



SAN FRANCISCO PLANNING DEPARTMENT

Executive Summary Downtown Project Authorization (Section 309) Variance

HEARING DATE: NOVEMBER 3, 2016

Date: October 17, 2016
Case No.: **2013.0882ENV/DNX/GPR/SHD/VAR**
Project Address: **524 Howard Street**
Zoning: C-3-O(SD) Downtown-Office (Special Development)
450-S Height and Bulk District
Transbay C3 Special Use District
Transit Center C-3-O(SD) Commercial Special Use District
Transbay Zone 2 Redevelopment Area
Downtown, Transbay, and Transit Center District Plan Areas
Block/Lot: 3721/013
Project Sponsor: James Abrams
J. Abrams Law, P.C.
One Maritime Plaza, Suite 1900
San Francisco, CA 94111
jabrams@jabramslaw.com
Staff Contact: Nicholas Foster – (415) 575-9167
nicholas.foster@sfgov.org
Recommendation: **Approve Section 309 Determination of Compliance with Conditions**

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PROJECT DESCRIPTION

The proposed project ("Project") includes the construction of a new 48-story structure reaching a height of 495 feet (515 feet to the top of mechanical equipment) on an existing surface parking lot. The new structure would contain a mix of 48 studio units, 135 one bedroom units, and 151 two bedroom units for a total of 334 dwelling units, with 15 percent of the total units (50 dwelling units) provided as affordable (Below Market Rate) per the requirements established for the Transbay C-3 Special Use District. The Project would contain a total of approximately 389,000 gross square feet of residential uses (including common space) within the new structure, including approximately 7,600 gross square feet of retail uses located on both the ground floor (fronting onto Howard Street) as well as on the seventh floor. A pedestrian sky bridge between the project site and the proposed 5.4-acre rooftop park of the Transbay Transit Center may also be constructed. Off-street parking for 151 vehicles (including 16 car share vehicle spaces), and 334 Class I bicycle parking spaces would be provided in the basement levels while 2 loading spaces would be provided at-grade within a screened garage, accessible via Natoma Street. Additionally, 27 Class II bicycle parking spaces are provided along both the Howard and Natoma Street frontages.

SITE DESCRIPTION AND PRESENT USE

The Project Site ("Site") is a 12,266 square-foot through lot that measures 165 feet in depth, with a 74'-10" wide frontage along Howard Street and a 73'-10" frontage along Natoma Street. The Site is uniquely shaped, with a matching, approximately 12-foot lateral "jog" located in the middle of the lot. The subject lot is located midblock on the north side of Howard Street, between First and Second Streets, within Lot 013 of Assessor's Block 3721. The property is located within the C-3-0(SD) (Downtown Office, Special Development) District, the Transbay C-3 Special Use District, the Transit Center C-3-O(SD) Commercial Special Use District, and the 450-S Height and Bulk District. The property is developed with a surface parking lot which was originally approved in 2005. The Conditional Use authorization was last extended on April 28, 2016 (Case No. 2015-008833CUA; Motion No. 19627). The surface parking facility includes an attendant's shed, a payment kiosk, and ancillary landscaping. The lot is presently striped to accommodate 33 vehicles in a non-tandem configuration, but can accommodate up to 60 vehicles in a valet or tandem parking configuration.

SURROUNDING PROPERTIES AND NEIGHBORHOOD

The Project Site is located within the Downtown Core, and more specifically, within the Transit Center District Plan (TCDP) area. Development in the vicinity consists primarily of high-rise office buildings, interspersed with low-rise buildings. The block on which the project site is located contains one mid-rise office building (known as Foundry Square IV) to the east of the project site. To the west, four low-rise buildings (currently containing offices, a nightclub, and retail uses) are located between the project site and the elevated roadway associated with the Transbay Transit Center that is currently under construction. Development to the south is consistent with the block on which the project site is located. The Transbay Transit Center building site is located immediately north of the project site and extends from Beale Street westward almost to Second Street. Anticipated for completion in 2019, the five-story (three above ground) Transbay Transit Center will provide an one-million-square-foot regional bus and rail station with a five-acre public park atop the building. Numerous other high-rise residential and office buildings are planned or under construction in the surrounding area.

ENVIRONMENTAL REVIEW

On September 28, 2011, the Department published a draft Environmental Impact Report (EIR) for the TCDP for public review. The draft EIR was available for public comment until November 28, 2011. On November 3, 2011, the Planning Commission ("Commission") conducted a duly noticed public hearing at a regularly scheduled meeting to solicit comments regarding the draft EIR. On May 10, 2012 the Department published a Comments and Responses document, responding to comments made regarding the draft EIR prepared for the Project. On May 24, 2012, the Commission reviewed and certified the Final EIR. The Board of Supervisors affirmed this certification on July 24, 2012.

On October 14, 2016, the Department, in a Community Plan Exemption certificate, determined that the proposed application did not require further environmental review under Section 15183 of the CEQA Guidelines and Public Resources Code Section 21083.3. The Project is consistent with the adopted zoning controls in the Transit Center District Area Plan and was encompassed within the analysis contained in the Transit Center District EIR. Since the Transit Center District EIR was finalized, there have been no substantial changes to the Transit Center District Plan and no substantial changes in circumstances that would require major revisions to the Transit Center District EIR due to the involvement of new

significant environmental effects or an increase in the severity of previously identified significant impacts, and there is no new information of substantial importance that would change the conclusions set forth in the Transit Center District EIR.

HEARING NOTIFICATION

TYPE	REQUIRED PERIOD	REQUIRED NOTICE DATE	ACTUAL NOTICE DATE	ACTUAL PERIOD
Posted Notice	20 days	October 14, 2016	October 14, 2016	20 days
Mailed Notice	10 days	October 24, 2016	October 24, 2016	10 days

PUBLIC COMMENT/COMMUNITY OUTREACH

- To date, the Department has received one letter of support from the Project from the San Francisco Housing Action Coalition (SFHAC). The letter speaks to appropriateness of the site in supplying a substantial amount of housing in one of the most transit-rich environs in San Francisco.

ISSUES AND OTHER CONSIDERATIONS

- Transit Center District Plan & Downtown Plan.** The overarching premise of the Transit Center District Plan (“TCDP”) is to continue the concentration of additional growth where it is most responsible and productive to do so—in proximity to San Francisco’s greatest concentration of public transit service. The increase in development, in turn, will provide additional revenue for the Transit Center project and for the necessary improvements and infrastructure in the District. Meanwhile, the well-established Downtown Plan envisions a series of high-density residential areas ringing the area, enabling people to live within walking distance of the central business district. The integration of housing reduces the burden on the transit systems, and helps to enliven the central district. This Project implements the vision of both Plans through the construction of 334 dwelling units located directly across from the future Transbay Transit Center, and within walking distance of the Downtown Core.
- Transbay Redevelopment Area.** The Project Site is located within Zone 2 of the adopted Transbay Redevelopment Area. At the time of redevelopment plan adoption, the San Francisco Redevelopment Agency implemented a Delegation Agreement with the Planning Department to generally assign responsibility and jurisdiction for planning, zoning, and project entitlements in Zone 2 of the redevelopment area to the Planning Department and Planning Commission. As such, the Planning Department retains land use authority within Zone 2 and this zone is governed by the Planning Code, as administered by the Planning Department and Planning Commission. Although California dissolved all California Redevelopment Agencies, effective February 1, 2012, this act did not result in changes to land use controls or project approval processes for projects proposed within Zone 2. Of note and as described in the Transbay Redevelopment Plan Section 4.9.3, the City’s standard Inclusionary Housing Ordinance (Code Section 415) does not apply to the project site. Instead, a minimum of 15 percent of all units constructed on-site must be “affordable” (as defined by the Transbay Redevelopment Plan), with

no permitted off-site or “in lieu” fee payment. On-site rental units must be provided at a price affordable to households earning 60 percent of the area median income, while on-site ownership units must be provided at a price affordable to households earning 100 percent of the area median income. The proposed Project would comply with these requirements.

- **Planning Code Exceptions.** The Project does not strictly conform to several aspects of the Planning Code. As part of the Downtown Project Authorization process, the Commission may grant exceptions from certain requirements of the Planning Code for projects that meet specified criteria. The Project requests exceptions regarding “Streetwall Base” (Section 132.1(c)(1)), “Tower Separation” (Section 132.1(d)(1)), “Rear Yard” (Section 134(d)), “Reduction of Ground-Level Wind Currents in C-3 Districts” (Section 148), “Upper Tower Extensions” (Section 263.9), and “Bulk Controls” (Section 270 and 272). Compliance with the specific criteria for each exception is summarized below, and is described in the attached draft Downtown Project Authorization motion.

- **Streetwall Base (Section 132.1(c)(1)).** In order to establish an appropriate street wall in relation to the width of the street and to adjacent structures, and to avoid the perception of overwhelming mass that would be created by a number of tall buildings built close together with unrelieved vertical rise, Planning Code Section 132.1(c) specifies that new buildings taller than 150 feet within the C-3-0(SD) District must establish a streetwall height between 50 and 110 feet, through the use of a horizontal relief totaling at least 10 feet for a minimum of 40 percent of the linear frontage. Exceptions to this subsection (c)(1) may be allowed in accordance with the procedures of Section 309 if the Planning Commission affirmatively determines that criteria have been met.

The Project Site is a through lot with frontages on both Howard and Natoma Streets. The height and context of the existing streetwall along Howard Street differs from that of the streetwall along Natoma Street. As such, the Project has established two separate and distinct streetwall bases to respond to the unique site conditions along the two street frontages. The Project provides horizontal relief through a variety of design expressions that culminate in a well-defined streetwall base. The overall architectural expression of the Project is exceptional in that it responds to the unique site condition (narrow lot) by providing front setbacks above the defined streetwall bases along both of street frontages while also providing substantial, staggered side setbacks that help to reinforce the overall slenderness of the building. While the Project does not incorporate a literal setback, the Commission may approve other designs that fulfill the intent of the streetwall base requirements.

- **Tower Separation (Section 132.1(d)(1)).** The Planning Code requires that the Project provide tower separation in order to preserve the openness of the street to the sky and to provide light and air between structures. This requirement applies to new structures located within the “S” and “S-2” Bulk Districts. Exceptions can be granted to the extent restrictions on adjacent properties make it unlikely that development will occur at a height or bulk which will, overall, impair access to light and air or the appearance of separation between buildings, thereby making full setbacks unnecessary. Exceptions can also be granted to the extent a project incorporates recesses that adequately compensate for the volume of space proposed to be located within the tower separation area.

The Project seeks partial relief from the Code provisions for tower separation for: 1) the small area of non-conformity along the Natoma Street frontage (floors 30-35); and 2) the portions of the building along the east and west façades (floors 11-19, and 30-48 along the east façade; floors 30-48 along the west façade).

- **Rear Yard (Section 134(d)).** The Planning Code requires that the Project provide a rear yard equal to 25 percent of the lot depth at the first level containing a dwelling unit, and at every subsequent level. Exceptions to the rear yard requirements may be granted if the building location and configuration assure adequate light and air to the residential units and the open space provided.

Pursuant to Code Section 134(a)(1), the Project is required to provide a minimum rear yard depth equal to 25 percent of the total depth of the lot on which the building is situated, but in no case less than 15 feet. Additionally, rear yards shall be provided at the lowest story containing a dwelling unit, and at each succeeding level or story of the building. With a total lot depth of 165 feet, the required rear yard for the subject lot would be approximately 41 feet. Given the narrowness of the subject lot (only 74 feet wide), the building envelope would be substantially reduced to a depth of approximately 123 feet. A strict enforcement of the Code would result in a reduced building envelope with a substantial reduction in the overall number of dwelling units being provided.

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

Independent consultants RWDI analyzed ground-level wind currents in the vicinity of the Project Site, and performed a wind tunnel analysis of three scenarios: existing, existing plus Project, and Project plus cumulative. The wind study measured wind speeds for the existing, existing plus project, and cumulative scenario. As with the PEIR wind study, the cumulative scenario included a model for the Transit Tower (now known as the Salesforce Tower or Transbay Tower) and massing models of other potential future development in the vicinity of the Transit Tower project site. Wind speed measurements were taken at 47 locations for the project and cumulative scenarios. RWDI's study demonstrates that the Project would overall reduce the wind comfort exceedances, however the comfort exceedances would not be entirely reduced.

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

Exceeding the pedestrian comfort criteria, and not eliminating all of the pre-existing comfort exceedances, requires an exception under the (Section 309) Downtown Project Authorization process.

- **Upper Tower Extensions (Section 263.9).** In the “S” Bulk District, additional height up to 10 percent of the principally permitted height can be allowed as an extension of the upper tower pursuant to Section 309, if the Project’s design of upper tower adds to the sense of slenderness and visual interest at the termination, improves the appearance of the skyline when viewed from a distance, will not adversely affect light and air to adjacent properties, and will not add significant shadows to public open spaces. Additionally, the height extension may be allowed, provided that the volume of the upper tower as extended is reduced by the percentage shown in Chart C of Section 271 of the Code.

As the Project is located within a 450-S Height and Bulk District, the total height of the building is otherwise limited to 450 feet above grade. Because the Project is also located within the “S” Bulk District, additional height of 10 percent (or 45 feet in the case of the subject property) may be permitted pursuant to Code Section 263.9 and 309. Based upon Chart C of Section 271 of the Code, the Project would be required to provide an approximately 9 percent upper tower reduction in order to be granted an extension of the upper tower pursuant to Code Section 309. The Project proposes a reduced upper tower floor area, with an upper floor average floor area of 7,458 square feet, as compared to the lower tower average floor area of 8,574 square feet. This reduction equates to an approximately 13 percent upper tower volume reduction, which, exceeds the reduction of 9 percent, as required by Code Section 263.9.

As the Project meets the requirement for upper tower volume reduction, it is therefore eligible for the additional height allowance, pursuant to Code Section 309.

- **Bulk (Sections 270, 272).** Section 270 establishes bulk controls by district. In the “S” Bulk District, the following bulk controls apply to the lower tower: a maximum length of 160 feet, a maximum diagonal dimension of 190 feet, and a maximum floor size of 20,000 sq. ft. The upper tower bulk controls are as follows: a maximum length of 130 feet, a maximum diagonal dimension of 160 feet, a maximum floor size of 17,000 sq. ft., and a maximum average floor size of 12,000 sq. ft. The lower tower controls apply above the base height (1.25 times the widest abutting street or 50 feet whichever is greater). The upper tower controls apply above a point that varies with the height of the building, as defined in Chart B of Code Section 270. A volume reduction requirement also applies to the upper tower where the floor size of the lower tower exceeds 5,000 sq. ft. Exceptions to the Section 270 bulk limits are permitted by Code Section 309(a)(12).

While the Project exceeds the bulk controls for dimensions (maximum length and diagonal) within both the lower and upper towers, all of the bulk controls for maximum average floor size and maximum floor size are well below the allowable thresholds as established by Section 270 of the Code. The minor exceedances of the bulk controls for dimensions are inherently linked to the long, narrow shape of the lot, which, necessarily results in floor plate sizes that are both long and narrow in dimension. Therefore, the Project seeks exceptions from the Code pursuant to Code Section 309 for the minor exceedances of bulk controls.

- **Dwelling Unit Exposure (Section 140).** The Project requests a Variance from dwelling unit exposure requirements of the Planning Code. Section 140 requires that at least one room of all dwelling units face onto a public street, a rear yard, or other open area that meets minimum requirements for dimensions. The dwelling units that face onto one of the abutting streets (Howard or Natoma Streets) would fully comply with Section 140. However, the dwelling units located on floors 2 through 48 that solely face onto the interior property lines do not comply with this requirement because the area of the side setbacks from the interior property lines do not meet the dimensional requirements of Section 140. Therefore, a Variance from the exposure requirements of Planning Code Section 140 is sought for the 146 dwelling units that do not meet the dimensional requirements of Section 140. In total, 188 of the 334 dwelling units (or approximately 56%) conform to Section 140, leaving 146 dwelling units (or approximately 44%) that do not conform to Section 140.
- **Findings of Consistency with the General Plan.** The Project also includes the proposal to construct a pedestrian bridge (“sky bridge”), connecting the Project Site to City Park, the (future) 5.4 acre rooftop park atop the Transbay Terminal Center. Policy #3.19 of the Transit Center District Plan (TCDP) specifically calls for upper-level connections to City Park. While existing General Plan policy significantly discourages or prohibits any building connections (i.e. footbridges) over rights-of-way, the TCDP states that connections to the Transit Center park from adjacent buildings fronting Minna and Natoma would create minimal impacts to view corridors and to the streets below, while providing significant public benefit in the form of public access and activation of the park (City Park). The TCDP also calls for the western portion of Natoma Street (between 1st and 2nd Streets) to be vacated and converted to a pedestrian-only alleyway, just west of the Project Site.

Construction and implementation of the proposed pedestrian bridge would require the approval of the Transbay Joint Powers Authority (“TJPA”) and the San Francisco Board of Supervisors (in the form of a Major Encroachment Permit to allow the bridge to occupy air space over Natoma Street). Accordingly, the attached plans of the proposed project show the pedestrian bridge, as well as alternate plans for the 7th floor of the project (the floor at which the bridge would connect to the project) if the bridge is not ultimately approved by the TJPA and/or the Board of Supervisors.

- **Entertainment Commission Recommended Noise Attenuated Conditions.** The Project is located within 300 feet of a Place of Entertainment. The Entertainment Commission has recommended a set of noise attenuation conditions which have been included in the Conditions of Approval for the project.

REQUIRED COMMISSION ACTION

In order for the project to proceed, the Commission must adopt Findings under the California Environmental Quality Act; 2) Approve a Downtown Project Authorization pursuant to Planning Code Section 309, granting exceptions to the requirements for “Streetwall Base” (Section 132.1(c)(1)); “Tower Separation” (Section 132.1(d)(1)); “Rear Yard” (Section 134(d)); “Ground-level wind currents in C-3 Districts” (Section 148); “Upper Tower Extensions” (Section 263.9); and “Bulk Controls” (Sections 270,

272). In addition, the Zoning Administrator would need to grant a Variance from the dwelling unit exposure requirements of Section 140.

BASIS FOR RECOMMENDATION

- The project will add 334 dwelling units to the city’s housing supply and provide employment opportunities within an intense, walkable urban context.
- The project fulfills the intent of the Downtown, Transbay, and Transit Center District Plan to focus new housing in transit-served locations and to create active, vibrant streetscapes.
- The project includes a mix of dwelling unit sizes—studios, one- and two-bedroom units—to serve a diversity of household sizes and people with varied housing needs.
- The proposed ground-floor commercial space located along Howard Street will expand the spectrum of retail goods and services available in the area, and will activate the sidewalks along Howard Street.
- The project is necessary and desirable, is compatible with the surrounding neighborhood, and would not be detrimental to persons or adjacent properties in the vicinity.
- The project meets all applicable requirements of the Planning Code, aside from the exceptions requested pursuant to Planning Code Section 309 and the requested Variances.

RECOMMENDATION: Approval with Conditions
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Attachments:

- Draft Downtown Project Authorization
- CEQA Certificate of Determination: Exemption from Environmental review
- Including Mitigation, Monitoring, and Reporting Program
- CEQA Community Plan Exemption Checklist
- No Shadow Impact Letter
- 524 Howard Street Shadow Analysis Technical Memorandum
- General Plan Referral (dated October 14, 2016)
- Block Book Map
- Sanborn Map
- Aerial Photographs
- Zoning District Map
- Downtown Project Authorization Poster
- Downtown Project Authorization Application
- Application for Variance
- Inclusionary Housing Affidavit
- Draft Costa Hawkins Agreement
- Affidavit for First Source Hiring Program
- Letter from Project Sponsor to Planning Commission
- Public Correspondence
- Project Plans

Attachment Checklist

- | | |
|---|---|
| <input checked="" type="checkbox"/> Executive Summary | <input checked="" type="checkbox"/> Project sponsor submittal |
| <input checked="" type="checkbox"/> Draft Motion | Drawings: <u>Existing Conditions</u> |
| <input checked="" type="checkbox"/> Environmental Determination | <input checked="" type="checkbox"/> Check for legibility |
| <input checked="" type="checkbox"/> Zoning District Map | Drawings: <u>Proposed Project</u> |
| <input checked="" type="checkbox"/> Height & Bulk Map | <input checked="" type="checkbox"/> Check for legibility |
| <input checked="" type="checkbox"/> Parcel Map | 3-D Renderings (new construction or significant addition) |
| <input checked="" type="checkbox"/> Sanborn Map | <input checked="" type="checkbox"/> Check for legibility |
| <input checked="" type="checkbox"/> Aerial Photo | <input type="checkbox"/> Wireless Telecommunications Materials |
| <input checked="" type="checkbox"/> Context Photos | <input type="checkbox"/> Health Dept. review of RF levels |
| <input checked="" type="checkbox"/> Site Photos | <input type="checkbox"/> RF Report |
| | <input type="checkbox"/> Community Meeting Notice |
| | <input checked="" type="checkbox"/> Housing Documents |
| | <input checked="" type="checkbox"/> Inclusionary Affordable Housing Program: Affidavit for Compliance |

Exhibits above marked with an "X" are included in this packet

NF
Planner's Initials



SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

- First Source Hiring (Admin. Code)
- Child Care Fee – Residential (Sec. 414A)
- Affordable Housing (Sec. 415)
- Public Art (Sec. 429)
- Transit Sustainability Fee (Sec. 411A)

- Transit Center District Open Space Impact Fee (Sec. 424.6)
- Transit Center Transportation and Street Improvement Impact Fee (Sec. 424.7)
- Transit Center District Mello Roos Community Facilities (Sec. 424.8)

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Planning Commission Draft Motion

HEARING DATE: NOVEMBER 3, 2016

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ADOPTING FINDINGS RELATED TO THE APPROVAL OF A SECTION 309 DETERMINATION OF COMPLIANCE AND REQUEST FOR EXCEPTIONS FOR STREET WALL BASE UNDER PLANNING CODE SECTION 132, TOWER SEPERATION UNDER PLANNING CODE SECTION 132, REAR YARD UNDER PLANNING CODE SECTION 134, REDUCTION OF GROUND-LEVEL WIND CURRENTS UNDER PLANNING CODE SECTION 148, AND HEIGHT AND BULK LIMITS UNDER PLANNING CODE SECTIONS 263.9, 270 AND 272, TO CONSTRUCT A 48-STORY-OVER-BASEMENT, APPROXIMATELY 495-FOOT TALL BUILDING WITH UP TO 334 DWELLING UNITS AND APPROXIMATELY 7,600 SQ. FT. OF GROUND FLOOR COMMERCIAL SPACE, AT 524 HOWARD STREET WITHIN THE C-3-O(SD) (DOWNTOWN OFFICE, SPECIAL DEVELOPMENT) DISTRICT AND THE 450-S HEIGHT AND BULK DISTRICT, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

PREAMBLE

On June 21, 2013, Adam Tartovsky of Crescent Heights, acting on behalf of Howard/First Property, LLC, submitted an application with the Planning Department (hereinafter "Department") for a Preliminary Project Assessment ("PPA") with Case No. 2013.0882U. The PPA letter was issued on August 27, 2013.

On December 24, 2014, Jim Abrams of J. Abrams Law, P.C., acting on behalf of Howard/First Property, LLC (hereinafter "Project Sponsor"), submitted an Environmental Evaluation Application. The application packet was accepted on July 10, 2015 and assigned Case Number 2013.0882ENV.

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

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

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

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

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

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

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

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

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

On January 6, 2016, a “Notification of Project Receiving Environmental Review” was mailed to adjacent occupants and owners of properties within 300 feet of the project site. No comments were received in response to the notice. The proposed project/variant would not result in significant adverse environmental impacts associated with the issues identified by the public beyond those identified in the TCDP PEIR.

On April 5, 2016, the Project Sponsor submitted a request for review of a development exceeding 40 feet in height, pursuant to Section 295, analyzing the potential shadow impacts of the Project to properties under the jurisdiction of the Recreation and Parks Department (Case No. 2013.0882SHD). The Department prepared an initial shadow fan that indicated the proposed Project may cast a shadow on Union Square and St. Mary’s Square (collectively the “Parks”), each a property under the jurisdiction of the San Francisco Recreation and Park Department. To evaluate the design of the Project, a project-specific shadow study was performed. The results of this project-specific shadow study, including a quantitative analysis of potential shadow impacts on Section 295 parks and qualitative analysis of project consistency with other Planning Code sections regulating new shadow [Sections 146(a), 146(c), 147, and 260(b)(1)(M)], and potential significant shadow impacts under CEQA were discussed in the 524 Howard Street Shadow Analysis technical memorandum. Based on the analysis of the technical memorandum, the proposed Project’s shadow fan does not reach the Union Square or St. Mary’s Square, and therefore the Project would add no new square foot hours of shadow on the Parks.

On May 13, 2016, the Project was issued a No Impact Letter as the Project was determined to be in compliance with Planning Code Section 295, and will not require any additional shadow analysis as the Project is currently proposed.

On October 14, 2016, the Department, in a Community Plan Exemption certificate, determined that the proposed application did not require further environmental review under Section 15183 of the CEQA Guidelines and Public Resources Code Section 21083.3. The Project is consistent with the adopted zoning controls in the Transit Center District Area Plan and was encompassed within the analysis contained in

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

The Planning Department, Jonas P. Ionin, is the custodian of records; all pertinent documents are located in the File for Case No. 2013.0882ENV/DNX/GPR/SHD/VAR, at 1650 Mission Street, Fourth Floor, San Francisco, California.

Planning Department staff prepared a Mitigation Monitoring and Reporting Program (MMRP), which was made available to the public and this Commission for this Commission's review, consideration and action. These improvement and mitigation measures are set forth in their entirety in the IMM RP attached to the draft Motion as Exhibit C.

On January 20, 2016, the Project Sponsor filed a request, as modified by subsequent submittals, with the Department for a Determination of Compliance pursuant to Section 309 with requested exceptions from Planning Code ("Code") requirements for "Streetwall Base" (Section 132.1(c)(1)), "Tower Separation" (Section 132.1(d)(1)), "Rear Yard" (Section 134(d)), "Reduction of Ground-Level Wind Currents in C-3 Districts" (Section 148), "Upper Tower Extensions" (Section 263.9), and "Bulk Controls" (Section 270 and 272).

On August 2, 2016, the Project Sponsor applied for a Variance from the requirements of Section 140 (Dwelling Unit Exposure).

On September 20, 2016 the Planning Department received from the Department of Public Works a General Plan Referral Application submitted by the Project Sponsor, for an encroachment permit for the proposed pedestrian sky bridge associated with the Project.

On November 3, 2016, the San Francisco Planning Commission (hereinafter "Commission") conducted a duly noticed public hearing at a regularly scheduled meeting on Downtown Project Authorization No. 2013.0882ENV/DNX/GPR/SHD/VAR.

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

MOVED, that the Commission hereby approves the Downtown Project Authorization requested in Application No. 2013.0882ENV/DNX/GPR/SHD/VAR, subject to the conditions contained in "EXHIBIT A" of this motion, and to the Mitigation, Monitoring and Reporting Program contained in "EXHIBIT C", and incorporated by reference, based on the following findings:

FINDINGS

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

1. The above recitals are accurate and constitute findings of this Commission.
2. **Site Description and Present Use.** The Project Site ("Site") is a 12,266 square-foot through lot that measures 165 feet in depth, with a 74'-10" wide frontage along Howard Street and a 73'-10" frontage along Natoma Street. The Site is uniquely shaped, with a matching, approximately 12-foot lateral "jog" located in the middle of the lot. The subject lot is located midblock on the north side of Howard Street, between First and Second Streets, within Lot 013 of Assessor's Block 3721. The property is located within the C-3-0(SD) (Downtown Office, Special Development) District, the Transbay C-3 Special Use District, the Transit Center C-3-O(SD) Commercial Special Use District, and the 450-S Height and Bulk District. The property is developed with a surface parking lot which was originally approved in 2005. The Conditional Use authorization was last extended on April 28, 2016 (Case No. 2015-008833CUA; Motion No. 19627). The surface parking facility includes an attendant's shed, a payment kiosk, and ancillary landscaping. The lot is presently striped to accommodate 33 vehicles in a non-tandem configuration, but can accommodate up to 60 vehicles in a valet or tandem parking configuration.
3. **Surrounding Properties and Neighborhood.** The Project Site is located within the Downtown Core, and more specifically, within the Transit Center District Plan (TCDP) area. Development in the vicinity consists primarily of high-rise office buildings, interspersed with low-rise buildings. The block on which the project site is located contains one mid-rise office building (known as Foundry Square IV) to the east of the project site. To the west, four low-rise buildings (currently containing offices, a nightclub, and retail uses) are located between the project site and the elevated roadway associated with the Transbay Transit Center that is currently under construction. Development to the south is consistent with the block on which the project site is located. The Transbay Transit Center building site is located immediately north of the project site and extends from Beale Street westward almost to Second Street. Anticipated for completion in 2019, the five-story (three above ground) Transbay Transit Center will provide an one-million-square-foot regional bus and rail station with a five-acre public park atop the building. Numerous other high-rise residential and office buildings are planned or under construction in the surrounding area.
4. **Project Description.** The proposed project ("Project") includes the construction of a new 48-story structure reaching a height of 495 feet (515 feet to the top of mechanical equipment) on an existing surface parking lot. The new structure would contain a mix of 48 studio units, 135 one bedroom units, and 151 two bedroom units for a total of 334 dwelling units, with 15 percent of the total units (50 dwelling units) provided as affordable (Below Market Rate) per the requirements established for the Transbay C-3 Special Use District. The Project would contain a total of approximately 389,000 gross square feet of residential uses (including common space) within the new structure, including approximately 7,600 gross square feet of retail uses located on both the ground floor (fronting onto Howard Street) as well as on the seventh floor. A pedestrian sky bridge between the project site and the proposed 5.4-acre rooftop park of the Transbay Transit Center may also be constructed. Off-street parking for 151 vehicles (including

16 car share vehicle spaces), and 334 Class I bicycle parking spaces would be provided in the basement levels while 2 loading spaces would be provided at-grade within a screened garage, accessible via Natoma Street. Additionally, 24 Class II bicycle parking spaces are provided along both the Howard and Natoma Street frontages.

5. **Public Comment.** To date, the Department has received one letter of support from the Project from the San Francisco Housing Action Coalition (SFHAC). The letter speaks to appropriateness of the site in supplying a substantial amount of housing in one of the most transit-rich environs in San Francisco.
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. **Floor Area Ratio (Sections 123, 124, and 210.2).** Planning Code establishes basic floor area ratios (FAR) for all zoning districts. For C-3 zoning districts, the numerical basic FAR limit is set out in Section 210.2. The FAR for the C-3-O (SD) District is 6.0 to 1. Under Section 123, FAR can be increased to 9.0 to 1 with the purchase of transferable development rights (TDR), and may exceed 9.0 to 1 without FAR limitations by participating in the Transit Center District Mello-Roos Community Facilities District as required in Section 424.8.

The Project Site is 12,266 square feet in size. Therefore, up to 73,596 square feet of gross floor area ("gfa") is allowed under the basic FAR limit, and up to 110,394 square feet of gfa is permitted with the purchase of TDR. The Project's total gross floor area is 368,425 gross square feet ("gsf"), for a floor-area ratio of approximately 30.04-to-1. Conditions of Approval are included to require the Project Sponsor to purchase TDR for the increment of development between 6.0 to 1 FAR and 9.0 to 1 FAR (approximately 36,798 square feet), and to participate in the Transit Center District Mello-Roos Community Facilities District.

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

The Project provides 7,020 square feet of private useable open space for 195 of the 334 dwelling units in the form of private balconies that meets the minimum dimension and area requirements of Planning Code Section 135(f)(1). For the balance of the dwelling units without balconies (139 dwelling units), the Project provides 6,672 square feet of common useable open space which is the requirement per Code. The common useable open space will be provided within two areas: 1) a 5,781 square foot rooftop deck; and 2) an 891 square foot space located on Floor 7, adjacent the proposed pedestrian bridge.

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

The Project proposes approximately 7,565 gross square feet (gsf) of non-residential uses, located on both the ground floor (fronting onto Howard Street) as well as on the seventh floor. Therefore, the Project is required to provide approximately 151 square feet of non-residential publicly-accessible open space (“POPOS”). The Project meets this requirement, providing a total of 350 gsf of open space designated as a “POPOS”, located on the ground floor, fronting Natoma Street. The location of this POPOS was chosen to complement the adjacent pedestrian alleyway—a space located between the subject property and the Transbay Terminal Center which will become activated pending the adjacent street vacation of Natoma Street, just westerly of the subject property. The Project Sponsor shall comply with all applicable Section 138 requirements relating to this space, including signage, seating, landscaping, and public access.

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

The Project Sponsor shall comply with this requirement. The conceptual plan shows sidewalk enlargement, enhanced paving, raised crosswalks, installation of street trees, lighting, and street furniture on various public rights-of-way. The precise location, spacing, and species of the street trees, as well as other streetscape improvements, will be further refined throughout the building permit review process.

- E. Dwelling Unit Exposure (Section 140).** Planning Code requires that at least one room of each dwelling unit must face onto a public street, a rear yard, or other open area that meets minimum requirements for area and horizontal dimensions.

The Project requests a Variance from dwelling unit exposure requirements of the Planning Code. Section 140 requires that at least one room of all dwelling units face onto a public street, a rear yard, or other open area that meets minimum requirements for dimensions. The dwelling units that face onto one of the abutting streets (Howard or Natoma Streets) would fully comply with Section 140. However, the dwelling units located on floors 2 through 48 that solely face onto the interior property lines do not comply with this requirement because the area of the side setbacks from the interior property lines do not meet the dimensional requirements of Section 140. Therefore, a Variance from the exposure requirements of Planning Code Section 140 is sought for the 146 dwelling units that do not meet the dimensional requirements of Section 140. In total, 188 of the 334 dwelling units (or approximately 56%) conform to Section 140, leaving 146 dwelling units (or approximately 44%) that do not conform to Section 140.

- F. Street Frontage in Commercial Districts (145.1(c)).** Planning Code requires that within Downtown Commercial Districts, space for “active uses” shall be provided within the first 25 feet of building depth on the ground floor. Spaces such as lobbies are considered active uses only if they do not exceed 25% of the building’s frontage at the ground level, or 40 feet, whichever is greater. Section 145.1(c)(2) of the Planning Code requires that no more than one-third of the width or 20 feet, whichever is less, of any given street frontage of a new or altered structure parallel to and facing a street shall be devoted to parking and loading ingress or

egress. With the exception of space allowed for parking and loading access, building egress, and access to mechanical systems, space for active uses as defined in Subsection (b)(2) and permitted by the specific district in which it is located shall be provided within the first 25 feet of building depth on the ground floor and 15 feet on floors above from any facade facing a street at least 30 feet in width. Section 145.1(c)(4) of the Planning Code requires that ground floor non-residential uses in all C-3 Districts shall have a minimum floor-to-floor height of 14 feet, as measured from grade. Section 145.1(c)(5) requires the floors of street-fronting interior spaces housing non-residential active uses and lobbies shall be as close as possible to the level of the adjacent sidewalk at the principal entrance to these spaces. Section 145.1(c)(6) of the Planning Code requires that within Downtown Commercial Districts, frontages with active uses must be fenestrated with transparent windows and doorways for no less than 60 percent of the street frontage at the ground level and allow visibility to the inside of the building.

The Project Site is a through lot with frontages on both Howard and Natoma Streets. The Project selected the Natoma Street frontage for access to on-site parking and loading. This arrangement allows for the elimination of the existing curb cut along Howard Street, thereby allowing the Project to utilize the limited frontage for active uses. As such, the Project includes an approximately 1,150 square foot space for retail use, located along the Howard Street frontage. The balance of the Howard Street frontage is allocated for a lobby, which, leads to a pedestrian passage, linking Howard Street to Natoma Street, through the Project Site. The lobby is less than 40 feet in width, the maximum permitted by Code. Along the Natoma frontage, a building entryway and space allocated for the required publicly-accessible open space ("POPOS), account for approximately one-half of the building frontage. A ground-level, publically-accessible elevator fronting Natoma Street will provide vertical circulation for users to access floor 7, which, will be connected to the adjacent rooftop park of the Transbay Terminal Center via pedestrian bridge. The combined loading and parking entrance is 20 feet wide, which, is the maximum permitted by Code. The ground floor spaces along both frontages meet the minimum floor-to-floor height requirements (14 feet). The Howard Street frontage is fenestrated with transparent windows and doorways for approximately 75 percent of the street frontage. While one-third of the Natoma frontage is dedicated to off-street and loading access (as permitted by Code), the balance of the frontage is fenestrated to allow visibility to the inside of the building.

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

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

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

There are four privately owned, publicly accessible open spaces ("POPOS") in the adjacent area of the Project Site at 101 Second Street, 555 Mission Street, 100 First Street and Foundry Square. 101 Second Street is an entirely indoor space. 555 Mission is a recently constructed sitting area with landscaping and public art. 100 First Street Plaza is an elevated outdoor space with tables and chairs for lunch use. Foundry Square consists of several street-level plazas on the corners of Howard and First Street with sitting areas for lunch time use. Because 101 Second Street is entirely indoors and the 100 First Street Plaza is not shaded by the project, these POPOS are not discussed further.

The Project would cast shadow on the portion of Foundry Square on the south east corner of Howard Street, mostly in the vicinity of the sidewalk and the edge of the plaza. The shadow would be cast at 4:00 p.m. around the summer solstice. This particular plaza has mostly mid-day use and most of the sitting areas are outside of the shaded area. This particular plaza is frequented by office users and because the shading occurs at the end of the workday and into the evening it is anticipated that the shading duration, location, and amount is consistent with the requirements of Planning Code Section 147 and would not substantially adversely affect the usability of the POPOS.

The POPOS at 555 Mission Street is only briefly shaded at 9:00 a.m. around the summer solstice. This space is characterized by benches and displays of public art. The sitting area is frequented by lunch time users and would see little to no use for the briefly shaded period in the morning. The shading duration, location and amount is consistent with the requirements of Planning Code Section 147 and the shading does not substantially adversely affect the usability of the area.

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

For the above reasons, the Project would not result in new or substantially more significant impacts related to shadow that were not previously identified in the TCDP PEIR.

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

The Project complies with this requirement. The Project would provide 151 off-street parking spaces for the 334 dwelling units, which, equates to a parking ratio of approximately .45 percent. The parking would be provided as space-efficient (provided on mechanical stackers or lifts, accessed by valet), and would be located on four floors below grade, accessible via an elevator designed to accommodate vehicles. The building opening along the Natoma Street frontage provides for a shared opening for off-street parking and loading, which, is encouraged per Code Section 155(s)(5).

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

The Project complies with this requirement. It provides two off-street loading spaces along Natoma Street, per dimensional requirements in Section 154. The building opening along the Natoma Street frontage provides for a shared opening for off-street parking and loading, which, is encouraged per Code Section 155(s)(5).

- K. Protected Pedestrian-, Cycling-, and Transit-Oriented Street Frontages (Section 155(r)(2)(V)).** Planning Code prohibits curb cuts along Natoma Street from 300 feet westerly of 1st Street to 2nd Streets for garage entries, private driveways, or other direct access to off-street parking or loading, except when the curb cut would create new publicly-accessible streets and alleys.

The Project meets this requirement. The existing curb cut along Howard Street would be closed and the existing curb cut along Natoma Street would be reduced from 36'-2" to 20'-0", and repositioned to align with the building opening for the shared off-street parking and loading. The programming of the ground floor of the Project is focused on minimizing pedestrian/vehicle conflicts. As such, access to the garage was loaded along the eastern edge of the Project Site, away from the future pedestrian alleyway along the western portion of Natoma Street.

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

The Project complies with this requirement. It provides two off-street loading spaces along Natoma Street, per dimensional requirements in Section 154. The building opening along the Natoma Street frontage provides for a shared opening for off-street parking and loading, which, is encouraged per Code Section 155(s)(5).

- M. Bicycle Parking (155.1, 155.2).** Planning Code establishes bicycle parking requirements for new developments, depending on use. For projects with over 100 residential dwelling units, 100 Class 1 spaces are required, plus 1 additional space for every four units over 100. One Class 2 space is required for every 20 dwelling units. For office, one Class 1 space is required for every 5,000 occupied square feet, and two Class 2 spaces are required for the first 5,000 gross square feet, plus one Class 2 space for each additional 50,000 occupied square feet. One Class 1 space is required for every 7,500 square feet of occupied floor area devoted to Restaurants, Limited Restaurants, and Bars. One Class 2 space is required for every 750 square feet of occupied retail area devoted to Restaurants, Limited Restaurants, and Bars, and in no case less than two Class 2 spaces. For hotel use, one Class 1 space and one Class 2 space is required for every 30 hotel rooms, plus one Class 2 space for every 5,000 square feet of occupied floor area of conference, meeting or function rooms. A Class 1 space is located in a secure, weather-protected facility and intended for long-term use by residents and employees. A Class 2 space is located in a publicly-accessible and visible location, and intended for use by visitors, guests, and patrons.

The Project complies with this requirement. The Project will provide 334 Class-I and 27 Class-II bicycle parking spaces. The Class-I bicycle parking spaces would be located on four floors below grade, accessible via an elevator designed to accommodate bicycles. The Class-II bicycle parking spaces would be located along the sidewalks in front of both the Howard Street and Natoma Street frontages.

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

The Project complies with this requirement. For 334 dwelling units, the Project is required to provide 3 car sharing spaces. For the Project's non-residential uses, approximately 0 spaces will be provided, requiring 0 car share spaces. The Project provides 16 car share spaces, exceeding the requirements of Code Section 166.

- O. Height (Section 260).** Planning Code requires that the height of buildings not exceed the limits specified in the Zoning Map and defines rules for the measurement of height.

The Project is located within a 450-S Height and Bulk District; as such, the total height of the building is otherwise limited to 450 feet above grade. Because the Project is also located within the "S" Bulk District, additional height of 10 percent (or 45 feet in the case of the subject property) may be permitted pursuant to Code Section 263.9 and 309. Given the narrowness of the subject lot (approximately 74 feet wide by 165 in depth), the Project has been designed with substantial side

setbacks along both interior property lines to reinforce the narrow appearance of the structure's overall bulk and mass. Additionally, the proposed structure has a stepping pattern of floorplates, with smaller floorplates located within the upper tower, and floorplates of increasing dimensions located within the lower tower as well as the structure's base. The result is a tall, slender structure that provides relief from the abutting public rights-of-ways as well as the adjacent properties. The additional 45 feet of height, leading to a total building height of 495 feet above grade (excluding rooftop mechanical equipment), would help reinforce the slender design of the upper tower of building, with its reduced upper tower floor plates. Moreover, the Project provides a strong roof termination, with a prominent boxed-frame set atop a permeable opening below, that creates an elegant, slender effect that will complement the skyline of Downtown San Francisco. As the Project meets the requirement for upper tower volume reduction, it is therefore eligible for the additional height allowance, pursuant to Code Section 309. The total height of the building is 515 feet, which, includes 20 feet for rooftop mechanical equipment and screening for such feature; these features are exempt from the height measurements of the Code, under Section 260(b)(1)(F)(ii).

- P. Bulk (Section 270).** Planning Code establishes bulk controls by district. The Project Site's Bulk District is split. The Project Site is located within the 450-S Height and Bulk District. For buildings in the "S" Bulk District, there is no bulk applicable to the base of these buildings. A building's base extends up to 1.25 times the width of the widest abutting street. Howard Street is approximately 82.5 feet wide, for a base height of 103 feet. For the lower tower, maximum floor length is 160 feet, maximum diagonal dimension is 190 feet, maximum floor size is 20,000 square feet, and maximum average floor size is 17,000 square feet. At the upper tower, maximum length is 130 feet, maximum average diagonal dimension is 160 feet, maximum floor size is 17,000 square feet, and maximum average floor size is 12,000 square feet. When the average floor plate of the lower tower exceeds 5,000 square feet, the volume of the upper tower is required to be reduced to a percentage of the volume that would occur if the average floor size of the lower tower were extended to the proposed building height, pursuant to "Chart C" of San Francisco Planning Code Section 270. Lower tower and upper tower heights are determined pursuant to "Chart B" of San Francisco Planning Code Section 270.

While the Project exceeds the bulk controls for dimensions (maximum length and diagonal) within both the lower and upper towers, all of the bulk controls for maximum average floor size and maximum floor size are well below the allowable thresholds as established by Section 270 of the Code. The minor exceedances of the bulk controls for dimensions are inherently linked to the long, narrow shape of the lot, which, necessarily results in floor plate sizes that are both long and narrow in dimension. Therefore, the Project seeks exceptions from the Code pursuant to Code Section 309 for the minor exceedances of bulk controls.

- Q. Shadows on Parks (Section 295).** Planning Code requires a shadow analysis for projects over 40 feet in height to ensure that new buildings do not cast new shadows on properties that are under the jurisdiction of the San Francisco Recreation and Park Department.

The Planning Department prepared an initial shadow fan that indicated the proposed Project may cast a shadow on Union Square and St. Mary's Square (collectively the "Parks"), each a property under the

jurisdiction of the San Francisco Recreation and Park Department (“Recreation and Park Department”).

To evaluate the design of the Project, a project-specific shadow study was performed using a detailed 3-D model. The analysis performed by CADP consultants modeled the proposed Project and site consistent with the projects architectural and engineering plan description in addition to utilizing high resolution topography mapping. CADP’s methodology and base data is considered highly accurate and to the appropriate level of detail required for a Section 295 shadow analysis. The results of this project-specific shadow study, including a quantitative analysis of potential shadow impacts on Section 295 parks and qualitative analysis of project consistency with other Planning Code sections regulating new shadow [Sections 146(a), 146(c), 147, and 260(b)(1)(M)], and potential significant shadow impacts under CEQA were discussed in the 524 Howard Street Shadow Analysis technical memorandum.

Union Square

Union Square has approximately 422,133,289.60 square feet hours of Theoretically Available Annual Sunlight (“TAAS”), which is the amount of theoretically available sunlight on the park annually if there were no shadows from structures, trees or other facilities. The proposed Project would create a shadow fan to the west in the morning and to the east in the afternoon. However, based on the analysis of the technical memorandum, the proposed Project’s shadow fan does not reach the park and would add no new square foot hours of shadow on the park.

St. Mary’s Square Park

St. Mary’s Square Park has approximately 195,309,380.28 square feet hours of Theoretically Available Annual Sunlight (“TAAS”), which is the amount of theoretically available sunlight on the park annually if there were no shadows from structures, trees or other facilities. The proposed Project would create a shadow fan to the west in the morning and to the east in the afternoon. However, based on the analysis of the technical memorandum, the proposed Project’s shadow fan does not reach the park and would add no new square foot hours of shadow on the park.

Rincon Park

Rincon Park has approximately 471,914,160 square foot hours (sfh) of theoretical annual available sunlight (TAAS). Adjacent structures, trees or other facilities currently cast shadows on the playground in the morning and evening hours. This existing shadow load on the park is approximately 137,684,860 sfh annually. The Project would add approximately 3,930 sfh of shadow on Rincon Park. The existing shadow load for Rincon Park is approximately 29 percent of the total TAAS. The Project would increase the total percentage of TAAS by less than 0.001 percent and would represent approximately 0.001 percent of the total shadow on Rincon Park. The maximum net new shadow cast by the project and variant would occur on October 18th/February 22nd. On this day, the new shadow load would be approximately 291.42 sfh and would be cast for approximately 13 minutes from 5:15 p.m. until 5:28 p.m.

Rincon Park is used throughout the day and evening hours. It is open to the general public and is visited by residents, visitors to San Francisco, and surrounding workers throughout the day. There is no particular important time of day for Rincon Park. The project or variant casts worst-case new shadows on Rincon Park in the evening for 13 minutes starting at 5:15 p.m. The Project casts a shadow on the paved and landscaped areas immediately adjacent to and in front of the northern

restaurant located on Rincon Park. While shadows cast by development on Rincon Park are not subject to Planning Code Section 295 and were not studied as part of the TCDP EIR, the incremental increase in shadow duration, location, and amount of shadow cast on Rincon Park by the project or variant would not substantially affect use of Rincon Park, and impacts would be less than significant.

Privately Owned, Publicly Accessible Open Spaces (POPOS)

Most of the open spaces in the Project Site vicinity are privately owned, publicly accessible open spaces ("POPOS"). These open spaces are not subject to Section 295 controls, and they are not operated or managed by public agencies. However, these areas are subject to Planning Code Section 147, which is intended to minimize shading of public plazas or other publicly accessible open spaces, and thus they are evaluated for potential impacts under CEQA.

There are four POPOS in the adjacent area of the Project Site at 101 Second Street, 555 Mission Street, 100 First Street and Foundry Square. 101 Second Street is an entirely indoor space. 555 Mission is a recently constructed sitting area with landscaping and public art. 100 First Street Plaza is an elevated outdoor space with tables and chairs for lunch use. Foundry Square consists of several street-level plazas on the corners of Howard and First Street with sitting areas for lunch time use. Because 101 Second Street is entirely indoors and the 100 First Street Plaza is not shaded by the project, these POPOS are not discussed further.

The Project would cast shadow on the portion of Foundry Square on the south east corner of Howard Street, mostly in the vicinity of the sidewalk and the edge of the plaza. The shadow would be cast at 4:00 p.m. around the summer solstice. This particular plaza has mostly mid-day use and most of the sitting areas are outside of the shaded area. This particular plaza is frequented by office users and because the shading occurs at the end of the workday and into the evening it is anticipated that the shading duration, location, and amount is consistent with the requirements of Planning Code Section 147 and would not substantially adversely affect the usability of the POPOS.

The POPOS at 555 Mission Street is only briefly shaded at 9:00 a.m. around the summer solstice. This space is characterized by benches and displays of public art. The sitting area is frequented by lunch time users and would see little to no use for the briefly shaded period in the morning. The shading duration, location and amount is consistent with the requirements of Planning Code Section 147 and the shading does not substantially adversely affect the usability of the area.

For the above reasons, the Project would not result in new or substantially more significant impacts related to shadow that were not previously identified in the TCDP PEIR.

- R. Transportation Sustainability Fee (TSF) (Section 411A).** Projects that result in more than twenty new dwelling units or new construction of a non-residential use exceeding 800 square feet are required to pay the TSF to help meet the demands imposed on the City's transportation system by new developments, funding transit capital maintenance, transit capital facilities and fleet, and pedestrian and bicycle infrastructure.

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

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

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

- T. Inclusionary Affordable Housing Program (Section 415).** Planning Code Section 415 sets forth the requirements and procedures for the Inclusionary Affordable Housing Program. Under Planning Code Section 415.3, these requirements apply to projects that consist of 10 or more units. The applicable percentage is dependent on the number of units in the project, the zoning of the property, and the date that the project submitted a complete Environmental Evaluation Application. A complete Environmental Evaluation Application was submitted on December 24, 2014; therefore, pursuant to Planning Code Section 415.3 the Inclusionary Affordable Housing Program requirement for the On-site Affordable Housing Alternative is to provide 15% of the proposed dwelling units as affordable.

The Project Sponsor has demonstrated that it is eligible for the On-Site Affordable Housing Alternative under Planning Code Section 415.5 and 415.6, and has submitted an 'Affidavit of Compliance with the Inclusionary Affordable Housing Program: Planning Code Section 415,' to satisfy the requirements of the Inclusionary Affordable Housing Program by providing the affordable housing on-site instead of through payment of the Affordable Housing Fee. In order for the Project Sponsor to be eligible for the On-Site Affordable Housing Alternative, the Project Sponsor must submit an 'Affidavit of Compliance with the Inclusionary Affordable Housing Program: Planning Code Section 415,' to the Planning Department stating that any affordable units designated as on-site units shall be sold as ownership units and will remain as ownership units for the life of the project or submit to the Department a contract demonstrating that the project's on- or off-site units are not subject to the Costa Hawkins Rental Housing Act, California Civil Code Section 1954.50 because, under Section 1954.52(b), the Project Sponsor has entered into an agreement with a public entity in consideration for a direct financial contribution or any other form of assistance specified in California Government Code Sections 65915 et seq. and submits an Affidavit of such to the Department. All such contracts entered into with the City and County of San Francisco must be reviewed and approved by the Mayor's Office Housing and Community Development and the City Attorney's Office. The Project Sponsor has indicated the intention to enter into an agreement with the City to qualify for a waiver from the Costa-Hawkins Rental Housing Act based upon the proposed density bonus and concessions provided by the City and approved herein. The Project Sponsor submitted such Affidavit on September 15, 2016. The applicable percentage is dependent on the total number of units in the project, the zoning of the property, and the date that the project submitted a complete Environmental Evaluation Application. A complete Environmental Evaluation Application was submitted on December 24, 2014; therefore, pursuant to Planning Code Section 415.3 the Inclusionary Affordable Housing Program requirement for the On-site Affordable Housing Alternative is to provide 15% of the total proposed dwelling units as affordable. 50 units of the total 334 units provided will be affordable units. If the Project becomes ineligible to meet its Inclusionary Affordable Housing Program obligation through the On-site Affordable Housing Alternative, it must pay the Affordable Housing Fee with interest, if applicable.

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

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

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

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

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

The Project Site is 12,266 square feet in size. The Project's total gross floor area is 368,425 gross square feet ("gsf"), for a floor-area ratio of approximately 30.04-to-1. The Project Sponsor shall comply with this requirement and participate in the Transit Center Community Facilities District No. 2014-1.

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

The Project Sponsor shall comply with this Section by dedicating one percent of its construction cost to works of art (currently estimated at \$1.5 million).

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

- A. Streetwall Base (Section 132.1(c)(1)).** In order to establish an appropriate street wall in relation to the width of the street and to adjacent structures, and to avoid the perception of overwhelming mass that would be created by a number of tall buildings built close together with unrelieved vertical rise, Planning Code Section 132.1(c) specifies that new buildings taller than 150 feet within the C-3-0(SD) District must establish a streetwall height between 50 and 110 feet, through the use of a horizontal relief totaling at least 10 feet for a minimum of 40 percent of the linear frontage. Exceptions to this subsection (c)(1) may be allowed in accordance with the procedures of Section 309 if the Planning Commission affirmatively determines that all of the following criteria have been met:

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

The Project does not incorporate a literal setback, however, the Commission may approve other designs that fulfill the intent of the streetwall base requirements. The Project Site is a through lot with frontages on both Howard and Natoma Streets. The height and context of the existing streetwall along Howard Street differs from that of the streetwall along Natoma Street. As such, the Project has established two separate and distinct streetwall bases to respond to the unique site conditions along its two street frontages.

Along the Howard frontage, the streetwall base is established at 110 feet, to align with the prevailing streetwall established by the taller of the adjacent buildings along the subject block face (Foundry Square IV, located at 500 Howard Street). The subject building establishes a lower pedestrian zone with a one-foot projecting canopy at 15-feet above grade to create a human-scaled entryway for the building. The primary building wall is otherwise unrelieved in horizontal dimensions up through the established streetwall base. Then, beginning at the established streetwall base, the primary building wall is setback 10 feet for two floors (Floors 11 and 12). Beginning at Floor 13, the primary building is then unrelieved in horizontal dimensions up through the top of the finished roof height (495 feet). Additional horizontal relief is provided along the primary building façade through the application of full-floor length balconies located on Floors 7-9 and 13-14. These balconies alternate in depth, between 3-feet on floors 8-9 and 6-feet in depth on floors 7, 13-14, with the primary building wall setback 6 feet on each these floors. The two-story "notch" located at Floors 11-12 serves to differentiate the building's base from the upper towers above, which, are both pronounced by the distinct "frames". These frames, which are comprised of thick spans of aluminum, help frame the overall façade along the Howard Street frontage.

Along the Natoma frontage, the streetwall base is established at 70 feet, to align with the top of the (future) adjacent, rooftop park atop the Transbay Terminal Center. The building establishes a lower pedestrian zone with a one-foot projecting canopy at 15-feet above grade to create a human-scaled entryway for the building, next to the garage entrance. The primary building wall is otherwise unrelieved in horizontal dimensions up through the established streetwall base. Then, beginning at the established streetwall base, the primary building wall is has a staggered setback (between 7'-9" and 21'-5") at floor 7, while Floors 8-9 are set back 7'-9" feet. Beginning at Floor 10, the primary building wall is then unrelieved in horizontal dimensions up through Floor 36. Then, beginning at Floor 36, the primary building wall is setback 13'-11" feet for the remainder of the floors above (Floors 36-48), to the top of the finished roof height (495 feet). Full-floor length balconies are provided on alternative floors between Floors 36-48. Additional horizontal relief is provided along the primary building façade through the application of balconies located on Floors 2-6 and 8-48, at a depth of 3-feet. Similar to the Howard Street façade, the three-story "notch" located at Floors 7-9 serves to differentiate the building's base from the upper towers above, which, are both pronounced by the distinct "frames". These frames, which are comprised of thick spans of aluminum, help frame the overall façade along the Natoma Street frontage.

Additionally, the Project reinforces the slender shape of the subject lot by providing substantial side-setbacks along both the Howard and Natoma Street frontages. Along the Howard Street frontage, a 15-foot side-setback is provided along the western property line for a depth of 42'-8", while a 15'-8" side-setback is provided along the eastern property line for a depth of 16'-6". Along the Natoma Street frontage, a 15-foot side-setback is provided along the western property line for a depth of 25'-6", while a 15-foot side-setback is provided along the eastern property line for a depth of 46'-2". These side-

setbacks along both the Howard and Natoma Street frontages help reinforce the prominence of the “frames” of the base and the upper tower, which are 44’-2” wide along the Howard Street frontage, and 43’-10” wide along the Natoma Street frontage (or approximately 60% of the length of each, respective street frontage).

Taken together, the Project provides horizontal relief through a variety of design expressions that culminate in a well-defined streetwall base. The overall architectural expression of the Project is exceptional in that it responds to the unique site condition (narrow lot) by providing front setbacks above the defined streetwall bases along both of its street frontages while also providing substantial, staggered side setbacks that help to reinforce the overall slenderness of the building.

- B. Tower Separation (Section 132.1(d)(1)).** The Planning Code requires that the Project provide tower separation in order to preserve the openness of the street to the sky and to provide light and air between structures. This requirement applies to new structures located within the “S” and “S-2” Bulk Districts. Exceptions can be granted to the extent restrictions on adjacent properties make it unlikely that development will occur at a height or bulk which will, overall, impair access to light and air or the appearance of separation between buildings, thereby making full setbacks unnecessary. Exceptions can also be granted to the extent a project incorporates recesses that adequately compensate for the volume of space proposed to be located within the tower separation area.

The Project partially conforms to the requirements for tower separation. Code Section 132(d)(1) requires a minimum of 15 horizontal feet measured from the interior property line or the center of a public right-of-way, as the case may be, beginning at a height which is 1.25 times the width of the principal street on which the building faces, and increasing in width as the building increases in height (leading to a 35 foot horizontal setback at a height of 550 feet above grade). Along the Howard Street frontage, the tower separation requirements begin at a height of approximately 103 feet, whereas the tower separation requirements begin at a height of approximately 44 feet along the Natoma Street frontage. The average streetwall base (110 feet) is used as the base for the interior property line tower separation measurements.

For tower separation requirements as measured from the center of public right-of-ways, the Project completely conforms to the requirements along the Howard Street frontage and, with the exception of a small area of non-conformity on floors 30-35, the Project partially conforms to the requirements along the Natoma Street frontage. The Project is less compliant with tower separation requirements as measured from interior property lines. Given the narrow width of the lot (approximately 74 feet along both frontages), the 15-foot setback requirement from both interior property lines would commence at 110 feet above grade (the average streetwall base). The Project conforms to this requirement along the western façade up through a height of 300 feet, however, a portion of the eastern façade encroaches into the required setback area beginning at 110 feet, up through to a height of 300 feet. Beginning at a height of 300, both facades (west and east) are non-compliant with the Code provisions for tower separation as the Code requires tapering of the overall mass up through a height of 550 feet. A strict enforcement of the Code would result in a building that is even narrower than the proposed Project, leading to a reduced overall height, with a substantial reduction in the overall number of dwelling units being provided.

Moreover, Code Section 132.1(d)(2)(B)(i) specifically states that the minimum setback for facades shall be partially or fully reduced as appropriate by the Planning Commission as an exception according to the procedures of Section 309 for lots on Assessor's Blocks 3719, 3720, and 3721 which have property lines that directly abut the Transbay Transit Center or directly face it across Minna or Natoma Streets. Given that the Project Site is located within Assessor's Block 3721 and also directly abuts the Transbay Transit Center, it is therefore eligible for partial or full relief from the Code as it pertains to Tower Separation.

Therefore, the Project seeks partial relief from the Code provisions for tower separation for: 1) the small area of non-conformity along the Natoma Street frontage (floors 30-35); and 2) the portions of the building along the east and west façades (floors 11-19, and 30-48 along the east façade; floors 30-48 along the west façade).

- C. Rear Yard (Section 134(d)).** The Planning Code requires that the Project provide a rear yard equal to 25 percent of the lot depth at the first level containing a dwelling unit, and at every subsequent level. Exceptions to the rear yard requirements may be granted if the building location and configuration assure adequate light and air to the residential units and the open space provided.

Pursuant to Code Section 134(a)(1), the Project is required to provide a minimum rear yard depth equal to 25 percent of the total depth of the lot on which the building is situated, but in no case less than 15 feet. Additionally, rear yards shall be provided at the lowest story containing a dwelling unit, and at each succeeding level or story of the building. With a total lot depth of 165 feet, the required rear yard for the subject lot would be approximately 41 feet. Given the narrowness of the subject lot (only 74 feet wide), the building envelope would be substantially reduced to a depth of approximately 123 feet. A strict enforcement of the Code would result in a reduced building envelope with a substantial reduction in the overall number of dwelling units being provided.

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

Exceptions can be granted pursuant to Section 309 allowing the building to add to the amount of time the comfort level is exceeded if (1) the building cannot be shaped and other wind-baffling features cannot be adopted without creating an unattractive and ungainly building form, and without unduly restricting the development potential of the site; and (2) the addition is insubstantial, either due to the limited amount of exceedances, the limited location where the exceedances take place, or the short time when the exceedances occur. No exception shall be granted and no building or addition shall be permitted that causes equivalent wind speeds to reach or exceed the hazard level of 26 miles per hour for a single hour of the year.

Independent consultants RWDI analyzed ground-level wind currents in the vicinity of the Project Site, and performed a wind tunnel analysis of three scenarios: existing, existing plus Project, and Project plus

cumulative. The wind study measured wind speeds for the existing, existing plus project, and cumulative scenario. As with the PEIR wind study, the cumulative scenario included a model for the Transit Tower (now known as the Salesforce Tower or Transbay Tower) and massing models of other potential future development in the vicinity of the Transit Tower project site. Wind speed measurements were taken at 47 locations for the project and cumulative scenarios. RWDI's study demonstrates that the Project would overall reduce the wind comfort exceedances, however the comfort exceedances would not be entirely reduced.

Hazard Criterion

The Wind Assessment found that the existing wind conditions on the adjacent streets do not exceed the 26-mile-per-hour wind hazard criterion for a single full hour over the course of a year, or approximately 0.0114 percent of the time, as outlined in Code Section 148. The Project is not anticipated to cause adverse wind impacts or result in hazardous wind conditions. The Wind Assessment also found that the proposed Project would not cause winds to reach or exceed the 26-mile-per-hour wind hazard criterion at any pedestrian areas on and around the proposed development that were tested, and that wind speeds at building entrances and public sidewalks would be suitable for the intended pedestrian usage, under both existing plus project and project plus cumulative scenarios. As a result, the Project is not anticipated to cause adverse wind impacts or result in hazardous wind conditions in or around the Project site.

Pedestrian/Seating Comfort Criterion

Regarding pedestrian comfort, wind conditions in the vicinity of the Project Site are moderate with wind speeds averaging 8 mph for all 47 measurement locations under existing conditions. Wind speeds at two locations exceed the Planning Code's 11 mph pedestrian-comfort criterion (location #7 on Howard Street and location #47 on the terminal roof). Under the existing plus project scenario, winds are expected to remain similar to the existing conditions, with the average wind speed for all test locations being slightly increased from 8 mph to 9 mph. Wind speeds at four locations are predicted to exceed the 11 mph criterion; this includes the two aforementioned locations from the existing conditions scenario (location #7 on Howard Street and location #47 on the terminal roof) and locations #1 and #16 at the intersection of First and Howard Streets. Locations #1 and #16 are anticipated to experience wind speeds of 12 mph, which is unlikely to be perceptible for pedestrians, but nonetheless exceed the criterion and would require the project sponsor to seek exception under Code Section 309. The addition of the pedestrian bridge would reduce wind speeds at Location #16 to 11 mph. Wind speeds on the bridge would exceed the 11 mph criterion.

The wind study also evaluated potential wind speed increases within public seating areas, including the intersection of Howard and First Streets, and determined that the Project would result in little to no (0-1 mph) increase in wind speeds within public seating areas. As a result, the proposed Project would not result in new or peculiar impacts, or adverse effects of greater severity than were already analyzed and disclosed in the TCDP PEIR with respect to the wind comfort criteria.

Conclusion

The number of test points along Howard Street and First Street were greater in the 524 Howard Street wind study than the number of locations addressed in the TCDP PEIR wind study. Therefore, the project-specific wind assessment provides a more fine-grained analysis of the Project's potential wind impacts and would be less than significant under CEQA. Development of the Project Site would not present a new significant impact not previously identified in the PEIR, nor a substantially more severe impact than identified in the PEIR.

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

Exceeding the pedestrian comfort criteria, and not eliminating all of the pre-existing comfort exceedances, requires an exception under the (Section 309) Downtown Project Authorization process.

E. Upper Tower Extensions (Section 263.9). In the “S” Bulk District, additional height up to 10 percent of the principally permitted height can be allowed as an extension of the upper tower pursuant to Section 309, if the Project’s design of upper tower adds to the sense of slenderness and visual interest at the termination, improves the appearance of the skyline when viewed from a distance, will not adversely affect light and air to adjacent properties, and will not add significant shadows to public open spaces. Additionally, the height extension may be allowed, provided that the volume of the upper tower as extended is reduced by the percentage shown in Chart C of Section 271 of the Code, and if the project meets certain criteria:

- i. The upper tower volume is distributed in a way that will add significantly to the sense of slenderness of the building and to the visual interest to the termination of the building;
- ii. The added height will improve the appearance of the skyline when viewed from a distance;
- iii. The added height will not adversely affect light and air to adjacent properties; and
- iv. The added height will not add significant shadows to public open spaces.

As the Project is located within a 450-S Height and Bulk District, the total height of the building is otherwise limited to 450 feet above grade. Because the Project is also located within the “S” Bulk District, additional height of 10 percent (or 45 feet in the case of the subject property) may be permitted pursuant to Code Section 263.9 and 309. Given the narrowness of the subject lot (approximately 74 feet wide by 165 in depth), the Project has been designed with substantial side setbacks along both interior property lines to reinforce the narrow appearance of the structure’s overall bulk and mass. Additionally, the proposed structure has a stepping pattern of floorplates, with smaller floorplates located within the upper tower, and floorplates of increasing dimensions located within the lower tower as well as the structure’s base. The result is a tall, slender structure that provides relief from the abutting public rights-of-ways as well as the adjacent properties. The additional 45 feet of height, leading to a total building height of 495 feet above grade (excluding rooftop mechanical equipment), would help reinforce the slender design of the upper tower of building, with its reduced upper tower floor plates. Moreover, the Project provides a strong roof termination, with a prominent boxed-frame set atop a permeable opening below, that creates an elegant, slender effect that will complement the skyline of Downtown San Francisco.

Based upon Chart C of Section 271 of the Code, the Project would be required to provide an approximately 9 percent upper tower reduction in order to be granted an extension of the upper tower pursuant to Code Section 309. The Project proposes a reduced upper tower floor area, with an upper floor average floor area of 7,458 square feet, as compared to the lower tower average floor area of 8,574 square feet. This reduction equates to an approximately 13 percent upper tower volume reduction, which, exceeds the reduction of 9 percent, as required by Code Section 263.9.

With respect to impacts to light and air on adjacent properties, or shadows on public spaces, a project-specific shadow analysis (524 Howard Street Shadow Analysis technical memorandum) concluded that the Project would not result in new or substantially more significant impacts related to shadow that were not previously identified in the TCDP PEIR. Moreover, the Project's heights are consistent with the zoned height for the property, as envisioned in TCDP. Given these heights, it is unavoidable that it will cast new shadows onto sidewalks. But limiting the height of the project for the purpose of avoiding shadows on sidewalks would contradict one of the most important aspects of the TCDP. The TCDP is premised on locating tall, dense buildings near abundant transportation services in the future Transit Center, creating an intense mixed-use urban development in a transit-oriented location.

As the Project meets the requirement for upper tower volume reduction, it is therefore eligible for the additional height allowance, pursuant to Code Section 309.

- F. Bulk (Sections 270, 272).** Section 270 establishes bulk controls by district. In the "S" Bulk District, the following bulk controls apply to the lower tower: a maximum length of 160 feet, a maximum diagonal dimension of 190 feet, and a maximum floor size of 20,000 sq. ft. The upper tower bulk controls are as follows: a maximum length of 130 feet, a maximum diagonal dimension of 160 feet, a maximum floor size of 17,000 sq. ft., and a maximum average floor size of 12,000 sq. ft. The lower tower controls apply above the base height (1.25 times the widest abutting street or 50 feet whichever is greater). The upper tower controls apply above a point that varies with the height of the building, as defined in Chart B of Code Section 270. A volume reduction requirement also applies to the upper tower where the floor size of the lower tower exceeds 5,000 sq. ft. Exceptions to the Section 270 bulk limits are permitted by Code Section 309(a)(12).

The Project fronts onto two streets (Howard and Natoma), which, measure 82.5 feet in width and 35 feet in width, respectively. Therefore, the largest abutting street (Howard) is used to establish the base height for the building ($1.25 \times 82.5 = 103$ feet). As the Project proposes a structure totaling 495 feet in height, the base height controls apply between 0- and 103 feet, while the lower tower controls apply between 103 feet and 305 feet, and the upper tower controls apply between 305 feet and 495 feet. The base of the structure meets bulk requirements of the Code as there are no dimensional or maximum floor size restrictions. Within the established lower tower (beginning on floor 15), the maximum allowable length (160 feet) is exceeded by only 5 feet (an approximately 3 percent deviation from Code) even though neither the maximum diagonal, maximum floor size, nor the maximum average floor area size are exceeded. Within the a portion of the established upper tower (floors 31-35), the maximum allowable length (130 feet) is exceeded by 35 feet (an approximately 27 percent deviation from Code) and the maximum average diagonal (160 feet) is exceeded by 8'-10" (an approximately 6 percent deviation from Code), even though neither the maximum floor size, nor the maximum average floor area size are exceeded. On floors 36-48, the maximum allowable length (130 feet) is exceeded by 21'-1"

feet (an approximately 16 percent deviation from Code) even though neither the maximum diagonal, maximum floor size, nor the maximum average floor area size are exceeded.

While the Project exceeds the bulk controls for dimensions (maximum length and diagonal) within both the lower and upper towers, all of the bulk controls for maximum average floor size and maximum floor size are well below the allowable thresholds as established by Section 270 of the Code. The minor exceedances of the bulk controls for dimensions are inherently linked to the long, narrow shape of the lot, which, necessarily results in floor plate sizes that are both long and narrow in dimension. Therefore, the Project seeks exceptions from the Code pursuant to Code Section 309 for the minor exceedances of bulk controls.

8. **General Plan Compliance.** The Project is, on balance, consistent with the following Objectives and Policies of the Transit Center District Plan ("TCDP") (a sub-area of the Downtown Area Plan), the Downtown Area Plan, and the General Plan as follows:

GENERAL PLAN: COMMERCE AND INDUSTRY

OBJECTIVE 1

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

Policy 1.1

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

The Project would provide substantial benefits by increasing the supply of housing in the Downtown area. The Project would add housing to the dense urban core of the City, in a location accessible by a number of transit services. The Project will also be subject to impact fees which will fund the improvement of San Francisco's transportation network, as well as funds for new open spaces, affordable housing, and other public services.

GENERAL PLAN: HOUSING

OBJECTIVE 12

BALANCE HOUSING GROWTH WITH ADEQUATE INFRASTRUCTURE THAT SERVES THE CITY'S GROWING POPULATION.

Policy 12.1

Encourage new housing that relies on transit use and environmentally sustainable patterns of movement.

Policy 12.2

Consider the proximity of quality of life elements, such as open space, child care, and neighborhood services, when developing new housing units.

Policy 12.3

Ensure new housing is sustainably supported by the City's public infrastructure systems.

The Project Site is extremely well-served by public transit. The Project Site is located directly across from Transbay Terminal Center, which, is currently under construction. The Transbay Terminal Center will serve numerous regional transit agencies as well as California High Speed Rail service, which, will link San Francisco with locations throughout the State. The Project Site is also located within a 10 minute walk from the Montgomery Street MUNI and BART station, as well as numerous MUNI bus lines running along Market and Mission Streets. Residents of the Project will be able to walk, bicycle or take public transit to many locations in downtown San Francisco and areas in the greater Bay Area served by BART, Caltrain, ferries, and the Transbay bus lines.

OBJECTIVE 13

PRIORITIZE SUSTAINABLE DEVELOPMENT IN PLANNING FOR AND CONSTRUCTING NEW HOUSING.

Policy 13.1

Support “smart” regional growth that located new housing close to jobs and transit.

Policy 13.3

Promote sustainable land use patterns that integrate housing with transportation in order to increase transit, pedestrian, and bicycle mode share.

The Project advances the objectives of the Housing Element by adding approximately 389,000 square feet and 334 units of housing in a transit-rich and walkable neighborhood, while also providing revenue through payment of impact fees or other payments that will enable the construction of new affordable housing, and/or acquisition and/or rehabilitation of housing in the area, transportation facilities, improvements to sidewalks, and construction of other important pedestrian and public transit infrastructure.

GENERAL PLAN: TRANSPORTATION

OBJECTIVE 2

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

Policy 2.1

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

The Project is located within an existing high-density downtown area which was recently re-zoned as part of an area plan to design development around the Transbay Transit Center. The Transit Center is designed to be the Bay Area’s hub of intermodal public transportation, with corresponding infrastructure improvements in this area of downtown. Situated one block from the Transit Center, the Property is an ideal location for a dense mixed-use Project. The Project will have a positive effect on the prevailing character of the neighborhood as residents, hotel guests, and office workers at the Project will be able to easily walk, take public transit, or ride bicycles to and from the Project Site, which will generate a low amount of traffic and transit impacts. The Project will also pay a number of impact fees and other exactions meant to fund contemplated infrastructure and public realm improvements, as well as paying into City funds that support schools, day care centers, and other community facilities.

DOWNTOWN AREA PLAN

OBJECTIVE 2

MAINTAIN AND IMPROVE SAN FRANCISCO'S POSITION AS A PRIME LOCATION FOR FINANCIAL, ADMINISTRATIVE, CORPORATE, AND PROFESSIONAL ACTIVITY.

Policy 2.1

Encourage prime downtown office activities to grow as long as undesirable consequences of growth can be controlled.

Policy 2.2

Guide location of office development to maintain a compact downtown core and minimize displacement of other uses.

The Project would add a significant amount of housing to a site that is currently underutilized, well-served by existing and future transit, and is within walking distance of substantial goods and services. Future residents can walk, bike, or take BART, MUNI, or a regional bus service to the Property, including all future modes of public transportation proposed to terminate in the Transit Center. Through impact fees and other exactions, the Project would also enable the construction of new open space, transportation facilities, improvements to sidewalks, and construction of other important pedestrian and public transit infrastructure.

OBJECTIVE 7

EXPAND THE SUPPLY OF HOUSING IN AND ADJACENT TO DOWNTOWN.

Policy 7.1

Promote the inclusion of housing in downtown commercial developments.

Policy 7.2

Facilitate conversion of underused industrial and commercial areas to residential use.

The Project would replace a vacant lot, currently used as a surface parking lot, with approximately 389,000 square feet and 334 units of housing, providing housing downtown and adding vitality to an area traditionally under-utilized at night and on weekends.

OBJECTIVE 10

ASSURE THAT OPEN SPACES ARE ACCESSIBLE AND USABLE.

Policy 10.2

Encourage the creation of new open spaces that become a part of an interconnected pedestrian network.

The Project will provide 350 gsf of open space designated as a "POPOS", located on the ground floor, fronting Natoma Street. The location of this POPOS was chosen to complement the adjacent (future) pedestrian-only alleyway—a space located between the subject property and the Transbay Terminal Center which will become activated pending the adjacent street vacation of Natoma Street, just westerly of the subject property, as called for within the Transit Center District Plan. The Project Sponsor shall comply with all applicable Section 138 requirements relating to this space, including signage, seating, landscaping, and public access. The conceptual plan shows sidewalk enlargement,

enhanced paving, raised crosswalks, installation of street trees, lighting, and street furniture on various public rights-of-way. The precise location, spacing, and species of the street trees, as well as other streetscape improvements, will be further refined throughout the building permit review process. In addition, the Project will provide 891 square foot of common useable outdoor space, located on Floor 7, adjacent the proposed pedestrian bridge. This space is envisioned to bolster pedestrian activity between the Project Site and the adjacent rooftop park atop the Transbay Terminal Center.

TRANSIT CENTER DISTRICT PLAN: LAND USE

Policy 1.2:

Revise height and bulk districts in the Plan Area consistent with other Plan objectives and considerations.

Policy 1.4:

Prevent long-term under-building in the area by requiring minimum building intensities for new development on major sites.

The Project Site is currently a vacant, surface parking lot that has remained under-developed for nearly three decades. The Site is one of the few remaining vacant sites in the Downtown area, including parcels zoned for the tallest structures in the City. The Project proposes building to the maximum allowable height and bulk to provide a high-density residential structure that maximizes the amount of dwelling units on-site. Under-building on the few remaining major development sites in downtown would yield lower taxes and impact fee revenues necessary to fund the Transit Center, affordable housing, streetscape improvements, and other infrastructure.

TRANSIT CENTER DISTRICT PLAN: URBAN FORM

OBJECTIVE 2.2:

CREATE AN ELEGANT DOWNTOWN SKYLINE, BUILDING ON EXISTING POLICY TO CRAFT A DISTINCT DOWNTOWN “HILL” FORM, WITH ITS APEX AT THE TRANSIT CENTER, AND TAPERING IN ALL DIRECTIONS.

OBJECTIVE 2.3:

FORM THE DOWNTOWN SKYLINE TO EMPHASIZE THE TRANSIT CENTER AS THE CENTER OF DOWNTOWN, REINFORCING THE PRIMACY OF PUBLIC TRANSIT IN ORGANIZING THE CITY’S DEVELOPMENT PATTERN, AND RECOGNIZING THE LOCATION’S IMPORTANCE IN LOCAL AND REGIONAL ACCESSIBILITY, ACTIVITY, AND DENSITY.

Policy 2.3:

Create a balanced skyline by permitting a limited number of tall buildings to rise above the dense cluster that forms the downtown core, stepping down from the Transit Tower in significant height increments.

The Project Site is situated with the Downtown Plan and Transit Center District Plan Areas, which, include height and bulk districts that allow for structures of the tallest heights—and highest density—in the City. The Project Site is located within the 450-S Height and Bulk District and the proposal includes the construction of a 48-story structure reaching a height of 495 feet (515 feet to the top of

mechanical equipment). The Project Site is located two blocks away from approximately 1,070-foot-high (architectural features) Salesforce Tower, which, is slated to be the City's tallest structure. The Project will serve as a primary contributor to the planned urban form of the Transit Center District and will complement the Salesforce Tower.

OBJECTIVE 2.12:

ENSURE THAT DEVELOPMENT IS PEDESTRIAN-ORIENTED, FOSTERING A VITAL AND ACTIVE STREET LIFE.

OBJECTIVE 2.13:

ENACT URBAN DESIGN CONTROLS TO ENSURE THAT THE GROUND-LEVEL INTERFACE OF BUILDINGS IS ACTIVE AND ENGAGING FOR PEDESTRIANS, IN ADDITION TO PROVIDING ADEQUATE SUPPORTING RETAIL AND PUBLIC SERVICES FOR THE DISTRICT.

The Project includes an approximately 1,150 square foot space for retail use, located along the Howard Street frontage. The balance of the Howard Street frontage is allocated for a lobby, which, leads to a pedestrian passage, linking Howard Street to Natoma Street, through the Project Site. Along the Natoma frontage, a building entryway and space allocated for the required publicly-accessible open space ("POPOS), account for approximately one-half of the building frontage. A ground-level, publically-accessible elevator fronting Natoma Street will provide vertical circulation for users to access floor 7, which, will be connected to the adjacent rooftop park of the Transbay Terminal Center via pedestrian bridge.

TRANSIT CENTER DISTRICT PLAN: PUBLIC REALM

OBJECTIVE 3.8

ENSURE THAT NEW DEVELOPMENT ENHANCES THE PEDESTRIAN NETWORK AND REDUCES THE SCALE OF LONG BLOCKS BY MAINTAINING AND IMPROVING PUBLIC ACCESS ALONG EXISTING ALLEYS AND CREATING NEW THROUGH-BLOCK PEDESTRIAN CONNECTIONS WHERE NONE EXIST.

Policy 3.11

Prohibit the elimination of existing alleys within the District. Consider the benefits of shifting or re-configuring alley alignments if the proposal provides an equivalent or greater degree of public circulation.

Policy 3.12

Design new and improved through-block pedestrian passages to make them attractive and functional parts of the public pedestrian network.

The Project includes a pedestrian passageway through the Project Site, linking Howard Street to Natoma Street. Along the Natoma frontage, a building entryway and space allocated for the required publicly-accessible open space ("POPOS), account for approximately one-half of the building frontage. The location of this POPOS was chosen to complement the adjacent (future) pedestrian-only alleyway—a space located between the subject property and the Transbay Terminal Center which will become activated pending the adjacent street vacation of Natoma Street, just westerly of the subject property, as called for within the Transit Center District Plan.

OBJECTIVE 4.1:

THE DISTRICT'S TRANSPORTATION SYSTEM WILL PRIORITIZE AND INCENTIVIZE THE USE OF TRANSIT. PUBLIC TRANSPORTATION WILL BE THE MAIN, NON-PEDESTRIAN MODE FOR MOVING INTO AND BETWEEN DESTINATIONS IN THE TRANSIT CENTER DISTRICT.

Policy 4.5:

Support funding and construction of the Transbay Transit Center project to further goals of the District Plan, including completion of the Downtown Extension for Caltrain and High Speed Rail.

One of the goals of the Transit Center Plan is to leverage increased development intensity to generate revenue that will enable the construction of new transportation facilities, including support for the new Transit Center, including the Downtown Rail Extension. These revenues will also be directed toward improvements to sidewalks and other important pedestrian infrastructure to create a public realm that is conducive to, and supportive of pedestrian travel. With 389,000 gross square feet of residential uses, including approximately 7,600 gross square feet of retail uses, the Project will contribute substantial financial resources toward these improvements, and will also serve to leverage these investments by focusing intense employment growth within the core of planned transportation services.

9. The General Plan Consistency Findings set forth in Motion No. XXXXX, Case #2013.0882GPR (Findings of Consistency with the General Plan Referral for Major Encroachment Permit) apply to this Motion, and are incorporated herein by reference as though fully set forth.

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

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

The Project would have a positive effect on existing neighborhood-serving retail uses because it would bring additional residents to the neighborhood, thus increasing the customer base of existing neighborhood-serving retail. Moreover, the Project would not displace any existing neighborhood-serving 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.

The Project would not negatively affect the existing housing and neighborhood character. The Project would not displace any housing because the project site is currently an at-grade parking lot. The Project would improve the existing character of the neighborhood by removing this parking lot and replacing it with a mixed-use, walkable project.

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

The existing Project Site is a vacant, surface parking lot. As such, no existing resident units will be removed. The Project will provide 334 dwelling units, adding to the City's housing supply. The Project will comply with the City's Inclusionary Affordable Housing Ordinance, providing 15 percent of the units as affordable (50 Below Market Rate units provide on-site).

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

The Project would not impede MUNI transit service or overburden local streets or parking. The Project is at a location well-served by transit as it is located in a major transit corridor and would promote rather than impede the use of MUNI transit service. Future residents and employees of the Project could access both the existing MUNI rail and bus services. The Project also provides a minimum amount of off-street parking for future residents so that neighborhood parking will not be overburdened by the addition of new residents.

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

The Project would not negatively affect the industrial and service sectors because it is mixed-use in nature with a significant residential component. The project would not displace any existing industrial uses. The Project would also be consistent with the character of existing development in the neighborhood, which is characterized by neighborhood serving retail and residential high-rise buildings.

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

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

- G. That landmarks and historic buildings be preserved.

The project would not affect landmarks or historic buildings. The Project Site is currently vacant.

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

The Project would not cast any significant new shadows on parks under the jurisdiction of the San Francisco Parks and Recreation Department.

11. The Project is consistent with and would promote the general and specific purposes of the Code provided under Section 101.1(b) in that, as designed, the Project would contribute to the character and stability of the neighborhood and would constitute a beneficial development.

12. The Commission hereby finds that approval of the Downtown Project Authorization and Request for Exceptions would promote the health, safety and welfare of the City.

DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES Downtown Project Authorization Application No. 2013.0882ENV/DNX/GPR/SHD/VAR** subject to the following conditions attached hereto as "EXHIBIT A" in general conformance with plans on file, dated November 3, 2016, 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 improvement and mitigation measures identified in the Transit Center District Plan EIR and contained in the MMRP are included as Conditions of Approval.

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

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 November 3, 2016.

Jonas P. Ionin
Commission Secretary

AYES:

NAYS:

ABSENT:

ADOPTED: November 3, 2016

EXHIBIT A

AUTHORIZATION

This authorization is for a **Downtown Project Authorization and Request for Exceptions** relating to a project that would allow construction of a new 48-story structure containing a total of 334 dwelling units, reaching a height of 495 feet (515 feet to the top of mechanical equipment) on an existing surface parking lot, located at 524 Howard Street, located midblock on the north side of Howard Street, between First and Second Streets, within Lot 013 of Assessor's Block 3721, and exceptions pursuant to Planning Code Sections 309, 132.1(c)(1), 132.1(d)(1), 134(d), 148, 263.9, 270, and 272 within the C-3-O (SD) Zoning District, Transbay C3 Special Use District, Transit Center C-3-O (SD) Commercial Special Use District, Transbay Zone 2 Redevelopment Area, and the 450-S Height and Bulk Districts; in general conformance with plans, dated November 3, 2016, and stamped "EXHIBIT B" included in the docket for Case 2013.0882ENV/DNX/GPR/SHD/VAR and subject to conditions of approval reviewed and approved by the Commission on November 3, 2016 under Motion No. **XXXXXX**. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on November 3, 2016 under Motion No. **XXXXXX**.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

The conditions of approval under the 'Exhibit A' of this Planning Commission Motion No. **XXXXXX** shall be reproduced on the Index Sheet of construction plans submitted with the Site or Building permit application for the Project. The Index Sheet of the construction plans shall reference to the Conditional Use authorization and any subsequent amendments or modifications.

SEVERABILITY

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

CHANGES AND MODIFICATIONS

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

Conditions of Approval, Compliance, Monitoring, and Reporting

PERFORMANCE

1. **Validity.** The authorization and right vested by virtue of this action is valid for three (3) years from the effective date of the Motion. The Department of Building Inspection shall have issued a Building Permit or Site Permit to construct the project and/or commence the approved use within this three-year period.

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

2. **Expiration and Renewal.** Should a Building or Site Permit be sought after the three (3) year period has lapsed, the project sponsor must seek a renewal of this Authorization by filing an application for an amendment to the original Authorization or a new application for Authorization. Should the project sponsor decline to so file, and decline to withdraw the permit application, the Commission shall conduct a public hearing in order to consider the revocation of the Authorization. Should the Commission not revoke the Authorization following the closure of the public hearing, the Commission shall determine the extension of time for the continued validity of the Authorization.

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

3. **Diligent pursuit.** Once a site or Building Permit has been issued, construction must commence within the timeframe required by the Department of Building Inspection and be continued diligently to completion. Failure to do so shall be grounds for the Commission to consider revoking the approval if more than three (3) years have passed since this Authorization was approved.

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

4. **Extension.** All time limits in the preceding three paragraphs may be extended at the discretion of the Zoning Administrator where implementation of the project is delayed by a public agency, an appeal or a legal challenge and only by the length of time for which such public agency, appeal or challenge has caused delay.

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

5. **Conformity with Current Law.** No application for Building Permit, Site Permit, or other entitlement shall be approved unless it complies with all applicable provisions of City Codes in effect at the time of such approval.

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

6. **Additional Project Authorization.** The Project Sponsor must obtain a Variance from the requirements of Planning Code Section 140 ("Dwelling Unit Exposure"). The Zoning Administrator would need to grant a Variance from the dwelling unit exposure requirements of

Section 140. The conditions set forth below are additional conditions required in connection with the Project. If these conditions overlap with any other requirement imposed on the Project, the more restrictive or protective condition or requirement, as determined by the Zoning Administrator, shall apply.

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

7. **Mitigation Measures.** 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

8. **Transferable Development Rights.** Pursuant to Section 128, 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 6.0 to 1, up to an FAR of 9.0 to 1. The net addition of gross floor area subject to this requirement shall be determined based on drawings submitted with the Building Permit Application.

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

ENTERTAINMENT COMMISSION – NOISE ATTENUATION CONDITIONS

9. **Chapter 116 Residential Projects.** The Project Sponsor shall comply with the “Recommended Noise Attenuation Conditions for Chapter 116 Residential Projects,” which were recommended by the Entertainment Commission on August 25, 2015. These conditions state:

- a. **Community Outreach.** Project Sponsor shall include in its community outreach process any businesses located within 300 feet of the proposed project that operate between the hours of 9PM-5AM. Notice shall be made in person, written or electronic form.

- b. **Sound Study.** Project sponsor shall conduct an acoustical sound study, which shall include sound readings taken when performances are taking place at the proximate Places of Entertainment, as well as when patrons arrive and leave these locations at closing time. Readings should be taken at locations that most accurately capture sound from the Place of Entertainment to best of their ability. Any recommendation(s) in the sound study regarding window glaze ratings and soundproofing materials including but not limited to walls, doors, roofing, etc. shall be given highest consideration by the project sponsor when designing and building the project.

- c. **Design Considerations.**

- i. During design phase, project sponsor shall consider the entrance and egress location and paths of travel at the Place(s) of Entertainment in designing the location of (a) any entrance/egress for the residential building and (b) any parking garage in the building.

- ii. In designing doors, windows, and other openings for the residential building, project sponsor should consider the POE's operations and noise during all hours of the day and night.
- d. **Construction Impacts.** Project sponsor shall communicate with adjacent or nearby Place(s) of Entertainment as to the construction schedule, daytime and nighttime, and consider how this schedule and any storage of construction materials may impact the POE operations.
- e. **Communication.** Project Sponsor shall make a cell phone number available to Place(s) of Entertainment management during all phases of development through construction. In addition, a line of communication should be created to ongoing building management throughout the occupation phase and beyond.
- f. **Additional Recommendations by the Entertainment Commission.**
 - i. Project Sponsor shall increase the STC ratings of materials for the building design on floors 2 through 10, especially near any bedrooms.
 - ii. Project Sponsor shall identify a liaison to stay in contact with Temple Nightclub throughout the project entitlements and construction.
 - iii. Project Sponsor shall have at least monthly communication with Temple Nightclub regarding the project, and quarterly face to face meetings with nightclub personnel.
 - iv. Project Sponsor shall provide an emergency number to Temple Nightclub from groundbreaking through construction that will be answered at night and on weekends.
 - v. Project Sponsor shall notify Temple Nightclub at least 60 days in advance regarding any and all weekend construction plans.

DESIGN – COMPLIANCE AT PLAN STAGE

10. **Final Materials.** The Project Sponsor shall continue to work with Planning Department on the building design. Final materials, glazing, color, texture, landscaping, and detailing shall be subject to Department staff review and approval. The architectural addenda shall be reviewed and approved by the Planning Department prior to issuance.
For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org
11. **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 building permit plans. 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
12. **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

13. **Lighting Plan.** The Project Sponsor shall submit an exterior lighting plan to the Planning Department prior to Planning Department approval of the building / site permit application.

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

14. **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 prior to issuance of first temporary certificate of occupancy.

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

15. **Open Space Provision - C-3 Districts.** Pursuant to Planning Code Section 138, the Project Sponsor shall continue to work with Planning Department staff to refine the design and programming of the public open space so that the open space generally meets the standards of the Downtown Open Space Guidelines in the Downtown Plan of the General Plan.

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

16. **Open Space Plaques - C-3 Districts.** Pursuant to Planning Code Section 138, the Project Sponsor shall install the required public open space plaques at each building entrance including the standard City logo identifying it; the hours open to the public and contact information for building management. The plaques shall be plainly visible from the public sidewalks on Natoma and/or Howard Streets and shall indicate that the open space is accessible to the public via the elevators in the lobby. Design of the plaques shall utilize the standard templates provided by the Planning Department, as available, and shall be approved by the Department staff prior to installation.

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

17. **Signage.** The Project Sponsor shall develop a signage program for the Project which shall be subject to review and approval by Planning Department staff before submitting any building permits for construction of the Project. All subsequent sign permits shall conform to the approved signage program. Once approved by the Department, the signage program/plan information shall be submitted and approved as part of the site permit for the Project. All exterior signage shall be designed to compliment, not compete with, the existing architectural character and architectural features of the building.

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

18. **Transformer Vault.** The location of individual project PG&E Transformer Vault installations has significant effects to San Francisco streetscapes when improperly located. However, they may not have any impact if they are installed in preferred locations. Therefore, the Planning Department recommends the following preference schedule in locating new transformer vaults, in order of most to least desirable:
- a. On-site, in a basement area accessed via a garage or other access point without use of separate doors on a ground floor façade facing a public right-of-way;
 - b. On-site, in a driveway, underground;
 - c. On-site, above ground, screened from view, other than a ground floor façade facing a public right-of-way;
 - d. Public right-of-way, underground, under sidewalks with a minimum width of 12 feet, avoiding effects on streetscape elements, such as street trees; and based on Better Streets Plan guidelines;
 - e. Public right-of-way, underground; and based on Better Streets Plan guidelines;
 - f. Public right-of-way, above ground, screened from view; and based on Better Streets Plan guidelines;
 - g. On-site, in a ground floor façade (the least desirable location).

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

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

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

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

20. **Noise.** Plans submitted with the building permit application for the approved project shall incorporate acoustical insulation and other sound proofing measures to control noise.

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

21. **Landscaping.** Pursuant to Planning Code Section 132, the Project Sponsor shall submit a site plan to the Planning Department prior to Planning approval of the building permit application indicating that 50% of the front setback areas shall be surfaced in permeable materials and further, that 20% of the front setback areas shall be landscaped with approved plant species. The size and specie of plant materials and the nature of the permeable surface shall be as approved by the Department of Public Works.

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

22. **Landscaping, Screening of Parking and Vehicular Use Areas.** Pursuant to Planning Code Section 142, the Project Sponsor shall submit a site plan to the Planning Department prior to Planning approval of the building permit application indicating the screening of parking and vehicle use areas not within a building. The design and location of the screening and design of any fencing shall be as approved by the Planning Department. The size and species of plant materials shall be as approved by the Department of Public Works. Landscaping shall be maintained and replaced as necessary.

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

23. **Landscaping, Permeability.** Pursuant to Planning Code Section 156, the Project Sponsor shall submit a site plan to the Planning Department prior to Planning approval of the building permit application indicating that 20% of the parking lot shall be surfaced with permeable materials and further indicating that parking lot landscaping, at a ratio of one tree, of a size comparable to that required for a street tree and of an approved species, for every 5 parking stalls, shall be provided. Permeable surfaces shall be graded with less than a 5% slope. The size and specie of plant materials and the nature of the permeable surface shall be as approved by the Department of Public Works.

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

24. **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. 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

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

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

26. **Car Share.** Pursuant to Planning Code Section 166, no fewer than **Three (3)** car share space shall be made available, at no cost, to a certified car share organization for the purposes of providing car share services for its service subscribers.
For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org
27. **Bicycle Parking.** Pursuant to Planning Code Sections 155.1, 155.4, and 155.5, the Project shall provide no fewer than **184** bicycle parking spaces (**156** Class-I spaces for the residential portion of the Project and **1** Class-I spaces for the non-residential portion of the Project; **17** Class-II spaces for the residential portion of the Project and **10** Class-II spaces for the non-residential portion of the Project).
For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org
28. **Parking Maximum.** Pursuant to Planning Code Section 151.1, the Project shall provide no more than **one hundred and sixty seven (167)** off-street parking spaces.
29. **Parking Requirement.** Pursuant to Planning Code Section 151, the Project shall provide **one hundred and fifty one (151)** independently accessible off-street parking spaces.
For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org
30. **Off-street Loading.** Pursuant to Planning Code Section 152, the Project will provide **2** off-street loading spaces.
For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org
31. **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

PROVISIONS

32. **Anti-Discriminatory Housing.** The Project shall adhere to the requirements of the Anti-Discriminatory Housing policy, pursuant to Administrative Code Section 1.61.
For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org
33. **First Source Hiring.** The Project shall adhere to the requirements of the First Source Hiring Construction and End-Use Employment Program approved by the First Source Hiring Administrator, pursuant to Section 83.4(m) of the Administrative Code. 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

34. **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

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

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

36. **Child Care Fee - Residential.** The Project is subject to the Residential Child Care Fee, as applicable, pursuant to Planning Code Section 414A.

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

37. **Inclusionary Affordable Housing Program.** The following Inclusionary Affordable Housing Requirements are those in effect at the time of Planning Commission action. In the event that the requirements change, the Project Sponsor shall comply with the requirements in place at the time of issuance of first construction document.

- a. **Number of Required Units.** Pursuant to Planning Code Section 415.3, the Project is required to provide 15% of the proposed dwelling units as affordable to qualifying households. The Project contains 334 units; therefore, 50 affordable units are currently required. The Project Sponsor will fulfill this requirement by providing the 50 affordable units on-site. If the number of market-rate units change, the number of required affordable units shall be modified accordingly with written approval from Planning Department staff in consultation with the Mayor's Office of Housing and Community Development ("MOHCD").

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

- b. **Unit Mix.** The Project contains 48 studios, 136 one-bedroom, and 150 two-bedroom units; therefore, the required affordable unit mix is 7 studios, 20 one-bedroom, and 23 two-bedroom units. If the market-rate unit mix changes, the affordable unit mix will be modified accordingly with written approval from Planning Department staff in consultation with MOHCD.

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

- c. Unit Location.** The affordable units shall be designated on a reduced set of plans recorded as a Notice of Special Restrictions on the property prior to the issuance of the first construction permit.

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

- d. Phasing.** If any building permit is issued for partial phasing of the Project, the Project Sponsor shall have designated not less than fifteen percent (15%), or the applicable percentage as discussed above, of the each phase's total number of dwelling units as on-site affordable units.

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

- e. Duration.** Under Planning Code Section 415.8, all units constructed pursuant to Section 415.6, must remain affordable to qualifying households for the life of the project.

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

- f. Other Conditions.** The Project is subject to the requirements of the Inclusionary Affordable Housing Program under Section 415 et seq. of the Planning Code and City and County of San Francisco Inclusionary Affordable Housing Program Monitoring and Procedures Manual ("Procedures Manual"). The Procedures Manual, as amended from time to time, is incorporated herein by reference, as published and adopted by the Planning Commission, and as required by Planning Code Section 415. Terms used in these conditions of approval and not otherwise defined shall have the meanings set forth in the Procedures Manual. A copy of the Procedures Manual can be obtained at the MOHCD at 1 South Van Ness Avenue or on the Planning Department or MOHCD websites, including on the internet at:

<http://sf-planning.org/Modules/ShowDocument.aspx?documentid=4451>. As provided in the Inclusionary Affordable Housing Program, the applicable Procedures Manual is the manual in effect at the time the subject units are made available for sale.

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

- i.** The affordable unit(s) shall be designated on the building plans prior to the issuance of the first construction permit by the Department of Building Inspection ("DBI"). The affordable unit(s) shall (1) reflect the unit size mix in number of bedrooms of the market rate units, (2) be constructed, completed, ready for occupancy and marketed no later than the market rate units, and (3) be evenly distributed throughout the building; and (4) be of

comparable overall quality, construction and exterior appearance as the market rate units in the principal project. The interior features in affordable units should be generally the same as those of the market units in the principal project, but need not be the same make, model or type of such item as long they are of good and new quality and are consistent with then-current standards for new housing. Other specific standards for on-site units are outlined in the Procedures Manual.

- ii. If the units in the building are offered for rent, the affordable unit(s) shall be rented to low-income households, as defined in the Planning Code and Procedures Manual. The initial and subsequent rent level of such units shall be calculated according to the Procedures Manual. Limitations on (i) occupancy; (ii) lease changes; (iii) subleasing, and; are set forth in the Inclusionary Affordable Housing Program and the Procedures Manual.
- iii. The Project Sponsor is responsible for following the marketing, reporting, and monitoring requirements and procedures as set forth in the Procedures Manual. MOHCD shall be responsible for overseeing and monitoring the marketing of affordable units. The Project Sponsor must contact MOHCD at least six months prior to the beginning of marketing for any unit in the building.
- iv. Required parking spaces shall be made available to initial buyers or renters of affordable units according to the Procedures Manual.
- v. Prior to the issuance of the first construction permit by DBI for the Project, the Project Sponsor shall record a Notice of Special Restriction on the property that contains these conditions of approval and a reduced set of plans that identify the affordable units satisfying the requirements of this approval. The Project Sponsor shall promptly provide a copy of the recorded Notice of Special Restriction to the Department and to MOHCD or its successor.
- vi. The Project Sponsor has demonstrated that it is eligible for the On-site Affordable Housing Alternative under Planning Code Section 415.6 instead of payment of the Affordable Housing Fee, and has submitted the *Affidavit of Compliance with the Inclusionary Affordable Housing Program: Planning Code Section 415* to the Planning Department stating the intention to enter into an agreement with the City to qualify for a waiver from the Costa-Hawkins Rental Housing Act based upon the proposed density bonus and concessions (as defined in California Government Code Section 65915 et seq.) provided herein. The Project Sponsor has executed the Costa Hawkins agreement and will record a Memorandum of Agreement prior to issuance of the first construction document or must revert payment of the Affordable Housing Fee.
- vii. If the Project Sponsor fails to comply with the Inclusionary Affordable Housing Program requirement, the Director of DBI shall deny any and all site or building permits or certificates of occupancy for the development project until the Planning Department notifies the Director of compliance. A Project Sponsor's failure to comply with the requirements of Planning Code Section 415 et seq. shall constitute cause for the City to

record a lien against the development project and to pursue any and all available remedies at law.

- viii. If the Project becomes ineligible at any time for the On-site Affordable Housing Alternative, the Project Sponsor or its successor shall pay the Affordable Housing Fee prior to issuance of the first construction permit. If the Project becomes ineligible after issuance of its first construction permit, the Project Sponsor shall notify the Department and MOHCD and pay interest on the Affordable Housing Fee and penalties, if applicable.

38. **Transit Center District Open Space Fee.** Pursuant to Section 424.6, the Project Sponsor shall pay a fee of to be deposited in the Transit Center District Open Space Fund.

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

39. **Transit Center District Transportation and Street Improvement Fee.** Pursuant to Section 424.7, the Project Sponsor shall pay a fee which will be deposited in the Transit Center District Transportation and Street Improvement Fund.

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

40. **Transit Center District Mello Roos Community Facilities District Program.** Pursuant to Section 424.8, the Project Sponsor is required to participate in a Transit Center District Mello Roos Community Facilities District (CFD) and to include the Project Site in the CFD prior to issuance of the First Temporary Certificate of Occupancy for the Project.

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

41. **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

42. **Art - Residential Projects.** Pursuant to Planning Code Section 429, the Project Sponsor must provide on-site artwork, pay into the Public Artworks Fund, or fulfill the requirement with any combination of on-site artwork or fee payment as long as it equals one percent of the hard construction costs for the Project as determined by the Director of the Department of Building Inspection. The Project Sponsor shall provide to the Director necessary information to make the determination of construction cost hereunder. Payment into the Public Artworks Fund is due prior to issuance of the first construction document.

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

MONITORING - AFTER ENTITLEMENT

43. **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
44. **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
45. **Revocation due to Violation of Conditions.** Should implementation of this Project result in complaints from interested property owners, residents, or commercial lessees which are not resolved by the Project Sponsor and found to be in violation of the Planning Code and/or the specific conditions of approval for the Project as set forth in Exhibit A of this Motion, the Zoning Administrator shall refer such complaints to the Commission, after which it may hold a public hearing on the matter to consider revocation of this authorization.
For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

OPERATION

46. **Garbage, Recycling, and Composting Receptacles.** Garbage, recycling, and compost containers shall be kept within the premises and hidden from public view, and placed outside only when being serviced by the disposal company. Trash shall be contained and disposed of pursuant to garbage and recycling receptacles guidelines set forth by the Department of Public Works.
For information about compliance, contact Bureau of Street Use and Mapping, Department of Public Works at 415-554-5810, <http://sfdpw.org>
47. **Sidewalk Maintenance.** The Project Sponsor shall maintain the main 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>
48. **Noise Control.** The premises shall be adequately soundproofed or insulated for noise and operated so that incidental noise shall not be audible beyond the premises or in other sections of the building and fixed-source equipment noise shall not exceed the decibel levels specified in the San Francisco Noise Control Ordinance.

For information about compliance with the fixed mechanical objects such as rooftop air conditioning, restaurant ventilation systems, and motors and compressors with acceptable noise levels, contact the Environmental Health Section, Department of Public Health at (415) 252-3800, www.sfdph.org

For information about compliance with the construction noise, contact the Department of Building Inspection, 415-558-6570, www.sfdbi.org

For information about compliance with the amplified sound including music and television contact the Police Department at 415-553-0123, www.sf-police.org

49. **Odor Control.** While it is inevitable that some low level of odor may be detectable to nearby residents and passersby, appropriate odor control equipment shall be installed in conformance with the approved plans and maintained to prevent any significant noxious or offensive odors from escaping the premises.

For information about compliance with odor or other chemical air pollutants standards, contact the Bay Area Air Quality Management District, (BAAQMD), 1-800-334-ODOR (6367), www.baaqmd.gov and Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

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

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

51. **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



SAN FRANCISCO PLANNING DEPARTMENT

Certificate of Determination EXEMPTION FROM ENVIRONMENTAL REVIEW

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

Case No.: 2013.0882ENV
Project Address: 524 Howard Street
Zoning: C-3-O (SD) (Downtown Office Special Development) District
Transit Center C-3-O (SD) Commercial Special Use District
Transbay C-3 Special Use District
450-S Height and Bulk District
Block/Lot: 3721/13
Lot Size: 12,282
Plan Area: Transit Center District Plan
Project Sponsor: Adam Tartakovsky, Howard First Property, LLC, 415.527.9742
Staff Contact: Michael Jacinto, 415.575.9033, Michael.Jacinto@sfgov.org

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

PROJECT DESCRIPTION

The project entails the development of a 48-story, residential tower (up to 515 feet in height) at 524 Howard Street within the Transit Center District with approximately 392,000 square feet (sf) of residential uses, including common space, and up to approximately 3,800 sf of retail uses on the ground and seventh floors. The proposed residential tower would include up to 334 dwelling units comprising a mix of studio, one-bedroom, and two-bedroom units and would provide on-site bicycle parking (352 total spaces with 334 Class 1 and 19 Class 2 spaces) and automobile parking (176 spaces) via an automated stacker-storage system on the ground floor and four subterranean parking levels. A pedestrian skybridge between the project site and the proposed 5.4-acre rooftop park of the Transbay Transit Center may also be constructed.

As a variant to the proposed development, the tower would be constructed with approximately 163,000 sf of residential uses, including common space, and approximately 253,000 sf of hotel, which could also be designated as extended-stay accommodations. The variant would provide up to 72 dwelling units, 273 hotel rooms, and approximately 700 sf of retail space. On-site bicycle (98 total spaces with 82 Class 1 and 16 Class 2 spaces) and automobile parking (54 spaces) would also be provided as part of the variant.

EXEMPT STATUS

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

DETERMINATION

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

Lisa M. Gibson
Environmental Review Officer

Date

10/14/16

cc: Adam Tartakovsky, Project Sponsor; Supervisor Jane Kim, District 6, Michael Jacinto, Current Planning Division; Virna Byrd, M.D.F.; Exemption/Exclusion File

PROJECT APPROVAL

The proposed 524 Howard Street project would require the following approvals:

San Francisco Planning Commission

- Downtown Project Authorization, pursuant to *Planning Code* Section 309, including exceptions (under *Planning Code* provisions) with regard to tower separation requirements (Section 132.1); rear yard requirements (Section 134(d)); upper tower height extension in S bulk districts (Section 263.9); and bulk requirement in S bulk district (Section 270).

San Francisco Zoning Administrator

- Variance from dwelling unit exposure requirements (Section 140)

San Francisco Recreation and Park Commission

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

San Francisco Municipal Transportation Agency

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

San Francisco Department of Building Inspection

- Review and approval of building and demolition permits.

San Francisco Public Utilities Commission

- Review and approval of the stormwater management system to meet the Stormwater Design Guidelines.
- Review and approval of an Erosion and Sediment Control Plan in accordance with Article 4.1 of the San Francisco Public Works Code for construction activities.

San Francisco Public Works

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

Bay Area Air Quality Management District

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

The Downtown Project Authorization is considered the project approval action for the purpose of establishing the start of the 30-day appeal period for this CEQA exemption determination pursuant to Section 31.04(h) of the San Francisco Administrative Code.

COMMUNITY PLAN EXEMPTION OVERVIEW

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

This determination evaluates the potential project-specific environmental effects of the 524 Howard Street project and variant described above, and incorporates by reference information contained in the Programmatic EIR (PEIR) for the Transit Center District Plan (TCDP).¹ Project-specific studies were prepared for the proposed project to determine if the project would result in any significant environmental impacts that were not identified in the TCDP PEIR. The 524 Howard Street project has been determined to be consistent with the development density and building height limits established by the TCDP.²

After years of analysis, community outreach, and public review, the TCDP PEIR was adopted in May 2012.³ The TCDP PEIR was adopted to result in new planning policies and controls for land use; urban form, including building height and design; street network modifications/public realm improvements; historic preservation; and district sustainability, including the enhancement of green building standards in the district, among other features. The TCDP allows for height limit increases in subareas composed of multiple parcels or blocks within the TCDP plan area. It also includes one or more financial programs to support the Transit Center Program and other public infrastructure and amenities in the area, through the implementation of one or more new fees, taxes, or assessments that applied to new development.

The Planning Commission held public hearings to consider the various aspects of the TCDP and related Planning Code and Zoning Map amendments. On May 24, 2012, the Planning Commission certified the TCDP PEIR by Motion 18628.⁴ The Board of Supervisors affirmed the certification on July 5, 2012, by Motion M12-0078. The TCDP was adopted and became effective in September 2012, including a comprehensive program of zoning changes, including elimination of the floor area ratio (FAR) maximums and increased height limits on certain parcels, including the project site.

The TCDP PEIR is a comprehensive program-level EIR that presents an analysis of the environmental effects of implementation of the TCDP, as well as the potential impacts under several proposed alternative scenarios. The TCDP PEIR also included a project-level evaluation of the Salesforce Tower (also referred to as the Transit Tower). The TCDP plan area is centered on the new Transbay Transit Center site. The TCDP is a comprehensive plan for a portion of the southern downtown financial district and contains the overarching premise that to accommodate projected office-related job growth in the City, additional office development capacity must be provided in proximity to the City's greatest concentration of public transit service. The project site is within the C-3-O (SD) Downtown Office Special Development use district, and is also within the Transit Center C-3-O (SD) Commercial Special Use District (SUD), identified in the Plan, in which the limits on non-commercial space apply (*Planning Code* Section 248). The project site is also located within the Transbay Redevelopment Plan C-3 Special Use District, which is coterminous with Zone 2 of the Redevelopment Area and which contains additional land use controls to implement the Transbay Redevelopment Plan and its companion documents (*Planning Code* Section 249.28). The TCDP establishes new development impact fees to be collected from almost all development projects within the C-3-O (SD) District. These include the Transit Center District Open Space Impact Fee and Fund, Transit Center District Transportation and Street Improvement Impact Fee and Fund, and the Transit Center District Mello Roos Community Facilities District Program. The Transbay Transit Center building site is located north of the

¹ Planning Department Case Nos. 2007.0558E and 2008.0789E and State Clearinghouse No. 2008072073

² San Francisco Planning Department, Community Plan Exemption Eligibility Determination, Citywide Planning and Policy Analysis, 524 Howard Street, August 2016. This document is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, as part of Case File No. 20013.0882ENV.

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

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

project site, across Natoma Street, and would extend from Beale Street westward almost to Second Street. Anticipated for completion in 2017, the five-story (three above ground) Transbay Transit Center will provide a one-million-square-foot regional bus and rail station with a 5-acre public park atop the building. The 524 Howard Street project site was analyzed in the TCDP EIR as a site with an office building up to 450 feet in height.

Individual projects that could occur in the future under the TCDP will undergo project-level environmental evaluation to determine if they would result in further impacts specific to the development proposal, the site, and the time of development and to assess whether additional environmental review would be required. This determination concludes that the proposed project/variant at 524 Howard Street is consistent with and was encompassed within the analysis in the TCDP PEIR. This determination also finds that the TCDP PEIR adequately anticipated and described the impacts of the proposed 524 Howard Street project/variant, and identified the mitigation measures applicable to the 524 Howard Street project. The proposed project/variant is also consistent with the zoning controls and the provisions of the Planning Code applicable to the project site.^{5,6} Therefore, no further CEQA evaluation for the 524 Howard Street project/variant is required. In sum, the TCDP PEIR and this Certificate of Exemption comprise the full and complete CEQA evaluation necessary for the proposed project/variant.

PROJECT SETTING

The project site is located on a single parcel (Lot 13) located mid-block between 1st Street and 2nd Street along Howard Street within the Transit Center District Plan (TCDP) subarea of the San Francisco General Plan's Downtown Plan. The site is 2 blocks (0.3 miles) north of Interstate 80, and is 12,282 square feet (sf) or 0.28 acres in size. Both Howard Street and Natoma Street front that site, which is currently developed with a surface parking lot and kiosk.

Development in the vicinity consists primarily of high-rise office buildings, interspersed with low-rise buildings. The block on which the project site is located contains one mid-rise office building (known as Foundry Square IV) to the east of the project site. To the west, four low-rise buildings (currently containing offices, a nightclub, and retail uses) are located between the project site and the elevated roadway associated with the Transbay Transit Center that is currently under construction. Development to the south is consistent with the block on which the project site is located. The Transbay Transit Center building site is located immediately north of the project site and extends from Beale Street westward almost to Second Street. Anticipated for completion in 2019, the five-story (three above ground) Transbay Transit Center will provide a one-million-square-foot regional bus and rail station with a five-acre public park atop the building. Numerous other high-rise residential and office buildings are planned or under construction in the surrounding area.

The nearest open spaces to the project site include Union Square (bounded by Post, Stockton, Geary, and Powell Streets), St. Mary's Square (bounded by California, Quincy, Kearny, and Pine Streets), and Rincon Park (a Redevelopment Agency property along the Embarcadero). The rooftop of the Transbay Transit Center will be developed as a 5.4-acre public open space. Additional open space will be constructed at the

⁵ San Francisco Planning Department, Community Plan Exemption Eligibility Determination, Citywide Planning and Policy Analysis, 524 Howard Street, August 2016. This document is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, as part of Case File No. 20013.0882ENV.

⁶ San Francisco Planning Department, Community Plan Exemption Eligibility Determination, Current Planning Analysis, 524 Howard Street, August 2016. This document is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, as part of Case File No. 2013.0882E.

southwestern corner of First and Mission Streets. There are numerous privately owned, publicly accessible plazas, gardens and open spaces nearby.

POTENTIAL ENVIRONMENTAL EFFECTS

The TCDP PEIR included analyses of environmental issues including: land use; plans and policies; aesthetics; population, housing, business activity, and employment (growth inducement); cultural resources; transportation; noise; air quality; greenhouse gas emissions; wind and shadow; recreation and public space; utilities and service systems; public services; biological resources; geology, soils, and seismicity; hydrology and water quality; hazards and hazardous materials; mineral and energy resources; and agricultural and forestry resources. The 524 Howard Street project or variant is in substantial conformance with the height, use and density for uses within the TCDP as described in the TCDP PEIR and would represent a small part of the growth that was forecast for the TCDP plan area. Thus, the plan analyzed in the TCDP PEIR considered the incremental impacts of development of the 524 Howard Street with either the project or variant. The project/variant would not result in any new or substantially more severe impacts than were identified in the TCDP PEIR.

Significant and unavoidable impacts were identified in the TCDP PEIR for the following topics: aesthetics (public views and visual character), cultural resources (historic architectural resources), transportation and circulation, operational noise, air quality (toxic air contaminants, criteria air pollutants) and shadow. Pursuant to SB 743 and Public Resources Code Section 21099, effective 2014, aesthetic impacts are not considered for the 524 Howard Street project/variant. The project/variant would contribute to the significant and unavoidable impacts to cultural and paleontological resources, transportation and circulation, operational noise, air quality, and shadow.

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

Table 1 – TCDP PEIR Mitigation Measures

Mitigation Measure	Applicability	Compliance
D. Cultural and Paleontological Resources		
M-CP-1: Subsequent Archeological Testing Program	Applicable: there is a moderate potential for discovering intact prehistoric archaeological deposits in the project site	The project sponsor has agreed to undertake the Subsequent Archeological Testing Program
M-CP-3a: HABS/HAER Documentation	Not Applicable: This measure applies to historic resources/structures, of which there are none on the project site	N/A
M-CP-3b: Public Interpretative Displays	Not Applicable: This measure applies to historic resources/structures, of which there are none on the project site	N/A
M-CP-3c: Relocation of Historic Resources	Not Applicable: This measure applies to historic resources/structures, of which there are none on the project site	N/A

Mitigation Measure	Applicability	Compliance
M-CP-3d: Salvage of Historical Resources	Not Applicable: This measure applies to historic resources/structures, of which there are none on the project site	N/A
M-CP-5a: Construction Best Practices for Historical Resources	Applicable: Construction would be undertaken in proximity to historic buildings	The project sponsor has agreed to incorporate best practices for historical resources into the construction specifications
M-CP-5b: Construction Monitoring Program for Historical Resources	Applicable: Construction would be undertaken in proximity to historic buildings	The project sponsor has agreed to undertake a monitoring program to minimize damage to adjacent buildings
E. Transportation		
M-TR-1a: Signal Timing Optimization (Stockton/Geary Streets, Kearny/Sutter Streets, Battery/California Streets, Embarcadero/Washington Street, Third/Folsom Streets, Beale/Folsom Streets, Embarcadero/Folsom Street)	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1b: Taxi Left-Turn Prohibition (Third/Mission Streets)	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1c: Beale / Mission Streets Bulbs and Optimization.	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1d: Stewart/Howard Streets Restriping.	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1e: Beale / Folsom Streets Left-Turn Prohibition and Signal Optimization.	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1f: Third / Harrison Streets Restriping.	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1g: Hawthorne / Harrison Streets Restriping.	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1h: Second / Harrison Streets Turn Prohibition and Optimization.	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1i: Third / Bryant Streets Bulbs and Optimization.	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1j: Second / Bryant Streets Bulbs and Optimization.	Not applicable; automobile delay removed from CEQA analysis.	N/A

Mitigation Measure	Applicability	Compliance
M-TR-1k: Second / Tehama Streets Restriping and Optimization.	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-1m: Downtown Traffic Signal Study.	Not applicable; automobile delay removed from CEQA analysis.	N/A
M-TR-3a: Installation and Operation of Transit-Only and Transit Queue-Jump Lanes.	Not applicable: Plan-level mitigation by SFMTA	N/A
M-TR-3b: Exclusive Muni Use of Mission Street Boarding Islands.	Not applicable: Plan-level mitigation by SFMTA	N/A
M-TR-3c: Transit Improvements on Plan Area Streets.	Not applicable: Plan-level mitigation by SFMTA	N/A
M-TR-3d: Increased Funding to Offset Transit Delays.	Not applicable: Plan-level mitigation that would require fee legislation.	N/A
M-TR-3e: Increased Funding of Regional Transit.	Not applicable: Plan-level mitigation that would require fee legislation.	N/A
M-TR-4a: Widen Crosswalks.	Not applicable: Plan-level mitigation by SFMTA	N/A
M-TR-5: Garage/Loading Dock Attendant.	Applicable: Resident vehicles entering and exiting the project site could increase the potential for transit, pedestrian, and bicyclist conflicts.	The project sponsor has agreed to provide a parking garage/loading attendant at the project site.
M-TR-7a: Loading Dock Management.	Applicable: Loading dock activities entering and exiting the project site could increase the potential for transit, pedestrian, and bicyclist conflicts.	The project sponsor has agreed to prepare and implement a parking garage/loading management plan at the project site.
M-TR-7b: Augmentation of On-Street Loading Space Supply.	Not applicable: Plan-level mitigation by SFMTA	N/A
M-TR-9: Construction Coordination.	Applicable: Project construction would contribute to cumulative impacts to transit, pedestrian, and bicycle circulation	The project sponsor has agreed to develop and implement a construction management plan
F. Noise and Vibration		
M-NO-1a: Noise Survey and Measurements for Residential Uses	Applicable: The project/variant would include residential uses	The project sponsor has prepared a noise study to determine the noise insulation requirements to meet noise standards
M-NO-1b: Noise Minimization for Residential Open Space	Applicable: the project/variant would include residential open space	The project sponsor has prepared a noise study to determine noise levels and whether additional noise reduction within common

Mitigation Measure	Applicability	Compliance
		residential open spaces is necessary
M-NO-1c: Noise Minimization for Non-Residential Uses	Not Applicable: This measure applies to new nonresidential sensitive receptors such as child care centers, schools, libraries, and the like, of which there are none in the subject project/variant	N/A
M-NO-1d: Mechanical Equipment Noise Standard	Applicable: The project/variant would include residential uses	The project sponsor has prepared a noise study to identify the location of existing rooftop equipment and take its noise generation into account in determining noise insulation requirements
M-NO-1e: Interior Mechanical Equipment	Applicable: The project/variant would include mechanical equipment	The project sponsor has agreed to determine the effects of that equipment on adjacent uses and incorporate controls to achieve maximum feasible reduce in equipment noise in compliance with San Francisco Noise Ordinance requirements
M-NO-2a: Noise Control Measures During Pile Driving	Not Applicable: Impact pile driving is not anticipated as part of the project/variant. As a component of the project, support piles would be pre-drilled and either pressed in or cast in place and would not require the use of an impact pile driver, consistent with this measure	N/A
M-NO-2b: General Construction Noise Control Measures	Applicable: The project/variant would include construction activities	The project sponsor has agreed to implement general construction noise measures
M-C-NO: Cumulative Construction Noise Control Measures	Not Applicable: There is no existing City-sponsored construction noise control program for the TCDP area or other area-wide program developed to reduce the potential effects of construction noise in the project site vicinity	N/A
G. Air Quality		
M-AQ-2: Implementation of Risk and Hazard Overlay Zone and Identification of Health Risk Reduction Policies	Not Applicable: M-AQ-2 has been implemented by the City through establishment of an Air Pollutant Exposure Zone and	N/A

Mitigation Measure	Applicability	Compliance
	enhanced ventilation requirements under Article 38	
M-AQ-3: Siting of Uses that Emit DPM and Other TACs	Applicable: The project/variant would include backup emergency generators	Consistent with current Planning Department practice, the project sponsor has agreed to ensure that the backup diesel generators meet or exceed one of the following emission standards for particulate matter: (1) Tier 4 certified engine, or (2) Tier 2 or Tier 3 certified engine that is equipped with a California Air Resources Board Level 3 Verified Diesel Emissions Control Strategy
M-AQ-4a: Construction Vehicle Emissions Minimization	Applicable: The project/variant would involve the use of construction equipment that would emit criteria air pollutants	The project sponsor has agreed to include in the construction specifications a requirement that all equipment be maintained in accordance with manufacturer’s specifications and checked by a certified mechanic
M-AQ-4b: Dust Control Plan	Applicable: The project/variant would involve more than 5,000 cubic yards of excavation for a period lasting more than four weeks.	The project sponsor will prepare and implement a dust control plan during construction
M-AQ-5: Construction Vehicle Emissions Evaluation and Minimization	Applicable: The project site is located in an identified Air Pollutant Exposure Zone and require heavy duty off-road diesel vehicles and equipment during construction	Consistent with current Planning Department practices, the project sponsor has agreed to comply with the construction exhaust emissions reduction requirements
I. Wind		
M-WI-2: Tower Design to Minimize Pedestrian Wind Speeds	Applicable: Development of the project site would affect ground-level wind speeds	The project sponsor has undertaken a wind study that includes analysis of wind speeds at the pedestrian level and atop the Transbay Transit Center park. The project sponsor would seek an exception under San Francisco Planning Code Section 309 to address incremental increases in wind speeds cause by the project that would result in exceedances of the pedestrian comfort criteria

Mitigation Measure	Applicability	Compliance
N. Biological Resources		
M-BI-1a: Pre-Construction Bird Surveys	Applicable: Development of the project could disturb nesting birds	The project sponsor has agreed to undertake pre-construction bird surveys
M-BI-1b: Pre-Construction Bat Surveys	Applicable: Development of the project could disturb special-status bats	The project sponsor has agreed to undertake pre-construction bat surveys
L. Hazardous Materials		
M-HZ-2a: Site Assessment and Corrective Action for Sites Located Bayward of Historic Tide Line	Not Applicable: The project site is located landward of the historic high tide line	N/A
M-HZ-2b: Site Assessment and Corrective Action for Sites Located Landward of Historic Tide Line	Not Applicable: This measure is superseded by Article 22A of the health code.	The project sponsor has submitted a Maher Application and Phase I Environmental Site Assessment to the San Francisco Department of Public Health
M-HZ-2c: Site Assessment and Corrective Action for All Sites	Not Applicable: This measure is superseded by Article 22A of the health code.	The project sponsor has submitted a Maher Application and Phase I Environmental Site Assessment to the San Francisco Department of Public Health
M-HZ-3: Hazardous Building Materials Abatement	Not Applicable: The project would not involve demolition of an existing building	N/A

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

PUBLIC NOTICE AND COMMENT

A "Notification of Project Receiving Environmental Review" was mailed on January 6, 2016 to adjacent occupants and owners of properties within 300 feet of the project site. No comments were received in response to the notice. The proposed project/variant would not result in significant adverse environmental impacts associated with the issues identified by the public beyond those identified in the TCDP PEIR.

CONCLUSION

As summarized above and further discussed in the CPE Checklist⁷:

1. The proposed project/variant is consistent with the development density established for the project site in the TCDP;
2. The proposed project/variant would not result in effects on the environment that are peculiar to the project/variant or the project site that were not identified as significant effects in the TCDP PEIR;

⁷ The CPE Checklist is available for review at the Planning Department, 1650 Mission Street, Suite 400, San Francisco, in Case File No. 2013.0882ENV.

3. The proposed project/variant would not result in potentially significant off-site or cumulative impacts that were not identified in the TCDP PEIR;
4. The proposed project/variant would not result in significant effects, which, as a result of substantial new information that was not known at the time the TCDP PEIR was certified, would be more severe than were already analyzed and disclosed in the PEIR; and
5. The project sponsor will undertake feasible mitigation measures specified in the TCDP PEIR to mitigate project-related significant impacts.

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

EXHIBIT C

Mitigation Monitoring and Reporting Program – 524 Howard Street Community Plan Exemption				
Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Status/Date Complete
Cultural Resources				
<p>Project Mitigation Measure 1: Construction Best Practices for Historical Resources. The project sponsor of a development project in the plan area shall incorporate into construction specifications for the proposed project a requirement that the construction contractor(s) use all feasible means to avoid damage to adjacent and nearby historic buildings, including, but not necessarily limited to, staging of equipment and materials as far as possible from historic buildings to avoid direct impact damage; using techniques in demolition (of the parking lot), excavation, shoring, and construction that create the minimum feasible vibration; maintaining a buffer zone when possible between heavy equipment and historical resource(s) within 125 feet, as identified by the Planning Department; appropriately shoring excavation sidewalls to prevent movement of adjacent structures; design and installation of the new foundation to minimize uplift of adjacent soils; ensuring adequate drainage from adjacent sites; covering the roof of adjacent structures to avoid damage from falling objects; and ensuring appropriate security to minimize risks of vandalism and fire.</p>	Project sponsor and/or construction contractor	Prior to issuance of permit	ERO	Considered complete upon project sponsor's submittal of Construction Specifications to ERO for review and approval. Date: Signature:
<p>Project Mitigation Measure 2: Construction Monitoring Program for Historical Resources. The project sponsor shall undertake a monitoring program to minimize damage to adjacent historic buildings and to ensure that any such damage is documented and repaired. The monitoring program would include the following components. Prior to the start of any ground-disturbing activity, the project sponsor shall engage a historic architect or qualified historic preservation professional to undertake a preconstruction survey of historical resource(s) identified by the Planning Department within 125 feet of planned construction to document and photograph the buildings' existing conditions. Based on the construction and condition of the resource(s), the consultant shall also establish a maximum vibration level that shall not be exceeded at each building, based on existing condition, character-defining features, soils conditions, and anticipated construction practices (a common standard is 0.2 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 vibration levels be observed in excess of the standard, construction shall be halted and alternative techniques put in practice, to the extent feasible. The consultant shall conduct regular periodic inspections of each building during ground-disturbing activity on the project site. Should damage to either building occur, the building(s) shall be remediated to its preconstruction condition at the conclusion of ground-disturbing activity on the site.</p>	Project sponsor/qualified structural engineer and/or architectural historian consultant at the direction of the ERO.	Prior to any staging or ground-disturbing activities on the project site.	ERO	Considered complete upon receipt by ERO of final report. Date: Signature:
<p>Project Mitigation Measure 3: Subsequent Archeological Testing Program. When a project is to be developed within the TCDP plan area, it will be subject to preliminary archeological review by the Planning Department archeologist. This in-house review will assess whether there are gaps in the necessary background information needed to make an informed archaeological sensitivity assessment. This assessment will be based upon the information presented in the TCDP Archeological Research Design and Treatment Plan (Far Western Anthropological Research Group, Inc., Archeological Research Design and Treatment Plan for the Transit Center District Plan Area, San Francisco, California, February 2010), as well as any more recent investigations that may be relevant. If data gaps are</p>	Project sponsor and Planning Department archeologist or a qualified archeological consultant from the Planning Department	Prior to any ground-disturbing activities on the project site.	ERO to review and approve the Archeological Testing Program.	Considered complete upon review and approval by ERO of results of Archeological Testing Program/Archeological Monitoring Program/Archeological Data

EXHIBIT C

Mitigation Monitoring and Reporting Program – 524 Howard Street Community Plan Exemption				
Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Status/Date Complete
<p>identified, then additional investigations, such as historic archival research or geoarchaeological coring, may be required to provide sufficiently detailed information to make an archaeological sensitivity assessment.</p> <p>If the project site is considered to be archaeologically sensitive and based on a reasonable presumption that archaeological resources may be present within the project site, the following measures shall be undertaken to avoid any potentially significant adverse effect from the proposed project on buried or submerged historical resources. The project sponsor shall retain the services of an archeological consultant from the Planning Department (“Department”), pool of qualified archaeological consultants as provided by the Department archaeologist. The archeological consultant shall undertake an archeological testing program as specified herein. In addition, the consultant shall be available to conduct an archeological monitoring and/or data recovery program if required pursuant to this measure. The archeological consultant’s work shall be conducted in accordance with this measure and with the requirements of the TCDP archeological research design and treatment plan at the direction of the ERO. In instances of inconsistency between the requirement of the project archaeological research design and treatment plan and of this archaeological mitigation measure, the requirements of this archaeological mitigation measure shall prevail. All plans and reports prepared by the consultant as specified herein shall be submitted first and directly to the ERO for review and comment, and shall be considered draft reports subject to revision until final approval by the ERO. Archeological monitoring and/or data recovery programs required by this measure could suspend construction of the project for up to a maximum of four weeks. At the direction of the ERO, the suspension of construction can be extended beyond four weeks only if such a suspension is the only feasible means to reduce to a less than significant level potential effects on a significant archeological resource as defined in CEQA Guidelines Sections 15064.5 (a) (c).</p> <p>Archeological Testing Program. The archeological consultant shall prepare and submit to the ERO for review and approval an archeological testing plan (ATP). The archeological testing program shall be conducted in accordance with the approved ATP. The ATP shall identify the property types of the expected archeological resource(s) that potentially could be adversely affected by the proposed project, the testing method to be used, and the locations recommended for testing. The purpose of the archeological testing program will be to determine to the extent possible the presence or absence of archeological resources and to identify and to evaluate whether any archeological resource encountered on the site constitutes an historical resource under CEQA.</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. 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> <ul style="list-style-type: none"> ▲ The proposed project shall be re-designed so as to avoid any adverse effect on the significant 	<p>pool.</p>			<p>Recovery Program, as applicable.</p> <p>Date:</p> <p>Signature:</p>

EXHIBIT C

Mitigation Monitoring and Reporting Program – 524 Howard Street Community Plan Exemption				
Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Status /Date Complete
<p>archeological resource; or</p> <ul style="list-style-type: none"> ▲ 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>Archeological Monitoring Program. If the ERO in consultation with the archeological consultant determines that an archeological monitoring program shall be implemented, the archeological consultant shall prepare an archeological monitoring plan (AMP):</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; ▲ Archeological monitoring shall conform to the requirements of the final AMP reviewed and approved by the ERO; ▲ The archeological consultant shall advise all project contractors to be on the alert for evidence of the presence of the expected resource(s), of how to identify the evidence of the expected resource(s), and of the appropriate protocol in the event of apparent discovery of an archeological resource; ▲ The archeological monitor(s) shall be present on the project site according to a schedule agreed upon by the archeological consultant and the ERO until the ERO has, in consultation with project archeological consultant, determined that project construction activities could have no effects on significant archeological deposits; ▲ The archeological monitor shall record and be authorized to collect soil samples and artifactual/ecofactual material as warranted for analysis; ▲ If an intact archeological deposit is encountered, all soils-disturbing activities in the vicinity of the deposit shall cease. The archeological monitor shall be empowered to temporarily redirect demolition/excavation/pile driving/construction activities and equipment until the deposit is evaluated. If in the case of pile driving activity (foundation, shoring, etc.), the archeological monitor has cause to believe that the pile driving activity may affect an archeological resource, the pile driving activity shall be terminated until an appropriate evaluation of the resource has been made in consultation with the ERO. The archeological consultant shall immediately notify the ERO of the encountered archeological deposit. The archeological consultant shall make a reasonable effort to assess the identity, integrity, and significance of the encountered 				

EXHIBIT C

Mitigation Monitoring and Reporting Program – 524 Howard Street Community Plan Exemption				
Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Status/Date Complete
<p>archeological deposit, and present the findings of this assessment to the ERO.</p> <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.</p> <p>Archeological Data Recovery Program. The archeological data recovery program shall be conducted in accord with an archeological data recovery plan (ADRP). The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the ADRP prior to preparation of a draft ADRP. The archeological consultant shall submit a draft ADRP to the ERO. The ADRP shall identify how the proposed data recovery program will preserve the significant information the archeological resource is expected to contain. That is, the ADRP will identify what scientific/historical research questions are applicable to the expected resource, what data classes the resource is expected to possess, and how the expected data classes would address the applicable research questions. Data recovery, in general, should be limited to the portions of the historical property that could be adversely affected by the proposed project. Destructive data recovery methods shall not be applied to portions of the archeological resources if nondestructive methods are practical.</p> <p>The scope of the ADRP shall include the following elements:</p> <ul style="list-style-type: none"> ▲ Field Methods and Procedures. Descriptions of proposed field strategies, procedures, and operations. ▲ Cataloguing and Laboratory Analysis. Description of selected cataloguing system and artifact analysis procedures. ▲ Discard and Deaccession Policy. Description of and rationale for field and post-field discard and deaccession policies. ▲ Interpretive Program. Consideration of an on-site/off-site public interpretive program during the course of the archeological data recovery program. ▲ Security Measures. Recommended security measures to protect the archeological resource from vandalism, looting, and non-intentionally damaging activities. ▲ Final Report. Description of proposed report format and distribution of results. ▲ Curation. Description of the procedures and recommendations for the curation of any recovered data having potential research value, identification of appropriate curation facilities, and a summary of the accession policies of the curation facilities. <p>Human Remains and Associated or Unassociated Funerary Objects. The treatment of human remains and of associated or unassociated funerary objects discovered during any soils disturbing activity shall comply with applicable state and federal laws. This shall include immediate notification of the Coroner of the City and County of San Francisco and in the event of the Coroner's determination that the human remains are Native American remains, notification of the California State Native American Heritage Commission (NAHC) who shall appoint a Most Likely Descendant (MLD) (Pub. Res. Code Sec. 5097.98). The archeological consultant, project sponsor, and MLD</p>				

EXHIBIT C

Mitigation Monitoring and Reporting Program – 524 Howard Street Community Plan Exemption				
Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Status/Date Complete
<p>shall make all reasonable efforts to develop an agreement for the treatment of, with appropriate dignity, human remains and associated or unassociated funerary objects (CEQA Guidelines, Sec. 15064.5(d)). The agreement should take into consideration the appropriate excavation, removal, recordation, analysis, custodianship, curation, and final disposition of the human remains and associated or unassociated funerary objects.</p> <p>Final Archeological Resources Report. The archeological consultant shall submit a Draft Final Archeological Resources Report (FARR) to the ERO that evaluates the historical significance of any discovered archeological resource and describes the archeological and historical research methods employed in the archeological testing/monitoring/data recovery program(s) undertaken. Information that may put at risk any archeological resource shall be provided in a separate removable insert within the final report.</p> <p>Once approved by the ERO, copies of the FARR shall be distributed as follows: California Archaeological Site Survey Northwest Information Center (NWIC) shall receive one (1) copy and the ERO shall receive a copy of the transmittal of the FARR to the NWIC. The Major Environmental Analysis division of the Planning Department shall receive one bound, one unbound and one unlocked, searchable PDF copy on CD of the FARR along with copies of any formal site recordation forms (CA DPR 523 series) and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. In instances of high public interest in or the high interpretive value of the resource, the ERO may require a different final report content, format, and distribution than that presented above.</p>				
Transportation				
<p>Project Mitigation Measure 4: Parking Garage/Loading Attendant: If warranted by project-specific conditions, the project sponsor of a development project in the plan area shall ensure that building management employs attendant(s) for the project's parking garage and/or loading dock, as applicable. The attendant would be stationed as determined by the project-specific analysis, typically at the project's driveway to direct vehicles entering and exiting the building and avoid any safety-related conflicts with pedestrians on the sidewalk during the AM and PM peak periods of traffic and pedestrian activity, with extended hours as dictated by traffic and pedestrian conditions and by activity in the project garage and loading dock. Each project shall also install audible and/or visible warning devices, or comparably effective warning devices as approved by the Planning Department and/or the Sustainable Streets Division of the Municipal Transportation Agency, to alert pedestrians of the outbound vehicles from the parking garage and/or loading dock, as applicable.</p>	Project sponsor	Prior to occupancy	ERO, SFMTA, and/or Fire Department (SFFD)	Considered complete upon verification of provisions by ERO or designated staff. Date: Signature:
<p>Project Mitigation Measure 5: Parking Garage/Loading Management Plan: To ensure that off-street loading facilities are efficiently used and that trucks longer than can be safely accommodated are not permitted to use a building's loading dock, and the project sponsor of a development project in the plan area shall develop a plan for management of the building's loading dock and shall ensure that tenants in the building are informed of limitations and conditions on the loading schedules and truck size. Such a management plan could include strategies such as the use of an attendant to direct and guide trucks (see Project Mitigation Measure 4), installing a 'Full' sign at the</p>	Project sponsor	Prior to occupancy; Revise Management Plan as necessary to reflect changes in generally accepted technology or	ERO, SFMTA, and/or SFFD	Initial completion upon receipt of Management Plan by ERO for review and approval. Date:

EXHIBIT C

Mitigation Monitoring and Reporting Program – 524 Howard Street Community Plan Exemption				
Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Status/Date Complete
garage/loading dock driveway, limiting activity during peak hours, installation of audible and/or visual warning devices, and other features. Additionally, as part of the project application process, the project sponsor shall consult with the Municipal Transportation Agency concerning the design of loading and parking facilities. Typically, a building property manager dictates the maximum size of trucks that can be accommodated by a building's loading dock, and when trucks may access the project site.	Project sponsor	operation protocols, or changes in conditions	ERO, SFMTA, and/or SFFD	Signature: Revisions – as determined necessary by ERO, SFMTA and/or SFFD.
Project Mitigation Measure 6: Designated Loading Areas (Variant Only): The project sponsor shall designate and provide signage for on-site loading spaces to be used for freight loading and/or tour bus loading spaces.	Project sponsor	Prior to occupancy	ERO, SFMTA, and/or SFFD	Considered complete upon verification of provisions by ERO or designated staff. Date: Signature:
<p>Project Mitigation Measure 7: Construction Management Plan: To minimize potential disruptions to transit, traffic, and pedestrian and bicyclists, the project sponsor and/or construction contractor for any individual development project in the TCDP plan area shall develop a Construction Management Plan that could include, but not necessarily be limited to, the following:</p> <ul style="list-style-type: none"> ▲ Limit construction truck movements to the hours between 9:00 a.m. and 4:00 p.m. (or other times, if approved by the Municipal Transportation Agency) to minimize disruption of traffic, transit, and pedestrian flow on adjacent streets and sidewalks during the weekday AM and PM peak periods; ▲ Identify optimal truck routes to and from the site to minimize impacts to traffic, transit, pedestrians, and bicyclists; and ▲ Encourage construction workers to use transit when commuting to and from the site, reducing the need for parking. <p>The project sponsor shall also coordinate with the Municipal Transportation Agency/Sustainable Streets Division, the Transbay Joint Powers Authority, and construction manager(s)/ contractor(s) for the Transit Center project, and with Muni, AC Transit, Golden Gate Transit, and SamTrans, as applicable, to develop construction phasing and operations plans that would result in the least amount of disruption that is feasible to transit operations, pedestrian and bicycle activity, and vehicular traffic.</p>	Project sponsor and/or construction contractor	Prior to issuance of permit	ERO, SFMTA, and/or SFFD	Considered complete upon project sponsor's submittal of plan to ERO for review and approval. Upon approval, resources made available to contractor and affected agencies (e.g. SFMTA, SFFD) Date: Signature:
Noise				
Project Mitigation Measure 8: Interior Mechanical Equipment: The Planning Department shall require, as part of subsequent project-specific review under CEQA, that effects of mechanical equipment noise on adjacent and nearby noise-sensitive uses be evaluated by a qualified acoustical consultant and that control of mechanical noise,	ERO and acoustical consultant	During preparation of CEQA documentation	ERO	Considered complete upon completion of environmental review.

EXHIBIT C

Mitigation Monitoring and Reporting Program – 524 Howard Street Community Plan Exemption				
Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Status /Date Complete
<p>as specified by the acoustical consultant, be incorporated into the final project design of new buildings to achieve the maximum feasible reduction of building equipment noise, consistent with <i>Building Code</i> and Noise Ordinance requirements and CEQA thresholds, such as through the use of fully noise-insulated enclosures around rooftop equipment and/or incorporation of mechanical equipment into intermediate building floor(s).</p> <p>Project Mitigation Measure 9: General Construction Noise Control Measures: To ensure that project noise from construction activities is minimized to the maximum extent feasible, the project sponsor of a development project in the plan area shall undertake the following:</p> <ul style="list-style-type: none"> ▲ The project sponsor of a development project in the plan area shall require the general contractor to ensure that equipment and trucks used for project construction utilize the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures and acoustically-attenuating shields or shrouds, wherever feasible). ▲ The project sponsor of a development project in the plan area shall require the general contractor to locate stationary noise sources (such as compressors) as far from adjacent or nearby sensitive receptors as possible, to muffle such noise sources, and to construct barriers around such sources and/or the construction site, which could reduce construction noise by as much as five dBA. To further reduce noise, the contractor shall locate stationary equipment in pit areas or excavated areas, if feasible. ▲ The project sponsor of a development project in the plan area shall require the general contractor to use impact tools (e.g., jack hammers, pavement breakers, and rock drills) that are hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. Where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used, along with external noise jackets on the tools, which could reduce noise levels by as much as 10 dBA. ▲ The project sponsor of a development project in the plan area shall include noise control requirements in specifications provided to construction contractors. Such requirements could include, but not be limited to, performing all work in a manner that minimizes noise to the extent feasible; use of equipment with effective mufflers; undertaking the noisiest activities during times of least disturbance to surrounding residents and occupants, as feasible; and selecting haul routes that avoid residential buildings inasmuch as such routes are otherwise feasible. ▲ Prior to the issuance of each building permit, along with the submission of construction documents, the project sponsor of a development project in the plan area shall submit to the Planning Department and Department of Building Inspection (DBI) a list of measures to respond to and track complaints pertaining to construction noise. These measures shall include (1) a procedure and phone numbers for notifying DBI, the Department of Public Health, and the Police Department (during regular construction hours and off-hours); (2) a sign posted on-site describing noise complaint procedures and a complaint hotline number that shall be answered at all times 	<p>Project sponsor and/or construction contractor</p>	<p>Prior to issuance of permit/during construction</p>	<p>ERO and building inspector (DBI)</p>	<p>Date: Signature: Considered complete upon completion of construction.</p> <p>Date: Signature:</p>

EXHIBIT C

Mitigation Monitoring and Reporting Program – 524 Howard Street Community Plan Exemption				
Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Status /Date Complete
during construction; (3) designation of an on-site construction complaint and enforcement manager for the project; and (4) notification of neighboring residents and non-residential building managers within 300 feet of the project construction area at least 30 days in advance of extreme noise generating activities (defined as activities generating noise levels of 90 dBA or greater) about the estimated duration of the activity.	Project sponsor and/or construction contractor	Prior to issuance of permit/during construction	ERO and DBI	Considered complete upon completion of construction. Date: Signature:
Project Mitigation Measure 10: Cumulative Construction Noise Control Measures: The project sponsor of a development project in the plan area shall cooperate with and participate in any City-sponsored construction noise control program for the TODP plan area or other City-sponsored area-wide program developed to reduce potential effects of construction noise in the project vicinity. Elements of such a program could include a community liaison program to inform residents and building occupants of upcoming construction activities, staggering of construction schedules so that particularly noisy phases of work do not overlap at nearby project sites, and, potentially, noise and/or vibration monitoring during construction activities that are anticipated to be particularly disruptive.	Project sponsor and/or construction contractor	Prior to issuance of permit/during construction	ERO and DBI	Considered initially complete submittal of construction specifications to ERO with demonstration of implementation upon completion of construction and prior to issuance of Certificate of Occupancy. Date: Signature:
Air Quality				
Project Mitigation Measure 11: Dust Control Plan. To reduce construction-related dust emissions, the project sponsor of each development project in the plan area and each public infrastructure project (such as improvements to the public realm) in the plan area on a site of one-half acre or less but that would require more than 5,000 cubic yards of excavation lasting four weeks or longer shall incorporate into construction specifications the requirement for development and implementation of a site-specific Dust Control Plan as set forth in Article 22B of the <i>San Francisco Health Code</i> . The Dust Control Plan shall require the project sponsor to: submit a map to the Director of Public Health showing all sensitive receptors within 1,000 feet of the site; wet down areas of soil at least three times per day; provide an analysis of wind direction and install upwind and downwind particulate dust monitors; record particulate monitoring results; hire an independent, third party to conduct inspections and keep a record of those inspections; establish shut-down conditions based on wind, soil migration, etc.; establish a hotline for surrounding community members who may be potentially affected by project-related dust; limit the area subject to construction activities at any one time; install dust curtains and windbreaks on the property lines, as necessary; limit the amount of soil in hauling trucks to the size of the truck bed and secure soils with a tarpaulin; enforce a 15 mph speed limit for vehicles entering and exiting construction areas; sweep affected streets with water sweepers at the end of the day; install and utilize wheel washers to clean truck tires; terminate construction activities when winds exceed 25 miles per hour; apply soil stabilizers to inactive areas; and sweep adjacent streets to reduce particulate emissions. The project sponsor would be required to designate an individual to monitor compliance with dust control requirements.	Project sponsor and/or construction contractor	Prior to issuance of permit/during construction	ERO and DBI	Considered complete upon completion of construction with demonstration of
Project Mitigation Measure 12: Construction Vehicle Emissions Evaluation and Minimization. The project sponsor or the project sponsor's contractor shall comply with the following: 1) Engine Requirements.	Project sponsor and/or construction contractor	During construction	ERO	Considered complete upon completion of construction with demonstration of

EXHIBIT C

Mitigation Monitoring and Reporting Program – 524 Howard Street Community Plan Exemption																
Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Status/Date Complete												
<p>a) All off-road equipment greater than 25 horsepower (hp) and operating for more than 20 hours over the entire duration of construction activities shall have engines that meet or exceed either U.S. Environmental Protection Agency (USEPA) or California Air Resources Board (ARB) Tier 2 off-road emission standards and have been retrofitted with an ARB Level 3 Verified Diesel Emissions Control Strategy. Equipment with engines meeting Tier 4 Interim or Tier 4 Final off-road emissions standards automatically meet this requirement.</p> <p>b) Where access to alternative sources of power are available, portable diesel engines shall be prohibited.</p> <p>c) Diesel engines, whether for off-road or on-road equipment, shall not be left idling for more than two minutes, at any location, except as provided in exceptions to the applicable state regulations regarding idling for off-road and on-road equipment (e.g., traffic conditions, safe operating conditions). The Contractor shall post legible and visible signs in English, Spanish, and Chinese, in designated queuing areas and at the construction site to remind operators of the two minute idling limit.</p> <p>d) The Contractor shall instruct construction workers and equipment operators on the maintenance and tuning of construction equipment, and require that such workers and operators properly maintain and tune equipment in accordance with manufacturer specifications.</p> <p>2) Waivers</p> <p>a) The Planning Department's Environmental Review Officer or designee (ERO) may waive the alternative source of power requirement of Subsection (A)(2) if an alternative source of power is limited or infeasible at the project site. If the ERO grants the waiver, the Contractor must submit documentation that the equipment used for onsite power generation meets the requirements of Subsection (A)(1). The ERO may waive the equipment requirements of Subsection (A)(1) if: a particular piece of off-road equipment with an ARB Level 3 VDECS is technically not feasible; the equipment would not produce desired emissions reduction due to expected operating modes; installation of the equipment would create a safety hazard or impaired visibility for the operator; or, there is a compelling emergency need to use off-road equipment that is not retrofitted with an ARB Level 3 VDECS. If the ERO grants the waiver, the Contractor must use the next cleanest piece of off-road equipment, according to the table below.</p> <table border="1"> <thead> <tr> <th>Compliance Alternative</th> <th>Engine Emission Standard</th> <th>Emissions Control</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Tier 2</td> <td>ARB Level 2 VDECS</td> </tr> <tr> <td>2</td> <td>Tier 2</td> <td>ARB Level 1 VDECS</td> </tr> <tr> <td>3</td> <td>Tier 2</td> <td>Alternative Fuel*</td> </tr> </tbody> </table> <p>How to use the table: If the ERO determines that the equipment requirements cannot be met, then the project sponsor would need to meet Compliance Alternative 1. If the ERO determines that the contractor cannot supply off-road equipment meeting Compliance Alternative 1, then the contractor must meet Compliance Alternative 2. If the ERO determines that the contractor cannot supply off-road equipment meeting Compliance Alternative 2, then the</p>	Compliance Alternative	Engine Emission Standard	Emissions Control	1	Tier 2	ARB Level 2 VDECS	2	Tier 2	ARB Level 1 VDECS	3	Tier 2	Alternative Fuel*				<p>implementation upon completion of construction and prior to issuance of Certificate of Occupancy.</p> <p>Date:</p> <p>Signature:</p>
Compliance Alternative	Engine Emission Standard	Emissions Control														
1	Tier 2	ARB Level 2 VDECS														
2	Tier 2	ARB Level 1 VDECS														
3	Tier 2	Alternative Fuel*														

EXHIBIT C

Mitigation Monitoring and Reporting Program – 524 Howard Street Community Plan Exemption				
Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Status/Date Complete
<p>contractor must meet Compliance Alternative 3. *Alternative Fuels are not a VDECS.</p> <p>3) Construction Emissions Minimization Plan. Before starting on-site construction activities, the Contractor shall submit a Construction Emissions Minimization Plan to the ERO for review and approval. The plan shall state, in reasonable detail, how the Contractor will meet the requirements of Section 1.</p> <p>a) The plan shall include estimates of the construction timeline by phase, with a description of each piece of off-road equipment required for every construction phase. The description may include, but is not limited to: equipment type, equipment manufacturer, equipment identification number, engine model year, engine certification (Tier rating), hp, engine serial number, and expected fuel usage and hours of operation. For VDECS install, the description may include: technology type, serial number, make, model, manufacturer, ARB verification number level, and installation date and hour meter reading on installation date. For off-road equipment using alternative fuels, the description shall also specify the type of alternative fuel being used.</p> <p>b) The ERO shall ensure that all applicable requirements of the plan have been incorporated into the contract specifications. The plan shall include a certification statement that the contractor agrees to comply fully with the plan.</p> <p>c) The contractor shall make the plan available to the public for review on-site during work hours. The contractor shall post at the construction site, legible and visible sign summarizing the plan. The sign shall also state that the public may ask to inspect the plan for the project at any time during working hours and shall explain how to request to inspect the plan. The Contractor shall post at least one copy of the sign in a visible location on each side of the construction site facing a public right-of-way.</p> <p>4) Monitoring. After start of Construction Activities, the Contractor shall submit quarterly reports to the ERO documenting compliance with the plan. After completion of construction activities and prior to receiving a final certificate of occupancy, the project sponsor shall submit to the ERO a final report summarizing construction activities, including the start and end dates and duration of each construction phase, and the specific information required in the plan.</p>				
Biological Resources				
<p>Project Mitigation Measure 1.3: Pre-Construction Bird Surveys: Conditions of approval for building permits issued for construction within the TCDP plan area shall include a requirement for pre-construction breeding bird surveys when trees or vegetation would be removed or buildings demolished as part of an individual project. Pre-construction nesting bird surveys shall be conducted by a qualified biologist between February 1st and August 15th if vegetation (trees or shrubs) removal or building demolition is scheduled to take place during that period. If special-status bird species are found to be nesting in or near any work area or, for compliance with federal and state law concerning migratory birds, if birds protected under the federal Migratory Bird Treaty Act or the California Fish and Game Code are found to be nesting in or near any work area, an appropriate no-work buffer zone (e.g.,</p>	<p>Project sponsor and qualified biologist (with CDFW/USFWS consultation, as necessary)</p>	<p>Prior to removal of trees</p>	<p>ERO</p>	<p>Considered complete upon completion of survey and summary report submittal.</p> <p>Date:</p> <p>Signature:</p>

EXHIBIT C

Mitigation Monitoring and Reporting Program – 524 Howard Street Community Plan Exemption				
Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Status/Date Complete
<p>100 feet for songbirds) shall be designated by the biologist. Depending on the species involved, input from the California Department of Fish and Wildlife (CDFW) and/or the U.S. Fish and Wildlife Service (USFWS) Division of Migratory Bird Management may be warranted. As recommended by the biologist, no activities shall be conducted within the no-work buffer zone that could disrupt bird breeding. Outside of the breeding season (August 16 – January 31), or after young birds have fledged, as determined by the biologist, work activities may proceed. Birds that establish nests during the construction period are considered habituated to such activity and no buffer shall be required, except as needed to avoid direct destruction of the nest, which would still be prohibited.</p> <p>Project Mitigation Measure 14: Pre-Construction Bat Surveys: Conditions of approval for building permits issued for construction within the TCDP plan area shall include a requirement for pre-construction special-status bat surveys when large trees are to be removed or underutilized or vacant buildings are to be demolished. If active day or night roosts are found, the bat biologist shall take actions to make such roosts unsuitable habitat prior to tree removal or building demolition. A no disturbance buffer shall be created around active bat roosts being used for maternity or hibernation purposes at a distance to be determined in consultation with CDFW. Bat roosts initiated during construction are presumed to be unaffected, and no buffer would be necessary.</p>	Project sponsor and qualified biologist (with CDFW/USFWS consultation, as necessary)	Prior to removal of trees	ERO	Considered complete upon completion of survey and summary report submittal. Date: Signature:
IMPROVEMENT MEASURES				
Transportation				
<p>Project Improvement Measure 1: Additional Pedestrian Safety Measures: As a means of reducing the severity of less-than-significant impacts related to pedestrian safety, the project sponsor has agreed to implement the following additional measures to reduce potential pedestrian/vehicle conflicts:</p> <ul style="list-style-type: none"> ▲ Install audible and visible warning devices to alert pedestrians; ▲ Install signage along the First Street sidewalk reminding pedestrians of potential crossing vehicular traffic; and ▲ Require all truck drivers to meet truck driver education requirements, such as those that are part of SFMTA's Safe Streets SF education campaign. <p>Project Improvement Measure 2: Vehicle Queue Management: As a means of reducing the severity of less-than-significant impacts related to parking, the project sponsor has agreed to ensure that recurring vehicle queues do not occur on the public right-of-way. A vehicle queue is defined as one or more vehicles (destined to the parking facility) blocking any portion of any public street, alleyway or sidewalk for a consecutive period of three minutes or longer on a daily or weekly basis.</p> <p>If a recurring queue occurs, the owner / operator of the parking facility will employ abatement methods as needed to abate the queue. Appropriate abatement methods will vary depending on the characteristics and causes of the recurring queue. Suggested abatement methods include but are not limited to the following: employment of</p>	Project sponsor	Prior to occupancy	ERO, SFMTA, and/or Fire Department (SFFD)	Considered complete upon verification of provisions by ERO or designated staff. Date: Signature:
	Project sponsor	During operation	ERO, SFMTA, and/or SFFD	Initial completion upon receipt of Management Plan by ERO for review and approval. Date: Signature:

EXHIBIT C

Mitigation Monitoring and Reporting Program – 524 Howard Street Community Plan Exemption				
Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/Reporting Responsibility	Status/Date Complete
<p>additional valet attendants; redesign of parking facility to improve vehicle circulation and/or on-site queue capacity; use of off-site parking facilities or shared parking with nearby uses; travel demand management strategies such as additional bicycle parking and resident shuttles; and / or parking demand management strategies such as a time-of-day parking surcharge.</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. 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 submit a report to the Department for review. The Department shall determine whether or not a recurring queue does exist, and shall notify the garage owner / operator of the determination in writing.</p> <p>If the Department determines that a recurring queue does exist, upon notification, the facility owner / operator shall have 90 days from the date of the written determination to abate the queue.</p>				Revisions – as determined necessary by ERO, SFMTA, and/or SFFD.

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SAN FRANCISCO PLANNING DEPARTMENT

Community Plan Exemption Checklist

Case No.: 2013.0882ENV
Project Address: 524 Howard Street
Zoning: C-3-O (SD) (Downtown Office Special Development) District
Transit Center C-3-O (SD) Commercial Special Use District
Transbay C-3 Special Use District
450-S Height and Bulk District
Block/Lot: 3721/13
Lot Size: 12,266
Plan Area: Transit Center District Plan
Project Sponsor: Howard First Property, LLC
c/o Adam Tartakovsky
415.527.9742
Staff Contact: Michael Jacinto
415.575.9033
Michael.Jacinto@sfgov.org

1650 Mission St.
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Planning
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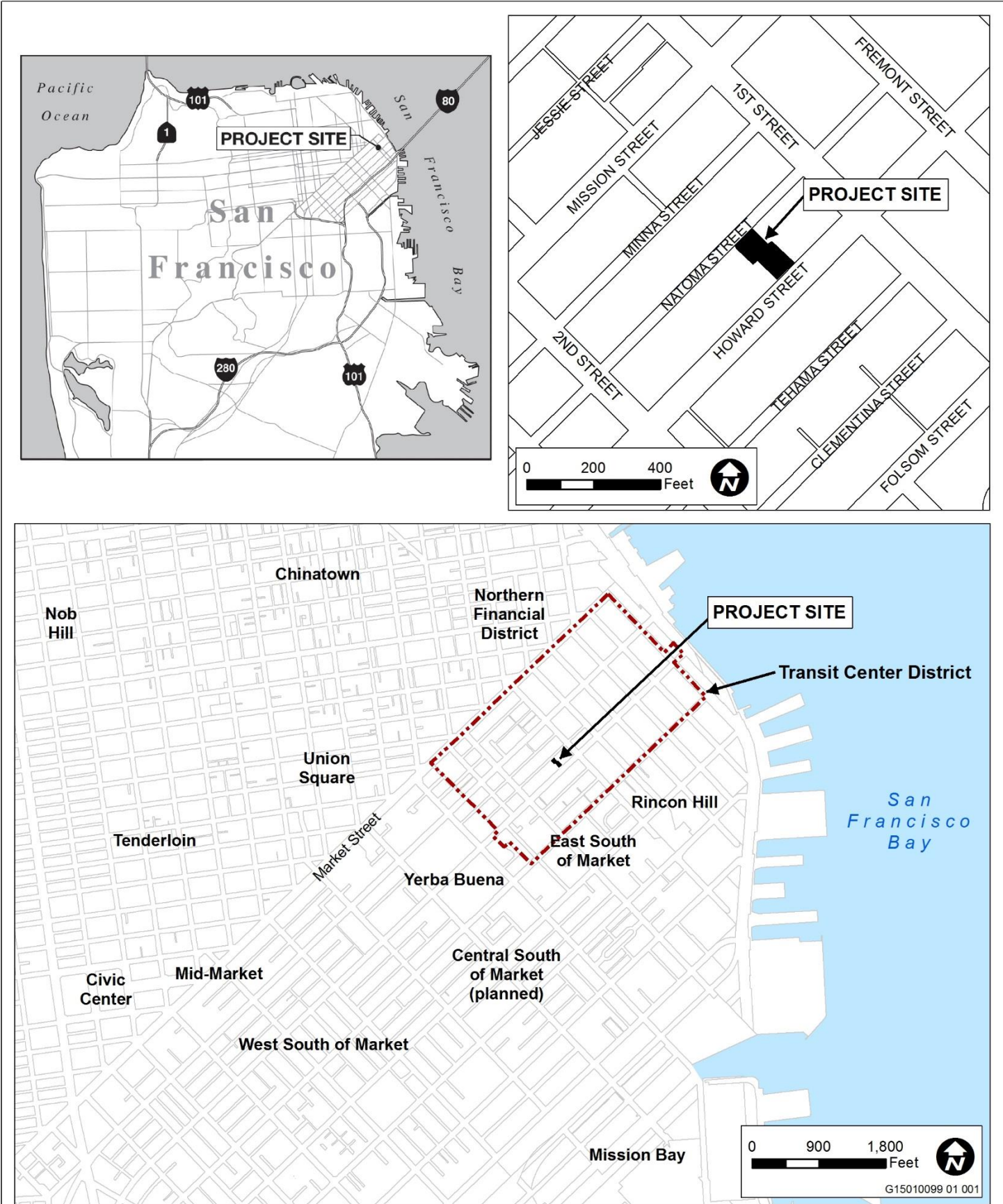
PROJECT DESCRIPTION

The project entails the development of a 48-story, residential tower (up to 515 feet in height) at 524 Howard Street within the Transit Center District with approximately 392,000 square feet (sf) of residential uses, including common space, and up to approximately 3,800 sf of retail uses on the ground and seventh floors. The proposed residential tower would include up to 334 dwelling units comprising a mix of studio, one-bedroom, and two-bedroom units and would provide on-site bicycle parking (352 total spaces with 334 Class 1 and 19 Class 2 spaces) and automobile parking (176 spaces) via an automated stacker-storage system on the ground floor and four subterranean parking levels. A pedestrian skybridge between the project site and the proposed 5.4-acre rooftop park of the Transbay Transit Center may also be constructed.

As a variant to the proposed development, the tower would be constructed with approximately 163,000 sf of residential uses, including common space, and approximately 253,000 sf of hotel, which could also be designated as extended-stay accommodations. The variant would provide up to 72 dwelling units, 273 hotel rooms, and approximately 700 sf of retail space. On-site bicycle (98 total spaces with 82 Class 1 and 16 Class 2 spaces) and automobile parking (54 spaces) would also be provided as part of the variant.

Project Location and Site Characteristics

The project site is located on a single parcel (Lot 13) mid-block between 1st Street and 2nd Street on Assessor's Block 3721 along Howard Street within the Transit Center District Plan (TCDP) subarea of the San Francisco General Plan's Downtown Plan (see **Figure 1**). The site is two blocks (0.3 miles) north of Interstate 80 (I-80), and is 12,266 sf or 0.28 acres in size. Both Howard Street and Natoma Street front the project site, which is currently developed with a surface parking lot and kiosk.



Source: Adapted by Ascent Environmental in 2016

Figure 1. Project Location

The project site is within the C-3-O (SD) (Downtown Office Special Development) Use District, the Transit Center C-3-O (SD) Commercial Special Use District, the Transbay Redevelopment Plan's C-3 Special Use District, and the 450-S Height and Bulk District. The C-3-O Use District is intended to play a leading national role in finance, corporate headquarters and service industries, and serve as an employment center for the region. It consists primarily of high-quality office development, supported by residential, retail and service uses, all of which are served by City and regional transit systems. The 450-S Height and Bulk District allows for 450-foot maximum heights with setbacks above the building base and limits on tower plan dimensions, per *San Francisco Planning Code* Section 270. Exceptions to established height limits are allowed, pursuant to *Planning Code* Section 263.9. The proposed project is consistent with the development density established by the TCDP and therefore qualifies for a Community Plan Exemption (CPE) pursuant to Section 15183 of the CEQA Guidelines.

Project Characteristics

The project includes the development of a multi-story residential tower with an ancillary commercial component and potential skybridge connection to the Transbay Center. As a variant to the proposed project, the lower floors of the tower would be developed with a hotel. Both the proposed project and variant to the proposed project are explained in detail below.

Proposed Residential Tower

The project sponsor, Howard/First Property, LLC, proposes to remove the existing surface parking lot at 524 Howard Street and develop the site with a 48-story residential tower, approximately 495 feet in height to the roofline and 515 feet tall to the top of the elevator machine room and roof screen. As noted above, the project site is located within the 450-S Height and Bulk District and would request a rooftop extension of 10 percent of the base permitted 450-foot height limit, as permitted by *Planning Code* Section 263.9.¹ Up to 334 residential units would be located within the tower with between six and nine residences per floor. There would be a mix of studio, one-bedroom, and two-bedroom units. Square footage per unit would vary depending on the type with studios ranging from approximately 450 sf to 500 sf, one-bedroom units ranging from approximately 675 sf to 825 sf, and two-bedroom units ranging from approximately 925 sf to 1,300 sf. Bicycle and pedestrian access for residents would be provided along Natoma and Howard Streets, while vehicle access would be provided along Natoma Street (see **Figure 2**). The lower floors (1-10) would provide the most units per floor (nine or less) with the density of unit-per-floor decreasing as the height of the building increases (see **Figures 3** through **10**). The seventh floor may also include a skybridge connection to the Transbay Center's rooftop park, located north of the project site, for use by residents (see **Figure 11**). The 48-story building would contain approximately 3,800 sf of commercial retail space on the ground and seventh floors.

On-site parking for residents, as well as mechanical equipment, would be located within four subterranean floors (see **Figures 12** and **13**). Additional mechanical equipment, including the elevator machine room and a diesel-powered emergency backup generator, would be located on a portion of the roof of the tower.

The project characteristics are summarized in **Table 1**. Elevations of the proposed project are presented in **Figure 14**).

¹ Section 263.9 allows an additional 10 percent of the heights shown on the Zoning Map in S Districts as an extension of the upper tower subject to the volume reduction requirements of the Code. The additional height may be allowed if determined that the upper tower volume is distributed in a way that will add to the sense of slenderness of the building and to the visual interest of the termination of the building, and that the added height will improve the appearance of the skyline when viewed from a distance, and will not adversely affect light and air to adjacent properties, and will not add significant shadows to public open spaces.

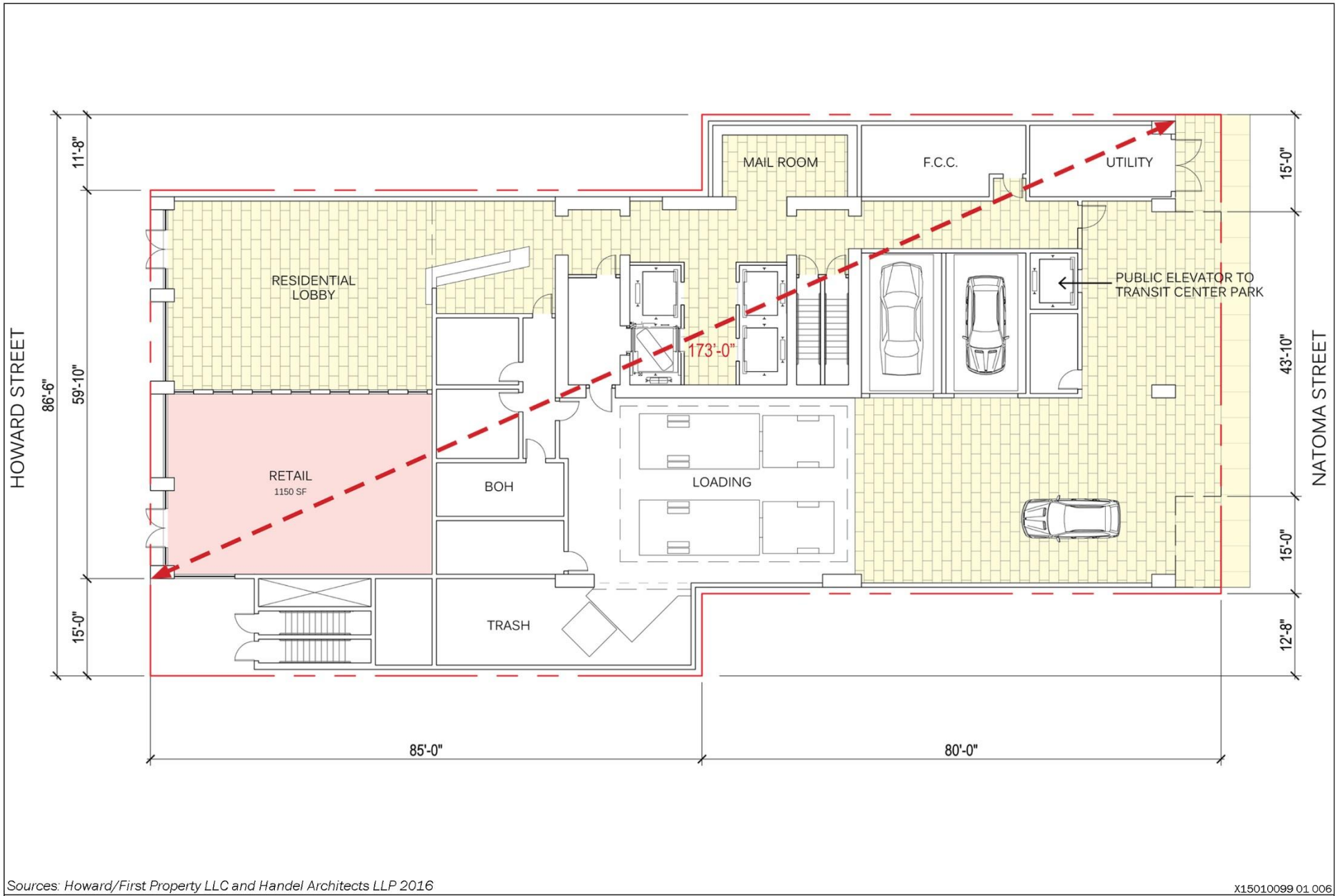


Figure 2. Conceptual Ground Floor Site Plan

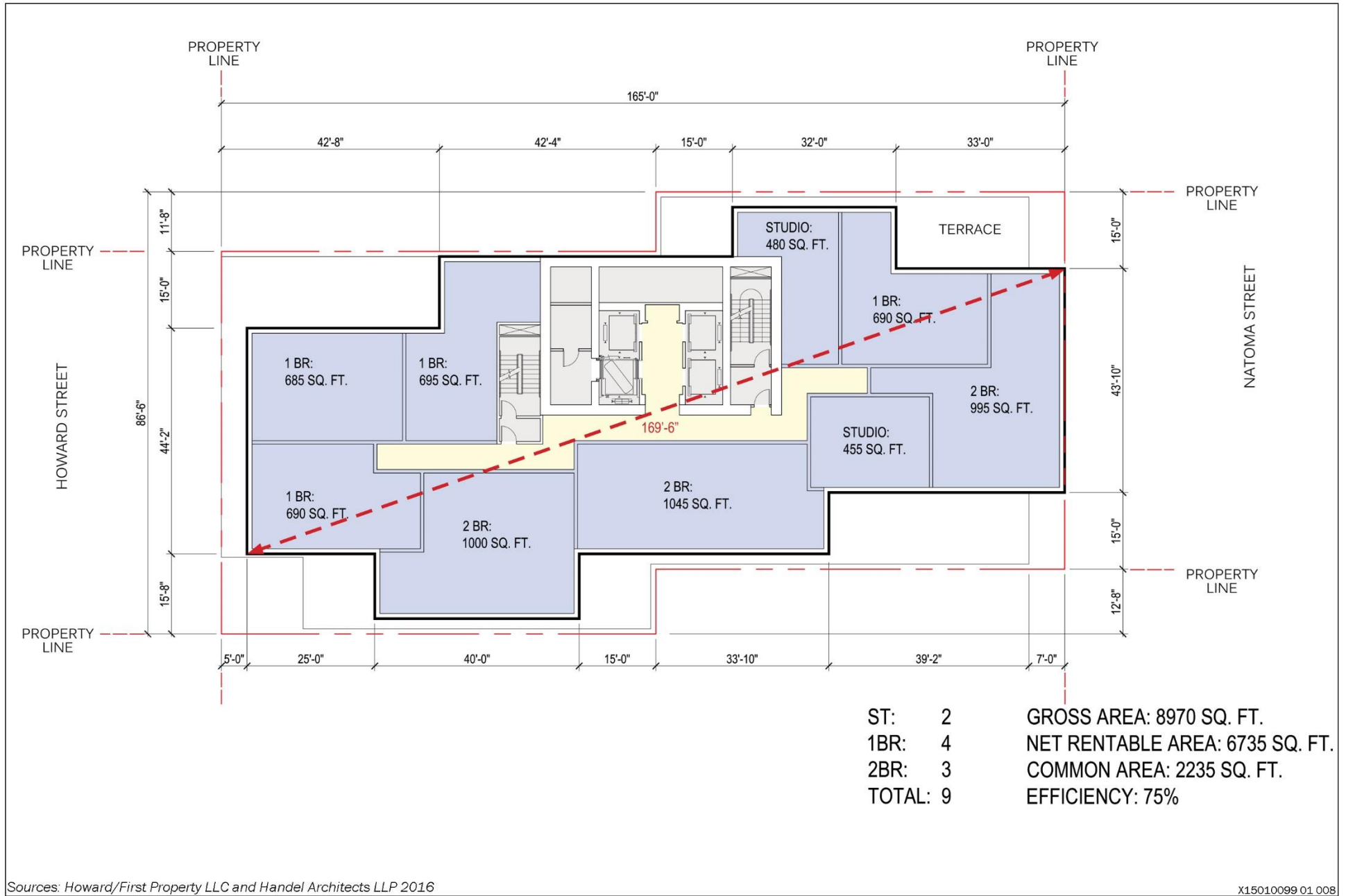
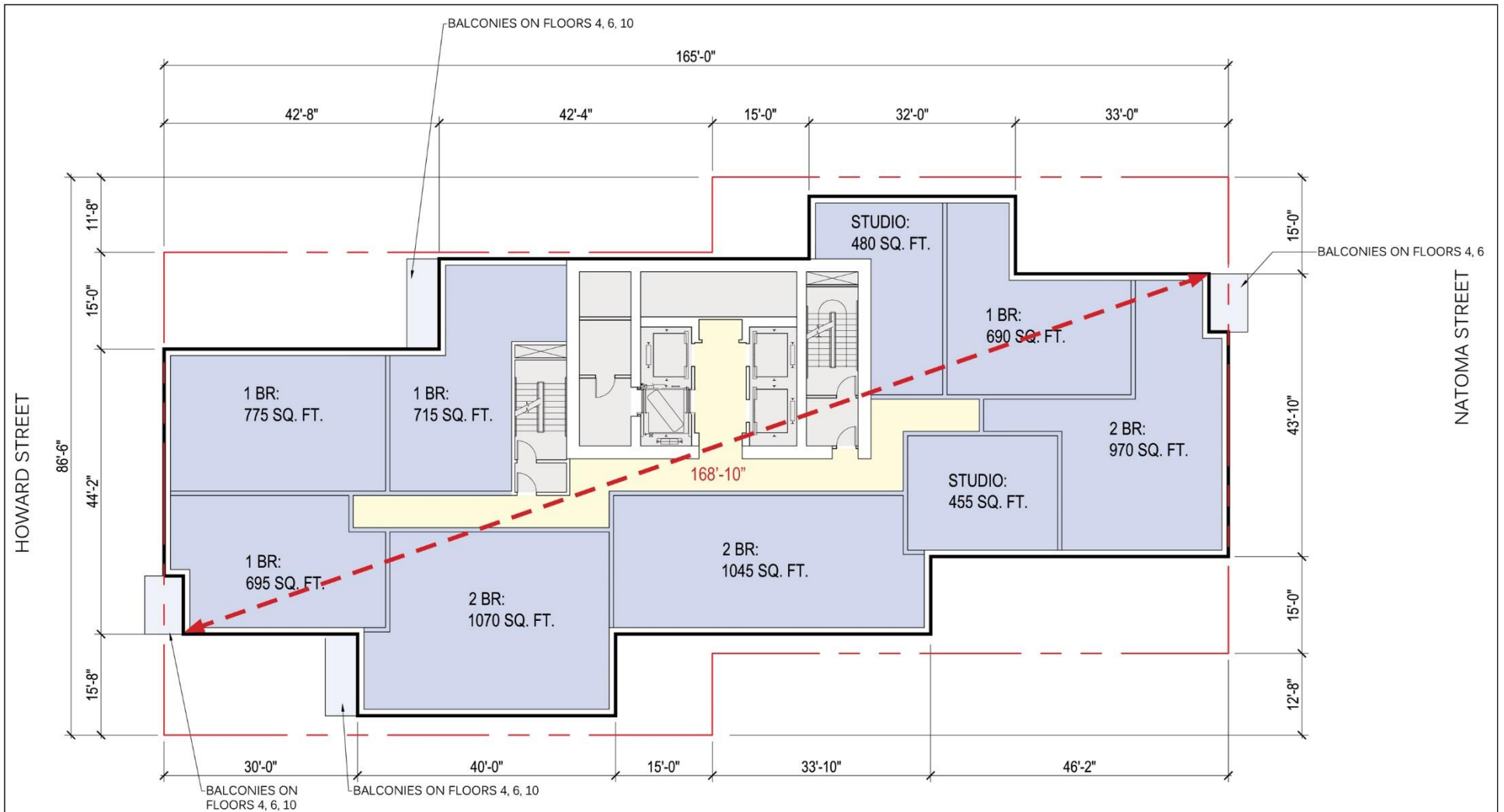


Figure 3. Conceptual Residential Floor Plan (Floor 2)



ST:	2	GROSS AREA:	9135 SQ. FT.
1BR:	4	NET RENTABLE AREA:	6895 SQ. FT.
2BR:	3	COMMON AREA:	2240 SQ. FT.
TOTAL:	9	EFFICIENCY:	75%

Sources: Howard/First Property LLC and Handel Architects LLP 2016

X15010099 01 010

Figure 4. Conceptual Residential Floor Plan (Floors 3, 6, 9, and 10)

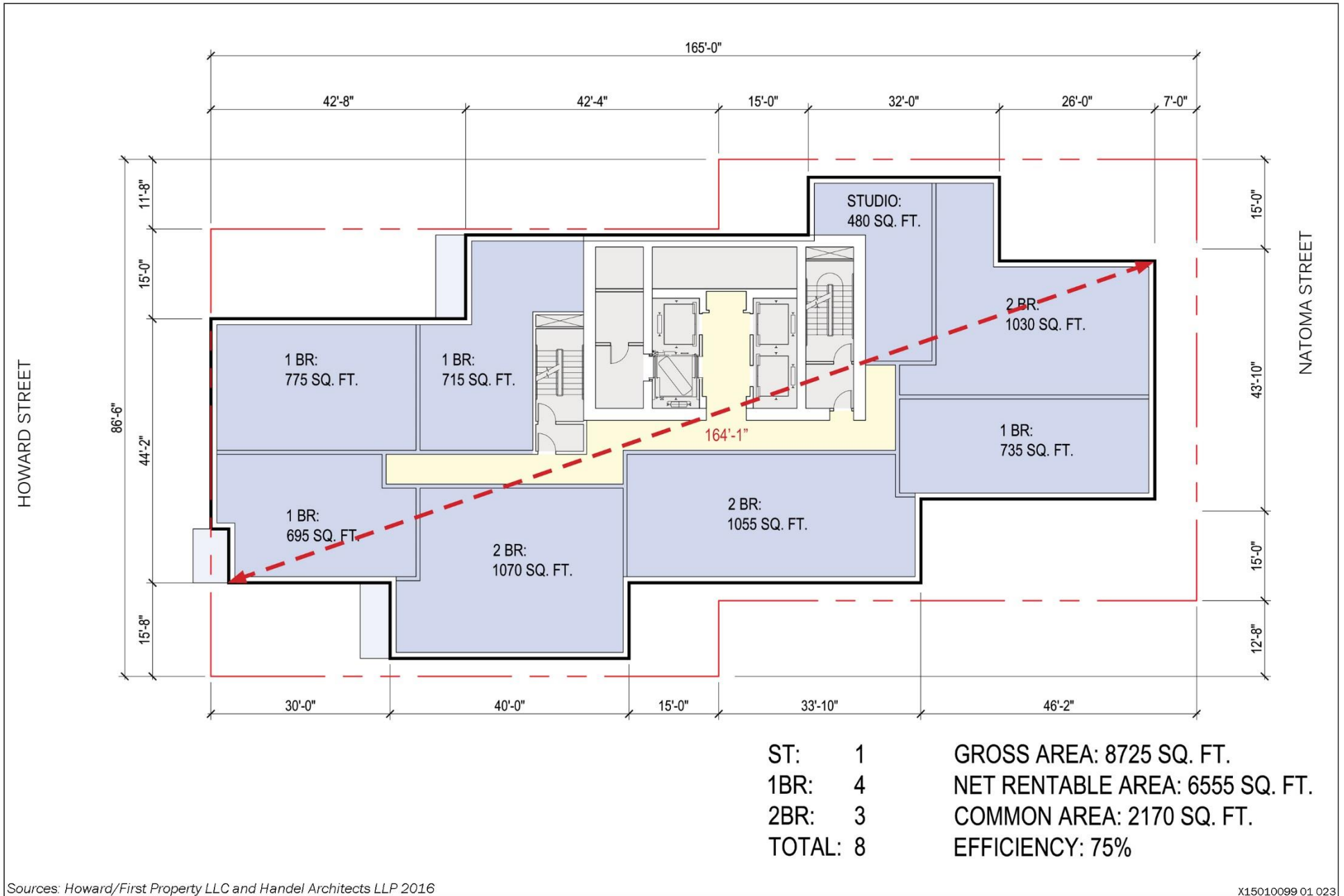
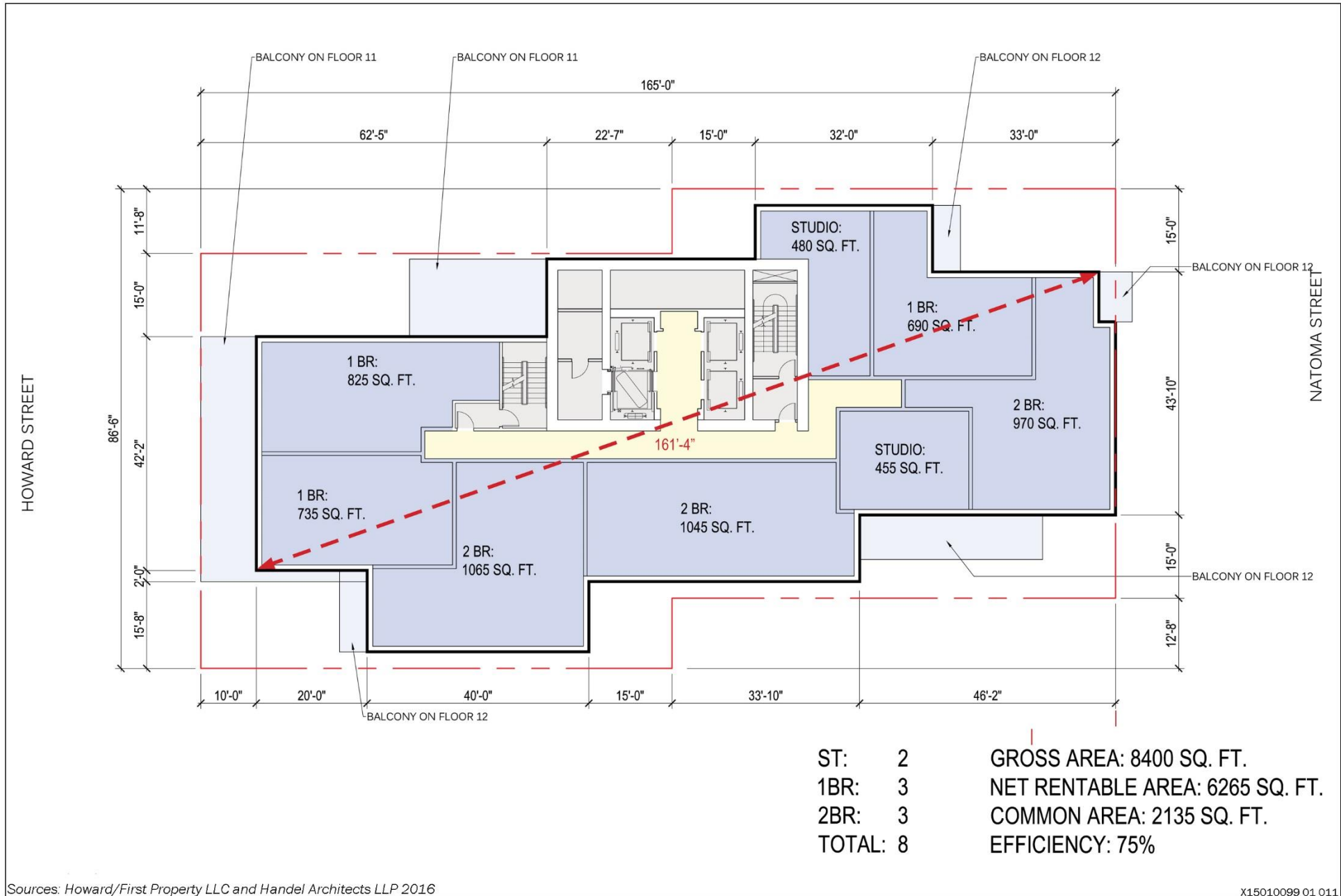


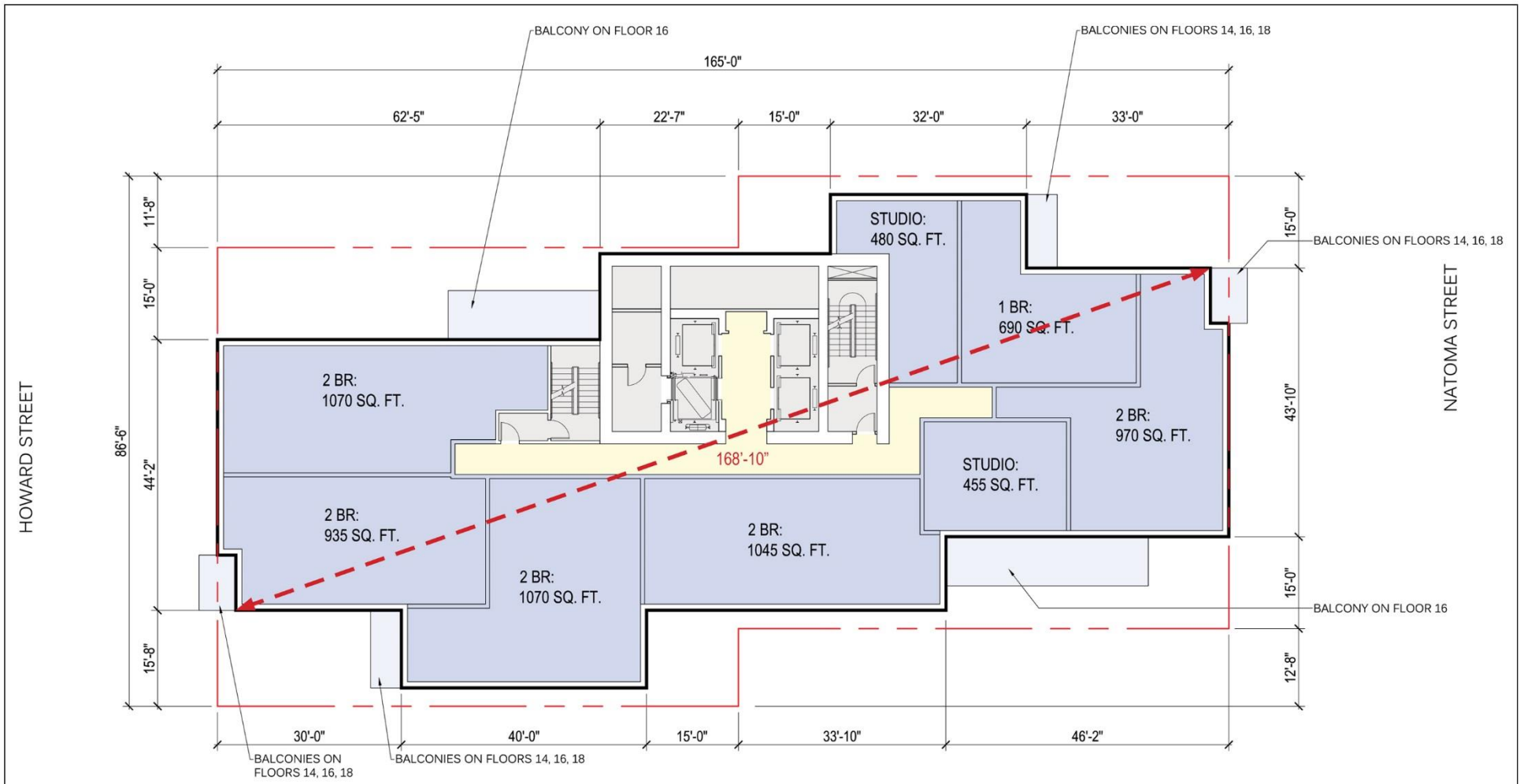
Figure 5. Conceptual Residential Floor Plan (Floor 8)



Sources: Howard/First Property LLC and Handel Architects LLP 2016

X15010099 01 011

Figure 6. Conceptual Residential Floor Plan (Floors 11 and 12)



ST:	2	GROSS AREA:	8860 SQ. FT.
1BR:	1	NET RENTABLE AREA:	6715 SQ. FT.
2BR:	5	COMMON AREA:	2145 SQ. FT.
TOTAL:	8	EFFICIENCY:	76%

Sources: Howard/First Property LLC and Handel Architects LLP 2016

Figure 7. Conceptual Residential Floor Plan (Floors 13 through 19)

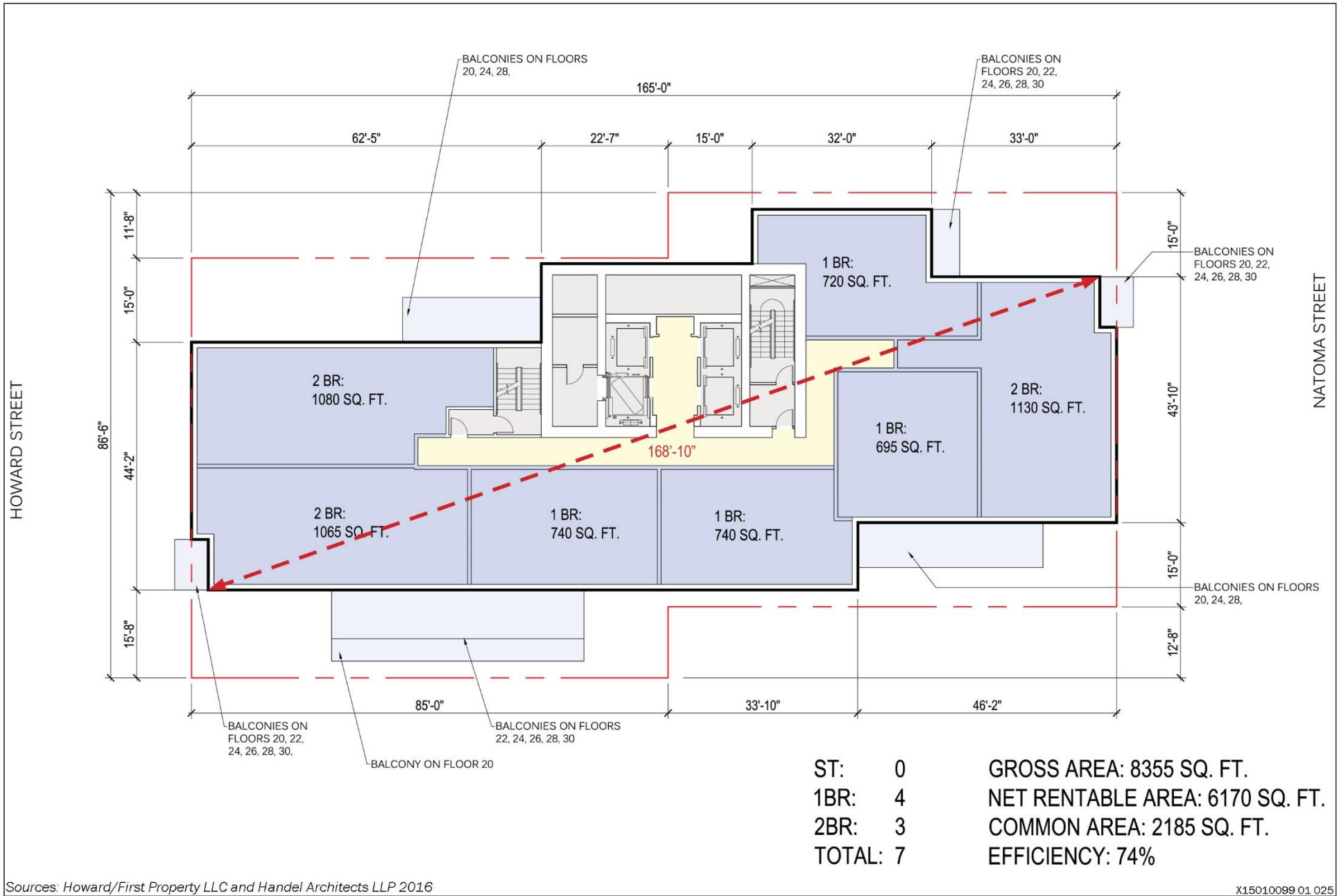


Figure 8. Conceptual Residential Floor Plan (Floors 20 through 30)

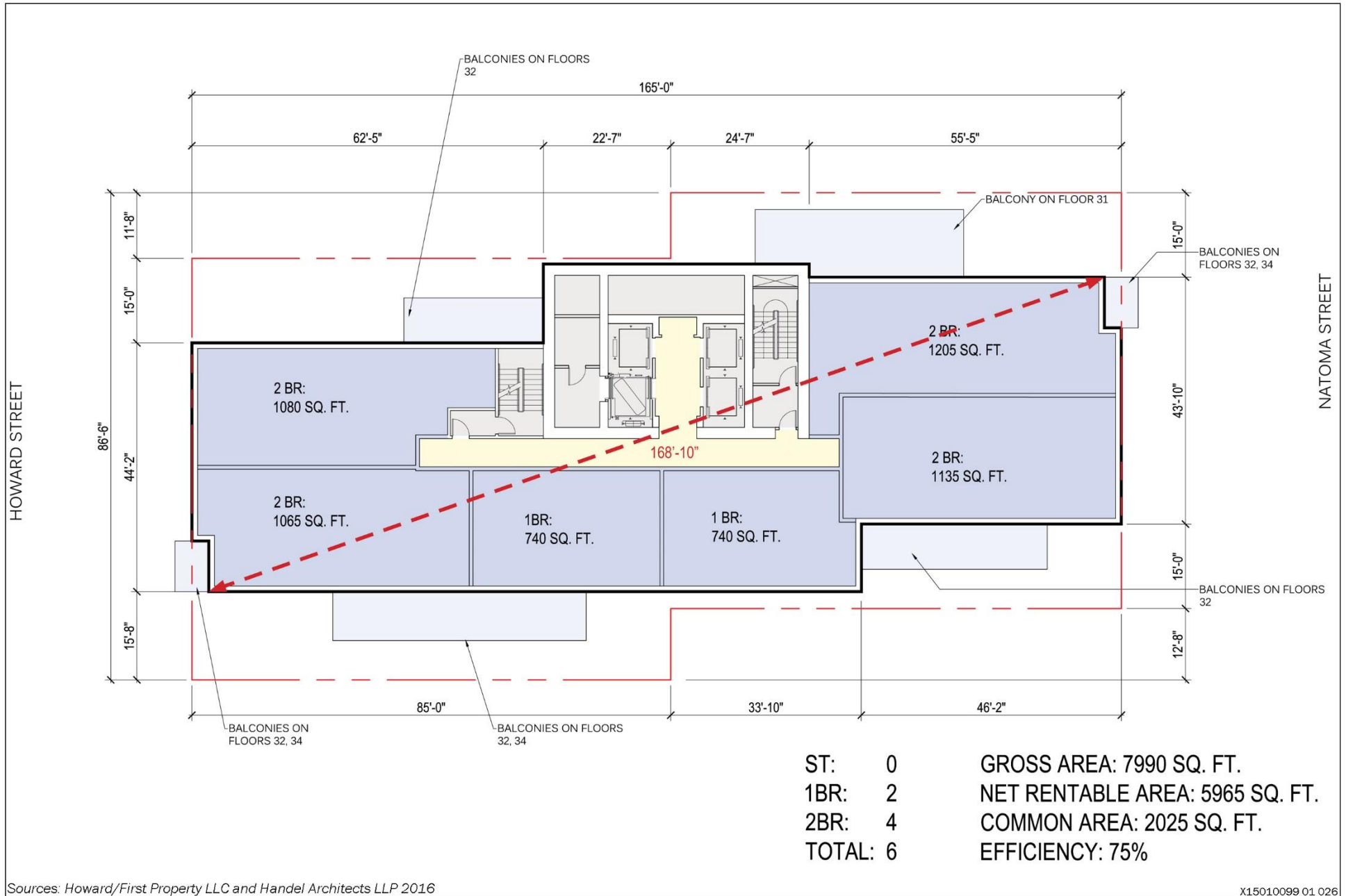


Figure 9. Conceptual Residential Floor Plan (Floors 31 through 35)

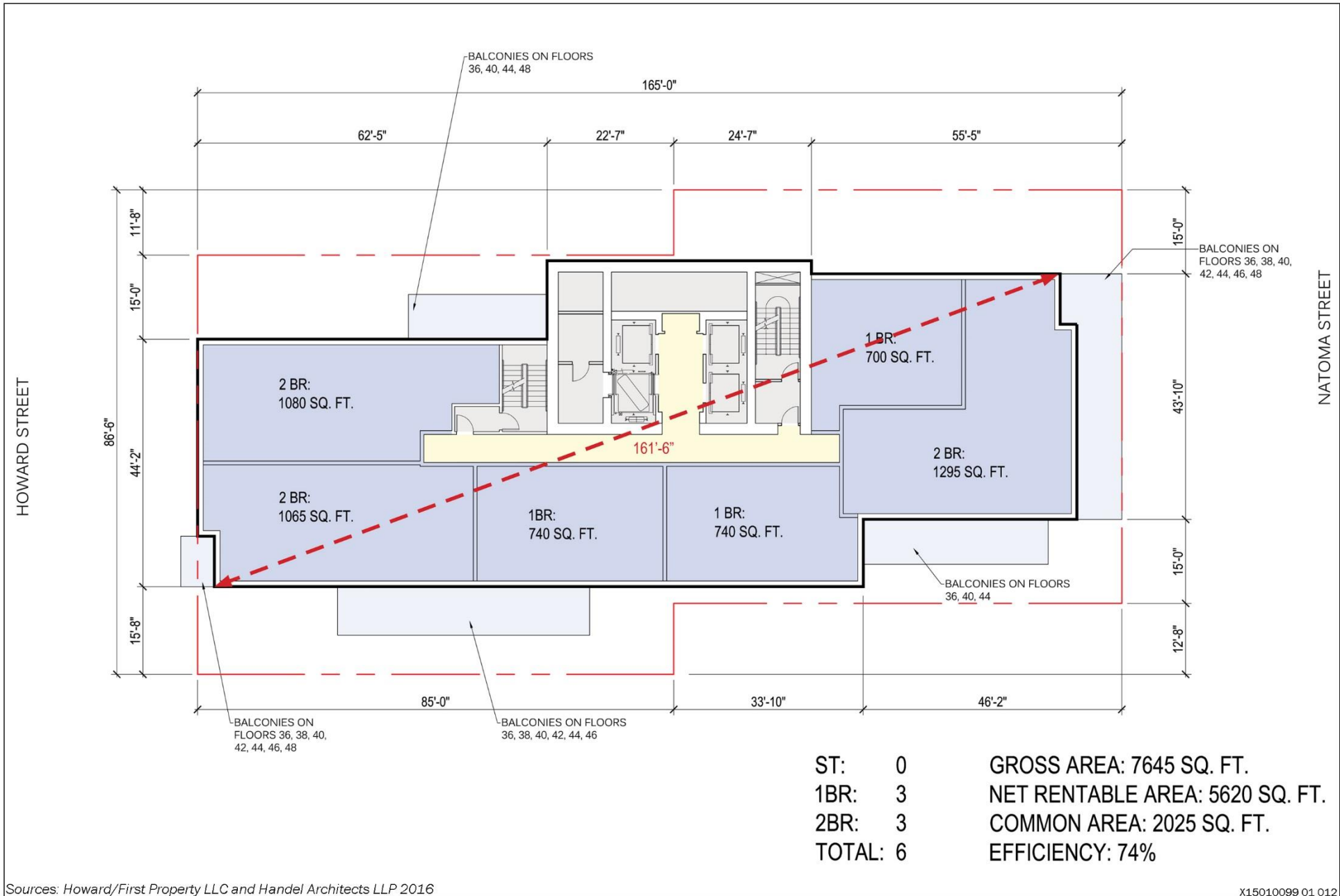


Figure 10. Conceptual Residential Floor Plan (Floors 36 through 48)

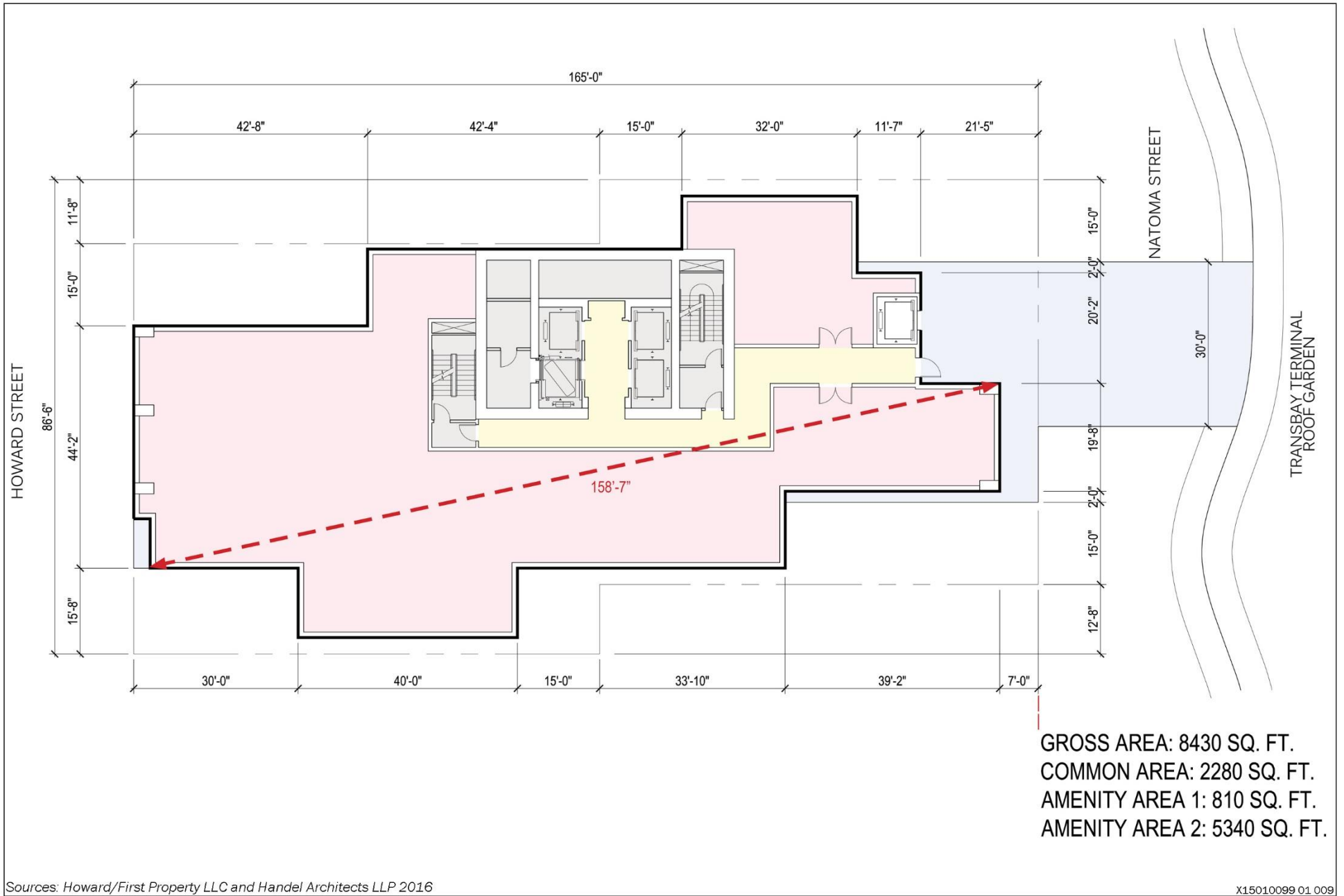
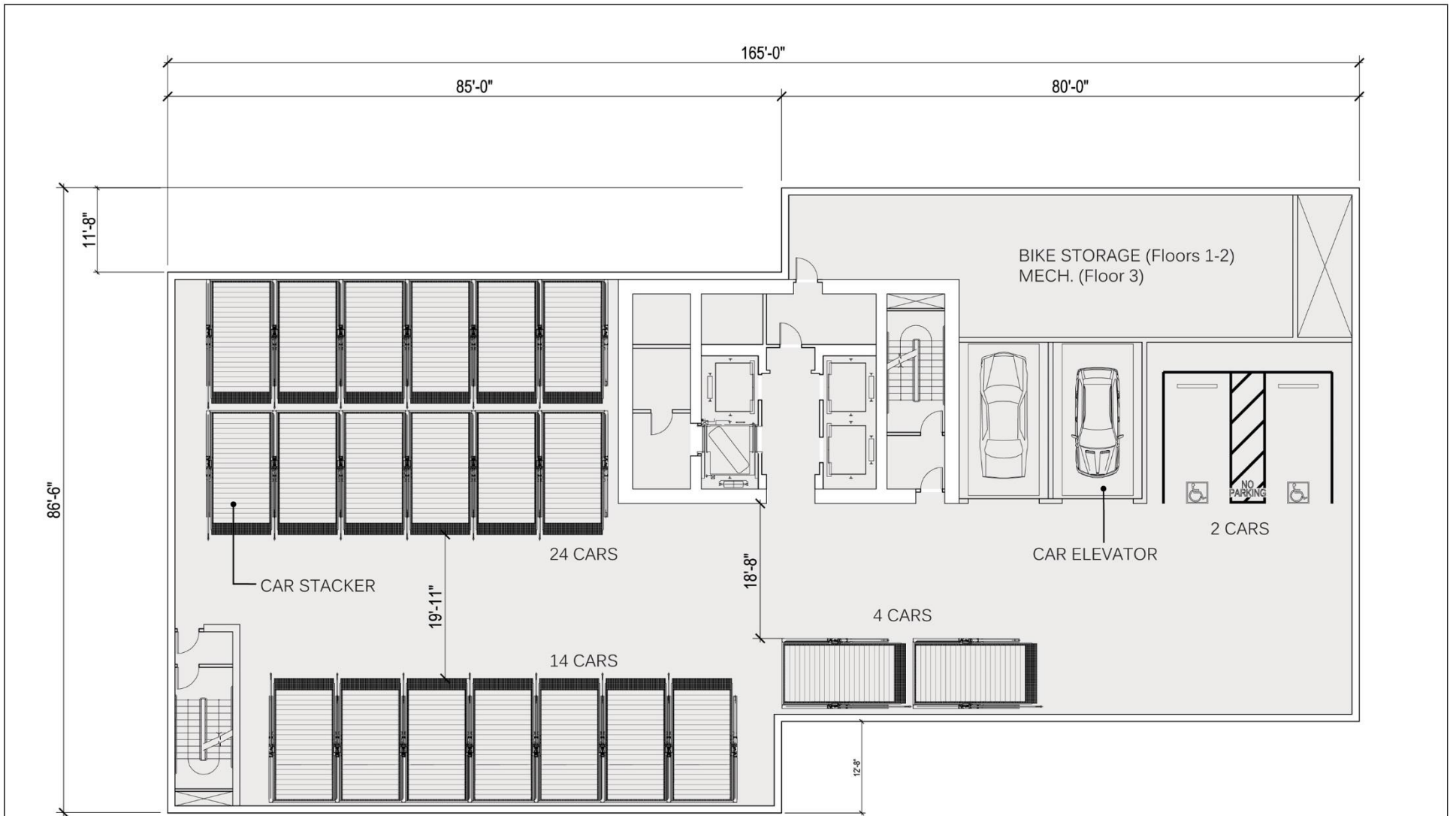


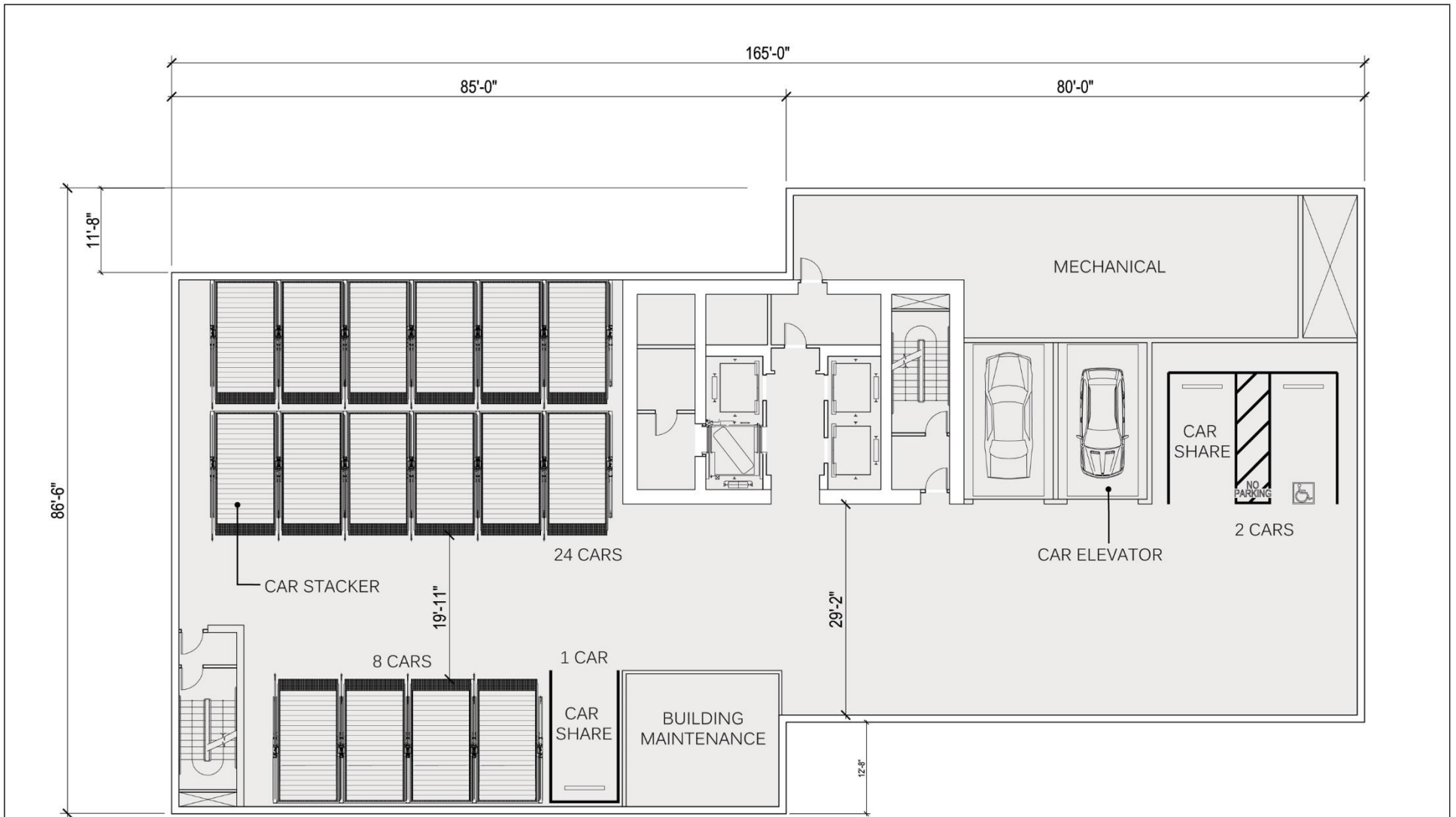
Figure 11. Conceptual Residential Floor Plan (Floor 7)



TOTAL 44 CARS PER FLOOR

Sources: Howard/First Property LLC and Handel Architects LLP 2016

Figure 12. Conceptual Parking Levels 1 through 3



TOTAL 35 CARS

Figure 13. Conceptual Parking Level 4 Floor Plan



HOWARD STREET



NATOMA STREET

Sources: Howard/First Property LLC and Handel Architects LLP 2016

X15010099 01 027

Figure 14. Proposed North and South Elevations

Table 1
Project Characteristics

Proposed Use	Proposed Residential Tower	Hotel/Residential Tower Variant
Residential	334 units (392,277 gross sf ¹)	72 units (163,278 sf ²)
Hotel	--	273 rooms (252,702 sf)
Retail	3,813 sf	718 sf
Total Built Area	396,090 sf	417,598 sf
Private Open Space	5,112 sf	1,188 sf
Public Open Space	9,913 sf	5,355 sf
Total Public and Private Open Space	15,025 sf	6,543 sf
Vehicle Parking Spaces	167	54
Bicycle Parking Spaces	334 Class 1 and 19 Class 2	82 Class 1 and 16 Class 2
Number of stories	48	45
Height to Roofline	495 feet	495 feet
Height to Top of Parapet	515 feet	515 feet

1 – includes common space (~87,000 sf)

2 – includes common space (~35,800 sf)

SOURCE: Handel Architects, January 2016

Circulation, Parking, and Loading

The project would provide public access along Howard Street and Natoma Street. Primary vehicular access would occur along Natoma Street via a 20-foot-wide driveway that would also be used for loading and trash pick-up. Pedestrian access would be provided at both Howard Street and Natoma Street entrances to the project site, with bicycle access and parking provided via the Howard Street entrance.

As noted above, the proposed project would contain a subterranean parking garage under the tower. The garage would be four stories below grade. The garage would be accessible via a vehicle elevator located within the Natoma Street vehicular entrance. It would contain a total of 167 vehicular parking spaces. A total of 353 bicycle parking spaces would be provided, of which 334 would be Class 1 bicycle parking spaces and 19 would be Class 2 bicycle parking spaces.²

The project would include sidewalk improvements, such as the installation of street trees, pervious paving, and furniture, and other public realm upgrades consistent with the public realm improvements called for in the TCDP. New street trees would be planted in accordance with *Planning Code* Section 138.1(c)(1).

Open Spaces and Landscaping

The residential tower would include approximately 15,025 sf of open space, 5,112 of which would be private open space associated with balconies for residences. A total of approximately 9,913 sf of commonly accessible open space would be available for residential use, 6,955 of which would be dedicated to a rooftop open space area, split between the north and south ends of the structure.

² Per *San Francisco Planning Code* Section 155.1, Class 1 bicycle parking spaces are secured, weather-protected, and intended for long-term, overnight, and work-day storage, and Class 2 bicycle parking spaces are located in a publicly-accessible, highly visible location and intended for short-term storage.

Hotel/Residential Tower Variant

The project sponsor is also considering a variant to the proposed project that would involve substituting the majority of on-site residential uses with a hotel. Under this variant, the roofline height would be maintained. The total number of floors would be 45, three fewer than the proposed project, with the additional height absorbed by more height per floor to accommodate certain hotel functions. Bicycle and pedestrian access would be provided along Natoma and Howard Streets, while vehicle access would be provided along Natoma Street (see **Figure 15**).

The hotel would occupy floors 1 through 27 with approximately 13 rooms per floor beginning on Floor 7 (see **Figure 16**). Up to 72 residential units would be located in the upper 18 floors of the structure (see **Figure 17**). The potential skybridge would be similarly located to facilitate a pedestrian connection for hotel guests and residents to the Transbay Center's rooftop park. The 45-story building would also contain approximately 700 sf of commercial retail space at the ground floor.

On-site parking for residents and mechanical equipment would be located within two subterranean floors (see **Figures 18 and 19**). The variant's characteristics are also summarized in **Table 1**. Elevations of the variant are presented in **Figures 20 and 21**).

Circulation, Parking, and Loading

Primary vehicular access would occur along Howard Street for residents, hotel guests, loading, and trash pick-up activities. Pedestrian and bicycle access would be provided at both Howard Street and Natoma Street entrances to the project site, with primary bicycle access and parking provided via the Natoma Street entrance.

Under the variant, the subterranean parking garage would consist of two floors under the tower. The garage would be accessible via a vehicle elevator located within the Howard Street vehicular entrance. It would contain a total of 54 vehicular parking spaces for residents. As noted above, a total of 98 bicycle parking spaces would be provided, of which 82 would be Class 1 bicycle parking spaces and 16 would be Class 2 bicycle parking spaces.³

The variant would also include the same sidewalk improvements identified above for the proposed project, consistent with those identified in the TCDP and in accordance with *Planning Code* Section 138.1(c)(1).

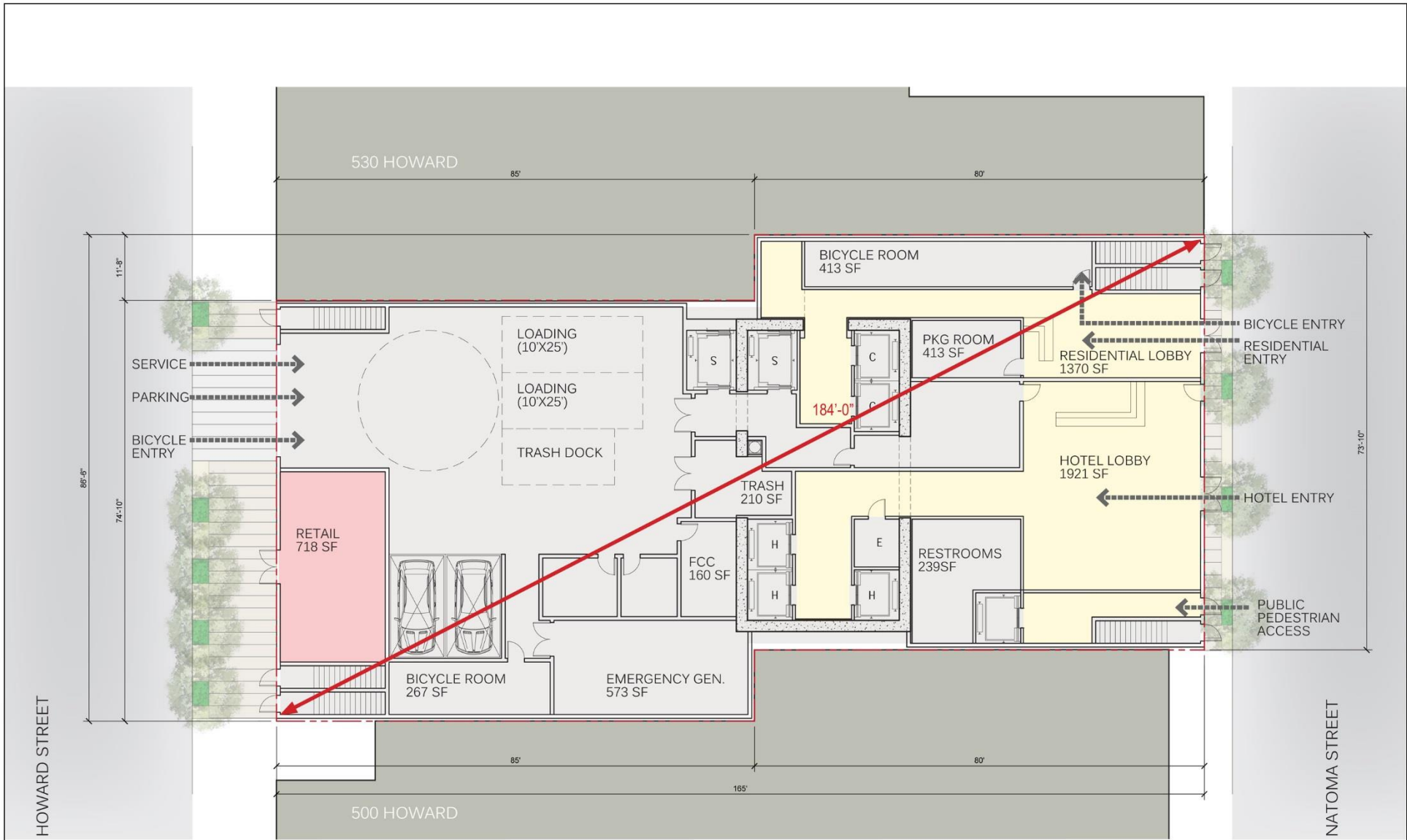
Open Spaces and Landscaping

The variant would include approximately 6,500 sf of open space, 1,188 of which would be private open space consisting of balconies for residences. A total of approximately 5,355 sf of commonly accessible open space would be available for hotel/residential use, 4,305 of which would be dedicated to a rooftop open space area, split between the north and south ends of the structure.

Construction

Project construction for either the proposed project or the variant would take approximately 30 months in total. Excavation would be conducted to a maximum depth of approximately 60 feet below the ground surface (bgs) for construction of the below-grade parking levels, which would result in the removal of approximately 21,000 cubic yards of soil over the course of four months. Construction of the tower's foundation would involve the use of pre-drilled and press-in piles, drilled and cast-in-place piers, or rectangular-profile load bearing elements (LBE), and would not require the use of typical, impact-driven piles (i.e. pile driving). Where proposed excavations are within 5 feet of adjacent buildings and would extend below the foundations of adjacent structures, those adjacent structures will be underpinned as necessary to provide vertical support throughout the shoring and excavation process.

³ Per *San Francisco Planning Code* Section 155.1, Class 1 bicycle parking spaces are secured, weather-protected, and intended for long-term, overnight, and work-day storage, and Class 2 bicycle parking spaces are located in a publicly-accessible, highly visible location and intended for short-term storage.



Sources: Howard/First Property LLC and Handel Architects LLP 2016

X15010099 01 015

Figure 15. Conceptual Variant Ground Floor Site Plan

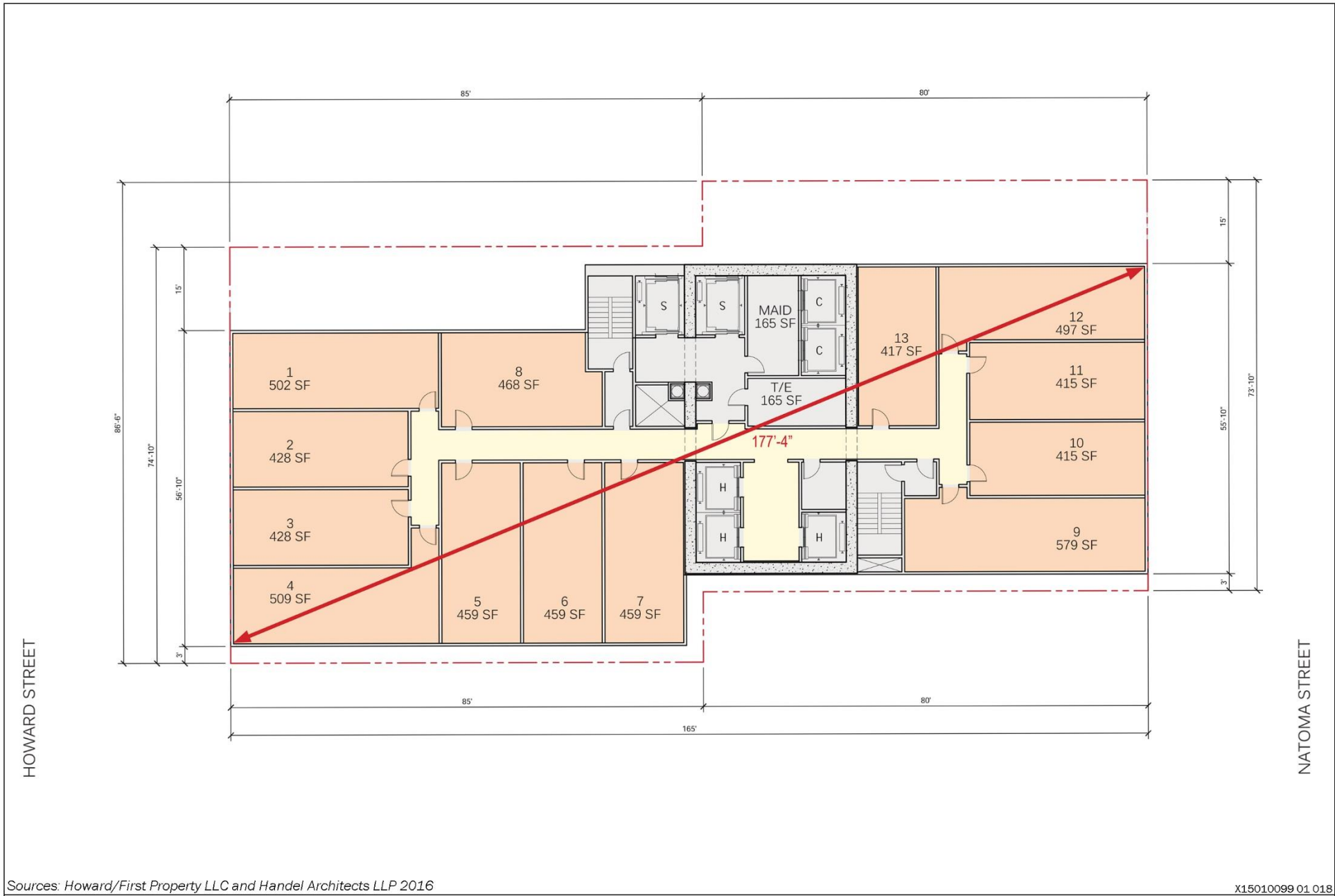
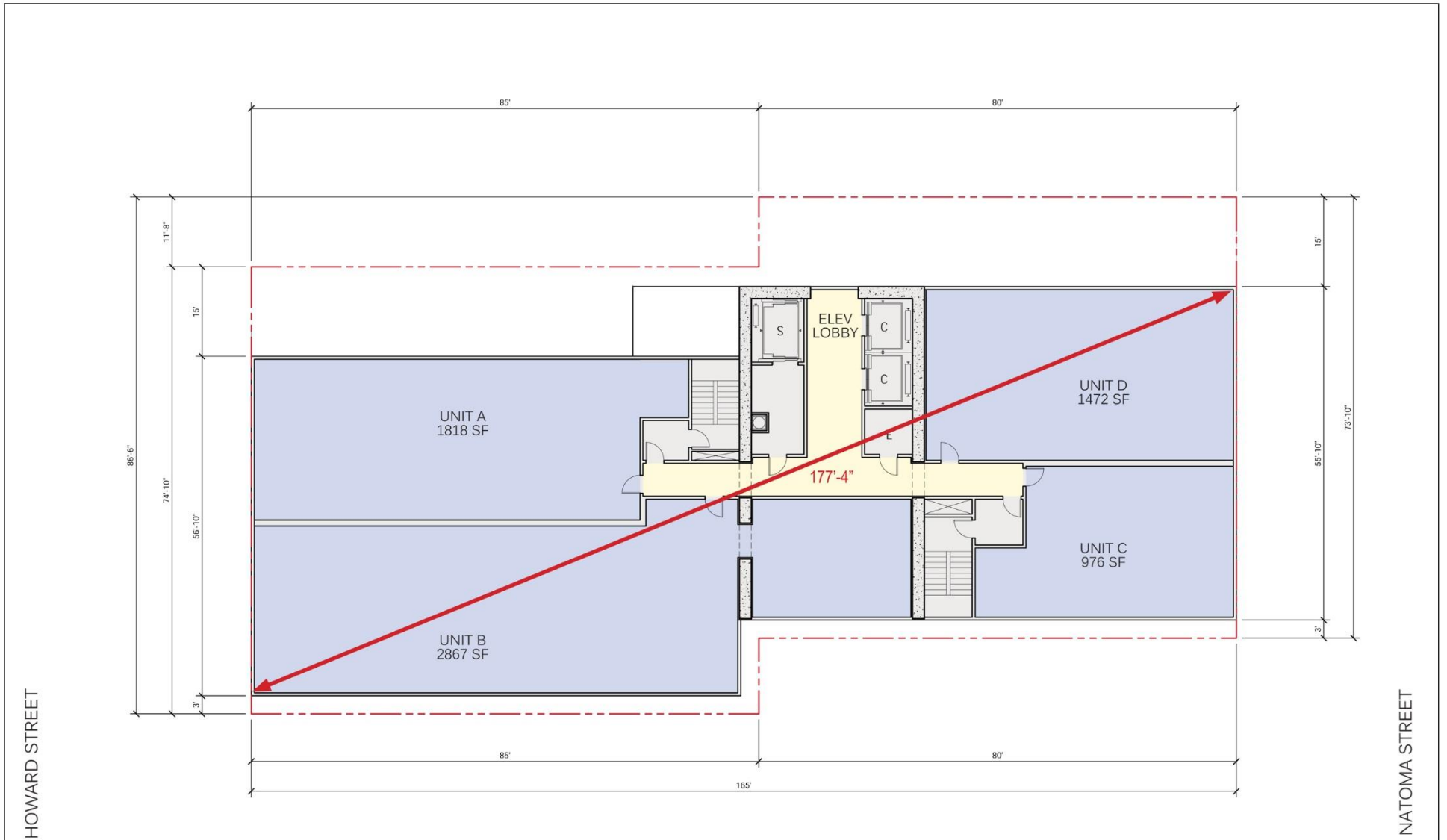


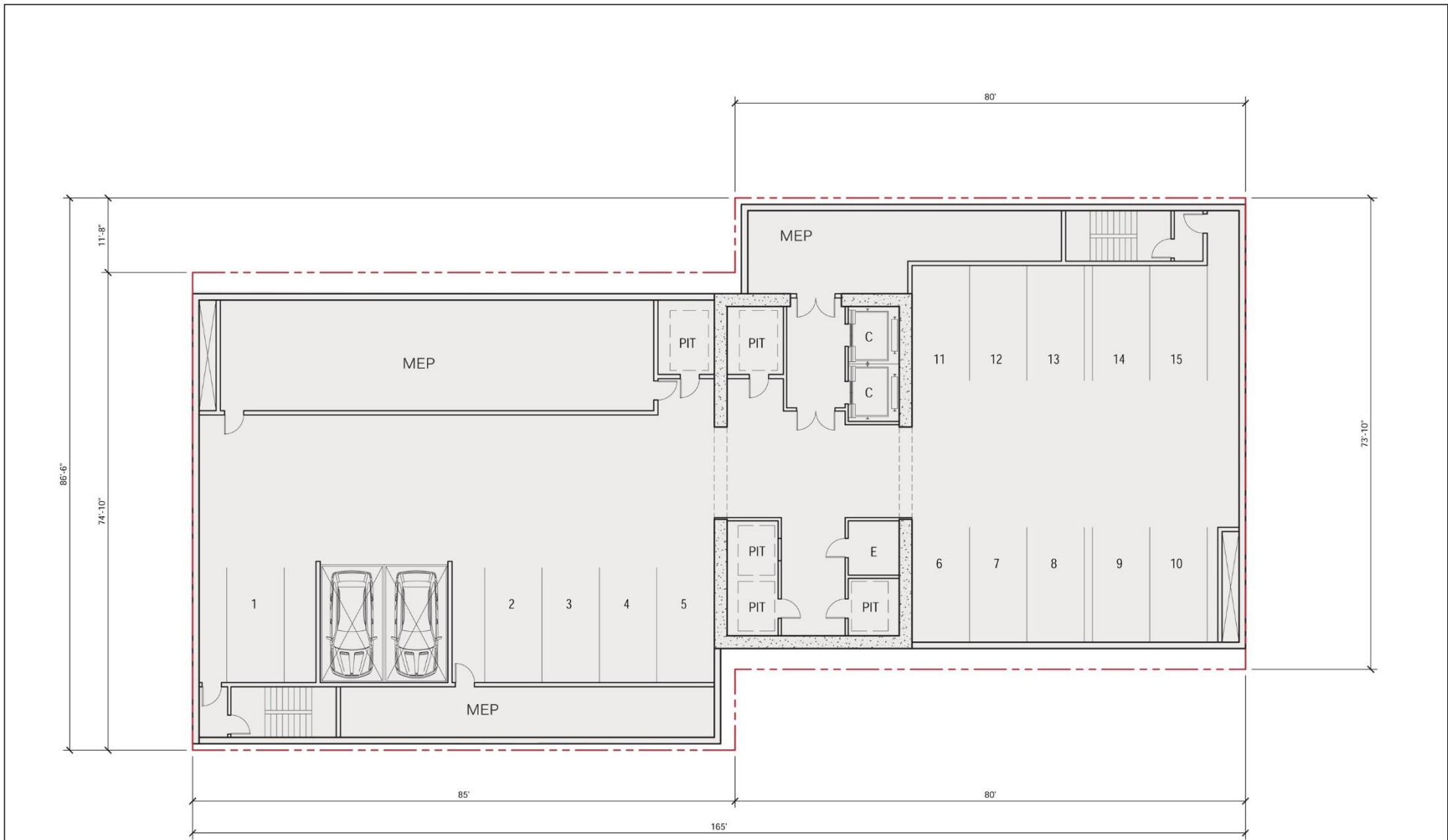
Figure 16. Conceptual Variant Hotel Floor Plan (Floors 7 through 27)



Sources: Howard/First Property LLC and Handel Architects LLP 2016

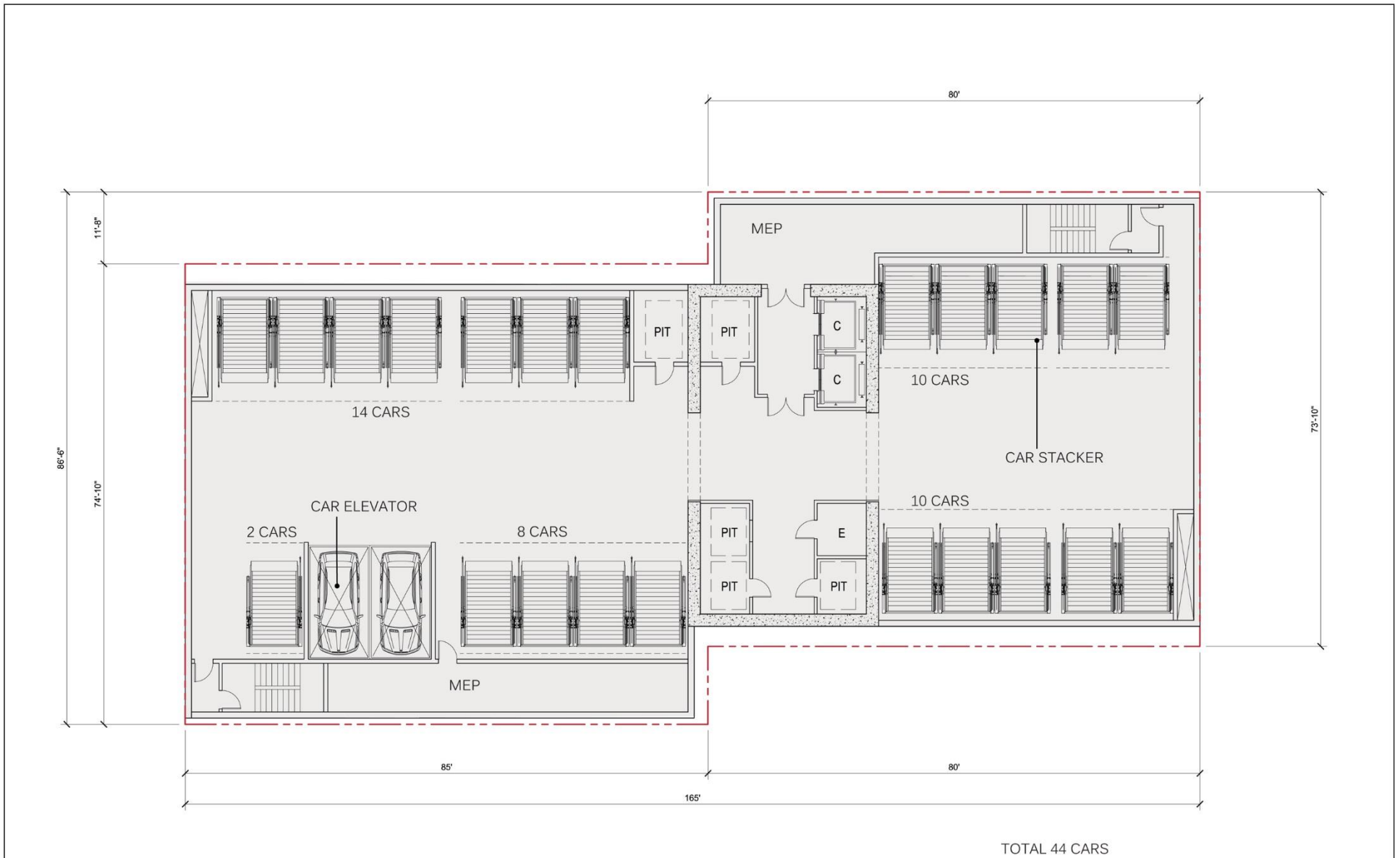
X15010099 01 019

Figure 17. Conceptual Variant Residential Floor Plan (Floors 28 through 45)



TOTAL 15 CARS

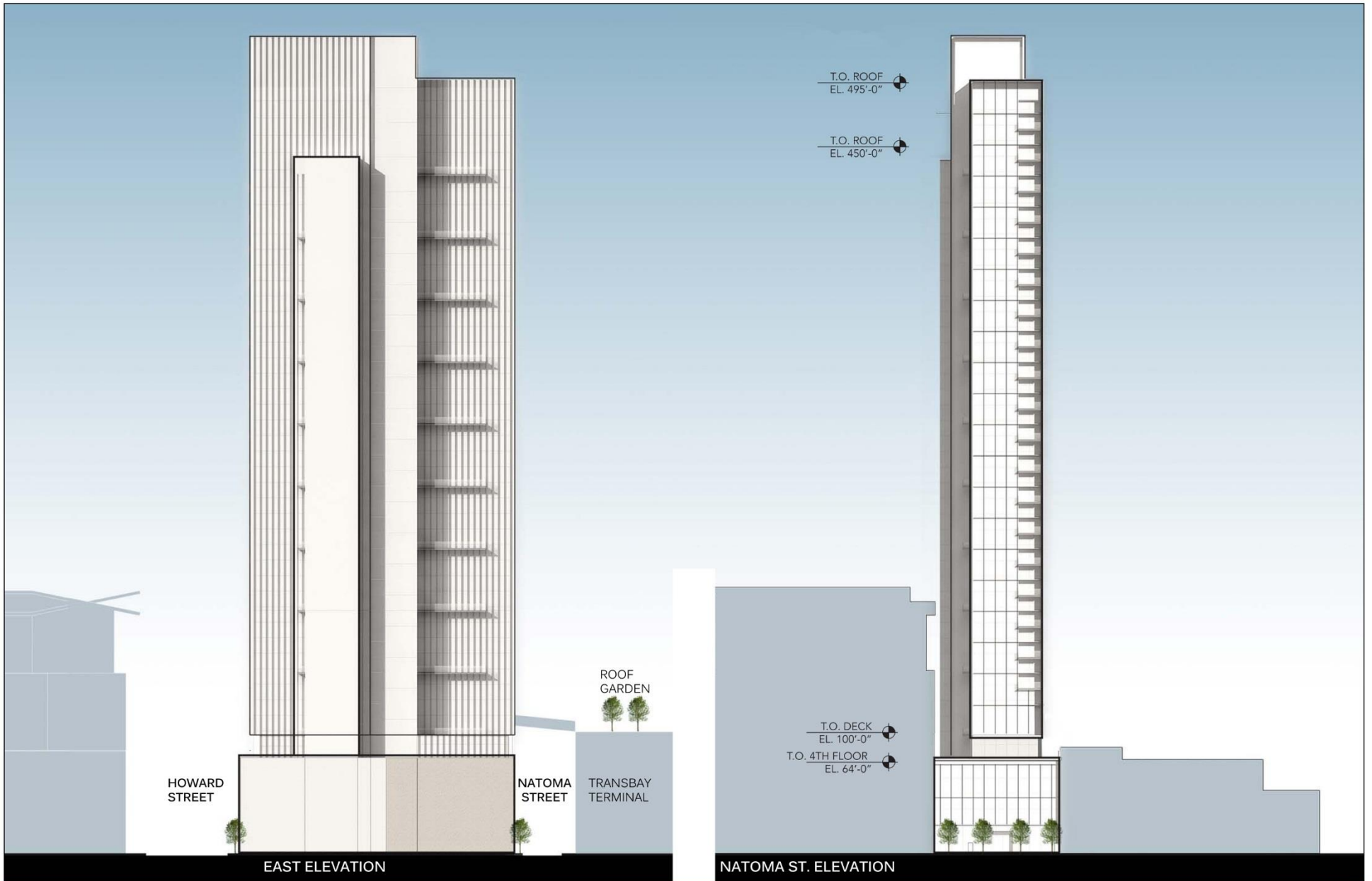
Figure 18. Conceptual Variant Parking Floor Plan – Level 1



Sources: Howard/First Property LLC and Handel Architects LLP 2016

X15010099 01 017

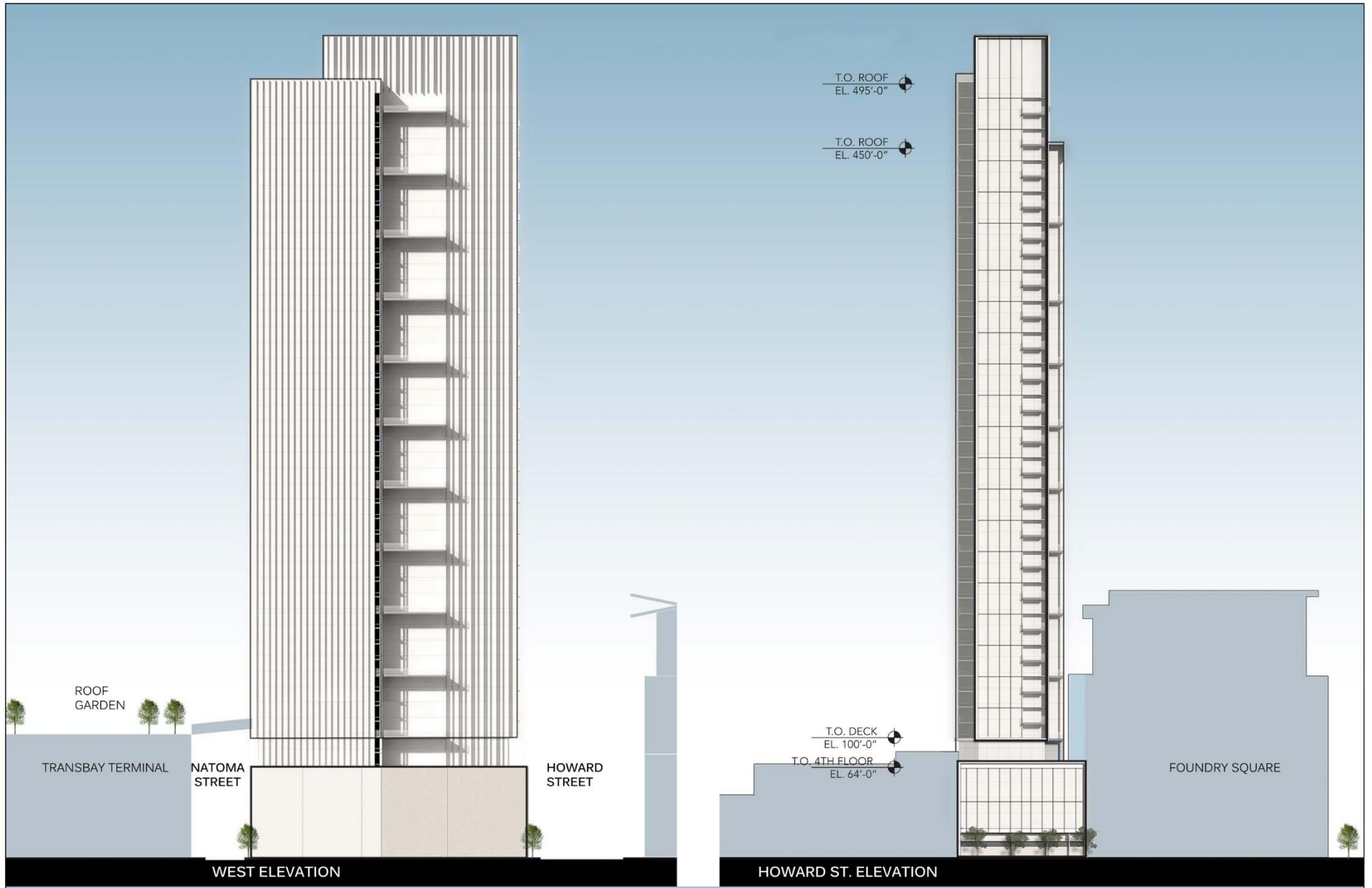
Figure 19. Conceptual Variant Parking Floor Plan – Level 2



Sources: Howard/First Property LLC and Handel Architects LLP 2016

X15010099 01 020

Figure 20. Variant East and North Elevations



Sources: Howard/First Property LLC and Handel Architects LLP 2016

X15010099 01 021

Figure 21. Variant West and South Elevations

Project Vicinity

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

The project site is within Zone 2 of the adopted Transbay Redevelopment Area. At the time of redevelopment plan adoption, the San Francisco Redevelopment Agency implemented a Delegation Agreement with the Planning Department to generally assign responsibility and jurisdiction for planning, zoning, and project entitlements in Zone 2 of the redevelopment area to the Planning Department and Planning Commission. As such, the Planning Department retains land use authority within Zone 2 and this zone is governed by the *Planning Code*, as administered by the Planning Department and Planning Commission. Although California dissolved all California Redevelopment Agencies, effective February 1, 2012, this act did not result in changes to land use controls or project approval processes for projects proposed within Zone 2.

As noted above, the project site is within the C-3-O (SD) Downtown Office Special Development Use District, and is also within the Transit Center C-3-O (SD), identified in the TCDP, in which the limits on non-commercial space apply (*Planning Code* Section 248). The project site is also located within the Transbay Redevelopment Plan C-3 Special Use District, which is coterminous with Zone 2 of the Redevelopment Area and which contains additional land use controls to implement the Transbay Redevelopment Plan and its companion documents (*Planning Code* Section 249.28). In general, these controls require proposed development within the SUD to undertake streetscape improvements, deposit fees into the Downtown Open Space Fund, pay other fees into the Citywide Affordable Housing Fund to construct affordable housing on-site, and (for any parcels adjacent or facing the new Transit Center and its ramp structures) provide active ground floor uses and direct pedestrian access from these areas to the ramps around the future Transit Center. Of note and as described in the Transbay Redevelopment Plan Section 4.9.3, the City's standard Inclusionary Housing Ordinance (*Planning Code* Section 415) does not apply to the project site. Instead, a minimum of 15 percent of all units constructed on-site must be affordable (as defined by the Transbay Redevelopment Plan), with no permitted off-site or "in lieu" fee payment. On-site rental units must be provided at a price affordable to households earning 60 percent of the area median income, while on-site ownership units must be provided at a price affordable to households earning 100 percent of the area median income. The proposed project would comply with these requirements.

In addition, the TCDP establishes new development impact fees to be collected from almost all development projects within the C-3-O (SD) Downtown Office Special Development Use District. These include the Transit Center District Open Space Impact Fee and Fund, Transit Center District Transportation and Street Improvement Impact Fee and Fund, and the Transit Center District Mello Roos Community Facilities District Program. The Transbay Transit Center building site is located immediately north of the project site and extends from Beale Street westward almost to Second Street. Anticipated for completion in 2019, the five-story (three above ground) Transbay Transit Center will provide a one-million-square-foot regional bus and rail station with a five-acre public park atop the building.

Project Approvals

The proposed 524 Howard Street project would require the following approvals:

San Francisco Planning Commission

- Downtown Project Authorization, pursuant to *Planning Code* Section 309, including exceptions (under *Planning Code* provisions) with regard to tower separation requirements (Section 132.1); rear yard requirements (Section 134(d)); upper tower height extension in S bulk districts (Section 263.9); and bulk requirement in S bulk district (Section 270).

San Francisco Zoning Administrator

- Variance from dwelling unit exposure requirements (Section 140)

San Francisco Recreation and Park Commission

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

San Francisco Municipal Transportation Agency

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

San Francisco Department of Building Inspection

- Review and approval of building and demolition permits.

San Francisco Public Utilities Commission

- Review and approval of the stormwater management system to meet the Stormwater Design Guidelines.
- Review and approval of an Erosion and Sediment Control Plan in accordance with Article 4.1 of the San Francisco Public Works Code for construction activities.

San Francisco Public Works

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

Bay Area Air Quality Management District

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

The Downtown Project Authorization is considered the project approval action for the purpose of establishing the start of the 30-day appeal period for this CEQA exemption determination pursuant to Section 31.04(h) of the San Francisco Administrative Code.

EVALUATION OF ENVIRONMENTAL EFFECTS

This CPE Checklist evaluates whether the environmental impacts of the proposed project are addressed in the Programmatic Environmental Impact Report for the Transit Center District Plan (TCDP PEIR).⁴ The CPE Checklist indicates whether the proposed project (and its variant, in this case) would result in significant impacts that: (1) are peculiar to the proposed project or project site; (2) were not identified as significant project-level, cumulative, or off-site effects in the PEIR; or (3) are previously identified significant effects, which as a result of substantial new information that was not known at the time that the TCDP PEIR was certified, are determined to have a more severe adverse impact than discussed in the PEIR.⁵ Such impacts, if any, will be evaluated in a project-specific Mitigated Negative Declaration or

⁴ San Francisco Planning Department, Transit Center District Plan and Transit Tower Final Environmental Impact Report, Planning Department Case Nos. 2007.0558E and 2008.0789E, State Clearinghouse No. 2008072073, certified May 24, 2012. Available online at: <http://sf-planning.org/area-plan-eirs>, accessed May 3, 2016. The document (and all other documents cited in this report, unless otherwise noted) is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400 as part of Case File No. 2013.0882E.

⁵ Significant refers to "significant effect on the environment," defined as "a substantial, or potentially substantial, adverse change in any of the physical conditions within the area affected by the project including land, air, water, minerals, flora, fauna, ambient noise, and objects of historic or aesthetic significance" by the California Environmental Quality Act Section 15382.

Environmental Impact Report. If no such impacts are identified, the proposed project is exempt from further environmental review in accordance with CEQA Section 21083.3 and CEQA Guidelines Section 15183. Furthermore, the analysis of cumulative impacts was conducted as part of the TCDP PEIR and included development of the project site. As a result, the analysis of cumulative impacts within the TCDP PEIR applies to the proposed project or variant, except where noted below in the following CPE Checklist.

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

The TCDP PEIR identified significant impacts related to aesthetics, cultural and paleontological resources, transportation, noise, air quality, shadow, wind, biological resources, and hazardous materials. Additionally, the PEIR identified significant cumulative impacts related to aesthetics, cultural and paleontological resources, noise, air quality, shadow, and wind. Mitigation measures were identified for the above impacts and reduced all impacts; however, certain impacts related to aesthetics, cultural resources, transportation, noise, air quality, and shadow were determined to be significant and unavoidable.

The proposed project would include the construction of a 48-story residential tower, approximately 495 feet in height to the roofline and 515 feet tall to the top of the elevator machine room and roof screen. Up to 334 residential units and 3,800 sf of accessory retail uses would be located within the tower. This CPE checklist also evaluates a variant to the proposed project that would involve the development of a similar tower on-site with a 273-room hotel, 72 residential units, and 718 sf of accessory retail uses. As discussed below in this checklist, neither the proposed project nor the variant would result in new, significant environmental effects or effects of greater severity, otherwise acknowledged as “peculiar effects,” than were already analyzed and disclosed in the TCDP PEIR.

Changes in the Regulatory Environment

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

- State statute regulating Aesthetics and Parking Impacts for Transit Priority Infill,⁶ effective January 2014 (see associated heading below);
- San Francisco ordinance establishing Noise Regulations Related to Residential Uses Near Places of Entertainment effective June 2015 (see Checklist section “Noise”);
- San Francisco ordinance establishing Enhanced Ventilation Required for Urban Infill Sensitive Use Developments, effective December 2014 (see Checklist section “Air Quality”);
- San Francisco Resolution 19579, effected March 2016, which requires use of a vehicle miles traveled (VMT) metric instead of automobile delay to evaluate the transportation impacts of projects;
- San Francisco Clean and Safe Parks Bond passage in November 2012 and San Francisco Recreation and Open Space Element of the General Plan adoption in April 2014 (see Checklist section “Recreation”); and

⁶ Infill development refers to the construction of new housing, commercial, retail, industrial, or other land uses within an existing urban area with the intent of maximizing the potential of underutilized land.

- Article 22A of the Health Code amendments effective August 2013 (see Checklist section “Hazardous Materials”).

Aesthetics and Parking Impacts for Transit Priority Infill Development

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

- a) The project is in a transit priority area,
- b) The project is on an infill site, and
- c) The project is residential, mixed-use residential, or an employment center.

The proposed project meets each of the above three criteria and thus, this checklist does not consider aesthetics or parking in determining the significance of project impacts under CEQA.⁷ Project elevations are included in the project description, and an assessment of parking demand is included in the Transportation section for informational purposes.

Automobile Delay and Vehicle Miles Traveled Analysis

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

In January 2016, OPR published for public review and comment a Revised Proposal on Updates to the CEQA Guidelines on Evaluating Transportation Impacts in CEQA recommending that transportation impacts for projects be measured using a VMT metric.⁸ On March 3, 2016, in anticipation of the future certification of the revised CEQA Guidelines, the San Francisco Planning Commission adopted OPR’s recommendation to use the VMT metric instead of automobile delay to evaluate the transportation impacts of projects (Resolution 19579). (Note: the VMT metric does not apply to the analysis of impacts on non-automobile modes of travel such as riding transit, walking and bicycling.) Therefore, impacts and mitigation measures from the TCDP PEIR associated with automobile delay are not discussed in this checklist, including **PEIR Mitigation Measures M-TR-1a through M-TR-1m**.

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

⁷ San Francisco Planning Department. Transit-Oriented Infill Project Eligibility Checklist for 524 Howard Street, July 19, 2016.

⁸ This document is available online at: https://www.opr.ca.gov/s_sb743.php. Accessed May 9, 2016.

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

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

The TCDP PEIR analyzed the land use changes anticipated under the TCDP and determined that significant adverse impacts related to the division of an established community would not occur; the TCDP would not conflict with an applicable land use plan (including the General Plan); and the TCDP would not have a substantial impact on the existing character of the vicinity.

Proposed Project and Variant

The project and variant would potentially add residential, hotel, and retail uses to the project site, all of which are uses that are anticipated under the TCDP for the project site and surrounding area. Because the potential future land uses at the project site would be the same as those evaluated for the area in the PEIR, there would be no significant land use impacts related to the proposed project.

The Citywide Planning and Current Planning Divisions of the Planning Department have determined that the proposed project is permitted in the C-3-O (SD) (Downtown Office Special Development) Use District, the Transit Center C-3-O (SD) Commercial Special Use District, Transbay C-3 Special Use District, and the 450-S Height and Bulk District. The C-3-O Use District is intended to play a leading national role in finance, corporate headquarters and service industries, and serve as an employment center for the region. It consists primarily of high-quality office development, supported by retail and service uses, all of which are served by City and regional transit systems. As noted above, the project site is also located within the Transit Center Commercial SUD, which mandates a minimum proportion of commercial development on large (15,000 sf or more) development sites (at least 2 gross square feet of commercial use for every gross square foot of residential use). In the case of the project and variant, the project site is 12,266 sf in size and would not be subject to the minimum commercial proportion requirement. Residential uses with no maximum dwelling unit density are principally permitted by the Planning Code at the project site, pursuant to

Planning Code section 210.1. Accordingly, the proposed project is consistent with the uses anticipated by the TCDP and the Planning Code for the project site.

The 450-S Height and Bulk District allows for 450-foot maximum heights with setbacks above the building base and limits on tower plan dimensions, per *Planning Code* Section 270. Exceptions to established height limits are allowed, pursuant to *Planning Code* Section 263.9. The proposed project is consistent with the development density established by the TCDP and therefore qualifies for a CPE pursuant to Section 15183 of the CEQA Guidelines.

The project site is located in an area of primarily higher-density office development oriented around the Transbay Transit Center, which is currently under construction. Development patterns in this area reflect its proximity to the downtown Financial District, the Bay Bridge and I-80 off-ramps, the former Transbay Terminal, and Rincon Hill. Ground-floor retail, residential space, and a mix of institutional uses are interspersed among the office uses. The potential land uses associated with the proposed project and its variant (residential, hotel, and retail) would not substantially conflict with those that exist in the vicinity. One of the primary goals of the TCDP is to encourage high-density office development downtown, and the number of residential units included as part of the project and variant would not conflict with this goal, and would fall within the limits on non-commercial uses under the TCDP. Therefore, the proposed project and variant would not result in substantial conflict with land use character or existing plans/policies that govern land use in the area, and impacts would be less than significant.

Because the proposed project and variant are consistent with the development density established in the TCDP, implementation of the proposed project or variant would not result in significant impacts that were not identified in the TCDP PEIR related to land use and land use planning, nor a substantially more severe impact than was previously identified in the PEIR.

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

The key goal of the TCDP was to concentrate future employment growth where it is best served by public transit, through rezoning to allow increased density in the plan area. The TCDP PEIR (pp. 198 – 199) found that, with implementation of the TCDP, there would be more than 9,470 new residents (in about 6,100 households) and more than 29,300 new employees in the plan area by 2030. As stated in the PEIR, the

Planning Department forecasts that San Francisco's total household population⁹ would reach approximately 912,000 by 2030, an increase of some 132,500 residents from the 2005 total of 779,500.^{10,11} Employment in 2005 totaled approximately 552,000. The Department forecasts employment growth of 241,300 additional jobs by 2030. The TCDP PEIR (p. 205) found that the increased employment and household population generated by the TCDP would be in line with regionally forecasted growth for the City, and that the TCDP would not create substantial new demand for housing or reduce the existing supply to the extent that would result in a significant impact.

Proposed Project

The project would involve the development of 334 housing units, the majority of which would be market-rate. Assuming 1.55 persons per household, as estimated in the TCDP PEIR, the proposed project would accommodate approximately 520 people. By 2030, this population increase would amount to approximately 0.06 percent of the anticipated citywide population growth and 4.85 percent of the growth anticipated under the TCDP. The project would also develop approximately 3,800 square feet of retail space, which would generate approximately 11 total employees at full occupancy.¹² Project-related employment would be equivalent to less than 0.01 percent of the anticipated citywide growth by the year 2030, assuming that the project attracted entirely new employees to San Francisco; in reality, some of these workers would likely have relocated from other jobs in San Francisco. Project-related employment growth would amount to approximately 0.16 percent of the growth anticipated in the TCDP. This employment increase would result in a demand for five new housing units.¹³ These direct effects of the project on population and housing are within the scope of the population growth anticipated under the TCDP and evaluated in the TCDP PEIR.

The *San Francisco General Plan* Housing Element contains objectives and policies "that address this growing housing demand, focusing on strategies that can be accomplished within the City's limited land supply and that meet the housing goals developed during the outreach for this document, which include 1) prioritizing permanently affordable housing; 2) recognizing and preserving neighborhood character; 3) integrating housing, jobs, transportation, and infrastructure; and 4) continuing to be a regional model of sustainability."¹⁴ Housing Element Policy 1.9 calls for enforcement and monitoring of the Jobs-Housing Linkage Program requiring that new commercial development in the City provide affordable housing or pay an in-lieu fee to meet the housing need attributable to employment growth and new commercial development, particularly the demand for new housing affordable to low and moderate income households.

As discussed above, the project would include up to 334 residential units. Of the total number of units, the project sponsor would provide up to 50 affordable housing units on-site (15 percent of the total number of residential units), as defined and required by the Transbay Redevelopment Plan. In addition, the project sponsor would pay the housing fees that are required of all commercial development citywide under

⁹ Household population excludes about 2.5 percent of the City's total population that lives in what the U.S. Census calls "group quarters," including institutions (jails, nursing homes, etc.), college dormitories, group homes, religious quarters, and the like.

¹⁰ Consistent with recent trends, this incremental growth is anticipated to occur in relatively smaller households; that is, growth would occur in households that would be smaller than the average household size in 2010 of 2.3 persons per household.

¹¹ Because of the economic effects of the Great Recession, the Transit Center District Plan's employment growth forecast is conservative, when compared to more recent projections. The projections for household growth remain generally accurate.

¹² Employment calculations in this section are based on the City of San Francisco *Transportation Impact Analysis Guidelines*, which estimates 350 square feet per employee assigned to retail space (3,800 square feet).

¹³ Based on 57 percent of City workers who live in San Francisco, from 2010 Census data, 1.22 workers per household, and an assumed 8.3 percent vacancy factor.

¹⁴ *San Francisco General Plan* 2014 Housing Element, adopted by Planning Commission, April 27, 2015, Preface. <http://www.sf-planning.org/index.aspx?page=3899>.

Section 413.1 et seq., of the *Planning Code*, the Jobs-Housing Linkage Program. This would satisfy the City's regulatory requirements to mitigate the impact of market-rate housing and retail development on the demand for affordable housing in San Francisco. Impacts would be less than significant.

The project site is currently a parking lot with a small structure to accommodate staff. There are no housing units on the site; therefore, the project would not displace any existing housing units, and thus would not necessitate the construction of replacement housing elsewhere. No impact would occur.

Variant

The variant would be constructed with approximately 129,000 sf of residential uses and approximately 253,000 sf of hotel, which could also be designated as extended-stay accommodations. The variant would provide up to 72 dwelling units, 273 hotel rooms, and approximately 700 sf of retail space. On-site bicycle and automobile parking would also be provided as part of the variant. Assuming 1.55 persons per household, as estimated in the TCDP PEIR, the residential component of the variant would accommodate approximately 112 people. By 2030, this population increase would amount to approximately 0.01 percent of the anticipated citywide population growth and 1.0 percent of the growth anticipated under the TCDP. The variant would also develop approximately 700 square feet of retail space, which would generate approximately two total employees at full occupancy. Approximately 246 employees would be generated from new hotel rooms.¹⁵ Project-related employment would be equivalent to less than 0.03 percent of the anticipated citywide growth by the year 2030, assuming that the hotel development attracted entirely new employees to San Francisco; in reality, some of these workers would likely have relocated from other jobs in San Francisco. Project related employment growth would amount to approximately 3.5 percent of the growth anticipated in the TCDP. This employment increase would result in a demand for 114 new housing units.¹⁶ These direct effects of the variant on population and housing are within the scope of the population growth anticipated under the TCDP and evaluated in the TCDP PEIR.

The *San Francisco General Plan* Housing Element contains objectives and policies "that address this growing housing demand, focusing on strategies that can be accomplished within the city's limited land supply and that meet the housing goals developed during the outreach for this document, which include 1) prioritizing permanently affordable housing; 2) recognizing and preserving neighborhood character; 3) integrating housing, jobs, transportation and infrastructure; and 4) continuing to be a regional model of sustainability."¹⁷ Housing Element Policy 1.9 calls for enforcement and monitoring of the Jobs-Housing Linkage Program requiring that new commercial development in the City provide affordable housing or pay an in-lieu fee to meet the housing need attributable to employment growth and new commercial development, particularly the demand for new housing affordable to low and moderate income households.

Of the 72 residential units proposed under the variant, 11 would be designated as on-site affordable housing units, consistent with the requirements of the Transbay Redevelopment Plan. In addition, the project sponsor would pay the housing fees required of all commercial development citywide, including retail hotel uses, under Section 413.1 et seq., of the *Planning Code*, the Jobs-Housing Linkage Program. This would satisfy the City's regulatory requirements to mitigate the impact of market-rate housing and retail

¹⁵ Employment calculations in this section are based on the City of San Francisco *Transportation Impact Analysis Guidelines*, which estimates 350 square feet per employee assigned to retail space and 0.9 employees per hotel room.

¹⁶ Based on 57 percent of City workers who live in San Francisco, from 2010 Census data, 1.22 workers per household, and an assumed 8.3 percent vacancy factor.

¹⁷ *San Francisco General Plan* 2014 Housing Element, adopted by Planning Commission, April 27, 2015, Preface. <http://www.sf-planning.org/index.aspx?page=3899>.

development on the demand for affordable housing in San Francisco. Impacts would be less than significant

The project site is currently a parking lot with a small structure to accommodate staff. There are no housing units on the site; therefore, neither the project nor variant would displace any existing housing units, and thus would not necessitate the construction of replacement housing elsewhere. No impact would occur.

For the above reasons, neither the project nor variant would result in significant impacts on population and housing that were not identified in the TCDP PEIR, nor substantially more severe impacts than previously identified in the PEIR.

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

Historic Architectural Resources

Proposed Project and Variant

Direct Impacts

Pursuant to CEQA Guidelines Sections 15064.5(a)(1) and 15064.5(a)(2), historical resources are buildings, structures, or sites that are listed, or are eligible for listing, in the California Register of Historical Resources, are identified in a local register of historical resources, such as Articles 10 and 11 of the *San Francisco Planning Code*, or are otherwise determined by a lead agency to be “historically significant.” The TCDP PEIR determined that future development facilitated through the changes in use districts and height limits under the TCDP could have substantial adverse changes on the significance of historic architectural resources and on historical districts within the plan area. Although the precise nature of this impact could not be determined at the time, the PEIR determined that such an impact would be significant and unavoidable. To partially mitigate the impact, the PEIR identified **PEIR Mitigation Measures M-CP-3a** (HABS/HAER Documentation, p. 267), **M-CP-3b** (Public Interpretative Displays, p. 268), **M-CP-3c** (Relocation of Historical Resources, p. 268), and **M-CP-3d** (Salvage of Historical Resources, p. 268). These measures would reduce impacts to historic resources, but not to a level of less than significant.

The proposed project and variant would not entail demolition of existing structures, except for a small wooden shed used by parking lot staff. The shed is not considered to be a historic building as it is not at least 45 years old and, as such, does not necessitate a historic resources evaluation prior to its removal.

Thus, the proposed project and variant would not result in significant direct impacts on cultural resources that were not identified in the TCDP PEIR, nor substantially more severe impacts than previously identified in the PEIR. Furthermore, the mitigation measures identified above with respect to direct impacts to historic structures would not apply to the proposed project or variant. The project site is not within a historic district.

Indirect Impacts

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

As noted above, the proposed project and variant would not include the demolition of historic structures at the project site. The existing building at 530 Howard Street, which was constructed in 1908 and abuts the western boundary of the project site, is considered a potentially historic structure. Neither the project site nor 530 Howard Street are located within a historic district. The project and variant would not cause material damage to the physical characteristics of 530 Howard Street and other nearby historic resources such that their historical significance and/or potential consideration for inclusion in the California Register of Historic Resources would be affected. The proposed project or variant would not affect the integrity of a historic district. Therefore, the project and variant would result in less-than-significant indirect impacts.

Construction Impacts

Construction activity can generate vibration that can cause structural damage to nearby buildings. As described in the PEIR (pp. 269–270), construction activity would result in a potentially significant impact on historic and potentially historic buildings, such as 530 Howard Street. **PEIR Mitigation Measures M-CP-5a** (Construction Best Practices for Historical Resources, p.270) and **M-CP-5b** (Construction Monitoring Program for Historical Resources, p. 270) were identified to reduce TCDP impacts to a less-than-significant level by requiring contractors to implement best-management practices during construction, as well as perform pre-construction surveys of historical resources within 125 feet of a project site.

The proposed project and variant would require removal of the surface parking lot and shed, as well as excavation to approximately 60 feet below grade.¹⁸ The use of heavy construction equipment would result in a temporary increase in localized vibration, which could result in structural damage. If structural damage were to occur, these activities would result in a potentially significant impact on historic buildings within and near to the project site, including 530 Howard Street. As a result, the project or the variant would implement **Project Mitigation Measure 1**, which would implement **PEIR Mitigation Measure M-CP-5a**, and **Project Mitigation Measure 2**, which would implement **PEIR Mitigation Measure M-CP-5b**, to reduce the potential for adverse impacts to nearby historic structures by requiring preconstruction surveys, monitoring of on-site vibration levels, other best management practices, and restoration of any changes to historic structures as a result of project construction identified during monitoring. As a result, impacts associated with construction activities at the project site would be less than significant.

¹⁸ This depth may be increased in certain locations to allow for proper installation of press-in piles.

In conclusion, the proposed project and variant would not result in significant impacts on historic architectural resources that were not identified in the TCDP PEIR, nor would they result in substantially more severe impacts than previously identified in the PEIR.

Archeological Resources

Proposed Project and Variant

The PEIR (pp. 253–258) found that development under the TCDP could cause a substantial adverse change to the significance of archaeological resources because the entire plan area could be considered generally sensitive for both prehistoric and historic-era archaeological resources. The TCDP Archaeological Resource Design and Treatment Plan (ARDTP) presented sensitivity assessments of five sites in the plan area, including the project site.¹⁹ No prehistoric archaeological sites have been documented within the 524 Howard Street site, although two prehistoric sites (SFR-112 and SFR-135) and one historic-era site (SFR-119H) are located within the general vicinity. Due to development that has occurred at the site, historic archaeological potential is considered to be low.

PEIR Mitigation Measure M-CP-1 (Subsequent Archaeological Testing Program, p. 254) was identified to ensure that projects developed within the TCDP plan area are subject to preliminary archeological review of Planning Department archaeologists. Based on the ARDTP, the in-house review would identify any data gaps and require additional investigations to make an archaeological sensitivity assessment. Projects found to have archaeological sensitivity would be required to prepare and implement an archeological testing program, and projects found to require data recovery would necessitate preparation of an archaeological monitoring program. The mitigation measure also states that any accidental discovery of human remains or potential associated funerary objects during soils-disturbing activity shall comply with all applicable laws.

As noted above, no prehistoric archaeological sites have been documented within the project site. Given the proximity to the project site of two prehistoric sites and one historic-era site, **Project Mitigation Measure 3**, which would implement **PEIR Mitigation Measure M-CP-1**, would apply to the project and variant, and the impact of development of the project site would be reduced to a less-than-significant level. The project and variant would not result in significant impacts on archeological resources that were not identified in the TCDP PEIR, nor would it result in substantially more severe impacts than previously identified in the PEIR.

Paleontological Resources

Proposed Project and Variant

As stated in the PEIR (p. 240), there are no known paleontological resources in the TCDP plan area. As explained in the CPE Checklist Geology and Soils section, a preliminary geotechnical analysis specific to the project site was also completed.²⁰ The project site is underlain by 9 to 18 feet of fill material including very loose and loose sand with varying amounts of gravel, brick, wood, rock, and concrete fragments. Below the fill is 13 to 25 feet of loose to very dense sand, known as Dune sand. The Dune sand extends from approximately 28 to 35 feet below the ground surface. Below the Dune sand is a weak, soft to medium stiff silt and clay marine deposit that extends to maximum depths of 44 to 56 feet below adjacent grades.

¹⁹ San Francisco Planning Department, *Archaeological Research Design and Treatment Plan for the Transit Center District Plan Area, San Francisco, California*, prepared by Far Western Anthropological Research Group, Inc.; Past Forward, Inc.; and JRP Historical Consulting, LLC; February 2010.

²⁰ Langan Treadwell Rollo, Preliminary Geotechnical Evaluation for 524 Howard Street, San Francisco, California, Langan Project No. 730272704. June 16, 2014. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2013.0882ENV

Below the marine deposit is the dense Coloma formation and then Old Bay Clay. Sand does not typically contain paleontological resources, and the marine deposits are considered relatively young in age, and therefore unlikely to contain rare or important fossils. As a result, development of the project site would not affect paleontological resources. The project and variant would not result in significant impacts on paleontological resources that were not identified in the TCDP PEIR, nor would it result in substantially more severe impacts than previously identified in the PEIR.

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

The TCDP PEIR anticipated that growth associated with the zoning changes could result in significant impacts on transportation and circulation. The TCDP PEIR identified 23 transportation mitigation measures, including implementation of traffic management strategies, and traffic and transit improvements. Even with mitigation, however, the PEIR concluded that the significant adverse impacts on certain local intersections and transit, pedestrian, loading, and construction impacts would not be fully mitigated, and these impacts were identified as significant and unavoidable. Effects on emergency access were determined to be less than significant.

A transportation impact study (TIS) was prepared for the proposed project and variant²¹ to evaluate potential project-specific effects of development of the project site, and it is summarized herein. Because it

²¹ Kittelson and Associates. 524 Howard Street Transportation Impact Study, San Francisco, CA. April 21, 2016.

was prepared prior to before the San Francisco Planning Commission's adoption of transportation impacts based on VMT instead of congestion (see discussion on page 26), the TCDP PEIR traffic impact analysis based its impacts on intersection level of service (LOS), which is a congestion metric. As described on page 26 of this analysis on March 3, 2016 the Planning Commission adopted a new metric for evaluation of traffic impacts, vehicle miles traveled (VMT).

This document, therefore, presents an analysis of CEQA impacts based upon the new VMT standard adopted by the Planning Commission. Mitigation measures in the PEIR that identified improvements intended to improve LOS are no longer considered applicable.

PEIR Findings

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

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

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

The PEIR concluded that increased pedestrian activity would result from TCDP implementation, which would degrade the level of service at sidewalks, street corners, and crosswalks within the plan area and result in a significant and unavoidable impact. **Mitigation Measure M-TR-4** was identified, whereby SFMTA would widen crosswalks in the plan area; however, the impact remained significant and unavoidable. In addition, the TCDP PEIR concluded that the development of the large projects proposed in the plan area, as well a lack of capacity to accommodate loading demands, would create potentially hazardous conditions for pedestrians, bicycles, traffic, and transit in the plan area, resulting in significant and unavoidable impacts. **PEIR Mitigation Measures M-TR-5, M-TR-7a, and M-TR-7b** were identified to reduce impacts by requiring some projects to employ a parking garage and/or loading dock attendant, requiring some projects to develop a loading dock management plan, and encouraging SFMTA to increase the supply of on-street loading spaces; however, these impacts remained significant and unavoidable.

Finally, the PEIR determined that construction of individual projects within the plan area, with ongoing construction of the Transbay Transit Center, could disrupt nearby streets, transit services, and pedestrian and bicycle circulation. **Mitigation Measure M-TR-9** was identified to reduce impacts by requiring individual development projects within the TCDP plan area to develop a construction management plan

that would: restrict construction truck movements to times outside of weekday a.m. and p.m. peak periods; optimize truck routes; encourage construction employees to take transit; and require the project sponsor to coordinate construction activities with surrounding projects through creation of a construction phasing and operations plan. Even with implementation of **PEIR Mitigation Measure M-TR-9**, the impact was considered significant and unavoidable.

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

Trip Generation

Proposed Project

Under the proposed project, a new residential tower, totaling 392,277 sf of residential space with 334 residential units and 3,813 sf of retail space, would be constructed. The localized person-trip generation for the proposed project was based on the weekday daily and p.m. peak hour rates documented in the *2002 Transportation Impacts Analysis Guidelines for Environmental Review* (SF Guidelines). In accordance with common industry practice, the project's traffic analysis does not assume trip credits for any displaced trips associated with the replacement of the existing surface parking lot at the project site. The proposed project would generate an estimated 3,422 daily person trips (inbound and outbound), of which 24 percent would be on transit, 33 percent would be by auto, 38 percent would be pedestrian trips, and the remaining 5 percent would be by other modes of transportation. During the p.m. peak hour, the proposed project would generate an estimated 546 person trips, of which 178 would be automobile trips.

Variant

Under the variant, a tower similar to the project would be built with 72 residential units on top of a 273-room hotel and 700 sf of retail space. Using the same methodologies as those identified above for the proposed project, the variant would generate an estimated 2,632 daily person trips (inbound and outbound), of which 38 percent would be on transit, 33 percent would be by auto, 25 percent would be pedestrian trips, and the remaining 4 percent would be by other modes of transportation. During the p.m. peak hour, the variant would generate an estimated 308 person trips, of which 108 would be automobile trips.

Vehicle Miles Traveled (VMT) Analysis

Many factors affect travel behavior. These factors include density, diversity of land uses, design of the transportation network, access to regional destinations, distance to high-quality transit, development scale, demographics, and transportation demand management. Typically, low-density development at great distance from other land uses, located in areas with poor access to non-private vehicular modes of travel, generates more automobile travel compared to development located in urban areas, where a higher density, mix of land uses, and travel options other than private vehicles are available.

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

The San Francisco County Transportation Authority (Transportation Authority) uses the San Francisco Chained Activity Model Process (SF-CHAMP) to estimate VMT by private automobiles and taxis for

different land use types. Travel behavior in SF-CHAMP is calibrated based on observed behavior from the California Household Travel Survey 2010-2012, Census data regarding automobile ownership rates and county-to-county worker flows, and observed vehicle counts and transit boardings. SF-CHAMP uses a synthetic population, which is a set of individual actors that represents the Bay Area’s actual population, who make simulated travel decisions for a complete day. The Transportation Authority uses tour-based analysis for office and residential uses, which examines the entire chain of trips over the course of a day, not just trips to and from the project. For retail uses, the Transportation Authority uses trip-based analysis, which counts VMT from individual trips to and from the project (as opposed to entire chain of trips). A trip-based approach, as opposed to a tour-based approach, is necessary for retail projects because a tour is likely to consist of trips stopping in multiple locations, and using tour VMT would over-estimate project-related VMT.^{22,23}

For residential development, the regional average daily VMT per capita is 17.2. For retail development, regional average daily work-related VMT per employee is 14.8 (see Table 2, which includes the traffic analysis zone [TAZ] in which the project site is located, 741). A project would have a significant effect on the environment if it would cause substantial additional VMT. The State Office of Planning and Research’s (OPR) *Revised Proposal on Updates to the CEQA Guidelines on Evaluating Transportation Impacts in CEQA* (“proposed transportation impact guidelines”) recommends screening criteria to identify types, characteristics, or locations of projects that would not result in significant impacts to VMT. Further, based on statewide VMT reduction targets developed by Caltrans, a 15 percent reduction in per capita VMT (as reflected in Table 2) is considered necessary to achieve statewide 2020 targets. If a project meets screening criteria, then it is presumed that VMT impacts would be less than significant for the project and a detailed VMT analysis is not required.

Table 2
Vehicles Miles Traveled Per Land Use – Regional Average and Project Site TAZ

Land Use/Scenario	Regional Average	Threshold (Regional Average Minus 15%)	Project Site TAZ (TAZ 741)
Residential (per capita)			
Existing	17.2	14.6	2.8
Year 2040	16.1	13.7	2.1
Retail (per employee)			
Existing	14.8	12.6	9.2
Year 2040	14.6	12.4	8.3

SOURCE: SF Planning Department 2016.

Proposed Project

The proposed project is a mixed-use residential development with 3,800 sf of retail space, located on a previously-developed urban infill site in downtown San Francisco, within one-third mile of both the Montgomery and Embarcadero BART/Muni rail transit stations and 100 feet of the Transbay Transit Center

²² To state another way: a tour-based assessment of VMT at a retail site would consider the VMT for all trips in the tour, for any tour with a stop at the retail site. If a single tour stops at two retail locations, for example, a coffee shop on the way to work and a restaurant on the way back home, then both retail locations would be allotted the total tour VMT. A trip-based approach allows the apportionment of all retail-related VMT to retail sites without double-counting.

²³ San Francisco Planning Department. *Executive Summary: Resolution Modifying Transportation Impact Analysis*, Appendix F, Attachment A. March 3, 2016.

that is currently under construction. The project would have a floor area ratio (ratio of building floor area to lot square footage) greater than 0.75, and is located in a priority development area identified in the Bay Area's sustainable communities strategy (Plan Bay Area). As shown in Table 2 above, existing average daily VMT per capita for residential uses in TAZ 741 is 2.8 miles. This is a little more than one-third (39 percent) of the existing regional average daily VMT per capita of 17.2. Also, as shown in Table 2 above, existing average daily VMT per employee for retail uses is 9.2 miles. These employee-based VMT numbers are approximately two-thirds (62 percent) of the existing regional averages of 14.8. Given the project site is located in an area where existing VMT is more than 15 percent below the existing regional average, the proposed project's residential and retail uses are anticipated to have similarly reduced VMT and would therefore not result in substantial additional VMT. Therefore, consistent with the thresholds expressed in OPR's proposed transportation impact guidelines, impacts would be less-than-significant.

San Francisco 2040 cumulative conditions were projected using a SF-CHAMP model run, using the same methodology as outlined for existing conditions, but includes residential and job growth estimates and reasonably foreseeable transportation investments through 2040. Projected 2040 average daily VMT per capita for residential uses in TAZ 741 is 2.1 miles. This is approximately one-eighth (13 percent) of the projected 2040 regional average daily VMT per capita for residential uses of 16.1. Projected 2040 average daily VMT numbers per employee for retail uses in TAZ 741 are 8.3 miles. These figures are less than two-thirds (56 percent) of the projected 2040 regional average daily VMT per employee of 14.6 for retail uses. Given the project site is located in an area where VMT would be greater than 15 percent below the projected 2040 regional average, the proposed project's residential and retail uses would not result in substantial additional VMT. Therefore, the proposed project's residential and retail uses would not contribute considerably to any substantial cumulative increase in VMT.

Variant

For the purposes of this analysis, the hotel use that would be constructed as part of the variant is considered to generate similar trips/VMT as the proposed project. As a result, the same proportion of VMT per use type within TAZ 741 would occur under the variant. As a result, the variant would result in similar lower VMT compared to the regional average and development of the variant would not result in substantial additional VMT. The variant's residential, hotel, and retail uses would also not contribute considerably to any substantial cumulative increase in VMT.

Induced Automobile Travel Analysis

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

Proposed Project and Variant

The proposed project or variant would not modify existing roadways/alleyways such that additional capacity would be available to motorists, and as a result, neither the project nor variant would lead to a substantial or measurable increase in regional VMT. Therefore, the proposed project or variant would not substantially induce automobile travel and impacts would be less-than-significant. For the above reasons, the proposed project and variant would not result in significant impacts on traffic that were not identified in the PEIR, and the proposed project would not result in new or greater cumulative impacts than were identified in the PEIR.

Level of Service (LOS) Analysis

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

Transit

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

Proposed Project

The proposed project would generate an estimated 133 new transit trips (82 inbound and 51 outbound) during the weekday p.m. peak hour. Transit trips to and from the project site would likely use the nearby Muni bus and light rail lines for local trips, and the regional lines such as BART, AC Transit, Golden Gate Transit, Caltrain, and SamTrans (potentially with transfers to and from Muni) for trips outside San Francisco. Based on the transit trip distribution pattern, it was estimated that of the 51 outbound trips during the weekday p.m. peak hour, approximately 33 trips would cross the Muni screenlines and 18 trips would cross the regional screenlines. Project transit ridership would not result in a significant impact with regard to the majority of Muni screenlines; however, two of 14 screenlines that the project would cross in the p.m. peak hours would exceed Muni's 85 percent standard. Project ridership would constitute less than five percent of ridership on each corridor, which, based on criteria established in the SF Guidelines, would not be considered substantial or significant. As a result, the project's impact on transit ridership would be less than significant. With respect to regional transit, project ridership would not result in exceedance of any operator's standard.

Under cumulative conditions, a number of Muni corridors and screenlines would have ridership in excess of Muni's standard and, as was identified in the PEIR, this would be a significant impact. However, in no case would project ridership exceed one percent on a particular corridor, as discussed in the PEIR, and thus the project would not contribute considerably to the impact identified in the PEIR. With respect to regional transit, the transit riders generated by the project would account for a relatively small portion of the overall cumulative ridership totals. This level of ridership increase represents less than one percent of the overall ridership and based on criteria in the *SF Guidelines*, the project would not be cumulatively considerable with respect to cumulative impacts on regional transit ridership and capacity utilization during the weekday p.m. peak hour.

The project would not require the relocation or removal of any existing bus stops or other changes that would alter transit service. Additionally, while the project would add traffic to surrounding roadways, project-generated vehicle, bicycle, and pedestrian trips would not substantially affect transit operations on nearby routes or interfere with operations of buses that operate along Howard Street.

Variant

The variant would generate an estimated 117 new transit trips (61 inbound and 56 outbound) during the weekday p.m. peak hour. Transit trips to and from the project site would likely use the nearby Muni bus and light rail lines for local trips, and the regional lines such as BART, AC Transit, Golden Gate Transit, Caltrain, and SamTrans (potentially with transfers to and from Muni) for trips outside San Francisco. Based on the transit trip distribution pattern, it was estimated that of the 56 outbound trips during the weekday p.m. peak hour, approximately 36 trips would cross the Muni screenlines and 20 trips would cross the regional screenlines. Variant transit ridership would not result in a significant impact with regard to the majority of Muni screenlines; however, similar to conditions identified above for the project, two of 14 screenlines that the variant would cross in the p.m. peak hours would exceed Muni's 85 percent standard. Variant ridership would constitute less than one percent of ridership on the two corridors, which, based on criteria established in the SF Guidelines, would not be considered substantial or significant. As a result, the variant's impact on transit ridership would be less than significant and within the scope of the TCDP PEIR. With respect to regional transit, variant ridership would not result in exceedance of any operator's standard.

Under cumulative conditions, a number of Muni corridors and screenlines would have ridership in excess of Muni's standard and, as was identified in the PEIR, this would be a significant impact. However, in no case would variant ridership under cumulative conditions exceed one percent on a particular corridor, and thus the variant would not contribute considerably to the impact identified in the PEIR. With respect to regional transit, the transit riders generated by the variant would account for a relatively small portion of the overall cumulative ridership totals. This level of ridership increase represents less than one percent of the overall ridership and based on criteria in the *SF Guidelines*, the variant would not be cumulatively considerable with respect to cumulative impacts on regional transit ridership and capacity utilization during the weekday p.m. peak hour.

Under the variant, the existing curb cut on Howard Street would be widened to provide access to the garage and loading dock. During periods of high demand, queues could spill back across the sidewalk and vehicles could block the rightmost travel lane on Howard Street and affect transit operations. Additionally, trucks reversing into the loading dock could interfere with operations of buses and shuttles along Howard Street. As a result, the variant would have a significant impact by creating potentially hazardous conditions for transit vehicles. The variant would implement **Project Mitigation Measure 4**, which would implement **PEIR Mitigation Measure M-TR-5**, and **Project Mitigation Measure 5**, which would implement **PEIR Mitigation Measure M-TR-7a**, to reduce the potential for driveway and loading dock activities along Howard Street to affect transit operations by providing a site-specific loading dock/garage management plan and on-site attendant for active management of site traffic operations along Howard Street. As a result, impacts to transit facilities/operations at the project site under the variant would be less than significant.

Pedestrians and Bicyclists

Impacts to pedestrian conditions and facilities as a result of activities at the project site were assessed, including the number of new pedestrian trips that would be added to the network. The adequacy of pedestrian connections to nearby transit routes, safety and right of way issues, and general compliance with the *Better Streets Plan* sidewalk widths and requirements were qualitatively assessed.

Proposed Project

The project is estimated to generate 207 walk-only trips (145 inbound, 62 outbound) and 133 walk-to-transit trips (82 inbound, 51 outbound) during the weekday p.m. peak hour. With the additional pedestrian trips associated with the project, all study crosswalks, sidewalks, and street corners would operate at acceptable levels of service during the weekday p.m. peak hour. During this period, pedestrian flow is reasonably uncongested but pedestrians may need to change speed and position at a few locations where pedestrian volumes are high and circulation space is limited, such as on the west crosswalk at First Street / Mission Street and along the north sidewalk of Howard Street between Second Street and First Street. Based on the current levels of pedestrian activity, the new pedestrian trips generated by the project could be accommodated on the nearby sidewalks and would not substantially affect pedestrian operations along the nearby sidewalks and crosswalks. The addition of project-generated pedestrian traffic would cause minor decreases in crosswalk and street corner circulation area and minor increases in flow rates along the sidewalks for pedestrians, but would not cause any of the study locations to worsen to unacceptable conditions. Therefore, the project's pedestrian trips would have a less than significant impact on surrounding pedestrian facilities.

With respect to potential pedestrian conflicts with vehicular traffic associated with the project, vehicles accessing the garage and trucks accessing the loading dock would need to cross the crosswalk at First Street/Natoma Street, which currently has high pedestrian volumes during the peak periods. As this intersection is currently unsignalized, for both inbound and outbound movements, vehicles would need to wait for a gap in pedestrian traffic. If few gaps are available, there is the potential for drivers to merge into the crosswalk and force their way into pedestrian traffic to complete the maneuver. However, nearby signals at First Street/Howard Street and First Street/Mission Street effectively meter pedestrian flow and traffic is generally moving slowly enough along First Street that vehicles are able to merge onto Natoma Street. Additionally, installation of mid-block pedestrian signals, as proposed under TCDP Public Realm Plan, would improve conditions at this location. It is not anticipated that the project would introduce a hazardous condition adversely affecting pedestrian accessibility.

The additional vehicle and truck traffic turning into the project site via Natoma Street could disrupt the flow of pedestrians along Natoma Street and increase exposure to potential conflicts. Although pedestrian volumes on Natoma Street are currently fairly low and the project's proposed pedestrian entrance is located on Howard Street, it is likely that some pedestrians would be walking along Natoma Street, including after the opening of the Transbay Transit Center and conversion of the western portion of Natoma Street to a pedestrian-only space. As such, project-related vehicles accessing the project site via Natoma Street could expose pedestrians to potential conflicts and safety concerns as vehicles enter and exit the project site. Therefore, the proposed project would result in a significant pedestrian hazard impact, consistent with PEIR Impact TR-5 (significant impact on pedestrians due to operation of project entrance/exit drives). **Project Mitigation Measure 4** and **Project Mitigation Measure 5** would implement **PEIR Mitigation Measures M-TR-5** and **M-TR-7a**, respectively, and this impact would be reduced to a less-than-significant level by requiring a traffic management plan and attendant(s) to minimize conflicts with pedestrians and ensure the safe movement of project-related vehicles along Natoma Street. As the project applicant has already agreed to implement signage and audible/visible warning devices that might be required as part of **Project Mitigation Measure 4** pending final determination by the Planning Department, **Project Improvement Measure 1** reflects these as components to the project, in addition to driver education requirements, to further reduce the project's impact.

The proposed project would provide a minimum of 334 Class 1 bicycle parking spaces and 19 Class 2 bicycle parking spaces, which would exceed the requirements of the *Planning Code* for bicycle parking.

Although the proposed project would add bicycle trips on surrounding streets, the increase would not be substantial enough to affect overall bicycle circulation in the area or the operations of adjacent bicycle facilities. The addition of project-generated vehicular traffic would also not result in any substantial negative effects to bicycle conditions in the vicinity of the project site. Overall, no significant impacts to bicyclists were identified.

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

Variant

The variant is estimated to generate 77 walk-only trips (47 inbound, 30 outbound) and 117 walk-to-transit trips (61 inbound, 56 outbound) during the weekday p.m. peak hour. With the additional pedestrian trips associated with the variant, all study crosswalks, sidewalks, and street corners would operate at acceptable levels of service during the weekday p.m. peak hour. Similar to the proposed project, pedestrian flow is reasonably uncongested but pedestrians may need to change speed and position at a few locations where pedestrian volumes are high and circulation space is limited, such as on the west crosswalk at First Street / Mission Street and along the north sidewalk of Howard Street between Second Street and First Street. Based on the current levels of pedestrian activity, the new pedestrian trips generated by the variant could be accommodated on the nearby sidewalks and would not substantially affect pedestrian operations along the nearby sidewalks and crosswalks. The addition of variant-generated traffic would cause minor decreases in crosswalk and street corner circulation area and minor increases in flow rates along the sidewalks for pedestrians, but would not cause any of the study locations to worsen to unacceptable conditions. Therefore, the variant's pedestrian trips would have a less than significant impact on surrounding pedestrian facilities.

With respect to potential pedestrian conflicts with vehicular traffic associated with the variant, vehicles accessing the garage and trucks accessing the loading dock would make a right-turn to cross the north sidewalk on Howard Street, which currently has relatively high pedestrian volumes during the peak periods. Inbound and outbound vehicles would need to wait for a gap in pedestrian traffic and if few gaps are available, there is the potential for drivers to merge into the crosswalk and force their way into pedestrian traffic to complete the maneuver. This is similar to what occurs on the site currently and it is not anticipated that the variant would substantially worsen this condition. Nonetheless, the additional vehicle and truck traffic turning into the project site via Natoma Street could disrupt the flow of pedestrians along Natoma Street and increase exposure to potential conflicts. As such, variant-related vehicles accessing the project site via Howard Street could expose pedestrians to potential conflicts and safety concerns as vehicles enter and exit the project site. Therefore, the variant would result in a significant pedestrian hazard impact, consistent with PEIR Impact TR-5 (significant impact on pedestrians due to operation of project entrance/exit drives). **Project Mitigation Measure 4** and **Project Mitigation Measure 5** would implement **PEIR Mitigation Measures M-TR-5** and **M-TR-7a**, respectively, and this impact would be reduced to a less-than-significant level by requiring a traffic management plan and attendant(s) to minimize conflicts with pedestrians and ensure the safe movement of variant-related vehicles along Howard Street.

The variant would provide a minimum of 82 Class 1 bicycle parking spaces and 16 Class 2 bicycle parking spaces, which would be in compliance with the requirements of the *Planning Code* for bicycle parking. Although bicycle trips on surrounding streets would increase with development of the project site, the increase would not be substantial enough to affect overall bicycle circulation in the area or the operations of adjacent bicycle facilities. However, under the variant, vehicles accessing the project site, especially trucks accessing the loading dock, would increase the length of time during which a vehicle may be crossing the bicycle lane on Howard Street, which could increase potential bicycle vehicle conflicts. This would result in a significant impact to bicycle conditions, similar to the conclusions of the TCDP PEIR.

Implementation of **Project Mitigation Measure 4** and **Project Mitigation Measure 5** would reduce this impact to a less-than-significant level by requiring a traffic management plan and attendant(s) to minimize conflicts with bicyclists and ensure the safe movement of variant-related vehicles along Howard Street.

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

Freight Loading

The *San Francisco Planning Code* requires the provision of off-street loading spaces for delivery and service vehicles based on the gross square footage within each building. The following are the *San Francisco Planning Code* requirements for loading facilities (§152.1 and §162) in the C-3-O(SD) district that are applicable to this project:

- Residential: Zero (0) spaces for projects up to 100,000 gross square feet, one (1) space for buildings from 100,001 to 200,000 gross square feet; two (2) spaces for buildings from 200,001 to 500,000 gross square feet; and three (3) plus (1) space for each additional 400,000 square feet.
- Hotel:
 - Zero (0) spaces for projects up to 100,000 gross square feet, one (1) space for buildings from 100,001 to 200,000 gross square feet; two (2) spaces for buildings from 200,001 to 500,000 gross square feet; and three (3) plus (1) space for each additional 400,000 square feet; and
 - One (1) tour bus loading space for developments with 201 to 350 hotel rooms.
- Retail: Zero (0) spaces for projects up to 10,000 gross square feet, one (1) space for buildings from 10,001 to 30,000 gross square feet; two (2) spaces for buildings from 30,001 to 50,000 gross square feet; and one (1) space per 25,000 square feet or closest whole number for buildings over 50,000 gross square feet.

The *San Francisco Planning Code* requires every off-street freight loading space to have a minimum length of 35 feet, a minimum width of 12 feet, and a minimum vertical clearance including entry and exit of 14 feet, except as provided below:

- Minimum dimensions specified shall be exclusive of platform, driveways and maneuvering areas except that minimum vertical clearance must be maintained to accommodate variable truck height due to driveway grade;
- The first such space required for any structure or use shall have a minimum width of 10 feet, a minimum length of 25 feet, and a minimum vertical clearance, including entry and exit, of 12 feet. Substitution of two service vehicle spaces for each required off-street freight loading space is permitted; and

Each substituted service vehicle space provided under Section 153(a)(6) of the *San Francisco Planning Code* shall have a minimum width of 8 feet, a minimum length of 20 feet, and a minimum vertical clearance of 7 feet.

Proposed Project

Consistent with the requirements listed above, the project would provide two off-street loading spaces. During operation, the project would generate approximately 12 daily service vehicle trips, resulting in a demand for less than one loading space during the average and peak hour of loading activities. In addition, loading activities at the project site would be expected to occur primarily during off-peak hours. Given the low traffic volumes occurring along Natoma Street and the number of loading spaces on-site, the project's loading activity would have a less-than-significant impact on the operations of Natoma Street.

Due to the relatively narrow curb-to-curb width of Natoma Street (21 feet), longer trucks may have some difficulty maneuvering into and out of the loading dock. Additionally, as a result of the location of the dock and use of a shared driveway, there is the potential for loading vehicle-passenger vehicle conflicts if both are attempting to use the space at the same time. For example, if a vehicle is in the car elevator on the way to the ground floor exit and a loading truck arrives and begins to reverse into the dock, the passenger vehicle would essentially be stuck in the elevator and would have to wait for the loading truck to enter the dock before continue to exit. Therefore, the proposed project would have a significant loading impact. Implementation of **Project Mitigation Measure 4** and **Project Mitigation Measure 5** would reduce the potential for conflict between delivery/service vehicles with vehicles entering/exiting the garage, pedestrians and bicyclists traveling along Natoma Street and would facilitate trucks safely and efficiently entering and exiting the loading dock by providing building personnel, such as a dock operator, to assist in the truck maneuvers and management of loading activity. With implementation of these measures, the impact would be reduced to a less-than-significant level.

Assuming that residents would utilize designated loading areas, including the on-site loading docks when available, the project would have less-than-significant impacts related to residential moving operations. The project would have adequate facilities to manage garbage and recycling pickup, and freight loading such that significant impacts would not occur.

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

Variant

Consistent with the requirements listed above, the variant would provide three off-street loading spaces, one for residential use and two for the hotel use. The variant would generate approximately 28 daily service vehicle trips, resulting in a demand for less than two loading spaces during the average and peak hour of loading activities. In addition, loading activities at the project site would be expected to occur primarily during off-peak hours. In recognition of the fact that site constraints in C-3 Districts may make provision of required freight loading and service vehicle spaces impractical or undesirable, a reduction in or waiver of the provision of freight loading and service vehicle spaces for uses in C-3-0 (SD) district may be permitted, in accordance with the provisions of *San Francisco Planning Code* Section 309. Nonetheless, due to the potential for loading vehicle-passenger vehicle conflicts associated with the number of loading spaces that would be provided under the variant compared to *San Francisco Planning Code* requirements, the variant would have a potentially significant loading impact. Implementation of **Project Mitigation Measure 4**, **Project Mitigation Measure 5**, and **Project Mitigation Measure 6**, which would provide a specific design consideration (i.e. signage) related to loading dock management as required by **PEIR Mitigation Measure M-TR-7a**, would reduce this significant impact to less than significant levels by providing active management of loading activities.

Due to constraints within the variant's garage, such as the proximity of the loading spaces within the loading dock, longer trucks (e.g., trucks longer than 30 feet) may have some difficulty maneuvering into the space independently. Additionally, as a result of the location of the dock and use of a shared driveway, there is the potential for loading vehicle-passenger vehicle conflicts and resulting delay and queuing if both are attempting to use the space at the same time. For example, if a vehicle is in the car elevator on the way up to the ground floor exit and a loading truck arrives and begins to reverse into the dock, the passenger vehicle would essentially be stuck in the elevator and would have to wait for the loading truck to enter the dock before proceeding to the exit. Additionally, the proposed driveway on Howard Street is a primary means of access to one of the bicycle parking facilities and ingress and egress of trucks could result in potential hazards for bicyclists, which would be a significant impact. Implementation of **Project Mitigation Measure 4** and **Project Mitigation Measure 5** would reduce the potential for conflict between

delivery/service vehicles with vehicles entering/exiting the garage, pedestrians and bicyclists traveling along Natoma Street and would facilitate trucks safely and efficiently entering and exiting the loading dock by providing building personnel, such as a dock operator, to assist in the truck maneuvers and management of loading activity. **Project Mitigation Measure 6** would provide signage to designate the type of loading activities to be conducted at the three on-site loading spaces so as to minimize the potential need for simultaneous use. With implementation of these measures, the impact would be reduced to a less-than-significant level.

Assuming that residents would utilize designated loading areas, including the on-site loading docks when available, the variant would have less-than-significant impacts related to residential moving operations. Similar to the project, the variant would have adequate facilities to manage garbage and recycling pickup, and freight loading such that significant impacts would not occur.

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

Parking

Proposed Project

As discussed under the Project Description, the proposed project qualifies as an infill project under CEQA Section 21099(d), and therefore, parking impacts need not be considered in CEQA review. However, a discussion of parking is included for informational purposes. The proposed project is located in the C-3-O (SD) Use District, within which parking is not required. Instead, the *Planning Code* establishes maximum amounts of parking that may be provided, which are 0.5 spaces per residential unit (0.75 spaces with Conditional Use Authorization). The project would provide 167 off-street parking spaces for residential uses and two car-share parking spaces off-site, which would be consistent with the parking maximums defined in Section 151.1 and 204.5(c) of the *Planning Code*. The TIS determined that the proposed project would have a parking demand of approximately 341 parking spaces during the weekday midday period and 426 during the weekday evening period. The proposed parking supply of 167 spaces would not accommodate the midday and evening parking demand; however, there are several off-site parking facilities in the vicinity of the project site to accommodate the additional demand. It should be noted that project parking shortfalls are not considered significant effects on the environment, and that the City's "Transit First" policy places an emphasis on encouraging alternative transportation. While the project would not result in a significant impact to parking, there is a possibility that the vehicles arriving and departing the project site (approximately 1.5 inbound vehicles per minute and less than one vehicle per minute outbound during the p.m. peak hour) could result in limited queuing at the project driveway, potentially blocking the sidewalk and spilling back along Natoma Street. The project sponsor would minimize such queues through active queue abatement techniques identified as part of **Project Improvement Measure 2**.

Variant

The variant also qualifies as an infill project under CEQA Section 21099(d), and therefore, parking impacts need not be considered in CEQA review. However, a discussion of parking is included for informational purposes. The proposed project is located in the C-3-O (SD) Use District, within which parking is not required. Instead, the *Planning Code* establishes maximum amounts of parking that may be provided, which are 0.5 spaces per residential unit (0.75 spaces with Conditional Use Authorization) and one space per 16 hotel rooms. The variant would provide 55 off-street parking spaces for residential and hotel uses, which would be consistent with the parking maximums defined in Section 151.1 and 204.5(c) of the *Planning Code*. The TIS determined that the variant would have a parking demand of approximately 161 parking spaces during the weekday midday period and 179 during the weekday evening period. The variant's parking

supply of 55 spaces would not accommodate the midday and evening parking demand; however, there are several off-site parking facilities in the vicinity of the project site to accommodate the additional demand. It should be noted that variant's parking shortfalls are not considered significant effects on the environment, and that the City's "Transit First" policy places an emphasis on encouraging alternative transportation. Similar to the project, there is a possibility that the vehicles arriving and departing the project site could result in limited queuing at the project driveway, potentially blocking the sidewalk and spilling back along Howard Street. The project sponsor would minimize such queues through active queue abatement techniques identified as part of **Project Improvement Measure 2**.

Emergency Vehicles

Proposed Project and Variant

The proposed project and variant would have a less-than-significant impact on emergency vehicle access. Neither the project nor the variant include modifications to the existing roadway network or major modifications (circulation patterns or design features) to Natoma Street or Howard Street that would preclude or otherwise alter access by emergency vehicles and emergency vehicle access would be allowed on the western portion of Natoma Street between First and Second Streets after it is closed to vehicle traffic and converted to a pedestrian street. No cumulative impacts to emergency vehicle access were identified.

Construction Impacts

Proposed Project and Variant

Detailed plans for construction of either the project or the variant have not been finalized. However, it is anticipated that construction would take about 30 months to complete and would occur Monday through Friday from 7:00 a.m. to 8:00 p.m. Saturday work would occur from 8:00 a.m. to 4:00 p.m. on an as-needed basis, in compliance with the San Francisco Noise Ordinance and permit conditions. (Any nighttime work, such as for a multi-hour continuous concrete foundation pour, would require advance approval from Public Works.) Construction staging would occur primarily within the confines of the project site and use portions of the frontage along both Howard Street and Natoma Street. For sidewalks along these closed frontage portions, signage and pedestrian protection would be erected, as appropriate. If it is determined that sidewalk or travel lane closures would be needed, the closures would be coordinated with the City in order to minimize impacts on local traffic. Overall, the TIS determined that construction activity, including both construction truck traffic and additional vehicular traffic from construction workers, would not substantially affect vehicular, pedestrian, and bicycle circulation and potential impacts would not be considered significant under either the project or the variant due to their temporary and limited duration.

When combined with the concurrent construction of the Transbay Transit Center and other nearby buildings, the construction activities related to the project or the variant could contribute to cumulative significant, unavoidable impacts to transit, pedestrian, and bicycle circulation with respect to area-wide conditions, an impact that was previously disclosed in the PEIR; therefore, the project/variant would not result in any new or greater impacts than identified in the PEIR. **Project Mitigation Measure 7** which would implement **PEIR Mitigation Measure M-TR-9**, would reduce the project's contribution to less than cumulatively considerable by requiring a construction management plan that minimizes the transportation-related disruption caused by construction activities.

For the above reasons, the mitigated project or variant would not result in any significant transportation impacts that were not previously identified in the TCDP PEIR, nor would it result in substantially more severe impacts than those identified in the PEIR.

<u>Topics:</u>	<i>Significant Impact Peculiar to Project or Project Site</i>	<i>Significant Impact not Identified in PEIR</i>	<i>Significant Impact due to Substantial New Information</i>	<i>No Significant Impact not Previously Identified in PEIR</i>
5. NOISE—Would the project:				
a) Result in exposure of persons to or generation of noise levels in excess of standards established in the local general plan or noise ordinance, or applicable standards of other agencies?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b) Result in exposure of persons to or generation of excessive groundborne vibration or groundborne noise levels?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c) Result in a substantial permanent increase in ambient noise levels in the project vicinity above levels existing without the project?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d) Result in a substantial temporary or periodic increase in ambient noise levels in the project vicinity above levels existing without the project?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e) For a project located within an airport land use plan area, or, where such a plan has not been adopted, in an area within two miles of a public airport or public use airport, would the project expose people residing or working in the area to excessive noise levels?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
f) For a project located in the vicinity of a private airstrip, would the project expose people residing or working in the project area to excessive noise levels?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
g) Be substantially affected by existing noise levels?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

The TCDP PEIR noted (p. 353) that noise levels adjacent to all major streets in the TCDP plan area from Main Street to the west exceed the level, 70 decibels (dBA) L_{dn} , at which the General Plan noise compatibility guidelines recommend that new residential construction should be undertaken only following completion of a detailed analysis of noise reduction requirements.^{24,25} The PEIR identified significant impacts related to the introduction of new sensitive uses that would be affected by existing noise levels and to the exposure of persons to noise levels in excess of standards in the General Plan. The PEIR also noted (pp. 359–360) that TCDP implementation may also result in temporary significant and unavoidable construction noise and vibration impacts from pile driving and other construction activities.

The TCDP PEIR included several mitigation measures (some of which are intended to guide the analysis of individual projects within the TCDP plan area and others that are intended to be implemented during the design and construction of a respective project). These mitigation measures include requirements for: noise surveys for residential uses (**PEIR Mitigation Measure M-NO-1a**), implementation of certain noise minimization measures to meet residential and non-residential noise standards (**PEIR Mitigation Measure M-NO-1b** and **M-NO-1c**), and noise minimization measures to meet mechanical equipment noise

²⁴ The dBA, or A-weighted decibel, refers to a scale of noise measurement that approximates the range of sensitivity of the human ear to sounds of different frequencies. On this scale, the normal range of human hearing extends from about 0 dBA to about 140 dBA. A 10-dBA increase in the level of a continuous noise represents a perceived doubling of loudness.

²⁵ Because community receptors are more sensitive to unwanted noise intrusion during the evening and at night, state law requires that, for planning purposes, an artificial dBA increment be added to “quiet time” noise levels to form a 24-hour noise descriptor, such as the day-night noise level (L_{dn}), which is used by the San Francisco Noise Ordinance. L_{dn} adds a 10-dBA nighttime penalty during the night hours (10:00 p.m. to 7:00 a.m.).

standards (**PEIR Mitigation Measure M-NO-1d** and **M-NO-1e**). Neither the proposed project nor the variant would include non-residential sensitive receptors—such as child care centers, schools, or libraries; as a result, **PEIR Mitigation Measure M-NO-1c** (Noise Minimization for Non-Residential Uses, p. 358) would not be applicable to the project or variant.

With respect to construction noise, the PEIR determined that construction activities in the plan area could expose persons to temporary increases in noise levels substantially in excess of ambient levels, but that these impacts could be mitigated to less-than-significant levels with implementation of certain noise control measures during pile driving (**PEIR Mitigation Measure M-NO-2a**) and other general construction noise control measures (**PEIR Mitigation Measure M-NO-2b**). With respect to **PEIR Mitigation Measure M-NO-2a**, the project and the variant, as part of their respective implementation, would include the potential pre-drilling for and use of press-in piles or cast-in-place piers, consistent with this mitigation measure instead of the use of pile-driving equipment, and as such, implementation of this mitigation measure is not required or applicable. The PEIR determined that construction activities could expose people to temporary increases in vibration levels that would be substantially in excess of ambient levels, which would result in significant and unavoidable vibration impacts. The PEIR acknowledged that specific projects may reduce vibration impacts to less than significant through adoption of **PEIR Mitigation Measures M-NO-2a, M-CP-5a, and M-CP-5b**; however, as noted above, the PEIR determined that program-level impacts would remain significant and unavoidable.

New Sensitive Uses

Proposed Project and Variant

Implementation of the proposed project or the variant would add residential uses (i.e. sensitive uses) on-site. In accordance with **PEIR Mitigation Measures N-NO-1a** and **M-NO-1d**, the project proponent conducted a technical noise study in 2015 that monitored existing ambient noise levels, estimated interior noise levels based on equivalent positioning of on-site residences (by floor and elevation), and evaluated whether Title 24 and San Francisco Building Code standards could be met at the various elevations within the project site.²⁶

To quantify the existing noise environment, two long-term (24-hour) continuous noise measurements were collected at a height of 12 feet above grade (approximately the lowest elevation of potential on-site residences under either the project or variant) along First and Howard Streets. The most common noise sources were trucks, buses, cars, and motorcycles driving along adjacent streets, although measured noise levels also reflected nearby construction (including that of the Transbay Transit Center). Overall, the 24-hour, day-night noise levels were measured at 78 dBA L_{dn} along First Street east of the project site and 76 dBA L_{dn} along Howard Street at the project site.

As noted above, the proposed project and the variant, whichever is selected, would be subject to Title 24 (California Building Code) and San Francisco Building Code Section 1207 noise insulation requirements and therefore must demonstrate how dwelling units have been designed to meet interior noise standards (45 dBA in any habitable room with windows closed). Consistent with building code requirements, the noise study conducted for the project site recommends specific Sound Transmission Class (STC) ratings by floor for both the project and variant ranging from 30 to 43.²⁷ It should be noted that the STC rating requirements generally decrease as elevation increases. The projected noise levels for residential open space at the roof terraces are estimated to be 60 dBA L_{dn} , which includes consideration of the proposed perimeter wall (between 3 and 3.5 feet in height) along the perimeter of each open space area, which would be consistent with applicable noise

²⁶ Charles M Salter Associates, 524 Howard Residences Environmental Noise Study – CSA Project: 15-0626. October 28, 2015

²⁷ An STC rating is a single-number rating of the effectiveness of a material to dampen/reduce sound projected through it.

standards for exterior noise levels for residential open space. The modeling of the rooftop residential open space did account for on-site mechanical equipment that may also be located on the roof of the structure to be developed.

Since certification of the PEIR, San Francisco adopted Noise Regulations Relating to Residential Uses Near Places of Entertainment (Ordinance 70-15, effective June 19, 2015). The intent of the ordinance is to address noise conflicts between residential uses and in noise critical areas, such as in areas proximate to highways, city streets, railroads, rapid transit lines, airports, nighttime entertainment venues, or industrial areas. Residential structures to be located where the L_{dn} or community noise equivalent level (CNEL) exceeds 60 decibels shall require an acoustical analysis with the application of a building permit showing that the proposed design will limit exterior noise to the 45 decibels in any habitable room.²⁸ Furthermore, the regulations require the Planning Department and Planning Commission to consider the compatibility of uses when approving residential uses adjacent to or near existing permitted places of entertainment. This includes implementation of all reasonably available means through the City's design review and approval processes to ensure that, through design, the needs and interests of both the place(s) of entertainment and the future residents of the new development are protected. The project site is located within 300 feet of the Temple nightclub, which is located at 560 Howard Street and is a Place of Entertainment. With completion of the noise study, and implementation of the recommendations regarding STC ratings contained therein, the proposed project would be in compliance with the ordinance.

Although specific mechanical equipment has not yet been identified and the majority of mechanical equipment would be located below grade in the subterranean parking levels, some mechanical equipment associated with the structure's elevator and a potential emergency generator could be located on the roof. As a result, the project or the variant would have a significant noise impact on sensitive receptors. With implementation of **Project Mitigation Measure 8 (PEIR Mitigation Measure M-NO-1e)**, which contains standards for interior mechanical equipment noise, the impact of the project or the variant would be reduced to a less-than-significant level, and no new or more severe impacts would occur beyond those previously identified in the PEIR.

Building Operation and Traffic Noise

Proposed Project

The proposed project would generate new daily vehicle trips within the TCDP plan area, which would increase ambient noise levels. As such, the proposed project would contribute to the significant impact, identified in the PEIR, related to the exposure of persons to noise levels in excess of standards in the *General Plan*. However, it should be noted that the proposed project would generate fewer daily vehicle trips (120 fewer per day) than was evaluated under the soft-site analysis for the project site in the PEIR. Roadway traffic noise levels were modeled along local roadways in the project area to determine the project's contribution to ambient noise levels. Because traffic generated by the proposed project would result in less than 1 dB increase in traffic noise, which would not be noticeable, the proposed project's contribution to this impact would not be considerable, and no new or more severe impacts would occur beyond those previously identified in the PEIR.

Variant

Similar to the proposed project, the variant would generate new daily vehicle trips within the TCDP plan area. The variant would contribute to the significant impact, similar to the proposed project, however the

²⁸ In any case, based on a recent California Supreme Court decision, the effect of existing environmental noise on the proposed project would not be considered significant under CEQA *California Building Industry Association v. Bay Area Air Quality Management District*, 62 Cal. 4th 369; 17 December 2015.

variant would generate even fewer daily vehicle trips (910 fewer per day) than was evaluated under the soft-site analysis for the project site in the PEIR. Roadway traffic noise levels were modeled along local roadways in the project area to determine the variant's contribution to ambient noise levels. Because traffic generated by the variant would result in less than 1 dB increase in traffic noise, which would not be noticeable, the variant's contribution to this impact would not be considerable, and no new or more severe impacts would occur beyond those previously identified in the PEIR.

Construction-Related Noise

Proposed Project and Variant

Construction activities under either the proposed project or variant would last for approximately 30 months and would include several noise and vibration-creating phases, including removal of the existing surface parking lot, excavation, and building construction. As noted above, the project and variant would involve the use of pre-drilled, press-in piles. No pile-driving (i.e. repeatedly dropping a weight on top of a pole to drive it into the ground) would be necessary for the proposed project. In general, pile-driving is a the most vibration intensive construction activity which can result in considerable vibration within a certain distance of the source. Therefore, as the project would not involve the use of traditional pile-driving, **PEIR Mitigation Measure M-NO-2a** (Noise Control Measures During Pile Driving, pp. 360–361) is not necessary or applicable to the proposed project. However, on-site construction activities would contribute to the significant cumulative impacts related to temporary construction noise and vibration impacts from construction activities, as identified in the PEIR, due to impacts to nearby sensitive noise receptors. Implementation of **Project Mitigation Measure 9** would implement **PEIR Mitigation Measure M-NO-2b** and would require the implementation of certain noise control measures to reduce construction noise to a less-than-significant level. The PEIR noted that cumulative construction noise impacts could occur if multiple projects, located adjacent to the Transbay Transit Center, were under construction at the same time as the Transbay Transit Center itself. With implementation of **Project Mitigation Measure 9** and **Project Mitigation Measure 10**, implementing **PEIR Mitigation Measure M-C-NO** (participation in a City-sponsored noise control program, if applicable), cumulative construction noise impacts would be reduced, but depending on the timing and location of the construction of various projects, the impact could still be significant. Although the proposed project or variant would implement each of the required mitigation measures, and the project-specific impacts would be reduced to less than significant, the mitigated project may still contribute to a significant and unavoidable cumulative impact given the amount of construction occurring in the surrounding area. As noted above, this impact was identified as significant and unavoidable in the PEIR and thus the proposed project would not result in new or more severe impacts than the significant and unavoidable cumulative impacts identified in the PEIR.

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

DBI is responsible for enforcing the Noise Ordinance for private construction projects during normal business hours (8:00 a.m. to 5:00 p.m.). The Police Department is responsible for enforcing the Noise

Ordinance during all other hours. Nonetheless, during the approximately 30-month construction period for the proposed project or variant, occupants of the nearby properties could be disturbed by construction noise. Times may occur when noise could interfere with indoor activities in nearby residences and other businesses near the project site. The increase in noise in the project area during project construction would not be considered a significant impact of the proposed project, because the construction noise would be temporary, intermittent, and restricted in occurrence and level, as the contractor would be required to comply with the Noise Ordinance.

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

For the above reasons, the mitigated project or variant would not result in any significant noise impacts that were not previously identified in the TCDP PEIR, nor would it result in substantially more severe impacts than those identified in the PEIR.

<i>Topics:</i>	<i>Significant Impact Peculiar to Project or Project Site</i>	<i>Significant Impact not Identified in PEIR</i>	<i>Significant Impact due to Substantial New Information</i>	<i>No Significant Impact not Previously Identified in PEIR</i>
6. AIR QUALITY—Would the project:				
a) Conflict with or obstruct implementation of the applicable air quality plan?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b) Violate any air quality standard or contribute substantially to an existing or projected air quality violation?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c) Result in a cumulatively considerable net increase of any criteria pollutant for which the project region is non-attainment under an applicable federal, state, or regional ambient air quality standard (including releasing emissions which exceed quantitative thresholds for ozone precursors)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d) Expose sensitive receptors to substantial pollutant concentrations?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e) Create objectionable odors affecting a substantial number of people?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

The TCDP PEIR identified significant and unavoidable air quality impacts related to exposure of existing and future sensitive receptors, such as residences and child care centers, to emissions of fine particulate matter (PM2.5) and toxic air contaminants (TACs) (PEIR pp. 396-406) as a result of existing and future mobile (vehicular travel) and stationary (generators, boilers, and cogeneration facilities) sources within and adjacent to the TCDP. **PEIR Mitigation Measure M-AQ-2** was identified to reduce impacts to sensitive receptors through the implementation of a risk and hazard overlay zone, within which certain health risk reduction policies would apply. **PEIR Mitigation Measure M-AQ-3** was identified to require site-specific analyses of on-site stationary sources and implement measures to reduce health risks where necessary; however, the PEIR determined that impacts at the program level would remain significant and unavoidable.

The TCDP PEIR also determined that future construction activity would result in significant and unavoidable impacts related to the generation of criteria air pollutants and exposure of sensitive receptors

to TACs. **PEIR Mitigation Measures M-AQ-4a, M-AQ-4b, and M-AQ-5** were identified to reduce project-specific impacts associated with the operation of construction vehicles. The PEIR determined that impacts at the program level would remain significant and unavoidable. In general, with respect to air quality, the PEIR found that project-specific impacts may be reduced to less than significant with mitigation incorporated.

Construction Dust Control

Proposed Project and Variant

The TCDP PEIR determined that emissions from fugitive dust would be less than significant with implementation of the San Francisco Dust Control Ordinance (Ordinance 176-08, effective July 30, 2008) and **PEIR Mitigation Measure M-AQ-4b** (Dust Control Plan, PEIR p. 409). The dust control ordinance applies to all projects in San Francisco that have the potential to create dust or that would disturb more than 10 cubic yards or more than 500 square feet of soil. For projects on sites over one half-acre in size, the ordinance requires preparation of a project-specific dust control plan subject to approval by the San Francisco Department of Public Health (SFDPH). The PEIR determined that projects on sites less than one half-acre in size that would involve more than 5,000 cubic yards of excavation and that would entail ground-disturbing activities lasting four weeks or longer, could generate fugitive dust in quantities similar to more typical (non-high-rise) projects on larger sites. Therefore, the PEIR included **PEIR Mitigation Measure M-AQ-4b**, requiring such projects to develop and implement a dust control plan as set forth in Article 22B of the San Francisco Health Code. As noted above in the project description, both the project and the variant would require the removal of approximately 21,000 cubic yards of material over a period of more than four weeks; therefore, the project and the variant would be subject to the requirements of the PEIR's dust control mitigation. Implementation of **Project Mitigation Measure 11** would implement **PEIR Mitigation Measure M-AQ-4b** and would require the implementation of certain dust control measures to reduce construction-related dust to a less-than-significant level.

Construction Criteria Air Pollutant Emissions

Proposed Project and Variant

Construction activities from the proposed project or the variant would result in the emission of criteria air pollutants from equipment exhaust, construction-related vehicular activity, and construction worker automobile trips. Construction of the proposed project or the variant would occur over approximately 30 months. The proposed project and the variant would exceed the BAAQMD screening levels and would contribute to the significant construction criteria air pollutant impact identified in the EIR. The proposed project or the variant would be subject to **Project Mitigation Measure 12**, implementing **PEIR Mitigation Measures M-AQ-4a and M-AQ-5**, to address construction criteria air pollutant impacts, and additional quantitative analysis is not required.

Operational Criteria Air Pollutant Emissions

Proposed Project and Variant

While the PEIR determined that at a program-level the TCDP would result in less-than-significant regional air quality impacts, the PEIR states that, "It is possible that individual development projects, if large enough, could result in significant effects related to emissions of criteria air pollutants, even if the [TCDP] is determined to have a less than significant impact."²⁹ The BAAQMD's *CEQA Air Quality Guidelines* (Air

²⁹ San Francisco Planning Department, Transit Center District Plan and Transit Tower Final Environmental Impact Report. See page 395. Available online at: <http://sf-planning.org/area-plan-eirs>. Accessed May 12, 2016.

Quality Guidelines) provide screening criteria³⁰ for determining whether a project's criteria air pollutant emissions would violate an air quality standard, contribute to an existing or projected air quality violation, or result in a cumulatively considerable net increase in criteria air pollutants. Pursuant to the Air Quality Guidelines, projects that meet the screening criteria would not have a significant impact related to criteria air pollutants. Criteria air pollutant emissions during operation of the proposed project or variant would not exceed the Air Quality Guidelines screening criteria (511 high-rise residential dwelling units or a 489-room hotel). The intensity of the land use that would be located at the project site under the proposed project represents 65 percent (i.e. 334 of 511) of the screening criterion for high-rise residential. Because the variant includes a residential and hotel component, the combined percentage of the two uses was considered when evaluating the screening criteria. For the purposes of this analysis and to take into consideration different pollutant emission levels by use type, a combined percentage of 90 percent or higher would be considered an indication of a potential violation of an air quality standard. Therefore, the variant represents 56 percent (i.e. 273 of 489) of the hotel screening criterion and 14 percent (i.e. 72 of 511) of the high-rise residential screening criterion, for a combined total of 70 percent. Therefore, the project or the variant would not have a significant impact related to criteria air pollutants, and a detailed air quality assessment is not required.

Health Risk

Proposed Project and Variant

Since certification of the TCDP PEIR, San Francisco Board of Supervisors approved a series of amendments to the San Francisco Building and Health Codes, generally referred to as the Enhanced Ventilation Required for Urban Infill Sensitive Use Developments or Health Code, Article 38 (Ordinance 224-14, effective December 8, 2014)(Article 38). The purpose of Article 38 is to protect the public health and welfare by establishing an Air Pollutant Exposure Zone and imposing an enhanced ventilation requirement for all urban infill sensitive use development within the Zone. The Air Pollutant Exposure Zone, as defined in Article 38, are areas that, based on modeling of all known air pollutant sources, exceed health protective standards for cumulative PM_{2.5} concentration, cumulative excess cancer risk, and incorporates health vulnerability factors and proximity to freeways. Projects within the Air Pollutant Exposure Zone require special consideration to determine whether the project's activities would expose sensitive receptors to substantial air pollutant concentrations or add emissions to areas already adversely affected by poor air quality.

Construction

The project site is located within an identified Air Pollutant Exposure Zone; therefore, the ambient health risk to sensitive receptors from air pollutants is considered substantial. Development of the project site would require heavy-duty off-road diesel vehicles and equipment during most of the anticipated 30-month construction period. Thus, construction of either the proposed project or variant would contribute to this significant impact, and **Project Mitigation Measure 12** would be required to reduce TAC emission related to construction vehicle operation. However, the impact, as stated in the TCDP PEIR, would remain significant and unavoidable.

Siting Sensitive Land Uses

For sensitive use projects within the Air Pollutant Exposure Zone as defined by Article 38, such as the proposed project or the variant, the Ordinance requires that the project sponsor submit an Enhanced Ventilation Proposal for approval by SFDPH that achieves protection from PM_{2.5} (fine particulate matter)

³⁰ Bay Area Air Quality Management District, CEQA Air Quality Guidelines, updated May 2010. See pp. 3-2 to 3-3. Available online at: http://www.baaqmd.gov/~media/files/planning-and-research/ceqa/draft_baaqmd_ceqa_guidelines_may_2010_final.pdf?la=en. Access May 12, 2016.

equivalent to that associated with a Minimum Efficiency Reporting Value 13 filtration. DBI will not issue a building permit without written notification from the Director of Public Health that the applicant has an approved Enhanced Ventilation Proposal.

Thus, **PEIR Mitigation Measure M-AQ-2** has been implemented by the City through establishment of an Air Pollutant Exposure Zone and enhanced ventilation requirements under Article 38. The project site is located within the Air Pollutant Exposure Zone and the on-site residential uses would be subject to the enhanced ventilation requirements under *Health Code* Article 38. Compliance with *Health Code* Article 38 would satisfy **PEIR Mitigation Measure M-AQ-2**.

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

Siting New Sources

In regards to siting new sources of air pollutant emissions, particularly the emergency generators and other mechanical equipment that would be installed on-site under either the proposed project or variant, **PEIR Mitigation Measure M-AQ-3** was identified to reduce the health risk impact from new sources of diesel particulate matter. As noted above, subsequent to publication of the PEIR, the City partnered with BAAQMD to model all stationary and mobile emissions sources in San Francisco, resulting in identification of the Air Pollutant Exposure Zone. This modeling obviates the need for project-specific modeling previously required by **PEIR Mitigation Measure M-AQ-3** and, in combination with Article 38 compliance, would implement **PEIR Mitigation Measure M-AQ-3** to reduce potential effects of new sources of stationary source emissions to a less than significant level.

For the above reasons, the mitigated project or variant would not result in any significant air quality impacts that were not previously identified in the TCDP PEIR, nor would it result in substantially more severe impacts than those identified in the PEIR.

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

The TCDP PEIR concluded that adoption of the TCDP would not directly result in GHG emissions; however, implementation of reasonable foreseeable future projects in the TCDP plan area, including the proposed project, would generate GHG emissions. The TCDP includes goals and policies that would apply to the

project and variant, and these policies are generally consistent with the City’s *Strategies to Address Greenhouse Gas Emissions*. The TCDP PEIR concluded that emissions resulting from development under the TCDP, such as the proposed project or variant, would be less than significant and no mitigation measures were required.

The proposed project and the variant were evaluated separately and determined to not conflict with San Francisco’s GHG Reduction Strategy³¹, which is comprised of regulations that have proven effective in reducing San Francisco’s overall GHG emissions; GHG emissions have measurably reduced when compared to 1990 emissions levels, demonstrating that the City has met and exceeded Executive Order S-3-05, AB 32, and the Bay Area 2010 Clean Air Plan GHG reduction goals for the year 2020.³² Other existing regulations, such as those implemented through Assembly Bill (AB) 32, will continue to reduce a proposed project’s contribution to climate change. Therefore, the proposed project’s GHG emissions would not conflict with state, regional, and local GHG reduction plans and regulations, and thus the proposed project’s contribution to GHG emissions would not be cumulatively considerable or generate GHG emissions, either directly or indirectly, that would have a significant impact on the environment.

As the project site is within the development projected under the TCDP, there would be no additional impacts on greenhouse gas emissions beyond those analyzed in the TCDP PEIR.

<u>Topics:</u>	<i>Significant Impact Peculiar to Project or Project Site</i>	<i>Significant Impact not Identified in PEIR</i>	<i>Significant Impact due to Substantial New Information</i>	<i>No Significant Impact not Previously Identified in PEIR</i>
8. WIND AND SHADOW—Would the project:				
a) Alter wind in a manner that substantially affects public areas?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b) Create new shadow in a manner that substantially affects outdoor recreation facilities or other public areas?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Wind

Within the C-3-0(SD) district, the *Planning Code* establishes wind comfort and wind hazard criteria to evaluate new development. In terms of wind comfort criteria, wind speeds should not exceed, more than 10 percent of the time between 7 a.m. and 6 p.m., 11 miles per hour (mph) in substantial pedestrian use areas. Similarly, the hazard criterion is established within the *Planning Code* requires that buildings not cause equivalent wind speeds to reach or exceed the hazard level of 26 mph as averaged from a single full hour of the year. For the purposes of evaluation of a project’s wind impacts under CEQA, the hazard criterion is used to determine significance.

A wind tunnel test was conducted for the PEIR. The test included massing models of other potential future development in the vicinity of the Transit Tower project site and were modeled as boxy, rectangular massings, extending up to the maximum height limit. The PEIR identified significant but mitigable impacts related to the substantial increases in wind speeds in publicly accessible open spaces, including City Park,

³¹ San Francisco Planning Department, Compliance Checklist Greenhouse Gas Analysis, 524 Howard Street, Case No. 2013.0882ENV, April 7, 2016.

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

and new exceedances of the Section 148 *Planning Code* wind hazard criterion (pp. 460–463). It identified **PEIR Mitigation Measure M-WI-2** (Tower Design to Minimize Pedestrian Wind Speeds) to mitigate impacts to a less-than-significant level.

Proposed Project and Variant

Pursuant to **PEIR Mitigation Measure M-WI-2**, and based on the height and location of the project, a pedestrian wind assessment (“Wind Assessment”) was prepared by a qualified wind consultant for the proposed project and variant.³³ As shown in **Figures 14, 20, and 21**, above, the massings of the structures that would be constructed as part of either the project or the variant are substantially similar, and as a result, both the project and the variant were analyzed with the same model run.

The wind study measured wind speeds for the existing, existing plus project, and cumulative scenario. As with the PEIR wind study, the cumulative scenario included a model for the Transit Tower (now known as the Salesforce Tower or Transbay Tower) and massing models of other potential future development in the vicinity of the Transit Tower project site. Wind speed measurements were taken at 47 locations for the project and cumulative scenarios. **Figure 22** depicts the wind speed measurement locations within and around the project site, as well as the existing wind speeds at each location.

Hazard

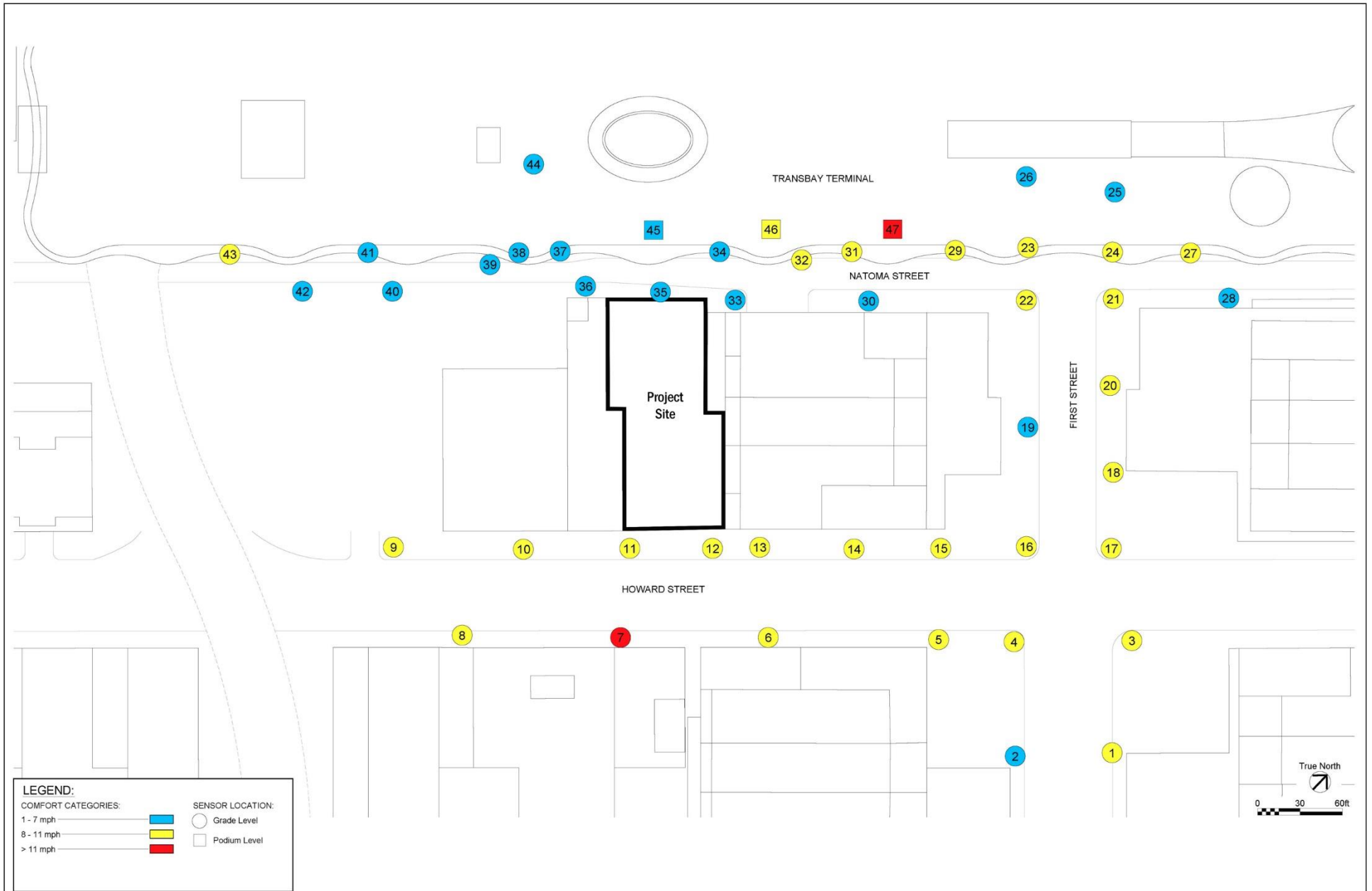
The Wind Assessment found that the existing wind conditions on the adjacent streets do not exceed the 26-mile-per-hour wind hazard criterion for a single full hour over the course of a year, or approximately 0.0114 percent of the time, as outlined in the *San Francisco Planning Code* Section 148. The project is not anticipated to cause adverse wind impacts or result in hazardous wind conditions. The Wind Assessment also found that the proposed project and variant would not cause winds to reach or exceed the 26-mile-per-hour wind hazard criterion at any pedestrian areas on and around the proposed development that were tested, and that wind speeds at building entrances and public sidewalks would be suitable for the intended pedestrian usage, under both existing plus project and project plus cumulative scenarios. As a result, the project is not anticipated to result in hazardous wind conditions in or around the project site.

Pedestrian Comfort

Regarding pedestrian comfort, wind conditions in the vicinity of the project site are moderate with wind speeds averaging 8 mph for all 47 measurement locations under existing conditions. Wind speeds at two locations exceed the *Planning Code*’s 11 mph pedestrian-comfort criterion (location 7 on Howard Street and location 47 on the terminal roof), under existing conditions. Under the existing plus project scenario, winds are expected to remain similar to the existing conditions, with the average wind speed for all test locations being slightly increased from 8 mph to 9 mph. Wind speeds at four locations are predicted to exceed the 11 mph criterion; this includes the two aforementioned locations from the existing conditions scenario (location 7 on Howard Street and location 47 on the terminal roof) and locations 1 and 16 at the intersection of First and Howard Streets. Locations 1 and 16 are anticipated to experience wind speeds of 12 mph, which is unlikely to be perceptible for pedestrians,³⁴ but nonetheless exceed the criterion and would require the project sponsor to seek exception under *San Francisco Planning Code* Section 309. The addition of the pedestrian bridge would reduce wind speeds at Location 16 to 11 mph. Wind speeds on the bridge would exceed the 11 mph criterion.

³³ RWDI, *524 Howard Street, San Francisco, CA. Pedestrian Wind Study*, July 14, 2016. This document is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, San Francisco, File No. 2013.0882ENV.

³⁴ RWDI, *524 Howard Street, San Francisco, CA. Pedestrian Wind Study*, July 14, 2016. This document is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, San Francisco, File No. 2013.0882ENV.



Source: RWDI 2015

X15010099 01 029

Figure 22. Wind Study Test Points and Existing Conditions

The wind study also evaluated potential wind speed increases within public seating areas, including the intersection of Howard and First Streets, and determined that the project would result in little to no (0-1 mph) increase in wind speeds within public seating areas. As a result, the proposed project would not result in new or peculiar impacts, or adverse effects of greater severity than were already analyzed and disclosed in the TCDP PEIR with respect to the wind comfort criteria.

Summary

The number of test points along Howard Street and First Street were greater in the 524 Howard Street wind study than the number of locations addressed in the TCDP PEIR wind study. Therefore, the project-specific wind assessment provides a more fine-grained analysis of the project's and variant's potential wind impacts and would be less than significant under CEQA. Development of the project site would not present a new significant impact not previously identified in the PEIR, nor a substantially more severe impact than identified in the PEIR.

Shadow

Planning Code Section 295 generally prohibits new structures above 40 feet in height that would cast additional shadows on open space that is under the jurisdiction of the San Francisco Recreation and Park Commission between one hour after sunrise and one hour before sunset, at any time of the year, unless that shadow would not result in a significant adverse effect on the use of the open space.

The PEIR considered reasonable foreseeable future projects on 13 specific sites in the TCDP, based on generalized massing models of buildings at the heights that would be allowed under the TCDP, including development on the 524 Howard Street project site. Therefore, the shadow effects of development of the project site were evaluated at a program level as part of the shadow effects of the entire TCDP. The PEIR found that new shadows from development within the plan area would affect nine parks, eight of which have established Absolute Cumulative Limits³⁵ for net new shadow under *Planning Code* Section 295. Considered together, development under the TCDP would require that the Absolute Cumulative Limit be increased on eight downtown parks. No mitigation is available for shadow impacts on existing parks, because it not possible to lessen the intensity or otherwise reduce the shadow cast by a building at a given height and bulk. Therefore, the PEIR (p. 527) found the TCDP would have an adverse impact with respect to shadow, and this impact would be significant and unavoidable.

Proposed Project and Variant

To evaluate the design of the project and variant, a project-specific shadow study for the 524 Howard Street project was performed using a detailed 3-D model of the project and variant. Because the massing of the structure under the project and the variant are substantially similar,³⁶ and as a result, a single model run for both the project and the variant was necessary. The results of this project-specific shadow study, including a quantitative analysis of potential shadow impacts on Section 295 parks and qualitative analysis of project consistency with other *Planning Code* sections regulating new shadow [Sections 146(a), 146(c),

³⁵ The Absolute Cumulative Limit represents the maximum percentage of new shadow, expressed as a percentage of theoretical annual available sunlight. The theoretical annual available sunlight is the amount of sunlight, measured in square-foot-hours that would fall on a given park during the hours covered by Section 295. It is computed by multiplying the area of the park by 3,721.4, which is the number of hours in the year subject to Section 295. Thus, this quantity is not affected by shadow cast by existing buildings, but instead represents the amount of sunlight that would be available with no buildings in place. Theoretical annual available sunlight calculations for each downtown park were used by the Planning and Recreation and Park Commissions in establishing the allowable Absolute Cumulative Limit for downtown parks in 1989.

³⁶ The portion of the project that would be different under the variant would be related to use, not form, of the on-site structure.

147, and 260(b)(1)(M)], and potential significant shadow impacts under CEQA were discussed in the 524 Howard Street Shadow Analysis technical memorandum and are summarized here.³⁷

Union Square

The project or variant would create a shadow fan to the west in the morning and to the east in the afternoon. The analysis modeled the project or variant consistent with the architectural drawing prepared by the project sponsor in addition to utilizing high resolution topography mapping. Based on the analysis, the project's or variant's shadow fan does not reach Union Square and would add no new square foot hours of shadow on the park.

St. Mary's Square

The project or variant would create a shadow fan to the west in the morning and to the east in the afternoon. The analysis modeled the project or variant consistent with the architectural drawing prepared by the project sponsor in addition to utilizing high resolution topography mapping. Based on the analysis, the project's or variant's shadow fan does not reach St. Mary's Square and would add no new square foot hours of shadow on the park.

Rincon Park

Rincon Park has approximately 471,914,160 square foot hours (sfh) of theoretical annual available sunlight (TAAS). Adjacent structures, trees or other facilities currently cast shadows on the park in the morning and evening hours. This existing shadow load on the park is approximately 137,684,860 sfh annually. The project and variant would add approximately 3,930 sfh of shadow on Rincon Park. The existing shadow load for Rincon Park is approximately 29 percent of the total TAAS. The project or variant would increase the total percentage of TAAS by less than 0.001 percent and would represent approximately 0.001 percent of the total shadow on Rincon Park. The maximum net new shadow cast by the project and variant would occur on October 18th and February 22nd. On these days, the new shadow load would be approximately 291.42 sfh and would be cast for approximately 13 minutes from 5:15 p.m. until 5:28 p.m.

Rincon Park is used throughout the day and evening hours. It is open to the general public and is visited by residents, visitors to San Francisco, and surrounding workers throughout the day. There is no particular important time of day for Rincon Park. The project or variant casts worst-case new shadows on Rincon Park in the evening for 13 minutes starting at 5:15 p.m. The project or variant casts a shadow on the paved and landscaped areas immediately adjacent to and in front of the northern restaurant located on Rincon Park. While shadows cast by development on Rincon Park are not subject to *Planning Code* Section 295 and were not studied as part of the TCDP EIR, the incremental increase in shadow duration, location, and amount of shadow cast on Rincon Park by the project or variant would not substantially affect use of Rincon Park, and impacts would be less than significant.

Privately Owned, Publicly Accessible Open Spaces (POPOS)

Most of the open spaces in the project site vicinity are privately owned, publicly accessible open spaces ("POPOS"). These open spaces are not subject to Section 295 controls, and they are not operated or managed by public agencies. However, these areas are subject to *Planning Code* Section 147, which is intended to minimize shading of public plazas or other publicly accessible open spaces, and thus they are evaluated for potential impacts under CEQA. The TCDP PEIR considered potential shadow impacts to POPOS within

³⁷ CADP, 524 Howard Street Shadow Analysis. April 15, 2016. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2013.0882ENV.

and adjacent to the TCDP plan area and found the TCDP would add new shadow to POPOS. Impacts were determined to be significant and unavoidable.

There are four POPOS in the adjacent area of the project site at 101 Second Street, 555 Mission Street, 100 First Street and Foundry Square. 101 Second Street is an entirely indoor space. 555 Mission is a recently constructed sitting area with landscaping and public art. 100 First Street Plaza is an elevated outdoor space with tables and chairs for lunch use. Foundry Square consists of several street-level plazas on the corners of Howard and First Street with sitting areas for lunch time use. Because 101 Second Street is entirely indoors and the 100 First Street Plaza is not shaded by the project, these POPOS are not discussed further.

The project or variant would cast shadow on the portion of Foundry Square on the south east corner of Howard Street, mostly in the vicinity of the sidewalk and the edge of the plaza. The shadow would be cast at 4:00 p.m. around the summer solstice. This particular plaza has mostly mid-day use and most of the sitting areas are outside of the shaded area. This particular plaza is frequented by office users and because the shading occurs at the end of the workday and into the evening it is anticipated that the shading duration, location, and amount is consistent with the requirements of *Planning Code* Section 147 and would not substantially adversely affect the usability of the POPOS.

The POPOS at 555 Mission Street is only briefly shaded at 9:00 a.m. around the summer solstice. This space is characterized by benches and displays of public art. The sitting area is frequented by lunch time users and would see little to no use for the briefly shaded period in the morning. The shading duration, location and amount is consistent with the requirements of *Planning Code* Section 147 and the shading does not substantially adversely affect the usability of the area.

For the above reasons, neither the project nor the variant would result in new or substantially more significant impacts related to shadow that were not previously identified in the TCDP PEIR.

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

The TCDP PEIR (pp. 528–530) describes the general environmental conditions in the plan area with respect to recreation and public space. The TCDP PEIR found that implementation of the TCDP would have a less-than-significant impact related to recreational resources, including increased use of existing neighborhood parks and recreational facilities, and no mitigation measures were identified (pp. 531–533).

The project site is located in the TCDP area, which is served primarily by privately-owned, publicly-accessible open spaces (POPOS) associated with nearby developments. The 560 Mission Street Plaza is located one block northwest of the project site. Market Street Plaza and One Bush Plaza are both located two blocks northwest of the project site, and the Market Center (555-575 Market Street) greenspace is located two blocks west of the project site. Mechanics Monument Plaza and Beale Street Plaza are located two blocks to the northeast, and three blocks to the northeast, respectively. The planned 5.4-acre rooftop park of the new Transit Center would also be adjacent to the project site.

Proposed Project

The proposed project would include approximately 15,025 sf of open space, 5,112 of which would be private open space associated with balconies for residences. A total of approximately 9,913 sf of commonly accessible open space would be available for residential use, 6,955 of which would be dedicated to a rooftop open space area, split between the north and south ends of the building. A pedestrian skybridge between the project site and the proposed 5.4-acre rooftop park of the Transbay Transit Center is also being considered under the proposed project. The proposed project would include sidewalk widening, installation of street trees and furniture, and other public realm upgrades consistent with the public realm improvements called for in the TCDP. New street trees would be planted in accordance with *Planning Code* Section 138.1(c)(1).

Although new residents and employees at the project site would increase the use of nearby public and private open spaces, the provision of new open space resources at the project site and access to the planned Transbay Transit Center park would provide adequate nearby open space resources for on-site residents. In addition, the use of the Transbay Transit Center park by local residents, such as those who would be located at the project site, was anticipated during its design and evaluation as part of the TCDP PEIR. Therefore, the proposed project would not result in substantial or accelerated physical deterioration of recreational facilities beyond that previously identified and accounted for in the TCDP PEIR. Therefore, the proposed project would not result in a significant effect related to recreation.

Variant

Similar to the proposed project, the variant would include open space, including private open space and commonly accessible open space. However, the variant would only include 6,500 sf of open space, 1,188 of which would be private open space associated with balconies for residences. A total of approximately 5,355 sf of commonly accessible open space would be available for hotel/residential use, 4,305 of which would be dedicated to a rooftop open space area, split between the north and south ends of the building. As with the proposed project, the variant would include sidewalk widening, installation of street trees and furniture, and other public realm upgrades consistent with the public realm improvements called for in the TCDP, and may include a pedestrian skybridge connection to the rooftop park of the Transbay Transit Center.

Although new residents and employees at the project site would increase the use of nearby public and private open spaces, the provision of new open space resources and access to the planned Transit Center Park would satisfy the increased demand such that existing resources would not experience overuse or accelerated physical deterioration. Therefore, the variant would not result in a significant effect related to recreation.

For the reasons discussed above, development of the project site would not result in any new or more severe significant impacts related to recreation that were not identified in the TCDP PEIR, and no mitigation measures are necessary.

<u>Topics:</u>	<i>Significant Impact Peculiar to Project or Project Site</i>	<i>Significant Impact not Identified in PEIR</i>	<i>Significant Impact due to Substantial New Information</i>	<i>No Significant Impact not Previously Identified in PEIR</i>
10. UTILITIES AND SERVICE SYSTEMS—				
Would the project:				
a) Exceed wastewater treatment requirements of the applicable Regional Water Quality Control Board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b) Require or result in the construction of new water or wastewater treatment facilities or expansion of existing facilities, the construction of which could cause significant environmental effects?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c) Require or result in the construction of new storm water drainage facilities or expansion of existing facilities, the construction of which could cause significant environmental effects?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d) Have sufficient water supply available to serve the project from existing entitlements and resources, or require new or expanded water supply resources or entitlements?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e) Result in a determination by the wastewater treatment provider that would serve the project that it has inadequate capacity to serve the project's projected demand in addition to the provider's existing commitments?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
f) Be served by a landfill with sufficient permitted capacity to accommodate the project's solid waste disposal needs?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
g) Comply with federal, state, and local statutes and regulations related to solid waste?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

The TCDP PEIR (pp. 534–537) describes the general environmental conditions in the plan area with respect to utilities and service systems. The TCDP PEIR (pp. 537–541) found that implementation of the TCDP would result in less-than-significant impacts to utilities and service systems, including wastewater, water supply, and solid waste, and no mitigation measures were identified.

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

In addition, the SFPUC is in the process of implementing the Sewer System Improvement Program, which is a 20-year, multi-billion dollar citywide upgrade to the City's sewer and stormwater infrastructure to ensure a reliable and seismically safe system. The program includes planned improvements that will serve development in the Transit Center District Plan area including at the Southeast Treatment Plant, which is

located in the Bayview District and treats the majority of flows in the Plan area, as well as the North Point plant which is located on the northeast waterfront and provides additional wet-weather treatment capacity.

The San Francisco Public Utilities Commission (SFPUC) has concluded that under its Water Shortage Allocation Plan with additional local Water System Improvement Program supplies, sufficient water would be available to meet the existing and planned future water retail demand within San Francisco, inclusive of the growth in the plan area. Similarly, the TCDP PEIR (pp. 538–539) found that sufficient dry weather capacity exists at the Southeast Water Pollution Control plant, and that development under the TCDP would only result in new wet weather flow from sanitary sewage generation. Regarding solid waste, the TCDP PEIR (pp. 540–541) found that impacts would be less than significant because solid waste generated by development pursuant to the TCDP would be accommodated within existing projections.

Proposed Project and Variant

Development of the project site would adhere to plumbing, water conservation, and waste diversion requirements of the City of San Francisco. Development at the project site would represent a small fraction of the overall demand for utilities and service systems analyzed in the TCDP PEIR and found to result in less-than-significant impacts. The TCDP PEIR (pp. 538–539) concluded that development under the TCDP, including development of the project site, would not exceed wastewater treatment requirements of the Regional Water Quality Control Board and would not require the construction of new water or wastewater treatment facilities. Similarly, sufficient water supply is expected to be available from existing entitlements in accordance with water supply demands evaluated in the TCDP PEIR. The residents and businesses of the project site would not generate solid waste in amounts that would exceed permitted landfill capacity, and development of the project site would comply with solid waste regulations. Consistent with the findings in the TCDP PEIR, development of the project site would not, individually or cumulatively, result in a significant impact on utilities or services systems, and would not result in a new or more severe significant impact than was analyzed in the TCDP PEIR. No mitigation measures are necessary.

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

The TCDP PEIR (pp. 542–545) describes the general environmental conditions in the plan area with respect to public services. The TCDP PEIR (pp. 545–550) found that implementation of the TCDP would result in less-than-significant impacts to police, fire, and park services. The increased residential and employee population in the area would result in increased demand for police and fire protection services, as well as

park use, but this demand could be accommodated within existing infrastructure and planned improvements in the plan area, such as new parks and open spaces, or through re-deployment of resources from other areas of the City, if needed. Regarding schools, the TCDP PEIR determined that implementation of the TCDP would increase demand for school facilities, however, through the collection of school facilities impact fees, impacts would be less than significant. The proposed project and the variant would be within the scope of the development projected under the TCDP and would not result in any project-specific or cumulative impacts on public services beyond those identified in the TCDP PEIR.

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

The TCDP plan area is a dense, developed urban area with no natural vegetation communities remaining; therefore, development under the TCDP, as addressed as part of the TCDP PEIR, would not affect any special-status plants. There are no riparian corridors, estuaries, marshes, or wetlands in the plan area that could be affected by the development anticipated under the TCDP. In addition, development envisioned under the TCDP would not substantially interfere with the movement of any resident or migratory wildlife species through compliance with *San Francisco Planning Code* Section 139, which requires specific window

and façade treatments for structures over 300 feet in height. However, the PEIR determined that construction in the plan area could have a significant effect on special-status birds and bats through tree removal or building demolition. The PEIR concluded that implementation of the TCDP would not result in significant impacts on biological resources with implementation of **PEIR Mitigation Measures M-BI-1a** and **M-BI-1b** requiring pre-construction surveys for nesting birds and bats. **PEIR Improvement Measure I-BI-2** was suggested to reduce potential effects on birds from night lighting at the site.

Proposed Project and Variant

The project site is located within TCDP plan area and therefore, does not support habitat for any candidate, sensitive or special status species. No on-site structures, which could provide for bat roosting or marginal nesting opportunities, would be demolished. Up to two trees may be removed during project construction, and the project proponent would conduct preconstruction surveys consistent with **Project Mitigation Measures 13** and **14 (PEIR Mitigation Measures M-BI-1a and M-BI-1b, respectively)** to ensure that significant impacts do not occur. As such, implementation of the proposed project would not result in significant impacts to biological resources not identified in the TCDP PEIR.

<u>Topics:</u>	<i>Significant Impact Peculiar to Project or Project Site</i>	<i>Significant Impact not Identified in PEIR</i>	<i>Significant Impact due to Substantial New Information</i>	<i>No Significant Impact not Previously Identified in PEIR</i>
13. GEOLOGY AND SOILS—Would the project:				
a) Expose people or structures to potential substantial adverse effects, including the risk of loss, injury, or death involving:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
i) Rupture of a known earthquake fault, as delineated on the most recent Alquist-Priolo Earthquake Fault Zoning Map issued by the State Geologist for the area or based on other substantial evidence of a known fault? (Refer to Division of Mines and Geology Special Publication 42.)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
ii) Strong seismic ground shaking?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
iii) Seismic-related ground failure, including liquefaction?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
iv) Landslides?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b) Result in substantial soil erosion or the loss of topsoil?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c) Be located on geologic unit or soil that is unstable, or that would become unstable as a result of the project, and potentially result in on- or off-site landslide, lateral spreading, subsidence, liquefaction, or collapse?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d) Be located on expansive soil, as defined in Table 18-1-B of the Uniform Building Code, creating substantial risks to life or property?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e) Have soils incapable of adequately supporting the use of septic tanks or alternative wastewater disposal systems where sewers are not available for the disposal of wastewater?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
f) Change substantially the topography or any unique geologic or physical features of the site?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

The TCDP PEIR (pp. 573–587) describes the general environmental conditions in the plan area with respect to geology and soils and seismic-related hazards. In addition, the TCDP PEIR (pp. 588–595) found that all impacts related to geology and soils would be less than significant, including impacts related to seismic hazards, erosion, and unstable soils. Compliance with applicable regulations and recommendations made in project-specific geotechnical analyses would not eliminate earthquake risks, but would reduce them to acceptable levels, given the seismically-active characteristics of the Bay Area. Thus, the TCDP PEIR concluded that implementation of the TCDP would not result in significant impacts with regard to geology and soils, and no mitigation measures were identified in the TCDP PEIR.

Proposed Project and Variant

A geotechnical evaluation was prepared for the project site.³⁸ The evaluation found that the project site is underlain by 9 to 18 feet of fill material including very loose and loose sand with varying amounts of gravel, brick, wood, rock, and concrete fragments. Below the fill is 13 to 25 feet of loose to very dense sand, known as Dune sand. The Dune sand extends from approximately 28 to 35 feet below the ground surface. Below the Dune sand is a weak, soft to medium stiff silt and clay marine deposit that extends to maximum depths of 44 to 56 feet below adjacent grades. Below the marine deposit is the dense Colma formation and then Old Bay Clay. Bedrock is between 150 and 170 feet below the existing ground surface. The evaluation concluded that buildings constructed on the project site should be supported by deep foundations that gain support from the bedrock below the Old Bay Clay. The evaluation also recommends a foundation of large diameter, reinforced concrete, drilled and cast-in-place piers or rectangular-profile load bearing elements. Shoring is also recommended during excavation of the basement level. The evaluation further states that in areas where excavations would extend below the foundations of the adjacent structures, adjacent buildings should be underpinned to provide vertical support.

Development of the project site is required to conform to the *San Francisco Building Code*, which ensures the safety of all new construction in the City. DBI will review the project-specific geotechnical evaluation during its review of the building permit for development of the project site. In addition, DBI may require additional site specific soils report(s) through the building permit application process, as needed. The DBI requirement for a geotechnical report and review of the building permit application pursuant to DBI's implementation of the *Building Code* would reduce impacts on geology and soils from development of the project site to a less-than-significant level.

Therefore, development of the project site would not result in any new or more severe significant impacts related to geology and soils that were not identified in the TCDP PEIR, and no mitigation measures are necessary.

³⁸ Langan Treadwell Rollo, Preliminary Geotechnical Evaluation for 524 Howard Street, San Francisco, California, Langan Project No. 730272704. June 16, 2014. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2013.0882ENV

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

Proposed Project and Variant

The TCDP PEIR (pp. 596–611) describes the general environmental conditions in the plan area with respect to hydrology and water quality. In addition, the TCDP PEIR (pp. 611–623) found that all impacts related to hydrology and water quality would be less than significant, including impacts related to water quality, drainage, stormwater, flooding, and tsunamis and seiches. No mitigation measures were identified in the PEIR for hydrology and water quality.

Construction

Development at the project site would involve excavation to a maximum 50 feet below grade for construction of the building foundation and below-ground parking garage; excavation to this depth could require dewatering, given that groundwater is estimated to exist from 10 to 15 feet below grade.³⁹ Construction stormwater discharges to the City's combined sewer system would be subject to the requirements of Article 4.1 of the *San Francisco Public Works Code* (supplemented by Public Works Order No. 158170), which incorporates and implements the City's National Pollution Discharge Elimination System (NPDES) permit, and the federal Combined Sewer Overflow Control Policy. Stormwater drainage during construction would flow to the City's combined sewer system, where it would receive treatment at the Southeast plant or other wet weather facilities and would be discharged through an existing outfall or overflow structure in compliance with the existing NPDES permit. Therefore, compliance with applicable permits would reduce water quality impacts, and development at the project site would not result in new or more severe impacts related to violation of water quality standards or degradation of water quality due to discharge of construction related stormwater runoff.

Operation

Regarding groundwater supplies, the project would use potable water from the San Francisco Public Utilities Commission (SFPUC). Groundwater from the Downtown San Francisco Groundwater Basin is not used as drinking water, and development of the project site would not result in additional impervious surfaces to the extent that it would affect groundwater recharge because the site is currently a paved parking area. Development of the project site would not affect the course of a stream or river. Given the project site already comprises impervious surfaces, development at the site would not result in an increase in impervious surfaces, and it would not contribute runoff that would exceed the capacity of existing or planned stormwater drainage systems. Stormwater flows and draining would be controlled by San Francisco's Stormwater Design Guidelines. The project sponsor would be required to submit and have approved by the SFPUC a Stormwater Control Plan (SCP) that complies with the Stormwater Design Guidelines using a variety of Best Management Practices, thereby ensuring that development of the project site meets performance measures set by the SFPUC related to stormwater runoff rate and volume. Compliance with San Francisco's Stormwater Design Guidelines would reduce the quantity and rate of stormwater runoff to the City's combined sewer system and improve the water quality of those discharges.

The project site is not in an area subject to reservoir inundation hazards and is not located in a volcanic area that could be subject to mudflow. The project site is not located within a 100-year flood hazard area or in an area subject to reservoir inundation hazards, mudflow, or seiches.⁴⁰ The project site is not shown on SFPUC maps as being subject to flooding from sea level rise by 2100, assuming 36 inches of sea level rise and a 100-year storm surge.⁴¹ Therefore, development of the project site would have no impact related to these hazards. Impacts from sea level rise and tsunamis are expected to be less than significant, given the existing National Warning System and San Francisco outdoor warning system.

³⁹ Langan Treadwell Rollo, Geotechnical Investigation for 1st and Mission Streets Development, San Francisco, California, July 1, 2015. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2006.1532.E

⁴⁰ URS Corporation, City and County of San Francisco Hazard Mitigation Plan, December, 2008. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0558E.

⁴¹ San Francisco Public Utilities Commission (SFPUC), Climate Stressors and Impact: Bayside Sea Level Rise Mapping, Final Technical Memorandum. June 2014. This document is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, in Case File No. 2006.1523E.

Consistent with the findings in the TCDP PEIR, development of the project site would result in less-than-significant impacts related to hydrology and water quality, and would not result in any new or more severe impacts than those identified in the TCDP PEIR. No mitigation measures are necessary.

<u>Topics:</u>	<i>Significant Impact Peculiar to Project or Project Site</i>	<i>Significant Impact not Identified in PEIR</i>	<i>Significant Impact due to Substantial New Information</i>	<i>No Significant Impact not Previously Identified in PEIR</i>
15. HAZARDS AND HAZARDOUS MATERIALS—Would the project:				
a) Create a significant hazard to the public or the environment through the routine transport, use, or disposal of hazardous materials?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b) Create a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c) Emit hazardous emissions or handle hazardous or acutely hazardous materials, substances, or waste within one-quarter mile of an existing or proposed school?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d) Be located on a site which is included on a list of hazardous materials sites compiled pursuant to Government Code Section 65962.5 and, as a result, would it create a significant hazard to the public or the environment?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e) For a project located within an airport land use plan or, where such a plan has not been adopted, within two miles of a public airport or public use airport, would the project result in a safety hazard for people residing or working in the project area?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
f) For a project within the vicinity of a private airstrip, would the project result in a safety hazard for people residing or working in the project area?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
g) Impair implementation of or physically interfere with an adopted emergency response plan or emergency evacuation plan?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
h) Expose people or structures to a significant risk of loss, injury, or death involving fires?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

The TCDP PEIR (pp. 625–635) describes the general environmental conditions in the plan area with respect to the presence of hazardous materials and wastes, a description of hazardous building materials likely to be present within the plan area, and an overview of the relevant hazardous materials regulations that are applicable to the plan area. The project site is not within 2 miles of an airport or private air strip and therefore would not interfere with air traffic or create safety hazards in the vicinity of an airport. There are no elementary, middle, or high schools within 0.25-mile of the TCDP plan area. Therefore, the criteria regarding to air traffic, airports, and hazardous emissions and materials within 0.25-mile of an existing or planned school, are not applicable. The TCDP PEIR (pp. 636–652) identified significant impacts related to

potentially exposing workers and the public to hazardous materials as a result of contaminated soils and groundwater or demolition or renovation of buildings.

Since certification of the TCDP PEIR, Article 22A of the *Health Code*, also known as the Maher Ordinance, was expanded to include properties throughout the City where there is potential to encounter hazardous materials, primarily industrial zoning districts, sites with industrial uses or underground storage tanks, sites with historic bay fill, and sites in proximity to freeways or underground storage tanks. The overarching goal of the Maher Ordinance is to protect public health and safety by requiring appropriate handling, treatment, disposal and when necessary, mitigation of contaminated soils that are encountered in the building construction process. Projects that disturb 50 cubic yards or more of soil that are located on sites with potentially hazardous soil or groundwater within TCDP plan area are subject to this ordinance.

The TCDP PEIR included several mitigation measures (some of which are site dependent and some that are applicable to all projects within the plan area). These mitigation measures include requirements for: preparing site assessments and corrective actions for sites located bayward of the historic tide line (**PEIR Mitigation Measure M-HZ-2a**), preparing site assessments and corrective actions for sites located landward of the historic tide line (**PEIR Mitigation Measure M-HZ-2b**), preparing site assessments and corrective actions for all sites (**PEIR Mitigation Measure M-HZ-2c**), and hazardous building materials abatement (**PEIR Mitigation Measure M-HZ-3**). With implementation of the aforementioned mitigation measures, potential impacts related to hazards and hazardous materials as a result of development within the TCDP plan area would be reduced to less than significant. In general, the actions identified in these mitigation measures are now required by the Maher Ordinance and are no longer required as mitigation to reduce project-level impacts to less than significant.

Neither the proposed project nor the variant would be located bayward of the historic tide line or include demolition or renovation of any buildings; as a result, **PEIR Mitigation Measures M-HZ-2a** (Site Assessments and Corrective Actions for Sites Located Bayward of the Historic Tide Line, pp. 640-641) and **PEIR Mitigation Measure M-HZ-3** (Hazardous Building Materials Abatement, p. 645) are not applicable to the project or variant.

Proposed Project and Variant

Routine Transport, Use, and Disposal of Hazardous Materials

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

Hazardous Building Materials

The TCDP PEIR determined that future development in the plan area may involve demolition or renovation of existing structures containing hazardous building materials. Some building materials commonly used in older buildings could present a public health risk if disturbed during an accident or during demolition or renovation of an existing building. Hazardous building materials addressed in the PIER include asbestos, electrical equipment such as transformers and fluorescent light ballasts that contain PCBs or di (2 ethylhexyl) phthalate (DEHP), fluorescent lights containing mercury vapors, and lead-based

paints. Asbestos and lead-based paint may also present a health risk to existing building occupants if they are in a deteriorated condition. If removed during demolition of a building, these materials would also require special disposal procedures. The TCDP PEIR identified a significant impact associated with hazardous building materials including PCBs, DEHP, and mercury and determined that that **Mitigation Measure M-HZ-3**: (Hazardous Building Materials Abatement, p. 645) would reduce effects to a less-than-significant level. As discussed above, the project site is currently a paved parking lot and development of the site would not include demolition of any existing buildings; therefore, **PEIR Mitigation Measure M-HZ-3** would not apply to development of the project site.

Soil and Groundwater Contamination

Development of the project site would require excavation up to a maximum 50 feet below grade for construction of the building foundation and below-ground parking garage, which would result in the removal of approximately 21,000 cubic yards of soil. Based on historic land uses on the project site, there is the potential for soil and/or groundwater contamination. Therefore, the project is subject to the Maher Ordinance, which is administered and overseen by the SFDPH. The Maher Ordinance requires the project sponsor to retain the services of a qualified professional to prepare a Phase I Environmental Site Assessment (ESA) that meets the requirements of Health Code Section 22.A.6.

In accordance with the Maher Ordinance, a Phase I ESA and a Limited Phase II Subsurface Investigation were conducted for the project site.^{42,43} The Phase I ESA found that concentrations of lead in fill soil beneath the project site exceed typical background concentrations for lead and exceed the California hazardous waste disposal criteria. Additionally, the Phase I ESA found that groundwater beneath the project site has been affected by low concentrations of volatile organic carbons and by gasoline-range and diesel-range petroleum hydrocarbons. The Phase I ESA concluded that past use of the project site as a boiler works and an automotive repair shop, the former presence of deteriorated gasoline and diesel fuel underground storage tanks on the site, as well as various operations on adjoining or nearby properties, have resulted in the potential for contamination at the project site.

As the project site is located landward of the historic tide line, development of the project site has the potential to expose workers or the environment to contaminated soils or groundwater. As noted above, compliance with the Maher Ordinance would include implementation of corrective actions based on site assessments prepared for the project site to reduce potential exposure to hazards to a less-than-significant level.

For the reasons discussed above, development to the project site would not result in any significant impacts related to hazardous materials that were not identified in the TCDP PEIR, nor would it result in substantially more severe impacts than identified in the TCDP PEIR.

⁴² AMEC Environment and Infrastructure, Inc., Phase I Environmental Site Assessment for CH Acquisitions 2, LLC, Miami, Florida, May 9, 2012. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2006.1532.E

⁴³ AMEC Environment and Infrastructure, Inc., Limited Phase II Subsurface Investigation for CH Acquisitions 2, LLC, Miami, Florida, June 18, 2012. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2006.1532.E

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

Proposed Project and Variant

As noted in the TCDP PEIR, all land in San Francisco, including the 524 Howard Street project site, is designated as Mineral Resource Zone 4 (MRZ-4) by the California Division of Mines and Geology (CDMG). This designation indicates that there is not adequate information available for assignment to any other MRZ, and thus the site is not a designated area of significant mineral deposits. The project site is not a mineral resource recovery site, and it would not require quarrying, mining, dredging, or extraction of locally important mineral resources on the project site, and it would not deplete non-renewable natural resources. As a result, no impacts to mineral resources would occur, consistent with the findings of the PEIR.

With respect to energy resources, the TCDP PEIR determined that the implementation of the TCDP would facilitate the construction of both new residential units and commercial buildings. Development of these uses would not result in use of large amounts of fuel, water, or energy in a wasteful manner or in the context of energy use throughout the City and region. The energy demand for individual buildings, such as the proposed project or variant, would be typical for such projects and would meet, or exceed, current state and local codes and standards concerning energy consumption, including Title 24 of the California Code of Regulations enforced by DBI. Therefore, development at the project site (proposed project or variant) would be energy efficient and would not result in the wasteful usage of fuel, water, or energy, consistent with the findings of the TCDP PEIR. No additional impacts with respect to energy resources would occur beyond those analyzed in the TCDP PEIR. No mitigation measures are necessary.

<u>Topics:</u>	<i>Significant Impact Peculiar to Project or Project Site</i>	<i>Significant Impact not Identified in PEIR</i>	<i>Significant Impact due to Substantial New Information</i>	<i>No Significant Impact not Previously Identified in PEIR</i>
17. AGRICULTURE AND FOREST RESOURCES—Would the project:				
a) Convert Prime Farmland, Unique Farmland, or Farmland of Statewide Importance, as shown on the maps prepared pursuant to the Farmland Mapping and Monitoring Program of the California Resources Agency, to non-agricultural use?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b) Conflict with existing zoning for agricultural use, or a Williamson Act contract?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c) Conflict with existing zoning for, or cause rezoning of, forest land (as defined in Public Resources Code Section 12220(g)) or timberland (as defined by Public Resources Code Section 4526)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d) Result in the loss of forest land or conversion of forest land to non-forest use?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e) Involve other changes in the existing environment which, due to their location or nature, could result in conversion of Farmland to non-agricultural use or forest land to non-forest use?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Proposed Project and Variant

The PEIR determined that no agriculture or forest resources exist within the boundaries of the TCDP; therefore, development under the TCDP would have no effect on agriculture or forest resources. No mitigation measures were identified in the PEIR. As the proposed project is within the development projected under the TCDP, there would be no additional impacts on agriculture and forest resources beyond those analyzed in the TCDP PEIR. No mitigation measures are necessary.

MITIGATION MEASURES

The following mitigation measures from the TCDP PEIR apply to the project or the variant and would be implemented as part of the project/variant:

Cultural Resources

Project Mitigation Measure 1: Construction Best Practices for Historical Resources. The project sponsor of a development project in the plan area shall incorporate into construction specifications for the proposed project a requirement that the construction contractor(s) use all feasible means to avoid damage to adjacent and nearby historic buildings, including, but not necessarily limited to, staging of equipment and materials as far as possible from historic buildings to avoid direct impact damage; using techniques in demolition (of the parking lot), excavation, shoring, and construction that create the minimum feasible vibration; maintaining a buffer zone when possible between heavy equipment and historical resource(s) within 125 feet, as identified by the Planning Department; appropriately shoring excavation sidewalls to prevent movement of adjacent structures; design and installation of the new foundation to minimize uplift of adjacent soils; ensuring adequate drainage from adjacent sites; covering the roof of adjacent structures to avoid damage from falling objects; and ensuring appropriate security to minimize risks of vandalism and fire.

Project Mitigation Measure 2: Construction Monitoring Program for Historical Resources. The project sponsor shall undertake a monitoring program to minimize damage to adjacent historic buildings and to ensure that any such damage is documented and repaired. The monitoring program would include the following components. Prior to the start of any ground-disturbing activity, the project sponsor shall engage a historic architect or qualified historic preservation professional to undertake a preconstruction survey of historical resource(s) identified by the Planning Department within 125 feet of planned construction to document and photograph the buildings' existing conditions. Based on the construction and condition of the resource(s), the consultant shall also establish a maximum vibration level that shall not be exceeded at each building, based on existing condition, character-defining features, soils conditions, and anticipated construction practices (a common standard is 0.2 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 vibration levels be observed in excess of the standard, construction shall be halted and alternative techniques put in practice, to the extent feasible. The consultant shall conduct regular periodic inspections of each building during ground-disturbing activity on the project site. Should damage to either building occur, the building(s) shall be remediated to its preconstruction condition at the conclusion of ground-disturbing activity on the site.

Project Mitigation Measure 3: Subsequent Archeological Testing Program. When a project is to be developed within the TCDP plan area, it will be subject to preliminary archeological review by the Planning Department archeologist. This in-house review will assess whether there are gaps in the necessary background information needed to make an informed archaeological sensitivity assessment. This assessment will be based upon the information presented in the TCDP Archeological Research Design and Treatment Plan (Far Western Anthropological Research Group, Inc., *Archaeological Research Design and Treatment Plan for the Transit Center District Plan Area, San Francisco, California*, February 2010), as well as any more recent investigations that may be relevant. If data gaps are identified, then additional investigations, such as historic archival research or geoarchaeological coring, may be required to provide sufficiently detailed information to make an archaeological sensitivity assessment.

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

of construction can be extended beyond four weeks only if such a suspension is the only feasible means to reduce to a less than significant level potential effects on a significant archeological resource as defined in CEQA Guidelines Sections 15064.5 (a) (c).

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

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

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

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

- The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the AMP reasonably prior to any project-related soils disturbing activities commencing. The ERO in consultation with the archeological consultant shall determine what project activities shall be archeologically monitored. In most cases, any soils-disturbing activities, such as demolition, foundation removal, excavation, grading, utilities installation, foundation work, driving of piles (foundation, shoring, etc.), site remediation, etc., shall require archeological monitoring because of the risk these activities pose to potential archaeological resources and to their depositional context;
- Archeological monitoring shall conform to the requirements of the final AMP reviewed and approved by the ERO;
- The archeological consultant shall advise all project contractors to be on the alert for evidence of the presence of the expected resource(s), of how to identify the evidence of the expected resource(s), and of the appropriate protocol in the event of apparent discovery of an archeological resource;
- The archeological monitor(s) shall be present on the project site according to a schedule agreed upon by the archeological consultant and the ERO until the ERO has, in consultation with project

archeological consultant, determined that project construction activities could have no effects on significant archeological deposits;

- The archeological monitor shall record and be authorized to collect soil samples and artifactual/ecofactual material as warranted for analysis;
- If an intact archeological deposit is encountered, all soils-disturbing activities in the vicinity of the deposit shall cease. The archeological monitor shall be empowered to temporarily redirect demolition/excavation/pile driving/construction activities and equipment until the deposit is evaluated. If in the case of pile driving activity (foundation, shoring, etc.), the archeological monitor has cause to believe that the pile driving activity may affect an archeological resource, the pile driving activity shall be terminated until an appropriate evaluation of the resource has been made in consultation with the ERO. The archeological consultant shall immediately notify the ERO of the encountered archeological deposit. The archeological consultant shall make a reasonable effort to assess the identity, integrity, and significance of the encountered archeological deposit, and present the findings of this assessment to the ERO.

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

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

The scope of the ADRP shall include the following elements:

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

- **Curation.** Description of the procedures and recommendations for the curation of any recovered data having potential research value, identification of appropriate curation facilities, and a summary of the accession policies of the curation facilities.

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

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

Once approved by the ERO, copies of the FARR shall be distributed as follows: California Archaeological Site Survey Northwest Information Center (NWIC) shall receive one (1) copy and the ERO shall receive a copy of the transmittal of the FARR to the NWIC. The Major Environmental Analysis division of the Planning Department shall receive one bound, one unbound and one unlocked, searchable PDF copy on CD of the FARR along with copies of any formal site recordation forms (CA DPR 523 series) and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. In instances of high public interest in or the high interpretive value of the resource, the ERO may require a different final report content, format, and distribution than that presented above.

Transportation

Project Mitigation Measure 4: Parking Garage/Loading Attendant: If warranted by project-specific conditions, the project sponsor of a development project in the plan area shall ensure that building management employs attendant(s) for the project's parking garage and/or loading dock, as applicable. The attendant would be stationed as determined by the project-specific analysis, typically at the project's driveway to direct vehicles entering and exiting the building and avoid any safety-related conflicts with pedestrians on the sidewalk during the AM and PM peak periods of traffic and pedestrian activity, with extended hours as dictated by traffic and pedestrian conditions and by activity in the project garage and loading dock. Each project shall also install audible and/or visible warning devices, or comparably effective warning devices as approved by the Planning Department and/or the Sustainable Streets Division of the Municipal Transportation Agency, to alert pedestrians of the outbound vehicles from the parking garage and/or loading dock, as applicable.

Project Mitigation Measure 5: Parking Garage/Loading Management Plan: To ensure that off-street loading facilities are efficiently used and that trucks longer than can be safely accommodated are not permitted to use a building's loading dock, and the project sponsor of a development project in the plan area shall develop a plan for management of the building's loading dock and shall ensure that tenants in

the building are informed of limitations and conditions on the loading schedules and truck size. Such a management plan could include strategies such as the use of an attendant to direct and guide trucks (see Project Mitigation Measure 4), installing a 'Full' sign at the garage/loading dock driveway, limiting activity during peak hours, installation of audible and/or visual warning devices, and other features. Additionally, as part of the project application process, the project sponsor shall consult with the Municipal Transportation Agency concerning the design of loading and parking facilities. Typically, a building property manager dictates the maximum size of trucks that can be accommodated by a building's loading dock, and when trucks may access the project site.

Project Mitigation Measure 6: Designated Loading Areas (Variant Only): The project sponsor shall designate and provide signage for on-site loading spaces to be used for freight loading and/or tour bus loading spaces.

Project Mitigation Measure 7: Construction Management Plan: To minimize potential disruptions to transit, traffic, and pedestrian and bicyclists, the project sponsor and/or construction contractor for any individual development project in the TCDP plan area shall develop a Construction Management Plan that could include, but not necessarily be limited to, the following:

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

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

Noise

Project Mitigation Measure 8: Interior Mechanical Equipment: The Planning Department shall require, as part of subsequent project-specific review under CEQA, that effects of mechanical equipment noise on adjacent and nearby noise-sensitive uses be evaluated by a qualified acoustical consultant and that control of mechanical noise, as specified by the acoustical consultant, be incorporated into the final project design of new buildings to achieve the maximum feasible reduction of building equipment noise, consistent with *Building Code* and Noise Ordinance requirements and CEQA thresholds, such as through the use of fully noise-insulated enclosures around rooftop equipment and/or incorporation of mechanical equipment into intermediate building floor(s).

Project Mitigation Measure 9: General Construction Noise Control Measures: To ensure that project noise from construction activities is minimized to the maximum extent feasible, the project sponsor of a development project in the plan area shall undertake the following:

- The project sponsor of a development project in the plan area shall require the general contractor to ensure that equipment and trucks used for project construction utilize the best available noise

control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures and acoustically-attenuating shields or shrouds, wherever feasible).

- The project sponsor of a development project in the plan area shall require the general contractor to locate stationary noise sources (such as compressors) as far from adjacent or nearby sensitive receptors as possible, to muffle such noise sources, and to construct barriers around such sources and/or the construction site, which could reduce construction noise by as much as five dBA. To further reduce noise, the contractor shall locate stationary equipment in pit areas or excavated areas, if feasible.
- The project sponsor of a development project in the plan area shall require the general contractor to use impact tools (e.g., jack hammers, pavement breakers, and rock drills) that are hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. Where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used, along with external noise jackets on the tools, which could reduce noise levels by as much as 10 dBA.
- The project sponsor of a development project in the plan area shall include noise control requirements in specifications provided to construction contractors. Such requirements could include, but not be limited to, performing all work in a manner that minimizes noise to the extent feasible; use of equipment with effective mufflers; undertaking the noisiest activities during times of least disturbance to surrounding residents and occupants, as feasible; and selecting haul routes that avoid residential buildings inasmuch as such routes are otherwise feasible.
- Prior to the issuance of each building permit, along with the submission of construction documents, the project sponsor of a development project in the plan area shall submit to the Planning Department and Department of Building Inspection (DBI) a list of measures to respond to and track complaints pertaining to construction noise. These measures shall include (1) a procedure and phone numbers for notifying DBI, the Department of Public Health, and the Police Department (during regular construction hours and off-hours); (2) a sign posted on-site describing noise complaint procedures and a complaint hotline number that shall be answered at all times during construction; (3) designation of an on-site construction complaint and enforcement manager for the project; and (4) notification of neighboring residents and non-residential building managers within 300 feet of the project construction area at least 30 days in advance of extreme noise generating activities (defined as activities generating noise levels of 90 dBA or greater) about the estimated duration of the activity.

Project Mitigation Measure 10: Cumulative Construction Noise Control Measures: The project sponsor of a development project in the plan area shall cooperate with and participate in any City-sponsored construction noise control program for the TCDP plan area or other City-sponsored area-wide program developed to reduce potential effects of construction noise in the project vicinity. Elements of such a program could include a community liaison program to inform residents and building occupants of upcoming construction activities, staggering of construction schedules so that particularly noisy phases of work do not overlap at nearby project sites, and, potentially, noise and/or vibration monitoring during construction activities that are anticipated to be particularly disruptive.

Air Quality

Project Mitigation Measure 11: Dust Control Plan. To reduce construction-related dust emissions, the project sponsor of each development project in the plan area and each public infrastructure project (such

as improvements to the public realm) in the plan area on a site of one-half acre or less but that would require more than 5,000 cubic yards of excavation lasting four weeks or longer shall incorporate into construction specifications the requirement for development and implementation of a site-specific Dust Control Plan as set forth in Article 22B of the *San Francisco Health Code*. The Dust Control Plan shall require the project sponsor to: submit a map to the Director of Public Health showing all sensitive receptors within 1,000 feet of the site; wet down areas of soil at least three times per day; provide an analysis of wind direction and install upwind and downwind particulate dust monitors; record particulate monitoring results; hire an independent, third party to conduct inspections and keep a record of those inspections; establish shut-down conditions based on wind, soil migration, etc.; establish a hotline for surrounding community members who may be potentially affected by project-related dust; limit the area subject to construction activities at any one time; install dust curtains and windbreaks on the property lines, as necessary; limit the amount of soil in hauling trucks to the size of the truck bed and secure soils with a tarpaulin; enforce a 15 mph speed limit for vehicles entering and exiting construction areas; sweep affected streets with water sweepers at the end of the day; install and utilize wheel washers to clean truck tires; terminate construction activities when winds exceed 25 miles per hour; apply soil stabilizers to inactive areas; and sweep adjacent streets to reduce particulate emissions. The project sponsor would be required to designate an individual to monitor compliance with dust control requirements.

Project Mitigation Measure 12: Construction Vehicle Emissions Evaluation and Minimization. The project sponsor or the project sponsor's contractor shall comply with the following:

1. Engine Requirements.
 - a. All off-road equipment greater than 25 horsepower (hp) and operating for more than 20 hours over the entire duration of construction activities shall have engines that meet or exceed either U.S. Environmental Protection Agency (USEPA) or California Air Resources Board (ARB) Tier 2 off-road emission standards and have been retrofitted with an ARB Level 3 Verified Diesel Emissions Control Strategy. Equipment with engines meeting Tier 4 Interim or Tier 4 Final off-road emissions standards automatically meet this requirement.
 - b. Where access to alternative sources of power are available, portable diesel engines shall be prohibited.
 - c. Diesel engines, whether for off-road or on-road equipment, shall not be left idling for more than two minutes, at any location, except as provided in exceptions to the applicable state regulations regarding idling for off-road and on-road equipment (e.g., traffic conditions, safe operating conditions). The Contractor shall post legible and visible signs in English, Spanish, and Chinese, in designated queuing areas and at the construction site to remind operators of the two minute idling limit.
 - d. The Contractor shall instruct construction workers and equipment operators on the maintenance and tuning of construction equipment, and require that such workers and operators properly maintain and tune equipment in accordance with manufacturer specifications.
2. Waivers
 - a. The Planning Department's Environmental Review Officer or designee (ERO) may waive the alternative source of power requirement of Subsection (A)(2) if an alternative source of power is limited or infeasible at the project site. If the ERO grants the waiver, the Contractor must submit

documentation that the equipment used for onsite power generation meets the requirements of Subsection (A)(1).

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

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

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

1. **Construction Emissions Minimization Plan.** Before starting on-site construction activities, the Contractor shall submit a Construction Emissions Minimization Plan to the ERO for review and approval. The plan shall state, in reasonable detail, how the Contractor will meet the requirements of Section 1.
 - a. The plan shall include estimates of the construction timeline by phase, with a description of each piece of off-road equipment required for every construction phase. The description may include, but is not limited to: equipment type, equipment manufacturer, equipment identification number, engine model year, engine certification (Tier rating), hp, engine serial number, and expected fuel usage and hours of operation. For VDECS install, the description may include: technology type, serial number, make, model, manufacturer, ARB verification number level, and installation date and hour meter reading on installation date. For off-road equipment using alternative fuels, the description shall also specify the type of alternative fuel being used.
 - b. The ERO shall ensure that all applicable requirements of the plan have been incorporated into the contract specifications. The plan shall include a certification statement that the contractor agrees to comply fully with the plan.
 - c. The contractor shall make the plan available to the public for review on-site during work hours. The contractor shall post at the construction site, legible and visible sign summarizing the plan. The sign shall also state that the public may ask to inspect the plan for the project at any time during working hours and shall explain how to request to inspect the plan. The Contractor shall post at least one copy of the sign in a visible location on each side of the construction site facing a public right-of-way.
2. **Monitoring.** After start of Construction Activities, the Contractor shall submit quarterly reports to the ERO documenting compliance with the plan. After completion of construction activities and prior to receiving a final certificate of occupancy, the project sponsor shall submit to the ERO a final report

summarizing construction activities, including the start and end dates and duration of each construction phase, and the specific information required in the plan.

Biological Resources

Project Mitigation Measure 13: Pre-Construction Bird Surveys: Conditions of approval for building permits issued for construction within the TCDP plan area shall include a requirement for pre-construction breeding bird surveys when trees or vegetation would be removed or buildings demolished as part of an individual project. Pre-construction nesting bird surveys shall be conducted by a qualified biologist between February 1st and August 15th if vegetation (trees or shrubs) removal or building demolition is scheduled to take place during that period. If special-status bird species are found to be nesting in or near any work area or, for compliance with federal and state law concerning migratory birds, if birds protected under the federal Migratory Bird Treaty Act or the California Fish and Game Code are found to be nesting in or near any work area, an appropriate no-work buffer zone (e.g., 100 feet for songbirds) shall be designated by the biologist. Depending on the species involved, input from the California Department of Fish and Wildlife (CDFW) and/or the U.S. Fish and Wildlife Service (USFWS) Division of Migratory Bird Management may be warranted. As recommended by the biologist, no activities shall be conducted within the no-work buffer zone that could disrupt bird breeding. Outside of the breeding season (August 16 – January 31), or after young birds have fledged, as determined by the biologist, work activities may proceed. Birds that establish nests during the construction period are considered habituated to such activity and no buffer shall be required, except as needed to avoid direct destruction of the nest, which would still be prohibited.

Project Mitigation Measure 14: Pre-Construction Bat Surveys: Conditions of approval for building permits issued for construction within the TCDP plan area shall include a requirement for pre-construction special-status bat surveys when large trees are to be removed or underutilized or vacant buildings are to be demolished. If active day or night roosts are found, the bat biologist shall take actions to make such roosts unsuitable habitat prior to tree removal or building demolition. A no disturbance buffer shall be created around active bat roosts being used for maternity or hibernation purposes at a distance to be determined in consultation with CDFW. Bat roosts initiated during construction are presumed to be unaffected, and no buffer would necessary.

IMPROVEMENT MEASURES

Transportation

Project Improvement Measure 1: Additional Pedestrian Safety Measures: As a means of reducing the severity of less-than-significant impacts related to pedestrian safety, the project sponsor has agreed to implement the following additional measures to reduce potential pedestrian/vehicle conflicts:

- Install audible and visible warning devices to alert pedestrians;
- Install signage along the First Street sidewalk reminding pedestrians of potential crossing vehicular traffic; and
- Require all truck drivers to meet truck driver education requirements, such as those that are part of SFMTA's Safe Streets SF education campaign.

Project Improvement Measure 2: Vehicle Queue Management: As a means of reducing the severity of less-than-significant impacts related to parking, the project sponsor has agreed to ensure that recurring vehicle queues do not occur on the public right-of-way. A vehicle queue is defined as one or more vehicles

(destined to the parking facility) blocking any portion of any public street, alleyway 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 will employ abatement methods as needed to abate the queue. Appropriate abatement methods will vary depending on the characteristics and causes of the recurring queue. Suggested abatement methods include but are not limited to the following: employment of additional valet attendants; redesign of parking facility to improve vehicle circulation and/or on-site queue capacity; use of off-site parking facilities or shared parking with nearby uses; travel demand management strategies such as additional bicycle parking and resident shuttles; and / or parking demand management strategies such as a time-of-day parking surcharge.

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. 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 submit a report to the Department for review. The Department shall determine whether or not a recurring queue does exist, and shall notify the garage owner / operator of the determination in writing.

If the Department determines that a recurring queue does exist, upon notification, the facility owner / operator shall have 90 days from the date of the written determination to abate the queue.

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SAN FRANCISCO PLANNING DEPARTMENT

May 13, 2016

Adam Tatartakovsky
Crescent Heights
530 Bush Street, Suite 800
San Francisco, CA 94108

CASE NO. **2013.0882SHD**
ADDRESS: **524 Howard Street**
BLOCK/ LOT: **3721/013**

Dear Adam:

The Planning Department has reviewed a supplemental shadow analysis (prepared by 'CADP', dated April 15, 2016) that you submitted for the above-referenced project for compliance with Section 295 of the Planning Code, which restricts structures over 40 feet in height from casting new shadow on properties under the jurisdiction of the Recreation and Park Commission. A previous shadow fan prepared by the Planning Department indicated that new shadow could potentially be cast by the proposed project on **Union Square** and **St. Mary's Square**, properties within the jurisdiction of the Recreation and Park Commission. It should be noted that the shadow fan did not account for the precise articulation of the envelope of the proposed project, nor did it account for the shading from existing buildings.

After reviewing and analyzing the aforementioned supplemental analysis, the Planning Department concurs with the analysis in that no net new shadow will be cast upon **Union Square** and **St. Mary's Square** because the shadow cast by the project would not be long enough to reach the parks during the hours regulated by Section 295.

Therefore, the project has been determined to be in compliance with Planning Code Section 295, and will not require any additional shadow analysis as the project is currently proposed. However, please be aware that if changes are made to the project that would add additional massing or height to the project, additional shadow analysis may be necessary.

If you have any questions, please contact me at (415) 558-6363 or erika.jackson@sfgov.org.

Sincerely,

Erika Jackson
Current Planning

CC (via email):
Nicholas Foster, Planning Department
Michael Jacinto, Planning Department
Stacy Bradley, Recreation and Park Department

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

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

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34 Corte Madera Avenue
Mill Valley, CA 94941

April 15, 2016

SUBJECT: 524 Howard Street Shadow Analysis

OVERVIEW

The Planning Department prepared an initial shadow fan that indicated the proposed project at 524 Howard Street may cast a shadow on Union Square and St. Mary's Square (collectively the "Parks"), each a property under the jurisdiction of the San Francisco Recreation and Park Department ("Recreation and Park Department"). Under *Planning Code Section 295*, a shadow analysis is required to measure and quantify any potential shadow impact of the proposed project on the Parks since the proposed project is over 40 feet in height and the Parks are within the jurisdiction of the Recreation and Park Department.

The initial shadow fan also indicated that the proposed project may also cast a shadow on Rincon Park. Rincon Park is a property previously under the control and jurisdiction of the Office of Community Investment and Infrastructure ("OCII"). It is located on land owned by the Port of San Francisco. New shadow on Rincon Park is not subject to Planning Code Section 295, but whether new shadow cast substantially affects outdoor recreation facilities or other public areas is required to be evaluated under the California Environmental Quality Act ("CEQA").

CADP was retained to prepare a shadow analysis for the proposed project. The following is a summary of CADP's findings.

BACKGROUND ON PLANNING CODE SECTION 295

Planning Code Section 295 was adopted in 1985 in response to voter-approved Proposition K which required Planning Commission disapproval of any structure greater than 40 feet in height that cast a shadow on property under the jurisdiction of the Recreation and Park Department, unless the Planning Commission found the shadow would not be significant. To implement *Planning Code Section 295* and Proposition K, the Planning Commission and Recreation and Park Commission in 1989 jointly adopted a memorandum establishing qualitative criteria for evaluating shadow impacts as well as Absolute Cumulative Limits ("ACLs") for certain parks. ACLs are "shadow" budgets that establish absolute cumulative limits for additional shadows expressed as a percentage of Theoretically Available Annual Sunlight ("TAAS") on a park with no adjacent structures present. To date, ACL standards have been established for fourteen (14) downtown parks. The ACL Standards for St. Marys Square, Union Square and

The 1989 Memorandum sets forth qualitative criteria to determine when a shadow would be significant as well as information on how to quantitatively measure shadow impacts. Qualitatively, shadow impacts are evaluated based on (1) existing shadow profiles, (2) important times of day, (3) important seasons in the year, (4) location of the new shadow, (5) size and duration of new shadows, and (6) the public good



34 Corte Madera Avenue
Mill Valley, CA 94941

served by buildings casting a new shadow. Quantitatively, new shadows are to be measured by the additional annual amount of shadow-square foot-hours as a percent of TAAS.

Where an ACL has not been adopted for a park, the Planning Commission's decision on whether a structure has a significant impact on property under the jurisdiction of the Recreation and Park Department is based on a review of qualitative and quantitative factors. Where an ACL has been adopted for a park, the Planning Commission must, upon recommendation of the General Manager of the Recreation and Park Department and in consultation with the Recreation and Park Commission, adopt a resolution raising the ACL for additional shadow on the park. A determination to raise an ACL for a park is also based on qualitative factors and whether the additional shadow cast would have an adverse impact on the park.

PROPOSED PROJECT

Site Description and Present Use

The Project site is located at 524 Howard Street in San Francisco, California (Assessor's Block 3721, Lot 013), midblock between 1st and 2nd Streets. The Project site is a through lot with 74 feet 10 inches of frontage along Howard Street and 73 feet 10 inches of frontage along Natoma Street. It is currently used as a surface parking lot.

Surrounding Properties and Neighborhood

The Project site is located in the Transbay Redevelopment Plan Area and the Transit Center Special Use District. North of the Project site, across Natoma Street, is the new Transbay Terminal and Park. Foundry Square, a 1.2 million square foot commercial development consisting of four (4) buildings approximately 10 stories in height is located south and east of the Project site at the intersection of Howard Street and 1st Street. To the west are two commercial building approximately two (2) and three (3) stories in height and to the south adjacent to Foundry Square are several additional three (3) story commercial buildings. An area map showing the project is included below as **Figure 1**.



34 Corte Madera Avenue
Mill Valley, CA 94941



Figure 1. Area Map

Project Description

The Project proposes to construct a residential or mixed-residential/hotel building. Depending on the final use, it will contain between 718 to 1,470 square feet of ground floor retail uses, 72 to 343 dwelling units, up to 273 hotel rooms and 82 to 334 bicycle parking spaces. The building would extend along Howard Street and Natoma Street in an elegant and contemporary architectural style. Image of the proposed building is included in **Figure 2**.



34 Corte Madera Avenue
Mill Valley, CA 94941



Figure 2. View from Howard Street

The proposed building would be approximately 495-feet tall, extending to 535-feet at the top of the mechanical penthouse. Because the structure is greater than 40 feet in height, a shadow analysis under Proposition K is required. The shadow analysis was modeled based on the building, parapet, and penthouse enclosure dimensions identified on the elevations and roof plan supplied by the client. (See **Exhibit A**).

POTENTIALLY AFFECTED PROPERTIES



34 Corte Madera Avenue
Mill Valley, CA 94941

The proposed Project would potentially cast a shadow on two properties under the jurisdiction of the Recreation and Park Department and one property under the jurisdiction of OCII. A discussion of each property is included below.

Union Square

Union Square is an approximately 2.58-acre park that occupies the entire block bounded by Post Street on the north, Stockton Street on the east, Geary Street on the south, and Powell Street on the west. The plaza is primarily hardscaped and oriented to passive recreational uses, large civic gatherings, and ancillary retail. There are no recreational facilities and some grassy areas exist along its southern perimeter. There are pedestrian walkways and seating areas throughout the park, several retail kiosks and two cafes on the east side of the park. The park includes portable tables and chairs that can be moved to different locations. A 97-foot tall monument commemorating the Battle of Manila Bay from the Spanish American War occupies the center of the park. Residents, shoppers, tourists, and workers use the park as an outdoor lunch destination and a mid-block pedestrian crossing.

An image of Union Square is included in **Figure 3** below.

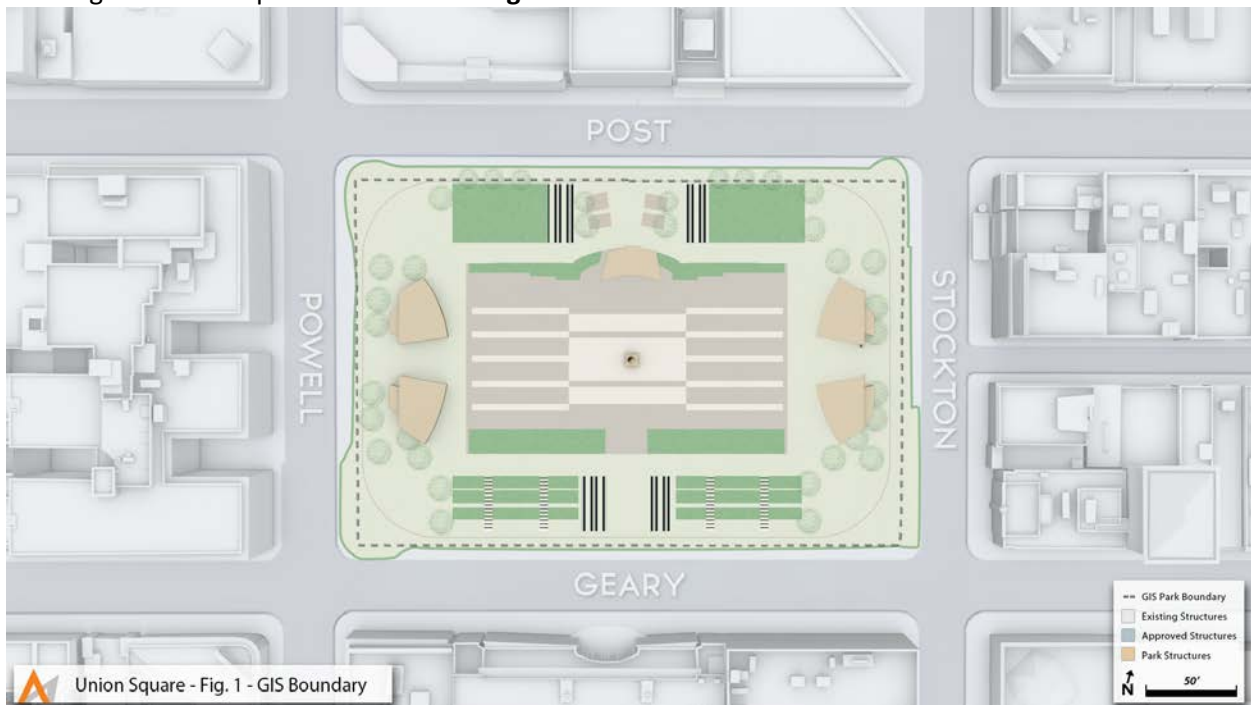


Figure 3. Union Square INSERT

Hours of operation for the park are from 5 a.m. till midnight, every day of the year.¹

¹ <http://sfrecpark.org/destination/union-square/>



34 Corte Madera Avenue
Mill Valley, CA 94941

St. Mary's Square

St. Mary's Square is a 1.1 acre park located on the northern edge of the Financial District and southern edge of Chinatown. It is bound by Pine Street, California Street and Quincy Street, a small alley. The park is located on a steeply-sloped hill, but is level, sited atop a parking garage. The park includes meandering hardscape and landscaped areas, a children's play area in the northeast corner and swings in the southeast corner. Formal and informal seating is scattered throughout the park.

In 2001, an extension of St. Mary's Square Park was required as a condition of approval for two office buildings to be constructed at 500 Pine Street and 350 Bush Street. Construction of those projects are now underway, St. Mary's Square Park will be extended 6,217 square feet to the roof of the 500 Pine Street building.

An image of the extended St. Mary's Square is included in **Figure 4** below.



Figure 4. St. Mary's Square - extended



34 Corte Madera Avenue
Mill Valley, CA 94941

Hours of operation for the park are from 5 a.m. till midnight, every day of the year.²

Rincon Park

Rincon Park is a 2-acre waterfront park, located on the Embarcadero between Howard and Harrison Streets. It is located on land leased from the Port of San Francisco and was developed by Gap Inc. in conjunction with the construction of its headquarters office building. The park contains a large sculpture called Cupid's Span for which GPS Management Services (GPS), an affiliate of the GAP, provides funding for maintenance and repair of the sculpture for 65 years (beginning in 2001). Rincon Park overlooks San Francisco Bay and the Bay Bridge. It is adjacent to the Bay Trail and includes groomed patches of grass and landscaped areas along a paved promenade area. It is used by visitors, residents and workers throughout the day and evening hours. On the south end of Rincon Park are two restaurants.

An image of Rincon Park is included in **Figure 5** below.

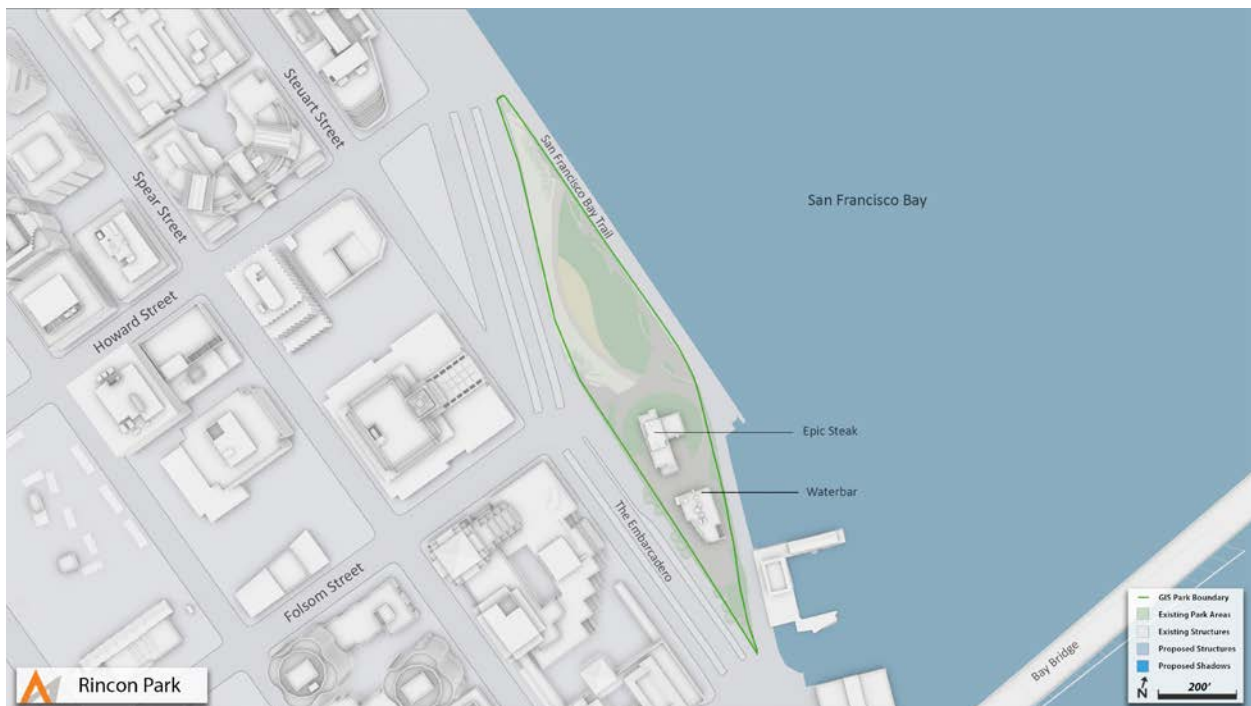


Figure 5. Rincon Park

Rincon Park is open 24 hours a day.

² <http://sfrecpark.org/destination/st-marys-square/>



34 Corte Madera Avenue
Mill Valley, CA 94941

SHADOW METHODOLOGY AND RESULTS

A shadow analysis was prepared to quantify the amount of new shadow that would be cast by the proposed Project on the Recreation Center and Park. The analysis was based on a “solar year” to provide a sample of representative sun angles throughout the entire calendar year. The solar year is from June 21st through December 20th. The sun angles from December 21st through June 20th mirror the solar year sun angles.³ **Since the angles are mirrored, an analysis of the remaining time period is not conducted and, instead, a multiplier is used to put the sample results into calendar year units. Using a multiplier does not change the percentages.**

Shadow impacts are calculated based on square-foot hours recorded. To ensure a complete and accurate description of the proposed projects’ potential shadow impacts, this analysis identifies the days when shadow cast by the proposed projects: (1) would be at its largest size by area, and (2) would result in the overall greatest shadow impacts in terms of size and duration (i.e., the maximum net new shadow as measured in square-foot hours).

Union Square

Union Square has approximately 422,133,289.60 square feet hours of Theoretically Available Annual Sunlight (“TAAS”), which is the amount of theoretically available sunlight on the park annually if there were no shadows from structures, trees or other facilities.

The proposed project would create a shadow fan to the west in the morning and to the east in the afternoon. **The proposed project’s shadow fan does not reach the park and would add no new square foot hours of shadow on the park.** The analysis performed by CADP modeled the proposed project and site consistent with the projects architectural and engineering plan description in addition to utilizing high resolution topography mapping. CADP’s methodology and base data is considered highly accurate and to the appropriate level of detail required for a section 295 shadow analysis. An excel spreadsheet summarizing the findings of the shadow analysis is attached to this report as **Exhibit B**. A complete copy of the findings is included under separate cover.

A graphical depiction of the shadow that is cast and would be cast by the proposed Project on an hourly basis from sunrise +1 hour till sunset -1 for four days, the Summer Solstice (June 21st), the Winter Solstice (December 21st) and the Spring/Fall Equinox (March 21/September 21) is provided under separate cover due to its size.

Because the proposed Project does not cast any shadow on Union Square, no further discussion or analysis is required.

St. Mary’s Square Park

³ The “solar year” dates and the mirror dates are both provided. Mirror dates are shown in *italics*.



34 Corte Madera Avenue
Mill Valley, CA 94941

St. Mary’s Square Park has approximately 195,309,380.28 square feet hours of Theoretically Available Annual Sunlight (“TAAS”), which is the amount of theoretically available sunlight on the park annually if there were no shadows from structures, trees or other facilities.

The proposed project would create a shadow fan to the west in the morning and to the east in the afternoon. **The proposed project’s shadow fan does not reach the park and would add no new square foot hours of shadow on the park.** The analysis performed by CADP modeled the proposed project and site consistent with the projects architectural and engineering plan description in addition to utilizing high resolution topography mapping. CADP’s methodology and base data is considered highly accurate and to the appropriate level of detail required for a section 295 shadow analysis. An excel spreadsheet summarizing the findings of the shadow analysis is attached to this report as **Exhibit C**. A complete copy of the findings is included under separate cover.

A graphical depiction of the shadow that is cast and would be cast by the proposed Project on an hourly basis from sunrise +1 hour till sunset -1 for four days, the Summer Solstice (June 21st), the Winter Solstice (December 21st) and the Spring/Fall Equinox (March 21/September 21) is provided under separate cover due to its size.

Because the proposed Project does not cast any shadow on St. Mary’s Square Park, no further discussion or analysis is required.

Rincon Park

Rincon Park has 471,914,157.69 sfh of TAAS. Adjacent structures, trees or other facilities currently cast shadows on the playground in the morning and evening hours. This existing shadow load on the park is 137,684,863.48 sfh annually. The proposed Project would add 3,934.62 sfh of shadow on Rincon Park.

The existing shadow load for Rincon Park is approximately 29.1758 percent of the total TAAS. The proposed Project would increase the total percentage of TAAS by 0.000834 percent and would represent 0.0012% of the total shadow on Rincon Park.

Table 2 below is a summary of the shadow analysis findings.

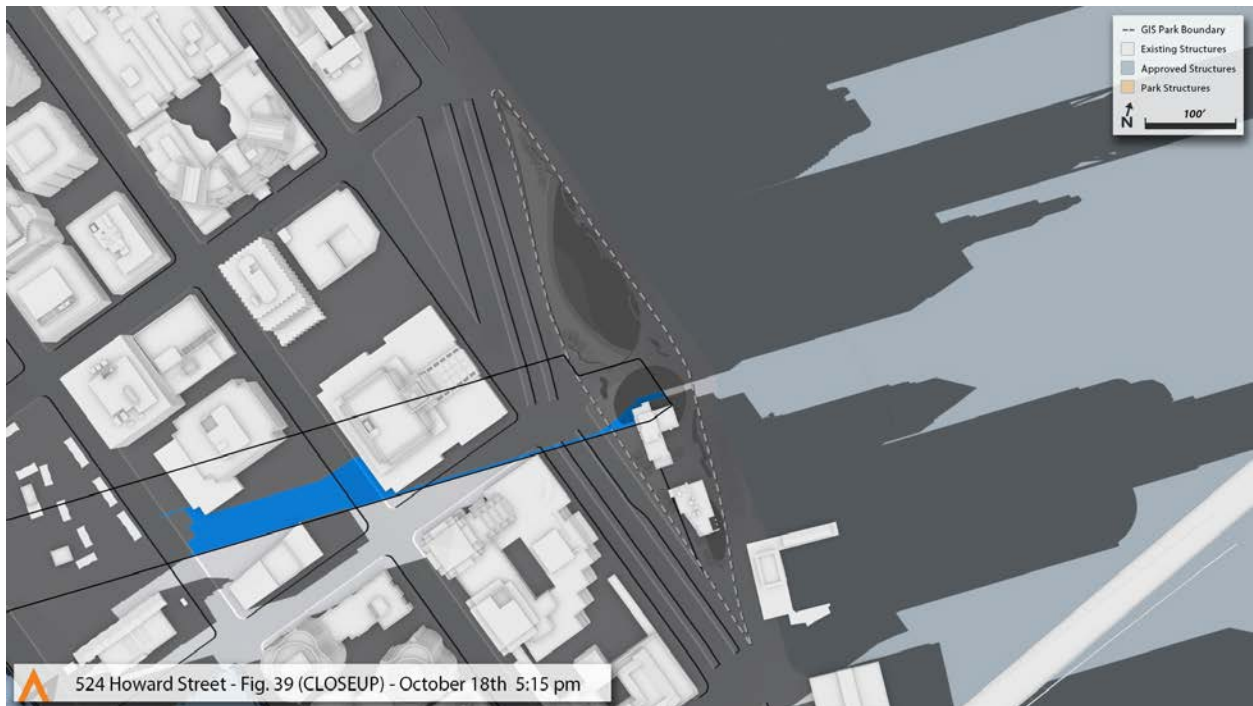
Table 2 SUMMARY OF RESULTS (Rincon Park)	
Annualized net new shadow	3,934.62 sfh
Theoretical Annual Available Sunlight	471,914,157.69 sfh
TOTAL New Shadow as a Percentage of TAAS	0.000834%
Annualized Existing Shadows on Park	137,684,863.48 sfh
Percentage of Existing Shadow as a Percentage of TAAS	29.1758%
TOTAL New + Existing Shadow as a Percentage of TAAS	29.176634%



34 Corte Madera Avenue
Mill Valley, CA 94941

Annualized net new shadow	3,934.62 sf
Actual Annual Available Sunlight	334,229,294.21 sfh
TOTAL New Shadow as a Percentage of EXISTING Shadow	0.0012%

The maximum net new shadow cast by the proposed Project would occur on October 18th/February 22nd. On this day, the new shadow load would be approximately 291.42 sfh and would be cast for approximately 13 minutes from 5:15 p.m. until 5:28 p.m. As new shadow is only cast by the proposed Project on this day, October 18th/February 22nd is also the day of the longest shadow duration (i.e., 13 minutes) and the largest shadow by area (i.e., 1,324.65 square feet). The shadow on the maximum net new shadow day at the time of the largest shadow by area is included below as **Figure 6**.



An excel spreadsheet summarizing the findings of the shadow analysis is included in **Exhibit D**.

A graphical depiction of the shadow that is cast and would be cast by the proposed Project on an hourly basis from sunrise +1 hour till sunset -1 for four days, the Summer Solstice (June 21st), the Winter Solstice (December 21st) and the Spring/Fall Equinox (March 21/September 21) is provided under separate cover due to its size.

To evaluate whether the new shadow cast by the proposed Project **substantially** impacts the use of the park, information regarding the time of day, the size, location and duration of the new shadow cast is included below.



34 Corte Madera Avenue
Mill Valley, CA 94941

Time of Day (morning, mid-day, afternoon) – Important Times of Day

Rincon Park is used throughout the day and evening hours. It is open to the general public and is visited by residents, visitors to San Francisco and surrounding workers throughout the day. There is no particular important time of day for Rincon Park. The proposed Project casts a new shadow on Rincon Park in the evening for 13 minutes starting at 5:15 p.m.

Size of Shadow

The Project would cast a 1,324 square-foot shadow at its largest. This shadow occurs at 5:15 p.m., on October 18th/February 22nd and is gone by 5:28 p.m. At its largest the new shadow would be cast on 1.04 percent of the total area of the Rincon Park.

Duration of Shadow

New shadow cast by the Project lasts for 13 minutes.

Location of Shadow

The proposed Project casts a shadow on the paved and landscaped areas immediately adjacent to and in front of the northern restaurant located on Rincon Park.

POPOS

Most of the open spaces in the project site vicinity are privately owned, publicly accessible open spaces (“POPOS”). These open spaces are not subject to Section 295 controls, and they are not operated or managed by public agencies but are subject to Planning Code Section 147, and thus they are evaluated for potential impacts under CEQA.

- There are four POPOS in the adjacent area of the project site at 101 Second Street, 555 Mission Street, 100 First Street and Foundry Square. 101 Second Street is an entirely indoor space. 555 Mission is a recently constructed sitting area with landscaping and public art. 100 First Street Plaza is an elevated outdoor space with tables and chairs for lunch use. Foundry Square consists of several street-level plazas on the corners of Howard and First Street with sitting areas for lunch time use. Because 101 Second Street is entirely indoors and the 100 First Street Plaza is not shaded by the project, these POPOS are not discussed further.
- As noted, the project would cast shadow on the portion of Foundry Square on the south east corner of Howard Street, mostly in the vicinity of the sidewalk and the edge of the plaza. The shadow would be cast at 4:00 p.m. around the summer solstice. This particular plaza has mostly mid-day use and most of the sitting areas are outside of the shaded area. This particular plaza is frequented by office users and because the shading occur at the end of



34 Corte Madera Avenue
Mill Valley, CA 94941

the workday and into the evening it is anticipated that the shading duration, location and amount is consistent with the requirements of Planning Code Section 147 and does not substantially adversely affect the usability of the POPOS.

- The POPOS at 555 Mission Street is only briefly shaded at 9:00 a.m. around the summer solstice. This space is characterized by benches and displays of public art. The sitting area is frequented by lunch time users and would see little to no use for the briefly shaded period in the morning. As such, the shading duration, location and amount is consistent with the requirements of Planning Code Section 147 and the shading does not substantially adversely affect the usability of the area.
- The remaining POPOS in the vicinity, as depicted on **Exhibit C, are not shaded by the project.**

CUMULATIVE IMPACTS

Cumulative Impacts to Section 295 Parks

The Transit Center District Plan EIR analyzed changes to existing shadow conditions that would result from the construction of past, present, and reasonably foreseeable future development in the Transit Center Plan area. It found that new shadow from Plan area development would affect nine parks, eight of which have established Absolute Cumulative Limits. The Plan EIR considered potential development on 13 specific sites including the project at 524 Howard Street. In addition, two of the parks considered were Union Square and St. Mary’s Square Park. The Plan EIR found that, in the early morning hours, shadow from several potential future Plan area buildings would most substantially affect the Union Square and St. Mary’s Square Park.

Union Square and St. Mary’s Square Park

Because the proposed project at 524 Howard Street does not cause any shading of Union Square or St. Mary’s Square Park, the proposed project’s shadow effects would not constitute an adverse effect more severe than analyzed in the Plan EIR.

Rincon Park

As noted above, while shadow on Rincon Park is not subject to Planning Code Section 295 and was not studied as part of the Plan EIR, the duration, location and amount of shadow cast on Rincon Park does not substantially affect park use.

* * * * *

CONCLUSION

The proposed Project would not increase shadow on Union Square or St. Mary’s Square Park.



34 Corte Madera Avenue
Mill Valley, CA 94941

The proposed Project would increase the shadow cast on **Rincon Park**, as a percentage of TAAS, by 0.000834%, with the shadow being cast for a total duration of 13 minutes in an area located immediately adjacent and in front of a restaurant located in the park.

Because the size of the additional shadow cast on **Rincon Park** is minor, the Project will not substantially affect the park's use.

* * * * *

Please direct questions regarding this report directly to Adam Noble.

Regards,

Adam Noble
President

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SAN FRANCISCO PLANNING DEPARTMENT

General Plan Referral

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

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

Date: October 14, 2016
Case No. **Case No. 2013-0882GPR**
Natoma Street Pedestrian Bridge

Project Location: 524 Howard Street

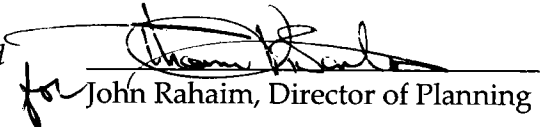
Block/Lot No.: 3721/013

Project Sponsor: San Francisco Public Works
1 Dr. Carlton B. Goodlett Place
City Hall, Room 348
San Francisco, CA 94102

Applicant: Howard First Property LLC
c/o Adam Tartakovsky
530 Bush Street, Suite 800
San Francisco, CA 94108

Staff Contact: Nicholas Perry – (415) 575-9066
nicholas.perry@sfgov.org

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

Recommended
By:  John Rahaim, Director of Planning

PROJECT DESCRIPTION

As part of the development of a proposed 48-story residential tower at 524 Howard Street, a 30-foot wide pedestrian bridge is proposed over the Natoma Street right-of-way. The bridge would connect the residential tower with the Transbay Transit Center’s rooftop park. The bridge itself would be located on the seventh floor of the proposed residential tower. The seventh floor would be primarily occupied by 6,415-sf of retail use. Public access to the bridge would be provided on the ground-floor via a 350-sf Privately Owned Public Open Space (POPOS) immediately adjacent to the Natoma Street sidewalk. A public elevator in the POPOS would provide direct public access to the bridge. Construction of the pedestrian bridge requires an Encroachment Permit from San Francisco Public Works.

SITE DESCRIPTION AND PRESENT USE

The Project Site (“Site”) is the air space above Natoma Street which would be occupied by a pedestrian bridge associated with the development of 524 Howard Street. Currently, 524 Howard Street is developed with a surface parking lot striped to accommodate 33 vehicles in a non-tandem configuration, but can accommodate up to 60 vehicles in a valet or tandem parking configuration.

The Project Site is located within the Downtown Core, and more specifically, within the Transit Center District Plan (TCDP) area. Development in the vicinity consists primarily of high-rise office buildings, interspersed with low-rise buildings. The Transbay Transit Center building site is located immediately north of the project site and extends from Beale Street westward almost to Second Street. Anticipated for completion in 2019, the five-story (three above ground) Transbay Transit Center will provide an one-million-square-foot regional bus and rail station with a five-acre public park atop the building. Numerous other high-rise residential and office buildings are planned or under construction in the surrounding area.

ENVIRONMENTAL REVIEW

The effects of the project were fully reviewed under the Transit District Area Plan and Transit Tower EIR certified by the San Francisco Planning Commission on May 24, 2012, by Motion No. 18628. On October 14, 2016, the project was determined to be consistent with the Transit District Area Plan and Transit Tower EIR and exempt from environmental review per CEQA Guidelines Section 15183 (Planning Case No. 2013.0882E).

GENERAL PLAN COMPLIANCE AND BASIS FOR RECOMMENDATION

The proposed encroachment permit for a pedestrian bridge over the Natoma Street right-of-way is found, **on balance**, in conformity with the General Plan, as described in the body of this Report.

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

URBAN DESIGN ELEMENT

POLICY 2.9–Review proposals for the giving up of street areas in terms of all the public values that streets afford.

Although the General Plan maintains a strong presumption against giving up street areas (including air rights), the General Plan also outlines criteria for when such proposals may be considered favorably. Three of those criteria are directly applicable to the Natoma Street bridge proposal, as quoted below:

Release of a street area may be considered favorably when it would not violate any of the above criteria and when it would be:

- Necessary for a significant public or semi-public use, or public assembly use, where the nature of the use and the character of the development proposed present strong justifications for occupying the street area rather than some other site;
- For the purpose of permitting a small-scale pedestrian crossing consistent with the principles and policies of The Urban Design Element; or
- In furtherance of the public values and purposes of streets as expressed in The Urban Design Element and elsewhere in the General Plan.

The proposed pedestrian bridge over Natoma Street meets each of these criteria by providing public access between the street and a significant new open space amenity (The Transit Center Park).

POLICY 4.11—Make use of street space and other unused public areas for recreation, particularly in dense neighborhoods, such as those close to downtown, where land for traditional open spaces is more difficult to assemble.

The proposed pedestrian bridge would make use of street space for recreation by transforming a small portion of Natoma Street’s airspace into a public open space amenity that provides an important access point to the new Transit Center Park.

RECREATION & OPEN SPACE ELEMENT

OBJECTIVE 2—INCREASE RECREATION AND OPEN SPACE TO MEET THE LONG-TERM NEEDS OF THE CITY AND BAY REGION

POLICY 2.12—Expand the Privately-owned Public Open Spaces (POPOS) requirement to new mixed-use development areas and ensure that spaces are truly accessible, functional and activated.

The proposed pedestrian bridge would be accessible via a POPOS which would be constructed as part of the 524 Howard Street project. Together, the POPOS and the bridge would provide an important public access point to the new rooftop Transit Center Park.

OBJECTIVE 3—IMPROVE ACCESS AND CONNECTIVITY TO OPEN SPACE

POLICY 3.1—Creatively develop existing publicly-owned right-of-ways and streets into open space.

The proposed pedestrian bridge would use the Natoma Street right-of-way to create a public access point to the rooftop Transit Center Park.

POLICY 3.5—Ensure that, where feasible, recreational facilities and open spaces are physically accessible, especially for those with limited mobility.

The proposed pedestrian bridge would improve physical access to the new Transit Center Park for those with limited mobility via a new public elevator located within the proposed POPOS at the 524 Howard Street development.

TRANSPORTATION ELEMENT

POLICY 2.4—Organize the transportation system to reinforce community identity, improve linkages among interrelated activities and provide focus for community activities.

The proposed pedestrian bridge would improve linkages between the Transit Center Park and adjacent uses at the new development at 524 Howard Street and—via the proposed public elevator—to all the uses accessed via the street below.

OBJECTIVE 23—IMPROVE THE CITY'S PEDESTRIAN CIRCULATION SYSTEM TO PROVIDE FOR EFFICIENT, PLEASANT, AND SAFE MOVEMENT.

The proposed pedestrian bridge would enhance the pedestrian circulation system by providing an efficient, pleasant, and safe connection between the at-grade public realm and the roof-top public realm provided by the Transit Center Park.

TRANSIT CENTER DISTRICT SUB-AREA PLAN

OBJECTIVE 3.1—MAKE WALKING A SAFE, PLEASANT, AND CONVENIENT MEANS OF MOVING ABOUT THROUGHOUT THE DISTRICT.

OBJECTIVE 3.2—CREATE A HIGH-QUALITY PEDESTRIAN ENVIRONMENT IN THE DISTRICT CONSISTENT WITH THE VISION FOR THE CENTRAL DISTRICT OF A WORLD-CLASS CITY.

OBJECTIVE 3.3—GRACIOUSLY ACCOMMODATE INCREASES IN PEDESTRIAN VOLUMES IN THE DISTRICT.

The proposed pedestrian bridge would enhance the pedestrian environment in the Transit Center District by providing a safe, welcoming, gracious, and direct link between the Transit Center's at-grade public realm and the roof-top public realm provided by the Transit Center Park.

OBJECTIVE 3.11–ENHANCE ACCESS AND MAXIMIZE THE VISIBILITY OF THE TRANSIT CENTER’S FUTURE ROOFTOP PARK FROM THE SURROUNDING NEIGHBORHOODS, ESPECIALLY NEIGHBORHOODS TO THE SOUTH.

Policy 3.17–Ensure that highly-visible, welcoming, and grand means of public access to the Transit Center Park are provided directly from key public spaces and buildings adjacent to the Transit Center.

Policy 3.19–Permit buildings to satisfy open space requirements through direct connections to the Transit Center Park.

OBJECTIVE 3.12–ENSURE THAT PRIVATE OPEN SPACE BOTH ENHANCES THE PUBLIC OPEN SPACE NETWORK AND ACHIEVES THE PLAN’S OPEN SPACE GOALS.

OBJECTIVE 3.13–PROVIDE FLEXIBILITY AND ALTERNATIVES TO MEETING OPEN SPACE REQUIREMENTS THAT ACHIEVE THE DISTRICT’S OPEN SPACE VISION, AND THAT ENHANCE AND IMPROVE ACCESS TO PLANNED PUBLIC SPACE, PARTICULARLY THE TRANSIT CENTER PARK.

Policy 3.22–Permit and encourage buildings to satisfy open space requirements through direct connections across Minna and Natoma Streets to the Transit Center Park.

The proposed pedestrian bridge directly meets Objectives 3.11 through 3.13 of the Transit Center District Sub-Area Plan. As envisioned by the plan, the proposed bridge would provide a highly-visible, welcoming, and easily accessible access point for the Transit Center Park.

PROPOSITION M FINDINGS – PLANNING CODE SECTION 101.1

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

Eight Priority Policies Findings

The proposed project is found to be consistent with the eight priority policies of Planning Code Section 101.1 in that:

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

The proposed pedestrian bridge would not displace any neighborhood-serving retail uses and would not otherwise adversely affect existing neighborhood-serving retail. The pedestrian bridge would increase the number of pedestrian connections between the rooftop Transit Center Park and the street (via a public elevator accessed on Natoma Street) and thus create better access to existing neighborhood-serving retail uses from the Transit Center.

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

The proposed pedestrian bridge would not negatively affect housing or existing neighborhood character. The bridge would connect a new residential building—on a lot currently occupied by surface parking—with the new rooftop Transit Center Park.

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

The proposed pedestrian bridge would not displace any housing or affect the City's supply of affordable housing. The proposed 524 Howard Street development includes 50 below-market-rate units, which would directly benefit from access to the Transit Center via the proposed bridge.

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

The proposed pedestrian bridge would not impede Muni service or overburden local streets or parking. The bridge would increase access points to the Transit Center and would therefore promote the use of the Transit Center and the Muni transit services provided therein.

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

The proposed pedestrian bridge would not adversely affect the industrial and service sectors; it would not displace any industrial uses or occupy land designated for such uses.

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

The proposed pedestrian bridge would be designed and constructed to conform to the structural and seismic safety requirements of the San Francisco Building Code. In the event of an earthquake, the pedestrian bridge would provide an additional means of egress from the Transit Center (and park) and the proposed tower at 524 Howard Street.

7. That landmarks and historic buildings be preserved.

The proposed pedestrian bridge would not affect any landmarks or historic buildings, and would connect two entirely new buildings.

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

The pedestrian bridge would not cast any shadows on parks or open spaces. The pedestrian bridge is anticipated as part of the Transit Center District Sub-Area Plan as an integral element of the neighborhood's public open space network.

RECOMMENDATION:

Finding the Project, on balance, in-conformity with the General Plan

Exhibits

Parcel Map

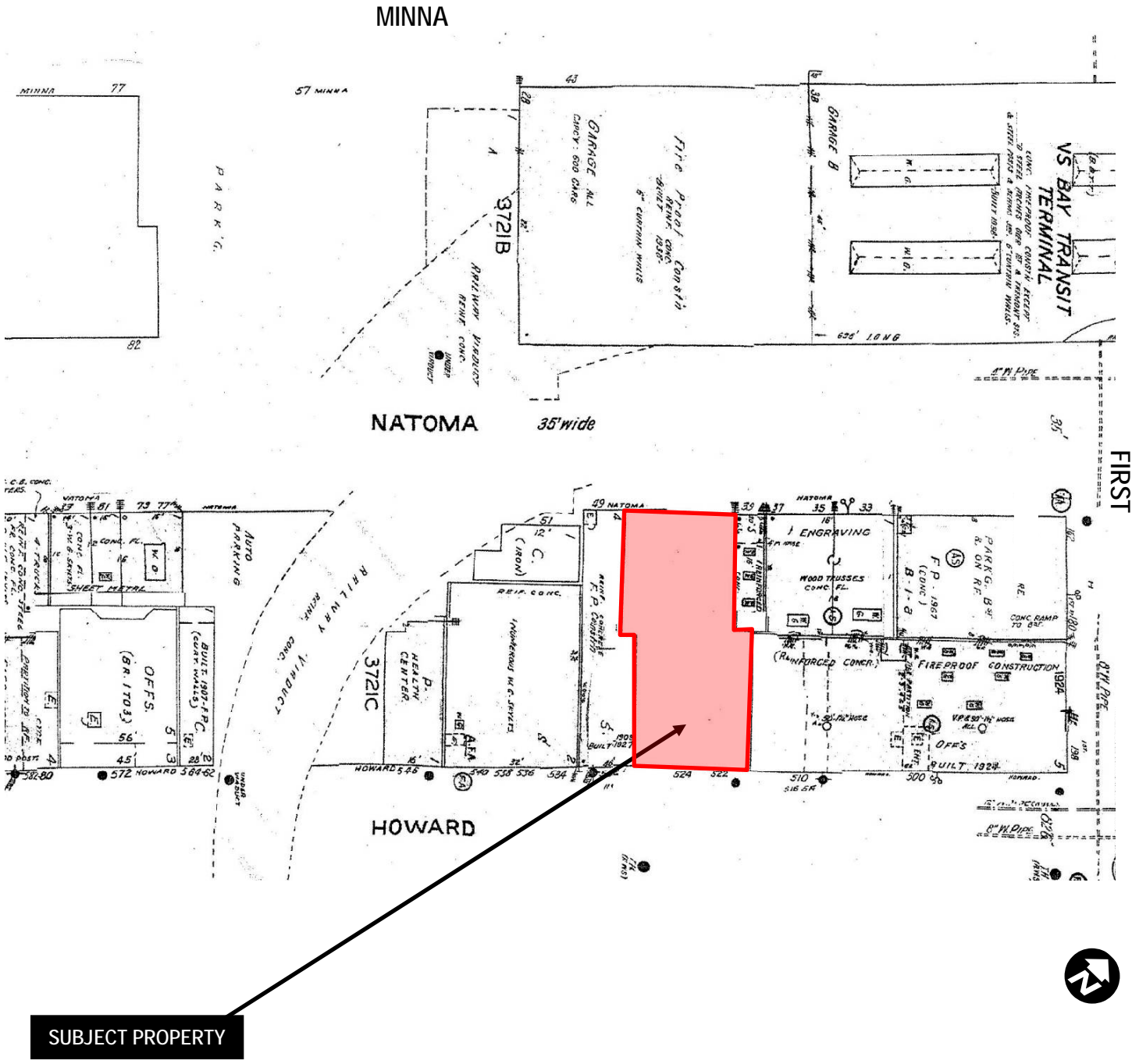


SUBJECT PROPERTY



Downtown Project Authorization
 Case Number 2013.0882DNXGPRVAR
 524 Howard Street

Sanborn Map*



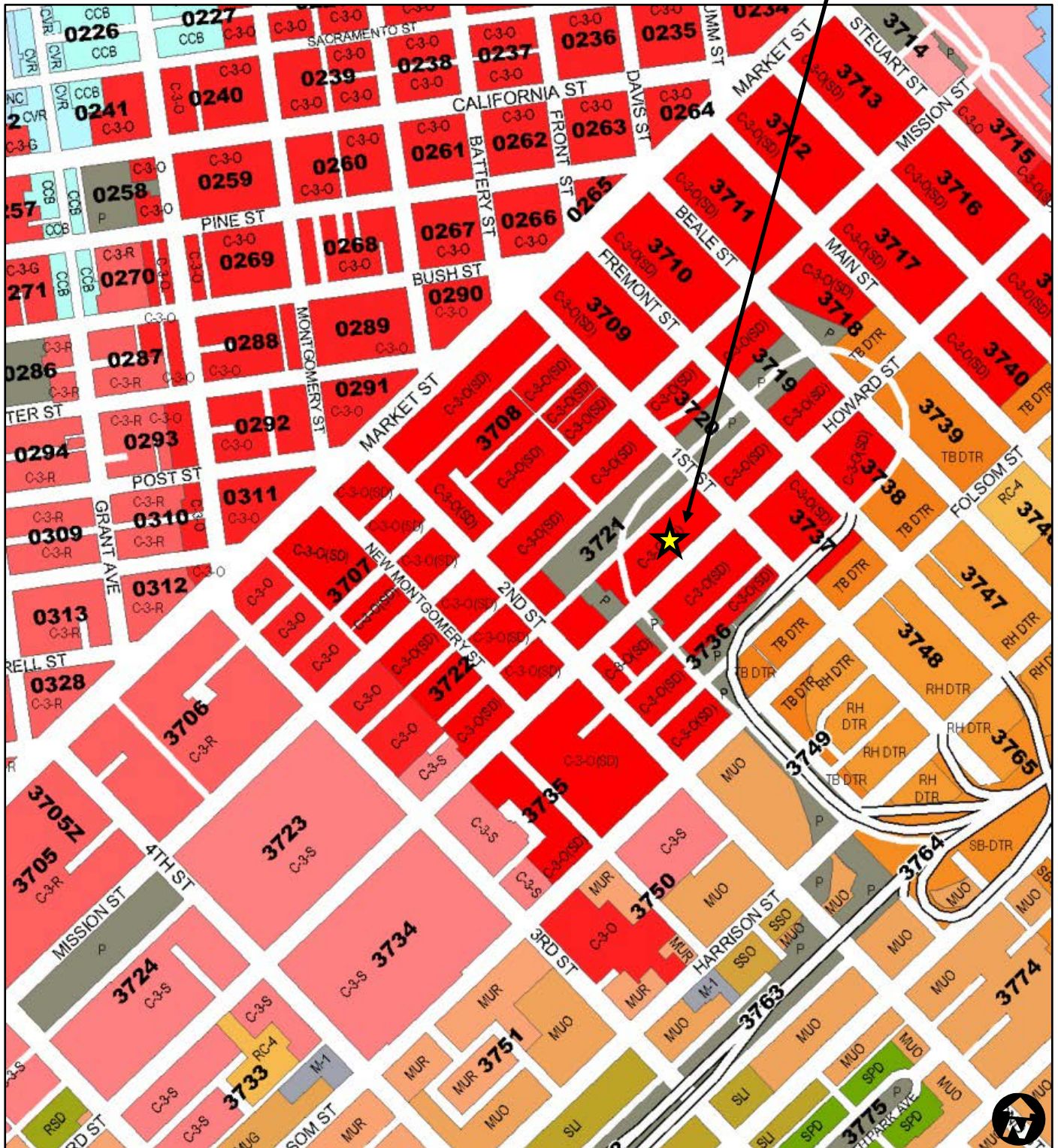
SUBJECT PROPERTY

*The Sanborn Maps in San Francisco have not been updated since 1998, and this map may not accurately reflect existing conditions.

Downtown Project Authorization
 Case Number 2013.0882DNXGPRVAR
 524 Howard Street

Zoning Map

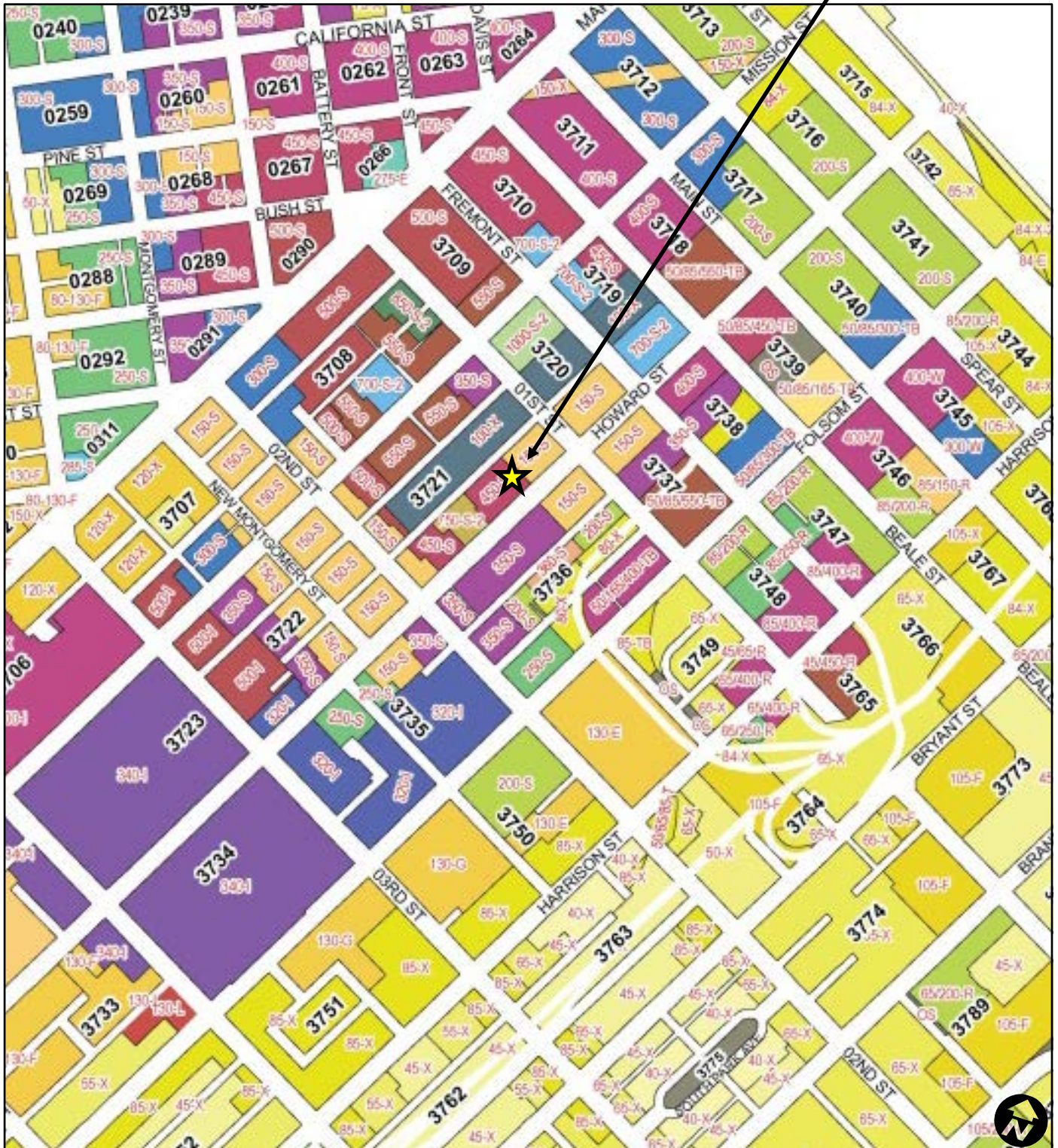
SUBJECT PROPERTY



Downtown Project Authorization
Case Number 2013.0882DNXGPRVAR
524 Howard Street

Height and Bulk District Map

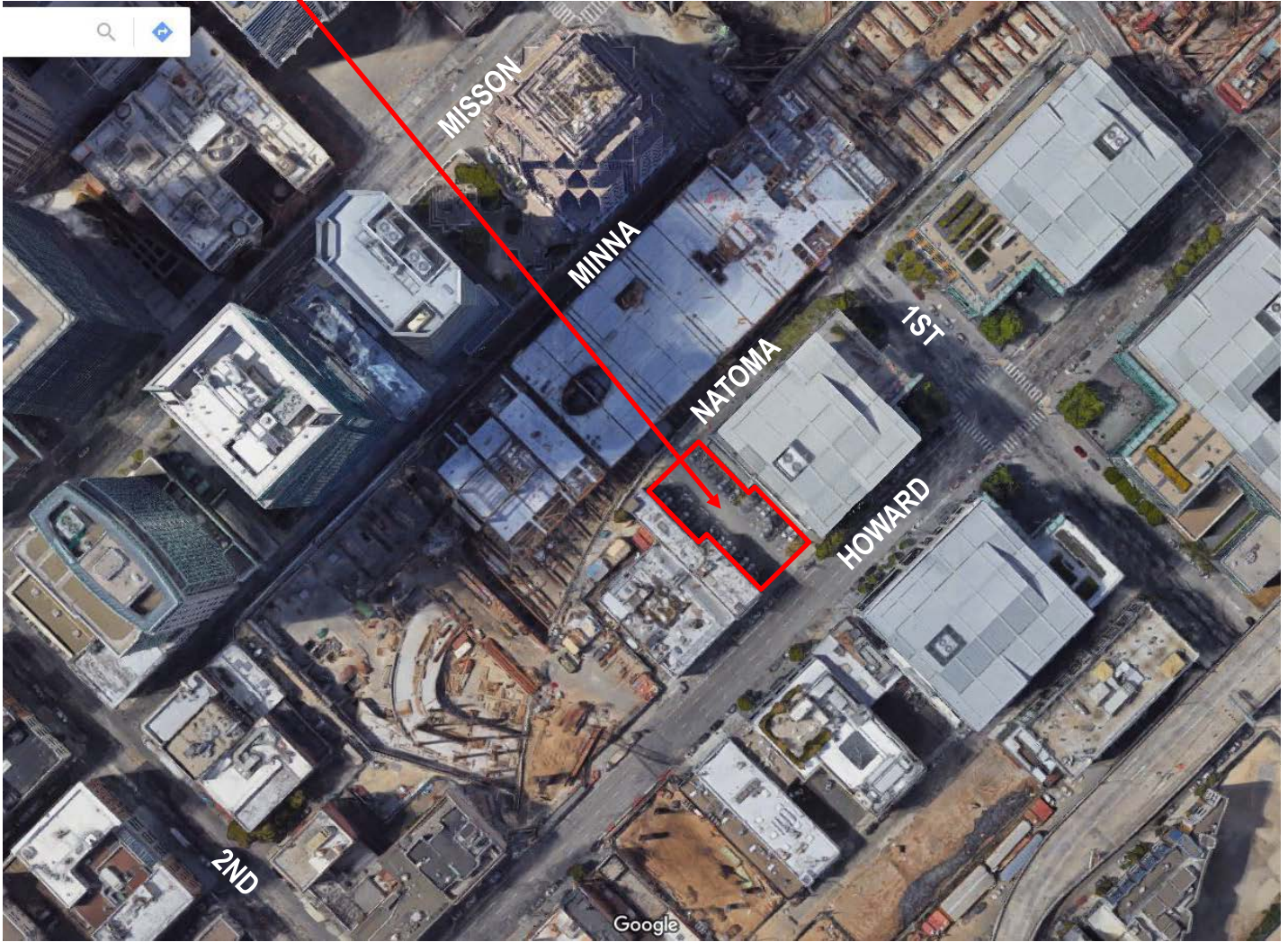
SUBJECT PROPERTY



Downtown Project Authorization
Case Number 2013.0882DNXGPRVAR
524 Howard Street

Aerial Photo

SUBJECT PROPERTY



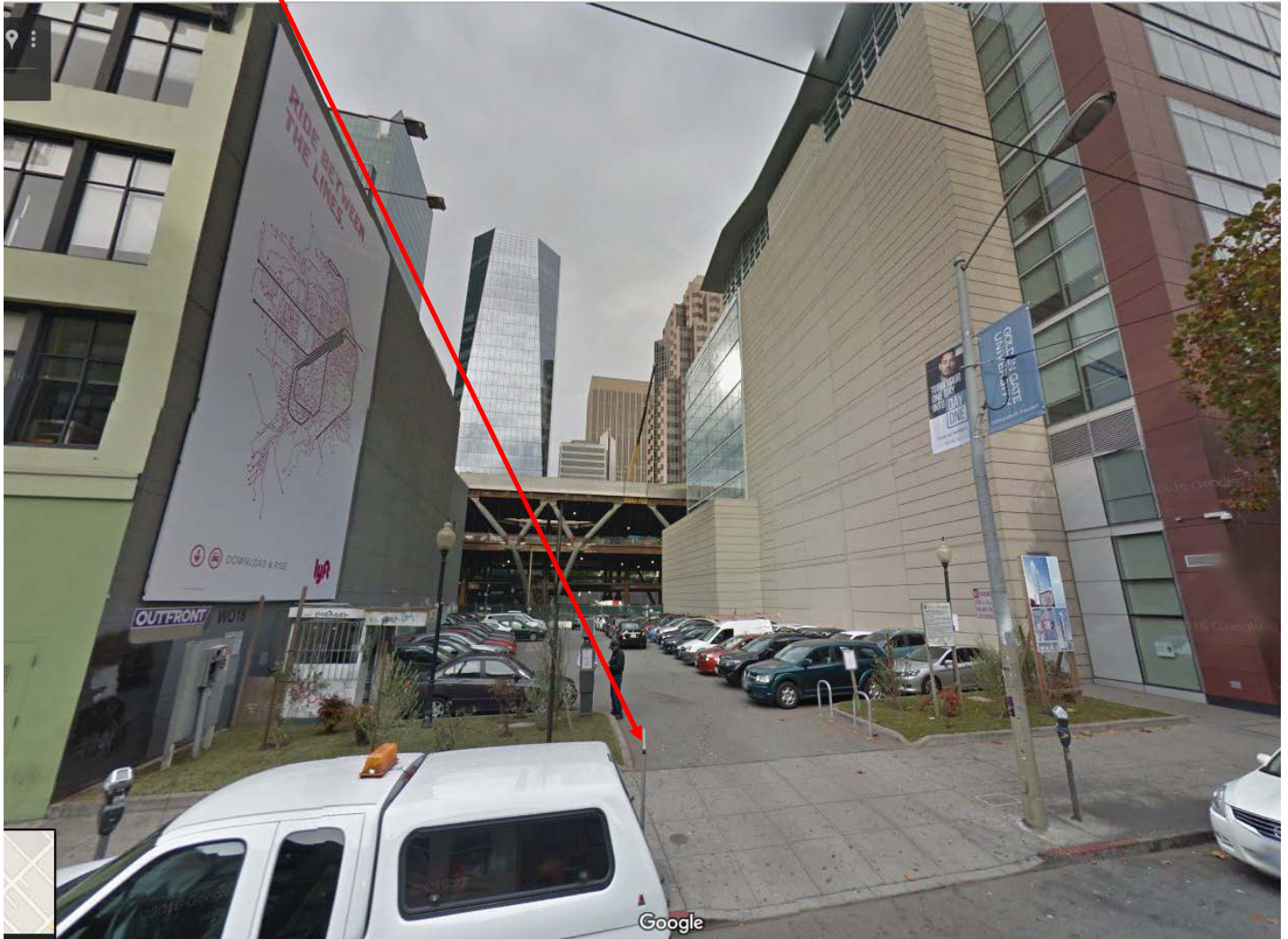
Aerial View of 524 Howard Street.



Downtown Project Authorization
Case Number 2013.0882DNXGPRVAR
524 Howard Street

Site Photo

SUBJECT PROPERTY



Street View of 524 Howard Street (from Howard Street)

Downtown Project Authorization
Case Number 2013.0882DNXGPRVAR
524 Howard Street

Site Photo

SUBJECT PROPERTY



Street View of 524 Howard Street (from Natoma Street)

Downtown Project Authorization
Case Number 2013.0882DNXGPRVAR
524 Howard Street

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SAN FRANCISCO PLANNING DEPARTMENT

1650 Mission Street, Suite 400 • San Francisco, CA 94103 • Fax (415) 558-6409

NOTICE OF PUBLIC HEARING

Hearing Date: **Thursday, November 3, 2016**

Time: **Not before 12:00 PM (noon)**

Location: **City Hall, 1 Dr. Carlton B. Goodlett Place, Room 400**

Case Type: **Downtown Project Authorization, General Plan Referral, Variance**

Hearing Body: **Planning Commission/Zoning Administrator**

PROPERTY INFORMATION	APPLICATION INFORMATION
Project Address: 524 Howard Street	Case No.: 2013.0882DNXGPRVAR
Cross Street(s): 1st/2nd Streets	Building Permit: Forthcoming
Block /Lot No.: 3721/013	Applicant: James Abrams
Zoning District(s): C-3-0(SD)/450-S/ Transbay C-3 SUD	Telephone: (415) 999-4402
Area Plan: Transbay/Transit Center District/Downtown	E-Mail: jabrams@jabramslaw.com

PROJECT DESCRIPTION

Proposal is for: 1) Determination of Compliance (Section 309) with exceptions including, but not limited to, Planning Code requirements for "Streetwall Base" (Section 132.1(c)(1)); "Tower Separation" (Section 132.1(d)(1)); "Rear Yard" (Section 134(d)); "Ground-level wind currents in C-3 Districts" (Section 148); "Upper Tower Extensions" (Section 263.9); and "Bulk Controls" (Sections 270, 272); 2) Adoption of Findings of Consistency with General Plan for a Major Encroachment Permit (pedestrian bridge over a public right-of-way); and 3) Variances from "Dwelling Unit Exposure" (Section 140), and "Active Street Frontages" (Section 145). The proposed project includes the construction of a new 48-story building reaching a height of 495 feet (515 feet to the top of mechanical equipment) on an existing surface parking lot. The new structure would contain a total of 334 dwelling units, and approximately 3,900 square feet of retail located on the ground floor and seventh floor. The seventh floor would connect to the new Transbay Park via a pedestrian bridge. 151 off-street vehicular parking spaces, 16 car-share spaces, and 334 Class I and 27 Class II bicycle parking spaces would also be provided.

A Planning Commission approval at the public hearing would constitute the Approval Action for the project for the purposes of CEQA, pursuant to San Francisco Administrative Code Section 31.04(h).

ADDITIONAL INFORMATION

ARCHITECTURAL PLANS: If you are interested in viewing the plans for the proposed project please contact the planner listed below. The plans and Department recommendation of the proposed project will be available prior to the hearing through the Planning Commission agenda at: <http://www.sf-planning.org> or by request at the Planning Department office located at 1650 Mission Street, 4th Floor.

Members of the public are not required to provide personal identifying information when they communicate with the Commission or the Department. All written or oral communications, including submitted personal contact information, may be made available to the public for inspection and copying upon request and may appear on the Department's website or in other public documents.

FOR MORE INFORMATION, PLEASE CONTACT PLANNING DEPARTMENT STAFF:

Planner: **Nicholas Foster** Telephone: **(415) 575-9167** E-Mail: nicholas.foster@sfgov.org

GENERAL INFORMATION ABOUT PROCEDURES

HEARING INFORMATION

You are receiving this notice because you are either a property owner or resident that is adjacent to the proposed project or are an interested party on record with the Planning Department. **You are not required to take any action. For more information regarding the proposed work, or to express concerns about the project, please contact the Applicant or Planner listed on this notice as soon as possible.** Additionally, you may wish to discuss the project with your neighbors and/or neighborhood association as they may already be aware of the project.

Persons who are unable to attend the public hearing may submit written comments regarding this application to the Planner listed on the front of this notice, Planning Department, 1650 Mission Street, Suite 400, San Francisco, CA 94103, by 5:00 pm the day before the hearing. These comments will be made a part of the official public record and will be brought to the attention of the person or persons conducting the public hearing.

Comments that cannot be delivered by 5:00 pm the day before the hearing may be taken directly to the hearing at the location listed on the front of this notice. Comments received at 1650 Mission Street after the deadline will be placed in the project file, but may not be brought to the attention of the Planning Commission at the public hearing.

BUILDING PERMIT APPLICATION INFORMATION

Pursuant to Planning Code Section 311 or 312, the Building Permit Application for this proposal may also be subject to a 30-day notification of property owners and residents within 150-feet of the subject property. **This notice covers the Section 311 or 312 notification requirements, if required.**

APPEAL INFORMATION

An appeal of the approval (or denial) of a **Conditional Use application** and/or building permit application associated with the Conditional Use application may be made to the **Board of Supervisors within 30 calendar days** after the date of action by the Planning Commission pursuant to the provisions of Section 308.1(b). Appeals must be submitted in person at the Board's office at 1 Dr. Carlton B. Goodlett Place, Room 244. For further information about appeals to the Board of Supervisors, including current fees, contact the Clerk of the Board of Supervisors at (415) 554-5184.

An appeal of the approval (or denial) of a **building permit application** by the Planning Commission may be made to the **Board of Appeals within 15 calendar days** after the building permit is issued (or denied) by the Director of the Department of Building Inspection. Appeals must be submitted in person at the Board's office at 1650 Mission Street, 3rd Floor, Room 304. For further information about appeals to the Board of Appeals, including current fees, contact the Board of Appeals at (415) 575-6880.

Pursuant to California Government Code Section 65009, if you challenge, in court, the decision of an entitlement or permit, the issues raised shall be limited to those raised in the public hearing or in written correspondence delivered to the Planning Commission prior to, or at, the public hearing.

ENVIRONMENTAL REVIEW

This project has undergone preliminary review pursuant to California Environmental Quality Act (CEQA). If, as part of this process, the Department's Environmental Review Officer has deemed this project to be exempt from further environmental review, an exemption determination has been prepared and can be obtained through the Exemption Map, on-line, at www.sfplanning.org. An appeal of the decision **to exempt the proposed project from CEQA may be made to the Board of Supervisors within 30 calendar days** after the project approval action identified on the determination. The procedures for filing an appeal of an exemption determination are available from the Clerk of the Board at City Hall, Room 244, or by calling (415) 554-5184.

Under CEQA, in a later court challenge, a litigant may be limited to raising only those issues previously raised at a hearing on the project or in written correspondence delivered to the Board of Supervisors, Planning Commission, Planning Department or other City board, commission or department at, or prior to, such hearing, or as part of the appeal hearing process on the CEQA decision.

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CASE NUMBER:
For Staff Use only

APPLICATION FOR Downtown Project Authorization

1. Owner/Applicant Information

PROPERTY OWNER'S NAME: Howard/First Property LLC	
PROPERTY OWNER'S ADDRESS: 2200 Biscayne Boulevard Miami, FL 33137 Attn: Adam Tartakovsky	TELEPHONE: (305) 574-5700
	EMAIL: ATartakovsky@crescentheights.com

APPLICANT'S NAME: Jim Abrams		Same as Above <input type="checkbox"/>
APPLICANT'S ADDRESS: J. Abrams Law, P.C. One Maritime Plaza Suite 1900 San Francisco, CA 94111	TELEPHONE: (415) 999-4402	
	EMAIL: jabrams@jabramslaw.com	

CONTACT FOR PROJECT INFORMATION:		Same as Above <input type="checkbox"/>
ADDRESS:	TELEPHONE:	
	()	
	EMAIL:	

2. Location and Classification

STREET ADDRESS OF PROJECT: 524 Howard Street	ZIP CODE: 94105
CROSS STREETS: Howard between 1st and 2nd Street	

ASSESSORS BLOCK/LOT: 3721 / 013	LOT DIMENSIONS: 74'8" x 165'	LOT AREA (SQ FT): 12,266	ZONING DISTRICT: C-3-O(SD); Transit Center SUD; Transbay C-3 SUD	HEIGHT/BULK DISTRICT: 450-S
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3. Project Description

(Please check all that apply) <input type="checkbox"/> Change of Use <input type="checkbox"/> Change of Hours <input checked="" type="checkbox"/> New Construction <input type="checkbox"/> Alterations <input type="checkbox"/> Demolition <input type="checkbox"/> Other Please clarify: _____	ADDITIONS TO BUILDING: <input type="checkbox"/> Rear <input type="checkbox"/> Front <input type="checkbox"/> Height <input type="checkbox"/> Side Yard	PRESENT OR PREVIOUS USE: Surface Parking Lot
		PROPOSED USE: Mixed Use Residential
		BUILDING APPLICATION PERMIT NO.: DATE FILED:

4. Project Summary Table

If you are not sure of the eventual size of the project, provide the maximum estimates.

	EXISTING USES:	EXISTING USES TO BE RETAINED:	NET NEW CONSTRUCTION AND/OR ADDITION:	PROJECT TOTALS:
PROJECT FEATURES				
Dwelling Units	None	N/A	Approx 334	Approx 334
Hotel Rooms	None	N/A	None	None
Parking Spaces	33	None	167 cars parked	167 cars parked
Loading Spaces	None	N/A	Two	Two
Number of Buildings	None	N/A	One	One
Height of Building(s)	None	N/A	495 feet	495 feet
Number of Stories	N/A	N/A	Approx 48	Approx 48
Bicycle Spaces	Two	N/A	Approx 362	Approx 362
GROSS SQUARE FOOTAGE (GSF)				
Residential	None	N/A	392,277 gsf	392,277 gsf
Retail	None	N/A	3,813 gsf	3,813 gsf
Office	None	N/A	None	None
Industrial/PDR <i>Production, Distribution, & Repair</i>	None	N/A	None	None
Parking	12,255	None	42,666 gsf	42,666 gsf
Other (Specify Use)				
TOTAL GSF	12,266 lot area	None	445,296 gsf	445,296 gsf

Please describe any additional project features that are not included in this table:
(Attach a separate sheet if more space is needed)

The project entails the development of a 48-story, residential tower (up to 515 feet in height) at 524 Howard Street within the Transit Center District with approximately 392,000 square feet (sf) of residential uses, including common space, and up to approximately 3,800 sf of retail uses on the ground and seventh floors. The proposed residential tower would include approximately 334 dwelling units comprising a mix of studio, one-bedroom, and two-bedroom units and would provide on-site bicycle parking and automobile parking (176 spaces) via an automated stacker-storage system on the ground floor and four subterranean parking levels. A pedestrian skybridge between the project site and the proposed 5.4-acre rooftop park of the Transbay Transit Center may also be constructed.

5. Action(s) Requested (Include Planning Code Section which authorizes action)

SEE ATTACHMENT

Downtown Project Authorization - Compliance

Pursuant to Planning Code Section 309, the Zoning Administrator is required to determine that the project complies with Planning Code Section 138 (Open Space), Section 412 (Downtown Park Fund), Section 146 (Shadows on Streets), Section 147 (Shadows of Publicly Accessible Open Spaces), Section 429 (Public Art), Section 102.8 (b) (16) (Replacement Short-term Parking), Section 413 (Office Affordable Housing Production Program) and Section 414 (Child Care). Please address the following requirements:

1. **Size and Open Space.** Please submit a full set of dimensioned floor plans of the project identifying areas excluded from the calculation of gross floor area from which the open space requirement is derived.
2. **Design of Open Space.** Please describe the type of open space being provided (i.e. Urban Park, plaza, Greenhouse, etc.) Include a plan of the open space drawn to scale on 11" X 17" sheets:
 - Dimensions of open space including the calculations used to determine the amount of space.
 - Notations as to all levels, if appropriate
 - Calculations of all requirements that have to be quantified (e.g. number of sitting spaces, tables, etc.)
 - Trees and massing of plant material
 - Notations of materials (e.g. for paving)
 - Indication of paving patterns
 - Location and type of food services (cart, separate fixed structure, within project building)
 - Location of rest rooms
 - Diagrams, to demonstrate sun exposure during critical hours appropriate for type of open space
 - Statement of hours of availability
 - Other elements as provided in the Design Guidelines by type (e.g. movable walls for greenhouses etc.)
3. **Downtown Park Fund (Planning Code Section 412).**
 - Please include the amount of square footage applicable to the Downtown Park Fund
 - Please also state the total payment to the Downtown Park Fund
4. **Shadows on Streets (Planning Code Section 146).** Certain streets in the downtown have setback requirements and exceptions may be granted from the requirements (see the exceptions section of this application). On other streets, massing of new construction shall be shaped to minimize shadow impacts on public sidewalks, consistent with good design.
 - Describe streets which are shadowed by the Project, and times of year and hours of such shadows.
5. **Shadows on publicly accessible Open spaces (Planning Code Section 147).** Massing of new construction shall be shaped to minimize shadow impacts on publicly accessible open space not subject to Planning Code Section 295 (Proposition K) requirements consistent with good design.
 - Describe publicly accessible open spaces which are shadowed by the Project, in terms of the amount of area shadowed, the duration of such shadows, and the importance of sunlight to the type of open space being shadowed.
6. **Public Art (Planning Code Section 429).** Projects shall supply publicly visible art work equal to 1% of the construction cost. Describe the work of art or art concept including:
 - Type of art piece (e.g. sculpture, relief, tapestry)
 - Medium (e.g. marble, wood, fiber)
 - Approximate Dimensions
 - Artist's residence by City
 - Budgeted cost for art piece
 - Construction cost of building as determined by the Department of Building Inspection
7. **Office Affordable Housing Production Program (Planning code Section 413).** Describe the number of housing credits required or amount of fee paid. If housing project selected for housing credit purchase, please identify.
8. **Child Care Provision (Planning Code Section 414).** Please describe the method for compliance with the Child Care Provisions. In the case of fee payment, include the amount of fee. For direct provision, describe location and size of facility.

Downtown Project Authorization Request for Planning Code Section 309 Exceptions

Pursuant to Planning Code Section 309, projects may seek specific exceptions to the provisions of this Code as provided for below. Please describe how the project meets specified criteria, complete with justifications.

1. Exceptions to the setback and rear yard requirements as permitted in Sections 132.1 and 134(d);
2. Exceptions to the ground-level wind current requirements as permitted in Section 148;
3. Exceptions to the sunlight to public sidewalk requirement as permitted in Section 146;
4. Exceptions to the limitation on residential accessory parking as permitted in Section 151.1(e);
5. Exceptions to the requirement of independently accessible parking spaces as permitted in Section 155(c);
6. Exceptions to the limitation on curb cuts for parking access as permitted in Section 155(r);
7. Exceptions to the limitations on above-grade residential accessory parking as permitted in Section 155(s);
8. Exceptions to the freight loading and service vehicle space requirements as permitted in Section 161(h);
9. Exceptions to the off-street tour bus loading space requirements as permitted in Section 162;
10. Exceptions to the height limits for vertical extensions as permitted in Section 260(b)(1)(G) and for upper tower extensions as permitted in Section 263.7;
11. Exceptions to the height limits in the 80-130F and 80-130X Height and Bulk Districts as permitted in Section 263.6 and in the 200-400S Height and Bulk District as permitted in Section 263.8;
12. Exceptions to the bulk requirements as permitted in Sections 270 and 272.

SEE ATTACHMENT

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Priority General Plan Policies Findings

Proposition M was adopted by the voters on November 4, 1986. It requires that the City shall find that proposed projects and demolitions are consistent with eight priority policies set forth in Section 101.1 of the City Planning Code. These eight policies are listed below. Please state how the project is consistent or inconsistent with each policy. Each statement should refer to specific circumstances or conditions applicable to the property. Each policy must have a response. IF A GIVEN POLICY DOES NOT APPLY TO YOUR PROJECT, EXPLAIN WHY IT DOES NOT.

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

SEE ATTACHMENT

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

SEE ATTACHMENT

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

SEE ATTACHMENT

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

SEE ATTACHMENT

CASE NUMBER:
For Staff Use only

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

SEE ATTACHMENT

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

SEE ATTACHMENT

- 7. That landmarks and historic buildings be preserved; and

SEE ATTACHMENT

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

SEE ATTACHMENT

Estimated Construction Costs

TYPE OF APPLICATION: Section 309 Authorization	
OCCUPANCY CLASSIFICATION: R-2, B	
BUILDING TYPE: Type 1	
TOTAL GROSS SQUARE FEET OF CONSTRUCTION: 445,286 square feet	BY PROPOSED USES:
ESTIMATED CONSTRUCTION COST: \$150,000,000	
ESTIMATE PREPARED BY: Chris Palermo	
FEE ESTABLISHED:	

Applicant's Affidavit

Under penalty of perjury the following declarations are made:

- a: The undersigned is the owner or authorized agent of the owner of this property.
- b: The information presented is true and correct to the best of my knowledge.
- c: The other information or applications may be required.

Signature: _____



Date: January 20, 2015

Print name, and indicate whether owner, or authorized agent:

Jim Abrams, Authorized Agent

Owner / Authorized Agent (circle one)

CASE NUMBER:
For Staff Use only

Application Submittal Checklist

Applications listed below submitted to the Planning Department must be accompanied by this checklist and all required materials. The checklist is to be completed and **signed by the applicant or authorized agent and a department staff person.**

APPLICATION MATERIALS	CHECKLIST
Application, with all blanks completed	<input checked="" type="checkbox"/>
300-foot radius map, if applicable	<input type="checkbox"/>
Address labels (original), if applicable	<input type="checkbox"/>
Address labels (copy of the above), if applicable	<input type="checkbox"/>
Site Plan	<input checked="" type="checkbox"/>
Floor Plan	<input checked="" type="checkbox"/>
Elevations	<input checked="" type="checkbox"/>
Photographs (including montages and streetscape)	<input checked="" type="checkbox"/>
Section 309 Compliance Responses	<input checked="" type="checkbox"/>
Request for Planning Code Section 309 Exceptions (if applicable)	<input checked="" type="checkbox"/>
Prop. M Findings	<input checked="" type="checkbox"/>
Historic photographs (if possible), and current photographs	<input checked="" type="checkbox"/>
Check payable to Planning Dept.	<input checked="" type="checkbox"/>
Original Application signed by owner or agent	<input checked="" type="checkbox"/>
Letter of authorization for agent	<input checked="" type="checkbox"/>
Other: Section Plan, Detail drawings (i.e. windows, door entries, trim), Specifications (for cleaning, repair, etc.) and/or Product cut sheets for new elements (i.e. windows, doors)	<input type="checkbox"/>

NOTES:

- Required Material. Write "N/A" if you believe the item is not applicable, (e.g. letter of authorization is not required if application is signed by property owner.)
- Typically would not apply. Nevertheless, in a specific case, staff may require the item.
- Two sets of original labels and one copy of addresses of adjacent property owners and owners of property across street.

After your case is assigned to a planner, you will be contacted and asked to provide an electronic version of this application including associated photos and drawings.

Some applications will require additional materials not listed above. The above checklist does not include material needed for Planning review of a building permit. The "Application Packet" for Building Permit Applications lists those materials.

No application will be accepted by the Department unless the appropriate column on this form is completed. Receipt of this checklist, the accompanying application, and required materials by the Department serves to open a Planning file for the proposed project. After the file is established it will be assigned to a planner. At that time, the planner assigned will review the application to determine whether it is complete or whether additional information is required in order for the Department to make a decision on the proposal.

For Department Use Only

Application received by Planning Department:

By: _____

Date: _____



**SAN FRANCISCO
PLANNING
DEPARTMENT**

**FOR MORE INFORMATION:
Call or visit the San Francisco Planning Department**

Central Reception
1650 Mission Street, Suite 400
San Francisco CA 94103-2479

TEL: **415.558.6378**
FAX: **415.558.6409**
WEB: **<http://www.sfplanning.org>**

Planning Information Center (PIC)
1660 Mission Street, First Floor
San Francisco CA 94103-2479

TEL: **415.558.6377**
*Planning staff are available by phone and at the PIC counter.
No appointment is necessary.*

APPLICATION FOR SECTION 309 AUTHORIZATION

524 Howard Street
Assessor's Block 3721/ Lot 013
January 20, 2015

I. OWNER/APPLICANT INFORMATION

Property Owner: Howard/First Property LLC
2200 Biscayne Blvd.
Miami, FL 33137
Phone: (305) 574-5700
Attn: Adam Tartakovsky
Email: ATartakovsky@crescentheights.com

Project Applicant/Contact: Jim Abrams
J. Abrams Law, P.C.
575 Florida Street Suite 150
Phone: (415) 999-4402
Email: Jabrams@jabramslaw.com

Architect: Handel Architects
735 Market Street, 2nd Floor
San Francisco, CA 94103
Phone: (415) 495-5588
Attn: Glenn Rescalvo

II. SITE INFORMATION

LOCATION AND CLASSIFICATION

Street Address:	524 Howard Street
Cross Streets:	Howard Street between 1 st and 2 nd Street
Assessor's Blocks/Lots	3721/013
Zoning District:	C-3-0(SD), C-3-0(SD) Transit Center Special Use District, and, Transbay C-3 Special Use District
Height/Bulk District:	450-S
Site Size:	12,266 square feet
Rated Buildings:	None
Conservation District:	None

III. COMPLIANCE

1. Size and Open Space. Please submit a full set of dimensioned floor plans of the project identifying areas excluded from the calculation of gross floor area from which the open space requirement is derived.

Please see the attached dimensioned floor plans. No open space is required for the Residential Project Option pursuant to Planning Code section 138. The Residential-Hotel Project Option would provide about 252,702 square feet of non-residential Gross Floor Area, and therefore would require the provision of 5,054 square feet of publicly accessible open space pursuant to Planning Code section 138.

2. Design of Open Space. Please describe the type of open space being provided (i.e. Urban Park, plaza, Greenhouse, etc.) Include a plan of the open space drawn to scale on 11" X 17" sheets.

The project would satisfy the open space requirements by the provision of two rooftop terraces, private balconies, and a pedestrian bridge connecting the Project to the park located on the roof of the adjacent Transit Center building. Please see the attached site and floor plans for the location and dimensions of each space.

3. Downtown Park Fund (Planning Code Section 412), including the amount of square footage applicable to the Downtown Park Fund. State the total payment to the Downtown Park Fund.

The requirements of Planning Code section 412 do not apply to the Project because it would not include any office uses.

4. Shadows on Streets (Planning Code Section 146). Certain streets in the downtown have setback requirements and exceptions may be granted from the requirements (see the exceptions section of this application). On other streets, massing of new construction shall be shaped to minimize shadow impacts on public sidewalks, consistent with good design. Describe streets which are shadowed by the Project, and times of year and hours of such shadows.

The Project is not adjacent to any sidewalks governed by Planning Code section 146(a). The Project would add shadows to public sidewalks in the vicinity. The amount of shadow would vary based on time of day, time of year, the height and bulk of intervening existing and proposed development, and climatic conditions (clouds, fog, or sun) on a given day. In certain cases, existing and future development would mask or subsume new shadows from the Project that would otherwise be cast on sidewalks. In addition, because the sun is a disc rather than a single point in the sky, sunlight can "pass around" elements of buildings resulting in a diffuse shadow line (rather than a hard-edged shadow) at points distant from the Project.

Given the height of the Project, it is unavoidable that the Project would cast new shadows onto sidewalks in the vicinity. However, the Project would not increase the amount of shadow on the sidewalks above levels that are common and generally expected in densely developed urban

environments. The Project height would need to be reduced far below that permitted by existing zoning in order to avoid casting shadows on sidewalks. Limiting the height of the Project to avoid casting sidewalk shadows would contradict a basic premise of the San Francisco Downtown Plan and C-3 zoning applicable to the project site.

5. Shadows on publicly accessible Open spaces (Planning Code Section 147). Massing of new construction shall be shaped to minimize shadow impacts on publicly accessible open space not subject to Planning Code Section 295 (Proposition K) requirements consistent with good design. Describe publicly accessible open spaces which are shadowed by the Project, in terms of the amount of area shadowed, the duration of such shadows, and the importance of sunlight to the type of open space being shadowed.

The applicant is working with the Planning Department's Environmental Planning Division and CADP consultants to prepare a detailed analysis of the shadows cast by the Project Options.

6. Public Art (Planning Code Section 429). Projects shall supply publicly visible art work equal to 1% of the construction cost. Describe the work of art or art concept including:

- Type of art piece (e.g. sculpture, relief, tapestry)
- Medium (e.g. marble, wood, fiber)
- Approximate Dimensions
- Artist's residence by City
- Budgeted cost for art piece
- Construction cost of building as determined by the Department of Building Inspection

The Project would comply either by dedicating one percent of construction cost to works of art, or through partial contribution to a public artwork trust fund, as permitted by Section 429.

7. Office Affordable Housing Production Program (Planning code Section 413). Describe the number of housing credits required or amount of fee paid. If housing project selected for housing credit purchase, please identify.

Planning Code section 413 (which applies to any development that increases by 25,000 or more gross square feet of entertainment, hotel, Integrated PDR, office, research and development, retail, and/or Small Enterprise Workspace uses) does not apply to the Residential Project Option. The Residential/Hotel Project Option would satisfy this requirement either by payment of the Jobs-Housing Linkage Fee or payment of an equivalent amount of money to an affordable housing developer.

8. Child Care Provision (Planning Code Section 414). Please describe the method for compliance with the Child Care Provisions. In the case of fee payment, include the amount of fee. For direct provision, describe location and size of facility.

Planning Code section 414 (which applies to office and hotel development projects proposing the net addition of 50,000 or more gross square feet of office or hotel space) does not apply to

the Residential Project Option. The Residential/Hotel Project Option would pay the required Child Care fee in effect at the time of site permit approval.

IV. EXCEPTIONS

Pursuant to Planning Code Section 309, projects may seek specific exceptions to the provisions of this Code as provided for below. Please describe how the project meets specified criteria, complete with justifications.

1. Exceptions to the setback and rear yard requirements as permitted in Sections 132.1 and 134(d).

The applicant respectfully requests an exception from the requirements of Planning Code section 132.1 for both the Residential Project Option and the Residential-Hotel Project Option. Planning Code section 132.1 requires that building be set back 15 feet from any interior property starting at height that is 1.25 times the width of Howard Street, which is 82.5 feet wide. Therefore, the setback must commence at a height of 102 feet. With the exception of a portion of the southeastern elevation of the both Project Options, both Project Options are setback 15 feet from the adjacent properties commencing at the 11th floor. Therefore, the Project Options substantially conform to the 15-foot setback requirement. An exception is warranted given the highly narrow wide of the lot (about 74 feet wide) and the small floorplates proposed by both Project Options (less than 10,000 square foot floorplates). Planning Code section 132.1 additionally requires that the setback gradually increase from 16 to 35 feet above a height of 300 feet and must be at least 35 feet above a height of 550 feet. Both Project Options maintain their predominant 15 foot setback commencing at the 11th floor to the 45th floor, and therefore require an exception.

The applicant also respectfully requests an exception to the rear yard requirements of Planning Code section 134(d) for both Project Options. Given the Project's location in the downtown district of San Francisco, provision of a rear yard would interfere with the Project's physical connection to Natoma Street and would be inappropriate given the prevailing pattern of development on the block, which favors the provision of a streetwall on both Natoma and Howard Streets. In addition, the project site is unusually narrow (anout 74 feet wide), such that provision of the rear yard at an alternate location would be inpracticable. The project proposes to construct very a narrow tower (less than 10,000 square foot floorplates) and therefore would provide an elegant and slender addition to the skyline.

2. Exceptions to the ground-level wind current requirements as permitted in Section 148.

The applicant is working with the Planning Department's Environmental Planning Division and RWDI consultants to prepare a detailed analysis of the project's effect on wind patterns.

3. Exceptions to the sunlight to public sidewalk requirement as permitted in Section 146

The applicant is working with the Planning Department's Environmental Planning Division and CADP consultants to prepare a detailed analysis of the shadows cast by the project.

4. Exceptions to the limitation on residential accessory parking as permitted in Section 151.1(e);

The project is not located in a DTR district; therefore, the requirements of Planning Code section 151.1(e) do not apply. The project meets the limitations on residential accessory parking provided by Planning Code section 151.1(c), which limits the amount of accessory parking to 0.50 cars parked by unit.

5. Exceptions to the requirement of independently accessible parking spaces as permitted in Section 155(c);

The project is in compliance. No exceptions are sought.

6. Exceptions to the limitation on curb cuts for parking access as permitted in Section 155(r);

The project is in compliance. No exceptions are sought.

7. Exceptions to the limitations on above-grade residential accessory parking as permitted in Section 155(s);

The project is in compliance, as the Project would not provide above-grade residential parking. No exceptions are sought.

8. Exceptions to the freight loading and service vehicle space requirements as permitted in Section 161(h);

The project complies with these requirements. No exception is sought.

9. Exceptions to the off-street tour bus loading space requirements as permitted in Section 162;

The project is in compliance. No tour bus loading spaces required.

10. Exceptions to the height limits for vertical extensions as permitted in Section 260(b)(1)(G) and for upper tower extensions as permitted in Section 263.7;

No vertical extensions are being requested per Section 263.7; the project is not in the North of Market Residential District.

The applicant respectfully requests an additional 10 percent of height as an extension of the upper tower, pursuant to Planning Code section 263.9. This additional height would add significantly to the sense of slenderness of the building and to the visual interest to the termination of the building, and would improve the appearance of the sky-line when viewed from a distance. The additional height would not adversely affect light and air to adjacent properties, and would not add significant shadows to public open spaces. Both Project Options have exceptionally narrow (less than 10,000 square feet) floorplates, and the additional height is appropriate as it will serve to further elongate the appearance of the building. The uppermost three floors of the building contain additional setbacks that distinguish it visually from remainder of the Project and add visual interest to the uppermost floors of the Project.

11. Exceptions to the height limits in the 80-130F and 80-130X Height and Bulk Districts as permitted in Section 263.6 and in the 200-400S Height and Bulk District as permitted in Section 263.8;

These requirements do not apply to the project.

12. Exceptions to the bulk requirements as permitted in Sections 270 and 272.

Planning Code Section 270 does not require any setbacks for the “base” of the building. The base is the portion of the building up to 1.25 times the width of the widest abutting street or 50 feet, whichever is more. The widest abutting street is Howard Street, which is 82.5 feet wide. Therefore, the base is the portion of any building up to a height of 102 feet. Both Project Options exceed these requirements because the base of the building would not fully cover the lot.

For the “lower tower” (the portion of the building between the base and an elevation of 280 feet), Planning Code section 270 permits a maximum length of 160 feet, a maximum floor size of 20,000 square feet, and a maximum diagonal dimension of 190 feet. The applicant respectfully requests a exception to these requirements for both Project Options due to the very narrow width of the project site and because the Project would be extremely slender (with floorplates less than 10,000 square feet in size) above the first floor of the Residential Project Option and above the 6th floor of the Residential-Hotel Project Option.

The lower tower portion of the Residential-Hotel Project Option has a maximum length of 165 feet and a maximum diagonal of 184’11”. The Residential Project Option has a maximum length of 165 feet and a maximum diagonal of 170’9”. The floor plates of both Project Options are less than 10,000 square feet in size; therefore the lower tower of the Project would be significantly less bulky than the maximum 20,000 square foot floor plates permitted by the Planning Code.


For the “upper tower” (portion of the building above 280 feet), Planing Code section 270 permits a maximum length of 130 feet; maximum average floor size of 12,000 square feet; maximum floor size for any floor of 17,000 square feet; and maximum average diagonal measure of 160 feet. The applicant respectfully requests a exception to these maximum length and diagonal requirements. The Residential-Hotel Project has a maximum length of 165 feet and a maximum diagonal of 178’8” feet. The Residential Project Option has a a maximum length of 165 feet and a maximum diagonal of 168’10” feet. The floor plates of both Project Options are less than 10,000 square feet in size; therefore upper tower of the Project would be significantly less bulky than the 17,000 square foot floorplates permitted by the Planning Code for the upper tower.

V. APPLICANT'S AFFIDAVIT:

STATE OF CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO

I (We) Jim M. Abrams
(Print name of Applicant in full)

declare, under penalty of perjury, that I am (we are) the owner(s) or the authorized agent(s) of the owner(s) of the property that is the subject of this application, that the statements herein and in the attached exhibits present the information required for this application to the best of my (our) ability, and that the facts, statements and information presented are true and correct to the best of my (our) knowledge and belief.

Signed 

Jim M. Abrams 1/19/16

VI. PROPOSITION M PRIORITY GENERAL PLAN POLICIES FINDINGS

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

The Project would have a positive effect on existing neighborhood-serving retail uses because it would bring additional residents to the neighborhood, thus increasing the customer base of existing neighborhood-serving retail. Moreover, the Project would not displace any existing neighborhood-serving retail uses.

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

The Project would not negatively affect the existing housing and neighborhood character. The Project would not displace any housing because the project site is currently an at-grade parking lot. The Project would improve the existing character of the neighborhood by removing this parking lot and replacing it with a mixed-use, walkable project.

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

The project will not displace any housing. The project will comply with the City's Inclusionary Affordable Housing Ordinance.

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

The Project would not impede MUNI transit service or overburden local streets or parking. The Project is at a location well-served by transit as it is located in a major transit corridor and would promote rather than impede the use of MUNI transit service. Future residents and employees of the Project could access both the existing MUNI rail and bus services. The Project also provides a minimum amount of off-street parking for future residents so that neighborhood parking will not be overburdened by the addition of new residents.

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

The Project would not negatively affect the industrial and service sectors because it is mixed-use in nature with a significant residential component. The project would not displace any existing industrial uses. The Project would also be consistent with the character of existing development in the neighborhood, which is characterized by neighborhood serving retail and residential high-rise buildings.

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

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

7. *That landmarks and historic buildings be preserved; and*

The project would not affect landmarks or historic buildings. The project site is currently vacant.

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

The Project would not cast any significant new shadows on parks under the jurisdiction of the San Francisco Parks and Recreation Department.

VII. ESTIMATED CONSTRUCTION COSTS

TYPE OF APPLICATION

Section 309 Downtown Project Authorization

OCCUPANCY CLASSIFICATION

R-2, B

BUILDING TYPE

Type 1

TOTAL GROSS SQUARE FEET OF CONSTRUCTION

Residential Project Option -- 409,186 square feet

Residential/Hotel Project Option – 463,263 square feet

BY PROPOSED USES

Residential Project Option -- Residential (300,052 SF), Retail (1,470 SF), Parking (12,266 SF)

Residential/Hotel Project Option – Residential (163,278 SF), Hotel (252,702 SF), Retail (718 SF), Parking (14,808 SF)

ESTIMATED CONSTRUCTION COST

\$150,000,000

ESTIMATE PREPARED BY

Chris Palermo

FEE ESTABLISHED

Mr. Adam Tartakovsky
Howard/First Property LLC
C/o Daisy Torres
2200 Biscayne Blvd
Miami, FL 33137

San Francisco Planning Department
1650 Mission Street
Suite 400
San Francisco, CA 94103

Dear San Francisco Planning Department:

I am an officer of Howard/First Property LLC, owner of the property at 524 Howard Street, San Francisco (the "Property"). This authorizes Jim Abrams of J. Abrams Law, P.C. to submit entitlement applications (including an application for a Downtown Project Authorization) to the San Francisco Planning Department for the proposed project at the Property.

Sincerely,

A handwritten signature in black ink that reads "Adam Tartakovsky". The signature is written in a cursive style with a prominent horizontal line across the top of the name.

This page intentionally left blank.

CASE NUMBER:
For Staff Use only

APPLICATION FOR Variance from the Planning Code

1. Owner/Applicant Information

PROPERTY OWNER'S NAME: Howard/First Property LLC	
PROPERTY OWNER'S ADDRESS: 2200 Biscayne Blvd. Miami, FL 33137 Attn: Adam Tartakovsky	TELEPHONE: (305) 574-5700
	EMAIL: ATartakovsky@crescentheights.com

APPLICANT'S NAME: Mr. Jim Abrams Same as Above <input type="checkbox"/>	
APPLICANT'S ADDRESS: J. Abrams Law, P.C. 575 Florida Street Suite 150 San Francisco, CA 94110	TELEPHONE: (415) 999-4402
	EMAIL: jabrams@jabramslaw.com

CONTACT FOR PROJECT INFORMATION: Same as Above <input checked="" type="checkbox"/>	
ADDRESS:	TELEPHONE: ()
	EMAIL:

2. Location and Classification

STREET ADDRESS OF PROJECT: 524 Howard Street	ZIP CODE: 94105
CROSS STREETS: Howard Street between 1st and 2nd Street	

ASSESSORS BLOCK/LOT:	LOT DIMENSIONS:	LOT AREA (SQ FT):	ZONING DISTRICT:	HEIGHT/BULK DISTRICT:
3721 /013	74'8" x 165'	12,266	C-3-O(SD); C-3-0(SD) Transit Center Special Use District, and, Transbay C-3 Special Use District	450-S

3. Project Description

(Please check all that apply) <input type="checkbox"/> Change of Use <input type="checkbox"/> Change of Hours <input checked="" type="checkbox"/> New Construction <input type="checkbox"/> Alterations <input type="checkbox"/> Demolition <input type="checkbox"/> Other Please clarify: _____	ADDITIONS TO BUILDING: <input type="checkbox"/> Rear <input type="checkbox"/> Front <input type="checkbox"/> Height <input type="checkbox"/> Side Yard	PRESENT OR PREVIOUS USE: Surface Parking Lot
		PROPOSED USE: Mixed-use Residential
BUILDING APPLICATION PERMIT NO.:		DATE FILED:

4. Project Summary Table

If you are not sure of the eventual size of the project, provide the maximum estimates.

	EXISTING USES:	EXISTING USES TO BE RETAINED:	NET NEW CONSTRUCTION AND/OR ADDITION:	PROJECT TOTALS:
PROJECT FEATURES				
Dwelling Units	None	N/A	Approx 334	Approx 334
Hotel Rooms	None	N/A		
Parking Spaces	33	None	167 cars parked	167 cars parked
Loading Spaces	None	N/A	Two	Two
Number of Buildings	None	N/A	One	One
Height of Building(s)	None	N/A	495 feet	495 feet
Number of Stories	N/A	N/A	Approx 48	Approx 48
Bicycle Spaces	Two	N/A	Approx 362	Approx 362
GROSS SQUARE FOOTAGE (GSF)				
Residential	None	N/A	392,277 gsf	392,277 gsf
Retail	None	N/A	3,813 gsf	3,813 gsf
Office	None	N/A	None	None
Industrial/PDR <i>Production, Distribution, & Repair</i>	None	N/A	None	None
Parking	12,266	None	42,666 gsf	42,666 gsf
Other (Specify Use)				
TOTAL GSF	12,266 lot area	None	445,296 gsf	445,296 gsf

Please describe what the variance is for and include any additional project features that are not included in this table. Please state which section(s) of the Planning Code from which you are requesting a variance.
(Attach a separate sheet if more space is needed)

The project entails the development of a 48-story, residential tower (up to 515 feet in height) at 524 Howard Street within the Transit Center District with approximately 392,000 square feet (sf) of residential uses, including common space, and up to approximately 3,800 sf of retail uses on the ground and seventh floors. The proposed residential tower would include up to 334 dwelling units comprising a mix of studio, one-bedroom, and two-bedroom units and would provide on-site bicycle parking and automobile parking (176 spaces) via an automated stacker-storage system on the ground floor and four subterranean parking levels. A pedestrian skybridge between the project site and the proposed 5.4-acre rooftop park of the Transbay Transit Center may also be constructed.

Planning Code Section 140 requires at least one room at least 120 square feet in area within a dwelling unit to face directly on an open area that is either (1) a public street or alley that is at least 25 feet in width, or a side yard or rear yard that meets the requirements of the Planning Code, or (2) an open area that is unobstructed and is no less than 25 feet in every horizontal dimension for the floor at which the dwelling unit in question is located and the floor immediately above it, with an increase of five feet in every horizontal dimension at each subsequent floor.

The Project requires a variance for 146 units, all of which do not have at least one 120 square foot room that faces either Howard Street or Natoma Street. These units are located on the southwestern and the northeastern elevations of the building facing the project site's southwestern and the northeastern interior property boundaries. A variance is required for these units because these units do not have a side yard that is 25 feet in every horizontal dimension. The project site is unusually narrow (about 74 feet wide), such that provision of the side yards measuring 25 feet in every horizontal dimension would render construction of a building at the project site impracticable.

Variance Findings

Pursuant to Planning Code Section 305(c), before approving a variance application, the Zoning Administrator needs to find that the facts presented are such to establish the findings stated below. In the space below and on separate paper, if necessary, please present facts sufficient to establish each finding.

1. That there are exceptional or extraordinary circumstances applying to the property involved or to the intended use of the property that do not apply generally to other property or uses in the same class of district;
2. That owing to such exceptional or extraordinary circumstances the literal enforcement of specified provisions of this Code would result in practical difficulty or unnecessary hardship not created by or attributable to the applicant or the owner of the property;
3. That such variance is necessary for the preservation and enjoyment of a substantial property right of the subject property, possessed by other property in the same class of district;
4. That the granting of such variance will not be materially detrimental to the public welfare or materially injurious to the property or improvements in the vicinity; and
5. That the granting of such variance will be in harmony with the general purpose and intent of this Code and will not adversely affect the Master Plan.

SEE ATTACHMENT

Priority General Plan Policies Findings

Proposition M was adopted by the voters on November 4, 1986. It requires that the City shall find that proposed projects and demolitions are consistent with eight priority policies set forth in Section 101.1 of the City Planning Code. These eight policies are listed below. Please state how the project is consistent or inconsistent with each policy. Each statement should refer to specific circumstances or conditions applicable to the property. Each policy must have a response. IF A GIVEN POLICY DOES NOT APPLY TO YOUR PROJECT, EXPLAIN WHY IT DOES NOT.

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

SEE ATTACHMENT

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

SEE ATTACHMENT

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

SEE ATTACHMENT

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

SEE ATTACHMENT

CASE NUMBER:
For Staff Use only

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

SEE ATTACHMENT

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

SEE ATTACHMENT

- 7. That landmarks and historic buildings be preserved; and

SEE ATTACHMENT

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

SEE ATTACHMENT


Estimated Construction Costs

TYPE OF APPLICATION:	
Variance	
OCCUPANCY CLASSIFICATION:	
R-2, B	
BUILDING TYPE:	
Type 1	
TOTAL GROSS SQUARE FEET OF CONSTRUCTION:	BY PROPOSED USES:
445,286 square feet	
ESTIMATED CONSTRUCTION COST:	
\$150,000,000	
ESTIMATE PREPARED BY:	
Chris Palermo	
FEE ESTABLISHED:	

Applicant's Affidavit

Under penalty of perjury the following declarations are made:

- a: The undersigned is the owner or authorized agent of the owner of this property.
- b: The information presented is true and correct to the best of my knowledge.
- c: The other information or applications may be required.

Signature:  _____

Date: 8/2/16 _____

Print name, and indicate whether owner, or authorized agent:

Jim Abrams
 Owner / Authorized Agent (circle one)

Application Submittal Checklist

Applications listed below submitted to the Planning Department must be accompanied by this checklist and all required materials. The checklist is to be completed and **signed by the applicant or authorized agent and a department staff person.**

APPLICATION MATERIALS	CHECKLIST
Application, with all blanks completed	<input checked="" type="checkbox"/>
300-foot radius map, if applicable	<input type="checkbox"/>
Address labels (original), if applicable	<input type="checkbox"/>
Address labels (copy of the above), if applicable	<input type="checkbox"/>
Site Plan	<input checked="" type="checkbox"/>
Floor Plan	<input checked="" type="checkbox"/>
Elevations	<input checked="" type="checkbox"/>
Section 303 Requirements	<input type="checkbox"/>
Prop. M Findings	<input checked="" type="checkbox"/>
Historic photographs (if possible), and current photographs	<input checked="" type="checkbox"/>
Check payable to Planning Dept.	<input checked="" type="checkbox"/>
Original Application signed by owner or agent	<input checked="" type="checkbox"/>
Letter of authorization for agent	<input checked="" type="checkbox"/>
Other: Section Plan, Detail drawings (ie. windows, door entries, trim), Specifications (for cleaning, repair, etc.) and/or Product cut sheets for new elements (ie. windows, doors)	<input type="checkbox"/>

NOTES:

- Required Material. Write "N/A" if you believe the item is not applicable, (e.g. letter of authorization is not required if application is signed by property owner.)
- Typically would not apply. Nevertheless, in a specific case, staff may require the item.
- Two sets of original labels and one copy of addresses of adjacent property owners and owners of property across street.

After your case is assigned to a planner, you will be contacted and asked to provide an electronic version of this application including associated photos and drawings.

Some applications will require additional materials not listed above. The above checklist does not include material needed for Planning review of a building permit. The "Application Packet" for Building Permit Applications lists those materials.

No application will be accepted by the Department unless the appropriate column on this form is completed. Receipt of this checklist, the accompanying application, and required materials by the Department serves to open a Planning file for the proposed project. After the file is established it will be assigned to a planner. At that time, the planner assigned will review the application to determine whether it is complete or whether additional information is required in order for the Department to make a decision on the proposal.

For Department Use Only

Application received by Planning Department:

By: _____

Date: _____



SAN FRANCISCO
PLANNING
DEPARTMENT

FOR MORE INFORMATION:
Call or visit the San Francisco Planning Department

Central Reception
1650 Mission Street, Suite 400
San Francisco CA 94103-2479

TEL: **415.558.6378**
FAX: **415 558-6409**
WEB: **<http://www.sfplanning.org>**

Planning Information Center (PIC)
1660 Mission Street, First Floor
San Francisco CA 94103-2479

TEL: **415.558.6377**
*Planning staff are available by phone and at the PIC counter.
No appointment is necessary.*

APPLICATION FOR VARIANCE

524 Howard Street
Assessor's Block 3721/ Lot 013
August 2, 2016

I. OWNER/APPLICANT INFORMATION

Property Owner: Howard/First Property LLC
2200 Biscayne Blvd.
Miami, FL 33137
Phone: (305) 574-5700
Attn: Adam Tartakovsky
Email: ATartakovsky@crescentheights.com

Project Applicant/Contact: Jim Abrams
J. Abrams Law, P.C.
575 Florida Street Suite 150
Phone: (415) 999-4402
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Architect: Handel Architects
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III. GENERAL PROJECT DESCRIPTION

The project entails the development of a 48-story, residential tower (up to 515 feet in height) at 524 Howard Street within the Transit Center District with approximately 392,000 square feet (sf) of residential uses, including common space, and up to approximately 3,800 sf of retail uses on the ground and seventh floors. The proposed residential tower would include up to 334 dwelling units comprising a mix of studio, one-bedroom, and two-bedroom units and would provide on-site bicycle parking and automobile parking (176 spaces) via an automated stacker-storage system on the ground floor and four subterranean parking levels. A pedestrian sky bridge between the project site and the proposed 5.4-acre rooftop park of the Transbay Transit Center may also be constructed.

The project site is located on a single parcel (Lot 13) mid-block between 1st Street and 2nd Street on Assessor's Block 3721 along Howard Street within the Transit Center District Plan (TCDP) subarea of the San Francisco General Plan's Downtown Plan. The site is two blocks (0.3 miles) north of Interstate 80 (I-80), and is 12,266 sf or 0.28 acres in size. Both Howard Street and Natoma Street front the project site, which is currently developed with a surface parking lot and kiosk.

IV. DESCRIPTION OF VARIANCE SOUGHT: SECTION 140 DWELLING UNIT EXPOSURE

Planning Code Section 140 requires at least one room at least 120 square feet in area within a dwelling unit to face directly on an open area that is either (1) a public street or alley that is at least 25 feet in width, or a side yard or rear yard that meets the requirements of the Planning Code, or (2) an open area that is unobstructed and is no less than 25 feet in every horizontal dimension for the floor at which the dwelling unit in question is located and the floor immediately above it, with an increase of five feet in every horizontal dimension at each subsequent floor.

The Project requires a variance for 146 units, all of which do not have at least one 120 square foot room that faces either Howard Street or Natoma Street. These units are located on the southwestern and the northeastern elevations of the building facing the project site's southwestern and the northeastern interior property boundaries. A variance is required for these units because these units do not have a side yard that is 25 feet in every horizontal dimension. The project site is unusually narrow (about 74 feet wide), such that provision of the side yards measuring 25 feet in every horizontal dimension would render construction of a building at the project site impracticable.

V. SECTION 305(c) VARIANCE FINDINGS

FINDING 1:

That there are exceptional or extraordinary circumstances applying to the property involved or to the intended use of the property that do not apply generally to other property or uses in the same class of district. (Section 305(c)(1)).

REQUIREMENT MET.

1. The project site is located in a dense urban environment and is bounded on two sides by adjacent properties rather than streets. The project site is only 74 feet in width. The Project would provide 334 dwelling units, 146 of which would not meet the Code requirements for dwelling unit exposure. The requirement (which would require a 25-foot side yard on each side of the building and stepping back each successive floor of the building by five feet on each floor) could only be satisfied by a very significant reduction in the number of units proposed and would permit at the ground level a building that is only 24 feet in width. Full compliance with the requirement would render impracticable construction of a building that is consistent with the General Plan and Planning Code policies applicable to the project site that encourage construction of a high-rise building in keeping with the character of downtown San Francisco.

2. The Section 140 dwelling unit exposure requirements are intended to ensure that all dwelling units have access to adequate light and air. The 146 units in the Project that do not meet the requirements of Section 140 will be guaranteed adequate light and air because they have large windows facing side yard setbacks that are unobstructed to the sky. The project will also provide an open space deck on the roof.

FINDING 2:

That owing to such exceptional and extraordinary circumstances the literal enforcement of specified provisions of this Code would result in practical difficulty or unnecessary hardship not created by or attributable to the applicant or the owner of the property. (Section 305(c)(1)).

REQUIREMENT MET.

1. The requirement (which requires 25-foot side yards on each side of the project site and require stepping back each successive floor of the building by five feet on each floor) could only be satisfied by a very significant reduction in the number of units proposed. The width of the lot is 74 feet. With 25-foot side yards flanking the project site, the total available width of a building would be 24 feet. The literal enforcement of the requirement would mean that the building would be exceptionally narrow and short, and would make impracticable the construction of a building consistent with the General Plan and Planning Code policies applicable to the project site that encourage construction of a high-rise building in keeping with the character of downtown San Francisco.

2. The literal enforcement of the Section 140 requirements would therefore result in unnecessary hardship not created by or attributable to the applicant or the owner of the property and without any additional public benefit.

FINDING 3

That such variance is necessary for preservation and enjoyment of a substantial property right of the subject property, possessed by other property in the same class of district. (Section 305(c)(3)).

REQUIREMENT MET.

The C-3-O(SD) District is a densely-developed area of downtown. Few, if any, of the existing residential buildings in the area are in total compliance with the requirements of Section 140. Most residential buildings in the area contain dwelling units facing side yards similar to those proposed by the subject project.

Strict compliance with the Section 140 requirements would deny the Project Sponsor a substantial property right that is enjoyed by others in this same zoning district.

FINDING 4

That the granting of such variance will not be materially detrimental to the public welfare or materially injurious to the property or improvements in the vicinity. (Section 305(c)(3)).

REQUIREMENT MET.

The Section 140 requirement is intended to protect the residents of the project. The residents will be provided with an open space on the roof of the building, and all of the units will have adequate access to light and air. The Project is located immediately adjacent to the Transit Center Park, which will provide ample and easily accessible open space to residents.

The granting of the variance from Section 140 requirements will not negatively affect the public welfare or other property or improvements in the area because the project will benefit the neighborhood by replacing a parking lot with a mixed-use, walkable project appropriate for downtown San Francisco. The neighborhood will benefit as residents provide activity on the street at hours outside the traditional work week.

FINDING 5

The granting of such variance will be in harmony with the general purpose and intent of this Code and will not adversely affect the General Plan. (Section 305(c)(4)).

REQUIREMENT MET.

The proposal is consistent with the generally stated intent and purpose of the Planning Code to promote orderly and beneficial development. The proposal is in harmony with the Housing Element, Transportation Element and Downtown Area Plan of the General Plan because it will:

Construct a dense mixed use residential project on an underutilized property located in downtown San Francisco, adding dwelling units to the supply of housing, and have a positive effect on the neighborhood by increasing the number of residents in an area with many desirable urban characteristics and services, and access to local and regional transit.

VI. PROPOSITION M PRIORITY GENERAL PLAN POLICIES FINDINGS

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

The Project would have a positive effect on existing neighborhood-serving retail uses because it would bring additional residents to the neighborhood, thus increasing the customer base of existing neighborhood-serving retail. Moreover, the Project would not displace any existing neighborhood-serving retail uses.

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

The Project would not negatively affect the existing housing and neighborhood character. The Project would not displace any housing because the project site is currently an at-grade parking lot. The Project would improve the existing character of the neighborhood by removing this parking lot and replacing it with a mixed-use, walkable project.

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

The project will not displace any housing. The project will comply with the City's Inclusionary Affordable Housing Ordinance.

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

The Project would not impede MUNI transit service or overburden local streets or parking. The Project is at a location well-served by transit as it is located in a major transit corridor and would promote rather than impede the use of MUNI transit service. Future residents and employees of the Project could access both the existing MUNI rail and bus services. The Project also provides a minimum amount of off-street parking for future residents so that neighborhood parking will not be overburdened by the addition of new residents.

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

The Project would not negatively affect the industrial and service sectors because it is mixed-use in nature with a significant residential component. The project would not displace any existing industrial uses. The Project would also be consistent with the character of existing development in the neighborhood, which is characterized by office and residential high-rise buildings.

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

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

7. *That landmarks and historic buildings be preserved; and*

The project would not affect landmarks or historic buildings. The project site is currently improved with a parking lot.

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

The Project would not cast any significant new shadows on parks under the jurisdiction of the San Francisco Parks and Recreation Department.

VII. ESTIMATED CONSTRUCTION COSTS

TYPE OF APPLICATION

Variance

OCCUPANCY CLASSIFICATION

R-2, B

BUILDING TYPE

Type 1

TOTAL GROSS SQUARE FEET OF CONSTRUCTION

445,286 square feet

ESTIMATED CONSTRUCTION COST

\$150,000,000

ESTIMATE PREPARED BY

Chris Palermo


FEE ESTABLISHED

APPLICANT'S AFFIDAVIT

STATE OF CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO

Under penalty of perjury the following declarations are made:

- (a) The undersigned is the owner or authorized agent of the owner of this property.
- (b) The information presented is true and correct to the best of my knowledge.
- (c) I understand that other information or applications may be required.

Signed:  _____
(Applicant)

Date: 8/2/16

Name (print): Jim Abrams

Owner / Authorized Agent (circle one)

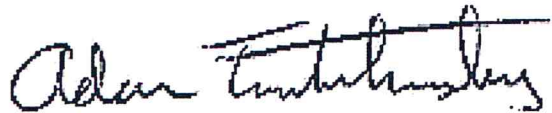
Mr. Adam Tartakovsky
Howard/First Property LLC
C/o Daisy Torres
2200 Biscayne Blvd
Miami, FL 33137

San Francisco Planning Department
1650 Mission Street
Suite 400
San Francisco, CA 94103

Dear San Francisco Planning Department:

I am an officer of Howard/First Property LLC, owner of the property at 524 Howard Street, San Francisco (the "Property"). This authorizes Jim Abrams of J. Abrams Law, P.C. to submit entitlement applications (including an application for a Downtown Project Authorization) to the San Francisco Planning Department for the proposed project at the Property.

Sincerely,

A handwritten signature in black ink, appearing to read "Adam Tartakovsky". The signature is written in a cursive style with a prominent horizontal line across the top of the letters.

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AFFIDAVIT

COMPLIANCE WITH THE INCLUSIONARY AFFORDABLE HOUSING PROGRAM

PLANNING CODE SECTION 415 & 419



San Francisco Planning

SAN FRANCISCO PLANNING DEPARTMENT
1650 MISSION STREET, SUITE 400
SAN FRANCISCO, CA 94103-2479
MAIN: (415) 558-6378 SFPLANNING.ORG

September 15, 2016

Date

I, Jim Abrams,
do hereby declare as follows:

Is this project an UMU project within the Eastern Neighborhoods Plan Area?

Yes No

(If yes, please indicate Affordable Housing Tier)

A The subject property is located at (address and block/lot):

524 Howard Street

Address

3721/ 013

Block / Lot

This project is exempt from the *Inclusionary Affordable Housing Program* because:

- This project is 100% affordable.
- This project is 100% student housing.

B The proposed project at the above address is subject to the *Inclusionary Affordable Housing Program*, Planning Code Section 415 and 419 et seq.

The Planning Case Number and/or Building Permit Number is:

2013.0882DNX

Planning Case Number

Building Permit Number

C This project will comply with the Inclusionary Affordable Housing Program by:

- Payment of the Affordable Housing Fee prior to the first construction document issuance (Planning Code Section 415.5).
- On-site Affordable Housing Alternative (Planning Code Sections 415.6).
- Off-site Affordable Housing Alternative (Planning Code Sections 415.7):
 - Small Sites Affordable Housing Alternative
- Land Dedication

This project requires the following approval:

- Planning Commission approval (e.g. Conditional Use Authorization, Large Project Authorization)
- This project is principally permitted.

The Current Planner assigned to my project within the Planning Department is:

Nicholas Foster

Planner Name

D If the project will comply with the Inclusionary Affordable Housing Program through an **On-site** or **Off-site Affordable Housing Alternative**, please fill out the following regarding how the project is eligible for an alternative.

- Ownership.** All affordable housing units will be sold as ownership units and will remain as ownership units for the life of the project.
- Rental.** Exemption from Costa Hawkins Rental Housing Act.¹ The Project Sponsor has demonstrated to the Department that the affordable units are not subject to the Costa Hawkins Rental Housing Act, under the exception provided in Civil Code Sections 1954.50 through one of the following:
 - Direct financial contribution from a public entity.
 - Development or density bonus, or other public form of assistance.
 - Development Agreement with the City. The Project Sponsor has entered into or has applied to enter into a Development Agreement with the City and County of San Francisco pursuant to Chapter 56 of the San Francisco Administrative Code and, as part of that Agreement, is receiving a direct financial contribution, development or density bonus, or other form of public assistance.

E The Project Sponsor acknowledges that failure to sell the affordable units as ownership units or to eliminate the on-site or off-site affordable ownership-only units at any time will require the Project Sponsor to:

- (1) Inform the Planning Department and the Mayor's Office of Housing and, if applicable, fill out a new affidavit;
- (2) Record a new Notice of Special Restrictions; and
- (3) Pay the Affordable Housing Fee plus applicable interest (using the fee schedule in place at the time that the units are converted from ownership to rental units) and any applicable penalties by law.

F Affordability Levels:

No. of Affordable Units:	% Affordable Units:	AMI Level:
50	15 %	55 %
No. of Affordable Units:	% Affordable Units:	AMI Level:

G The Project Sponsor must pay the Affordable Housing Fee in full sum to the Development Fee Collection Unit at the Department of Building Inspection for use by the Mayor's Office of Housing prior to the issuance of the first construction document.

H I am a duly authorized agent or owner of the subject property.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on this day in:

San Francisco, CA
Location

September 15, 2016
Date

Sign Here

Signature

Jim Abrams, attorney for project sponsor
Name (Print), Title

(415) 999-4402
Contact Phone Number

cc: Mayor's Office of Housing and
Community Development
Planning Department Case Docket

¹ California Civil Code Section 1954.50 and following.

UNIT MIX TABLES

Number of All Units in PRINCIPAL PROJECT:

TOTAL UNITS:	SRO / Group Housing:	Studios:	One-Bedroom Units:	Two-Bedroom Units:	Three (or more) Bedroom Units:

If you selected an On-site or Off-Site Alternative, please fill out the applicable section below. If using more than one AMI to satisfy the requirement, please submit a separate sheet for each AMI level.

On-site Affordable Housing Alternative (Planning Code Section 415.6): calculated at % of the unit total.

Number of Affordable Units to be Located ON-SITE:

TOTAL UNITS:	SRO / Group Housing:	Studios:	One-Bedroom Units:	Two-Bedroom Units:	Three (or more) Bedroom Units:
334		48	135	151	None

Off-site Affordable Housing Alternative (Planning Code Section 415.7): calculated at % of the unit total.

Number of Affordable Units to be Located OFF-SITE:

TOTAL UNITS:	SRO / Group Housing:	Studios:	One-Bedroom Units:	Two-Bedroom Units:	Three (or more) Bedroom Units:
Area of Dwellings in Principal Project (in sq. feet):		Off-Site Project Address:			
Area of Dwellings in Off-Site Project (in sq. feet):					
Off-Site Block/Lot(s):		Motion No. for Off-Site Project (if applicable):		Number of Market-Rate Units in the Off-site Project:	

Combination of payment of a fee, on-site affordable units, or off-site affordable units with the following distribution:

Indicate what percent of each option will be implemented (from 0% to 99%) and the number of on-site and/or off-site below market rate units for rent and/or for sale.

1. Fee % of affordable housing requirement.

2. On-Site % of affordable housing requirement.

Number of Affordable Units to be Located ON-SITE:

TOTAL UNITS:	SRO / Group Housing:	Studios:	One-Bedroom Units:	Two-Bedroom Units:	Three (or more) Bedroom Units:

3. Off-Site % of affordable housing requirement.

Number of Affordable Units to be Located OFF-SITE:

TOTAL UNITS:	SRO / Group Housing:	Studios:	One-Bedroom Units:	Two-Bedroom Units:	Three (or more) Bedroom Units:
Area of Dwellings in Principal Project (in sq. feet):		Off-Site Project Address:			
Area of Dwellings in Off-Site Project (in sq. feet):					
Off-Site Block/Lot(s):		Motion No. for Off-Site Project (if applicable):		Number of Market-Rate Units in the Off-site Project:	

Contact Information and Declaration of Sponsor of PRINCIPAL PROJECT

J. Abrams Law, P.C.

Company Name

Jim Abrams

Name (Print) of Contact Person

One Maritime Plaza, Suite 1900

Address

San Francisco, CA 94111

City, State, Zip

(415) 999-4402

Phone / Fax

jabrams@jabramslaw.com

Email

I hereby declare that the information herein is accurate to the best of my knowledge and that I intend to satisfy the requirements of Planning Code Section 415 as indicated above.

Sign Here

Signature:



Name (Print), Title:

Jim Abrams

Contact Information and Declaration of Sponsor of OFF-SITE PROJECT (If Different)

Company Name

Name (Print) of Contact Person

Address

City, State, Zip

Phone / Fax

Email

I hereby declare that the information herein is accurate to the best of my knowledge and that I intend to satisfy the requirements of Planning Code Section 415 as indicated above.

Sign Here

Signature:

Name (Print), Title:

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Free Recording Requested Pursuant to
Government Code Section 27383

When recorded, mail to:
San Francisco Planning Department
1650 Mission Street, Room 400
San Francisco, California 94103
Attn: Director

Lot 013 in Assessor's Block 3721

**AGREEMENT TO PROVIDE ON-SITE AFFORDABLE HOUSING UNITS
BETWEEN THE CITY AND COUNTY OF SAN FRANCISCO AND
HOWARD/FIRST PROPERTY LLC RELATIVE TO THE
DEVELOPMENT KNOWN AS 524 HOWARD STREET**

THIS AGREEMENT TO PROVIDE ON-SITE AFFORDABLE HOUSING UNITS (“Agreement”) dated for reference purposes only as of this ___ day of _____, 2016, is by and between the CITY AND COUNTY OF SAN FRANCISCO, a political subdivision of the State of California (the “City”), acting by and through its Planning Department, and Howard/First Property, LLC, a Delaware limited liability company (the “Developer”) with respect to the project approved for 524 Howard Street (the “Project”). City and Developer are also sometimes referred to individually as a “Party” and together as the “Parties.”

RECITALS

This Agreement is made with reference to the following facts:

A. Code Authorization. Chapter 4.3 of the California Government Code directs public agencies to grant concessions and incentives to private developers for the production of housing for lower income households. The Costa-Hawkins Rental Housing Act (California Civil Code Sections 1954.50 et seq., hereafter “Costa-Hawkins Act”) imposes limitations on the establishment of the initial and all subsequent rental rates for a dwelling unit with a certificate of occupancy issued after February 1, 1995, with exceptions, including an exception for dwelling units constructed pursuant to a contract with a public entity in consideration for a direct financial contribution or any other form of assistance specified in Chapter 4.3 of the California Government Code (Section 1954.52(b)). Pursuant to Civil Code Section 1954.52(b), the City’s Board of Supervisors has enacted as part of the Inclusionary Affordable Housing Program, Planning Code Section 415 et seq, procedures and requirements for entering into an agreement with a private developer to memorialize the concessions and incentives granted to the developer and to provide an exception to the Costa-Hawkins Act for the inclusionary units included in the developer’s project.

B. Property Subject to this Agreement. The property that is the subject of this Agreement consists of the real property in the City and County of San Francisco, California, at 524 Howard Street, Lot 013 in Assessor’s Block 3721 and located between 1st and 2nd Streets (hereinafter “Property”). The Property is more particularly described in Exhibit A attached hereto. The Property is owned in fee by Developer.

C. Development Proposal; Intent of the Parties. The Developer proposes to remove the existing surface parking lot and construct a new 48-story building containing approximately 334 dwelling units, approximately 3,800 gross square feet of retail space, a subterranean garage with up to and approximately 151 off-street parking spaces and 334 Class I bicycle parking spaces, and two loading spaces. The dwelling units would be offered as rental units and the inclusionary affordable housing would be provided on-site. The Project would fulfill its inclusionary affordable housing requirement by providing 15% of the dwelling units on-site (e.g., 50 below-market rate (BMR) units assuming that 334 dwelling units are constructed).

On _____, 2016, pursuant to Motion No. _____, the Planning Commission approved (i) Section 309 Review with Exceptions under Section 309 ("Section 309 Approval") from Planning Code requirements related to street wall base setbacks (pursuant to Planning Code section 132.1(c)(1)); tower separation requirements (pursuant to Planning Code Section 132.1); rear yard requirements (pursuant to Planning Code Section 134(d)); upper tower height extension in S bulk districts (pursuant to Planning Code Section 263.9); bulk requirements in S bulk district (pursuant to Planning Code Section 270); and modification of the comfort level wind speeds (pursuant to Planning Code Section 148). On _____, 2016, the Zoning Administrator granted a variance to the requirement for dwelling unit exposure (the "Variance").

The Section 309 Approval and the Variance are collectively referred to herein as the "Project Approvals". The dwelling units that are the subject of this Agreement are the Project's on-site inclusionary units representing fifteen percent (15%) of the Project's dwelling units (e.g., 50 inclusionary units assuming that 334 dwelling units are constructed) (the "Inclusionary Units"). The dwelling units in the Project that are not Inclusionary Units, representing eighty-five percent (85%) of the Project's dwelling units (e.g., 284 market units assuming that 334 dwelling units are constructed) are referred to herein as the "Market Rate Units". This Agreement is not intended to impose restrictions on the Market Rate Units or any portions of the Project other than the Inclusionary Units. The Parties acknowledge that this Agreement is entered into in consideration of the respective burdens and benefits of the Parties contained in this Agreement and in reliance on their agreements, representations and warranties.

D. Inclusionary Affordable Housing Program. The Inclusionary Affordable Housing Program, San Francisco Planning Code Section 415 et seq. (the "Affordable Housing Program") provides that developers of any housing project consisting of ten or more units to pay an Affordable Housing Fee, as defined therein. The Affordable Housing Program provides that developers may be eligible to meet the requirements of the program through the alternative means of entering into an agreement with the City and County of San Francisco pursuant to Chapter 4.3 of the California Government Code for concessions and incentives, pursuant to which the developer covenants to provide affordable on-site units as an alternative to payment of the Affordable Housing Fee to satisfy the requirements of the Affordable Housing Program and in consideration of the City's concessions and incentives.

E. Developer's Election to Provide On-Site Units. Developer has elected to enter into this Agreement to provide the Inclusionary Units in lieu of payment of the Affordable Housing Fee in satisfaction of its obligation under the Affordable Housing Program and to provide for an exception to the rent restrictions of the Costa-Hawkins Act for the Inclusionary Units only.

F. Compliance with All Legal Requirements. It is the intent of the Parties that all acts referred to in this Agreement shall be accomplished in such a way as to fully comply with the California Environmental Quality Act (Public Resources Code Section 21000 et seq., “CEQA”), Chapter 4.3 of the California Government Code, the Costa-Hawkins Act, the San Francisco Planning Code, and all other applicable laws and regulations.

G. Project’s Compliance with CEQA. Pursuant to CEQA, the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code, the potential significant environmental impacts associated with the Project were described and analyzed, and mitigation measures that would avoid or reduce those impacts to less than significant levels were discussed in the Community Plan Exemption Checklist and Certificate of Determination (the “CPE”) for the Project (Case No. 2013.0882ENV). The information in the CPE was considered by the Planning Department and the Planning Department adopted and published the CPE on _____, 2016, in accordance with Section 15183 of the CEQA Guidelines.

H. General Plan Findings. This Agreement is consistent with the objectives, policies, general land uses and programs specified in the General Plan and any applicable area or specific plan, and the Priority Policies enumerated in Planning Code Section 101.1, as set forth in Planning Commission Motions No. _____.

AGREEMENT

The Parties acknowledge the receipt and sufficiency of good and valuable consideration and agree as follows:

1. GENERAL PROVISIONS

1.1 Incorporation of Recitals and Exhibits. The preamble paragraph, Recitals, and Exhibits, and all defined terms contained therein, are hereby incorporated into this Agreement as if set forth in full.

2. CITY’S DENSITY BONUS AND CONCESSIONS AND INCENTIVES FOR THE INCLUSIONARY UNITS.

2.1 Exceptions, Concessions and Incentives. The Developer has received the following exceptions, concessions and incentives for the production of the Inclusionary Units on-site.

2.1.1 Project Approvals and Density Bonus. The Project Approvals included the Section 309 Approval to provide concessions and incentives to the Developer including related to street wall base setbacks (pursuant to Planning Code section 132.1(c)(1)), tower separation requirements (pursuant to Planning Code Section 132.1); rear yard requirements (pursuant to Planning Code Section 134(d)); upper tower height extension in S bulk districts (pursuant to Planning Code Section 263.9); bulk requirements in S bulk district (pursuant to Planning Code Section 270); and modification of the comfort level wind speeds (pursuant to Planning Code Section 148). The Project Approvals also include a Variance to permit dwelling units that do not meet the dwelling unit exposure requirements of Planning Code Section 140.

2.1.2 Waiver of Affordable Housing Fee. The City hereby determines that the Developer has satisfied the requirements of the Affordable Housing Program by covenanting to provide the Inclusionary Units on-site, as provided in Section 3.1, and accordingly hereby waives the obligation of the Developer to pay the Affordable Housing Fee. The City would not be willing to enter into this Agreement and waive the Affordable Housing Fee without the understanding and agreement that Costa-Hawkins Act provisions set forth in California Civil Code section 1954.52(a) do not apply to the Inclusionary Units as a result of the exemption set forth in California Civil Code section 1954.52(b). Upon completion of the Project and identification of the Inclusionary Units, Developer agrees to record a notice of restriction against the Inclusionary Units in the form required by the Affordable Housing Program.

2.2 Costa-Hawkins Act Inapplicable to Inclusionary Units Only.

2.2.1 Inclusionary Units. The parties acknowledge that, under Section 1954.52(b) of the Costa-Hawkins Act, the Inclusionary Units are not subject to the Costa Hawkins Act. Through this Agreement, Developer hereby enters into an agreement with a public entity in consideration for forms of concessions and incentives specified in California Government Code Sections 65915 et seq. The concessions and incentives are comprised of, but not limited to, the concessions and incentives set forth in Section 2.1.

2.2.2 Market Rate Units. The Parties hereby agree and acknowledge that this Agreement does not alter in any manner the way that the Costa-Hawkins Act or any other law, including the City's Rent Stabilization and Arbitration Ordinance (Chapter 37 of the San Francisco Administrative Code) apply to the Market Rate Units.

3. **COVENANTS OF DEVELOPER**

3.1 On-Site Inclusionary Affordable Units. In consideration of the concessions and incentives set forth in Section 2.1 and in accordance with the terms and conditions set forth in the Affordable Housing Program and the Project Approvals, upon Developer obtaining its first certificate of occupancy for the Project, Developer shall provide fifteen percent (15%) of the dwelling units as on-site Inclusionary Units in lieu of payment of the Affordable Housing Fee. For example, based on the contemplated total of 334 units comprising the Project, a total of 50 Inclusionary Units would be required in the aggregate for the entire Project in lieu of payment of the Affordable Housing Fee.

3.2 Developer's Waiver of Rights Under the Costa-Hawkins Act Only as to the Inclusionary Units. The Parties acknowledge that under the Costa-Hawkins Act, the owner of newly constructed residential real property may establish the initial and all subsequent rental rates for dwelling units in the property without regard to the City's Residential Rent Stabilization and Arbitration Ordinance (Chapter 37 of the San Francisco Administrative Code). The Parties also understand and agree that the Costa-Hawkins Act does not and in no way shall limit or otherwise affect the restriction of rental charges for the Inclusionary Units because this Agreement falls within an express exception to the Costa-Hawkins Act as a contract with a public entity in consideration for a direct financial contribution or other forms of assistance specified in Chapter 4.3 (commencing with section 65915) of Division 1 of Title 7 of the California Government Code including but not limited to the density bonus, concessions and incentives specified in Section 2.

Developer acknowledges that the density bonus and concessions and incentives result in identifiable and actual cost reductions to the Project. Should the Inclusionary Units be deemed subject to the Costa-Hawkins Act, as a material part of the consideration for entering into this Agreement, Developer, on behalf of itself and all its successors and assigns to this Agreement, hereby expressly waives, now and forever, any and all rights it may have under the Costa-Hawkins Act with respect only to the Inclusionary Units (but only the Inclusionary Units and not as to the Market Rate Units) consistent with Section 3.1 of this Agreement. Without limiting the foregoing, Developer, on behalf of itself and all successors and assigns to this Agreement, agrees not to bring any legal or other action against City seeking application of the Costa-Hawkins Act to the Inclusionary Units for so long as the Inclusionary Units are subject to the restriction on rental rates pursuant to the Affordable Housing Program. The Parties understand and agree that the City would not be willing to enter into this Agreement without the waivers and agreements set forth in this Section 3.2.

3.3 Developer's Waiver of Right to Seek Waiver of Affordable Housing Program. Developer specifically agrees to be bound by all of the provisions of the Affordable Housing Program applicable to on-site inclusionary units with respect to the Inclusionary Units. Developer covenants and agrees that it will not seek a waiver of the provisions of the Affordable Housing Program applicable to the Inclusionary Units.

3.4 No Obligation to Construct. By entering into this Agreement, Developer is not assuming any obligation to construct the Project, and the covenants of Developer hereunder become operative only in the event Developer elects to proceed with construction of the Project.

4. MUTUAL OBLIGATIONS

4.1 Good Faith and Fair Dealing. The Parties shall cooperate with each other and act in good faith in complying with the provisions of this Agreement and implementing the Project Approvals.

4.2 Other Necessary Acts. Each Party shall execute and deliver to the other all further instruments and documents as may be reasonably necessary to carry out this Agreement, the Project Approvals, the Affordable Housing Program (as applied to the Inclusionary Units) and applicable law in order to provide and secure to each Party the full and complete enjoyment of its rights and privileges hereunder.

4.3 Effect of Future Changes to Affordable Housing Program. The City hereby acknowledges and agrees that, in the event that the City adopts changes to the Affordable Housing Program after the date this Agreement is executed by both Parties, nothing in this Agreement shall be construed to limit or prohibit any rights Developer may have to modify Project requirements with respect to the Inclusionary Units to the extent permitted by such changes to the Affordable Housing Program.

5. DEVELOPER REPRESENTATIONS, WARRANTIES AND COVENANTS.

5.1 Interest of Developer. Developer represents that it is the legal and equitable fee owner of the Property, that it has the power and authority to bind all other persons with legal or equitable interest in the Inclusionary Units to the terms of this Agreement, and that all other

persons holding legal or equitable interest in the Inclusionary Units are to be bound by this Agreement. Developer is a limited liability company, duly organized and validly existing and in good standing under the laws of the State of Delaware. Developer has all requisite power and authority to own property and conduct business as presently conducted. Developer has made all filings and is in good standing in the State of California.

5.2 No Conflict With Other Agreements; No Further Approvals; No Suits. Developer warrants and represents that it is not a party to any other agreement that would conflict with the Developer's obligations under this Agreement. Neither Developer's articles of organization, bylaws, or operating agreement, as applicable, nor any other agreement or law in any way prohibits, limits or otherwise affects the right or power of Developer to enter into and perform all of the terms and covenants of this Agreement. No consent, authorization or approval of, or other action by, and no notice to or filing with, any governmental authority, regulatory body or any other person is required for the due execution, delivery and performance by Developer of this Agreement or any of the terms and covenants contained in this Agreement. To Developer's knowledge, there are no pending or threatened suits or proceedings or undischarged judgments affecting Developer or any of its members before any court, governmental agency, or arbitrator which might materially adversely affect Developer's business, operations, or assets or Developer's ability to perform under this Agreement.

5.3 No Inability to Perform; Valid Execution. Developer warrants and represents that it has no knowledge of any inability to perform its obligations under this Agreement. The execution and delivery of this Agreement and the agreements contemplated hereby by Developer have been duly and validly authorized by all necessary action. This Agreement will be a legal, valid and binding obligation of Developer, enforceable against Developer in accordance with its terms.

5.4 Conflict of Interest. Through its execution of this Agreement, the Developer acknowledges that it is familiar with the provisions of Section 15.103 of the City's Charter, Article III, Chapter 2 of the City's Campaign and Governmental Conduct Code, and Section 87100 et seq. and Section 1090 et seq. of the California Government Code, and certifies that it does not know of any facts which constitute a violation of said provisions and agrees that it will immediately notify the City if it becomes aware of any such fact during the term of this Agreement.

5.5 Notification of Limitations on Contributions. Through execution of this Agreement, the Developer acknowledges that it is familiar with Section 1.126 of City's Campaign and Governmental Conduct Code, which prohibits any person who contracts with the City, whenever such transaction would require approval by a City elective officer or the board on which that City elective officer serves, from making any campaign contribution to the officer at any time from the commencement of negotiations for the contract until three (3) months after the date the contract is approved by the City elective officer or the board on which that City elective officer serves. San Francisco Ethics Commission Regulation 1.126-1 provides that negotiations are commenced when a prospective contractor first communicates with a City officer or employee about the possibility of obtaining a specific contract. This communication may occur in person, by telephone or in writing, and may be initiated by the prospective contractor or a City officer or employee. Negotiations are completed when a contract is finalized and signed by the City and the

contractor. Negotiations are terminated when the City and/or the prospective contractor end the negotiation process before a final decision is made to award the contract.

5.6 Nondiscrimination. In the performance of this Agreement, Developer agrees not to discriminate on the basis of the fact or perception of a person's, race, color, creed, religion, national origin, ancestry, age, height, weight, sex, sexual orientation, gender identity, domestic partner status, marital status, disability or Acquired Immune Deficiency Syndrome or HIV status (AIDS/HIV status), or association with members of such protected classes, or in retaliation for opposition to discrimination against such classes, against any City employee, employee of or applicant for employment with the Developer, or against any bidder or contractor for public works or improvements, or for a franchise, concession or lease of property, or for goods or services or supplies to be purchased by the Developer. A similar provision shall be included in all subordinate agreements let, awarded, negotiated or entered into by the Developer for the purpose of implementing this Agreement.

6. AMENDMENT; TERMINATION

6.1 Amendment or Termination. Except as provided in Sections 6.2 (Automatic Termination) and 8.3 (Remedies for Default), this Agreement may only be amended or terminated with the mutual written consent of the Parties.

6.1.1 Amendment Exemptions. No amendment of a Project Approval shall require an amendment to this Agreement. Upon approval, any such matter shall be deemed to be incorporated automatically into the Project and this Agreement (subject to any conditions set forth in the amendment). Notwithstanding the foregoing, in the event of any direct conflict between the terms of this Agreement and any amendment to a Project Approval, then the terms of this Agreement shall prevail and any amendment to this Agreement shall be accomplished as set forth in Section 6.1 above.

6.2 Automatic Termination. This Agreement shall automatically terminate in the event that the Inclusionary Units are no longer subject to regulation as to the rental rates of the Inclusionary Units and/or the income level of households eligible to rent the Inclusionary Units under the Affordable Housing Program, or successor program.

7. TRANSFER OR ASSIGNMENT; RELEASE; RIGHTS OF MORTGAGEES; CONSTRUCTIVE NOTICE

7.1 Agreement Runs With The Land. Developer may assign or transfer its duties and obligations under this Agreement to another entity, provided such entity is the legal and equitable fee owner of the Property ("Transferee"). As provided in Section 9.2, this Agreement runs with the land and any Transferee will be bound by all of the terms and conditions of this Agreement.

7.2 Rights of Developer. The provisions in this Section 7 shall not be deemed to prohibit or otherwise restrict Developer from (i) granting easements or licenses to facilitate development of the Property, (ii) encumbering the Property or any portion of the improvements thereon by any mortgage, deed of trust, or other device securing financing with respect to the Property or Project, (iii) granting a leasehold interest in all or any portion of the Property, or (iv) transferring all or a portion of the Property pursuant to a sale, transfer pursuant to foreclosure,

conveyance in lieu of foreclosure, or other remedial action in connection with a mortgage. None of the terms, covenants, conditions, or restrictions of this Agreement or the other Project Approvals shall be deemed waived by City by reason of the rights given to the Developer pursuant to this Section 7.2. Furthermore, although the Developer initially intends to operate the Project on a rental basis, nothing in this Agreement shall prevent Developer from later selling all or part of the Project on a condominium basis, provided that such sale is permitted by, and complies with, all applicable City and State laws including, but not limited to, with respect to any inclusionary units, the City Procedures for sale of inclusionary units under the Affordable Housing Program.

7.3 Developer's Responsibility for Performance. If Developer transfers or assigns all or any portion of the Property or any interest therein to any other person or entity, Developer shall continue to be responsible for performing the obligations under this Agreement as to the transferred property interest until such time as there is delivered to the City a legally binding agreement pursuant to which the Transferee assumes and agrees to perform Developer's obligations under this Agreement from and after the date of transfer of the Property (or an interest therein) to the Transferee (an "Assignment and Assumption Agreement"). The City is entitled to enforce each and every such obligation assumed by the Transferee directly against the Transferee as if the Transferee were an original signatory to this Agreement with respect to such obligation. Accordingly, in any action by the City against a Transferee to enforce an obligation assumed by the Transferee, the Transferee shall not assert any defense against the City's enforcement of performance of such obligation that is attributable to Developer's breach of any duty or obligation to the Transferee arising out of the transfer or assignment, the Assignment and Assumption Agreement, the purchase and sale agreement, or any other agreement or transaction between the Developer and the Transferee. The transferor Developer shall remain responsible for the performance of all of its obligations under the Agreement only for the period prior to the date of transfer, and shall remain liable to the City for any failure to perform such obligations only for the period prior to the date of the transfer.

7.4 Release Upon Transfer or Assignment. Upon the Developer's transfer or assignment of all or a portion of the Property or any interest therein, including the Developer's rights and interests under this Agreement, the Developer shall be released from any obligations required to be performed from and after the date of transfer under this Agreement with respect to the portion of the Property so transferred; provided, however, that (i) the Developer is not then in default under this Agreement and (ii) the Transferee executes and delivers to the City the legally binding Assignment and Assumption Agreement. Following any transfer, in accordance with the terms of this Section 7, a default under this Agreement by the Transferee shall not constitute a default by the Developer under this Agreement and shall have no effect upon the Developer's rights under this Agreement as to the remaining portions of the Property owned by the Developer. Further, a default under this Agreement by the Developer as to any portion of the Property not transferred or a default under this Agreement by the Developer prior to the date of transfer shall not constitute a default by the Transferee and shall not affect any of Transferee's rights under this Agreement.

7.5 Rights of Mortgagees; Not Obligated to Construct; Right to Cure Default.

7.5.1 Notwithstanding anything to the contrary contained in this Agreement (including without limitation those provisions that are or are intended to be covenants running with

the land), a mortgagee or beneficiary under a deed of trust, including any mortgagee or beneficiary who obtains title to the Property or any portion thereof as a result of foreclosure proceedings or conveyance or other action in lieu thereof, or other remedial action, ("Mortgagee") shall not be obligated under this Agreement to construct or complete the Inclusionary Units required by this Agreement or to guarantee their construction or completion solely because the Mortgagee holds a mortgage or other interest in the Property or this Agreement. The foregoing provisions shall not be applicable to any other party who, after such foreclosure, conveyance, or other action in lieu thereof, or other remedial action, obtains title to the Property or a portion thereof from or through the Mortgagee or any other purchaser at a foreclosure sale other than the Mortgagee itself. A breach of any obligation secured by any mortgage or other lien against the mortgaged interest or a foreclosure under any mortgage or other lien shall not by itself defeat, diminish, render invalid or unenforceable, or otherwise impair the obligations or rights of the Developer under this Agreement.

7.5.2 Subject to the provisions of the first sentence of Section 7.5.1, any person, including a Mortgagee, who acquires title to all or any portion of the mortgaged property by foreclosure, trustee's sale, deed in lieu of foreclosure, or otherwise shall succeed to all of the rights and obligations of the Developer under this Agreement and shall take title subject to all of the terms and conditions of this Agreement. Nothing in this Agreement shall be deemed or construed to permit or authorize any such holder to devote any portion of the Property to any uses, or to construct any improvements, other than the uses and improvements provided for or authorized by the Project Approvals and this Agreement.

7.5.3 If City receives a written notice from a Mortgagee or from Developer requesting a copy of any notice of default delivered to Developer and specifying the address for service thereof, then City shall deliver to such Mortgagee, concurrently with service thereon to Developer, any notice of default delivered to Developer under this Agreement. In accordance with Section 2924 of the California Civil Code, City hereby requests that a copy of any notice of default and a copy of any notice of sale under any mortgage or deed of trust be mailed to the City at the address shown on the first page of this Agreement for recording, provided that no Mortgagee or trustee under a deed of trust shall incur any liability to the City for any failure to give any such notice of default or notice of sale except to the extent the City records a request for notice of default and notice of sale in compliance with Section 2924b of the California Civil Code (a "Request for Special Notice") with respect to a specific mortgage or deed of trust and the Mortgagee or trustee fails to give any notice required under Section 2924b of the California Civil Code as a result of the recordation of a Request for Special Notice.

7.5.4 A Mortgagee shall have the right, at its option, to cure any default or breach by the Developer under this Agreement within the same time period as Developer has to remedy or cause to be remedied any default or breach, plus an additional period of (i) thirty (30) calendar days to cure a default or breach by the Developer to pay any sum of money required to be paid hereunder and (ii) ninety (90) days to cure or commence to cure a non-monetary default or breach and thereafter to pursue such cure diligently to completion; provided that if the Mortgagee cannot cure a non-monetary default or breach without acquiring title to the Property, then so long as Mortgagee is diligently pursuing foreclosure of its mortgage or deed of trust, Mortgagee shall have until ninety (90) days after completion of such foreclosure to cure such non-monetary default or breach. Mortgagee may add the cost of such cure to the indebtedness or other obligation evidenced

by its mortgage, provided that if the breach or default is with respect to the construction of the improvements on the Property, nothing contained in this Section or elsewhere in this Agreement shall be deemed to permit or authorize such Mortgagee, either before or after foreclosure or action in lieu thereof or other remedial measure, to undertake or continue the construction or completion of the improvements (beyond the extent necessary to conserve or protect improvements or construction already made) without first having expressly assumed the obligation to the City, by written agreement reasonably satisfactory to the City, to complete in the manner provided in this Agreement the improvements on the Property or the part thereof to which the lien or title of such Mortgagee relates. Notwithstanding a Mortgagee's agreement to assume the obligation to complete in the manner provided in this Agreement the improvements on the Property or the part thereof acquired by such Mortgagee, the Mortgagee shall have the right to abandon completion of the improvement at any time thereafter.

7.5.5 If at any time there is more than one mortgage constituting a lien on any portion of the Property, the lien of the Mortgagee prior in lien to all others on that portion of the mortgaged property shall be vested with the rights under this Section 7.5 to the exclusion of the holder of any junior mortgage; provided that if the holder of the senior mortgage notifies the City that it elects not to exercise the rights sets forth in this Section 7.5, then each holder of a mortgage junior in lien in the order of priority of their respective liens shall have the right to exercise those rights to the exclusion of junior lien holders. Neither any failure by the senior Mortgagee to exercise its rights under this Agreement nor any delay in the response of a Mortgagee to any notice by the City shall extend Developer's or any Mortgagee's rights under this Section 7.5. For purposes of this Section 7.5, in the absence of an order of a court of competent jurisdiction that is served on the City, a then current title report of a title company licensed to do business in the State of California and having an office in the City setting forth the order of priority of lien of the mortgages shall be reasonably relied upon by the City as evidence of priority.

7.6 Constructive Notice. Every person or entity who now or hereafter owns or acquires any right, title or interest in or to any portion of the Project or the Property is and shall be constructively deemed to have consented and agreed to every provision contained herein, whether or not any reference to this Agreement is contained in the instrument by which such person acquired an interest in the Project or the Property.

8. ENFORCEMENT OF AGREEMENT; REMEDIES FOR DEFAULT; DISPUTE RESOLUTION

8.1 Enforcement. The only parties to this Agreement are the City and the Developer. This Agreement is not intended, and shall not be construed, to benefit or be enforceable by any other person or entity whatsoever.

8.2 Default. For purposes of this Agreement, the following shall constitute a default under this Agreement: the failure to perform or fulfill any material term, provision, obligation, or covenant hereunder and the continuation of such failure for a period of thirty (30) calendar days following a written notice of default and demand for compliance; provided, however, if a cure cannot reasonably be completed within thirty (30) days, then it shall not be considered a default if a cure is commenced within said 30-day period and diligently prosecuted to completion thereafter, but in no event later than one hundred twenty (120) days.

8.3 Remedies for Default. In the event of an uncured default under this Agreement, the remedies available to a Party shall include specific performance of the Agreement in addition to any other remedy available at law or in equity. In addition, the non-defaulting Party may terminate this Agreement subject to the provisions of this Section 8 by sending a Notice of Intent to Terminate to the other Party setting forth the basis for the termination. The Agreement will be considered terminated effective upon receipt of a Notice of Termination. The Party receiving the Notice of Termination may take legal action available at law or in equity if it believes the other Party's decision to terminate was not legally supportable.

8.4 No Waiver. Failure or delay in giving notice of default shall not constitute a waiver of default, nor shall it change the time of default. Except as otherwise expressly provided in this Agreement, any failure or delay by a Party in asserting any of its rights or remedies as to any default shall not operate as a waiver of any default or of any such rights or remedies; nor shall it deprive any such Party of its right to institute and maintain any actions or proceedings that it may deem necessary to protect, assert, or enforce any such rights or remedies.

9. MISCELLANEOUS PROVISIONS

9.1 Entire Agreement. This Agreement, including the preamble paragraph, Recitals and Exhibits, constitute the entire understanding and agreement between the Parties with respect to the subject matter contained herein.

9.2 Binding Covenants; Run With the Land. From and after recordation of this Agreement, all of the provisions, agreements, rights, powers, standards, terms, covenants and obligations contained in this Agreement shall be binding upon the Parties, and their respective heirs, successors (by merger, consolidation, or otherwise) and assigns, and all persons or entities acquiring the Property, any lot, parcel or any portion thereof, or any interest therein, whether by sale, operation of law, or in any manner whatsoever, and shall inure to the benefit of the Parties and their respective heirs, successors (by merger, consolidation or otherwise) and assigns. Regardless of whether the procedures in Section 7 are followed, all provisions of this Agreement shall be enforceable during the term hereof as equitable servitudes and constitute covenants and benefits running with the land pursuant to applicable law, including but not limited to California Civil Code Section 1468.

9.3 Applicable Law and Venue. This Agreement has been executed and delivered in and shall be interpreted, construed, and enforced in accordance with the laws of the State of California. All rights and obligations of the Parties under this Agreement are to be performed in the City and County of San Francisco, and such City and County shall be the venue for any legal action or proceeding that may be brought, or arise out of, in connection with or by reason of this Agreement.

9.4 Construction of Agreement. The Parties have mutually negotiated the terms and conditions of this Agreement and its terms and provisions have been reviewed and revised by legal counsel for both the City and Developer. Accordingly, no presumption or rule that ambiguities shall be construed against the drafting Party shall apply to the interpretation or enforcement of this Agreement. Language in this Agreement shall be construed as a whole and in accordance with its true meaning. The captions of the paragraphs and subparagraphs of this Agreement are for

convenience only and shall not be considered or referred to in resolving questions of construction. Each reference in this Agreement to this Agreement or any of the Project Approvals shall be deemed to refer to the Agreement or the Project Approval as it may be amended from time to time pursuant to the provisions of the Agreement, whether or not the particular reference refers to such possible amendment.

9.5 Project Is a Private Undertaking; No Joint Venture or Partnership.

9.5.1 The development proposed to be undertaken by Developer on the Property is a private development. The City has no interest in, responsibility for, or duty to third persons concerning any of said improvements. The Developer shall exercise full dominion and control over the Property, subject only to the limitations and obligations of the Developer contained in this Agreement or in the Project Approvals.

9.5.2 Nothing contained in this Agreement, or in any document executed in connection with this Agreement, shall be construed as creating a joint venture or partnership between the City and the Developer. Neither Party is acting as the agent of the other Party in any respect hereunder. The Developer is not a state or governmental actor with respect to any activity conducted by the Developer hereunder.

9.6 Signature in Counterparts. This Agreement may be executed in duplicate counterpart originals, each of which is deemed to be an original, and all of which when taken together shall constitute one and the same instrument.

9.7 Time of the Essence. Time is of the essence in the performance of each and every covenant and obligation to be performed by the Parties under this Agreement.

9.8 Notices. Any notice or communication required or authorized by this Agreement shall be in writing and may be delivered personally or by registered mail, return receipt requested. Notice, whether given by personal delivery or registered mail, shall be deemed to have been given and received upon the actual receipt by any of the addressees designated below as the person to whom notices are to be sent. Either Party to this Agreement may at any time, upon written notice to the other Party, designate any other person or address in substitution of the person and address to which such notice or communication shall be given. Such notices or communications shall be given to the Parties at their addresses set forth below:

To City:

John Rahaim
Director of Planning
San Francisco Planning Department
1650 Mission Street
San Francisco, California 94102

with a copy to:

Dennis J. Herrera, Esq.
City Attorney

City Hall, Room 234
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102
Attn: Evan A. Gross, Dep. City Attorney

To Developer:

Howard/First Property LLC
Attn: Michael Sheitelman
c/o Crescent Heights
2200 Biscayne Blvd
Miami, FL 33137
Telephone: (305) 374-5700

and a copy to:

Jim Abrams
J. Abrams Law, P.C.
One Maritime Plaza Suite 1900
San Francisco, CA 94111
Telephone: (415) 999-4402

9.9 Severability. If any term, provision, covenant, or condition of this Agreement is held by a court of competent jurisdiction to be invalid, void, or unenforceable, the remaining provisions of this Agreement shall continue in full force and effect unless enforcement of the remaining portions of the Agreement would be unreasonable or grossly inequitable under all the circumstances or would frustrate the purposes of this Agreement.

9.10 MacBride Principles. The City urges companies doing business in Northern Ireland to move toward resolving employment inequities and encourages them to abide by the MacBride Principles as expressed in San Francisco Administrative Code Section 12F.1 et seq. The City also urges San Francisco companies to do business with corporations that abide by the MacBride Principles. Developer acknowledges that it has read and understands the above statement of the City concerning doing business in Northern Ireland.

9.11 Tropical Hardwood and Virgin Redwood. The City urges companies not to import, purchase, obtain or use for any purpose, any tropical hardwood, tropical hardwood wood product, virgin redwood, or virgin redwood wood product.

9.12 Sunshine. The Developer understands and agrees that under the City's Sunshine Ordinance (San Francisco Administrative Code, Chapter 67) and the State Public Records Law (Gov't Code Section 6250 et seq.), this Agreement and any and all records, information, and materials submitted to the City hereunder are public records subject to public disclosure.

9.13 Effective Date. This Agreement will become effective on the date that the last Party duly executes and delivers this Agreement.

[Signature page follows]

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement as of the day and year first above written.

CITY

CITY AND COUNTY OF SAN FRANCISCO,
a municipal corporation

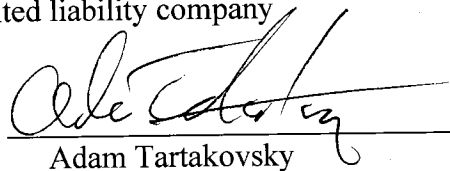
By: _____
John Rahaim
Director of Planning

Approved as to form:
Dennis J. Herrera, City Attorney

By:  _____
Deputy City Attorney

DEVELOPER

HOWARD/ FIRST PROPERTY LLC, a Delaware limited liability company

By:  _____
Adam Tartakovsky
President

CALIFORNIA ALL-PURPOSE
CERTIFICATE OF ACKNOWLEDGEMENT

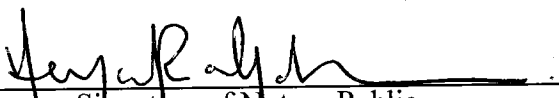
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of San Francisco

On October 7, 2016 before me, Hevanya Ram Gardeen,
Notary Public, personally appeared Adam Tartakovsky, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

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

WITNESS my hand and official seal.


Signature of Notary Public

(Notary Seal)



CALIFORNIA ALL-PURPOSE
CERTIFICATE OF ACKNOWLEDGEMENT

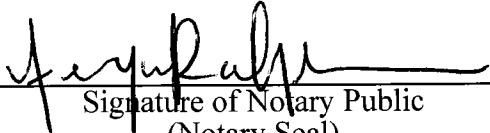
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of San Francisco

On October 7, 2016 before me, Hevanya Ram Gardeen,
Notary Public, personally appeared Adam Tartakovsky,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

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

WITNESS my hand and official seal.



Signature of Notary Public
(Notary Seal)



EXHIBIT A

Legal Description of Property

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

Commencing at a point on the northwesterly line of Howard Street, distant thereon 200 feet southwesterly from the southwesterly line of 1st Street; running thence southwesterly along the said northwesterly line of Howard Street 74 feet, 10 inches; thence at a right angle northwesterly 85 feet; thence at a right angle southwesterly 11 feet, 8 inches; thence at a right angle northwesterly 80 feet to the southeasterly line of Natoma Street; thence at a right angle northeasterly along said southeasterly line of Natoma Street 73 feet, 10 inches; thence at a right angle southeasterly 80 feet; thence at a right angle northeasterly 12 feet, 8 inches; thence at a right angle southeasterly 85 feet to the said northwesterly line of Howard Street and the point of commencement.

Being a portion of 100 Vara Block No. 347.

APN: Lot 013; Block 3721
Property Address: 524 Howard Street, San Francisco, CA

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SAN FRANCISCO
PLANNING
DEPARTMENT

AFFIDAVIT FOR FIRST SOURCE HIRING PROGRAM

Administrative Code

Chapter 83

1650 Mission Street, Suite 400 • San Francisco CA 94103-2479 • 415.558.6378 • <http://www.sfplanning.org>

Section 1: Project Information

PROJECT ADDRESS		BLOCK/LOT(S)	
524 Howard Street, San Francisco, CA		3721/013	
BUILDING PERMIT APPLICATION NO.	CASE NO. (IF APPLICABLE)	MOTION NO. (IF APPLICABLE)	
	2013.0882DNX		
PROJECT SPONSOR	MAIN CONTACT	PHONE	
Howard First Property LLC	Adam Tartakovsky	415-989-1045	
ADDRESS			
530 Bush Street, Suite 800			
CITY, STATE, ZIP		EMAIL	
San Francisco, CA 94108		ATartakovsky@crescentheights.com	
ESTIMATED RESIDENTIAL UNITS	ESTIMATED SQ FT COMMERCIAL SPACE	ESTIMATED HEIGHT/FLOORS	ESTIMATED CONSTRUCTION COST
334	7,565	48	\$150,000,000
ANTICIPATED START DATE			
January 2018			

Section 2: First Source Hiring Program Verification

CHECK ALL BOXES APPLICABLE TO THIS PROJECT	
<input type="checkbox"/>	Project is wholly Residential
<input type="checkbox"/>	Project is wholly Commercial
<input checked="" type="checkbox"/>	Project is Mixed Use
<input checked="" type="checkbox"/>	A: The project consists of ten (10) or more residential units;
<input type="checkbox"/>	B: The project consists of 25,000 square feet or more gross commercial floor area.
<input type="checkbox"/>	C: Neither 1A nor 1B apply.
NOTES:	
<ul style="list-style-type: none"> • If you checked C, this project is <u>NOT</u> subject to the First Source Hiring Program. Sign Section 4: Declaration of Sponsor of Project and submit to the Planning Department. • If you checked A or B, your project <u>IS</u> subject to the First Source Hiring Program. Please complete the reverse of this document, sign, and submit to the Planning Department prior to any Planning Commission hearing. If principally permitted, Planning Department approval of the Site Permit is required for all projects subject to Administrative Code Chapter 83. • For questions, please contact OEWD's CityBuild program at CityBuild@sfgov.org or (415) 701-4848. For more information about the First Source Hiring Program visit www.workforcedevelopmentsf.org • If the project is subject to the First Source Hiring Program, you are required to execute a Memorandum of Understanding (MOU) with OEWD's CityBuild program prior to receiving construction permits from Department of Building Inspection. 	

Continued...

Section 3: First Source Hiring Program – Workforce Projection

Per Section 83.11 of Administrative Code Chapter 83, it is the developer’s responsibility to complete the following information to the best of their knowledge.


Provide the estimated number of employees from each construction trade to be used on the project, indicating how many are entry and/or apprentice level as well as the anticipated wage for these positions.

Check the anticipated trade(s) and provide accompanying information (Select all that apply):

TRADE/CRAFT	ANTICIPATED JOURNEYMAN WAGE	# APPRENTICE POSITIONS	# TOTAL POSITIONS	TRADE/CRAFT	ANTICIPATED JOURNEYMAN WAGE	# APPRENTICE POSITIONS	# TOTAL POSITIONS
Abatement Laborer	Wages and number of positions to be determined at a later date			Laborer			
Boilermaker				Operating Engineer			
Bricklayer				Painter			
Carpenter				Pile Driver			
Cement Mason				Plasterer			
Drywaller/Latherer				Plumber and Pipefitter			
Electrician				Roofer/Water proofer			
Elevator Constructor				Sheet Metal Worker			
Floor Coverer				Sprinkler Fitter			
Glazier				Taper			
Heat & Frost Insulator				Tile Layer/ Finisher			
Ironworker				Other:			
TOTAL:			TBD	TOTAL:			TBD

- | | | |
|--|-------------------------------------|--------------------------|
| | YES | NO |
| 1. Will the anticipated employee compensation by trade be consistent with area Prevailing Wage? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 2. Will the awarded contractor(s) participate in an apprenticeship program approved by the State of California’s Department of Industrial Relations? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 3. Will hiring and retention goals for apprentices be established? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 4. What is the estimated number of local residents to be hired? | TBD | |

Section 4: Declaration of Sponsor of Principal Project

PRINT NAME AND TITLE OF AUTHORIZED REPRESENTATIVE	EMAIL	PHONE NUMBER
Adam Tartakovsky, Vice President	ATartakovsky@crescentheights.com	415-989-1045
I HEREBY DECLARE THAT THE INFORMATION PROVIDED HEREIN IS ACCURATE TO THE BEST OF MY KNOWLEDGE AND THAT I COORDINATED WITH OEWD’S CITYBUILD PROGRAM TO SATISFY THE REQUIREMENTS OF ADMINISTRATIVE CODE CHAPTER 83.		
 (SIGNATURE OF AUTHORIZED REPRESENTATIVE)	9-16-2016 (DATE)	

FOR PLANNING DEPARTMENT STAFF ONLY: PLEASE EMAIL AN ELECTRONIC COPY OF THE COMPLETED AFFIDAVIT FOR FIRST SOURCE HIRING PROGRAM TO OEWD’S CITYBUILD PROGRAM AT CITYBUILD@SFGOV.ORG

Cc: Office of Economic and Workforce Development, CityBuild
 Address: 1 South Van Ness 5th Floor San Francisco, CA 94103 Phone: 415-701-4848
 Website: www.workforcedevelopmentsf.org Email: CityBuild@sfgov.org

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Howard First Property LLC

October 19, 2016

San Francisco Planning Department
1650 Mission St.
Suite 400
San Francisco, CA 94103

RE: Howard First Property LLC (Project Sponsor)
524 Howard Street (Address of Permit Work)
3721/013 (Assessor's Block/Lot)
2013.0882DNX (Downtown Project Authorization)

Dear President Fong and Commissioners,

We are honored to present for your approval our project at 524 Howard Street. Consistent with the Transit Center District Plan's vision for the site, the project as proposed includes the development of a 48-story residential tower with approximately 388,970 square feet of residential uses and up to approximately 7,565 sf of retail uses. The proposed residential tower would include up to 334 dwelling units and would provide 358 on-site bike and up to 151 vehicle parking spaces plus 16 car-share spaces. A publicly accessible pedestrian sky bridge between the project site and the 5.4-acre rooftop park of the Transbay Transit Center may also be constructed.

From Parking Lot to Infill Housing: Currently the site is used as a surface parking lot, which is an inefficient use of land and incompatible with the vision for the Transbay Transit Center District Plan. Replacing an underutilized lot with approximately 334 new homes will support the District's goals to accommodate projected office growth with additional housing in close proximity to jobs and transit. The project will also help the City fulfill its Regional Housing Needs Assessment requirement.

Increasing housing supply near jobs and transit: The Project will be situated within an existing transit-rich neighborhood: its WalkScore Transit Score is 100; its Walk Score is 94, and its Bike Score is 88. It is walking distance to BART, MUNI light rail and bus routes as well as AC Transit and other bus lines; it is within a quarter-mile of a bike-share station, and directly across from the future Transbay Terminal, promising unparalleled access to local, regional, and interstate bus and rail transit. Our long-standing commitment to providing sustainable transportation -- including extensive bike storage, EV charging stations, and bike-, scooter-, and car-share options -- will help further reduce auto dependency and promote greater transit accessibility.

Affordable Housing Contribution: Besides helping to increase the City's overall housing supply, the Project will reserve 15% of the units on-site for residents earning 55% or less of the area median income. This will help ensure that families from a wide range of incomes can access high-quality and affordable housing, while offering the same amenities and opportunities provided to all residents.

Economic Benefits: In addition to the on-site affordable units, the Project will contribute over \$8.8 million in impact fees including: \$5.1 million in Transit Center Development fees.

Howard First Property LLC

Thoughtfully-designed and programmed public spaces: We will provide approximately 1,150 sf of ground-floor retail on Howard Street to help activate the pedestrian realm, as well as a Privately-Owned Public Open Space (POPOS) of approximately 350 sf on pedestrian-only Natoma Street. Additionally, we are proposing to build a bridge on the 7th floor that will connect from the Project to the 5.4-acre rooftop park at the new Transbay Terminal. The pedestrian bridge would require the approval of the TJPA and the Board of Supervisors. We would provide a publicly-accessible elevator from Natoma Street to the bridge. Additionally, we would provide up to 6,415 sf of retail space at the bridge level. We are working with a local art public consultant who will issue an RFP to commission artwork at the bridge or ground floor level that will be visible and enjoyable by the public.

We are excited to present the project to you and respectfully seek your approval to move forward. Please don't hesitate to contact me with any questions you may have.

Regards,
Adam Tartakovsky
Vice President

A handwritten signature in black ink that reads "Adam Tartakovsky". The signature is written in a cursive style with a prominent horizontal line across the top of the letters.



October 14, 2016

Adam Tartakovsky, Vice President of Development
Crescent Heights
530 Bush Street, #800
San Francisco, CA 94108

Re: 524 Howard Street – Mixed-Use Development

Dear Mr. Tartakovsky,

Thank you for presenting Crescent Heights' plans to build a residential tower at 524 Howard Street to our Project Review Committee on September 16, 2016. After reviewing the proposal and discussion among our members, we are pleased to endorse the project. We believe it has merit and aligns with our mission of increasing the supply of well-designed, well-located housing at all levels of affordability in San Francisco. We believe your proposal for 524 Howard Street aligns with our guidelines in the following ways.

Land Use

The site, located in the evolving Transbay Transit Hub, is currently a vacant lot. This is an ideal location for high density, infill housing. We commend your team for taking on such a challenging parcel.

Affordability

The rental project proposes including 15 percent on-site affordable housing. We encourage you to explore providing more below-market-rate housing, if financially feasible. Homes for residents in the 80 to 120 percent Area Median Income range are of particularly dire need.

Density

Because the lot is so narrow, this is a very challenging site on which to build a residential tower. Our members believe you have put together an elegant solution. It's hard to imagine how the site could accommodate any more homes within the current height limit.

Community Input

The Transbay neighborhood is not at present particularly residential. However, your team has reached out to immediate business neighbors, the Rincon Hill Community Benefit District and Supervisor Jane Kim's office, although the latter has not responded. The project sponsor has a history of using union labor and financing their developments with building trade pension funds, something that deserves special commendation.

Urban Design

We feel the current plan is well thought out, particularly considering the narrowness of the site. We are particularly supportive of your plans to activate the ground floor as well as those to



Adam Tartakovsky
October 14, 2016
Page Two

integrate the retail space on the seventh floor and the pedestrian bridge to the Transbay Terminal. Some of our members had minor concerns about how glazing at the property lines was treated. But, given the narrowness of the site, it is hard to imagine how else it could be addressed.

Parking and Alternative Transportation

The building will be located in the most transit-rich part of the city. At your presentation, you stated you would not provide anymore than 167 car parking spaces. You propose to include 358 total bike parking spaces and up to 16 car share spaces. We strongly encourage you to pursue a robust car share plan and would support even more bicycle parking, although we're not sure where that could be accommodated within the building.

Environmental Features

The project sponsor has committed to achieving at least LEED Silver. Several programs are being explored that will further green the building and address water conservation, but no commitments have been made as of yet.

Preservation

There are no structures of significant cultural or historic merit on or near the site that would be impacted by the proposed project.

Thank you again to your team for presenting your proposal. We are pleased to endorse this proposal with the small concerns noted above. Please keep us informed of any changes made to the project as well as its upcoming entitlements schedule.

Sincerely,

A handwritten signature in blue ink, appearing to read "Tim Colen", with a long horizontal flourish extending to the right.

Tim Colen
Executive Director

SFHAC Project Review Guidelines

Land Use: Housing should be an appropriate use of the site given the context of the adjacent properties and the surrounding neighborhood and should enhance neighborhood livability.

Affordability: The need for affordable housing, including middle income (120-150 of Area Median Income) housing, is a critical problem and SFHAC gives special support to projects that propose creative ways to expand or improve unit affordability beyond the legally mandated requirements.

Density: The project should take full advantage of the maximum unit density and/or building envelope, allowable under the zoning rules.

Community Input: Projects for which the developer has made a good faith effort to communicate to the community and to address legitimate neighborhood concerns, without sacrificing SFHAC's objectives, will receive more SFHAC support.

Urban Design: The project should promote principles of good urban design: Where appropriate, contextual design that is compatible with the adjacent streetscape and existing neighborhood character while at the same time utilizing allowable unit density: pleasant and functional private and/or common open space; pedestrian, bicycle and transit friendly site planning; and design treatments that protect and enhance the pedestrian realm, with curb cuts minimized and active ground floor uses provided.

Projects with a substantial number of multiple bedroom units should consider including features that will make the project friendly to families with children.

Parking and Alternative Transportation: SFHAC expects the projects it endorses to include creative strategies to reduce the need for parking, such as ample bicycle storage, provision of space for car-share vehicles on-site or nearby, un-bundling parking cost from residential unit cost, and measures to incentivize transit use. Proximity to transit should result in less need for parking.

In districts with an as-of-right maximum and discretionary approval up to an absolute maximum, SFHAC will support parking exceeding the as-of-right maximum only to the extent the Code criteria for doing so are clearly met. In districts where the minimum parking requirement is one parking space per residential unit (1:1), the SFHAC will not, except in extraordinary circumstances, support a project with parking in excess of that amount.

Environmental Features: SFHAC is particularly supportive of projects that employ substantial and/or innovative measures that will enhance their sustainability and reduce their carbon footprint.

Adam Tartakovsky
October 14, 2016
Page Four

Preservation: If there are structures of significant historic or cultural merit on the site, their retention and/or incorporation into the project consistent with historic preservation standards is encouraged. If such structures are to be demolished, there should be compelling reasons for doing so.

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524
Howard Street
San Francisco, California

**Architectural Submittal for
Planning Commission Hearing**

(November 3, 2016)

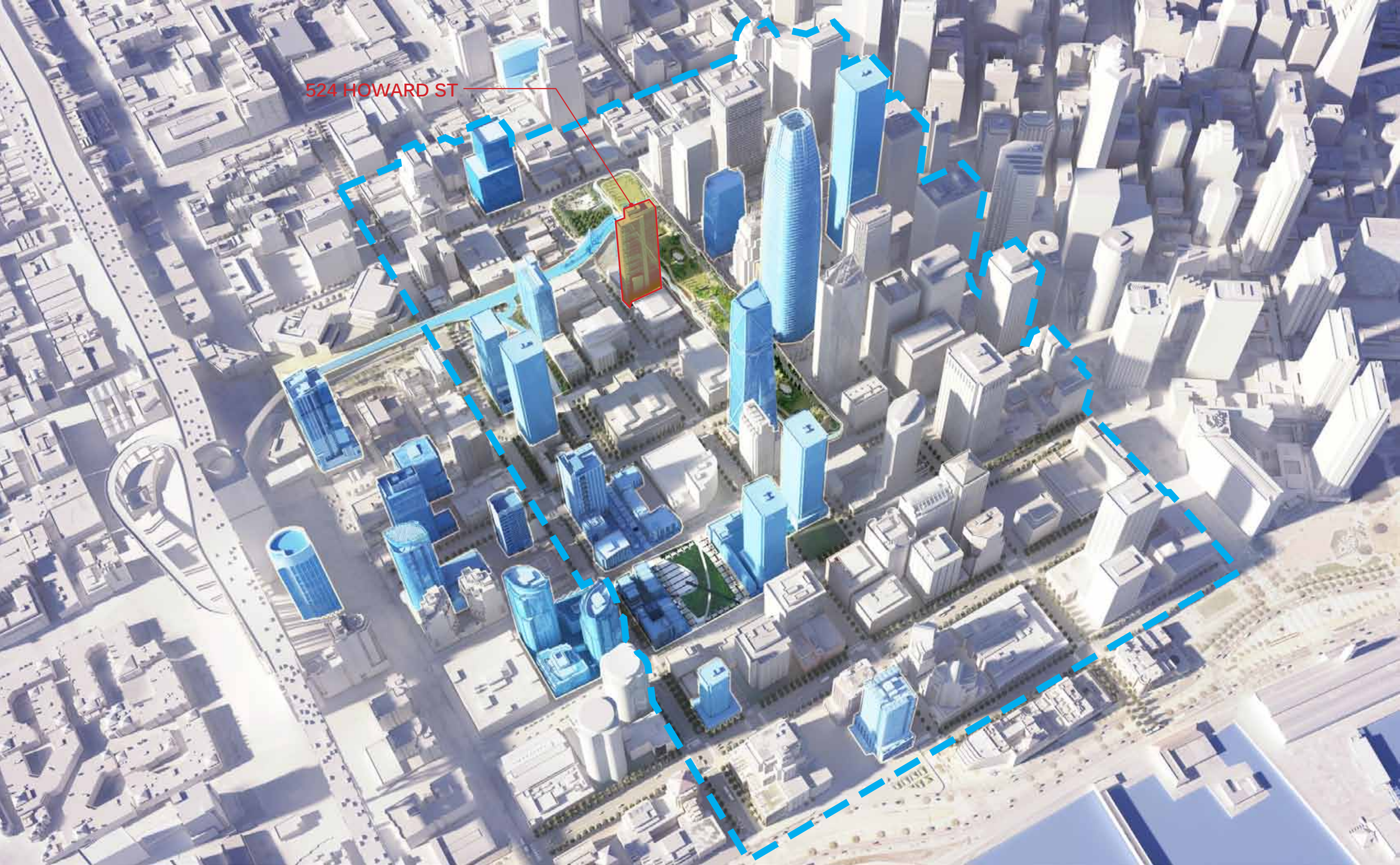


Contents

3	Vicinity Map and Zoning Information
4	Site Context
5	Site Aerial Photograph
6	Existing Views From Neighborhood
7	Ground Floor Plan
8	Howard Street View
9	Natoma Street View
10	Enlarged Howard St Elevation and Section
11	Enlarged Natoma St Elevation and Section
12	Pedestrian Bridge Level Plan
13	View From Transbay Park
14	Proposed Elevations
15	Proposed Elevations
16	Aerial View
17	Existing Site Plan
18	Proposed Site Plan
19	Project Data
20	Floor Plan - Basement Level 1-3
21	Floor Plan - Basement Level 4
22	Floor Plan - Ground Floor
23	Floor Plan - Level 2-6
24	Floor Plan - Level 7 With Pedestrian Bridge
25	Floor Plan - Level 8
26	Floor Plan - Level 9
27	Floor Plan - Level 10
28	Floor Plan - Level 11-12
29	Floor Plan - Level 13-14
30	Floor Plan - Level 15-19
31	Floor Plan - Level 20-30
32	Floor Plan - Level 31-35
33	Floor Plan - Level 36-48
34	Floor Plan - Roof
35	Floor Plan - High Roof
36	Building Sections
37	Floor Plan - Level 7 Without Pedestrian Bridge
38	Building Materials
39	Overall View From Howard Street
40	Overall View From Howard Street
41	Aerial View Over Transbay Park
42	View From Natoma Street
43	View From Howard Street
44	Aerial View

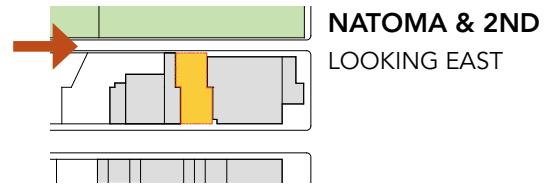


SITE AREA	12,266 SF
ZONING DISTRICT	C-3-O (SD)
SPECIAL USE	Transbay C-3 Special Use District; C-3-O (SD) Transit Center Special Use District
HEIGHT & BULK	450-S
	Residential open space requirement: 36 SF per unit (individual) 48 SF per unit (common)
	334 units - 195 units with balcony =139 units without balcony 139 x 48 sf = 6,672 SF <u>Total 6,672 SF common accessible area required</u>
	Residential open space provided
RESIDENTIAL OPEN SPACE	Private Open Space 195 balconies x 36 SF = 7,020 SF <u>Total 7,020 SF private open space provided</u>
	Common Open Space Roof 5,781 SF Terrace @ Level7 891 SF <u>Total 6,672 SF provided</u>
	Public open space requirement: 1 SF per 50 SF of retail
PUBLIC OPEN SPACE (SECTION 138)	7,565 SF / 50 = 151 SF <u>Total 151 SF public open space required</u>
	Public open space provided Ground floor 350 SF <u>Total 350 SF provided</u>
OFF STREET PARKING	Max. 1 space per 2 units (334 units / 2 = 167 stalls) 167 stalls permitted 151 stalls provided
OFF STREET LOADING	200,001 - 500,000 gsf, 2 Stalls required 2 stalls provided
BICYCLE PARKING	Class 1 100 Class 1 plus one Class 1 for every four dwelling units over 100: 159 Bicycles parking required, 334 Bicycles parking provided Class 2 1:20 units and one Class 2 per 750 sf of retail: 27 Bicycles parking required, 27 Bicycles parking provided
CAR SHARE PARKING	2 car share parking required 16 car share parking provided

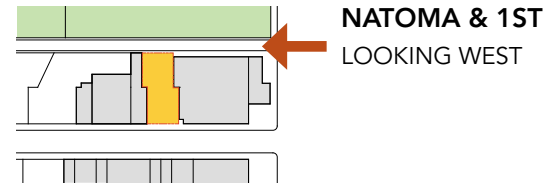


524 HOWARD ST

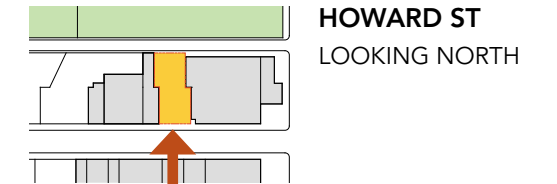




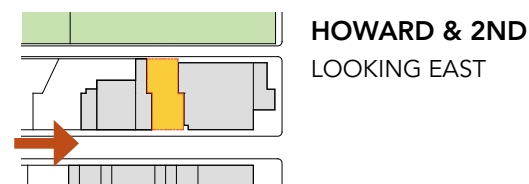
NATOMA & 2ND
LOOKING EAST



NATOMA & 1ST
LOOKING WEST



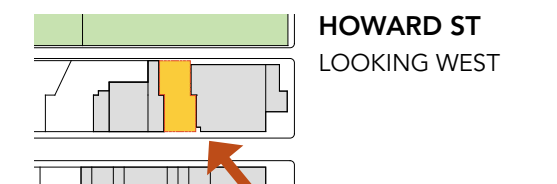
HOWARD ST
LOOKING NORTH



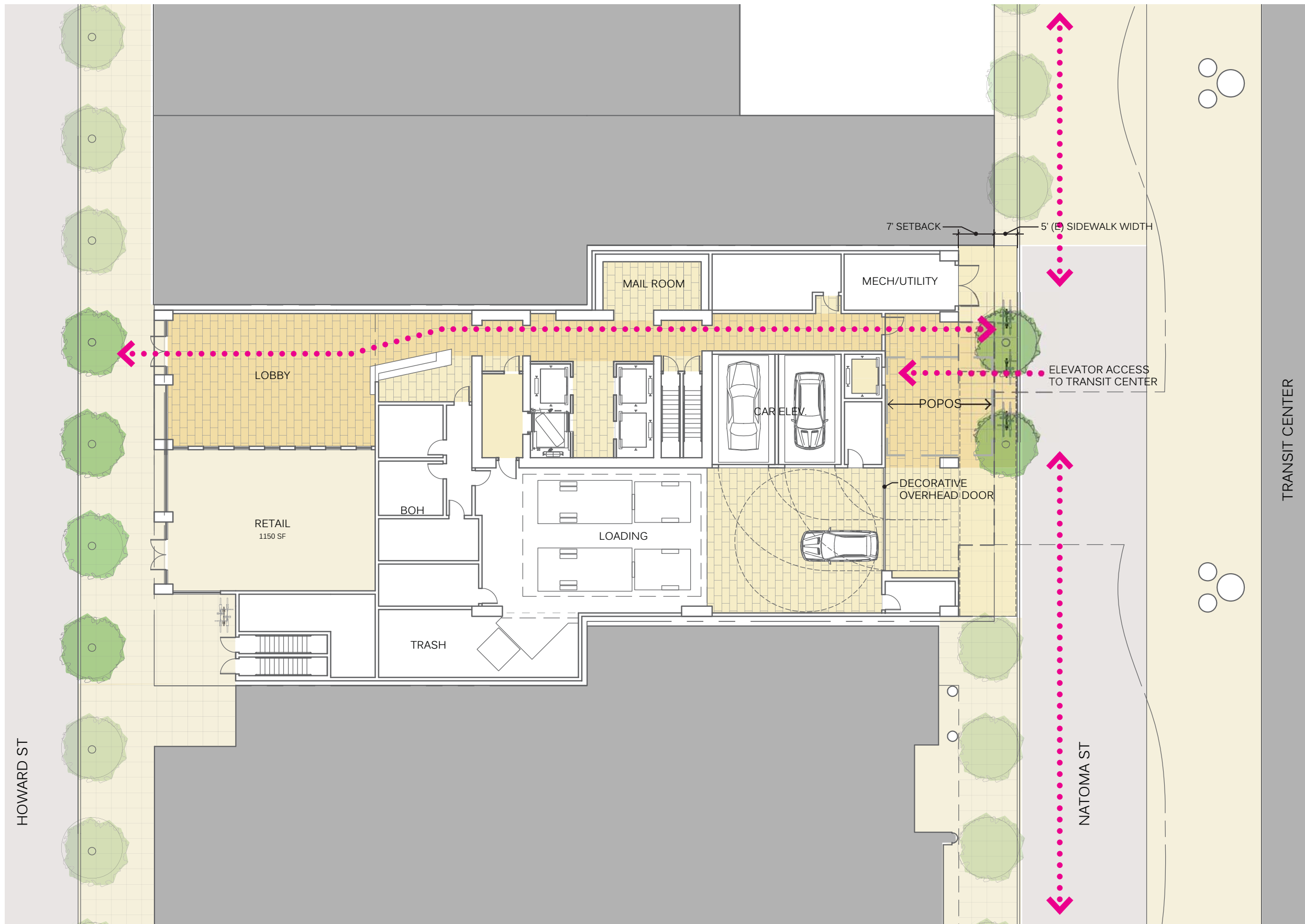
HOWARD & 2ND
LOOKING EAST



HOWARD & 1ST
LOOKING WEST



HOWARD ST
LOOKING WEST



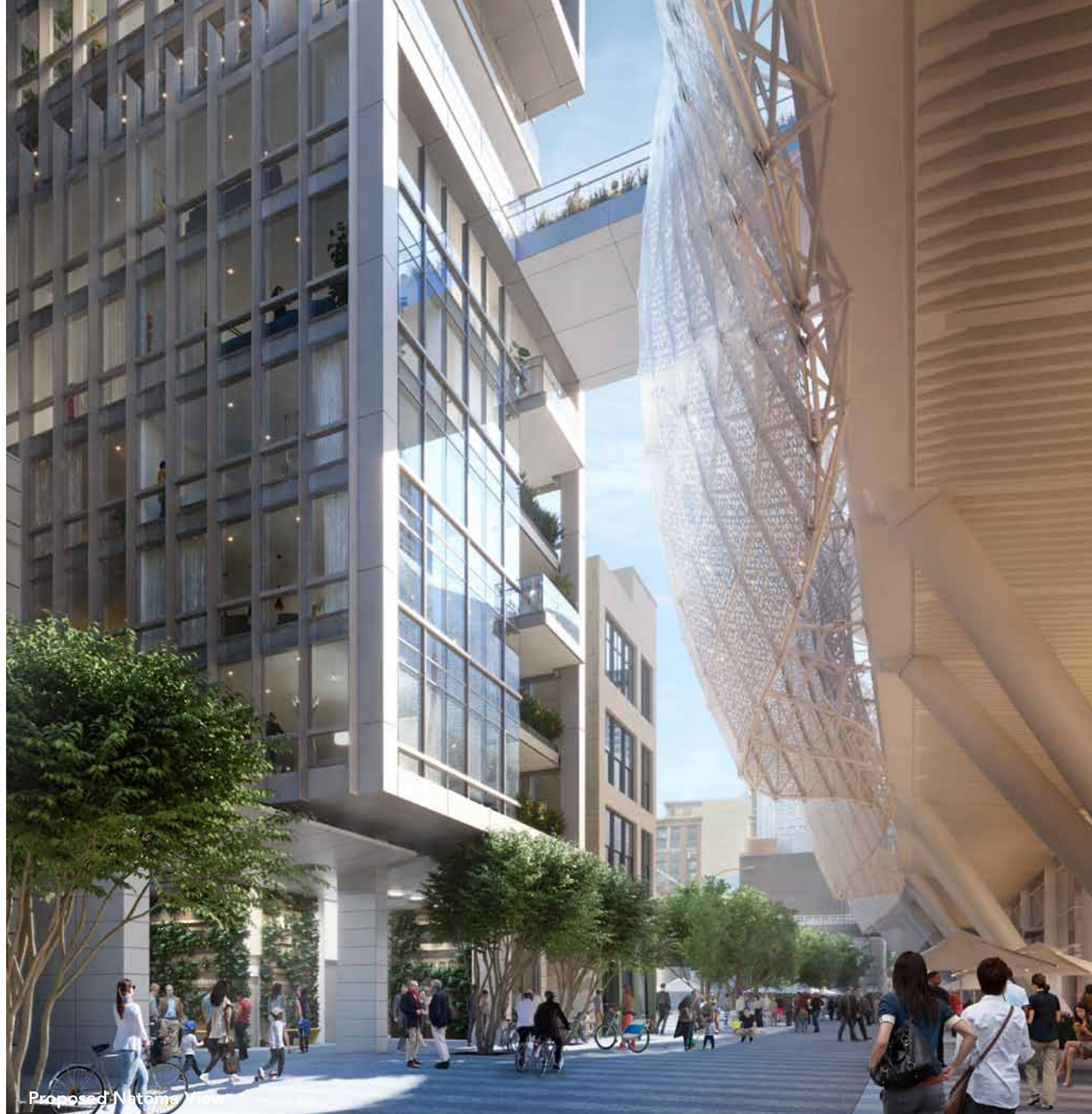


Existing Howard View

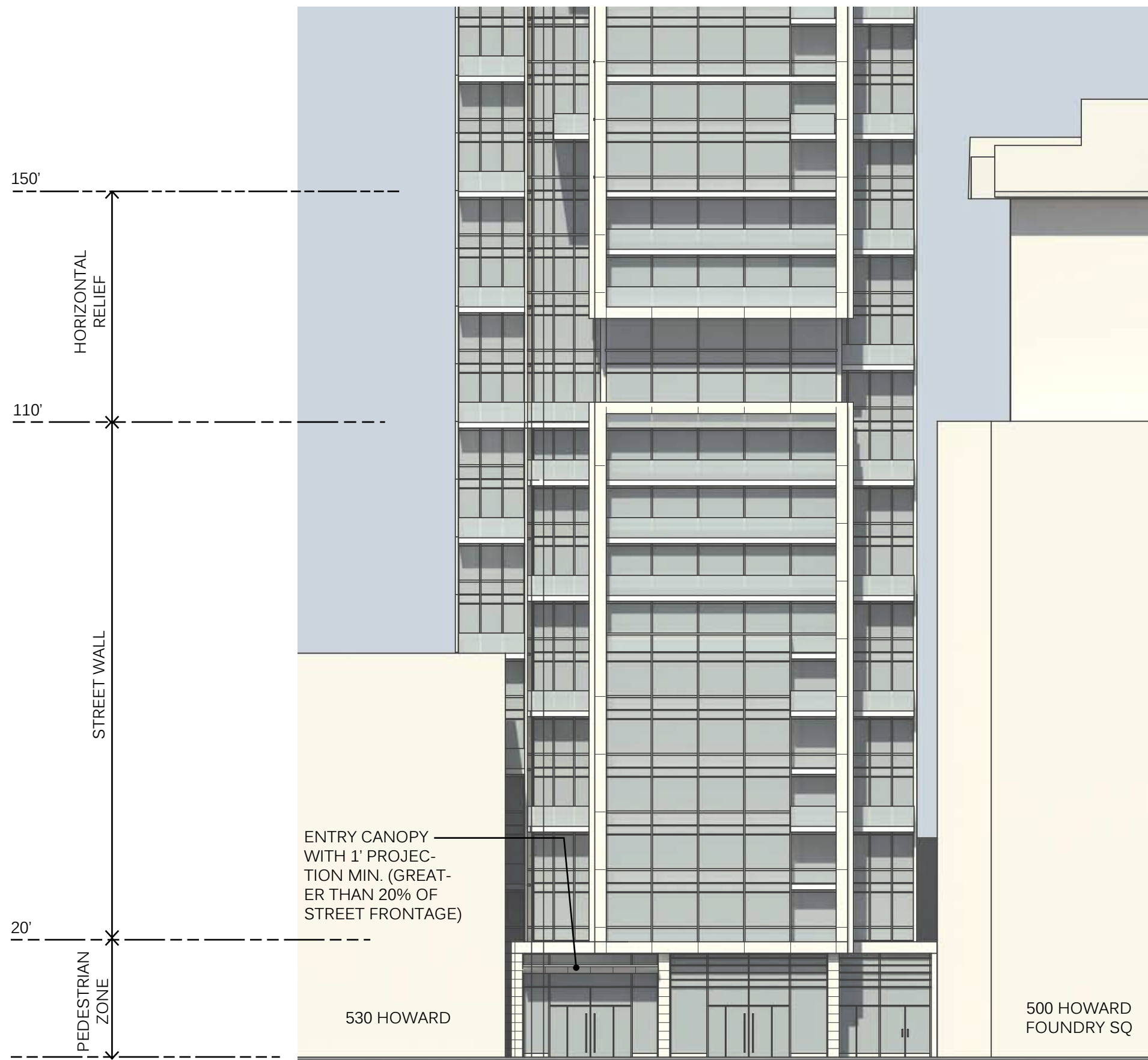
Proposed Howard View



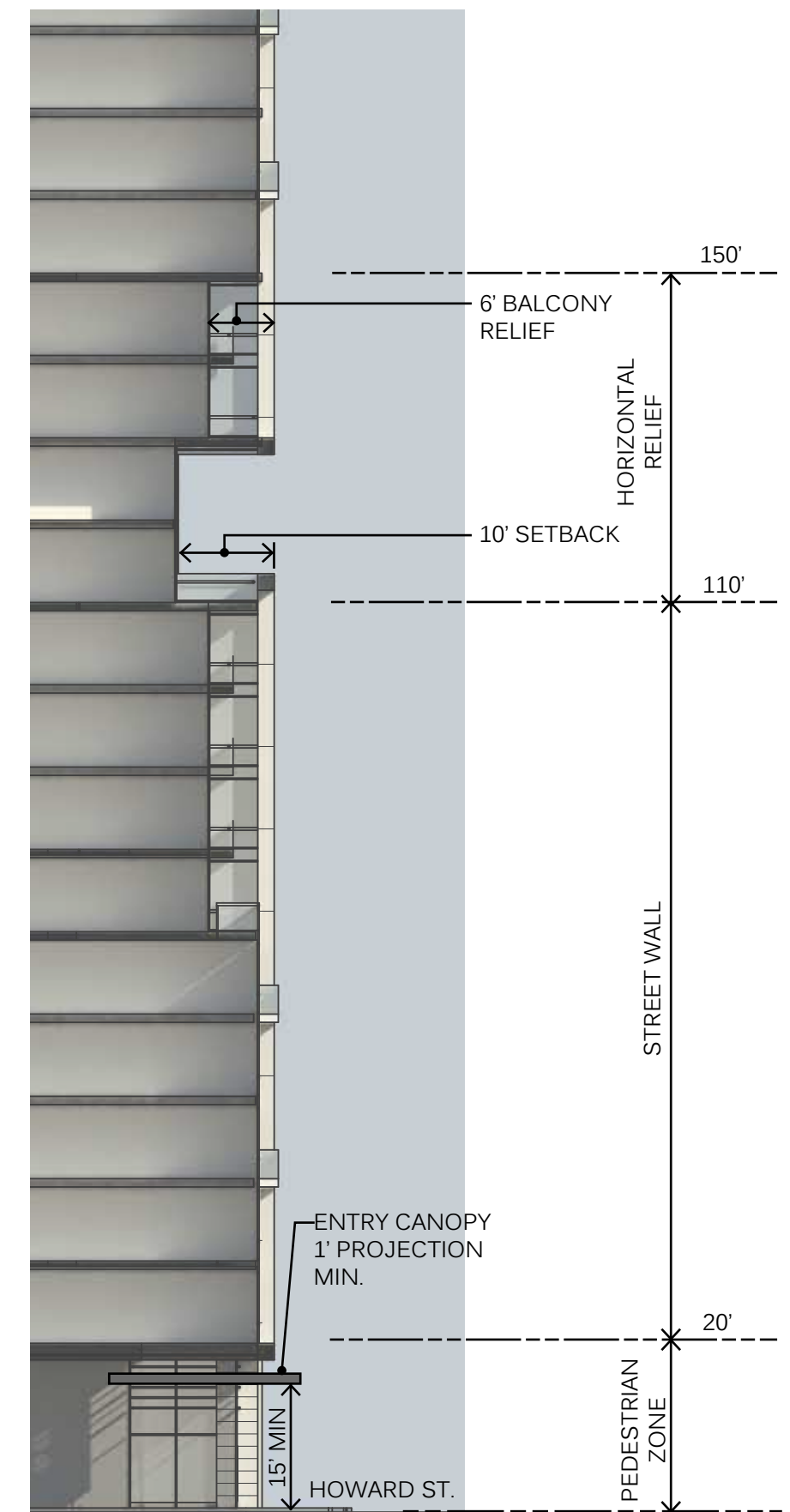
Existing Natoma View



Proposed Natoma View

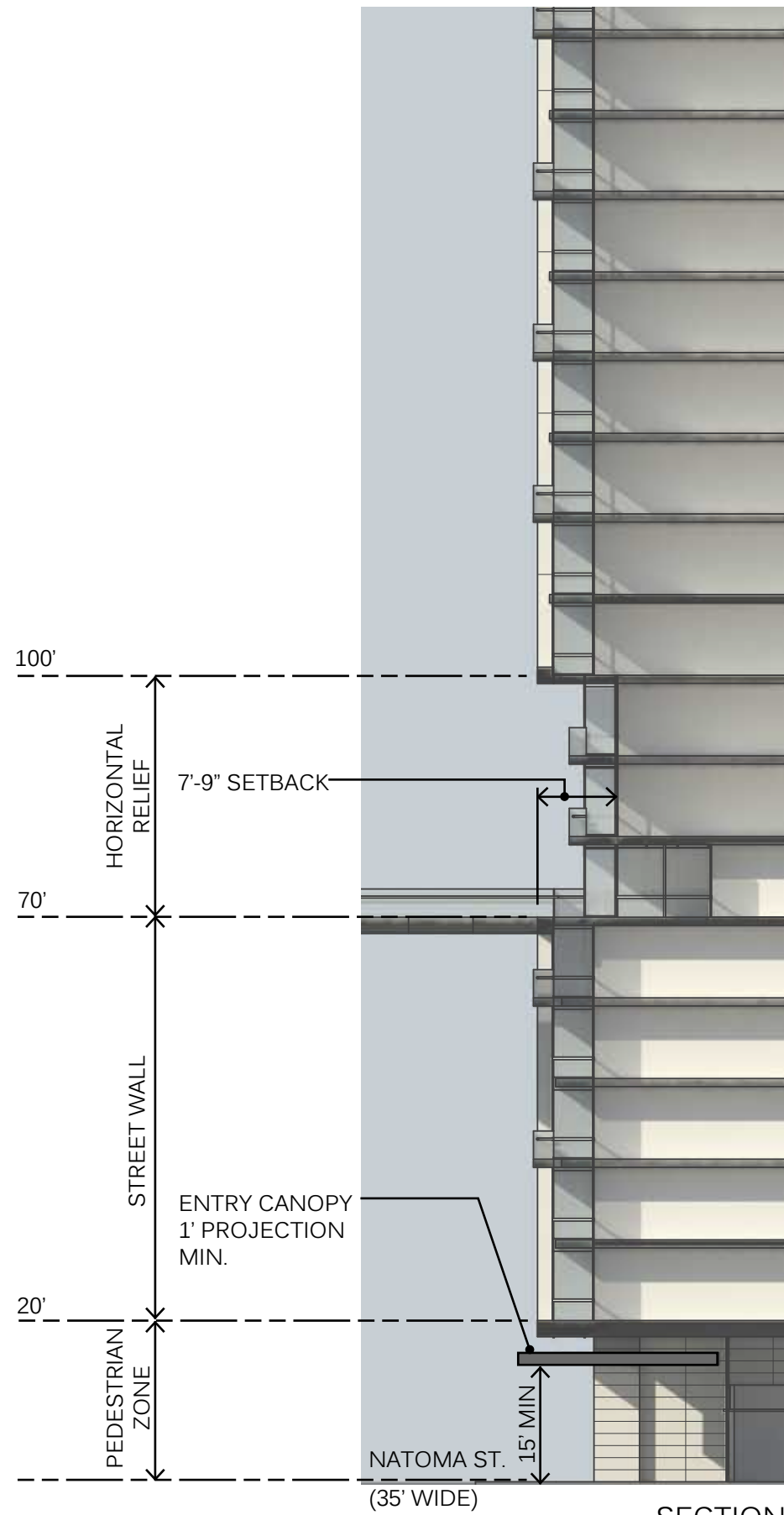


HOWARD ST. ELEVATION

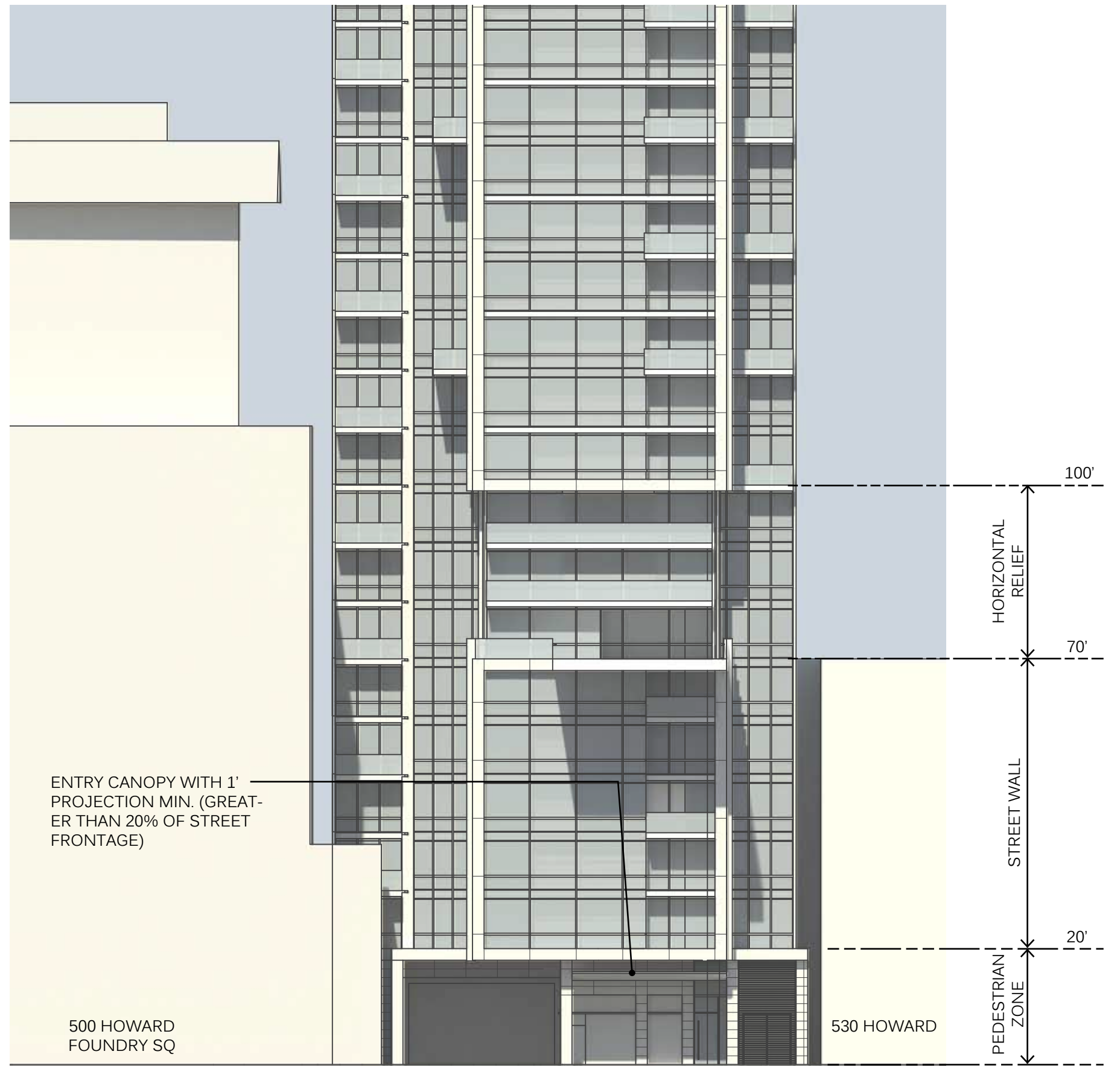


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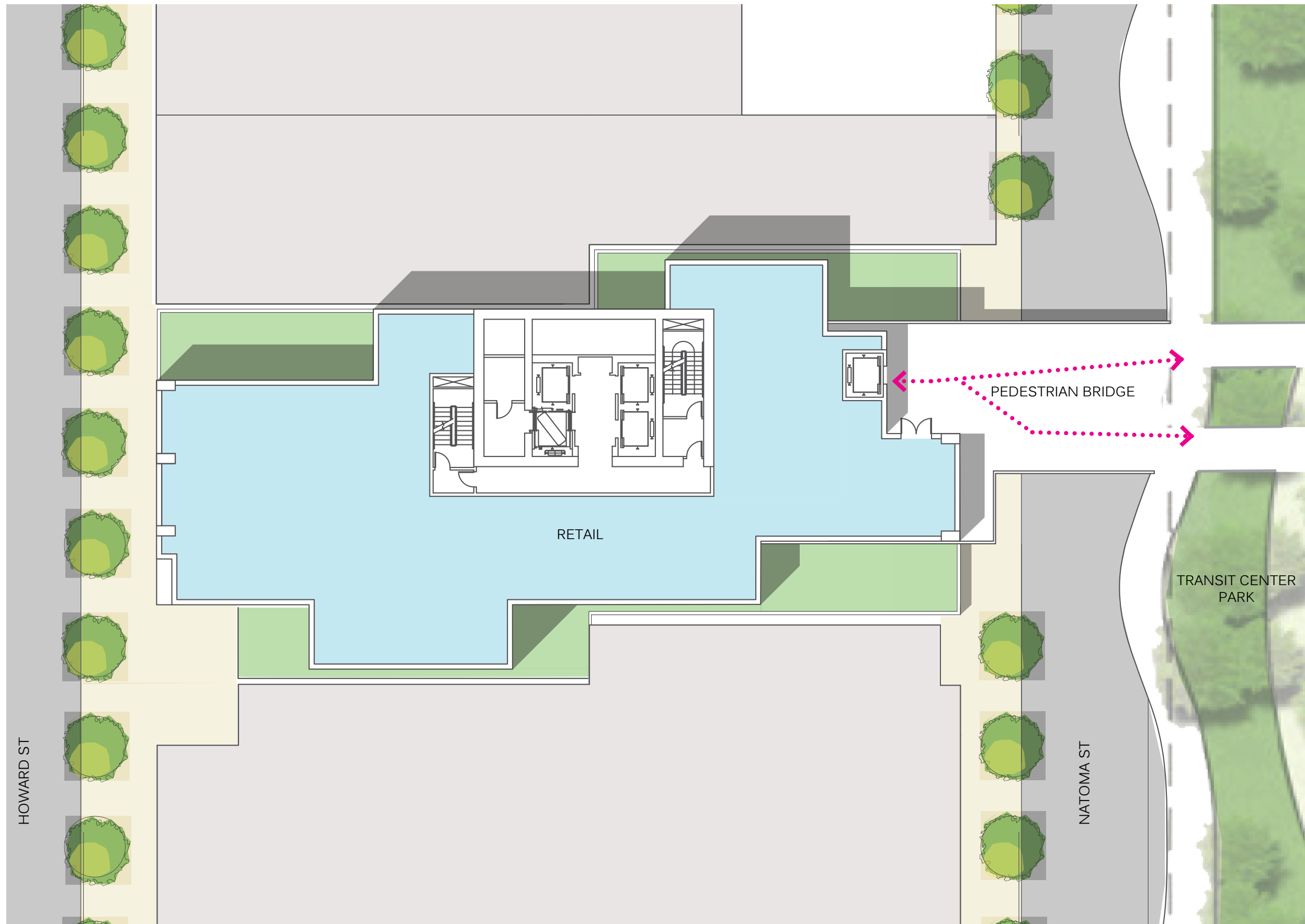
(82'-6" WIDE)



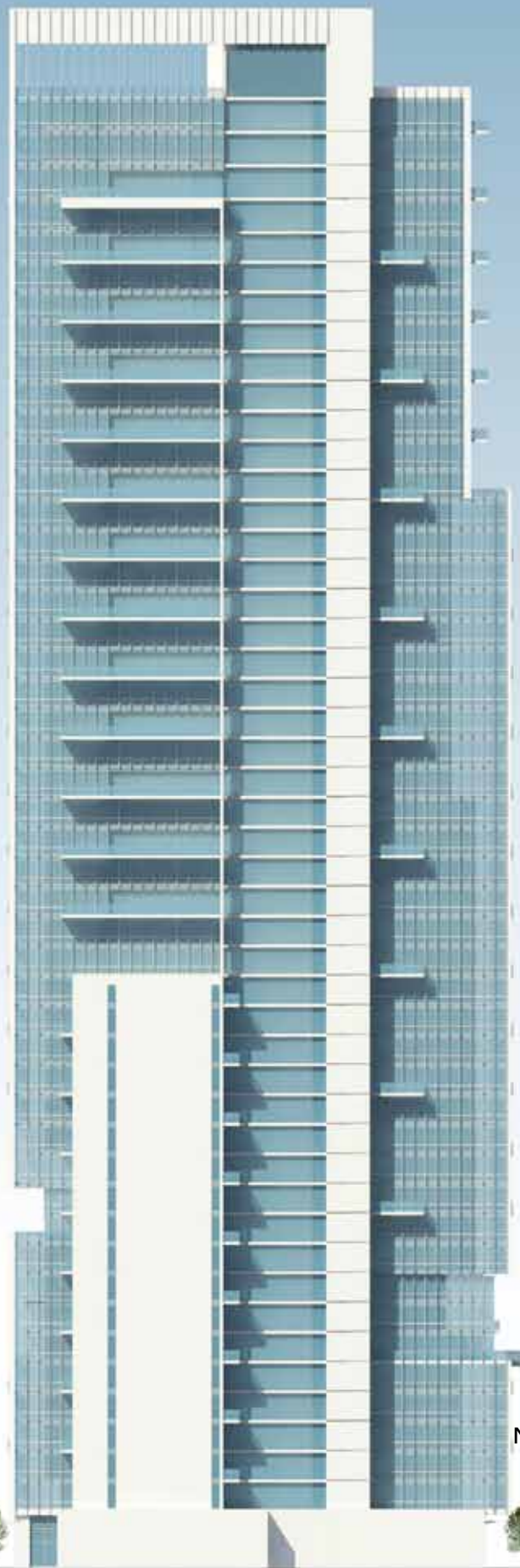
SECTION



NATOMA ST. ELEVATION







HOWARD STREET

NATOMA STREET

ROOF GARDEN

TRANSBAY TERMINAL

EAST ELEVATION

T.O. MECH SCREEN
EL. 515'-0"

T.O. ROOF
EL. 495'-0"

T.O. BALCONY
EL. 460'-0"

T.O. ROOF
EL. 360'-0"

T.O. ROOF
EL. 310'-0"

T.O. ROOF
EL. 200'-0"

T.O. ROOF
EL. 110'-0"

T.O. ROOF
EL. 70'-0"

FOUNDRY SQUARE

T.O. ROOF
EL. 20'-0"



NATOMA ST. ELEVATION



WEST ELEVATION

T.O. MECH SCREEN
EL. 515'-0"

T.O. ROOF
EL. 495'-0"

T.O. BALCONY
EL. 460'-0"

T.O. ROOF
EL. 360'-0"

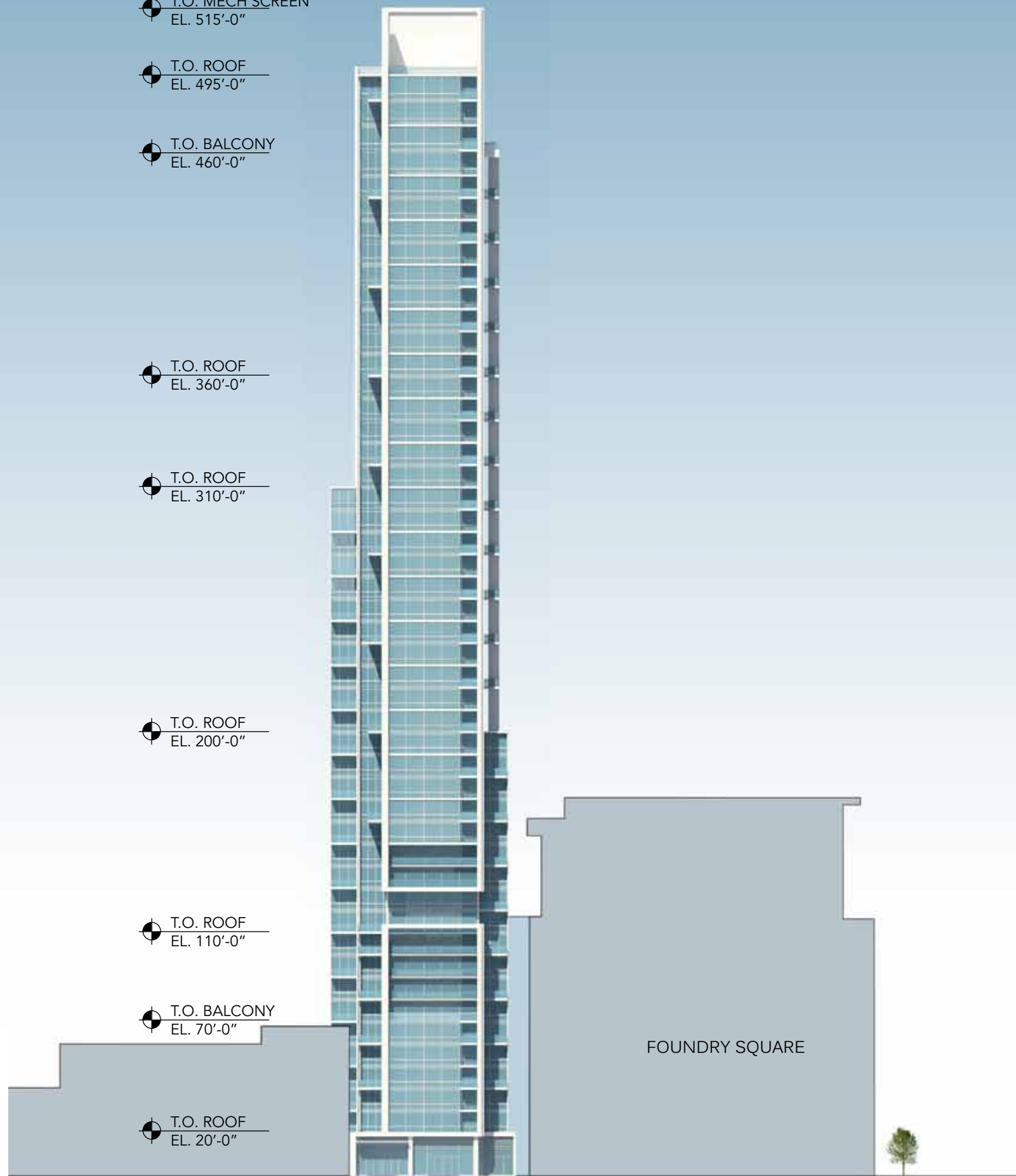
T.O. ROOF
EL. 310'-0"

T.O. ROOF
EL. 200'-0"

T.O. ROOF
EL. 110'-0"

T.O. BALCONY
EL. 70'-0"

T.O. ROOF
EL. 20'-0"

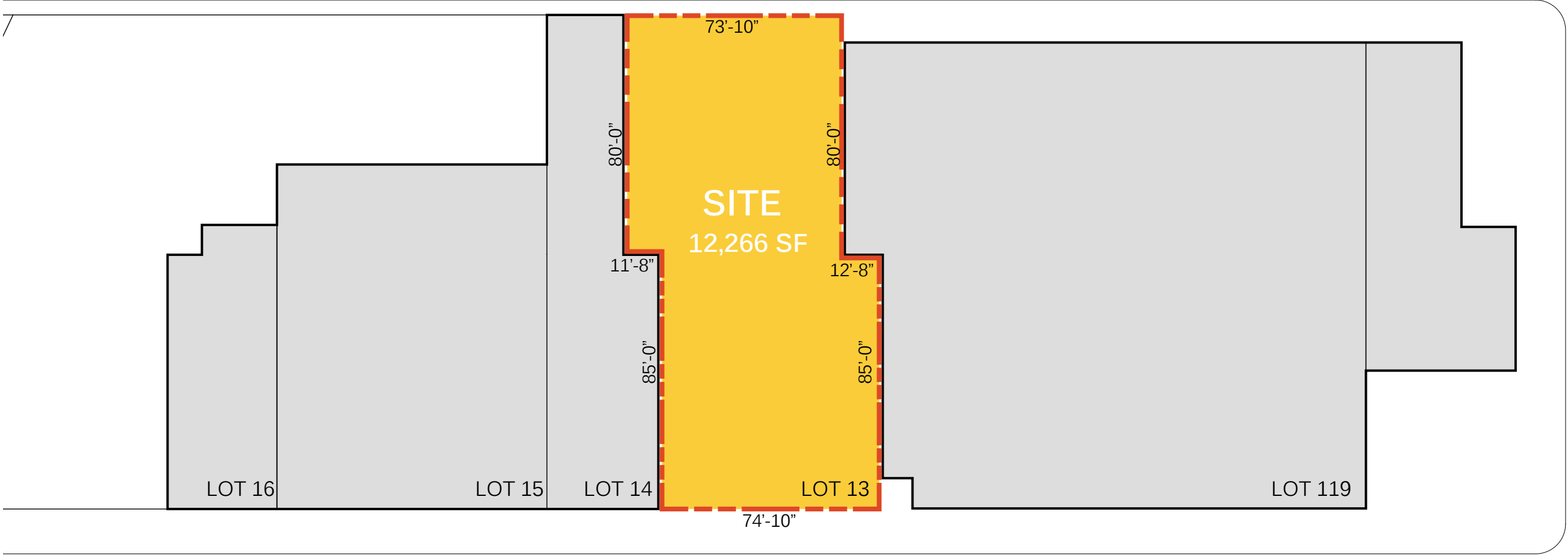


HOWARD ST. ELEVATION



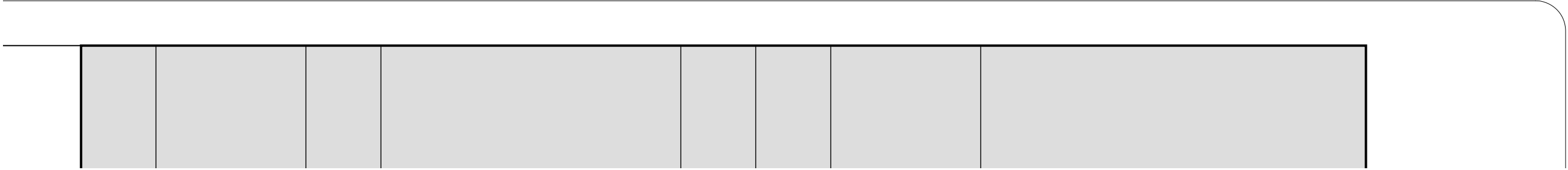


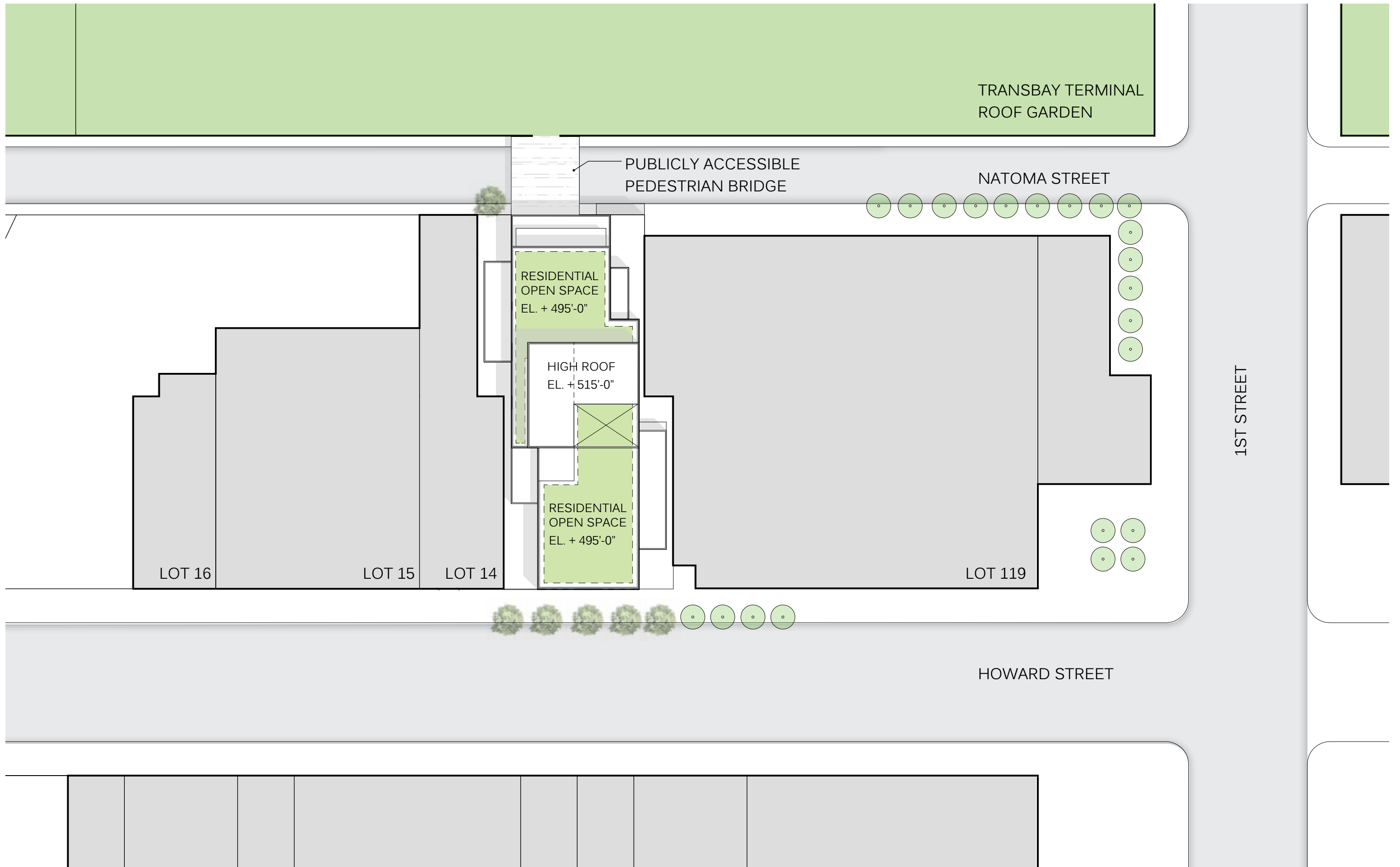
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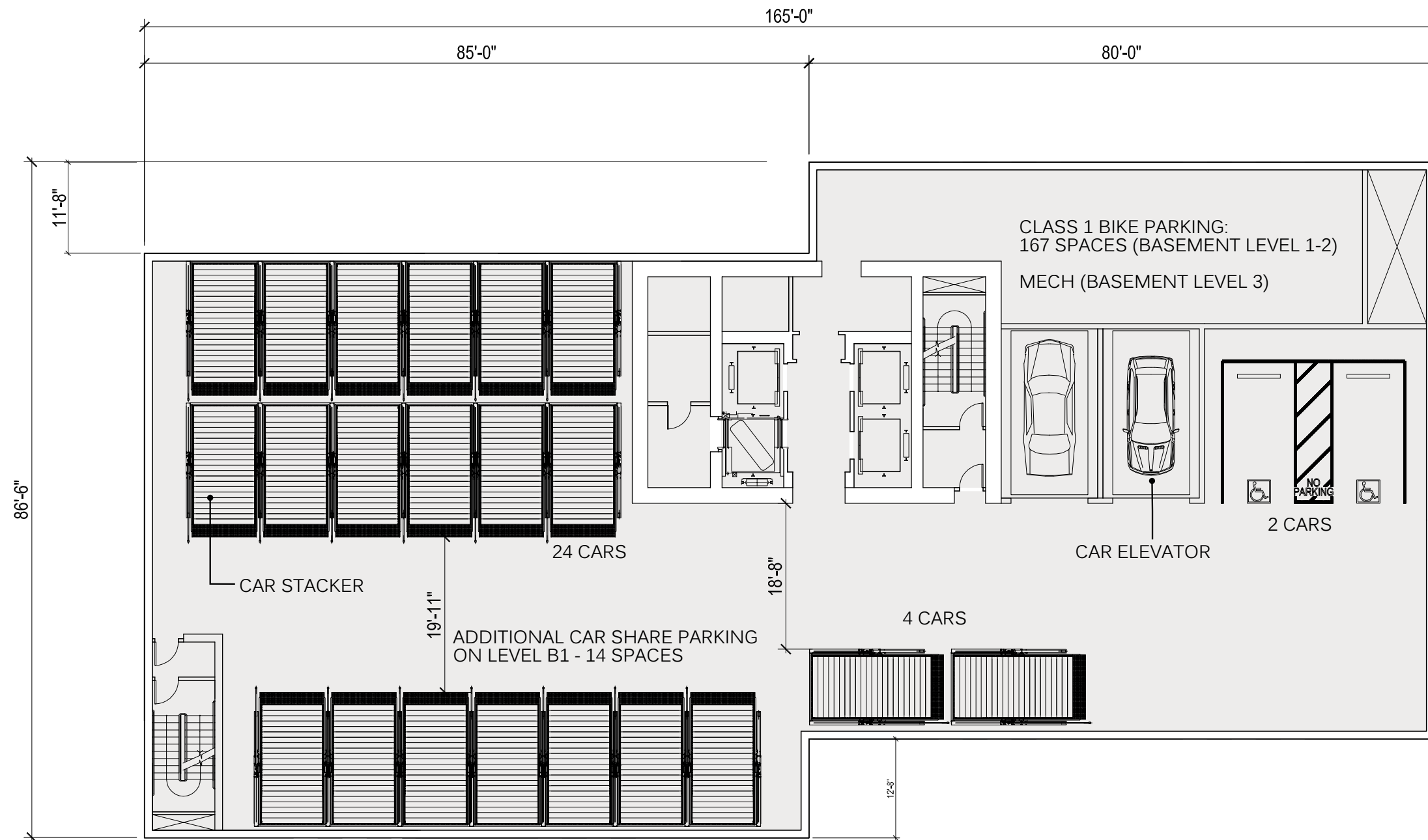


1ST STREET

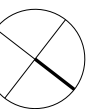
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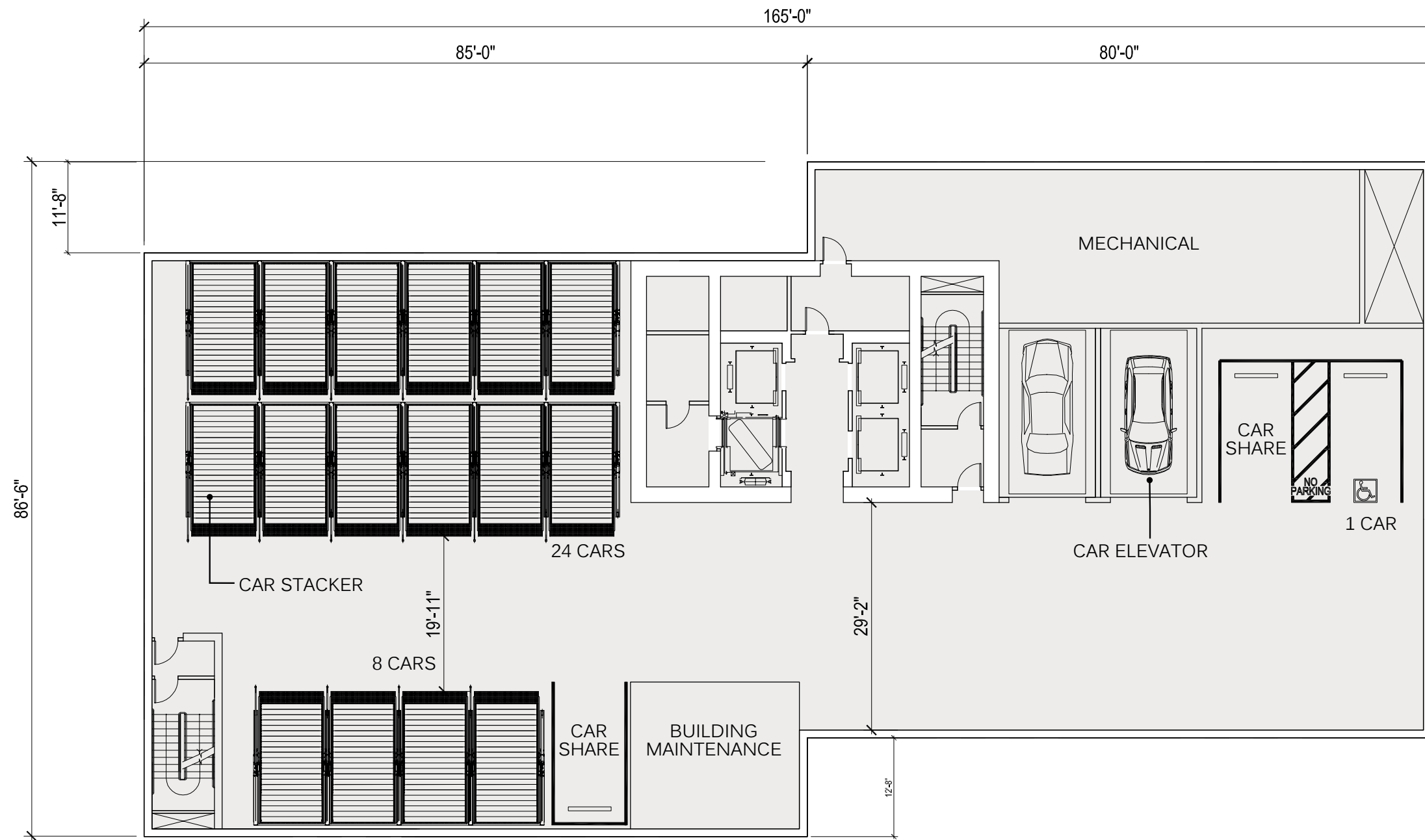




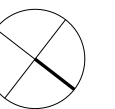


FLOOR B1: 30 CARS + 14 CAR SHARE
 FLOORS B2, B3: 44 CARS PER FLOOR



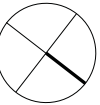
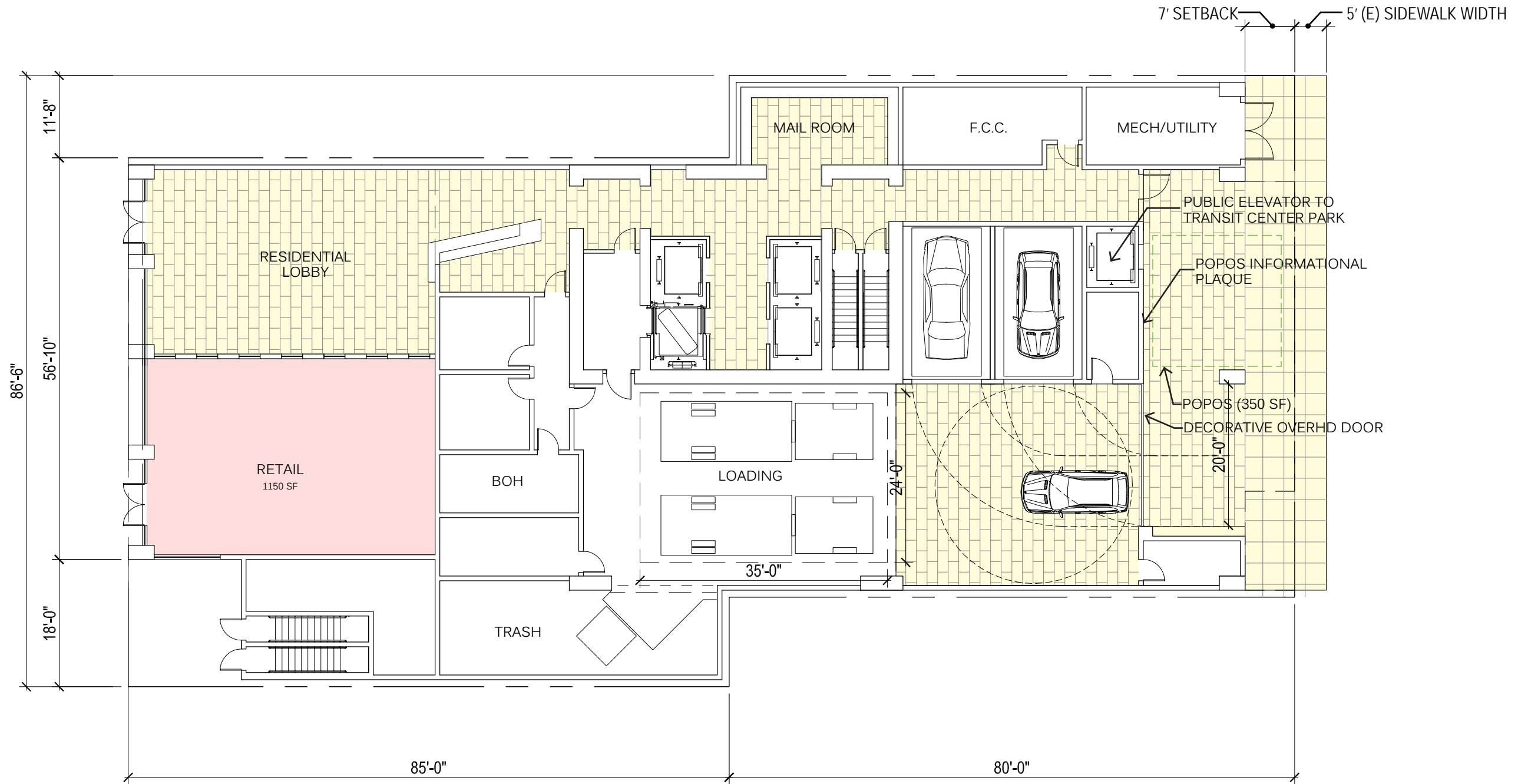


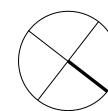
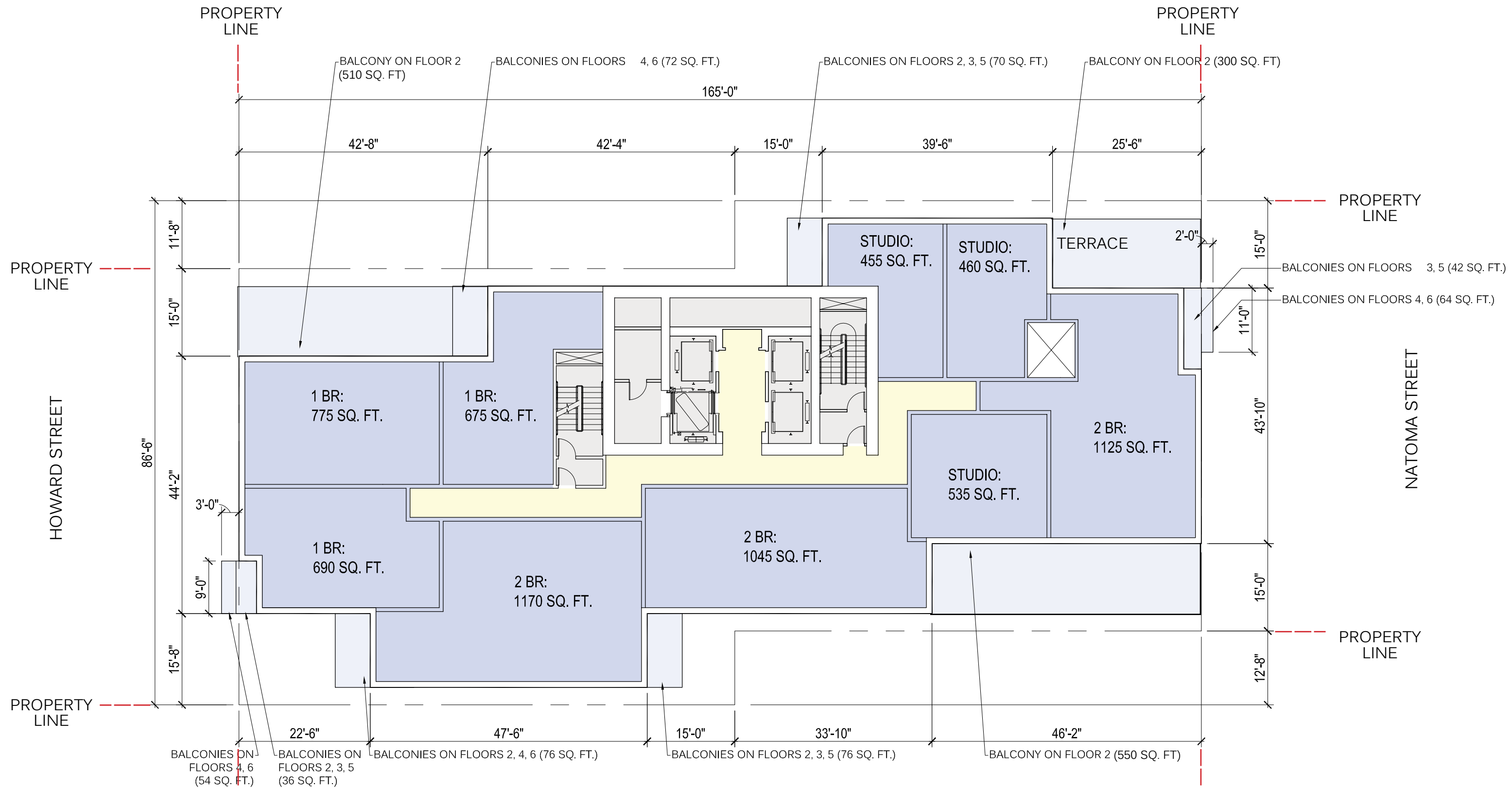
TOTAL 33 CARS + 2 CAR SHARE



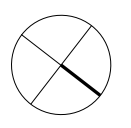
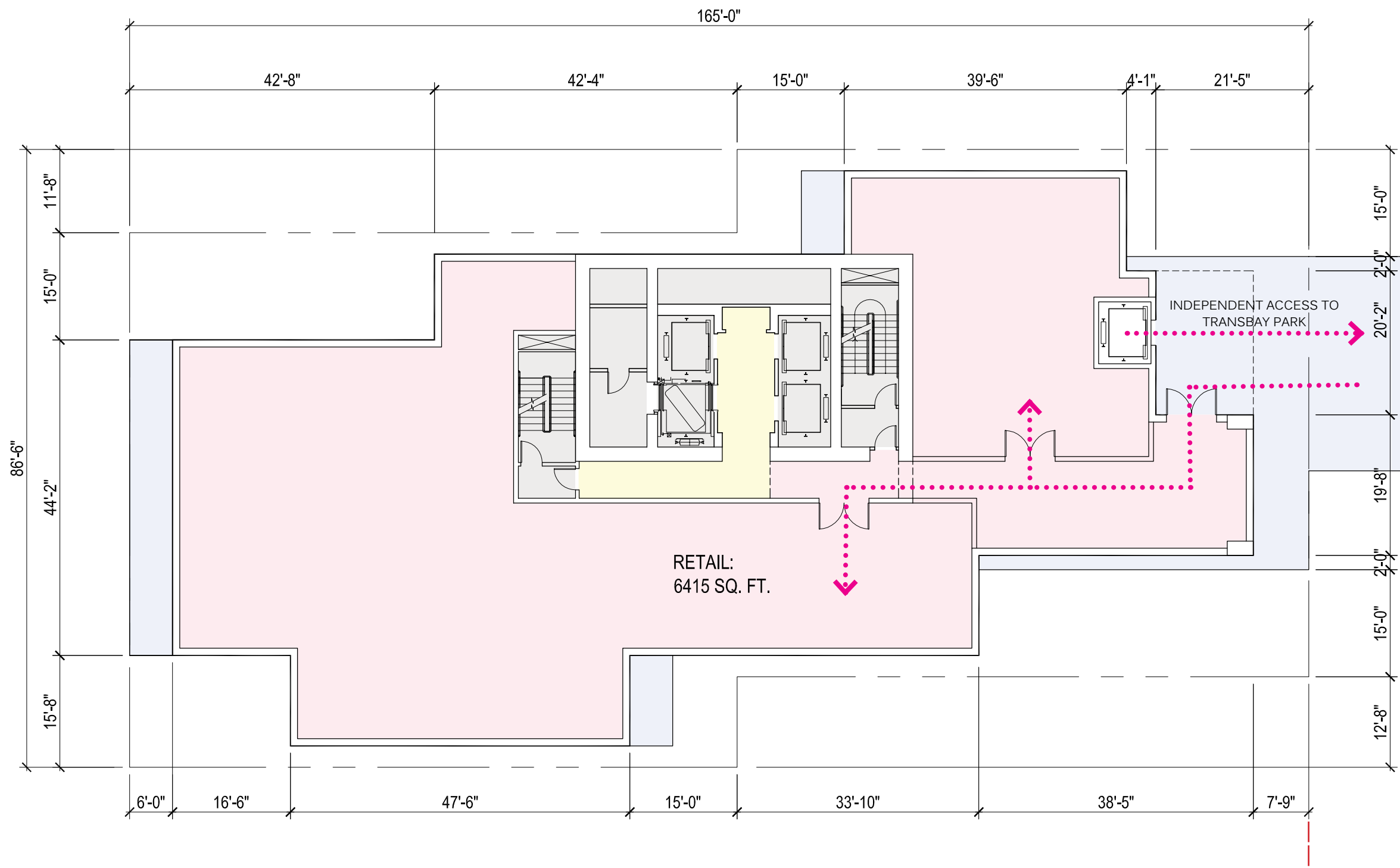
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NATOMA STREET

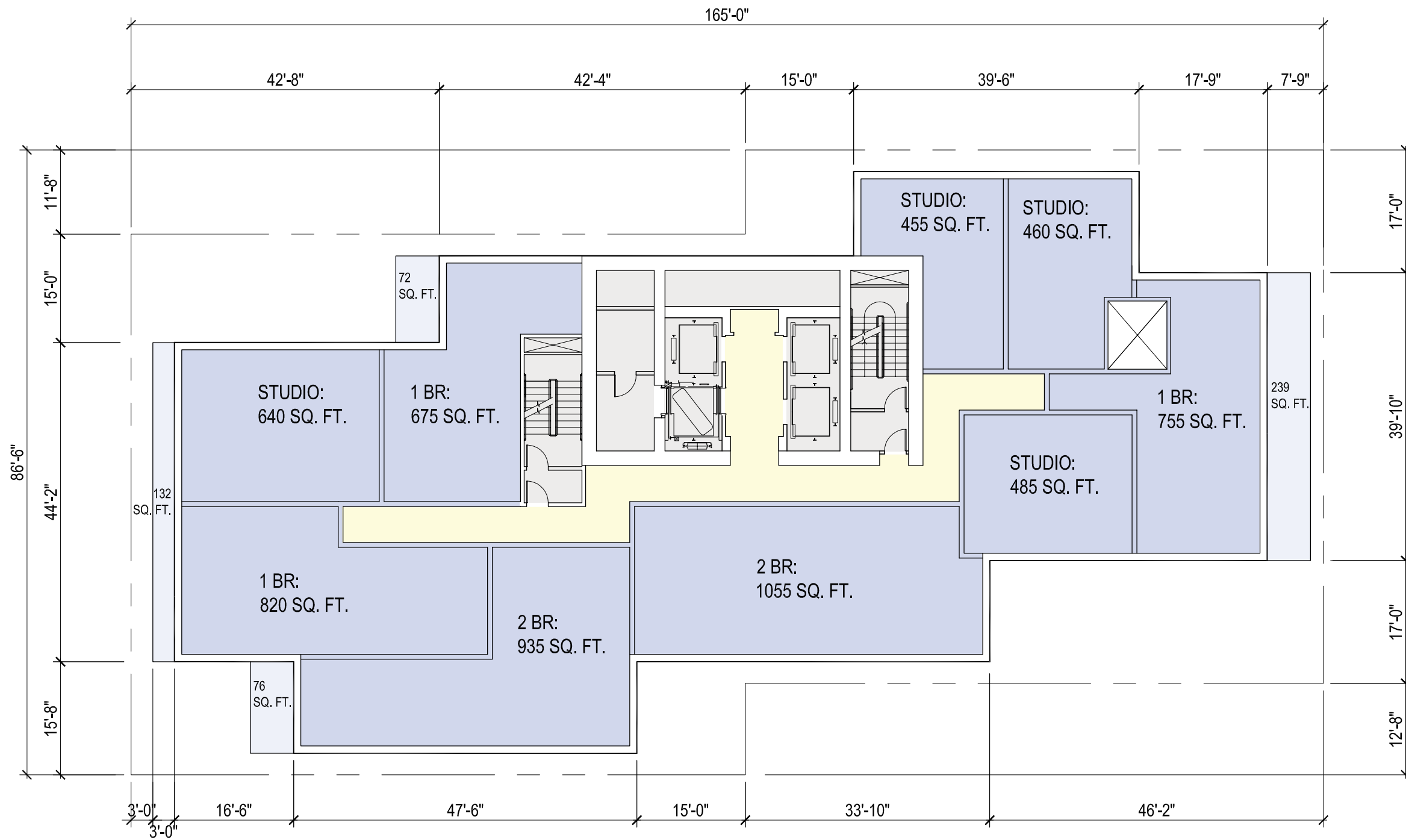




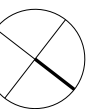
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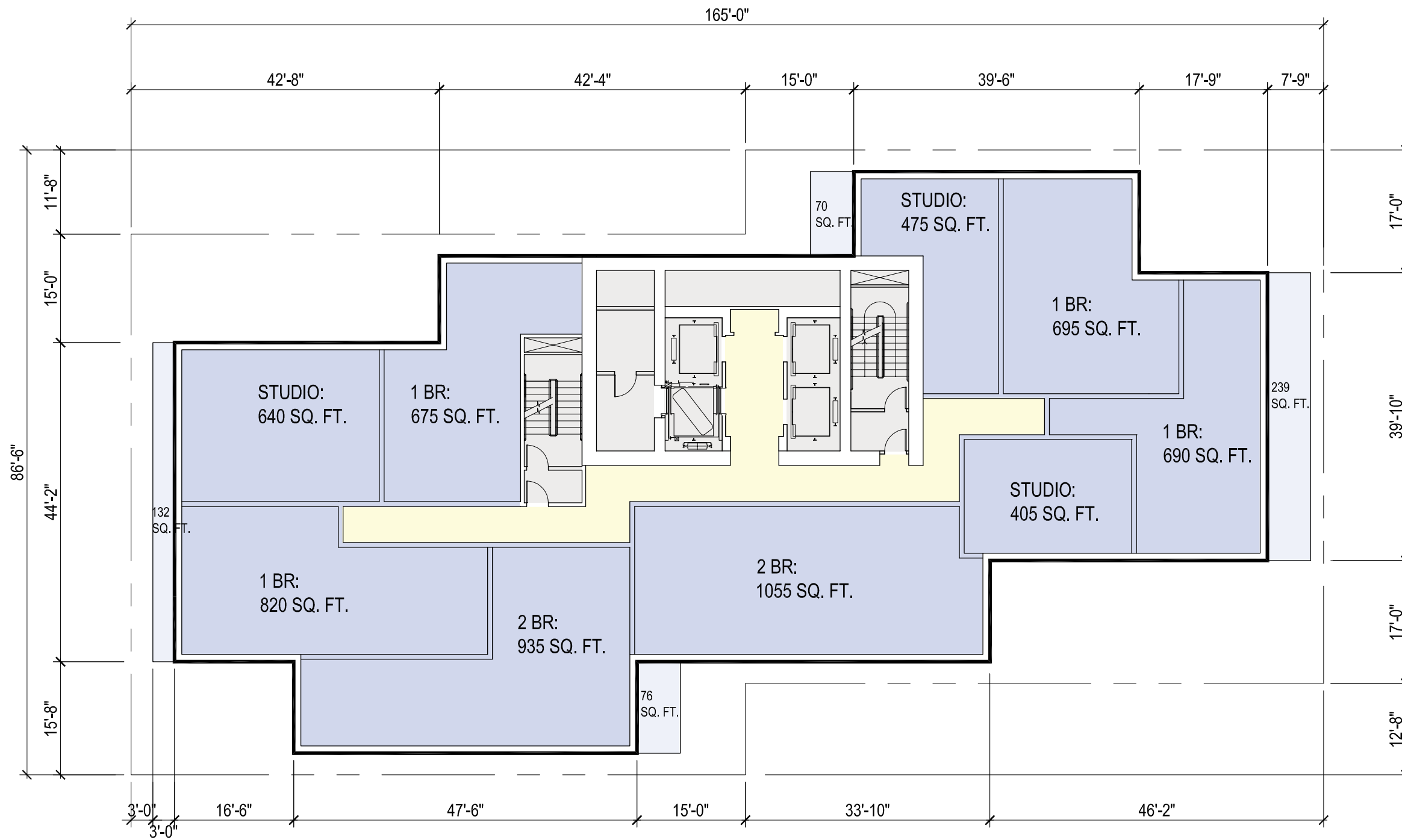
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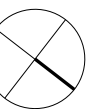
NATOMA STREET



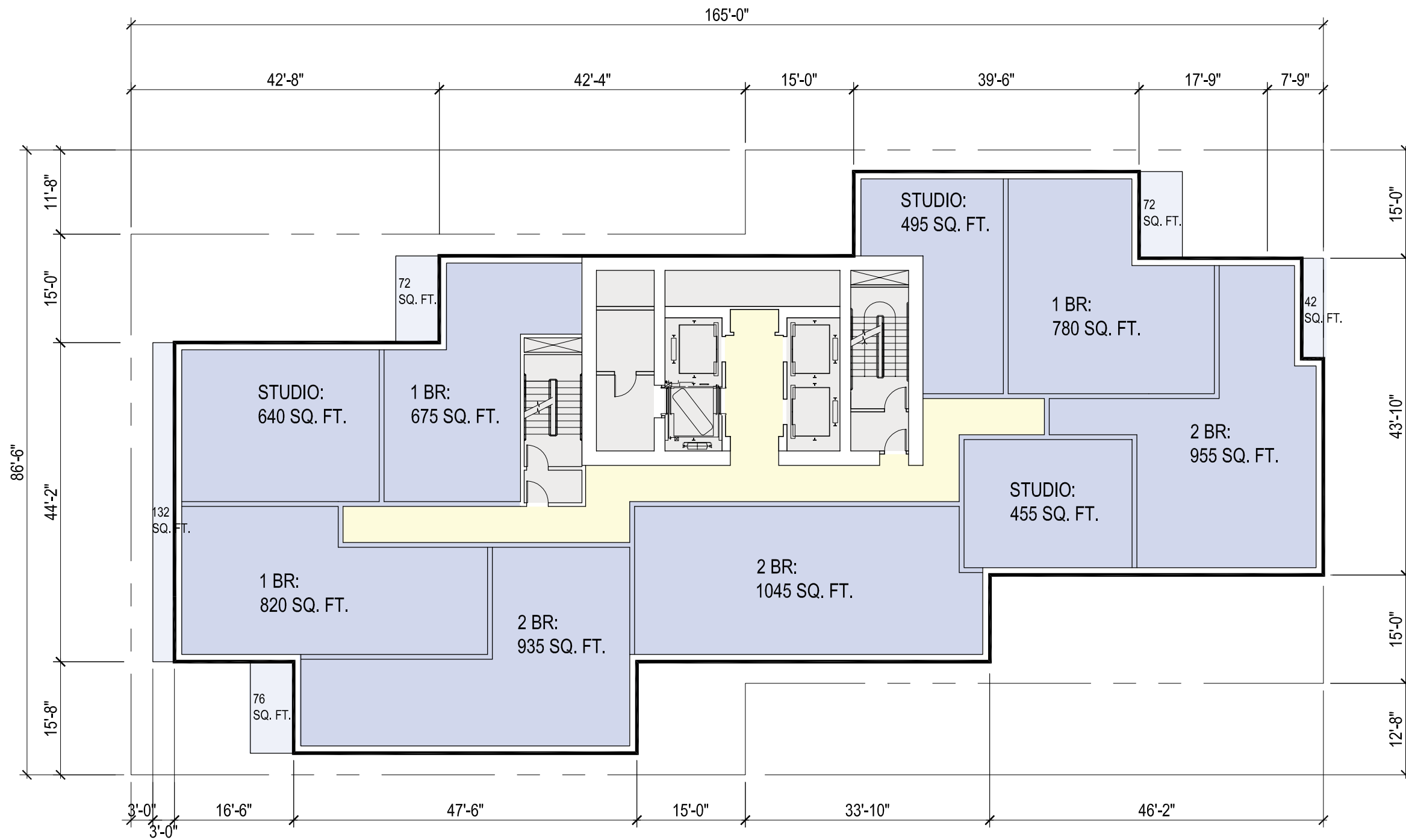
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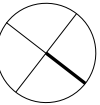
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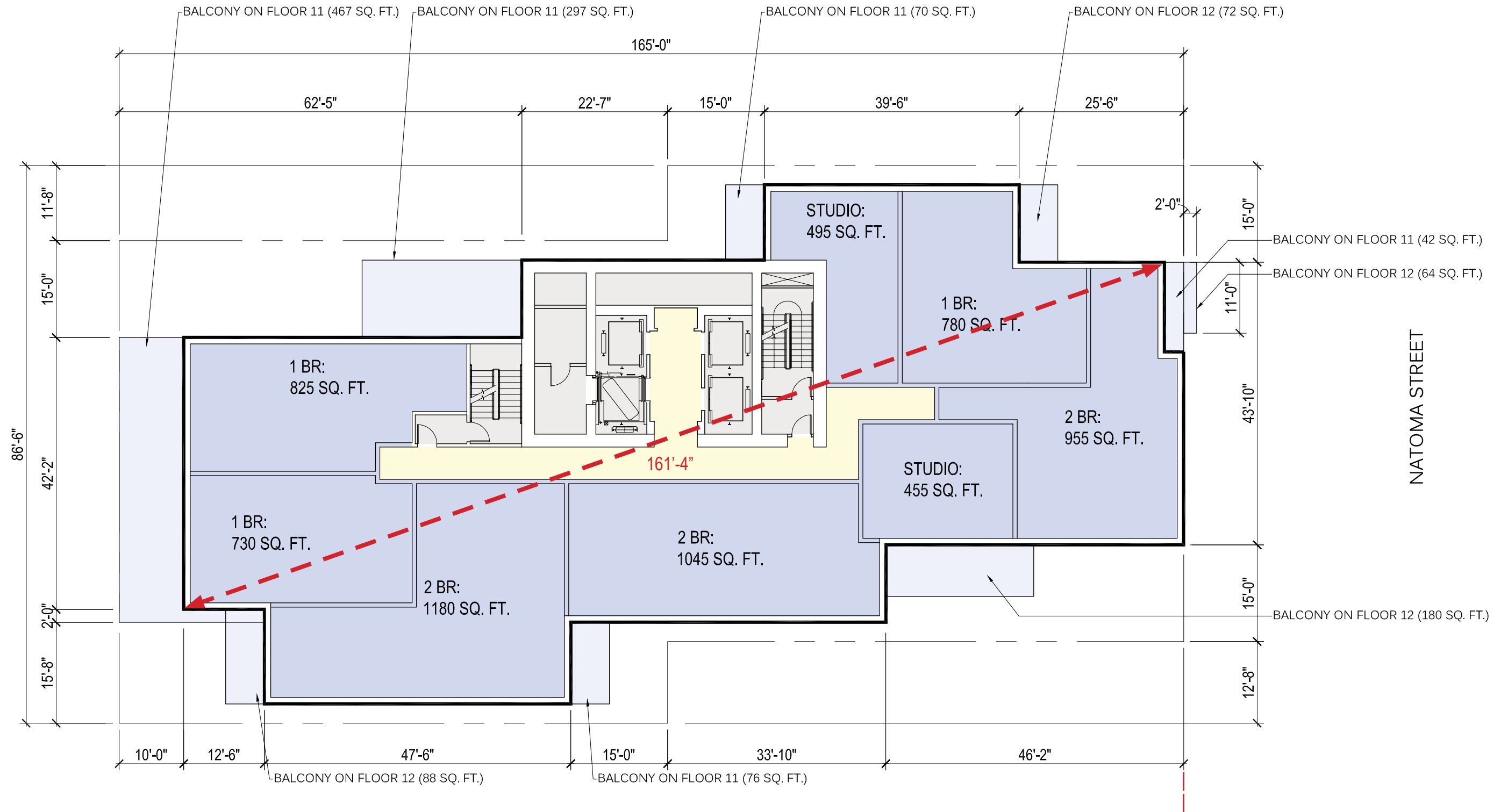
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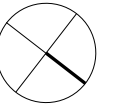
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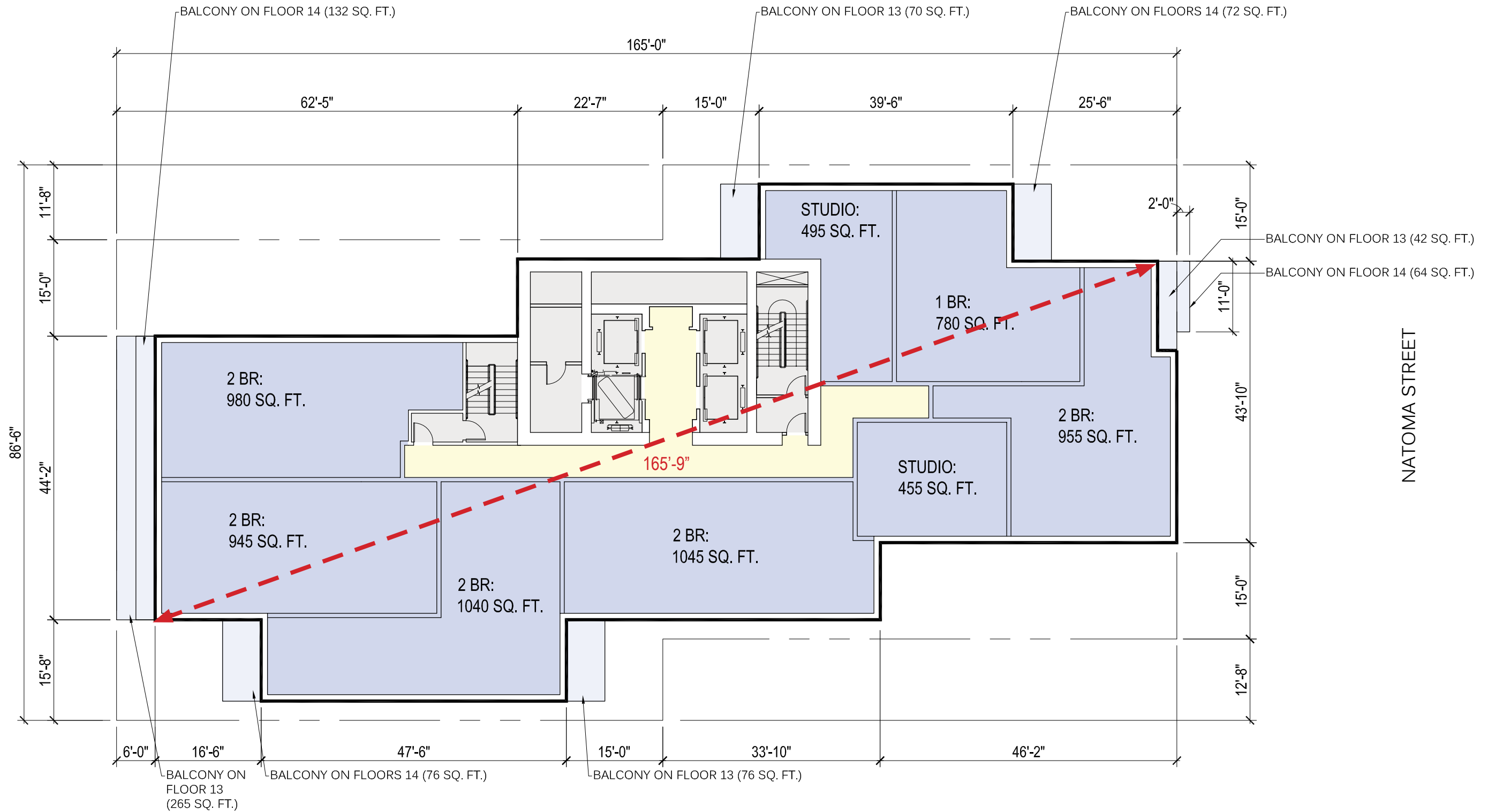
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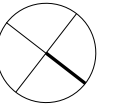
NATOMA STREET



HOWARD STREET

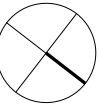
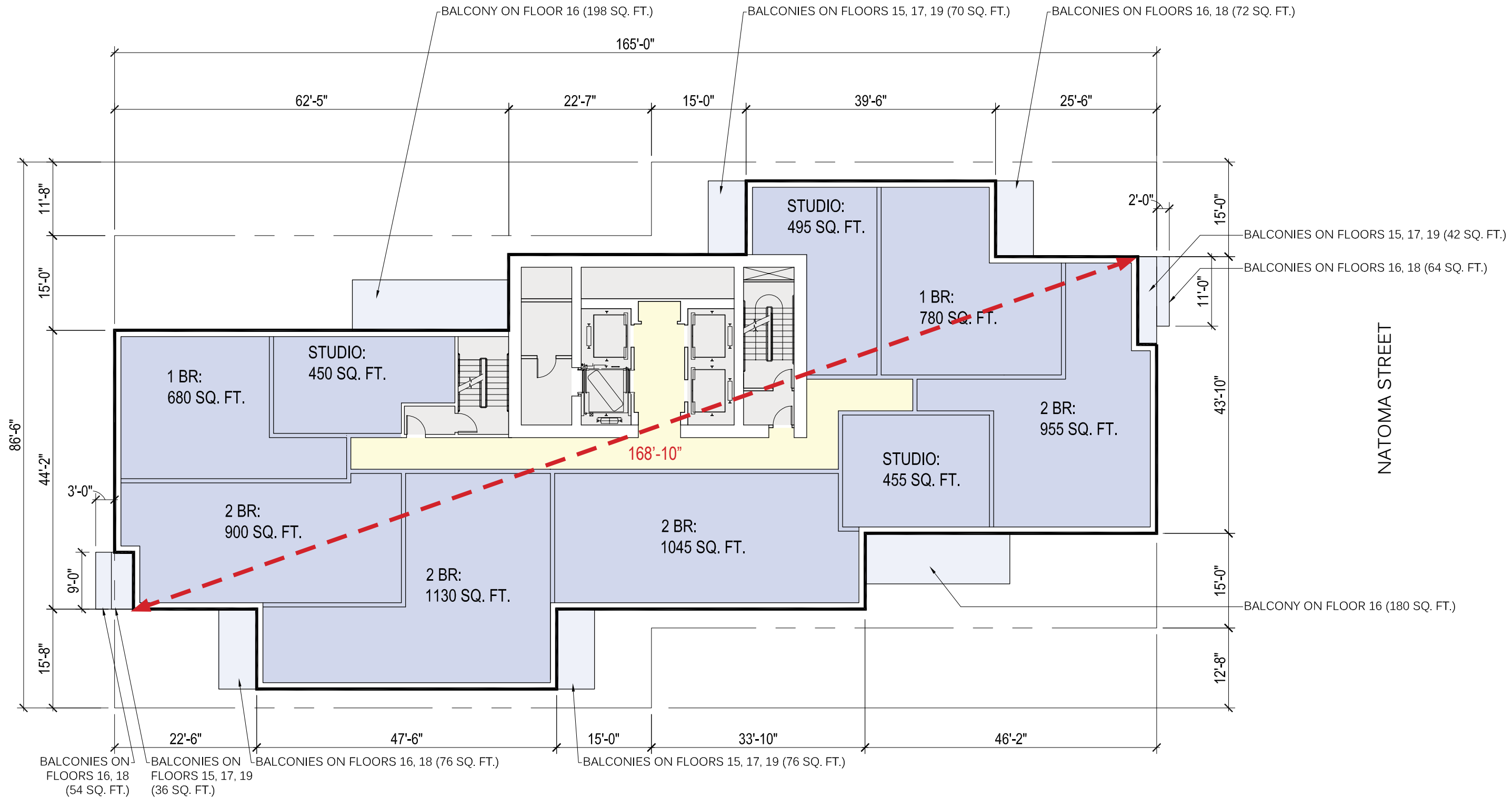


NATOMA STREET



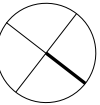
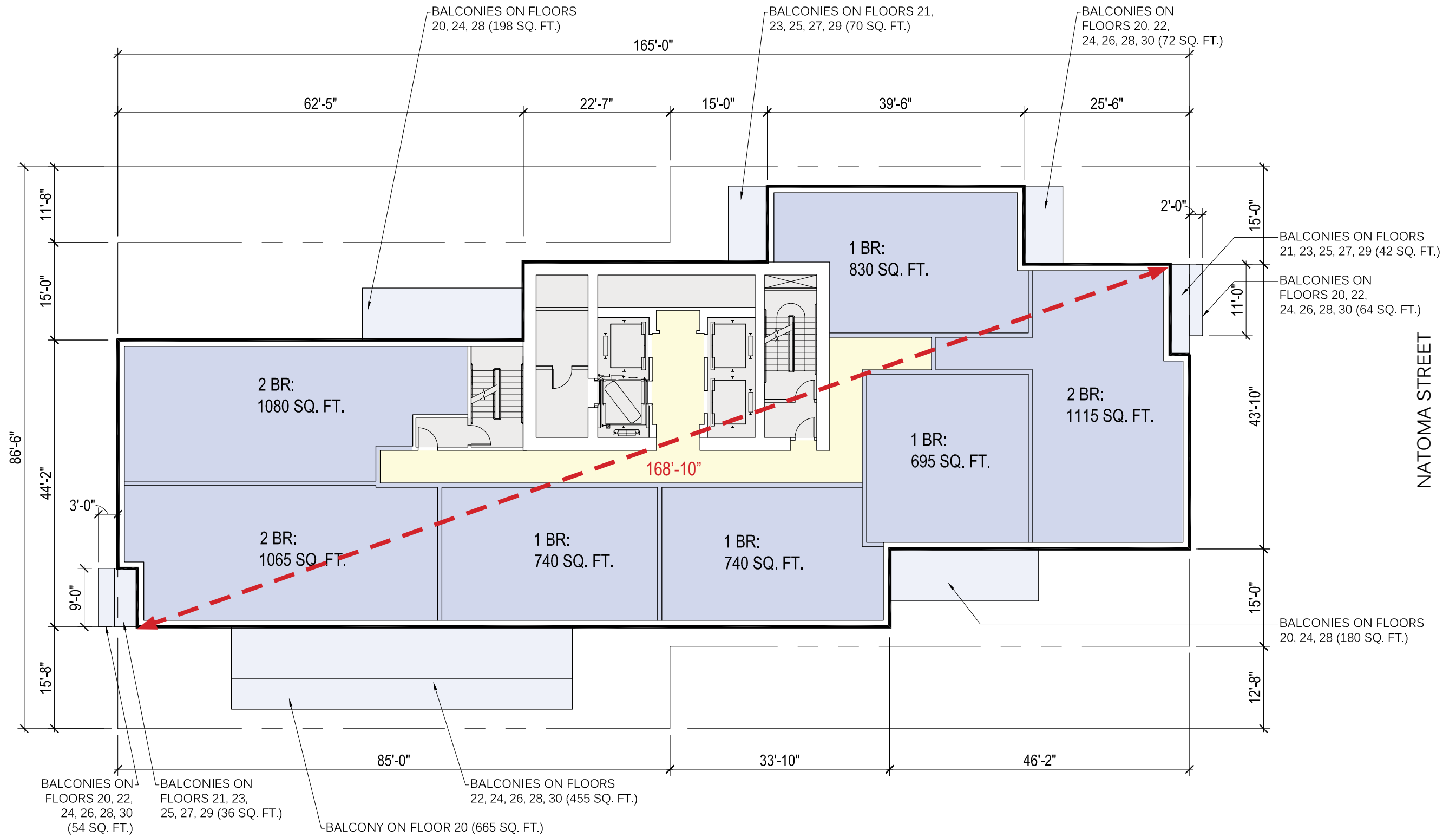
HOWARD STREET

NATOMA STREET



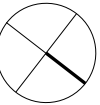
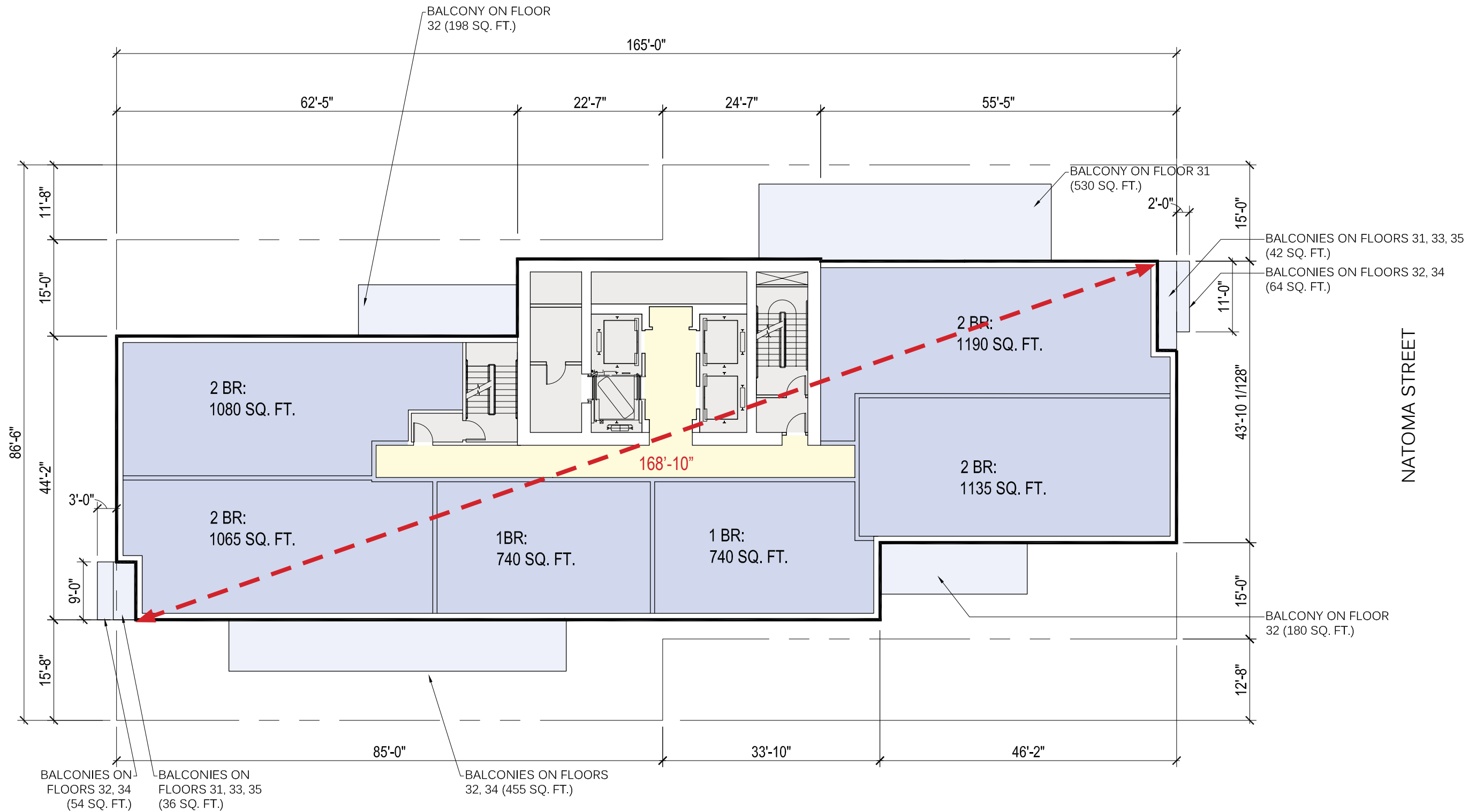
HOWARD STREET

NATOMA STREET



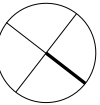
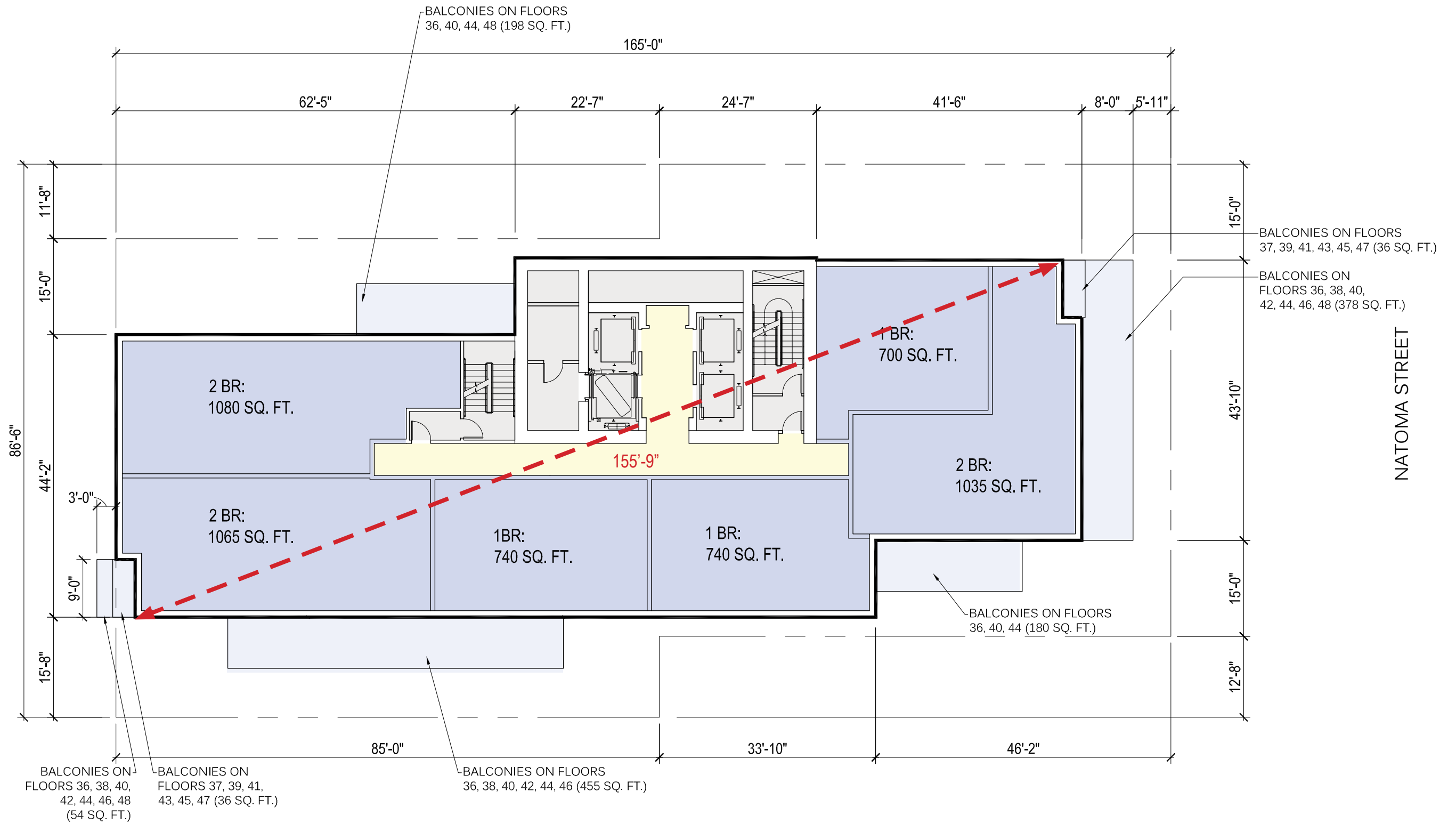
HOWARD STREET

NATOMA STREET



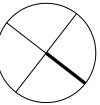
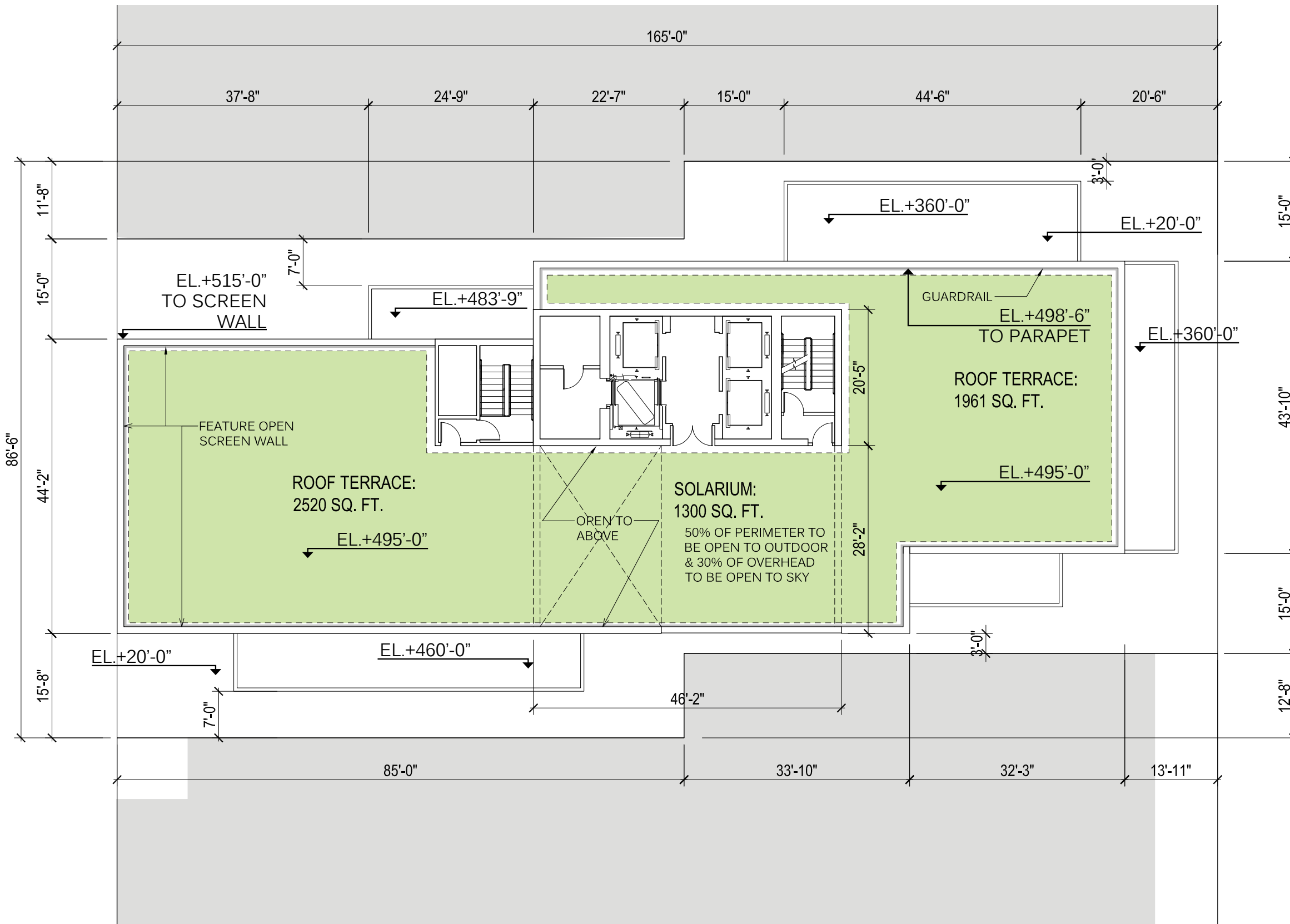
HOWARD STREET

NATOMA STREET

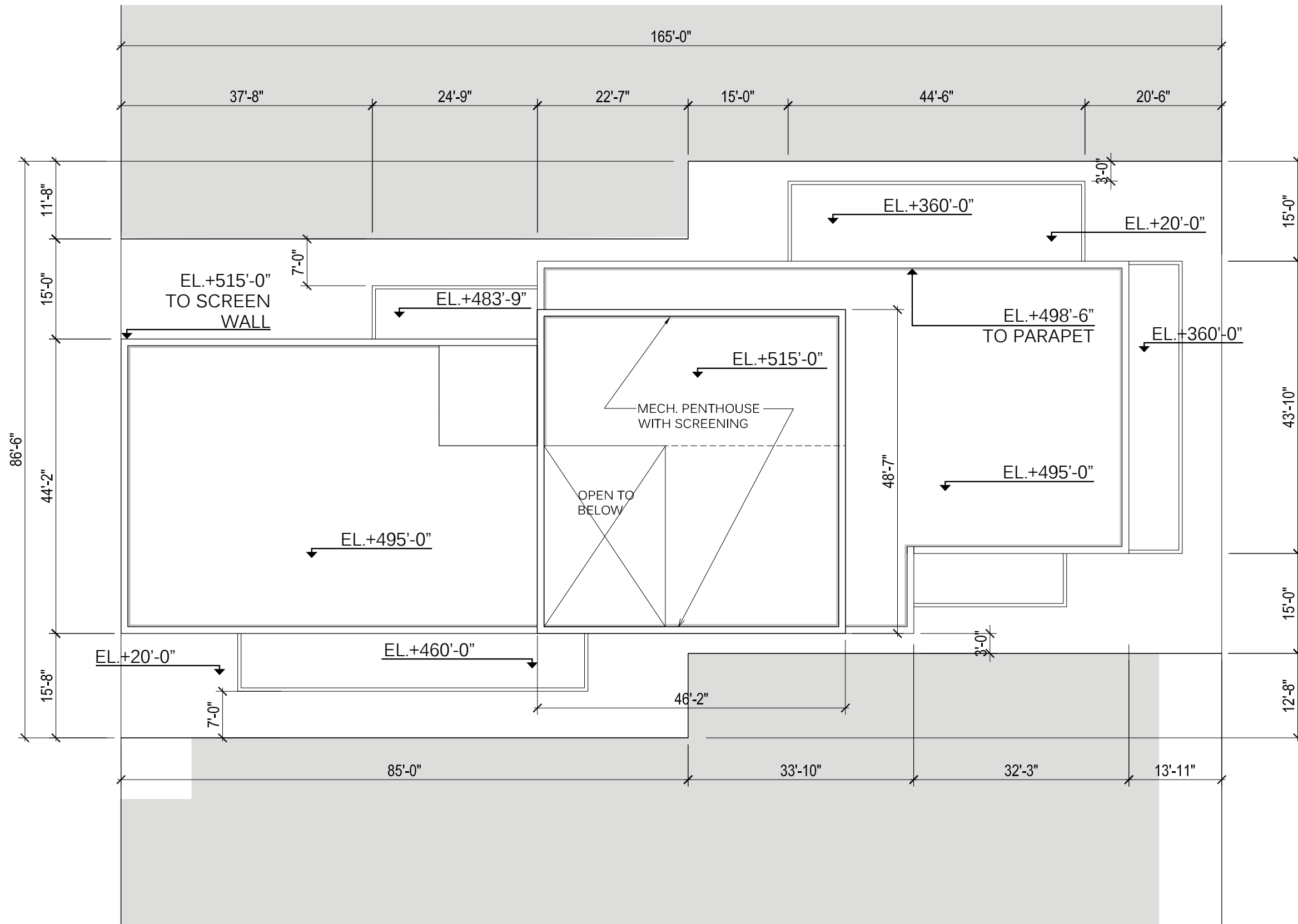


HOWARD STREET

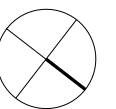
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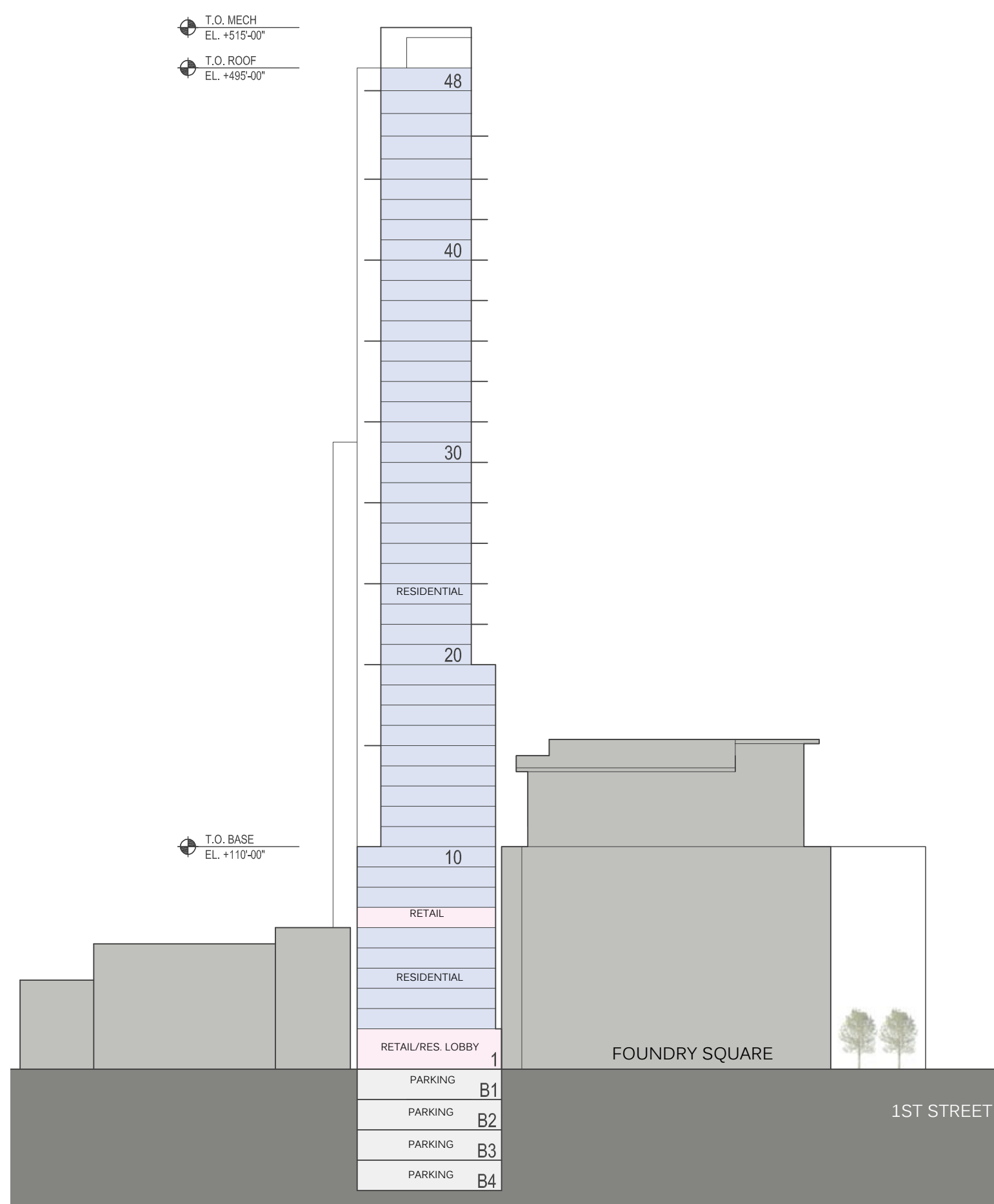
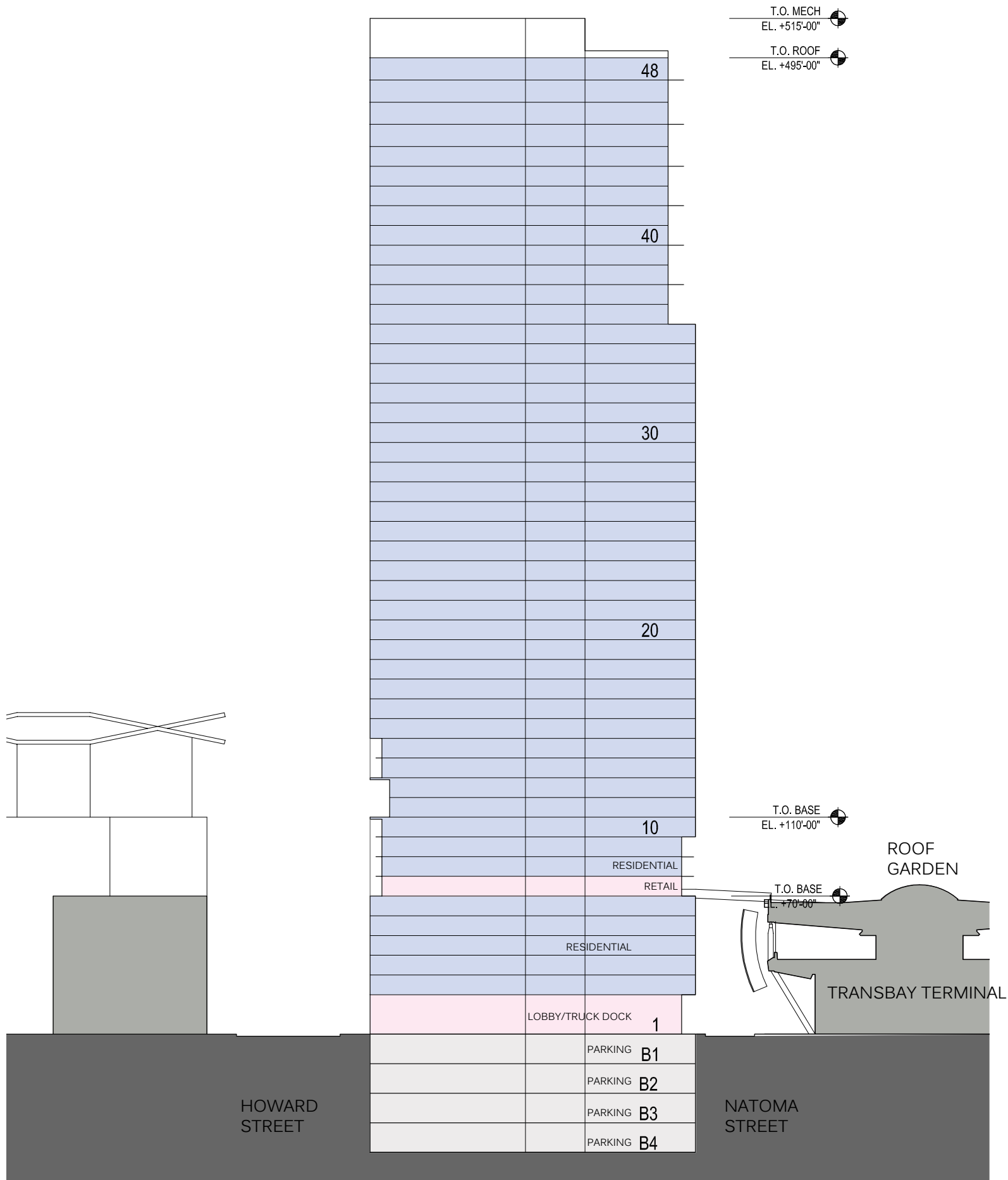


HOWARD STREET

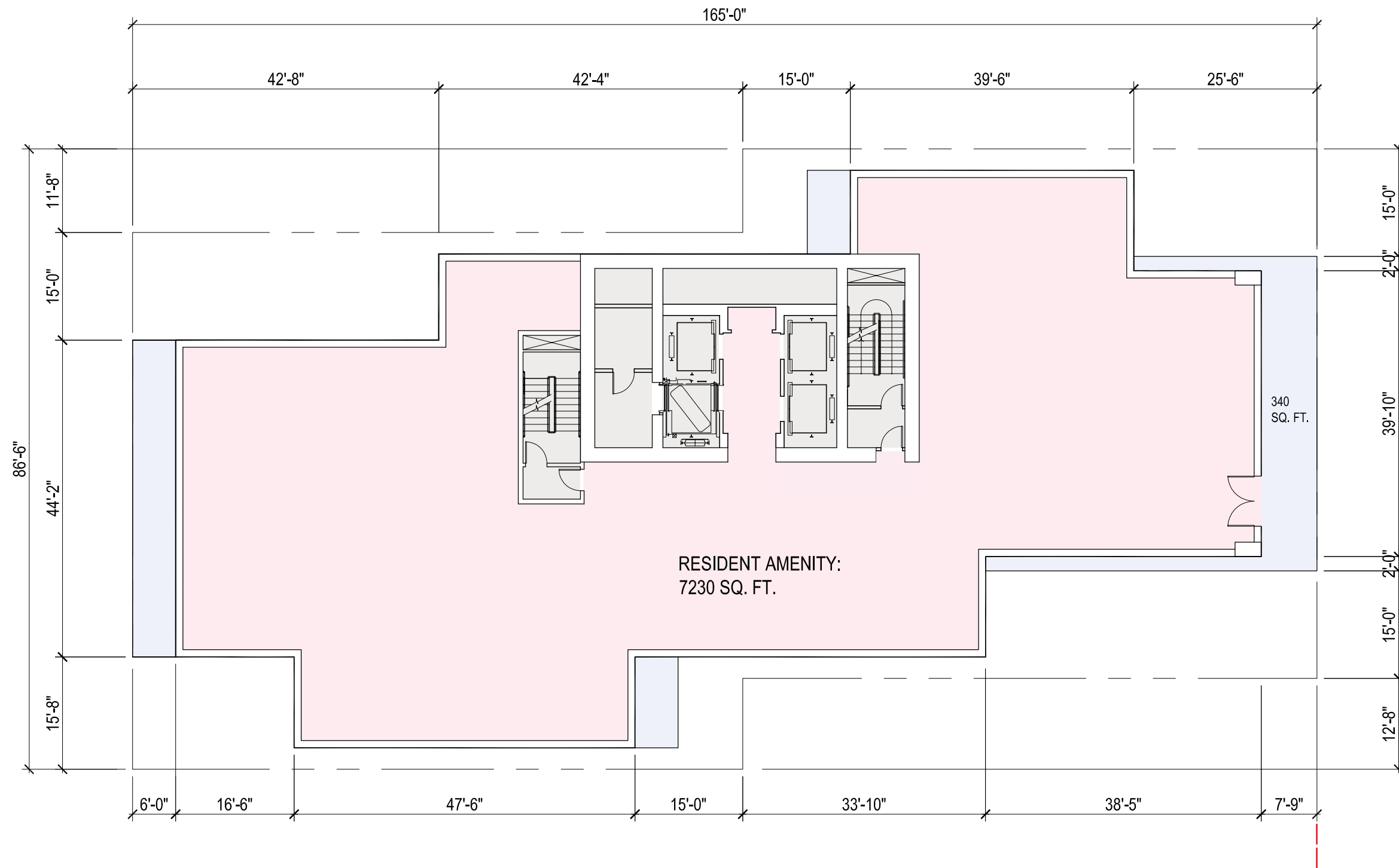


NATOMA STREET





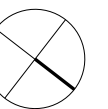
HOWARD STREET



NATOMA STREET

TRANSBAY TERMINAL
ROOF GARDEN

*ALTERNATE AMENITY FLOOR PLAN WITHOUT PEDESTRIAN BRIDGE





METAL PANEL CLADDING WITH DURANAR BRIGHT SILVER FINISH



DECORATIVE ALUMINUM FINIS



GLASS CURTAIN WALL



SPANDREL GLASS







41 Aerial View Over Transbay Park



524 HOWARD STREET | NOVEMBER 3, 2016







524

Howard Street

San Francisco, California

Thank You