



SAN FRANCISCO PLANNING DEPARTMENT

Executive Summary SECTION 309 DETERMINATION OF COMPLIANCE OFFICE ALLOCATION SECTION 295 FINDINGS

HEARING DATE: DECEMBER 6, 2012

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Date: November 19, 2012
Case No.: **2007.0456EBKXV**
Project Address: **181 Fremont Street**
Project Site Zoning: C-3-O (SD) (Downtown, Office: Special Development)
700-S-2 Height and Bulk District
Transit Center C-3-O (SD) Commercial Special Use District
Transbay C-3 Special Use District
Block/Lot: 3719/010, 011 (181 Fremont Street)
Project Sponsor: SKS Fremont Managing Member, LLC
c/o Daniel Kingsley
601 California Street, Suite 1310
San Francisco, CA 94108
Staff Contact: Kevin Guy – (415) 558-6163
kevin.guy@sfgov.org
Recommendation: **Approval with Conditions**

PROJECT DESCRIPTION

The Project would demolish an existing three-story building and an existing two-story building, and construct a 52-story building reaching a roof height of approximately 700 feet with a decorative screen reaching a maximum height of approximately 745 feet and a spire reaching a maximum height of approximately 800 feet, containing approximately 404,000 square feet of office uses, approximately 74 dwelling units, approximately 2,000 square feet of retail space, and approximately 68,000 square feet of subterranean area with off-street parking, loading, and mechanical space. The Project also includes a bridge to the future elevated City Park situated on top of the Transit Center.

The Project Site is located within the Transit Center District Plan (TCDP) area. The City adopted the TCDP and related implementing ordinances in August 2012. Initiated by a multi-year public and cooperative interagency planning process that began in 2007, the Plan is a comprehensive vision for shaping growth on the southern side of Downtown. Broadly stated, the goals of the TCDP are to focus regional growth toward downtown San Francisco in a sustainable, transit-oriented manner, sculpt the downtown skyline, invest in substantial transportation infrastructure and improvements to streets and open spaces, and expand protection of historic resources. Adoption of the Plan included height

reclassification of numerous parcels in the area to increase height limits, including the subject property, which was reclassified from a 350-foot height limit to a 700-foot height limit.

SITE DESCRIPTION AND PRESENT USE

The Project Site is an irregularly shaped property formed by two parcels measuring a total of 15,313 square feet, located on the east side of Fremont Street, between Mission and Howard Streets. The Project Site is within the C-3-O (SD) District, the 700-S-2 Height and Bulk District, the Transit Center C-3-O (SD) Commercial Special Use District, and the Transbay C-3 Special Use District. The Project Site is presently occupied by a two-story building and a three-story building containing approximately 43,000 square feet of office uses.

SURROUNDING PROPERTIES & NEIGHBORHOOD

The Project Site is located in an area characterized by dense urban development. There are many high-rise structures containing dwellings, offices and other commercial uses. The Project Site is surrounded by a number of high-rise buildings. The Millennium (301 Mission Street) is a residential development consisting of a 60-story residential building and an 11-story tower, located to the north. 50 Beale Street (a 23-story office building), 45 Fremont Street (a 34-story office building) and 50 Fremont Street (a 43-story office building) are situated further to the north. 199 Fremont street (a 27-story office building) is located immediately to the east. There are numerous smaller commercial buildings in the area as well. The future Transit Center is currently under construction immediately adjacent to the Project Site to the north. The Transit Center is planned to accommodate local and inter-city bus service, as well as Caltrain and California High Speed Rail service. The roof of the Transit Center will also feature a 5.4-acre public park called "City Park."

The Project Site is located within the Transit Center District Plan (TCDP) area. The City adopted the TCDP and related implementing ordinances in August 2012. Initiated by a multi-year public and cooperative interagency planning process that began in 2007, the Plan is a comprehensive vision for shaping growth on the southern side of Downtown. Broadly stated, the goals of the TCDP are to focus regional growth (particularly employment growth) toward downtown San Francisco in a sustainable, transit-oriented manner, sculpt the downtown skyline, invest in substantial transportation infrastructure and improvements to streets and open spaces, and expand protection of historic resources.

ENVIRONMENTAL REVIEW

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

On November 9, 2012, the Planning Department, in a Community Plan Exemption certificate, determined that the proposed application did not require further environmental review under Section 15183 of the CEQA Guidelines and Public Resources Code Section 21083.3. The Project is consistent with the adopted zoning controls in the Transit Center District Plan and was encompassed within the analysis contained in the Transit Center District Plan Final EIR.

HEARING NOTIFICATION REQUIREMENTS

TYPE	REQUIRED PERIOD	REQUIRED NOTICE DATE	ACTUAL NOTICE DATE	ACTUAL PERIOD
Classified News Ad	20 days	November 16, 2012	November 16, 2012	20 days
Posted Notice	20 days	November 16, 2012	November 14, 2012	22 days
Mailed Notice	10 days	November 26, 2012	November 16, 2012	20 days

PUBLIC COMMENT

The Department has received several letters in support from organizations and business owners in the area which praise the transit-oriented, mixed-use nature of the Project, as well as the fee revenues which will be generated. To date, the Department has received no communications in opposition to the Project.

ISSUES AND OTHER CONSIDERATIONS

- **Transit Center District Plan.** In general, the downtown core of San Francisco offers relatively few remaining opportunity sites for dense development. The TCDP seeks to maximize development intensity at these remaining opportunity sites. While the TCDP emphasizes the importance of developing employment uses, the Plan also recommends the development of residential uses in order to meet housing needs, diversify and balance the mix of land uses in the area, and create vitality outside of business hours. The Plan seeks to address issues of regional sustainability and traffic congestion by focusing growth within an intense, urban context in an area supported by abundant existing and planned transit services, as well as retail and service amenities. The project implements this vision through the construction of 404,000 square feet of office uses and 74 dwelling units within walking distance of the Downtown Core, the future Transit Center, and the Market Street transit spine.
- **City Park Connection.** The Project includes a bridge at the fifth floor connecting to the future City Park, as well as a publicly-accessible elevator allowing visitors to reach City Park from Fremont Street through the building. In addition, the fifth floor includes a retail space that will help to enliven and activate City Park.
- **Shadow Impacts.** Section 295 (also known as Proposition K from 1984) requires that the Planning Commission disapprove any building permit application to construct a structure that will cast shadow on property under the jurisdiction of the Recreation and Park Department, unless it is determined that the shadow would not have an adverse impact on park use. In 1989, the Planning Commission and the Recreation and Park Commission adopted criteria for the implementation of Section 295, which included the adopting of Absolute Cumulative Shadow Limits (ACLs) for certain parks in and around the Downtown core.

On October 11, 2012, the Planning Commission and the Recreation and Park Commission held joint public hearing and raised the absolute cumulative shadow limits for seven open spaces under the jurisdiction of the Recreation and Park Department that could be shadowed by likely cumulative development sites in the Transit Center District Plan Area, including the Project.

A technical memorandum, prepared by Environmental Science Associates, concluded that the Project would cast approximately 2,131 square-foot-hours of new shadow on Union Square, equal to approximately 0.001% of the theoretically available annual sunlight ("TAAS") on Union Square. Approval of the Project is therefore subject to approval under the procedures of Planning Code Section 295 (also known as "Prop K") by the Recreation & Parks and Planning Commissions. The new shadow would generally occur in the early morning hours (at approximately 7:25am), would occur for a very limited amount of time for approximately two weeks per year (the week of April 26th and the week of August 16th), for no more than five minutes on any given day, and would fall within an extremely limited area of the park, infilling a narrow sunny band of area situated between two large shaded areas.

On November 15, 2012, the Recreation and Park Commission held a public hearing and adopted a resolution recommending that the General Manager of the Recreation & Park Department recommend to the Planning Commission that the shadows cast by the Project on Union Square are not adverse to the use of the park, and that the Planning Commission allocate to the Project allowable shadow from the absolute cumulative shadow limit for Union Square.

- **Planning Code Exceptions.** The project does not strictly conform to several aspects of the Planning Code. As part of the Section 309 review process, the Commission may grant exceptions from certain requirements of the Planning Code for projects that meet specified criteria. The Project requests exceptions regarding "Separation of Towers" (Section 132.1), "Streetwall Base" (Section 132.1), "Rear Yard" (Section 134), "Limitations on Residential Accessory Parking" (Section 151.1), "Reduction of Ground-Level Wind Currents in C-3 Districts" (Section 148), "General Standards for Off-Street Parking and Loading" to create a curb cut on Fremont Street (Section 155), and "Unoccupied Building Height" (Section 260(b)). Compliance with the specific criteria for each exception is summarized below, and is described in the attached draft Section 309 motion.

- **Streetwall Base.** In order to establish an appropriate street wall in relation to the width of the street and to adjacent structures, buildings within the C-3-O(SD) District must establish a streetwall a height between 50 and 110 feet, through the use of a horizontal setback. The Project does not incorporate a literal setback, however, the Commission may approve other designs that fulfill the intent of the streetwall base requirements.

The Project exterior consists of a glass curtain wall expressed as a series of faceted planes, anchored within the diagonal framework of a strongly-expressed exoskeletal structure. Within each of the faceted planes, the overlapping rows of glazing add richness and verticality to the overall composition. The tall ground floor and mezzanine levels are expressed distinctly from the floors above, with the exoskeletal structure anchored to the site at the corners, framing a gracious expanse of clear glazing into the lobby and retail spaces in the interior. This treatment creates a clearly-defined pedestrian realm which is distinct from the tower above. Furthermore, the building gradually tapers away from the sidewalk throughout the height of the building, reducing the apparent height and massing of the building when viewed from points immediately below.

- **Separation of Towers.** In order to preserve the openness of the street to the sky and to provide light and air between structures, building within "S-2" Bulk District must adhere to setbacks from interior property lines. Along interior property lines, building must provide a minimum setback of 15 feet above the base, with the setback increasing along a sloping line for building heights above 300 feet, to a

maximum setback of 35 feet for building heights above 550 feet. The Project encroaches within this setback line along the northern, eastern, and southern property lines, however, an exception may be granted by the Commission if the design of the Project meets certain criteria that fulfill the intent of the tower separation requirements.

The Planning Code states that exceptions may be allowed to the extent that it is determined that restrictions on adjacent properties make it unlikely that development will occur at a height or bulk which will impair access to light and air or the appearance of separation between buildings. The Code specifically states that, for development on certain blocks (including the subject property) that are situated adjacent to the Transit Center, the minimum setback shall be partially or fully reduced. The width of the Transit Center and City Park itself will provide separation between the Project and the future development of taller buildings to the north, satisfying the intent of these requirements along the northern property line.

The east elevation of the Tower faces the existing building at 199 Fremont Street, as well as the existing Poetry Garden open space. Along the southerly property line, the Project is separated from the adjacent "Town Hall" restaurant building by another portion of the Poetry Garden. This low-rise building is an historic resource with generous frontage along Fremont and Howard Streets, providing ample access to light and air. Given that the adjacent buildings and open spaces are unlikely to be demolished in the near future, and that these adjacent buildings are provided with adequate light, air, and separation, exceptions to the interior property line separation requirements are appropriate along the eastern and southern property lines.

- **Ground Level Wind Currents.** The Code requires that new buildings in C-3 Districts must be designed so as not cause ground-level wind currents to exceed specified comfort levels. When preexisting ambient wind speeds exceed the comfort levels, new buildings must be designed to attenuate ambient wind speeds to meet the specified comfort level. According to the wind analysis prepared for the project, none of the test points in the vicinity currently exceed the pedestrian comfort level, and five of the test points exceed the seating area comfort level. Construction of the project would not create any new exceedances of the pedestrian comfort levels, but would create three new exceedances of the seating area comfort levels in possible seating areas. An exception to these requirements may be granted if the building cannot be shaped to meet the requirements without creating an ungainly building form and unduly restricting the development potential of the building site.

The Project would result in relatively modest changes in ground-level winds. The average wind speed would increase slightly from 6 to 7 mph. Increases at specific test locations where new exceedances occur would be minor, ranging from 1 to 4 mph. The Project cannot be shaped or incorporate wind-baffling measures that would reduce the wind speeds. It should be noted that the wind-tunnel testing did not account for landscaping. However, both the Poetry Garden and the future City Park are planned to include landscaping which would attenuate winds and would offset the relatively minor increases in wind speeds at the seating areas.

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

Street, a complying rear yard would be situated toward the easterly portion of the lot. The distance between the building and the rear property line varies due to the tapering nature of the building design, and the irregular shape of the lot. At all residential levels (39th floor through 52nd floor), the Project is taller than all other existing and planned development on adjacent properties. It is unlikely that these adjacent properties would be redeveloped in the foreseeable future. Therefore, adequate light and separation will be provided for residential units within the Project.

- **Residential Accessory Parking.** The Planning Code does not require that residential uses in the C-3-O (SD) District provide off-street parking, but allows up to .25 spaces per dwelling unit as-of-right. Residential uses may provide up to .75 spaces per dwelling unit (or up to one car for each dwelling unit with at least two bedrooms and at 1,000 square feet of floor area), if the Commission makes specific findings that the parking is provided in a space-efficient manner, that the additional parking will not adversely affect pedestrian, bicycle, and transit movement, that the parking will not degrade the quality of the streetscape, and that free carshare memberships will be provided to households in the project.

The Project proposes up to one space per dwelling unit, to serve the two- and three-bedroom residential units in the building. The parking will be provided either in stackers or a valet configuration, and will be situated within an underground garage that is not visible from the street. Given the proximity of the Project Site to the employment opportunities and retail services of the Downtown Core, it is expected that residents will prioritize walking, bicycle travel, or transit use over private automobile travel. In addition, the placement of parking in valet and stacker configurations will discourage frequent use of vehicles for shorter trips.

- **Unoccupied Building Height.** Buildings which exceed 550 feet in the S-2 Bulk District may include unenclosed, unoccupied architectural features that extend above the height limit if the Commission determines that such features fulfill certain design criteria. Specifically, such elements should be designed as integral components of the building design, enhance both the overall silhouette of the building and the City skyline by producing an elegant and unique building top, achieve overall design excellence, and should not add substantial amounts of shadow to public open spaces.

The top of the building is finished with a sculptural mechanical screen and spire that express the language of the angular, faceted facade planes and structural framing found on the tower below. The TCDP envisions that, within the larger context of the future skyline created by the increased building heights in the Plan area, the Project will contribute to the “downtown mound”, the cluster of tall structures that will define the apex of the skyline, anchored by the Transbay Tower as the tallest point. This form serves to break the existing plateau of the existing skyline with several towers visible as spires rising above other buildings in the area. In addition, this form marks the public significance of the adjacent Transit Center as a local, regional, and statewide transportation hub. As a design component of the Project, the crown creates an elegant and distinct termination to the building, and contributes to the slender proportions of the overall tapered building form. Given that these features are not fully solid, and are comprised of relatively narrow structural elements, they would not contribute substantial amounts of additional shadow to open spaces in the vicinity. In addition, because the sun is a disc rather than a single point in the sky, sunlight can “pass around” such narrow elements of buildings resulting in a diffuse shadow line (rather than a hard-edged shadow) at points distant from the Project.

- **Dwelling Unit Exposure Variance.** The project requests a Variance from dwelling unit exposure requirements of the Planning Code. Section 140 requires that at least one room of all dwelling units face onto a public street, a rear yard, or other open area that meets minimum requirements for dimensions. Approximately one-fourth of the dwelling units have exposure onto Fremont Street, and therefore comply with the requirements of Section 140. Units on the north, east, and south sides of the building at each of the residential floors are situated near the property line, and do not face open areas on-site that meet the required minimum dimensions specified by Section 140. The units facing north would overlook the area of the future City Park. The units facing east and south would overlook either the existing Poetry Garden on the property at 199 Fremont Street, or over existing buildings that are developed at heights well below the height of the proposed residential units.

REQUIRED ACTIONS

In order for the project to proceed, the Commission must 1) Adopt Findings under the California Environmental Quality Act; 2) Adopt Findings that new shadows that the Project would cast on Union Square would not be adverse to the use of the park, and allocate Absolute Cumulative Shadow Limit to the Project (Planning Code Section 295); 3) Determine that the project complies with Planning Code Section 309, granting requests for exceptions as discussed under "Issues and Other Considerations Above"; and 4) Allocate office square footage under the 2012-2013 annual office development limitation program pursuant to Sections 320 through 325 of the Planning Code. In addition, the Zoning Administrator would need to grant Variances from dwelling unit exposure requirements of Section 140.

BASIS FOR RECOMMENDATION

- The project will add employment and housing opportunities within an intense, walkable urban context.
- The project meets the goals and objectives of the TCDP to focus development near the future Transit Center and other high-level transit service.
- The Project will generate substantial revenues that will contribute to the development of transportation infrastructure, including the Transit Center and the Downtown Rail Extension, and other improvements envisioned by the TCDP.
- Employees and residents would be able to walk or utilize transit to commute and satisfy convenience needs without reliance on the private automobile. This pedestrian traffic will activate the sidewalks and open space areas in the vicinity.
- The project includes a publicly-accessible bridge connection and adjacent retail space that will connect and activate the adjacent City Park.
- The height and stature of the Project is proposed as was envisioned in the TCDP, which contributes to the prominent peak of taller towers to mark the significant of the Transit Center as a key transportation hub, and to sculpt the skyline.
- The project meets all applicable requirements of the Planning Code, aside from the exceptions requested pursuant to Planning Code Section 309 and the requested Variance.

RECOMMENDATION: Approval with Conditions
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Attachments:

Draft Section 309 Motion, including Mitigation, Monitoring, and Reporting Program

Draft Office Allocation Motion

Draft Section 295 Motion

Community Plan Exemption

Block Book Map

Aerial Photograph

Zoning District Map

Graphics Package from Project Sponsor

Letter from Transbay Joint Powers Authority (dated November 16, 2012) re: Bridge Connection

Brief from Project Sponsor, including Sample Letters in Support of Project

Exhibit Checklist

- | | |
|---|---|
| <input checked="" type="checkbox"/> Executive Summary | <input checked="" type="checkbox"/> Project sponsor submittal |
| <input checked="" type="checkbox"/> Draft Motion | Drawings: <u>Existing Conditions</u> |
| <input checked="" type="checkbox"/> Environmental Determination | <input checked="" type="checkbox"/> Check for legibility |
| <input checked="" type="checkbox"/> Zoning District Map | Drawings: <u>Proposed Project</u> |
| <input checked="" type="checkbox"/> Height & Bulk Map | <input checked="" type="checkbox"/> Check for legibility |
| <input checked="" type="checkbox"/> Parcel Map | |
| <input checked="" type="checkbox"/> Sanborn Map | |
| <input checked="" type="checkbox"/> Aerial Photo | |
| <input checked="" type="checkbox"/> Context Photos | |
| <input checked="" type="checkbox"/> Site Photos | |

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

Planner's Initials

KMG: G:\Documents\Projects\181 Fremont\Actions\2007.0456EBKXV- 181 Fremont - Exec Sum.DOCX



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

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Planning Commission Draft Motion Section 309

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ADOPTING FINDINGS RELATED TO THE APPROVAL OF A SECTION 309 DETERMINATION OF COMPLIANCE AND REQUEST FOR EXCEPTIONS FOR SEPARATION OF TOWERS (PLANNING CODE SECTION 132.1), STREETWALL BASE (PLANNING CODE SECTION 132.1), REAR YARD (PLANNING CODE SECTION 134), REDUCTION OF GROUND-LEVEL WIND CURRENTS IN C-3 DISTRICTS (PLANNING CODE SECTION 148), LIMITATIONS ON RESIDENTIAL ACCESSORY PARKING (PLANNING CODE SECTION 151.1), GENERAL STANDARDS FOR OFF-STREET PARKING AND LOADING (PLANNING CODE SECTION 155(r)), AND UNOCCUPIED BUILDING HEIGHT (PLANNING CODE SECTION 260(b)), FOR A PROJECT TO DEMOLISH AN EXISTING THREE STORY BUILDING AND AN EXISTING TWO-STORY BUILDING AND CONSTRUCT A NEW 52-STORY BUILDING REACHING A MAXIMUM HEIGHT OF APPROXIMATELY 700 FEET, WITH A DECORATIVE SCREEN REACHING A MAXIMUM HEIGHT OF APPROXIMATELY 745 FEET AND A SPIRE REACHING A MAXIMUM HEIGHT OF APPROXIMATELY 800 FEET, CONTAINING APPROXIMATELY 404,000 SQUARE FEET OF OFFICE USES, APPROXIMATELY 74 DWELLING UNITS, APPROXIMATELY 2,000 SQUARE FEET OF RETAIL SPACE, AND APPROXIMATELY 68,000 SQUARE FEET OF SUBTERRANEAN AREA WITH OFF-STREET PARKING, LOADING, AND MECHANICAL SPACE, AND ADOPTING FINDINGS UNDER THE

CALIFORNIA ENVIRONMENTAL QUALITY ACT. THE PROJECT SITE IS LOCATED WITHIN THE C-3-O(SD) (DOWNTOWN OFFICE, SPECIAL DEVELOPMENT) DISTRICT, THE 700-S-2 HEIGHT AND BULK DISTRICT, THE TRANSIT CENTER C-3-O(SD) COMMERCIAL SPECIAL USE DISTRICT, AND THE TRANSBAY C-3 SPECIAL USE DISTRICT.

PREAMBLE

On March 7, 2012, SKS Fremont Managing Member, LLC ("Project Sponsor"), submitted a request (Case No. 2007.0456X) with the City and County of San Francisco Planning Department ("Department") for a Determination of Compliance pursuant to Section 309 with requested Exceptions from Planning Code ("Code") requirements for "Separation of Towers", "Streetwall Base", "Rear Yard", "Limitations on Residential Accessory Parking", "Reduction of Ground-Level Wind Currents in C-3 Districts", "General Standards for Off-Street Parking and Loading" to create a curb cut on Fremont Street, and "Unoccupied Building Height" to demolish an existing three-story building and an existing two-story building, and to construct a 52-story building reaching a roof height of approximately 700 feet with a decorative screen reaching a maximum height of approximately 745 feet and a spire reaching a maximum height of approximately 800 feet, containing approximately 404,000 square feet of office uses, approximately 74 dwelling units, approximately 2,000 square feet of retail space, and approximately 68,000 square feet of subterranean area with off-street parking, loading, and mechanical space, located at 181 Fremont Street ("Project Site"), within the C-3-O (SD) (Downtown Office, Special Development) District, the 700-S-2 Height and Bulk District, and the Transit Center C-3-O(SD) Commercial Special Use District (collectively, "Project").

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

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

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

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

The environmental effects of the Project were determined by the Department to have been fully reviewed under the Transit Center District Plan Environmental Impact Report (hereinafter "EIR"). The EIR was prepared, circulated for public review and comment, and, at a public hearing on May 24, 2012, by Motion

No. 18628, certified by the Commission as complying with the California Environmental Quality Act (Cal. Pub. Res. Code Section 21000 et seq., (hereinafter "CEQA"). The Commission has reviewed the Final EIR, which has been available for this Commissions review as well as public review.

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

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

On November 9, 2012, the Department determined that the proposed application did not require further environmental review under Section 15183 of the CEQA Guidelines and Public Resources Code Section 21083.3. The Project is consistent with the adopted zoning controls in the Transit Center District Plan and was encompassed within the analysis contained in the Transit Center District Plan Final EIR. Since the Transit Center District Plan Final EIR was finalized, there have been no substantial changes to the Transit Center District Plan and no substantial changes in circumstances that would require major revisions to the Final EIR due to the involvement of new significant environmental effects or an increase in the severity of previously identified significant impacts, and there is no new information of substantial importance that would change the conclusions set forth in the Final EIR. The file for this project, including the Transit Center District Plan Final EIR and the Community Plan Exemption certificate, is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, San Francisco, California.

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

On March 7, 2012, the Project Sponsor applied for an allocation of 364,000 square feet of net additional office space (subtracting the area of existing office space uses to be demolished on the site) to the Project pursuant to Sections 320 through 325 (Annual Office Development Limitation Program) (Case No.

2012.0257B). The application was subsequently amended to request an allocation of 361,038 square feet of net additional office space to the Project.

On November 2, 2012, the Project Sponsor applied for a Variance from the requirements of Section 140 (Dwelling Unit Exposure).

On December 12, 2011, the Project Sponsor submitted a request for review of a development exceeding 40 feet in height, pursuant to Section 295, analyzing the potential shadow impacts of the Project to properties under the jurisdiction of the Recreation and Parks Department (Case No. 2007.0456K). Department staff prepared a shadow fan depicting the potential shadow cast by the development and concluded that the Project could have a potential impact to properties subject to Section 295. A technical memorandum, prepared by Environmental Science Associates, concluded that the Project would cast approximately 2,131 square-foot-hours of new shadow on Union Square, equal to approximately 0.0005% of the theoretically available annual sunlight ("TAAS") on Union Square.

On February 7, 1989, the Recreation and Park Commission and the Planning Commission adopted criteria establishing absolute cumulative limits ("ACL") for additional shadows on fourteen parks throughout San Francisco (Planning Commission Resolution No. 11595), as set forth in a February 3, 1989 memorandum (the "1989 Memo"). The ACL for each park is expressed as a percentage of the Theoretically Available Annual Sunlight ("TAAS") on the Park (with no adjacent structures present).

On October 11, 2012, the Planning Commission and the Recreation and Park Commission held a duly noticed joint public hearing and adopted Planning Commission Resolution No. 18717 and Recreation and Park Commission Resolution No. XXXXX amending the 1989 Memo and raising the absolute cumulative shadow limits for seven open spaces under the jurisdiction of the Recreation and Park Department that could be shadowed by likely cumulative development sites in the Transit Center District Plan ("Plan") Area, including the Project. In revising these ACLs, the Commissions also adopted qualitative criteria for each park related to the characteristics of shading within these ACLs that would not be considered adverse, including the duration, time of day, time of year, and location of shadows on the particular parks. Under these amendments to the 1989 Memo, any consideration of allocation of "shadow" within these newly increased ACLs for projects must be consistent with these characteristics. The Commissions also found that the "public benefit" of any proposed project in the Plan Area should be considered in the context of the public benefits of the Transit Center District Plan as a whole.

On November 15, 2012, the Recreation and Park Commission held a duly noticed public hearing and adopted Recreation and Park Commission Resolution No. XXXXX recommending that the General Manager of the Recreation & Park Department recommend to the Planning Commission that the shadows cast by the Project on Union Square are not adverse to the use of the park, and that the Planning Commission allocate to the Project allowable shadow from the absolute cumulative shadow limit for Union Square.

On December 6, 2012, the Planning Commission held a duly noticed public hearing and adopted Motion No. XXXXX, finding that the shadows cast by the Project on Union Square would not be adverse to the use of the park, and allocating ACLs to the Project for Union Square.

The Planning Commission has reviewed and considered reports, studies, plans and other documents pertaining to the Project.

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

On December 6, 2012, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Case No. 2007.0456EBKXV. 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, the Planning Department staff, and other interested parties.

MOVED, that the Commission hereby approves the Section 309 Determination of Compliance and Request for Exceptions requested in Application No. 2007.0456X for the Project, subject to conditions contained in Exhibit A, and to the Mitigation, Monitoring and Reporting Program contained in Exhibit C, attached hereto and incorporated by reference, attached hereto and incorporated by reference, based on the following findings:

FINDINGS

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

1. The above recitals are accurate and also constitute findings of this Commission.
2. **Site Description and Present Use.** The Project Site is an irregularly shaped property formed by two parcels measuring a total of 15,313 square feet, located on the east side of Fremont Street, between Mission and Howard Streets. The Project Site is within the C-3-O (SD) District, the 700-S-2 Height and Bulk District, the Transit Center C-3-O (SD) Commercial Special Use District, and the Transbay C-3 Special Use District. The Project Site is presently occupied by a two-story building and a three-story building containing approximately 43,000 square feet of office uses.
3. **Surrounding Properties and Neighborhood.** The Project Site is located in an area characterized by dense urban development. There are many high-rise structures containing dwellings, offices and other commercial uses. The Project Site is surrounded by a number of high-rise buildings. The Millennium (301 Mission Street) is a residential development consisting of a 60-story residential building and an 11-story tower, located to the north. 50 Beale Street (a 23-story office building), 45 Fremont Street (a 34-story office building) and 50 Fremont Street (a 43-story office building) are situated further to the north. 199 Fremont street (a 27-story office building) is located immediately to the east. There are numerous smaller commercial buildings in the area as well. The future Transit Center is currently under construction immediately adjacent to the Project Site to the north. The Transit Center is planned to accommodate local and inter-city bus service, as well as Caltrain and California High Speed Rail service. The roof of the Transit Center will also feature a 5.4-acre public park called "City Park."

The Project Site is located within the Transit Center District Plan (TCDP) area. The City adopted the TCDP and related implementing ordinances in August 2012. Initiated by a multi-year public and cooperative interagency planning process that began in 2007, the Plan is a comprehensive vision for shaping growth on the southern side of Downtown. Broadly stated, the goals of the TCDP are to focus regional growth (particularly employment growth) toward downtown San Francisco in a sustainable, transit-oriented manner, sculpt the downtown skyline, invest in substantial transportation infrastructure and improvements to streets and open spaces, and expand protection of historic resources.

Adoption of the Plan included height reclassification of numerous parcels in the area to increase height limits, including a landmark tower site in front of the Transit Center with a height limit of 1,000 feet and several other nearby sites with height limits ranging from 600 to 850 feet.

4. **Proposed Project.** The Project would demolish an existing three-story building and an existing two-story building, and to construct a 52-story building reaching a roof height of approximately 700 feet with a decorative screen reaching a maximum height of approximately 745 feet and a spire reaching a maximum height of approximately 800 feet, containing approximately 404,000 square feet of office uses, approximately 74 dwelling units, approximately 2,000 square feet of retail space, and approximately 68,000 square feet of subterranean area with off-street parking, loading, and mechanical space. The Project also includes a bridge to the future elevated City Park situated on top of the Transit Center.
5. **Public Comment.** The Department has received several letters in support from organizations and business owners in the area which praise the transit-oriented, mixed-use nature of the Project, as well as the fee revenues which will be generated. To date, the Department has received no communications in opposition to the Project.
6. **Planning Code Compliance.** The Commission finds that the Project is consistent with the relevant provisions of the Planning Code in the following manner:
 - A. **Floor Area Ratio (Section 124).** Section 124 establishes basic floor area ratios (FAR) for all zoning districts. As set forth in Section 124(a), the FAR for the C-3-O (SD) District is 6.0 to 1. Under Sections 123 and 128, the FAR can be increased to 9.0 to 1 with the purchase of transferable development rights (TDR), and may exceed 9.0 to 1 without FAR limitations through participation in the Transit Center District Mello-Roos Community Facilities District, pursuant to Section 424.8.

The Project Site has a lot area of approximately 15,313 square feet. Therefore, up to 91,878 square feet of Gross Floor Area ("GFA") is allowed under the basic FAR limit, and up to 137,817 square feet of GFA is permitted with the purchase of TDR. As shown in the conceptual plans for the Project, the building would include approximately 545,556 square feet of GFA (an FAR of approximately 35.6 to 1). Conditions of approval are included to require the Project Sponsor to purchase TDR for the increment of development between 6.0 to 1 FAR and 9.0 to 1 FAR (approx. 45,939 square feet), and to participate in the Transit Center

District Mello-Roos Community Facilities District to pursue development above an FAR of 9.0 to 1.

- B. **Residential Open Space (Section 135).** Section 135 requires that a minimum of 36 square feet of private usable open space, or 47.9 square feet of common usable open space be provided for dwelling units within C-3 Districts. This Section specifies that the area counting as usable open space must meet minimum requirements for area, horizontal dimensions, and exposure.

Based on the specified ratios, the Project must provide 3,543 square feet of common open space to serve the 74 dwelling units. The Project includes a common outdoor terrace at the 37th floor that measures approximately 3,060 square feet, and meets the exposure requirements of Section 135. In addition, the Project provides a bridge connection to City Park measuring 492 sq. ft. that satisfies the residential common open space requirements of Section 135, as well as the publicly-accessible open space requirements of Section 138. The project complies with the usable residential open space requirements of the Planning Code.

- C. **Publicly Accessible Open Space (Section 138).** New buildings in the C-3-O (SD) Zoning District must provide public open space at a ratio of one sq. ft. per 50 gross square feet of all uses, except residential uses, institutional uses, and uses in a predominantly retail/personal services building. This public open space must be located on the same site as the building or within 900 feet of it within a C-3 district. Projects that provide public access to City Park via a bridge connection receive a 5,000 sq. ft. bonus toward the open space requirements of Section 138, and may also count the area of the bridge as well as area set aside for public circulation and services for visitors utilizing the park connection.

The building includes approximately 404,000 gross sq. ft. of office space, as shown in the conceptual plans for the Project. At a ratio of 1:50, 8,080 sq. ft. of open space is required. The Project would comply with the requirement by providing a publicly-accessible bridge connection to City Park through the building, qualifying for the 5,000 sq. ft. bonus. In addition, the area of circulation, food service, public restrooms, and the bridge connection itself would be credited toward meeting the open space requirements of Section 138. The creditable square footage of these features totals approximately 8,319 square feet. Therefore, the Project complies with the requirements of Section 138. The specific design of the bridge connection and associated features will be further refined throughout the building permit review process.

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

The Project will include appropriate streetscape improvements and will comply with this requirement. The conceptual project plans show the installation of street trees along the Fremont Street frontage of the building. The precise location, spacing, and species of the street

trees, as well as other streetscape improvements, will be further refined throughout the building permit review process.

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

The residential portion of the building is located at the upper portion of the tower, on floors 39 through 52. Approximately one-fourth of the dwelling units have exposure onto Fremont Street, and therefore comply with the requirements of Section 140. Units on the north, east, and south sides of the building at each of the residential floors are situated near the property line, and do not face open areas on-site that meet the required minimum dimensions specified by Section 140. The Project does not comply with the exposure requirements of Section 140, therefore, the Project Sponsor is requesting a Variance.

- F. **Shadows on Public Sidewalks (Section 146).** Section 146(a) establishes design requirements for buildings on certain streets in order to maintain direct sunlight on public sidewalks in certain downtown areas during critical use periods. Section 146(c) requires that other buildings, not located on the specific streets identified in Section 146(a), shall be shaped to reduce substantial shadow impacts on public sidewalks, if it can be done without unduly creating an unattractive design and without unduly restricting development potential.

Section 146(a) does not apply to construction on Mission, Fremont, or First Streets, and therefore does not apply to the Project.

The Project would add shadows to public sidewalks in the vicinity. The amount of shadow would vary based on time of day, time of year, the height and bulk of intervening existing and proposed development, and climatic conditions (clouds, fog, or sun) on a given day. In certain cases, existing and future development would mask or subsume new shadows from the Project that would otherwise be cast on sidewalks. In addition, because the sun is a disc rather than a single point in the sky, sunlight can "pass around" elements of buildings resulting in a diffuse shadow line (rather than a hard-edged shadow) at point distant from the Project. This effect would be particularly applicable to shadows cast by the sculptural lattice at the top of the Project, given that this element is unenclosed and is comprised of a grid of relatively narrow structural elements.

Given the height of the Project, it is unavoidable that it would cast new shadows onto sidewalks in the vicinity. However, limiting the height of the Project to avoid casting sidewalks shadows would contradict a basic premise of the TCDP. That is, given the adjacency of the Project Site to the abundant transportation services in the future Transit center, it is appropriate that the Project be developed as one of the tallest buildings within the Plan area in order to create intense urban development (particularly office employment) in a transit-oriented location. In addition, the TCDP envisions that the increased height on the subject Property would, in combination with the Transbay Tower and development on other sites with increased height limits, mark the Transit Center within the urban form of the City,

and would serve as the sculptural apex of the skyline once development within the Plan area is realized.

- G. **Shadows on Public Open Spaces (Section 147).** Section 147 seeks to reduce substantial shadow impacts on public plazas and other publicly accessible open spaces other than those protected under Section 295. Consistent with the dictates of good design and without unduly restricting development potential, buildings taller than 50 feet should be shaped to reduce substantial shadow impacts on open spaces subject to Section 147. In determining whether a shadow is substantial, the following factors shall be taken into account: the area shaded, the shadow's duration, and the importance of sunlight to the area in question.

The Project would cast shadows on publicly-accessible open spaces in the area other than those protected under Section 295. The future City Park would receive shadow from mid-morning until mid-afternoon throughout the year. The future Transbay Park (located to the southwest, along Tehama Street between Beale and Main Streets) would receive shadow during the late spring and early summer in the afternoon. Minor additional shadow would also be added in the mid- to late-afternoon on Rincon Park (located between the Embarcadero and the waterfront to the east), as well as Herb Caen Way (the promenade along the Embarcadero). The Project would also cast shadows on multiple privately-owned, publicly-accessible open spaces in the vicinity, including the proposed Mission Square (adjacent to the Transbay Tower), the Poetry Garden at 199 Fremont Street, and a space at 301 Howard Street. The amount of shadow cast on each of these privately-owned, publicly-accessible open spaces would vary based on time of day, time of year, the height and bulk of intervening existing and proposed development, and climatic conditions (clouds, fog, or sun) on a given day.

Given the height of the Project, it is unavoidable that the Project would cast new shadows onto open spaces in the vicinity. As discussed in item #6F above, limiting the height of the Project to avoid casting sidewalks shadows would contradict a basic premise of the TCDP, as the Project is intended to serve as an exemplar of transit-oriented development, and will contribute to the a new sculptural apex of the City's skyline once development within the Plan area is realized.

- H. **Off-Street Parking – Non-Residential Use (Section 151.1).** Pursuant to Section 151.1, non-residential uses in C-3-O (SD) District are not required to provide off-street parking, but a parking area not to exceed 3.5% of the gross floor area of the building is permitted as accessory to non-residential uses.

With 404,000 gross square feet of non-residential uses, the Project may include up to 14,140 square feet of accessory off-street parking. The Project would have five below-grade parking levels with area for both residential and office parking. The total area of the parking for the office uses measures 14,122 sf, and complies with the 3.5% maximum allowance for accessory parking for non-residential uses.

- I. **Loading (Section 152.1).** Section 152.1 establishes minimum requirements for off-street loading. In C-3 Districts, the loading requirement is based on the total gross floor area of the structure or use. Table 152.1 requires off-street freight loading spaces to be provided at a ratio of 0.1 spaces per 10,000 square feet of gross office floor area. Notwithstanding the ratios required in Table 152.1, buildings within the C-3-O (SD) are not required to provide more than six off-street loading spaces.

The Project provides three loading spaces at the first basement level, and four service vehicle spaces at the second basement level. Section 153(a)(6) allows for the substitution of two service vehicle spaces for each required off-street freight loading space, provided that at least half of the loading spaces are provided. The Project complies with the loading requirements.

- J. **Shower and Locker Facilities (Section 155.3).** New commercial buildings whose primary use consists of offices require four showers and eight lockers when the gross floor area exceeds 50,000 square feet.

The Project would provide the required shower and locker facilities at the mezzanine level, and therefore complies with this requirement.

- K. **Bicycle Parking (Section 155.4).** For new commercial buildings whose primary use consists of offices exceeding 75,000 gross square feet, 20 Class 1 bicycle parking spaces are required, plus one Class 1 space for each 5,000 square feet in excess of 75,000 square feet. In addition, one Class 2 bicycle parking space is required for each 50,000 gross square feet.

Pursuant to the ratios specified in Section 155.4, 66 Class 1 bicycle spaces are required. The Project provides a total of 117 Class 1 bicycle spaces located within a bicycle storage facility within subterranean garage, as well as a separate storage area at the mezzanine level. The Project is also required to provide eight Class 2 bicycle spaces that are readily available for short-term use by visitors to the building. The Project proposes eight Class 2 bicycle spaces at-grade, adjacent to the curb along the Fremont Street frontage of the building. The Project complies with the bicycle parking requirements.

- L. **Height (Section 260).** Section 260 requires that the height of buildings not exceed the limits specified in the Zoning Map and defines rules for the measurement of height. The Project Site is within the 1,000-S-2 Height and Bulk District.

The Project would reach a height of 700 feet to the roof, and therefore complies with the basic height limit of the 700-S-2 Height and Bulk District. The Project also includes a decorative screen reaching a maximum height of approximately 745 feet and a spire reaching a maximum height of approximately 800 feet. These spaces are unoccupied and are intended as sculptural elements and integral design features to the architecture of the Project. Section 260(b)(1)(M) allows such features to exceed the height limit through the Section 309 exception process, provided that the feature meets certain criteria. Compliance with these criteria is discussed in Item #7 below.

- M. **Bulk Limits (Section 270):** Section 270 establishes bulk controls by district. In the “S-2” Bulk District, for buildings taller than 650 feet, the following bulk controls apply: There are no bulk controls for the lower tower, defined as the bottom two-thirds of the building. The upper tower is defined as the upper one-third of the building, including unoccupied rooftop sculptural elements intended to produce a distinct visual tapering of the building (see discussion in Item #7 below). The average floor size of the upper tower shall not exceed 75 percent of the average floor size of the lower tower, and the average diagonal dimension shall not exceed 87 percent of the average diagonal dimension of the lower tower.

The lower tower has an average floorplate of approximately 12,690 square feet, while the upper tower has an average floorplate of approximately 9,251 square feet. Therefore, the average upper tower floorplate measures approximately 73% of the size of the average lower tower floorplate. The lower tower floors have an average diagonal dimension of approximately 164 feet, while the upper tower floors have an average diagonal dimension of approximately 142 square feet. Therefore, the average upper tower diagonal dimension measures approximately 87% of the size of the average lower tower diagonal dimension. The Project complies with the bulk limitations of the S-2 Bulk District.

- N. **Shadows on Parks (Section 295).** Section 295 requires any project proposing a structure exceeding a height of 40 feet to undergo a shadow analysis in order to determine if the project will result in the net addition of shadow to properties under the jurisdiction of the Recreation and Park Department.

A technical memorandum, prepared by Environmental Science Associates, concluded that the Project would cast approximately 2,131 square-foot-hours of new shadow on Union Square, equal to approximately 0.0005% of the theoretically available annual sunlight (“TAAS”) on Union Square. Approval of the Project is therefore subject to approval under the procedures of Planning Code Section 295 (also known as “Prop K”) by the Recreation & Parks and Planning Commissions.

On October 11, 2012, the Planning Commission and the Recreation and Park Commission held a duly noticed joint public hearing and adopted Planning Commission Resolution No. 18717 and Recreation and Park Commission Resolution No. XXXXX amending the 1989 Memo and raising the absolute cumulative shadow limits for seven open spaces under the jurisdiction of the Recreation and Park Department that could be shadowed by likely cumulative development sites in the Plan area, including the Project. In revising these ACLs the Commissions also adopted qualitative criteria for each park related to the characteristics of shading within these ACLs that would not be considered adverse, including the duration, time of day, time of year, and location of shadows on the particular parks.

On November 15, 2012, the Recreation and Park Commission held a duly noticed public hearing and adopted Recreation and Park Commission Resolution No. XXXXX recommending that the General Manager of the Recreation & Park Department recommend to the Planning Commission that the shadows cast by the Project on Union Square are not adverse to the use of the park, and that the Planning Commission allocate to the Project allowable shadow from the absolute cumulative shadow limit for Union Square.

On December 6, 2012, the Planning Commission held a duly noticed public hearing and adopted Motion No. XXXXX, finding that the shadows cast by the Project on Union Square would not be adverse to the use of the park, and allocating ACLs to the Project for Union Square.

- O. **Downtown Park Fund (Section 412).** A project in a C-3 District that proposes a net addition of office space is required to pay a fee which will be deposited in the Downtown Park Fund. The fee is jointly established by the Planning Commission and the Recreation and Park Commission. The purpose of the Downtown Park Fund is to provide the City with the financial resources to develop public park and recreation facilities for the enjoyment of employees and visitors in downtown San Francisco. Because the project is located within the Transbay C-3 Special Use District (Planning Code Section 249.28), the project's fees will be used within the Transbay Redevelopment Area.

The Project Sponsor would comply with this requirement by contributing the required amount.

- P. **Jobs-Housing Linkage Program (Section 413).** Large-scale development projects that contain entertainment, hotel, office, research and development, or retail/personal services uses create jobs as well as an increased demand for housing. Under Section 413, these large-scale development projects are required to pay a fee to a designated housing developer or to the City in order to help offset the cost of building additional housing. The Section 413 housing requirements apply to office projects proposing at least 25,000 square feet of new use. Because the project is located within the Transbay C-3 Special Use District (Planning Code Section 249.28), any project fees paid to the City will be used within the Transbay Redevelopment Area.

The Project is subject to Section 413, because it proposes approximately 361,038 square feet of new office use. The Project Sponsor would comply with Section 413 either by construction of the units or by payment of an in-lieu fee.

- Q. **Childcare Requirement (Section 414).** Large-scale office and hotel developments create jobs as well as an increased demand for childcare services for the employees who fill those jobs. Under Section 414, these large-scale development projects are required to (1) provide on-site childcare, (2) provide off-site childcare, (3) pay an in-lieu fee, or (4) combine the provision of on-site or off-site childcare with the payment of an in-lieu fee. This requirement applies to office development projects proposing the net addition of 50,000 or more gross square feet. Because the project is located within the Transbay C-3 Special Use District (Planning Code Section 249.28), any project in-lieu fees will be used within the Transbay Redevelopment Area.

The Project proposes approximately 361,038 sq. ft. of new office use and is subject to Section 414. The Project Sponsor would either provide the childcare facility itself, make arrangements with an appropriate organization to do so, or pay the in-lieu fee.

- R. **Inclusionary Affordable Housing Program.** Planning Code Section 415 sets forth the requirements and procedures for the Inclusionary Affordable Housing Program. Under Planning Code Section 415.3, these requirements would apply to projects that consist of five or more units, where the first application (EE or BPA) was applied for on or after July 18, 2006. Pursuant to Planning Code Section 415.5 and 415.6, the Project is meeting the Inclusionary Affordable Housing Program requirement through the On-site Affordable Housing Alternative by providing 15% of the proposed dwelling units as affordable.

The Project Sponsor has demonstrated that it is eligible for the On-Site Affordable Housing Alternative under Planning Code Section 415.5 and 415.6, and has submitted a 'Affidavit of Compliance with the Inclusionary Affordable Housing Program: Planning Code Section 415,' to satisfy the requirements of the Inclusionary Affordable Housing Program by providing the affordable housing on-site instead of through payment of the Affordable Housing Fee. In order for the Project Sponsor to be eligible for the On-Site Affordable Housing Alternative, the Project Sponsor must submit an 'Affidavit of Compliance with the Inclusionary Affordable Housing Program: Planning Code Section 415,' to the Planning Department stating that any affordable units designated as on-site units shall be sold as ownership units and will remain as ownership units for the life of the project. The Project Sponsor submitted such Affidavit on November 13, 2012. The EE application was submitted on June 8, 2007. 11 units (9 two-bedroom and 2 three-bedroom) of the 74 units provided will be affordable units. If the Project becomes ineligible to meet its Inclusionary Affordable Housing Program obligation through the On-site Affordable Housing Alternative, it must pay the Affordable Housing Fee with interest, if applicable.

- S. **Transit Center District Open Space Fee (Section 424.6).** A project in the C-3-O(SD) District that proposes a net addition of residential or non-residential use is required to pay a fee which will be deposited in the Transit Center District Open Space Fund. The purpose of this Fund is to provide the City with the financial resources to develop public park and recreation facilities for the enjoyment of employees, residents, and visitors in downtown San Francisco. For residential uses, the fee does apply only to the square footage of the Project up to an FAR of 9.0:1.

The Project proposes approximately 361,038 sq. ft. of new office use, and 135,000 sq. ft. of residential use, and is subject to Section 424.6. The Project will be required to contribute to the Open Space Fee pursuant to the Conditions of Approval.

- T. **Transit Center District Transportation and Street Improvement Fee (Section 424.7).** A project in the C-3-O(SD) District that proposes a net addition of residential or non-residential use is required to pay a fee which will be deposited in the Transit Center District Transportation and Street Improvement Fund. The purpose of this Fund is to provide the City with the financial resources to design and implement transportation improvements in downtown San Francisco.

The Project proposes approximately 361,038 sq. ft. of new office use, and 135,000 sq. ft. of residential use, and is subject to Section 424. 7. The Project will be required to contribute to

the Transportation and Street Improvement Fee pursuant to the Conditions of Approval.

- U. **Transit Center District Mello Roos Community Facilities District Program (Section 424.8).** A project in the C-3-O(SD) District that exceeds an FAR of 9.0 to 1 is required to participate in a Mello Roos Community Facilities District in order to help fund infrastructure, improvements, and services described in the Transit Center District Implementation Document.

The Project Site has a lot area of approximately 15,313 square feet. Therefore, up to 91,878 square feet of Gross Floor Area ("GFA") is allowed under the basic FAR limit, and up to 137,817 square feet of GFA is permitted with the purchase of TDR. As shown in the conceptual plans for the Project, the building would include approximately 545,556 square feet of GFA (an FAR of approximately 35.6 to 1). In accordance with Planning Code Section 424.8, conditions of approval are included to require the Project Sponsor to participate in the Transit Center District Mello-Roos Community Facilities District (CFD) and to include the Project Site in the CFD prior to the issuance of the First Temporary Certificate of Occupancy for the Project.

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

The Project would comply by dedicating one percent of construction cost to works of art.

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

- A. **Section 132.1(c): Streetwall Base.** In order to establish an appropriate street wall in relation to the width of the street and to adjacent structures, and to avoid the perception of overwhelming mass that would be created by a number of tall buildings built close together with unrelieved vertical rise, new buildings taller than 150 feet within the C-3-O(SD) District must establish a streetwall height between 50 and 110 feet, through the use of a horizontal relief totaling at least 10 feet for a minimum of 40 percent of the linear frontage.

The Project is designed as a tapering form, with the size of each floorplate gradually being reduced from the base to the top of the building. The Project does not incorporate a literal horizontal streetwall setback as required by Section 132.1(c), therefore an exception is required pursuant to Section 309.

Per Section 132.1(b)(1), exceptions to the streetwall base requirements may be allowed if the Commission determines that the following criteria have been met:

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

The Project exterior consists of a glass curtain wall expressed as a series of faceted planes, anchored within the diagonal framework of a strongly-expressed exoskeletal structure. Within each of the faceted planes, the overlapping rows of glazing add richness and verticality to the overall composition. The tall ground floor and mezzanine levels are expressed distinctly from the floors above, with the exoskeletal structure anchored to the site at the corners, framing a gracious expanse of clear glazing into the lobby and retail spaces in the interior. This treatment creates a clearly-defined pedestrian realm which is distinct from the tower above. Furthermore, the building gradually tapers away from the sidewalk throughout the height of the building, reducing the apparent height and massing of the building when viewed from points immediately below. Considered as a whole, the design of the Project meets the intent of the streetwall base requirements of Section 132.1(c), and qualifies for an exception from the strict streetwall setback requirements, as permitted by Section 309.

- B. Section 132.1(d): Setbacks and Separation of Towers.** In order to preserve the openness of the street to the sky and to provide light and air between structures, Section 132.1(d)(1) requires all structures in the "S-2" Bulk District to provide a minimum setback of 15 feet from the interior property lines that do not abut public sidewalks and from the property lines abutting a public street or alley. This setback increases along a sloping line for building heights above 300 feet, to a maximum setback of 35 feet for building heights above 550 feet.

The tower separation requirement applies beginning at a height that is equal to 1.25 times the width of the principal street on which the building faces. The Project fronts on Fremont Street, which measures 82.5 feet in width. Therefore, the 15-foot setback requirement begins at a height of approximately 103 feet. Above 300-feet in height, the setback gradually increases to a maximum of 70 feet at a building height of 1,000 feet. For those elevations fronting on a public street, this required setback is measured from the centerline of the abutting street. The Fremont Street (west) elevation complies with the tower separation requirement, with all portions of the building set back a minimum of 70 feet from the abutting street.

The east elevation of the Project faces the existing building at 199 Fremont Street, as well as the existing Poetry Garden open space. Portions of the east elevation of the building intrude into the required interior property line setback at building heights above 103 feet (where the

setback requirement applies), with minimum setbacks ranging from approximately zero feet to five feet. At the southeast portion of the building (the area of the building built closest to the property line), the Project Site abuts the Poetry Garden, which provides ample separation between the Project and the adjacent building at 199 Fremont Street. At lower floors along the eastern property line, the encroachment into the setback is relatively minor. Along the southerly property line, the Project is separated from the adjacent "Town Hall" restaurant building by another portion of the Poetry Garden. This low-rise building is an historic resource with generous frontage along Fremont and Howard Streets, providing ample access to light and air. Given that the adjacent buildings and open spaces are unlikely to be demolished in the near future, and that these adjacent buildings are provided with adequate light, air, and separation, exceptions to the interior property line separation requirements are appropriate along the eastern and southern property lines.

Per Section 132.1(c)(2)(B), exceptions to the tower separation setback requirements may be allowed to the extent that it is determined that restrictions on adjacent properties make it unlikely that development will occur at a height or bulk which will, overall, impair access to light and air or the appearance of separation between buildings, thereby making full setbacks unnecessary. This Section specifically states that for development on lots abutting the Transit Center on Blocks 3719, 3720, and 3721, the minimum setback shall be partially or fully reduced through the Section 309 exception process.

The project is situated on Block 3719, and the building is proposed immediately adjacent to the future Transit Center. The Transit Center is currently under construction, and is a key hub of regional and Statewide transportation infrastructure. In addition, the top of the Transit Center will be developed with City Park, a 5.4 acre publicly accessible open space which will serve the dense population of workers, visitors, and residents that are anticipated due to growth within the Plan area. The width of the Transit Center and City Park itself will provide separation between the Project and the future development of taller buildings to the north, satisfying the intent of Section 132.1 (d). In addition, the tapering design of the Project will enhance the sense of separation and openness to the sky, as well as access to light for City Park. As the new Transit Center is unlikely to be redeveloped in the foreseeable future, it is appropriate to reduce the required interior property line setback for the Project as indicated in the Code provisions.

- C. **Section 134: Rear Yard.** Section 134(a)(1) of the Planning Code requires a rear yard equal to 25 percent of the lot depth to be provided at the first level containing a dwelling unit, and at every subsequent level. Per Section 134(d), exceptions to the rear yard requirements may be granted provided that the building location and configuration assure adequate light and air to the residential units and the open space provided.

Because the property fronts on Fremont Street, a complying rear yard would be situated toward the easterly portion of the lot. The distance between the building and the rear property line varies due to the tapering nature of the building design, and the irregular shape of the lot, reaching a maximum depth of approximately 42 feet at the 52nd floor (the highest residential floor). At all residential levels (39th floor through 52nd floor), the Project is taller than all other

existing and planned development on adjacent properties. It is unlikely that these adjacent properties would be redeveloped in the foreseeable future. Therefore, adequate light and separation will be provided for residential units within the Project, and it is appropriate to grant an exception from the rear yard requirements.

- D. Off-Street Parking – Residential Use (Section 151.1).** Pursuant to Section 151.1, residential uses in the C-3-O (SD) District are not required to provide off-street parking, but may provide up to .25 spaces per dwelling unit as-of-right. Residential uses may provide up to .75 spaces per dwelling unit (or up to one car for each dwelling unit with at least two bedrooms and at 1,000 square feet of floor area), if the Commission makes findings in accordance with Section 151.1(f).

With 74 dwelling units, the project may provide 19 off-street parking spaces as of right. Based on the ratios specified in Section 151.1, up to 74 spaces would be allowed to serve the Project if the Commission makes the findings specified in Section 151.1(f). These findings are as follows:

- a. For projects with 50 units or more, all residential accessory parking in excess of 0.5 parking spaces for each dwelling unit shall be stored and accessed by mechanical stackers or lifts, valet, or other space-efficient means that allows more space above-ground for housing, maximizes space efficiency and discourages use of vehicles for commuting or daily errands. The Planning Commission may authorize the request for additional parking notwithstanding that the project sponsor cannot fully satisfy this requirement provided that the project sponsor demonstrates hardship or practical infeasibility (such as for retrofit of existing buildings) in the use of space-efficient parking given the configuration of the parking floors within the building and the number of independently accessible spaces above 0.5 spaces per unit is de minimus and subsequent valet operation or other form of parking space management could not significantly increase the capacity of the parking space above the maximums in Table 151.1.

All residential parking spaces are provided in mechanical stackers or in a valet configuration.

- b. For any project with residential accessory parking in excess of 0.375 parking spaces for each dwelling unit, the project complies with the housing requirements of Sections 415 through 415.9 of this Code except as follows: the inclusionary housing requirements that apply to projects seeking conditional use authorization as designated in Section 415.3(a)(2) shall apply to the project.

The Project does not require Conditional Use authorization.

- c. Vehicle movement on or around the project site associated with the excess accessory parking does not unduly impact pedestrian spaces or movement, transit service, bicycle movement, or the overall traffic movement in the district.

While the parking is being provided at slightly less than the maximum possible 1:1 ratio, the relatively small number of 72 off-street parking spaces is not expected to generate substantial traffic that would adversely impact pedestrian, transit, or bicycle movement. Given the proximity of the Project Site to the employment opportunities and retail services of the Downtown Core, it is expected that residents will opt to prioritize walking, bicycle travel, or transit use over private automobile travel. In addition, the placement of parking in valet and stacker configurations will discourage frequent use of vehicles for shorter trips.

- d. Accommodating excess accessory parking does not degrade the overall urban design quality of the project proposal.
- e. All parking in the project is set back from facades facing streets and alleys and lined with active uses, and that the project sponsor is not requesting any exceptions or variances requiring such treatments elsewhere in this Code.
- f. Excess accessory parking does not diminish the quality and viability of existing or planned streetscape enhancements.

All parking for the Project is located within a subterranean garage and would not be visible from the public right-of-way. While the Project is requesting a Section 309 exception to allow a curb-cut on Fremont Street, this request is not driven by the quantity of parking being requested. Any quantity of subterranean parking would need to be accessed via a curb-cut and driveway on Fremont Street, since no other frontages are available for parking and loading access. The amount of parking being requested, in and of itself, would not degrade the overall urban design quality or quality of streetscape improvements of the Project.

- g. In granting approval for such accessory parking above that permitted by right, the Commission may require the property owner to pay the annual membership fee to a certified car-share organization, as defined in Section 166(b)(2), for any resident of the project who so requests and who otherwise qualifies for such membership, provided that such requirement shall be limited to one membership per dwelling unit, when the following findings are made by the Commission:
 - (i) That the project encourages additional private-automobile use, thereby creating localized transportation impacts for the neighborhood.
 - (ii) That these localized transportation impacts may be lessened for the neighborhood by the provision of car-share memberships to residents.

The Commission finds that the quantity of parking proposed may generate some additional automobile use, and that resulting impacts to the surrounding neighborhood may be lessened by the provision of car-share memberships to residents. Conditions of approval have been added requiring that the property owner provide membership to a

certified car-share organization to any resident who so requests, limited to one membership per household.

- E. **Section 155: Parking and Loading Design.** Section 155 regulates the design of parking and loading facilities. Section 155(r)(3) specifies that no curb cuts may be permitted on the segment of Fremont Street abutting the Project. Within the C-3-O(SD) District, the Planning Commission may grant an exception through the Section 309 Review process where the amount of parking proposed does not exceed the amounts permitted as accessory in Section 151.1

The Project proposes a subterranean parking area equal to 3.5% of the gross floor area of the office uses in the Project. The Project is requesting an amount of accessory parking for the residential uses that is allowed provided that the Commission makes the findings specified in Section 151.1(f). Therefore, the Project qualifies for an exception from the prohibition of curb cuts on First Street pursuant to Section 309.

The exception is appropriate given that the Project Site does not have frontage on any other public rights-of-way. The driveway has been designed as a consolidated entry for both off-street parking and loading functions, minimizing the aggregate width of curb-cuts that could result from separate parking and loading entries. Given these circumstances, Fremont Street serves as the appropriate location for a curb cut to access the subterranean off-street parking and loading functions for the Project.

- F. **Section 148: Ground-Level Wind Currents.** In C-3 Districts, buildings and additions to existing buildings shall be shaped, or other wind-baffling measures shall be adopted, so that the developments will not cause ground-level wind currents to exceed more than 10 percent of the time year round, between 7:00 a.m. and 6:00 p.m., the comfort level of 11 miles per hour equivalent wind speed in areas of substantial pedestrian use and seven miles per hour equivalent wind speed in public seating areas.

When preexisting ambient wind speeds exceed the comfort level, or when a proposed building or addition may cause ambient wind speeds to exceed the comfort level, the building shall be designed to reduce the ambient wind speeds to meet the requirements. An exception may be granted, in accordance with the provisions of Section 309, allowing the building or addition to add to the amount of time that the comfort level is exceeded by the least practical amount if (1) it can be shown that a building or addition cannot be shaped and other wind-baffling measures cannot be adopted to meet the foregoing requirements without creating an unattractive and ungainly building form and without unduly restricting the development potential of the building site in question, and (2) it is concluded that, because of the limited amount by which the comfort level is exceeded, the limited location in which the comfort level is exceeded, or the limited time during which the comfort level is exceeded, the addition is insubstantial.

Section 309(a)(2) permits exceptions from the Section 148 ground-level wind current requirements. No exception shall be granted and no building or addition shall be

permitted that causes equivalent wind speeds to reach or exceed the hazard level of 26 miles per hour for a single hour of the year.

Independent consultants analyzed ground-level wind currents in the vicinity of the Project Site. A wind tunnel analysis was conducted using a scale model of the Project Site and its immediate vicinity.

Comfort Criterion

Based on existing conditions, none of the 46 sidewalk locations tested currently exceed the pedestrian comfort level of 11 mph, with wind speeds averaging 6 mph. Five of the test points in areas that could be seating areas exceed the seven mph threshold, including four locations in the future City Park.

The Project would result in relatively modest changes in ground-level winds. The average wind speed would increase slightly from 6 to 7 mph. Wind speeds with the Project in place would not create any new exceedances of the pedestrian comfort level, but would increase the number of exceedances of the seating area comfort level from 5 to 8 possible seating locations. Increases at these locations would be minor, ranging from 1 to 4 mph. Because the Project would result in a net increase in the number of exceedances of the seating comfort criteria of Section 148, an exception is required under Planning Code Section 309.

An exception is justified under the circumstances, because the changes in wind speed and frequency due to the Project are slight and unlikely to be noticeable. In the aggregate, the average wind speed across all test points would not change substantially. While changes in wind conditions would vary depending on location, at the majority of locations, the increases in wind speeds would be small.

The Project cannot be shaped or incorporate wind-baffling measures that would reduce the wind speeds to comply with Section 148(a) without creating an unattractive building or unduly restricting the development potential of the Project Site. Construction of the Project would have a relatively small effect on wind conditions. It should be noted that the wind-tunnel testing did not account for landscaping. However, both the Poetry Garden and the future City Park are planned to include landscaping which would attenuate winds and would offset the relatively minor increases in wind speeds at the seating areas.

For these reasons, an exception from the comfort criterion is appropriate and hereby granted.

Hazard Criterion

There are no existing exceedances of the wind hazard criterion of 26 mph in the vicinity, and the Project would not create any new hazard exceedances. Therefore, the Project would comply with the hazard criterion of Section 148.

- G. **Section 260(b)(M): Unoccupied Building Height.** Buildings which exceed 550 feet in the S-2 Bulk District may include unoccupied building features, including mechanical and elevator penthouses, enclosed and unenclosed rooftop screening,

and unenclosed architectural features not containing occupied space that extend above the height limit as an exception under Section 309, if the Planning Commission determines that such features meet all of the following criteria:

(i) Such elements are demonstrated to not add more than insignificant amounts of additional shadow compared to the same building without such additional elements on any public open spaces.

(ii) In the case of a building in the 1,000-foot height district, such elements are not limited in height.

(iii) Such elements are designed as integral components of the building design, enhance both the overall silhouette of the building and the City skyline as viewed from distant public vantage points by producing an elegant and unique building top, and achieve overall design excellence.

The top of the tower is finished with a sculptural mechanical screen and spire that express the language of the angular, faceted facade planes and structural framing found on the tower below. The TCDP envisions that, within the larger context of the future skyline created by the increased building heights in the Plan area, the Project will contribute to the "downtown mound", the cluster of tall structures that will define the apex of the skyline, anchored by the Transbay Tower as the tallest point. This form serves to break the existing plateau of the existing skyline with several towers visible as spires rising above other buildings in the area. In addition, this form marks the public significance of the adjacent Transit Center as a local, regional, and statewide transportation hub. As a design component of the Project, the crown creates an elegant and distinct termination to the building, and contributes to the slender proportions of the overall tapered building form. Given that these features are not not fully solid, and are comprised of relatively narrow structural elements, they would not contribute substantial amounts of additional shadow to open spaces in the vicinity. In addition, because the sun is a disc rather than a single point in the sky, sunlight can "pass around" such narrow elements of buildings resulting in a diffuse shadow line (rather than a hard-edged shadow) at points distant from the Project.

8. **General Plan Conformity.** The Project would affirmatively promote the following objectives and policies of the General Plan:

HOUSING ELEMENT:

Objectives and Policies

OBJECTIVE 1

TO PROVIDE NEW HOUSING, ESPECIALLY PERMANENTLY AFFORDABLE HOUSING, IN APPROPRIATE LOCATIONS WHICH MEETS IDENTIFIED HOUSING NEEDS AND TAKES INTO ACCOUNT THE DEMAND FOR AFFORDABLE HOUSING CREATED BY EMPLOYMENT DEMAND.

Policy 1.1:

Encourage higher residential density in areas adjacent to downtown, in underutilized commercial and industrial areas proposed for conversion to housing, and in neighborhood commercial districts where higher density will not have harmful effects, especially if the higher density provides a significant number of units that are affordable to lower income households.

Policy 1.3

Identify opportunities for housing and mixed-use districts near downtown and former industrial portions of the City.

Policy 1.4:

Locate in-fill housing on appropriate sites in established residential neighborhoods.

The Project would add residential units to an area that is well-served by transit, services, and shopping opportunities. The site is suited for dense residential development, where residents can commute and satisfy convenience needs without frequent use of a private automobile. The Project Site is located immediately adjacent to employment opportunities within the Financial District, and is in an area with abundant local- and region-serving transit options, including the future Transit Center.

COMMERCE ELEMENT

Objectives and Policies

The **Commerce Element** of the General Plan contains the following relevant objectives and policies:

OBJECTIVE 1:

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

Policy 1.1:

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

The Project would provide significant benefits by increasing the supply of office space in the Downtown area, and thus would create new jobs in a location that is easily accessible by a multitude of transit services. It would result in an increase in tax revenue for the City and an increase in retail/personal services activity in the immediate neighborhood. The Project would also contribute substantial revenue toward the improvement of San Francisco's transportation network, as well as funds for new open spaces, affordable housing, and other public services.

DOWNTOWN PLAN ELEMENT

Objectives and Policies

The **Downtown Plan Element** of the General Plan contains the following relevant objectives and policies:

OBJECTIVE 2:

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

Policy 2.1:

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

Policy 2.2:

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

The Project would add office space to a location that is well-served by existing and future transit, and is within walking distance of substantial retail goods and services. Employees of the building would be able to walk, bike, or utilize transit to commute and access services in the vicinity.

OBJECTIVE 5:

RETAIN A DIVERSE BASE OF SUPPORT COMMERCIAL ACTIVITY IN AND NEAR DOWNTOWN.

Policy 5.1:

Provide space for support commercial activities within the downtown and in adjacent areas.

With a significant addition of new office space, the Project supports this Policy.

OBJECTIVE 7:

EXPAND THE SUPPLY OF HOUSING IN AND ADJACENT TO DOWNTOWN.

Policy 7.2:

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

The Project Site is an appropriate location for the provision of dense, residential housing in the Downtown area. The Site is within walking distance of the abundant employment and retail services situated in the Downtown Core to the north. Providing both housing and office uses within the Project balanced mix of land uses and contributes to vitality to the District during business hours, as well as during the evenings and weekends.

OBJECTIVE 9:

PROVIDE QUALITY OPEN SPACE IN SUFFICIENT QUANTITY AND VARIETY TO MEET THE NEEDS OF DOWNTOWN WORKERS, RESIDENTS, AND VISITORS.

TRANSIT CENTER DISTRICT PLAN

The **Transit Center District Plan** of the General Plan contains the following relevant objectives and policies:

Objectives and Policies

OBJECTIVE 1.1:

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

OBJECTIVE 1.2

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

OBJECTIVE 1.3:

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

Policy 1.1:

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

Policy 1.3:

Reserve the bulk of remaining space in the core Transit Center District for job growth, by limiting the amount of non-commercial uses on major opportunity sites.

In general, the downtown core of San Francisco offers relatively few remaining opportunity sites for employment growth. The TCDP seeks to maximize development intensity at these remaining opportunity sites, and to preserve such sites primarily for employment uses. The Plan seeks to address issues of regional sustainability and traffic congestion by focusing job growth within an intense, urban context in an area supported by abundant existing and planned transit services, as well as retail and service amenities. The Project implements this vision through the development of over 400,000 square feet of office space, located immediately adjacent to the future Transit Center, and within two blocks of the Market Street transit spine.

While the TCDP emphasizes preservation of development capacity for employment growth (particularly in the immediate vicinity of the Transit Center), the Plan also stresses the importance of incorporating residential uses to activate and enliven the area on evenings and weekends when workers are not present. The Project proposes residential uses at a high-density that is suitable for the walkable, transit-oriented nature of the area.

OBJECTIVE 2.2:

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

OBJECTIVE 2.3:

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

Policy 2.1:

Establish the Transit Tower as the “crown” of the downtown core—its tallest and most prominent building—at an enclosed height of 1,000 feet.

Policy 2.2:

Create a light, transparent sculptural element to terminate the Transit Tower to enhance skyline expression without casting significant shadows. This vertical element may extend above the 1,000 foot height limit.

The existing skyline of downtown San Francisco is largely characterized by a cluster of towers that, when viewed in aggregate, form a plateau at a height of approximately 500 to 550 feet (the historic maximum zoned heights in the C-3 Districts. The TCDP envisions the creation of a new, sculpted skyline formed by height increased at selected locations to allow slender point towers that project above this plateau. Permitted heights were increased on the Project Site to allow for a taller tower which would contribute to this sculpted skyline. The design of the Project fulfills this vision, reaching the height envisioned by the Plan, and topped by a sculptural mechanical screen and spire. These features carry the architectural language of the remainder of the Project, but is open and largely transparent between the structural members, capturing and reflecting natural daylight as a distinct element of the overall architecture.

OBJECTIVE 3.11:

ENHANCE ACCESS AND MAXIMIZE THE VISIBILITY OF THE TRANSIT CENTER’S FUTURE ROOFTOP PARK FROM THE SURROUNDING NEIGHBORHOODS, ESPECIALLY NEIGHBORHOODS TO THE SOUTH.

Policy 3.17:

Ensure that highly-visible, welcoming, and grand means of public access to the Transit Center Park are provided directly from key public spaces and buildings adjacent to the Transit Center.

The Project includes the construction of a publicly-accessible bridge to allow visitors and occupants to reach City Park through the building. This amenity will contribute to the vision of the TCDP to create multiple, spontaneous opportunities for visitors to reach City Park by adding such vertical circulation within Projects that about the Transit Center.

OBJECTIVE 4.1:

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

Policy 4.5:

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

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

TRANSPORTATION ELEMENT

Objectives and Policies

The **Transportation Element** of the General Plan contains the following relevant objectives and policies:

OBJECTIVE 2:

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

Policy 2.1:

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

The Project is located within an existing high-density urban context, and within the core of future local, regional, and Statewide transportation services. The area has a multitude of transportation options, and the Project Site is within walking distance of the Market Street transit spine and the Ferry Building. The Project is also located immediately adjacent to the future Transit Center, and thus would make good use of the existing transit services available in this area and would assist in maintaining the desirable urban characteristics and services of the area. The Project will contribute substantial revenue toward funding the transportation infrastructure proposed by the TCDP, including the Transit Center and the Downtown Rail Extension.

9. **Priority Policy Findings.** Section 101.1(b) establishes eight priority planning policies and requires the review of permits for consistency with said policies. The Project complies with these policies, on balance, as follows:

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

The Project would include retail services at the ground-floor and at the fifth floor adjacent to City Park. These uses would provide goods and services to downtown workers, residents, and visitors, while creating ownership and employment opportunities for San Francisco residents. The addition of office and residential uses would bring new employees and residents to area, strengthening the customer base of other businesses in the vicinity.

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

No housing would be removed by the Project, and the Project would provide 74 dwelling units, including on-site affordable units. The Project Site is located in an area where high-rise office development predominates and is explicitly encouraged by the Downtown Plan and the Transit Center District Plan. The Project would be compatible with the character of the downtown area.

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

The Project would enhance the City's supply of affordable housing by participating in the Jobs-Housing Linkage Program pursuant to Planning Code Section 413. The residential portion of the Project is subject to the Inclusionary Housing requirements of Section 415, and will comply by providing 11 on-site affordable dwelling units.

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

The Project Site is situated in the downtown core and is well served by public transit. The Project Site is located immediately adjacent to the future Transit Center, which will provide direct access to a significant hub of local, regional, and Statewide transportation. The Project is also located two blocks from Market Street, a major transit corridor that provides access to various Muni and BART lines. The Project implements the vision of the Transit Center District Plan to direct regional growth to a location that is served by abundant transit options, in order to facilitate travel by means other than private automobile.

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

The existing buildings on the Project Site do not contain any ground-floor retail uses, and the Project includes 1,800 square feet of retail space, preserving service sector employment opportunities.

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

The Project will comply with all current structural and seismic requirements under the San Francisco Building Code.

- G. That landmarks and historic buildings be preserved.

The existing buildings to be demolished on the Project Site are not considered to be historic resources. The Project would not affect any landmark or historic building.

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

A technical memorandum, prepared by Environmental Science Associates, concluded that the Project would cast approximately 2,131 square-foot-hours of new shadow on Union Square, equal to approximately 0.0005% of the theoretically available annual sunlight ("TAAS") on Union Square. Approval of the Project is therefore subject to approval under the procedures of Planning Code Section 295 (also known as "Prop K") by the Recreation & Parks and Planning Commissions.

On December 6, 2012, the Planning Commission held a duly noticed public hearing and adopted Motion No. XXXXX, finding that the shadows cast by the Project on Union Square would not be adverse to the use of the park, and allocating ACLs to the Project for Union Square.

10. The Project is consistent with and would promote the general and specific purposes of the Code provided under Section 101.1(b) in that, as designed, the Project would contribute to the character and stability of the neighborhood and would constitute a beneficial development.
11. The Commission hereby finds that approval of the Section 309 Determination of Compliance and Request for Exceptions would promote the health, safety, and welfare of the City.

DECISION

Based upon the whole record, the submissions by the Project Sponsor, the staff of the Department, and other interested parties, the oral testimony presented to the Commission at the public hearing, and all other written materials submitted by all parties, in accordance with the standards specified in the Code, the Commission hereby **APPROVES Application No. 2007.0456X** and grants exceptions to Sections 132.1, 134, 148, 155(r), and 260(b) pursuant to Section 309, subject to the following conditions attached hereto as Exhibit A which are incorporated herein by reference as though fully set forth, in general conformance with the plans stamped Exhibit B and on file in Case Docket No. **2007.0456X**.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Section 309 Determination of Compliance and Request for Exceptions to the Board of Appeals within fifteen (15) days after the date of this Motion. The effective date of this Motion shall be the date of this Motion if not appealed OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. For further information, please contact the Board of Appeals in person at 1650 Mission Street, Room 304 or call (415) 575-6880.

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission at its regular meeting on December 6, 2012

Linda D. Avery
Commission Secretary

AYES:

NOES:

ABSENT:

ADOPTED: December 6, 2012

EXHIBIT A

AUTHORIZATION

This authorization is to grant a Planning Code Section 309 Determination of Compliance and Request for Exceptions, in connection with a proposal to demolish an existing three-story building and an existing two-story building, and to construct a 52-story building reaching a roof height of approximately 700 feet with a decorative screen reaching a maximum height of approximately 745 feet and a spire reaching a maximum height of approximately 800 feet, containing approximately 404,000 square feet of office uses, approximately 74 dwelling units, approximately 2,000 square feet of retail space, and approximately 68,000 square feet of subterranean area with off-street parking, loading, and mechanical space, as well as a bridge to the future elevated City Park situated on top of the Transit Center, at a Project Site located within the C-3-O(SD) (Downtown Office, Special Development) District, the 700-S-2 Height and Bulk District, the Transit Center C-3-O(SD) Commercial Special Use District, and the Transbay C-3 Special Use District, in general conformance with plans dated December 6, 2012 and stamped "EXHIBIT B" included in the docket for Case No. 2007.0456X and subject to conditions of approval reviewed and approved by the Commission on December 6, 2012 under Motion No. XXXXX. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on December 6, 2012 under Motion No XXXXX.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

The conditions of approval under the 'Exhibit A' of this Planning Commission Motion No. XXXXX shall be reproduced on the Index Sheet of construction plans submitted with the Site or Building permit application for the Project. The Index Sheet of the construction plans shall reference to the Planning Code Section 309 Determination of Compliance and any subsequent amendments or modifications.

SEVERABILITY

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

CHANGES AND MODIFICATIONS

Changes to the approved plans may be approved administratively by the Zoning Administrator. Significant changes and modifications of conditions shall require Planning Commission approval of a new Planning Code Section 309 Determination of Compliance.

Conditions of Approval, Compliance, Monitoring, and Reporting PERFORMANCE (5)

Validity and Expiration. The authorization and right vested by virtue of this action is valid for three years from the effective date of the Motion. A building permit from the Department of Building Inspection to construct the project and/or commence the approved use must be issued as this Planning Code Section 309 Determination of Compliance is only an approval of the proposed project and conveys no independent right to construct the project or to commence the approved use. The Planning Commission may, in a public hearing, consider the revocation of the approvals granted if a site or building permit has not been obtained 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 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 five (5) years have passed since the Motion was approved.

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

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

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

Additional Project Authorization. The Project Sponsor must obtain a Project authorization under Sections 320 through 325 to allocate office square footage, as well as findings under Section 295 as to whether the shadow cast by the project on Union Square would have an adverse impact to the park. The conditions set forth below are additional conditions required in connection with the Project. If these conditions overlap with any other requirement imposed on the Project, the more restrictive or protective condition or requirement, as determined by the Zoning Administrator, shall apply.

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

Development Timeline - Office. Pursuant to Planning Code Section 321(d) (2), construction of an office development shall commence within three years of the date of this Motion approving this Project becomes effective. Failure to begin work within that period or to carry out the development diligently thereafter to completion shall be grounds to revoke approval of the office development under this conditional use authorization.

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

DESIGN – COMPLIANCE AT PLAN STAGE

Final Materials. The Project Sponsor shall continue to work with Planning Department on the building design. Final materials, glazing, color, texture, landscaping, and detailing shall be subject to Department staff review and approval. The architectural addenda shall be reviewed and approved by the Planning Department prior to issuance.

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

Garbage, composting and recycling storage. Space for the collection and storage of garbage, composting, and recycling shall be provided within enclosed areas on the property and clearly labeled

and illustrated on the architectural addenda. Space for the collection and storage of recyclable and compostable materials that meets the size, location, accessibility and other standards specified by the San Francisco Recycling Program shall be provided at the ground level of the buildings.

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

Rooftop Mechanical Equipment. Pursuant to Planning Code 141, the Project Sponsor shall submit a roof plan to the Planning Department prior to Planning approval of the building permit application. Rooftop mechanical equipment, if any is proposed as part of the Project, is required to be screened so as not to be visible from any point at or below the roof level of the subject building.

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

Downtown Streetscape Plan - C-3 Districts. Pursuant to Planning Code Section 138.1 and the Downtown Streetscape Plan, the Project Sponsor shall submit a pedestrian streetscape improvement plan to the Planning Department for review in consultation with the Department of Public Works and the Department of Parking and Traffic prior to Building Permit issuance.

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

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

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

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

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

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

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

Transformer Vault. The location of individual project PG&E Transformer Vault installations has significant impacts to San Francisco streetscapes when improperly located. However, they may not have any impact if they are installed in preferred locations. Therefore, the Planning Department recommends the following preference schedule in locating new transformer vaults, in order of most to least desirable:

1. On-site, in a basement area accessed via a garage or other access point without use of separate doors on a ground floor façade facing a public right-of-way;
2. On-site, in a driveway, underground;

3. On-site, above ground, screened from view, other than a ground floor façade facing a public right-of-way;
4. Public right-of-way, underground, under sidewalks with a minimum width of 12 feet, avoiding impacts on streetscape elements, such as street trees; and based on Better Streets Plan guidelines;
5. Public right-of-way, underground; and based on Better Streets Plan guidelines;
6. Public right-of-way, above ground, screened from view; and based on Better Streets Plan guidelines;
7. On-site, in a ground floor façade (the least desirable location).

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

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

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

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

Noise, Ambient. Interior occupiable spaces shall be insulated from ambient noise levels. Specifically, in areas identified by the Environmental Protection Element, Map1, "Background Noise Levels," of the General Plan that exceed the thresholds of Article 29 in the Police Code, new developments shall install and maintain glazing rated to a level that insulate interior occupiable areas from Background Noise and comply with Title 24.

For information about compliance, contact the Environmental Health Section, Department of Public Health at (415) 252-3800, www.sfdph.org.

Street Trees. Pursuant to Planning Code Section 138.1 (formerly 143), the Project Sponsor shall submit a site plan to the Planning Department prior to Planning approval of the building permit application indicating that street trees, at a ratio of one street tree of an approved species for every 20 feet of street frontage along public or private streets bounding the Project, with any remaining fraction of 10 feet or more of frontage requiring an extra tree, shall be provided. The street trees shall be evenly spaced along the street frontage except where proposed driveways or other street obstructions do not permit. The exact location, size and species of tree shall be as approved by the Department of Public Works (DPW). In any case in which DPW cannot grant approval for installation of a tree in the public right-of-way, on the basis of inadequate sidewalk width, interference with utilities or other reasons regarding the public welfare, and where installation of such tree on the lot itself is also impractical, the requirements of this Section 428 may be modified or waived by the Zoning Administrator to the extent necessary.

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

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

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

PARKING AND TRAFFIC

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

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

Car Share. Pursuant to Planning Code Section 166, car share spaces shall be made available, at no cost, to a certified car share organization for the purposes of providing car share services for its service subscribers in an amount no less than two spaces, plus one additional space for each 50 spaces provided to serve non-residential uses.

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

Car Share Memberships. Pursuant to Section 151.1(1)(f)(2), the Project Sponsor or successor property owners shall pay the annual membership fee to a certified car-share organization for any resident of the project who so requests and otherwise qualifies for such membership, provided that such requirement shall be limited to one membership per dwelling unit.

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

Bicycle Parking . Pursuant to Planning Code Sections 155.4., the Project shall provide no fewer than 66 Class 1 bicycle parking spaces and 8 Class 2 bicycle parking spaces. The Project Sponsor shall submit to the Planning Department for approval specifications for bicycle parking racks to be used prior to installation to ensure compliance with Planning Code requirements for Class 1 and Class 2 bicycle parking.

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

Showers and Clothes Lockers. Pursuant to Planning Code Section 155.3, the Project shall provide no fewer than four showers and eight clothes lockers.

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

Parking Maximum. Pursuant to Planning Code Section 151.1, the size of the parking area for non-residential uses shall not exceed 3.5 percent of the Gross Floor Area of non-residential uses of the Project. In addition, the number of residential parking spaces shall not exceed one parking space per dwelling unit.

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

Parking Rates. In order to discourage long-term commuter parking, off-street parking spaces shall maintain a rate or fee structure for their use such that the rate charge for four hours of parking duration is no more than four times the rate charge for the first hour, and the rate charge for eight or more hours of parking duration is no less than 10 times the rate charge for the first hour. Additionally, no discounted parking rate shall be permitted for weekly, monthly or similar time-specific periods.

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

Off-street Loading. Pursuant to Planning Code Section 152, the Project will provide three off-street loading spaces and four service vehicle spaces.

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

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

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

PROVISIONS

Downtown Park Fee - C-3 District. Pursuant to Planning Code Section 412, the Project Sponsor shall pay the Downtown Park Fee. The fee shall be based on drawings of the net addition of gross floor area of office to be constructed as set forth in the building permit and shall be paid prior to the issuance of a temporary certificate of occupancy.

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

Art - C-3 District. Pursuant to Planning Code Section 429, 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.

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

Art Plaques - C-3 District. Pursuant to Planning Code Section 429(b), the Project Sponsor shall provide a plaque or cornerstone identifying the architect, the artwork creator and the Project completion date in a publicly conspicuous location on the Project Site. The design and content of the plaque shall be approved by Department staff prior to its installation.

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

Art - C-3 District. Pursuant to Planning Code Section 429 (formerly 149), the Project Sponsor and the Project artist shall consult with the Planning Department during design development regarding the height, size, and final type of the art. The final art concept shall be submitted for review for consistency with this Motion by, and shall be satisfactory to, the Director of the Planning Department in consultation with the Commission. The Project Sponsor and the Director shall report to the Commission on the

progress of the development and design of the art concept prior to the submittal of the first building or site permit application.

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

Art - C-3 District. Pursuant to Planning Code Section 429, prior to issuance of any certificate of occupancy, the Project Sponsor shall install the public art generally as described in this Motion and make it available to the public. If the Zoning Administrator concludes that it is not feasible to install the work(s) of art within the time herein specified and the Project Sponsor provides adequate assurances that such works will be installed in a timely manner, the Zoning Administrator may extend the time for installation for a period of not more than twelve (12) months.

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

Jobs Housing Linkage. Pursuant to Planning Code Section 413, the Project Sponsor shall contribute to the Jobs-Housing Linkage Program (JHLP). The calculation shall be based on the net addition of gross square feet of each type of space to be constructed as set forth in the permit plans. The Project Sponsor shall provide evidence that this requirement has been satisfied to the Planning Department prior to the issuance of the first site or building permit by the Department of Building Inspection.

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

Transit Impact Development Fee. Pursuant to Planning Code Section 411 (formerly Chapter 38 of the Administrative Code), the Project Sponsor shall pay the Transit Impact Development Fee (TIDF) as required by and based on drawings submitted with the Building Permit Application. Prior to the issuance of a temporary certificate of occupancy, the Project Sponsor shall provide the Planning Director with certification that the fee has been paid.

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

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

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

Employment Brokerage Services - C-3 District. Pursuant to Planning Code Section 164, the Project Sponsor shall provide employment brokerage services for the actual lifetime of the project. Prior to the issuance of any certificate of occupancy, the Project Sponsor shall execute an agreement with the Planning Department documenting the project's local employment program, subject to the approval of the Planning Director.

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

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

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

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

For information about compliance, contact the First Source Hiring Manager at 415-401-4960, www.onestopSF.org

Affordable Units.

1. **Number of Required Units.** Pursuant to Planning Code Section 415.6, the Project is required to provide 15% of the proposed dwelling units as affordable to qualifying households. The Project contains 74 units; therefore, 11 affordable units are required. The Project Sponsor will fulfill this requirement by providing the 11 affordable units on-site. If the number of market-rate units change, the number of required affordable units shall be modified accordingly with written approval from Planning Department staff in consultation with the Mayor's Office of Housing ("MOH").

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

2. **Unit Mix.** The Project contains 58 two-bedroom units and 16 three-bedroom units; therefore, the required affordable unit mix is 9 two-bedroom units and 2 three-bedroom units. If the market-rate unit mix changes, the affordable unit mix will be modified accordingly with written approval from Planning Department staff in consultation with MOH.

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

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

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

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

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

5. **Duration.** Under Planning Code Section 415.8, all units constructed pursuant to Section 415.6, must remain affordable to qualifying households for the life of the project.
For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org or the Mayor's Office of Housing at 415-701-5500, www.sf-moh.org.

6. **Other Conditions.** The Project is subject to the requirements of the Inclusionary Affordable Housing Program under Section 415 et seq. of the Planning Code and City and County of San Francisco Inclusionary Affordable Housing Program Monitoring and Procedures Manual ("Procedures Manual"). The Procedures Manual, as amended from time to time, is incorporated herein by reference, as published and adopted by the Planning Commission, and as required by Planning Code Section 415. Terms used in these conditions of approval and not otherwise defined shall have the meanings set forth in the Procedures Manual. A copy of the Procedures Manual can be obtained at the MOH at 1 South Van Ness Avenue or on the Planning Department or Mayor's Office of Housing's websites, including on the internet at:
<http://sf-planning.org/Modules/ShowDocument.aspx?documentid=4451>.
As provided in the Inclusionary Affordable Housing Program, the applicable Procedures Manual is the manual in effect at the time the subject units are made available for sale.
For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org or the Mayor's Office of Housing at 415-701-5500, www.sf-moh.org.
 - a. The affordable unit(s) shall be designated on the building plans prior to the issuance of the first construction permit by the Department of Building Inspection ("DBI"). The affordable unit(s) shall (1) reflect the unit size mix in number of bedrooms of the market rate units, (2) be constructed, completed, ready for occupancy and marketed no later than the market rate units, and (3) be evenly distributed throughout the building; and (4) be of comparable overall quality, construction and exterior appearance as the market rate units in the principal project. The interior features in affordable units should be generally the same as those of the market units in the principal project, but need not be the same make, model or type of such item as long they are of good and new quality and are consistent with then-current standards for new housing. Other specific standards for on-site units are outlined in the Procedures Manual.

 - b. If the units in the building are offered for sale, the affordable unit(s) shall be sold to first time home buyer households, as defined in the Procedures Manual, whose gross annual income, adjusted for household size, does not exceed an average of ninety (90) percent of Area Median Income under the income table called "Maximum Income by Household Size derived from the Unadjusted Area Median Income for HUD Metro Fair Market Rent Area that contains San Francisco." The initial sales price of such units shall be calculated according to the Procedures Manual. Limitations on (i) reselling; (ii) renting; (iii) recouping capital improvements; (iv) refinancing; and (v) procedures for inheritance apply and are set forth in the Inclusionary Affordable Housing Program and the Procedures Manual.

 - c. The Project Sponsor is responsible for following the marketing, reporting, and monitoring requirements and procedures as set forth in the Procedures Manual. MOH shall be

- responsible for overseeing and monitoring the marketing of affordable units. The Project Sponsor must contact MOH at least six months prior to the beginning of marketing for any unit in the building.
- d. Required parking spaces shall be made available to initial buyers or renters of affordable units according to the Procedures Manual.
 - e. Prior to the issuance of the first construction permit by DBI for the Project, the Project Sponsor shall record a Notice of Special Restriction on the property that contains these conditions of approval and a reduced set of plans that identify the affordable units satisfying the requirements of this approval. The Project Sponsor shall promptly provide a copy of the recorded Notice of Special Restriction to the Department and to MOH or its successor.
 - f. The Project Sponsor has demonstrated that it is eligible for the On-site Affordable Housing Alternative under Planning Code Section 415.6 instead of payment of the Affordable Housing Fee, and has submitted the *Affidavit of Compliance with the Inclusionary Affordable Housing Program: Planning Code Section 415* to the Planning Department stating that any affordable units designated as on-site units shall be sold as ownership units and will remain as ownership units for the life of the Project.
 - g. If the Project Sponsor fails to comply with the Inclusionary Affordable Housing Program requirement, the Director of DBI shall deny any and all site or building permits or certificates of occupancy for the development project until the Planning Department notifies the Director of compliance. A Project Sponsor's failure to comply with the requirements of Planning Code Section 415 et seq. shall constitute cause for the City to record a lien against the development project and to pursue any and all available remedies at law.

If the Project becomes ineligible at any time for the On-site Affordable Housing Alternative, the Project Sponsor or its successor shall pay the Affordable Housing Fee prior to issuance of the first construction permit or may seek a fee deferral as permitted under Ordinances 0107-10 and 0108-10. If the Project becomes ineligible after issuance of its first construction permit, the Project Sponsor shall notify the Department and MOH and pay interest on the Affordable Housing Fee at a rate equal to the Development Fee Deferral Surcharge Rate in Section 107A.13.3.2 of the San Francisco Building Code and penalties, if applicable.

Childcare Requirements for Office and Hotel Development Projects. Pursuant to Section 414, the Project Sponsor shall pay the in-lieu fee as required. The net addition of gross floor area subject to the fee shall be determined based on drawings submitted with the Building Permit Application.

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

Transit Center District Open Space Fee. Pursuant to Section 424.6, the Project Sponsor shall pay a fee of to be deposited in the Transit Center District Open Space Fund. The purpose of this Fund is to provide the City with the financial resources to develop public park and recreation facilities for the enjoyment of employees, residents, and visitors in downtown San Francisco. The net addition of gross floor area subject to the fee shall be determined based on drawings submitted with the Building Permit Application.

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

Transit Center District Transportation and Street Improvement Fee. Pursuant to Section 424.7, the Project Sponsor shall pay a fee which will be deposited in the Transit Center District Transportation and Street Improvement Fund. The purpose of this Fund is to provide the City with the financial resources to design and implement transportation improvements in downtown San Francisco. The net addition of gross floor area subject to the fee shall be determined based on drawings submitted with the Building Permit Application.

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

Transferable Development Rights. Pursuant to Section 128, the Project Sponsor shall purchase the required number of units of Transferrable Development Rights (TDR) and secure a Notice of Use of TDR prior to the issuance of a site permit for all development which exceeds the base FAR of 6.0 to 1, up to an FAR of 9.0 to 1. The net addition of gross floor area subject to the fee shall be determined based on drawings submitted with the Building Permit Application.

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

Transit Center District Mello Roos Community Facilities District Program. Pursuant to Section 424.8, the Project Sponsor is required to participate in a Transit Center District Mello Roos Community Facilities District (CFD) and to include the Project Site in the CFD prior to issuance of the First Temporary Certificate of Occupancy for the Project. The Project Sponsor must demonstrate compliance with this requirement prior to approval of the site permit by the Planning Department.

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

Mitigation Measures. Mitigation measures described in the MMRP attached as Exhibit C to this Motion are necessary to avoid potential significant effects of the proposed project and have been agreed to by the project sponsor. Their implementation is a condition of project approval. In addition, the MMRP contains one improvement measure: I-BI-2, Night Lighting Minimization. This improvement measure is made a condition of project approval.

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

MONITORING - AFTER ENTITLEMENT

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

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

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

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

Revocation due to Violation of Conditions. Should implementation of this Project result in complaints from interested property owners, residents, or commercial lessees which are not resolved by the Project Sponsor and found to be in violation of the Planning Code and/or the specific Conditions of Approval for

the Project as set forth in Exhibit A of this Motion, the Zoning Administrator shall refer such complaints to the Commission, after which it may hold a public hearing on the matter to consider revocation of this authorization.

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

OPERATION

Garbage, Recycling, and Composting Receptacles. Garbage, recycling, and compost containers shall be kept within the premises and hidden from public view, and placed outside only when being serviced by the disposal company. Trash shall be contained and disposed of pursuant to garbage and recycling receptacles guidelines set forth by the Department of Public Works.

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

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

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

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

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

**EXHIBIT 1:
 MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval and Proposed Improvement Measures)**

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
Cultural and Paleontological Resources				
Historical Resources				
<p><i>M-CP-5a. Construction Best Practices for Historical Resources.</i> The project sponsor of a development project in the Plan area shall incorporate into construction specifications for the proposed project a requirement that the construction contractor(s) use all feasible means to avoid damage to adjacent and nearby historic buildings, including, but not necessarily limited to, staging of equipment and materials as far as possible from historic buildings to avoid direct impact damage; using techniques in demolition (of the parking lot), excavation, shoring, and construction that create the minimum feasible vibration; maintaining a buffer zone when possible between heavy equipment and historical resource(s) within 125 feet, as identified by the Planning Department; appropriately shoring excavation sidewalls to prevent movement of adjacent structures; design and installation of the new foundation to minimize uplift of adjacent soils; ensuring adequate drainage from adjacent sites; covering the roof of adjacent structures to avoid damage from falling objects; and ensuring appropriate security to minimize risks of vandalism and fire.</p>	<p>Project sponsor and qualified individual in historic preservation.</p>	<p>Prior to the issuance of contract specifications for construction proximate to a designated historical resource.</p>	<p>Environmental Review Officer (ERO) and, optionally, Planning Department Preservation Technical Specialist, to review construction specifications.</p>	<p>Considered complete upon submittal to ERO by project sponsor of construction specifications.</p>
<p><i>M-CP-5b. Construction Monitoring Program for Historical Resources.</i> The project sponsor shall undertake a monitoring program to minimize damage to adjacent historic buildings and to ensure that any such damage is documented and repaired. The monitoring program would include the following components. Prior to the start of any ground-disturbing activity, the project sponsor shall engage a historic architect or qualified historic preservation professional to undertake a preconstruction survey of historical resource(s) identified by the Planning Department within 125 feet of planned construction to document and photograph the buildings' existing conditions. Based on the construction and condition of the resource(s), the consultant shall also establish a maximum vibration level that shall not be exceeded at each building, based on existing condition, character-defining features, soils conditions, and anticipated construction practices (a common standard is 0.2 inches per second, peak particle velocity). To ensure that vibration levels</p>	<p>Project sponsor, project contractor, and qualified individual in historic preservation individual.</p>	<p>Prior to the start of demolition, earth moving, or construction activity proximate to a designated historical resource.</p>	<p>Planning Department Preservation Technical Specialist shall review and approve construction monitoring program.</p>	<p>Considered complete upon submittal to Environmental Review Officer (ERO) of post-construction report on construction monitoring program and effects, if any, on proximate historical resources.</p>

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Cultural and Paleontological Resources (cont.)				
Historical Resources (cont.)				
<p>do not exceed the established standard, the project sponsor shall monitor vibration levels at each structure and shall prohibit vibratory construction activities that generate vibration levels in excess of the standard.</p> <p>Should vibration levels be observed in excess of the standard, construction shall be halted and alternative techniques put in practice, to the extent feasible. The consultant shall conduct regular periodic inspections of each building during ground-disturbing activity on the project site. Should damage to either building occur, the building(s) shall be remediated to its preconstruction condition at the conclusion of ground-disturbing activity on the site.</p>				
Transportation				
Pedestrian / Vehicle conflict and Hazards Conditions				
<p><i>Project Mitigation Measure 5: Vehicle Queues / Driveway Operations (Implementing M-TR-5):</i></p> <p>It shall be the responsibility of the owner / operator of the Project to ensure that vehicle queues do not block any portion of the sidewalk or roadway of Fremont Street, including any portion of any travel lanes or bike lanes, except for the curbside turn pocket as described below. The owner / operator shall also ensure that no substantial pedestrian conflict as defined below is created at the Project driveway.</p> <p>A vehicle queue is defined as one or more stopped vehicles destined to the Project garage blocking any portion of the Fremont Street sidewalk or roadway (except for the curbside turn pocket) for a consecutive period of three minutes or longer on a daily or weekly basis, or for more than five (5) percent of any 60minute period. Queues could be caused by unconstrained parking demand exceeding parking space or valet capacity; vehicles waiting for safe gaps in high volumes of pedestrian traffic; car or truck congestion within the parking garage or loading dock; or a combination of these or other factors.</p>	Property Owner / Facility Operator.	Ongoing after certificate of occupancy through compliance with condition of project approval.	Planning Director, or his or her designee / Planning Department	Considered in compliance unless the Planning Department identifies a violation of a condition of project approval, in which case the Department may initiate enforcement proceedings pursuant to Planning Code Section 176 et. seq.

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Transportation (cont.)				
<i>Pedestrian / Vehicle conflict and Hazards Conditions (cont.)</i>				
<p>A substantial pedestrian conflict is defined as a condition where drivers of inbound and / or outbound vehicles, frustrated by the lack of safe gaps in pedestrian traffic, unsafely merge their vehicle across the sidewalk while pedestrians are present and force pedestrians to stop or change direction to avoid contact with the vehicle, and / or contact between pedestrians and the vehicle would occur.</p> <p>There is one exception to the definition of a substantial conflict. Sometimes, outbound vehicles departing from the Project driveway would be able to cross the sidewalk without conflicting with pedestrians, but then would have to stop and wait in order to safely merge into the Fremont Street roadway (due to a lack of gaps in Fremont Street traffic and / or a red signal at the Fremont Street / Natoma Street intersection). While waiting to merge, the rear of the vehicle could protrude into the western half of the sidewalk. This protrusion should not be considered a pedestrian conflict. This is because the obstruction would be along the western edge of the sidewalk, while the pedestrian path of travel would be along the east side of the sidewalk; street trees and other streetscape elements would already impede pedestrian flow along the west side of the sidewalk. Any pedestrians that would be walking along the west side of the sidewalk would be able to divert to the east and maneuver behind the stopped car. This exception only applies to outbound vehicles, and only if pedestrians are observed to walk behind the stopped vehicle. This exception does not apply to any inbound vehicles, and does not apply to outbound vehicles if pedestrians are observed to walk in front of the stopped outbound vehicle.</p> <p>If vehicle queues or substantial conflicts occur, the owner / operator of the facility shall employ abatement methods as needed to abate the queue and / or conflict. Appropriate abatement methods would vary depending on the characteristics and causes of the queue and conflict. Suggested abatement methods include but are not limited to the following: redesign of facility to</p>				

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Transportation (cont.)				
<i>Pedestrian / Vehicle conflict and Hazards Conditions (cont.)</i>				
<p>improve vehicle circulation and / or on-site queue capacity; employment of additional valet attendants; use of off-site parking facilities or shared parking with nearby uses; travel demand management strategies such as additional bicycle parking or employee shuttles; parking demand management strategies such as time-of-day parking surcharges; expanded hours of truck access limitations; and / or limiting hours of access to the Project driveway during periods of peak pedestrian traffic. Any new abatement measures shall be included in an updated Driveway Operations Plan, reviewed and approved by the Planning Department.</p> <p>If the Planning Director, or his or her designee, suspects that vehicle queues or a substantial conflict are present, the Department shall notify the property owner in writing. The owner / operator shall hire a qualified transportation consultant to evaluate the conditions at the site for no less than seven days. The consultant shall submit a report to the Department documenting conditions. Upon review of the report, the Department shall determine whether or not queues and / or a substantial conflict exists, and shall notify the garage owner / operator of the determination in writing.</p> <p>If the Department determines that queues or a substantial conflict do exist, upon notification, the facility owner / operator shall have 90 days from the date of the written determination to carry out abatement measures. If after 90 days the Department determines that vehicle queues and / or a substantial conflict are still present or that the owner / operator has been unsuccessful at abating the identified vehicle queues or substantial conflicts, the hours of inbound and / or outbound access of the Project driveway shall be limited during peak hours. The hours and directionality of the access limitations shall be determined by the Planning Department, communicated to the owner / operator in writing, and recorded in an updated Driveway Operations Plan. The owner / operator shall be responsible for limiting the hours of Project driveway access as specified by the Department.</p>				

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Transportation (cont.)				
<i>Bicycle / Loading</i>				
<p><i>M-TR-7a. Loading Dock Management</i></p> <p>To ensure that off-street loading facilities are efficiently used and that trucks longer than can be safely accommodated are not permitted to use a building's loading dock, the project sponsor of a development project in the Plan area shall develop a plan for management of the building's loading dock and shall ensure that tenants in the building are informed of limitations and conditions on loading schedules and truck size. Such a management plan could include strategies such as the use of an attendant to direct and guide trucks (see Mitigation Measure M-TR-5), installing a "Full" sign at the garage/loading dock driveway, limiting activity during peak hours, installation of audible and/or visual warning devices, and other features. Additionally, as part of the project application process, the project sponsor shall consult with the Municipal Transportation Agency concerning the design of loading and parking facilities.</p> <p>Typically, a building property manager dictates the maximum size of trucks that can be accommodated by a building's loading dock, and when trucks may access the project site.</p>	Property Owner / Facility Operator.	Ongoing after certificate of occupancy through compliance with condition of project approval.	Planning Director, or his or her designee / Planning Department	Considered in compliance unless the Planning Department identifies a violation of a condition of project approval, in which case the Department may initiate enforcement proceedings pursuant to Planning Code Section 176 et. seq.
<i>Construction</i>				
<p><i>Project Mitigation Measure 6: Construction (Implementing TCDP M-TR-9).</i></p> <p>The Project Applicant shall develop and implement a construction management plan to anticipate and minimize transportation-related impacts of various construction activities associated with the Project.</p> <p>The Plan would disseminate appropriate information to contractors and affected agencies with respect to coordinating construction activities to minimize overall disruptions and ensure that overall circulation in the Project area is maintained to the extent possible, with particular focus on ensuring transit, pedestrian, and bicycle connectivity. The program would supplement and expand, rather than modify or supersede, any manual, regulations, or provisions set forth by SFMTA, the Department of Public Works ("DPW"), or other City departments and agencies, and Caltrans.</p>	Project sponsor/ construction contractor.	Prior to the start of project construction.	S.F. MTA, Planning Department	Considered complete upon MTA and, optionally, Planning Department review of Construction Management Plan.

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Transportation (cont.)				
Construction (cont.)				
<p>Specifically, the plan should do the following:</p> <p>A) Identify construction traffic management best practices in San Francisco, as well as others that, although not being implemented in the City, could provide valuable information for the project. Management practices include, but are not limited to the following:</p> <ol style="list-style-type: none"> 1. Identifying ways to reduce construction worker vehicle-trips through transportation demand management programs and methods to manage construction worker parking demands. 2. Identifying best practices for accommodating pedestrians, such as temporary pedestrian wayfinding signage or temporary walkways. 3. Identifying ways to accommodate transit stops located along sidewalks slated for closure during construction. This may include identifying locations for temporary bus stops, as well as signage directing riders to those temporary stops. 4. Identifying ways to consolidate truck delivery trips, including a plan to consolidate deliveries from a centralized construction material and equipment storage facility. <p>B) Describe procedures required by different departments and / or agencies in the City for implementation of a construction management plan, such as reviewing agencies, approval processes, and estimated timelines, such as the following:</p> <ol style="list-style-type: none"> 1. The Project Applicant will need to coordinate temporary and permanent changes to the transportation network within the City of San Francisco, including traffic, street and parking changes, and lane closures, with the SFMTA. Any permanent changes may require meeting with the SFMTA Board of Directors or one of its sub-committees, which may require a public hearing. Temporary traffic and transportation changes must be coordinated through the SFMTA's Interdepartmental Staff Committee on Traffic and Transportation (ISCOTT) and would require a public meeting. As part of this process, the construction management plan may be 				

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Transportation (cont.)				
Construction (cont.)				
<p>reviewed by SFMTA's Transportation Advisory Committee (TASC) to resolve internal differences between different transportation modes.</p> <p>2. A temporary closure of a travel lane along Fremont Street would be required during concrete pours and large deliveries and complete closures of travel lanes along Fremont Street would be scheduled for off-peak hours and weekends.</p> <p>C) Require consultation with other Agencies, including Muni / SFMTA, and adjacent property owners to facilitate coordination of construction traffic management strategies as they relate to transit operations and the needs of other users along Fremont Street. The Project Applicant should proactively coordinate with these groups prior to developing the construction management plan to ensure that the plan adequately meets these needs.</p> <p>1. Identify construction transportation management strategies and other elements for the Project, and present a cohesive program of operational and demand management strategies designed to maintain acceptable levels of traffic flow during periods of construction activities. These include, but are not limited to, construction strategies, demand management activities, alternative route strategies, and public information strategies.</p>				
Noise				
New Sensitive Uses				
<p><i>M-NO-1a: Noise Survey and Measurements for Residential Uses.</i></p> <p>For new residential development located along streets with noise levels above 70 dBA Ldn, the Planning Department shall require the preparation of an analysis that includes, at a minimum, a site survey to identify potential noise-generating uses within two blocks of the project site, and including at least one 24-hour noise measurement (with average and maximum noise level readings taken so as to be able to accurately describe maximum levels reached during nighttime hours), prior to completion of the environmental</p>	<p>Project sponsor, architect, acoustical consultant, and construction contractor.</p>	<p>Complete as a part of environmental review.</p>		<p>In compliance with FEIR Mitigation Measure M-NO-1a, Charles M. Salter Associates conducted an environmental noise and vibration study for the 181 Fremont Street</p>

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Noise (cont.)				
<i>New Sensitive Uses (cont.)</i>				
<p>review for each subsequent residential project in the Plan area. The analysis shall be completed by a person(s) qualified in acoustical analysis and shall demonstrate with reasonable certainty that Title 24 standards, where applicable, can be met, and that there are no particular circumstances about the proposed project site that appear to warrant heightened concern about noise levels in the vicinity. Should such concerns be present, the Department may require the completion of a detailed noise assessment by person(s) qualified in acoustical analysis and/or engineering prior to the first project approval action, in order to demonstrate that acceptable interior noise levels consistent with those in the Title 24 standards can be attained.</p>				<p>project and reported the results in the May 8, 2012 <i>181 Fremont Results of Environmental Noise and Vibration Study</i>. This measure is considered completed.</p>
<p><i>M-NO-1b: Noise Minimization for Residential Open Space.</i> To minimize effects on residential development in the Plan area, the Planning Department, through its building permit review process and in conjunction with the noise analysis set forth in Mitigation Measure M-NO-1a, shall require that open space required under the Planning Code for residential uses be protected, to the maximum feasible extent, from existing ambient noise levels that could prove annoying or disruptive to users of the open space. Implementation of this measure could involve, among other things, site design that uses the building itself to shield on-site open space from the greatest noise sources, construction of noise barriers between noise sources and open space, and appropriate use of both common and private open space in multi-family dwellings, and implementation would also be undertaken consistent with other principles of urban design.</p>	<p>Project sponsor, architect, acoustical consultant, and construction contractor.</p>	<p>Incorporate findings of noise study into building plans prior to issuance of final building permit and certificate of occupancy.</p>	<p>Planning Department and Department of Building Inspection</p>	<p>Considered complete upon approval of final construction plan set.</p>
<p><i>M-NO-1d: Mechanical Equipment Noise Standard.</i> The Planning Department shall require that, as part of required the noise survey and study for new residential uses (Mitigation Measure M-NO-1a), all reasonable efforts be made to identify the location of existing rooftop mechanical equipment, the predicted noise generated by that equipment, and the elevation at which the predicted noise level would be of potential concern for new residential uses, as well as the necessary noise insulation for the new residential uses, where applicable.</p>	<p>Project sponsor, architect, acoustical consultant, and construction contractor.</p>	<p>Incorporate findings of noise study into building plans prior to issuance of final building permit and certificate of occupancy.</p>	<p>Planning Department and Department of Building Inspection</p>	<p>Considered complete upon approval of final construction plan set.</p>

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Noise (cont.)				
<i>Building Operation and Traffic Noise</i>				
<p><i>M-NO-1e: Interior Mechanical Equipment.</i></p> <p>The Planning Department shall require, as part of subsequent project-specific review under CEQA, that effects of mechanical equipment noise on adjacent and nearby noise-sensitive uses be evaluated by a qualified acoustical consultant and that control of mechanical noise, as specified by the acoustical consultant, be incorporated into the final project design of new buildings to achieve the maximum feasible reduction of building equipment noise, consistent with <i>Building Code</i> and Noise Ordinance requirements and CEQA thresholds, such as through the use of fully noise-insulated enclosures around rooftop equipment and/or incorporation of mechanical equipment into intermediate building floor(s).</p>	<p>Project sponsor, architect, acoustical consultant, and construction contractor.</p>	<p>Incorporate findings of noise study into building plans prior to issuance of final building permit and certificate of occupancy.</p>	<p>Planning Department and Department of Building Inspection</p>	<p>Considered complete upon approval of final construction plan set.</p>
<i>Construction</i>				
<p><i>M-NO-2a: Noise Control Measures During Pile Driving.</i></p> <p>For individual projects that require pile driving, a set of site-specific noise attenuation measures shall be completed under the supervision of a qualified acoustical consultant. These attenuation measures shall include as many of the following control strategies, and any other effective strategies, as feasible:</p> <ul style="list-style-type: none"> ▪ The project sponsor of a development project in the Plan area shall require the construction contractor to erect temporary plywood noise barriers along the boundaries of the project site to shield potential sensitive receptors and reduce noise levels; ▪ The project sponsor of a development project in the Plan area shall require the construction contractor to implement “quiet” pile-driving technology (such as pre-drilling of piles, sonic pile drivers, and the use of more than one pile driver to shorten the total pile driving duration), where feasible, in consideration of geotechnical and structural requirements and conditions; ▪ The project sponsor of a development project in the Plan area shall require the construction contractor to monitor the effectiveness of noise attenuation measures by taking noise measurements; and 	<p>Project sponsor and construction contractor.</p>	<p>Prior to and during period of pile-driving</p>	<p>Project sponsor to provide monthly noise reports during pile-driving.</p>	<p>Considered complete upon final monthly report.</p>

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Noise (cont.)				
Construction (cont.)				
<ul style="list-style-type: none"> ▪ The project sponsor of a development project in the Plan area shall require that the construction contractor limit pile driving activity to result in the least disturbance to neighboring uses. 				
<p><i>M-NO-2b: General Construction Noise Control Measures.</i></p> <p>To ensure that project noise from construction activities is minimized to the maximum extent feasible, the project sponsor of a development project in the Plan area shall undertake the following:</p> <ul style="list-style-type: none"> ▪ The project sponsor of a development project in the Plan area shall require the general contractor to ensure that equipment and trucks used for project construction utilize the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures and acoustically-attenuating shields or shrouds, wherever feasible). ▪ The project sponsor of a development project in the Plan area shall require the general contractor to locate stationary noise sources (such as compressors) as far from adjacent or nearby sensitive receptors as possible, to muffle such noise sources, and to construct barriers around such sources and/or the construction site, which could reduce construction noise by as much as five dBA. To further reduce noise, the contractor shall locate stationary equipment in pit areas or excavated areas, if feasible. ▪ The project sponsor of a development project in the Plan area shall require the general contractor to use impact tools (e.g., jack hammers, pavement breakers, and rock drills) that are hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. Where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used, along with external noise jackets on the tools, which could reduce noise levels by as much as 10 dBA. ▪ The project sponsor of a development project in the Plan area shall include noise control requirements in specifications provided to construction 	Project sponsor and construction contractor.	During construction period.	Project sponsor to provide monthly noise reports during construction.	Considered complete upon final monthly report.

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Noise (cont.)				
Construction (cont.)				
<p>contractors. Such requirements could include, but not be limited to, performing all work in a manner that minimizes noise to the extent feasible; use of equipment with effective mufflers; undertaking the most noisy activities during times of least disturbance to surrounding residents and occupants, as feasible; and selecting haul routes that avoid residential buildings inasmuch as such routes are otherwise feasible.</p> <ul style="list-style-type: none"> ▪ Prior to the issuance of each building permit, along with the submission of construction documents, the project sponsor of a development project in the Plan area shall submit to the Planning Department and Department of Building Inspection (DBI) a list of measures to respond to and track complaints pertaining to construction noise. These measures shall include (1) a procedure and phone numbers for notifying DBI, the Department of Public Health, and the Police Department (during regular construction hours and off-hours); (2) a sign posted on-site describing noise complaint procedures and a complaint hotline number that shall be answered at all times during construction; (3) designation of an on-site construction complaint and enforcement manager for the project; and (4) notification of neighboring residents and non-residential building managers within 300 feet of the project construction area at least 30 days in advance of extreme noise generating activities (defined as activities generating noise levels of 90 dBA or greater) about the estimated duration of the activity. 				
Air Quality				
Project Operation				
<p><i>Project Mitigation Measure 1: Air Filtration Measures (Implementing TCDP M-AQ-2).</i></p> <p><i>Air Filtration and Ventilation Requirements for Sensitive Land Uses.</i> Prior to receipt of any building permit, the project sponsor shall submit a ventilation plan for the residential portion of the proposed building. The ventilation plan shall show that the building ventilation system for the residential units removes at least 80 percent of the outdoor PM2.5 concentrations from</p>	Project sponsor and architect and/or mechanical/HVAC engineer.	Prior to issuance of building permit.	Environmental Review Officer (ERO) and/or S.F. Department of Public Health (DPH) to review and approve ventilation plan and disclosure form.	Considered complete upon ERO/DPH review and approval of ventilation plan and disclosure form.

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Air Quality (cont.)				
Project Operation (cont.)				
<p>habitable areas and be designed by an engineer certified by ASHRAE, who shall provide a written report documenting that the system meets the 80 percent performance standard identified in this measure and offers the best available technology to minimize outdoor to indoor transmission of air pollution.</p> <p><i>Maintenance Plan.</i> Prior to receipt of any building permit, the project sponsor shall present a plan that ensures ongoing maintenance for the residential ventilation and filtration systems.</p> <p><i>Disclosure to buyers and renters.</i> The project sponsor shall also ensure the disclosure to buyers (and renters) that the building is located in an area with existing sources of air pollution and as such, the building includes an air filtration and ventilation system designed to remove 80 percent of outdoor particulate matter and shall inform occupants of the proper use of the installed air filtration system.</p>				
<p><i>Project Mitigation Measure 2: Best Available Control Technology for Diesel Generators (Implementing TCDP M-AQ-3).</i></p> <p>Prior to receipt of any building permit, the project sponsor shall submit documentation to the Planning Department demonstrating that all emergency (backup) diesel generators to be installed in the project would meet Tier 4 or interim Tier 4 emissions standards, or would meet Tier 2 emissions standards and be equipped with an ARB Level 3 Verified Diesel Emissions Control Strategy (VDECS).</p>	Project sponsor and construction contractor.	Prior to issuance of building permit.	Environmental Review Officer (ERO) to review and approve required diesel generator documentation.	Considered complete upon ERO review and approval of required diesel generator documentation.
Construction				
<p><i>Project Mitigation Measure 3: Construction Emissions Minimization (Implementing TCDP M-A--4a and TCDP M-AQ-5).</i></p> <p>A. <i>Construction Emissions Minimization Plan.</i> Prior to issuance of a construction permit, the project sponsor shall submit a Construction Emissions Minimization Plan (Plan) to the Environmental Review Officer (ERO) for review and approval by an Environmental Planning Air Quality</p>	Project sponsor and construction contractor.	Prior to issuance of construction permit.	Environmental Review Officer (ERO) to review and approve the Construction Emissions Minimization Plan.	Considered complete with ERO review and approval of Construction Emissions Minimization Plan and upon submittal, within six months of the

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Air Quality (cont.)				
Construction (cont.)				
<p>Specialist. The Plan shall detail project compliance with the following requirements:</p> <ol style="list-style-type: none"> 1. All off-road equipment greater than 25 hp and operating for more than 20 total hours over the entire duration of construction activities shall meet the following requirements: <ol style="list-style-type: none"> a) Where access to alternative sources of power are available, portable diesel engines shall be prohibited; b) All off-road equipment shall have: <ol style="list-style-type: none"> i. Engines that meet or exceed either USEPA or ARB Tier 2 off-road emission standards, <i>and</i> ii. Engines that are retrofitted with an ARB Level 3 Verified Diesel Emissions Control Strategy (VDECS).¹ c) Exceptions: <ol style="list-style-type: none"> i. Exceptions to A(1)(a) may be granted if the project sponsor has submitted information providing evidence to the satisfaction of the ERO that an alternative source of power is limited or infeasible at the project site and that the requirements of this exception provision apply. Under this circumstance, the sponsor shall submit documentation of compliance with A(1)(b) for onsite power generation. ii. Exceptions to A(1)(b)(ii) <i>may</i> be granted if the project sponsor has submitted information providing evidence to the satisfaction of the ERO that a particular piece of off-road equipment with an ARB Level 3 VDECS is: (1) technically not feasible, (2) would not produce desired emissions reductions due to expected operating modes, (3) installing the control device would create a safety hazard 			<p>Project sponsor to provide monthly construction reports indicating the construction phase and off-road equipment information used during each phase.</p>	<p>completion of construction activities, of final report summarizing construction activities.</p>

¹ Equipment with engines meeting Tier 4 Interim or Tier 4 Final emission standards automatically meet this requirement, therefore a VDECS would not be required.

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Air Quality (cont.)																
Construction (cont.)																
<p>or impaired visibility for the operator, or (4) there is a compelling emergency need to use off-road equipment that are not retrofitted with an ARB Level 3 VDECS and the sponsor has submitted documentation to the ERO that the requirements of this exception provision apply. If granted an exception to A(1)(b)(ii), the project sponsor must comply with the requirements of A(1)(c)(iii).</p> <p>iii. If an exception is granted pursuant to A(1)(c)(ii), the project sponsor shall provide the next cleanest piece of off-road equipment as provided by the step down schedules in Table A1 below.</p> <p align="center">TABLE A1 OFF-ROAD EQUIPMENT COMPLIANCE STEP DOWN SCHEDULE*</p> <table border="1" data-bbox="134 906 900 1089"> <thead> <tr> <th>Compliance Alternative</th> <th>Engine Emission Standard</th> <th>Emissions Control</th> </tr> </thead> <tbody> <tr> <td align="center">1</td> <td align="center">Tier 2</td> <td align="center">ARB Level 2 VDECS</td> </tr> <tr> <td align="center">2</td> <td align="center">Tier 2</td> <td align="center">ARB Level 1 VDECS</td> </tr> <tr> <td align="center">3</td> <td align="center">Tier 2</td> <td align="center">Alternative Fuel*</td> </tr> </tbody> </table> <p>* How to use the table. If the requirements of (A)(1)(b) cannot be met, then the project sponsor would need to meet Compliance Alternative 1. Should the project sponsor not be able to supply off-road equipment meeting Compliance Alternative 1, then Compliance Alternative 2 would need to be met. Should the project sponsor not be able to supply off-road equipment meeting Compliance Alternative 2, then Compliance Alternative 3 would need to be met. ** Alternative fuels are not a VDECS</p> <p>2. The project sponsor shall require the idling time for off-road and on-road equipment be limited to no more than two minutes, except as provided in exceptions to the applicable state regulations regarding idling for off-road and on-road equipment. Legible and visible signs shall be posted in multiple languages (English, Spanish, Chinese) in designated queuing areas and at the construction site to remind operators of the two minute idling limit.</p>	Compliance Alternative	Engine Emission Standard	Emissions Control	1	Tier 2	ARB Level 2 VDECS	2	Tier 2	ARB Level 1 VDECS	3	Tier 2	Alternative Fuel*				
Compliance Alternative	Engine Emission Standard	Emissions Control														
1	Tier 2	ARB Level 2 VDECS														
2	Tier 2	ARB Level 1 VDECS														
3	Tier 2	Alternative Fuel*														

**EXHIBIT 1:
 MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval and Proposed Improvement Measures)**

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
Air Quality (cont.)				
Construction (cont.)				
<p>3. The project sponsor shall require that construction operators properly maintain and tune equipment in accordance with manufacturer specifications.</p> <p>4. The Plan shall include estimates of the construction timeline by phase with a description of each piece of off-road equipment required for every construction phase. Off-road equipment descriptions and information may include, but is not limited to: equipment type, equipment manufacturer, equipment identification number, engine model year, engine certification (Tier rating), horsepower, engine serial number, and expected fuel usage and hours of operation. For VDECS installed: technology type, serial number, make, model, manufacturer, ARB verification number level, and installation date and hour meter reading on installation date. For off-road equipment using alternative fuels, reporting shall indicate the type of alternative fuel being used.</p> <p>5. The Plan shall be kept on-site and available for review by any persons requesting it and a legible sign shall be posted at the perimeter of the construction site indicating to the public the basic requirements of the Plan and a way to request a copy of the Plan. The project sponsor shall provide copies of Plan to members of the public as requested.</p> <p>B. <i>Reporting.</i> Monthly reports shall be submitted to the ERO indicating the construction phase and off-road equipment information used during each phase including the information required in A(4). In addition, for off-road equipment using alternative fuels, reporting shall include the actual amount of alternative fuel used.</p> <p>Within six months of the completion of construction activities, the project sponsor shall submit to the ERO a final report summarizing construction activities. The final report shall indicate the start and end dates and duration of each construction phase. For each phase, the report shall include detailed information required in A(4). In addition, for off-road equipment using alternative fuels, reporting shall include the actual amount of alternative fuel used.</p>				

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Air Quality (cont.)				
Construction (cont.)				
C. <i>Certification Statement and On-site Requirements.</i> Prior to the commencement of construction activities, the project sponsor must certify (1) compliance with the Plan, and (2) all applicable requirements of the Plan have been incorporated into contract specifications.				
<p><i>Project Mitigation Measure 4: Dust Control Plan (Implementing TCDP M-AQ-4b).</i></p> <p>To reduce construction-related dust emissions, the project sponsor shall incorporate into construction specifications the requirement for development and implementation of a site-specific Dust Control Plan as set forth in Article 22B of the <i>San Francisco Health Code</i>. The Dust Control Plan shall require the project sponsor to: submit a map to the Director of Public Health showing all sensitive receptors within 1,000 feet of the site; wet down areas of soil at least three times per day; provide an analysis of wind direction and install upwind and downwind particulate dust monitors; record particulate monitoring results; hire an independent, third party to conduct inspections and keep a record of those inspections; establish shut-down conditions based on wind, soil migration, etc.; establish a hotline for surrounding community members who may be potentially affected by project-related dust; limit the area subject to construction activities at any one time; install dust curtains and windbreaks on the property lines, as necessary; limit the amount of soil in hauling trucks to the size of the truck bed and secure soils with a tarpaulin; enforce a 15 miles per hour speed limit for vehicles entering and exiting construction areas; sweep affected streets with water sweepers at the end of the day; install and utilize wheel washers to clean truck tires; terminate construction activities when winds exceed 25 miles per hour; apply soil stabilizers to inactive areas; and sweep adjacent streets to reduce particulate emissions. The project sponsor would be required to designate an individual to monitor compliance with dust control requirements.</p>	Project sponsor and construction contractor.	Prior to the start of earthmoving activities.	S.F. Department of Public Health (DPH) and/or Environmental Review Officer (ERO).	Considered complete upon DPH/ERO review of Dust Control Plan.

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1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
Wind				
<p><i>M-WI-2: Tower Design to Minimize Pedestrian Wind Speeds.</i></p> <p>As part of the design development for buildings on Parcel F and at the 524 Howard Street, 50 First Street, 181 Fremont Street and Golden Gate University sites, the project sponsor(s) shall consider the potential effect of these buildings on pedestrian-level winds and on winds in the City Park atop the Transit Center. If wind-tunnel testing identifies adverse impacts, the project sponsor(s) shall conduct additional mitigation testing to resolve impacts to the maximum degree possible and to the satisfaction of Planning Department staff. Design features could include, but not be limited to, setting a tower atop a podium, which can interfere with "downwash" of winds from higher elevations toward the ground; the use of setbacks on tower facades, particularly those facades facing into prevailing winds, which can have similar results; using chamfered and/or rounded corners to minimize the acceleration of upper-level winds as they round corners; façade articulation; and avoiding the placement of large, unbroken facades into prevailing winds.</p>	Project sponsor.	Complete as a part of environmental review.		<p>In accordance with FEIR Mitigation Measure M-WI-2, RWDI conducted a pedestrian wind study for the 181 Fremont Street project and reported the results in the March 16, 2012 <i>181 Fremont Street-San Francisco Pedestrian Wind Study</i>. This measure is considered completed.</p>
Biological Resources				
<i>Candidate, Sensitive, or Special-Status Species</i>				
<p><i>M-BI-1a: Pre-Construction Bird Surveys.</i></p> <p>Conditions of approval for building permits issued for construction within the Plan area shall include a requirement for pre-construction breeding bird surveys when trees or vegetation would be removed or buildings demolished as part of an individual project. Pre-construction nesting bird surveys shall be conducted by a qualified biologist between February 1st and August 15th if vegetation (trees or shrubs) removal or building demolition is scheduled to take place during that period. If special-status bird species are found to be nesting in or near any work area or, for compliance with federal and state law concerning migratory birds, if birds protected under the federal Migratory Bird Treaty Act or the California Fish and Game Code are found to be nesting in or near any work area, an appropriate no-work buffer zone (e.g., 100 feet for songbirds) shall be designated by the biologist. Depending on the species involved, input from the California Department of Fish and Game (CDFG) and/or the U.S. Fish and Wildlife Service (USFWS) Division of Migratory Bird Management may be warranted. As</p>	Project sponsor.	Prior to project approval.	Environmental Review Officer (ERO) to review and approve bird survey.	Considered complete upon ERO approval of bird survey.

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1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
Biological Resources (cont.)				
<i>Candidate, Sensitive, or Special-Status Species (cont.)</i>				
recommended by the biologist, no activities shall be conducted within the no-work buffer zone that could disrupt bird breeding. Outside of the breeding season (August 16 – January 31), or after young birds have fledged, as determined by the biologist, work activities may proceed. Birds that establish nests during the construction period are considered habituated to such activity and no buffer shall be required, except as needed to avoid direct destruction of the nest, which would still be prohibited.				
Hazards and Hazardous Materials				
<i>Excavation and Handling of Potentially Contaminated Soil and Groundwater</i>				
<p><i>M-HZ-2a: Site Assessment and Corrective Action for Sites Located Bayward of Historic Tide Line.</i></p> <p>For any project located bayward of the historic high tide line the project sponsor shall initiate compliance with, and ensure that the project fully complies with, Article 22A of the San Francisco Health Code. In accordance with this article, a site history report shall be prepared, and if appropriate, a soil investigation, soil analysis report, site mitigation plan, and certification report shall also be prepared. If the presence of hazardous materials is indicated, a site health and safety plan shall also be required. The soil analysis report is submitted to DPH. If required on the basis of the soil analysis report, a site mitigation plan shall be prepared to 1) assess potential environmental and health and safety risks; 2) recommend cleanup levels and mitigation measures, if any are necessary, that would be protective of workers and visitors to the property; 3) recommend measures to mitigate the risks identified; 4) identify appropriate waste disposal and handling requirements; and 5) present criteria for on-site reuse of soil. The recommended measures would be completed during construction. Upon completion, a certification report shall be prepared documenting that all mitigation measures recommended in the site mitigation report have been completed and that completion of the mitigation measures has been verified through follow-up soil sampling and analysis, if required.</p>	Project sponsor.	Prior to issuance of site permit.	Environmental Review Officer (ERO), S.F. Department of Public Health (DPH).	Considered complete upon ERO and DPH review and approval of site history and, if appropriate, soil investigation, soil analysis report, site mitigation plan, and certification report, and any studies and remediation required by DPH.

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1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
Hazards and Hazardous Materials (cont.)				
<i>Excavation and Handling of Potentially Contaminated Soil and Groundwater (cont.)</i>				
<p>If the approved site mitigation plan includes leaving hazardous materials in soil or the groundwater with containment measures such as landscaping or a cap to prevent exposure to hazardous materials, the project sponsor shall ensure the preparation of a risk management plan, health and safety plan, and possibly a cap maintenance plan in accordance with DPH requirements. These plans shall specify how unsafe exposure to hazardous materials left in place would be prevented, as well as safe procedures for handling hazardous materials should site disturbance be required. DPH could require a deed notice, for example, prohibiting or limiting certain future land uses, and the requirements of these plans and the deed restriction would transfer to the new property owners in the event that the property was sold.</p>				
<p><i>M-HZ-2c: Site Assessment and Corrective Action for All Sites.</i></p> <p>The project sponsor shall characterize the site, including subsurface features such as utility corridors, and identify whether volatile chemicals are detected at or above risk screening levels in the subsurface. If so, If potential exposure to vapors is suspected, a screening evaluation shall be conducted in accordance with guidance developed by the DTSC to estimate worst case risks to building occupants from vapor intrusion using site specific data and conservative assumptions specified in the guidance. If an unacceptable risk were indicated by this conservative analysis, then additional site data shall be collected and a site specific vapor intrusion evaluation, including fate and transport modeling, shall be required to more accurately evaluate site risks. Should the site specific evaluation identify substantial risks, then additional measures shall be required to reduce risks to acceptable levels. These measures could include remediation of site soil and/or groundwater to remove vapor sources, or, should this be infeasible, use of engineering controls such as a passive or active vent system and a membrane system to control vapor intrusion. Where engineering controls are used, a deed restriction shall be required, and shall include a description of the potential cause of vapors, a prohibition against construction without removal or treatment of contamination to approved risk-based levels, monitoring of the engineering controls to prevent vapor intrusion until risk-based cleanup levels have been met, and notification requirements to</p>	Project sponsor.	Prior to issuance of site permit.	Environmental Review Officer (ERO), S.F. Department of Public Health (DPH).	Considered complete upon ERO and DPH review and approval of site history and, if appropriate, soil investigation, soil analysis report, site mitigation plan, and certification report, and any studies and remediation required by DPH.

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1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
Hazards and Hazardous Materials (cont.)				
<i>Excavation and Handling of Potentially Contaminated Soil and Groundwater (cont.)</i>				
<p>utility workers or contractors who may have contact with contaminated soil and groundwater while installing utilities or undertaking construction activities. In addition, if remediation is necessary, the project sponsor shall implement long-term monitoring at the site as needed. The frequency of sampling and the duration of monitoring will depend upon site-specific conditions and the degree of volatile chemical contamination.</p> <p>The screening level and site-specific evaluations shall be conducted under the oversight of DPH and methods for compliance shall be specified in the site mitigation plan prepared in accordance with this measure, and subject to review and approval by the DPH. The deed restriction, if required, shall be recorded at the San Francisco Office of the Assessor-Recorder after approval by the DPH and DTSC.</p>				
<i>Hazardous Building Materials During Demolition</i>				
<p><i>M-HZ-3: Hazardous Building Materials Abatement.</i></p> <p>The project sponsor of any development project in the Plan area shall ensure that any building planned for demolition or renovation is surveyed for hazardous building materials including PCB-containing electrical equipment, fluorescent light ballasts containing PCBs or DEHP, and fluorescent light tubes containing mercury vapors. These materials shall be removed and properly disposed of prior to the start of demolition or renovation. Old light ballasts that are proposed to be removed during renovation shall be evaluated for the presence of PCBs and in the case where the presence of PCBs in the light ballast cannot be verified, they shall be assumed to contain PCBs, and handled and disposed of as such, according to applicable laws and regulations. Any other hazardous building materials identified either before or during demolition or renovation shall be abated according to federal, state, and local laws and regulations.</p>	Project sponsor.	Prior to building demolition.	Environmental Review Officer (ERO), S.F. Department of Public Health (DPH).	Considered complete upon ERO and DPH review and approval of any studies and remediation required by DPH.

**EXHIBIT 1, ATTACHMENT A:
 MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval and Proposed Improvement Measures)**

2. PROPOSED IMPROVEMENT MEASURES	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
Biological Resources				
<i>Movement of Resident and Migratory Birds</i>				
<p><i>I-BI-2: Night Lighting Minimization.</i></p> <p>In compliance with the voluntary San Francisco Lights Out Program, the Planning Department could encourage buildings developed pursuant to the draft Plan to implement bird-safe building operations to prevent and minimize bird strike impacts, including but not limited to the following measures:</p> <ul style="list-style-type: none"> ▪ Reduce building lighting from exterior sources by: <ul style="list-style-type: none"> - Minimizing amount and visual impact of perimeter lighting and façade up-lighting and avoid up-lighting of rooftop antennae and other tall equipment, as well as of any decorative features; - Installing motion-sensor lighting; - Utilizing minimum wattage fixtures to achieve required lighting levels. ▪ Reduce building lighting from interior sources by: <ul style="list-style-type: none"> - Dimming lights in lobbies, perimeter circulation areas, and atria; - Turning off all unnecessary lighting by 11:00 p.m. through sunrise, especially during peak migration periods (mid-March to early June and late August through late October); - Utilizing automatic controls (motion sensors, photo-sensors, etc.) to shut off lights in the evening when no one is present; - Encouraging the use of localized task lighting to reduce the need for more extensive overhead lighting; - Scheduling nightly maintenance to conclude by 11:00 p.m.; - Educating building users about the dangers of night lighting to birds. 	<p>Planning Department, working with project sponsor.</p>	<p>During project design development.</p>	<p>Planning Department</p>	<p>Considered complete upon approval of building plans by Planning Department.</p>



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

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Information:
415.558.6377

Planning Commission Draft Motion Office Allocation

HEARING DATE: DECEMBER 6, 2012

Date: November 19, 2012
Case No.: **2007.0456EBKXV**
Project Address: **181 Fremont Street**
Project Site Zoning: C-3-O (SD) (Downtown, Office: Special Development)
700-S-2 Height and Bulk District
Transit Center C-3-O (SD) Commercial Special Use District
Transbay C-3 Special Use District
Block/Lot: 3719/010, 011 (181 Fremont Street)
0308/001 (Union Square)
Project Sponsor: Daniel Kingsley
SKS Investment, LLC
601 California Street, Suite 1310
San Francisco, CA 94108
Staff Contact: Kevin Guy – (415) 558-6163
kevin.guy@sfgov.org

ADOPTING FINDINGS RELATING TO THE APPROVAL OF ALLOCATION OF OFFICE SQUARE FOOTAGE UNDER THE 2012-2013 ANNUAL OFFICE DEVELOPMENT LIMITATION PROGRAM PURSUANT TO SECTIONS 320 THROUGH 325 OF THE PLANNING CODE FOR A PROJECT TO DEMOLISH AN EXISTING TWO-STORY AND AN EXISTING THREE-STORY BUILDING AND CONSTRUCT A NEW 52-STORY BUILDING REACHING A MAXIMUM HEIGHT OF APPROXIMATELY 700 FEET, WITH A DECORATIVE SCREEN REACHING A MAXIMUM HEIGHT OF APPROXIMATELY 745 FEET AND A SPIRE REACHING A MAXIMUM HEIGHT OF APPROXIMATELY 800 FEET, CONTAINING APPROXIMATELY 404,000 SQUARE FEET OF OFFICE USES, APPROXIMATELY 74 DWELLING UNITS, APPROXIMATELY 2,000 SQUARE FEET OF RETAIL SPACE, AND APPROXIMATELY 68,000 SQUARE FEET OF SUBTERRANEAN AREA WITH OFF-STREET PARKING, LOADING, AND MECHANICAL SPACE, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT. THE PROJECT SITE IS LOCATED WITHIN THE C-3-O(SD) (DOWNTOWN OFFICE, SPECIAL DEVELOPMENT) DISTRICT, THE 700-S-2 HEIGHT AND BULK DISTRICT, THE TRANSIT

CENTER C-3-O(SD) COMMERCIAL SPECIAL USE DISTRICT, AND THE TRANSBAY C-3 SPECIAL USE DISTRICT.

PREAMBLE

On March 7, 2012, SKS Fremont Managing Member, LLC ("Project Sponsor"), submitted a request (Case No. 2007.0456X) with the City and County of San Francisco Planning Department ("Department") for a Determination of Compliance pursuant to Section 309 with requested Exceptions from Planning Code ("Code") requirements for "Separation of Towers", "Streetwall Base", "Rear Yard", "Limitations on Residential Accessory Parking", "Reduction of Ground-Level Wind Currents in C-3 Districts", "General Standards for Off-Street Parking and Loading" to create a curb cut on Fremont Street, and "Unoccupied Building Height" to demolish an existing three-story building and an existing two-story building, and to construct a 52-story building reaching a roof height of approximately 700 feet with a decorative screen reaching a maximum height of approximately 745 feet and a spire reaching a maximum height of approximately 800 feet, containing approximately 404,000 square feet of office uses, approximately 74 dwelling units, approximately 2,000 square feet of retail space, and approximately 68,000 square feet of subterranean area with off-street parking, loading, and mechanical space, located at 181 Fremont Street ("Project Site"), within the C-3-O (SD) (Downtown Office, Special Development) District, the 700-S-2 Height and Bulk District, and the Transit Center C-3-O(SD) Commercial Special Use District (collectively, "Project").

On November 2, 2012, the Project Sponsor applied for a Variance from the requirements of Section 140 (Dwelling Unit Exposure).

On March 7, 2012, the Project Sponsor applied for an allocation of 364,000 square feet of net additional office space (subtracting the area of existing office space uses to be demolished on the site) to the Project pursuant to Sections 320 through 325 (Annual Office Development Limitation Program) (Case No. 2012.0257B). The application was subsequently amended to request an allocation of 361,038 square feet of net additional office space to the Project.

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

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

2012 the Department published a Comments and Responses document, responding to comments made regarding the draft EIR prepared for the Project.

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

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

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

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

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

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

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

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

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

On November 9, 2012, the Department determined that the proposed application did not require further environmental review under Section 15183 of the CEQA Guidelines and Public Resources Code Section 21083.3. The Project is consistent with the adopted zoning controls in the Transit Center District Plan and was encompassed within the analysis contained in the Transit Center District Plan Final EIR. Since the Transit Center District Plan Final EIR was finalized, there have been no substantial changes to the Transit Center District Plan and no substantial changes in circumstances that would require major revisions to the Final EIR due to the involvement of new significant environmental effects or an increase in the severity of previously identified significant impacts, and there is no new information of substantial importance that would change the conclusions set forth in the Final EIR. The file for this project, including the Transit Center District Plan Final EIR and the Community Plan Exemption certificate, is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, San Francisco, California.

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

The Planning Commission has reviewed and considered reports, studies, plans and other documents pertaining to the Project.

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

The Planning Department, Linda Avery, is the custodian of records for this action, and such records are located at 1650 Mission Street, Fourth Floor, San Francisco, California.

On December 6, 2012 the Commission adopted Motion No. XXXXX, approving a Section 309 Determination of Compliance and Request for Exceptions, including a Mitigation, Monitoring, and Reporting Program for the Project, attached as Exhibit C to Motion No. XXXXX, which are incorporated herein by this reference thereto as if fully set forth in this Motion.

On December 6, 2012, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Case No. 2007.0456B. 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, the Planning Department staff, and other interested parties.

MOVED, that the Commission hereby authorizes the Office Allocation requested in Application No. 2007.0456B, subject to the conditions contained in **Exhibit A** of this motion, based on the following findings:

FINDINGS

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

1. The above recitals are accurate and also constitute findings of this Commission.
2. **Site Description and Present Use.** The Project Site is an irregularly shaped property formed by two parcels measuring a total of 15,313 square feet, located on the east side of Fremont Street, between Mission and Howard Streets. The Project Site is within the C-3-O (SD) District, the 700-S-2 Height and Bulk District, the Transit Center C-3-O (SD) Commercial Special Use District, and the Transbay C-3 Special Use District. The Project Site is presently occupied by a two-story building and a three-story building containing approximately 43,000 square feet of office uses.
3. **Surrounding Properties and Neighborhood.** The Project Site is located in an area characterized by dense urban development. There are many high-rise structures containing dwellings, offices and other commercial uses. The Project Site is surrounded by a number of high-rise buildings. The Millennium (301 Mission Street) is a residential development consisting of a 60-story residential building and an 11-story tower, located to the north. 50 Beale Street (a 23-story office building), 45 Fremont Street (a 34-story office building) and 50 Fremont Street (a 43-story office building) are situated further to the north. 199 Fremont street (a 27-story office building) is located immediately to the east. There are numerous smaller commercial buildings in the area as well. The future Transit Center is currently under construction immediately adjacent to the Project Site to the north. The Transit Center is planned to accommodate local and inter-city bus service, as well as Caltrain and California High Speed Rail service. The roof of the Transit Center will also feature a 5.4-acre public park called "City Park."

The Project Site is located within the Transit Center District Plan (TCDP) area. The City adopted the TCDP and related implementing ordinances in August 2012. Initiated by a multi-year public and cooperative interagency planning process that began in 2007, the Plan is a comprehensive vision for shaping growth on the southern side of Downtown. Broadly stated, the goals of the TCDP are to focus regional growth (particularly employment growth) toward downtown San Francisco in a sustainable, transit-oriented manner, sculpt the downtown skyline, invest in substantial transportation infrastructure and improvements to streets and open spaces, and expand protection of historic resources.

Adoption of the Plan included height reclassification of numerous parcels in the area to increase height limits, including a landmark tower site in front of the Transit Center with a height limit of 1,000 feet and several other nearby sites with height limits ranging from 600 to 850 feet.

4. **Proposed Project.** The Project would demolish an existing three-story building and an existing two-story building, and to construct a 52-story building reaching a roof height of approximately 700 feet with a decorative screen reaching a maximum height of approximately 745 feet and a spire reaching a maximum height of approximately 800 feet, containing approximately 404,000 square feet of office uses, approximately 74 dwelling units, approximately 2,000 square feet of retail space, and approximately 68,000 square feet of subterranean area with off-street parking, loading, and mechanical space. The Project also includes a bridge to the future elevated City Park situated on top of the Transit Center.
5. **Public Comment.** The Department has received several letters in support from organizations and business owners in the area which praise the transit-oriented, mixed-use nature of the Project, as well as the fee revenues which will be generated. To date, the Department has received no communications in opposition to the Project.
6. **Office Allocation.** Section 321 establishes standards for San Francisco's Office Development Annual Limit. In determining if the proposed Project would promote the public welfare, convenience and necessity, the Commission considered the seven criteria established by Code Section 321(b)(3), and finds as follows:

I. APPORTIONMENT OF OFFICE SPACE OVER THE COURSE OF THE APPROVAL PERIOD IN ORDER TO MAINTAIN A BALANCE BETWEEN ECONOMIC GROWTH ON THE ONE HAND, AND HOUSING, TRANSPORTATION AND PUBLIC SERVICES, ON THE OTHER.

As of October 22, 2012, there exists 2,579,606 square feet of office space available for allocation to office buildings of greater than 49,999 square feet of office space ("Large Buildings") during this Approval Period, which ends October 16, 2013. With the allocation of 361,038 square feet of net new office space to the Project, 2,218,568 square feet would be available for allocation.

The Project would improve the balance between San Francisco's economic growth and its housing supply by contributing to the affordable housing fund pursuant to Planning Code Section 413. The Project is also subject to the Transportation Impact Development Fee, Child Care In-Lieu Fee, Downtown Parks Fee, Transit Center District Open Space Fee, Transit Center District Transportation and Street Improvement Fee, and the Transit Center District Mello Roos Community Facilities District Program, all of which will contribute to maintaining a balance between economic growth and housing, transportation and public services. Additionally, the Project would create both new construction jobs and permanent new jobs and comply with all the requirements of the First Source Hiring Program (Chapter 83 of the Administrative Code) and Section 164 of the Planning Code to maximize employment opportunities for local residents.

One of the goals of the TCDP is to leverage increased development intensity to generate revenue that will enable the construction of new transportation facilities, including support for the new Transit Center, including the Downtown Rail Extension. These revenues will also be directed toward improvements to sidewalks and other important pedestrian infrastructure to create a public realm that is conducive to, and supportive of pedestrian travel. As the largest development within the Plan area, the Project will contribute substantial financial resources toward these improvements, and will also

serve to leverage these investments by focusing intense employment growth within the core of planned transportation services.

In general, the downtown core of San Francisco offers relatively few remaining opportunity sites for employment growth. The TCDP seeks to maximize development intensity at these remaining opportunity sites, and to preserve such sites primarily for employment uses. The Plan also seeks to address issues of regional sustainability and traffic congestion by focusing job growth within an intense, urban context in an area supported by abundant existing and planned transit services, as well as retail and service amenities. The Project implements this vision through the development of 404,000 square feet of office space, located immediately adjacent to the future Transit Center, and within two blocks of the Market Street transit spine.

II. THE CONTRIBUTION OF THE OFFICE DEVELOPMENT TO, AND ITS EFFECTS ON, THE OBJECTIVES AND POLICIES OF THE GENERAL PLAN.

The Project is consistent with the General Plan, as discussed in Section #8 of Motion No. XXXX, Case 2007.0456X (Determination of Compliance and Granting of Exceptions Under Planning Code Section 309). The Project would advance the objectives and policies of the Commerce, Urban Design, Downtown Plan, Transportation, and Transit Center District Plan Elements of the General Plan, and presents no significant conflicts with other elements.

III. THE QUALITY OF THE DESIGN OF THE PROPOSED OFFICE DEVELOPMENT.

The Project exterior consists of a glass curtain wall expressed as a series of faceted planes, anchored within the diagonal framework of a strongly-expressed exoskeletal structure. Within each of the faceted planes, the overlapping rows of glazing add richness and verticality to the overall composition. The tall ground floor and mezzanine levels are expressed distinctly from the floors above, with the exoskeletal structure anchored to the site at the corners, framing a gracious expanse of clear glazing into the lobby and retail spaces in the interior. This treatment creates a clearly-defined pedestrian realm which is distinct from the tower above. Furthermore, the building gradually tapers away from the sidewalk throughout the height of the building, reducing the apparent height and massing of the building when viewed from points immediately below.

IV. THE SUITABILITY OF THE PROPOSED OFFICE DEVELOPMENT FOR ITS LOCATION, AND ANY EFFECTS OF THE PROPOSED OFFICE DEVELOPMENT SPECIFIC TO THAT LOCATION.

a) Use. *The Project's proposed office and retail uses are permitted uses in the C-3-O(SD) District. The site lies two blocks south of Market Street and immediately adjacent to the future Transit Center, providing direct access to abundant existing and planned transit, as well as retail goods and services. Numerous office buildings exist within the immediate vicinity of the Project site and the greater Downtown area. The Project furthers the goals and objectives of the Downtown Plan and TCDP of concentrating office uses into a compact Downtown Core.*

b) Transit Accessibility. *The area is served by a variety of transit options. The Project site is two blocks from the Montgomery Street MUNI and BART station, approximately six blocks from the Ferry*

Building, has direct access to abundant local and regional bus service on Mission Street, and is adjacent to the future Transit Center.

c) Open Space Accessibility. The Project includes a physical bridge to the future City Park, as well as a publicly-accessible elevator that will allow visitors access this bridge through the building. The fifth floor of the Tower includes a retail space that will help to enliven and activate City Park.

d) Urban Design. The existing skyline of downtown San Francisco is largely characterized by a cluster of towers that, when viewed in aggregate, form a plateau at a height of approximately 500 to 550 feet (the historic maximum zoned heights in the C-3 Districts. The TCDP envisions the creation of a new, sculpted skyline formed by height increases at selected locations to allow slender towers that project above this plateau. The Project Site was specifically proposed to be developed at a 700-foot height to contribute to this overall form, creating an apex within the skyline and a distinctive identity for the urban form of San Francisco that is evocative of the sloping terrain of the area's natural landforms. The design of the Project fulfills this vision, reaching the height proposed by the Plan.

V. THE ANTICIPATED USES OF THE PROPOSED OFFICE DEVELOPMENT IN LIGHT OF EMPLOYMENT OPPORTUNITIES TO BE PROVIDED, NEEDS OF EXISTING BUSINESSES, AND THE AVAILABLE SUPPLY OF SPACE SUITABLE FOR SUCH ANTICIPATED USES.

a) Anticipated Employment Opportunities. The Project would contribute to the employment of economically disadvantaged persons by its participation in San Francisco's First Source Hiring Program ("FSHP"). During the three-year construction period, the Project will employ approximately 800 union laborers during construction. Available entry-level construction jobs would be processed through the FSHP and would benefit economically disadvantaged persons. Upon completion of construction, the Project would be occupied by commercial tenants that would create over 1,650 new jobs. Available entry level jobs offered by these businesses must be processed through the FSHP and would benefit economically disadvantaged persons. Because of the size of the development, the Project has the potential to create significant employment opportunities.

The Project will also comply with the requirements of Planning Code Section 164, which includes city resident employment and training requirements.

b) Needs of Existing Businesses. With approximately 361,038 gross square feet of new office space (approximately 404,000 square feet of total office space), the Project is anticipated to provide for a great variety and number of tenants, thereby better serving the needs of the business community. The Project Site is well-served by transit, and is in close proximity to other firms consolidated within the Downtown Core.

c) Available Supply of Space Suitable for Such Anticipated Uses. The project will provide substantial office space that is suitable for a variety of office users and sizes in a Downtown location. The anticipated office uses and tenants will strengthen the City's economy and the City's position as a business hub and regional employment center.

VI. THE EXTENT TO WHICH THE PROPOSED DEVELOPMENT WILL BE OWNED OR OCCUPIED BY A SINGLE ENTITY.

The site is currently under the ownership of the Fremont Development Funding Group. The anticipated tenant or tenants will be determined at a later date. It is not known whether the Project will be occupied by a single entity.

VII. THE USE, IF ANY, OF TRANSFERABLE DEVELOPMENT RIGHTS ("TDRs") BY THE PROJECT SPONSOR.

Section 124 establishes basic floor area ratios (FAR) for all zoning districts. As set forth in Section 124(a), the FAR for the C-3-O (SD) District is 6.0 to 1. Under Sections 123 and 128, the FAR can be increased to 9.0 to 1 with the purchase of transferable development rights (TDR), and may exceed 9.0 to 1 without FAR limitations through participation in the Transit Center District Mello-Roos Community Facilities District, pursuant to Section 424.8.

The Project Site has a lot area of approximately 15,313 square feet. Therefore, up to 91,878 square feet of Gross Floor Area ("GFA") is allowed under the basic FAR limit, and up to 137,817 square feet of GFA is permitted with the purchase of TDR. As shown in the conceptual plans for the Project, the building would include approximately 545,556 square feet of GFA (an FAR of approximately 35.6 to 1). Conditions of approval are included to require the Project Sponsor to purchase TDR for the increment of development between 6.0 to 1 FAR and 9.0 to 1 FAR (approx. 45,939 square feet), and to participate in the Transit Center District Mello-Roos Community Facilities District to pursue development above an FAR of 9.0 to 1.

7. **General Plan Conformity.** The General Plan Consistency Findings set forth in Section #8 of Motion No. XXXXX, Case #2007.0456X (Determination of Compliance and Granting of Exceptions Under Planning Code Section 309) apply to this Motion, and are incorporated herein as though fully set forth.
8. **Priority Policy Findings.** Section 101.1(b) establishes eight priority planning policies and requires the review of permits for consistency with said policies. The Project complies with these policies, on balance, as follows:
 - A. That existing neighborhood-serving retail/personal services uses be preserved and enhanced and future opportunities for resident employment in and ownership of such businesses enhanced.

The Project would include retail services at the ground-floor and at the fifth floor adjacent to City Park. These uses would provide goods and services to downtown workers, residents, and visitors, while creating ownership and employment opportunities for San Francisco residents. The addition of office and residential uses would bring new employees and residents to area, strengthening the customer base of other businesses in the vicinity.

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

No housing would be removed by the Project, and the Project would provide 74 dwelling units, including on-site affordable units. The Project Site is located in an area where high-rise office

development predominates and is explicitly encouraged by the Downtown Plan and the Transit Center District Plan. The Project would be compatible with the character of the downtown area.

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

The Project would enhance the City's supply of affordable housing by participating in the Jobs-Housing Linkage Program pursuant to Planning Code Section 413. The residential portion of the Project is subject to the Inclusionary Housing requirements of Section 415, and will comply by providing 11 on-site affordable dwelling units.

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

The Project Site is situated in the downtown core and is well served by public transit. The Project Site is located immediately adjacent to the future Transit Center, which will provide direct access to a significant hub of local, regional, and Statewide transportation. The Project is also located two blocks from Market Street, a major transit corridor that provides access to various Muni and BART lines. The Project implements the vision of the Transit Center District Plan to direct regional growth to a location that is served by abundant transit options, in order to facilitate travel by means other than private automobile.

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

The existing buildings on the Project Site do not contain any ground-floor retail uses, and the Project includes 1,800 square feet of retail space, preserving service sector employment opportunities.

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

The Project will comply with all current structural and seismic requirements under the San Francisco Building Code.

- G. That landmarks and historic buildings be preserved.

The existing buildings to be demolished on the Project Site are not considered to be historic resources. The Project would not affect any landmark or historic building.

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

A technical memorandum, prepared by Environmental Science Associates, concluded that the Project would cast approximately 2,131 square-foot-hours of new shadow on Union Square, equal to approximately 0.0005% of the theoretically available annual sunlight ("TAAS") on Union Square. Approval of the Project is therefore subject to approval under the procedures of

Planning Code Section 295 (also known as "Prop K") by the Recreation & Parks and Planning Commissions.

On December 6, 2012, the Planning Commission held a duly noticed public hearing and adopted Motion No. XXXXX, finding that the shadows cast by the Project on Union Square would not be adverse to the use of the park, and allocating ACLs to the Project for Union Square.

9. The Project is consistent with and would promote the general and specific purposes of the Code provided under Section 101.1(b) in that, as designed, the Project would contribute to the character and stability of the neighborhood and would constitute a beneficial development.
10. The Commission hereby finds that granting the Project Authorization in this case will particularly promote the public welfare, convenience and necessity for the reasons set forth above.

DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES Office Allocation Application No. 2007.0456B** subject to the conditions attached hereto as Exhibit A, which is incorporated herein by reference as though fully set forth, in general conformance with the plans stamped Exhibit B and dated October 18, 2012, on file in Case Docket No. **2007.0456B**.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Section 320-325 Office Space Allocation to the Board of Appeals within fifteen (15) days after the date of this Motion. The effective date of this Motion shall be the date of this Motion if not appealed (after the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. For further information, please contact the Board of Appeals in person at 1650 Mission Street, Room 304 or call (415) 575-6880.

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission at its regular meeting on December 6, 2012.

Linda D. Avery
Commission Secretary

AYES:

NOES:

ABSENT:

Draft Motion
Hearing Date: December 6, 2012

CASE NO. 2007.0456EBKXV
181 Fremont Street

ADOPTED: December 6, 2012

EXHIBIT A

AUTHORIZATION

This authorization is to grant an allocation of 361,038 square feet of net new office space under the 2012-2013 Annual Office Development Limitation Program, pursuant to Planning Code Sections 320 through 325, in connection with a proposal to demolish an existing three-story building and an existing two-story building, and to construct a 52-story building reaching a roof height of approximately 700 feet with a decorative screen reaching a maximum height of approximately 745 feet and a spire reaching a maximum height of approximately 800 feet, containing approximately 404,000 square feet of office uses, approximately 74 dwelling units, approximately 2,000 square feet of retail space, and approximately 68,000 square feet of subterranean area with off-street parking, loading, and mechanical space, as well as a bridge to the future elevated City Park situated on top of the Transit Center, at a Project Site located within the C-3-O(SD) (Downtown Office, Special Development) District, the 700-S-2 Height and Bulk District, the Transit Center C-3-O(SD) Commercial Special Use District, and the Transbay C-3 Special Use District, in general conformance with plans dated December 6, 2012 and stamped "EXHIBIT B" included in the docket for Case No. 2007.0456B and subject to conditions of approval reviewed and approved by the Commission on December 6, 2012 under Motion No. XXXXX. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

COMPLIANCE WITH OTHER REQUIREMENTS

The Conditions of Approval set forth in Exhibit B of Motion No. XXXXX, Case No. 2007.0456X (Determination of Compliance Under Section 309), and the Mitigation, Monitoring, and Reporting Program adopted as Exhibit C to Planning Commission Motion XXXXX, Case No. 2007.0456X apply to this approval, and are incorporated herein as though fully set forth, except as modified herein.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on December 6, 2012 under Motion No. XXXXX.

CHANGES AND MODIFICATIONS

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

Conditions of Approval, Compliance, Monitoring, and Reporting

PERFORMANCE

Development Timeline - Office. Pursuant to Planning Code Section 321(d) (2), construction of an office development shall commence within three years of the date of this Motion approving this Project becomes effective. Failure to begin work within that period or to carry out the development diligently thereafter to completion, shall be grounds to revoke approval of the office development under this conditional use authorization.

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

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

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



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

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Planning Commission Draft Motion Section 295

HEARING DATE: DECEMBER 6, 2012

Date: November 19, 2012
Case No.: **2007.0456EBKXV**
Project Address: **181 Fremont Street**
Project Site Zoning: C-3-O (SD) (Downtown, Office: Special Development)
 700-S-2 Height and Bulk District
 Transit Center C-3-O (SD) Commercial Special Use District
 Transbay C-3 Special Use District
Block/Lot: 3719/010, 011 (181 Fremont Street)
 0308/001 (Union Square)
Project Sponsor: SKS Fremont Managing Member, LLC
 c/o Daniel Kingsley
 601 California Street, Suite 1310
 San Francisco, CA 94108
Staff Contact: Kevin Guy – (415) 558-6163
kevin.guy@sfgov.org

ADOPTING FINDINGS THAT (1) THE NET NEW SHADOW FROM THE PROPOSED PROJECT AT 181 FREMONT STREET WILL NOT HAVE AN ADVERSE IMPACT ON UNION SQUARE, AS REQUIRED BY PLANNING CODE SECTION 295 (THE SUNLIGHT ORDINANCE), (2) ALLOCATE NET NEW SHADOW TO THE PROPOSED PROJECT AT 181 FREMONT STREET FOR UNION SQUARE, AND (3) ADOPT FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

PREAMBLE

Under Planning Code Section 295 (also referred to as Proposition K from 1984), a building permit application for a project exceeding a height of 40 feet cannot be approved if there is any shadow impact on a property under the jurisdiction of the Recreation and Park Department, unless the Planning Commission, upon recommendation from the General Manager of the Recreation and Park Department,

in consultation with the Recreation and Park Commission, makes a determination that the shadow impact will not be significant or adverse.

On February 7, 1989, the Recreation and Park Commission and the Planning Commission adopted criteria establishing absolute cumulative limits ("ACL") for additional shadows on fourteen parks throughout San Francisco (Planning Commission Resolution No. 11595), as set forth in a February 3, 1989 memorandum (the "1989 Memo"). The ACL for each park is expressed as a percentage of the Theoretically Available Annual Sunlight ("TAAS") on the Park (with no adjacent structures present).

On December 12, 2011, on behalf of SKS Fremont Managing Member, LLC ("Project Sponsor") submitted a request for review of a development exceeding 40 feet in height, pursuant to Section 295, analyzing the potential shadow impacts of the Project to properties under the jurisdiction of the Recreation and Parks Department (Case No. 2007.0456K). Department staff prepared a shadow fan depicting the potential shadow cast by the development and concluded that the Project could have a potential impact to properties subject to Section 295.

On March 7, 2012, the Project Sponsor submitted a request (Case No. 2007.0456X) with the City and County of San Francisco Planning Department ("Department") for a Determination of Compliance pursuant to Section 309 with requested Exceptions from Planning Code ("Code") requirements for "Separation of Towers", "Streetwall Base", "Rear Yard", "Limitations on Residential Accessory Parking", "Reduction of Ground-Level Wind Currents in C-3 Districts", "General Standards for Off-Street Parking and Loading" to create a curb cut on Fremont Street, and "Unoccupied Building Height" to demolish an existing three-story building and an existing two-story building, and to construct a 52-story building reaching a roof height of approximately 700 feet with a decorative screen reaching a maximum height of approximately 745 feet and a spire reaching a maximum height of approximately 800 feet, containing approximately 404,000 square feet of office uses, approximately 74 dwelling units, approximately 2,000 square feet of retail space, and approximately 68,000 square feet of subterranean area with off-street parking, loading, and mechanical space, located at 181 Fremont Street ("Project Site"), within the C-3-O (SD) (Downtown Office, Special Development) District, the 700-S-2 Height and Bulk District, and the Transit Center C-3-O(SD) Commercial Special Use District (collectively, "Project").

On March 7, 2012, the Project Sponsor applied for an allocation of 364,000 square feet of net additional office space (subtracting the area of existing office space uses to be demolished on the site) to the Project pursuant to Sections 320 through 325 (Annual Office Development Limitation Program) (Case No. 2007.0456B). The application was subsequently amended to request an allocation of 361,038 square feet of net additional office space to the Project.

On November 2, 2012, the Project Sponsor applied for a Variance from the requirements of Section 140 (Dwelling Unit Exposure).

On May 24, 2012, the Planning Commission held a duly noticed public hearing and recommended approval of the Transit Center District Plan ("TCDP" or "Plan") and related implementing Ordinances to the Board of Supervisors. The result of a multi-year public and cooperative interagency planning process that began in 2007, the Plan is a comprehensive vision for shaping growth on the southern side of Downtown to respond to and support the construction of the new Transbay Transit Center project, including the Downtown Rail Extension. Implementation of the Plan would result in generation of up to

\$590 million for public infrastructure, including over \$400 million for the Downtown Rail Extension. Adoption of the Plan included height reclassification of numerous parcels in the area to increase height limits, including a landmark tower site in front of the Transit Center with a height limit of 1,000 feet and several other nearby sites with height limits ranging from 600 to 850 feet.

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

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

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

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

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

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

On November 9, 2012, the Planning Department, in a Community Plan Exemption certificate, determined that the proposed application did not require further environmental review under Section 15183 of the CEQA Guidelines and Public Resources Code Section 21083.3. The Project is consistent with the adopted zoning controls in the Transit Center District Plan and was encompassed within the analysis contained in the Transit Center District Plan Final EIR.

The Final EIR prepared for the Plan analyzed and identified potential new shadows that could be created cumulatively by likely development sites in the Plan area on up to nine open spaces (Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Willie "Woo Woo" Wong Playground, Maritime Plaza, Woh Hei Yuen Park, Chinese Recreation Center, and Boeddeker Park) under the jurisdiction of the Recreation and Park Department. Approval of these buildings would thus be subject to approval under the procedures of Planning Code Section 295 by the Recreation and Park and Planning Commissions. The Final EIR also analyzed and identified potential new shadows that the Transit Tower Project would cast on eight open spaces (Union Square, Saint Mary's Square, Portsmouth Square, Justin

Herman Plaza, Maritime Plaza, Woh Hei Yuen Park, Chinese Recreation Center, and Boeddeker Park) under the jurisdiction of the Recreation and Park Department.

On October 11, 2012, the Planning Commission and the Recreation and Park Commission held a duly noticed joint public hearing and adopted Planning Commission Resolution No. 18717 and Recreation and Park Commission Resolution No. XXXXX amending the 1989 Memo and raising the absolute cumulative shadow limits for seven open spaces under the jurisdiction of the Recreation and Park Department that could be shadowed by likely cumulative development sites in the Transit Center District Plan ("Plan") Area, including the Project. In revising these ACLs, the Commissions also adopted qualitative criteria for each park related to the characteristics of shading within these ACLs that would not be considered adverse, including the duration, time of day, time of year, and location of shadows on the particular parks. Under these amendments to the 1989 Memo, any consideration of allocation of "shadow" within these newly increased ACLs for projects must be consistent with these characteristics. The Commissions also found that the "public benefit" of any proposed project in the Plan Area should be considered in the context of the public benefits of the Transit Center District Plan as a whole.

On October 18, 2012, the Planning Commission held a duly noticed public hearing and adopted Motion No. XXXXX, findings that the shadows cast by the Transbay Tower project on eight open spaces (Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, Woh Hei Yuen Park, Chinese Recreation Center, and Boeddeker Park) under the jurisdiction of the Recreation & Parks Department would not be adverse, and allocated to the Transbay Tower project allowable shadow from the absolute cumulative shadow limits of six of these properties (where such limits have been adopted) (Case No. 2008.0789K). As part of this action, the Transbay Tower was allocated 0.011% of the 0.19% ACL for Union Square, leaving a remaining 0.179% of the ACL for Union Square.

On October 19, 2012, a technical memorandum, prepared by Environmental Science Associates, concluded that the Project would cast approximately 2,131 square-foot-hours of new shadow on Union Square, equal to approximately 0.0005% of the theoretically available annual sunlight ("TAAS") on Union Square. Approval of the Project is therefore subject to approval under the procedures of Planning Code Section 295 (also known as "Prop K") by the Recreation & Parks and Planning Commissions.

On November 15, 2012, the Recreation and Park Commission held a duly noticed public hearing and adopted Recreation and Park Commission Resolution No. XXXXX recommending that the General Manager of the Recreation & Park Department recommend to the Planning Commission that the shadows cast by the Project on Union Square are not adverse to the use of the park, and that the Planning Commission allocate to the Project allowable shadow from the absolute cumulative shadow limit for Union Square.

The Commission has reviewed and considered reports, studies, plans and other documents pertaining to the Project.

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

The Planning Department, Linda Avery, is the custodian of records for this action, and such records are located at 1650 Mission Street, Fourth Floor, San Francisco, California. The custodian of records for the

Recreation and Park Department and Commission is Margaret McArthur. For the Recreation and Park Department and Commission actions, such records are located at 501 Stanyan Street, San Francisco, California.

FINDINGS

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

1. The foregoing recitals are accurate, and also constitute findings of this Commission.
2. CEQA Guidelines Sections 15162 and 15163 require a lead agency to prepare a subsequent EIR or a supplement to an EIR when substantial changes to the project, substantial changes with respect to the circumstances under which the project would be undertaken, or new information of substantial importance would require major revisions of the certified EIR. There have been no substantial changes to the Transit Center District Plan, no substantial changes in circumstances, and no new information of substantial importance since the Final EIR was certified on May 24, 2012. Therefore, no subsequent or supplemental environmental review is required.
3. The additional shadow cast by the Project on Union Square would not be adverse, and is not expected to interfere with the use of the park, for the following general reasons: (1) the new shadow would be within the absolute cumulative shadow limits adopted for Union Square by the Planning Commission (Resolution No. 18717) and the Recreation and Park Commission (Resolution No. XXXXX) at a joint public hearing on October 11, 2012; (2) the new shadow would generally occur in the early morning hours (at approximately 7:25am) during periods of low park usage; (3) the new shadow would occur for a very limited amount of time for approximately two weeks per year (the week of April 26th and the week of August 16th), for no more than five minutes on any given day; and (4) the new shadow would occur within an extremely limited area of the park, infilling a narrow sunny band of area situated between two large shaded areas.

The 1989 Memo provides that the Planning Commission and Recreation and Park Commission may consider the public good served by development which would cast new shadows on park properties, in terms of a needed use, building design, and urban form. The adoption and implementation of the Transit Center District Plan is intended to shape regional growth patterns through the development of an intense, employment-focused neighborhood situated within downtown San Francisco in an area served by abundant existing and planned transportation infrastructure. The Project would contribute to the new sculpted downtown skyline that marks the location of the Transbay Transit Center, the future nexus of local, regional, and statewide transportation infrastructure in San Francisco. The Project includes a physical bridge to the future City Park, as well as a publicly-accessible elevator that will allow visitors access this bridge through the building. The fifth floor of the Tower includes a retail space that will help to enliven and activate City Park.

Development within the Plan area will generate substantial revenue for new infrastructure and improvements to the public realm, including the creation of new open spaces. Implementation of the Plan, if all major development sites are constructed, would generate up to \$590 million for

public infrastructure, including over \$400 million for the Downtown Rail Extension. This contribution of funds to the Downtown Rail Extension represents the vast majority of the City of San Francisco's commitment to provide \$450 million memorialized in a regional agreement with the Metropolitan Transportation Commission to leverage \$2 billion in additional regional and federal funds to construct the rail project.

4. A determination by the Planning Commission and/or the Recreation and Park Commission to allocate net new shadow to the Project does not constitute an approval of the Project.

DECISION

Based upon the Record, the submissions by the Project Sponsor, the staff of the Planning Department, and other interested parties, the oral testimony presented to the Commission at the public hearing, and all other written materials submitted by all parties, the Commission hereby **DETERMINES**, under Shadow Analysis Application No. **2007.0456K**, that the net new shadow cast by the Project on Union Square would not be adverse to the use of the park, and **ALLOCATES** to the Project 2,131 square-foot-hours of additional shadow on Union Square (representing approximately 0.0005% of the Theoretically Available Annual Sunlight for Union Square).

I hereby certify that the foregoing Motion was ADOPTED by the Planning at the meeting on December 6, 2012.

Linda Avery
Commission Secretary

AYES:

NAYS:

ABSENT:

ADOPTED: December 6, 2012



SAN FRANCISCO PLANNING DEPARTMENT

Certificate of Determination EXEMPTION FROM ENVIRONMENTAL REVIEW

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

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Planning
Information:
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Case No.: 2007.0456E
Project Title: 181 Fremont Street
Zoning/Plan Area: C-3-O (SD) Downtown Office Special Development District;
Transit Center Commercial Special Use District;
700-S Height and Bulk District; Transit Center District Plan
Block/Lot: 3719/10 & 11
Lot Size: 15,312.5 square feet
Project Sponsor: Daniel R. Kingsley, SKS Fremont, LLC, (415) 421-8200
Staff Contact: Michael Jacinto – (415) 575-9033
michael.jacinto@sfgov.org

PROJECT DESCRIPTION:

The project sponsor, SKS Fremont, LLC, proposes to demolish two existing structures and develop one 700-foot-tall tower (745 feet to the top of the parapet/mechanical screen) on two lots located at the east side of Fremont Street immediately south of the new Transbay Transit Center that is currently under construction. The project site, as shown in **Figure 1**, comprises two parcels, is approximately 15,310 square feet in size, and is located within the approved Transit Center District Plan (TCDP or Plan) area. The proposed tower would include a mix of office, residential, and retail, along with five levels of below grade parking, off-street loading spaces, residential and office lobbies and amenities for the project residents (continued on next page).

EXEMPT STATUS:

Exempt per Section 15183 of the California Environmental Quality Act (CEQA) Guidelines California.

REMARKS:

(see page 18, below)

DETERMINATION:

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



Bill Wycko
Environmental Review Officer



Date

cc: SKS Fremont, LLC, Project Sponsor
Michael Jacinto, Environmental Planning Division
Kevin Guy, Neighborhood Planning Division

Supervisor Jane Kim, District 6
Virna Byrd, M.D.F.
Exclusion/Exemption Distribution List

PROJECT DESCRIPTION (continued from cover page):**Project Overview and Major Components**

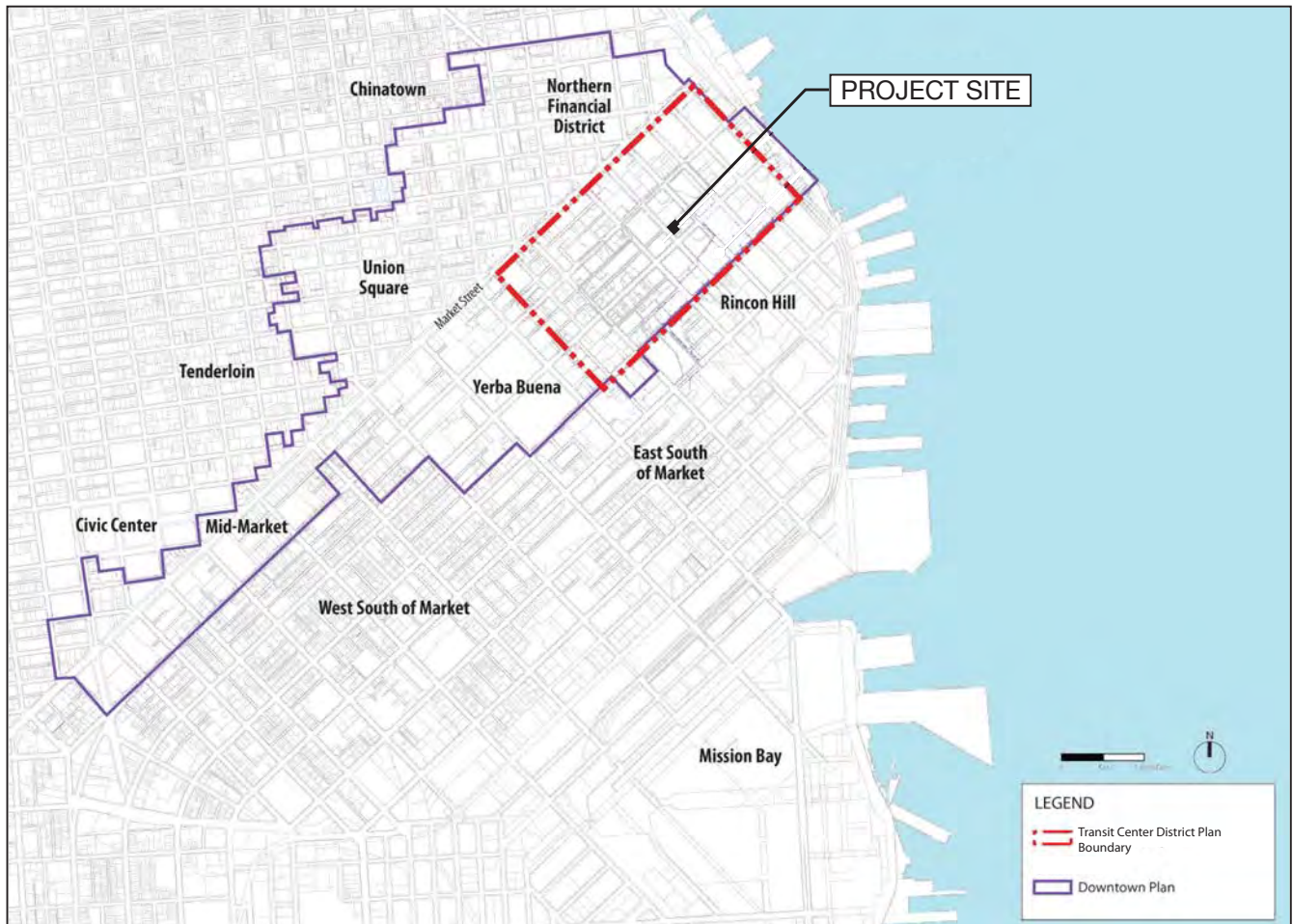
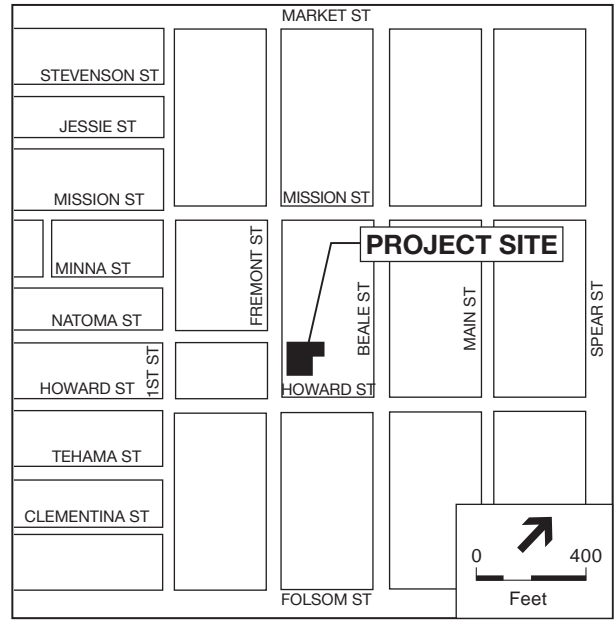
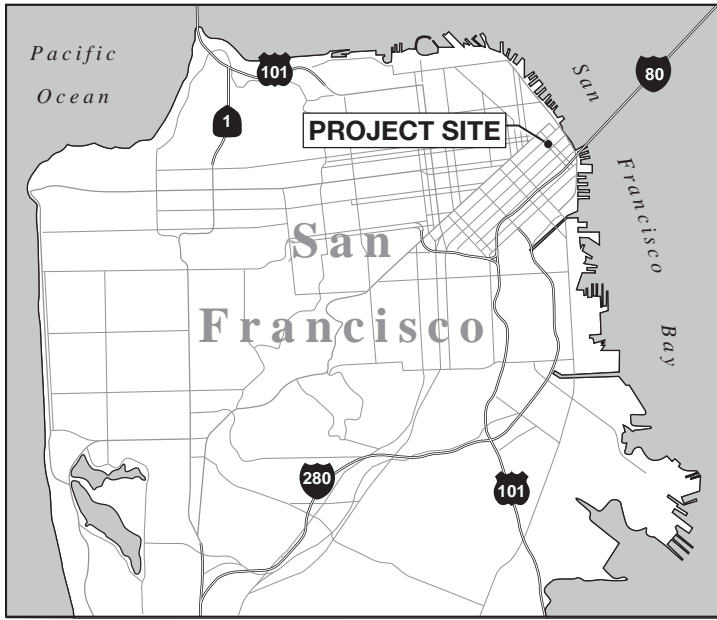
The project sponsor, SKS Fremont, LLC, proposes to demolish two existing structures and develop one 700-foot-tall tower (745 feet to the top of the parapet/mechanical screen) on two lots located at the east side of Fremont Street immediately south of the new Transbay Transit Center that is currently under construction between Mission and Howard Streets. The project site, as shown in **Figure 1**, is located within the Transit Center District Plan (TCDP or Plan), an area that has recently been rezoned. The project site, comprising two parcels, is approximately 15,310 square feet in size. Both lots are within Block 3719 and include 177-181 Fremont Street (Lot 11), and 183-187 Fremont Street (Lot 10). Each parcel is occupied with a low rise office building that is currently occupied under short-term leases. The proposed project would demolish and remove all existing structures on the site.

The proposed tower would accommodate a mix of office, residential, and retail uses, along with five levels of below grade parking (about 199 spaces, assuming valet operation), off-street loading spaces, residential and office lobbies and amenities for the project residents (see **Table 1**, Project Characteristics, and **Figures 2 – 10**). The proposed project would front on Fremont Street and infill a portion of the block between the Marine Electric Building, at 342 Howard Street, on the northeast corner of Fremont and Howard Streets, and the under-construction Transbay Transit Center (see Figure 1).

The 52-story building would be 700 feet tall to the roof (745 feet tall to the top of the parapet/mechanical screen and about 802 feet tall to the top of the spire). The building would contain approximately 404,000 square feet of office space on levels three through 35, with approximately 2,000 square feet of retail space on the ground floor and level five. The upper portion of the building would contain approximately 128,000 square feet of residential space (74 units) in a mix of one- to four-bedroom units on levels 38 through 52. Approximately 7,000 square feet of residential amenities, including a two story open air terrace surrounding the building, would be located on level 36. Approximately 50,500 square feet of mechanical space would be located in the basement and on levels 2, 37, 53 and 54.¹ The ground floor would include separate entrances to lobbies serving the residential and office uses as well as entry to a retail space fronting Fremont Street. Parking and service vehicle entry would be located approximately 24 feet from the north end of the Fremont Street frontage. Direct access to City Park open space atop the Transbay Transit Center would be provided on the fifth level via a pedestrian bridge. A small retail space of approximately 1,500 square feet would be located on the fifth floor to serve this access point.

The structure is proposed to be constructed as a steel-frame building, built atop a mat foundation with approximately 60 steel piles. Excavation for the five basement levels and the foundation would extend to approximately 64 feet below street grade, which is necessary in order to be at the same depth as the

¹ The upper mechanical levels would also include a “slosh damper,” which is large liquid-filled tank that acts to counter building sway due to wind and earthquake forces.



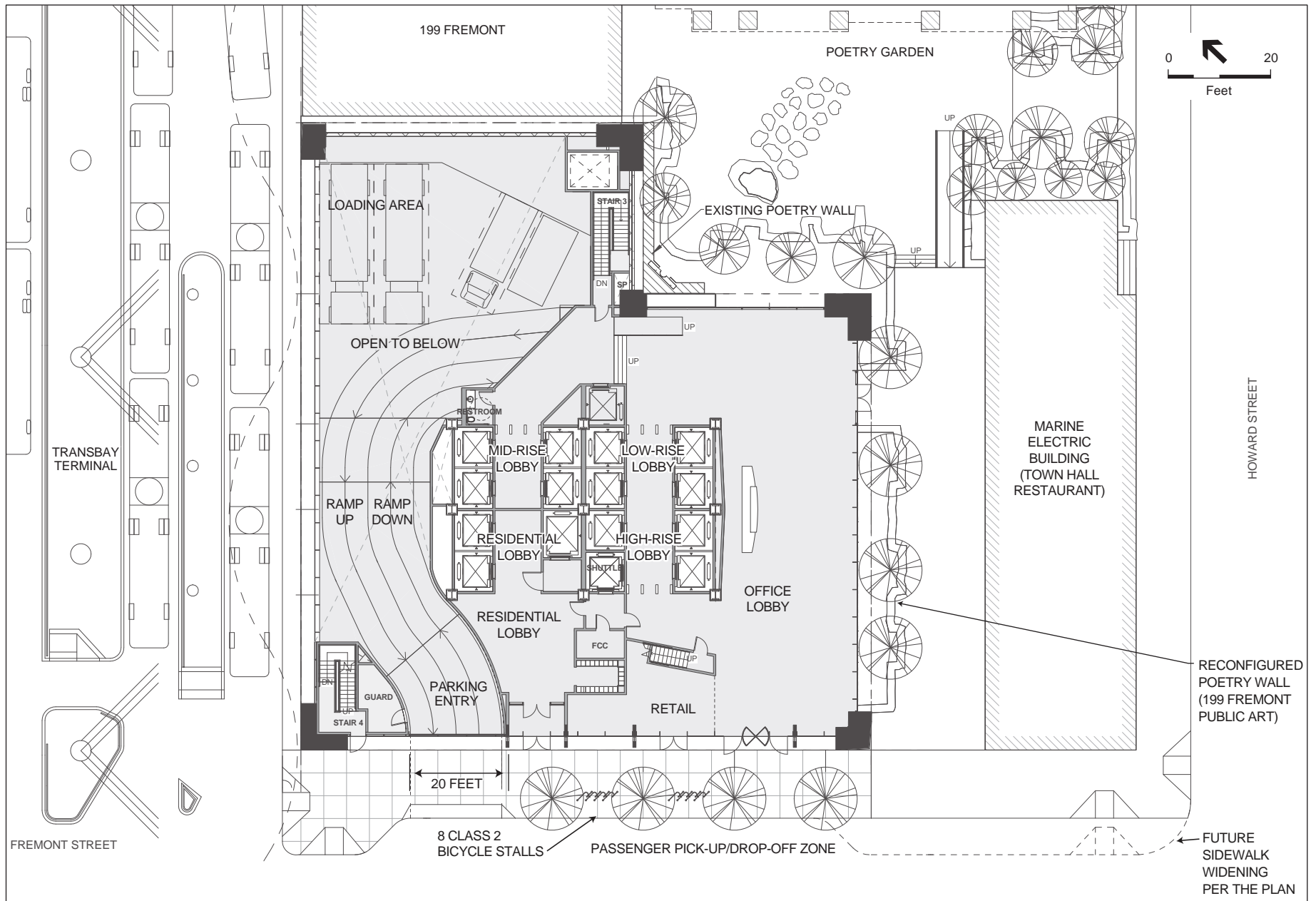
**TABLE 1
PROJECT CHARACTERISTICS**

Use	Gross Building Area (GBA)	Gross Floor Area (GFA) ^a
Office	404,000	404,000
Residential	128,000	128,000
Residential Amenities	7,000	7,000
Parking/Loading	59,000	7,500
Subtotal	598,000	546,500
	Gross Building Area (GBA)	
Ground Floor Lobby	10,500	
5 th Floor Lobby	2,400	
Retail	2,000	
Storage	1,500	
Mechanical	50,500	
Bike Parking/Showers	3,500	
Sub Total	70,400	
Total GBA	668,400	
Open Space	Area (square feet)	
Two-story open air terrace for residential use at the 36th floor	2,700	
Bridge connection to the City Park	845	
Public area dedicated to City Park access	2,335	
Vertical circulation area dedicated to City Park access	450	
Bonus area per Section 138(j)(1)(F)(iv)	5,000	
Total	11,330	
Other		
Dwelling Units	74	
Vehicle Parking	Approximately 199 spaces (incl. 4 car-sharing and 6 accessible spaces)	
Bicycle Parking	117 spaces	
Loading Spaces	3 freight-loading 4 service vehicle	
Height of Building	700 feet (745 feet to parapet)	
Number of Stories	52	

NOTE: All figures rounded.

^a Gross floor area (GFA) is calculated for *Planning Code* compliance purposes (per Sec. 102.9) and excludes certain portions of the building, including accessory parking and loading space, mechanical and building storage space, ground-floor lobby space and 5,000 gross square feet of ground-floor and mezzanine "convenience" retail and restaurant space, per use. Gross building area (GBA) is the total without the exclusions.

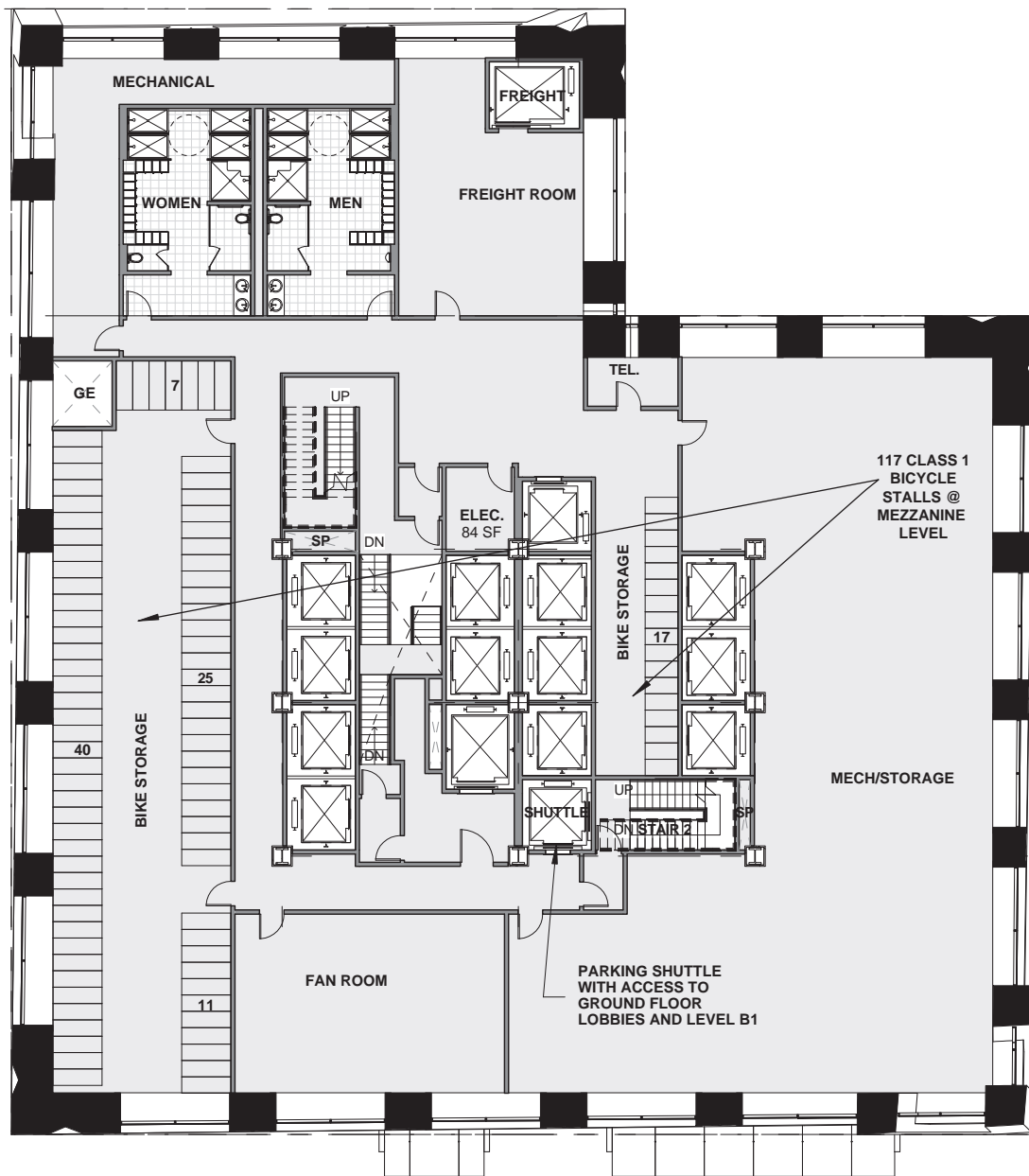
SOURCE: SKS Fremont LLC, 2012

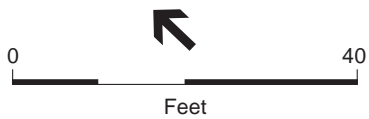
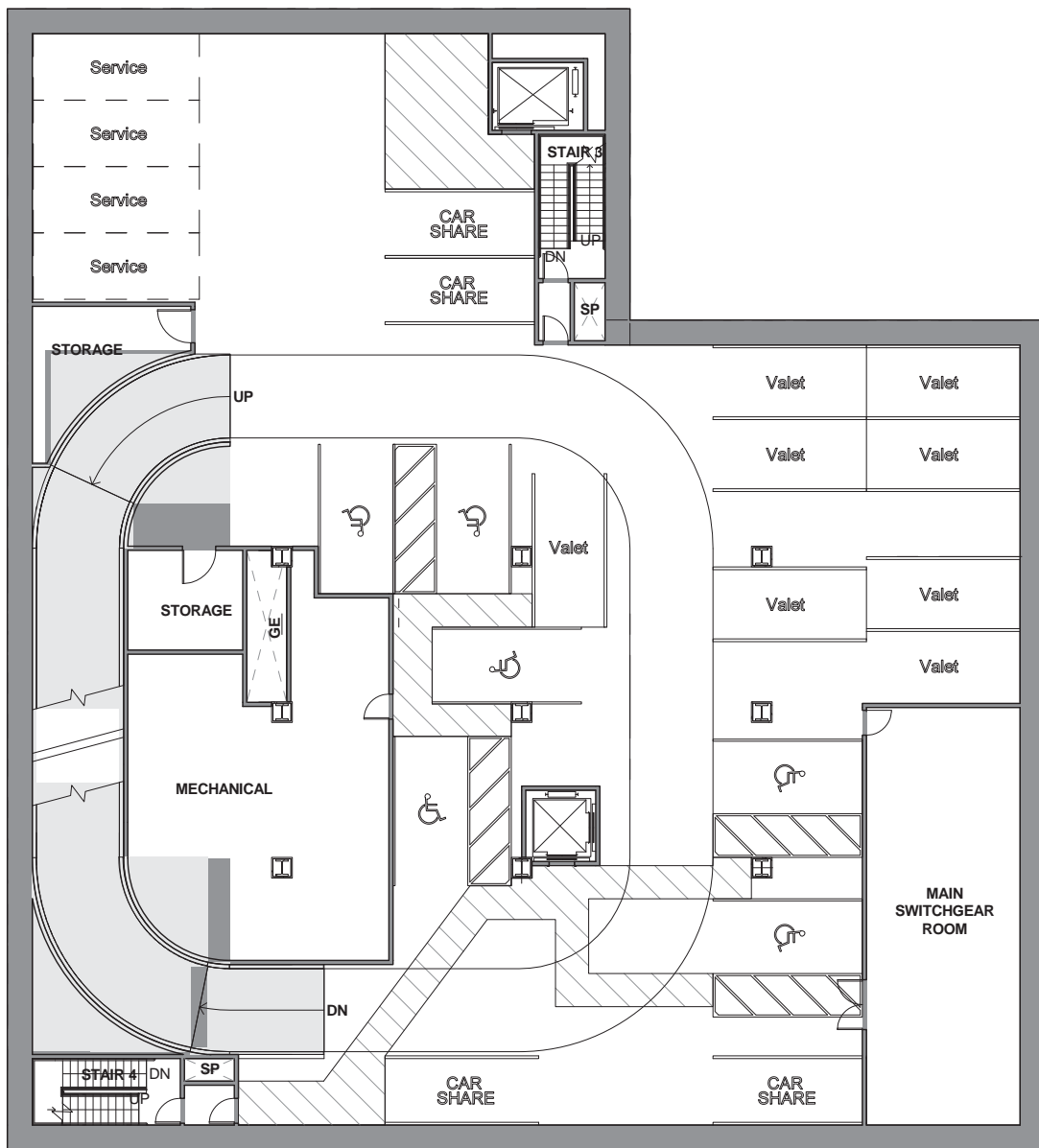


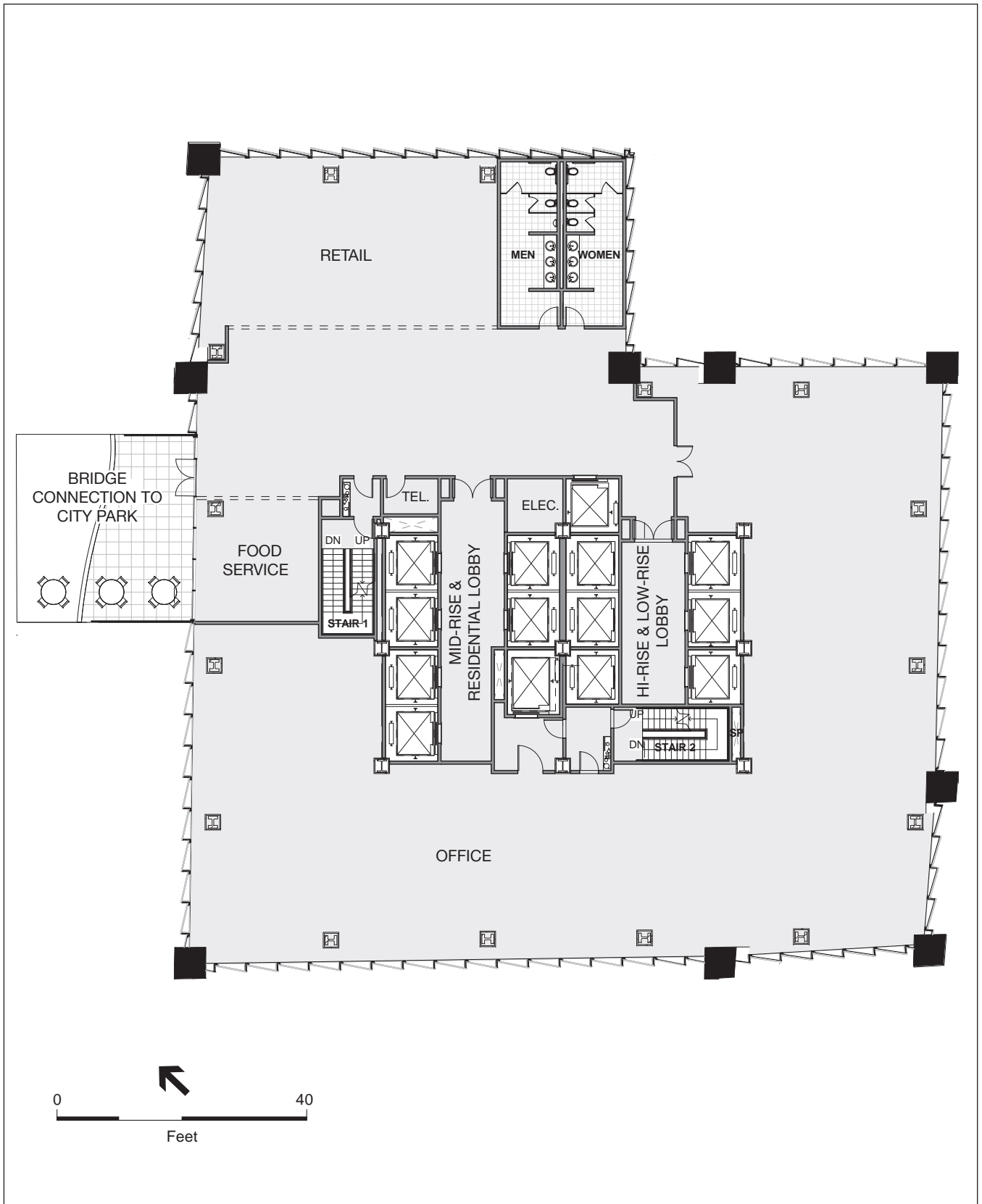
SOURCE: Heller Manus Architects

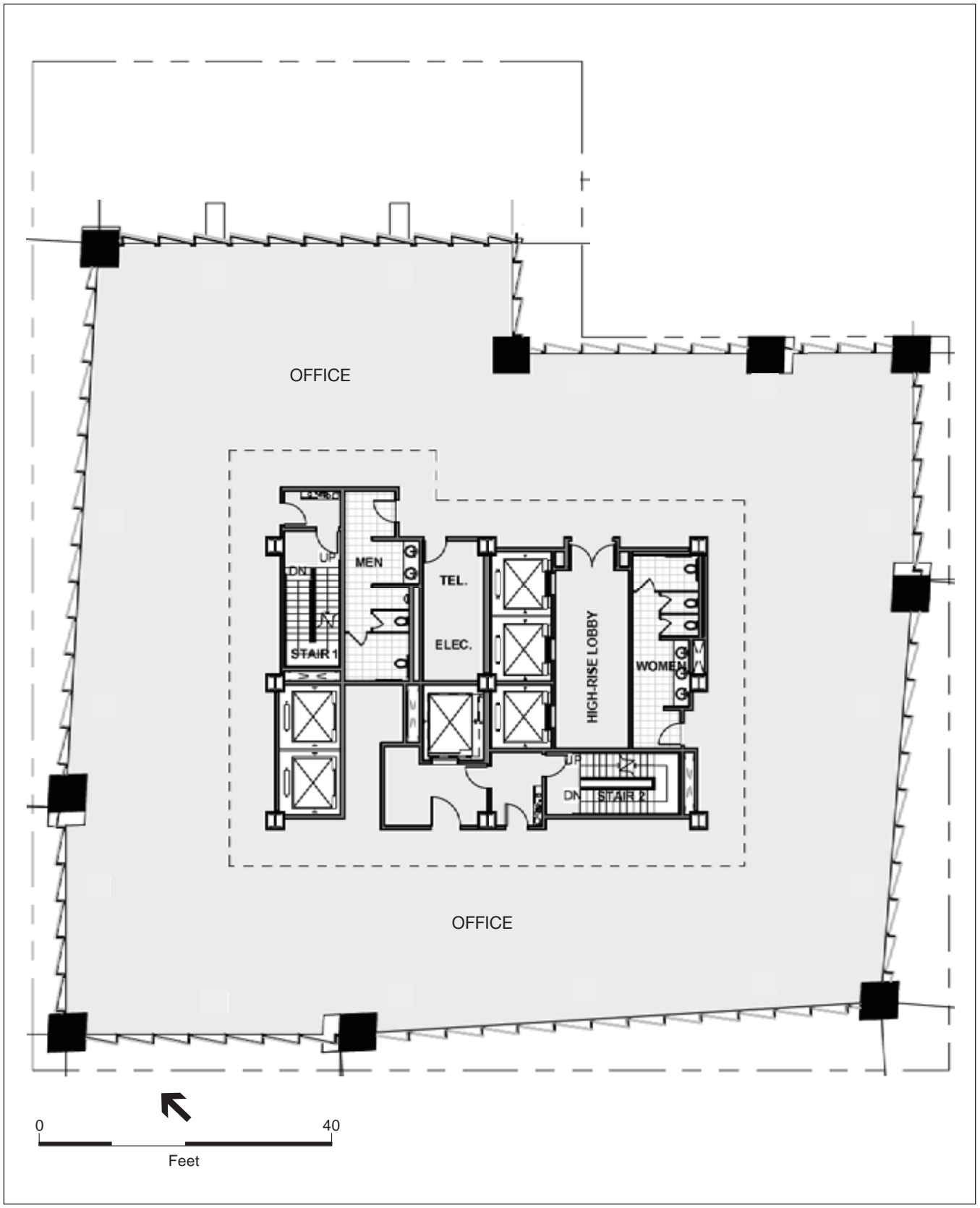
Case No. 2007.0456E: 181 Fremont . 210733

Figure 2
Proposed Ground Floor/Site Plan





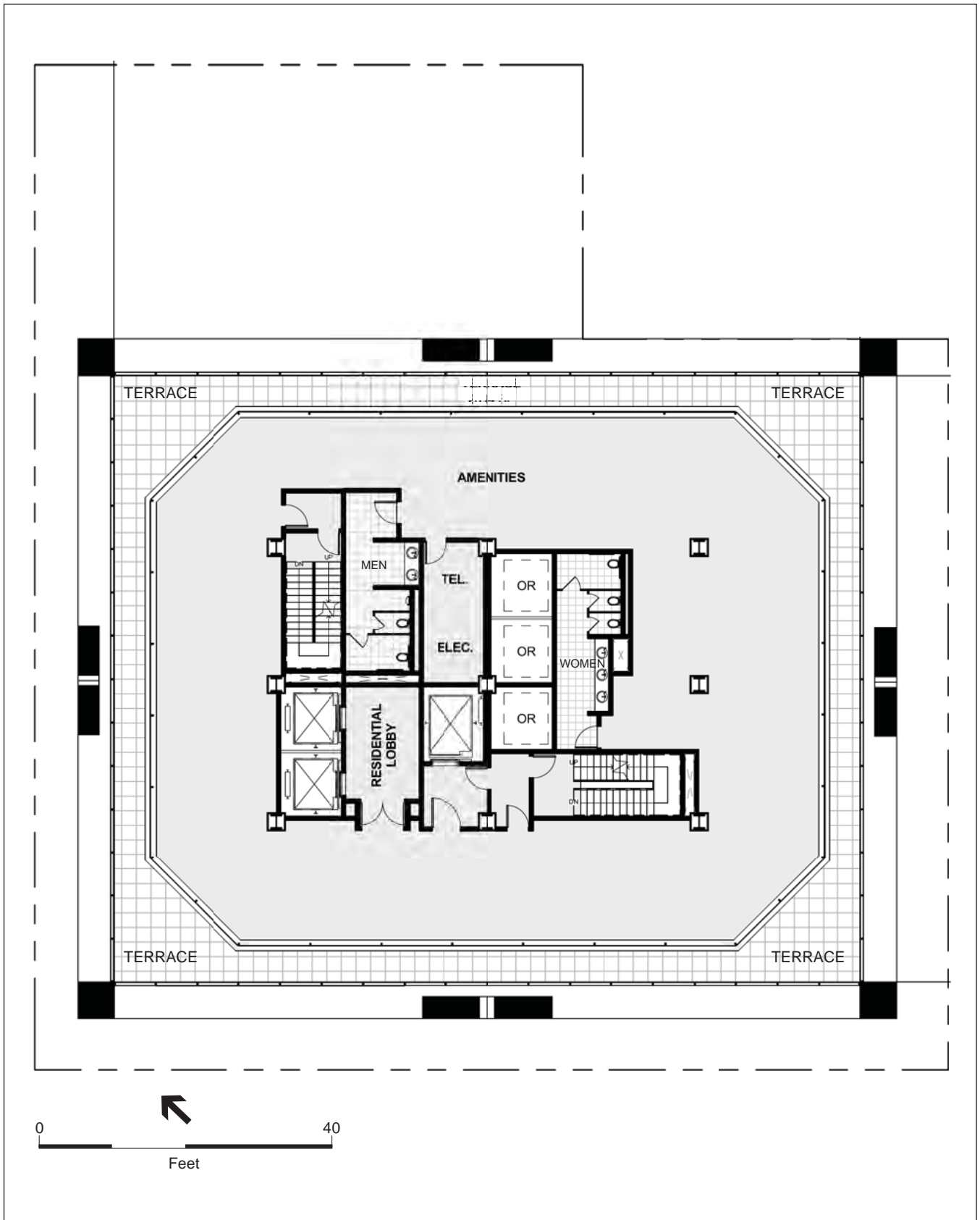




SOURCE: Heller Manus Architects

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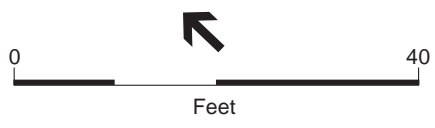
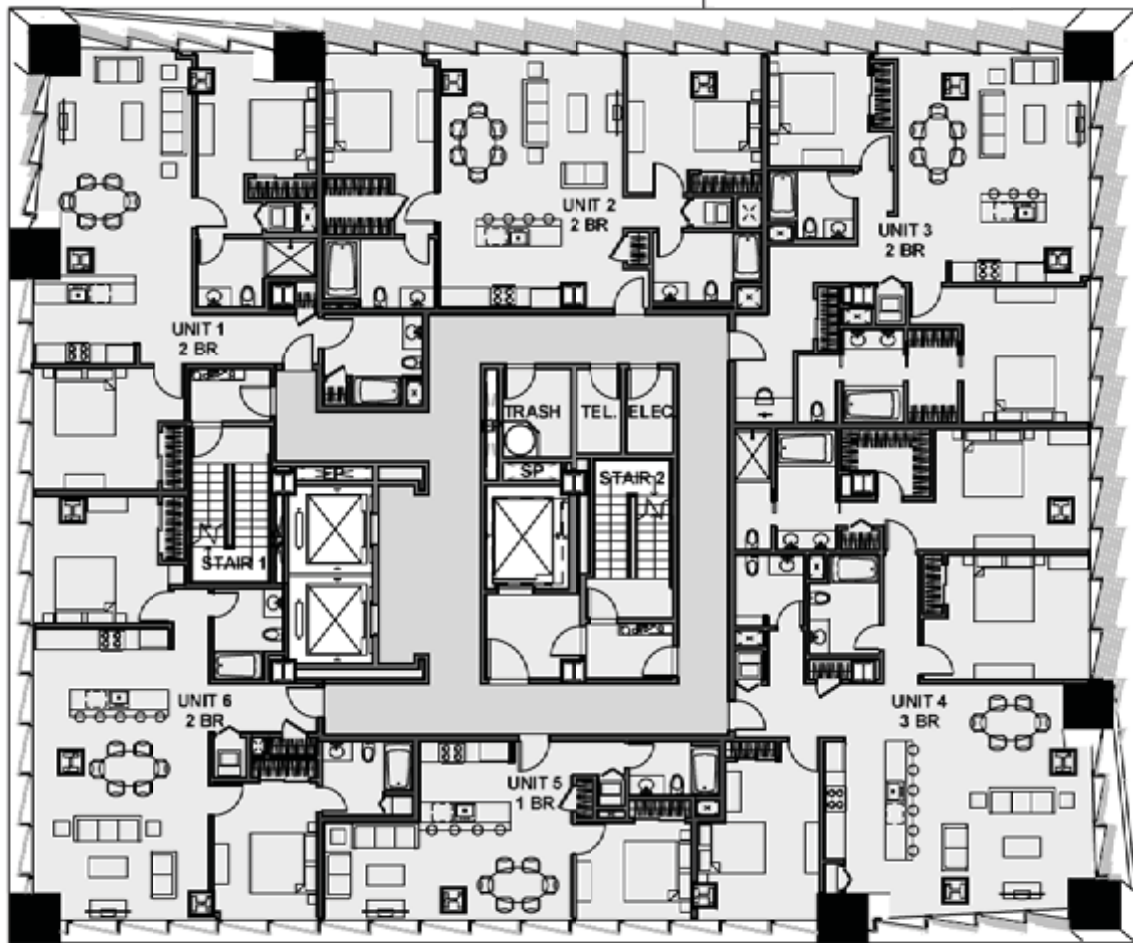
Figure 6
Typical High Rise Office (Level 25 Floor Plan)

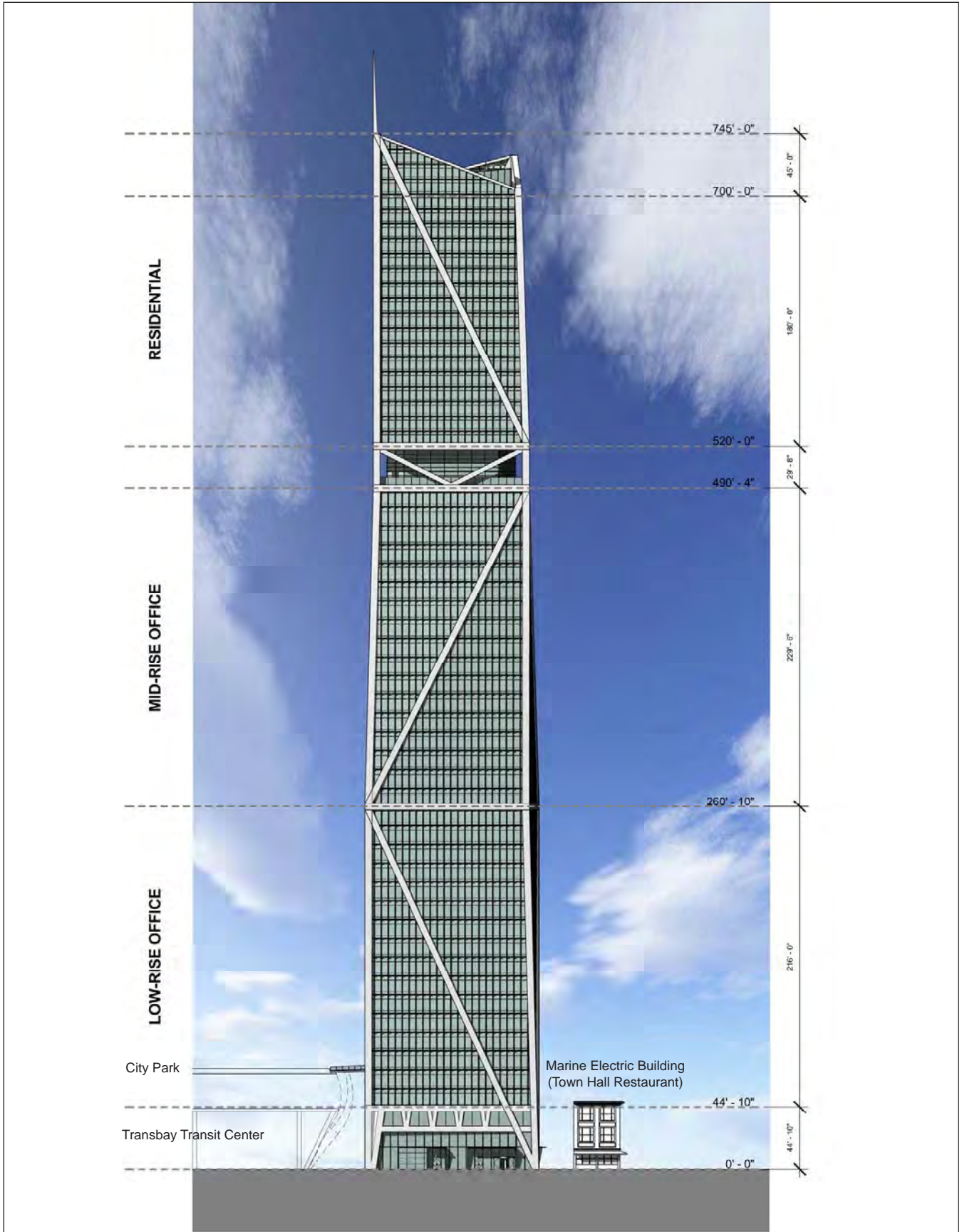


SOURCE: Heller Manus Architects

Case No. 2007.0456E: 181 Fremont . 210733

Figure 7
Residential Amenities (Level 37 Floor Plan)

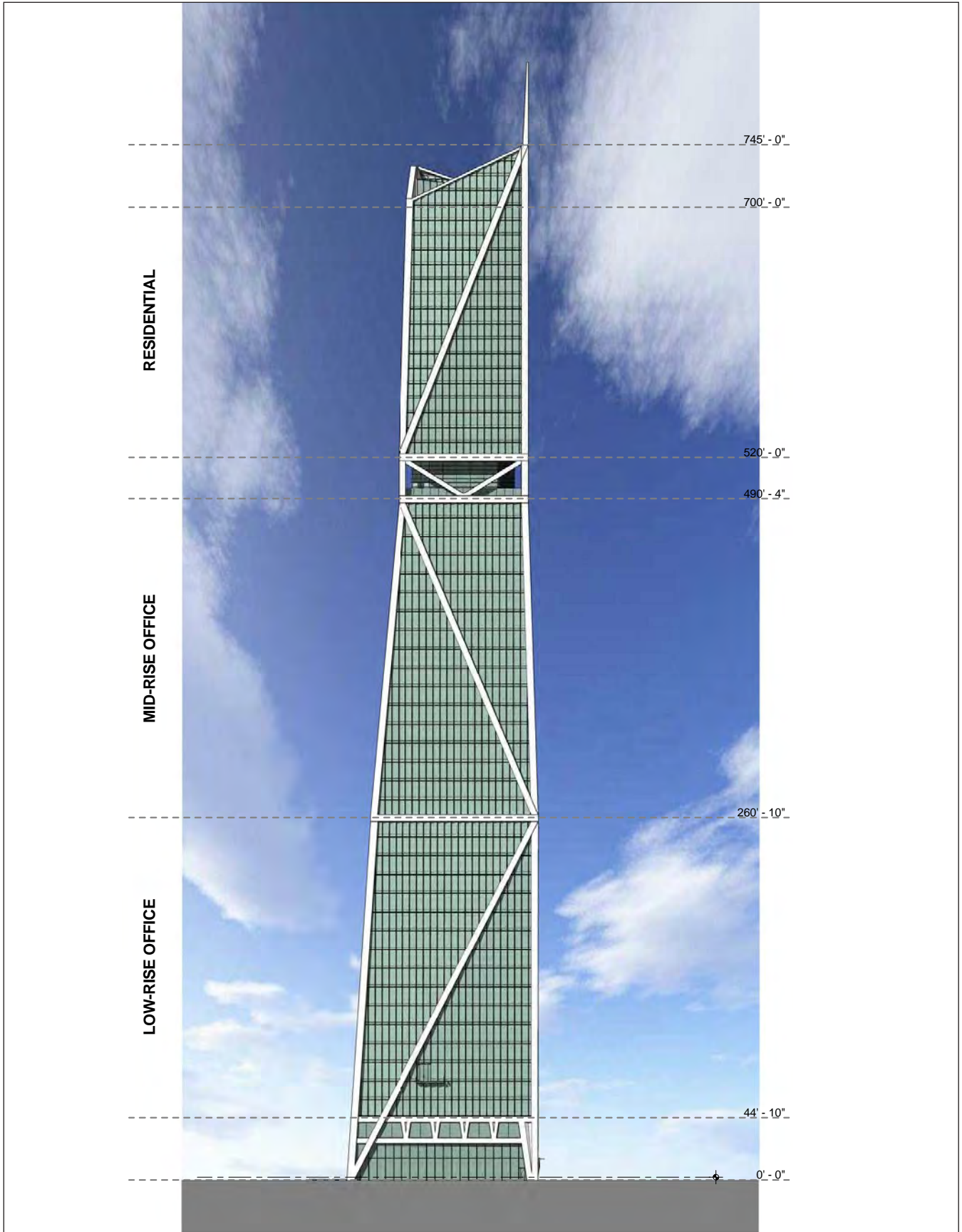




SOURCE: Heller Manus Architects

Case No. 2007.0456E: 181 Fremont . 210733

Figure 9
Fremont Street (West) Elevation



adjacent train box, and would require removal of approximately 36,000 cubic yards of soil. The steel piles would extend approximately 150 feet below the bottom of the mat foundation to bedrock.

The proposed project would attain a minimum of Leadership in Energy and Environmental Design (LEED) Silver certification. As such, the proposed project would be 15 percent more energy efficient than the standard *California Building Code* (Title 24) energy efficiency requirements and would have enhanced commissioning performed on its energy system in accordance with LEED Energy and Atmosphere Credit 3.

Parking

Parking and loading for the proposed project would be accessible via a two-way ramp on Fremont Street. A passenger pick-up/drop-off zone also would be provided adjacent to the pedestrian entrances along Fremont Street. The parking garage would include five below-grade levels, and would contain about 199 parking spaces, including four car-share spaces and six disabled-accessible spaces. Of these spaces, approximately 116 would be provided in mechanical stackers. All parking would be valet-operated. The first basement level would contain a loading dock with three truck spaces, while four service vehicle spaces would be located at the second basement level. These loading spaces would meet the *Planning Code* equivalent requirement for a total of five off-street loading spaces (four for the office use and one for the residential use).²

The proposed project would include a Driveway Operations Plan to manage loading dock and parking ramp operations and minimize traffic impacts (see Appendix A). The proposed project's Driveway Operations Plan includes specifications for driveway attendant(s) hours and responsibilities. It dictates loading dock truck size limitations and reverse in/out restrictions, at capacity signage for the parking garage, specifies parking lot and valet attendant hours, and sets a maximum queuing standard of five vehicles. Audible and visual warning devices are also specified to alert pedestrians of trucks and vehicles exiting the garage.

At the second level mezzanine and the B1 level, 117 bicycle parking spaces would be provided to serve the residential and commercial uses. According to *Planning Code* Section 155.4, which requires 20 bicycle parking spaces plus one bicycle parking space for every 5,000 square feet of office use over 75,000 square feet, and Section 155.5, which requires 25 bicycle parking spaces plus one space for every four dwelling units over 50, the project would be required to provide a total of 117 bicycle parking spaces.

Open Space

Per *Planning Code* Section 135, approximately 3,545 square feet of common open space is required to serve the proposed 74 residential units. The proposed project would include common shared open space to serve the residents in the form of a 2,700-square-foot open air terrace at level 36 an 845-square-

² *Planning Code* Section 153(a)(6) allows the substitution of two service vehicle spaces for each required off-street freight loading space, provided that a minimum of 50 percent of the required number of spaces are provided for freight loading.

foot bridge connection to City Park atop the Transit Center. The non-residential open space, as required in C-3 Districts per *San Francisco Planning Code* Section 138(j)(1), would be met by providing the bridge connection to City Park, about 2,335 square feet of public circulation area for access to the bridge, and a 5,000-square-foot bonus as allowed by *Planning Code* Section 138(j)(1)(F)(iv).

Project Site

The project site is in San Francisco's downtown core and the Downtown Office Special Development [C-3-O (SD)] use district, which includes the expanded Financial District south of Market Street. High-rise office above ground-floor retail is the predominant use surrounding the project site. Land uses in the vicinity also include residential, hotel, educational, transportation facilities and parking uses. The site is also within the Transit Center Commercial Special Use District.

The project site consists of two parcels located at the east side of Fremont Street immediately south of the Transbay Transit Center that is currently under construction. The 15,310 square foot site is currently developed with two buildings fronting Fremont Street. The building occupying 177-181 Fremont Street, which is directly across from the easternmost end of Natoma Street, is a three story (50 feet) brick and stucco warehouse building, built in 1908 and converted to provide office space. The smaller building at 183-187 Fremont Street was built in 1907 for industrial uses and also reconfigured as office space. Neither building was identified as a historical resource in the survey and historic context prepared for the Plan EIR.³ Together, these buildings contain approximately 40,000 square feet of office space, and as of 2012, they are occupied under short-term leases. There are no off-street parking spaces or loading spaces located on the project site.

Project Vicinity

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

The project site is within Zone 2 of the adopted Transbay Redevelopment Area. At the time of redevelopment plan adoption, the San Francisco Redevelopment Agency implemented a Delegation

³ San Francisco Planning Department, *Transit Center District Survey, San Francisco, California, Final*, Prepared by Kelley & VerPlanck, September 11, 2008. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0558E.

Agreement with the Planning Department to generally assign responsibility and jurisdiction for planning, zoning, and project entitlements in Zone 2 of the redevelopment area to the Planning Department and Planning Commission. As such, the Planning Department retains land use authority within Zone 2 and this zone is governed by the *Planning Code*, as administered by the Planning Department and Planning Commission. For this reason, the dissolution of California Redevelopment Agencies, effective February 1, 2012, did not result in changes to land use controls or project approval processes for projects proposed within Zone 2.⁴

The project site is within the C-3-O (SD) Downtown Office Special Development use district, and is also within the Transit Center Commercial Special Use District (SUD), identified in the Plan, in which the limits on non-commercial space apply (*Planning Code* Section 248), and the Transbay C-3 SUD, which is coterminous with Zone 2 of the Redevelopment Area, and which contains additional land use controls to implement the Transbay Redevelopment Plan and its companion documents (*Planning Code* Section 249.28). In general, these controls require proposed development within the SUD to undertake streetscape improvements, deposit fees into the Downtown Open Space Fund and pay other fees into the Citywide Affordable Housing Fund to construct affordable housing on-site⁵ and, for any parcels adjacent or facing the new Transit Center and its ramp structures, provide active ground floor uses and direct pedestrian access from these areas to the ramps around the future Transit Center. In addition, the Plan establishes new development impact fees to be collected from almost all development projects within the C-3-O (SD) District. These include the Transit Center District Open Space Impact Fee and Fund, Transit Center District Transportation and Street Improvement Impact Fee and Fund, and the Transit Center District Mello Roos Community Facilities District Program. The Transbay Transit Center building site is located immediately north of the project site and extends from Beale Street westward almost to Second Street. Anticipated for completion in 2017, the five-story (three above ground) Transbay Transit Center will provide a one-million-square-foot regional bus and rail station with a five-acre public park atop the building. The project site is immediately bordered along the west by Fremont Street. The 10-story Foundry Square 1 building, at 400 Howard Street, is west of the project site across Fremont Street. The 27-story 199 Fremont Office Center is on the project block immediately east of the project site. Also on the project block, immediately south of the project site, is the three-story, brick Marine Electric Building at 342 Howard Street, now occupied by the Town Hall Restaurant. This 1907 building was rehabilitated in 1999 as a part of the 199 Fremont Office Center project. In the center of the project block, a privately owned publicly accessible open space (POPOS), with landscaping, benches and a rock garden (also developed as a part of the 199 Fremont Office Center project and referred to as the "Poetry Garden"), is accessible from both Howard and Fremont Streets.

⁴ On December 29, 2011, the state Supreme Court upheld the legislative dissolution of redevelopment agencies, and established a dissolution date of February 1, 2012, under Assembly Bill 1X 26.

⁵ Contribution to funds and payment of fees were similar to requirements established in other districts, although directed specifically to the San Francisco Redevelopment Agency. However, as of February 1, 2012, all California Redevelopment Agencies have been dissolved and the San Francisco Redevelopment Agency's affordable housing funds are now collected and managed by the Mayor's Office of Housing.

Approvals Required

Both lots in the project site are within the Downtown Office Special Development [C-3-O (SD)] use district in which high density office use is encouraged; and residential, related retail and service uses are also principally permitted. As noted above, the project site is also within the Transit Center Commercial Special Use District (SUD), identified in the Plan, in which the limits on non-commercial space apply. Development on sites within this SUD that are larger than 15,000 square feet, as is the project site, are required to have at least two square feet of commercial space for every one square foot of dwelling or other housing uses. The project as proposed would develop land uses principally permitted in the C-3-O (SD) use district and would meet the 2:1 office use square footage to residential use square footage required in this SUD (see Table 1).

The C-3-O (SD) use district contains requirements for the provision of publicly accessible open space, and the provision of disabled-accessible parking spaces, loading spaces, bicycle parking spaces for residential and commercial uses, and car-share parking spaces. As indicated above, the project would meet these *Planning Code* requirements. According to *Planning Code* Section 151.1, as amended to implement the Transit Center District Plan, this use district also contains specific restrictions on commercial parking (3.5 percent of gross floor area without Planning Commission approval), and residential parking (maximum of 0.25 spaces per dwelling unit without approval). For the proposed project, the parking maximums would limit the parking area to approximately 14,140 square feet to serve the proposed 404,000 square feet of office use, and the number of dedicated parking spaces for the proposed 74 dwelling units to approximately 19. Review and approval under *Planning Code* Section 309 would be required to increase the maximum allowable number of residential parking spaces to a maximum of 69 (increasing the maximum to 0.75 spaces per 1 bedroom dwelling unit or 1.0 space per dwelling unit of two or more bedrooms). The project would not exceed the *Code* allowance for up to 3.5 percent of gross floor area that may be devoted to parking for the office use by reserving approximately 13,730 square feet of the project's basement levels for such parking. With Section 309 approvals, the proposed project would comply with the code by providing no more than 66 parking spaces for residential use. Additionally, the proposed project would be required to comply with the Residential Inclusionary Affordable Housing Program as specified in the *San Francisco Planning Code*. The proposed project would comply with this program by providing 11 below market rate units.

The project site is within the 700-S Height and Bulk District (700-foot maximum rooftop elevation; limits on tower plan dimensions and on tower separation in accordance with *San Francisco Planning Code* Section 132.1). Under current zoning as amended to implement the Transit Center District Plan, and pending review and approval under *Planning Code* Section 309, a rooftop extension height of 7.5 percent of the roof height, or 52.5 feet for a 700-foot-tall tower, is permitted, provided that the portion above 700 feet is "demonstrated to not add more than insignificant amounts of shadow compared to the same building without such additional elements on any public open spaces" (*Planning Code* Section 260(b)(1)(M); see the summary of the project shadow analysis below). A 50-foot-tall spire beyond the rooftop extension is also

permitted. The proposed project design includes a parapet and spire extending up to 102.5 feet above the roofline.

The proposed project would require review and approval under *Planning Code* Section 309, including exceptions (under *Planning Code* provisions), with regard to streetwall height, tower separation, and upper story setbacks (Section 132.1), rear yard requirements (Section 134(d)); ground-level winds (Section 148), the provision of residential parking spaces (Section 151.1); rooftop extension and spire (Section 260(b)(1)(M), which would require the Planning Commission to make a finding that the portion of the building above 700 feet would “not add more than insignificant amounts of shadow compared to the same building without such additional elements on any public open spaces.”); a curb cut along a Transit Preferential Street (Fremont Street) (*Planning Code* Section 155(r)(3)(1)); and potentially other exceptions to be determined. The project would also require Planning Commission allocation of office space under *Planning Code* Section 321 (Office Development Annual Limit), and demolition and building permits from the Department of Building Inspection. The proposed project would require findings by the Planning Commission, upon the recommendation of the Recreation and Park Director and/or Commission, that shadow would not adversely affect public open spaces (*Planning Code* Section 295). Approvals may also be required from the Department of Public Works and Municipal Transportation Agency for street use during construction, and from the Bay Area Air Quality Management District for one emergency generator.

Remarks (continued from cover page):

Section 15183 of the State California Environmental Quality Act (CEQA) Guidelines states that projects which are consistent with the development density established by a community plan for which an Environmental Impact Report was certified shall not require additional environmental review, except as necessary to determine the presence of project-specific significant effects not identified in the programmatic, plan area EIR. The Planning Department reviewed the proposed project for consistency with the Transit Center District Plan and for the potential for the proposed project to result in significant impacts not identified in the Transit Center District Plan and Transit Tower Environmental Impact Report (“Transit Center District Plan FEIR” or “FEIR”), certified on May 24, 2012.⁶

This determination assesses the proposed project’s potential to cause environmental impacts and concludes that the proposed project would not result in new, peculiar environmental effects, or effects of substantially greater severity than were already analyzed and disclosed in the FEIR. This determination does not identify new or additional information that would alter the conclusions of the FEIR. This determination also identifies mitigation measures contained in the FEIR that would be applicable to the proposed 181 Fremont Street project. The full text of applicable mitigation measures is included in this determination following the analyses. Relevant information pertaining to prior environmental review

⁶ San Francisco Planning Department, *Transit Center District Plan Final EIR*, Case No. 2007.0558E, State Clearinghouse No. 2008072073, May 24, 2012. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0558E.

conducted for the FEIR is included below, as well as an evaluation of the potential environmental effect of the proposed project.

All items for which the FEIR did not identify a significant impact and the project would not have a significant peculiar impact addressed in the Community Plan Exemption Checklist included as Attachment A.

Consistency with General Plan and Zoning

San Francisco General Plan

The *San Francisco General Plan* contains 10 elements (Commerce and Industry, Recreation and Open Space, Housing, Community Facilities, Urban Design, Environmental Protection, Transportation, Air Quality, Community Safety, and Arts) that provide goals, policies, and objectives for the physical development of the City. In addition, the *General Plan* includes area plans that outline goals and objectives for specific geographic planning areas, such as Downtown and the Transit Center District. Policies for the Transit Center District, including the project site, are contained in the Transit Center District Plan, a Sub-Area Plan to the Downtown Plan within the *General Plan*.

A conflict between a proposed project and a *General Plan* policy does not, in itself, indicate a significant effect on the environment within the context of the California Environmental Quality Act (CEQA). Any physical environmental impacts that could result from such conflicts are analyzed in this Community Plan Exemption (CPE). In general, potential conflicts with the *General Plan* are considered by the decisions-makers (normally the Planning Commission) independently of the environmental review process. Thus, in addition to considering inconsistencies that affect environmental issues, the Planning Commission considers other potential inconsistencies with the *General Plan* as part of the decision to approve or disapprove a proposed project. Any potential conflict not identified in this environmental document would be considered in that context and would not alter the physical environmental effects of the proposed project that are analyzed in this CPE.

Transit Center District Plan

The Transit Center District Plan (Plan) is the primary planning policy document for the Transit Center District—including the project site—and the project’s consistency with those policies is described below.

The Plan includes Policy 1.1 to “Increase the overall capacity of the Transit Center District for additional growth.” Policy 1.3 states that the remaining space in the core Transit Center District should be reserved for job growth by limiting the amount of non-commercial uses on major opportunity sites. Policy 1.4 calls for minimum building intensities on major development sites. The proposed project would adhere to these policies by exceeding the 2 to 1 ratio of commercial space to non-commercial space and providing approximately 404,000 square feet of office development and approximately 128,000 square feet of residential development.

Regarding Urban Form and the Public Realm, Plan Policy 2.3 states that the area should have a limited number of tall buildings to balance the skyline, stepping down from the tallest tower—the Transit Tower, and Policies 2.4 and 2.5 state that the City should transition to lower building heights to the southwest and to the South of Market area. Given 181 Fremont’s proximity to the Transit Tower, its roofline height of 700 feet would follow this prescription. Policy 2.9 recommends a reduction in the floorplate and diagonal dimension of the upper tower, and Policy 2.10 states that 35-foot tower separation rules should be maintained up to 550 feet, as well as extended above 550 feet. The proposed project’s tapered tower design would meet these policy recommendations. Policies 2.16 through 2.18 encourage establishment of a pedestrian-oriented area through façade treatments, clearly articulated features, and overhead projections. Policies 2.18 and 2.19 encourage pedestrian-oriented design by discouraging large lobby entrances and arcades, and Policy 2.20 seeks to encourage inviting street-level facades with maximum ground floor transparency. The proposed project would be consistent with these policies by providing ground floor retail between the residential and office lobby entrances and a glass façade along the streetwall. Finally, Policy 2.22 prohibits, where feasible, access to off-street parking and loading on key street frontages and Policy 3.9 calls for discouraging curb cuts on Fremont Street except where no other frontage exists. However, the proposed project would include one new curb cut for the parking garage access on Fremont Street, which is the only street on which the project would have frontage.

Plan Public open space Policy 3.18 encourages projects adjacent to the Transit Center to meet *Planning Code* open space requirements by providing a connection to City Park, and Policy 4.39 calls for provision of increased secure bike parking for non-residential buildings. Policy 4.62 states that the City shall maintain off-street loading requirements for major developments. The 181 Fremont Street project would adhere to these policies.

Regarding sustainability, the 181 Fremont Street project would follow Plan sustainability policies, such as Policy 6.8 that requires all major buildings to produce a detailed strategy document outlining how the design minimizes use of fossil fuel driven heating, cooling, and power. Finally, the project would pay applicable development fees described in the Plan public improvements policies, such as the inclusionary housing fee described in Policy 7.2.

The Planning Department’s Citywide Planning and Current Planning Divisions have determined that the proposed project is consistent with the Transit Center District Plan and satisfies the requirements of the *San Francisco General Plan* and the *Planning Code*. Therefore, the project is eligible for a Community Plan exemption.

General Plan Housing Element

The 2009 Housing Element, as adopted by the Planning Commission in March 2011 and by the Board of Supervisors in June 2011, contains objectives and policies “intended to address the State’s objectives and the City’s most pressing housing issues: identifying adequate housing sites, conserving and improving existing housing, providing equal housing opportunities, facilitating permanently affordable housing,

removing government constraints to the construction and rehabilitation of housing, maintaining the unique and diverse character of San Francisco's neighborhoods, balancing housing construction with community infrastructure, and sustainability."⁷

The proposed project would include 63 market-rate units and 11 below-market-rate units, and would be consistent with Policy 1.8, which calls for a promotion of mixed-use development (including housing) in new commercial development, as well as Policy 1.4, which encourages development of new housing in general. The project sponsor would pay into the Jobs-Housing Linkage Program, which is designed to provide housing for those new uses within San Francisco, thereby allowing employees to live close to their place of employment. The proposed project would be consistent with the Housing Element.

Sustainability Plan

In 1993, the San Francisco Board of Supervisors established the Commission on San Francisco's Environment, charged with, among other things, drafting and implementing a plan for San Francisco's long-term environmental sustainability. The notion of sustainability is based on the United Nations definition that "a sustainable society meets the needs of the present without sacrificing the ability of future generations and non-human forms of life to meet their own needs." The *Sustainability Plan for the City of San Francisco* was a result of community collaboration with the intent of establishing sustainable development as a fundamental goal of municipal public policy.

The *Sustainability Plan* is divided into 15 topic areas, 10 that address specific environmental issues (air quality; biodiversity; energy, climate change and ozone depletion; food and agriculture; hazardous materials; human health; parks, open spaces, and streetscapes; solid waste; transportation; and water and wastewater), and five that are broader in scope and cover many issues (economy and economic development, environmental justice, municipal expenditures, public information and education, and risk management). Additionally, the *Sustainability Plan* contains indicators designed to create a base of objective information on local conditions and to illustrate trends toward or away from sustainability. Although the *Sustainability Plan* became official City policy in July 1997, the Board of Supervisors has not committed the City to perform all of the actions addressed in the Plan. The *Sustainability Plan* serves as a blueprint, with many of its individual proposals requiring further development and public comment.

Climate Action Plan

In February 2002, the San Francisco Board of Supervisors passed the *Greenhouse Gas Emissions Reduction Resolution* (Number 158-02) committing the City and County of San Francisco to a greenhouse gas (GHG) emissions reductions goal of 20 percent below 1990 levels by the year 2012. The resolution also directs the San Francisco Department of the Environment, the San Francisco Public Utilities Commission, and other appropriate City agencies to complete and coordinate the analysis and planning of a local action plan

⁷ *San Francisco General Plan Housing Element*, adopted by Planning Commission, March 2011, Part II, p. 5. http://housingelement2009.sfplanning.org/docs/Housing_Element_Part_II_Objectives_and_Policies_CPC_Adopted.pdf

targeting GHG emission reduction activities. In September 2004, the Department of the Environment and the Public Utilities Commission published the *Climate Action Plan for San Francisco: Local Actions to Reduce Greenhouse Emissions*. The *Climate Action Plan* (CAP) examines the causes of global climate change and human activities that contribute to global warming and provides projections of climate change impacts on California and San Francisco from recent scientific reports; presents estimates of San Francisco's baseline greenhouse gas emissions inventory and reduction targets; describes recommended emissions reduction actions in the key target sectors – transportation, energy efficiency, renewable energy, and solid waste management – to meet stated goals by 2012; and presents next steps required over the near term to implement the CAP. Although the Board of Supervisors has not formally committed the City to perform the actions addressed in the CAP, and many of the actions require further development and commitment of resources, the CAP serves as a blueprint for GHG emission reductions, and several actions are now in progress.

The *Climate Action Plan* cites an array of potential environmental impacts to San Francisco from climate change, including rising sea levels which could threaten coastal wetlands, infrastructure, and property; increased storm activity that could increase beach erosion and cliff undercutting; warmer temperatures that could result in more frequent El Niño storms causing more rain than snow in the Sierra, reducing snow pack that is an important source of the region's water supply; decreased summer runoff and warming ocean temperatures that could affect salinity, water circulation, and nutrients in the Bay, potentially altering Bay ecosystems; as well as other possible effects to food supply and the viability of the state's agricultural system; possible public health effects related to degraded air quality and changes in disease vectors; as well as other social and economic impacts.

The CAP presents estimates of San Francisco's baseline GHG emissions inventory and reduction targets. It states that burning fossil fuels in vehicles and for energy use in buildings and facilities are the major contributors to San Francisco's GHG emissions. The *Climate Action Plan* seeks to reduce annual carbon dioxide emissions, by 2012, by 20 percent from 1990 emissions levels. Reduction strategies include targeting emission reductions from burning fossil fuels in cars, power plants and commercial buildings; developing renewable energy technologies like solar, wind, fuel cells and tidal power; and expanding residential and commercial recycling programs. According to the CAP, achieving these goals will require the cooperation of a number of different City agencies. An analysis of the proposed project's effects on global warming and GHGs is presented in the Greenhouse Gas section in Attachment A.

Bicycle Plan

In August 2009, the Board of Supervisors approved the San Francisco Bicycle Plan. The Bicycle Plan updates the 1997 San Francisco Bicycle Plan and includes a citywide bicycle transportation plan (comprised of a "Policy Framework" and a "Network Improvement" document) and implementation strategies for specific bicycle improvements identified within the Bicycle Plan. The Bicycle Plan includes objectives and identifies policy changes that would enhance the City's bike-ability. It also describes the existing bicycle route network (a series of interconnected streets on which bicycling is encouraged), and

identifies gaps within the citywide bicycle route network that require improvement. The Final Environmental Impact Report for the Bicycle Plan assessed a total of 56 short-term and long-term bicycle improvement projects. In the vicinity of the project site, the Bicycle Plan includes the following projects: a shared bicycle-vehicle lane on northbound Fremont Street between Harrison and Howard Streets; a bicycle lane in a widened parking lane on westbound Howard Street between the Embarcadero and Fremont Street; and a new bicycle lane on southbound Beale Street between Folsom and Bryant Streets. As described in the project description, the project would provide 117 spaces of bicycle parking.

Transit First Policy

The City of San Francisco's Transit First policy, adopted by the Board of Supervisors in 1973, was developed in response to the damaging impacts over previous decades of freeways on the City's urban character. The policy is aimed at restoring balance to a transportation system long dominated by the automobile, and improving overall mobility for residents and visitors whose reliance chiefly on the automobile would result in severe transportation deficiencies. It encourages multi-modalism, the use of transit and other alternatives to the single-occupant vehicle as modes of transportation, and gives priority to the maintenance and expansion of the local transit system and the improvement of regional transit coordination.

The following ten principles constitute the City's Transit First policy:

1. To ensure quality of life and economic health in San Francisco, the primary objective of the transportation system must be the safe and efficient movement of people and goods.
2. Public transit, including taxis and vanpools, is an economically and environmentally sound alternative to transportation by individual automobiles. Within San Francisco, travel by public transit, by bicycle and on foot must be an attractive alternative to travel by private automobile.
3. Decisions regarding the use of limited public street and sidewalk space shall encourage the use of public rights of way by pedestrians, bicyclists, and public transit, and shall strive to reduce and improve public health and safety.
4. Transit policy improvements, such as designated transit lanes and streets and improved signalization, shall be made to expedite the movement of public transit vehicles (including taxis and vanpools) and to improve public safety.
5. Pedestrian areas shall be enhanced wherever possible to improve the safety and comfort of pedestrians and to encourage travel by foot.
6. Bicycling shall be promoted by encouraging safe streets for riding, convenient access to transit, bicycle lanes, and secure bicycle parking.
7. Parking policies for areas well served by public transit shall be designed to encourage travel by public transit and alternative transportation.
8. New transportation investment should be allocated to meet the demand for public transit generated by new public and private commercial and residential developments.

9. The ability of the City and County of San Francisco to reduce traffic congestion depends on the adequacy of regional public transportation. The City and County shall promote the use of regional mass transit and the continued development of an integrated, reliable, regional public transportation system.
10. The City and County shall encourage innovative solutions to meet public transportation needs wherever possible and where the provision of such service will not adversely affect the service provided by the Municipal Railway. (Added November 1999).

The proposed project would result in infill development in an existing urban area and would increase proximity of jobs to housing within the City. The proposed project would provide less parking than would meet expected full project parking demand and thus could encourage the use of transit and alternative transportation modes. These factors would be expected to help minimize single-person auto travel in the future, which would be consistent with the intent of the Transit First Policy, and further address other citywide goals, such as those within the Climate Action Plan.

Planning Code

The CPE Project Description describes the project's consistency with the *Planning Code* provisions that implement the *General Plan* and Transit Center District Plan land use designations and policies.

Area Plan FEIR Impacts and FEIR Mitigation Measures

The Transit Center District Plan FEIR analyzed environmental issues including Land Use; Aesthetics; Population and Housing, Business Activity and Employment; Cultural Resources; Transportation; Noise; Air Quality; Wind; Shadow; Recreation and Public Space; Utilities and Service Systems; Public Services; Biological Resources; Geology, Soils, and Seismicity; Hydrology and Water Quality; Hazards and Hazardous Materials; Mineral and Energy Resources; and Agriculture and Forestry Resources. The proposed 181 Fremont Street project is in conformance with the height, use, and density for the site regulated by the *Planning Code* and described in the FEIR (pp. 11-21). The FEIR analyzed the proposed project and associated incremental impacts as a part of the Transit Center District Plan (Plan). Environmental issues for which the FEIR identified significant program-level impacts are addressed in this Certification of Determination; all other environmental issues are discussed in the Community Plan Exemption Checklist (see Attachment A).

Aesthetics

Visual Character and Scenic Resources

The FEIR analysis of Plan impacts on visual character (pp. 91-175) draws on the policies set forth in the *San Francisco General Plan Urban Design Element (Urban Design Element)*, with a focus on the height and massing of potential new buildings, including the proposed project, and their effect on the City's skyline. The existing visual character and quality of the Plan are described in the setting section of the FEIR. Although the existing buildings on the project site itself are relatively small, the project block is within a

portion of the Plan area consistent with the overall built-up vertically-oriented character. The Plan area, including the project site, does not contain built features or remarkable vegetation with high scenic resource value. No streets in the project vicinity are characterized in the Urban Design Element as a street important to urban design and views.

As discussed in the Project Description, the 181 Fremont Street project would be a 52-story, approximately 700-foot-tall mixed use building on the east side of Fremont Street immediately south of the new Transbay Transit Center that is currently under construction between Mission and Howard Streets. The building would be 700 feet tall to the roof (745 feet tall to the top of the parapet/mechanical screen and about 802 feet tall to the top of the spire) and would include an angular glass façade with walls tapering irregularly as the building rises. An exposed steel structural element would adorn the façade and extend above the roofline terminating in a narrow spire. A two story open air terrace surrounding the building on level 36 would create a visual break in the tower's tapering facade. Although taller than the newer residential towers—the Millennium Tower and the One Rincon building—constructed in the eastern portion of the Plan area, the 181 Fremont Street project design would be in keeping with these towers as well as with older high-rise buildings in the area. The proposed project would appear similar to the other high-rise buildings in the area, employing extended silhouettes and façade materials, and contributing to the vertical orientation characteristic of the Plan area. Moreover, as prescribed in the Plan and Urban Design Element policies, the proposed project would be a part of a cluster of tall buildings, including the proposed Transit tower, built around the Transit Center for the purpose of marking the important transit facility.

A pedestrian bridge on the tower's fifth level would provide a walking connection to the Transit Tower's City Park. With a retail space fronting Fremont Street, and lobby entrances along Fremont Street, the project⁸ would increase the level of pedestrian activity at the ground-level along the block.

The Plan height controls and setback and massing requirements are intended to be consistent with the Urban Design Element and to cluster tall buildings while preserving some views of the City skyline, hills, and Bay Bridge and achieving maximum visual access to sun and sky. The 181 Fremont Street project would not conflict with these controls and requirements and therefore would contribute to a continuation, albeit in a more intensified form, of the types of structures and ground-level uses that have historically existed in the project vicinity. Overall, the proposed project would result in changes to the character of the project site on the ground level as well as changes to the City's skyline. These changes to visual character would contribute to the Plan's design for a transit-oriented, high-density employment and transportation center. The FEIR (pp. 109-116) determined that, while development under the Plan would result in noticeable changes to the existing visual character, these changes would not necessarily be considered adverse, as they would serve to intensify the existing pattern of closely spaced high-rise buildings that is characteristic of the San Francisco Financial District. As such, and as was concluded in

⁸ An additional lobby entrance leading to the adjacent Poetry Garden is pending agreement with the adjacent property owner.

the FEIR, the proposed project would not result in a substantial, demonstrable negative aesthetic effect on the existing visual character or quality of the project site or its surroundings, nor would the proposed project result in substantial adverse effects on visual or scenic resources.

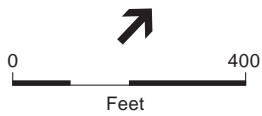
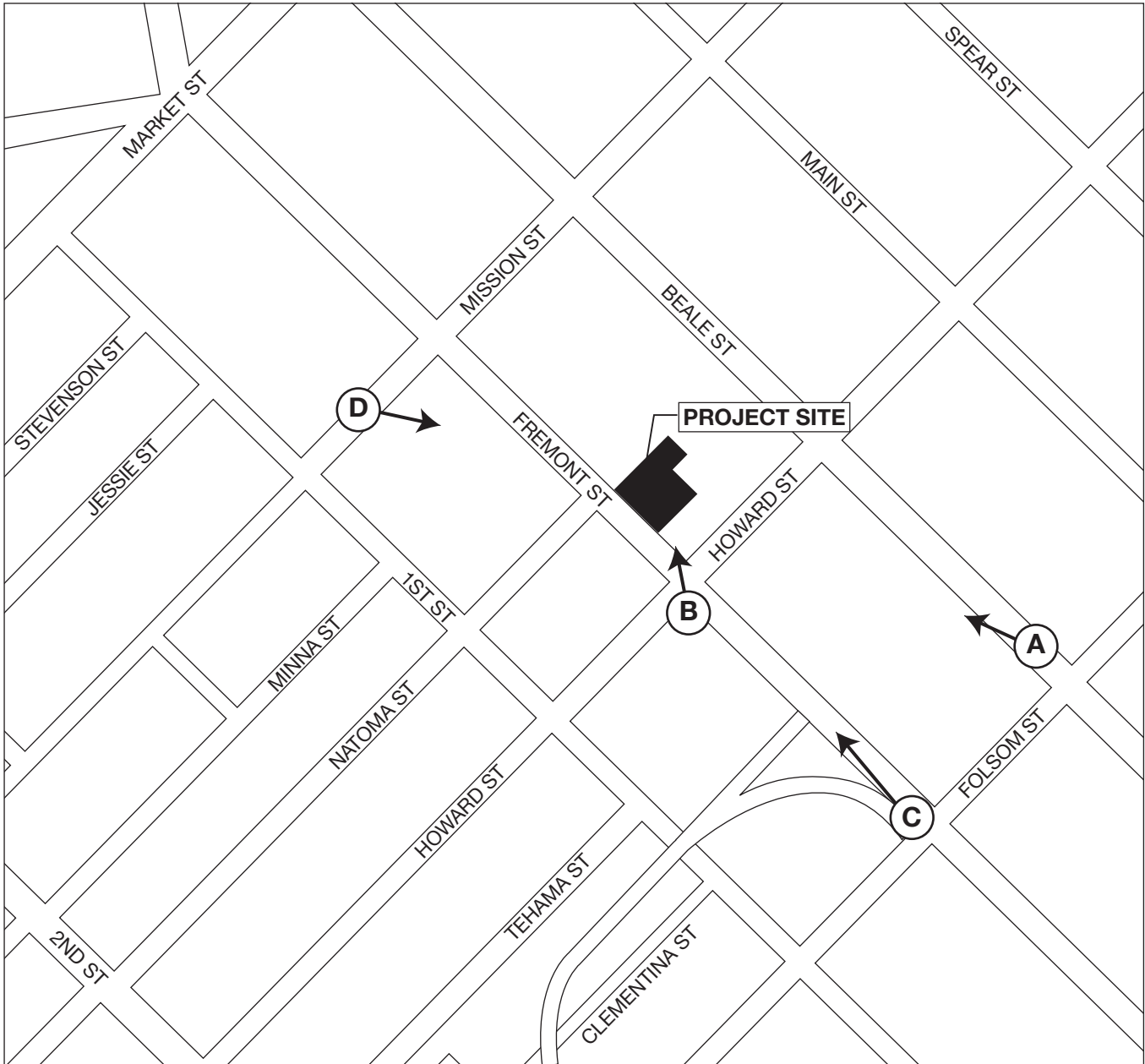
Views (Short-Range And Mid-Range Vantage Points)

The FEIR concluded (pp. 116-129) that although implementation of the Plan would result in changes within the Plan area that could alter the way it is perceived from certain public vantage points, it would not have a substantial adverse effect on publicly accessible views of and through the project vicinity from short-range and mid-range viewpoints. To demonstrate potential project-specific impacts related to short-range and mid-range views, visual simulations (photomontages) of the proposed 181 Fremont Street project from four public vantage points were prepared to show the project site under existing conditions and with proposed project in place. These visual simulations, along with a map indicating the view points, are shown in **Figures 11 through 15**.

Viewpoint A (Figure 12) depicts a northwesterly view of the project site from the intersection of Folsom and Beale Streets. The current view includes a large surface parking lot in the foreground. A tower at 301 Howard Street is visible in the background behind mid-rise buildings along Fremont and Howard Streets. The introduction of the proposed project tower into this view would fill in some areas of visible sky but not obstruct views of any structures or other visual features. The tower itself would be partially obstructed by, and would appear to extend the height of, the existing tower at 301 Howard Street.

Viewpoint B (Figure 13) is a northerly view of the project site from much closer to the project site on the southwest corner of Howard and Fremont Streets. From this view point the brick Marine Electric Building at 342 Howard Street, now occupied by the Town Hall Restaurant, is visible in the foreground and is flanked by high-rise towers to the east and west. The proposed project would partially block views of the glass Millennium Tower as well as buildings in the background currently visible behind the Marine Electric Building. The Transit Center building, currently under construction, would block the base of the Millennium Tower and views up Fremont Street toward Market Street. Views at the ground level would be relatively unchanged as trees and building entrances would line the sidewalk. However, the proposed project's glass streetwall would provide a more transparent and uniform aesthetic along the Fremont street frontage when compared with the brick and concrete facades from the project site's existing buildings. As with Viewpoint A, the proposed project would fill in large portions of sky currently visible.

Viewpoint C (Figure 14) also demonstrates northerly views along Fremont Street but from Folsom Street which is further south than Viewpoint B. This vantage point captures the entirety of the 605-foot-tall Millennium Tower under existing conditions. The proposed project would fully block and essentially replace the Millennium Tower in this view. The project tower would appear taller and wider than the Millennium Tower primarily because the project site is closer to the viewer. The new Transit Center would also be visible at the ground level.





Existing



Project



Existing



Project



Existing



Project



Existing



Project

Viewpoint D (Figure 15) is a southeasterly view from Mission Street mid-block between Fremont and First Streets. The proposed project would block buildings to the south including 301 Howard Street and 199 Fremont Street. Once complete, the Transit Center will dominate this view. Though not modeled for this analysis, a Redwood Grove is planned for the Transit Center plaza in the foreground. At full height, Redwood trees would fully obstruct views of the proposed project and the Transit Center from this viewpoint.

While the proposed project would result in demonstrably altered views from each of these vantage points, these changes would not be considered an adverse impact as views of the immediate vicinity from these vantage points would be similar to other views already experienced along streets in the project vicinity. Consistent with the findings in the FEIR (p. 129), the proposed project, as described in the Project Description and shown in the visual simulations, would not have a substantial adverse effect on scenic vistas from short-range and mid-range viewpoints.

Views (Long-Range Vantage Points)

Long-range public views are generally unavailable from within the project vicinity. However, long-range views of the Plan area, including the project site, are available from surrounding publicly accessible vantage points. To analyze changes to long-range views, the FEIR included an analysis of simulations presenting the height and general massing of proposed and potential allowable development, including the proposed project. The FEIR simulations (pp. 130-155) did not illustrate fenestration (windows) or cladding materials, nor did they represent in detail the massing that is proposed for projects with applications on file with the Planning Department, other than the current design of the proposed Transit Tower. Therefore, two long-range vantage points were selected for project-specific analysis using the project model as simulated in short-range and mid-range views. These are northerly views from the Potrero Hill neighborhood, as illustrated in **Figure 16**, and northeasterly views from Twin Peaks, as illustrated in **Figure 17**.

It is possible that the proposed project could be built ahead of other anticipated projects, including the Transit Tower, within the Plan area. Figure 16 depicts the proposed project, in absence of other cumulative development, as it would be seen from Potrero Hill. From this vantage point, looking north from 20th Street at Wisconsin Street, the proposed project would alter the City skyline in that it would become the tallest element between the Bank of America Building to the west and One Rincon building to the east.⁹ However, the proposed project would neither obstruct nor diminish the prominence of any existing scenic resource visible from this vantage point.

Figure 17 demonstrates that the introduction of the proposed project, in the absence of other cumulative development, would result in no substantial adverse effects on the scenic vista experienced from Twin Peaks. Looking northeast along Christmas Tree Point Road, the proposed project would partially

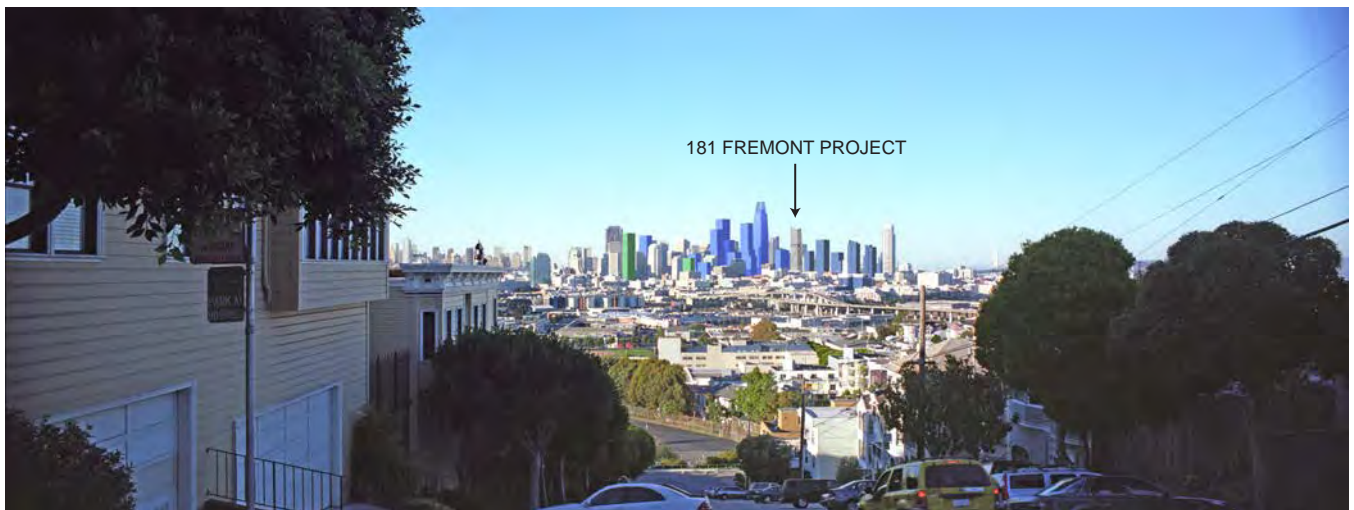
⁹ From this vantage point, the One Rincon building, which is 600-foot-tall and sits atop the 100-foot-tall Rincon Hill, is closer to the viewer and thus appears taller than the other buildings in the existing setting.



Existing



Project



Cumulative



Existing



Project



Cumulative

obscure, but not overwhelm, views of Yerba Buena Island and the East Bay Hills beyond. Introduction of the proposed project would not diminish the prominence of the Transamerica Pyramid or the Bank of America Building and the general form of the City's skyline would be preserved.

As illustrated in these photomontages, the proposed project would not conflict with the guidance of the Urban Design Element and the Plan as it would enhance the existing skyline of the City and the topographic form established by the City's hills. The proposed project would not have a substantial adverse effect on scenic vistas from long-range viewpoints.

Cumulative Effects (Views From Long-Range Vantage Points)

The FEIR concluded (p. 144) that the net effect of the newly formed urban peak that would result from Plan implementation and other cumulative development, as seen from Potrero Hill, largely would be to further fill in the existing densely developed Downtown (see Figure 16). In the cumulative scenario, the proposed project would blend into the heightened urban "mound" as seen from Potrero Hill, and would continue the eastern downward slope toward the Bay Bridge and the Bay.

The FEIR concluded that development under the Plan would reduce the visual prominence of the Bay Bridge, Yerba Buena Island and the East Bay Hills from specific vantage points, including Twin Peaks, and that a significant and unavoidable impact would result (pp. 129-156). Figure 17 also demonstrates the visual effect of Plan implementation and other cumulative development along with the proposed project. The proposed project was included in the scenario for which significant and unavoidable aesthetic effects were identified in the FEIR. However, these effects would occur, and long-range views would be blocked by cumulative development, including projects that have been approved at either a programmatic or project level, both on Rincon Hill and in the Transbay Redevelopment Area, regardless of implementation of proposed project. Further, from this vantage point, the proposed project would be mostly obscured from view by cumulative development. Specifically, the Plan permits development of a 750-foot-tall building on a TJPA-owned parcel (known as "Parcel F") on the north side of Howard Street near Second Street. Development of this potential project would obscure views of the 181 Fremont Street tower from this vantage point. Therefore, although the proposed project would make a considerable contribution to the cumulative significant impact described in the FEIR, it would not result in a new or peculiar aesthetics impact or an impact of greater severity than was already analyzed and disclosed in the FEIR.

Light and Glare

As with all individual development projects pursuant to the Plan, the proposed project would generate additional night lighting but the change is not anticipated to be substantial or adverse in the context of the existing densely developed Downtown. The proposed project would not result in obtrusive light or glare that would adversely affect views or substantially affect other properties. As such, the proposed project is consistent with the findings in the FEIR (p. 156). (A separate analysis of lighting effects on birds is presented in below under *Biological Resources*.)

Conclusion

The project-specific visual simulations and discussion above demonstrate that although the proposed project would make a considerable contribution to the significant impact, related to long-range views, described in the FEIR, the proposed project would not result in new or peculiar aesthetic effects, or aesthetic effects of greater severity than were already analyzed and disclosed in the FEIR.

*Cultural Resources**Archaeological Resources*

The FEIR (pp. 253-258) found that development under the Plan could cause a substantial adverse change to the significance of archaeological resources because the entire Plan area could be considered generally sensitive for both prehistoric and historic-era archaeological resources. The Transit Center District Plan Archaeological Resource Design and Treatment Plan (ARDTP) presented sensitivity assessments of five sites in the Plan area, including the 181 Fremont Street project site.¹⁰ As described on FEIR page 248, no prehistoric archaeological sites have been documented within the 181 Fremont Street site. Given that the site was within the Bay prior to being filled in the 19th century, it has a low potential for both prehistoric and historic-era archaeological sites. Archaeological potential from deposits related to coal houses, which operated within a former foundry at the site, also is considered to be low.

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

As noted above, no prehistoric archaeological sites have been documented within the 181 Fremont Street site and the proposed project would not require additional study to make an informed archeological sensitivity assessment. FEIR Mitigation Measure M-CP-1 would not apply to the proposed project and the project would not result in any new or peculiar impact or an effect of greater severity than was already analyzed and disclosed in the FEIR.

¹⁰ San Francisco Planning Department, *Archaeological Research Design and Treatment Plan for the Transit Center District Plan Area, San Francisco, California*, prepared by Far Western Anthropological Research Group, Inc.; Past Forward, Inc.; and JRP Historical Consulting, LLC; February 2010.

Paleontological Resources

As stated in the FEIR (p. 240), there are no known paleontological resources in the Plan area. As explained in the CPE Checklist Geology and Soils section, the project site is underlain by 14 to 19 feet of fill material comprising gravel, sand, rubble, wood, and brick. Below that fill are compressible Marine Deposits to depths ranging from 35 to 70 feet below grade.¹¹ The sand does not typically contain paleontological resources, and the marine deposits are considered relatively young in age and therefore unlikely to contain rare or important fossils.

Historic Architectural Resources

Direct Impacts

The Transit Center District Plan was found, in the FEIR, to result in significant and unavoidable adverse impacts to historic architectural resources through demolition or substantial alteration of historic resources (pp. 262-268). The Plan would change zoning controls on sites where individual historical resources currently exist, thereby possibly facilitating the demolition of these resources. Additionally, the Plan could facilitate the demolition of buildings that contribute to a larger historic district. Although the precise nature of this impact could not be determined at the Plan level, the FEIR determined that such an impact would be significant and unavoidable. To partially mitigate the impact, the FEIR identified FEIR **Mitigation Measures M-CP-3a** (HABS/HAER Documentation, p. 267), **M-CP-3b** (Public Interpretative Displays, p. 268), **M-CP-3c** (Relocation of Historical Resources, p. 268), and **M-CP-3d** (Salvage of Historical Resources, p. 268). These measures would mitigate Plan impacts to historic resources, but impacts would remain significant and unavoidable.

As explained in the Project Description, there are two existing buildings on the 181 Fremont Street project site. The larger building, at 177–181 Fremont Street, is a three-story brick and stucco warehouse building, constructed in 1908 and converted to office space. The smaller building, at 183–187 Fremont Street, is a former industrial building constructed in 1907. It also was converted to office space. As part of the FEIR, the Planning Department commissioned preservation architects to survey the historic context of the Plan area. The Transit Center District Survey, which was adopted by the Landmarks Preservation Advisory Board (predecessor to the Historic Preservation Commission) in 2009, and a 2010 addendum to the survey, found that these two buildings have been heavily altered and remodeled to the extent that they do not retain enough integrity to be eligible for listing on the National Register of Historic Places or California Register of Historical Resources.^{12,13} Moreover, the project site is not near existing or potential historic districts. The buildings on the project site are not designated as significant or contributory buildings in the *Planning Code*. Therefore, the proposed project would not result in a significant adverse

¹¹ Treadwell & Rollo, Phase I Environmental Site Assessment: 185 Fremont Street, San Francisco, California, March 12, 2007. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0456E.

¹² San Francisco Planning Department, *Transit Center District Survey, San Francisco, California, Final*, Prepared by Kelley & VerPlanck, September 11, 2008. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0558E.

¹³ Carey & Co. Inc., Supplemental DPR 523B Forms for selected properties, March 18, 2010. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0558E.

direct impact to historic architectural resources and FEIR Mitigation Measures M-CP-3a, M-CP-3b, M-CP-3c, and M-CP-3d would not be applicable.

Indirect Impacts

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

As stated above, the 181 Fremont Street project site is not within or adjacent to any historic district, and the buildings on the project site have been heavily altered to the point that they are ineligible for listing on the National Register or California Register. The Marine Electric Building, at 342–356 Howard Street, is on the project block, about 25 feet south of the project site. It is separated from the project site by a publicly accessible private open space, which would remain with implementation of the proposed project. The historic resources survey prepared for the FEIR identified the Marine Electric Building, a former industrial building constructed in 1907, as individually significant and eligible for the National Register and California Register. The building was not identified as a contributing resource to an existing or potential historic district. Although the proposed high-rise project would contrast in scale to the Marine Electric building, the 181 Fremont Street high-rise base would include a horizontal element at 44 feet—about 3 stories high—to present a congruence between the older and new buildings. Given the separation between the historic and proposed buildings by the existing plaza, the absence of an historic district in the area, and the design features of the proposed project, the project would not result in new or peculiar indirect effects on historic resources, or an effect of greater severity than was already analyzed and disclosed in the FEIR.

Construction Impacts

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

The 181 Fremont Street project would require demolition of two buildings, as well as excavation of up to 64 feet below grade, pile-driving and other vibration-generating activities, and staging of equipment and

materials during construction. Although the historic Marine Electric Building underwent a seismic upgrade in 1998, the building is approximately 20 feet from the project site and project construction would result in a potentially significant impact on this historic building. FEIR Mitigation Measures M-CP-5a and M-CP-5b, listed below, would be applicable to the proposed project, as described in the FEIR, and reduce the project-specific impacts. Further, implementation of FEIR **Mitigation Measures M-NO-2a** (Noise Control Measures During Pile Driving), and **M-NO-2b** (General Construction Noise Control Measures), in accordance with FEIR requirements and described in more detail below, would reduce the temporary and/or periodic increase in ambient noise levels and vibration within the project vicinity, and the potential adverse effects of noise level and vibration increases.

FEIR M-CP-5a: Construction Best Practices for Historical Resources.

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

FEIR M-CP-5b: Construction Monitoring Program for Historical Resources.

The project sponsor shall undertake a monitoring program to minimize damage to adjacent historic buildings and to ensure that any such damage is documented and repaired. The monitoring program would include the following components. Prior to the start of any ground-disturbing activity, the project sponsor shall engage a historic architect or qualified historic preservation professional to undertake a preconstruction survey of historical resource(s) identified by the Planning Department within 125 feet of planned construction to document and photograph the buildings' existing conditions. Based on the construction and condition of the resource(s), the consultant shall also establish a maximum vibration level that shall not be exceeded at each building, based on existing condition, character-defining features, soils conditions, and anticipated construction practices (a common standard is 0.2 inches per second, peak particle velocity). To ensure that vibration levels do not exceed the established standard, the project sponsor shall monitor vibration levels at each structure and shall prohibit vibratory construction activities that generate vibration levels in excess of the standard.

Should vibration levels be observed in excess of the standard, construction shall be halted and alternative techniques put in practice, to the extent feasible. The consultant shall conduct regular periodic inspections of each building during ground-disturbing activity on the project site. Should damage to either building occur, the building(s) shall be remediated to its preconstruction condition at the conclusion of ground-disturbing activity on the site.

Cumulative Impacts

Impacts due to accidental discovery of archaeological resources or human remains would be mitigated to a less-than-significant level through FEIR Mitigation Measure M-CP-1. Also, potential impacts to nearby historic architectural resources would be mitigated by FEIR Mitigation Measure M-CP-5. As stated above, the project site does not contain significant historic architectural resources or buildings that contribute to a larger historic district. Therefore, the project would not have a considerable contribution to the FEIR's significant cumulative impact on historic resources.

Conclusion

In accordance with the FEIR requirements, the project sponsor has agreed to implement FEIR Mitigation Measures M-CP-1, M-CP-5a, and M-CP-5b. With implementation of these measures, the 181 Fremont Street project would not result in new or peculiar project-specific effects on cultural resources, or effects of greater severity than were already analyzed and disclosed in the FEIR.

Transportation

Trip Generation

The 181 Fremont Street Transportation Impact Study (TIS) was prepared to assess the potential project-specific transportation impacts associated with the 181 Fremont Street project.¹⁴ Consistent with the approach used for the FEIR analysis, trip generation for the proposed project was determined based on the Planning Department's *Transportation Impact Analysis Guidelines for Environmental Review* (2002), with trip generation rates modified by a Resident Travel Behavior Survey undertaken in 2008 in and around the Plan area, as well as the San Francisco County Transportation Authority (SFCTA) countywide travel demand forecasting model and the Institute of Transportation Engineers *Trip Generation* manual to account for linked trips between different uses and for area-specific conditions. Based on this methodology, the proposed project would generate approximately 8,210 daily person trips, about 1,135 person trips in the a.m. peak hour, and about 855 person trips in the p.m. peak hour. Of the peak-hour trips, some 300 a.m. and 220 p.m. trips would be vehicle trips, while about 430 (a.m.) and 355 (p.m.) would be transit trips, with most of the rest of the peak-hour trips made on foot.

Traffic

Intersection operating conditions are characterized by the concept of Level of Service (LOS), which ranges from A to F and provides a description of an intersection's performance based on traffic volumes, intersection capacity, and vehicle delays. LOS D (moderately high delays) is considered the lowest acceptable level in San Francisco. A project impact on a signalized intersection is considered significant when project-generated traffic would cause the LOS to deteriorate from LOS D or better to LOS E or F, or from LOS E to LOS F.

¹⁴ AECOM, *181 Fremont Street Transportation Impact Study*, November 5, 2012. This report is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0456E.

Traffic growth related to the Transit Center District Plan, including the street changes, was found to result in significant and unavoidable adverse impacts, either by degrading the LOS or by making a considerable contribution to already degraded operations, at 38 of 62 signalized intersections analyzed in the p.m. peak hour and at seven of 12 intersections analyzed in the a.m. peak hour.¹⁵ This adverse effect on local intersection operation would conflict with established measures of effectiveness for the performance of the circulation system. Among the intersections where the FEIR (pp. 284-297) identified a significant, unavoidable impact were Fremont Street at Market, Mission, and Howard Streets (a.m. and p.m. peak hours); Beale Street at Market, Mission, and Howard Streets (p.m. peak hour); First Street at Market, Mission, Natoma, Howard, Folsom, and Harrison Street (p.m. peak hour); and Second Street at Mission and Howard Streets (p.m. peak hour).

FEIR **Mitigation Measures M-TR-1a** through **M-TR-1m** (pp. 291-296) were identified in the FEIR to improve intersection conditions or reduce the Plan's contribution to increased vehicle delay. Measures included signal timing optimization, various turn prohibitions, new bulb-outs, and lane restriping. However, each of these measures would require the San Francisco Municipal Transportation Agency (MTA) to further evaluate traffic conditions including area-wide traffic circulation and volumes, signal progression (timing of related traffic signals), pedestrian crossing time, and intersection lane geometry. Given that neither the outcome of such evaluation nor the feasibility of each measure could be known at the time the FEIR was certified, the mitigation measures conservatively were deemed infeasible and thus the impacts on these intersections was determined to be significant and unavoidable.

The TIS evaluated the 14 intersections listed above and found that traffic growth from the proposed project would result in a significant impact at three of those intersections; none of these impacts, which are described below, was determined to be peculiar to the project or its site or an impact of greater severity than was analyzed and disclosed in the FEIR.

First Street / Howard Street

The FEIR identified a significant impact on the First Street / Howard Street intersection. The overall Plan (Plan growth plus the public realm improvements) was found to result in a degradation of the level of service at this intersection from LOS E to LOS F in the p.m. peak hour. The FEIR (pp. 296-297) did not identify any feasible mitigation for this intersection that would reduce or eliminate the impact to a less-than-significant level and concluded the impact was significant and unavoidable.

Consistent with the conclusions of the FEIR, the proposed project would contribute considerably to the impact at this intersection identified in the FEIR. As with the Plan, the project impact also would be

¹⁵ The Plan Transportation Impact Study (Plan TIS) analyzed, and the FEIR summarized, "2030 With Plan Area Growth" conditions that incorporate assumptions for future development and growth including development associated with the rezoning proposed under the Plan without the effects of changes to the street network that are referred to as the Public Realm Plan. However, because the Public Realm Plan improvements are proposed as a part of the Plan, the FEIR included mitigation measures only with respect to effects of the overall Plan (Plan growth together with the public realm improvements). AECOM, *Transit Center District Plan Transportation Impact Study*, September 22, 2011. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0558E.

significant and unavoidable. Thus, the project would not result in a new or peculiar impact at this intersection or an impact of greater severity than was analyzed and disclosed in the FEIR.

Fremont Street / Howard Street

The FEIR identified significant impacts at the Fremont Street / Howard Street intersection. The overall Plan was found to result in a degradation of the level of service at this intersection from LOS D to LOS F in both the a.m. and p.m. peak hours. The FEIR (p. 296) identified mitigation for this intersection for the overall Plan that could reduce average vehicle delay, but not to a less-than-significant level. Implementation of this measure would preclude one or more sidewalk improvements proposed under the Plan and further signal timing optimization could result in an overall vehicle delay. In addition, as with other proposed mitigation requiring MTA evaluation and approval, proposed mitigations for this intersection are deemed infeasible and a significant and unavoidable impact would result.

Consistent with the conclusions of the FEIR, the proposed project would contribute considerably to the impact identified at this intersection in the FEIR. As with the Plan, the project impact also would be significant and unavoidable. Thus, the project would not result in a new or peculiar impact at this intersection or an impact of greater severity than was analyzed and disclosed in the FEIR.

Beale Street / Howard Street

The FEIR identified a significant impact at the Beale Street / Howard Street intersection. The overall Plan was found to make a considerable contribution to the already degraded intersection operations in the p.m. peak hour. The FEIR did not identify any mitigation for this intersection that would reduce or eliminate the impact to a less-than-significant level and concluded the impact would be significant and unavoidable.

Consistent with the conclusions of the FEIR (pp. 296-297), the proposed project would contribute considerably to the impact identified at this intersection in the FEIR (see also discussion of cumulative impacts below). As with the Plan, the project impact also would be significant and unavoidable. Thus, the project would not result in a new or peculiar impact at this intersection or an impact of greater severity than was analyzed and disclosed in the FEIR.

Mitigation Measures M-TR-1a through M-TR-1m in the FEIR do not apply to any of the three above-noted intersections, where the project would result in significant impacts, and no other feasible mitigation measures were identified for these intersection. As noted in the FEIR (p. 296), mitigation as identified for Fremont and Howard (prohibit eastbound p.m. peak left turns and optimize signal), could improve conditions but not to a less-than-significant level. Regardless, such a measure also would require MTA evaluation and approval and thus be deemed infeasible. The 181 Fremont Street TIS did not identify any other significant impacts on intersection operations and thus FEIR Mitigation Measures M-TR-1a through M-TR-1m would not be applicable to the proposed project.

In summary, the proposed 181 Fremont Street would result in no traffic impacts peculiar to the project or its site or impacts of greater severity than were analyzed and disclosed in the FEIR.

Freeway Ramp Operations

The FEIR (pp. 297-298) found that traffic growth related to the overall Plan would contribute considerably to congested operations on two freeway on-ramps (Fourth Street / Harrison Street and First Street / Harrison Street) and result in a significant and unavoidable impact. Although the proposed 181 Fremont Street project would result in increased traffic in the area, these volumes would be substantially less than those resulting from the overall Plan, and therefore the proposed project would not make a considerable contribution to congested conditions on these freeway ramps and would not contribute to the significant and unavoidable impact related to freeway ramps, described in the FEIR. Thus, the project would not result in any freeway ramp operations impacts peculiar to the project or its site or impacts of greater severity than were analyzed and disclosed in the FEIR.

Transit

Plan or project impacts to transit can occur from the introduction of project-generated transit demand that could not be accommodated by adjacent transit capacity, or from project related increased congestion resulting in increased travel times and unacceptable delays.

Transit ridership related to the overall Plan would cause a significant increase in transit demand resulting in unacceptable levels of transit service and a significant impact. The FEIR identified FEIR **Mitigation Measures M-TR-3a** through **M-TR-3e** (pp. 306-309) to reduce the Plan impact but concluded that the impact would remain significant and unavoidable with mitigation. The proposed project would not generate transit riders such that a significant impact to capacity would result. Neither would project related riders contribute considerably where transit was found to operate above capacity in existing conditions. Therefore, the proposed project would not make a considerable contribution to the Plan's significant and unavoidable impact and FEIR Mitigation Measures M-TR-3a through M-TR-3e would not be applicable.

Although the proposed project would not result in significant impacts related to transit, the Planning Department will recommend as a condition of approval, and the project sponsor has agreed to implement, a Driveway Operations Plan to further minimize the potential for conflicts between transit operations and related truck maneuvering in and out of the project driveway (see Project Description and Appendix A). The Driveway Operations Plan would, among other things, limit trucks that are sufficiently long that they would have to back into the project driveway to backing in between the hours of 10:00 p.m. and 5:00 a.m., when transit activity would be minimal. It is noted that, because the Driveway Operations Plan is not required to mitigate any significant impact with respect to transit operations, it does not indicate the presence of a new or peculiar impact or an impact of greater severity than was analyzed and disclosed in the FEIR.

Pedestrian Impacts

Plan or Project impacts to pedestrians can occur from the introduction of new pedestrian activity resulting in overcrowding, from new obstructions to pedestrian facilities (sidewalks, street corners, or crosswalks), or from new hazardous conditions resulting in potential vehicle / pedestrian conflicts.

Obstruction of Pedestrian Facilities

The FEIR did not identify a significant impact related to obstructions to pedestrian facilities. As discussed in the project description, the proposed project's parking garage would be operated by a valet service. Although the positioning of the project's valet station would provide space for up to eight vehicles to queue within the garage ramp, if the queues were to extend past this length, they could block the sidewalk on Fremont Street and result in a pedestrian hazard. As described in the project's Driveway Operations Plan, the proposed project would staff enough valet attendants to ensure that the maximum inbound queue would be five vehicles and that no significant impact to pedestrians from valet parking activities would occur. Thus, the project would not result in impacts peculiar to the project or its site or impacts of greater severity than were analyzed and disclosed in the FEIR.

Pedestrian Facility Level of Service

The FEIR (pp. 311-312) identified a significant and unavoidable impact related to crowding and congestion on sidewalks, street corners, and crosswalks. Implementation of the overall Plan would increase pedestrian activity in the Plan area such that level of service on several sidewalks, street corners, and crosswalks would deteriorate to unacceptable levels, including on the Fremont Street / Mission Street north crosswalk during the midday peak hour. The FEIR identified FEIR **Mitigation Measure M-TR-4** (Widen Crosswalks, p. 312) to reduce the adverse effects. However, although this measure would reduce the impact to a less-than-significant level, given the uncertain outcome of required MTA evaluation and approval, the feasibility is uncertain, and the impact would remain significant and unavoidable.

The proposed project would increase pedestrian activity in the project vicinity. With the introduction of project-generated pedestrian traffic, sidewalks, and street corners in the vicinity would continue to operate at acceptable levels during the midday and p.m. peak hours. However, consistent with the conclusions of the FEIR (p. 311), project-generated pedestrian traffic would contribute considerably to the impact, identified in the FEIR, at the north crosswalk at the Fremont Street / Mission Street. As with the Plan, the project impact also would be significant and unavoidable. Thus, the project would not result in impacts new or peculiar to the project or its site or impacts of greater severity than were analyzed and disclosed in the FEIR.

Pedestrian / Vehicle conflict and Hazards Conditions

The FEIR (pp. 312-313) found that, with respect to large development projects in the Plan area, the Plan would result in the potential for vehicle / pedestrian conflict created by vehicles crossing the sidewalk as they enter or exit a project's garage. FEIR identified FEIR **Mitigation Measure M-TR-5** (Garage / Loading Dock Attendant, p. 313) to minimize or avoid this impact by requiring projects to have a garage / loading

dock attendant on duty, especially during hours of peak traffic and pedestrian activity. However, because the efficacy of this measure to fully mitigate the impact is uncertain, and no other feasible mitigation is available, the impact was found to remain significant and unavoidable.

The proposed project would create conditions where vehicles entering or exiting the project parking garage would need to cross the Fremont Street sidewalk and thus wait for a gap in the high pedestrian volumes during peak periods. Without adequate management of vehicle queues or space to accommodate vehicle queues, the proposed project would result in the potential for drivers to become impatient and attempt to execute hazardous maneuvers across the sidewalk. This impact was disclosed in the FEIR, and does not represent a new or peculiar impact or an impact of greater severity than was analyzed and disclosed in the FEIR. As such, the proposed project is subject to FEIR Mitigation Measure M-TR-5 (Garage / Loading Dock Attendant). In compliance with this mitigation measure, a comprehensive Driveway Operations Plan has been designed and incorporated into the proposed project (see Project Description and Appendix A). As noted above, the proposed project would provide space for up to eight vehicles to queue within the garage ramp. Further, the project's Driveway Operations Plan specifies enough valet staff to ensure that the maximum inbound queue would be five vehicles, and that on-street queuing space for two vehicles during a.m. and p.m. peak periods would be provided.

Further, and also in compliance with FEIR Mitigation Measure M-TR-5, the project sponsor has agreed to implement **Project Mitigation Measure 5**, to reduce potential effects on pedestrians from vehicles related to project driveway operations. As identified in the FEIR (p. 312), development of large projects pursuant to the Plan would create potentially hazardous conditions for pedestrians and otherwise interfere with pedestrian accessibility. The FEIR Mitigation Measure M-TR-5 has been identified to address this impact and the following Project Mitigation Measure 5 herein provides specification for the implementation of FEIR Mitigation Measure M-TR-5.

Project Mitigation Measure 5: Vehicle Queues / Driveway Operations (Implementing M-TR-5)

It shall be the responsibility of the owner / operator of the Project to ensure that vehicle queues do not block any portion of the sidewalk or roadway of Fremont Street, including any portion of any travel lanes or bike lanes, except for the curbside turn pocket as described below. The owner / operator shall also ensure that no substantial pedestrian conflict as defined below is created at the Project driveway.

A vehicle queue is defined as one or more stopped vehicles destined to the Project garage blocking any portion of the Fremont Street sidewalk or roadway (except for the curbside turn pocket) for a consecutive period of three minutes or longer on a daily or weekly basis, or for more than five (5) percent of any 60-minute period. Queues could be caused by unconstrained parking demand exceeding parking space or valet capacity; vehicles waiting for safe gaps in high volumes of pedestrian traffic; car or truck congestion within the parking garage or loading dock; or a combination of these or other factors.

A substantial pedestrian conflict is defined as a condition where drivers of inbound and / or outbound vehicles, frustrated by the lack of safe gaps in pedestrian traffic, unsafely merge their

vehicle across the sidewalk while pedestrians are present and force pedestrians to stop or change direction to avoid contact with the vehicle, and / or contact between pedestrians and the vehicle would occur.

There is one exception to the definition of a substantial conflict. Sometimes, outbound vehicles departing from the Project driveway would be able to cross the sidewalk without conflicting with pedestrians, but then would have to stop and wait in order to safely merge into the Fremont Street roadway (due to a lack of gaps in Fremont Street traffic and / or a red signal at the Fremont Street / Natoma Street intersection). While waiting to merge, the rear of the vehicle could protrude into the western half of the sidewalk. This protrusion should not be considered a pedestrian conflict. This is because the obstruction would be along the western edge of the sidewalk, while the pedestrian path of travel would be along the east side of the sidewalk; street trees and other streetscape elements would already impede pedestrian flow along the west side of the sidewalk. Any pedestrians that would be walking along the west side of the sidewalk would be able to divert to the east and maneuver behind the stopped car. This exception only applies to outbound vehicles, and only if pedestrians are observed to walk behind the stopped vehicle. This exception does not apply to any inbound vehicles, and does not apply to outbound vehicles if pedestrians are observed to walk in front of the stopped outbound vehicle.

If vehicle queues or substantial conflicts occur, the owner / operator of the facility shall employ abatement methods as needed to abate the queue and / or conflict. Appropriate abatement methods would vary depending on the characteristics and causes of the queue and conflict. Suggested abatement methods include but are not limited to the following: redesign of facility to improve vehicle circulation and / or on-site queue capacity; employment of additional valet attendants; use of off-site parking facilities or shared parking with nearby uses; travel demand management strategies such as additional bicycle parking or employee shuttles; parking demand management strategies such as time-of-day parking surcharges; expanded hours of truck access limitations; and / or limiting hours of access to the Project driveway during periods of peak pedestrian traffic. Any new abatement measures shall be included in an updated Driveway Operations Plan, reviewed and approved by the Planning Department.

If the Planning Director, or his or her designee, suspects that vehicle queues or a substantial conflict are present, the Department shall notify the property owner in writing. The owner / operator shall hire a qualified transportation consultant to evaluate the conditions at the site for no less than seven days. The consultant shall submit a report to the Department documenting conditions. Upon review of the report, the Department shall determine whether or not queues and / or a substantial conflict exists, and shall notify the garage owner / operator of the determination in writing.

If the Department determines that queues or a substantial conflict do exist, upon notification, the facility owner / operator shall have 90 days from the date of the written determination to carry out abatement measures. If after 90 days the Department determines that vehicle queues and / or a substantial conflict are still present or that the owner / operator has been unsuccessful at abating the identified vehicle queues or substantial conflicts, the hours of inbound and / or outbound access of the Project driveway shall be limited during peak hours. The hours and directionality of the access limitations shall be determined by the Planning Department, communicated to the owner / operator in writing, and recorded in an updated Driveway Operations Plan. The owner / operator shall be responsible for limiting the hours of Project driveway access as specified by the Department.

It is noted that, because the Project Mitigation Measure 5 implements FEIR Mitigation Measure M-TR-5, it does not indicate the presence of a new or peculiar impact or an impact of greater severity than was analyzed and disclosed in the FEIR. Consistent with the conclusions of the FEIR (p. 313), FEIR Mitigation Measure M-TR-5, as implemented through the proposed project's Driveway Operations Plan and through Project Mitigation Measure 5, would reduce the proposed project's impact, but not to a less-than-significant level. As such, the proposed project would contribute to the Plan's significant and unavoidable impact identified in the FEIR but would not result in impacts new or peculiar to the project or its site or impacts of greater severity than were analyzed and disclosed in the FEIR.

Truck / pedestrian conflicts would not arise from the proposed project in the same way as vehicle conflicts because the Driveway Operations Plan would ensure that a driveway attendant is available to assist with trucks entering or exiting the project driveway—in particular, trucks reversing into the project driveway—and to hold pedestrian traffic when necessary to accommodate trucks. The impact would be less than significant. As noted above under "Transit," the Planning Department will recommend as a condition of approval, and the project sponsor has agreed to implement, a Driveway Operations Plan to address potential conflicts truck / pedestrian conflicts. The Driveway Operations Plan would, among other things, limit trucks required to back into the driveway to doing so between the hours of 10:00 p.m. and 5:00 a.m., when pedestrian activity would be minimal.

Bicycle Impacts

Consistent with the conclusions of the FEIR (pp. 313-314), the proposed project would not increase bicycle traffic such that a substantial adverse change to the overall bicycle conditions would result. This is a less-than-significant impact for the Plan and the proposed project. Thus, the project would not result in bicycle impacts peculiar to the project or its site or impacts of greater severity than were analyzed and disclosed in the FEIR.

The effects of project driveway operations associated with loading demand are addressed below.

Loading

The FEIR (pp. 317-318) identified a significant impact related to the Plan-generated increase in loading demand during the peak hour of loading activity potentially resulting in hazardous conditions or significant delays affecting traffic, transit, bicycles, and pedestrians. FEIR **Mitigation Measures M-TR-7a** (Loading Dock Management) and **M-TR-7b** (Augmentation of On-Street Loading Spaces Supply) were identified in the FEIR to minimize this impact. However, these measures were not found to fully mitigate the loading shortfall impacts to transit operators that use City streets or pedestrian and bicycle movements and the impact would remain significant and unavoidable.

As discussed in the Project Description, the proposed project would comply with the *Planning Code* by providing three full-service loading spaces (two 12 feet by 35 feet and one 10 feet by 25 feet) and four loading spaces for service vehicles (eight feet by 20 feet long). The 181 Fremont Street TIS projected the

proposed project's expected loading demand and determined that the project's supply of loading spaces would meet both the peak hour and average hour loading demand generated by the project. In other words, the proposed project would not generate an additional need for off-street loading spaces. However, project driveway operations associated with loading activities would contribute to the Plan's significant impact identified in the FEIR. The FEIR identified Mitigation Measures M-TR-7a and M-TR-7b (pp. 316-317) to reduce the impact. However, although M-TR-7b would reduce the impact, given the uncertain outcome of required MTA evaluation and approval, the feasibility is uncertain. Consistent with the conclusions of the FEIR (p. 317), FEIR Mitigation Measure M-TR-7a, listed below, would reduce the proposed project's impact, but not to a less-than-significant level. As such, the proposed project would contribute to the Plan's significant and unavoidable impact identified in the FEIR but would not result in impacts new or peculiar to the project or its site or impacts of greater severity than were analyzed and disclosed in the FEIR.

FEIR M-TR-7a: Loading Dock Management.

To ensure that off-street loading facilities are efficiently used and that trucks longer than can be safely accommodated are not permitted to use a building's loading dock, the project sponsor of a development project in the Plan area shall develop a plan for management of the building's loading dock and shall ensure that tenants in the building are informed of limitations and conditions on loading schedules and truck size. Such a management plan could include strategies such as the use of an attendant to direct and guide trucks (see Mitigation Measure M-TR-5), installing a "Full" sign at the garage/loading dock driveway, limiting activity during peak hours, installation of audible and/or visual warning devices, and other features. Additionally, as part of the project application process, the project sponsor shall consult with the Municipal Transportation Agency concerning the design of loading and parking facilities.

Typically, a building property manager dictates the maximum size of trucks that can be accommodated by a building's loading dock, and when trucks may access the project site.

Emergency Access

The FEIR (p. 318) did not identify a significant impact related to inadequate emergency access. The overall Plan would not change the Plan area street network so as to hinder or preclude emergency vehicle access. Any physical changes to the street network made as part of the Plan's public realm improvements would be undertaken in consultation with the Fire Department such that adequate emergency vehicle access would be maintained. Consistent with the conclusions of the FEIR, the proposed project would not include any modifications to the street network and therefore, would not result in impacts related to emergency access that would be peculiar to the project or its site or impacts of greater severity than were analyzed and disclosed in the FEIR.

Construction

The FEIR (pp. 319-321) determined that implementation of the overall Plan, including ongoing construction within the Plan area, and individual project construction, including the proposed project, would cause disruption of nearby streets, transit service, and pedestrian and bicycle circulation, and

would result in a significant impact. Although the FEIR identified FEIR **Mitigation Measure M-TR-9** (Construction Coordination, p. 321) to minimize impacts from concurrent construction project within the Plan area, the impact was found to remain significant and unavoidable as the measure would only partially mitigate the effect.

Consistent with the conclusions of the FEIR (pp. 320-321), project construction could result in impacts to traffic, transit, pedestrian and bicycle circulation. As such, FEIR Mitigation Measure M-TR-9 (Construction Coordination) would apply to the proposed project. Therefore, in compliance with FEIR Mitigation Measure M-TR-9, the project sponsor has agreed to implement the following measures, which entail:

Project Mitigation Measure 6: Construction (Implementing M-TR-9)

The Project Applicant shall develop and implement a construction management plan to anticipate and minimize transportation-related impacts of various construction activities associated with the Project.

The Plan would disseminate appropriate information to contractors and affected agencies with respect to coordinating construction activities to minimize overall disruptions and ensure that overall circulation in the Project area is maintained to the extent possible, with particular focus on ensuring transit, pedestrian, and bicycle connectivity. The program would supplement and expand, rather than modify or supersede, any manual, regulations, or provisions set forth by SFMTA, the Department of Public Works ("DPW"), or other City departments and agencies, and Caltrans.

Specifically, the plan shall do the following:

- A) Identify construction traffic management best practices in San Francisco, as well as others that, although not being implemented in the City, could provide valuable information for the project. Management practices include, but are not limited to the following:
 - 1. Identifying ways to reduce construction worker vehicle-trips through transportation demand management programs and methods to manage construction worker parking demands;
 - 2. Identifying best practices for accommodating pedestrians, such as temporary pedestrian wayfinding signage or temporary walkways.
 - 3. Identifying ways to accommodate transit stops located along sidewalks slated for closure during construction. This may include identifying locations for temporary bus stops, as well as signage directing riders to those temporary stops.
 - 4. Identifying ways to consolidate truck delivery trips, including a plan to consolidate deliveries from a centralized construction material and equipment storage facility.
- B) Describe procedures required by different departments and / or agencies in the City for implementation of a construction management plan, such as reviewing agencies, approval processes, and estimated timelines, such as the following:

1. The Project Applicant will need to coordinate temporary and permanent changes to the transportation network within the City of San Francisco, including traffic, street and parking changes, and lane closures, with the SFMTA. Any permanent changes may require meeting with the SFMTA Board of Directors or one of its sub-committees, which may require a public hearing. Temporary traffic and transportation changes must be coordinated through the SFMTA's Interdepartmental Staff Committee on Traffic and Transportation (ISCOTT) and would require a public meeting. As part of this process, the construction management plan may be reviewed by SFMTA's Transportation Advisory Committee (TASC) to resolve internal differences between different transportation modes.
 2. A temporary closure of a travel lane along Fremont Street would be required during concrete pours and large deliveries and complete closures of travel lanes along Fremont Street would be scheduled for off-peak hours and weekends.
- C) Require consultation with other Agencies, including SFMTA, and adjacent property owners to facilitate coordination of construction traffic management strategies as they relate to transit operations and the needs of other users along Fremont Street. The Project Applicant shall proactively coordinate with these groups prior to developing the construction management plan to ensure that the plan adequately meets these needs.
1. Identify construction transportation management strategies and other elements for the Project, and present a cohesive program of operational and demand management strategies designed to maintain acceptable levels of traffic flow during periods of construction activities. These include, but are not limited to, construction strategies, demand management activities, alternative route strategies, and public information strategies.

It is noted that, because the Project Mitigation Measure 6 implements FEIR Mitigation Measure M-TR-9, it does not indicate the presence of a new or peculiar impact or an impact of greater severity than was analyzed and disclosed in the FEIR. Consistent with the FEIR, considering the magnitude of the proposed project and the potential concurrence with other construction activities, including the ongoing construction of the Transit Center, FEIR Mitigation Measure M-TR-9, as implemented through Project Mitigation Measure 6, would not fully mitigate the proposed project construction impacts and the impact would remain significant and unavoidable. The proposed project would not result in a new or peculiar impact or an impact of greater severity than was analyzed and disclosed in the FEIR, with respect to the construction activities.

Parking

Parking supply is not considered to be a part of the permanent physical environment in San Francisco.¹⁶ Parking conditions are not static, as parking supply and demand varies from day to day, from day to

¹⁶ Under California Public Resources Code (CEQA) Section 21060.5, "environment" can be defined as "the physical conditions which exist within the area which will be affected by a proposed project, including land, air, water, minerals, flora, fauna, noise and objects of historic or aesthetic significance." In 2010, the state CEQA Guidelines were amended to remove parking impacts from consideration in Appendix G, the environmental checklist.

night, from month to month, etc. Hence, the availability of parking spaces (or lack thereof) is not a permanent physical condition, but changes over time as people change their modes and patterns of travel. However, consistent with the FEIR, the following discussion is included for informational purposes.

The FEIR determined that, considering the demand for parking spaces generated by development in the Plan area and the number of off-street parking spaces that could be provided as of right by the same assumed development projects, the Plan-area-wide parking shortfall could range between about 5,400 and 8,200 spaces (pp. 323-324). Considering the available off-street parking spaces and the potential Plan-related loss of surface parking spaces, the Plan-area-wide parking shortfall could worsen. It is reasonable to assume that such a shortfall would result in a mode shift, as drivers decide not to drive and instead utilize other modes of travel, and that some trips would shift from auto to transit. If such a mode shift were to occur, secondary transit impacts could occur either as a result of exacerbating an existing impact or resulting in a new impact on those lines where capacity utilization approaches the standard.

The 181 Fremont Street TIS found that, considering the project-generated parking demand and the provision of parking on-site, the proposed project would have a midday parking shortfall and that the 35 off-street parking facilities in the project vicinity operating at an aggregate occupancy of approximately 85 percent during the weekday midday peak hour would be sufficient to fully accommodate any potential shortfall. No parking shortfall was anticipated to occur during the evening. As such, the proposed project would not contribute to the potential indirect adverse effects on transit operations identified for the Plan in the FEIR.

Again, parking shortfalls are not considered to be significant impacts on the environment and, therefore, do not result in a CEQA impact. In addition, the City of San Francisco's Transit First policy, described above, places an emphasis on encouraging alternative transportation. The City's Transit First Policy established in the City's Charter Article 8A, Section 8A.115, provides that "parking policies for areas well served by public transit shall be designed to encourage travel by public transportation and alternative transportation."

Other Topics

Consistent with the findings in the FEIR, the proposed project would have no impact on air traffic patterns or increased safety hazards due to a design feature or incompatible use.

Cumulative Impacts

Traffic

Under 2030 cumulative conditions, the proposed project-generated traffic would contribute considerably to significant impacts to the same three intersections (First Street / Howard Street, Fremont Street / Howard Street, and Beale Street / Howard Street) with the addition of the Fremont Street / Mission Street

intersection. Consistent with the conclusions of the FEIR (pp. 286-290), this cumulative impact would remain significant and unavoidable, as the FEIR identified no feasible mitigation measures for this intersection. The proposed project would not result in a considerable contribution to significant impacts at other intersections in the 2030 cumulative conditions, and thus no peculiar impacts would arise with respect to cumulative conditions.

Pedestrian Facilities

As the proposed project would result in a significant and unavoidable impact on the Fremont Street / Mission Street north crosswalk at the midday peak hour, the proposed project also is considered to have a considerable contribution to the significant and unavoidable cumulative impact at this location under 2030 cumulative conditions. Consistent with the conclusions of the FEIR (pp. 311-312), this cumulative impact would remain significant and unavoidable due to the uncertainty and infeasibility of FEIR Mitigation Measures M-TR-4. The proposed project would not result in a significant contribution to poor operations of other crosswalks in the 2030 cumulative conditions. Thus, the project would not result in impacts peculiar to the project or its site or impacts of greater severity than were analyzed and disclosed in the FEIR.

Pedestrian / Vehicle Conflicts

Pedestrian volumes in the future are anticipated to be high and the potential for conflict between pedestrians and vehicles have a considerable contribution to the significant and unavoidable cumulative impact under 2030 cumulative conditions. Consistent with the Plan, this cumulative impact would remain significant and unavoidable with FEIR Mitigation Measure M-TR-5, as implemented through the Driveway Operations Plan and Project Mitigation Measure 5.

Bicycle / Vehicle Conflicts

Bicycle activity along Fremont Street is anticipated to increase under 2030 conditions, as a result of a new bike lane on the east side of Fremont Street, proposed as a part of the public realm improvements associated with the Plan. Conditions specified in FEIR Mitigation Measure M-TR-5, as implemented through the Driveway Operations Plan and Project Mitigation Measure 5, including a maximum inbound queue of five vehicles, on-street queuing space for two vehicles during a.m. and p.m. peak periods, and the presence of an attendant to manage potential bicycle / vehicle conflicts, would minimize potential conflicts between bicycles and vehicles related to the project driveway operations. However, as discussed below, project driveway operations associated with loading activities would contribute to the related adverse conditions for bicyclists and M-TR-7a would apply.

Loading

As discussed, project driveway operations associated with loading activities would contribute to the Plan's significant impact identified in the FEIR potentially resulting in hazardous conditions or significant delays affecting traffic, transit, bicycles, and pedestrians, even with FEIR Mitigation Measure M-TR-5, as implemented through the Driveway Operations Plan and Project Mitigation Measure 5.

Therefore, the proposed project also is considered to have a considerable contribution to the significant and unavoidable cumulative loading impact under 2030 cumulative conditions, and the project would not result in impacts peculiar to the project or its site or impacts of greater severity than were analyzed and disclosed in the FEIR.

Construction

As discussed, project construction could result in impacts to traffic, transit, pedestrian and bicycle circulation, even with FEIR Mitigation Measure M-TR-9, as implemented through Project Mitigation Measure 6. Therefore, project construction also is considered to have a considerable contribution to the significant and unavoidable cumulative impact under 2030 cumulative conditions, and the project would not result in impacts peculiar to the project or its site or impacts of greater severity than were analyzed and disclosed in the FEIR.

Other Topics

As demonstrated above, the proposed project would not result in a significant impact related to Freeway Ramp Operations, or Transit. Further, the proposed project would not considerably contribute to the significant cumulative impact indentified for the Plan related to these significance criteria. Neither the Plan nor the proposed project would result in significant cumulative impacts related to emergency vehicle access. Thus, the project would not result in impacts with respect to these topics that would be peculiar to the project or its site or impacts of greater severity than were analyzed and disclosed in the FEIR.

Conclusion

As indicated in the FEIR, none of the available transportation mitigation measures is adequate to reduce significant impacts to less-than-significant levels either due to infeasibility or inability to fully mitigate the Plan effects. In accordance with the FEIR, the project sponsor has agreed to adopt of the Driveway Operations Plan and implement Project Mitigation Measure 5 (implementing FEIR Mitigation Measure M-TR-5). With implementation of these measures, the 181 Fremont Street project-specific impacts related to pedestrian / vehicle conflicts would be reduced but would remain significant and unavoidable under project and cumulative conditions. The project sponsor has agreed to implement FEIR Mitigation Measure M-TR-7a. With implementation of this measure, the 181 Fremont Street project-specific impacts related to loading activities would be reduced but would remain significant and unavoidable. Further, this impact would remain significant and unavoidable due to the uncertainty and infeasibility of FEIR Mitigation Measure M-TR-7b. Also in accordance with the FEIR, the project sponsor has agreed to implement Project Mitigation Measure 6 (implementing FEIR Mitigation Measure M-TR-9). With implementation of this measure, the 181 Fremont Street project-specific impacts related to construction would be reduced but would remain significant and unavoidable. The 181 Fremont Street project-specific impacts related to traffic would remain significant and unavoidable due to the lack of feasible mitigation, and impacts related to crowding or blockage of pedestrian facilities would remain significant and unavoidable due to the uncertainty and

infeasibility of FEIR Mitigation Measure M-TR-4. As demonstrated above, the proposed project would not result in a significant impact related to freeway ramp operations or transit. As such, FEIR Mitigation Measure M-TR-3 would not apply to the proposed project and the project would not considerably contribute the Plan's significant impacts. Finally, neither the Plan nor the Project would result in significant impacts with respect to emergency vehicle operations.

Each of the above findings is consistent with those identified in the FEIR. The proposed project would not result in a new or peculiar impact relative to the project or its site, or an impact of greater severity than was analyzed and disclosed in the FEIR, with respect to Transportation.

Noise

The FEIR noted (p. 353) that noise levels adjacent to all major streets in the Plan area from Main Street to the west exceed the level, 70 Ldn, at which the *General Plan* noise compatibility guidelines recommend that new residential construction should be undertaken only following completion of a detailed analysis of noise reduction requirements.¹⁷ The FEIR identified significant impacts related to the introduction of new sensitive uses that would be affected by existing noise levels and to the exposure of persons to noise levels in excess of standards in the *General Plan*. The FEIR noted (pp. 359-360) that plan implementation also would result in temporary construction noise and vibration impacts from pile driving and other construction activities. The project site is not within an airport land use plan area, nor is it in the vicinity of a private airstrip and therefore these topics are not applicable.

New Sensitive Uses

The proposed project involves residential units located between 520 and 700 feet above grade and associated residential open space located between 490 and 520 feet above grade. As such, the proposed project would contribute to the significant impact, identified in the FEIR, related to the introduction of new sensitive uses that would be affected by existing noise levels.

FEIR **Mitigation Measure M-NO-1a** (Noise Survey and Measurements for Residential Uses, pp. 357-358), listed below, is required to ensure that interior noise levels are suitable for residential use. In compliance with this mitigation measure, an environmental noise and vibration study for the 181 Fremont Street project was conducted.¹⁸ Using a survey of the project area and satellite imagery, the noise study identified the potential noise-generating uses within two blocks of the project site, including existing mechanical equipment located on the roofs of adjacent buildings, as required by FEIR **Mitigation Measure M-NO-1d** (Mechanical Equipment Noise Standard, p. 358), also listed below. To quantify the existing noise environment, three long-term continuous noise measurements were collected at the project

¹⁷ Because community receptors are more sensitive to unwanted noise intrusion during the evening and at night, state law requires that, for planning purposes, an artificial dBA increment be added to "quiet time" noise levels to form a 24-hour noise descriptor, such as the day-night noise level (Ldn), which is used by the San Francisco Noise Ordinance. Ldn adds a 10-dBA nighttime penalty during the night hours (10:00 p.m. to 7:00 a.m.).

¹⁸ Charles M. Salter Associates, *181 Fremont Results of Environmental Noise and Vibration Study*, May 8, 2012. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0456E.

site. Of the three noise monitors used to collect measurements, two were attached to utility poles along the sidewalk at a height of about 12 feet above grade. To minimize the effects of temporary construction noise and to capture more distant noise sources, such as the elevated I-80 Freeway, the third noise monitor was located on the adjacent roof of the 199 Fremont building at approximately 300 feet above grade. According to the noise study, major noise sources for the residential units are from the I-80 Freeway and the Bay Bridge (approximately 1,800 feet southeast from the project site). Vehicular traffic on Fremont Street and Howard Street contribute to the noise environment, but are not the primary source. Noise from existing rooftop mechanical equipment would be at least 10 decibels below the ambient noise environment at the proposed residential units and thus would not be of concern. Overall, the 24-hour, day-night noise levels captured were 80 Ldn and 76 Ldn at the two ground level locations and 71 Ldn at the rooftop location.

FEIR M-NO-1a: Noise Survey and Measurements for Residential Uses.

For new residential development located along streets with noise levels above 70 dBA Ldn, the Planning Department shall require the preparation of an analysis that includes, at a minimum, a site survey to identify potential noise-generating uses within two blocks of the project site, and including at least one 24-hour noise measurement (with average and maximum noise level readings taken so as to be able to accurately describe maximum levels reached during nighttime hours), prior to completion of the environmental review for each subsequent residential project in the Plan area. The analysis shall be completed by a person(s) qualified in acoustical analysis and shall demonstrate with reasonable certainty that Title 24 standards, where applicable, can be met, and that there are no particular circumstances about the proposed project site that appear to warrant heightened concern about noise levels in the vicinity. Should such concerns be present, the Department may require the completion of a detailed noise assessment by person(s) qualified in acoustical analysis and/or engineering prior to the first project approval action, in order to demonstrate that acceptable interior noise levels consistent with those in the Title 24 standards can be attained.

FEIR M-NO-1d: Mechanical Equipment Noise Standard.

The Planning Department shall require that, as part of required the noise survey and study for new residential uses (Mitigation Measure M-NO-1a), all reasonable efforts be made to identify the location of existing rooftop mechanical equipment, the predicted noise generated by that equipment, and the elevation at which the predicted noise level would be of potential concern for new residential uses, as well as the necessary noise insulation for the new residential uses, where applicable.

Peak single-noise events above 85dBA were recorded and documented.¹⁹ The majority of these events captured at the ground level were caused by local traffic truck/motorcycle pass-bys, honking, construction, and other miscellaneous noises from local businesses and pedestrian activities. The rooftop

¹⁹ The dBA, or A-weighted decibel, refers to a scale of noise measurement that approximates the range of sensitivity of the human ear to sounds of different frequencies. On this scale, the normal range of human hearing extends from about 0 dBA to about 140 dBA. A 10-dBA increase in the level of a continuous noise represents a perceived doubling of loudness.

monitor peak single-noise events were limited to jack hammering noise from Transbay Transit Center construction, emergency vehicles, and two motorcycle pass-bys.

The proposed project is subject to Title 24 (*Building Code*) Noise Insulation requirements and therefore must demonstrate how dwelling units have been designed to meet the interior standards. Further, the noise study confirmed that by locating proposed residential open space between 490 and 520 feet above grade, the open space would be acoustically shielded from street-level traffic and substantially quieter than outdoor spaces located at grade. Therefore the project would comply with FEIR **Mitigation Measure M-NO-1b** (Noise Minimization for Residential Open Space, p. 358), listed below, requiring noise minimization for residential open spaces.

FEIR M-NO-1b: Noise Minimization for Residential Open Space.

To minimize effects on residential development in the Plan area, the Planning Department, through its building permit review process and in conjunction with the noise analysis set forth in Mitigation Measure M-NO-1a, shall require that open space required under the Planning Code for residential uses be protected, to the maximum feasible extent, from existing ambient noise levels that could prove annoying or disruptive to users of the open space. Implementation of this measure could involve, among other things, site design that uses the building itself to shield on-site open space from the greatest noise sources, construction of noise barriers between noise sources and open space, and appropriate use of both common and private open space in multi-family dwellings, and implementation would also be undertaken consistent with other principles of urban design.

The proposed project would not include non-residential sensitive receptors such as child care centers, schools, or libraries and FEIR **Mitigation Measure M-NO-1c** (Noise Minimization for Non-Residential Uses, p. 358) is not applicable to the proposed project. Overall, with implementation of FEIR Mitigation Measures M-NO-1a (completed), M-NO-1b, and M-NO-1d, the proposed project would not introduce new sensitive uses that would be adversely affected by existing noise levels.

Building Operation and Traffic Noise

The proposed project would include noise-generating mechanical equipment and would generate new daily vehicle trips within the Plan area. As such, the proposed project would contribute to the significant impact, identified in the FEIR, related to the exposure of persons to noise levels in excess of standards in the *General Plan*. Because traffic generated by the proposed project would result in less than 1 dB increase in traffic noise, which would not generally be perceptible, the project's contribution to this impact would not be considerable.²⁰

In accordance with FEIR **Mitigation Measure M-NO-1e** (Interior Mechanical Equipment, pp. 358-359), listed below, any mechanical equipment serving the proposed project and located at the exterior of the building will be evaluated by a qualified acoustical consultant. Control of mechanical noise, as specified

²⁰ Charles M. Salter Associates, *181 Fremont Results of Environmental Noise and Vibration Study*, May 8, 2012. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0456E.

by the acoustical consultant, will be incorporated into the final project design to achieve a reduction of building equipment noise, consistent with *Building Code*, the San Francisco Noise Ordinance requirements, and CEQA thresholds. Therefore, with implementation of FEIR Mitigation Measure M-NO-1e, operational noise from building equipment would not result in a new or peculiar impact, or an impact of greater severity than was analyzed and disclosed in the FEIR.

FEIR M-NO-1e: Interior Mechanical Equipment.

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

Project Construction

The proposed project construction activities would involve demolition, excavation, and building construction including pile driving of approximately 60 steel piles. The construction period for the proposed project would last approximately 36 months. As such, the proposed project would contribute to the significant impact, identified in the FEIR, related to temporary construction noise and vibration impacts from pile driving and other construction activities. Nearby sensitive noise receptors, including the residential units in the Millennium Tower just north of the project site and the child care facility at 342 Howard Street, have the potential to be adversely affected by construction noise. Because of the proximity to these receptors, implementation of FEIR **Mitigation Measure M-NO-2b** (General Construction Noise Control Measures, pp. 361-362), listed below, would be required to reduce construction noise to a less-than-significant level. Therefore, although construction noise could be considered a nuisance at times, with mitigation, construction noise would not be expected to exceed noise levels commonly experienced in an urban environment, and would not result in any new impacts or any peculiar impacts, or effects of greater severity than were already analyzed and disclosed in the FEIR, with respect to nearby sensitive noise receptors.

FEIR M-NO-2b: General Construction Noise Control Measures.

To ensure that project noise from construction activities is minimized to the maximum extent feasible, the project sponsor of a development project in the Plan area shall undertake the following:

- The project sponsor of a development project in the Plan area shall require the general contractor to ensure that equipment and trucks used for project construction utilize the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures and acoustically-attenuating shields or shrouds, wherever feasible).

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

Construction noise is regulated by the San Francisco Noise Ordinance (Article 29 of the Police Code), amended in November 2008. The ordinance establishes maximum noise levels from individual pieces of construction equipment, acoustically attenuating standards for impact tools (jackhammers, hoerammers, impact wrenches), and sets forth limits to the daily construction schedule. Further, implementation of FEIR **Mitigation Measures M-NO-2a** (Noise Control Measures During Pile Driving, pp. 360-361), listed below, **M-NO-2b** (General Construction Noise Control Measures), M-CP-5a (Construction Best Practices for Historical Resources), and M-CP-5b (Construction Monitoring Program for Historical Resources), in accordance with FEIR requirements, would reduce the temporary and/or periodic increase in ambient noise levels and vibration within the project vicinity, and the potential adverse effects of noise level and vibration

increases would not result in a new or peculiar impacts, or an impacts of greater severity than were analyzed and disclosed in the FEIR.

FEIR M-NO-2a: Noise Control Measures During Pile Driving.

For individual projects that require pile driving, a set of site-specific noise attenuation measures shall be completed under the supervision of a qualified acoustical consultant. These attenuation measures shall include as many of the following control strategies, and any other effective strategies, as feasible:

- The project sponsor of a development project in the Plan area shall require the construction contractor to erect temporary plywood noise barriers along the boundaries of the project site to shield potential sensitive receptors and reduce noise levels;
- The project sponsor of a development project in the Plan area shall require the construction contractor to implement “quiet” pile-driving technology (such as pre-drilling of piles, sonic pile drivers, and the use of more than one pile driver to shorten the total pile driving duration), where feasible, in consideration of geotechnical and structural requirements and conditions;
- The project sponsor of a development project in the Plan area shall require the construction contractor to monitor the effectiveness of noise attenuation measures by taking noise measurements; and
- The project sponsor of a development project in the Plan area shall require that the construction contractor limit pile driving activity to result in the least disturbance to neighboring uses.

Conclusion

In accordance with the FEIR requirements, the project sponsor has agreed to implement FEIR Mitigation Measures M-NO-1a (completed), M-NO-1b, M-NO-1d, M-NO-1e, M-NO-2a, M-NO-2b, M-CP-5a, and M-CP-5b. With implementation of these measures, the 181 Fremont Street project-specific noise and vibration impacts would not result in new, peculiar or more severe noise impacts than were analyzed and disclosed in the FEIR.

Air Quality

The FEIR identified significant, unmitigable air quality impacts related to exposure of existing and future sensitive receptors, such as residences and child care centers, to emissions of fine particulate matter (PM_{2.5}) and toxic air contaminants (TACs) (pp. 396-406). These pollutants would be generated by existing and future on-road sources, such as auto and truck traffic and buses operating to and from the Transbay Transit Center and the existing Transbay Temporary Terminal, and by existing and future stationary sources in individual high-rise buildings, such as backup (emergency) diesel generators and natural-gas-fired hot water boilers and cogeneration (heat and electricity) plants (Impact AQ-2 and Impact AQ-3). The FEIR also identified significant, unmitigable air quality impacts related to generation of criteria air pollutants and to

exposure of sensitive receptors to TACs from future construction activity in the Plan area involving the use of diesel-powered off-road equipment (Impact AQ-4 and Impact AQ-5, pp. 406-412).

The FEIR also identified a significant but mitigable impact with respect to generation of fugitive dust from construction.

Project Operation

Project emissions would be generated by both mobile sources (vehicular traffic to and from the project site and vicinity) and stationary sources (building operations and maintenance and consumer products). The project's operational emissions, shown in **Table 2**, would not exceed the City's significance criteria. Therefore, the proposed project would not result in any new impacts or any peculiar impacts, or effects of greater severity than were already analyzed and disclosed in the FEIR, with respect to criteria air pollutants.

TABLE 2
PROJECT ESTIMATED DAILY REGIONAL EMISSIONS (2016)

	Projected Emissions (Pounds per Day) ^{1,2}			
	ROG	NO _x	PM ₁₀	PM _{2.5}
Area-Source Emissions	14.0	2.5	0.2	0.2
Mobile-Source (Vehicle) Emissions	7.0	11.7	12.2	0.9
TOTAL	21.0	14.2	12.4	1.1
BAAQMD Threshold	54	54	82	54

NOTES:

¹ Emission factors were generated by the CalEEMod (2011.1.1) model for San Francisco County, and assume a default vehicle mix. All daily estimates are the average of summer and winter conditions. Traffic generated emissions based on trip generation from the project transportation study.

² Columns may not total due to rounding.

SOURCE: Environmental Science Associates, 2012.

With respect to toxic air contaminants, FEIR **Mitigation Measure M-AQ-2** (Implementation of Risk and Hazard Overlay Zone and Identification of Health Risk Reduction Policies, pp. 403-404) would require new development projects in the Plan area that include sensitive receptors, such as the proposed project, to undergo analysis of potential site-specific health risks resulting from exposure to mobile and stationary sources of PM_{2.5} and TACs, based on current Planning Department criteria. Consistent with FEIR Mitigation Measure M-AQ-2, the Planning Department and Department of Public Health (DPH), in cooperation with the Bay Area Air Quality Management District (BAAQMD), in 2012 undertook a comprehensive modeling effort to evaluate of all known sources of air pollution emissions citywide. This modeling, using the AERMOD air quality model, included vehicular emissions from roadways, including both surface streets and freeways; permitted stationary sources (e.g., diesel generators,

cogeneration plants, boilers, gasoline stations, spray painting booths, dry cleaners, and others); Port of San Francisco and other maritime sources; and major concentrations of diesel-powered vehicle operations such as the Caltrain station and tracks and the Transbay Transit Center/Transbay Terminal. This modeling effort evaluated the geographic distribution the City's existing air pollution burden from mobile, stationary and area sources. The result of the modeling was to identify "air pollution hot spots" where the existing cumulative excess cancer risk²¹ from air pollutant sources exceeds 100 in one million, which are commonly accepted regulatory standards for cancer risk and fine particulate matter. The modeling showed that the 181 Fremont Street project site is within an air pollution hot spot, where cumulative cancer risk from all air pollutant sources exceeds 100 in one million and total PM_{2.5} concentrations exceed 10 micrograms per cubic meter ($\mu\text{g}/\text{m}^3$). Therefore, in compliance with FEIR Mitigation Measure M-AQ-2, the project sponsor has agreed to implement **Project Mitigation Measure 1**, as follows:

Project Mitigation Measure 1: Air Filtration Measures (Implementing M-AQ-2).

Air Filtration and Ventilation Requirements for Sensitive Land Uses. Prior to receipt of any building permit, the project sponsor shall submit a ventilation plan for the residential portion of the proposed building. The ventilation plan shall show that the building ventilation system for the residential units removes at least 80 percent of the outdoor PM_{2.5} concentrations from habitable areas and be designed by an engineer certified by ASHRAE, who shall provide a written report documenting that the system meets the 80 percent performance standard identified in this measure and offers the best available technology to minimize outdoor to indoor transmission of air pollution.

Maintenance Plan. Prior to receipt of any building permit, the project sponsor shall present a plan that ensures ongoing maintenance for the residential ventilation and filtration systems.

Disclosure to buyers and renters. The project sponsor shall also ensure the disclosure to buyers (and renters) that the building is located in an area with existing sources of air pollution and as such, the building includes an air filtration and ventilation system designed to remove 80 percent of outdoor particulate matter and shall inform occupants of the proper use of the installed air filtration system.

The project as proposed would include a forced-air ventilation system for the residential units that would include intake ducts at an intermediate-floor mechanical level on the 37th floor, approximately 500 feet above grade and/or at the building roof, approximately 700 feet above grade. These intake ducts would mechanically draw in exterior air, which would then pass through a filtration system with a minimum rating of Minimum Efficiency Reporting Value (MERV) 13.²² The filtered air would then be individually conveyed to each residential floor through ductwork, and then into each residence. Additional filtration

²¹ "Excess cancer risk" in this context refers to the additional risk of cancer from exposure to the modeled air pollutants, compared to the risk absent such exposure.

²² MERV is a standard originally developed by the American Society of Heating, Refrigerating and Air-Conditioning Engineers (ASHRAE) to evaluate the effectiveness of air filters. The MERV standard has 16 levels, with higher numbers representing greater filtration effectiveness, especially for smaller particles (4 additional levels, established by the Institute of Environmental Sciences and Technology, apply to High-Efficiency Particle Air [HEPA] filters.)

would occur inside each residential unit at the “fan coil unit,” where air is heated or cooled before being distributed into the unit. According to the project mechanical engineer, this system would meet the requirements of Project Mitigation Measure 1.²³

With implementation of Project Mitigation Measure 1, impacts related to exposure of project residents to fine particulate matter (PM_{2.5}) and toxic air contaminants (TACs) from existing and future on-road and stationary sources would be reduced, and the mitigated project would not result in any new impacts or any peculiar impacts, or effects of greater severity than were already analyzed and disclosed in the FEIR, with respect to residents’ exposure to such pollutant emissions.

FEIR **Mitigation Measure M-AQ-3** (Siting of Uses that Emit DPM and Other TACs, p. 405) would require that the proposed project’s diesel-powered emergency generator be evaluated for effects on nearby sensitive receptors. Nearby sensitive air pollutant receptors include the residential units in the Millennium Tower just north of the project site and the child care facility at 342 Howard Street. Additionally, as noted above, the project site is within an air pollution hot spot, where cumulative cancer risk from all air pollutant sources exceeds 100 in one million and total PM_{2.5} concentrations exceed 10 µg/m³. Therefore, in compliance with FEIR Mitigation Measure M-AQ-3, the project sponsor has agreed to implement **Project Mitigation Measure 2**, as follows:

Project Mitigation Measure 2: Best Available Control Technology for Diesel Generators (Implementing M-AQ-3).

Prior to receipt of any building permit, the project sponsor shall submit documentation to the Planning Department demonstrating that all emergency (backup) diesel generators to be installed in the project would meet Tier 4 or interim Tier 4 emissions standards, or would meet Tier 2 emissions standards and be equipped with an ARB Level 3 Verified Diesel Emissions Control Strategy (VDECS).

With implementation of Project Mitigation Measure 2, emissions of TACs from the project’s diesel generator(s) would be reduced, and the mitigated project would not result in any new impacts or any peculiar impacts, or effects of greater severity than were already analyzed and disclosed in the FEIR, with respect to diesel generator emissions.

Project Construction

FEIR **Mitigation Measure M-AQ-4a** (Construction Vehicle Emissions Minimization, p. 408) would require the project sponsor to incorporate into construction specifications a requirement that all construction equipment be properly maintained and tuned. FEIR **Mitigation Measure M-AQ-5** (Construction Vehicle Emissions Evaluation and Minimization, pp. 411-412) would require the project sponsor include in contract specifications a requirement that the contractor use the cleanest possible construction equipment and exercise best practices for limiting construction exhaust. Therefore, in

²³ E-mail communication from Steve Shanks, SKS Investments, and Rick Thomas, Principal, Glumac (project mechanical engineer), to Environmental Science Associates, November 14, 2011.

compliance with FEIR Mitigation Measures M-AQ-4a and M-AQ-5, the project sponsor has agreed to implement **Project Mitigation Measure 3**, as follows:

Project Mitigation Measure 3: Construction Emissions Minimization (Implementing M-AQ-4a and M-AQ-5).

A) *Construction Emissions Minimization Plan.* Prior to issuance of a construction permit, the project sponsor shall submit a Construction Emissions Minimization Plan (Plan) to the Environmental Review Officer (ERO) for review and approval by an Environmental Planning Air Quality Specialist. The Plan shall detail project compliance with the following requirements:

1. All off-road equipment greater than 25 hp and operating for more than 20 total hours over the entire duration of construction activities shall meet the following requirements:
 - a) Where access to alternative sources of power are available, portable diesel engines shall be prohibited;
 - b) All off-road equipment shall have:
 - i. Engines that meet or exceed either USEPA or ARB Tier 2 off-road emission standards, *and*
 - ii. Engines that are retrofitted with an ARB Level 3 Verified Diesel Emissions Control Strategy (VDECS).²⁴
 - c) Exceptions:
 - i. Exceptions to A(1)(a) may be granted if the project sponsor has submitted information providing evidence to the satisfaction of the ERO that an alternative source of power is limited or infeasible at the project site and that the requirements of this exception provision apply. Under this circumstance, the sponsor shall submit documentation of compliance with A(1)(b) for onsite power generation.
 - ii. Exceptions to A(1)(b)(ii) *may* be granted if the project sponsor has submitted information providing evidence to the satisfaction of the ERO that a particular piece of off-road equipment with an ARB Level 3 VDECS is: (1) technically not feasible, (2) would not produce desired emissions reductions due to expected operating modes, (3) installing the control device would create a safety hazard or impaired visibility for the operator, or (4) there is a compelling emergency need to use off-road equipment that are not retrofitted with an ARB Level 3 VDECS and the sponsor has submitted documentation to the ERO that the requirements of this exception provision apply. If granted an exception to A(1)(b)(ii), the project sponsor must comply with the requirements of A(1)(c)(iii).
 - iii. If an exception is granted pursuant to A(1)(c)(ii), the project sponsor shall provide the next cleanest piece of off-road equipment as provided by the step down schedules in Table A1 below.

²⁴ Equipment with engines meeting Tier 4 Interim or Tier 4 Final emission standards automatically meet this requirement, therefore a VDECS would not be required.

**TABLE A1
OFF-ROAD EQUIPMENT COMPLIANCE STEP DOWN SCHEDULE***

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

* How to use the table. If the requirements of (A)(1)(b) cannot be met, then the project sponsor would need to meet Compliance Alternative 1. Should the project sponsor not be able to supply off-road equipment meeting Compliance Alternative 1, then Compliance Alternative 2 would need to be met. Should the project sponsor not be able to supply off-road equipment meeting Compliance Alternative 2, then Compliance Alternative 3 would need to be met.

** Alternative fuels are not a VDECS

2. The project sponsor shall require the idling time for off-road and on-road equipment be limited to no more than two minutes, except as provided in exceptions to the applicable state regulations regarding idling for off-road and on-road equipment. Legible and visible signs shall be posted in multiple languages (English, Spanish, Chinese) in designated queuing areas and at the construction site to remind operators of the two minute idling limit.
 3. The project sponsor shall require that construction operators properly maintain and tune equipment in accordance with manufacturer specifications.
 4. The Plan shall include estimates of the construction timeline by phase with a description of each piece of off-road equipment required for every construction phase. Off-road equipment descriptions and information may include, but is not limited to: equipment type, equipment manufacturer, equipment identification number, engine model year, engine certification (Tier rating), horsepower, engine serial number, and expected fuel usage and hours of operation. For VDECS installed: technology type, serial number, make, model, manufacturer, ARB verification number level, and installation date and hour meter reading on installation date. For off-road equipment using alternative fuels, reporting shall indicate the type of alternative fuel being used.
 5. The Plan shall be kept on-site and available for review by any persons requesting it and a legible sign shall be posted at the perimeter of the construction site indicating to the public the basic requirements of the Plan and a way to request a copy of the Plan. The project sponsor shall provide copies of Plan to members of the public as requested.
- B) *Reporting.* Monthly reports shall be submitted to the ERO indicating the construction phase and off-road equipment information used during each phase including the information required in A(4). In addition, for off-road equipment using alternative fuels, reporting shall include the actual amount of alternative fuel used.

Within six months of the completion of construction activities, the project sponsor shall submit to the ERO a final report summarizing construction activities. The final report shall indicate the start and end dates and duration of each construction phase. For each phase, the report shall include detailed information required in A(4). In addition, for off-road

equipment using alternative fuels, reporting shall include the actual amount of alternative fuel used.

- C) *Certification Statement and On-site Requirements.* Prior to the commencement of construction activities, the project sponsor must certify (1) compliance with the Plan, and (2) all applicable requirements of the Plan have been incorporated into contract specifications.

With implementation of Project Mitigation Measure 3, project emissions of criteria air pollutants and TACs from construction equipment would be reduced, and the mitigated project would not result in any new impacts or any peculiar impacts, or effects of greater severity than were already analyzed and disclosed in the FEIR, with respect to construction-period emissions of criteria pollutants or TACs.

FEIR **Mitigation Measure M-AQ-4b** (Dust Control Plan, p. 409) would require the project sponsor of each subsequent development project in the Plan area that would require more than 5,000 cubic yards of excavation lasting four weeks or longer, even if on a site of one-half acre or less, to incorporate into construction specifications the requirement for development and implementation of a site-specific Dust Control Plan as set forth in Article 22B of the *San Francisco Health Code*, which implements the City's Construction Dust Ordinance. Along with compliance with the regulations and procedures set forth in the ordinance, this measure would ensure that the 181 Fremont Street project, on a site smaller than those to which the ordinance normally applies, would result in less-than-significant impacts with respect to fugitive dust emissions during construction. Therefore, in compliance with FEIR Mitigation Measure M-AQ-4b, the project sponsor has agreed to implement **Project Mitigation Measure 4**, as follows:

Project Mitigation Measure 4: Dust Control Plan (Implementing M-AQ-4b).

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

With implementation of Project Mitigation Measure 4, project emissions of fugitive dust generated during construction would be reduced, and the mitigated project would not result in any new impacts or

any peculiar impacts, or effects of greater severity than were already analyzed and disclosed in the FEIR, with respect to construction dust.

Conclusion

In accordance with the FEIR requirements, the project sponsor has agreed to implement Project Mitigation Measures 1, 2, 3, and 4. With implementation of these measures, the 181 Fremont Street project would not result in any new or any peculiar project-specific impacts, or effects of greater severity than were already analyzed and disclosed in the FEIR, with respect to air quality. The proposed project would not make a considerable contribution to the cumulative significant impact described in the FEIR.

Wind

The *Planning Code* comfort criteria are that wind speeds will not exceed, more than 10 percent of the time, 11 miles per hour (mph) in substantial pedestrian use areas, and 7 mph in public seating areas. Similarly, the hazard criterion of the *Planning Code* requires that buildings not cause equivalent wind speeds to reach or exceed the hazard level of 26 mph as averaged from a single full hour of the year.

A wind tunnel test was conducted for the FEIR. The cumulative scenario for this Plan test included a model of the Transit Tower, a 700-foot tower massing model of the proposed project, and massing models of other potential future development in the vicinity of the Transit Tower project site. The FEIR identified significant but mitigable impacts related to the substantial increases wind speeds in publicly accessible open spaces, including City Park, and new exceedances of the Section 148 *Planning Code* wind hazard criterion (pp. 460-463).

In accordance with FEIR **Mitigation Measure M-WI-2** (Tower Design to Minimize Pedestrian Wind Speeds, pp. 462-463), listed below, which requires the 181 Fremont Street project sponsor to consider potential effects on pedestrian level winds and winds in the City Park atop the Transit Center, a pedestrian wind study for the 181 Fremont Street project was conducted.²⁵

FEIR M-WI-2: Tower Design to Minimize Pedestrian Wind Speeds.

As part of the design development for buildings on Parcel F and at the 524 Howard Street, 50 First Street, 181 Fremont Street and Golden Gate University sites, the project sponsor(s) shall consider the potential effect of these buildings on pedestrian-level winds and on winds in the City Park atop the Transit Center. If wind-tunnel testing identifies adverse impacts, the project sponsor(s) shall conduct additional mitigation testing to resolve impacts to the maximum degree possible and to the satisfaction of Planning Department staff. Design features could include, but not be limited to, setting a tower atop a podium, which can interfere with “downwash” of winds from higher elevations toward the ground; the use of setbacks on tower facades, particularly those facades facing into prevailing winds, which can have similar results; using chamfered and/or rounded

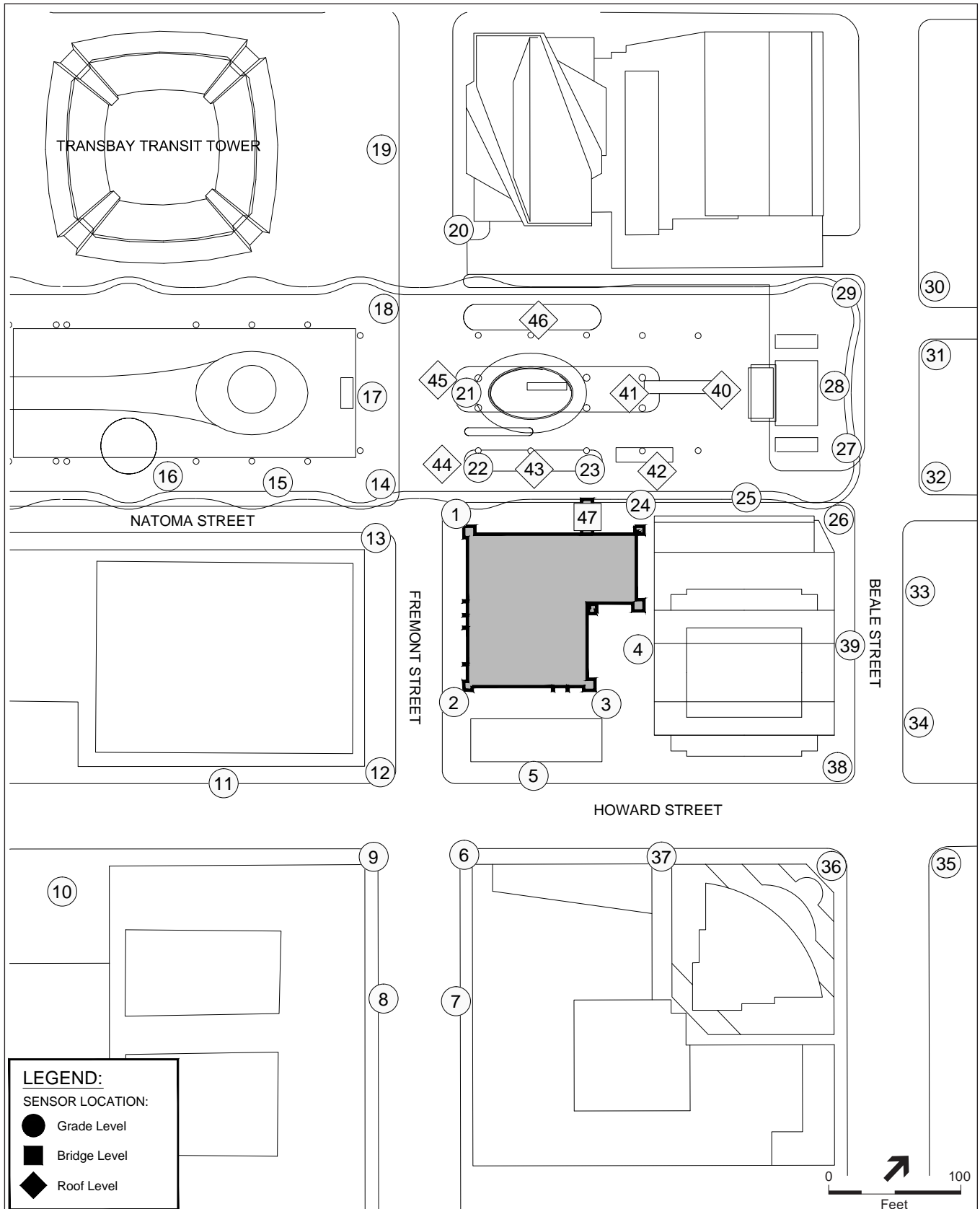
²⁵ RWDI, *181 Fremont Street-San Francisco Pedestrian Wind Study*, March 16, 2012. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0456E.

corners to minimize the acceleration of upper-level winds as they round corners; façade articulation; and avoiding the placement of large, unbroken facades into prevailing winds.

The wind study measured wind speeds for the existing, existing plus project, and cumulative scenario. As with the FEIR wind study, the cumulative scenario included a model for the Transit Tower and massing models of other potential future development in the vicinity of the Transit Tower project site. However, rather than a 700-foot tower massing model, the 181 Fremont wind study included a project-specific model based on drawings for the 181 Fremont building and pedestrian bridge. Wind speed measurements were taken at 47 locations for the project and cumulative scenarios including one location (location 47) on the pedestrian bridge connecting the proposed 181 Fremont Street project to the Transit Center which was not measured in the existing scenario. **Figure 18** depicts these locations on and around the project site.

The existing plus project scenario generally remained the same when compared with existing conditions. All of the locations met the *Planning Code's* 11 mph pedestrian-comfort criterion (11 mph criterion) in the existing and project scenarios. Under existing conditions, wind speeds at five designated seating areas, each atop City Park, did not meet the 7 mph public seating area criterion (locations 18, 42, 43, 44, 46). The project would add three new 7mph criterion exceedances—one on Fremont Street at the 199 Fremont Open Space (location 2) and two northeast of the proposed project atop City Park (locations 40 and 41).

When compared with the FEIR results, the wind comfort conditions for the cumulative scenario were slightly reduced. Nine of the locations studied in this project-specific wind study were not studied in the FEIR. Most of these locations are along Howard Street and Fremont Street south of Howard Street (locations 6, 7, 8, 9, 35, 36, 37). Two of these locations abut the proposed project buildings (locations 3 and 47). None of these locations show exceedances of comfort criteria in any scenario. Of the 38 common locations tested, the FEIR showed comfort criteria exceedances in 12 locations, nine of which are possible designated seating areas and therefore could be subject to the 7 mph criterion. Average wind speeds measured 8 mph and exceeded the pedestrian comfort criteria five percent of the time. The cumulative scenario in the project-specific wind tests reduced the number of comfort criteria exceedances from 12 to 10 by eliminating one seating area exceedance adjacent to the project site (location 4), eliminating two 11 mph comfort criterion exceedances (locations 11 and 40), and adding one 11 mph comfort exceedance on Fremont Street north of the Transit Center (location 20). Under project-specific cumulative conditions, average wind speeds measured 7 mph and exceeded the pedestrian comfort criteria two percent of the time. Overall, the test results revealed no substantive difference in ground level wind speeds between the test using the 700-foot tower massing model and the test using the project-specific model based on drawings. The slight improvement in wind comfort results when compared with FEIR results is largely due to the refined massing of the 181 Fremont building model.



SOURCE: RWDI

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Figure 18
 Wind Speed Sensor Locations

Conclusion

Overall, when compared with existing conditions, the project scenario, as measured at all 47 locations, would increase average wind speeds by 1 mph and increase the percentage of time when the pedestrian comfort criteria is exceeded from less than one percent to one percent. This level of increase is insubstantial and normally would not be perceptible to by pedestrians. The cumulative scenario would maintain the project scenario's average wind speeds and one percent pedestrian comfort criterion exceedance. As such, the project would not result in large increases in pedestrian wind speeds or speeds in publicly accessible open spaces over a substantial portion of the Plan area. The proposed project would not result in new or peculiar impacts, or adverse effects of greater severity than were already analyzed and disclosed in the FEIR, with respect to the pedestrian comfort wind criteria.

In the proposed project wind tunnel test, no wind hazard exceedances were measured for the existing or existing plus project scenarios. Neither were wind hazard exceedances measured for the cumulative scenario. This is consistent with the results for all common sensor locations measured in the FEIR. As such, implementation of FEIR Mitigation Measure M-WI-2 (Tower Design to Minimize Pedestrian Wind Speeds), demonstrates that the proposed project would not result in a new exceedance of the wind hazard criterion not already disclosed in the FEIR, would not result in hazardous wind conditions, and would not contribute to an exceedance of the wind hazard criterion in the cumulative scenario. The proposed project would not result in new or peculiar wind impacts, or adverse wind effects of greater severity than were already analyzed and disclosed in the FEIR.

Shadow

The FEIR considered potential development on 13 specific sites in the Plan area, based on generalized massing models of buildings at the heights that would be allowed under the Plan, including development on the 181 Fremont Street project site. Therefore the shadow effects of the proposed project were evaluated at a program level as part of the shadow effects of the entire Plan. The FEIR found that new shadow from Plan area development would affect nine parks, eight of which have established Absolute Cumulative Limits²⁶ for net new shadow under *Planning Code* Section 295. Considered together, development under the Plan would require that the Absolute Cumulative Limit be increased on eight downtown parks. No mitigation is available for shadow impacts on existing parks, because it not possible to lessen the intensity or otherwise reduce the shadow cast by a building at a given height and bulk. Therefore, the FEIR (p. 527) found the Plan would have an adverse impact with respect to shadow, and this impact would be significant and unavoidable.

²⁶ The Absolute Cumulative Limit represents the maximum percentage of new shadow, expressed as a percentage of theoretical annual available sunlight. The theoretical annual available sunlight is the amount of sunlight, measured in square-foot-hours that would fall on a given park during the hours covered by Section 295. It is computed by multiplying the area of the park by 3,721.4, which is the number of hours in the year subject to Section 295. Thus, this quantity is not affected by shadow cast by existing buildings, but instead represents the amount of sunlight that would be available with no buildings in place. Theoretical annual available sunlight calculations for each downtown park were used by the Planning and Recreation and Park Commissions in establishing the allowable Absolute Cumulative Limit for downtown parks in 1989.

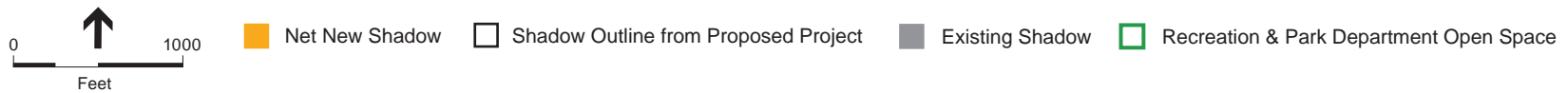
As explained in the FEIR, of the nine Section 295 parks affected by development pursuant to the Plan, the 181 Fremont Street project would cast new shadow only on Union Square. To evaluate the actual design of the proposed project, a project-specific shadow study for the 181 Fremont Street project was performed using a detailed 3-D model of the proposed project. The results of this project specific shadow study, including a quantitative analysis of potential shadow impacts on Section 295 parks and qualitative analysis of project consistency with other Planning Code sections regulating new shadow [Sections 146(a), 146(c), 147, and 260(b)(1)(M)], and potential significant shadow impacts under CEQA were discussed in the 181 Fremont Street Project Specific Shadow technical memorandum and are summarized here.²⁷

The quantitative analysis found that new shadow from the proposed project would fall on Union Square for approximately two weeks per year, the week including April 26th and the week including August 16th, for about 5 minutes beginning at about 7:25 a.m., which is one hour after sunrise and the first minute covered by Section 295 (see **Figure 19**). In 1989, Union Square was given an Absolute Cumulative Limit of 0.1 percent, meaning that one-tenth of one percent of new shadow may be permitted, relative to theoretical annual available sunlight (TAAS). Union Square has been subject to additional shade since the Section 295 limits were set in 1989, and, as of 2004, the shadow budget had been reduced to 0.08 percent of the TAAS. On October 11, 2012, the Joint Commissions (San Francisco Planning Commission and San Francisco Recreation and Park Commission) amended the 1989 established Absolute Cumulative Limits on seven properties, including Union Square. This action increased Union Square's shadow "budget" from 0.08 percent remaining (as of 2004) to 0.190 percent. However, this increased budget amount is available only to projects proposed within the Plan area, such as the proposed project. Implementation of the proposed project would add about 2,131 shadow square foot hours, resulting in 0.001 percent (one thousandth of one percent) new shadow, relative to theoretical annual available sunlight. Therefore, the shadow from the proposed project would fall within the remaining available shadow-foot-hours of the Absolute Cumulative Limit.

At the time of the new project shadow, Union Square is mostly shaded by existing buildings, is almost completely unused for recreation, and such activity as occurs in the park is limited primarily to commuters traversing the park.²⁸ Therefore, the incremental shadow cast by the 181 Fremont Street project for approximately five minutes in this part of the morning would not be expected to substantially affect, in an adverse manner, the park's use and would not result in an adverse physical change as a result of the new shadow. The proposed project would not result in a significant increase in shadow within the meaning of Section 295, nor would the project adversely affect the use of Union Square. Thus, the project's physical effects on Union Square would not be substantial, and the project's contribution to cumulative shading of Union Square would not be considerable. Accordingly, the proposed project would not result in substantially new or more severe shadow impacts on Section 295 parks than those identified in the FEIR.

²⁷ ESA, 181 Fremont -- Project-Specific CEQA and Sections 146, 147, and 295 Shadow Analysis, October 19, 2012. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0456E.

²⁸ Carey, Jonathan, Environmental Science Associates, Union Square Site Visit, May 4, 2012.



SOURCE: CADP

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Figure 19
August 16 - Maximum Extent of New Shadow on Union Square

Regarding other open spaces under public jurisdiction, the 181 Fremont Street project would shade City Park and Transbay Park, and sidewalks within the project site vicinity. The project shadow on these public spaces would be limited in either area or duration, and would not substantially affect their use, particularly given that these spaces are planned to be developed in an area of high-rise buildings, where substantial shading throughout the day and year would necessarily be expected. Similarly, the proposed project would shade POPOS in the project site vicinity, particularly the planned Mission Square (adjacent to the proposed Transit Tower), 199 Fremont Open Space (the "Poetry Garden"), the 201 Mission Street Open Space, the 301 Howard Street Open Space, and the open spaces at the PG&E Building on Mission and Beale Streets. These POPOS are already substantially shaded daily by related or other nearby high-rise buildings, and new project shadow would be of limited duration.

Each of the public and private open spaces that would be newly shaded by the project is developed in conjunction with, and adjacent to, high-rise development, providing open spaces focused to serve the occupants of, and visitors to, those developments. The 181 Fremont Street project would not substantially affect the use of these open spaces when considered in the context of the surrounding development.

Conclusion

Based upon the amount and/or duration of new shadow and the importance of sunlight to each of the open spaces analyzed, the proposed project would not substantially affect, in an adverse manner, the use of these open spaces. This conclusion is consistent with the findings of the FEIR and the 181 Fremont Street project would not result in peculiar shadow impacts.

The 181 Fremont Street project would cast an incremental shadow on Union Square for approximately 5 minutes in the early morning over approximately two weeks of the year. Considering its limited surface area, limited duration, and the limited importance of sunlight at that time in the morning, the new project shadow would not be expected to substantially affect, in an adverse manner, the park's use. Further, given the limited effect and the fact that the proposed project's new shadow on Union Square would fall within the remaining budget of the Absolute Cumulative Limit, the proposed project would not contribute considerably to the FEIR significant and unavoidable impact related to the need to increase the Absolute Cumulative Limit of downtown parks. For these reasons, the proposed project would not contribute considerably to the FEIR's significant and unavoidable cumulative shadow impact on Section 295 parks, and would not result in peculiar shadow impacts.

Biological Resources

As noted in the FEIR, there is no riparian habitat in the Plan area, nor are there any wetlands (p. 553). None of the Plan area is within the jurisdiction of an adopted habitat conservation plan, natural community conservation plan, or other approved local, regional, or State habitat conservation plan.

The proposed project would require demolition of the existing buildings on the project site and removal of seven small street trees currently on the project site. The proposed project would adhere to the City

and County of San Francisco's Urban Forestry Ordinance (Article 16 of the *Public Works Code*) by seeking a tree removal permit from the Department of Public Works.

Candidate, Sensitive, or Special-Status Species

The project site is in a developed urban area with no natural vegetation communities remaining and the proposed project would not affect any special-status plants. Similarly, there is no habitat for special-status bats at the project site.

As with Plan effects described in the FEIR, construction of the proposed project could result in adverse impacts on special-status birds. Development of the proposed project could disturb nesting birds, including special-status birds and those protected by the federal Migratory Bird Treaty Act and the *California Fish and Game Code*. The loss of any active nest (i.e., removing a tree or shrub or demolishing a building containing a nest) would be potentially significant. However, implementation of FEIR **Mitigation Measure M-BI-1a** (Pre-Construction Bird Surveys, pp. 565-566), listed below, which would require pre-construction surveys for nesting birds, would reduce potential impacts such that no new or peculiar impact, not already analyzed and disclosed in the FEIR, would result. Additionally, through implementation of these measures, compliance would be achieved with the federal Migratory Bird Treaty Act and the *California Fish and Game Code*.

FEIR M-BI-1a: Pre-Construction Bird Surveys.

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

Movement of Resident and Migratory Birds

The FEIR discussed (p. 568) that, although still under construction, the City Park atop the new Transit Center and adjacent to the project site will be considered an Urban Bird Refuge, under *Planning Code* Section

139. The proposed project would be within 300 feet of, and have a direct line of sight to, City Park and thus would create location-related bird hazards. The proposed project would be subject to Section 139 and the *Standards for Bird-Safe Buildings*, and would be required to adjust the tower glazing and lighting. Compliance with *Planning Code* Section 139 and the adopted *Standards for Bird-Safe Buildings* would ensure that potential impacts related to bird hazards would be less than significant. Because no significant impacts were identified, no mitigation is required. However, the FEIR identified improvement measure **I-BI-2** (Night Lighting Minimization, pp. 568-569), listed below, to reduce potential effects on birds from night lighting at the project site. The project sponsor has agreed to implement this measure, which would further reduce the proposed project's less-than-significant impacts on resident and migratory birds.

FEIR I-BI-2: Night Lighting Minimization.

In compliance with the voluntary San Francisco Lights Out Program, the Planning Department could encourage buildings developed pursuant to the draft Plan to implement bird-safe building operations to prevent and minimize bird strike impacts, including but not limited to the following measures:

- Reduce building lighting from exterior sources by:
 - Minimizing amount and visual impact of perimeter lighting and façade up-lighting and avoid up-lighting of rooftop antennae and other tall equipment, as well as of any decorative features;
 - Installing motion-sensor lighting;
 - Utilizing minimum wattage fixtures to achieve required lighting levels.
- Reduce building lighting from interior sources by:
 - Dimming lights in lobbies, perimeter circulation areas, and atria;
 - Turning off all unnecessary lighting by 11:00 p.m. through sunrise, especially during peak migration periods (mid-March to early June and late August through late October);
 - Utilizing automatic controls (motion sensors, photo-sensors, etc.) to shut off lights in the evening when no one is present;
 - Encouraging the use of localized task lighting to reduce the need for more extensive overhead lighting;
 - Scheduling nightly maintenance to conclude by 11:00 p.m.;
 - Educating building users about the dangers of night lighting to birds.

Conclusion

In accordance with the FEIR requirements, the project sponsor has agreed to implement FEIR Mitigation Measure M-BI-1a, and improvement measure I-BI-2. With implementation of these measures, the 181 Fremont Street project would not result in new or peculiar adverse effects on biological resources, or adverse effects on biological resources of greater severity than were already analyzed and disclosed in the FEIR.

Hazards and Hazardous Materials

The FEIR (pp. 625-635) included a description of the general environmental conditions in the Plan area with respect to the presence of hazardous materials and wastes, a description of hazardous building materials likely to be present within the Plan area, and an overview of the relevant hazardous materials regulations that are applicable to the Plan area. The project site is not within two miles of an airport or private air strip and therefore would not interfere with air traffic or create safety hazards in the vicinity of an airport. There are no elementary, middle, or high schools within one-quarter mile of the Plan area. Therefore, the criteria regarding to air traffic, airports, and concerning hazardous emissions and materials within one-quarter mile of an existing or planned school, are not applicable.

Routine Transport, Use, and Disposal of Hazardous Materials

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

Excavation and Handling of Potentially Contaminated Soil and Groundwater

As described in the FEIR (p. 628), an environmental database review²⁹ conducted for the Plan area identified over two hundred permitted users of hazardous materials, the vast majority of which have submitted hazardous wastes manifests to the California Department of Toxic Substances Control (DTSC) for off-site disposal of hazardous wastes such as photo-processing wastes. There are about 14 existing facilities with permitted underground storage tanks (USTs) in the Plan area, six facilities with above ground storage tanks (ASTs) and five facilities that manufacture or import chemical substances. The large majority of environmental cases identified by the environmental database review conducted for the Plan area include 36 sites with leaking underground storage tanks (LUSTs), which would generally involve a release of petroleum products.

Also as described in the FEIR (pp. 629-630), the project site history shows proximity to former hazardous land uses. In the 19th Century, the project site was a part of the Gas Works, which provided gas-powered lighting, the by-product of which was coal tar. The coal tar waste was dumped directly to the shallow waters of the old Yerba Buena Cove and fill material was deposited directly on top of the discharged coal tar during the filling of the cove. Coal tar residues are believed to be present in soil throughout the entire area

²⁹ Environmental Data Resources, 2008. The *EDR Radius Map Report with GeoCheck, 1st Street/Mission Street, San Francisco, CA*, 94105. June 11, 2008. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0558E.

including the project site. Geoarchaeological coring adjacent to the project site documented up to 20 feet of historic-era fill, including a thick black layer of coal tar likely associated with the foundry. Coal tar is known to exist on top of Bay Mud deposits at an approximate depth to the top of the deposit of 10 to 12 feet at Beale Street, shallowing to the west toward the project site. The thickness of the coal tar deposits ranges from near zero along the fringes of the deposit and up to seven to 10 feet in the area of Beale and Howard Streets.

As indicated in the FEIR (p. 627 and p. 634), the project site is located Bayward of the Historic High Tide Line (see Figure 74 of the FEIR). Historically, these areas of San Francisco were filled with building debris, including hazardous materials, from the 1906 fire and earthquake. The presence of hazardous materials in what is commonly called earthquake fill is, in part, reason for enactment of Article 22A of the *San Francisco Health Code*, which requires preparation of a site history, characterization of on-site soils, and preparation of a site mitigation plan if contamination is identified.

In 2007, a Phase I Environmental Site Assessment was conducted for the proposed project and no record of past sources of, or activities involving, hazardous substances that might affect the soil or groundwater quality were found on the project site.³⁰ The investigation found five sites within ½ mile of the project site and up-gradient from the project site with potent sources of soil or groundwater contaminants. However, the potential for these sources to affect the environmental conditions at the project site were determined to be minimal in each case. The report determined that the fill material below the existing buildings is 1906 earthquake fill and may contain elevated concentrations of heavy metals and other residual petroleum hydrocarbons. Special soil handling, sampling and further evaluation of the environmental conditions in the subsurface of the site are recommended.

Based on the likely presence of earthquake fill and coal tar wastes, there is a high potential to encounter soil and groundwater contamination during construction activities associated with proposed project construction. Therefore, the proposed project is subject to FEIR **Mitigation Measures M-HZ-2a** (Site Assessment and Corrective Action for Sites Located Bayward of Historic Tide Line, pp. 640-641) and **M-HZ-2c** (Site Assessment and Corrective Action for All Sites, p. 642), both listed below. FEIR **Mitigation Measure M-HZ-2b** (Site Assessment and Corrective Action for Projects Landward of the Historic Tide Line, pp. 641-642) is not applicable to the proposed project.

FEIR M-HZ-2a: Site Assessment and Corrective Action for Sites Located Bayward of Historic Tide Line.

For any project located bayward of the historic high tide line the project sponsor shall initiate compliance with, and ensure that the project fully complies with, Article 22A of the San Francisco Health Code. In accordance with this article, a site history report shall be prepared, and if appropriate, a soil investigation, soil analysis report, site mitigation plan, and certification report shall also be prepared. If the presence of hazardous materials is indicated, a site health and safety plan shall also be required. The soil analysis report is submitted to DPH. If required on the basis of

³⁰ Treadwell & Rollo, *Phase 1 Environmental Site Assessment for 185 Fremont Street San Francisco, CA*, March 12, 2007. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0456E.

the soil analysis report, a site mitigation plan shall be prepared to 1) assess potential environmental and health and safety risks; 2) recommend cleanup levels and mitigation measures, if any are necessary, that would be protective of workers and visitors to the property; 3) recommend measures to mitigate the risks identified; 4) identify appropriate waste disposal and handling requirements; and 5) present criteria for on-site reuse of soil. The recommended measures would be completed during construction. Upon completion, a certification report shall be prepared documenting that all mitigation measures recommended in the site mitigation report have been completed and that completion of the mitigation measures has been verified through follow-up soil sampling and analysis, if required.

If the approved site mitigation plan includes leaving hazardous materials in soil or the groundwater with containment measures such as landscaping or a cap to prevent exposure to hazardous materials, the project sponsor shall ensure the preparation of a risk management plan, health and safety plan, and possibly a cap maintenance plan in accordance with DPH requirements. These plans shall specify how unsafe exposure to hazardous materials left in place would be prevented, as well as safe procedures for handling hazardous materials should site disturbance be required. DPH could require a deed notice, for example, prohibiting or limiting certain future land uses, and the requirements of these plans and the deed restriction would transfer to the new property owners in the event that the property was sold.

FEIR M-HZ-2c: Site Assessment and Corrective Action for All Sites.

The project sponsor shall characterize the site, including subsurface features such as utility corridors, and identify whether volatile chemicals are detected at or above risk screening levels in the subsurface. If so, a screening evaluation shall be conducted in accordance with guidance developed by the DTSC to estimate worst case risks to building occupants from vapor intrusion using site specific data and conservative assumptions specified in the guidance. If an unacceptable risk were indicated by this conservative analysis, then additional site data shall be collected and a site specific vapor intrusion evaluation, including fate and transport modeling, shall be required to more accurately evaluate site risks. Should the site specific evaluation identify substantial risks, then additional measures shall be required to reduce risks to acceptable levels. These measures could include remediation of site soil and/or groundwater to remove vapor sources, or, should this be infeasible, use of engineering controls such as a passive or active vent system and a membrane system to control vapor intrusion. Where engineering controls are used, a deed restriction shall be required, and shall include a description of the potential cause of vapors, a prohibition against construction without removal or treatment of contamination to approved risk-based levels, monitoring of the engineering controls to prevent vapor intrusion until risk-based cleanup levels have been met, and notification requirements to utility workers or contractors who may have contact with contaminated soil and groundwater while installing utilities or undertaking construction activities. In addition, if remediation is necessary, the project sponsor shall implement long-term monitoring at the site as needed. The frequency of sampling and the duration of monitoring will depend upon site-specific conditions and the degree of volatile chemical contamination. The screening level and site-specific evaluations shall be conducted under the oversight of DPH and methods for compliance shall be specified in the site mitigation plan prepared in accordance with this measure, and subject to review and approval by the DPH. The deed restriction, if required, shall be recorded at the San Francisco Office of the Assessor-Recorder after approval by the DPH and DTSC.

In accordance with FEIR Mitigation Measure M-HZ-2a, the project sponsor has submitted the Phase I Site Assessment, prepared in 2007, to the San Francisco Department of Public Health (DPH), and has agreed to prepare, as necessary, a site mitigation plan. DPH's review of the Phase I resulted in a March 2010 letter to the project sponsor recommending the preparation of a Phase II site investigation on the project site.³¹ The Phase II would be based on a DPH-approved "Work Plan" or scope of work for a Phase II site investigation. In accordance with FEIR Mitigation Measure M-HZ-2c, the project sponsor has agreed to evaluate worst case risks to building occupants from vapor intrusion, in accordance with guidance developed by the DTSC, and to implement required measures to reduce this risk to acceptable levels and implement long-term monitoring at the site as needed. Implementation of Mitigation Measures M-HZ-2a and M-HZ-2c, would reduce impacts related to contamination at the project site and the mitigated project would not result in new or peculiar impacts not already analyzed and disclosed in the FEIR.

Hazardous Building Materials During Demolition

The proposed project would demolish two buildings, built in 1907 and 1908, on the project site. As discussed in the FEIR (pp. 631-633), many buildings built earlier than the 1930s may contain hazardous building materials including asbestos-containing materials, lead-based paint, and electrical equipment containing polychlorinated biphenyls (PCBs). Most of the buildings could also include fluorescent light ballasts containing PCBs or di (2 ethylhexyl) phthalate (DEHP), and fluorescent light tubes containing mercury vapors. Workers and the public could be exposed to these hazardous building materials if they were not abated prior to demolition. Impacts related to exposure to asbestos-containing materials and lead-based paint would be less than significant with compliance with well established regulatory framework for abatement of these hazardous building materials.

However, the presence of electrical transformers that could contain PCBs, fluorescent light ballasts that could contain PCBs or DEHP, or fluorescent light tubes that could contain mercury vapors, could result in significant impacts related to exposure of hazardous building materials. Therefore, in accordance with FEIR **Mitigation Measure M-HZ-3** (Hazardous Building Materials Abatement), listed below, the existing buildings shall be surveyed for these materials and these materials shall be removed and properly disposed of prior to the start of demolition. Implementation of Mitigation Measure M-HZ-3 would reduce impacts related to hazardous building materials and the mitigated project would not result in new or peculiar impacts not already analyzed and disclosed in the FEIR.

FEIR M-HZ-3: Hazardous Building Materials Abatement.

The project sponsor of any development project in the Plan area shall ensure that any building planned for demolition or renovation is surveyed for hazardous building materials including PCB-containing electrical equipment, fluorescent light ballasts containing PCBs or DEHP, and fluorescent light tubes containing mercury vapors. These materials shall be removed and properly

³¹ City and County of San Francisco Department of Public Health, "177-181 Fremont Street EHS-HWU Case Number: 791", Letter to Steve Wolmack SKS Investments, March 13, 2010. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0456E.

disposed of prior to the start of demolition or renovation. Old light ballasts that are proposed to be removed during renovation shall be evaluated for the presence of PCBs and in the case where the presence of PCBs in the light ballast cannot be verified, they shall be assumed to contain PCBs, and handled and disposed of as such, according to applicable laws and regulations. Any other hazardous building materials identified either before or during demolition or renovation shall be abated according to federal, state, and local laws and regulations.

Adopted Emergency Response Plan or Emergency Evacuation Plan

Occupants of the proposed project could contribute to congestion if an emergency evacuation of the Downtown neighborhood were required. However, Section 12.202(e)(1) of the *San Francisco Fire Code* requires that all owners of high-rise buildings (over 75 feet) "... establish or cause to be established procedures to be followed in case of fire or other emergencies. All such procedures shall be reviewed and approved by the chief of division." Additionally, construction of high-rise buildings would have to conform to the provisions of the *Building Code* and *Fire Code* which require additional life-safety protections for such taller buildings. As stated in the FEIR (pp. 645-647), development pursuant to the draft Plan—which includes the proposed project—would not interfere with implementation of the City's Emergency Response Plan, or with emergency evacuation. With compliance with the legal requirements noted above and implementation of the Emergency Response Plan, impacts related to emergency response or evacuation plans would be reduced, and the mitigated project would not result in new or peculiar impacts not already analyzed and disclosed in the FEIR.

Risk of Fires

As stated in the FEIR (pp. 647-648), San Francisco ensures fire safety primarily through provisions of the *Building Code* and the *Fire Code*. Existing and new buildings are required to meet standards contained in these codes. The final project building plans would be reviewed by the San Francisco Fire Department to ensure conformance with these provisions. With compliance with these regulatory requirements, impacts related to potential fire hazards would be reduced, and the mitigated project would not result in new or peculiar impacts not already analyzed and disclosed in the FEIR.

Conclusion

In accordance with the FEIR requirements, the project sponsor has agreed to implement FEIR Mitigation Measures M-HZ-2a, M-HZ-2c, and M-HZ-3. A review of the 181 Fremont Street Project with implementation of these measures, indicates no new or peculiar Hazardous Materials impacts, or impacts of greater severity, would result.

MITIGATION MEASURES

FEIR M-CP-5a: Construction Best Practices for Historical Resources.

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

FEIR M-CP-5b: Construction Monitoring Program for Historical Resources.

The project sponsor shall undertake a monitoring program to minimize damage to adjacent historic buildings and to ensure that any such damage is documented and repaired. The monitoring program would include the following components. Prior to the start of any ground-disturbing activity, the project sponsor shall engage a historic architect or qualified historic preservation professional to undertake a preconstruction survey of historical resource(s) identified by the Planning Department within 125 feet of planned construction to document and photograph the buildings' existing conditions. Based on the construction and condition of the resource(s), the consultant shall also establish a maximum vibration level that shall not be exceeded at each building, based on existing condition, character-defining features, soils conditions, and anticipated construction practices (a common standard is 0.2 inches per second, peak particle velocity). To ensure that vibration levels do not exceed the established standard, the project sponsor shall monitor vibration levels at each structure and shall prohibit vibratory construction activities that generate vibration levels in excess of the standard.

Should vibration levels be observed in excess of the standard, construction shall be halted and alternative techniques put in practice, to the extent feasible. The consultant shall conduct regular periodic inspections of each building during ground-disturbing activity on the project site. Should damage to either building occur, the building(s) shall be remediated to its preconstruction condition at the conclusion of ground-disturbing activity on the site.

Project Mitigation Measure 5: Vehicle Queues / Driveway Operations (Implementing M-TR-5).

It shall be the responsibility of the owner / operator of the Project to ensure that vehicle queues do not block any portion of the sidewalk or roadway of Fremont Street, including any portion of any travel lanes or bike lanes, except for the curbside turn pocket as described below. The owner / operator shall also ensure that no substantial pedestrian conflict as defined below is created at the Project driveway.

A vehicle queue is defined as one or more stopped vehicles destined to the Project garage blocking any portion of the Fremont Street sidewalk or roadway (except for the curbside turn pocket) for a consecutive period of three minutes or longer on a daily or weekly basis, or for more than five (5) percent of any 60-minute period. Queues could be caused by unconstrained parking demand exceeding parking space or valet capacity; vehicles waiting for safe gaps in high volumes of pedestrian traffic; car or truck congestion within the parking garage or loading dock; or a combination of these or other factors.

A substantial pedestrian conflict is defined as a condition where drivers of inbound and / or outbound vehicles, frustrated by the lack of safe gaps in pedestrian traffic, unsafely merge their vehicle across the sidewalk while pedestrians are present and force pedestrians to stop or change direction to avoid contact with the vehicle, and / or contact between pedestrians and the vehicle would occur.

There is one exception to the definition of a substantial conflict. Sometimes, outbound vehicles departing from the Project driveway would be able to cross the sidewalk without conflicting with pedestrians, but then would have to stop and wait in order to safely merge into the Fremont Street roadway (due to a lack of gaps in Fremont Street traffic and / or a red signal at the Fremont Street / Natoma Street intersection). While waiting to merge, the rear of the vehicle could protrude into the western half of the sidewalk. This protrusion should not be considered a pedestrian conflict. This is because the obstruction would be along the western edge of the sidewalk, while the pedestrian path of travel would be along the east side of the sidewalk; street trees and other streetscape elements would already impede pedestrian flow along the west side of the sidewalk. Any pedestrians that would be walking along the west side of the sidewalk would be able to divert to the east and maneuver behind the stopped car. This exception only applies to outbound vehicles, and only if pedestrians are observed to walk behind the stopped vehicle. This exception does not apply to any inbound vehicles, and does not apply to outbound vehicles if pedestrians are observed to walk in front of the stopped outbound vehicle.

If vehicle queues or substantial conflicts occur, the owner / operator of the facility shall employ abatement methods as needed to abate the queue and / or conflict. Appropriate abatement methods would vary depending on the characteristics and causes of the queue and conflict. Suggested abatement methods include but are not limited to the following: redesign of facility to improve vehicle circulation and / or on-site queue capacity; employment of additional valet attendants; use of off-site parking facilities or shared parking with nearby uses; travel demand management strategies such as additional bicycle parking or employee shuttles; parking demand management strategies such as time-of-day parking surcharges; expanded hours of truck access limitations; and / or limiting hours of access to the Project driveway during periods of peak pedestrian traffic. Any new abatement measures shall be included in an updated Driveway Operations Plan, reviewed and approved by the Planning Department.

If the Planning Director, or his or her designee, suspects that vehicle queues or a substantial conflict are present, the Department shall notify the property owner in writing. The owner / operator shall hire a qualified transportation consultant to evaluate the conditions at the site for no less than seven days. The consultant shall submit a report to the Department documenting conditions. Upon review of the report,

the Department shall determine whether or not queues and / or a substantial conflict exists, and shall notify the garage owner / operator of the determination in writing.

If the Department determines that queues or a substantial conflict do exist, upon notification, the facility owner / operator shall have 90 days from the date of the written determination to carry out abatement measures. If after 90 days the Department determines that vehicle queues and / or a substantial conflict are still present or that the owner / operator has been unsuccessful at abating the identified vehicle queues or substantial conflicts, the hours of inbound and / or outbound access of the Project driveway shall be limited during peak hours. The hours and directionality of the access limitations shall be determined by the Planning Department, communicated to the owner / operator in writing, and recorded in an updated Driveway Operations Plan. The owner / operator shall be responsible for limiting the hours of Project driveway access as specified by the Department.

FEIR M-TR-7a: Loading Dock Management.

To ensure that off-street loading facilities are efficiently used and that trucks longer than can be safely accommodated are not permitted to use a building's loading dock, the project sponsor of a development project in the Plan area shall develop a plan for management of the building's loading dock and shall ensure that tenants in the building are informed of limitations and conditions on loading schedules and truck size. Such a management plan could include strategies such as the use of an attendant to direct and guide trucks (see Mitigation Measure M-TR-5), installing a "Full" sign at the garage/loading dock driveway, limiting activity during peak hours, installation of audible and/or visual warning devices, and other features. Additionally, as part of the project application process, the project sponsor shall consult with the Municipal Transportation Agency concerning the design of loading and parking facilities.

Typically, a building property manager dictates the maximum size of trucks that can be accommodated by a building's loading dock, and when trucks may access the project site.

Project Mitigation Measure 6: Construction (Implementing M-TR-9).

The Project Applicant shall develop and implement a construction management plan to anticipate and minimize transportation-related impacts of various construction activities associated with the Project.

The Plan would disseminate appropriate information to contractors and affected agencies with respect to coordinating construction activities to minimize overall disruptions and ensure that overall circulation in the Project area is maintained to the extent possible, with particular focus on ensuring transit, pedestrian, and bicycle connectivity. The program would supplement and expand, rather than modify or supersede, any manual, regulations, or provisions set forth by SFMTA, the Department of Public Works ("DPW"), or other City departments and agencies, and Caltrans.

Specifically, the plan shall do the following:

- A) Identify construction traffic management best practices in San Francisco, as well as others that, although not being implemented in the City, could provide valuable information for the project. Management practices include, but are not limited to the following:
1. Identifying ways to reduce construction worker vehicle-trips through transportation demand management programs and methods to manage construction worker parking demands;
 2. Identifying best practices for accommodating pedestrians, such as temporary pedestrian wayfinding signage or temporary walkways.
 3. Identifying ways to accommodate transit stops located along sidewalks slated for closure during construction. This may include identifying locations for temporary bus stops, as well as signage directing riders to those temporary stops.
 4. Identifying ways to consolidate truck delivery trips, including a plan to consolidate deliveries from a centralized construction material and equipment storage facility.
- B) Describe procedures required by different departments and / or agencies in the City for implementation of a construction management plan, such as reviewing agencies, approval processes, and estimated timelines, such as the following:
1. The Project Applicant will need to coordinate temporary and permanent changes to the transportation network within the City of San Francisco, including traffic, street and parking changes, and lane closures, with the SFMTA. Any permanent changes may require meeting with the SFMTA Board of Directors or one of its sub-committees, which may require a public hearing. Temporary traffic and transportation changes must be coordinated through the SFMTA's Interdepartmental Staff Committee on Traffic and Transportation (ISCOTT) and would require a public meeting. As part of this process, the construction management plan may be reviewed by SFMTA's Transportation Advisory Committee (TASC) to resolve internal differences between different transportation modes.
 2. A temporary closure of a travel lane along Fremont Street would be required during concrete pours and large deliveries and complete closures of travel lanes along Fremont Street would be scheduled for off-peak hours and weekends.
- C) Require consultation with other Agencies, including SFMTA, and adjacent property owners to facilitate coordination of construction traffic management strategies as they relate to transit operations and the needs of other users along Fremont Street. The Project Applicant shall proactively coordinate with these groups prior to developing the construction management plan to ensure that the plan adequately meets these needs.
1. Identify construction transportation management strategies and other elements for the Project, and present a cohesive program of operational and demand management strategies designed to maintain acceptable levels of traffic flow during periods of construction activities. These include, but are not limited to, construction strategies, demand management activities, alternative route strategies, and public information strategies.

FEIR M-NO-1a: Noise Survey and Measurements for Residential Uses.

For new residential development located along streets with noise levels above 70 dBA Ldn, the Planning Department shall require the preparation of an analysis that includes, at a minimum, a site survey to identify potential noise-generating uses within two blocks of the project site, and including at least one 24-hour noise measurement (with average and maximum noise level readings taken so as to be able to accurately describe maximum levels reached during nighttime hours), prior to completion of the environmental review for each subsequent residential project in the Plan area. The analysis shall be completed by a person(s) qualified in acoustical analysis and shall demonstrate with reasonable certainty that Title 24 standards, where applicable, can be met, and that there are no particular circumstances about the proposed project site that appear to warrant heightened concern about noise levels in the vicinity. Should such concerns be present, the Department may require the completion of a detailed noise assessment by person(s) qualified in acoustical analysis and/or engineering prior to the first project approval action, in order to demonstrate that acceptable interior noise levels consistent with those in the Title 24 standards can be attained.

FEIR M-NO-1b: Noise Minimization for Residential Open Space.

To minimize effects on residential development in the Plan area, the Planning Department, through its building permit review process and in conjunction with the noise analysis set forth in Mitigation Measure M-NO-1a, shall require that open space required under the Planning Code for residential uses be protected, to the maximum feasible extent, from existing ambient noise levels that could prove annoying or disruptive to users of the open space. Implementation of this measure could involve, among other things, site design that uses the building itself to shield on-site open space from the greatest noise sources, construction of noise barriers between noise sources and open space, and appropriate use of both common and private open space in multi-family dwellings, and implementation would also be undertaken consistent with other principles of urban design.

FEIR M-NO-1d: Mechanical Equipment Noise Standard.

The Planning Department shall require that, as part of required the noise survey and study for new residential uses (Mitigation Measure M-NO-1a), all reasonable efforts be made to identify the location of existing rooftop mechanical equipment, the predicted noise generated by that equipment, and the elevation at which the predicted noise level would be of potential concern for new residential uses, as well as the necessary noise insulation for the new residential uses, where applicable.

FEIR M-NO-1e: Interior Mechanical Equipment.

The Planning Department shall require, as part of subsequent project-specific review under CEQA, that effects of mechanical equipment noise on adjacent and nearby noise-sensitive uses be evaluated by a qualified acoustical consultant and that control of mechanical noise, as specified by the acoustical consultant, be incorporated into the final project design of new buildings to achieve the maximum feasible reduction of building equipment noise, consistent with *Building Code* and Noise Ordinance

requirements and CEQA thresholds, such as through the use of fully noise-insulated enclosures around rooftop equipment and/or incorporation of mechanical equipment into intermediate building floor(s).

FEIR M-NO-2a: Noise Control Measures During Pile Driving.

For individual projects that require pile driving, a set of site-specific noise attenuation measures shall be completed under the supervision of a qualified acoustical consultant. These attenuation measures shall include as many of the following control strategies, and any other effective strategies, as feasible:

- The project sponsor of a development project in the Plan area shall require the construction contractor to erect temporary plywood noise barriers along the boundaries of the project site to shield potential sensitive receptors and reduce noise levels;
- The project sponsor of a development project in the Plan area shall require the construction contractor to implement “quiet” pile-driving technology (such as pre-drilling of piles, sonic pile drivers, and the use of more than one pile driver to shorten the total pile driving duration), where feasible, in consideration of geotechnical and structural requirements and conditions;
- The project sponsor of a development project in the Plan area shall require the construction contractor to monitor the effectiveness of noise attenuation measures by taking noise measurements; and
- The project sponsor of a development project in the Plan area shall require that the construction contractor limit pile driving activity to result in the least disturbance to neighboring uses.

FEIR M-NO-2b: General Construction Noise Control Measures.

To ensure that project noise from construction activities is minimized to the maximum extent feasible, the project sponsor of a development project in the Plan area shall undertake the following:

- The project sponsor of a development project in the Plan area shall require the general contractor to ensure that equipment and trucks used for project construction utilize the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures and acoustically-attenuating shields or shrouds, wherever feasible).
- The project sponsor of a development project in the Plan area shall require the general contractor to locate stationary noise sources (such as compressors) as far from adjacent or nearby sensitive receptors as possible, to muffle such noise sources, and to construct barriers around such sources and/or the construction site, which could reduce construction noise by as much as five dBA. To further reduce noise, the contractor shall locate stationary equipment in pit areas or excavated areas, if feasible.
- The project sponsor of a development project in the Plan area shall require the general contractor to use impact tools (e.g., jack hammers, pavement breakers, and rock drills) that are hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. Where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used, along with external noise jackets on the tools, which could reduce noise levels by as much as 10 dBA.

- The project sponsor of a development project in the Plan area shall include noise control requirements in specifications provided to construction contractors. Such requirements could include, but not be limited to, performing all work in a manner that minimizes noise to the extent feasible; use of equipment with effective mufflers; undertaking the most noisy activities during times of least disturbance to surrounding residents and occupants, as feasible; and selecting haul routes that avoid residential buildings inasmuch as such routes are otherwise feasible.
- Prior to the issuance of each building permit, along with the submission of construction documents, the project sponsor of a development project in the Plan area shall submit to the Planning Department and Department of Building Inspection (DBI) a list of measures to respond to and track complaints pertaining to construction noise. These measures shall include (1) a procedure and phone numbers for notifying DBI, the Department of Public Health, and the Police Department (during regular construction hours and off-hours); (2) a sign posted on-site describing noise complaint procedures and a complaint hotline number that shall be answered at all times during construction; (3) designation of an on-site construction complaint and enforcement manager for the project; and (4) notification of neighboring residents and non-residential building managers within 300 feet of the project construction area at least 30 days in advance of extreme noise generating activities (defined as activities generating noise levels of 90 dBA or greater) about the estimated duration of the activity.

Project Mitigation Measure 1: Air Filtration Measures (Implementing M-AQ-2).

Air Filtration and Ventilation Requirements for Sensitive Land Uses. Prior to receipt of any building permit, the project sponsor shall submit a ventilation plan for the residential portion of the proposed building. The ventilation plan shall show that the building ventilation system for the residential units removes at least 80 percent of the outdoor PM_{2.5} concentrations from habitable areas and be designed by an engineer certified by ASHRAE, who shall provide a written report documenting that the system meets the 80 percent performance standard identified in this measure and offers the best available technology to minimize outdoor to indoor transmission of air pollution.

Maintenance Plan. Prior to receipt of any building permit, the project sponsor shall present a plan that ensures ongoing maintenance for the residential ventilation and filtration systems.

Disclosure to buyers and renters. The project sponsor shall also ensure the disclosure to buyers (and renters) that the building is located in an area with existing sources of air pollution and as such, the building includes an air filtration and ventilation system designed to remove 80 percent of outdoor particulate matter and shall inform occupants of the proper use of the installed air filtration system.

Project Mitigation Measure 2: Best Available Control Technology for Diesel Generators (Implementing M-AQ-3).

Prior to receipt of any building permit, the project sponsor shall submit documentation to the Planning Department demonstrating that all emergency (backup) diesel generators to be installed in the project would meet Tier 4 or interim Tier 4 emissions standards, or would meet Tier 2 emissions standards and be equipped with an ARB Level 3 Verified Diesel Emissions Control Strategy (VDECS).

Project Mitigation Measure 3: Construction Emissions Minimization (Implementing M-A--4a and M-AQ-5).

- A. *Construction Emissions Minimization Plan.* Prior to issuance of a construction permit, the project sponsor shall submit a Construction Emissions Minimization Plan (Plan) to the Environmental Review Officer (ERO) for review and approval by an Environmental Planning Air Quality Specialist. The Plan shall detail project compliance with the following requirements:
1. All off-road equipment greater than 25 hp and operating for more than 20 total hours over the entire duration of construction activities shall meet the following requirements:
 - a) Where access to alternative sources of power are available, portable diesel engines shall be prohibited;
 - b) All off-road equipment shall have:
 - i. Engines that meet or exceed either USEPA or ARB Tier 2 off-road emission standards, *and*
 - ii. Engines that are retrofitted with an ARB Level 3 Verified Diesel Emissions Control Strategy (VDECS).³²
 - c) Exceptions:
 - i. Exceptions to A(1)(a) may be granted if the project sponsor has submitted information providing evidence to the satisfaction of the ERO that an alternative source of power is limited or infeasible at the project site and that the requirements of this exception provision apply. Under this circumstance, the sponsor shall submit documentation of compliance with A(1)(b) for onsite power generation.
 - ii. Exceptions to A(1)(b)(ii) *may* be granted if the project sponsor has submitted information providing evidence to the satisfaction of the ERO that a particular piece of off-road equipment with an ARB Level 3 VDECS is: (1) technically not feasible, (2) would not produce desired emissions reductions due to expected operating modes, (3) installing the control device would create a safety hazard or impaired visibility for the operator, or (4) there is a compelling emergency need to use off-road equipment that are not retrofitted with an ARB Level 3 VDECS and the sponsor has submitted documentation to the ERO that the requirements of this exception provision apply. If granted an exception to A(1)(b)(ii), the project sponsor must comply with the requirements of A(1)(c)(iii).
 - iii. If an exception is granted pursuant to A(1)(c)(ii), the project sponsor shall provide the next cleanest piece of off-road equipment as provided by the step down schedules in Table A1 below.

³² Equipment with engines meeting Tier 4 Interim or Tier 4 Final emission standards automatically meet this requirement, therefore a VDECS would not be required.

**TABLE A1
OFF-ROAD EQUIPMENT COMPLIANCE STEP DOWN SCHEDULE***

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

* How to use the table. If the requirements of (A)(1)(b) cannot be met, then the project sponsor would need to meet Compliance Alternative 1. Should the project sponsor not be able to supply off-road equipment meeting Compliance Alternative 1, then Compliance Alternative 2 would need to be met. Should the project sponsor not be able to supply off-road equipment meeting Compliance Alternative 2, then Compliance Alternative 3 would need to be met.

** Alternative fuels are not a VDECS

2. The project sponsor shall require the idling time for off-road and on-road equipment be limited to no more than two minutes, except as provided in exceptions to the applicable state regulations regarding idling for off-road and on-road equipment. Legible and visible signs shall be posted in multiple languages (English, Spanish, Chinese) in designated queuing areas and at the construction site to remind operators of the two minute idling limit.
 3. The project sponsor shall require that construction operators properly maintain and tune equipment in accordance with manufacturer specifications.
 4. The Plan shall include estimates of the construction timeline by phase with a description of each piece of off-road equipment required for every construction phase. Off-road equipment descriptions and information may include, but is not limited to: equipment type, equipment manufacturer, equipment identification number, engine model year, engine certification (Tier rating), horsepower, engine serial number, and expected fuel usage and hours of operation. For VDECS installed: technology type, serial number, make, model, manufacturer, ARB verification number level, and installation date and hour meter reading on installation date. For off-road equipment using alternative fuels, reporting shall indicate the type of alternative fuel being used.
 5. The Plan shall be kept on-site and available for review by any persons requesting it and a legible sign shall be posted at the perimeter of the construction site indicating to the public the basic requirements of the Plan and a way to request a copy of the Plan. The project sponsor shall provide copies of Plan to members of the public as requested.
- B. *Reporting.* Monthly reports shall be submitted to the ERO indicating the construction phase and off-road equipment information used during each phase including the information required in A(4). In addition, for off-road equipment using alternative fuels, reporting shall include the actual amount of alternative fuel used.

Within six months of the completion of construction activities, the project sponsor shall submit to the ERO a final report summarizing construction activities. The final report shall indicate the start and end dates and duration of each construction phase. For each phase, the report shall

include detailed information required in A(4). In addition, for off-road equipment using alternative fuels, reporting shall include the actual amount of alternative fuel used.

- C. *Certification Statement and On-site Requirements.* Prior to the commencement of construction activities, the project sponsor must certify (1) compliance with the Plan, and (2) all applicable requirements of the Plan have been incorporated into contract specifications.

Project Mitigation Measure 4: Dust Control Plan (Implementing M-AQ-4b).

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

FEIR M-WI-2: Tower Design to Minimize Pedestrian Wind Speeds.

As part of the design development for buildings on Parcel F and at the 524 Howard Street, 50 First Street, 181 Fremont Street and Golden Gate University sites, the project sponsor(s) shall consider the potential effect of these buildings on pedestrian-level winds and on winds in the City Park atop the Transit Center. If wind-tunnel testing identifies adverse impacts, the project sponsor(s) shall conduct additional mitigation testing to resolve impacts to the maximum degree possible and to the satisfaction of Planning Department staff. Design features could include, but not be limited to, setting a tower atop a podium, which can interfere with “downwash” of winds from higher elevations toward the ground; the use of setbacks on tower facades, particularly those facades facing into prevailing winds, which can have similar results; using chamfered and/or rounded corners to minimize the acceleration of upper-level winds as they round corners; façade articulation; and avoiding the placement of large, unbroken facades into prevailing winds.

FEIR M-BI-1a: Pre-Construction Bird Surveys.

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

FEIR M-HZ-2a: Site Assessment and Corrective Action for Sites Located Bayward of Historic Tide Line.

For any project located bayward of the historic high tide line the project sponsor shall initiate compliance with, and ensure that the project fully complies with, Article 22A of the San Francisco Health Code. In accordance with this article, a site history report shall be prepared, and if appropriate, a soil investigation, soil analysis report, site mitigation plan, and certification report shall also be prepared. If the presence of hazardous materials is indicated, a site health and safety plan shall also be required. The soil analysis report is submitted to DPH. If required on the basis of the soil analysis report, a site mitigation plan shall be prepared to 1) assess potential environmental and health and safety risks; 2) recommend cleanup levels and mitigation measures, if any are necessary, that would be protective of workers and visitors to the property; 3) recommend measures to mitigate the risks identified; 4) identify appropriate waste disposal and handling requirements; and 5) present criteria for on-site reuse of soil. The recommended measures would be completed during construction. Upon completion, a certification report shall be prepared documenting that all mitigation measures recommended in the site mitigation report have been completed and that completion of the mitigation measures has been verified through follow-up soil sampling and analysis, if required.

If the approved site mitigation plan includes leaving hazardous materials in soil or the groundwater with containment measures such as landscaping or a cap to prevent exposure to hazardous materials, the project sponsor shall ensure the preparation of a risk management plan, health and safety plan, and possibly a cap maintenance plan in accordance with DPH requirements. These plans shall specify how unsafe exposure to hazardous materials left in place would be prevented, as well as safe procedures for handling hazardous materials should site disturbance be required. DPH could require a deed notice, for

example, prohibiting or limiting certain future land uses, and the requirements of these plans and the deed restriction would transfer to the new property owners in the event that the property was sold.

FEIR M-HZ-2c: Site Assessment and Corrective Action for All Sites.

The project sponsor shall characterize the site, including subsurface features such as utility corridors, and identify whether volatile chemicals are detected at or above risk screening levels in the subsurface. If so, a screening evaluation shall be conducted in accordance with guidance developed by the DTSC to estimate worst case risks to building occupants from vapor intrusion using site specific data and conservative assumptions specified in the guidance. If an unacceptable risk were indicated by this conservative analysis, then additional site data shall be collected and a site specific vapor intrusion evaluation, including fate and transport modeling, shall be required to more accurately evaluate site risks. Should the site specific evaluation identify substantial risks, then additional measures shall be required to reduce risks to acceptable levels. These measures could include remediation of site soil and/or groundwater to remove vapor sources, or, should this be infeasible, use of engineering controls such as a passive or active vent system and a membrane system to control vapor intrusion. Where engineering controls are used, a deed restriction shall be required, and shall include a description of the potential cause of vapors, a prohibition against construction without removal or treatment of contamination to approved risk-based levels, monitoring of the engineering controls to prevent vapor intrusion until risk-based cleanup levels have been met, and notification requirements to utility workers or contractors who may have contact with contaminated soil and groundwater while installing utilities or undertaking construction activities. In addition, if remediation is necessary, the project sponsor shall implement long-term monitoring at the site as needed. The frequency of sampling and the duration of monitoring will depend upon site-specific conditions and the degree of volatile chemical contamination. The screening level and site-specific evaluations shall be conducted under the oversight of DPH and methods for compliance shall be specified in the site mitigation plan prepared in accordance with this measure, and subject to review and approval by the DPH. The deed restriction, if required, shall be recorded at the San Francisco Office of the Assessor-Recorder after approval by the DPH and DTSC.

FEIR M-HZ-3: Hazardous Building Materials Abatement.

The project sponsor of any development project in the Plan area shall ensure that any building planned for demolition or renovation is surveyed for hazardous building materials including PCB-containing electrical equipment, fluorescent light ballasts containing PCBs or DEHP, and fluorescent light tubes containing mercury vapors. These materials shall be removed and properly disposed of prior to the start of demolition or renovation. Old light ballasts that are proposed to be removed during renovation shall be evaluated for the presence of PCBs and in the case where the presence of PCBs in the light ballast cannot be verified, they shall be assumed to contain PCBs, and handled and disposed of as such, according to applicable laws and regulations. Any other hazardous building materials identified either before or during demolition or renovation shall be abated according to federal, state, and local laws and regulations.

PROJECT IMPROVEMENT MEASURES

Biological Resources

The project sponsor has agreed to implement the following improvement measure to reduce potential effects on birds from night lighting at the project site. It is noted that, because this improvement measure is not required to mitigate any significant impact with respect CEQA, it does not indicate the presence of a new or peculiar impact or an impact of greater severity than was analyzed and disclosed in the FEIR.

FEIR I-BI-2: Night Lighting Minimization.

In compliance with the voluntary San Francisco Lights Out Program, the Planning Department could encourage buildings developed pursuant to the draft Plan to implement bird-safe building operations to prevent and minimize bird strike impacts, including but not limited to the following measures:

- Reduce building lighting from exterior sources by:
 - Minimizing amount and visual impact of perimeter lighting and façade up-lighting and avoid up-lighting of rooftop antennae and other tall equipment, as well as of any decorative features;
 - Installing motion-sensor lighting;
 - Utilizing minimum wattage fixtures to achieve required lighting levels.
- Reduce building lighting from interior sources by:
 - Dimming lights in lobbies, perimeter circulation areas, and atria;
 - Turning off all unnecessary lighting by 11:00 p.m. through sunrise, especially during peak migration periods (mid-March to early June and late August through late October);
 - Utilizing automatic controls (motion sensors, photo-sensors, etc.) to shut off lights in the evening when no one is present;
 - Encouraging the use of localized task lighting to reduce the need for more extensive overhead lighting;
 - Scheduling nightly maintenance to conclude by 11:00 p.m.;
 - Educating building users about the dangers of night lighting to birds.

CONCLUSION

CEQA State Guidelines Section 15300.2 states that an environmental exemption shall not be used for an activity where there is a reasonable possibility that the activity will have a significant effect on the environment due to unusual circumstances. The Transit Center District Plan and Transit Tower EIR incorporated and adequately addressed all potential impacts of the proposed 181 Fremont Street project. As described above, the proposed project would not have any additional, peculiar, or substantially greater significant adverse effects not previously identified and examined in the FEIR. No new or additional information has come to light that would alter the conclusions of the FEIR. Mitigation

measures identified in the FEIR that would be required of, and implemented by, the project sponsor would reduce the effects of the project. No mitigation measures previously found infeasible have been determined to be feasible, nor have any new mitigation measures or alternatives been identified but rejected by the project sponsor. There are no unusual circumstances surrounding the current proposal that would suggest a reasonable possibility of a significant effect that has not been previously analyzed in the Transit Center District Plan and Transit Tower EIR and mitigated as feasible. The proposed project would be exempt under the above-cited classification. For the above reasons, the proposed project is appropriately exempt from environmental review.



SAN FRANCISCO PLANNING DEPARTMENT

Attachment A Community Plan Exemption Checklist

Case No.: 2007.0456E
 Project Title: 181 Fremont Street
 Zoning/Plan Area: C-3-O (SD) Downtown Office Commercial Special Development District; Transit Center Commercial Special Use District; 700-S Height and Bulk District; Transit Center District Plan
 Block/Lot: 3719/10 & 11
 Lot Size: 15,312.5 square feet
 Project Sponsor: Daniel R. Kingsley, SKS Fremont, LLC, (415) 421-8200
 Staff Contact: Michael Jacinto – (415) 575-9033 michael.jacinto@sfgov.org

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A. PROJECT DESCRIPTION

The project sponsor, SKS Fremont, LLC, proposes to demolish two existing structures and develop one 700-foot-tall tower (745 feet to the top of the parapet/mechanical screen) on two lots, located at the east side of Fremont Street immediately south of the new Transbay Transit Center that is currently under construction between Mission and Howard Streets. The project site is contained within the Transit Center District Plan (TCDP or Plan) area. The project site, comprising two parcels, is approximately 15,310 square feet in size. Both lots are within Block 3719 and include 177-181 Fremont Street (Lot 11), and 183-187 Fremont Street (Lot 10). The proposed tower would accommodate a mix of office, residential, and retail, along with five levels of below grade parking (about 199 spaces assuming valet operation), off-street loading spaces, residential and office lobbies and amenities for the project residents (see full Project Description in the Certificate of Determination).

B. EVALUATION OF ENVIRONMENTAL EFFECTS

This Community Plan Exemption Checklist examines the potential environmental impacts that would result from implementation of the proposed project and indicates whether any such impacts are addressed in the applicable programmatic final EIR (FEIR) for the plan area. The applicable FEIR is the Transit Center District Plan and Transit Tower Programmatic Environmental Impact Report that was certified on May 24, 2012.¹ Items checked “Sig. Impact Identified in FEIR” identify topics for which a significant impact is identified in the FEIR. In such cases, the analysis considers whether the proposed project would result in impacts that would contribute to the impact identified in the FEIR. If the analysis concludes that the proposed project would contribute to a significant impact identified in the FEIR, the item is checked “Proj. Contributes to Sig.

¹ San Francisco Planning Department, *Transit Center District Plan Final EIR*, Case No. 2007.0558E, State Clearinghouse No. 2008072073, May 24, 2012. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0558E.

Impact Identified in FEIR.” Mitigation measures identified in the FEIR applicable to the proposed project are identified in the text of the Certificate of Determination under each topic area.

Items checked “Project Has Sig. Peculiar Impact” identify topics for which the proposed project would result in a significant impact that is peculiar to the project, i.e., the impact is not identified as significant in the FEIR. Any impacts not identified in the FEIR will be addressed in a separate Focused Initial Study or EIR.

Any item that was not addressed in the FEIR is discussed in the Certificate of Determination. For any topic that was found to be less than significant (LTS) in the FEIR and for the proposed project or would have no impacts, the topic is marked LTS/No Impact and is discussed in the Checklist below.

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

The Transit Center District Plan includes policies for the Plan area designed to encourage transit-oriented commercial development and to limit the residential, institutional, and industrial uses. The FEIR analyzed the land use changes anticipated under the Plan and determined the Plan would not result in significant adverse impacts related to division of an established community, conflict with applicable land use plan (including the General Plan), or to land use character.

The proposed project would add residential, office, and some retails uses to the project site, but it would not physically divide an established community. The project’s proposed land uses would be in keeping with the uses evaluated in the FEIR, and there would be no significant land use impacts peculiar to the proposed project.

As described in the CPE Certificate Project Description, the proposed project would not substantially conflict with land use designations and policies applicable to the project site nor conflict with land use requirements of the *San Francisco Planning Code*. The proposed project would meet requirements, set forth in the *Planning Code*, for publicly accessible open space, disabled parking spaces, loading spaces, bicycle parking spaces, and car-share spaces. The project may require the following exceptions that are permitted to be granted pursuant to Section 309 of the *Planning Code*: streetwall height, tower separation, and upper story setbacks (Section 132.1), rear yard requirements (Section 134(d)), ground-level winds (Section 148), the provision of residential

parking spaces (Section 151.1), rooftop extension and spire (Section 260(b)(1)(M)), and potentially other exceptions to be determined.

The proposed project would be located in an area of primarily higher-density office development oriented around the Transit Center, which is currently under construction directly north of the 181 Fremont Street site. Development patterns in this area reflect its proximity to the downtown Financial District, the Bay Bridge and I-80 off-ramps, the former Transbay Terminal, and Rincon Hill. Ground-floor retail, residential spaces, and a mix of institutional uses—such as Golden Gate University and the Academy of Art University are interspersed among the office uses. The 181 Fremont Street project commercial, residential, and retail uses would not substantially conflict with those that exist in the vicinity. One of the primary goals of the Transit Center District Plan is to encourage high-density office development downtown, and the limited number of residential units included in the project would not conflict with this goal, and would fall within the limits on non-commercial uses under the Plan. Therefore, the project would not result in peculiar or substantial conflict with land use character.

<u>Topics:</u>	<u>Sig. Impact Identified in FEIR</u>	<u>Project Contributes to Sig. Impact Identified in FEIR</u>	<u>Project Has Sig. Peculiar Impact</u>	<u>LTS/ No Impact</u>
2. AESTHETICS – Would the project:				
a) Have a substantial adverse effect on a scenic vista?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b) Substantially damage scenic resources, including, but not limited to, trees, rock outcroppings, and other features of the built or natural environment which contribute to a scenic public setting?	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Substantially degrade the existing visual character or quality of the site and its surroundings?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d) Create a new source of substantial light or glare which would adversely affect day or nighttime views in the area or which would substantially impact other people or properties?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Because there are potentially significant aesthetic impacts identified in the FEIR, this topic is addressed in the Certificate of Determination of Exemption from Environmental Review for the proposed project. Although no significant project effect was identified for criteria a, c, or d, these issues also are discussed in the Certificate to keep the discussion of aesthetic resources together.

<u>Topics:</u>	<i>Sig. Impact Identified in FEIR</i>	<i>Project Contributes to Sig. Impact Identified in FEIR</i>	<i>Project Has Sig. Peculiar Impact</i>	<i>LTS/ No Impact</i>
3. POPULATION AND HOUSING— Would the project:				
a) Induce substantial population growth in an area, either directly (for example, by proposing new homes and businesses) or indirectly (for example, through extension of roads or other infrastructure)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b) Displace substantial numbers of existing housing units or create demand for additional housing, necessitating the construction of replacement housing?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c) Displace substantial numbers of people, necessitating the construction of replacement housing elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

The FEIR (pp. 198 – 199) found that, with implementation of the Plan, there would be more than 9,400 new residents (in about 6,100 households) and more than 29,000 new employees in the Plan area by 2030. As stated in that FEIR, the Planning Department forecasts that San Francisco’s total household population² will reach approximately 912,000 by 2030, an increase of some 132,500 residents from the 2005 total of 779,500.³ Employment in 2005 totaled approximately 552,000. The Department forecasts employment growth of 241,300 additional jobs by 2030.

The 181 Fremont Street project’s approximately 406,000 square feet of commercial space would increase on-site employment by approximately 1,470 workers at full occupancy.⁴ Project-related employment growth would constitute about 0.6 percent of citywide employment growth forecast by the year 2030, conservatively assuming that all employees in the proposed project would be new to San Francisco; in reality, some workers at the project would be likely to have relocated from other jobs in San Francisco. This potential increase in employment would be minimal in the context of the total employment in greater San Francisco.

This employment increase would result in demand for 515 new housing units.⁵ The *San Francisco General Plan* Housing Element contains objectives and policies “intended to address the State’s objectives and the City’s most pressing housing issues: identifying adequate housing sites, conserving and improving existing housing, providing equal housing opportunities, facilitating permanently affordable housing, removing government constraints to the construction and rehabilitation of housing, maintaining the unique and diverse character of San Francisco’s neighborhoods, balancing housing construction with community

² Household population excludes about 2.5 percent of the City’s total population that lives in what the U.S. Census calls “group quarters,” including institutions (jails, nursing homes, etc.), college dormitories, group homes, religious quarters, and the like.

³ Consistent with recent trends, this incremental growth is anticipated to occur in relatively smaller households; that is, growth would occur in households that would be smaller than the average household size in 2000 of 2.3 persons per household.

⁴ Employment calculations in this section are based on the City of San Francisco *Transportation Impact Analysis Guidelines*, which estimate an average density of 350 square feet per employee assigned to restaurant/retail space (2,000 square feet) and 276 square feet per employee assigned to office uses (404,000 square feet).

⁵ Based on 56 percent of City workers who live in San Francisco, from 2000 Census data, 1.68 workers per worker household, and an assumed 5 percent vacancy factor.

infrastructure, and sustainability.”⁶ Housing Element Policy 1.9 calls for enforcement and monitoring of the Jobs-Housing Linkage Program requiring that new commercial development in the City provide affordable housing or pay an in-lieu fee to meet the housing need attributable to employment growth and new commercial development, particularly the demand for new housing affordable to low and moderate income households. The proposed project would include 74 market-rate units, and as explained in the Project Description, the 181 Fremont Street project sponsor would pay the housing fees required of office development citywide under Section 413.1 et seq., of the *Planning Code*, the Jobs-Housing Linkage Program.

In addition, pursuant to Housing Element Policy 1.7, the project sponsor would provide 11 onsite, below-market-rate units, which is required of developers of more than five units of market-rate housing. This would satisfy the City’s regulatory requirements to mitigate the impact of market-rate housing and office development on the demand for affordable housing in San Francisco.

The FEIR (p. 205) found that the increased employment and household population generated by the Plan would not create substantial new demand for housing or reduce the existing supply to the extent that would result in a significant impact. Similarly, the proposed project’s contribution to housing demand would not result in a peculiar impact with respect to housing.

The existing buildings on the 181 Fremont Street project site provide office space. Therefore, the proposed project would not displace substantial numbers of existing housing units, necessitating the construction of replacement housing elsewhere. The few office tenants would be displaced, but they would likely relocate to other locations in San Francisco or outside the City, where rents are lower. There is ample office space in the Bay Area to accommodate these office uses, and the construction of new housing would not be necessitated.

<i>Topics:</i>	<i>Sig. Impact Identified in FEIR</i>	<i>Project Contributes to Sig. Impact Identified in FEIR</i>	<i>Project Has Sig. Peculiar Impact</i>	<i>LTS/ No Impact</i>
4. CULTURAL AND PALEONTOLOGICAL RESOURCES –				
Would the project:				
a) Cause a substantial adverse change in the significance of a historical resource as defined in §15064.5, including those resources listed in Article 10 or Article 11 of the San Francisco <i>Planning Code</i> ?	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Cause a substantial adverse change in the significance of an archaeological resource pursuant to §15064.5?	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Directly or indirectly destroy a unique paleontological resource or site or unique geologic feature?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d) Disturb any human remains, including those interred outside of formal cemeteries?	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

⁶ *San Francisco General Plan Housing Element*, adopted by Planning Commission, March 2011, Part II, p. 5. http://housingelement2009.sfplanning.org/docs/Housing_Element_Part_II_Objectives_and_Policies_CPC_Adopted.pdf

Because there are potentially significant impacts on cultural resources identified in the FEIR, this topic is addressed in the Certificate of Determination of Exemption from Environmental Review for the proposed project. Although no significant project effect was identified for criterion c, this issue also is discussed in the Certificate to keep the discussion of cultural resources together.

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

Because there are potentially significant transportation and circulation impacts identified in the FEIR, this topic is addressed in the Certificate of Determination of Exemption from Environmental Review for the proposed project.

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

Because there are potentially significant noise and vibration impacts identified in the FEIR, this topic is addressed in the Certificate of Determination of Exemption from Environmental Review for the proposed project. Although no significant project effect was identified for criteria e, or f, these issues also are discussed in the Certificate to keep the discussion of noise impacts together.

<u>Topics:</u>	<i>Sig. Impact Identified in FEIR</i>	<i>Project Contributes to Sig. Impact Identified in FEIR</i>	<i>Project Has Sig. Peculiar Impact</i>	<i>LTS/ No Impact</i>
7. AIR QUALITY				
Where available, the significance criteria established by the applicable air quality management or air pollution control district may be relied upon to make the following determinations. Would the project:				
a) Conflict with or obstruct implementation of the applicable air quality plan?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b) Violate any air quality standard or contribute substantially to an existing or projected air quality violation?	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Result in a cumulatively considerable net increase of any criteria pollutant for which the project region is non-attainment under an applicable federal, state, or regional ambient air quality standard (including releasing emissions which exceed quantitative thresholds for ozone precursors)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d) Expose sensitive receptors to substantial pollutant concentrations?	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<i>Topics:</i>	<i>Sig. Impact Identified in FEIR</i>	<i>Project Contributes to Sig. Impact Identified in FEIR</i>	<i>Project Has Sig. Peculiar Impact</i>	<i>LTS/ No Impact</i>
e) Create objectionable odors affecting a substantial number of people?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Because there are potentially significant air quality impacts identified in the FEIR, this topic is addressed in the Certificate of Determination of Exemption from Environmental Review for the proposed project.

<i>Topics:</i>	<i>Sig. Impact Identified in FEIR</i>	<i>Project Contributes to Sig. Impact Identified in FEIR</i>	<i>Project Has Sig. Peculiar Impact</i>	<i>LTS/ No Impact</i>
8. GREENHOUSE GAS EMISSIONS—Would the project:				
a) Generate greenhouse gas emissions, either directly or indirectly, that may have a significant impact on the environment?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b) Conflict with any applicable plan, policy, or regulation of an agency adopted for the purpose of reducing the emissions of greenhouse gases?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

The Bay Area Air Quality Management District (BAAQMD) has adopted CEQA thresholds of significance with respect to GHGs. Consistent with state CEQA Guidelines Section 15183.5, BAAQMD has adopted a qualitative GHG threshold of significance that allows a lead agency to determine that a project’s contribution of GHG emissions is less than significant if the lead agency finds that the project is consistent with a qualified Greenhouse Gas Reduction Strategy, as defined in the *2010 CEQA Air Quality Guidelines*.

San Francisco’s *Strategies to Address Greenhouse Gas Emissions*⁷ identifies a number of mandatory requirements and incentives that have measurably reduced greenhouse gas emissions including, but not limited to, increases in the energy efficiency of new and existing buildings, installation of solar panels on building roofs, implementation of a green building strategy, adoption of a zero waste strategy, a construction and demolition debris recovery ordinance, a solar energy generation subsidy, incorporation of alternative fuel vehicles in the City’s transportation fleet (including buses and taxis), and a mandatory composting ordinance. The strategy also identifies specific regulations for new development that would reduce a project’s GHG emissions.

San Francisco’s *Strategies to Address Greenhouse Gas Emissions* also identifies the City’s actions to pursue cleaner energy, energy conservation, alternative transportation, and solid waste policies, and concludes that San Francisco’s policies have resulted in a reduction in greenhouse gas emissions below 1990 levels, meeting statewide AB 32 GHG reduction goals. As reported, San Francisco’s 1990 GHG emissions were approximately 8.26 million metric tons (MMT) Carbon Dioxide-equivalent (CO₂-eq) and 2005 GHG

⁷ San Francisco Planning Department, *Strategies to Address Greenhouse Gas Emissions in San Francisco*, 2010, available online at: <http://www.sfplanning.org/index.aspx?page=1570>.

emissions are estimated at 7.82 MMTCO₂-eq, representing an approximately 5.3 percent reduction in GHG emissions below 1990 levels.

BAAQMD reviewed San Francisco's *Strategies to Address Greenhouse Gas Emissions* and concluded that the strategy meets the criteria for a Qualified GHG Reduction Strategy as outlined in BAAQMD's *2010 CEQA Air Quality Guidelines* and stated that San Francisco's "aggressive GHG reduction targets and comprehensive strategies help the Bay Area move toward reaching the State's AB 32 goals, and also serve as a model from which other communities can learn."⁸

San Francisco's Compliance Checklist for Private Development Projects

The City determines whether a project is consistent with San Francisco's *Strategies to Address Greenhouse Gas Emissions* by analyzing GHG reduction policies in the San Francisco Planning Department "Compliance Checklist Table for Greenhouse Gas Analysis: Private Development Projects." The City analyzed all the policies in the San Francisco Planning Department "Compliance Checklist for Private Development Projects" for the 181 Fremont Street project.⁹ The checklist includes discussion of why a policy or regulation was determined not applicable and, among those that were applicable, how the proposed project would comply.

Individual projects contribute to the cumulative effects of climate change by emitting GHGs during their construction and operational phases. Both direct and indirect GHG emissions are generated by project operations. Operational emissions include GHG emissions from new vehicle trips and area sources (natural gas combustion). Indirect emissions include emissions from electricity providers, energy required to pump, treat, and convey water, and emissions associated with landfill operations.

The proposed 181 Fremont Street project would contribute to annual short-term increases in GHG emissions as a result of construction activities. Construction activities that would generate emissions include building demolition, construction equipment use, worker vehicle trips, and vendor trips, which result in GHG emissions. Operation and maintenance of the building would result in long-term emissions generated by worker and resident vehicle trips, vendor trips, building energy use, water usage and wastewater treatment, and solid waste disposal.

The proposed project would be required to comply with local ordinances and regulations, including the Green Building Ordinance and employer provision of transit benefits to employees, as well as the *Planning Code* limitation on the amount of on-site parking and *Planning Code* requirements for the provision of bicycle parking; planting of street trees; as well as transit development impact fees under Article 38 of the *Administrative Code*.

As noted in the Project Description, the 181 Fremont Street project would attain a minimum of Leadership in Energy and Environmental Design (LEED) Silver certification and would be 15 percent

⁸ Letter from Jean Roggenkamp, BAAQMD, to Bill Wycko, San Francisco Planning Department, October 28, 2010, available online at http://www.baaqmd.gov/~media/Files/Planning%20and%20Research/CEQA%20Letters/San%20Francisco%20GHG%20Reduction%20Strategy_10_28_2010%20-%20AY.ashx, accessed March 8, 2011.

⁹ The checklist was used to determine the greenhouse gas reduction policies that were applicable or not applicable and to identify the policies with which the proposed project did not comply. The complete checklist is included in the administrative file for the proposed project and is available for public review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, as part of Case File. 2007.0456E

more efficient than the standards found in Title 24 of the *California Code of Regulations* (the *California Building Code*) through reduced energy consumption and water use (and thereby reduce emissions from electricity production and consumption of natural gas for heating). This LEED certification and associated local code provisions would require building commissioning, reduction in water use, reduced light pollution from outdoor lighting, limits on equipment using chlorofluorocarbons, and use of low-emitting building materials.

The proposed project would be constructed in an urban area with good transit access, reducing regional vehicle trips and vehicle miles traveled. Therefore the proposed project’s transportation-related GHG emissions would tend to be less relative to the same amount of population and employment growth in areas where transit service is generally less available.¹⁰ As determined in the Compliance Checklist for Private Development Projects, the 181 Fremont Street project would be consistent with the City’s *Strategies to Address Greenhouse Gas Emissions*.¹¹

As stated in the FEIR (pp. 436-441), adoption and implementation of the Transit Center District Plan would not directly result in GHG emissions; however, implementation of development projects in the Plan area, including the proposed 181 Fremont Street project, would result in GHG emissions. The Plan includes goals and policies that would apply to the 181 Fremont Street project, and these policies are generally consistent with the City’s *Strategies to Address Greenhouse Gas Emissions*. Therefore, the FEIR adequately addressed GHG emissions and concluded that emissions resulting from development under the Plan, including the proposed project, would be less than significant. The 181 Fremont Street project would not result in a peculiar impact and therefore impacts related to greenhouse gas emissions also are considered to be less than significant, as reported for the Plan in the FEIR.

<u>Topics:</u>	<u>Sig. Impact Identified in FEIR</u>	<u>Project Contributes to Sig. Impact Identified in FEIR</u>	<u>Project Has Sig. Peculiar Impact</u>	<u>LTS/ No Impact</u>
9. WIND AND SHADOW – Would the project:				
a) Alter wind in a manner that substantially affects public areas?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Create new shadow in a manner that substantially affects outdoor recreation facilities or other public areas?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Because there are potentially significant wind and shadow impacts identified in the FEIR, this topic is addressed in the Certificate of Determination of Exemption from Environmental Review for the proposed project.

¹⁰ The California Air Pollution Control Officers’ CEQA and Climate Change (January 2008) white paper identifies infill development as yielding a “high” emissions reduction score (between 3-30%). This paper is available online at: <http://www.capcoa.org/wp-content/uploads/downloads/2010/05/CAPCOA-White-Paper.pdf>, Accessed April 15, 2008.

¹¹ Ibid.

<i>Topics:</i>	<i>Sig. Impact Identified in FEIR</i>	<i>Project Contributes to Sig. Impact Identified in FEIR</i>	<i>Project Has Sig. Peculiar Impact</i>	<i>LTS/ No Impact</i>
10. RECREATION—Would the project:				
a) Increase the use of existing neighborhood and regional parks or other recreational facilities such that substantial physical deterioration of the facilities would occur or be accelerated?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b) Include recreational facilities or require the construction or expansion of recreational facilities that might have an adverse physical effect on the environment?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c) Physically degrade existing recreational resources?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

The project site is located in the Transit Center District Plan area, which is served primarily by publicly accessible private open spaces associated with nearby developments. In addition, Rincon Park and the Embarcadero Promenade are located four blocks away, and Justin Herman Plaza is located five blocks away. The 5-acre “City Park” atop the new Transit Center would be directly adjacent to the proposed project, and the 181 Fremont Street project would meet its office open space requirements under the Transit Center District Plan by providing a direct connection to that park via a bridge on the fifth level. The proposed project would meet its residential open space *Planning Code* requirements of 3,545 square feet of common open space through the provision of an approximately 2,700-square-foot open air terrace at level 36, and by providing an 845-square-foot bridge connection to City Park atop the Transit Center. The non-residential open space, as required in C-3 Districts per *San Francisco Planning Code* Section 138(j)(1), would be met by providing the bridge connection to City Park atop the Transit Center, about 2,335 square feet of public circulation area for access to the bridge, and a 5,000-square-foot bonus as allowed by *Planning Code* Section 138(j)(1)(F)(iv). Other planned nearby parks include Oscar Park, one block south, Transbay Park, two blocks southeast, and Mission Square, one block north of the project site.

The FEIR found that implementation of the Plan would have a less-than-significant impact related to recreational resources (pp. 531-533). Although new residents and workers at the project site would increase the use of nearby public and private open spaces, the provision of new open space resources and access to the planned City Park would satisfy the increased demand such that existing resources would not experience overuse or accelerated physical deterioration. As such, the proposed project would not result in a peculiar impact on recreational resources.

<u>Topics:</u>	<u>Sig. Impact Identified in FEIR</u>	<u>Project Contributes to Sig. Impact Identified in FEIR</u>	<u>Project Has Sig. Peculiar Impact</u>	<u>LTS/ No Impact</u>
11. UTILITIES AND SERVICE SYSTEMS— Would the project:				
a) Exceed wastewater treatment requirements of the applicable Regional Water Quality Control Board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b) Require or result in the construction of new water or wastewater treatment facilities or expansion of existing facilities, the construction of which could cause significant environmental effects?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c) Require or result in the construction of new storm water drainage facilities or expansion of existing facilities, the construction of which could cause significant environmental effects?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d) Have sufficient water supply available to serve the project from existing entitlements and resources, or require new or expanded water supply resources or entitlements?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e) Result in a determination by the wastewater treatment provider that would serve the project that it has inadequate capacity to serve the project’s projected demand in addition to the provider’s existing commitments?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
f) Be served by a landfill with sufficient permitted capacity to accommodate the project’s solid waste disposal needs?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
g) Comply with federal, state, and local statutes and regulations related to solid waste?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

The FEIR (pp. 537-541) found that implementation of the Plan would result in less-than-significant impacts to utilities and service systems, and no mitigation measures were identified. The San Francisco Public Utilities Commission (SFPUC) has concluded that under its Water Shortage Allocation Plan with additional local Water System Improvement Program supplies, sufficient water would be available to meet the existing and planned future water retail demand within San Francisco, inclusive of the growth in the Transit Center District. Similarly, the FEIR (pp. 537-538) found that sufficient dry weather capacity exists at the Southwest Water Pollution Control plant, and that development under the Plan would only result in new wet weather flow from sanitary sewage generation. Regarding solid waste, the FEIR (pp. 540-541) found that impacts would be less than significant because solid waste generated by development pursuant to the Plan would be accommodated within existing projections.

The 181 Fremont Street project would adhere to plumbing, water conservation, and waste diversion requirements of the City of San Francisco. The proposed project would represent a small fraction of the overall demand for utilities and service systems analyzed in the FEIR and found to result in less-than-significant impacts. The FEIR (pp. 538-539) concluded that development under the Plan, including the proposed project, would not exceed wastewater treatment requirements of the Regional Water Quality Control Board and would not require the construction of new water or wastewater treatment facilities. Similarly, the proposed project would have sufficient water supply available from existing entitlements. The residents and businesses of the project would not generate solid waste in amounts that would exceed permitted landfill capacity, and the project would comply with solid waste regulations. Consistent with the

findings in the FEIR, utilities and service systems would not be adversely affected by the proposed project, individually or cumulatively, and the proposed project would not result in a peculiar impact.

<i>Topics:</i>	<i>Sig. Impact Identified in FEIR</i>	<i>Project Contributes to Sig. Impact Identified in FEIR</i>	<i>Project Has Sig. Peculiar Impact</i>	<i>LTS/ No Impact</i>
12. PUBLIC SERVICES— Would the project:				
a) Result in substantial adverse physical impacts associated with the provision of, or the need for, new or physically altered governmental facilities, the construction of which could cause significant environmental impacts, in order to maintain acceptable service ratios, response times, or other performance objectives for any public services such as fire protection, police protection, schools, parks, or other services?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

The FEIR (pp. 545-550) found that implementation of the Plan would result in less-than-significant impacts to police, fire, and park services. The increased residential and worker population in the area would result in increased demand for police and fire protection services, as well as park use, but this demand could be accommodated within existing infrastructure and planned improvements in the Transit Center District Plan area, such as new parks and open spaces, or through re-deployment of resources from other areas of the city, if needed. The 181 Fremont Street project would account for a small fraction of the increased demand analyzed in the FEIR (pp. 545-547), and the proposed project would not result in a substantial increase in the demand for police or fire protection services. As described in Section 10, above, the proposed project would not result in new or peculiar impacts to parks or recreational facilities. Regarding schools, assuming a 0.05 student yield rate for market-rate units, the proposed project’s 74 units would generate about four elementary or high school students. These additional students would not exceed the capacity of schools such that new facilities would be required and the proposed project would not result in new or peculiar impacts on school facilities. In addition, and as stated in the FEIR (pp. 548-549), the Leroy F. Greene School Facilities Act of 1998, or Senate Bill 50 (SB 50), restricts the ability of local agencies such as the City and County of San Francisco to deny land use approvals on the basis that public school facilities are inadequate. SB 50 establishes the base amount of allowable developer fees per square foot of commercial and residential construction. These fees are intended to address local school facility needs resulting from new development. Overall, and consistent with the findings in the FEIR, public services would not be adversely affected by the proposed project, individually or cumulatively, and the proposed project would not result in a peculiar impact.

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

Because there are potentially significant impacts on biological resources identified in the FEIR, this topic is addressed in the Certificate of Determination of Exemption from Environmental Review for the proposed project. Although no significant project effect was identified for criteria b, c, e, or f, these issues also are discussed in the Certificate to keep the discussion of biological resources together.

<u>Topics:</u>	<u>Sig. Impact Identified in FEIR</u>	<u>Project Contributes to Sig. Impact Identified in FEIR</u>	<u>Project Has Sig. Peculiar Impact</u>	<u>LTS/ No Impact</u>
14. GEOLOGY AND SOILS—				
Would the project:				
a) Expose people or structures to potential substantial adverse effects, including the risk of loss, injury, or death involving:				
i) Rupture of a known earthquake fault, as delineated on the most recent Alquist-Priolo Earthquake Fault Zoning Map issued by the State Geologist for the area or based on other substantial evidence of a known fault? (Refer to Division of Mines and Geology Special Publication 42.)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

<i>Topics:</i>	<i>Sig. Impact Identified in FEIR</i>	<i>Project Contributes to Sig. Impact Identified in FEIR</i>	<i>Project Has Sig. Peculiar Impact</i>	<i>LTS/ No Impact</i>
ii) Strong seismic ground shaking?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
iii) Seismic-related ground failure, including liquefaction?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
iv) Landslides?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b) Result in substantial soil erosion or the loss of topsoil?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c) Be located on geologic unit or soil that is unstable, or that would become unstable as a result of the project, and potentially result in on- or off-site landslide, lateral spreading, subsidence, liquefaction, or collapse?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d) Be located on expansive soil, as defined in Table 18-1-B of the Uniform Building Code, creating substantial risks to life or property?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e) Have soils incapable of adequately supporting the use of septic tanks or alternative wastewater disposal systems where sewers are not available for the disposal of wastewater?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
f) Change substantially the topography or any unique geologic or physical features of the site?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

The FEIR (pp. 588-595) found that all impacts related to Geology and Soils would be less than significant. Based on a Phase I Environmental Site Assessment prepared for the 181 Fremont Street project, the flat project site is underlain by 14 to 19 feet of fill material comprising loose sandy gravel and gravelly sand, as well as rubble of concrete, wood, and brick debris (earthquake fill). This fill is underlain by compressible Marine Deposits—soft to medium-stiff clay, clay with sand, and sandy clay—to depths ranging from 35 to 70 feet below grade.¹²

The potential for fault rupture at the 181 Fremont Street site is low because no active faults cross the project site.¹³ According to the *General Plan* Community Safety Element, as well as the California Geologic Survey Seismic Hazard Zone maps, the proposed project is located in an area of liquefaction potential.¹⁴ Lateral spreading would occur nearby, but it is not expected to occur at the project site during a major earthquake.¹⁵ Similarly, the project site would be subject to very-strong to violent groundshaking during an earthquake.¹⁶ The project is not located in an area subject to landslides.

The proposed project is designed and would be constructed in accordance with the most current *San Francisco Building Code*, which incorporates *California Building Code* requirements. The *Building Code*

¹² Treadwell & Rollo, Phase I Environmental Site Assessment: 185 Fremont Street, San Francisco, California, March 12, 2007. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0456E.

¹³ California Geological Survey, Table 4, Cities and Counties Affected by Alquist-Priolo Earthquake Fault Zones as of May 1, 1999, from <http://www.conservation.ca.gov/cgs/rghm/ap/affected.htm>, accessed April 24, 2012.

¹⁴ California Geological Survey, State of California Seismic Hazard Zones, City and County of San Francisco, Official Map, November 17, 2000.

¹⁵ Treadwell & Rollo. Geotechnical Consultation, EIR Preparation, Downtown San Francisco Developments, San Francisco, California. October 17, 2008. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0456E.

¹⁶ Association of Bay Area Governments, Hazard Maps, Shaking Maps, 2003, www.abag.ca.gov, accessed April 24, 2012.

specifies definitions of seismic sources and the procedure used to calculate seismic forces on structures during groundshaking. During its review the Department of Building Inspection (DBI), in consultation with the project sponsor, would determine necessary engineering and design features for a structure to reduce potential damage to structures from groundshaking and to ensure compliance with all *San Francisco Building Code* provisions regarding structural safety. Based on 2010 *California Building Code* to derive the wind and seismic design loads, a preliminary geotechnical assessment for the proposed project found that it would require 60 steel piles extending about 150 feet into the bedrock from the bottom of a mat foundation.¹⁷

After receipt of the completed geotechnical investigation, DBI may require that additional site-specific soils report(s) be prepared in conjunction with permit applications. Potential damage from geologic hazards would be addressed through the DBI requirement for a geotechnical report and review of the building permit application pursuant to DBI implementation of the *Building Code*.

Regarding erosion, the proposed project would be required to adhere an erosion and sediment control plan for construction activities in accordance with Article 4.1 of the *San Francisco Public Works Code* (discussed below, in Hydrology and Water Quality) to reduce the impact of runoff from the construction site. The project would not result in a change in topography at the site, and it would not include septic tanks.

Consistent with the findings in the FEIR, implementation of the proposed project would not result in any peculiar adverse impacts with respect to Geology and Soils.

<u>Topics:</u>	<u>Sig. Impact Identified in FEIR</u>	<u>Project Contributes to Sig. Impact Identified in FEIR</u>	<u>Project Has Sig. Peculiar Impact</u>	<u>LTS/ No Impact</u>
15. HYDROLOGY AND WATER QUALITY— Would the project:				
a) Violate any water quality standards or waste discharge requirements?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b) Substantially deplete groundwater supplies or interfere substantially with groundwater recharge such that there would be a net deficit in aquifer volume or a lowering of the local groundwater table level (e.g., the production rate of pre-existing nearby wells would drop to a level which would not support existing land uses or planned uses for which permits have been granted)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c) Substantially alter the existing drainage pattern of the site or area, including through the alteration of the course of a stream or river, in a manner that would result in substantial erosion of siltation on- or off-site?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

¹⁷ Louie International Structural Engineers, Letter RE: 181 Fremont Street, San Francisco. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0456E.

<i>Topics:</i>	<i>Sig. Impact Identified in FEIR</i>	<i>Project Contributes to Sig. Impact Identified in FEIR</i>	<i>Project Has Sig. Peculiar Impact</i>	<i>LTS/ No Impact</i>
d) Substantially alter the existing drainage pattern of the site or area, including through the alteration of the course of a stream or river, or substantially increase the rate or amount of surface runoff in a manner that would result in flooding on- or off-site?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e) Create or contribute runoff water which would exceed the capacity of existing or planned stormwater drainage systems or provide substantial additional sources of polluted runoff?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
f) Otherwise substantially degrade water quality?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
g) Place housing within a 100-year flood hazard area as mapped on a federal Flood Hazard Boundary or Flood Insurance Rate Map or other authoritative flood hazard delineation map?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
h) Place within a 100-year flood hazard area structures that would impede or redirect flood flows?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
i) Expose people or structures to a significant risk of loss, injury or death involving flooding, including flooding as a result of the failure of a levee or dam?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
j) Expose people or structures to a significant risk of loss, injury or death involving inundation by seiche, tsunami, or mudflow?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Construction: The 181 Fremont Street project would include construction of a below-ground parking garage that could require dewatering, given that groundwater is estimated to exist from 8 to 10 feet below ground level.¹⁸ Construction stormwater discharges to the City’s combined sewer system would be subject to the requirements of Article 4.1 of the *San Francisco Public Works Code* (supplemented by Department of Public Works Order No. 158170), which incorporates and implements the City’s National Pollution Discharge Elimination System (NPDES) permit, and the federal Combined Sewer Overflow Control Policy. Stormwater drainage during construction would flow to the City’s combined sewer system, where it would receive treatment at the Southeast plant or other wet weather facilities and would be discharged through an existing outfall or overflow structure in compliance with the existing NPDES permit. Therefore, compliance with applicable permits would reduce water quality impacts, and the proposed project would not result in new or peculiar impacts related to violation of water quality standards or degradation of water quality due to discharge of construction related stormwater runoff.

Operation: Regarding groundwater supplies, the 181 Fremont Street project site would use potable water from the San Francisco Public Utilities Commission (SFPUC). Groundwater from the Downtown San Francisco Groundwater Basin is not used as drinking water, and the proposed project would not result in additional impervious surfaces to the extent that it would affect groundwater recharge because the site is fully occupied by existing buildings. The proposed project would not affect the course of a stream or river, and it would not contribute runoff that would exceed the capacity of existing or planned

¹⁸ Treadwell & Rollo, Phase I Environmental Site Assessment: 185 Fremont Street, San Francisco, California, March 12, 2007. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0456E.

stormwater drainage systems. Stormwater flows and draining would be controlled by San Francisco’s Stormwater Design Guidelines. Further, as a part of the LEED Silver certification, the proposed project would comply with LEED Sustainable Sites Credits 6.1 (Stormwater Design – Quantity Control) and 6.2 (Stormwater Design – Quality Control). Compliance with San Francisco’s Stormwater Design Guidelines and LEED credits would reduce the quantity and rate of stormwater runoff to the city’s combined sewer system and improve the water quality of those discharges.

The project site is not in an area subject to reservoir inundation hazards and is not located in a volcanic area that could be subject to mudflow. The 181 Fremont Street project site is not located within a 100-year flood hazard area or in an area subject to reservoir inundation hazards, mudflow, or seiches.¹⁹ Therefore, the proposed project would have no impact related to these hazards. Impacts from sea level rise and tsunami are expected to be less than significant, given the existing National Warning System and San Francisco outdoor warning system.

Consistent with the findings in the FEIR (pp. 611-620), the proposed project would no peculiar adverse impacts related to hydrology and water quality.

<i>Topics:</i>	<i>Sig. Impact Identified in FEIR</i>	<i>Project Contributes to Sig. Impact Identified in FEIR</i>	<i>Project Has Sig. Peculiar Impact</i>	<i>LTS/ No Impact</i>
16. HAZARDS AND HAZARDOUS MATERIALS				
Would the project:				
a) Create a significant hazard to the public or the environment through the routine transport, use, or disposal of hazardous materials?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b) Create a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment?	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Emit hazardous emissions or handle hazardous or acutely hazardous materials, substances, or waste within one-quarter mile of an existing or proposed school?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d) Be located on a site which is included on a list of hazardous materials sites compiled pursuant to Government Code Section 65962.5 and, as a result, would it create a significant hazard to the public or the environment?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e) For a project located within an airport land use plan or, where such a plan has not been adopted, within two miles of a public airport or public use airport, would the project result in a safety hazard for people residing or working in the project area?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
f) For a project within the vicinity of a private airstrip, would the project result in a safety hazard for people residing or working in the project area?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

¹⁹ URS Corporation, City and County of San Francisco Hazard Mitigation Plan, December, 2008. This material is available for review at the Planning Department, 1650 Mission Street, Suite 400, in File No. 2007.0558E.

<i>Topics:</i>	<i>Sig. Impact Identified in FEIR</i>	<i>Project Contributes to Sig. Impact Identified in FEIR</i>	<i>Project Has Sig. Peculiar Impact</i>	<i>LTS/ No Impact</i>
g) Impair implementation of or physically interfere with an adopted emergency response plan or emergency evacuation plan?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
h) Expose people or structures to a significant risk of loss, injury or death involving fires?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Because the FEIR identified potentially significant impacts with respect to hazards and hazardous materials, this topic is addressed in the Certificate of Determination of Exemption from Environmental Review for the proposed project. Although no significant project effect was identified for criteria a, c, d, e, f, g, or h, these issues also are discussed in the Certificate to keep the discussion of hazardous materials together.

<i>Topics:</i>	<i>Sig. Impact Identified in FEIR</i>	<i>Project Contributes to Sig. Impact Identified in FEIR</i>	<i>Project Has Sig. Peculiar Impact</i>	<i>LTS/ No Impact</i>
17. MINERAL AND ENERGY RESOURCES—Would the project:				
a) Result in the loss of availability of a known mineral resource that would be of value to the region and the residents of the state?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b) Result in the loss of availability of a locally-important mineral resource recovery site delineated on a local general plan, specific plan or other land use plan?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c) Encourage activities which result in the use of large amounts of fuel, water, or energy, or use these in a wasteful manner?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

All land in San Francisco, including the 181 Fremont Street project site, is designated as Mineral Resource Zone 4 (MRZ-4) by the California Division of Mines and Geology (CDMG). This designation indicates that there is not adequate information available for assignment to any other MRZ, and thus the site is not a designated area of significant mineral deposits. The 181 Fremont Street project site is not a mineral resource recovery site, and it would not requiring quarrying, mining, dredging, or extraction of locally important mineral resources on the project site, and it would not deplete non-renewable natural resources.

Development of the proposed project would not result in unusually large amounts of fuel, water, or energy in the context of energy use throughout the City and region. Demand from the 181 Fremont Street project would be typical for a buildings of the size and nature proposed and would meet, or exceed, the current state and local codes and standards concerning energy consumption, including Title 24 of the *California Code of Regulations* and the San Francisco Green Building Ordinance. Documentation showing compliance with these standards has been submitted to the City in the form of the “Compliance Checklist Table for Greenhouse Gas Analysis: Private Development Projects” described above. Title 24 and the Green Building Ordinance are

enforced by DBI. Moreover, the proposed project would incorporate energy-saving features that would reduce energy consumption to levels lower than those of conventionally built structures.

Consistent with the findings in the FEIR (pp. 653–655), the proposed project would have no impact related to mineral resources.

<i>Topics:</i>	<i>Sig. Impact Identified in FEIR</i>	<i>Project Contributes to Sig. Impact Identified in FEIR</i>	<i>Project Has Sig. Peculiar Impact</i>	<i>LTS/ No Impact</i>
18. AGRICULTURE AND FOREST RESOURCES: In determining whether impacts to agricultural resources are significant environmental effects, lead agencies may refer to the California Agricultural Land Evaluation and Site Assessment Model (1997) prepared by the California Dept. of Conservation as an optional model to use in assessing impacts on agriculture and farmland. In determining whether impacts to forest resources, including timberland, are significant environmental effects, lead agencies may refer to information compiled by the California Department of Forestry and Fire Protection regarding the state’s inventory of forest land, including the Forest and Range Assessment Project and the Forest Legacy Assessment project; and forest carbon measurement methodology provided in Forest Protocols adopted by the California Air Resources Board. – Would the project:				
a) Convert Prime Farmland, Unique Farmland, or Farmland of Statewide Importance, as shown on the maps prepared pursuant to the Farmland Mapping and Monitoring Program of the California Resources Agency, to non-agricultural use?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b) Conflict with existing zoning for agricultural use, or a Williamson Act contract?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c) Conflict with existing zoning for, or cause rezoning of, forest land (as defined in Public Resources Code Section 12220(g)) or timberland (as defined by Public Resources Code Section 4526)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d) Result in the loss of forest land or conversion of forest land to non-forest use?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e) Involve other changes in the existing environment which, due to their location or nature, could result in conversion of Farmland to non-agricultural use or forest land to non-forest use?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

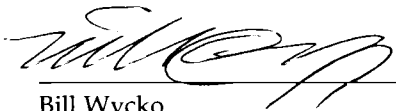
The 181 Fremont Street project site and surrounding areas do not contain agricultural or forest uses and are not zoned for such uses. Therefore, construction of the proposed project would not convert any prime farmland, unique farmland or Farmland of Statewide Importance to non-agricultural use, and it would not conflict with existing zoning for agricultural land use or a Williamson contract, nor would it involve any changes to the environment that could result in the conversion of farmland. The proposed project would not result in the loss of forest land or conversion of forest land to non-forest uses. Accordingly, and consistent with the FEIR (p. 656), these criteria are not applicable to the proposed project.

<u>Topics:</u>	<u>Sig. Impact Identified in FEIR</u>	<u>Project Contributes to Sig. Impact Identified in FEIR</u>	<u>Project Has Sig. Peculiar Impact</u>	<u>LTS/ No Impact</u>
19. MANDATORY FINDINGS OF SIGNIFICANCE—Would the project:				
a) Have the potential to degrade the quality of the environment, substantially reduce the habitat of a fish or wildlife species, cause a fish or wildlife population to drop below self-sustaining levels, threaten to eliminate a plant or animal community, reduce the number or restrict the range of a rare or endangered plant or animal, or eliminate important examples of the major periods of California history or prehistory?	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b) Have impacts that would be individually limited, but cumulatively considerable? (“Cumulatively considerable” means that the incremental effects of a project are considerable when viewed in connection with the effects of past projects, the effects of other current projects, and the effects of probable future projects.)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c) Have environmental effects that would cause substantial adverse effects on human beings, either directly or indirectly?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

C. DETERMINATION

On the basis of this review, it can be determined that:

- The proposed project qualifies for consideration of a Community Plan exemption based on the applicable General Plan and zoning requirements; AND
- All potentially significant individual or cumulative impacts of the proposed project were identified in the applicable programmatic final EIR (FEIR) for the Plan Area, and all applicable mitigation measures have been incorporated into the proposed project or will be required in approval of the project.
- The proposed project may have a potentially significant impact not identified in the FEIR for the topic area(s) identified above, but that this impact can be reduced to a less-than-significant level in this case because revisions in the project have been made by or agreed to by the project proponent. A focused Initial Study and MITIGATED NEGATIVE DECLARATION is required, analyzing the effects that remain to be addressed.
- The proposed project may have a potentially significant impact not identified in the FEIR for the topic area(s) identified above. An ENVIRONMENTAL IMPACT REPORT is required, analyzing the effects that remain to be addressed.


 Bill Wycko
 Environmental Review Officer
 for
 John Rahaim, Planning Director

DATE November 5, 2012

Appendix A
181 Fremont Driveway Operations Plans

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181 Fremont

Driveway Operations Plan

Planning Department Case #2007.0456!

Truck Operations:

- Inbound loading dock access shall be restricted for trucks to non-peak hours. No truck (defined as a vehicle with six or more wheels) shall be permitted to enter the driveway between 7:00 AM – 9:00 AM or 4:00 PM – 7:00 PM on weekdays. Trucks shall be permitted to depart the loading dock at any time, with active guidance from the driveway attendant(s) as described below.
- No truck longer than 35' shall be allowed to enter the driveway at any time. Trucks longer than 35' requiring occasional access to the Project shall obtain necessary permits to reserve the east curb of Fremont Street adjacent to the Project site.
- Except for occasional large truck curbside access as described above, no on-street commercial loading access shall be available; the curb shall be reserved as a right-turn pocket for inbound vehicles and for passenger loading only. Trucks shall not park or stop at the curb, and shall not “double-park” or otherwise stop or park in a manner that blocks any portion of the Fremont Street travel lanes, bike lane or sidewalk at any time. All commercial vehicles accessing the Project shall utilize the loading dock as specified in this document, or shall utilize a designated on-street commercial loading space off site from the Project.
- No truck shall be permitted to reverse out of the driveway at any time. Trucks shall be required to enter driving forward and turn around within the driveway/dock area. Alternatively, trucks may enter the driveway in reverse, but only during permitted hours and while guided by the driveway attendant, as described below. No truck shall be permitted to enter the driveway unless it will be able to exit driving forward.
- No truck shall be permitted to reverse in to the driveway between the hours of 5:00 AM and 10:00 PM every day.
- Trucks entering while driving forward shall enter the driveway from the travel and/or bike lanes on Fremont Street, not the curbside loading pocket (as described below), due to truck turn requirements. When a truck arrives at the driveway, the driveway attendant shall hold pedestrian and bicycle traffic on Fremont Street to enable the truck to enter the driveway as quickly as possible, in order to minimize the amount of time that the truck blocks any lanes on Fremont Street.

Parking Operations:

- Except for vehicles for disabled drivers, all vehicles to be parked in the garage (including car-share and service vehicles) shall be parked by valet. No parking spaces shall be assigned to individual parkers. Rights to park shall be sold, licensed, leased or otherwise made available to users on a permanent, monthly, weekly, and/or hourly basis, without limitations on whether the users are associated with the project residential uses, the project office or retail uses, or nearby non-project uses as permitted by the *Planning Code*; provided, however that in all events the project shall comply with the provisions of the Planning Code relating to pricing (currently *Planning Code* Section 155(g)) and to residential unbundling requirements (currently *Planning Code* Section 166)).

- Sufficient valet attendants (estimated to be 4-5 valet attendants during peak times, fewer during off-peak) shall be employed to manage parking drop-off operations such that the vehicle queue within the driveway shall not exceed five vehicles or otherwise interfere with operations inside the garage.
- A combination of attendants, valets and signals shall manage parking ramp traffic to avoid conflicts between upward-bound, downward-bound and dock-bound traffic.
- To avoid having multiple outbound vehicles block the Fremont Street sidewalk, outbound vehicles shall not begin to exit the Project driveway onto the Fremont Street sidewalk if another outbound vehicle in front has not yet fully departed the Project driveway and merged onto Fremont Street. This shall be communicated to drivers by signage inside the parking garage, and shall be enforced by the driveway attendant.

Curbside Operations:

- The east curb of Fremont Street adjacent to the project site shall serve as both a loading zone and a turn pocket for vehicles entering the Project driveway. The loading zone shall be available for any vehicle actively engaged in loading activities, and shall not be reserved for the exclusive use of the Project.
- During peak hours between 7:00 AM – 9:00 AM and 4:00 PM – 7:00 PM on weekdays, the northern two-thirds (approximately 45 feet) of the curb south of the driveway entrance and adjacent to the Project site shall function as a turn pocket, while the southern one-third (approximately 25 feet) shall function as a loading zone. This would provide room for two cars destined to the Project driveway to queue while waiting for a gap in pedestrian traffic, and for one vehicle to load at the curb. No vehicle longer than 25 feet shall be permitted to load at the curb during these hours. These regulations shall be enforced by the driveway attendant, working with SFMTA Parking Control Officers.
- During off-peak hours, the northern one-third (approximately 25 feet) of the curb shall function as a turn pocket, while the southern two-thirds (approximately 45 feet) shall function as a loading zone. These regulations shall be enforced by the driveway attendant, working with SFMTA Parking Control Officers.
- Cars destined to the Project driveway shall enter the on-street turn pocket and wait for a safe gap in pedestrian traffic. Cars shall not stop within any bike lane or traffic lanes on Fremont Street. These regulations shall be enforced by the driveway attendant, working with SFMTA Parking Control Officers.
- At all times that the attendant(s) is on duty, the attendant shall require vehicles loading at the curb to do so as far south as possible and to obey all of the regulations specified above, in order to provide as much space for queued vehicles as possible.

Driveway Attendant(s):

- A room for driveway attendant(s) shall be provided adjacent to the driveway entrance on Fremont Street. From this location, an attendant shall have a view of Fremont Street, the Project driveway and the loading dock.
- At all hours that Project driveway or loading dock is open, at least one driveway attendant shall be on duty.
- The driveway attendant(s) shall actively guide every inbound and outbound truck while they cross the sidewalk.
- Attendant responsibilities shall include:

1. Working with SFMTA Parking Control Officers, ensure that cars and trucks do not park or stop in a manner that blocks any travel lanes, bike lane or sidewalk on Fremont Street in front of the Project site at any time (i.e. “double-parking”)
 2. Working with SFMTA Parking Control Officers, ensure that trucks do not park or stop along the east curb of Fremont Street in front of the Project site at any time, except for occasional large truck access with necessary permits
 3. Manage conflicts between pedestrian, bicycle and truck traffic, temporarily holding pedestrian traffic during truck movements if necessary
 4. Schedule and manage truck activity at the loading dock
 5. Confirm availability of dock space for inbound trucks before they enter the driveway
 6. Ensure that trucks longer than 35’ do not enter driveway at any time
 7. Ensure that trucks do not enter the driveway between 7:00 AM – 9:00 AM or 4:00 PM – 7:00 PM on weekdays
 8. Ensure trucks do not reverse out of driveway at any time
 9. Ensure trucks do not reverse into the driveway between the hours of 5:00 AM and 10:00 PM every day
 10. Guide trucks reversing into the driveway during permitted hours
- In no instance shall the driveway attendant stop pedestrian traffic on the sidewalk in order to allow a car to enter or exit the Project driveway. The attendant shall stop pedestrian traffic only if necessary to allow a truck to enter or exit the Project driveway.

Physical Improvements:

- An electronic “parking lot full” sign shall be attached to the building near the driveway, activated by the parking lot attendant, to notify drivers when garage is at capacity. Movable signs and/or barriers may also be placed within the driveway by the attendant. No signage shall be placed within the sidewalk or roadway.
- Visual aids shall be installed and maintained within driveway and on-building (if needed) to facilitate truck maneuvers.
- Audible and visual warning devices shall be installed and maintained to alert pedestrians of trucks exiting the loading dock and of vehicles exiting the garage. These devices shall be no louder or brighter than necessary to warn pedestrians in the immediate vicinity of the driveway, and shall not be audible or visible from the adjacent Transbay bus plaza.
- A video camera (or similar device) with views of Fremont and the driveway shall be provided to assist the attendants in monitoring.

Revisions:

Revisions shall be made to this operations plan as necessary to reflect changes in generally accepted technology or operation protocols, or changes in conditions. All revisions shall be reviewed and approved by the Planning Department. All revisions to on-street loading regulations along the east curb of Fremont Street shall require review, public hearing, and approval by SFMTA.

Appendix A
181 Fremont Driveway Operations Plans

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181 Fremont

Driveway Operations Plan

Planning Department Case #2007.0456!

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Parcel Map

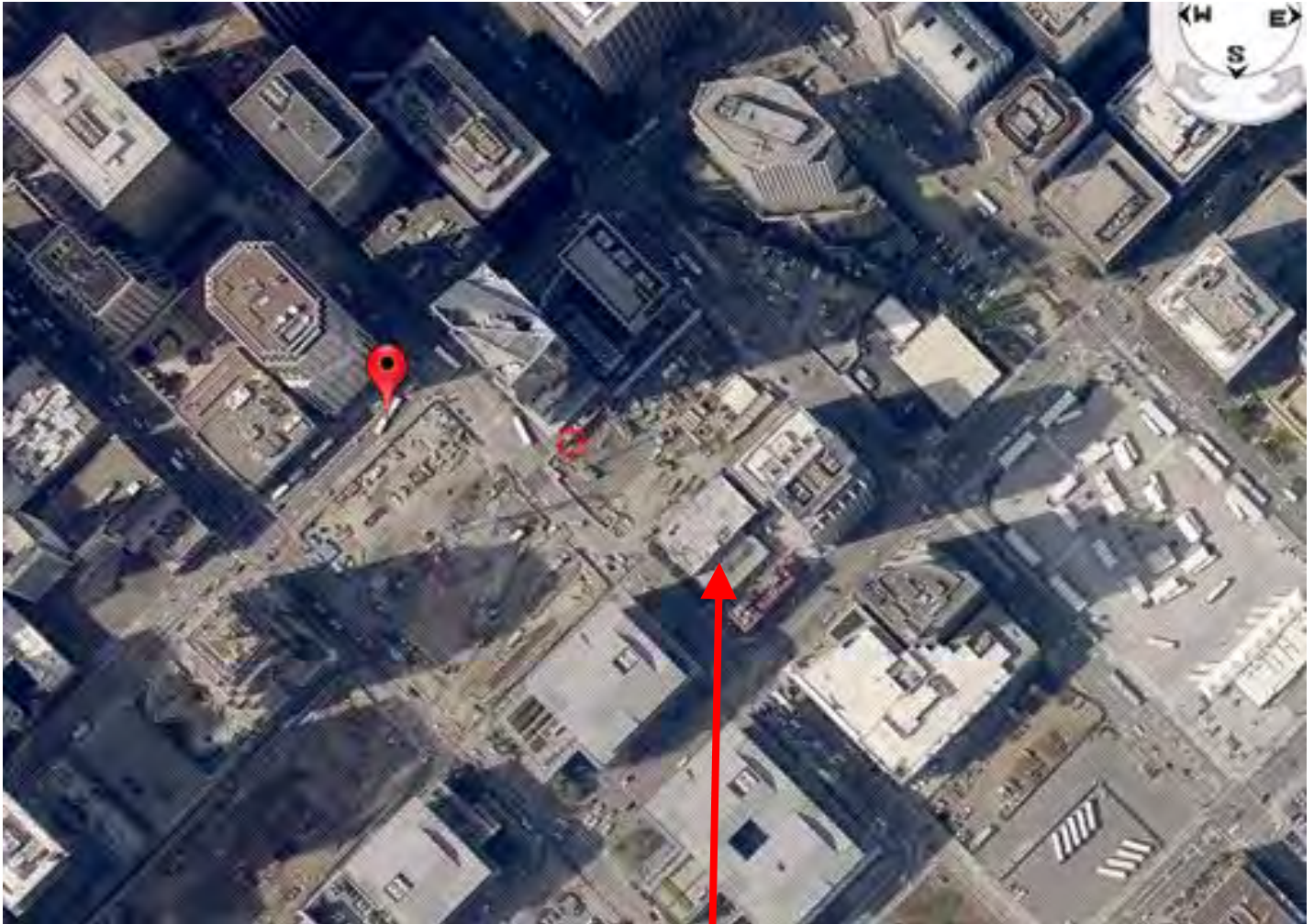


PROJECT SITE



Section 309 Determination of Compliance
Case No. 2007.0456EBKXV
181 Fremont Street

Aerial Photo



PROJECT SITE



Section 309 Determination of Compliance
Case No. 2007.0456EBKXV
181 Fremont Street

Aerial Photo



PROJECT SITE



Section 309 Determination of Compliance
Case No. 2007.0456EBKXV
181 Fremont Street

Aerial Photo



PROJECT SITE



Section 309 Determination of Compliance
Case No. 2007.0456EBKXV
181 Fremont Street

Zoning Map



Section 309 Determination of Compliance
Case No. 2007.0456EBKXV
181 Fremont Street



Rachel B. Horsch
tel 415.983.1193
rachel.horsch@pillsburylaw.com

November 16, 2012

The Honorable Commissioners
San Francisco Planning Commission
1650 Mission Street, Suite 400
San Francisco, CA 94103-2479

Re: 181 Fremont Street Project – Project Approvals

Dear Commissioners:

This letter brief is submitted by Pillsbury Winthrop Shaw Pittman LLP on behalf of the owner of the 181 Fremont Street project (the “Project”).

The Project will develop a slender and elegant 52-story mixed use high-rise in the expanding office core surrounding the Transbay Transit Center. The Project will produce over **\$400 Million** in one-time and recurring project benefits. Located in the South Financial District and the Transit Center District, the Project will help ensure that downtown San Francisco remains the region’s premier location for transit-oriented job growth and will reinforce the area’s role as a major job center by providing approximately 404,000 square feet of new office space and approximately 135,000 square feet of new residential space. The Project will also help create an elegant downtown skyline by complementing the other development in the Transit Center District.

The Project will produce over **\$94 Million** through impact fees, inclusionary housing and participation in the Transit Center District Mello Roos as follows:

<u>Benefit</u>	<u>Approx Amount</u>
Transit Impact Development Fee (§ 411)	\$4,400,000
Downtown Park Fund (§ 412)	\$800,000
Jobs-Housing Linkage Program (§ 413)	\$8,000,000
Childcare (§ 414)	\$400,000
Inclusionary Affordable Housing (§ 415)	\$23,500,000
TCD Open Space Impact Fee (§ 424.6)	\$3,500,000
TCD Transportation and Street Improvement Impact Fee (§ 424.7)	\$10,500,000
TCD Mello Roos Community Facilities District, Present Value (§ 424.8)	\$41,000,000
Public Art (§ 429)	\$2,000,000
<i>Total</i>	<i>\$94,100,000</i>

In addition, the project would contribute approximately **\$370 million** in property and transfer taxes over a 30 year period assuming one transfer every 7 years.

I. PROJECT DESCRIPTION AND BENEFITS

181 Fremont is a cornerstone of the plan to create a new neighborhood with homes, offices, parks and shops surrounding the new Transit Center. The project embodies the core principles of the Transit Center District Plan (“TCDP”) by primarily building office and retail space with a notable amount of residential space. It focuses on transit-oriented development and utilizes superior urban design standards to achieve environmental and economic benefits.

The Project involves the construction of a slender and elegant office and residential tower adjacent to the Transbay Transit Center on Fremont Street (see [Exhibit A](#) for renderings of the Project). A combination of residential and office lobby as well as retail will be available to the Project's workforce, residents and visitors at the ground floor and will lead by a shuttle elevator to an additional public lobby on the fifth floor with retail space and public restrooms and an elegantly designed bridge connecting seamlessly to the park above the Transit Center (see [Exhibit B](#) for ground and fifth floor plans). Above the lobby, levels 3-36 will be developed with approximately 404,000 square feet of Class A office space, the 37th level will be developed with amenities for the residents, including approximately 2,700 square feet of open air terrace, and up to 74 residential units will be developed in approximately 128,000 square feet in levels 39 through 52. As required by the Transbay Redevelopment Plan, 15% of these units will be provided as on-site inclusionary units. Rooftop mechanical equipment will be screened by fenestration elements creating a unique building crown and a clean design for the top of the building. As a result of its location immediately adjacent to the Transit Center, the Project is designed with a foundation that is co-terminous in depth with the train box for the Transit Center (due to structural considerations this foundation can be neither deeper nor more shallow than the train box). Within this subterranean structure the Project has located bicycle parking, mechanical spaces, storage, loading, and parking, resulting in complete screening of all auto-related function. The loading functions include three truck docks a half level below the lobby and four service vehicle spaces on level B2. The bicycle accommodations include 10 showers, 30 lockers and 117 Class I spaces located in the garage and on the mezzanine level as well as eight Class II spaces outside of the building for short term use. The parking spaces include approximately 184 valet-operated spaces through a combination of accessible, tandem, and car stacker stalls including four valet-served carshare spaces. The parking ingress and egress will be on Fremont Street, the only public street frontage of the site.

The Project will create approximately 404,000 square feet of office use and approximately 135,000 square feet of residential use in the Transit Center District immediately adjacent to the Transit Center (serving MUNI, AC Transit, SAMTrans, Golden Gate Transit, Greyhound and ultimately CalTrain and California high speed rail) and within easy walking distance to Muni Metro, BART, and the ferry terminal. The Project will also provide approximately 2,000 square feet of new retail as well as open space and direct access to City Park (see [Exhibit B](#) for diagrams and renderings showing the public space providing access to City Park). These features will contribute to the development of the Transit Center District as a prime economic hub. Overall, the Project will help ensure that downtown San Francisco remains the region's premier location for transit-oriented job growth, will reinforce the area's role as a major job center and encourage growth in the larger metropolitan area in an environmentally sound manner.

The Project creates a slender, elegant form that is unique and complementary to the urban form proposed in the Transit Center District Plan, as shown in [Exhibit A](#). The Project includes an architectural crown

element of glass and interlocking structural members and, on the corner closest to the Transbay Tower, a tall slender spire, which rises to 802.5 feet and serves to create an elegant termination point for the slender, tapering form of the building and to point the skyline toward its intended apex at the Transbay Tower (see Exhibit C for renderings of the architectural crown element). These elements are designed as integral components of the building design, enhance both the overall silhouette of the building and the City skyline as viewed from distant public vantage points by producing an elegant and unique building top, and achieve overall design excellence.

II. PUBLIC OUTREACH AND SUPPORT

The Project Sponsor values and has undertaken community outreach efforts since the initial application of the project and has received broad community support in the form of letters, petitions and endorsements from community leaders, neighborhood merchants, individuals and numerous community organizations, including:

- San Francisco Building and Construction Trades, San Francisco Chamber of Commerce, San Francisco Travel Association, Union Square Business Improvement District, Carpenter's Union Local 22, Town Hall Restaurant, San Francisco Housing Action Coalition, Recreation and Park Commission members, Mark Buell, Tom Harrison, Meagan Levitan, Gloria Bonilla, Paige Arata, Allan Low and Larry Martin, Rocket Space, Inc.

Samples of support letters from community organizations are attached hereto as Exhibit D.

III. PROJECT APPROVALS

The Project requires approval under the Downtown permit review provisions of Planning Code Section 309 (including the granting of appropriate exceptions thereunder), allocation of office square footage under the provisions of Planning Code Section 321 et seq., determinations of non-adverse shadows under Planning Code Section 295, and approval of a variance by the Zoning Administrator under Planning Code Section 305 for the dwelling unit exposure requirements of Planning Code Section 140.

A. Approvals of a Downtown Project (Section 309)

The Project is appropriate for approval under Section 309 as it complies with the applicable provisions of the Planning Code and affirmatively promotes numerous objectives and policies of the Downtown Area Plan and the Transit Center District Plan. In addition, the exceptions requested pursuant to Section 309 of the Code are appropriate as explained below.

Setback, Streetwall, Tower Separation, and Rear Yard Exceptions

The Project is a slender tower on a very compact site that is designed with faceted tapering panels to create a vertical appearance on the sky line (see Exhibit A). Rather than being set back in tiers, the tower tapers subtly for its entire height. Due to its location immediately adjacent to both the Transbay Terminal on one side and a publically accessible privately owned open space on the other (with the historic Marine Electric Building immediately adjacent to that), the building will always have significant separation from

any nearby towers with the nearest towers being 199 Fremont to the east and Millennium Tower to the north on the other side of the low rise Transbay Terminal building. Overall, the Project's slender shape, tapering form and siting all combine to preserve the openness of the street to the sky and avoid the perception of overwhelming mass that would be created by a number of tall buildings built close together, with unrelieved vertical rise, and maintains the continuity of a predominant street wall along the street.

Ground Level Wind Current Exception

Pursuant to the Project's Pedestrian Wind Study, the Project does not cause equivalent wind speeds to reach or exceed the hazard level of 26 miles per hour for a single hour of the year and so Project complies with the hazard criterion. Regarding the comfort criterion, the study found that the Project: (i) caused no equivalent wind speeds to reach or exceed the hazard level for a single hour of the year; (ii) caused no ground-level wind currents to exceed, more than 10% of the time, the comfort level of 11 m.p.h. equivalent wind speed in areas of substantial pedestrian use; and (iii) increased from five to eight the locations where the ground-level wind currents exceed, more than 10% of the time, the comfort level of 7 m.p.h. equivalent. However, all of these exceedences were marginal and most would be eliminated once the surrounding area is built up according to current plans and the contemplated landscaping is installed. Several of these exceedences occurred in locations that might not be used for seating, which would mean the locations would be subject to the 11 m.p.h. pedestrian standard rather than the 7 m.p.h. seating standard and the wind speeds would not exceed the comfort criterion. Moreover, the Project has included all wind-baffling measures feasible without creating an unattractive and ungainly building form and unduly restricting the development potential of the Project site and these measures are expected to reduce the exceedences to none or to at least reduce them to limited time and level of exceedence to result in insubstantial additions.

Residential Accessory Parking

Due to geotechnical constraints, the underground parking garage of the Project must be the same depth as the Transit Center train box. As a result, the Project would provide approximately 184 parking spaces, of which 108 are within the approximately 14,140 square feet permitted as accessory to the commercial use and four are permitted car-share spaces. The remaining 72 residential parking spaces are more than the 18 permitted as of right, but less than the 74 maximum parking spaces permitted with an exception. The Project has been designed to meet the criteria of the Planning Code that permits accessory parking in the C-3 District in addition to what is permitted as of right. To garner the accessory parking, the Project will comply with the affordable housing requirements under the Planning Code that apply to projects seeking conditional use authorizations. In addition, all of the accessory parking will be stored in the five subsurface parking levels and accessed by valet and mechanical stackers. As a result, the use of underground space will be efficiently maximized and all of the parking will be located completely underground with minimal use of space on the ground floor. Furthermore, all of the parking is designed (through use of valet service and vehicle elevators) to minimize the impact on and around the Project site on pedestrian spaces, transit services, bicycle movement and overall traffic movement in the district.

Parking and Loading Design

181 Fremont has only one street frontage (Fremont Street). As a result, all required loading must be accessed across Fremont Street. Great care has been taken in designing the 18'-0" curb cut, the shape and location of the driveway, and an extensive Driveway Operations Plan, which will minimize negative impacts to transit movement and to the safety of pedestrians and bicyclists to the fullest extent feasible (see Exhibit B for renderings of the Project's ground floor plan and streetscape). The parking provided on site has also been designed to use the same entrance as the loading.

Upper Tower Extension Exception

The roof above the highest occupied floor is 700 feet above grade. Above that roof height, the Project includes an architectural crown element of glass and interlocking structural members and, on the corner closest to the Transbay Tower, a tall slender spire with a diagonal (in cross section) of approximately 7 feet (see Exhibit D). The glass and steel architectural crown element, which rises to a maximum height of 745 feet, also serves to screen a mechanical and elevator penthouse that is set back from the building form. The spire which rises to 802.5 feet serves to create an elegant termination point for the slender tapering form of the building and to point the skyline toward its intended apex at the Transbay Tower. These additional features add no significant shadows to public open spaces and are designed as integral components of the building design, enhance both the overall silhouette of the building and the City skyline as viewed from distant public vantage points by producing an elegant and unique building top, and achieve overall design excellence.

B. Allocation of Office Square Footage (Section 321)

The Project requires approval of allocation of office square footage under the 2012-2013 annual office development limitation program and pursuant to Section 321 *et seq.* of the Planning Code for approximately 361,038 net new gross square feet of office use. The allocation of office is appropriate because the Project will contribute to economic growth in the City by increasing office space adjacent to the Transit Center that is within easy walking distance to buses and trains at the Transit Center, Muni Metro, BART and the ferry terminal. The Project is also located within walking distance of the commercial center of the City. Because the Project is mixed use, with both office and residential components, it simultaneously promotes economic growth, housing, transportation and public services, while helping to maintain a balance among these objectives.

The Project will be located in the South Financial District and also in Transit Center District and in Zone 2 of the Transbay Redevelopment Project Area. One of the primary objectives stated in the draft Transit Center District Plan is to maintain downtown San Francisco as the region's premier location for transit-oriented job growth and to reinforce the role of downtown within the City as its major job center. In addition, the Transbay Redevelopment Plan states that one of its objectives is to concentrate new office on parcels adjacent to the new terminal. The current demand for Class A office space in the South Financial District is strong and improving with current vacancy rates below 9%, down from 12% in 2010. Historically, the San Francisco office market experiences rental rate spikes when overall vacancy levels drop below 10%. The approximately 361,038 square feet of net new office that the Project proposes will help balance supply with this increasing demand. The Project is therefore highly suitable for its location

and will have a positive effect on that location by providing additional Class A office supply that will help meet increasing demand.

C. Allocation of Net New Shadow to 181 Fremont from Union Square (Section 295)

The Project (as an unsculpted form) was included in the shadow analysis for the TCDP which was presented to the Joint Planning and Recreation and Park Commission Hearing on October 11, 2012. In addition, a project-specific shadow analysis was completed for the actual design of the building. Both analyses show that the Project would not shadow any Prop K parks except for minimal shadow on Union Square. The Project's design has been refined so that the shadow on Union Square lasts only for 5 minutes, from 7:25AM to 7:30AM for up to two weeks per year (the week including August 16 and the mirrored week on the opposite side of the calendar). This shadow makes up approximately 0.0005% of the Total Annual Available Sunlight and is less than 1/300th of the current remaining shadow budget (after the recent increase and subsequent allocation to the Transbay Tower). Therefore, the Project requires allocation of 0.0005% of the available Absolute Cumulative Limit (ACL) of 0.179% (see Exhibit E).

It should also be noted that the Project's shadow would be only a very small fraction (less than 1%) of the existing shadow budget before the October 11, 2012, Joint Hearing.

IV. CONCLUSION

The Project is well-designed and well-located, and merits the approvals requested both for the reasons stated herein and because of the substantial economic and social benefits that will result to the City. In particular, the Project will:

- Produce over **\$400 million** in one-time and recurring revenue and benefits to the City;
- Implement the goals of the Transit Center District Plan;
- Maintain Downtown San Francisco's Position as the Region's Premier Job Center;
- Create an Elegant Downtown Skyline; and
- Provide numerous other social benefits.

Based on the above and on behalf of the Project Sponsor, we respectfully request your approval of the Project.

Best regards.



Rachel B. Horsch

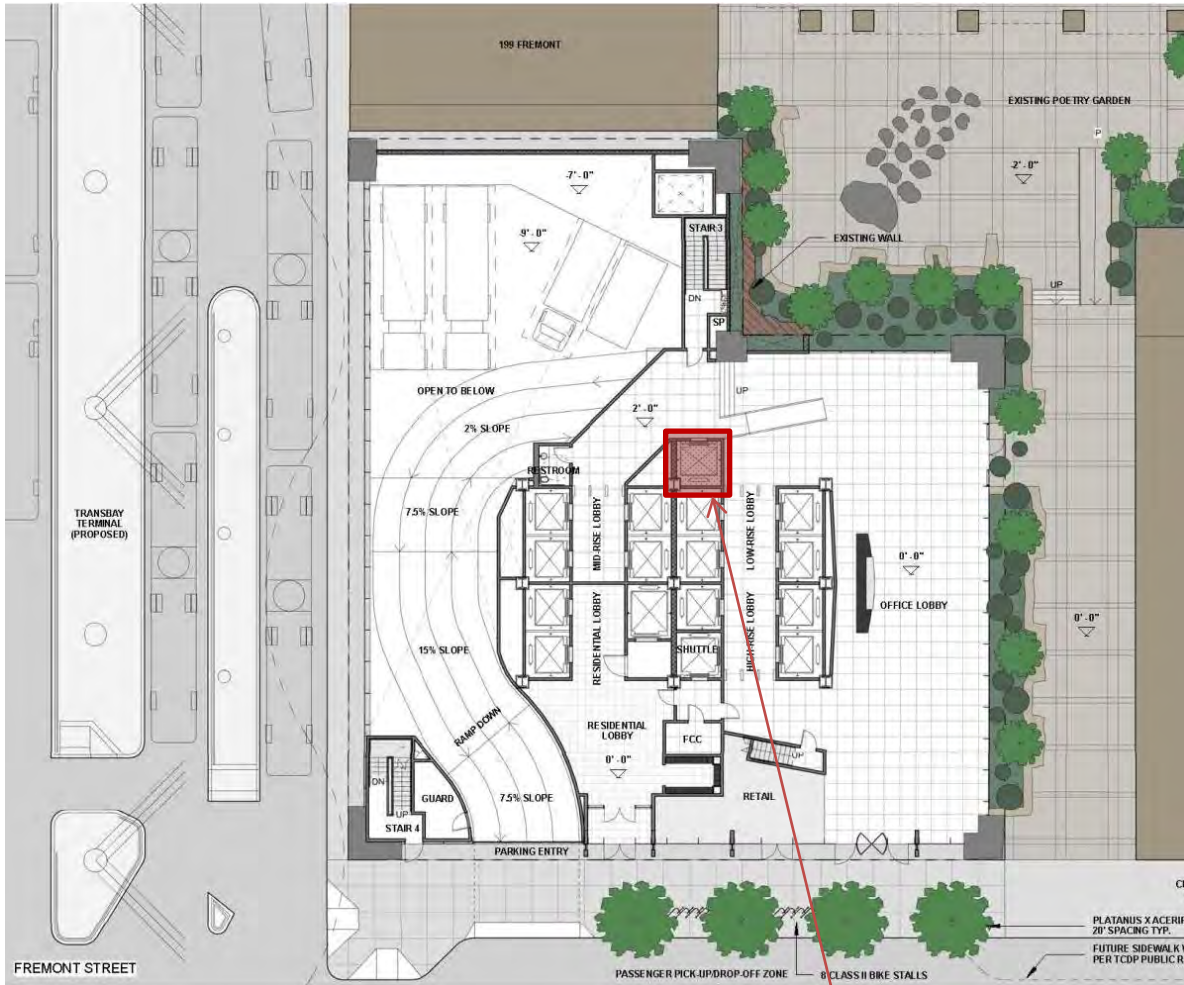
- Exhibit A – Renderings of Project
- Exhibit B – Renderings of City Park Access
- Exhibit C – Renderings of Architectural Crown Element
- Exhibit D – Sample Letters of Support
- Exhibit E – Shadow Analysis Summary Tables



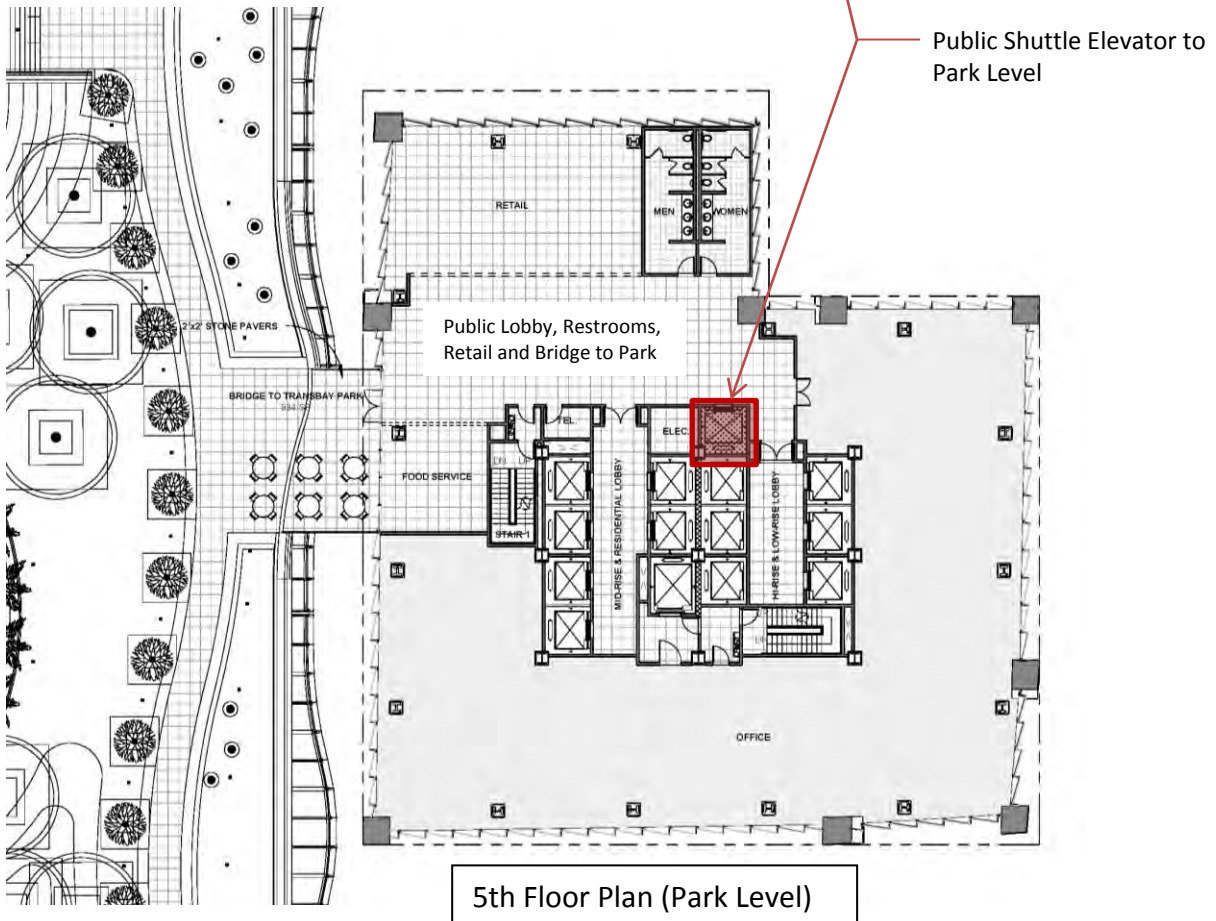






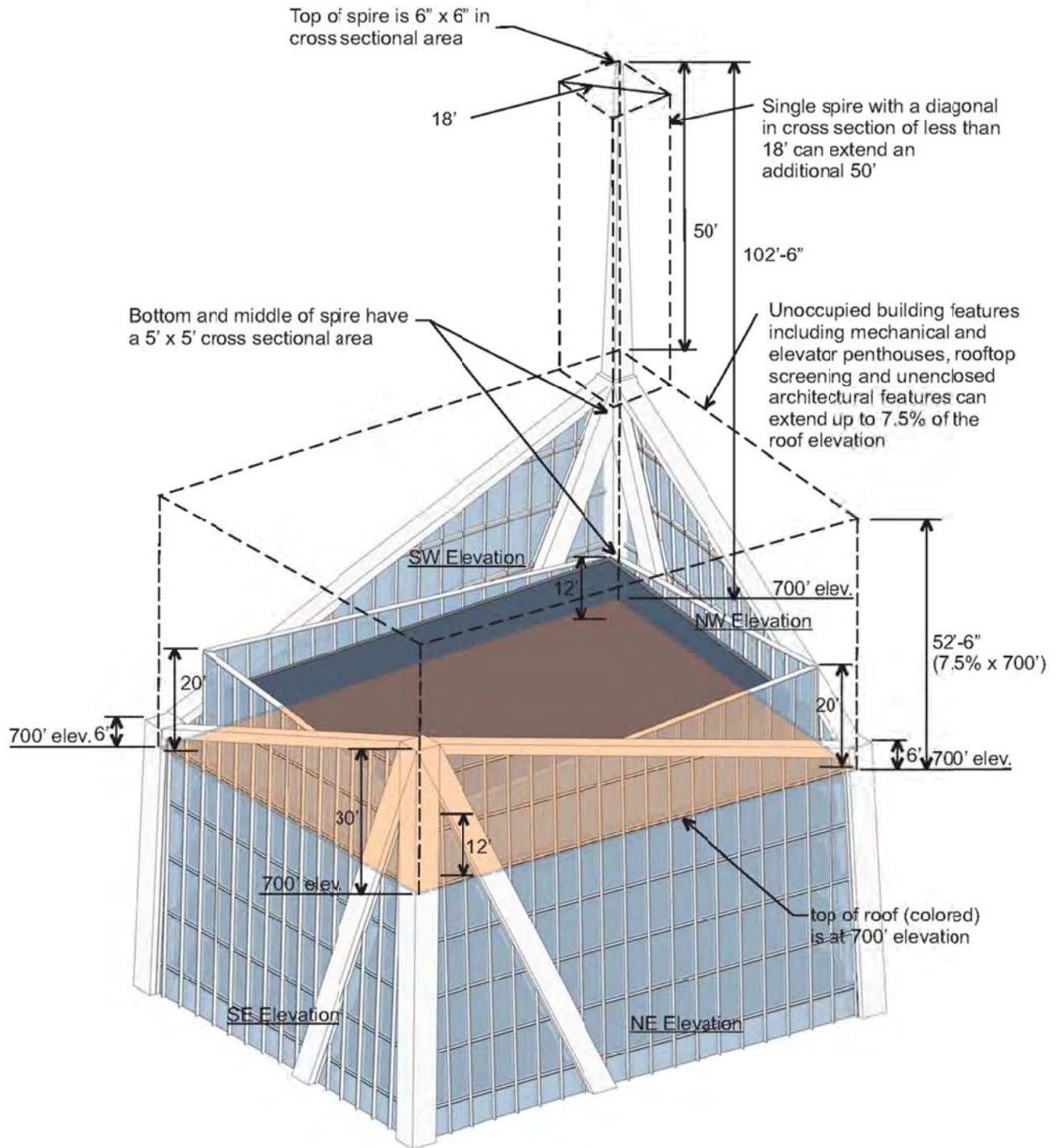


Ground Floor Plan



5th Floor Plan (Park Level)

Public Shuttle Elevator to Park Level



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Sample Letters of Support



November 5, 2012

Mr. Rodney Fong
President
San Francisco Planning Commission
San Francisco Planning Department
1650 Mission Street, Suite 400
San Francisco, CA 94103-2414

Re: Support for 181 Fremont Street

Dear Commissioner Fong:

The San Francisco Chamber of Commerce, representing over 1,500 businesses, urges the Commission to approve the development proposal located at 181 Fremont in San Francisco.

181 Fremont is a privately owned parcel and mixed-use development within the Transit Center District Plan providing new office space, retail and housing for this new downtown neighborhood. The project complies with all general plans, planning code and zoning code requirements as outlined in the Transit Center Plan.

The San Francisco Chamber of Commerce has identified the Transit Center District Plan and its success as the foundation for San Francisco's long-term economic health, viability and success. This project will serve as a catalyst for economic development in this area. The Transit Center District Plan consists of approximately 145 acres surrounding the new Transbay Transit Center between Mission and Howard Streets stretching from Beale almost to 2nd Street creating a new regional and statewide transportation system and new housing that is transit-friendly.

Upon completion this transit hub will connect eight Bay Area counties and the State of California through AC Transit, BART, Caltrain, Golden Gate Transit, Greyhound, Muni, SamTrans, Amtrak, paratransit services and the voter approved California high speed rail project. The project embodies the core principles of the Plan by primarily building office and retail space with a notable amount of residential space. It focuses on transit-oriented development and utilizes superior urban design standards to achieve environmental and economic benefits.

181 Fremont as proposed is a 52 story building comprised of office space totaling 404,000 square feet, 74 units residential units including on-site affordable housing, retail space, and publically accessible dedicated open space that provides key public access to the new City Park atop the Transbay Transit Center. The architecture, design and LEED elements of project seek to optimize environmental benefits and add public amenities and valued downtown open space while respecting established land use patterns and urban form. Incorporation of design features and sensitivity to the new Transbay Tower proposed by Hines will compliment future development.

Some of these features include: bird friendly finishes on glass, energy and water efficient building systems, public access to the City Park and open space and dedicated public amenities and pedestrian, bike, sidewalk and street improvements

The developer contribution and impact fees will provide needed funding for significant public improvements, infrastructure and other public benefits for this burgeoning new neighborhood. The establishment of a Mello-Roos Community Facilities District will pay for additional neighborhood improvements.

Again, the Chamber urges your enthusiastic support for this project and the jobs, housing and opportunities for new business that it creates.

Sincerely,

A handwritten signature in black ink, appearing to read "Jim Lazarus", with a long horizontal flourish extending to the right.

Jim Lazarus
Senior Vice President
Public Policy

Cc: Michael J. Antonini, Commissioner
Gwyneth Borden, Commissioner
Rich Hillis, Commissioner
Katherin Moore, Commissioner
Bill Sugaya, Commissioner
Cindy Wu, Commissioner
Kevin Guy

Bcc: Denise M. Lapointe

Mr. Rodney Fong
President
San Francisco Planning Commission
San Francisco Planning Department
1650 Mission Street, Suite 400
San Francisco, CA 94103-2414

Re: Support for 181 Fremont Street

Dear Commissioner Fong:

As a small business owner and restaurateur in San Francisco, I am pleased to lend my support to 181 Fremont. My restaurants, Town Hall, Salt House and Anchor and Hope rely on an energized economy and the types of mixed use developments that allow residents, downtown workforce and visitors to experience urban life replete with good food, wine, art, open space and ambience.

Town Hall, my first San Francisco restaurant is located next door to the proposed development located at 181 Fremont in San Francisco. 181 Fremont is a privately owned parcel and mixed-use development within the Transit Center District Plan providing new office space, retail and housing for this new downtown neighborhood. 181 Fremont complies with all general plans, planning code and zoning code requirements as outlined in the Transit Center Plan.

The Transit Center District Plan and its success are important to my business and to the economic health, viability and success of San Francisco. This project will serve as a catalyst for economic development in this area, all the more exciting as SKS Investments, is locally owned and operated developer and commercial real estate firm.


181 Fremont is a cornerstone of the plan to create a new neighborhood with homes, offices, parks and shops surrounding the new Transit Center. The project embodies the core principles of the Plan by primarily building office and retail space with a notable amount of residential space. It focuses on transit-oriented development and utilizes superior urban design standards to achieve environmental and economic benefits. The proposed 52-story building is comprised of office space, residential units including on-site affordable housing, retail space, and publically accessible dedicated open space all potentially enhancing my customers and patrons experience at Town Hall.

The developers share common goals to make an environmentally sustainable, architecturally significant building and provide true public access to the City Park and open space with dedicated public amenities and pedestrian, bike, sidewalk and street improvements. These features will all ensure Town Hall remains successful.

The developer is committed to funding key improvements, infrastructure and other public benefits for our burgeoning new neighborhood. And, more importantly for my small business, is working closely to ensure a construction mitigation policies and procedures important to our small business and those we serve and employ.

I urge your support with assurance that the developer continues to work with the immediate property owners and businesses to improve our neighborhood.

Sincerely,



Doug Washington
Owner – Town Hall

Cc: Michael J. Antonini, Commissioner
Gwyneth Borden, Commissioner
Rich Hillis, Commissioner
Katherin Moore, Commissioner
Bill Sugaya, Commissioner
Cindy Wu, Commissioner
Kevin Guy

San Francisco Building and

1188 FRANKLIN STREET • SUITE 203
SAN FRANCISCO, CA 94109
EMAIL: mike@sfbctc.org



Construction Trades Council

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Vice Presidents

5 November 2012

Mr. Allen Low
Chair, Capital Committee
San Francisco Recreation and Park Commission
501 Stanyan Street
San Francisco, California 94117

Re: Item #3, 7 November 2012 - 181 Fremont Street, San Francisco, California

Dear Commissioner Low:

On behalf of the San Francisco Building and Construction Trades Council, which represents twenty-eight construction unions, I ask that you approve the project at 181 Fremont Street, a mixed-use project within the recently approved Transit Center District Plan (TCDP) area, as having insignificant shadow effects under the pertinent planning code and ordinances.

181 Fremont needs a small allocation from the shadow budget. Both the TCDP environmental impact report and the 181 Fremont shadow analysis show that the building will cast only a very minimal shadow on Union Square, and none on any other park. The shadow will last five minutes at 7:25 a.m. on one analysis day, 16 August, which also represents that week in August and a counterpart week in April. This happens as the sun, the project, and the park briefly align along Maiden Lane. The shadow would be less than 0.000005 of total theoretical available sunlight, or less than 1/300th of the existing shadow budget for Union Square and 1/350th (or 0.27%) of the newly expanded shadow budget.

The project accords with all general plan, planning code, and zoning requirements as amended by the TCDP. Immediately adjacent to the new Transit Center, it embodies core principles of the TCDP by creating transit-oriented development with very high quality design focused on sustainability. Through the construction jobs it generates, it will help continue the long-awaited recovery of our members' livelihoods and the local construction industry. It will play a vital role also in the economic success of the new Transit Center District. It will generate significant impact fees, including the new TCDP Open Space Fee, which is projected to fund many parks both in and outside of the District.

Thank you for your hard work and consideration. I hope you agree that the 181 Fremont project is highly desirable and its shadow inconsequential, and that you grant it all necessary approvals expeditiously.

Respectfully,

Michael Thériault
Secretary-Treasurer

Cc: Mark Buell, President, Recreation and Park Commission

NET NEW PROJECT SHADOW BY WEEK

Week	Average Weekly Shadow Coverage ¹
Jun 21	0
Jun 28	0
Jul 05	0
Jul 12	0
Jul 19	0
Jul 26	0
Aug 02	0
Aug 09	0
Aug 16	158
Sep 06	0
Sep 13	0
Sep 20	0
Sep 27	0
Oct 04	0
Oct 11	0
Oct 18	0
Oct 25	0
Nov 01	0
Nov 08	0
Nov 15	0
Nov 22	0
Nov 29	0
Dec 06	0
Dec 13	0
Dec 20	0
Six-Month Subtotal	1,066
Yearly Total	2,131

¹ In Shadow-Foot-Hours

SOURCE: CADP, 2012

Consistent with the approach used by the Planning Department for Section 295 compliance, the analysis consisted of calculating the amount of shadow coverage resulting from existing buildings at 15-minute intervals on one day per week, for six months of the year. The shadow coverage at the 15-minute intervals was averaged to calculate hourly shadow coverage (in shadow-foot-hours), and the hourly figures for each day were added and resulting numbers extrapolated to weekly figures through averaging with the preceding week's total. Because the sun's path from January through June essentially mirrors its path from July through December, the six months' shadow-foot-hour totals were doubled to return a yearly figure.

Summary Table – Shadow on Union Square

	Shadow Foot Hours (SFH)	% of TAAS	Project Shadow/ Original Budget (before 10/11/12)	Project Shadow/ Current Budget (after 10/11/12)
Theoretical Annual Available Sunlight (TAAS)	392,663,521	100% of TAAS	N/A	N/A
Existing Shadow	150,468,660	38.32% of TAAS	N/A	N/A
Original Budget for Additional Allowable Shadow (Before 10/11/12)	323,124	0.08% of TAAS	N/A	N/A
Current Budget for Additional Allowable Shadow (After 10/11/12 increase and allocation to Transbay Tower)	702,868	0.179% of TAAS	N/A	N/A
181 Fremont Shadow	2,131	0.0005% of TAAS	<1/150 th of original budget	<1/300 th of current budget

Summary Table – 181 Fremont Design Refinements to Minimize Shadows

Park	Sue Bierman	Justin Herman Plaza	Maritime Plaza	Portsmouth Square	St Mary's Square	Union Square
Absolute Cumulative Limit Remaining (prior to TCDP)	0.0%	0.1%	0.0%	0.0%	0.0%	0.08%
181 Fremont at 875 feet	No Impact	No Impact	No Impact	Impact	No Impact	Non-Adverse
181 Fremont at 800 feet	No Impact	No Impact	No Impact	Impact	No Impact	Non-Adverse
181 Fremont at 700 feet	No Impact	No Impact	No Impact	No Impact	No Impact	Non-Adverse
181 Fremont at 650 feet	No Impact	No Impact	No Impact	No Impact	No Impact	Non-Adverse

"Impact" denotes shadow impacts that exceed the Absolute Cumulative Limit.

"Non-Adverse" denotes shadow impacts within the remaining Absolute Cumulative Limit.

"No Impact" denotes zero new shadows.



TRANSBAY JOINT POWERS AUTHORITY

Maria Ayerdi-Kaplan • Executive Director

November 16, 2012

Daniel Kingsley
Fremont Development Funding Corp
601 California St., Suite 1310
San Francisco, CA 94108

Re: 181 Fremont – Tentative Approval of Bridge to Transit Center rooftop park

Dear Mr. Kingsley:

The Transbay Joint Powers Authority (TJPA) understands that Fremont Development Funding Corp. (“Project Sponsor”) is the owner of 181 Fremont Street. The Project Sponsor proposes to develop a 700-foot tall, 52-story mixed-use tower on 181 Fremont (the “Project”) that will be adjacent to the Transbay Transit Center on its south side. The Project Sponsor proposes an approximately 845 square foot pedestrian bridge between the fifth floor of the Project and a park on the roof of the Transit Center (the “Horizontal Connection”).

The TJPA has received a request from the Project Sponsor to consent to the Project Sponsor’s constructing the Horizontal Connection. The TJPA has reviewed the proposed plans for the Horizontal Connection and hereby tentatively approves the concept of the Horizontal Connection as designed. The TJPA will agree to the Horizontal Connection only on the conditions that (1) the Project Sponsor enters into an Easement Agreement with the TJPA determining the rights and obligations of the TJPA and the Project Sponsor regarding the Horizontal Connection, which Easement Agreement shall be subject to the approval of the TJPA Board of Directors in its sole discretion; (2) the Project Sponsor enters into a Security Agreement with the TJPA providing for the safety and security of the Horizontal Connection and the Project at the Project Sponsor’s sole cost, which Security Agreement shall be subject to the approval of the TJPA Board of Directors in its sole discretion; and (3) the TJPA approves the specific location, engineering design, and final construction drawings for the Horizontal Connection, in its sole discretion.

We will provide you with drafts of the Easement Agreement and Security Agreement in the near future and will continue to work with you to finalize the plans and specifications for the Horizontal Connection.

Sincerely,

A handwritten signature in blue ink, appearing to read "Maria Ayerdi-Kaplan", is written over a circular blue ink scribble.

Maria Ayerdi-Kaplan
Executive Director



1875 FREMONT

SKS Investments LLC

HELLER MANUS
ARCHITECTS

600 MONTGOMERY STREET
SUITE 100
SAN FRANCISCO, CA 94111
T:415-247-1100 F:415-247-1111
INFO@HELLERMANUS.COM
WWW.HELLERMANUS.COM

November 16, 2012

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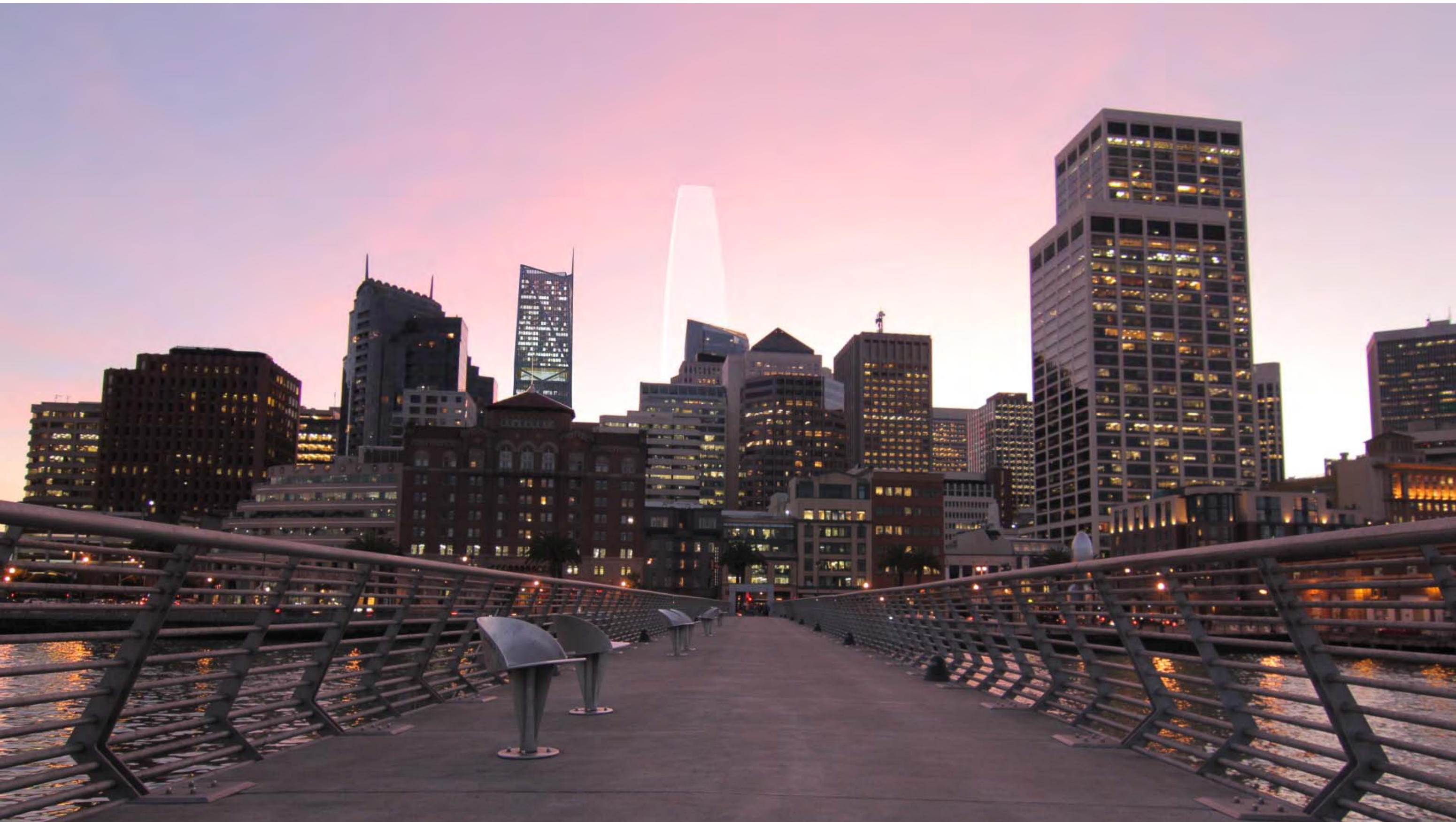
1 PROJECT SKYLINE IMAGES

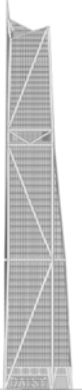


VIEW OF PROJECT AND TRANSBAY TOWER

















VIEW OF UPPER TOWER





VIEW OF PROJECT AND EMBARCADERO





VIEW OF PROJECT AND TRANSBAY TERMINAL

2 PROJECT PEDESTRIAN IMAGES



VIEW LOOKING NORTH FROM HOWARD AND FREMONT





PEDESTRIAN STREET RISE



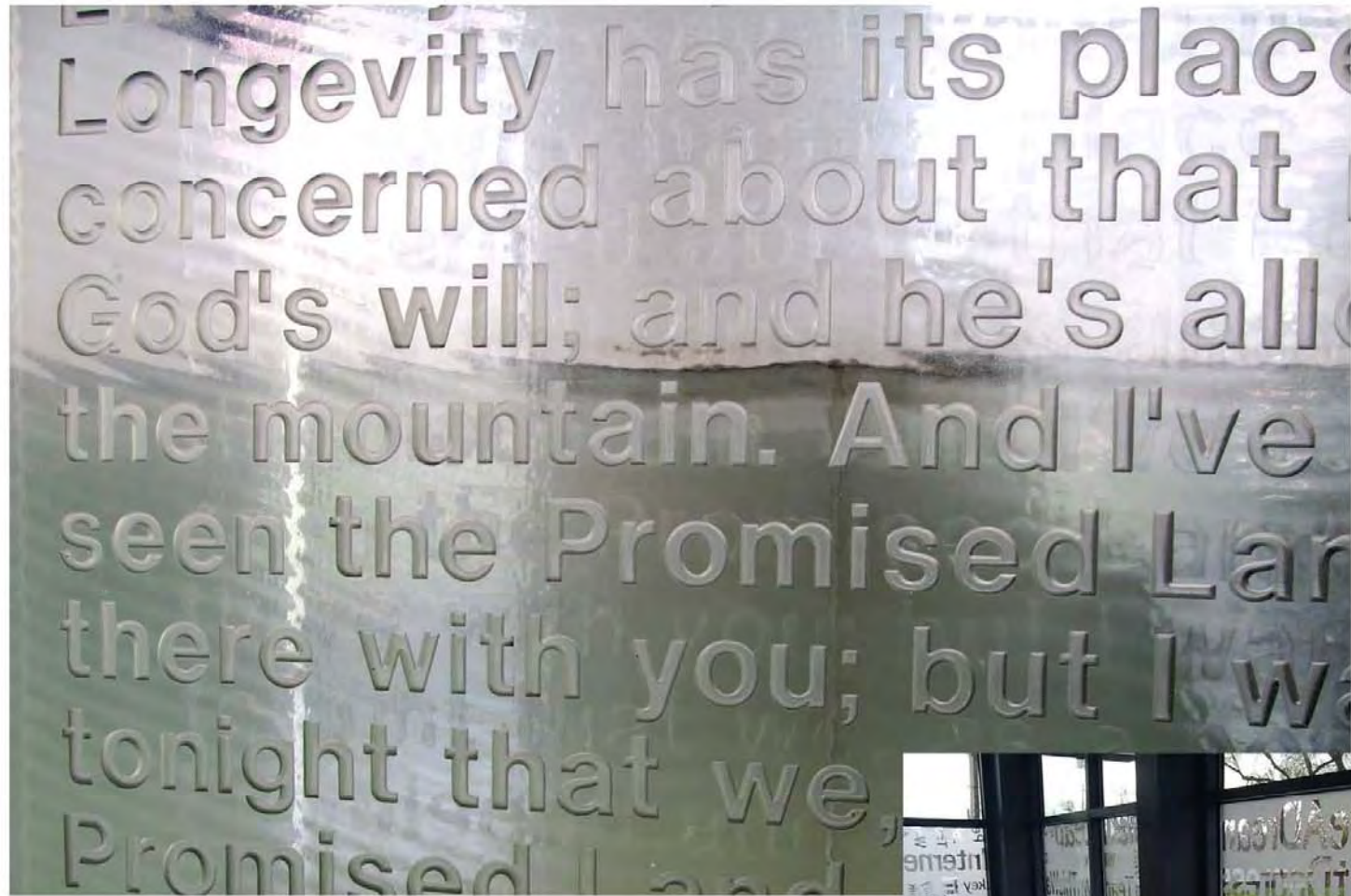


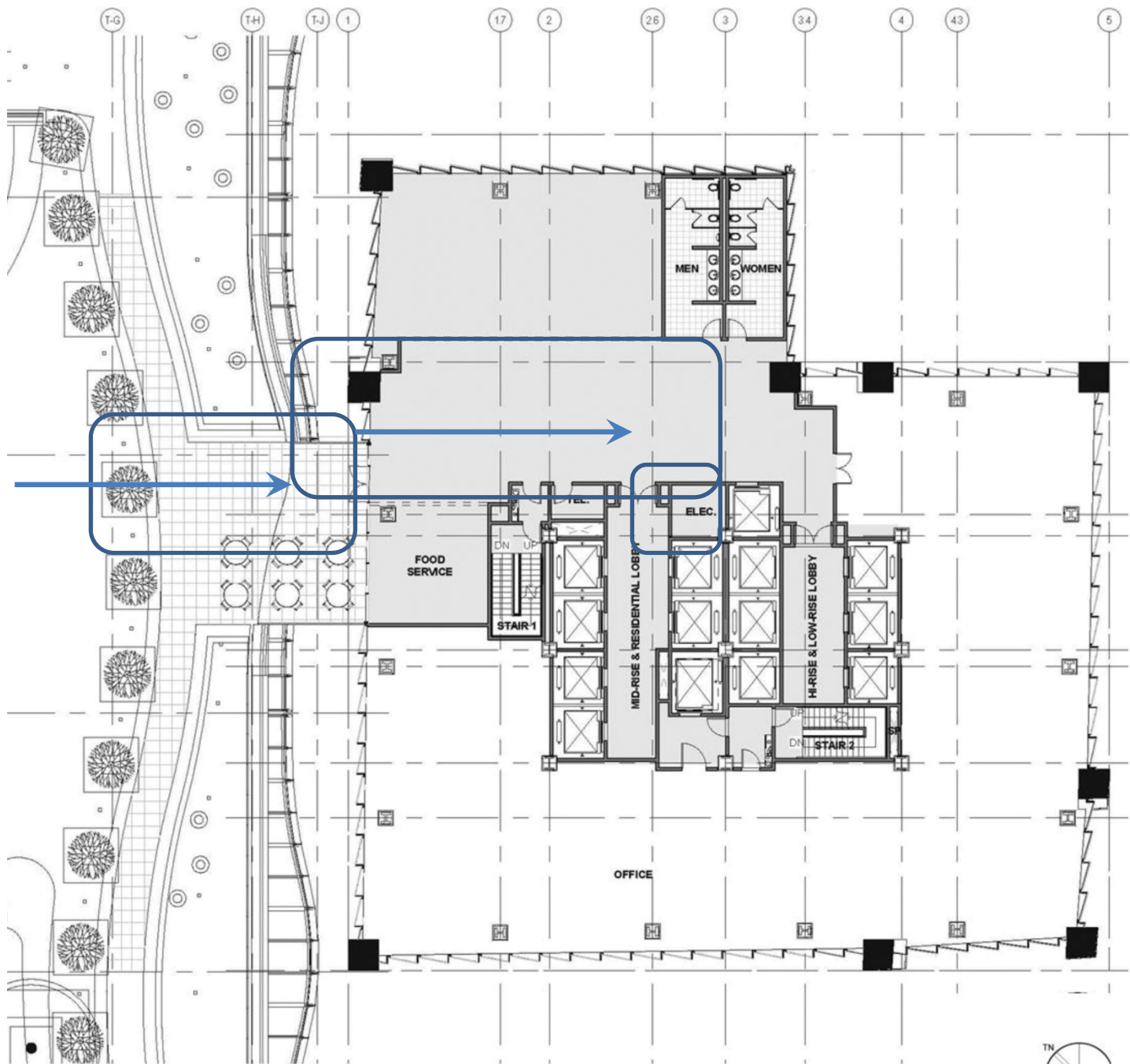




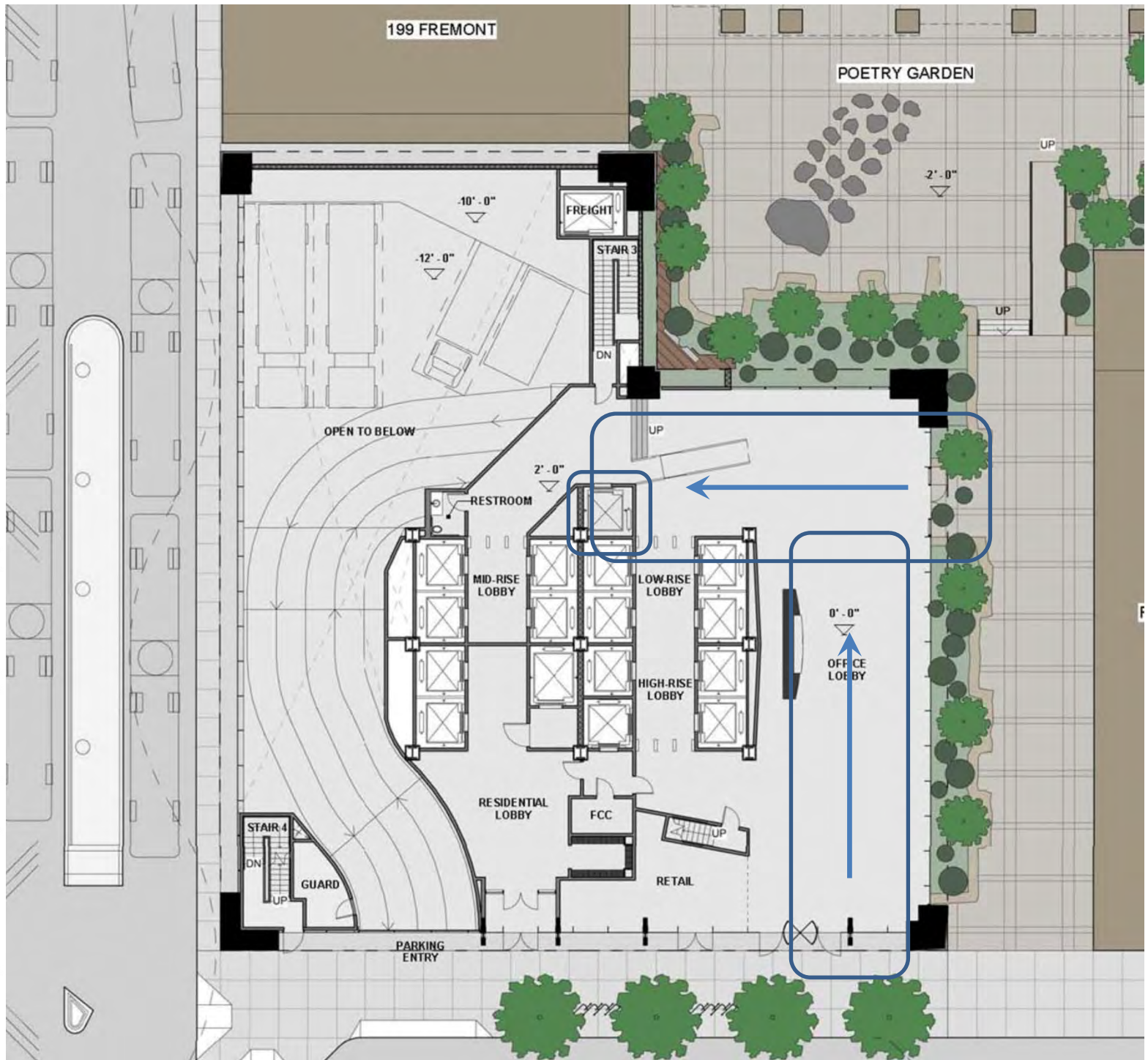
To enliven the walkway to 199 Fremont and the poetry garden, SKS and the owners of 199 Fremont have preliminarily agreed to provide access to 181 Fremont from the poetry garden as well as to work with the poet and artist to re-create the poetry wall art in the glass facade of the 181 Fremont lobby.

POETRY GARDEN – EXISTING AND PROPOSED





5th Floor Plan (Park Level)



Ground Floor Plan

 Denotes possible location for public art.

Concept is to create visual public art that draws the attention of visitors into the circulation path from the public lobbies to the bridge to the park. By creatively connecting the ground to the 5th floor via the public elevator, a unique approach to wayfinding can be created by the art. See following page for possible reference images



SFO International Terminal, San Francisco CA



National Stadium, Addis Ababa, Ethiopia (Proposed)

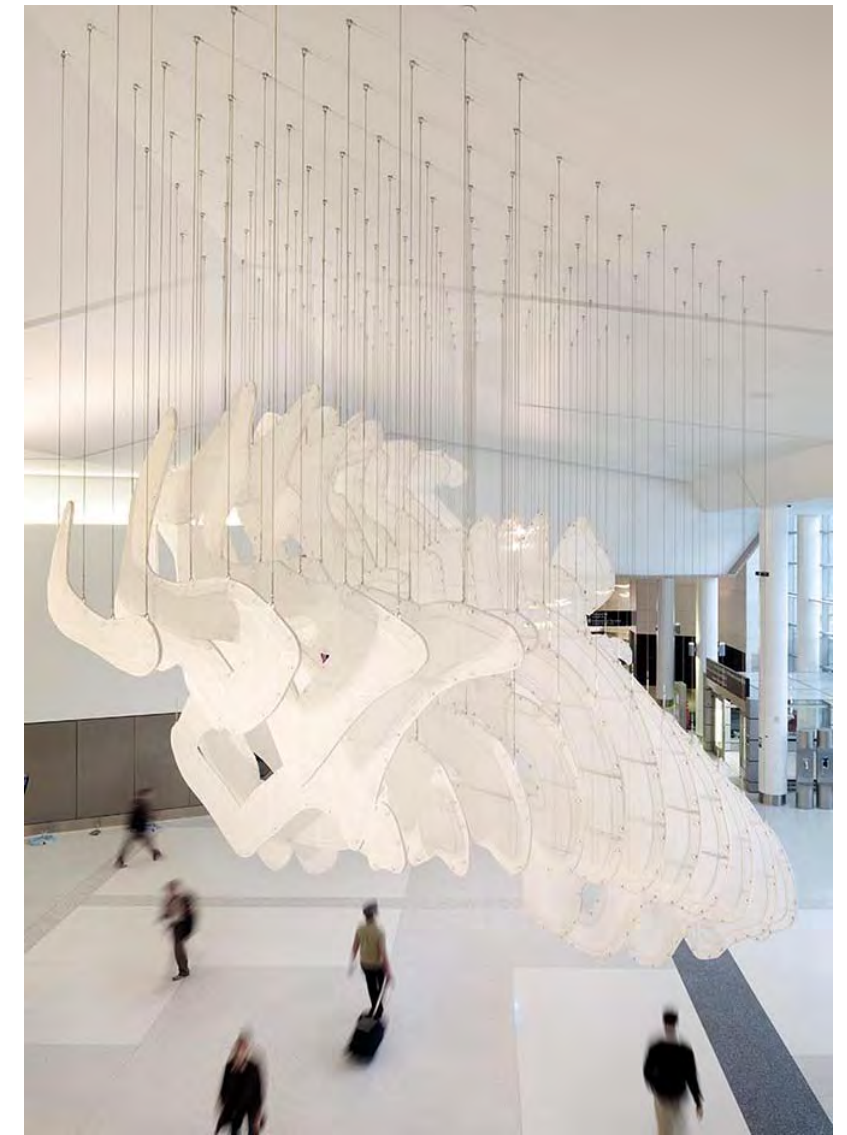


Tampa International Airport, Tampa FL

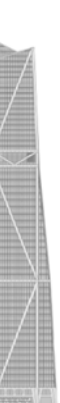


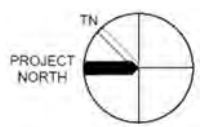
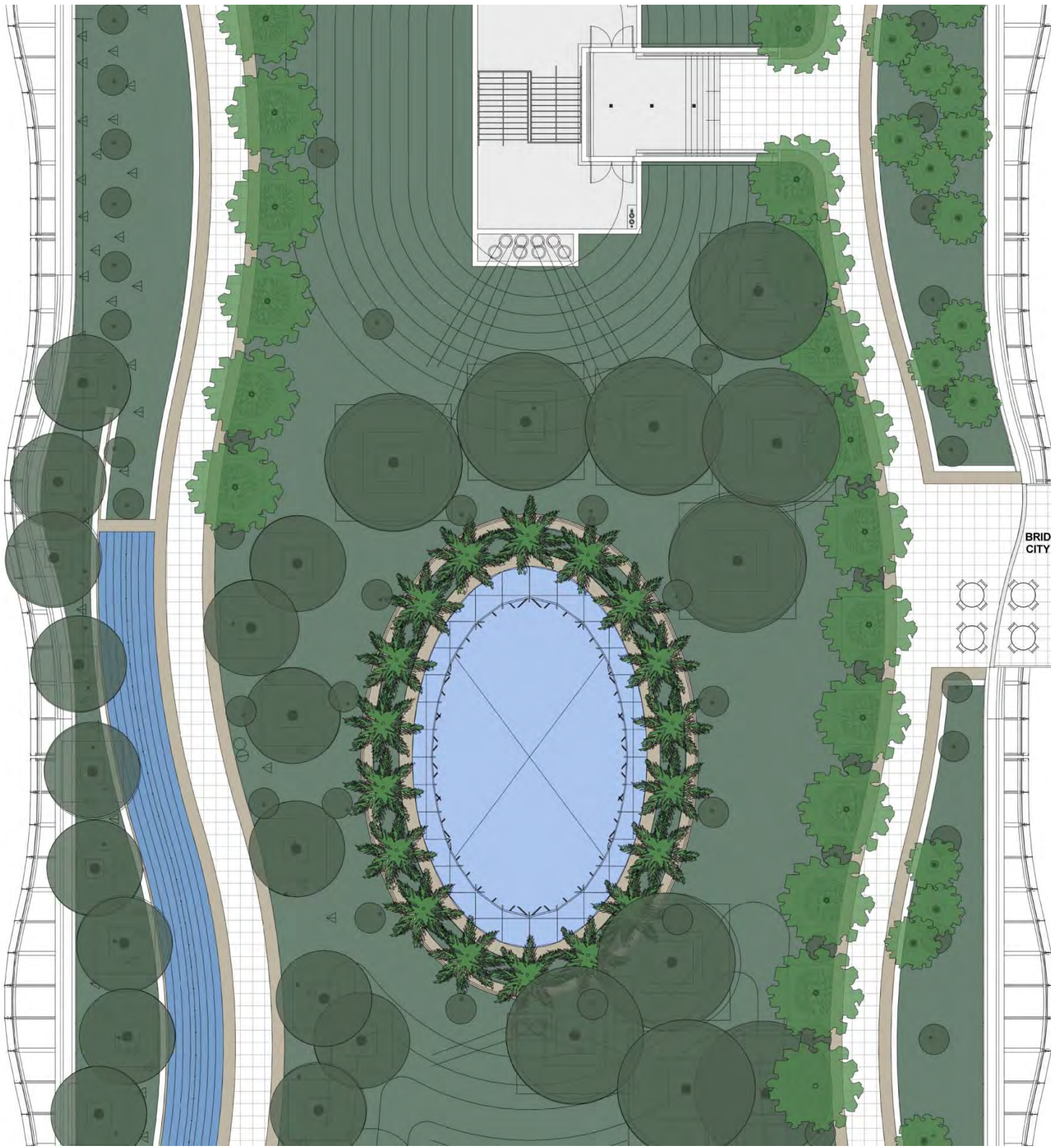
O'Hare International Airport, Chicago IL

Obscura Digital, San Francisco CA



SFO Terminal 2, San Francisco CA





BRIDGE TO TRANSBAY CITY PARK ON LEVEL 5





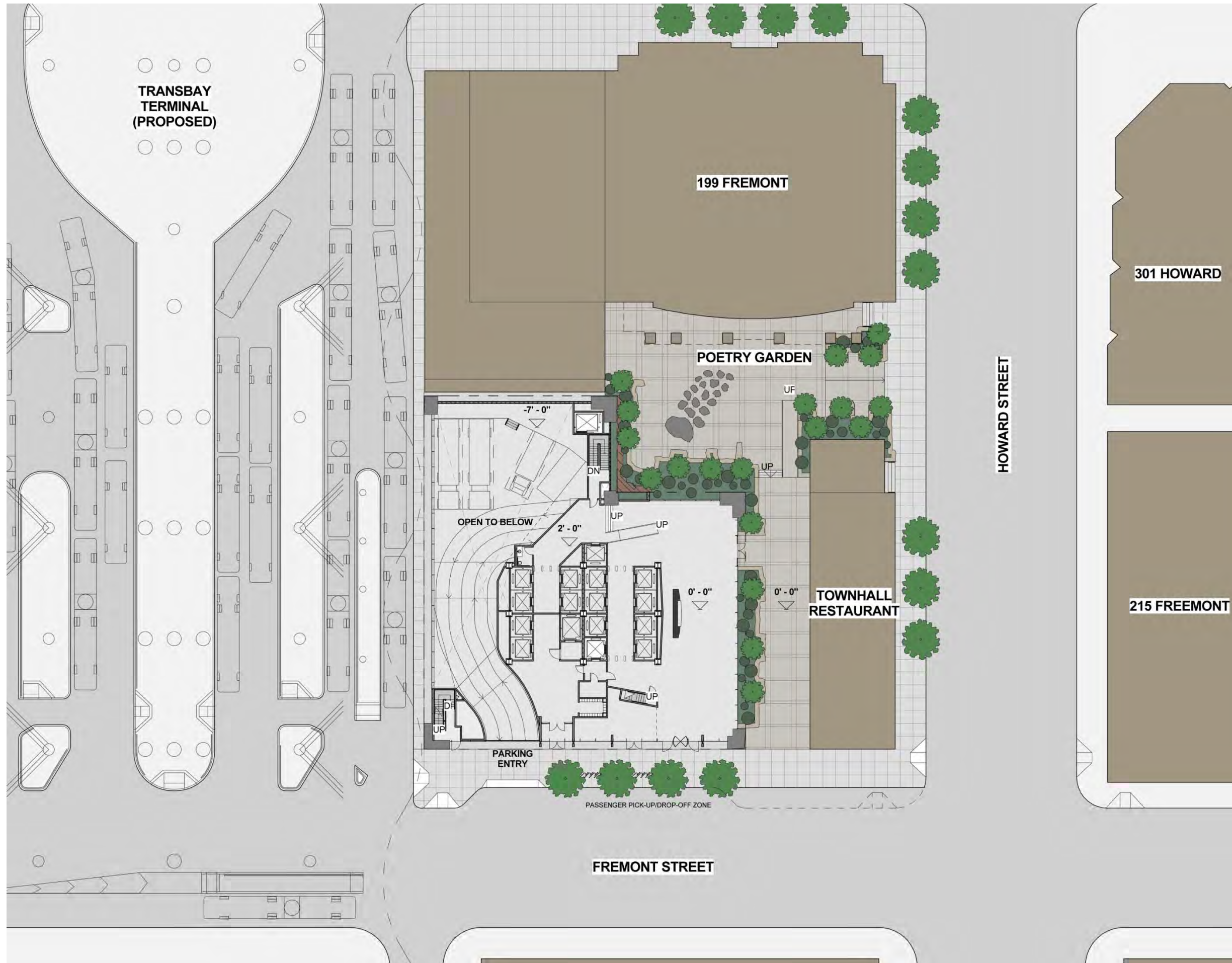
VIEW OF BRIDGE TO TRANSBAY CITY PARK

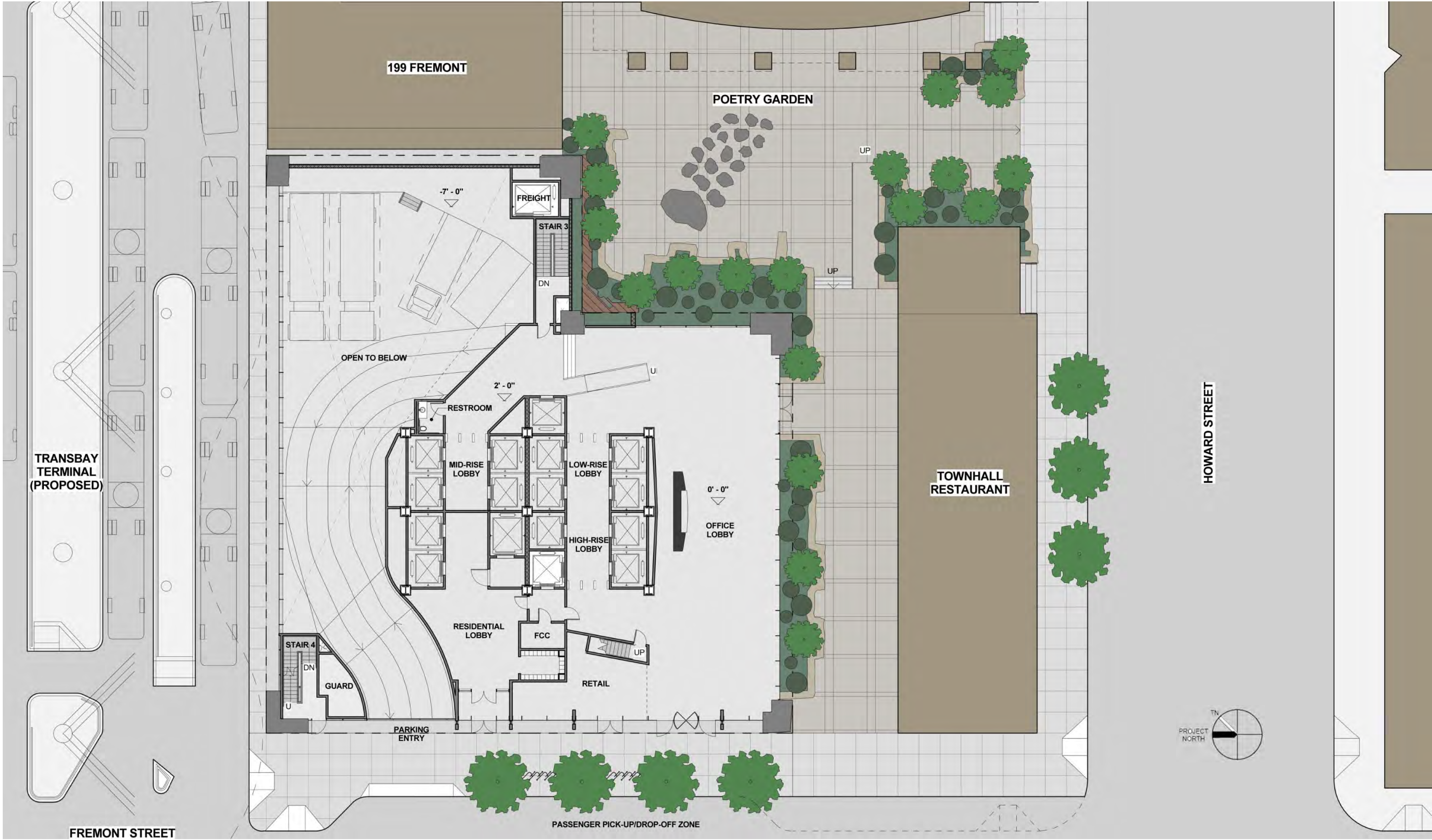
3

PROJECT CONTEXT

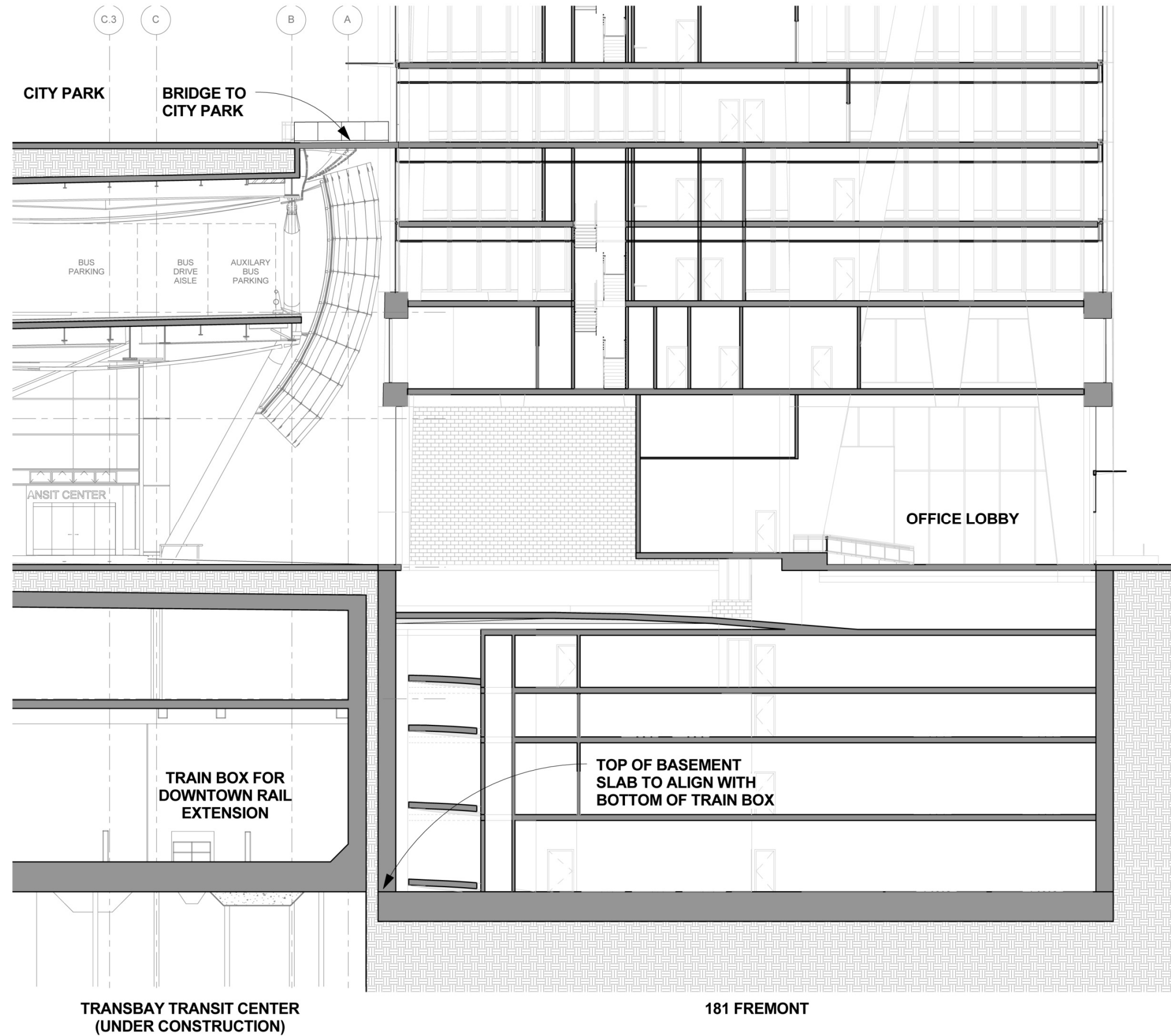


VICINITY PLAN





PLAZA SITE PLAN

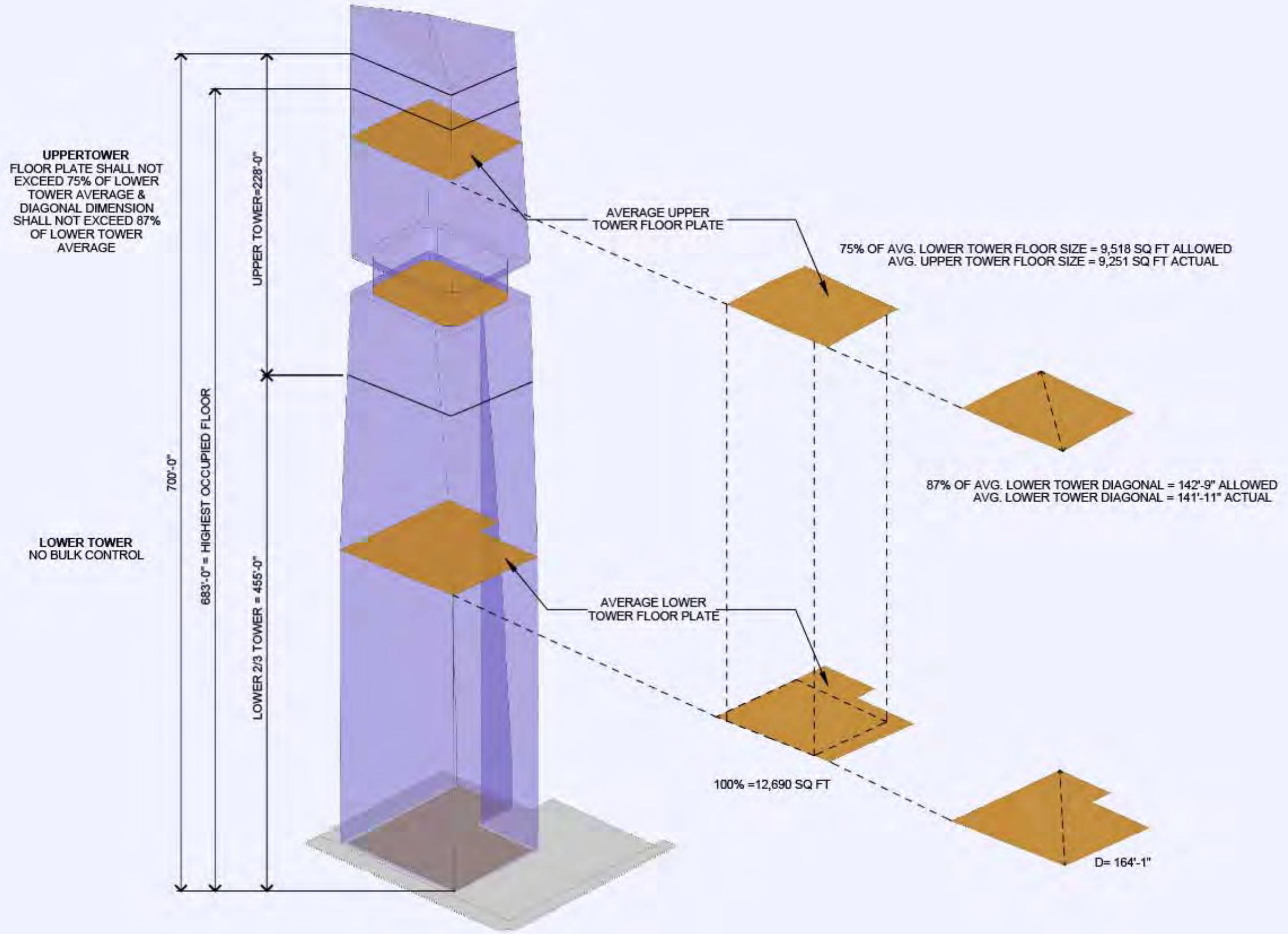




PHOTOS OF EXISTING CONDITIONS

4

PLANNING CODE CONFORMANCE



BULK CONTROL DIAGRAM

181 Fremont - Project Summary

Site Summary	
Zoning:	C-3-0 (SD)
Site Area:	15,313 square feet
Gross Floor Area	545,556 square feet
FAR: Gross Floor Area/Site Area	35.6

Program Summary	Existing Uses	Existing Uses to be Retained	Net New Construction	Project Totals
Dwelling Units	0	0	74	74
Hotel Rooms	0	0	0	0
Parking Spaces	0	0	180 valet + 4 car share	180 valet + 4 car share
Loading Spaces	0	0	(2) 35ft, (1) 25ft, (4) srv	(2) 35ft, (1) 25ft, (4) srv
Number of Buildings	2	0	1	1
Height of Buildings	~50 ft and ~24 ft	0	700 ft	700 ft
Number of Stories	3 and 2 stories	0	52 stories + mech	52 stories + mech
Bicycle Spaces	0	0	117	117

Gross Floor Area (Per Section 102.9)				
Residential	0	0	135,000	135,000
Retail	0	0	0	0
Office	42,962	42,962	361,038	404,000
Industrial/PDR	0	0	0	0
Parking (non-exempt)	0	0	6,556	6,556
Total	42,962	42,962	502,594	545,556

Gross Square Feet Exempt (Per Section 102.9)	
Ground Floor Lobby	10,420
Ground Floor Retail	500
Park Level Retail	1,300
Park Level Public Lobby/Restrooms	2,827
Mezzanine (Bike Parking/Showers/Mechanical)	14,350
Mechanical (above grade)	43,500
Ground Floor Ramp and Loading	2,850
Below Grade Parking, Loading, Ramps, Mechanical, Storage (exempt)	61,500

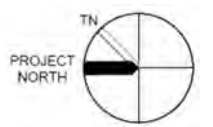
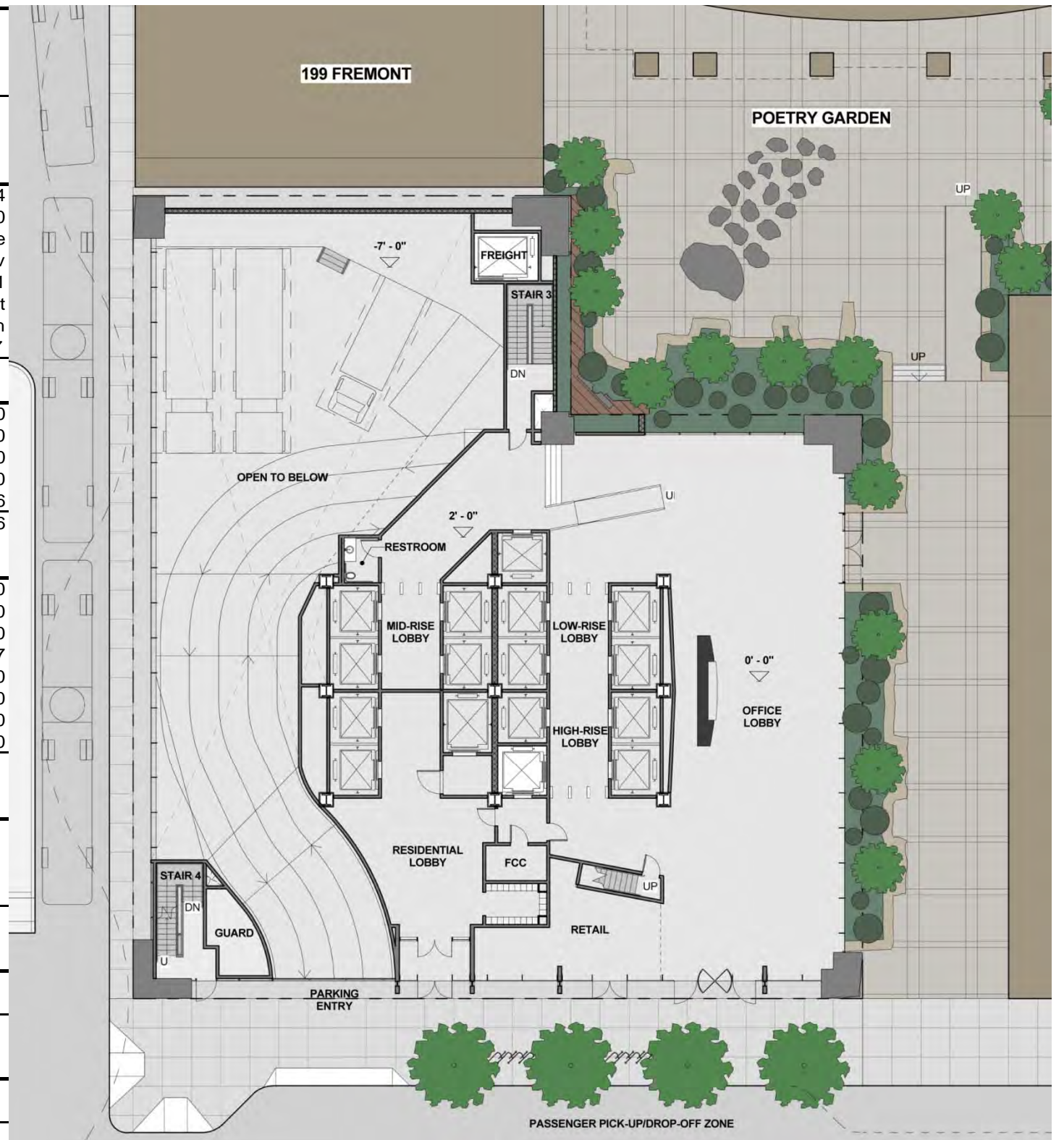
Bulk Controls	Maximum Allowed	Actual Provided
Average Lower Tower Floor Plate (Ground to Level 33)	No Limit	12,690
Average Upper Tower Floor Plate (Level 34 to Mech Penthouse)	75% of Avg Lower Tower = 9,518	> 9,251
Average Lower Tower Diagonal Dimension (Ground to Level 33)	No Limit	164'-1"
Average Upper Tower Diagonal Dimension (Level 34 to Mech Penthouse)	87% of Avg Lower Tower = 142'-9"	> 141'-11"

Building Height	Maximum Allowed	Actual Provided
Height to Roof	700 ft	700 ft
Roof Top Elements	700 ft x 7.5% = 52.5 ft + 50 ft for spire	102.5 ft

Open Space Requirements	Required	Actual Provided
Open Space Per Section 135	74 units x 36 SF/unit x 1.33 = 3,543 SF	3,552 SF
Open Space Per Section 138	404,000 SF x 1/50 = 8,080 SF	8,187 SF

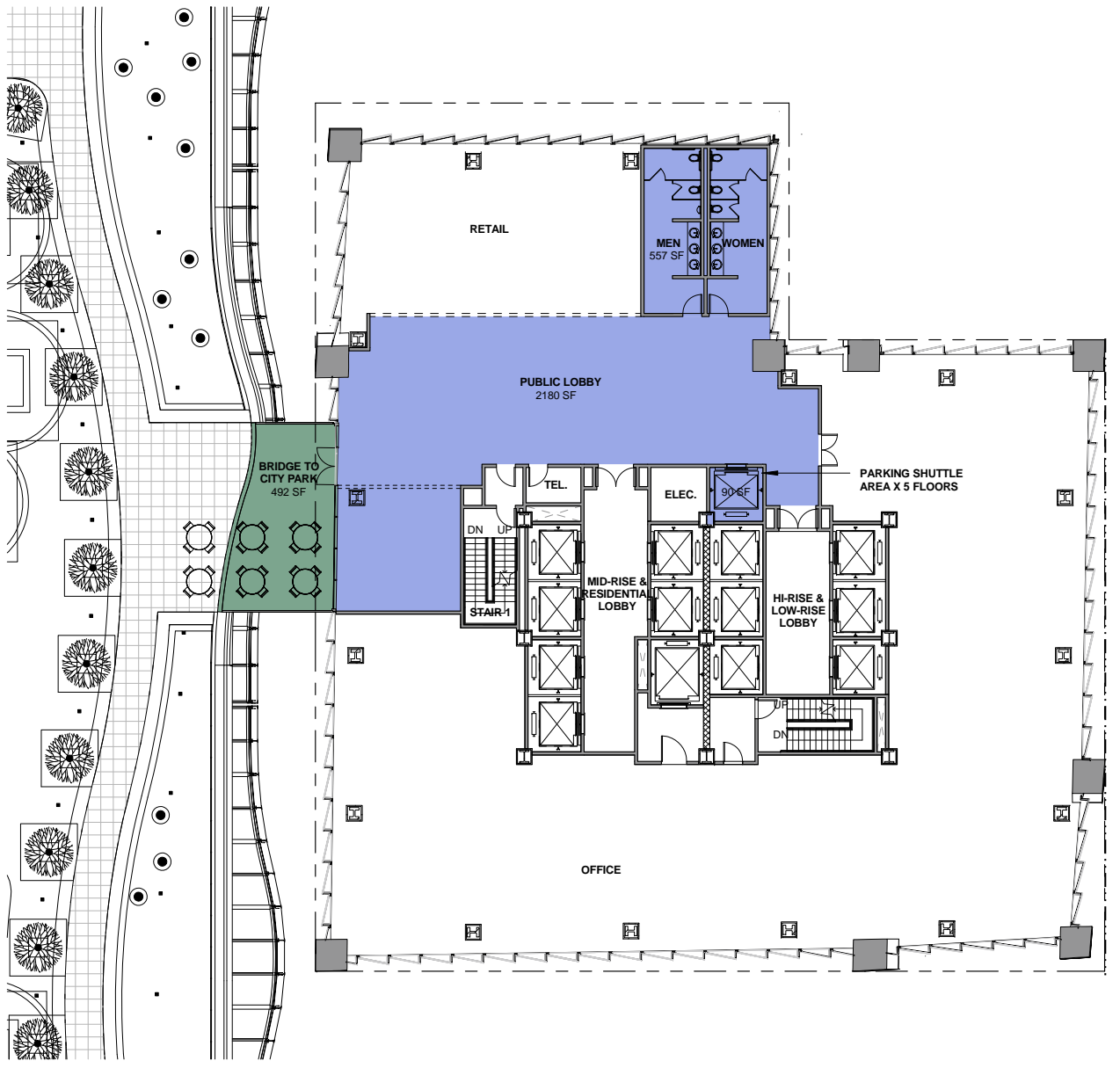
Parking Requirements	Maximum Allowed	Actual Provided
Commercial Parking	404,000 SF x 3.5% = 14,140 SF	14,122 SF
Residential Parking	(0) 1bd units x 0.75 + (74) 2+bd units x 1.0 = 74 stalls	72 stalls

Anticipated Residential Unit Mix	1 bedroom	2 bedroom	3 bedroom	Total
Market Rate Units	0	49	14	63
Inclusionary Housing Units	0	9	2	11
Total		58	16	74

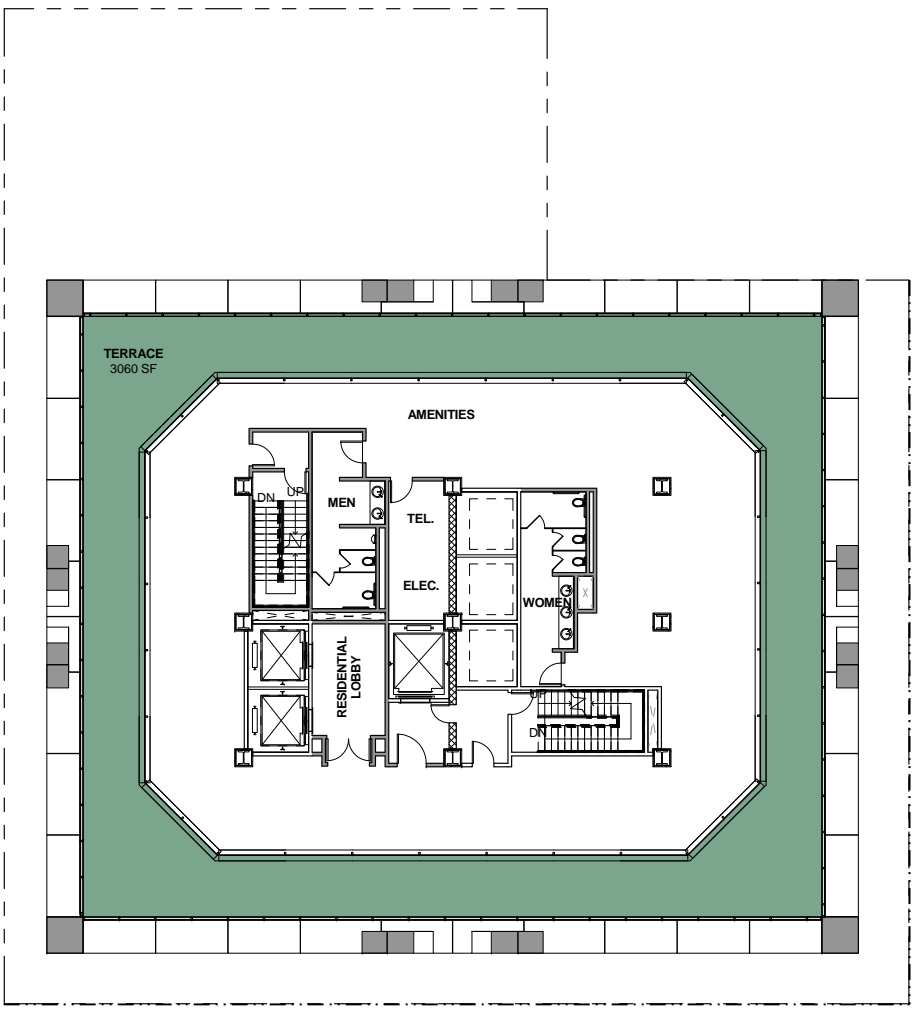


Open Space Areas

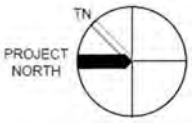
- NON-RESIDENTIAL OPEN SPACE (PER SECTION 138)
- RESIDENTIAL OPEN SPACE (PER SECTION 135)



LEVEL 5 OPEN SPACE PLAN

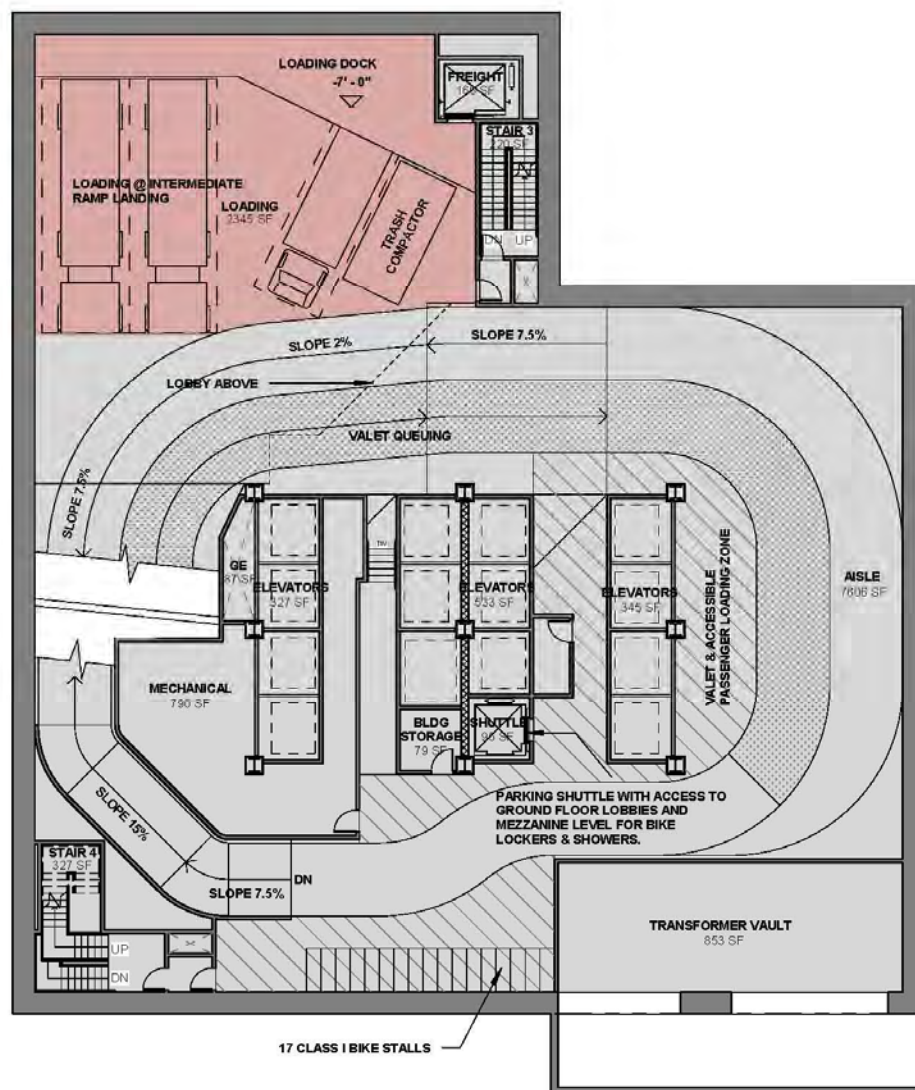


LEVEL 37 OPEN SPACE PLAN

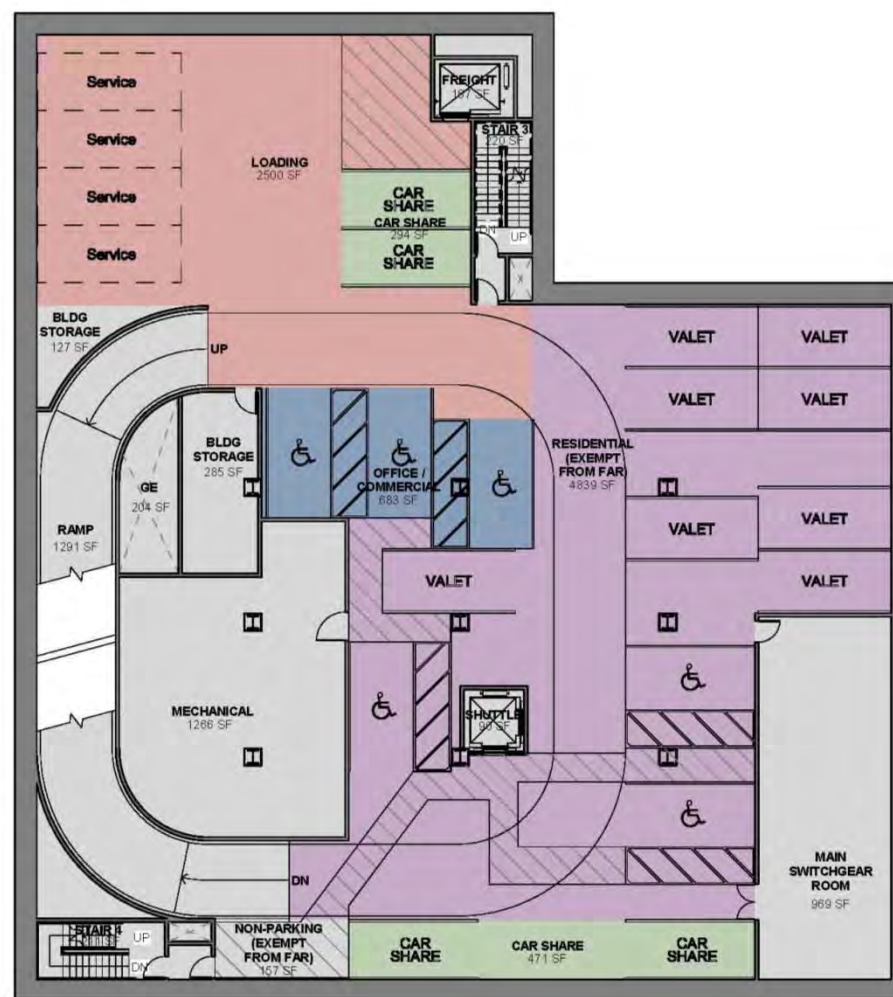


Parking Areas

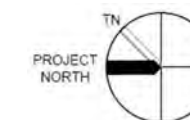
- CAR SHARE
- LOADING
- NON-PARKING (EXEMPT FROM FAR)
- OFFICE / COMMERCIAL
- RESIDENTIAL (EXEMPT FROM FAR)
- RESIDENTIAL (NONEXEMPT FROM FAR)



B1 LEVEL AREA PLAN

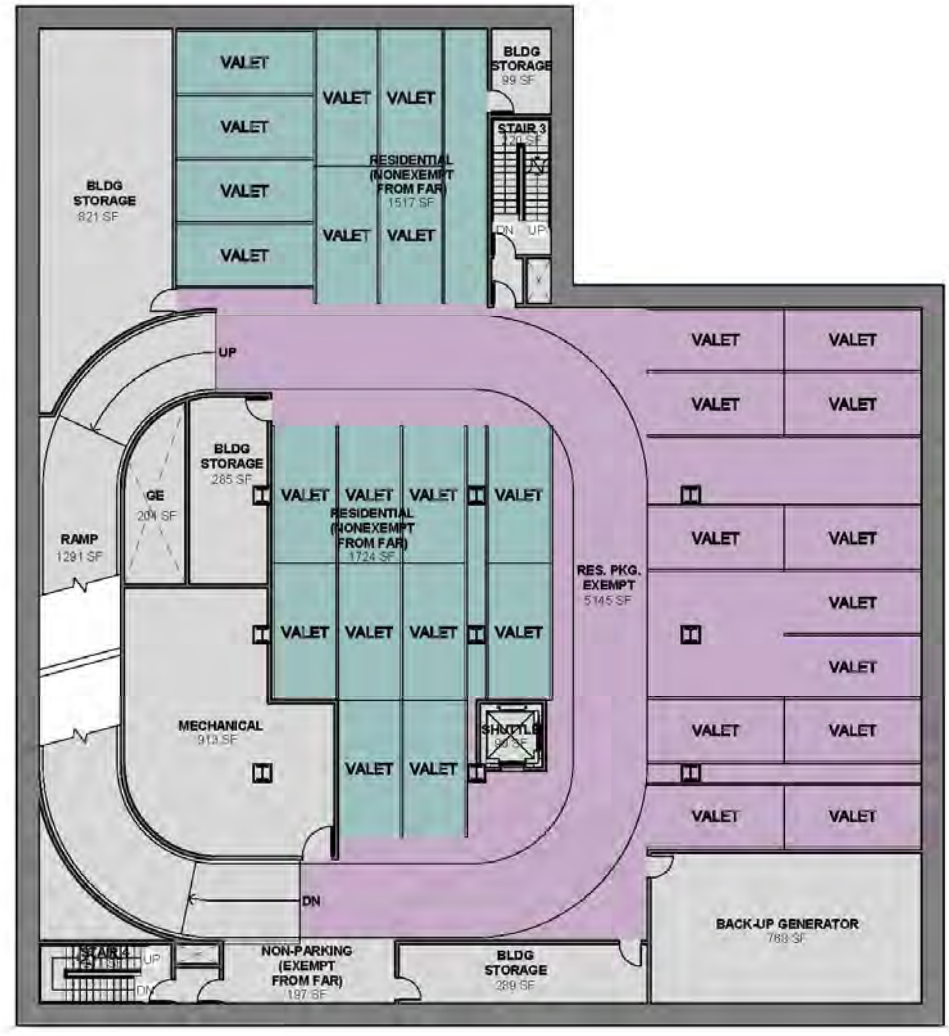


B2 LEVEL AREA PLAN

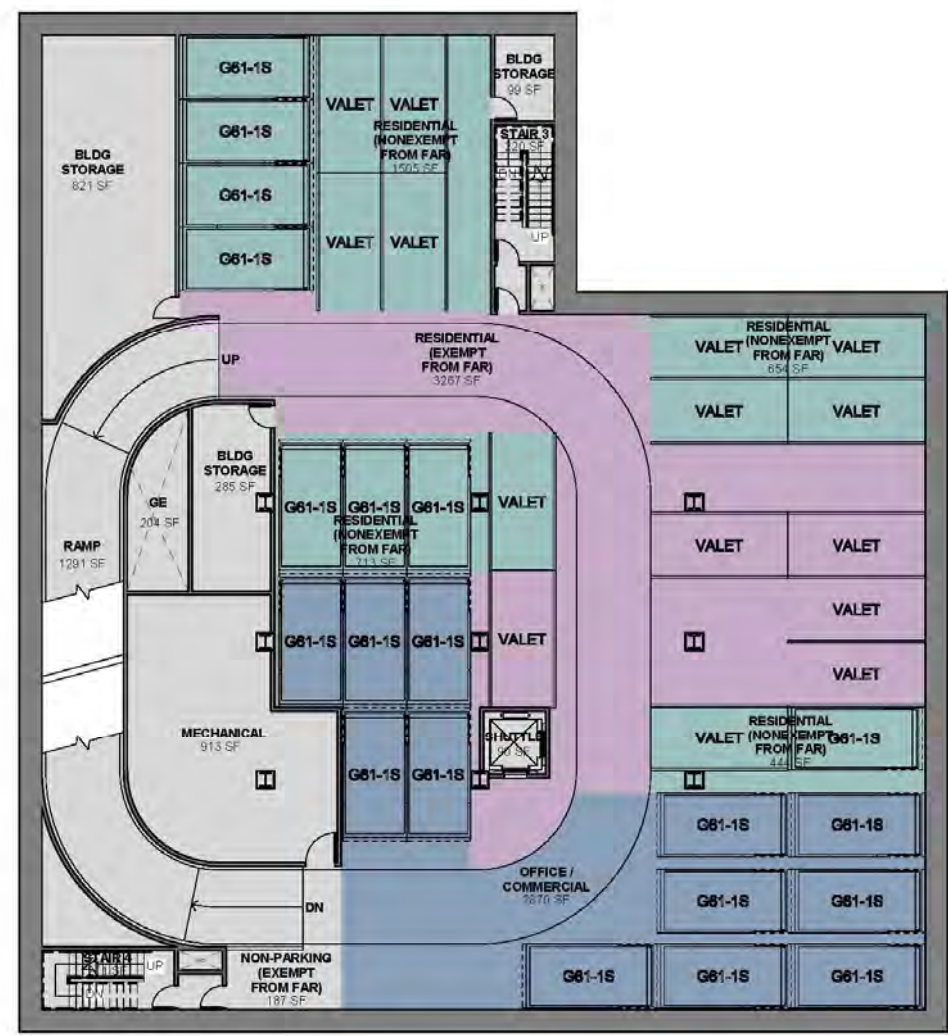


Parking Areas

- CAR SHARE
- LOADING
- NON-PARKING (EXEMPT FROM FAR)
- OFFICE / COMMERCIAL
- RESIDENTIAL (EXEMPT FROM FAR)
- RESIDENTIAL (NONEXEMPT FROM FAR)



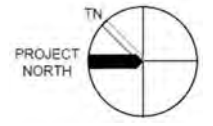
B3 LEVEL AREA PLAN



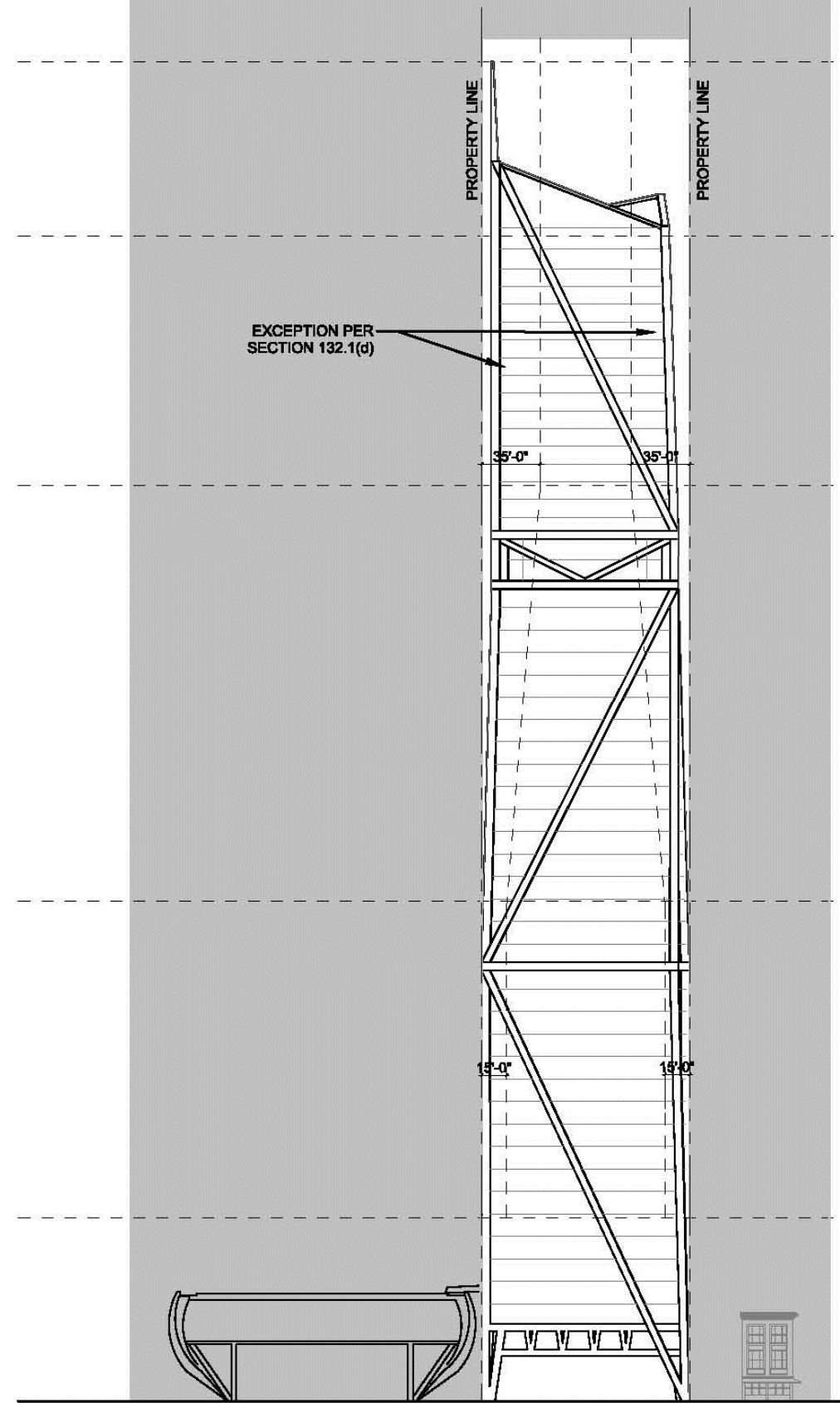
B4 LEVEL AREA PLAN



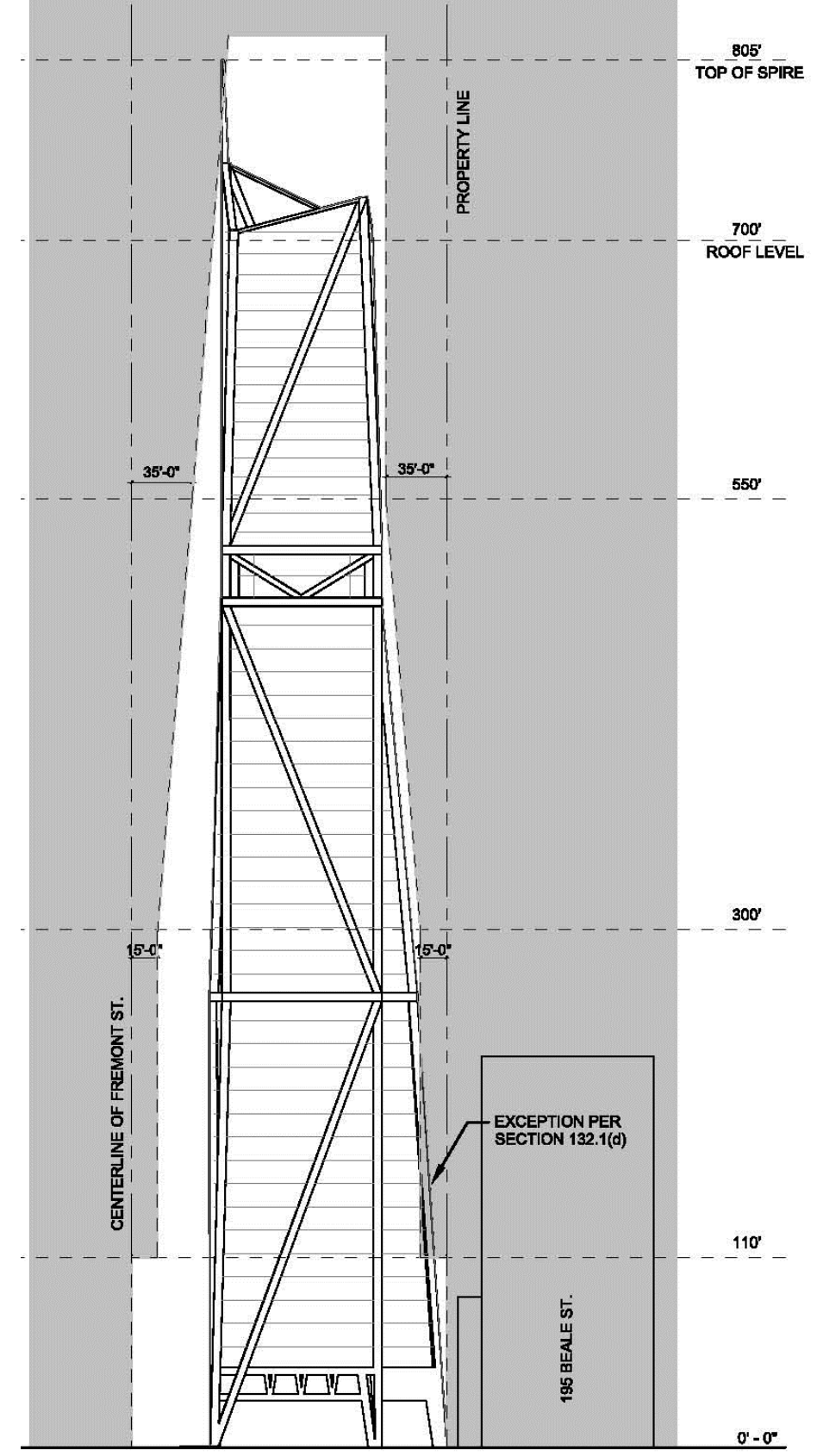
B5 LEVEL AREA PLAN



LEVEL B3-5 PARKING AREAS

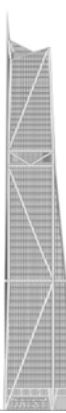


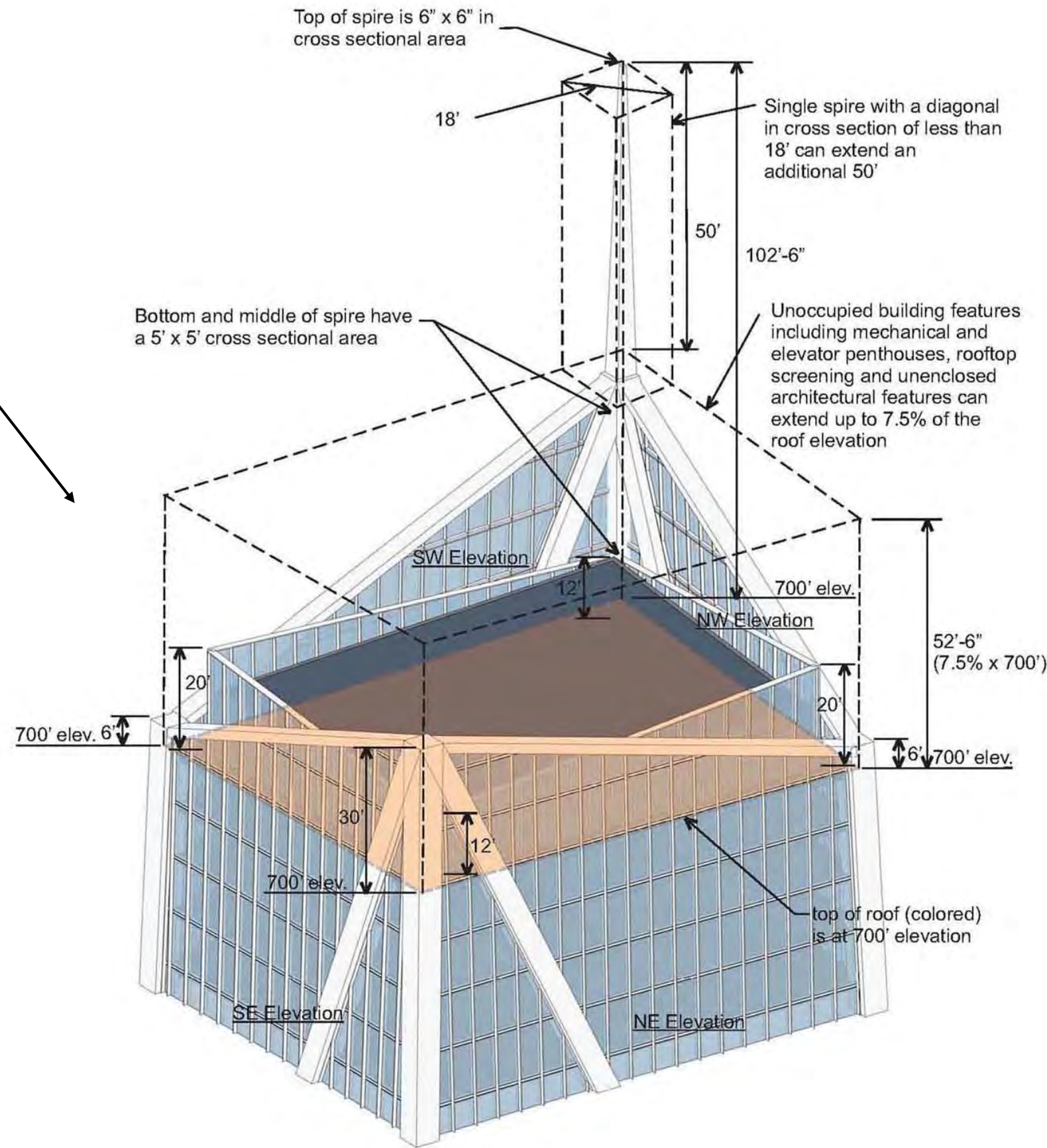
1 NORTH-SOUTH SEPARATION
1" = 100'-0"



2 EAST-WEST SEPARATION
1" = 100'-0"

TOWER SEPERATION DIAGRAM





TOWER HEIGHT EXTENSION

BIRD-SAFE BUILDING CHECKLIST

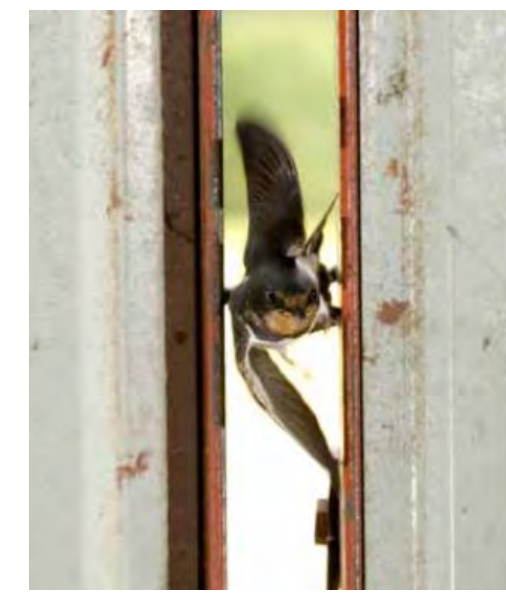
Using the key on the prior page, complete this checklist as a guide to help evaluate potential bird-hazards or eligibility for Bird-Safe Building Certification.

QUESTION		YES	NO
MACRO-SETTING (PAGE 12, 16)	1 Is the structure located within a major migratory route? (All of San Francisco is on the Pacific Flyway)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	2 Is the location proximate to a migratory stopover destination? (Within 1/4 mile from Golden Gate Park, Lake Merced or the Presidio)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	3 Is the structure location in a fog-prone area? (Within 1/2 mile from the ocean or bay)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
MICRO-SETTING (LOCATION-RELATED HAZARD) (PAGES 13, 16, 28-29)	4 Is the structure located such that large windows greater than 24 square feet will be opposite of, or will reflect interlocking tree canopies?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	5 Is the structure inside of, or within a distance of 300 feet from an open space 2 acres or larger dominated by vegetation? (Requires treatment of glazing, see page 28)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	6 Is the structure located on, or within 300 feet from water, water features, or wetlands? (Requires treatment of glazing, see page 28)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	7 Does the structure feature an above ground or rooftop vegetated area two acres or greater in size? (Requires treatment of glazing, see page 29)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
GLAZING QUANTITY (PAGE 8)	8 Is the overall quantity of glazing as a percentage of façade: (Risk increases with amount of glazing)	Less than 10%? <input type="checkbox"/>	More than 50%? (Residential Buildings in R-Districts must treat 95% of unbroken glazed segments 24 square feet or greater in size if within 300 feet of an Urban Bird Refuge.) <input checked="" type="checkbox"/>
	9 Will the glazing be replaced?	More than 50% glazing to be replaced on an existing bird hazard (including both feature-related hazards as described in lines 19-22 and location-related hazard as described in lines 4-7)? (Requires treatment see pages 29 and 31.) <input type="checkbox"/>	<input checked="" type="checkbox"/>
GLAZING QUALITY (PAGE 6, 7)	10 Is the quality of the glass best described as:	Transparent (If so, remove indoor bird-attractions visible from outside the windows.) <input checked="" type="checkbox"/>	<input type="checkbox"/>
	11	Reflective (If so, keep visible light reflectance low (between 10-20%) and consider what will reflect in the windows. Note: Some bird-safe glazing such as fritting and UV spectrum glass may have higher reflectivity that is visible to birds.) <input type="checkbox"/>	<input checked="" type="checkbox"/>
	12	Mirrored or visible light reflectance exceeding 30%. (Prohibited by Planning Code.) <input type="checkbox"/>	<input checked="" type="checkbox"/>
GLAZING TREATMENTS (PAGE 18-21)	13 Is the building's glass treated with bird-safe treatments such that the "collision zone" contains no more than 10% untreated glazing for identified "location-related hazards" (lines 4-7) and such that 100% of the glazing on "feature-related hazards" (lines 19-22) is treated?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	14 Is the building's glass treated for required "bird hazards" (as described in line 13) <i>and</i> such that no more than 5% of the collision zone (lower 60') glazing is untreated but not for the entire building?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	15 Is the building glazing treated (as described above in lines 14 and 15) <i>and</i> such that no more than 5% of the glazing on the exposed façade is left untreated?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

BUILDING FAÇADE GENERAL (PAGE 8, 13)	16 Is the building façade well-articulated (as opposed to flat in appearance)?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	17 Is the building's fenestration broken with mullions or other treatments?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	18 Does the building use unbroken glass at lower levels?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
BUILDING FEATURE-RELATED HAZARDS AND BIRD TRAPS (PAGE 8, 30-31)	19 Does the structure contain a "feature-related" hazard or potential "bird trap" such as:	Free standing clear-glass walls, greenhouse or other clear barriers on rooftops or balconies? (Prohibited unless the glazing is treated with bird-safe applications.) <input checked="" type="checkbox"/>	<input type="checkbox"/>
	20	Free standing clear-glass landscape feature or bus shelters? (Prohibited unless the glazing is treated with bird-safe applications.) <input type="checkbox"/>	<input checked="" type="checkbox"/>
	21	Glazed passageways or lobbies with clear sight lines through the building broken only by glazing? <input type="checkbox"/>	<input checked="" type="checkbox"/>
	22	Transparent building corners? <input type="checkbox"/>	<input checked="" type="checkbox"/>
LIGHTING DESIGN (PAGE 10, 25)	23 Does the structure, signage or landscaping feature uplighting? (Prohibited within 300 feet of an Urban Bird Refuge)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	24 Does the structure minimize light spillage and maximize light shielding?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	25 Does the structure use interior "lights-out" motion sensors?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	26 Is night lighting minimized to levels needed for security?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	27 Does the structure use decorative red-colored lighting?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
LIGHTING OPERATIONS (PAGE 12, 24-25)	28 Will the building participate in San Francisco Lights Out during the migration seasons? (February 15-May 31 and August 15-November 30th) To achieve "sterling" certification the building must participate in year-round best management practices for lighting.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
OTHER BUILDING ELEMENTS (PAGE 23)	29 Does the structure feature rooftop antennae or guy wires?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	30 Does the structure feature horizontal access wind generators or non-solid blades?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
CONSENT (PAGE 34)	31 Does the building owner agree to distribute San Francisco's Bird-Safe Building Standards to future tenants?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Bird Collision Zone (blue)
(Bird Friendly Glazing required)

- General Rule: Collisions are effectively reduced when flight paths are eliminated by the breaking of glass swaths to less than 4" vertically or 2" horizontally.

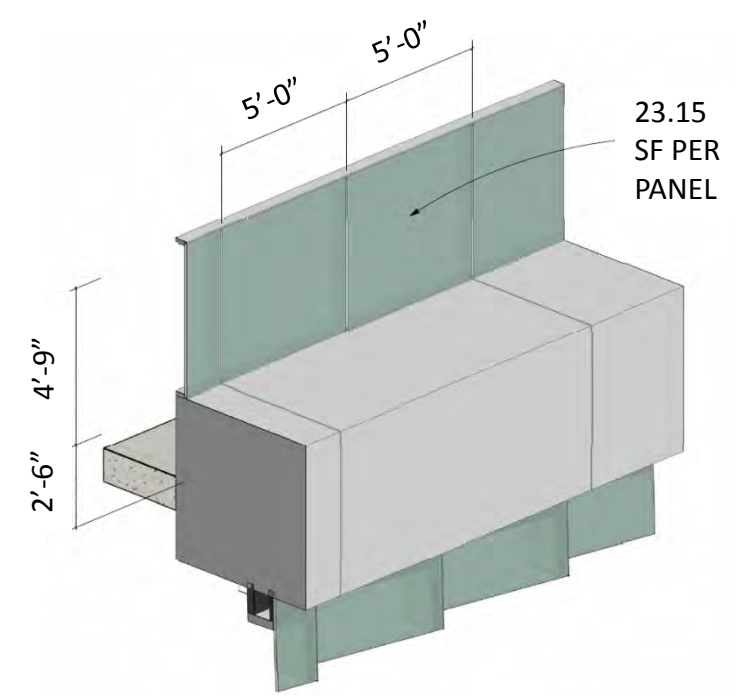
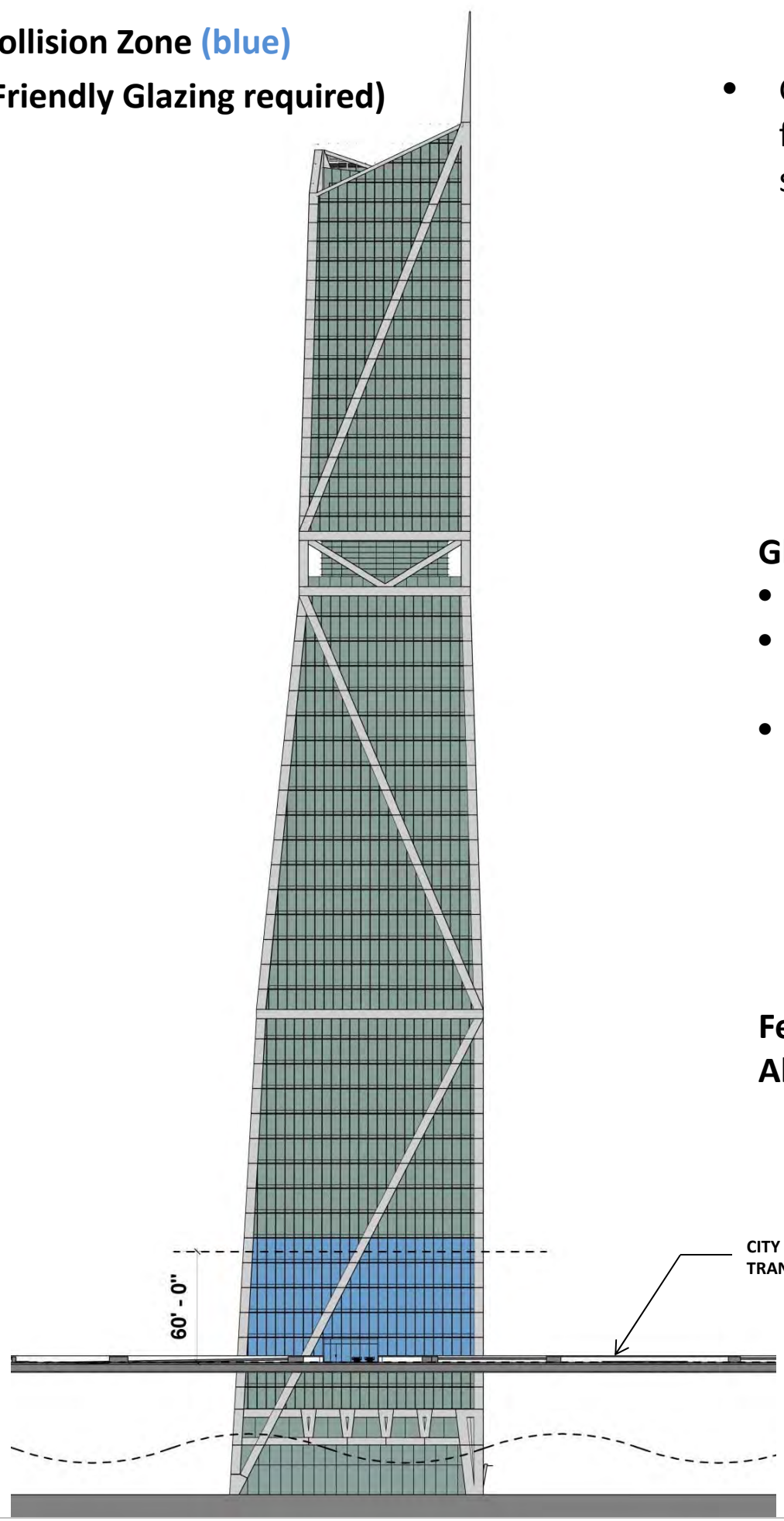


Glazing Treatment- Bird Friendly Silkscreen Pattern :

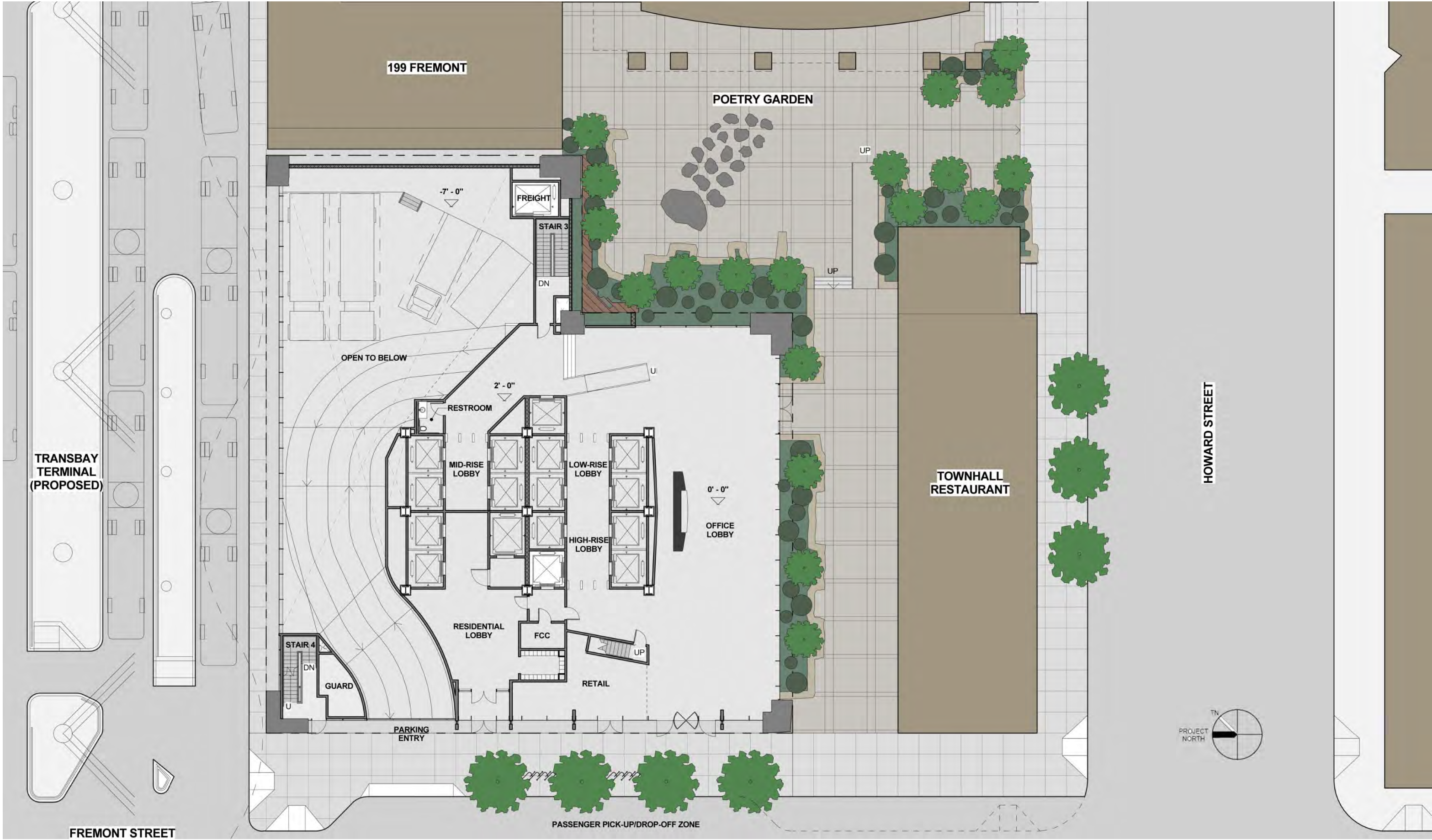
- Color: V901 Dark Gray
- Pattern: 1/8" horizontal lines alternating with 2" spaces
- Testing Result: Highly effective



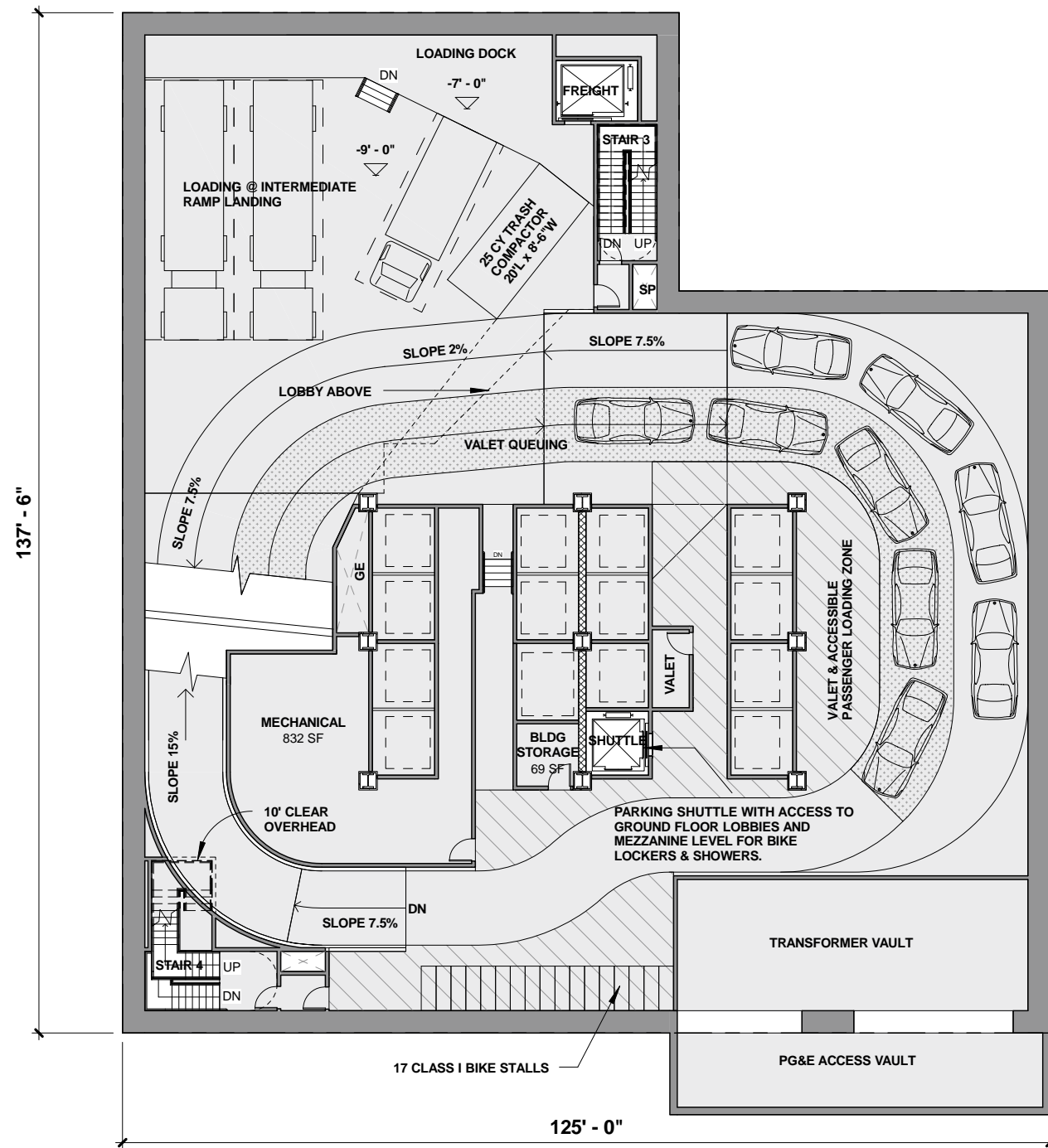
Feature-Related Standards:
All feature-related glass area is less than 24 S.F.



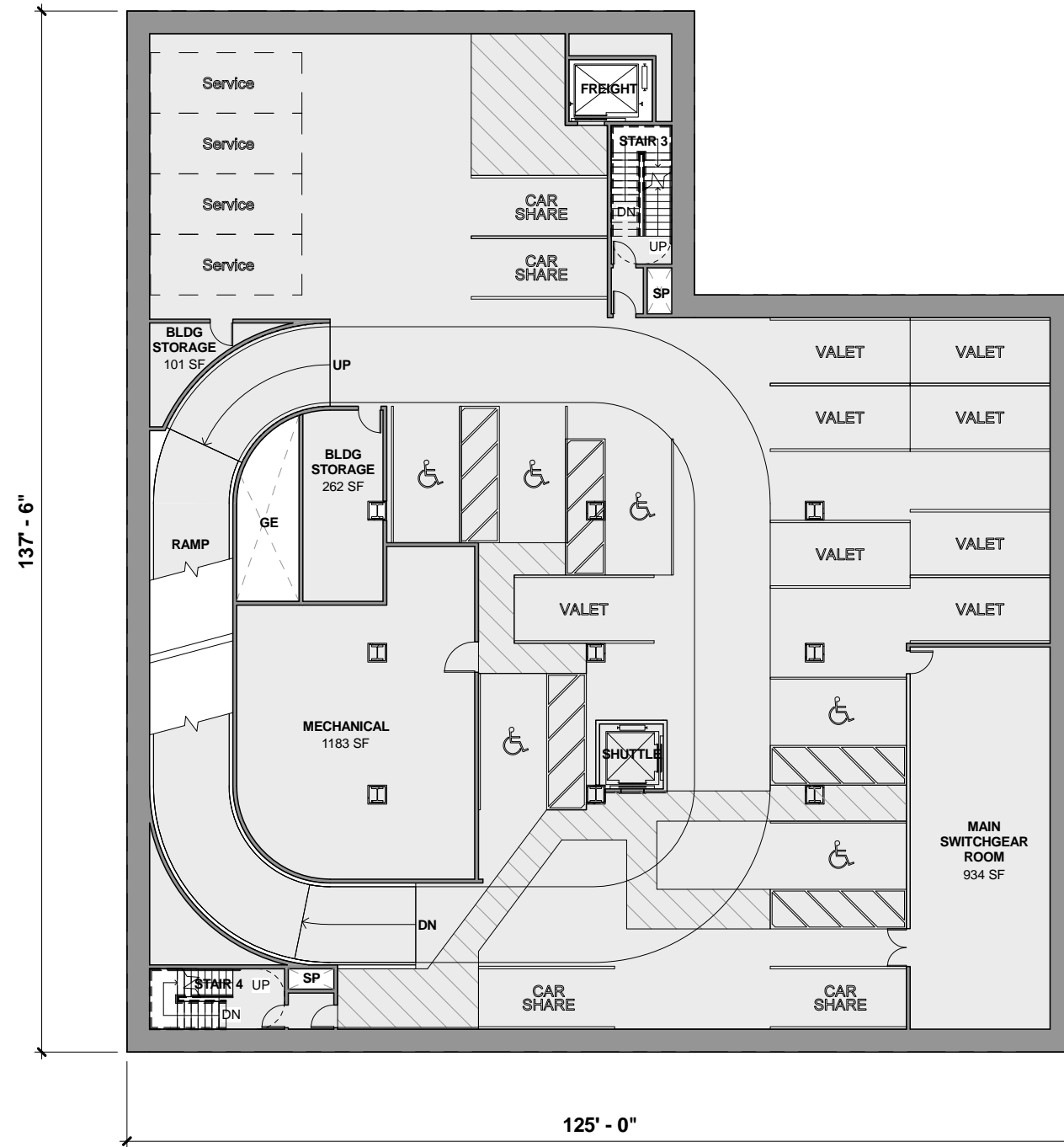
5 ARCHITECTURAL
PLANS & ELEVATIONS



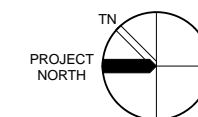
PLAZA SITE PLAN

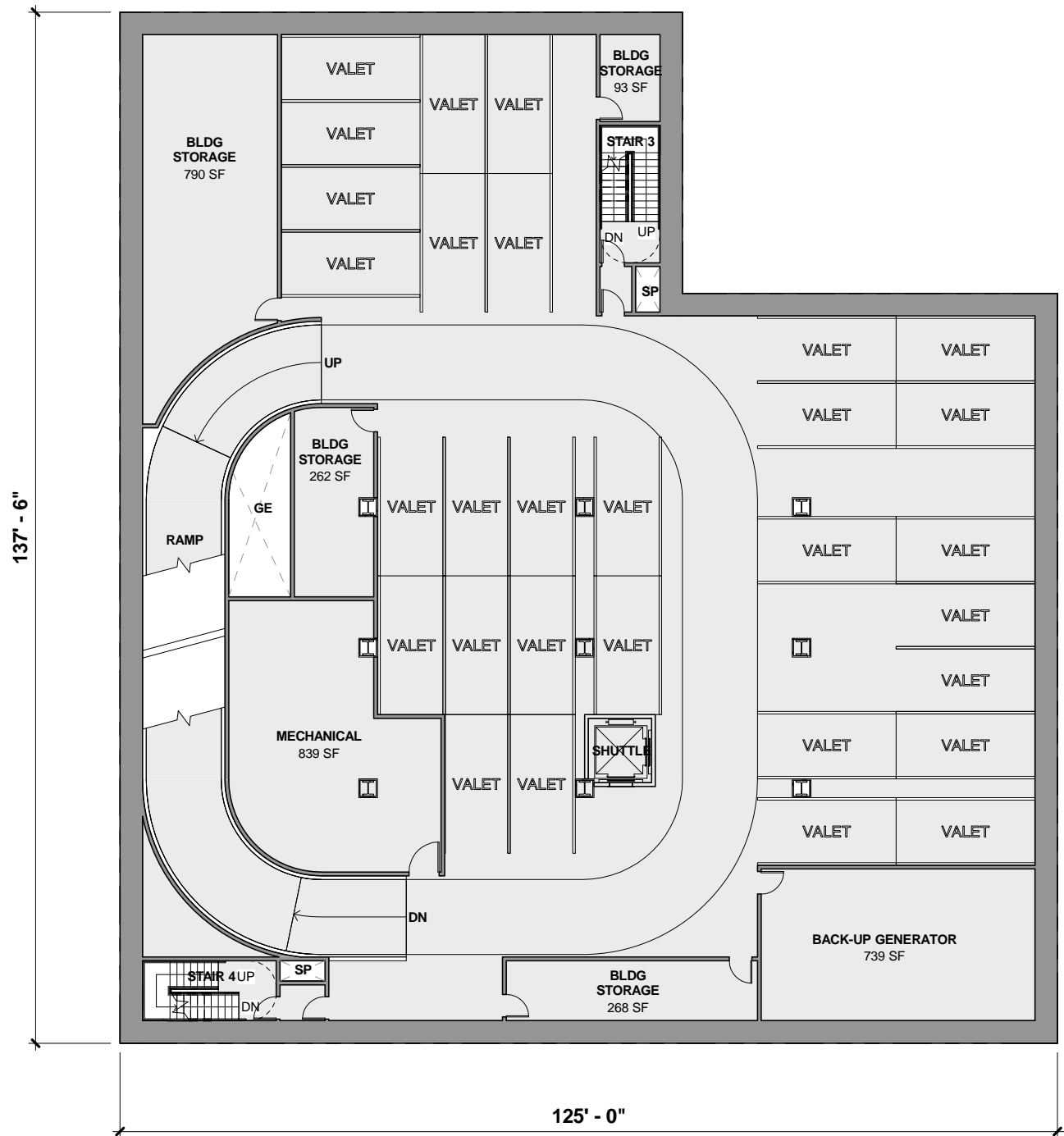


LEVEL B1

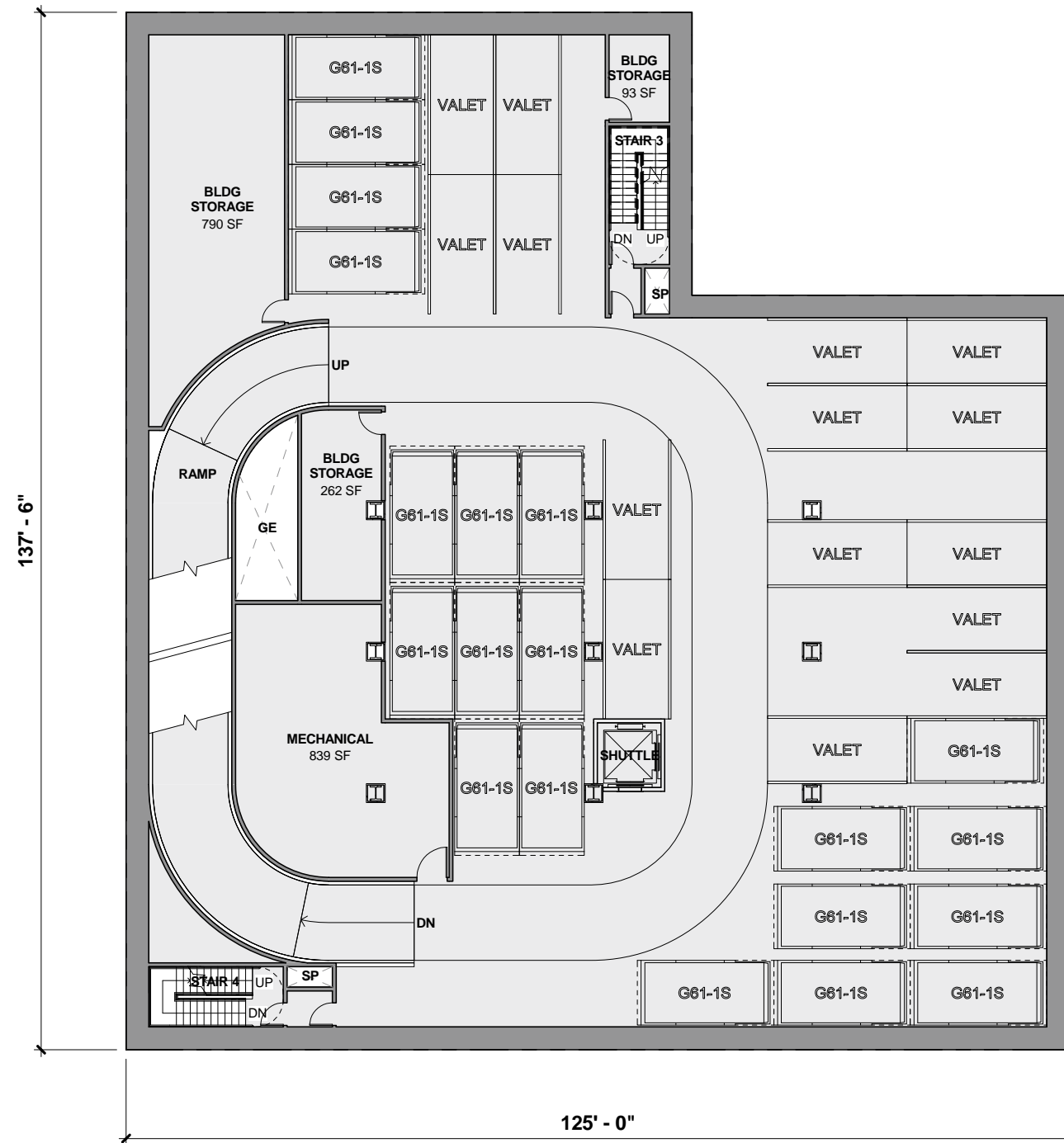


LEVEL B2

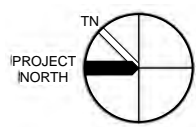




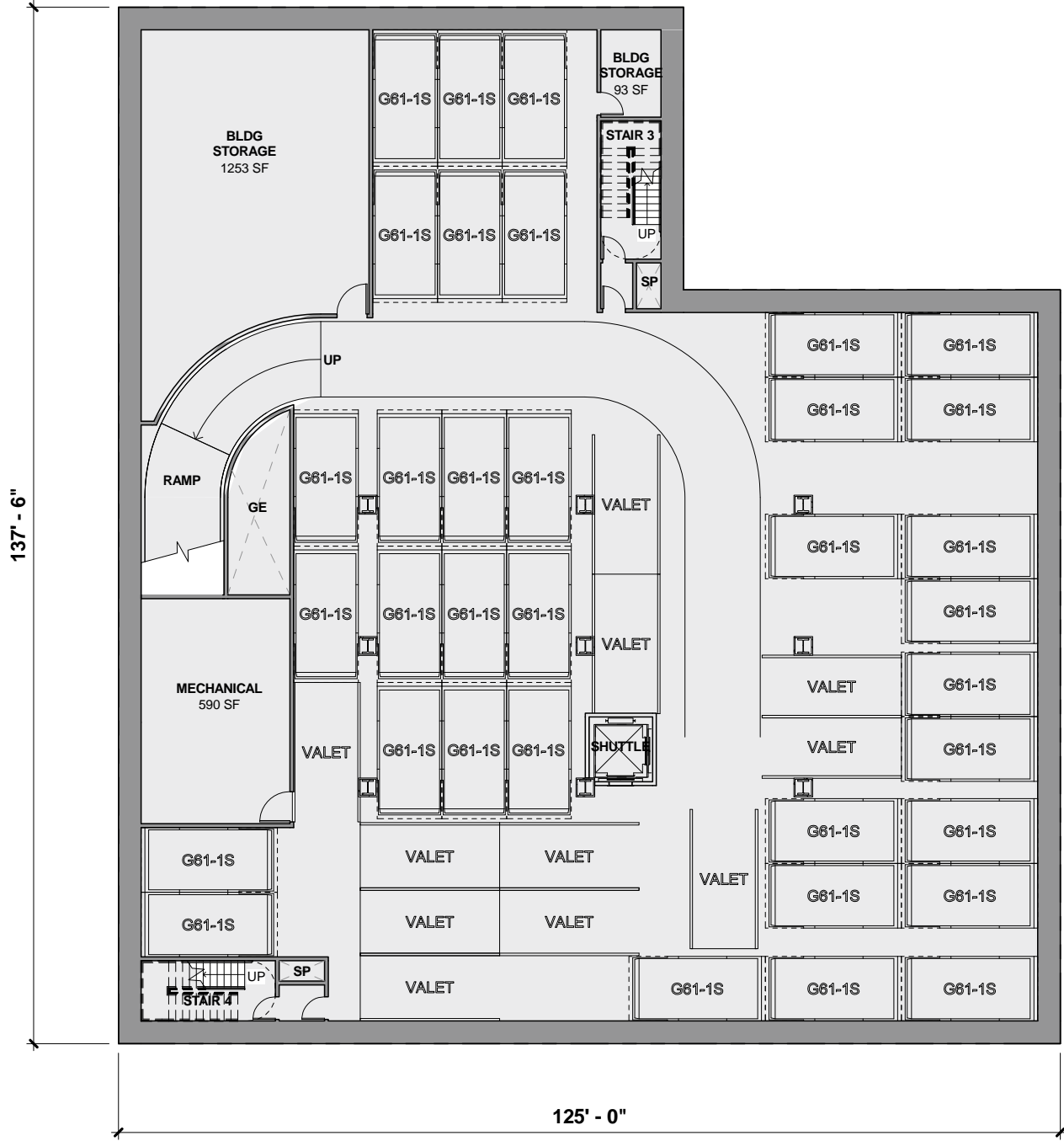
LEVEL B3



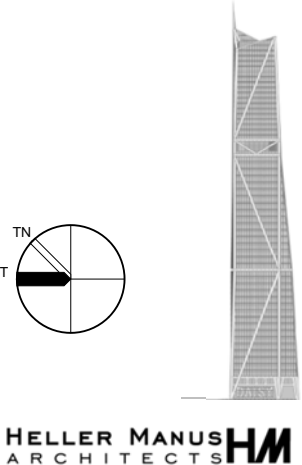
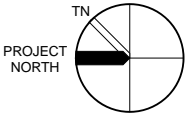
LEVEL B4

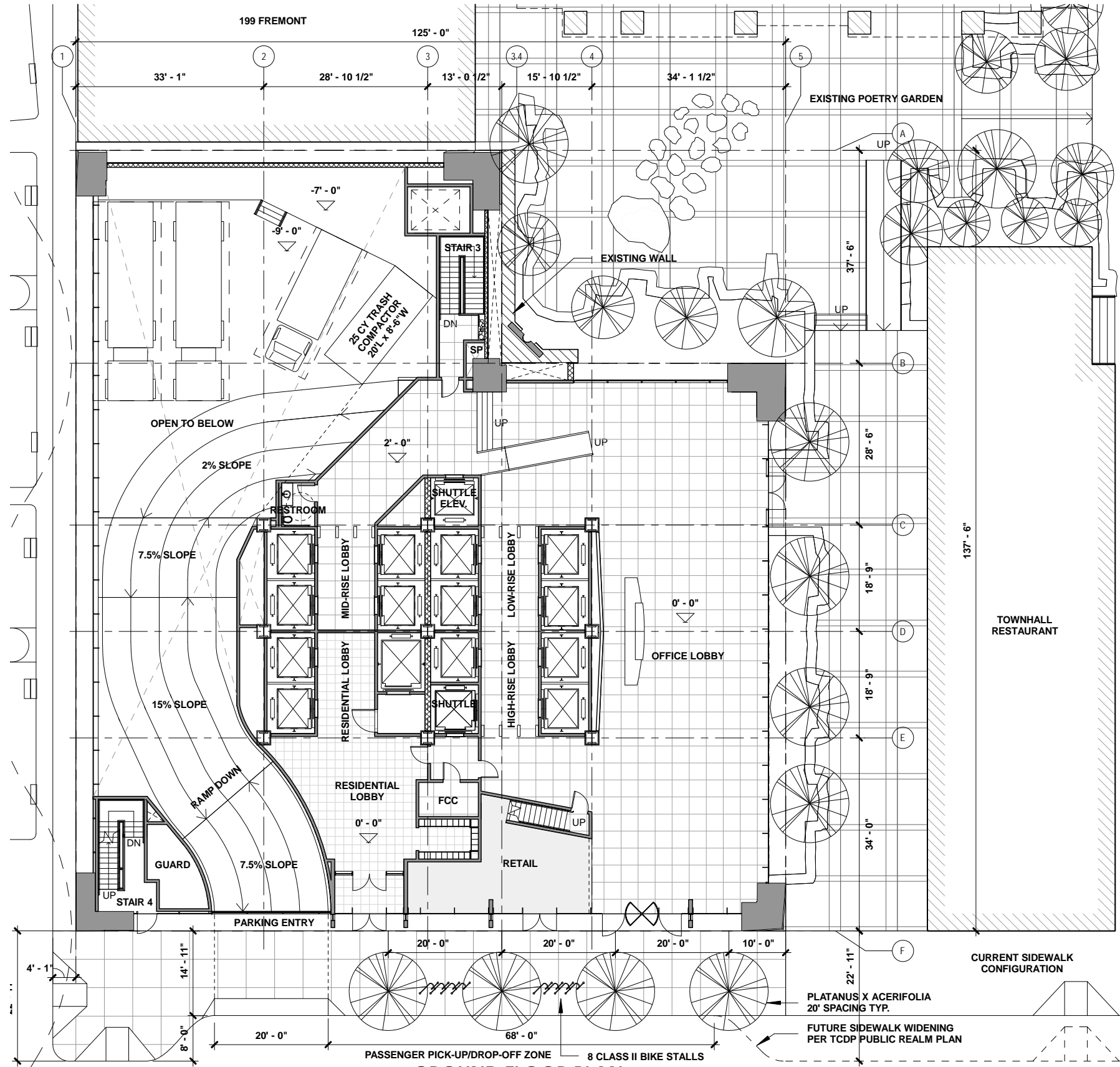


BASEMENT FLOOR PLANS

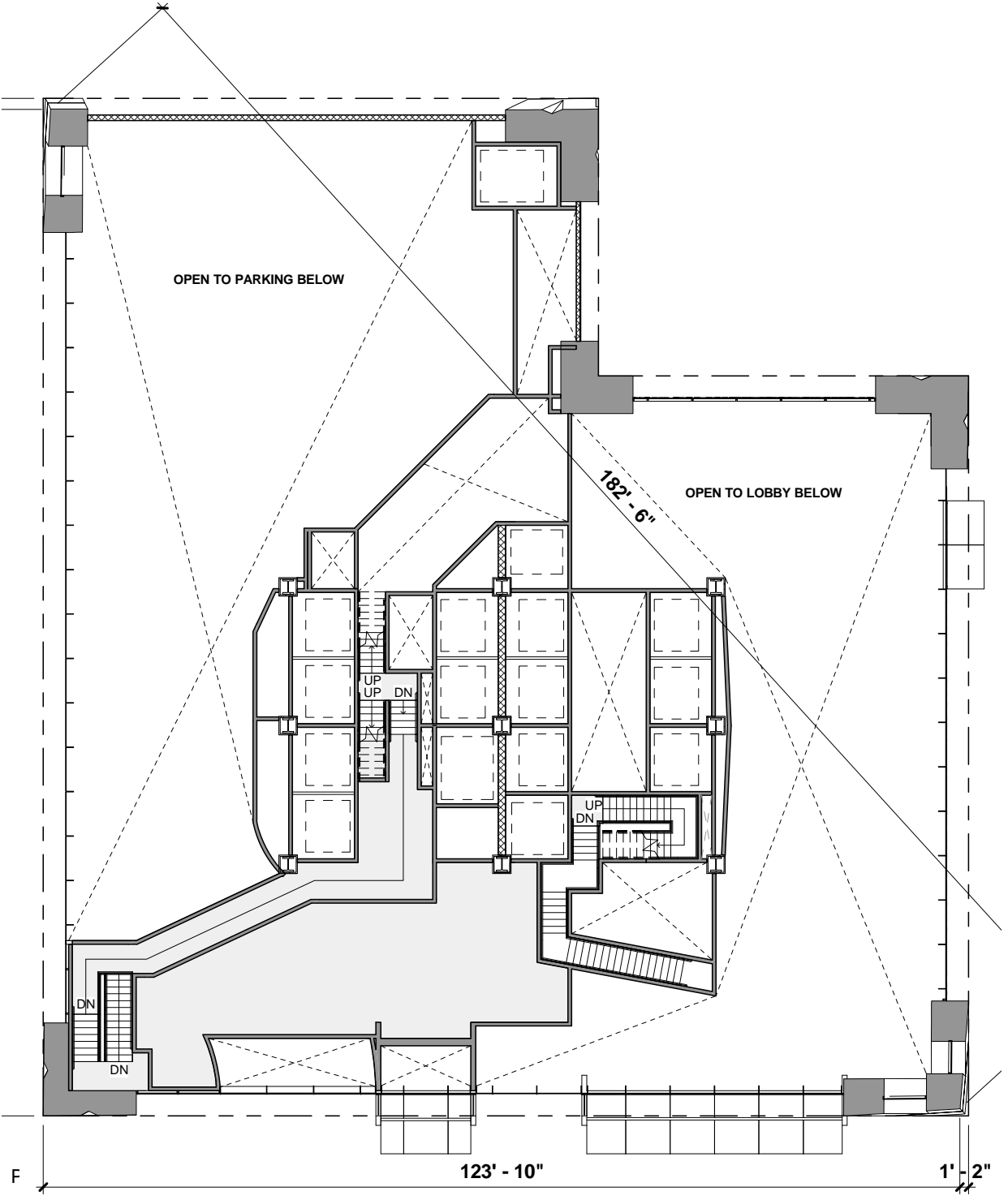


LEVEL B5

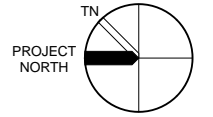


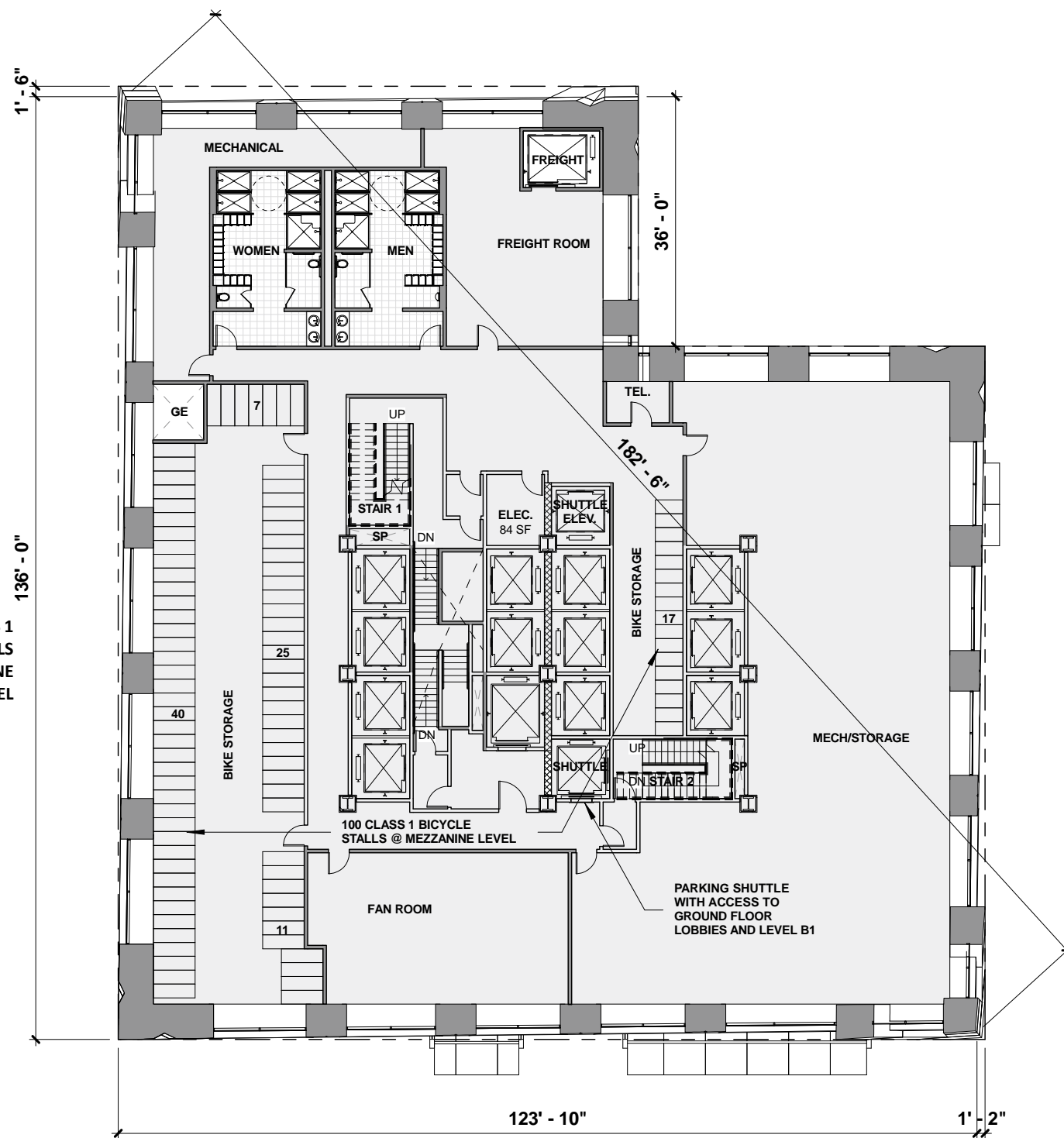


GROUND FLOOR PLAN

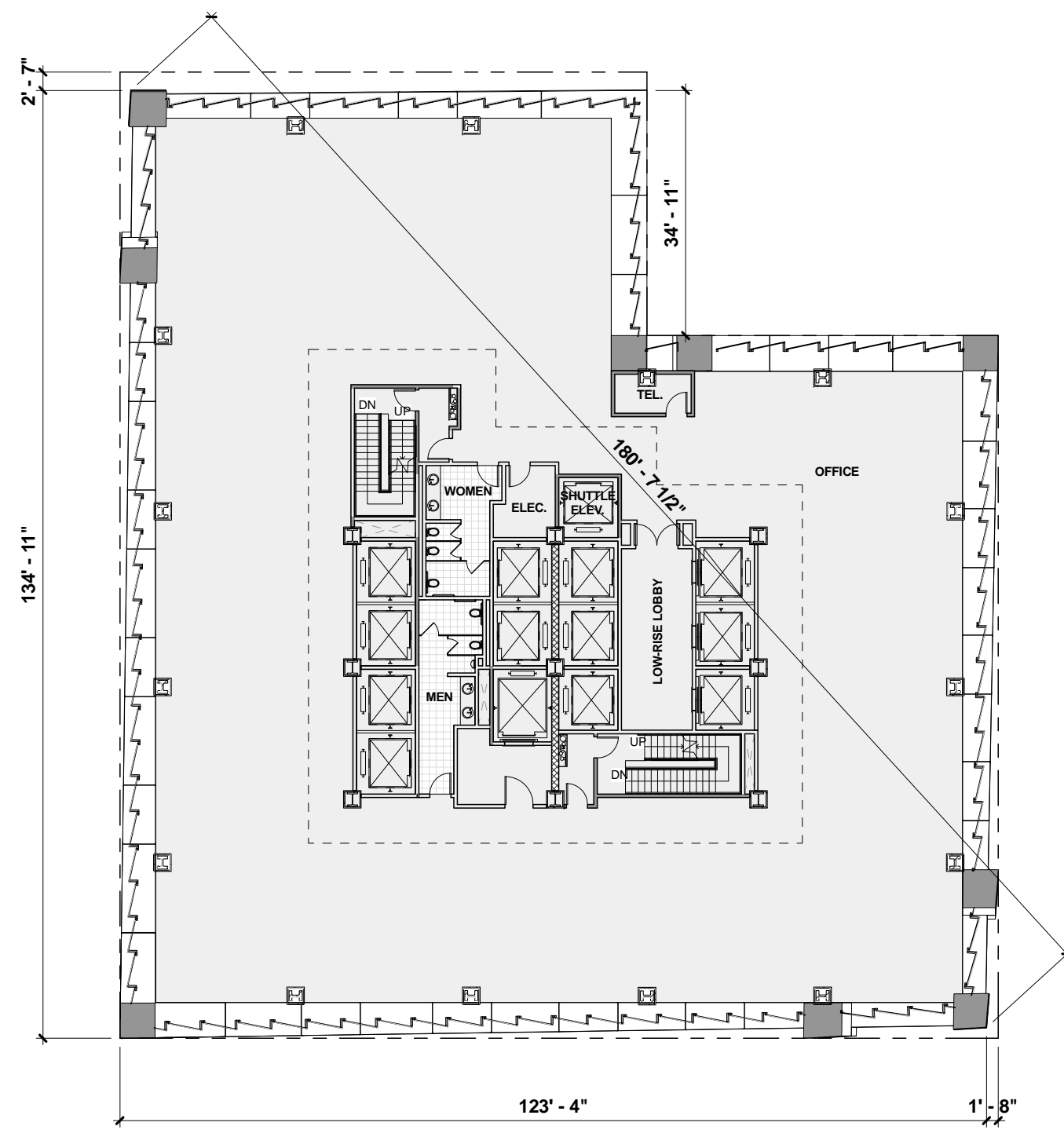


STAIR TRANSFER LEVEL FROM MEZZANINE TO GROUND FLOOR



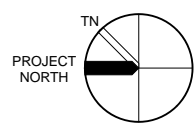


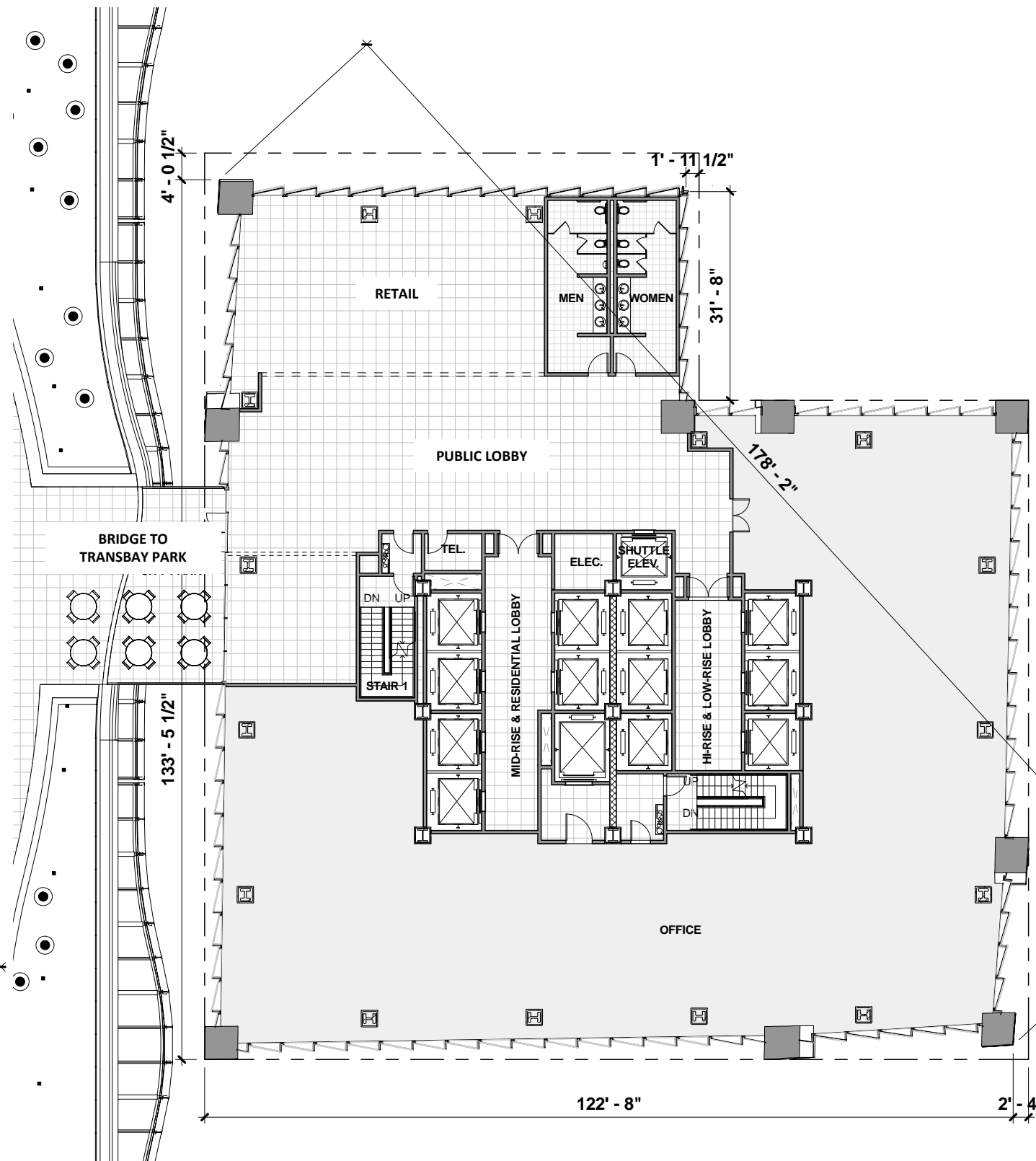
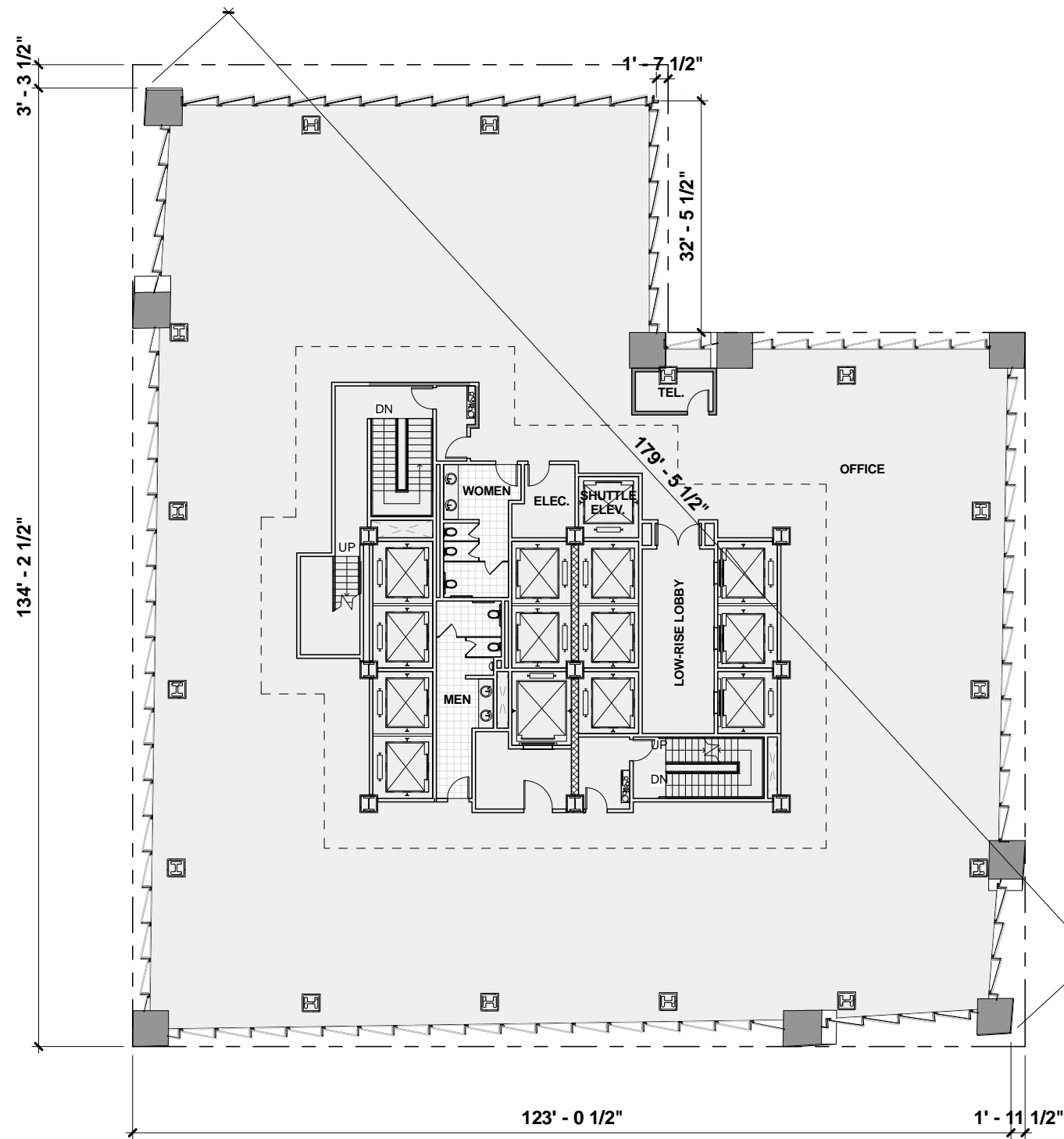
MEZZANINE LEVEL



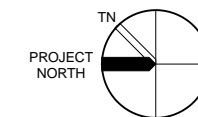
LEVEL 3

Lower Tower Average Floor Plate: 12,690 SF

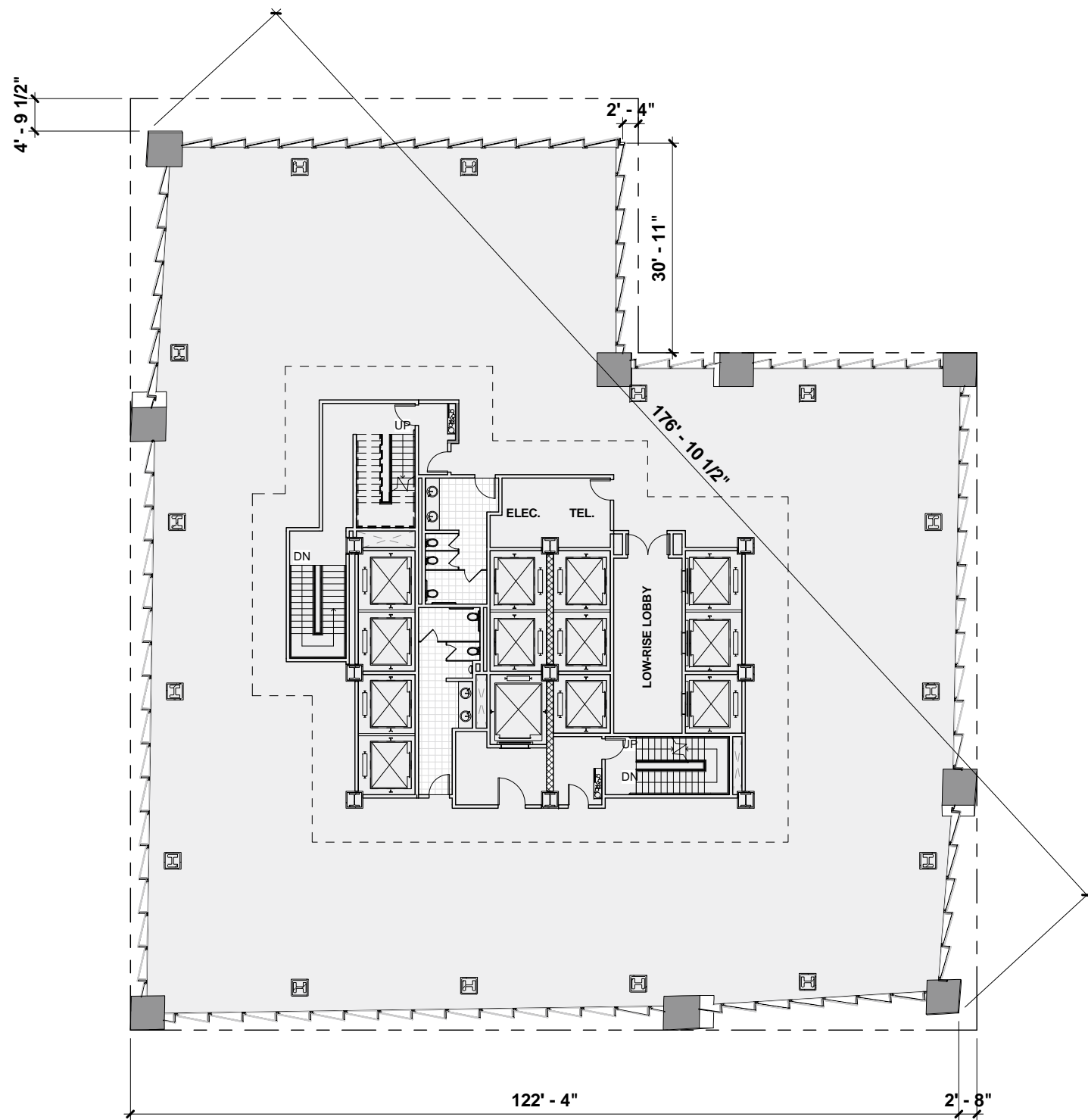




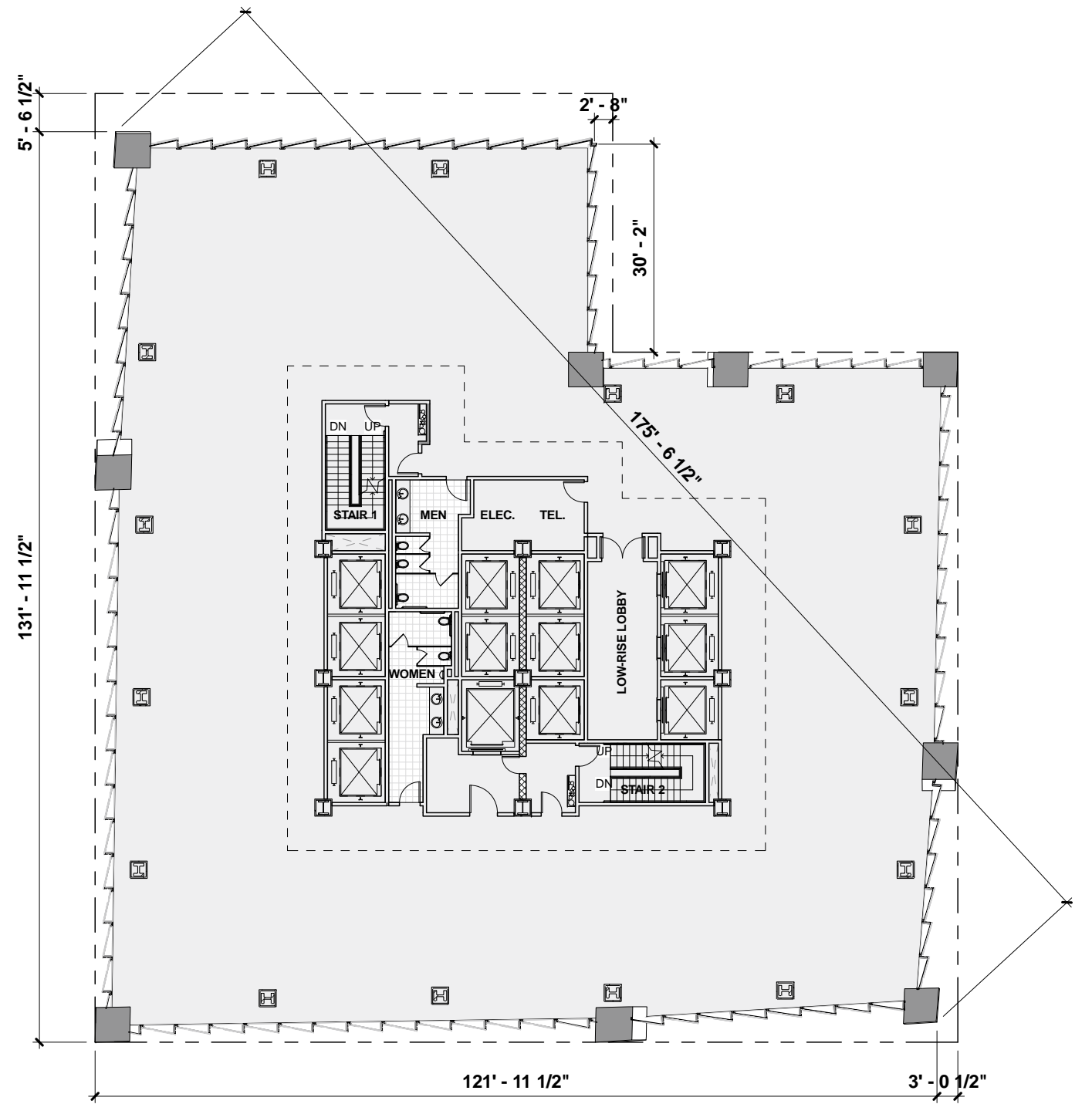
Lower Tower Average Floor Plate: 12,690 SF



FLOOR PLANS

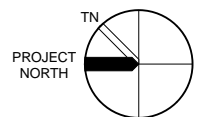


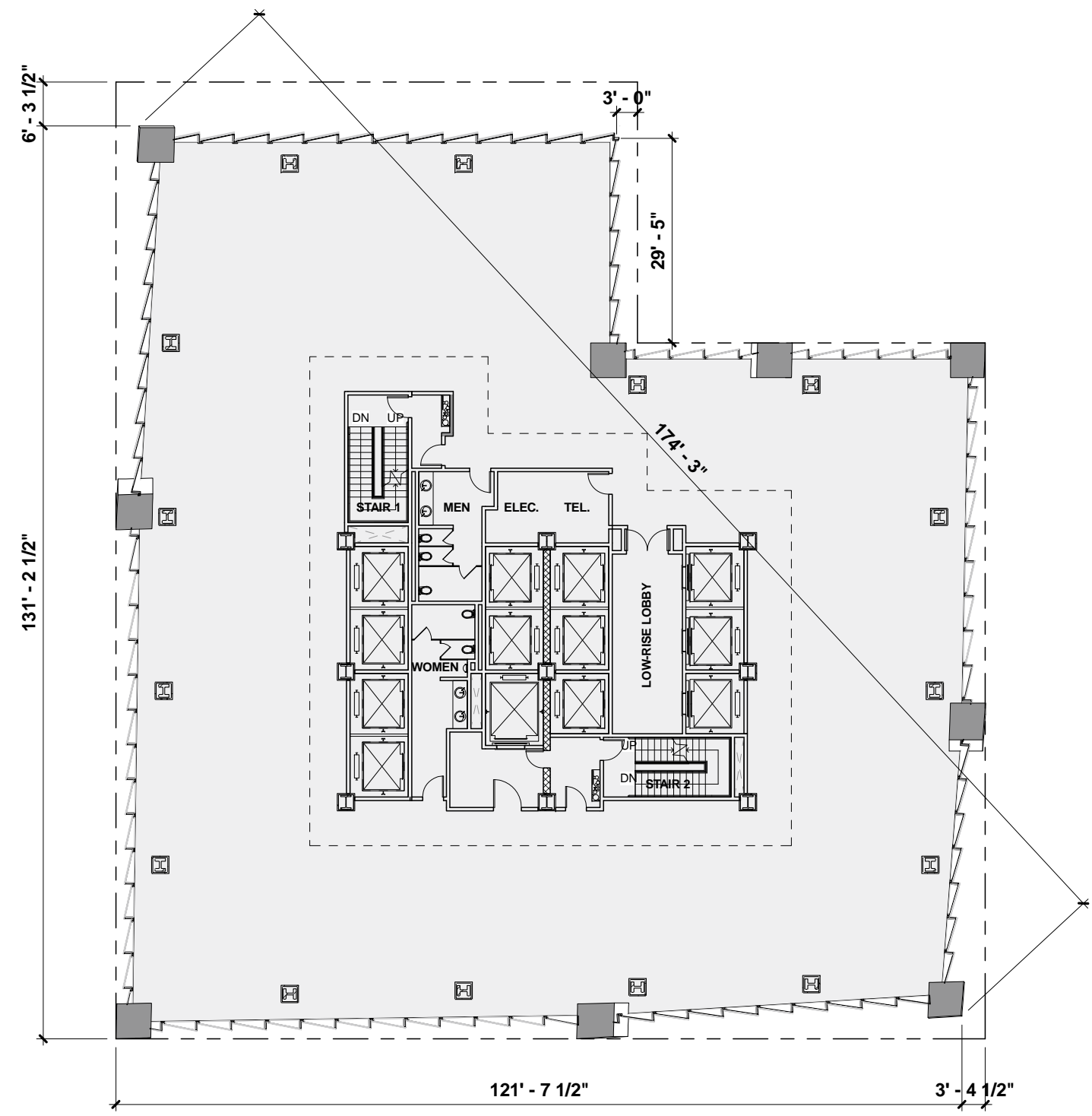
LEVEL 6



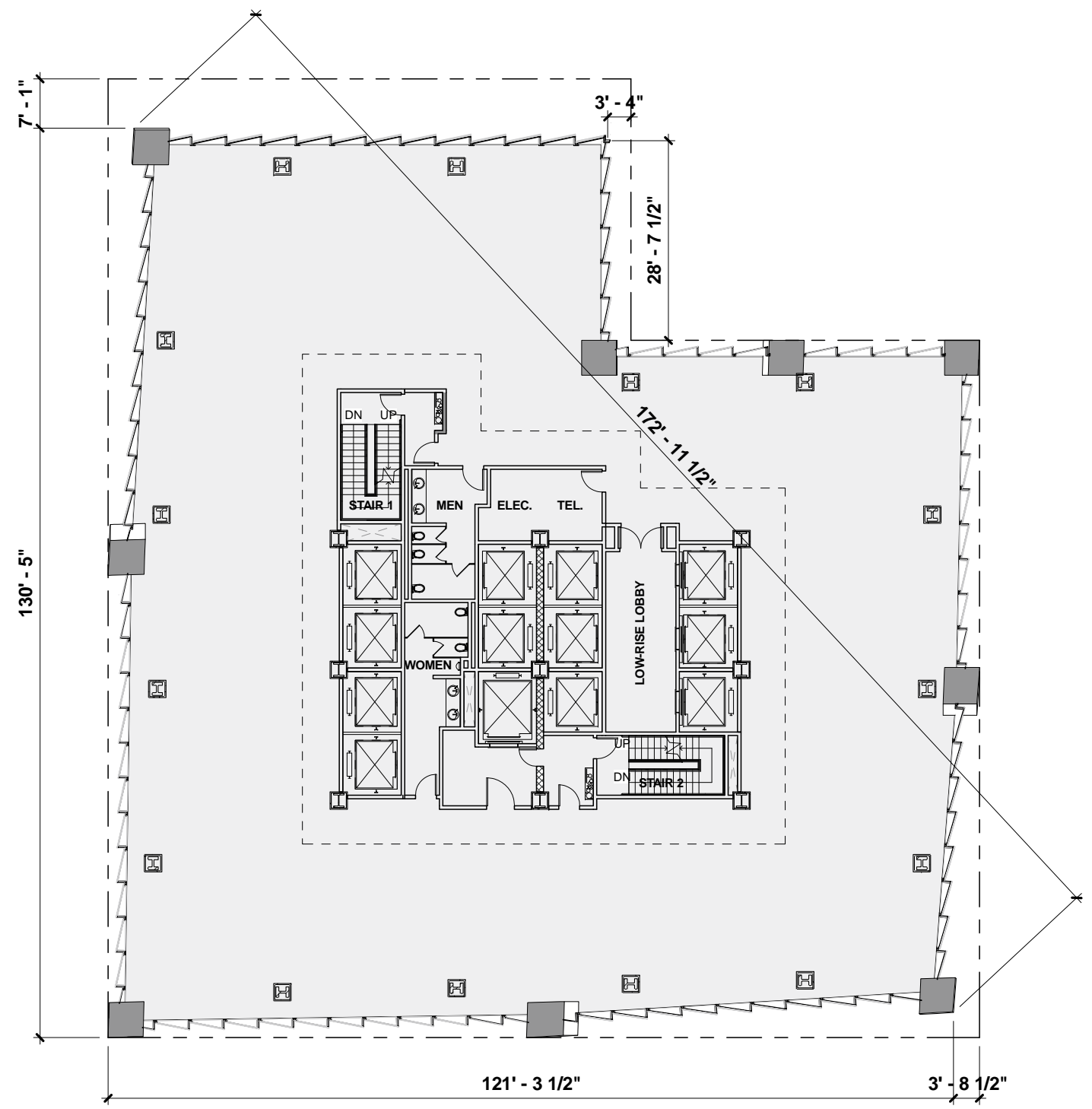
LEVEL 7

Lower Tower Average Floor Plate: 12,690 SF



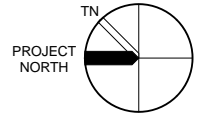


LEVEL 8

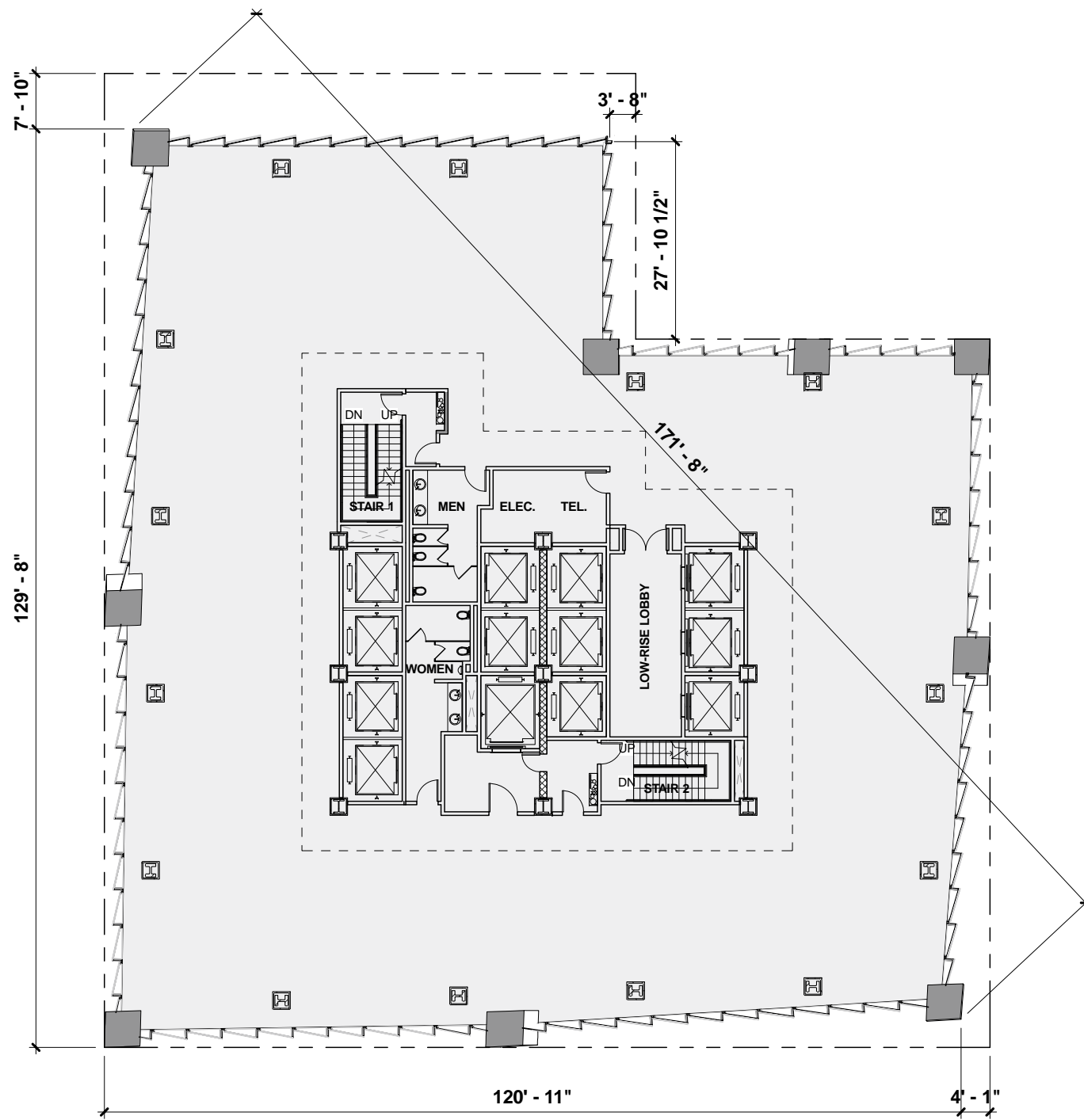


LEVEL 9

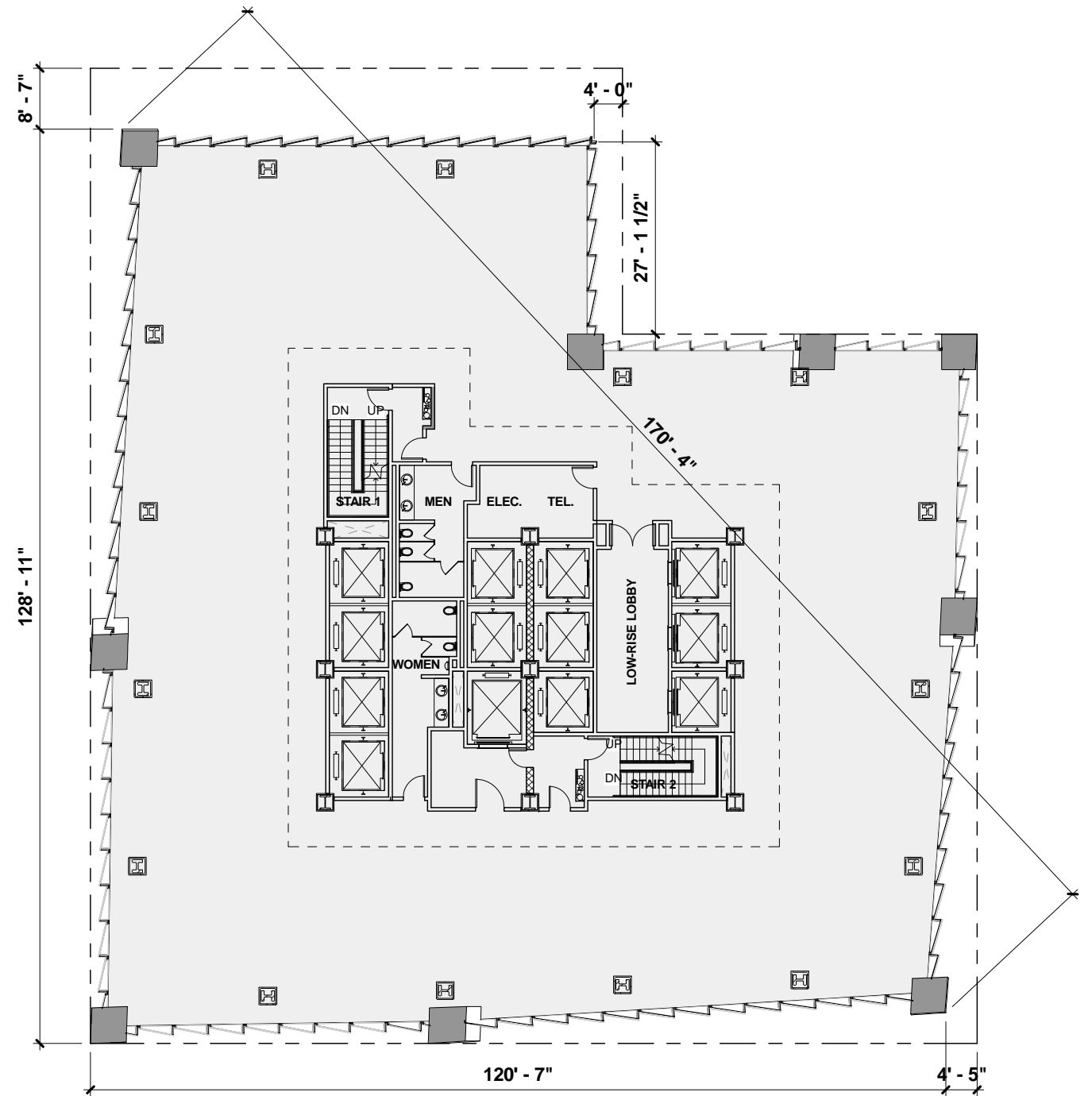
Lower Tower Average Floor Plate: 12,690 SF



FLOOR PLANS

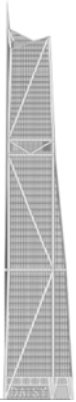
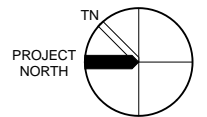


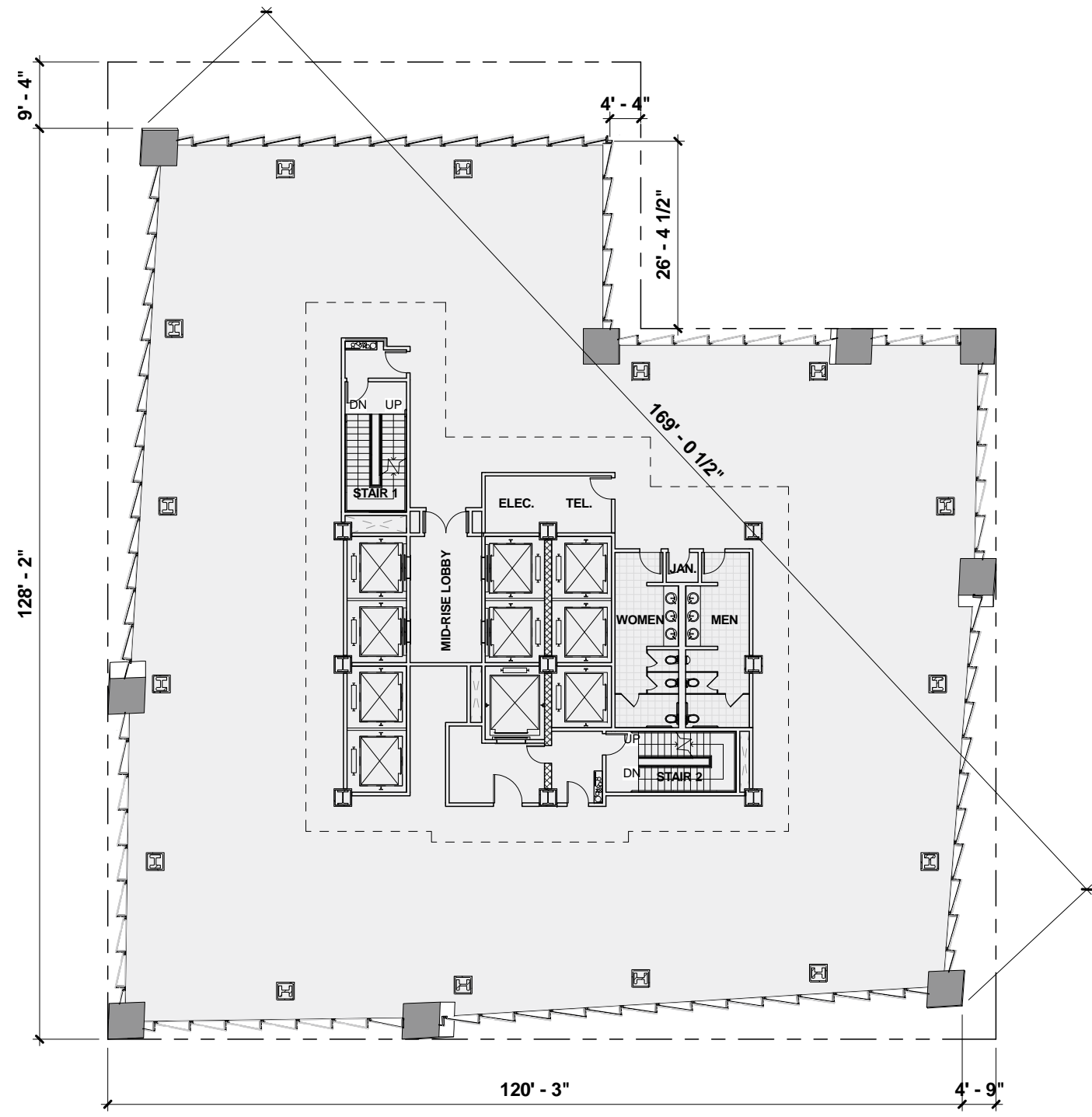
LEVEL 10



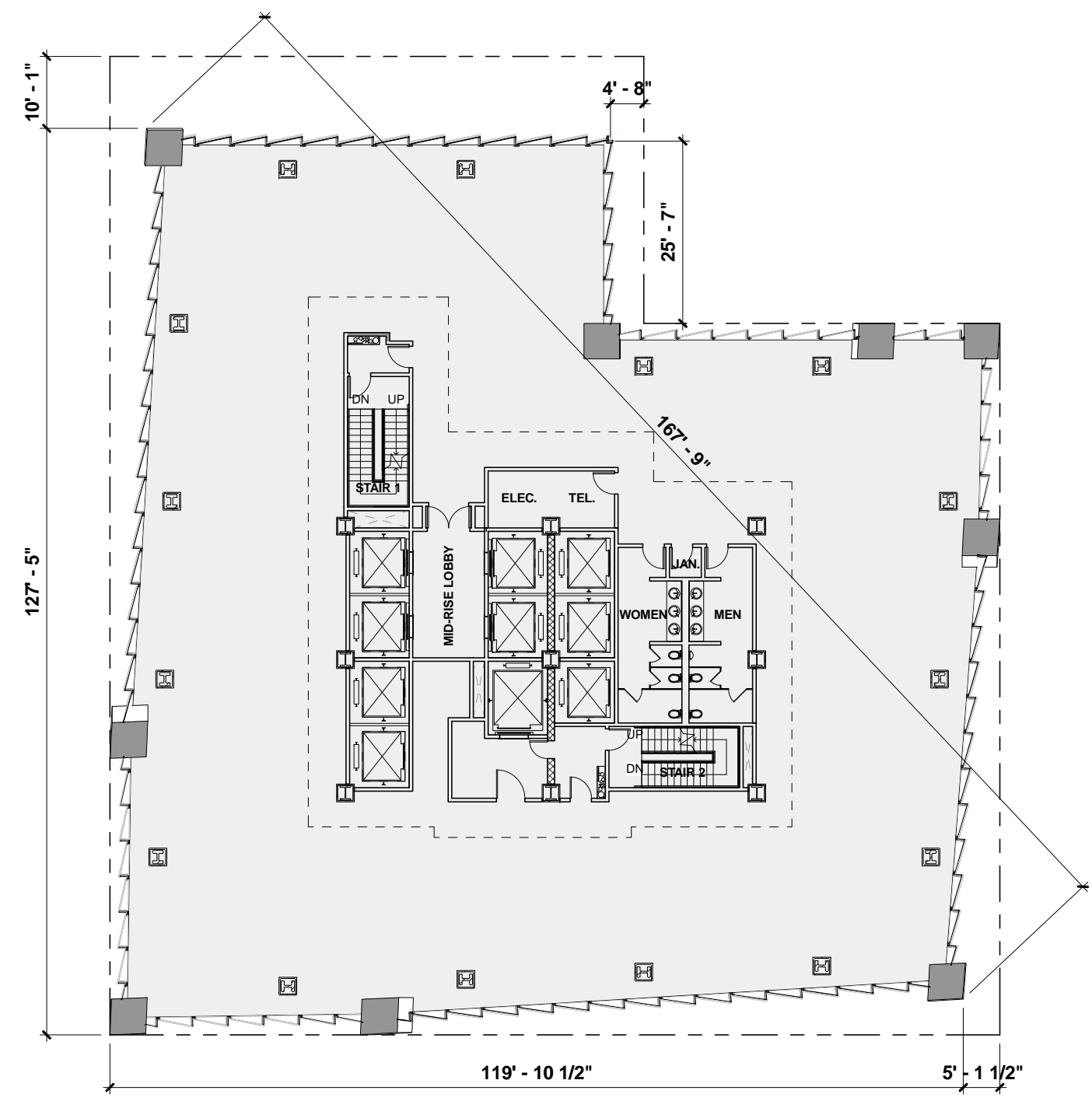
LEVEL 11

Lower Tower Average Floor Plate: 12,690 SF



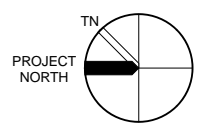


LEVEL 12 (TYP. MID RISE)

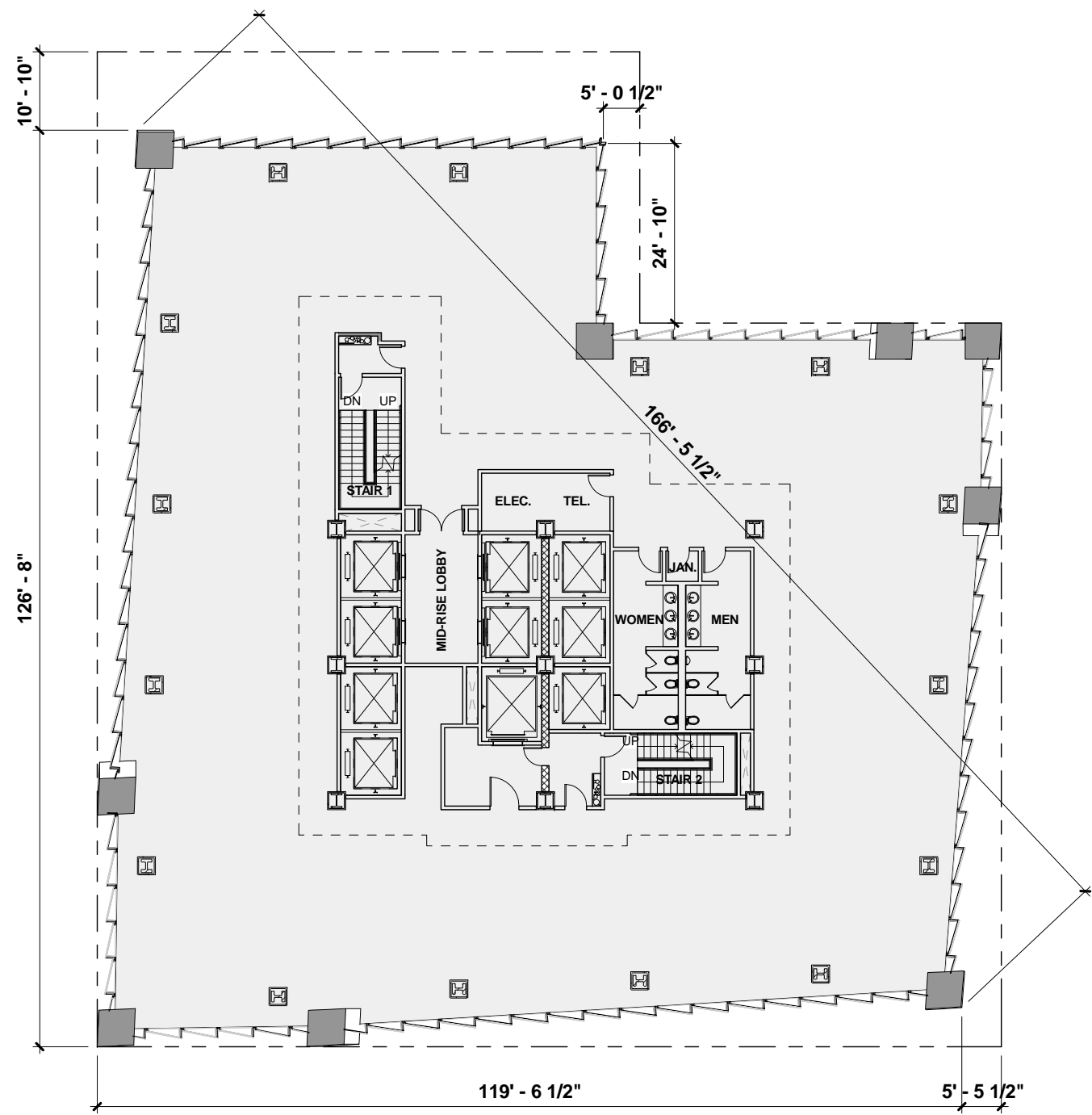


LEVEL 13

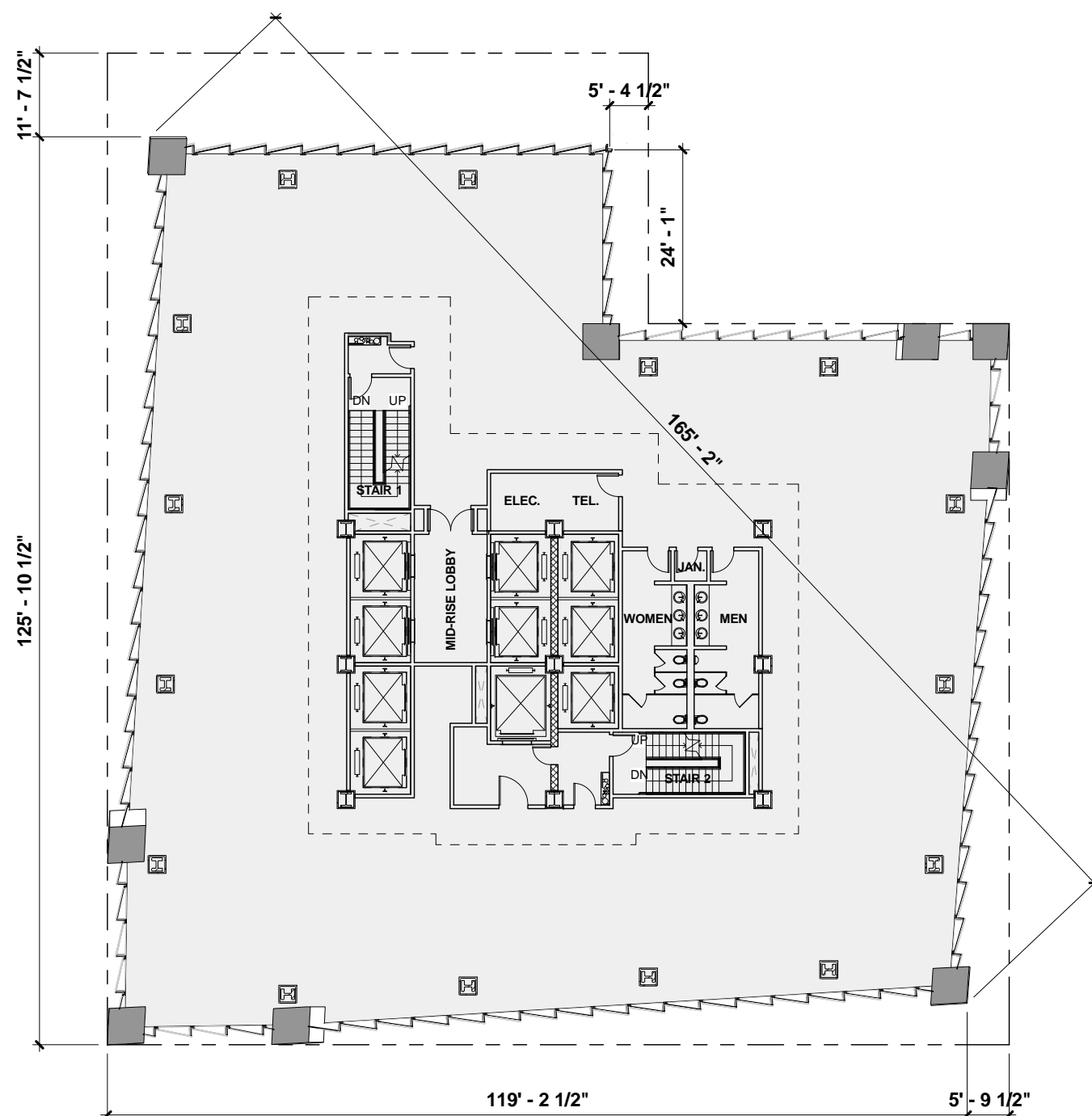
Lower Tower Average Floor Plate: 12,690 SF



FLOOR PLANS

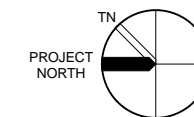


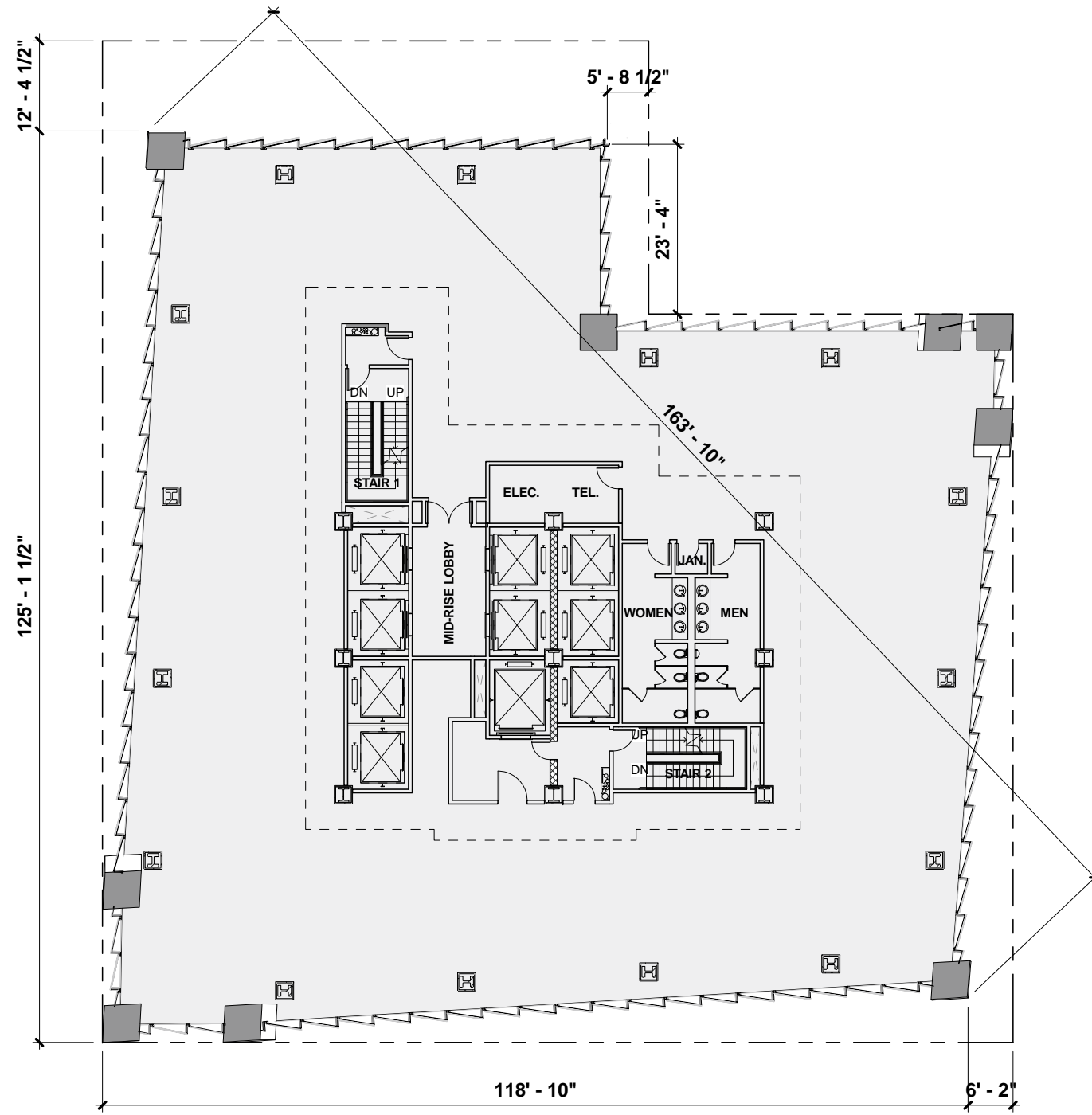
LEVEL 14



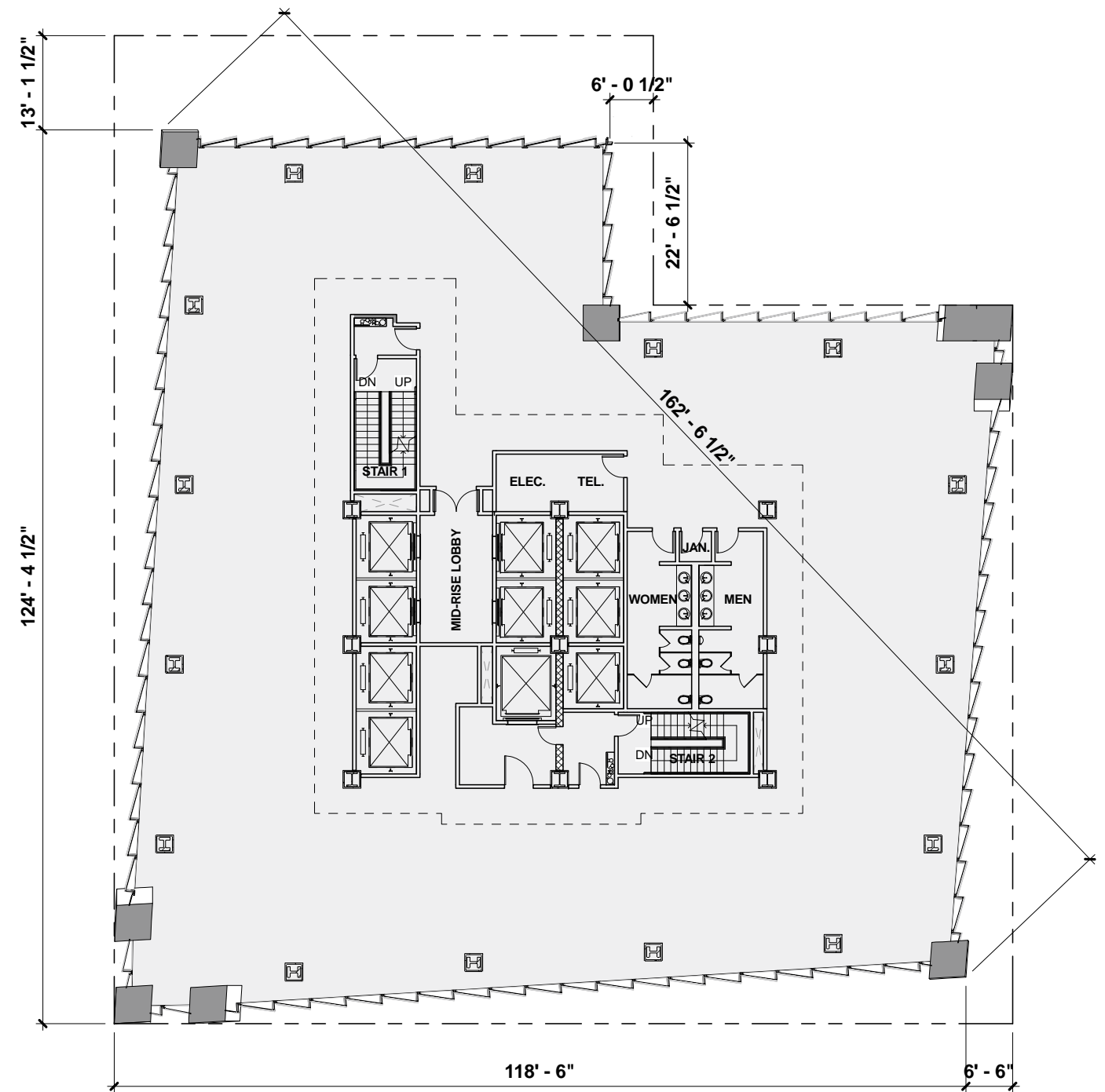
LEVEL 15

Lower Tower Average Floor Plate: 12,690 SF



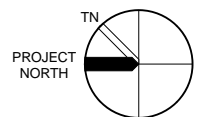


LEVEL 16

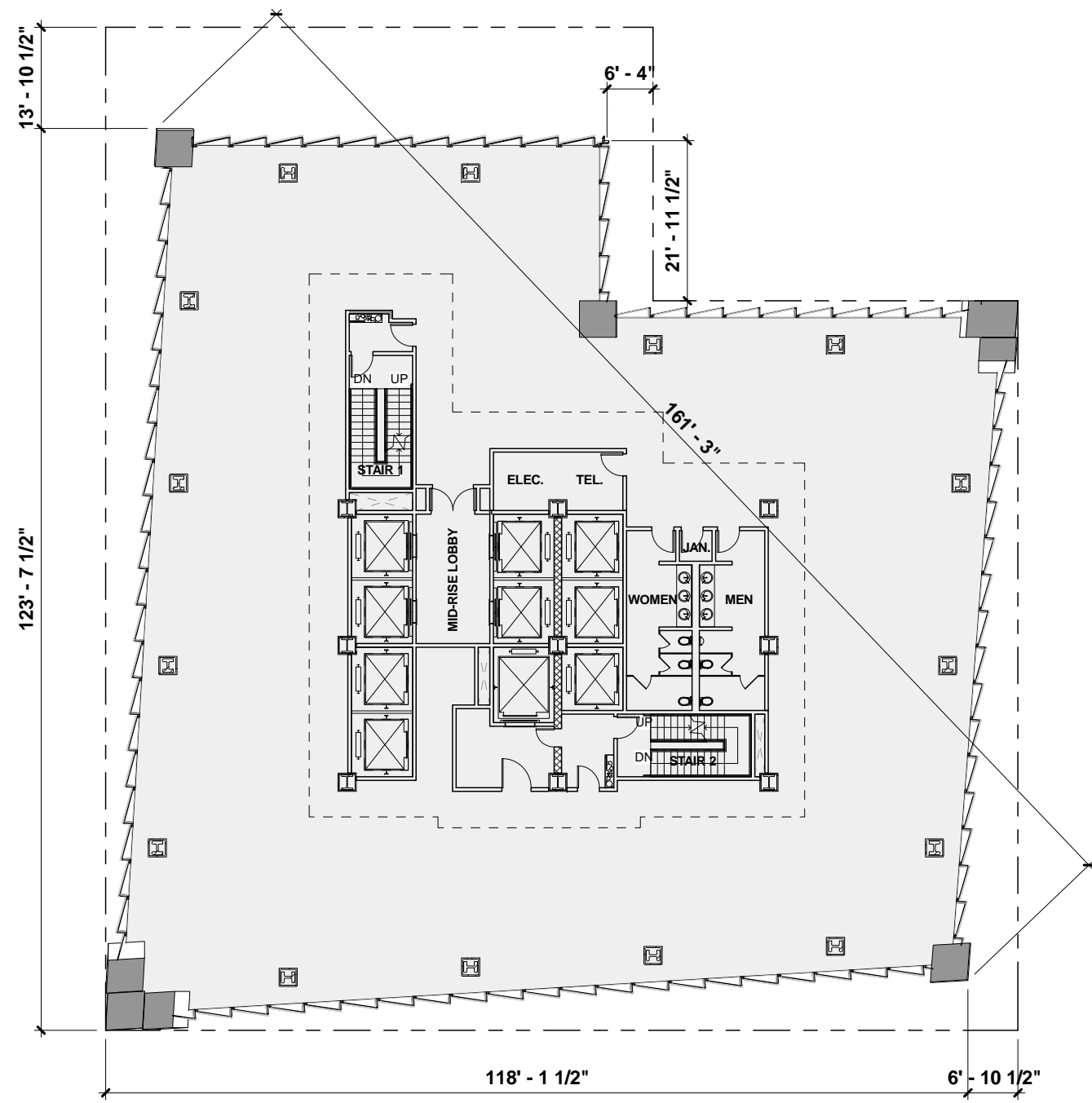


LEVEL 17

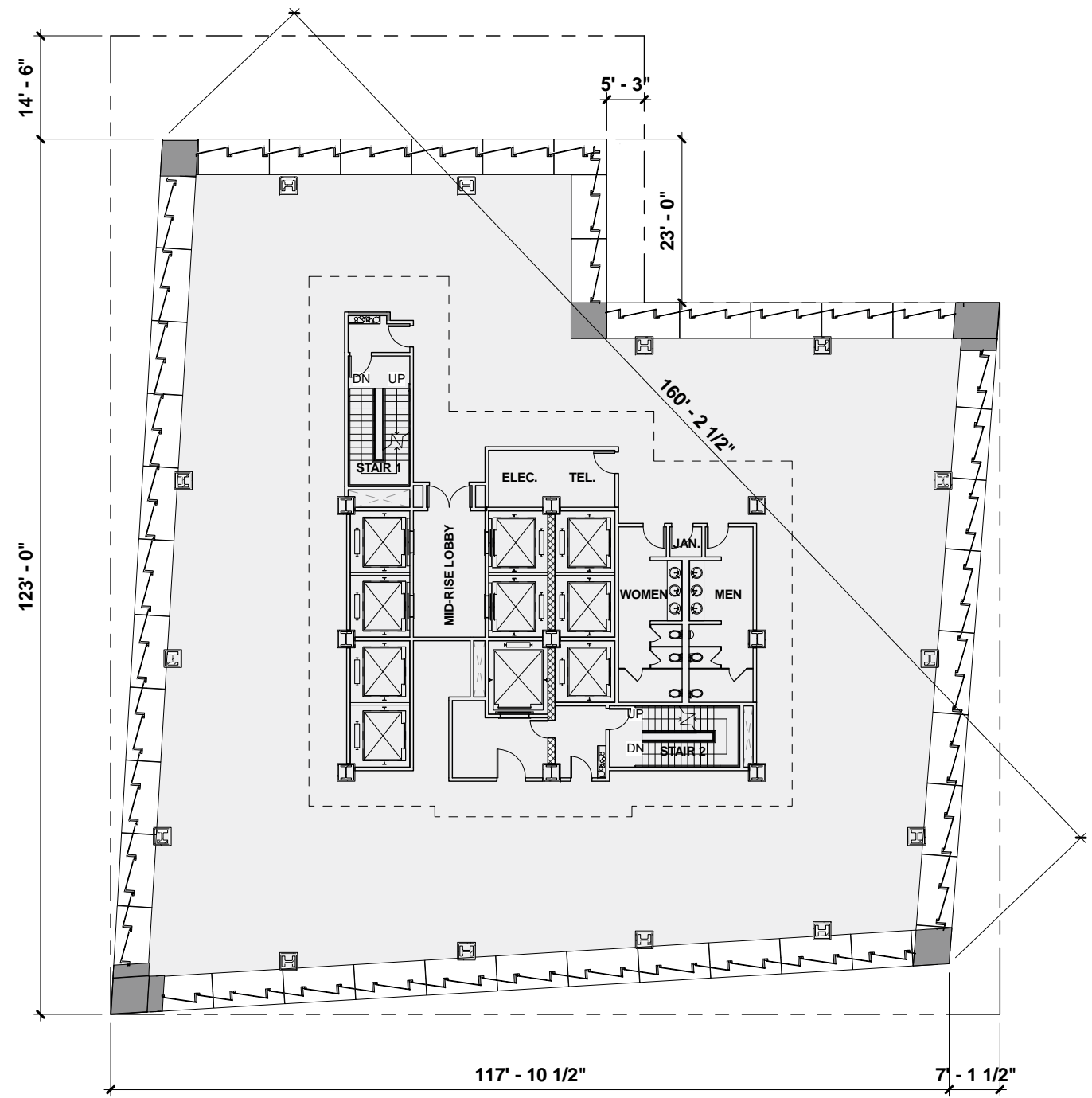
Lower Tower Average Floor Plate: 12,690 SF



FLOOR PLANS

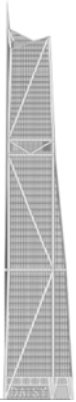
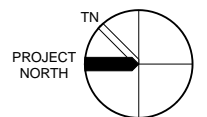


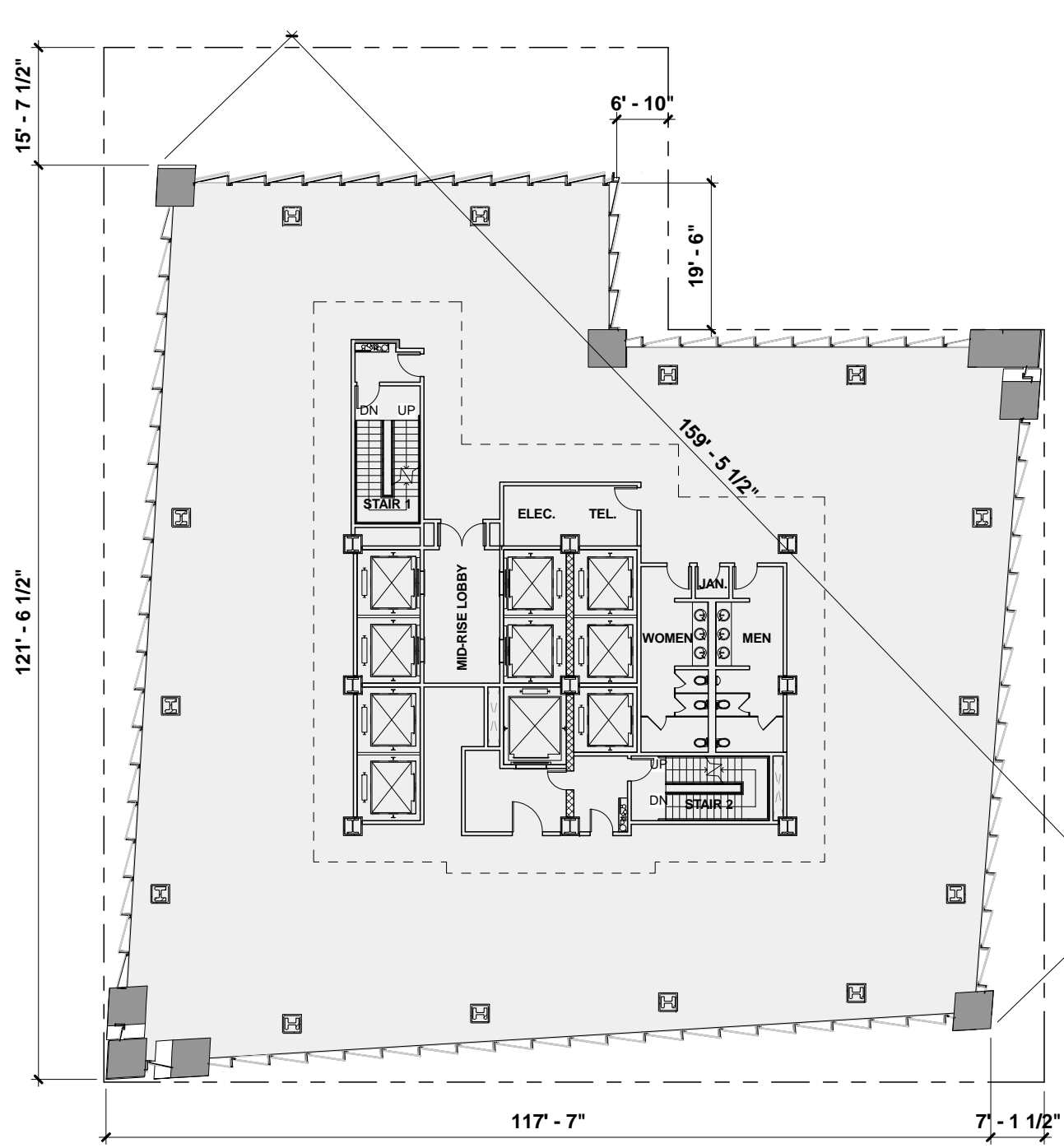
LEVEL 18



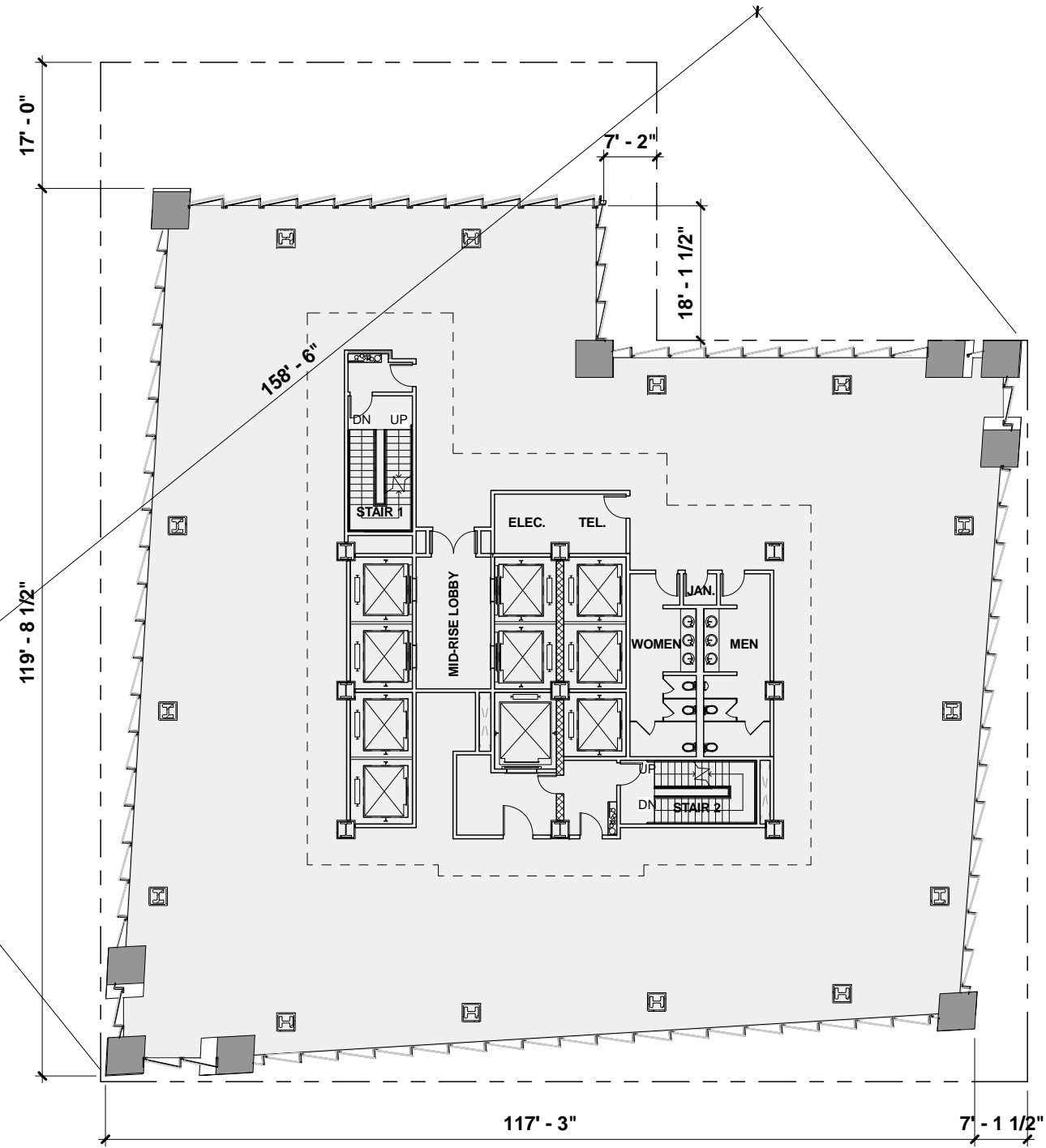
LEVEL 19

Lower Tower Average Floor Plate: 12,690 SF



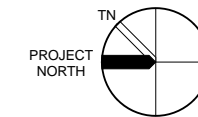


LEVEL 20

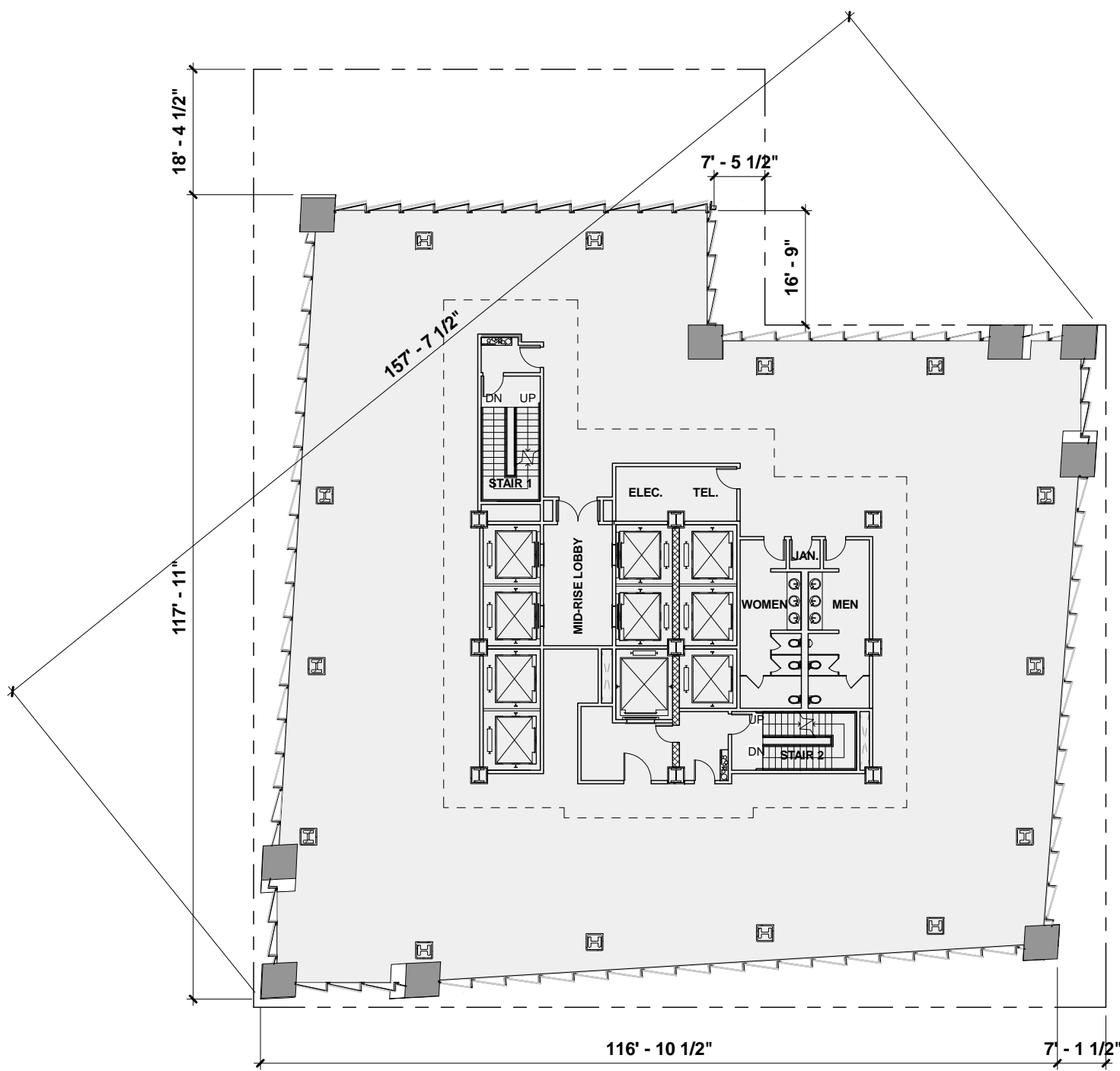


LEVEL 21

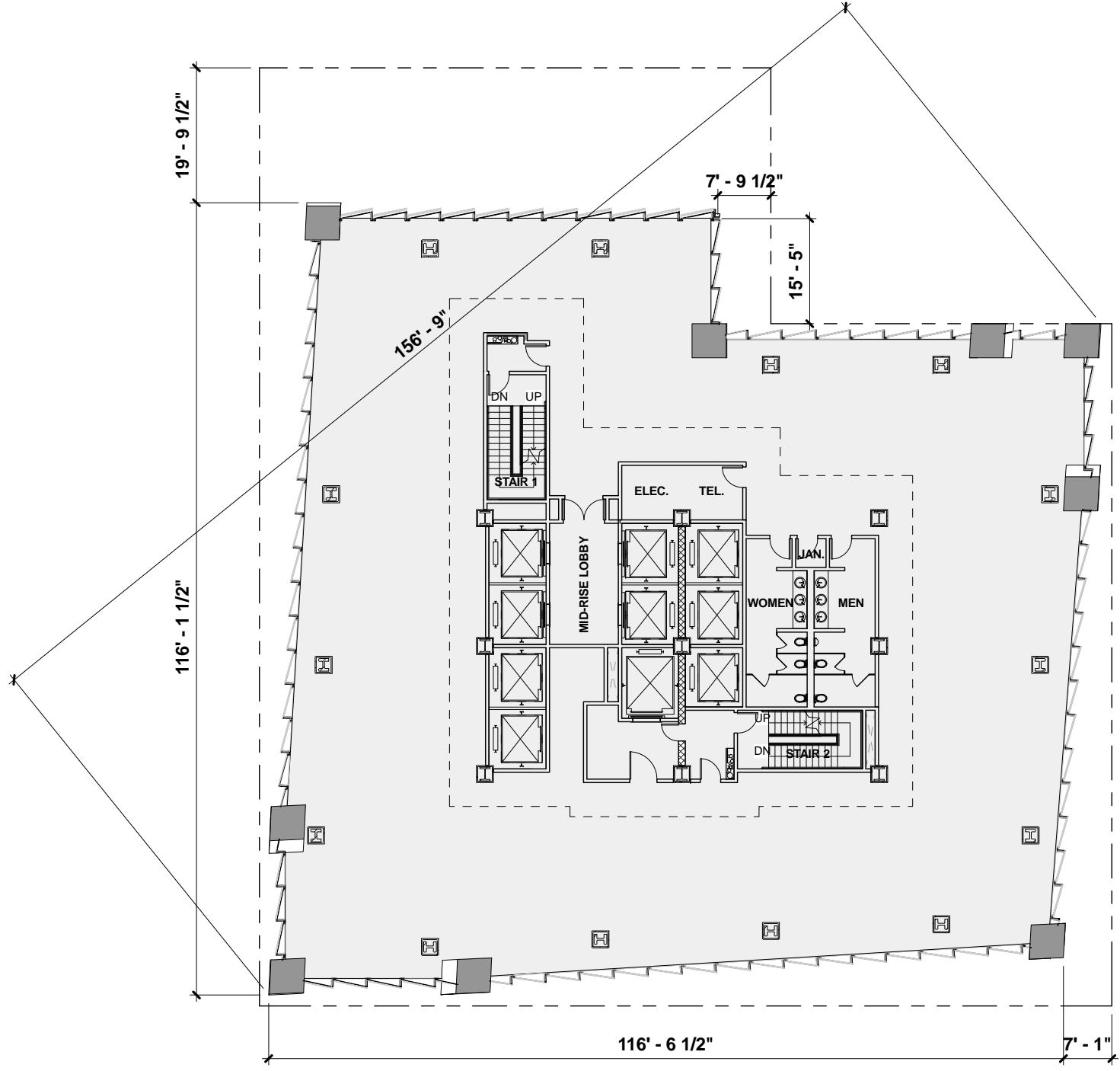
Lower Tower Average Floor Plate: 12,690 SF



FLOOR PLANS

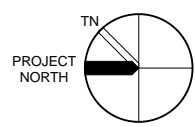


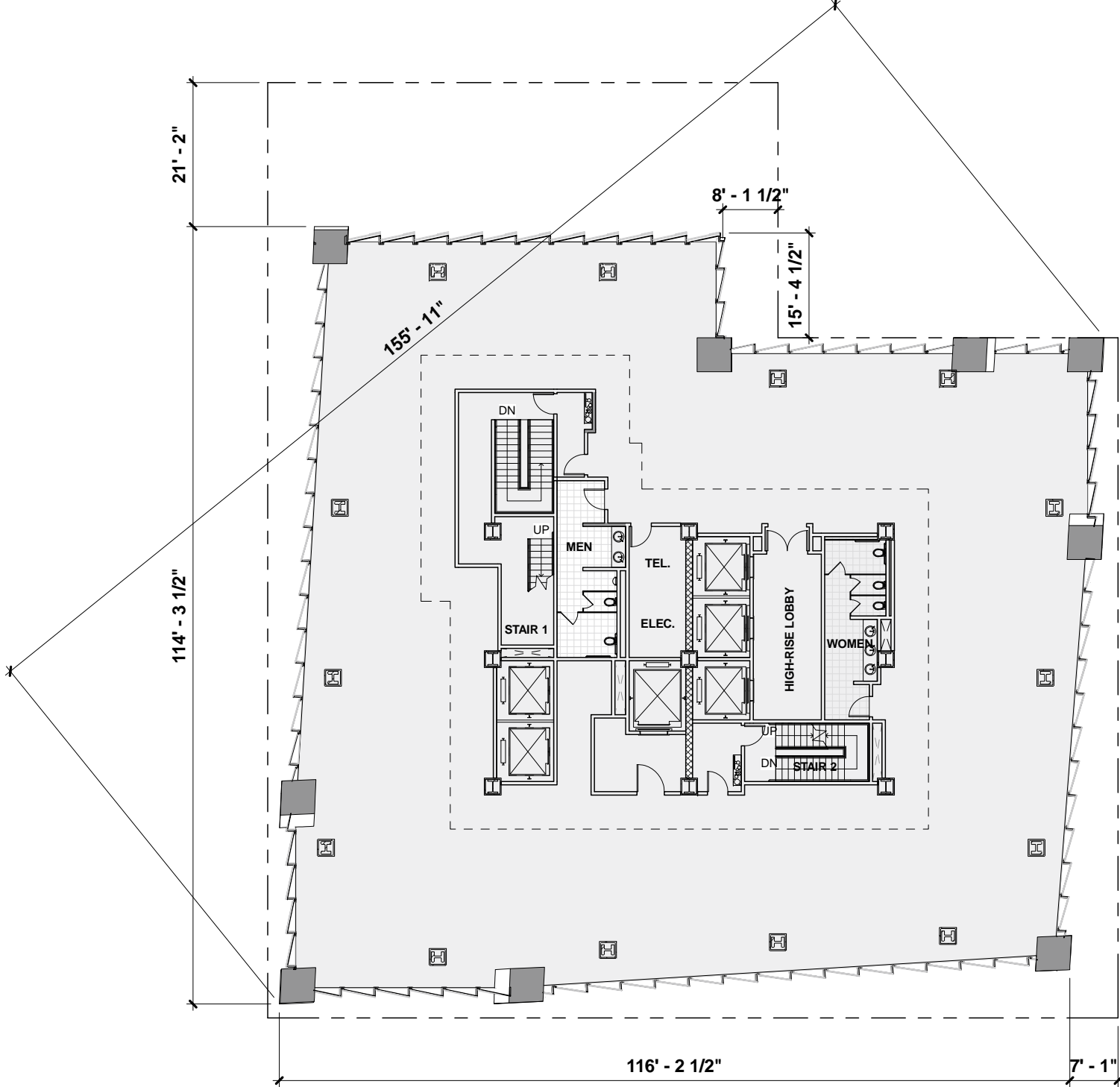
LEVEL 22



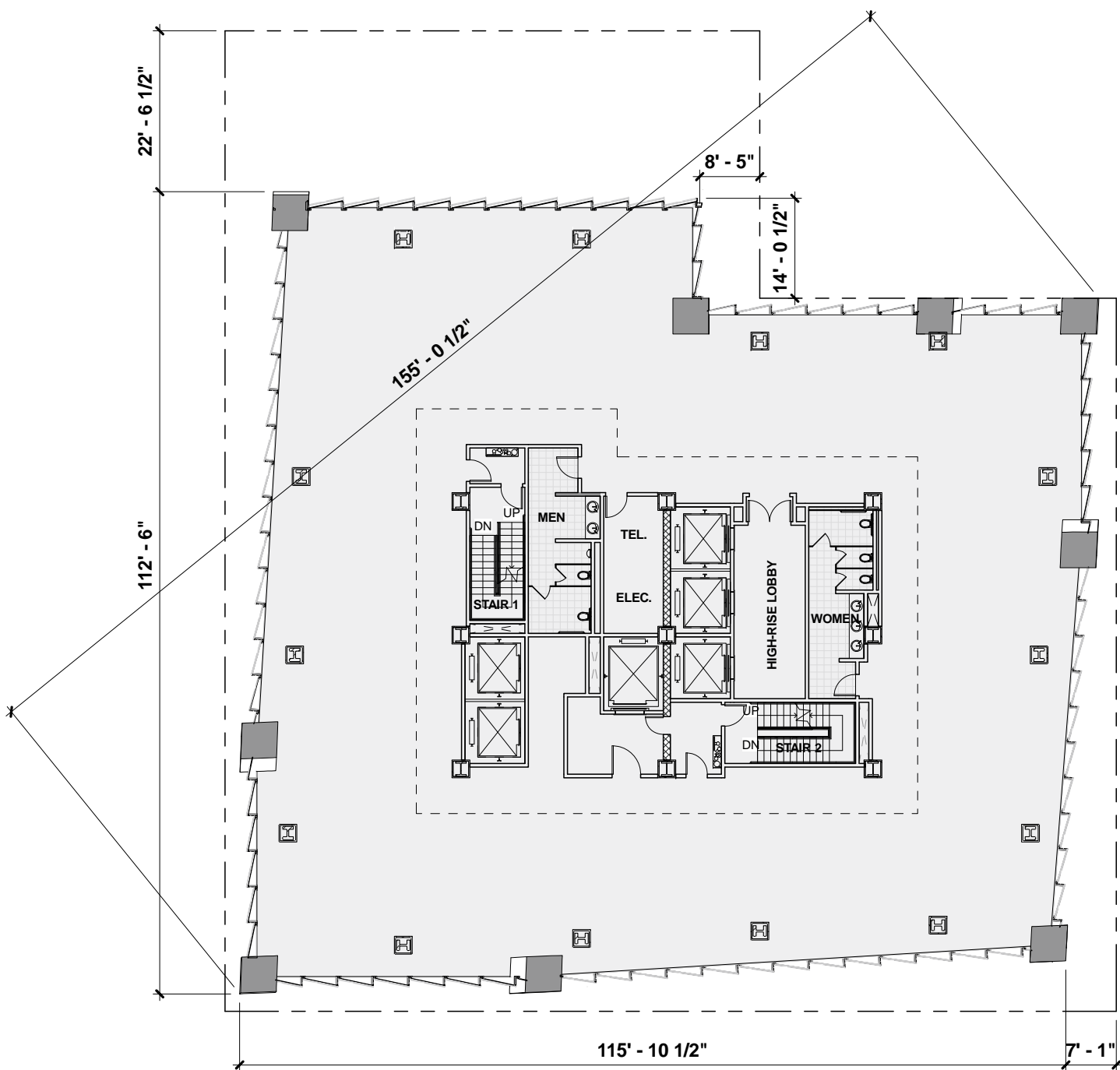
LEVEL 23

Lower Tower Average Floor Plate: 12,690 SF



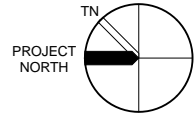


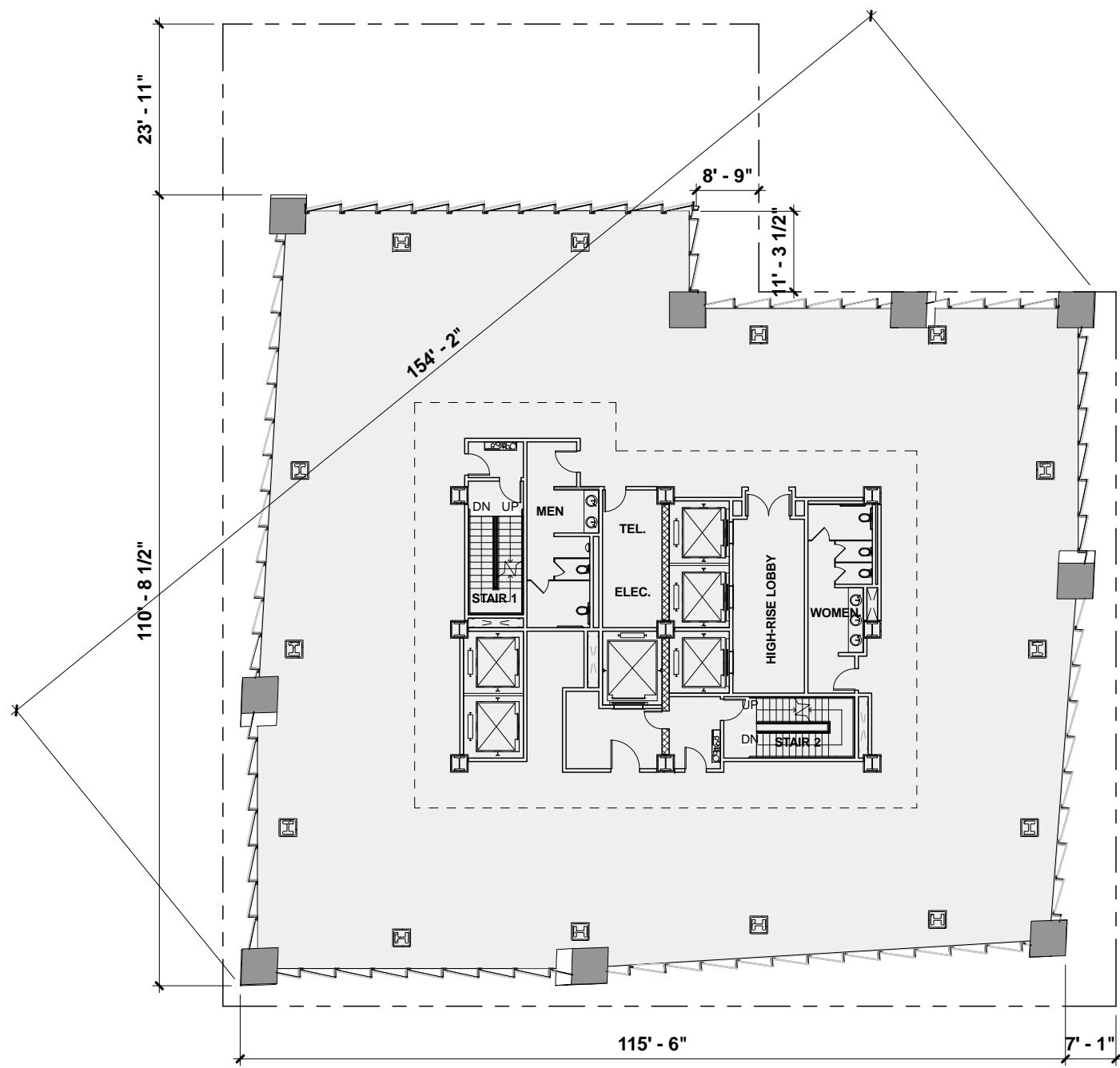
LEVEL 24



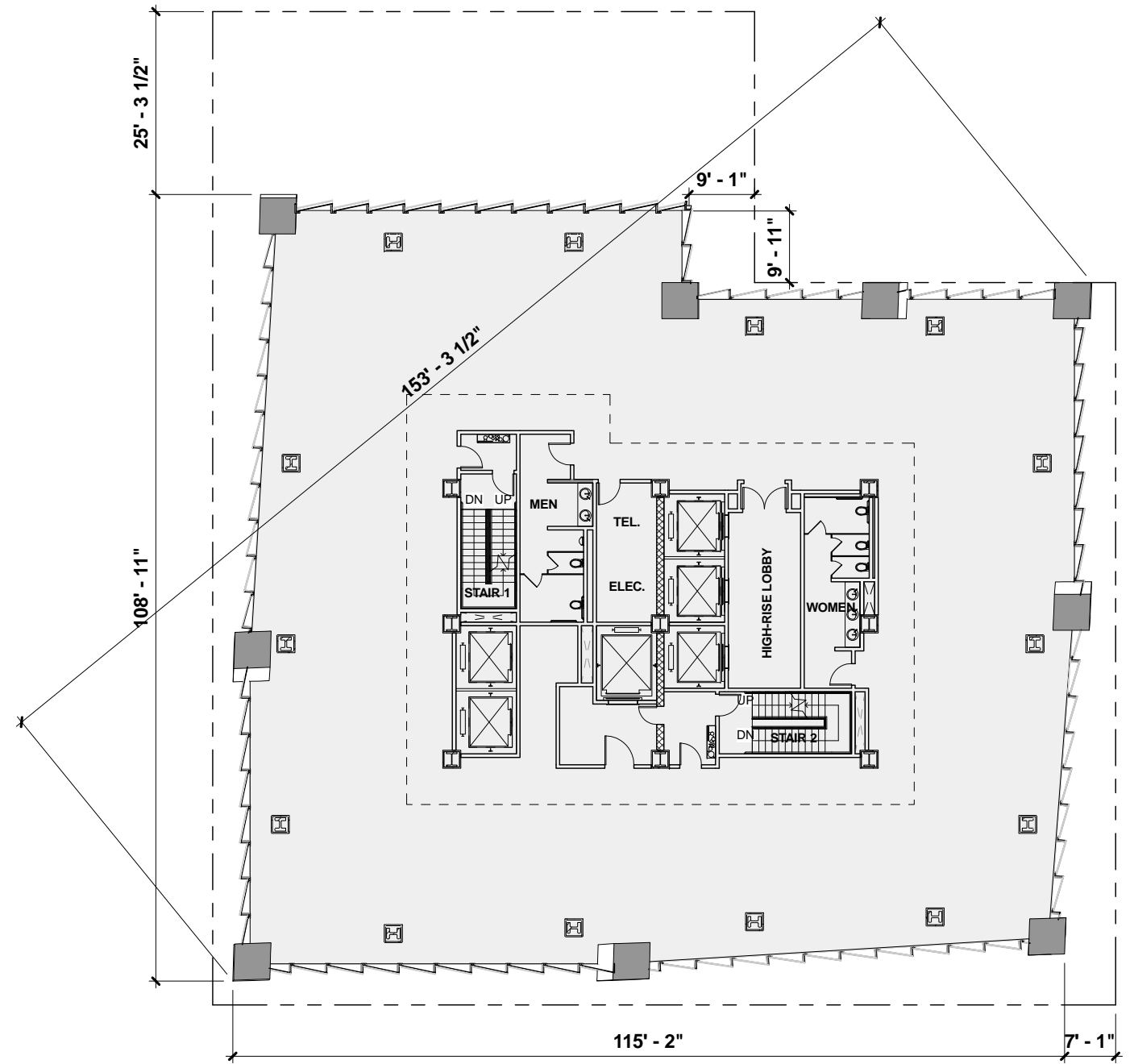
LEVEL 25

Lower Tower Average Floor Plate: 12,690 SF



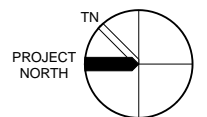


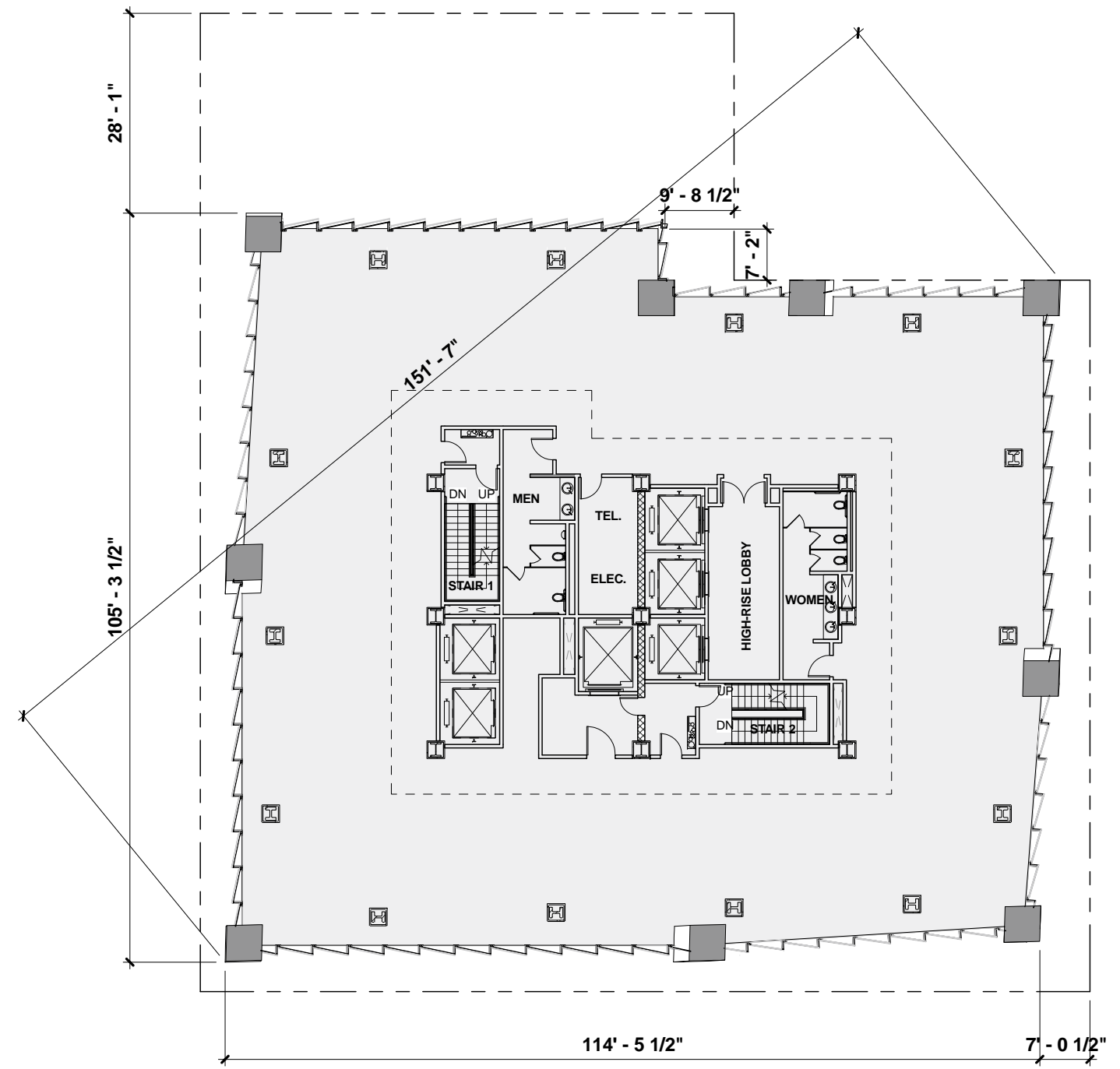
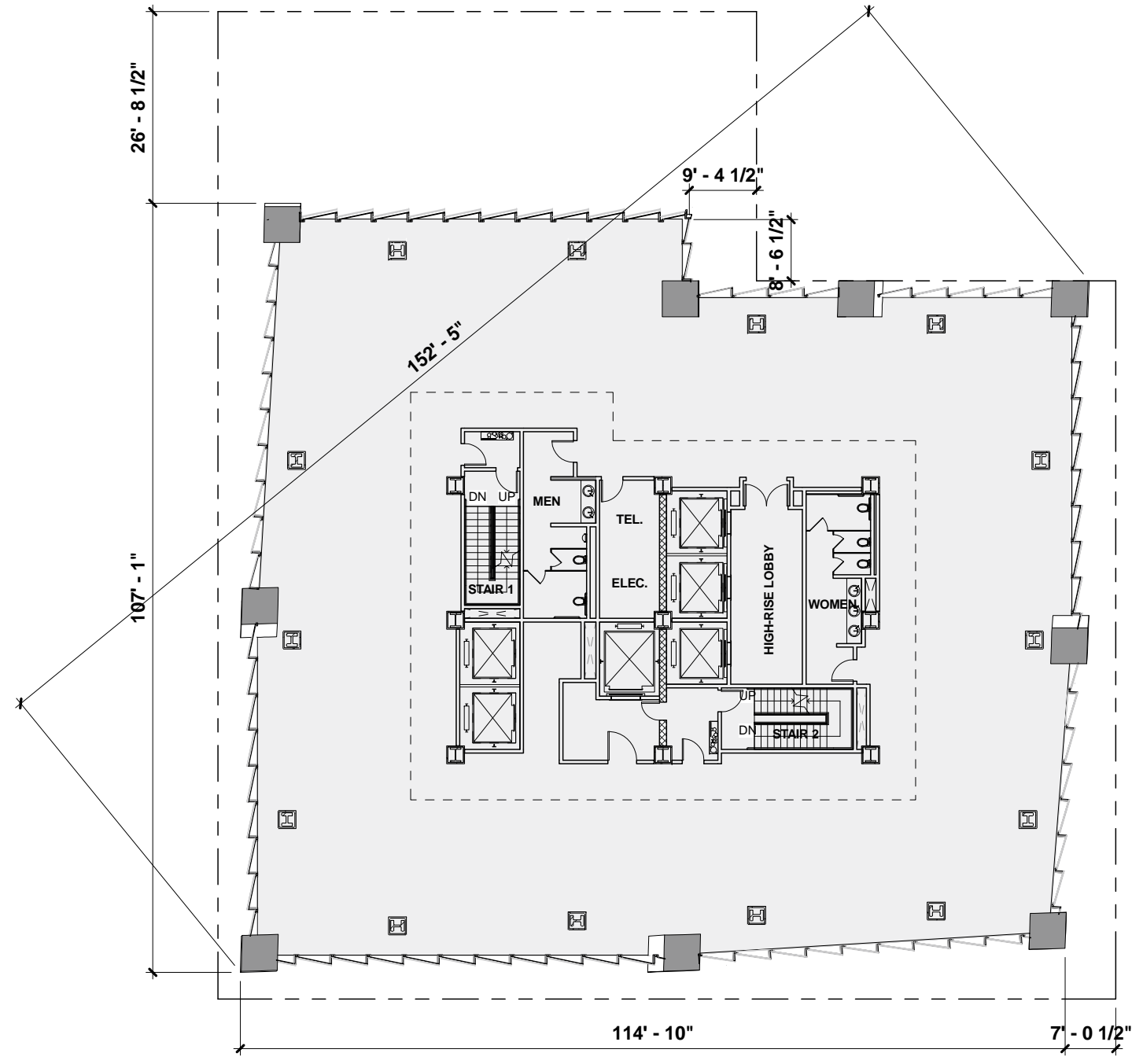
LEVEL 26



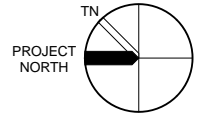
LEVEL 27

Lower Tower Average Floor Plate: 12,690 SF

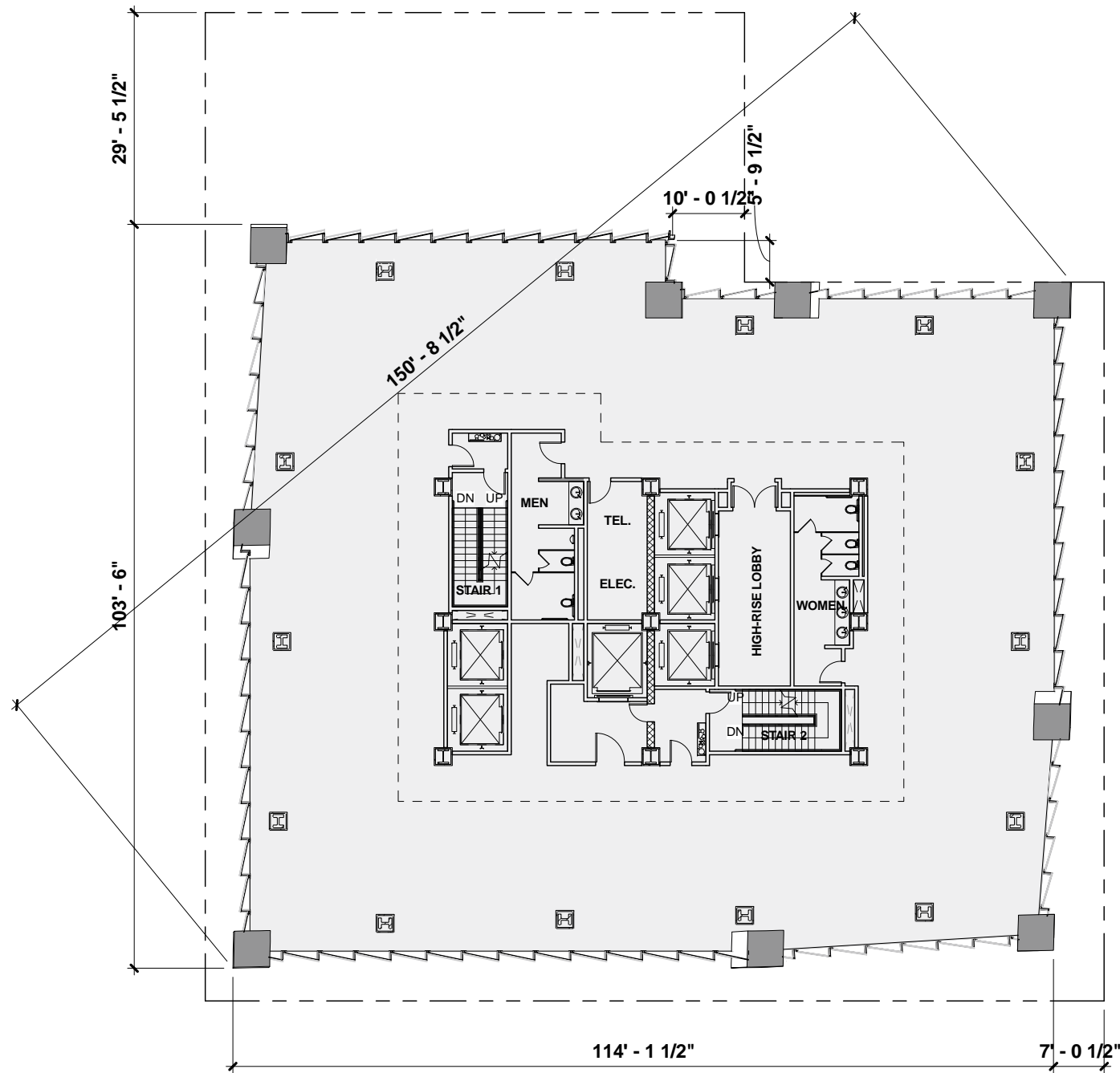




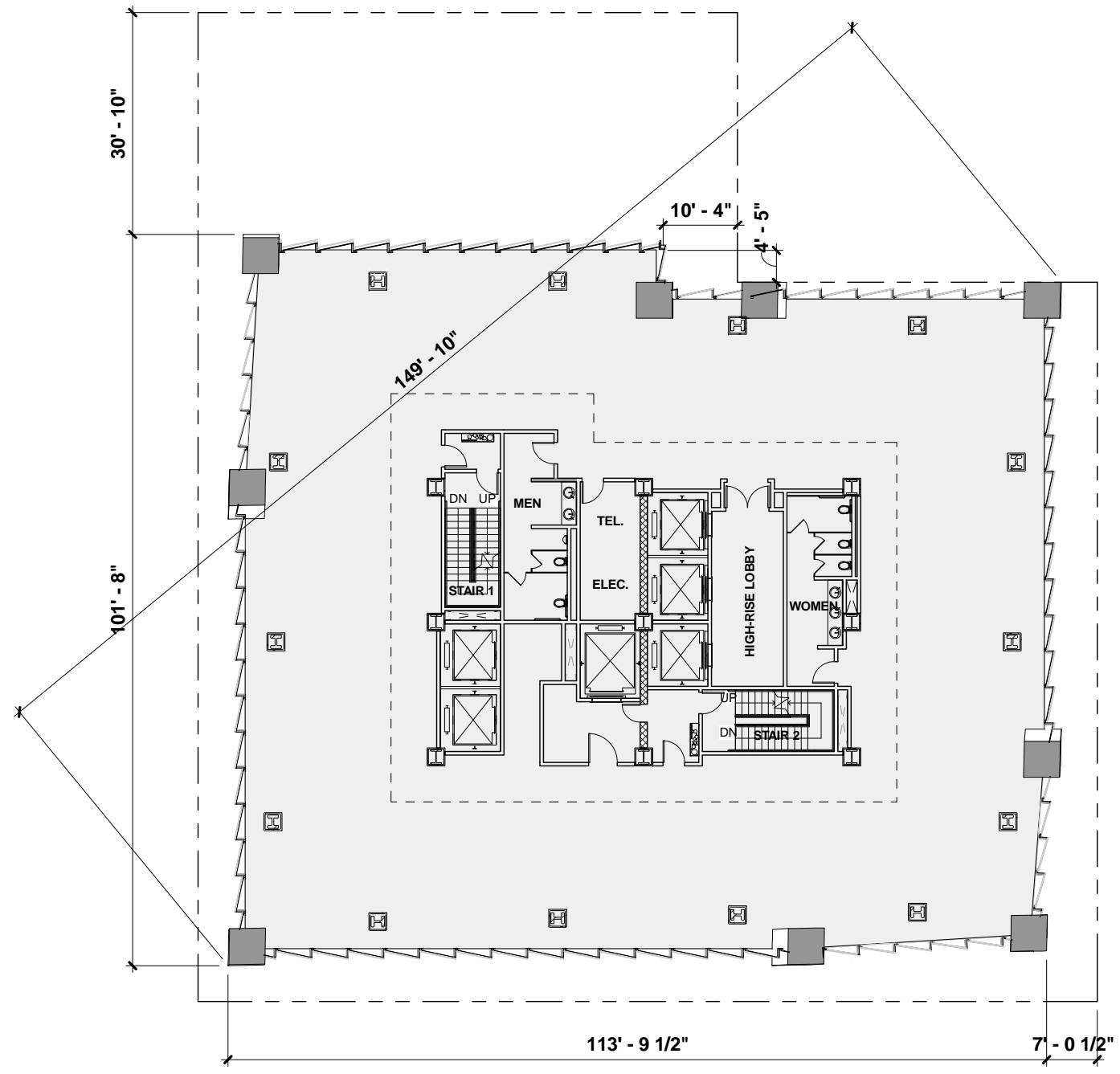
Lower Tower Average Floor Plate: 12,690 SF



FLOOR PLANS

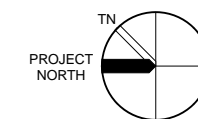


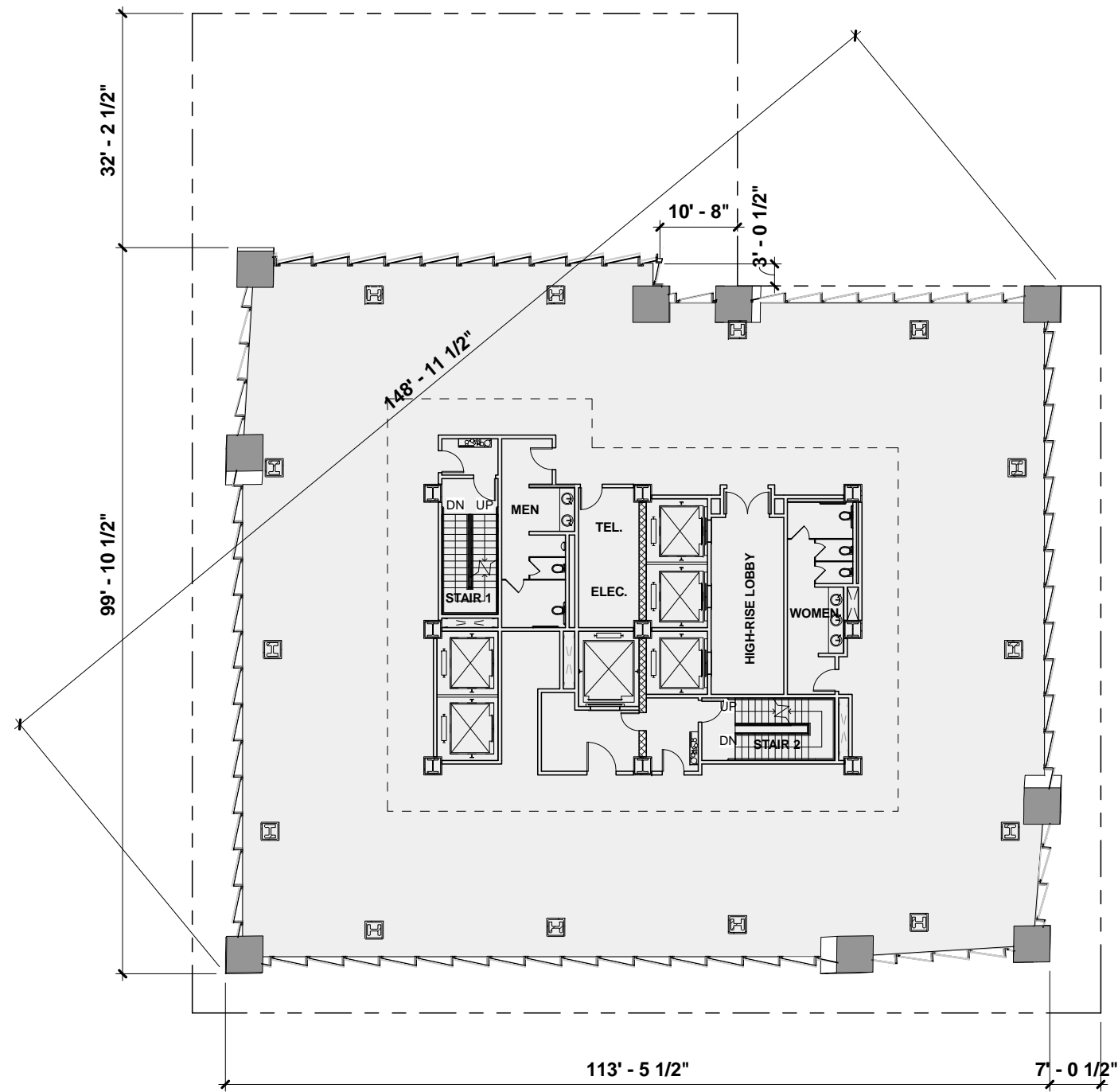
LEVEL 30



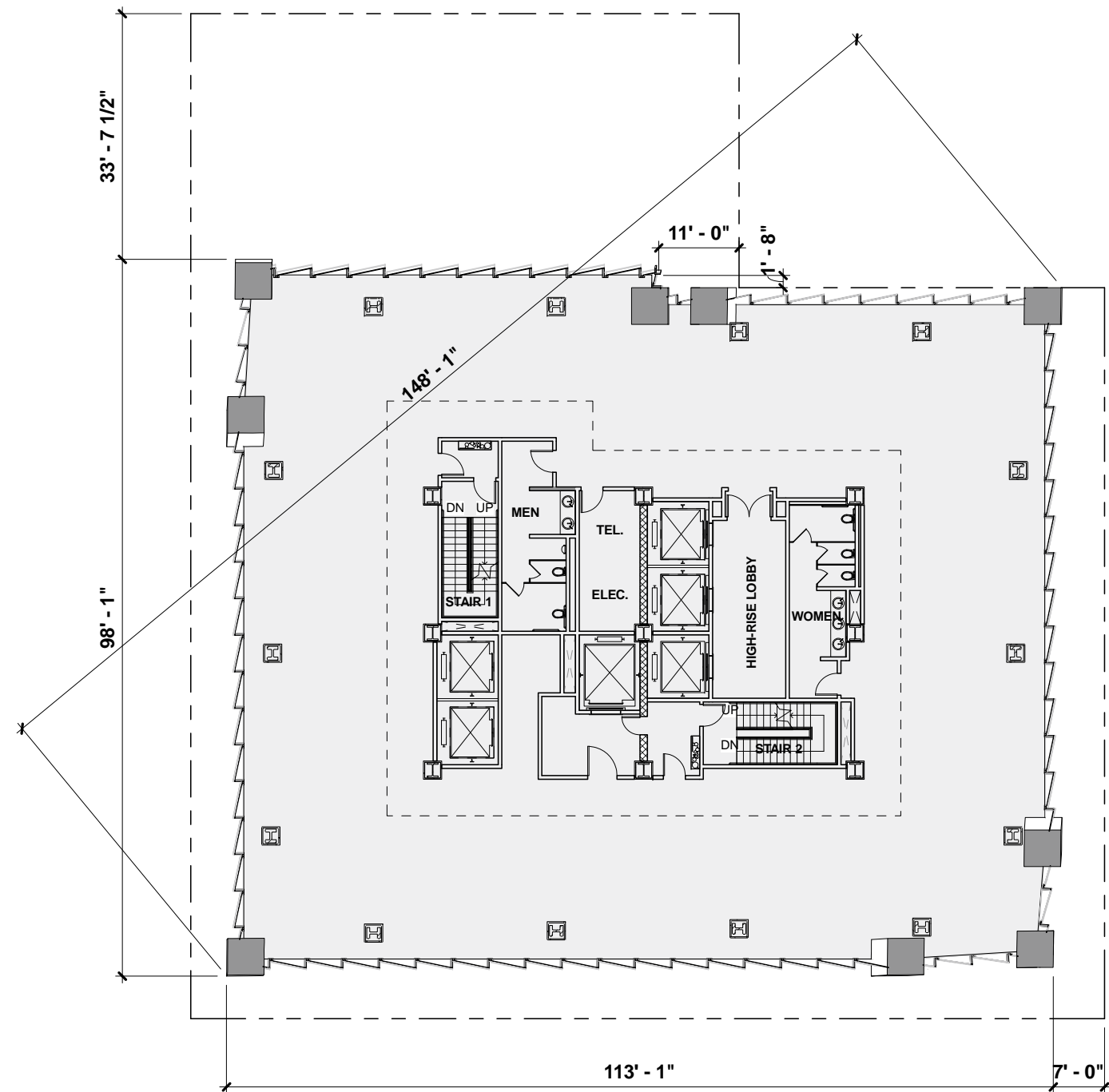
LEVEL 31

Lower Tower Average Floor Plate: 12,690 SF



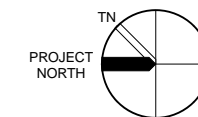


LEVEL 32

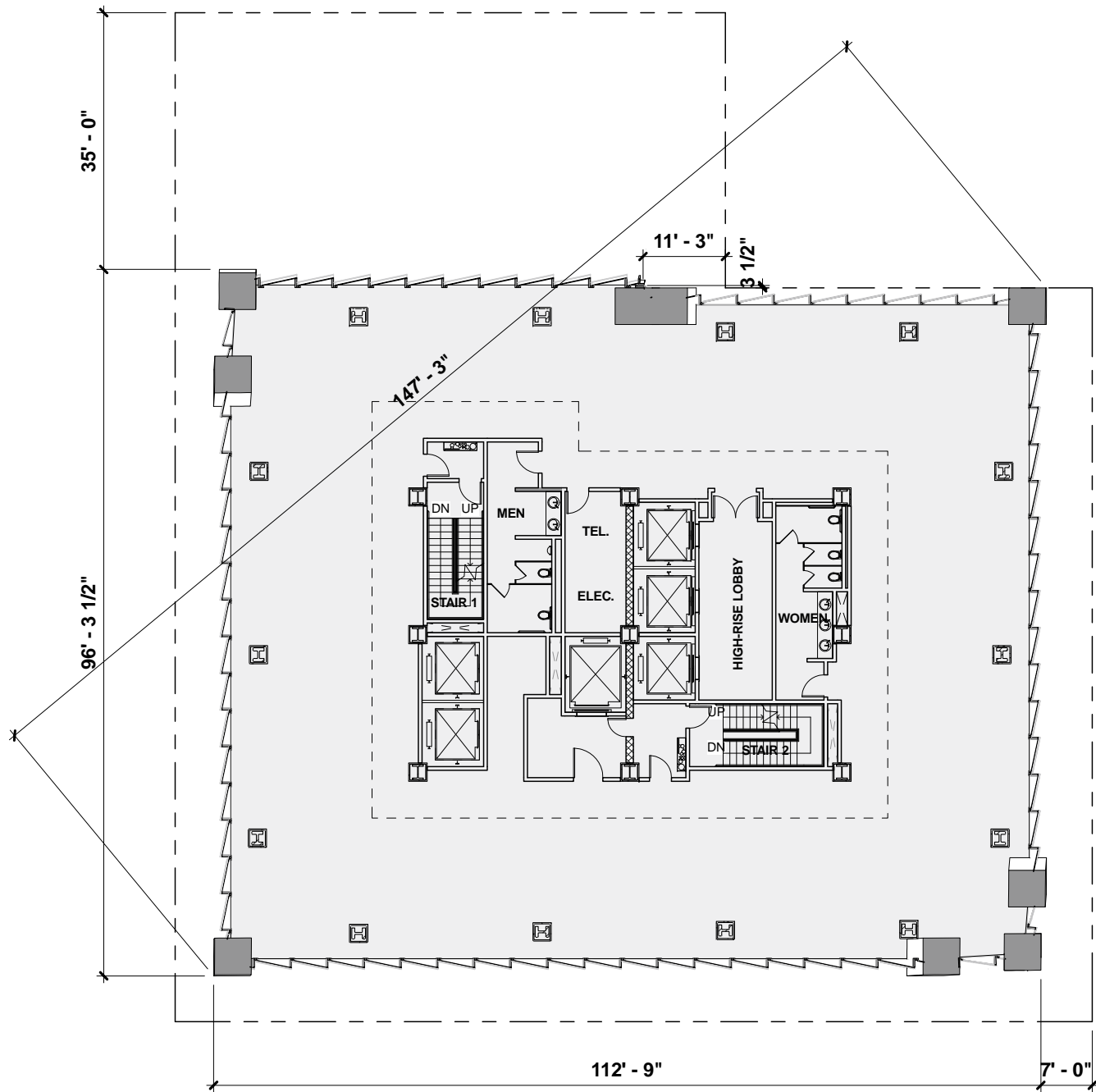


LEVEL 33

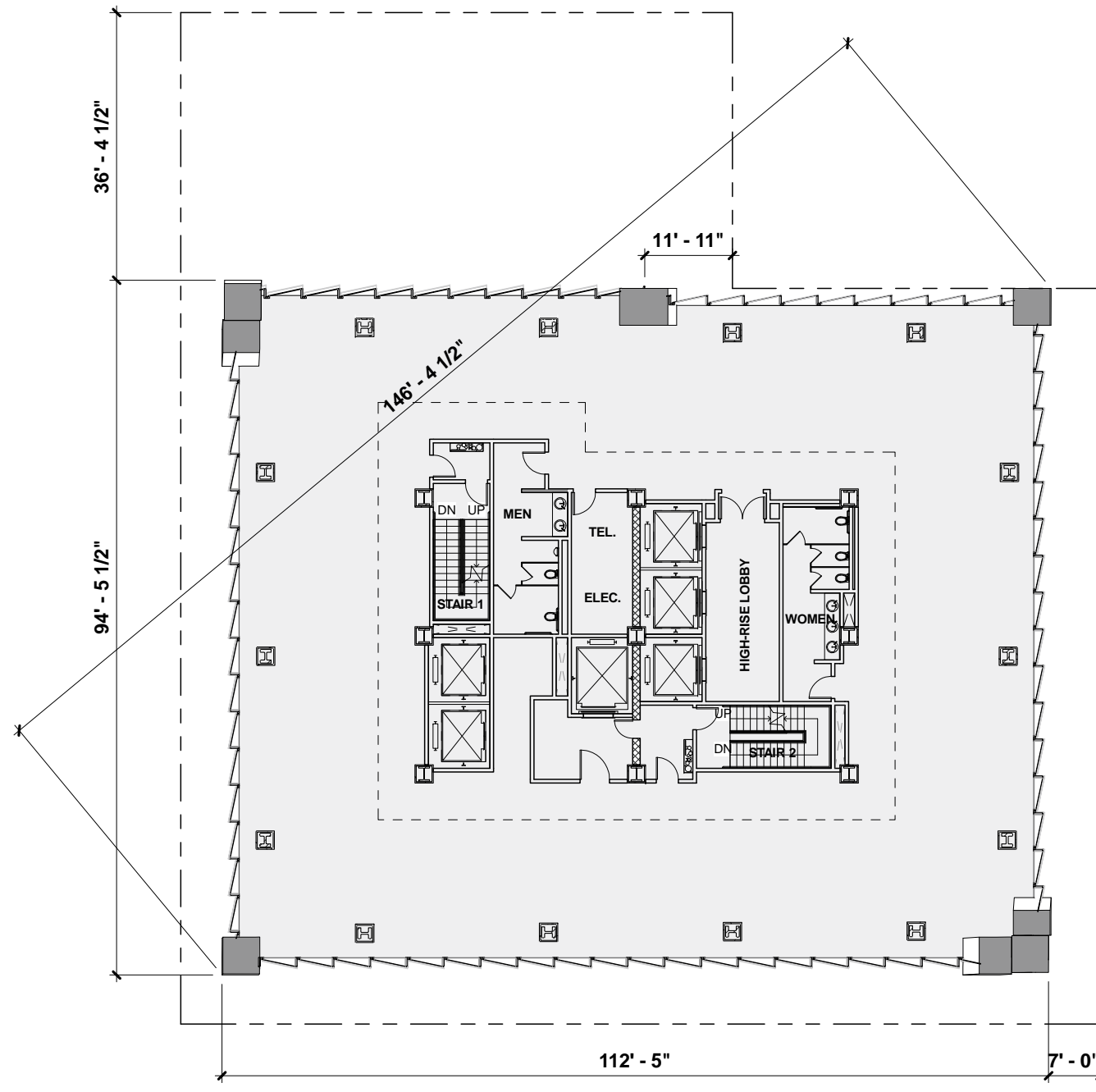
Lower Tower Average Floor Plate: 12,690 SF



FLOOR PLANS

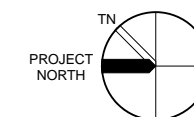


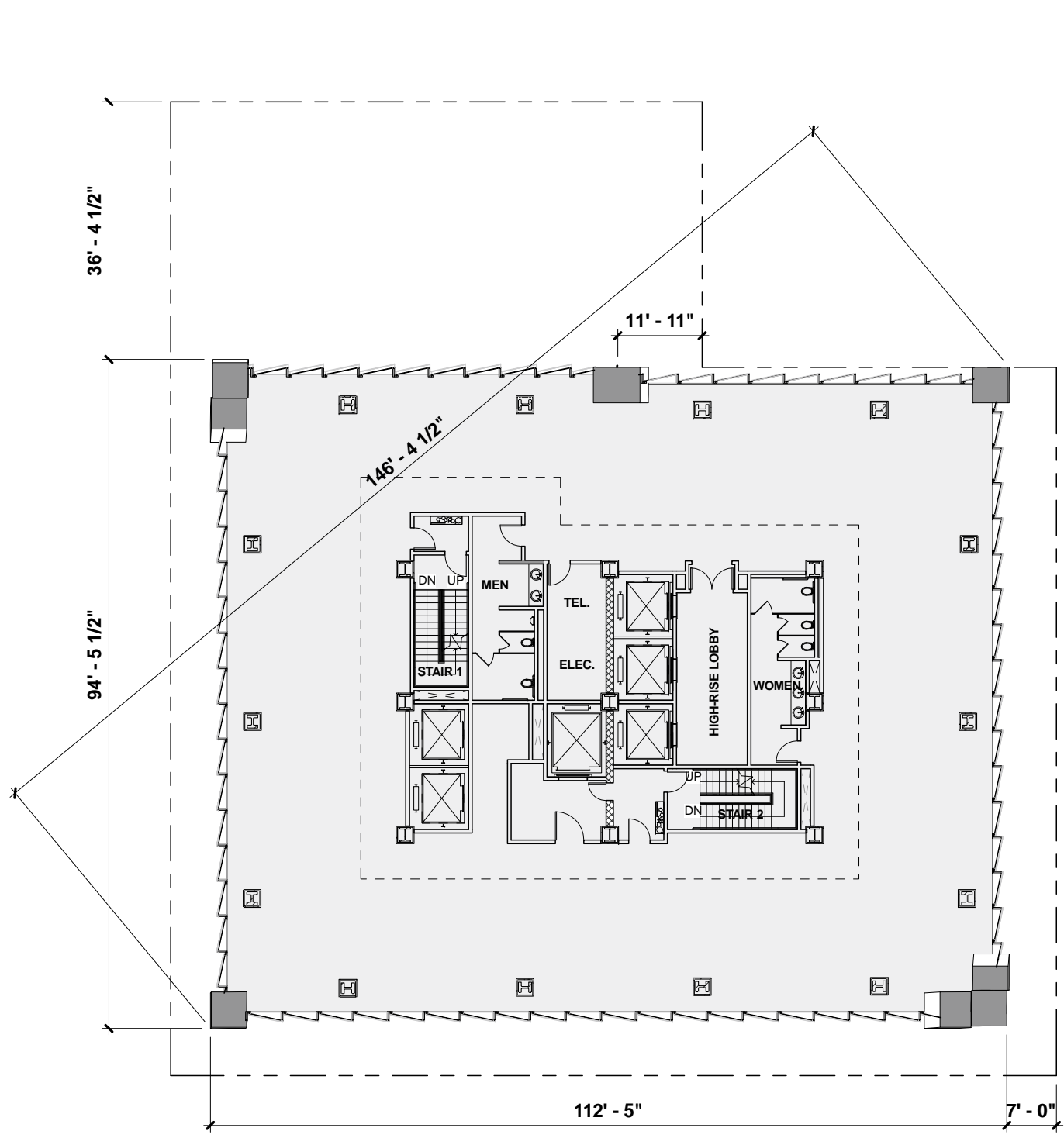
LEVEL 34



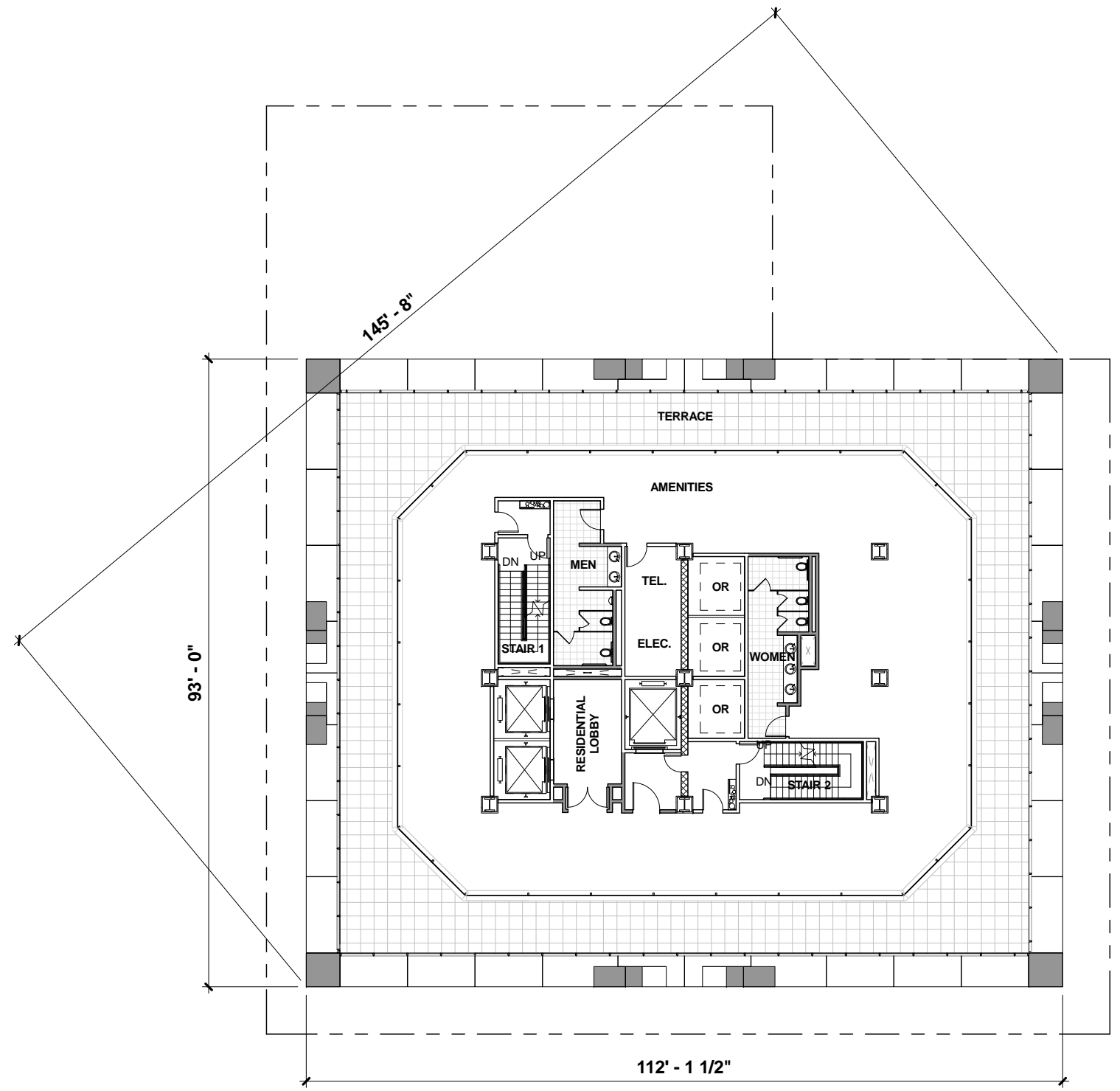
LEVEL 35

Upper Tower Average Floor Plate: 9,251 SF



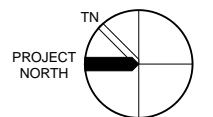


LEVEL 36

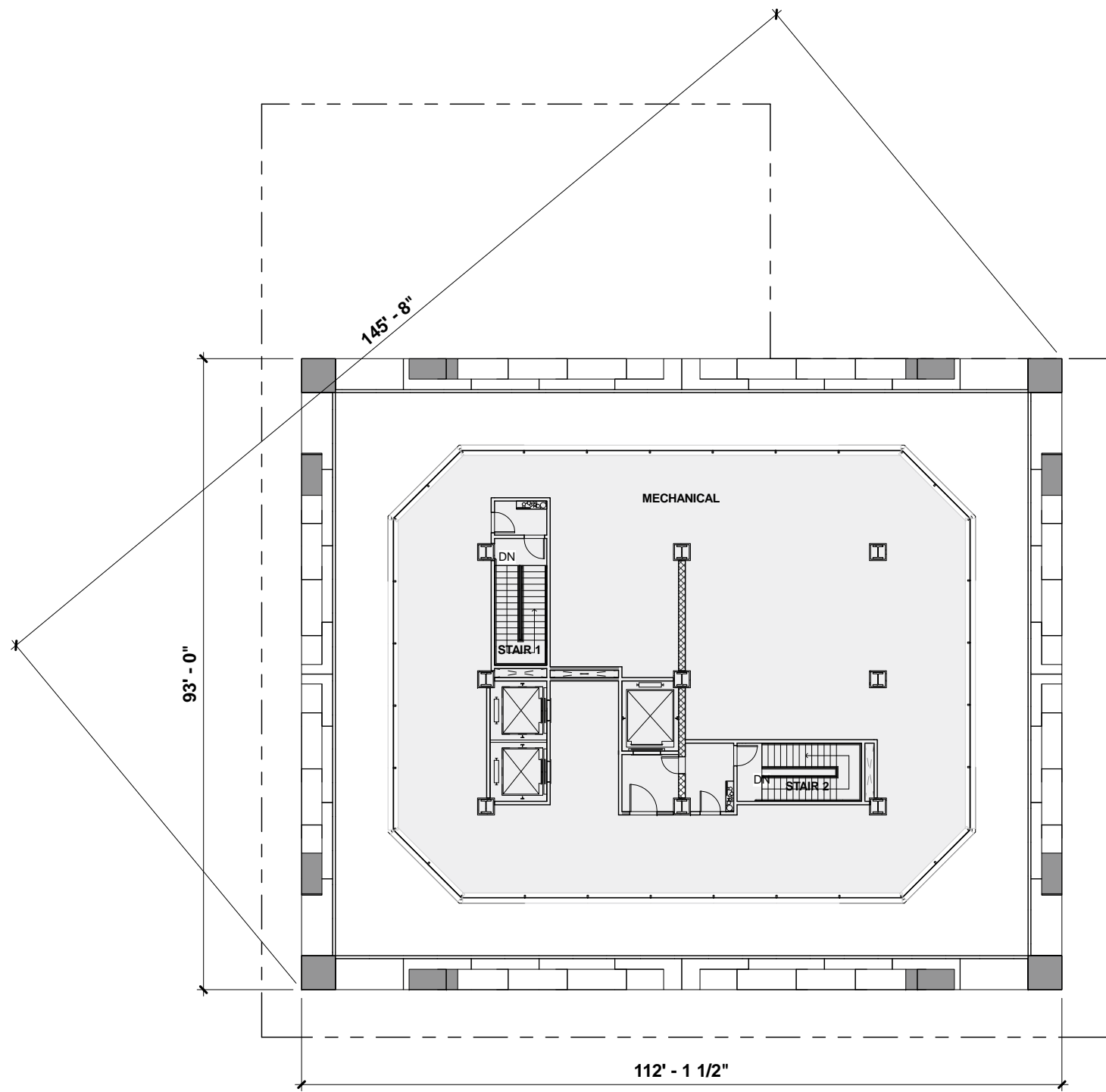


LEVEL 37 (RESIDENTIAL AMENITIES)

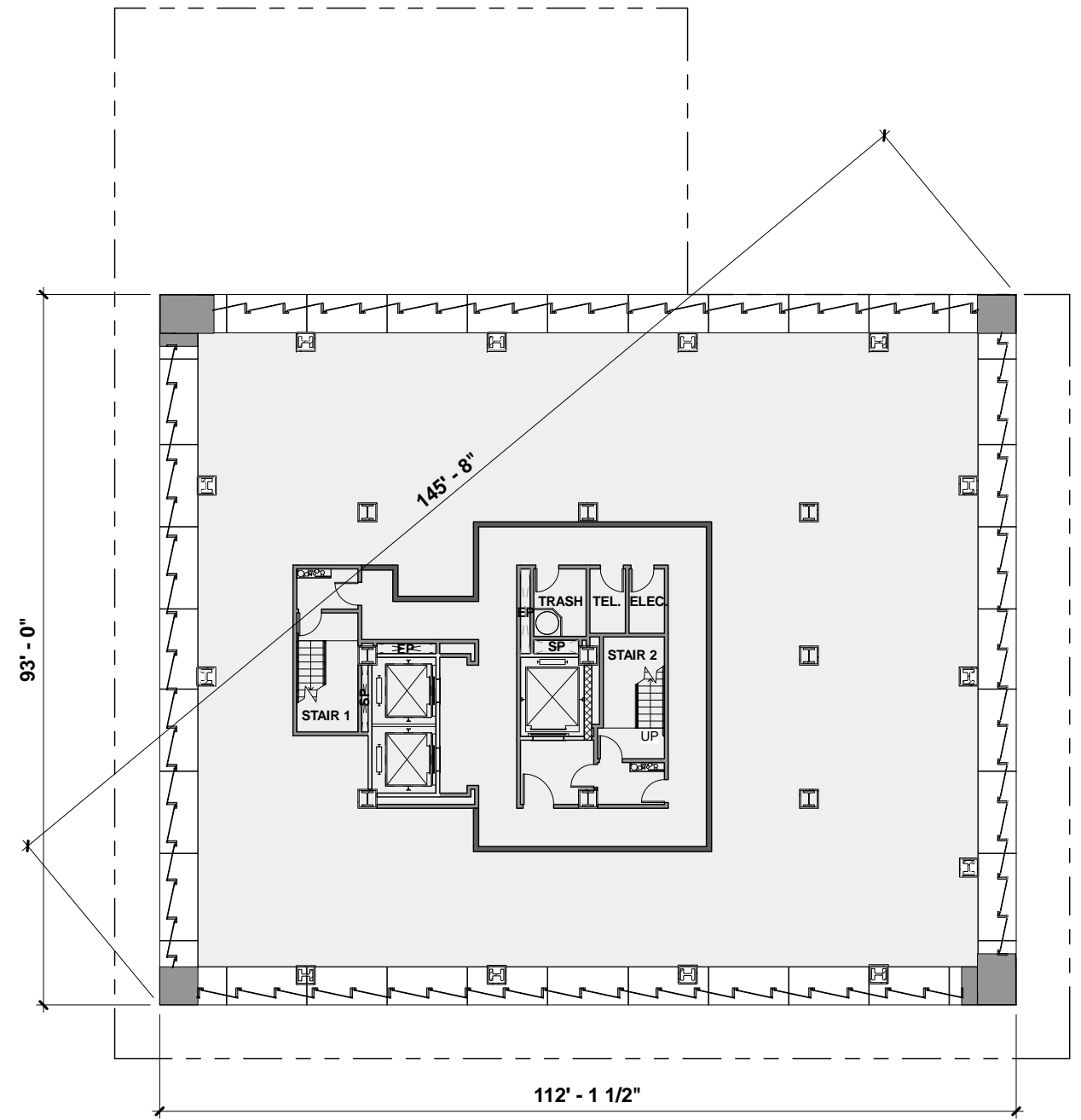
Upper Tower Average Floor Plate: 9,251 SF



FLOOR PLANS

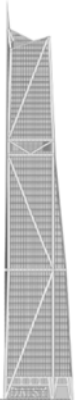
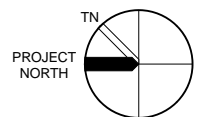


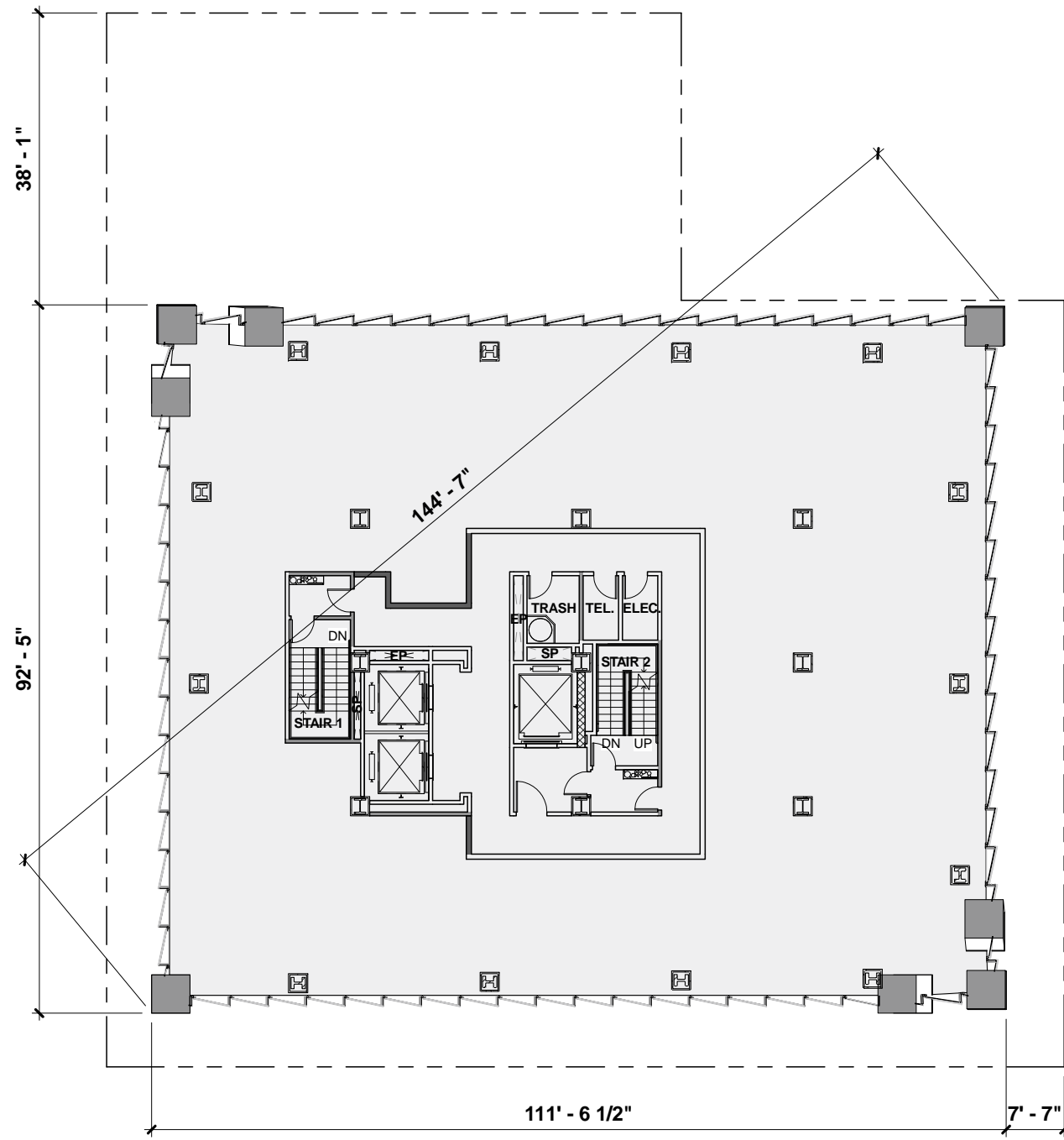
LEVEL 38 (MECHANICAL)



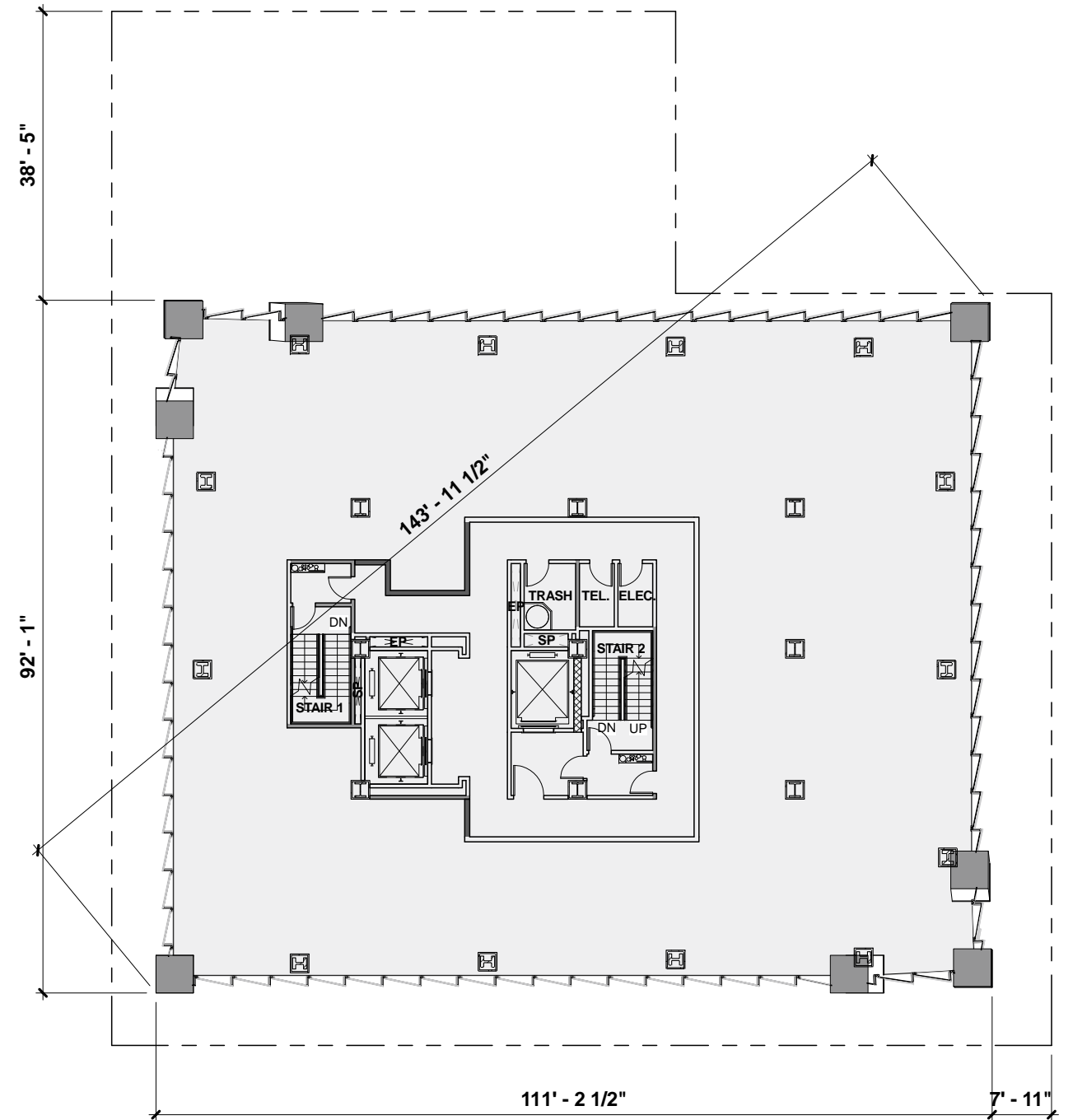
LEVEL 39 (LOWER RESIDENTIAL LEVEL)

Upper Tower Average Floor Plate: 9,251 SF



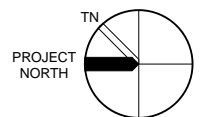


LEVEL 40

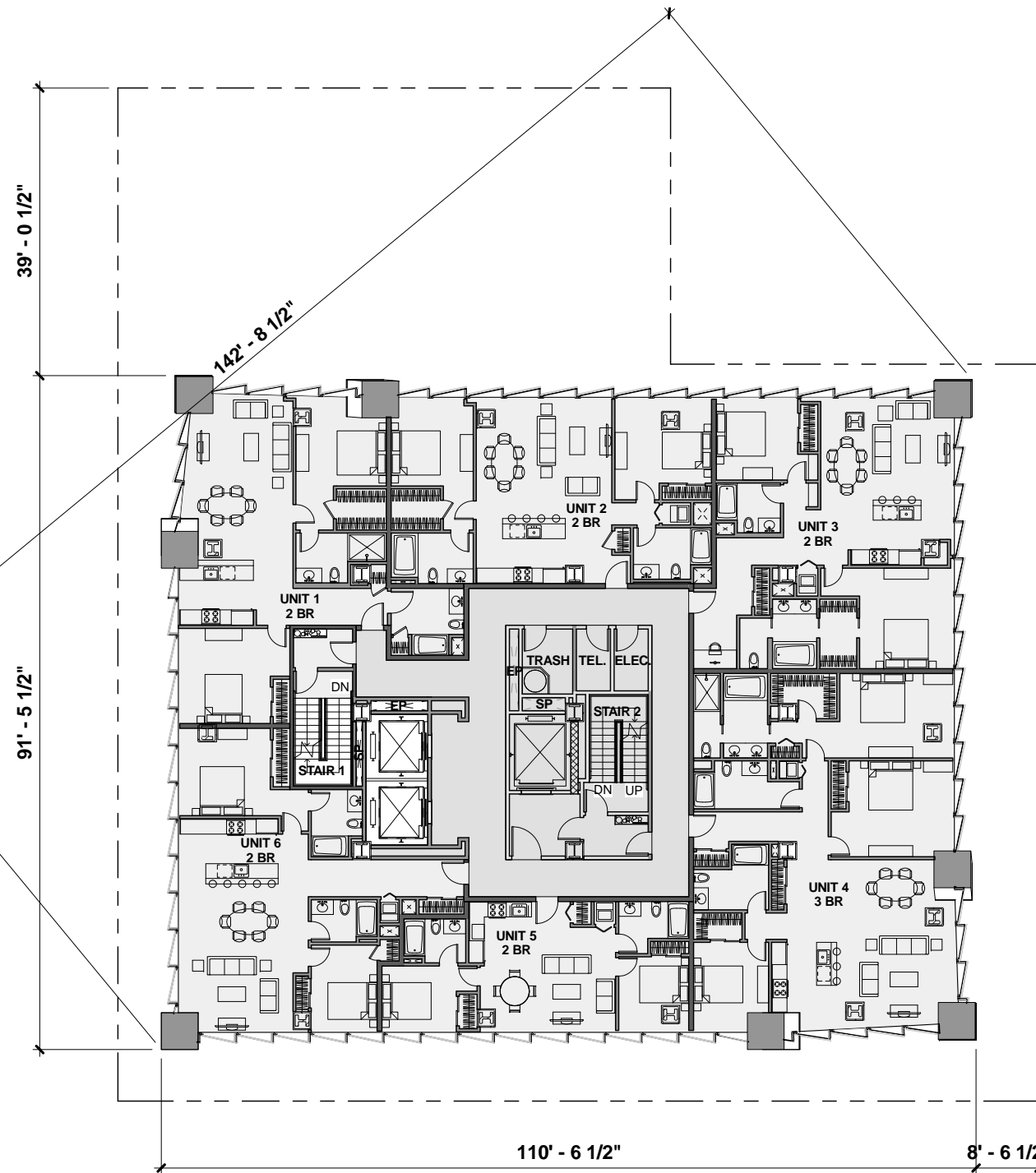
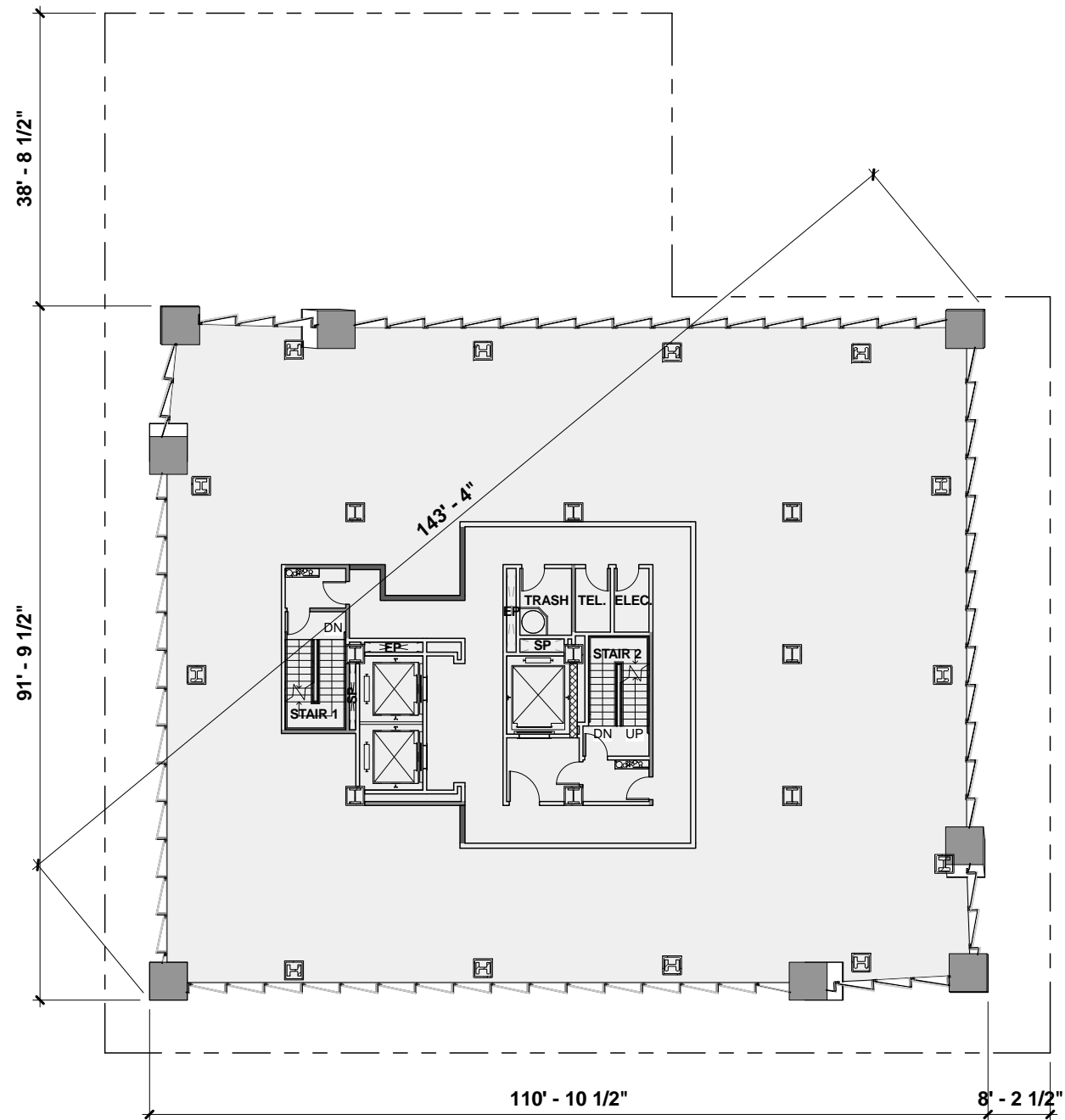


LEVEL 41

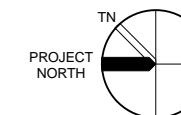
Upper Tower Average Floor Plate: 9,251 SF

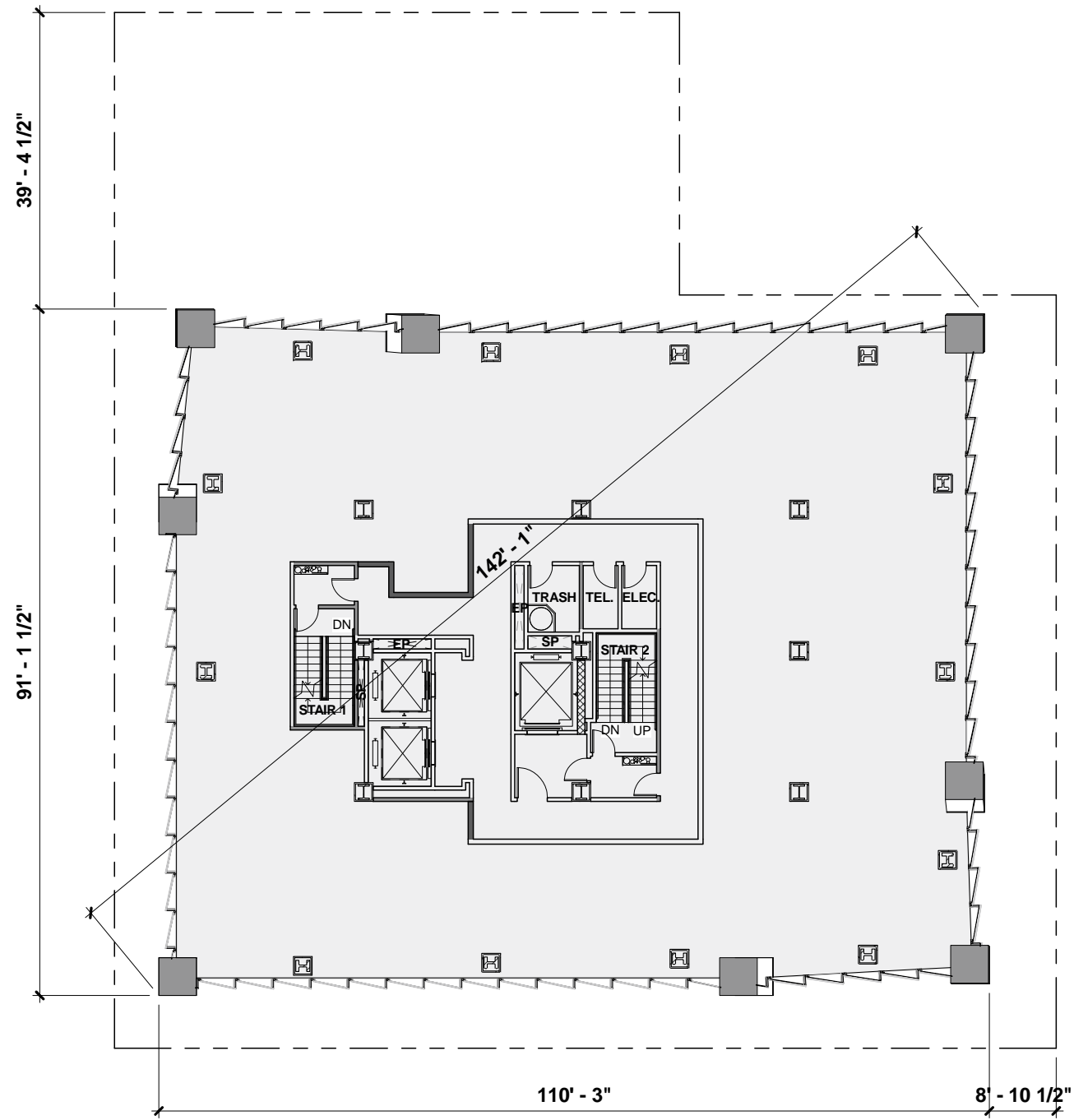


FLOOR PLANS

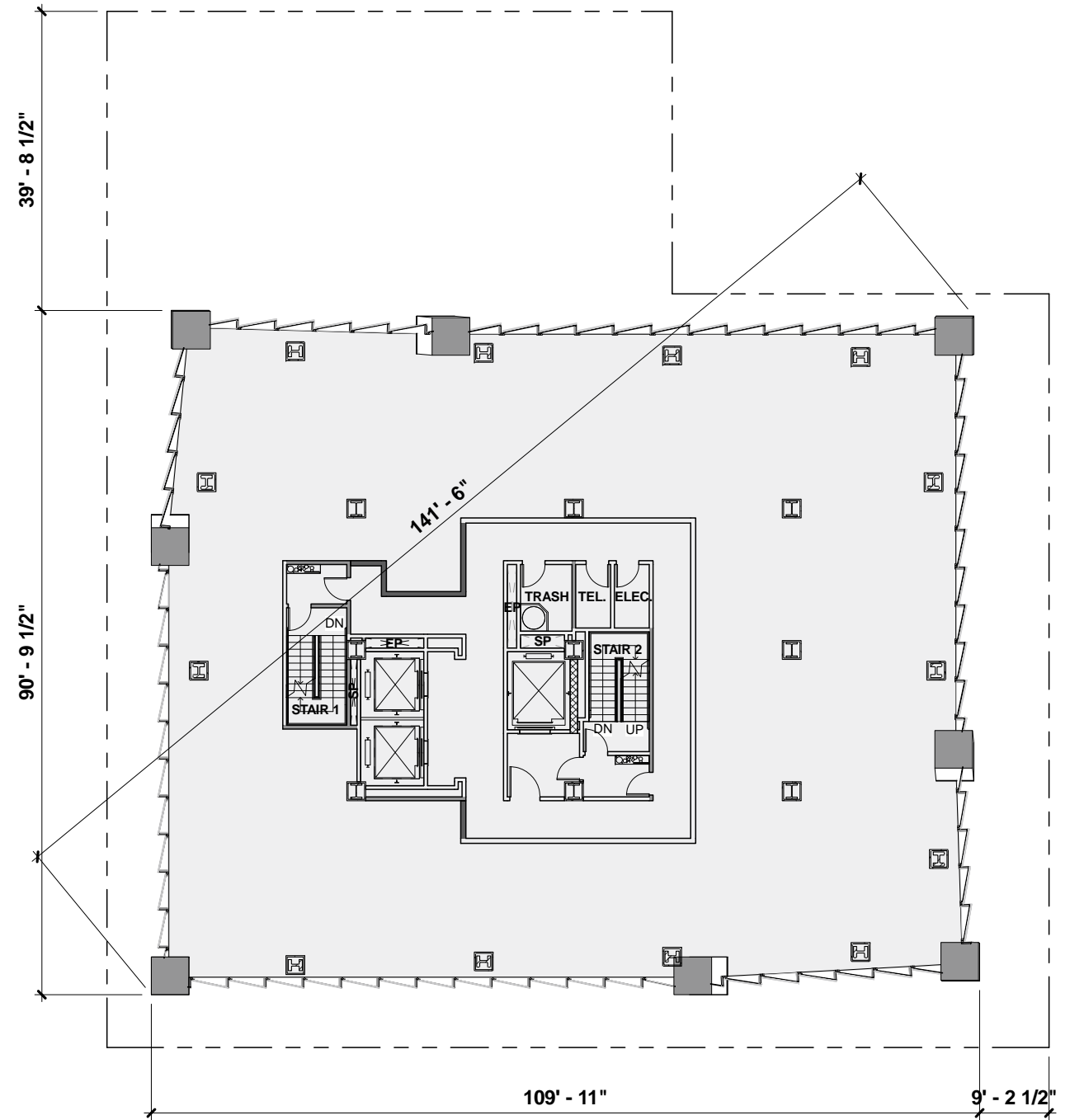


Upper Tower Average Floor Plate: 9,251 SF



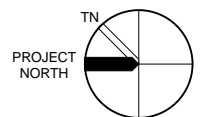


LEVEL 44

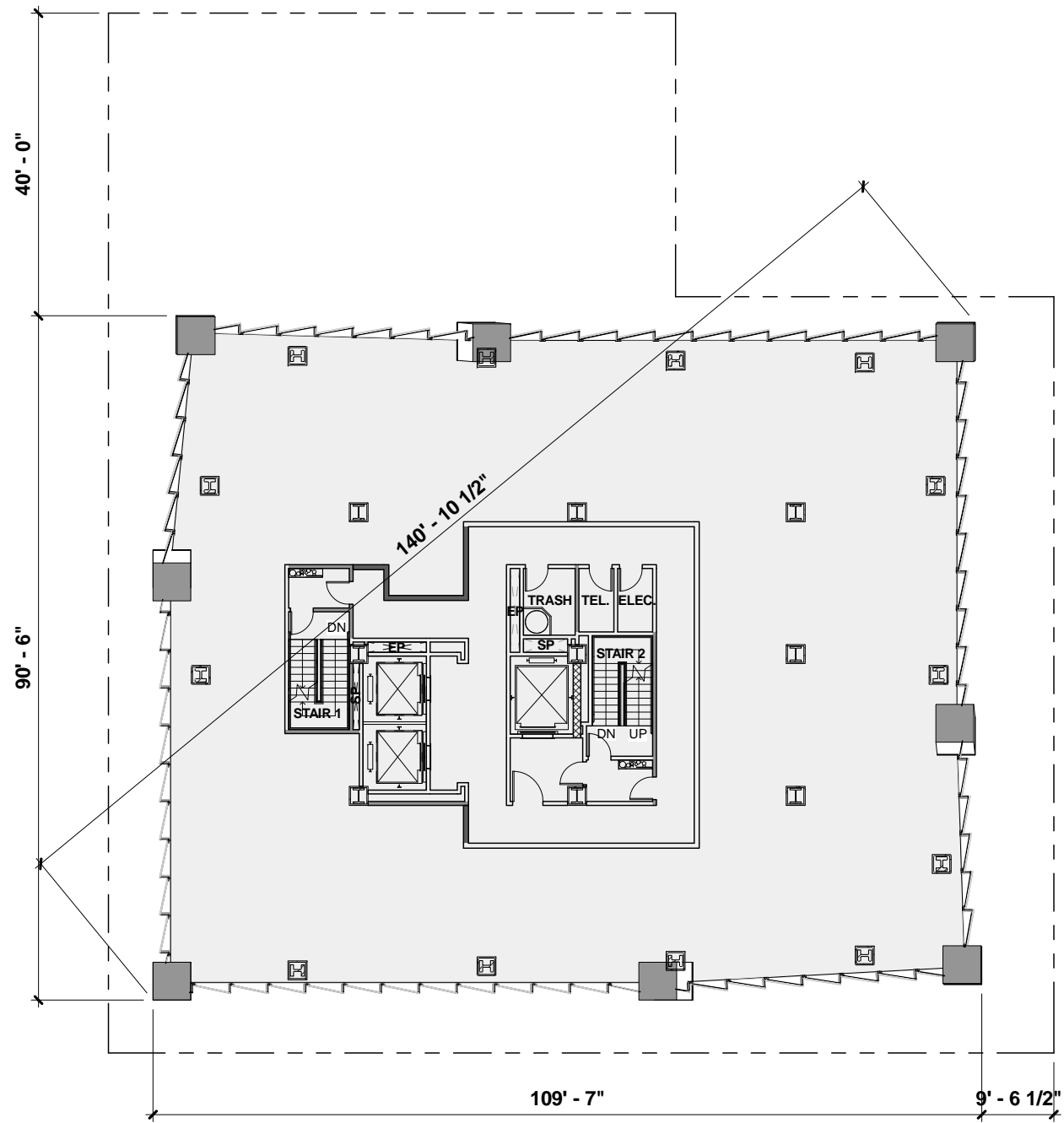


LEVEL 45

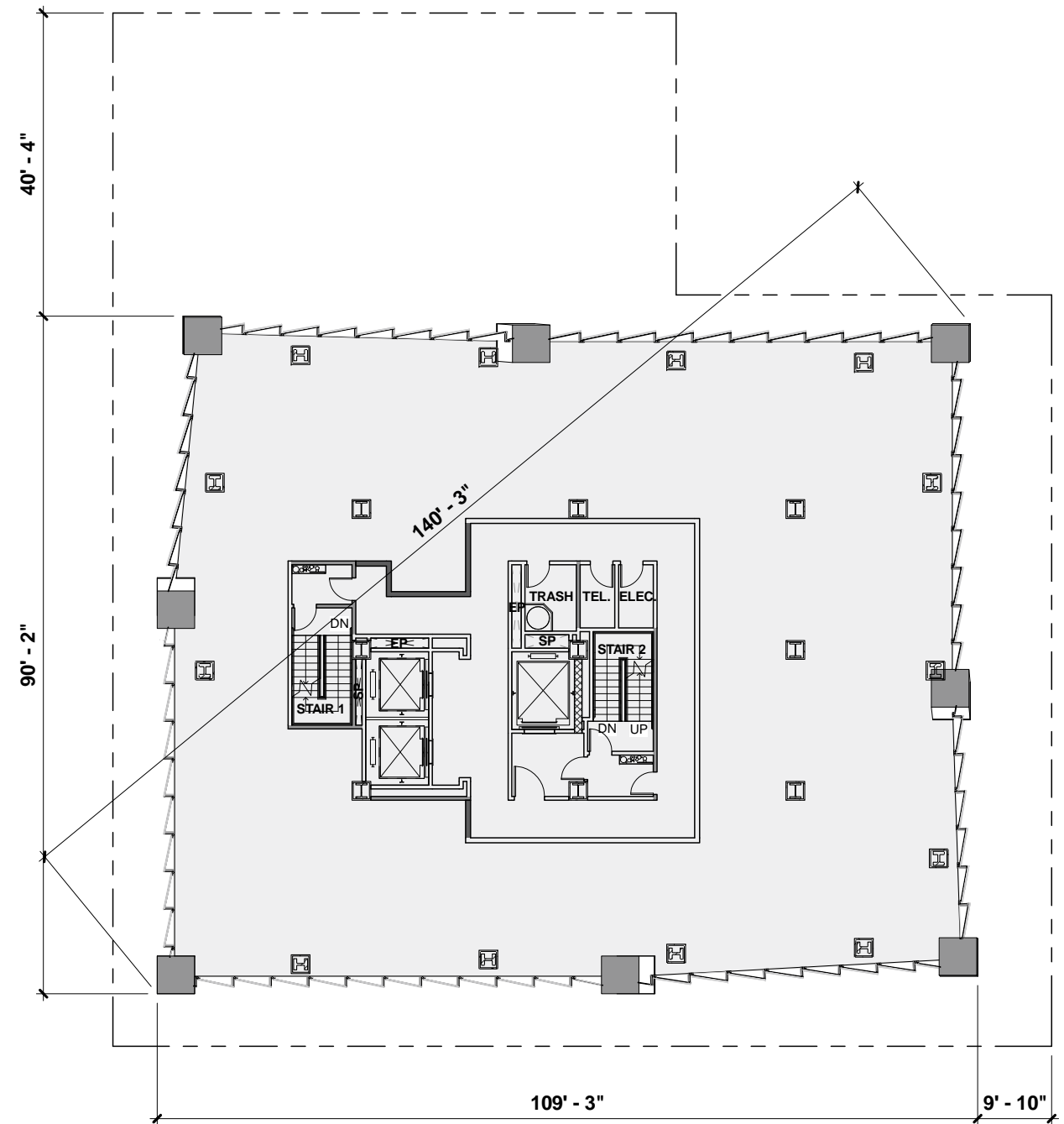
Upper Tower Average Floor Plate: 9,251 SF



FLOOR PLANS

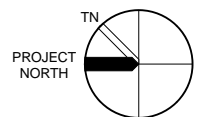


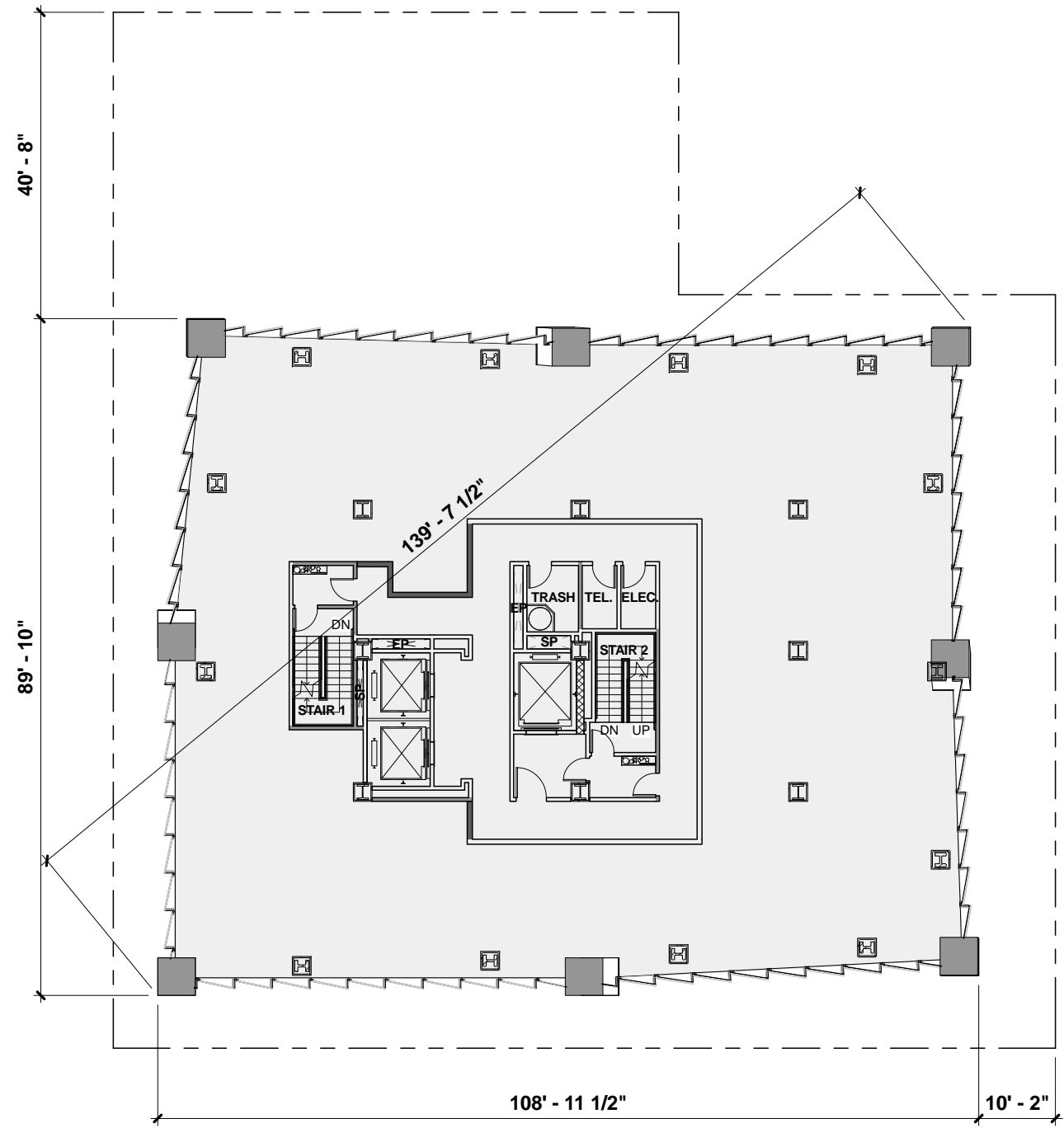
LEVEL 46



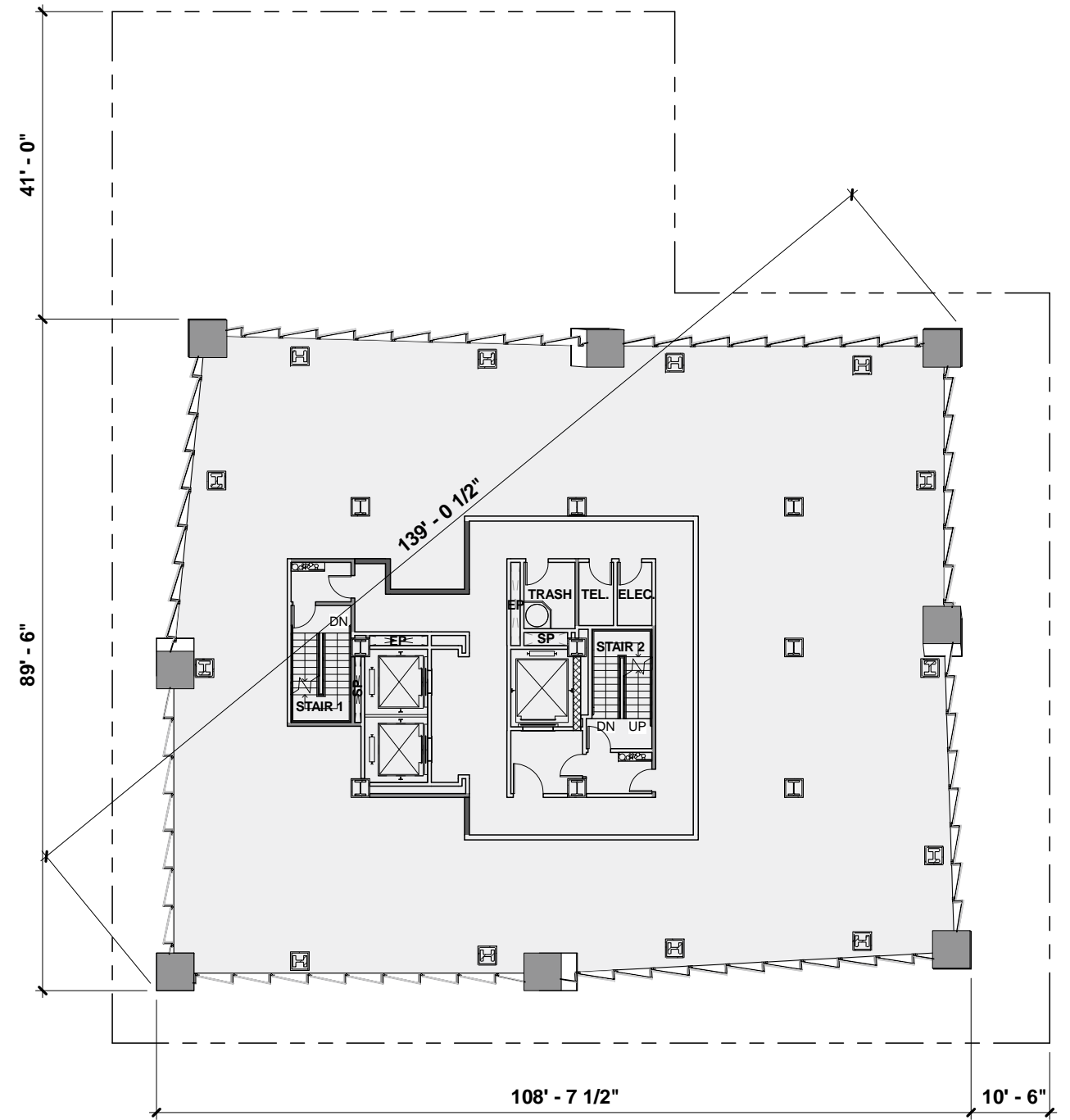
LEVEL 47

Upper Tower Average Floor Plate: 9,251 SF



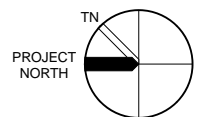


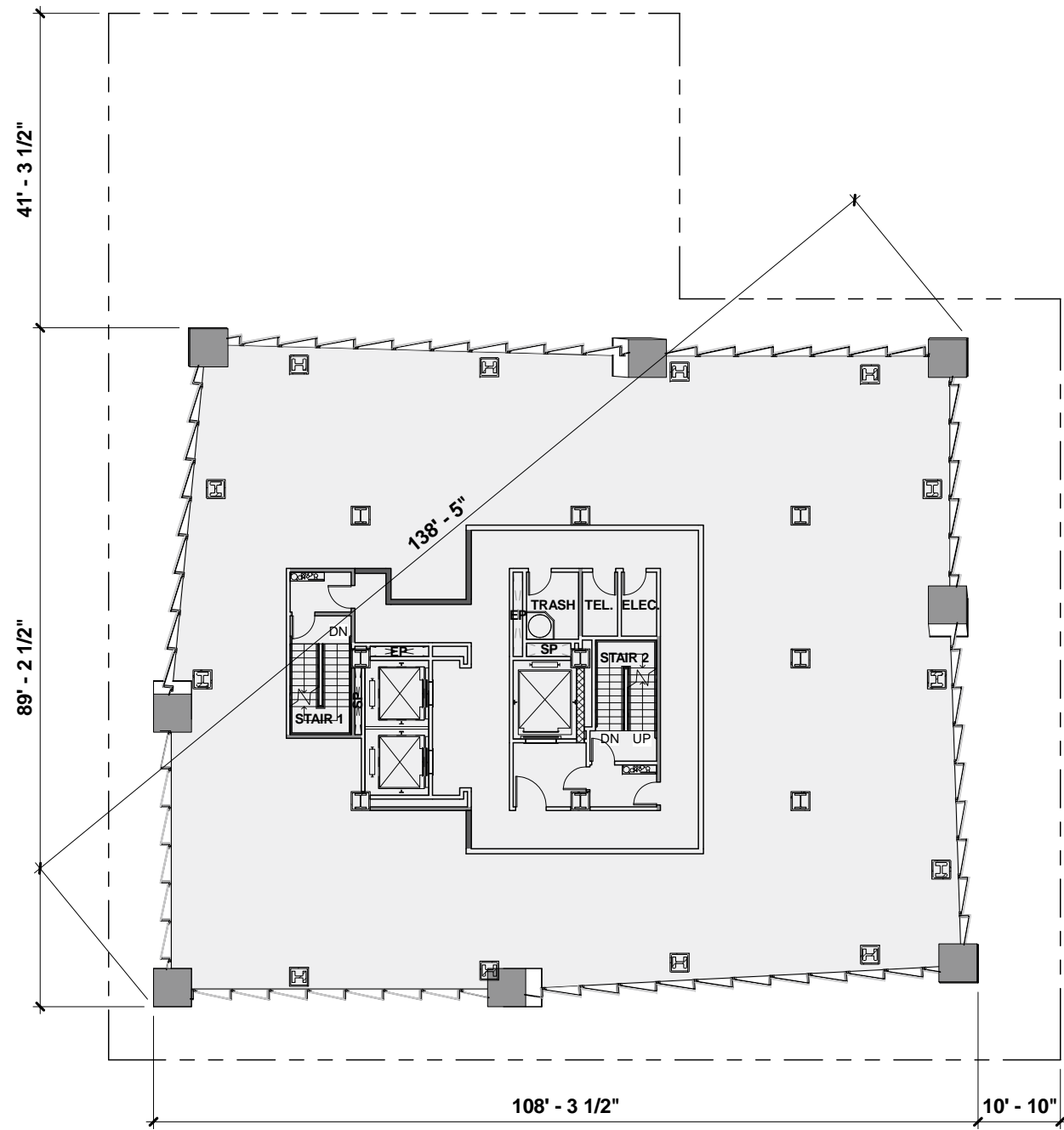
LEVEL 48



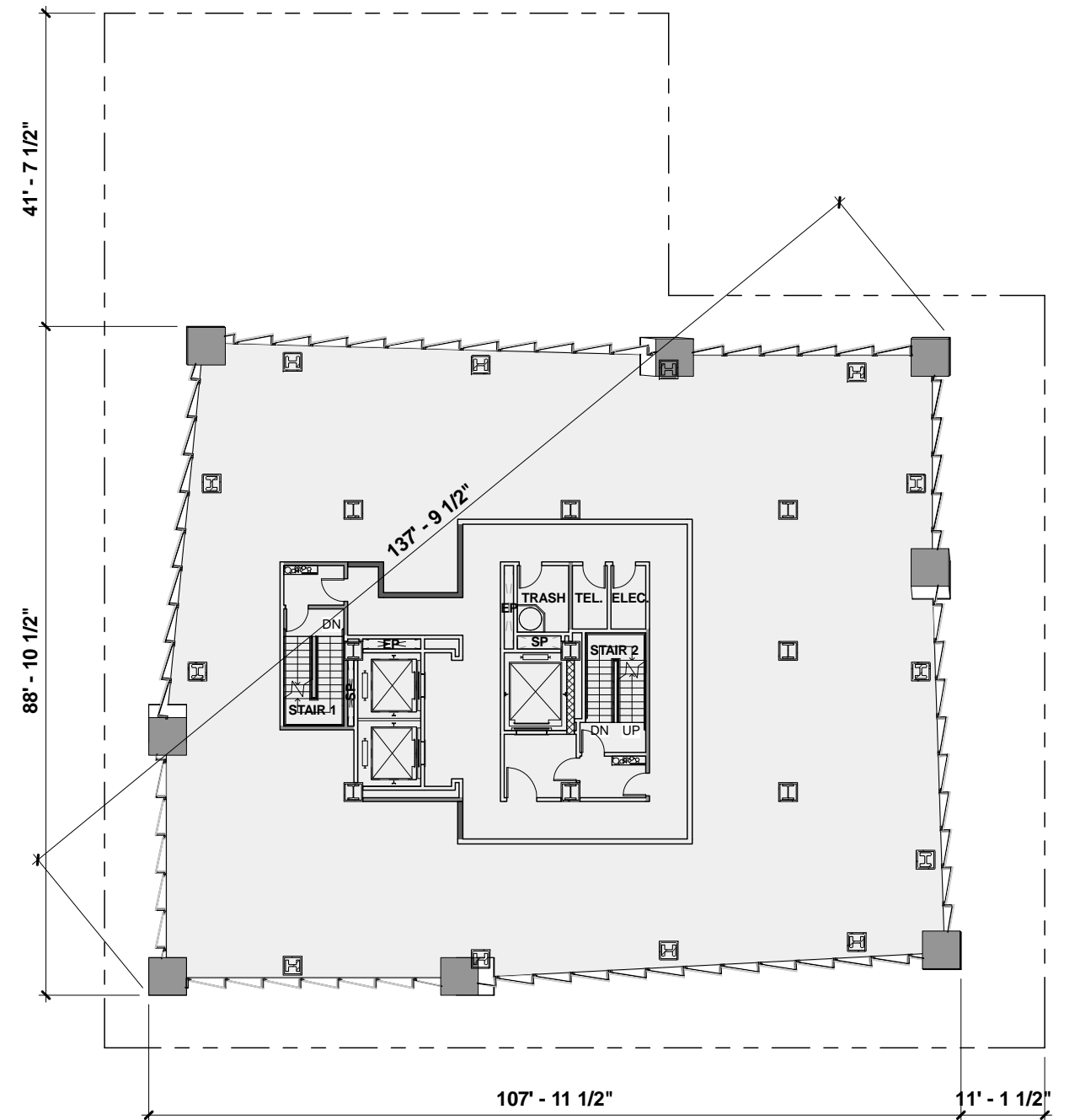
LEVEL 49

Upper Tower Average Floor Plate: 9,251 SF



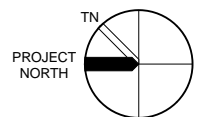


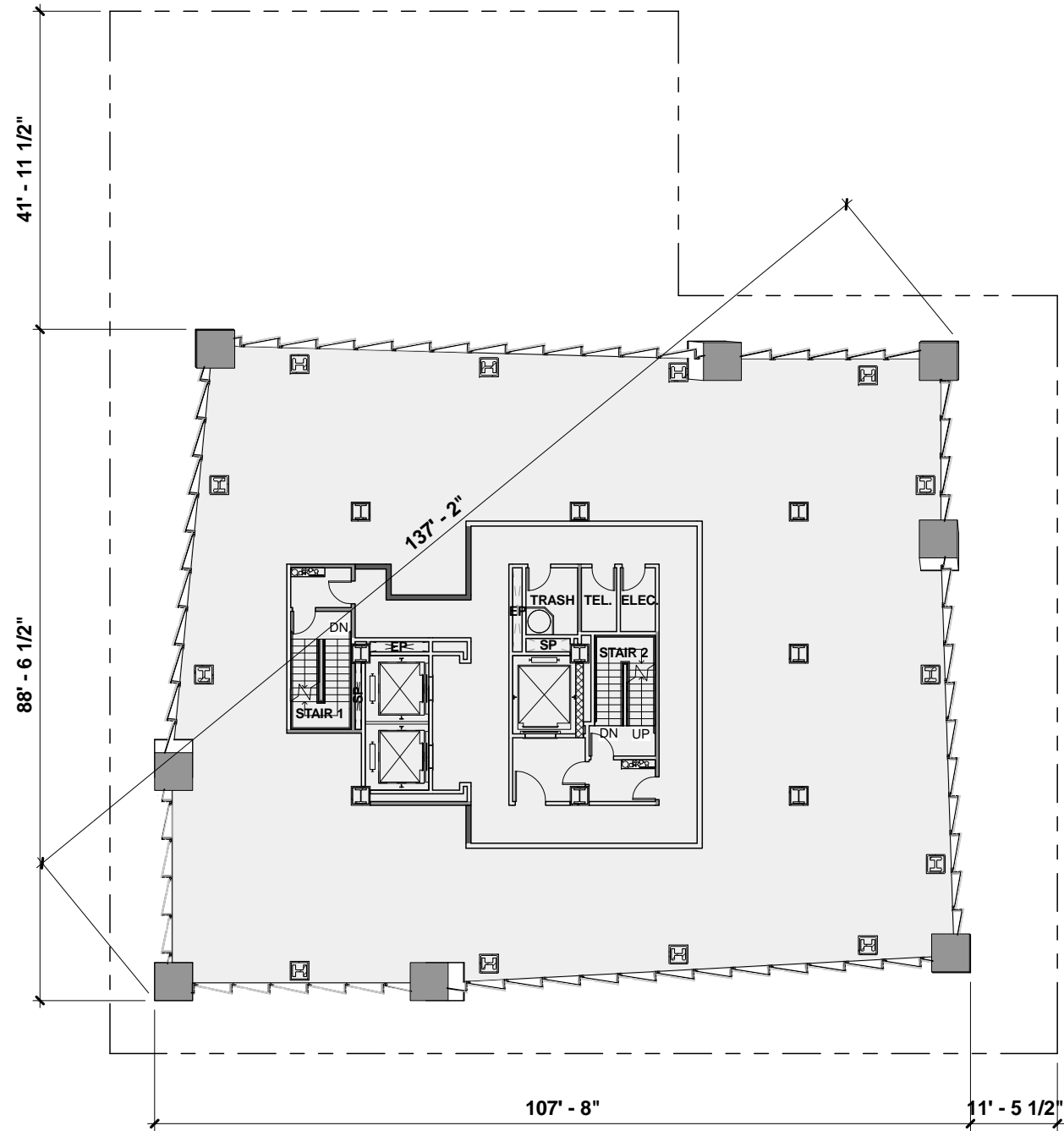
LEVEL 50



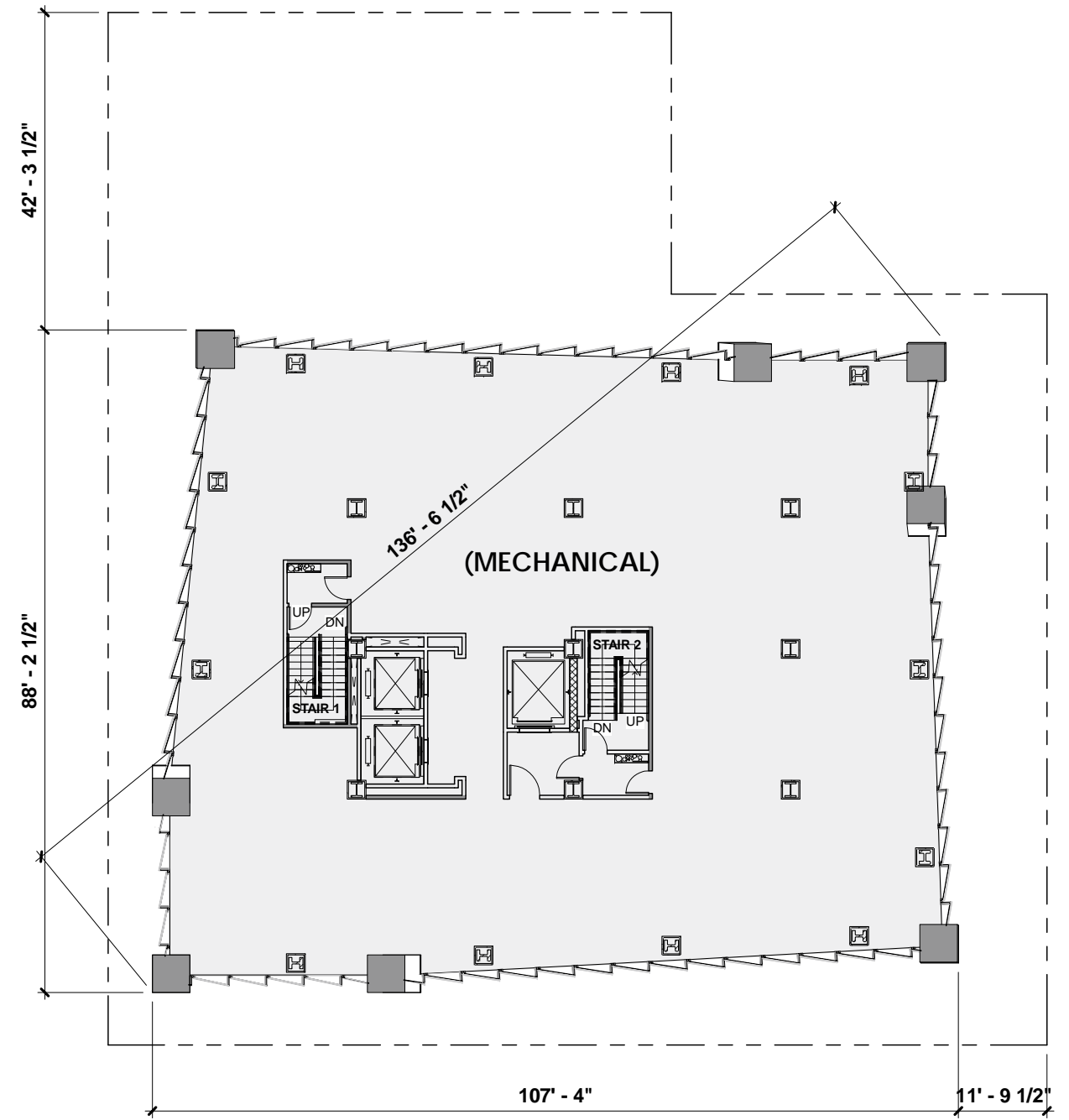
LEVEL 51

Upper Tower Average Floor Plate: 9,251 SF



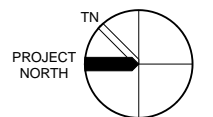


LEVEL 52

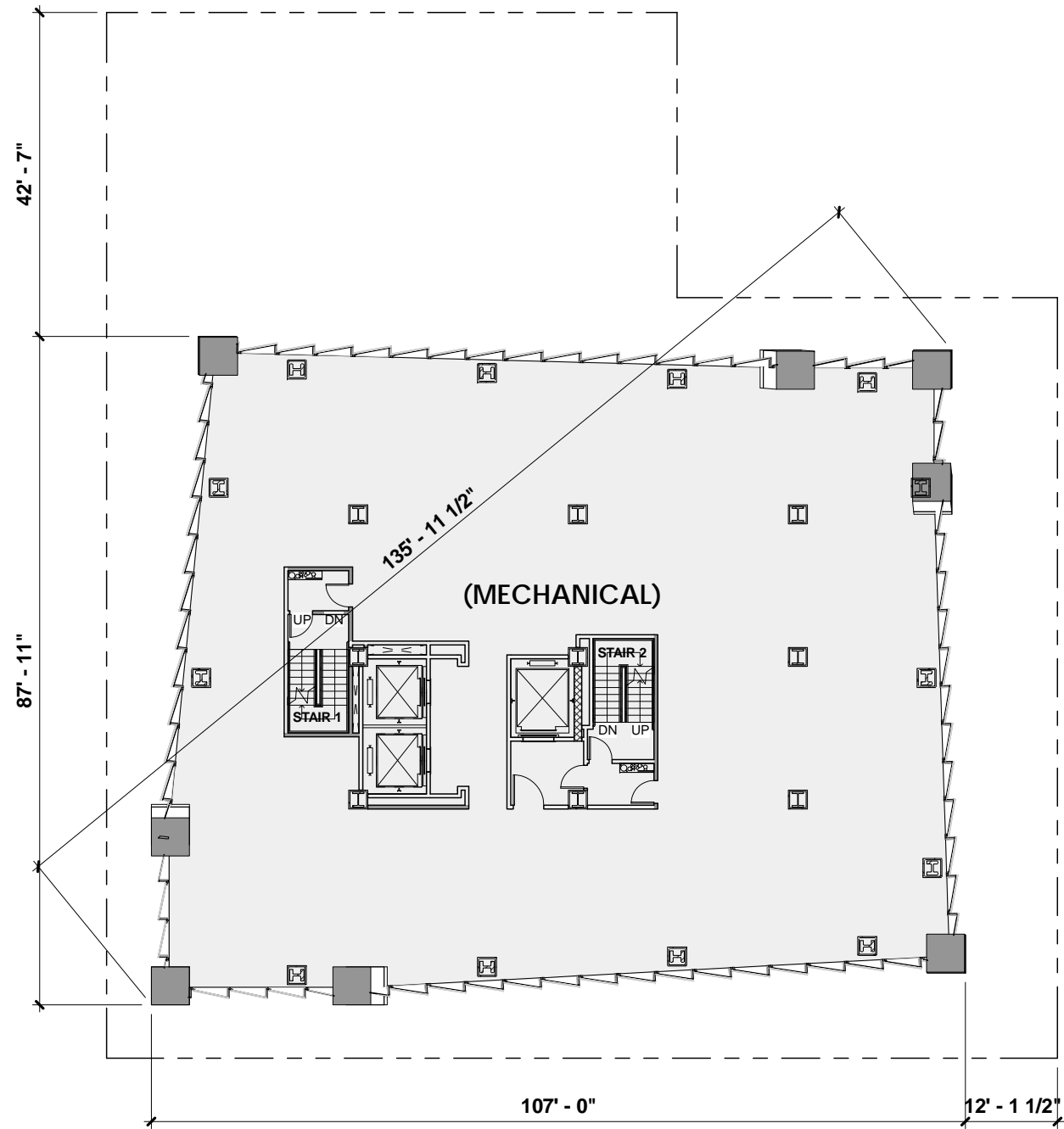


LEVEL 53 (MECHANICAL)

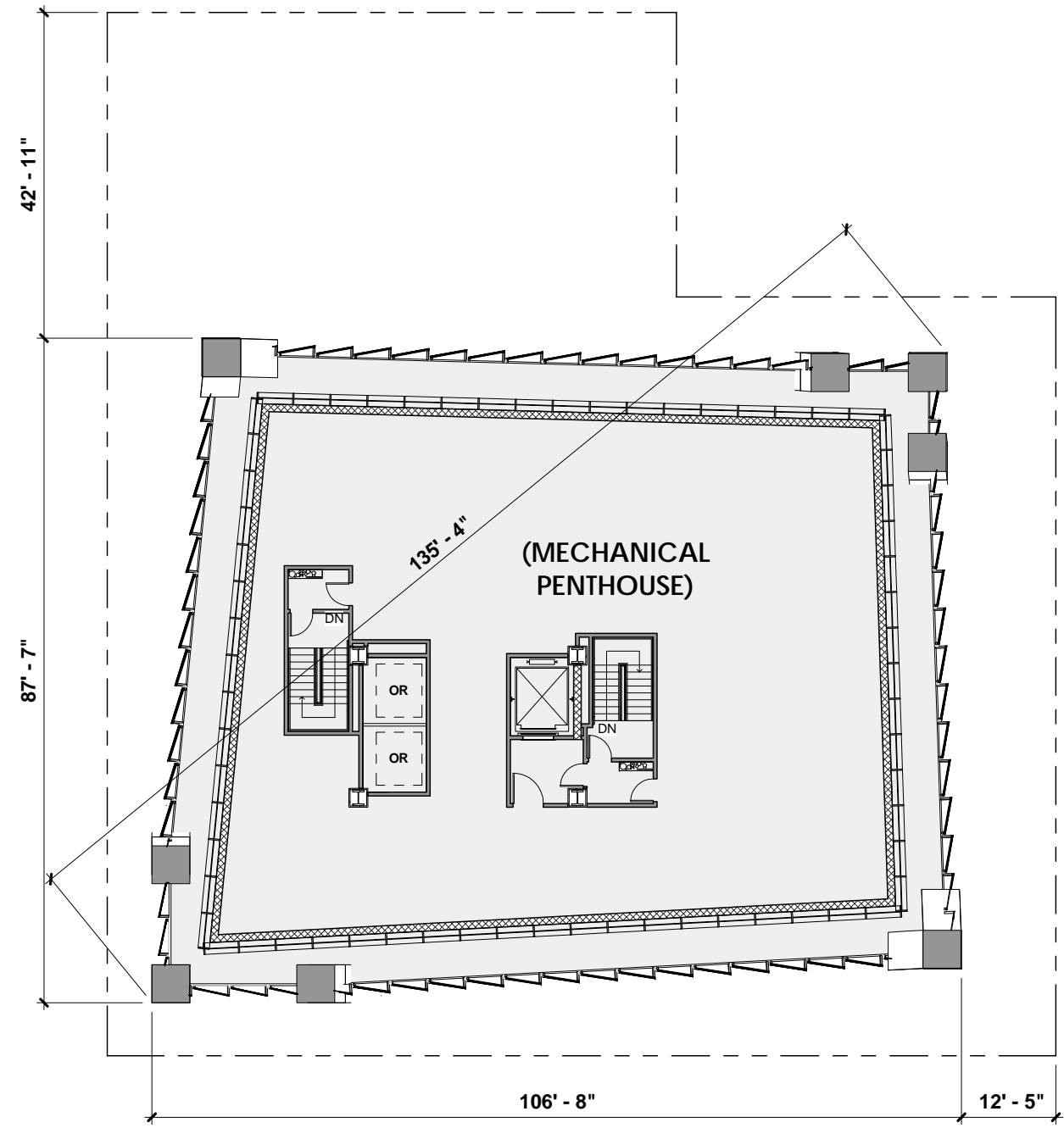
Upper Tower Average Floor Plate: 9,251 SF



FLOOR PLANS

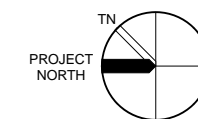


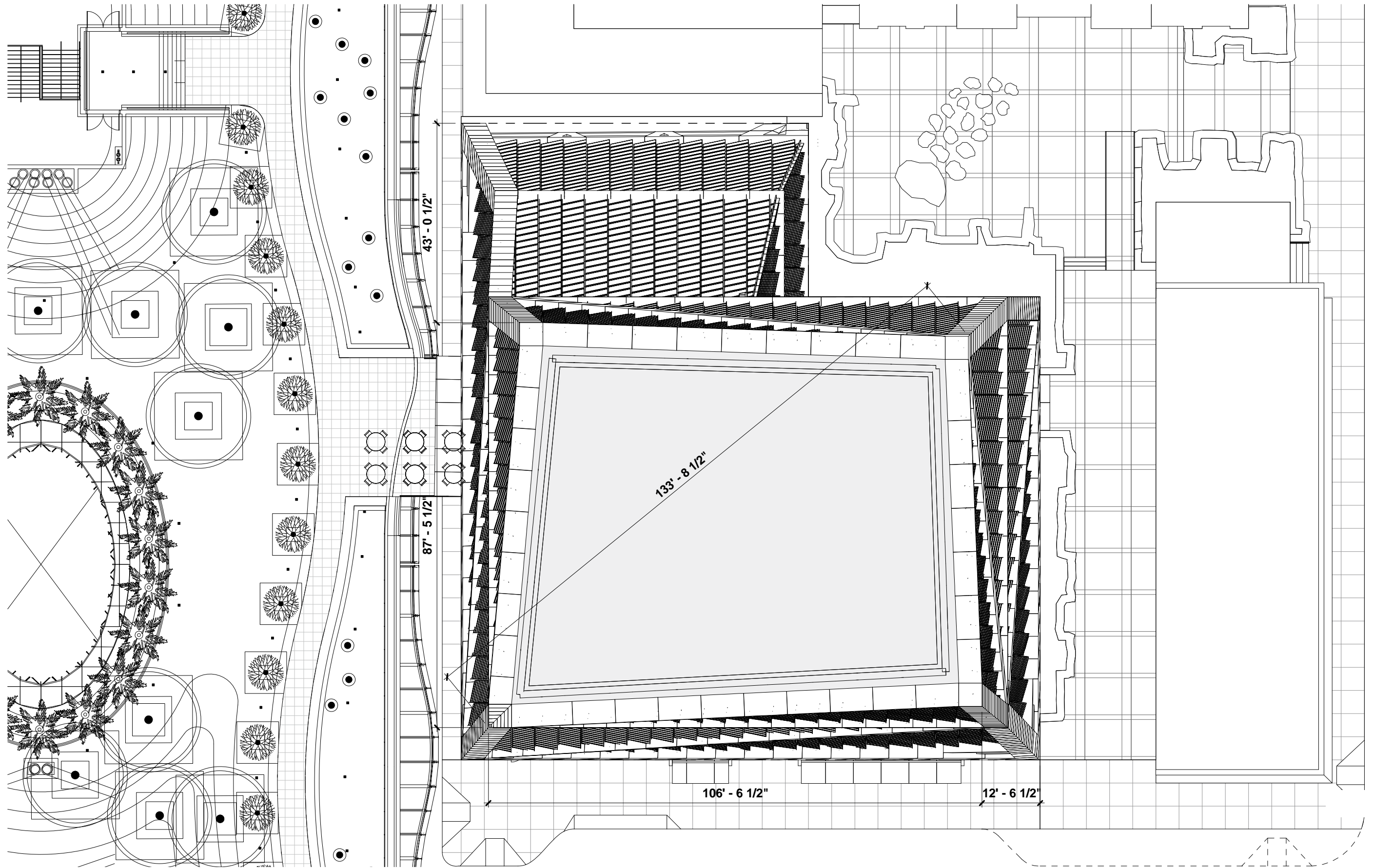
LEVEL 54 (MECHANICAL)



ROOF LEVEL

Upper Tower Average Floor Plate: 9,251 SF

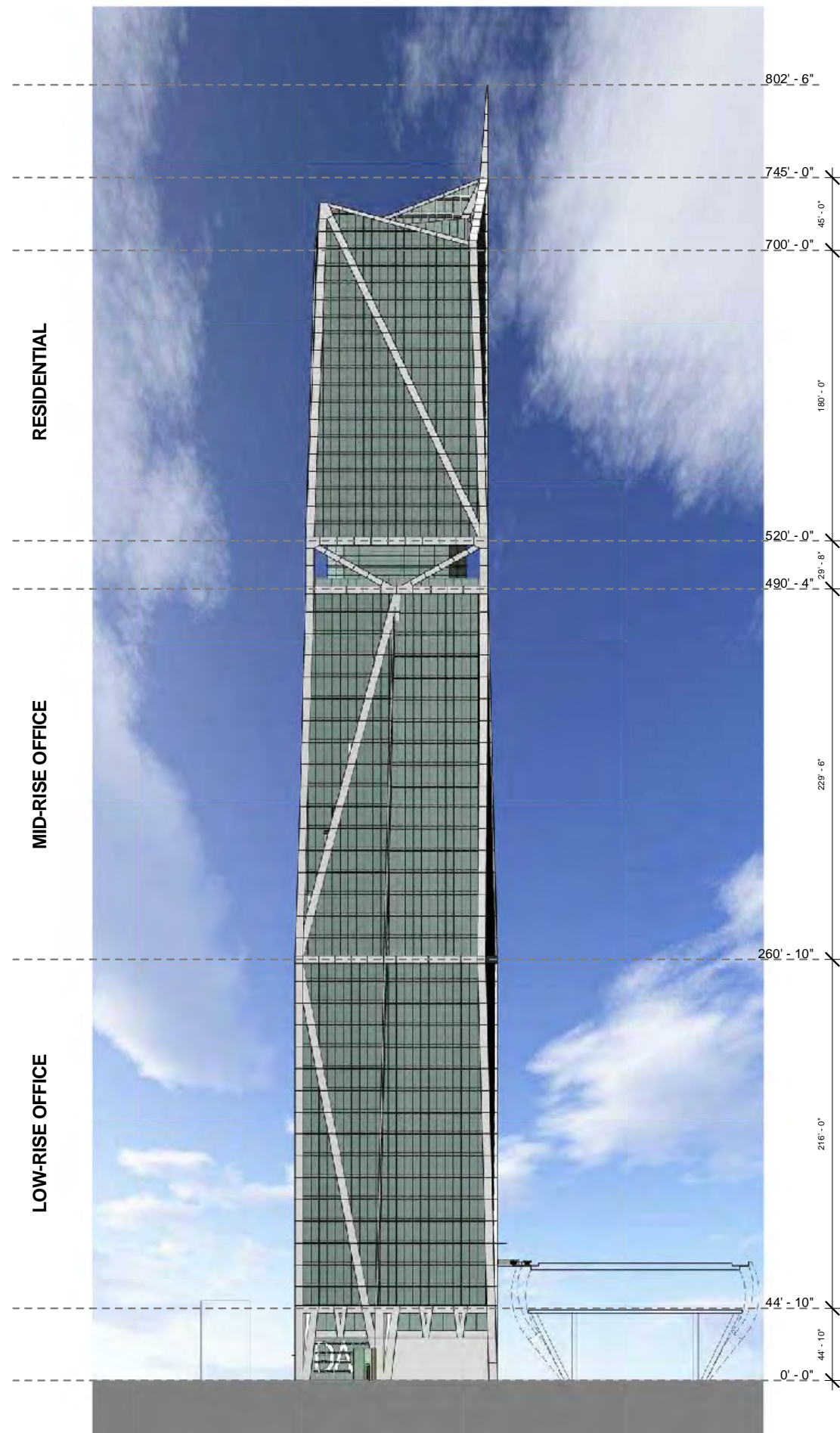




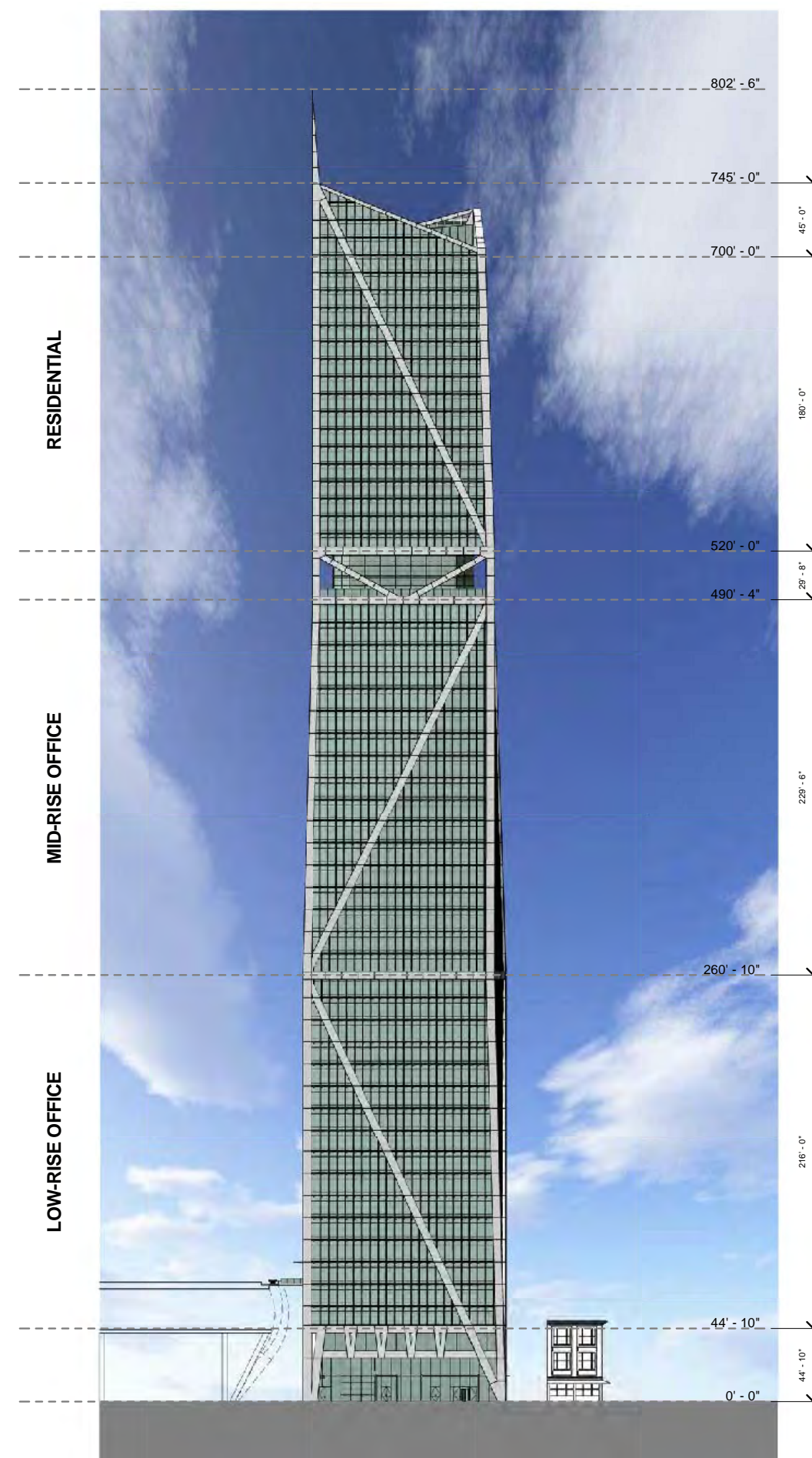
ROOF PLAN

ROOF PLAN

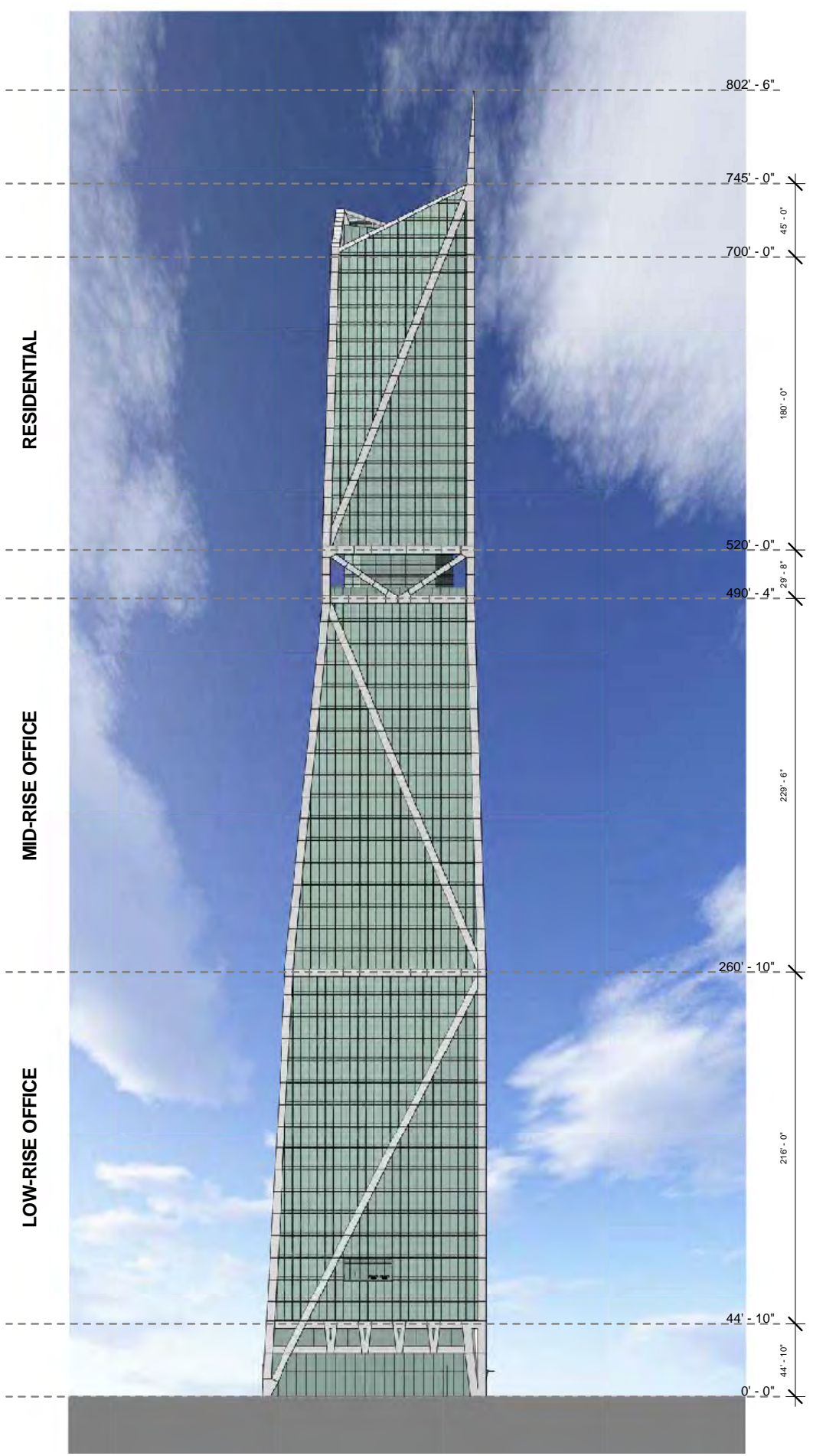
PROJECT NORTH



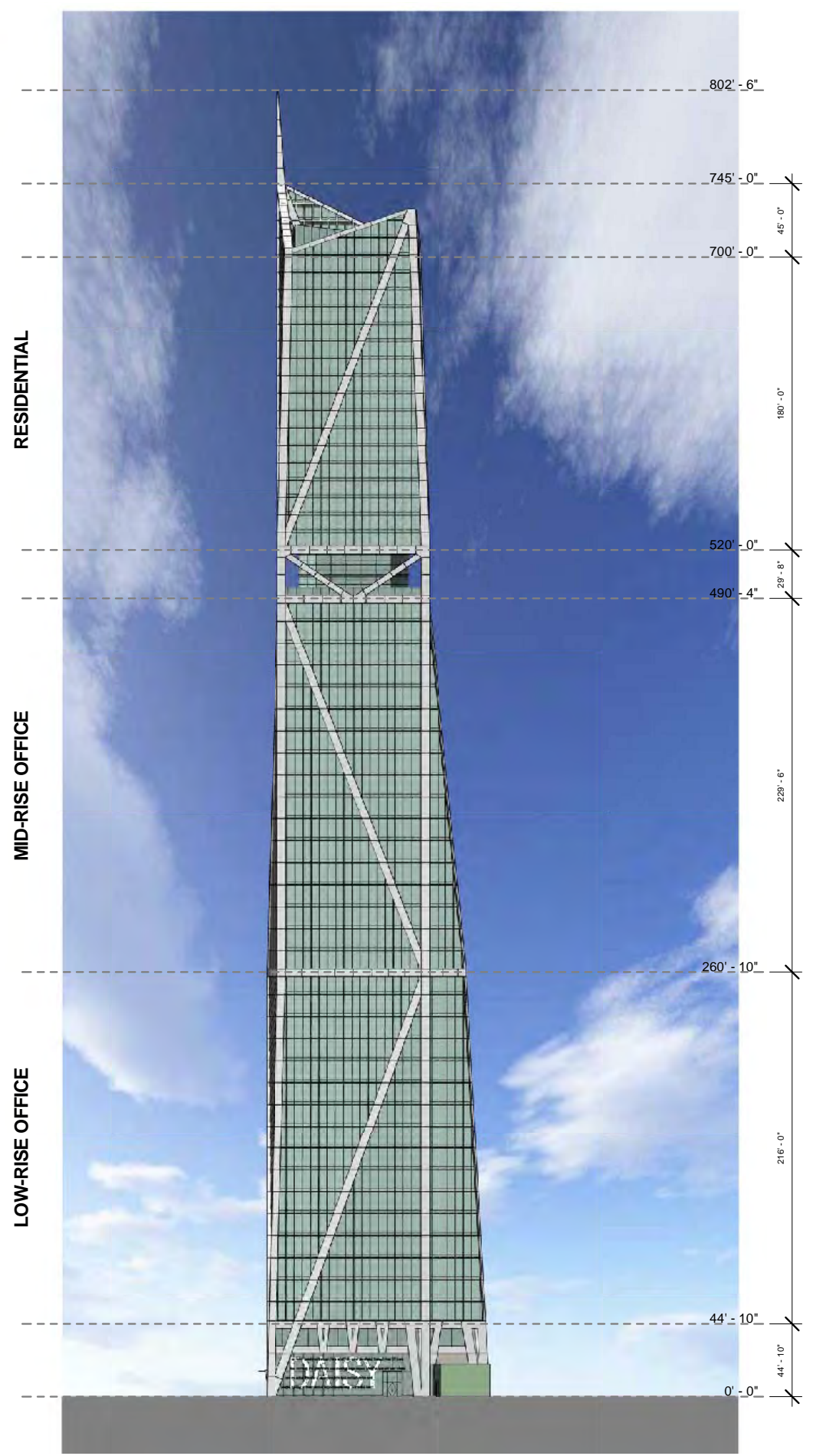
EAST ELEVATION



WEST ELEVATION



NORTH ELEVATION

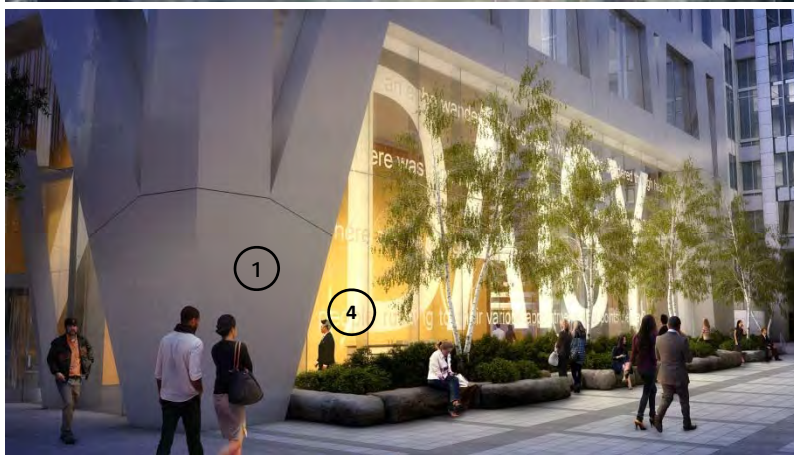


SOUTH ELEVATION

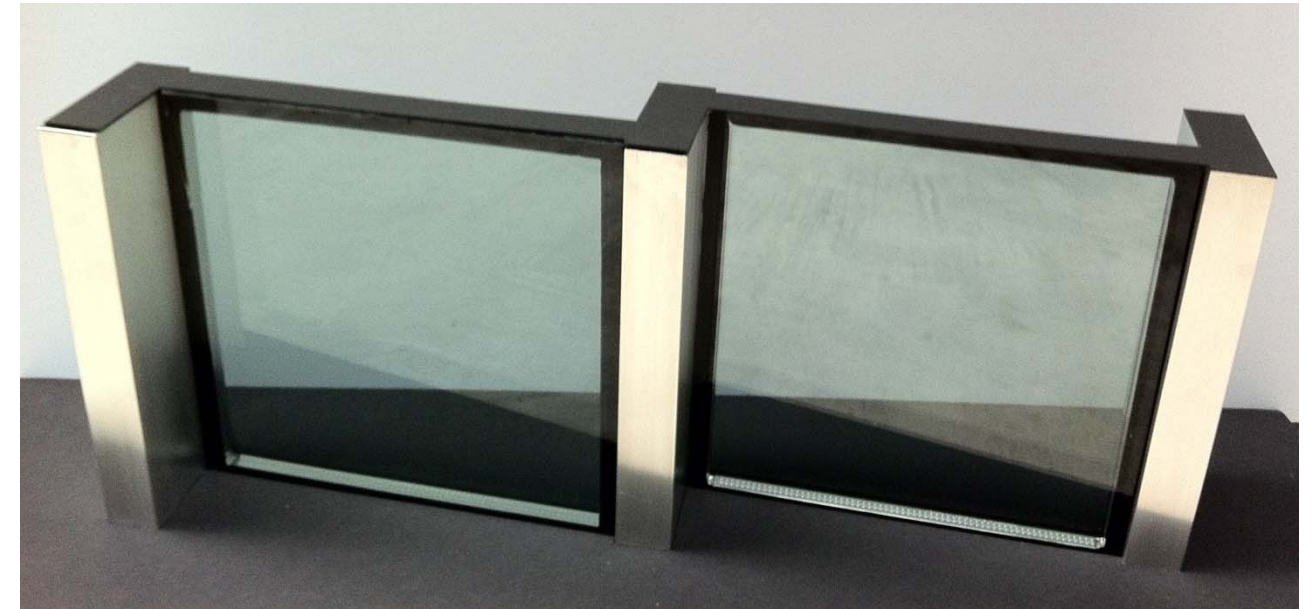


6

SUSTAINABILITY &
ARCHITECTURAL
DETAILS

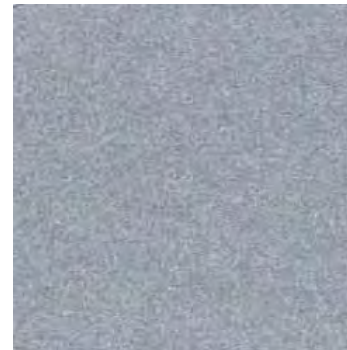


CURTAIN WALL MOCK UP



CURTAIN WALL MATERIAL SAMPLES

1 METAL PANEL



2 VISION GLASS



3 SILKSCREEN GLASS (BIRD SAFE)



4 CLEAR GLASS

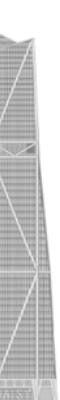


5 SPANDREL GLASS



MATERIAL	MANUFACTURER
1 METAL PANEL	PPG DURANAR XL SILVER GREY UC50958XL
2 VISION GLASS	VIRACON VE19-2M
3 SILKSCREEN GLASS (BIRD SAFE)	VIRACON VE 19-2M + V903#2-#2824
4 CLEAR GLASS	VIRACON CLEAR INSULATING
5 SPANDREL GLASS	VIRACON VE 19-2M+V903#4

CURTAIN WALL MATERIAL FINISHES



181 Fremont is targeting a LEED Gold Certification under the US Green Building Council's LEED CS rating system.

181 Fremont will include sustainable design measures in the following LEED credit categories:

Sustainable Sites: By focusing office and residential development on a site in the heart of downtown and in close proximity to all major regional transit systems, the project will promote community connectivity and alternative transportation such as transit use, car share, bicycle use and walking. This will result in a decrease of carbon emissions from its residents and workers. Additionally, the site will manage stormwater quality and quantity to reduce water pollution and disruption of natural hydrology.

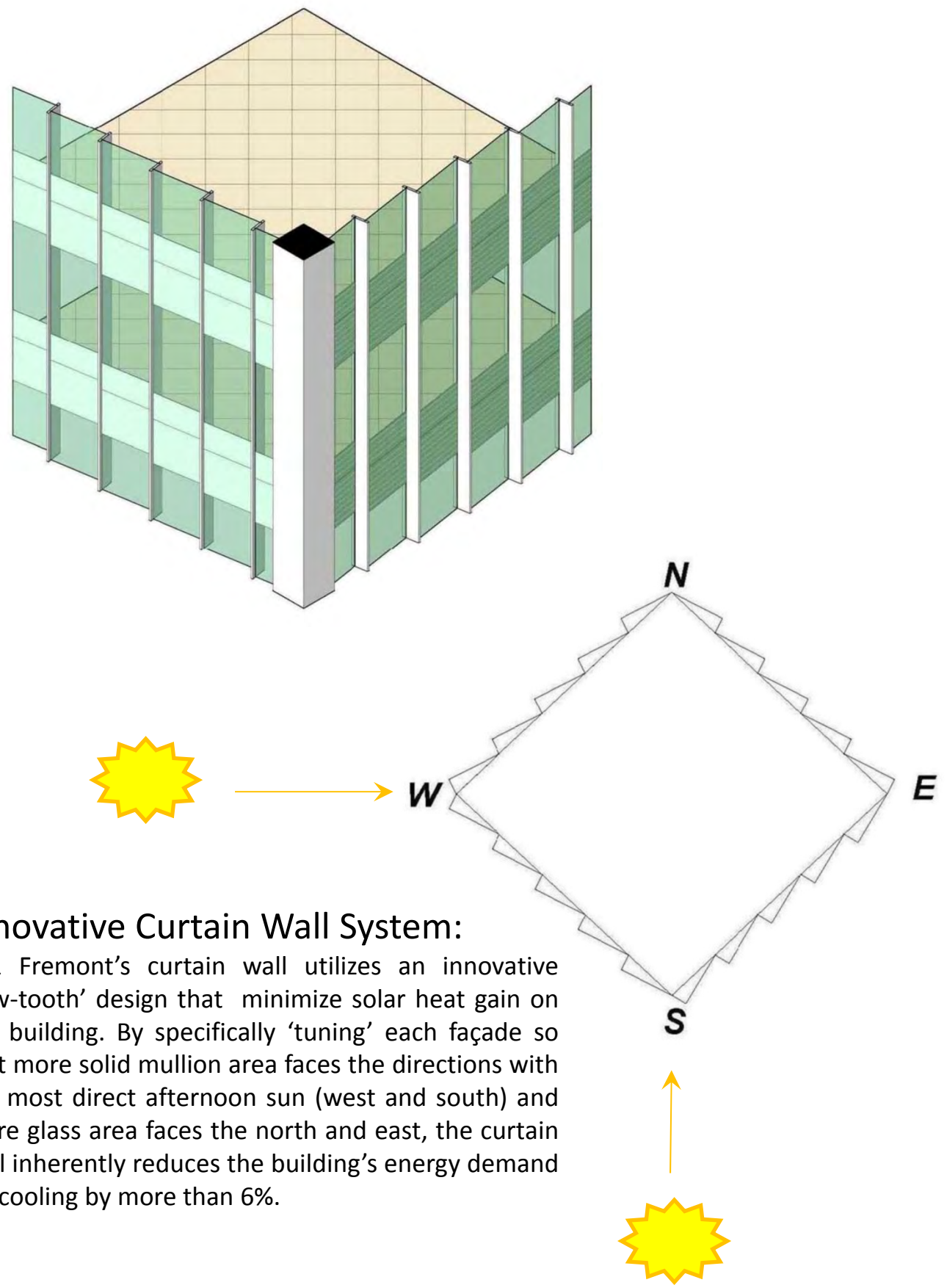
Water Efficiency: Through utilization of water efficient landscaping, low flow fixtures and toilets, and other water efficiency measures, 181 Fremont will result in smarter use of water, inside and out, which will reduce potable water consumption by more than 30%.

Energy & Atmosphere: Through optimized energy performance, ultra-efficient mechanical and curtain wall systems, and enhanced commissioning and refrigerant management, 181 Fremont will minimize the use of energy and impact on the atmosphere. One unique approach to the building's energy performance is the sawtooth curtainwall design (see diagram).

Materials & Resources: 181 Fremont will utilize sustainable building materials and reduce waste by diverting more than 75% of construction waste from disposal and utilizing recycled content as well as regionally sourced and sustainably produced materials.

Indoor Environmental Quality: By utilizing low emitting materials, paints, carpets and adhesives, providing increased natural ventilation, providing natural daylight and views to its tenants, and offering increased controllability of thermal comfort, 181 Fremont will create a better and healthier indoor environment which will result in lower absenteeism and greater enjoyment of the interior space.

Innovative Design and Regional Priority: Beyond the standard LEED credits, the design of 181 Fremont will include unique innovative approaches to sustainability and will be optimized with strategies specific to the Bay Area's climate and geography.



Innovative Curtain Wall System:

181 Fremont's curtain wall utilizes an innovative 'saw-tooth' design that minimize solar heat gain on the building. By specifically 'tuning' each façade so that more solid mullion area faces the directions with the most direct afternoon sun (west and south) and more glass area faces the north and east, the curtain wall inherently reduces the building's energy demand for cooling by more than 6%.

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