



SAN FRANCISCO PLANNING DEPARTMENT

Letter of Determination

November 16, 2016

Mark Rone
Cypress Equities
8343 Douglas Avenue, Suite 200
Dallas, TX 75225

| | |
|------------------------------|---|
| Site Address: | 945 Market Street |
| Assessor's Block/Lot: | 3704/240 |
| Zoning District: | C-3-G (Downtown-Commercial, General and C-3-R (Downtown – Commercial, Retail) Districts |
| Staff Contact: | Carly Grob, (415) 575-9138 or carly.grob@sfgov.org |
| Record No.: | 2016-013990ZAD |

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

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415.558.6378

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Planning
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415.558.6377

Dear Mr. Rone:

This letter is in response to your request for a Letter of Determination regarding the property at 945 Market Street. This parcel is located in the C-3-G and C-3-R (Downtown Commercial – General and Downtown Commercial – Retail) Zoning Districts and 120-X Height and Bulk District. The letter requests that the deadline for installation of Public Art as required by Planning Code Section 429 (formerly Section 149) and Motion No. 18156 be deferred for no less than one year. For buildings constructed in C-3 Zoning Districts, works of art costing an amount equal to one percent of the cost of construction must be installed and maintained in areas clearly visible from the public sidewalk. The art shall be installed prior to issuance of the first Certificate of Occupancy, unless the Zoning Administrator concludes that it is not feasible to install the works within that time, and that adequate assurance is provided that the works will be installed in a timely manner.

On July 8, 2010, the Planning Commission approved a five-story, 375,700 square foot retail shopping center approximately 90 feet in height, otherwise known as Market Street Place. The building includes an atrium at the full height of the building along the center of the Market Street façade, which opens into a skylight. Since the project includes new construction in the C-3 Zoning District, public art valued at 1% of the construction cost is required.

The project sponsor submitted their public art proposal on November 11, 2016. The proposed piece was a sculpture which would be placed in the skylight in the atrium. Planning Staff reviewed the proposal and expressed concern about the visibility of the piece from the public right of way. The project sponsor worked closely with staff to lower the piece within the skylight, remove any obstructions, and to improve lighting of the piece; however, it was questionable if the proposed piece in this location would be visible from the sidewalk. Department staff also requested that the project team explore supplemental pieces at the ground floor, but the concepts submitted were not fully developed, and were ultimately unsuccessful.

Mark Rone
Cypress Equities
8343 Douglas Avenue, Suite 200
Dallas, TX 75255

November 16, 2016
Letter of Determination
945 Market Street

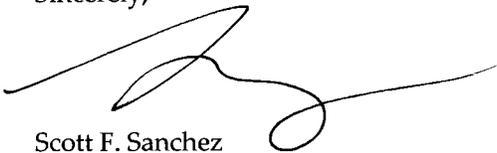
The Public Art presentation, which was originally scheduled for Planning Commission Hearing on January 28, 2016 and eventually continued to September 29, 2016, was cancelled as the public art proposal was not finalized.

According to the letter submitted, the sponsor is actively working with the artist to create a piece that will be more visible and will fit within the atrium space. In order to ensure that the art is publicly accessible, the project sponsor may defer the public art submittal for a period of at least 12 months. Department staff and the Planning Commission must review the proposal, and the art must be installed within 18 months from the date of the issuance of the first Certificate of Occupancy.

Please note that a Letter of Determination is a determination regarding the classification of uses and interpretation and applicability of the provisions of the Planning Code. This Letter of Determination is not a permit to commence any work or change occupancy. Permits from appropriate Departments must be secured before work is started or occupancy is changed.

APPEAL: If you believe this determination represents an error in interpretation of the Planning Code or abuse in discretion by the Zoning Administrator, an appeal may be filed with the Board of Appeals within 15 days of the date of this letter. For information regarding the appeals process, please contact the Board of Appeals located at 1650 Mission Street, Room 304, San Francisco, or call (415) 575-6880.

Sincerely,



Scott F. Sanchez
Zoning Administrator

cc: Carly Grob, Planner
Property Owner
Neighborhood Groups
BBN Requestor (if any)

MSP Property, LLC.

October 10, 2016

R# 2016 - 013990 ZAD
CK # 451 \$ 664. -
C. GROB (NE)

Mr. Scott Sanchez
Zoning Administrator
City of San Francisco Planning Department
1650 Mission Street
Suite 400
San Francisco, CA 94103

RECEIVED

Re: 945 Market Street – Art Requirement 3704/240

OCT 12 2016

**CITY & COUNTY OF S.F.
PLANNING DEPARTMENT
ZA OFFICE**

Dear Mr. Sanchez;

As you are aware we are nearing completion of our 8 story project known as Market Street Place between 5th and 6th Streets. We are continuing to work diligently in determining how best to handle the art requirement conditions that were placed upon this project in late 2015 and through May 2016. The art was contemplated back in 2010 to be included up in the skylight and was part of several documents submitted over time to the planning department. If you pull your city files you will see the art idea in the May 2010 submission package that was ultimately the approved program at that time and was part of the motions when this project was finally adopted by the Planning Commission. When we purchased the project from the previous developer in 2012 it was clear even at that time the art component was designed conceptually to be up in the skylight system to be seen in full view from Market Street through the clear glass and to be viewed by patrons both interior and exterior.

As we developed our design and submitted the design to the planning department there were no indications that this art would be rejected and thus requested to be placed down more toward the 1st floor area. It was in fact quite a surprise for us as owners, the artist and our architect Gensler that this was going to be an issue and become an unfavorable design by staff. Again, if you actually go back in time and review the concepts that were submitted by the previous owner and also by Cypress Equities the art had always been envisioned for placement up in the skylight.

Through multiple meetings, concepts and costs we agreed to attempt to revisit the design requests of planning staff and move the art. That has subsequently caused a complete re-thinking of the art component and how it works in such a limited amount of space. It also changes the dynamics of where we place the piece and how that functions around the atrium, how to redesign the art or even what it is now supposed to look like. The artist as you can imagine was highly upset at this change and thus his vision has to now be completely revised. That of course isn't a simple easy change to make for an artist.

As part of the Planning Commission Motion 18156, Section J "Public Art" we were required to install said art prior to the 1st Certificate of Occupancy "but if it is not feasible to do so" we can seek a deferral of not less than 12 months. Because of the changes requested by staff as late as May 2016 we respectfully request that the City of San Francisco grant Cypress Equities and this project a deferral for a minimum of 1 year in which to properly design, cost and receive staff approval inclusive of the necessary hearings in which to begin the creation of the art for installation in to the project. We are not shying away from our responsibility to do the work and we want to get

this right so because of the changes requested and the rejection by staff of the original vision we feel this is necessary to ask for this deferral in which to do the correct design of the art. I have also attached the necessary documents which outline the request we are making as noted in the Motion 18156 and Section 429.4 of the planning code including some early renderings that staff has in their folder.

We trust you will see this need as well and as such grant this request which then allows us time to do the art project correctly so we have a successful project and the art can be seen by all of our customers and the people of the City of San Francisco. If you have any questions at all please feel free to contact me.

Sincerely:



Mark Rone
Director of Construction/Vice President
Cypress Equities
8343 Douglas Avenue, Suite 200
Dallas, Texas 75225
(214) 561-8801 Direct
mark.rone@cypressequities.com

Cc: Mark Luellen, City of San Francisco Planning and Zoning w/enclosures
Carly Grob, City of San Francisco Planning and Zoning w/enclosures
Rich Peterson & Boe Hayward, Lighthouse Public Affairs



CYPRESS

Renetta Gill

Construction Project Coordinator

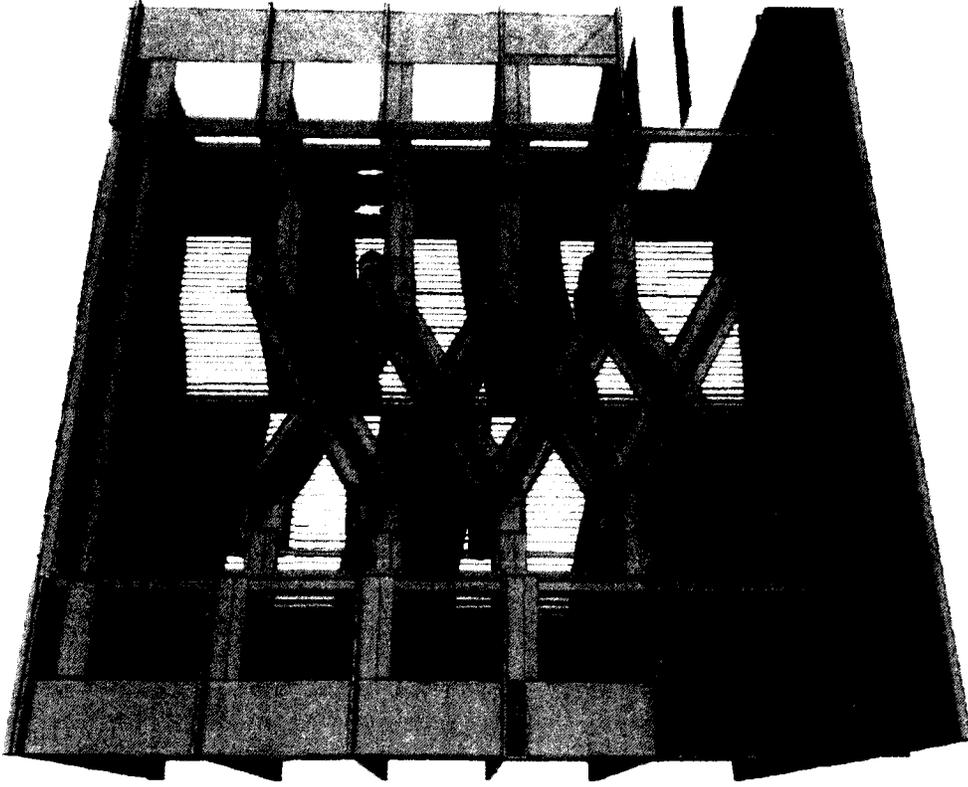
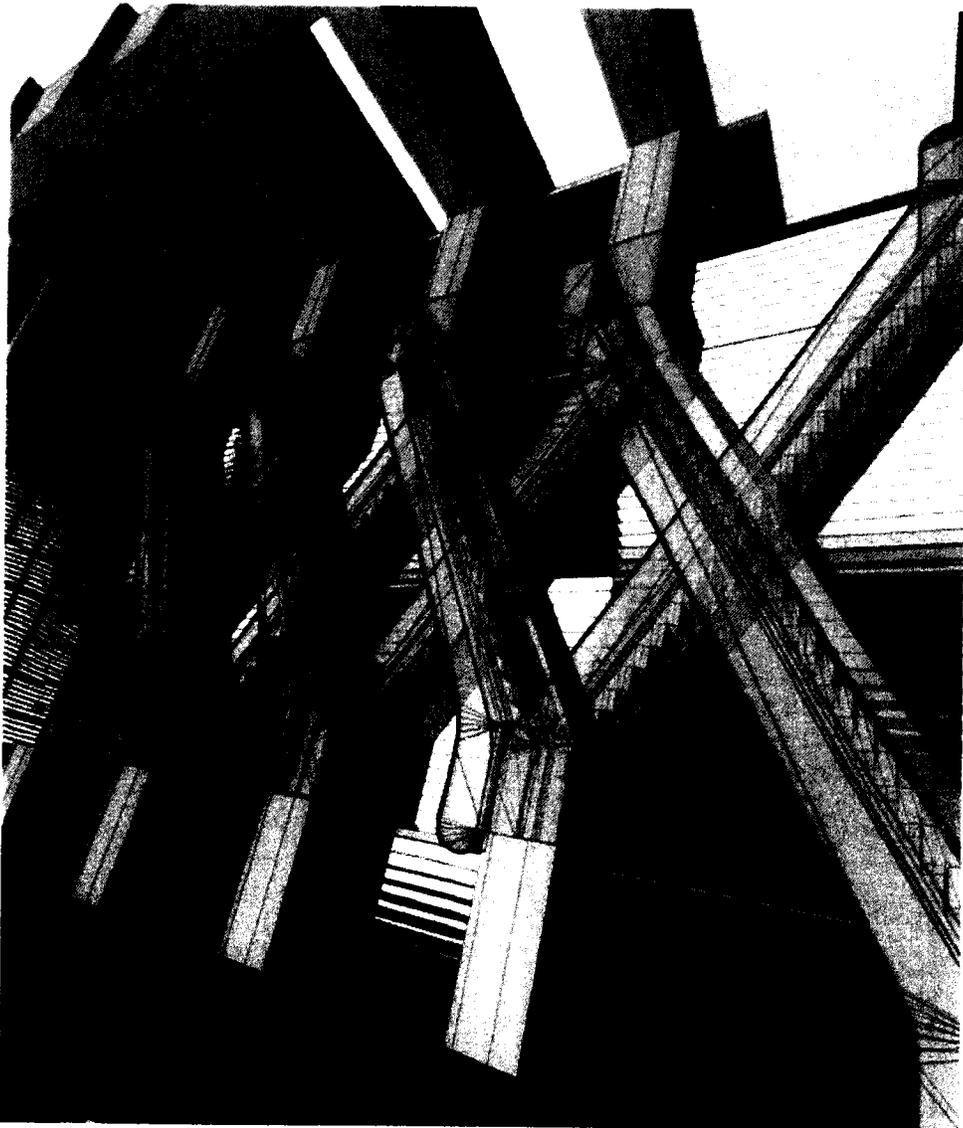
DL: 214.561.8854

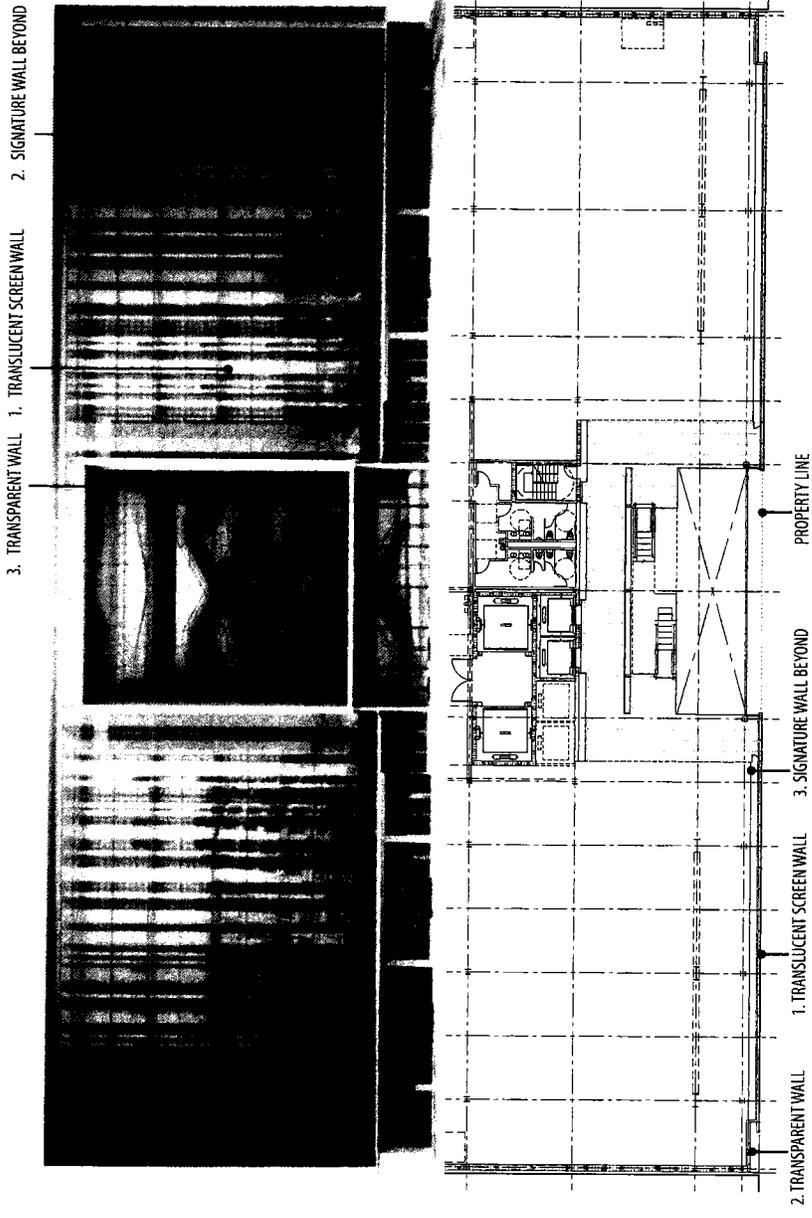
C: 214.497.9788

renetta.gill@cypressequities.com

CityPlace
SAN FRANCISCO

WIRE WALL - OPTION 1



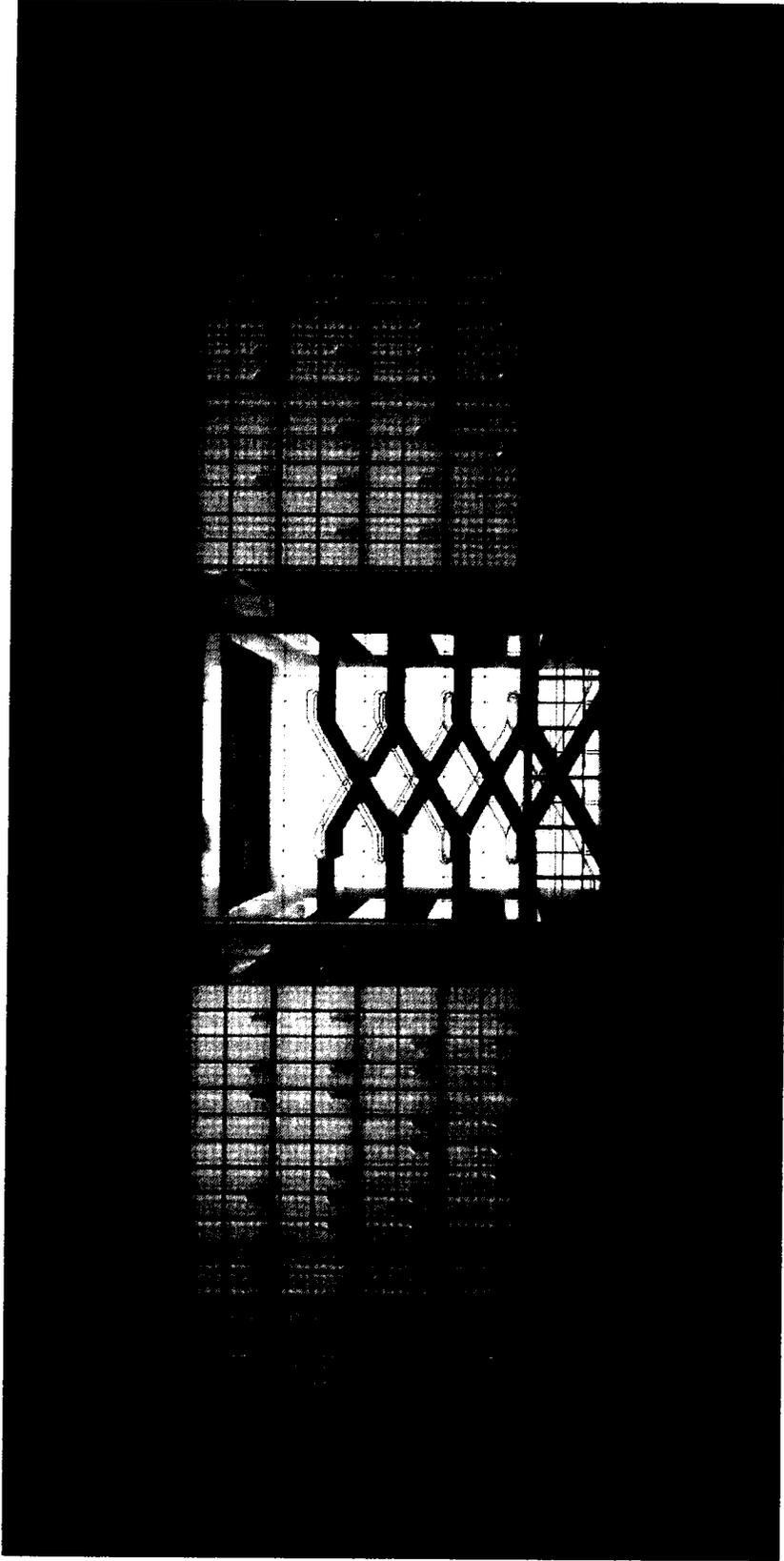


THE MARKET STREET FACADE IS COMPRISED OF A CURTAIN WALL SYSTEM WITH THREE ELEMENTS:

1. A translucent screen wall, at the property line, is comprised of clear glass with a custom ceramic frit applied in vertical stripes of varying widths. This pattern symbolizes an oversized bar code—an image that relates directly to merchandise and retail.
2. The transparent wall, recessed approximately two feet from the property line, is a curtain wall system of clear glass, which wraps around to meet the translucent screen wall.
3. The signature wall, within the building, approximately two feet behind the translucent screen wall, acts as an opaque interior partition wall to help screen the merchandise clutter within the store. Intermittent breaks in the signature wall provide opportunities for glimpses into the stores where merchandise can be showcased in a more traditional window display.

CityPlace
 935 Market Street, San Francisco, CA
Gensler
 5.27.2010

URBAN
 architecture
 commonfund



ACTIVATING THE CITY AT NIGHT

The translucent screen wall continues to activate Market Street at night with its glowing translucent screen wall and shadows and movement behind.

CityPlace

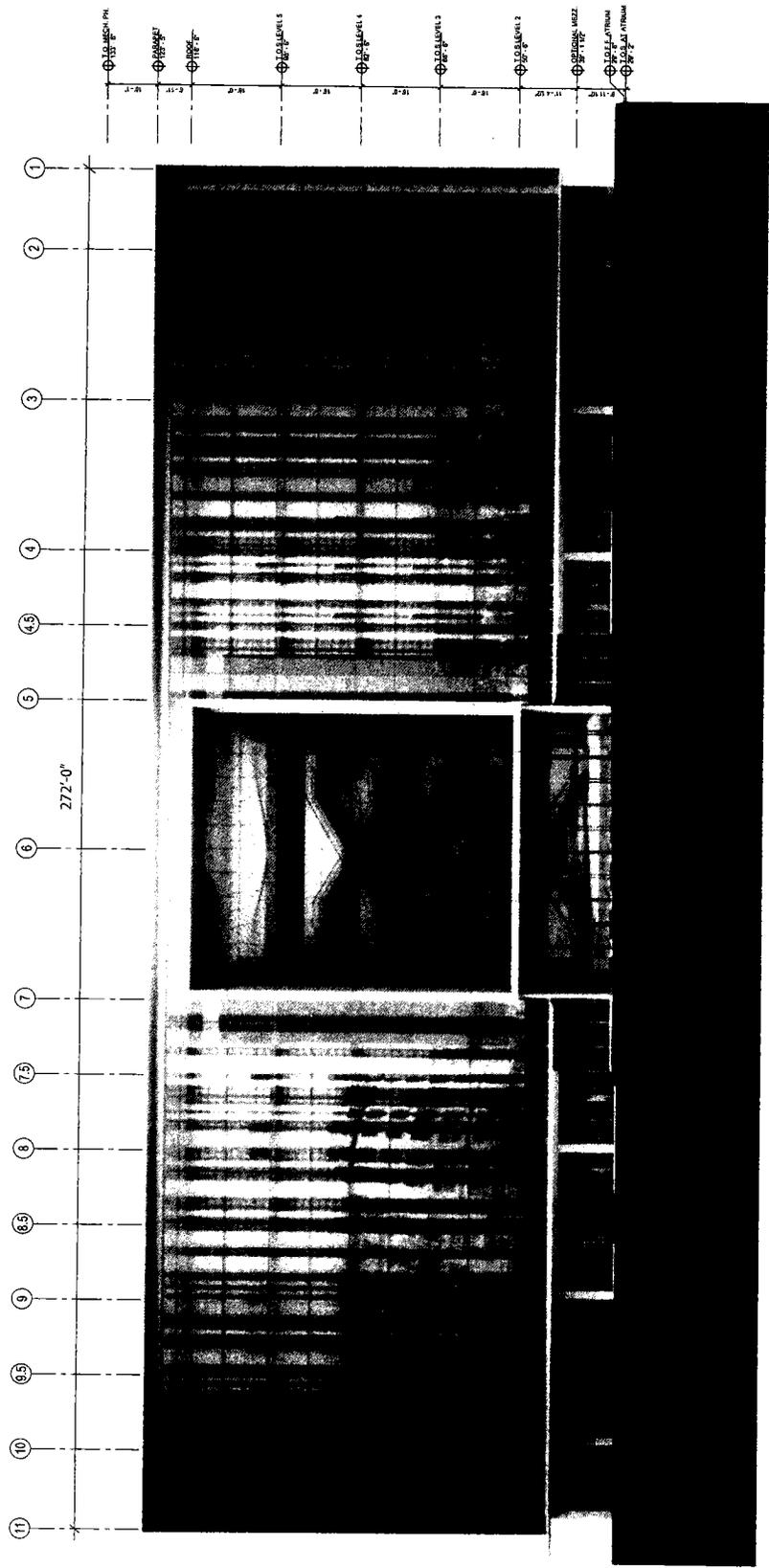
935 Market Street, San Francisco, CA

Gensler

5.27.2010

CITYPLACE AT NIGHT

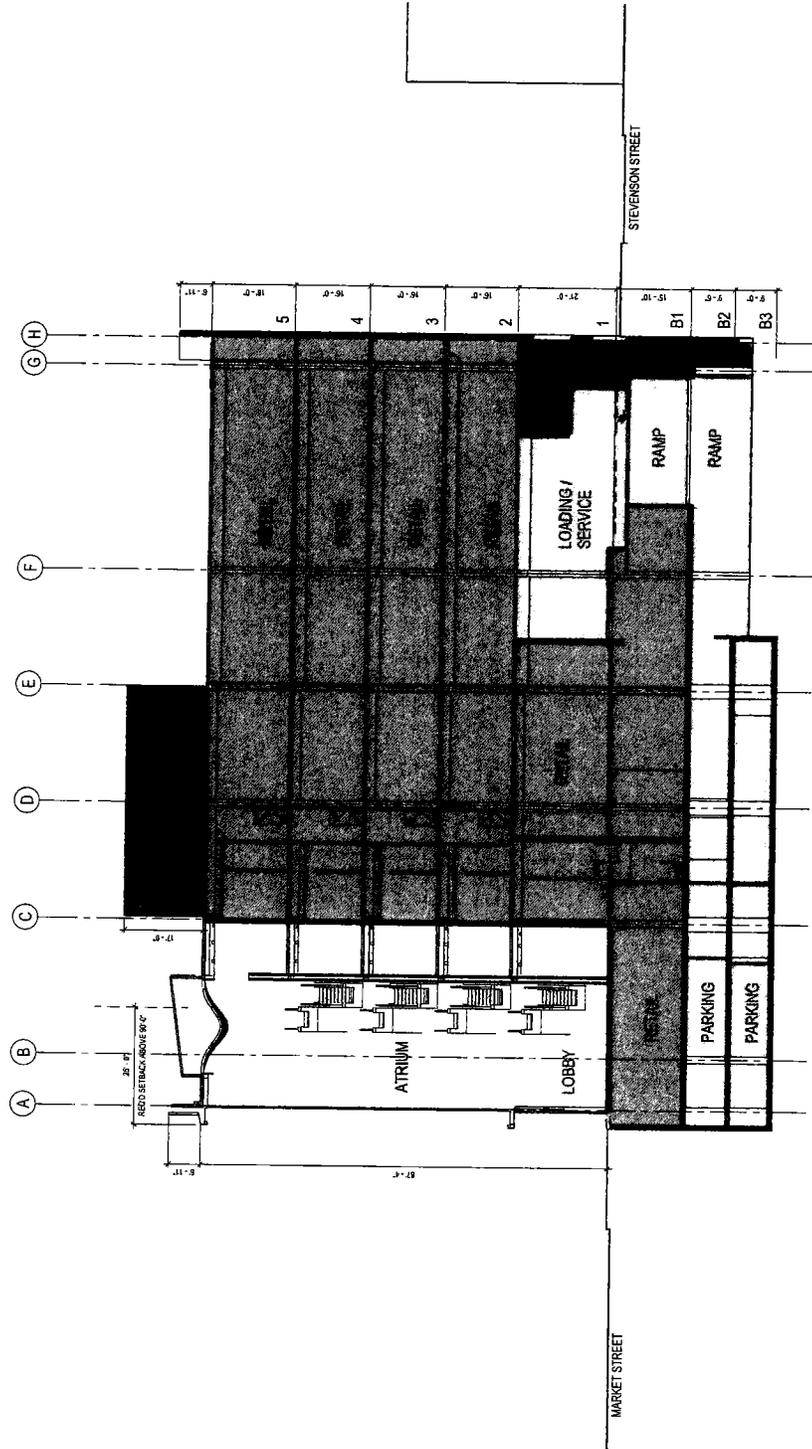
URBAN
ARCHITECTURE
commonfund



URBAN
 ARCHITECTURE
 commonfund

NORTH ELEVATION (MARKET STREET)

CityPlace
 935 Market Street, San Francisco, CA
Gensler
 5.27.2010



SECTION B-B

SEC. 429.4. COMPLIANCE BY PROVIDING ON-SITE PUBLIC ARTWORK.

(a) **Installation.** The project sponsor must install the public art in compliance with this Section (1) in areas on the site of the building or addition so that the public art is clearly visible from the public sidewalk or the open-space feature required by Section 138, or (2) on the site of the open-space feature provided pursuant to Section 138, or (3) in a publicly accessible lobby area of a hotel ("On-Site Public Artwork"). Said On-Site Public Artwork shall be installed prior to issuance of the first certificate of occupancy; provided, however, that if the Zoning Administrator concludes that it is not feasible to install the works within that time and that adequate assurance is provided that the works will be installed in a timely manner, the Zoning Administrator may extend the time for installation for a period of not less than 12 months. Said works of art may include sculpture, bas-relief, murals, mosaics, decorative water features, tapestries or other artworks permanently affixed to the building or its grounds, or a combination thereof, but may not include architectural features of the building, nor artwork designed by the architect, except as permitted with respect to the in lieu contribution regarding publicly owner buildings meeting the criteria described above. Artworks shall be displayed in a manner that will enhance their enjoyment by the general public. The type and location of artwork, but not the artistic merits of the specific artwork proposed, shall be approved by the Zoning Administrator in accordance with the provisions of Section 309 of this Code.

(b) **Removal, Relocation, or Alteration of Artwork.** Once the project sponsor has installed and completed the final Artwork, the project sponsor, building owner and any third party may not remove, relocate or alter the Artwork without notifying and consulting with the Planning Department at least 120 days prior to the proposed removal, relocation or alteration. The Planning Department shall not approve any removal, relocation, or alteration unless it finds any removed Artwork will be replaced with Artwork of equal or greater value or that any relocation or alteration is only a minor modification. If a project sponsor does remove, relocate, or alter the Artwork without notification and approval of the Planning Department, the Planning Department is authorized to pursue enforcement of this Section under Section 176 or 176.1 of this Code or to pursue any other remedy permitted by law.

(Added by Ord. 62-12, File No. 110853, App. 4/19/2012, Eff. 5/19/2012)

SEC. 429.5. ARTS COMMISSION PUBLIC ARTWORK TRUST FUND.

(a) All monies contributed to the Public Artwork Trust Fund pursuant to this Section 429 shall be deposited in the special fund maintained by the Controller called the Public Artwork Trust under Section 10.100-29 of the Administrative Code, as may be amended from time to time. The receipts in the Trust are hereby appropriated in accordance with law to be used by the Arts Commission within the C-3 District or within a half mile of the boundary of the C-3 District or, if the project is within another zoning district, within a half mile of the project boundary to enhance the visibility and quality of artworks in the public realm and to improve the public's access and enjoyment of the artworks in the public realm.

(b) With the above objective, through a competitive public process the Public Artwork Trust Fund shall be overseen by the Arts Commission and used to fund:

(1) the creation, installation, and exhibition of temporary and permanent public works of art in the public realm and within the C-3 District or within a half mile of the boundary of the C-3 District or, if the project is within another zoning district, within a half mile of the project boundary;

(2) the conservation, preservation, and restoration, but not maintenance of temporary and permanent public works of art in the public realm and within the C-3 District or within a half mile of the boundary of the C-3 District or, if the project is within another zoning district, within a half mile of the project boundary;

(3) distribution of funds to San Francisco nonprofit arts entities and artists to fund temporary public art projects, performance, film and video screenings, and capital improvements for publicly accessible cultural facilities within the C-3 District or within a half mile of the boundary of the C-3 District or, if the project is within another zoning district, within a half mile of the project boundary; and

- I. **Reduction of Ground-Level Wind Currents in C-3 Districts.** Code Section 148 (a) requires that in C-3 Districts, new buildings be shaped, or other wind-baffling measures be adopted, so that the developments will not cause ground-level wind currents to exceed, more than ten percent of the time year round, between 7:00 A.M. and 6:00 P.M., the comfort level of 11 miles per hour (hereinafter "mph") equivalent wind speed in areas of substantial pedestrian use and seven mph equivalent wind speed in public seating areas.

The proposed Project would not cause any wind currents in excess of the standards contained in this Section.

- J. **Public Art.** Code Section 149 requires, in the case of construction of a new building, in a C-3 District, works of art costing an amount equal to one percent of the construction cost of the building as determined by the Director of the Department of Building Inspection to be installed and maintained in areas on the site of the building or addition and clearly visible from the public sidewalk or, upon the approval of any relevant public agency, on adjacent public property. **Said works of art shall be installed prior to issuance of the first certificate of occupancy; provided, however, that if the Zoning Administrator concludes that it is not feasible to install the works within that time and that adequate assurance is provided that the works will be installed in a timely manner, the Zoning Administrator may extend the time for installation for a period of not less than 12 months.** Said works of art may include sculpture, bas-relief, murals, mosaics, decorative water features, tapestries or other artworks permanently affixed to the building or its grounds, or a combination thereof, but may not include architectural features of the building, except as permitted with respect to the in lieu contribution regarding publicly owned buildings meeting the criteria described above. Artworks shall be displayed in a manner that will enhance their enjoyment by the general public. The type and location of artwork, but not the artistic merits of the specific artwork proposed, shall be approved in accordance with the provisions of Code Section 309. Code Section 149(b) thereunder requires the installation of plaques recognizing the architects and artists involved in the project.

The project sponsor will install public art in the dollar amount and as specified by the provisions of this Section. Additionally, plaques will be installed indicating the Project architects and the artist(s) involved.

- K. **Parking and Loading.** Code Section 151 (pursuant to Code Section 204.5) permits up to seven percent of the gross floor area or 15 spaces whichever is greater, in conjunction with the Project. Code Section 151.1(b) requires no off-street parking in conjunction with the Project. Code Section 152.1 requires, in C-3 Districts, where the gross square footage of floor area is to exceed 50,000, one off-street loading space for each 25,000 square feet of gross floor area. Therefore, the Project would require 11 off-street loading docks and is proposing to provide four.

The project sponsor is proposing to provide approximately 76,295 gross square feet of parking (including approximately 50,000 gross square feet of non-accessory parking 167 independently-accessible spaces or 234 valet-parked spaces) The EIR prepared for the Project indicates that, with



SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

- Inclusionary Housing
- Childcare Requirement
- Jobs Housing Linkage Program
- Downtown Park Fee
- Public Art
- Public Open Space
- First Source Hiring (Admin. Code)
- Transit Impact Development Fee
- Other Public Art

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Planning Commission Motion 18156

HEARING DATE: JULY 8, 2010

Date: July 6, 2010
Case No.: **2008.0217ECVX**
Project Address: **935 – 965 MARKET STREET**
Zoning: C-3-G (Downtown Commercial, General) and C-3-R (Downtown Retail)
 Districts
 120-X Height and Bulk District
Block/Lot: 3704 / 071, 072 and 073
Project Sponsor: Jim Abrams, Attorney
 Gibson, Dunn and Crutcher
 555 Mission Street, Suite 3000
 San Francisco, CA 94105
Staff Contact: Mark Luellen (415) 558-6478
mark.luellen@sfgov.org

ADOPTING FINDINGS RELATING TO REVIEW PURSUANT TO PLANNING CODE (HEREINAFTER "CODE") SECTION 309 TO ALLOW CONSTRUCTION OF A RETAIL SHOPPING CENTER BUILDING ("CITYPLACE") OF APPROXIMATELY 375,700 GROSS SQUARE FEET, FIVE STORIES AND 90 FEET OF HEIGHT AND APPROXIMATELY 167 INDEPENDENTLY-ACCESSIBLE OFF-STREET PARKING SPACES (APPROXIMATELY 76,295 GROSS SQUARE FEET) IN A TWO-LEVEL UNDERGROUND GARAGE ACCESSED OFF STEVENSON STREET (HEREINAFTER "PROJECT"), ALSO AUTHORIZING AN EXCEPTION PURSUANT TO CODE SECTION 309(a)(8) FOR OFF-STREET LOADING, IN C-3-G (DOWNTOWN COMMERCIAL, GENERAL) AND C-3-R (DOWNTOWN RETAIL) DISTRICTS AND A 120-X HEIGHT AND BULK DISTRICT, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

PREAMBLE

On February 22, 2008, Jim Abrams, Attorney, (hereinafter "Project Sponsor") filed an application with the Planning Department (hereinafter "Department") for review under Code Section 309 of a retail shopping center containing approximately 375,700 gross square feet of floor area, five stories and 90 feet in height,

with approximately 167 independently-accessible off-street parking spaces in a two-story underground garage fronting on Stevenson Street (at the rear of the property), also requiring the authorization of an exception of the off-street loading standards (as set forth in Code **Section 152.1**), Conditional Uses for off-street parking exceeding accessory amounts (Code **Section 157**) and demolition of a movie theater use (Code **Section 221.1**) (2008.0217CVX), and to allow two oversized openings (Code **Section 155(s)(5)(A)**) (2008.0217CVX) in conjunction with the construction of a retail shopping center building ("CityPlace"), in C-3-G (Downtown Commercial, General) and C-3-R (Downtown Retail) Districts and a 120-X Height and Bulk District (hereinafter "Project").

On July 8, 2010, the Planning Commission (hereinafter "Commission") conducted a duly noticed public hearing at a regularly scheduled meeting on Application No. 2008.0217CVX.

The Department determined that an Environmental Impact Report (hereinafter "EIR") was required for the proposed project at 935 - 965 Market Street, and provided public notice of that determination by publication in a newspaper of general circulation on October 1, 2008.

The Department published an Initial Study for the proposed project at 935 - 965 Market Street on October 1, 2008, pursuant to Application No. 2005.1074EEK. A Notice of Availability of the Initial Study was published in a newspaper of general circulation on October 1, 2008, distributed to required agencies and interested organizations and individuals, and posted on the Planning Department's Web site for public review and comment.

The Department on November 4, 2009, published the Draft Environmental Impact Report ("DEIR"). The DEIR was circulated for public review in accordance with the California Environmental Quality Act, California Public Resources Code section 21000 et seq. (hereinafter "CEQA"), the State CEQA Guidelines, 14 California Code of Regulations, Section 15000 et seq., (hereinafter "CEQA Guidelines"), and Chapter 31 of the San Francisco Administrative Code (hereinafter "Chapter 31"). The Commission held a public hearing on the DEIR on December 10, 2009; and

The Department prepared responses to comments on the DEIR and published the Comments and Responses document on May 12, 2010, which together with the DEIR, supporting studies, documents and other materials, and additional information that became available, constitute the Final Environmental Impact Report ("FEIR"); and,

The Commission, on July 8, 2010 reviewed and considered the FEIR and found that the contents of said report and the procedures through which the FEIR was prepared, publicized, and reviewed complied with the provisions of CEQA, the CEQA Guidelines, and Chapter 31; and

The Commission on July 8, 2010 also certified the FEIR and found that the FEIR was adequate, accurate, and objective, reflected the independent judgment of the Commission and that the Comments and Responses document contains no significant revisions to the DEIR that would have required recirculation under CEQA Guidelines Section 15088.5, and adopted findings of significant impacts associated with the Project and certified the completion of the FEIR for the Project in compliance with CEQA and the CEQA Guidelines.

The Department prepared proposed Findings, as required by CEQA, regarding the alternatives, mitigation measures and significant environmental impacts analyzed in the FEIR and overriding considerations for approving the Preferred Project, including all of the actions listed in Motion 18135 hereto, and a proposed mitigation monitoring and reporting program, attached as Exhibit 1 to Exhibit A,

which material was made available to the public and this Commission for the Commission's respective review, consideration, and actions.

The Commission has reviewed and considered the FEIR and the actions associated with the proposed project at 935 - 965 Market Street and hereby adopts the Project Findings attached hereto including a statement of overriding considerations, and including as Exhibit 1 the Mitigation Monitoring and Reporting Program.

In the Department, Linda Avery, is the custodian of records, located in the Files for Cases No. 2005.1074!EEK and 2008.0217ECVX, at 1650 Mission Street, Fourth Floor, San Francisco, California.

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

MOVED, that the Commission hereby approves Application No. 2008.0217ECVX, subject to the conditions contained in "EXHIBIT A" of this Motion, based on the following findings:

FINDINGS

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

1. The above recitals are accurate and constitute findings of this Commission.
2. **Site Description and Present Use.** The project is located on the southern side of Market Street, between Fifth and Sixth Streets, Lots 071, 072 and 073 in Assessor's Block 3704. The property is split between C-3-G (Downtown Commercial, General) (Lots 071 and 072) and C-3-R (Downtown Retail) Districts (Lot 073) and a 120-X Height and Bulk district. Lot 071 contains 23,375 square feet, Lot 072 contains 7,837.5 square feet and Lot 073 contains 14,850 square feet of area for a total site size of 46,062.5 square feet. Currently, the property is developed with three vacant mixed-use buildings with coverage approaching 100 percent. Their cumulative floor area ratio is roughly 4.0 to 1. The building at 949 Market Street has been vacant since approximately 2000 but was formerly used as the St. Francis movie theater. The Subject Property has a variable depth. Lots 072 and 073 have a depth of 165 feet and Lot 071 has a depth of 170 feet. No off-street parking is provided on these lots.
3. **Surrounding Properties and Neighborhood.** The Subject Property is located in the Mid-Market neighborhood. The Halladie Plaza – Powell Street transit station is about one block to the northeast. The Project site is served by San Francisco Municipal Railway ("MUNI") bus and streetcar lines along Market Street, MUNI bus lines along Fifth and Mission Streets, and MUNI Metro and Bay Area Rapid Transit ("BART") through the Powell Street station at Fifth and Market Streets.
4. **Project Description.** The proposed building would be approximately 90 feet in height and would consist of a five-story retail shopping center building with an average of 18 feet per floor.

The project would contain approximately 375,700 gross square feet of floor area. It would be devoted to a variety of retailers with large floor plates and competitively-priced merchandise. There would be a small atrium the full height of the building along the center of the Market Street façade. In that the average height of all floors taken together exceeds 15 feet per floor, the project sponsor is seeking a Variance of the Code Section 102.11 provision that counts each 15 feet as a floor.

5. **Planning Code Compliance:** The Commission finds that the Project is consistent with the relevant provisions of the Planning Code in the following manner:

- A. **Maximum Floor Area Ratio.** Code Section 123 establishes standards for maximum FAR's. Code Section 123(c)(1) states that the gross floor area of a structure on a lot in the C-3-G or the C-3-R Districts may not exceed an FAR of one and a half times the base FAR (or, in this case, 9.0 to 1). Section 123(d) thereunder states that the gross floor area of a structure on a lot which is or has been located a Significant or Contributory Building may not exceed the basic floor area ratio limits stated in Section 124..

The Project Sponsor seeks to construct a building that approaches 8.16 to 1 FAR, which is within the maximum limit of 9:1. The existing structures on the Subject Property are unrated (Category V) and, as such, are not Significant or Contributory Buildings. The Sponsor must purchase any square footage above the base FAR of 6:1 as transferable development rights or "TDR."

- B. **Basic FAR.** Code Section 124 establishes basic FAR's. In a C-3-G and C-3-R Districts, the base FAR is 6.0 to 1.

The Project Sponsor seeks to construct a building that approaches 8.16 to 1 FAR on the Subject Property. With a project site size of 46,062.5 sq.ft, an FAR of 6:1 allows for a project with 276,375 gross sq.ft. The Sponsor must purchase any square footage above the base FAR of 6:1 as transferable development rights or "TDR."

- C. **Transfer of Development Rights in C-3 Districts.** Code Section 128 establishes standards for the transfer of development rights (hereinafter "TDR") in C-3 Districts.

The Project does not require the Transfer of Development Rights.

- D. **Open Space Requirements in C-3 Districts.** Code Section 138 (a) requires an applicant for a permit to construct a new building in C-3 Districts shall to provide open space except for uses in a predominantly retail building. For the purposes of this section, a "predominantly retail building" is one in which 2/3 or more of the occupied floor area is in retail use.

In that the proposed Project is a retail shopping center with more than the specified amount devoted to retail use, it is exempt from the provisions of this Section.

- E. **Pedestrian Streetscape Improvements in C-3 Districts.** Code Section 138.1(b) requires, in accordance with the provisions of Section 309 of the Code governing C-3 Districts, street

trees and sidewalk paving as set forth in the Downtown Streetscape Plan shall be installed when an owner or developer constructs a new building.

The project sponsor will install pedestrian amenities and streetscape improvements consistent with the existing improvements on Market Street, the Downtown Streetscape Plan and other more recent planning documents such as the Better Streets Plan.

- F. **Street Trees.** Section 143 of the Code requires street trees in a number of Districts including C-3 in the case of construction of a new building, relocation of a building, or addition of gross floor area equal to 20 percent or more of the gross floor area of an existing building. Pursuant to Section 143(b), the street trees installed are to be a minimum of one 24-inch box tree for each 20 feet of frontage along each street or alley, with any remaining fraction of 10 feet or more of frontage requiring an additional tree. Such trees are to be located either within a setback area on the lot or within the public right-of-way along such lot.

The Project Sponsor shall provide (and maintain existing) street trees as set forth in Code Section 143, and as determined appropriate by the Department and Department of Public Works.

- G. **Sunlight Access to Public Sidewalks in C-3 Districts.** Code Section 146(a), in order to maintain direct sunlight on public sidewalks in certain downtown areas during critical periods of use, new structures on the south side of Market Street between Second and Tenth Streets are required to avoid penetration of a sun access plane defined by an angle of 50 degrees sloping away from the street above a height of 119 feet at the property line abutting the street. Code Section 146(c) thereunder states that new buildings are to be shaped, if it can be done without creating an unattractive design and without unduly restricting the development potential of the site in question, so as to reduce substantial shadow impacts on public sidewalks in the C-3 Districts other than those protected by Subsection (a).

In that the proposed Project is to be approximately 90 feet in height, it does not affect the provisions of this Section. It would not cause any undue shadowing on other C-3 District sidewalks.

- H. **Reduction of Shadows on Certain Public or Publicly-Accessible Open Spaces in C-3 Districts.** Code Section 147 requires new buildings in C-3 Districts where the building height exceeds 50 feet be shaped, consistent with the dictates of good design and without unduly restricting the development potential of the site in question, to reduce substantial shadow impacts on public plazas and other publicly accessible spaces other than those protected under Code Section 295. In determining the impact of shadows, the following factors shall be taken into account: The amount of area shadowed, the duration of the shadow, and the importance of sunlight to the type of open space being shadowed. Determinations under this Section with respect to C-3 Districts shall be made in accordance with the provisions of Section 309 of the Code.

The proposed Project is lower than it could be under the applicable Height and Bulk District zoning. It would not produce any undue shadowing on nearby streets or sidewalks.

- I. **Reduction of Ground-Level Wind Currents in C-3 Districts.** Code Section 148 (a) requires that in C-3 Districts, new buildings be shaped, or other wind-baffling measures be adopted, so that the developments will not cause ground-level wind currents to exceed, more than ten percent of the time year round, between 7:00 A.M. and 6:00 P.M., the comfort level of 11 miles per hour (hereinafter "mph") equivalent wind speed in areas of substantial pedestrian use and seven mph equivalent wind speed in public seating areas.

The proposed Project would not cause any wind currents in excess of the standards contained in this Section.

- J. **Public Art.** Code Section 149 requires, in the case of construction of a new building, in a C-3 District, works of art costing an amount equal to one percent of the construction cost of the building as determined by the Director of the Department of Building Inspection to be installed and maintained in areas on the site of the building or addition and clearly visible from the public sidewalk or, upon the approval of any relevant public agency, on adjacent public property. **Said works of art shall be installed prior to issuance of the first certificate of occupancy; provided, however, that if the Zoning Administrator concludes that it is not feasible to install the works within that time and that adequate assurance is provided that the works will be installed in a timely manner, the Zoning Administrator may extend the time for installation for a period of not less than 12 months.** Said works of art may include sculpture, bas-relief, murals, mosaics, decorative water features, tapestries or other artworks permanently affixed to the building or its grounds, or a combination thereof, but may not include architectural features of the building, except as permitted with respect to the in lieu contribution regarding publicly owned buildings meeting the criteria described above. Artworks shall be displayed in a manner that will enhance their enjoyment by the general public. The type and location of artwork, but not the artistic merits of the specific artwork proposed, shall be approved in accordance with the provisions of Code Section 309. Code Section 149(b) thereunder requires the installation of plaques recognizing the architects and artists involved in the project.

The project sponsor will install public art in the dollar amount and as specified by the provisions of this Section. Additionally, plaques will be installed indicating the Project architects and the artist(s) involved.

- K. **Parking and Loading.** Code Section 151 (pursuant to Code Section 204.5) permits up to seven percent of the gross floor area or 15 spaces whichever is greater, in conjunction with the Project. Code Section 151.1(b) requires no off-street parking in conjunction with the Project. Code Section 152.1 requires, in C-3 Districts, where the gross square footage of floor area is to exceed 50,000, one off-street loading space for each 25,000 square feet of gross floor area. Therefore, the Project would require 11 off-street loading docks and is proposing to provide four.

The project sponsor is proposing to provide approximately 76,295 gross square feet of parking (including approximately 50,000 gross square feet of non-accessory parking 167 independently-accessible spaces or 234 valet-parked spaces) The EIR prepared for the Project indicates that, with

nighttime loading activity, the proposed four loading docks would suffice to meet the Project demand. Therefore, the loading exception requested by the project sponsor in conjunction with the Project is hereby granted.

- L. **Required Bicycle Parking for City-Owned Parking Garages and Privately-Owned Parking Garages.** Section 155.2(a)(2) defines "garage" as any public or private facility for the indoor parking of automobiles, Pursuant to Code Section 155(c)(2), garages which offer between 120 and 500 automobile spaces must offer one bicycle space for every 20 automobile spaces.

With 167 independently-accessible parking spaces the project is required to provide nine Class 1 bicycle parking spaces. However, the Project Sponsor has agreed to provide 50 Class 1 spaces as shown on the plans.

- M. **Exemptions From Off-Street Freight Loading and Service Vehicle Requirements.** Code Section 161(i) establishes additional criteria for the Commission to consider when granting a request for an exception of off-street loading provisions of the Code. In recognition of the fact that site constraints in C-3 Districts may make provision of required freight loading and service vehicle spaces impractical or undesirable, a reduction in or waiver of the provision of freight loading and service vehicle spaces for uses in C-3 Districts may be permitted, in accordance with the provisions of Section 309 of the Code. In considering any such reduction or waiver, the following criteria shall be considered:

- (1) 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;

The loading proposed in conjunction with the Project would be adequate, subject to the nighttime loading activity specified in the EIR. In that loading must occur on Stevenson Street, which is narrow, underground loading is not feasible in this case.

- (2) 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;

The use of the subject property for Code-required loading spaces would result in the whole of the Stevenson Street frontage being taken up by loading activities. This would be undesirable in consideration of the objectives of the project sponsor as well as the Code requirements for building openings.

- (3) 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

The joint provision of off-street loading activities is inconsistent with the proposed Project. Several users would share the proposed loading facilities.

(4) 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 building's loading needs cannot be met by curbside loading, especially considering the bulky nature of the merchandise proposed to be sold and the downtown location of the proposed use.

N. Transportation Management Programs and Transportation Brokerage Services in C-3 Districts. Code Section 163 sets forth:

- (a) **Purpose.** This Section is intended to assure that adequate measures are undertaken and maintained to minimize the transportation impacts of added office employment in the downtown and South of Market area, in a manner consistent with the objectives and policies of the General Plan, by facilitating the effective use of transit, encouraging ridesharing, and employing other practical means to reduce commute travel by single-occupant vehicles.
- (b) **Requirement.** For any new building in C-3 Districts where the gross square feet of new floor area for office use equals at least 100,000 square feet, the project sponsor is required to provide on-site transportation brokerage services for the actual lifetime of the project, as provided in this Section. Prior to the issuance of a temporary permit of occupancy, the project sponsor shall execute an agreement with the Planning Department for the provision of on-site transportation brokerage services and preparation of a transportation management program to be approved by the Director of Planning and implemented by the provider of transportation brokerage services. The transportation management program and transportation brokerage services shall be designed:
- (1) To promote and coordinate effective and efficient use of transit by tenants and their employees, including the provision of transit information and sale of transit passes on-site;
 - (2) To promote and coordinate ridesharing activities for all tenants and their employees within the structure or use;
 - (3) To reduce parking demand and assure the proper and most efficient use of on-site or off-site parking, where applicable, such that all provided parking conforms with the requirements of Article 1.5 of this Code and project approval requirements;
 - (4) To promote and encourage project occupants to adopt a coordinated flex-time or staggered work hours program designed to more evenly distribute the arrival and departure times of employees within normal peak commute periods;

- (5) To participate with other project sponsors in a network of transportation brokerage services for the respective downtown, South of Market area, or other area of employment concentration in the Eastern Neighborhoods Mixed Use Districts;
- (6) To carry out other activities determined by the Planning Department to be appropriate to meeting the purpose of this requirement.

Although this Section is intended for office projects exceeding 100,000 square feet in area, its inclusion here indicates that there is a desire on the part of the Commission to impose such a requirement on the Project.

- O. **Car Sharing.** Code **Section 166** requires, in new buildings, one car share space plus one for each 50 spaces provided over 50 spaces. The required car-share spaces shall be made available, at no cost, to a certified car-share organization for purposes of providing car-share services for its car-share service subscribers. The parking areas of the building shall be designed in a manner that will make the car-share parking spaces accessible to non-resident subscribers from outside the building as well as building residents.

In that 167 independently-accessible parking spaces are hereby approved, in the subject case, Code Section 166 requires four car-share spaces to be provided, one plus one for each 50 spaces over the first 50. The Sponsor will provide an on-site car-share pod with space for five vehicles. The Project Sponsor has also agreed to provide three parking spaces to be designated for use by car-share vehicles driven from off-site locations. These additional spaces are to be for parking of vehicles rented elsewhere and driven to "CityPlace."

- P. **Shadowing.** Code **Section 295** concerns the review of structures exceeding 40 feet in height insofar as their shadowing of lands under the jurisdiction of the City's Recreation and Parks Department. It requires that such buildings have no significant or adverse shadow effects on such affected lands.

The Project's EIR refers to a shadow analysis performed by Department staff for the 90-foot-tall Project (Case No. 2005.1074!EEK) which analysis concludes that the Project would not cast new shadows on any properties under the Recreation and Park Commission's jurisdiction protected by Section 295. The shadows to be produced by the proposed Project would not exceed levels commonly expected in urban areas and would have no significant or adverse shadow effects.

- Q. **Review of Projects in C-3 Districts.** Code **Section 309** sets forth provisions and procedures that govern the review of project authorization for the construction or substantial alteration of structures in the C-3 Districts and the adoption by the Commission of a Determination of Compliance. It requires a public hearing by the Commission where there are exceptions requested and/or when the building exceeds 75 feet in height and/or 50,000 square feet of gross floor area. The Commission may approve a project, grant exceptions from certain requirements of the Code and/or impose conditions of approval. A project is required to meet all applicable Code requirements or request exceptions as allowed under **Section 309(a)(1)-(12)**. In addition to the requirements set forth in the Code, additional requirements or

“modifications” may be imposed on a proposed project in order to achieve the objectives and policies of the General Plan or the purposes of the Code:

- (1) Building siting, orientation, massing and facade treatment, including proportion, scale, setbacks, materials, cornice, parapet and fenestration treatment, and design of building tops;
- (2) Aspects of the project affecting views and view corridors, shadowing of sidewalks and open spaces, openness of the street to the sky, ground-level wind current, and maintenance of predominant street walls in the immediate vicinity;
- (3) Aspects of the project affecting parking, traffic circulation and transit operation and loading points;
- (4) Aspects of the project affecting its energy consumption;
- (5) Aspects of the project related to pedestrian activity, such as placement of entrances, street scale, visual richness, location of retail uses, and pedestrian circulation, and location and design of open space features;
- (6) Aspects of the project affecting public spaces adjacent to the project, such as the location and type of street trees and landscaping, sidewalk paving material, and the design and location of street furniture as required by Code **Section 138.1**;
- (7) Aspects of the project relating to quality of the living environment of residential units, including housing unit size and the provisions of open space for residents;
- (8) Aspects of the design of the project which have significant adverse environmental consequences;
- (9) Aspects of the project that affect its compliance with the provisions of Code **Sections 1109(c), 1111.2(c), 1111.6(c), and 1113** regarding new construction and alterations in conservation districts;
- (10) Other aspects of the project for which modifications are justified because of its unique or unusual location, environment, topography or other circumstances.

*Because the Project is located in C-3-G and C-3-R Districts, is to be approximately 90 feet in height, and the Project proposal involves one requested exception, it is subject to Planning Commission review. In that the proposed Project does not propose to provide seven of the 11 required off-street loading spaces associated with its size, an exception of the **Section 152.1** off-street loading rear-yard requirement is being sought pursuant to Code **Section 309(a)(8)**. The Department concurs with the request in the EIR prepared for the project indicates that the demand for loading (subject to the conditions contained in the Mitigation Monitoring and reporting Program prepared for the Project and made a part of the conditions governing this approval) would be met by the proposed provision of*

same. This Commission does hereby concur with this finding and grants the requested exception from off-street loading standards.

- R. **Housing Requirements for Large-Scale Development Projects.** Code Section 313 sets forth the requirements and procedures for the Jobs-Housing Linkage Program. Under Code Section 313.3(a)(5), these requirements would apply to projects that consist of 25,000 or more square feet of retail space. Pursuant to Section 313.6(b)(1), commencing on January 1, 2002, the amount of the fee which may be paid by the sponsor of a development project subject to this ordinance in lieu of developing and providing the housing required by Code Section 313.5 are to be determined by a formula contained therein. The Section contains a methodology for updating these numbers to the present date.

The Project Sponsor will pay the JHLP fee required pursuant to Code Section 313.

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

The **Downtown Area Plan** contains the following relevant objectives and policies:

OBJECTIVE 17: DEVELOP TRANSIT AS THE PRIMARY MODE OF TRAVEL TO AND FROM DOWNTOWN.

In that the parking proposed in conjunction with the Project is insufficient to meet the travel demand for the proposal, transit would continue to be the primary mode of travel to and from downtown.

OBJECTIVE 18: ENSURE THAT THE NUMBERS OF AUTO TRIPS TO AND FROM DOWNTOWN WILL NOT BE DETRIMENTAL TO THE GROWTH OR AMENITY OF DOWNTOWN.

In that the demand for transportation would not be met by the amount of parking to be provided in conjunction with the proposed Project, the Project will not be detrimental to the growth or amenity of downtown.

Bicycles

OBJECTIVE 19: PROVIDE FOR SAFE AND CONVENIENT BICYCLE USE AS A MEANS OF TRANSPORTATION.

Policy 19.1 Include facilities for bicycle users in governmental, commercial, and residential developments.

Additional bicycle parking is being put into the Project's garage in order to address the need for this type of transportation

Moving Around Downtown

OBJECTIVE 20: PROVIDE FOR THE EFFICIENT, CONVENIENT AND COMFORTABLE MOVEMENT OF PEOPLE AND GOODS, TRANSIT VEHICLES AND AUTOMOBILES WITHIN THE DOWNTOWN.

The ratio of off-street loading spaces and the fact that they are to come in off the back of the building along Stevenson Street will provide adequate space for goods movement and deliveries. As per the terms of the Mitigation Monitoring and Reporting Program document which is appended to this approval, all deliveries to the proposed Project are to be at night.

Short-Term Parking

Policy 20.8 Make existing and new accessory parking available to the general public for evening and weekend use.

Theater-goers as well as other patrons will be able to use the accessory parking at times when it is not needed to serve the principal uses for which it was intended.

Off-Street Loading Facilities

OBJECTIVE 21: IMPROVE FACILITIES FOR FREIGHT DELIVERIES AND BUSINESS SERVICES.

Policy 21.1 Provide off-street facilities for freight loading and service vehicles on the site of new buildings sufficient to meet the demands generated by the intended uses. Seek opportunities to create new existing buildings.

Policy 21.2 Discourage access to off-street freight loading and service vehicle facilities from transit preferential streets, or pedestrian-oriented streets and alleys.

Policy 21.3 Encourage consolidation of freight deliveries and night-time deliveries to produce greater efficiency and reduce congestion.

Policy 21.4 Provide limited loading spaces on street to meet the need for peak period or short-term small deliveries and essential services, and strictly enforce their use.

Freight loading facilities as proposed will be adequate to meet the needs of the Project.

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 does comply with said policies in that:

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

The proposal would enhance and revitalize the district by providing additional shopping opportunities in the retail core of the City.

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

The existing units in the surrounding neighborhood would not be adversely affected. The proposal includes the addition of several new stores and shopping opportunities thereby enhancing the downtown San Francisco experience.

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

No housing would be removed to accommodate this Project.

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

The Project site is well served by transit of all forms. Off-street parking spaces commensurate with the Project needs are proposed in conjunction with the shopping facility. The majority of trips will still be by transit in that the parking proposed is insufficient to meet the travel needs of the proposed Project.

- 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.

There would be construction-related jobs associated with the Project as well as approximately 700 permanent jobs in the retail sector of the economy. In that the current structures on the Subject Property are vacant, the Project would not displace any service or industry establishment. The Project would not affect industrial or service sector uses or related employment opportunities. Ownership of industrial or service sector businesses would not be affected by the Project although the Project would create new ownership opportunities in downtown San Francisco.

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

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

- G. That landmarks and historic buildings be preserved.

A landmark or historic building does not occupy the Project site.

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

The project would have no negative impact on existing parks and open spaces. The Project does not have an impact on open spaces.

8. 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.
9. 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 Application No. 2008.0217ECVX** subject to the following conditions attached hereto as "EXHIBIT A," in general conformance with plans dated 5/27/2010, stamped "EXHIBIT B" and reviewed by the Commission on July 8, 2010, which are incorporated herein by reference as though fully set forth.

The Commission has reviewed and considered the DEIR and the record as a whole and finds that there is no substantial evidence that the Project will have a significant effect on the environment and hereby adopts the DEIR.

The Commission further finds that since the DEIR was finalized, there have been no substantial project changes and no substantial changes in project circumstances that would require major revisions to the DEIR 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 DEIR.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal the approval of this Application to the Board of Appeals within fifteen days after the date of this Motion No. 18137. The effective date of this Motion shall be the date of this Motion if not appealed (after the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed thereto. For further information, please contact the Board of Appeals at (415) 575-6880, or at 1650 Mission Street, 3rd Floor (Room 304), San Francisco, CA 94103.

Motion 18156
Hearing Date: July 8, 2010

CASE NO 2008. 0217ECVX
935 – 965 Market Street

I hereby certify that the Planning Commission ADOPTED the foregoing Motion on July 8, 2010.

Linda D. Avery
Commission Secretary

AYES: Antonini, Borden, Lee, Miguel, Olague

NAYS: Moore

ABSENT:

ADOPTED: July 8, 2010

Exhibit A

Conditions of Approval

Wherever "Project Sponsor" is used in the following conditions, the conditions shall also bind any successor to the Project or other persons having an interest in the Project or underlying property.

The authorization contained herein is a Determination of Compliance pursuant to Code Section 309 and an exception under the Code (Section 152.1 – off-street loading) for the construction of a retail shopping center building ("CityPlace") at 935 – 965 Market Street, Lots 071, 072 and 073 in Assessor's Block 3704 generally as set forth herein and in the Application, No. 2008.0217ECVX, in C-3-G (Downtown Commercial, General) and C-3-R (Downtown Retail) Districts and a 120-X Height and Bulk District, in general conformity with the plans identified as Exhibit B, dated May 27, 2010 and reviewed by the Commission on July 8, 2010.

1. CONDITIONS TO EFFECTIVENESS OF THIS APPROVAL

Variance. It shall be a condition precedent to the effectiveness of this approval that the Project receive the granting of a Variance to allow two oversized openings per Code Section 155(s)(5)(A), and any appeal period has run, or if appealed, the Variance has been upheld.

2. GENERAL CONDITIONS

This decision conveys no right to construct, or to receive or apply for a building permit. The Project shall be subject to, and the Project Sponsor shall implement and otherwise comply with, the Conditions set forth in this Exhibit A. If these conditions conflict with any other requirement imposed on the Project, the more restrictive or protective condition or requirement, as determined by the Zoning Administrator, shall apply.

Mitigation Measures. Measures within the Commission's jurisdiction proposed as part of the Project, as outlined in Exhibit 1 – Mitigation Monitoring and Reporting Program (Hereinafter "MMRP") shall be a condition of approval and is accepted by the Project Sponsor or its successor in interest. If said measures are less restrictive than the other conditions herein, the more restrictive and protective control as determined by the Zoning Administrator, shall govern.

Recordation. Prior to the issuance of any building permit application for the construction of 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, which notice shall state that construction of the Project has been authorized by and is subject to the conditions of this Motion. From time to time after recordation of such notice, at the request of the Project Sponsor, the Zoning Administrator shall affirm in writing the extent to which the conditions of this Motion have been satisfied, and record said writing if requested.

Community Liaison. The Project Sponsor shall appoint a community liaison officer to deal with issues of

concern to owners and occupants of nearby properties at all times during construction of the Project. Prior to the commencement of construction activities, the Project Sponsor shall provide the Zoning Administrator and the owners of the properties within 300 feet of the Project site written notice of the name, business address, and telephone number of the community liaison.

Should implementation of this Project result in complaints from neighborhood residents or business owners and tenants, which are not resolved by the Project Sponsor and are subsequently reported to the Zoning Administrator and found to be in violation of the Code and/or the specific Conditions of Approval for the Project, the Zoning Administrator shall report such complaints to the Commission which may thereafter hold a public hearing on the matter in accordance with the hearing notification and conduct procedures as set forth in **Sections 174** and **309** of the Code to consider revocation of the approvals.

Reporting. The Project Sponsor shall submit two copies of a written report describing the status of compliance with the conditions of approval contained within this Motion every six months from the date of this approval through the issuance of the first temporary certificate of occupancy.

Performance

- (1) A site permit or building permit for the herein-authorized Project shall be obtained within three (3) years of the date of this action, and construction, once commenced, shall be thenceforth pursued diligently to completion or the said authorization may become null and void.
- (2) This authorization may be extended at the discretion of the Zoning Administrator only where the failure to issue a permit by the Department of Building Inspection to construct the proposed building is caused by a delay by a City, state or federal agency or by any appeal of the issuance of such a permit(s) or by any legal challenge.

Revocation. The Planning Commission may, in a public hearing, consider the revocation of the approvals granted if a site or building permit has not been issued within three (3) years of the date of the Motion approving the Project. 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 thenceforth diligently to completion. The Commission may also consider revoking the approvals if a permit for the Project has been issued but is allowed to expire and more than three (3) years have passed since the Motion was approved. This authorization may be extended at the discretion of the Zoning Administrator only if the failure to issue a permit by the Department of Building Inspection is delayed by a City, state or federal agency or by appeal of the issuance of such permit(s) or by any legal challenge.

Failure to comply with any of the Conditions of Approval shall constitute a violation of the Code, enforceable by the Zoning Administrator. Should the monitoring of the Conditions of Approval be required, the Applicant or successors shall pay fees as established in Planning Code **Section 351(f) (2)**.

Violation of the conditions noted above or any other provisions of the Code may be subject to abatement procedures and fines up to \$250 a day in accordance with Code **Section 176**.

Severability. 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 remaining provisions, clauses, sentences, or

sections of these conditions. It is hereby declared to be the intent of the Commission that these conditions of approval would have been adopted had such invalid sentence, clause, or section or part thereof not included herein.

Transportation Management Program. **Section 163** of the Code sets forth a requirement for Transportation Management Programs in C-3 Districts for office uses in excess of 100,000 square feet in area. Such a Transportation Management Program is hereby imposed upon the project sponsor and all successors in interest in conjunction with the Commission's approval of the Project. Accordingly, all parking shall be short-term and valet parking shall be used whenever necessary. ▸

3. MITIGATION MONITORING AND REPORTING PROGRAM

The Mitigation Monitoring and Reporting Program (hereinafter "MMRP") prepared for Case No. 2005.1074E shall be appended to this Exhibit A as Exhibit 1 and shall be adhered to by the Project Sponsor.

4. CONDITIONS TO BE MET PRIOR TO THE ISSUANCE OF A BUILDING (OR SITE) PERMIT

Except as otherwise provided in this Motion, the Project shall be completed in compliance with all applicable City Codes and standards, and in general conformity with the plans labeled "Exhibit B" on file in Case Docket 2008.0217CVX.

- (A) The Project Sponsor shall continue to work with the staff of the Department to refine the Project design. Continued joint work between the Project designer and Department staff with reference to color, materials, fenestration and overall design shall be hereby mandated.
- (B) The Project Sponsor shall meet and exceed the Code **Section 155.5** standards for off-street bicycle parking by providing at least 50 Class 1 bicycle parking spaces as set forth herein.
- (C) The Project Sponsor shall provide the five car-share spaces required by Code **Section 166** as well as three additional car-share spaces for a total of eight such spaces. The three additional spaces shall not be a car-share "pod" but, rather, priority parking spaces for car-share vehicles that are rented elsewhere and driven to "CityPlace".

Affordable Housing Program

- (1) The Project Sponsor shall pay an in lieu fee to the Jobs-Housing Linkage Program as set forth in Code **Sections 313 through 313.9**.

5. CONDITIONS TO BE MET PRIOR TO THE ISSUANCE OF ARCHITECTURAL ADDENDUM

No general advertising signs shall be permitted anywhere on the building.

The Project Sponsor shall submit a pedestrian streetscape improvement plan to be approved by Planning Staff, in consultation with the Department of Public Works.

Design.

- (1) Final **detailed** building plans shall be reviewed and approved by the Department. Detailed building plans shall include a final site plan, floor plans, elevations, sections, landscape plan, specification of finish materials and colors, and details of construction. Special attention shall be paid to the rear (Stevenson Street) façade of the subject building as well as the area devoted to "micro-vendors".
- (2) Final architectural and decorative detailing, materials, glazing, color and texture of exterior finishes shall be submitted for review by, and shall be satisfactory to the Planning Director.
- (3) Highly reflective spandrel glass, mirror glass, or deeply tinted glass shall not be permitted. Only clear glass shall be used at pedestrian levels.
- (4) Per Code **Section 141**, rooftop mechanical equipment, if any, is required to be screened so as not to be visible from any point at or below the roof level of the subject building.

Public Artwork.

- (1) The Project shall include work(s) of art valued at an amount equal to one percent of the hard construction costs for the Project as determined by the Director of the Department of Building Inspection. The Project Sponsor shall provide to the Director necessary information to make the determination of construction cost hereunder.
- (2) The Project Sponsor and the Project artists shall consult with the Department during design development regarding the height, size, type and location of the art. The final art concept and location shall be submitted for review by, and shall be satisfactory to the Director of the Department in consultation with the Planning Commission.

Garbage and Recycling. The building design shall provide adequate space designated for trash compactors and trash loading. 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 also be provided at the ground level of the Project. Such space shall be indicated on the building plans.

Lighting. The Applicant shall develop a lighting program for the Project, which shall be subject to review and approval by Department staff. The lighting program shall include any lighting required or proposed within the public right-of-way as well as lighting attached to the building. Once approved by Department staff, the lighting program information shall be submitted and approved as part of the first building or site permit for the Project.

Signage. The Applicant shall develop a signage program for the Project, which shall be subject to review and approval by Department staff. All subsequent sign permits shall conform to the approved signage program. Once approved by the Department, the signage program information shall be submitted and approved as part of the first building or site permit for the Project.

6. CONDITIONS TO BE MET PRIOR TO THE ISSUANCE OF THE FIRST CERTIFICATE OF OCCUPANCY

Street Trees. The Project Sponsor shall provide (and maintain existing) street trees as set forth in Code **Section 143**, and as determined appropriate by the Department and Department of Public Works.

Public Artwork

1. The Applicant shall install the public art generally as described in this Motion and make it available to the public. If the Zoning Administrator concludes that it is not feasible to install the work(s) of art within the time herein specified and the Project Sponsor provides adequate assurances that such works will be installed in a timely manner, the Zoning Administrator may extend the time for installation for a period of not more than twelve (12) months.

2. The Project Sponsor shall comply with Code **Section 149(b)** by providing a plaque or cornerstone identifying the architect, the artwork creator and the Project completion date in a publicly conspicuous location on the Project Site.

Garbage and Recycling. The Project Sponsor shall provide the garbage, recycling and composting areas as outlined above and contract for recycling and composting pickup.

**EXHIBIT 1 (Revised):
 MITIGATION MONITORING AND REPORTING PROGRAM
 (Includes Text for Adopted Mitigation and Improvement Measures)**

| MEASURES ADOPTED AS CONDITIONS OF APPROVAL | Responsibility for Implementation | Schedule | Monitoring/Report Responsibility | Status/Date Completed |
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| A. MITIGATION MEASURES FROM THE INITIAL STUDY, APPENDIX A OF THE DRAFT EIR | | | | |
| <i>Cultural and Paleontological Resources Mitigation Measures</i> | | | | |
| Mitigation Measure CUL-1: Subsurface Archeological Resources | | | | |
| <p>Based on a reasonable presumption that archaeological resources may be present within the project site, the following measures shall be undertaken to avoid any potentially significant adverse effect from the proposed project on buried or submerged archaeological resources. The project sponsor shall retain the services of a qualified archaeological consultant having expertise in California prehistoric and urban historical archaeology. The archaeological consultant shall undertake an archaeological testing program as specified below. In addition, the consultant shall be available to conduct an archaeological monitoring and/or data recovery program if required pursuant to this measure. The archaeological consultant's work shall be conducted in accordance with this measure and with the requirements of the project archaeological research design and treatment plan (Archeo-Tec, <i>Archaeological Research Design and Treatment Plan for the 935-965 Market Street Project</i>, July 2007) at the direction of the Environmental Review Officer (ERO). In instances of inconsistency between the requirement of the project archaeological research design and treatment plan and of this archaeological mitigation measure, the requirement of this archaeological mitigation measure shall prevail. All plans and reports prepared by the consultant as specified herein shall be submitted first and directly to the ERO for review and comment, and shall be considered draft reports subject to revision until final approval by the ERO. Archaeological monitoring and/or data recovery programs required by this measure could suspend construction of the project for up to a maximum of four weeks. At the direction of the ERO, the suspension of construction can be extended beyond four weeks only if such a suspension is the only feasible means to reduce to a less-than-significant level potential effects on a significant archaeological resource as defined in CEQA Guidelines Sect. 15064.5 (a)(c).</p> | Project Sponsor | Prior to issuance of demolition or excavation permits. | Project Sponsor shall retain archaeological consultant to undertake archaeological monitoring program in consultation with ERO. | Complete when Project Sponsor retains qualified archaeological consultant. |
| <p><i>Archaeological Testing Program.</i> The archaeological consultant shall prepare and submit to the ERO for review and approval an archaeological testing plan (ATP). The archaeological testing program shall be conducted in accordance with the approved ATP. The ATP shall identify the property types of the expected archaeological resource(s) that potentially could be adversely affected by the proposed project, the testing method to be used, and the</p> | ERO, archaeological consultant, and Project Sponsor | Following demolition, prior to excavation | Archeological consultant | Acceptance of final Archeological consultant report |

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| <p>locations recommended for testing. The purpose of the archaeological testing program will be to determine to the extent possible the presence or absence of archaeological resources and to identify and to evaluate whether any archaeological resource encountered on the site constitutes an historical resource under CEQA.</p> <p>At the completion of the archaeological testing program, the archaeological consultant shall submit a written report of the findings to the ERO. If, based on the archaeological testing program, the archaeological consultant finds that significant archaeological resources may be present, the ERO in consultation with the archaeological consultant shall determine if additional measures are warranted. Additional measures that may be undertaken include additional archaeological testing, archaeological monitoring, and/or an archaeological data recovery program. If the ERO determines that a significant archaeological resource is present and that the resource could be adversely affected by the proposed project, at the discretion of the project sponsor either:</p> <ul style="list-style-type: none"> A) The proposed project shall be re-designed so as to avoid any adverse effect on the significant archaeological resource; or B) A data recovery program shall be implemented, unless the ERO determines that the archaeological resource is of greater interpretive than research significance and that interpretive use of the resource is feasible. | | | | |
| <p><i>Archaeological Monitoring Program (AMP).</i> If the ERO in consultation with the archaeological consultant determines that an archaeological monitoring program shall be implemented, the archaeological monitoring program shall minimally include the following provisions:</p> <ul style="list-style-type: none"> • The archaeological consultant, project sponsor, and ERO shall meet and consult on the scope of the AMP reasonably prior to any project-related soils-disturbing activities commencing. The ERO in consultation with the archaeological consultant shall determine what project activities shall be archaeologically monitored. In most cases, any soils-disturbing activities, such as demolition, foundation removal, excavation, grading, utilities installation, foundation work, driving of piles (foundation, shoring, etc.), site remediation, etc., shall require archaeological monitoring because of the risk these activities pose to potential archaeological resources and to their depositional context; | The Project Sponsor and archaeological consultant | Prior to any soils disturbance. | Consultation with ERO on scope of AMP. | After consultation with and approval by ERO of AMP. |

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| <ul style="list-style-type: none"> The archaeological consultant shall advise all project contractors to be on the alert for evidence of the presence of the expected resource(s), of how to identify the evidence of the expected resource(s), and of the appropriate protocol in the event of apparent discovery of an archaeological resource; The archaeological monitor(s) shall be present on the project site according to a schedule agreed upon by the archaeological consultant and the ERO until the ERO has, in consultation with the project archaeological consultant, determined that project construction activities could have no effects on significant archaeological deposits; The archaeological monitor shall record and be authorized to collect soil samples and artifactual/ecofactual material as warranted for analysis; | | | | |
| <ul style="list-style-type: none"> If an intact archaeological deposit is encountered, all soils-disturbing activities in the vicinity of the deposit shall cease. The archaeological monitor shall be empowered to temporarily redirect demolition/excavation/pile-driving/ construction activities and equipment until the deposit is evaluated. If, in the case of pile-driving activity (foundation, shoring, etc.), the archaeological monitor has cause to believe that the pile-driving activity may affect an archaeological resource, the pile-driving activity shall be terminated until an appropriate evaluation of the resource has been made in consultation with the ERO. The archaeological consultant shall immediately notify the ERO of the encountered archaeological deposit. The archaeological consultant shall make a reasonable effort to assess the identity, integrity, and significance of the encountered archaeological deposit, and present the findings of this assessment to the ERO. <p>Whether or not significant archaeological resources are encountered, the archaeological consultant shall submit a written report of the findings of the monitoring program to the ERO.</p> | The archaeological consultant, Project Sponsor and project contractor | Monitoring of soils disturbing activities. | Archaeological consultant to monitor soils disturbing activities specified in AMP and immediately notify the ERO of any encountered archaeological resource. | Considered complete upon completion of AMP. |
| <p><i>Archaeological Data Recovery Program.</i> The archaeological data recovery program shall be conducted in accord with an archaeological data recovery plan (ADRP). The archaeological consultant, project sponsor, and ERO shall meet and consult on the scope of the ADRP prior to preparation of a draft</p> | Archaeological consultant in consultation with ERO | After determination by ERO that an archaeological data recovery program is | Archaeological consultant to prepare an ADRP in consultation with ERO. | Acceptance of ADRP by ERO; ongoing |

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| <p>ADRP. The archaeological consultant shall submit a draft ADRP to the ERO. The ADRP shall identify how the proposed data recovery program will preserve the significant information the archaeological resource is expected to contain. That is, the ADRP will identify what scientific/historical research questions are applicable to the expected resource, what data classes the resource is expected to possess, and how the expected data classes would address the applicable research questions. Data recovery, in general, should be limited to the portions of the historical property that could be adversely affected by the proposed project. Destructive data recovery methods shall not be applied to portions of the archaeological resources if nondestructive methods are practical.</p> <p>The scope of the ADRP shall include the following elements:</p> <ul style="list-style-type: none"> • <i>Field Methods and Procedures.</i> Descriptions of proposed field strategies, procedures, and operations. • <i>Cataloguing and Laboratory Analysis.</i> Description of selected cataloguing system and artifact analysis procedures. • <i>Discard and Deaccession Policy.</i> Description of and rationale for field and post-field discard and deaccession policies. • <i>Interpretive Program.</i> Consideration of an on-site/off-site public interpretive program during the course of the archaeological data recovery program. • <i>Security Measures.</i> Recommended security measures to protect the archaeological resource from vandalism, looting, and non-intentionally damaging activities. • <i>Final Report.</i> Description of proposed report format and distribution of results. • <i>Curation.</i> Description of the procedures and recommendations for the curation of any recovered data having potential research value, identification of appropriate curation facilities, and a summary of the accession policies of the curation facilities. | | required. | | |
| <p><i>Human Remains and Associated or Unassociated Funerary Objects.</i> The treatment of human remains and of associated or unassociated funerary objects discovered during any soils-disturbing activity shall comply with applicable State and Federal laws. This shall include immediate notification of</p> | Archaeological consultant or medical examiner | Discovery of human remains. | Notification of County Coroner and, as warranted, notification of | Considered complete on finding by ERO that all State |

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| <p>the Coroner of the City and County of San Francisco and in the event of the Coroner's determination that the human remains are Native American remains, notification of the California State Native American Heritage Commission (NAHC) who shall appoint a Most Likely Descendant (MLD) (Pub. Res. Code Sec. 5097.98). The archaeological consultant, project sponsor, and MLD shall make all reasonable efforts to develop an agreement for the treatment of, with appropriate dignity, human remains and associated or unassociated funerary objects (CEQA Guidelines, Sec. 15064.5(d)). The agreement should take into consideration the appropriate excavation, removal, recordation, analysis, custodianship, curation, and final disposition of the human remains and associated or unassociated funerary objects.</p> | | | NAHC. | <p>laws regarding human remains/burial objects have been adhered to, consultation with MLD is completed as warranted, and that sufficient opportunity has been provided to the archaeological consultant for scientific/historical analysis of remains/funerary objects.</p> |
| <p><i>Final Archaeological Resources Report.</i> The archaeological consultant shall submit a Draft Final Archaeological Resources Report (FARR) to the ERO that evaluates the historical significance of any discovered archaeological resource and describes the archaeological and historical research methods employed in the archaeological testing/monitoring/data recovery program(s) undertaken. Information that may put at risk any archaeological resource shall be provided in a separate removable insert within the final report.</p> | Archaeological consultant | Following completion of cataloguing, analysis, and interpretation of recovered archaeological data. | Preparation of FARR. | FARR is complete on review and approval of ERO. |
| <p>Once approved by the ERO, copies of the FARR shall be distributed as follows: California Archaeological Site Survey Northwest Information Center (NWIC) shall receive one (1) copy and the ERO shall receive a copy of the transmittal of the FARR to the NWIC. The Major Environmental Analysis division of the Planning Department shall receive three copies of the FARR along with copies of any formal site recordation forms (CA DPR 523 series) and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. In instances of high public interest in or the high interpretive value of the resource, the ERO may require a different final report content, format, and distribution than that presented above.</p> | Archaeological consultant | Following completion and approval of FARR by ERO. | Distribution of FARR after consultation with ERO. | Complete on certification to ERO that copies of FARR have been distributed. |

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| Air Quality Mitigation Measures | | | | |
| Mitigation Measure AQ-1: Temporary Construction-related emissions – Exhaust Particulates | | | | |
| The project sponsor shall require the construction contractor(s) to implement one or more additional measures to reduce construction exhaust emissions of PM ₁₀ . These measures include (but are not limited to) the use of late-model or retrofitted equipment; the use of PuriNO _x or other fuel additives; the use of ultra-low-sulfur fuel; and/or the use of PM ₁₀ particulate traps. | Project Sponsor/ Contractor | During all phases of construction | Project Sponsor/ Contractor | Complete at end of construction |
| Hazard and Hazardous Materials Mitigation Measures | | | | |
| Mitigation Measure HAZ-1: Hazardous Materials/Contaminated Soil | | | | |
| Step 1: Determination of Presence of Contaminated Soil The project site is located in an area of the city known to contain fill material from the 1906 Earthquake and Fire, and such fill may contain elevated concentrations of metal and petroleum hydrocarbons. Therefore, prior to approval of a building permit for the proposed project, the project sponsor shall hire a consultant to collect soil samples (borings) from areas on the site in which soil would be disturbed and test the soil samples for contamination (including substances such as total lead and petroleum hydrocarbons). The consultant shall analyze the soil borings as discrete, not composite samples. The consultant shall prepare a report that includes the results of the soil testing and a map that shows the locations from which the consultant collected the soil samples. The project sponsor shall submit the report on the soil testing for lead and petroleum hydrocarbons with the appropriate fee. These fees shall be charged pursuant to Section 31.47(c) of the San Francisco Administrative Code. DPH shall review the soil testing report to determine to whether soils on the project site are contaminated with lead or petroleum hydrocarbons at or above potentially hazardous levels. If DPH determines that the soils on the project site are not contaminated with lead or petroleum hydrocarbons at or above a potentially hazardous level, no further mitigation measures with regard to contaminated soils on the site would be necessary. | Project Sponsor / Hazards consultant / Department of Public Health | Prior to issuance of building permits allowing for excavation. | Project Sponsor shall retain hazards consultant to undertake soil borings in the area of disturbance, test for samples for contamination, and prepare a report | Complete when Project Sponsor retains qualified hazards consultant. |
| Step 2: Preparation of Site Mitigation Plan | Hazards consultant | After determination by | Hazards consultant to | |

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| <p>If based on the results of the soil tests conducted, DPH determines that the soils on the project site are contaminated with lead or petroleum hydrocarbons at or above potentially hazardous levels, the DPH shall determine if preparation of a Site Mitigation Plan (SMP) is warranted. If such a plan is requested by the DPH, the SMP shall include a discussion of the type and level of contamination of soils on the project site and mitigation measures for managing contaminated soils on the site, including, but not limited to: 1) the alternatives for managing contaminated soils on the site (e.g., encapsulation, partial or complete removal, treatment, recycling for reuse, or a combination); 2) the preferred alternative for managing contaminated soils on the site and a brief justification; and 3) the specific practices to be used to handle, haul, and dispose of contaminated soils on the site. The SMP shall be submitted to the DPH for review and approval. A copy of the SMP shall be submitted to the Planning Department to become part of the case file.</p> | in consultation with DPH | DPH that site mitigation plan is required. | prepare an SMP in consultation with DPH. | |
| <p>Step 3: Handling, Hauling, and Disposal of Contaminated Soils</p> <p>a. Specific work practices: If based on the results of the soil tests conducted, DPH determines that the soils on the project site are contaminated with petroleum hydrocarbons or lead at or above potentially hazardous levels, the construction contractor shall be alert for the presence of such soils during excavation and other construction activities on the site (detected through soil odor, color, and texture and results of on-site soil testing), and shall be prepared to handle, profile (i.e., characterize), and dispose of such soils appropriately (i.e., as dictated by local, state, and federal regulations, including OSHA work practices) when such soils are encountered on the site.</p> <p>b. Dust suppression: Soils exposed during excavation for site preparation and construction activities shall be kept moist throughout the time they are exposed, both during and after work hours.</p> <p>c. Surface water runoff control: Where soils are stockpiled, Visqueen (a type of polyethylene film) shall be used to create an impermeable liner, both beneath and on top of the soils, with a berm to contain any potential surface water runoff from the soil stockpiles during inclement weather.</p> <p>d. Soils replacement: If necessary, clean fill or other suitable material(s) shall be used to bring portions of the project site, where contaminated soils have been excavated and removed, up to construction grade.</p> | Construction Site Foreman | Monitoring of soils disturbing activities. | Construction Site Foreman to monitor soils disturbing activities specified in SMP and identify contaminated soils. Upon discovery follow regulations and BMPs for handling, hauling, and disposal. | |

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| e. Hauling and disposal: Contaminated soils shall be hauled off the project site by waste hauling trucks appropriately certified with the State of California and adequately covered to prevent dispersion of the soils during transit, and shall be disposed of at a permitted hazardous waste disposal facility registered with the State of California. | | | | |
| Step 4: Preparation of Closure/Certification Report After excavation and foundation construction activities are completed, the project sponsor shall prepare and submit a closure/certification report to DPH for review and approval. The closure/certification report shall include the mitigation measures in the SMP for handling and removing contaminated soils from the project site, whether the construction contractor modified any of these mitigation measures, and how and why the construction contractor modified those mitigation measures. | Project Sponsor | Upon completion of excavation and foundation construction activities | Project Sponsor submits a closure/certification report to DPH. | Upon review and approval by DPH. |
| B. MITIGATION MEASURES FROM THE DRAFT EIR | | | | |
| <i>Transportation Mitigation Measures</i> | | | | |
| M-TR-2: Establish a loading dock scheduling program for each retail tenant to limit loading of trucks greater than 30 feet to the hours between 10:00 PM and 6:00 AM every day; prohibit all truck loading to the proposed project between 3:00 PM and 6:00 PM due to the P.M peak period tow-away lane on northbound Sixth Street; prohibit retail tenants from using trucks longer than 45 feet; station a loading dock manager on site to help direct trucks of all sizes into and out of the loading dock, to control traffic on Stevenson Street at all times the loading dock is available for loading activity, and to implement and enforce the dock scheduling program; and work with the owners of other land uses on Stevenson Street to incorporate their loading activities in the loading dock when the proposed project's retail uses do not need the loading dock spaces, with the intent of providing safe off-street loading spaces to nearby land uses and minimizing double parking of trucks on Stevenson Street. | Project Sponsor, retail tenants | During project operation – ongoing. | Building manager; Retail tenants | Ongoing |
| <i>Air Quality Mitigation Measures</i> | | | | |
| M-AQ-2: Construction-Related Emissions To reduce the impact to a less-than-significant level, architectural coatings with an average VOC content of no more than 187 grams VOC per liter could be used. | Project Sponsor/ Contractor | Specified in final design drawings | Project Sponsor/ Contractor | Complete at end of construction |

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| C. MITIGATION MEASURES FROM THE DRAFT ENVIRONMENTAL IMPACT REPORT FOR WHICH FEASIBILITY HAS YET TO BE DETERMINED | | | | |
| <i>Transportation Mitigation Measures</i> | | | | |
| M-TR-1a: Traffic Operations Fifth and Stevenson Streets Intersection To reduce the impact to a less-than-significant level, install a traffic signal at the Fifth Street/Stevenson Street intersection. | SFMTA | At the discretion of SFMTA | SFMTA | If SFMTA determines this measure is feasible and implements it to improve intersection operation |
| M-TR-4: Traffic Operations Fifth and Mission Streets Intersection To reduce the impact to a less-than-significant level, extend the restriction on northbound and southbound left turns at the Fifth Street/Mission Street intersection to taxi and bus movements to improve intersection operating conditions from LOS E to LOS D. | SFMTA | At the discretion of SFMTA | SFMTA | If SFMTA determines this measure is feasible and implements it to improve intersection operation |
| D. IMPROVEMENT MEASURES FOR THE 935-965 MARKET STREET PROJECT (CITYPLACE) | | | | |
| I-TR-A: Transit | | | | |
| <ul style="list-style-type: none"> The project sponsor would request that the City (SFMTA and/or DPW) establish a right turn pocket on the westbound approach of the Sixth Street / Mission Street intersection. Creating a right turn pocket would require the removal of several on-street parking/loading spaces on the westbound approach of Mission Street to restripe the parking lane as a full-time right turn pocket. To maintain on-street loading facilities in the area, this would require the reconfiguration of adjacent regular metered parking spaces to yellow metered spaces to replace the existing loading spaces that would be removed to accommodate the turn pocket. The striping could be similar to what is currently installed at the westbound approach of Mission Street at Fifth Street. It should be noted that the creation of a right turn pocket would be considered by SFMTA once the proposed project is occupied. | Project Sponsor/SFMTA | 6 months prior to construction completion. | Project Sponsor to apply to SFMTA for the removal of two on-street parking spaces and restriping to be a full right turn pocket. | Prior to occupancy. |

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| I-TR-B: Transit | | | | |
| <ul style="list-style-type: none"> Establish a transit pass program that would offer tax incentives or benefits to retail employees who use transit to and from the proposed project, or otherwise implement the requirements of <i>Environment Code § 421</i>. | Project Sponsor/Building Manager | Prior to occupancy. | Building manager to work with retail tenants to establish a transit pass program. | Prior to occupancy. |
| I-TR-C: Parking | | | | |
| <ul style="list-style-type: none"> Install a sign stating "Parking Lot Full" on the rear of the building located at 995 Market Street, at the Sixth Street/Stevenson Street intersection. This sign would be used to warn patrons that the proposed project's parking garage is full and allow motorists to look for another parking facility near the project site, possibly without using Stevenson Street or the Fifth Street/Stevenson Street intersection. This sign would be affixed to the side of the building so that it is visible to oncoming vehicles on Sixth Street so drivers could read it and continue to other facilities without turning onto Stevenson Street. The project sponsor would make commercially reasonable efforts to work with nearby property owners to install a fixed sign. However, if this were not achievable, the project sponsor would install a permanent sign near the parking garage entrance that can be activated from inside the garage by parking garage operators. This sign would be used to warn patrons that the garage is full and redirect them to an additional parking facility near the proposed project site. This sign would be affixed to the side of the building so that it is visible to eastbound vehicles on Stevenson Street. | Project Sponsor | Prior to occupancy. | Project Sponsor to direct contractor to install a sign indicating parking lot full. DBI to inspect and confirm before Certificate of Occupancy. Building manager and loading dock manager to continue to operate sign | Prior to occupancy for installation; ongoing for continued operation. |
| I-TR-D: Loading | | | | |
| <ul style="list-style-type: none"> Educate the retail tenants about the limitations of Stevenson Street and the mitigation measure to restrict trucks between 30 and 45 feet to night hours (between 10:00 PM to 6:00 AM). | Project Sponsor, Building Manager | Prior to occupancy of each retail tenant space. | Building manager; Retail tenants | During project operation – ongoing. |
| I-TR-E: Loading | | | | |
| <ul style="list-style-type: none"> Make commercially reasonable efforts to work with adjacent tenants and property owners to establish an area-wide freight management system. | Project Sponsor, adjacent tenants and property owners | Prior to occupancy. | Project Sponsor, adjacent tenants and property owners | Prior to occupancy. |

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| I-TR-F: Loading | | | | |
| <ul style="list-style-type: none"> Make the proposed project's loading dock available at pre-specified times for adjacent land uses that would not coincide with the scheduled loading activities for the proposed project, e.g., between 10:00 PM and 6:00 AM. | Project Sponsor, adjacent tenants and property owners | Prior to occupancy. | Project Sponsor, adjacent tenants and property owners | During project operation – ongoing. |
| I-TR-G: Pedestrians | | | | |
| <ul style="list-style-type: none"> Install a pedestrian warning system near the project driveway and loading docks to caution pedestrians on Stevenson Street when a driver approaches the exit. This device should be selected and positioned in such a way as to minimize any noise impacts to nearby residents. | Project Sponsor and contractor | Prior to occupancy. | Project Sponsor to direct contractor to install a pedestrian warning system near the project driveways to caution pedestrians on Sutter Street when a driver approaches the exit. DBI to inspect and confirm before Certificate of Occupancy. | Prior to occupancy. |
| I-TR-H: Pedestrians | | | | |
| <ul style="list-style-type: none"> Install mirrors on both sides of the driveway opening and loading dock opening to provide a line-of-sight for pedestrians and drivers. | Project Sponsor and contractor | Prior to occupancy | Project Sponsor to direct contractor to install mirrors on both sides of the driveway opening. DBI to inspect and see before Certificate of Occupancy. | Prior to occupancy. |
| I-TR-I: Pedestrians | | | | |
| <ul style="list-style-type: none"> Pursuant to the <i>San Francisco Better Streets Plan</i>, install signage on Stevenson Street alerting drivers to the unique pedestrian nature of the street. | Project Sponsor/DPT | Prior to occupancy | DPT to direct Project sponsor to install city-approved signage on Stevenson Street. DPT to inspect before Certificate of Occupancy. | Prior to occupancy. |

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| I-TR-J: Bicycle | | | | |
| <ul style="list-style-type: none"> Maintain the bicycle storage facilities on the top level of the garage or relocate to street level, and provide convenient and direct access to these facilities. | Project Sponsor and contractor | Prior to occupancy. | Project sponsor to direct architects to relocate bicycle parking facilities on building plans. | Prior to issuance of building permit. |
| I-TR-K: Parking | | | | |
| <ul style="list-style-type: none"> Install parking space counters on each public parking level to direct drivers to available parking spaces. | Project sponsor and contractor | Prior to occupancy. | Project sponsor to direct contractor to install parking space counters at each parking level to efficiently direct patrons to parking level with available spaces. DBI to inspect and confirm before Certificate of Occupancy. | Prior to occupancy. |
| I-TR-L: Parking | | | | |
| <ul style="list-style-type: none"> In conjunction with the proposed "Parking Lot Full" sign, provide real-time notification before entering the garage on the number of available spaces. | Project Sponsor and contractor | Prior to occupancy. | Project Sponsor to direct contractor to upgrade the proposed sign indicating parking lot full (see Improvement Measure I-TR-C) by adding real-time information on available spaces. DBI to inspect and confirm before Certificate of Occupancy. | Prior to occupancy. |
| I-TR-M: Parking | | | | |
| <ul style="list-style-type: none"> Provide direction to other nearby facilities via signs, a website, or map handouts, should substantial queues occur on a consistent basis. | Project Sponsor/Building Manager | Ongoing | Project Sponsor to monitor use of parking facility and disseminate | When parking demand exceeds available spaces |

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| I-TR-N: Parking | | | | |
| <ul style="list-style-type: none"> Provide valet parking for customers during seasonal demand peaks, at the discretion of the parking garage owner. | Project Sponsor/Building Manager | Prior to occupancy. | Project Sponsor and Building Manager to contract with a valet parking service. | information regarding nearby parking facilities. and substantial queues develop during operation. When parking demand exceeds available spaces and substantial queues develop during operation. |
| I-TR-O: Loading | | | | |
| <ul style="list-style-type: none"> Prohibit the retail tenants from using trucks larger than 45 feet to deliver goods to the proposed project. If they cannot use smaller trucks, the retail tenants would be advised that they cannot safely enter Stevenson Street and should plan to use the Market Street loading bays. Retailers would also be advised that in the event these bays are taken, deliveries to the site cannot be made safely or legally, as double-parking on any of the streets surrounding the site is prohibited. | Project Sponsor/Building Manager/Loading Dock Manager | Prior to occupancy. | Building Manager and Loading Dock Manager | During project operation – ongoing. |
| I-TR-P: Loading | | | | |
| <ul style="list-style-type: none"> Should a truck larger than 45 feet access Stevenson Street at any time, the project's loading dock supervisor should direct these trucks to either attempt to load from the Market Street zones (if available) or to off-load merchandise and goods at another location, transfer them to smaller trucks, and return to use the loading dock. If using smaller trucks is not a viable option, the retail tenants would be encouraged to use the loading zones on Market Street to reduce the potential for double-parking along Stevenson Street. | Project Sponsor, Building Manager/Loading Dock Manager | During project operation – ongoing. | Project Sponsor, Building Manager/Loading Dock Manager | During project operation – ongoing. |
| I-TR-Q: Loading | | | | |
| <ul style="list-style-type: none"> Should a truck between 30 and 45 feet access Stevenson Street between the hours of 6:00 AM and 10:00 PM, the project's loading dock supervisor should direct these trucks to either attempt to load from the Market Street zones (if available) or to off-load merchandise and goods at another location, transfer to smaller trucks and return to | Project Sponsor, Building Manager/Loading Dock Manager | During project operation – ongoing. | Project Sponsor, Building Manager/Loading Dock Manager | During project operation – ongoing. |

| EXHIBIT 1 (Revised): MITIGATION MONITORING AND REPORTING PROGRAM (Includes Text for Adopted Mitigation and Improvement Measures) | | | | |
|---|--|--|---|---|
| MEASURES ADOPTED AS CONDITIONS OF APPROVAL | Responsibility for Implementation | Schedule | Monitoring/Report Responsibility | Status/Date Completed |
| use the loading dock. If using smaller trucks is not a viable option, the retail tenants would be encouraged to use the loading zones on Market Street to reduce the potential for double-parking along Stevenson Street | | | | |
| I-TR-R: Loading | | | | |
| <ul style="list-style-type: none"> Provide loading dock personnel to assist in directing large trucks (30 feet or greater) onto Stevenson Street from Sixth Street, into and out of the loading dock, and safely onto Fifth Street, when deemed necessary by the loading dock manager. | Project Sponsor, Building Manager/Loading Dock Manager | During project operation – ongoing. | Project Sponsor, Building Manager/Loading Dock Manager | During project operation – ongoing. |
| I-TR-S: Construction | | | | |
| <ul style="list-style-type: none"> Coordinate construction activities with the projects planned at 1066 Market, 1036 Mission, and 575 Jessie (and any others near the project site) to identify any potential conflicts between truck routes or construction traffic control, to reduce traffic congestion and transit disruption. | Project Sponsor/Construction contractor | Prior to issuance of building permits. | Project Sponsor will submit a Traffic Control Plan to DPT for review. | Complete when DPT approves Traffic Control Plan. |
| I-TR-T: Construction | | | | |
| <ul style="list-style-type: none"> Submit project plans to BART for permit and plan review. | Project Sponsor/BART | Prior to issuance of building permits. | Project Sponsor will submit plans to BART for permit and plan review. | Complete when BART reviews plans and provides feedback. |