



SAN FRANCISCO PLANNING DEPARTMENT

Executive Summary DETERMINATION OF COMPLIANCE

HEARING DATE: JULY 14, 2011

Date: July 7, 2011
Case No.: **2011.0298X**
Project Address: **399 FREMONT STREET**
Zoning: RH DTR (Rincon Hill Downtown Residential Mixed Use) District
85/400-R Height And Bulk Designation
Block/Lot: 3747/002
Project Sponsor: Fifield Realty Corp.
425 Market Street, Suite 2229
San Francisco, CA 94105
c/o Andrew Junius
Reuben & Junius, LLP
1 Bush Street, Suite 600
San Francisco, CA 94104
Staff Contact: Ben Fu – (415) 558-6318
ben.fu@sfgov.org
Recommendation: **Approval with Conditions**

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

Reception:
415.558.6378

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415.558.6409

Planning
Information:
415.558.6377

PROJECT DESCRIPTION

The proposal would extend the approval under Motion No. 18129 for determination of compliance under Planning Code Section 309.1 for an additional 12 months which was originally granted on June 15, 2006 for 24 months. The approved proposal is a new residential project that would consist of approximately 452 dwelling units, up to 238 off-street parking spaces, 150 bicycle spaces, and for the granting of exceptions to allow greater than one parking space for every two dwelling units under Planning Code Sections 151.1(d) and 309.1(b)(1)(b), for reduction of the dwelling unit exposure requirements under Planning Code Sections 140 and 309.1(b)(1)(d), and to provide exceptions to the separation of towers requirement under Planning Code Sections 270(e) and 309.1(b)(1)(a). The approval period would be extended to June 15, 2012. No other changes to the project are proposed with this request.

SITE DESCRIPTION AND PRESENT USE

The approximately 37,812 square foot project site consists of three parcels that are located along the east side of Fremont Street between Harrison Street and Folsom Street. The Project site is on the north slope of Rincon Hill and slopes up toward Harrison Street and down toward Folsom Street. The site was improved with three structures – 355-375 Fremont, known as the Hjul Building, a two-story, approximately 46,500 square-foot office building constructed in 1929 as an industrial building and subsequently converted to office uses; 385 Fremont, a two-story, approximately 15,000 square-foot building with mezzanine containing an auto repair garage and office space; and 399 Fremont, the Apostleship of the Sea, a three-story plus basement, 35,000 square-foot building used as a social service center, with a chapel and temporary shelter for homeless people. The Hjul Building at 355-375 Fremont Street was listed in four local surveys containing buildings that could be considered historic resources.

When it certified the Final EIR for the Rincon Hill Plan, the Planning Commission found that the benefits of the Plan, including development of the 355-375 Fremont Street site, outweigh its significant impacts, including demolition of the Hjul Building. The buildings were demolished in February of 2008.

SURROUNDING PROPERTIES AND NEIGHBORHOOD

The subject site is surrounded by a mix of older light-industrial buildings and high-density residential buildings. The adjacent property to the north at the corner of Harrison and Beale is Avalon Bay, a residential property with 226 units at 388 Beale Street constructed in 1999. The Rincon Hill area has been transitioning from light industrial to retail with some supportive commercial uses.

ENVIRONMENTAL REVIEW

The Commission adopted CEQA findings related to the Rincon EIR in support of its approval of the Rincon Hill Plan and related actions in its Motion No. 17008 and hereby incorporates such findings by reference. The Application to extend the approval period was determined by the San Francisco Planning Department (hereinafter "Department") not to require additional environmental review under the California Environmental Quality Act (Cal. Pub. Res. Code Section 21000 et seq., hereinafter "CEQA").

HEARING NOTIFICATION

TYPE	REQUIRED PERIOD	REQUIRED NOTICE DATE	ACTUAL NOTICE DATE	ACTUAL PERIOD
Classified News Ad	20 days	June 24, 2010	June 24, 2010	20 days
Posted Notice	20 days	June 24, 2010	June 24, 2010	20 days
Mailed Notice	10 days	July 4, 2011	June 28, 2011	16 days

PUBLIC COMMENT

- The Department is not aware of any opposition to the proposal.

ISSUES AND OTHER CONSIDERATIONS

On June 15, 2006, an application was approved under Motion No. 17268 for the demolition of the three existing structures, and the construction a single residential high-rise tower that would include the following features:

- The Project will be 400 feet tall (measured from Harrison Street) with an 85-foot podium and total approximately 528,000 gross square feet.
- The Project will consist of up to 432 dwelling units, including approximately 60 percent one-bedroom and studio units and at least 40 percent two-bedroom and three-bedroom condominium apartments.
- Off-street parking for up to 432 vehicles will be provided in a four-level underground garage.
- 120 bicycle spaces.

Planning Commission Motion No. 17671, granted on August 08, 2008, extended the approval from June 15, 2008 to June 15, 2009, and amended the project by increasing the unit count to 452, reducing the off-street parking spaces to 238, increasing bicycle spaces to 150, and minor design modifications. The

parking will include 202 independently accessible spaces and 36 tandem spaces. The tandem spaces will be served by valet. The garage will also include 9 ADA compliant spaces, 2 car share spaces and 150 bicycle storage spaces.

Planning Commission Motion No. 17901 extended the approval from June 15, 2009 to June 15, 2010. Planning Commission Motion No. 18129 again extended the approval from June 15, 2010 to June 15, 2011. The current proposal would extend the approval for an additional 12 months to June 15, 2012. No other changes to the project are proposed with this request.

REQUIRED COMMISSION ACTION

In order for the project to proceed, the Commission must grant the request pursuant to Planning Code Section 309.1 to extend the performance period for 12 months for the project approved per Motion No. 18129 to June 15, 2012.

BASIS FOR RECOMMENDATION

- The project complies with the applicable requirements of the Planning Code.
- The project is consistent with the objectives and policies of the General Plan.
- The project is consistent with the Rincon Hill Plan.
- The project complies with the First Source Hiring Program.
- The project design, with its residential steps and stoops, and ample landscaping will provide a rich pedestrian environment and play a key role in the creation of an active neighborhood.
- The project will provide approximately 452 dwelling units to the City's housing stock.
- The project proposes an interim use that consists of a wildflower meadow installed over the existing site terrain, including an automatic irrigation system and existing site security fencing.
- Developer is actively pursuing a significantly more involved interim use for the site as a prototype project under the Mayor's proposed "Green Development Agreement" legislation.

RECOMMENDATION:	Approval with Conditions
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Attachment Checklist:

- | | |
|---|---|
| <input checked="" type="checkbox"/> Executive Summary | <input checked="" type="checkbox"/> Aerial Photo |
| <input checked="" type="checkbox"/> Draft Motion | <input checked="" type="checkbox"/> Context Photos |
| <input checked="" type="checkbox"/> Zoning District Map | <input checked="" type="checkbox"/> Project sponsor submittal |
| <input checked="" type="checkbox"/> Parcel Map | Drawings: <u>Approved Project</u> |
| <input checked="" type="checkbox"/> Sanborn Map | <input checked="" type="checkbox"/> Check for legibility |

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

_____ BF _____
Planner's Initials



SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

- Inclusionary Housing (Sec. 315)
- Jobs Housing Linkage Program (Sec. 313)
- Downtown Park Fee (Sec. 139)
- First Source Hiring (Admin. Code)
- Child Care Requirement (Sec. 314)
- Other

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Planning Commission Draft Motion No. XXXXX HEARING DATE: JULY 14, 2011

Date: July 7, 2011
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Project Address: **399 FREMONT STREET**
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ADOPTING FINDINGS UNDER PLANNING CODE SECTIONS 309.1, 825, AND 827 TO AUTHORIZE AN EXTENSION IN THE PERFORMANCE PERIOD FOR 12 MONTHS FROM THE PREVIOUS EXTENSION DATE WITHIN THE RH DTR (RINCON HILL DOWNTOWN RESIDENTIAL MIXED USE) DISTRICT WITH A 85/400-R HEIGHT AND BULK DESIGNATION.

PREAMBLE

On March 31, 2011, Reuben & Junius, LLP (hereinafter "Project Sponsor") filed Application No. 2011.0298X (hereinafter "Application") with the Planning Department (hereinafter "Department") for the extension of performance period per Planning Code Sections 309.1, 825 and 827 for an additional 12 months from the approval under Motion No. 18129. The proposal was originally approved on June 15, 2006 to construct a new residential project that would consist of approximately 432 dwelling units, up to 432 off-street parking spaces (216 independently accessible and 216 tandem spaces), 120 bicycle spaces, and for the granting of exceptions to allow greater than one parking space for every two dwelling units under Planning Code Sections 151.1(d) and 309.1(b)(1)(b), for reduction of the dwelling unit exposure requirements under Planning Code Sections 140 and 309.1(b)(1)(d), and to provide exceptions to the separation of towers requirement under Planning Code Sections 270(e) and 309.1(b)(1)(a).

Planning Commission Motion No. 17671, granted on August 08, 2008, extended the approval from June 15, 2008 to June 15, 2009, and amended the project by increasing the unit count to 452, reducing the off-street parking spaces to 238, increasing bicycle spaces to 150, and minor design modifications.

Planning Commission Motion No. 17901 extended the approval from June 15, 2009 to June 15, 2010. Planning Commission Motion No. 18129 again extended the approval from June 15, 2010 to June 15, 2011. The current proposal would extend the approval for an additional 12 months to June 15, 2012. No other changes to the project are proposed with this request.

The environmental effects of the Project were determined by the San Francisco Planning Department (hereinafter "Department") to have been fully reviewed under the Rincon Hill Plan Environmental Impact Report (hereinafter "Rincon EIR"). The Rincon EIR was prepared, circulated for public review and comment, and on May 5, 2005, by Motion No. 17007 certified by the Commission as complying with the California Environmental Quality Act (Cal. Pub. Res. Code Section 21000 et. Seq., hereinafter "CEQA"). The Rincon EIR is a Program EIR. On June 15, 2006, the Commission reviewed and considered the Project's final EIR that included analysis of additional project specific preservation issues, and certified the Final EIR through Motion No. 17268 on June 15, 2006.

The Commission adopted CEQA findings related to the Rincon EIR and the Project Final EIR in support of its approval of the Rincon Hill Plan and related actions in its Motion No. 17008 and hereby incorporates such findings by reference. The Application to extend the approval period was determined by the San Francisco Planning Department (hereinafter "Department") not to require additional environmental review under the California Environmental Quality Act (Cal. Pub. Res. Code Section 21000 et seq., hereinafter "CEQA").

The file for this project, including the 2006 Final EIR, the Rincon EIR, and Motions No. 17007 and 17268, is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, San Francisco, California.

On July 14, 2011, the San Francisco Planning Commission (hereinafter "Commission") conducted a duly noticed public hearing at a regularly scheduled meeting on Case No. 2011.0298X.

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

MOVED, that the Commission hereby authorizes the extension of the performance period requested in Application No. 2011.0298X, subject to the previously approved conditions and based on the following findings:

FINDINGS

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

1. The above recitals are accurate and constitute findings of this Commission.
2. **Site Description and Present Use.** The approximately 37,812 square foot project site consists of three parcels that are located along the east side of Fremont Street between Harrison Street and Folsom Street. The Project site is on the north slope of Rincon Hill and slopes up toward Harrison Street and down toward Folsom Street. The site was improved with three structures – 355-375 Fremont, known as the Hjul Building, a two-story, approximately 46,500 square-foot office building constructed in 1929 as an industrial building and subsequently converted to office uses; 385 Fremont, a two-story, approximately 15,000 square-foot building with mezzanine containing an auto repair garage and office space; and 399 Fremont, the Apostleship of the Sea, a three-story plus basement, 35,000 square-foot building used as a social service center, with a chapel and temporary shelter for homeless people. The Hjul Building at 355-375 Fremont Street was listed in four local surveys containing buildings that could be considered historic resources. When it certified the Final EIR for the Rincon Hill Plan, the Planning Commission found that the benefits of the Plan, including development of the 355-375 Fremont Street site, outweigh its significant impacts, including demolition of the Hjul Building. The buildings were demolished in February of 2008.
3. **Past History and Actions.** On November 28, 2005, an application was approved for the construction of a 250-foot residential tower at 375 Fremont Street (Case No. 2002.0449V). That approval was supported by the 375 Fremont Street Final EIR. In addition, on January 13, 2005, an application was submitted for a 250-foot residential project at 399 Fremont Street (Case No. 2003.0169C). An application for environmental review for the 399 Fremont was submitted on February 20, 2003 and a Preliminary Draft EIR was prepared (Case No. 2003.0169E). The proposed Project would be built in lieu of these two separate projects. When the Rincon Hill Downtown Residential Mixed Use plan was approved, it included both the two 250-foot residential projects and, as the preferred alternative, the single, proposed 400-foot Project on the two sites combined. On May 5, 2005, the Planning Commission certified the final Environmental Impact Report (“EIR”) for the Rincon Hill Downtown Residential Mixed Use plan. The final EIR included analysis of the potential impacts of the proposed Project. In addition, the Planning Department determined that no further environmental review was required as documented in a letter to the file dated May 25, 2006.

On June 15, 2006, an application was approved under Motion No. 17268 for the demolition of the three existing structures, and the construction of a single residential high-rise tower that would include the following features:

- The Project will be 400 feet tall (measured from Harrison Street) with an 85-foot podium and total approximately 528,000 gross square feet.
- The Project will consist of up to 432 dwelling units, including approximately 60 percent one-bedroom and studio units and at least 40 percent two-bedroom and three-bedroom condominium apartments.
- Off-street parking for up to 432 vehicles will be provided in a four-level underground garage.

On August 08, 2008, Planning Commission granted a 12-month extension from the original approval date. The extension expired on June 15, 2009. Motion No. 17671 also amended the project by increasing the unit count to 452, reducing the off-street parking spaces to 238, increasing the bicycle spaces to 150, and minor design modifications. The parking will include 202 independently accessible spaces and 36 tandem spaces. The tandem spaces will be served by valet. The garage will also include 9 ADA compliant spaces, 2 car share spaces and 150 bicycle storage spaces.

On June 11, 2009, Planning Commission granted a 12-month extension from the original approval date. The extension expired on June 15, 2010.

On June 24, 2010, Planning Commission granted a 12-month extension from the original approval date. The extension expired on June 15, 2011.

4. **Proposal.** The project proposes to extend the performance period for another 12 months, taken from the date of expiration of the previous extension granted per Motion No. 18129.
5. **Public Comment.** The Department has received no opposition to the proposal.
6. **The Rincon Hill Downtown Residential Mixed Use District – Planning Commission Design Review and Determination of Compliance Required.** On July 26, 2005, the Board of Supervisors approved the Rincon Hill Plan Element of the General Plan and associated General Plan Amendments. On August 2, 2005, the Board of Supervisors approved, on a first reading, General Plan amendments, zoning text and map amendments, along with other associated legislation in adopting the new Rincon Hill Plan. The new Rincon Hill Plan further encourages the conversion of the existing Rincon Hill area to a high-density residential neighborhood with significant pedestrian and residential amenities such as parks and open space. The proposed new zoning provides more specific direction in designing new buildings, to assure their bulk and height is appropriate and that their interaction with the pedestrian realm contributes to the creation of a new neighborhood. Among the goals of the new zoning controls is to encourage high-rise development in slender towers amply separated, and to limit the amount of excessive off-street parking. To provide more specific direction to project sponsors and to help assure a more predictable project review process, the controls are designed to be more specific and allow less variability. The new controls utilize a design review process before the Commission, similar to the project review process for Downtown C-3 Districts, rather than utilizing the Conditional Use and Planned Unit Development review processes.
7. **Findings Under the California Environmental Quality Act (CEQA).** After considering the 2006 FEIR and other information in the record, the Commission hereby makes the following findings:
 - A. The Commission has independently reviewed and analyzed the 2006 FEIR, the findings contained in Motion No. 17268, and the other information in the record and has considered the information contained therein and hereby finds that no additional environmental review is required for the Project for the following reasons:

- (1) No changes have been made to the Project that constitute substantial changes requiring major revisions in the 2006 FEIR due to the involvement of new significant environmental effects or a substantial increase of the severity of previously identified effects;
- (2) Substantial changes have not occurred with respect to the circumstances under which the Project will be undertaken which require major revisions to the 2006 FEIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects; and
- (3) There is no new information of substantial importance, which was not known and could not have been known with the exercise of reasonable diligence at the time the 2006 FEIR was certified, which shows (a) that the Project will have one or more significant effects not discussed in the 2006 FEIR; (b) that significant effects previously examined will be substantially more severe than shown in the 2006 FEIR; or (c) that mitigation measures or alternatives previously found to be infeasible would in fact be feasible and would substantially reduce one or more significant effects on the environment, but the project proponent declines to adopt the mitigation measure or alternative.

Based on the foregoing, the Commission finds that none of the conditions described in Section 15162 or 15164 of the CEQA Guidelines calling for the preparation of a subsequent or supplemental EIR or addendum have occurred and that therefore no further environmental review is required for the Project.

- B. The Commission has reviewed and considered the Final EIR and record as a whole, and finds that the Final EIR is adequate for its use as the decision-making body for the action taken herein and incorporates the CEQA findings contained in Motion No.17268, including the Statement of Overriding Considerations and adoption of a Mitigation Monitoring and Reporting Program, by this reference thereto as though set forth in this Motion.
 - C. **Mitigation Monitoring and Reporting Program.** The Mitigation Monitoring and Reporting Program for the Project, adopted as Exhibit C to Commission Motion No.17268, continues to apply to the Modified Project.
8. The Project is consistent with and would promote the general and specific purposes of the Code provided under Section 101.1(b) in that, as designed, the Project would contribute to the character and stability of the neighborhood and would constitute a beneficial development.
 9. The Commission hereby finds that approval of the request for extension would promote the health, safety and welfare of the City.

DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES** Case No. 2010.0298X subject to the following conditions attached hereto as EXHIBIT A (Conditions of Approval) which is incorporated herein by reference as though fully set forth.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this determination of compliance authorization to the Board of Appeals within fifteen (15) days after the date of this Motion No. XXXXX. The effective date of this Motion shall be the date of this Motion if not appealed (after the 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 at (415) 575-6880, 1660 Mission Street, Third Floor, San Francisco, CA 94103.

I hereby certify that the foregoing Motion was adopted by the Planning Commission on **July 14, 2011**.

Linda Avery
Commission Secretary

AYES:

NAYS:

ABSENT:

ADOPTED: July 14, 2011

Exhibit A

Conditions of Approval

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

This approval is pursuant to Sections 309.1 to extend the performance period for another 12 months from June 15, 2011. The approved project is to construct a new residential project that would consist of approximately 452 dwelling units, up to 238 off-street parking spaces, and for the granting of exceptions to allow greater than one parking space for every two dwelling units under Planning Code Sections 151.1(d) and 309.1(b)(1)(b), for reduction of the dwelling unit exposure requirements under Planning Code Sections 140 and 309.1(b)(1)(d), and to provide exceptions to the separation of towers requirement under Planning Code Sections 270(e) and 309.1(b)(1)(a). All previously granted exceptions and Conditions of Approval would remain and are attached as Exhibit C. The amendment extends the approval to June 15, 2012.

GENERAL CONDITIONS

1. Performance. This authorization is valid for a period of 12 months after the date of expiration of the previous extension granted per Motion No. 18129. Specific procedures regarding the performance requirement follow Planning Code Section 309.1(e).
2. Recordation. Prior to the issuance of any building or site permit for the construction of the Project, the Zoning Administrator shall approve and order the recordation of a notice in the Official Records of the Recorder of the City and County of San Francisco, which notice shall state that construction of the Project has been authorized by and is subject to the conditions of this Motion. From time to time after the recordation of such notice, at the request of the Project Sponsor, the Zoning Administrator shall affirm in writing the extent to which the conditions of this Motion have been satisfied, and record said writing if requested.
3. The property shall be kept free of weeds, debris, and blight. The Project Sponsor shall install a fence to prevent vagrant camping, unlawful dumping and to minimize the security threat to the neighborhood. The fence shall be kept free of graffiti and postings.

Exhibit A

Conditions of Approval

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

This approval is pursuant to Sections 309.1, for the construction of a residential project that would both be taller than 85-feet and larger than 50,000 gross square feet; and is to grant an exception to the limitation of allowing only one parking space for every two dwelling units under Planning Code Sections 151.1(d) and 309.1(b)(1)(B), to allow reduction in dwelling unit exposure requirement under Planning Code Sections 140 and 309.1(b)(1)(D), and to allow exception to the separation of towers requirements under Planning Code Sections 270(e) and 309.1(b)(1)(A). The project approved under this determination of compliance includes the demolition of the existing buildings and the construction of a new residential project that would include approximately 432 dwelling units, and up to 432 off-street parking spaces in a development that would include one tower-on-podium that would reach 400-feet (exclusive of mechanical penthouses and screening) in height that would border Fremont Street in general conformance with the plans, labeled Exhibit B, dated May 16, 2006.

GENERAL CONDITIONS

1. Wind Exception. The final approval of a site or building permit for this project is contingent on the Zoning Administrator's granting of an exception to the limitation on wind exceedances caused by this project as regulated by Planning Code Section 827(f).
2. Variance from Code Section 827(d)(5)(C) requirement. The final approval of a site or building permit for this project is contingent on the Zoning Administrator's granting of a variance for the requirement for ground floor stoops that exceed three feet above grade for the ground floor residential units at the Fremont Street façade.
3. Performance. This authorization is valid for a period of 24 months after the approval by the Planning Commission, or the Board of Permit Appeals. Specific procedures regarding the performance requirement follow Planning Code Section 309.1(e).
4. Recordation. Prior to the issuance of any building or site permit for the construction of the Project, the Zoning Administrator shall approve and order the recordation of a notice in the Official Records of the Recorder of the City and County of San Francisco, which notice shall state that construction of the Project has been authorized by and is subject

to the conditions of this Motion. From time to time after the recordation of such notice, at the request of the Project Sponsor, the Zoning Administrator shall affirm in writing the extent to which the conditions of this Motion have been satisfied, and record said writing if requested.

5. Community Liaison. The Project Sponsor shall appoint a community liaison officer to deal with issues of concern to the owners and occupants of nearby properties at all times during Project construction. Prior to the commencement of Project construction, the Project Sponsor shall give the Zoning Administrator and the owners of properties within 300 feet of the Project site boundaries written notice of the name, business address and telephone number of the community liaison.
6. First Source Hiring Program. The Project is subject to the requirements of the First Source Hiring Program (Chapter 83 of the Administrative Code) and the Project Sponsor shall comply with the requirements of this program.

MITIGATION MEASURES – Final Environmental Impact Report

7. The Project Sponsor shall implement the Mitigation Monitoring Program as set forth in Exhibit C. Each mitigation measure is a condition of approval of the Project. The Project Sponsor shall implement the mitigation measures as exactly worded and in the manner set forth in the MMRP.

DESIGN

8. Final Design. The project sponsor shall continue to work with Planning Department staff on the details of the design of the project, particularly focusing on the ground floor portions that face the pedestrian path and Harrison Street.
9. Streetscape Improvements. The project sponsor shall make sidewalk improvements pursuant to the proposed Rincon Hill Streetscape Plan, in accordance with Planning Code Section 827(g) and as directed by staff. The project sponsor shall work with staff to ensure the improvements are of good quality, compatible with the neighborhood, and compliant with any applicable requirements of the Public Works Department, the Bureau of Light, Heat and Power of the Public Utilities Commission and the Art Commission. The owners of abutting properties to the improved sidewalk shall hold harmless the City and County of San Francisco, its officers, agents, and employees, from any damage or injury caused by reason of the design, construction or maintenance of the improvements, and shall require the owner or owners or subsequent owner or owners of the respective property to be solely liable for any damage or loss occasioned

by any act or neglect in respect to the design, construction or maintenance of the sidewalk improvements.

10. Pedestrian Path. A pedestrian path shall be provided as shown in Exhibit B and shall meet the specifications for publicly accessible open space and for the Rincon Hill pedestrian path as outlined in Planning Code Sections 827(e)(3)(B), (C) and (D).
11. Street Trees. Street trees shall be installed in accordance with Planning Code Section 143 and 827(g)(2), which provides specific requirements regarding the location of the trees relative to curb, the specifications of the planted street tree, and the planted street tree sidewalk opening, and irrigation.
12. Trash. Trash receptacles and dumpsters shall not be stored on public property or in project common space, and they shall be screened from public view.
13. Mechanical equipment and appurtenances shall be enclosed in such a manner that (a) the enclosure is designed as a logical extension of the building form and an integral part of overall building design and (b) its cladding and detailing is comparable in quality to the rest of the building. Any such enclosures may have openings necessary for proper ventilation of equipment.

AFFORDABLE UNITS

14. The project shall comply with the inclusionary housing requirements set forth in Planning Code Sections 315 through 315.9 and 827(b)(5).
15. If the Applicant chooses to provide units off-site, the Applicant shall comply with the requirements of Planning Code Section 827(b)(5).
16. If the Applicant chooses to pay a fee in-lieu of providing units, the Applicant shall comply with the requirements of Section 315.6.
17. If BMR units are provided on-site, the BMR units shall be designated on the building plans prior to approval of any building permit. BMR units shall (1) reflect the unit size mix of the market rate units, (2) shall be constructed and marketed concurrently with the construction and sale of the market rate units, and (3) shall be of the same quality and materials as the market rate units in the project. If the BMR units are provided on-site, prior to issuance of the Building Permit, the Project Sponsor shall record a Notice of Special Restriction on the property, which records a copy of this Motion and identifies the BMR units satisfying the requirements of this Motion. The Project Sponsor shall promptly provide a copy of the recorded Notice of Special Restriction to the Department

and to the Mayor's Office of Housing or its successor (MOH), the monitoring agency for the BMR unit, at 25 Van Ness Avenue, Suite 600, San Francisco, California 94102.

IMPACT FEES

18. The project shall comply with the provisions of Planning Code Section 318, including payment of the Rincon Hill Community Infrastructure Impact Fee or execution of a Waiver Agreement with the Planning Department prior to issuance of the first site or building permit, and payment of the SOMA Community Stabilization Fee as required by Planning Code Section 318.

PARKING AND CIRCULATION

19. Sale of Parking Space Separate from Sale or Rental of Unit. Residential parking spaces shall be made available to buyers or renters (depending on whether the building is ultimately a condominium or rental development) as a separate "add-on" option for purchase or rent, rather than having the parking space bundled with each unit in accordance with procedures and specification of Planning Code Section 167.
20. Car Share Space. The Project Sponsor shall provide space at no cost one car share space, to be operated by car-share organization (as defined by Planning Code Section 166(a)(2)) in accordance with Planning Code Section 166.

MONITORING AND VIOLATION

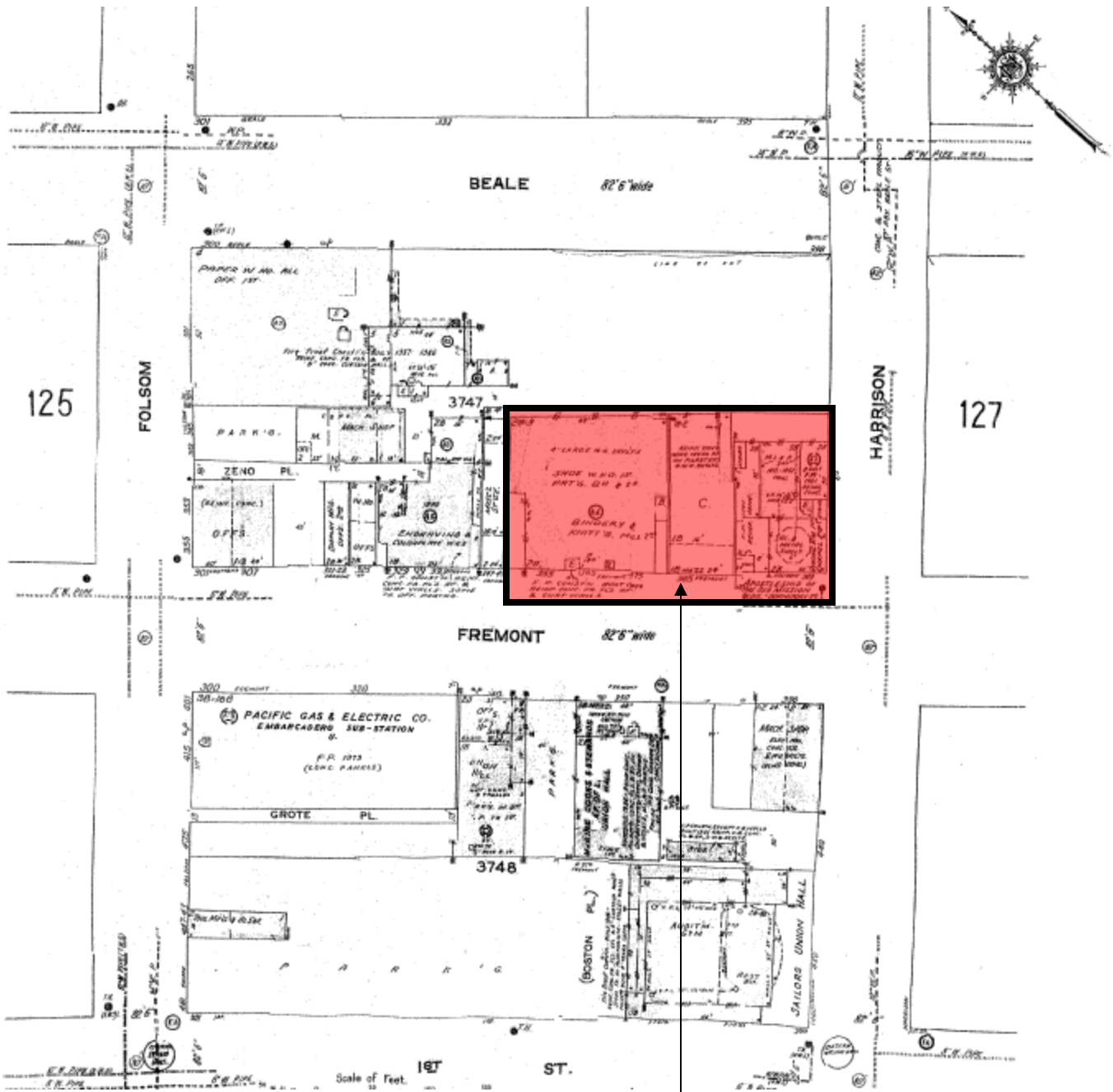
21. Violation of the conditions noted above or any other provisions of the Planning Code may be subject to abatement procedures and fines up to \$500 a day in accordance with Code Section 176.
22. Should implementation of this Project result in complaints from neighborhood residents or business owners and tenants, which are not resolved by the Project Sponsor and are subsequently reported to the Zoning Administrator and found to be in violation of the City 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 report such complaints to the City Planning Commission which may thereafter hold a public hearing on the matter in accordance with the hearing notification and conduct procedures as set forth in Sections 174, 306.3 and 306.4 of the Code to consider revocation of this Design Review Authorization.

PLANNING COMMISSION
June 15, 2006

Case No. 2006.0358X
355-399 Fremont St.
Motion No. 17268
Assessor's Block 3747, Lots 001E,
002, and 006
Page 5

23. Should the monitoring of the conditions of approval contained in Exhibit A of this Motion be required, the Project Sponsor or successors shall pay fees as established in Planning Code Section 351(f)(2)

Sanborn Map*



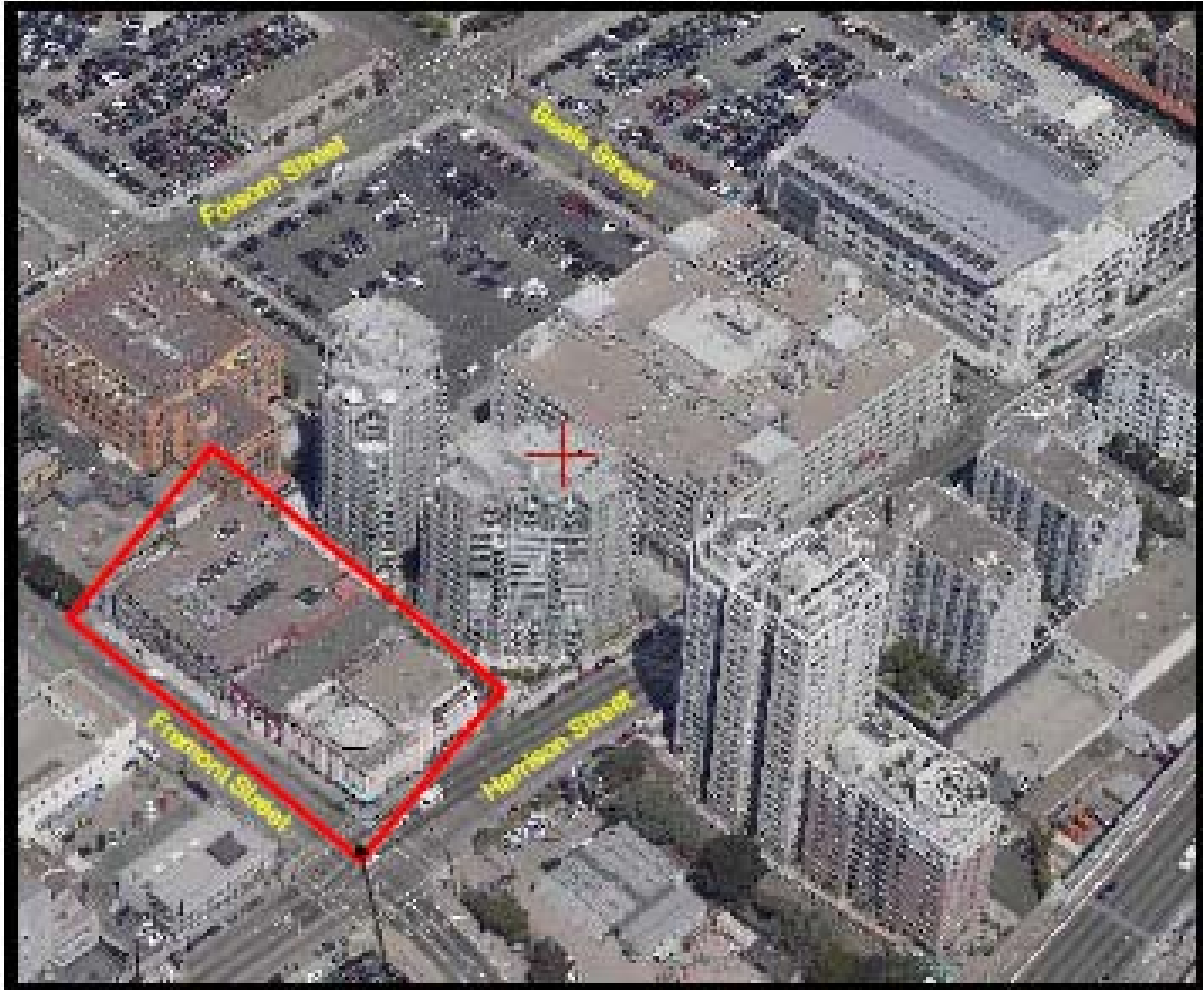
*The Sanborn Maps in San Francisco have not been updated since 1998, and this map may not accurately reflect existing conditions.

SUBJECT PROPERTY



Planning Commission Hearing
 Case Number 2011.0298X
 399 Fremont Street

Aerial Photo



SUBJECT PROPERTY



Zoning Map



SUBJECT PROPERTY

ZONING USE DISTRICTS

RESIDENTIAL, HOUSE DISTRICTS					
RH-1(D)	RH-1	RH-1(S)	RH-2	RH-3	
RESIDENTIAL, MIXED (APARTMENTS & HOUSES) DISTRICTS					
RM-1	RM-2	RM-3	RM-4		
NEIGHBORHOOD COMMERCIAL DISTRICTS					
NC-1	NC-2	NC-3	NCD	NC-S	
SOUTH OF MARKET MIXED USE DISTRICTS					
SPD	RED	RSD	SLR	SLI	SSO
COMMERCIAL DISTRICTS					
C-2	C-3-S	C-3-G	C-3-R	C-3-O	C-3-O(SD)
INDUSTRIAL DISTRICTS					
C-M	M-1	M-2			



Planning Commission Hearing
 Case Number 2011.0298X
 399 Fremont Street



Fifield

222 S. Riverside Plaza, Suite 600
Chicago, IL 60606

July 6, 2011

Ms. Christina Olague, President
San Francisco Planning Commission
City and County of San Francisco
San Francisco City Hall
San Francisco, CA 94103

Re: Request for One-Year Time Extension for 399 Fremont Street Project
Case No. 2006 0358X and 2008 0711X

Dear President Olague and Commissioners:

Last year we wrote to you requesting a one-year time extension for the previously approved project at 399 Fremont Street. In the past year we have witnessed the economy slowly improving, and due to the improvement in employment data San Francisco appears to be improving at a more rapid pace than many other municipal areas of the US. We have progressed significantly in the past year in the pre-development stages of this project, as I will outline below. During the next twelve months, we expect to ramp our efforts up, with the goal of starting construction by this time next year. Therefore we are respectfully requesting another one-year extension, through June 15, 2012, to allow us to work with Planning Department staff on the program changes described below and submit building permit applications with the Department of Building Inspection.

Program and Architecture: In the last 12 months we have engaged a well-respected architect for high rise residential work, Solomon, Cordwell and Buenz, and have progressed schematic plans that make the project much more feasible to develop in the current economic climate. The project height and tower envelope will remain the same. There will be a shift from a building originally designed as condominium units to a building designed as rental units. We anticipate generally the same unit count as was previously approved, but we expect the units to be smaller than the previously designed condominium units, as is standard practice in the industry. We also intend to significantly reduce the parking/unit ratio from the current 1:1 to 0.5:1 or below, as principally permitted by the Planning Code.

Construction Bids: We have taken new construction bids from four major contractors in the Bay area, Pankow, Swinerton, Bovis Lend Lease and Hathaway Dinwiddie. Construction costs have come down from where they were 3 years ago when we originally priced the project, and this has contributed to the improved feasibility of the project.

Site Maintenance: We have continued to improve the appearance of the site by repairing the fencing, cleaning the weeds and debris from the site, cleaning graffiti, installing irrigation equipment and seeding the site for a wildflower meadow. The attached photographs show a much improved site appearance.

We anticipate beginning our dialogue with the Planning Department staff this fall on the project changes and then submitting for building permits soon thereafter, and start construction as soon as permits are issued. We are actively seeking equity and debt financing to support these efforts.



Fifield

July 6, 2011

We remain fully committed to San Francisco and this project. We respectfully ask for a one-year extension until June 15, 2012 to allow us to move forward and break ground next year. Thank you in advance for your consideration. I look forward to seeing you on July 14, 2011. Please don't hesitate to call if you have any questions prior to the hearing.

Sincerely,

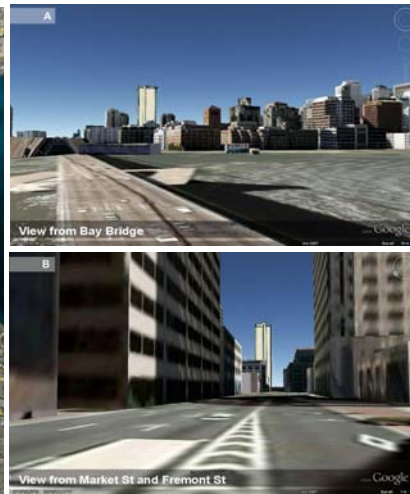
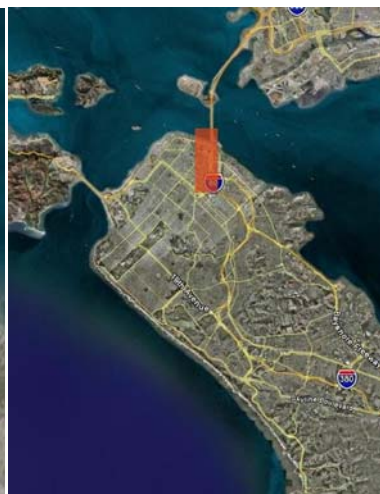
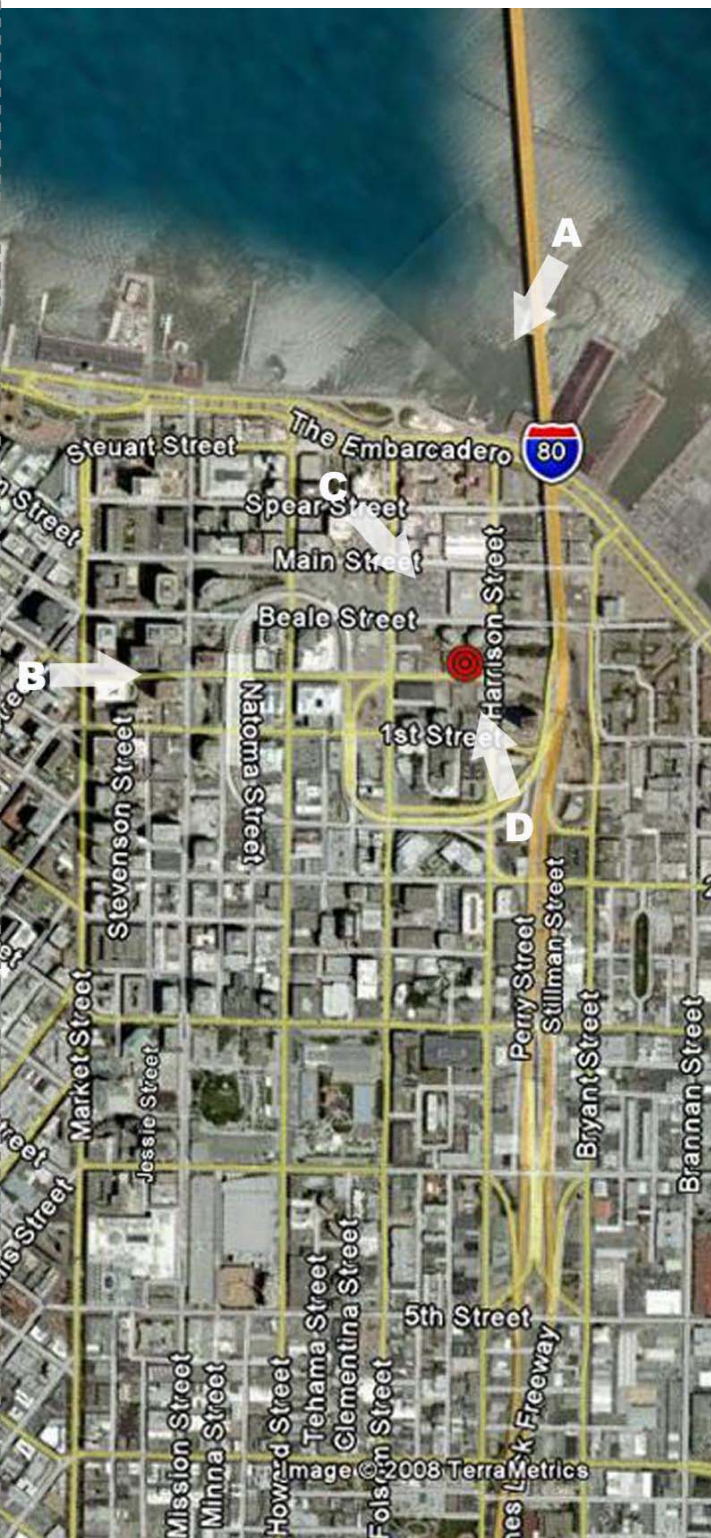
Alan Schachtman
Senior Vice President
Fifield Realty Corp., on behalf of Fifield Echelon Investors LLC

cc:

Scott Sanchez, Zoning Administrator
Ben Fu, SF City Planner
Andrew Junius
Steven Kuklin

399 Fremont

San Francisco • California



Context

Sheet 1

07/24/08

Fifield
Building Icons

DE STEFANO + PARTNERS

399 Fremont

San Francisco ◆ California



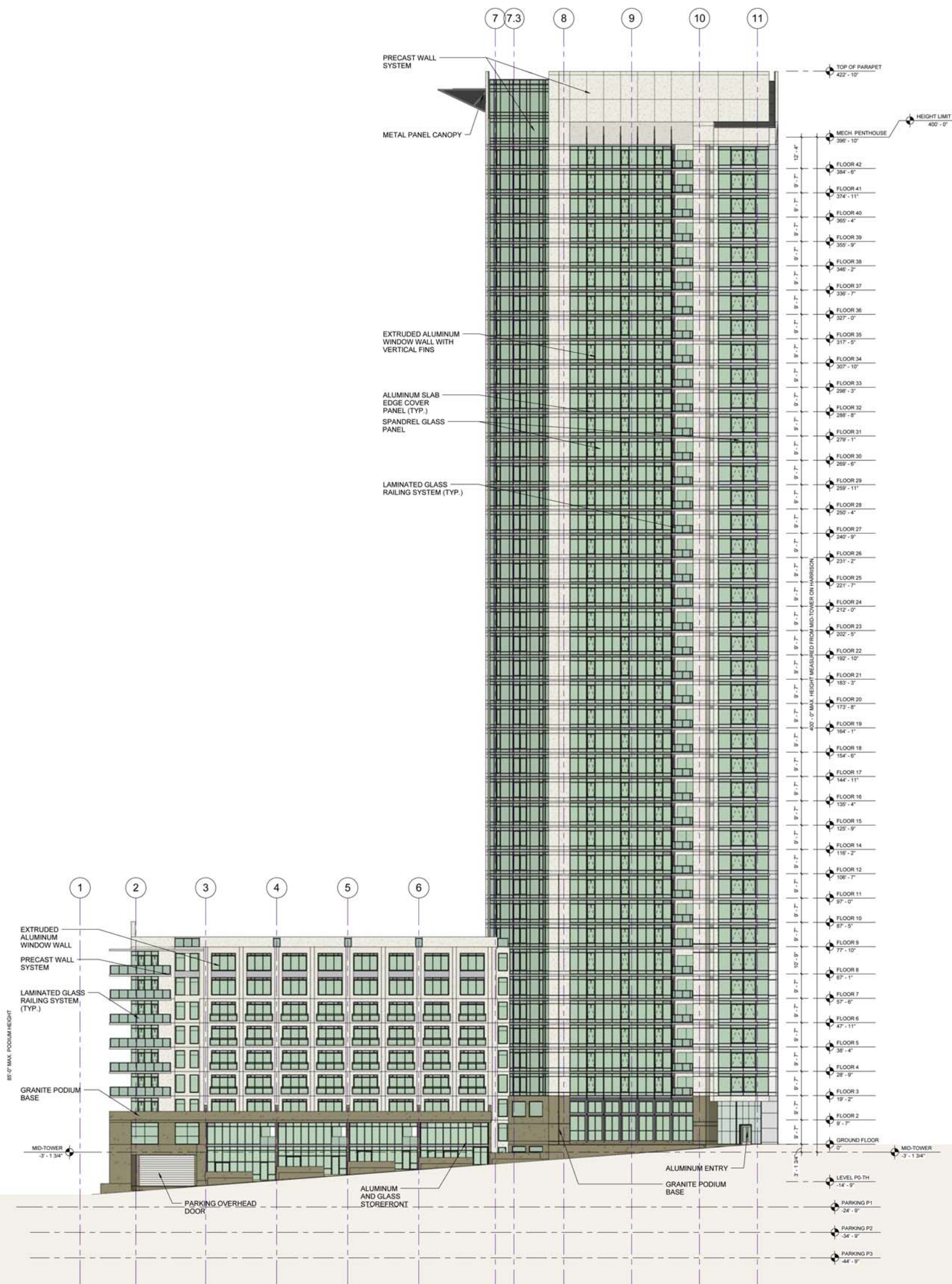
Context Photos - See Sheet 1

Sheet 2

07/24/08

399 Fremont

San Francisco • California

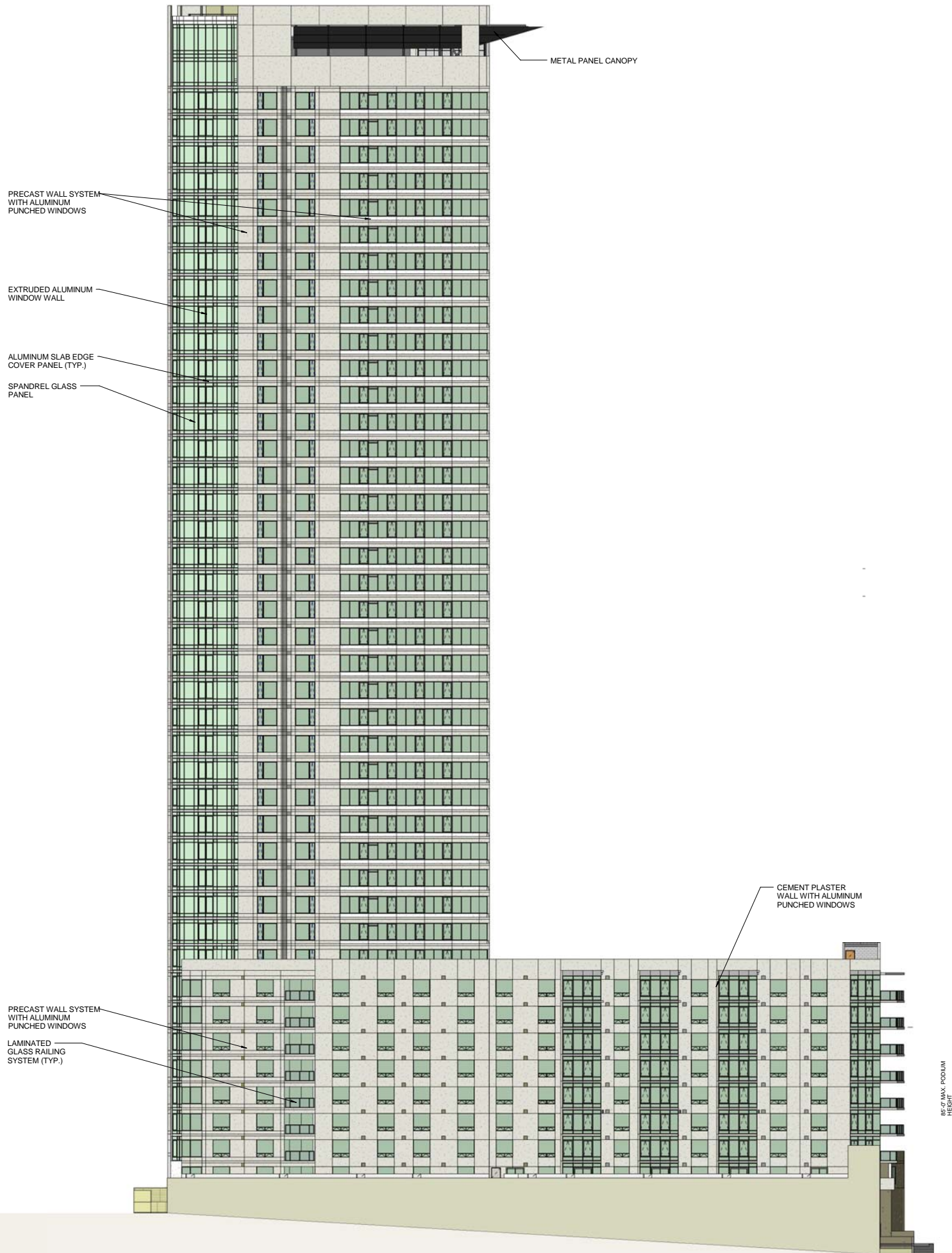


West Elevation

Scale: 1/16" = 1'-0"

399 Fremont

San Francisco ◆ California

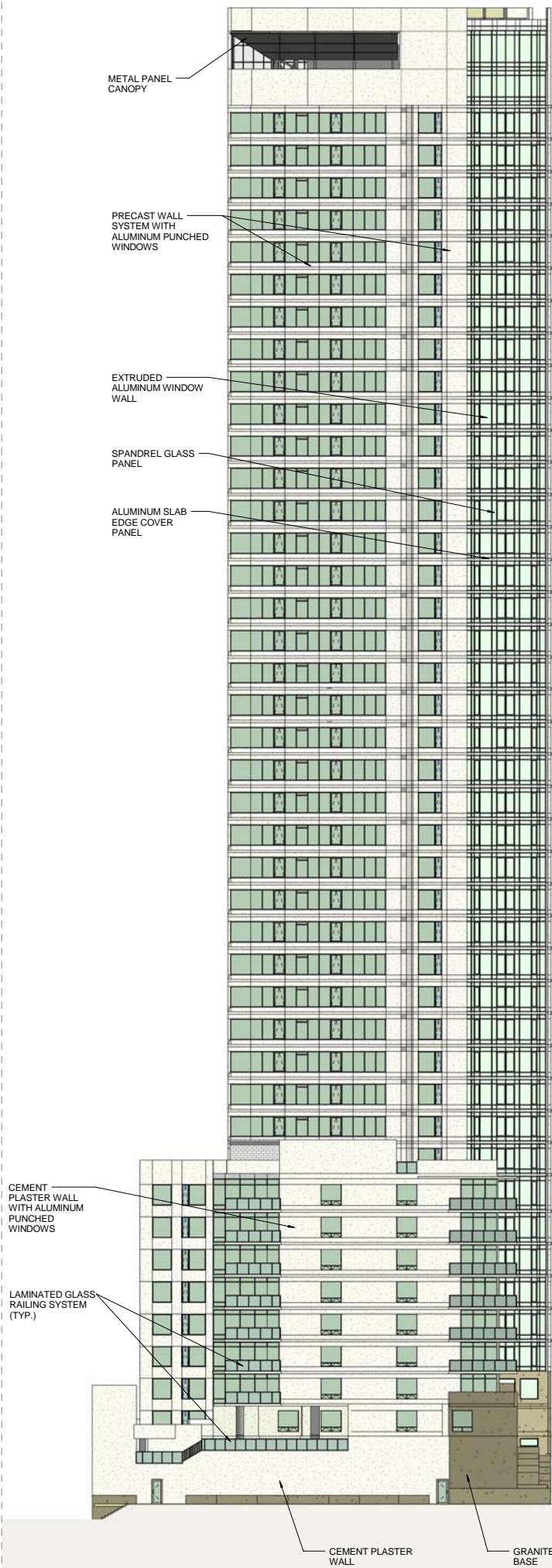


East Elevation

Scale: 1/16" = 1'-0"

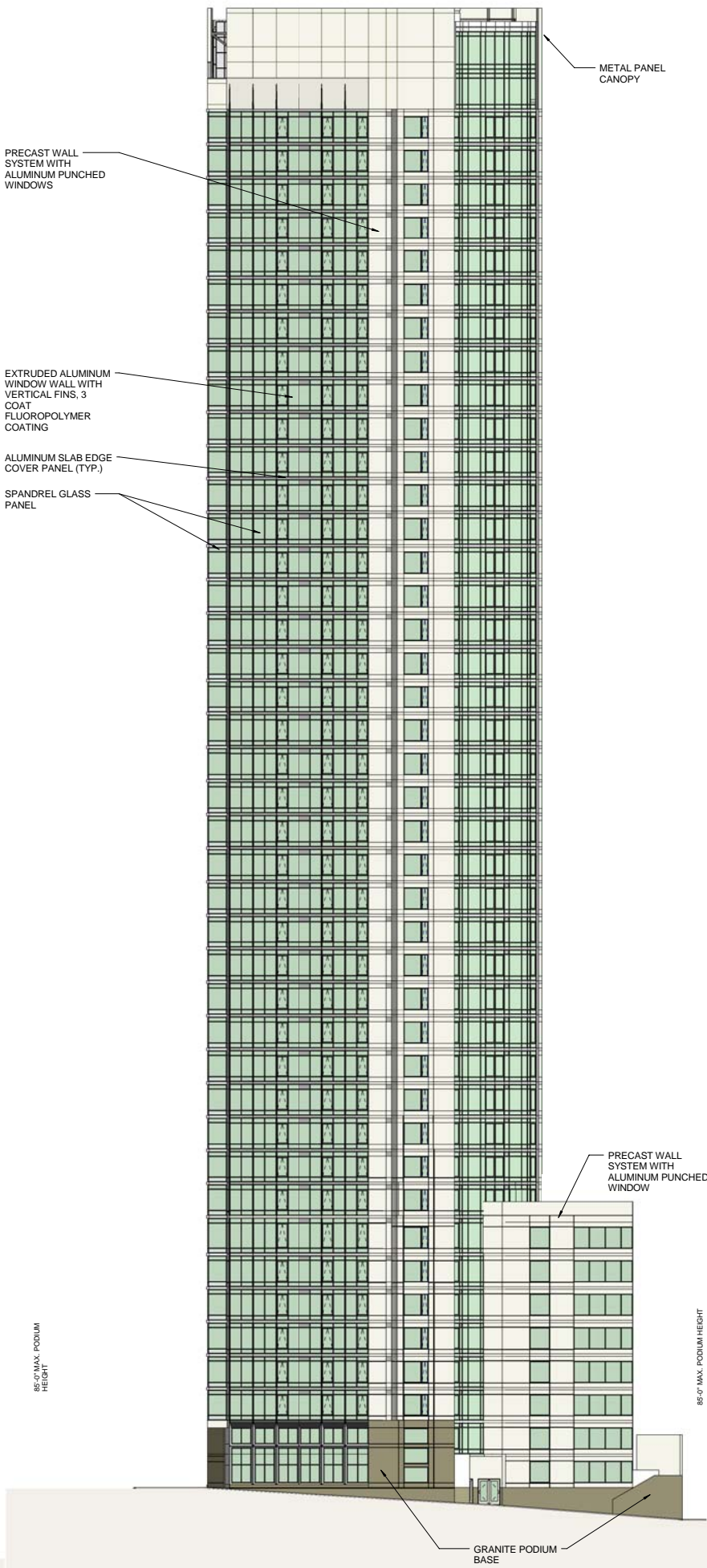
399 Fremont

San Francisco California



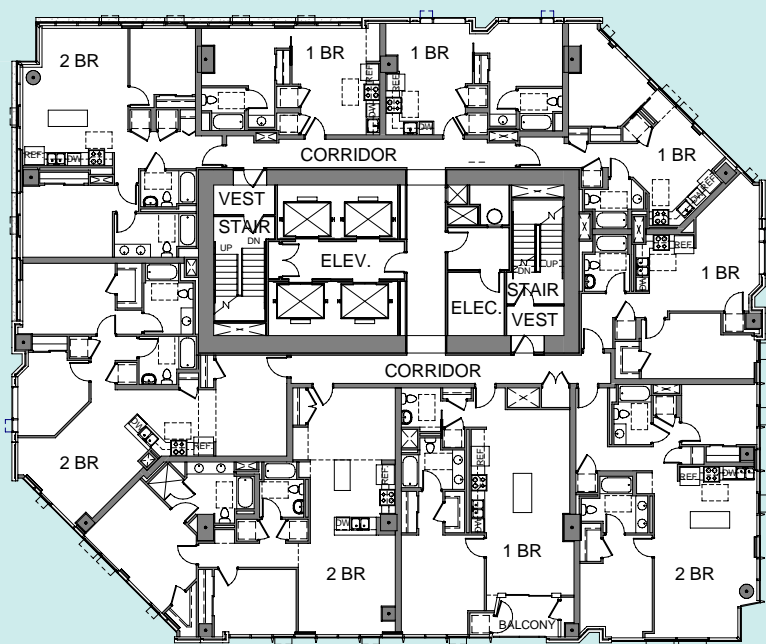
North Elevation

Scale: 1/16" = 1'-0"



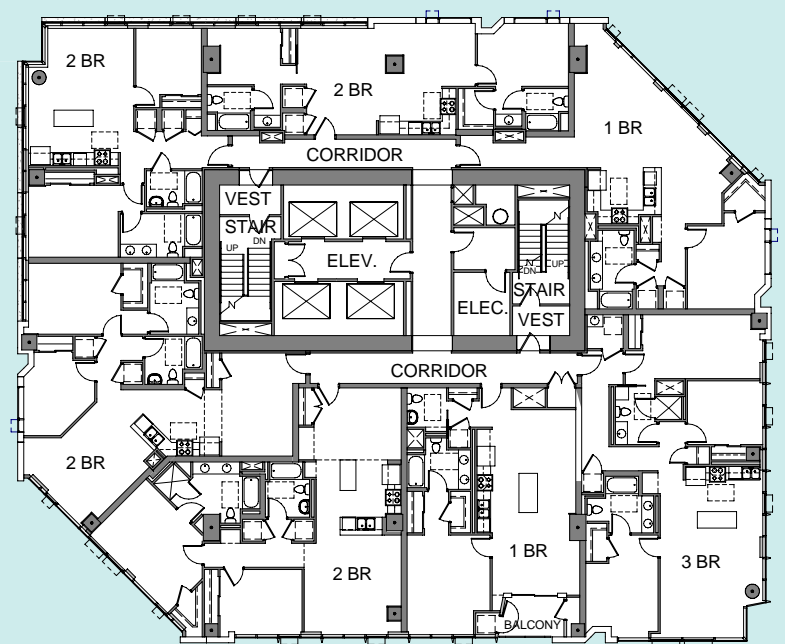
South Elevation

Scale: 1/16" = 1'-0"



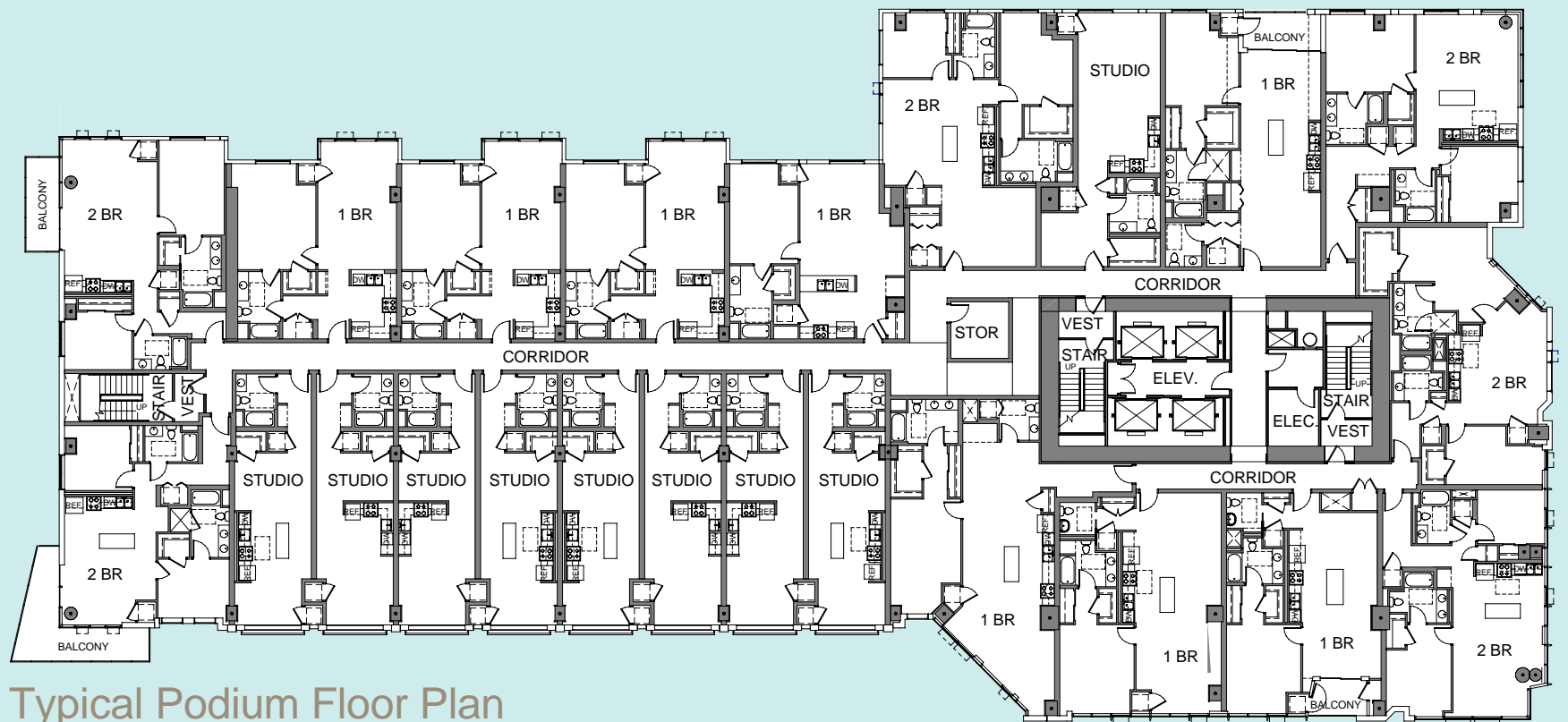
Typical Tower Floor Plan (11-37)

Scale: 3/32" = 1'-0"



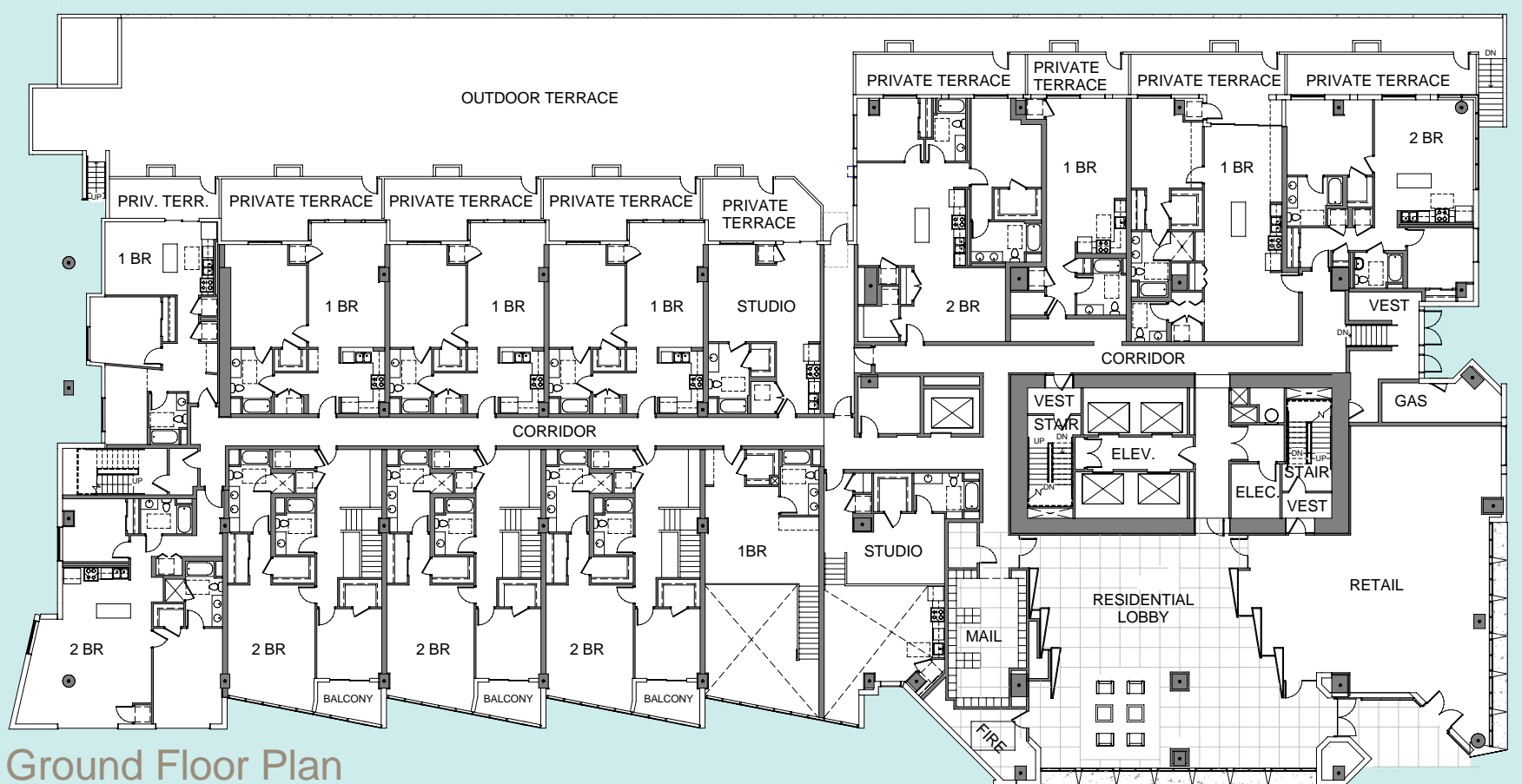
Typical Penthouse Floor Plan (38-42)

Scale: 3/32" = 1'-0"



Typical Podium Floor Plan

Scale: 3/32" = 1'-0"

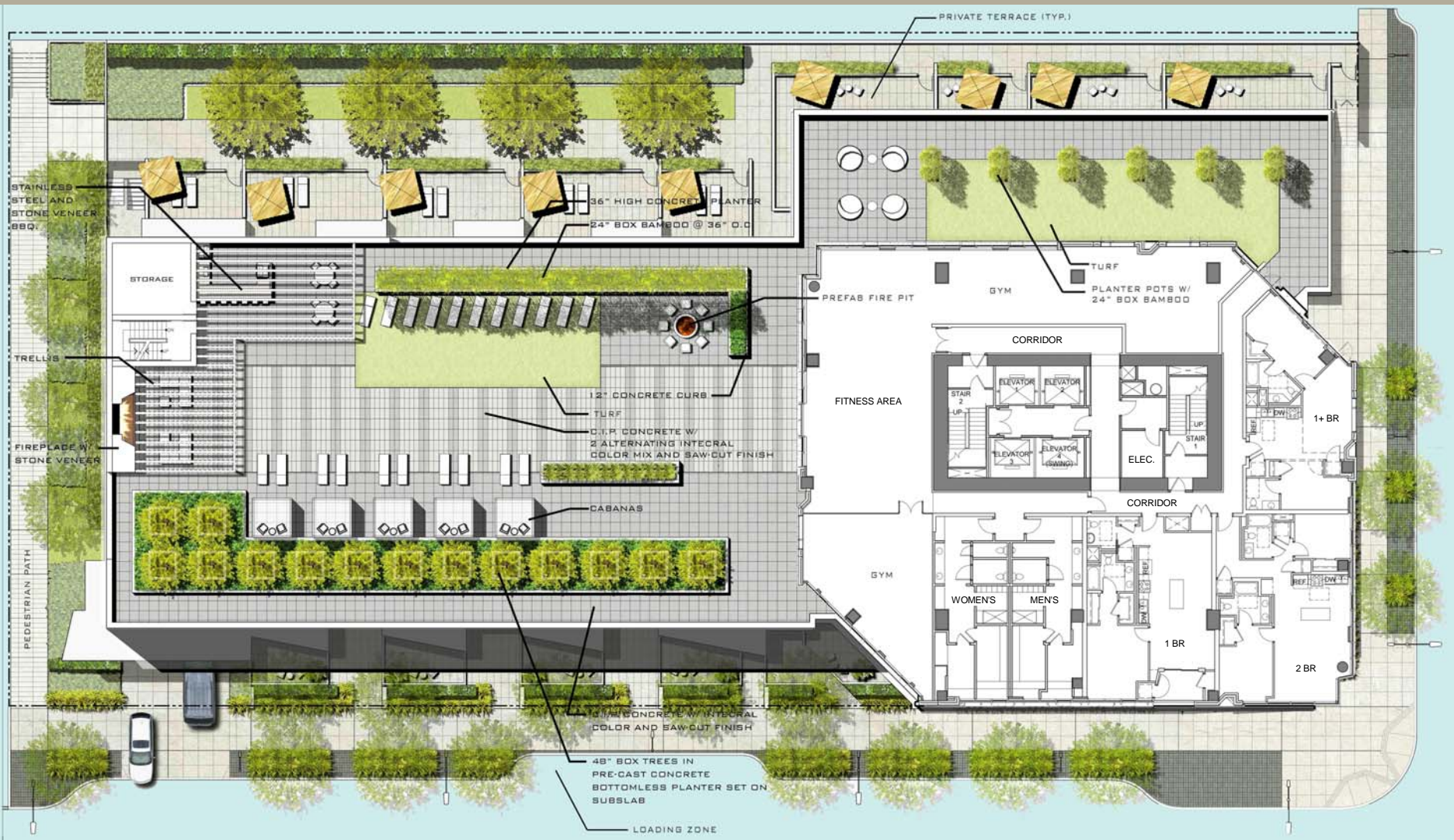


Ground Floor Plan

Scale: 3/32" = 1'-0"

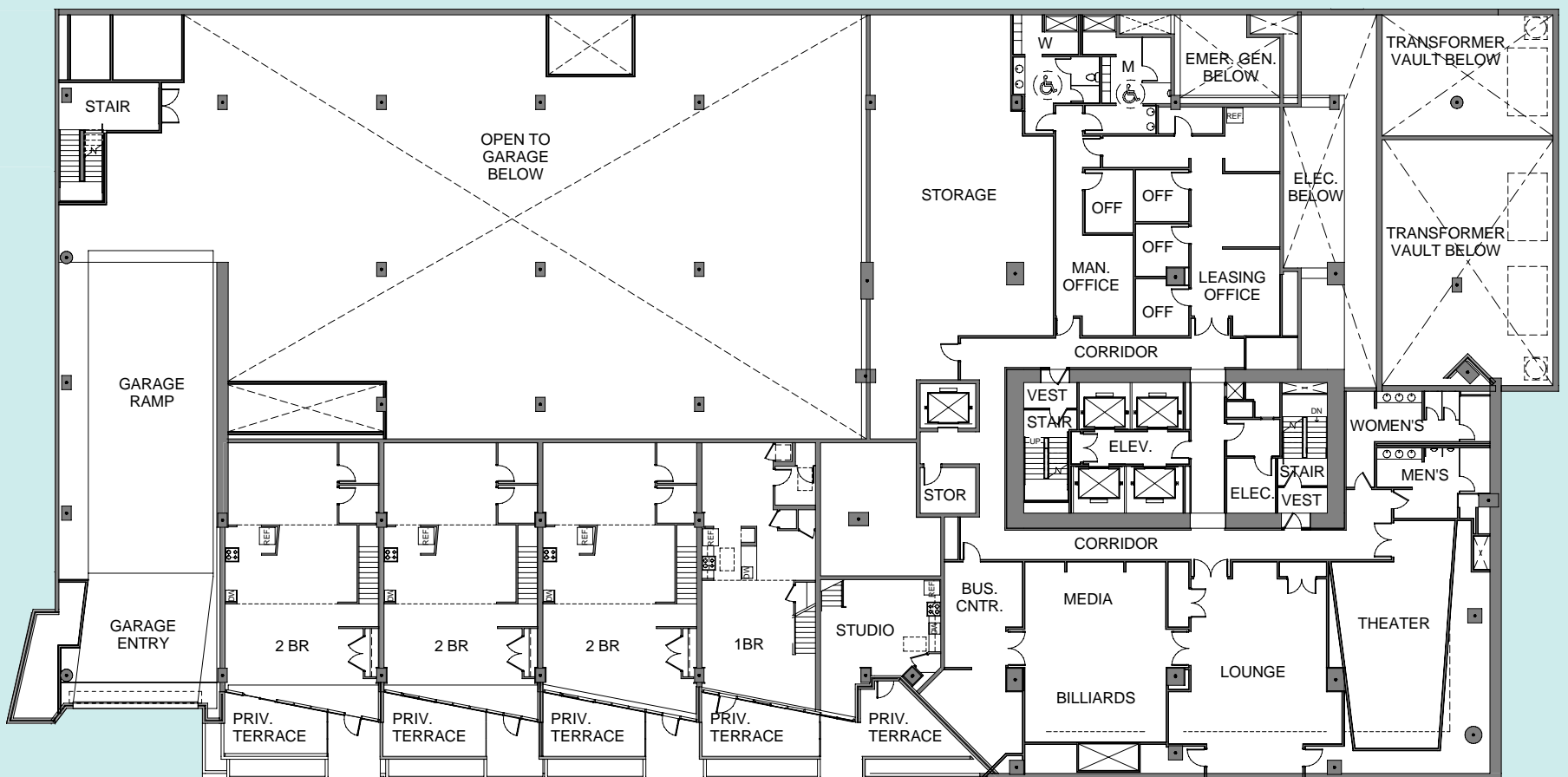
399 Fremont

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Landscaping - Ground Level / Level 9 Terrace

Scale: 3/32" = 1'-0"



Parking/Amenity Level P0

Scale: 3/32" = 1'-0"

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Southwest View: Top



Southwest View: Base

399 Fremont

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Podium

Sheet 10

07/24/08

**399 FREMONT STREET, SAN FRANCISCO
INTERIM USE PROJECT DESCRIPTION - WILDFLOWER MEADOW**

Interim Use Project:

The proposed Interim Use Project consists of a wildflower meadow installed over the existing site terrain, including an automatic irrigation system and existing site security fencing. The meadow will provide a colorful palette of native wildflowers, such as California Poppy, Lupine, Columbine, and Flax, as well as a mix of annuals that will provide seasonal variety. The colorful display of flowers will beautify the site for pedestrians, motorists, and residents of surrounding buildings.

Construction Scope:

- a. Fencing: The existing chain link fencing shall remain to secure the site. A vehicle access gate on Harrison Street will be maintained at the south-east corner of the site, providing access from Harrison Street. A secondary vehicular access point is available off of Folsom Street through the neighboring vacant site at 333 Fremont Street.
- b. Site Preparation: The topsoil will be scarified and any necessary soil amendments will be added.
- c. Irrigation System: An automatic irrigation system will be installed -- consisting of a backflow prevention device, surface PVC piping, irrigation valves, impact rotor heads (60' to 70' spacing), and an irrigation timer controller.
- d. Hydro Seeding: Wildflower seeds will be mixed with mulch and sprayed onto the site via a hydro-seeding process. The seeds will be watered daily for the first 3 to 4 weeks to promote germination. After the initial growth period, watering frequency will be reduced.

Maintenance:

- e. The site will be maintained monthly to control weeds, remove refuse, abate graffiti, ensure security of the site, and adjust irrigation.
- f. The meadow will be mowed at least once per year to clear the site of dead overgrowth and allow seasonal growth to flourish.

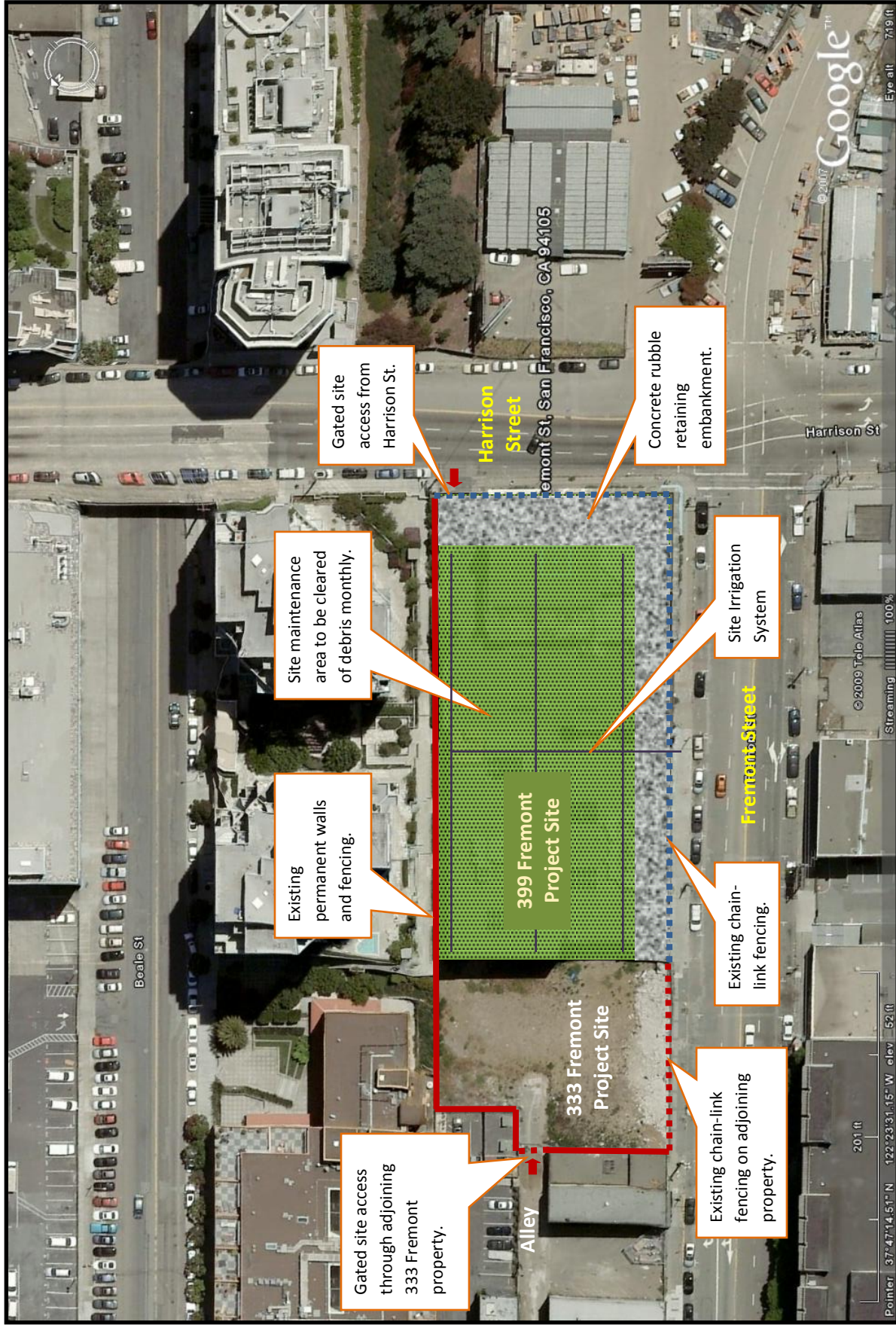
Timing:

- a. The Developer will submit plans for building permits within 15 days of approval.
- b. Construction of the interim use will be completed within 30 days of permit issuance and expiration of any applicable appeal periods.
- c. The Interim Use will be maintained on the site until an excavation and grading permit or a Site Permit is issued for the Permanent Project.



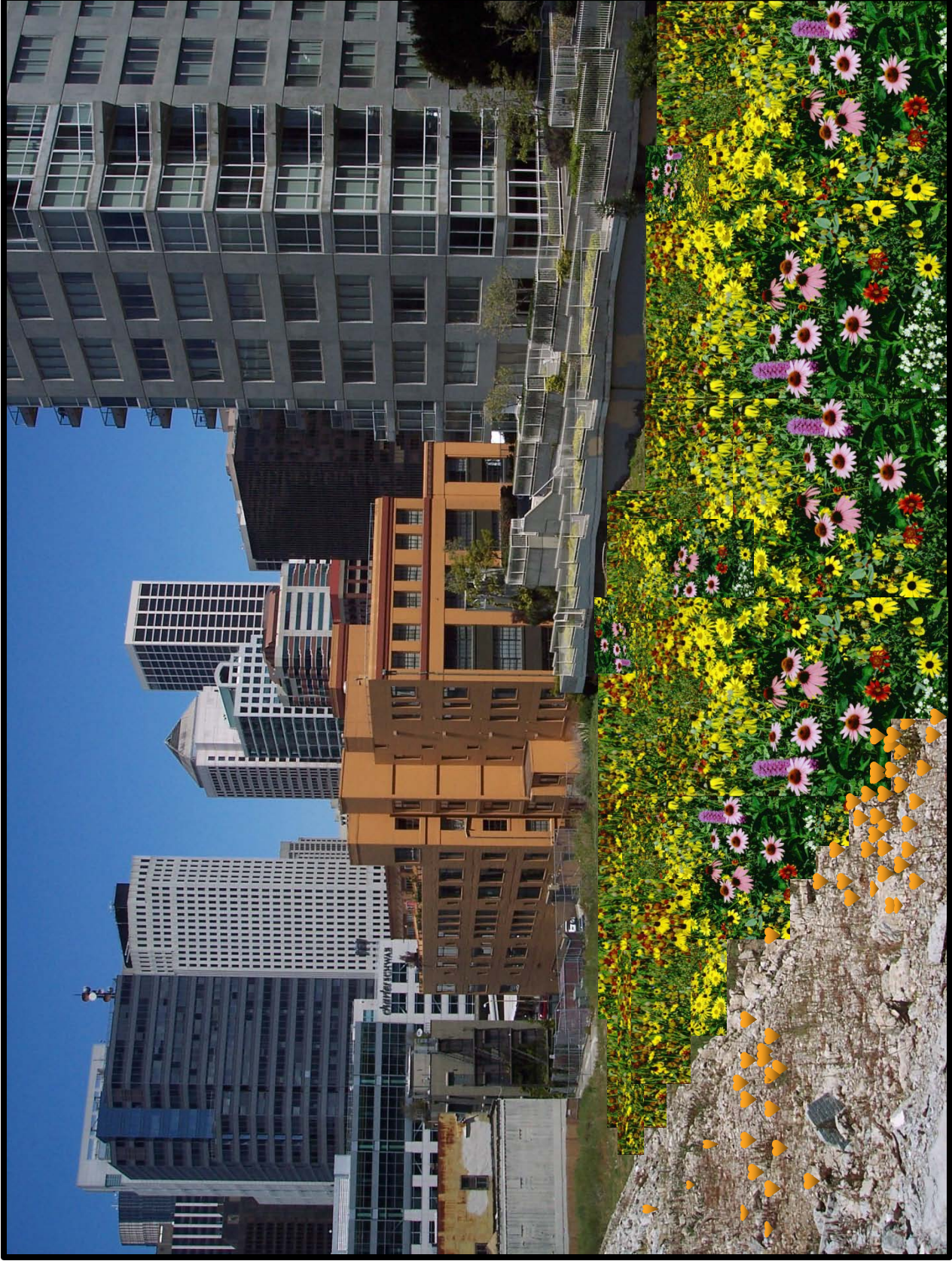
SITE – Aerial Looking Northeast from One Rincon

399 FREMONT STREET Site Context Photographs





399 Fremont Street Previous Site Condition
June 3, 2010



399 Fremont Street Interim Use Proposal – Wildflower Meadow Photomontage

June 3, 2010



399 Fremont Street Existing Wildflower Meadow

June 26, 2011