



SAN FRANCISCO PLANNING DEPARTMENT

Executive Summary Conditional Use

HEARING DATE: 07/19/2018

Record No.: 2017-015706CUA
Project Address: 400 Winston Drive
Zoning: C-2 (Community Business District)
65-D Height and Bulk District
Block/Lot: 7295/004
Applicant: Adam Tritt, Vice President, Development
General Growth Properties, Inc.
110 N. Wacker Drive, Chicago, Il 60606
Staff Contact: Elizabeth Gordon Jonckheer – (415) 575-8728
Elizabeth.Gordon-Jonckheer@sfgov.org
Recommendation: **Approval with Conditions**

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PROJECT DESCRIPTION

The project site is currently occupied by the 3-story over basement, approximately 296,500 square-foot Macy's department store that closed in March 2018 at the Stonestown Galleria. The larger shopping mall property encompasses about 14 ¼ acres, and was originally permitted as a shopping mall through a series of approvals beginning in 1948, with the general area of the mall becoming more fully delineated and zoned for commercial uses by about 1953. Subsequent approvals modified those initial decisions and provided for expanded commercial floor area and uses. The most recent major expansion of the mall occurred in 1986 via a Planned Unit Development (PUD) and Conditional Use Approval process, resulting in a total of about 1.9 million square feet of commercial floor area.

The proposed project would reconfigure the existing Macy's building in the Galleria into a new retail mix, including a cinema, a supermarket and 102,207 square feet of retail tenants. The basement level would continue to maintain existing mechanical systems. Floor 1 would include an approximately 72,200 square feet sports retail store and 4,800 square feet of common area. Floor 2 would include approximately 10 small to medium size retail tenants in total of 30,100 square feet, the 45,600 square foot supermarket, and 8,300 square feet of common area. Floor 3 would include up to four restaurants in total of 13,500 square feet, a 1,800 seat, approximately 60,200 square feet cinema with up to 12 screens, and 8,900 square feet of common area. The gross square footage for the proposed reconfigured building would be approximately 300,700 square feet. The proposed project would replace the opaque ground floor frontage on 20th Avenue with a more transparent street frontage. Various hardscape and landscape improvements for adjacent outdoor common area are also proposed. Construction activities would also include interior demolition and removal of the existing 85-foot Macy's marquee, site preparation, grading, interior upgrades, and replacement of a portion of the roof. All work is anticipated to be completed in overlapping phases commencing in August 2018 and completed in July 2020.

REQUIRED COMMISSION ACTION

In the D-Bulk District, Planning Code Section 270 limits the maximum plan length of a building to 110 feet with a maximum diagonal dimension of 140 feet for that portion of the building above 40 feet in height. Per previous approvals, the project site is measured from the north side to the south side of the site. The 1986 Conditional Use authorization included a bulk exception that notes that the existing Macy's building's maximum building length above 40 feet is 232 feet and the maximum diagonal dimension is 305 feet (122 feet and 165 feet respectively over the maximum). The authorization noted that the height of the existing building exceeds the height of 40 feet by approximately 1 inch to 12 inches.

The proposed project intensifies this exception with additional volume on the roof for the cinema. Two portions of the proposed cinema roof, accommodating the high mass of the large auditorium and stair screens, rise to a height of 64 feet 10 inches at the highest point. Both have a maximum length of approximately 89 feet, and a diagonal dimension of approximately 115 feet 5 inches.¹ In order for the Project to proceed, the Commission must grant a Conditional Use Authorization pursuant to Planning Code Section 271, to amend the existing PUD to exceed the bulk limitations of the Planning Code.

ISSUES AND OTHER CONSIDERATIONS

- **Public Comment & Outreach.** As of the publication date of the packets, the Department has not received any public comment on the proposal.
- **Design Review Comments:** The Urban Design Advisory Team supports the redesign of the Macy's building, including the concrete and metal panel materials proposed, and the roof form. The proposed design includes a variety of different materials on each elevation. The proposed design has different heights and vertical planes, breaking up the larger mass. The portion of the larger roof that is 53 feet tall or higher is set back from the main building elevation to provide visual relief.

BASIS FOR RECOMMENDATION

The Department finds that the Project is, on balance, consistent with the Objectives and Policies of the General Plan. The Planning Code's bulk regulations do not necessarily take into account properties of this typology and other regional shopping malls, which contain a mix of multiple anchor and sub-anchor tenants in a fully enclosed single structure or series of connected structures. The project's bulk is in keeping with the building scale and massing of a large mall, articulating the new spaces and building to the extent possible, given the unique characteristics of the site and existing Macy's building. The various use of materials, colors and exterior façade patterns/textures are of a modern architectural aesthetic, and complementary to the building materials, colors and scales of the larger site. Although bulk dimensions are exceeded, spatial relationships at the roofline are visually attractive, and the project is sensitively designed to give

¹ Approximately 16% of the roof structure reaches the 65-foot height limit. The rest of the proposed project is 12 or more feet shorter at approximately 53 feet in height -- within plan and diagonal dimension limitations. Roughly 40% of the project sits at under 40 feet as measured from the 20th Avenue elevation.

the appearance of a less bulky building. The Department also finds the project to be necessary, desirable, and compatible with the surrounding neighborhood, and not to be detrimental to persons or adjacent properties in the vicinity.

ATTACHMENTS:

- Draft Motion – Conditional Use Authorization
- Exhibit A – Conditions of Approval
- Exhibit B – Plans and Renderings
- Exhibit C – Environmental Determination
- Exhibit D – Land Use Data
- Exhibit E – Maps and Context Photos



SAN FRANCISCO PLANNING DEPARTMENT

Planning Commission Draft Motion

HEARING DATE: JULY 19, 2018

Case No.: 2017-015706CUA
Project Address: 400 WINSTON DRIVE
Zoning: C-2 (Community Business) Zoning District
65-D Height and Bulk District
Block/Lot: 7295/004
Project Sponsor: Adam Tritt, Vice President, Development
General Growth Properties, Inc.
110 N. Wacker Drive, Chicago, Il 60606
Property Owner: General Growth Properties, Inc.
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ADOPTING FINDINGS RELATING TO THE APPROVAL OF A CONDITIONAL USE AUTHORIZATION PURSUANT TO PLANNING CODE SECTIONS 271, 303 AND 304, FOR AN EXISTING PLANNED UNIT DEVELOPMENT, TO ALLOW AN EXCEPTION TO THE BULK REQUIREMENTS AS ASSOCIATED WITH THE REMODEL OF THE FORMER MACY'S SPACE/ANCHOR BUILDING AT THE STONESTOWN GALLERIA, LOCATED AT 400 WINSTON DRIVE LOT 004, IN ASSESSOR'S BLOCK 7295, WITHIN THE C-2 (COMMUNITY BUSINESS) ZONING DISTRICT AND A 65-D HEIGHT AND BULK DISTRICT, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

PREAMBLE

On May 3, 2018, David P. Cincotta, on behalf of Adam Tritt, Vice President, Development of General Growth Properties, Inc. (hereinafter "Project Sponsor") filed Application No. 2017-015706CUA (hereinafter "Application") with the Planning Department (hereinafter "Department") for a Conditional Use Authorization to allow a bulk exception to the maximum building length and diagonal dimension of 110 feet and 140 feet respectively, for portions of the building over 40 feet, as associated with the remodel of the former Macy's space/anchor building at the Stonestown Galleria, that proposes retail spaces, a grocery store, and an 1,800-seat cinema, (hereinafter "Project"), at 400 Winston Drive, Block 7295, Lot 004 (hereinafter "Project Site").

The Planning Department Commission Secretary is the custodian of records; the File for Case No. 2017-015706CUA is located at 1650 Mission Street, Suite 400, San Francisco, California.

On July 19, 2018, the San Francisco Planning Commission (hereinafter "Commission") conducted a duly noticed public hearing at a regularly scheduled meeting on Conditional Use Authorization Application No. 2017-015706CUA.

On July 10, 2018, the Project was determined to be exempt from the California Environmental Quality Act ("CEQA") as a Class 1 Categorical Exemption under CEQA as described in the determination contained in the Planning Department files for this Project.

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

MOVED, that the Commission hereby authorizes the Conditional Use Authorization as requested in Application No. 2017-015706CUA, subject to the conditions contained in "EXHIBIT A" of this motion, based on the following findings:

FINDINGS

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

1. The above recitals are accurate and constitute findings of this Commission.
2. **Project Description.** The project site is currently occupied by the 3-story over basement, approximately 296,500 square-foot Macy's department store that closed in March 2018 at the Stonestown Galleria. The larger shopping mall property encompasses about 14 ¼ acres, and was originally permitted as a shopping mall through a series of approvals beginning in 1948, with the general area of the mall becoming more fully delineated and zoned for commercial uses by about 1953. Subsequent approvals modified those initial decisions and provided for expanded commercial floor area and uses. The most recent major expansion of the mall occurred in 1986 via a Planned Unit Development (PUD) and Conditional Use Approval process, resulting in a total of about 1.9 million square feet of commercial floor area.

The proposed project would reconfigure the existing Macy's building in the Galleria into a new retail mix, including a cinema, a supermarket, and 102,207 square feet of retail tenants. The basement level would continue to maintain existing mechanical systems. Floor 1 would include an approximately 72,200 square feet sports retail store and 4,800 square feet of common area. Floor 2 would include approximately 10 small to medium size retail tenants in total of 30,100 square feet, the 45,600 square foot supermarket, and 8,300 square feet of common area. Floor 3 would include up to four restaurants in total of 13,500 square feet, a 1,800 seat, approximately 60,200 square feet cinema with up to 12 screens, and 8,900 square feet of common area. The gross square footage for the proposed reconfigured building would be approximately 300,700 square feet.

The proposed project would replace the opaque ground floor frontage on 20th Avenue with a more transparent street frontage. Floor 1 would provide three primary entrances along the building's west frontage with two entrances providing direct access to the level one sports retail store and the third entrance providing access to the second and third levels of the project via escalators and an elevator. A secondary entrance from the parking garage would provide access to the interior circulation corridor that provides pedestrian access to the level one sports retail store and the vertical circulation corridor that provides access to Floor 2 and 3 via escalators,

stairs, and an elevator. Floor 2 would provide three primary entrances along the buildings east frontage with two providing direct access to the level two supermarket and third providing access to the interior circulation corridor. Floor 2 would also be accessible from the existing Stonestown mall interior circulation corridor.

Various hardscape and landscape improvements for adjacent outdoor common area are also proposed. Construction activities would also include interior demolition and removal of the existing 85-foot Macy's marquee, site preparation, grading, interior upgrades, and replacement of a portion of the roof. All work is anticipated to be completed in overlapping phases commencing in August 2018 and completed in July 2020.

3. **Site Description and Present Use.** The project site is located at 400 Winston Drive (Assessor's block and lot 7295/004) and is generally bounded by Eucalyptus Drive to the north, Buckingham Way to the west (privately owned by Stonestown Galleria), Winston Drive to the south, and 19th Avenue to the east in the Lakeshore neighborhood of San Francisco. The project site is 88,574 square feet (approximately 2-acres) and within and surrounded by the Stonestown Galleria, and is bounded by the City Sports Club to the north, and part of the Stonestown Galleria surface parking lot to the east, the Stonestown Galleria to the south, and part of the Stonestown Galleria west surface parking lot to the west.
4. **Surrounding Properties and Neighborhood.** The Project Site is located within the C-2 District, which is defined in Section 210.1 of the Planning Code. The C-2 District is intended to serve several functions. On a larger scale than the C-1 Districts, they provide convenience goods and services to residential areas of the City, both in outlying sections and in closer-in, more densely built communities. In addition, some C-2 Districts provide comparison shopping goods and services on a general or specialized basis to a Citywide or a regional market area, complementing the main area for such types of trade in downtown San Francisco. The extent of these districts varies from smaller clusters of stores to larger concentrated areas, including both shopping centers and strip developments along major thoroughfares, and in each case the character and intensity of commercial development are intended to be consistent with the character of other uses in the adjacent areas. The subject property is occupied by Stonestown Galleria, its anchor stores at either end, and its parking lot, and is surrounded by properties zoned for Public Use, Low-Density Residential-Mixed Districts (RM-1), and Single-Family Detached Residential Districts (RH-1(D)). Stonestown Galleria's site is bordered by San Francisco State University, 19th Avenue, and Eucalyptus Drive. The project site is well-served by Muni local public transit service. There are six Muni bus routes (#18-46th Avenue, #28-19th Avenue, #28R-19th Avenue Rapid, #29-Sunset, #57-Parkmerced, M-Oceanview) and rail routes within a quarter-mile of the project site. The Muni routes serving the project area provide connections to other regional transit providers, including AC Transit, Caltrain, SamTrans, Golden Gate Transit, and the Golden Gate Ferry Terminal in the Ferry Building.
5. **Public Outreach and Comments.** The Department has not received any public comment on the proposal.
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. **Large-Scale Retail Uses.** Pursuant to Planning Code Section 121.6, establishment of a single retail use in excess of 50,000 gross square feet in the C-2 zoning district requires Conditional Use Authorization pursuant to Section 303. Establishment of a single retail use in excess of 120,000 gross square feet is prohibited.

The existing authorized use size at the Macy's/Anchor building is a nonconforming at approximately 296,500 square-feet in size. The prospective tenants can occupy the entire existing building with principally permitted uses. The nonconforming use size is not abandoned with the new use.

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

The subject lot is not located in close proximity to an Urban Bird Refuge. The proposed project meets the requirements of feature-related standards and complies with Planning Code Section 139.

- C. **Rooftop Screening.** Planning Code Section 141 requires rooftop mechanical equipment and appurtenances used in the operation or maintenance of a building to be arranged so as not to be visible from any point at or below the roof level of the subject building. Minor features not exceeding one foot in height are exempt from this regulation.

The existing mechanical systems for the building include a cooling tower and other small mechanical units on the roof. The proposed project has rooftop-cooling towers arranged so as not to be visible from any point at or below the roof level of the subject building.

- D. **Off-Street Parking and Freight Loading.** Planning Code Section 150(c)(1) specifies that for any structure or use lawfully existing, off-street parking and loading spaces need be provided only in the case of a major addition to such structure or use, and only in the quantity required for the major addition itself. For these purposes, a "major addition" is defined as any enlargement, alteration, change of occupancy or increase in intensity of use which would increase the number of off-street parking spaces required (for uses other than dwelling units) by at least 15 percent or by at least five spaces, whichever is greater; or which would increase the requirement for off-street loading spaces by at least 15 percent. The proposal would not be considered a major addition, therefore no increase in off-street parking or loading spaces would be required.

A shared parking lot/garage arrangement exists across the current parcels at the subject site for a total of 1,696 off-street parking spaces. Additionally, the proposed project would provide a total of seven freight-loading docks for commercial freight deliveries. The proposed project would remove or reconfigure the four existing loading docks located within the existing project building at the southwest end of the project site, adjacent to the level one west parking lot and Stonestown mall parking garage. The three existing dedicated loading docks located down an access tunnel, which were used exclusively by the Macy's department store would be completely removed and converted into a common area, storage, and utility uses as part of the proposed project. The remaining existing loading dock located near the entrance of the Macy's loading dock tunnel would be modified from its current length of 25 feet to 27 feet. The proposed project would also add a new 27-foot long loading dock in

place of the Macy's loading dock tunnel entrance. The two 27-foot-long loading docks at the existing loading area would serve the proposed retail and restaurant uses and continue to be shared by the 25 general mall retail stores and restaurants. In addition, a new loading area located between the project site and the existing City Sports Club would provide five more loading docks for the proposed retail, grocery, and cinema uses. The five new loading docks within the new loading area would measure 54 feet in length each and would also be accessible via the level one west parking lot.

- E. **Bicycle Parking.** Bicycle parking requirements for the Project would be triggered by: (1) A change of occupancy or increase in intensity of use which would increase the number of total required bicycle parking spaces (inclusive of Class I and II spaces in aggregate) by 15 percent per Section 155.2(a)(4); **or** (2) Where DBI determines that an addition or alteration meets the bicycle parking thresholds set in Section 5.106.4 of the 2013 California Green Building Standards Code (CalGreen) per Section 155.2(a)(5); **or** (3) An addition or creation of new Gross Floor Area per 155.2(a)(6). No new bicycle parking would be triggered by the proposed project.

There are 11 existing Class 2 bicycle parking spaces located on the sidewalk along the existing project site frontage on 20th Avenue. Approximately 33 Class 1 bicycle parking spaces for employees would be located in a designated bicycle parking area in the existing parking garage adjacent to the proposed project's first level. This bicycle room would be accessible via the new vertical circulation atrium and first level circulation corridor. The proposed project would also provide 50 new Class 2 bicycle parking spaces using sidewalk bicycle racks at various locations along the northwest and east frontages of the project site in addition to the existing 63 class 2 bicycle parking spaces located in the project vicinity within the Stonestown Galleria for a total of 113 Class 2 spaces.

- F. **Height.** Per Article 2 of the Planning Code and the 65-D Height and Bulk District, the maximum allowable building height for the project site shall be 65 feet.

No portion of the modified building would exceed a height of 65 feet. The existing 85-foot marquee is proposed to be removed.

- G. **Bulk.** Per the D Bulk District, above a height of 65 feet, the plan dimensions of each proposed tower shall have a maximum length of 110 feet and a maximum diagonal dimension of 140 feet.

The project requests exceptions from the dimensions specified by the D Bulk District. See Bulk Exception Findings below in Section 7.

- H. **Formula Retail.** As defined by Planning Code Section 303.1, formula retail uses are a type of retail sales or service activity or retail sales or service establishment that has eleven or more other retail sales establishments in operation, or with local land use or permit entitlements already approved, located anywhere in the world. In addition to the eleven establishments either in operation or with local land use or permit entitlements approved for operation, the business maintains two or more of the following features: a standardized array of merchandise, a standardized facade, a standardized decor and color scheme, uniform apparel, standardized signage, a trademark or a servicemark. Formula Retail is a principally permitted use in the C-2 District.

It is anticipated the majority of the new retail tenant mix, including the cinema and supermarket, will be Formula Retail uses. As noted above, Formula Retail is a principally permitted use at this location.

- I. **Planned Unit Development (PUD).** The subject parcel is part of an existing Planned Unit Development (PUD) - Conditional Use Authorization File No. 83.98EC (Motion No. 10774), which allowed for renovation and expansion of the Stonestown Shopping Center, inclusive of Lots 4-10 in Assessor's Block 7295 (formerly Lots 5-9). The original authorization was amended under subsequent motions to extend the termination date of the Conditional Use.

Aside from the modification to the Bulk Exception, the proposed project adheres to all the Conditions of Approval established in prior approvals, including Case No. 83.98C (Motion No. 10774).

7. **Planning Code Section 271** establishes criteria for the Planning Commission to consider when reviewing applications for a bulk exception as part of a Conditional Use Authorization in addition to those criteria required in Section 303. On balance, the project does comply with said criteria in that:

1) The appearance of bulk in the building, structure or development shall be reduced by means of at least one and preferably a combination of the following factors, so as to produce the impression of an aggregate of parts rather than a single building mass:

- A. Major variations in the planes of wall surfaces, in either depth or direction, that significantly alter the mass;
- B. Significant differences in the heights of various portions of the building, structure or development that divide the mass into distinct elements;
- C. Differences in materials, colors or scales of the facades that produce separate major elements;
- D. Compensation for those portions of the building, structure or development that may exceed the bulk limits by corresponding reduction of other portions below the maximum bulk permitted; and
- E. In cases where two or more buildings, structures or towers are contained within a single development, a wide separation between such buildings, structures or towers.

In the D-Bulk District, Planning Code Section 270 limits the maximum plan length of a building to 110 feet with a maximum diagonal dimension of 140 feet for that portion of the building above 40 feet in height. Per previous approvals, the project site is measured from the north side to the south side of the site. The 1986 Conditional Use authorization included a bulk exception that notes that the existing Macy's building's maximum building length above 40 feet is 232 feet and the maximum diagonal dimension is 305 feet (122 feet and 165 feet respectively over the maximum). The authorization noted that the height of the existing building exceeds the height of 40 feet by approximately 1 inch to 12 inches.

The proposed project intensifies this exception with additional volume on the roof for the cinema. Two portions of the proposed cinema roof, accommodating the high mass of the large auditorium and stair screens, rise to a height of 64 feet 10 inches at the highest point. Both have a maximum length of approximately 89 feet, and a diagonal dimension of approximately 115 feet 5 inches.

The appearance of the proposed bulk is reduced by employing various design techniques. The project's bulk is in keeping with the building scale and massing of a large mall, articulating the new spaces to the extent possible, given the unique characteristics of the site and existing Macy's building. The various use of materials, colors and exterior façade patterns/textures are of a modern architectural aesthetic, and complementary to the building materials, colors and scales of the larger site. Although bulk dimensions are exceeded, spatial relationships at the roofline are visually attractive, and the project is sensitively designed to give the appearance of a less bulky building.

2) In every case the building, structure or development shall be made compatible with the character and development of the surrounding area by means of all of the following factors:

- A. A silhouette harmonious with natural land-forms and building patterns, including the patterns produced by height limits;

The Project incorporates a silhouette for the theater roof volumes which project only at setback behind the existing building roofline, thus minimizing its perception from the street. The massing and ground floor frontage is designed to help define an existing and potential future streetscape that is more urban in character, offering contemporary interpretations of more traditional storefront elements with a fine-grained texture to the glazing at the ground floor. Therefore, the Project is consistent with the relative heights of the existing shopping mall.

- B. Either maintenance of an overall height similar to that of surrounding development or a sensitive transition, where appropriate, to development of a dissimilar character;

The Project incorporates a height that is similar to that of the surrounding development at the Stonestown Galleria.

- C. Use of materials, colors and scales either similar to or harmonizing with those of nearby development; and

The Project incorporates a concrete and metal panel material palette, which is consistent and compatible with the surrounding shopping mall.

- D. Preservation or enhancement of the pedestrian environment by maintenance of pleasant scale and visual interest.

The Project incorporates public realm improvements including new sidewalk paving, exterior lighting, and sidewalk street trees. These aspects assist in improving the pedestrian environment, while also obscuring portions of the new mass and scale, and providing a more gracious public sequence between parking areas and the entries.

8. **Conditional Use Findings.** Planning Code Section 303 establishes criteria for the Planning Commission to consider when reviewing applications for Conditional Use authorization. On balance, the project complies with said criteria in that:

- A. The proposed new uses and building, at the size and intensity contemplated and at the proposed location, will provide a development that is necessary or desirable, and compatible with, the neighborhood or the community.

The existing Macy's/Anchor building is located within an established shopping mall, in an existing commercial zone, located along a well-travelled commercial street. The City previously approved the shopping mall through the PUD and Conditional Use process. Those approvals included a bulk exception for the subject building, which otherwise conformed to the applicable height and other building regulations of the Planning Code. Since establishment of the shopping center, Macy's has closed, and the demand for large retail spaces in excess of 250,000 square feet has generally decreased, in favor of smaller sub-anchor tenants. A portion of the Macy's space will be repurposed for a new 1,800-seat cinema that, along with the smaller retail spaces and grocery, will diversify the tenant mix in the shopping mall. This new space will allow the shopping center more flexibility to attract tenants and provide both commercial and job opportunities in the area, and would represent an increase in floor area on the Project Site of less than three percent, and of less than one percent for the approximately 1.9 million square feet of the shopping mall as a whole. The net additions are consistent with the scale and intensity contemplated both for the Project Site and the shopping mall as a whole.

In addition, this use will be beneficial to the community by making improved use of an existing commercial property, and offering enhanced commercial, grocery, and entertainment options to local residents, employees, and visitors. In addition to maintaining a type of business that has existed in the community and at its present location for over 50 years, the Project will improve the operation of that business and replace an outdated structure with modern materials and efficient design. The Project will occur entirely within the established shopping mall, separated from surrounding uses by surface parking and, in most cases, public rights-of-way, maintaining the existing-and substantial-spatial buffer from the more sensitive surrounding uses. No changes to streets, driveways from streets, or other transit facilities would occur.

- B. The proposed project will not be detrimental to the health, safety, convenience or general welfare of persons residing or working in the vicinity. There are no features of the project that could be detrimental to the health, safety or convenience of those residing or working the area, in that:

- (1) Nature of proposed site, including its size and shape, and the proposed size, shape and arrangement of structures;

For over five decades the Stonestown Galleria has been-typified by a large lot size, with large structures spanning hundreds of feet in length and on the diagonal. The bulk regulations in Table 270 of the Code (Bulk Designation (65-D) are not generally relevant to buildings that typify this or other regional shopping malls, which contain a mix of multiple anchor and sub-anchor tenants, and traditional in-line retail and eating establishments in a fully enclosed single structure or series of connected structures. The proposed project addresses the intent of the Bulk regulations, by articulating the new spaces and building to the extent possible, given the unique characteristics of the Project Site and existing building.

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

The Project would maintain existing circulation facilities and patterns in the shopping mall and surrounding road and driveway network, and would not modify any public right-of-way or driveway to a right-of-way. The Project would increase the floor area of the Project Site by less than three percent, and the floor area of the mall by less than one percent, and would not generate substantial additional traffic volumes or types. The Project is accessible from surrounding uses, including residential and institutional (SFSU), reducing the need for local vehicle trips. Moreover, the Project has existing Code-compliant and required parking, including bicycle parking, and would provide additional loading space. As a result, the Project would remain accessible to pedestrian and vehicular traffic and would not result in any substantial change to the type and volume of traffic currently generated by the existing uses.

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

The Project would maintain an existing and long-established commercial use within a property developed specifically for the purpose. The commercial uses are enclosed and are separated from neighboring uses by surface parking and public rights-of-way. Further, these uses do not typically generate substantial noise, dust, or odor. Any potential for substantial glare would be addressed through the use of a variety of building materials, the primary components of which are non-reflective. Overall, the Project represents a very slight expansion of an existing use primarily for circulation and exiting, and an improved arrangement of other uses on the Project Site, a commercially zoned parcel. These changes would improve its coexistence with the other uses in the vicinity, while avoiding detrimental effects to nearby residential and institutional properties.

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

The proposed remodel would comply with the applicable 65 foot height requirement and would remain oriented in generally the same manner as the existing commercial structures on the Project Site and in the shopping mall as a whole. The Project would eliminate the existing marquee sign and introduce signage integrated into the architecture of the remodeled and new building. Exterior building lighting would be provided as required, and consistent with the security and safety needs of shopping center patrons.

The Project proposes some improvements to common areas adjacent to the existing Macy's/Anchor building, including landscape and hardscape treatments. The Project would provide parking, including bicycle parking, in accordance with Planning Code requirements, and would maintain the surface parking lot that has existed on the shopping mall site for decades. Lighting provided in the modified parking areas would comply with Code requirements, and would be directed to avoid overspill onto any adjacent uses. Loading areas would be incorporated into the new and existing structures and, as indicated on the site plans, would be screened from off-site view and enclosed.

- C. That the use as proposed will comply with the applicable provisions of the Planning Code and will not adversely affect the General Plan.

The Project complies with all relevant requirements and standards of the Planning Code and is consistent with objectives and policies of the General Plan as detailed below.

- D. That the use as proposed would provide development that is in conformity with the purpose of the applicable Neighborhood Commercial District.

The proposed project is not located in a NC District.

9. **Planned Unit Development Findings:** Planning Code Section 304 sets forth criteria, which must be met before the Commission may authorize a Conditional Use for a Planned Unit Development. This project generally complies with all applicable criteria:

- A. The development shall affirmatively promote applicable objectives and policies of the General Plan.

The Project complies with the objectives and policies of the General Plan, as stated below.

- B. The development shall provide off-street parking adequate for the occupancy proposed.

The Project Site contains existing off-street parking spaces for the Project and Stonestown Galleria, in keeping with previous authorizations. The Project would continue to provide off-street parking that is adequate for the use at the Property.

- C. The development shall provide open space usable by the occupants and, where appropriate, by the general public, at least equal to the open space required by the Planning Code.

The Project is not required to provide any on-site open space for the proposed uses. The Project does incorporate several landscaped areas on the project site, which afford the opportunity for open space.

- D. The development shall be limited in dwelling unit density to less than the density that would be allowed by Article 2 of this Code for a district permitting a greater density, so that the PUD will not be substantially equivalent to a reclassification of property.

No dwelling units are proposed.

- E. In R Districts, the development shall include commercial uses only to the extent that such uses are necessary to the serve residents of the immediate vicinity.

The Project is not located in an R District.

- F. The development shall under no circumstances be excepted from any height limit.

The project is within the 65-foot height limit.

- G. Provide street trees as required by the Code.

The project proposes the required number of street trees as prescribed by Code.

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

COMMERCE AND INDUSTRY ELEMENT

Objectives and Policies

OBJECTIVE 1:

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

Policy 1:

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

OBJECTIVE 2:

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

Policy 2.1:

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

URBAN DESIGN ELEMENT

Objectives and Policies

OBJECTIVE 1:

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

Policy 1.3:

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

Policy 1.7:

Recognize the natural boundaries of districts, and promote connections between districts.

OBJECTIVE 3:

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

Policy 1:

Promote harmony in the visual relationship and transitions between new and older buildings. Beyond the massing and architectural features described in Objective 1, Policy 3, the project will relate to the massing of the neighborhood buildings. The two tower structures are of similar height of the PUD (SF Towers) across Pine Street, while the shorter portions of the project at the east and west property lines step down to address the existing pattern of lower scaled development.

Policy 3:

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

Policy 6:

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

Policy 7:

Recognize the special urban design problems posed in development of large properties.

The project has been divided into distinct volumes/segments to reflect the proportion and scale of the existing buildings, and the project's architectural style complements the older mall. The project is designed so that the massing, bulk, height, design, color, shape and other features will be contextually appropriate to the neighborhood. The massing changes to the existing building will reflect the site characteristics of the existing topography and will not obscure any public views. The reconfigured building and design creates improvement that is beneficial to users of the project and also to the urban landscape and existing development patterns. The size and number of commercial spaces would promote a variety of uses consistent with the usage of the site. The Project introduces a contemporary architectural vocabulary that is sensitive to the prevailing scale and fabric of the existing mall, and provides for a high quality designed exterior, which features a variety of materials, colors and textures, and tones. The Project is also in proximity to ample public transportation. On balance, the Project is consistent with the Objectives and Policies of the General Plan.

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

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

The Project would not remove or displace any existing neighborhood-serving retail uses, and would not affect local business ownership. Rather, it would create new retail opportunities other than a major commercial anchor space. These new uses would serve both the neighborhood and the region, providing a mix of retail, entertainment, and grocery store. These new uses would provide a range of employment opportunities for nearby residents and students.

- 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 site does not possess any existing housing. The Project is wholly located within an established commercial zone and, more specifically, within an established shopping mall. The Project involves the partial interior demolition and conversion of the existing formula retail use into smaller stores, retail and food and beverage sales, as well as a cinema. The modification of the existing structure would maintain the existing character of the surrounding shopping mall and would have no effect on the character of surrounding uses beyond, which are separated from the Project Site by other large commercial buildings and extensive surface parking. The Project is consistent with area in design, scale and form. For these reasons, the Project would protect and preserve the cultural and economic diversity of the neighborhood.

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

The Project is strictly commercial, and would provide for increased employment opportunities at an existing shopping mall. The Project would not affect the City's supply of affordable housing..

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

The Project Site is served by nearby public transportation options. The project site is well-served by Muni local public transit service. There are six Muni bus routes (#18–46th Avenue, #28–19th Avenue, #28R–19th Avenue Rapid, #29–Sunset, #57–Parkmerced, M-Oceanview) and rail routes within a quarter-mile of the project site. The Muni routes serving the project area provide connections to other regional transit providers, including AC Transit, Caltrain, SamTrans, Golden Gate Transit, and the Golden Gate Ferry Terminal in the Ferry Building.

- 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 does not include commercial office development. The development of the shopping mall has generally occurred through the initial provision of some office uses, and the eventual replacement of those office uses by commercial retail and similar use over time. The Project would continue that trend of diversifying the economic base of the shopping mall and surrounding area, by replacing one large anchor commercial retailer with a greater diversity of local- and regional-serving uses, including retail, entertainment, and food uses. The Project would provide flexibility in the kinds of retail tenants the shopping mall will be able to attract, protecting its continued operation. These new and expanded uses would increase employment opportunities for nearby residents and students and does not contain any new commercial office development.

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

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

- G. That landmarks and historic buildings be preserved.

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

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

The Project will not cast shadow on adjacent public parks. No scenic vistas are publicly available through or over the Project Site. The remodel would maintain the general height and bulk characteristics of the existing building.

12. 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.
13. The Commission hereby finds that approval of the Conditional Use Authorization would promote the health, safety and welfare of the City.

DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES Conditional Use Authorization Application No. 2017-015706CUA** subject to the following conditions attached hereto as "EXHIBIT A" in general conformance with plans on file, dated May 31, 2018, and stamped "EXHIBIT B", which is incorporated herein by reference as though fully set forth.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Conditional Use Authorization to the Board of Supervisors within thirty (30) days after the date of this Motion. The effective date of this Motion shall be the date of this Motion if not appealed (after the 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 July 19, 2018.

Jonas P. Ionin
Commission Secretary

AYES:

NAYS:

ABSENT:

ADOPTED: July 19, 2018



EXHIBIT B

STONESTOWN ANCHOR BUILDING RECONFIGURATION

NARRATIVE AND TABLES

Stonestown Galleria Narrative

The proposed project re-purposes the former Macy's Anchor building at Stonestown Galleria with a new grocery store (Whole Foods), a 12 screen cinema, 102,207 sf of retail tenants, and approximately 13,500 sf of restaurant space. This reconfiguration will transform the former single user three level retail space, into a more vibrant multi-tenant mix. In addition to remodeling the anchor building, the project will also provide various hardscape and landscape improvements for adjacent outdoor common areas. The project is expected to add approximately 4,159 sf of net new floor area, primarily as new exiting, circulation and service, to the existing 296,509 sf for a new total gross area of approximately 300,668 sf

The exterior of the building, including adjacent sidewalks, will receive new finishes and materials. A portion of the roof will also be replaced to accommodate the new theaters. One of the most significant building envelope changes included in this proposal is the removal of the existing 85-foot marquee structure and sign associated with the building. This change will reduce the overall height of the building making it consistent with current height requirements.

The existing mechanical systems for the building include a cooling tower and other small mechanical units on the roof, and an existing emergency generator in the basement. There is also an existing transformer in an underground vault at the lower level sidewalk on the West side. A second existing transformer is in a fenced enclosure under the existing mall building. The proposed project has rooftop cooling towers, and the proposed emergency generator is planned to be within the building, and the new transformers will be located on the west parking lot at the new service area. The existing loading and service for the building include 4 covered loading docks of medium-size, and 2 compactor locations. Existing access is provided and limited to the West side. The proposed project includes a total of 7 loading docks distributed in two separate service areas (West and North), and 8 compactors for trash, compost, and recycling.

Table n.1: Area Calculations

	Retail	Restaurant	Grocery	Cinema	Common	Other*	Total
Existing	Basement					11,239	11,239
	Floor 1	92,650	-	-	-	17,580	110,230
	Floor 2	87,400	-	-	-	500	87,900
	Floor 3	87,140	-	-	-	-	87,140
	Total	267,190	-	-	-	-	29,319

	Retail	Restaurant	Grocery	Cinema	Common	Other*	Total
Proposed	Basement					10,475	10,475
	Floor 1	72,177	-	-	-	4,835	32,588
	Floor 2	30,030	-	45,552	-	8,300	7,735
	Floor 3	-	13,500	-	60,174	8,905	6,397
	Total	102,207	13,500	45,552	60,174	22,040	57,195

*(Mechanical, Exiting, Storage, Loading, etc.)

Table n.2: Loading Docks

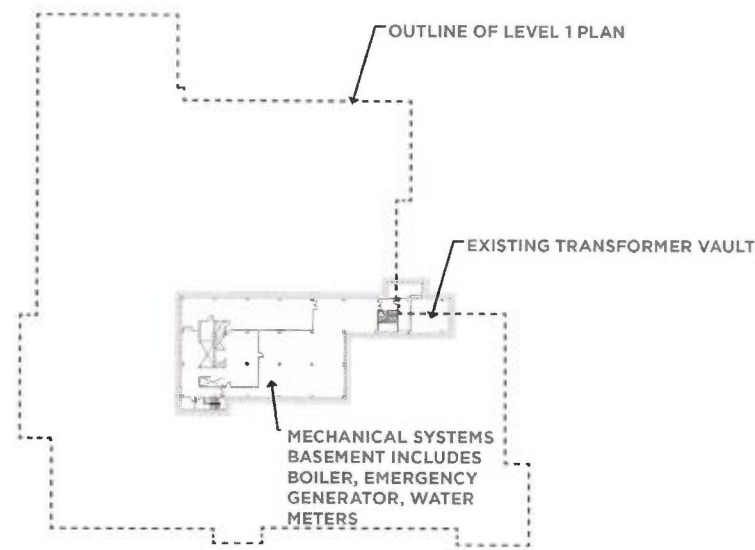
	Number	Location	Size	Use	Tenant	Frequency/Use	Notes
Existing (4)	E.L. 01	West	20'x25'	Shared	Existing Mall Shops		This Loading area will be maintained, but relocated to position "N.L.01"
	E.L. 02	South-Interior	16'-10"x32'-9"	Exclusive	Servicing 20-25 Retail Shops and restaurants	3-4 trucks a day, Mon - Sat from 9am - 6pm	
	E.L. 03	South-Interior	18'-6"x30'-6"	Exclusive	Macy's	Loading schedule used by Macy's	These three Macy's loading docks will be removed
	E.L. 04	South-Interior	18'-6"x30'-6"	Exclusive	Macy's	4-5 trucks a day, Mon-Fri, from 6am to 2pm	
New (7)	N.L. 01	West	14'x27'	Shared	Existing Mall Shops	3-4 trucks a day, Mon - Sat from 9am - 6pm	This Loading area replaces previously existing loading "E.L.01"
	N.L. 02	West	14'x27'	Shared	Existing Mall Shops	One 30-48' truck twice per week per tenant (10 deliveries per week total).	
					New Small Tenants (Size: 1,000 sf - 3,000 sf) Up to 5 tenants /up to 15,000 sf total	30 minutes per delivery Fedex and UPS service daily	
	N.L. 03	North-East	11'-8"x54'	Exclusive	New Medium Tenants (Size: 15,000 sf - 20,000 sf) Up to 2 tenants /up to 40,000 sf total	Two 30-48' truck per day per tenant (4 per day total, 20 per week total)	
					Lower level Retail	Lower Level Retail Planned deliveries are: Mon-Fri 7:30 am - 2 trucks Mon, Wed, Fri at 10am - 2 trucks Tue, Thu at 12pm - 2 trucks	
	N.L. 04	North-East	12'-0"x54'	Exclusive	Lower level Retail	Mon-Fri 3pm - 1 truck (picks up packages)	
	N.L. 05	North-East	12'-0"x54'	Exclusive	Cinema	3 freight deliveries per week (one 65' truck and two 30-48' trucks per week)	
N.L. 06	North-East	12'-0"x54'	Exclusive	Grocery (Whole Foods)	28 daily deliveries on average (four 65' trucks, four 30-48' trucks, and 20 vans per day) based on another SF Wholefoods location		
N.L. 07	North-East	13'-4"x54'	Exclusive	Grocery (Whole Foods)			

Table n.3: Compactors

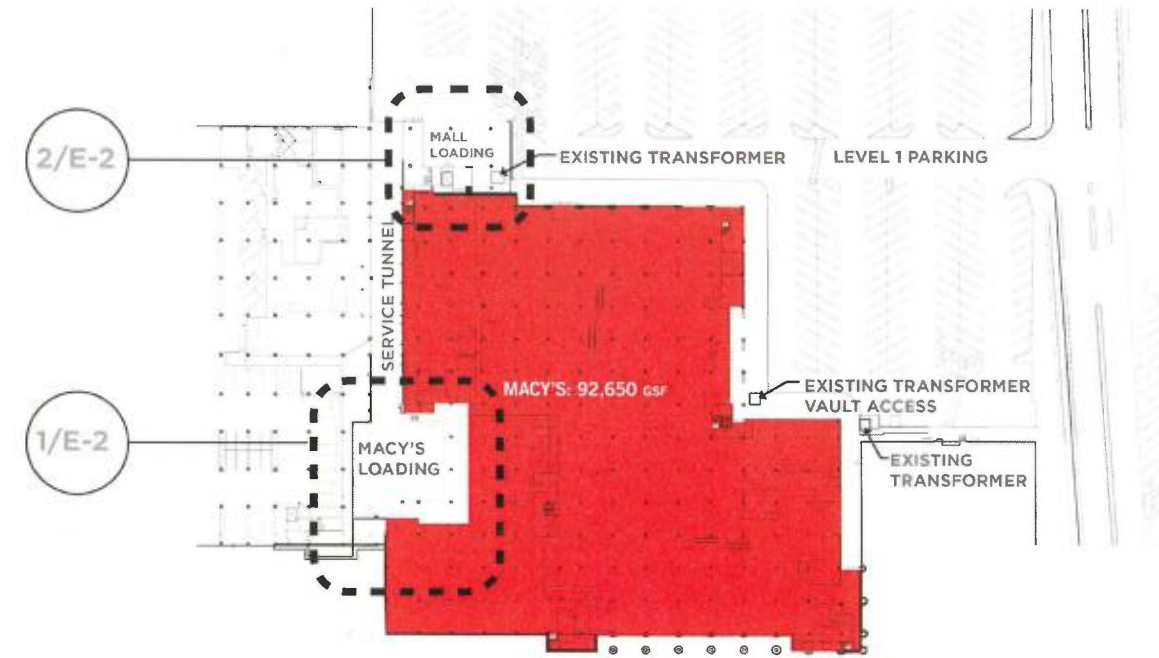
	Number	Location	Use	Use	Tenant	Frequency/Use	Notes
Existing (2)	E.C. 01	West	Trash	Shared	Existing Mall Shops	Trash picked up every 4 days	Used by Existing Mall Shops
	E.C. 02	South-Interior	Trash	Exclusive	Servicing 20-25 Retail Shops and restaurants		These Macy's Compactor area will be removed
New (8)	N.C. 01	West-Exterior	Compost	Shared	Existing Mall Shops (20-25) & New Mall Shops (5)	Trash picked up every 4 days	Relocated Existing Mall Shops Compactor "E.C.01"
	N.C. 02	West-Exterior	Recycle	Shared	Existing Mall Shops (20-25) & New Mall Shops (5)		
	N.C. 03	West-Exterior	Trash	Shared	Existing Mall Shops (20-25) & New Mall Shops (5)		
	N.C. 04	North-Exterior	Compost	Shared	Lower level Retail, Grocery, and Cinema		
	N.C. 05	North-Exterior	Recycle	Shared	Lower level Retail, Grocery, and Cinema		
	N.C. 06	North-Exterior	Trash	Shared	Lower level Retail, Grocery, and Cinema	On call	
	N.C. 07	North-East	Trash	Exclusive	Grocery		
	N.C. 08	North-East	Trash	Exclusive	Lower level Retail		

Compost/Recycle/Trash
7 days/4 days/ on call

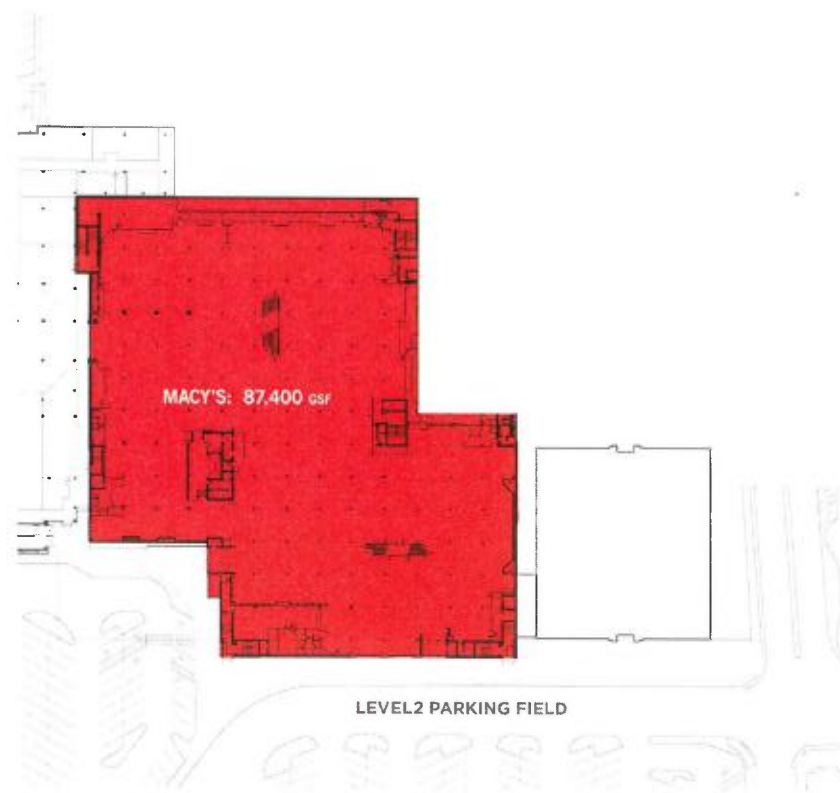
EXISTING MACY'S FLOOR PLANS



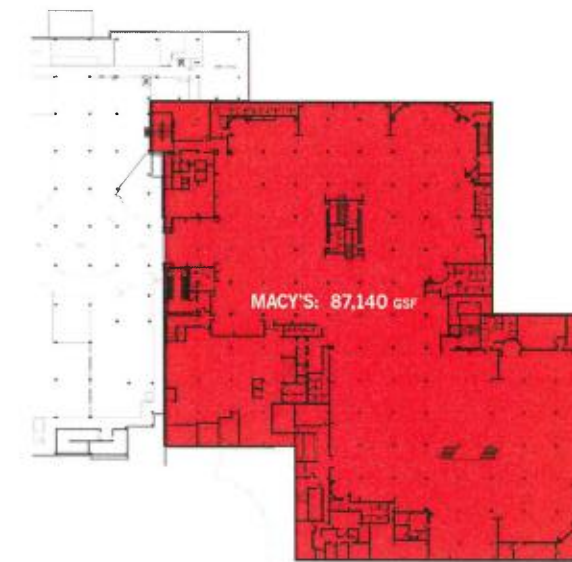
LEVEL 0 BASEMENT



LEVEL 1



LEVEL 2



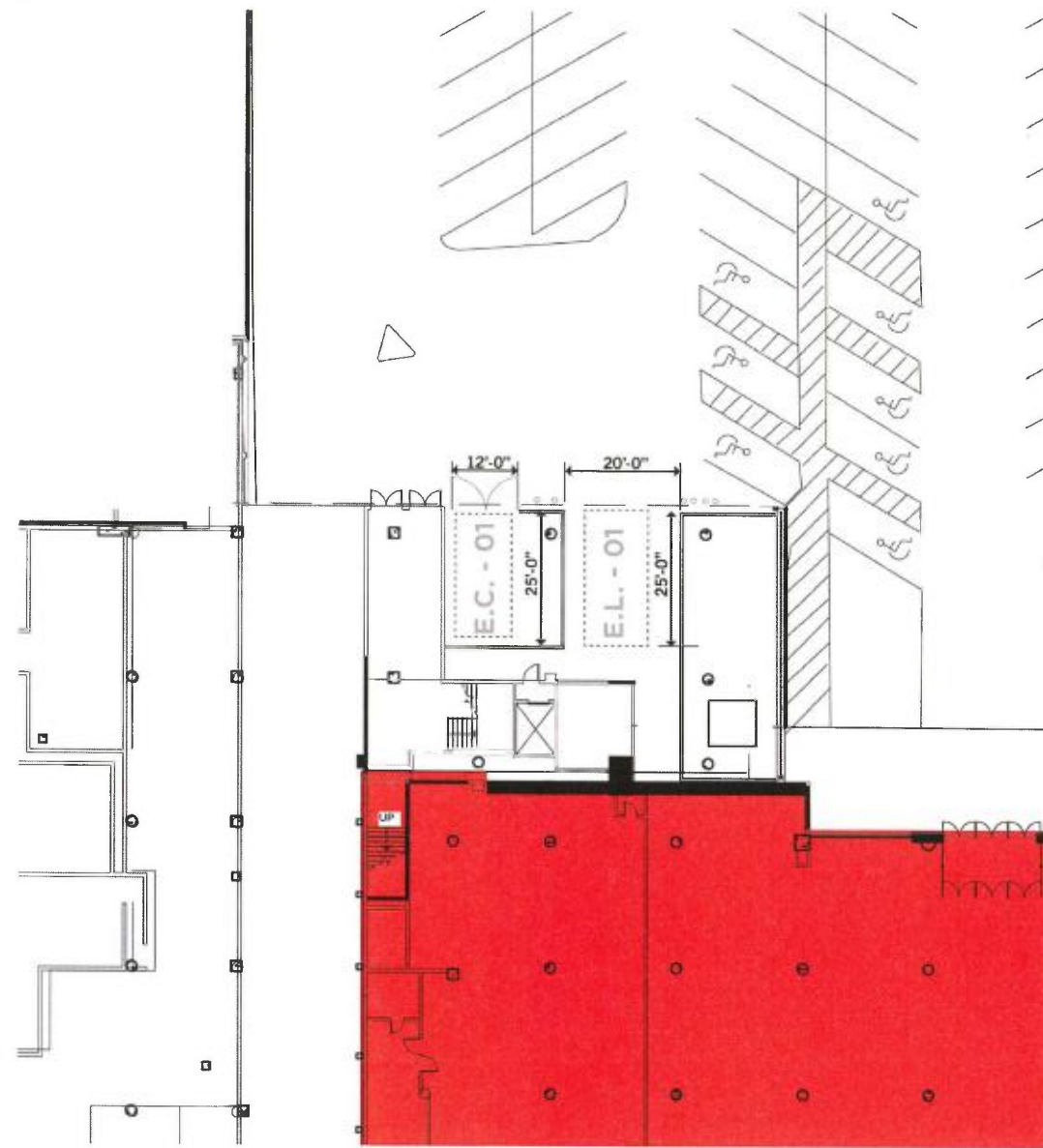
LEVEL 3

STONESTOWN GALLERIA
ANCHOR BUILDING RECONFIGURATION

GGP 05.17.2018

(REVISED 06.06.2018)

EXISTING MACY'S
LOADING PLAN & GROUND LEVEL
MECHANICAL EQUIPMENT

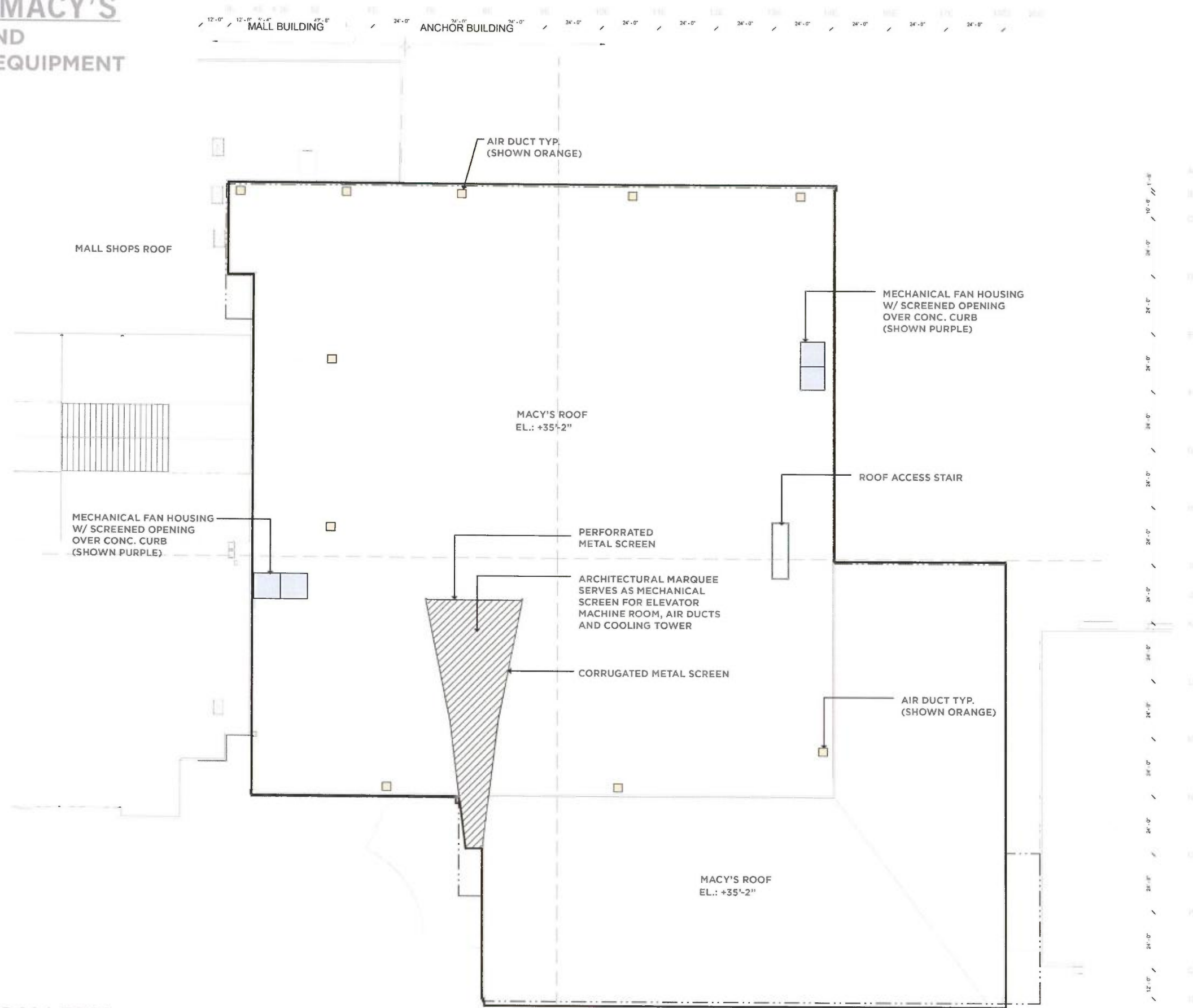


1 - ENLARGED MALL LOADING AREA



2 - ENLARGED MACY'S LOADING AREA

EXISTING MACY'S
ROOF PLAN AND
MECHANICAL EQUIPMENT



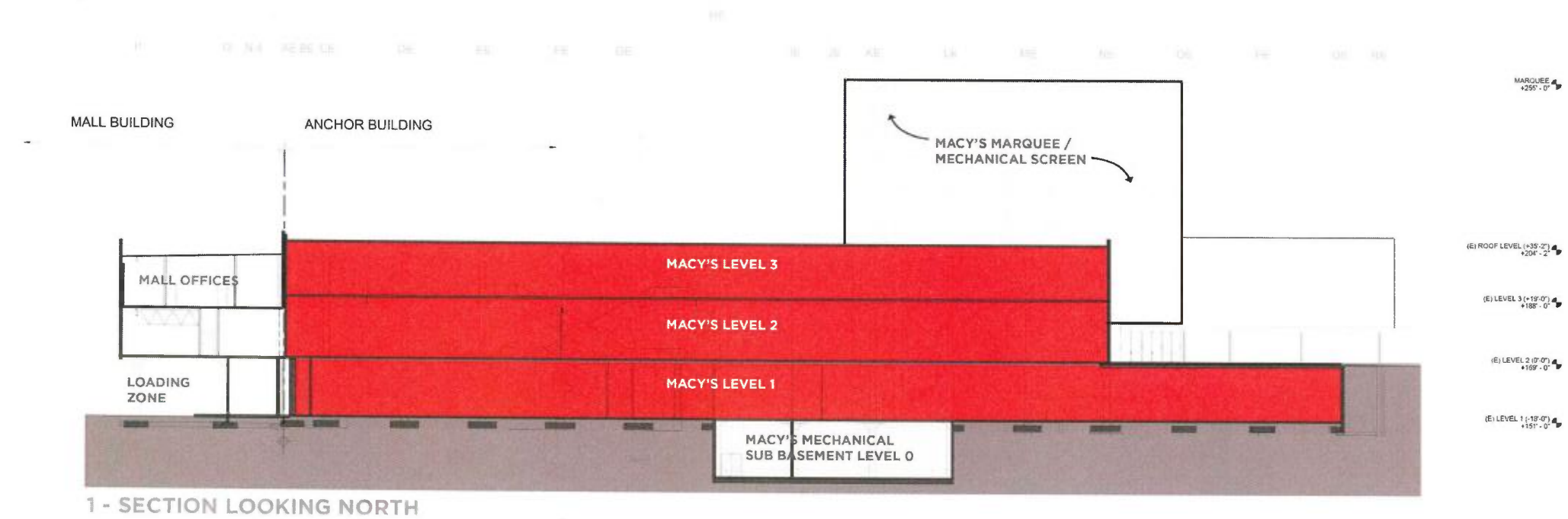
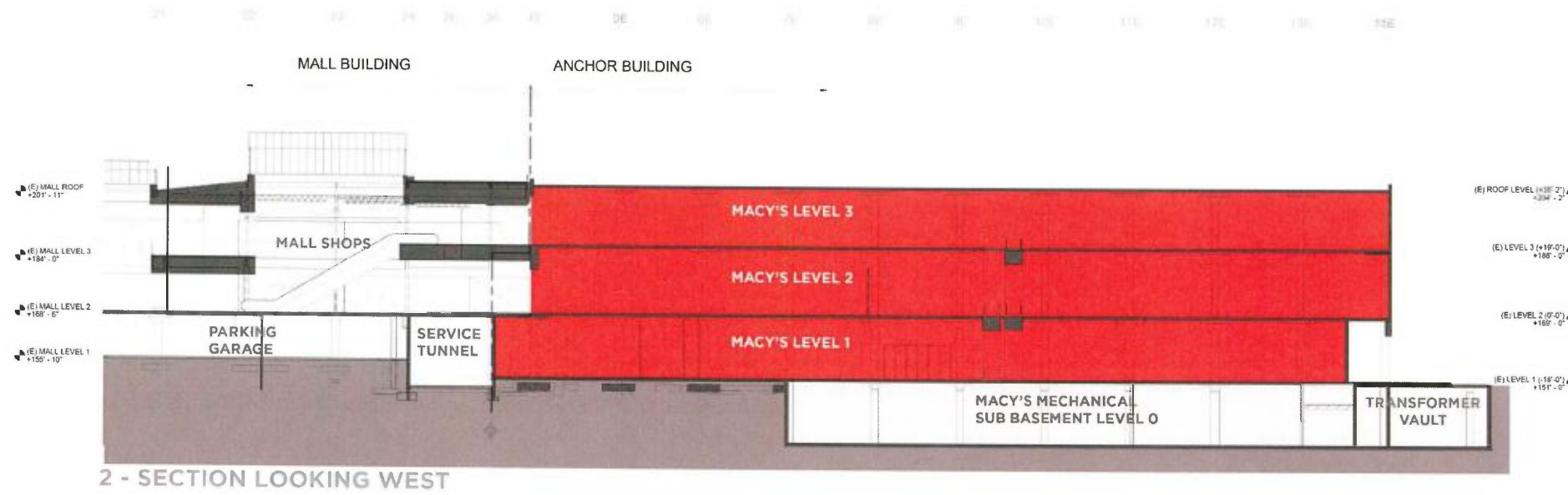
STONESTOWN GALLERIA
 ANCHOR BUILDING RECONFIGURATION

GGP

05.17.2018

(REVISED 06.06.2018)

EXISTING MACY'S BUILDING SECTIONS



STONESTOWN GALLERIA
ANCHOR BUILDING RECONFIGURATION

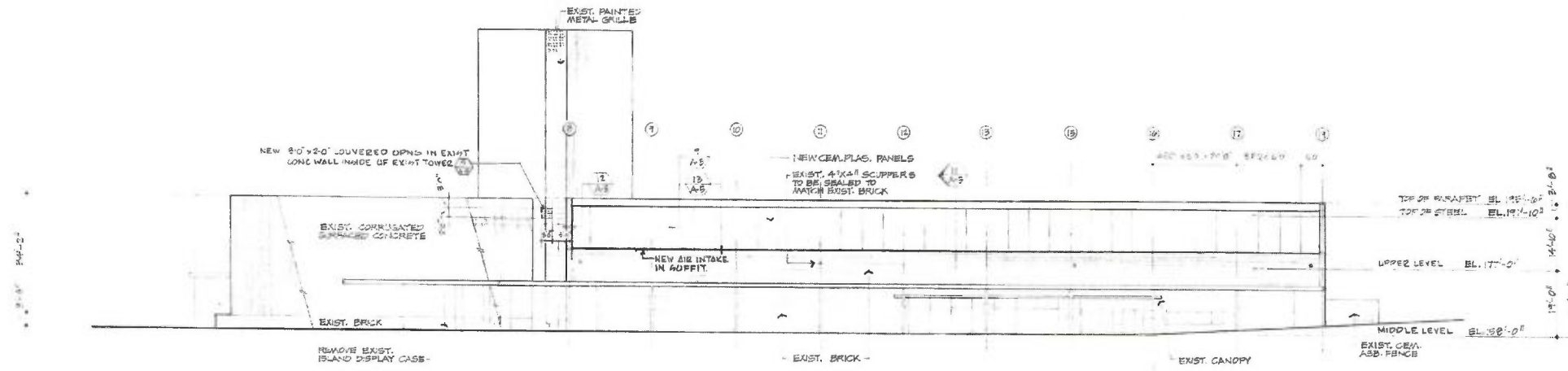
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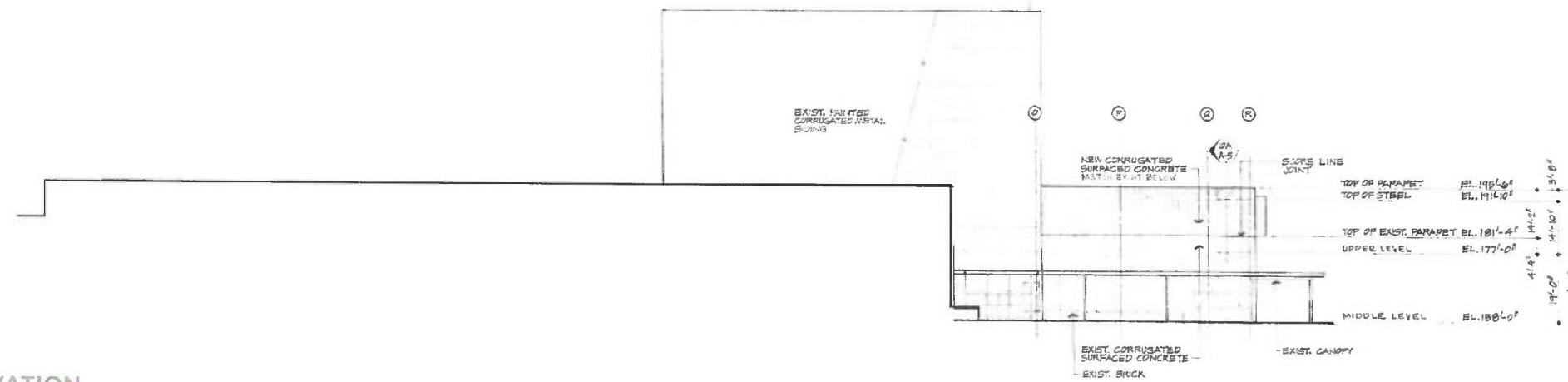
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EXISTING MACY'S

BUILDING ELEVATIONS (1 OF 2)



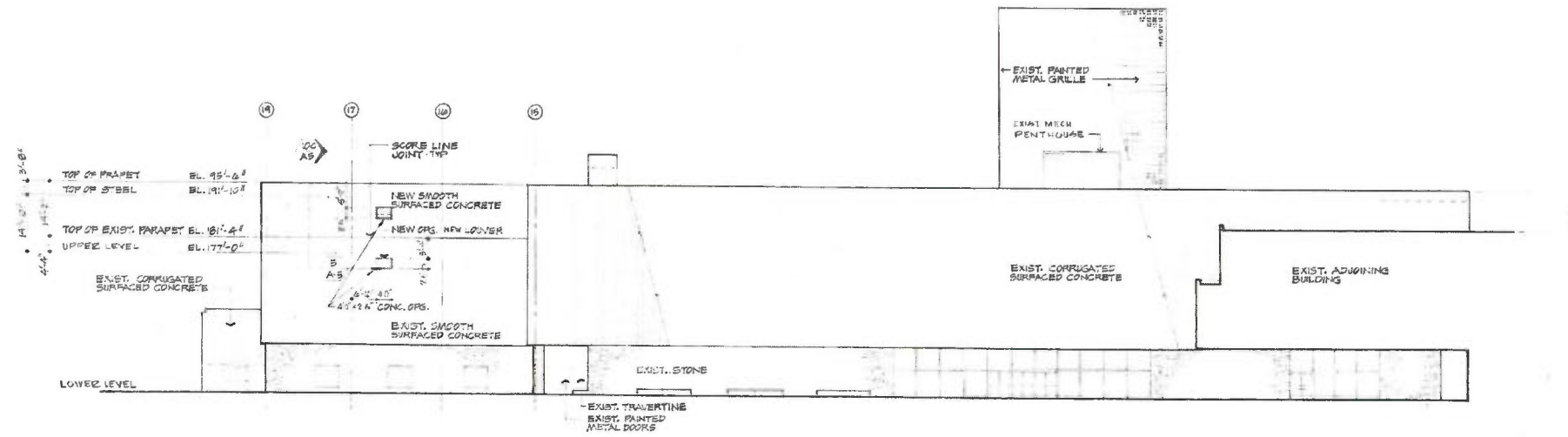
2 - EAST ELEVATION
SCALE: 1/16" = 1'-0"



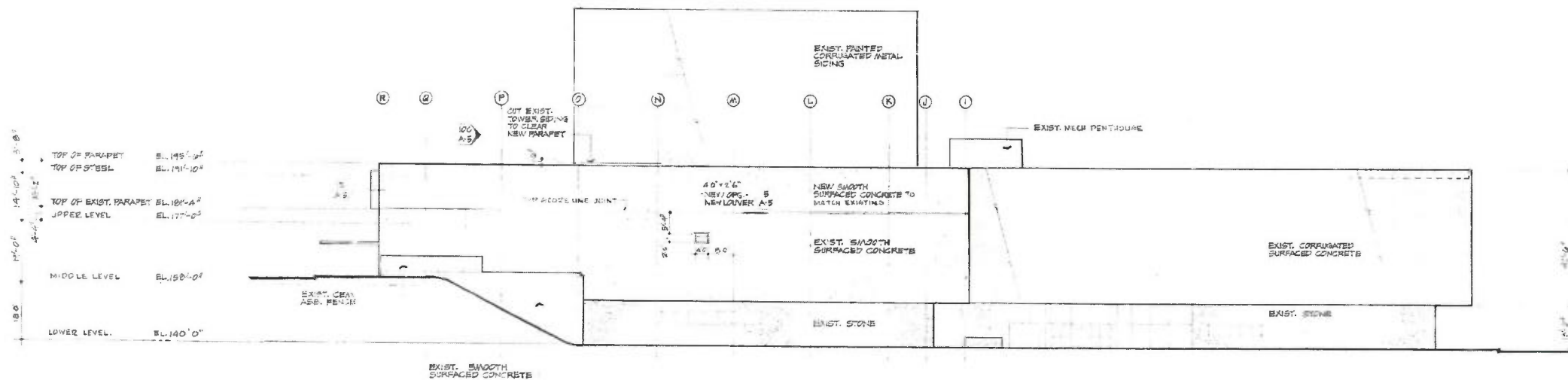
1 - SOUTH ELEVATION
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EXISTING MACY'S

BUILDING ELEVATIONS (2 OF 2)

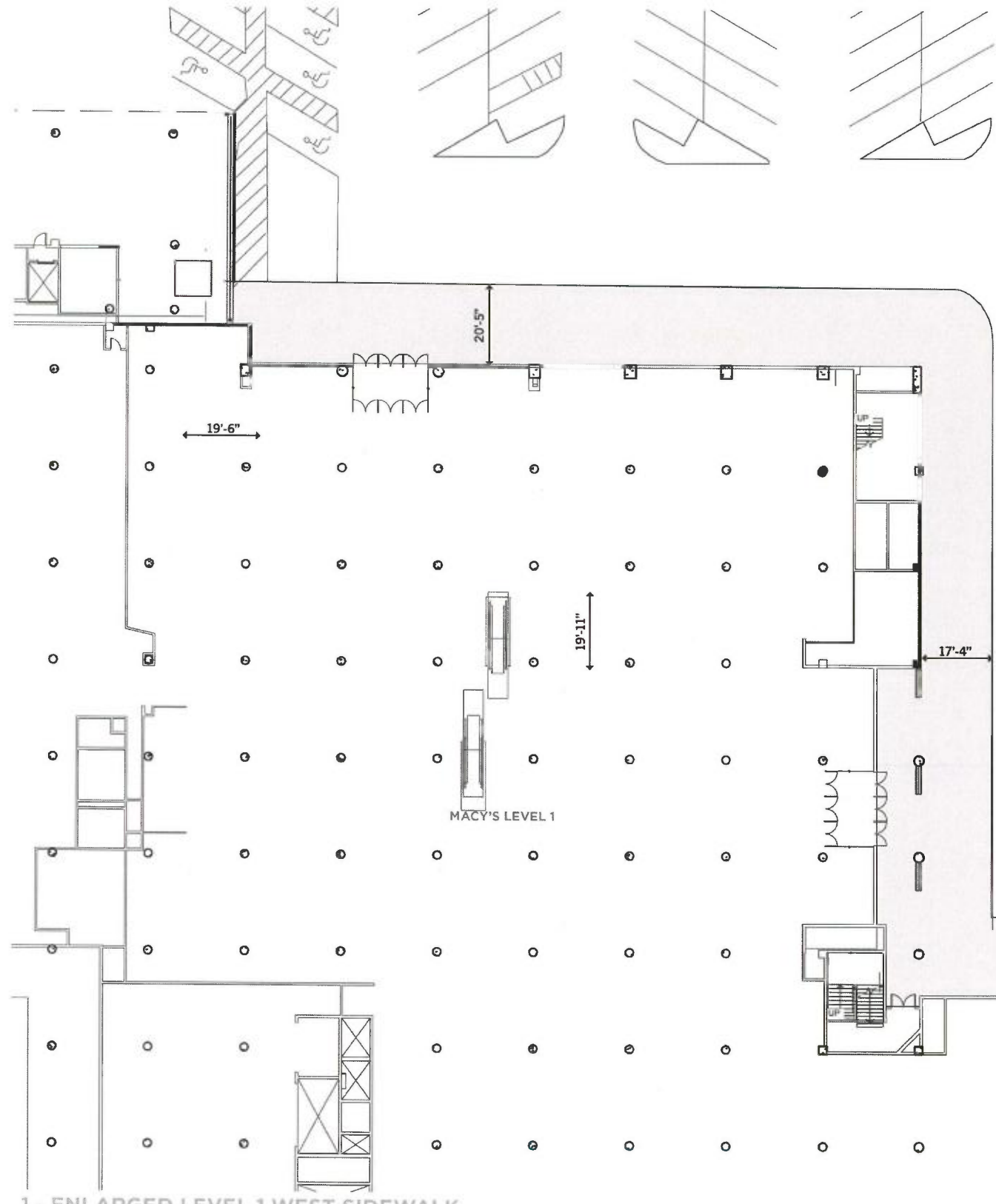


2 - WEST ELEVATION
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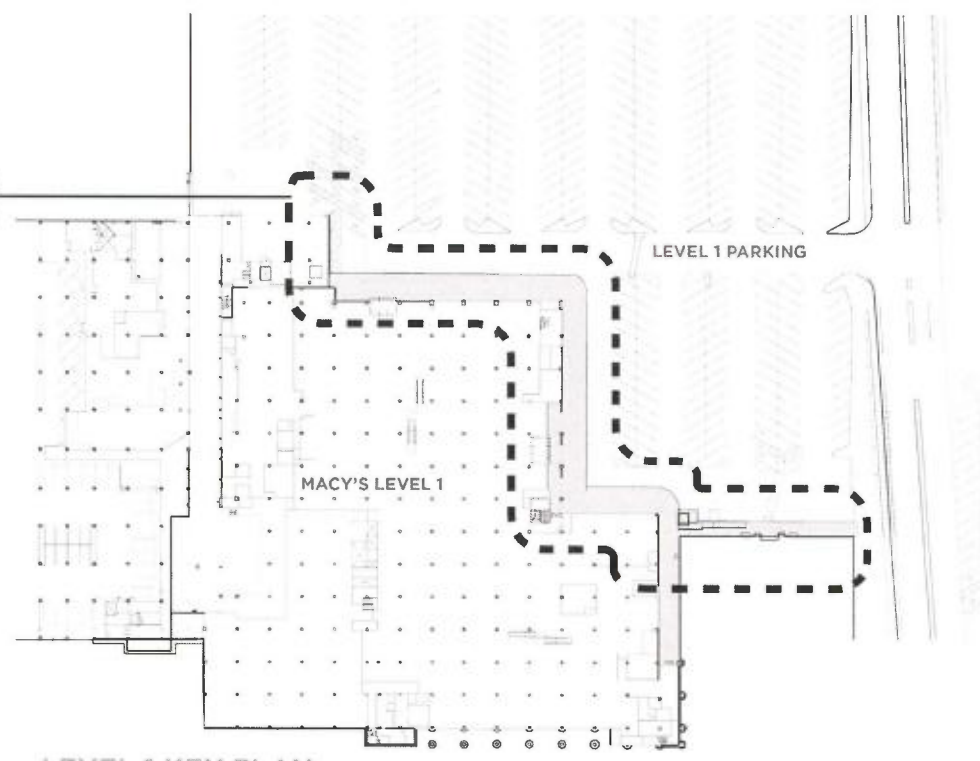
1 - NORTH ELEVATION
SCALE: 1/16" = 1'-0"

EXISTING MACY'S
LEVEL 1 SIDEWALK DIMENSIONS

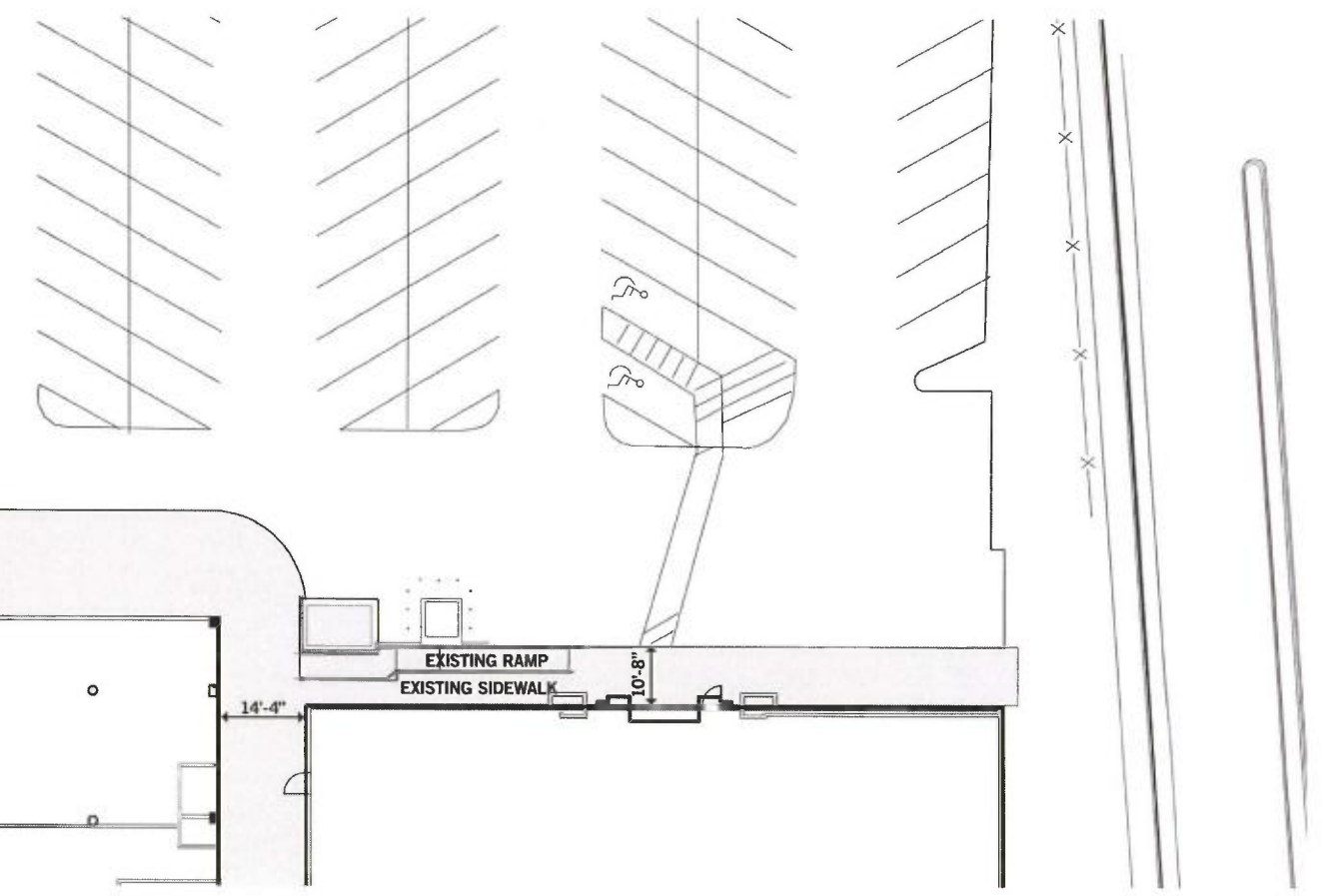


1 - ENLARGED LEVEL 1 WEST SIDEWALK

1/E-7



LEVEL 1 KEY PLAN



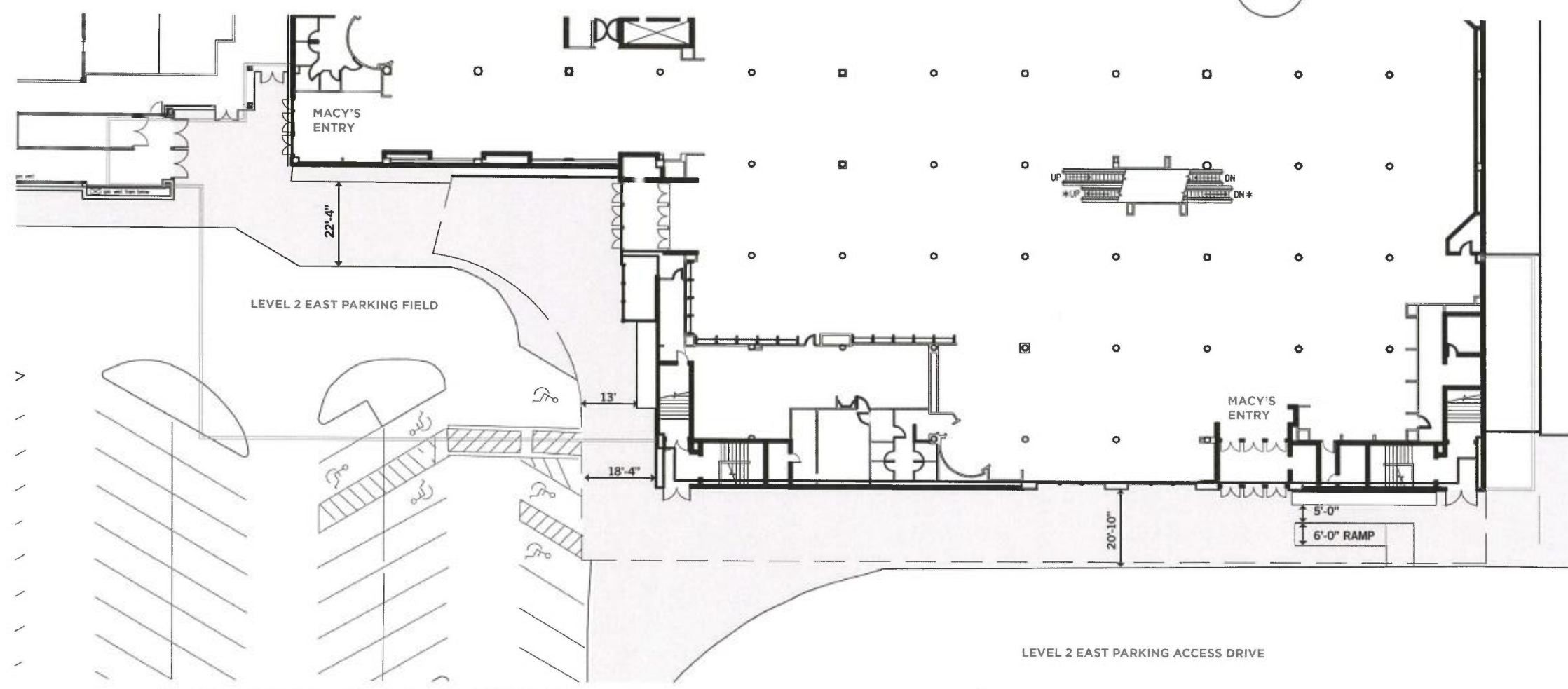
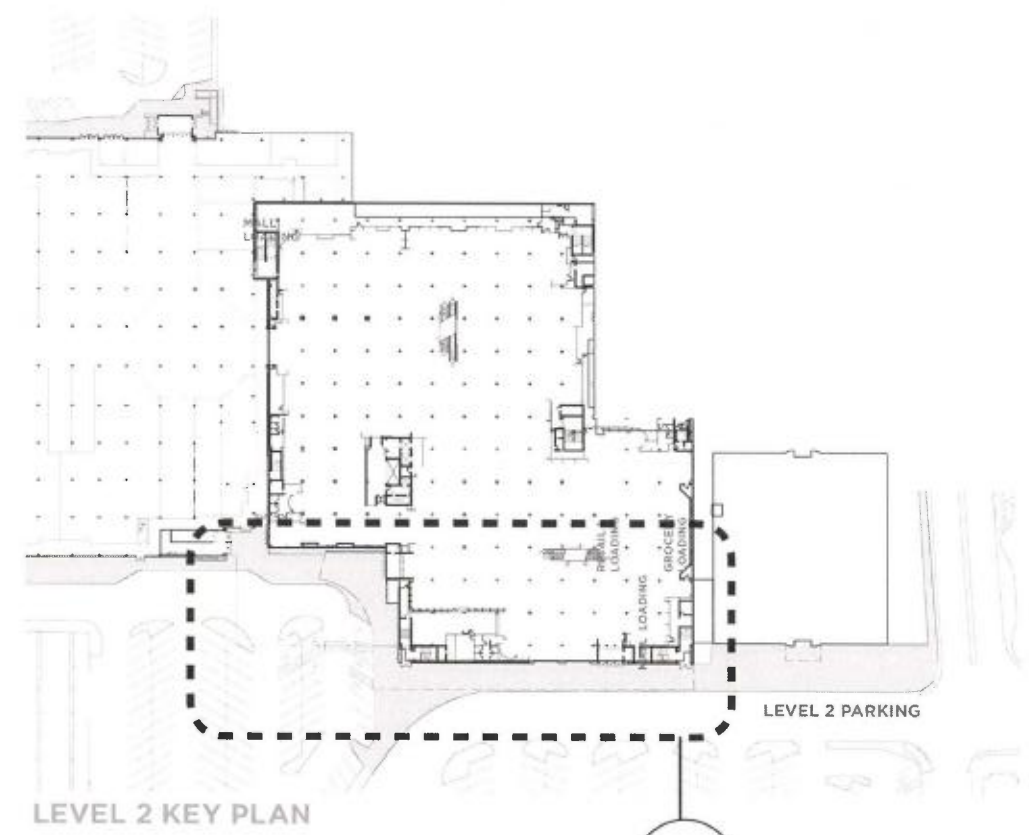
STONESTOWN GALLERIA
ANCHOR BUILDING RECONFIGURATION

GGP

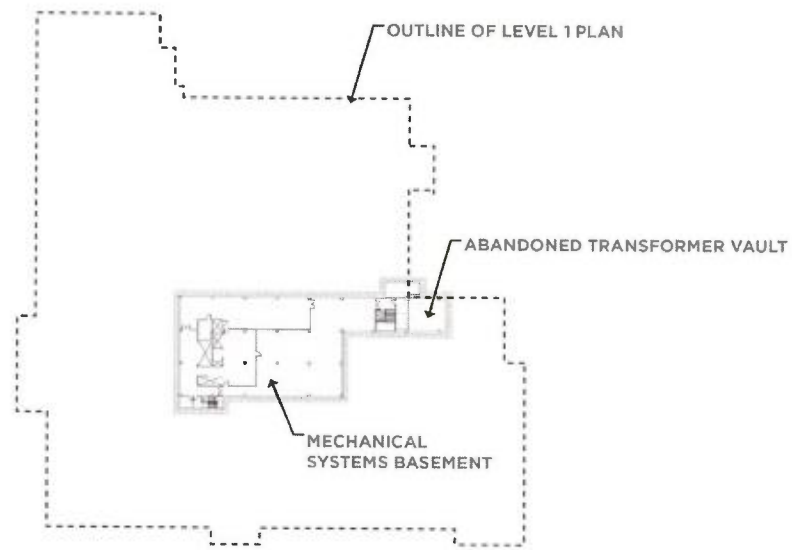
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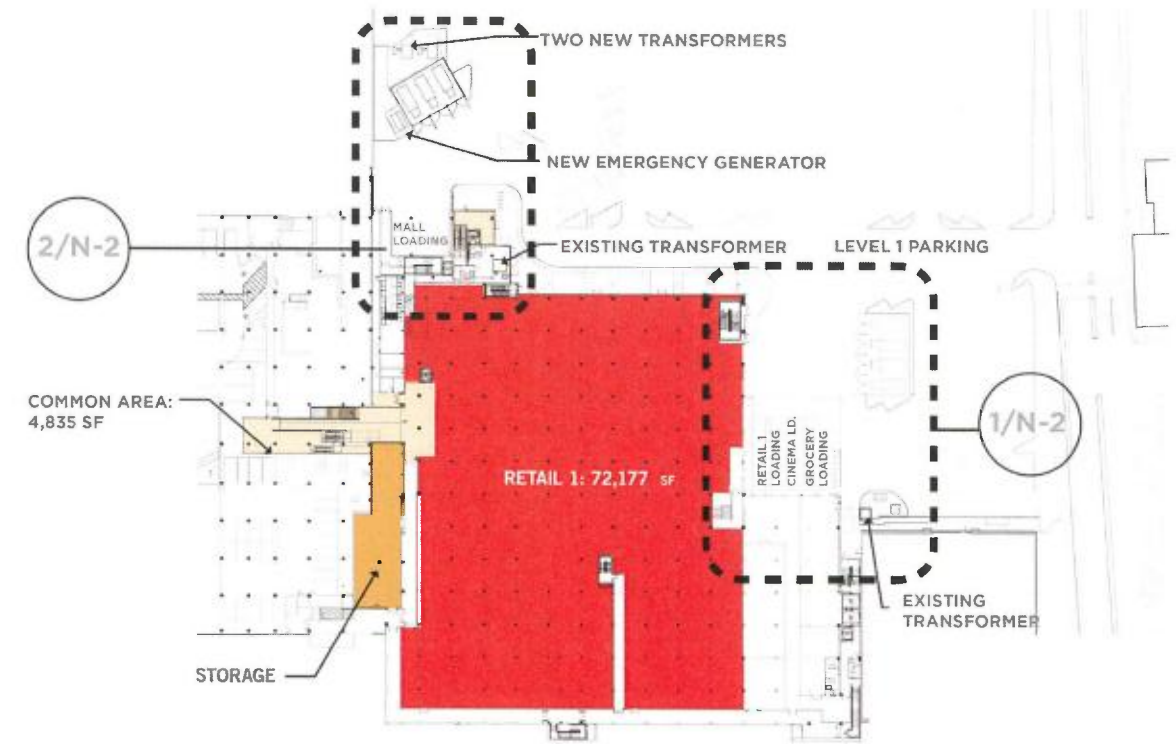
EXISTING MACY'S LEVEL 2 SIDEWALK DIMENSIONS



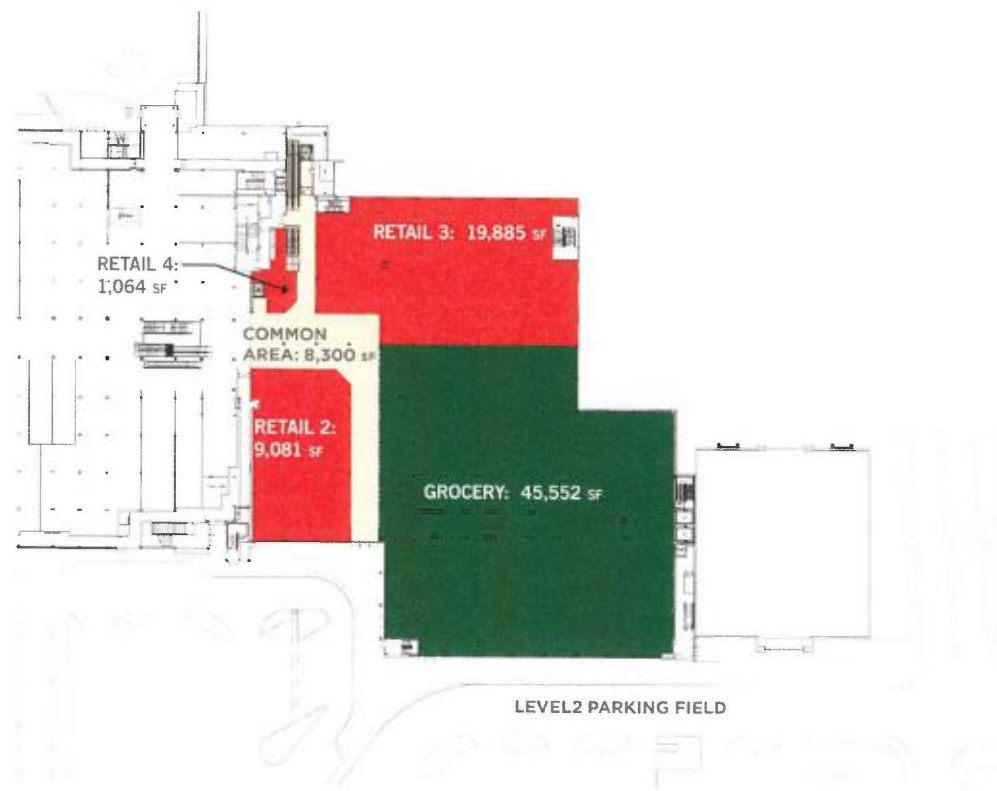
NEW BUILDING RECONFIGURATION FLOOR PLANS



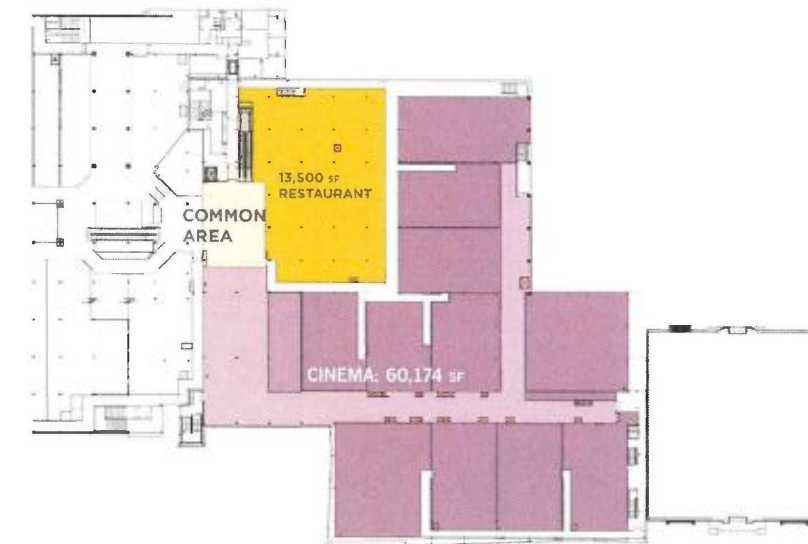
LEVEL 0 BASEMENT



LEVEL 1



LEVEL 2



LEVEL 3

STONESTOWN GALLERIA
ANCHOR BUILDING RECONFIGURATION

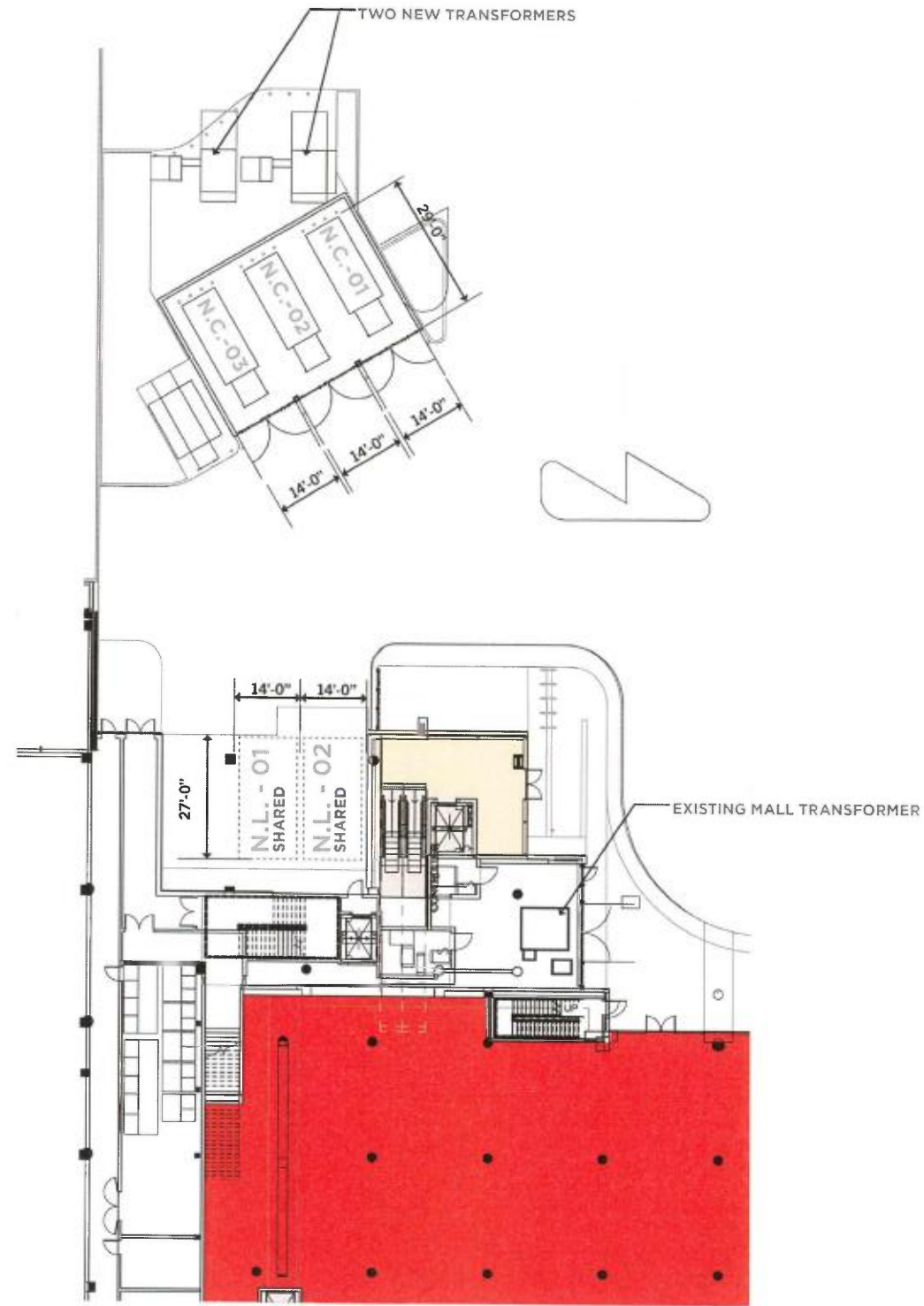
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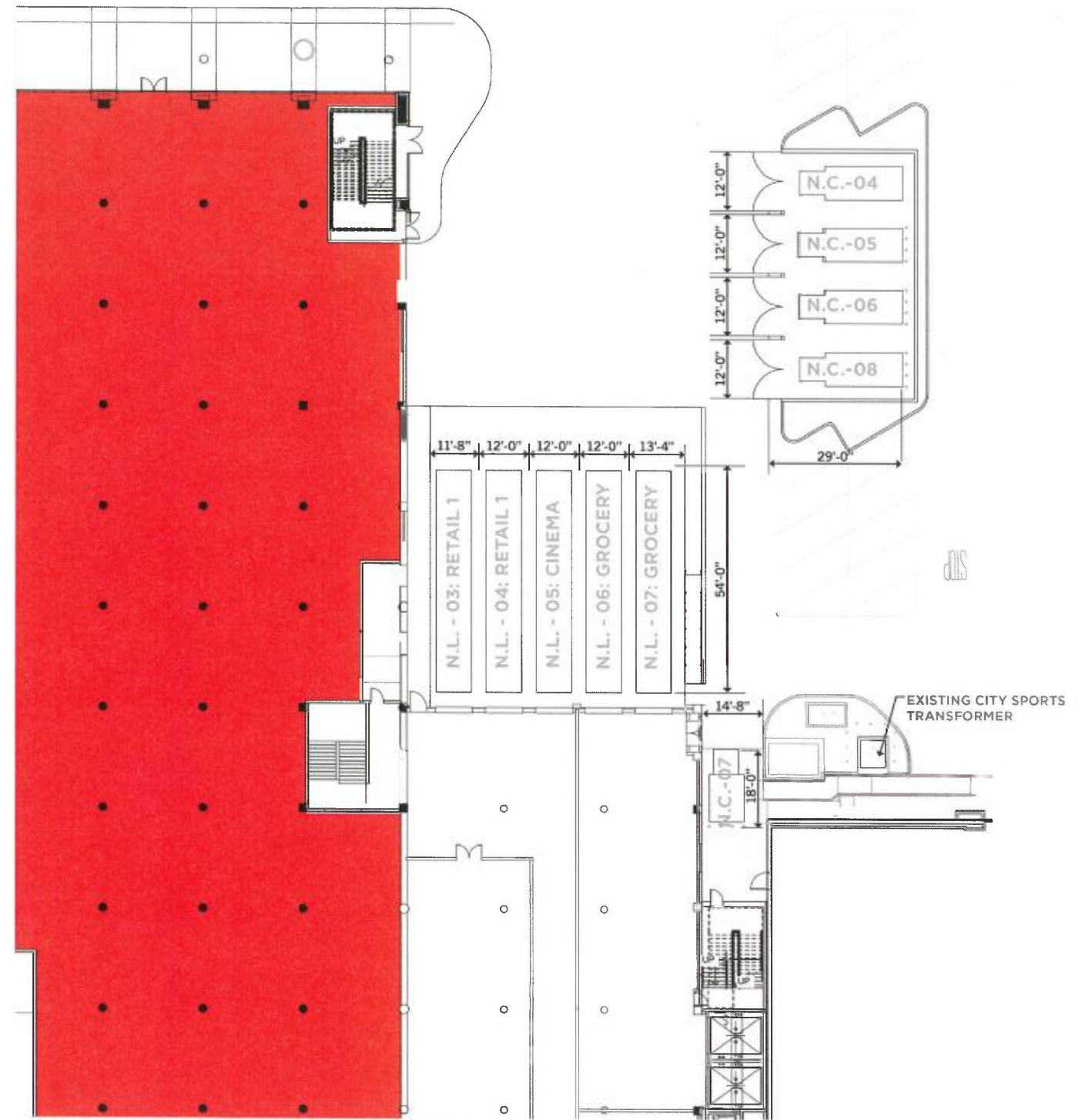
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NEW BUILDING RECONFIGURATION

LOADING PLAN & GROUND LEVEL MECHANICAL EQUIPMENT



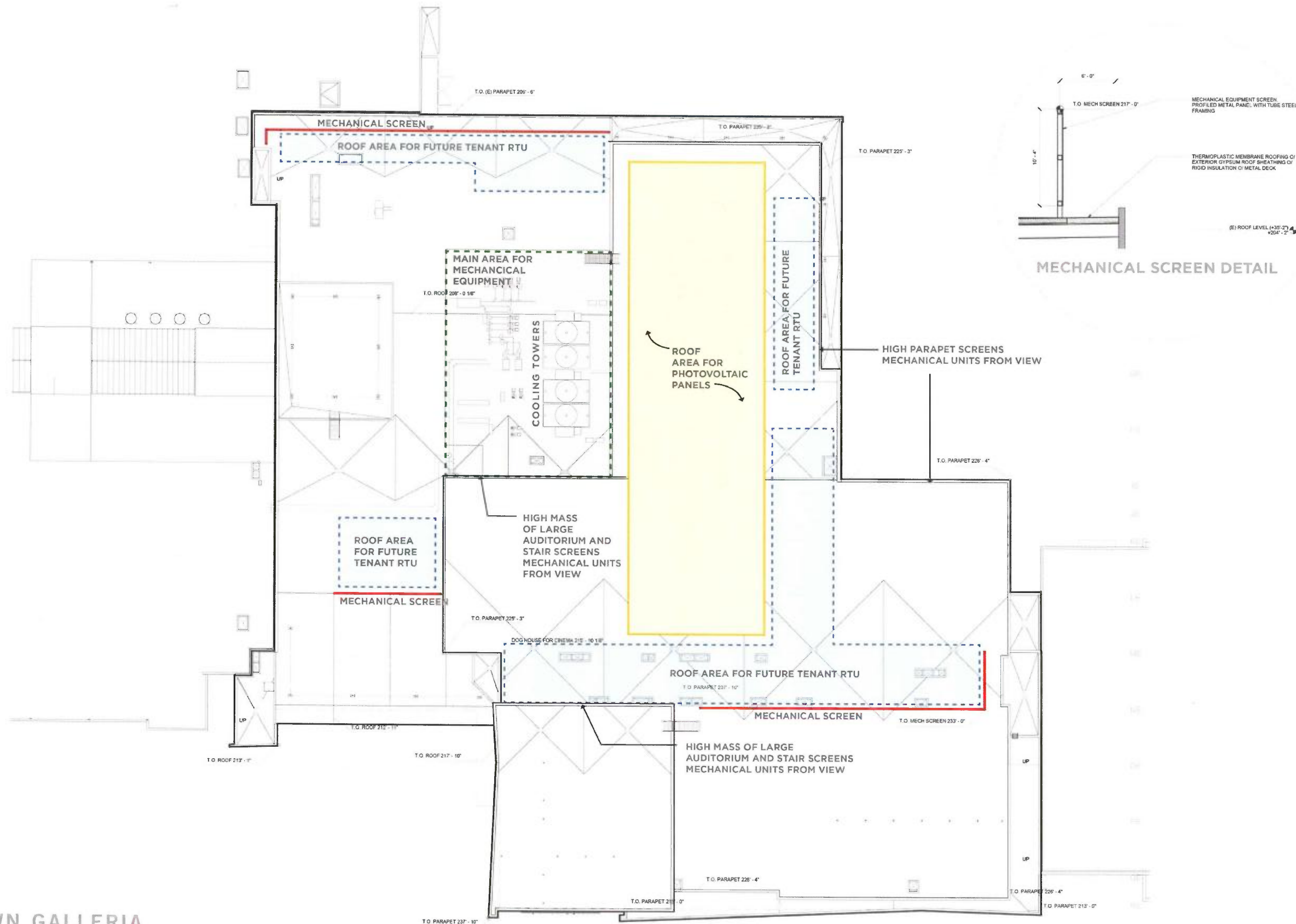
1 - ENLARGED RECONFIGURED MALL LOADING AREA



2 - ENLARGED GROCERY, CINEMA AND RETAIL 1 LOADING AREA

NEW BUILDING RECONFIGURATION

ROOF PLAN AND MECHANICAL EQUIPMENT



STONESTOWN GALLERIA
ANCHOR BUILDING RECONFIGURATION

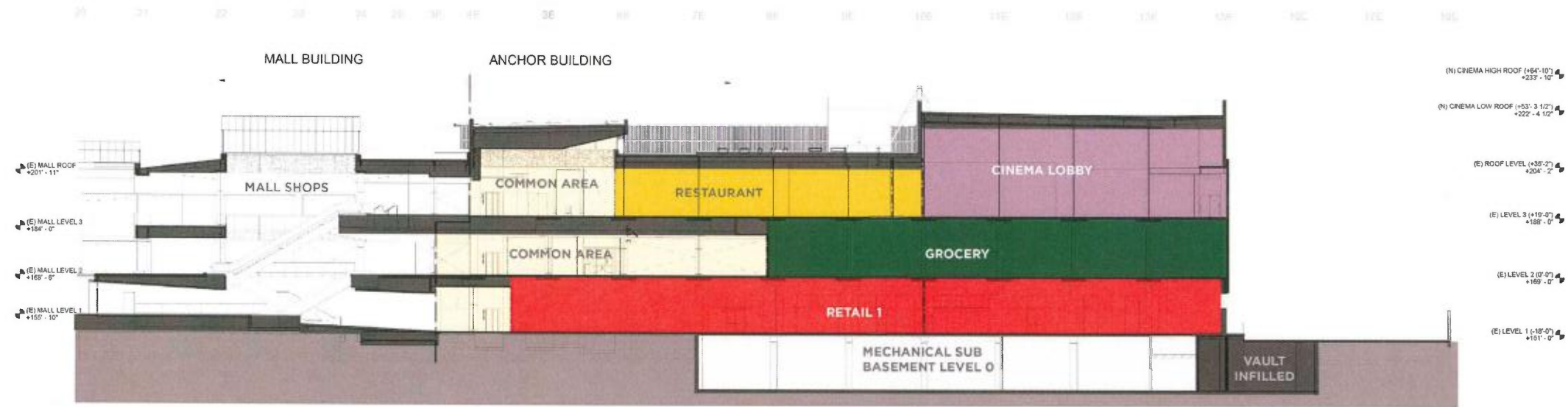
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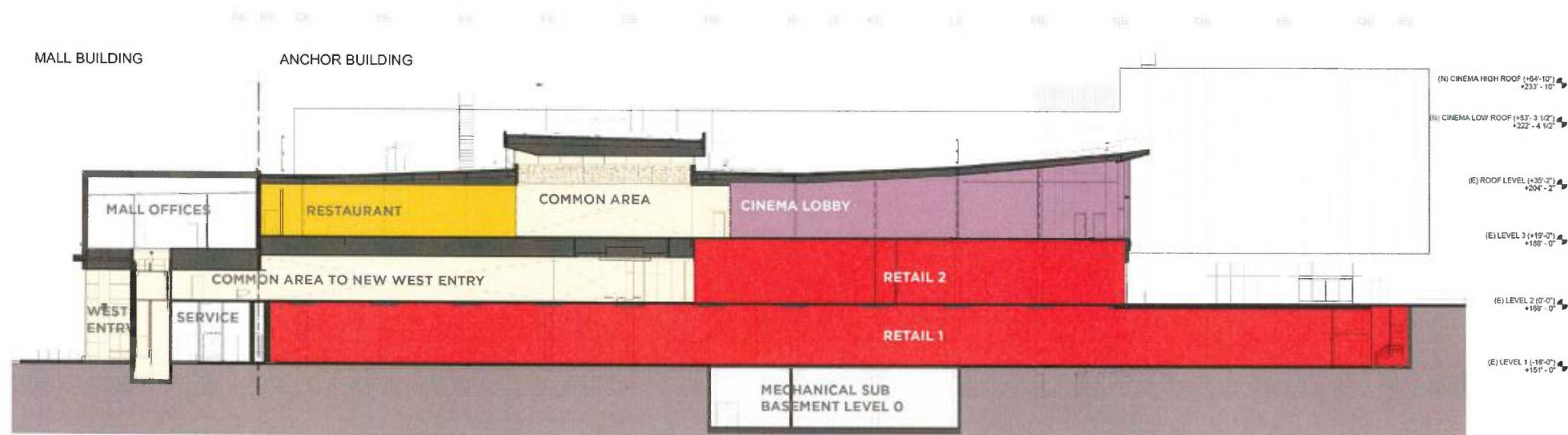
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NEW BUILDING RECONFIGURATION

BUILDING SECTIONS



2 - SECTION LOOKING WEST



1 - SECTION LOOKING NORTH

STONESTOWN GALLERIA
ANCHOR BUILDING RECONFIGURATION

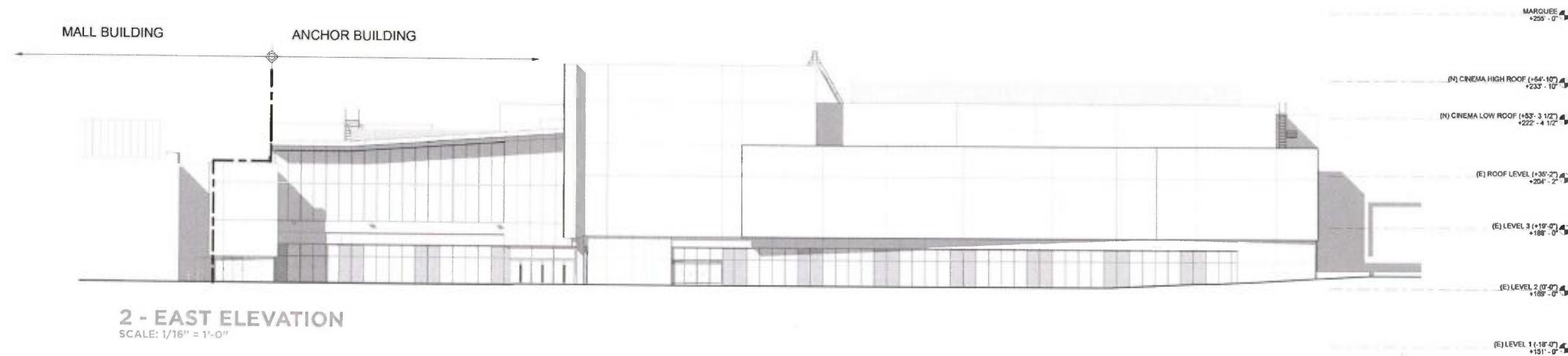
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NEW BUILDING RECONFIGURATION

BUILDING ELEVATIONS (1 OF 2)



STONESTOWN GALLERIA
ANCHOR BUILDING RECONFIGURATION

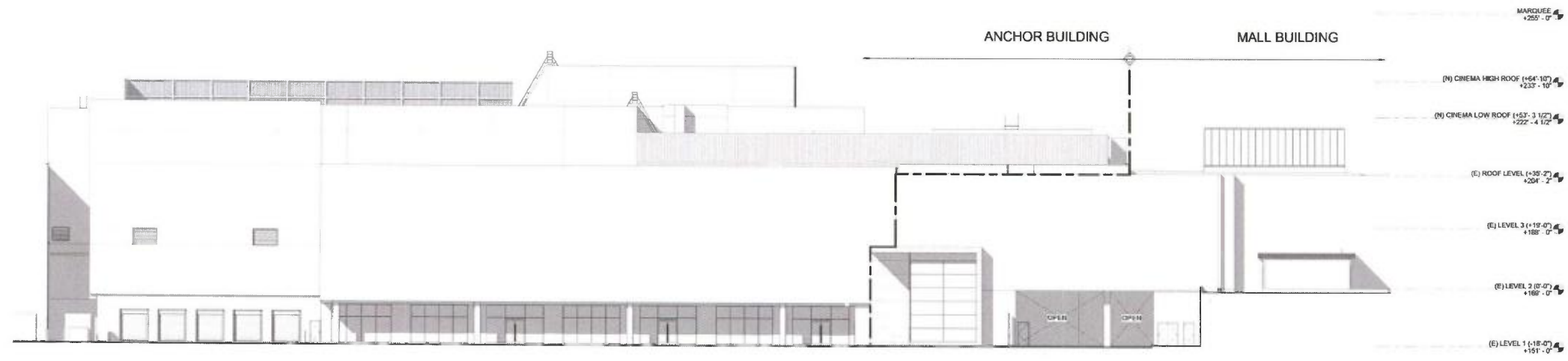
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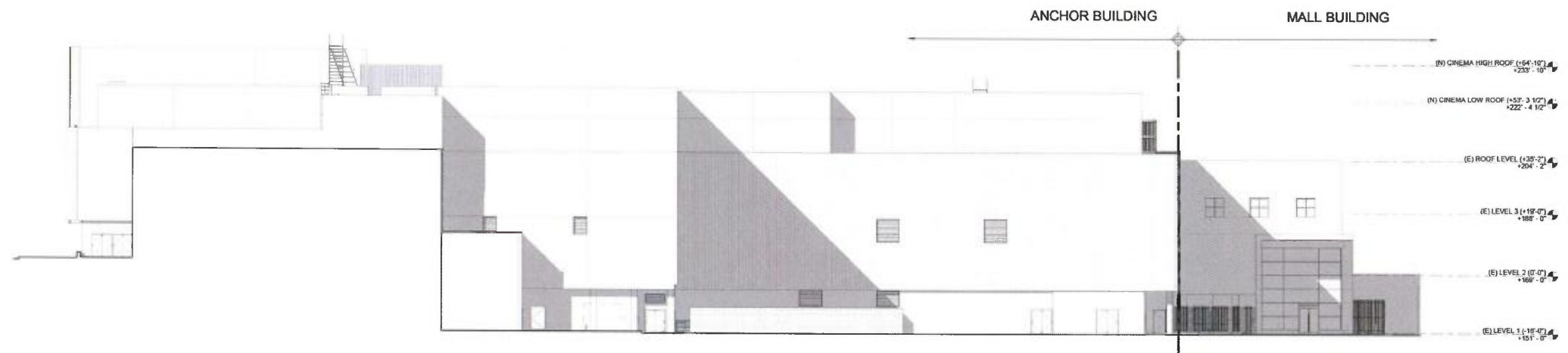
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NEW BUILDING RECONFIGURATION

BUILDING ELEVATIONS (2 OF 2)



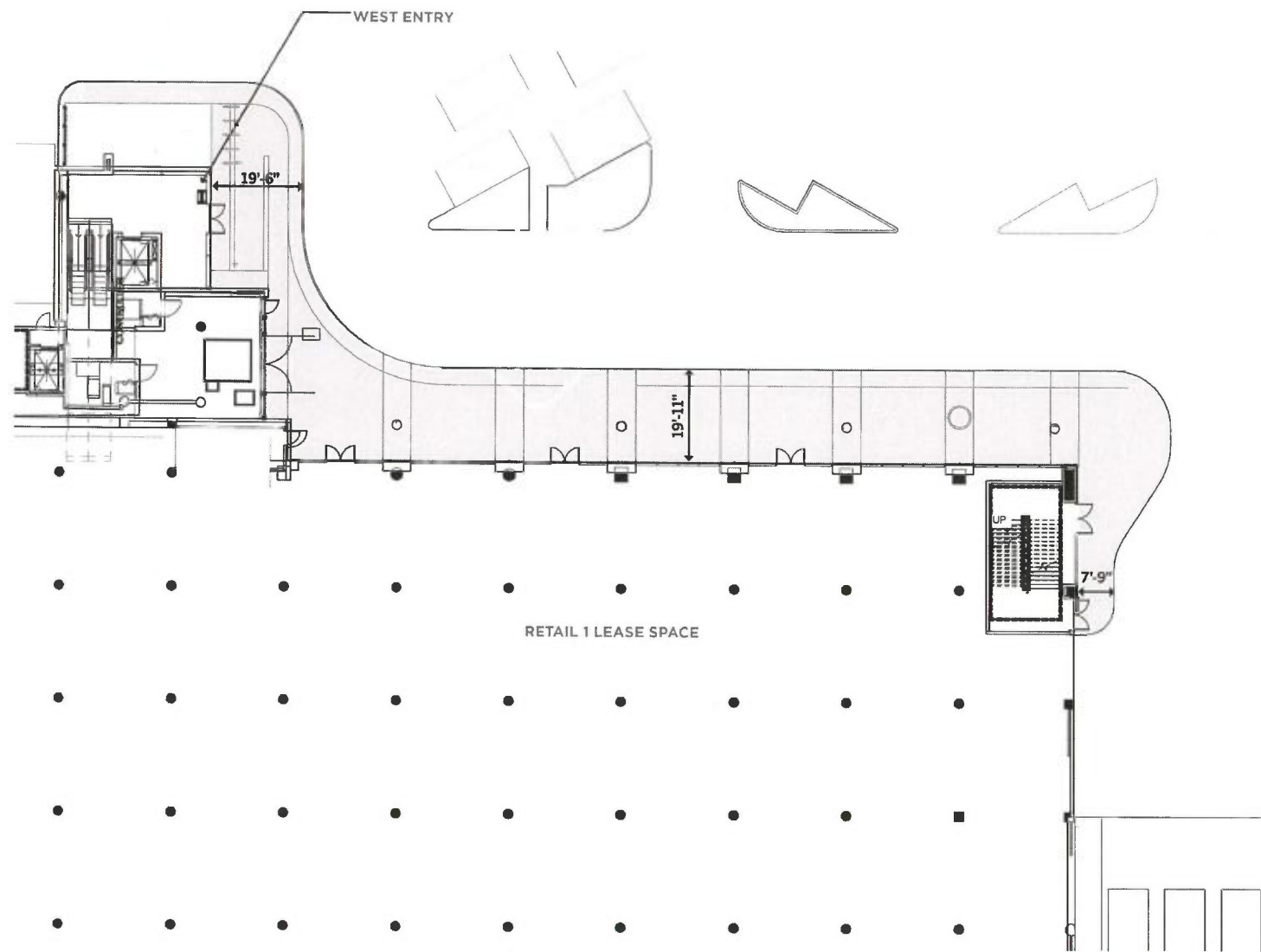
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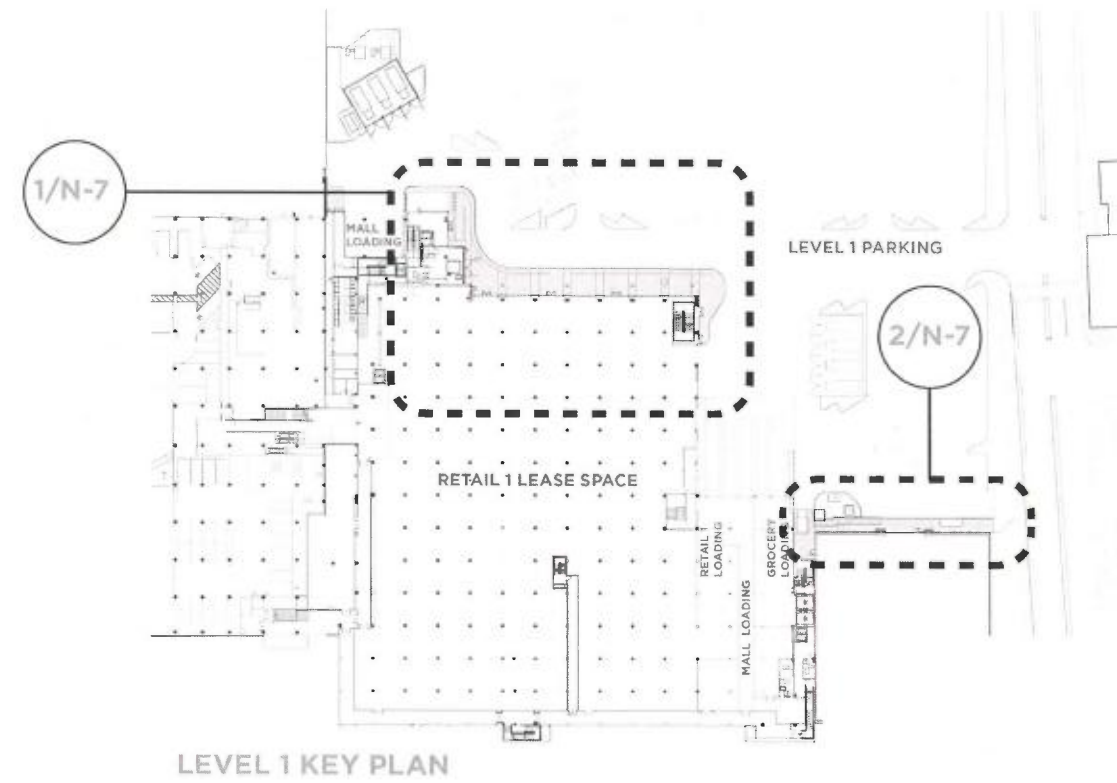
1 - NORTH ELEVATION
SCALE: 1/16" = 1'-0"

NEW BUILDING RECONFIGURATION

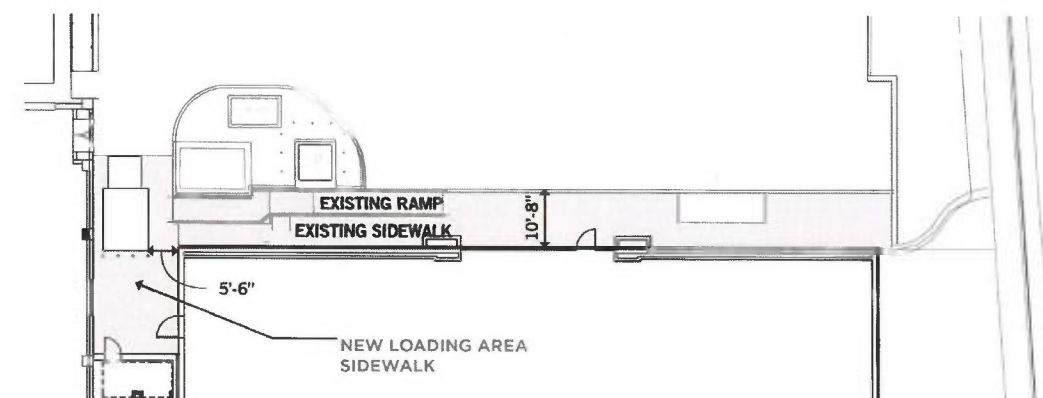
LEVEL 1 SIDEWALK DIMENSIONS



1 - ENLARGED LEVEL 1 WEST SIDEWALK



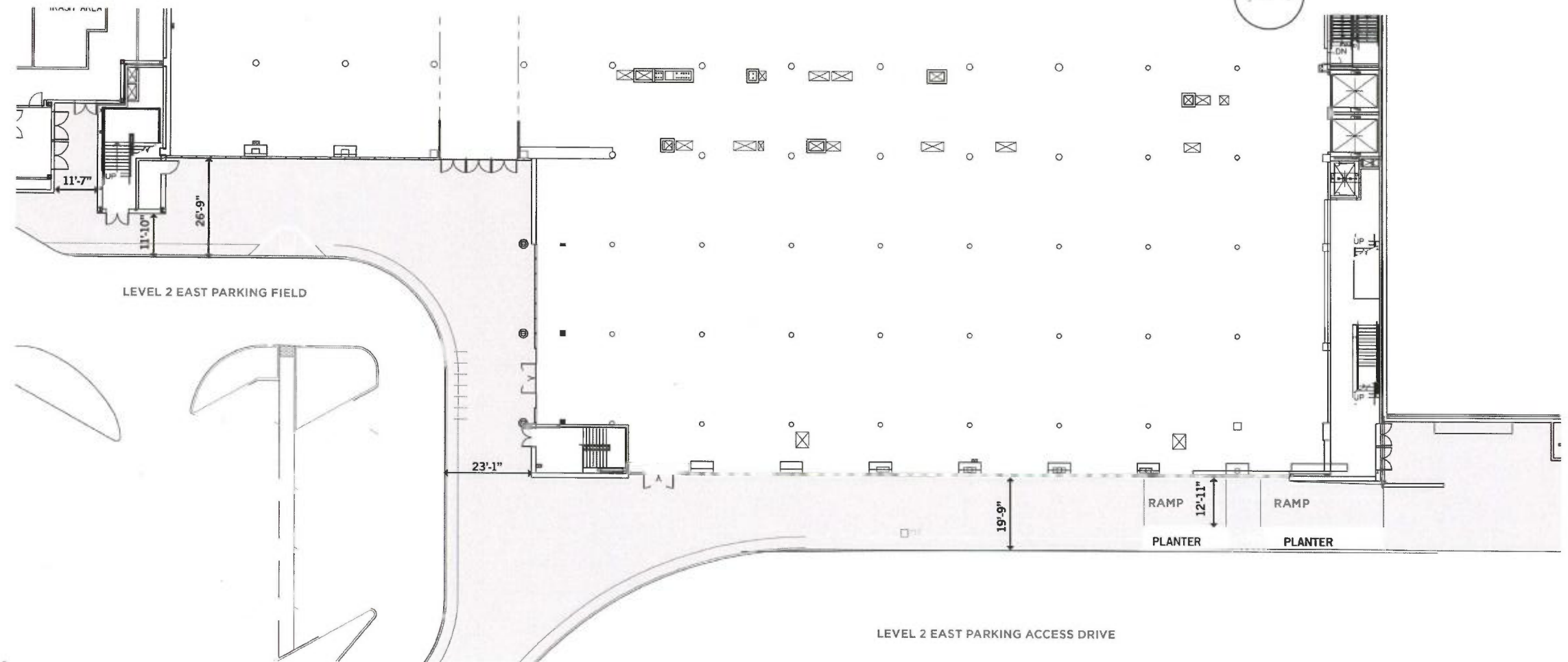
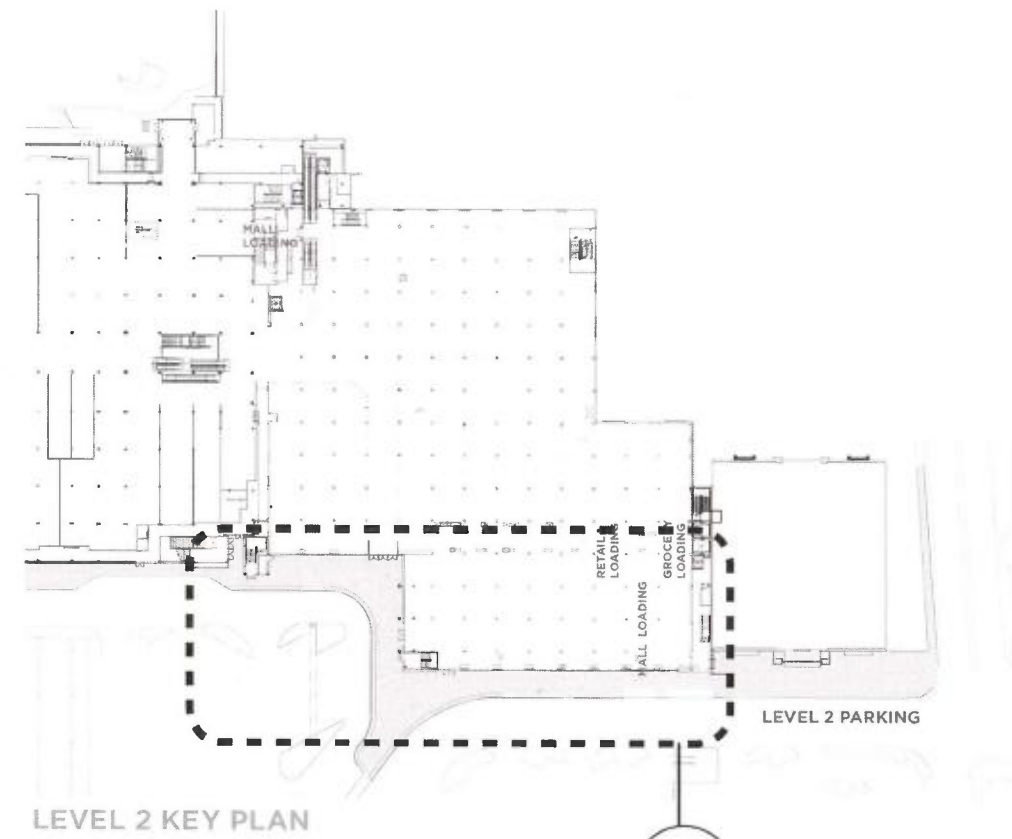
LEVEL 1 KEY PLAN



2 - ENLARGED LEVEL 1 GROCERY COMPACTOR AREA

NEW BUILDING RECONFIGURATION

LEVEL 2 SIDEWALK DIMENSIONS



STONESTOWN GALLERIA
ANCHOR BUILDING RECONFIGURATION

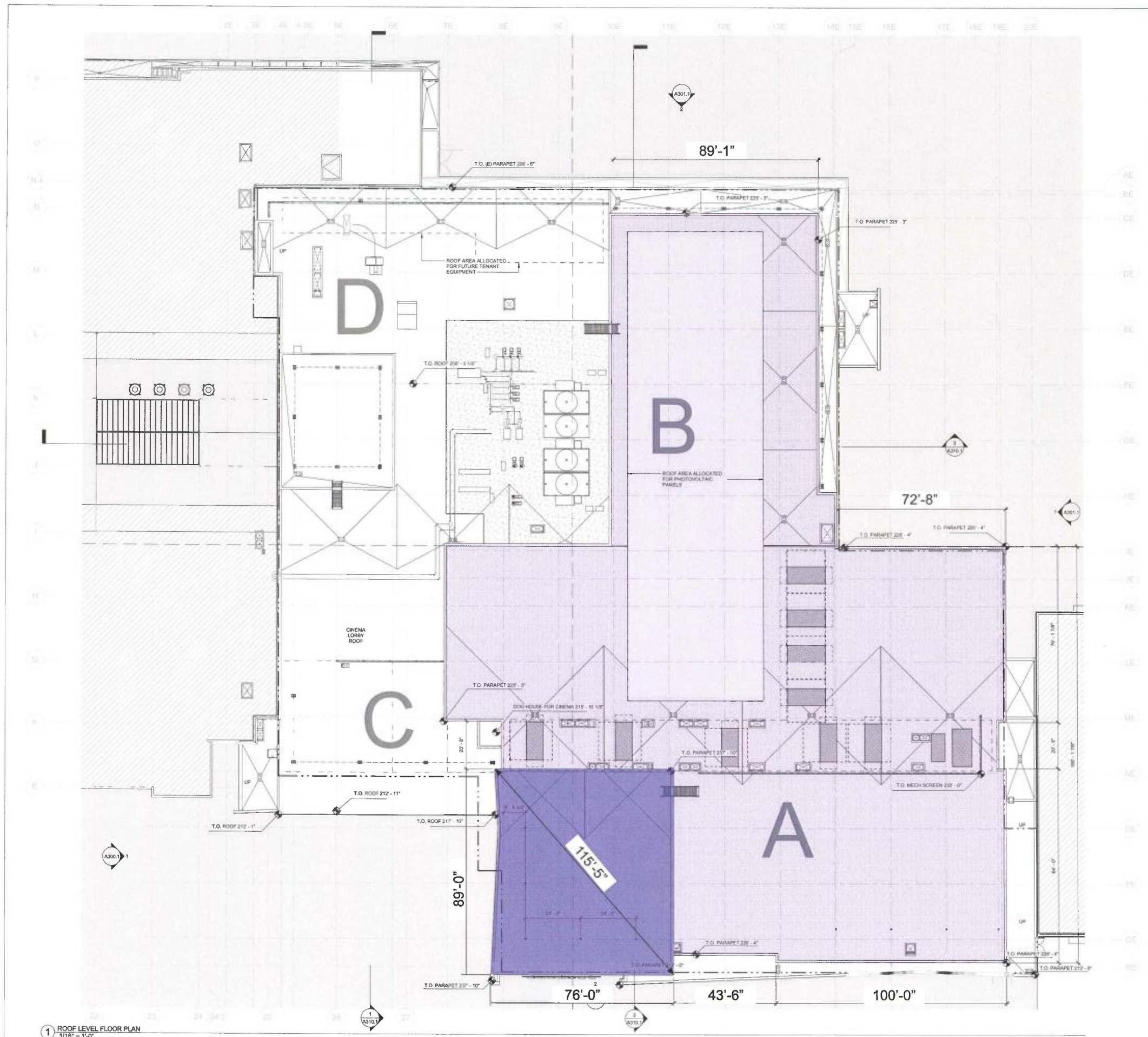
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









1 - ENLARGED LEVEL 2 EAST SIDEWALK

(REVISED 06.06.2018)

SHEET N-8



ROOF PLAN LEGEND

-  COOLING TOWER, ROOF TOP UNIT, S.M.D.
-  FUTURE CINEMA MECH. EQUIPMENT
-  CURB + ROOF OPENING FOR FUTURE TENANT, SEE DET. 13/A804
-  ROOF ACCESS HATCH, SEE DET. 6/A804
-  ROOF DRAIN / OVERFLOW, SEE DET. 8/A804
-  HORIZONTAL LIFELINE FALL ARREST SYSTEM, SEE DET. 16/A804
-  ROOF TIE BACK ANCHORS, SEE DET. 20/A804
-  ROOF SLOPE AS NOTED
-  SHIP LADDER
- 8" CONC. ON METAL DECK, S.S.D. SINGLE PLY ROOFING APPLIED ON TOP, SEE DET. 9/A804
-  CINEMA ROOF ASSEMBLY, SEE DET. 5/A804

- NOTES:
1. SEE SHEET A801 FOR EXTERIOR EXPANSION JOINT SCHEDULE.
 2. SEE SHEET A804 FOR TYPICAL ROOF DETAILS.

ELIS
 ARCHITECTURE AND URBAN DESIGN
 2040 ADISON STREET, BERKELEY, CA 94704
 P 510.549.2529 F 510.843.3304
 WWW.ELISARCH.COM

PROJECT:
Stonestown Galleria
 Anchor Building Reconfiguration

Stonestown Galleria

PROJECT NUMBER:
201315

CLIENT:
GENERAL GROWTH PROPERTIES
 General Growth Properties
 110N. Wacker Drive, Chicago, IL
 60606 312.666.9002

CONSULTANTS:
 CIVIL ENGINEER:
 LANGAN
 555 Montgomery Street, Suite 1500
 San Francisco, CA 94111-2554
 Phone: 415.955.5200 Fax: 415.955.5201

LANDSCAPE ARCHITECT:
 JETT LANDSCAPE ARCHITECTURE + DESIGN
 2 THEATER SQUARE, SUITE 218
 ORINDA, CA 94553
 TEL: (925) 254-5422

STRUCTURAL ENGINEER:
 MAGNUSSON KLEMMENCIC ASSOCIATES, INC.
 1201 FIFTH AVENUE, SUITE 3200
 SEATTLE, WA 98101-2699
 TEL: (206) 252-1200

MECHANICAL, ELECTRICAL AND PLUMBING ENGINEER CONSULTANT:
 CLIMAC
 150 CALIFORNIA ST. 3RD FLOOR
 SAN FRANCISCO, CA 94111-4525
 TEL: (415) 398-7867

LIGHTING CONSULTANT:
 HLB LIGHTING
 300 BRANNAN ST. SUITE 212
 SAN FRANCISCO, CA 94107
 TEL: (415) 348-8273

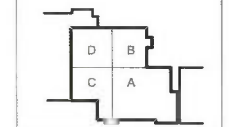
FIRE AND LIFE SAFETY CONSULTANT:
 CODE CONSULTANTS, INC.
 445 SOUTH FRIEDMAN ST. SUITE 3100
 LOS ANGELES, CA 90071
 TEL: (213) 622-9890

WATER PROOFING CONSULTANT:
 WVS. JANNEY ELSNER ASSOCIATES, INC.
 2000 POWELL ST. SUITE 1600
 EMERYVILLE, CA 94608
 TEL: (916) 458-2607

SPECIFICATIONS:
 TOPFLIGHT SPECS
 85 NEW MONTGOMERY ST., SUITE 805
 SAN FRANCISCO, CA 94109
 TEL: (415) 548-0334

ELEVATOR CONSULTANT:
 LERCH BATES
 P.O. BOX 8550, EMERYVILLE, CA 94662
 TEL: (415) 785-7214

REVISION		
NUMBER	DATE	DESCRIPTION
A	01/09/18	PLANNING RESUBMITTAL



ISSUE:
85% BID SET
 DATE:
FEBRUARY 23, 2018
 STAMP:

NOT FOR CONSTRUCTION

SHEET TITLE:
ROOF LEVEL FLOOR PLAN

SHEET NUMBER:
A204.1

1 ROOF LEVEL FLOOR PLAN
 1/16" = 1'-0"



SAN FRANCISCO PLANNING DEPARTMENT

CEQA Categorical Exemption Determination

PROPERTY INFORMATION/PROJECT DESCRIPTION

Project Address		Block/Lot(s)
400 Winston Drive		7295004
Case No.		Permit No.
2017-003180ENV-02		
<input checked="" type="checkbox"/> Addition/ Alteration	<input type="checkbox"/> Demolition (requires HRE for Category B Building)	<input type="checkbox"/> New Construction
<p>Project description for Planning Department approval.</p> <p>The project site is located at 400 Winston Drive (Assessor's block and lot 7295/004) and is 88,574 square feet within and surrounded by the Stonestown Galleria. The project site is bounded by the City Sports Club to the north, 20th Avenue and part of the Galleria surface parking lot to the east, the Galleria to the south, and part of the Galleria west surface parking lot to the west, in the Lakeshore neighborhood of San Francisco. The project site is within a C-2, Community Business Zoning District and a 65-D Height and Bulk District.</p> <p>The project site is currently occupied by a 3-story over basement, approximately 296,509 square-foot building, which was formerly a Macy's department store (closed in March 2018). The proposed project would reconfigure the existing building in the Galleria into an approximately 300,668 sf multi-tenant building consisting of the following retail mix of uses: a cinema, supermarket, sports retail store, other retail shops, and restaurants. The basement level would continue to maintain existing mechanical systems. Floor 1 would include an approximately 72,177 square feet (sf) sports retail store, and 4,835 sf of common area. Floor 2 would include approximately 10 small to medium size retail tenants totaling 30,030 sf, a 45,552 sf supermarket, and 8,300 sf of common area. Floor 3 would</p> <p>CONTINUED ON ADDITIONAL PAGE</p>		

STEP 1: EXEMPTION CLASS

Note: If neither class applies, an <i>Environmental Evaluation Application</i> is required.	
<input checked="" type="checkbox"/>	Class 1 - Existing Facilities. Interior and exterior alterations; additions under 10,000 sq. ft.
<input type="checkbox"/>	Class 3 - New Construction. Up to three new single-family residences or six dwelling units in one building; commercial/office structures; utility extensions; change of use under 10,000 sq. ft. if principally permitted or with a CU.
<input type="checkbox"/>	<p>Class 32 - In-Fill Development. New Construction of seven or more units or additions greater than 10,000 sq. ft. and meets the conditions described below:</p> <p>(a) The project is consistent with the applicable general plan designation and all applicable general plan policies as well as with applicable zoning designation and regulations.</p> <p>(b) The proposed development occurs within city limits on a project site of no more than 5 acres substantially surrounded by urban uses.</p> <p>(c) The project site has no value as habitat for endangered rare or threatened species.</p> <p>(d) Approval of the project would not result in any significant effects relating to traffic, noise, air quality, or water quality.</p> <p>(e) The site can be adequately served by all required utilities and public services.</p> <p>FOR ENVIRONMENTAL PLANNING USE ONLY</p>
<input type="checkbox"/>	Class _____

STEP 2: CEQA IMPACTS
TO BE COMPLETED BY PROJECT PLANNER

If any box is checked below, an *Environmental Evaluation Application* is required.

<input type="checkbox"/>	Air Quality: Would the project add new sensitive receptors (specifically, schools, day care facilities, hospitals, residential dwellings, and senior-care facilities within an Air Pollution Exposure Zone? Does the project have the potential to emit substantial pollutant concentrations (e.g., backup diesel generators, heavy industry, diesel trucks, etc.)? (refer to EP_ArcMap > CEQA Catex Determination Layers > Air Pollution Exposure Zone)
<input type="checkbox"/>	Hazardous Materials: If the project site is located on the Maher map or is suspected of containing hazardous materials (based on a previous use such as gas station, auto repair, dry cleaners, or heavy manufacturing, or a site with underground storage tanks): Would the project involve 50 cubic yards or more of soil disturbance - or a change of use from industrial to residential? If yes, this box must be checked and the project applicant must submit an Environmental Application with a Phase I Environmental Site Assessment. <i>Exceptions: do not check box if the applicant presents documentation of enrollment in the San Francisco Department of Public Health (DPH) Maher program, a DPH waiver from the Maher program, or other documentation from Environmental Planning staff that hazardous material effects would be less than significant (refer to EP_ArcMap > Maher layer).</i>
<input type="checkbox"/>	Transportation: Does the project create six (6) or more net new parking spaces or residential units? Does the project have the potential to adversely affect transit, pedestrian and/or bicycle safety (hazards) or the adequacy of nearby transit, pedestrian and/or bicycle facilities?
<input type="checkbox"/>	Archeological Resources: Would the project result in soil disturbance/modification greater than two (2) feet below grade in an archeological sensitive area or eight (8) feet in a non -archeological sensitive area? (refer to EP_ArcMap > CEQA Catex Determination Layers > Archeological Sensitive Area)
<input type="checkbox"/>	Subdivision/Lot Line Adjustment: Does the project site involve a subdivision or lot line adjustment on a lot with a slope average of 20% or more? (refer to EP_ArcMap > CEQA Catex Determination Layers > Topography)
<input checked="" type="checkbox"/>	Slope = or > 20%: Does the project involve any of the following: (1) square footage expansion greater than 1,000 sq. ft. outside of the existing building footprint, (2) excavation of 50 cubic yards or more of soil, (3) new construction? (refer to EP_ArcMap > CEQA Catex Determination Layers > Topography) If box is checked, a geotechnical report is required.
<input type="checkbox"/>	Seismic: Landslide Zone: Does the project involve any of the following: (1) square footage expansion greater than 1,000 sq. ft. outside of the existing building footprint, (2) excavation of 50 cubic yards or more of soil, (3) new construction? (refer to EP_ArcMap > CEQA Catex Determination Layers > Seismic Hazard Zones) If box is checked, a geotechnical report is required.
<input checked="" type="checkbox"/>	Seismic: Liquefaction Zone: Does the project involve any of the following: (1) square footage expansion greater than 1,000 sq. ft. outside of the existing building footprint, (2) excavation of 50 cubic yards or more of soil, (3) new construction? (refer to EP_ArcMap > CEQA Catex Determination Layers > Seismic Hazard Zones) If box is checked, a geotechnical report will likely be required.

If no boxes are checked above, GO TO STEP 3. If one or more boxes are checked above, an *Environmental Evaluation Application* is required, unless reviewed by an Environmental Planner.

Comments and Planner Signature (optional): Alesia Hsiao

The project site is not located within an air pollutant exposure zone. The Phase I Environmental Site Assessment prepared by AEI Consultants, dated November 18, 2016 found evidence of recognized environmental conditions. Enrollment in Maher program was completed on June 25, 2018. Planning staff archaeologist determined the project would have no effect on archaeological resources. A Historic Resource Evaluation – Part 1 was conducted by Carey & Co., dated October 16, 2017. Planning staff determined that the project is not a historic resource for CEQA. A Transportation Impact Study conducted by CHS Consulting Group, dated

CONTINUED ON ADDITIONAL PAGE

STEP 3: PROPERTY STATUS - HISTORIC RESOURCE
TO BE COMPLETED BY PROJECT PLANNER

PROPERTY IS ONE OF THE FOLLOWING: (refer to Parcel Information Map)	
<input type="checkbox"/>	Category A: Known Historical Resource. GO TO STEP 5.
<input checked="" type="checkbox"/>	Category B: Potential Historical Resource (over 45 years of age). GO TO STEP 4.
<input type="checkbox"/>	Category C: Not a Historical Resource or Not Age Eligible (under 45 years of age). GO TO STEP 6.

STEP 4: PROPOSED WORK CHECKLIST
TO BE COMPLETED BY PROJECT PLANNER

Check all that apply to the project.	
<input checked="" type="checkbox"/>	1. Change of use and new construction. Tenant improvements not included.
<input type="checkbox"/>	2. Regular maintenance or repair to correct or repair deterioration, decay, or damage to building.
<input type="checkbox"/>	3. Window replacement that meets the Department's <i>Window Replacement Standards</i> . Does not include storefront window alterations.
<input type="checkbox"/>	4. Garage work. A new opening that meets the <i>Guidelines for Adding Garages and Curb Cuts</i> , and/or replacement of a garage door in an existing opening that meets the Residential Design Guidelines.
<input type="checkbox"/>	5. Deck, terrace construction, or fences not visible from any immediately adjacent public right-of-way.
<input checked="" type="checkbox"/>	6. Mechanical equipment installation that is not visible from any immediately adjacent public right-of-way.
<input type="checkbox"/>	7. Dormer installation that meets the requirements for exemption from public notification under <i>Zoning Administrator Bulletin No. 3: Dormer Windows</i> .
<input type="checkbox"/>	8. Addition(s) that are not visible from any immediately adjacent public right-of-way for 150 feet in each direction; does not extend vertically beyond the floor level of the top story of the structure or is only a single story in height; does not have a footprint that is more than 50% larger than that of the original building; and does not cause the removal of architectural significant roofing features.
Note: Project Planner must check box below before proceeding.	
<input type="checkbox"/>	Project is not listed. GO TO STEP 5.
<input type="checkbox"/>	Project does not conform to the scopes of work. GO TO STEP 5.
<input type="checkbox"/>	Project involves four or more work descriptions. GO TO STEP 5.
<input checked="" type="checkbox"/>	Project involves less than four work descriptions. GO TO STEP 6.

STEP 5: CEQA IMPACTS - ADVANCED HISTORICAL REVIEW
TO BE COMPLETED BY PROJECT PLANNER

Check all that apply to the project.	
<input type="checkbox"/>	1. Project involves a known historical resource (CEQA Category A) as determined by Step 3 and conforms entirely to proposed work checklist in Step 4.
<input type="checkbox"/>	2. Interior alterations to publicly accessible spaces.
<input type="checkbox"/>	3. Window replacement of original/historic windows that are not "in-kind" but are consistent with existing historic character.
<input type="checkbox"/>	4. Façade/storefront alterations that do not remove, alter, or obscure character-defining features.
<input type="checkbox"/>	5. Raising the building in a manner that does not remove, alter, or obscure character-defining features.
<input type="checkbox"/>	6. Restoration based upon documented evidence of a building's historic condition, such as historic photographs, plans, physical evidence, or similar buildings.

<input type="checkbox"/>	7. Addition(s) , including mechanical equipment that are minimally visible from a public right-of-way and meet the <i>Secretary of the Interior's Standards for Rehabilitation</i> .
<input type="checkbox"/>	8. Other work consistent with the <i>Secretary of the Interior Standards for the Treatment of Historic Properties</i> (specify or add comments):
<input type="checkbox"/>	9. Other work that would not materially impair a historic district (specify or add comments): (Requires approval by Senior Preservation Planner/Preservation Coordinator)
<input checked="" type="checkbox"/>	10. Reclassification of property status. (Requires approval by Senior Preservation Planner/Preservation <input type="checkbox"/> Reclassify to Category A <input checked="" type="checkbox"/> Reclassify to Category C a. Per HRER dated 01/25/2018 (attach HRER) b. Other (specify):
Note: If ANY box in STEP 5 above is checked, a Preservation Planner MUST check one box below.	
<input type="checkbox"/>	Further environmental review required. Based on the information provided, the project requires an <i>Environmental Evaluation Application</i> to be submitted. GO TO STEP 6.
<input checked="" type="checkbox"/>	Project can proceed with categorical exemption review. The project has been reviewed by the Preservation Planner and can proceed with categorical exemption review. GO TO STEP 6.
Comments (optional):	
Preservation Planner Signature: Elizabeth Gordon Jonckheer	

**STEP 6: CATEGORICAL EXEMPTION DETERMINATION
TO BE COMPLETED BY PROJECT PLANNER**

<input type="checkbox"/>	Further environmental review required. Proposed project does not meet scopes of work in either (check all that apply): <input type="checkbox"/> Step 2 - CEQA Impacts <input type="checkbox"/> Step 5 - Advanced Historical Review STOP! Must file an <i>Environmental Evaluation Application</i>.	
<input checked="" type="checkbox"/>	No further environmental review is required. The project is categorically exempt under CEQA. There are no unusual circumstances that would result in a reasonable possibility of a significant effect.	
	Project Approval Action: Commission Hearing	Signature: Alesia Hsiao
	If Discretionary Review before the Planning Commission is requested, the Discretionary Review hearing is the Approval Action for the project.	07/10/2018
	Once signed or stamped and dated, this document constitutes a categorical exemption pursuant to CEQA Guidelines and Chapter 31 of the Administrative Code. In accordance with Chapter 31 of the San Francisco Administrative Code, an appeal of an exemption determination can only be filed within 30 days of the project receiving the first approval action. Please note that other approval actions may be required for the project. Please contact the assigned planner for these approvals.	

Full Project Description

The project site is located at 400 Winston Drive (Assessor's block and lot 7295/004) and is 88,574 square feet within and surrounded by the Stonestown Galleria. The project site is bounded by the City Sports Club to the north, 20th Avenue and part of the Galleria surface parking lot to the east, the Galleria to the south, and part of the Galleria west surface parking lot to the west, in the Lakeshore neighborhood of San Francisco. The project site is within a C-2, Community Business Zoning District and a 65-D Height and Bulk District.

The project site is currently occupied by a 3-story over basement, approximately 296,509 square-foot building, which was formerly a Macy's department store (closed in March 2018). The proposed project would reconfigure the existing building in the Galleria into an approximately 300,668 sf multi-tenant building consisting of the following retail mix of uses: a cinema, supermarket, sports retail store, other retail shops, and restaurants. The basement level would continue to maintain existing mechanical systems. Floor 1 would include an approximately 72,177 square feet (sf) sports retail store, and 4,835 sf of common area. Floor 2 would include approximately 10 small to medium size retail tenants totaling 30,030 sf, a 45,552 sf supermarket, and 8,300 sf of common area. Floor 3 would include up to four restaurant uses totaling 13,500 sf, an 1,800 seat, approximately 60,174 sf cinema with up to 12 screens, and 8,905 sf of common area. The project would comply with bicycle parking requirements.

There are currently four designated onsite freight/delivery loading docks in the existing building, adjacent to the Stonestown Galleria west parking lot. The project would provide a total of seven freight loading docks for commercial freight deliveries. Three existing dedicated loading docks located down an access tunnel would be removed and converted into proposed common area, storage, and utility uses. The existing loading dock located near the entrance of the Macy's loading dock tunnel would be modified and would remain. The project would also add a new loading dock in place of the Macy's loading dock tunnel entrance. A new loading area located between the project site and the City Sports Club would provide five more loading docks and would be accessible via the level one west parking lot. The project would meet its loading demand.

The project would require excavation of approximately 2,600 cubic yards of soil excavation for structural upgrades to the building. The depth of excavation is proposed at a maximum of 6 feet within a 18,600 sf area below the existing building. Construction activities would include interior demolition, site preparation, grading, interior upgrades, and building construction to be completed in overlapping phases commencing in August 2018 and anticipated to be completed in July 2020.

CEQA Impacts Continued

The project site is not located within an air pollutant exposure zone. The Phase I Environmental Site Assessment prepared by AEI Consultants, dated November 18, 2016 found evidence of recognized environmental conditions. Enrollment in Maher program was completed on June 25, 2018. Planning staff archaeologist determined the project would have no effect on archaeological resources. A Historic Resource Evaluation – Part 1 was conducted by Carey & Co., dated October 16, 2017. Planning staff determined that the project is not a historic resource for CEQA. A Transportation Impact Study conducted by CHS Consulting Group, dated July 2018, determined the proposed project would not result in any significant impacts to onsite commercial loading.

STEP 7: MODIFICATION OF A CEQA EXEMPT PROJECT

TO BE COMPLETED BY PROJECT PLANNER

In accordance with Chapter 31 of the San Francisco Administrative Code, when a California Environmental Quality Act (CEQA) exempt project changes after the Approval Action and requires a subsequent approval, the Environmental Review Officer (or his or her designee) must determine whether the proposed change constitutes a substantial modification of that project. This checklist shall be used to determine whether the proposed changes to the approved project would constitute a "substantial modification" and, therefore, be subject to additional environmental review pursuant to CEQA.

PROPERTY INFORMATION/PROJECT DESCRIPTION

Project Address (If different than front page)		Block/Lot(s) (If different than front page)
400 Winston Drive		7295/004
Case No.	Previous Building Permit No.	New Building Permit No.
2017-015706PRJ		
Plans Dated	Previous Approval Action	New Approval Action
	Commission Hearing	
Modified Project Description:		

DETERMINATION IF PROJECT CONSTITUTES SUBSTANTIAL MODIFICATION

Compared to the approved project, would the modified project:	
<input type="checkbox"/>	Result in expansion of the building envelope, as defined in the Planning Code;
<input type="checkbox"/>	Result in the change of use that would require public notice under Planning Code Sections 311 or 312;
<input type="checkbox"/>	Result in demolition as defined under Planning Code Section 317 or 19005(f)?
<input type="checkbox"/>	Is any information being presented that was not known and could not have been known at the time of the original determination, that shows the originally approved project may no longer qualify for the exemption?
If at least one of the above boxes is checked, further environmental review is required.	

DETERMINATION OF NO SUBSTANTIAL MODIFICATION

<input type="checkbox"/>	The proposed modification would not result in any of the above changes.
If this box is checked, the proposed modifications are categorically exempt under CEQA, in accordance with prior project approval and no additional environmental review is required. This determination shall be posted on the Planning Department website and office and mailed to the applicant, City approving entities, and anyone requesting written notice.	
Planner Name:	Signature or Stamp:



SAN FRANCISCO PLANNING DEPARTMENT

Land Use Information

PROJECT ADDRESS: 400 WINSTON DRIVE
RECORD NO.: 2017-015706CUA

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

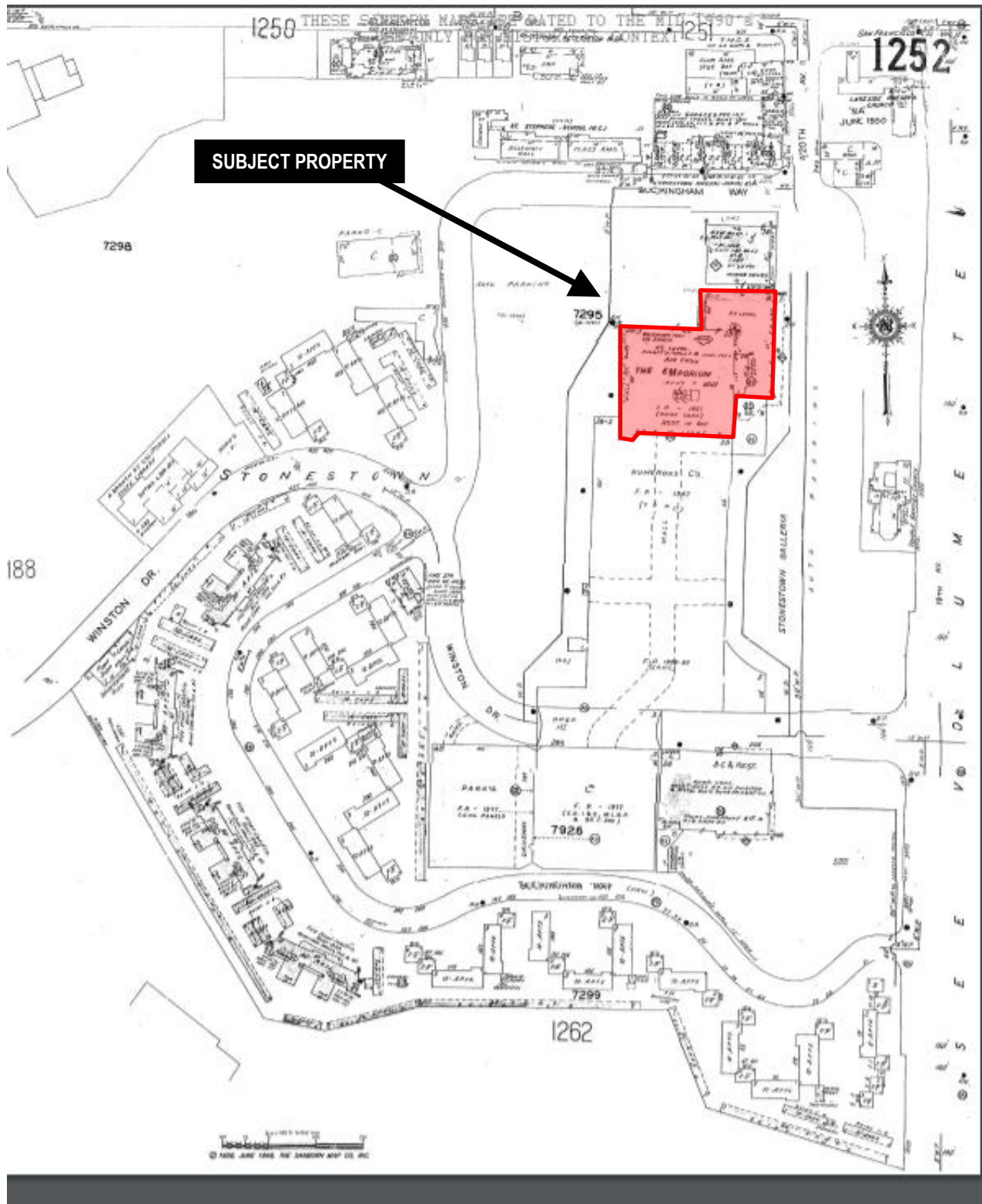
Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

	EXISTING	PROPOSED	NET NEW
GROSS SQUARE FOOTAGE (GSF)			
Lot Area	84,521	0	84,521
Residential			
Commercial/Retail	296,509	300,668	4,159
Office			
Industrial/PDR <i>Production, Distribution, & Repair</i>			
Parking			
Usable Open Space			
Public Open Space			
Other ()			
TOTAL GSF	296,509	300,668	4,159
	EXISTING	NET NEW	TOTALS
PROJECT FEATURES (Units or Amounts)			
Dwelling Units - Market Rate			
Dwelling Units - Affordable			
Hotel Rooms			
Parking Spaces	1,696	0	1,696
Loading Spaces	4	3 new / 7 total	7
Car Share Spaces			
Bicycle Spaces	63	83 new / 146 total	146
Number of Buildings	1	0	1
Number of Stories	3	0 new / 3 total	3
Height of Building(s)	40 feet (not including marquee)	25 feet	65 feet
Other (Compacting Spaces)	2	6 new/ 8 total	8

Sanborn Map*



*The Sanborn Maps in San Francisco have not been updated since 1998, and this map may not accurately reflect existing conditions.



Conditional Use Authorization Hearing
July 19, 2018
Case Number 2017-015706CUA
400 Winston Drive
Block 7295 Lot 004

Zoning Map



Aerial Photo



Conditional Use Authorization Hearing
July 19, 2018
Case Number 2017-015706CUA
400 Winston Drive
Block 7295 Lot 004

Site Photo



Conditional Use Authorization Hearing
July 19, 2018
Case Number 2017-015706CUA
400 Winston Drive
Block 7295 Lot 004

Site Photo



Conditional Use Authorization Hearing
July 19, 2018
Case Number 2017-015706CUA
400 Winston Drive
Block 7295 Lot 004

Site Photo



Conditional Use Authorization Hearing
July 19, 2018
Case Number 2017-015706CUA
400 Winston Drive
Block 7295 Lot 004

Site Photo



Conditional Use Authorization Hearing
July 19, 2018
Case Number 2017-015706CUA
400 Winston Drive
Block 7295 Lot 004

Site Photo



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