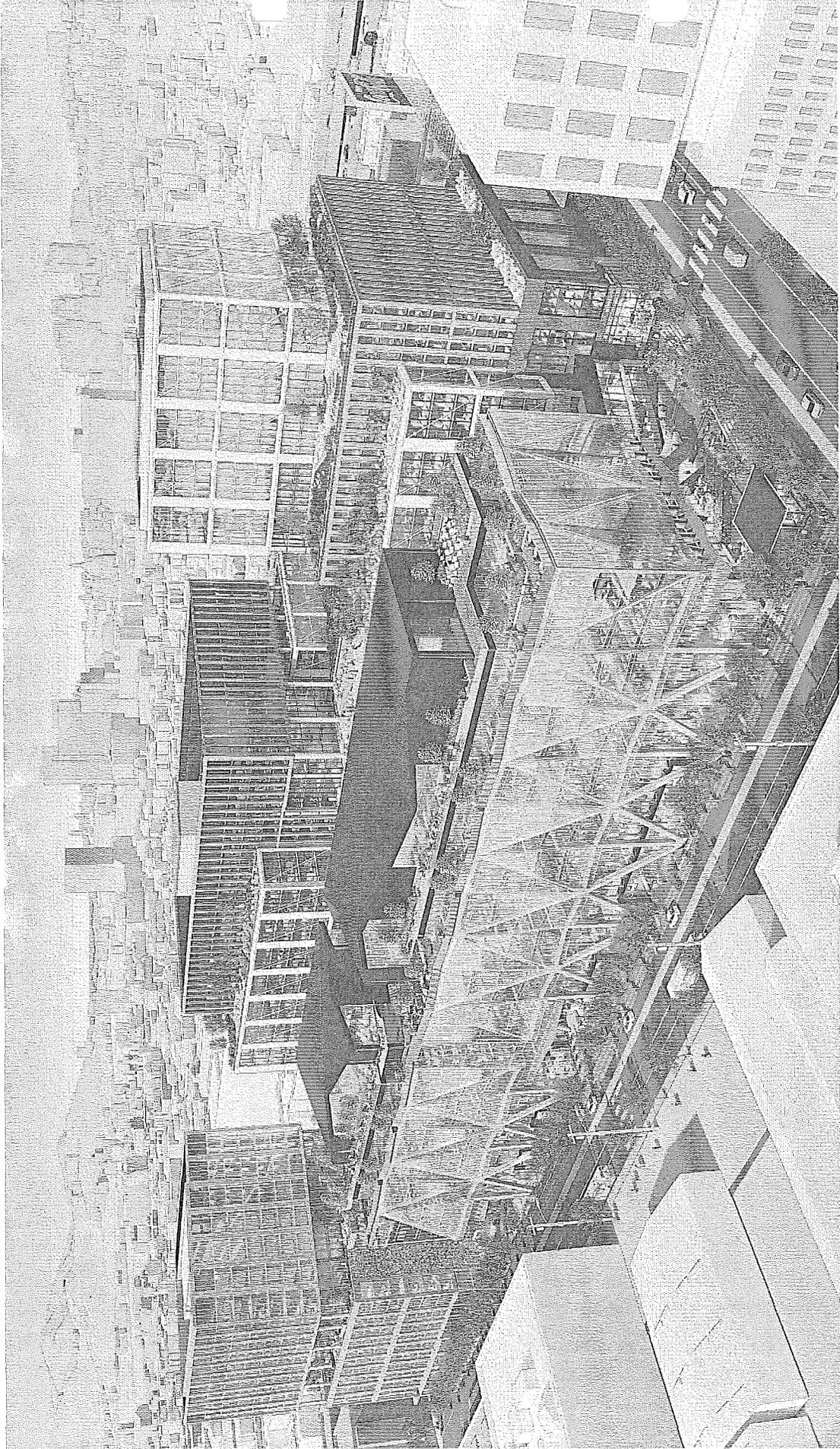


Purchase date of the subject parcels; lot numbers and project site shown in red. Edited from Google Maps, retrieved January 2017.

Project Overview

Renderings

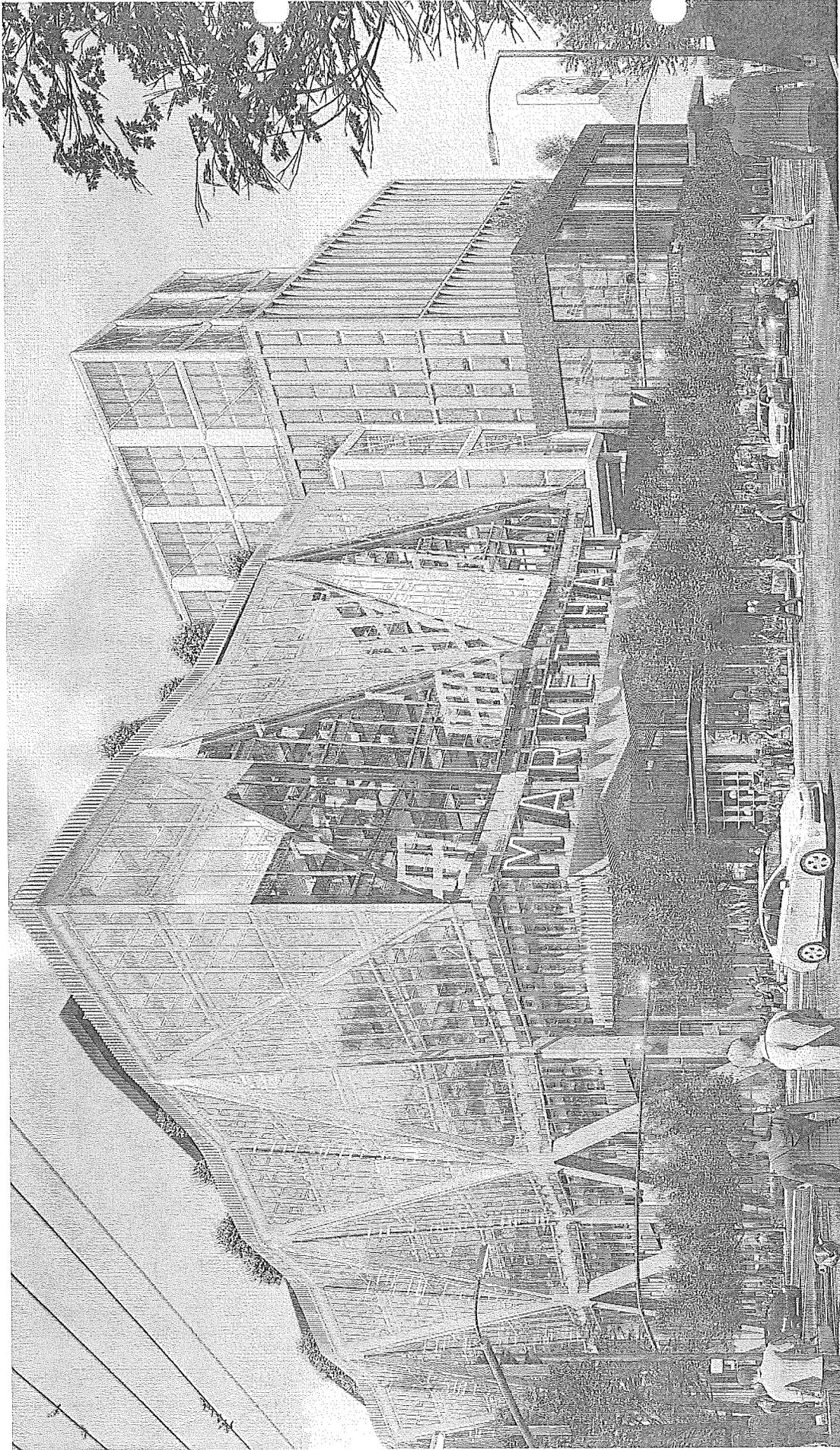




Project Aerial

KILROY

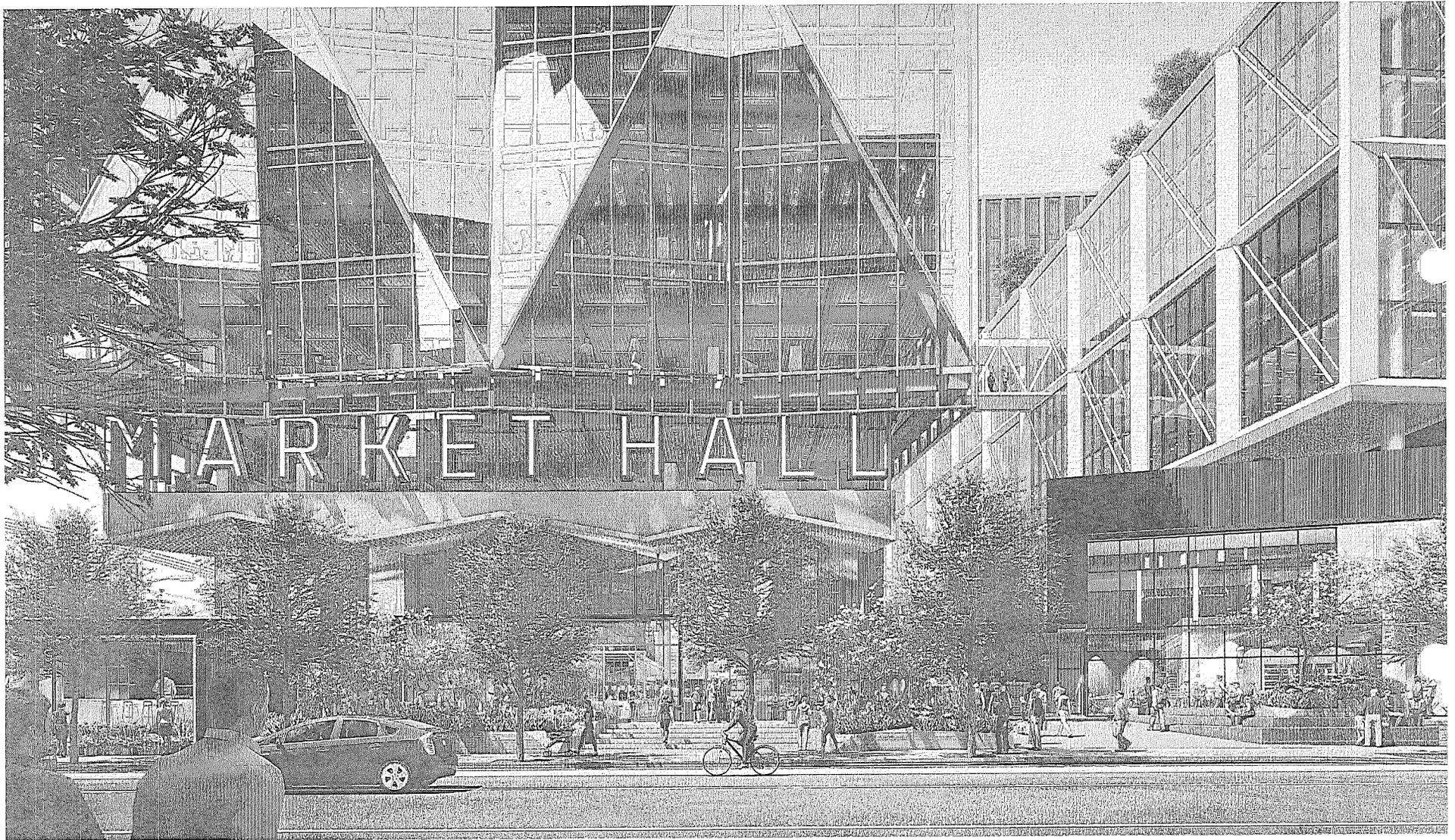
A adamson | RCH STUDIOS
CONSULTANTS
SF FLOWER MART 190810 142



View from 5th and Brannan

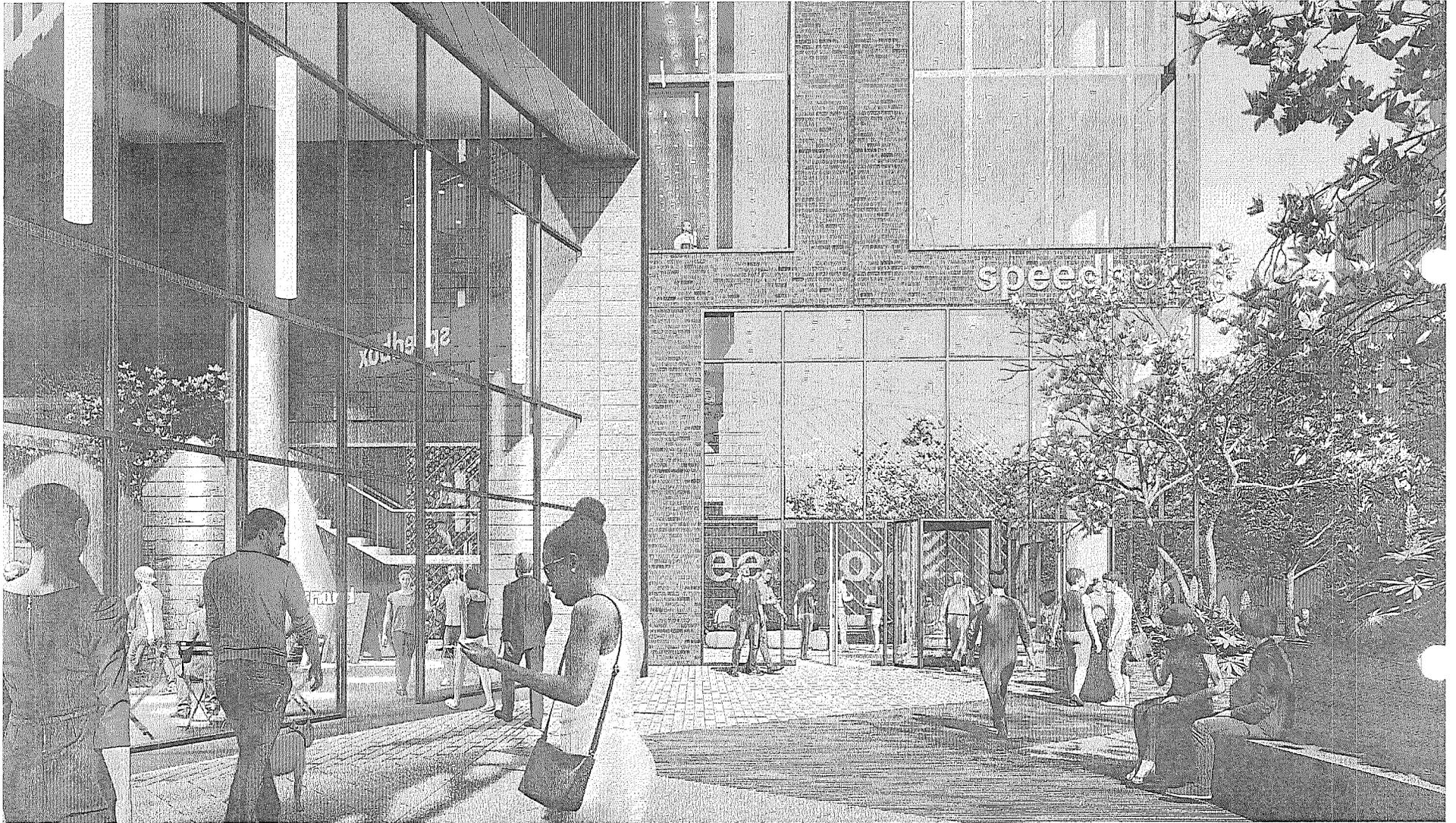
KILROY

adamson | RCH STUDIOS
ARCHITECTS
SF FLOWER MART 190610 '43



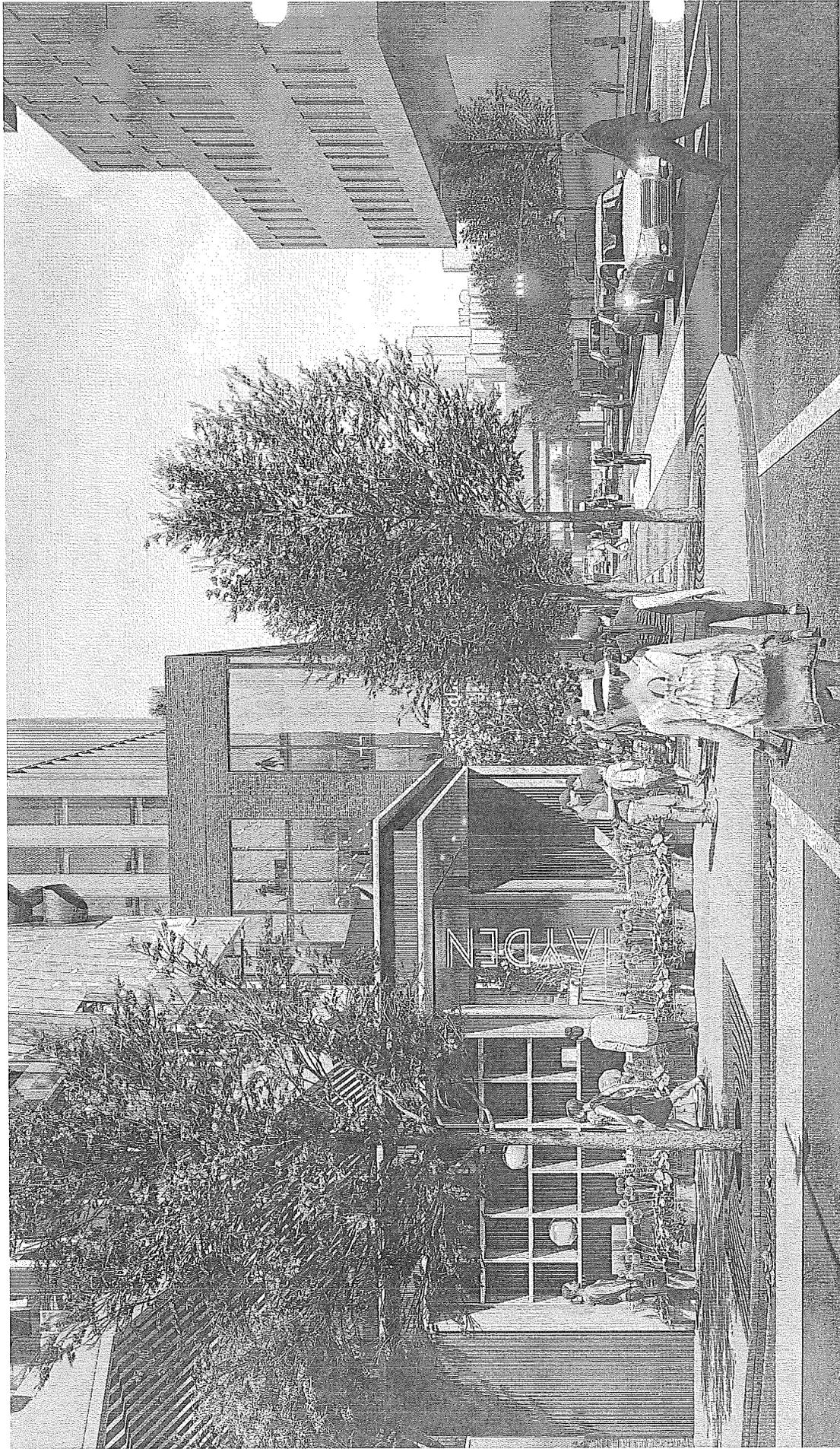
5th Street Plaza and Market Alley

KILROY



5th Street Lobby Adjacent to Restaurant

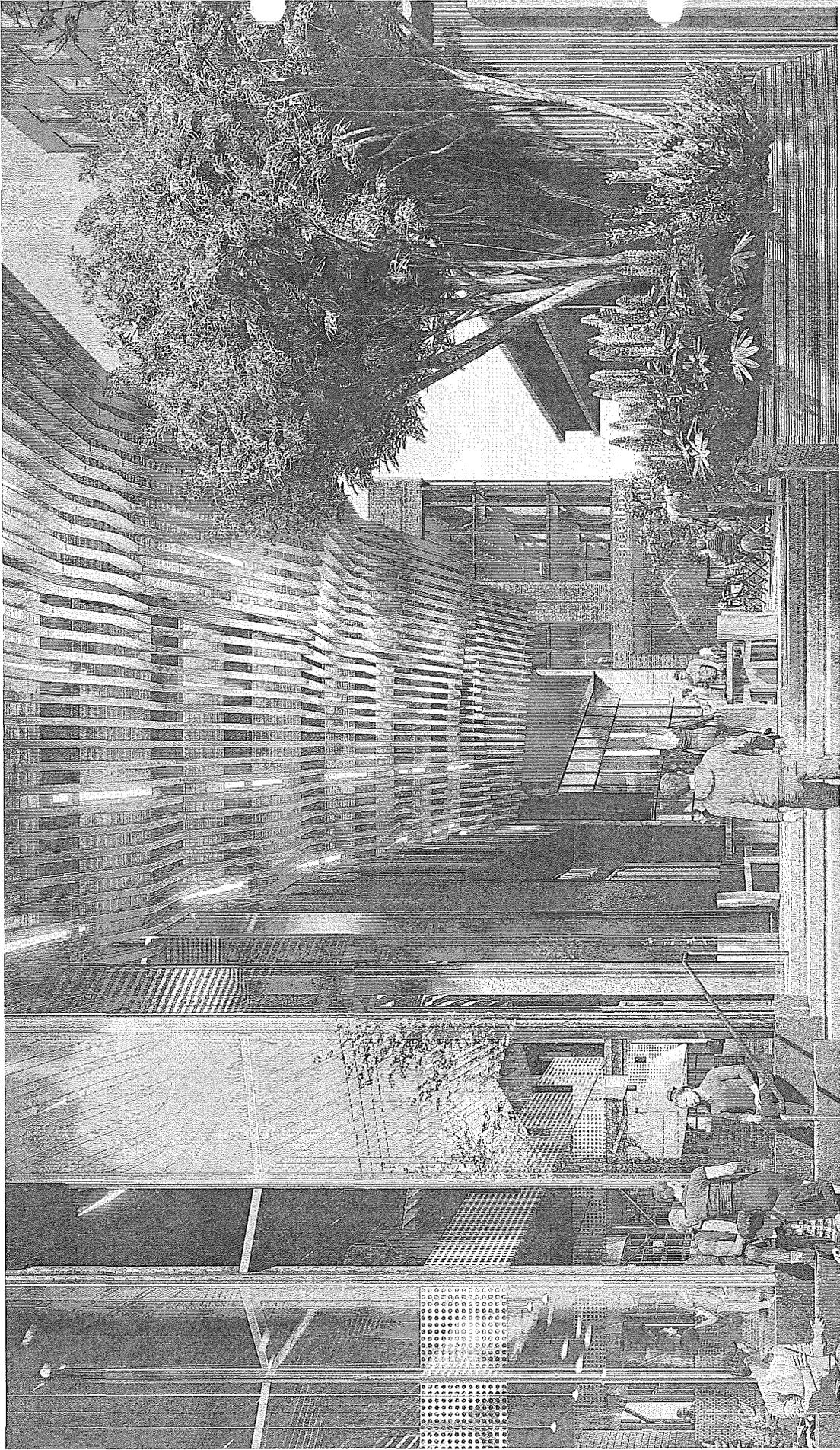
KILROY



Approach from 5th and Brannan

KILROY

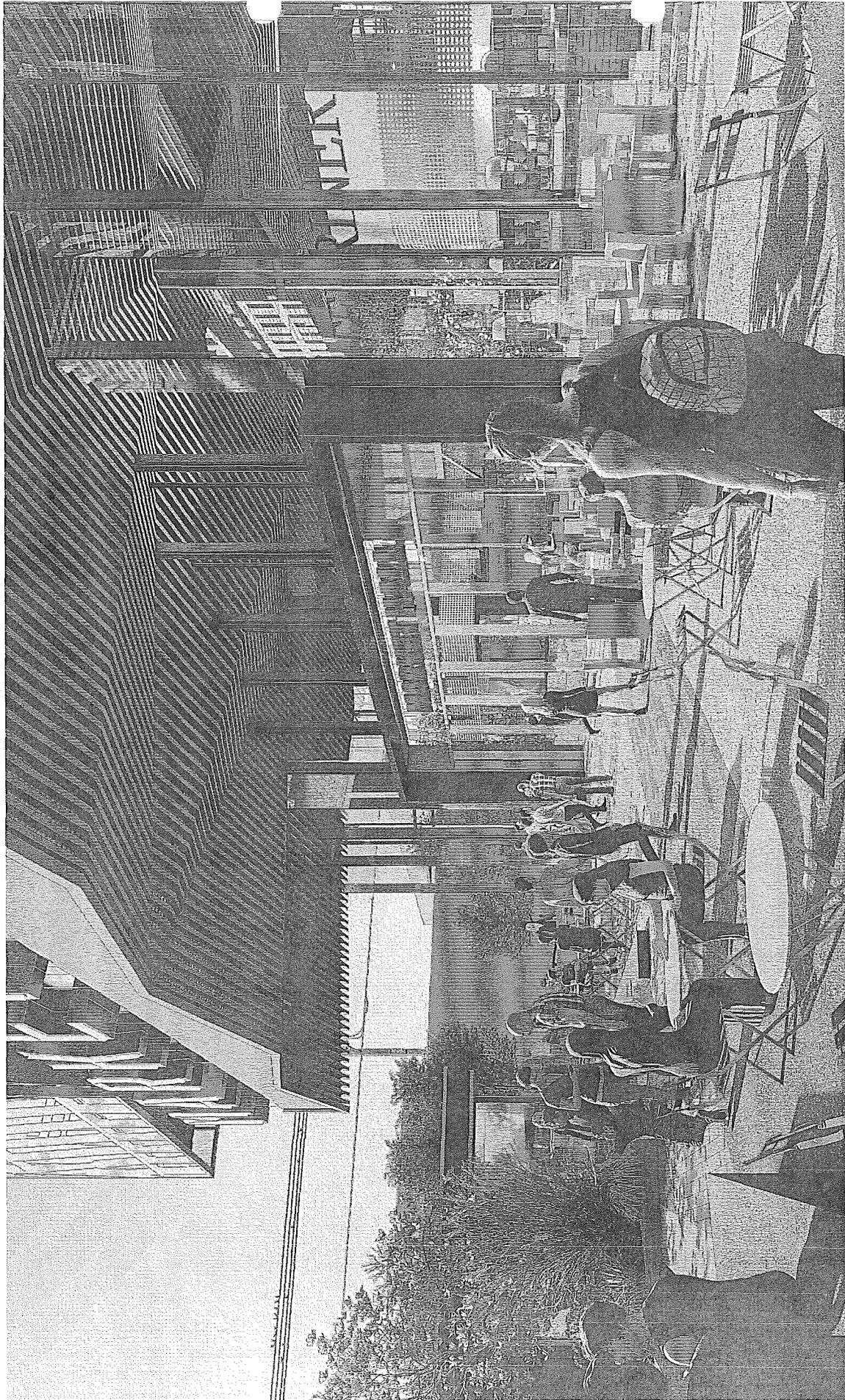
A adamson | RCH STUDIOS
ARCHITECTS
58 FLOWER MART 180810 146



5th St. Plaza at Brannan Street Approach

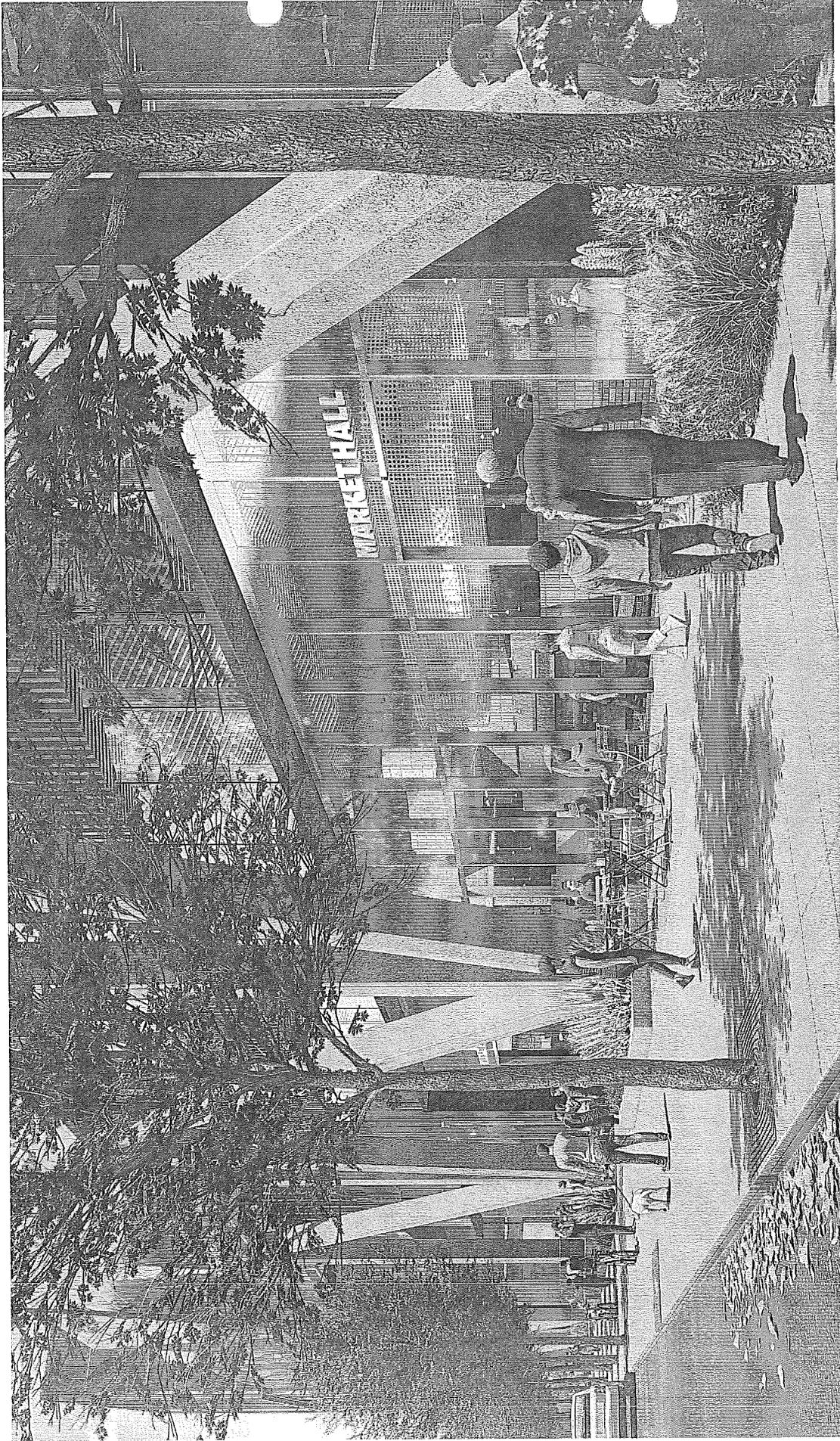
KILROY

A adamson | RCH STUDIOS
ARCHITECTS
SF FLOWER MART 190810 147



5th St. Plaza

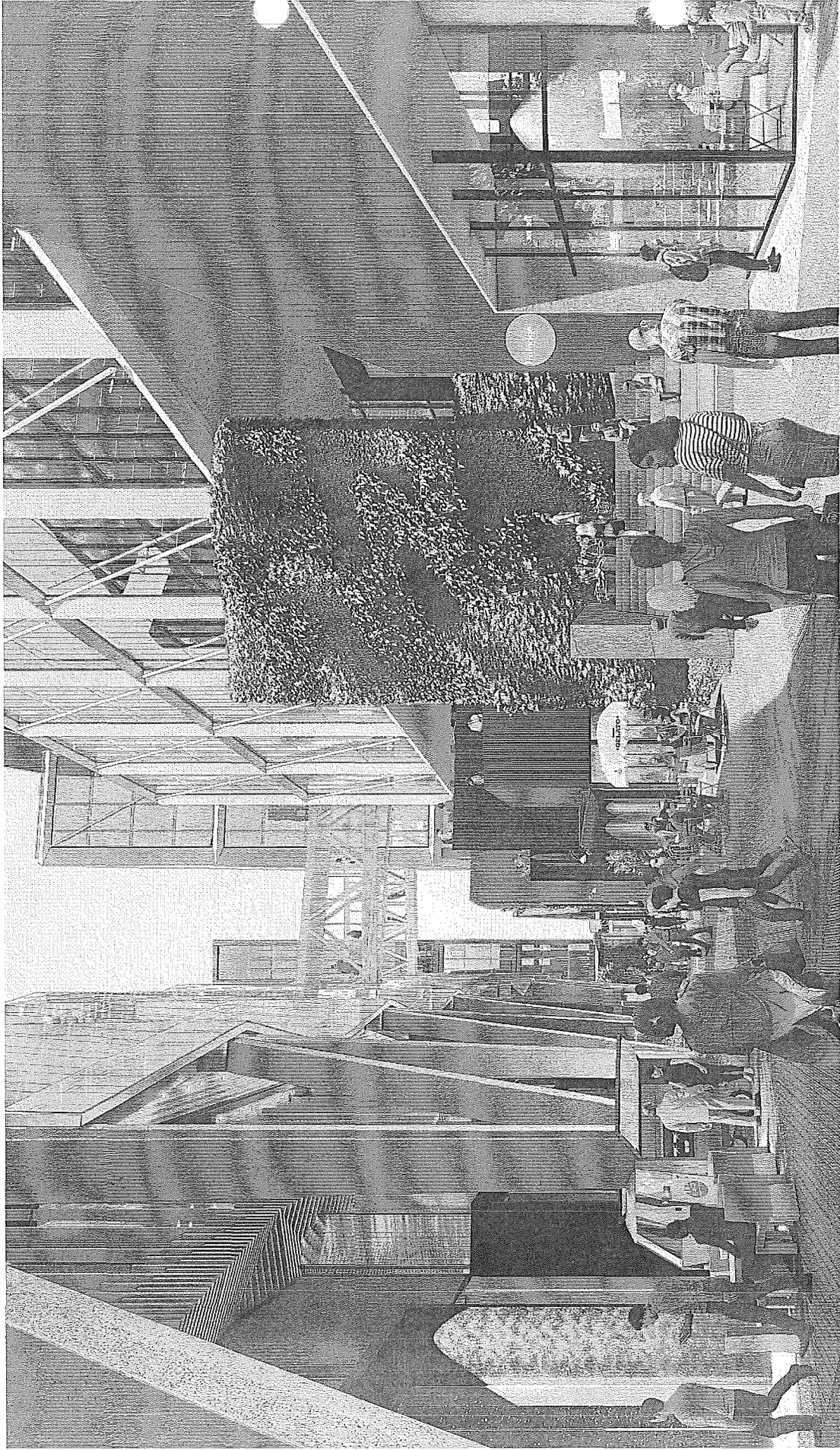
KILROY



Market Hall Entry at Brannan Street

KILROY

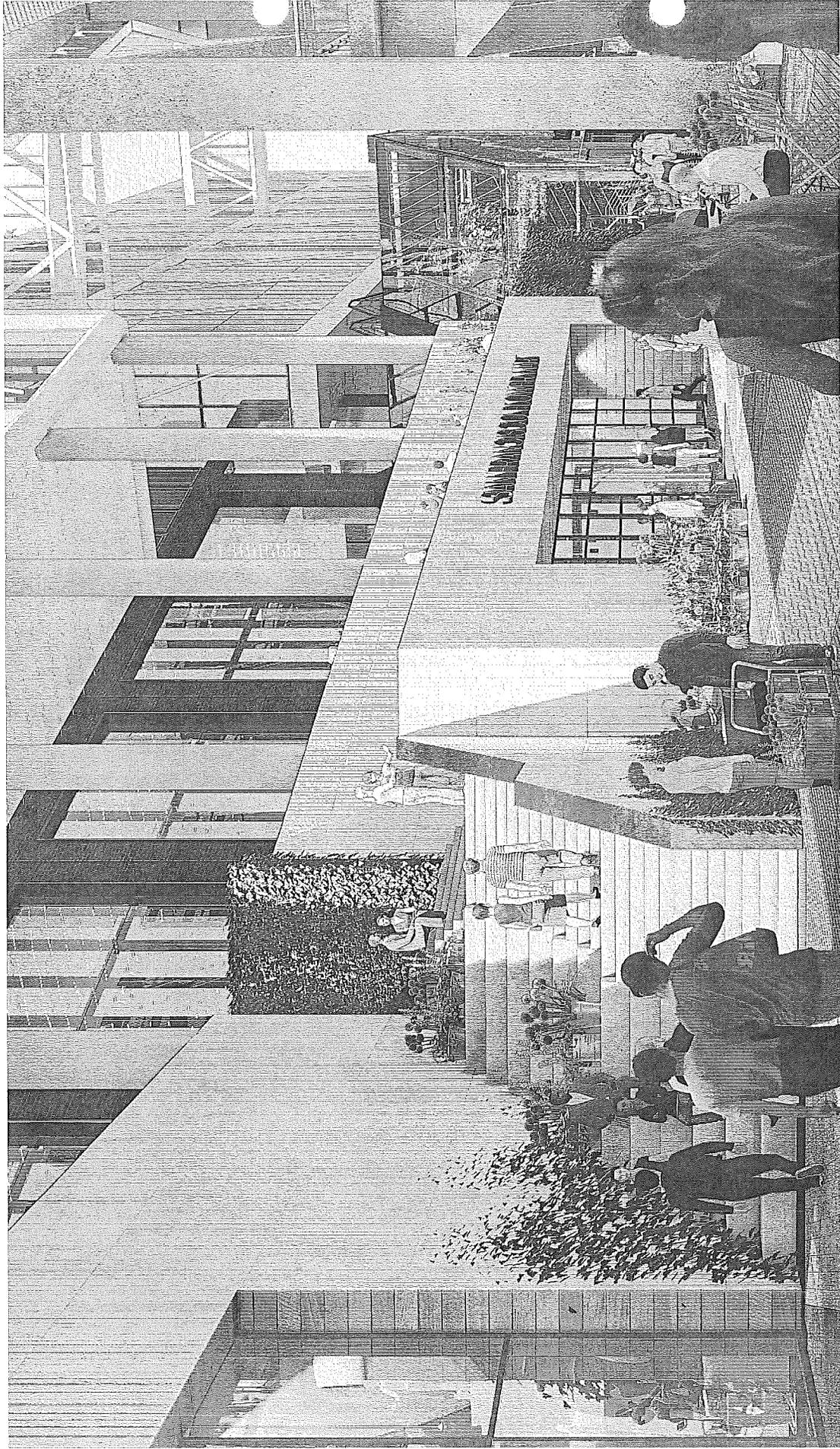
A adamson | RCH STUDIOS
ARCHITECTS
SF FLOWER MART 180610 149



Market Alley Retail

KILROY

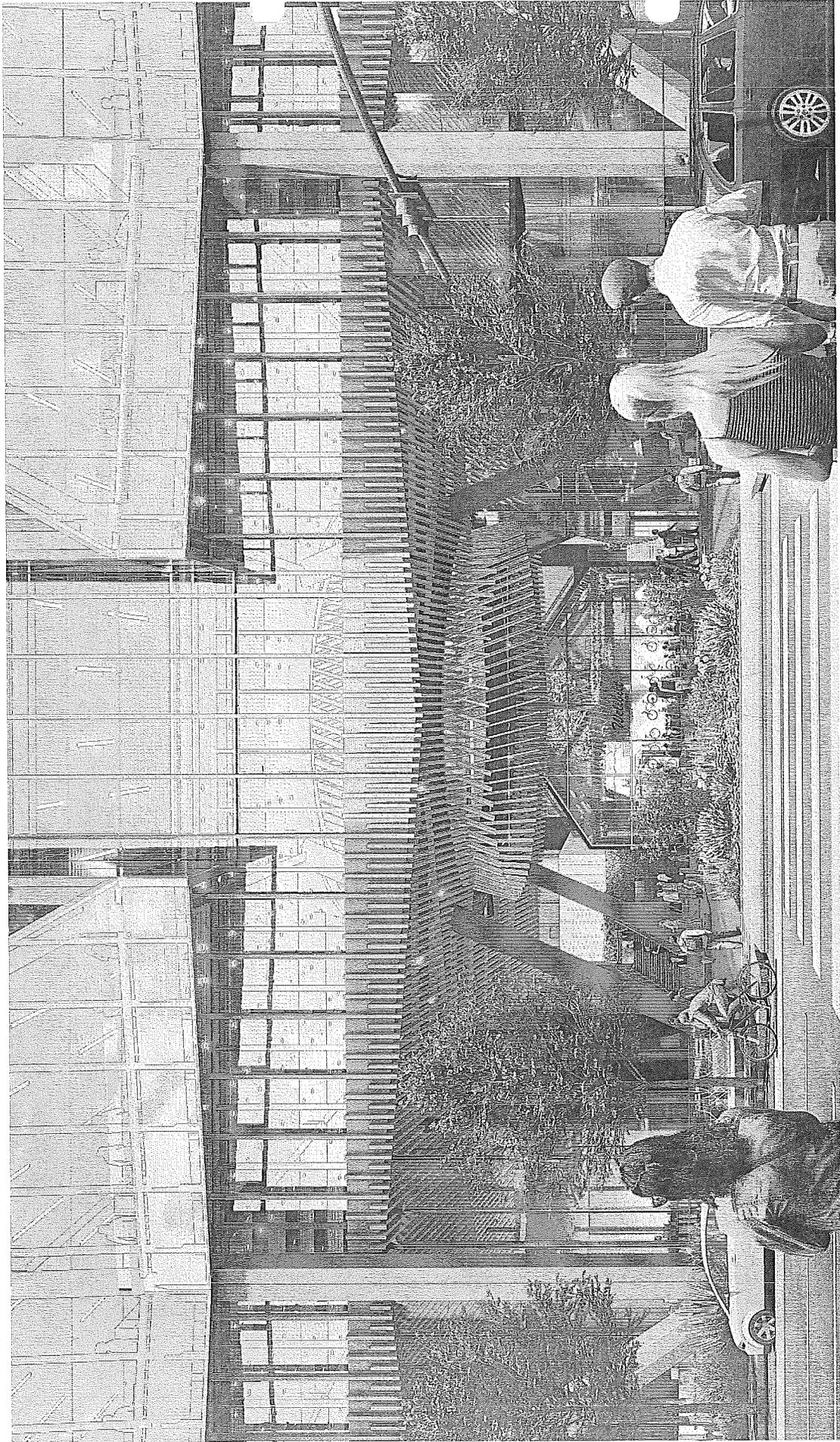
A adamson | RCH STUDIOS
ARCHITECTS | INTERIORS
SF FLOWER MART 180610 150



Wholesale Flower Market Entry

KILROY

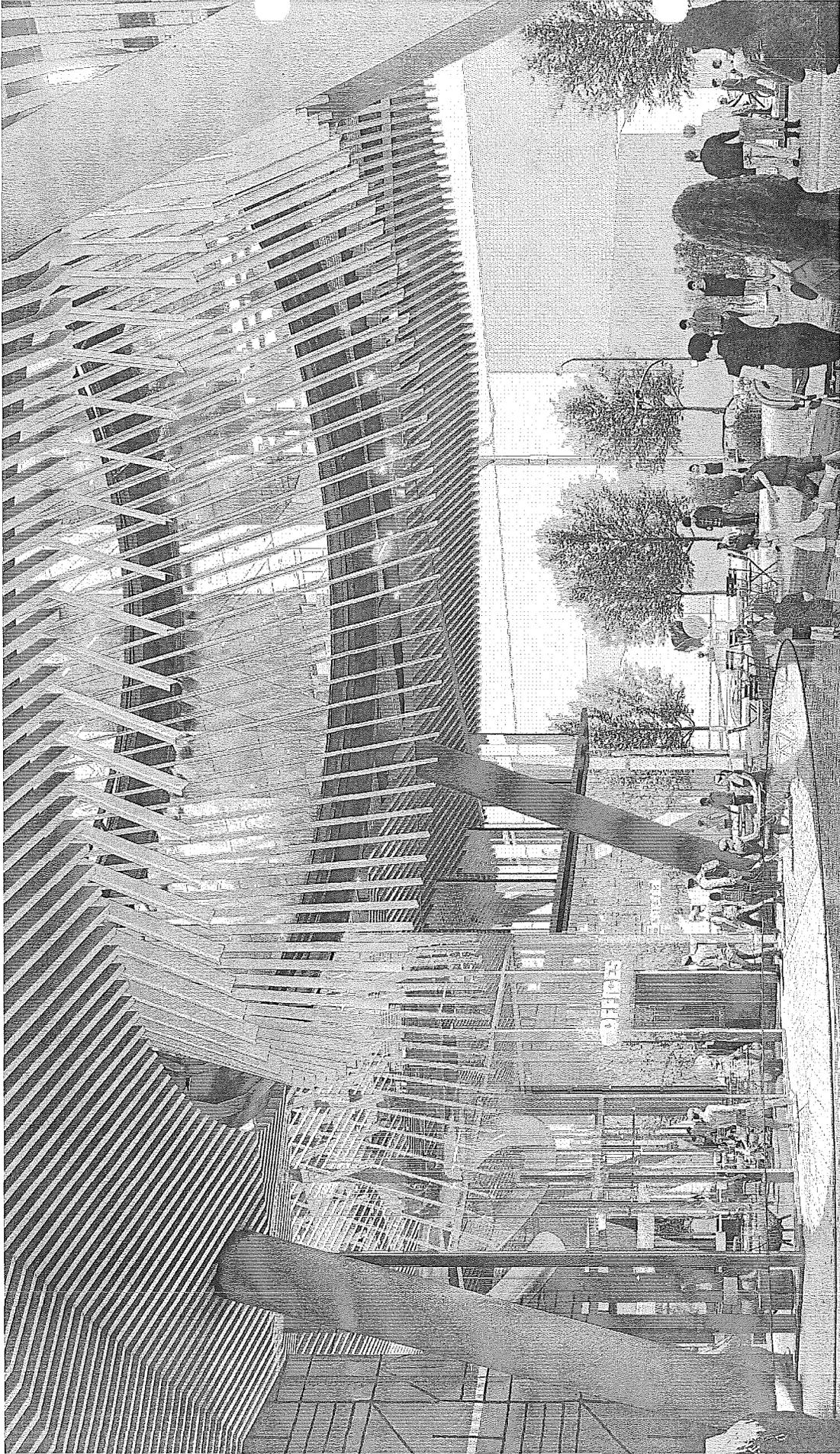
A adamson | RCH STUDIOS
ARCHITECTS
SF FLOWER MART 180610 151



Oculus at Brannan Street

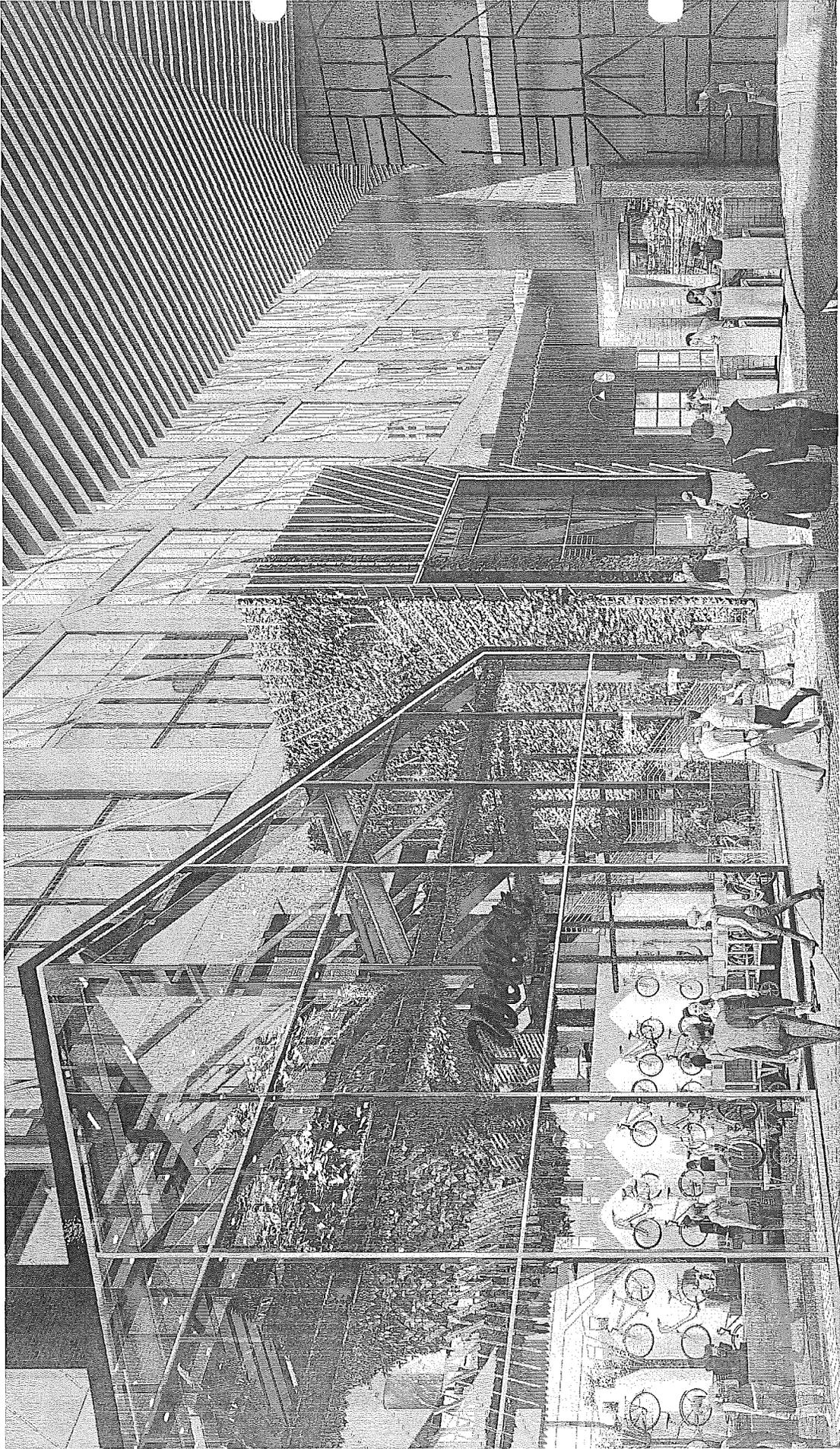
KILROY

A adamson | RCH STUDIOS
ARCHITECTS
SAN FRANCISCO, CA
SF FLOWER MART 190810 152



Oculus Breeze Way

KILROY



Market Alley Approach from Oculus Breeze Way

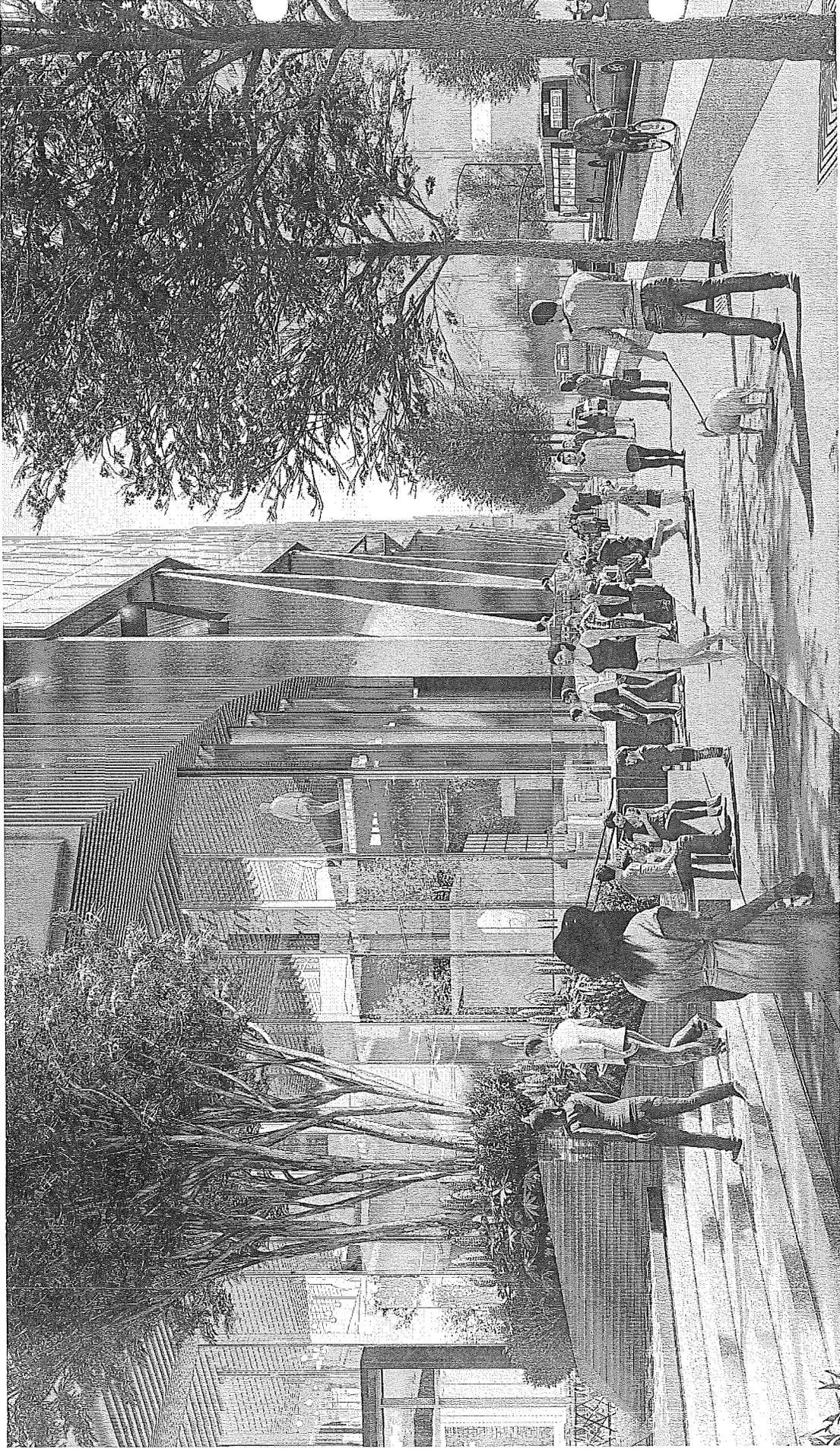
KILLROY

adamson | RCH STUDIOS
ASSOCIATES
SF FLOWER MART 190810 154



View of Brannan Plaza

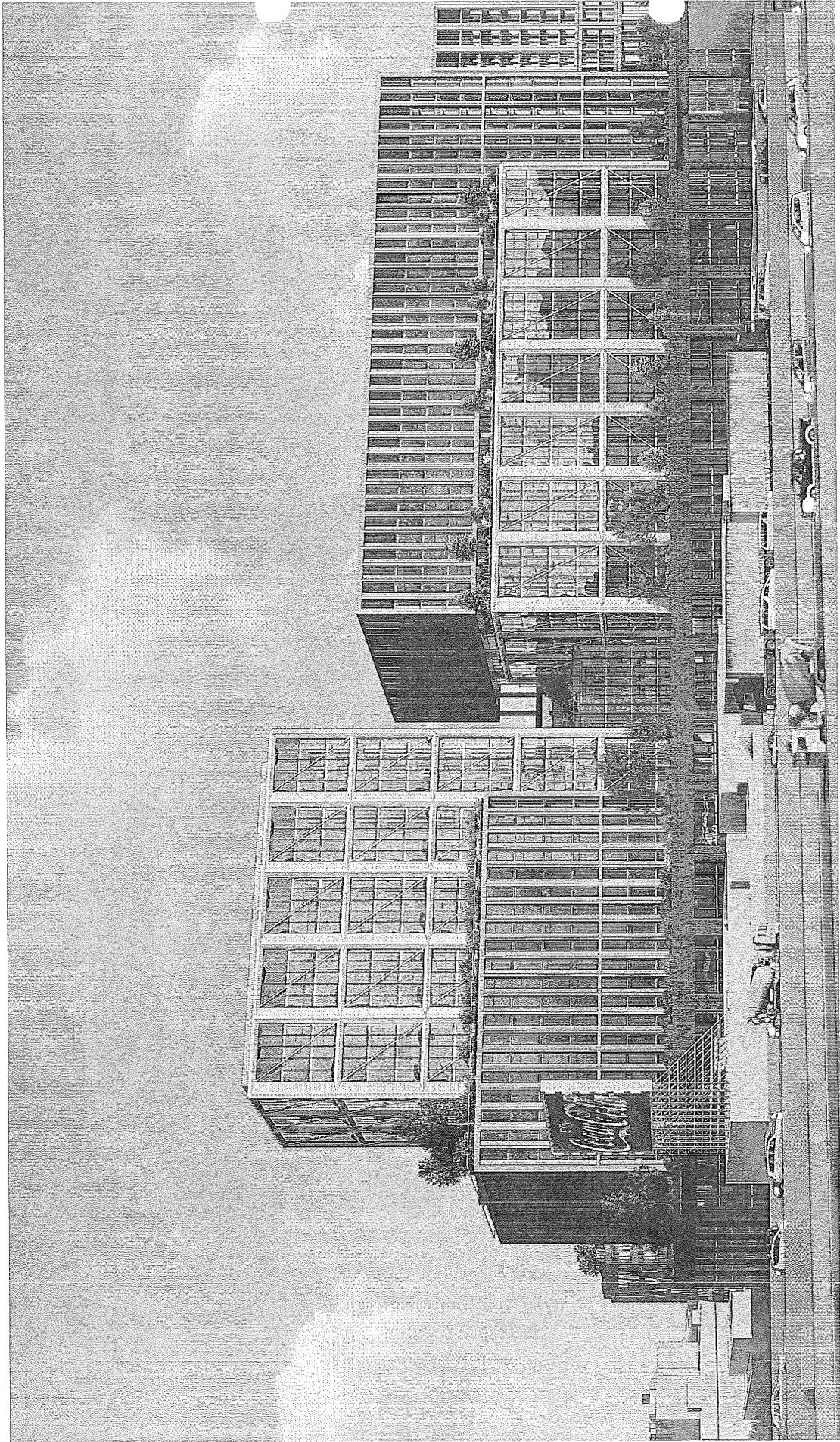
KILROY



Brannan Street View

KILROY

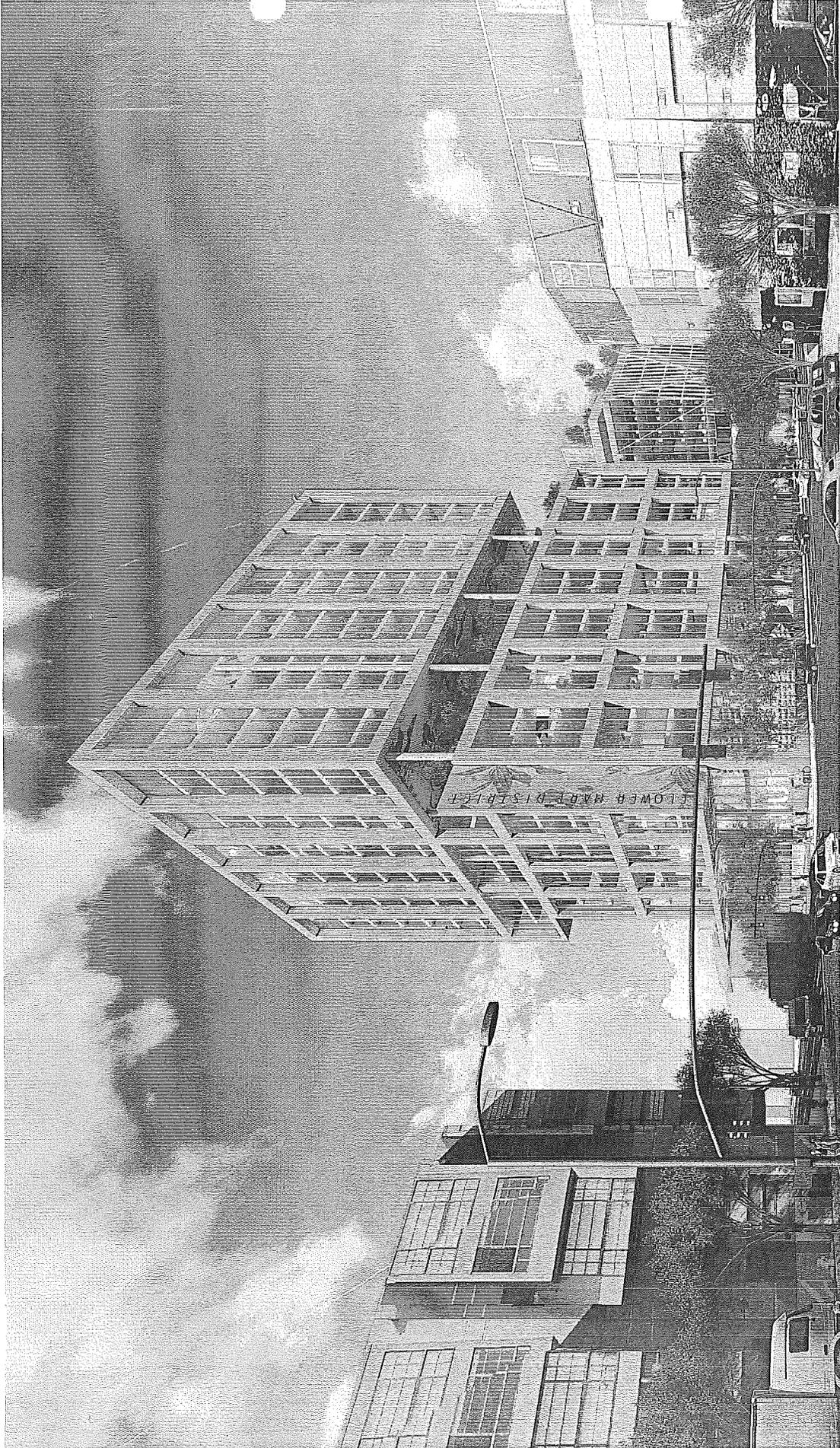
A adamson | RCH STUDIOS
ARCHITECTS
SF FLOWER MART 180610 156



View from I-80

KILROY

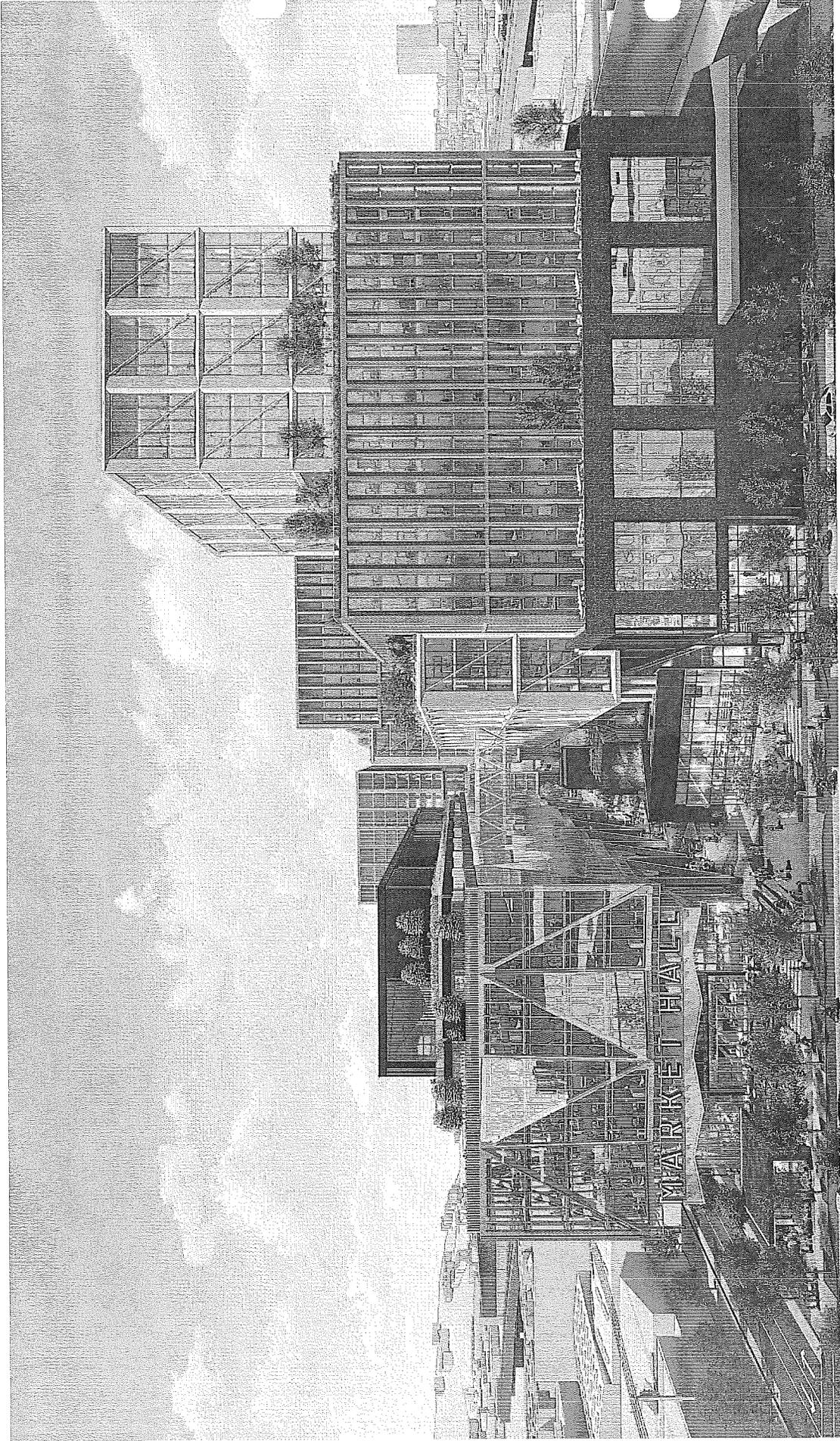
adamson | RCH STUDIOS
ARCHITECTS
SF FLOWER MART 190810 157



Gateway Building From I - 280 Freeway exit into SOMA

KILROY

adamson | RCH STUDIOS
ARCHITECTS
SF FLOWER MART 180610 158



View down Market Alley

KILROY

ATTACHMENT B

Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|---|--|---|--|--|
| Cultural Resources | | | | |
| <p>Project Mitigation Measure 1: Documentation of Historical Resource(s) [Implementing Central SoMa Plan PEIR Mitigation Measure M-CP-1b]. The project sponsor shall undertake historical documentation prior to the issuance of demolition or site permits. To document the buildings more effectively, the sponsor shall prepare Historic American Buildings Survey (HABS)-level photographs and an accompanying HABS Historical Report, which shall be maintained on site, as well as in the appropriate repositories, including but not limited to, the San Francisco Planning Department, San Francisco Architectural Heritage, the San Francisco Public Library, and the Northwest Information Center. The contents of the report shall include an architectural description, historical context, and statement of significance, per HABS reporting standards. The documentation shall be undertaken by a qualified professional who meets the standards for history, architectural history, or architecture (as appropriate), as set forth by the Secretary of the Interior's Professional Qualification Standards (36 Code of Federal Regulations, Part 61). HABS documentation shall provide the appropriate level of visual documentation and written narrative based on the importance of the resource (types of visual documentation typically range from producing a sketch plan to developing measured drawings and view camera (4x5) black and white photographs). The appropriate level of HABS documentation and written narrative shall be determined by the Planning Department's Preservation staff. The report shall be reviewed by the Planning Department's Preservation staff for completeness. In certain instances, Department Preservation staff may request HABS-level photography, a historical report, and/or measured architectural drawings of the existing building(s).</p> | Project sponsor and qualified historic preservation individual | Prior to the issuance of demolition permits for any building on the project site except Buildings 9 and 10 at 610 Brannan Street (Block 3778/Lot 48) | Planning Department (Preservation Technical Specialist). | Considered complete upon submittal of final HABS documentation to the Preservation Technical Specialist. |
| <p>Project Mitigation Measure 2: Oral Histories [Implementing Central SoMa Plan PEIR Mitigation Measure M-CP-1c]. The project sponsor shall undertake an oral history project prior to demolition or adverse alteration of the resource that includes interviews of people such as residents, past owners, or former employees. The project shall be conducted by a professional historian in conformance with the Oral History Association's Principles and Standards (http://alpha.dickinson.edu/oha/pub_eg.html). In addition to transcripts of the interviews, the oral history project shall include a narrative project summary report containing an introduction to the project, a methodology description, and brief summaries of each conducted interview. Copies of the completed oral history project shall be submitted to the San Francisco Public Library, Planning Department, or other interested historical institutions.</p> | Project sponsor and qualified historic preservation individual | Oral history project to be approved prior to the issuance of demolition permits for any building on the project site except Buildings 9 and 10 at 610 Brannan Street (Block 3778/Lot 48) and completed prior to first certificate of occupancy. | Professional historian, Planning Department (Preservation Technical Specialist). | Considered complete upon submittal of completed oral histories to the San Francisco Public Library or other interested historical institution. |

ATTACHMENT B

Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|--|--|--|--|---|
| Cultural Resources (cont'd.) | | | | |
| <p>Project Mitigation Measure 3: Interpretive Program [Implementing Central SoMa Plan PEIR Mitigation Measure M-CP-1d]. The project sponsor shall work with Department Preservation staff or other qualified professional to institute an interpretive program on site that references the property's history and the contribution of the historical resource to the broader neighborhood or historic district. An example of an interpretive program is the creation of historical exhibits, incorporating a display featuring historic photos of the affected resource and a description of its historical significance, in a publicly accessible location on the project site. This may include a website or publicly-accessible display. The contents of the interpretative program shall be determined by the Planning Department Preservation staff. The development of the interpretive displays should be overseen by a qualified professional who meets the standards for history, architectural history, or architecture (as appropriate) set forth by the <i>Secretary of the Interior's Professional Qualification Standards</i> (36 Code of Federal Regulations, Part 61). An outline of the format, location and content of the interpretive displays shall be reviewed and approved by the San Francisco Planning Department's Preservation staff prior to issuance of a demolition permit or site permit. The format, location and content of the interpretive displays must be finalized prior to issuance of any Building Permits for the project.</p> | Project sponsor and qualified historic preservation individual | <p>Interpretive program to be approved prior to the issuance of demolition permits for any building on the project site except Buildings 9 and 10 at 610 Brannan Street (Block 3778/Lot 48); display to be installed prior to issuance of first certificate of occupancy</p> | Planning Department (Preservation Technical Specialist). | Considered complete upon installation of display. |
| <p>Project Mitigation Measure 4: Video Recordation [Implementing Central SoMa Plan PEIR Mitigation Measure M-CP-1e]. The project sponsor shall work with Department Preservation staff or other qualified professional, to undertake video documentation of the affected historical resource and its setting. The documentation shall be conducted by a professional videographer, preferably one with experience recording architectural resources. The documentation shall be narrated by a qualified professional who meets the standards for history, architectural history, or architecture (as appropriate), as set forth by the <i>Secretary of the Interior's Professional Qualification Standards</i> (36 Code of Federal Regulations, Part 61). The documentation shall use visuals in combination with narration about the materials, construction methods, current condition, historic use, and historic context of the historical resource.</p> <p>Archival copies of the video documentation shall be submitted to the Planning Department, and to repositories including but not limited to the San Francisco Public Library, Northwest Information Center, and California Historical Society. This mitigation measure would supplement the traditional HABS documentation, and would enhance the collection of reference materials that would be available to the public and inform future research.</p> <p>The video documentation shall be reviewed and approved by the San Francisco Planning Department's Preservation staff prior to issuance of a demolition permit or site permit or issuance of any Building Permits for the project.</p> | Project sponsor and qualified historic preservation individual | <p>Prior to the issuance of demolition permits for any building on the project site except Buildings 9 and 10 at 610 Brannan Street (Block 3778/Lot 48)</p> | Qualified videographer, Planning Department (Preservation Technical Specialist). | Considered complete upon submittal of completed video documentation to the San Francisco Public Library or other interested historical institution. |

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|--|--|--|---|--|
| Cultural Resources (cont'd.) | | | | |
| <p>Project Mitigation Measure 5: Protect Historical Resources from Adjacent Construction Activities [Implementing Central SoMa Plan PEIR Mitigation Measure M-CP-3a]. Two historical resources located within 100 feet of the project site have been identified—563–565 Sixth Street and 701 Bryant Street. As these historical resources could be adversely affected by construction-related activities on the project site, 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. 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. No measures need be applied if no vibratory equipment would be employed or if there are no historic buildings within 100 feet of the project site.</p> | Project sponsor and qualified historic preservation individual | Prior to the issuance of a site permit (prior to demolition, construction, or earthmoving) | Planning Department (ERO and, optionally, Preservation Technical Specialist). | Considered complete upon acceptance by Planning Department of construction specifications to avoid damage to adjacent and nearby historic buildings. |
| <p>Project Mitigation Measure 6: Construction Monitoring Program for Historical Resources [Implementing Central SoMa Plan PEIR Mitigation Measure M-CP-3b]. For those historical resources identified in PEIR Mitigation Measure M-CP-3a, including 563–565 Sixth Street and 701 Bryant Street, and where heavy equipment would be used on a subsequent development project, the project sponsor of such a project shall undertake a monitoring program to minimize damage to historic buildings and to ensure that any such damage is documented and repaired. The monitoring program, which shall apply within 100 feet where pile driving would be used and within 25 feet otherwise, shall include the following components, subject to access being granted by the owner(s) of adjacent properties, 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 historical resource(s) identified by the San Francisco Planning Department within 125 feet of planned construction to document and photograph the buildings' existing conditions. Based on the construction and condition of the resource(s), the consultant shall also establish a standard maximum vibration level that shall not be exceeded at each building, based on existing condition, character-defining features, soils conditions, and anticipated construction practices (a common standard is 0.2 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 each structure 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 control of the project sponsor.</p> | Project sponsor and construction contractor | Prior to and during construction activity identified by Planning Department as potentially damaging to historic building(s). | 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 proximate historical resources. |

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|--|--|--|----------------------------------|---|
| Cultural Resources (cont'd.) | | | | |
| 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 consultant shall conduct regular periodic inspections of each building during ground-disturbing activity on the project site. Should damage to either building occur, the building(s) shall be remediated to its pre-construction condition at the conclusion of ground-disturbing activity on the site. | | | | |
| <p>Project Mitigation Measure 7: Archeological Testing, Monitoring, Data Recovery, Accidental Discovery and Reporting [Implementing Central SoMa Plan PEIR Mitigation Measure M-CP-4a]. As part of project implementation of Central SoMa Plan PEIR Mitigation Measure M-CP-4a, the Planning Department's archeologist conducted a Preliminary Archeology Review (PAR) of the project site and the proposed project. The PAR determined that the project would have the potential to adversely affect an archeological resource, and the Planning Department's archeologist required preparation of a project-specific Archeological Research Design and Treatment Plan (ARDTP). The ARDTP determined new construction for the proposed project would include ground disturbance in areas of high archeological sensitivity, and there is a high potential to encounter legally significant archeological resources.¹ 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 archaeological consultant from the rotational Department Qualified Archaeological Consultants List (QACL) maintained by the Planning Department archaeologist. 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 provide accidental discovery training to the construction crew regarding protocols for protection of resources discovered during construction; and 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</p> | Project sponsor and archeological consultant at the direction of the ERO | Prior to the issuance of a site permit | Planning Department | Considered complete after archeological consultant is retained and archeological consultant has approved scope by the ERO for the archeological testing program |

¹ San Francisco Planning Department, Archeological Research Design and Treatment Plan Addendum for the proposed 610-698 Brannan Street, 548 Fifth Street, 149 Morris Street (Flower Mart) Project, prepared by Environmental Science Associates, November 2017.

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|--|-----------------------------------|---------------------|----------------------------------|---------------------|
| Cultural Resources (cont'd.) | | | | |
| <p>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 section 15064.5(a) and (c).</p> <p><i>Consultation with Descendant Communities:</i> On discovery of an archeological site² associated with descendant Native Americans, the Overseas Chinese, or other potentially interested descendant group, an appropriate representative³ 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 Archaeological 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 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> | | | | |

² By the term "archeological site" is intended here to minimally include any archeological deposit, feature, burial, or evidence of burial.

³ An "appropriate representative" of the descendant group is here defined to mean, in the case of Native Americans, any individual listed in the current Native American Contact List for the City and County of San Francisco maintained by the California Native American Heritage Commission and in the case of the Overseas Chinese, the Chinese Historical Society of America. An appropriate representative of other descendant groups should be determined in consultation with the Department archeologist.

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|---|-----------------------------------|---------------------|----------------------------------|---------------------|
| Cultural Resources (cont'd.) | | | | |
| <p>A. The proposed project shall be re-designed so as to avoid any adverse effect on the significant archeological resource; or</p> <p>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.</p> <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"> • The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the AMP reasonably prior to any project-related soils disturbing activities commencing. The ERO in consultation with the archeological consultant shall determine what project activities shall be archeologically monitored. In most cases, any soils- disturbing activities, such as demolition, foundation removal, excavation, grading, utilities installation, foundation work, driving of piles (foundation, shoring, etc.), site remediation, etc., shall require archeological monitoring because of the risk these activities pose to potential archaeological resources and to their depositional context; • 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. | | | | |

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|--|-----------------------------------|---------------------|----------------------------------|---------------------|
| Cultural Resources (cont'd.) | | | | |
| <p>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, as detailed below.</p> <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"> • <i>Field Methods and Procedures.</i> Descriptions of proposed field strategies, procedures, and operations. • <i>Cataloguing and Laboratory Analysis.</i> Description of selected cataloguing system and artifact analysis procedures. • <i>Discard and Deaccession Policy.</i> Description of and rationale for field and post-field discard and deaccession policies. • <i>Interpretive Program.</i> Consideration of an on-site/off-site public interpretive program during the course of the archeological data recovery program. • <i>Security Measures.</i> Recommended security measures to protect the archeological resource from vandalism, looting, and non-intentionally damaging activities. • <i>Final Report.</i> Description of proposed report format and distribution of results. • <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. <p><i>Human Remains, Associated or Unassociated Funerary Objects.</i> 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</p> | | | | |

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|---|-----------------------------------|---------------------|----------------------------------|---------------------|
| Cultural Resources (cont'd.) | | | | |
| <p>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) (Public Resources Code section 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 section 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 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 (Public Resources Code section 5097.98).</p> <p><i>Accidental Discovery:</i> The project sponsor shall distribute the Planning Department archeological resource "ALERT" sheet to the project prime contractor; to any project subcontractor (including demolition, excavation, grading, foundation, pile driving, etc. firms); or utilities firm involved in soils disturbing activities within the project site. Prior to any soils disturbing activities being undertaken each contractor is responsible for ensuring that the "ALERT" sheet is circulated to all field personnel including, machine operators, field crew, pile drivers, supervisory personnel, etc.</p> <p>In addition, the archaeological consultant shall provide a preconstruction training shall be provided to all construction personnel performing or managing soils disturbing activities prior to the start of soils disturbing activities on the project. The purpose of the training is to enable personnel to identify archaeological resources that may be encountered and to instruct them on what to do if a potential discovery occurs. Images of expected archeological resource types and archeological testing and data recovery methods should be included in the training.</p> <p>The project sponsor shall provide the Environmental Review Officer (ERO) with a signed affidavit from the responsible parties (prime contractor, subcontractor(s), and utilities firm) to the ERO confirming that all field personnel have received copies of the Alert Sheet and have taken the preconstruction training.</p> | | | | |

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|---|---|--|---|--|
| Cultural Resources (cont'd.) | | | | |
| <p>Should any indication of an archeological resource be encountered during any soils disturbing activity of the project when the qualified archaeologist is not present, the project Head Foreman and/or project sponsor shall immediately notify the ERO and shall immediately suspend any soils disturbing activities in the vicinity of the discovery and protect the find in place until the ERO has determined what additional measures should be undertaken.</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 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 interpretive value of the resource, the ERO may require a different final report content, format, and distribution than that presented above.</p> | | | | |
| <p>Project Mitigation Measure 8: Project-Specific Tribal Cultural Resource Assessment [Implementing Central SoMa Plan PEIR Mitigation Measure M-CP-5]. The project shall be reviewed for the potential to affect a tribal cultural resource in tandem with the preliminary archeology review of the project by the San Francisco Planning Department archeologist. If preservation staff determines that the proposed project may have a potential significant adverse effect on a tribal cultural resource, then the following shall be required as determined warranted by the ERO.</p> <p>If staff determines that preservation-in-place of the tribal cultural resource is both feasible and effective, based on information provided by the applicant 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</p> | <p>Planning Department's archeologist, California Ohlone Native American tribal representative, Planning Department-qualified archeological consultant.</p> | <p>As part of and in conjunction with implementation of Project Mitigation Measure 7</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 Resource are mitigated by implementation of Planning Department approved interpretive program.</p> |

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|--|-----------------------------------|---------------------|--|---------------------|
| Cultural Resources (cont'd.) | | | | |
| 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. | | | | |
| Transportation and Circulation | | | | |
| <p>Project Mitigation Measure 9: Transit Accessibility [Implementing Central SoMa PEIR Mitigation Measure M-TR-3a]. To enhance transit accessibility, the Planning Department and the SFMTA shall establish a coordinated planning process to link land use planning and development in Central SoMa to transit and other sustainable mode planning. This shall be achieved for the project site through the following measure:</p> <p>It shall be the responsibility of the project sponsor to ensure that recurring vehicle queues do not substantially affect public transit operations on nearby public rights-of-way. A vehicle queue is defined as one or more vehicles (destined to the parking facility) blocking any portion of any public street, alley or 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. Appropriate abatement methods will vary depending on the characteristics and causes of the recurring queue, as well as the characteristics of the parking facility, the street(s) to which the facility connects, and the associated land uses (if applicable). Suggested abatement methods include but are not limited to the following: redesign of facility to improve vehicle circulation and/or on-site queue capacity; employment of parking attendants; installation of LOT FULL signs with active management by parking attendants; use of valet parking or other space-efficient parking techniques; use of off-site parking facilities or shared parking with nearby uses; use of parking occupancy sensors and signage directing drivers to available spaces; transportation demand management strategies such as the 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 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 Department for review. If the 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.</p> | Project sponsor | Ongoing | Planning Department and project sponsor. | Ongoing |

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|--|-----------------------------------|--|--|--|
| Transportation and Circulation (cont'd.) | | | | |
| <p>Project Mitigation Measure 10: Construction Management Plan and Construction Coordination [Implementing Central SoMa PEIR Mitigation Measure M-TR-9]. <i>Construction Management Plan</i>—The project sponsor shall develop and, upon review and approval by the SFMTA 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 SFMTA, 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 SFMTA and Public Works, and other interdepartmental meetings as deemed necessary by the SFMTA, Public Works, and the Planning Department, to develop a Coordinated Construction Management Plan. The Coordinated Construction Management Plan, to be prepared by the contractor, would be reviewed by the SFMTA and would address issues of circulation (traffic, pedestrians, and bicycle), safety, parking and other project construction in the area. Based on review of the construction logistics plan, the project may be required to consult with SFMTA Muni Operations prior to construction to review potential effects to nearby transit operations.</p> <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"> • <i>Restricted Construction Truck Access Hours</i>—Limit construction truck movements during the hours between 7:00 and 9:00 a.m. and between 4:00 and 7:00 p.m., and other times if required by the SFMTA, to minimize disruption to vehicular traffic, including transit during the a.m. and p.m. peak periods. • <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. • <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. | Project sponsor | Prior to the start of each project's construction, and throughout the construction period. | SFMTA, SF Public Works, and Planning Department. | Considered complete upon approval of construction management plan and completion project construction. |

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|---|-----------------------------------|---------------------|----------------------------------|---------------------|
| Transportation and Circulation (cont'd.) | | | | |
| <ul style="list-style-type: none"> • <i>Maintenance of Transit, Vehicle, Bicycle, and Pedestrian Access</i>—The project sponsor/construction contractor(s) shall meet with Public Works, SFMTA, 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. • <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 www.511.org, participating in emergency ride home program through the City of San Francisco (www.sferh.org), and providing transit information to construction workers). • <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. • <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 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. | | | | |

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|--|---|------------------------------------|---|---|
| Noise | | | | |
| <p>Project Mitigation Measure 11: General Construction Noise Control Measures [Implementing Central SoMa Plan PEIR Mitigation Measure M-NO-2a]. The project sponsor shall undertake the following:</p> <ul style="list-style-type: none"> • 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. | <p>Project sponsor and construction general contractor.</p> | <p>During construction period.</p> | <p>Planning Department, Department of Building Inspection (as requested and/or on complaint basis), Police Department (on complaint basis).</p> | <p>Considered complete at the completion of construction for each subsequent project.</p> |

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|---|---|---|---|--|
| Noise (cont'd.) | | | | |
| <p>Project Mitigation Measure 12: Noise and Vibration Control Measures during Pile Driving [Implementing Central SoMa Plan PEIR Mitigation Measure M-NO-2b]. The sponsor shall prepare a set of site-specific noise attenuation measures 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> <ul style="list-style-type: none"> • The project sponsor of a development project in the Plan Area 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 of a development project in the Plan Area 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 Federal Transit Administration’s 0.5 inch per second, PPV to minimize architectural damage to adjacent structures); • The project sponsor of a development project in the Plan Area 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 <p>The project sponsor of a development project in the Plan Area shall require that the construction contractor limit pile driving activity to result in the least disturbance to neighboring uses.</p> | Project sponsor and construction general contractor. | Prior to and during the period of pile-driving. | Project sponsor; Planning Department and construction contractor; Department of Building Inspection (as requested and/or on complaint basis). | Considered complete after implementation of noise attenuation measures during pile-driving activities and submittal of final noise monitoring report to Planning Department. |
| Air Quality | | | | |
| <p>Project Mitigation Measure 13: Education for Residential and Commercial Tenants Concerning Low-VOC Consumer Products [Implementing Central SoMa Plan PEIR Mitigation Measure M-AQ-3a]. Prior to receipt of any certificate of final occupancy and every five years thereafter, the project sponsor shall develop electronic correspondence to be distributed by email or posted on site annually to tenants of the project that encourages the purchase of consumer products and paints that are better for the environment and generate less VOC emissions. The correspondence shall encourage environmentally preferable purchasing and shall include contact information and links to SF Approved. SF Approved (sfapproved.org) is administrated by the San Francisco Department of Environment staff, who identifies products and services that are safer and better for the environment (e.g., those that are listed as “Required” or “Suggested”).</p> | Project sponsor; subsequent project owner, as applicable based on mitigation measure; Homeowners’ Association (for condominium projects). | Prior to receipt of final Certificate of Occupancy and every five years thereafter. | Planning Department and Department of Building Inspection (DBI). | Project sponsor to submit written information to Planning Department prior to DBI issuance of Certificate of Occupancy; Sponsor or Owner to continue submittals at 5-year intervals (ongoing). |

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|--|--|--|---|--|
| Air Quality (cont'd.) | | | | |
| <p>Project Mitigation Measure 14: Reduce Operational Emissions. [Implementing Central SoMa Plan PEIR Mitigation Measure M-AQ-3b]. The sponsor shall implement the additional measures, as applicable and feasible, to reduce operational criteria air pollutant emissions. Such measures may include, but are not limited to, the following:</p> <ul style="list-style-type: none"> • For any proposed refrigerated warehouses or large (greater than 20,000 square feet) grocery retailers, provide electrical hook-ups for diesel trucks with Transportation Refrigeration Units at the loading docks. • Use low- and super-compliant VOC architectural coatings in maintaining buildings. "Low-VOC" refers to paints that meet the more stringent regulatory limits in South Coast Air Quality Management District Rule 1113; however, many manufacturers have reformulated to levels well below these limits. These are referred to as "Super-Compliant" architectural coatings. • Implement Project Mitigation Measure 15, Best Available Control Technology for Diesel Generators and Fire Pumps. • Other measures that are shown to effectively reduce criteria air pollutant emissions on site or offsite (e.g., mitigation offsets) if emissions reductions are realized within the SFBAAB. Measures to reduce emissions on site are preferable to off-site emissions reductions. The project sponsor would be required to pay an offset mitigation fee to the BAAQMD to fund emissions reduction projects that would reduce emissions of ozone precursors to below the applicable thresholds. The fee could support the Carl Moyer program within the SFBAAB, which establishes the cost-effectiveness criteria for funding emissions reduction projects at \$18,030 per weighted ton of ROG, NOx, and PM emissions. | <p>Project sponsor; subsequent project owner, as applicable based on mitigation measure; Homeowners' Association (for condominium projects).</p> | <p>Prior to issuance of building permit for loading docks. Ongoing for maintenance use of architectural coatings. For generators and fire pumps, see Mitigation Measure M-AQ-5a. For other measures, schedule to be determined by Planning Department.</p> | <p>Planning Department and Department of Building Inspection.</p> | <p>For loading dock(s), considered complete upon approval of final construction plan set. Ongoing for maintenance use of architectural coatings. For generators and fire pumps, see Project Mitigation Measure 16. For other measures, schedule to be determined by Planning Department.</p> |
| <p>Project Mitigation Measure 15: 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</p> | <p>Project sponsor</p> | <p>For specifications, prior to issuance of building permit for diesel generator or fire pump. For maintenance, ongoing.</p> | <p>Planning Department (ERO, Air Quality technical staff).</p> | <p>Equipment specifications portion considered complete when equipment specifications approved by ERO. Maintenance portion is ongoing and records are subject to Planning Department review upon request.</p> |

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|---|---|--|--|--|
| Air Quality (cont'd.) | | | | |
| 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>Project Mitigation Measure 16: Construction Emissions Minimization Plan [Implementing Central SoMa Plan PEIR Mitigation Measure M-AQ-4b/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.</p> <p>The Plan shall detail project compliance with the following requirements:</p> <ol style="list-style-type: none"> 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"> a) Where access to alternative sources of power are available, portable diesel engines shall be prohibited; b) All off-road equipment shall have: <ol style="list-style-type: none"> 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), <i>and</i> ii. Engines that are retrofitted with an ARB Level 3 Verified Diesel Emissions Control Strategy (VDECS), <i>and</i> iii. Engines shall be fueled with renewable diesel (at least 99 percent renewable diesel or R99). c) Exceptions: <ol style="list-style-type: none"> 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 on-site power generation. | Project sponsor and Planning Department | Prior to the issuance of a site permit (prior to demolition, construction, or earthmoving) | Planning Department (Environmental Review Officer and Planning's Air Quality Technical Team) | Considered complete upon Planning Department review and acceptance of Construction Emissions Minimization Plan, implementation of the plan, and completion of construction activities pursuant to the plan |

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule | | | | | | | | | |
|---|-----------------------------------|--------------------------|----------------------------------|---------------------|----------|-------------------|---|--------|-------------------|--|--|--|--|
| Air Quality (cont'd.) | | | | | | | | | | | | | |
| <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 Table M-AQ-4B:</p> <p style="text-align: center;">Table M-AQ-4B: Off-Road Equipment Compliance Step Down Schedule*</p> <table border="1" style="margin-left: auto; margin-right: auto; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">Compliance Alternative</th> <th style="width: 20%;">Engine Emission Standard</th> <th style="width: 60%;">Emissions Control</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td style="text-align: center;">Tier 2**</td> <td style="text-align: center;">ARB Level 2 VDECS</td> </tr> <tr> <td style="text-align: center;">2</td> <td style="text-align: center;">Tier 2</td> <td style="text-align: center;">ARB Level 1 VDECS</td> </tr> </tbody> </table> <p>* 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. Should the project sponsor not be able to supply off-road equipment meeting Compliance Alternative 2, then Compliance Alternative 3 would need to be met.</p> <p>** Tier 3 off road emissions standards are required if NOx emissions exceed applicable thresholds.</p> <p>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.</p> | Compliance Alternative | Engine Emission Standard | Emissions Control | 1 | Tier 2** | ARB Level 2 VDECS | 2 | Tier 2 | ARB Level 1 VDECS | | | | |
| Compliance Alternative | Engine Emission Standard | Emissions Control | | | | | | | | | | | |
| 1 | Tier 2** | ARB Level 2 VDECS | | | | | | | | | | | |
| 2 | Tier 2 | ARB Level 1 VDECS | | | | | | | | | | | |

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|---|-----------------------------------|---------------------|----------------------------------|---------------------|
| Air Quality (cont'd.) | | | | |
| <p>3. The project sponsor shall require that construction operators properly maintain and tune equipment in accordance with manufacturer specifications.</p> <p>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.</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. <i>Reporting.</i> 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.</p> <p>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. <i>Certification Statement and On-Site Requirements.</i> 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> | | | | |

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|--|-----------------------------------|--|----------------------------------|---|
| Wind | | | | |
| <p>Project Mitigation Measure 17: Wind Hazard Criterion for the Plan Area [Implementing Central SoMa Plan PEIR Mitigation Measure M-WI-1]. In portions of the Central SoMa Plan area outside the C-3 Use Districts, projects proposed at a roof height greater than 85 feet shall be evaluated by a qualified wind expert as to their 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 following requirements for reduction of ground-level wind speeds in areas of substantial pedestrian use shall apply:</p> <ul style="list-style-type: none"> • New buildings and additions to existing 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"> ○ 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 and additions to existing 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. | Project sponsor | In the event that the project's design is modified | Planning Department | Considered complete after approval of final construction plan set |

ATTACHMENT B

Mitigation Monitoring and Reporting Program

TABLE B-1 FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|--|---|--|--|--|
| Biological Resources | | | | |
| <p>Project Mitigation Measure 18: Pre-Construction Bat Surveys [Implementing Central SoMa Plan PEIR Mitigation Measure M-BI-1]. Conditions of approval for building permits issued for construction within the Plan Area shall include a requirement for pre-construction special-status bat surveys when trees with a diameter at breast height equal to or greater than 6 inches are to be removed or vacant buildings that have been vacant for six months or longer are to be demolished. If active day or night roosts are found, a qualified biologist (i.e., a biologist holding a CDFW collection permit and a Memorandum of Understanding with the CDFW allowing the biologist to handle and collect bats) shall take actions to make such roosts unsuitable habitat prior to tree removal or building demolition. A no disturbance buffer shall be created around active bat roosts being used for maternity or hibernation purposes at a distance to be determined in consultation with CDFW. Bat roosts initiated during construction are presumed to be unaffected, and no buffer would necessary.</p> | <p>Project sponsor, qualified biologist, and California Department of Fish and Wildlife, and project contractor</p> | <p>Prior to issuance of demolition or building permits when trees would be removed or demolition of existing buildings</p> | <p>Planning Department; CDFW if applicable</p> | <p>Considered complete upon issuance of demolition or building permits</p> |

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-2 FLOWER MART PROJECT IMPROVEMENT MEASURES

| Improvement Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|--|-----------------------------------|---|----------------------------------|---|
| Transportation and Circulation | | | | |
| <p>Project Improvement Measure 1: Visual Controls at Parking Garage Driveway. To reduce and/or eliminate potential pedestrian-vehicle conflicts, the project sponsor shall install visual devices at the underground parking garage driveway, which would notify pedestrians of exiting vehicles, and the project sponsor shall not install street trees at or near the driveways to maintain adequate sight distances and visual clearance for pedestrians walking along the east side sidewalk of Sixth Street and west side of Fifth Street, and vehicles entering/exiting the project driveways.</p> | Project sponsor | Prior to issuance of a certificate of occupancy | SFMTA and Planning Department | Considered complete upon issuance of certificate of occupancy.. |
| <p>Project Improvement Measure 2: Internal Street Circulation and Safety Treatments. As an improvement measure to reduce any potential conflicts between pedestrians and moving vehicles (including freight/delivery vehicles and general vehicles) maneuvering in and out of internal streets, underground parking garage, and loading zones, the project sponsor shall provide additional pedestrian treatments to assure safe passage of pedestrians throughout the project site and reduce and/or eliminate any vehicle-pedestrian conflicts. The project sponsor shall provide:</p> <ul style="list-style-type: none"> • Signage and notifications along internal streets to notify drivers of pedestrian activity; • Adequate scaled lighting to provide ample illumination of internal streets for drivers and pedestrians; • Special pavement markings to delineate the pedestrian walkway within the internal streets and to better guide pedestrians attempting to access various buildings from internal streets and to maintain a safe distance from stopped or moving vehicles within the project site; • Additional signage along passenger loading areas to inform non-authorized personnel that traversing these areas is strictly prohibited, and proper signage shall guide non-authorized personnel to the nearest appropriate path of travel; • Install appropriate striping within internal streets to delineate traffic lanes; • Install STOP sign at intersection of Morris Street and shared service drive to require southbound vehicles along Morris Street to stop and yield to any northbound vehicles; • Install signage stating "No Public Access" at the Bryant and Morris streets intersection to deter cut-through traffic (between Bryant Street and Sixth Street) from drivers not associated with on-site uses; • Install signage at Brannan Street Plaza and private driveway that states "Employee Access Only" to deter pedestrians from walking near the underground parking garage driveway and along Morris Street; and | Project sponsor | Prior to issuance of a certificate of occupancy | SFMTA and Planning Department | Considered complete upon issuance of certificate of occupancy.. |

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-2 FLOWER MART PROJECT IMPROVEMENT MEASURES

| Improvement Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|--|---|--|----------------------------------|---|
| Transportation and Circulation (cont'd.) | | | | |
| All pedestrian treatments shall be constructed in accordance with the California Manual on Uniform Traffic Control Devices (MUTCD). Such pedestrian treatments may require approvals by the San Francisco Planning Department, DPW, SDAT, and SFMTA, as appropriate. | | | | |
| Biological Resources | | | | |
| <p>Project Improvement Measure 3: Night Lighting Minimization [Implementing Central SoMa Plan PEIR Improvement Measure I-BI-2]. In compliance with the voluntary San Francisco Lights Out Program, the project sponsor shall 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"> • Reduce building lighting from exterior sources by: <ul style="list-style-type: none"> ○ 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: <ul style="list-style-type: none"> ○ 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. | Planning Department, 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 sponsors, as applicable. |

ATTACHMENT B

Mitigation Monitoring and Reporting Program

TABLE B-3 INTERIM WHOLESALE FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|--|---|---|----------------------------------|--|
| Cultural Resources | | | | |
| <p>Project Mitigation Measure 7: Archeological Testing, Monitoring, Data Recovery, Accidental Discovery, and Reporting [Implementing BVHP PEIR Mitigation Measures 12, 13, and 14]. A review of boring logs from a site-specific geotechnical investigation indicates that the Interim Wholesale Flower Market site at 2000 Marin Street may contain archeological resources within the project site.⁴ Accordingly, 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 archaeological consultant from the rotational Department Qualified Archaeological Consultants List (QACL) maintained by the Planning Department archaeologist. 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 provide accidental discovery training to the construction crew regarding protocols for protection of resources discovered during construction; and 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 section 15064.5(a) and (c).</p> <p><i>Consultation with Descendant Communities:</i> On discovery of an archeological site⁵ associated with descendant Native Americans, the Overseas Chinese, or other potentially interested descendant group an appropriate representative⁶ 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 Archaeological Resources Report shall be provided to the representative of the descendant group.</p> | <p>Project sponsor and archeological consultant at the direction of the ERO</p> | <p>Prior to the issuance of a site permit</p> | <p>Planning Department</p> | <p>Considered complete after archeological consultant is retained and archeological consultant has approved scope by the ERO for the archeological testing program</p> |

⁴ Rockridge Geotechnical, Preliminary Geotechnical Investigation: Proposed Commercial Building—2000 Marin Street, San Francisco, California, June 21, 2019.

⁵ By the term "archeological site" is intended here to minimally include any archeological deposit, feature, burial, or evidence of burial.

⁶ An "appropriate representative" of the descendant group is here defined to mean, in the case of Native Americans, any individual listed in the current Native American Contact List for the City and County of San Francisco maintained by the California Native American Heritage Commission and in the case of the Overseas Chinese, the Chinese Historical Society of America. An appropriate representative of other descendant groups should be determined in consultation with the Department archeologist.

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-3 INTERIM WHOLESALE FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|--|-----------------------------------|---------------------|----------------------------------|---------------------|
| Cultural Resources (cont'd.) | | | | |
| <p><i>Consultation with Descendant Communities:</i> On discovery of an archeological site⁷ associated with descendant Native Americans, the Overseas Chinese, or other potentially interested descendant group an appropriate representative⁸ 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 Archaeological 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 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> <p>A. The proposed project shall be re-designed so as to avoid any adverse effect on the significant archeological resource; or</p> <p>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.</p> | | | | |

⁷ By the term "archeological site" is intended here to minimally include any archeological deposit, feature, burial, or evidence of burial.

⁸ An "appropriate representative" of the descendant group is here defined to mean, in the case of Native Americans, any individual listed in the current Native American Contact List for the City and County of San Francisco maintained by the California Native American Heritage Commission and in the case of the Overseas Chinese, the Chinese Historical Society of America. An appropriate representative of other descendant groups should be determined in consultation with the Department archeologist.

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-3 INTERIM WHOLESALE FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|--|-----------------------------------|---------------------|----------------------------------|---------------------|
| Cultural Resources (cont'd.) | | | | |
| <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"> • The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the AMP reasonably prior to any project-related soils disturbing activities commencing. The ERO in consultation with the archeological consultant shall determine what project activities shall be archeologically monitored. In most cases, any soils- disturbing activities, such as demolition, foundation removal, excavation, grading, utilities installation, foundation work, driving of piles (foundation, shoring, etc.), site remediation, etc., shall require archeological monitoring because of the risk these activities pose to potential archaeological resources and to their depositional context; • 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, as detailed below. | | | | |

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-3 INTERIM WHOLESALE FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|--|-----------------------------------|---------------------|----------------------------------|---------------------|
| Cultural Resources (cont'd.) | | | | |
| <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"> • <i>Field Methods and Procedures.</i> Descriptions of proposed field strategies, procedures, and operations. • <i>Cataloguing and Laboratory Analysis.</i> Description of selected cataloguing system and artifact analysis procedures. • <i>Discard and Deaccession Policy.</i> Description of and rationale for field and post-field discard and deaccession policies. • <i>Interpretive Program.</i> Consideration of an on-site/off-site public interpretive program during the course of the archeological data recovery program. • <i>Security Measures.</i> Recommended security measures to protect the archeological resource from vandalism, looting, and non-intentionally damaging activities. • <i>Final Report.</i> Description of proposed report format and distribution of results. • <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. <p><i>Human Remains, Associated or Unassociated Funerary Objects.</i> 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) (Public Resources Code section 5097.98). The ERO shall also be</p> | | | | |

ATTACHMENT B Mitigation Monitoring and Reporting Program

TABLE B-3 INTERIM WHOLESALE FLOWER MART PROJECT MITIGATION MEASURES

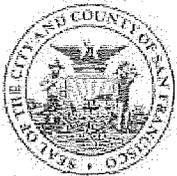
| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|---|-----------------------------------|---------------------|----------------------------------|---------------------|
| Cultural Resources (cont'd.) | | | | |
| <p>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 section 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 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 (Public Resources Code section 5097.98).</p> <p><i>Accidental Discovery:</i> The project sponsor shall distribute the Planning Department archeological resource "ALERT" sheet to the project prime contractor; to any project subcontractor (including demolition, excavation, grading, foundation, pile driving, etc. firms); or utilities firm involved in soils disturbing activities within the project site. Prior to any soils disturbing activities being undertaken each contractor is responsible for ensuring that the "ALERT" sheet is circulated to all field personnel including, machine operators, field crew, pile drivers, supervisory personnel, etc.</p> <p>In addition, the archaeological consultant shall provide a preconstruction training shall be provided to all construction personnel performing or managing soils disturbing activities prior to the start of soils disturbing activities on the project. The purpose of the training is to enable personnel to identify archaeological resources that may be encountered and to instruct them on what to do if a potential discovery occurs. Images of expected archeological resource types and archeological testing and data recovery methods should be included in the training.</p> <p>The project sponsor shall provide the Environmental Review Officer (ERO) with a signed affidavit from the responsible parties (prime contractor, subcontractor(s), and utilities firm) to the ERO confirming that all field personnel have received copies of the Alert Sheet and have taken the preconstruction training.</p> <p>Should any indication of an archeological resource be encountered during any soils disturbing activity of the project when the qualified archaeologist is not present, the project Head Foreman and/or project sponsor shall immediately notify the ERO and shall immediately suspend any soils disturbing activities in the vicinity of the discovery and protect the find in place until the ERO has determined what additional measures should be undertaken.</p> | | | | |

ATTACHMENT B

Mitigation Monitoring and Reporting Program

TABLE B-3 INTERIM WHOLESALE FLOWER MART PROJECT MITIGATION MEASURES

| Mitigation Measures | Responsibility for Implementation | Mitigation Schedule | Monitoring/Report Responsibility | Monitoring Schedule |
|---|---|--|---|--|
| Cultural Resources (cont'd.) | | | | |
| <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 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 interpretive value of the resource, the ERO may require a different final report content, format, and distribution than that presented above.</p> | | | | |
| <p>Project Mitigation Measure 8: Project-Specific Tribal Cultural Resource Assessment. The project shall be reviewed for the potential to affect a tribal cultural resource in tandem with the preliminary archeology review of the project by the San Francisco Planning Department archeologist. If preservation staff determines that the proposed project may have a potential significant adverse effect on a tribal cultural resource, then the following shall be required as determined warranted by the ERO.</p> <p>If staff determines that preservation-in-place of the tribal cultural resource is both feasible and effective, based on information provided by the applicant 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 Ohlone Native American tribal representative, Planning Department-qualified archeological consultant.</p> | <p>As part of and in conjunction with implementation of Project Mitigation Measure 7</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 Resource are mitigated by implementation of Planning Department approved interpretive program.</p> |



SAN FRANCISCO PLANNING DEPARTMENT

Planning Commission Resolution No. 20486

HEARING DATE: JULY 18, 2019

Case No.: 2017-000663DVA
Project Address: 610-698 Brannan Street
(aka Flower Mart Project)
2000 Marin Street
(aka Wholesale Flower Market Temporary Site)
Existing Zoning: (610-698 Brannan Street)
CMUO (Central SoMa Mixed Use Office) Zoning District
MUR (Mixed Use Residential) Zoning District
Central SoMa Special Use District
(2000 Marin Street)
PDR-2 (Production Distribution and Repair) Zoning District;
Block/Lot: (610-698 Brannan Street) 3778/001B, 002B, 004, 005, 047, 048
(2000 Marin Street) 4346/003
Project Sponsor: KR Flower Mart, LLC
Staff Contact: Ella Samonsky – (415) 575-9112
ella.samonsky@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

RESOLUTION RECOMMENDING THAT THE BOARD OF SUPERVISORS APPROVE A DEVELOPMENT AGREEMENT BETWEEN THE CITY AND COUNTY OF SAN FRANCISCO AND KR FLOWER MART, LLC, FOR CERTAIN REAL PROPERTY LOCATED AT 5th AND BRANNAN STREETS, COMPRISED OF ASSESSOR'S BLOCK 3778 AND LOTS 001B, 002B, 004, 005, 047 AND 048, ALTOGETHER CONSISTING OF APPROXIMATELY 6.5 ACRES, AND ADOPTING VARIOUS FINDINGS, INCLUDING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND PLANNING CODE SECTION 101.1.

WHEREAS, Chapter 56 of the San Francisco Administrative Code sets forth the procedure by which a request for a development agreement will be processed and approved in the City and County of San Francisco.

WHEREAS, California Government Code Section 65864 et seq. authorizes any city, county, or city and county to enter into an agreement for the development of real property within the jurisdiction of the city, county, or city and county.

WHEREAS, Project Sponsor has filed applications with the Planning Department (hereinafter "Department") for a Large Project Authorization, Office Allocation Authorization, Development Agreement, Legislative Amendments, and Environmental Review to allow the Project Sponsor to construct

three new mixed-use buildings at 610-698 Brannan Street, Block 3778 Lots 1B, 2B, 4, 5, 47, 48 (hereinafter "Project Site").

WHEREAS, the Development Agreement would enable the Flower Mart Project ("Project" and "Project Variant," as described herein). The Flower Mart Project is a new mixed-use development with new office, retail, and PDR uses, as well as a publicly-accessible open space. The Project would demolish the existing San Francisco Wholesale Flower Market buildings as well as other adjacent buildings and surface parking lots on the project site. The Project would construct three new mixed-use office buildings on the project site, that in total include approximately 2,032,165 gross square feet of office, 83,459 square feet of retail (including 10,000 rentable square feet of flower retail space), and 113,036 square feet of wholesale sales use (the new San Francisco Wholesale Flower Market). The Project would provide 769 vehicle parking spaces, 30 loading spaces, 410 Class 1 bicycle parking spaces, 86 Class 2 bicycle parking spaces, and 40,655 square feet of on-site and off-site privately-owned public open space. A Project Variant would contain a total of 2,061,380 square feet of office, 90,976 square feet of retail and 22,690 square feet of child care facility, 950 square feet community facility and 41,228 square feet of on-site and off-site privately-owned public open space, 632 off-street parking spaces, 9 loading spaces, and 516 Class 1 bicycle spaces, and 92 Class bicycle spaces.

WHEREAS, in either the Project or Project Variant scenario, the Project Sponsor will relocate the San Francisco Flower Market vendors to an interim location at 2000 Marin Street ("Temporary Site") while the Project site is under construction.

WHEREAS, the Board will be taking a number of actions in furtherance of the Project and Project Variant, including (i) the adoption of Planning Code Text Amendments that would create additional Key Site exceptions for the Flower Mart Project to the requirements for ground floor transparency and fenestration, PDR floor heights, overhead obstructions, timing of off-site open space, parking pricing, residential to non-residential ratio, child-care facilities, PDR replacement, PDR and Community Building Space, and active uses; and (ii) the adoption of the 2000 Marin Street Special Use District ("2000 Marin Street SUD"), which modifies the Planning Code requirements for demolition of industrial buildings, streetscape improvements, screening and landscaping, ground floor height standards, better roofs, shower facilities and lockers, car share, vehicle and bicycle parking, transportation demand management, and impact fees for a period of six years at that site; and (iii) Zoning Map Amendments related to the 2000 Marin Street SUD.

WHEREAS, in furtherance of the Project and the City's role in subsequent approval actions relating to the Project, the City and KR Flower Mart, LLC negotiated a development agreement for development of the Project site, a copy of which is attached as Exhibit A (the "Development Agreement").

WHEREAS, the City has determined that as a result of the development of the Project site in accordance with the Development Agreement, clear benefits to the public will accrue that could not be obtained through application of existing City ordinances, regulations, and policies, as more particularly described in the Development Agreement.

WHEREAS, the Development Agreement will eliminate uncertainty in the City's land use planning for the Project and secure orderly development of the Project Site.

WHEREAS, the Development Agreement shall be executed by the Director of Planning and City Attorney, subject to prior approval by the Board of Supervisors.

WHEREAS, on July 3, 2019, the Environmental Review Officer ("ERO") issued a Community Plan Exemption ("CPE") and Addendum for the Project, Project Variant, and the Temporary Site pursuant to the California Environmental Quality Act (California Public Resources Code Section 21000 et seq.) ("CEQA"). Copies of the CPE and Addendum are on file in the Planning Department Case No. 2015-004256ENV with Planning Department Custodian of Records Jonas Ionin at 1650 Mission Street, San Francisco. On July 18, 2019, by Motion No. 20484, the Planning Commission adopted findings pursuant to CEQA and a Mitigation Monitoring and Reporting Program ("MMRP"). This Motion is on file with the Clerk of the Board of Supervisors in File No. 2017-000663ENX. This Commission has reviewed the CPE, Addendum, and related documents, and adopts and incorporates by reference as though fully set forth herein the CEQA Findings and the MMRP.

WHEREAS, on July 18, 2019, by Resolution No. 20483, the Commission adopted findings in connection with its consideration of, among other things, the adoption of amendments to zoning text and map, as well as adoption of the 2000 Marin Street SUD, under CEQA, the State CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code and made certain findings in connection therewith, which findings are hereby incorporated herein by this reference as if fully set forth.

WHEREAS, on July 18, 2019, by Motion No. 20484 and No. 20485, the Commission adopted findings regarding the Project and Project Variant's consistency with the General Plan, Planning Code Section 101.1, and all other approval actions associated with the SUD and development therein.

NOW THEREFORE BE IT RESOLVED, that the Commission recommends approval of the Development Agreement, in substantially the form attached hereto as Exhibit A, subject to any additions and modifications that may be made by the Board of Supervisors.

AND BE IT FURTHER RESOLVED, that the Commission finds that the application, public notice, Planning Commission hearing, and Planning Director reporting requirements regarding the Development Agreement negotiations contained in Administrative Code Chapter 56 have been substantially satisfied in light of the meetings held for the last two years, the public informational meetings and hearings by the Planning Department staff at the Planning Commission, the provision of required public notices, and the information contained in the Director's Report.

AND BE IT FURTHER RESOLVED, that the Commission authorizes the Planning Director to take such actions and make such changes as deemed necessary and appropriate to implement this Commission's recommendation of approval and to incorporate recommendations or changes from other City agencies and/or the Board, provided that such changes do not materially increase any obligations of the City or materially decrease any benefits to the City contained in the Development Agreement attached as Exhibit A.

Resolution No. 20486
July 18, 2019

Case No. 2017-000663DVA
SF Flower Mart Development Agreement

I hereby certify that the Planning Commission ADOPTED the foregoing Resolution on July 18, 2019.



Jonas P. Ionin
Commission Secretary

AYES: Melgar, Koppel, Fung, Johnson, Moore, Richards

NOES: None

ABSENT: Hillis

ADOPTED: July 18, 2019



SAN FRANCISCO PLANNING DEPARTMENT

Executive Summary Large Project Authorization, Office Allocation, Planning Code and Zoning Map Amendments, Development Agreement

HEARING DATE: JULY 18, 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.: 2017-000663ENX/OFA/PCA/DVA
Project Address: 610-698 Brannan Street
Zoning: CMUO (Central SoMa Mixed Use Office) Zoning District
MUR (Mixed Use Residential) Zoning District
Central SoMa Special Use District
Area Plan: Central SoMa
Block/Lot: 3778/001B, 002B, 004, 005, 047, 048
Project Sponsor: KR Flower Mart, LLC
100 1st St., Suite 250
San Francisco, CA, 94105
Property Owner: KR Flower Mart, LLC
100 1st St., Suite 250
San Francisco, CA, 94105
Staff Contact: Ella Samonsky – (415) 575-9112
ella.samonsky@sfgov.org
Recommendation: **Approval with Conditions**

PROJECT DESCRIPTION

The Project is to demolish ten existing buildings (165,400 square feet (sf); approx. 142,000 sf dba. San Francisco Flower Mart) accessory structures and parking lot, and construct three new 8-to 18-story, mixed-use office buildings, containing a total of 2,032,165 sf of office, 113,036 sf of Production, Distribution and Repair (PDR), 83,459 sf of retail, 35,450 sf of privately owned public open space (POPOS), 769 off-street parking spaces, 30 loading spaces, and 496 bicycle spaces (410 Class I, 86 Class II).

A project variant would contain a total of 2,061,380 sf of office, 90,976 sf of retail, 22,690 sf of child care facility, 950 sf community facility and 38,450 sf of POPOS, 632 off-street parking spaces, 9 loading spaces, and 608 bicycle spaces (518 Class I, 92 Class II).

The Project would also include a lot merger of Lots 001B, 002B, 004, 005, 047 and 048 on Block 3778.

REQUIRED COMMISSION ACTION

In order for the Project to proceed, the Commission must:

- 1) Grant a Large Project Authorization, pursuant to Planning Code Sections 249.78 and 329, for the construction of new buildings greater than 85 feet in height and more than 25,000 gross square feet within the Central SoMa Special Use District, with exceptions to the following Planning Code requirements:
- Setbacks and Streetwall Articulation (Section 132.4);
 - Overhead Obstructions (Sections 136(c)(5) and 270.2(e)(6));
 - POPOS Design (Section 138(d));
 - Off-Site POPOS Timing (Section 138(c));
 - Off Street Parking (Section 151.1);
 - Ground Floor Transparency (Section 145.1(c)(6) 249.78(c)(1)(F));
 - Off-Street Loading (Section 152.1);
 - Off-Street Parking and Loading Arrangement (Section 155(d))
 - Parking Pricing Requirements (Section 155(g));
 - Protected Pedestrian-, Cycling-, and Transit-Oriented Street Frontages (Section 155(r));
 - Active Uses (Sections 145.1(c)(3) & 249.78(c)(1));
 - Lot Mergers (Section 249.78(d)(7));
 - Wind (Section 249.78(d)(9));
 - PDR Ceiling Height (Section 249.78(d)(10));
 - Child Care (Section 249.78(e)(4));
 - Narrow and Mid-Block Alley Controls (Section 261.1)
 - Central SoMa Bulk Controls (Section 270(h));
 - Horizontal Mass Reduction (Section 270.1)
 - Special Bulk and Open Space Requirements (Section 270.2); and
 - Residential to Non-Residential Ratio (Section 841.09)

The Project includes a variant design, which would also be approved under the Large Project Authorization with exceptions to the following Planning Code requirements:

- Building Setbacks and Streetwall Articulation (Section 132.4);
- Overhead Obstructions (Sections 136(c)(5) and 270.2(e)(6));
- POPOS Design (Section 138(d));
- Off-Site POPOS Timing (Section 138(c));
- Off-Street Parking and Loading Arrangement (Section 155(d));
- Protected Pedestrian-, Cycling-, and Transit-Oriented Street Frontages (Section 155(r));
- Active Street Frontage (Section 145.1);
- PDR Conversion (Section 202.8);
- PDR and Community Building Space (Section 249.78(c)(5));
- Lot Mergers (Section 249.78(d)(7));
- Wind (Section 249.78(d)(9));
- Narrow and Mid-Block Alley Controls (Section 261.1);
- Central SoMa Bulk Controls (Section 270(h));
- Horizontal Mass Reduction (Section 270.1);
- Special Bulk and Open Space Requirements (Section 270.2); and
- Residential to Non-Residential Ratio (Sections 803.9(a) and 841.09)

- 2) Authorize an Office Development Authorization of approximately 1,355,363 gross square feet (gsf) of office use for Phase 1a of the Project, or 1,384,578 gsf of office use for Phase 1a of the Project Variant pursuant to Planning Code Sections 321 through 325.
- 3) Recommend that the Board of Supervisors approval the Planning Code Text Amendments, and the associated Zoning Map Amendments, to establish the 2000 Marin Special Use District, and to create additional Key Site exceptions for the Project Site; and,
- 4) Recommend that the Board of Supervisors approve the Development Agreement (DA) for the Project.

ISSUES AND OTHER CONSIDERATIONS

- **Public Comment & Outreach.** The Department has received phone calls and correspondence from adjacent neighbors recommending that, in the Project Variant scenario, the private service drive be made more pedestrian in character. The Department also was contacted by a neighbor with concerned with the height of the buildings and shadows on adjacent properties.
- **Qualified Amenities – Key Sites.** As part of the Central SoMa Area Plan Key Site Guidelines, the Planning Commission may grant certain Code exceptions for projects that provide qualified amenities in excess of what is required by the Code. The Project will provide PDR at a greater amount and/or lower rent than is otherwise required under Sections 202.8 or 249.78(c)(5) and will dedicate land, pursuant to Planning Code Section 413.7, for the construction of affordable housing. The Project will not seek credit of the land dedication from the Jobs-Housing Linkage Fee.
- **Large Project Authorization within the Central SoMa Special Use District (SUD).** The Commission must grant Large Project Authorization (LPA) pursuant to Planning Code Section 329 to allow construction of a new building greater than 85 feet in height or for new construction of more than over 50,000 gross square feet in the Central SoMa Special Use District (SUD). As part of the LPA, the Commission may grant exceptions from certain Planning Code requirements for projects that exhibit outstanding overall design; provide qualified amenities in excess of what is required by the Code; and for Key Site development projects. As listed above, the project is seeking numerous exceptions, which are generally supported by Department staff given the qualified amenities and overall design of the Project. As part of the Large Project Authorization, the Commission would approve the Project and Project Variant, as is consistent with the terms of the Development Agreement.
- **Office Development Allocation.** The proposed project would construct 2,032,165 gsf of office space, or 2,061,380 gsf in the Project Variant. As of July 1, 2109, there is approximately 1.7 million square feet of “Large” Cap Office Development available under the Section 321 office allocation program. The Department recommends that the Commission grant an office development authorization for the first phase of the Project, which would amount to 1,355,363 square feet of office use, and 1,384,578 square feet for the Project Variant.
- **Planning Code Text and Zoning Map Amendment.** On June 11, 2019, Supervisor Matt Haney introduced an ordinance for Planning Code Text Amendments to establish the 2000 Marin Street Special Use District and create additional Key Site exceptions for the Flower Mart site, and amend Special Use District Map No. SU08 for the San Francisco Flower Mart Project. The 2000 Marin Street SUD, which is for the interim site for the wholesale flower market, would modify the Planning Code requirements for demolition of industrial buildings, streetscape improvements, building standards, vehicle and bicycle parking, transportation demand management and impact fees for a

period of six years. The Planning Code Text Amendments would also create additional Key Site exceptions for the Project Site to the requirements for POPOS design, off street parking, ground floor transparency and fenestration, protected street frontages, PDR floor heights, overhead obstructions, off-site open space, parking pricing, residential to non-residential ratio, child-care facilities, PDR replacement, PDR and Community Building Space.

- **Development Agreement.** On June 11, 2019, Supervisor Matt Haney introduced the ordinance to approve the Development Agreement (DA) between the City of San Francisco and KR Flower Mart LLC, for the development of the approximately 6.5-acre Flower Mart site, located on the southern half of the block north of Brannan Street between 5th Street and 6th Street (Assessor's Parcel Block No. 3778, Lot Nos. 001B, 002B, 004, 005, 047, and 048)[Board File No. 190682]. The proposed Development Agreement will address project phasing, construction of an interim wholesale flower market and funding of a permanent wholesale flower market, and other public benefits provided by the project. The Project's commitments to public benefits include:
 - Wholesale San Francisco Flower Market. The Project Sponsor will either construct a new wholesale flower market on the Project Site or alternatively provide payment for construction of a new wholesale flower market on another site within San Francisco and provide subsidized rent for the existing Flower Market vendors. Additionally, the Project sponsor will develop and interim site for the wholesale flower market and pay for the relocation of the Flower Market vendors to and from the interim site to the permanent wholesale flower market.
 - Land Dedication for Affordable Housing. The Project Sponsor will dedicate a minimum 14,000 square-foot parcel within the Central SoMa Plan Area to MOHCD for the development of affordable housing. The land dedication site has not been identified yet.
 - Workforce Program. The Project Sponsor would implement an enhanced workforce program, including working with the Contract Monitoring Division of the City Administrator's Office to implement: (1) a Local Business Enterprise (LBE) Utilization Program for design and construction contracts related to the development of the Project; and (2) a permanent workforce program to provide enhanced opportunities for local residents for employment with the future tenants of the Project.
 - Gateway Marker. The Project Sponsor will fund the design and complete the construction of a physical marker in a public location approved by the Planning Director, identifying the San Francisco Filipino Cultural Heritage District.
 - Childcare. Under the Project Variant, the Project Sponsor will construct an approximately 23,000 square-foot subsidized child care center, for lease to a qualified non-profit child care operator for ten (10) years.
 - Community Room. Under the Project Variant, the Project Sponsor will construct an approximately 950 square-foot community meeting room, which would be available to community organization to hold events and meetings at a low cost.
 - Sunnydale Hub Project. The Project Sponsor will provide five million dollars to Mercy Housing California, to pay for costs relating to the Sunnydale Hub project.
- **Development Impact Fees.** The Project will be subject to development impact fees, including the Central SoMa Community Services Facility Fee, Central SoMa Infrastructure and Impact Fee, Eastern Neighborhoods Impact Fees, Job-Housing Linkage Fee, Transportation Sustainability Fee, and Child Care Impact Fee.

ENVIRONMENTAL REVIEW

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) per Planning Commission Motion No, M-20182.

Pursuant to the Guidelines of the State Secretary of Resources for the implementation of the California Environmental Quality Act (CEQA), on July 3, 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 Central SoMa community plan adopted as part of a general plan and was encompassed within the analysis contained in the EIR for the Central SoMa Area Plan. Since the EIR was finalized, there have been no substantive changes to the Central SoMa Area Plan and no substantive changes in circumstances that would require major revisions to the EIR due to the involvement of new significant environmental effects or an increase in the severity of previously identified significant impacts, and there is no new information of substantial importance that would change the conclusions set forth in the Final EIR. In addition, the Department prepared an addendum to the Bayview Hunters Point Program EIR to document that the Interim Wholesale Flower Market Site at 2000 Marin Street, which is not part of the Project or Project Variant, would not result in any new significant environmental impacts or a substantial increase in the severity of previously identified environmental impacts and would not require the adoption of any new or considerably different mitigation measures than evaluated in the Bayview Hunters Point Program EIR.

BASIS FOR RECOMMENDATION

The Department believes this project is approvable for the following reasons:

- The Department finds that the Project is, on balance, consistent with the Central SoMa Plan and the Objectives and Policies of the General Plan.
- The Project and Project Variant will facilitate the retention of a long-operating PDR use, the San Francisco Flower Market, within the city and preserve the associated small businesses and PDR jobs.
- The site is currently underutilized, and the new mixed-use development will add new Office and Retail uses, alternately including Child Care, and significant site updates, including sidewalk expansion, publicly accessible open spaces and a mid-block alley. Per the Central SoMa Plan, these benefits will substantially improve the surrounding neighborhood.
- The Project and Project Variant will provide streetscape enhancement, new ground-floor retail spaces and publicly-accessibly open spaces that will enliven the streetscape and improve the pedestrian experience.
- The Development Agreement will provide substantial public benefits in areas including construction or funding of a permanent wholesale flower market, rent subsidies for the Flower Market vendors, land dedication for affordable housing, and workforce development, among other benefits.

- The Project and Project Variant is desirable for, and compatible with the surrounding neighborhood.

ATTACHMENTS:

Draft Motion – Large Project Authorization with Conditions of Approval
Draft Motion – Office Allocation with Conditions of Approval
Draft Resolution – Recommendation on Planning Code Amendments
Draft Resolution – Recommendation on Development Agreement
Development Agreement - Draft
Exhibit B – Plans and Renderings
Exhibit C – Environmental Determination
Exhibit D – Land Use Data
Exhibit E – Maps and Context Photos
Exhibit F - Public Correspondence
Exhibit G - Project Sponsor Brief
Exhibit H – First Source Hiring Affidavit

BOARD of SUPERVISORS



City Hall
Dr. Carlton B. Goodlett Place, Room 244
San Francisco 94102-4689
Tel. No. 554-5184
Fax No. 554-5163
TDD/TTY No. 554-5227

June 25, 2019

File No. 190708

Lisa Gibson
Environmental Review Officer
Planning Department
1650 Mission Street, Ste. 400
San Francisco, CA 94103

Dear Ms. Gibson:

On June 18, 2019, Mayor Breed submitted the proposed legislation:

File No. 190708

Ordinance amending the Environment Code to require all nonresidential buildings of 50,000 square feet or more to provide all on-site electricity demands from 100% greenhouse gas-free or renewable sources and to authorize the Director of the Department of the Environment to adopt rules and regulations for implementation of the requirements; and affirming the Planning Department's determination under the California Environmental Quality Act.

This legislation is being transmitted to you for environmental review.

Angela Calvillo, Clerk of the Board

A handwritten signature in cursive script, appearing to read "Erica Major".

By: Erica Major, Assistant Clerk
Land Use and Transportation Committee

Attachment

c: Joy Navarrete, Environmental Planning
Laura Lynch, Environmental Planning

Not defined as a project under CEQA Guidelines Sections 15378 and 15060(c)(2) because it would not result in a direct or indirect physical change in the environment. Individual project would need separate environmental review.

joy navarrete

Digitally signed by joy navarrete
DN: cn=org, dc=cityofsf, dc=cityplanning,
ou=cityplanning, ou=Environmental
Planning, cn=joy.navarrete,
email=joy.navarrete@sf.gov.org
Date: 2019.07.25 14:36:30 -0700

BOARD of SUPERVISORS



City Hall
Dr. Carlton B. Goodlett Place, Room 244
San Francisco 94102-4689
Tel. No. 554-5184
Fax No. 554-5163
TDD/TTY No. 554-5227

June 19, 2019

File No. 190681

Lisa Gibson
Environmental Review Officer
Planning Department
1650 Mission Street, Ste. 400
San Francisco, CA 94103

Dear Ms. Gibson:

On June 11, 2019, Supervisor Haney submitted the proposed legislation:

File No. 190681

Ordinance amending the Planning Code and Zoning Map to establish the 2000 Marin Street Special Use District (Assessor's Parcel Block No. 4346, Lot No. 003), and to create additional Key Site exceptions for the Flower Mart site, located on the southern half of the block north of Brannan Street between 5th Street and 6th Street (Assessor's Parcel Block No. 3778, Lot Nos. 001B, 002B, 004, 005, 047, and 048); affirming the Planning Department's determination under the California Environmental Quality Act; and making findings of consistency with the General Plan, and the eight priority policies of Planning Code, Section 101.1.

This legislation is being transmitted to you for environmental review.

Angela Calvillo, Clerk of the Board

A handwritten signature in cursive script, appearing to read "Erica Major".

By: Erica Major, Assistant Clerk
Land Use and Transportation Committee

Attachment

c: Joy Navarrete, Environmental Planning
Laura Lynch, Environmental Planning

BOARD of SUPERVISORS



City Hall
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco 94102-4689
Tel. No. 554-5184
Fax No. 554-5163
TDD/TTY No. 554-5227

June 19, 2019

Planning Commission
Attn: Jonas Ionin
1650 Mission Street, Ste. 400
San Francisco, CA 94103

Dear Commissioners:

On June 11, 2019, Supervisor Haney submitted the following proposed legislation:

File No. 190681

Ordinance amending the Planning Code to reference the Polk/Pacific Special Area Design Guidelines; affirming the Planning Department's determination under the California Environmental Quality Act; adopting findings of public necessity, convenience, and welfare under Planning Code, Section 302; and making findings of consistency with the General Plan, and the eight priority policies of Planning Code, Section 101.1.

File No. 190682

Ordinance approving a Development Agreement between the City and County of San Francisco and KR Flower Mart, LLC, a Delaware limited liability company, for the development of an approximately 6.5-acre site located at 5th Street and Brannan Street, with various public benefits including a new on-site or off-site wholesale flower market; making findings under the California Environmental Quality Act, findings of conformity with the General Plan, and with the eight priority policies of Planning Code, Section 101.1(b); approving the receipt and expenditure of funds for an off-site new wholesale flower market as set forth in the Development Agreement, as applicable; approving the development impact fees for the project and waiving certain Planning Code fees and requirements for a temporary flower market; confirming compliance with or waiving certain provisions of Administrative Code, Chapter 56; and ratifying certain actions taken in connection therewith, as defined herein.

The proposed ordinances are being transmitted pursuant to Planning Code, Section 302(b), for public hearing and recommendation. The ordinances are pending before the Land Use and Transportation Committee and will be scheduled for hearing upon receipt of your response.

Angela Calvillo, Clerk of the Board

A handwritten signature in cursive script, appearing to read "Erica Major".

By: Erica Major, Assistant Clerk
Land Use and Transportation Committee

c: John Rahaim, Director
Scott Sanchez, Acting Deputy Zoning Administrator
Corey Teague, Zoning Administrator
Lisa Gibson, Environmental Review Officer
Devyani Jain, Deputy Environmental Review Officer
AnMarie Rodgers, Director of Citywide Planning
Dan Sider, Director of Executive Programs
Aaron Starr, Manager of Legislative Affairs
Joy Navarrete, Environmental Planning
Laura Lynch, Environmental Planning

BOARD of SUPERVISORS



City Hall
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco 94102-4689
Tel. No. 554-5184
Fax No. 554-5163
TDD/TTY No. 554-5227

NOTICE OF PUBLIC HEARING
BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO
LAND USE AND TRANSPORTATION COMMITTEE

NOTICE IS HEREBY GIVEN THAT the Land Use and Transportation Committee will hold a public hearing to consider the following proposals and said public hearing will be held as follows, at which time all interested parties may attend and be heard:

Date: Monday, December 9, 2019

Time: 1:30 p.m.

Location: Legislative Chamber, Room 250, located at City Hall
1 Dr. Carlton B. Goodlett Place, San Francisco, CA

Subjects: **File No. 190681.** Ordinance amending the Planning Code and Zoning Map to establish the 2000 Marin Street Special Use District (Assessor's Parcel Block No. 4346, Lot No. 003), and to create additional Key Site exceptions for the Flower Mart site, located on the southern half of the block north of Brannan Street between 5th Street and 6th Street (Assessor's Parcel Block No. 3778, Lot Nos. 001B, 002B, 004, 005, 047, and 048); affirming the Planning Department's determination under the California Environmental Quality Act; and making findings of consistency with the General Plan, and the eight priority policies of Planning Code, Section 101.1.

File No. 190682. Ordinance approving a Development Agreement between the City and County of San Francisco and KR Flower Mart, LLC, a Delaware limited liability company, for the development of an approximately 6.5-acre site located at 5th Street and Brannan Street, with various public benefits including a new on-site or off-site wholesale flower market; making findings under the California Environmental Quality Act, findings of conformity with the General Plan, and with the eight priority policies of Planning Code, Section 101.1(b); approving the receipt and expenditure of funds for an off-site new wholesale flower market as set forth in the Development Agreement, as applicable; approving the development impact fees for the project and waiving certain Planning Code fees and requirements for a temporary flower market; confirming compliance with or waiving certain provisions of Administrative Code, Chapter 56; and ratifying certain actions taken in connection therewith, as defined herein.

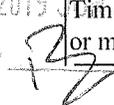
In accordance with Administrative Code, Section 67.7-1, persons who are unable to attend the hearing on this matter may submit written comments to the City prior to the time the hearing begins. These comments will be made part of the official public records in these matters, and shall be brought to the attention of the members of the Committee. Written comments should be addressed to Angela Calvillo, Clerk of the Board, City Hall, 1 Dr. Carlton B. Goodlett Place, Room 244, San Francisco, CA 94102. Information relating to these matters can be found in the Legislative Research Center at sfgov.legistar.com/legislation. Meeting agenda information relating to this matter will be available for public review on Friday, December 6, 2019.


Angela Calvillo
Clerk of the Board

Introduction Form

By a Member of the Board of Supervisors or Mayor

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO

2019 APR 11 PM 3:48
Time stamp
or meeting date
BY: 

I hereby submit the following item for introduction (select only one):

- 1. For reference to Committee. (An Ordinance, Resolution, Motion or Charter Amendment).
- 2. Request for next printed agenda Without Reference to Committee.
- 3. Request for hearing on a subject matter at Committee.
- 4. Request for letter beginning : "Supervisor inquiries"
- 5. City Attorney Request.
- 6. Call File No. from Committee.
- 7. Budget Analyst request (attached written motion).
- 8. Substitute Legislation File No.
- 9. Reactivate File No.
- 10. Topic submitted for Mayoral Appearance before the BOS on

Please check the appropriate boxes. The proposed legislation should be forwarded to the following:

- Small Business Commission
- Youth Commission
- Ethics Commission
- Planning Commission
- Building Inspection Commission

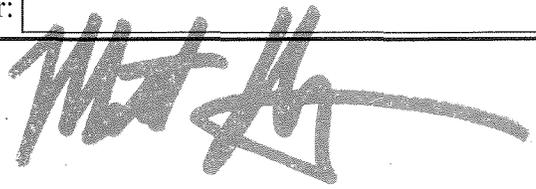
Note: For the Imperative Agenda (a resolution not on the printed agenda), use the Imperative Form.

Sponsor(s):

Subject:

The text is listed:

Signature of Sponsoring Supervisor:



For Clerk's Use Only