

EXECUTIVE SUMMARY

DEVELOPMENT AGREEMENT / PLANNING CODE TEXT AND MAP AMENDMENTS / DOWNTOWN PROJECT AUTHORIZATION / CONDITIONAL USE AUTHORIZATION / OFFICE ALLOCATION

HEARING DATE: JANUARY 28, 2021

Record No.:	2016-013312PRJ	
Project Address:	542-550 Howard Street (Transbay Parcel F)	
Zoning:	C-3-O(SD) Downtown-Office (Special Development) Zoning District	
	750-S-2 and 450-S Height and Bulk District	
	Transit Center C-3-O(SD) Commercial and	
	Transbay C-3 Special Use Districts	
	Downtown and Transit Center District Plan Areas	
Block/Lots:	3721/016, 135, 136, 138	
Project Sponsor:	Parcel F Owner, LLC	
	101 California Street, Suite 1000	
	San Francisco, CA 94111	
Property Owner:	Parcel F Owner, LLC	
	101 California Street, Suite 1000	
	San Francisco, CA 94111	
Staff Contact:	Nicholas Foster, AICP, LEED GA – (628) 652-7330	
	nicholas.foster@sfgov.org	
Recommendation: Approval with Conditions		

Project Background

On January 9, 2020, the Planning Commission took the following actions on related applications: through Resolution No. 20613 approved a General Plan Amendment; through Resolution No. 20614 approved Planning Code Text and Map Amendments; through Motion No. 20615 adopted Shadow Findings; through Motion No. 20616 approved Downtown Project Authorization; through Motion No. 20617 approved an Office Development; and through Motion No. 20618 approved Conditional Use Authorization. On June 5, 2020, the Zoning Administrator issued a Variance Decision Letter formally granting the requested Variances sought. These approval actions are associated with the proposed project ("Project") located at 542-550 Howard Street (Transbay Parcel F), Lots 016, 135, 136, and 137 within Assessor's Block 3721. The Project includes the construction of a new 61-story mixed-use building reaching a height of 749'-10" tall (799'-9" inclusive of rooftop screening/mechanical equipment). The Project would include 165 dwelling units, 189 hotel rooms, 275,674 square feet of office use floor area, approximately 9,000 square feet of retail space, approximately 20,000 square feet of open space, 178 Class 1 and 34 Class 2 bicycle parking spaces, and four below-grade levels that would accommodate up to 183 vehicle parking spaces provided for the residential, hotel, and office uses. The Project also would construct a pedestrian bridge providing public access to Salesforce Park located on the roof of the Transbay Transit Center.

Proposed Amendment

- Affordable Housing Delivery (Previous Project). As approved by the Commission on January 9, 2020, the Project previously relied on a legislative amendment that provided relief from the on-site affordable housing requirements of the Transbay C-3 Special Use District (SUD) (Planning Code Section 249.28). The Project was afforded the option to satisfy its inclusionary affordable housing requirement through the offsite provision, at a location within the Transbay Redevelopment Plan Area, potentially located in a future building on Transbay Block 4 on Howard Street between Beale and Main Streets, approximately three blocks east of the Site and within one (1) mile radius of the principal project).
- Affordable Housing Delivery (Amended Project). The Project would still rely on a legislative amendment that provides relief from the on-site affordable housing requirements of the Transbay C-3 Special Use District (SUD) (Planning Code Section 249.28). However, instead of the providing affordable housing units off-site, at another site within the Transbay Redevelopment Plan Area, the Amended Project would be waived of its inclusionary affordable housing requirements in exchange for entering into a Development Agreement with the City to provide an in-lieu affordable housing fee at an amount equal to 150% of the inclusionary housing fee that Section 415.5 of the Planning Code would otherwise require.

In service of the proposed Project Amendment, the Project Sponsor filed a request with the Office of Community Investment and Infrastructure ("OCII") for a Plan Variation pursuant to Section 3.5.5 of the Transbay Project Area Redevelopment Plan (the "Plan") for a variation from the on-site affordable housing requirements of Section 4.9.3 of the Plan (the "Plan's Inclusionary Housing Obligation"). The Project Sponsor also entered into a Development Agreement ("Development Agreement") with the City and County of San Francisco (pursuant to Chapter 56 of the San Francisco Administrative Code) to enable the payment of the in-lieu fee as stipulated within the Development Agreement. Lastly, the Project Sponsor filed amended applications with the Planning Department ("Department"), to amend the conditions of approval for the previously approved Downtown Project Authorization, Office Allocation, and Conditional Use Authorization to reflect the change in affordable housing delivery.

Related Legislative Actions

The Project Amendment relies on approval of companion legislation by the Board of Supervisors: (1) Planning Code Text and Zoning Map Amendment (Board File No. 201385); and (2) the Development Agreement (Board File No. 201386); and (3) a Resolution (Board File. No. 201387) consenting to the provisions of the Plan Variation decision by the Commission on Community Investment and Infrastructure ("CCII").



- Planning Code Text and Map Amendments (Board File No. 201385). On December 15, 2020, District 6 Supervisor Matt Haney introduced an ordinance amending the Planning Code and Zoning Map to rezone and reclassify a portion of the Project Site as shown on Figure 1 of the Transit Center District Plan, specifically to rezone a portion of the Project site from the split P (Public) District/C-3-O (SD) to the C-3-O (SD) Downtown Office Special Development District and to reclassify the height and bulk district designations for a portion of the project site; waiving certain provisions of the Planning Code to allow the project to satisfy its affordable housing requirement through payment of an in-lieu affordable housing fee to the Office of Community Investment and Infrastructure for use within the Transbay Redevelopment Project Area, to modify timing for payment of fees, and to permit the footprint of the portion of the project site dedicated to dwellings to exceed 15,000 square feet.
- Development agreement (Board File No. 201386). Under the terms of the Development Agreement, the provisions of Section 415 do not apply to the Project for as long as the Development Agreement is in effect. The Development Agreement outlines terms for the Project's affordable inclusionary housing provisions. Specifically, the Development Agreement stipulates a payment, from the Project Sponsor to OCII, an inlieu affordable housing fee at an amount equal to 150% of the inclusionary housing fee that Section 415.5 of the Planning Code would otherwise require. Therefore, the effective inclusionary rate for the Project is 49.5%. For reference, the base inclusionary housing fee that would otherwise have applied to the Project if payment of the standard, in-lieu affordable housing fee were otherwise available would be 33%, or approximately \$30 million. Instead, the Development Agreement dictates that the Project Sponsor pay an affordable housing fee at a rate of 150% of the base inclusionary housing fee, estimated at \$45-47 million (an increase of approximately \$15 million over the base fee). NOTE: The in-lieu affordable housing fee negotiated through the Development Agreement relies on the Inclusionary Affordable Housing Program Fee, which, is based on the Planning Department's Development Impact Fee Schedule ("Fee Schedule"). The 2021 Fee Schedule, updated on December 1, 2020, with rates effective as of January 11, 2021, included annual indexing for most development impact fees (up to 3.5%). However, the Inclusionary Affordable Housing Program Fee has yet to be adjusted from the fee amount listed in the 2020 Fee Schedule. While the annual adjustment to the Inclusionary Affordable Housing Program Fee is not yet finalized, the Development Agreement nevertheless relies on the 2021 Fee Schedule, including the finalized Inclusionary Affordable Housing Program Fee.
- Redevelopment Plan Variation (Board File No. 201387). On January 19, 2021, the Commission on Community Investment and Infrastructure ("CCII"), as the Commission to the OCII, conditionally approved the Project Sponsor's requested Plan Variation and the change to the Plan's Inclusionary Housing Obligation attributed to the infeasibility of maintaining affordable units in the Project and the payment to OCII for affordable housing. Given that the CCII's conditional approval of the Plan Variation potentially removes the on-site affordable housing requirements of Section 4.9.3 of the Plan from the Project, the Board of Supervisors, acting as the legislative body for OCII, must then approve the change to the Plan's Inclusionary Housing Obligation. Board File No. 201387 is a resolution that states that the Board of Supervisors, acting in its capacity as the legislative body to the Successor Agency to the former Redevelopment Agency of the City and County of San Francisco, approves provisions of a variation decision by the Commission on Community Investment and Infrastructure, modifying the on-site



affordable housing requirement for the Project.

Environmental Review

On August 27, 2019, the Planning Department issued a Community Plan Exemption Determination ("CPE") determining that the environmental effects of the Project, including the actions contemplated herein, were adequately analyzed in the FEIR and that no further environmental review is required in accordance with CEQA and Administrative Code Chapter 31. The Project is consistent with the adopted zoning controls in the Transit Center District Plan and was encompassed within the analysis contained in the Transit Center District Plan FEIR.

Planning Department staff prepared a Mitigation Monitoring and Reporting Program (MMRP) setting forth mitigation measures that were identified in the Transit Center District Plan FEIR that are applicable to the Project. These mitigation measures are set forth in their entirety in the MMRP attached to Motion 20616 as Exhibit C, and were made conditions of approval of the original Project.

The CPE issued in 2019 anticipated the potential need for a variation the 2005 Transbay Redevelopment Plan, to allow the Project the ability to satisfy its affordable housing obligation by payment of an in-lieu fee though a "variation" from the 2005 Transbay Redevelopment Plan. The issued CPE noted a "Variation from Transbay Redevelopment Plan for off-site inclusionary affordable housing (section 4.9.3 of Redevelopment Plan; Planning Code section 249.28)" by the Office of Community Investment and Infrastructure, and "Consent to Variation from Transbay Redevelopment Plan for off-site inclusionary affordable housing affordable housing (section 4.9.3 of Redevelopment Plan; Planning Code section 249.28)" by the Office of Community Investment and Infrastructure, and "Consent to Variation from Transbay Redevelopment Plan for off-site inclusionary affordable housing (section 4.9.3 of Redevelopment Plan)" by the Board of Supervisors as two of the approval actions necessary for the proposed project.

The payment of an affordable housing fee instead of off-site dedication and the addition of a Development Agreement would not cause new significant impacts or result in a substantial increase in the severity of the impacts identified in the FEIR and the subsequent CPE, and no new or revised mitigation measures would be required. The proposed variation and Development Agreement would not directly or indirectly result in any construction or operational impacts, as no specific affordable housing project has been identified at this time. Once identified, the affordable housing project would require its own project-specific environmental review and approvals. None of the other project components would be affected by the proposed modifications as the modifications do not propose any additional residential units or non-residential space that would increase or cause a change to population, employment, or housing projections as compared to CPE assumptions.

Because the variation and the Development Agreement would be well within the scope of the project's construction and operation, as identified in the CPE, their impacts are considered to be covered within the overall project scope of the CPE and the TCDP FEIR. Moreover, implementation of this project revision would not result in any new significant environmental effects, would not trigger any mitigation measures not already required for the proposed development project, and would not require additional environmental review. It is expected that the proposed variation would not change any of the conclusions identified in the CPE and all mitigation measures discussed in the CPE would continue to be applicable to this project. Given the limited nature of the proposed modifications, no new or more severe environmental impacts related to all topics covered in the FEIR and CPE would be expected.



Required Commission Action

The following is a summary of actions that the Commission will consider at the hearing, which are required to implement the Project:

- 1. Adopt findings to approve a Downtown Project Authorization pursuant to Planning Code Section 309, modifying Conditions of Approval of the previously approved Project under Motion No. 20616,
- Adopt findings related to an Office Development Allocation, pursuant to Planning Code Sections 320 through 325; modifying Conditions of Approval of the previously approved Project under Motion No. 20617,
- 3. Adopt findings to approve a Conditional Use Authorization pursuant to Planning Code Sections 210.2 and 303(g), modifying Conditions of Approval of the previously approved Project under Motion No. 20618,
- 4. Recommend that the Board of Supervisors approve an ordinance that would amend San Francisco Zoning Maps ZN-01 and HT-01 for height and bulk classification and zoning designation; uncodified legislative amendments for: the residential footprint requirement per Section 248(d)(2); and authorization to relieve the Project of the on-site affordable housing requirements pursuant to Section 249.28(b)(6)(B)(C); and
- 5. Recommend that the Board of Supervisors approve a Development Agreement ("DA").

Basis for Recommendation

The Department finds that the proposed changes to the Project are, on balance, consistent with the Objectives and Policies of the General Plan. The Project implements the vision of the Downtown and Transit Center District Plans through the construction of 165 dwelling units, 189 hotel rooms, and approximately 276,000 square feet of office space located directly across from the Salesforce Transit Center, and within walking distance of the Downtown Core. The Project would contribute to the city's housing supply, providing 165 dwelling units on-site in addition to the payment of a significant in-lieu affordable housing fee at an amount equal to 150% of the inclusionary housing fee that Section 415.5 of the Planning Code would otherwise require, to the Office of Community Investment and Infrastructure for use within the Transbay Redevelopment Project Area. The Project's commercial uses (hotel, office, and retail) will provide new employment opportunities within an intense, walkable urban context. The proposed ground-floor commercial retail spaces located along both the Howard Street and Natoma Street frontages, along with the commercial retail space located on Level 5 (connected to the adjacent Salesforce Park via a pedestrian bridge), will expand the spectrum of retail goods and services available in the area, and will activate the street frontages at-grade and Salesforce Park located above-grade. The Project is designed to contribute an elegant, iconic, and complementary massing to the city's downtown skyline as shaped by the cluster of new high-rise buildings in the Transbay Redevelopment Plan Area. The Department 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 – Amended Downtown Project Authorization, Exhibit A: Conditions of Approval

Draft Motion – Amended Conditional Use Authorization, Exhibit A: Conditions of Approval

Draft Motion – Amended Office Allocation Authorization, Exhibit A: Conditions of Approval

Draft Resolution – Planning Code Text and Map Amendments, Draft Planning Code Text and Map Ordinance

Draft Resolution – Adoption of Development Agreement, Exhibit A: Development Agreement, Draft Development Agreement Ordinance

Exhibit D – Development Agreement Application, and Director's Report on Development Agreement Negotiations

Exhibit E – Previous Commission Approvals (*provided for reference*): Motion No. 20616, Downtown Project Authorization; Motion No. 20617, Office Development Allocation; and Motion No. 20618, Conditional Use Authorization

Exhibit F – Public Correspondence

Exhibit B – Plans and Renderings (provided for reference)



Draft Motion – Downtown Project Authorization, Exhibit A: Conditions of Approval



PLANNING COMMISSION DRAFT MOTION

HEARING DATE: January 28, 2021

Record No.:	2016-013312DNX-02
Project Address:	542-550 Howard Street (Transbay Parcel F)
Zoning:	C-3-O(SD) Downtown-Office (Special Development) Zoning District
	750-S-2 and 450-S Height and Bulk District
	Transit Center C-3-O(SD) Commercial and
	Transbay C-3 Special Use Districts
	Downtown and Transit Center District Plan Areas
Block/Lots:	3721/016, 135, 136, 138
Project Sponsor:	Parcel F Owner, LLC
	101 California Street, Suite 1000
	San Francisco, CA 94111
Property Owner:	Parcel F Owner, LLC
	101 California Street, Suite 1000
	San Francisco, CA 94111
Staff Contact:	Nicholas Foster, AICP, LEED GA – (628) 652-7330
	nicholas.foster@sfgov.org

ADOPTING FINDINGS TO APPROVE A DOWNTOWN PROJECT AUTHORIZATION THAT WOULD MODIFY CONDITIONS OF APPROVAL OF THE PREVIOUSLY APPROVED PROJECT UNDER MOTION NO. 20616, TO REFLECT A CHANGE IN THE COMPLIANCE WITH THE INCLUSIONARY AFFORDABLE REQUIREMENTS THROUGH PAYMENT OF AN IN-LIEU FEE, AS PART OF A PROJECT THAT INCLUDES NEW CONSTRUCTION OF AN APPROXIMATELY 750-FOOT TALL (800 FEET INCLUSIVE OF ROOFTOP MECHANICAL FEATURES) 61-STORY, MIXED-USE TOWER WITH A TOTAL OF APPROXIMATELY 957,000 GROSS SQUARE FEET, INCLUDING 165 DWELLING UNITS, 189 HOTEL ROOMS, 275,674 SQUARE FEET OF OFFICE USE LOCATED AT 542-550 HOWARD STREET (TRANSBAY PARCEL F), WITHIN ASSESSOR'S BLOCK 3721, LOTS 016, 135, 136, AND 138, PURSUANT TO PLANNING CODE SECTIONS 309, 132.1, 134, 140, 148, 152.1, 161, 248, 260, 270 AND 272 WITHIN THE C-3-O(SD) DOWNTOWN-OFFICE (SPECIAL DEVELOPMENT) ZONING DISTRICT AND 750-S-2 AND 450-S HEIGHT AND BULK DISTRICTS, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

PREAMBLE

On January 9, 2020, the Planning Commission (hereinafter "Commission") conducted a duly noticed public hearing at a regularly scheduled meeting and took the following actions on related applications: through Resolution No. 20613 approved a General Plan Amendment (Record No. 2016-013312GPA); through Resolution No. 20614 approved Planning Code Text and Map Amendments (Record Nos. 2016-013312PCA and 2016-013312MAP); through Motion No. 20615 adopted Shadow Findings (Record No. 2016-013312SHD); through Motion No. 20616 approved Downtown Project Authorization (Record No. 2016-013312DNX); through Motion No. 20617 approved an Office Development Allocation (Record No. 2016-013312OFA); and through Motion No. 20618 approved Conditional Use Authorization (Record No. 2016-013312CUA).

On February 12, 2020, the Zoning Administrator held a public hearing on Record No. 2016-013312VAR. On June 5, 2020, the Zoning Administrator issued a Variance Decision Letter formally granting the requested Variance pursuant to Section 305 for Parking and Loading Entrance Width per Section 145, Active Street Frontages per Section 145.1, Vehicular Ingress and Egress on Natoma Street per Section 155; and location of Bicycle Parking per Section 155.

These actions (collectively, the "Approvals") are associated with the proposed project (hereinafter "Project") located at 542-550 Howard Street (Transbay Parcel F), Lots 016, 135, 136, and 137 within Assessor's Block 3721 (hereinafter "Project Site" or "Site"). The Project includes the construction of a new 61-story mixed-use building reaching a height of 749'-10" tall (799'-9" inclusive of rooftop screening/mechanical equipment). The Project would include 165 dwelling units, 189 hotel rooms, 275,674 square feet of office use floor area, approximately 9,000 square feet of retail space, approximately 20,000 square feet of open space, 178 Class 1 and 34 Class 2 bicycle parking spaces, and four below-grade levels that would accommodate up to 183 vehicle parking spaces provided for the residential, hotel, and office uses. The Project also would construct a pedestrian bridge providing public access to Salesforce Park located on the roof of the Transbay Transit Center.

On December 28, 2020, CJ Higley (hereinafter "Project Sponsor") filed Application No. 2016-013312DNX-02 (hereinafter "Application") with the Planning Department (hereinafter "Department") pursuant to Section 309, to amend the conditions of approval for the previously-approved Downtown Project Authorization (Motion No. 20616). In addition, the Project Sponsor has entered into a Development Agreement (hereinafter "Development Agreement") with the City and County of San Francisco (pursuant to Chapter 56 of the San Francisco Administrative Code) to enable the payment of the in-lieu fee as stipulated within the Development Agreement. The modified Downtown Project Authorization application (Case No. 2016-013312DNX-02) relies on companion legislation through a modified Planning Code Amendment (Board File No. 201385, Case No. 2016-013312DVA).

The environmental effects of the Project were determined by the Department to have been fully reviewed under the Transit Center District Plan Environmental Impact Report (hereinafter "EIR"). On May 24, 2012, the Planning 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 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 August 27, 2019, the Planning Department issued a Community Plan Exemption Determination ("CPE") determining that the environmental effects of the Project, including the actions contemplated herein, were adequately analyzed in the FEIR and that no further environmental review is required in accordance with CEQA and Administrative Code Chapter 31. The Project is consistent with the adopted zoning controls in the Transit Center District Plan and was encompassed within the analysis contained in the Transit Center District Plan FEIR. Since the Transit Center District Plan FEIR 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 FEIR 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 FEIR. The file for this Project, including the Transit Center District Plan Exemption certificate, is available for review at the San Francisco Planning Department, 49 South Van Ness Avenue, Suite 1400, San Francisco, California, 94103

Planning Department staff prepared a Mitigation Monitoring and Reporting Program (MMRP) setting forth mitigation measures that were identified in the Transit Center District Plan FEIR that are applicable to the Project. These mitigation measures are set forth in their entirety in the MMRP attached to Motion 20616 as Exhibit C, and were made conditions of approval of the original Project.

The Project Sponsor is seeking approval of a Development Agreement, as well as certain amendments to the Planning Code, to allow it to satisfy its affordable housing obligation by payment of an in-lieu fee though a "variation" from the 2005 Transbay Redevelopment Plan. The 2019 issued CPE anticipated the potential need for such a variation, and noted "Variation from Transbay Redevelopment Plan for off-site inclusionary affordable housing (section 4.9.3 of Redevelopment Plan; Planning Code section 249.28)" by the Office of Community Investment and Infrastructure, and "Consent to Variation from Transbay Redevelopment Plan for



off-site inclusionary affordable housing (section 4.9.3 of Redevelopment Plan") by the Board of Supervisors as two of the approval actions necessary for the proposed project.

The payment of an affordable housing fee instead of off-site dedication and the addition of a Development Agreement would not cause new significant impacts or result in a substantial increase in the severity of the impacts identified in the FEIR and the subsequent CPE, and no new or revised mitigation measures would be required. The proposed variation and Development Agreement would not directly or indirectly result in any construction or operational impacts, as no specific affordable housing project has been identified at this time. Once identified, the affordable housing project would require its own project-specific environmental review and approvals. None of the other project components would be affected by the proposed modifications as the modifications do not propose any additional residential units or non-residential space that would increase or cause a change to population, employment, or housing projections as compared to CPE assumptions.

Because the variation and the Development Agreement would be well within the scope of the project's construction and operation, as identified in the CPE, their impacts are considered to be covered within the overall project scope of the CPE and the TCDP FEIR. Moreover, implementation of this project revision would not result in any new significant environmental effects, would not trigger any mitigation measures not already required for the proposed development project, and would not require additional environmental review. It is expected that the proposed variation would not change any of the conclusions identified in the CPE and all mitigation measures discussed in the CPE would continue to be applicable to this project. Given the limited nature of the proposed modifications, no new or more severe environmental impacts related to all topics covered in the FEIR and CPE would be expected.

The City and County of San Francisco, acting through the Department, fulfilled all procedural requirements of the California Environmental Quality Act, the State CEQA Guidelines, and Chapter 31.

On January 28, 2021 the Commission conducted a duly noticed public hearing at a regularly scheduled meeting regarding the amended Downtown Project Authorization Application No. 2016-013312DNX-02. The Department Commission Secretary is the custodian of records for the Department materials, located in the File for Case No. 2016-013312DNX-02, at 49 South Van Ness Avenue, Suite 1400, San Francisco, California.

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

MOVED, that the Commission hereby approves the amended Downtown Project Authorization as requested in Application No. 2016-013312DNX-02, subject to the conditions contained in "EXHIBIT A" of Motion No. 20616, and to the Mitigation, Monitoring and Reporting Program contained in "EXHIBIT C" of Motion No. 20616 (incorporated as though fully set forth herein), 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 proposed project ("Project") includes the construction of a new 61-story mixed-use building reaching a height of 749'-10" tall (799'-9" inclusive of rooftop screening/mechanical equipment). The Project would include 165 dwelling units, 189 hotel rooms, 275,674 square feet of office use floor area, approximately 9,000 square feet of retail space, approximately 20,000 square feet of open space, 178 Class 1 and 34 Class 2 bicycle parking spaces, and four below-grade levels that would accommodate up to 183 vehicle parking spaces provided for the residential, hotel, and office uses. The Project also would construct a pedestrian bridge providing public access to Salesforce Park located on the roof of the Transbay Transit Center.
- 3. Site Description and Present Use. The Project Site ("Site") consists of four contiguous lots (Lots 016, 135, 136, and 137) within Assessor's Block 3721, totaling 32,229 square feet (0.74 acres) in area. The site, bounded by Howard Street to the south and Natoma Street to the north, is undeveloped at-grade and served as a construction staging area for the adjacent Salesforce Transit Center during its construction. A below-grade "Train Box" is located within the northwest corner of the Site, occupying approximately 12,000 square feet of the Site. The Train Box consists of a two-story structure that will allow Caltrain—and eventually High-Speed Rail—trains to enter and exit the adjacent Salesforce Transit Center below-grade. Because the Train Box can only support a very limited structural load above-grade, the proposed mixed-use building is purposely set back from the northwest corner of the Site (along the Natoma Street frontage), towards the southeast corner of the Site (along the Howard Street frontage). The Project responds to the unique site constraint by cantilevering the building podium over the area of the Train Box, thereby shifting the majority of the tower's mass onto Lots 016 and 135, away from the area of the Train Box.
- 4. Surrounding Properties and Neighborhood. The 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 mixed-use buildings. The block on which the Site is located contains several low to mid-rise office buildings and construction staging for planned developments. The 5-story Salesforce Transit Center (STC) and the Salesforce Park are located to the north of the Site, 2- to 3- story buildings at 547, 555, and 557 Howard streets are located to the south of the Site, and a 3-story building at 540 Howard Street, a 4-story building at 530 Howard Street, and a parking lot at 524 Howard Street are located east of the Site. The 2- to 3-story buildings at 547, 555, and 557 Howard streets are planned to be replaced with an approximately 385 foot-tall, 36-story mixed use residential and hotel development project. The parking lot at 524 Howard Street is planned to be replaced with an approximately 495-foot tall, 48-story mixed use residential and hotel development, under construction, or have recently completed construction in the surrounding area, including a newly completed office-residential tower at 181 Fremont Street.



- 5. Public Outreach and Comments. Regarding the amended project approvals, the Department has not received any public comment to date. Regarding the original approvals on January 9, 2020, the Project Sponsor conducted community outreach to stakeholders that includes local organizations and community groups. The Department received correspondence related to shadow impacts on Willie "Woo Woo" Wong Park, citing concerns around shadows caused by the Project having an adverse impact on the use of the Willie "Woo Woo" Wong Park. The Project Sponsor conducted additional community outreach that included local community groups to respond to concerns over shadow impacts resulting from the Project.
- 6. **Planning Code Compliance.** The Commission finds that the Proposed Amendment is consistent with the relevant provisions of the Planning Code in the following manner:
 - **A. Transbay C-3 Special Use District (SUD) (Section 249.28).** The Transbay C-3 Special Use District, which is located wholly within the boundaries of the Transbay Redevelopment Project Area, comprising all of the parcels, primarily privately-owned and zoned C-3, codifies Code provisions in service of the Transbay Redevelopment Plan and its companion documents, including the Design for the Development and the Development Controls and Design Guidelines for the Transbay Redevelopment Project. The SUD sets forth regulations regarding active ground-floor uses, streetscape improvements, and procedures for payment of fees.

The Project Site is located within the Transbay C-3 Special Use District, which, only permits compliance with the inclusionary affordable housing requirements through the on-site alternative, pursuant to Section 249.28(b)(6)(B)(C). The Project is also located within the Transbay Redevelopment Project Area (Zone 2), which, is under the jurisdiction of the Office of Community Investment and Infrastructure (OCII). One of the overarching goals of the Transbay Redevelopment Plan was the creation of affordable housing units, with a target goal of 35% of all dwelling units developed during the life of the Transbay Redevelopment Plan in the Transbay Redevelopment Project Area be provided to permanently affordable to low- and moderate-income households, as such households are defined in State law. Section 4.9.3 of the Transbay Redevelopment Plan requires that a minimum of 15% of all units constructed on a particular site shall be affordable to certain qualifying households, as set forth in such Plan.

In an effort to meet the Transbay Redevelopment Project Area goals, the Project would pay a fee at an amount equal to 150% of the inclusionary housing fee that Section 415.5 of the Planning Code would otherwise require in accordance with Development Agreement in lieu of compliance with the on-site requirement. The Project would therefore provide a higher inclusionary affordable housing rate than would otherwise be provided on-site (or off-site), funding more affordable housing units within the Project Area, while maintaining land values necessary for the financing assumptions of the Transbay Joint Powers Authority.



Through a legislative amendment as only applied to the Project (Board File No. 201385), the Project would be relieved of strict compliance with Code Section 249.28(b)(6)(B)(C), on the condition that the Project pay a fee at an amount equal to 150% of the inclusionary housing fee that Section 415.5 of the Planning Code would in accordance with the Development Agreement. This affordable housing fee is intended to assist OCII in meeting its Transbay Affordable Housing Obligation, which, may include the use of the funds for the development of affordable housing units at Transbay Block 4, located on Howard Street between Beale and Main Streets, approximately three blocks east of the Site (and within one (1) mile radius of the principal project).

B. Inclusionary Affordable Housing Program (Section 415). The Planning Code Section sets forth the requirements and procedures for the Inclusionary Affordable Housing Program. Under Planning Code Section 415.3, these requirements would apply to projects that consist of ten 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 July 14, 2016; therefore, pursuant to Planning Code Section 415.3 the Inclusionary Affordable Housing Program requirement for the On-site Affordable Housing Alternative is to provide 20% of the proposed dwelling units as affordable, or 33 units. Neither the Redevelopment Plan nor the Planning Code authorize off-site affordable housing construction or an "in-lieu" fee payment as an alternative to the On-Site Requirement in the Project Area.

Under the terms of the Development Agreement, the provisions of Section 415 do not apply to the Project for as long as the Development Agreement is in effect. The Development Agreement outlines terms for the Project's affordable inclusionary housing provisions. Specifically, the Development Agreement stipulates a payment, from the Project Sponsor to OCII, an in-lieu affordable housing fee at an amount equal to 150% of the inclusionary housing fee that Section 415.5 of the Planning Code would otherwise require. Therefore, the effective inclusionary rate for the Project is 49.5%. For reference, the base inclusionary housing fee that would otherwise have applied to the Project if payment of the standard, in-lieu affordable housing fee were otherwise available would be 33%, or approximately \$30 million. Instead, the Development Agreement dictates that the Project Sponsor pay an affordable housing fee at a rate of 150% of the base inclusionary housing fee, estimated at \$45-47 million (an increase of approximately \$15 million over the base fee). NOTE: The in-lieu affordable housing fee negotiated through the Development Agreement relies on the Inclusionary Affordable Housing Program Fee, which, is based on the Planning Department's Development Impact Fee Schedule ("Fee Schedule"). The 2021 Fee Schedule, updated on December 1, 2020, with rates effective as of January 11, 2021, included annual indexing for most development impact fees (up to 3.5%). However, the Inclusionary Affordable Housing Program Fee has yet to be adjusted from the fee amount listed in the 2020 Fee Schedule. While the annual adjustment to the Inclusionary Affordable Housing Program Fee is not yet finalized, the Development Agreement nevertheless relies on the 2021 Fee Schedule, including the finalized Inclusionary Affordable Housing Program Fee.

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



Area Plan), and the Downtown Area Plan as follows:

GENERAL PLAN: HOUSING ELEMENT

Objectives and Policies

OBJECTIVE 1

IDENTIFY AND MAKE AVAILABLE FOR DEVELOPMENT ADEQUATE SITES TO MEET THE CITY'S HOUSING NEEDS, ESPECIALLY PERMANENTLY AFFORDABLE HOUSING.

Policy 1.1

Plan for the full range of housing needs in the City and County of San Francisco, especially affordable housing.

Policy 1.8

Promote mixed use development, and include housing, particularly permanently affordable housing, in new commercial, institutional or other single use development projects.

Policy 1.10

Support new housing projects, especially affordable housing, where households can easily rely on public transportation, walking and bicycling for the majority of daily trips.

OBJECTIVE 4

FOSTER A HOUSING STOCK THAT MEETS THE NEEDS OF ALL RESIDENTS ACROSS LIFECYCLES.

Policy 4.1

Develop new housing, and encourage the remodeling of existing housing, for families with children.

Policy 4.5

Ensure that new permanently affordable housing is located in all of the City's neighborhoods, and encourage integrated neighborhoods, with a diversity of unit types provided at a range of income levels.

OBJECTIVE 5

ENSURE THAT ALL RESIDENTS HAVE EQUAL ACCESS TO AVAILABLE UNITS.

Policy 5.4

Provide a range of unit types for all segments of need, and work to move residents between unit types as their needs change.

OBJECTIVE 11

SUPPORT AND RESPECT THE DIVERSE AND DISTINCT CHARACTER OF SAN FRANCISCO'S NEIGHBORHOODS.

Policy 11.1

Promote the construction and rehabilitation of well-designed housing that emphasizes beauty, flexibility, and innovative design, and respects existing neighborhood character.



Policy 11.2

Ensure implementation of accepted design standards in project approvals.

Policy 11.3

Ensure growth is accommodated without substantially and adversely impacting existing residential neighborhood character.

Policy 11.4

Continue to utilize zoning districts which conform to a generalized residential land use and density plan and the General Plan.

Policy 11.6

Foster a sense of community through architectural design, using features that promote community interaction.

Policy 11.8

Consider a neighborhood's character when integrating new uses, and minimize disruption caused by expansion of institutions into residential areas.

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, childcare, and neighborhood services, when developing new housing units.

Policy 12.3

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

OBJECTIVE 13

PRIORITIZE SUSTAINABLE DEVELOPMENT IN PLANNING FOR AND CONSTRUCTING NEW HOUSING.

Policy 13.3

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

GENERAL PLAN: 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 3.1 Promote harmony in the visual relationships and transitions between new and older buildings.

Policy 3.2

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

Policy 3.3

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

GENERAL PLAN: COMMERCE AND INDUSTRY ELEMENT

Objectives and Policies

OBJECTIVE 1

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

Policy 1.1

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

Policy 1.2

Assure that all commercial and industrial uses meet minimum, reasonable performance standards.

Policy 1.3

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

OBJECTIVE 3

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

Policy 3.1



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

Policy 3.2

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

OBJECTIVE 8

ENHANCE SAN FRANCISCO'S POSITION AS A NATIONAL CENTER FOR CONVENTIONS AND VISITOR TRADE.

Policy 8.1

Guide the location of additional tourist related activities to minimize their adverse impacts on existing residential, commercial, and industrial activities.

GENERAL PLAN: TRANSPORTATION ELEMENT

Objectives and Policies

OBJECTIVE 1

MEET THE NEEDS OF ALL RESIDENTS AND VISITORS FOR SAFE, CONVENIENT, AND NEXPENSIVE TRAVEL WITHIN SAN FRANCISCO AND BETWEEN THE CITY AND OTHER PARTS OF THE REGION WHILE MAINTAINING THE HIGH-QUALITY LIVING ENVIRONMENT OF THE BAY AREA.

Policy 1.2 Ensure the safety and comfort of pedestrians throughout the city.

Policy 1.3

Give priority to public transit and other alternatives to the private automobile as the means of meeting San Francisco's transportation needs particularly those of commuters.

Policy 1.6 Ensure choices among modes of travel and accommodate each mode when and where it is most appropriate.

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.

DOWNTOWN AREA PLAN

Objectives and Policies

OBJECTIVE 1



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

Policy 1.1

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

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.

OBJECTIVE 4

ENHANCE SAN FRANCISCO'S ROLE AS A TOURIST AND VISITOR CENTER

Policy 4.1

Guide the location of new hotels to minimize their adverse impacts on circulation, existing uses, and scale of development.

OBJECTIVE 6

WITHIN ACCEPTABLE LEVELS OF DENSITY, PROVIDE SPACE FOR FUTURE OFFICE, RETAIL, HOTEL, SERVICE AND RELATED USES IN DOWNTOWN SAN FRANCISCO.

Policy 6.1

Adopt a downtown land use and density plan which establishes subareas of downtown with individualized controls to guide the density and location of permitted land use.

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.

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.

OBJECTIVE 13:

CREATE AN URBAN FORM FOR DOWNTOWN THAT ENHANCES SAN FRANCISCO'S STATURE AS ONE OF THE WORLD'S MOST VISUALLY ATTRACTNE CITIES.

Policy 13.1

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

TRANSIT CENTER DISTRICT PLAN: LAND USE

Objectives and Policies

OBJECTIVE 1.1

MAINTAIN DOWNTOWN SAN FRANCISCO AS THE REGION'S PREMIER LOCATION FOR TRANSIT-ORIENTED JOB GROWTH WITHIN THE BAY AREA.

OBJECTIVE 1.2:

REINFORCE THE ROLE OF DOWNTOWN WITHIN THE CITY AS ITS MAJOR JOB CENTER BY PROTECTING AND ENHANCING THE CENTRAL DISTRICT'S REMAINING CAPACITY, PRINCIPALLY FOR EMPLOYMENT GROWTH.

OBJECTIVE 1.3:

CONTINUE TO FOSTER A MIX OF LAND USES TO REINFORCE THE 24-HOUR CHARACTER OF THE AREA.

Policy 1.1 Increase the overall capacity of the Transit Center District for additional growth.

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.

Policy 1.5 Consider the complexity and size of projects in establishing the duration for entitlements for large development projects.

TRANSIT CENTER DISTRICT PLAN: URBAN FORM

Objectives and Policies

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.

TRANSIT CENTER DISTRICT PLAN: PUBLIC REALM

Objectives and Policies

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.

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.

The Project is located within an existing high-density downtown area which was re-zoned as part of an area plan to design development around the Transbay Transit Center. The Transbay Transit Center is designed to be the Bay Area's hub of intermodal public transportation, with corresponding infrastructure improvements in this area of downtown. 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 165 dwelling units, 189 hotel rooms, and approximately 275,00 gross square feet of office use located within walking distance of the Transbay Transit Center, as well as the Downtown Core.

One of the specific 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 Transbay 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 approximately 435,000 gross square feet of residential uses, approximately 275,000 gross square feet of office use, and approximately 240,000 gross square feet of hotel use, including approximately 9,800 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.

The Project would add a significant amount of housing to a site that is currently undeveloped, wellserved by existing and future transit, and is within walking distance of substantial goods and services. Future residents can walk, bike, or access BART, MUNI, or regional bus service from the Site, including all future modes of public transportation proposed to terminate at the Salesforce Transit Center, located immediately adjacent to the Site.

- 8. 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 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. The Project will provide significant employment opportunities with the addition of a full-service hotel and various retail uses at the ground level and at level 5, where the Project connects to Salesforce Park, atop the Salesforce Transit Center. 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 site is currently vacant and does not, therefore, contain any existing housing. The Project's unique mixed-use program provides outstanding amenities to visitors and residents, and contributes significantly to the 24-hour neighborhood character envisioned by the Transit Center District Plan.

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



The Project would not displace any housing given the Site is currently undeveloped. The Project would improve the existing character of the neighborhood by developing a high-density, mixeduse building containing 165 dwelling units. In addition, the Project would furnish a payment, from the Project Sponsor to OCII, an in-lieu affordable housing fee at an amount equal to 150% of the inclusionary housing fee that Section 415.5 of the Planning Code would otherwise require, as negotiated through a Development Agreement (Board File No. 201386).

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 located in the most transit-rich environs in the city and would therefore 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 mixed-use Project would not negatively affect the industrial and service sectors, nor would it 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.

Currently, the Site does not contain any City Landmarks or historic buildings.

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

A Shadow Study indicated the Project may cast a shadow on both Union Square Plaza and Willie "Woo Woo" Wong Park, properties under the jurisdiction of the San Francisco Recreation and Park Department. However, based upon the amount and duration of new shadow and the importance of sunlight to each of the open spaces analyzed, the Project would not substantially affect, in an adverse manner, the use or enjoyment of these open spaces beyond what was analyzed and disclosed in the TCDP FEIR. The Project's new shadow on Union Square Plaza and



Willie "Woo Woo" Wong Playground would contribute considerably to the significant and unavoidable impact identified in the TCDP FEIR with respect to the need to increase the Absolute Cumulative Limit of downtown parks. Shadow from the proposed Project on public plazas, and other publicly-accessible spaces other than those protected under Section 295 would be generally be limited to certain days of the year and would be limited in duration on those days.

9. First Source Hiring. The Project is subject to the requirements of the First Source Hiring Program as they apply to permits for residential development (Administrative Code Section 83.11), and the Project Sponsor shall comply with the requirements of this Program as to all construction work and on-going employment required for the Project. Prior to the issuance of any building permit to construct or a First Addendum to the Site Permit, the Project Sponsor shall have a First Source Hiring Construction and Employment Program approved by the First Source Hiring Administrator, and evidenced in writing. In the event that both the Director of Planning and the First Source Hiring Administrator agree, the approval of the Employment Program may be delayed as needed.

The Project Sponsor submitted a First Source Hiring Affidavit and prior to issuance of a building permit will execute a First Source Hiring Memorandum of Understanding and a First Source Hiring Agreement with the City's First Source Hiring Administration.

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



DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES** a **Downtown Project Authorization Application No. 2016-013312DNX-02** subject to the following conditions attached hereto as "EXHIBIT A," and subject to the conditions of approval of Planning Commission Motion No. 20616, which are amended by this approval and are incorporated herein by reference as though fully set forth, on file in Record No. 2016-013312DNX, in general conformance with plans on file, dated December 19, 2019, and stamped "EXHIBIT B", which is incorporated herein by reference as though fully set forth.

The Planning Commission hereby adopts the MMRP attached to Motion No. 20616 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.

The actions contemplated in this Motion do not constitute a project under the California Environmental Quality Act ("CEQA"), CEQA Guidelines (California Code of Regulations Title 14) Sections 15378 (b)(4) and 15378(b)(5) because it merely creates a government funding mechanism that does not involve any commitment to a specific project and is an administrative activity of the government with no physical impact.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Section 329/309 Large/Downtown Project Authorization to the Board of Appeals within fifteen (15) days after the date of this Motion. The effective date of this Motion shall be the date of adoption of this Motion if not appealed (after the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. Any appeal shall be made to the Board of Appeals, unless an associated entitlement is appealed to the Board of Supervisors, in which case the appeal of this Motion shall also be made to the Board of Supervisors (see Charter Section 4.135). For further information, please contact the Board of Appeals at (415) 575-6880, 1660 Mission, Room 3036, San Francisco, CA 94103, or 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 January 28, 2021.



Draft Motion January 28, 2021

Jonas P. Ionin Commission Secretary

AYES:

NAYS:

ABSENT:

ADOPTED: January 28, 2021



EXHIBIT A

Authorization

This authorization is for a **Downtown Project Authorization** to modify Conditions of Approval of the previously approved Project under Motion No. 20616, as part of a Project that includes new construction of an approximately 750-foot tall (800 feet inclusive of rooftop mechanical features) 61-story, mixed-use tower with a total of approximately 957,000 gross square feet, including 165 dwelling units, 189 hotel rooms, 275,674 square feet of office use located at 542-550 Howard Street (Transbay Parcel F), within Assessor's Block 3721, Lots 016, 135, 136, and 138, pursuant to Planning Code Sections 309, 132.1, 134, 140, 148, 152.1, 161, 248, 260, 270 and 272 within the C-3-O(SD) Downtown-Office (Special Development) Zoning District and 750-S-2 and 450-S Height and Bulk Districts, in general conformance with plans, dated December 20, 2019, and stamped "EXHIBIT B" included in the docket for Record No. 2016-013312DNX, subject to conditions of approval reviewed and approved by the Planning Commission on January 9, 2020 under Motion No. 20616, as amended by the Planning Commission on January 28, 2021 under Motion No. XXXXXX for Record No. 2016-013312DNX-02. 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 **January 28, 2021** 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 date that the Planning Code text amendment(s) and/or Zoning Map amendment(s) become effective. The Department of Building Inspection shall have issued a Building Permit or Site Permit to construct the project and/or commence the approved use within this three-year period.

For information about compliance, contact Code Enforcement, Planning Department at 628.652.7463, <u>www.sfplanning.org</u>

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 628.652.7463, <u>www.sfplanning.org</u>

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 the date that the Planning Code text amendment(s) and/or Zoning Map amendment(s) became effective.

For information about compliance, contact Code Enforcement, Planning Department at 628.652.7463, <u>www.sfplanning.org</u>

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 628.652.7463, <u>www.sfplanning.org</u>

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 628.652.7463, <u>www.sfplanning.org</u>

6. Additional Project Authorization. The Project Sponsor must also obtain Conditional Use Authorization Office to establish a hotel use, pursuant to Section 303; an office allocation, pursuant to Section 321; adoption of shadow findings, pursuant to Section 295; Planning Code Text and Map Amendments to amend San Francisco Zoning Maps ZN-01 and HT-01 for height and bulk classification and zoning designation, and uncodified legislative amendments for the residential footprint requirement per Section 248(d)(2), waiving certain provisions of the Planning Code, including Section 249.28(b)(6)(B)(C), to allow the project to satisfy its affordable housing requirement through payment of an in-lieu affordable housing fee to the Office of Community Investment and Infrastructure for use within the Transbay Redevelopment Project Area, to modify timing for payment of fees; General Plan Amendment to amend Maps 1 and 5 of the Downtown Plan and Figure 1 of the Transit Center District Plan; and Variances for Parking and Loading Entrance Width per Section 145, Active Street Frontages per Section 145.1, and Vehicular Ingress and Egress on Natoma Street per Section 155; and location of Bicycle Parking per Section 155, and satisfy all the conditions thereof.

For information about compliance, contact Code Enforcement, Planning Department at 628.652.7463, <u>www.sfplanning.org</u>

Provisions

7. Inclusionary Affordable Housing Program. In lieu of compliance with the Inclusionary Affordable Housing Program (Section 415), the Project is subject to the applicable terms of the Development Agreement (Board File No. 201386).

For information about compliance, contact the Case Planner, Planning Department at 628.652.7463, <u>www.sfplanning.org</u>

Draft Motion – Conditional Use Authorization, Exhibit A: Conditions of Approval



PLANNING COMMISSION DRAFT MOTION

HEARING DATE: January 28, 2021

Record No.:	2016-013312CUA-02
Project Address:	542-550 Howard Street (Transbay Parcel F)
Zoning:	C-3-O(SD) Downtown-Office (Special Development) Zoning District
	750-S-2 and 450-S Height and Bulk District
	Transit Center C-3-O(SD) Commercial and
	Transbay C-3 Special Use Districts
	Downtown and Transit Center District Plan Areas
Block/Lots:	3721/016, 135, 136, 138
Project Sponsor:	Parcel F Owner, LLC
	101 California Street, Suite 1000
	San Francisco, CA 94111
Property Owner:	Parcel F Owner, LLC
	101 California Street, Suite 1000
	San Francisco, CA 94111
Staff Contact:	Nicholas Foster, AICP, LEED GA – (628) 652-7330
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ADOPTING FINDINGS TO APPROVE A CONDITIONAL USE AUTHORIZATION THAT WOULD MODIFY CONDITIONS OF APPROVAL OF THE PREVIOUSLY APPROVED PROJECT UNDER MOTION NO. 20618, TO REFLECT A CHANGE IN THE COMPLIANCE WITH THE INCLUSIONARY AFFORDABLE REQUIREMENTS THROUGH PAYMENT OF AN IN-LIEU FEE, AS PART OF A PROJECT THAT INCLUDES NEW CONSTRUCTION OF AN APPROXIMATELY 750-FOOT TALL (800 FEET INCLUSIVE OF ROOFTOP MECHANICAL FEATURES) 61-STORY, MIXED-USE TOWER WITH A TOTAL OF APPROXIMATELY 957,000 GROSS SQUARE FEET, INCLUDING 165 DWELLING UNITS, 189 HOTEL ROOMS, 275,674 SQUARE FEET OF OFFICE USE LOCATED AT 542-550 HOWARD STREET (TRANSBAY PARCEL F), WITHIN ASSESSOR'S BLOCK 3721, LOTS 016, 135, 136, AND 138, PURSUANT TO PLANNING CODE SECTIONS 309, 132.1, 134, 140, 148, 152.1, 161, 248, 260, 270 AND 272 WITHIN THE C-3-O(SD) DOWNTOWN-OFFICE (SPECIAL DEVELOPMENT) ZONING DISTRICT AND 750-S-2 AND 450-S HEIGHT AND BULK DISTRICTS, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

PREAMBLE

On January 9, 2020, the Planning Commission (hereinafter "Commission") conducted a duly noticed public hearing at a regularly scheduled meeting and took the following actions on related applications: through Resolution No. 20613 approved a General Plan Amendment (Record No. 2016-013312GPA); through Resolution No. 20614 approved Planning Code Text and Map Amendments (Record Nos. 2016-013312PCA and 2016-013312MAP); through Motion No. 20615 adopted Shadow Findings (Record No. 2016-013312SHD); through Motion No. 20616 approved Downtown Project Authorization (Record No. 2016-013312DNX); through Motion No. 20617 approved an Office Development Allocation (Record No. 2016-013312OFA); and through Motion No. 20618 approved Conditional Use Authorization (Record No. 2016-013312CUA).

On February 12, 2020, the Zoning Administrator held a public hearing on Record No. 2016-013312VAR. On June 5, 2020, the Zoning Administrator issued a Variance Decision Letter formally granting the requested Variance pursuant to Section 305 for Parking and Loading Entrance Width per Section 145, Active Street Frontages per Section 145.1, Vehicular Ingress and Egress on Natoma Street per Section 155; and location of Bicycle Parking per Section 155.

These actions (collectively, the "Approvals") are associated with the proposed project (hereinafter "Project") located at 542-550 Howard Street (Transbay Parcel F), Lots 016, 135, 136, and 137 within Assessor's Block 3721 (hereinafter "Project Site" or "Site"). The Project includes the construction of a new 61-story mixed-use building reaching a height of 749'-10" tall (799'-9" inclusive of rooftop screening/mechanical equipment). The Project would include 165 dwelling units, 189 hotel rooms, 275,674 square feet of office use floor area, approximately 9,000 square feet of retail space, approximately 20,000 square feet of open space, 178 Class 1 and 34 Class 2 bicycle parking spaces, and four below-grade levels that would accommodate up to 183 vehicle parking spaces provided for the residential, hotel, and office uses. The Project also would construct a pedestrian bridge providing public access to Salesforce Park located on the roof of the Transbay Transit Center.

On December 28, 2020, CJ Higley (hereinafter "Project Sponsor") filed Application No. 2016-013312DNX-02 (hereinafter "Application") with the Planning Department (hereinafter "Department") pursuant to Section 309, to amend the conditions of approval for the previously-approved Downtown Project Authorization (Motion No. 20616). In addition, the Project Sponsor has entered into a Development Agreement (hereinafter "Development Agreement") with the City and County of San Francisco (pursuant to Chapter 56 of the San Francisco Administrative Code) to enable the payment of the in-lieu fee as stipulated within the Development Agreement. The modified Downtown Project Authorization application (Case No. 2016-013312DNX-02) relies on companion legislation through a modified Planning Code Amendment (Board File No. 201385, Case No. 2016-013312DVA).

The Project Sponsor also filed an amended Conditional Use Authorization Application No. 2016-013312CUA-02 to amend the conditions of approval for the previously-approved Conditional Use Authorization (Motion No. 20618).

The environmental effects of the Project were determined by the Department to have been fully reviewed under the Transit Center District Plan Environmental Impact Report (hereinafter "EIR"). On May 24, 2012, the Planning 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 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 August 27, 2019, the Planning Department issued a Community Plan Exemption Determination ("CPE") determining that the environmental effects of the Project, including the actions contemplated herein, were adequately analyzed in the FEIR and that no further environmental review is required in accordance with CEQA and Administrative Code Chapter 31. The Project is consistent with the adopted zoning controls in the Transit Center District Plan and was encompassed within the analysis contained in the Transit Center District Plan feIR 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 FEIR 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 FEIR. The file for this Project, including the Transit Center District Plan Exemption certificate, is available for review at the San Francisco Planning Department, 49 South Van Ness Avenue, Suite 1400, San Francisco, California, 94103

Planning Department staff prepared a Mitigation Monitoring and Reporting Program (MMRP) setting forth mitigation measures that were identified in the Transit Center District Plan FEIR that are applicable to the Project. These mitigation measures are set forth in their entirety in the MMRP attached to Motion 20616 as Exhibit C, and were made conditions of approval of the original Project.

The Project Sponsor is seeking approval of a Development Agreement, as well as certain amendments to the Planning Code, to allow it to satisfy its affordable housing obligation by payment of an in-lieu fee though a "variation" from the 2005 Transbay Redevelopment Plan. The 2019 issued CPE anticipated the potential need



for such a variation, and noted "Variation from Transbay Redevelopment Plan for off-site inclusionary affordable housing (section 4.9.3 of Redevelopment Plan; Planning Code section 249.28)" by the Office of Community Investment and Infrastructure, and "Consent to Variation from Transbay Redevelopment Plan for off-site inclusionary affordable housing (section 4.9.3 of Redevelopment Plan)" by the Board of Supervisors as two of the approval actions necessary for the proposed project.

The payment of an affordable housing fee instead of off-site dedication and the addition of a Development Agreement would not cause new significant impacts or result in a substantial increase in the severity of the impacts identified in the FEIR and the subsequent CPE, and no new or revised mitigation measures would be required. The proposed variation and Development Agreement would not directly or indirectly result in any construction or operational impacts, as no specific affordable housing project has been identified at this time. Once identified, the affordable housing project would require its own project-specific environmental review and approvals. None of the other project components would be affected by the proposed modifications as the modifications do not propose any additional residential units or non-residential space that would increase or cause a change to population, employment, or housing projections as compared to CPE assumptions.

Because the variation and the Development Agreement would be well within the scope of the project's construction and operation, as identified in the CPE, their impacts are considered to be covered within the overall project scope of the CPE and the TCDP FEIR. Moreover, implementation of this project revision would not result in any new significant environmental effects, would not trigger any mitigation measures not already required for the proposed development project, and would not require additional environmental review. It is expected that the proposed variation would not change any of the conclusions identified in the CPE and all mitigation measures discussed in the CPE would continue to be applicable to this project. Given the limited nature of the proposed modifications, no new or more severe environmental impacts related to all topics covered in the FEIR and CPE would be expected.

The City and County of San Francisco, acting through the Department, fulfilled all procedural requirements of the California Environmental Quality Act, the State CEQA Guidelines, and Chapter 31.

On January 28, 2021 the Commission conducted a duly noticed public hearing at a regularly scheduled meeting regarding the amended Downtown Project Authorization Application No. 2016-013312CUA-02. The Department Commission Secretary is the custodian of records for the Department materials, located in the File for Case No. 2016-013312CUA-02, at 49 South Van Ness Avenue, Suite 1400, San Francisco, California.

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

MOVED, that the Commission hereby approves the amended Downtown Project Authorization as requested in Application No. 2016-013312CUA-02, subject to the conditions contained in "EXHIBIT A" of Motion No. 20618 (incorporated as though fully set forth herein), 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 proposed project ("Project") includes the construction of a new 61-story mixed-use building reaching a height of 749'-10" tall (799'-9" inclusive of rooftop screening/mechanical equipment). The Project would include 165 dwelling units, 189 hotel rooms, 275,674 square feet of office use floor area, approximately 9,000 square feet of retail space, approximately 20,000 square feet of open space, 178 Class 1 and 34 Class 2 bicycle parking spaces, and four below-grade levels that would accommodate up to 183 vehicle parking spaces provided for the residential, hotel, and office uses. The Project also would construct a pedestrian bridge providing public access to Salesforce Park located on the roof of the Transbay Transit Center.
- 3. Site Description and Present Use. The Project Site ("Site") consists of four contiguous lots (Lots 016, 135, 136, and 137) within Assessor's Block 3721, totaling 32,229 square feet (0.74 acres) in area. The site, bounded by Howard Street to the south and Natoma Street to the north, is undeveloped at-grade and served as a construction staging area for the adjacent Salesforce Transit Center during its construction. A below-grade "Train Box" is located within the northwest corner of the Site, occupying approximately 12,000 square feet of the Site. The Train Box consists of a two-story structure that will allow Caltrain—and eventually High-Speed Rail—trains to enter and exit the adjacent Salesforce Transit Center below-grade. Because the Train Box can only support a very limited structural load above-grade, the proposed mixed-use building is purposely set back from the northwest corner of the Site (along the Natoma Street frontage), towards the southeast corner of the Site (along the Howard Street frontage). The Project responds to the unique site constraint by cantilevering the building podium over the area of the Train Box, thereby shifting the majority of the tower's mass onto Lots 016 and 135, away from the area of the Train Box.
- 4. Surrounding Properties and Neighborhood. The 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 mixed-use buildings. The block on which the Site is located contains several low to mid-rise office buildings and construction staging for planned developments. The 5-story Salesforce Transit Center (STC) and the Salesforce Park are located to the north of the Site, 2- to 3- story buildings at 547, 555, and 557 Howard streets are located to the south of the Site, and a 3-story building at 540 Howard Street, a 4-story building at 530 Howard Street, and a parking lot at 524 Howard Street are located east of the Site. The 2- to 3-story buildings at 547, 555, and 557 Howard streets are planned to be replaced with an approximately 385 foot-tall, 36-story mixed use residential and hotel development project. The parking lot at 524 Howard Street is planned to be replaced with an approximately 495-foot tall, 48-story mixed use residential and hotel development, under construction, or have recently completed construction in the surrounding area, including a newly completed office-residential tower at 181 Fremont Street.



- 5. Public Outreach and Comments. Regarding the amended project approvals, the Department has not received any public comment to date. Regarding the original approvals on January 9, 2020, the Project Sponsor conducted community outreach to stakeholders that includes local organizations and community groups. The Department received correspondence related to shadow impacts on Willie "Woo Woo" Wong Park, citing concerns around shadows caused by the Project having an adverse impact on the use of the Willie "Woo Woo" Wong Park. The Project Sponsor conducted additional community outreach that included local community groups to respond to concerns over shadow impacts resulting from the Project.
- 6. 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 for the reasons set forth in the findings in the Downtown Project Authorization, Motion No. 20616, as amended by the Planning Commission on January 28, 2021 under Motion No. XXXXXX for Record No. 2016-013312DNX-02, which are incorporated by reference as though fully set forth herein.
- 7. 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 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. The Project will provide significant employment opportunities with the addition of a full-service hotel and various retail uses at the ground level and at level 5, where the Project connects to Salesforce Park, atop the Salesforce Transit Center. 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 site is currently vacant and does not, therefore, contain any existing housing. The Project's unique mixed-use program provides outstanding amenities to visitors and residents, and contributes significantly to the 24-hour neighborhood character envisioned by the Transit Center District Plan.

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

The Project would not displace any housing given the Site is currently undeveloped. The Project would improve the existing character of the neighborhood by developing a high-density, mixeduse building containing 165 dwelling units. In addition, the Project would furnish a payment, from the Project Sponsor to OCII, an in-lieu affordable housing fee at an amount equal to 150% of the inclusionary housing fee that Section 415.5 of the Planning Code would otherwise require,



as negotiated through a Development Agreement (Board File No. 201386).

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 located in the most transit-rich environs in the city and would therefore 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 mixed-use Project would not negatively affect the industrial and service sectors, nor would it 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.

Currently, the Site does not contain any City Landmarks or historic buildings.

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

A Shadow Study indicated the Project may cast a shadow on both Union Square Plaza and Willie "Woo Woo" Wong Park, properties under the jurisdiction of the San Francisco Recreation and Park Department. However, based upon the amount and duration of new shadow and the importance of sunlight to each of the open spaces analyzed, the Project would not substantially affect, in an adverse manner, the use or enjoyment of these open spaces beyond what was analyzed and disclosed in the TCDP FEIR. The Project's new shadow on Union Square Plaza and Willie "Woo Woo" Wong Playground would contribute considerably to the significant and unavoidable impact identified in the TCDP FEIR with respect to the need to increase the Absolute Cumulative Limit of downtown parks. Shadow from the proposed Project on public plazas, and other publicly-accessible spaces other than those protected under Section 295 would be generally be limited to certain days of the year and would be limited in duration on those days.



8. First Source Hiring. The Project is subject to the requirements of the First Source Hiring Program as they apply to permits for residential development (Administrative Code Section 83.11), and the Project Sponsor shall comply with the requirements of this Program as to all construction work and on-going employment required for the Project. Prior to the issuance of any building permit to construct or a First Addendum to the Site Permit, the Project Sponsor shall have a First Source Hiring Construction and Employment Program approved by the First Source Hiring Administrator, and evidenced in writing. In the event that both the Director of Planning and the First Source Hiring Administrator agree, the approval of the Employment Program may be delayed as needed.

The Project Sponsor submitted a First Source Hiring Affidavit and prior to issuance of a building permit will execute a First Source Hiring Memorandum of Understanding and a First Source Hiring Agreement with the City's First Source Hiring Administration.

- **9.** 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.
- **10.** 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** a **Conditional Use Authorization Application No. 2016-013312CUA-02** subject to the following conditions attached hereto as "EXHIBIT A," and subject to the conditions of approval of Planning Commission Motion No. 20618, which are amended by this approval and are incorporated herein by reference as though fully set forth, on file in Record No. 2016-013312CUA, in general conformance with plans on file, dated December 19, 2019, and stamped "EXHIBIT B" for Record No. 2016-013312DNX, which is incorporated herein by reference as though fully set forth.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Section 329/309 Large/Downtown Project Authorization to the Board of Appeals within fifteen (15) days after the date of this Motion. The effective date of this Motion shall be the date of adoption of this Motion if not appealed (after the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. Any appeal shall be made to the Board of Appeals, unless an associated entitlement is appealed to the Board of Supervisors, in which case the appeal of this Motion shall also be made to the Board of Supervisors (see Charter Section 4.135). For further information, please contact the Board of Appeals at (415) 575-6880, 1660 Mission, Room 3036, San Francisco, CA 94103, or 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 January 28, 2021.

Jonas P. Ionin Commission Secretary

AYES:

NAYS:



Draft Motion January 28, 2021

ABSENT:

ADOPTED: January 28, 2021



EXHIBIT A

Authorization

This authorization is for a **Conditional Use Authorization** to modify Conditions of Approval of the previously approved Project under Motion No. 20618, as part of a Project that includes new construction of an approximately 750-foot tall (800 feet inclusive of rooftop mechanical features) 61-story, mixed-use tower with a total of approximately 957,000 gross square feet, including 165 dwelling units, 189 hotel rooms, 275,674 square feet of office use located at 542-550 Howard Street (Transbay Parcel F), within Assessor's Block 3721, Lots 016, 135, 136, and 138, pursuant to Planning Code Sections 309, 132.1, 134, 140, 148, 152.1, 161, 248, 260, 270 and 272 within the C-3-O(SD) Downtown-Office (Special Development) Zoning District and 750-S-2 and 450-S Height and Bulk Districts, in general conformance with plans, dated December 20, 2019, and stamped "EXHIBIT B" included in the docket for Record No. 2016-013312DNX, subject to conditions of approval reviewed and approved by the Planning Commission on January 9, 2020 under Motion No. 20618, as amended by the Planning Commission on January 28, 2021 under Motion No. XXXXXX for Record No. 2016-013312CUA-02. 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 **January 28, 2021** 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 date that the Planning Code text amendment(s) and/or Zoning Map amendment(s) become effective. The Department of Building Inspection shall have issued a Building Permit or Site Permit to construct the project and/or commence the approved use within this three-year period.

For information about compliance, contact Code Enforcement, Planning Department at 628.652.7463, <u>www.sfplanning.org</u>

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 628.652.7463, <u>www.sfplanning.org</u>

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 the date that the Planning Code text amendment(s) and/or Zoning Map amendment(s) became effective.

For information about compliance, contact Code Enforcement, Planning Department at 628.652.7463, <u>www.sfplanning.org</u>

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 628.652.7463, <u>www.sfplanning.org</u>

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 628.652.7463, <u>www.sfplanning.org</u>

6. Additional Project Authorization. The Project Sponsor must also obtain Downtown Project Authorization, pursuant to Section 309; an office allocation, pursuant to Section 321; adoption of shadow findings, pursuant to Section 295; Planning Code Text and Map Amendments to amend San Francisco Zoning Maps ZN-01 and HT-01 for height and bulk classification and zoning designation, and uncodified legislative amendments for the residential footprint requirement per Section 248(d)(2), waiving certain provisions of the Planning Code, including Section 249.28(b)(6)(B)(C), to allow the project to satisfy its affordable housing requirement through payment of an in-lieu affordable housing fee to the Office of Community Investment and Infrastructure for use within the Transbay Redevelopment Project Area, to modify timing for payment of fees; General Plan Amendment to amend Maps 1 and 5 of the Downtown Plan and Figure 1 of the Transit Center District Plan; and Variances for Parking and Loading Entrance Width per Section 145, Active Street Frontages per Section 145.1, and Vehicular Ingress and Egress on Natoma Street per Section 155; and location of Bicycle Parking per Section 155, and satisfy all the conditions thereof.

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Draft Motion – Office Development Allocation, Exhibit A: Conditions of Approval



PLANNING COMMISSION DRAFT MOTION

HEARING DATE: January 28, 2021

Record No.:	2016-013312OFA-02
Project Address:	542-550 Howard Street (Transbay Parcel F)
Zoning:	C-3-O(SD) Downtown-Office (Special Development) Zoning District
	750-S-2 and 450-S Height and Bulk District
	Transit Center C-3-O(SD) Commercial and
	Transbay C-3 Special Use Districts
	Downtown and Transit Center District Plan Areas
Block/Lots:	3721/016, 135, 136, 138
Project Sponsor:	Parcel F Owner, LLC
	101 California Street, Suite 1000
	San Francisco, CA 94111
Property Owner:	Parcel F Owner, LLC
	101 California Street, Suite 1000
	San Francisco, CA 94111
Staff Contact:	Nicholas Foster, AICP, LEED GA – (628) 652-7330
	nicholas.foster@sfgov.org

ADOPTING FINDINGS TO APPROVE AN OFFICE ALLOCATION AUTHORIZATION THAT WOULD MODIFY CONDITIONS OF APPROVAL OF THE PREVIOUSLY APPROVED PROJECT UNDER MOTION NO. 20617, TO REFLECT A CHANGE IN THE COMPLIANCE WITH THE INCLUSIONARY AFFORDABLE REQUIREMENTS THROUGH PAYMENT OF AN IN-LIEU FEE, AS PART OF A PROJECT THAT INCLUDES NEW CONSTRUCTION OF AN APPROXIMATELY 750-FOOT TALL (800 FEET INCLUSIVE OF ROOFTOP MECHANICAL FEATURES) 61-STORY, MIXED-USE TOWER WITH A TOTAL OF APPROXIMATELY 957,000 GROSS SQUARE FEET, INCLUDING 165 DWELLING UNITS, 189 HOTEL ROOMS, 275,674 SQUARE FEET OF OFFICE USE LOCATED AT 542-550 HOWARD STREET (TRANSBAY PARCEL F), WITHIN ASSESSOR'S BLOCK 3721, LOTS 016, 135, 136, AND 138, PURSUANT TO PLANNING CODE SECTIONS 309, 132.1, 134, 140, 148, 152.1, 161, 248, 260, 270 AND 272 WITHIN THE C-3-O(SD) DOWNTOWN-OFFICE (SPECIAL DEVELOPMENT) ZONING DISTRICT AND 750-S-2 AND 450-S HEIGHT AND BULK DISTRICTS, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

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On January 9, 2020, the Planning Commission (hereinafter "Commission") conducted a duly noticed public hearing at a regularly scheduled meeting and took the following actions on related applications: through Resolution No. 20613 approved a General Plan Amendment (Record No. 2016-013312GPA); through Resolution No. 20614 approved Planning Code Text and Map Amendments (Record Nos. 2016-013312PCA and 2016-013312MAP); through Motion No. 20615 adopted Shadow Findings (Record No. 2016-013312SHD); through Motion No. 20616 approved Downtown Project Authorization (Record No. 2016-013312DNX); through Motion No. 20617 approved an Office Development Allocation (Record No. 2016-013312OFA); and through Motion No. 20618 approved Conditional Use Authorization (Record No. 2016-013312CUA).

On February 12, 2020, the Zoning Administrator held a public hearing on Record No. 2016-013312VAR. On June 5, 2020, the Zoning Administrator issued a Variance Decision Letter formally granting the requested Variance pursuant to Section 305 for Parking and Loading Entrance Width per Section 145, Active Street Frontages per Section 145.1, Vehicular Ingress and Egress on Natoma Street per Section 155; and location of Bicycle Parking per Section 155.

These actions (collectively, the "Approvals") are associated with the proposed project (hereinafter "Project") located at 542-550 Howard Street (Transbay Parcel F), Lots 016, 135, 136, and 137 within Assessor's Block 3721 (hereinafter "Project Site" or "Site"). The Project includes the construction of a new 61-story mixed-use building reaching a height of 749'-10" tall (799'-9" inclusive of rooftop screening/mechanical equipment). The Project would include 165 dwelling units, 189 hotel rooms, 275,674 square feet of office use floor area, approximately 9,000 square feet of retail space, approximately 20,000 square feet of open space, 178 Class 1 and 34 Class 2 bicycle parking spaces, and four below-grade levels that would accommodate up to 183 vehicle parking spaces provided for the residential, hotel, and office uses. The Project also would construct a pedestrian bridge providing public access to Salesforce Park located on the roof of the Transbay Transit Center.

On December 28, 2020, CJ Higley (hereinafter "Project Sponsor") filed Application No. 2016-013312DNX-02 (hereinafter "Application") with the Planning Department (hereinafter "Department") pursuant to Section 309, to amend the conditions of approval for the previously-approved Downtown Project Authorization (Motion No. 20616). In addition, the Project Sponsor has entered into a Development Agreement (hereinafter "Development Agreement") with the City and County of San Francisco (pursuant to Chapter 56 of the San Francisco Administrative Code) to enable the payment of the in-lieu fee as stipulated within the Development Agreement. The modified Downtown Project Authorization application (Case No. 2016-013312DNX-02) relies on companion legislation through a modified Planning Code Amendment (Board File No. 201385, Case No. 2016-013312DVA).

The Project Sponsor also filed an amended Office Allocation Supplemental Application No. 2016-013312OFA-02 to amend the conditions of approval for the previously-approved Office Allocation Authorization (Motion No. 20617).

The environmental effects of the Project were determined by the Department to have been fully reviewed under the Transit Center District Plan Environmental Impact Report (hereinafter "EIR"). On May 24, 2012, the Planning 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 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 August 27, 2019, the Planning Department issued a Community Plan Exemption Determination ("CPE") determining that the environmental effects of the Project, including the actions contemplated herein, were adequately analyzed in the FEIR and that no further environmental review is required in accordance with CEQA and Administrative Code Chapter 31. The Project is consistent with the adopted zoning controls in the Transit Center District Plan and was encompassed within the analysis contained in the Transit Center District Plan feIR 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 FEIR 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 FEIR. The file for this Project, including the Transit Center District Plan Exemption certificate, is available for review at the San Francisco Planning Department, 49 South Van Ness Avenue, Suite 1400, San Francisco, California, 94103

Planning Department staff prepared a Mitigation Monitoring and Reporting Program (MMRP) setting forth mitigation measures that were identified in the Transit Center District Plan FEIR that are applicable to the Project. These mitigation measures are set forth in their entirety in the MMRP attached to Motion 20616 as Exhibit C, and were made conditions of approval of the original Project.

The Project Sponsor is seeking approval of a Development Agreement, as well as certain amendments to the Planning Code, to allow it to satisfy its affordable housing obligation by payment of an in-lieu fee though a "variation" from the 2005 Transbay Redevelopment Plan. The 2019 issued CPE anticipated the potential need



for such a variation, and noted "Variation from Transbay Redevelopment Plan for off-site inclusionary affordable housing (section 4.9.3 of Redevelopment Plan; Planning Code section 249.28)" by the Office of Community Investment and Infrastructure, and "Consent to Variation from Transbay Redevelopment Plan for off-site inclusionary affordable housing (section 4.9.3 of Redevelopment Plan)" by the Board of Supervisors as two of the approval actions necessary for the proposed project.

The payment of an affordable housing fee instead of off-site dedication and the addition of a Development Agreement would not cause new significant impacts or result in a substantial increase in the severity of the impacts identified in the FEIR and the subsequent CPE, and no new or revised mitigation measures would be required. The proposed variation and Development Agreement would not directly or indirectly result in any construction or operational impacts, as no specific affordable housing project has been identified at this time. Once identified, the affordable housing project would require its own project-specific environmental review and approvals. None of the other project components would be affected by the proposed modifications as the modifications do not propose any additional residential units or non-residential space that would increase or cause a change to population, employment, or housing projections as compared to CPE assumptions.

Because the variation and the Development Agreement would be well within the scope of the project's construction and operation, as identified in the CPE, their impacts are considered to be covered within the overall project scope of the CPE and the TCDP FEIR. Moreover, implementation of this project revision would not result in any new significant environmental effects, would not trigger any mitigation measures not already required for the proposed development project, and would not require additional environmental review. It is expected that the proposed variation would not change any of the conclusions identified in the CPE and all mitigation measures discussed in the CPE would continue to be applicable to this project. Given the limited nature of the proposed modifications, no new or more severe environmental impacts related to all topics covered in the FEIR and CPE would be expected.

The City and County of San Francisco, acting through the Department, fulfilled all procedural requirements of the California Environmental Quality Act, the State CEQA Guidelines, and Chapter 31.

On January 28, 2021 the Commission conducted a duly noticed public hearing at a regularly scheduled meeting regarding the amended Downtown Project Authorization Application No. 2016-013312OFA-02. The Department Commission Secretary is the custodian of records for the Department materials, located in the File for Case No. 2016-013312OFA-02, at 49 South Van Ness Avenue, Suite 1400, San Francisco, California.

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

MOVED, that the Commission hereby approves the amended Downtown Project Authorization as requested in Application No. 2016-013312OFA-02, subject to the conditions contained in "EXHIBIT A" of Motion No. 20617 (incorporated as though fully set forth herein), 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 proposed project ("Project") includes the construction of a new 61-story mixed-use building reaching a height of 749'-10" tall (799'-9" inclusive of rooftop screening/mechanical equipment). The Project would include 165 dwelling units, 189 hotel rooms, 275,674 square feet of office use floor area, approximately 9,000 square feet of retail space, approximately 20,000 square feet of open space, 178 Class 1 and 34 Class 2 bicycle parking spaces, and four below-grade levels that would accommodate up to 183 vehicle parking spaces provided for the residential, hotel, and office uses. The Project also would construct a pedestrian bridge providing public access to Salesforce Park located on the roof of the Transbay Transit Center.
- 3. Site Description and Present Use. The Project Site ("Site") consists of four contiguous lots (Lots 016, 135, 136, and 137) within Assessor's Block 3721, totaling 32,229 square feet (0.74 acres) in area. The site, bounded by Howard Street to the south and Natoma Street to the north, is undeveloped at-grade and served as a construction staging area for the adjacent Salesforce Transit Center during its construction. A below-grade "Train Box" is located within the northwest corner of the Site, occupying approximately 12,000 square feet of the Site. The Train Box consists of a two-story structure that will allow Caltrain—and eventually High-Speed Rail—trains to enter and exit the adjacent Salesforce Transit Center below-grade. Because the Train Box can only support a very limited structural load above-grade, the proposed mixed-use building is purposely set back from the northwest corner of the Site (along the Natoma Street frontage), towards the southeast corner of the Site (along the Howard Street frontage). The Project responds to the unique site constraint by cantilevering the building podium over the area of the Train Box, thereby shifting the majority of the tower's mass onto Lots 016 and 135, away from the area of the Train Box.
- 4. Surrounding Properties and Neighborhood. The 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 mixed-use buildings. The block on which the Site is located contains several low to mid-rise office buildings and construction staging for planned developments. The 5-story Salesforce Transit Center (STC) and the Salesforce Park are located to the north of the Site, 2- to 3- story buildings at 547, 555, and 557 Howard streets are located to the south of the Site, and a 3-story building at 540 Howard Street, a 4-story building at 530 Howard Street, and a parking lot at 524 Howard Street are located east of the Site. The 2- to 3-story buildings at 547, 555, and 557 Howard streets are planned to be replaced with an approximately 385 foot-tall, 36-story mixed use residential and hotel development project. The parking lot at 524 Howard Street is planned to be replaced with an approximately 495-foot tall, 48-story mixed use residential and hotel development, under construction, or have recently completed construction in the surrounding area, including a newly completed office-residential tower at 181 Fremont Street.



- 5. Public Outreach and Comments. Regarding the amended project approvals, the Department has not received any public comment to date. Regarding the original approvals on January 9, 2020, the Project Sponsor conducted community outreach to stakeholders that includes local organizations and community groups. The Department received correspondence related to shadow impacts on Willie "Woo Woo" Wong Park, citing concerns around shadows caused by the Project having an adverse impact on the use of the Willie "Woo Woo" Wong Park. The Project Sponsor conducted additional community outreach that included local community groups to respond to concerns over shadow impacts resulting from the Project.
- 6. 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 for the reasons set forth in the findings in the Downtown Project Authorization, Motion No. 20616, as amended by the Planning Commission on January 28, 2021 under Motion No. XXXXXX for Record No. 2016-013312DNX-02, which are incorporated by reference as though fully set forth herein.
- 7. 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 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. The Project will provide significant employment opportunities with the addition of a full-service hotel and various retail uses at the ground level and at level 5, where the Project connects to Salesforce Park, atop the Salesforce Transit Center. 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 site is currently vacant and does not, therefore, contain any existing housing. The Project's unique mixed-use program provides outstanding amenities to visitors and residents, and contributes significantly to the 24-hour neighborhood character envisioned by the Transit Center District Plan.

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

The Project would not displace any housing given the Site is currently undeveloped. The Project would improve the existing character of the neighborhood by developing a high-density, mixeduse building containing 165 dwelling units. In addition, the Project would furnish a payment, from the Project Sponsor to OCII, an in-lieu affordable housing fee at an amount equal to 150% of the inclusionary housing fee that Section 415.5 of the Planning Code would otherwise require,



as negotiated through a Development Agreement (Board File No. 201386).

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 located in the most transit-rich environs in the city and would therefore 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 mixed-use Project would not negatively affect the industrial and service sectors, nor would it 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.

Currently, the Site does not contain any City Landmarks or historic buildings.

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

A Shadow Study indicated the Project may cast a shadow on both Union Square Plaza and Willie "Woo Woo" Wong Park, properties under the jurisdiction of the San Francisco Recreation and Park Department. However, based upon the amount and duration of new shadow and the importance of sunlight to each of the open spaces analyzed, the Project would not substantially affect, in an adverse manner, the use or enjoyment of these open spaces beyond what was analyzed and disclosed in the TCDP FEIR. The Project's new shadow on Union Square Plaza and Willie "Woo Woo" Wong Playground would contribute considerably to the significant and unavoidable impact identified in the TCDP FEIR with respect to the need to increase the Absolute Cumulative Limit of downtown parks. Shadow from the proposed Project on public plazas, and other publicly-accessible spaces other than those protected under Section 295 would be generally be limited to certain days of the year and would be limited in duration on those days.



8. First Source Hiring. The Project is subject to the requirements of the First Source Hiring Program as they apply to permits for residential development (Administrative Code Section 83.11), and the Project Sponsor shall comply with the requirements of this Program as to all construction work and on-going employment required for the Project. Prior to the issuance of any building permit to construct or a First Addendum to the Site Permit, the Project Sponsor shall have a First Source Hiring Construction and Employment Program approved by the First Source Hiring Administrator, and evidenced in writing. In the event that both the Director of Planning and the First Source Hiring Administrator agree, the approval of the Employment Program may be delayed as needed.

The Project Sponsor submitted a First Source Hiring Affidavit and prior to issuance of a building permit will execute a First Source Hiring Memorandum of Understanding and a First Source Hiring Agreement with the City's First Source Hiring Administration.

- **9.** 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.
- **10.** The Commission hereby finds that approval of the Office Allocation 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** an **Office Allocation Authorization Application No. 2016-0133120FA-02** subject to the following conditions attached hereto as "EXHIBIT A," and subject to the conditions of approval of Planning Commission Motion No. 20617, which are amended by this approval and are incorporated herein by reference as though fully set forth, on file in Record No. 2016-013312DFA, in general conformance with plans on file, dated December 19, 2019, and stamped "EXHIBIT B" for Record No. 2016-013312DNX, which is incorporated herein by reference as though fully set forth.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Section 329/309 Large/Downtown Project Authorization to the Board of Appeals within fifteen (15) days after the date of this Motion. The effective date of this Motion shall be the date of adoption of this Motion if not appealed (after the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. Any appeal shall be made to the Board of Appeals, unless an associated entitlement is appealed to the Board of Supervisors, in which case the appeal of this Motion shall also be made to the Board of Supervisors (see Charter Section 4.135). For further information, please contact the Board of Appeals at (415) 575-6880, 1660 Mission, Room 3036, San Francisco, CA 94103, or 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 January 28, 2021.

Jonas P. Ionin Commission Secretary

AYES:

NAYS:



Draft Motion January 28, 2021

ABSENT:

ADOPTED: January 28, 2021



EXHIBIT A

Authorization

This authorization is for an **Office Allocation Authorization** to modify Conditions of Approval of the previously approved Project under Motion No. 20617, as part of a Project that includes new construction of an approximately 750-foot tall (800 feet inclusive of rooftop mechanical features) 61-story, mixed-use tower with a total of approximately 957,000 gross square feet, including 165 dwelling units, 189 hotel rooms, 275,674 square feet of office use located at 542-550 Howard Street (Transbay Parcel F), within Assessor's Block 3721, Lots 016, 135, 136, and 138, pursuant to Planning Code Sections 309, 132.1, 134, 140, 148, 152.1, 161, 248, 260, 270 and 272 within the C-3-O(SD) Downtown-Office (Special Development) Zoning District and 750-S-2 and 450-S Height and Bulk Districts, in general conformance with plans, dated December 20, 2019, and stamped "EXHIBIT B" included in the docket for Record No. 2016-013312DNX, subject to conditions of approval reviewed and approved by the Planning Commission on January 9, 2020 under Motion No. 20617, as amended by the Planning Commission on January 28, 2021 under Motion No. XXXXXX for Record No. 2016-013312OFA-02. 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 **January 28, 2021** 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. **Development Timeline - Office.** Pursuant to Planning Code Section 321(d) (2), construction of the office development project shall commence within 18 months of the effective date of this Motion. Failure to begin work within that period or to carry out the development diligently thereafter to completion, shall be grounds to revoke approval of the office development under this office development authorization.

For information about compliance, contact Code Enforcement, Planning Department at 628.652.7463, <u>www.sfplanning.org</u>

2. **Extension.** This authorization may be extended at the discretion of the Zoning Administrator only where failure to issue a permit by the Department of Building Inspection to perform said tenant improvements is caused by a delay by a local, State or Federal agency or by any appeal of the issuance of such permit(s).

For information about compliance, contact Code Enforcement, Planning Department at 628.652.7463, <u>www.sfplanning.org</u>

3. Additional Project Authorization. The Project Sponsor must also obtain Downtown Project Authorization, pursuant to Section 309; Conditional Use Authorization Office to establish a hotel use, pursuant to Section 303; adoption of shadow findings, pursuant to Section 295; Planning Code Text and Map Amendments to amend San Francisco Zoning Maps ZN-01 and HT-01 for height and bulk classification and zoning designation, and uncodified legislative amendments for the residential footprint requirement per Section 248(d)(2), waiving certain provisions of the Planning Code, including Section 249.28(b)(6)(B)(C), to allow the project to satisfy its affordable housing requirement through payment of an in-lieu affordable housing fee to the Office of Community Investment and Infrastructure for use within the Transbay Redevelopment Project Area, to modify timing for payment of fees; General Plan Amendment to amend Maps 1 and 5 of the Downtown Plan and Figure 1 of the Transit Center District Plan; and Variances for Parking and Loading Entrance Width per Section 145, Active Street Frontages per Section 145.1, and Vehicular Ingress and Egress on Natoma Street per Section 155; and location of Bicycle Parking per Section 155, and satisfy all the conditions thereof.

For information about compliance, contact Code Enforcement, Planning Department at 628.652.7463, <u>www.sfplanning.org</u>



Draft Resolution – Planning Code Text and Map Amendments, Draft PCA/MAP Ordinance



PLANNING COMMISSION DRAFT RESOLUTION

HEARING DATE: January 28, 2021

Record No.:	2016-013312PCA/MAP
Project Address:	542-550 Howard Street (Transbay Parcel F)
Zoning:	C-3-O(SD) Downtown-Office (Special Development) Zoning District
	750-S-2 and 450-S Height and Bulk District
	Transit Center C-3-O(SD) Commercial and
	Transbay C-3 Special Use Districts
	Downtown and Transit Center District Plan Areas
Block/Lots:	3721/016, 135, 136, 138
Project Sponsor:	Parcel F Owner, LLC
	101 California Street, Suite 1000
	San Francisco, CA 94111
Property Owner:	Parcel F Owner, LLC
	101 California Street, Suite 1000
	San Francisco, CA 94111
Staff Contact:	Nicholas Foster, AICP, LEED GA – (628) 652-7330
	nicholas.foster@sfgov.org

RESOLUTION APPROVING A PROPOSED ORDINANCE AMENDING THE PLANNING CODE AND ZONING MAP TO REZONE AND RECLASSIFY A PORTION OF THE 542-550 HOWARD STREET PROJECT SITE (ASSESSOR'S PARCEL BLOCK NO. 3721, LOT NOS. 016, 135, 136, AND 138, ALSO KNOWN AS TRANSBAY PARCEL F) AND AS SHOWN ON FIGURE 1 OF THE TRANSIT CENTER DISTRICT PLAN, SPECIFICALLY TO REZONE A PORTION OF THE PROJECT SITE FROM THE SPLIT P (PUBLIC) DISTRICT/C-3-0 (SD) TO THE C-3-0 (SD) DOWNTOWN OFFICE SPECIAL DEVELOPMENT DISTRICT AND TO RECLASSIFY THE HEIGHT AND BULK DISTRICT DESIGNATIONS FOR A PORTION OF THE PROJECT SITE; WAIVING CERTAIN PROVISIONS OF THE PLANNING CODE TO ALLOW THE PROJECT TO SATISFY ITS AFFORDABLE HOUSING REQUIREMENT THROUGH PAYMENT OF AN IN-LIEU AFFORDABLE HOUSING FEE TO THE OFFICE OF COMMUNITY INVESTMENT AND INFRASTRUCTURE FOR USE WITHIN THE TRANSBAY REDEVELOPMENT PROJECT AREA, TO MODIFY TIMING FOR PAYMENT OF FEES, AND TO PERMIT THE FOOTPRINT OF THE PORTION OF THE PROJECT SITE DEDICATED TO DWELLINGS TO EXCEED 15,000 SQUARE FEET; ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT; MAKING FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN, AND THE EIGHT PRIORITY POLICIES OF PLANNING CODE, SECTION 101.1; AND ADOPTING FINDINGS OF PUBLIC NECESSITY, CONVENIENCE, AND WELFARE UNDER PLANNING CODE, SECTION 302. WHEREAS, on December 15, 2020, pursuant to Planning Code section 302(b), Supervisor Matt Haney introduced an ordinance amending the Planning Code and Zoning Map to rezone and reclassify a portion of the 542-550 Howard Street project site (Assessor's Parcel Block No. 3721, Lot Nos. 016, 135, 136, and 138, also known as Transbay Parcel F) and as shown on Figure 1 of the Transit Center District Plan, specifically to rezone a portion of the Project site from the split P (Public) District/C-3-0 (SD) to the C-3-0 (SD) Downtown Office Special Development District and to reclassify the height and bulk district designations for a portion of the project site; waiving certain provisions of the Planning Code to allow the project to satisfy its affordable housing requirement through payment of an in-lieu affordable housing fee to the Office of Community Investment and Infrastructure for use within the Transbay Redevelopment Project Area, to modify timing for payment of fees, and to permit the footprint of the portion of the project site dedicated to dwellings to exceed 15,000 square feet; adopting findings under the California Environmental Quality Act; making findings of consistency with the General Plan, and the eight priority policies of Planning Code, Section 101.1; and adopting findings of public necessity, convenience, and welfare under Planning Code, Section 302.

WHEREAS, the Ordinance would enable the Project. The Project includes the construction of a new 61-story mixed-use building reaching a height of 749'-10" tall (800' inclusive of rooftop screening/mechanical equipment). The Project would include 165 dwelling units, 189 hotel rooms, approximately 276,000 square feet of office use floor area, approximately 79,000 square feet of floor area devoted to shared amenity space, approximately 9,000 square feet of retail space, approximately 20,000 square feet of open space, 177 Class 1 and 39 Class 2 bicycle parking spaces, and four below-grade levels that would accommodate up to 183 vehicle parking spaces provided for the residential, hotel, and office uses. The Project also would construct a pedestrian bridge providing public access to Salesforce Park located on the roof of the Transbay Transit Center.

WHEREAS, the Project Site is encumbered by the placement of an underground train box that will facilitate future rail service at the adjacent Salesforce Transit Center, current zoning does not accommodate the Project at the height and density required for the creation of new housing or job opportunities.

WHEREAS, the proposed Ordinance is intended to resolve the aforementioned issues by amending the Planning Code and Zoning Maps in order to facilitate the Project; and

WHEREAS, this Resolution recommending the approval of the Ordinance is related to two companion ordinances concerning: (1) a General Plan amendment to modify the Downtown Plan element height map and other General Plan provisions and (2) approval of a Development Agreement establishing the means for compliance with the Project's affordable housing obligations. The companion ordinances are on file with the Clerk of the Board of Supervisors in Board File No. 200058 (the "General Plan Amendment") and Board File No. 201386 (the "Development Agreement Ordinance"), respectively.

WHEREAS, the environmental effects of the Project were determined by the San Francisco Planning Department to have been fully reviewed under the Transit Center District Plan Environmental Impact Report (hereinafter "EIR"). 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").

WHEREAS, On August 27, 2019, the Department 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 Plan and was encompassed within the analysis contained in the Transit Center District Plan FEIR. Since the Transit Center District Plan FEIR 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 FEIR 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 FEIR. The file for this Project, including the Transit Center District Plan FEIR and the Community Plan Exemption certificate, is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, San Francisco, California.

WHEREAS, Planning Department staff prepared a Mitigation Monitoring and Reporting Program (MMRP) setting forth mitigation measures that were identified in the Transit Center District Plan FEIR that are applicable to the project. These mitigation measures are set forth in their entirety in the MMRP attached to the draft Motion for the Downtown Project Authorization Case No. 2016-013312DNX, as Exhibit C.

WHEREAS, the Planning 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 Department staff and other interested parties; and

WHEREAS, all pertinent documents may be found in the files of the Department, as the custodian of records, at 49 South Van Ness Avenue, Suite 1400, San Francisco, CA 94103; and

WHEREAS, the Planning Commission has reviewed the proposed Ordinance; and

WHEREAS, the Planning Commission finds from the facts presented that the public necessity, convenience, and general welfare require the proposed amendment; and

MOVED, that the Planning Commission hereby **approves** the proposed ordinance.



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 Ordinance would give effect to the Project, thereby facilitating the development of currently under-utilized land for much-needed housing, commercial office space, tourist hotel guest rooms, as well as a new open space. These new uses would create a new mixed-use development that would strengthen and complement nearby neighborhoods.
- 2. The Ordinance would enable construction of new housing, on the Site including in addition to the payment of an in-lieu affordable housing fee to the Office of Community Investment and Infrastructure for use within the Transbay Redevelopment Project Area.
- **3.** The Ordinance would help ensure a vibrant neighborhood with active streets and open spaces, a high quality and well-designed building, and thoughtful relationships between the building and the public realm. This new development would integrate with the surrounding city fabric and the existing neighborhood and would constitute a beneficial development.
- **4.** The Ordinance would give effect to the Project, which in turn will provide employment opportunities for local residents during construction and post-occupancy.
- 5. **General Plan Compliance.** The Project is, on balance, consistent with the following Objectives and Policies of the General Plan, the Transit Center District Plan ("TCDP") (a sub-area of the Downtown Area Plan), and the Downtown Area Plan as follows:

GENERAL PLAN: HOUSING ELEMENT

Objectives and Policies

OBJECTIVE 1

IDENTIFY AND MAKE AVAILABLE FOR DEVELOPMENT ADEQUATE SITES TO MEET THE CITY'S HOUSING NEEDS, ESPECIALLY PERMANENTLY AFFORDABLE HOUSING.

Policy 1.1

Plan for the full range of housing needs in the City and County of San Francisco, especially affordable housing.

Policy 1.8

Promote mixed use development, and include housing, particularly permanently affordable housing, in new commercial, institutional or other single use development projects.

Policy 1.10

Support new housing projects, especially affordable housing, where households can easily rely on public transportation, walking and bicycling for the majority of daily trips.

OBJECTIVE 4



FOSTER A HOUSING STOCK THAT MEETS THE NEEDS OF ALL RESIDENTS ACROSS LIFECYCLES.

Policy 4.1

Develop new housing, and encourage the remodeling of existing housing, for families with children.

Policy 4.5

Ensure that new permanently affordable housing is located in all of the City's neighborhoods, and encourage integrated neighborhoods, with a diversity of unit types provided at a range of income levels.

OBJECTIVE 5

ENSURE THAT ALL RESIDENTS HAVE EQUAL ACCESS TO AVAILABLE UNITS.

Policy 5.4

Provide a range of unit types for all segments of need, and work to move residents between unit types as their needs change.

OBJECTIVE 11

SUPPORT AND RESPECT THE DIVERSE AND DISTINCT CHARACTER OF SAN FRANCISCO'S NEIGHBORHOODS.

Policy 11.1

Promote the construction and rehabilitation of well-designed housing that emphasizes beauty, flexibility, and innovative design, and respects existing neighborhood character.

Policy 11.2

Ensure implementation of accepted design standards in project approvals.

Policy 11.3

Ensure growth is accommodated without substantially and adversely impacting existing residential neighborhood character.

Policy 11.4

Continue to utilize zoning districts which conform to a generalized residential land use and density plan and the General Plan.

Policy 11.6

Foster a sense of community through architectural design, using features that promote community interaction.

Policy 11.8

Consider a neighborhood's character when integrating new uses, and minimize disruption caused by expansion of institutions into residential areas.

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, childcare, and neighborhood services, when developing new housing units.

Policy 12.3 Ensure new housing is sustainably supported by the City's public infrastructure systems.

OBJECTIVE 13

PRIORITIZE SUSTAINABLE DEVELOPMENT IN PLANNING FOR AND CONSTRUCTING NEW HOUSING.

Policy 13.3

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

GENERAL PLAN: 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 3.1 Promote harmony in the visual relationships and transitions between new and older buildings.

Policy 3.2 Promote harmony in the visual relationships and transitions between new and older buildings.

Policy 3.3 Promote efforts to achieve high quality of design for buildings to be constructed at prominent locations.



GENERAL PLAN: COMMERCE AND INDUSTRY ELEMENT

Objectives and Policies

OBJECTIVE 1

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

Policy 1.1

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

Policy 1.2

Assure that all commercial and industrial uses meet minimum, reasonable performance standards.

Policy 1.3

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

OBJECTIVE 3

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

Policy 3.1

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

Policy 3.2

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

OBJECTIVE 8

ENHANCE SAN FRANCISCO'S POSITION AS A NATIONAL CENTER FOR CONVENTIONS AND VISITOR TRADE.

Policy 8.1

Guide the location of additional tourist related activities to minimize their adverse impacts on existing residential, commercial, and industrial activities.

GENERAL PLAN: TRANSPORTATION ELEMENT

Objectives and Policies

OBJECTIVE 1

MEET THE NEEDS OF ALL RESIDENTS AND VISITORS FOR SAFE, CONVENIENT, AND NEXPENSIVE TRAVEL WITHIN SAN FRANCISCO AND BETWEEN THE CITY AND OTHER PARTS OF THE REGION WHILE MAINTAINING THE HIGH-QUALITY LIVING ENVIRONMENT OF THE BAY AREA.



Policy 1.2

Ensure the safety and comfort of pedestrians throughout the city.

Policy 1.3

Give priority to public transit and other alternatives to the private automobile as the means of meeting San Francisco's transportation needs particularly those of commuters.

Policy 1.6

Ensure choices among modes of travel and accommodate each mode when and where it is most appropriate.

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.

DOWNTOWN AREA PLAN

Objectives and Policies

OBJECTIVE 1

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

Policy 1.1

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

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.

OBJECTIVE 4

ENHANCE SAN FRANCISCO'S ROLE AS A TOURIST AND VISITOR CENTER



Policy 4.1

Guide the location of new hotels to minimize their adverse impacts on circulation, existing uses, and scale of development.

OBJECTIVE 6

WITHIN ACCEPTABLE LEVELS OF DENSITY, PROVIDE SPACE FOR FUTURE OFFICE, RETAIL, HOTEL, SERVICE AND RELATED USES IN DOWNTOWN SAN FRANCISCO.

Policy 6.1

Adopt a downtown land use and density plan which establishes subareas of downtown with individualized controls to guide the density and location of permitted land use.

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.

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.

OBJECTIVE 13:

CREATE AN URBAN FORM FOR DOWNTOWN THAT ENHANCES SAN FRANCISCO'S STATURE AS ONE OF THE WORLD'S MOST VISUALLY ATTRACTNE CITIES.

Policy 13.1

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

TRANSIT CENTER DISTRICT PLAN: LAND USE

Objectives and Policies

OBJECTIVE 1.1

MAINTAIN DOWNTOWN SAN FRANCISCO AS THE REGION'S PREMIER LOCATION FOR TRANSIT-ORIENTED JOB GROWTH WITHIN THE BAY AREA.

OBJECTIVE 1.2:



REINFORCE THE ROLE OF DOWNTOWN WITHIN THE CITY AS ITS MAJOR JOB CENTER BY PROTECTING AND ENHANCING THE CENTRAL DISTRICT'S REMAINING CAPACITY, PRINCIPALLY FOR EMPLOYMENT GROWTH.

OBJECTIVE 1.3:

CONTINUE TO FOSTER A MIX OF LAND USES TO REINFORCE THE 24-HOUR CHARACTER OF THE AREA.

Policy 1.1

Increase the overall capacity of the Transit Center District for additional growth.

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.

Policy 1.5

Consider the complexity and size of projects in establishing the duration for entitlements for large development projects.

TRANSIT CENTER DISTRICT PLAN: URBAN FORM

Objectives and Policies

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.

TRANSIT CENTER DISTRICT PLAN: PUBLIC REALM

Objectives and Policies

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.

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.

The Project is located within an existing high-density downtown area which was re-zoned as part of an area plan to design development around the Transbay Transit Center. The Transbay Transit Center is designed to be the Bay Area's hub of intermodal public transportation, with corresponding infrastructure improvements in this area of downtown. 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 165 dwelling units, 189 hotel rooms, and approximately 275,00 gross square feet of office use located within walking distance of the Transit Center, as well as the Downtown Core.

One of the specific 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 Transbay 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 approximately 435,000 gross square feet of residential uses, approximately 275,000 gross square feet of office use, and approximately 240,000 gross square feet of hotel use, including approximately 9,800 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.

The Project would add a significant amount of housing to a site that is currently undeveloped, wellserved by existing and future transit, and is within walking distance of substantial goods and services. Future residents can walk, bike, or access BART, MUNI, or regional bus service from the Site, including all future modes of public transportation proposed to terminate at the Salesforce Transit Center, located immediately adjacent to the Site.



- 6. **Planning Code Section 101.1(b) Findings**. The proposed amendments to the Planning Code are consistent with the eight Priority Policies set forth in Section 101.1(b) of the Planning Code 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. The Project will provide significant employment opportunities with the addition of a full-service hotel and various retail uses at the ground level and at level 5, where the Project connects to Salesforce Park, atop the Salesforce Transit Center. 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 site is currently vacant and does not, therefore, contain any existing housing. The Project's unique mixed-use program provides outstanding amenities to visitors and residents, and contributes significantly to the 24-hour neighborhood character envisioned by the Transit Center District Plan.

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

The Project would not displace any housing given the Site is currently undeveloped. The Project would improve the existing character of the neighborhood by developing a high-density, mixeduse building containing 165 dwelling units. In addition, the Project would furnish a payment, from the Project Sponsor to OCII, an in-lieu affordable housing fee at an amount equal to 150% of the inclusionary housing fee that Section 415.5 of the Planning Code would otherwise require, as negotiated through a Development Agreement (Board File No. 201386).

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 located in the most transit-rich environs in the city and would therefore 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 mixed-use Project would not negatively affect the industrial and service sectors, nor would it 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.

Currently, the Site does not contain any City Landmarks or historic buildings.

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

A Shadow Study indicated the Project may cast a shadow on both Union Square Plaza and Willie "Woo Woo" Wong Park, properties under the jurisdiction of the San Francisco Recreation and Park Department. However, based upon the amount and duration of new shadow and the importance of sunlight to each of the open spaces analyzed, the Project would not substantially affect, in an adverse manner, the use or enjoyment of these open spaces beyond what was analyzed and disclosed in the TCDP FEIR. The Project's new shadow on Union Square Plaza and Willie "Woo Woo" Wong Playground would contribute considerably to the significant and unavoidable impact identified in the TCDP FEIR with respect to the need to increase the Absolute Cumulative Limit of downtown parks. Shadow from the proposed Project on public plazas, and other publicly-accessible spaces other than those protected under Section 295 would be generally be limited to certain days of the year and would be limited in duration on those days.

NOW THEREFORE BE IT RESOLVED that the Commission hereby APPROVES the proposed Ordinance as described in this Resolution.

I hereby certify that the Planning Commission ADOPTED the foregoing Resolution on January 28, 2021.

Jonas P. Ionin Commission Secretary

AYES:

NAYS:



Draft Resolution January 28, 2021

ABSENT:

ADOPTED: January 28, 2021



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LEGISLATIVE DIGEST

(Substituted, 1/5/2021)

[Planning Code, Zoning Map - 542-550 Howard Street]

Ordinance amending the Planning Code and Zoning Map to rezone and reclassify a portion of the 542-550 Howard Street project site (Assessor's Parcel Block No. 3721, Lot Nos. 016, 135, 136, and 138, also known as Transbay Parcel F) and as shown on Figure 1 of the Transit Center District Plan, specifically to rezone a portion of the Project site from the split P (Public) District/C-3-O (SD) to the C-3-O (SD) Downtown Office Special Development District and to reclassify the height and bulk district designations for a portion of the project site; waiving certain provisions of the Planning Code to allow the project to satisfy its affordable housing requirement through payment of an in-lieu affordable housing fee to the Office of Community Investment and Infrastructure for use within the Transbay Redevelopment Project Area, to modify timing for payment of fees, and to permit the footprint of the portion of the project site dedicated to dwellings to exceed 15,000 square feet; adopting findings under the California Environmental Quality Act; making findings of consistency with the General Plan, and the eight priority policies of Planning Code, Section 101.1; and adopting findings of public necessity, convenience, and welfare under Planning Code, Section 302.

Existing Law

The Zoning Map N1 contains the zoning designation for properties in the Transit Center District Plan Area. Zoning Map HT1 contains the height and bulk districts within this same Area. Planning Code Sections 249.28(b)(6)(B) and (C) require that all affordable housing requirements in the Transbay C-3 (downtown) special use district be satisfied on-site and that payment of in-lieu fees or provision of an off-site alternative are not available. Planning Code Section 248(d) provides for an exception to requirements concerning the square footage ratio of commercial uses to dwelling units or other housing uses.

Amendments to Current Law

This ordinance would reclassify a portion of the 542-550 Howard Street project site (Assessor's Parcel Block No. 3721, Lots 016, 135, 136, and 138), also known as Transbay Parcel F, to remove the (Public) District and replace it with the C-3-O(SD) Downtown Office Special Development District and to reclassify the height and bulk district designations for a portion of the project site. The legislation would waive certain provisions of the Planning Code, as more specifically provided in companion legislation for a development agreement, to allow the project's required inclusionary affordable housing obligation to be addressed through payment of an in-lieu fee to the Office of Community Investment and Infrastructure for use

within the Transbay Redevelopment Project Area, subject to certain conditions. This ordinance also would permit the footprint of the portion of the project site dedicated to dwellings to exceed 15,000 square feet. The ordinance would adopt findings under the California Environmental Quality Act; make findings of consistency with the General Plan and the eight priority policies of Planning Code Section 101.1; and adopt findings of public necessity, convenience, and welfare under Planning Code Section 302.

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FILE NO. 201385

[Planning Code, Zoning Map - 542-550 Howard Street]

ORDINANCE NO.

1	

 Ordinance amending the Planning Code and Zoning Map to rezone and reclar portion of the 542-550 Howard Street project site (Assessor's Parcel Block No Lot Nos. 016, 135, 136, and 138, also known as Transbay Parcel F) and as sho Figure 1 of the Transit Center District Plan, specifically to rezone a portion of Project site from the P (Public) District to the C-3-O(SD) Downtown Office Specific 	No. 3721, nown on of the
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6 Figure 1 of the Transit Center District Plan, specifically to rezone a portion of	of the
7 Project site from the P (Public) District to the C-3-O(SD) Downtown Office Sp	pecial
8 Development District and to reclassify the height and bulk district designatio	ons for a
9 portion of the project site; waiving certain provisions of the Planning Code to	to allow the
10 project to satisfy its affordable housing requirement through payment of an i	in-lieu
11 affordable housing fee to the Office of Community Investment and Infrastruct	cture for
12 use within the Transbay Redevelopment Project Area, to modify timing for pa	ayment of
13 fees, and to permit the footprint of the portion of the project site dedicated to	o dwellings
14 to exceed 15,000 square feet; adopting findings under the California Environ	nmental
15 Quality Act; making findings of consistency with the General Plan, and the ei	eight
priority policies of Planning Code, Section 101.1; and adopting findings of pu	ublic
17 necessity, convenience, and welfare under Planning Code, Section 302.	
18 NOTE: Unchanged Code text and uncodified text are in plain Arial for	
Additions to Codes are in single-underline italics Times New Roman19Deletions to Codes are in strikethrough italics Times New Roman for Beard emendment additional are in double underlined Arial fort	ont.
20 Board amendment additions are in <u>double-underlined Arial font</u> . Board amendment deletions are in strikethrough Arial font.	<u>l</u> .
Asterisks (* * * *) indicate the omission of unchanged Code21subsections or parts of tables.	
22	
23 Be it ordained by the People of the City and County of San Francisco:	
24	
25 Section 1. Findings.	

1 (a) The 542-550 Howard Street project, also known as Transbay Parcel F (Assessor's 2 Parcel Block No. 3721, Lots 16, 135, 136, and 138), referred to herein as the "Project," is 3 planned for an approximately 0.74 acre site along the north side of Howard Street extending 4 to the south side of Natoma Street between First and Second Streets in the Transit Center 5 District Plan Area and in the Transbay Redevelopment Project Area. The Project site includes 6 an underground train box to accommodate future rail service to the Transbay Transit Center, 7 and the Project sponsor acquired the site from the Transbay Joint Powers Authority with the 8 land sales proceeds used to support completion of the Transbay Transit Center.

(b) This ordinance is related to two companion ordinances concerning: (1) a General
Plan amendment to modify the Downtown Plan element height map and other General Plan
provisions and (2) approval of a Development Agreement establishing the means for
compliance with the Project's affordable housing obligations. The companion ordinances are
on file with the Clerk of the Board of Supervisors in File No. 200058 (the "General Plan
Amendment") and File No. 201386 (the "Development Agreement Ordinance"), respectively.
(c) The Planning Commission, in Motion No. 18628, certified the Final Environmental

Impact Report for the Transit Center District Plan ("FEIR") and related actions as in
compliance with the California Environmental Quality Act ("CEQA") (California Public
Resources Code Sections 21000 et seq.).

(d) On May 24, 2012, the Planning Commission conducted a duly noticed public
hearing and, by Motion No. 18629, adopted findings pursuant to CEQA, including a mitigation
monitoring and reporting program, for the Transit Center District Plan and related actions. In
Ordinance No. 181-12, the Board of Supervisors adopted the Planning Commission's
environmental findings as its own and relies on these same findings for purposes of this
ordinance. Copies of Planning Commission Motion Nos. 18628 and 18629 and Ordinance

25

No. 181-12 are on file with the Clerk of the Board of Supervisors in File No. 120665 and
 incorporated herein by reference.

3 (e) On August 27, 2019, the Planning Department issued a Community Plan Exemption Determination ("CPE") determining that the environmental effects of the Project, 4 5 including the actions contemplated herein, were adequately analyzed in the FEIR and that no 6 further environmental review is required in accordance with CEQA and Administrative Code 7 Chapter 31. The Planning Commission adopted additional CEQA findings relating to 8 amendments to this ordinance and the Development Agreement Ordinance on _____, 2021 in Resolution No. _____. A copy of the CPE and related 9 documents, including applicable mitigation measures, and the abovementioned additional 10 findings are on file with the Clerk of the Board of Supervisors in File No. and 11 12 are incorporated herein by reference. In addition, other documents, reports, and records 13 related to amendments to this ordinance, the Development Agreement Ordinance, the CPE, 14 and Project approvals are on file with the Planning Department custodian of records, located 15 at 49 South Van Ness, Suite 1400, San Francisco, California 94103. The Board of Supervisors treats these additional Planning Department records as part of its own 16 17 administrative record and incorporates such materials herein by reference. (f) In accordance with the actions contemplated herein, this Board relies on its 18 19 environmental findings in Ordinance No. 181-12. In addition, the Board has reviewed the

Planning Commission's additional findings and the CPE, and concurs with the Planning
 Department's determination that the environmental effects of the Project were adequately

- analyzed in the FEIR and that no further environmental review is required.
- (g) After a duly noticed public hearing on _____, 2021, in Resolution No.
 _____, the Planning Commission found that this ordinance as amended is, on
 balance, in conformity with the General Plan as proposed for amendment and the priority

2	the Board of Supervisors in File No and is incorporated herein by reference				
3	the Board of Supervisors in File No and is incorporated herein by reference. The Board hereby adopts the Planning Commission General Plan and Planning Code Section				
	The Board hereby adopts the Planning Commission General Plan and Planning Code Section 101.1 findings as its own.				
ŀ	C C				
5	(h) Also in Resolution No, the Planning Commission adopted finding				
6	under Planning Code Section 302	2 determinin	ng that this ordinance	serves the public necessity,	
,	convenience, and general welfare	e. The Boar	rd of Supervisors ado	pts as its own these	
3	findings.				
)					
)	Section 2. The Planning C	Code is here	by amended in accor	dance with Planning Code	
	Section 106 by revising Zoning N	lap ZN1 as t	follows:		
2	, , ,	·			
3	Description of Property	Zoning D	istrict to be	Zoning District Hereby	
ŀ		Supersec	led	Approved	
5	Assessor's Parcel Block No.	Р		C-3-O(SD)	
,					
) }	3721, Lots 135 and 138				
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	3721, Lots 135 and 138	Code is here	by amended in accor	dance with Planning Code	
) , }	3721, Lots 135 and 138 Section 3. The Planning C		•		
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5 5 9	3721, Lots 135 and 138 Section 3. The Planning C Section 106 by revising Zoning N	lap HT1 as⊺	follows:	dance with Planning Code	
	3721, Lots 135 and 138 Section 3. The Planning C Section 106 by revising Zoning M Description of Property	lap HT1 as⊺	follows: Height/Bulk Distrie	dance with Planning Code	
	3721, Lots 135 and 138 Section 3. The Planning C Section 106 by revising Zoning M Description of Property Assessor's Parcel Block No. 372 (western 15 feet)	lap HT1 as 1 21, Lot 016	follows: Height/Bulk Distric 450-S	dance with Planning Code	
) 7	3721, Lots 135 and 138 Section 3. The Planning C Section 106 by revising Zoning M Description of Property Assessor's Parcel Block No. 372	lap HT1 as 1 21, Lot 016 21, Lot 136	follows: Height/Bulk Distrie	dance with Planning Code	

policies of Planning Code Section 101.1. A copy of this Resolution is on file with the Clerk of

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eastern edge of Lot 136)	
Assessor's Parcel Block No. 3721, Lot 138	750-S-2
(area measuring 109' by 69' of the	
northwest corner of Lot 138)	
Description of Property	Height/Bulk Districts Hereby Approve
Assessor's Parcel Block No. 3721, Lot 016	750-S-2
(western 15 feet)	
Assessor's Parcel Block No. 3721, Lot 136	750-S-2
(3'-5" wide area located 111'-7" west of the	
eastern edge of Lot 136)	
Assessor's Parcel Block No. 3721, Lot 138	450-S
(area measuring 109' by 69' of the	
northwest corner of Lot 138)	
	1

Section 4. (a) As applied to this Project, Planning Code Sections 249.28(b)(6)(B), 249.28(b)(6)(C), 402, 409, and 415 et seq. are hereby waived and shall not apply to the Project. In doing so, the Board of Supervisors requires the Project sponsor to comply with the timing from fee payments and its affordable housing obligations in the manner set forth in the Development Agreement approved pursuant to the Development Agreement Ordinance. This involves paying an in-lieu affordable housing fee to the Office of Community Investment and Infrastructure for use in the Transbay Redevelopment Project Area (the "Redevelopment
 Plan").

(b) The Successor Agency to the Redevelopment Agency of the City and County of
San Francisco shall approve a variation for this Project to Section 4.9.3 (On-Site Affordable
Housing Requirement) of the Redevelopment Plan that provides for compliance with the
Project's affordable housing obligation under the Redevelopment Plan in the manner set forth
in the Development Agreement approved pursuant to the Development Agreement
Ordinance.

9

Section 5. As applied to the Project, Planning Code Section 248(d)(2) is hereby
waived and replaced with the following: "That the footprint of the portion of the site dedicated
to dwellings and/or other housing uses is less than 15,500 square feet and the lot contains
existing buildings which are to be retained." Section 248(d) otherwise remains unchanged.

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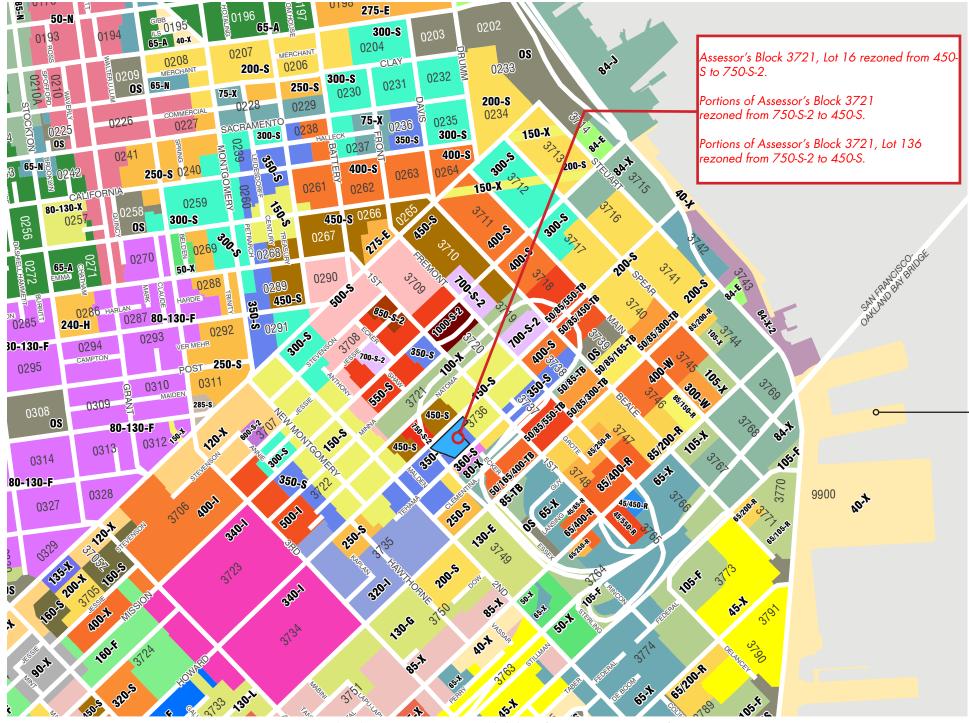
Section 6. Effective and Operative Dates.

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

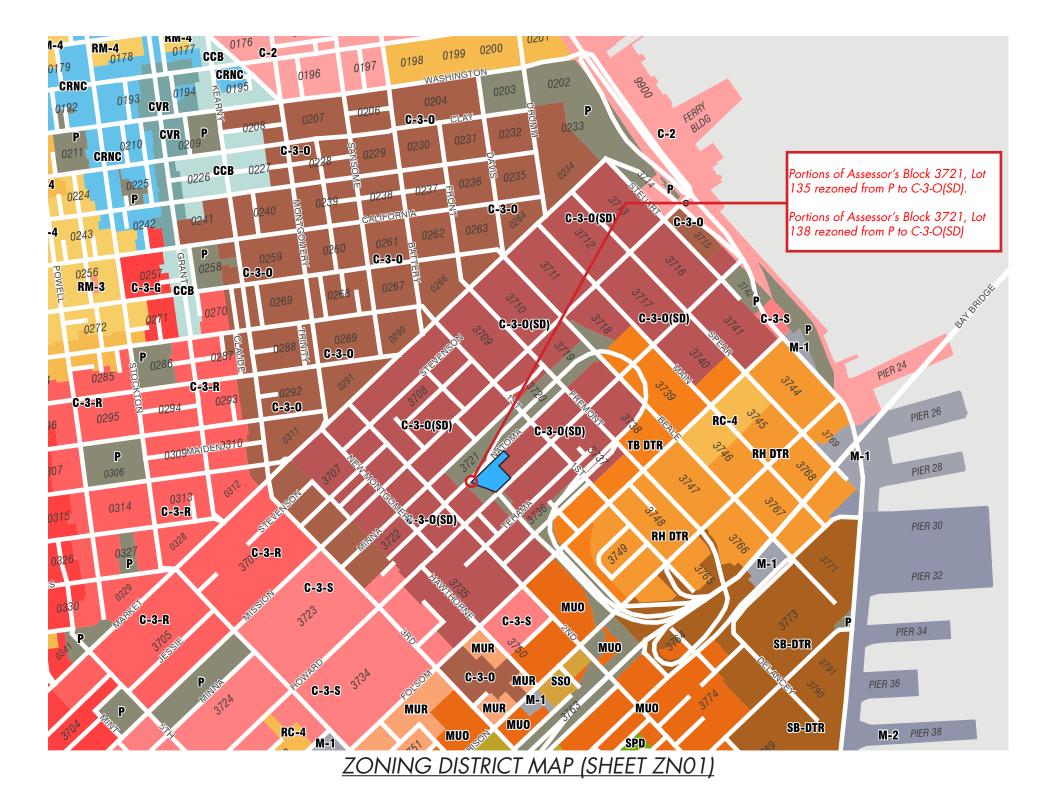
(b) This ordinance shall become operative on its effective date or on the effective date
of the Development Agreement Ordinance, enacted by the ordinance in Board of Supervisors
File No. ______, whichever date occurs later; provided, that this ordinance shall not
///

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1	///
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3	become operative if the ordinance regarding the Development Agreement Ordinance is not
4	approved.
5	
6	APPROVED AS TO FORM:
7	DENNIS J. HERRERA, City Attorney
8	
9	By: <u>/s/</u> JOHN D. MALAMUT
10	Deputy City Attorney
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ZONING DISTRICT MAP (SHEET HTO1)

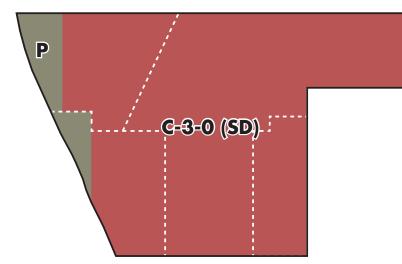


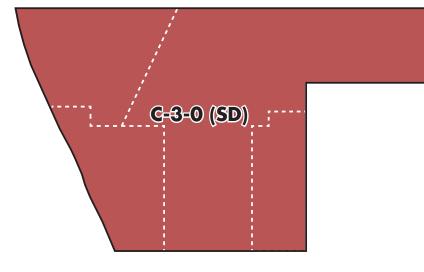
SUMMARY OF ZONING REVISIONS

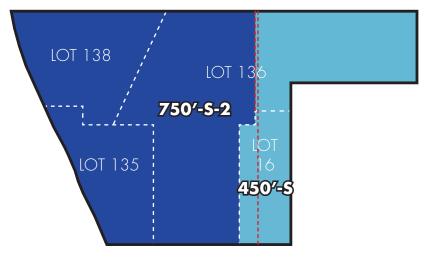


EXISTING ZONING DISTRICTS

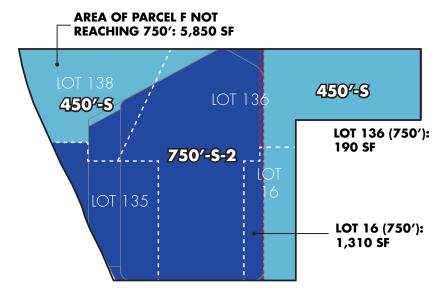








EXISTING HEIGHT AND BULK DISTRICT



PROPOSED HEIGHT AND BULK DISTRICT

450'-S Height/Bulk

750'-S 2 Height/Bulk

SUMMARY OF HEIGHT AND BULK DISTRICT REVISIONS

Draft Resolution -Adoption of Development Agreement, Exhibit A: Development Agreement, Draft Development Agreement Ordinance





PLANNING COMMISSION DRAFT RESOLUTION

HEARING DATE: January 28, 2021

Record No.:	2016-013312DVA
Project Address:	542-550 Howard Street (Transbay Parcel F)
Zoning:	C-3-O(SD) Downtown-Office (Special Development) Zoning District
	750-S-2 and 450-S Height and Bulk District
	Transit Center C-3-O(SD) Commercial and
	Transbay C-3 Special Use Districts
	Downtown and Transit Center District Plan Areas
Block/Lots:	3721/016, 135, 136, 138
Project Sponsor:	Parcel F Owner, LLC
	101 California Street, Suite 1000
	San Francisco, CA 94111
Property Owner:	Parcel F Owner, LLC
	101 California Street, Suite 1000
	San Francisco, CA 94111
Staff Contact:	Nicholas Foster, AICP, LEED GA – (628) 652-7330
	nicholas.foster@sfgov.org

RESOLUTION RECOMMENDING THAT THE BOARD OF SUPERVISORS APPROVE A DEVELOPMENT AGREEMENT BETWEEN THE CITY AND COUNTY OF SAN FRANCISCO AND PARCEL F OWNER, LLC, FOR CERTAIN REAL PROPERTY LOCATED AT 542-550 HOWARD STREET (ALSO KNOWN AS TRANSBAY PARCEL F), CONSISTING OF FOUR PARCELS TOTALING APPROXIMATELY 0.74 ACRES, LOCATED ON THE NORTH SIDE OF HOWARD STREET, BETWEEN 1ST AND 2ND STREETS, COMPRISED OF ASSESSOR'S BLOCK NO. 3721, LOT NOS. 016, 135, 136, AND 138, AND ADOPTING VARIOUS FINDINGS, INCLUDING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND PLANNING CODE SECTION 101.1.

WHEREAS, California Government Code Section 65864 et seq. authorizes any city, county, or city and county to enter into an agreement for the development of real property within the jurisdiction of the city, county, or city and county.

WHEREAS, Chapter 56 of the San Francisco Administrative Code sets forth the procedure by which a request for a development agreement will be processed and approved in the City and County of San Francisco.

WHEREAS, Parcel F Owner, LLC ("Project Sponsor") submitted applications with the Planning Department ("Department") including Environmental Review, General Plan Amendment, Planning Code Text and Map Amendments, Development Agreement, Shadow Findings, Downtown Project Authorization, Office Development Allocation, and Conditional Use Authorization associated with the proposed mixed-use project ("Project") located at 542-550 Howard Street (Transbay Parcel F), Lots 016, 135, 136, and 137 within Assessor's Block 3721 (the "Project Site" or "Site").

WHEREAS, in furtherance of the Project and the City's role in subsequent approval actions relating to the Project, the City and the Project Sponsor negotiated a development agreement for development of the Project, a copy of which is attached as Exhibit A ("Development Agreement").

WHEREAS, the Development Agreement would enable the Project. The Project includes the construction of a new 61-story mixed-use building reaching a height of 749'-10" tall (799'-9" inclusive of rooftop screening/mechanical equipment). The Project would include 165 dwelling units, 189 hotel rooms, 275,674 square feet of office use floor area, approximately 9,000 square feet of retail space, approximately 20,000 square feet of open space, 178 Class 1 and 34 Class 2 bicycle parking spaces, and four below-grade levels that would accommodate up to 183 vehicle parking spaces provided for the residential, hotel, and office uses. The Project also would construct a pedestrian bridge providing public access to Salesforce Park located on the roof of the Transbay Transit Center.

WHEREAS, On January 9, 2020, the Planning Commission ("Commission") conducted a duly noticed public hearing at a regularly scheduled meeting and took the following actions (collectively, "Approvals") on related applications: through Resolution No. 20613 approved a General Plan Amendment; through Resolution No. 20614 approved Planning Code Text and Map Amendments; through Motion No. 20615 adopted Shadow Findings; through Motion No. 20616 approved Downtown Project Authorization; through Motion No. 20617 approved an Office Development Allocation; and through Motion No. 20618 approved Conditional Use Authorization.

WHEREAS, The environmental effects of the original Project were determined by the Department to have been fully reviewed under the Transit Center District Plan Environmental Impact Report (hereinafter "EIR"). The EIR was prepared, circulated for public review and comment, and, at a public hearing on May 24, 2012, by Motion No. 18628, certified by the Commission as complying with the California Environmental Quality Act (Cal. Pub. Res. Code Section 21000 et seq., ("CEQA"). The Commission has reviewed the Final EIR, which has been available for this Commissions review as well as public review.



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

WHEREAS, 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.

WHEREAS, On August 27, 2019, the Planning Department issued a Community Plan Exemption Determination ("CPE") determining that the environmental effects of the Project, including the actions contemplated herein, were adequately analyzed in the FEIR and that no further environmental review is required in accordance with CEQA and Administrative Code Chapter 31. The Project is consistent with the adopted zoning controls in the Transit Center District Plan and was encompassed within the analysis contained in the Transit Center District Plan FEIR. Since the Transit Center District Plan FEIR 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 FEIR 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 FEIR. The file for this Project, including the Transit Center District Plan FEIR and the Community Plan Exemption certificate, is available for review at the San Francisco Planning Department, 49 South Van Ness Avenue, Suite 1400, San Francisco, California, 94103

WHEREAS, On December 17, 2020, the Project Sponsor filed a request with the Office of Community Investment and Infrastructure ("OCII") for a Plan Variation pursuant to Section 3.5.5 of the Transbay Project Area Redevelopment Plan (the "Plan") for a variation from the on-site affordable housing requirements of Section 4.9.3 of the Plan (the "Plan's Inclusionary Housing Obligation") as well as a request to the City's Planning Department for a waiver of Sections 249.28(b)(6)(B), 249.28(b)(6)(C), 402, 409, and 415 et seq. of the Planning Code, through a Planning Code Text and Map Amendment (Record No. 2016-013312PCA/MAP-02), (collectively, the "Requested Variations from On-Site Affordable Housing").



WHEREAS, The Project Sponsor has submitted these companion requests for variation ("Variation Request") from the on-site affordable housing requirements of the Plan in exchange for a payment to OCII to be used to fund development of affordable housing within the Project Area, as proposed in the Development Agreement.

WHEREAS, The Variation Request concludes that the application of the on-site affordable housing requirement to the Project would create practical difficulties for maintaining the affordability of the units because homeowners association ("HOA") fees, which are already high in such developments, will likely increase over time such that the original residents would not be able to afford the payments. Non-payment of HOA fees by affordable residents would lead to legal actions by the HOA to recover unpaid amounts, including action to place liens on the units themselves, and ultimately to the loss of the units by the residents. Thus, undue hardship would be created for both the Project Sponsor and the owners of the inclusionary housing units and undermine the intent of the Plan to provide affordable units to low- and moderate-income households.

WHEREAS, On December 28, 2020, the Project Sponsor filed a series of companion applications to amend conditions of approval of the previously approved Downtown Project Authorization (Motion No. 20616), Office Allocation (Motion No. 20617), and Conditional Use Authorization (Motion No. 20618), as well as applications for Planning Code Text and Map Amendments and a Development Agreement, to enable delivery of the Project as amended through the Variation Request.

WHEREAS, Because the City is entering into a Development Agreement with the Project Sponsor addressing, among other issues, the amount of the Project Sponsor's affordable housing contribution, the Project is consistent with Charter Section 16.110(h)(1)(B)(i) (adopted as part of the Housing Trust Fund, Proposition C, November 6, 2012).

WHEREAS, If the Development Agreement is approved by the Board of Supervisors, the Project Sponsor would contribute an in-lieu affordable housing fee at an amount equal to 150% of the inclusionary housing fee required in Section 415.5 of the Planning Code would otherwise require. Therefore, the effective inclusionary rate for the Project is 49.5%. For reference, the base inclusionary housing fee that would otherwise have applied to the Project if payment of the standard, in-lieu affordable housing fee were otherwise available would be 33%, or approximately \$30 million. Instead, the Development Agreement dictates that the Project Sponsor pay an affordable housing fee at a rate of 150% of the base inclusionary housing fee, estimated at \$45-47 million (an increase of approximately \$15 million over the base fee). This affordable housing fee is intended to assist OCII in meeting its Transbay Affordable Housing Obligation, which, may include the use of the funds for the development of affordable housing units at Transbay Block 4, located on Howard Street between Beale and Main Streets, approximately three blocks east of the Site (and within one (1) mile radius of the principal project).

WHEREAS, The City has determined that as a result of the development of the Project Site in accordance with the Development Agreement, clear benefits to the public will accrue that could not be obtained through application of existing City ordinances, regulations, and policies, as more particularly described in the



Development Agreement. Specifically, the Development Agreement will provide a housing contribution that will significantly exceed the amount required for similar projects in the City, and that will provide OCII with the ability to subsidize permanently affordable housing units within the Transbay Redevelopment Project Area.

WHEREAS, If the Development Agreement is approved by the Board of Supervisors, upon receipt of the payment of City's costs billed to the Project Sponsor, the Director of Planning is authorized to execute and deliver the Development Agreement, and the Director of Planning and other applicable City officials are authorized to take all actions reasonably necessary or prudent to perform the City's obligations under the Development Agreement in accordance with the terms of the Development Agreement and Chapter 56, as applicable. The Director of Planning, at the Director's discretion and in consultation with the City Attorney, is authorized to enter into any additions, amendments, or other modifications to the Development Agreement that the Director of Planning determines are in the best interests of the City and that do not materially increase the obligations or liabilities of the City or materially decrease the benefits to the City under the Development Agreement, subject to the approval of any affected City agency as more particularly described in the Development Agreement.

WHEREAS, the Board of Supervisors will be taking a number of actions in furtherance of the Project, including approval of the Planning Code Text and Map Amendments (Board File No. 201385), thereby waiving certain provisions of the Planning Code to allow the project to satisfy its affordable housing requirement through payment of an in-lieu affordable housing fee to the Office of Community Investment and Infrastructure for use within the Transbay Redevelopment Project Area, to modify timing for payment of fees, and to permit the footprint of the portion of the project site dedicated to dwellings to exceed 15,000 square feet; rezoning and reclassifying a portion of the Project Site from the split P (Public) District/C-3-O (SD) to the C-3-O (SD) Downtown Office Special Development District; and reclassifying the height and bulk district designations for a portion of the Project Site.

WHERAS, The Director of Planning scheduled, and the Commission held a public hearing on January 28, 2021 as required by Administrative Code Section 56.4(c). The Planning Department gave notice as required by Planning Code Section 306.3 and mailed such as required by Administrative Code Section 56.8(b).

WHEREAS, The Commission has had available to it for its review and consideration studies, case reports, letters, plans, and other materials pertaining to the Project contained in the Department's case files, and has reviewed and heard testimony and received materials from interested parties during the public hearings on the Project.

NOW, THEREFORE BE IT RESOLVED THAT, the Commission finds, based upon the entire Record, the submissions by the Applicant, the staff of the Department, and other interested parties, the oral testimony presented to the Commission at the public hearing, and all other written materials submitted by all parties, that the public necessity, convenience and general welfare require that the Development Agreement to exempt the Project from the on-site affordable housing requirements of Section 249.28, and to enable the



payment of a fee toward the creation of other affordable housing opportunities elsewhere in the Transbay Redevelopment Project Area, for the reasons set forth in Motion No. 20616 (Record No. 2016-013312DNX, Downtown Project Authorization), and as amended by Motion No. _____ (Record No. 2016-013312DNX-02, amended Downtown Project Authorization), the Development Agreement and related approval actions.

The actions contemplated in this Resolution do not constitute a project under the California Environmental Quality Act ("CEQA"), CEQA Guidelines (California Code of Regulations Title 14) Sections 15378 (b)(4) and 15378(b)(5) because it merely creates a government funding mechanism that does not involve any commitment to a specific project and is an administrative activity of the government with no physical impact.

AND BE IT FURTHER RESOLVED, that the Planning Commission recommends the Board of Supervisors approve the proposed Development Agreement, in substantially the form, subject to any additions and modifications that may be made by the Board of Supervisors.

AND BE IT FURTHER RESOLVED, that the Commission finds that the application, public notice, Planning Commission hearing, and Planning Director reporting requirements regarding the Development Agreement negotiations contained in Administrative Code Chapter 56 have been substantially satisfied in light of the public hearings by the Planning Department staff at the Planning Commission, the provision of required public notices, and the information contained in the Director's Report.

AND BE IT FURTHER RESOLVED, that Commission hereby finds, for the reasons set forth in Motion No. 20616 (Record No. 2016-013312DNX, Downtown Project Authorization), and as amended by Motion No. _____ (Record No. 2016-013312DNX-02, amended Downtown Project Authorization), that the Development Agreement and related approval actions are, on balance, consistent with the General Plan including any area plans, and are consistent with the Planning Code Priority Policies of Planning Code Section 101.1(b).

AND BE IT FURTHER RESOLVED, that the Commission authorizes the Planning Director to take such actions and make such changes as deemed necessary and appropriate to implement this Commission's recommendation of approval and to incorporate recommendations or changes from other City agencies and/or the Board of Supervisors, provided that such changes do not materially increase any obligations of the City or materially decrease any benefits to the City contained in the Development Agreement.

I hereby certify that the Planning Commission ADOPTED the foregoing Resolution on January 28, 2021.

Jonas P. Ionin Commission Secretary



AYES:

NAYS:

ABSENT:

ADOPTED: January 28, 2021



Exhibit A: Development Agreement

RECORDING REQUESTED BY CLERK OF THE BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO

(Exempt from Recording Fees Pursuant to Government Code Section 27383)

AND WHEN RECORDED MAIL TO:

Angela Calvillo, Clerk of the Board of Supervisors City Hall, Room 244 1 Dr. Carlton B. Goodlett Place San Francisco, CA 94102

> DEVELOPMENT AGREEMENT BY AND BETWEEN THE CITY AND COUNTY OF SAN FRANCISCO AND PARCEL F OWNER, LLC, RELATIVE TO THE DEVELOPMENT KNOWN AS 542-550 HOWARD STREET (TRANSBAY PARCEL F) DEVELOPMENT PROJECT

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DEVELOPMENT AGREEMENT BY AND BETWEEN THE CITY AND COUNTY OF SAN FRANCISCO AND PARCEL F OWNER, LLC, A DELAWARE LIMITED LIABILITY COMPANY, RELATIVE TO THE DEVELOPMENT KNOWN AS THE 181 FREMONT DEVELOPMENT PROJECT

THIS DEVELOPMENT AGREEMENT (this "**Agreement**") dated for reference purposes only as of this ______ day of ______, 2021, is by and between the CITY AND COUNTY OF SAN FRANCISCO, a political subdivision and municipal corporation of the State of California (the "**City**"), acting by and through its Planning Department, and Parcel F Owner, LLC, a Delaware limited liability company, its permitted successors and assigns (the "**Developer**"), pursuant to the authority of Section 65864 *et seq.* of the California Government Code.

RECITALS

This Agreement is made with reference to the following facts:

A. Developer is the owner of that certain property known as 542-550 Howard Street (Transbay Parcel F) (the "**Project Site**") which is an irregularly shaped property formed by four parcels measuring a total of approximately 32,229 square feet, located on the north side of Howard Street, between 1st Street and 2nd Street. The Project Site is within the C-3-0 (SD) District, the 750-S-2 and 450-S Height and Bulk Districts, the Transit Center C-3-0 (SD) Commercial Special Use District, the Transbay C-3 Special Use District, the Transit Center District Plan area (the "**TCDP**") and in Zone 2 of the Transbay Redevelopment Project Area (the "**Project Area**").

B. Developer submitted development applications for a proposal to construct on the Project Site a new 61-story mixed use building reaching a height of approximately 750 feet (approximately 800 feet including rooftop screen/mechanical equipment), and including 165 dwelling units, 189 hotel rooms, 275,674 gross square feet of office use floor area, approximately 9,000 square feet of retail space, approximately 20,000 square feet of open space, 178 Class 1 and 34 Class 2 bicycle parking spaces, and four below-grade levels to accommodate up to 183 vehicle parking spaces for the residential, hotel, and office uses (the "**Project**").

C. The Redevelopment Plan for the Project Area ("**Plan**") establishes land use controls and imposes other requirements on development within the Project Area. Notably, the Plan incorporates, in section 4.9.2, state law requirements that 25 percent of the residential units developed in the Project Area "shall be available to" low-income households, and an additional 10 percent "shall be available to" moderate income households. Cal. Public Resources Code § 5027.1 (the "**Transbay Affordable Housing Obligation**"). To fulfill the Transbay Affordable Housing Obligation, the Plan requires that all housing developments within the Project Area contain a minimum of 15 percent on-site affordable housing. Redevelopment Plan, § 4.9.3. A similar requirement in § 249.28(b)(6) of the San Francisco Planning Code (the "**Planning Code**") provides that housing developments must provide the higher of (i) the 15 percent on-site affordable housing set forth in the Plan, or (ii) the amount required by Planning Code Section 415.6 (the "**On-Site Requirement**"). As of the date of this Agreement, Planning Code Section 415.6 would require 20 percent on-site affordable housing in connection with the Project, or 33 units. Neither the Redevelopment Plan nor the Planning Code authorize off-site affordable housing construction or an "in-lieu" fee payment as an alternative to the On-Site Requirement in the Project Area.

D. The Plan provides that the land use controls for Zone 2 of the Project Area shall be the Planning Code, as amended from time to time, so long as any amendments to the Planning Code are consistent with the Plan. Through a Delegation Agreement, the former Redevelopment Agency of the City and County of San Francisco (the "**Former Agency**") delegated jurisdiction for permitting of projects in Zone 2 (including the Project Site) to the Planning Department, with the Planning Code governing development, except for certain projects that require Redevelopment Agency action. The Plan also provides that exactions imposed by the Planning Code on development within the Project Area shall be administered by the Successor Agency to the Former Agency or provide direct benefits to the Project Area.

E. However, pursuant to Section 3.5.5 of the Plan, the Commission on Community Investment and Infrastructure ("CCII") (as the Commission to the Successor Agency to the Former Agency, a public body organized and existing under the laws of the State of California, also known as the Office of Community Investment and Infrastructure ("Successor Agency" or "OCII")) has the authority to grant a variation from the Plan and the associated Transbay Development Controls and Design Guidelines, or the Planning Code where the enforcement of these controls would otherwise result in practical difficulties for development creating undue hardship for the property owner and constitute an unreasonable limitation beyond the intent of the Plan, the Transbay Design for Development or the Transbay Development Controls and Design Guidelines.

F. Where a variation or other action of the Successor Agency materially changes the Successor Agency's obligations to provide affordable housing, the Board of Supervisors ("**Board**") must approve that action. San Francisco Ordinance No. 215-12, § 6(a) (Oct. 4, 2012).

G. On _____, 2020, OCII received a request from the Developer for a variation from the On-Site Requirement. Letter, C. Higley, Farella Braun + Martel on behalf of Parcel F Owner, LLC, to N. Sesay, OCII (______, 2020) ("Variation Request"), attached to this Agreement as <u>Exhibit A</u>.

H. The Variation Request concludes that the application of the On-Site Requirement to the Project would create practical difficulties for maintaining the affordability of the units because homeowners association ("HOA") fees, which are already high in such developments, will likely increase over time such that the original residents would not be able to afford the payments. Non-payment of HOA fees by affordable residents would lead to legal actions by the HOA to recover unpaid amounts, including action to place liens on the units themselves, and ultimately to the loss of the units by the residents. Thus, undue hardship would be created for both the Project Sponsor and the owners of the inclusionary housing units and undermine the intent of the Plan to provide affordable units to low- and moderate-income households.

I. In order to strengthen the public planning process, encourage private participation in comprehensive planning, and reduce the economic risk of development, the Legislature of the State of California adopted Government Code Section 65864 et seq. (the "**Development Agreement Statute**"), which authorizes the City to enter into a development agreement with any person having a legal or equitable interest in real property related to the development of such property. Pursuant to the Development Agreement Statute, the City adopted Chapter 56 ("**Chapter 56**") of the San Francisco Administrative Code establishing procedures and requirements for entering into a development agreement. The Parties are entering into this Agreement in accordance with the Development Agreement Statute and Chapter 56.

J. It is the intent of the Parties that all acts referred to in this Agreement shall be accomplished in a way as to fully comply with CEQA, the CEQA Guidelines, Chapters 31 and 56 of the San Francisco Administrative Code, the Development Agreement Statute, the Enacting Ordinance and all

other applicable laws as of the Effective Date. This Agreement does not limit the City's obligation to comply with applicable environmental laws, including CEQA, before taking any discretionary action regarding the Project, or Developer's obligation to comply with all applicable laws in connection with the development of the Project

K. The San Francisco Planning Department, in compliance with the California Environmental Quality Act (CEQA), issued a Community Plan Exemption (CPE) certificate for the Project on August 27, 2019. F

L. On January 9, 2020, the San Francisco Planning Commission held a public hearing on the Project, and approved Motions 20613 (recommending approval of certain General Plan amendments), 20614 (recommending approval of certain Zoning Map, Height Map, and Planning Code amendments), 20615 (adopting Shadow Findings), 20616 (approving Downtown Project Authorization), 20617 (approving an Office Development Allocation), and 20618 (approving a Condition Use Authorization for hotel development). The Project approvals required compliance with the On-Site Requirement.

M. On June 5, 2020 the Zoning Administrator issued a variance decision to allow bike parking to be located on the 4^{th} story of the Project.

N. On ______, the CCII held a public hearing on the Variation Request and approved, pursuant to Resolution No. ______, a variation pursuant to Section 3.5.5 of the Plan, attached as Exhibit B (the "**OCII Variation**") on the condition that the Developer contribute to OCII an amount equal to one hundred fifty percent (150%) of the inclusionary housing fee that Section 415.5 of the Planning Code would otherwise require if the Project were not subject to the On-Site Requirement, pursuant to the terms in Section 2.1 of this Agreement (the "**Affordable Housing Fee**").

O. On ______, the Planning Commission held a public hearing on the Project, duly noticed and conducted under the Development Agreement Statute and Chapter 56, to consider revisions to the previously recommended zoning legislation, as well as this Agreement. Following the public hearing, the Planning Commission made General Plan Consistency Findings with respect to the zoning changes and this Agreement, and approved Motion ______ (recommending approval of revisions to the previously endorsed Planning Code amendments), and Motion ______ (recommending adoption of an ordinance approving this Agreement).

P. On _____, the Board, in its capacity as the governing body of OCII, reviewed the OCII Variation under the authority that it reserved to itself in Ordinance No. 215-12 to approve material changes to the Successor Agency's affordable housing program and approved, by Board of Supervisors Resolution No. _____, the actions of OCII in granting the OCII Variation.

Q. The City has determined that as a result of the development of the Project in accordance with this Agreement additional, clear benefits to the public will accrue that could not be obtained through application of existing City ordinances, regulations, and policies because the payment of the Affordable Housing Fee at an amount equal to 150% of the inclusionary housing fee that Section 415.5 of the Planning Code would otherwise require and its use thereof in accordance with this Agreement rather than compliance with the On-Site Requirements will result in more affordable housing units within the Project Area while maintaining land values necessary for the financing assumptions of the Transbay Joint Powers Authority (the "**TJPA**"). The basis for this determination is the following:

• To achieve the overall goal of at least 35% affordability of all new housing development units within the Project Area, there must be both inclusionary units and stand-alone affordable housing developments in the Project Area.

- The Plan's 2005 report set a goal of 388 inclusionary units and approximately 795 standalone affordable housing units but at the time of the Plan's adoption, mixed-use, high-rise developments were not contemplated within the Project Area.
- The Project Area covers 40 acres and includes blocks programmed for: (i) stand-alone affordable housing developments; (ii) all or a majority of office space; and (iii) a combination of market and affordable housing.
- The TJPA established specific land value goals for each block in its funding plan for the Transbay Transit Center (the "**TTC**") and there are a limited number of publicly-owned blocks (including Transbay Block 4) remaining upon which affordable housing may be built to meet the Plan's 35% affordability requirement.
- Adding affordable housing to blocks that must be sold to finance the TTC is not feasible without significantly reducing the land value and thereby creating shortfalls in the TTC funding.
- The Affordable Housing Fee is intended to assist OCII in meeting its Transbay Affordable Housing Obligation, which may include the use of the funds for the development of affordable housing units at Transbay Block 4.

R. On _____, the Board, having received the Planning Commission recommendations, adopted Ordinance No. _____, amending the Zoning Map, Height Map, and Planning Code, and Ordinance No. _____, approving this Agreement (File No. ____), and authorizing the Planning Director to execute this Agreement on behalf of the City (the "Enacting Ordinance"). The Enacting Ordinance took effect on _____. The above described actions are referred to in this Agreement as the "Approvals" for the Project.

Now therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

AGREEMENT

1. GENERAL PROVISIONS

1.1. <u>Incorporation of Preamble, Recitals and Exhibits</u>. The preamble paragraph, Recitals, and Exhibits, and all defined terms contained therein, are hereby incorporated into this Agreement as if set forth in full.

1.2. **Definitions**. In addition to the definitions set forth in the above preamble paragraph, Recitals and elsewhere in this Agreement, the following definitions shall apply to this Agreement:

1.2.1. "Administrative Code" shall mean the San Francisco Administrative Code.

1.2.2. "Affiliate" shall mean any entity controlling, controlled by, or under common control with Developer (and 'control' and its correlative terms 'controlling', 'controlled by' or 'under common control with' mean the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of Developer, whether through the ownership of voting securities, by contract or otherwise).

1.2.3. "Affordable Housing Fee" shall mean the payment, pursuant to Section 2.1 of this Agreement, from the Developer to OCII of an amount that is equal to one hundred fifty percent (150%) of the inclusionary housing fee that Section 415.5 of the Planning Code would otherwise require

if the Project were not subject to the On-Site Requirement (based on the published fee schedule applicable to calendar year 2021).

1.2.4. **"Board of Supervisors**" or **"Board**" shall mean the Board of Supervisors of the City and County of San Francisco.

1.2.5. "CCII" shall mean the Commission on Community Investment and Infrastructure.

1.2.6. "**City**" shall have the meaning set forth in the preamble paragraph. Unless the context or text specifically provides otherwise, references to the City shall mean the City acting by and through the Planning Director or, as necessary, the Planning Commission or the Board of Supervisors. The City's approval of this Agreement will be evidenced by the signatures of the Planning Director and the Clerk of the Board of Supervisors [need to confirm if the Clerk needs to sign].

1.2.7. "**City Agency**" or "**City Agencies**" shall mean, where appropriate, all City departments, agencies, boards, commissions, and bureaus that execute or consent to this Agreement and that have subdivision or other permit, entitlement or approval authority or jurisdiction over the Project or the Project Site, together with any successor City agency, department, board, or commission.

1.2.8. "City Attorney's Office" shall mean the Office of the City Attorney of the City and County of San Francisco.

1.2.9. "**Director**" or "**Planning Director**" shall mean the Director of Planning of the City and County of San Francisco.

1.2.10. "**Impact Fees and Exactions**" shall mean any fees, contributions, special taxes, exactions, impositions, and dedications charged by the City, whether as of the date of this Agreement or at any time thereafter during the Term, in connection with the development of the Project, including but not limited to transportation and transit fees, child care requirements or in-lieu fees, housing (including affordable housing) requirements or fees, dedication or reservation requirements, and obligations for on-or off-site improvements. For development within the Project Area, Section 5.9 of the Plan requires that the Jobs-Housing Program Linkage Fee and the Downtown Park Fee shall be administered by the Successor Agency and that all Impact Fees and Exactions must provide direct benefits to the Project Area. Impact Fees and Exactions shall not include the Mitigation Measures, Processing Fees, taxes or special assessments or school district fees, SFPUC Capacity Charges, Transit Center District Plan Transit Delay Mitigation Fee (Planning Code Section 424.7.2(c)) and any fees, taxes, assessments impositions imposed by any non-City agency, all of which shall be due and payable by Developer as and when due in accordance with applicable Laws.

1.2.11. "Indemnify" shall mean to indemnify, defend, reimburse, and hold harmless.

1.2.12. "OCII" shall mean Office of Community Investment and Infrastructure.

1.2.13. "**Official Records**" shall mean the official real estate records of the City and County of San Francisco, as maintained by the City's Recorder's Office.

1.2.14. "On-Site Requirement" is defined in Recital B.

1.2.15. "**Party**" means, individually or collectively as the context requires, the City and Developer (and, as Developer, any Transferee that is made a Party to this Agreement under the terms of an Assignment and Assumption Agreement). "**Parties**" shall have a correlative meaning.

1.2.16. "**Plan**" shall mean the Transbay Project Area Redevelopment Plan, Approved by Ordinance No. 124-05, Adopted by the Board of Supervisors on June 21, 2005 and Ordinance No. 99-06 adopted by the Board of Supervisors May 9, 2006, as amended from time to time.

1.2.17. "Planning Code" shall mean the San Francisco Planning Code.

1.2.18. "**Planning Commission**" or "**Commission**" shall mean the Planning Commission of the City and County of San Francisco.

1.2.19. "**Planning Department**" shall mean the Planning Department of the City and County of San Francisco.

1.3. Effective Date. This Agreement shall take effect upon the later of (i) the full execution of this Agreement by the Parties and (ii) the effective date of the Enacting Ordinance ("**Effective Date**"). The Effective Date is ______.

1.4. Term. The term of this Agreement shall commence upon the Effective Date and shall continue in full force and effect for the earlier of (i) Project completion (as evidenced by issuance of the Temporary Certificate of Occupancy) or (ii) ten (10) years after the effective date., unless extended or earlier terminated as provided herein ("**Term**"). Following expiration of the Term, this Agreement shall be deemed terminated and of no further force and effect except for any provisions which, by their express terms, survive the expiration or termination of this Agreement.

2. PROJECT CONTROLS AND VESTING

2.1. <u>Affordable Housing Fee; Impact Fees</u>.

2.1.1. During the term of this Agreement, Developer shall have the vested right to develop the Project Site in accordance with the Approvals, provided Developer shall pay the Affordable Housing Fee to OCII to fund OCII's obligation to fulfill the Transbay Affordable Housing Obligation on the earlier to occur of: (a) issuance of the temporary certificate of occupancy associated with the residential portions of the Project; or (b) on the date that is two years after the effective date of this Agreement (but only if the "first construction document," as defined in Section 401 of the Planning Code and Section 107A.13.1 of the Building Code, has been issued for the Project, nor shall any other provision of the San Francisco Municipal Code that conflicts with the fee collection and timing described in this Section 2.1.1. In addition, within thirty (30) days after the effective date of the Disposition and Development Agreement between OCII and Developer or an entity affiliated with Developer for Transbay Block 4, Developer shall submit to OCII an enforceable letter of credit on commercially reasonable terms for the full amount of the Affordable Housing Fee, substantially in the form attached to this Agreement as Exhibit ____.

2.1.2. Developer shall pay applicable Impact Fees and Exactions calculated on the basis of the schedule of fees published by the City for calendar year 2021. Planning Code Section 409(b), regarding annual escalation of Impact Fees and Exactions, shall not apply to the Project.

2.2. <u>Vested Rights</u>. The City, by entering into this Agreement, is limiting its future discretion with respect to Project approvals that are consistent with this Agreement during the Term. Consequently, the City shall not use its discretionary authority in considering any application to change the policy decisions reflected by the Agreement or otherwise to prevent or to delay development of the Project as set forth in the Agreement. Instead, implementing approvals that substantially conform to or implement the Agreement shall be issued by the City so long as they substantially comply with and conform to this Agreement. The City shall not use its discretionary authority to change the policy decisions reflected by this Agreement or to delay development of the Project as contemplated in this Agreement. The City shall take no action under this Agreement nor impose any condition on the Project that would conflict with this Agreement.

2.3. <u>Changes in Federal or State Laws</u>. If Federal or State Laws issued, enacted, promulgated, adopted, passed, approved, made, implemented, amended, or interpreted after the Effective Date have gone into effect and (i) preclude or prevent compliance with one or more provisions of this Agreement, or

(ii) materially and adversely affect Developer's or the City's rights, benefits or obligations, such provisions of this Agreement shall be modified or suspended as may be necessary to comply with such Federal or State Law. In such event, this Agreement shall be modified only to the extent necessary or required to comply with such Law. If any such changes in Federal or State Laws would materially and adversely affect the construction, development, use, operation or occupancy of the Project such that the Development becomes economically infeasible, then Developer shall notify the City and propose amendments or solutions that would maintain the benefit of the bargain (that is this Agreement) for both Parties.

2.4. <u>Changes to Development Agreement Statute</u>. This Agreement has been entered into in reliance upon the provisions of the Development Agreement Statute. No amendment of or addition to the Development Agreement Statute which would affect the interpretation or enforceability of this Agreement or increase the obligations or diminish the development rights of Developer hereunder, or increase the obligations or diminish the benefits to the City hereunder shall be applicable to this Agreement unless such amendment or addition is specifically required by Law or is mandated by a court of competent jurisdiction. If such amendment or change is permissive rather than mandatory, this Agreement shall not be affected.

2.5. <u>Taxes</u>. Nothing in this Agreement limits the City's ability to impose new or increased taxes or special assessments, or any equivalent or substitute tax or assessment.

3. DEVELOPER REPRESENTATIONS, WARRANTIES AND COVENANTS

3.1. <u>Interest of Developer; Due Organization and Standing</u>. Developer represents that it is the legal owner of the Project Site, and that all other persons with an ownership or security interest in the Project Site have consented to this Agreement. Developer is a Delaware limited liability company. Developer has all requisite power to own its property and authority to conduct its business as presently conducted. Developer has made all required state filings required to conduct business in the State of California and is in good standing in the State of California.

3.2. <u>No Conflict with Other Agreements; No Further Approvals; No Suits</u>. Developer warrants and represents that it is not a party to any other agreement that would conflict with 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.

3.3. <u>No Inability to Perform; Valid Execution</u>. 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.

3.4. <u>Conflict of Interest</u>. Through its execution of this Agreement, 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.

3.5. <u>Notification of Limitations on Contributions</u>. Through execution of this Agreement, 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 a contract as defined under Section 1.126 of the Campaign and Governmental Conduct Code until six (6) 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 contract. This 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.

3.6. <u>Other Documents</u>. No document furnished or to be furnished by Developer to the City in connection with this Agreement contains or will contain to Developer's knowledge any untrue statement of material fact or omits or will omit a material fact necessary to make the statements contained therein not misleading under the circumstances under which any such statement shall have been made.

3.7. <u>No Suspension or Debarment</u>. Neither Developer, nor any of its officers, have been suspended, disciplined or debarred by, or prohibited from contracting with, the U.S. General Services Administration or any federal, state or local governmental agency.

3.8. <u>No Bankruptcy</u>. Developer represents and warrants to City that Developer has neither filed nor is the subject of any filing of a petition under the federal bankruptcy law or any federal or state insolvency laws or laws for composition of indebtedness or for the reorganization of debtors, and, to the best of Developer's knowledge, no such filing is threatened.

3.9. <u>Taxes</u>. Without waiving any of its rights to seek administrative or judicial relief from such charges and levies, Developer shall pay and discharge all taxes, assessments and governmental charges or levies imposed on it or on its income or profits or on any of its property before the date on which penalties attach thereto, and all lawful claims which, if unpaid, would become a lien upon the Project Site.

3.10. <u>Notification</u>. Developer shall promptly notify City in writing of the occurrence of any event which might materially and adversely affect Developer or Developer's business, or that would make any of the representations and warranties herein untrue, or that would, with the giving of notice or passage of time over the Term, constitute a default under this Agreement.

3.11. <u>Nexus/Reasonable Relationship Waiver</u>. Developer consents to, and waives any rights it may have now or in the future, to challenge with respect to the Project, the legal validity of, the conditions, requirements, policies, or programs required by this Agreement, including, without limitation, any claim that they constitute an abuse of police power, violate substantive due process, deny equal protection of the laws, effect a taking of property without payment of just compensation, or impose an unlawful tax.

3.12. <u>Indemnification of City</u>. Developer shall Indemnify the City and OCII (each an "Indemnified Party") and the Indemnified Party's officers, agents and employees from and, if requested, shall defend them against any and all loss, cost, damage, injury, liability, and claims ("Losses") arising or resulting directly or indirectly from this Agreement and Developer's performance (or nonperformance) of this Agreement, regardless of the negligence of and regardless of whether liability without fault is imposed or sought to be imposed an Indemnified Party, except to the extent that such Indemnity is void or otherwise unenforceable under applicable law, and except to the extent such Loss is the result of the active negligence or willful misconduct of an Indemnified Party. The foregoing Indemnity shall include, without limitation, reasonable fees of attorneys, consultants and experts and related costs, and the Indemnified Party's cost of investigating any claims against the Indemnified Party. All Indemnifications set forth in this Agreement shall survive the expiration or termination of this Agreement.

3.13. Payment of Fees and Costs.

3.13.1. Developer shall pay to the City all City Costs (defined below) during the Term within thirty (30) days following receipt of a written invoice from the City. Each City Agency shall submit to the Planning Department or another City agency as designated by the Planning Department monthly or quarterly invoices for all City Costs incurred by the City Agency for reimbursement under this Agreement, and the Planning Department or its designee shall gather all such invoices so as to submit one City bill to Developer each month or quarter. To the extent that a City Agency fails to submit such invoices, then the Planning Department or its designee shall request and gather such billing information, and any City Cost that is not invoiced to Developer within eighteen (18) months from the date the City Cost was incurred shall not be recoverable. For purposes of this Agreement, "City Costs" means the actual and reasonable costs incurred by a City Agency or OCII in preparing, adopting or amending this Agreement, in performing its obligations or defending its actions under this Agreement or otherwise contemplated by this Agreement, as determined on a time and materials basis, including reasonable attorneys' fees and costs but excluding work, hearings, costs or other activities contemplated or covered by the standard fee(s) (i.e., processing fees) imposed by the City upon the submission of an application for a permit or approval, other than impact fees or exactions, in accordance with City practice on a Citywide basis.

3.13.2. The City shall not be required to process any requests for approval or take other actions under this Agreement during any period in which payments from Developer are past due. If such failure to make payment continues for a period of more than sixty (60) days following notice, it shall be a Default for which the City shall have all rights and remedies as set forth in Section 7.4.

3.14. <u>Mello-Roos Community Facilities District</u>. The Project shall be subject to the provisions of the proposed City and County of San Francisco Transbay Center District Plan [Mello-Roos] Community Facilities District No. 2014-1 (Transbay Transit Center) ("**CFD**"), once established, to help pay the costs of constructing the new Transbay Transit Center, the Downtown Rail Extension ("DTX"), and other improvements in the Transit Center District Plan area. The special tax rate has been established, as included in the CFD Rate and Method of Apportionment ("RMA") attached hereto as <u>Exhibit C</u>.

3.14.1. If the Project is not subject to a CFD that will help pay the costs of constructing the new Transbay Transit Center, the DTX, and other improvements in the Transit Center District Plan area on the date that a Final C of O is issued to the Developer, then the Developer will be required to pay to the City for transmittal to the TJPA, and retention by the City as applicable, of the estimated CFD taxes amount that would otherwise be due to the San Francisco Office of the Assessor-Recorder ("Assessor-Recorder") if the CFD had been established in accordance with the rates established in the RMA.

3.14.2. The "amount that would otherwise be due" under 3.14(i) above shall be based on the RMA attached hereto as <u>Exhibit C</u>, calculated as if the Project were subject to the RMA from the date of issuance of the Final C of O until the Project is subject to the CFD.

3.14.3. If the City proposes a CFD covering the Site, Developer agrees to cast its vote in favor of the CFD, provided that the tax rates are not greater than the Base Special Tax rates in the RMA attached as <u>Exhibit C</u> to this Agreement.

4. MUTUAL OBLIGATIONS

4.1. <u>Notice of Completion or Revocation</u>. Upon the Parties' completion of performance or revocation of this Agreement, a written statement acknowledging such completion or revocation, signed by the appropriate agents of City and Developer, shall be recorded in the Official Records.

4.2. <u>Estoppel Certificate</u>. Developer may, at any time, and from time to time, deliver written notice to the Planning Director requesting that the Planning Director certify in writing that to the best of his or her knowledge: (i) this Agreement is in full force and effect and a binding obligation of the Parties; (ii) this Agreement has not been amended or modified either orally or in writing, and if so amended or modified, identifying the amendments or modifications and stating their date and nature; (iii) Developer is not in default in the performance of its obligations under this Agreement, or if in default, describing therein the nature and amount of any such defaults; and (iv) the findings of the City with respect to the most recent annual review performed pursuant to <u>Section 9.2</u> below. The Planning Director shall execute

and return such certificate within forty-five (45) days following receipt of the request. Each Party acknowledges that any mortgagee with a mortgage on all or part of the Project Site, acting in good faith, may rely upon such a certificate. A certificate provided by the City establishing the status of this Agreement with respect to any lot or parcel shall be in recordable form and may be recorded with respect to the affected lot or parcel at the expense of the recording party. <u>Cooperation in the Event of Third-Party Challenge</u>.

4.3.1. In the event any legal action or proceeding is instituted challenging the validity of any provision of this Agreement, the Parties shall cooperate in defending against such challenge. The City shall promptly notify Developer of any Third-Party Challenge instituted against the City.

4.3.2. Developer shall assist and cooperate with the City at its own expense in connection with any Third-Party Challenge. The City Attorney's Office may use its own legal staff or outside counsel in connection with defense of the Third-Party Challenge, at the City Attorney's sole discretion. Developer shall reimburse the City for its actual costs in defense of the action or proceeding, including but not limited to the time and expenses of the City Attorney's Office and any consultants; *provided, however*, Developer shall have the right to receive monthly invoices for all such costs. Developer shall Indemnify the City from any other liability incurred by the City, its officers, and its employees as the result of any Third-Party Challenge, including any award to opposing counsel of attorneys' fees or costs, except where such award is the result of the willful misconduct of the City or its officers or employees. This section shall survive any judgment invalidating all or any part of this Agreement.

4.3.3. Affordable Housing Fee Challenge. The Parties agree that if a Third-Party Challenge is initiated regarding the validity or enforceability of this Agreement or, specifically of the Affordable Housing Fee, Developer shall not sell or lease the residential units designated for and required to complete the On-Site Requirements until the validity and enforceability of this Agreement, including payment of the Affordable Housing Fee, has been finally determined and upheld. If this Agreement or the Affordable Housing Fee is not upheld (on any final appeal), then Developer will satisfy the On-Site Requirements with the designated residential units.

4.4. <u>Good Faith and Fair Dealing</u>. The Parties shall cooperate with each other and act in good faith in complying with the provisions of this Agreement. In their course of performance under this Agreement, the Parties shall cooperate and shall undertake such actions as may be reasonably necessary to implement the Project as contemplated by this Agreement.

4.5. <u>Agreement to Cooperate: Other Necessary Acts</u>. The Parties agree to cooperate with one another to expeditiously implement the Project in accordance with this Agreement, and to undertake and complete all actions or proceedings reasonably necessary or appropriate to ensure that the objectives of the Agreement are fulfilled during the Term. Each Party shall use good faith efforts to take such further actions as may be reasonably necessary to carry out this Agreement, in accordance with the terms of this Agreement (and subject to all applicable laws) in order to provide and secure to each Party the full and complete enjoyment of its rights and privileges hereunder.

5. PERIODIC REVIEW OF DEVELOPER'S COMPLIANCE

5.1. <u>Annual Review</u>. Pursuant to Section 65865.1 of the Development Agreement Statute, at the beginning of the second week of each January following final adoption of this Agreement and for so long as the Agreement is in effect (the "**Annual Review Date**"), the Planning Director shall commence a review to ascertain whether Developer has, in good faith, complied with the Agreement. The failure to commence such review in January shall not waive the Planning Director's right to do so later in the calendar year. The Planning Director may elect to forego an annual review if no significant construction work occurred on the Project Site during that year, or if such review is otherwise not deemed necessary.

5.2. <u>Review Procedure</u>. In conducting the required initial and annual reviews of Developer's compliance with this Agreement, the Planning Director shall follow the process set forth in this Section.<u>Required Information from Developer</u>. Upon request by the Planning Director but not more than sixty (60) days and not less than forty-five (45) days before the Annual Review Date, Developer shall

provide a letter to the Planning Director confirming, with appropriate backup documentation, Developer's compliance with this Agreement for the preceding calendar year. The Planning Director shall post a copy of Developer's submittals on the Planning Department's website.

5.2.2. <u>City Compliance Review</u>. The Planning Director shall notify Developer in writing whether Developer has complied with the terms of this Agreement (the "City Report"), and post the City Report on the Planning Department's website. If the Planning Director finds Developer not in compliance with this Agreement, then the City may pursue available rights and remedies in accordance with this Agreement and Chapter 56. The City's failure to initiate or to timely complete the annual review shall not be a Default and shall not be deemed to be a waiver of the right to do so at a later date. All costs incurred by the City under this section shall be included in the City Costs.

6. AMENDMENT; TERMINATION; EXTENSION OF TERM

6.1. <u>Amendment or Termination</u>. Except as provided in <u>Section XX</u> (Changes in State and Federal Rules and Regulations) and <u>Section XXX</u> (Remedies), this Agreement may only be amended or terminated with the mutual written consent of the Parties. Except as provided in this Agreement to the contrary, the amendment or termination, and any required notice thereof, shall be accomplished in the manner provided in the Development Agreement Statute and Chapter 56.<u>Extension Due to Legal Action</u>, <u>Referendum</u>, or <u>Excusable Delay</u>. If any litigation is filed challenging this Agreement or the validity of this Agreement or any of its provisions and it directly or indirectly delays this Agreement, then the Term shall be extended for the number of days equal to the period starting from the commencement of the litigation or the suspension to the end of such litigation extension (a "Litigation Extension"). The Parties shall document the start and end of a Litigation Extension in writing within thirty (30) days from the applicable dates.

6.2.2. In the event of changes in State or Federal Laws or regulations, inclement weather, delays due to strikes, inability to obtain materials, civil commotion, war, acts of terrorism, fire, acts of God, litigation, lack of availability of commercially-reasonable project financing (as a general matter and not specifically tied to Developer), or other circumstances beyond the control of Developer and not proximately caused by the acts or omissions of Developer that substantially interfere with carrying out the obligations under this Agreement ("Excusable Delay"), the Parties agree to extend the time periods for performance, as such time periods have been agreed to by Developer, of Developer's obligations impacted by the Excusable Delay. In the event that an Excusable Delay occurs, Developer shall notify the City in writing of such occurrence and the manner in which such occurrence substantially interferes with the ability of Developer to perform under this Agreement. In the event of the occurrence of any such Excusable Delay, the time or times for performance of the obligations of Developer, will be extended for the period of the Excusable Delay if Developer cannot, through commercially reasonable and diligent efforts, make up for the Excusable Delay within the time period remaining before the applicable completion date; provided, however, within thirty (30) days after the beginning of any such Excusable Delay, Developer shall have first notified City of the cause or causes of such Excusable Delay and claimed an extension for the reasonably estimated period of the Excusable Delay. In the event that Developer stops any work as a result of an Excusable Delay, Developer must take commercially reasonable measures to ensure that the affected real property is returned to a safe condition and remains in a safe condition for the duration of the Excusable Delay.

6.2.3. The foregoing Section 6.2.2 notwithstanding, Developer may not seek to delay the payment of the Affordable Housing Fee as a result of an Excusable Delay related to the lack of availability of commercially reasonable project financing.

7. ENFORCEMENT OF AGREEMENT; REMEDIES FOR DEFAULT; DISPUTE RESOLUTION

7.1. <u>Enforcement</u>. The only Parties to this Agreement are the City and Developer. This Agreement is not intended, and shall not be construed, to benefit or be enforceable by any other person or entity whatsoever.

7.2. Default. For purposes of this Agreement, the following shall constitute an event of default (an "Event of Default") under this Agreement: (i) except as otherwise specified in this Agreement, the failure to make any payment within ninety (90) calendar days of when due; and (ii) the failure to perform or fulfill any other material term, provision, obligation, or covenant hereunder, including complying with all terms of the Conditions of Approval, attached hereto as Exhibit D, and the continuation of such failure for a period of thirty (30) calendar days following a written notice of default and demand for compliance (a "Notice of Default"); *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.

7.3. <u>Notice of Default</u>. Prior to the initiation of any action for relief specified in <u>Section XX</u> below, the Party claiming default shall deliver to the other Party a Notice of Default. The Notice of Default shall specify the reasons for the allegation of default with reasonable specificity. If the alleged defaulting Party disputes the allegations in the Notice of Default, then that Party, within twenty-one (21) calendar days of receipt of the Notice of Default, shall deliver to the other Party a notice of non-default which sets forth with specificity the reasons that a default has not occurred. The Parties shall meet to discuss resolution of the alleged default within thirty (30) calendar days of the delivery of the notice of non-default. If, after good faith negotiation, the Parties fail to resolve the alleged default within thirty (30) calendar days, then the Party alleging a default may (i) institute legal proceedings pursuant to <u>Section XX</u> to enforce the terms of this Agreement or (ii) send a written notice to terminate this Agreement pursuant to <u>Section XX</u>. The Parties may mutually agree in writing to extend the time periods set forth in this Section.<u>Remedies</u>.

7.4.1. <u>Specific Performance; Termination</u>. In the event of an Event of 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 (subject to the limitation on damages set forth in <u>Section XX</u> below). In the event of an Event of Default under this Agreement, and following a public hearing at the Board of Supervisors regarding such Event of Default and proposed termination, the non-defaulting Party may terminate this Agreement by sending a notice of termination to the other Party setting forth the basis for the termination. The Party alleging a material breach shall provide a notice of termination to the breaching Party, which notice of termination shall state the material breach. The Agreement will be considered terminated effective upon the date set forth in the notice of termination, which shall in no event be earlier than ninety (90) days following delivery of the notice. 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.

7.4.2. <u>Actual Damages</u>. Developer agrees that the City shall not be liable to Developer for damages under this Agreement, and the City agrees that Developer shall not be liable to the City for damages under this Agreement, and each covenants not to sue the other for or claim any damages under this Agreement and expressly waives its right to recover damages under this Agreement, except as follows: (1) the City shall have the right to recover actual damages only (and not consequential, punitive or special damages, each of which is hereby expressly waived) for (a) Developer's failure to pay sums to the City as and when due under this Agreement, but subject to any express conditions for such payment set forth in this Agreement, and (b) Developer's failure to make payment due under any Indemnity in this Agreement, and (2) either Party shall have the right to recover attorneys' fees and costs as set forth in <u>Section XX</u>, when awarded by an arbitrator or a court with jurisdiction. For purposes of the foregoing, "actual damages" shall mean the actual amount of the sum due and owing under this Agreement, with interest as provided by law, together with such judgment collection activities as may be ordered by the judgment, and no additional sums.

7.5. <u>Dispute Resolution</u>. The Parties recognize that disputes may arise from time to time regarding application to the Project. Accordingly, in addition and not by way of limitation to all other remedies available to the Parties under the terms of this Agreement, including legal action, the Parties agree to follow the dispute resolution procedure in Section XX that is designed to expedite the resolution of such disputes. If, from time to time, a dispute arises between the Parties relating to application to the Project the dispute shall initially be presented by Planning Department staff to the Planning Director, for

resolution. If the Planning Director decides the dispute to Developer's satisfaction, such decision shall be deemed to have resolved the matter. Nothing in this section shall limit the rights of the Parties to seek judicial relief in the event that they cannot resolve disputes through the above process.

7.6. Dispute Resolution Related to Changes in State and Federal Rules and Regulations. The Parties agree to the follow the dispute resolution procedure in this Section XX for disputes regarding the effect of changes to State and federal rules and regulations to the Project pursuant to Section XX. Good Faith Meet and Confer Requirement. The Parties shall make a good faith effort to resolve the dispute before non-binding arbitration. Within five (5) business days after a request to confer regarding an identified matter, representatives of the Parties who are vested with decision-making authority shall meet to resolve the dispute. If the Parties are unable to resolve the dispute at the meeting, the matter shall immediately be submitted to the arbitration process set forth in Section XX.

7.6.2. <u>Non-Binding Arbitration</u>. The Parties shall mutually agree on the selection of an arbiter at JAMS in San Francisco or other mutually agreed to Arbiter to serve for the purposes of this dispute. The arbiter appointed must meet the Arbiters' Qualifications. The "Arbiters' Qualifications" shall be defined as at least ten (10) years of experience in a real property professional capacity, such as a real estate appraiser, broker, real estate economist, or attorney, in the Bay Area. The disputing Party(ies) shall, within ten (10) business days after submittal of the dispute to non-binding arbitration, submit a brief with all supporting evidence to the arbiter with copies to all Parties. Evidence may include, but is not limited to, expert or consultant opinions, any form of graphic evidence, including photos, maps or graphs and any other evidence the Parties may choose to submit in their discretion to assist the arbiter in resolving the dispute. In either case, any interested Party may submit an additional brief within ten (10) business days after distribution of the initial brief. The arbiter thereafter shall hold a telephonic hearing and issue a decision in the matter promptly, but in any event within five (5) business days after the submittal of the last brief, unless the arbiter determines that further briefing is necessary, in which case the additional brief(s) addressing only those items or issues identified by the arbiter shall be submitted to the arbiter (with copies to all Parties) within five (5) business days after the arbiter's request, and thereafter the arbiter shall hold a telephonic hearing and issue a decision promptly but in any event not sooner than two (2) business days after submission of such additional briefs, and no later than thirty-two (32) business days after initiation of the non-binding arbitration. Each Party will give due consideration to the arbiter's decision before pursuing further legal action, which decision to pursue further legal action shall be made in each Party's sole and absolute discretion.

7.7. <u>Attorneys' Fees</u>. Should legal action be brought by either Party against the other for an Event of Default under this Agreement or to enforce any provision herein, the prevailing party in such action shall be entitled to recover its reasonable attorneys' fees and costs. For purposes of this Agreement, "reasonable attorneys' fees and costs" shall mean the fees and expenses of counsel to the Party, which may include printing, duplicating and other expenses, air freight charges, hiring of experts, and fees billed for law clerks, paralegals, librarians and others not admitted to the bar but performing services under the supervision of an attorney. The term "reasonable attorneys' fees and costs" shall also include, without limitation, all such fees and expenses incurred with respect to appeals, mediation, arbitrations, and bankruptcy proceedings, and whether or not any action is brought with respect to the matter for which such fees and costs were incurred. For the purposes of this Agreement, the reasonable fees of attorneys of City Attorney's Office shall be based on the fees regularly charged by private attorneys with the equivalent number of years of experience in the subject matter area of the law for which the City Attorney's Office's services were rendered who practice in the City of San Francisco in law firms with approximately the same number of attorneys as employed by the City Attorney's Office.

7.8. <u>No Waiver</u>. Failure or delay in giving a Notice of Default shall not constitute a waiver of such Event of Default, nor shall it change the time of such Event 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 Event of Default shall not operate as a waiver of any Event of 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.

7.9. <u>Future Changes to Existing Standards</u>. Pursuant to Section 65865.4 of the Development Agreement Statute, unless this Agreement is terminated by mutual agreement of the Parties or terminated for default as set forth in <u>Section XX</u>, either Party may enforce this Agreement notwithstanding any change in any applicable general or specific plan, zoning, subdivision, or building regulation adopted by the City or the voters by initiative or referendum (excluding any initiative or referendum that successfully defeats the enforceability or effectiveness of this Agreement itself).

7.10. Joint and Several Liability. If Developer consists of more than one person or entity with respect to any real property within the Project Site or any obligation under this Agreement, then the obligations of each such person and/or entity shall be joint and several.

8. MISCELLANEOUS PROVISIONS

8.1. <u>Entire Agreement</u>. 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.

8.2. <u>Binding Covenants; Run With the Land</u>. Pursuant to Section 65868 of the Development Agreement Statute, 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, subject to <u>Article XX</u> above, their respective heirs, successors (by merger, consolidation, or otherwise) and assigns, and all persons or entities acquiring the Project Site, 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. All provisions of this Agreement shall be enforceable during the Term 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.

8.3. 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. 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 or to this Agreement shall be deemed to refer to the Agreement as amended from time to time pursuant to the provisions of the Agreement, whether or not the particular reference refers to such possible amendment. Project Is a Private Undertaking; No Joint Venture or Partnership.

8.5.1. The Project is a private development and no portion shall be deemed a public work. The City has no interest in, responsibility for, or duty to third persons concerning the Project. Developer shall exercise full dominion and control over the Project Site, subject only to the limitations and obligations of Developer contained in this Agreement.

8.5.2. 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 Developer. Neither Party is acting as the agent of the other Party in any respect hereunder. Developer is not a state or governmental actor with respect to any activity conducted by Developer hereunder.

8.6. <u>Recordation</u>. Pursuant to Section 65868.5 of the Development Agreement Statute, the clerk of the Board shall cause a copy of this Agreement or any amendment thereto to be recorded in the

Official Records within ten (10) business days after the Effective Date of this Agreement or any amendment thereto, as applicable, with costs to be borne by Developer.

8.7. <u>Obligations Not Dischargeable in Bankruptcy</u>. Developer's obligations under this Agreement are not dischargeable in bankruptcy.<u>Signature in Counterparts</u>. 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.

8.9. <u>Time of the Essence</u>. Time is of the essence in the performance of each and every covenant and obligation to be performed by the Parties under this Agreement.

8.10. <u>Notices</u>. 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:

Rich Hillis Director of Planning San Francisco Planning Department 1650 Mission Street, Suite 400 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, California 94102

To Developer:

Parcel F Owner, LLC c/o Hines 101 California Street, Suite 1000 San Francisco, CA 94111 Attn: Cameron Falconer Telephone: (415) 982-6200

with a copy to:

Charles J. Higley, Esq. Farella Braun + Martel LLP 235 Montgomery Street, 17th Floor San Francisco, California, 94104

8.11. Limitations on Actions. Pursuant to Section 56.19 of the Administrative Code, any decision of the Board of Supervisors made pursuant to Chapter 56 shall be final. Any court action or proceeding to attack, review, set aside, void, or annul any final decision or determination by the Board shall be commenced within ninety (90) days after such decision or determination is final and effective. Any court action or proceeding to attack, review, set aside, void or annul any final decision by (i) the Planning Director made pursuant to Administrative Code Section 56.15(d)(3) or (ii) the Planning Commission pursuant to Administrative Code Section 56.17(e) shall be commenced within ninety (90) days after said decision is final. 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, or if any such term, provision, covenant, or condition does not become effective until the approval of any Non-City Responsible Agency, 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. Notwithstanding the foregoing, the Developer and the City agree that the Agreement will terminate and be on no force or effect if Section 2.1 herein is found invalid, void or unenforceable.

8.13. <u>Sunshine</u>. Developer understands and agrees that under the City's Sunshine Ordinance (Administrative Code, Chapter 67) and the California Public Records Act (California Government 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. To the extent that Developer in good faith believes that any financial materials reasonably requested by the City constitutes a trade secret or confidential proprietary information protected from disclosure under the Sunshine Ordinance and other applicable laws, Developer shall mark any such materials as such, . When a City official or employee receives a request for information that has been so marked or designated, the City may request further evidence or explanation from Developer. If the City determines that the information does not constitute a trade secret or proprietary information protected from disclosure, the City shall notify Developer of that conclusion and that the information will be released by a specified date in order to provide Developer an opportunity to obtain a court order prohibiting disclosure.

8.14. <u>OCII an Intended Third Party Beneficiary</u>. OCII is an express third party beneficiary of this Agreement and shall be entitled to enforce the provisions of this Agreement as if it were a party hereto.

[Remainder of Page Intentionally Blank;

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:_____

Director of Planning

Approved as to form: Dennis J. Herrera, City Attorney

By:___

Heidi J. Gewertz Deputy City Attorney

Approved on _____ Board of Supervisors Ordinance No. _____

DEVELOPER

Parcel F Owner, LLC, a Delaware limited liability company

By: _____

Name: _____

Title: _____

DRAFT FOR NEGOTIATION PURPOSES ONLY - SUBJECT TO CHANGE

EXHIBIT

Exhibit Test START HERE

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LEGISLATIVE DIGEST

[Development Agreement - Parcel F Owner, LLC - 542-550 Howard Street Transbay Redevelopment Project Area]

Ordinance approving a Development Agreement between the City and County of San Francisco and Parcel F Owner, LLC, for certain real property, known as 542-550 Howard Street (Assessor's Parcel Block No. 3721, Lot Nos. 016, 135, 136, and 138, also known as Transbay Parcel F), located in the Transbay Redevelopment Project Area, consisting of four parcels located on the north side of Howard Street, between 1st and 2nd Streets; waiving certain provisions of Administrative Code, Chapter 56; adopting findings under the California Environmental Quality Act; and making findings of conformity with the General Plan, and the eight priority policies of Planning Code, Section 101.1(b), and findings of public necessity, convenience, and general welfare under Planning Code, Section 302.

Existing Law

California Government Code section 65864 *et seq.* (the "Development Agreement Statute") and Chapter 56 of the San Francisco Administrative Code ("Chapter 56") authorize the City to enter into a development agreement regarding the development of real property.

Amendments to Current Law

The proposed ordinance, if adopted, would result in the approval of the proposed development agreement (the "Development Agreement") with Parcel F Owner, LLC ("Developer") in accordance with the Development Agreement Statute and Chapter 56. The Development Agreement would provide to Developer the vested right to develop the Project Site as described in the Development Agreement consistent with Existing Requirements and a variation from the Transbay Redevelopment Project Area (the "Project Area") Plan's and City Planning Code's On-Site Affordable Housing Requirement (the "On-Site Requirement"). There are no proposed amendments to current law.

Background Information

Under the Development Agreement, the Developer shall have the vested right to develop the Project Site in accordance with the Existing Requirements, provided that the Developer contributes to the Office of Community Investment and Infrastructure ("OCII") an amount that is equal to one hundred fifty percent (150%) of the inclusionary housing fee that Section 415.5 of the Planning Code would otherwise require if the Project were not subject to the On-Site Requirement (based on the published fee schedule applicable to calendar year 2021) toward the development of affordable housing in the Project Area, which amount is significantly higher than the amount of the affordable housing fee that would be permitted under the City's

BOARD OF SUPERVISORS

Inclusionary Affordable Housing Program if the Project were located outside of the Project Area.

By separate legislation, the Board, acting in its capacity as the legislative body to OCII (also known as the Successor Agency to the former Redevelopment Agency of the City and County of San Francisco), is considering, in furtherance of the proposed project, approving provisions of a variation decision by the Commission on Community Investment and Infrastructure modifying the On-Site Affordable Housing Requirement for the Project Site.

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FILE NO. 201386

ORDINANCE NO.

1	[Development Agreement - Parcel F Owner, LLC - 542-550 Howard Street Transbay Redevelopment Project Area]	
2		
3	Ordinance approving a Development Agreement between the City and County of San	
4	Francisco a	and Parcel F Owner, LLC, for certain real property, known as 542-550
5	Howard Str	eet (Assessor's Parcel Block No. 3721, Lot Nos. 016, 135, 136, and 138, also
6	known as Transbay Parcel F), located in the Transbay Redevelopment Project Area,	
7	consisting	of four parcels located on the north side of Howard Street, between 1st and
8	2nd Streets	s; waiving certain provisions of Administrative Code, Chapter 56; adopting
9	findings ur	ider the California Environmental Quality Act; and making findings of
10	conformity	with the General Plan, and the eight priority policies of Planning Code,
11	Section 10 [°]	1.1(b), and findings of public necessity, convenience, and general welfare
12	under Plan	ning Code, Section 302.
13	NOT	E: Unchanged Code text and uncodified text are in plain Arial font. Additions to Codes are in <i>single-underline italics Times New Roman font</i> .
14		Deletions to Codes are in <u>strikethrough italics Times New Roman font</u> . Board amendment additions are in <u>double-underlined Arial font</u> .
15		Board amendment deletions are in strikethrough Arial font.
16		Asterisks (* * * *) indicate the omission of unchanged Code subsections or parts of tables.
17	Be it	ordained by the People of the City and County of San Francisco:
18		
19	Section 1. Project Findings.	
20	The I	Board of Supervisors makes the following findings:
21	(a)	California Government Code Sections 65864 et seq. authorizes any city, county,
22	or city and county to enter into an agreement for the development of real property within its	
23	respective jurisdiction.	
24	(b)	Administrative Code Chapter 56 ("Chapter 56") sets forth certain procedures for
25	the process	ing and approval of development agreements in the City and County of San

1 Francisco (the "City").

(c) Parcel F Owner, LLC, a Delaware limited liability company (the "Developer"), is
the owner of that certain real property located at 542-550 Howard Street (Assessor's Parcel
Block No. 3721, Lots 016, 135, 136, and 138, also known as Transbay Parcel F), which is an
irregularly shaped property formed by four parcels measuring a total of approximately 32,229
square feet, located on the north side of Howard Street, between 1st and 2nd Streets in the
Transbay Redevelopment Project Area (the "Project Site").

8 (d) On January 9, 2020, the Planning Commission approved Resolutions 20613 and 9 20614, and Motions 20615, 20616, 20617, 20618; and on June 5, 2020, the Zoning 10 Administrator issued a variance decision (collectively, the "Approvals"). The Approvals approved a project on the Project Site that would construct a new 61-story mixed use building 11 12 reaching a height of approximately 750 feet (approximately 800 feet including rooftop 13 screen/mechanical equipment), and including 165 dwelling units, 189 hotel rooms, 275,674 gross square feet of office use floor area, approximately 9,000 square feet of retail space, 14 15 approximately 20,000 square feet of open space, 178 Class 1 and 34 Class 2 bicycle parking 16 spaces, and four below-grade levels to accommodate up to 183 vehicle parking spaces for the 17 residential, hotel, and office uses (the "Project"). The Project also includes a bridge to the 18 future elevated City Park situated on top of the Transbay Transit Center. The Approvals are on file with the Planning Department, located at 49 South Van Ness, Suite 1400, San 19 Francisco, CA 94103. 20

(e) On ______, 2020, the Developer filed a request with the Office of
Community Investment and Infrastructure ("OCII") for a Plan Variation pursuant to Section
3.5.5 of the Transbay Project Area Redevelopment Plan (the "Plan") for a variation from the
on-site affordable housing requirements of Section 4.9.3 of the Plan (the "Plan's Inclusionary
Housing Obligation") as well as a request to the City's Planning Department for a waiver of

Sections 249.28(b)(6)(B), 249.28(b)(6)(C), 402, 409, and 415 et seq. of the Planning Code
 (the "Requested Variations from On-Site Affordable Housing").

- (f) The Developer has submitted the Requested Variations from On-Site Affordable
 Housing in exchange for a payment to OCII to be used to fund development of affordable
 housing within the Project Area, all as further described in the proposed development
 agreement (the "Development Agreement"), a copy of which is on file with the Clerk of the
 Board of Supervisors in File No. ______ and incorporated herein by reference.
- 8 (g) Because the City is entering into a Development Agreement with the Developer
 9 addressing, among other issues, the amount of the Developer's affordable housing
 10 contribution, the Project is consistent with Charter Section 16.110(h)(1)(B)(i) (adopted as part
 11 of the Housing Trust Fund, Proposition C, November 6, 2012).
- 12 (h) The City has determined that as a result of the development of the Project Site 13 in accordance with the Development Agreement, clear benefits to the public will accrue that 14 could not be obtained through application of existing City ordinances, regulations, and 15 policies, as more particularly described in the Development Agreement. Specifically, the Development Agreement will provide a housing contribution that will significantly exceed the 16 17 amount required for similar projects in the City, and that will provide OCII with the ability to 18 subsidize permanently affordable housing units within the Transbay Redevelopment Project 19 Area.
- (i) On ______, 20__, at a duly noticed public hearing, the Commission
 on Community Investment and Infrastructure ("CCII"), as the Commission to the OCII, in
 Resolution No. ______, conditionally approved the Developer's requested Plan
 Variation and the change to the Plan's Inclusionary Housing Obligation because of the
 infeasibility of maintaining affordable units in the Project and the payment to OCII for
 affordable housing. Said Resolution is on file with the Clerk of the Board of Supervisors in File

1 No. and is incorporated herein by reference. Under Section 6(a) of 2 Ordinance No. 215-12, the Board of Supervisors delegated certain authority under the 3 Redevelopment Dissolution Law, California Health and Safety Code, Sections 34170 et seq., to the CCII, but required that it not materially change its affordable housing obligations without 4 5 obtaining the approval of the Board of Supervisors. Given that the CCII's conditional approval 6 of the Plan Variation potentially removes the on-site affordable housing requirements of 7 Section 4.9.3 of the Plan from the Project, the Board of Supervisors, acting as the legislative 8 body for OCII, must approve the change to the Plan's Inclusionary Housing Obligation. A copy 9 of Ordinance No. 215-12 is on file with the Clerk of the Board of Supervisors in File No.

10

(j) The Board of Supervisors, acting in its capacity as the legislative body for the 11 12 CCII, has reviewed the basis for CCII's conditional approval of the Plan Variation and has 13 determined that the changes to the Plan's Inclusionary Housing Obligation will comply with, 14 and facilitate the fulfillment of, OCII's affordable housing obligations by significantly increasing 15 the amount of affordable housing that would otherwise be available at the Project under the Plan's Inclusionary Housing Obligation. Accordingly, on ______, 20__, at a duly 16 17 noticed public hearing, the Board of Supervisors, acting as the legislative body for the CCII, approved, by Resolution No. , the change to the Plan's Inclusionary Housing 18 Obligation. Said Resolution is on file with the Clerk of the Board in File No. 19 20 and is incorporated herein by reference.

(k) On ______, 20__, at a duly noticed public hearing, the Planning
Commission approved Resolution No. ______ recommending to the Board of
Supervisors that it approve certain changes to the Zoning Map, Height Map, and Planning
Code (the "Companion Rezoning Legislation) that would accommodate the project design and
allow the Developer to make an in-lieu payment for affordable housing instead of constructing

1 affordable housing on-site. In addition, the Planning Commission, as part of Resolution No. 2 , adopted findings that the Companion Rezoning Legislation is, on balance, 3 consistent with the General Plan and the eight priority policies of Planning Code Section 101.1 and adopted findings under Planning Code Section 302 that the Companion Rezoning 4 Legislation will serve the public necessity, convenience, and general welfare. The Companion 5 Rezoning Legislation is on file with the Clerk of the Board in File No. _____ and 6 7 incorporated herein by reference. 8 9 Section 2. California Environmental Quality Act Findings. The Planning Commission in Resolution No. also adopted 10 environmental findings under the California Environmental Quality Act ("CEQA"), that the 11 12 Project satisfied all the requirements of CEQA. In the Companion Rezoning Legislation, a 13 copy of which is on file with the Clerk of the Board of Supervisors in File No. and incorporated herein by reference, the Board of Supervisors adopted the Planning 14 15 Commission environmental findings as its own. For purposes of thisordinance, the Board of Supervisors adopts those environmental findings from the Companion Rezoning Legislation 16 as if fully set forth herein. 17 18 Section 3. Public Necessity, General Plan, and Planning Code Section 101.1(b) 19 20 Findings. 21 The Board of Supervisors finds that the Development Agreement, will serve the (a) 22 public necessity, convenience, and general welfare in accordance with Planning Code Section 23 302 for the reasons set forth in Planning Commission Resolution No. ______. In 24 Resolution No. , the Planning Commission also recommended that the Board of Supervisors adopt the Development Agreement. Said Resolution is on file with the Clerk of 25

the Board of Supervisors in File No. ______ and is incorporated herein by reference.
(b) The Board of Supervisors finds that the Development Agreement is, on balance,
in conformity with the General Plan and the eight priority policies of Planning Code, Section
101.1 for the reasons set forth in Planning Commission Resolution No. ______. The
Board hereby adopts the findings set forth in Planning Commission Resolution No.
______ as its own.

7

8

Section 4. Approval of Development Agreement.

9 (a) The Board of Supervisors approves all of the terms and conditions of the
10 Development Agreement, in substantially the form on file with the Clerk of the Board of
11 Supervisors in File No. ______.

12 The Board of Supervisors approves and authorizes the execution, delivery, and (b) 13 performance by the City of the Development Agreement, subject to the Developer's payment 14 of all City costs with respect to the Development Agreement. Upon receipt of the payment of 15 City's costs billed to the Developer, the Director of Planning is authorized to execute and deliver the Development Agreement, and the Director of Planning and other applicable City 16 17 officials are authorized to take all actions reasonably necessary or prudent to perform the 18 City's obligations under the Development Agreement in accordance with the terms of the 19 Development Agreement and Chapter 56, as applicable. The Director of Planning, at the 20 Director's discretion and in consultation with the City Attorney, is authorized to enter into any 21 additions, amendments, or other modifications to the Development Agreement that the 22 Director of Planning determines are in the best interests of the City and that do not materially 23 increase the obligations or liabilities of the City or materially decrease the benefits to the City 24 under the Development Agreement, subject to the approval of any affected City agency as 25 more particularly described in the Development Agreement.

1	Section 5. Administrative Code Chapter 56 Waivers.		
2	In connection with the Development Agreement, the Board of Supervisors finds that the		
3	requirements of Administrative Code, Chapter 56 have been substantially complied with, and		
4	hereby waives any procedural or other requirements of Chapter 56 if and to the extent that		
5	they have not been complied with.		
6			
7	Section 6. Ratification of City Officials' Acts.		
8	All actions taken by City officials in preparing and submitting the Development		
9	Agreement to the Board of Supervisors for review and consideration are hereby ratified and		
10	confirmed, and the Board of Supervisors hereby authorizes all subsequent action to be taken		
11	by City officials consistent with this ordinance.		
12			
13	Section 7. Effective and Operative Dates.		
14	This ordinance shall become effective 30 days after enactment. Enactment occurs		
15	when the Mayor signs the ordinance, the Mayor returns the ordinance unsigned or does not		
16	sign the ordinance within ten days of receiving it, or the Board of Supervisor's overrides the		
17	Mayor's veto of the ordinance; provided, that this ordinance shall not become operative if the		
18	Companion Rezoning Legislation is not approved.		
19			
20	APPROVED AS TO FORM:		
21	DENNIS J. HERRERA, City Attorney		
22	By: <u>/s/ HEIDI J. GEWERTZ</u>		
23	HEIDI J. GEWERTZ Deputy City Attorney		
24	n:\legana\as2020\1900166\01500519.docx		
25			

Exhibit D:

Development Agreement Application, Director's Report on Development Agreement Negotiations



CHARLES J. HIGLEY cjhigley@fbm.com D 415.954.4942

January 6, 2021

Via E-Mail & U.S. Mail

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December 17, 2020

By Email

Office of Community Investment and Infrastructure ("*OCII*") Attn: Sally Oerth, Interim Executive Director 1 South Van Ness Avenue, 5th Floor San Francisco, CA 94103

Re: Request for Variation, 542-550 Howard Street, Transbay Redevelopment Area Parcel F, San Francisco, CA Block 3721/Lots 16, 135, 136, 138

Dear Director Oerth:

This request for a variation from the Transbay Redevelopment Plan (the "*Plan*") amends and restates our previous request, dated June 28, 2018. Parcel F Owner LLC (the "*Sponsor*") owns the property at 542-550 Howard Street ("*Parcel F*"), located within Zone 2 of the Transbay Redevelopment Project Area (together with Zone 1, the "*Plan Area*"), which is subject to requirements of the Plan and Planning Code that all housing developments within the Plan Area provide on-site affordable housing. Redevelopment Plan, § 4.9.3. (the "On-Site Requirement"). The Sponsor has submitted development applications to the San Francisco Planning Department for a 62-story mixed use tower on Parcel F, with a 9 floor hotel, 15 office floors, 7 floors of shared amenities and retail spaces, and 165 residential "for-sale" condominiums (collectively, the "*Project*").

Pursuant to section 3.5.5 of the Plan, the Sponsor hereby requests a variation from the On-Site Requirement whereby the Sponsor would instead pay to OCII an amount equal to one hundred fifty percent (150%) of the inclusionary housing fee that Section 415.5 of the Planning Code would otherwise require if the Project were not subject to the On-Site Requirement. As you know, the Sponsor has been negotiating diligently with OCII regarding development of Transbay Block 4, in Zone 1 of the Plan Area. Per our recent discussions, there is a preference for the Parcel F payment described above to be used to support the development of 192 units of high-quality affordable housing in the mid-rise (100% affordable) component of the proposed Block 4 project.

As discussed in greater detail, below, the Sponsor seeks the variation described in this letter because providing on-site, for-sale BMR units on Parcel F would create practical difficulties for maintaining the long-term affordability of the units, leading to undue hardship for the Project Sponsor, the Project's homeowners' association ("*HOA*"), and the BMR unit owners themselves. HOA fees for luxury view condominiums in similar developments are prohibitively high for low-and moderate-income households. In addition, these high HOA dues will inevitably increase over time, making it difficult or impossible for low- and moderate-income households in the Project to afford to remain in their units. The Project Sponsor's payment would fund new rental

Page 2

units that will remain permanently affordable to low- and middle-income households, and will therefore better fulfill the Plan's objectives and state law requirements to create affordable housing in the Plan Area.

Redevelopment Plan Provides for Variation

Pursuant to section 3.5.5 of the Plan, OCII may grant a variation from the Plan, the Development Controls and Design Guidelines, or the Planning Code if strict enforcement would result in practical difficulties for the development creating undue hardship for the property owner. OCII may grant variations only if there are unique physical constraints or other extraordinary circumstances applicable to the property. Any variation granted must be in harmony with the Plan and not materially detrimental to the public welfare or neighboring property or improvements.

Challenges for Long-Term Affordability of On-Site BMR Units

The Project will be the first building in San Francisco to include a mix of hotel, offices, and residential units in the same high-rise building, with the residential units occupying Floors 34 to 61. When it is completed, the 800-foot tower will be one of the tallest buildings in San Francisco, taking up a prominent position in the City's skyline. In addition, the Project will include unique and desirable public amenities, including a public pedestrian way connecting Howard Street to the new Transbay Transit Center, a pedestrian bridge providing public access to the Transit Center's new rooftop park, and a public elevator connecting Natoma Street to the pedestrian bridge.

Due to the extraordinary nature of the Project, maintaining the long-term affordability of the onsite BMR units as envisioned by the Plan would create practical difficulties that would prevent the administration of a successful affordable housing program. The residential condominium units within the Project will be assessed extremely high HOA fees, in excess of \$2,500 per month.¹ The high HOA fees are the product of a variety of factors, including expensive building maintenance for residential units at the top of a downtown high-rise building, property taxes (including Transbay Community Facilities District special taxes) for common areas, and significant costs for providing services and amenities for the building residents.

Although the initial price of the BMR units could potentially be adjusted to reflect the cost of the HOA fees, after completion of the Project, the HOA may raise fees at any time without regard to the effect on the BMR units and unit-owners. In addition to the already very high regular, monthly assessments for ongoing maintenance, taxes, and services, the HOA can also be

¹ For context, the HOA fees for residences at 181 Fremont, a Transbay project with a comparable residential program, range from approximately \$2600/month for smaller units (studio, one bedroom), up to \$4500 for larger units. For rough comparison, MOHCD currently sets permitted housing costs for 100% AMI residents at \$2382 for a one bedroom. For 60% AMI residents, MOHCD sets permitted housing costs for a one bedroom at \$1,357.

Page 3

expected, from time to time, to levy "special assessments" to pay for one-time costs, like major renovations, replacements and repairs. State law requires, generally, that HOA fees must be allocated equally among all of the units subject to the assessments. *See* 10 CCR 2792.16(a). Note, increases in HOA fees will be beyond the control of the Sponsor, since the HOA will be made up of the owners of all the units in the Project, a majority of whom will be owners of the Project's market-rate luxury view units. Thus, it is simply not feasible for a BMR unit owner to be protected, over time, from increases in regular and special HOA assessments.

Because of the infeasibility of keeping up with payment of HOA fees, BMR unit owners can be expected either to sell (or attempt to sell) the units to other qualifying buyers, or worse, default on their obligations to the HOA and potentially be *forced* to sell their units to pay for past due HOA fees. In both scenarios, the cost of the restricted affordable unit with high HOA fees will be assumed by either the subsequent income-eligible buyer or by the Mayor's Office of Housing and Community Development ("*MOHCD*"), the City agency that administers the BMR program. The potential increase in turnover of the units would destabilize ownership and occupancy of the BMR units within the Project and create an undue hardship for the Sponsor, the HOA, MOHCD, and future owners of the BMR units.

Variation to Allow Payment to OCII to Fund Affordable Housing

The Sponsor proposes that the obligation to provide on-site BMR units for the Project be fulfilled instead by making payment to OCII in an amount to be approved by OCII and the San Francisco Board of Supervisors. The Sponsor's payment would be used by OCII to fund affordable housing in Zone 1 of the Plan Area. Per the Sponsor's discussions with OCII staff, there would be preference for the payment to be used to support the development of 192 units of high-quality affordable housing in the mid-rise component of the proposed Transbay Block 4 project.

Consistent with Goals and Objectives of the Plan

The variation is consistent with the Plan's goal of creating a new downtown neighborhood, and supports the Plan's objective of creating a mixture of housing types to attract a diverse residential population, including families and people of all income levels. As a result of the practical difficulties described above, if the Project were to provide on-site BMR units, the great likelihood is that those units would remain unoccupied for substantial amounts of time, due to the inability of low-and middle-income homeowners to purchase or fund the ongoing costs of ownership, and the resulting high turn-over. The variation, however, would allow OCII to fund permanently affordable rental projects within the Plan Area that do not present the same challenges with the HOA. The stability created by this approach will achieve the objective of attracting (and retaining) low- and moderate-income residents to the new neighborhood in the nearby surrounding Plan Area. In addition, the variation will have no detrimental impact to the public welfare or neighboring property or improvements. To the contrary, the variation will enhance the public welfare by facilitating the development of a stable, vibrant neighborhood with a range of housing options and opportunities.

Page 4

Conclusion

A variation will allow the Sponsor to deliver the Project in a way that satisfies the many goals and objectives of the Plan, including the goals of fostering a new Transbay neighborhood and providing affordable housing for the longest feasible time. *See* Health & Safety Code Section 33334.3(1). Accordingly, the Sponsor is committed to working with OCII to provide affordable housing that will actually serve the needs of low- and moderate-income residents, rather than set them (and the Project) up for greater hardship. The need for affordable housing in San Francisco is too great to waste resources on an on-site approach that is bound to fail. Thank you for your consideration, and we look forward to working with OCII on this important matter.

Sincerely,

PARCEL F OWNER LLC, a Delaware limited liability company

By: Cameron Falconer Its: Authorized Signatory 32115\13799884.1





Date:	January 11, 2021
То:	Members of the San Francisco Board of Supervisors
	Members of the San Francisco Planning Commission
From:	Rich Hillis, Planning Director
RE:	542-550 Howard Street (Transbay Parcel F) Development Agreement
	Summary of the draft agreement and negotiations

Chapter 56 of the San Francisco Administrative Code sets forth the procedure by which any request for a Development Agreement (DA) will be processed and approved by the City and County of San Francisco. Administrative Code Section 56.10(a) states that the Planning Director shall prepare a report on DA negotiations between the applicant and the City, and that report must be disclosed to the Planning Commission and the Board of Supervisors no later than 20 days prior to the first hearing on the DA. The report must also be made available for public review.

The report must include, for each negotiation session between the applicant and the City: (1) attendance list; (2) summary of the topics discussed; and (3) a notation as to any terms and conditions of the DA agreed upon between the applicant and the City.

Below is the Planning Director's report on the negotiation sessions for the DA between Parcel F Owner, LLC (Developer) and the city, written in accordance with San Francisco Administrative Code Section 56.10(a). If you have any questions or concerns, please contact Planning Department staff, Nicholas Foster at (628) 652-7330 or nicholas.foster@sfgov.org.





Date:	January 11, 2021
То:	Members of the San Francisco Board of Supervisors
	Members of the San Francisco Planning Commission
From:	Rich Hillis, Planning Director
RE:	542-550 Howard Street (Transbay Parcel F) Development Agreement
	Summary of the draft agreement and negotiations

Director's Report Regarding 542-550 Howard Street (Transbay Parcel F) Development Agreement Negotiations.

1. Introduction

Chapter 56 of the San Francisco Administrative Code sets forth the procedure by which any request for a Development Agreement (DA) will be processed and approved by the City and County of San Francisco. This report is being written in accordance with San Francisco Administrative Code Section 56.10(a).

Parcel F Owner, LLC is the owner of a site bounded by Howard Street to the south and Natoma Street to the north, on four contiguous lots (Lots 016, 135, 136, and 137) within Assessor's Block 3721. The project proposes the construction of a new 61-story mixed-use building reaching a height of approximately 750 feet (approximately 800 feet inclusive of rooftop screen/mechanical equipment). The project would include 165 dwelling units, 189 hotel rooms, 275,674 square feet of office use f loor area, approximately 9,000 square feet of retail space, approximately 20,000 square feet of open space, 178 Class 1 and 34 Class 2 bicycle parking spaces, and four below-grade levels that would accommodate up to 183 vehicle parking spaces provided for the residential, hotel, and office uses. The project also would construct a pedestrian bridge providing public access to Salesforce Park located on the roof of the Transbay Transit Center.

Parcel F Owner, LLC filed an application with the City's Department of Planning for approval of a Development Agreement for the Project Site under Administrative Code Chapter 56. Parcel F Owner, LLC also filed applications with the Planning Department for: (1) General Plan Amendment under Section 340; (2) Planning Code Text and Zoning Map Amendments under Section 302; (3) Downtown Project Authorization with requests for exceptions to the Planning Code under Section 309; (4) Conditional Use Authorization to establish a hotel use, under to Section 303; (5) Office Allocation, under to Section 321; (6) Adoption of shadow findings, under Section 295; (7) Variances under Section 305 for Parking and Loading Entrance Width per Section 145, Active Street Frontages per Section 145.1, Vehicular Ingress and Egress on Natoma Street per Section 155; and location of Bicycle Parking per Section 155; (8) Transportation Demand Management Application, under Planning Code Section 169; and (9) General Plan Referral for improvements within public rights-of-way, under the San Francisco Administrative Code.

2. Developer Agreement Negotiations

The City's Planning Department and Mayor's Office of Economic and Workforce Development ("OEWD") have negotiated a Development Agreement for the Project. The parties began negotiations in 2020. Copies of the

drafts of the Development Agreement that were exchanged between the parties can be found in the file of the City Department of Planning at 49 South Van Ness Avenue, Suite 1400. These exchanged drafts reflect the items under negotiation throughout the process. Without limiting the foregoing, we note that the negotiations between the parties included the following meetings:

- 1) <u>November 6, 2020.</u> Meeting to discuss the affordable housing fee for the Development Agreement. Attendees included Cameron Falconer (Hines), Daniel Esdorn (Hines), Christopher Collins (Urban Pacific SF), Boe Hayward (Lighthouse Public Affairs), Anne Taupier (OEWD), and Leigh Lutenski (OEWD). No agreements reached.
- 2) <u>December 7, 2020.</u> Meeting to discuss the affordable housing fee for the Development Agreement. Attendees included Daniel Esdorn (Hines), Courtney Miller (Hines), Boe Hayward (Lighthouse Public Affairs), CJ Higley (Farella Braun & Martell), Anne Taupier (OEWD), and Leigh Lutenski (OEWD). Tentative agreement reached.

3. Conclusion

We believe that both parties negotiated in good faith and the end result is a project that, if constructed, will benefit the City.

This summary is prepared for information purposes only, and is not intended to change, supplant, or be used in the interpretation of, any provision of the Development Agreement. For any specific question or interpretation, or for any additional detail, reference should be made to the Development Agreement itself. I and my staff, as well as the Mayor's Office of Economic and Workforce Development and the City Attorney's Office, are available to answer any questions that you may have regarding the Development Agreement or the negotiation process.



Exhibit E: Previous Commission Approvals Motion No. 20616 (DNX) Motion No. 20617 (OFA) Motion No. 20618 (CUA)



SAN FRANCISCO PLANNING DEPARTMENT

Planning Commission Motion No. 20616

HEARING DATE: JANUARY 9, 2020

Record Number:	2016-013312DNX
Project Address:	542-550 Howard Street (Transbay Parcel F)
Existing Zoning:	C-3-O(SD) Downtown-Office (Special Development) Zoning District
	750-S-2 and 450-S Height and Bulk Districts
	Transit Center C-3-O(SD) Commercial and
	Transbay C-3 Special Use Districts
	Downtown and Transit Center District Plan Areas
Block/Lot:	3721/016, 135, 136, 138
Project Sponsor:	F4 Transbay Partners, LLC
	101 California Street, Suite 1000
	San Francisco, CA 94111
Property Owner:	Parcel F Owner, LLC
	101 California Street, Suite 1000
	San Francisco, CA 94111
Staff Contact:	Nicholas Foster, AICP, LEED GA
	<u>nicholas.foster@sfgov.org</u> , (415) 575-9167

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

Reception: 415.558.6378

Fax: 415.558.6409

Planning Information: 415.558.6377

ADOPTING FINDINGS TO APPROVE A DOWNTOWN PROJECT AUTHORIZATION PURSUANT TO PLANNING CODE SECTION 309 WITH REQUESTS FOR EXCEPTIONS FOR SETBACK, STREETWALL, TOWER SEPARATION, AND REAR YARD REQUIREMENTS (SECTIONS 132.1 AND 134(D)); DWELLING UNIT EXPOSURE (SECTION 140); REDUCTION OF GROUND-LEVEL WIND CURRENTS IN C-3 DISTRICTS (SECTION 148); OFF-STREET FREIGHT LOADING (SECTIONS 152.1 AND 161); USE REQUIREMENTS IN THE C-3-O(SD) COMMERCIAL SPECIAL USE SUBDISTRICT (SECTION 248); HEIGHT LIMITS FOR BUILDINGS TALLER THAN 550 FEET IN HEIGHT IN THE S-2 BULK DISTRICT FOR ALLOWANCE OF NON-OCCUPIED ARCHITECTURAL, SCREENING, AND ROOFTOP ELEMENTS THAT MEET THE CRITERIA OF SECTION 260(B)(1)(M); AND BULK CONTROLS (SECTIONS 270 AND 272) TO PERMIT THE NEW CONSTRUCTION OF AN APPROXIMATELY 957,000 GROSS SQUARE FOOT, 750-FOOT TALL (800 FEET INCLUSIVE OF ROOFTOP MECHANICAL FEATURES), 61-STORY, MIXED-USE TOWER LOCATED AT 542-550 HOWARD STREET (TRANSAY PARCEL "F"), LOTS 016, 135, 136, 138 OF ASSESSOR'S BLOCK 3721, WITHIN THE C-3-O(SD) DOWNTOWN-OFFICE (SPECIAL DEVELOPMENT) ZONING DISTRICT AND 750-S2 AND 450-S HEIGHT AND BULK DISTRICTS, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT. THE PROJECT WOULD INCLUDE 165 DWELLING UNITS, 189 HOTEL ROOMS, 275,674 SQUARE FEET OF OFFICE SPACE, AND APPROXIMATELY 9,000 SQUARE FEET OF RETAIL SPACE. THE PROJECT WOULD INCLUDE FOUR BELOW-GRADE LEVELS TO ACCOMMODATE UP TO 183 VEHICLE PARKING SPACES, AND 178 CLASS 1 AND 34 CLASS 2 BICYCLE PARKING SPACES

PREAMBLE

On October 13, 2016, Cameron Falconer of Hines, acting on behalf of F4 Transbay Partners, LLC (hereinafter "Project Sponsor"), submitted an application with the Planning Department (hereinafter "Department") for a Preliminary Project Assessment ("PPA"). The PPA Letter, assigned to Case No. 2016-013312PPA, was issued on January 9, 2016.

On December 9, 2016, the Project Sponsor submitted Planning Code Text and Map Amendment applications. The application packets were accepted on December 9, 2016 and assigned to Case Numbers 2016-013312MAP and 2016-013312PCA.

On April 19, 2017, the Project Sponsor submitted an Environmental Evaluation Application. The application packet was accepted on July 14, 2016 and assigned Case Number 2016-013312ENV.

On October 17, 2018, the Project Sponsor submitted, as modified by subsequent submittals, the following applications with the Department: Downtown Project Authorization; Conditional Use Authorization; Office Allocation; Variance; Shadow Analysis; and Transportation Demand Management. The application packets were accepted on October 17, 2018 and assigned to Case Numbers: 2016-013312DNX; 2016-013312CUA; 2016-013312OFA; 2016-013312VAR; 2016-013312SHD; and 2016-013312TDM, respectively.

The environmental effects of the Project were determined by the San Francisco Planning Department to have been fully reviewed under the Transit Center District Plan Environmental Impact Report (hereinafter "EIR"). 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 Transit Center District Plan 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 FEIR, 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

SAN FRANCISCO PLANNING DEPARTMENT 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 August 27, 2019, the Department 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 Plan and was encompassed within the analysis contained in the Transit Center District Plan FEIR. Since the Transit Center District Plan FEIR 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 FEIR 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 FEIR. The file for this Project, including the Transit Center District Plan FEIR and the Community Plan Exemption certificate, is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, San Francisco, California.

Planning Department staff prepared a Mitigation Monitoring and Reporting Program (MMRP) setting forth mitigation measures that were identified in the Transit Center District Plan FEIR that are applicable to the project. These mitigation measures are set forth in their entirety in the MMRP attached to the draft Motion as Exhibit C.

The Planning Department Commission Secretary is the custodian of records; all pertinent documents are located in the File for Case No. 2016-013312DNX, at 1650 Mission Street, Fourth Floor, San Francisco, California.

On September 19, 2019, the Recreation and Park Commission conducted a duly noticed public hearing at regularly scheduled meeting and recommended, through Resolution No. 1909-016, that the Planning Commission find that the shadows cast by the Project would not be adverse to the use of Union Square and Willie "Woo Woo" Wong Playground.

On October 8, 2019, the Project Sponsor filed a request for a General Plan Amendment. The application packet was accepted on October 8, 2019 and assigned to Case Number 2016-013312GPA.

On October 17, 2019, the San Francisco Planning Commission (hereinafter "Commission") conducted a duly noticed public hearing at a regularly scheduled meeting to consider the initiation of a General Plan Amendment for Case No. 2016-013312GPA. After hearing the item, the Commission voted 5-0 (Koppel absent) to continue the item to December 5, 2019.

On December 5, 2019 the Commission conducted a duly noticed public hearing at a regularly scheduled meeting to consider the initiation of a General Plan Amendment for Case No. 2016-013312GPA. The

Commission voted 6-0 (Richards absent) to initiate the General Plan Amendment for Case No. 2016-013312GPA.

On January 9, 2020, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Downtown Project Authorization application No. 2016-001794DNX.

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 Downtown Project Authorization as requested in Application No. 2016-013312DNX, 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. **Project Description.** The proposed project ("Project") includes the construction of a new 61-story mixed-use building reaching a height of 749'-10" tall (799'-9" inclusive of rooftop screening/mechanical equipment). The Project would include 165 dwelling units, 189 hotel rooms, 275,674 square feet of office use floor area, approximately 9,000 square feet of retail space, approximately 20,000 square feet of open space, 178 Class 1 and 34 Class 2 bicycle parking spaces, and four below-grade levels that would accommodate up to 183 vehicle parking spaces provided for the residential, hotel, and office uses. The Project also would construct a pedestrian bridge providing public access to Salesforce Park located on the roof of the Transbay Transit Center.
- 3. Site Description and Present Use. The Project Site ("Site") consists of four contiguous lots (Lots 016, 135, 136, and 137) within Assessor's Block 3721, totaling 32,229 square feet (0.74 acres) in area. The site, bounded by Howard Street to the south and Natoma Street to the north, is undeveloped at-grade and served as a construction staging area for the adjacent Salesforce Transit Center during its construction. A below-grade "Train Box" is located within the northwest corner of the Site, occupying approximately 12,000 square feet of the Site. The Train Box consists of a two-story structure that will allow Caltrain—and eventually High-Speed Rail—trains to enter and exit the adjacent Salesforce Transit Center below-grade. Because the Train Box can only support a very limited structural load above-grade, the proposed mixed-use building is purposely set back from the northwest corner of the Site (along the Natoma Street frontage), towards the southeast corner of the Site (along the Howard Street frontage). The Project responds to the unique site constraint

by cantilevering the building podium over the area of the Train Box, thereby shifting the majority of the tower's mass onto Lots 016 and 135, away from the area of the Train Box.

- 4. Surrounding Properties and Neighborhood. The 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 mixed-use buildings. The block on which the Site is located contains several low to mid-rise office buildings and construction staging for planned developments. The 5-story Salesforce Transit Center (STC) and the Salesforce Park are located to the north of the Site, 2- to 3- story buildings at 547, 555, and 557 Howard streets are located to the south of the Site, and a 3-story building at 540 Howard Street, a 4-story building at 530 Howard Street, and a parking lot at 524 Howard Street are located east of the Site. The 2- to 3-story buildings at 547, 555, and 557 Howard streets are planned to be replaced with an approximately 385 foot-tall, 36-story mixed use residential and hotel development project. The parking lot at 524 Howard Street is planned to be replaced with an approximately 495-foot tall, 48-story mixed use residential and hotel development. Several other high-rise buildings are planned, under construction, or have recently completed construction in the surrounding area, including a newly completed office-residential tower at 181 Fremont Street.
- 5. **Public Outreach and Comments.** The Department has received correspondence regarding the proposed Project related to shadow impacts on Willie "Woo Woo" Wong Park, citing concerns around shadows caused by the Project having an adverse impact on the use of the Willie "Woo Woo" Wong Park. The Project Sponsor has conducted community outreach that includes local community groups to respond to concerns over shadow impacts resulting from the Project.
- 6. **Planning Code Compliance.** The Commission finds that the Project is consistent with the relevant provisions of the Planning Code in the following manner:
 - A. **Permitted Uses in the C-3-O(SD) Zoning District (Section 210.2).** The Planning Code lists the use controls for residential and non-residential uses within the C-3-O(SD) Zoning District

The Project involves the construction of a new 61-story mixed-use building with a total of 1,140,458 sf of uses (956,995 gross square feet (gsf) of uses per the Planning Code. The Project would include 433,556 gsf of residential use, 275,674 gsf of general office use (a non-retail sales and service use), 247,765 gsf of hotel use (a retail sales and service use), and 8,900 gsf of retail uses. Residential uses, retail sales and service uses, and non-retail sales and service uses (office) are all principally permitted within the C-3-O(SD) Zoning District. As Residential, Retail Sales and Service Uses, and Non-Retail Sales and Service Uses are principally permitted uses within the C-3-O(SD) Zoning District, the Project complies with Section 210.2. The office use requires an office allocation, pursuant to Section 321, whereas the hotel use requires Conditional Use Authorization. The Project Sponsor has filed Office Allocation and Conditional Use Authorization applications (Case Nos. 2016-013312OFA and 2016-013312CUA). Please see the required findings for the office allocation and conditional use authorization under their respective motions (Motion No. 20617 for Case No. 2016-013312OFA and Motion No. 20618 for Case No. 2016-013312CUA).

B. Floor Area Ratio (Sections 123, 124, 128, and 210.2). The Planning Code establishes a basic floor area ratio (FAR) for all zoning districts. For C-3 zoning districts, the numerical basic FAR limit is set 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 Site is 32,229 square feet (0.74 acres) in area. Therefore, up to 193,374 gsf is allowed under the basic FAR limit, and up to 290,061 gsf is permitted with the purchase of TDR. The Project proposes a total of 956,995 gsf, for a floor-area ratio of approximately 29.7-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 (96,687 gsf), and to participate in the Transit Center District Mello-Roos Community Facilities District.

C. Useable Open Space (Section 135). The Planning Code requires that a minimum of 36 square feet of private usable open space, or 48 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 includes 165 dwellings units, and therefore requires private and/or common useable open space in service of the residential use. The Project would include two areas of common useable open space that meet the strict dimensional requirements for common useable open space (Code Section 135(g)). These areas include a 7,949 square foot rooftop terrace and a 1,948 square foot terrace located on level 33. Together, the amount of common useable open space is 9,442 square feet where 7,920 square feet are required by Code. Therefore, the Project complies with Section 135.

D. Publicly Accessible Open Space (Section 138). The Planning Code requires new buildings, or additions of Gross Floor Area equal to 20 percent or more to an existing building, in the C-3-O (SD) zoning district to provide public open space at a ratio of one square-foot per 50 gross square feet of all uses, except residential uses, institutional uses, and uses in a predominantly retail/personal services building.

The Project includes a total of 523,439 gross square feet of non-residential use, and therefore requires 10,469 square feet of privately-owned public open space (POPOS). The Project would provide POPOS in three primary areas: within an elevated pedestrian bridge, linking the building to Salesforce Park located atop the Salesforce Transit Center; within an exterior area located outside of the shared residential/hotel lobby adjacent Natoma Street; and within a midblock passageway along the west edge of the Site, promoting connectivity from Howard Street to the Salesforce Transit Center, through the Site. A glass elevator cab will provide public vertical connection to the Salesforce Transit Center rooftop

park. Both the atrium and the public elevator will be highly visible to the pedestrians on Natoma Street and the Salesforce Park. Pursuant to Section 138(j)(1)(F)(i-iv), the horizontal connection (pedestrian bridge), along with any floor area devoted to vertical circulation (elevator) dedicated specifically to provide public access to Salesforce Park shall count towards the POPOS floor area requirement, inclusive of a 5,000 square foot bonus for providing connection to Salesforce Park itself. For all locations, the Project Sponsor shall comply with all applicable Section 138 requirements relating to this space, including signage, seating, landscaping, and public access. In total, the amount of POPOS credited is 10,796 square feet where 10,469 square feet is required by Code.

E. Streetscape and Pedestrian Improvements (Section 138.1). Planning Code Section 138.1 requires that additions of Gross Floor Area equal to 20 percent or more to an existing building provide streetscape improvements consistent with the Better Streets Plan. Under Section 138.1(c), the Commission may also require the Project Sponsor to install additional sidewalk improvements such as lighting, special paving, seating and landscaping in accordance with the guidelines of the Downtown Streetscape Plan if it finds that these improvements are necessary to meet the goals and objectives of the General Plan

The Project Sponsor shall comply with this requirement. The conceptual plan shows improved pedestrian amenities along both frontages (Howard and Natoma Streets) not limited to improved sidewalks, along with the installation of street trees, lighting, and street furniture. 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. Moreover, the Project would provide a mid-block connection through the Site, connecting Howard and Natoma Streets. This critical pedestrian connection will provide pedestrian access to the Salesforce Transit Center through the Site, ameliorating the conditions and impacts associated with large blocks that inhibit pedestrian movement—such as the case with the subject block (Block 3721) which extends over 800 linear feet. Therefore, the Project complies with Section 138.1.

F. Standards for Bird-Safe Buildings (Section 139). The Planning Code outlines the standards for bird-safe buildings, including the requirements for location-related and feature-related hazards.

The Site is not located in close proximity to an Urban Bird Refuge as defined in Section 139. As such, the Project will include feature-related standards. Therefore, the Project complies with Section 139.

G. Street Frontage in Commercial Districts (145.1). The 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.

Related to active uses. the Project includes active uses at the ground floor, including retail spaces along both street frontages (Howard and Natoma Streets). While the floor-to-floor height, location of active uses, and transparency requirements of the Code (Sections 145.1(c)(4-6)) are satisfied, the Project includes a significant amount of lobby space servicing the three primary uses (residential, office and hotel). With 98'-6" feet (or approximately 83 percent) of the Howard Street frontage, and 44'-6" (or approximately 28 percent) of the Natoma Street frontage devoted to lobby space (separate lobbies), the total amount of linear frontage devoted to lobbies exceeds what is permitted by the Code. Therefore the Project requires a Variance from Section 145.1(b)(2)(C). The Project Sponsor has submitted a Variance application (Case No. 2016-013312VAR) and the Zoning Administrator shall review the application and make a determination on the request for an exception from the Planning Code standard.

H. Shadows on Public Sidewalks (Section 146). The 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. Therefore, the Project complies with Section 146.

I. Shadows on Public Open Spaces (Section 147). The 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.

Existing Open Spaces

Salesforce Park

Salesforce Park is a 5.4-acre rooftop park located atop the Transbay Transit Center, less than 100 feet north from the Site across Natoma Street. Salesforce Park is under the jurisdiction of the Transbay Joint Powers Authority. The rooftop park is 1,400-foot long and includes an amphitheater, a children's play space, a café, a restaurant, and open grass areas. Salesforce Park would be shaded by the Project throughout the year, beginning at 7:52 a.m. and lasting no later than 7:00 p.m. The existing annual shadow coverage on Salesforce Park is 41.83 percent shaded. The quantitative analysis found that the Project would add approximately 8.25 percent new shadow, relative to theoretical annual available sunlight (TAAS) (approximately 63,887,258 sfh) for a total of 50.07 percent shaded under existing plus project conditions.

The Transit Center District Plan Programmatic EIR (TCDP PEIR) stated that the TCDP plan area buildings, including the proposed project, would add new shadow to Salesforce Park (referred to as City Park in the TCDP PEIR). Existing buildings located near the Salesforce Park, including the Salesforce Tower, would cast shadow throughout the year on most of the park area. The TCDP PEIR acknowledged that this park would be surrounded by high-rise development; thus, it was expected that buildings that were existing at the time of the preparation of the TCDP PEIR, as well as future buildings anticipated as a result of upzoning proposed in that PEIR would cast shadows onto the park during the day. The TCDP PEIR found the plan would have a significant and unavoidable impact with respect to shadow on parks. The Project's net new shadow would not result in any significant shadow impacts that were not identified in the PEIR, nor would it result in more severe impacts than identified in the PEIR.

Rincon Park

Rincon Park is a 2-acre waterfront park, located along the Embarcadero, approximately 0.5 mile northeast of the Site. Rincon Park is leased from the Port of San Francisco and developed by Gap Inc. in conjunction with the construction of its headquarters office building. Rincon Park is adjacent to the Bay Trail and includes groomed patches of grass and landscaped areas along a paved promenade area.

The TCDP PEIR found that the non-section 295 public open space that would be most greatly affected by the plan area development is Rincon Park. This open space would be newly shaded in the late afternoon throughout much of the year, except from mid-fall through mid-winter, by the Salesforce Tower, 181 Fremont, the 50 First Street project, and potential 700-foot buildings at the Golden Gate University site and at 350 Mission Street. New buildings in the plan area would add additional shadow between the shadow cast by existing buildings, obscuring some of the existing sunlight. The existing annual shadow coverage on Rincon Park is 30.52 percent shaded. The quantitative analysis found that the proposed project would add 0.00024 percent (1,136 sfh) increase in annual shadow on the furthermost northwestern edge of Rincon Park, which consists mostly of a small portion of dirt. As the Project would add minor net new shadow to Rincon Park, the Project's new shadow would not result in an adverse physical change to this park.

Future Open Spaces

There are four proposed parks in the vicinity of the proposed project, including Transbay Park (to be located 0.2 miles east of the Site), Under Ramp Park (referred to as Oscar Park in the TCDP PEIR) (to be located 100 feet southeast of the Site, under Fremont Street offramp), Second & Howard Plaza (to be located 250 feet southwest of the Site) and Mission Square (to be located 950 feet northeast of the Site). The Project has the potential to cast new shadow on the future Transbay Park during the evening hours of the fall and spring months covering the eastern portion of the park consisting of open grass areas. Regarding Under Ramp Park, the Project has the potential to add minor new shadow to this park; however, all net new shadow would be subsumed by the existing overhead freeway structures. The Project has the potential to cast new shadow on the future Second & Howard Plaza during the early morning hours of summer on the northwestern and northern portions of the plaza consisting of open space, a fountain, and trees. The Project has the potential to cast new shadow on the future Mission Square during the early afternoon hours of fall, spring, and winter months. During this time, the southern portion of the park with outdoor tables would be shaded by the proposed project.

Conclusion

Based upon the amount and duration of new shadow and the importance of sunlight to each of the open spaces analyzed, the Project would not substantially affect, in an adverse manner, the use or enjoyment of these open spaces beyond what was analyzed and disclosed in the TCDP FEIR. The Project would either contribute very minor amount of shadow to those spaces (i.e., Rincon Park) or its shadow impacts were already anticipated with the implementation of the TCDP plan (i.e., Salesforce Park). Thus, the Project would not result in new or more severe shadow impacts than those identified in the PEIR. This conclusion is consistent with the findings of the PEIR, and the Project would not result in individual or cumulative shadow impacts beyond those analyzed in the PEIR, nor would it result it in substantially more severe impacts than identified in the PEIR.

J. Off-Street Parking (Section 151.1). The 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 would provide a total of 183 off-street accessory parking spaces. 83 parking spaces would be available for 165 dwelling units, equating to parking ratio of 0.5 spaces per dwelling unit (within the 0.5 ratio limit as established by Code). The balance of the parking spaces (100 spaces) would be available for the non-residential uses (hotel and office uses). For the hotel use, 12 spaces would be provided where 12 are permitted (within the limit as established by Code). For office and retail sales and service uses, 88 spaces (or 6,520 square feet) would be devoted to parking, equating to a ratio of approximately 2.3%

of gross floor area (within the limit of 3.5% of gross floor area as established by Code). As the total amount of off-street accessory parking for both residential and non-residential uses is within the limits established by Code, the Project therefore complies with Section 151.1

K. General Standards for Location and Arrangement of Off-Street Parking, Freight Loading, and Service Vehicle Facilities (Section 155). The Planning Code requires all off-street freight loading and service vehicle spaces in the C-3 Zoning District be completely enclosed, and access from a public Street or Alley shall be provided by means of a private service driveway that is totally contained within the structure. Such a private service driveway shall include adequate space to maneuver trucks and service vehicles into and out of all provided spaces, and shall be designed so as to facilitate access to the subject property while minimizing interference with street and sidewalk circulation. 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. In addition, the Planning Code prohibits curb cuts along Natoma Street 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 Site is a through lot with frontages along both Howard Street to the south, and Natoma Street to the north. The Project would utilize two vehicular access points, one along Howard Street for freight loading servicing all residential and non-residential uses, and a second along Natoma Street for access to all accessory off-street parking and car share spaces. The Natoma Street garage is developed with three, separate garage doors for three, independent car lifts accessing the below-grade parking garage. The three garage doors are arranged contiguously, and are positioned perpendicular the Natoma Street, with a curvilinear driveway accessing the garages. The driveway also functions as a port cochere, which, is permitted under Code Section 155(s)(3)(B) because the Project includes hotel use. As developed, the Project requires Code relief from the general standards for location and arrangement of off-street parking, freight loading, and service vehicle facilities as follows:

First, the area devoted to freight loading, while screened on all sides, is not fully enclosed. Therefore the Project requires a Variance pursuant to Section 155(*d*).

Second, the width of the two façade openings accessing off-street parking and loading exceed the limits established by Code. The Howard Street opening is approximately 38 feet wide and the three garage door openings fronting Natoma Street are, on aggregate, approximately 35 feet wide. As the widths of the two building openings exceed what is permitted by Code, the Project therefore requires a Variance pursuant to Section 155(d).

Lastly, the location of the off-street garage access point and driveway along Natoma Street is within 300' westerly of first street, between first and second streets. This section of Natoma Street is a named street prohibiting curb cuts, therefore the Project requires a Variance pursuant to Section 155(r)(2)(V). The Project Sponsor has submitted a Variance application (Case No. 2016-013312VAR) and the Zoning

Administrator shall review the application and make a determination on the request for an exception from the Planning Code standards.

L. **Bicycle Parking (Sections 155.1, 155.2).** The 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. Jance 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 includes 178 Class 1 and 34 Class 2 bicycle parking spaces (where 178 Class 1 and 34 Class 2 spaces are required by Code). The Class 2 bicycle parking spaces would be located within two distinct locations: one location along the Howard Street frontage, directly in front of the office lobby and adjacent retail space; and a second location along the Natoma Street frontage, adjacent the garage accessing the off-street accessory parking. The Project Sponsor anticipates payment of the lieu fee to satisfy up to 50 percent of the Class 2 bicycle parking requirement, as permitted by Section 430.

To promote greater access to the Class 1 bicycle spaces, the Project would locate all of the required Class 1 bicycle parking spaces within a safe and convenient storage facility located on level 4 of the tower podium. The location is particularly optimal due to the collocation of the required showers and locker facilities, in addition to a independently accessible elevator that would provide direct access from bicycle storage facility to both the ground floor and the level 5 pedestrian bridge accessing the adjacent Salesforce Park. Because Code requires that Class 1 bicycle parking be located either on the ground floor, or within the off-street vehicular parking area, the proposal to locate the Class 1 bicycle parking on level 4 requires a Variance from Section 155.1(b). The Project Sponsor has submitted a Variance application (Case No. 2016-013312VAR) and the Zoning Administrator shall review the application and make a determination on the request for an exception from the Planning Code standard.

M. Shower Facilities and Lockers (Section 155.4). The Planning Code requires shower facilities and lockers for Non-Retail Sales and Service Uses in the following amounts: two showers and 12 clothes lockers where the Occupied Floor Area exceeds 20,000 square feet but is no greater than 50,000 square feet, and four showers and 24 clothes lockers are required where the Occupied Floor Area exceeds 50,000 square feet.

The Project includes more than 50,000 square feet of non-residential uses and thus a total of 4 showers 24 lockers are required per Code. The Project would provide 4 showers and 24 lockers on level 4, adjacent the Class 1 bicycle storage facility. Therefore, the Project complies with Section 155.4.

N. **Transportation Management Programs (Section 163).** The Planning Code requires, for all applicable projects, that property owner provide on-site transportation brokerage services for the actual lifetime of the project.

The Project contains over 100,000 square feet of residential use (or 100 dwelling units) and is therefore subject to the requirements of Section 163. The Project will provide on-site transportation brokerage services for the actual lifetime of the project. Prior to the issuance of a temporary permit of occupancy, the property owner shall execute an agreement with the Planning Department for the provision of on-site transportation brokerage services. Therefore, the Project complies will Section 163.

O. **Car Sharing (Section 166)**. The 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 includes 3 car share spaces for both the residential and non-residential uses where 3 are required by Code. Therefore, the Project complies with Section 163.

P. Unbundled Parking (Section 167). The Planning Code requires all off-street parking spaces accessory to residential uses in new structures of 10 dwelling units or more, or in new conversions of non-residential buildings to residential use of 10 dwelling units or more, shall be leased or sold separately from the rental or purchase fees for dwelling units for the life of the dwelling units, such that potential renters or buyers have the option of renting or buying a residential unit at a price lower than would be the case if there were a single price for both the residential unit and the parking space.

The Project will lease or sell all accessory off-street parking spaces separately from the rental or purchase fees for dwelling units for the life of the dwelling units. Therefore the Project complies with Section 167.

Q. **Transportation Demand Management (TDM) Plan (Section 169).** The Planning Code requires applicable projects to finalize a TDM Plan prior Planning Department approval of the first Building Permit or Site Permit.

The Project submitted a completed Environmental Evaluation deemed complete on or after September 5, 2016, and before January 1, 2018. Therefore, the Project must only achieve 75% of the point target

established in the TDM Program Standards, resulting in a required target of 31 points (75% of 41). As currently proposed, the Project will achieve its required 31 points through the following TDM measures:

- Bicycle Parking (Option A)
- Showers and Lockers
- Bike Membership (Option B)
- Bicycle Repair Station
- Bicycle Maintenance Services
- Car Share Parking (Option A)
- Contributions or Incentives for Sustainable Transportation (Option A)
- Tailored Transportation Marketing Services (Option A)
- Unbundled Parking (Option C)
- Parking Supply (Option C (Residential)/Option G (Office))

Therefore the Project complies with Section 169.

R. **Dwelling Unit Mix (Section 207.7).** The Planning Code requires that no less than 25% of the total number of proposed dwelling units shall contain at least two bedrooms and that no less than 10% of the total number of proposed dwelling units shall contain at least three bedrooms. Any fraction resulting from this calculation shall be rounded to the nearest whole number of dwelling units and units counted towards the three bedroom requirement may also count towards the requirement for units with two or more bedrooms

The Project will provide a total of 165 dwelling units, with the following dwelling unit mix: 21 onebedroom units (13%), 92 two-bedroom units (56%), and 52 three-bedroom units (32%). With 87% of the dwelling units containing at least two bedrooms, the Project exceeds the dwelling unit mix requirement established by Code. Therefore, the Project complies with Section 207.7.

S. Height (Section 260). The 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. In any S-2 Bulk District for any building which exceeds 550 feet in height, unoccupied building features including mechanical and elevator penthouses, enclosed and unenclosed rooftop screening, and unenclosed architectural features not containing occupied space that extend above the height limit, only as permitted by the Planning Commission according to the procedures of Section 309.

The Site is located within two distinct Height and Bulk Districts. Lots 135 and 138, are located entirely within the 750-S-2 District, whereas Lot 016 is located entirely within the 450-S District. Lot 136 is an irregular-shaped lot, split zoned between the 450-S and 750-S-2 District, with the "panhandle" portion of Lot 136 located within the 450-S. The Project would construct a single tower positioned approximately within the center of Lot 136, closest to the Howard Street frontage. (The building is purposely set back from the northwest corner of the Site (along the Natoma Street frontage), towards the southeast corner of the Site (along the Howard Street frontage) due to presence of a critical component

of below-grade infrastructure serving the adjacent Salesforce Transit Center.) The tower would contain both a distinct lower tower and upper tower. The lower tower contains a larger floorplate that rises to a height of 429'-10", while the slightly narrower upper tower reaches a maximum finished floor height of 749'-10". The unoccupied building features including mechanical and elevator penthouses, enclosed and unenclosed rooftop screening, and unenclosed architectural features not containing occupied space up to 800' tall. As a portion of the tower would encroach into Lot 016, which is within the 450-S District, legislative amendments are required to facilitate the Project. Specifically, a legislative amendment (Board File No. 191259) would amend Zoning Map HT-01, effectively result in a height and bulk swap between Lots 016 and 136 with Lot 138. 1,310 square feet of Lot 016 and 190 square feet of Lot 136 would be rezoned to increase the allowable height from 450' to 750'. Correspondingly, 5,850 square feet of Lot 138 would be rezoned to decrease the allowable height from 750' to 450' (a difference of 4,350 square feet). With benefit of the proposed legislative amendment (Board File No. 191259), the Project would be compliant with the height limits. See Sections 7(I) and (H) for additional findings required for exceptions under Section 309 related to height and bulk.

T. **Mid-Block Connections (Section 270.2).** The Planning Code requires projects provide a publicly-accessible mid-block alley for the entire depth of the property, generally located toward the middle of the subject block face, perpendicular to the subject frontage and connecting to any existing streets and alleys for all new construction on lots with greater than 300 linear feet of street frontage. For development lots with frontage on more than one street that exceeds the above dimensions, one such mid-block alley will be required per frontage.

The Site is a through lot with greater than 300 feet of linear street frontage; therefore the mid-block connections requirement applies. The Project includes a mid-block passageway along the western edge of the Site, positioned in between the Project's freight loading area to the east and the future TJPA bicycle ramp accessing the below-grade bicycle facilities of the Salesforce Transit Center to the west. This important passageway will link Underground Ramp Park south of Howard Street to the future pedestrian paseo along Natoma Street to the north. Conceptually, the passageway is designed as an artistic expression, with an skeleton-like structure resembling "whale-bones" comprised of archways of varying heights. The design is intended to create a sense of projection from the adjacent vehicular and bicycle lanes while remaining transparent and open to the sky above. The mid-block passageway is required to meet the design and performance standards of Section 270.2(e). The Project Sponsor shall continue to work with the Department to further refine the overall design of the passageway post entitlement.

U. Shadows on Parks (Section 295). The 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.

Background

The TCDP PEIR considered reasonably 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.

The PEIR found that new shadows from development within the plan area would affect nine parks, eight of which have established Absolute Cumulative Limits (ACLs) for net new shadow under section 295. Considered together, development under the TCDP would require that the ACLs be increased on seven 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 TCDP PEIR found the plan would have a significant and unavoidable impact with respect to shadow.

On October 11, 2012, the Planning Commission and the Recreation and Park Commission held a duly noticed joint public hearing on and adopted Planning Commission Resolution No. 18717 and Recreation and Park Commission Resolution No. 1201-001 raising the ACLs for seven open spaces under the jurisdiction of the Recreation & Park Department that could be shadowed by likely cumulative development sites in the Plan area, including the Project. In revising these ACLs the Commissions also adopted qualitative criteria for each park related to the characteristics of shading within these ACLs that would not be considered adverse, including the duration, time of day, time of year, and location of shadows on the particular parks. At the hearing on October 11, 2012, the Recreation and Park Commission also recommended that the General Manager of the Recreation & Park Department recommend to the Planning Commission that the shadows cast by the Project on certain properties under the jurisdiction of the Recreation & Park Department are not adverse to the use of these properties, and that the Planning Commission allocate to the Project allowable shadow from the absolute cumulative shadow limits of six of these properties.

Related to the Project, the Planning Department prepared an initial shadow fan that indicated the Project may cast a shadow on both Union Square Plaza and Willie "Woo Woo" Wong Park, properties under the jurisdiction of the San Francisco Recreation and Park Department.

To evaluate the design of the Project, a project-specific shadow study ("Shadow Study") was performed using a detailed 3-D model. The analysis performed by qualified consultants ("FASTCAST") modeled the proposed Project and site consistent with the projects architectural and engineering plan description in addition to utilizing high resolution topography mapping. FASTCAST'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 the 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(c), 147, and 260(b)(1)(M)], and potential significant shadow impacts under CEQA were discussed in the Project's Community Plan Exemption certificate.

Shadow Analysis Results

Union Square Plaza

Union Square Plaza is an approximately 2.42-acre (105,516-square feet) public plaza, located approximately 0.50 mile west of the Site. Union Square Plaza contains landscaped areas, walkways, and areas for active and passive uses. The Project would add new shadow to Union Square Plaza in the early morning between 7:44 a.m. until no later than 8:15 a.m. from August 30 through September 13

and from March 29 through April 12 for a total of six weeks. Net new shadow would be cast on the northwest portion of Union Square Plaza, which includes primarily open space, stairs, and portable seating with tables, chairs, and umbrellas.

The existing annual shadow coverage on Union Square Plaza is 44.99 percent shaded relative to the TAAS (approximately 392,667,242 square foot hours of shadow). The quantitative analysis found that the Project would add approximately 0.03 percent new shadow, relative to TAAS (approximately 115,526 sfh of shadow) for a total of 45.02 percent shaded under existing plus project conditions. The Project would add 0.03 net new shadow, within the current ACL of 0.14, leaving a remaining "shadow budget" of 0.11 percent of TAAS.

Willie "Woo Woo" Wong Playground

Willie "Woo Woo" Wong Playground is an approximately 0.61-acre (26,563 square feet) urban park, located approximately 0.62 mile northwest of the Site. The park contains two sand-floor playgrounds, and basketball, tennis and volleyball courts. It also includes a recreational center that hosts afterschool programs and indoor gym and ping-pong tables. The Project would add new shadow to Willie "Woo Woo" Wong Playground in the early morning starting after 8:00 a.m. and ending before 8:30 a.m. for a total of 11 weeks of the year between November 15 and November 22 and between January 18 and January 25. The net new shadow would cover 2,628 square feet (or 9.89 percent) of the playground and would be cast on a portion of the northwest side of the tennis courts.

The existing annual shadow coverage on Willie "Woo Woo" Wong Playground is 58.44 percent shaded relative to TAAS (approximately 98,852,508 sfh of shadow). The quantitative analysis found that the Project would add approximately 0.01 percent new shadow, relative to TAAS (approximately 9,845 sfh of shadow) for a total of 58.45 percent shaded under existing plus project conditions. The Project would add 0.01 net new shadow, within the current ACL of 0.03, leaving a remaining "shadow budget" of 0.02 percent of TAAS.

Conclusion

Based upon the amount and duration of new shadow and the importance of sunlight to each of the open spaces analyzed, the Project would not substantially affect, in an adverse manner, the use or enjoyment of these open spaces beyond what was analyzed and disclosed in the TCDP FEIR. The Project's new shadow on Union Square Plaza and Willie "Woo Woo" Wong Playground would contribute considerably to the significant and unavoidable impact identified in the TCDP FEIR with respect to the need to increase the Absolute Cumulative Limit of downtown parks.

As referenced in Motion No. 18717, the resolution that raised the ACLs for seven Recreation and Parks properties impacted by reasonably-foreseeable projects identified with the TCDP PEIR, a provision specifically stated that any project that seeks allocation of available ACL within the new limits must adequately demonstrate a good faith effort to sculpt the massing and architectural elements of a proposed building so that the effects of any net new shadow on the parks protected under Section 295 are minimized as compared to the building's shadows as analyzed in the TCDP PEIR.

Given the TCDP PEIR utilized generalized massing models for each of the reasonably-foreseeable projects identified with the TCDP PEIR, the Project's bulk and mass is smaller than what was analyzed. For example, whereas a building with a larger volume that meets the strict Code requirements related to bulk and height would allow for a larger building with 1,385,032 gsf, with an upper tower average floor plate area of 18,750 sf, the Project proposes a smaller building with a total of 1,140,458 gsf (approximately 18% smaller), which, with a much narrow upper tower average floor plate area of 15,330 sf (approximately 18% smaller).

Thus, the Project would not result in new or more severe shadow impacts than those identified in the PEIR. This conclusion is consistent with the findings of the PEIR, and the Project would not result in individual or cumulative shadow impacts beyond those analyzed in the PEIR, nor would it result it in substantially more severe impacts than identified in the PEIR.

On September 19, 2019 the Recreation and Park Commission conducted a duly noticed public hearing at regularly scheduled meetings and recommended, through Resolution No. 1909-016, that the Planning Commission find that the shadows cast by the Project would not be adverse to the use of Union Square Plaza or Willie "Woo Woo" Wong Playground.

V. Inclusionary Affordable Housing Program (Section 415). The Planning Code Section sets forth the requirements and procedures for the Inclusionary Affordable Housing Program. Under Planning Code Section 415.3, these requirements would apply to projects that consist of ten 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 July 14, 2016; therefore, pursuant to Planning Code Section 415.3 the Inclusionary Affordable Housing Program requirement for the Off-site Affordable Housing Alternative is to provide 33% of the proposed dwelling units as affordable with a minimum of 18% of the units affordable to low-income households, 8% of the units affordable to moderate-income households, and the remaining 7% of the units affordable to middle-income households as defined by the Planning Code and the Procedures Manual. Off-site units must be located within a one (1) mile radius of the principal project.

The Project is located within the Transbay C-3 Special Use District, which, only permits compliance with the inclusionary affordable housing requirements through the on-site alternative, pursuant to Section 249.28(b)(6)(B)(C). The Project is also located within the Transbay Redevelopment Plan Area, which, is under the jurisdiction of the Office of Community Investment and Infrastructure (OCII). One of the overarching goals of the Transbay Redevelopment Plan was the creation of affordable housing units, with a target goal of 35 percent of all dwelling units provided as affordable within the Plan Area

In an effort to meet the Plan Area goals and provide a higher inclusionary affordable housing rate than would otherwise be provided on-site at the Site, the Project would develop the required inclusionary housing units off-site, within the Transbay Plan Area.

Through a legislative amendment as only applied to the Project (Board File No. 191259), the Project would be relieved of strict compliance with Code Section 249.28(b)(6)(B)(C), allowing the Project the option to provide the inclusionary affordable housing units off-site, at another site within the Transbay Redevelopment Plan Area, potentially located in a future building on Transbay Block 4 on Howard Street between Beale and Main Streets, approximately three blocks east of the Site (and within one (1) mile radius of the principal project).

With benefit of the proposed legislative amendment as only applied to the Project (Board File No. 191259), the Project Sponsor has demonstrated that it is eligible for the Off-site Affordable Housing Alternative under Planning Code Section 415.5 and 415.7, and has submitted a '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 offsite instead of payment of the Affordable Housing Fee. In order for the Project Sponsor to be eligible for the Off-site Affordable Housing Alternative, the Project Sponsor must submit an 'Affidavit to Establish Eligibility for Alternative to Affordable Housing Fee' to the Planning Department stating that any affordable units designated as off-site units shall be provided as rental units and will remain as rental units for the life of the project. The Project Sponsor submitted such Affidavit on December 9, 2019. The applicable percentage is dependent on the total number of units, 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 July 14, 2016; therefore, pursuant to Planning Code Section 415.3 the Inclusionary Affordable Housing Program requirement for the Off-site Affordable Housing Alternative is to provide 33% of the total proposed dwelling units as affordable with a minimum of 18% of the units affordable to low-income households, 8% of the units affordable to moderate-income households, and the remaining 7% of the units affordable to middle-income households as defined by the Planning Code and the Procedures Manual. 54 units (7 one-bedrooms, 30 twobedrooms, and 17 three-bedroom units). provided will be affordable units. The proposed ordinance (Board File No. 191259) stipulates that in the event that the Project is unable to comply with the off-site inclusionary affordable housing requirements, that the Project comply with the on-site inclusionary affordable housing requirements under Planning Code Section 249.28(b)(6).

W. Public Art (Section 429). The Planning Code Section requires a project to include works of art costing an amount equal to one percent of the construction cost of the building for 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.

The Project will comply with this Code requirement by dedicating one percent of the Project's construction cost to works of art. The public art concept and location will be subsequently presented to the Planning Commission at an informational presentation.

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. Setbacks and Streetwall Articulation (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 meeting the strict requirements of the Code, however, the Commission may approve other designs that fulfill the intent of the streetwall base requirements. The 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 81 feet, to align with the prevailing streetwall. The subject building establishes a lower pedestrian zone with a ten-foot projecting canopy at 12-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 5 feet for two floors (levels 6 and 7). Beginning at level 8, the primary building is then unrelieved in horizontal dimensions up through the top of the finished roof height (749'-10'). The two-story "notch" located at floors 6 and 7 serves to differentiate the building's base from the upper towers above, which, is accentuated by the strong horizontality of the building's base façade articulation, as compared to the strong verticality of the building's upper tower façade articulation.

Along the Natoma frontage, the streetwall base is established at 64 feet, to align approximately with Saleforce Park, the rooftop park located atop the Salesforce Transit Center. Beginning at the ground floor, a one-story high building volume provides human scale and acts as a balanced counterpart to the undulating metal screens of the adjacent Salesforce Transit Center façade. A four-story setback begins at floor 2, averaging 25'-3" in depth across the length of the Natoma Street frontage, with the greatest

setback (50'-6") located along the western edge of the building. At level 5, there is an additional variable setback with the greatest setback (50') located along the eastern edge of the building, providing shelter for an outdoor terrace and pedestrian bridge that connects to the adjacent Salesforce Park.

In order to achieve a comparable amount of developable floor area, uninhibited by a constrained developable Site, the Project necessitates vertical development with limited setbacks. Therefore, the Project requests an exception from strict application of the streetwall base requirements of the Code due to significant physical constraints on the buildable area of the Site that make technical adherence to the setback requirements of Section 132.1(c) infeasible. The presence of a below-grade "Train Box" located within the northwest corner of the Site, coupled with a bus ramp easement along the western boundary of the Site limit the area of the Site that can be vertically developed since development is generally restricted to the southeastern portion of the Site (closest to Howard Street) and away from the northwestern portion of the Site (closest to Natoma Street).

With a combination of distinctive façade treatments and attention to the pedestrian activity around and through the building, the Project meets the intent of the setbacks and streetwall articulation requirement of the Code (Section 132.1(c)(1)). The façade to the west of the public passageway reinforces a pedestrian scale at the ground floor with building materials and textures that differentiate the public nature of the building lobby and amenity spaces from the guest rooms, offices and residences above. Therefore, the exception from the is warranted.

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. The minimum setback for such facades shall be partially or fully reduced as appropriate by the Planning Commission as an exception according to the procedures of Section 309 for any of the following conditions: 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; or for development lots abutting preservation lots that have transferred all potential development rights according to the procedures of Section 128.

The Project partially conforms to the requirements for tower separation. Code Section 132.1(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 110 feet, whereas the tower separation requirements begin at a height of approximately 44 feet along the Natoma Street

frontage. However, 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 partially conforms to the requirements along the Howard and Natoma Street frontages. However, the tower encroaches the 35-foot setback plane that begins above 300 feet in height along both street frontages. As measured from the Howard Street frontage, a small area of non-conformity begins on level 53 (or 645'-7' in height), while a slightly larger area of non-conformity begins on level 45 (or 560'in height), as measured from the Natoma Street frontage.

The Project is less compliant with tower separation requirements as measured form interior property lines. The 15-foot setback requirement from both interior property lines would commence at 110 feet above grade (the average streetwall base). While the Project completely conforms to this requirement along the western façade up through a height of 800 feet, a significant portion of the eastern façade encroaches into the required setback area beginning at level 24 (or 302'-11' in height), up through a height of 800 feet.

In total, the north, east, and south sections of the building are non-compliant with the Code provisions for tower separation as the Code requires tapering of the overall mass up through a height of 1,000 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.

Planning Code Section 132.1(d)(2)(B)(i) allows for the minimum setback for facades to 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 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 the small areas of non-conformity along: 1) the Howard Street frontage (beginning on level 53); 2) the Natoma Street frontage (beginning on level 45); and 3) the eastern interior lot line frontage (beginning at level 24).

C. Rear Yard (Section 134(a)(1)). 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.

With a total lot depth of 165' (as measured from Howard Street), the required rear yard for the subject lot is 41'-3". Due to significant constraints on the buildable area of the Site (i.e., the presence of a below-

grade "Train Box" located within the northwest corner of the Site and the bus ramp easement along the western boundary of the Site), the position, configuration, and building type of the proposed tower require development within the require rear yard. Therefore, strict compliance with the Rear Yard requirement is not feasible. In addition to the common and publicly accessible open space provided onsite, the Project includes a direct connection to the planned 5.4 acre rooftop park atop the Salesforce Transit Center, and is adjacent to the planned Under Ramp Park. As such, residents, employees, and guests of the Project will have extraordinary access to nearby open/green spaces. In addition, the location and configuration of the tower assure that residential units in the Project will have ample access to light and air.

D. Dwelling Unit Exposure (Section 140). The 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 Site is a through lot with frontages along both Howard Street to the south, and Natoma Street to the north, with Howard and Natoma Streets both meeting the minimum requirements established by Code. 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 33 through 61 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, an exception from the exposure requirements of Planning Code Section 140 is sought for the 56 dwelling units that do not meet the dimensional requirements of Section 140. In total, 109 of the 165 dwelling units (or approximately 66%) conform to Section 140, leaving 56 dwelling units (or approximately 34%) that do not conform to Section 140.

E. Reduction of Ground-Level Wind Currents in C-3 Districts (Section 148). Within 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 mph 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.

Record No. 2016-013312DNX 542-550 Howard Street (Transbay Parcel F)

A qualified wind consultant (Cermak Peterka Peterson, "CPP") analyzed ground-level wind currents in the vicinity of the 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 Site. Wind speed measurements were taken at 38 locations for the project and cumulative scenarios. The addition of 7 pedestrian comfort criterion exceedances requires an exception under the (Section 309) Downtown Project Authorization process.

Hazard Criterion

The Wind Assessment found that, under the existing scenario, two locations exceeded the 26-mile-per hour wind hazard criterion for 1 hour per year: one on the rooftop at the south end of the Transit Center (location 31) at a total of 1.1 hours per year and one on the rooftop of the Transit Center, north of the Site (location 38) at a total of 3.9 hours per year. The Wind Assessment found that, under the existing plus project scenario, the same two locations would exceed the 26-mile-per-hour wind hazard criterion. As such, the Project would not result in any net new exceedances as compared to the existing conditions.

Pedestrian/Seating Comfort Criterion

The Wind Assessment found that existing wind conditions near the Site average 11 mph for the 38 test locations tested. Under the existing scenario, wind speeds at 16 of the 38 locations exceed the planning code's 11 mph pedestrian-comfort criterion an average of 12 percent of the year. These areas are along Natoma Street at New Montgomery Street, along Second Street at Natoma and Howard streets, along Howard Street east of the project site, along First Street at Tehama Street, at Minna Street west of the Site, atop the Salesforce Park, and at localized areas to the north and east of the project site. Under the existing plus project scenario, the average comfort wind speed would increase by 0.9 mph at all locations. This increase in comfort criteria exceedances are generally in the same locations as under the existing scenario, but would result in 7 additional comfort criterion exceedances for a total of 23 of the 38 locations. These additional exceedances would be along Natoma Street to ward the northeast end of the Transit Center, on the eastern side of the project site, and along Howard Street to the east of the project site.

Conclusion

The number of test points along Howard Street and First Street were greater in the Wind Assessment 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 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 Site. The majority of the locations where wind speeds would exceed the comfort criterion are not immediately adjacent to the 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.

Overall, no net new hazard exceedances would occur under the cumulative scenario compared to the existing and existing plus project scenarios. As a result, under the cumulative scenario, the proposed project is not anticipated to cause adverse wind impacts or result in new hazardous wind conditions in or around the Site.

F. Off-street freight loading (Sections 152.1 and 161). The 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.

In recognition of the fact that site constraints 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 may be permitted, by the Zoning Administrator in all districts, or in accordance with the provisions of Section 309 of this Code in C-3 Districts. In considering any such reduction or waiver, the following criteria shall be considered:

- i. Provision of freight loading and service vehicle spaces cannot be accomplished underground because site constraints will not permit ramps, elevators, turntables and maneuvering areas with reasonable safety;
- ii. Provision of the required number of freight loading and service vehicle spaces on-site would result in the use of an unreasonable percentage of ground-floor area, and thereby preclude more desirable use of the ground floor for retail, pedestrian circulation or open space uses;
- iii. A jointly used underground facility with access to a number of separate buildings and meeting the collective needs for freight loading and service vehicles for all uses in the buildings involved, cannot be provided; and
- iv. Spaces for delivery functions can be provided at the adjacent curb without adverse effect on pedestrian circulation, transit operations or general traffic circulation, and

off-street space permanently reserved for service vehicles is provided either on-site or in the immediate vicinity of the building.

The Project proposes to provide four (4) off-street loading spaces, rather than the six (6) spaces otherwise required by Code. The constrained area of the Site makes underground provision of loading spaces infeasible. Providing the full amount of required spaces is operationally unnecessary and would result in the use of an unreasonable percentage of the ground floor area within the Site, thereby precluding more desirable active pedestrian-oriented uses.

- **G.** Use requirements in the C-3-O(SD) Commercial Special Use Subdistrict (Section 248). The Transit Center C-3-O(SD) Special Use District requires all new development on lots larger than 15,000 square feet in the Special Use District shall include not less than 2 gross square feet of principally or conditionally permitted commercial uses for every 1 gross square foot of dwellings or other housing uses. Exceptions to the controls in Section 248(c) may be granted by the Planning Commission according to the procedures in Section 309 only if the Commission makes one of the following affirmative findings listed in Section 248(d):
 - i. That the development consists of multiple buildings on a single lot or adjacent lots that are entitled as a single development project pursuant to Section 309, and that commercial uses account for greater than 50 percent of the project's aggregate total gross floor area for all buildings and where the project sponsor demonstrates that it is infeasible or impractical to construct commercial uses on the footprint of the portion of the site dedicated to dwellings and/or other housing uses due to the size and configuration of that portion of the lot; or
 - ii. That the footprint of the portion of the site dedicated to dwellings and/or other housing uses is less than 15,000 square feet and the lot contains existing buildings which are to be retained.

The Project contains a total of approximately 945,000 gross square feet of three distinct uses: residential, office, and hotel. With approximately 435,000 gross square feet devoted to residential use and approximately 515,000 gross square feet devoted to non-residential uses (or "commercial uses" for purposes of applicability to Section 248), the Project does not meet the required 2:1 ratio of commercial uses to residential or housing uses. Therefore, the Project seeks an exception from the minimum requirements for commercial uses in the Transit Center C-3-O(SD) Commercial Special Use District, pursuant to Section 248(d).

The Project, while containing more than 50 percent of the Project's aggregate total gross floor area devoted to commercial uses, is developed a single building and not within multiple buildings on a single lot or adjacent lots. Further, the footprint of the portion of the building devoted to residential uses is 15,305 sf, thereby exceeding the 15,000 sf limit. Therefore, the Project is therefore not eligible for a 309 exception from Section 248(c).

Through a legislative amendment as only applied to the Project (Board File No. 191259), the square footage threshold for the footprint of the portion of the building devoted to residential uses would be 15,500 sf, thereby allowing the Project to utilize the 309 exception, pursuant to Section 248(d)(2).

- H. Height limits for buildings taller than 550 feet in height in the S-2 bulk district for allowance of non-occupied architectural, screening, and rooftop elements (Section 260(b)(1)(M). In any S-2 Bulk District for any building which exceeds 550 feet in height, unoccupied building features including mechanical and elevator penthouses, enclosed and unenclosed rooftop screening, and unenclosed architectural features not containing occupied space that extend above the height limit, only as permitted by the Planning Commission according to the procedures of Section 309 and meeting all of the following criteria:
 - i. such elements are demonstrated to not add more than insignificant amounts of additional shadow compared to the same building without such additional elements on any public open spaces as deemed acceptable by the Planning Commission; and
 - ii. such elements are limited to a maximum additional height equivalent to 7.5 percent of the height of the building to the roof of the highest occupied floor, except that in the case of a building in the 1,000-foot height district such elements are not limited in height, and any building regardless of building height or height district may feature a single spire or flagpole with a diagonal in cross-section of less than 18 feet and up to 50 feet in height in addition to elements allowed according to this subsection (M); and
 - iii. such elements are designed as integral components of the building design, enhance both the overall silhouette of the building and the City skyline as viewed from distant public vantage points by producing an elegant and unique building top, and achieve overall design excellence.

The Project would reach a maximum finished roof height of 749'-10". The Project's design incorporates an additional building height of 50 feet for unoccupied building features including mechanical and elevator penthouses, enclosed and unenclosed rooftop screening, and unenclosed architectural features not containing occupied space above the height limit of 750 feet. This additional height is less than the 7.5 percent, or 56'-3", of additional height that otherwise may be granted for non-occupied architectural, screening, and rooftop elements, pursuant to Code Section 260(b)(1)(M). The extended height is incorporated into the overall building design and allows for improved architectural treatment of the crown of the building. The result is an elegant and unique building crown that enhances the building silhouette and City skyline.

I. Bulk Controls (Sections 270, 272). Section 270 establishes bulk controls by district. For buildings located within 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. For buildings taller than 650 feet in the "S-2" Bulk District, the following bulk controls apply: there are no bulk controls for the lower tower except as required by Section 132.1. The lower tower for such buildings shall be defined as the bottom two-thirds of the building from sidewalk grade to roof of the uppermost occupied floor. The average floor size of the upper tower shall not exceed 75 percent of the average floor size of the lower tower, and the average diagonal dimension shall not exceed 87 percent of the average diagonal dimension of the lower tower. In determining the average floor size and average diagonal of the upper tower, unoccupied architectural elements permitted according to Section 260(b)(1)(M), except for levels consisting of singular spires with a diagonal in cross-section of less than 18 feet, may be included in the calculations if the Planning Commission determines, according to the procedures of Section 309, that:

- i. such unoccupied architectural elements produce a distinct visual tapering of the building as intended by the controls of Section 260(d)(3)(B); and
- ii. create an elegant profile for the upper tower from key public vantage points throughout the City and beyond. In calculating the floor size and diagonal of such architectural elements, a cross section floor proscribed by the most distant outside points of all elements shall be assumed at 12.5-foot intervals.

The bulk limits prescribed by Section 270 have been carefully considered in relation to objectives and policies for conservation and change in C-3 Districts. However, there may be some exceptional cases in which these limits may properly be permitted to be exceeded to a certain degree, provided, however, that there are adequate compensating factors. Exceptions to the bulk limits may be approved in the manner provided in Section 309, provided that at least one of the criteria listed within Section 272 is met.

The Project proposes an exception from Section 270(d)(4)(B), which requires that average floorplates of the upper tower may not exceed 75% of the average floorplates of the lower tower and the average diagonal dimension of the upper tower may not exceed 87% of the average diagonal dimension of the lower tower.

In order to provide feasible area for residential development, the Project's upper tower floorplates are reduced only to 82% of the lower tower floorplates, and the diagonal dimension of the upper tower is reduced only to 95% of the lower tower diagonal dimension. The limited bulk reduction is attributable to significant constraints on the buildable area of the Site. Due to the presence of a below-grade "Train Box" located within the northwest corner of the Site and the bus ramp easement along the western

boundary of the Site) the lower tower floorplates and diagonal dimension are significantly smaller than that would otherwise be permitted.

The proposed upper tower bulk reductions are such that there is a clear delineation between the lower and upper tower, with reduced bulk of the upper tower contributing to an overall slender appearance of the overall building. Along the south and north façades, the slenderness of the tower is accentuated by vertical piers. The west and east facades feature a horizontal expression while a series of setbacks and transparency gradients express the different components of the building's form. The curved corners of the tower offer a streamlined and transparent expression that softens the overall massing. As the tower reaches its top, the vertical piers progressively transform themselves into an elegant latticework. In addition, the redefinition of the glass surfaces between piers into concave glass surfaces, and a series of subtle setbacks create an elegant and iconic crown. This crown will be softly lit at night, making it visible from afar, creating an elegant profile within the San Francisco skyline.

The Project provides major variations in the planes of wall surfaces, in either depth or direction, that significantly alter the mass as well as significant differences in the heights of various portions of the building, structure or development that divide the mass into distinct elements (Sections 272(a)(4)(A) and (B). Therefore, the Project is eligible for exceptions from the minor exceedances of bulk controls as permitted under Section 309(a)(13). Overall, the Project achieves a distinctly better design, in both a public and a private sense, than would be possible with strict adherence to the bulk limits, avoiding an unnecessary prescription of building form while carrying out the intent of the bulk limits and the principles and policies of the Master Plan.

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: HOUSING ELEMENT

Objectives and Policies

OBJECTIVE 1

IDENTIFY AND MAKE AVAILABLE FOR DEVELOPMENT ADEQUATE SITES TO MEET THE CITY'S HOUSING NEEDS, ESPECIALLY PERMANENTLY AFFORDABLE HOUSING.

Policy 1.1

Plan for the full range of housing needs in the City and County of San Francisco, especially affordable housing.

Policy 1.8

Promote mixed use development, and include housing, particularly permanently affordable housing, in new commercial, institutional or other single use development projects.

Policy 1.10

Support new housing projects, especially affordable housing, where households can easily rely on public transportation, walking and bicycling for the majority of daily trips.

OBJECTIVE 4

FOSTER A HOUSING STOCK THAT MEETS THE NEEDS OF ALL RESIDENTS ACROSS LIFECYCLES.

Policy 4.1

Develop new housing, and encourage the remodeling of existing housing, for families with children.

Policy 4.5

Ensure that new permanently affordable housing is located in all of the City's neighborhoods, and encourage integrated neighborhoods, with a diversity of unit types provided at a range of income levels.

OBJECTIVE 5

ENSURE THAT ALL RESIDENTS HAVE EQUAL ACCESS TO AVAILABLE UNITS.

Policy 5.4

Provide a range of unit types for all segments of need, and work to move residents between unit types as their needs change.

OBJECTIVE 11

SUPPORT AND RESPECT THE DIVERSE AND DISTINCT CHARACTER OF SAN FRANCISCO'S NEIGHBORHOODS.

Policy 11.1

Promote the construction and rehabilitation of well-designed housing that emphasizes beauty, flexibility, and innovative design, and respects existing neighborhood character.

Policy 11.2

Ensure implementation of accepted design standards in project approvals.

Policy 11.3

Ensure growth is accommodated without substantially and adversely impacting existing residential neighborhood character.

Policy 11.4

Continue to utilize zoning districts which conform to a generalized residential land use and density plan and the General Plan.

SAN FRANCISCO PLANNING DEPARTMENT

Policy 11.6

Foster a sense of community through architectural design, using features that promote community interaction.

Policy 11.8

Consider a neighborhood's character when integrating new uses, and minimize disruption caused by expansion of institutions into residential areas.

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.

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.

GENERAL PLAN: 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 3.1

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

Policy 3.2

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

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.

Policy 1.2

Assure that all commercial and industrial uses meet minimum, reasonable performance standards.

Policy 1.3

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

OBJECTIVE 8

ENHANCE SAN FRANCISCO'S POSITION AS A NATIONAL CENTER FOR CONVENTIONS AND VISITOR TRADE.

Policy 8.1

Guide the location of additional tourist related activities to minimize their adverse impacts on existing residential, commercial, and industrial activities.

GENERAL PLAN: TRANSPORTATION

OBJECTIVE 1

MEET THE NEEDS OF ALL RESIDENTS AND VISITORS FOR SAFE, CONVENIENT, AND NEXPENSIVE TRAVEL WITHIN SAN FRANCISCO AND BETWEEN THE CITY AND OTHER PARTS OF THE REGION WHILE MAINTAINING THE HIGH QUALITY LIVING ENVIRONMENT OF THE BAY AREA.

Policy 1.2

Ensure the safety and comfort of pedestrians throughout the city.

Policy 1.3

Give priority to public transit and other alternatives to the private automobile as the means of meeting San Francisco's transportation needs particularly those of commuters.

Policy 1.6

Ensure choices among modes of travel and accommodate each mode when and where it is most appropriate.

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.

DOWNTOWN AREA PLAN

OBJECTIVE 1

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

Policy 1.1

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

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.

OBJECTIVE 4

ENHANCE SAN FRANCISCO'S ROLE AS A TOURIST AND VISITOR CENTER

Policy 4.1

Guide the location of new hotels to minimize their adverse impacts on circulation, existing uses, and scale of development.

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.

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.

OBJECTIVE 13

CREATE AN URBAN FORM FOR DOWNTOWN THAT ENHANCES SAN FRANCISCO'S STATURE AS ONE OF THE WORLD'S MOST VISUALLY ATTRACTNE CITIES.

Policy 13.1

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

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.

TRANSIT CENTER DISTRICT PLAN: URBAN FORM

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.

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 reconfiguring 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.

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.

The Project is located within an existing high-density downtown area which was re-zoned as part of an area plan to design development around the Transbay Transit Center. The Transbay Transit Center is designed to be the Bay Area's hub of intermodal public transportation, with corresponding infrastructure improvements in this area of downtown. 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 165 dwelling units, 189 hotel rooms, and approximately 275,00 gross square feet of office use located within walking distance of the Transbay Transit Center, as well as the Downtown Core.

One of the specific 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 Transbay 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 approximately 435,000 gross square feet of residential uses, approximately 275,000 gross square feet of office use, and approximately 240,000 gross square feet of hotel use, including approximately 9,800 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.

The Project would add a significant amount of housing to a site that is currently undeveloped, well-served by existing and future transit, and is within walking distance of substantial goods and services. Future residents can walk, bike, or access BART, MUNI, or regional bus service from the Site, including all future modes of public transportation proposed to terminate at the Salesforce Transit Center, located immediately adjacent to the Site.

- 9. **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 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. The Project will provide significant employment opportunities with the addition of a full-service hotel and various retail uses at the ground level and at level 5, where the Project connects to Salesforce Park, atop the Salesforce Transit Center. 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 site is currently vacant and does not, therefore, contain any existing housing. The Project's unique mixed-use program provides outstanding amenities to visitors and residents, and contributes significantly to the 24-hour neighborhood character envisioned by the Transit Center District Plan.

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

The Project would not displace any housing given the Site is currently undeveloped. The Project would improve the existing character of the neighborhood by developing a high-density, mixed-use building containing 165 dwelling units, including the provision of off-site inclusionary affordable units at a rate of no less than 33 percent within one-mile of the 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 located in the most transit-rich environs in the city and would therefore 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 mixed-use Project would not negatively affect the industrial and service sectors, nor would it 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.

Currently, the Project Site does not contain any City Landmarks or historic buildings.

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

A Shadow Study indicated the Project may cast a shadow on both Union Square Plaza and Willie "Woo Woo" Wong Park, properties under the jurisdiction of the San Francisco Recreation and Park Department. However, based upon the amount and duration of new shadow and the importance of sunlight to each of the open spaces analyzed, the Project would not substantially affect, in an adverse manner, the use or enjoyment of these open spaces beyond what was analyzed and disclosed in the TCDP FEIR. The Project's new shadow on Union Square Plaza and Willie "Woo Woo" Wong Playground would contribute considerably to the significant and unavoidable impact identified in the TCDP FEIR with respect to the need to increase the Absolute Cumulative Limit of downtown parks. Shadow from the proposed Project on public plazas, and other publicly-accessible spaces other than those protected under Section 295 would be generally be limited to certain days of the year and would be limited in duration on those days.

10. **First Source Hiring.** The Project is subject to the requirements of the First Source Hiring Program as they apply to permits for residential development (Administrative Code Section 83.11), and the Project Sponsor shall comply with the requirements of this Program as to all construction work and on-going employment required for the Project. Prior to the issuance of any building permit to construct or a First Addendum to the Site Permit, the Project Sponsor shall have a First Source Hiring Construction and Employment Program approved by the First Source Hiring Administrator, and evidenced in writing. In the event that both the Director of Planning and the First Source Hiring Administrator agree, the approval of the Employment Program may be delayed as needed.

The Project Sponsor submitted a First Source Hiring Affidavit and prior to issuance of a building permit will execute a First Source Hiring Memorandum of Understanding and a First Source Hiring Agreement with the City's First Source Hiring Administration.

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 would promote the health, safety and welfare of the City.

Motion No. 20616 January 9, 2020

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. 2016-013312DNX** subject to the following conditions attached hereto as "EXHIBIT A" in general conformance with plans on file, dated December 20, 2019, and stamped "EXHIBIT B", which is incorporated herein by reference as though fully set forth.

The Planning Commission hereby adopts the MMRP attached hereto as "EXHIBIT C" and incorporated herein as part of this Motion by this reference thereto. All required 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 Section 329/309 Large/Downtown Project Authorization to the Board of Appeals within fifteen (15) days after the date of this Motion. The effective date of this Motion shall be the date of adoption of this Motion if not appealed (after the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. Any appeal shall be made to the Board of Appeals, unless an associated entitlement is appealed to the Board of Supervisors, in which case the appeal of this Motion shall also be made to the Board of Supervisors (see Charter Section 4.135). For further information, please contact the Board of Appeals at (415) 575-6880, 1660 Mission, Room 3036, San Francisco, CA 94103, or 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.

Motion No. 20616 January 9, 2020

I hereby certify that the Planning Commission ADOPTED the foregoing Motion on January 9, 2020.

Jonas lon

Commission Secretary

- AYES: Diamond, Fung, Johnson, Koppel, Melgar, Moore
- NAYS: None
- ABSENT: Richards
- ADOPTED: January 9, 2020

EXHIBIT A

AUTHORIZATION

This authorization is for a **Downtown Project Authorization and Request for Exceptions** relating to a Project that would allow for the construction of an approximately 750-foot tall (800 feet inclusive of rooftop mechanical features) 61-story, mixed-use tower with a total of approximately 957,000 gross square feet, including 165 dwelling units, 189 hotel rooms, 275,674 square feet of office use located at 542-550 Howard Street (Transbay Parcel F), within Assessor's Block 3721, Lots 016, 135, 136, and 138, pursuant to Planning Code Sections 309, 132.1, 134, 140, 148, 152.1, 161, 248, 260, 270 and 272 within the C-3-O(SD) Downtown-Office (Special Development) Zoning District and 750-S-2 and 450-S Height and Bulk Districts, in general conformance with plans, dated **December 20, 2019**, and stamped "EXHIBIT B" included in the docket for Record No. **2016-013312DNX** and subject to conditions of approval reviewed and approved by the Commission on **January 9, 2020** under Motion No. **20616**. 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 January 9, 2020 under Motion No. 20616.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

The conditions of approval under the 'Exhibit A' of this Planning Commission Motion No. **20616** 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 date that the Planning Code text amendment(s) and/or Zoning Map amendment(s) become effective. The Department of Building Inspection shall have issued a Building Permit or Site Permit to construct the project and/or commence the approved use within this three-year period. *For information about compliance, contact Code Enforcement, Planning Department at* 415-575-6863, *www.sf-planning.org*
- 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, <u>www.sf-planning.org</u>

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 the date that the Planning Code text amendment(s) and/or Zoning Map amendment(s) became effective.

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

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 also obtain Conditional Use Authorization Office to establish a hotel use, pursuant to Section 303; an office allocation, pursuant to Section 321; adoption of shadow findings, pursuant to Section 295; Planning Code Text and Map Amendments to amend San Francisco Zoning Maps ZN-01 and HT-01 for height and bulk classification and zoning designation, and uncodified legislative amendments for the residential footprint requirement per Section 248(d)(2), and authorization of off-site inclusionary affordable dwelling units per Section 249.28(b)(6)(B)(C); General Plan Amendment to amend Maps 1 and 5 of the Downtown Plan and Figure 1 of the Transit Center District Plan; and Variances for Parking and Loading Entrance Width per Section 145, Active Street Frontages per Section 145.1, and Vehicular Ingress and Egress on Natoma Street per Section 155; and location of Bicycle Parking per Section 155, and satisfy all the conditions thereof. 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, <u>www.sf-planning.org</u>

- 7. **Mitigation Measures.** Mitigation and Improvement 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, <u>www.sf-planning.org</u>
- 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, <u>www.sf-planning.org</u>

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.

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, <u>www.sf-planning.org</u>

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, <u>www.sf-planning.org</u>

- 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, <u>www.sf-planning.org</u>
- 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, <u>www.sf-planning.org</u>

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, <u>www.sf-planning.org</u>

16. Food Service in Open Spaces - C-3 Districts. Pursuant to Planning Code Section 138, the Project Sponsor shall make food service available during the hours that the open space is accessible to the public. In the event that the Project Sponsor is unable to lease a retail space to a food service, food service shall be provided by a kiosk, or a cart or similar portable device at the rooftop open space. [*Planner should insert project specific language*]

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

17. **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** Street 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, <u>www.sf-planning.org</u>

18. **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, <u>www.sf-planning.org</u>

19. **Transformer Vault Location**. The location of individual project PG&E Transformer Vault installations has significant effects to San Francisco streetscapes when improperly located. However, they may not have any impact if they are installed in preferred locations. Therefore, the Planning Department in consultation with Public Works shall require the following location(s) for transformer vault(s) for this project: within sidewalk along the Howard Street frontage. The above requirement shall adhere to the Memorandum of Understanding regarding Electrical Transformer Locations for Private Development Projects between Public Works and the Planning Department dated January 2, 2019.

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

20. **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, <u>www.sfmta.org</u>

- 21. 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, <u>www.sf-planning.org</u>
- 22. **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, <u>www.sf-planning.org</u>

23. Salesforce Park/Salesforce Transit Center Connections. The Project Sponsor must provide to the Planning Department a letter from the Executive Director of the TJPA indicating Final approval of the design and operation of both the bridge and the inclined elevator connecting the Project to City Park. Such letter shall be provided prior to approval by the Planning Department of the first site permit.

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

PARKING AND TRAFFIC

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

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

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

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, <u>www.sf-planning.org</u>

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, <u>www.sf-planning.org</u>

27. **Bicycle Parking** Pursuant to Planning Code Sections 155, 155.1, and 155.2, the Project shall provide no fewer than **216** bicycle parking spaces (**117** Class 1 and **8** Class 2 spaces for the residential portion of the Project, and **61** Class 1 and **26** Class 2 spaces for the commercial portion of the Project). SFMTA has final authority on the type, placement and number of Class 2 bicycle racks within the public ROW. Prior to issuance of first architectural addenda, the project sponsor shall contact the SFMTA Bike Parking Program at <u>bikeparking@sfmta.com</u> to coordinate the installation of on-street bicycle racks and ensure that the proposed bicycle racks meet the SFMTA's bicycle parking guidelines. Depending on local site conditions and anticipated demand, SFMTA may request the project sponsor pay an in-lieu fee for Class II bike racks required by the Planning Code.

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

 Showers and Clothes Lockers. Pursuant to Planning Code Section 155.3, the Project shall provide no fewer than 4 showers and 24 clothes lockers.
 Fan information should contract Code Enforcement. Planning Department at 415 575 (862)

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

29. **Parking Maximum.** Pursuant to Planning Code Section 151 or 151.1, the Project shall provide no more than **183** off-street parking spaces.

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

30. Off-Street Loading. Pursuant to Planning Code Section 152, the Project will provide 4 off-street loading spaces.

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

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, <u>www.onestopSF.org</u>

- 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. **Employment Brokerage Services C-3 District.** Pursuant to Planning Code Section 164, the Project Sponsor shall provide employment 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 local employment program, subject to the approval of the Planning Director.

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

36. Child Care Brokerage Services - C-3 District. Pursuant to Planning Code Section 165, the Project Sponsor shall provide on-site child-care brokerage services for the actual lifetime of the project. Prior to the issuance of any certificate of occupancy, the Project Sponsor shall execute an agreement with the Planning Department documenting the project's child-care program, subject to the approval of the Planning Director.

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

37. **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, <u>www.sf-planning.org</u>

SAN FRANCISCO PLANNING DEPARTMENT

38. **Downtown Park Fee - C-3 District.** The Project is subject to the Downtown Park Fee, as applicable, pursuant to Planning Code Section 412.

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

39. Jobs-Housing Linkage. The Project is subject to the Jobs Housing Linkage Fee, as applicable, pursuant to Planning Code Section 413.

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

40. Child-Care Requirements for Office and Hotel Development. In lieu of providing an on-site child-care facility, the Project has elected to meet this requirement by providing an in-lieu fee, as applicable, pursuant to Planning Code Section 414.

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

- 41. **Residential Child Care Impact Fee.** 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*
- 42. **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 415.7, the Project is currently required to provide 33% of the proposed dwelling units as affordable to qualifying households. The Project contains 165 units; therefore, 54 affordable units are currently required. The Project Sponsor will fulfill this requirement by providing a minimum 54 affordable units off-site within the Transbay Redevelopment Project Area as stipulated in Planning Code Text and Map Amendment Ordinance (Board File No. 191259). If the number of market-rate units changes, 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, <u>www.sf-planning.org</u> or the Mayor's Office of Housing and Community Development at 415-701-5500, <u>www.sf-moh.org</u>.

B. Unit Mix. The Project contains, 21 one-bedroom, 92 two-bedroom, and 52 three-bedroom units; therefore, the required affordable unit mix is 7 one-bedroom, 30 two-bedroom, and 17 three-bedroom units, or the unit mix that may be required if the inclusionary housing requirements

change as discussed above. If the market-rate unit mix changes, the affordable unit mix will be modified accordingly with written approval from Planning Department staff in consolation with MOH.

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

C. Mixed Income Levels for Affordable Units. Pursuant to Planning Code Section 415.3, the Project is required to provide 33% of the proposed dwelling units as affordable to qualifying households. At least 18% must be affordable to low-income households, at least 8% must be affordable to moderate income households, and at least 7% must be affordable to middle income households. Rental Units for low-income households shall have an affordable rent set at 55% of Area Median Income or less, with households earning up to 65% of Area Median Income eligible to apply for low-income units. Rental Units for moderate-income households shall have an affordable rent set at 80% of Area Median Income or less, with households earning from 65% to 90% of Area Median Income eligible to apply for moderate-income units. Rental Units for middle-income households shall have an affordable rent set at 110% of Area Median Income or less, with households earning from 90% to 130% of Area Median Income eligible to apply for middle-income units. For any affordable units with rental rates set at 110% of Area Median Income, the units shall have a minimum occupancy of two persons. 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, <u>www.sf-planning.org</u> or the Mayor's Office of Housing and Community Development at 415-701-5500, <u>www.sf-moh.org</u>.

- D. Expiration of the Inclusionary Rate. Pursuant to Planning Code Section 415.6(a)(10), if the Project has not obtained a site or building permit within 30 months of Planning Commission Approval of this Motion No. 20616, then it is subject to the Inclusionary Affordable Housing Requirements in effect at the time of site or building permit issuance.
 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. **Phasing.** If any building permit is issued for partial phasing of the Project, the Project Sponsor shall have designated not less than thirty three percent (33%), or the applicable percentage as discussed above, of each phase's total number of dwelling units as off-site BMR 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 at* 415-701-5500, *www.sf-moh.org.*
- F. **Duration.** Under Planning Code Section 415.8, all units constructed pursuant to Sections 415.7 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, <u>www.sf-planning.org</u> or the Mayor's Office of Housing at 415-701-5500, <u>www.sf-moh.org</u>.

- i. <u>Total Square Footage Requirement.</u> The total square footage of the off-site affordable units constructed shall be no less than the calculation of the total square footage of the on-site market-rate units in the principal project multiplied by the relevant on-site percentage requirement.
- ii. <u>Interior Features.</u> The interior features in affordable units should generally be the same as those of the market rate units in the principal project but need not be the same make, model, or type of such item as long as they are of new and good quality and are consistent with then-current standards for new housing and so long as they are consistent with the "Quality Standards for Off-Site Affordable Housing Units" found in the Procedures Manual.
- G. Other Conditions. The Project is subject to the requirements of the Inclusionary Affordable Housing Program under Section 415 et seq. of the Planning Code and the terms of the City and County of San Francisco Inclusionary Affordable Housing Program Monitoring and Procedures Manual ("Procedures Manual"). 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 MOH at 1 South Van Ness Avenue or on the Planning Department or Mayor's Office of Housing's websites, including on the internet at:

http://sf-planning.org/Modules/ShowDocument.aspx?documentid=4451.

As provided in the Inclusionary Affordable Housing Program, the applicable Procedures Manual is the manual in effect at the time the subject units are made available for sale. *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 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 principal project market rate units, (2) be constructed, completed, ready for occupancy and marketed no later than the principal project market rate units, (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 thencurrent standards for new housing. Other specific standards for off-site units are outlined under "Quality Standards for Off-site BMR Units" as outlined in the Procedures Manual.

If the off-site 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 the 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 of any unit in the building.

- iv. Required parking spaces shall be made available to initial 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. The Project Sponsor shall promptly provide a copy of the recorded Notice of Special Restriction to the Department and to the MOHCD or its successor.
- vi. The Project Sponsor has demonstrated that it is eligible for the Off-site Affordable Housing Alternative under Planning Code Section 415.5 and 415.7 instead of payment of the Affordable Housing Fee, and has submitted 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 off-site units shall be rental units and will remain as rental units for the life of the Project.
- 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 Sections 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 by law.

- viii. If the Project is unable to comply with the Inclusionary Affordable Housing Requirement through the Off-site Affordable Housing Alternative, the Project Sponsor or its successor shall comply with the On-site Affordable Housing Alternative, as required under Planning Code Section 249.28(b)(6) prior to issuance of the first construction permit and penalties.
- 43. **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, <u>www.sf-planning.org</u>
- 44. **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

45. **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

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

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

47. **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, <u>www.sf-planning.org</u>

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

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

MONITORING - AFTER ENTITLEMENT

- 49. 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*
- 50. **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, <u>www.sf-planning.org</u>

51. **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, <u>www.sf-planning.org</u>

OPERATION

- 52. Eating and Drinking Uses. As defined in Planning Code Section 202.2, Eating and Drinking Uses, as defined in Section <u>102</u>, shall be subject to the following conditions:
 - A. The business operator 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 Street and Sidewalk Maintenance Standards. In addition, the operator shall be responsible for daily monitoring of the sidewalk within a one-block radius of the subject business to maintain the sidewalk free of paper or other litter associated with the business during business hours, in accordance with Article 1, Section <u>34</u> of the San Francisco Police Code.

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

B. When located within an enclosed space, 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 of 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, <u>www.sfdph.org</u>.

For information about compliance with construction noise requirements, contact the Department of Building Inspection at 415-558-6570, <u>www.sfdbi.org</u>.

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

C. 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), <u>www.baaqmd.gov</u> and Code Enforcement, Planning Department at 415-575-6863, <u>www.sf-planning.org</u>

D. 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 the Bureau of Street Use and Mapping, Department of Public Works at 415-554-.5810, <u>http://sfdpw.org</u>.

- 53. 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
- 54. **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 and all registered neighborhood groups for the area with written notice of the name, business address, and telephone number of the community liaison. Should the contact information change, the Zoning Administrator and registered neighborhood groups shall be made aware of such change. The community liaison shall report to the Zoning Administrator what

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

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

55. **Notices Posted at Bars and Entertainment Venues.** Notices urging patrons to leave the establishment and neighborhood in a quiet, peaceful, and orderly fashion and to not litter or block driveways in the neighborhood, shall be well-lit and prominently displayed at all entrances to and exits from the establishment.

For information about compliance, contact the Entertainment Commission, at 415 554-6678, www.sfgov.org/entertainment

56. Other Entertainment. The Other Entertainment shall be performed within the enclosed building only. The building 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. Bass and vibrations shall also be contained within the enclosed structure. The Project Sponsor shall obtain all necessary approvals from the Entertainment Commission prior to operation. The authorized entertainment use shall also comply with all of the conditions imposed by the Entertainment Commission.

For information about compliance, contact the Entertainment Commission, at 415 554-6678, <u>www.sfgov.org/entertainment</u>

57. **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, <u>www.sf-planning.org</u>

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SAN FRANCISCO PLANNING DEPARTMENT

Planning Commission Motion No. 20617

HEARING DATE: JANUARY 9, 2020

Record Number:	2016-013312OFA
Project Address:	542-550 Howard Street (Transbay Parcel F)
Existing Zoning:	C-3-O(SD) Downtown-Office (Special Development) Zoning District
	750-S-2 and 450-S Height and Bulk Districts
	Transit Center C-3-O(SD) Commercial and
	Transbay C-3 Special Use Districts
	Downtown and Transit Center District Plan Areas
Block/Lot:	3721/016, 135, 136, 138
Project Sponsor:	F4 Transbay Partners, LLC
	101 California Street, Suite 1000
	San Francisco, CA 94111
Property Owner:	Parcel F Owner, LLC
	101 California Street, Suite 1000
	San Francisco, CA 94111
Staff Contact:	Nicholas Foster, AICP, LEED GA
	nicholas.foster@sfgov.org, (415) 575-9167

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

Reception: 415.558.6378

Fax: 415.558.6409

Planning Information: 415.558.6377

ADOPTING FINDINGS RELATED TO THE ALLOCATION OF OFFICE SQUARE FOOTAGE UNDER THE 2019-2020 ANNUAL OFFICE DEVELOPMENT LIMITATION PROGRAM PURSUANT TO PLANNING CODE SECTIONS 320 THROUGH 325 THAT WOULD AUTHORIZE UP TO 275,764 GROSS SQUARE FEET OF GENERAL OFFICE USE WITHIN AN APPROXIMATELY 750-FOOT TALL (800 FEET INCLUSIVE OF ROOFTOP MECHANICAL FEATURES) 61-STORY, MIXED-USE TOWER LOCATED AT 542-550 HOWARD STREET (TRANSAY PARCEL "F"), LOTS 016, 135, 136, 138 OF ASSESSOR'S BLOCK 3721, WITHIN THE C-3-O(SD) DOWNTOWN-OFFICE (SPECIAL DEVELOPMENT) ZONING DISTRICT AND 750-S2 AND 450-S HEIGHT AND BULK DISTRICTS, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

PREAMBLE

On October 13, 2016, Cameron Falconer of Hines, acting on behalf of F4 Transbay Partners, LLC (hereinafter "Project Sponsor"), submitted an application with the Planning Department (hereinafter "Department") for a Preliminary Project Assessment ("PPA"). The PPA Letter, assigned to Case No. 2016-013312PPA, was issued on January 9, 2016.

On December 9, 2016, the Project Sponsor submitted Planning Code Text and Map Amendment applications. The application packets were accepted on December 9, 2016 and assigned to Case Numbers 2016-013312MAP and 2016-013312PCA.

On April 19, 2017, the Project Sponsor submitted an Environmental Evaluation Application. The application packet was accepted on July 14, 2016 and assigned Case Number 2016-013312ENV.

On October 17, 2018, the Project Sponsor submitted, as modified by subsequent submittals, the following applications with the Department: Downtown Project Authorization; Conditional Use Authorization; Office Allocation; Variance; Shadow Analysis; and Transportation Demand Management. The application packets were accepted on October 17, 2018 and assigned to Case Numbers: 2016-013312DNX; 2016-013312CUA; 2016-013312OFA; 2016-013312VAR; 2016-013312SHD; and 2016-013312TDM, respectively.

The environmental effects of the Project were determined by the San Francisco Planning Department to have been fully reviewed under the Transit Center District Plan Environmental Impact Report (hereinafter "EIR"). 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 Transit Center District Plan 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 FEIR, 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 project, then an EIR need not be prepared for that project solely on the basis of that impact.

On August 27, 2019, the Department 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 Plan and was encompassed within the analysis contained in the Transit Center District Plan FEIR. Since the Transit Center District Plan FEIR 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 FEIR 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 FEIR. The file for this Project, including the Transit Center District Plan

FEIR and the Community Plan Exemption certificate, is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, San Francisco, California.

Planning Department staff prepared a Mitigation Monitoring and Reporting Program (MMRP) setting forth mitigation measures that were identified in the Transit Center District Plan FEIR that are applicable to the project. These mitigation measures are set forth in their entirety in the MMRP attached to the draft Motion as Exhibit C.

The Planning Department Commission Secretary is the Custodian of Records; all pertinent documents are located in the File for Case No. 2016-013312OFA, at 1650 Mission Street, Fourth Floor, San Francisco, California.

On September 19, 2019, the Recreation and Park Commission conducted a duly noticed public hearing at regularly scheduled meeting and recommended, through Resolution No. 1909-016, that the Planning Commission find that the shadows cast by the Project would not be adverse to the use of Union Square and Willie "Woo Woo" Wong Playground.

On October 8, 2019, the Project Sponsor filed a request for a General Plan Amendment. The application packet was accepted on October 8, 2019 and assigned to Case Number 2016-013312GPA.

On October 17, 2019, the San Francisco Planning Commission (hereinafter "Commission") conducted a duly noticed public hearing at a regularly scheduled meeting to consider the initiation of a General Plan Amendment for Case No. 2016-013312GPA. After hearing the item, the Commission voted 5-0 (Koppel absent) to continue the item to December 5, 2019.

On December 5, 2019 the Commission conducted a duly noticed public hearing at a regularly scheduled meeting to consider the initiation of a General Plan Amendment for Case No. 2016-013312GPA. The Commission voted 6-0 (Richards absent) to initiate the General Plan Amendment for Case No. 2016-013312GPA.

On January 9, 2020, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Office Allocation application No. 2016-001794OFA.

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 Office Allocation as requested in Application No. 2016-013312OFA, 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 proposed project ("Project") includes the construction of a new 61-story mixed-use building reaching a height of 749'-10" tall (799'-9" inclusive of rooftop screening/mechanical equipment). The Project would include 165 dwelling units, 189 hotel rooms, approximately 276,000 square feet of office use floor area, approximately 79,000 square feet of floor area devoted to shared amenity space, approximately 9,000 square feet of retail space, approximately 20,000 square feet of open space, 178 Class 1 and 34 Class 2 bicycle parking spaces, and four below-grade levels that would accommodate up to 183 vehicle parking spaces provided for the residential, hotel, and office uses. The Project also would construct a pedestrian bridge providing public access to Salesforce Park located on the roof of the Transbay Transit Center.
- 3. Site Description and Present Use. The Project Site ("Site") consists of four contiguous lots (Lots 016, 135, 136, and 137) within Assessor's Block 3721, totaling 32,229 square feet (0.74 acres) in area. The site, bounded by Howard Street to the south and Natoma Street to the north, is undeveloped at-grade and served as a construction staging area for the adjacent Salesforce Transit Center during its construction. A below-grade "Train Box" is located within the northwest corner of the Site, occupying approximately 12,000 square feet of the Site. The Train Box consists of a two-story structure that will allow Caltrain—and eventually High-Speed Rail—trains to enter and exit the adjacent Salesforce Transit Center below-grade. Because the Train Box can only support a very limited structural load above-grade, the proposed mixed-use building is purposely set back from the northwest corner of the Site (along the Natoma Street frontage), towards the southeast corner of the Site (along the Howard Street frontage). The Project responds to the unique site constraint by cantilevering the building podium over the area of the Train Box, thereby shifting the majority of the tower's mass onto Lots 016 and 135, away from the area of the Train Box.
- 4. Surrounding Properties and Neighborhood. The 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 mixed-use buildings. The block on which the Site is located contains several low to mid-rise office buildings and construction staging for planned developments. The 5-story Salesforce Transit Center (STC) and the Salesforce Park are located to the north of the Site, 2- to 3- story buildings at 547, 555, and 557 Howard streets are located to the south of the Site, and a 3-story building at 540 Howard Street, a 4-story building at 530 Howard Street, and a parking lot at 524 Howard Street are located east of the Site. The 2- to 3-story buildings at 547, 555, and 557 Howard streets are planned to be replaced with an approximately 385 foot-tall, 36-story mixed use residential and hotel development project. The parking lot at 524 Howard Street is planned to be replaced with an approximately 495-foot tall, 48-story mixed use residential and hotel development. Several other high-rise buildings are

planned, under construction, or have recently completed construction in the surrounding area, including a newly completed office-residential tower at 181 Fremont Street.

- 5. **Public Outreach and Comments.** The Department has received correspondence regarding the proposed Project related to shadow impacts on Willie "Woo Woo" Wong Park, citing concerns around shadows caused by the Project having an adverse impact on the use of the Willie "Woo Woo" Wong Park. The Project Sponsor has conducted community outreach that includes local community groups to respond to concerns over shadow impacts resulting from the Project.
- 6. **Planning Code Compliance.** The Planning Code Compliance as set forth in Downtown Project Authorization Motion No. 20616 apply to this Office Allocation Motion, and are incorporated as though fully set forth herein.
- 7. Office Development Authorization (Section 321). The Planning Code establishes standards for San Francisco's Office Development Annual Limit. In determining which office developments best promote the public welfare, convenience and necessity, the Commission shall consider:
 - **A.** Apportionment of office space over the course of the approval period in order to maintain a balance between economic growth, on the one hand, and housing, transportation and public services, on the other.

As of September 19, 2019, there exists 21,752 gross square feet (gsf) of office development allocations available for "Large Allocation Projects" (projects with greater than 50,000 gsf) under the Office Allocation Program (Section 321). That amount does not reflect the 6,008,677 gsf that has been "pre-allocated" for "pending projects" for which the Planning Department has a current Office Allocation Application on-file. The Project is included within the pending projects group and seeks an allocation of up to 275,764 square feet, or, approximately 5 percent of the pending projects group. If the Project is approved, 5,732,903 square feet of space will remain in pending projects group for Large Allocation Projects.

The Project maintains an appropriate balance between economic growth on the one hand, and housing, transportation, and public services, on the other. As part of its unique mixed-use program, the Project will provide an integrated balance of housing and economic growth, delivering 165 dwelling units in 433,556 gross square feet of residential use plus a 189-room hotel to downtown San Francisco. In addition, the Project will further contribute to the development of affordable housing pursuant to its participation in the Jobs-Housing Linkage Program. The Project's transit-orientation is unrivaled owing to its location directly adjacent to the Salesforce Transit Center ("STC"), which will link 11 transit systems and serve over 100,000 passengers each weekday and 45 million commuters annually. This location will serve to provide office density in the closest possible proximity to sustainable transit alternatives including BART, MUNI, regional bus, and future Caltrain/HSR, among others. In addition to proximity to the STC, the Project is within two blocks of the Montgomery BART and Muni station and within close walking distance of the Ferry Building, providing more convenient public transportation alternatives to its tenants and residents.

Lastly, the Project's unique mixed-use program will provide the city with permanent public amenities. These include enhanced access to the STC and its rooftop park from the Project's integrated throughblock pedestrian passageway and sky bridge, several thousand square feet of high-quality retail, and the services and amenities of its 189-key hotel. In summary, the Project provides a thoughtful and balanced response to the city's needs for economic growth and housing, transportation, and public services.

B. The contribution of the office development to, and its effects on, the objectives and policies of the General Plan.

The City approved the Transit Center District Plan ("TCDP"), a subarea plan of the Downtown Plan, and the Transit Center C-3-O(SD) Commercial Special Use District in 2012. The Subarea Plan and SUD reaffirm long-standing City policy to concentrate intensive office development in the Transit Center District and does so by mandating large sites such as the Project Site be reserved for predominately commercial development.

The Project's unique mix of retail, office, hotel and residential uses will mean a built-in customer base and frequent foot traffic through the area, also providing a direct benefit to the immediately adjacent ground floor specialty retail of the STC.

C. The quality of the design of the proposed office development.

The Project seeks to provide an exceptional design that will make a lasting, iconic contribution to the city's architectural character and skyline. The building's streamlined volume will present gently rounded corners and a series of setbacks on its east and west sides, becoming increasingly slender as it reaches the sky. The building's energy efficient and expressive façade exhibits a unique materiality and verticality that is reminiscent of some of San Francisco's most remarkable traditional buildings, such as the Pacific Telephone and Telegraph Tower. As the tower reaches its top, the design culminates in an elegant and iconic crown.

Within the pedestrian realm, the Project will incorporate a lively pedestrian and retail alleyway on Natoma Street, as well as a public passageway that will allow pedestrians and cyclists to pass through the Site from Howard Street and Under Ramp Park to Natoma Street and access STC to the north of the Site. In addition, the Project will provide direct public access to the 5.4 acre rooftop park located atop the STC, via an on-site public elevator and a pedestrian sky bridge that connects the Project's fifth level directly to the park.

D. The suitability of the proposed office development for its location, and any effects of the proposed office development specific to that location;

Use.

i.

The Project is ideally located in the Transit Center C-3-O(SD) Commercial Special Use District directly adjacent to the STC, within the core of the city's office district. In addition to its superior proximity to transit access, the Project will offer its office tenants abundant access to existing and planned retail goods and services, as well as over 4,300 new housing units (recently delivered or under construction) in the Transbay Redevelopment Area and adjacent Rincon Hill District, all within close walking distance.

The Special Use District reserves the Project area for intensive office development by limiting other competing uses, and under the TCDP, office is the preferred use at the site. However, the Project's unique mixed-use program balances office use at just under 29% of the total gross square footage, and further provides 165 dwelling units, a 189-room hotel, and significant new retail space.

ii. Transit Accessibility.

The Project's location within the heart of the TCDP provides it with immediate access to the greatest concentration of local and regional transit anywhere in San Francisco and the greater Bay Area. The adjacent Salesforce Transit Center will serve the Project's occupants with 11 interconnected transit systems at their front door and provide additional access to MUNI/Bart and ferry service within close walking distance. This unrivaled proximity to public transit affords the Project the optimal location to produce sustainable, desirable office space to meet the city's long-term needs.

By locating a critical density of jobs, housing, hotel rooms, and amenities in this bustling area, the Project will furthermore build on the synergies created by the City's thriving Financial District and South of Market neighborhoods, and assist in realizing the Transit Center District Plan's vision of a transit- and pedestrian-oriented, mixed-use neighborhood surrounding the new transit hub.

iii. Open Space Accessibility.

The Project adds a significant amount of publicly-accessible open space that will be not only an amenity to office tenants and the public, but significantly enhance pedestrian and bicycle circulation in the immediate area. In total the Project will provide nearly 11,000 square feet of open space, including a 1,920 square foot pedestrian passageway from Howard Street to Natoma Street on the ground floor. A public elevator will enable pedestrians to travel up to the 2,530 square foot terrace and sky bridge on the Project's fifth level, providing direct access for the STC's 5.4 acre rooftop park.

In addition to this integrated open space, the Project offers its occupants abundant open space options within close walking distance as part of the 11 acres of new public open space created by

the TCDP. In addition to the directly adjoining Salesforce Park atop the STC, the Project is located at the intersection of the future Howard Square Park at 2nd and Howard, as well as Under-Ramp Park immediately to the south.

iv. Urban Design.

As the final project to complete the realization of the TCDP's rezoning of the city's new downtown, the Project will provide an important contribution to San Francisco's urban form. The Project's 750-foot height limit designates the site for the third-tallest building in the Transbay District that will mark it as an important crescendo of the downtown "hill" towards the nearby Salesforce Tower at its center, and complete the elegance of the City's new skyline envisioned by the TCDP.

v. Seismic Safety.

The Project would be designed in conformance with current seismic and life safety codes as mandated by the Department of Building Inspection

- E. The anticipated uses of the proposed office development, in light of employment opportunities to be provided, needs of existing businesses, and the available supply of space suitable for such anticipated uses;
 - i. Anticipated Employment Opportunities.

The unique size and program of the Project will enable it to create a significant number of temporary and permanent jobs. In addition to facilitating a significant amount of local employment through its provision of office space, the Project's 189-room hotel, 165 dwelling units, and retail components will employ a significant staff on a permanent basis. A qualified consultant, (Economic & Planning Systems, Inc., or "EPS") estimates that the Project's permanent workforce will total 1,550 employees.¹ These positions will span from entry-level to executive-level employees and provide a uniquely multifaceted source of employment for the region's workforce. The Project's significant scale of construction itself will also create a large number of union construction jobs, and will support the provision of jobs to disadvantaged San Franciscans by participating in the First Source Hiring Program. EPS estimates that the Project will support nearly 3,000 full-time equivalent jobs during its construction.²

ii. Needs of Existing Businesses.

The Project will supply office space in the Downtown/Transit Center District area, which permits office use within C-3-O(SD) Zoning District. The Project will provide office space with high ceilings and large floor plates, which are characteristics desired by emerging technology

¹ "Fiscal & Community Benefits of Parcel F" - Economic & Planning Systems, Inc. Memorandum 3.10.17 ² Ibid.

businesses. This building type offers flexibility for new businesses to further grow in the future. In addition, the Project adds approximately 9,000 gross square feet new retail use on the ground and fifth floors, which would complement other residential and non-residential uses within subject building, but help to active two street frontages (Howard and Natoma).

iii. Availability of Space for Anticipated Uses.

Demand for new office space has increased rapidly in the past few years. In particular shortage are large blocks of office space over 50,000 sf. In providing such large-block space, as well as the flexibility to accommodate smaller users as well, the Project will serve to address the needs of a broad variety of potential tenants and the City over the long term. Further, large, open floor plates are among the most important features in today's office market, and the Project will help meet this demand with large floorplate and flexible office space that is suitable for a variety of office uses and sizes.

F. The extent to which the proposed development will be owned or occupied by a single entity.

At this stage the Project Sponsor has not identified particular tenants or an overall ownership structure. However, because of the mixed-use nature of the Project, it is likely that numerous entities will occupy the Project.

G. The use, if any, of TDR by the project sponsor.

The Site is 32,229 square feet (0.74 acres) in area. Therefore, up to 193,374 gsf is allowed under the basic FAR limit, and up to 290,061 gsf is permitted with the purchase of TDR. The Project proposes a total of approximately 964,000 gsf, for a floor-area ratio of approximately 29.9-to-1. Conditions of Approval are included with the Downtown Project Authorization (Motion No. 20616) 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 (96,687 gsf).

- 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 for the reasons set forth in the findings in the Downtown Project Authorization, Motion No. 20616, which are incorporated by reference as though fully set forth herein.
- 9. **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 for the reasons set forth in the findings in the Downtown Project Authorization, Motion No. 20616, which are incorporated by reference as though fully set forth herein.

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

Motion No. 20617 January 9, 2020

DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES Office Development Application No. 2016-013312OFA** subject to the following conditions attached hereto as "EXHIBIT A" in general conformance with plans on file, dated December 20, 2019, and stamped "EXHIBIT B", which is incorporated herein by reference as though fully set forth.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Section 329/309 Large/Downtown Project Authorization to the Board of Appeals within fifteen (15) days after the date of this Motion. The effective date of this Motion shall be the date of adoption of this Motion if not appealed (after the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. Any appeal shall be made to the Board of Appeals, unless an associated entitlement is appealed to the Board of Supervisors, in which case the appeal of this Motion shall also be made to the Board of Supervisors (see Charter Section 4.135). For further information, please contact the Board of Appeals at (415) 575-6880, 1660 Mission, Room 3036, San Francisco, CA 94103, or 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 vertify that the Planning Commission ADOPTED the foregoing Motion on January 9, 2020.

Jonas P. Ionin

Commission Secretary

AYES: Diamond, Fung, Johnson, Koppel, Melgar, Moore NAYS: None

ABSENT: Richard

ABSENT: Richards

ADOPTED: January 9, 2020

SAN FRANCISCO PLANNING DEPARTMENT

EXHIBIT A

AUTHORIZATION

This authorization is for an Office Development Allocation authorizing up to 275,674 square feet of general office space under the 2019-2020 Annual Office Development Limitation Program, pursuant to Planning Code Sections 320 through 325 in connection with a Project that would allow for the construction of an approximately 750-foot tall (800 feet inclusive of rooftop mechanical features) 61-story, mixed-use tower with a total of approximately 964,000 gross square feet of floor area, including 165 dwelling units, 189 hotel rooms, 275,674 square feet of office use floor area located at 542-550 Howard Street (Transbay Parcel F), within Assessor's Block 3721, Lots 016, 135, 136, and 138, pursuant to Planning Code Sections 303 and 210.2 within the C-3-O(SD) Downtown-Office (Special Development) Zoning District and 750-S-2 and 450-S Height and Bulk Districts, in general conformance with plans, dated **December 20, 2019**, and stamped "EXHIBIT B" included in the docket for Record No. **2016-013312OFA** and subject to conditions of approval reviewed and approved by the Commission on **January 9, 2020** under Motion No. **20617**. 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 **January 9, 2020** under Motion No. **20617**.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

The conditions of approval under the 'Exhibit A' of this Planning Commission Motion No. **20617** 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

Development Timeline - Office. Pursuant to Planning Code Section 321(d) (2), construction of the office development project shall commence within 18 months of the effective date of this Motion. Failure to begin work within that period or to carry out the development diligently thereafter to completion, shall be grounds to revoke approval of the office development under this office development authorization.

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

2. Extension. This authorization may be extended at the discretion of the Zoning Administrator only where failure to issue a permit by the Department of Building Inspection to perform said tenant improvements is caused by a delay by a local, State or Federal agency or by any appeal of the issuance of such permit(s).

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

3. Additional Project Authorization. The Project Sponsor must also obtain Downtown Project Authorization, pursuant to Section 309; Conditional Use Authorization Office to establish a hotel use, pursuant to Section 303; adoption of shadow findings, pursuant to Section 295; Planning Code Text and Map Amendments to amend San Francisco Zoning Maps ZN-01 and HT-01 for height and bulk classification and zoning designation, and uncodified legislative amendments for the residential footprint requirement per Section 248(d)(2), and authorization of off-site inclusionary affordable dwelling units per Section 249.28(b)(6)(B)(C); General Plan Amendment to amend Maps 1 and 5 of the Downtown Plan and Figure 1 of the Transit Center District Plan; and Variances for Parking and Loading Entrance Width per Section 145, Active Street Frontages per Section 145.1, and Vehicular Ingress and Egress on Natoma Street per Section 155; and location of Bicycle Parking per Section 155, and satisfy all the conditions thereof. 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, <u>www.sf-planning.org</u>

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SAN FRANCISCO PLANNING DEPARTMENT

Planning Commission Motion No. 20618

HEARING DATE: JANUARY 9, 2020

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

Reception: 415.558.6378

Fax: 415.558.6409

Planning Information: 415.558.6377

ADOPTING FINDINGS TO APPROVE CONDITIONAL USE AUTHORIZATION PURSUANT TO PLANNING CODE SECTIONS 210.2 AND 303 TO ALLOW A HOTEL USE WITH UP TO 189 TOURIST GUESTROOMS AS PART OF A PROJECT THAT INCLUDES THE NEW CONSTRUCTION OF AN APPROXIMATELY 750-FOOT TALL (800 FEET INCLUSIVE OF ROOFTOP MECHANICAL FEATURES) 61-STORY, MIXED-USE TOWER WITH A TOTAL OF APPROXIMATELY 957,000 GROSS SQUARE FEET OF FLOOR AREA, INCLUDING 165 DWELLING UNITS, 189 HOTEL ROOMS, 276,000 SQUARE FEET OF OFFICE USE FLOOR AREA, APPROXIMATELY 79,000 SQUARE FEET OF FLOOR AREA DEVOTED TO SHARED AMENITY SPACE, APPROXIMATELY 9,000 SQUARE FEET OF RETAIL SPACE, APPROXIMATELY 20,000 SQUARE FEET OF OPEN SPACE, FOUR BELOW-GRADE LEVELS THAT WOULD ACCOMMODATE UP TO 183 VEHICLE PARKING SPACES, AND 178 CLASS 1 AND 34 CLASS 2 BICYCLE PARKING SPACES LOCATED AT 542-550 HOWARD STREET (TRANSAY PARCEL "F"), LOTS 016, 135, 136, 138 OF ASSESSOR'S BLOCK 3721, WITHIN THE C-3-O(SD) DOWNTOWN-OFFICE (SPECIAL DEVELOPMENT) ZONING DISTRICT AND 750-S2 AND 450-S HEIGHT AND BULK DISTRICTS, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

PREAMBLE

On October 13, 2016, Cameron Falconer of Hines, acting on behalf of F4 Transbay Partners, LLC (hereinafter "Project Sponsor"), submitted an application with the Planning Department (hereinafter "Department") for a Preliminary Project Assessment ("PPA"). The PPA Letter, assigned to Case No. 2016-013312PPA, was issued on January 9, 2016.

On December 9, 2016, the Project Sponsor submitted Planning Code Text and Map Amendment applications. The application packets were accepted on December 9, 2016 and assigned to Case Numbers 2016-013312MAP and 2016-013312PCA.

On April 19, 2017, the Project Sponsor submitted an Environmental Evaluation Application. The application packet was accepted on July 14, 2016 and assigned Case Number 2016-013312ENV.

On October 17, 2018, the Project Sponsor submitted, as modified by subsequent submittals, the following applications with the Department: Downtown Project Authorization; Conditional Use Authorization; Office Allocation; Variance; Shadow Analysis; and Transportation Demand Management. The application packets were accepted on October 17, 2018 and assigned to Case Numbers: 2016-013312DNX; 2016-013312CUA; 2016-013312OFA; 2016-013312VAR; 2016-013312SHD; and 2016-013312TDM, respectively.

The environmental effects of the Project were determined by the San Francisco Planning Department to have been fully reviewed under the Transit Center District Plan Environmental Impact Report (hereinafter "EIR"). 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 Transit Center District Plan 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 FEIR, 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 August 27, 2019, the Department 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 Plan and was encompassed within the analysis contained in the Transit Center District Plan FEIR. Since the Transit Center District Plan FEIR 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 FEIR 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 FEIR. The file for this Project, including the Transit Center District Plan FEIR and the Community Plan Exemption certificate, is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, San Francisco, California.

Planning Department staff prepared a Mitigation Monitoring and Reporting Program (MMRP) setting forth mitigation measures that were identified in the Transit Center District Plan FEIR that are applicable to the project. These mitigation measures are set forth in their entirety in the MMRP attached to the draft Motion as Exhibit C.

The Planning Department Commission Secretary is the Custodian of Records; all pertinent documents are located in the File for Case No. 2016-013312CUA, at 1650 Mission Street, Fourth Floor, San Francisco, California.

On September 19, 2019, the Recreation and Park Commission conducted a duly noticed public hearing at regularly scheduled meeting and recommended, through Resolution No. 1909-016, that the Planning Commission find that the shadows cast by the Project would not be adverse to the use of Union Square and Willie "Woo Woo" Wong Playground.

On October 8, 2019, the Project Sponsor filed a request for a General Plan Amendment. The application packet was accepted on October 8, 2019 and assigned to Case Number 2016-013312GPA.

On October 17, 2019, the San Francisco Planning Commission (hereinafter "Commission") conducted a duly noticed public hearing at a regularly scheduled meeting to consider the initiation of a General Plan Amendment for Case No. 2016-013312GPA. After hearing the item, the Commission voted 5-0 (Koppel absent) to continue the item to December 5, 2019.

On December 5, 2019 the Commission conducted a duly noticed public hearing at a regularly scheduled meeting to consider the initiation of a General Plan Amendment for Case No. 2016-013312GPA. The Commission voted 6-0 (Richards absent) to initiate the General Plan Amendment for Case No. 2016-013312GPA.

On January 9, 2020, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Conditional Use Authorization application No. 2016-013312CUA.

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. 2016-013312CUA, subject to the conditions contained in "EXHIBIT A" of this motion, and incorporated by reference, based on the following findings:

FINDINGS

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

- 1. The above recitals are accurate and constitute findings of this Commission.
- 2. **Project Description.** The proposed project ("Project") includes the construction of a new 61-story mixed-use building reaching a height of 749'-10" tall (799'-9" inclusive of rooftop screening/mechanical equipment). The Project would include 165 dwelling units, 189 hotel rooms, 275,674 square feet of office use floor area, approximately 9,000 square feet of retail space, approximately 20,000 square feet of open space, 178 Class 1 and 34 Class 2 bicycle parking spaces, and four below-grade levels that would accommodate up to 183 vehicle parking spaces provided for the residential, hotel, and office uses. The Project also would construct a pedestrian bridge providing public access to Salesforce Park located on the roof of the Transbay Transit Center.
- 3. Site Description and Present Use. The Project Site ("Site") consists of four contiguous lots (Lots 016, 135, 136, and 137) within Assessor's Block 3721, totaling 32,229 square feet (0.74 acres) in area. The site, bounded by Howard Street to the south and Natoma Street to the north, is undeveloped at-grade and served as a construction staging area for the adjacent Salesforce Transit Center during its construction. A below-grade "Train Box" is located within the northwest corner of the Site, occupying approximately 12,000 square feet of the Site. The Train Box consists of a two-story structure that will allow Caltrain—and eventually High-Speed Rail—trains to enter and exit the adjacent Salesforce Transit Center below-grade. Because the Train Box can only support a very limited structural load above-grade, the proposed mixed-use building is purposely set back from the northwest corner of the Site (along the Natoma Street frontage), towards the southeast corner of the Site (along the Howard Street frontage). The Project responds to the unique site constraint by cantilevering the building podium over the area of the Train Box, thereby shifting the majority of the tower's mass onto Lots 016 and 135, away from the area of the Train Box.
- 4. **Surrounding Properties and Neighborhood.** The 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 mixed-use buildings. The block on which the Site is located contains several low to mid-rise office buildings and construction staging for planned developments. The 5-story Salesforce Transit Center (STC) and

the Salesforce Park are located to the north of the Site, 2- to 3- story buildings at 547, 555, and 557 Howard streets are located to the south of the Site, and a 3-story building at 540 Howard Street, a 4-story building at 530 Howard Street, and a parking lot at 524 Howard Street are located east of the Site. The 2- to 3-story buildings at 547, 555, and 557 Howard streets are planned to be replaced with an approximately 385 foot-tall, 36-story mixed use residential and hotel development project. The parking lot at 524 Howard Street is planned to be replaced with an approximately 495-foot tall, 48-story mixed use residential and hotel development. Several other high-rise buildings are planned, under construction, or have recently completed construction in the surrounding area, including a newly completed office-residential tower at 181 Fremont Street.

- 5. **Public Outreach and Comments.** The Department has received correspondence regarding the proposed Project related to shadow impacts on Willie "Woo Woo" Wong Park, citing concerns around shadows caused by the Project having an adverse impact on the use of the Willie "Woo Woo" Wong Park. The Project Sponsor has conducted community outreach that includes local community groups to respond to concerns over shadow impacts resulting from the Project.
- 6. **Planning Code Compliance.** The Planning Code Compliance as set forth in Downtown Project Authorization Motion No. 20616 apply to this Conditional Use Authorization Motion, and are incorporated as though fully set forth herein.
- 7. **Planning Code Section 303(c).** The Planning Code establishes criteria for the Commission to consider when reviewing applications for Conditional Use approval. On balance, the project does comply with said criteria in that:
 - **A.** The Proposed use or feature, 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 Project proposes a unique mixed-use program that includes a 189-room hotel, as well as 165 dwelling units, approximately 275,000 gross square feet of office use, and a mix of supporting retail uses that will create a desirable 24-hour development adjacent to the new Salesforce Transit Center ("STC"). The Project is consistent with and helps to realize the vision set forth in the Transit Center District Plan, providing an architecturally iconic building with significant residential and commercial activity in a prime location at the center of the City's "new" downtown. The Project's location will provide an invaluable supply of hotel space in a much-needed location, close to many of San Francisco's most popular tourist attractions, the Moscone Convention Center, the STC and the most significant density of office space in the City in an ideal location for both tourist and business travel. Furthermore, its unrivaled transit-oriented location directly next to the STC ensures that these needs will be met in the most sustainable location possible. The Project's unique mixed-use program will provide the city with permanent public amenities that will make it an integral part of the neighborhood. These include enhanced access to the STC and its rooftop park from the Project's integrated through-block pedestrian passageway and pedestrian bridge, several thousand square feet of high-quality retail, and the services and amenities of its 189-room hotel. In summary, the Project provides a thoughtful and balanced response to the city's needs for economic growth and housing, transportation, and public services, and represents a desirable, harmonious addition to the burgeoning Transbay neighborhood.

- **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:
 - i. Nature of proposed site, including its size and shape, and the proposed size, shape and arrangement of structures;

The Site was created as part of the Transbay Redevelopment Plan's strategy of selling formerly publicly owned property to private developers in order to raise funds to support the construction of the new STC. The Project is further intended to be consistent with the zoning prescribed by the Transit Center District Plan. Accordingly, the size, shape, and development potential on the Project site are all consistent with a long-term vision for this particular location as a cornerstone of the Transbay District. The Project proposes a building form and a mix of uses that will provide numerous benefits to the evolving Transbay neighborhood and to the city.

ii. 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;

Because of its ideal location adjacent to the STC, the Project will be tremendously accessible to hotel guests, employees, visitors and residents via multiple modes of transportation. Given its proximity to the primary transportation hub for the region, the Project will be a model of transportationoriented development. The Project proposes a reasonable amount of on-site vehicular parking, consistent with the City's "Transit First" policy, and proposes an efficient program of off-street loading on a constrained site that minimizes negative effects on the pedestrian realm.

iii. The safeguards afforded to prevent noxious or offensive emissions such as noise, glare, dust and odor;

The Project does not propose any uses or materials that would present unusual emissions, noise, glare, dust or odor. The Project Sponsor will work closely with the Planning Department to minimize the potential for any such negative effects.

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

The Project includes thoughtful landscaping and public realm improvements, including: a pedestrian bridge at the Project's 5th level linking the Project to the planned rooftop park atop the STC; a pedestrian passageway allowing for access from Howard Street to Natoma Street and the STC; and publicly accessible elevator access from the Natoma Street frontage to the STC pedestrian bridge connection at the Project's 5th level. The Project's ground level landscape design, particularly along Natoma Street is intended to integrate with the STC streetscape and encourage connections the STC and the Project. The Project provides visual screening of the off-street loading area (adjacent to the STC bus ramp) and will include a lighting design that facilitates 24-hour safety and security in the vicinity of the Project.

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

The Project complies with the various provisions of the San Francisco Planning Code and is consistent with, and will not adversely affect the General Plan. The Project conforms to multiple goals and policies of the General Plan, as described in further detail in the Downtown Project Authorization, Motion No. 20616.

D. Such use or feature as proposed would provide development that is in conformity with the purpose of the applicable Use District.

The City approved the Transit Center District Plan, a subarea plan of the Downtown Plan, and the Transit Center C-3-O(SD) Commercial Special Use District in 2012. The Subarea Plan and SUD reaffirm long-standing City policy to concentrate intensive office development in the Transit Center District and does so by mandating large sites such as Parcel F be reserved for predominately commercial development.

- 8. **Planning Code Section 303(g).** The Planning Code establishes criteria for the Planning Commission to consider with respect to applications for development of tourist hotels and motels. In addition to criteria set forth in Section 303(c), the Planning Commission shall also consider:
 - **A.** The impact of the employees of the hotel or motel on the demand in the City for housing, public transit, child-care, and other social services. To the extent relevant, the Commission shall also consider the seasonal and part-time nature of employment in the hotel or motel;

The new 189-room hotel is not anticipated to have an adverse effect on housing. Due to the Project's proximity to a variety of local transit services, many hotel employees are anticipated to be current City residents and residents of nearby communities. The Sponsor's contribution to the Jobs-Housing Linkage Program will help fund the construction of affordable housing in the City. In addition, the residential

component of the Project will satisfy the Inclusionary Affordable Housing requirement, providing more affordable housing units in the City.

Access to a variety of local public transit services, as well as the distribution of hotel employees between different daily shifts will reduce the Project's impact on public transit. The Sponsor's contribution to the City's Transportation Sustainability Fund and payment of the Transit Center Transportation fee, as well as the Sponsor's ongoing participation in a Transportation Demand Management Plan will augment the funding of many planned downtown transit improvements and facilitate use by the Project employees of the available modes of transportation to and from the Site. The Sponsor's participation in the childcare program, pursuant to Section 414 of the Planning Code, will enhance the availability of affordable childcare services in the city. The proposed hotel use will have no appreciable effect on other social services. The Project is likely to provide new employment for some currently unemployed workers and will participate in the City's First Source Hiring Program. Providing additional job opportunities to San Francisco residents may lessen the need for some social services.

The Project's location in downtown San Francisco will ensure business visitors and leisure travelers throughout the year, resulting in a steady number of employees that is unlikely to vary significantly on a seasonal basis. The hotel only has small-scale in-house banqueting and meeting spaces that can be serviced primarily with in-house staff and is unlikely to require the hiring of significant part-time or temporary labor.

B. The measures that will be taken by the project sponsor to employ residents of San Francisco in order to minimize increased demand for regional transportation;

The Project Sponsor will participate in the City's First Source Hiring Program, which aims to increase employment of San Francisco residents. The Project will benefit from steady occupancy due to its proximity to the City's major lodging demand generators, including the Moscone Convention Center (which operates at very high capacity), numerous cultural institutions, and Downtown Financial District. There are also high concentrations of technology companies in the immediate vicinity of the Project, which also drive hotel occupancy. The steady occupancy will drive the hotel operator to hire permanent positions rather than those that are seasonal. The stable, full-time nature of employment will lead to the hiring of more local employees.

A 2018 market analysis conducted by a quality consultant ("CBRE, Inc") for the Project shows that the San Francisco lodging market and this location have significant unsatisfied demand.¹ Unsatisfied demand typically results in the displacement of travelers to locations further away from demand generators and increases the need for use of transit systems. The Property's proximity to demand generator reduces the need for travelers to stay far away from their destination and thus reduces the use of transportation systems.

¹ "Market Demand Analysis for Parcel F" - CBRE. 1.3.18, pp. 3

C. The market demand for a hotel or motel of the type proposed; and

A 2018 market analysis conducted by a quality consultant ("CBRE, Inc") for the Project shows at present, hotel occupancy rates in San Francisco are at 84 percent, substantially above the nationwide average.² With this level of occupancy, hotels in the competitive market will be operating at capacity during peak periods and will be unable to accommodate additional demand. San Francisco is currently undersupplied with hotel rooms and generates a significant amount of unsatisfied demand. Unsatisfied demand causes displacement of visitors and revenues to locations at the periphery or outside the city. It is anticipated the addition of the proposed 189 hotel guestrooms will be readily absorbed into the marketplace in 2022 without significantly affecting occupancy for any competitive properties. Market conditions clearly support the need for new hotel stock, particularly in the luxury hotel range that would appeal to both tourists and business travelers. Further increase in market demand is anticipated due to the expansion of the Moscone Convention Center, as well as the development of several Class-A office towers on surrounding sites in the Project's vicinity.

D. In the Transit Center C-3-O(SD) Commercial Special Use District, the opportunity for commercial growth in the Special Use District and whether the proposed hotel, considered with other hotels and non-commercial uses approved or proposed for major development sites in the Special Use District since its adoption would substantially reduce the capacity to accommodate dense, transit-oriented job growth in the District.

The Project's hotel use will not substantially reduce the capacity of Transit Center C-3-O (SD) Commercial Special Use District to accommodate dense, transit-oriented job growth. The Project's approximately 248,00 gross square feet of hotel space provide a density of jobs that would not likely be realized with a project containing only residential uses. Further, the Project includes approximately 275,000 gross square feet of office use, bolstering the job-creating potential of the Site. As of December 2019, the Oceanwide Center located at First and Mission Streets (with 169 hotel rooms), along with the proposed hotel project at 555 Howard Street (403 hotel rooms), located directly across from the Site, are the only other hotel uses proposed within the District, and there remains capacity for several more hotels to be developed in the Transit Center District.

- 9. 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 for the reasons set forth in the findings in the Downtown Project Authorization, Motion No. 20616, which are incorporated by reference as though fully set forth herein.
- 10. **Planning Code Section 101.1(b)** establishes eight priority-planning policies and requires review of permits for consistency with said policies. On balance, the project complies with said policies for

² Market Demand Analysis for Parcel F" - CBRE. 1.3.18, pp. 5

the reasons set forth in the findings in the Downtown Project Authorization, Motion No. 20616, which are incorporated by reference as though fully set forth herein.

- 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 Conditional Use Authorization would promote the health, safety and welfare of the City.

Motion No. 20618 January 9, 2020

I hereby detify that the Planning Commission ADOPTED the foregoing Motion on January 9, 2020.

Jonas P. Jonin

Commission Secretary

- AYES: Diamond, Fung, Johnson, Koppel, Melgar, Moore
- NAYS: None
- ABSENT: Richards
- ADOPTED: January 9, 2020

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. 2016-013312CUA** subject to the following conditions attached hereto as "EXHIBIT A" in general conformance with plans on file, dated December 20, 2019, and stamped "EXHIBIT B" for 2016-013312DNX, which is incorporated herein by reference as though fully set forth.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Section 329/309 Large/Downtown Project Authorization to the Board of Appeals within fifteen (15) days after the date of this Motion. The effective date of this Motion shall be the date of adoption of this Motion if not appealed (after the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. Any appeal shall be made to the Board of Appeals, unless an associated entitlement is appealed to the Board of Supervisors, in which case the appeal of this Motion shall also be made to the Board of Supervisors (see Charter Section 4.135). For further information, please contact the Board of Appeals at (415) 575-6880, 1660 Mission, Room 3036, San Francisco, CA 94103, or 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.

EXHIBIT A

AUTHORIZATION

This authorization is for a **Conditional Use Authorization** to permit a hotel use relating to a Project that would allow for the construction of an approximately 750-foot tall (800 feet inclusive of rooftop mechanical features) 61-story, mixed-use tower with a total of approximately 947,000 gross square feet of floor area, including 165 dwelling units, 189 hotel rooms, approximately 276,000 square feet of office use floor area located at 542-550 Howard Street (Transbay Parcel F), within Assessor's Block 3721, Lots 016, 135, 136, and 138, pursuant to Planning Code Sections 303 and 210.2 within the C-3-O(SD) Downtown-Office (Special Development) Zoning District and 750-S-2 and 450-S Height and Bulk Districts, in general conformance with plans, dated **December 20, 2019**, and stamped "EXHIBIT B" included in the docket for Record No. **2016-013312DNX** and subject to conditions of approval reviewed and approved by the Commission on **January 9, 2020** under Motion No. **20618**. 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 January 9, 2020 under Motion No. 20618.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

The conditions of approval under the 'Exhibit A' of this Planning Commission Motion No. **20618** 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 date that the Planning Code text amendment(s) and/or Zoning Map amendment(s) become effective. The Department of Building Inspection shall have issued a Building Permit or Site Permit to construct the project and/or commence the approved use within this three-year period. *For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org*
- 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, <u>www.sf-planning.org</u>

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 the date that the Planning Code text amendment(s) and/or Zoning Map amendment(s) became effective.

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

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, <u>www.sf-planning.org</u>

6. Additional Project Authorization. The Project Sponsor must also obtain Downtown Project Authorization, pursuant to Section 309; an office allocation, pursuant to Section 321; adoption of shadow findings, pursuant to Section 295; Planning Code Text and Map Amendments to amend San Francisco Zoning Maps ZN-01 and HT-01 for height and bulk classification and zoning designation, and uncodified legislative amendments for the residential footprint requirement per Section 248(d)(2), and authorization of off-site inclusionary affordable dwelling units per Section 249.28(b)(6)(B)(C); General Plan Amendment to amend Maps 1 and 5 of the Downtown Plan and Figure 1 of the Transit Center District Plan; and Variances for Parking and Loading Entrance Width per Section 145, Active Street Frontages per Section 145.1, and Vehicular Ingress and Egress on Natoma Street per Section 155; and location of Bicycle Parking per Section 155, and satisfy all the conditions thereof. 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, <u>www.sf-planning.org</u>

Exhibit F – Public Correspondence

Exhibit B: Plans and Renderings



Parcel F Tower542-550 Howard Street, San Francisco, CA

Architectural Submittal - 309 Application (12/20/19) Hines & Urban Pacific | Pelli Clarke Pelli Architects

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Architectural Submittal 309 Application	Parcel F Tower	
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NARRATIVE AND PROJECT DESCRIPTION

Parcel F Tower, designed by internationally acclaimed Pelli Clarke Pelli Architects, will become a significant addition to the skyline of San Francisco. The tower will be highly visible from many primary approaches to the city. Its streamlined volume will present gently curved corners and a series of setbacks on its east and west sides, becoming increasingly slender as it reaches the sky. Incorporating high-performance building systems and sustainable materials, the tower is being designed to achieve a LEED Gold rating. The 62-story tower will accommodate a mixed-use program with a 9 floor hotel, 15 office floors, 29 residential floors and 7 floors of shared amenities, retail and lobby space.

Located close to the southwest corner of the Salesforce Transit Center (STC), Parcel F Tower is one of only three projects currently allowed to connect directly to the STC's 5.4-acre rooftop park. The site has two street frontages, Howard Street to the south and Natoma Street to the north. To the west, the site is bound by the bus ramp bridge connecting to STC. Approximately one third of the site's 32,000 square feet is occupied by a below grade STC train box that will connect to the lower levels of the STC. The train box, along with a bridge maintenance easement driveway on the west side, imposes significant restrictions on the area of the site that can be vertically developed. Due to these restrictions, the conceptual resolution of the structure became one of the major driving forces for the project.

The 800-foot high tower projects 42 feet over the train box and at level 7 all the weight of this sizable overhang is transferred to the core through diagonal struts, avoiding the train box, and down to the bedrock enhanced fundation. In addition, from the 7th to the 2nd level all floor slabs are suspended with tensors from the 7th level struts. Thus, the main lobbies are completely free of columns, which allows for uniquely transparent and inviting street façades.

Overall, Parcel F boasts a 40/60 solid/vision-glass ratio which makes the exterior wall extremely energyefficient and architecturally expressive. In the south and north facades the slenderness of the tower is accentuated by vertical white piers that are reminiscent of some of San Francisco's most remarkable traditional buildings, such as the Pacific Bell tower. The west and east facades feature a horizontal expression while a series of setbacks and transparency gradients express the different components of the program. The curved corners of the tower offer a streamlined and transparent expression that softens the overall massing.

As the tower reaches its top, the vertical piers progressively transform themselves into an elegant latticework. In addition, the redefinition of the glass surfaces between piers into concave glass surfaces, and a series of subtle setbacks create an elegant and iconic crown. This crown will be softly lit at night, making it visible from afar and providing a beacon to the San Francisco skyline.

On Howard Street, a double height recess on the 6th level creates a distinct building base that smooths the transition between the scale of the neighboring buildings and the tower. On the west side of this elevation, a four-story setback acknowledges the Salesforce Transit Center Bridge and shelters a sculptural passageway that connects to Natoma Street. The west end of Parcel F site also provides access to the bridge maintenance driveway easement and to four loading docks tucked away from pedestrian view. On Natoma Street, a one-story high retail volume provides human scale and acts as a balanced counterpart to the undulating metal screens of the STC façade. The double loaded retail frontages on Natoma Street will offer a very lively pedestrian experience to visitors of the STC.

In addition, a glass elevator cab will provide public vertical connection to the STC rooftop park. Both the atrium and the public elevator will be highly visible to the pedestrians on Natoma Street and the STC Park. In addition, at Level 5, the base of the tower at Natoma Street features a setback terrace, additional retail spaces and a pedestrian bridge that connects to the urban oasis of the Salesforce Transit Center Park.

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URBAN CONTEXT AND SITE



Parcel F Tower

- SAENA BARANG KANANA MATA

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542-550 Howard Street, San Francisco, CA.

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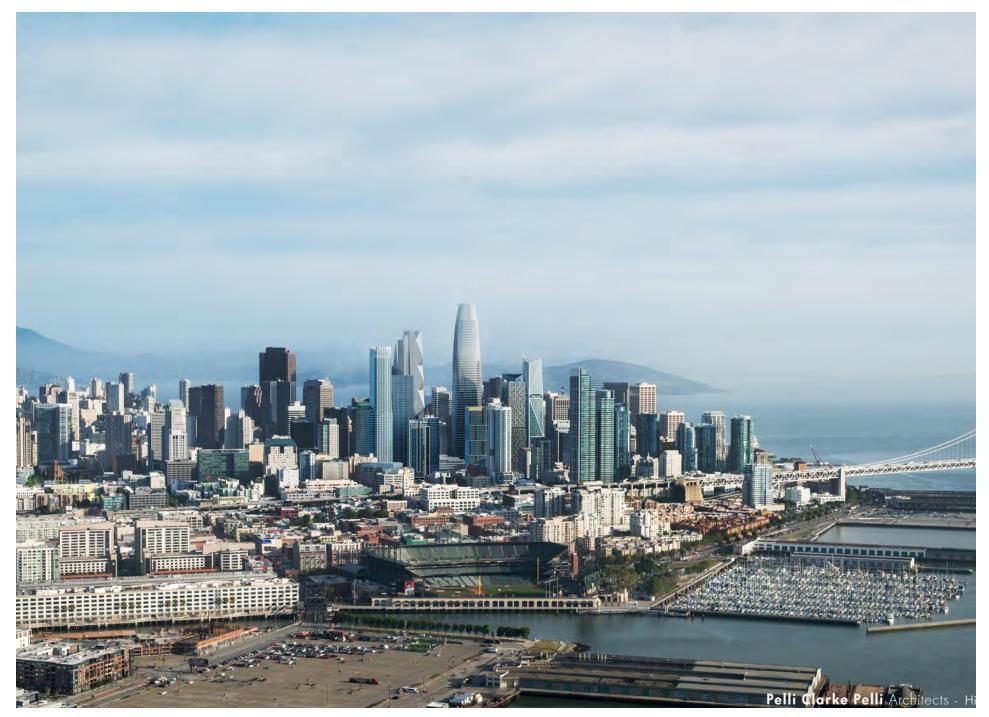
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FROM DOLORES PARK

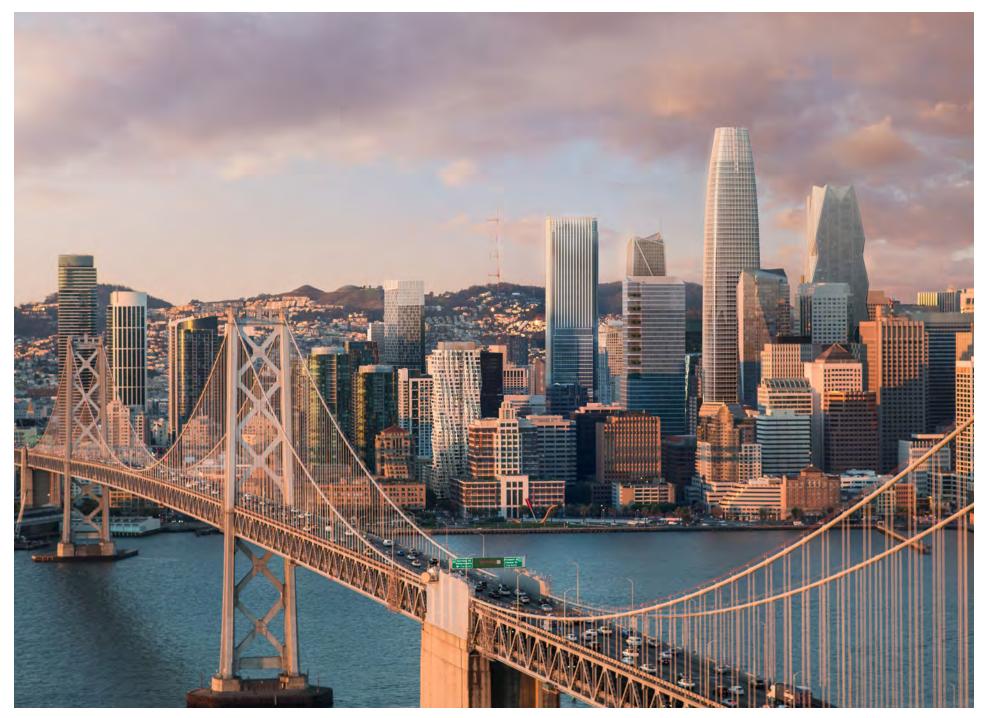


FROM MISSION BAY





AERIAL VIEW OF DOWNTOWN - FACING WEST

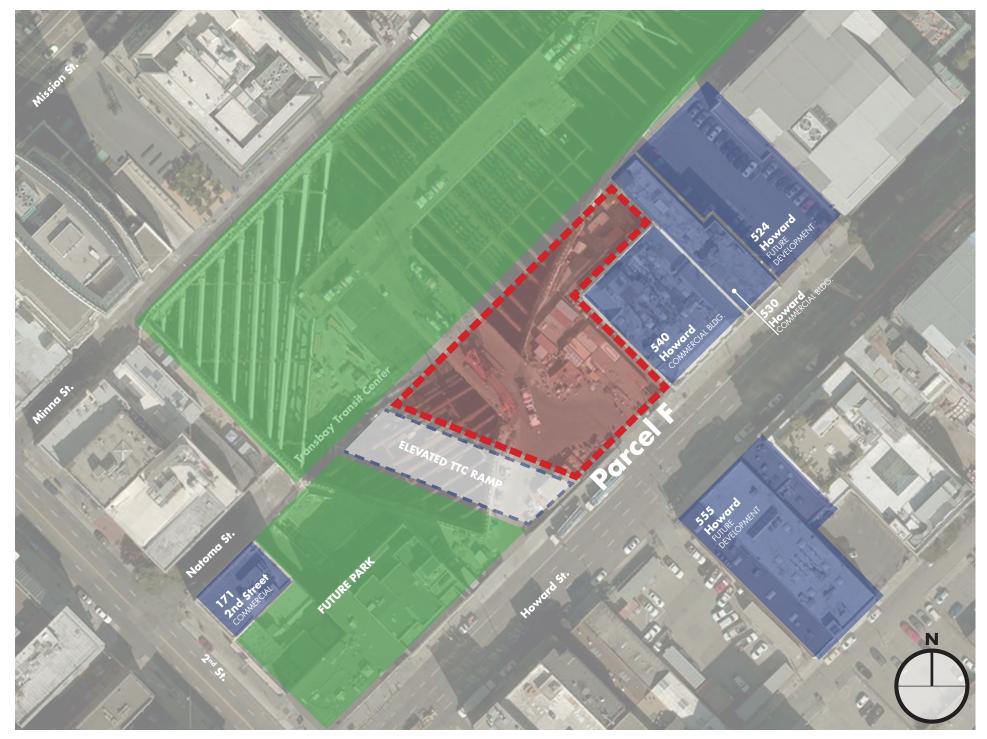


FROM TREASURE ISLAND

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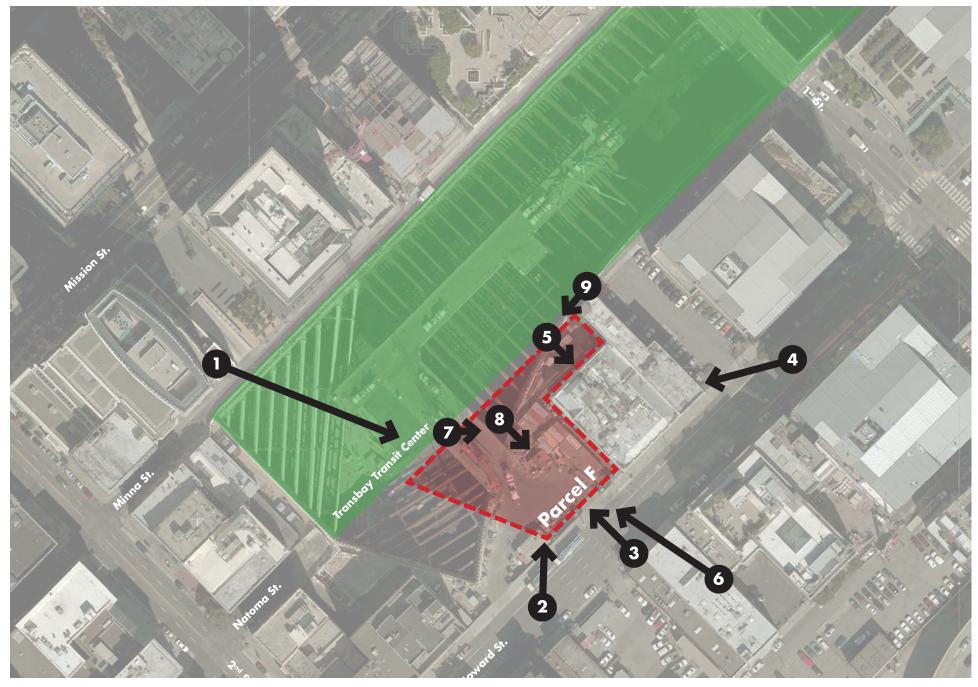


TRANSBAY OVERVIEW

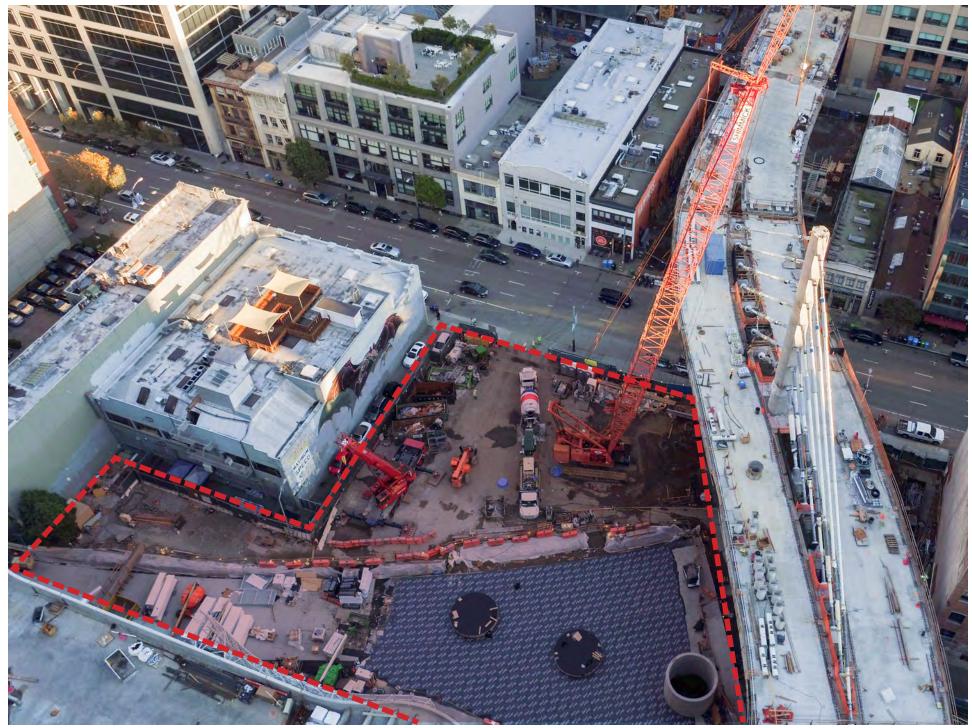


SITE CONTEXT

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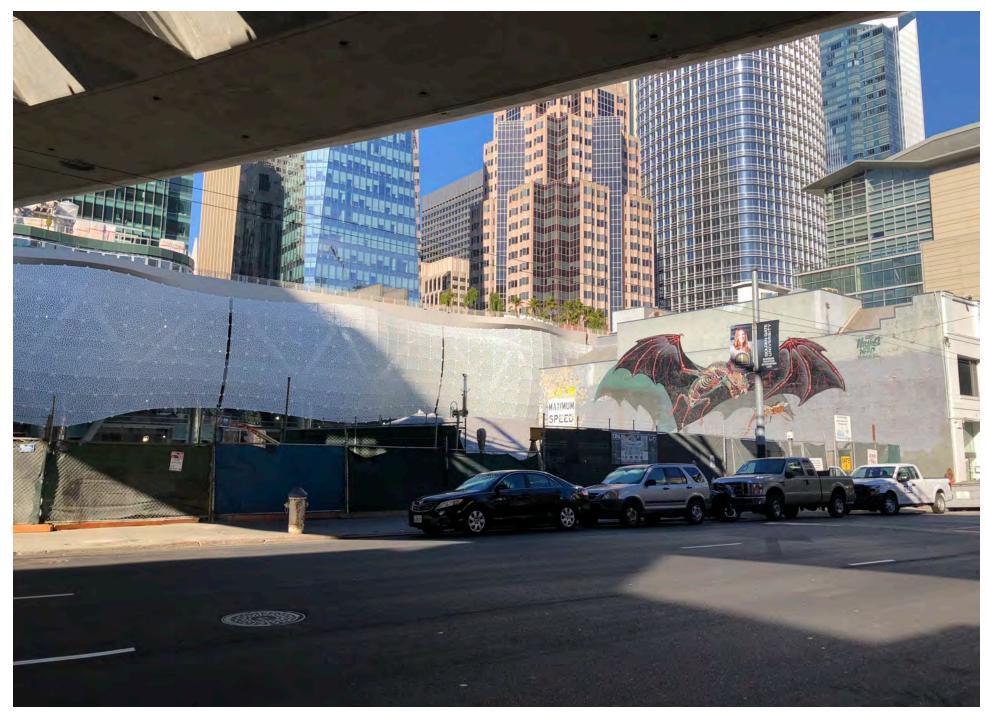


SITE PLAN





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VIEW 2 TAKEN: 2017.12.12





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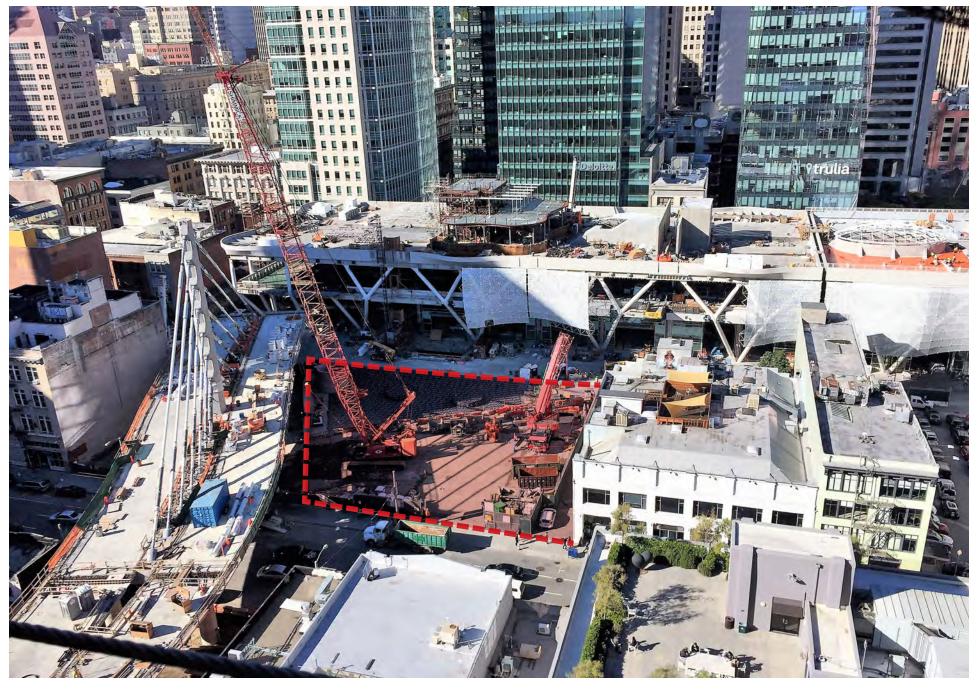


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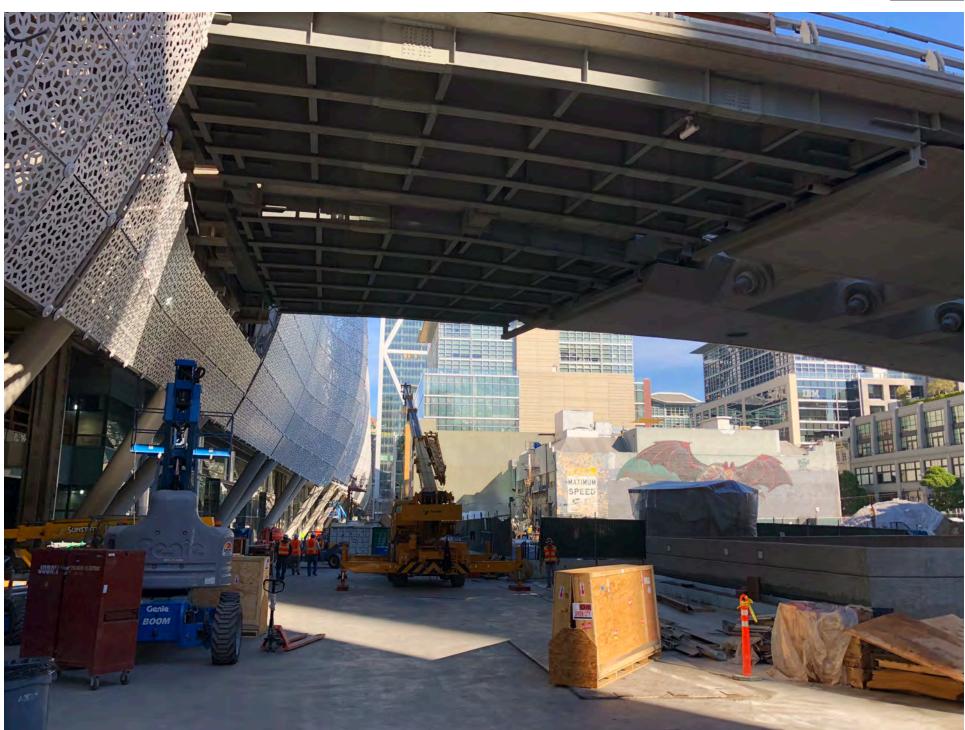




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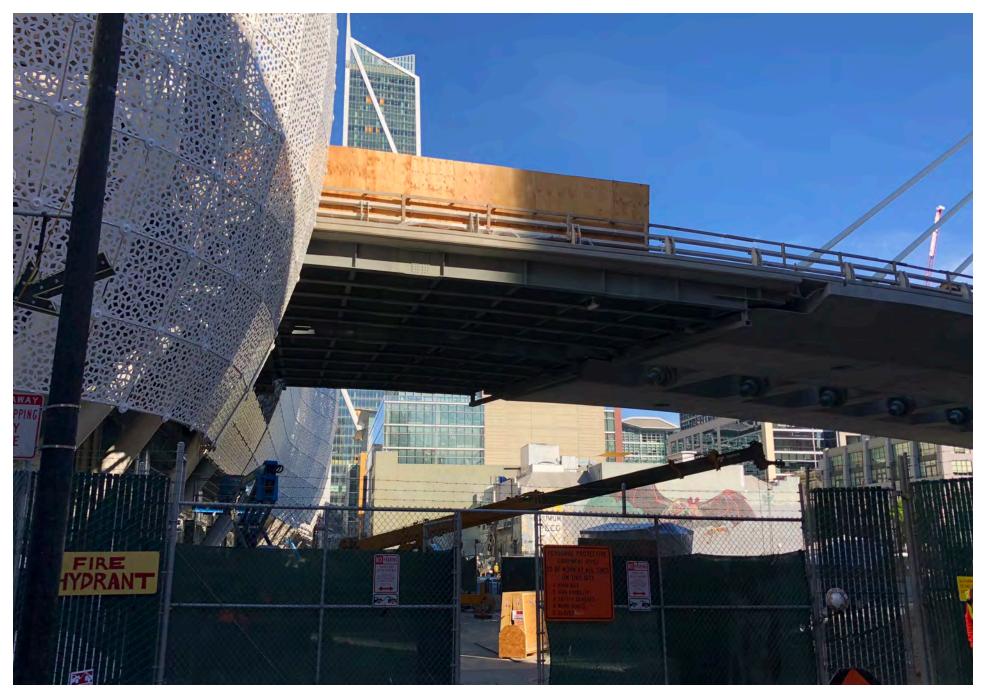
VIEW 6



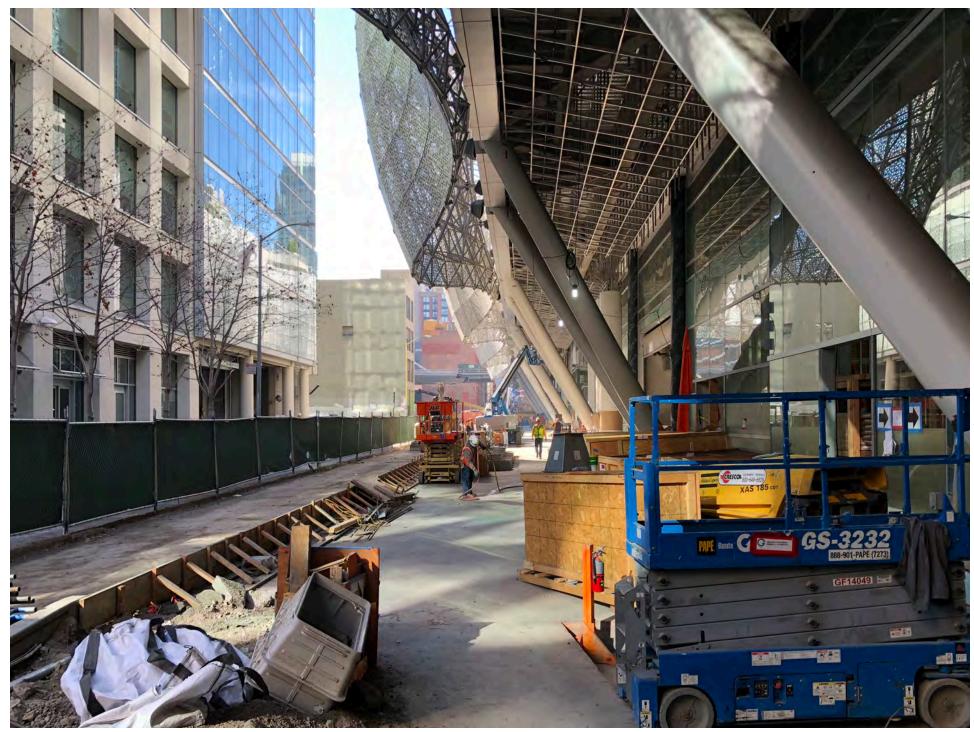


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 URBAN CONTEXT & SITE

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VIEW 8





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 URBAN CONTEXT & SITE

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ARCHITECTURAL DESIGN



Architectural Submittal 309 Application

Parcel F Tower

- SAENA BARANG KANANA MATA

ARCHITECTURAL DESIGN

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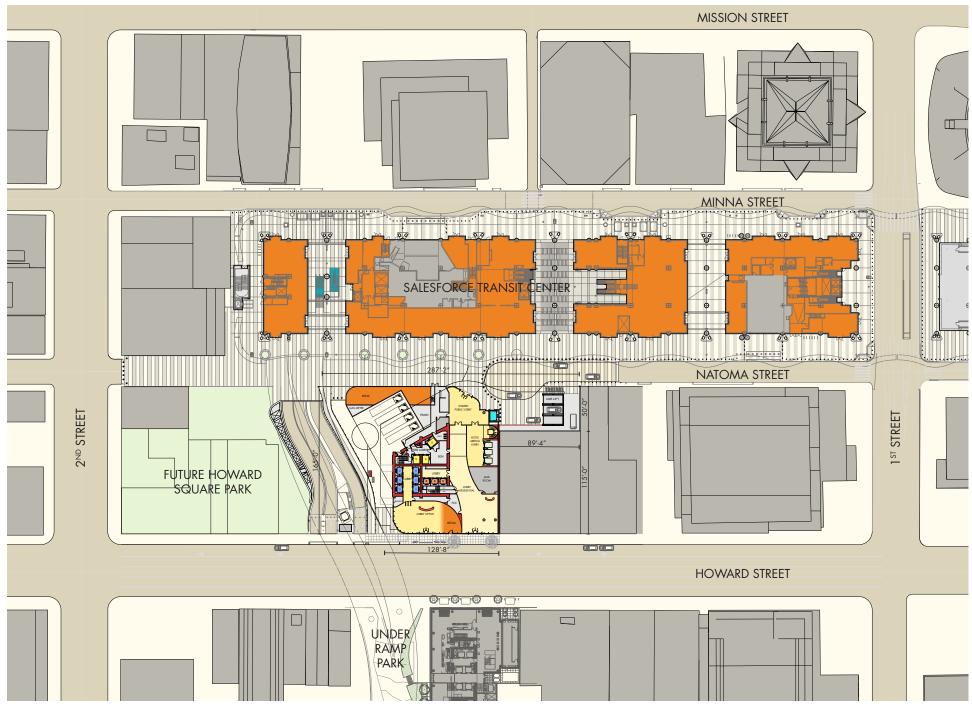
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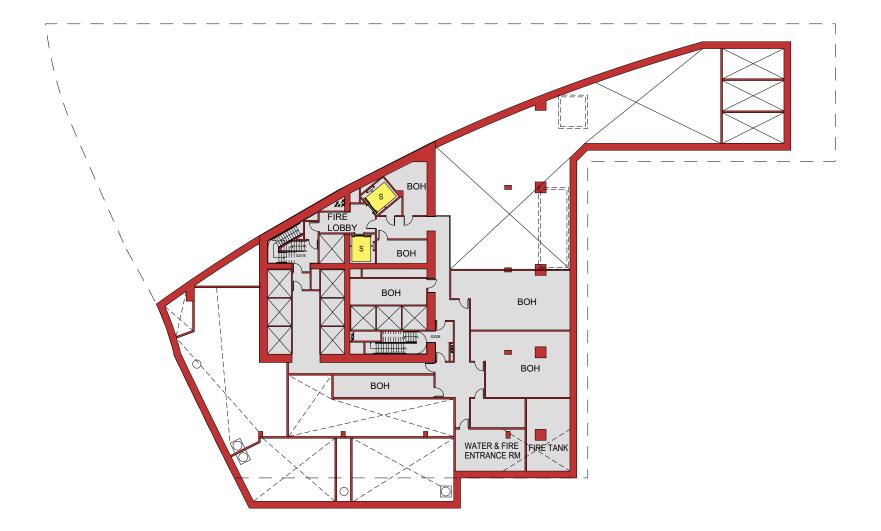
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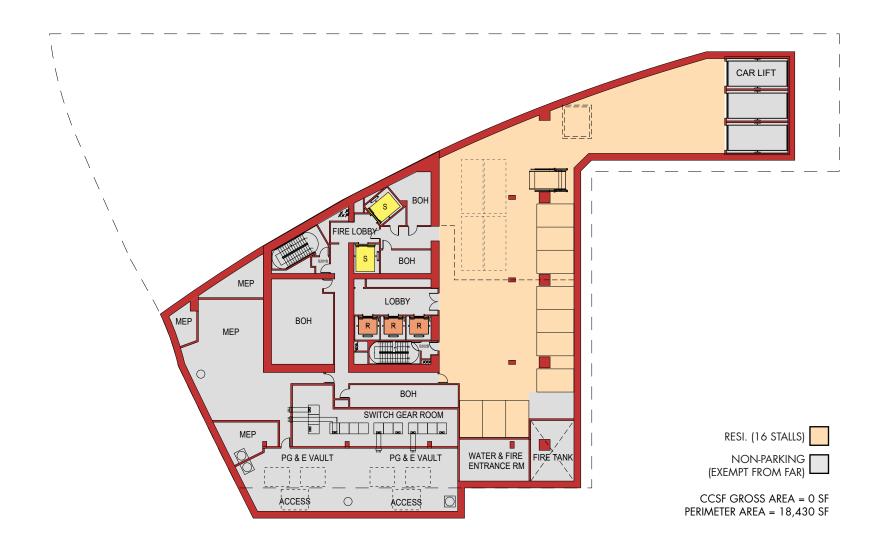


SITE PLAN



LEVEL B1MEZZANINNE

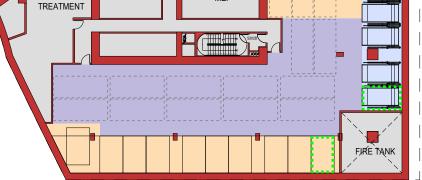
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LEVEL B1



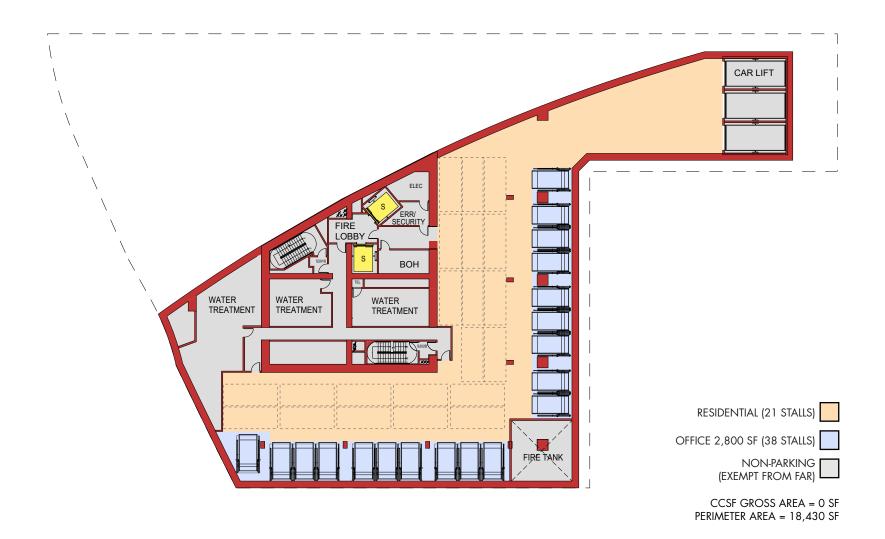




CCSF GROSS AREA = 0 SF PERIMETER AREA = 18,430 SF

LEVEL B2

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LEVEL B3







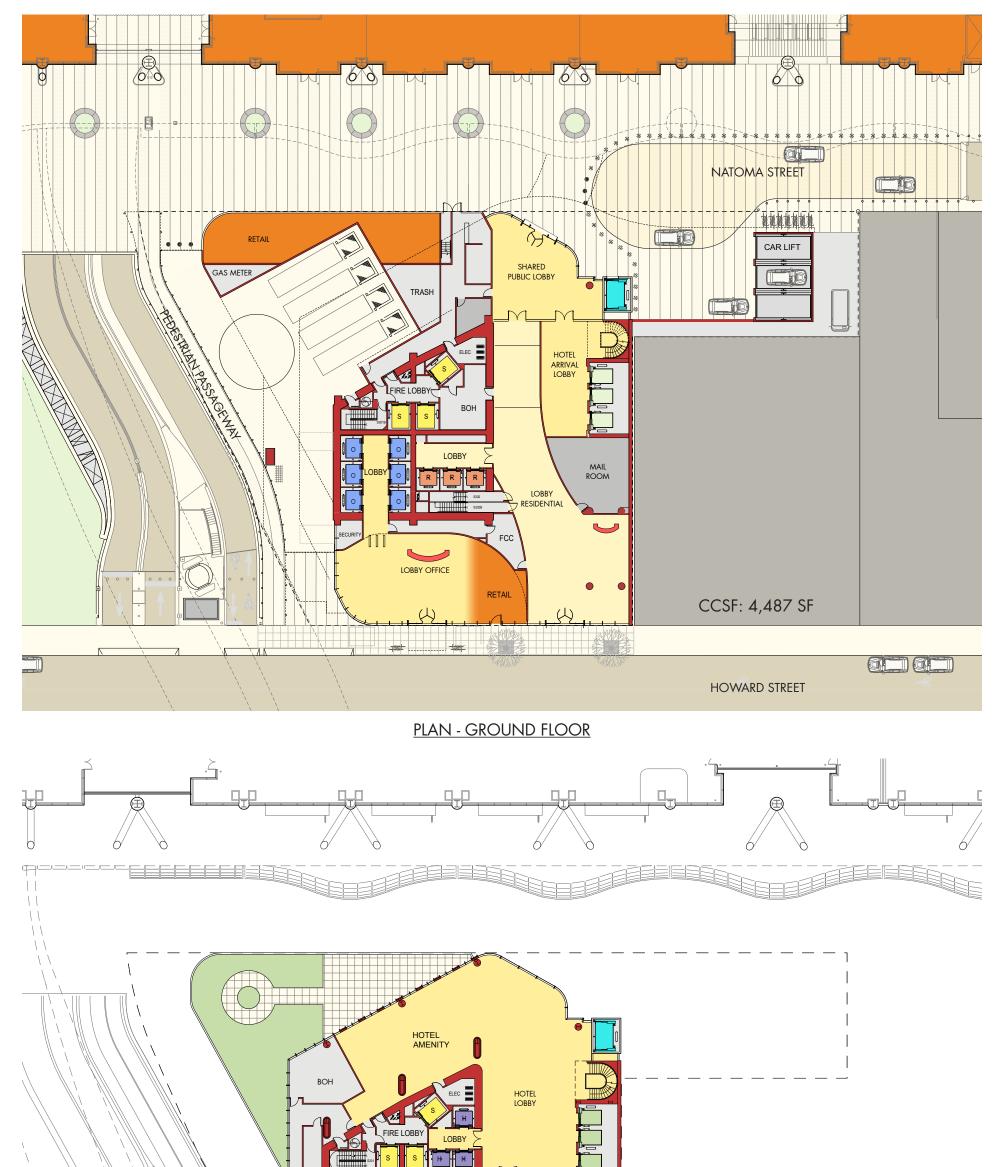


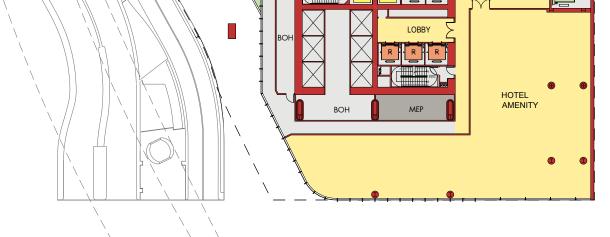
NON-PARKING (EXEMPT FROM FAR)

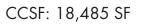
CCSF GROSS AREA = 0 SF PERIMETER AREA = 18,430 SF

<u>LEVEL B4</u>

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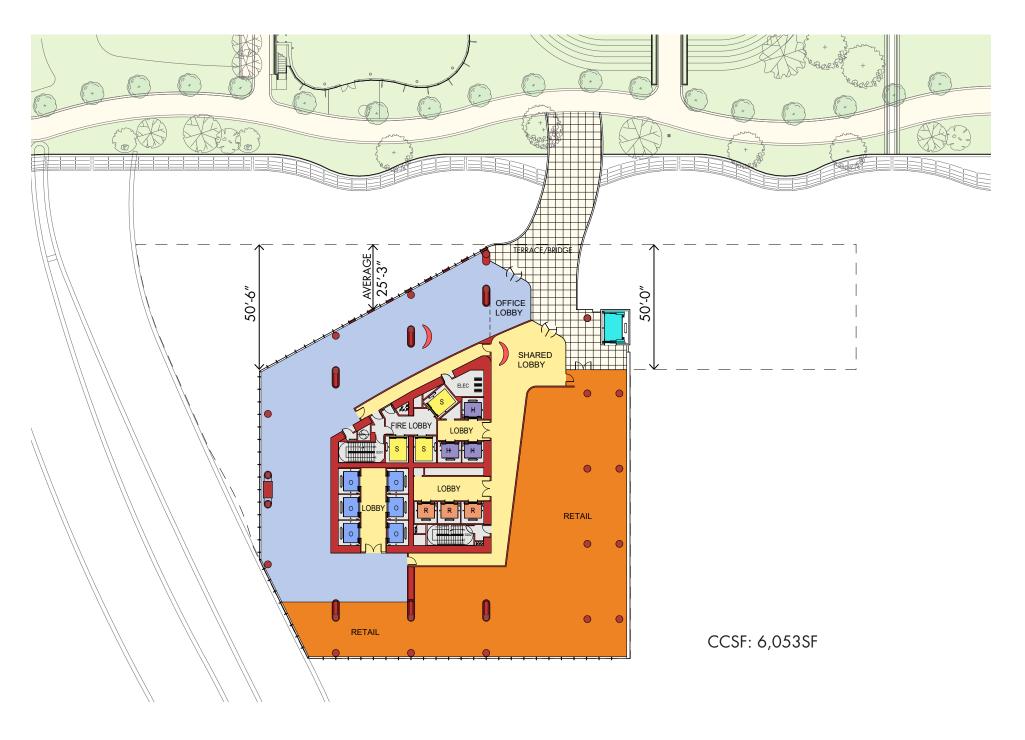
PLAN - LEVEL 2

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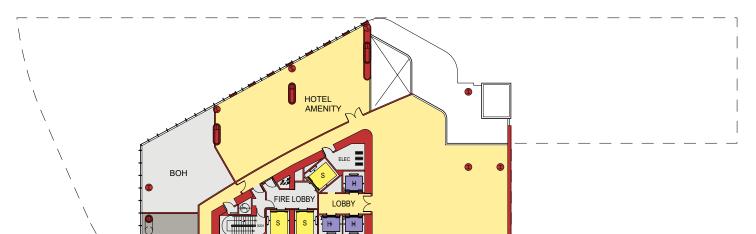


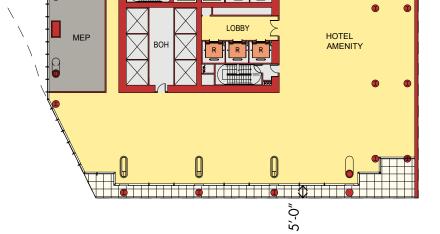
PLAN - LEVEL 4

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PLAN - LEVEL 5 - RETAIL/PARK ACCESS

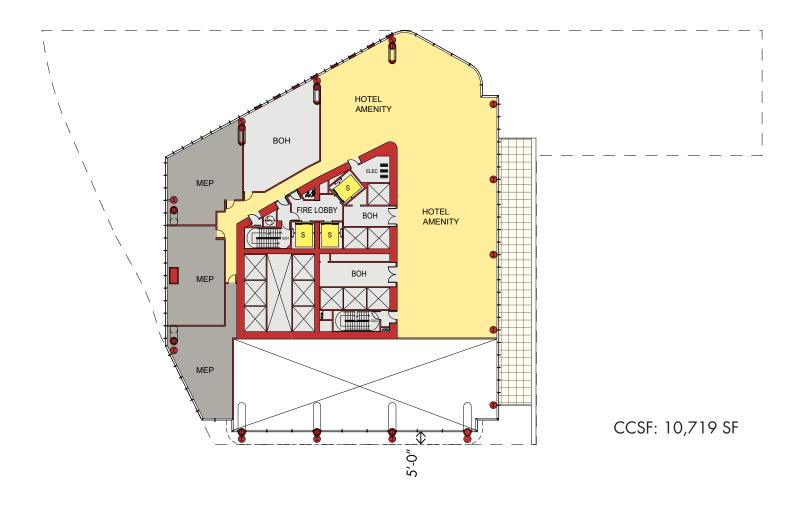






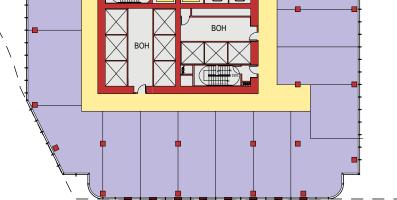
PLAN - LEVEL 6

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<u> PLAN - LEVEL 7</u>

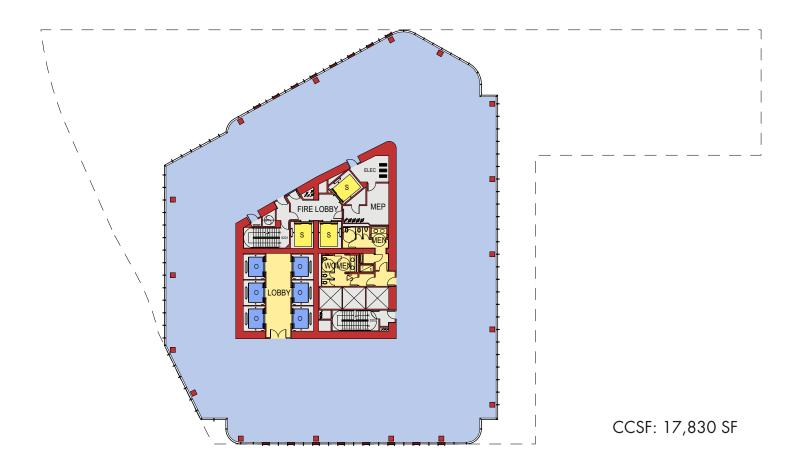






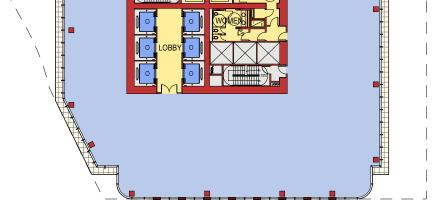
PLAN - LEVEL 8 TO16 - TYPICAL HOTEL FLOOR

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PLAN - LEVEL 17 TO 30 - TYPICAL OFFICE FLOOR

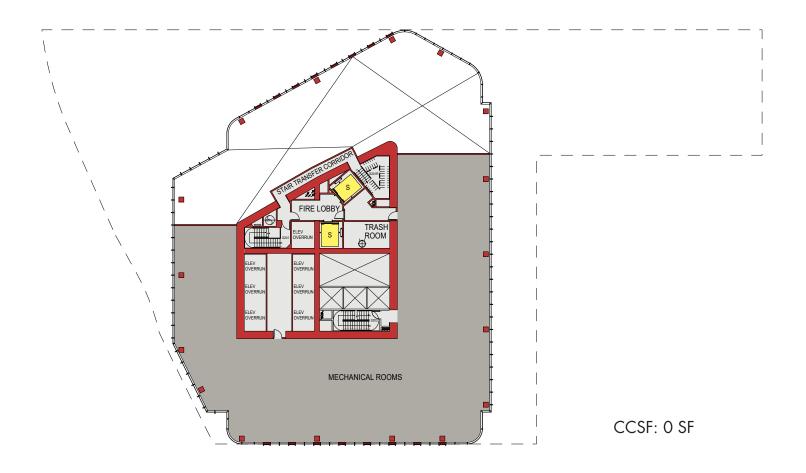




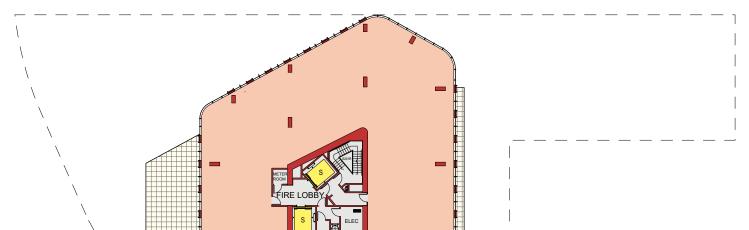
CCSF: 16,930 SF

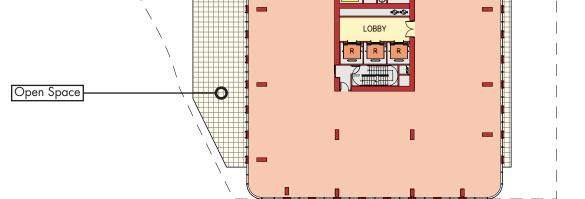
PLAN - LEVEL 31 - OFFICE FLOOR

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PLAN - LEVEL 32 (MECHANICAL)

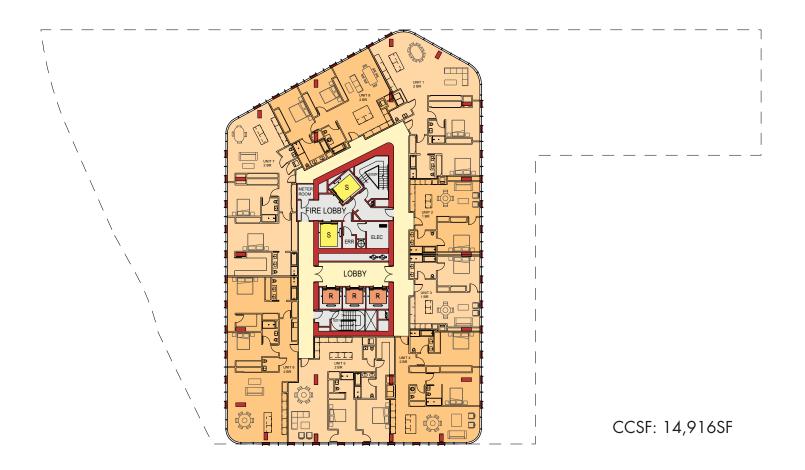




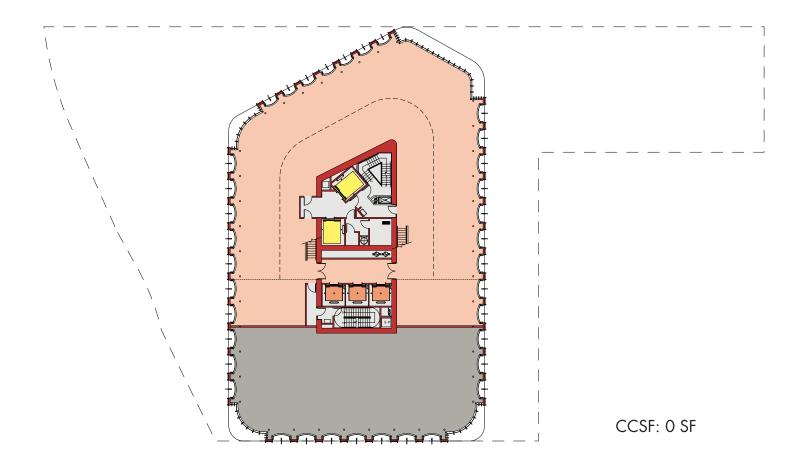


PLAN - LEVEL 33 - RESIDENTIAL AMENITY FLOOR

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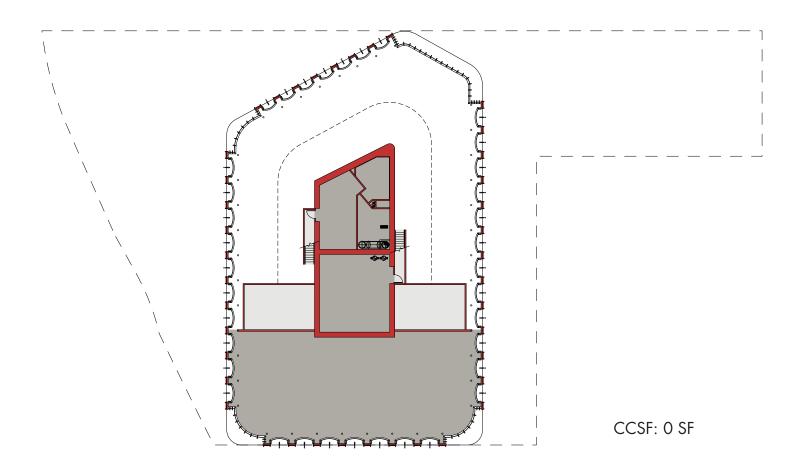


PLAN - LEVEL 34 TO 61 - TYPICAL RESIDENTIAL FLOOR



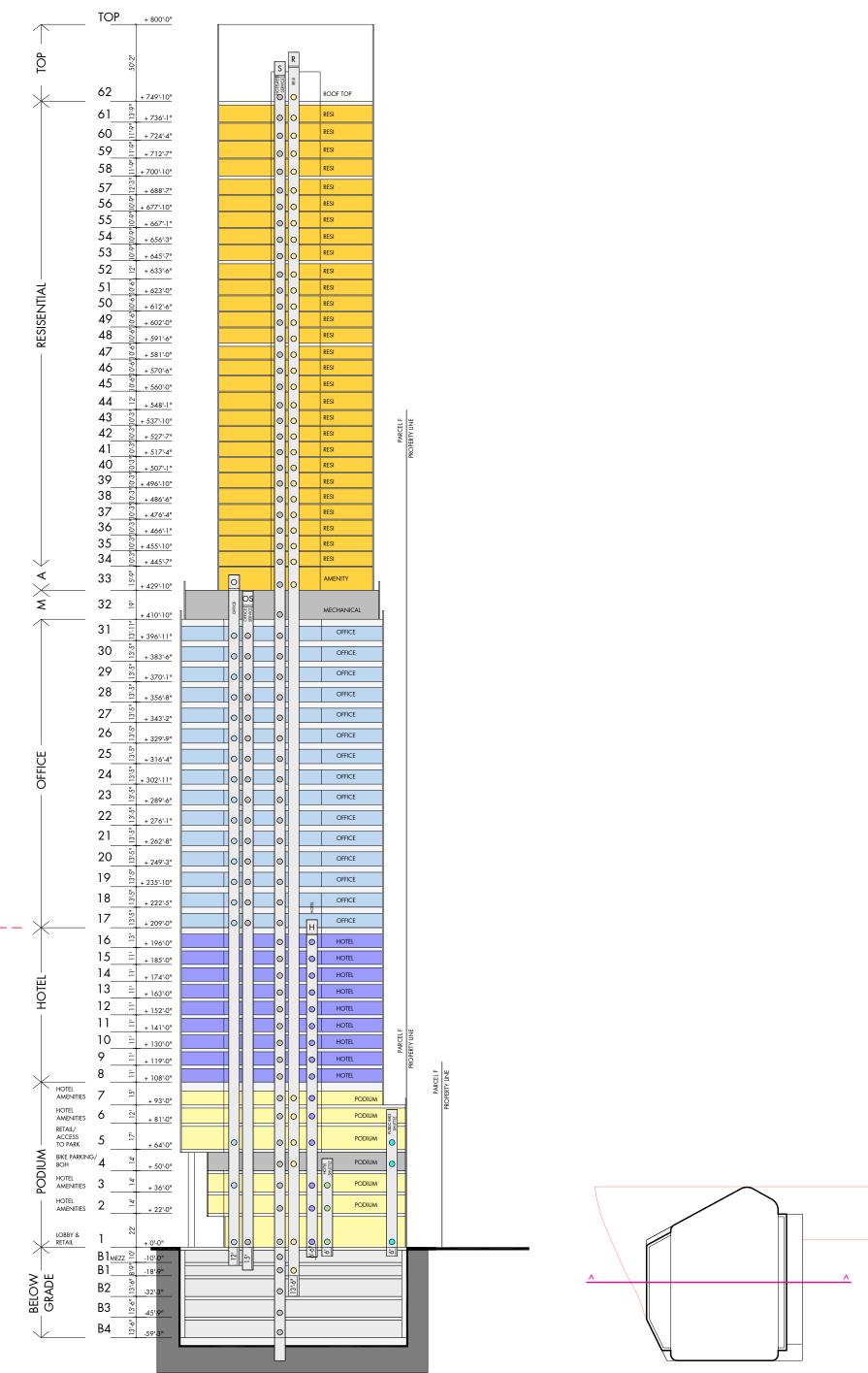
PLAN - LEVEL 62 - ROOF

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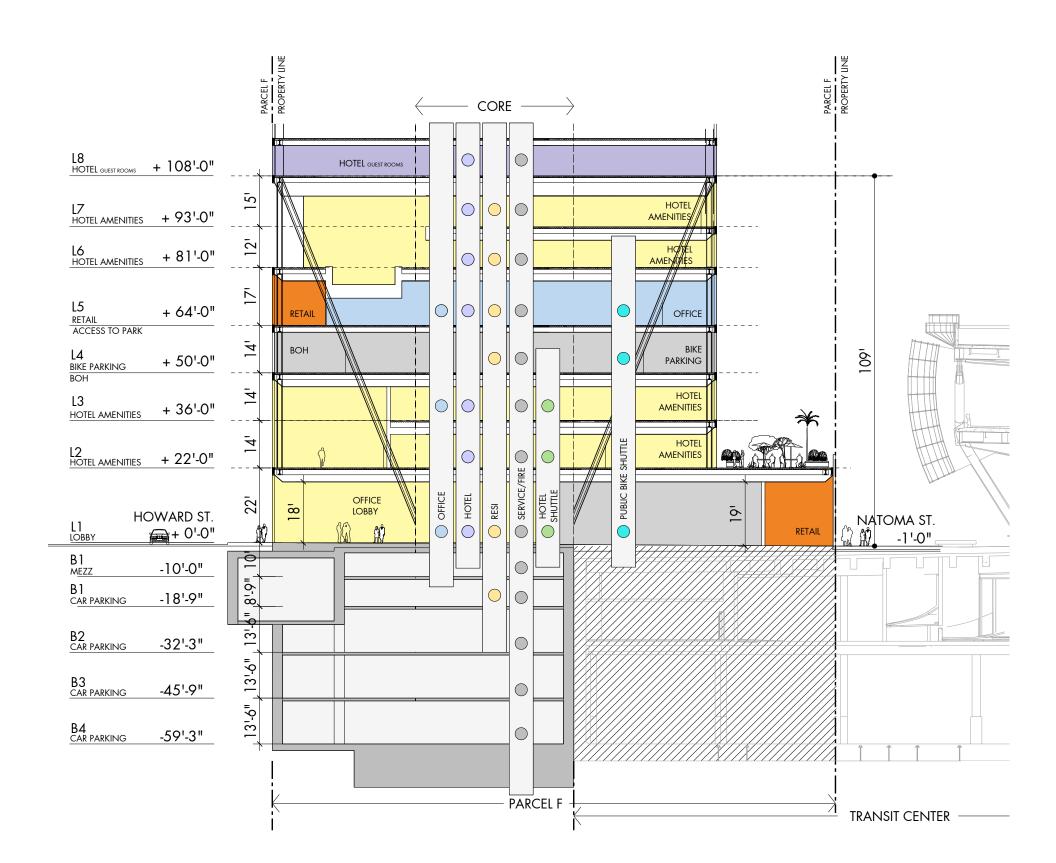
PLAN - LEVEL 62 MECHANICAL MEZZANINE

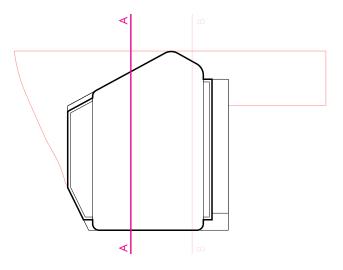
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TOWER SECTION - EAST/WEST

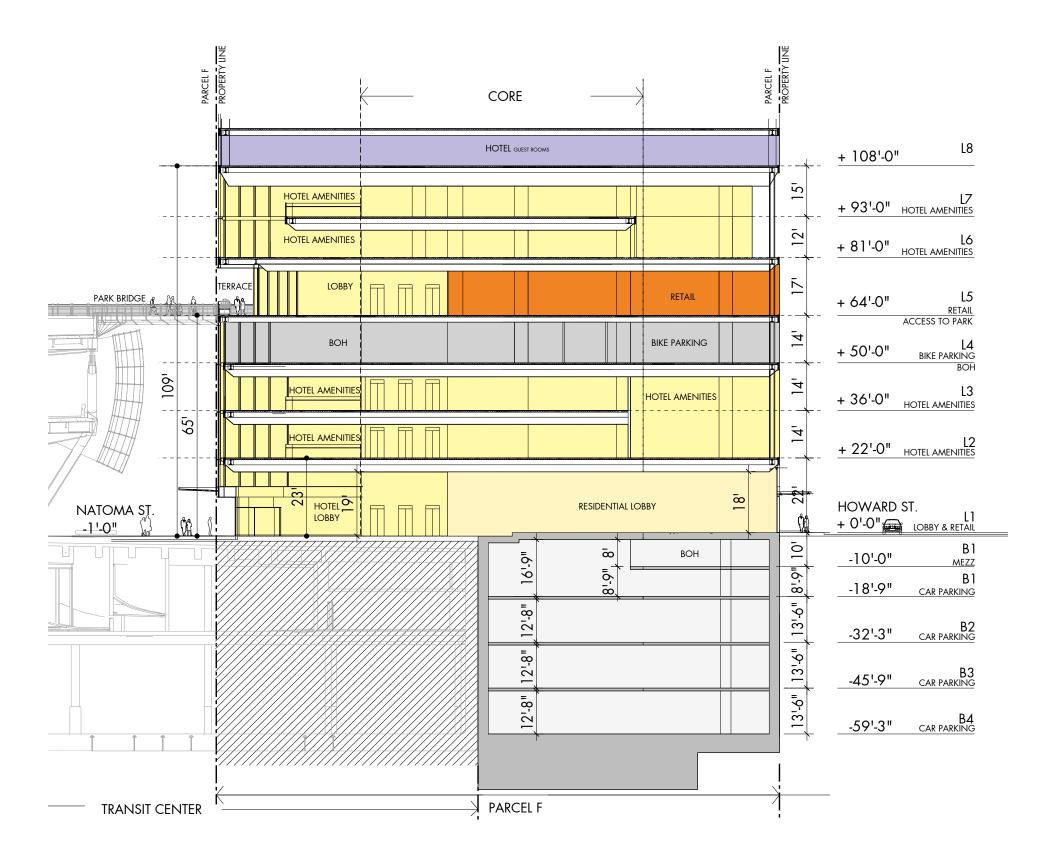
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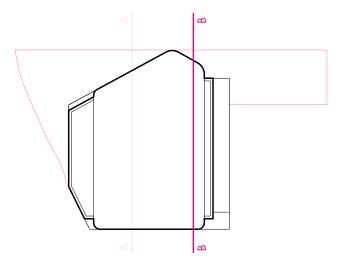




PODIUM SECTION A-A

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PODIUM SECTION B-B

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TOWER ELEVATION - SOUTH

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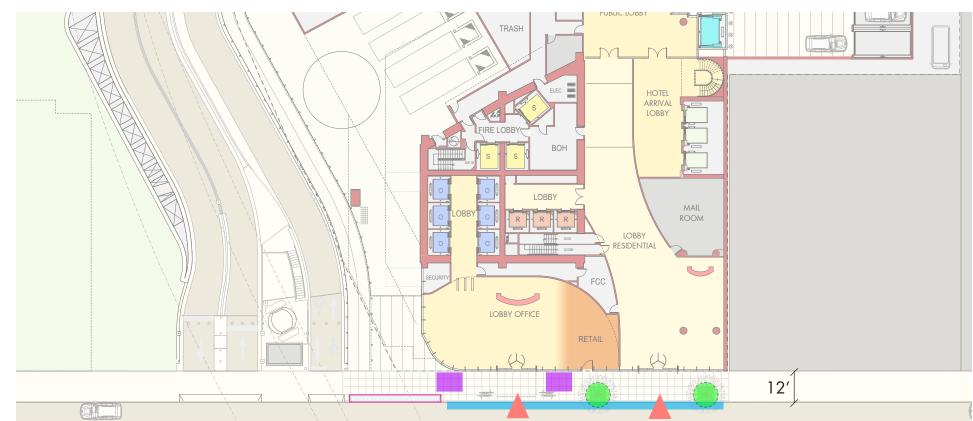


TOWER ELEVATION - NORTH (FACING NATOMA STREET)

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HOWARD STREET - ELEVATION





PARCEL F CURB CUT • TRUCKS ENTER & EXIT HEAD FIRST WITH NO BACKING UP ACROSS SIDEWALK, BIKE LANES OR TRAFFIC LANES

PASSENGER DROP-OFF

PG & E ACCESS



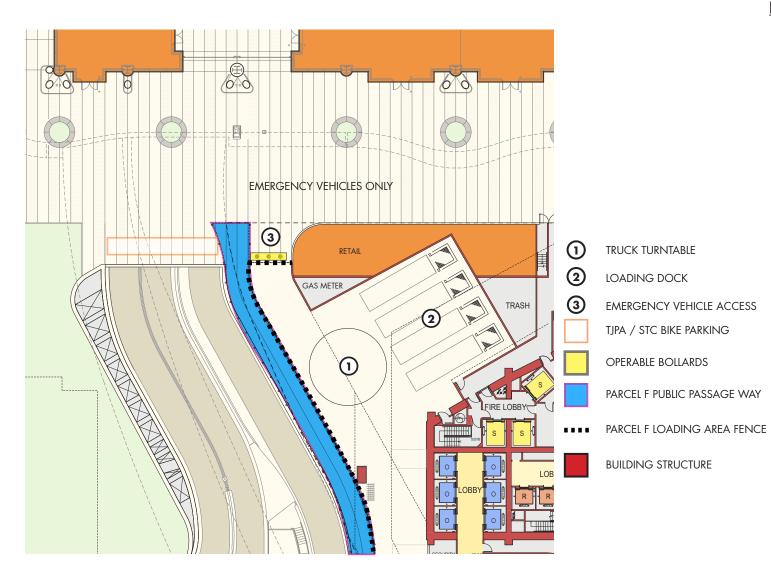
POTENTIAL TREE LOCATION SUBJECT TO COORDINATION WITH SF PUBLIC WORKS, TJPA AND UTILITY COMPANIES

HOWARD STREET - PLAN

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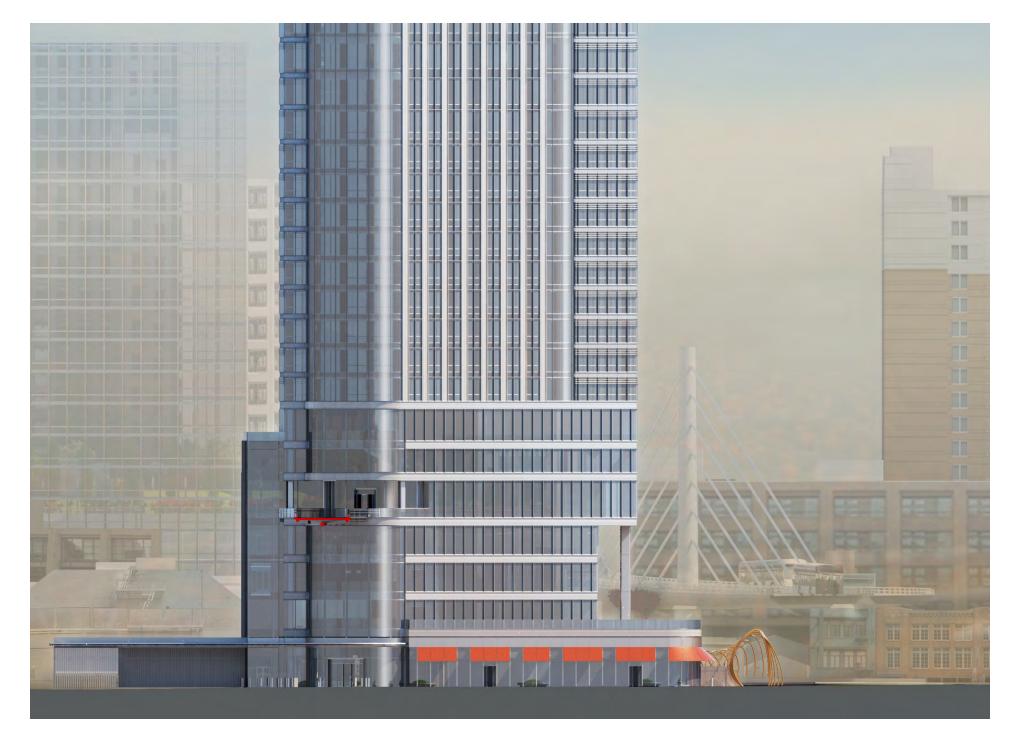


LOADING DOCK - ELEVATION

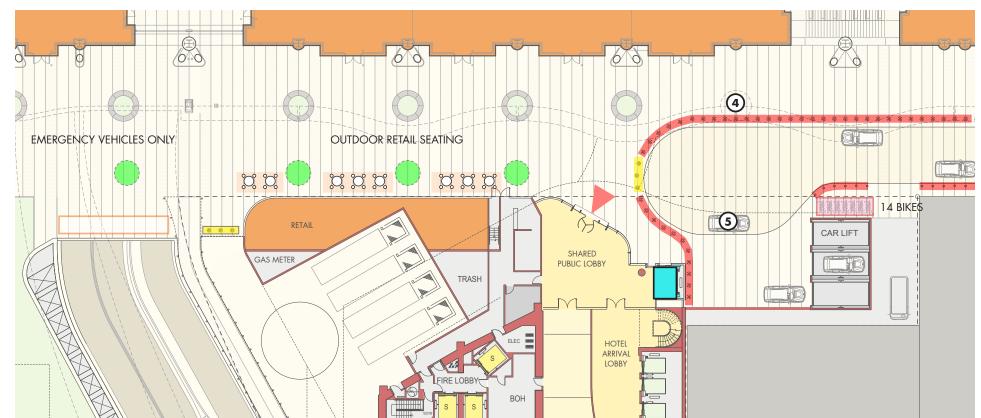


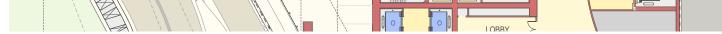
LOADING DOCK - PLAN

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NATOMA STREET - ELEVATION



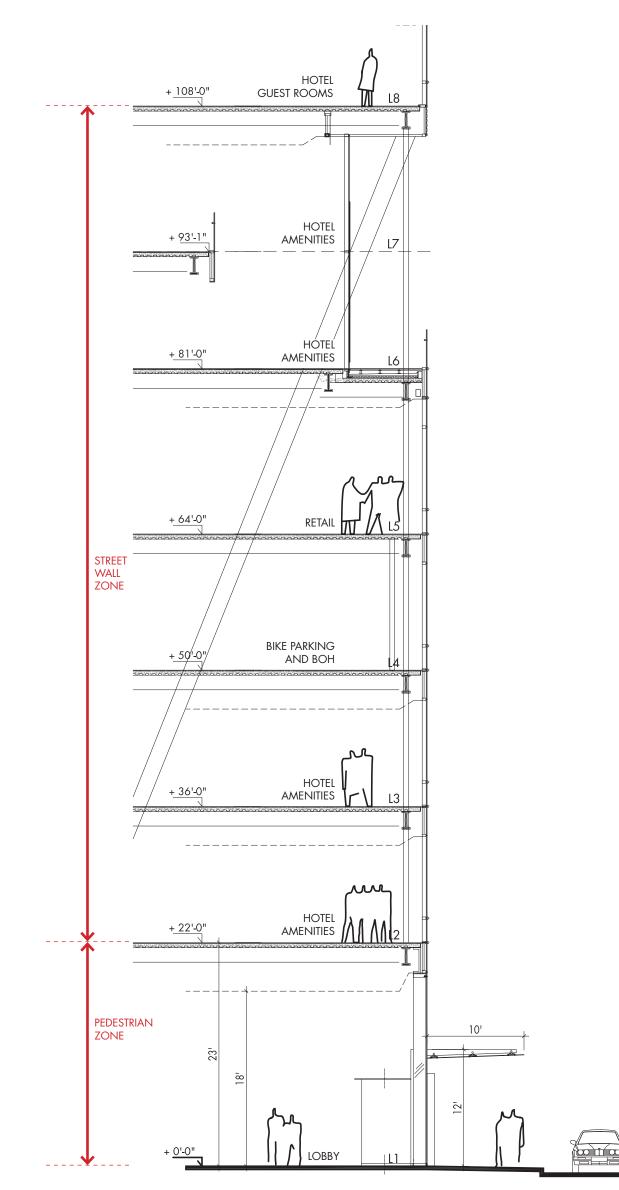


$\left| \! \ensuremath{\mathcal{O}} \! \right|$ potential location for retail tables & chairs

- PLANTER PROPOSED TO BE REMOVED
 - PARCEL F IS PROPOSING TO ELIMINATE STC PLANTERS (NOT BLAST RATED) & REPLACE THEM WITH FIXED BOLLARDS.
- 3 DROP-OFF AREA WITH SIMILAR DESIGN TO STC STREETSCAPE BUT WITH DIFFERENT TEXTURE AND NO CURB CUT
- POTENTIAL TREE LOCATION SUBJECT TO COORDINATION WITH SF PUBLIC WORKS, TJPA
- PARCEL F PROPOSED BIKE PARKING
 - TJPA / STC BIKE PARKING
 - FIXED BOLLARDS
 - OPERABLE BOLLARDS
- PUBLIC ELEVATOR

NOTES: PARCEL F NATOMA ST. FRONTAGE TO MATCH STC STREETSCAPE DESIGN; LOCATION OF PLANTERS, TREES, BIKE PARKING AND BOLLARDS ALSO TO BE COORDINATED WITH TJPA.

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MATERIAL NOTES FOR TOWER BASE:

TYPICAL VISION GLASS: CLEAR W/ A HIGH PERFORMANCE LIGHTLY REFLECTIVE COATING

<u>SPANDREL GLASS:</u> CLEAR WITH FRIT FLOODCOAT

VERTICAL PIERS: WHITE PANEL

METAL VERTICAL AND HORIZONTAL SUNSHADES & FINS: METAL

MAIN LOBBY WALL: CLEAR GLASS WITH GLASS FIN STRUCTURES.

ENTRY DOORS: CLEAR GLASS WITH METAL FRAMES AND HARDWARES

PEDESTRIAN ZONE ON HOWARD ST.

The pedestrian zone is defined by several architectural strategies.

- *First,* two of the three lobbies were placed on Howard Street with a ceiling height of 18 feet; with an intent of creating a grand atmosphere from Howard Street.
- Second, glass fins were placed to support the lobbies' curtain wall system; in order to extend the narrow street of Howard and to maximize the transparency of the lobbies.
- Third, a retail space was provided to activate the facade.

STREETWALL ON HOWARD ST.

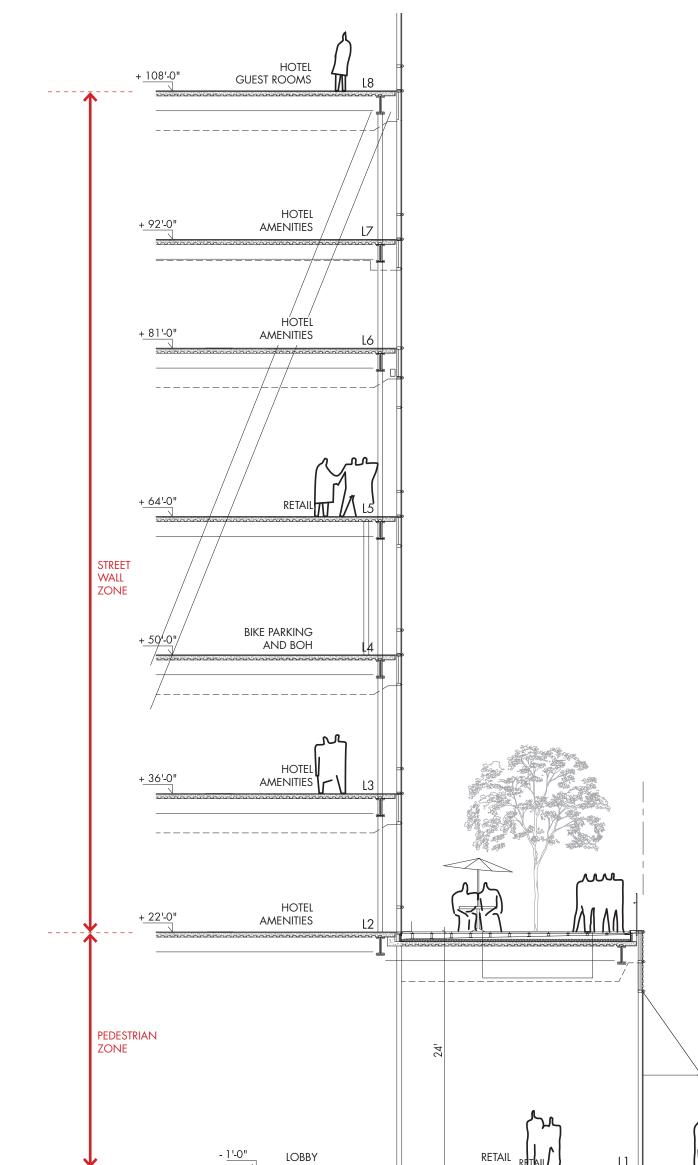
The streetwall is defined by several architectural strategies.

- First, A comfortable pedestrian experience at ground level.
- Second, a five-story high volume, with a very distinct wall articulation smooths the transition between the scale of the neighboring buildings and the tower. This volume also shelters the entrance to the public passageway that connects to Natoma Street.
- Last, a four-story cutback at the base welcomes the Salesforce Transit Center Bridge as part of the architectural composition of this unique urban condition, and shelters the sculptural passageway that connects to Natoma Street.



HOWARD STREET - TYPICAL WALL SECTION

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MATERIAL NOTES FOR TOWER BASE:

TYPICAL VISION GLASS: CLEAR W/ A HIGH PERFORMANCE LIGHTLY REFLECTIVE COATING

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ENTRY DOORS: CLEAR GLASS WITH METAL FRAMES AND HARDWARES

X		· · ·	INATOMA ST.

PEDESTRIAN ZONE ON NATOMA ST.

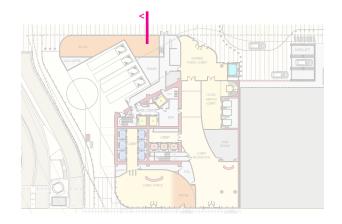
The pedestrian zone is defined by several architectural strategies.

- First, retail spaces along with outdoor seating were designated at the perimeter of the property to encourage an active atmosphere in the lower levels of the tower.
- Second, an open terrace space was provided on the second level of the tower to ensure an active and green life among the street of Natoma.
- Third, a public elevator was provided to access Salesforce Transit Center roof park.

STREETWALL ON NATOMA ST.

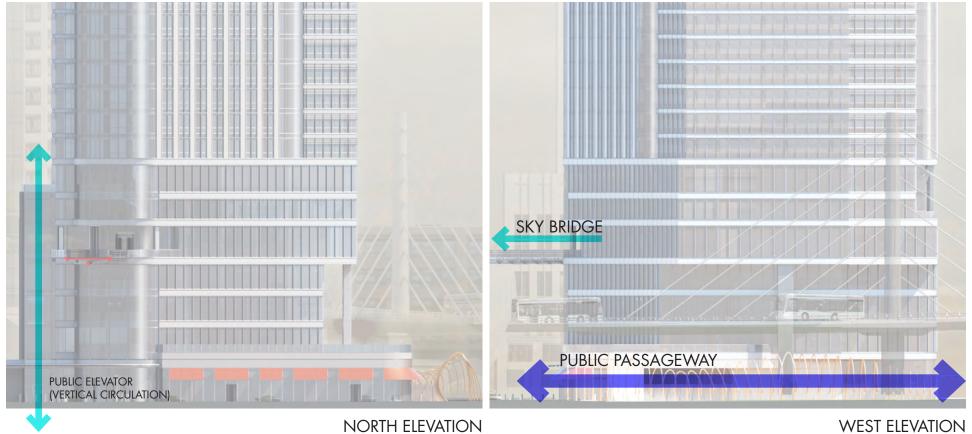
Several architectural articulations help define the Streetwall on Natoma Street.

- First, the one-story high retail volume provides human scale and acts as a balanced counterpart to the undulating metal screens of Transbay Transit Center façade.
- Second, the base on Natoma St. features a setback terrace and a bridge that connects to the Salesforce Transit Center Park.



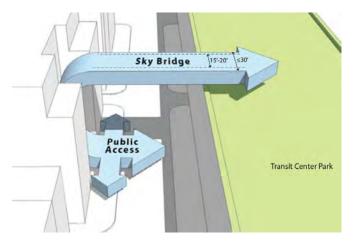
NATOMA STREET - TYPICAL WALL SECTION

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CONNECTIVITY TO TRANSBAY TRANSIT CENTER PARK :

POLICY 3.17

Permit buildings to satisfy open space requirements through direct connections to the Transit Center Park.

To satisfy the intent of section 138, these connections must meet minimum standards for public accessibility and functionality in the following manner

- Be publicly accessible and connected appropriately to ٠ vertical circulation;
- Provide clear signage from a public way, indicating public • access to the park.

-Transit Center District Plan-

PUBLIC PASSAGE WAY / CONNECTIVITY

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PLANNING CODE COMPLIANCE



Parcel F Tower

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Level	Perimeter Area	MEP Deductions per SF Planning Code	Other Deductions per SF Planning Code	Residential GSF	Office GSF	Hotel GSF	CCSF Gross Are Above/Below Grade
62	15,305	5,000	10,305	0	0	0	
61	15,305	131	258	14,916	0	0	14,91
60	15,305	131	258	14,916	0	0	14,91
59	15,305		258	14,916	0	0	14,91
58	15,305		258	14,916	0	0	14,91
57	15,305		258	14,916	0	0	14,91
56	15,305		258	14,916	0	0	14,91
55 54	15,305 15,305		258 258	14,916 14,916	0 0	0 0	14,91 14,91
53	15,305		258	14,916	0	0	14,91
52	15,305		258	14,916	0	0	14,91
51	15,305		258	14,916	0	0	14,91
50	15,305		258	14,916	0	0	, 14,91
49	15,305		258	14,916	0	0	14,91
48	15,305	131	258	14,916	0	0	14,91
47	15,305	131	258	14,916	0	0	14,91
46	15,305	131	258	14,916	0	0	14,91
45	15,305		258	14,916	0	0	14,91
44	15,305		258	14,916	0	0	14,91
43	15,305		258	14,916	0	0	14,91
42	15,305		258	14,916	0	0	14,91
41	15,305		258	14,916	0	0	14,91
40	15,305		258	14,916	0	0	14,91
39 38	15,305		258	14,916	0	0	14,91
38	15,305 15,305		258 258	14,916 14,916	0 0	0	14,91 14,91
36	15,305		258	14,910	0	0	14,91
35	15,305		258	14,916	0	0	14,91
34	15,305		258	14,916	0	0	14,91
33	15,305			14,412	0	0	14,41
32	17,690		8,946	0	0	0	,
31	17,690			0	16,930	0	16,93
30	18,590		386	0	1 <i>7,</i> 830	0	17,83
29	18,590	374	386	0	1 <i>7,</i> 830	0	17,83
28	18,590	374		0	17,830	0	17,83
27	18,590			0	17,830	0	17,83
26	18,590			0	17,830	0	17,83
25	18,590			0	17,830	0	17,83
24	18,590		386	0	17,830	0	17,83
23	18,590			0	17,830	0	17,83
22 21	18,590		386 386	0	17,830	0	17,83
21	18,590 18,590		386	0 0	17,830 17,830	0	17,83 17,83
19	18,590		386	0	17,830	0	17,83
18	18,590			0	17,830	0	17,83
17	18,590		369	0	17,578	0	17,57
16	18,590		370	0	0	18,220	18,22
15	18,590			0	0	18,220	18,22
14	18,590			0	0	18,220	18,22
13	18,590			0	0	18,220	18,22
12	18,590			0	0	18,220	18,22
11	18,590			0	0	18,220	18,22
10	18,590		370	0	0	18,220	18,22
9	18,590			0	0	18,220	18,22
8	18,590		370	0	0	18,220	18,22
7	18,158		4,820	0	0	13,338	13,33
6	18,719		738	0	0	16,745	16,74
5	19,626			0	6,053	12 507	6,05
4	19,022		6,260 372	0	0	12,597	12,59
3	19,022 19,022		372 437	0 0	0 0	18,485 18,485	18,48 18,48
2	22,300		437 15,986	1,496	3,323	18,485	6,31
B1 Mezz.	7,900		5,260	0	0	2,640	2,64
B1 /////B1	19,300		19,300	0	0	2,040	2,02
B2	18,430		18,430	0	0	0	
B3	18,430		18,430	0	0	0	
B4	18,430		18,430	0	0	0	

NOTES: CCSF gross area is per San Francisco Planning Code Article 1, Sec. 102.9 - Gross area:

Perimeter area is measured at 4' above finished floor

The above calculations for deducted area assumes the following understanding of CCSF code:

1: Floor space used for off-street parking or loading.

2: Basement space used for storage or services necessary to the operation or maintenance of the building

3: Elevator or stair penthouses, etc at the top of the building used for operation or maintenance of the building

4: Mechanical equipment areas necessary to the operation of the building

(MEP, Elec, Tel rooms/shafts, Restroom shafts/risers)

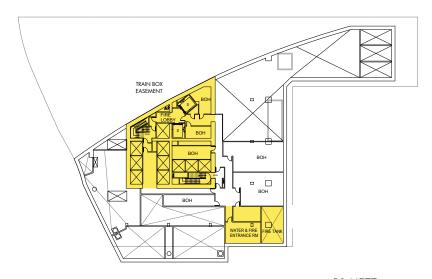
5: Retail area less than 5,000 SF per use on ground and park level

(L1 retail on Natoma St.= 1,605 SF, L1 retail on Howard St.= 714 SF, and retail at park level= 5,000 SF)

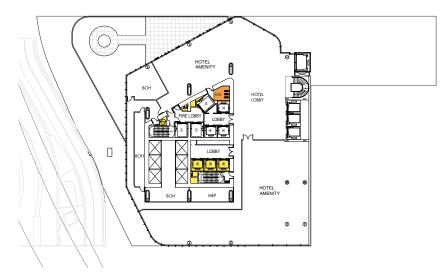
6: Ground floor lobby circulation space (3,480 SF)

AREA SCHEDULE {2019.12.18}

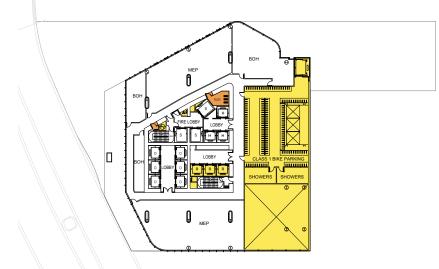
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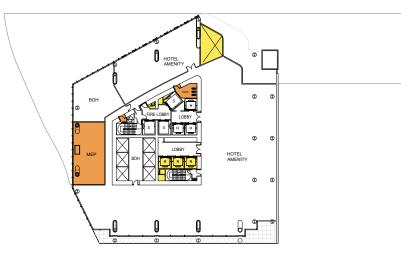
	<u>BI MEZZ.</u>
PERIMETER AREA:	7,900 SF
DEDUCTS PER SF PLANNING CODE:	5,260 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	2,640 SF

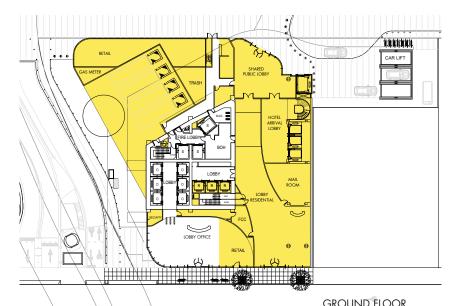


	PODIUM - LEVEL 2
PERIMETER AREA:	19,022 SF
DEDUCTS PER SF PLANNING CODE:	437 SF
MEP DEDUCTS PER SF PLANNING CODE:	100 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	18,485 SF

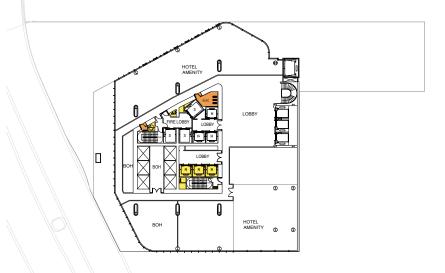


	PODIUM - LEVEL 4
PERIMETER AREA:	19,022 SF
DEDUCTS PER SF PLANNING CODE:	6,260 SF
MEP DEDUCTS PER SF PLANNING CODE:	165 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	12,507 SF





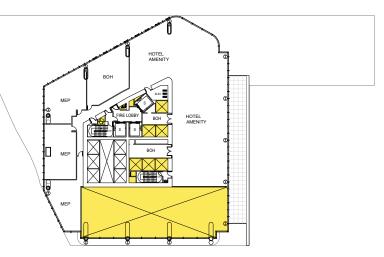
	<u>GROUND FLOOR</u>
PERIMETER AREA:	23,300 SF
DEDUCTS PER SF PLANNING CODE:	15,986 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	6,314 SF



	PODIL	JM - LEVEL 3
PERIMETER AREA:		19,022 SF
DEDUCTS PER SF PLANNING CODE:		372 SF
MEP DEDUCTS PER SF PLANNING CODE:		165 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:		18,485 SF
	/ /	



	PODIUM - LEVEL 5
PERIMETER AREA:	19,626 SF
DEDUCTS PER SF PLANNING CODE:	13,408 SF
MEP DEDUCTS PER SF PLANNING CODE:	165 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	6,053 SF

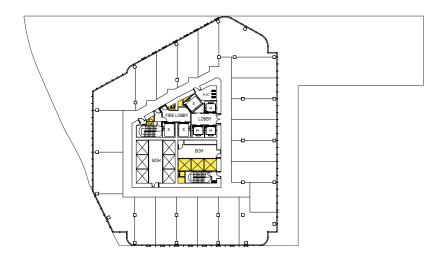


	PODIUM - LEVEL 6
PERIMETER AREA:	18,719 SF
DEDUCTS PER SF PLANNING CODE:	738 SF
MEP DEDUCTS PER SF PLANNING CODE:	1,236 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	16,745 SF

	PODIUM - LEVEL 7
PERIMETER AREA:	18,158 SF
DEDUCTS PER SF PLANNING CODE:	4,820 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	13,338 SF

GROSS AREA SUMMARY

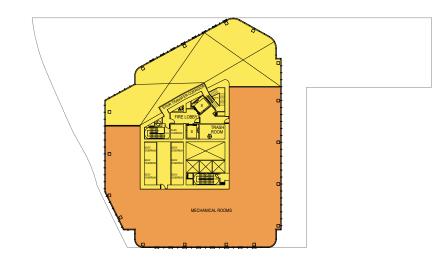
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	<u>TYPICAL HOTEL (L8-16)</u>
PERIMETER AREA:	18,590 SF
DEDUCTS PER SF PLANNING CODE:	370 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	18,220 SF



	TYPICAL OFFICE (L 18-30)
PERIMETER AREA:	18,590 SF
DEDUCTS PER SF PLANNING CODE:	386 SF
MEP DEDUCTS PER SF PLANNING CODE:	374 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	17,830 SF



	MECHANICAL (L32)
PERIMETER AREA:	17,690 SF
DEDUCTS PER SF PLANNING CODE:	8,946 SF
MEP DEDUCTS PER SF PLANNING CODE:	8,744 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	0 SF

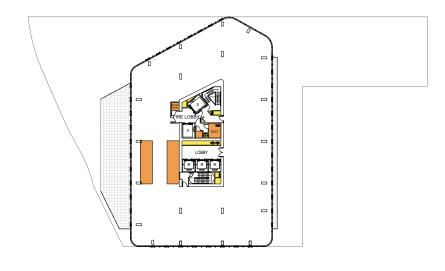




	<u>OFFICE (L17)</u>
PERIMETER AREA:	18,590 SF
DEDUCTS PER SF PLANNING CODE:	369 SF
MEP DEDUCTS PER SF PLANNING CODE:	643 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	17,578 SF



PERIMETER AREA:	<u>OFFICE (L31)</u> 17,690 SF
DEDUCTS PER SF PLANNING CODE:	386 SF
MEP DEDUCTS PER SF PLANNING CODE:	374 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	16,930 SF



	<u>RESIDENTIAL (L33)</u>
PERIMETER AREA:	15,305 SF
DEDUCTS PER SF PLANNING CODE:	219 SF
MEP DEDUCTS PER SF PLANNING CODE:	674 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	14,412 SF





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	TYPICAL RESIDENTIAL (L34-61)
PERIMETER AREA:	15,305 SF
DEDUCTS PER SF PLANNING CODE:	258 SF
MEP DEDUCTS PER SF PLANNING CODE:	131 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	14,916 SF

PERIMETER AREA:	<u>ROOF (L62)</u> 15,305 SF
DEDUCTS PER SF PLANNING CODE:	10,305 SF
MEP DEDUCTS PER SF PLANNING CODE:	5,000 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	O SF

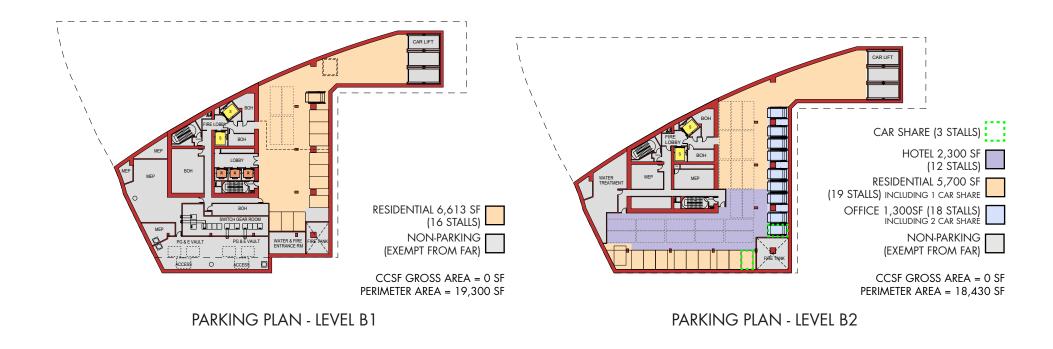
GROSS AREA SUMMARY

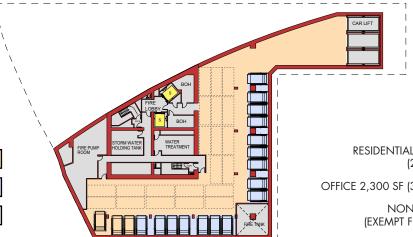
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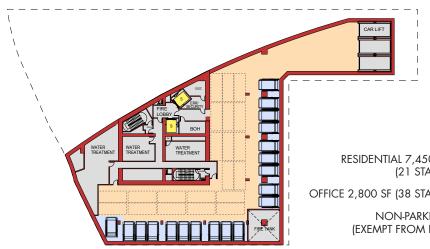
PROGRAM	Allowable Parking	Provided Parking	Reference
NON-RESIDENTIAL	18,625 SF	100 STALLS / 9,700 SF	SF PLANNING CODE SEC 151.1 (c), (d), (f) 3.5% OF GROSS
RESIDENTIAL (165 UNITS)	83 STALLS	83 STALLS	SF PLANNING CODE SEC. 151.1 (f) 0.5 CAR PER 1 UNIT
TOTAL		183 STALLS	

NON-RESIDENTIAL ALLOWABLE PARKING CALCULATION	CCSF
OFFICE	275,674 SF
HOTEL	247,765 SF
RETAIL	8,700 SF
TOTAL NON-RESIDENTIAL CCSF	532,139 SF
NON-RESIDENTIAL ALLOWABLE PARKING: 3.5% OF GROSS	18,625 SF

NUMBER OF CAR SHARE PARKING STALLS		Reference
NON-RESIDENTIAL	2	SF PLANNING CODE SEC 166
DWELLING	1	SF PLANNING CODE SEC. 166
TOTAL CAR SHARE	3	









CCSF GROSS AREA = 0 SF PERIMETER AREA = 18,430 SF

PARKING PLAN - LEVEL B4



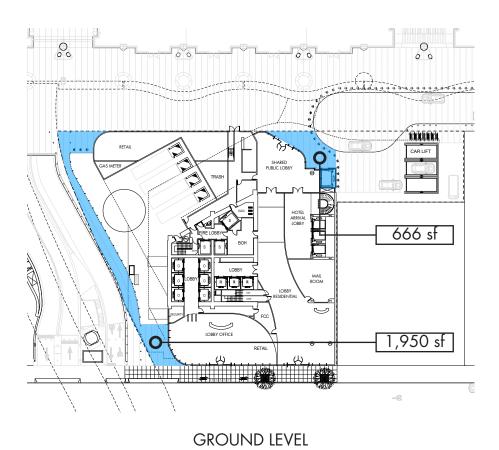
CCSF GROSS AREA = 0 SF PERIMETER AREA = 18,430 SF

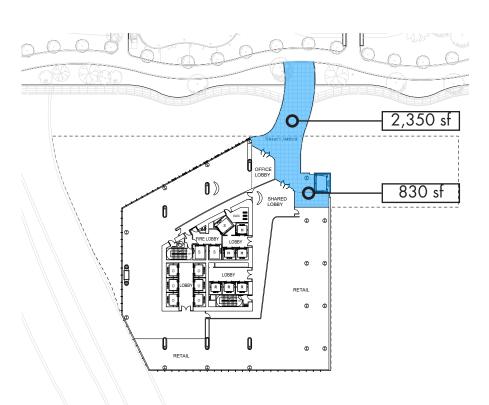
PARKING PLAN - LEVEL B3

PARKING SUMMARY

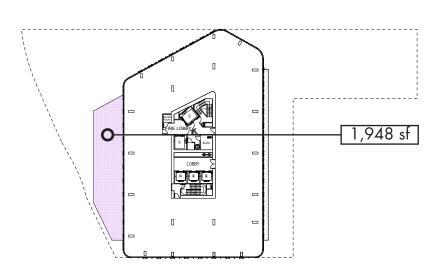
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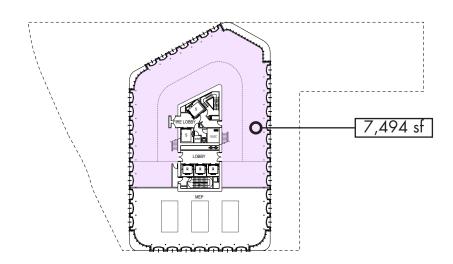
Residential:	165 units	Required Open Space	Proposed Open Space	Notes
48 SF Common Open Space x 165 units		7,920	7,494	Roof Top Terrace
			1,948	Terrace at 33L
TOTAL RESIDENTIAL OPEN SPACE		7,920	9,442	Planning Code 138(g)
Commercial:	523,439 SF	Required Open Space	Proposed Open Space	Notes
1 SF of open space / 50 SF		10,469	5,000	Bonus (Section 138(j)(1)(F)(iv))
			1,950	Gr. Flr. Passage
			666	Access to Public elevator
			830	Public elevator to Park level (L1-L5)
			2,350	Bridge & Terrace at 5L
TOTAL COMMERCIAL OPEN SPACE		10,469	10,796	Planning Code 138(g)





PODIUM - LEVEL 5





RESIDENTIAL AMENITY - L 33

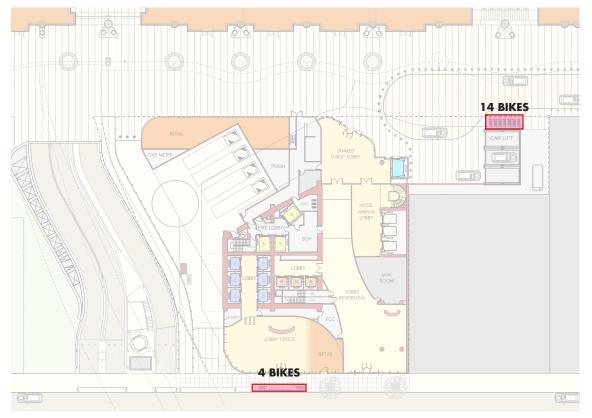




OPEN SPACE SUMMARY

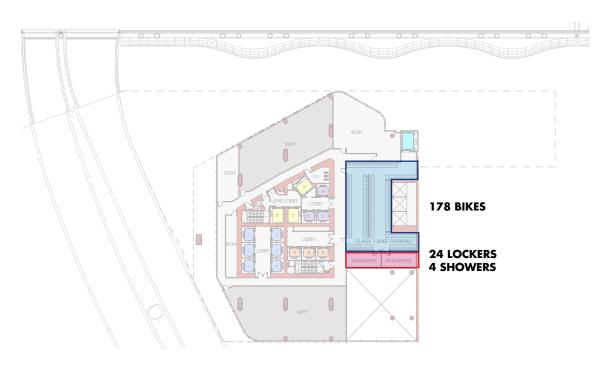
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	Residential	Hotel	Office	Total No. Required
GSF	-	-	275,674	
# of Units	165	189	-	
Class1 Code	100 Class1 spaces + 1 Class1 space/4units over 100 units	1 Class1 space/30 rooms	1 Class1 spaces/5,000sf	
CLASS1 TOTAL	116.3	6.3	55.1	178
Class2 Code	1 Class2 space/20units	1 Class2 space/30 rooms + 1 Class2 space/5,000 sf of Conf., Meeting Rooms	Min. 2 Spaces for office greater than 5,000SF + 1 Class2 space / add. 50,000 SF	
CLASS2 TOTAL	8.3	18.3	7.4	34



CLASS 2 BIKE PARKING

CLASS 2 BIKE PARKING - LEVEL 1 PAY IN LIEU FEE FOR 50% OF CLASS 2 REQUIREMENT (17 SPACES)





PODIUM PLAN - LEVEL 4

BIKE PARKING SUMMARY

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CODE ITEM	Required/Permitted	Proposed	Action Requested
''P' ZONING CLEAN UP	LOTS 3721-135 AND 3721-138 ZONED C-3-0 (SD) AND 'P'	CHANGE TO C-3-0 (SD) ONLY	ZONING MAP AMENDMENT
RESIDENTIAL FLOOR PLATES [15K SF]	IN THE TCDP, RESITENTIAL FLOOR PLATES FOR SITES >15,000 SF IN AREA ARE LIMITED TO A FOOTPRINT OF 15,000 SF	ALLOW RESIDENTIAL 'FOOTPRINT' OF 15,270 SF (Please refer to pp. 14-16 of the Supplemental Diagrams)	LEGISLATIVE AMENDMENT-UNCODIFIED
HEIGHT LIMIT AND BULK DISTRICT	LOT 16 & 136 (portion) = 450.S LOT 135, 136 (portion) & 138 = 750.S 2	HEIGHT MAP AMENDMENT TO RECLASSIFY WESTERN PORTION OF LOT 16 (1,310 SF, AS DEPICTED IN SUPPLEMENTAL DIAGRAMS) TO 750-S-2; INCREASE	ZONING MAP AMENDMENT
	7.5% ADDITION MAY EXTEND ABOVE THE PERMITTED HEIGHT	THE 750-S-2 ZONE ON PORTION OF LOT 136 AT NORTHEASTEARN EDGE OF	
		TOWER (245 SF, AS DEPICTED IN SUPPLEMENTAL DIAGRAMS); RECLASSIFY NORTHWEST PORTION OF SITE TO 450-S (4,576 SF, AS DEPICTED IN	
		SUPPLEMENTAL DIAGRAMS). (Please refer to pg. 2 of the Supplemental Diagrams).	
GENERAL PLAN CONSISTENCY WITH ZONING	STATE LAW REQUIRES THE GENERAL PLAN (DOWNTOWN PLAN AND TRANSIT	REVISE DOWNTOWN PLAN LAND USE MAP (MAP 1) TO CONFORM TO TCDP	GENERAL PLAN AMENDMENT
	CENTER DISTRICT PLAN ("TCDP") TO BE CONSISTENT WITH ZONING.	AND CURRENT C-3-0(SD) ZONING; REVISE DOWNTOWN PLAN HEIGHT MAP (MAP 5) AND TRANSIT CENTER DISTRICT PLAN HEIGHT MAP (FIGURE 1) TO	
		CONFORM TO ZONING HEIGHT MAP AMENDMENT DESCRIBED BELOW	
SETBACKS	ESTABLISH A DISTINCTIVE STREETWALL AT A HEIGHT BETWEEN 50' TO 110' FOR	FAÇADE PROVIDES GREATER DEGREE OF ARTICULATION UP TO 110' TO KEEP IN	309 EXCEPTION
(§132.1)	NOT LESS THAN 40% OF THE LINEAR FRONTAGE AT ALL STREET FRONTAGE	CHARACTER WITH THE STREETWALL CONCEPT BUT DOES NOT COMPLY WITH THE 10' SETBACK REQUIREMENT FOR 40% OF THE FRONTAGE ON HOWARD	(§ 309(a)(1))
		STREET	
	SEPARATION OF TOWERS FROM AN INTERIOR PROPERTY LINE	15' SEPARATION OF TOWER FROM INTERIOR PROPERTY LINE UP TO A HEIGHT	309 EXCEPTION
		OF 411' AND 18' SEPARATION FROM 430' UPWARDS	(§ 309(a)(1))
		(Please refer to pg.17 of the Supplemental Diagrams)	
	SEPARATION OF TOWERS AT PUBLIC STREETS	ENCROACHMENT INTO SETBACK LINE AT HOWARDS ST AT 640' HIGH AND UPWARDS	309 EXCEPTION (§ 309(a)(1))
		(Please refer to pg.18 of the Supplemental Diagrams)	
REAR YARD (§134)	25% OF LOT DEPTH IS REQUIRED AT THE LOWEST STORY CONTAINING A DWELLING UNIT AND EACH SUCCEEDING STORY ABOVE	NONE PROVIDED (Please refer to pg.19 of the Supplemental Diagrams)	309 EXCEPTION (§ 309(a)(1))
(3.54)			[2 227 [2][1]]
	AT LEAST ONE ROOM THAT MEETS THE 120-SQUARE-FOOT MINIMUM FLOOR	TWO UNITS PER FLOOR LESS THAN 25 FEET FROM EAST PROPERTY ON SIX	309 EXCEPTION
(§140)	AREA SHALL FACE DIRECTLY ON AN OPEN SPACE	FLOORS. (Please refer to pg.8 of the Supplemental Diagrams)	(§ 309(a)(14))
OFF STREET LOADING	6 LOADING SPACES REQUIRED	4 PROVIDED	309 EXCEPTION
(§152.1)		(Please refer to pg.9 of the Supplemental Diagrams)	(§ 161(e))
RATIO OF COMMERCIAL TO RESIDENTIAL USAGE	RATIO OF COMMERCIAL TO RESIDENTIAL FOR PARCELS	EXCEPTION TO 2:1 COMMERCIAL TO RESIDENTIAL REQUIREMENT	309 EXCEPTION
(§248(c))	LARGER THAN 15,000 SF GREATER OR EQUAL TO 2:1.	EXCEPTION PERMITTED PER ZA LETTER OF DETERMINATION DATED 12/2/2015	(§ 309(a)(8))
Tour bus loading	ONE OFF-STREET TOUR BUS LOADING SPACE REQUIRED FOR HOTELS WITH 201-	ZERO OFF-STREET TOUR BUS LOADING SPACES	309 EXCEPTION
(§162(b))	350 ROOMS		(§ 309(a)(7))
BULK AREA REDUCTION	AVERAGE SIZE OF UPPER 1/3 OF TOWER IS TO BE REDUCED TO 75% OF	AVERAGE FLOOR PLATE OF TOP 1/3 REDUCED TO 82% OF LOWER 2/3	309 EXCEPTION
(§272)	AVERAGE SIZE OF UPPER 173 OF TOWER IS TO BE REDUCED TO 75% OF AVERAGE FLOOR AREA OF THE LOWER TOWER	AVERAGE FLOOR PLATE	(§ 309(a)(13))
		(Please refer to pp. 4-7 of the Supplemental Diagrams)	
	Average diagonal dimension of upper 1/3 of tower is to be reduced to 87% of diagonal dimension of the lower tower	2/3 AVERAGE DIAGONAL	309 EXCEPTION (§ 309(a)(13))
		(Please refer to pp. 4-7 of the Supplemental Diagrams)	
GARAGE AND LOADING ACCESS (§155(r))	CURB CUTS ARE NOT ALLOWED ON HOWARD WHICH IS IDENTIFIED AS AN OFFICIAL CITY BICYCLE ROUTE	INTERRUPT BICYCLE LANE WITH CURB CUT FOR LOADING ACCESS (Please refer to pg. 9 of the Supplemental Diagrams)	VARIANCE
	NEW ENTRIES ARE NOT ALLOWED ON NATOMA FROM 300 FEET WEST OF FIRST STREET.	PROVIDE VEHICULAR ACCESS THROUGH NATOMA (Please refer to pg. 9 of the Supplemental Diagrams)	309 EXCEPTION
	PROFUNCET.	n receive to pg. 7 of the opphemental Didgrams)	
PARKING & LOADING ENTRANCES	NO MORE THAN 1/3 OF THE WIDTH OR 20 FEET, WHICHEVER IS LESS, OF	ON HOWARD ST., 35'-8" AND ON NATOMA ST. 64'-6"	VARIANCE
(§145(c))	ANY GIVEN STREET FRONTAGE SHALL BE DEVOTED TO PARKING AND LOADING INGRESS AND EGRESS	Please refer to pg. 9 of the Supplemental Diagrams)	
		ļ	

STREET FRONTAGES (§145.1)	ACTIVE USES SHALL BE PROVIDED WITHIN 25 FEET OF THE BUILDING DEPTH ON THE GROUND FLOOR. BUILDING LOBBIES ARE CONSIDERED ACTIVE USES SO LONG AS THEY DON'T EXCEED 40 FEET OR 25% OF THE BUILDING FRONTAGE	EXCEED LOBBY MAXIMUM FRONTAGE WIDTH ON HOWARD (Please refer to pg. 10 of the Supplemental Diagrams)	VARIANCE
GARAGE AND LOADING ACCESS (§155(1)		LOADING IS COVERED AND SCREENED FROM PUBLIC VIEW, BUT NOT ENCLOSED DUE TO ANGLE OF ENTRY AND TURNTABLE	VARIANCE

PLANNING CODE EXCEPTIONS

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ADDITIONAL DESIGN



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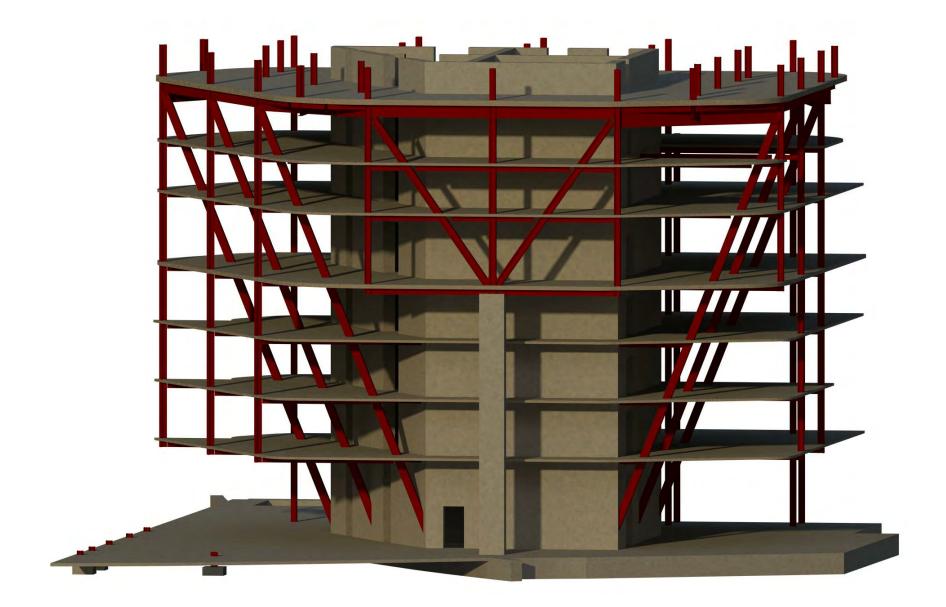
STRUCTURAL SYSTEM MAGNUSSON KLEMENCIC ASSOCIATES

Transbay Parcel F will be approximately 800 feet tall, with a vertical mixed stack of public amenity, retail, hotel, office, and residential programs. The structural design will be performed in accordance with the 2013 San Francisco Building Code, including the San Francisco Department of Building Inspection Administrative Bulletin AB083, utilizing a non-prescriptive seismic design with a ductile shear wall core.

The tower columns and core walls will be founded on large diameter drilled shafts into the Franciscan Bedrock. Beneath the core, a thick mat foundation will distribute the wall loads to the drilled shafts and minimize differential settlement. Beyond the core, a thinner mat will resist hydrostatic uplift forces.

The below grade structure will consist of concrete flat plate slabs and concrete walls and columns. Through the podium, hotel and office levels, the structural floor framing system will consist of structural steel beams and columns with concrete on metal deck. In the residential levels, the structural system will consist of concrete post-tensioned flat slabs and concrete columns.

The most unique aspect of the structure is the column transfer condition at the base of the tower. With the northern and western portions of the tower being over the TJPA easements at and below grade, the structural columns will be sloped back to the core over 8 levels equally on opposing sides of the building. This equal and opposite column sloping with allow for balance of the structure minimizing the horizontal force on the core.



BUILDING INFORMATION MODEL OF BASE TRANSFER

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SUSTAINABILITY HKS ARCHITECTS

TRANSIT ORIENTED DEVELOPMENT

The project is a Transit Oriented Development (TOD) in downtown San Francisco, adjacent to the Salesforce Transit Center, a multi-model transportation hub. The site is very walkable and bikable as well.

HIGH PERFORMANCE FACADE

The project will optimize energy performance through a high performance facade with integrated solar shading.

STORMWATER AND RAINWATER HARVESTING

The project will utilize alternate sources of water from stormwater and rainwater for flushing and landscape irrigation to reduce the water use in the building.

CONSTRUCTION WASTE MANAGEMENT

The project will divert more than 75% of the construction waste from landfills through recycling or reuse.

SUSTAINABLE MATERIALS

The project will utilize sustainable building materials such as responsibly sourced building materials, materials with recycled content and low (VOC) contents.

DAYLIGHT AND VIEWS

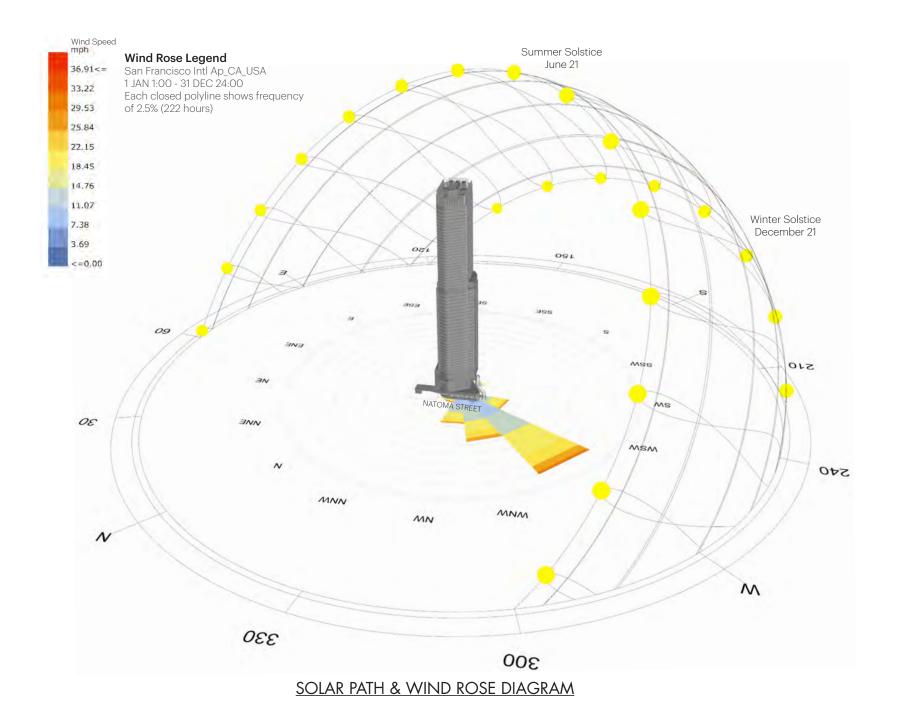
The building will provide natural daylight and quality views to its occupants.

ELECTRIC VEHICLE CHARGING AND PARKING

The project will be equipped with electric vehicle charging stations and preferred parking spaces for clean air/van pool/ electric vehicles.

INNOVATION

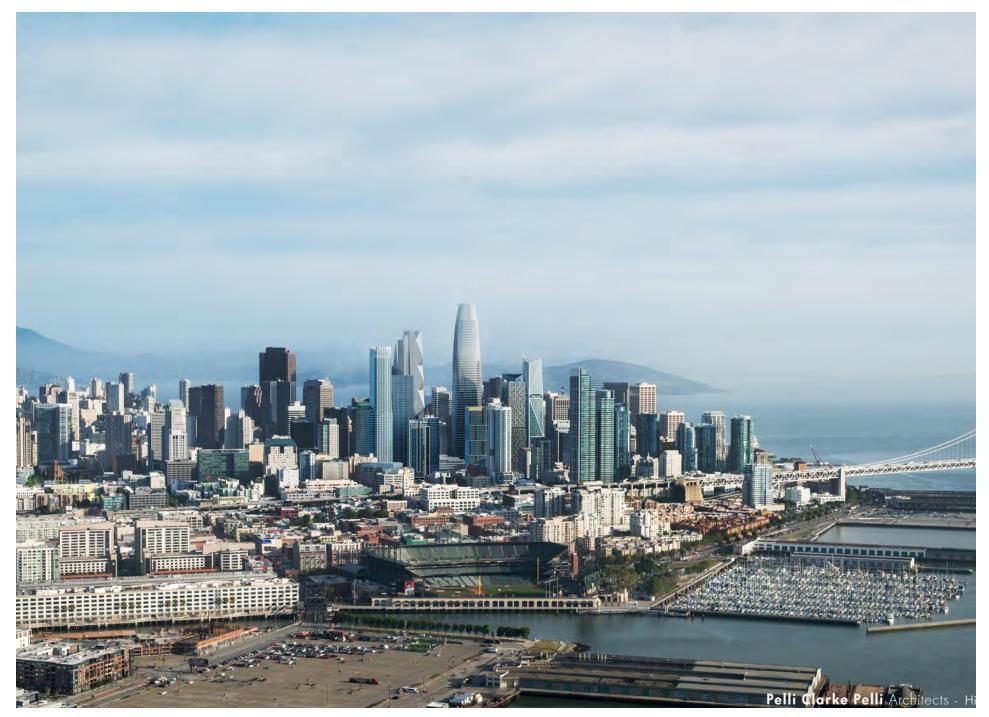
The project will include unique and innovative approaches to sustainability catered to respond to the local environment where it is located.







FROM DOLORES PARK

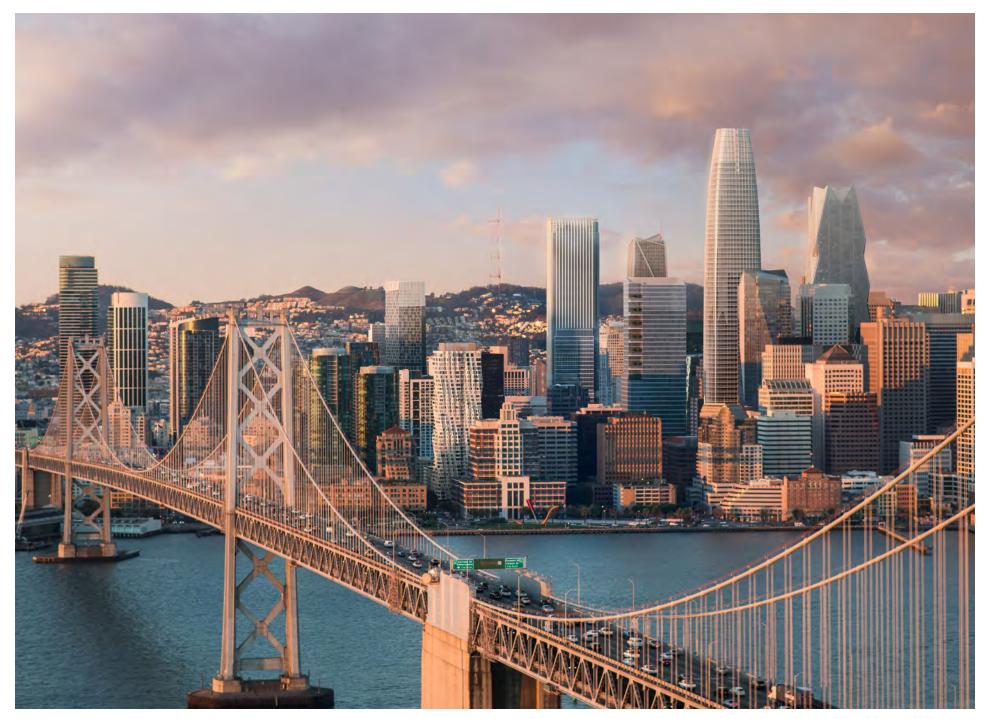


FROM MISSION BAY





AERIAL VIEW OF DOWNTOWN - FACING WEST



FROM TREASURE ISLAND

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PROJECT RENDERINGS

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		ARIAL VIEW - LOOKING NORTH
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AERIAL VIEW FROM TRANSBAY PARKIILSURAS SOURI VIE 35 1 r 200

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PROJECT RENDERINGS



VIEW FROM HOWARD AND 2ND STREET - 10

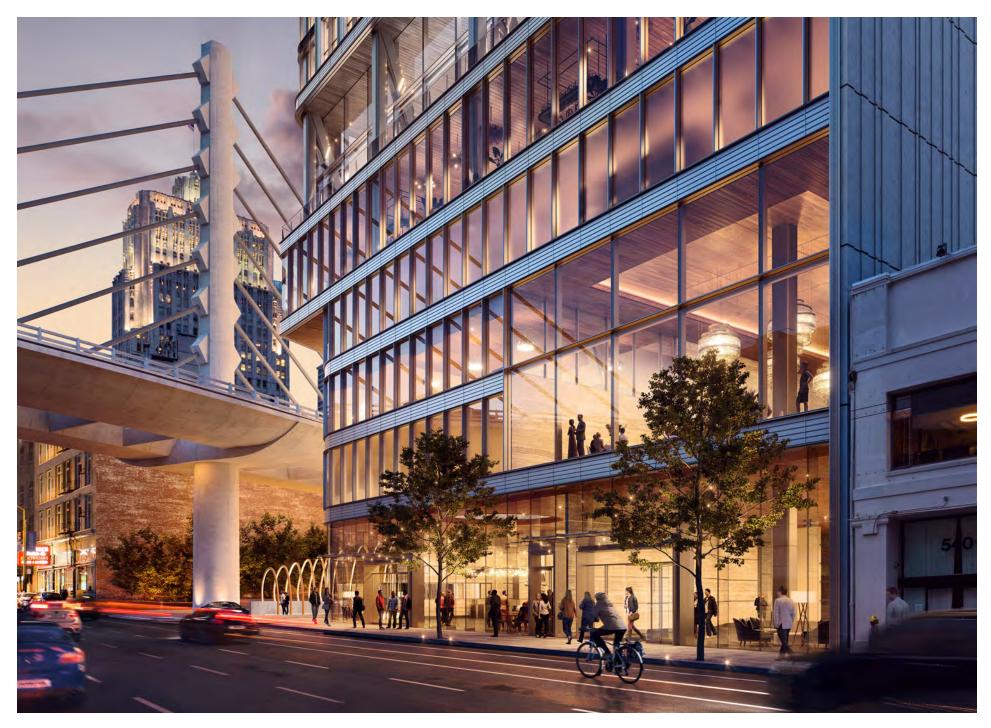
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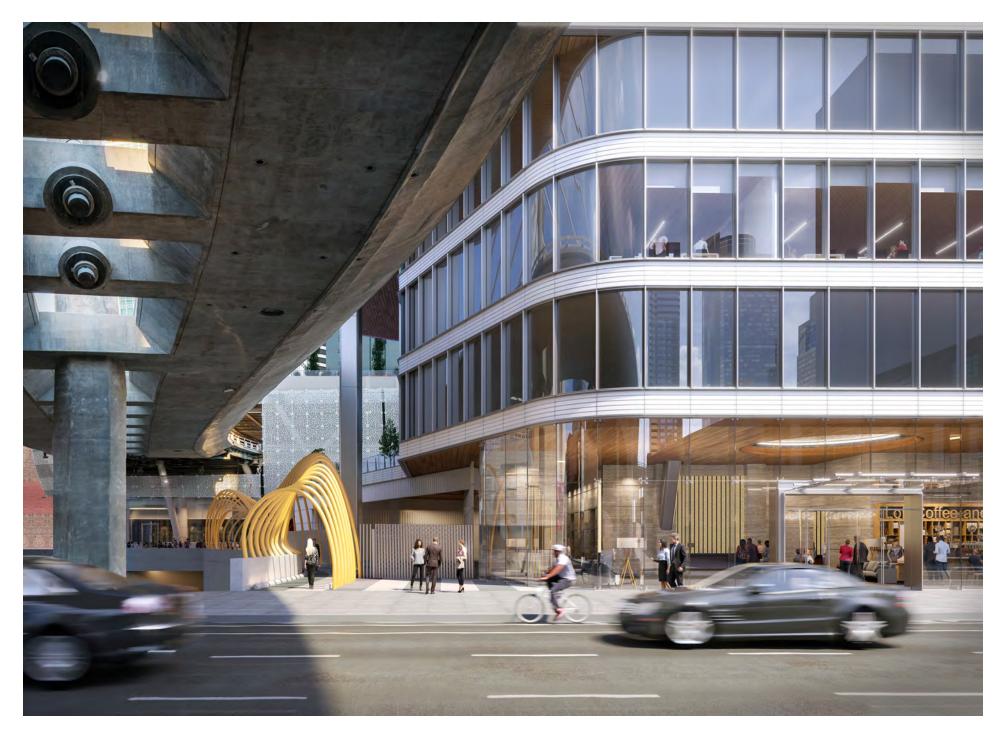
HOWARD STREET LOOKING WEST



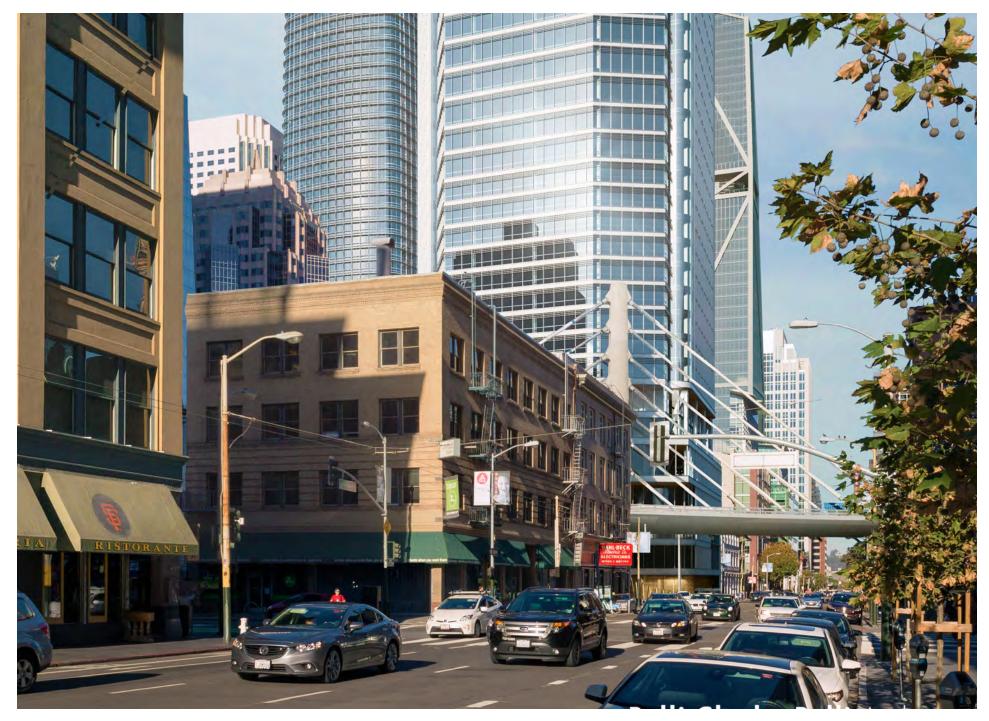
HOWARD STREET LOOKING EAST

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 PROJECT RENDERINGS

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HOWARD STREET LOOKING NORTH



HOWARD STREET LOOKING EAST





NATOMA STREET LOOKING SOUTH/EAST



NATOMA STREET LOOKING SOUTH/EAST

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NATOMA STREET LOOKING SOUTH/EAST



NATOMA STREET LOOKING SOUTH





NATOMA STREET LOOKING WEST



VIEW OF BRIDGE CONNECTION AT PARK LEVEL

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<u>TOWER</u>



THE BODY OF THE TOWER WILL BE CLADDED ON A HIGH PERFORMANCE CLEAR GLASS WITH SLIGHTLY REFLECTIVE COATING

VERTICAL PIERS WITH WARM WHITE MAT FINISH PANELS

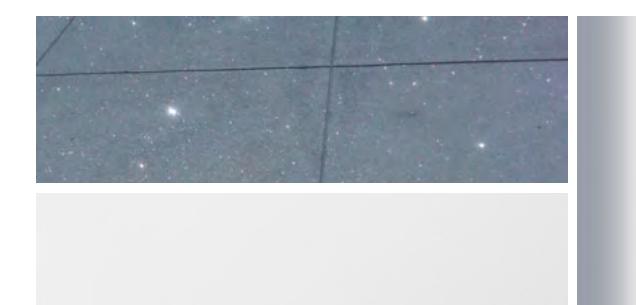
GRAY METAL TRIMS & SUNSHADES WITH A SATIN METALLIC FINISH.

THE MATERIAL SELECTION MAY DEVELOP TO REFLECT BEST PRACTICES AND COST.

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HOWARD STREET



A COMFORTABLE PEDESTRIAN EXPERIENCE AT GROUND LEVEL IS PROVIDED BY A HIGH PERFORMANCE CLEAR GLASS.

VERTICAL PIERS AND HORIZONTAL BANDS WITH WARM WHITE MAT FINISH PANELS.

GRAY METAL TRIMS & SUNSHADES WITH A SATIN METALLIC FINISH.

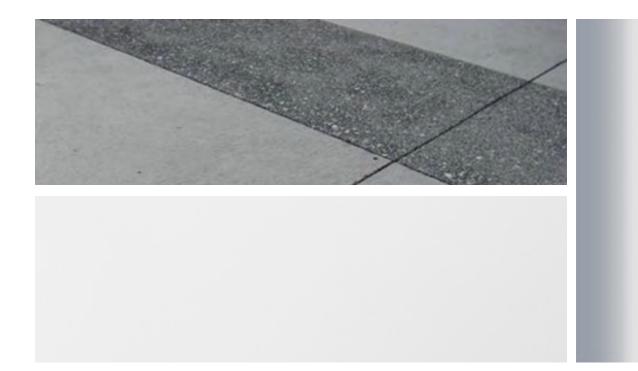
SIDEWALK TO FOLLOW GUIDANCE ESTABLISHED BY CITY STANDARDS.

NOTE: THE MATERIAL SELECTION MAY DEVELOP TO REFLECT BEST PRACTICES AND COST.

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NATOMA STREET



A COMFORTABLE PEDESTRIAN EXPERIENCE AT GROUND LEVEL IS PROVIDED BY A HIGH PERFORMANCE CLEAR GLASS.

VERTICAL PIERS AND HORIZONTAL BANDS WITH WARM WHITE MATTE FINISH PANELS.

METAL TRIMS & SUNSHADES ON GRAY SATIN FINISH METAL.

SIDEWALK TO FOLLOW GUIDANCE ESTABLISHED BY TJPA, WITH SANDBLASTED CONCRETE BANDING.

NOTE: THE MATERIAL SELECTION MAY DEVELOP TO REFLECT BEST PRACTICES AND COST.

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Parcel F Tower

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NEW HAVEN NEW YORK SAN FRANCISCO SHANGHAI TOKYO



Parcel F Tower

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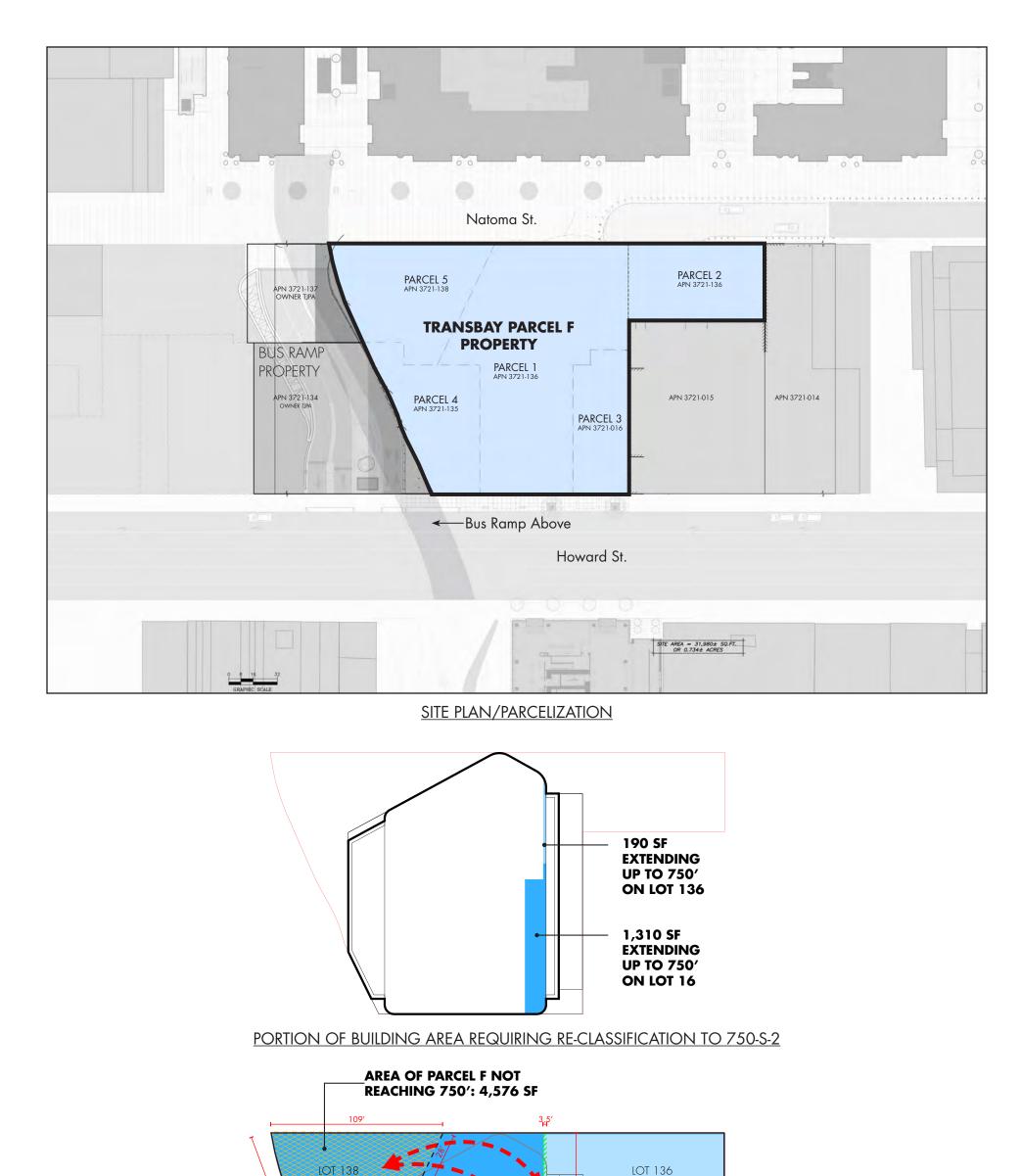
Pelli Clarke Pelli Architects pcparch.com

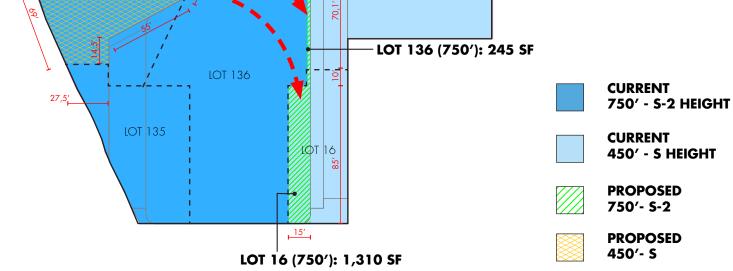
NEW HAVEN NEW YORK SAN FRANCISCO SHANGHAI TOKYO

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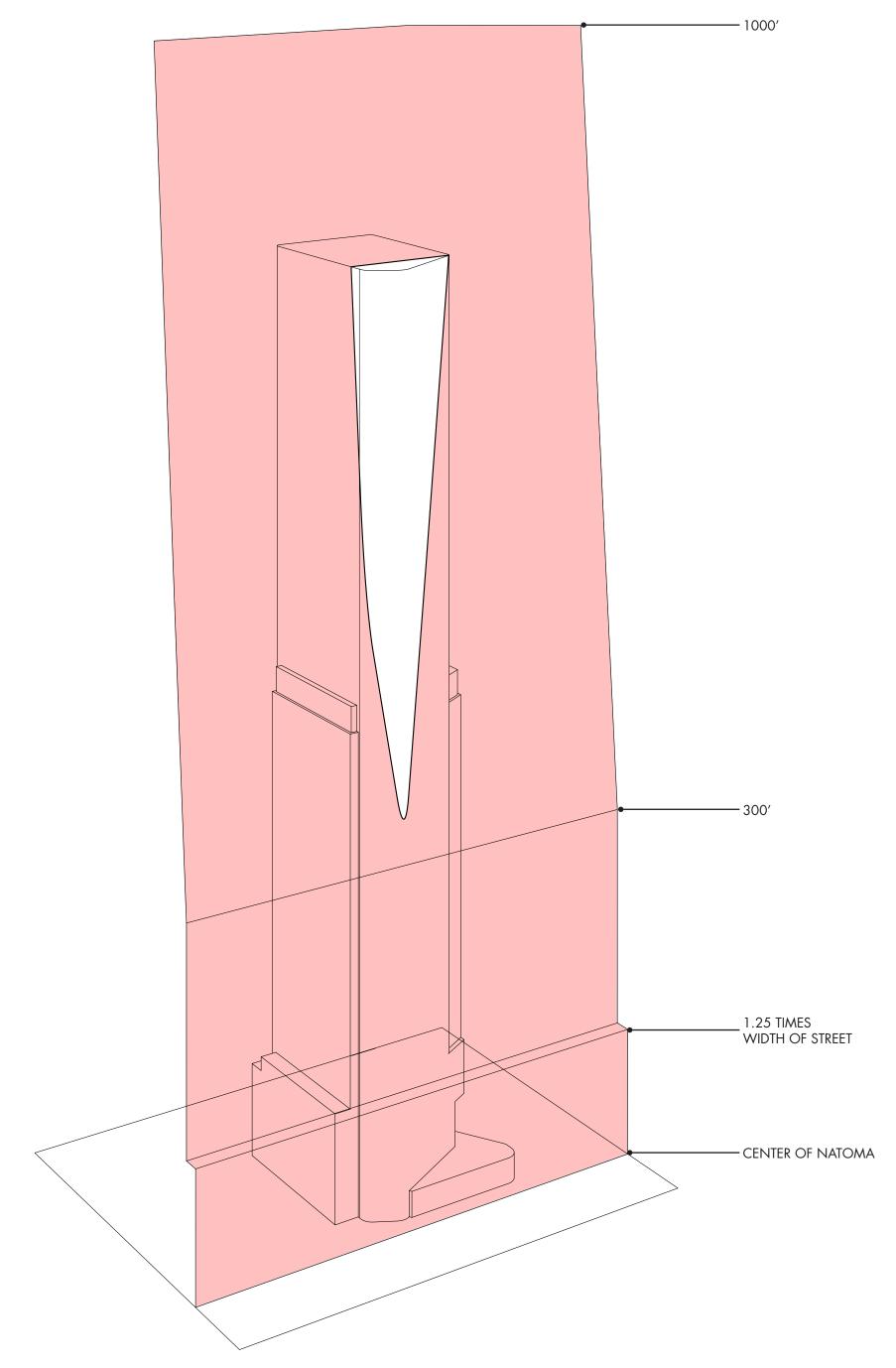
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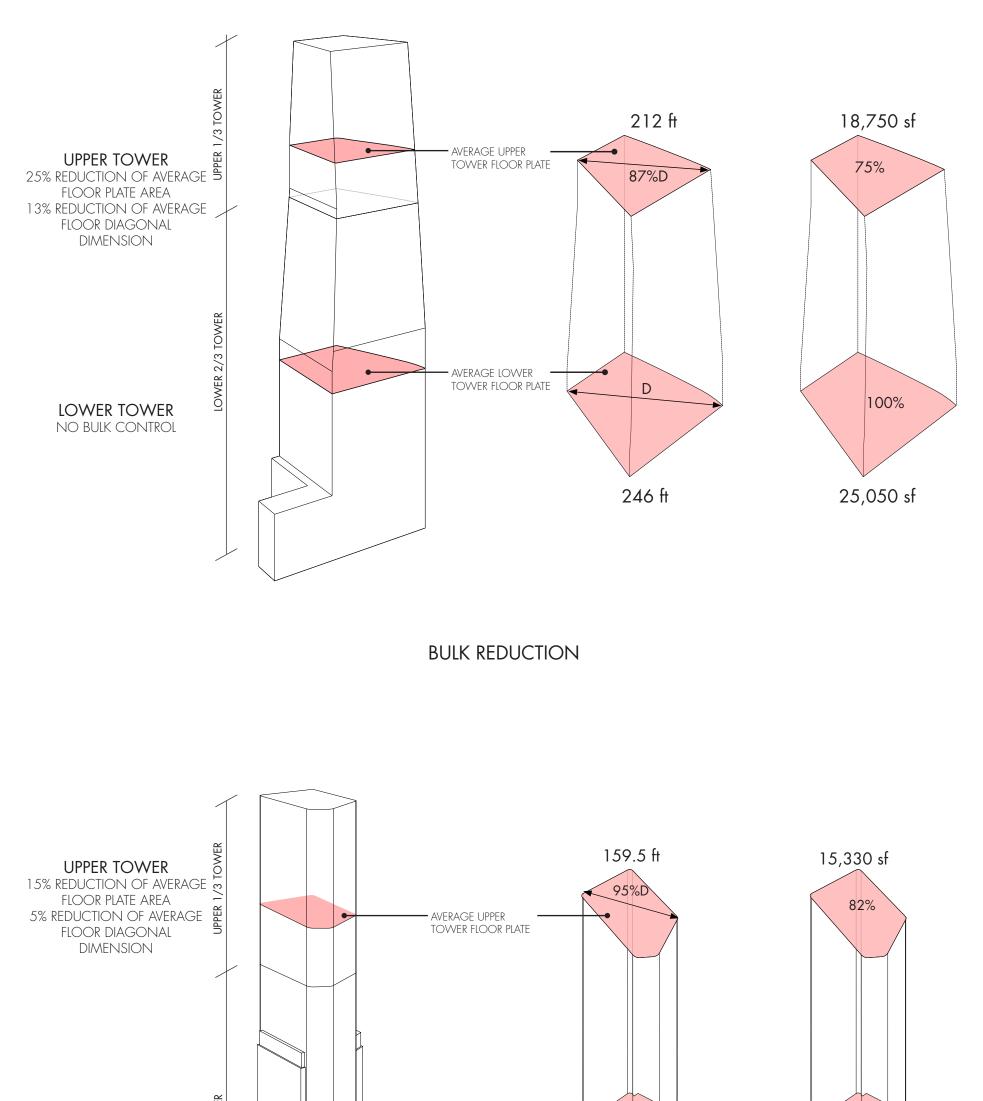
LOT 16 / LOT 136 HEIGHT/BULK DISTRICT SWAP

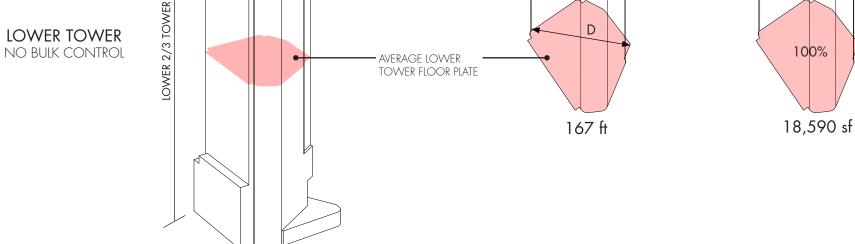
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NATOMA SETBACK

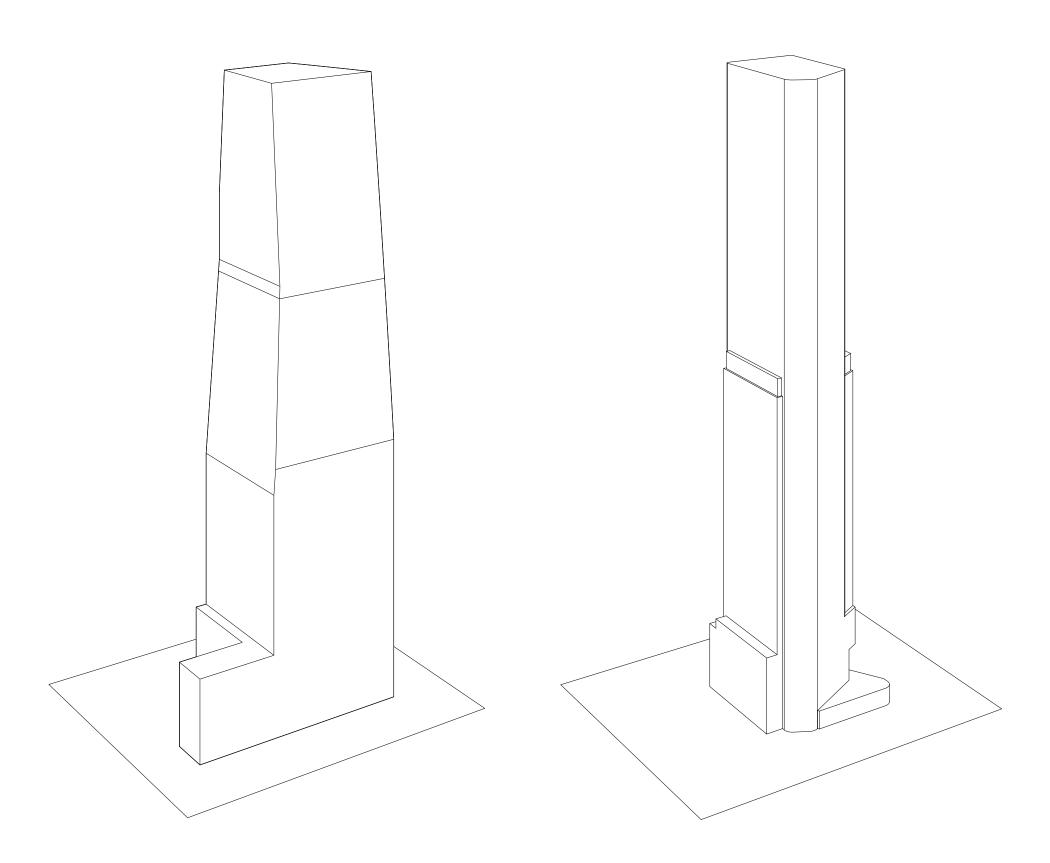
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PROPOSED BULK REDUCTION

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VOLUME WITH STRICT ADHERENCE TO SETBACKS AND BULK LIMITS

PROPOSED DESIGN

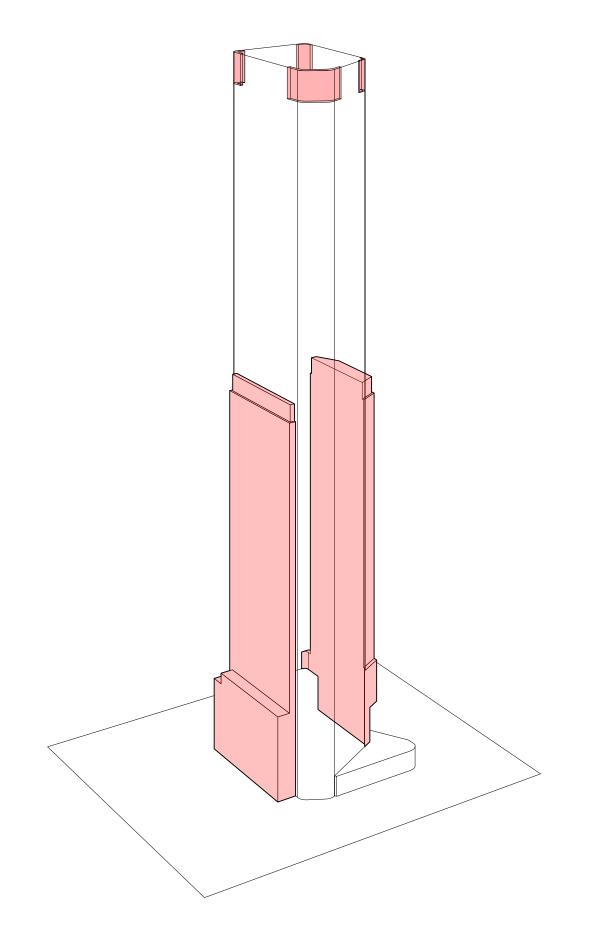
COMPLIANCE WITH SECTION 272.1 CRITERIA

ACHIEVEMENT OF A DISTINCTLY BETTER DESIGN, IN BOTH A PUBLIC AND A PRIVATE SENSE, THAN WOULD BE POSSIBLE WITH STRICT ADHERENCE TO THE BULK LIMITS, AVOID-ING AN UNNECESSARY PRESCRIPTION OF BUILDING FORM WHILE CARRYING OUT THE INTENT OF THE BULK LIMITS AND THE PRINCIPLES AND POLICIES OF THE MASTER PLAN;

COMPLIANCE WITH SECTION 272.4D CRITERIA

COMPENSATION FOR THOSE PORTIONS OF BUILDING, STRUCTURE OR DEVELOP-MENT THAT MAY EXCEED THE BULK LIMITS BY CORRESPONDING REDUCTION OF OTHER PORTIONS BELOW THE MAXIMUM BULK PERMITTED

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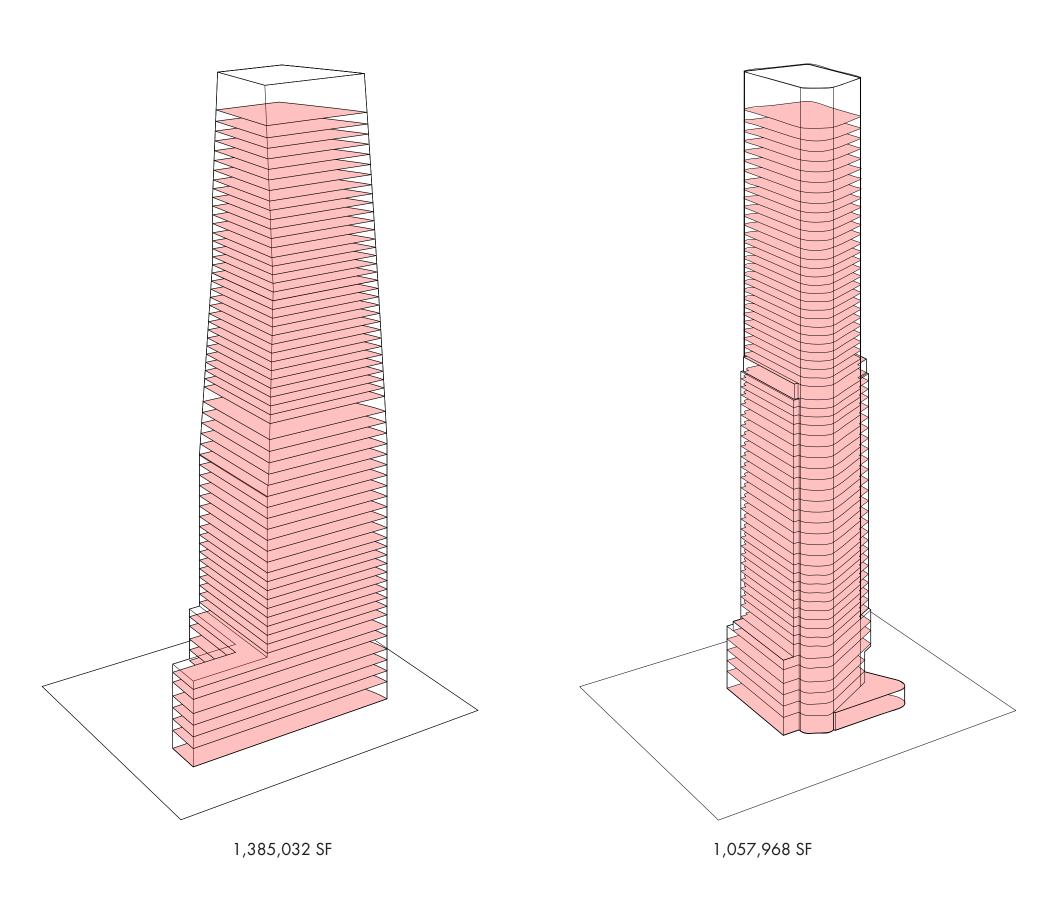
COMPLIANCE WITH SECTION 272.4A CRITERIA

MAJOR VARIATIONS IN THE PLANES OF WALL SURFACES, IN EITHER DEPTH OR DIRECTION, THAT SIGNIFICANTLY ALTER THE MASS.

COMPLIANCE WITH SECTION 272.4B CRITERIA

SIGNIFICANT DIFFERENCES IN THE HEIGHTS OF VARIOUS PORTIONS OF THE BUILDING, STRUCTURE OR DEVELOPMENT THAT DIVIDE THE MASS INTO DISTINCT ELEMENTS.

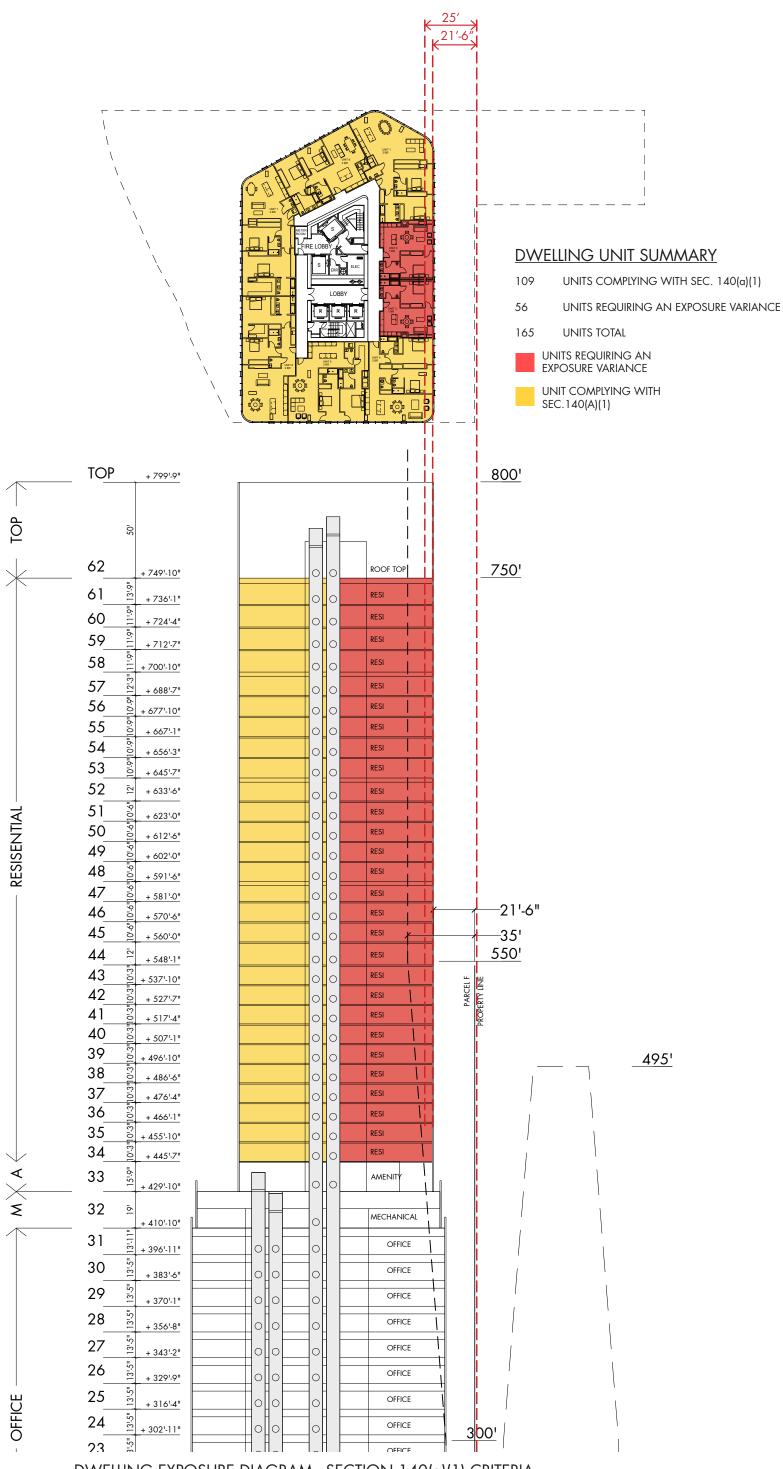
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COMPLIANCE WITH SECTION 272.6 CRITERIA

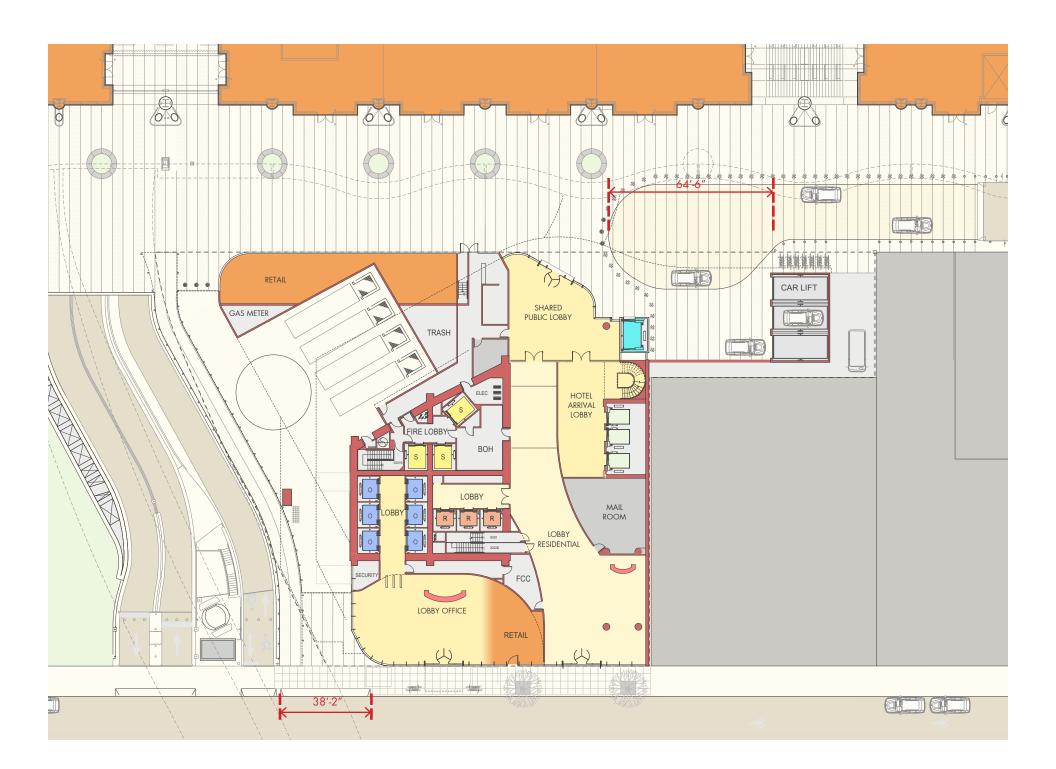
EXCEPTIONS TO BULK LIMITS SHALL NOT RESULT IN A BUILDING OF GREATER TOTAL GROSS FLOOR AREA THAN WOULD BE PERMITTED IF THE BULK LIMITS WERE MET.

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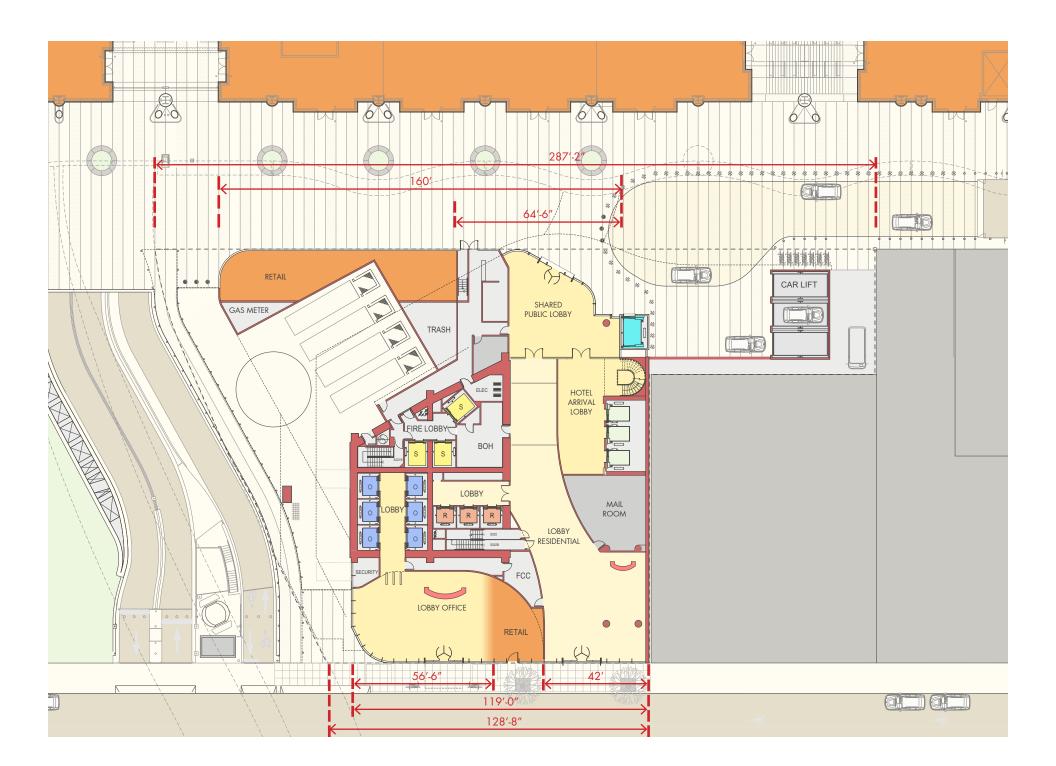
DWELLING EXPOSURE DIAGRAM - SECTION 140(a)(1) CRITERIA

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PARKING / LOADING ENTRANCES - SECTION 145 CRITERIA

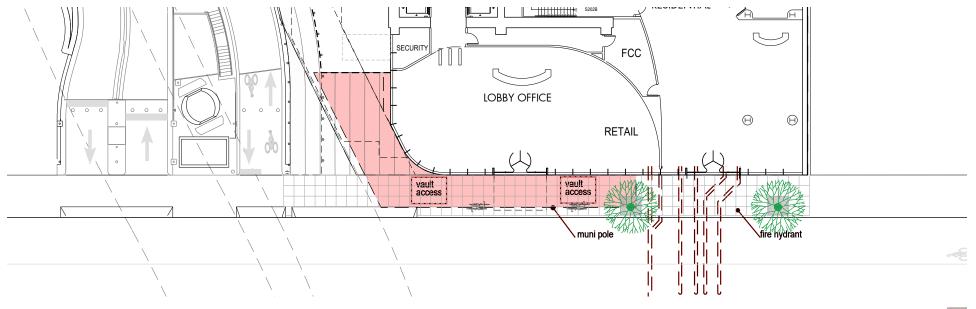
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ACTIVE FRONTAGE DIAGRAM - SECTION 145.1 CRITERIA

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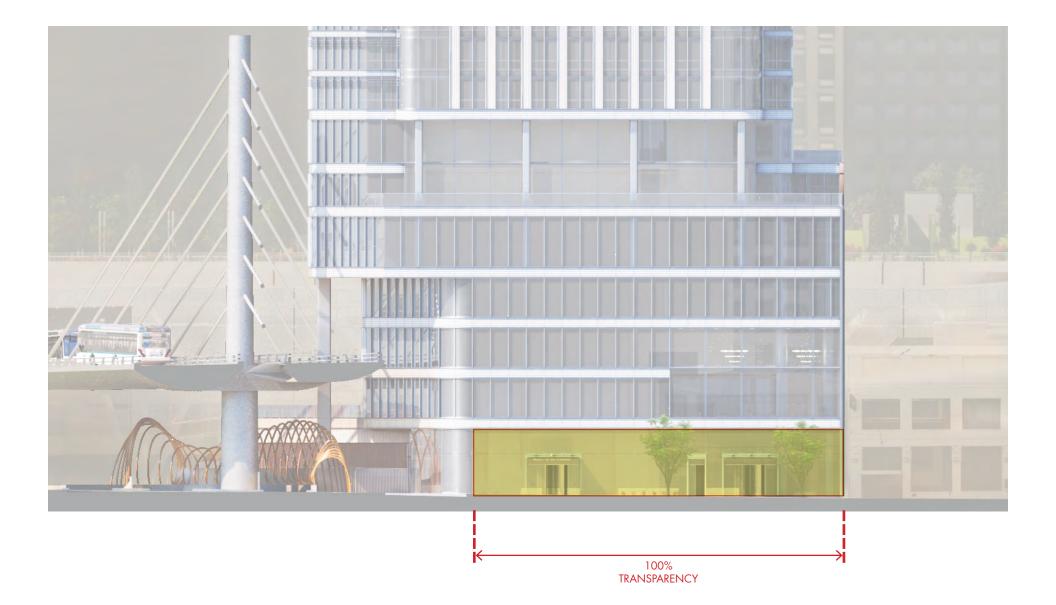
PG&E VAULT BELOW

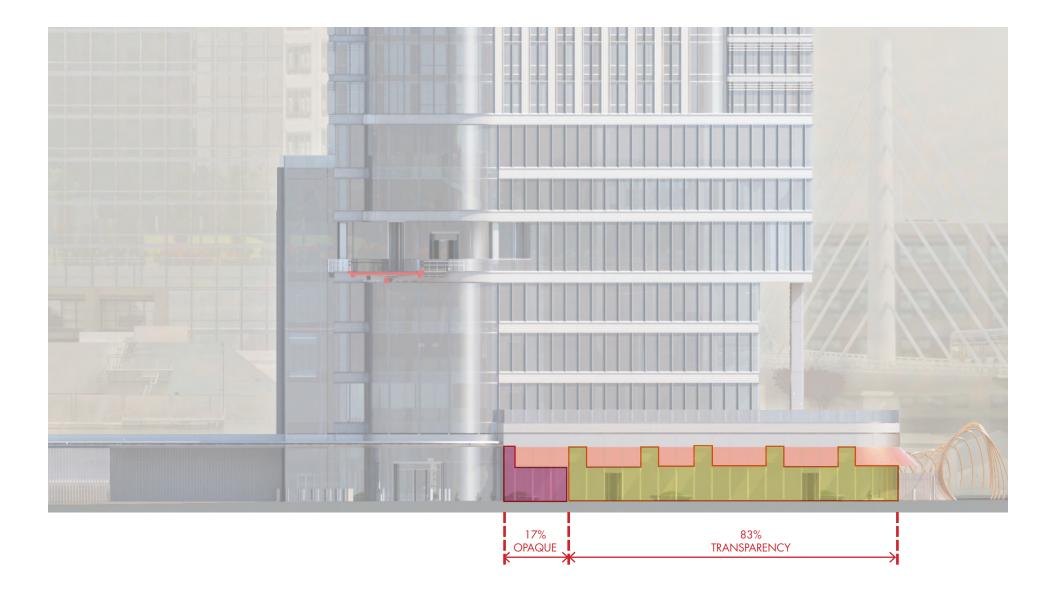
- STORM/SEWER, PG&E VAULT & INCOMING UTILITIES LIMIT THE POSSIBILITY OF PLANTING NEW TREES ALONG HOWARD ST.

- PROPOSED TREE LOCATION SUBJECT TO COORDINATION WITH SF PUBLIC WORKS, TJPA AND UTILITY COMPANIES

BETTER STREET PLAN - SECTION 138.1(c)(2) CRITERIA

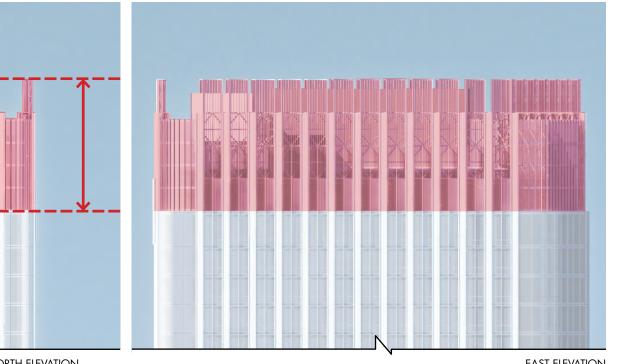
Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	BETTER STREET PLAN
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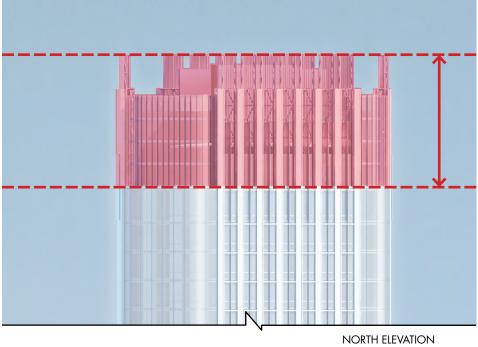




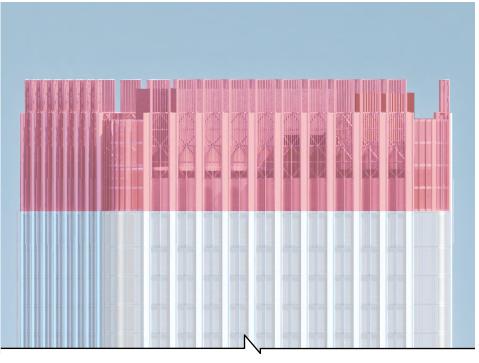
TRANSPARENCY AND FENESTRATION DIAGRAM - SECTION 145.1(c)(6) CRITERIA

Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	TRANSPARENCY AND FENESTRATION
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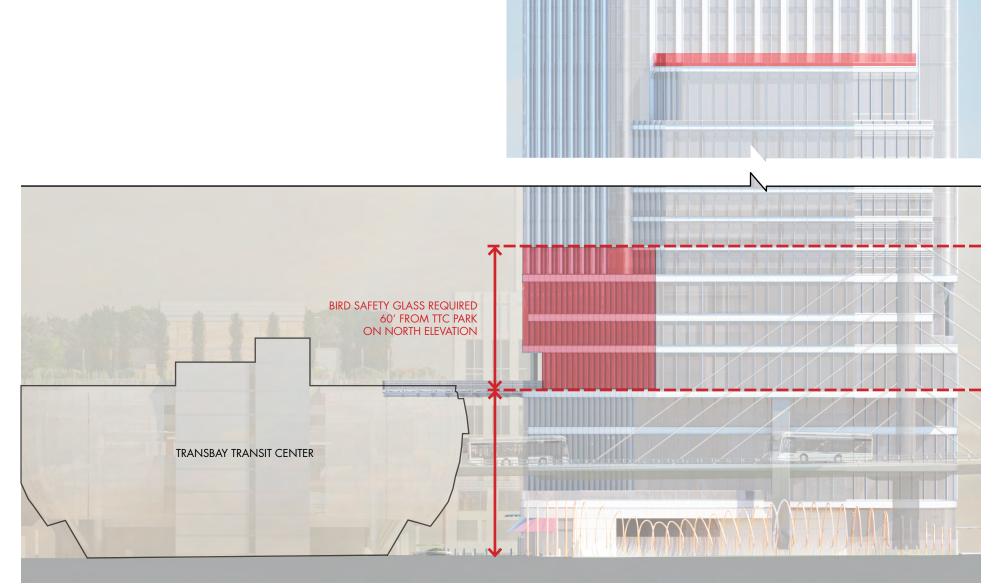








BIRD SAFETY GLASS REQUIRED AT THE BUILDING'S CROWNON ALL FOUR ELEVATIONS

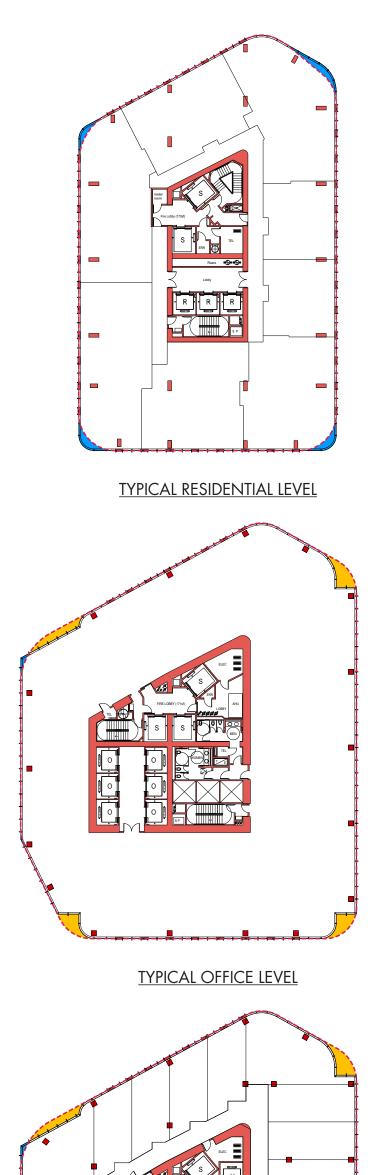


WEST ELEVATION

BIRD SAFETY GLAZING WILL BE PROVIDED ON ALL FEATURE RELATED HAZARDS NOT YET DETERMINED - PER SECTION 139 OF PLANNING CODE.

COMPLIANCE WITH SECTION 139 CRITERIA

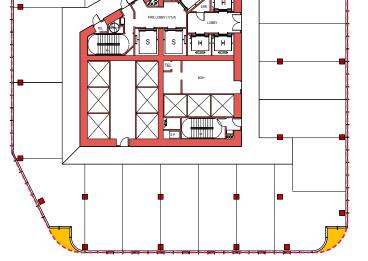
Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	BIRD-SAFE BUILDING
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PREVIOUS FLOOR PLATE: 15,000 SF REVISED FLOOR PLATE: 15,305 SF 305 SF ADDITION PER FLOOR PLATE

PREVIOUS FLOOR PLATE: 18,750 SF REVISED FLOOR PLATE: 18,590 SF 160 SF LOSS PER FLOOR PLATE

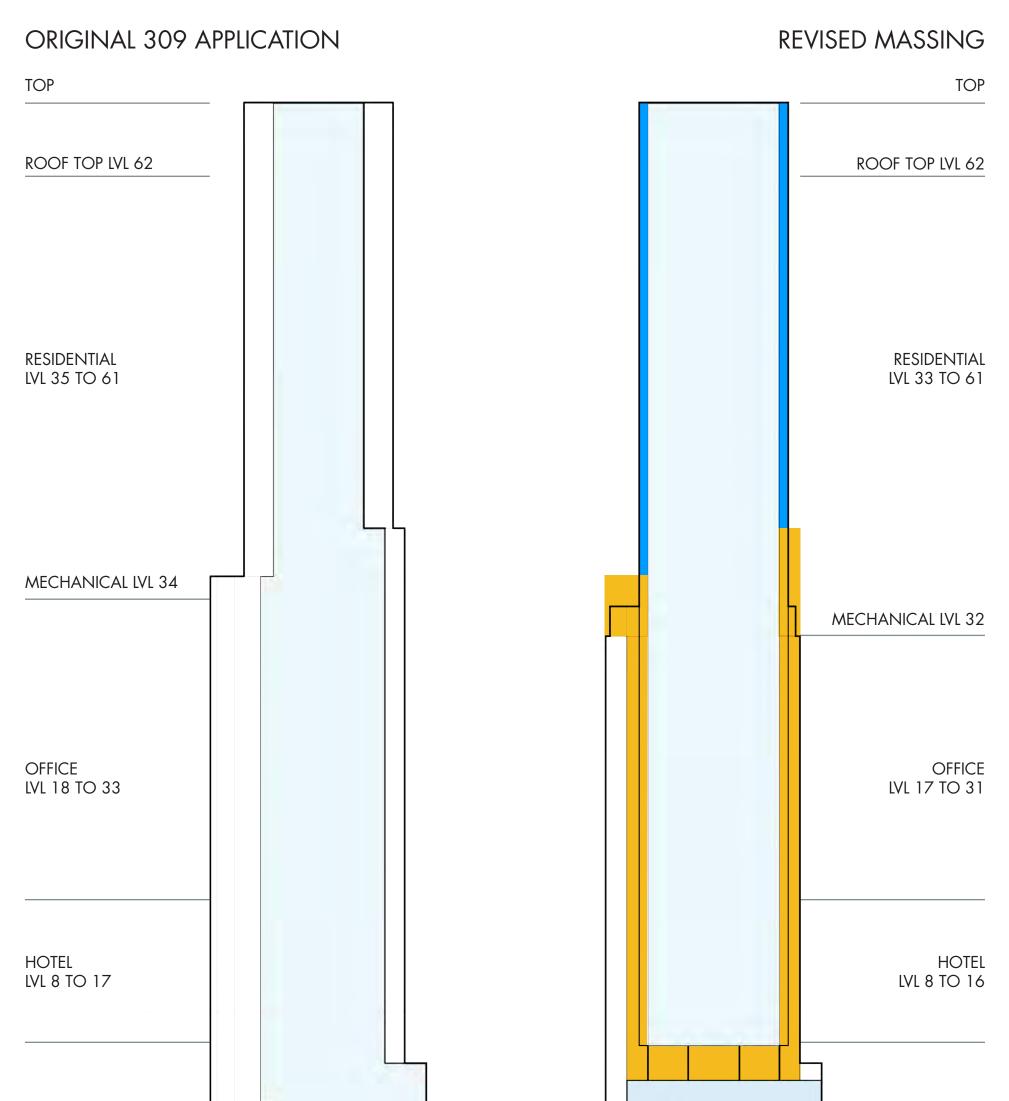
PREVIOUS FLOOR PLATE:18,750 SF REVISED FLOOR PLATE:18,590 SF 160 SF LOSS PER FLOOR PLATE





TYPICAL HOTEL LEVEL

Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	RESIDENTIAL FLOOR PLAN
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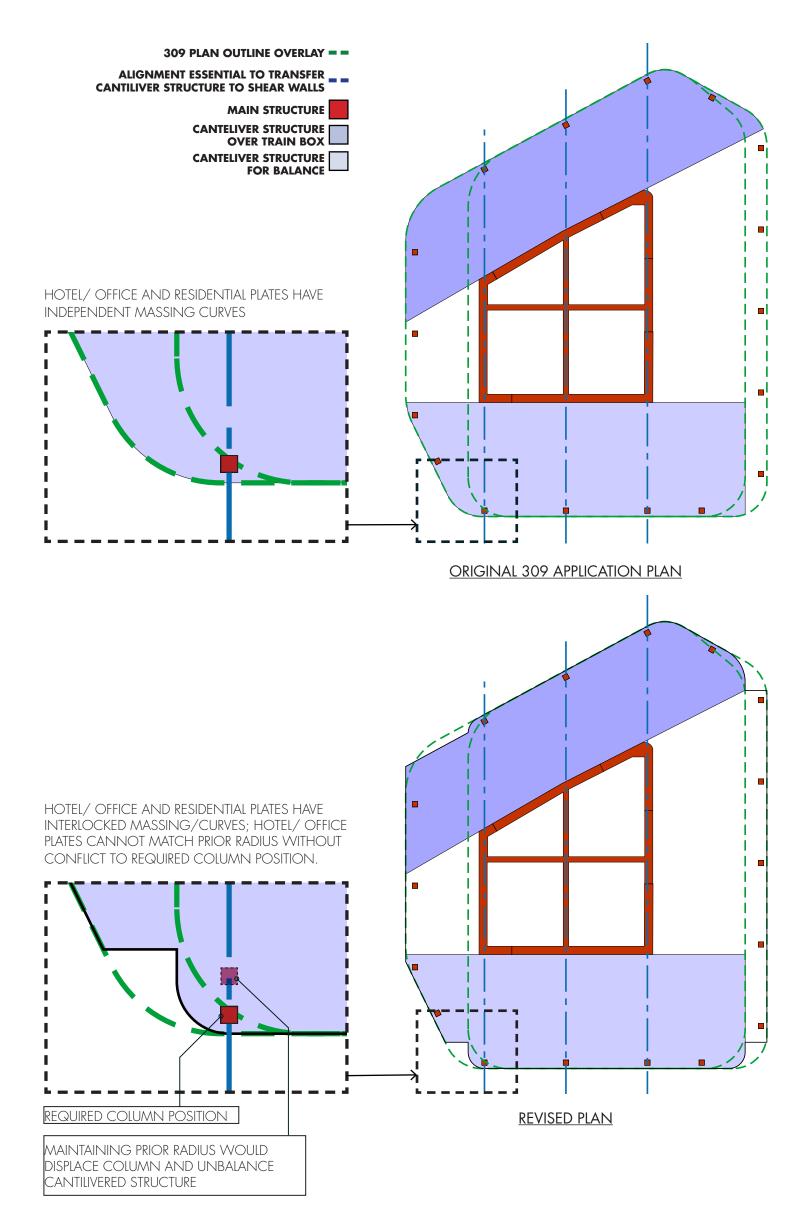


ORIGINAL 309 APPLICATION TOTAL AREA: 1,066,721sf REVISED MASSING TOTAL AREA: 1,057,968 sf

> AREA GAINED PER MASSING REVISION

NET AREA LOSS: 8.753 SF

Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	RESIDENTIAL FLOOR PLAN
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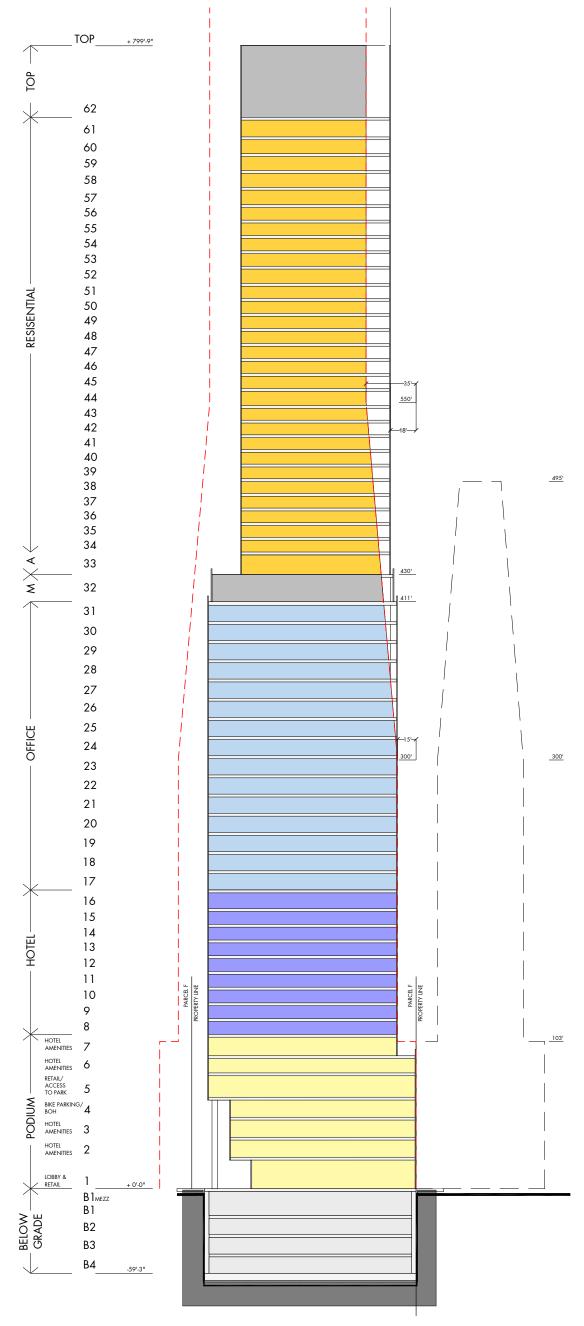
CONFLICT BETWEEN PREVIOUS CORNER RADIUS AND STRUCTURE

THE SPONSOR'S REQUEST FOR AN EXCEPTION TO THE 15,000 SF FLOOR PLATE AREA LIMITATION IS CENTERED AROUND 1) CRITICAL STRUCTURAL REQUIRE-MENTS AND 2) AREA-NEUTRAL/NEGATIVE DESIGN CONSIDERATIONS DEVELOPED IN CLOSE COLLABORATION WITH UDAT STAFF.

PARCEL F'S UNIQUELY CONSTRAINED SITE DRIVES A COMPLEX AND SOPHISTICATED STRUCTURAL SYSTEM. IN PARTICULAR, THE NEED TO 1) PRECISELY PLACE REQUIRED STRUCTURAL ELEMENTS, AS WELL AS 2) BALANCE FLOOR PLATE AREAS AROUND THE CORE TO SUPPORT THE DESIGN'S SIGNIFICANT CANTILE-VER, PROVIDE VERY LIMITED FLEXIBILITY TO ALTER THE STRUCTURAL SYSTEM IN RESPONSE TO DESIGN CRITERIA. FOR THE RESIDENTIAL FLOORS, THE ABILITY TO SHRINK THE PLATES BY MOVING EXTERIOR WALLS INDEPENDENTLY OR IN CONJUNCTION, OR BY ADJUSTING THE RADIUS OF THE CORNERS, CAUSES IMMEDIATE CONFLICTS WITH THE PROJECT'S OVERALL STRUCTURE. THE DIAGRAM ABOVE ILLUSTRATES THIS CONFLICT AS PERTAINS TO THE ABILITY OF STRUCTURAL ELEMENTS IN THE LOWER FLOORS TO SUPPORT THE RESIDENTIAL PLATE CORNERS ABOVE.

THE PROJECT'S MAJOR DESIGN FEATURES, DEVELOPED IN CONJUNCTION WITH UDAT STAFF, ALSO LIMIT THE ABILITY TO ADJUST FLOOR PLATE DIMEN-SIONS. SPECIFICALLY, THE DESIGN'S ICONIC VERTICALITY INTERLOCKS THE RESIDENTIAL PLATE (AND ITS MAJOR DIMENSIONS) WITH THE FLOOR PLATES BELOW, PRECLUDING INDEPENDENT ADJUSTMENT. THE TIGHT RADIUSING OF THE CORNERS FEATURED IN THE DESIGN (AND SHARED WITH THE COMMER-CIAL PLATES BELOW) ALSO PRECLUDES FURTHER CONCESSIONS IN AREA DUE TO LIMITATIONS IN CURTAIN WALL FABRICATION/CONSTRUCTABILITY. COM-PROMISING THESE ELEMENTS IS INCONSISTENT WITH THE COLLABORATIVE DESIGN VISION ESTABLISHED WITH STAFF, AND DISCOUNTS THE PRAGMATIC RATIONALE FOR THE PURSUIT OF THIS EXCEPTION.

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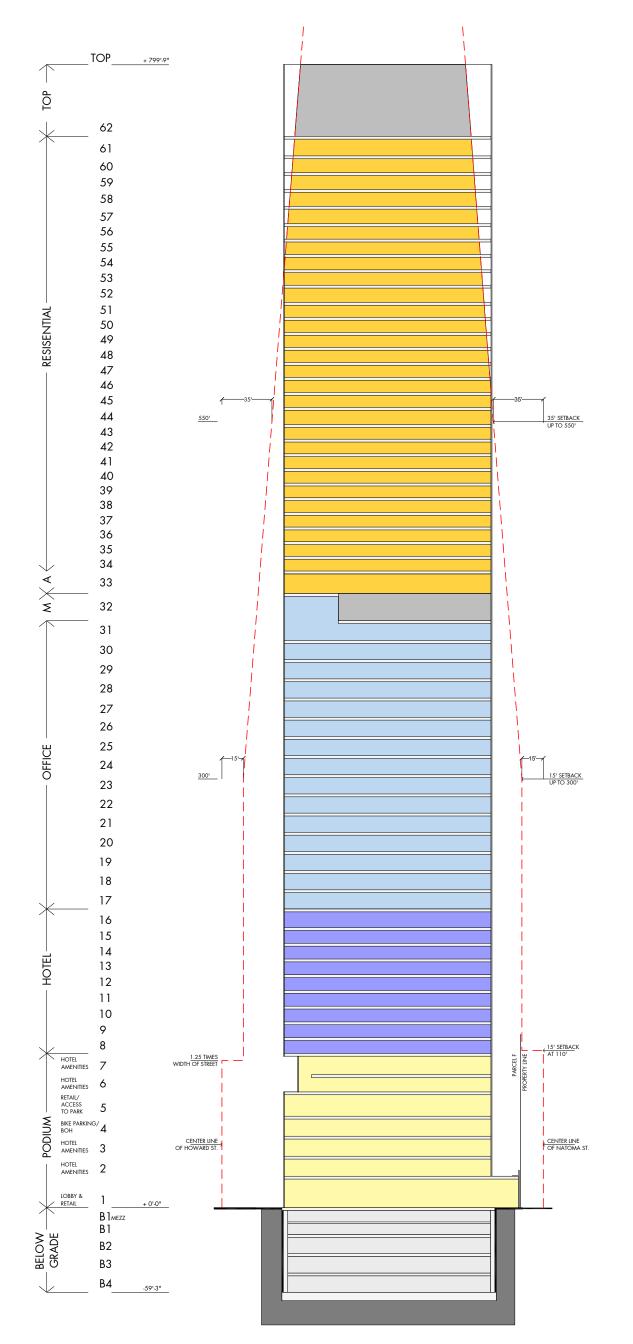


INTERIOR SETBACK

PER PAGE 7/ SECTION 272.6, TOTAL AREA REDUCTION RELATIVE TO PRESCRIBED BULK ENVELOPE IS 327,064 SF



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HOWARD ST. SETBACK

PER PAGE 7/ SECTION 272.6, TOTAL AREA REDUCTION RELATIVE TO PRESCRIBED BULK ENVELOPE IS 327,064 SF

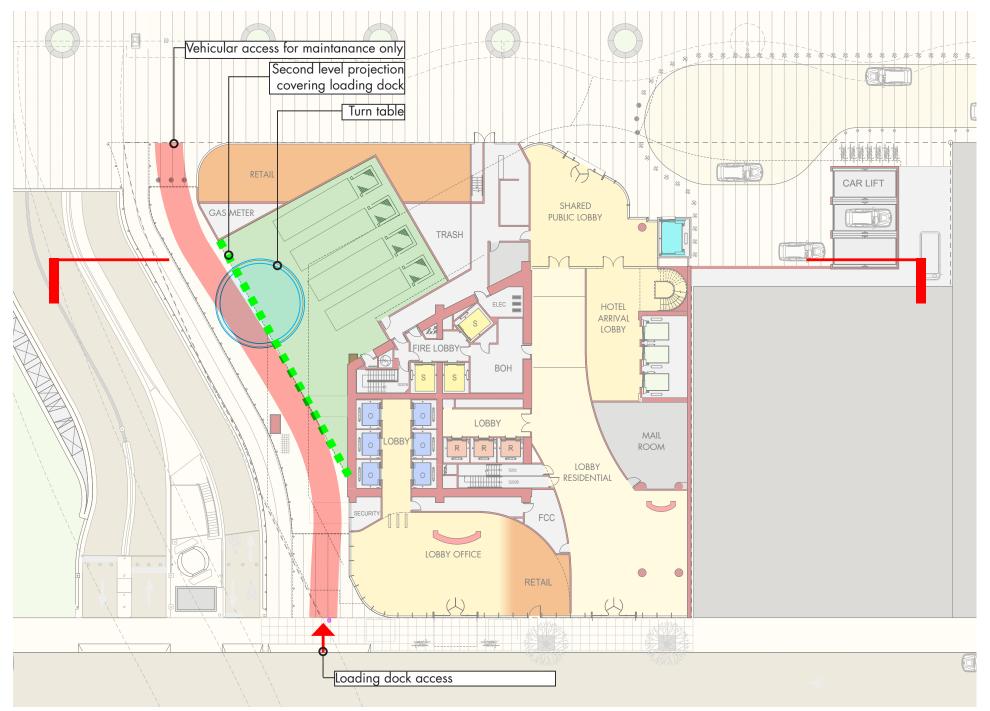


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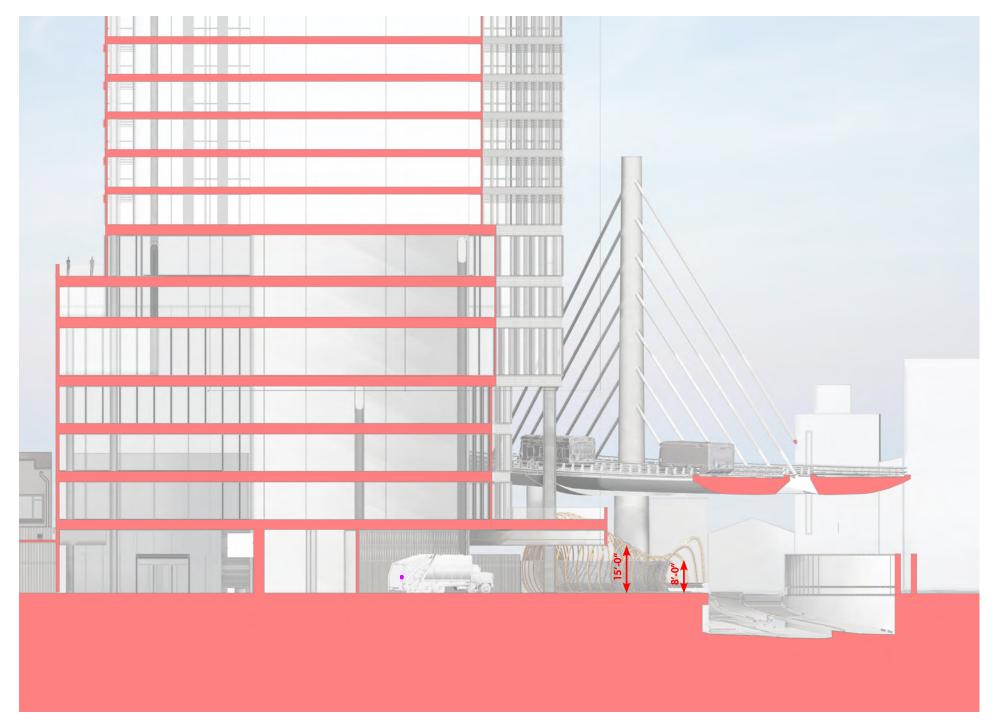


REAR YARD COMPLIANCE (SECTION 134)

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LOADING AREA (SECTION 155)



EAST/WEST SECTION FACING SOUTH

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Parcel F Tower

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Pelli Clarke Pelli Architects pcparch.com

NEW HAVEN NEW YORK SAN FRANCISCO SHANGHAI TOKYO

Exhibit B: Plans and Renderings



Parcel F Tower542-550 Howard Street, San Francisco, CA

Architectural Submittal - 309 Application (12/20/19) Hines & Urban Pacific | Pelli Clarke Pelli Architects

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Architectural Submittal 309 Application	Parcel F Tower	
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NARRATIVE AND PROJECT DESCRIPTION

Parcel F Tower, designed by internationally acclaimed Pelli Clarke Pelli Architects, will become a significant addition to the skyline of San Francisco. The tower will be highly visible from many primary approaches to the city. Its streamlined volume will present gently curved corners and a series of setbacks on its east and west sides, becoming increasingly slender as it reaches the sky. Incorporating high-performance building systems and sustainable materials, the tower is being designed to achieve a LEED Gold rating. The 62-story tower will accommodate a mixed-use program with a 9 floor hotel, 15 office floors, 29 residential floors and 7 floors of shared amenities, retail and lobby space.

Located close to the southwest corner of the Salesforce Transit Center (STC), Parcel F Tower is one of only three projects currently allowed to connect directly to the STC's 5.4-acre rooftop park. The site has two street frontages, Howard Street to the south and Natoma Street to the north. To the west, the site is bound by the bus ramp bridge connecting to STC. Approximately one third of the site's 32,000 square feet is occupied by a below grade STC train box that will connect to the lower levels of the STC. The train box, along with a bridge maintenance easement driveway on the west side, imposes significant restrictions on the area of the site that can be vertically developed. Due to these restrictions, the conceptual resolution of the structure became one of the major driving forces for the project.

The 800-foot high tower projects 42 feet over the train box and at level 7 all the weight of this sizable overhang is transferred to the core through diagonal struts, avoiding the train box, and down to the bedrock enhanced fundation. In addition, from the 7th to the 2nd level all floor slabs are suspended with tensors from the 7th level struts. Thus, the main lobbies are completely free of columns, which allows for uniquely transparent and inviting street façades.

Overall, Parcel F boasts a 40/60 solid/vision-glass ratio which makes the exterior wall extremely energyefficient and architecturally expressive. In the south and north facades the slenderness of the tower is accentuated by vertical white piers that are reminiscent of some of San Francisco's most remarkable traditional buildings, such as the Pacific Bell tower. The west and east facades feature a horizontal expression while a series of setbacks and transparency gradients express the different components of the program. The curved corners of the tower offer a streamlined and transparent expression that softens the overall massing.

As the tower reaches its top, the vertical piers progressively transform themselves into an elegant latticework. In addition, the redefinition of the glass surfaces between piers into concave glass surfaces, and a series of subtle setbacks create an elegant and iconic crown. This crown will be softly lit at night, making it visible from afar and providing a beacon to the San Francisco skyline.

On Howard Street, a double height recess on the 6th level creates a distinct building base that smooths the transition between the scale of the neighboring buildings and the tower. On the west side of this elevation, a four-story setback acknowledges the Salesforce Transit Center Bridge and shelters a sculptural passageway that connects to Natoma Street. The west end of Parcel F site also provides access to the bridge maintenance driveway easement and to four loading docks tucked away from pedestrian view. On Natoma Street, a one-story high retail volume provides human scale and acts as a balanced counterpart to the undulating metal screens of the STC façade. The double loaded retail frontages on Natoma Street will offer a very lively pedestrian experience to visitors of the STC.

In addition, a glass elevator cab will provide public vertical connection to the STC rooftop park. Both the atrium and the public elevator will be highly visible to the pedestrians on Natoma Street and the STC Park. In addition, at Level 5, the base of the tower at Natoma Street features a setback terrace, additional retail spaces and a pedestrian bridge that connects to the urban oasis of the Salesforce Transit Center Park.

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URBAN CONTEXT AND SITE



Parcel F Tower

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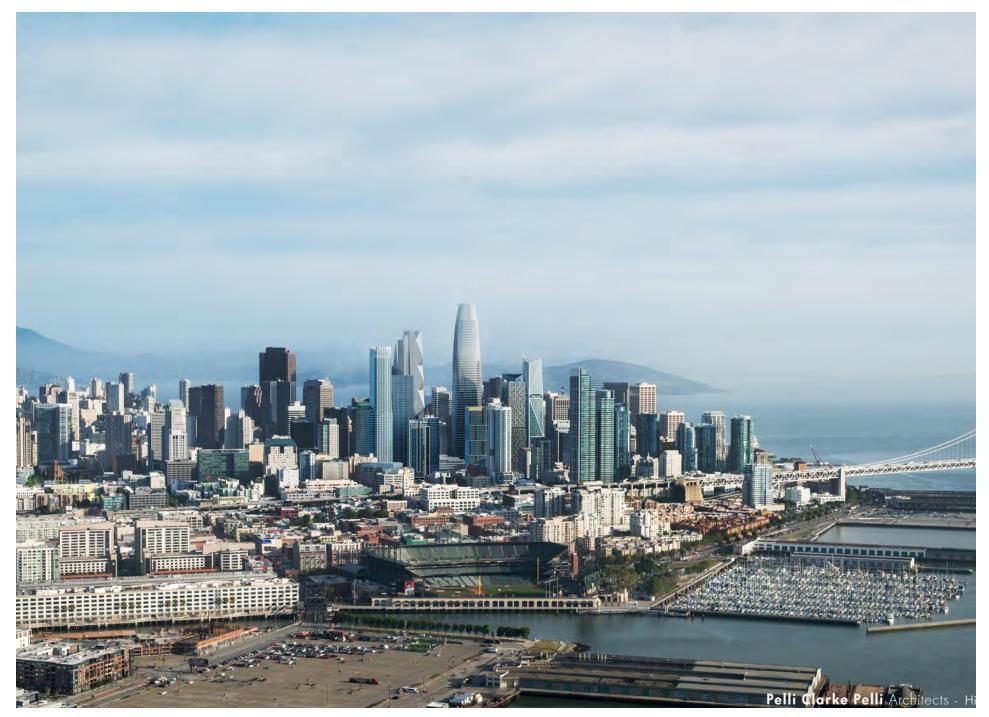
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FROM DOLORES PARK

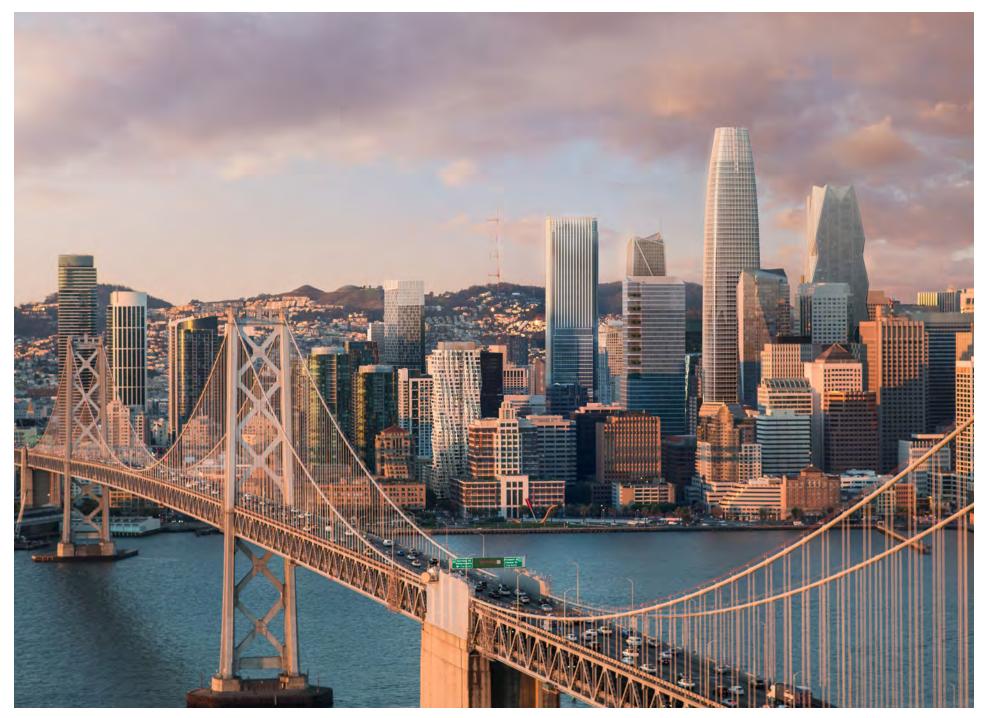


FROM MISSION BAY





AERIAL VIEW OF DOWNTOWN - FACING WEST

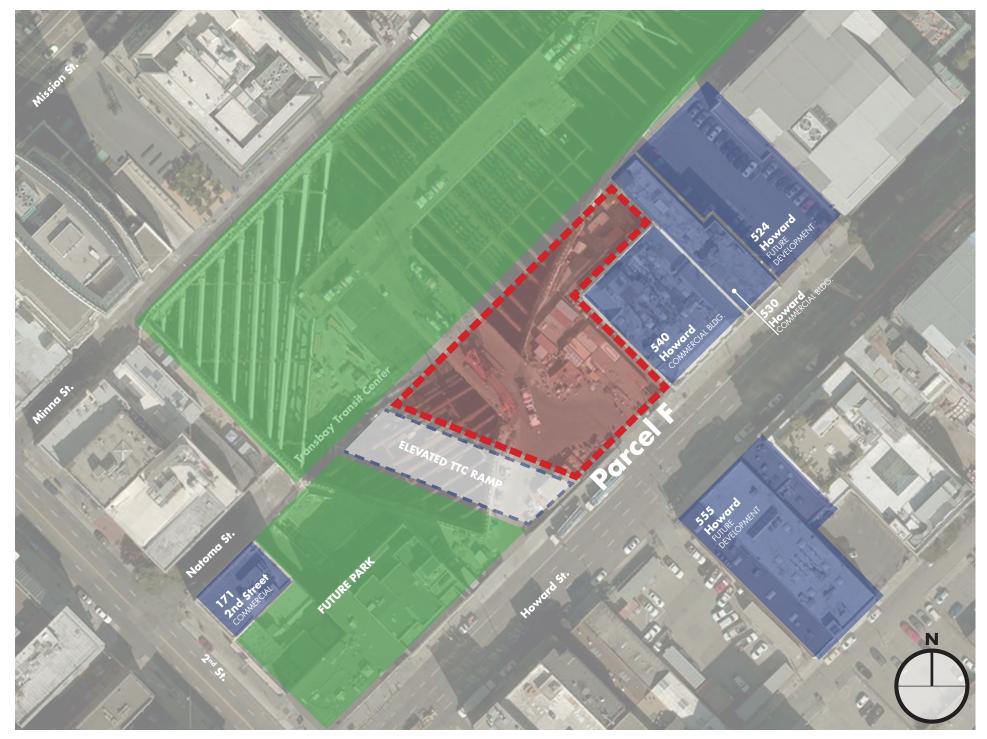


FROM TREASURE ISLAND

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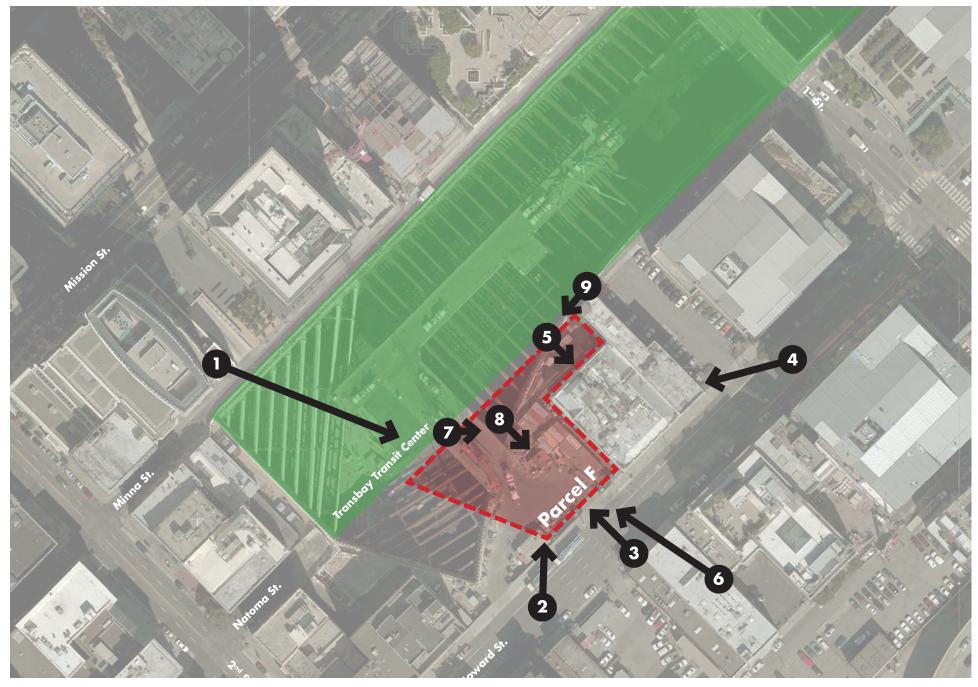


TRANSBAY OVERVIEW

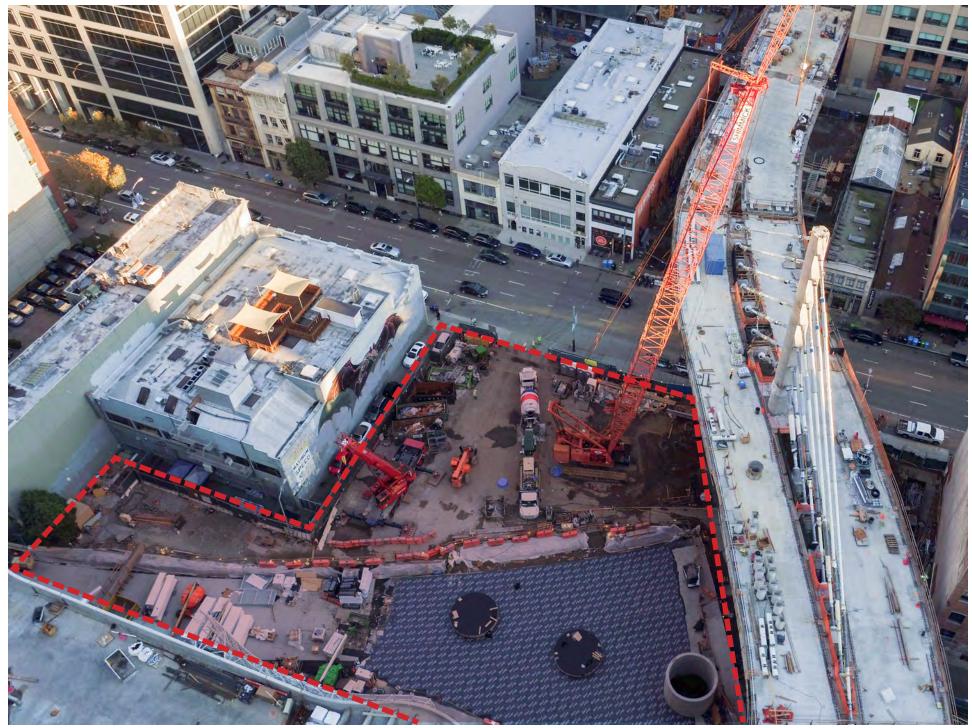


SITE CONTEXT

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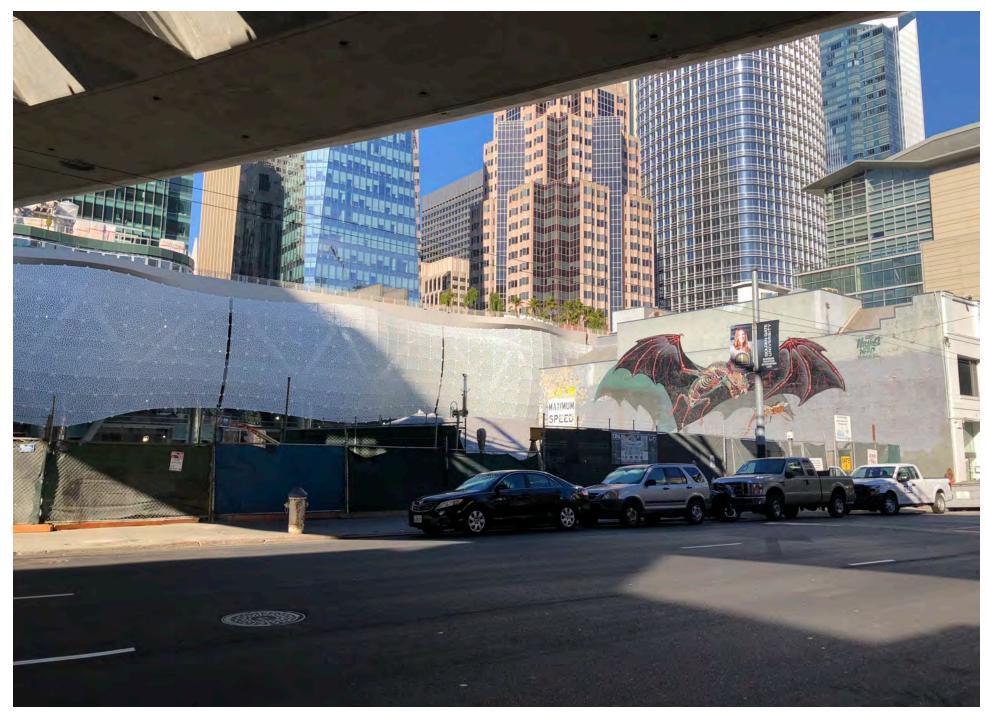


SITE PLAN





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VIEW 2 TAKEN: 2017.12.12





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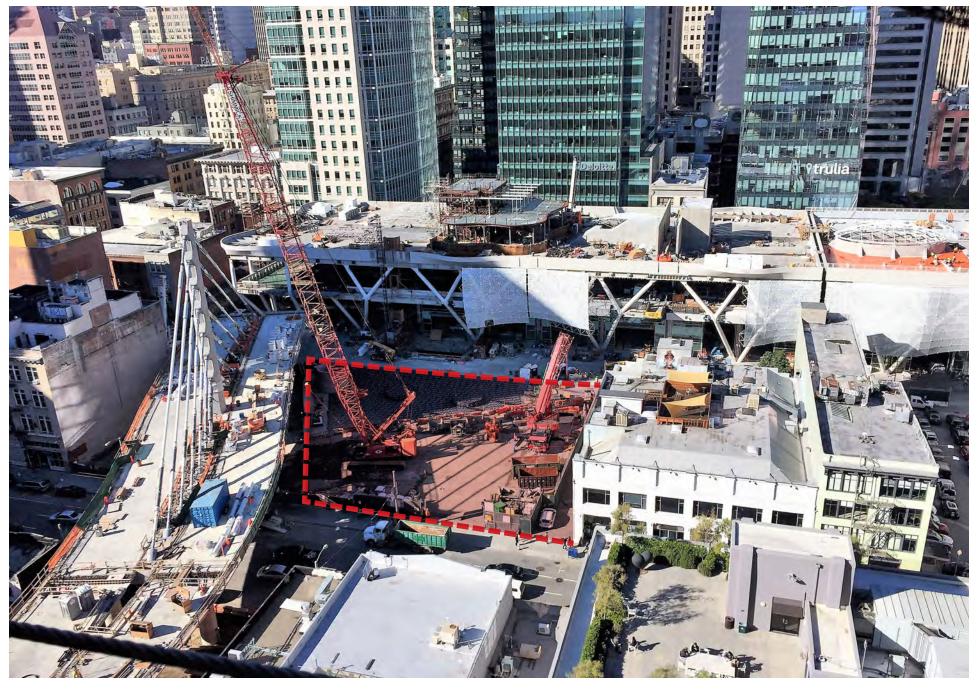


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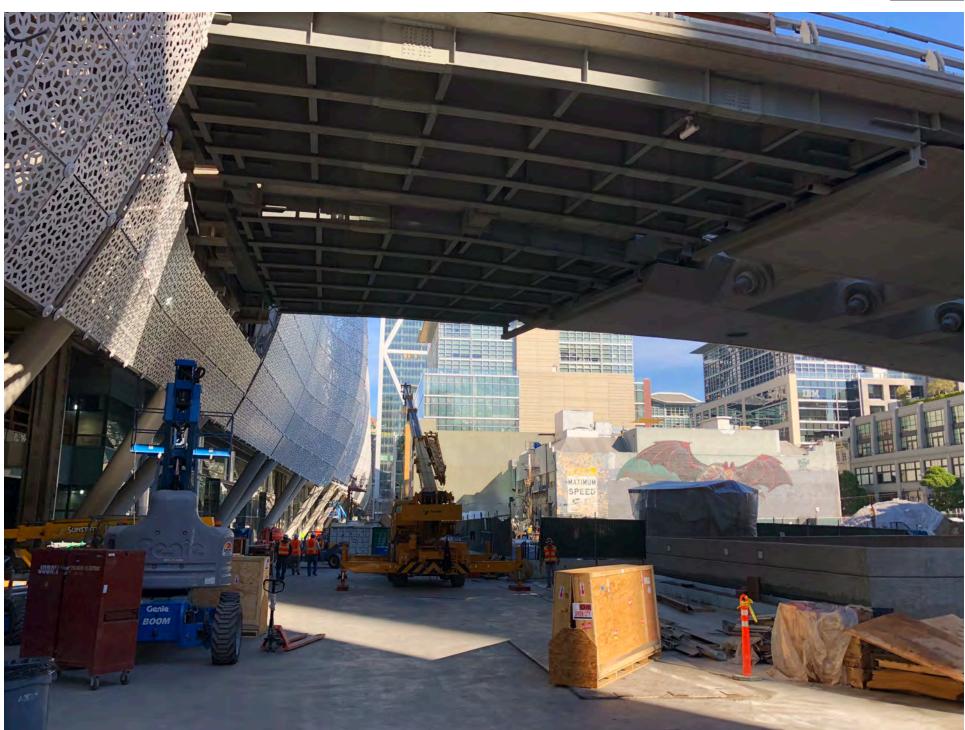




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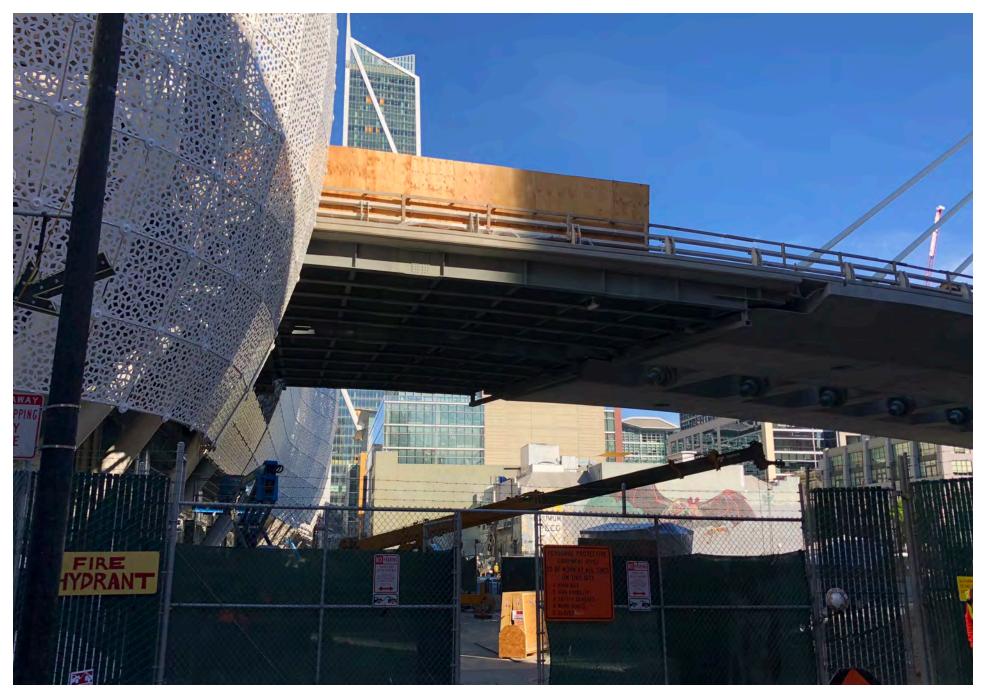
VIEW 6



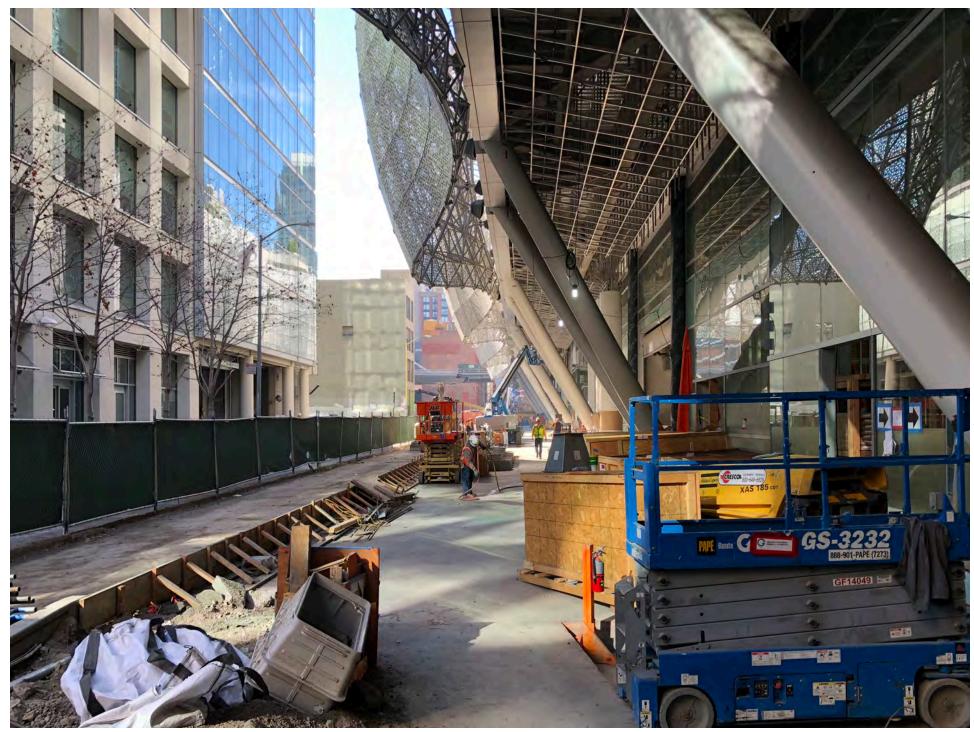


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 Parcel F Tower
 URBAN CONTEXT & SITE

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VIEW 8





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 Parcel F Tower
 URBAN CONTEXT & SITE

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ARCHITECTURAL DESIGN



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Parcel F Tower

- SSEMLED FOR HER AND THE

ARCHITECTURAL DESIGN

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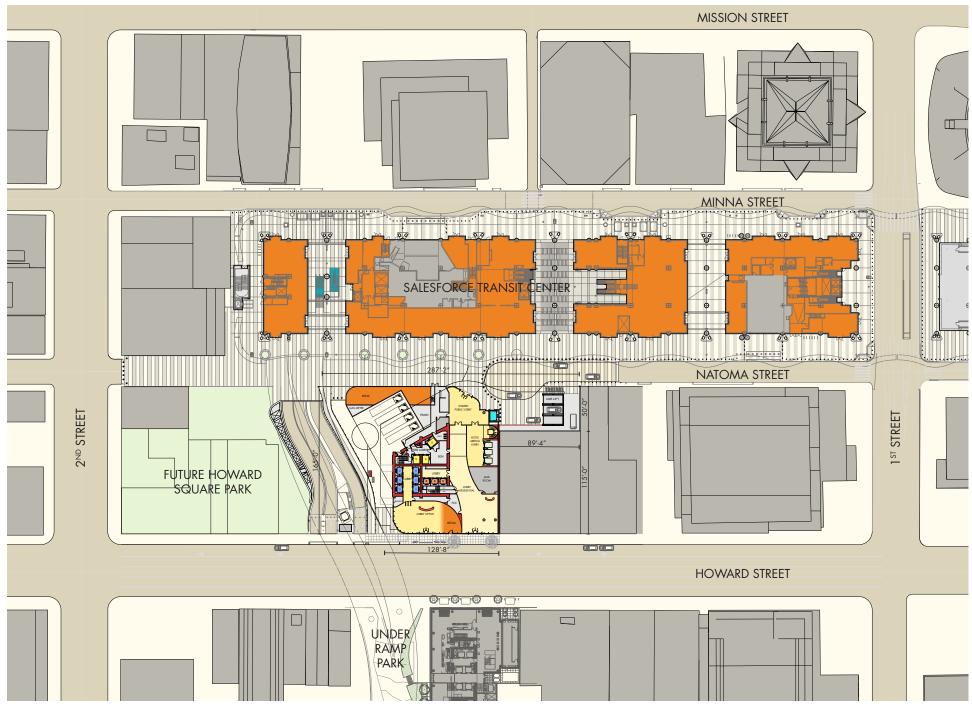
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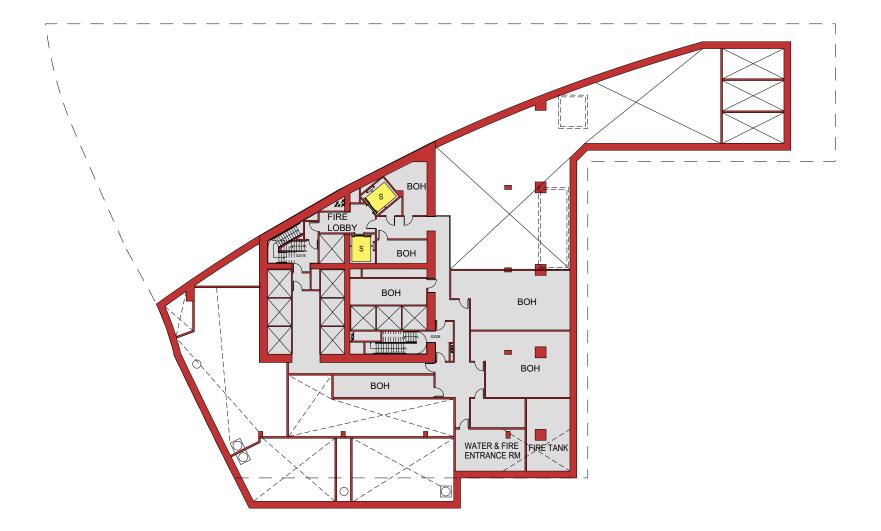
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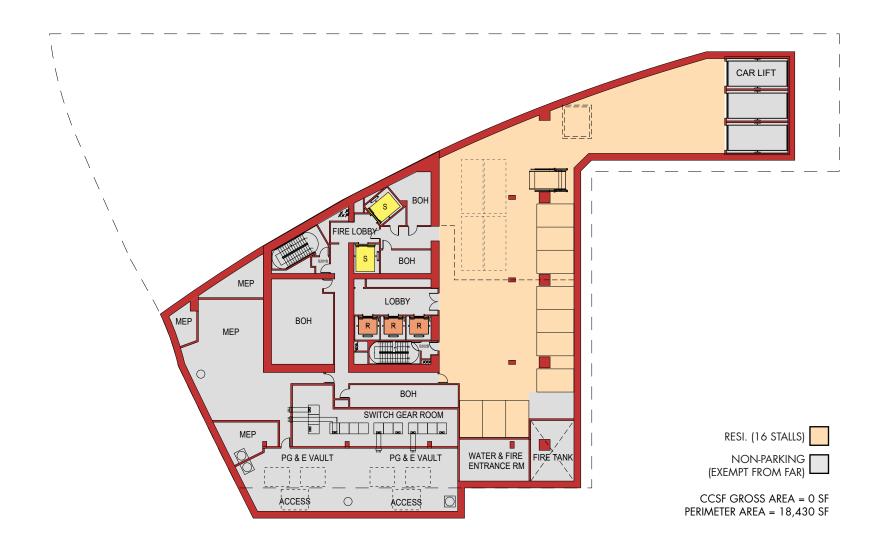


SITE PLAN



LEVEL B1MEZZANINNE

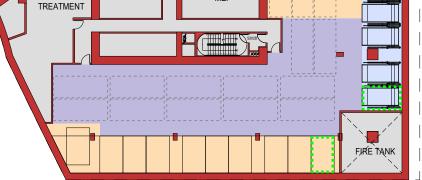
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LEVEL B1



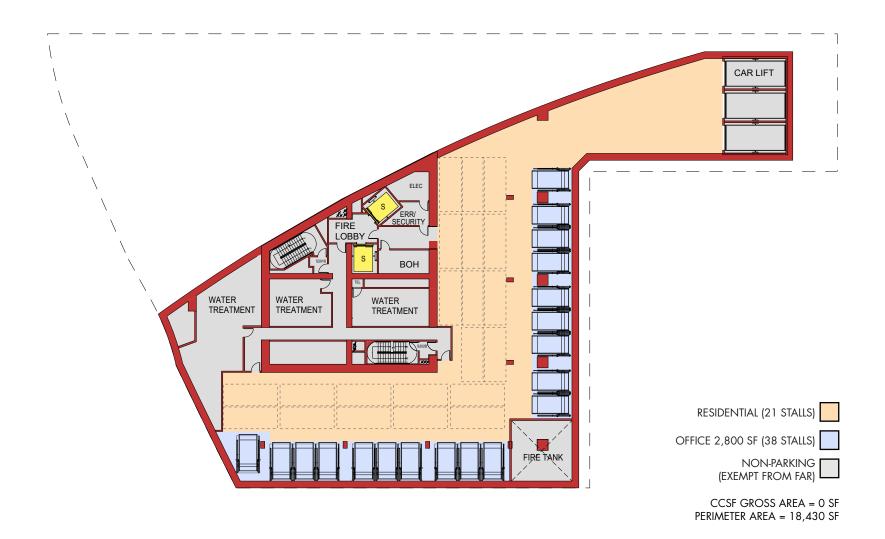




CCSF GROSS AREA = 0 SF PERIMETER AREA = 18,430 SF

LEVEL B2

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LEVEL B3







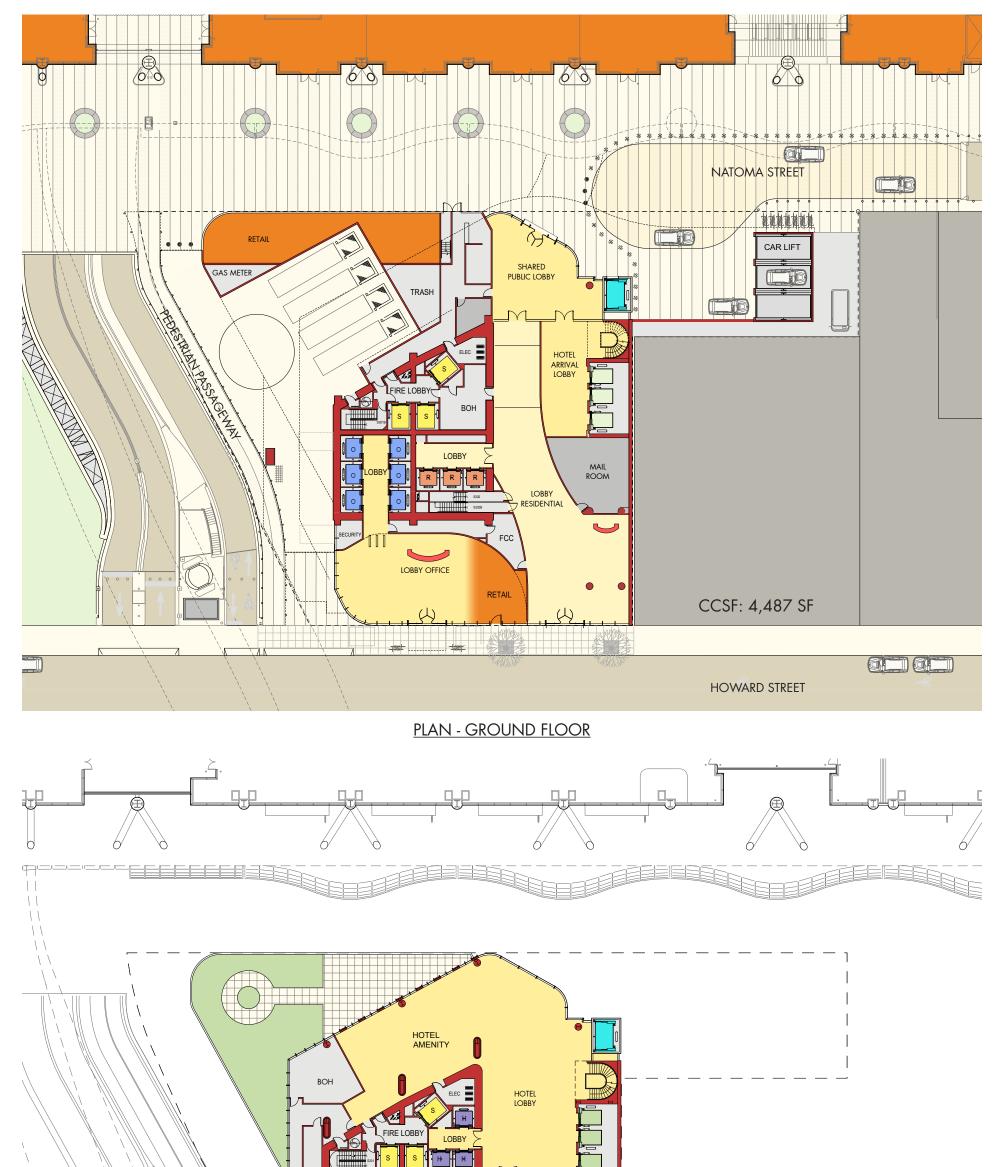


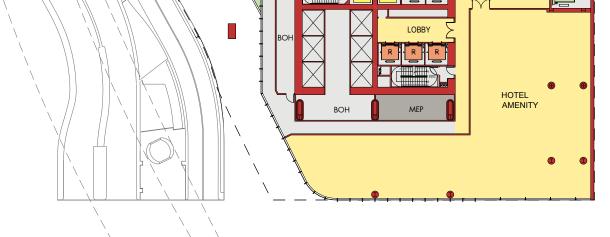
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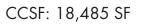
CCSF GROSS AREA = 0 SF PERIMETER AREA = 18,430 SF

<u>LEVEL B4</u>

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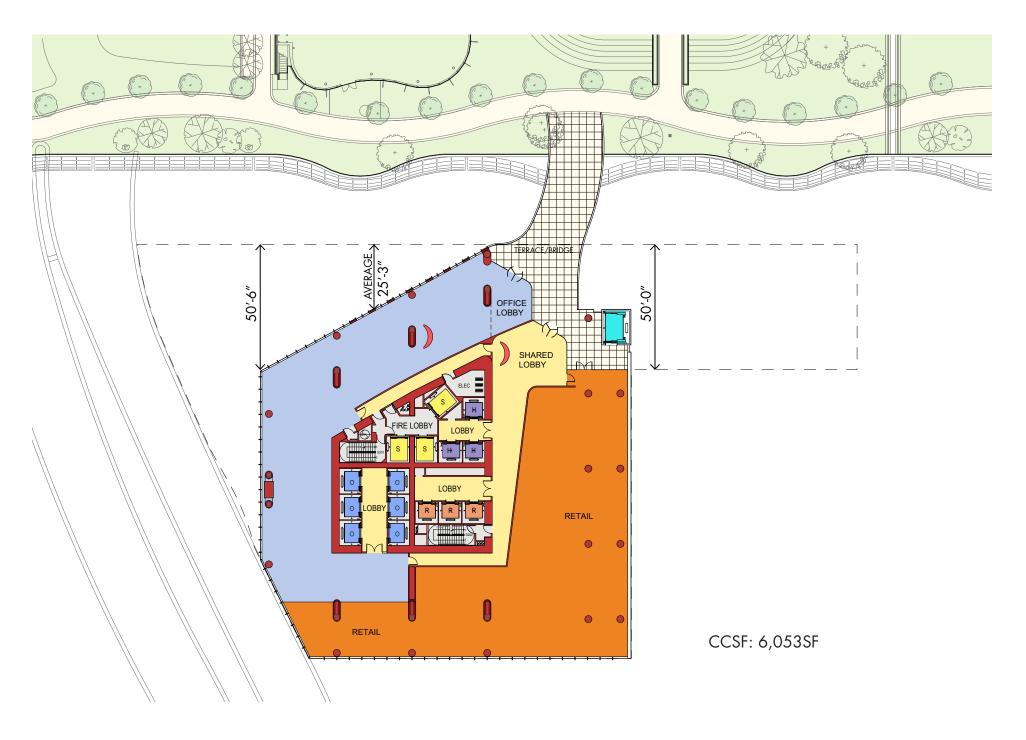
PLAN - LEVEL 2

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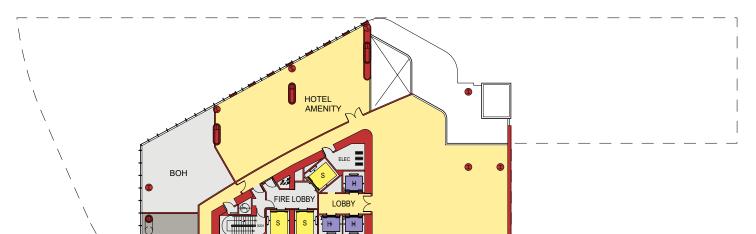


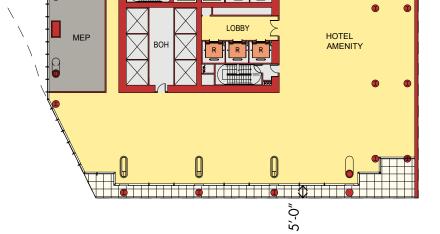
PLAN - LEVEL 4

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PLAN - LEVEL 5 - RETAIL/PARK ACCESS

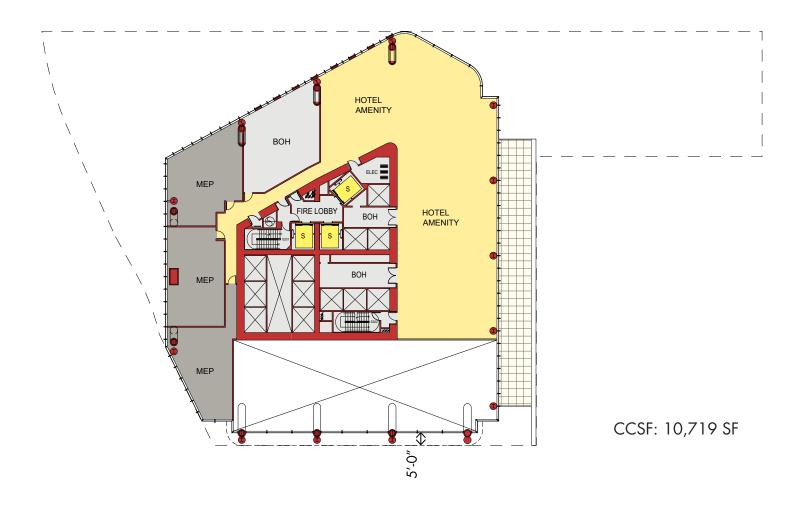






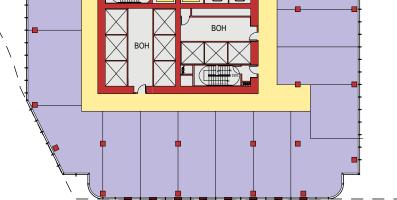
PLAN - LEVEL 6

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<u> PLAN - LEVEL 7</u>

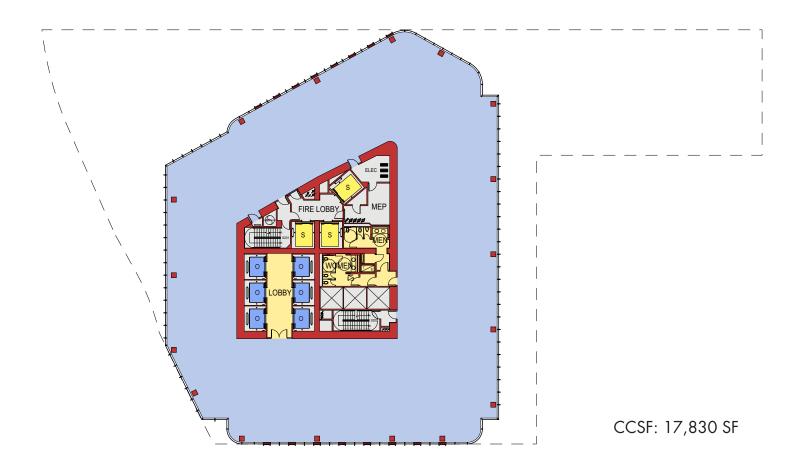






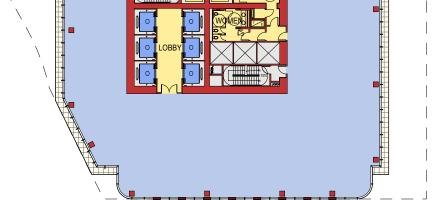
PLAN - LEVEL 8 TO16 - TYPICAL HOTEL FLOOR

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PLAN - LEVEL 17 TO 30 - TYPICAL OFFICE FLOOR

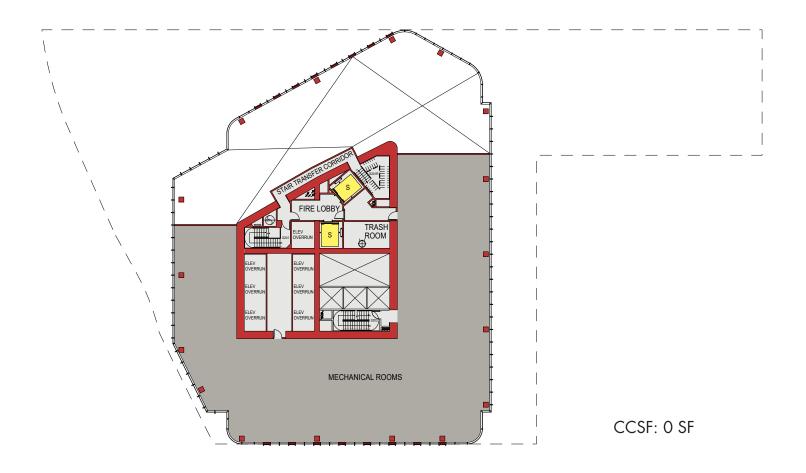




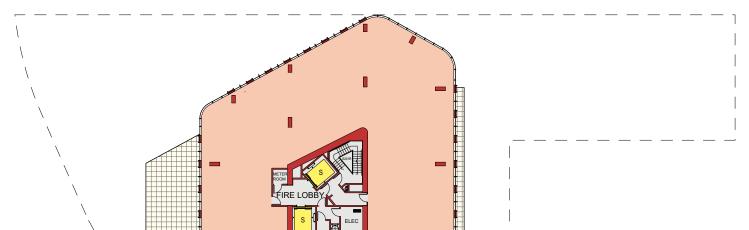


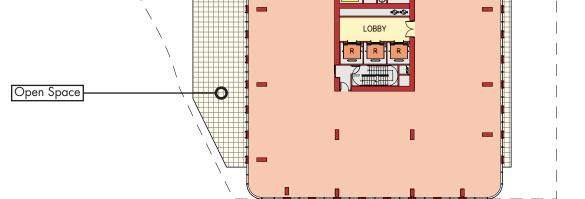
PLAN - LEVEL 31 - OFFICE FLOOR

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PLAN - LEVEL 32 (MECHANICAL)

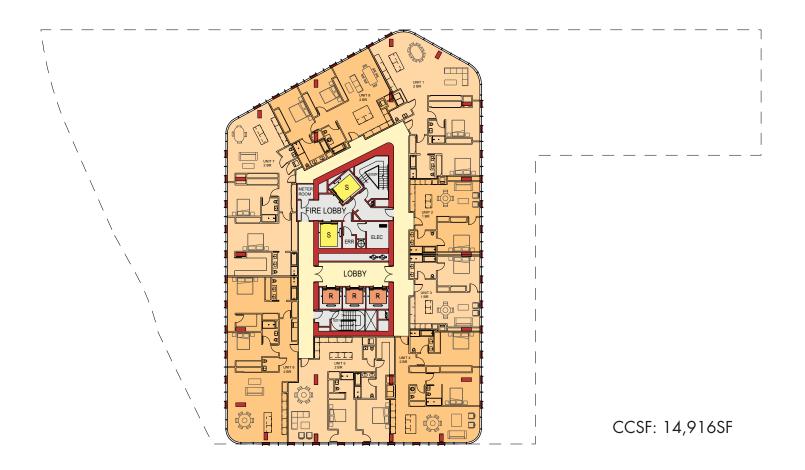




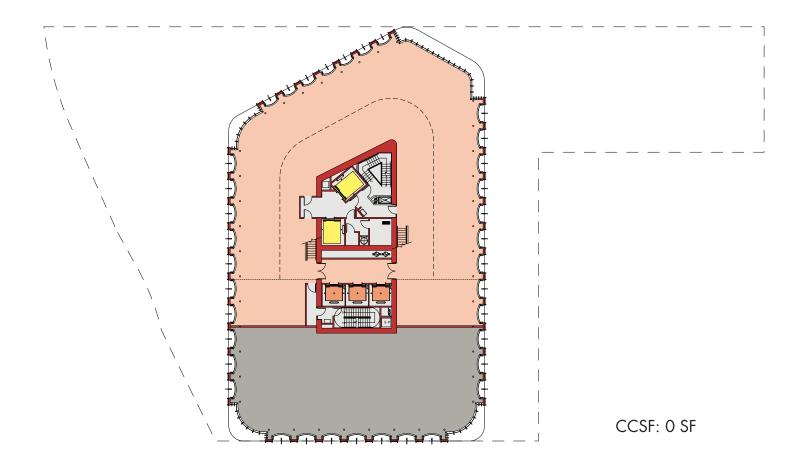


PLAN - LEVEL 33 - RESIDENTIAL AMENITY FLOOR

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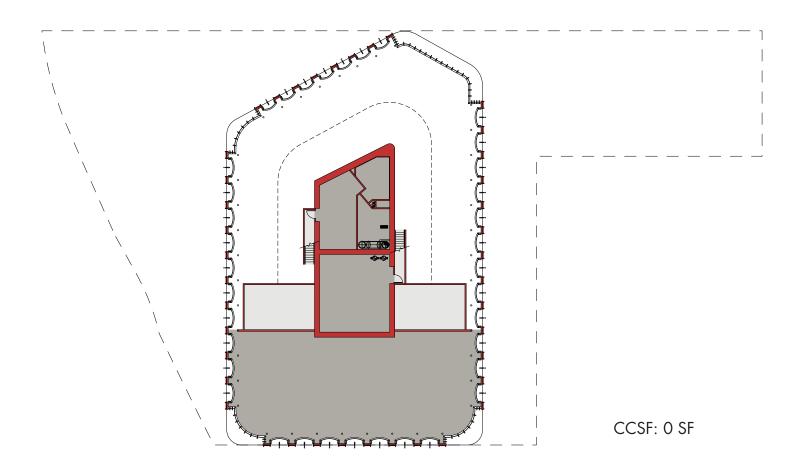


PLAN - LEVEL 34 TO 61 - TYPICAL RESIDENTIAL FLOOR



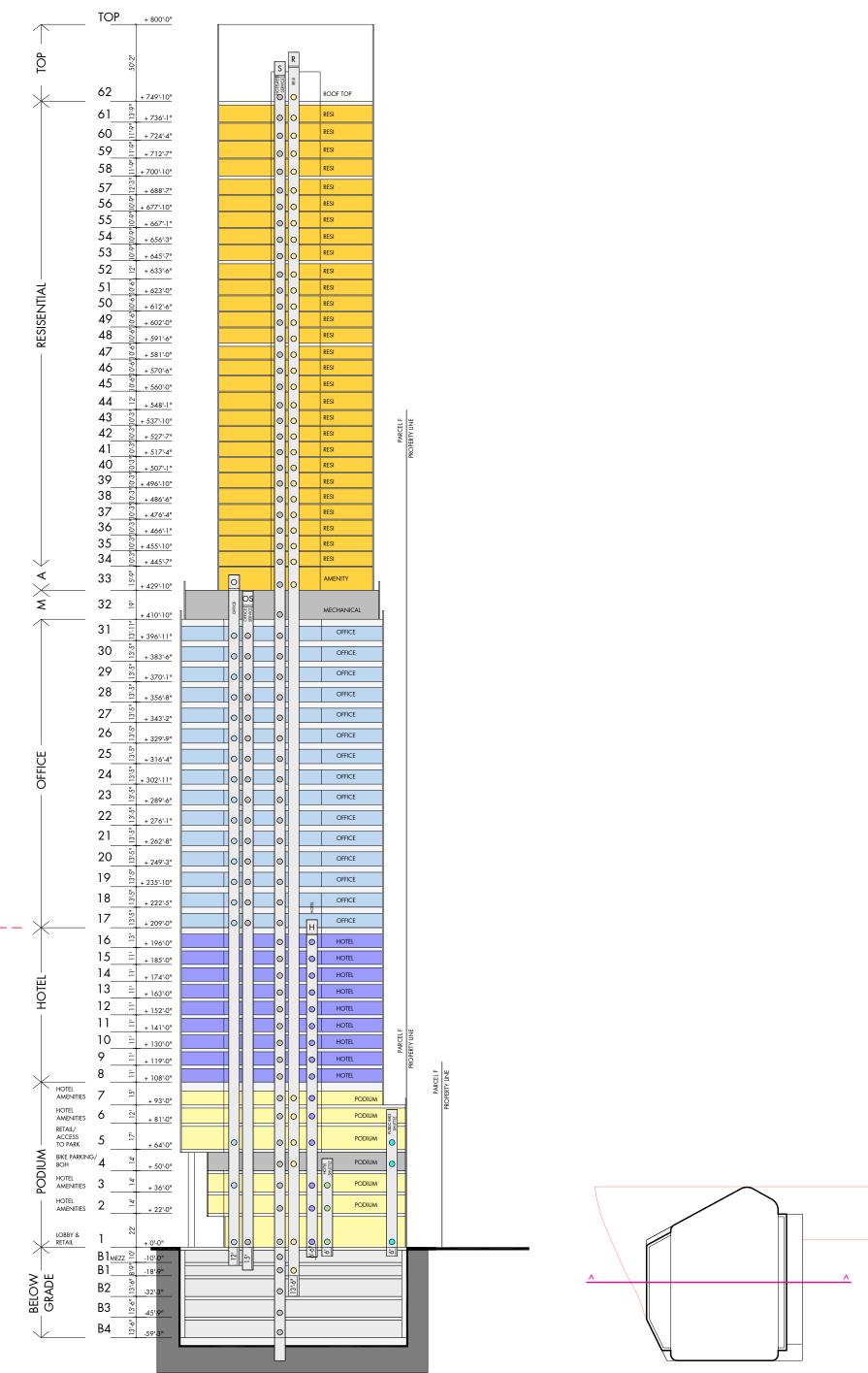
PLAN - LEVEL 62 - ROOF

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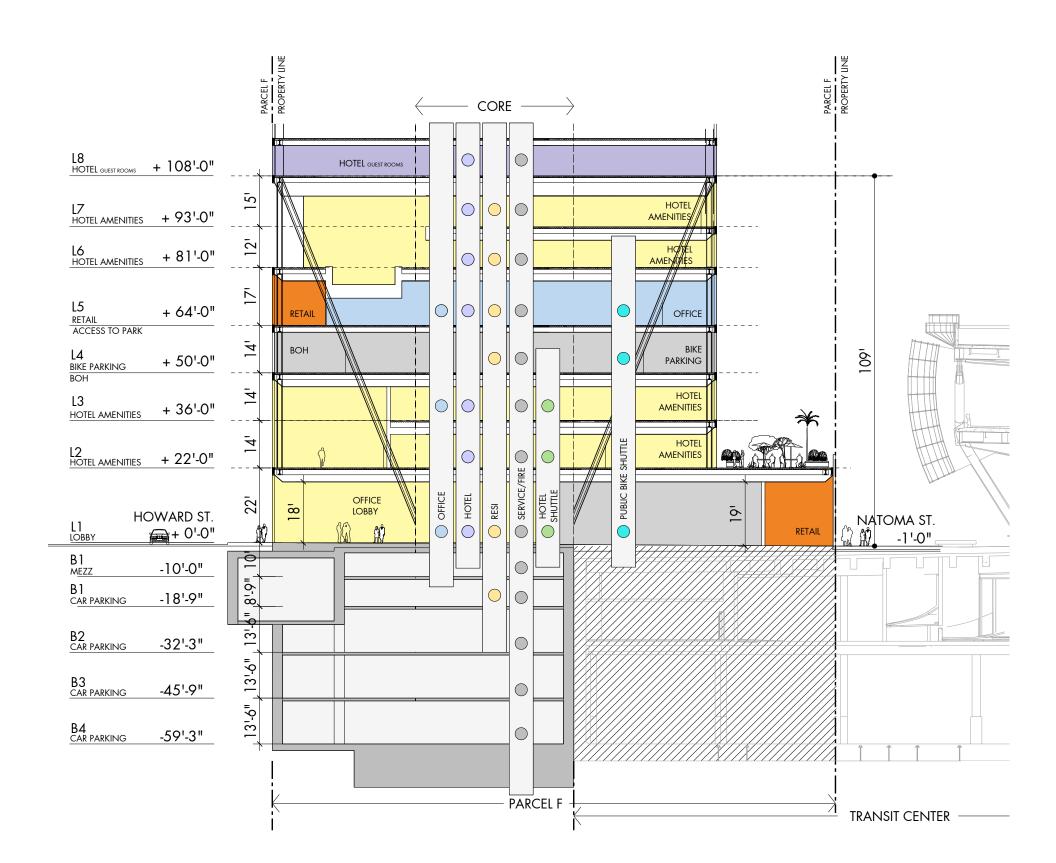
PLAN - LEVEL 62 MECHANICAL MEZZANINE

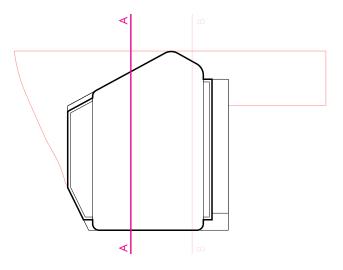
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TOWER SECTION - EAST/WEST

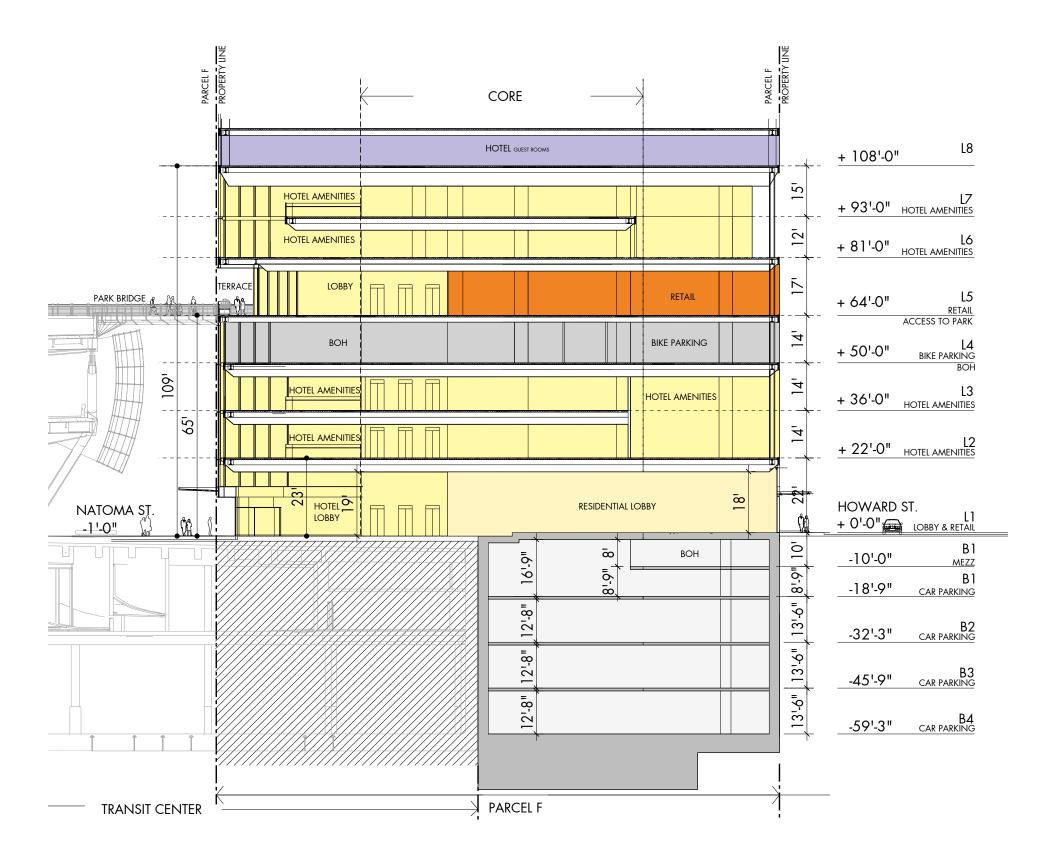
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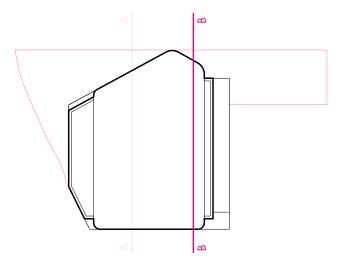




PODIUM SECTION A-A

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PODIUM SECTION B-B

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TOWER ELEVATION - SOUTH

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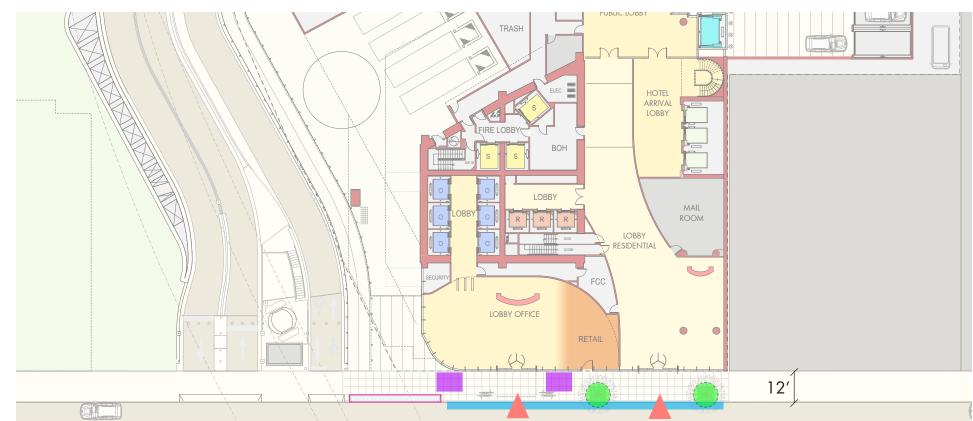


TOWER ELEVATION - NORTH (FACING NATOMA STREET)

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HOWARD STREET - ELEVATION





PARCEL F CURB CUT • TRUCKS ENTER & EXIT HEAD FIRST WITH NO BACKING UP ACROSS SIDEWALK, BIKE LANES OR TRAFFIC LANES

PASSENGER DROP-OFF

PG & E ACCESS



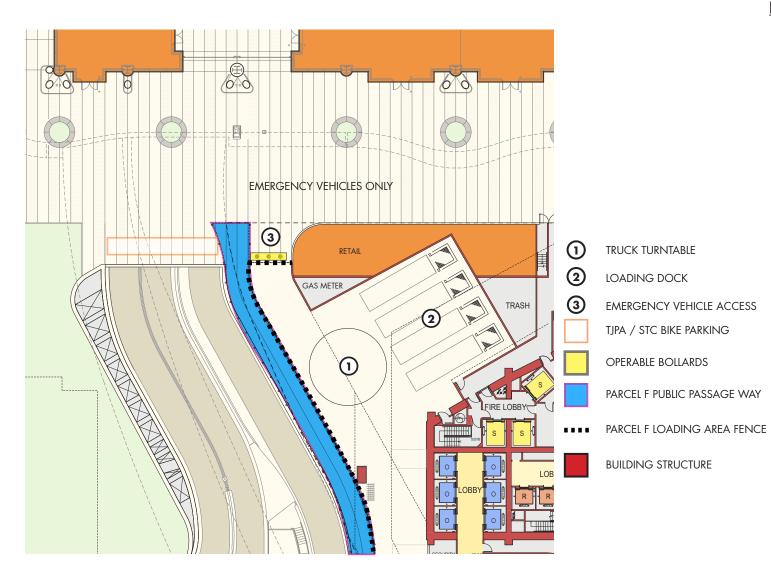
POTENTIAL TREE LOCATION SUBJECT TO COORDINATION WITH SF PUBLIC WORKS, TJPA AND UTILITY COMPANIES

HOWARD STREET - PLAN

Architectural Submittal 309 Application	Parcel F Tower	ARCHITECTURAL DESIGN
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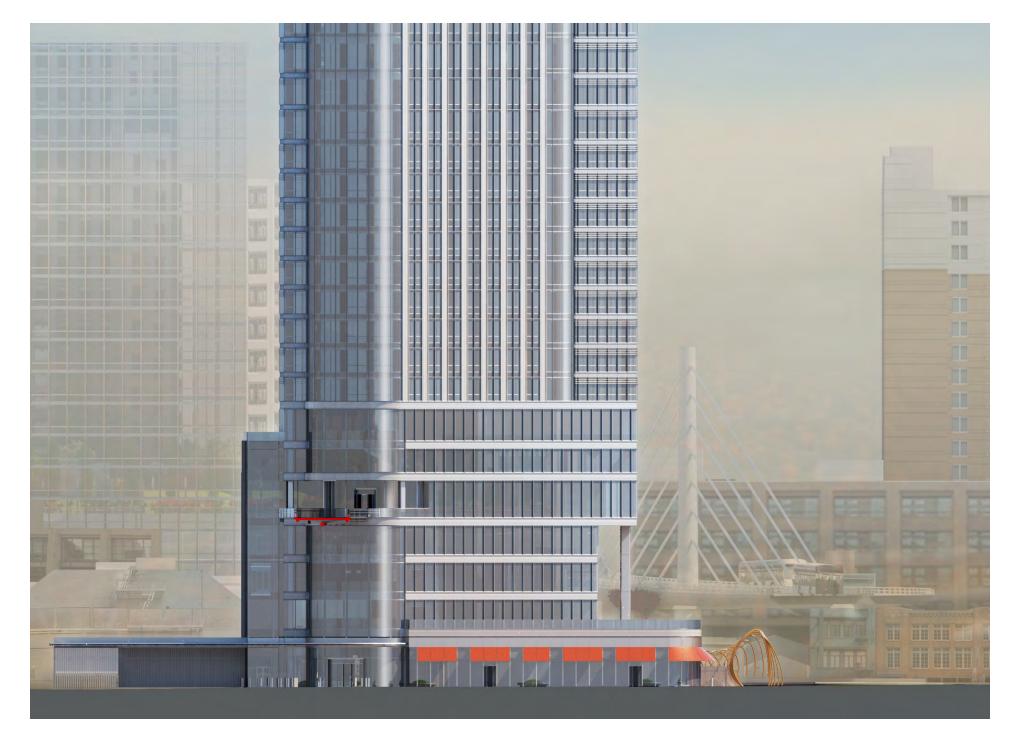


LOADING DOCK - ELEVATION

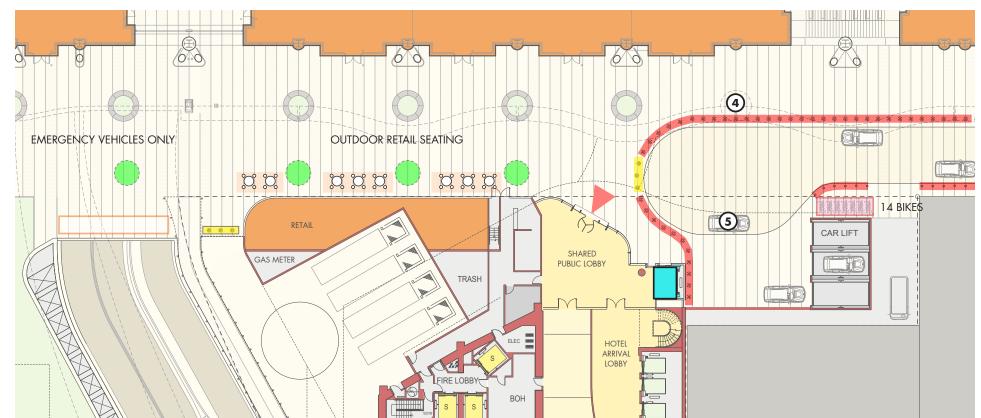


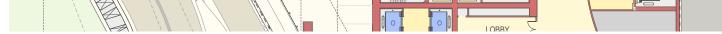
LOADING DOCK - PLAN

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NATOMA STREET - ELEVATION



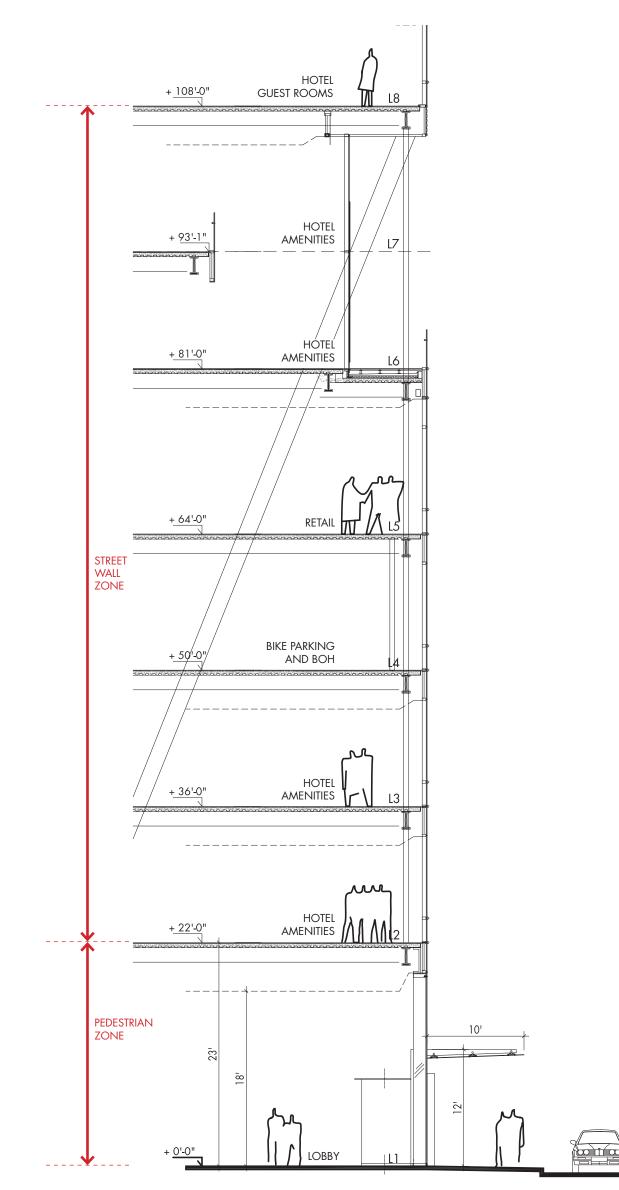


$\left| \! \ensuremath{\mathcal{O}} \! \right|$ potential location for retail tables & chairs

- PLANTER PROPOSED TO BE REMOVED
 - PARCEL F IS PROPOSING TO ELIMINATE STC PLANTERS (NOT BLAST RATED) & REPLACE THEM WITH FIXED BOLLARDS.
- 3 DROP-OFF AREA WITH SIMILAR DESIGN TO STC STREETSCAPE BUT WITH DIFFERENT TEXTURE AND NO CURB CUT
- POTENTIAL TREE LOCATION SUBJECT TO COORDINATION WITH SF PUBLIC WORKS, TJPA
- PARCEL F PROPOSED BIKE PARKING
 - TJPA / STC BIKE PARKING
 - FIXED BOLLARDS
 - OPERABLE BOLLARDS
- PUBLIC ELEVATOR

NOTES: PARCEL F NATOMA ST. FRONTAGE TO MATCH STC STREETSCAPE DESIGN; LOCATION OF PLANTERS, TREES, BIKE PARKING AND BOLLARDS ALSO TO BE COORDINATED WITH TJPA.

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MATERIAL NOTES FOR TOWER BASE:

TYPICAL VISION GLASS: CLEAR W/ A HIGH PERFORMANCE LIGHTLY REFLECTIVE COATING

<u>SPANDREL GLASS:</u> CLEAR WITH FRIT FLOODCOAT

VERTICAL PIERS: WHITE PANEL

METAL VERTICAL AND HORIZONTAL SUNSHADES & FINS: METAL

MAIN LOBBY WALL: CLEAR GLASS WITH GLASS FIN STRUCTURES.

ENTRY DOORS: CLEAR GLASS WITH METAL FRAMES AND HARDWARES

PEDESTRIAN ZONE ON HOWARD ST.

The pedestrian zone is defined by several architectural strategies.

- *First,* two of the three lobbies were placed on Howard Street with a ceiling height of 18 feet; with an intent of creating a grand atmosphere from Howard Street.
- Second, glass fins were placed to support the lobbies' curtain wall system; in order to extend the narrow street of Howard and to maximize the transparency of the lobbies.
- Third, a retail space was provided to activate the facade.

STREETWALL ON HOWARD ST.

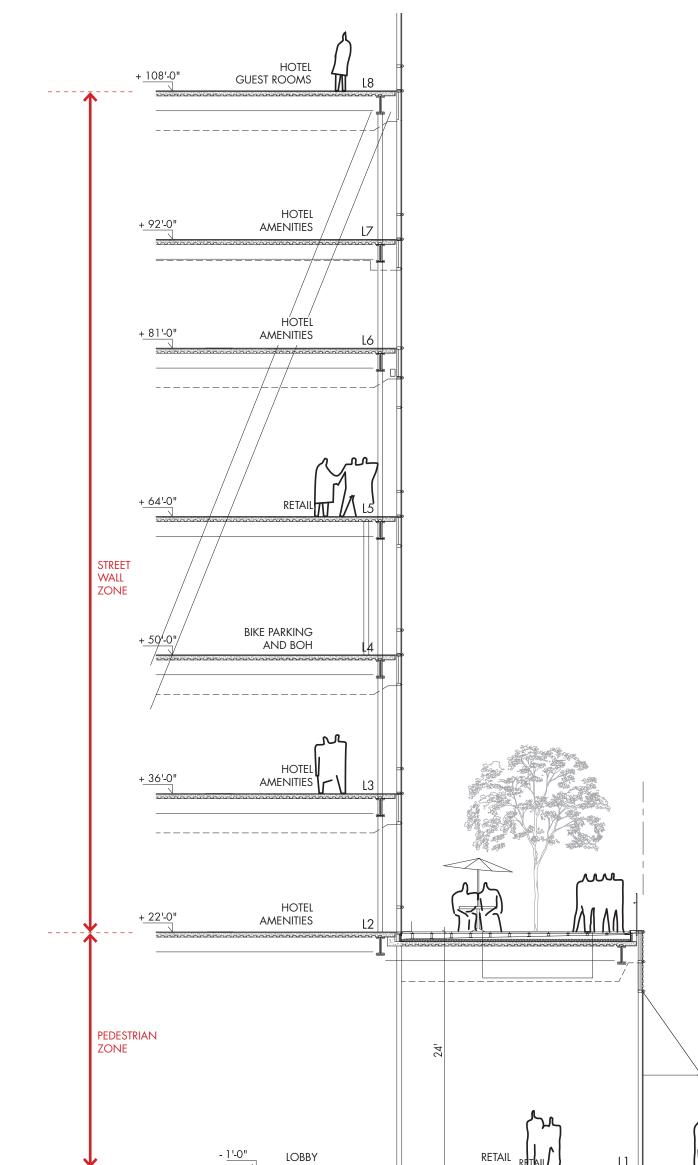
The streetwall is defined by several architectural strategies.

- First, A comfortable pedestrian experience at ground level.
- Second, a five-story high volume, with a very distinct wall articulation smooths the transition between the scale of the neighboring buildings and the tower. This volume also shelters the entrance to the public passageway that connects to Natoma Street.
- Last, a four-story cutback at the base welcomes the Salesforce Transit Center Bridge as part of the architectural composition of this unique urban condition, and shelters the sculptural passageway that connects to Natoma Street.



HOWARD STREET - TYPICAL WALL SECTION

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MATERIAL NOTES FOR TOWER BASE:

TYPICAL VISION GLASS: CLEAR W/ A HIGH PERFORMANCE LIGHTLY REFLECTIVE COATING

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X		· · ·	INATOMA ST.

PEDESTRIAN ZONE ON NATOMA ST.

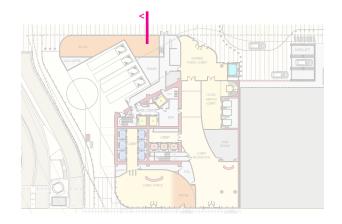
The pedestrian zone is defined by several architectural strategies.

- First, retail spaces along with outdoor seating were designated at the perimeter of the property to encourage an active atmosphere in the lower levels of the tower.
- Second, an open terrace space was provided on the second level of the tower to ensure an active and green life among the street of Natoma.
- Third, a public elevator was provided to access Salesforce Transit Center roof park.

STREETWALL ON NATOMA ST.

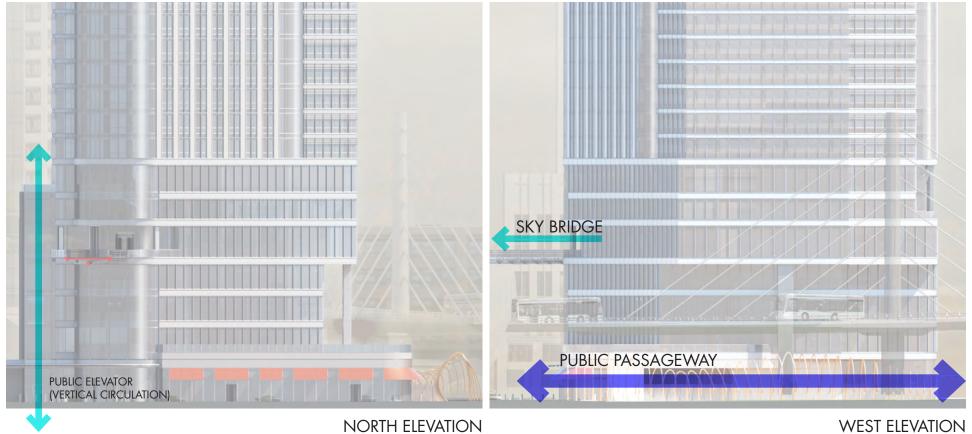
Several architectural articulations help define the Streetwall on Natoma Street.

- First, the one-story high retail volume provides human scale and acts as a balanced counterpart to the undulating metal screens of Transbay Transit Center façade.
- Second, the base on Natoma St. features a setback terrace and a bridge that connects to the Salesforce Transit Center Park.



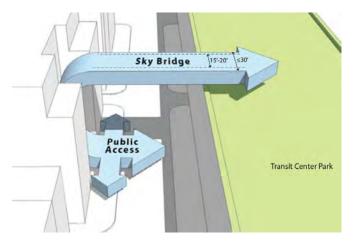
NATOMA STREET - TYPICAL WALL SECTION

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CONNECTIVITY TO TRANSBAY TRANSIT CENTER PARK :

POLICY 3.17

Permit buildings to satisfy open space requirements through direct connections to the Transit Center Park.

To satisfy the intent of section 138, these connections must meet minimum standards for public accessibility and functionality in the following manner

- Be publicly accessible and connected appropriately to ٠ vertical circulation;
- Provide clear signage from a public way, indicating public • access to the park.

-Transit Center District Plan-

PUBLIC PASSAGE WAY / CONNECTIVITY

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PLANNING CODE COMPLIANCE



Parcel F Tower

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Level	Perimeter Area	MEP Deductions per SF Planning Code	Other Deductions per SF Planning Code	Residential GSF	Office GSF	Hotel GSF	CCSF Gross Are Above/Below Grade
62	15,305	5,000	10,305	0	0	0	
61	15,305	131	258	14,916	0	0	14,91
60	15,305	131	258	14,916	0	0	14,91
59	15,305		258	14,916	0	0	14,91
58	15,305		258	14,916	0	0	14,91
57	15,305		258	14,916	0	0	14,91
56	15,305		258	14,916	0	0	14,91
55 54	15,305 15,305		258 258	14,916 14,916	0 0	0 0	14,91 14,91
53	15,305		258	14,916	0	0	14,91
52	15,305		258	14,916	0	0	14,91
51	15,305		258	14,916	0	0	14,91
50	15,305		258	14,916	0	0	, 14,91
49	15,305		258	14,916	0	0	14,91
48	15,305	131	258	14,916	0	0	14,91
47	15,305	131	258	14,916	0	0	14,91
46	15,305	131	258	14,916	0	0	14,91
45	15,305		258	14,916	0	0	14,91
44	15,305		258	14,916	0	0	14,91
43	15,305		258	14,916	0	0	14,91
42	15,305		258	14,916	0	0	14,91
41	15,305		258	14,916	0	0	14,91
40	15,305		258	14,916	0	0	14,91
39 38	15,305		258	14,916	0	0	14,91
38	15,305 15,305		258 258	14,916 14,916	0 0	0	14,91 14,91
36	15,305		258	14,910	0	0	14,91
35	15,305		258	14,916	0	0	14,91
34	15,305		258	14,916	0	0	14,91
33	15,305			14,412	0	0	14,41
32	17,690		8,946	0	0	0	,
31	17,690			0	16,930	0	16,93
30	18,590		386	0	1 <i>7,</i> 830	0	17,83
29	18,590	374	386	0	1 <i>7,</i> 830	0	17,83
28	18,590	374		0	17,830	0	17,83
27	18,590			0	17,830	0	17,83
26	18,590			0	17,830	0	17,83
25	18,590			0	17,830	0	17,83
24	18,590		386	0	17,830	0	17,83
23	18,590			0	17,830	0	17,83
22 21	18,590		386 386	0	17,830	0	17,83
21	18,590 18,590		386	0 0	17,830 17,830	0	17,83 17,83
19	18,590		386	0	17,830	0	17,83
18	18,590			0	17,830	0	17,83
17	18,590		369	0	17,578	0	17,57
16	18,590		370	0	0	18,220	18,22
15	18,590			0	0	18,220	18,22
14	18,590			0	0	18,220	18,22
13	18,590			0	0	18,220	18,22
12	18,590			0	0	18,220	18,22
11	18,590			0	0	18,220	18,22
10	18,590		370	0	0	18,220	18,22
9	18,590			0	0	18,220	18,22
8	18,590		370	0	0	18,220	18,22
7	18,158		4,820	0	0	13,338	13,33
6	18,719		738	0	0	16,745	16,74
5	19,626			0	6,053	12 507	6,05
4	19,022		6,260 372	0	0	12,597	12,59
3	19,022 19,022		372 437	0 0	0 0	18,485 18,485	18,48 18,48
2	22,300		437 15,986	1,496	3,323	18,485	6,31
B1 Mezz.	7,900		5,260	0	0	2,640	2,64
B1 /////B1	19,300		19,300	0	0	2,040	2,02
B2	18,430		18,430	0	0	0	
B3	18,430		18,430	0	0	0	
B4	18,430		18,430	0	0	0	

NOTES: CCSF gross area is per San Francisco Planning Code Article 1, Sec. 102.9 - Gross area:

Perimeter area is measured at 4' above finished floor

The above calculations for deducted area assumes the following understanding of CCSF code:

1: Floor space used for off-street parking or loading.

2: Basement space used for storage or services necessary to the operation or maintenance of the building

3: Elevator or stair penthouses, etc at the top of the building used for operation or maintenance of the building

4: Mechanical equipment areas necessary to the operation of the building

(MEP, Elec, Tel rooms/shafts, Restroom shafts/risers)

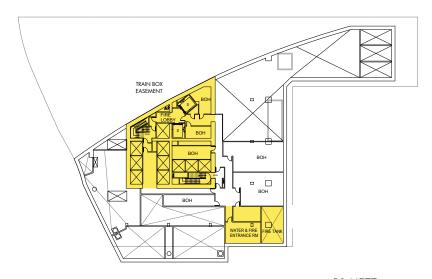
5: Retail area less than 5,000 SF per use on ground and park level

(L1 retail on Natoma St.= 1,605 SF, L1 retail on Howard St.= 714 SF, and retail at park level= 5,000 SF)

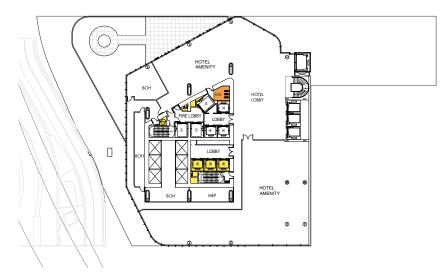
6: Ground floor lobby circulation space (3,480 SF)

AREA SCHEDULE {2019.12.18}

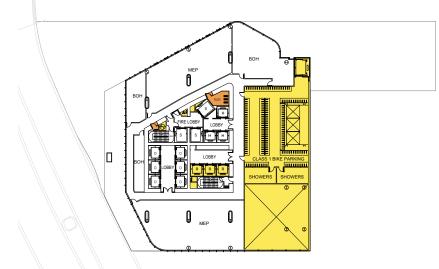
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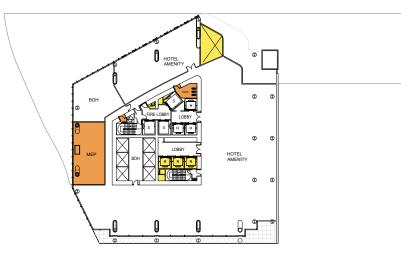
	<u>BI MEZZ.</u>
PERIMETER AREA:	7,900 SF
DEDUCTS PER SF PLANNING CODE:	5,260 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	2,640 SF

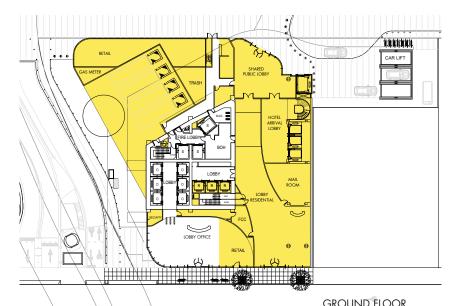


	PODIUM - LEVEL 2
PERIMETER AREA:	19,022 SF
DEDUCTS PER SF PLANNING CODE:	437 SF
MEP DEDUCTS PER SF PLANNING CODE:	100 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	18,485 SF

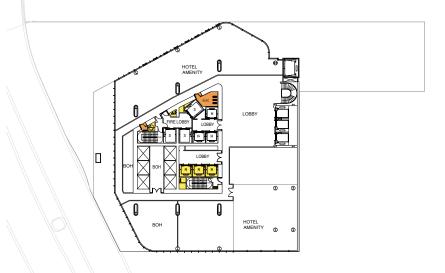


	PODIUM - LEVEL 4
PERIMETER AREA:	19,022 SF
DEDUCTS PER SF PLANNING CODE:	6,260 SF
MEP DEDUCTS PER SF PLANNING CODE:	165 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	12,507 SF





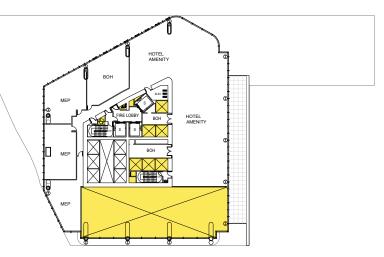
	<u>GROUND FLOOR</u>
PERIMETER AREA:	23,300 SF
DEDUCTS PER SF PLANNING CODE:	15,986 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	6,314 SF



	PODIL	JM - LEVEL 3
PERIMETER AREA:		19,022 SF
DEDUCTS PER SF PLANNING CODE:		372 SF
MEP DEDUCTS PER SF PLANNING CODE:		165 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:		18,485 SF
	/ /	



	PODIUM - LEVEL 5
PERIMETER AREA:	19,626 SF
DEDUCTS PER SF PLANNING CODE:	13,408 SF
MEP DEDUCTS PER SF PLANNING CODE:	165 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	6,053 SF

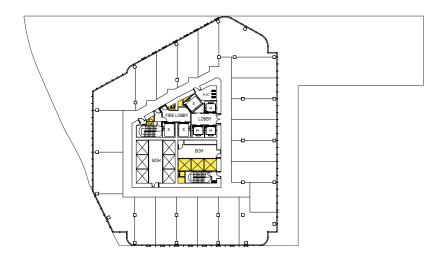


	PODIUM - LEVEL 6
PERIMETER AREA:	18,719 SF
DEDUCTS PER SF PLANNING CODE:	738 SF
MEP DEDUCTS PER SF PLANNING CODE:	1,236 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	16,745 SF

	PODIUM - LEVEL 7
PERIMETER AREA:	18,158 SF
DEDUCTS PER SF PLANNING CODE:	4,820 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	13,338 SF

GROSS AREA SUMMARY

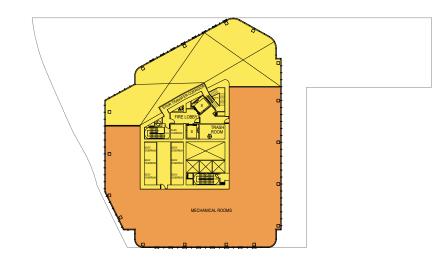
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	<u>TYPICAL HOTEL (L8-16)</u>
PERIMETER AREA:	18,590 SF
DEDUCTS PER SF PLANNING CODE:	370 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	18,220 SF



	TYPICAL OFFICE (L 18-30)
PERIMETER AREA:	18,590 SF
DEDUCTS PER SF PLANNING CODE:	386 SF
MEP DEDUCTS PER SF PLANNING CODE:	374 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	17,830 SF



	MECHANICAL (L32)
PERIMETER AREA:	17,690 SF
DEDUCTS PER SF PLANNING CODE:	8,946 SF
MEP DEDUCTS PER SF PLANNING CODE:	8,744 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	0 SF

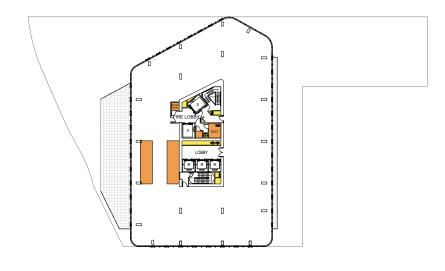




	<u>OFFICE (L17)</u>
PERIMETER AREA:	18,590 SF
DEDUCTS PER SF PLANNING CODE:	369 SF
MEP DEDUCTS PER SF PLANNING CODE:	643 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	17,578 SF



PERIMETER AREA:	<u>OFFICE (L31)</u> 17,690 SF
DEDUCTS PER SF PLANNING CODE:	386 SF
MEP DEDUCTS PER SF PLANNING CODE:	374 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	16,930 SF



	<u>RESIDENTIAL (L33)</u>
PERIMETER AREA:	15,305 SF
DEDUCTS PER SF PLANNING CODE:	219 SF
MEP DEDUCTS PER SF PLANNING CODE:	674 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	14,412 SF





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	TYPICAL RESIDENTIAL (L34-61)
PERIMETER AREA:	15,305 SF
DEDUCTS PER SF PLANNING CODE:	258 SF
MEP DEDUCTS PER SF PLANNING CODE:	131 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	14,916 SF

PERIMETER AREA:	<u>ROOF (L62)</u> 15,305 SF
DEDUCTS PER SF PLANNING CODE:	10,305 SF
MEP DEDUCTS PER SF PLANNING CODE:	5,000 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	O SF

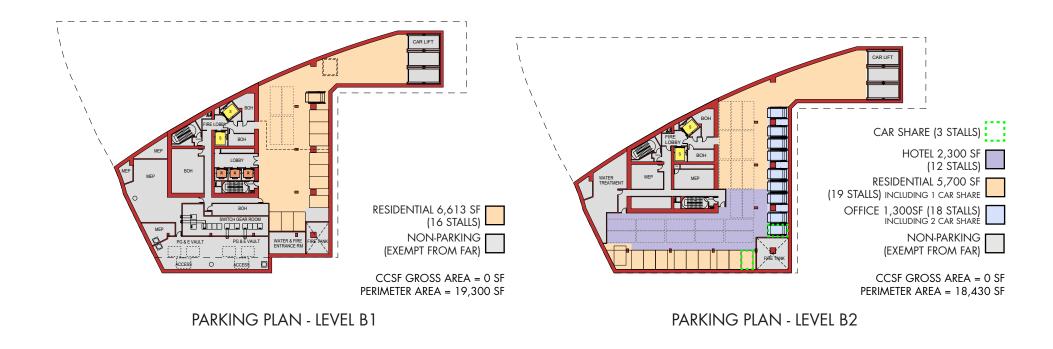
GROSS AREA SUMMARY

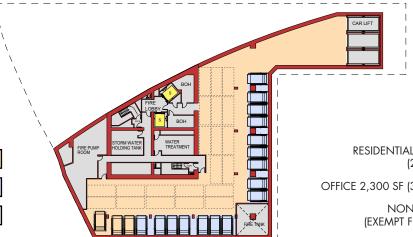
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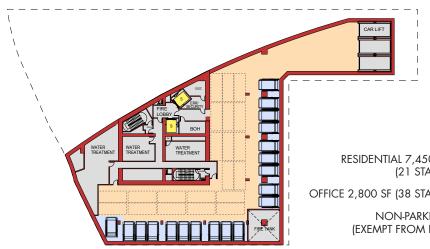
PROGRAM	Allowable Parking	Provided Parking	Reference
NON-RESIDENTIAL	18,625 SF	100 STALLS / 9,700 SF	SF PLANNING CODE SEC 151.1 (c), (d), (f) 3.5% OF GROSS
RESIDENTIAL (165 UNITS)	83 STALLS	83 STALLS	SF PLANNING CODE SEC. 151.1 (f) 0.5 CAR PER 1 UNIT
TOTAL		183 STALLS	

NON-RESIDENTIAL ALLOWABLE PARKING CALCULATION	CCSF
OFFICE	275,674 SF
HOTEL	247,765 SF
RETAIL	8,700 SF
TOTAL NON-RESIDENTIAL CCSF	532,139 SF
NON-RESIDENTIAL ALLOWABLE PARKING: 3.5% OF GROSS	18,625 SF

NUMBER OF CAR SHARE PARKING STALLS		Reference
NON-RESIDENTIAL	2	SF PLANNING CODE SEC 166
DWELLING	1	SF PLANNING CODE SEC. 166
TOTAL CAR SHARE	3	









CCSF GROSS AREA = 0 SF PERIMETER AREA = 18,430 SF

PARKING PLAN - LEVEL B4



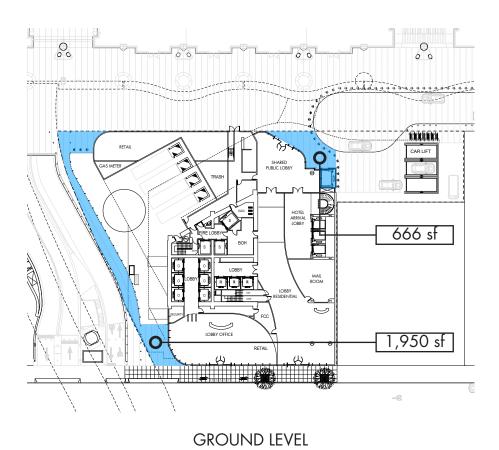
CCSF GROSS AREA = 0 SF PERIMETER AREA = 18,430 SF

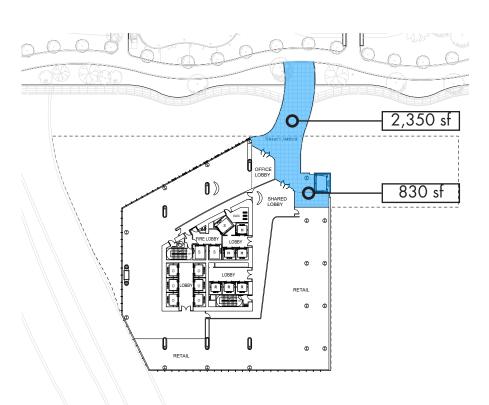
PARKING PLAN - LEVEL B3

PARKING SUMMARY

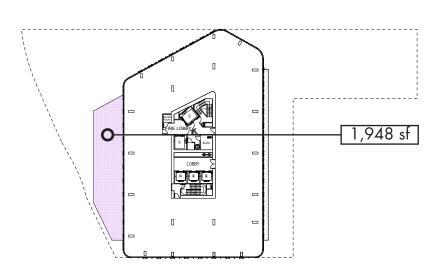
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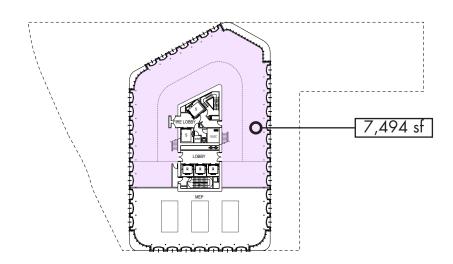
Residential:	165 units	Required Open Space	Proposed Open Space	Notes
48 SF Common Open Space x 165 units		7,920	7,494	Roof Top Terrace
			1,948	Terrace at 33L
TOTAL RESIDENTIAL OPEN SPACE		7,920	9,442	Planning Code 138(g)
Commercial:	523,439 SF	Required Open Space	Proposed Open Space	Notes
1 SF of open space / 50 SF		10,469	5,000	Bonus (Section 138(j)(1)(F)(iv))
			1,950	Gr. Flr. Passage
			666	Access to Public elevator
			830	Public elevator to Park level (L1-L5)
			2,350	Bridge & Terrace at 5L
TOTAL COMMERCIAL OPEN SPACE		10,469	10,796	Planning Code 138(g)





PODIUM - LEVEL 5





RESIDENTIAL AMENITY - L 33

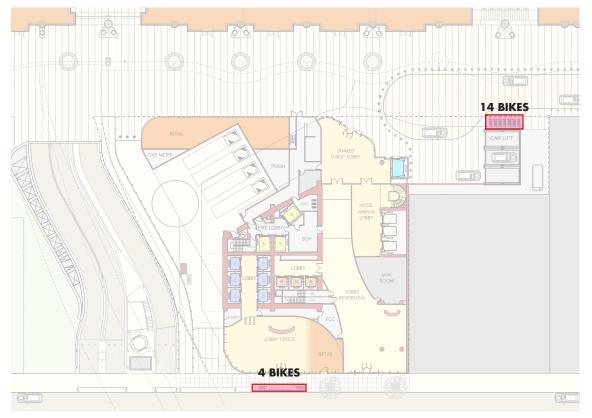




OPEN SPACE SUMMARY

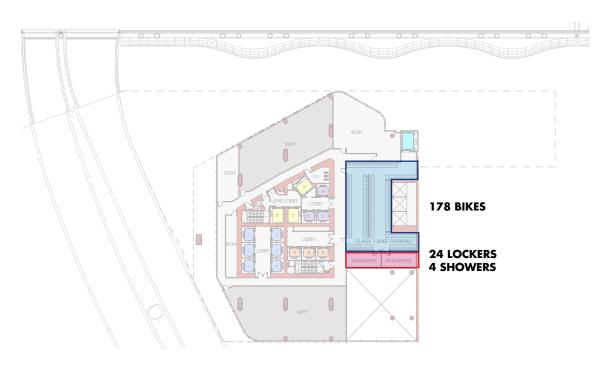
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	Residential	Hotel	Office	Total No. Required
GSF	-	-	275,674	
# of Units	165	189	-	
Class1 Code	100 Class1 spaces + 1 Class1 space/4units over 100 units	1 Class1 space/30 rooms	1 Class1 spaces/5,000sf	
CLASS1 TOTAL	116.3	6.3	55.1	178
Class2 Code	1 Class2 space/20units	1 Class2 space/30 rooms + 1 Class2 space/5,000 sf of Conf., Meeting Rooms	Min. 2 Spaces for office greater than 5,000SF + 1 Class2 space / add. 50,000 SF	
CLASS2 TOTAL	8.3	18.3	7.4	34



CLASS 2 BIKE PARKING

CLASS 2 BIKE PARKING - LEVEL 1 PAY IN LIEU FEE FOR 50% OF CLASS 2 REQUIREMENT (17 SPACES)





PODIUM PLAN - LEVEL 4

BIKE PARKING SUMMARY

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CODE ITEM	Required/Permitted	Proposed	Action Requested
'P' ZONING CLEAN UP	LOTS 3721-135 AND 3721-138 ZONED C-3-0 (SD) AND 'P'	CHANGE TO C-3-0 (SD) ONLY	ZONING MAP AMENDMENT
RESIDENTIAL FLOOR PLATES [15K SF]	IN THE TCDP, RESITENTIAL FLOOR PLATES FOR SITES >15,000 SF IN AREA ARE LIMITED TO A FOOTPRINT OF 15,000 SF	ALLOW RESIDENTIAL 'FOOTPRINT' OF 15,270 SF (Please refer to pp. 14-16 of the Supplemental Diagrams)	LEGISLATIVE AMENDMENT-UNCODIFIED
HEIGHT LIMIT AND BULK DISTRICT	LOT 16 & 136 (portion) = 450.S LOT 135, 136 (portion) & 138 = 750.S 2	HEIGHT MAP AMENDMENT TO RECLASSIFY WESTERN PORTION OF LOT 16 (1,310 SF, AS DEPICTED IN SUPPLEMENTAL DIAGRAMS) TO 750-5-2; INCREASE	ZONING MAP AMENDMENT
	7.5% ADDITION MAY EXTEND ABOVE THE PERMITTED HEIGHT	THE 750-S-2 ZONE ON PORTION OF LOT 136 AT NORTHEASTEARN EDGE OF	
		TOWER (245 SF, AS DEPICTED IN SUPPLEMENTAL DIAGRAMS); RECLASSIFY NORTHWEST PORTION OF SITE TO 450-S (4,576 SF, AS DEPICTED IN	
		SUPPLEMENTAL DIAGRAMS). (Please refer to pg. 2 of the Supplemental Diagrams).	
GENERAL PLAN CONSISTENCY WITH ZONING	STATE LAW REQUIRES THE GENERAL PLAN (DOWNTOWN PLAN AND TRANSIT	REVISE DOWNTOWN PLAN LAND USE MAP (MAP 1) TO CONFORM TO TCDP	GENERAL PLAN AMENDMENT
	CENTER DISTRICT PLAN ("TCDP") TO BE CONSISTENT WITH ZONING.	AND CURRENT C-3-0(SD) ZONING; REVISE DOWNTOWN PLAN HEIGHT MAP (MAP 5) AND TRANSIT CENTER DISTRICT PLAN HEIGHT MAP (FIGURE 1) TO	
		CONFORM TO ZONING HEIGHT MAP AMENDMENT DESCRIBED BELOW	
SETBACKS	ESTABLISH A DISTINCTIVE STREETWALL AT A HEIGHT BETWEEN 50' TO 110' FOR	PFAÇADE PROVIDES GREATER DEGREE OF ARTICULATION UP TO 110' TO KEEP IN	309 EXCEPTION
(§132.1)	NOT LESS THAN 40% OF THE LINEAR FRONTAGE AT ALL STREET FRONTAGE	CHARACTER WITH THE STREETWALL CONCEPT BUT DOES NOT COMPLY WITH THE 10' SETBACK REQUIREMENT FOR 40% OF THE FRONTAGE ON HOWARD	(§ 309(a)(1))
		STREET	
	SEPARATION OF TOWERS FROM AN INTERIOR PROPERTY LINE	15' SEPARATION OF TOWER FROM INTERIOR PROPERTY LINE UP TO A HEIGHT	309 EXCEPTION
		OF 411' AND 18' SEPARATION FROM 430' UPWARDS	(§ 309(a)(1))
		(Please refer to pg.17 of the Supplemental Diagrams)	
	SEPARATION OF TOWERS AT PUBLIC STREETS	ENCROACHMENT INTO SETBACK LINE AT HOWARDS ST AT 640' HIGH AND UPWARDS	309 EXCEPTION (§ 309(a)(1))
		(Please refer to pg.18 of the Supplemental Diagrams)	
REAR YARD (§134)	25% OF LOT DEPTH IS REQUIRED AT THE LOWEST STORY CONTAINING A DWELLING UNIT AND EACH SUCCEEDING STORY ABOVE	NONE PROVIDED (Please refer to pg.19 of the Supplemental Diagrams)	309 EXCEPTION (§ 309(a)(1))
(3.54)			
	AT LEAST ONE ROOM THAT MEETS THE 120-SQUARE-FOOT MINIMUM FLOOR	TWO UNITS PER FLOOR LESS THAN 25 FEET FROM EAST PROPERTY ON SIX	309 EXCEPTION
(§140)	AREA SHALL FACE DIRECTLY ON AN OPEN SPACE	FLOORS. (Please refer to pg.8 of the Supplemental Diagrams)	(§ 309(a)(14))
OFF STREET LOADING	6 LOADING SPACES REQUIRED	4 PROVIDED	309 EXCEPTION
(§152.1)		(Please refer to pg.9 of the Supplemental Diagrams)	(§ 161(e))
RATIO OF COMMERCIAL TO RESIDENTIAL USAGE	RATIO OF COMMERCIAL TO RESIDENTIAL FOR PARCELS	EXCEPTION TO 2:1 COMMERCIAL TO RESIDENTIAL REQUIREMENT	309 EXCEPTION
(§248(c))	LARGER THAN 15,000 SF GREATER OR EQUAL TO 2:1.	EXCEPTION PERMITTED PER ZA LETTER OF DETERMINATION DATED 12/2/2015	(§ 309(a)(8))
Tour bus loading	ONE OFF-STREET TOUR BUS LOADING SPACE REQUIRED FOR HOTELS WITH 201	- ZERO OFF-STREFT TOUR BUS LOADING SPACES	309 EXCEPTION
(§162(b))	350 ROOMS		(§ 309(a)(7))
BULK AREA REDUCTION	AVERAGE SIZE OF UPPER 1/3 OF TOWER IS TO BE REDUCED TO 75% OF	AVERAGE FLOOR PLATE OF TOP 1/3 REDUCED TO 82% OF LOWER 2/3	309 EXCEPTION
(§272)	AVERAGE SIZE OF UPPER 1/3 OF TOWER IS TO BE REDUCED TO 75% OF AVERAGE FLOOR AREA OF THE LOWER TOWER	AVERAGE FLOOR PLATE	(§ 309(a)(13))
		(Please refer to pp. 4-7 of the Supplemental Diagrams)	
	Average diagonal dimension of upper 1/3 of tower is to be reduced to 87% of diagonal dimension of the lower tower	2/3 AVERAGE DIAGONAL	309 EXCEPTION (§ 309(a)(13))
		(Please refer to pp. 4-7 of the Supplemental Diagrams)	
GARAGE AND LOADING ACCESS (§155(r))	CURB CUTS ARE NOT ALLOWED ON HOWARD WHICH IS IDENTIFIED AS AN OFFICIAL CITY BICYCLE ROUTE	INTERRUPT BICYCLE LANE WITH CURB CUT FOR LOADING ACCESS (Please refer to pg. 9 of the Supplemental Diagrams)	VARIANCE
· · · ·		. 10	
	NEW ENTRIES ARE NOT ALLOWED ON NATOMA FROM 300 FEET WEST OF FIRST STREET.	PROVIDE VEHICULAR ACCESS THROUGH NATOMA (Please refer to pg. 9 of the Supplemental Diagrams)	309 EXCEPTION
		,	
PARKING & LOADING ENTRANCES	NO MORE THAN 1/3 OF THE WIDTH OR 20 FEET, WHICHEVER IS LESS, OF	ON HOWARD ST., 35'-8" AND ON NATOMA ST. 64'-6"	VARIANCE
(§145(c))	ANY GIVEN STREET FRONTAGE SHALL BE DEVOTED TO PARKING AND LOADING INGRESS AND EGRESS	P(Please reter to pg. 9 ot the Supplemental Diagrams)	

STREET FRONTAGES (§145.1)	ACTIVE USES SHALL BE PROVIDED WITHIN 25 FEET OF THE BUILDING DEPTH ON THE GROUND FLOOR. BUILDING LOBBIES ARE CONSIDERED ACTIVE USES SO LONG AS THEY DON'T EXCEED 40 FEET OR 25% OF THE BUILDING FRONTAGE	EXCEED LOBBY MAXIMUM FRONTAGE WIDTH ON HOWARD (Please refer to pg. 10 of the Supplemental Diagrams)	VARIANCE
GARAGE AND LOADING ACCESS (§155(r))		LOADING IS COVERED AND SCREENED FROM PUBLIC VIEW, BUT NOT ENCLOSED DUE TO ANGLE OF ENTRY AND TURNTABLE	VARIANCE

PLANNING CODE EXCEPTIONS

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ADDITIONAL DESIGN



Parcel F Tower

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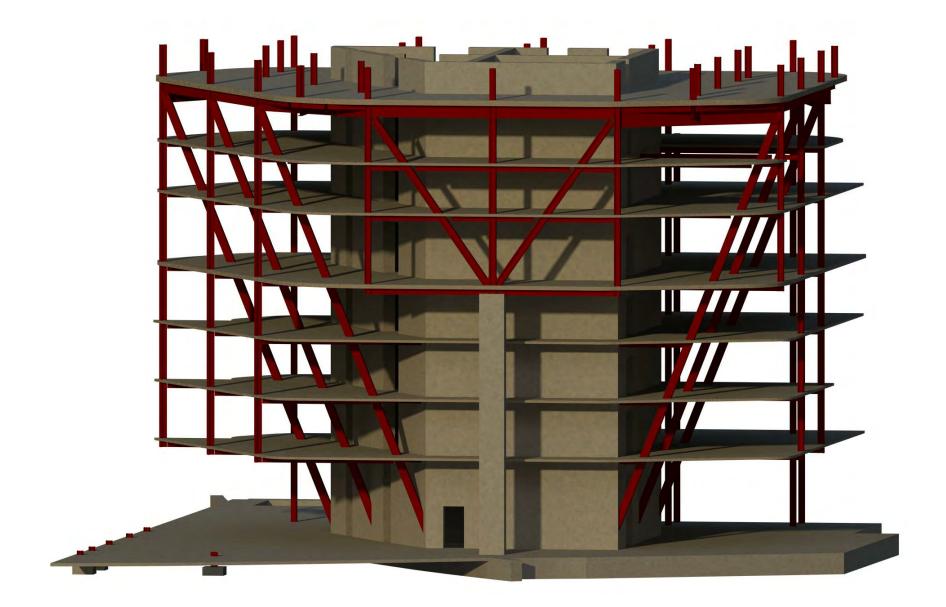
STRUCTURAL SYSTEM MAGNUSSON KLEMENCIC ASSOCIATES

Transbay Parcel F will be approximately 800 feet tall, with a vertical mixed stack of public amenity, retail, hotel, office, and residential programs. The structural design will be performed in accordance with the 2013 San Francisco Building Code, including the San Francisco Department of Building Inspection Administrative Bulletin AB083, utilizing a non-prescriptive seismic design with a ductile shear wall core.

The tower columns and core walls will be founded on large diameter drilled shafts into the Franciscan Bedrock. Beneath the core, a thick mat foundation will distribute the wall loads to the drilled shafts and minimize differential settlement. Beyond the core, a thinner mat will resist hydrostatic uplift forces.

The below grade structure will consist of concrete flat plate slabs and concrete walls and columns. Through the podium, hotel and office levels, the structural floor framing system will consist of structural steel beams and columns with concrete on metal deck. In the residential levels, the structural system will consist of concrete post-tensioned flat slabs and concrete columns.

The most unique aspect of the structure is the column transfer condition at the base of the tower. With the northern and western portions of the tower being over the TJPA easements at and below grade, the structural columns will be sloped back to the core over 8 levels equally on opposing sides of the building. This equal and opposite column sloping with allow for balance of the structure minimizing the horizontal force on the core.



BUILDING INFORMATION MODEL OF BASE TRANSFER

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SUSTAINABILITY HKS ARCHITECTS

TRANSIT ORIENTED DEVELOPMENT

The project is a Transit Oriented Development (TOD) in downtown San Francisco, adjacent to the Salesforce Transit Center, a multi-model transportation hub. The site is very walkable and bikable as well.

HIGH PERFORMANCE FACADE

The project will optimize energy performance through a high performance facade with integrated solar shading.

STORMWATER AND RAINWATER HARVESTING

The project will utilize alternate sources of water from stormwater and rainwater for flushing and landscape irrigation to reduce the water use in the building.

CONSTRUCTION WASTE MANAGEMENT

The project will divert more than 75% of the construction waste from landfills through recycling or reuse.

SUSTAINABLE MATERIALS

The project will utilize sustainable building materials such as responsibly sourced building materials, materials with recycled content and low (VOC) contents.

DAYLIGHT AND VIEWS

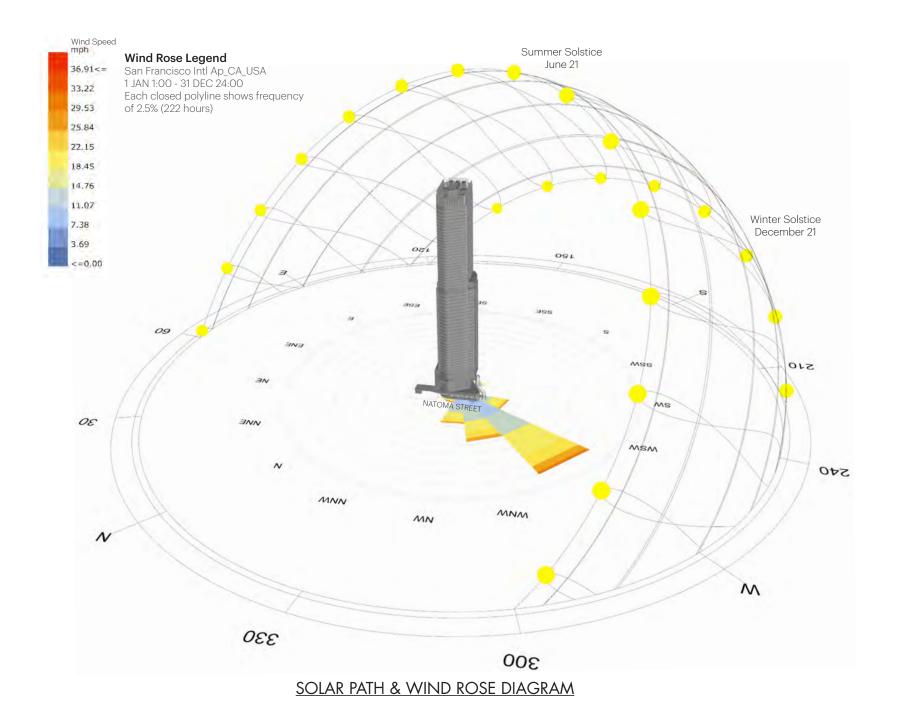
The building will provide natural daylight and quality views to its occupants.

ELECTRIC VEHICLE CHARGING AND PARKING

The project will be equipped with electric vehicle charging stations and preferred parking spaces for clean air/van pool/ electric vehicles.

INNOVATION

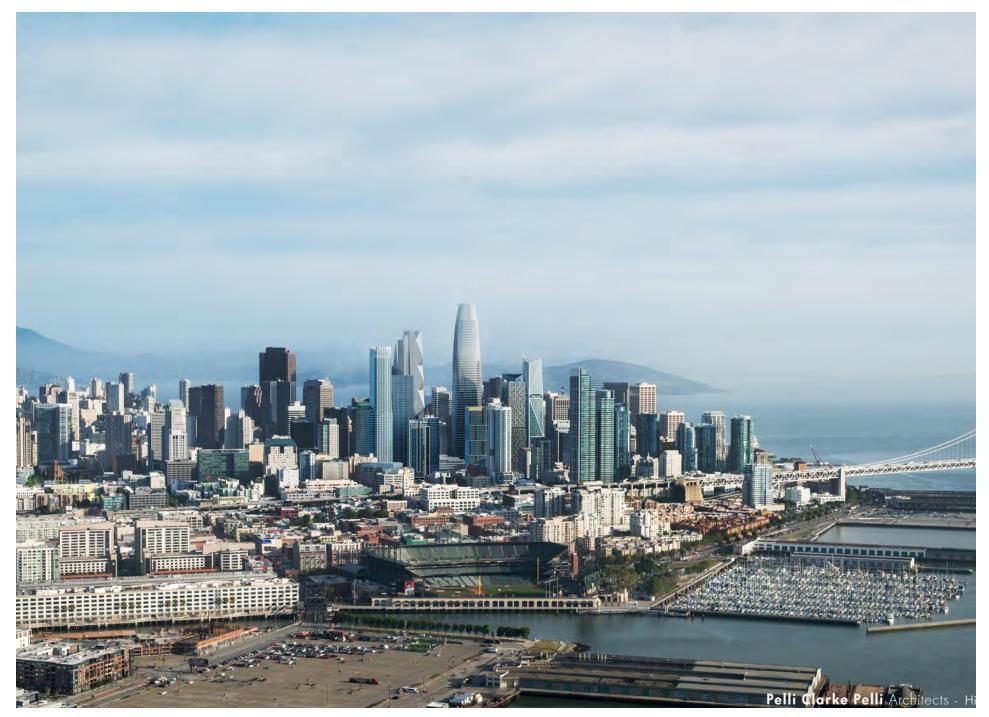
The project will include unique and innovative approaches to sustainability catered to respond to the local environment where it is located.







FROM DOLORES PARK

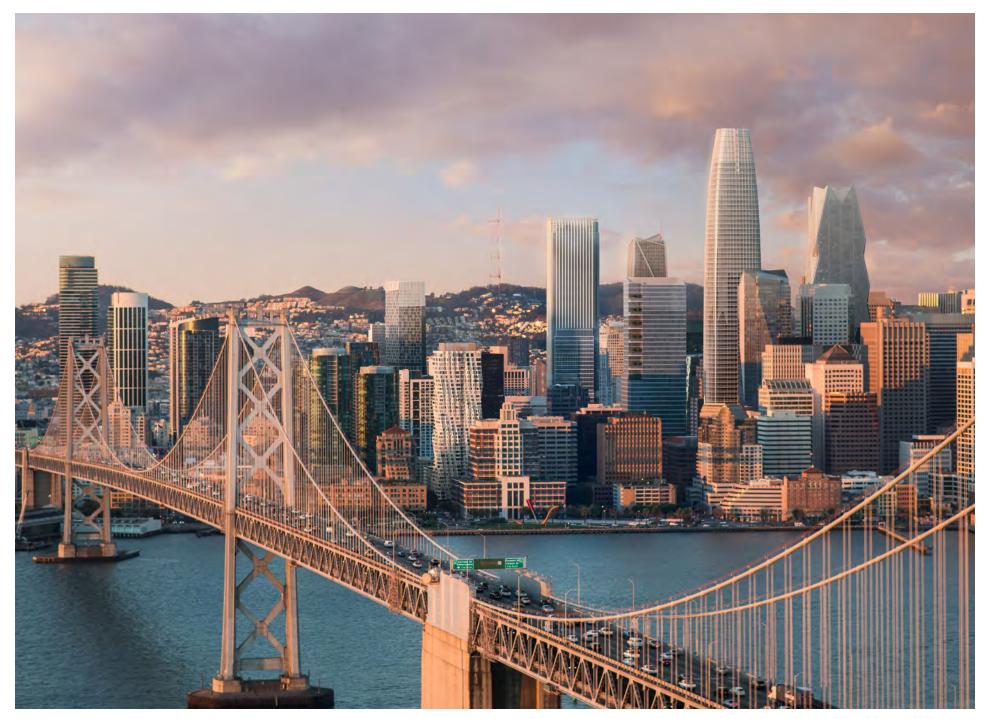


FROM MISSION BAY





AERIAL VIEW OF DOWNTOWN - FACING WEST



FROM TREASURE ISLAND

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PROJECT RENDERINGS

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PROJECT RENDERINGS

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AERIAL VIEW FROM TRANSBAY PARKIILSURAS SOURI VIE 35 1 r 200

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Parcel F Tower

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PROJECT RENDERINGS



VIEW FROM HOWARD AND 2ND STREET - 10

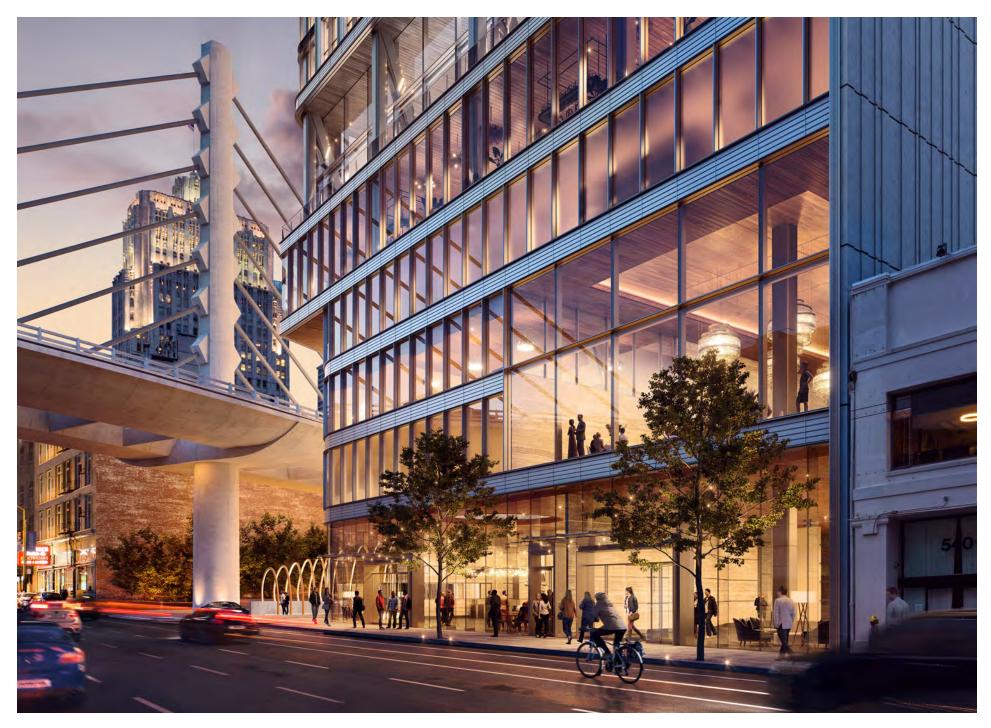
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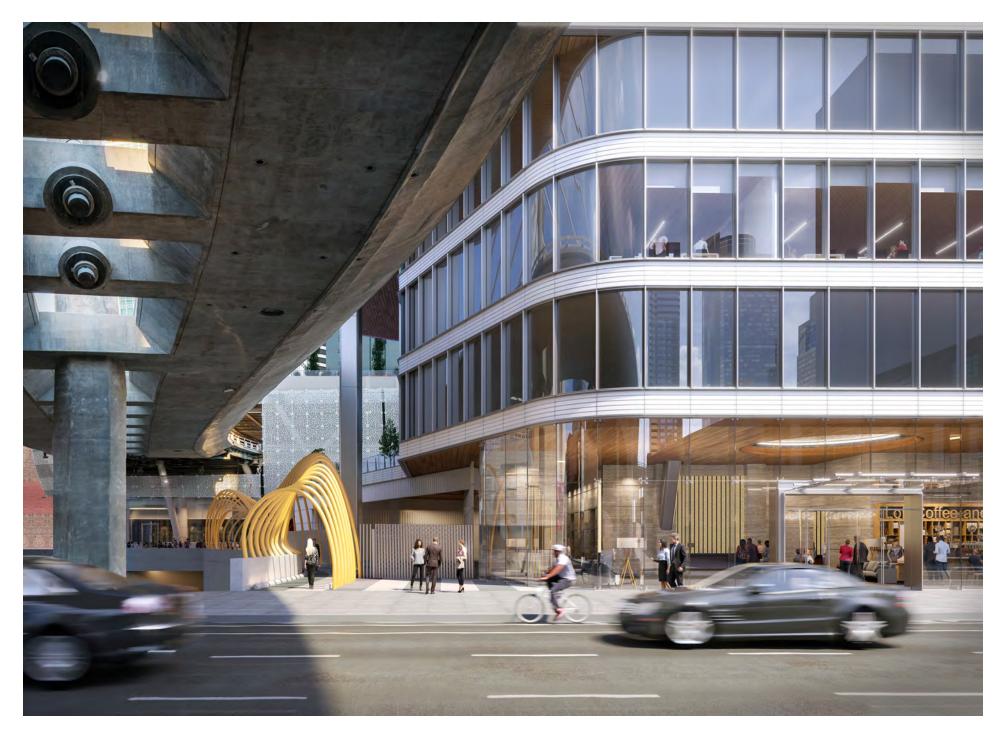
HOWARD STREET LOOKING WEST



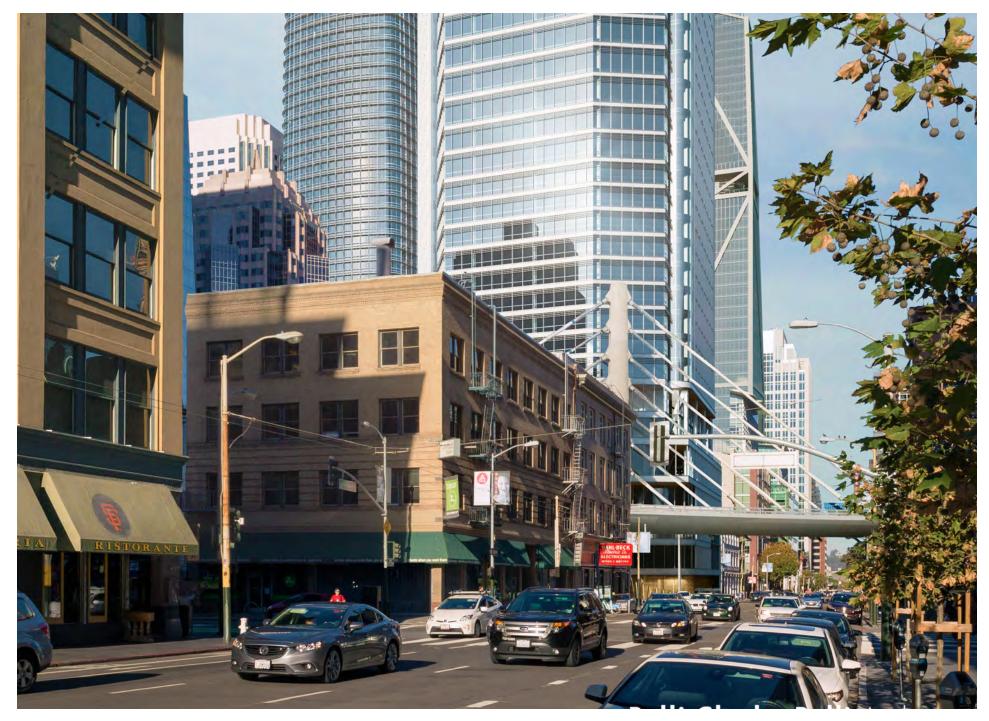
HOWARD STREET LOOKING EAST

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 PROJECT RENDERINGS

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HOWARD STREET LOOKING NORTH



HOWARD STREET LOOKING EAST





NATOMA STREET LOOKING SOUTH/EAST



NATOMA STREET LOOKING SOUTH/EAST

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NATOMA STREET LOOKING SOUTH/EAST



NATOMA STREET LOOKING SOUTH





NATOMA STREET LOOKING WEST



VIEW OF BRIDGE CONNECTION AT PARK LEVEL

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<u>TOWER</u>



THE BODY OF THE TOWER WILL BE CLADDED ON A HIGH PERFORMANCE CLEAR GLASS WITH SLIGHTLY REFLECTIVE COATING

VERTICAL PIERS WITH WARM WHITE MAT FINISH PANELS

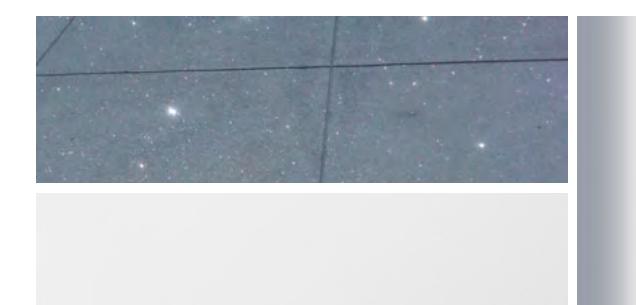
GRAY METAL TRIMS & SUNSHADES WITH A SATIN METALLIC FINISH.

THE MATERIAL SELECTION MAY DEVELOP TO REFLECT BEST PRACTICES AND COST.

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HOWARD STREET



A COMFORTABLE PEDESTRIAN EXPERIENCE AT GROUND LEVEL IS PROVIDED BY A HIGH PERFORMANCE CLEAR GLASS.

VERTICAL PIERS AND HORIZONTAL BANDS WITH WARM WHITE MAT FINISH PANELS.

GRAY METAL TRIMS & SUNSHADES WITH A SATIN METALLIC FINISH.

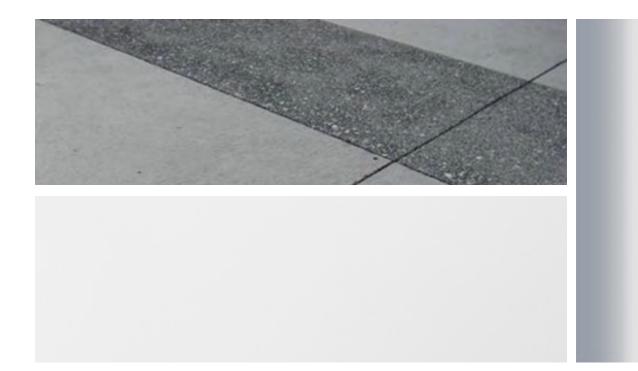
SIDEWALK TO FOLLOW GUIDANCE ESTABLISHED BY CITY STANDARDS.

NOTE: THE MATERIAL SELECTION MAY DEVELOP TO REFLECT BEST PRACTICES AND COST.

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NATOMA STREET



A COMFORTABLE PEDESTRIAN EXPERIENCE AT GROUND LEVEL IS PROVIDED BY A HIGH PERFORMANCE CLEAR GLASS.

VERTICAL PIERS AND HORIZONTAL BANDS WITH WARM WHITE MATTE FINISH PANELS.

METAL TRIMS & SUNSHADES ON GRAY SATIN FINISH METAL.

SIDEWALK TO FOLLOW GUIDANCE ESTABLISHED BY TJPA, WITH SANDBLASTED CONCRETE BANDING.

NOTE: THE MATERIAL SELECTION MAY DEVELOP TO REFLECT BEST PRACTICES AND COST.

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Parcel F Tower

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NEW HAVEN NEW YORK SAN FRANCISCO SHANGHAI TOKYO



Parcel F Tower

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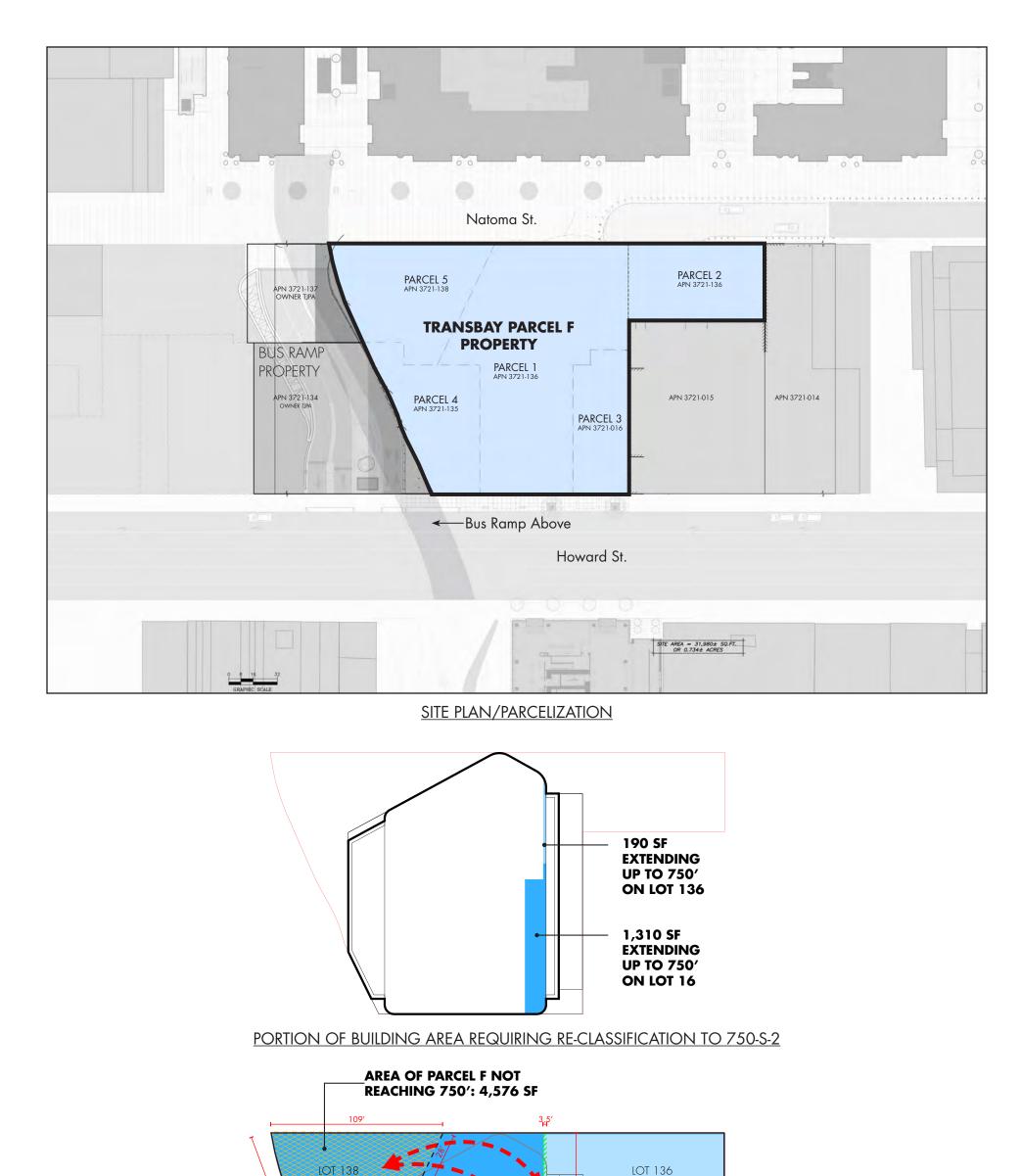
Pelli Clarke Pelli Architects pcparch.com

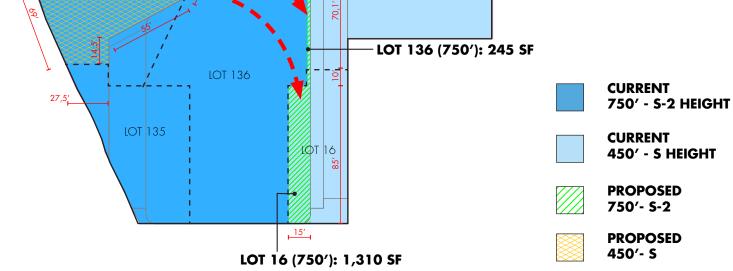
NEW HAVEN NEW YORK SAN FRANCISCO SHANGHAI TOKYO

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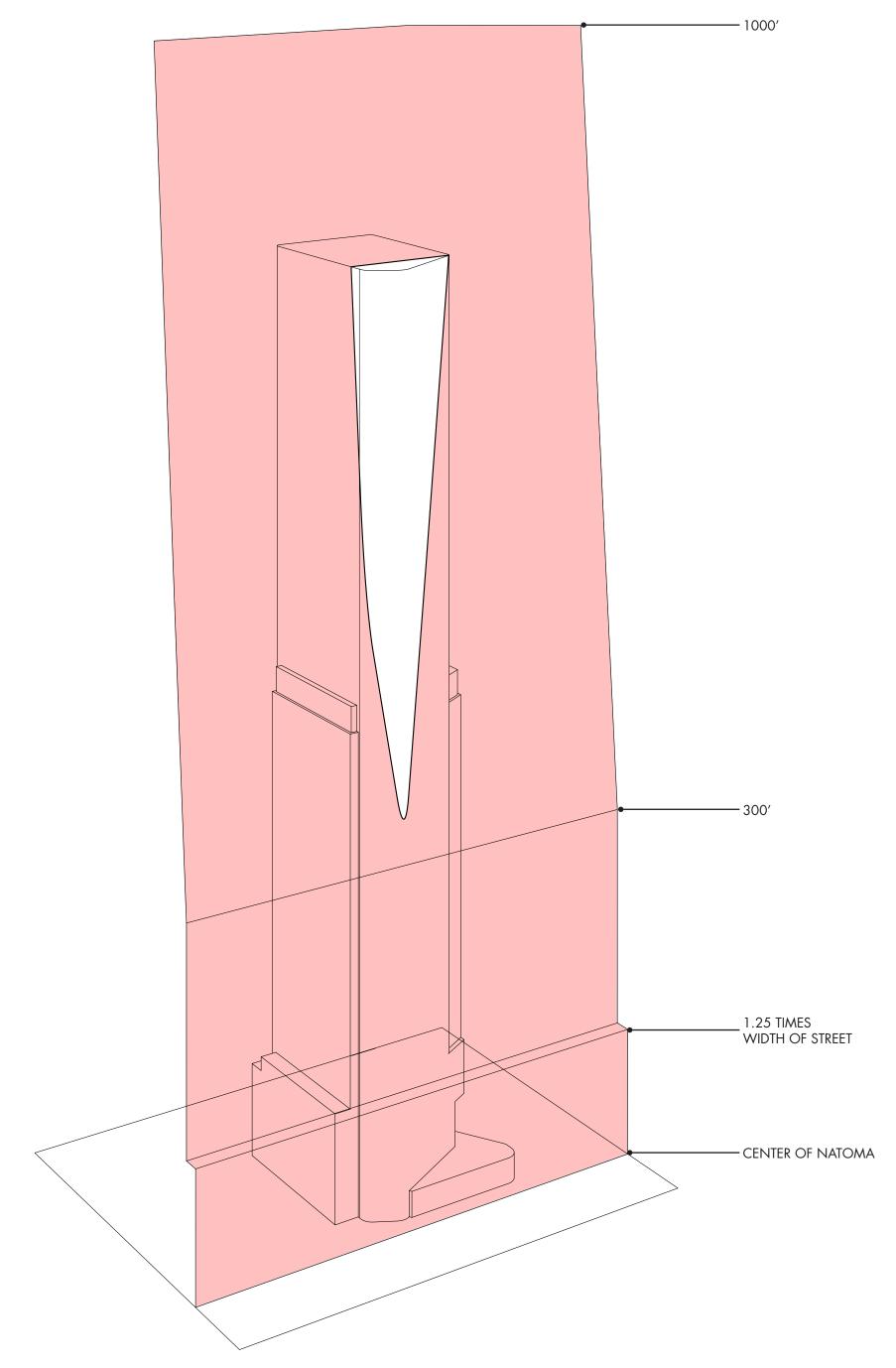
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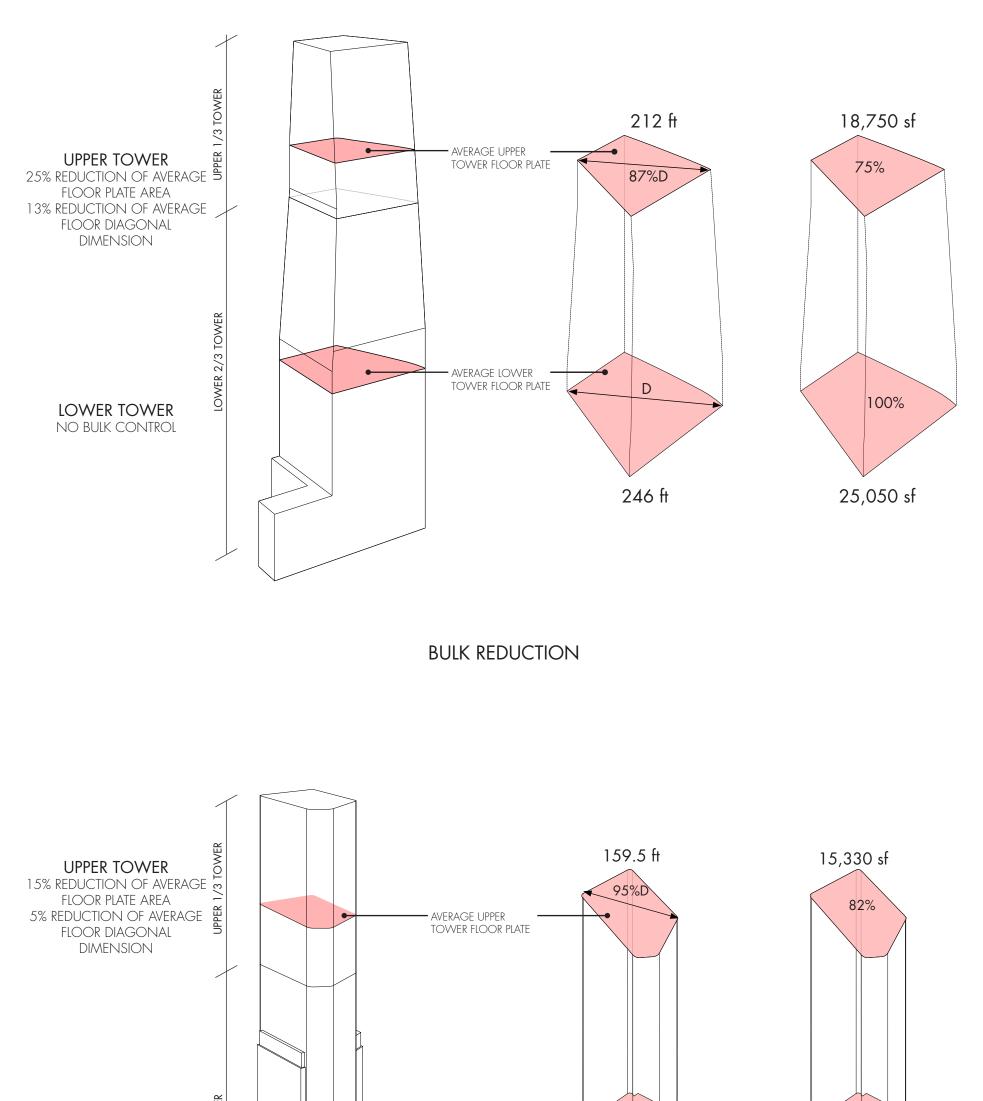
LOT 16 / LOT 136 HEIGHT/BULK DISTRICT SWAP

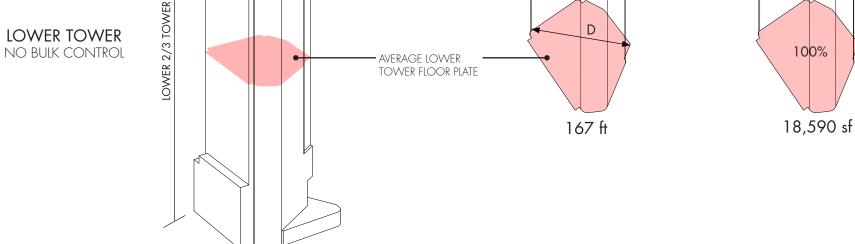
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NATOMA SETBACK

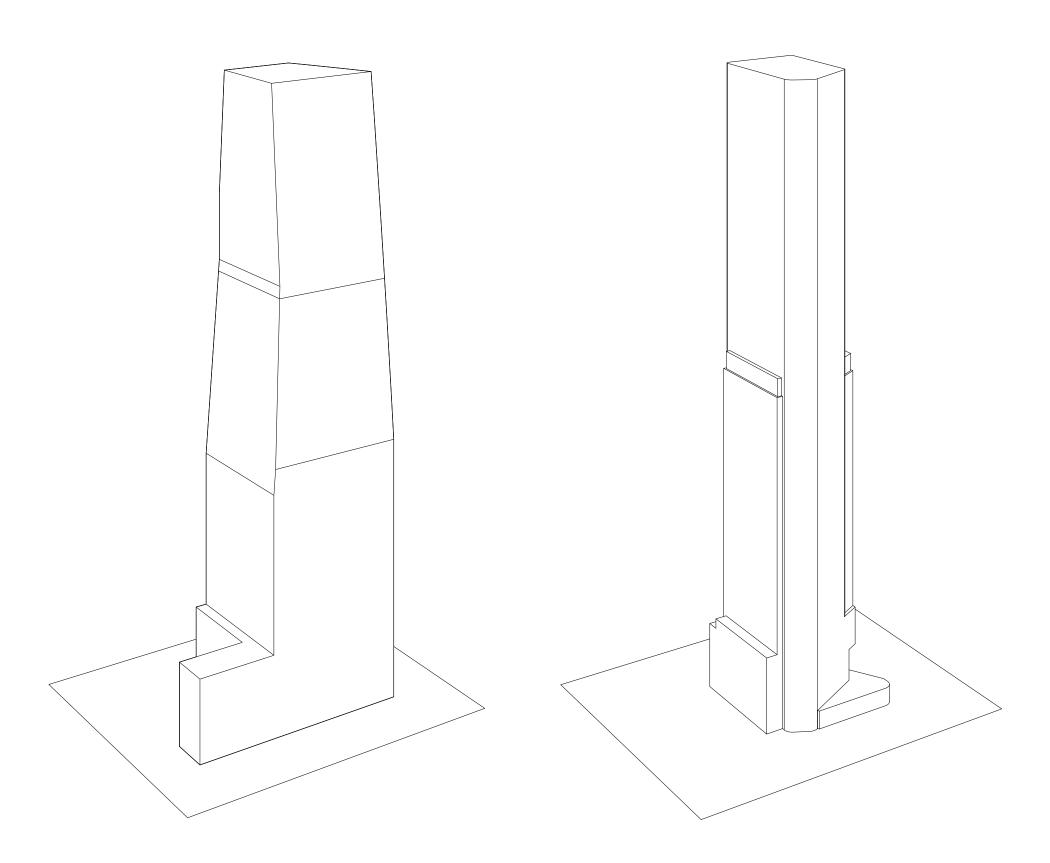
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PROPOSED BULK REDUCTION

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VOLUME WITH STRICT ADHERENCE TO SETBACKS AND BULK LIMITS

PROPOSED DESIGN

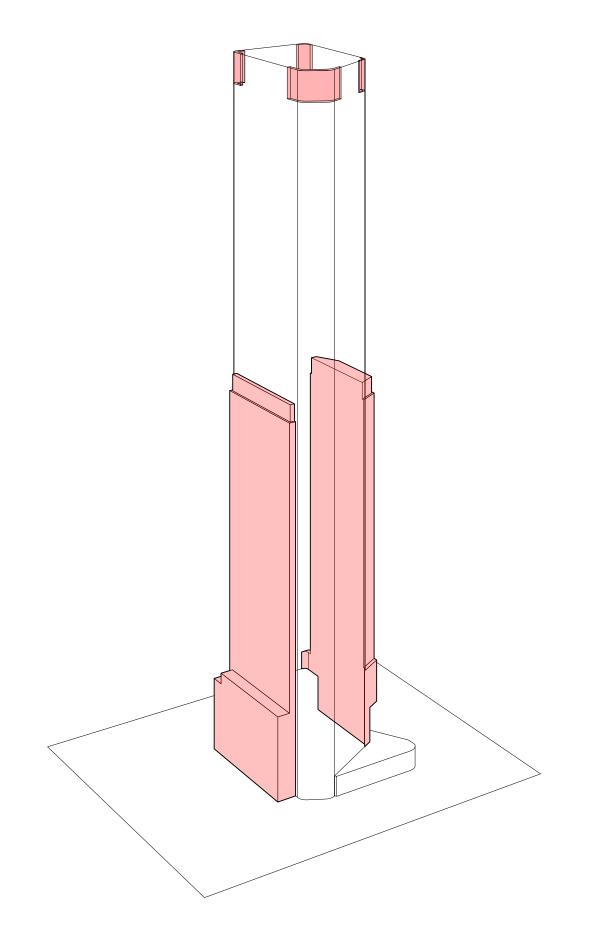
COMPLIANCE WITH SECTION 272.1 CRITERIA

ACHIEVEMENT OF A DISTINCTLY BETTER DESIGN, IN BOTH A PUBLIC AND A PRIVATE SENSE, THAN WOULD BE POSSIBLE WITH STRICT ADHERENCE TO THE BULK LIMITS, AVOID-ING AN UNNECESSARY PRESCRIPTION OF BUILDING FORM WHILE CARRYING OUT THE INTENT OF THE BULK LIMITS AND THE PRINCIPLES AND POLICIES OF THE MASTER PLAN;

COMPLIANCE WITH SECTION 272.4D CRITERIA

COMPENSATION FOR THOSE PORTIONS OF BUILDING, STRUCTURE OR DEVELOP-MENT THAT MAY EXCEED THE BULK LIMITS BY CORRESPONDING REDUCTION OF OTHER PORTIONS BELOW THE MAXIMUM BULK PERMITTED

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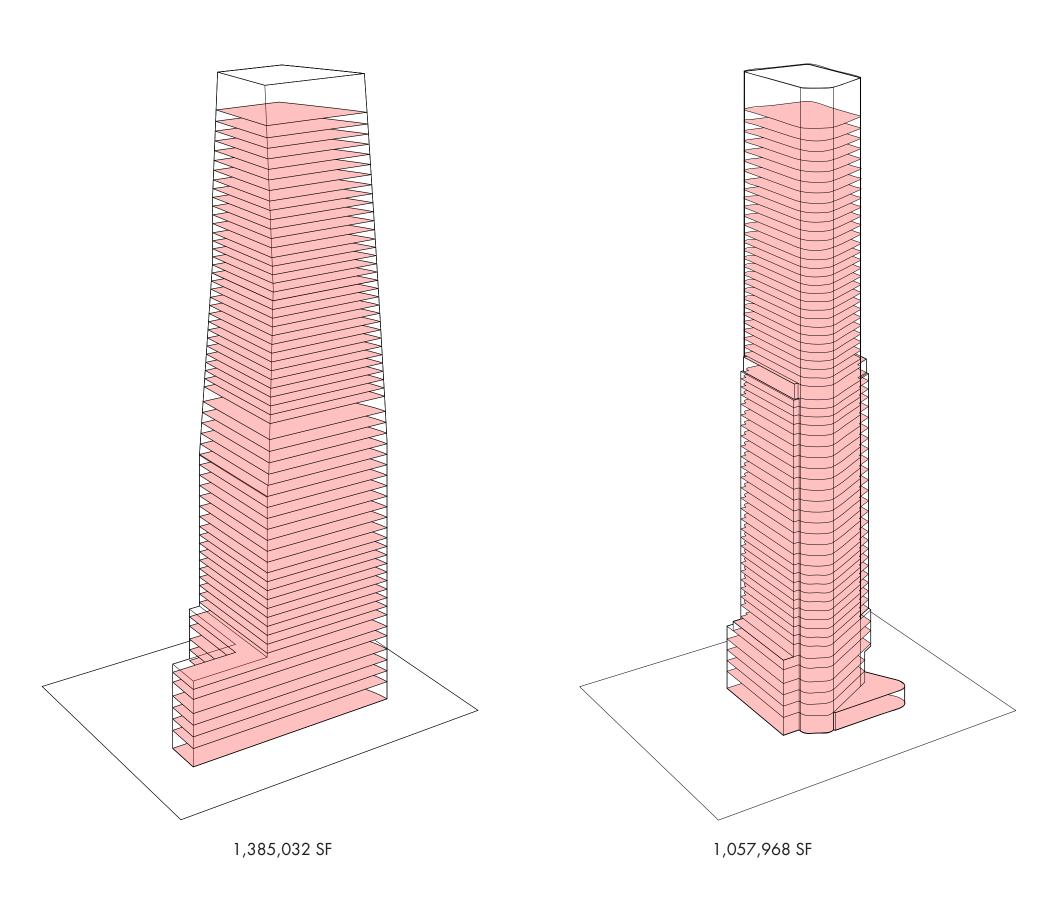
COMPLIANCE WITH SECTION 272.4A CRITERIA

MAJOR VARIATIONS IN THE PLANES OF WALL SURFACES, IN EITHER DEPTH OR DIRECTION, THAT SIGNIFICANTLY ALTER THE MASS.

COMPLIANCE WITH SECTION 272.4B CRITERIA

SIGNIFICANT DIFFERENCES IN THE HEIGHTS OF VARIOUS PORTIONS OF THE BUILDING, STRUCTURE OR DEVELOPMENT THAT DIVIDE THE MASS INTO DISTINCT ELEMENTS.

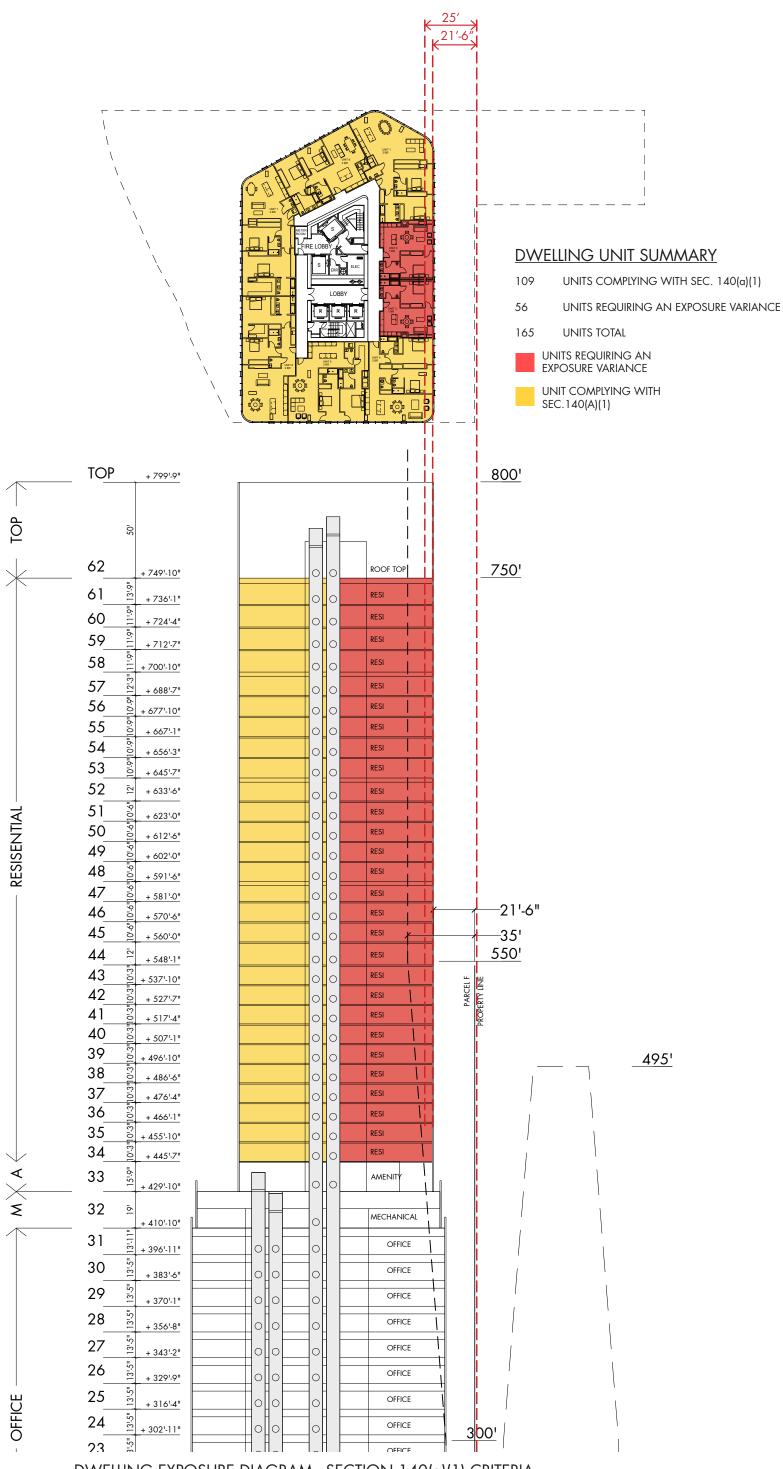
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COMPLIANCE WITH SECTION 272.6 CRITERIA

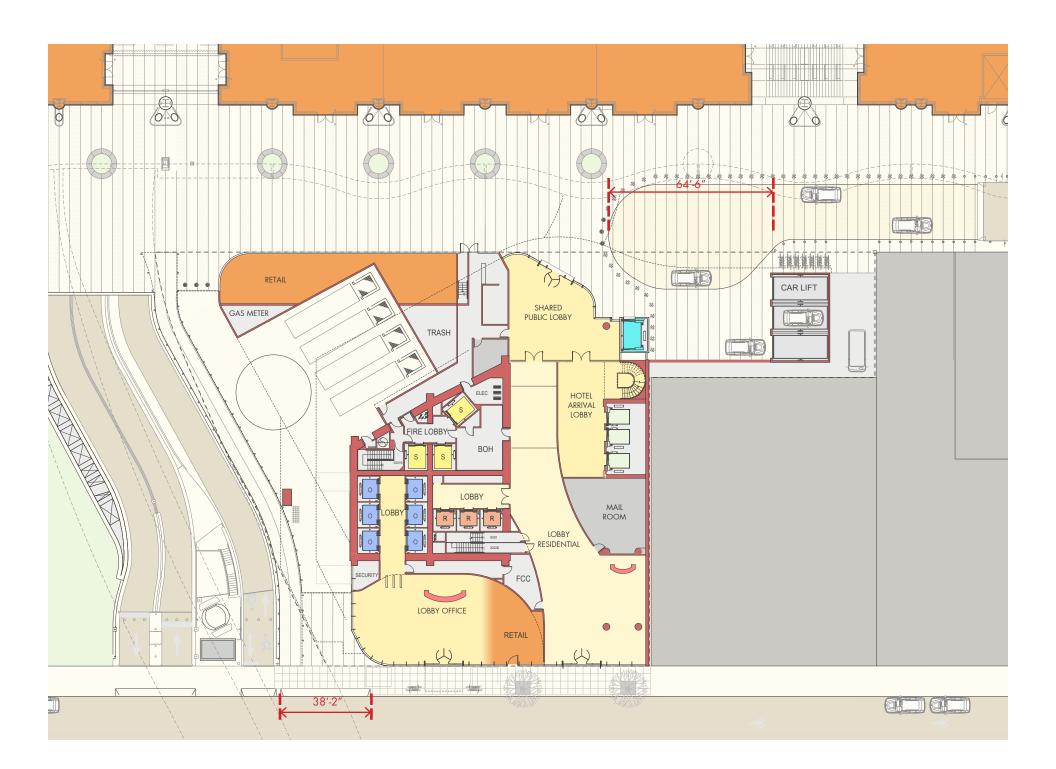
EXCEPTIONS TO BULK LIMITS SHALL NOT RESULT IN A BUILDING OF GREATER TOTAL GROSS FLOOR AREA THAN WOULD BE PERMITTED IF THE BULK LIMITS WERE MET.

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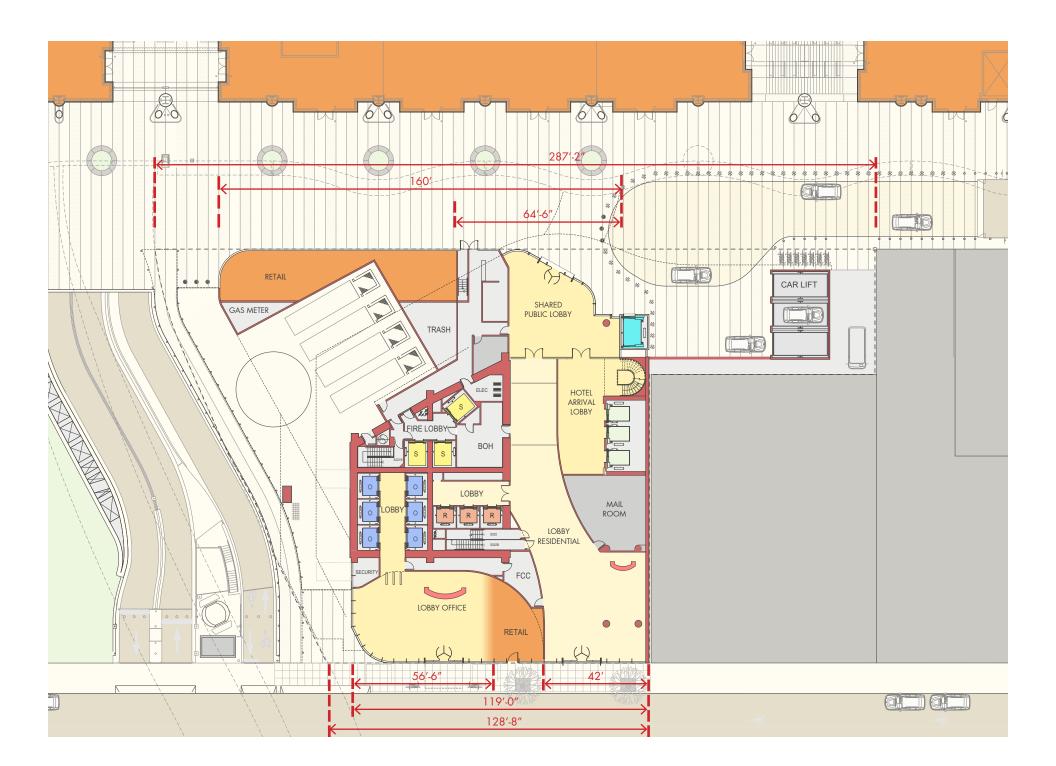
DWELLING EXPOSURE DIAGRAM - SECTION 140(a)(1) CRITERIA

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PARKING / LOADING ENTRANCES - SECTION 145 CRITERIA

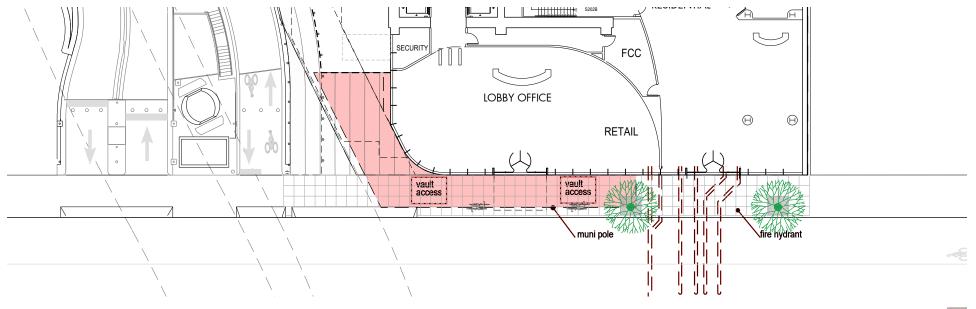
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ACTIVE FRONTAGE DIAGRAM - SECTION 145.1 CRITERIA

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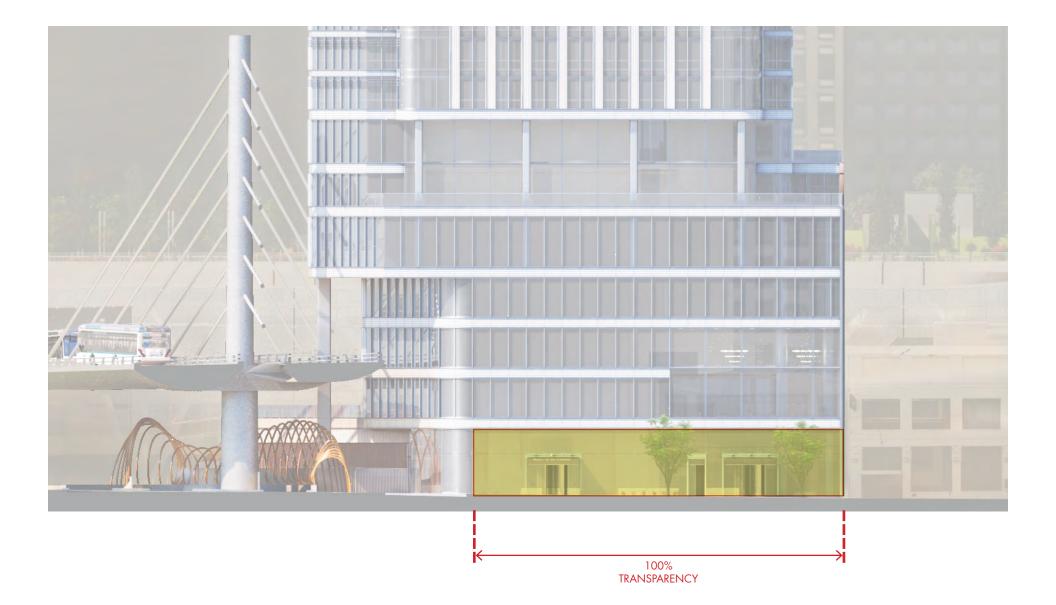
PG&E VAULT BELOW

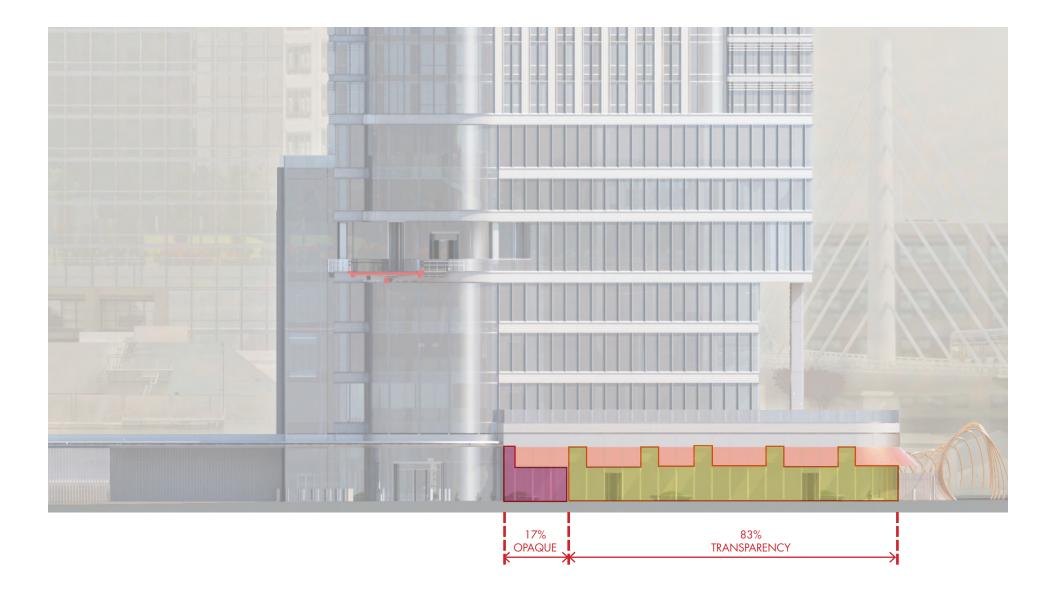
- STORM/SEWER, PG&E VAULT & INCOMING UTILITIES LIMIT THE POSSIBILITY OF PLANTING NEW TREES ALONG HOWARD ST.

- PROPOSED TREE LOCATION SUBJECT TO COORDINATION WITH SF PUBLIC WORKS, TJPA AND UTILITY COMPANIES

BETTER STREET PLAN - SECTION 138.1(c)(2) CRITERIA

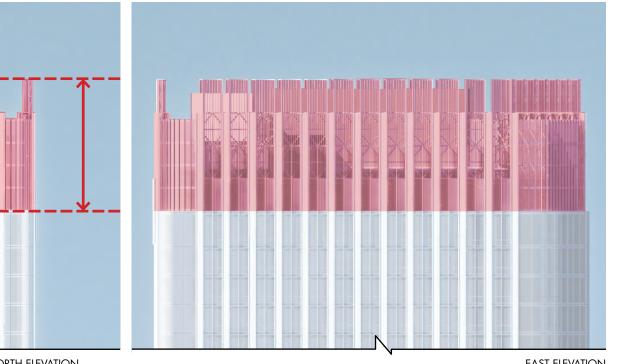
Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	BETTER STREET PLAN
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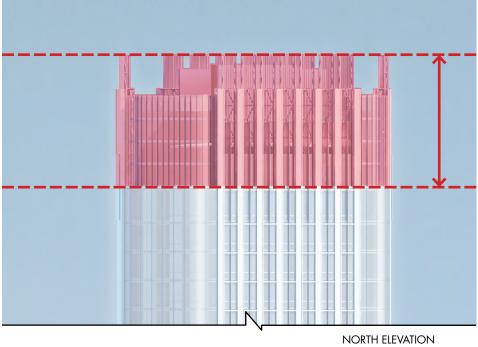




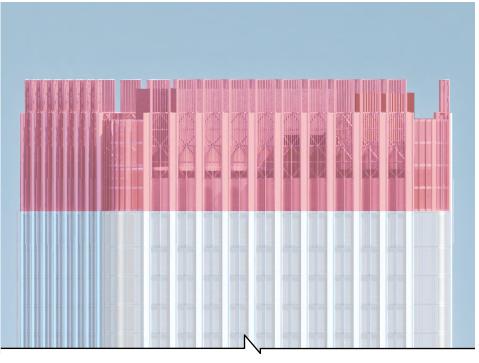
TRANSPARENCY AND FENESTRATION DIAGRAM - SECTION 145.1(c)(6) CRITERIA

Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	TRANSPARENCY AND FENESTRATION
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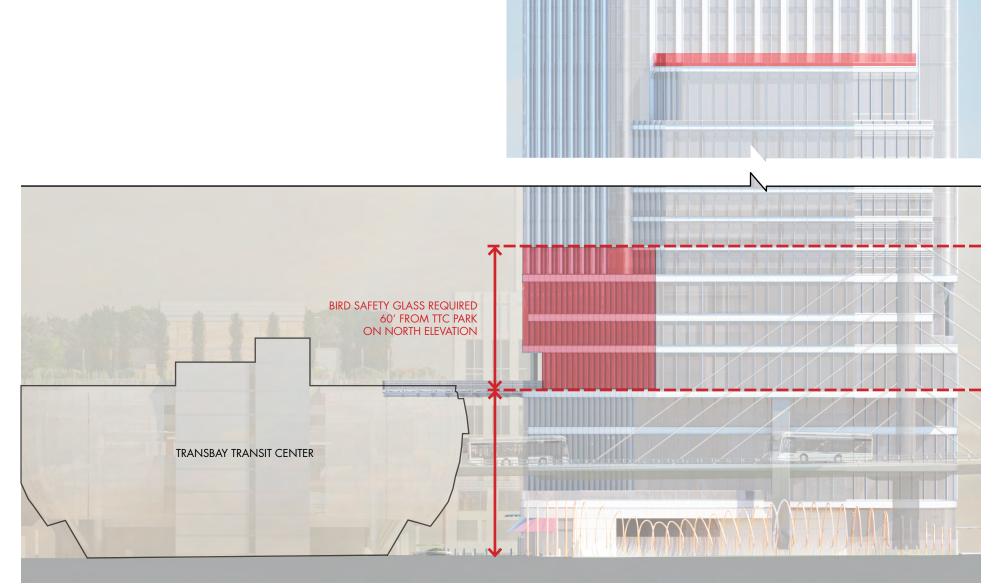








BIRD SAFETY GLASS REQUIRED AT THE BUILDING'S CROWNON ALL FOUR ELEVATIONS

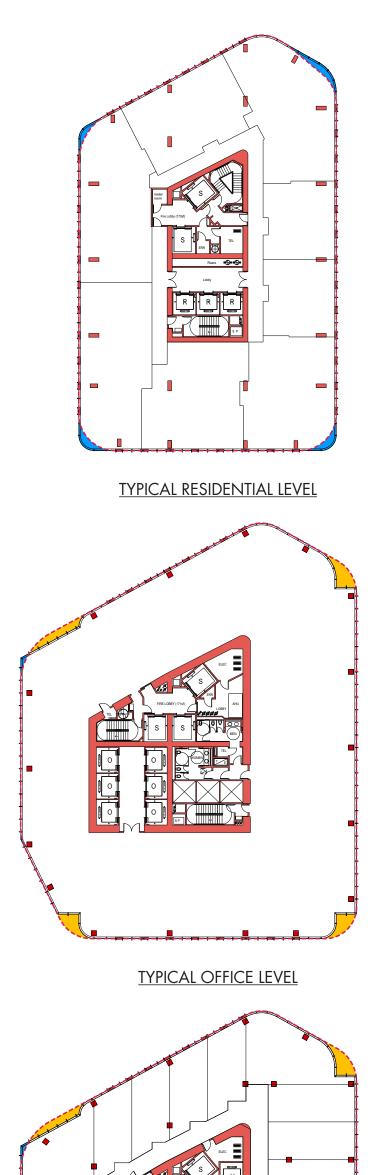


WEST ELEVATION

BIRD SAFETY GLAZING WILL BE PROVIDED ON ALL FEATURE RELATED HAZARDS NOT YET DETERMINED - PER SECTION 139 OF PLANNING CODE.

COMPLIANCE WITH SECTION 139 CRITERIA

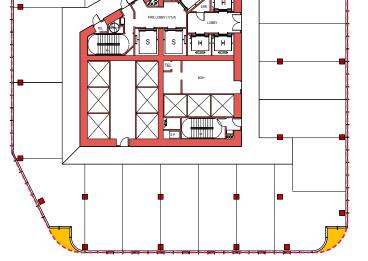
Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	BIRD-SAFE BUILDING
ø Pelli Clarke Pelli Architects	542-550 Howard Street, San Francisco, CA.	Hines & Urban Pacific Pelli Clarke Pelli Architects Page 13



PREVIOUS FLOOR PLATE: 15,000 SF REVISED FLOOR PLATE: 15,305 SF 305 SF ADDITION PER FLOOR PLATE

PREVIOUS FLOOR PLATE: 18,750 SF REVISED FLOOR PLATE: 18,590 SF 160 SF LOSS PER FLOOR PLATE

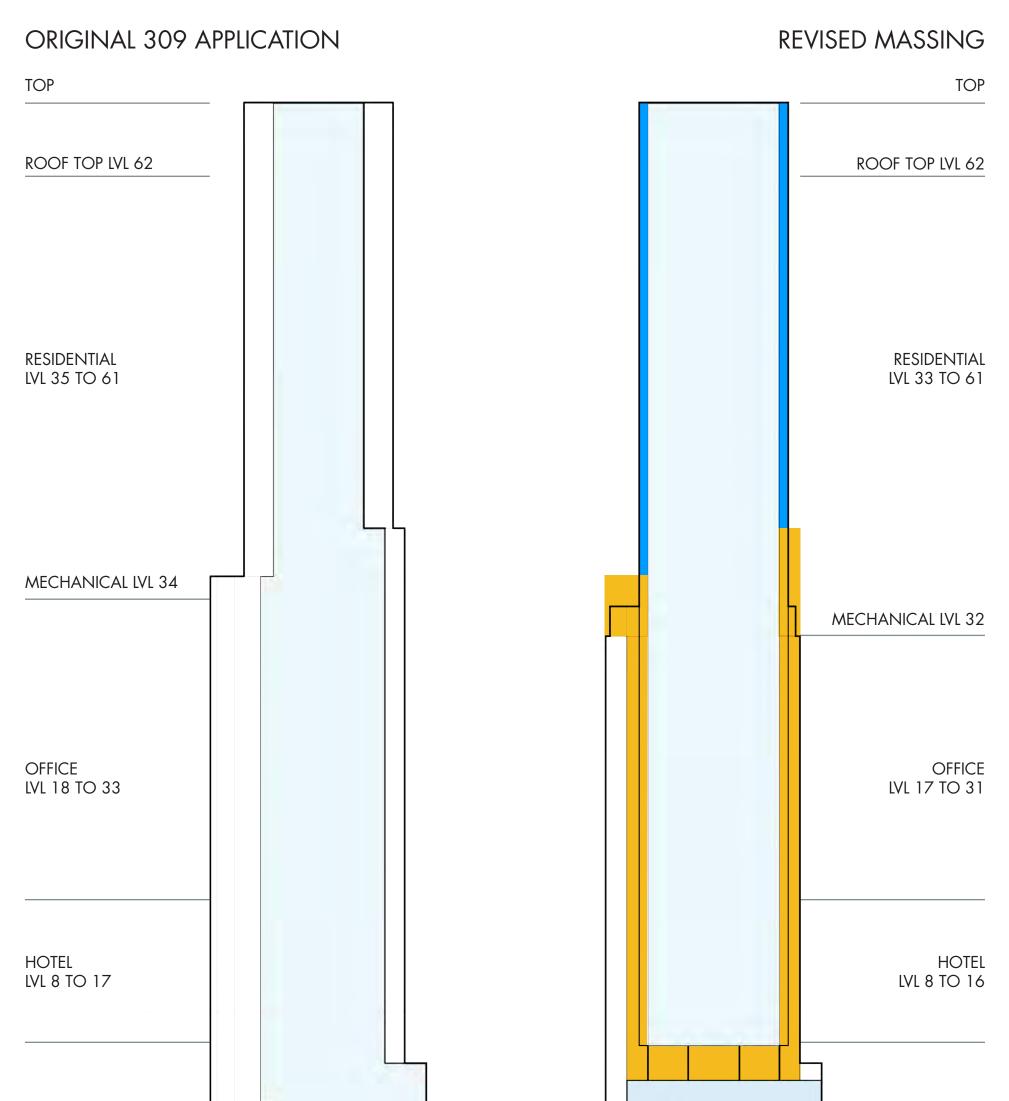
PREVIOUS FLOOR PLATE:18,750 SF REVISED FLOOR PLATE:18,590 SF 160 SF LOSS PER FLOOR PLATE





TYPICAL HOTEL LEVEL

Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	RESIDENTIAL FLOOR PLAN
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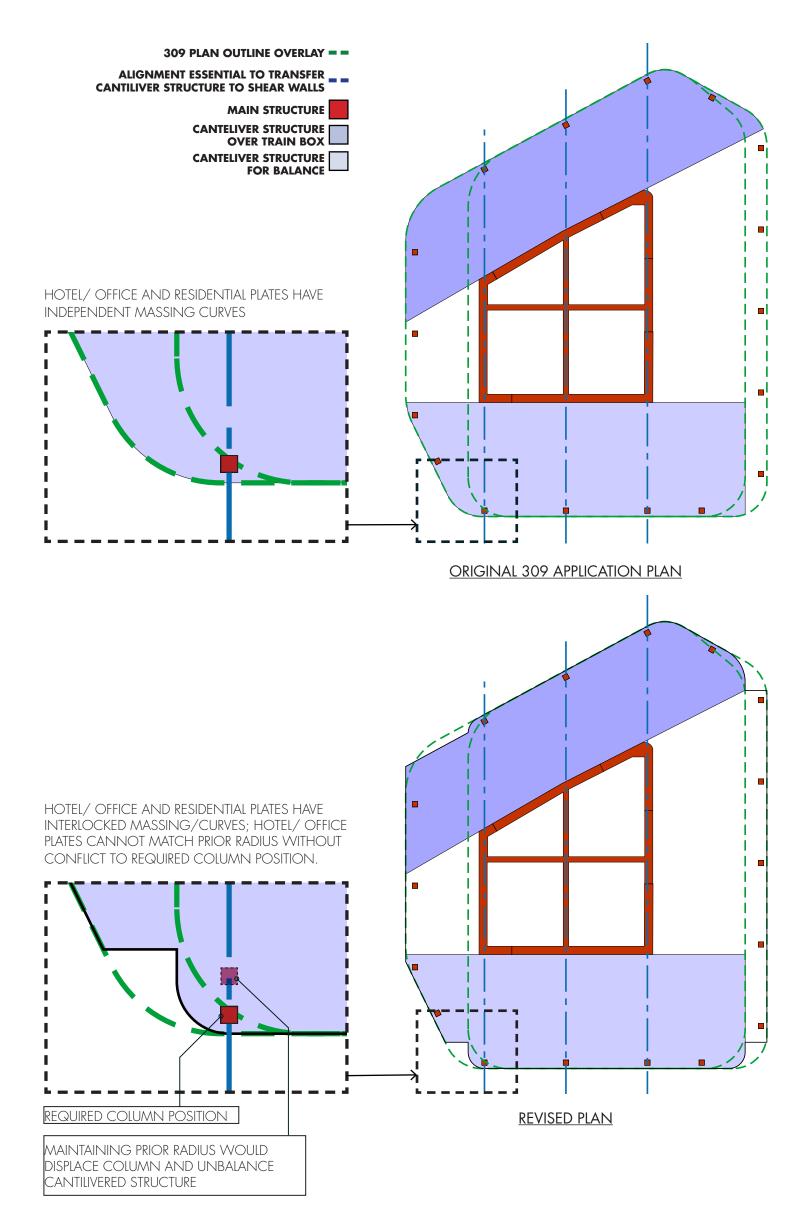


ORIGINAL 309 APPLICATION TOTAL AREA: 1,066,721sf REVISED MASSING TOTAL AREA: 1,057,968 sf

> AREA GAINED PER MASSING REVISION

NET AREA LOSS: 8.753 SF

Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	RESIDENTIAL FLOOR PLAN
© Pelli Clarke Pelli Architects	542-550 Howard Street, San Francisco, CA.	Hines & Urban Pacific Pelli Clarke Pelli Architects



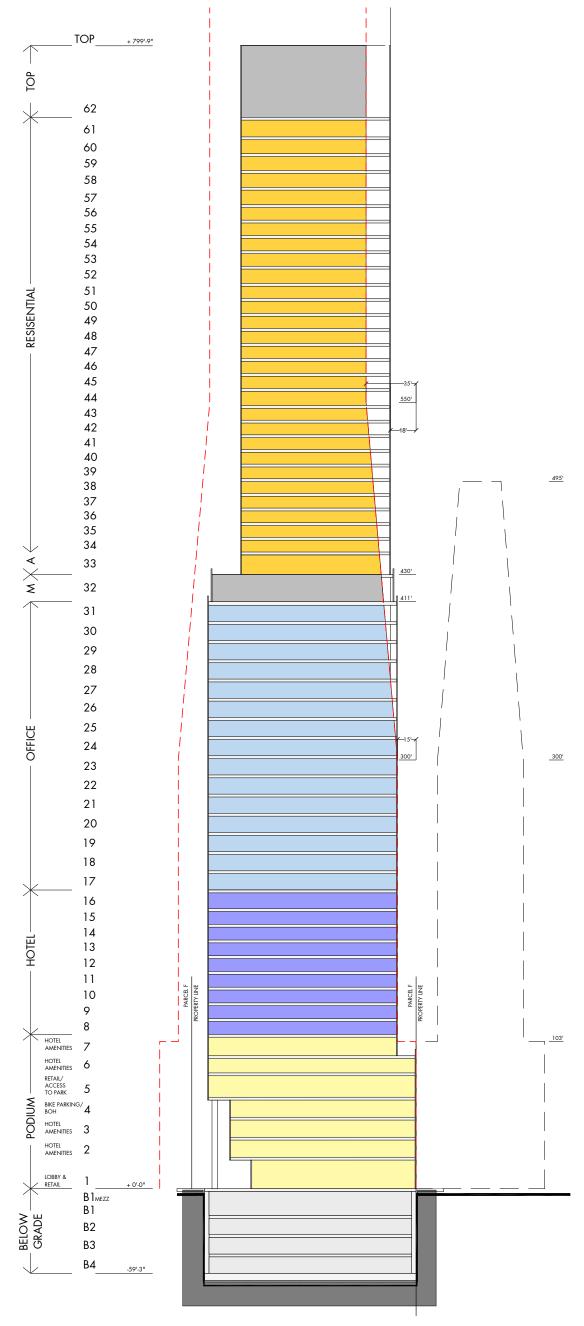
CONFLICT BETWEEN PREVIOUS CORNER RADIUS AND STRUCTURE

THE SPONSOR'S REQUEST FOR AN EXCEPTION TO THE 15,000 SF FLOOR PLATE AREA LIMITATION IS CENTERED AROUND 1) CRITICAL STRUCTURAL REQUIRE-MENTS AND 2) AREA-NEUTRAL/NEGATIVE DESIGN CONSIDERATIONS DEVELOPED IN CLOSE COLLABORATION WITH UDAT STAFF.

PARCEL F'S UNIQUELY CONSTRAINED SITE DRIVES A COMPLEX AND SOPHISTICATED STRUCTURAL SYSTEM. IN PARTICULAR, THE NEED TO 1) PRECISELY PLACE REQUIRED STRUCTURAL ELEMENTS, AS WELL AS 2) BALANCE FLOOR PLATE AREAS AROUND THE CORE TO SUPPORT THE DESIGN'S SIGNIFICANT CANTILE-VER, PROVIDE VERY LIMITED FLEXIBILITY TO ALTER THE STRUCTURAL SYSTEM IN RESPONSE TO DESIGN CRITERIA. FOR THE RESIDENTIAL FLOORS, THE ABILITY TO SHRINK THE PLATES BY MOVING EXTERIOR WALLS INDEPENDENTLY OR IN CONJUNCTION, OR BY ADJUSTING THE RADIUS OF THE CORNERS, CAUSES IMMEDIATE CONFLICTS WITH THE PROJECT'S OVERALL STRUCTURE. THE DIAGRAM ABOVE ILLUSTRATES THIS CONFLICT AS PERTAINS TO THE ABILITY OF STRUCTURAL ELEMENTS IN THE LOWER FLOORS TO SUPPORT THE RESIDENTIAL PLATE CORNERS ABOVE.

THE PROJECT'S MAJOR DESIGN FEATURES, DEVELOPED IN CONJUNCTION WITH UDAT STAFF, ALSO LIMIT THE ABILITY TO ADJUST FLOOR PLATE DIMEN-SIONS. SPECIFICALLY, THE DESIGN'S ICONIC VERTICALITY INTERLOCKS THE RESIDENTIAL PLATE (AND ITS MAJOR DIMENSIONS) WITH THE FLOOR PLATES BELOW, PRECLUDING INDEPENDENT ADJUSTMENT. THE TIGHT RADIUSING OF THE CORNERS FEATURED IN THE DESIGN (AND SHARED WITH THE COMMER-CIAL PLATES BELOW) ALSO PRECLUDES FURTHER CONCESSIONS IN AREA DUE TO LIMITATIONS IN CURTAIN WALL FABRICATION/CONSTRUCTABILITY. COM-PROMISING THESE ELEMENTS IS INCONSISTENT WITH THE COLLABORATIVE DESIGN VISION ESTABLISHED WITH STAFF, AND DISCOUNTS THE PRAGMATIC RATIONALE FOR THE PURSUIT OF THIS EXCEPTION.

Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	RESIDENTIAL FLOOR PLAN
© Pelli Clarke Pelli Architects	542-550 Howard Street, San Francisco, CA.	Hines & Urban Pacific Pelli Clarke Pelli Architects Page 16

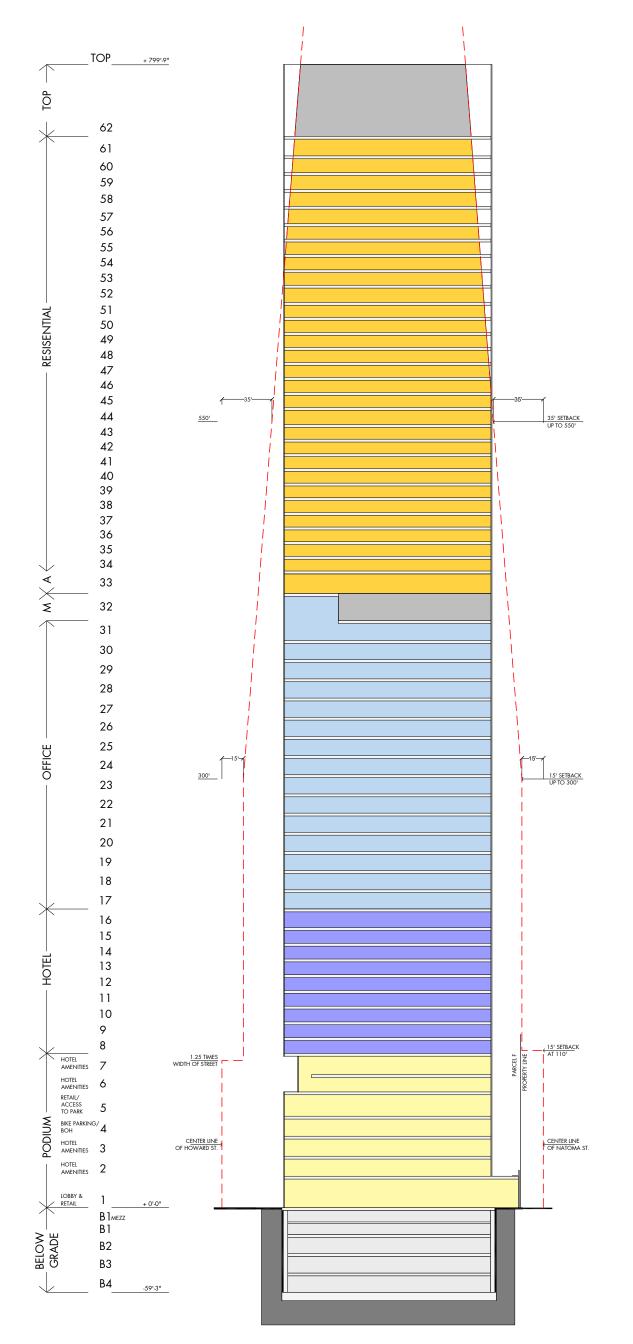


INTERIOR SETBACK

PER PAGE 7/ SECTION 272.6, TOTAL AREA REDUCTION RELATIVE TO PRESCRIBED BULK ENVELOPE IS 327,064 SF



Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	SETBACK DIAGRAMS
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HOWARD ST. SETBACK

PER PAGE 7/ SECTION 272.6, TOTAL AREA REDUCTION RELATIVE TO PRESCRIBED BULK ENVELOPE IS 327,064 SF

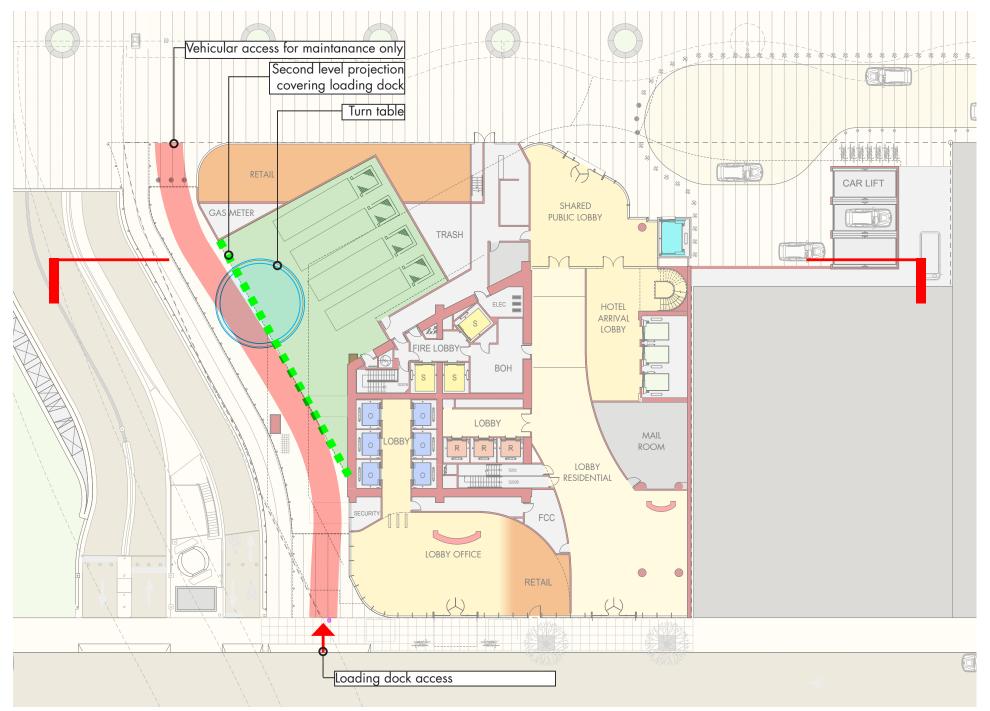


Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	SETBACK DIAGRAMS
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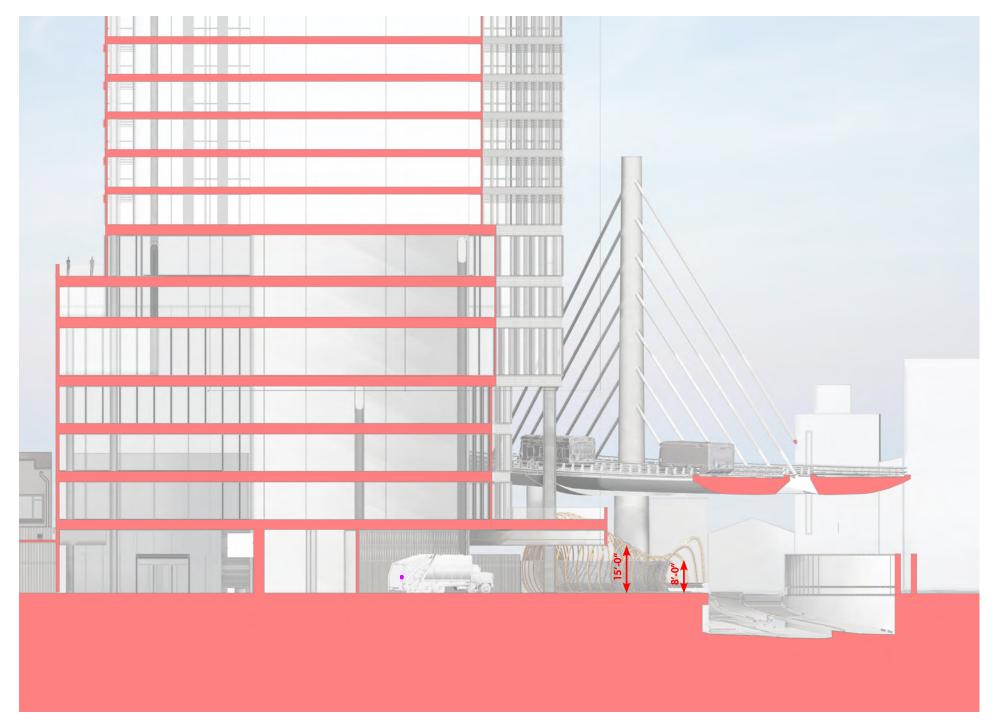


REAR YARD COMPLIANCE (SECTION 134)

Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	
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LOADING AREA (SECTION 155)



EAST/WEST SECTION FACING SOUTH

Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	LOADING AREA
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Parcel F Tower

542-550 Howard Street, San Francisco, CA Supplemental Diagrams for 309 Application (12/20/19) Hines & Urban Pacific

Pelli Clarke Pelli Architects pcparch.com

NEW HAVEN NEW YORK SAN FRANCISCO SHANGHAI TOKYO



SAN FRANCISCO PLANNING DEPARTMENT

Planning Commission Motion No. 20618

HEARING DATE: JANUARY 9, 2020

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ct

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

Reception: 415.558.6378

Fax: 415.558.6409

Planning Information: 415.558.6377

ADOPTING FINDINGS TO APPROVE CONDITIONAL USE AUTHORIZATION PURSUANT TO PLANNING CODE SECTIONS 210.2 AND 303 TO ALLOW A HOTEL USE WITH UP TO 189 TOURIST GUESTROOMS AS PART OF A PROJECT THAT INCLUDES THE NEW CONSTRUCTION OF AN APPROXIMATELY 750-FOOT TALL (800 FEET INCLUSIVE OF ROOFTOP MECHANICAL FEATURES) 61-STORY, MIXED-USE TOWER WITH A TOTAL OF APPROXIMATELY 957,000 GROSS SQUARE FEET OF FLOOR AREA, INCLUDING 165 DWELLING UNITS, 189 HOTEL ROOMS, 276,000 SQUARE FEET OF OFFICE USE FLOOR AREA, APPROXIMATELY 79,000 SQUARE FEET OF FLOOR AREA DEVOTED TO SHARED AMENITY SPACE, APPROXIMATELY 9,000 SQUARE FEET OF RETAIL SPACE, APPROXIMATELY 20,000 SQUARE FEET OF OPEN SPACE, FOUR BELOW-GRADE LEVELS THAT WOULD ACCOMMODATE UP TO 183 VEHICLE PARKING SPACES, AND 178 CLASS 1 AND 34 CLASS 2 BICYCLE PARKING SPACES LOCATED AT 542-550 HOWARD STREET (TRANSAY PARCEL "F"), LOTS 016, 135, 136, 138 OF ASSESSOR'S BLOCK 3721, WITHIN THE C-3-O(SD) DOWNTOWN-OFFICE (SPECIAL DEVELOPMENT) ZONING DISTRICT AND 750-S2 AND 450-S HEIGHT AND BULK DISTRICTS, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

PREAMBLE

On October 13, 2016, Cameron Falconer of Hines, acting on behalf of F4 Transbay Partners, LLC (hereinafter "Project Sponsor"), submitted an application with the Planning Department (hereinafter "Department") for a Preliminary Project Assessment ("PPA"). The PPA Letter, assigned to Case No. 2016-013312PPA, was issued on January 9, 2016.

On December 9, 2016, the Project Sponsor submitted Planning Code Text and Map Amendment applications. The application packets were accepted on December 9, 2016 and assigned to Case Numbers 2016-013312MAP and 2016-013312PCA.

On April 19, 2017, the Project Sponsor submitted an Environmental Evaluation Application. The application packet was accepted on July 14, 2016 and assigned Case Number 2016-013312ENV.

On October 17, 2018, the Project Sponsor submitted, as modified by subsequent submittals, the following applications with the Department: Downtown Project Authorization; Conditional Use Authorization; Office Allocation; Variance; Shadow Analysis; and Transportation Demand Management. The application packets were accepted on October 17, 2018 and assigned to Case Numbers: 2016-013312DNX; 2016-013312CUA; 2016-013312OFA; 2016-013312VAR; 2016-013312SHD; and 2016-013312TDM, respectively.

The environmental effects of the Project were determined by the San Francisco Planning Department to have been fully reviewed under the Transit Center District Plan Environmental Impact Report (hereinafter "EIR"). 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 Transit Center District Plan 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 FEIR, 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 August 27, 2019, the Department 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 Plan and was encompassed within the analysis contained in the Transit Center District Plan FEIR. Since the Transit Center District Plan FEIR 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 FEIR 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 FEIR. The file for this Project, including the Transit Center District Plan FEIR and the Community Plan Exemption certificate, is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, San Francisco, California.

Planning Department staff prepared a Mitigation Monitoring and Reporting Program (MMRP) setting forth mitigation measures that were identified in the Transit Center District Plan FEIR that are applicable to the project. These mitigation measures are set forth in their entirety in the MMRP attached to the draft Motion as Exhibit C.

The Planning Department Commission Secretary is the Custodian of Records; all pertinent documents are located in the File for Case No. 2016-013312CUA, at 1650 Mission Street, Fourth Floor, San Francisco, California.

On September 19, 2019, the Recreation and Park Commission conducted a duly noticed public hearing at regularly scheduled meeting and recommended, through Resolution No. 1909-016, that the Planning Commission find that the shadows cast by the Project would not be adverse to the use of Union Square and Willie "Woo Woo" Wong Playground.

On October 8, 2019, the Project Sponsor filed a request for a General Plan Amendment. The application packet was accepted on October 8, 2019 and assigned to Case Number 2016-013312GPA.

On October 17, 2019, the San Francisco Planning Commission (hereinafter "Commission") conducted a duly noticed public hearing at a regularly scheduled meeting to consider the initiation of a General Plan Amendment for Case No. 2016-013312GPA. After hearing the item, the Commission voted 5-0 (Koppel absent) to continue the item to December 5, 2019.

On December 5, 2019 the Commission conducted a duly noticed public hearing at a regularly scheduled meeting to consider the initiation of a General Plan Amendment for Case No. 2016-013312GPA. The Commission voted 6-0 (Richards absent) to initiate the General Plan Amendment for Case No. 2016-013312GPA.

On January 9, 2020, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Conditional Use Authorization application No. 2016-013312CUA.

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. 2016-013312CUA, subject to the conditions contained in "EXHIBIT A" of this motion, and incorporated by reference, based on the following findings:

FINDINGS

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

- 1. The above recitals are accurate and constitute findings of this Commission.
- 2. **Project Description.** The proposed project ("Project") includes the construction of a new 61-story mixed-use building reaching a height of 749'-10" tall (799'-9" inclusive of rooftop screening/mechanical equipment). The Project would include 165 dwelling units, 189 hotel rooms, 275,674 square feet of office use floor area, approximately 9,000 square feet of retail space, approximately 20,000 square feet of open space, 178 Class 1 and 34 Class 2 bicycle parking spaces, and four below-grade levels that would accommodate up to 183 vehicle parking spaces provided for the residential, hotel, and office uses. The Project also would construct a pedestrian bridge providing public access to Salesforce Park located on the roof of the Transbay Transit Center.
- 3. Site Description and Present Use. The Project Site ("Site") consists of four contiguous lots (Lots 016, 135, 136, and 137) within Assessor's Block 3721, totaling 32,229 square feet (0.74 acres) in area. The site, bounded by Howard Street to the south and Natoma Street to the north, is undeveloped at-grade and served as a construction staging area for the adjacent Salesforce Transit Center during its construction. A below-grade "Train Box" is located within the northwest corner of the Site, occupying approximately 12,000 square feet of the Site. The Train Box consists of a two-story structure that will allow Caltrain—and eventually High-Speed Rail—trains to enter and exit the adjacent Salesforce Transit Center below-grade. Because the Train Box can only support a very limited structural load above-grade, the proposed mixed-use building is purposely set back from the northwest corner of the Site (along the Natoma Street frontage), towards the southeast corner of the Site (along the Howard Street frontage). The Project responds to the unique site constraint by cantilevering the building podium over the area of the Train Box, thereby shifting the majority of the tower's mass onto Lots 016 and 135, away from the area of the Train Box.
- 4. **Surrounding Properties and Neighborhood.** The 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 mixed-use buildings. The block on which the Site is located contains several low to mid-rise office buildings and construction staging for planned developments. The 5-story Salesforce Transit Center (STC) and

the Salesforce Park are located to the north of the Site, 2- to 3- story buildings at 547, 555, and 557 Howard streets are located to the south of the Site, and a 3-story building at 540 Howard Street, a 4-story building at 530 Howard Street, and a parking lot at 524 Howard Street are located east of the Site. The 2- to 3-story buildings at 547, 555, and 557 Howard streets are planned to be replaced with an approximately 385 foot-tall, 36-story mixed use residential and hotel development project. The parking lot at 524 Howard Street is planned to be replaced with an approximately 495-foot tall, 48-story mixed use residential and hotel development. Several other high-rise buildings are planned, under construction, or have recently completed construction in the surrounding area, including a newly completed office-residential tower at 181 Fremont Street.

- 5. **Public Outreach and Comments.** The Department has received correspondence regarding the proposed Project related to shadow impacts on Willie "Woo Woo" Wong Park, citing concerns around shadows caused by the Project having an adverse impact on the use of the Willie "Woo Woo" Wong Park. The Project Sponsor has conducted community outreach that includes local community groups to respond to concerns over shadow impacts resulting from the Project.
- 6. **Planning Code Compliance.** The Planning Code Compliance as set forth in Downtown Project Authorization Motion No. 20616 apply to this Conditional Use Authorization Motion, and are incorporated as though fully set forth herein.
- 7. **Planning Code Section 303(c).** The Planning Code establishes criteria for the Commission to consider when reviewing applications for Conditional Use approval. On balance, the project does comply with said criteria in that:
 - **A.** The Proposed use or feature, 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 Project proposes a unique mixed-use program that includes a 189-room hotel, as well as 165 dwelling units, approximately 275,000 gross square feet of office use, and a mix of supporting retail uses that will create a desirable 24-hour development adjacent to the new Salesforce Transit Center ("STC"). The Project is consistent with and helps to realize the vision set forth in the Transit Center District Plan, providing an architecturally iconic building with significant residential and commercial activity in a prime location at the center of the City's "new" downtown. The Project's location will provide an invaluable supply of hotel space in a much-needed location, close to many of San Francisco's most popular tourist attractions, the Moscone Convention Center, the STC and the most significant density of office space in the City in an ideal location for both tourist and business travel. Furthermore, its unrivaled transit-oriented location directly next to the STC ensures that these needs will be met in the most sustainable location possible. The Project's unique mixed-use program will provide the city with permanent public amenities that will make it an integral part of the neighborhood. These include enhanced access to the STC and its rooftop park from the Project's integrated through-block pedestrian passageway and pedestrian bridge, several thousand square feet of high-quality retail, and the services and amenities of its 189-room hotel. In summary, the Project provides a thoughtful and balanced response to the city's needs for economic growth and housing, transportation, and public services, and represents a desirable, harmonious addition to the burgeoning Transbay neighborhood.

- **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:
 - i. Nature of proposed site, including its size and shape, and the proposed size, shape and arrangement of structures;

The Site was created as part of the Transbay Redevelopment Plan's strategy of selling formerly publicly owned property to private developers in order to raise funds to support the construction of the new STC. The Project is further intended to be consistent with the zoning prescribed by the Transit Center District Plan. Accordingly, the size, shape, and development potential on the Project site are all consistent with a long-term vision for this particular location as a cornerstone of the Transbay District. The Project proposes a building form and a mix of uses that will provide numerous benefits to the evolving Transbay neighborhood and to the city.

ii. 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;

Because of its ideal location adjacent to the STC, the Project will be tremendously accessible to hotel guests, employees, visitors and residents via multiple modes of transportation. Given its proximity to the primary transportation hub for the region, the Project will be a model of transportationoriented development. The Project proposes a reasonable amount of on-site vehicular parking, consistent with the City's "Transit First" policy, and proposes an efficient program of off-street loading on a constrained site that minimizes negative effects on the pedestrian realm.

iii. The safeguards afforded to prevent noxious or offensive emissions such as noise, glare, dust and odor;

The Project does not propose any uses or materials that would present unusual emissions, noise, glare, dust or odor. The Project Sponsor will work closely with the Planning Department to minimize the potential for any such negative effects.

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

The Project includes thoughtful landscaping and public realm improvements, including: a pedestrian bridge at the Project's 5th level linking the Project to the planned rooftop park atop the STC; a pedestrian passageway allowing for access from Howard Street to Natoma Street and the STC; and publicly accessible elevator access from the Natoma Street frontage to the STC pedestrian bridge connection at the Project's 5th level. The Project's ground level landscape design, particularly along Natoma Street is intended to integrate with the STC streetscape and encourage connections the STC and the Project. The Project provides visual screening of the off-street loading area (adjacent to the STC bus ramp) and will include a lighting design that facilitates 24-hour safety and security in the vicinity of the Project.

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

The Project complies with the various provisions of the San Francisco Planning Code and is consistent with, and will not adversely affect the General Plan. The Project conforms to multiple goals and policies of the General Plan, as described in further detail in the Downtown Project Authorization, Motion No. 20616.

D. Such use or feature as proposed would provide development that is in conformity with the purpose of the applicable Use District.

The City approved the Transit Center District Plan, a subarea plan of the Downtown Plan, and the Transit Center C-3-O(SD) Commercial Special Use District in 2012. The Subarea Plan and SUD reaffirm long-standing City policy to concentrate intensive office development in the Transit Center District and does so by mandating large sites such as Parcel F be reserved for predominately commercial development.

- 8. **Planning Code Section 303(g).** The Planning Code establishes criteria for the Planning Commission to consider with respect to applications for development of tourist hotels and motels. In addition to criteria set forth in Section 303(c), the Planning Commission shall also consider:
 - **A.** The impact of the employees of the hotel or motel on the demand in the City for housing, public transit, child-care, and other social services. To the extent relevant, the Commission shall also consider the seasonal and part-time nature of employment in the hotel or motel;

The new 189-room hotel is not anticipated to have an adverse effect on housing. Due to the Project's proximity to a variety of local transit services, many hotel employees are anticipated to be current City residents and residents of nearby communities. The Sponsor's contribution to the Jobs-Housing Linkage Program will help fund the construction of affordable housing in the City. In addition, the residential

component of the Project will satisfy the Inclusionary Affordable Housing requirement, providing more affordable housing units in the City.

Access to a variety of local public transit services, as well as the distribution of hotel employees between different daily shifts will reduce the Project's impact on public transit. The Sponsor's contribution to the City's Transportation Sustainability Fund and payment of the Transit Center Transportation fee, as well as the Sponsor's ongoing participation in a Transportation Demand Management Plan will augment the funding of many planned downtown transit improvements and facilitate use by the Project employees of the available modes of transportation to and from the Site. The Sponsor's participation in the childcare program, pursuant to Section 414 of the Planning Code, will enhance the availability of affordable childcare services in the city. The proposed hotel use will have no appreciable effect on other social services. The Project is likely to provide new employment for some currently unemployed workers and will participate in the City's First Source Hiring Program. Providing additional job opportunities to San Francisco residents may lessen the need for some social services.

The Project's location in downtown San Francisco will ensure business visitors and leisure travelers throughout the year, resulting in a steady number of employees that is unlikely to vary significantly on a seasonal basis. The hotel only has small-scale in-house banqueting and meeting spaces that can be serviced primarily with in-house staff and is unlikely to require the hiring of significant part-time or temporary labor.

B. The measures that will be taken by the project sponsor to employ residents of San Francisco in order to minimize increased demand for regional transportation;

The Project Sponsor will participate in the City's First Source Hiring Program, which aims to increase employment of San Francisco residents. The Project will benefit from steady occupancy due to its proximity to the City's major lodging demand generators, including the Moscone Convention Center (which operates at very high capacity), numerous cultural institutions, and Downtown Financial District. There are also high concentrations of technology companies in the immediate vicinity of the Project, which also drive hotel occupancy. The steady occupancy will drive the hotel operator to hire permanent positions rather than those that are seasonal. The stable, full-time nature of employment will lead to the hiring of more local employees.

A 2018 market analysis conducted by a quality consultant ("CBRE, Inc") for the Project shows that the San Francisco lodging market and this location have significant unsatisfied demand.¹ Unsatisfied demand typically results in the displacement of travelers to locations further away from demand generators and increases the need for use of transit systems. The Property's proximity to demand generator reduces the need for travelers to stay far away from their destination and thus reduces the use of transportation systems.

¹ "Market Demand Analysis for Parcel F" - CBRE. 1.3.18, pp. 3

C. The market demand for a hotel or motel of the type proposed; and

A 2018 market analysis conducted by a quality consultant ("CBRE, Inc") for the Project shows at present, hotel occupancy rates in San Francisco are at 84 percent, substantially above the nationwide average.² With this level of occupancy, hotels in the competitive market will be operating at capacity during peak periods and will be unable to accommodate additional demand. San Francisco is currently undersupplied with hotel rooms and generates a significant amount of unsatisfied demand. Unsatisfied demand causes displacement of visitors and revenues to locations at the periphery or outside the city. It is anticipated the addition of the proposed 189 hotel guestrooms will be readily absorbed into the marketplace in 2022 without significantly affecting occupancy for any competitive properties. Market conditions clearly support the need for new hotel stock, particularly in the luxury hotel range that would appeal to both tourists and business travelers. Further increase in market demand is anticipated due to the expansion of the Moscone Convention Center, as well as the development of several Class-A office towers on surrounding sites in the Project's vicinity.

D. In the Transit Center C-3-O(SD) Commercial Special Use District, the opportunity for commercial growth in the Special Use District and whether the proposed hotel, considered with other hotels and non-commercial uses approved or proposed for major development sites in the Special Use District since its adoption would substantially reduce the capacity to accommodate dense, transit-oriented job growth in the District.

The Project's hotel use will not substantially reduce the capacity of Transit Center C-3-O (SD) Commercial Special Use District to accommodate dense, transit-oriented job growth. The Project's approximately 248,00 gross square feet of hotel space provide a density of jobs that would not likely be realized with a project containing only residential uses. Further, the Project includes approximately 275,000 gross square feet of office use, bolstering the job-creating potential of the Site. As of December 2019, the Oceanwide Center located at First and Mission Streets (with 169 hotel rooms), along with the proposed hotel project at 555 Howard Street (403 hotel rooms), located directly across from the Site, are the only other hotel uses proposed within the District, and there remains capacity for several more hotels to be developed in the Transit Center District.

- 9. 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 for the reasons set forth in the findings in the Downtown Project Authorization, Motion No. 20616, which are incorporated by reference as though fully set forth herein.
- 10. **Planning Code Section 101.1(b)** establishes eight priority-planning policies and requires review of permits for consistency with said policies. On balance, the project complies with said policies for

² Market Demand Analysis for Parcel F" - CBRE. 1.3.18, pp. 5

the reasons set forth in the findings in the Downtown Project Authorization, Motion No. 20616, which are incorporated by reference as though fully set forth herein.

- 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 Conditional Use Authorization would promote the health, safety and welfare of the City.

Motion No. 20618 January 9, 2020

I hereby detify that the Planning Commission ADOPTED the foregoing Motion on January 9, 2020.

Jonas P. Jonin

Commission Secretary

- AYES: Diamond, Fung, Johnson, Koppel, Melgar, Moore
- NAYS: None
- ABSENT: Richards
- ADOPTED: January 9, 2020

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. 2016-013312CUA** subject to the following conditions attached hereto as "EXHIBIT A" in general conformance with plans on file, dated December 20, 2019, and stamped "EXHIBIT B" for 2016-013312DNX, which is incorporated herein by reference as though fully set forth.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Section 329/309 Large/Downtown Project Authorization to the Board of Appeals within fifteen (15) days after the date of this Motion. The effective date of this Motion shall be the date of adoption of this Motion if not appealed (after the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. Any appeal shall be made to the Board of Appeals, unless an associated entitlement is appealed to the Board of Supervisors, in which case the appeal of this Motion shall also be made to the Board of Supervisors (see Charter Section 4.135). For further information, please contact the Board of Appeals at (415) 575-6880, 1660 Mission, Room 3036, San Francisco, CA 94103, or 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.

EXHIBIT A

AUTHORIZATION

This authorization is for a **Conditional Use Authorization** to permit a hotel use relating to a Project that would allow for the construction of an approximately 750-foot tall (800 feet inclusive of rooftop mechanical features) 61-story, mixed-use tower with a total of approximately 947,000 gross square feet of floor area, including 165 dwelling units, 189 hotel rooms, approximately 276,000 square feet of office use floor area located at 542-550 Howard Street (Transbay Parcel F), within Assessor's Block 3721, Lots 016, 135, 136, and 138, pursuant to Planning Code Sections 303 and 210.2 within the C-3-O(SD) Downtown-Office (Special Development) Zoning District and 750-S-2 and 450-S Height and Bulk Districts, in general conformance with plans, dated **December 20, 2019**, and stamped "EXHIBIT B" included in the docket for Record No. **2016-013312DNX** and subject to conditions of approval reviewed and approved by the Commission on **January 9, 2020** under Motion No. **20618**. 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 January 9, 2020 under Motion No. 20618.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

The conditions of approval under the 'Exhibit A' of this Planning Commission Motion No. **20618** 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 date that the Planning Code text amendment(s) and/or Zoning Map amendment(s) become effective. The Department of Building Inspection shall have issued a Building Permit or Site Permit to construct the project and/or commence the approved use within this three-year period. *For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org*
- 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, <u>www.sf-planning.org</u>

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 the date that the Planning Code text amendment(s) and/or Zoning Map amendment(s) became effective.

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

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, <u>www.sf-planning.org</u>

6. Additional Project Authorization. The Project Sponsor must also obtain Downtown Project Authorization, pursuant to Section 309; an office allocation, pursuant to Section 321; adoption of shadow findings, pursuant to Section 295; Planning Code Text and Map Amendments to amend San Francisco Zoning Maps ZN-01 and HT-01 for height and bulk classification and zoning designation, and uncodified legislative amendments for the residential footprint requirement per Section 248(d)(2), and authorization of off-site inclusionary affordable dwelling units per Section 249.28(b)(6)(B)(C); General Plan Amendment to amend Maps 1 and 5 of the Downtown Plan and Figure 1 of the Transit Center District Plan; and Variances for Parking and Loading Entrance Width per Section 145, Active Street Frontages per Section 145.1, and Vehicular Ingress and Egress on Natoma Street per Section 155; and location of Bicycle Parking per Section 155, and satisfy all the conditions thereof. 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, <u>www.sf-planning.org</u>

Exhibit B: Plans and Renderings



Parcel F Tower542-550 Howard Street, San Francisco, CA

Architectural Submittal - 309 Application (12/20/19) Hines & Urban Pacific | Pelli Clarke Pelli Architects

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Architectural Submittal 309 Application	Parcel F Tower	
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NARRATIVE AND PROJECT DESCRIPTION

Parcel F Tower, designed by internationally acclaimed Pelli Clarke Pelli Architects, will become a significant addition to the skyline of San Francisco. The tower will be highly visible from many primary approaches to the city. Its streamlined volume will present gently curved corners and a series of setbacks on its east and west sides, becoming increasingly slender as it reaches the sky. Incorporating high-performance building systems and sustainable materials, the tower is being designed to achieve a LEED Gold rating. The 62-story tower will accommodate a mixed-use program with a 9 floor hotel, 15 office floors, 29 residential floors and 7 floors of shared amenities, retail and lobby space.

Located close to the southwest corner of the Salesforce Transit Center (STC), Parcel F Tower is one of only three projects currently allowed to connect directly to the STC's 5.4-acre rooftop park. The site has two street frontages, Howard Street to the south and Natoma Street to the north. To the west, the site is bound by the bus ramp bridge connecting to STC. Approximately one third of the site's 32,000 square feet is occupied by a below grade STC train box that will connect to the lower levels of the STC. The train box, along with a bridge maintenance easement driveway on the west side, imposes significant restrictions on the area of the site that can be vertically developed. Due to these restrictions, the conceptual resolution of the structure became one of the major driving forces for the project.

The 800-foot high tower projects 42 feet over the train box and at level 7 all the weight of this sizable overhang is transferred to the core through diagonal struts, avoiding the train box, and down to the bedrock enhanced fundation. In addition, from the 7th to the 2nd level all floor slabs are suspended with tensors from the 7th level struts. Thus, the main lobbies are completely free of columns, which allows for uniquely transparent and inviting street façades.

Overall, Parcel F boasts a 40/60 solid/vision-glass ratio which makes the exterior wall extremely energyefficient and architecturally expressive. In the south and north facades the slenderness of the tower is accentuated by vertical white piers that are reminiscent of some of San Francisco's most remarkable traditional buildings, such as the Pacific Bell tower. The west and east facades feature a horizontal expression while a series of setbacks and transparency gradients express the different components of the program. The curved corners of the tower offer a streamlined and transparent expression that softens the overall massing.

As the tower reaches its top, the vertical piers progressively transform themselves into an elegant latticework. In addition, the redefinition of the glass surfaces between piers into concave glass surfaces, and a series of subtle setbacks create an elegant and iconic crown. This crown will be softly lit at night, making it visible from afar and providing a beacon to the San Francisco skyline.

On Howard Street, a double height recess on the 6th level creates a distinct building base that smooths the transition between the scale of the neighboring buildings and the tower. On the west side of this elevation, a four-story setback acknowledges the Salesforce Transit Center Bridge and shelters a sculptural passageway that connects to Natoma Street. The west end of Parcel F site also provides access to the bridge maintenance driveway easement and to four loading docks tucked away from pedestrian view. On Natoma Street, a one-story high retail volume provides human scale and acts as a balanced counterpart to the undulating metal screens of the STC façade. The double loaded retail frontages on Natoma Street will offer a very lively pedestrian experience to visitors of the STC.

In addition, a glass elevator cab will provide public vertical connection to the STC rooftop park. Both the atrium and the public elevator will be highly visible to the pedestrians on Natoma Street and the STC Park. In addition, at Level 5, the base of the tower at Natoma Street features a setback terrace, additional retail spaces and a pedestrian bridge that connects to the urban oasis of the Salesforce Transit Center Park.

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URBAN CONTEXT AND SITE



Parcel F Tower

- SSEMLESSEME CONTRACTOR

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542-550 Howard Street, San Francisco, CA.

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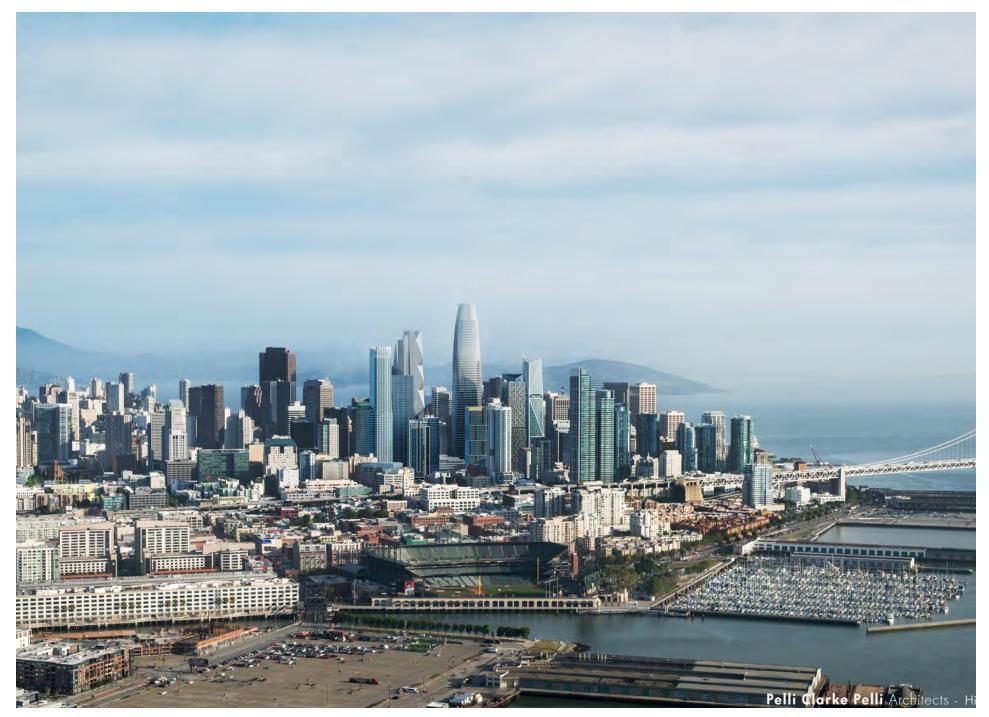
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FROM DOLORES PARK

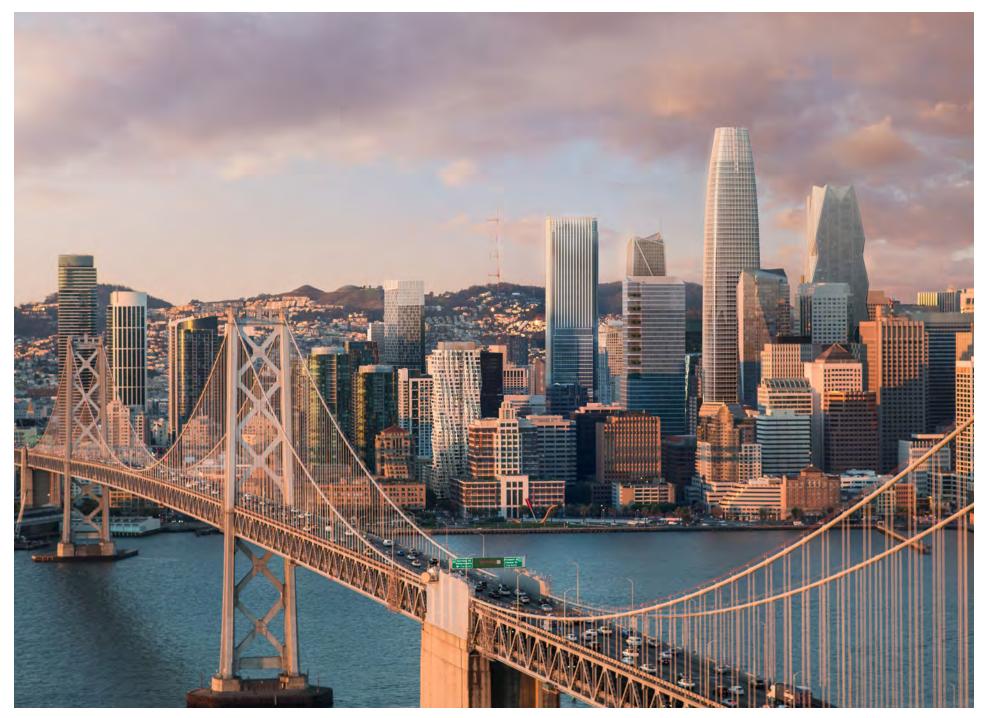


FROM MISSION BAY





AERIAL VIEW OF DOWNTOWN - FACING WEST

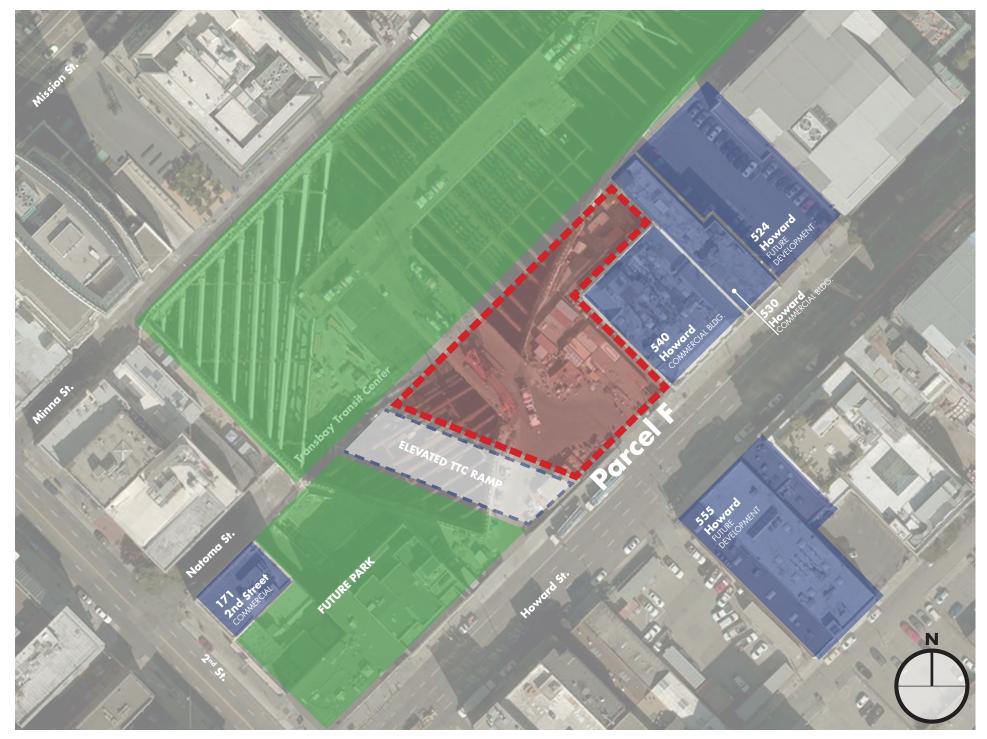


FROM TREASURE ISLAND

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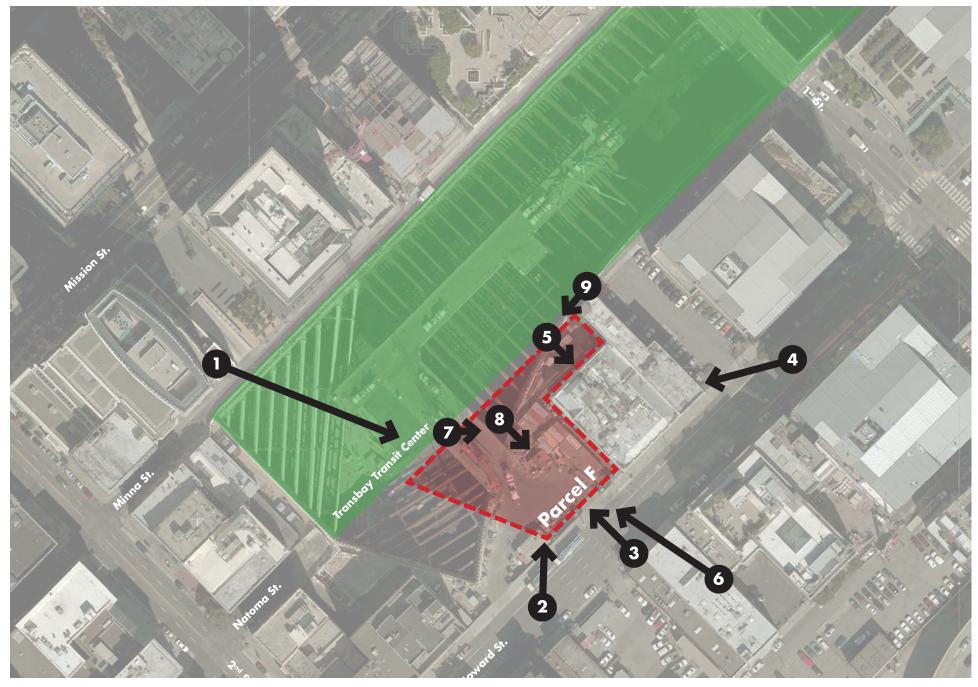


TRANSBAY OVERVIEW

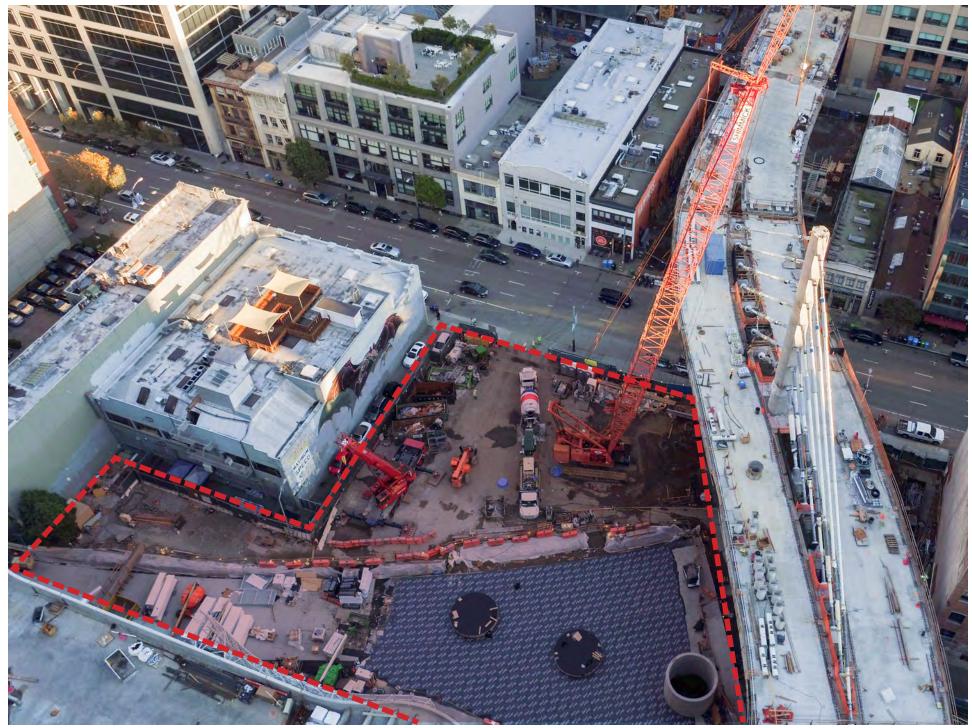


SITE CONTEXT

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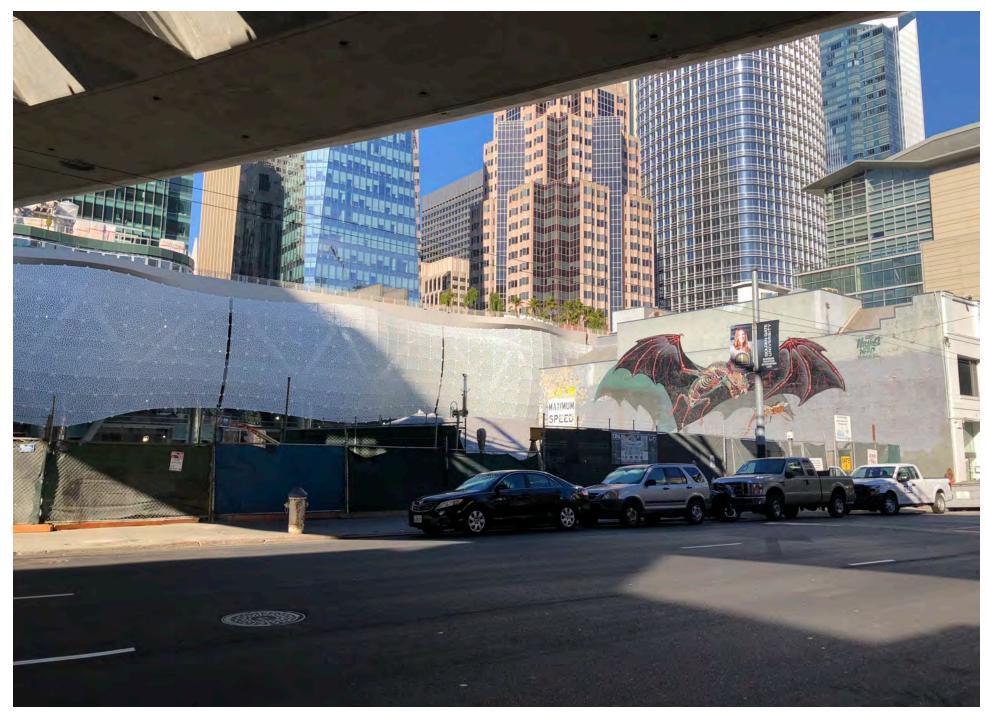


SITE PLAN





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VIEW 2 TAKEN: 2017.12.12





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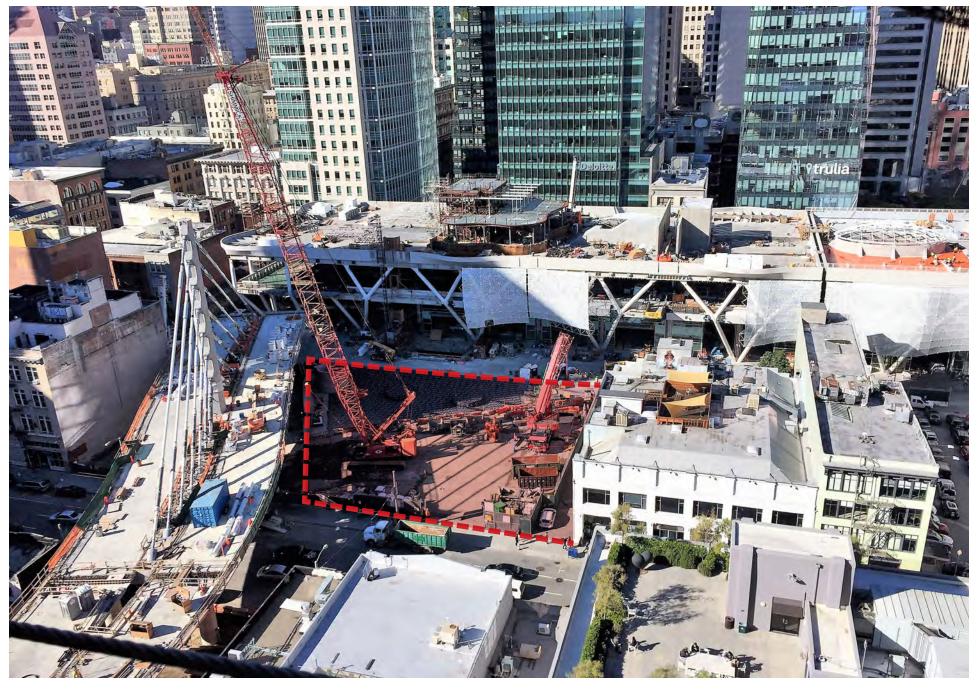


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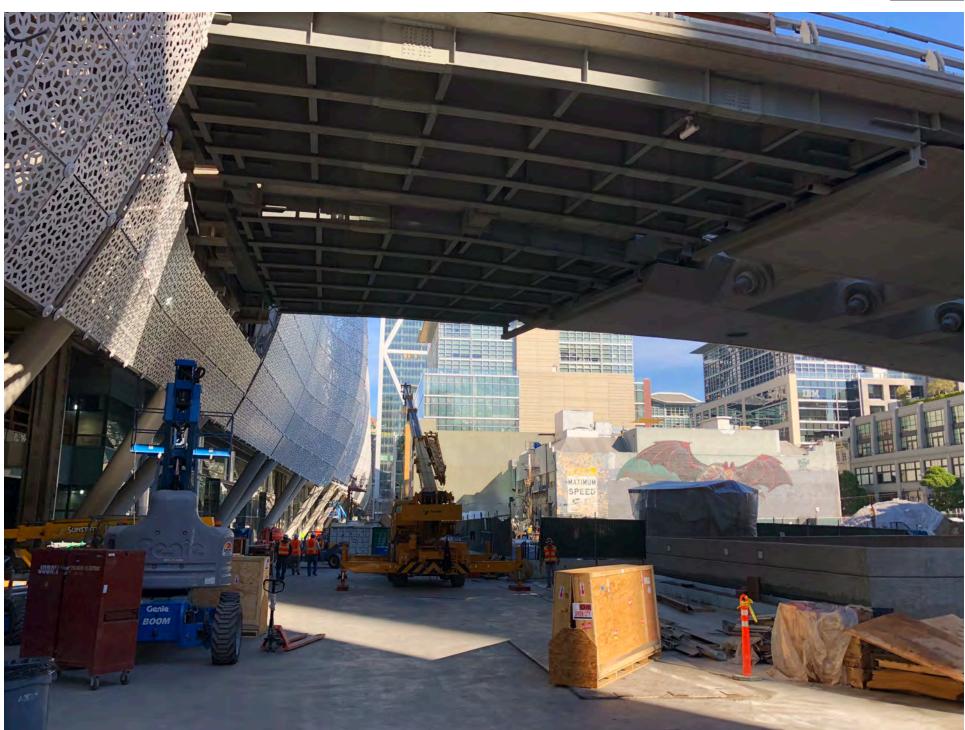




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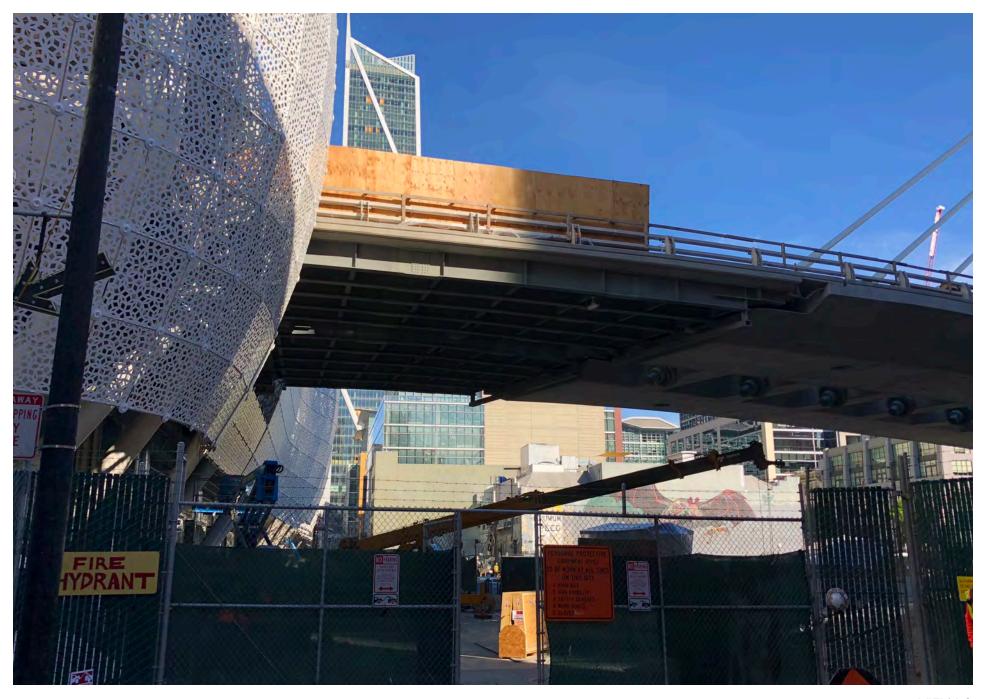
VIEW 6



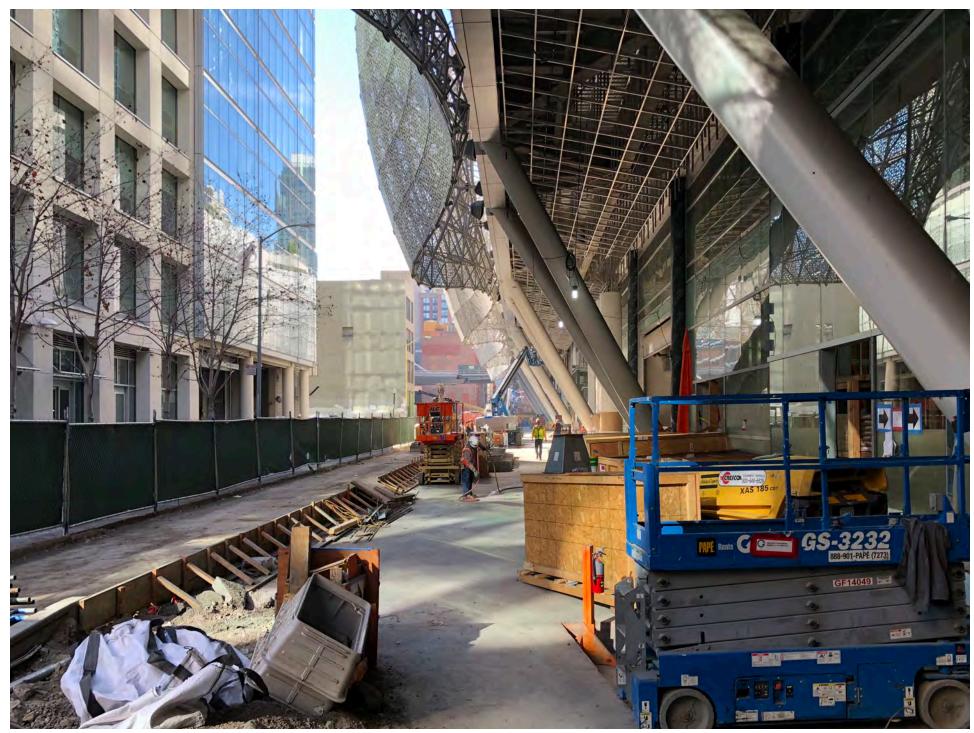


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 URBAN CONTEXT & SITE

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VIEW 8





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 URBAN CONTEXT & SITE

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ARCHITECTURAL DESIGN



Architectural Submittal 309 Application

Parcel F Tower

- SSEMLESSEME CONTRACTOR

ARCHITECTURAL DESIGN

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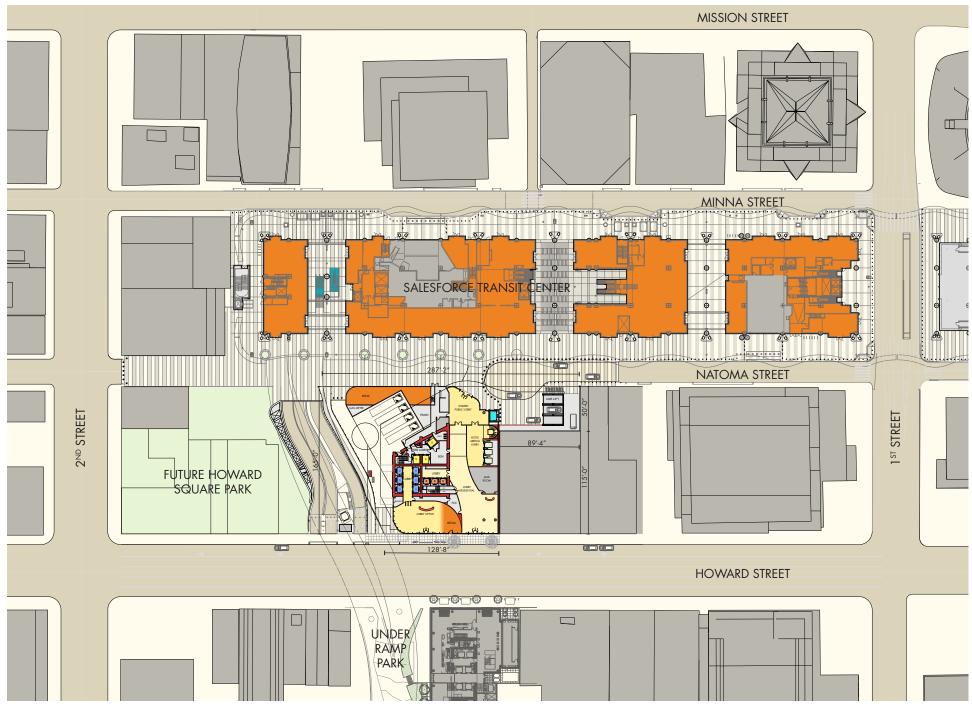
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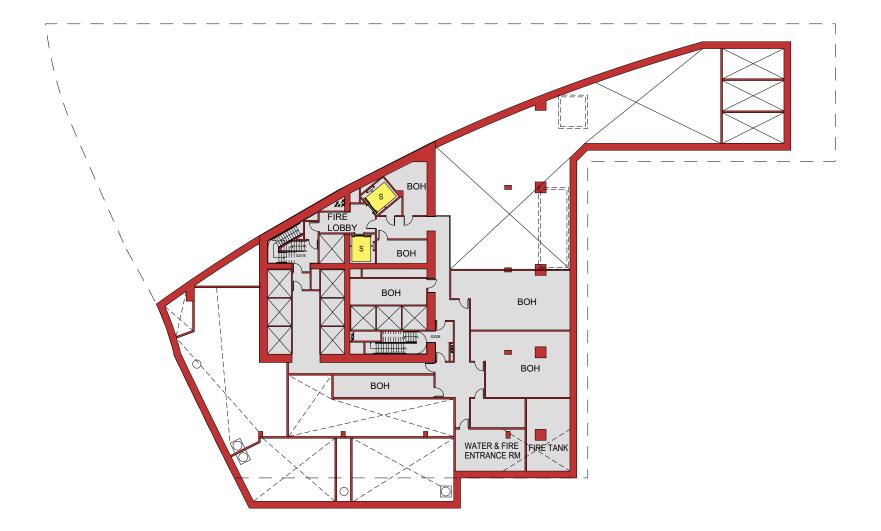
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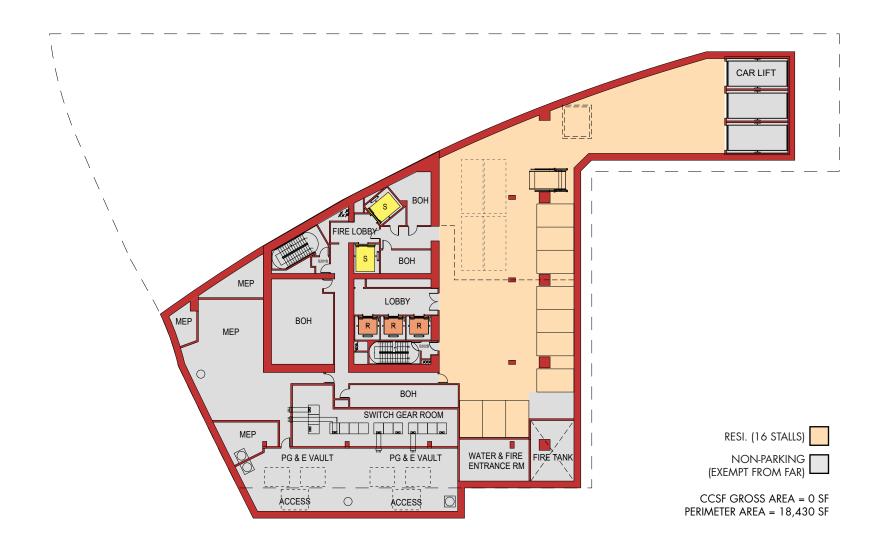


SITE PLAN



LEVEL B1MEZZANINNE

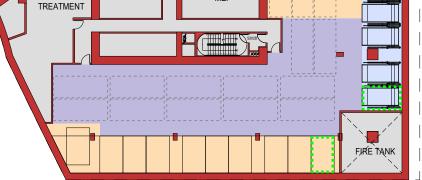
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LEVEL B1



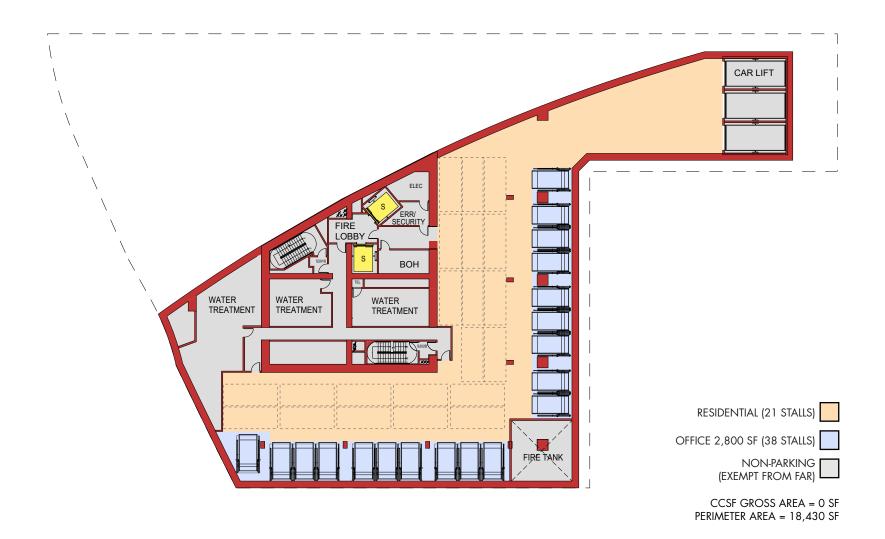




CCSF GROSS AREA = 0 SF PERIMETER AREA = 18,430 SF

LEVEL B2

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LEVEL B3







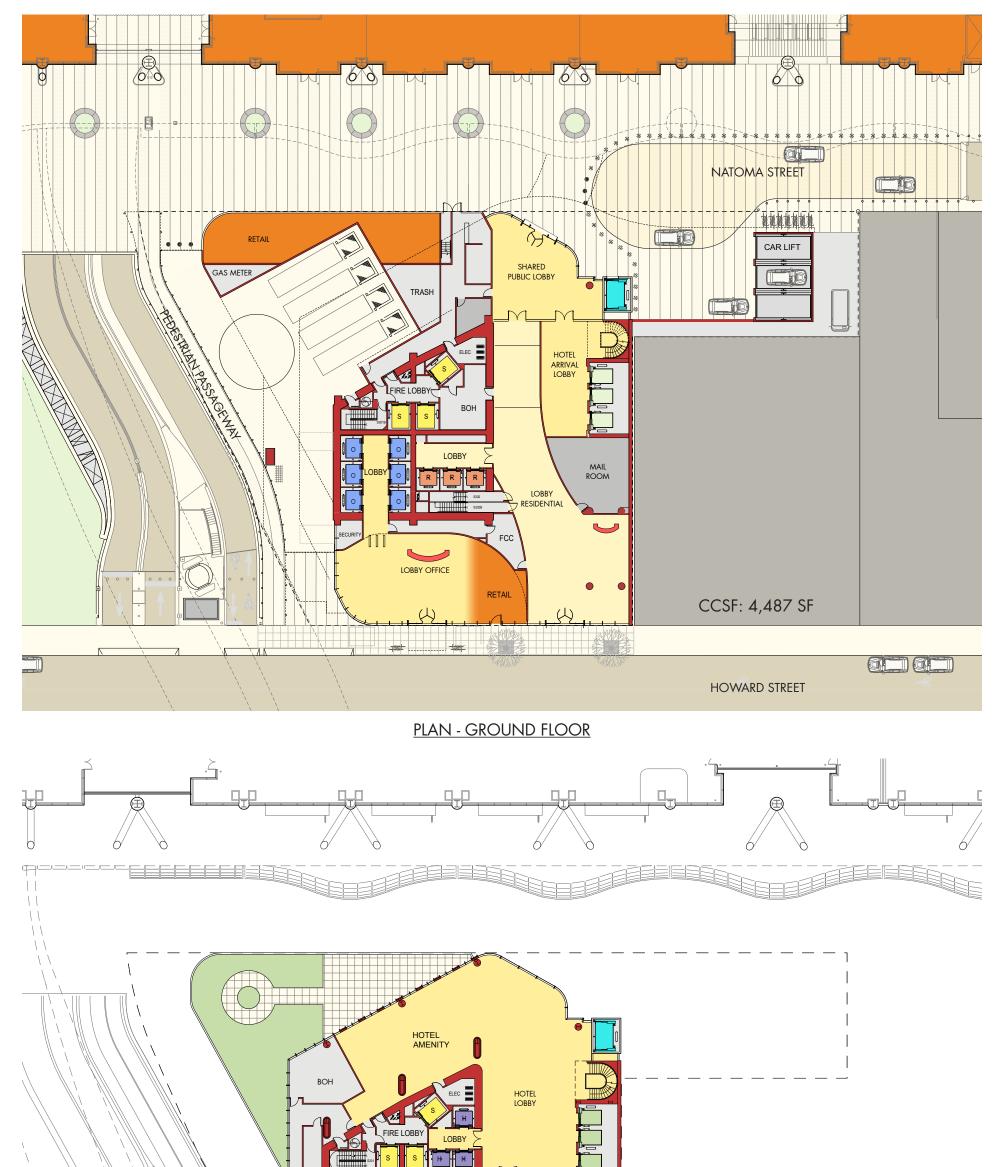


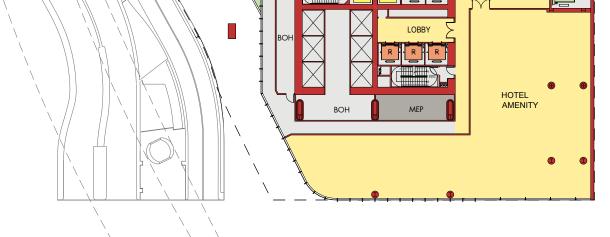
NON-PARKING (EXEMPT FROM FAR)

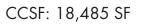
CCSF GROSS AREA = 0 SF PERIMETER AREA = 18,430 SF

<u>LEVEL B4</u>

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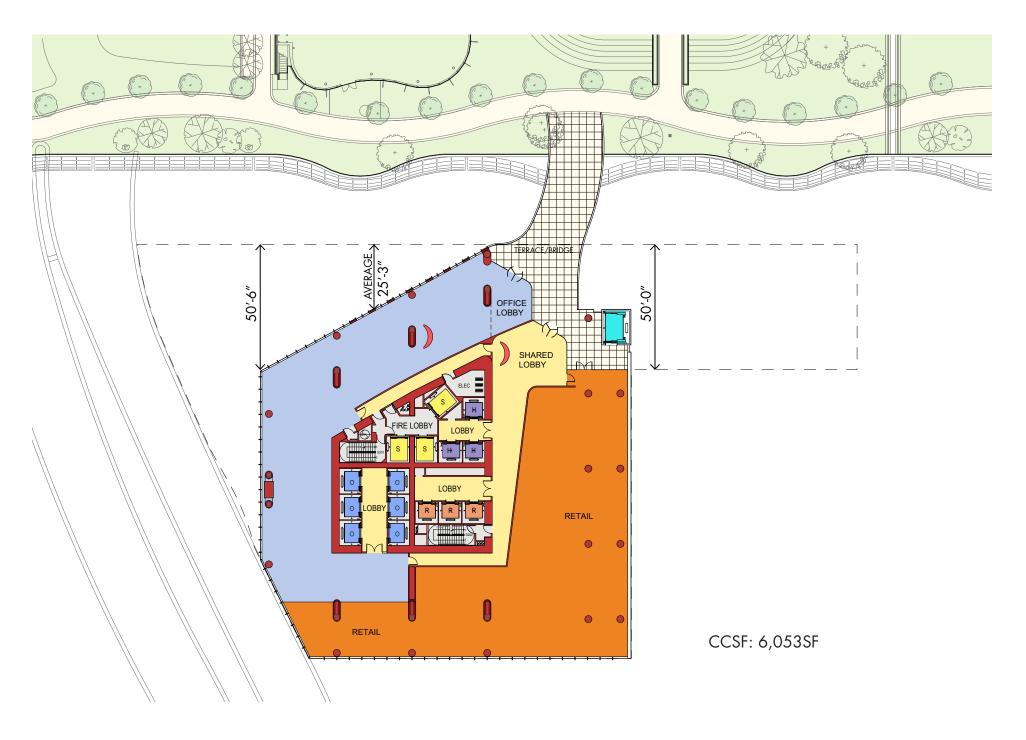
PLAN - LEVEL 2

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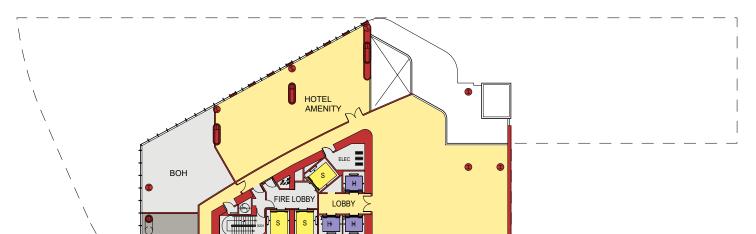


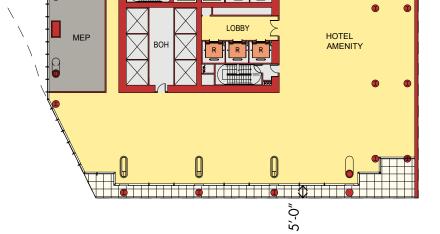
PLAN - LEVEL 4

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PLAN - LEVEL 5 - RETAIL/PARK ACCESS

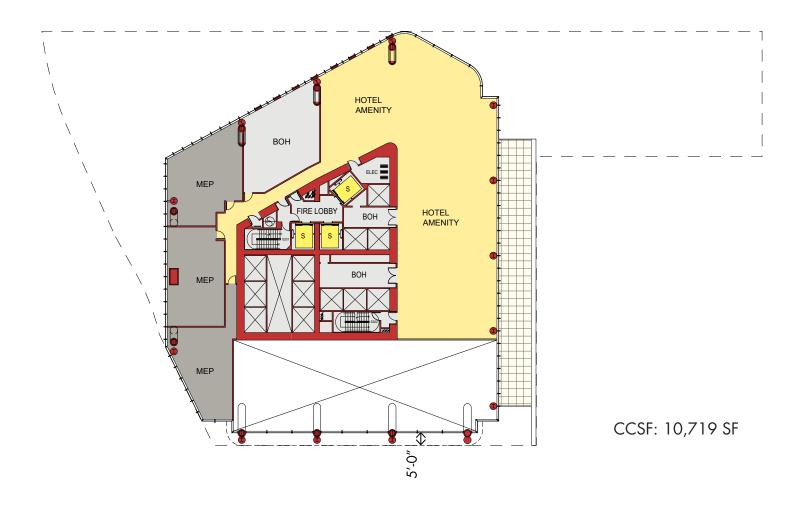






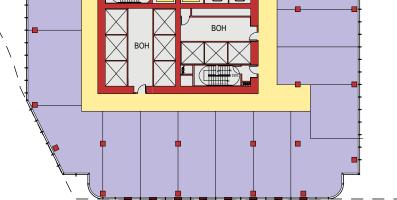
PLAN - LEVEL 6

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<u> PLAN - LEVEL 7</u>

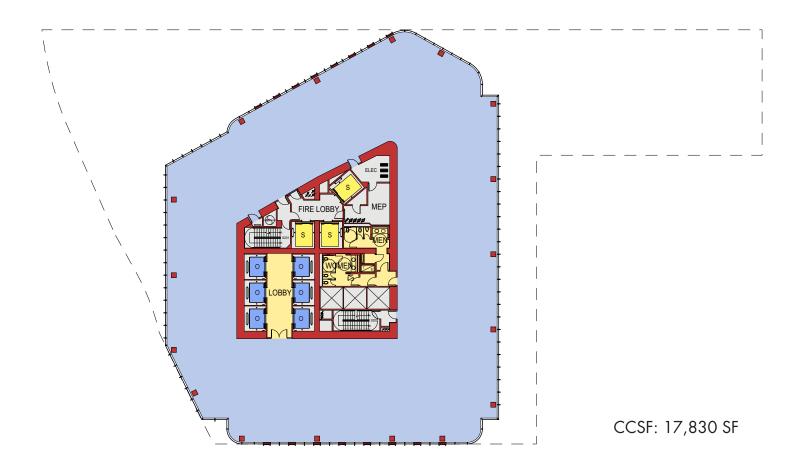






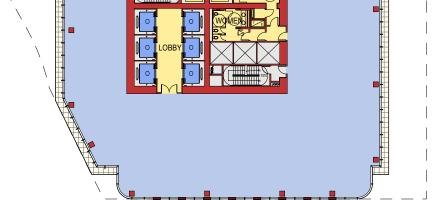
PLAN - LEVEL 8 TO16 - TYPICAL HOTEL FLOOR

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PLAN - LEVEL 17 TO 30 - TYPICAL OFFICE FLOOR

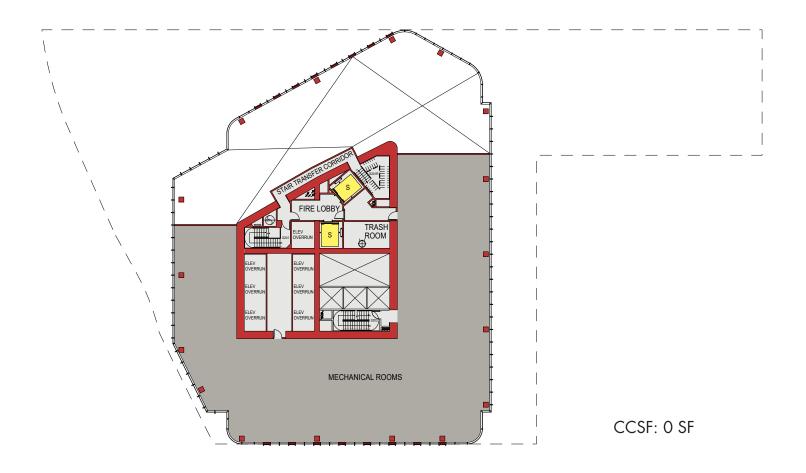




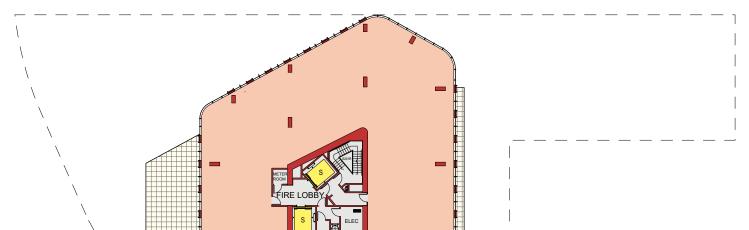


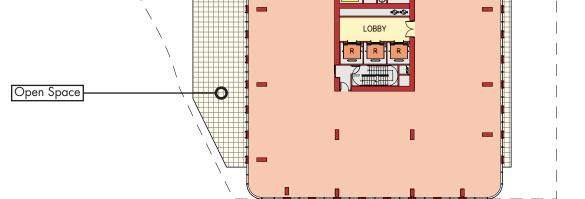
PLAN - LEVEL 31 - OFFICE FLOOR

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PLAN - LEVEL 32 (MECHANICAL)

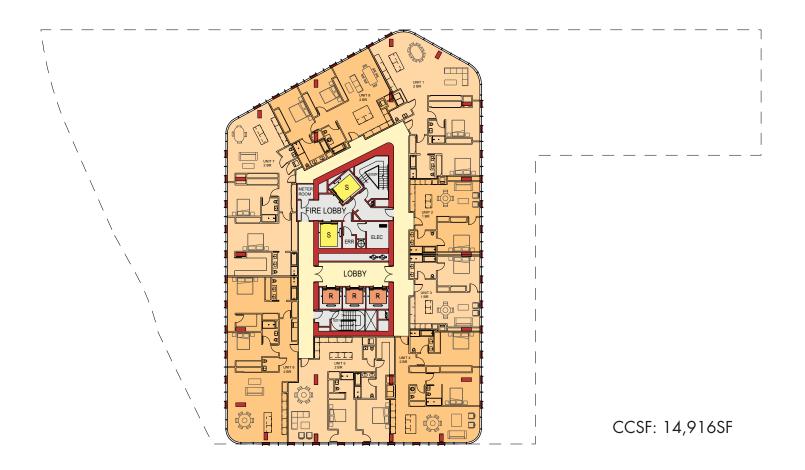




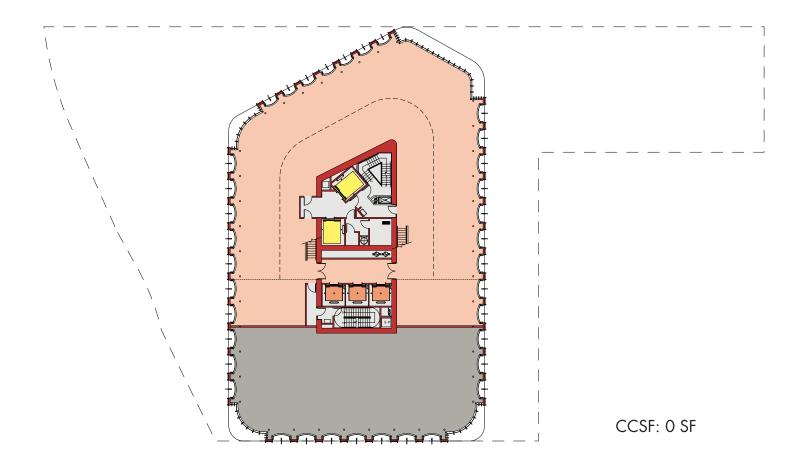


PLAN - LEVEL 33 - RESIDENTIAL AMENITY FLOOR

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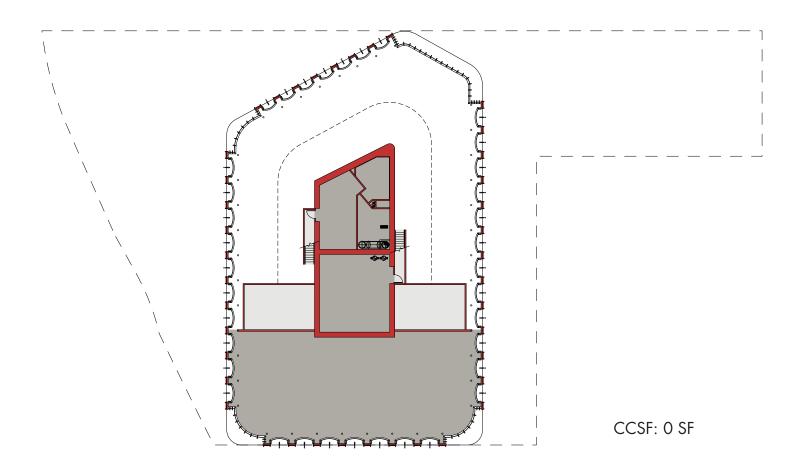


PLAN - LEVEL 34 TO 61 - TYPICAL RESIDENTIAL FLOOR



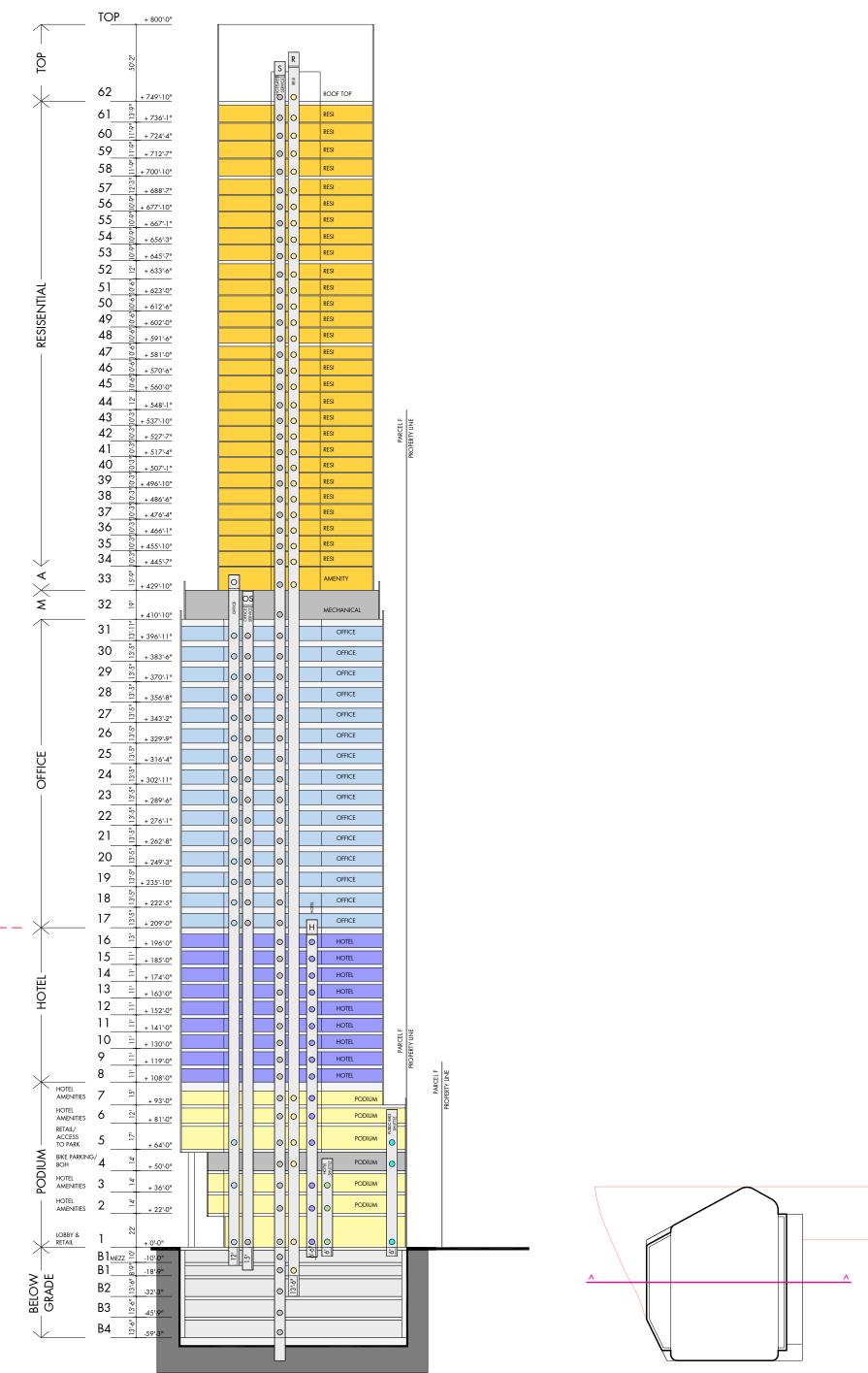
PLAN - LEVEL 62 - ROOF

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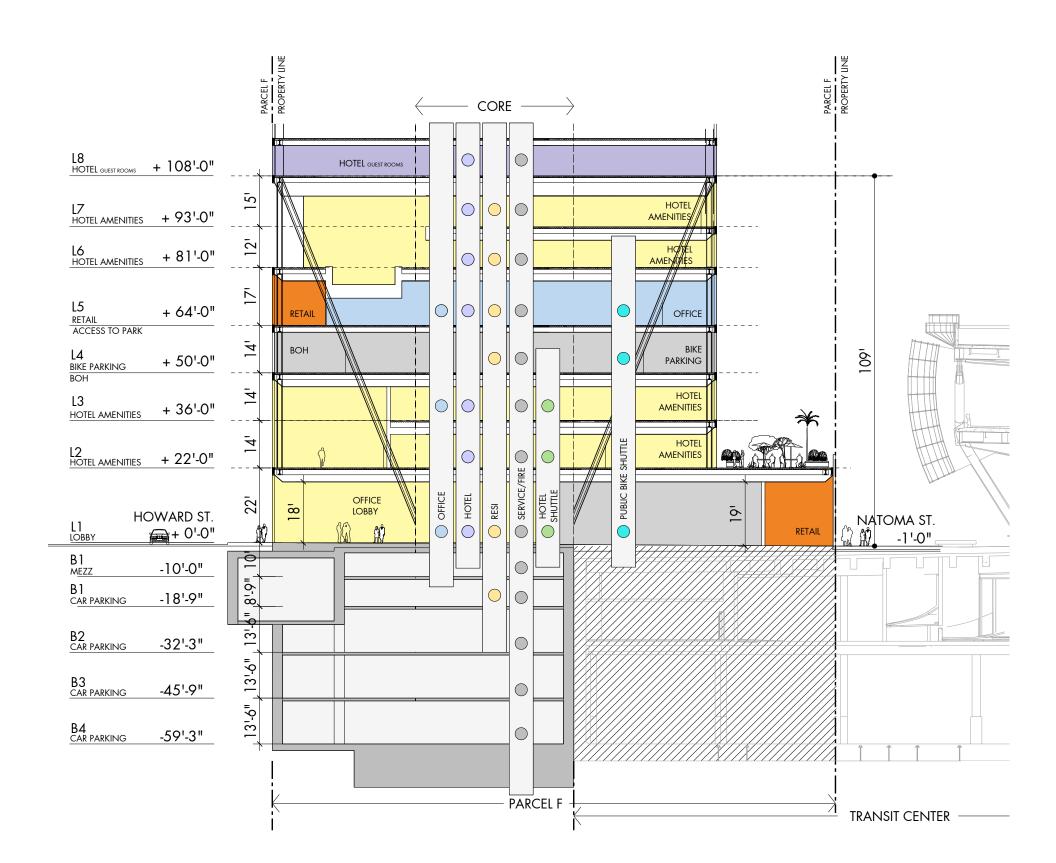
PLAN - LEVEL 62 MECHANICAL MEZZANINE

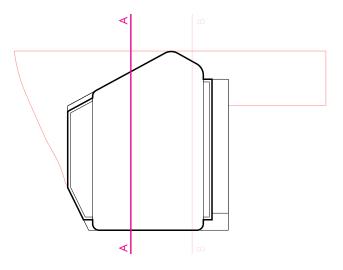
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TOWER SECTION - EAST/WEST

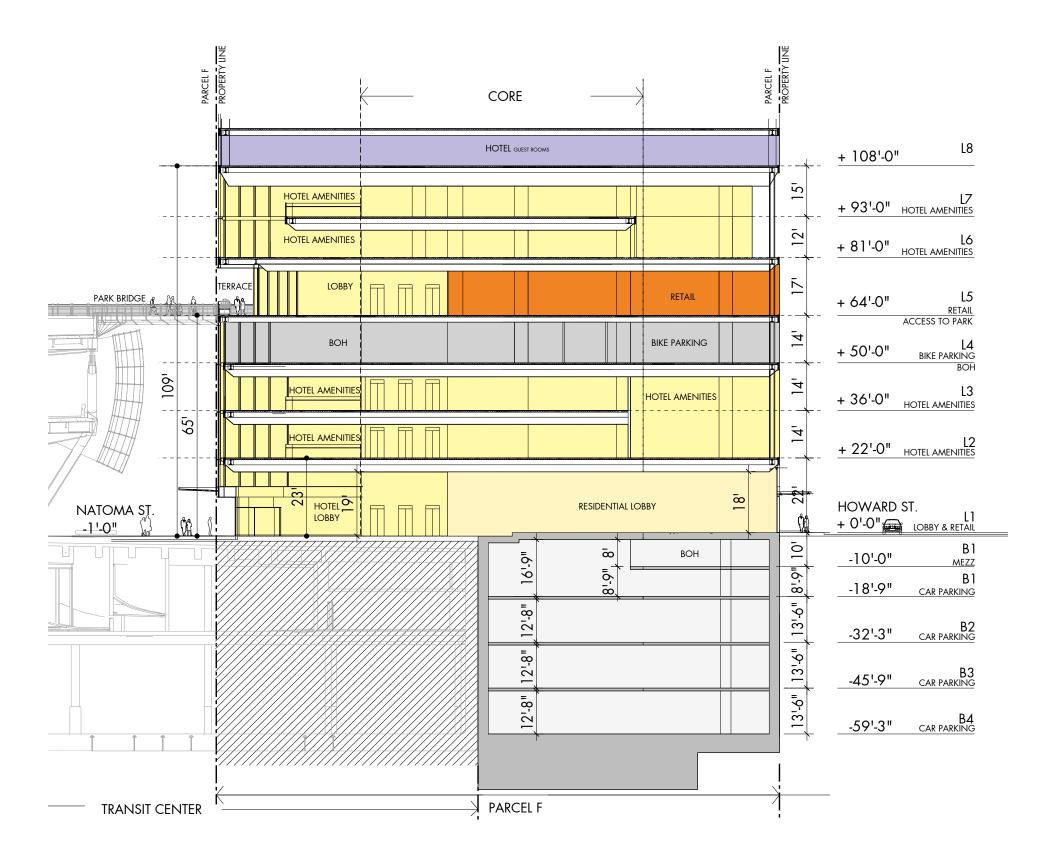
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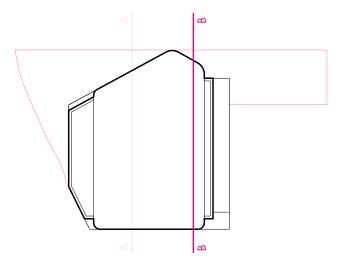




PODIUM SECTION A-A

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PODIUM SECTION B-B

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TOWER ELEVATION - SOUTH

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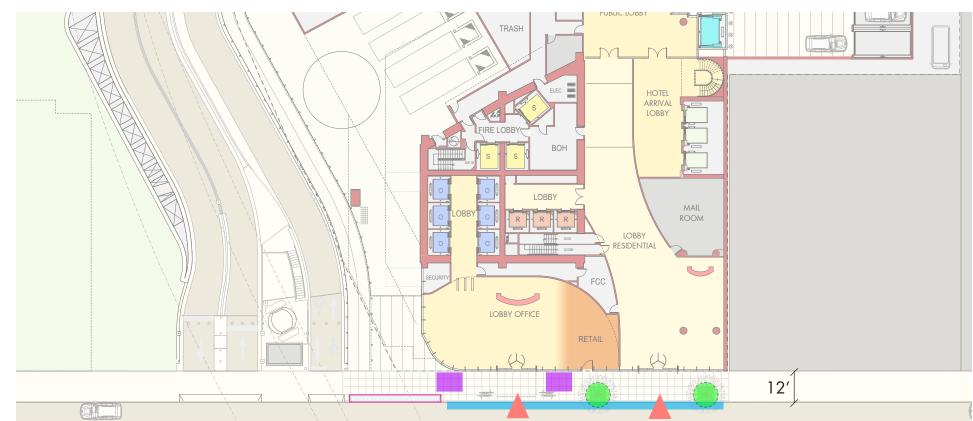


TOWER ELEVATION - NORTH (FACING NATOMA STREET)

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HOWARD STREET - ELEVATION





PARCEL F CURB CUT • TRUCKS ENTER & EXIT HEAD FIRST WITH NO BACKING UP ACROSS SIDEWALK, BIKE LANES OR TRAFFIC LANES

PASSENGER DROP-OFF

PG & E ACCESS



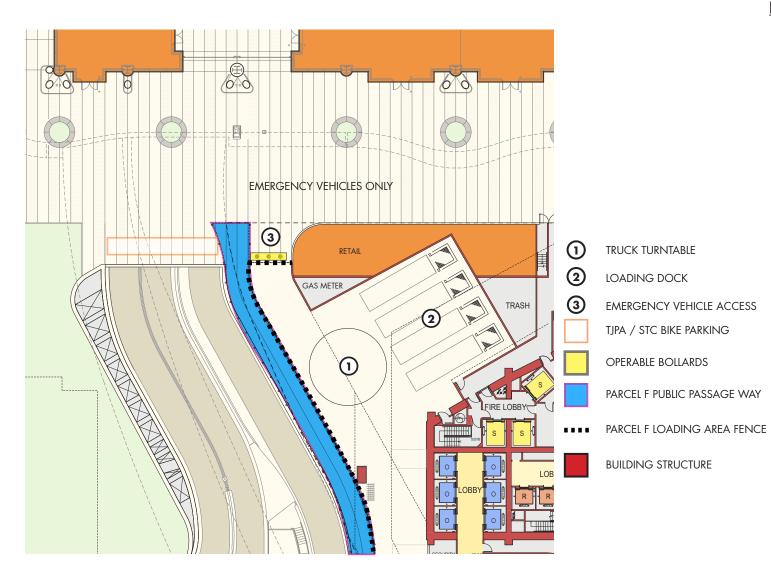
POTENTIAL TREE LOCATION SUBJECT TO COORDINATION WITH SF PUBLIC WORKS, TJPA AND UTILITY COMPANIES

HOWARD STREET - PLAN

Architectural Submittal 309 Application	Parcel F Tower	ARCHITECTURAL DESIGN
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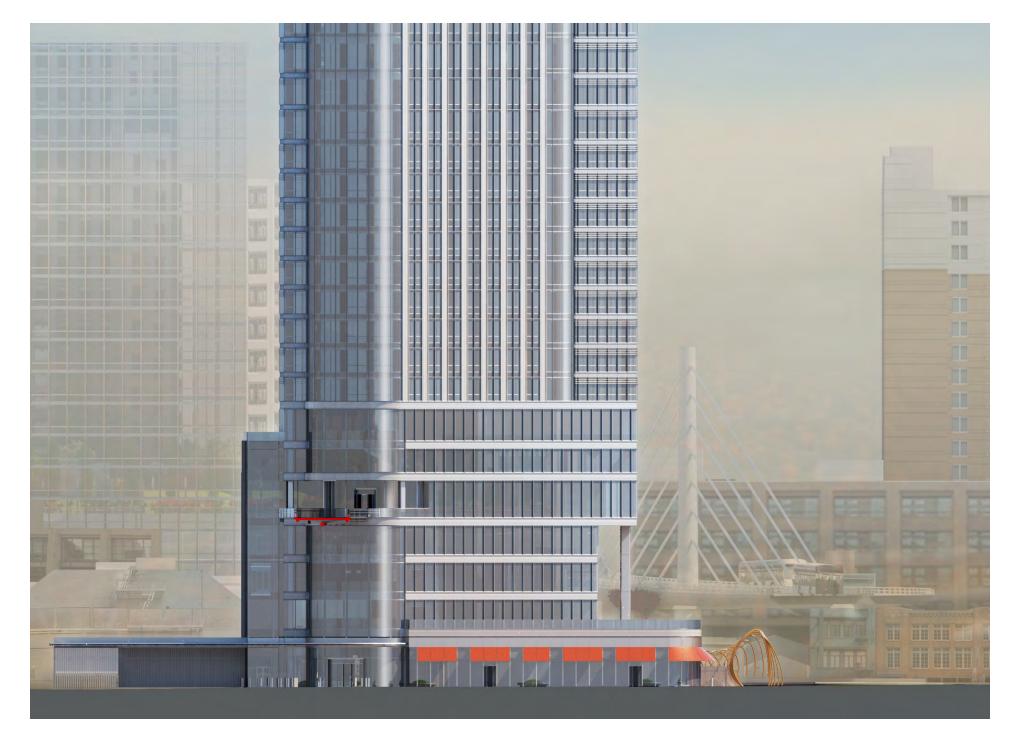


LOADING DOCK - ELEVATION

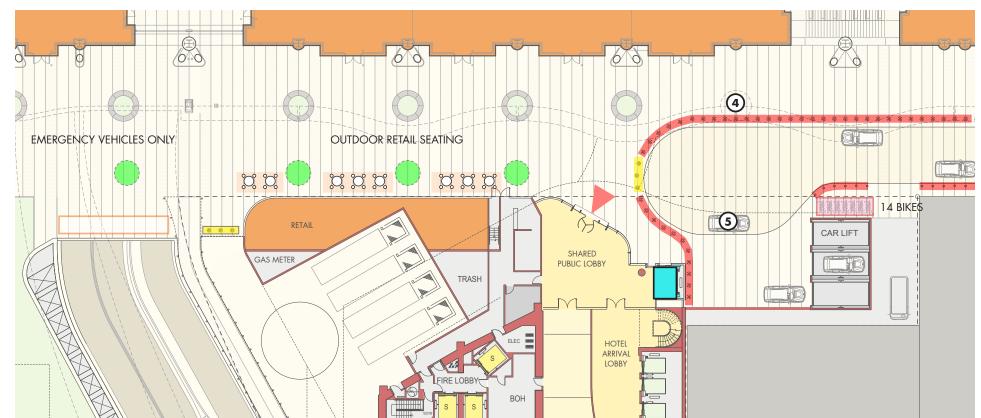


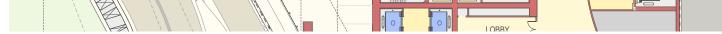
LOADING DOCK - PLAN

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NATOMA STREET - ELEVATION



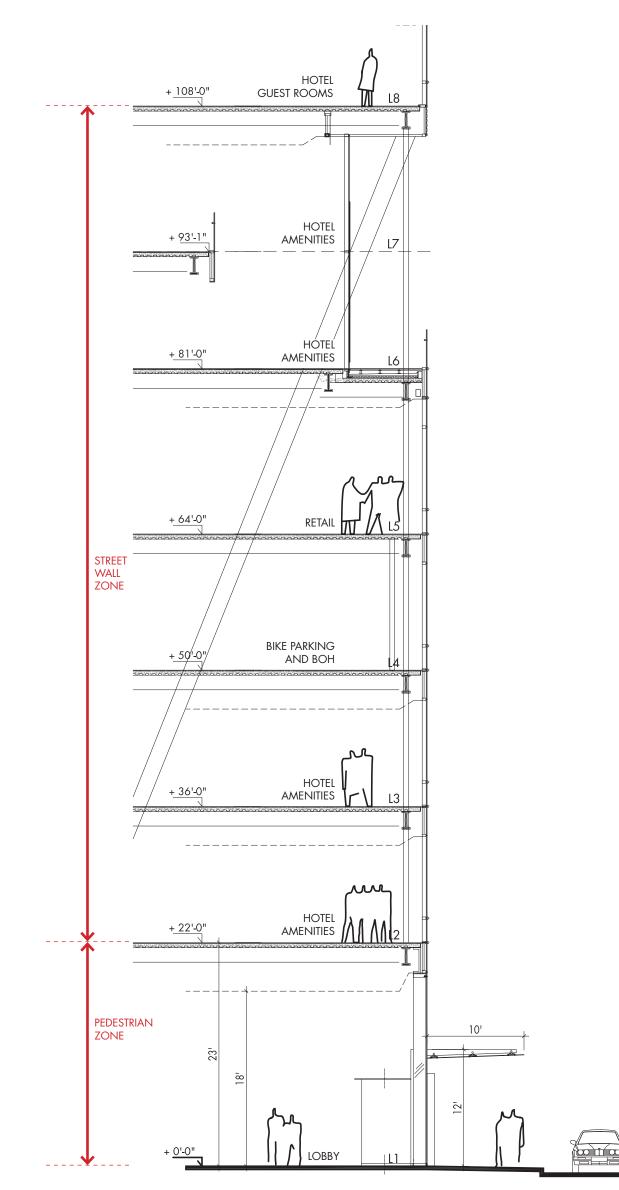


$\left| \! \ensuremath{\mathcal{O}} \! \right|$ potential location for retail tables & chairs

- PLANTER PROPOSED TO BE REMOVED
 - PARCEL F IS PROPOSING TO ELIMINATE STC PLANTERS (NOT BLAST RATED) & REPLACE THEM WITH FIXED BOLLARDS.
- 3 DROP-OFF AREA WITH SIMILAR DESIGN TO STC STREETSCAPE BUT WITH DIFFERENT TEXTURE AND NO CURB CUT
- POTENTIAL TREE LOCATION SUBJECT TO COORDINATION WITH SF PUBLIC WORKS, TJPA
- PARCEL F PROPOSED BIKE PARKING
 - TJPA / STC BIKE PARKING
 - FIXED BOLLARDS
 - OPERABLE BOLLARDS
- PUBLIC ELEVATOR

NOTES: PARCEL F NATOMA ST. FRONTAGE TO MATCH STC STREETSCAPE DESIGN; LOCATION OF PLANTERS, TREES, BIKE PARKING AND BOLLARDS ALSO TO BE COORDINATED WITH TJPA.

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MATERIAL NOTES FOR TOWER BASE:

TYPICAL VISION GLASS: CLEAR W/ A HIGH PERFORMANCE LIGHTLY REFLECTIVE COATING

<u>SPANDREL GLASS:</u> CLEAR WITH FRIT FLOODCOAT

VERTICAL PIERS: WHITE PANEL

METAL VERTICAL AND HORIZONTAL SUNSHADES & FINS: METAL

MAIN LOBBY WALL: CLEAR GLASS WITH GLASS FIN STRUCTURES.

ENTRY DOORS: CLEAR GLASS WITH METAL FRAMES AND HARDWARES

PEDESTRIAN ZONE ON HOWARD ST.

The pedestrian zone is defined by several architectural strategies.

- *First,* two of the three lobbies were placed on Howard Street with a ceiling height of 18 feet; with an intent of creating a grand atmosphere from Howard Street.
- Second, glass fins were placed to support the lobbies' curtain wall system; in order to extend the narrow street of Howard and to maximize the transparency of the lobbies.
- Third, a retail space was provided to activate the facade.

STREETWALL ON HOWARD ST.

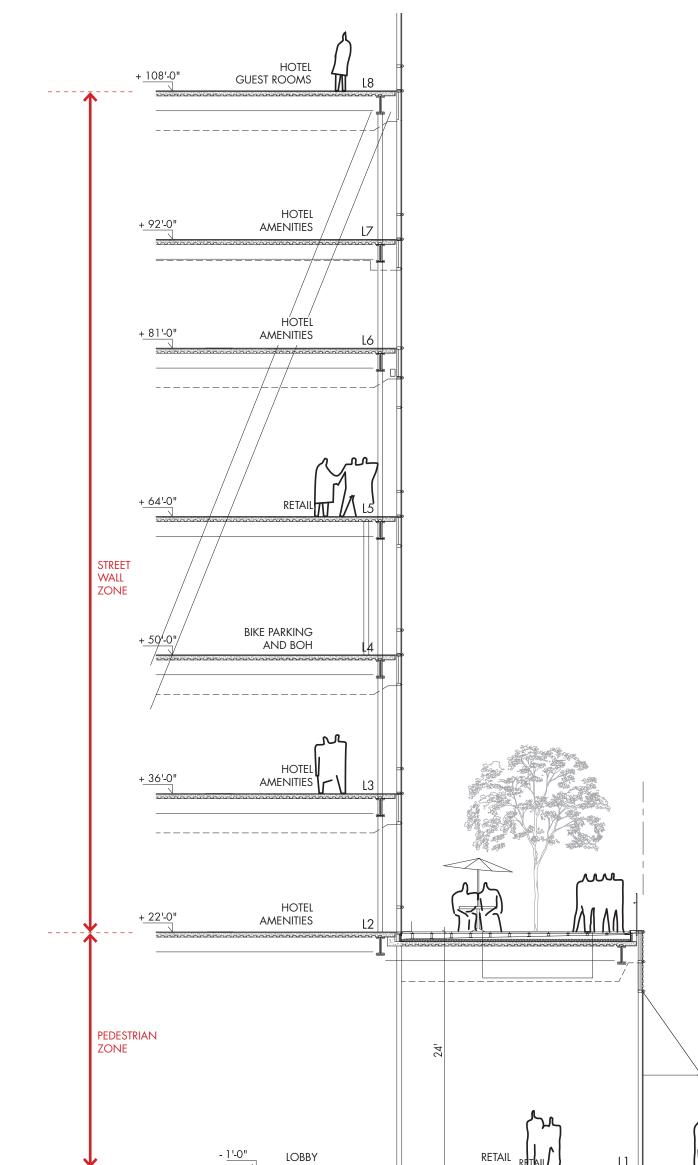
The streetwall is defined by several architectural strategies.

- First, A comfortable pedestrian experience at ground level.
- Second, a five-story high volume, with a very distinct wall articulation smooths the transition between the scale of the neighboring buildings and the tower. This volume also shelters the entrance to the public passageway that connects to Natoma Street.
- Last, a four-story cutback at the base welcomes the Salesforce Transit Center Bridge as part of the architectural composition of this unique urban condition, and shelters the sculptural passageway that connects to Natoma Street.



HOWARD STREET - TYPICAL WALL SECTION

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MATERIAL NOTES FOR TOWER BASE:

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X		 INATOMA ST.

PEDESTRIAN ZONE ON NATOMA ST.

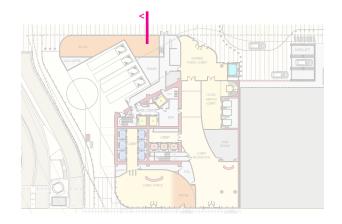
The pedestrian zone is defined by several architectural strategies.

- First, retail spaces along with outdoor seating were designated at the perimeter of the property to encourage an active atmosphere in the lower levels of the tower.
- Second, an open terrace space was provided on the second level of the tower to ensure an active and green life among the street of Natoma.
- Third, a public elevator was provided to access Salesforce Transit Center roof park.

STREETWALL ON NATOMA ST.

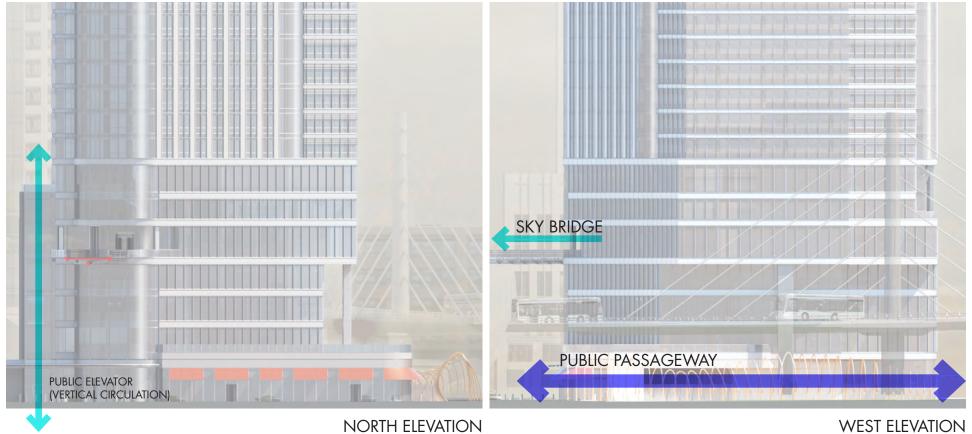
Several architectural articulations help define the Streetwall on Natoma Street.

- First, the one-story high retail volume provides human scale and acts as a balanced counterpart to the undulating metal screens of Transbay Transit Center façade.
- Second, the base on Natoma St. features a setback terrace and a bridge that connects to the Salesforce Transit Center Park.



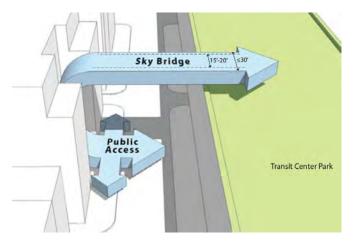
NATOMA STREET - TYPICAL WALL SECTION

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CONNECTIVITY TO TRANSBAY TRANSIT CENTER PARK :

POLICY 3.17

Permit buildings to satisfy open space requirements through direct connections to the Transit Center Park.

To satisfy the intent of section 138, these connections must meet minimum standards for public accessibility and functionality in the following manner

- Be publicly accessible and connected appropriately to ٠ vertical circulation;
- Provide clear signage from a public way, indicating public • access to the park.

-Transit Center District Plan-

PUBLIC PASSAGE WAY / CONNECTIVITY

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PLANNING CODE COMPLIANCE



Parcel F Tower

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Level	Perimeter Area	MEP Deductions per SF Planning Code	Other Deductions per SF Planning Code	Residential GSF	Office GSF	Hotel GSF	CCSF Gross Are Above/Below Grade
62	15,305	5,000	10,305	0	0	0	
61	15,305	131	258	14,916	0	0	14,91
60	15,305	131	258	14,916	0	0	14,91
59	15,305		258	14,916	0	0	14,91
58	15,305		258	14,916	0	0	14,91
57	15,305		258	14,916	0	0	14,91
56	15,305		258	14,916	0	0	14,91
55 54	15,305 15,305		258 258	14,916 14,916	0 0	0 0	14,91 14,91
53	15,305		258	14,916	0	0	14,91
52	15,305		258	14,916	0	0	14,91
51	15,305		258	14,916	0	0	14,91
50	15,305		258	14,916	0	0	, 14,91
49	15,305		258	14,916	0	0	14,91
48	15,305	131	258	14,916	0	0	14,91
47	15,305	131	258	14,916	0	0	14,91
46	15,305	131	258	14,916	0	0	14,91
45	15,305		258	14,916	0	0	14,91
44	15,305		258	14,916	0	0	14,91
43	15,305		258	14,916	0	0	14,91
42	15,305		258	14,916	0	0	14,91
41	15,305		258	14,916	0	0	14,91
40	15,305		258	14,916	0	0	14,91
39 38	15,305		258	14,916	0	0	14,91
38	15,305 15,305		258 258	14,916 14,916	0 0	0	14,91 14,91
36	15,305		258	14,910	0	0	14,91
35	15,305		258	14,916	0	0	14,91
34	15,305		258	14,916	0	0	14,91
33	15,305			14,412	0	0	14,41
32	17,690		8,946	0	0	0	,
31	17,690			0	16,930	0	16,93
30	18,590		386	0	1 <i>7,</i> 830	0	17,83
29	18,590	374	386	0	1 <i>7,</i> 830	0	17,83
28	18,590	374		0	17,830	0	17,83
27	18,590			0	17,830	0	17,83
26	18,590			0	17,830	0	17,83
25	18,590			0	17,830	0	17,83
24	18,590		386	0	17,830	0	17,83
23	18,590			0	17,830	0	17,83
22 21	18,590		386 386	0	17,830	0	17,83
21	18,590 18,590		386	0 0	17,830 17,830	0	17,83 17,83
19	18,590		386	0	17,830	0	17,83
18	18,590			0	17,830	0	17,83
17	18,590		369	0	17,578	0	17,57
16	18,590		370	0	0	18,220	18,22
15	18,590			0	0	18,220	18,22
14	18,590			0	0	18,220	18,22
13	18,590			0	0	18,220	18,22
12	18,590			0	0	18,220	18,22
11	18,590			0	0	18,220	18,22
10	18,590		370	0	0	18,220	18,22
9	18,590			0	0	18,220	18,22
8	18,590		370	0	0	18,220	18,22
7	18,158		4,820	0	0	13,338	13,33
6	18,719		738	0	0	16,745	16,74
5	19,626			0	6,053	12 507	6,05
4	19,022		6,260 372	0	0	12,597	12,59
3	19,022 19,022		372 437	0 0	0 0	18,485 18,485	18,48 18,48
2	22,300		437 15,986	1,496	3,323	18,485	6,31
B1 Mezz.	7,900		5,260	0	0	2,640	2,64
B1 /////B1	19,300		19,300	0	0	2,040	2,02
B2	18,430		18,430	0	0	0	
B3	18,430		18,430	0	0	0	
B4	18,430		18,430	0	0	0	

NOTES: CCSF gross area is per San Francisco Planning Code Article 1, Sec. 102.9 - Gross area:

Perimeter area is measured at 4' above finished floor

The above calculations for deducted area assumes the following understanding of CCSF code:

1: Floor space used for off-street parking or loading.

2: Basement space used for storage or services necessary to the operation or maintenance of the building

3: Elevator or stair penthouses, etc at the top of the building used for operation or maintenance of the building

4: Mechanical equipment areas necessary to the operation of the building

(MEP, Elec, Tel rooms/shafts, Restroom shafts/risers)

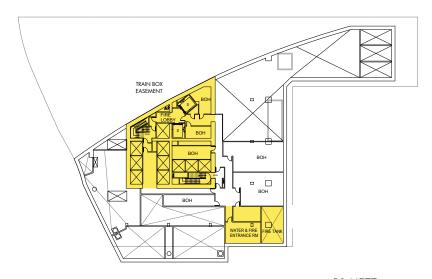
5: Retail area less than 5,000 SF per use on ground and park level

(L1 retail on Natoma St.= 1,605 SF, L1 retail on Howard St.= 714 SF, and retail at park level= 5,000 SF)

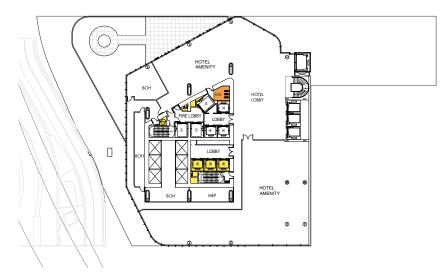
6: Ground floor lobby circulation space (3,480 SF)

AREA SCHEDULE {2019.12.18}

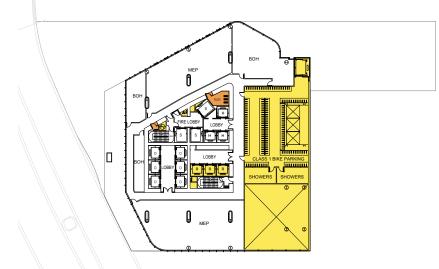
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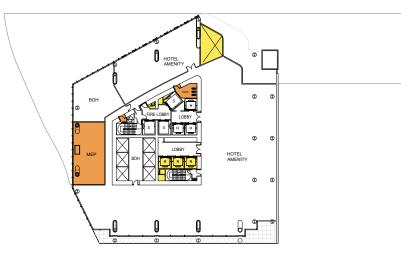
	<u>BI MEZZ.</u>
PERIMETER AREA:	7,900 SF
DEDUCTS PER SF PLANNING CODE:	5,260 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	2,640 SF

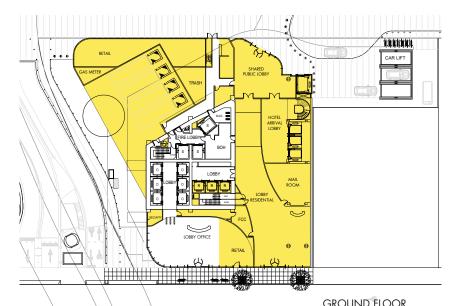


	PODIUM - LEVEL 2
PERIMETER AREA:	19,022 SF
DEDUCTS PER SF PLANNING CODE:	437 SF
MEP DEDUCTS PER SF PLANNING CODE:	100 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	18,485 SF

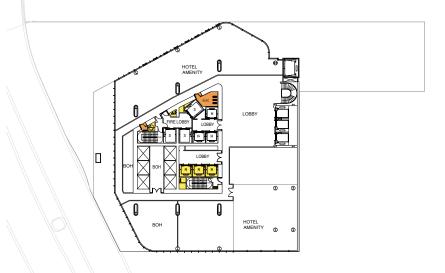


	PODIUM - LEVEL 4
PERIMETER AREA:	19,022 SF
DEDUCTS PER SF PLANNING CODE:	6,260 SF
MEP DEDUCTS PER SF PLANNING CODE:	165 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	12,507 SF





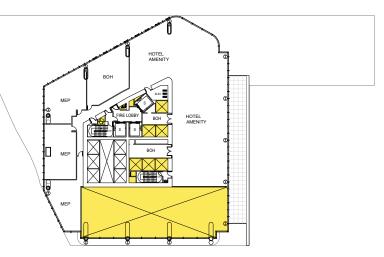
	<u>GROUND FLOOR</u>
PERIMETER AREA:	23,300 SF
DEDUCTS PER SF PLANNING CODE:	15,986 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	6,314 SF



	PODIL	JM - LEVEL 3
PERIMETER AREA:		19,022 SF
DEDUCTS PER SF PLANNING CODE:		372 SF
MEP DEDUCTS PER SF PLANNING CODE:		165 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:		18,485 SF
	/ /	



	PODIUM - LEVEL 5
PERIMETER AREA:	19,626 SF
DEDUCTS PER SF PLANNING CODE:	13,408 SF
MEP DEDUCTS PER SF PLANNING CODE:	165 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	6,053 SF

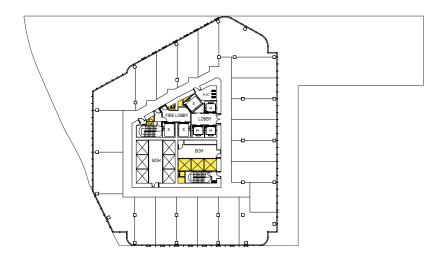


	PODIUM - LEVEL 6
PERIMETER AREA:	18,719 SF
DEDUCTS PER SF PLANNING CODE:	738 SF
MEP DEDUCTS PER SF PLANNING CODE:	1,236 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	16,745 SF

	PODIUM - LEVEL 7
PERIMETER AREA:	18,158 SF
DEDUCTS PER SF PLANNING CODE:	4,820 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	13,338 SF

GROSS AREA SUMMARY

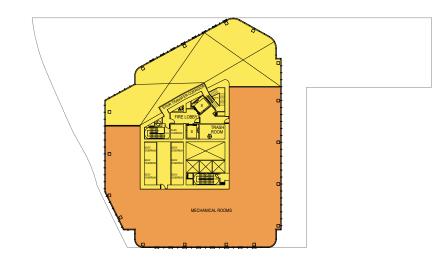
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	<u>TYPICAL HOTEL (L8-16)</u>
PERIMETER AREA:	18,590 SF
DEDUCTS PER SF PLANNING CODE:	370 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	18,220 SF



	TYPICAL OFFICE (L 18-30)
PERIMETER AREA:	18,590 SF
DEDUCTS PER SF PLANNING CODE:	386 SF
MEP DEDUCTS PER SF PLANNING CODE:	374 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	17,830 SF



	MECHANICAL (L32)
PERIMETER AREA:	17,690 SF
DEDUCTS PER SF PLANNING CODE:	8,946 SF
MEP DEDUCTS PER SF PLANNING CODE:	8,744 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	0 SF

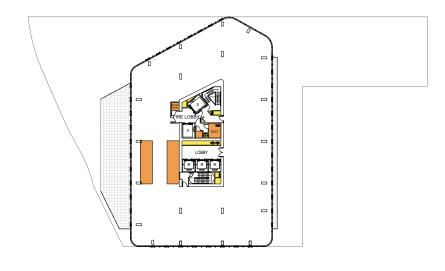




	<u>OFFICE (L17)</u>
PERIMETER AREA:	18,590 SF
DEDUCTS PER SF PLANNING CODE:	369 SF
MEP DEDUCTS PER SF PLANNING CODE:	643 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	17,578 SF



PERIMETER AREA:	<u>OFFICE (L31)</u> 17,690 SF
DEDUCTS PER SF PLANNING CODE:	386 SF
MEP DEDUCTS PER SF PLANNING CODE:	374 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	16,930 SF



	<u>RESIDENTIAL (L33)</u>
PERIMETER AREA:	15,305 SF
DEDUCTS PER SF PLANNING CODE:	219 SF
MEP DEDUCTS PER SF PLANNING CODE:	674 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	14,412 SF





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	TYPICAL RESIDENTIAL (L34-61)
PERIMETER AREA:	15,305 SF
DEDUCTS PER SF PLANNING CODE:	258 SF
MEP DEDUCTS PER SF PLANNING CODE:	131 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	14,916 SF

PERIMETER AREA:	<u>ROOF (L62)</u> 15,305 SF
DEDUCTS PER SF PLANNING CODE:	10,305 SF
MEP DEDUCTS PER SF PLANNING CODE:	5,000 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	O SF

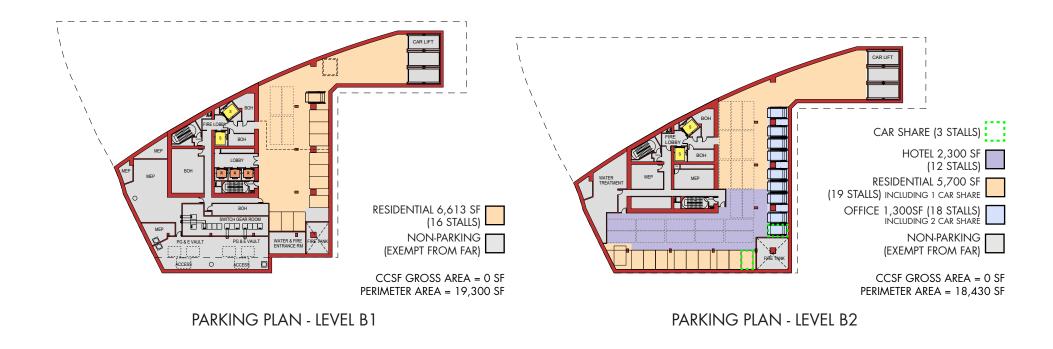
GROSS AREA SUMMARY

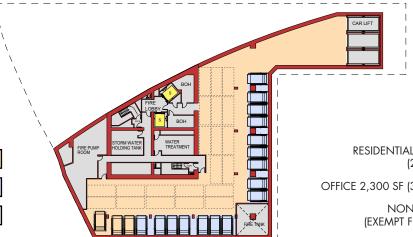
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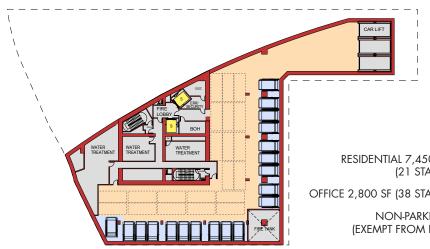
PROGRAM	Allowable Parking	Provided Parking	Reference
NON-RESIDENTIAL	18,625 SF	100 STALLS / 9,700 SF	SF PLANNING CODE SEC 151.1 (c), (d), (f) 3.5% OF GROSS
RESIDENTIAL (165 UNITS)	83 STALLS	83 STALLS	SF PLANNING CODE SEC. 151.1 (f) 0.5 CAR PER 1 UNIT
TOTAL		183 STALLS	

NON-RESIDENTIAL ALLOWABLE PARKING CALCULATION	CCSF
OFFICE	275,674 SF
HOTEL	247,765 SF
RETAIL	8,700 SF
TOTAL NON-RESIDENTIAL CCSF	532,139 SF
NON-RESIDENTIAL ALLOWABLE PARKING: 3.5% OF GROSS	18,625 SF

NUMBER OF CAR SHARE PARKING STALLS		Reference
NON-RESIDENTIAL	2	SF PLANNING CODE SEC 166
DWELLING	1	SF PLANNING CODE SEC. 166
TOTAL CAR SHARE	3	









CCSF GROSS AREA = 0 SF PERIMETER AREA = 18,430 SF

PARKING PLAN - LEVEL B4



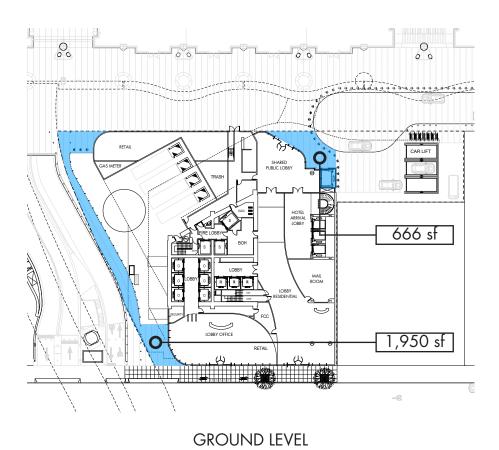
CCSF GROSS AREA = 0 SF PERIMETER AREA = 18,430 SF

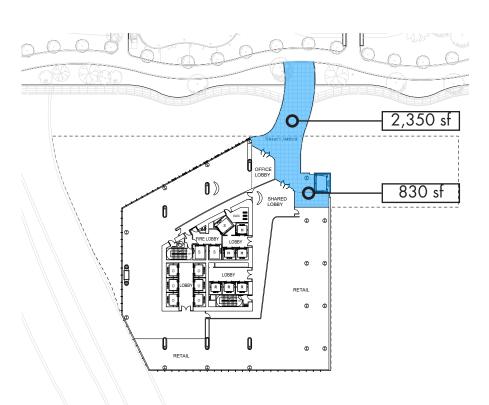
PARKING PLAN - LEVEL B3

PARKING SUMMARY

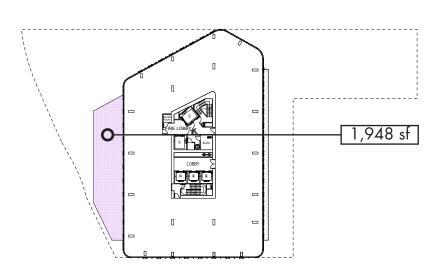
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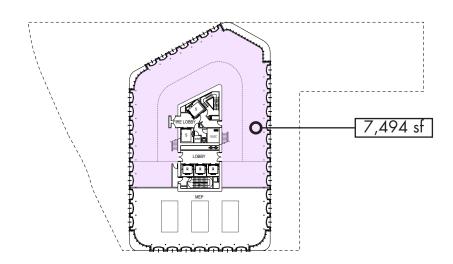
Residential:	165 units	Required Open Space	Proposed Open Space	Notes
48 SF Common Open Space x 165 units		7,920	7,494	Roof Top Terrace
			1,948	Terrace at 33L
TOTAL RESIDENTIAL OPEN SPACE		7,920	9,442	Planning Code 138(g)
Commercial:	523,439 SF	Required Open Space	Proposed Open Space	Notes
1 SF of open space / 50 SF		10,469	5,000	Bonus (Section 138(j)(1)(F)(iv))
			1,950	Gr. Flr. Passage
			666	Access to Public elevator
			830	Public elevator to Park level (L1-L5)
			2,350	Bridge & Terrace at 5L
TOTAL COMMERCIAL OPEN SPACE		10,469	10,796	Planning Code 138(g)





PODIUM - LEVEL 5





RESIDENTIAL AMENITY - L 33

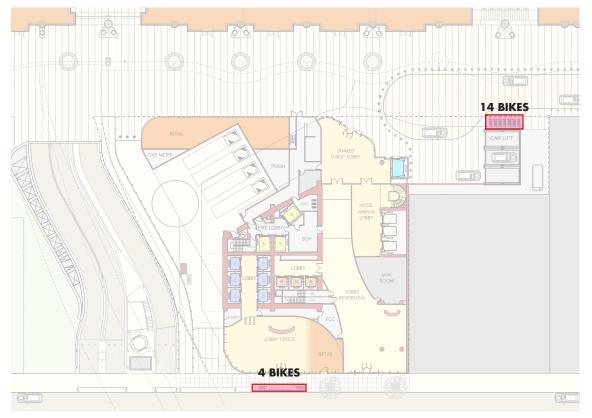




OPEN SPACE SUMMARY

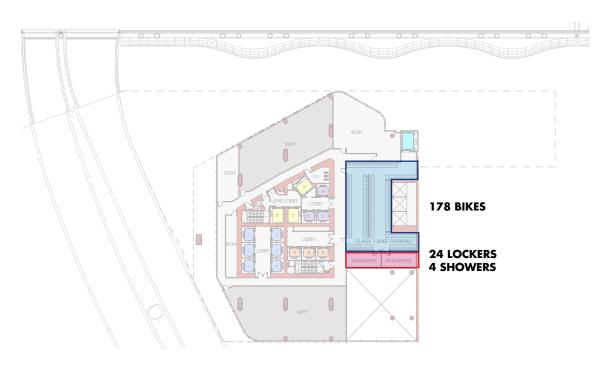
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	Residential	Hotel	Office	Total No. Required
GSF	-	-	275,674	
# of Units	165	189	-	
Class1 Code	100 Class1 spaces + 1 Class1 space/4units over 100 units	1 Class1 space/30 rooms	1 Class1 spaces/5,000sf	
CLASS1 TOTAL	116.3	6.3	55.1	178
Class2 Code	1 Class2 space/20units	1 Class2 space/30 rooms + 1 Class2 space/5,000 sf of Conf., Meeting Rooms	Min. 2 Spaces for office greater than 5,000SF + 1 Class2 space / add. 50,000 SF	
CLASS2 TOTAL	8.3	18.3	7.4	34



CLASS 2 BIKE PARKING

CLASS 2 BIKE PARKING - LEVEL 1 PAY IN LIEU FEE FOR 50% OF CLASS 2 REQUIREMENT (17 SPACES)





PODIUM PLAN - LEVEL 4

BIKE PARKING SUMMARY

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CODE ITEM	Required/Permitted	Proposed	Action Requested
'P' ZONING CLEAN UP	LOTS 3721-135 AND 3721-138 ZONED C-3-0 (SD) AND 'P'	CHANGE TO C-3-0 (SD) ONLY	ZONING MAP AMENDMENT
RESIDENTIAL FLOOR PLATES [15K SF]	IN THE TCDP, RESITENTIAL FLOOR PLATES FOR SITES >15,000 SF IN AREA ARE LIMITED TO A FOOTPRINT OF 15,000 SF	ALLOW RESIDENTIAL 'FOOTPRINT' OF 15,270 SF (Please refer to pp. 14-16 of the Supplemental Diagrams)	LEGISLATIVE AMENDMENT-UNCODIFIED
HEIGHT LIMIT AND BULK DISTRICT	LOT 16 & 136 (portion) = 450.S LOT 135, 136 (portion) & 138 = 750.S 2	HEIGHT MAP AMENDMENT TO RECLASSIFY WESTERN PORTION OF LOT 16 (1,310 SF, AS DEPICTED IN SUPPLEMENTAL DIAGRAMS) TO 750-5-2; INCREASE	ZONING MAP AMENDMENT
	7.5% ADDITION MAY EXTEND ABOVE THE PERMITTED HEIGHT	THE 750-S-2 ZONE ON PORTION OF LOT 136 AT NORTHEASTEARN EDGE OF	
		TOWER (245 SF, AS DEPICTED IN SUPPLEMENTAL DIAGRAMS); RECLASSIFY NORTHWEST PORTION OF SITE TO 450-S (4,576 SF, AS DEPICTED IN	
		SUPPLEMENTAL DIAGRAMS). (Please refer to pg. 2 of the Supplemental Diagrams).	
GENERAL PLAN CONSISTENCY WITH ZONING	STATE LAW REQUIRES THE GENERAL PLAN (DOWNTOWN PLAN AND TRANSIT	REVISE DOWNTOWN PLAN LAND USE MAP (MAP 1) TO CONFORM TO TCDP	GENERAL PLAN AMENDMENT
	CENTER DISTRICT PLAN ("TCDP") TO BE CONSISTENT WITH ZONING.	AND CURRENT C-3-0(SD) ZONING; REVISE DOWNTOWN PLAN HEIGHT MAP (MAP 5) AND TRANSIT CENTER DISTRICT PLAN HEIGHT MAP (FIGURE 1) TO	
		CONFORM TO ZONING HEIGHT MAP AMENDMENT DESCRIBED BELOW	
SETBACKS	ESTABLISH A DISTINCTIVE STREETWALL AT A HEIGHT BETWEEN 50' TO 110' FOR	R FAÇADE PROVIDES GREATER DEGREE OF ARTICULATION UP TO 110' TO KEEP IN	309 EXCEPTION
(§132.1)	NOT LESS THAN 40% OF THE LINEAR FRONTAGE AT ALL STREET FRONTAGE	CHARACTER WITH THE STREETWALL CONCEPT BUT DOES NOT COMPLY WITH THE 10' SETBACK REQUIREMENT FOR 40% OF THE FRONTAGE ON HOWARD	(§ 309(a)(1))
		STREET	
	SEPARATION OF TOWERS FROM AN INTERIOR PROPERTY LINE	15' SEPARATION OF TOWER FROM INTERIOR PROPERTY LINE UP TO A HEIGHT	309 EXCEPTION
		OF 411' AND 18' SEPARATION FROM 430' UPWARDS	(§ 309(a)(1))
		(Please refer to pg.17 of the Supplemental Diagrams)	
	SEPARATION OF TOWERS AT PUBLIC STREETS	ENCROACHMENT INTO SETBACK LINE AT HOWARDS ST AT 640' HIGH AND UPWARDS	309 EXCEPTION (§ 309(a)(1))
		(Please refer to pg.18 of the Supplemental Diagrams)	
REAR YARD (§134)	25% OF LOT DEPTH IS REQUIRED AT THE LOWEST STORY CONTAINING A DWELLING UNIT AND EACH SUCCEEDING STORY ABOVE	NONE PROVIDED (Please refer to pg.19 of the Supplemental Diagrams)	309 EXCEPTION (§ 309(a)(1))
(3.54)			
	AT LEAST ONE ROOM THAT MEETS THE 120-SQUARE-FOOT MINIMUM FLOOR	TWO UNITS PER FLOOR LESS THAN 25 FEET FROM EAST PROPERTY ON SIX	309 EXCEPTION
(§140)	AREA SHALL FACE DIRECTLY ON AN OPEN SPACE	FLOORS. (Please refer to pg.8 of the Supplemental Diagrams)	(§ 309(a)(14))
OFF STREET LOADING	6 LOADING SPACES REQUIRED	4 PROVIDED	309 EXCEPTION
(§152.1)		(Please refer to pg.9 of the Supplemental Diagrams)	(§ 161(e))
RATIO OF COMMERCIAL TO RESIDENTIAL USAGE	RATIO OF COMMERCIAL TO RESIDENTIAL FOR PARCELS	EXCEPTION TO 2:1 COMMERCIAL TO RESIDENTIAL REQUIREMENT	309 EXCEPTION
(§248(c))	LARGER THAN 15,000 SF GREATER OR EQUAL TO 2:1.	EXCEPTION PERMITTED PER ZA LETTER OF DETERMINATION DATED 12/2/2015	(§ 309(a)(8))
Tour bus loading	ONE OFF-STREET TOUR BUS LOADING SPACE REQUIRED FOR HOTELS WITH 201	- ZERO OFF-STREET TOUR BUS LOADING SPACES	309 EXCEPTION
(§162(b))	350 ROOMS		(§ 309(a)(7))
BULK AREA REDUCTION	AVERAGE SIZE OF UPPER 1/3 OF TOWER IS TO BE REDUCED TO 75% OF	AVERAGE FLOOR PLATE OF TOP 1/3 REDUCED TO 82% OF LOWER 2/3	309 EXCEPTION
(§272)	AVERAGE SIZE OF UPPER 1/3 OF TOWER IS TO BE REDUCED TO 75% OF AVERAGE FLOOR AREA OF THE LOWER TOWER	AVERAGE FLOOR PLATE	(§ 309(a)(13))
		(Please refer to pp. 4-7 of the Supplemental Diagrams)	
	Average diagonal dimension of upper 1/3 of tower is to be reduced to 87% of diagonal dimension of the lower tower	2/3 AVERAGE DIAGONAL	309 EXCEPTION (§ 309(a)(13))
		(Please refer to pp. 4-7 of the Supplemental Diagrams)	
GARAGE AND LOADING ACCESS (§155(r))	CURB CUTS ARE NOT ALLOWED ON HOWARD WHICH IS IDENTIFIED AS AN OFFICIAL CITY BICYCLE ROUTE	INTERRUPT BICYCLE LANE WITH CURB CUT FOR LOADING ACCESS (Please refer to pg. 9 of the Supplemental Diagrams)	VARIANCE
· · · ·		. 10	
	NEW ENTRIES ARE NOT ALLOWED ON NATOMA FROM 300 FEET WEST OF FIRST STREET.	PROVIDE VEHICULAR ACCESS THROUGH NATOMA (Please refer to pg. 9 of the Supplemental Diagrams)	309 EXCEPTION
		, the route of phonon and a suggesting	
PARKING & LOADING ENTRANCES	NO MORE THAN 1/3 OF THE WIDTH OR 20 FEET, WHICHEVER IS LESS, OF	ON HOWARD ST., 35'-8" AND ON NATOMA ST. 64'-6"	VARIANCE
(§145(c))	ANY GIVEN STREET FRONTAGE SHALL BE DEVOTED TO PARKING AND LOADING INGRESS AND EGRESS	P(Please reter to pg. 9 of the Supplemental Diagrams)	

STREET FRONTAGES (§145.1)	ACTIVE USES SHALL BE PROVIDED WITHIN 25 FEET OF THE BUILDING DEPTH ON THE GROUND FLOOR. BUILDING LOBBIES ARE CONSIDERED ACTIVE USES SO LONG AS THEY DON'T EXCEED 40 FEET OR 25% OF THE BUILDING FRONTAGE	EXCEED LOBBY MAXIMUM FRONTAGE WIDTH ON HOWARD (Please refer to pg. 10 of the Supplemental Diagrams)	VARIANCE
GARAGE AND LOADING ACCESS (§155(r))		LOADING IS COVERED AND SCREENED FROM PUBLIC VIEW, BUT NOT ENCLOSED DUE TO ANGLE OF ENTRY AND TURNTABLE	VARIANCE

PLANNING CODE EXCEPTIONS

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ADDITIONAL DESIGN



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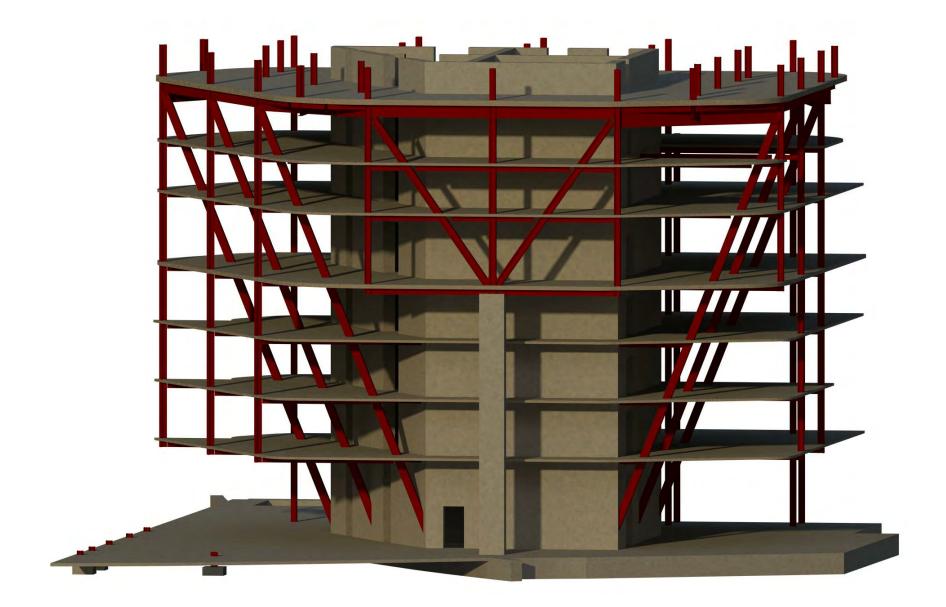
STRUCTURAL SYSTEM MAGNUSSON KLEMENCIC ASSOCIATES

Transbay Parcel F will be approximately 800 feet tall, with a vertical mixed stack of public amenity, retail, hotel, office, and residential programs. The structural design will be performed in accordance with the 2013 San Francisco Building Code, including the San Francisco Department of Building Inspection Administrative Bulletin AB083, utilizing a non-prescriptive seismic design with a ductile shear wall core.

The tower columns and core walls will be founded on large diameter drilled shafts into the Franciscan Bedrock. Beneath the core, a thick mat foundation will distribute the wall loads to the drilled shafts and minimize differential settlement. Beyond the core, a thinner mat will resist hydrostatic uplift forces.

The below grade structure will consist of concrete flat plate slabs and concrete walls and columns. Through the podium, hotel and office levels, the structural floor framing system will consist of structural steel beams and columns with concrete on metal deck. In the residential levels, the structural system will consist of concrete post-tensioned flat slabs and concrete columns.

The most unique aspect of the structure is the column transfer condition at the base of the tower. With the northern and western portions of the tower being over the TJPA easements at and below grade, the structural columns will be sloped back to the core over 8 levels equally on opposing sides of the building. This equal and opposite column sloping with allow for balance of the structure minimizing the horizontal force on the core.



BUILDING INFORMATION MODEL OF BASE TRANSFER

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SUSTAINABILITY HKS ARCHITECTS

TRANSIT ORIENTED DEVELOPMENT

The project is a Transit Oriented Development (TOD) in downtown San Francisco, adjacent to the Salesforce Transit Center, a multi-model transportation hub. The site is very walkable and bikable as well.

HIGH PERFORMANCE FACADE

The project will optimize energy performance through a high performance facade with integrated solar shading.

STORMWATER AND RAINWATER HARVESTING

The project will utilize alternate sources of water from stormwater and rainwater for flushing and landscape irrigation to reduce the water use in the building.

CONSTRUCTION WASTE MANAGEMENT

The project will divert more than 75% of the construction waste from landfills through recycling or reuse.

SUSTAINABLE MATERIALS

The project will utilize sustainable building materials such as responsibly sourced building materials, materials with recycled content and low (VOC) contents.

DAYLIGHT AND VIEWS

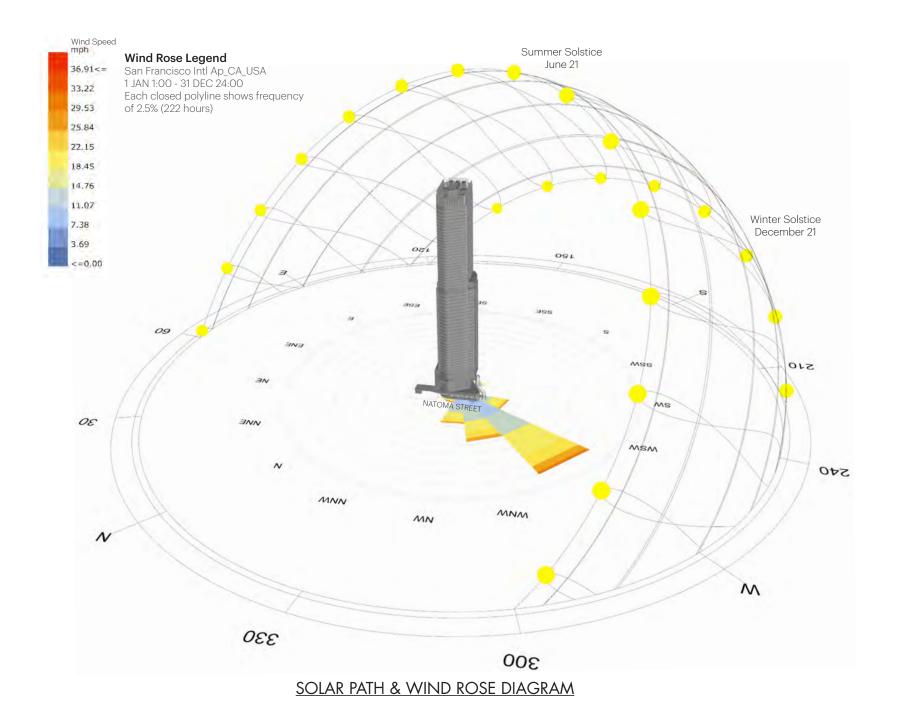
The building will provide natural daylight and quality views to its occupants.

ELECTRIC VEHICLE CHARGING AND PARKING

The project will be equipped with electric vehicle charging stations and preferred parking spaces for clean air/van pool/ electric vehicles.

INNOVATION

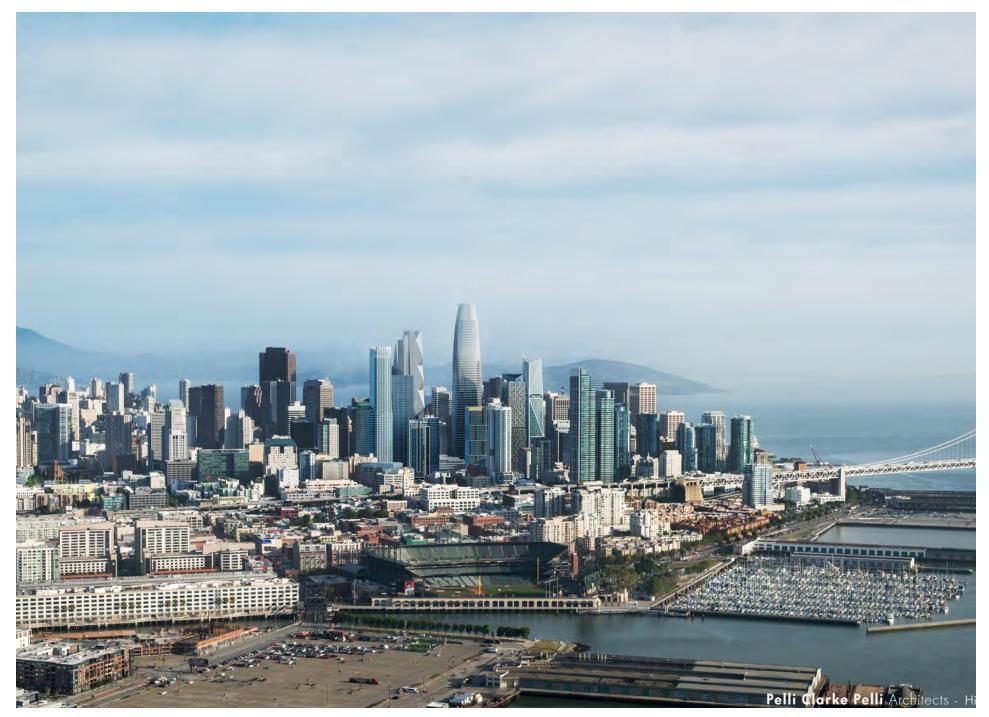
The project will include unique and innovative approaches to sustainability catered to respond to the local environment where it is located.







FROM DOLORES PARK

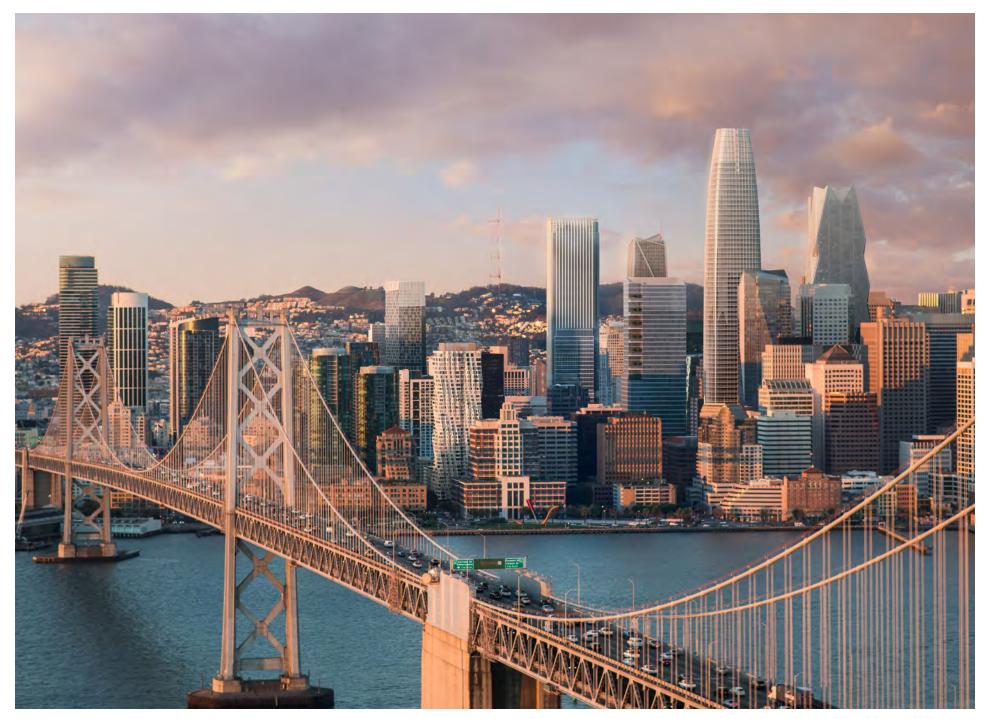


FROM MISSION BAY





AERIAL VIEW OF DOWNTOWN - FACING WEST



FROM TREASURE ISLAND

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PROJECT RENDERINGS

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		ARIAL VIEW - LOOKING NORTH
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PROJECT RENDERINGS

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AERIAL VIEW FROM TRANSBAY PARKIILSURAS SOURI VIE 35 1 r 200

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Parcel F Tower

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PROJECT RENDERINGS



VIEW FROM HOWARD AND 2ND STREET - 10

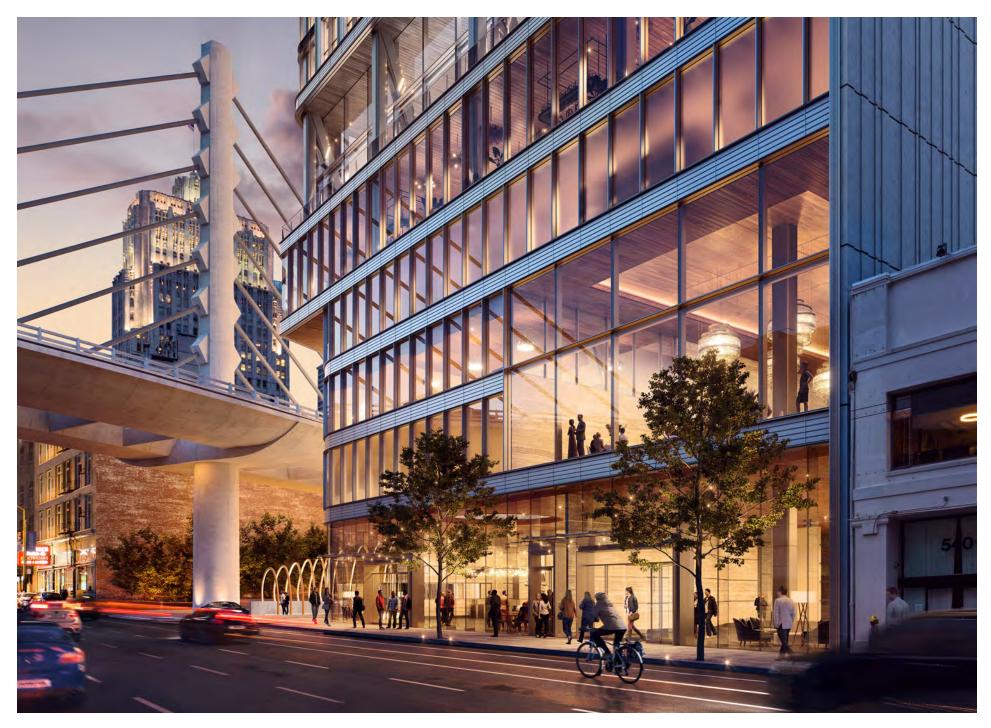
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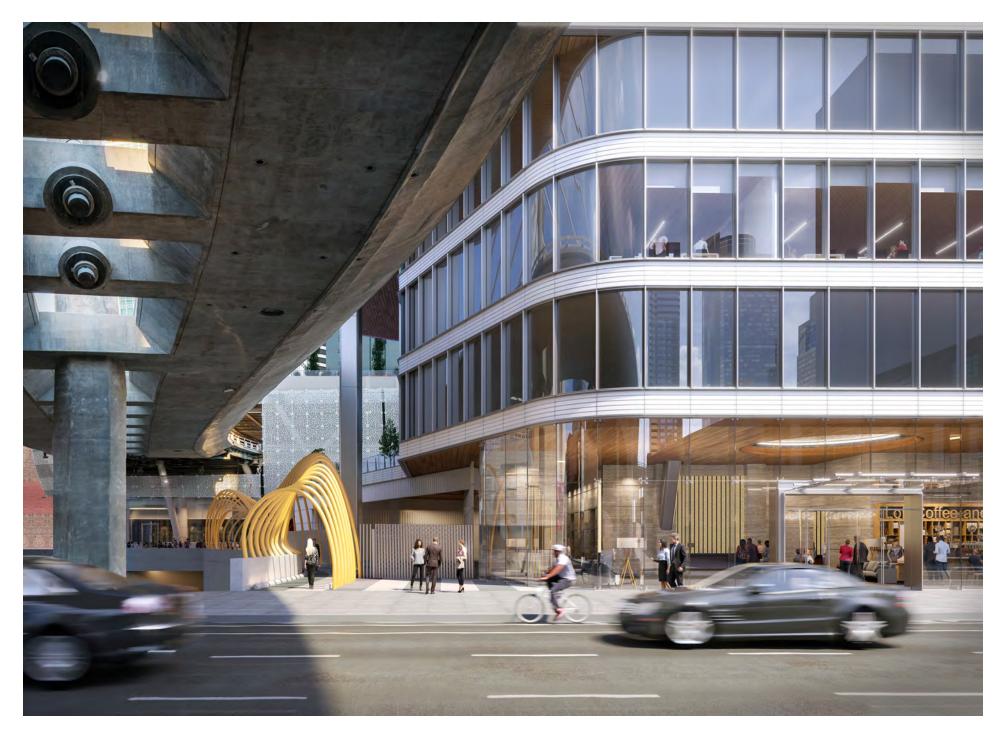
HOWARD STREET LOOKING WEST



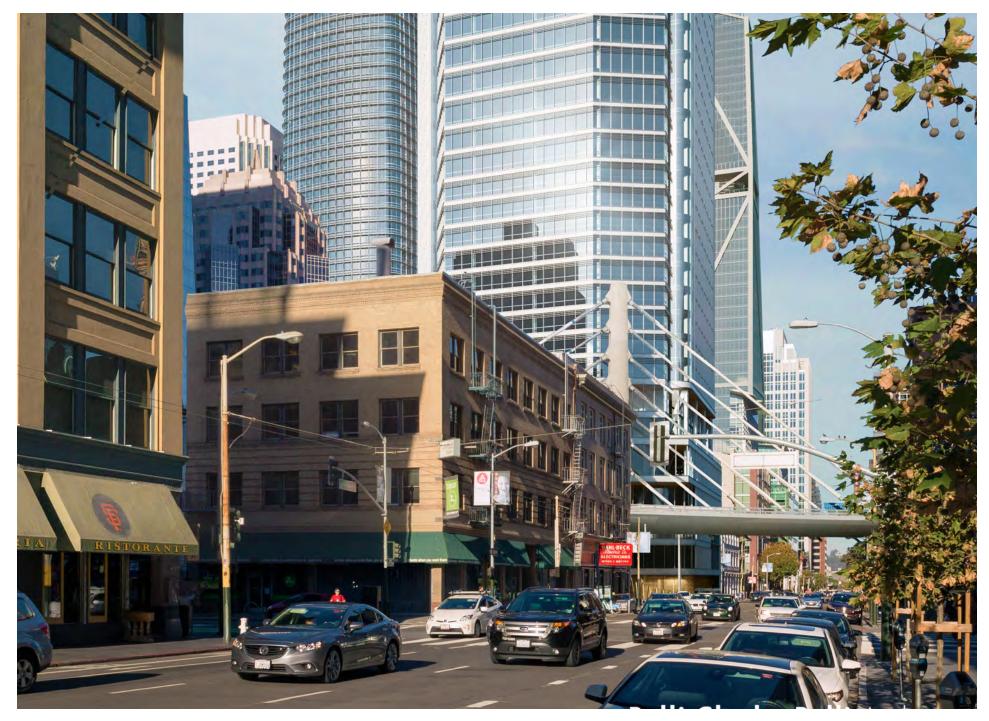
HOWARD STREET LOOKING EAST

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 PROJECT RENDERINGS

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HOWARD STREET LOOKING NORTH



HOWARD STREET LOOKING EAST





NATOMA STREET LOOKING SOUTH/EAST



NATOMA STREET LOOKING SOUTH/EAST

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NATOMA STREET LOOKING SOUTH/EAST



NATOMA STREET LOOKING SOUTH





NATOMA STREET LOOKING WEST



VIEW OF BRIDGE CONNECTION AT PARK LEVEL

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<u>TOWER</u>



THE BODY OF THE TOWER WILL BE CLADDED ON A HIGH PERFORMANCE CLEAR GLASS WITH SLIGHTLY REFLECTIVE COATING

VERTICAL PIERS WITH WARM WHITE MAT FINISH PANELS

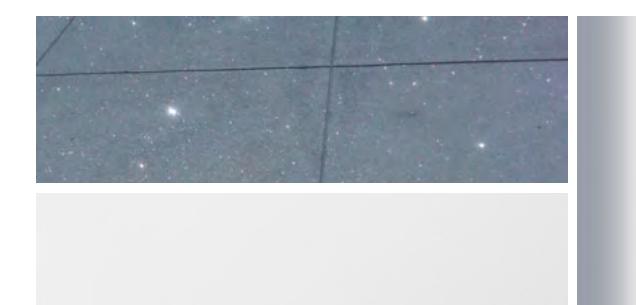
GRAY METAL TRIMS & SUNSHADES WITH A SATIN METALLIC FINISH.

THE MATERIAL SELECTION MAY DEVELOP TO REFLECT BEST PRACTICES AND COST.

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HOWARD STREET



A COMFORTABLE PEDESTRIAN EXPERIENCE AT GROUND LEVEL IS PROVIDED BY A HIGH PERFORMANCE CLEAR GLASS.

VERTICAL PIERS AND HORIZONTAL BANDS WITH WARM WHITE MAT FINISH PANELS.

GRAY METAL TRIMS & SUNSHADES WITH A SATIN METALLIC FINISH.

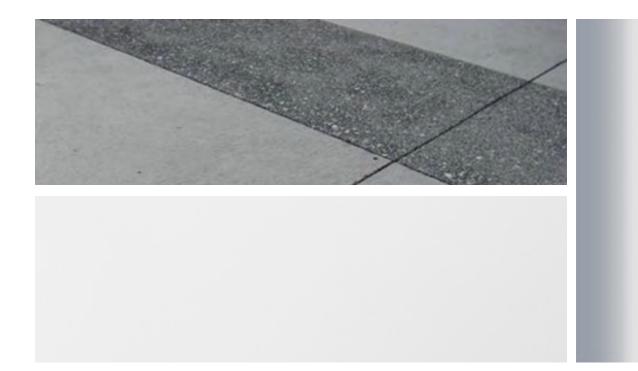
SIDEWALK TO FOLLOW GUIDANCE ESTABLISHED BY CITY STANDARDS.

NOTE: THE MATERIAL SELECTION MAY DEVELOP TO REFLECT BEST PRACTICES AND COST.

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NATOMA STREET



A COMFORTABLE PEDESTRIAN EXPERIENCE AT GROUND LEVEL IS PROVIDED BY A HIGH PERFORMANCE CLEAR GLASS.

VERTICAL PIERS AND HORIZONTAL BANDS WITH WARM WHITE MATTE FINISH PANELS.

METAL TRIMS & SUNSHADES ON GRAY SATIN FINISH METAL.

SIDEWALK TO FOLLOW GUIDANCE ESTABLISHED BY TJPA, WITH SANDBLASTED CONCRETE BANDING.

NOTE: THE MATERIAL SELECTION MAY DEVELOP TO REFLECT BEST PRACTICES AND COST.

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Parcel F Tower

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NEW HAVEN NEW YORK SAN FRANCISCO SHANGHAI TOKYO



Parcel F Tower

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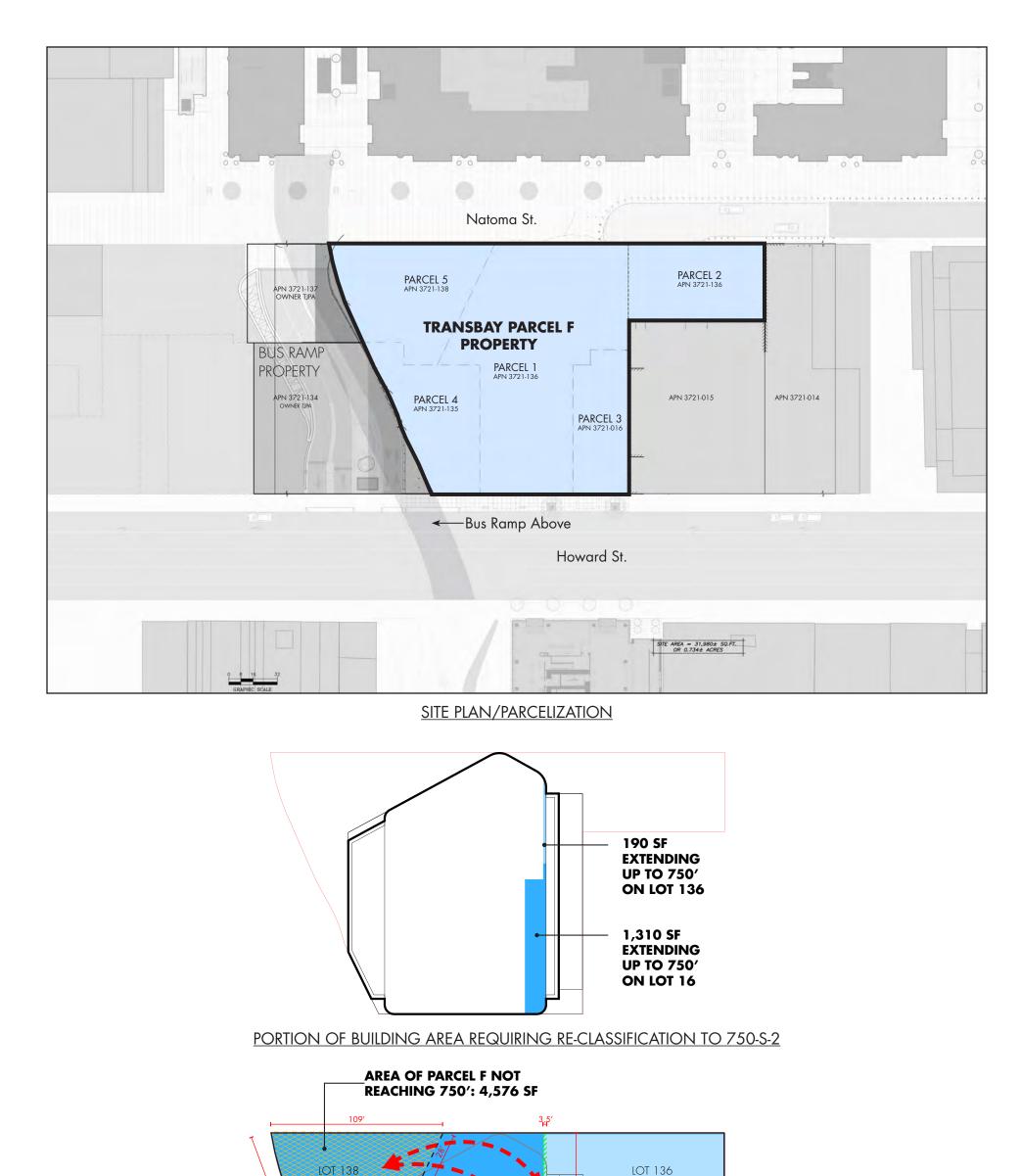
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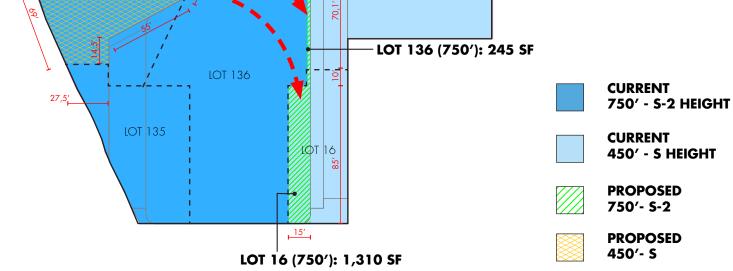
NEW HAVEN NEW YORK SAN FRANCISCO SHANGHAI TOKYO

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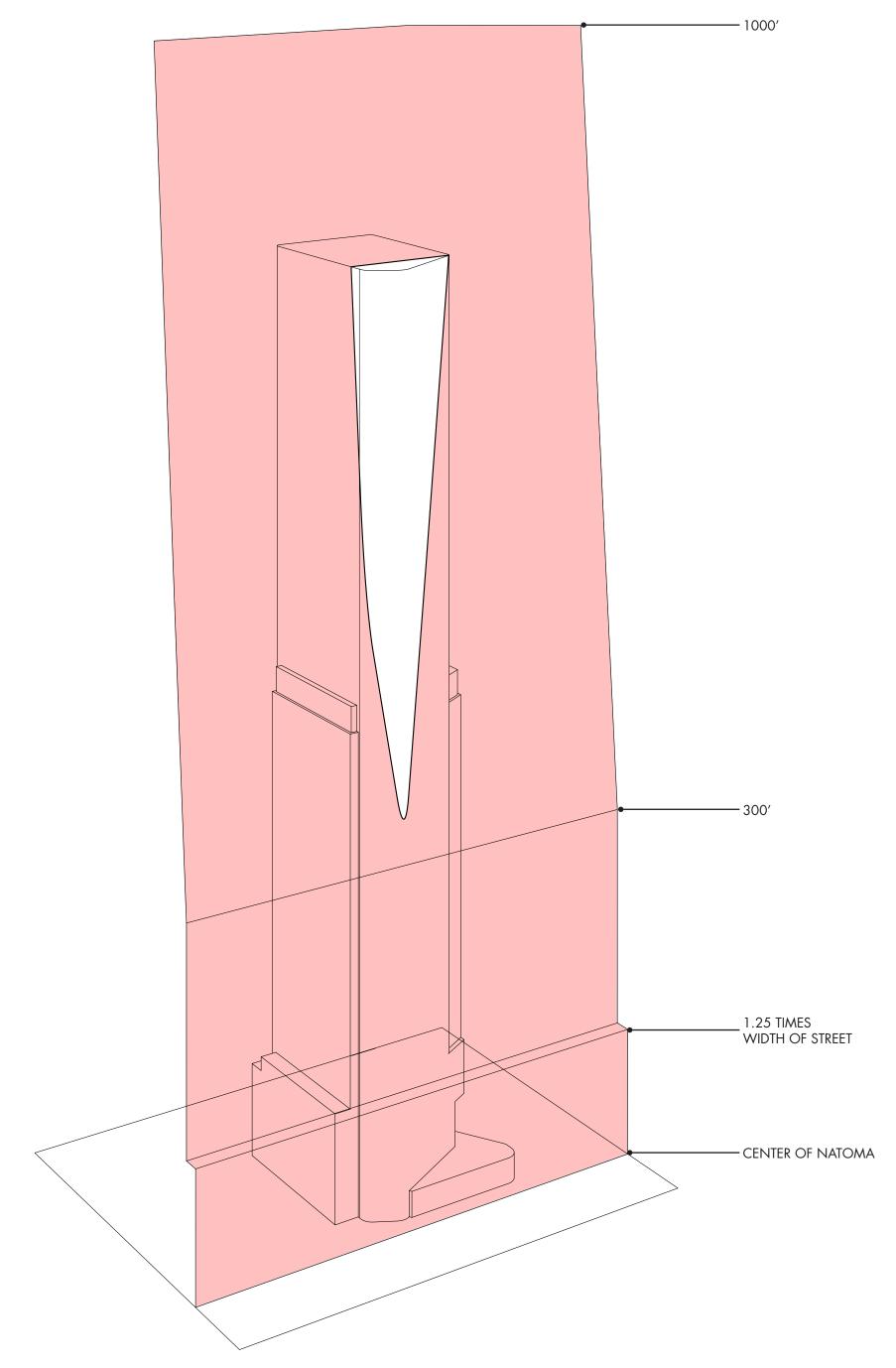
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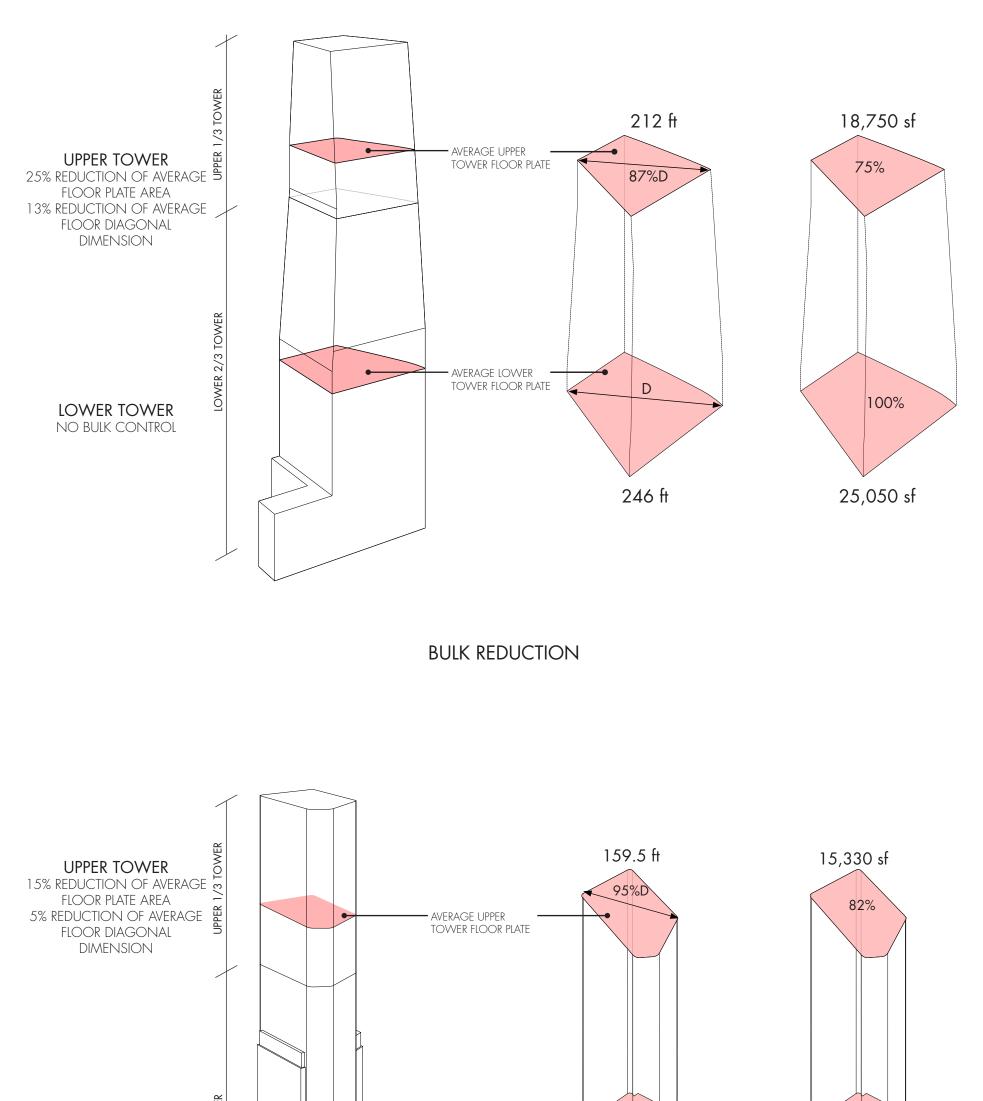
LOT 16 / LOT 136 HEIGHT/BULK DISTRICT SWAP

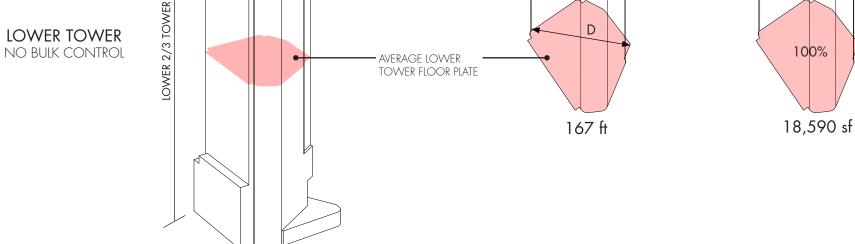
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NATOMA SETBACK

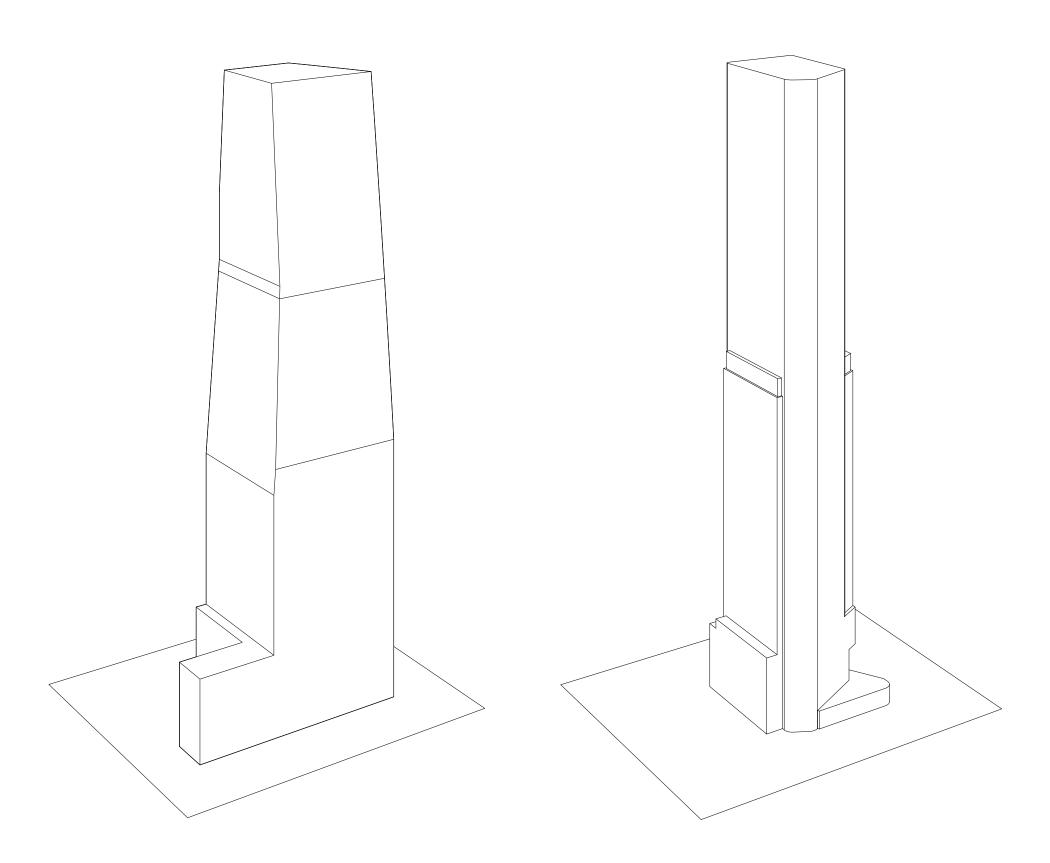
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PROPOSED BULK REDUCTION

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VOLUME WITH STRICT ADHERENCE TO SETBACKS AND BULK LIMITS

PROPOSED DESIGN

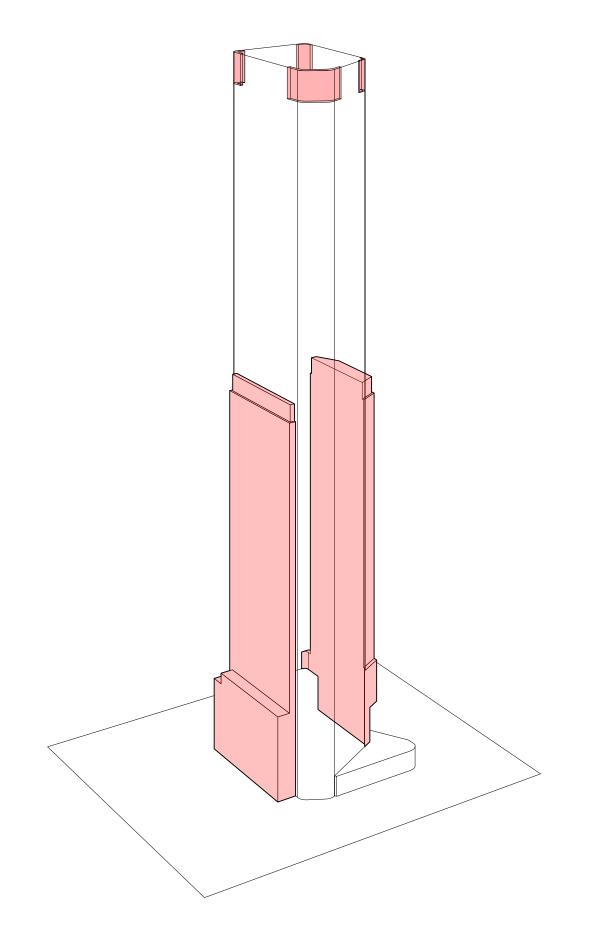
COMPLIANCE WITH SECTION 272.1 CRITERIA

ACHIEVEMENT OF A DISTINCTLY BETTER DESIGN, IN BOTH A PUBLIC AND A PRIVATE SENSE, THAN WOULD BE POSSIBLE WITH STRICT ADHERENCE TO THE BULK LIMITS, AVOID-ING AN UNNECESSARY PRESCRIPTION OF BUILDING FORM WHILE CARRYING OUT THE INTENT OF THE BULK LIMITS AND THE PRINCIPLES AND POLICIES OF THE MASTER PLAN;

COMPLIANCE WITH SECTION 272.4D CRITERIA

COMPENSATION FOR THOSE PORTIONS OF BUILDING, STRUCTURE OR DEVELOP-MENT THAT MAY EXCEED THE BULK LIMITS BY CORRESPONDING REDUCTION OF OTHER PORTIONS BELOW THE MAXIMUM BULK PERMITTED

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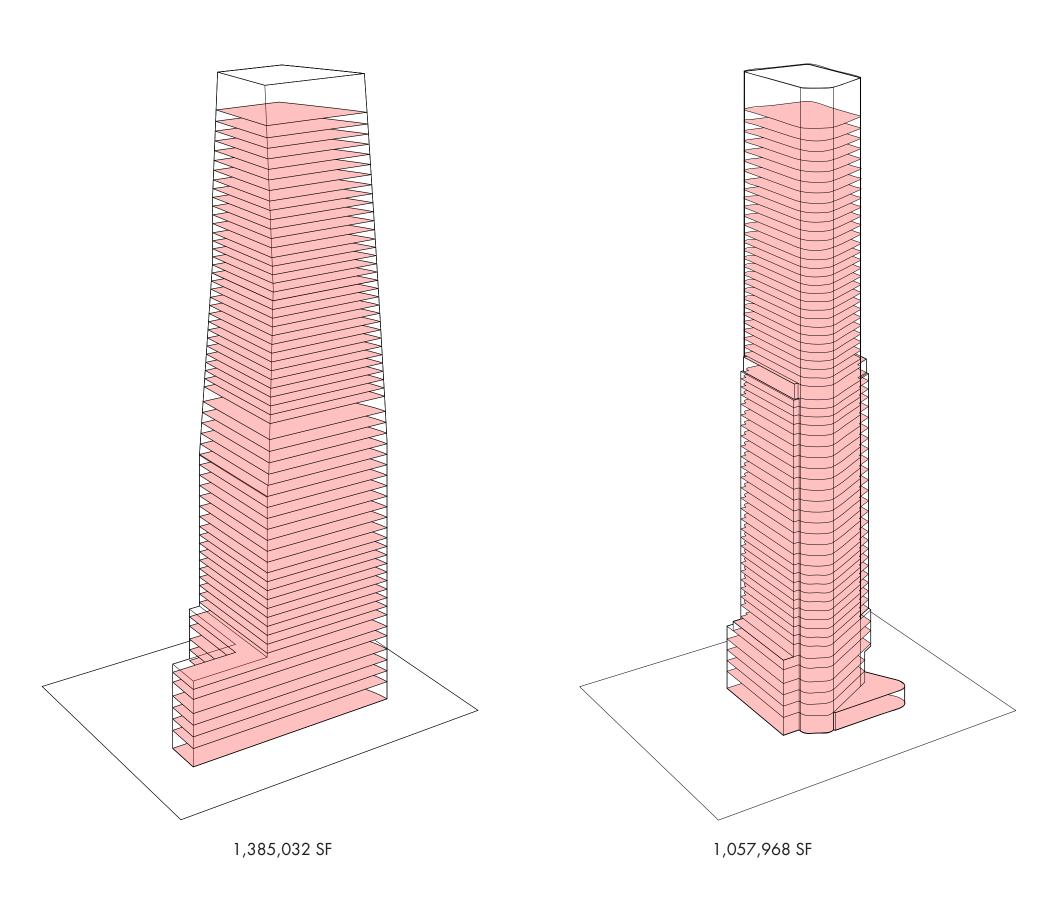
COMPLIANCE WITH SECTION 272.4A CRITERIA

MAJOR VARIATIONS IN THE PLANES OF WALL SURFACES, IN EITHER DEPTH OR DIRECTION, THAT SIGNIFICANTLY ALTER THE MASS.

COMPLIANCE WITH SECTION 272.4B CRITERIA

SIGNIFICANT DIFFERENCES IN THE HEIGHTS OF VARIOUS PORTIONS OF THE BUILDING, STRUCTURE OR DEVELOPMENT THAT DIVIDE THE MASS INTO DISTINCT ELEMENTS.

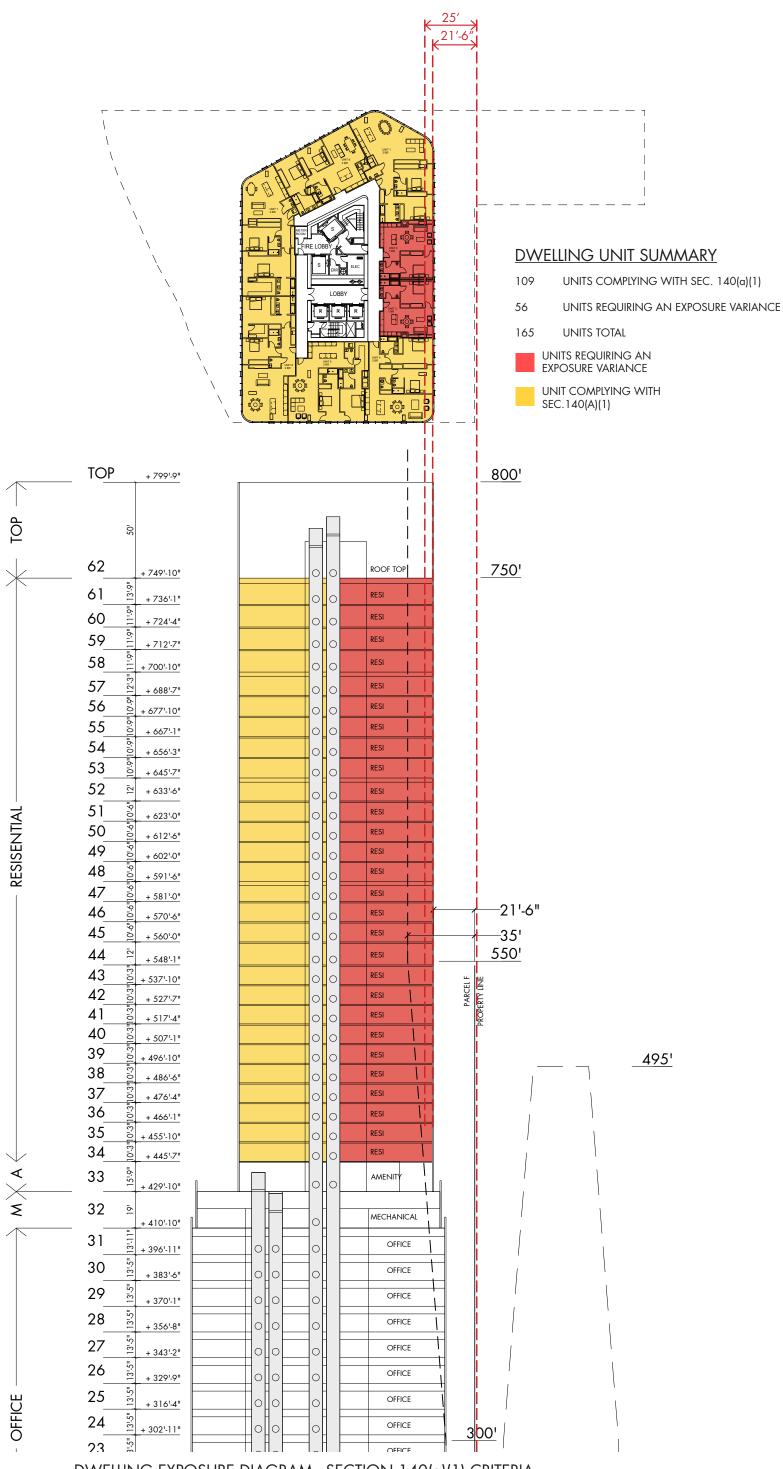
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COMPLIANCE WITH SECTION 272.6 CRITERIA

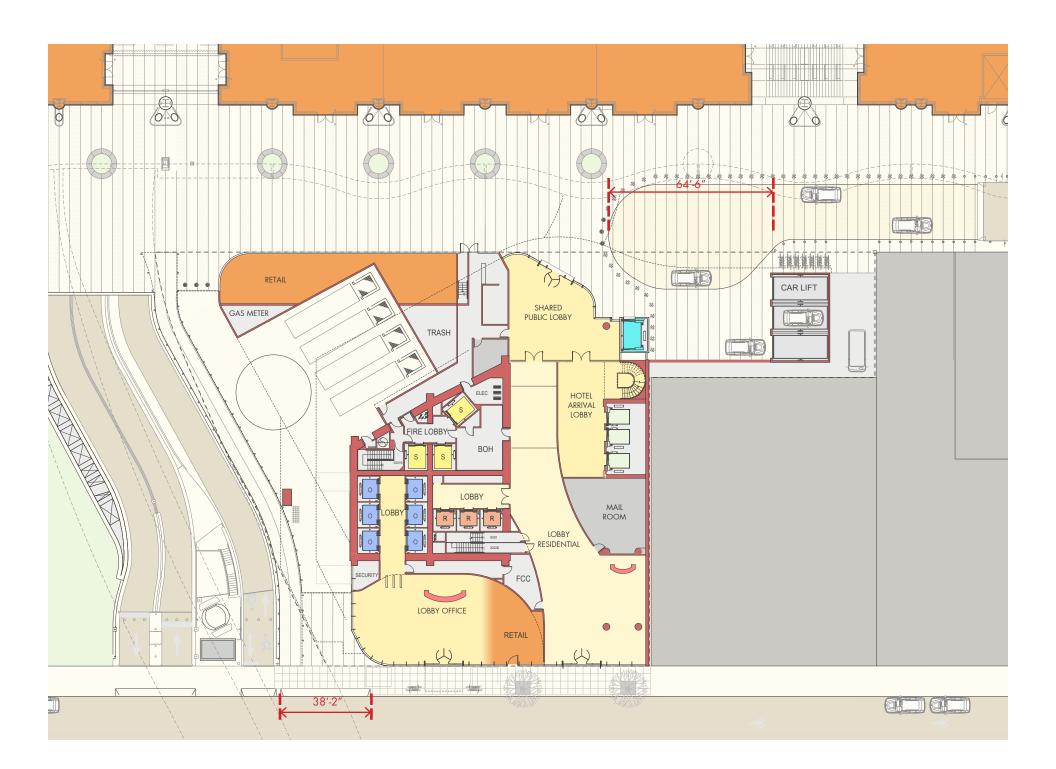
EXCEPTIONS TO BULK LIMITS SHALL NOT RESULT IN A BUILDING OF GREATER TOTAL GROSS FLOOR AREA THAN WOULD BE PERMITTED IF THE BULK LIMITS WERE MET.

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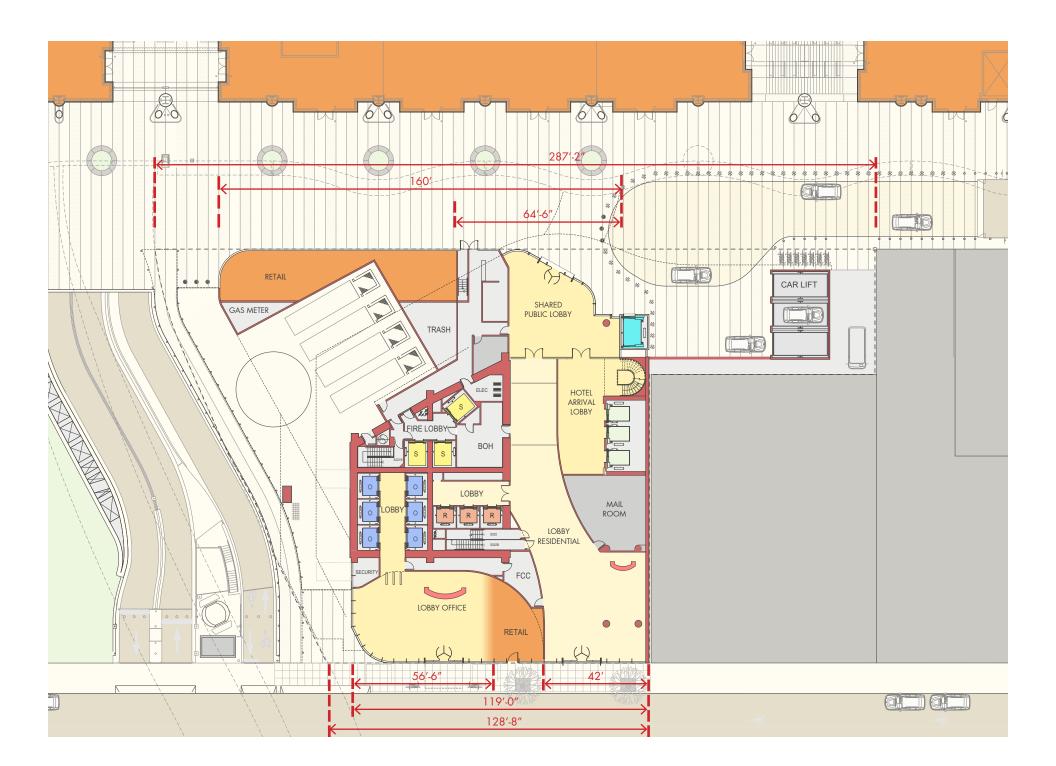
DWELLING EXPOSURE DIAGRAM - SECTION 140(a)(1) CRITERIA

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PARKING / LOADING ENTRANCES - SECTION 145 CRITERIA

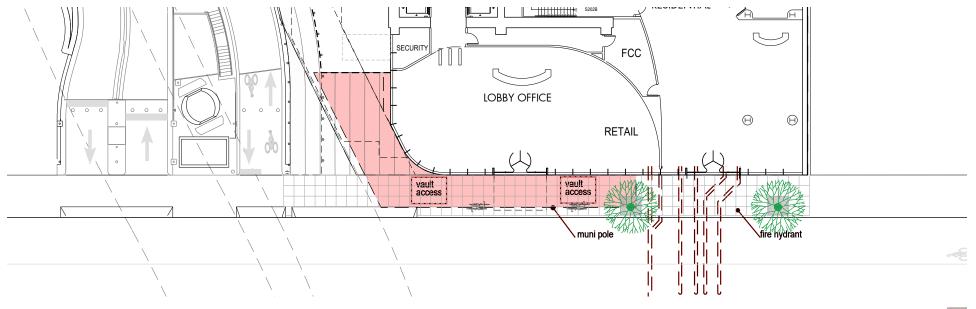
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ACTIVE FRONTAGE DIAGRAM - SECTION 145.1 CRITERIA

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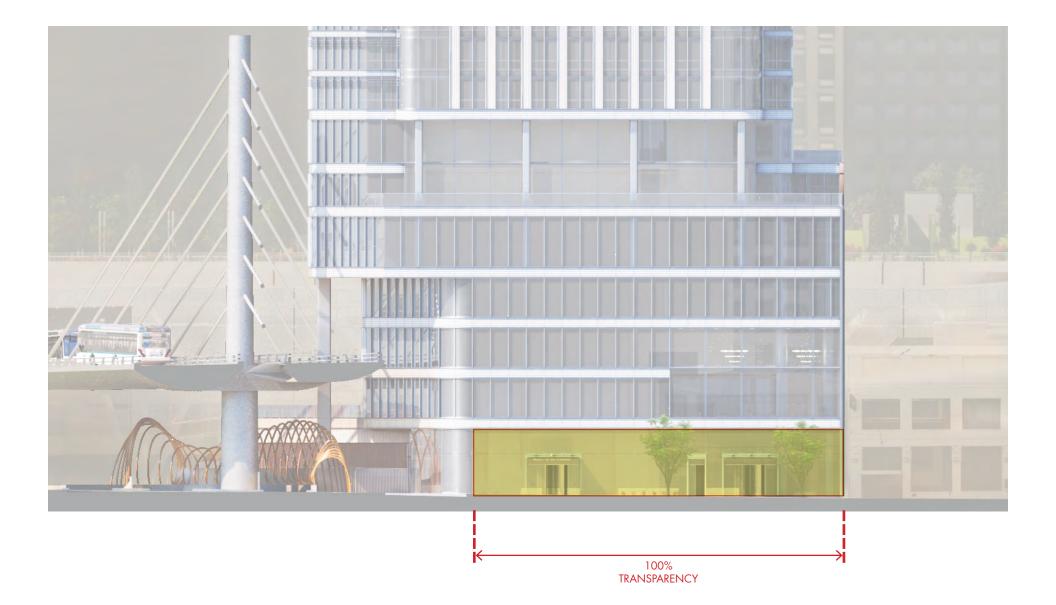
PG&E VAULT BELOW

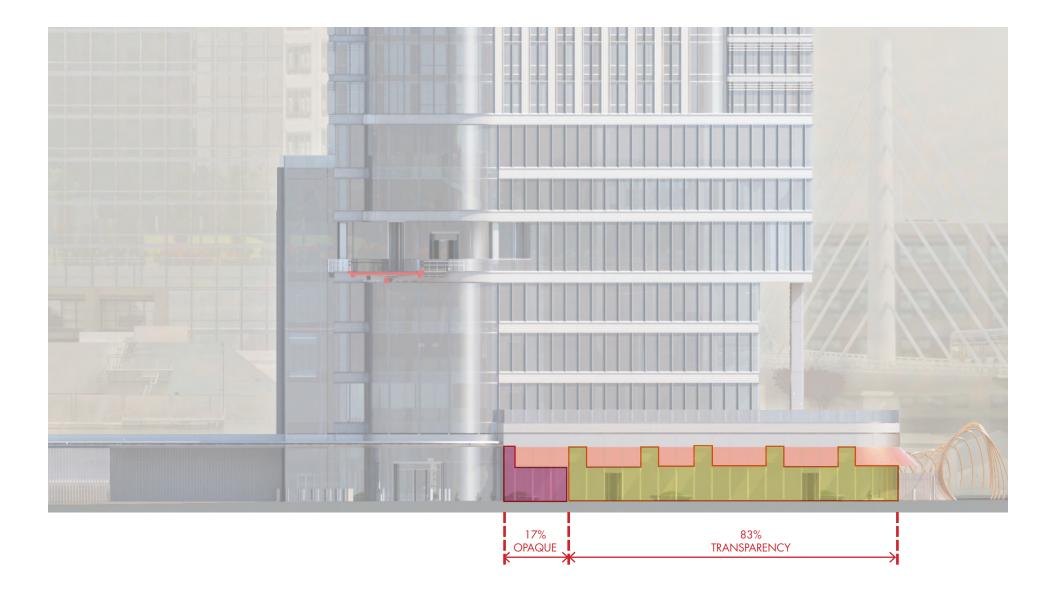
- STORM/SEWER, PG&E VAULT & INCOMING UTILITIES LIMIT THE POSSIBILITY OF PLANTING NEW TREES ALONG HOWARD ST.

- PROPOSED TREE LOCATION SUBJECT TO COORDINATION WITH SF PUBLIC WORKS, TJPA AND UTILITY COMPANIES

BETTER STREET PLAN - SECTION 138.1(c)(2) CRITERIA

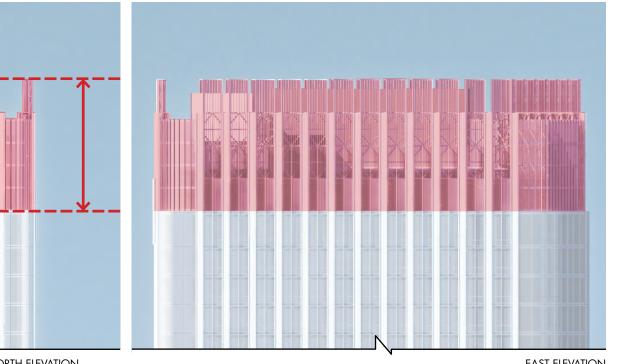
Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	BETTER STREET PLAN
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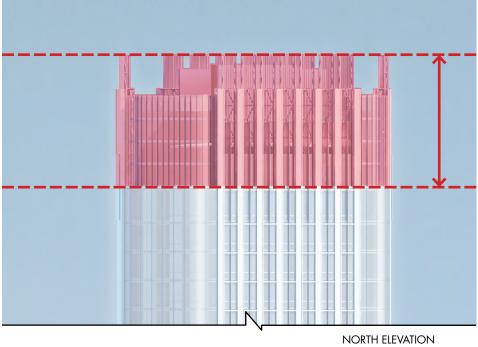




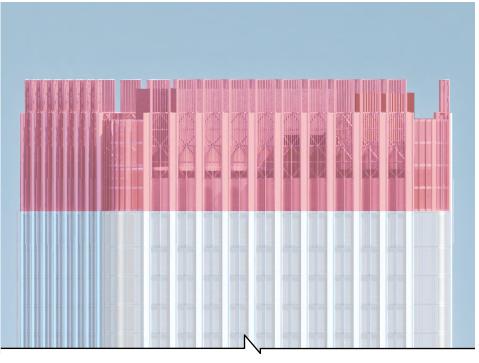
TRANSPARENCY AND FENESTRATION DIAGRAM - SECTION 145.1(c)(6) CRITERIA

Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	TRANSPARENCY AND FENESTRATION
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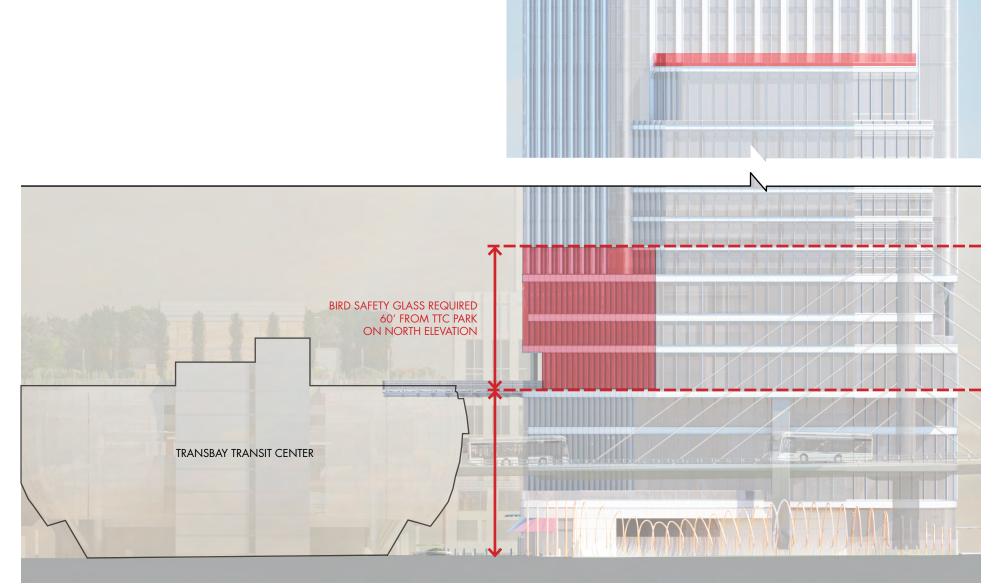








BIRD SAFETY GLASS REQUIRED AT THE BUILDING'S CROWNON ALL FOUR ELEVATIONS

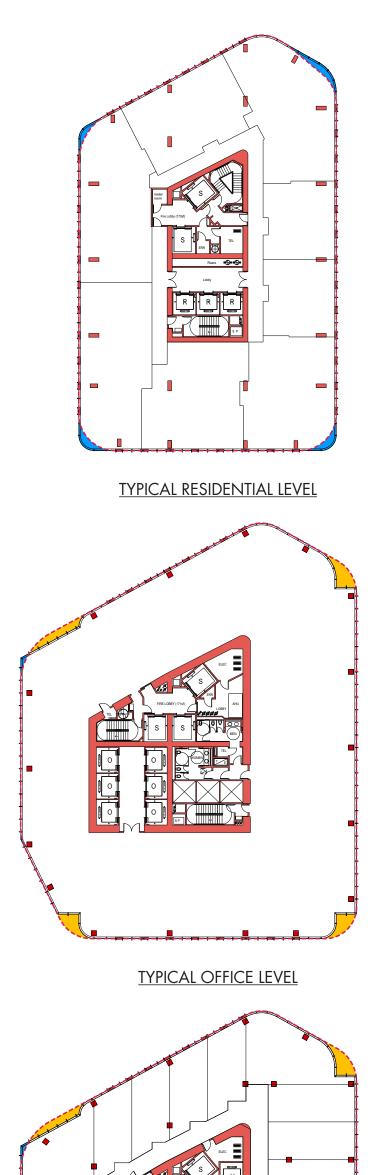


WEST ELEVATION

BIRD SAFETY GLAZING WILL BE PROVIDED ON ALL FEATURE RELATED HAZARDS NOT YET DETERMINED - PER SECTION 139 OF PLANNING CODE.

COMPLIANCE WITH SECTION 139 CRITERIA

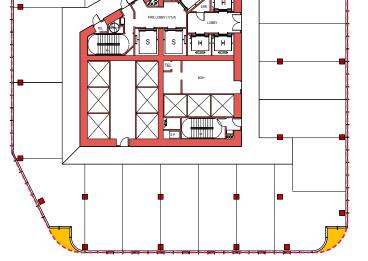
Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	BIRD-SAFE BUILDING
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PREVIOUS FLOOR PLATE: 15,000 SF REVISED FLOOR PLATE: 15,305 SF 305 SF ADDITION PER FLOOR PLATE

PREVIOUS FLOOR PLATE: 18,750 SF REVISED FLOOR PLATE: 18,590 SF 160 SF LOSS PER FLOOR PLATE

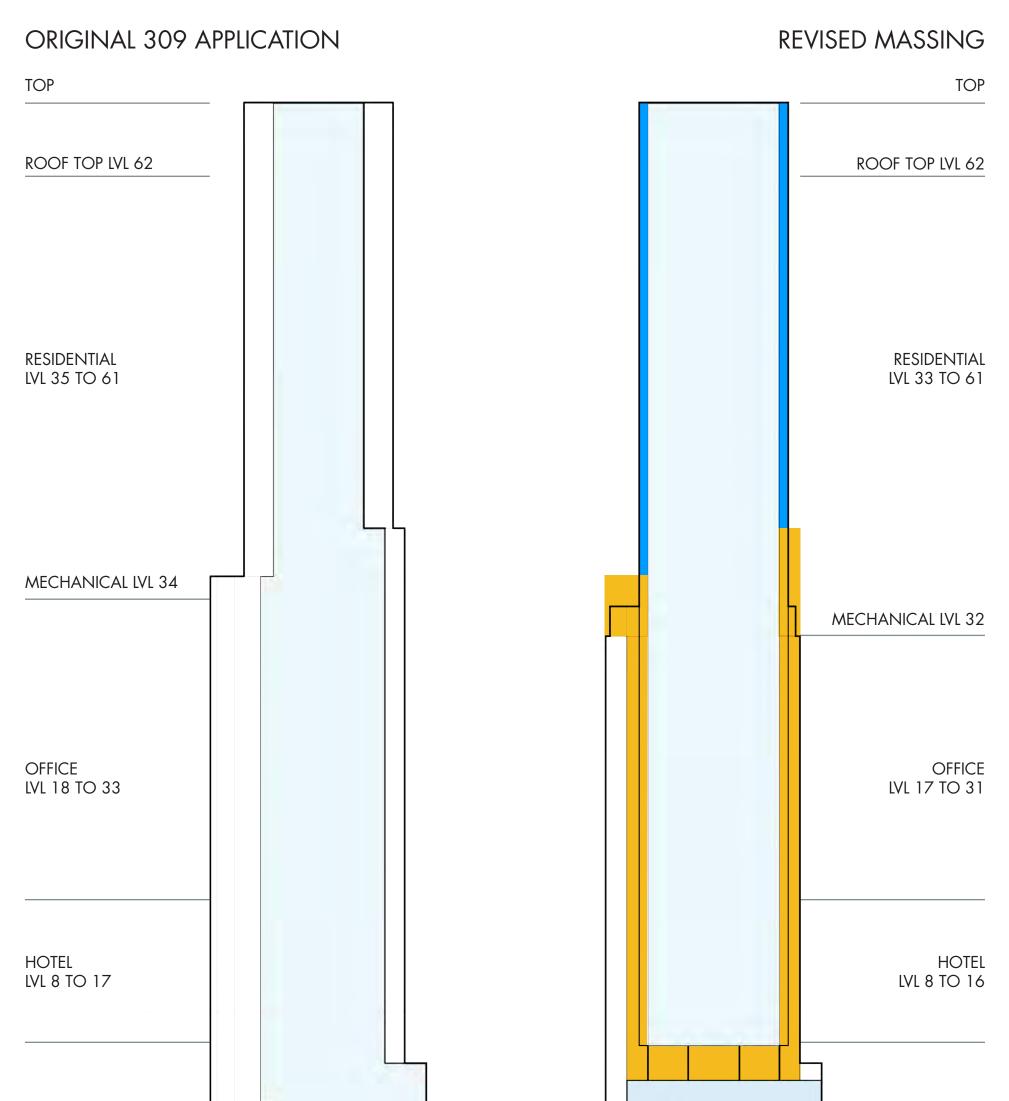
PREVIOUS FLOOR PLATE:18,750 SF REVISED FLOOR PLATE:18,590 SF 160 SF LOSS PER FLOOR PLATE





TYPICAL HOTEL LEVEL

Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	RESIDENTIAL FLOOR PLAN
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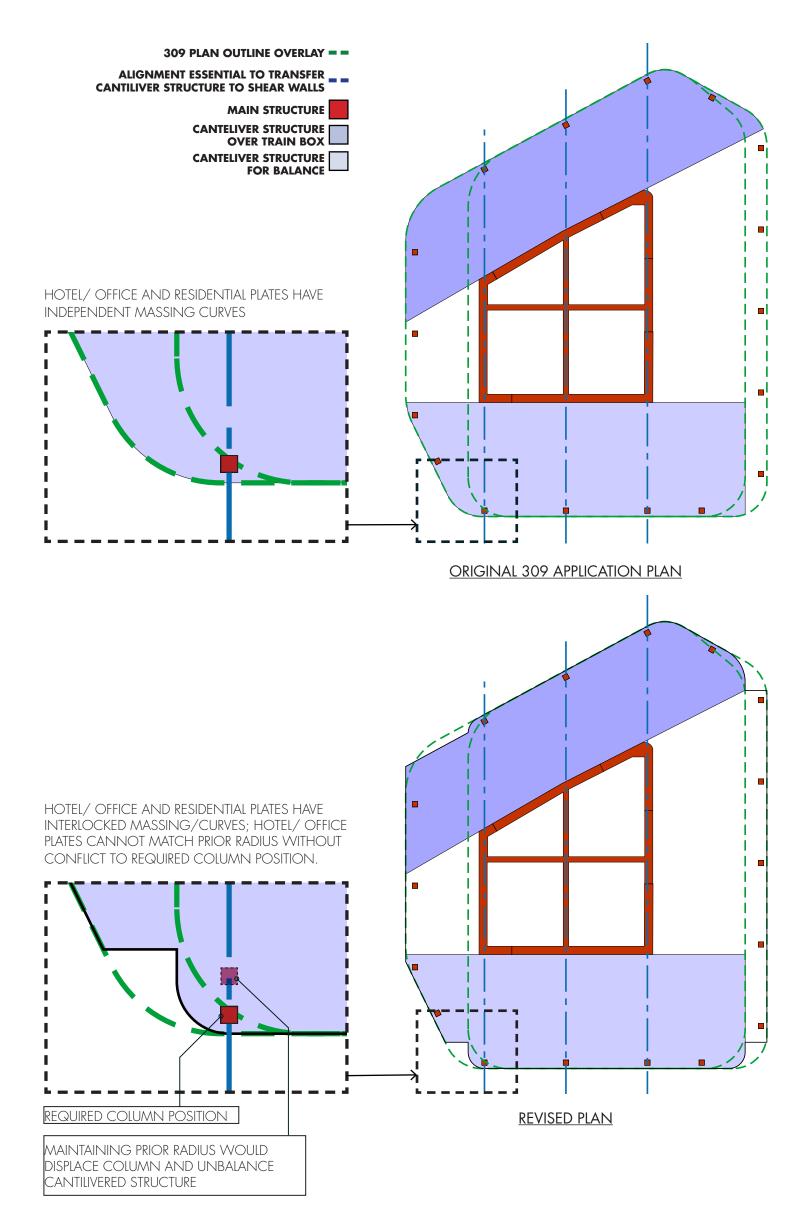


ORIGINAL 309 APPLICATION TOTAL AREA: 1,066,721sf REVISED MASSING TOTAL AREA: 1,057,968 sf

> AREA GAINED PER MASSING REVISION

NET AREA LOSS: 8.753 SF

Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	RESIDENTIAL FLOOR PLAN
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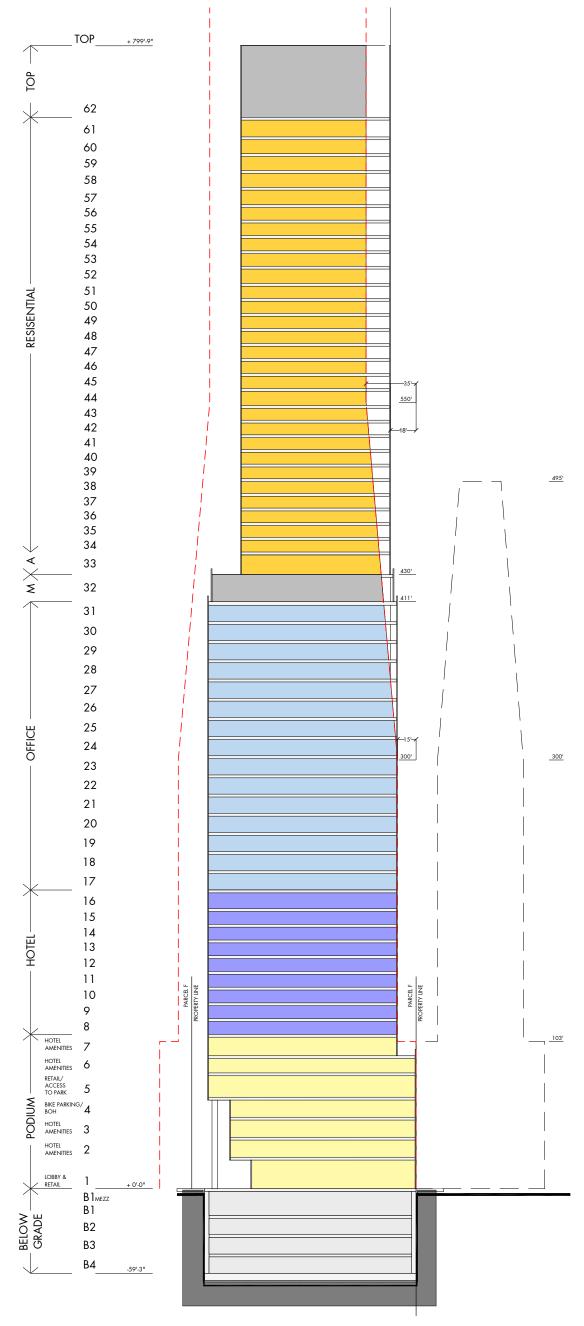
CONFLICT BETWEEN PREVIOUS CORNER RADIUS AND STRUCTURE

THE SPONSOR'S REQUEST FOR AN EXCEPTION TO THE 15,000 SF FLOOR PLATE AREA LIMITATION IS CENTERED AROUND 1) CRITICAL STRUCTURAL REQUIRE-MENTS AND 2) AREA-NEUTRAL/NEGATIVE DESIGN CONSIDERATIONS DEVELOPED IN CLOSE COLLABORATION WITH UDAT STAFF.

PARCEL F'S UNIQUELY CONSTRAINED SITE DRIVES A COMPLEX AND SOPHISTICATED STRUCTURAL SYSTEM. IN PARTICULAR, THE NEED TO 1) PRECISELY PLACE REQUIRED STRUCTURAL ELEMENTS, AS WELL AS 2) BALANCE FLOOR PLATE AREAS AROUND THE CORE TO SUPPORT THE DESIGN'S SIGNIFICANT CANTILE-VER, PROVIDE VERY LIMITED FLEXIBILITY TO ALTER THE STRUCTURAL SYSTEM IN RESPONSE TO DESIGN CRITERIA. FOR THE RESIDENTIAL FLOORS, THE ABILITY TO SHRINK THE PLATES BY MOVING EXTERIOR WALLS INDEPENDENTLY OR IN CONJUNCTION, OR BY ADJUSTING THE RADIUS OF THE CORNERS, CAUSES IMMEDIATE CONFLICTS WITH THE PROJECT'S OVERALL STRUCTURE. THE DIAGRAM ABOVE ILLUSTRATES THIS CONFLICT AS PERTAINS TO THE ABILITY OF STRUCTURAL ELEMENTS IN THE LOWER FLOORS TO SUPPORT THE RESIDENTIAL PLATE CORNERS ABOVE.

THE PROJECT'S MAJOR DESIGN FEATURES, DEVELOPED IN CONJUNCTION WITH UDAT STAFF, ALSO LIMIT THE ABILITY TO ADJUST FLOOR PLATE DIMEN-SIONS. SPECIFICALLY, THE DESIGN'S ICONIC VERTICALITY INTERLOCKS THE RESIDENTIAL PLATE (AND ITS MAJOR DIMENSIONS) WITH THE FLOOR PLATES BELOW, PRECLUDING INDEPENDENT ADJUSTMENT. THE TIGHT RADIUSING OF THE CORNERS FEATURED IN THE DESIGN (AND SHARED WITH THE COMMER-CIAL PLATES BELOW) ALSO PRECLUDES FURTHER CONCESSIONS IN AREA DUE TO LIMITATIONS IN CURTAIN WALL FABRICATION/CONSTRUCTABILITY. COM-PROMISING THESE ELEMENTS IS INCONSISTENT WITH THE COLLABORATIVE DESIGN VISION ESTABLISHED WITH STAFF, AND DISCOUNTS THE PRAGMATIC RATIONALE FOR THE PURSUIT OF THIS EXCEPTION.

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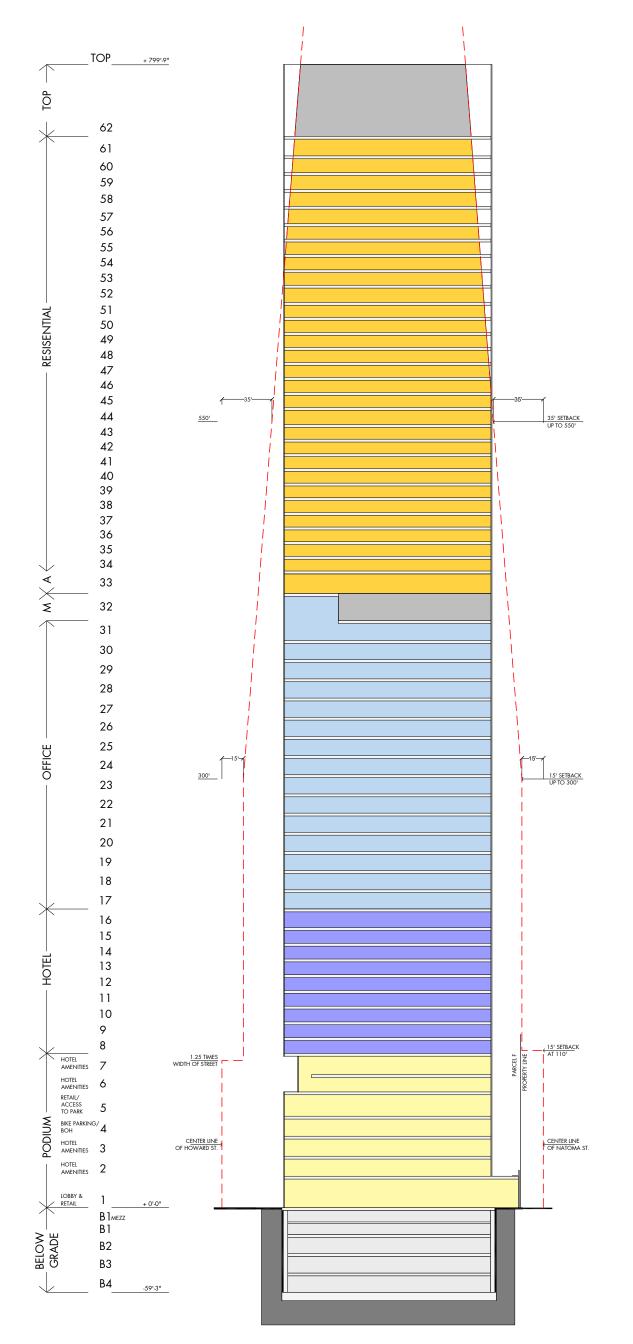


INTERIOR SETBACK

PER PAGE 7/ SECTION 272.6, TOTAL AREA REDUCTION RELATIVE TO PRESCRIBED BULK ENVELOPE IS 327,064 SF



Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	SETBACK DIAGRAMS
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HOWARD ST. SETBACK

PER PAGE 7/ SECTION 272.6, TOTAL AREA REDUCTION RELATIVE TO PRESCRIBED BULK ENVELOPE IS 327,064 SF

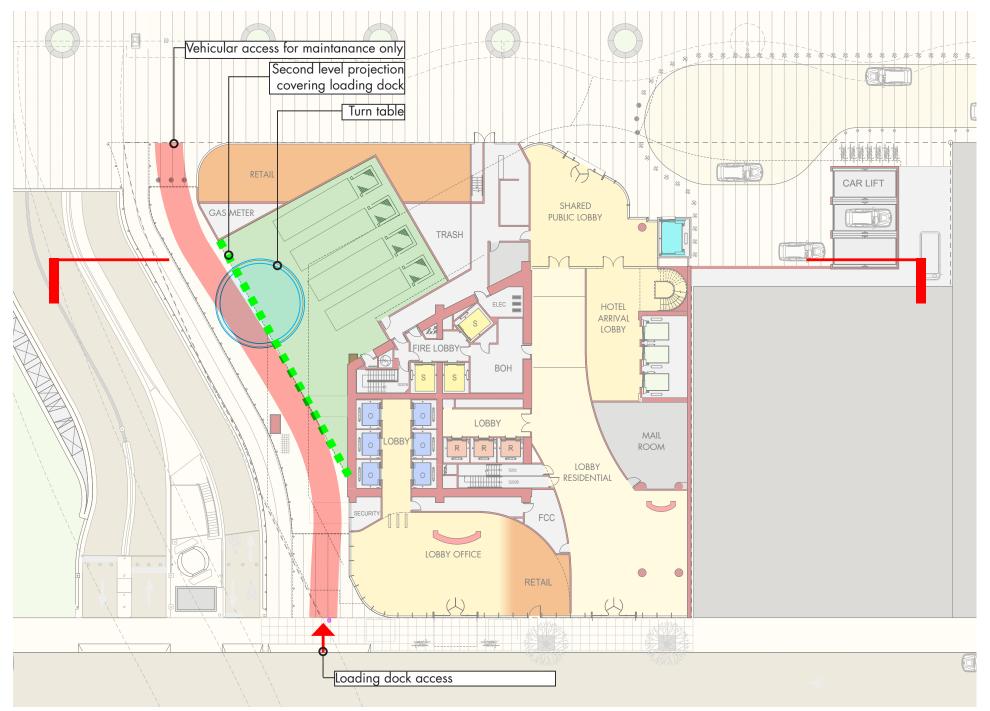


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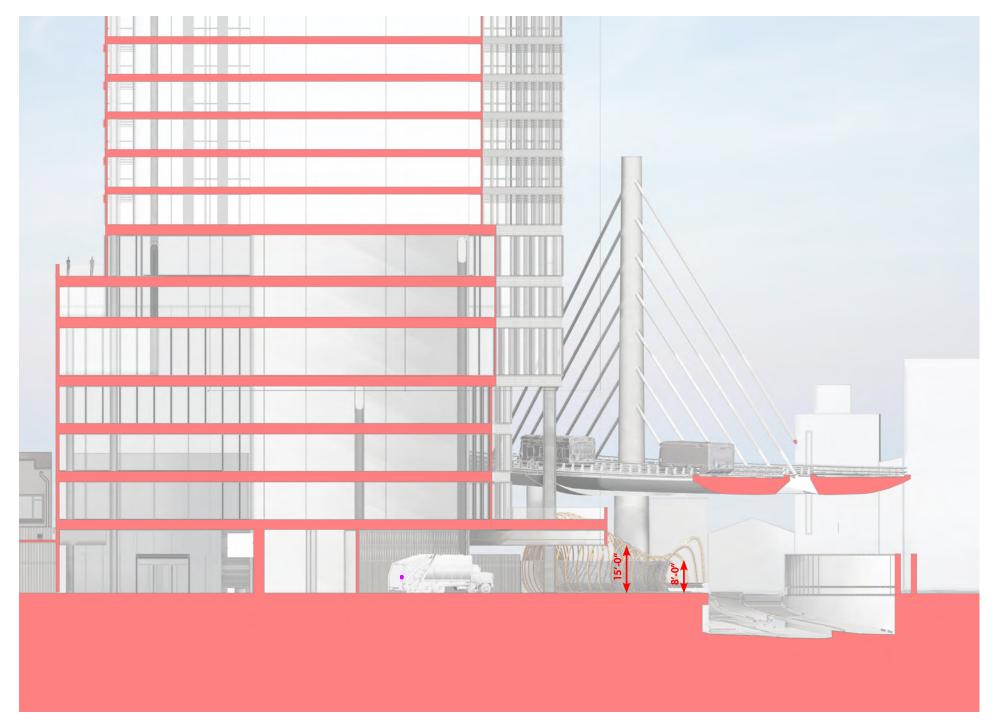


REAR YARD COMPLIANCE (SECTION 134)

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LOADING AREA (SECTION 155)



EAST/WEST SECTION FACING SOUTH

Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	LOADING AREA
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Parcel F Tower

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NEW HAVEN NEW YORK SAN FRANCISCO SHANGHAI TOKYO

Exhibit B: Plans and Renderings



Parcel F Tower542-550 Howard Street, San Francisco, CA

Architectural Submittal - 309 Application (12/20/19) Hines & Urban Pacific | Pelli Clarke Pelli Architects

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Architectural Submittal 309 Application	Parcel F Tower	
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NARRATIVE AND PROJECT DESCRIPTION

Parcel F Tower, designed by internationally acclaimed Pelli Clarke Pelli Architects, will become a significant addition to the skyline of San Francisco. The tower will be highly visible from many primary approaches to the city. Its streamlined volume will present gently curved corners and a series of setbacks on its east and west sides, becoming increasingly slender as it reaches the sky. Incorporating high-performance building systems and sustainable materials, the tower is being designed to achieve a LEED Gold rating. The 62-story tower will accommodate a mixed-use program with a 9 floor hotel, 15 office floors, 29 residential floors and 7 floors of shared amenities, retail and lobby space.

Located close to the southwest corner of the Salesforce Transit Center (STC), Parcel F Tower is one of only three projects currently allowed to connect directly to the STC's 5.4-acre rooftop park. The site has two street frontages, Howard Street to the south and Natoma Street to the north. To the west, the site is bound by the bus ramp bridge connecting to STC. Approximately one third of the site's 32,000 square feet is occupied by a below grade STC train box that will connect to the lower levels of the STC. The train box, along with a bridge maintenance easement driveway on the west side, imposes significant restrictions on the area of the site that can be vertically developed. Due to these restrictions, the conceptual resolution of the structure became one of the major driving forces for the project.

The 800-foot high tower projects 42 feet over the train box and at level 7 all the weight of this sizable overhang is transferred to the core through diagonal struts, avoiding the train box, and down to the bedrock enhanced fundation. In addition, from the 7th to the 2nd level all floor slabs are suspended with tensors from the 7th level struts. Thus, the main lobbies are completely free of columns, which allows for uniquely transparent and inviting street façades.

Overall, Parcel F boasts a 40/60 solid/vision-glass ratio which makes the exterior wall extremely energyefficient and architecturally expressive. In the south and north facades the slenderness of the tower is accentuated by vertical white piers that are reminiscent of some of San Francisco's most remarkable traditional buildings, such as the Pacific Bell tower. The west and east facades feature a horizontal expression while a series of setbacks and transparency gradients express the different components of the program. The curved corners of the tower offer a streamlined and transparent expression that softens the overall massing.

As the tower reaches its top, the vertical piers progressively transform themselves into an elegant latticework. In addition, the redefinition of the glass surfaces between piers into concave glass surfaces, and a series of subtle setbacks create an elegant and iconic crown. This crown will be softly lit at night, making it visible from afar and providing a beacon to the San Francisco skyline.

On Howard Street, a double height recess on the 6th level creates a distinct building base that smooths the transition between the scale of the neighboring buildings and the tower. On the west side of this elevation, a four-story setback acknowledges the Salesforce Transit Center Bridge and shelters a sculptural passageway that connects to Natoma Street. The west end of Parcel F site also provides access to the bridge maintenance driveway easement and to four loading docks tucked away from pedestrian view. On Natoma Street, a one-story high retail volume provides human scale and acts as a balanced counterpart to the undulating metal screens of the STC façade. The double loaded retail frontages on Natoma Street will offer a very lively pedestrian experience to visitors of the STC.

In addition, a glass elevator cab will provide public vertical connection to the STC rooftop park. Both the atrium and the public elevator will be highly visible to the pedestrians on Natoma Street and the STC Park. In addition, at Level 5, the base of the tower at Natoma Street features a setback terrace, additional retail spaces and a pedestrian bridge that connects to the urban oasis of the Salesforce Transit Center Park.

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URBAN CONTEXT AND SITE



Parcel F Tower

- SSEMLESSEME CONTRACTOR

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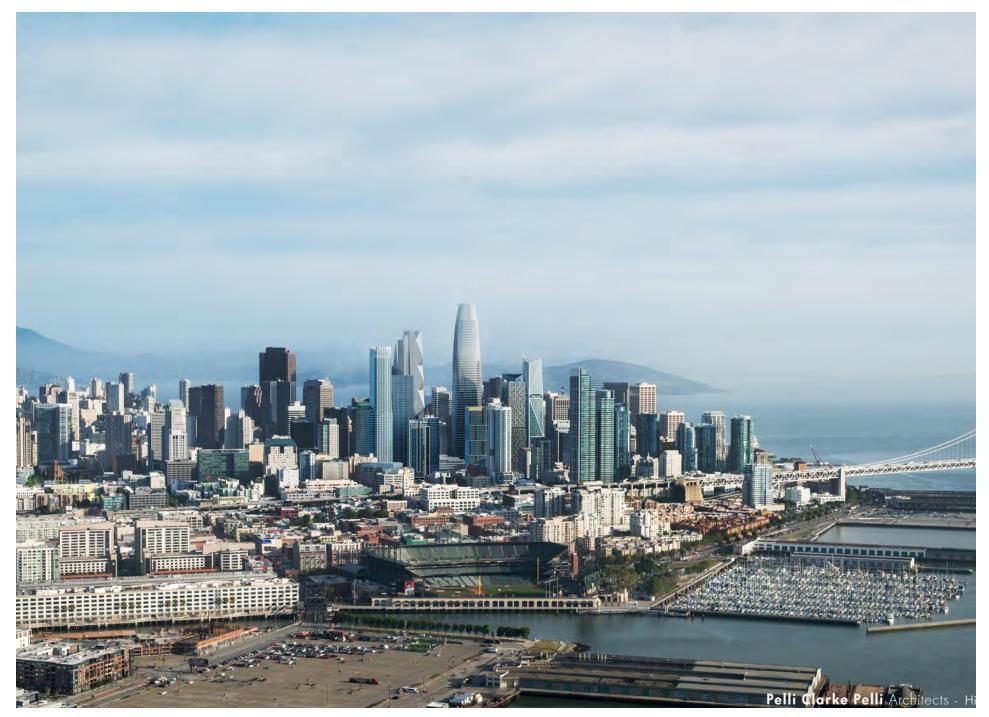
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FROM DOLORES PARK

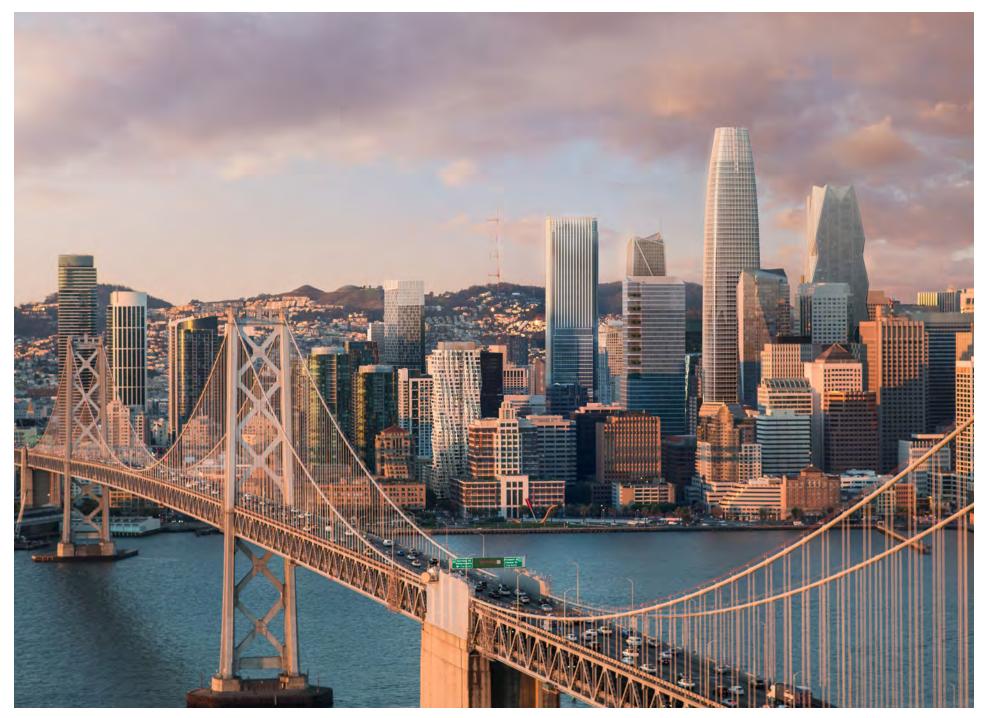


FROM MISSION BAY





AERIAL VIEW OF DOWNTOWN - FACING WEST

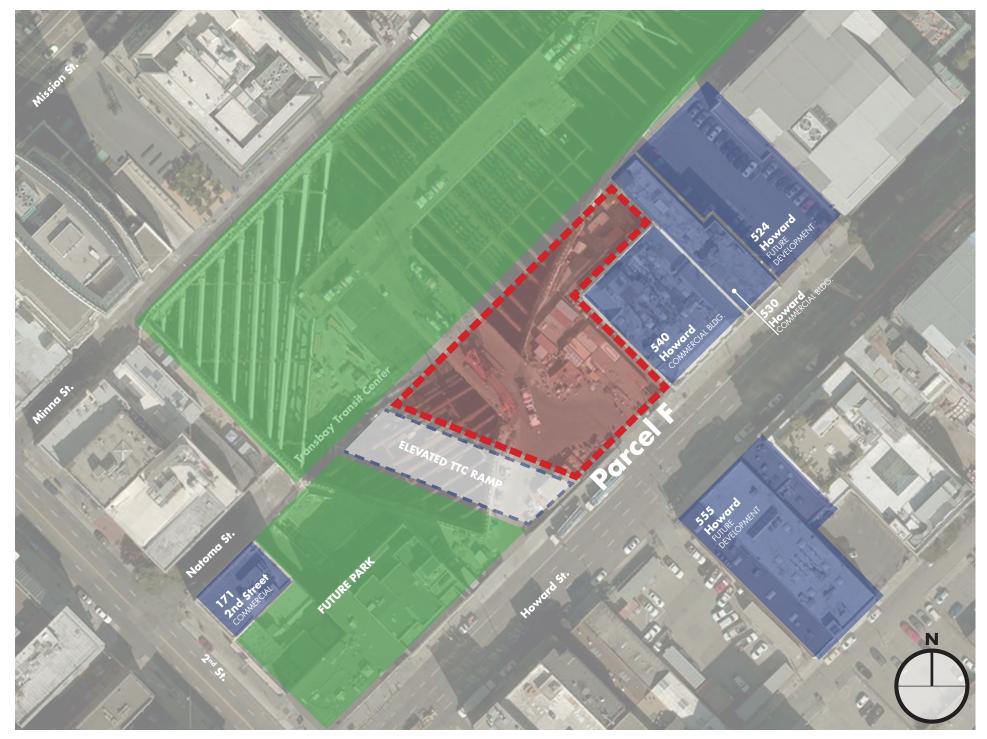


FROM TREASURE ISLAND

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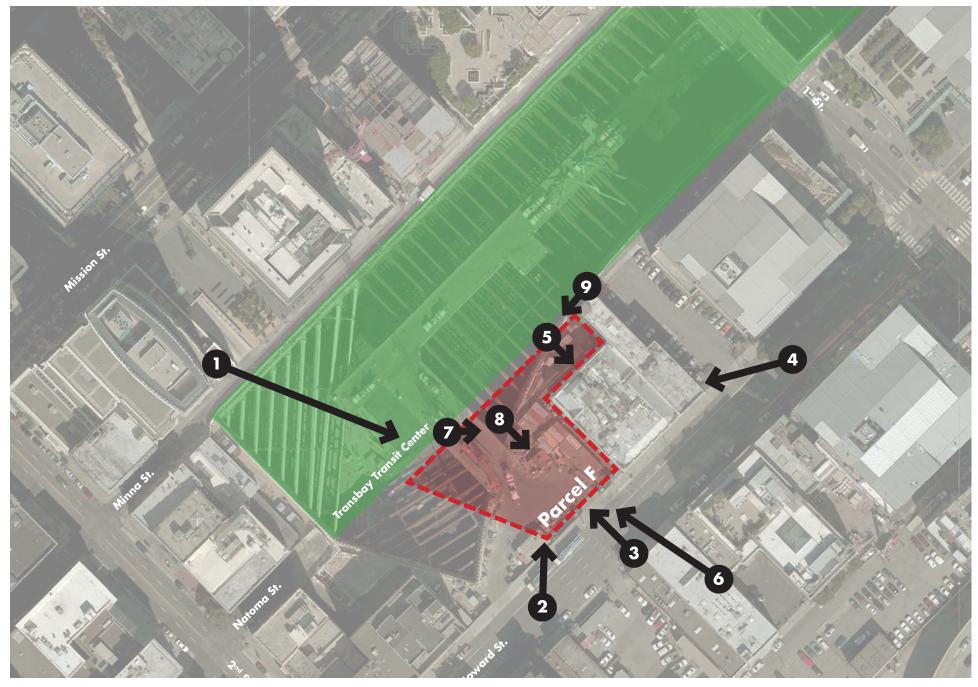


TRANSBAY OVERVIEW

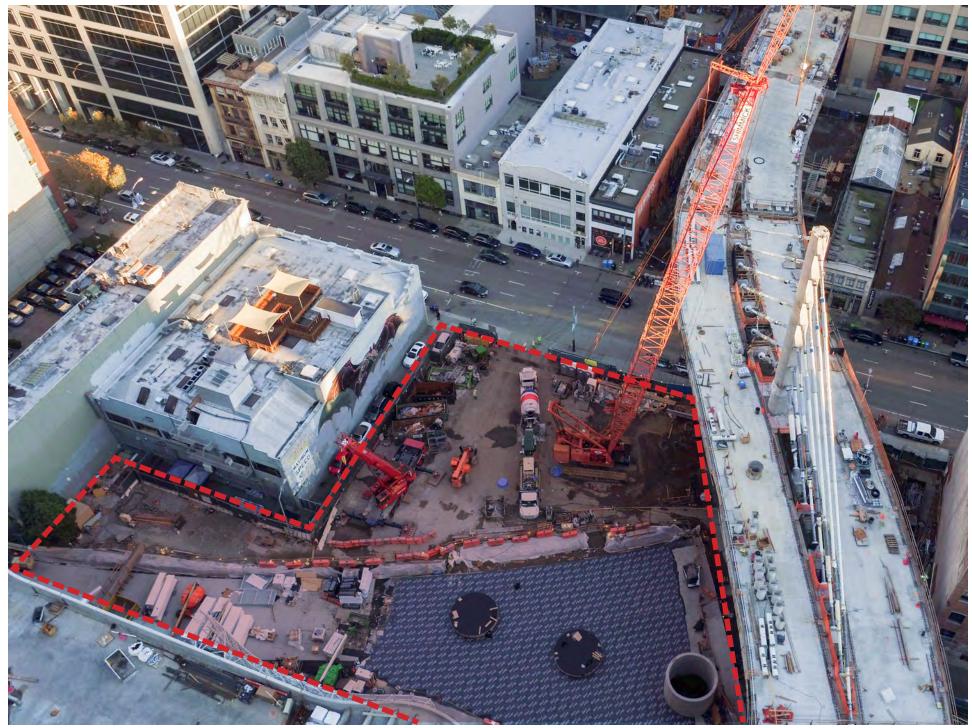


SITE CONTEXT

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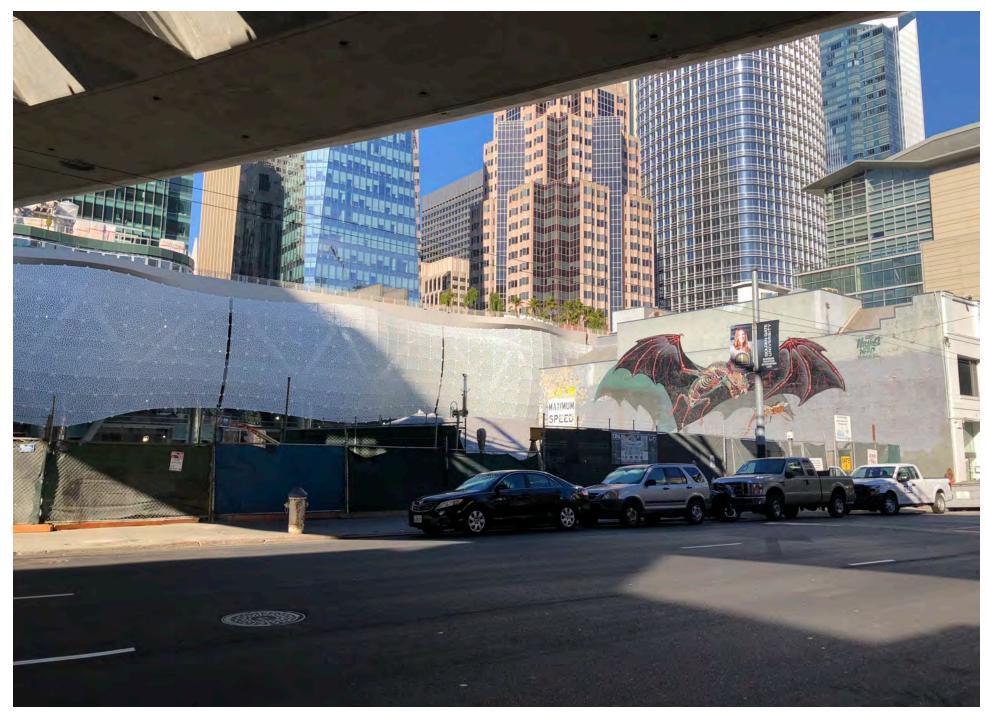


SITE PLAN





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VIEW 2 TAKEN: 2017.12.12





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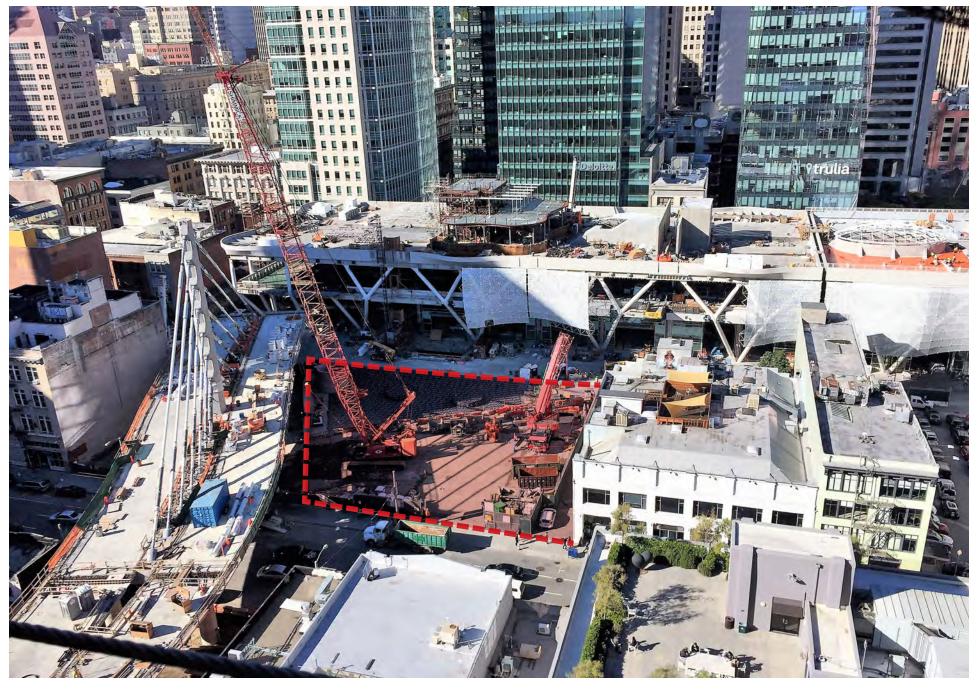


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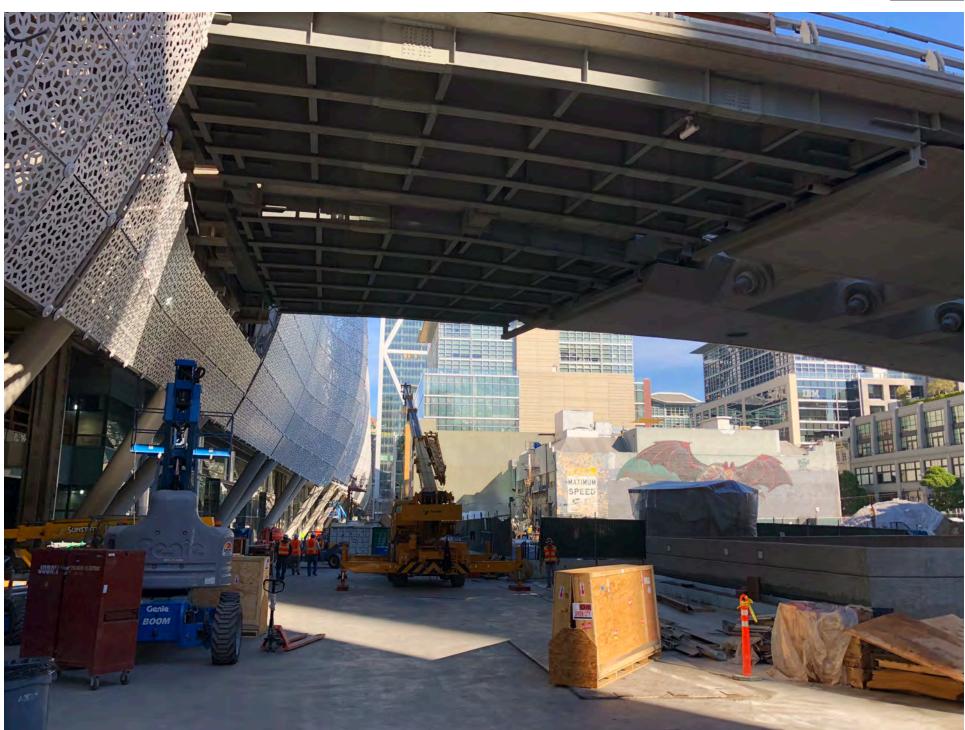




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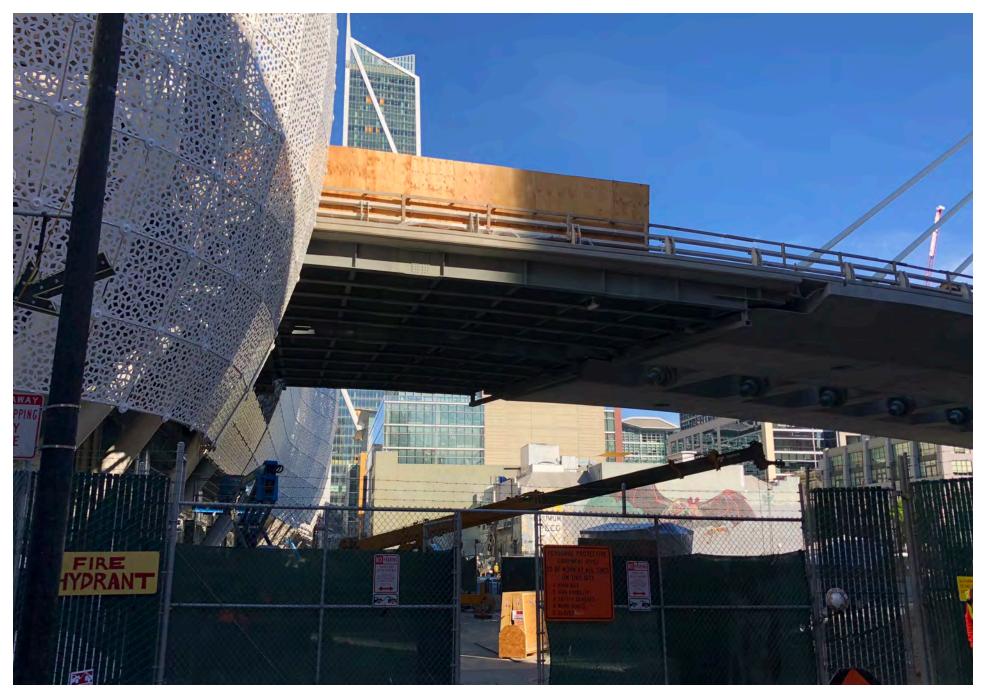
VIEW 6



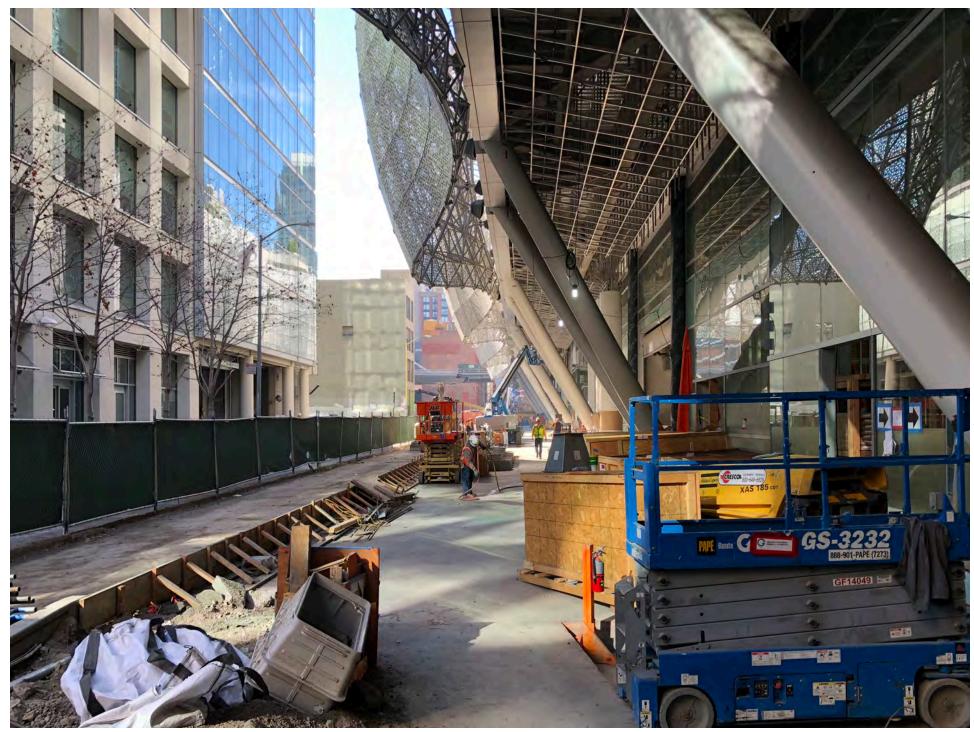


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 Parcel F Tower
 URBAN CONTEXT & SITE

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VIEW 8





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 Parcel F Tower
 URBAN CONTEXT & SITE

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ARCHITECTURAL DESIGN



Architectural Submittal 309 Application

Parcel F Tower

- SSEMLESSEME CONTRACTOR

ARCHITECTURAL DESIGN

5

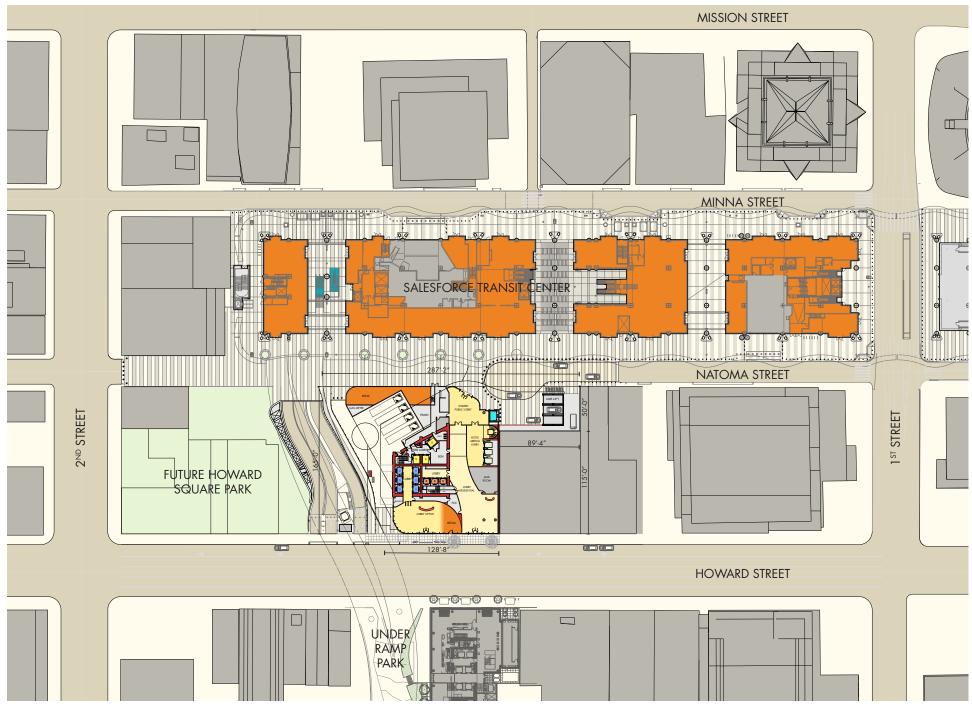
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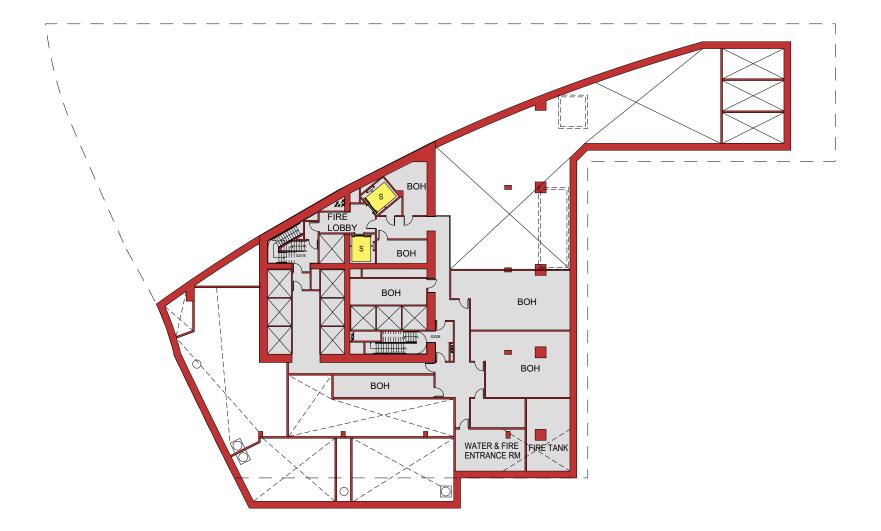
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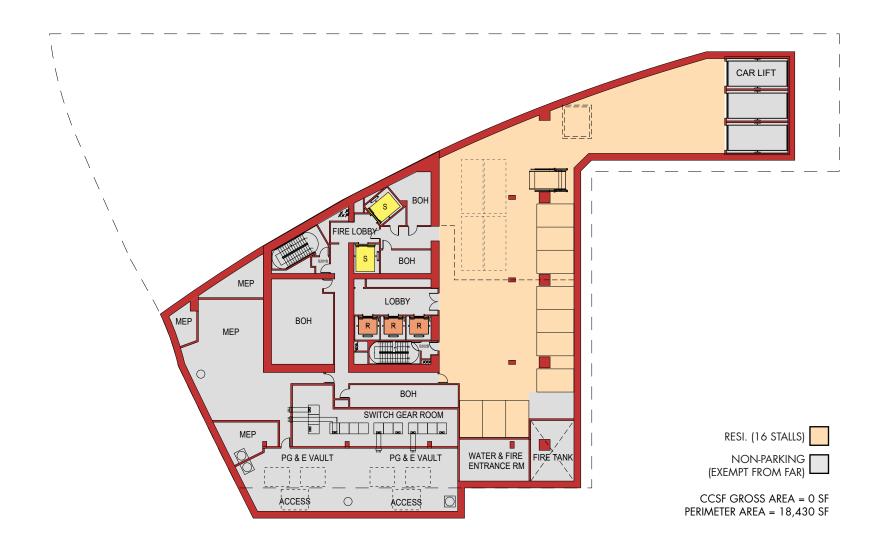


SITE PLAN



LEVEL B1MEZZANINNE

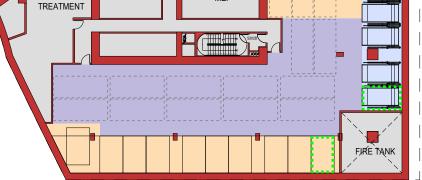
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LEVEL B1



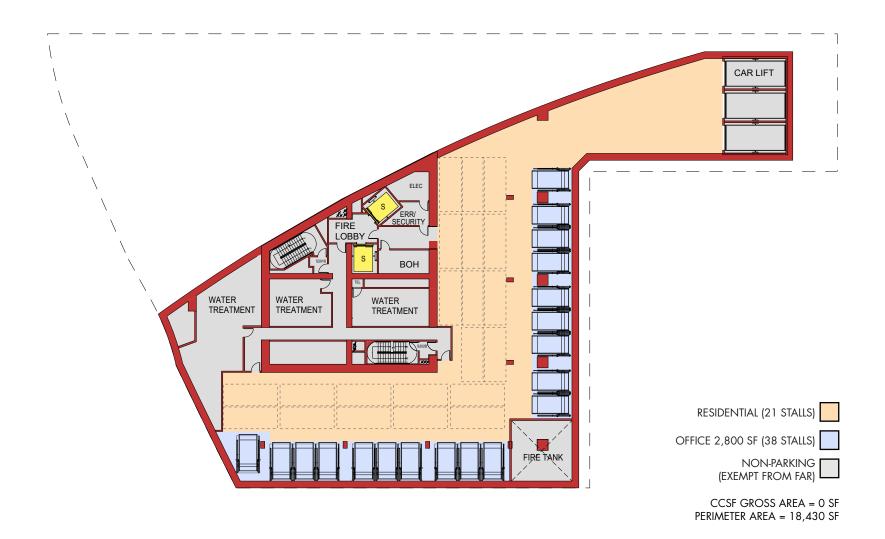




CCSF GROSS AREA = 0 SF PERIMETER AREA = 18,430 SF

LEVEL B2

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LEVEL B3







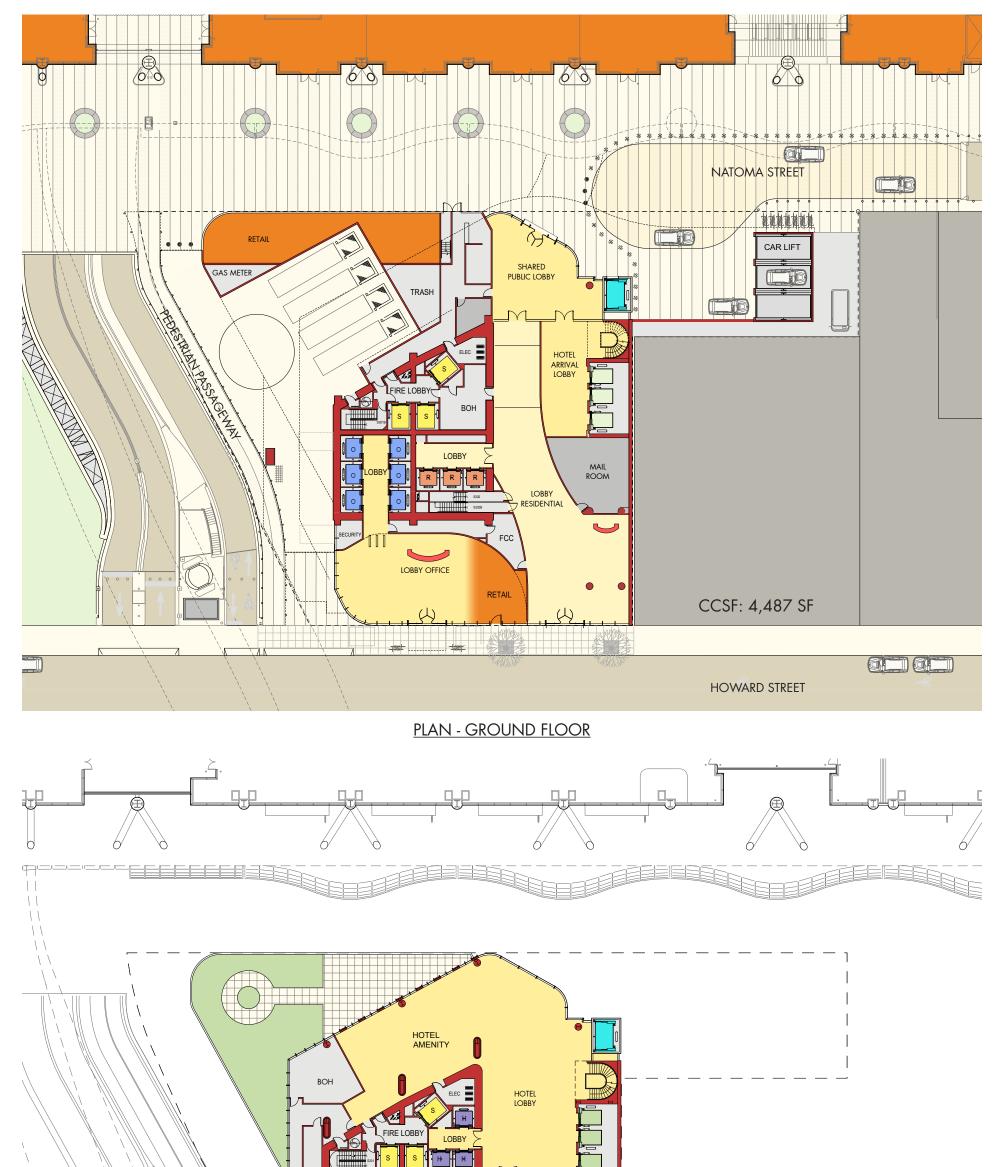


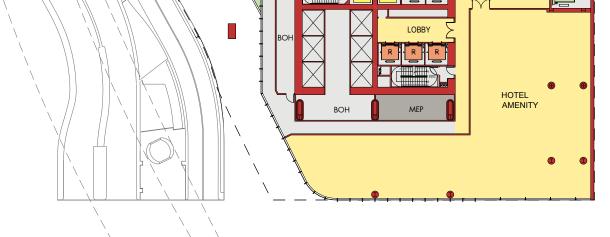
NON-PARKING (EXEMPT FROM FAR)

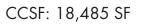
CCSF GROSS AREA = 0 SF PERIMETER AREA = 18,430 SF

<u>LEVEL B4</u>

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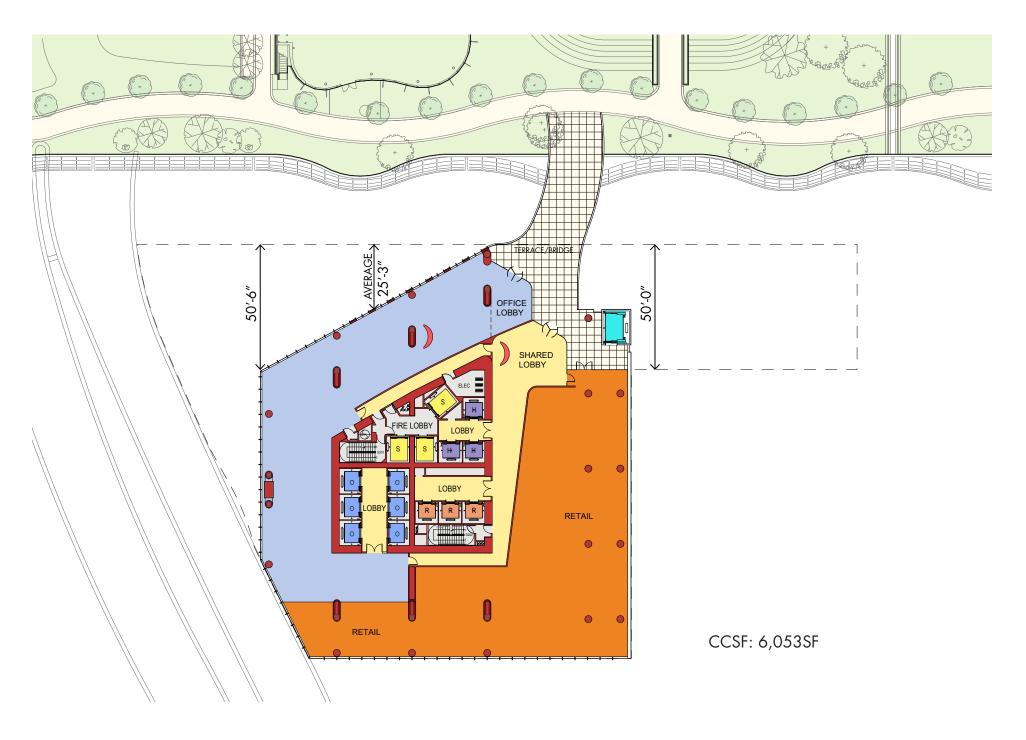
PLAN - LEVEL 2

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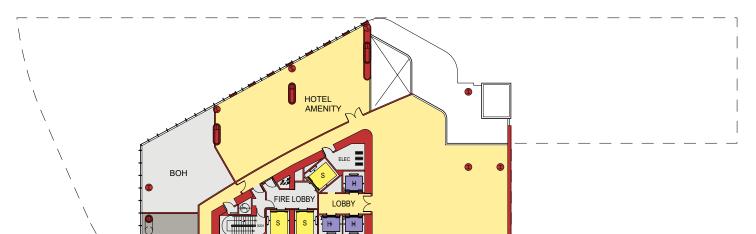


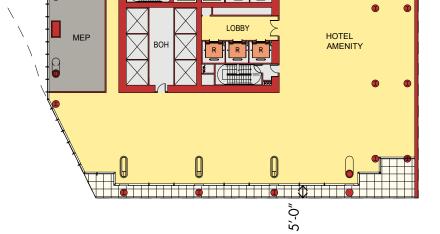
PLAN - LEVEL 4

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PLAN - LEVEL 5 - RETAIL/PARK ACCESS

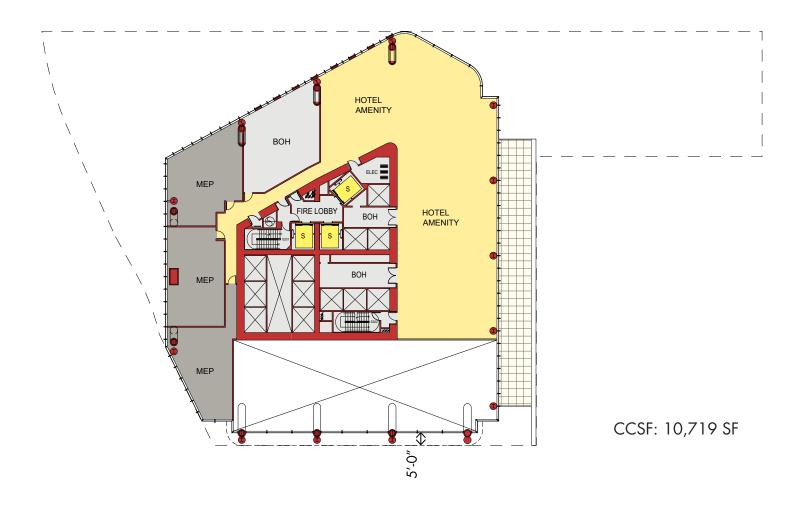






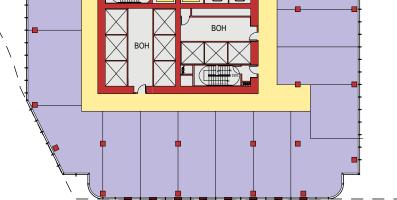
PLAN - LEVEL 6

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<u> PLAN - LEVEL 7</u>

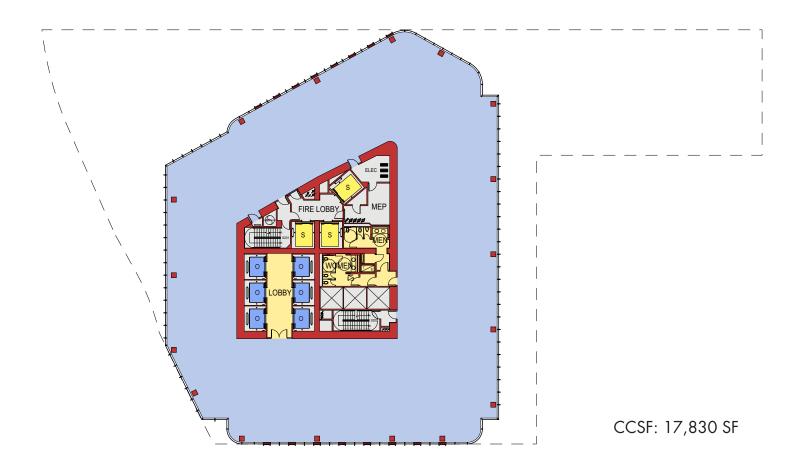






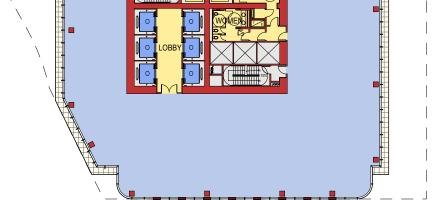
PLAN - LEVEL 8 TO16 - TYPICAL HOTEL FLOOR

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PLAN - LEVEL 17 TO 30 - TYPICAL OFFICE FLOOR

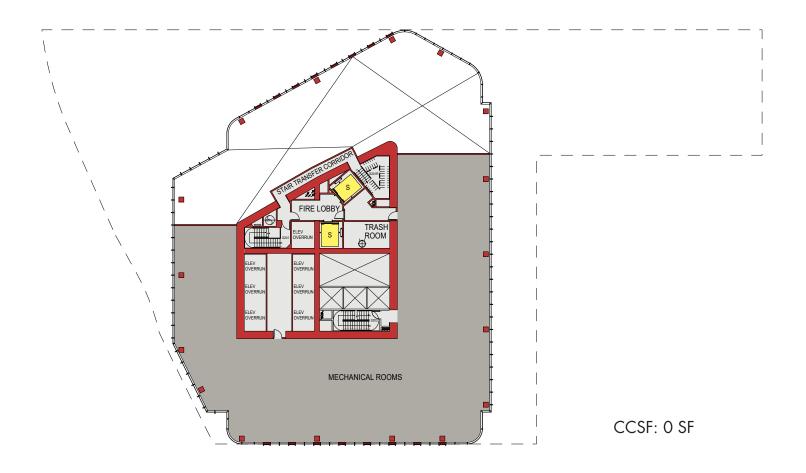




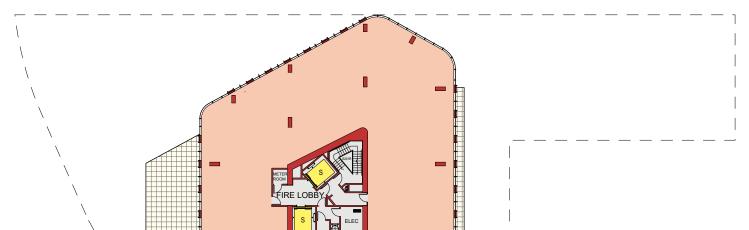


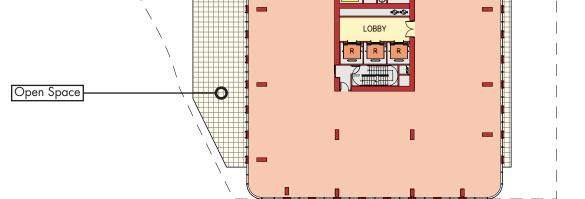
PLAN - LEVEL 31 - OFFICE FLOOR

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PLAN - LEVEL 32 (MECHANICAL)

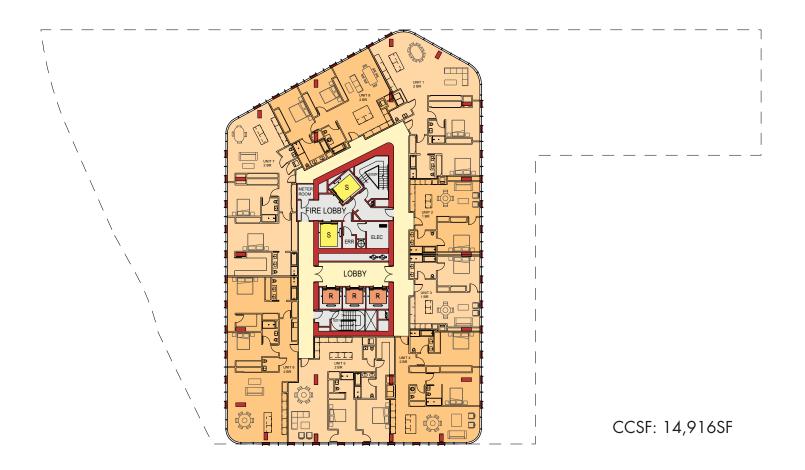




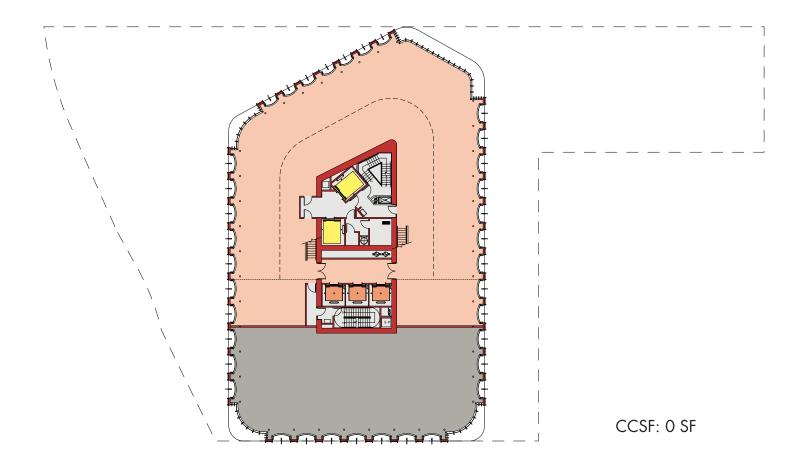


PLAN - LEVEL 33 - RESIDENTIAL AMENITY FLOOR

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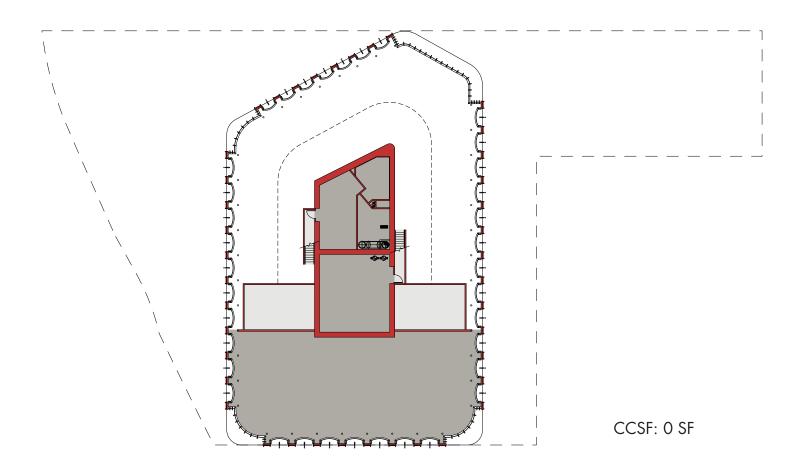


PLAN - LEVEL 34 TO 61 - TYPICAL RESIDENTIAL FLOOR



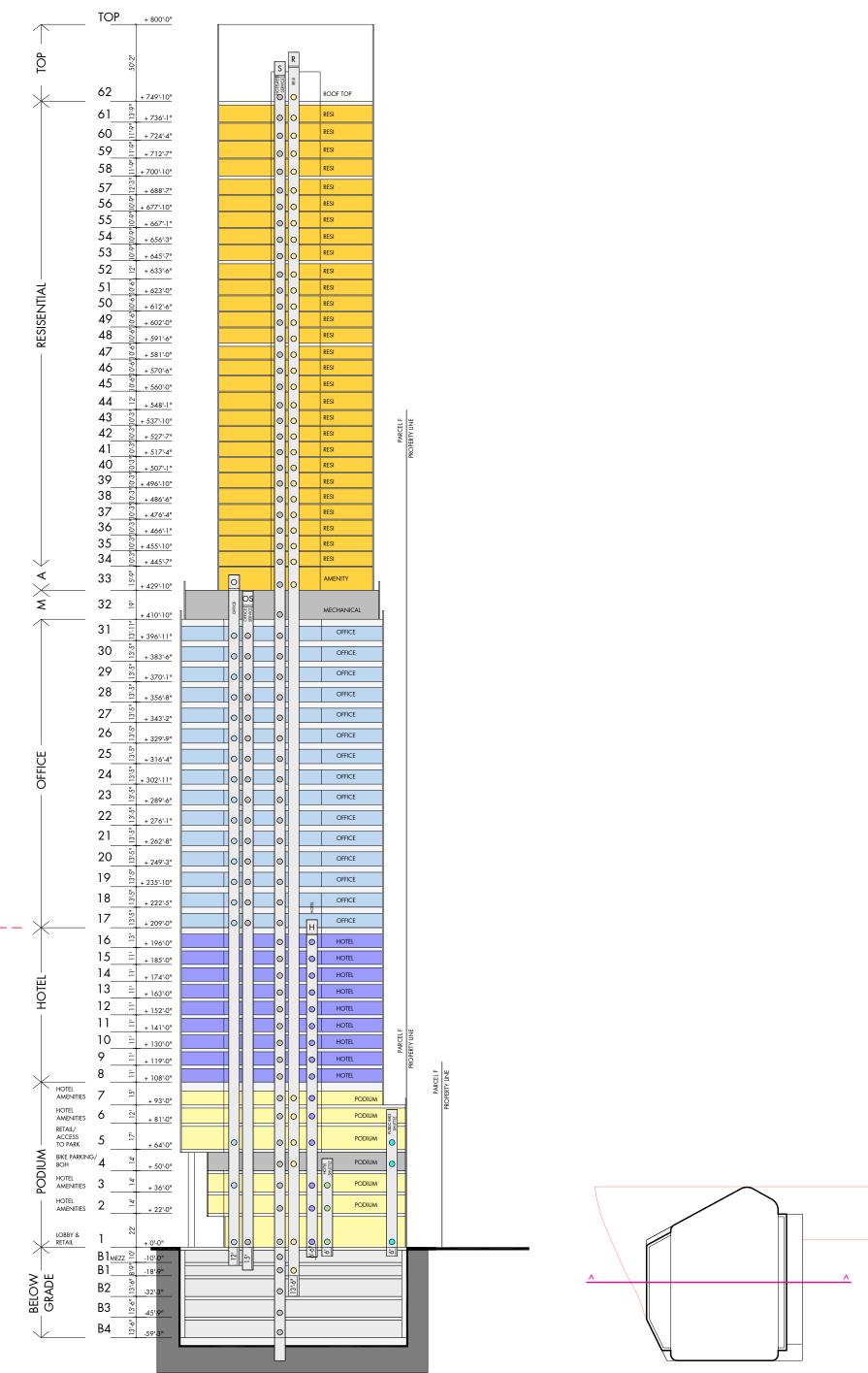
PLAN - LEVEL 62 - ROOF

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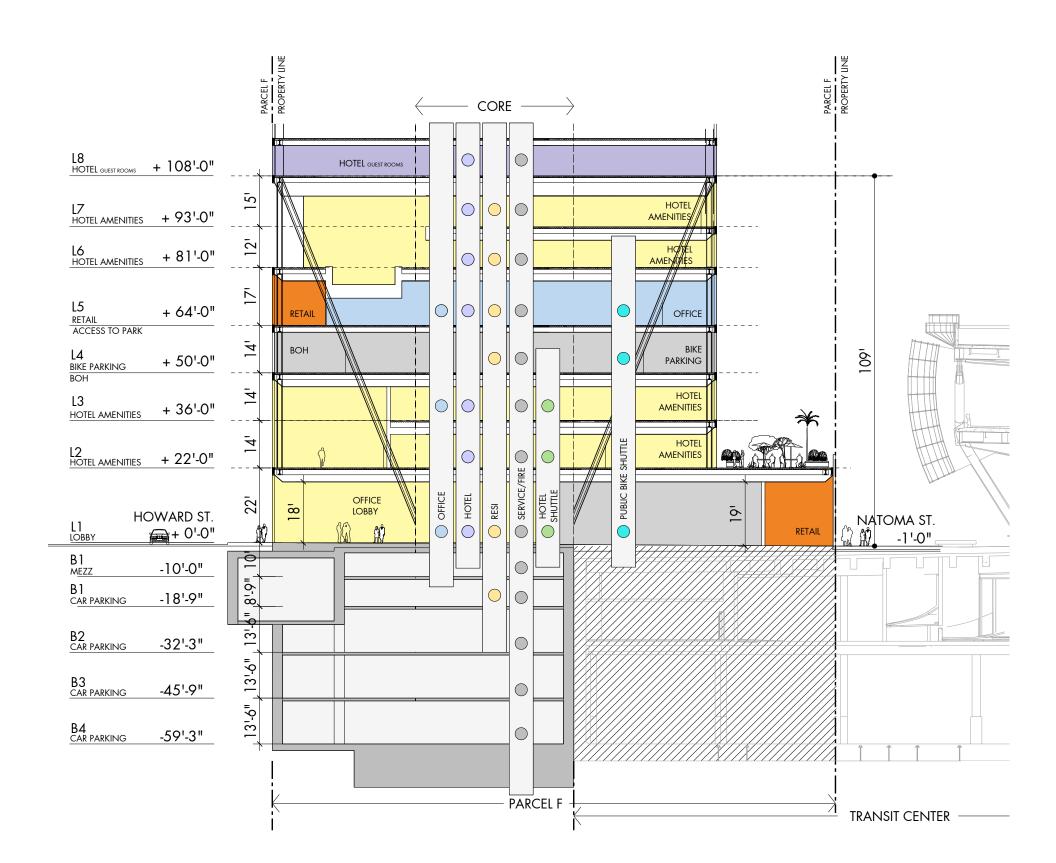
PLAN - LEVEL 62 MECHANICAL MEZZANINE

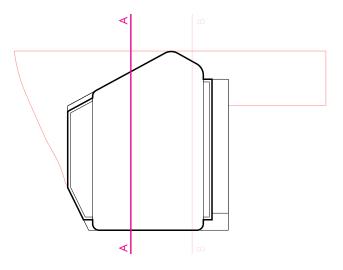
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TOWER SECTION - EAST/WEST

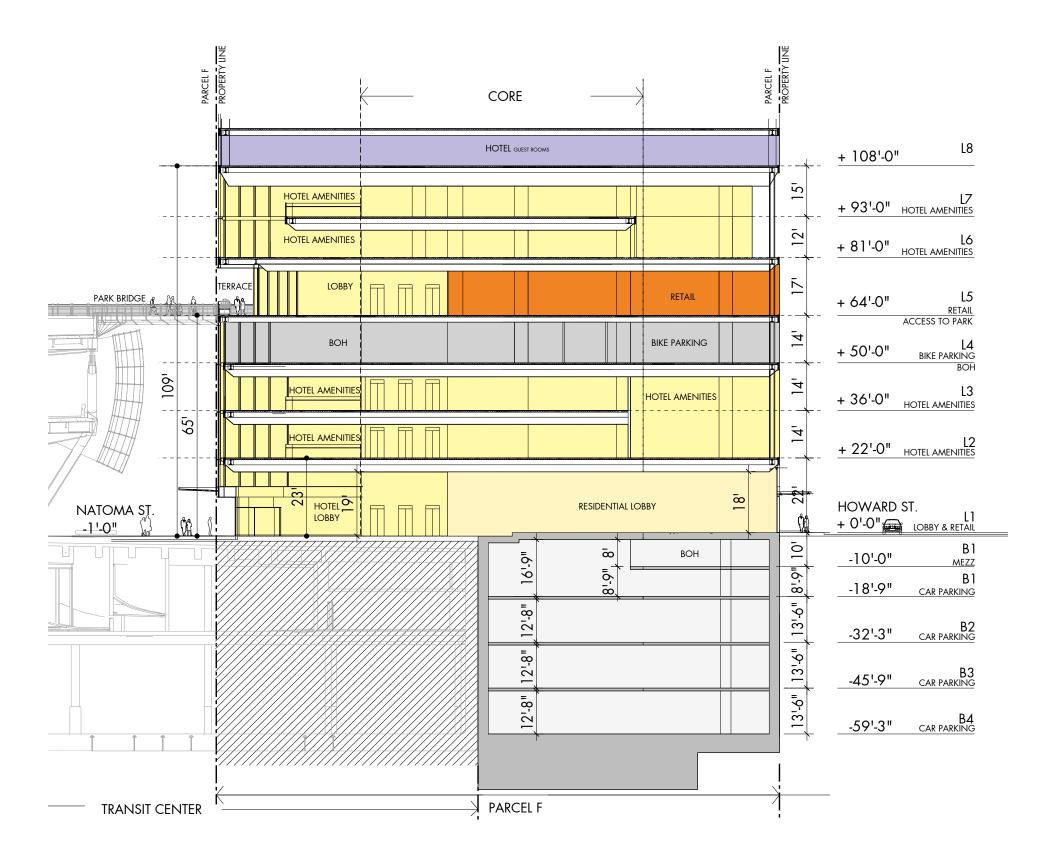
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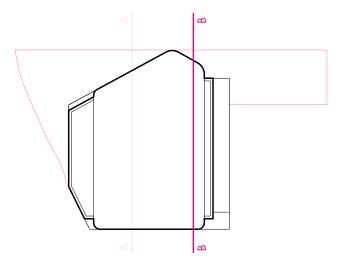




PODIUM SECTION A-A

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PODIUM SECTION B-B

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TOWER ELEVATION - SOUTH

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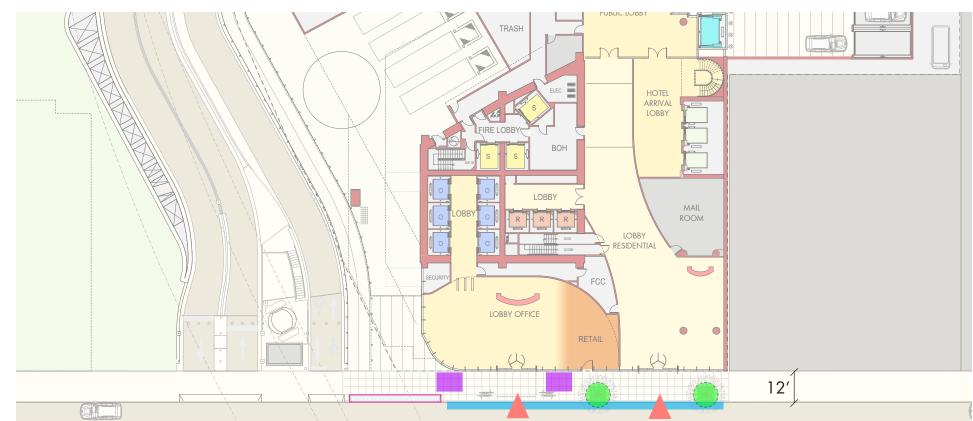


TOWER ELEVATION - NORTH (FACING NATOMA STREET)

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HOWARD STREET - ELEVATION





PARCEL F CURB CUT • TRUCKS ENTER & EXIT HEAD FIRST WITH NO BACKING UP ACROSS SIDEWALK, BIKE LANES OR TRAFFIC LANES

PASSENGER DROP-OFF

PG & E ACCESS



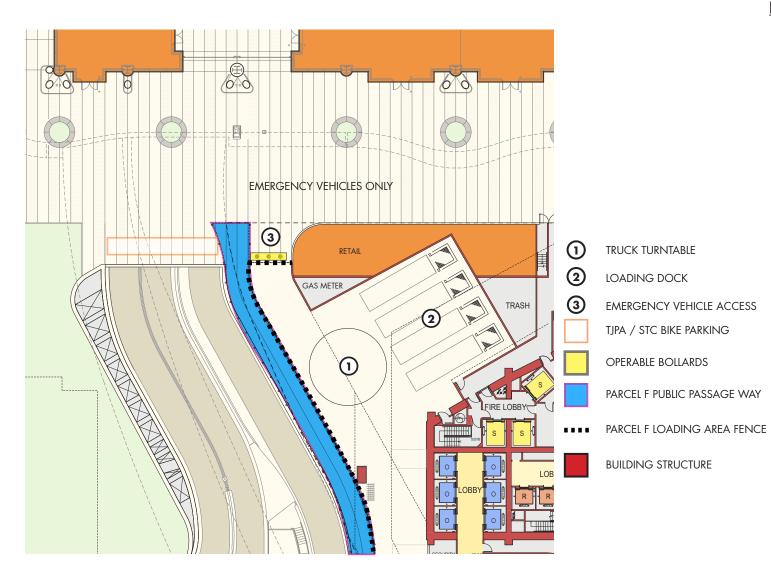
POTENTIAL TREE LOCATION SUBJECT TO COORDINATION WITH SF PUBLIC WORKS, TJPA AND UTILITY COMPANIES

HOWARD STREET - PLAN

Architectural Submittal 309 Application	Parcel F Tower	ARCHITECTURAL DESIGN
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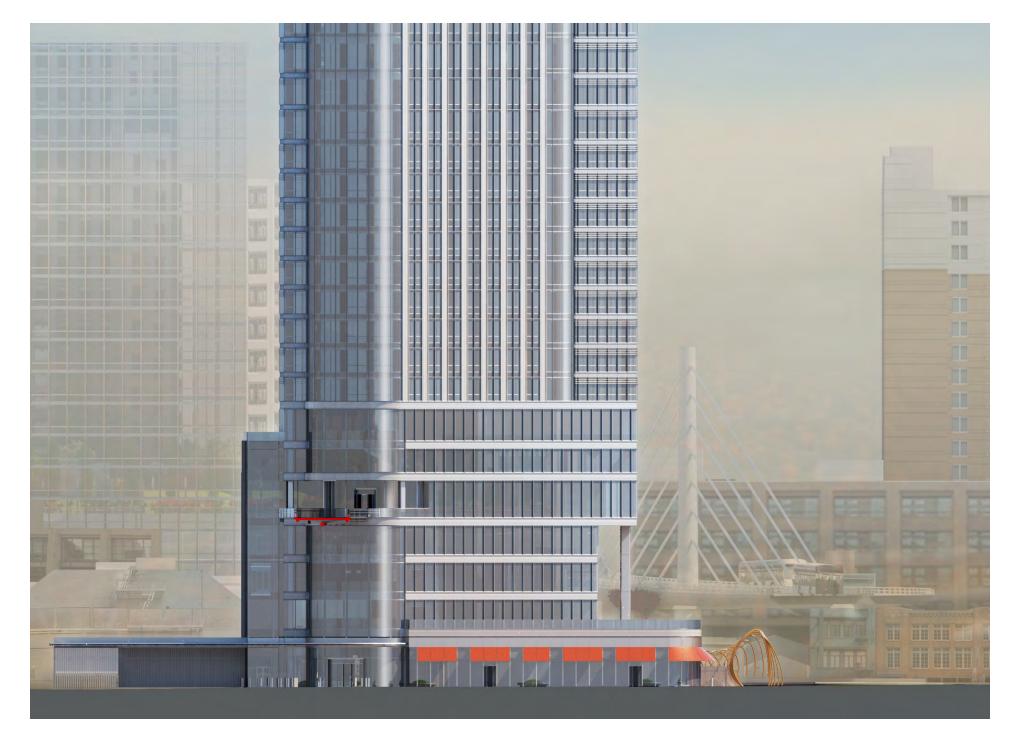


LOADING DOCK - ELEVATION

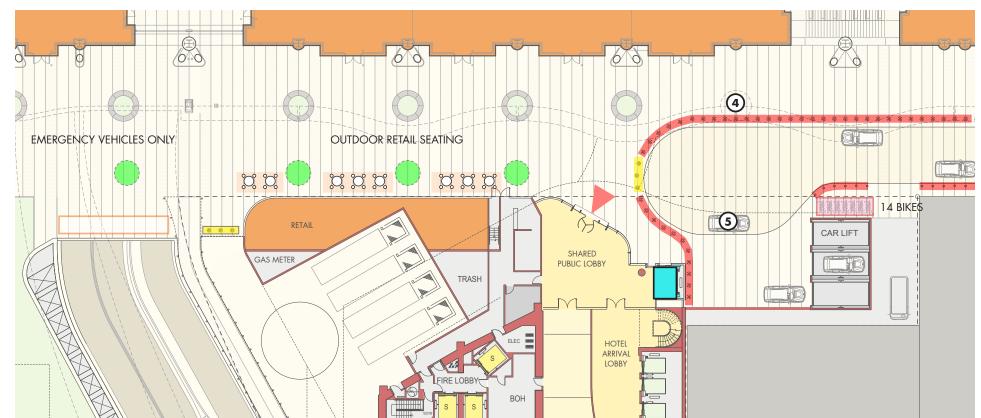


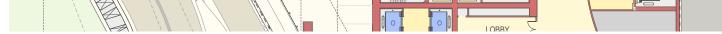
LOADING DOCK - PLAN

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NATOMA STREET - ELEVATION



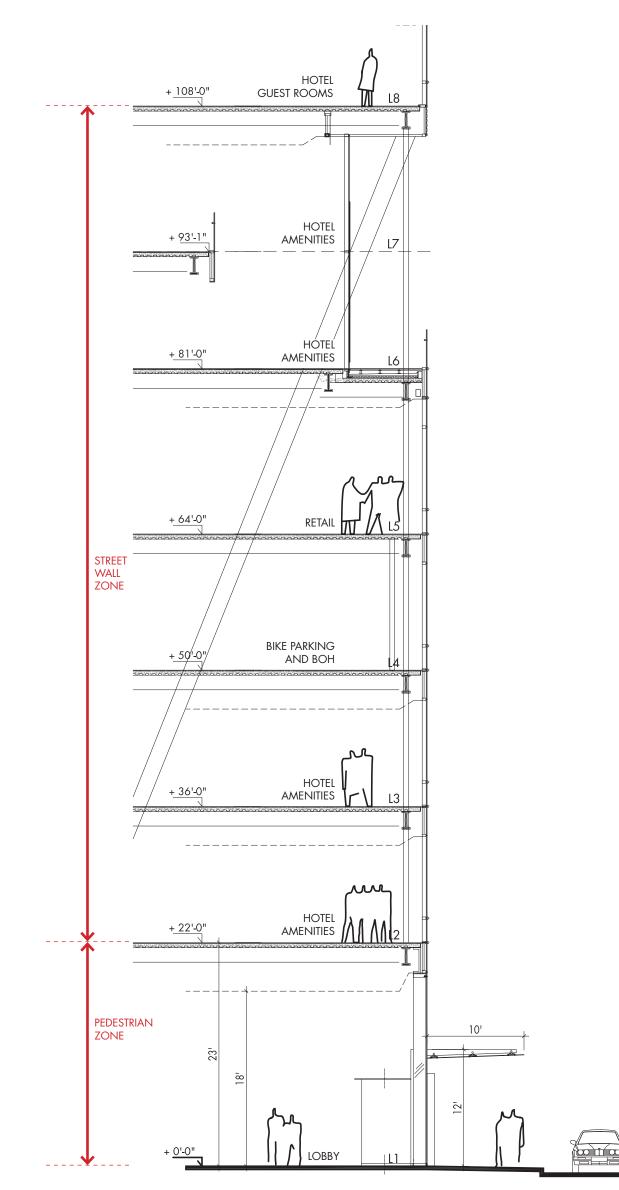


$\left| \! \ensuremath{\mathcal{O}} \! \right|$ potential location for retail tables & chairs

- PLANTER PROPOSED TO BE REMOVED
 - PARCEL F IS PROPOSING TO ELIMINATE STC PLANTERS (NOT BLAST RATED) & REPLACE THEM WITH FIXED BOLLARDS.
- 3 DROP-OFF AREA WITH SIMILAR DESIGN TO STC STREETSCAPE BUT WITH DIFFERENT TEXTURE AND NO CURB CUT
- POTENTIAL TREE LOCATION SUBJECT TO COORDINATION WITH SF PUBLIC WORKS, TJPA
- PARCEL F PROPOSED BIKE PARKING
 - TJPA / STC BIKE PARKING
 - FIXED BOLLARDS
 - OPERABLE BOLLARDS
- PUBLIC ELEVATOR

NOTES: PARCEL F NATOMA ST. FRONTAGE TO MATCH STC STREETSCAPE DESIGN; LOCATION OF PLANTERS, TREES, BIKE PARKING AND BOLLARDS ALSO TO BE COORDINATED WITH TJPA.

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MATERIAL NOTES FOR TOWER BASE:

TYPICAL VISION GLASS: CLEAR W/ A HIGH PERFORMANCE LIGHTLY REFLECTIVE COATING

<u>SPANDREL GLASS:</u> CLEAR WITH FRIT FLOODCOAT

VERTICAL PIERS: WHITE PANEL

METAL VERTICAL AND HORIZONTAL SUNSHADES & FINS: METAL

MAIN LOBBY WALL: CLEAR GLASS WITH GLASS FIN STRUCTURES.

ENTRY DOORS: CLEAR GLASS WITH METAL FRAMES AND HARDWARES

PEDESTRIAN ZONE ON HOWARD ST.

The pedestrian zone is defined by several architectural strategies.

- *First,* two of the three lobbies were placed on Howard Street with a ceiling height of 18 feet; with an intent of creating a grand atmosphere from Howard Street.
- Second, glass fins were placed to support the lobbies' curtain wall system; in order to extend the narrow street of Howard and to maximize the transparency of the lobbies.
- Third, a retail space was provided to activate the facade.

STREETWALL ON HOWARD ST.

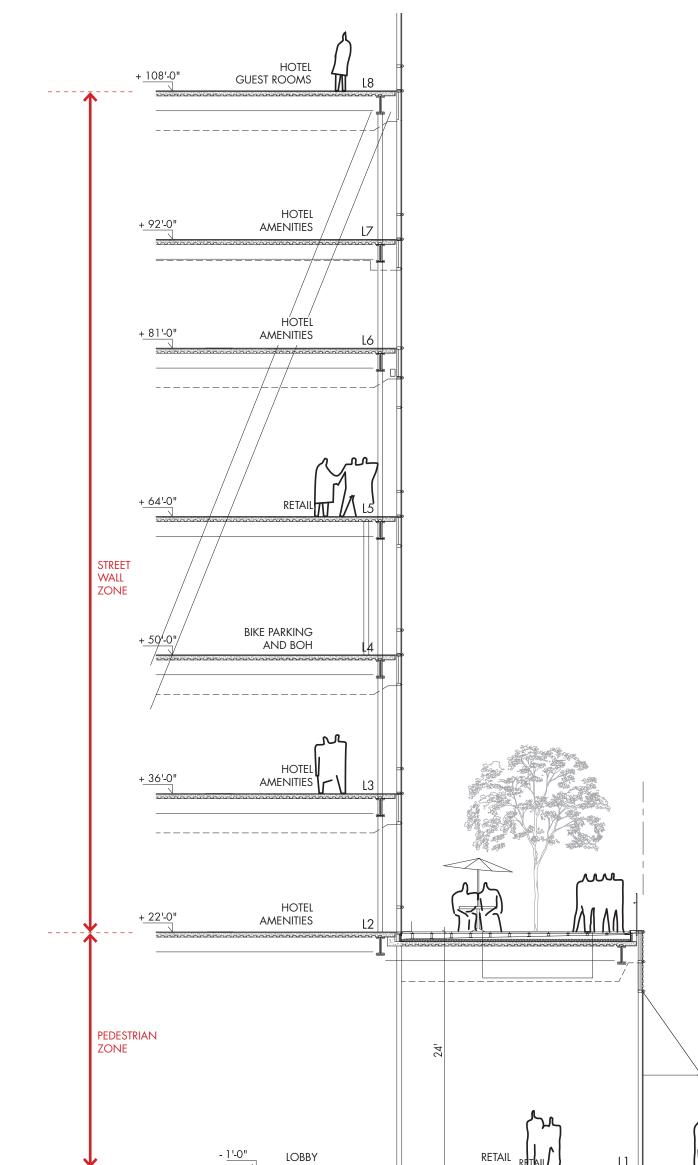
The streetwall is defined by several architectural strategies.

- First, A comfortable pedestrian experience at ground level.
- Second, a five-story high volume, with a very distinct wall articulation smooths the transition between the scale of the neighboring buildings and the tower. This volume also shelters the entrance to the public passageway that connects to Natoma Street.
- Last, a four-story cutback at the base welcomes the Salesforce Transit Center Bridge as part of the architectural composition of this unique urban condition, and shelters the sculptural passageway that connects to Natoma Street.



HOWARD STREET - TYPICAL WALL SECTION

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MATERIAL NOTES FOR TOWER BASE:

TYPICAL VISION GLASS: CLEAR W/ A HIGH PERFORMANCE LIGHTLY REFLECTIVE COATING

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X		1 11	INATOMA ST.

PEDESTRIAN ZONE ON NATOMA ST.

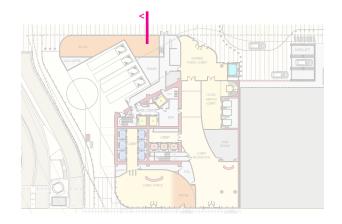
The pedestrian zone is defined by several architectural strategies.

- First, retail spaces along with outdoor seating were designated at the perimeter of the property to encourage an active atmosphere in the lower levels of the tower.
- Second, an open terrace space was provided on the second level of the tower to ensure an active and green life among the street of Natoma.
- Third, a public elevator was provided to access Salesforce Transit Center roof park.

STREETWALL ON NATOMA ST.

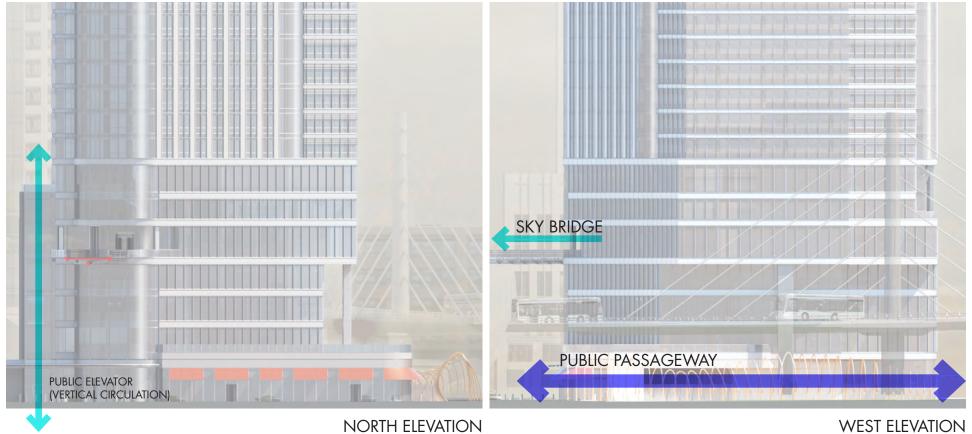
Several architectural articulations help define the Streetwall on Natoma Street.

- First, the one-story high retail volume provides human scale and acts as a balanced counterpart to the undulating metal screens of Transbay Transit Center façade.
- Second, the base on Natoma St. features a setback terrace and a bridge that connects to the Salesforce Transit Center Park.



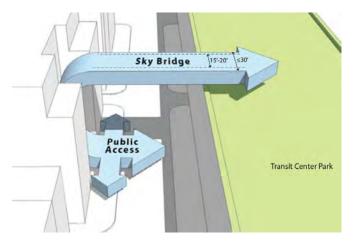
NATOMA STREET - TYPICAL WALL SECTION

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CONNECTIVITY TO TRANSBAY TRANSIT CENTER PARK :

POLICY 3.17

Permit buildings to satisfy open space requirements through direct connections to the Transit Center Park.

To satisfy the intent of section 138, these connections must meet minimum standards for public accessibility and functionality in the following manner

- Be publicly accessible and connected appropriately to ٠ vertical circulation;
- Provide clear signage from a public way, indicating public • access to the park.

-Transit Center District Plan-

PUBLIC PASSAGE WAY / CONNECTIVITY

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PLANNING CODE COMPLIANCE



Parcel F Tower

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Level	Perimeter Area	MEP Deductions per SF Planning Code	Other Deductions per SF Planning Code	Residential GSF	Office GSF	Hotel GSF	CCSF Gross Are Above/Below Grade
62	15,305	5,000	10,305	0	0	0	
61	15,305	131	258	14,916	0	0	14,91
60	15,305	131	258	14,916	0	0	14,91
59	15,305		258	14,916	0	0	14,91
58	15,305		258	14,916	0	0	14,91
57	15,305		258	14,916	0	0	14,91
56	15,305		258	14,916	0	0	14,91
55 54	15,305 15,305		258 258	14,916 14,916	0 0	0 0	14,91 14,91
53	15,305		258	14,916	0	0	14,91
52	15,305		258	14,916	0	0	14,91
51	15,305		258	14,916	0	0	14,91
50	15,305		258	14,916	0	0	, 14,91
49	15,305		258	14,916	0	0	14,91
48	15,305	131	258	14,916	0	0	14,91
47	15,305	131	258	14,916	0	0	14,91
46	15,305	131	258	14,916	0	0	14,91
45	15,305		258	14,916	0	0	14,91
44	15,305		258	14,916	0	0	14,91
43	15,305		258	14,916	0	0	14,91
42	15,305		258	14,916	0	0	14,91
41	15,305		258	14,916	0	0	14,91
40	15,305		258	14,916	0	0	14,91
39 38	15,305		258	14,916	0	0	14,91
38	15,305 15,305		258 258	14,916 14,916	0 0	0	14,91 14,91
36	15,305		258	14,910	0	0	14,91
35	15,305		258	14,916	0	0	14,91
34	15,305		258	14,916	0	0	14,91
33	15,305			14,412	0	0	14,41
32	17,690		8,946	0	0	0	,
31	17,690			0	16,930	0	16,93
30	18,590		386	0	1 <i>7,</i> 830	0	17,83
29	18,590	374	386	0	1 <i>7,</i> 830	0	17,83
28	18,590	374		0	17,830	0	17,83
27	18,590			0	17,830	0	17,83
26	18,590			0	17,830	0	17,83
25	18,590			0	17,830	0	17,83
24	18,590		386	0	17,830	0	17,83
23	18,590			0	17,830	0	17,83
22 21	18,590		386 386	0	17,830	0	17,83
21	18,590 18,590		386	0 0	17,830 17,830	0	17,83 17,83
19	18,590		386	0	17,830	0	17,83
18	18,590			0	17,830	0	17,83
17	18,590		369	0	17,578	0	17,57
16	18,590		370	0	0	18,220	18,22
15	18,590			0	0	18,220	18,22
14	18,590			0	0	18,220	18,22
13	18,590			0	0	18,220	18,22
12	18,590			0	0	18,220	18,22
11	18,590			0	0	18,220	18,22
10	18,590		370	0	0	18,220	18,22
9	18,590			0	0	18,220	18,22
8	18,590		370	0	0	18,220	18,22
7	18,158		4,820	0	0	13,338	13,33
6	18,719		738	0	0	16,745	16,74
5	19,626			0	6,053	12 507	6,05
4	19,022		6,260 372	0	0	12,597	12,59
3	19,022 19,022		372 437	0 0	0 0	18,485 18,485	18,48 18,48
2	22,300		437 15,986	1,496	3,323	18,485	6,31
B1 Mezz.	7,900		5,260	0	0	2,640	2,64
B1 /////B1	19,300		19,300	0	0	2,040	2,02
B2	18,430		18,430	0	0	0	
B3	18,430		18,430	0	0	0	
B4	18,430		18,430	0	0	0	

NOTES: CCSF gross area is per San Francisco Planning Code Article 1, Sec. 102.9 - Gross area:

Perimeter area is measured at 4' above finished floor

The above calculations for deducted area assumes the following understanding of CCSF code:

1: Floor space used for off-street parking or loading.

2: Basement space used for storage or services necessary to the operation or maintenance of the building

3: Elevator or stair penthouses, etc at the top of the building used for operation or maintenance of the building

4: Mechanical equipment areas necessary to the operation of the building

(MEP, Elec, Tel rooms/shafts, Restroom shafts/risers)

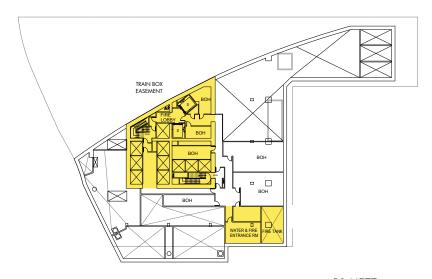
5: Retail area less than 5,000 SF per use on ground and park level

(L1 retail on Natoma St.= 1,605 SF, L1 retail on Howard St.= 714 SF, and retail at park level= 5,000 SF)

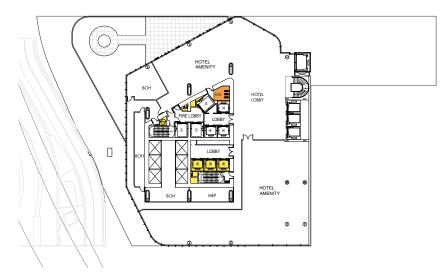
6: Ground floor lobby circulation space (3,480 SF)

AREA SCHEDULE {2019.12.18}

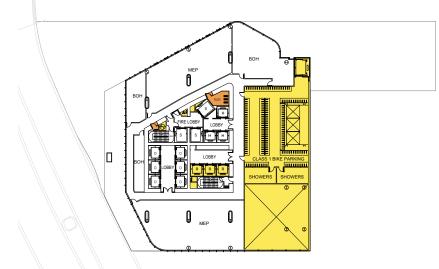
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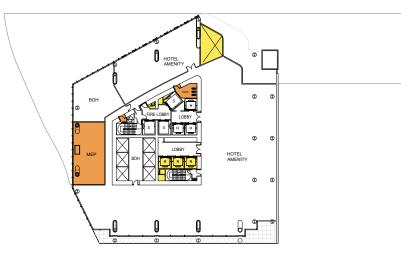
	<u>BI MEZZ.</u>
PERIMETER AREA:	7,900 SF
DEDUCTS PER SF PLANNING CODE:	5,260 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	2,640 SF

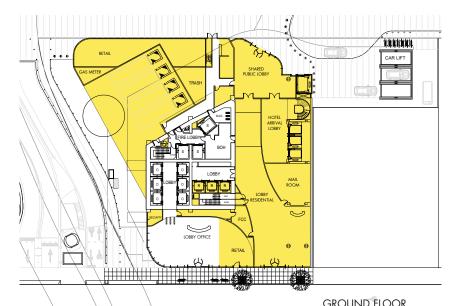


	PODIUM - LEVEL 2
PERIMETER AREA:	19,022 SF
DEDUCTS PER SF PLANNING CODE:	437 SF
MEP DEDUCTS PER SF PLANNING CODE:	100 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	18,485 SF

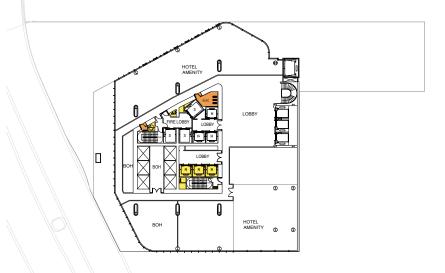


	PODIUM - LEVEL 4
PERIMETER AREA:	19,022 SF
DEDUCTS PER SF PLANNING CODE:	6,260 SF
MEP DEDUCTS PER SF PLANNING CODE:	165 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	12,507 SF





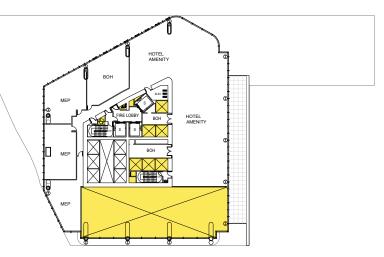
	<u>GROUND FLOOR</u>
PERIMETER AREA:	23,300 SF
DEDUCTS PER SF PLANNING CODE:	15,986 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	6,314 SF



	PODIL	JM - LEVEL 3
PERIMETER AREA:		19,022 SF
DEDUCTS PER SF PLANNING CODE:		372 SF
MEP DEDUCTS PER SF PLANNING CODE:		165 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:		18,485 SF
	/ /	



	PODIUM - LEVEL 5
PERIMETER AREA:	19,626 SF
DEDUCTS PER SF PLANNING CODE:	13,408 SF
MEP DEDUCTS PER SF PLANNING CODE:	165 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	6,053 SF

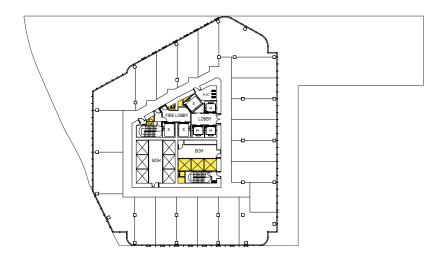


	PODIUM - LEVEL 6
PERIMETER AREA:	18,719 SF
DEDUCTS PER SF PLANNING CODE:	738 SF
MEP DEDUCTS PER SF PLANNING CODE:	1,236 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	16,745 SF

	PODIUM - LEVEL 7
PERIMETER AREA:	18,158 SF
DEDUCTS PER SF PLANNING CODE:	4,820 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	13,338 SF

GROSS AREA SUMMARY

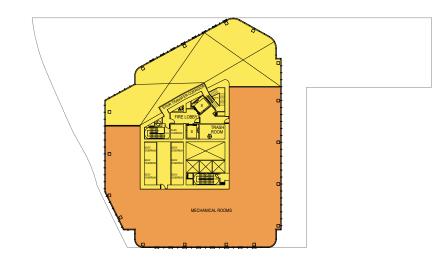
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	<u>TYPICAL HOTEL (L8-16)</u>
PERIMETER AREA:	18,590 SF
DEDUCTS PER SF PLANNING CODE:	370 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	18,220 SF



	TYPICAL OFFICE (L 18-30)
PERIMETER AREA:	18,590 SF
DEDUCTS PER SF PLANNING CODE:	386 SF
MEP DEDUCTS PER SF PLANNING CODE:	374 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	17,830 SF



	MECHANICAL (L32)
PERIMETER AREA:	17,690 SF
DEDUCTS PER SF PLANNING CODE:	8,946 SF
MEP DEDUCTS PER SF PLANNING CODE:	8,744 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	0 SF

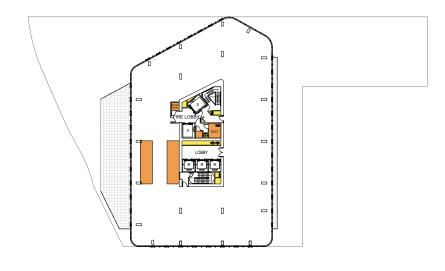




	<u>OFFICE (L17)</u>
PERIMETER AREA:	18,590 SF
DEDUCTS PER SF PLANNING CODE:	369 SF
MEP DEDUCTS PER SF PLANNING CODE:	643 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	17,578 SF



PERIMETER AREA:	<u>OFFICE (L31)</u> 17,690 SF
DEDUCTS PER SF PLANNING CODE:	386 SF
MEP DEDUCTS PER SF PLANNING CODE:	374 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	16,930 SF



	<u>RESIDENTIAL (L33)</u>
PERIMETER AREA:	15,305 SF
DEDUCTS PER SF PLANNING CODE:	219 SF
MEP DEDUCTS PER SF PLANNING CODE:	674 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	14,412 SF





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	TYPICAL RESIDENTIAL (L34-61)
PERIMETER AREA:	15,305 SF
DEDUCTS PER SF PLANNING CODE:	258 SF
MEP DEDUCTS PER SF PLANNING CODE:	131 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	14,916 SF

PERIMETER AREA:	<u>ROOF (L62)</u> 15,305 SF
DEDUCTS PER SF PLANNING CODE:	10,305 SF
MEP DEDUCTS PER SF PLANNING CODE:	5,000 SF
CCSF GROSS AREA ABOVE / BELOW GRADE:	O SF

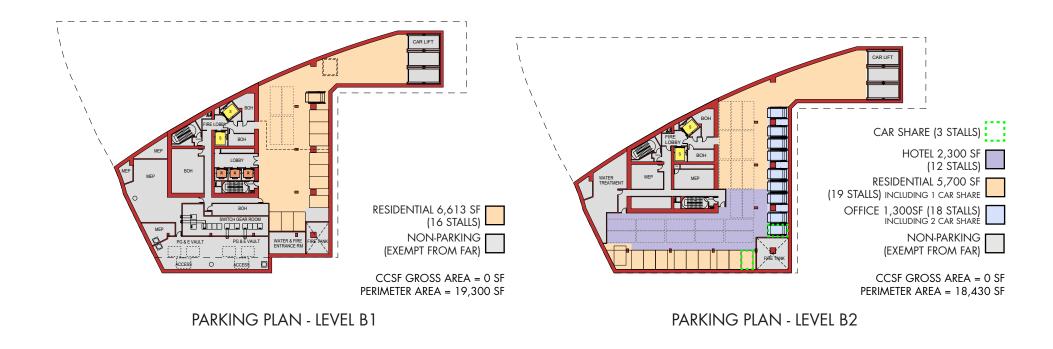
GROSS AREA SUMMARY

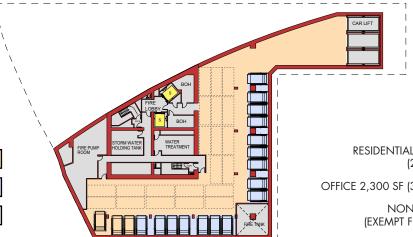
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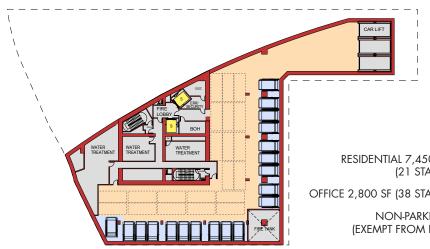
PROGRAM	Allowable Parking	Provided Parking	Reference
NON-RESIDENTIAL	18,625 SF	100 STALLS / 9,700 SF	SF PLANNING CODE SEC 151.1 (c), (d), (f) 3.5% OF GROSS
RESIDENTIAL (165 UNITS)	83 STALLS	83 STALLS	SF PLANNING CODE SEC. 151.1 (f) 0.5 CAR PER 1 UNIT
TOTAL		183 STALLS	

NON-RESIDENTIAL ALLOWABLE PARKING CALCULATION	CCSF
OFFICE	275,674 SF
HOTEL	247,765 SF
RETAIL	8,700 SF
TOTAL NON-RESIDENTIAL CCSF	532,139 SF
NON-RESIDENTIAL ALLOWABLE PARKING: 3.5% OF GROSS	18,625 SF

NUMBER OF CAR SHARE PARKING STALLS		Reference
NON-RESIDENTIAL	2	SF PLANNING CODE SEC 166
DWELLING	1	SF PLANNING CODE SEC. 166
TOTAL CAR SHARE	3	









CCSF GROSS AREA = 0 SF PERIMETER AREA = 18,430 SF

PARKING PLAN - LEVEL B4



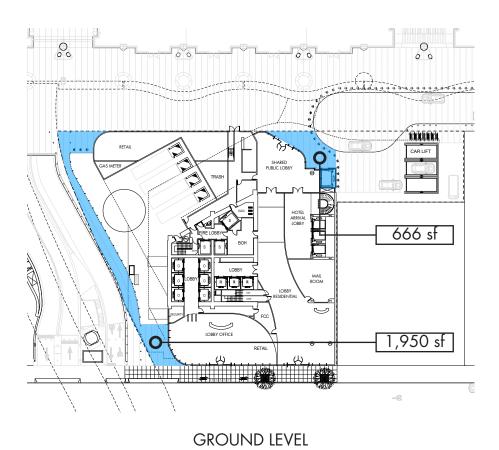
CCSF GROSS AREA = 0 SF PERIMETER AREA = 18,430 SF

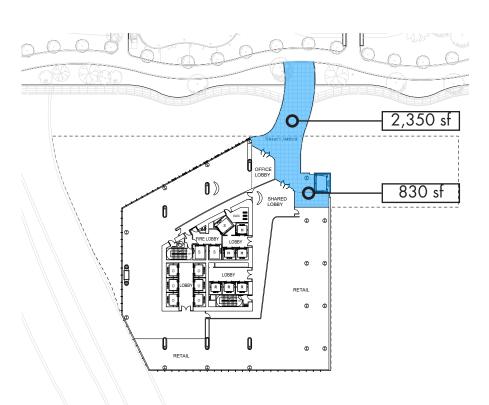
PARKING PLAN - LEVEL B3

PARKING SUMMARY

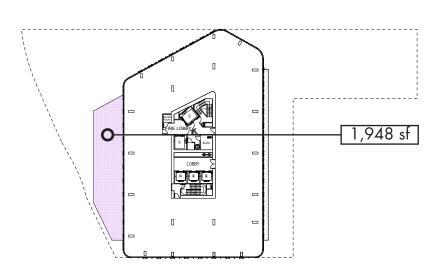
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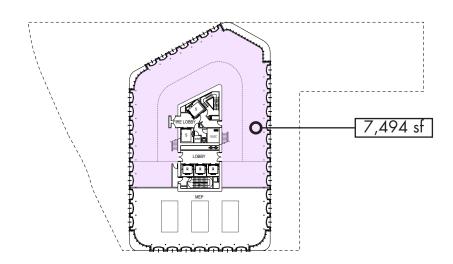
Residential:	165 units	Required Open Space	Proposed Open Space	Notes
48 SF Common Open Space x 165 units		7,920	7,494	Roof Top Terrace
			1,948	Terrace at 33L
TOTAL RESIDENTIAL OPEN SPACE		7,920	9,442	Planning Code 138(g)
Commercial:	523,439 SF	Required Open Space	Proposed Open Space	Notes
1 SF of open space / 50 SF		10,469	5,000	Bonus (Section 138(j)(1)(F)(iv))
			1,950	Gr. Flr. Passage
			666	Access to Public elevator
			830	Public elevator to Park level (L1-L5)
			2,350	Bridge & Terrace at 5L
TOTAL COMMERCIAL OPEN SPACE		10,469	10,796	Planning Code 138(g)





PODIUM - LEVEL 5





RESIDENTIAL AMENITY - L 33

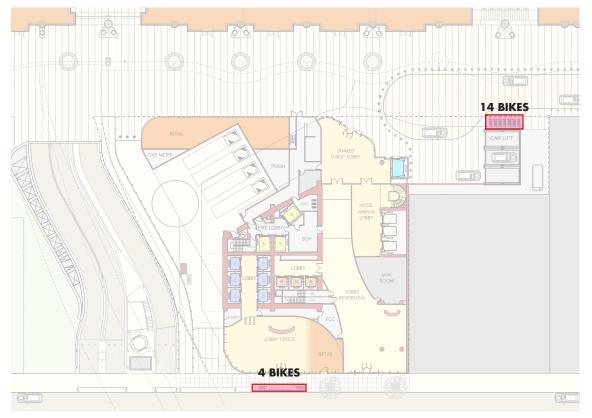




OPEN SPACE SUMMARY

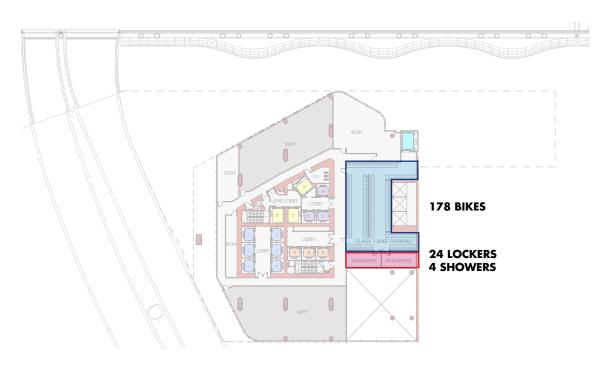
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	Residential	Hotel	Office	Total No. Required
GSF	-	-	275,674	
# of Units	165	189	-	
Class1 Code	100 Class1 spaces + 1 Class1 space/4units over 100 units	1 Class1 space/30 rooms	1 Class1 spaces/5,000sf	
CLASS1 TOTAL	116.3	6.3	55.1	178
Class2 Code	1 Class2 space/20units	1 Class2 space/30 rooms + 1 Class2 space/5,000 sf of Conf., Meeting Rooms	Min. 2 Spaces for office greater than 5,000SF + 1 Class2 space / add. 50,000 SF	
CLASS2 TOTAL	8.3	18.3	7.4	34



CLASS 2 BIKE PARKING

CLASS 2 BIKE PARKING - LEVEL 1 PAY IN LIEU FEE FOR 50% OF CLASS 2 REQUIREMENT (17 SPACES)





PODIUM PLAN - LEVEL 4

BIKE PARKING SUMMARY

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CODE ITEM	Required/Permitted	Proposed	Action Requested
''P' ZONING CLEAN UP	LOTS 3721-135 AND 3721-138 ZONED C-3-0 (SD) AND 'P'	CHANGE TO C-3-0 (SD) ONLY	ZONING MAP AMENDMENT
RESIDENTIAL FLOOR PLATES [15K SF]	IN THE TCDP, RESITENTIAL FLOOR PLATES FOR SITES >15,000 SF IN AREA ARE LIMITED TO A FOOTPRINT OF 15,000 SF	ALLOW RESIDENTIAL 'FOOTPRINT' OF 15,270 SF (Please refer to pp. 14-16 of the Supplemental Diagrams)	LEGISLATIVE AMENDMENT-UNCODIFIED
HEIGHT LIMIT AND BULK DISTRICT	LOT 16 & 136 (portion) = 450.S LOT 135, 136 (portion) & 138 = 750.S 2	HEIGHT MAP AMENDMENT TO RECLASSIFY WESTERN PORTION OF LOT 16 (1,310 SF, AS DEPICTED IN SUPPLEMENTAL DIAGRAMS) TO 750-S-2; INCREASE	ZONING MAP AMENDMENT
	7.5% ADDITION MAY EXTEND ABOVE THE PERMITTED HEIGHT	THE 750-S-2 ZONE ON PORTION OF LOT 136 AT NORTHEASTEARN EDGE OF	
		TOWER (245 SF, AS DEPICTED IN SUPPLEMENTAL DIAGRAMS); RECLASSIFY NORTHWEST PORTION OF SITE TO 450-S (4,576 SF, AS DEPICTED IN	
		SUPPLEMENTAL DIAGRAMS). (Please refer to pg. 2 of the Supplemental Diagrams).	
GENERAL PLAN CONSISTENCY WITH ZONING	STATE LAW REQUIRES THE GENERAL PLAN (DOWNTOWN PLAN AND TRANSIT	REVISE DOWNTOWN PLAN LAND USE MAP (MAP 1) TO CONFORM TO TCDP	GENERAL PLAN AMENDMENT
	CENTER DISTRICT PLAN ("TCDP") TO BE CONSISTENT WITH ZONING.	AND CURRENT C-3-0(SD) ZONING; REVISE DOWNTOWN PLAN HEIGHT MAP (MAP 5) AND TRANSIT CENTER DISTRICT PLAN HEIGHT MAP (FIGURE 1) TO	
		CONFORM TO ZONING HEIGHT MAP AMENDMENT DESCRIBED BELOW	
SETBACKS	ESTABLISH A DISTINCTIVE STREETWALL AT A HEIGHT BETWEEN 50' TO 110' FOR	FAÇADE PROVIDES GREATER DEGREE OF ARTICULATION UP TO 110' TO KEEP IN	309 EXCEPTION
(§132.1)	NOT LESS THAN 40% OF THE LINEAR FRONTAGE AT ALL STREET FRONTAGE	CHARACTER WITH THE STREETWALL CONCEPT BUT DOES NOT COMPLY WITH THE 10' SETBACK REQUIREMENT FOR 40% OF THE FRONTAGE ON HOWARD	(§ 309(a)(1))
		STREET	
	SEPARATION OF TOWERS FROM AN INTERIOR PROPERTY LINE	15' SEPARATION OF TOWER FROM INTERIOR PROPERTY LINE UP TO A HEIGHT	309 EXCEPTION
		OF 411' AND 18' SEPARATION FROM 430' UPWARDS	(§ 309(a)(1))
		(Please refer to pg.17 of the Supplemental Diagrams)	
	SEPARATION OF TOWERS AT PUBLIC STREETS	ENCROACHMENT INTO SETBACK LINE AT HOWARDS ST AT 640' HIGH AND UPWARDS	309 EXCEPTION (§ 309(a)(1))
		(Please refer to pg.18 of the Supplemental Diagrams)	
REAR YARD (§134)	25% OF LOT DEPTH IS REQUIRED AT THE LOWEST STORY CONTAINING A DWELLING UNIT AND EACH SUCCEEDING STORY ABOVE	NONE PROVIDED (Please refer to pg.19 of the Supplemental Diagrams)	309 EXCEPTION (§ 309(a)(1))
(3.54)			[2 227 [2][1]]
	AT LEAST ONE ROOM THAT MEETS THE 120-SQUARE-FOOT MINIMUM FLOOR	TWO UNITS PER FLOOR LESS THAN 25 FEET FROM EAST PROPERTY ON SIX	309 EXCEPTION
(§140)	AREA SHALL FACE DIRECTLY ON AN OPEN SPACE	FLOORS. (Please refer to pg.8 of the Supplemental Diagrams)	(§ 309(a)(14))
OFF STREET LOADING	6 LOADING SPACES REQUIRED	4 PROVIDED	309 EXCEPTION
(§152.1)		(Please refer to pg.9 of the Supplemental Diagrams)	(§ 161(e))
RATIO OF COMMERCIAL TO RESIDENTIAL USAGE	RATIO OF COMMERCIAL TO RESIDENTIAL FOR PARCELS	EXCEPTION TO 2:1 COMMERCIAL TO RESIDENTIAL REQUIREMENT	309 EXCEPTION
(§248(c))	LARGER THAN 15,000 SF GREATER OR EQUAL TO 2:1.	EXCEPTION PERMITTED PER ZA LETTER OF DETERMINATION DATED 12/2/2015	(§ 309(a)(8))
Tour bus loading	ONE OFF-STREET TOUR BUS LOADING SPACE REQUIRED FOR HOTELS WITH 201-	ZERO OFF-STREET TOUR BUS LOADING SPACES	309 EXCEPTION
(§162(b))	350 ROOMS		(§ 309(a)(7))
BULK AREA REDUCTION	AVERAGE SIZE OF UPPER 1/3 OF TOWER IS TO BE REDUCED TO 75% OF	AVERAGE FLOOR PLATE OF TOP 1/3 REDUCED TO 82% OF LOWER 2/3	309 EXCEPTION
(§272)	AVERAGE SIZE OF UPPER 173 OF TOWER IS TO BE REDUCED TO 75% OF AVERAGE FLOOR AREA OF THE LOWER TOWER	AVERAGE FLOOR PLATE	(§ 309(a)(13))
		(Please refer to pp. 4-7 of the Supplemental Diagrams)	
	Average diagonal dimension of upper 1/3 of tower is to be reduced to 87% of diagonal dimension of the lower tower	2/3 AVERAGE DIAGONAL	309 EXCEPTION (§ 309(a)(13))
		(Please refer to pp. 4-7 of the Supplemental Diagrams)	
GARAGE AND LOADING ACCESS (§155(r))	CURB CUTS ARE NOT ALLOWED ON HOWARD WHICH IS IDENTIFIED AS AN OFFICIAL CITY BICYCLE ROUTE	INTERRUPT BICYCLE LANE WITH CURB CUT FOR LOADING ACCESS (Please refer to pg. 9 of the Supplemental Diagrams)	VARIANCE
	NEW ENTRIES ARE NOT ALLOWED ON NATOMA FROM 300 FEET WEST OF FIRST STREET.	PROVIDE VEHICULAR ACCESS THROUGH NATOMA (Please refer to pg. 9 of the Supplemental Diagrams)	309 EXCEPTION
	PROFUNCET.	n receive to pg. 7 of the opphemental Didgrams)	
PARKING & LOADING ENTRANCES	NO MORE THAN 1/3 OF THE WIDTH OR 20 FEET, WHICHEVER IS LESS, OF	ON HOWARD ST., 35'-8" AND ON NATOMA ST. 64'-6"	VARIANCE
(§145(c))	ANY GIVEN STREET FRONTAGE SHALL BE DEVOTED TO PARKING AND LOADING INGRESS AND EGRESS	Please refer to pg. 9 of the Supplemental Diagrams)	
		ļ	

STREET FRONTAGES (§145.1)	ACTIVE USES SHALL BE PROVIDED WITHIN 25 FEET OF THE BUILDING DEPTH ON THE GROUND FLOOR. BUILDING LOBBIES ARE CONSIDERED ACTIVE USES SO LONG AS THEY DON'T EXCEED 40 FEET OR 25% OF THE BUILDING FRONTAGE	EXCEED LOBBY MAXIMUM FRONTAGE WIDTH ON HOWARD (Please refer to pg. 10 of the Supplemental Diagrams)	VARIANCE
GARAGE AND LOADING ACCESS (§155(1))		LOADING IS COVERED AND SCREENED FROM PUBLIC VIEW, BUT NOT ENCLOSED DUE TO ANGLE OF ENTRY AND TURNTABLE	VARIANCE

PLANNING CODE EXCEPTIONS

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ADDITIONAL DESIGN



Parcel F Tower

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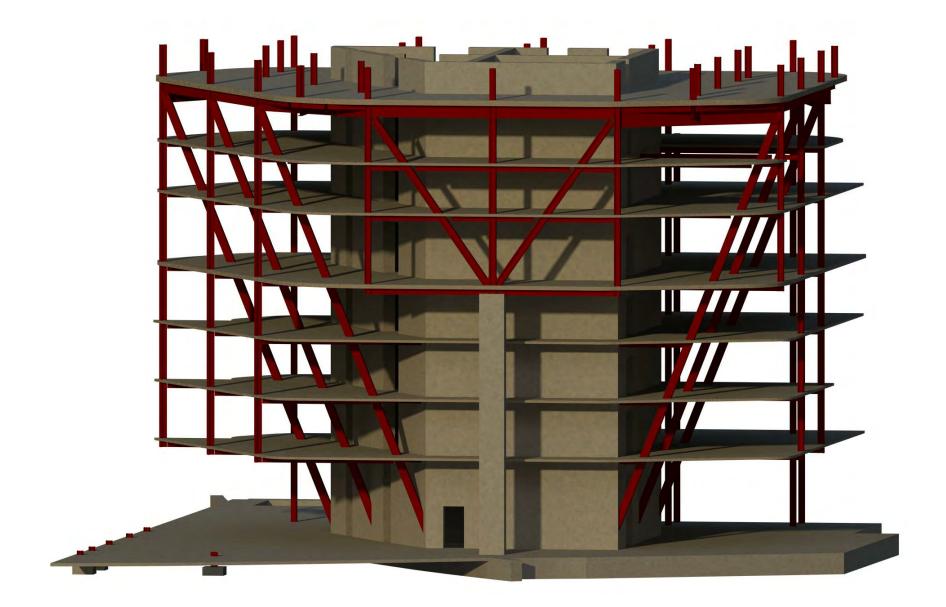
STRUCTURAL SYSTEM MAGNUSSON KLEMENCIC ASSOCIATES

Transbay Parcel F will be approximately 800 feet tall, with a vertical mixed stack of public amenity, retail, hotel, office, and residential programs. The structural design will be performed in accordance with the 2013 San Francisco Building Code, including the San Francisco Department of Building Inspection Administrative Bulletin AB083, utilizing a non-prescriptive seismic design with a ductile shear wall core.

The tower columns and core walls will be founded on large diameter drilled shafts into the Franciscan Bedrock. Beneath the core, a thick mat foundation will distribute the wall loads to the drilled shafts and minimize differential settlement. Beyond the core, a thinner mat will resist hydrostatic uplift forces.

The below grade structure will consist of concrete flat plate slabs and concrete walls and columns. Through the podium, hotel and office levels, the structural floor framing system will consist of structural steel beams and columns with concrete on metal deck. In the residential levels, the structural system will consist of concrete post-tensioned flat slabs and concrete columns.

The most unique aspect of the structure is the column transfer condition at the base of the tower. With the northern and western portions of the tower being over the TJPA easements at and below grade, the structural columns will be sloped back to the core over 8 levels equally on opposing sides of the building. This equal and opposite column sloping with allow for balance of the structure minimizing the horizontal force on the core.



BUILDING INFORMATION MODEL OF BASE TRANSFER

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SUSTAINABILITY HKS ARCHITECTS

TRANSIT ORIENTED DEVELOPMENT

The project is a Transit Oriented Development (TOD) in downtown San Francisco, adjacent to the Salesforce Transit Center, a multi-model transportation hub. The site is very walkable and bikable as well.

HIGH PERFORMANCE FACADE

The project will optimize energy performance through a high performance facade with integrated solar shading.

STORMWATER AND RAINWATER HARVESTING

The project will utilize alternate sources of water from stormwater and rainwater for flushing and landscape irrigation to reduce the water use in the building.

CONSTRUCTION WASTE MANAGEMENT

The project will divert more than 75% of the construction waste from landfills through recycling or reuse.

SUSTAINABLE MATERIALS

The project will utilize sustainable building materials such as responsibly sourced building materials, materials with recycled content and low (VOC) contents.

DAYLIGHT AND VIEWS

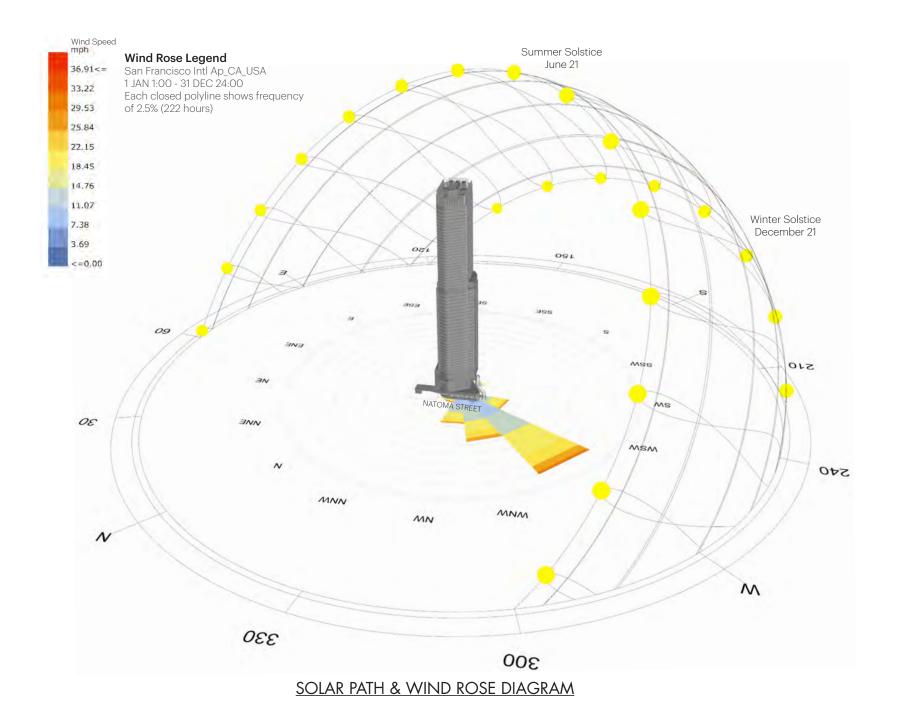
The building will provide natural daylight and quality views to its occupants.

ELECTRIC VEHICLE CHARGING AND PARKING

The project will be equipped with electric vehicle charging stations and preferred parking spaces for clean air/van pool/ electric vehicles.

INNOVATION

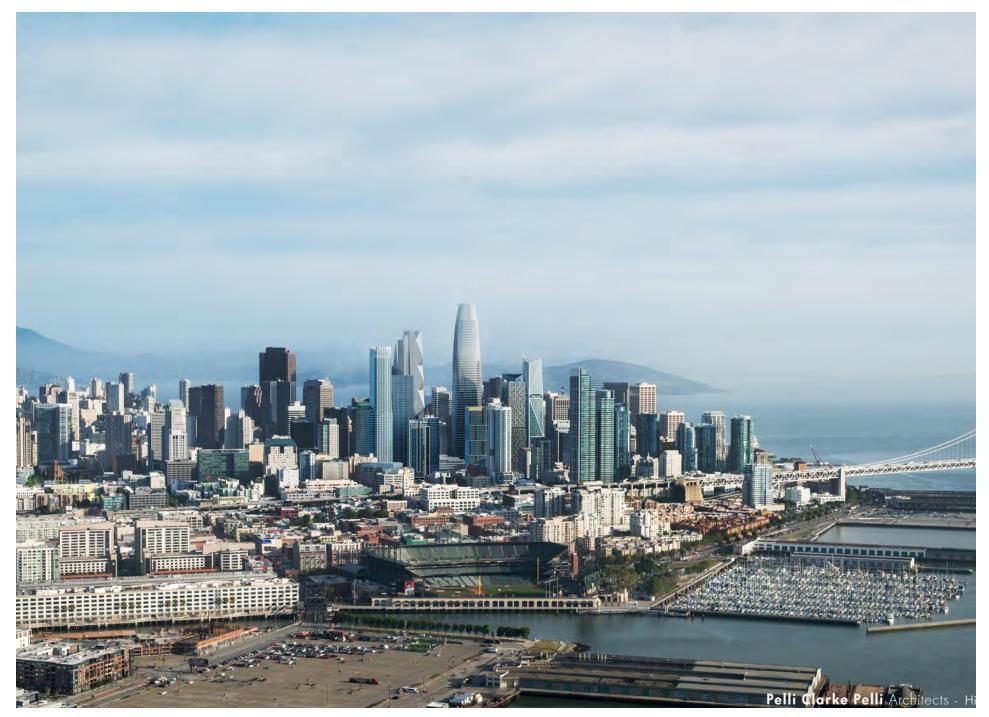
The project will include unique and innovative approaches to sustainability catered to respond to the local environment where it is located.







FROM DOLORES PARK

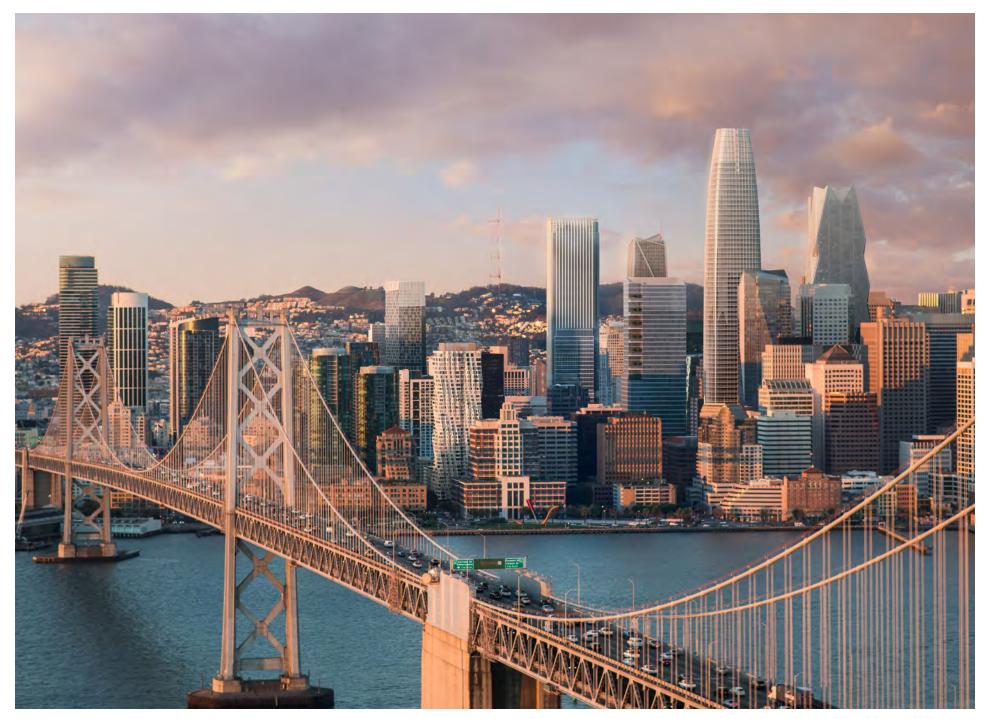


FROM MISSION BAY





AERIAL VIEW OF DOWNTOWN - FACING WEST



FROM TREASURE ISLAND

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PROJECT RENDERINGS

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AERIAL VIEW FROM TRANSBAY PARKIILSURAS SOURI VIE 35 1 r 200

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Parcel F Tower

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PROJECT RENDERINGS



VIEW FROM HOWARD AND 2ND STREET - 10

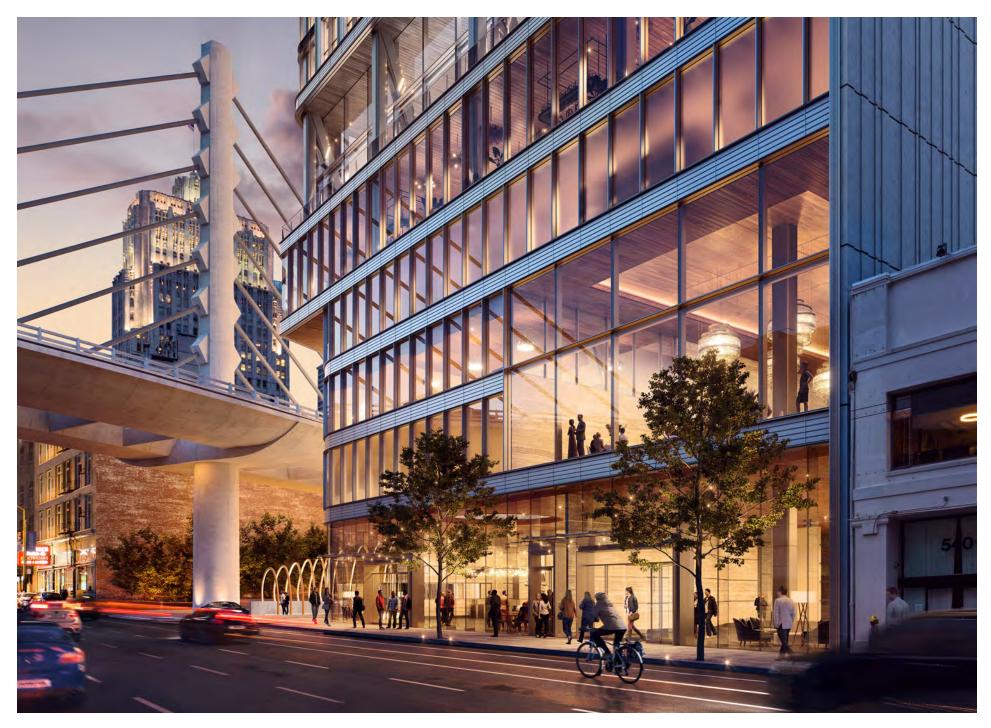
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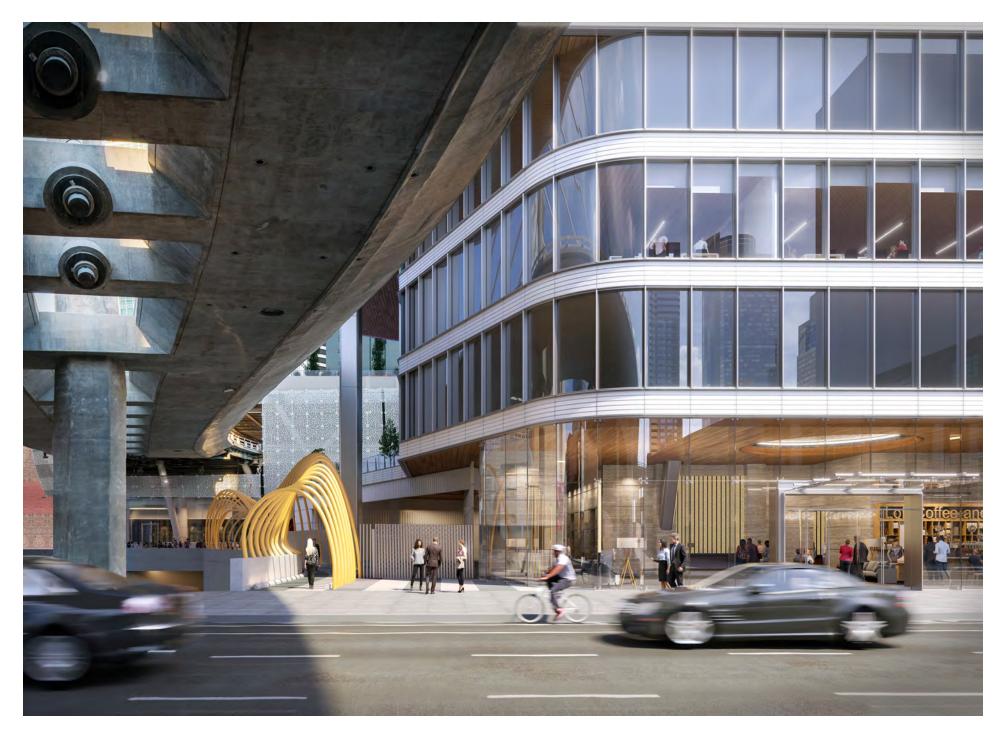
HOWARD STREET LOOKING WEST



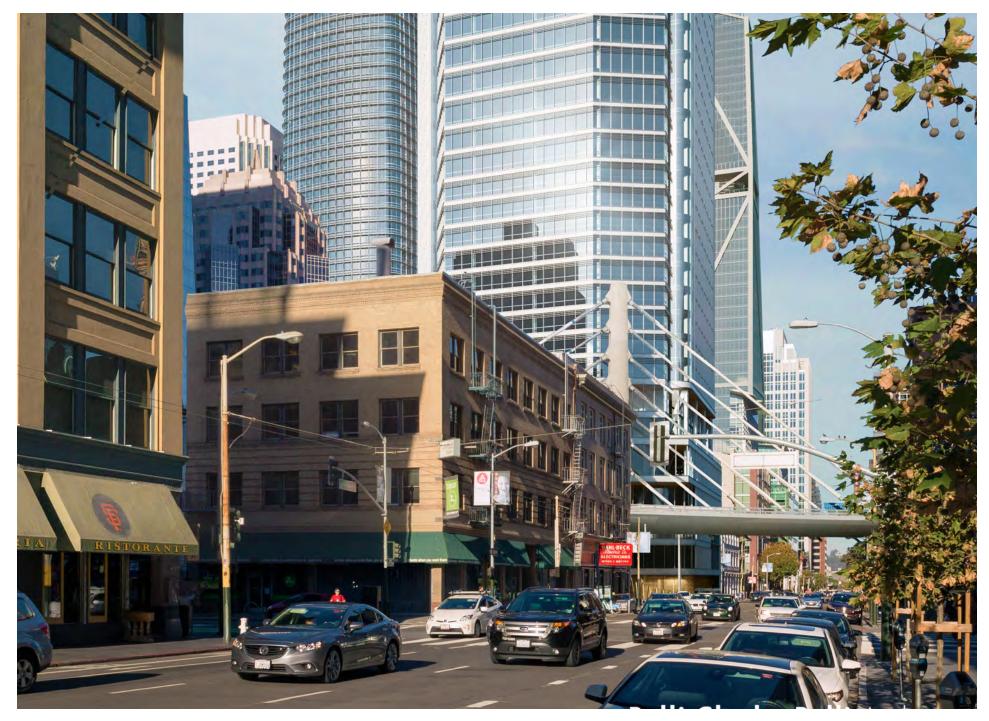
HOWARD STREET LOOKING EAST

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 Parcel F Tower
 PROJECT RENDERINGS

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HOWARD STREET LOOKING NORTH



HOWARD STREET LOOKING EAST





NATOMA STREET LOOKING SOUTH/EAST



NATOMA STREET LOOKING SOUTH/EAST

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NATOMA STREET LOOKING SOUTH/EAST



NATOMA STREET LOOKING SOUTH





NATOMA STREET LOOKING WEST



VIEW OF BRIDGE CONNECTION AT PARK LEVEL

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<u>TOWER</u>



THE BODY OF THE TOWER WILL BE CLADDED ON A HIGH PERFORMANCE CLEAR GLASS WITH SLIGHTLY REFLECTIVE COATING

VERTICAL PIERS WITH WARM WHITE MAT FINISH PANELS

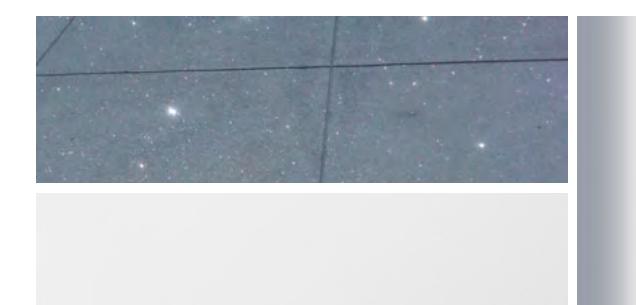
GRAY METAL TRIMS & SUNSHADES WITH A SATIN METALLIC FINISH.

THE MATERIAL SELECTION MAY DEVELOP TO REFLECT BEST PRACTICES AND COST.

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HOWARD STREET



A COMFORTABLE PEDESTRIAN EXPERIENCE AT GROUND LEVEL IS PROVIDED BY A HIGH PERFORMANCE CLEAR GLASS.

VERTICAL PIERS AND HORIZONTAL BANDS WITH WARM WHITE MAT FINISH PANELS.

GRAY METAL TRIMS & SUNSHADES WITH A SATIN METALLIC FINISH.

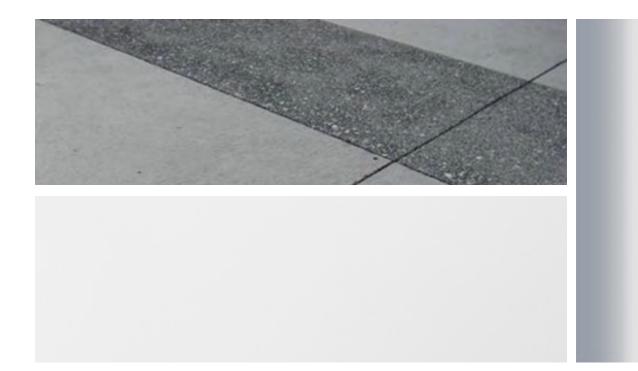
SIDEWALK TO FOLLOW GUIDANCE ESTABLISHED BY CITY STANDARDS.

NOTE: THE MATERIAL SELECTION MAY DEVELOP TO REFLECT BEST PRACTICES AND COST.

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NATOMA STREET



A COMFORTABLE PEDESTRIAN EXPERIENCE AT GROUND LEVEL IS PROVIDED BY A HIGH PERFORMANCE CLEAR GLASS.

VERTICAL PIERS AND HORIZONTAL BANDS WITH WARM WHITE MATTE FINISH PANELS.

METAL TRIMS & SUNSHADES ON GRAY SATIN FINISH METAL.

SIDEWALK TO FOLLOW GUIDANCE ESTABLISHED BY TJPA, WITH SANDBLASTED CONCRETE BANDING.

NOTE: THE MATERIAL SELECTION MAY DEVELOP TO REFLECT BEST PRACTICES AND COST.

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Parcel F Tower

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NEW HAVEN NEW YORK SAN FRANCISCO SHANGHAI TOKYO



Parcel F Tower

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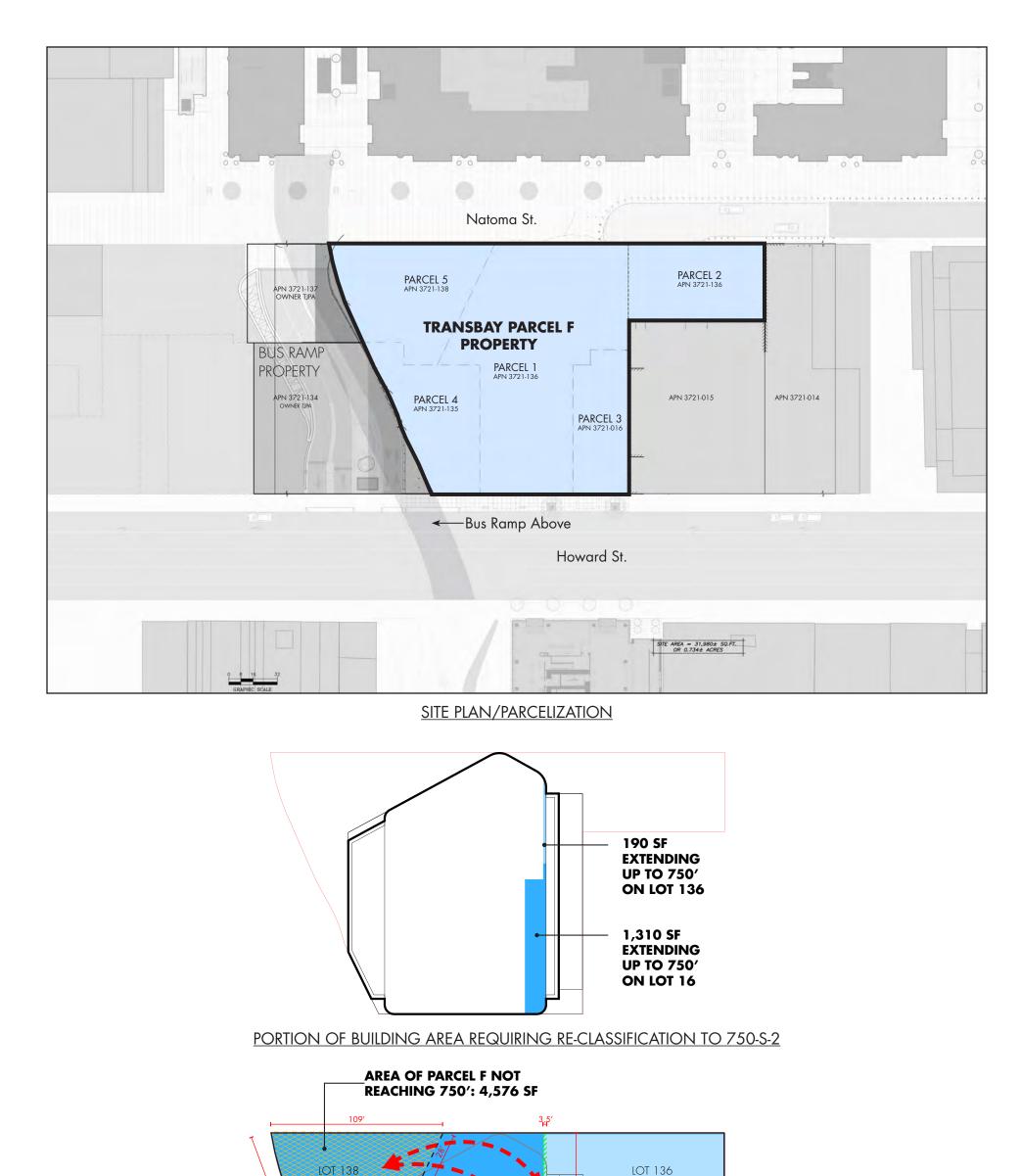
Pelli Clarke Pelli Architects pcparch.com

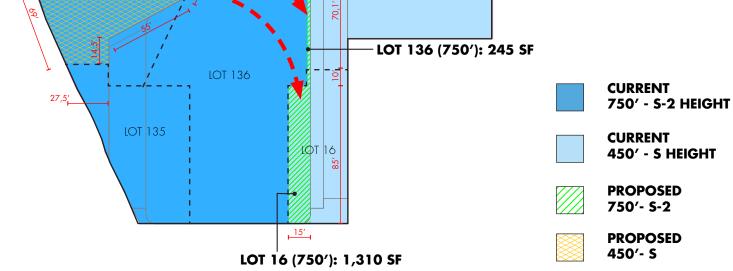
NEW HAVEN NEW YORK SAN FRANCISCO SHANGHAI TOKYO

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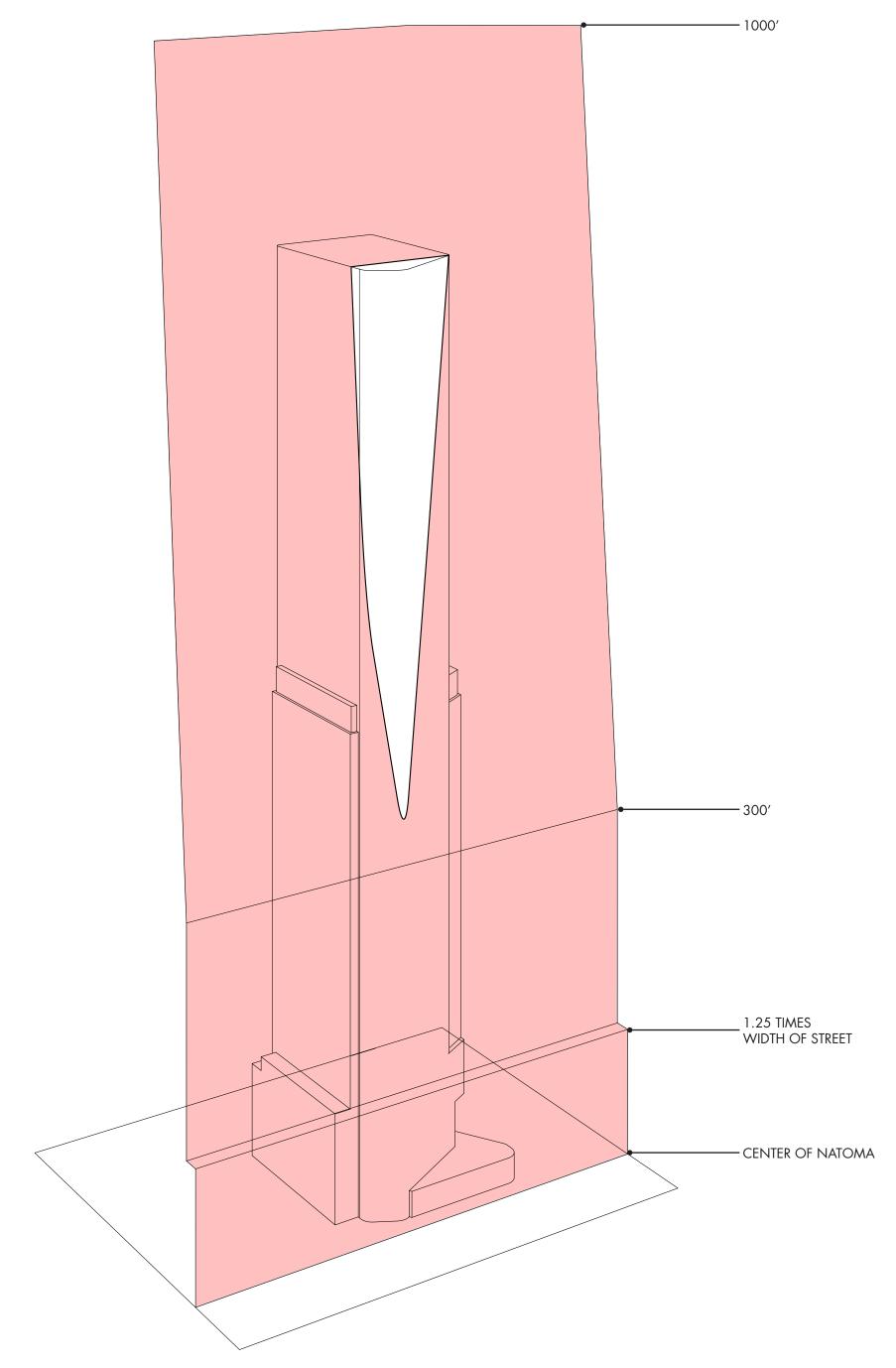
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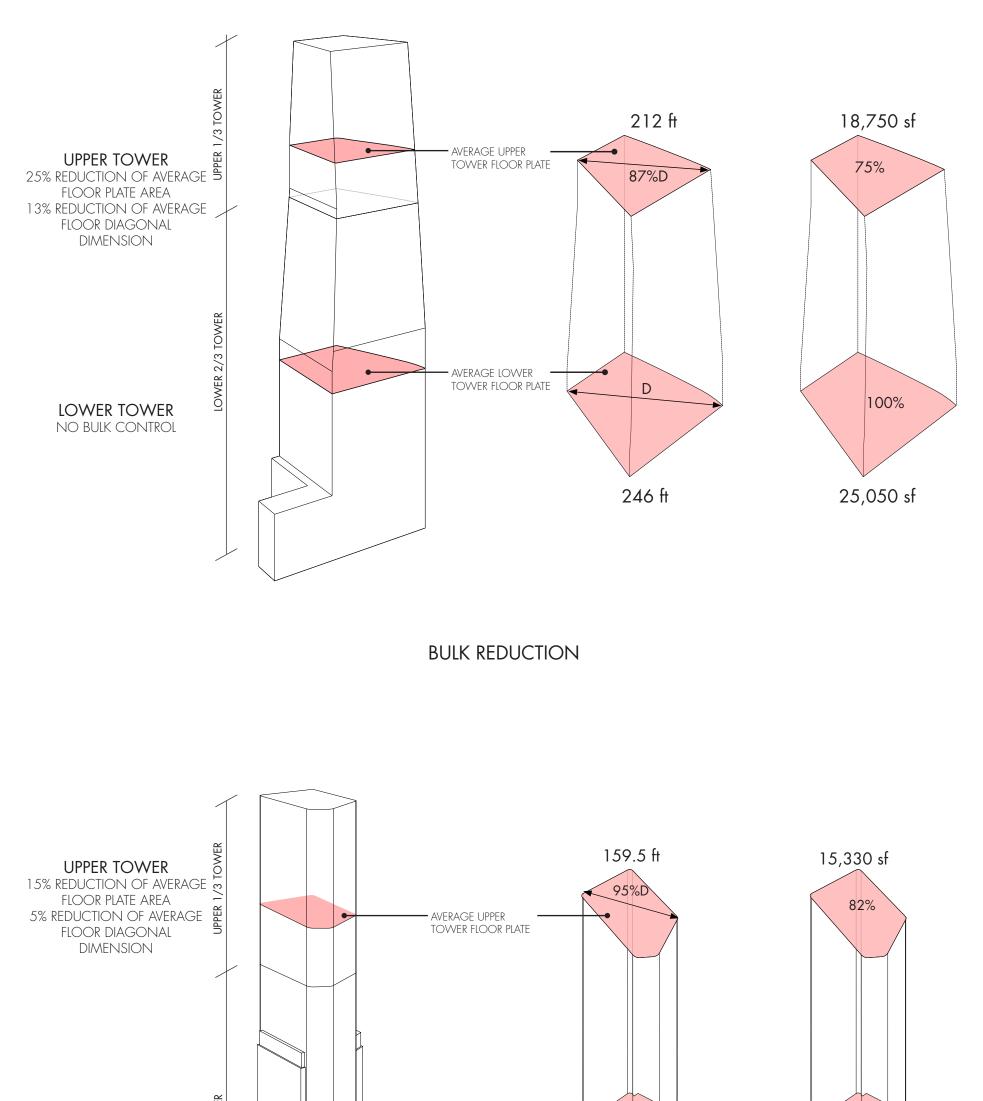
LOT 16 / LOT 136 HEIGHT/BULK DISTRICT SWAP

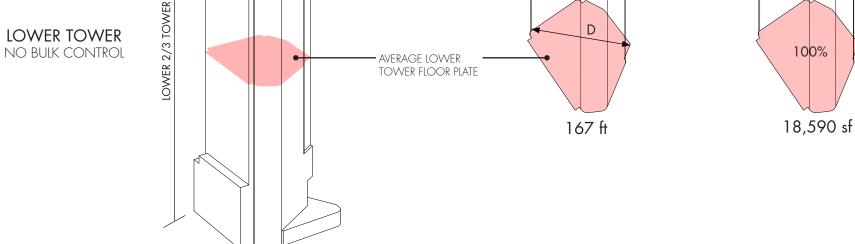
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NATOMA SETBACK

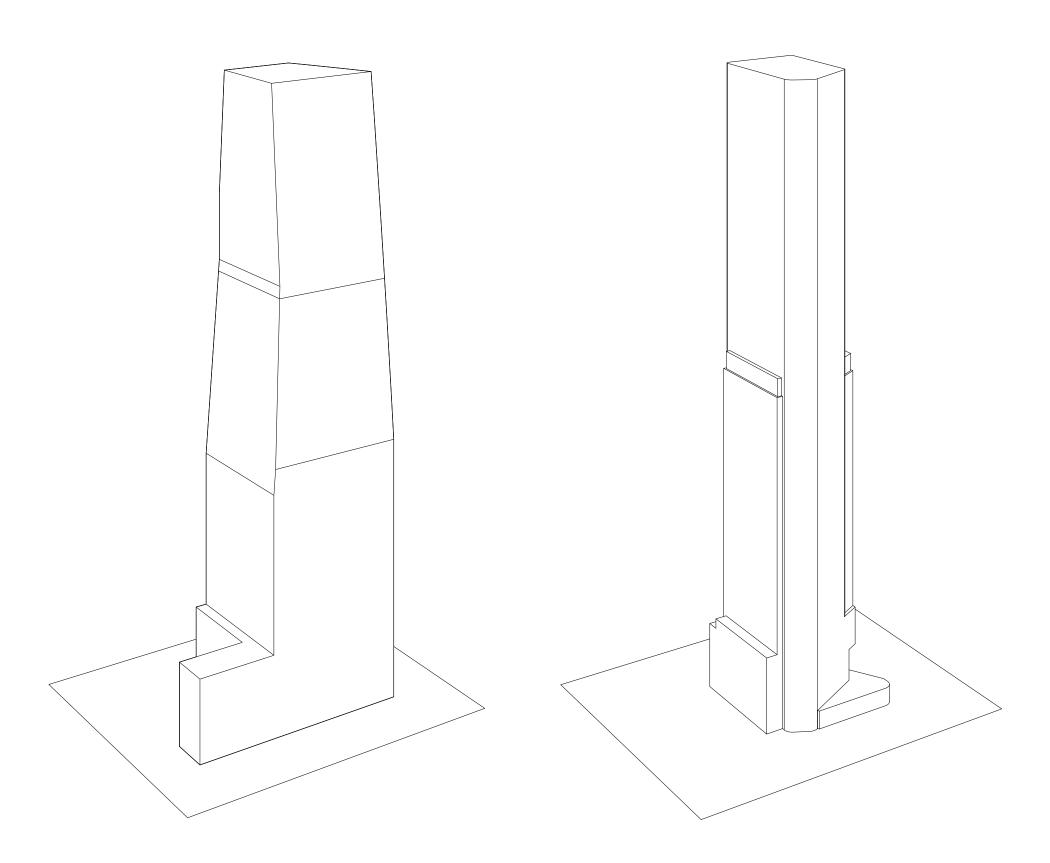
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PROPOSED BULK REDUCTION

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VOLUME WITH STRICT ADHERENCE TO SETBACKS AND BULK LIMITS

PROPOSED DESIGN

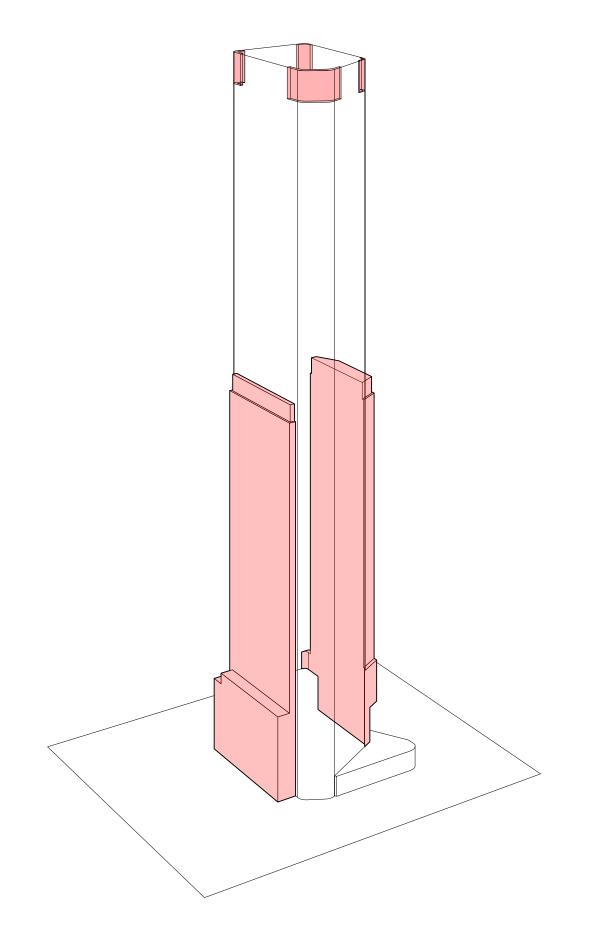
COMPLIANCE WITH SECTION 272.1 CRITERIA

ACHIEVEMENT OF A DISTINCTLY BETTER DESIGN, IN BOTH A PUBLIC AND A PRIVATE SENSE, THAN WOULD BE POSSIBLE WITH STRICT ADHERENCE TO THE BULK LIMITS, AVOID-ING AN UNNECESSARY PRESCRIPTION OF BUILDING FORM WHILE CARRYING OUT THE INTENT OF THE BULK LIMITS AND THE PRINCIPLES AND POLICIES OF THE MASTER PLAN;

COMPLIANCE WITH SECTION 272.4D CRITERIA

COMPENSATION FOR THOSE PORTIONS OF BUILDING, STRUCTURE OR DEVELOP-MENT THAT MAY EXCEED THE BULK LIMITS BY CORRESPONDING REDUCTION OF OTHER PORTIONS BELOW THE MAXIMUM BULK PERMITTED

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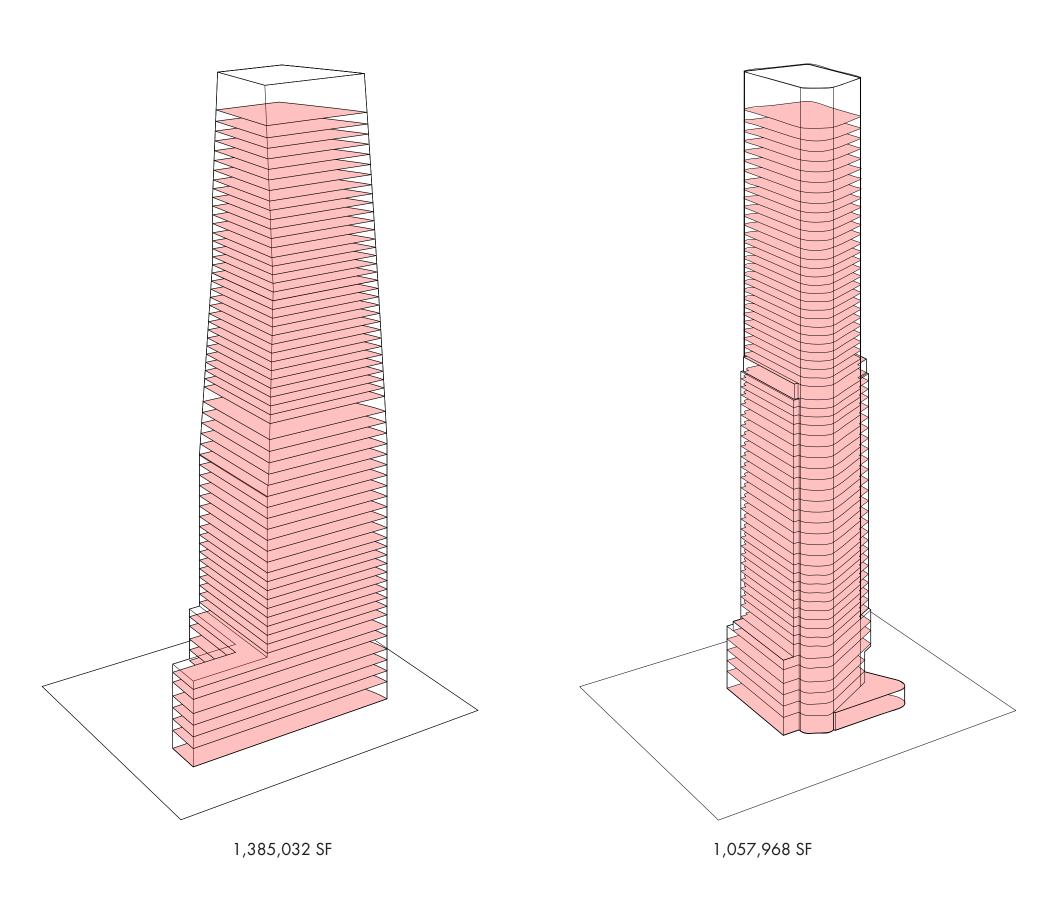
COMPLIANCE WITH SECTION 272.4A CRITERIA

MAJOR VARIATIONS IN THE PLANES OF WALL SURFACES, IN EITHER DEPTH OR DIRECTION, THAT SIGNIFICANTLY ALTER THE MASS.

COMPLIANCE WITH SECTION 272.4B CRITERIA

SIGNIFICANT DIFFERENCES IN THE HEIGHTS OF VARIOUS PORTIONS OF THE BUILDING, STRUCTURE OR DEVELOPMENT THAT DIVIDE THE MASS INTO DISTINCT ELEMENTS.

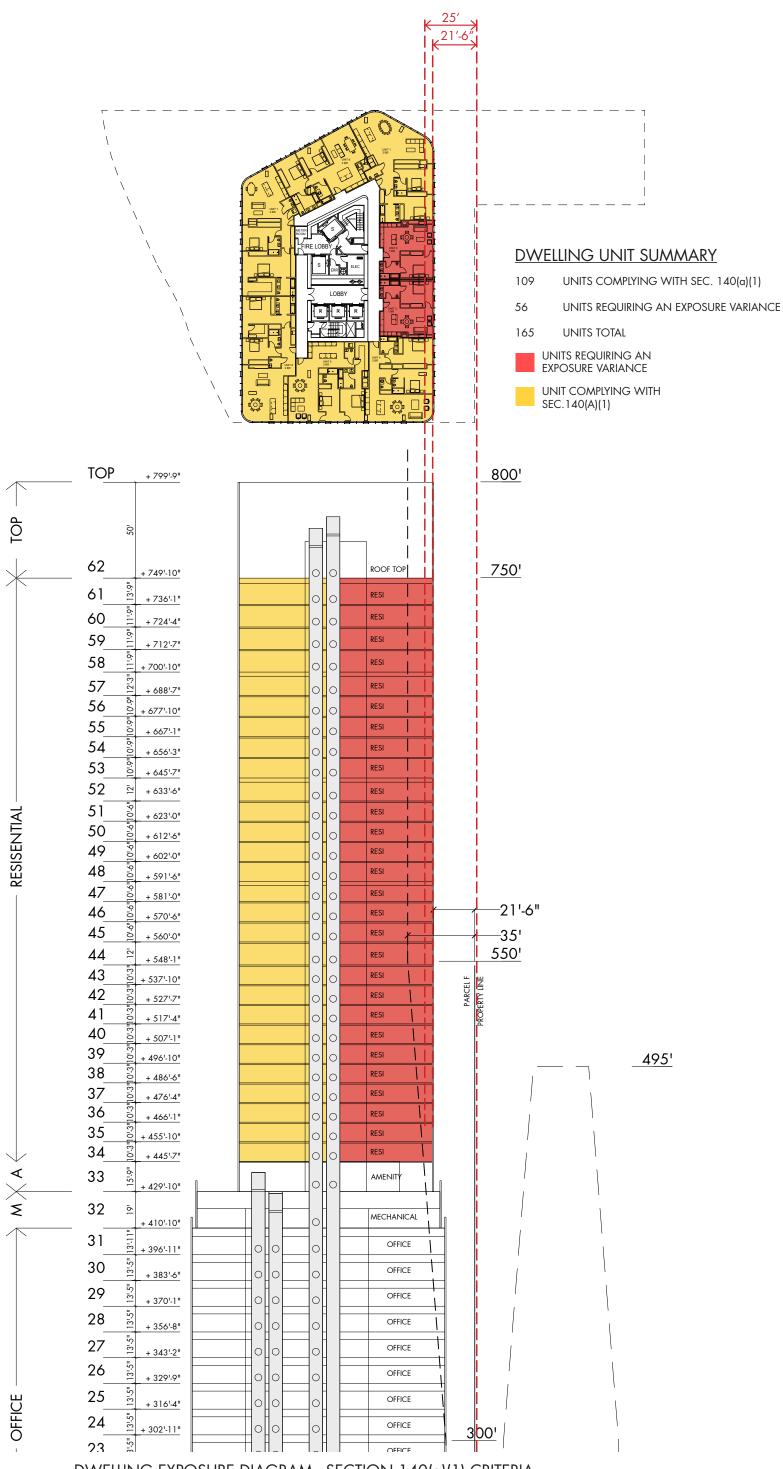
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COMPLIANCE WITH SECTION 272.6 CRITERIA

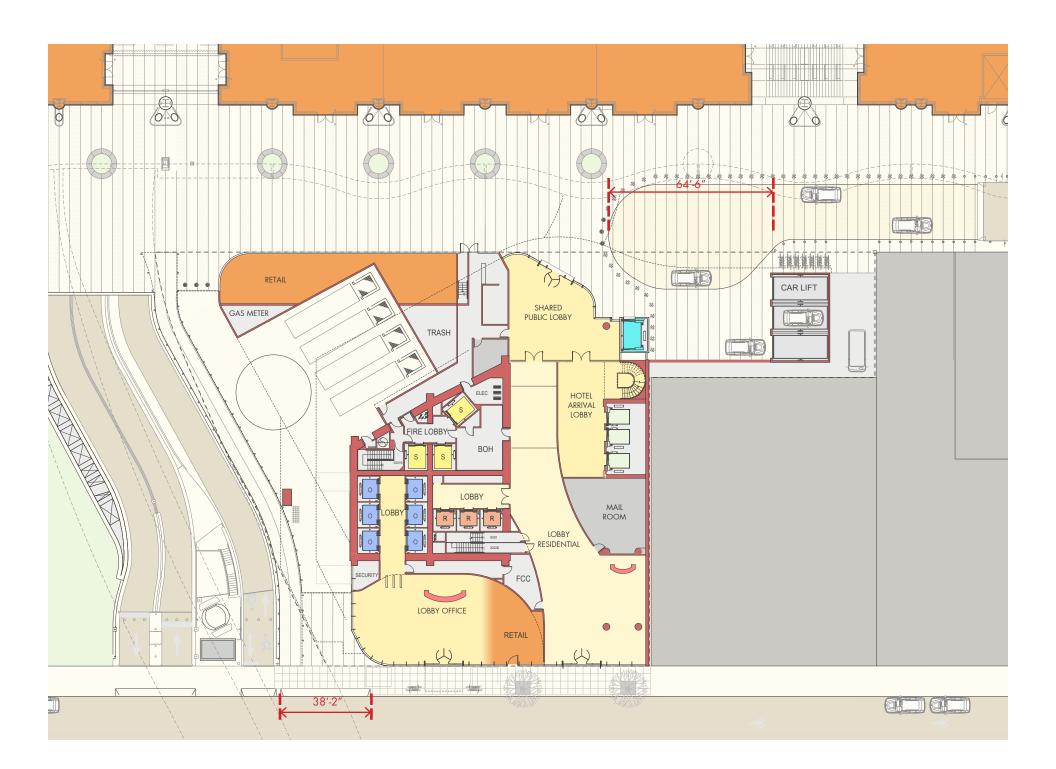
EXCEPTIONS TO BULK LIMITS SHALL NOT RESULT IN A BUILDING OF GREATER TOTAL GROSS FLOOR AREA THAN WOULD BE PERMITTED IF THE BULK LIMITS WERE MET.

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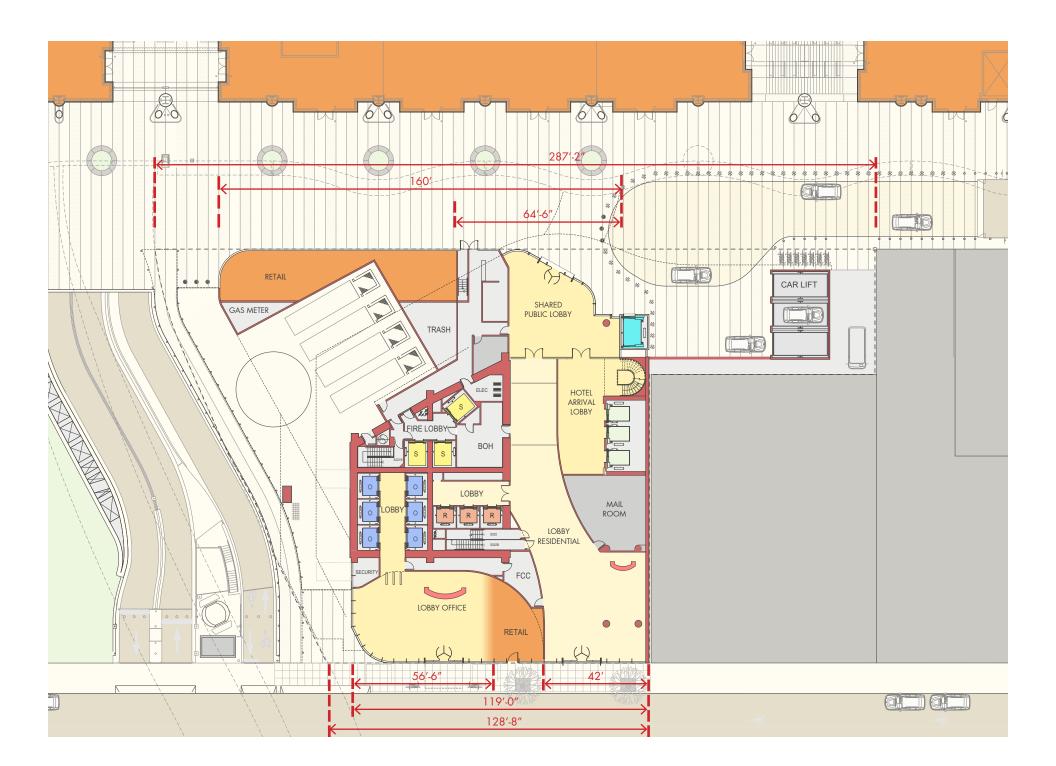
DWELLING EXPOSURE DIAGRAM - SECTION 140(a)(1) CRITERIA

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PARKING / LOADING ENTRANCES - SECTION 145 CRITERIA

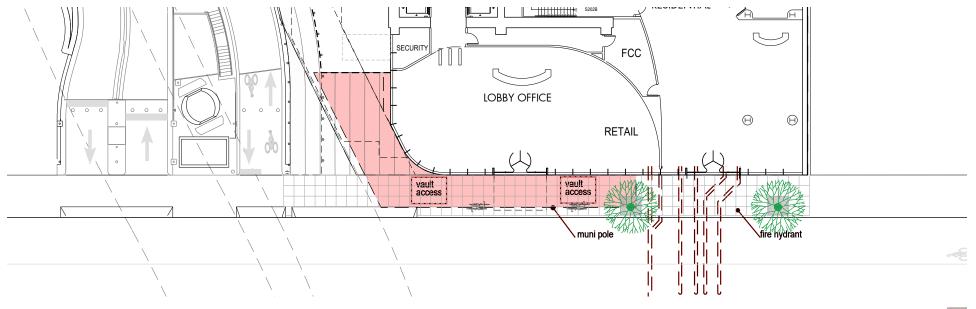
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ACTIVE FRONTAGE DIAGRAM - SECTION 145.1 CRITERIA

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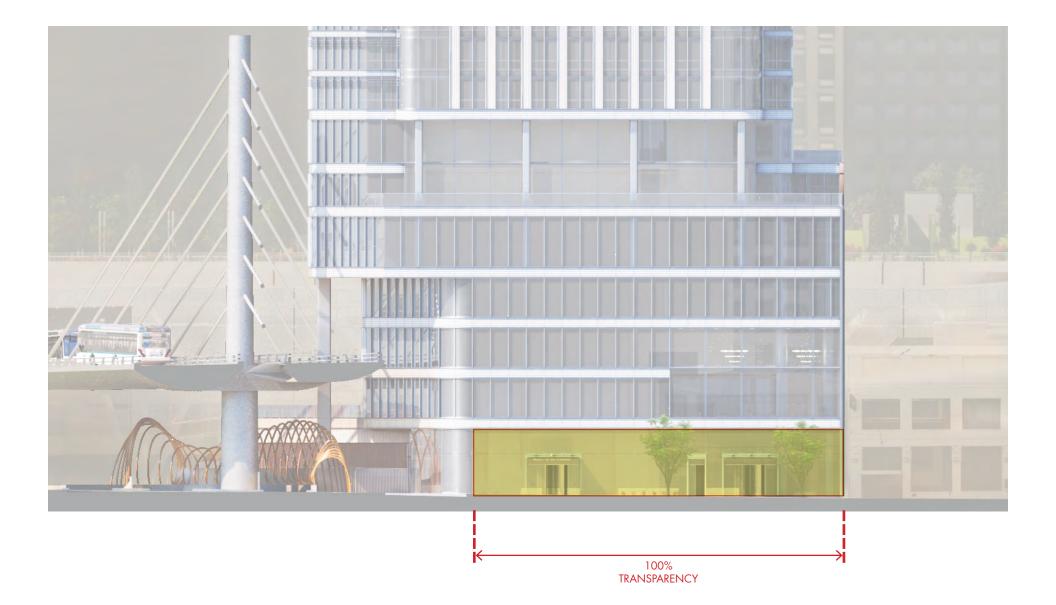
PG&E VAULT BELOW

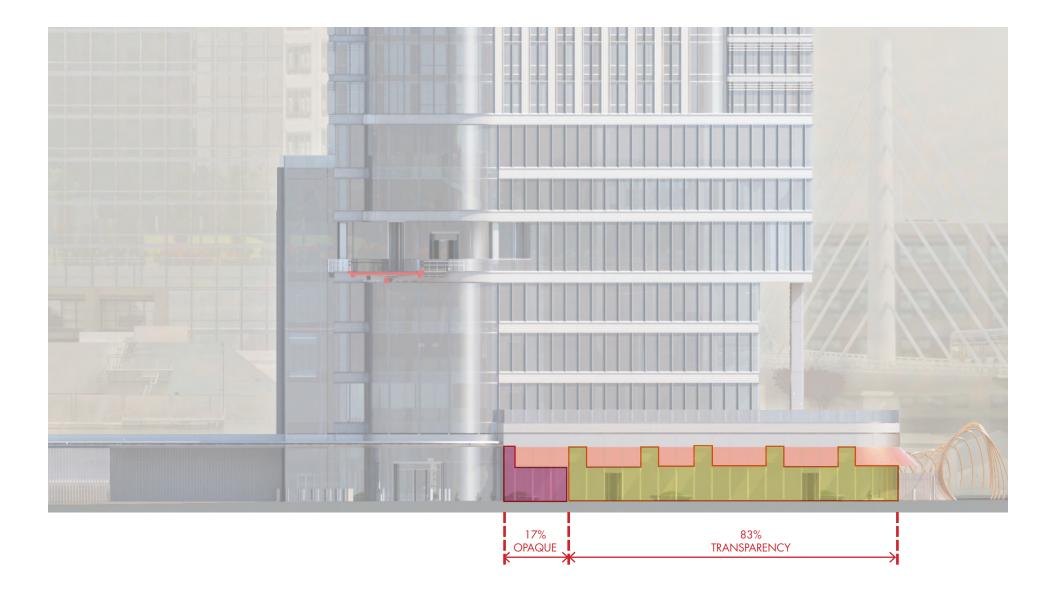
- STORM/SEWER, PG&E VAULT & INCOMING UTILITIES LIMIT THE POSSIBILITY OF PLANTING NEW TREES ALONG HOWARD ST.

- PROPOSED TREE LOCATION SUBJECT TO COORDINATION WITH SF PUBLIC WORKS, TJPA AND UTILITY COMPANIES

BETTER STREET PLAN - SECTION 138.1(c)(2) CRITERIA

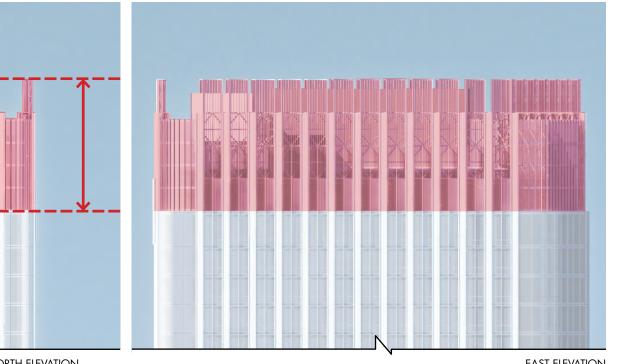
Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	BETTER STREET PLAN
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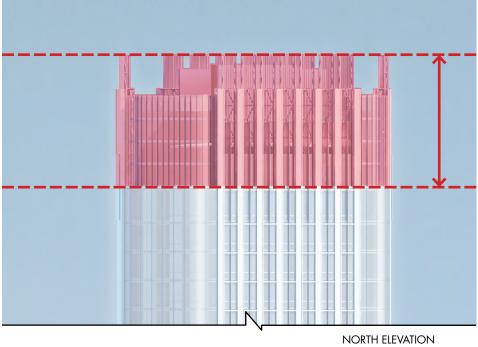




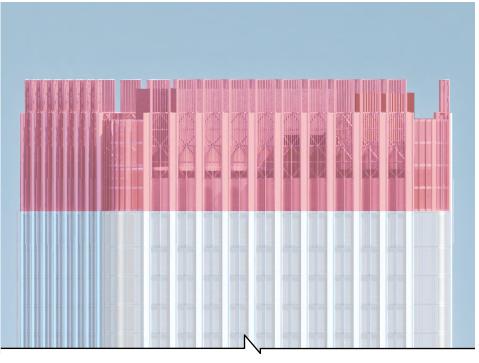
TRANSPARENCY AND FENESTRATION DIAGRAM - SECTION 145.1(c)(6) CRITERIA

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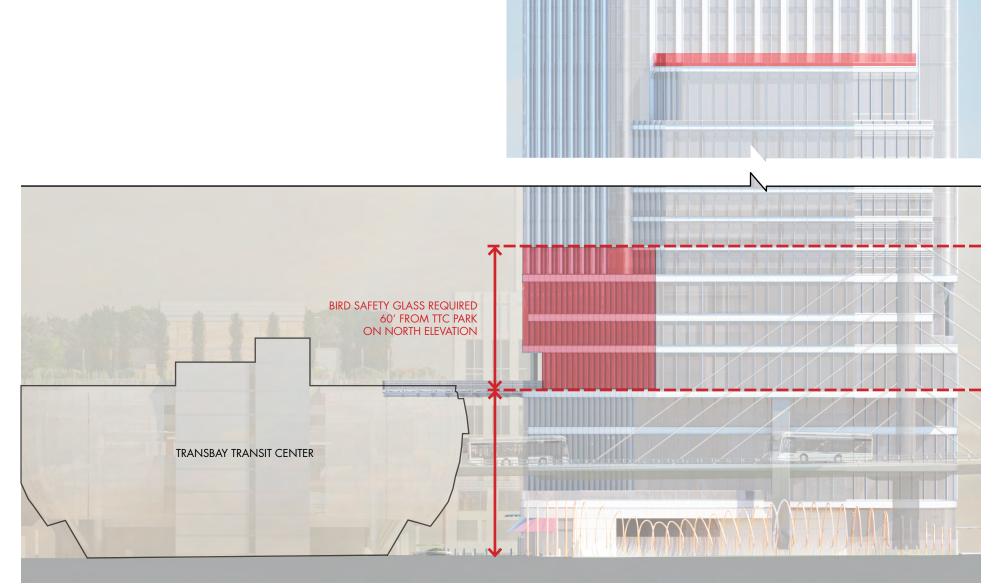








BIRD SAFETY GLASS REQUIRED AT THE BUILDING'S CROWNON ALL FOUR ELEVATIONS

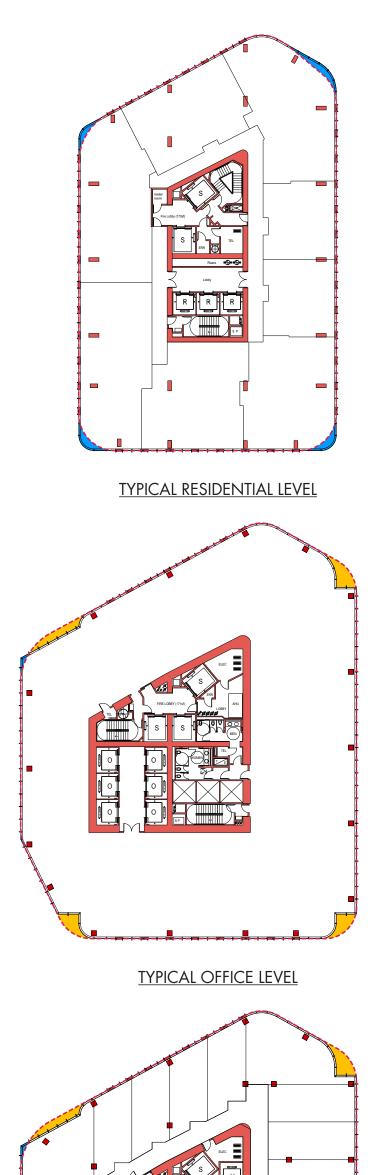


WEST ELEVATION

BIRD SAFETY GLAZING WILL BE PROVIDED ON ALL FEATURE RELATED HAZARDS NOT YET DETERMINED - PER SECTION 139 OF PLANNING CODE.

COMPLIANCE WITH SECTION 139 CRITERIA

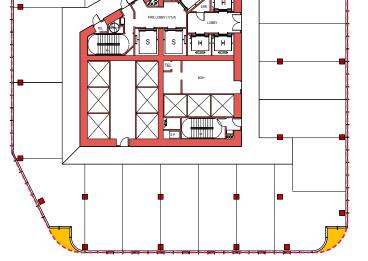
Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	BIRD-SAFE BUILDING
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PREVIOUS FLOOR PLATE: 15,000 SF REVISED FLOOR PLATE: 15,305 SF 305 SF ADDITION PER FLOOR PLATE

PREVIOUS FLOOR PLATE: 18,750 SF REVISED FLOOR PLATE: 18,590 SF 160 SF LOSS PER FLOOR PLATE

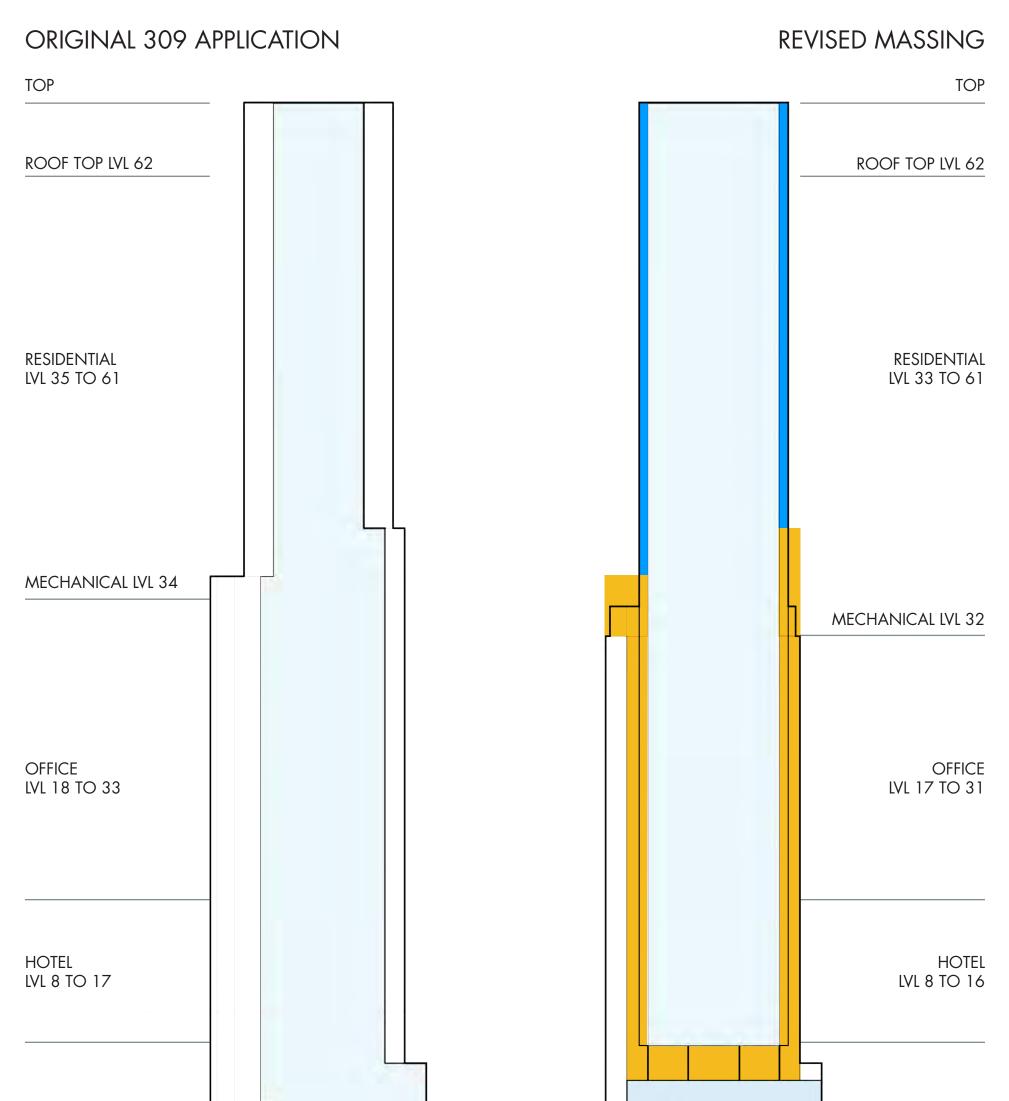
PREVIOUS FLOOR PLATE:18,750 SF REVISED FLOOR PLATE:18,590 SF 160 SF LOSS PER FLOOR PLATE





TYPICAL HOTEL LEVEL

Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	RESIDENTIAL FLOOR PLAN
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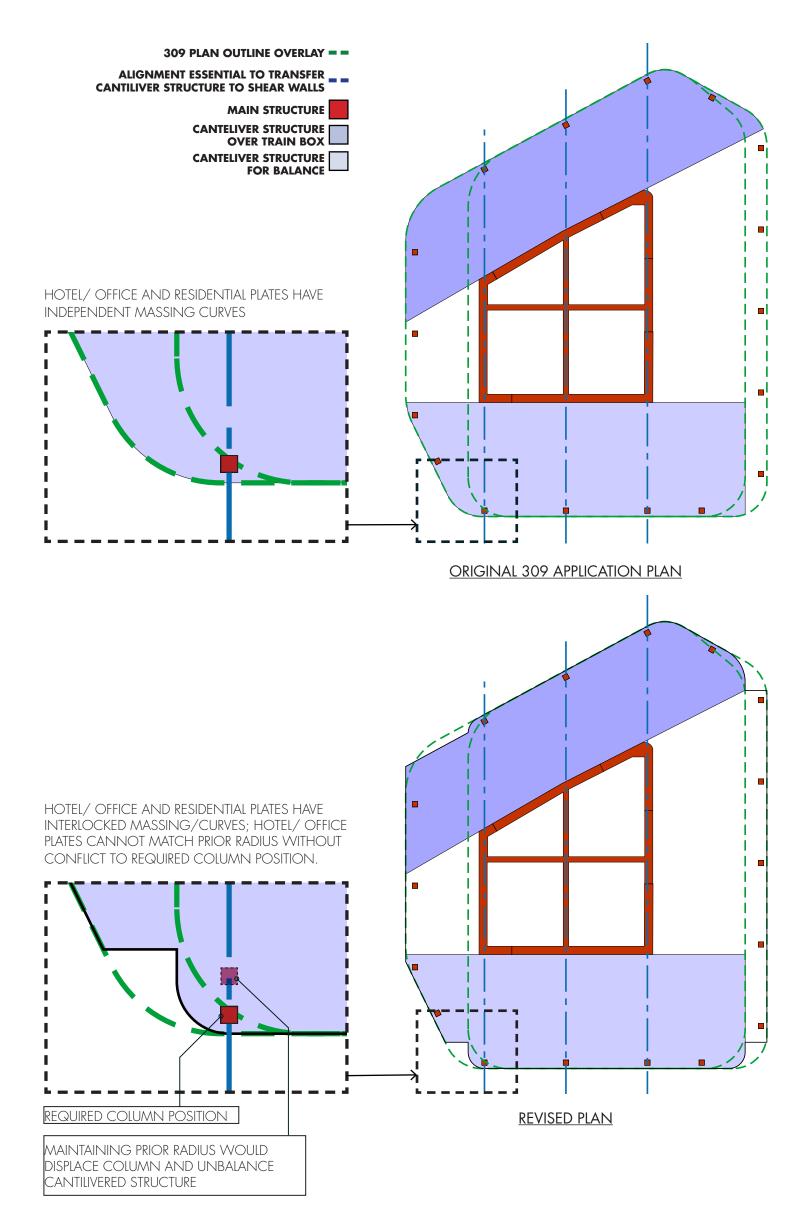


ORIGINAL 309 APPLICATION TOTAL AREA: 1,066,721sf REVISED MASSING TOTAL AREA: 1,057,968 sf

> AREA GAINED PER MASSING REVISION

NET AREA LOSS: 8.753 SF

Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	RESIDENTIAL FLOOR PLAN
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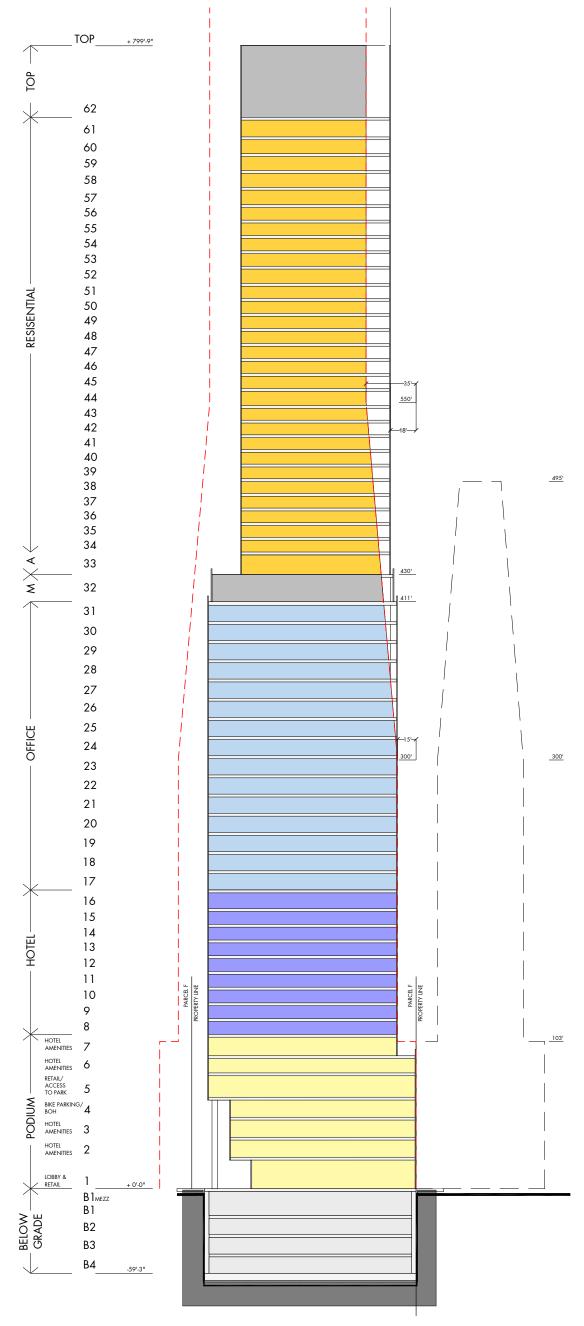
CONFLICT BETWEEN PREVIOUS CORNER RADIUS AND STRUCTURE

THE SPONSOR'S REQUEST FOR AN EXCEPTION TO THE 15,000 SF FLOOR PLATE AREA LIMITATION IS CENTERED AROUND 1) CRITICAL STRUCTURAL REQUIRE-MENTS AND 2) AREA-NEUTRAL/NEGATIVE DESIGN CONSIDERATIONS DEVELOPED IN CLOSE COLLABORATION WITH UDAT STAFF.

PARCEL F'S UNIQUELY CONSTRAINED SITE DRIVES A COMPLEX AND SOPHISTICATED STRUCTURAL SYSTEM. IN PARTICULAR, THE NEED TO 1) PRECISELY PLACE REQUIRED STRUCTURAL ELEMENTS, AS WELL AS 2) BALANCE FLOOR PLATE AREAS AROUND THE CORE TO SUPPORT THE DESIGN'S SIGNIFICANT CANTILE-VER, PROVIDE VERY LIMITED FLEXIBILITY TO ALTER THE STRUCTURAL SYSTEM IN RESPONSE TO DESIGN CRITERIA. FOR THE RESIDENTIAL FLOORS, THE ABILITY TO SHRINK THE PLATES BY MOVING EXTERIOR WALLS INDEPENDENTLY OR IN CONJUNCTION, OR BY ADJUSTING THE RADIUS OF THE CORNERS, CAUSES IMMEDIATE CONFLICTS WITH THE PROJECT'S OVERALL STRUCTURE. THE DIAGRAM ABOVE ILLUSTRATES THIS CONFLICT AS PERTAINS TO THE ABILITY OF STRUCTURAL ELEMENTS IN THE LOWER FLOORS TO SUPPORT THE RESIDENTIAL PLATE CORNERS ABOVE.

THE PROJECT'S MAJOR DESIGN FEATURES, DEVELOPED IN CONJUNCTION WITH UDAT STAFF, ALSO LIMIT THE ABILITY TO ADJUST FLOOR PLATE DIMEN-SIONS. SPECIFICALLY, THE DESIGN'S ICONIC VERTICALITY INTERLOCKS THE RESIDENTIAL PLATE (AND ITS MAJOR DIMENSIONS) WITH THE FLOOR PLATES BELOW, PRECLUDING INDEPENDENT ADJUSTMENT. THE TIGHT RADIUSING OF THE CORNERS FEATURED IN THE DESIGN (AND SHARED WITH THE COMMER-CIAL PLATES BELOW) ALSO PRECLUDES FURTHER CONCESSIONS IN AREA DUE TO LIMITATIONS IN CURTAIN WALL FABRICATION/CONSTRUCTABILITY. COM-PROMISING THESE ELEMENTS IS INCONSISTENT WITH THE COLLABORATIVE DESIGN VISION ESTABLISHED WITH STAFF, AND DISCOUNTS THE PRAGMATIC RATIONALE FOR THE PURSUIT OF THIS EXCEPTION.

Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	RESIDENTIAL FLOOR PLAN
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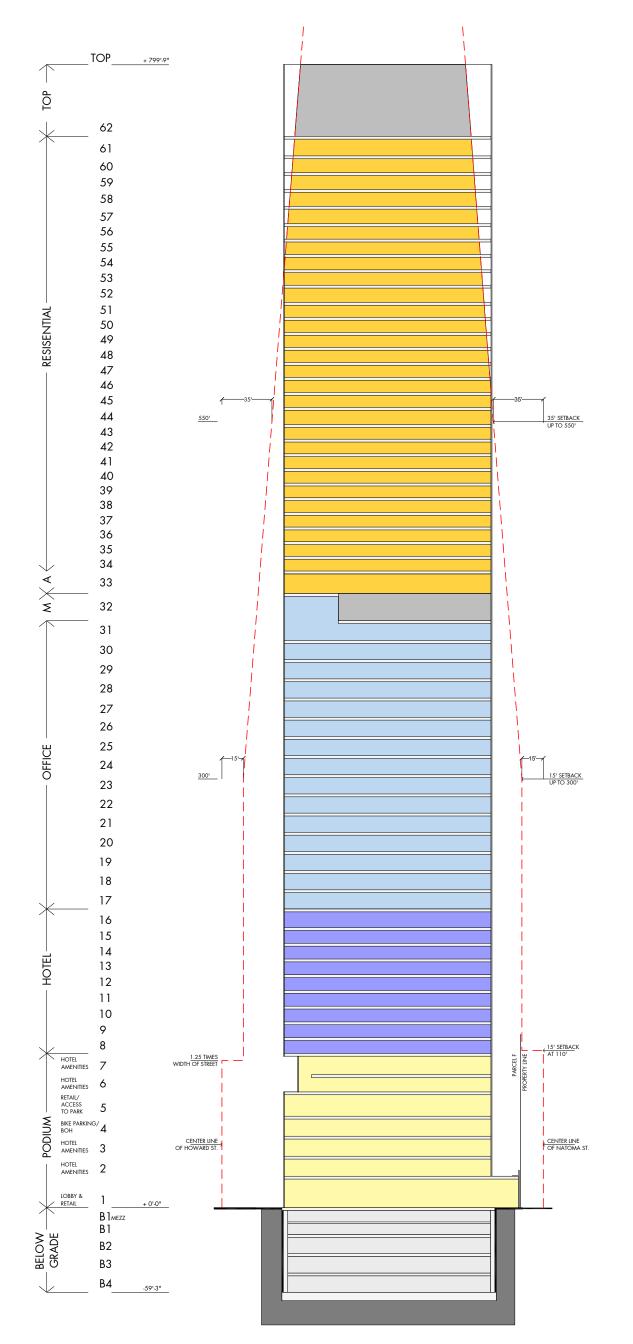


INTERIOR SETBACK

PER PAGE 7/ SECTION 272.6, TOTAL AREA REDUCTION RELATIVE TO PRESCRIBED BULK ENVELOPE IS 327,064 SF



Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	SETBACK DIAGRAMS
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HOWARD ST. SETBACK

PER PAGE 7/ SECTION 272.6, TOTAL AREA REDUCTION RELATIVE TO PRESCRIBED BULK ENVELOPE IS 327,064 SF

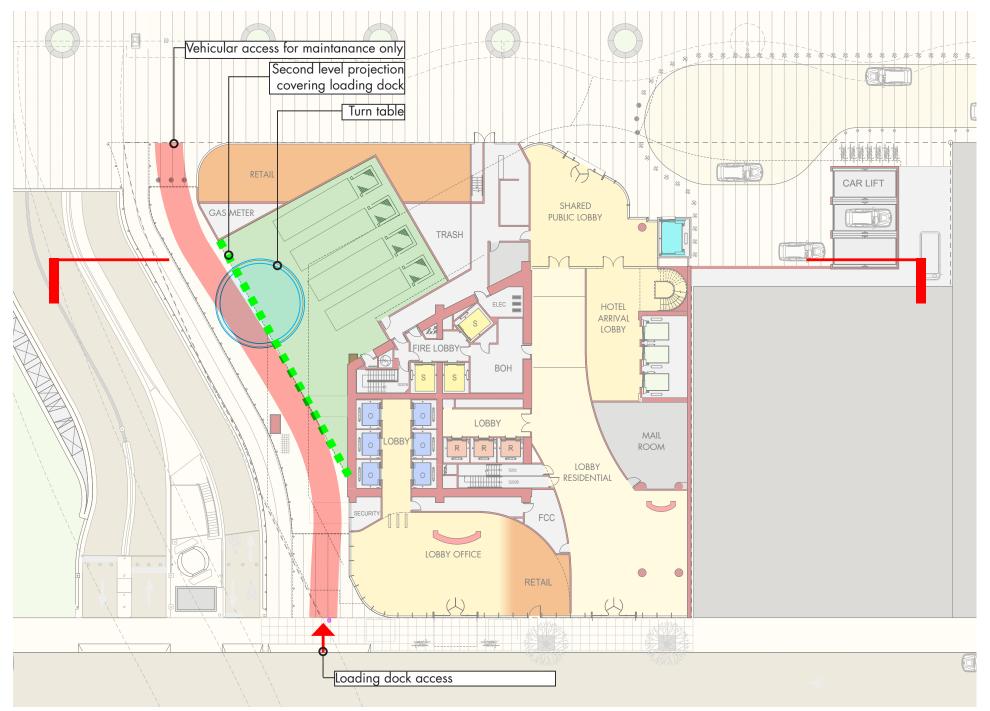


Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	SETBACK DIAGRAMS
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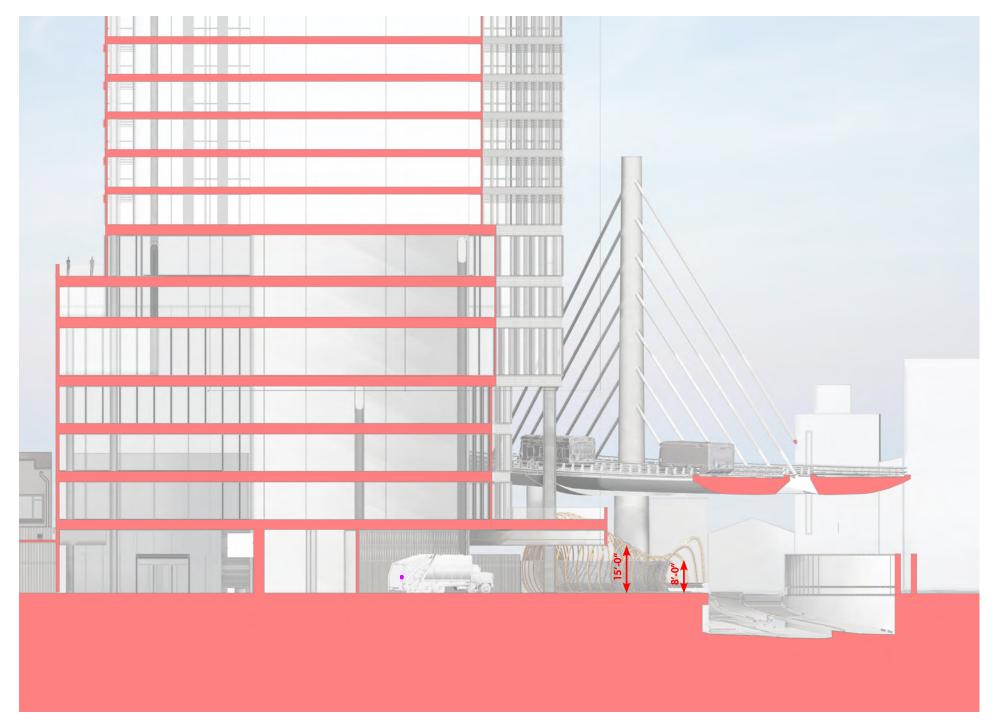


REAR YARD COMPLIANCE (SECTION 134)

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LOADING AREA (SECTION 155)



EAST/WEST SECTION FACING SOUTH

Supplemental Diagrams for 309 Application 01/31/19	Parcel F Tower	LOADING AREA
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Parcel F Tower

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