



SAN FRANCISCO PLANNING DEPARTMENT

Executive Summary Large Project Authorization

HEARING DATE: JANUARY 24, 2012

Date: January 10, 2012
Case No.: **2012.0700X**
Project Address: **801 Brannan Street**
Zoning: UMU (Urban Mixed Use) Zoning District
68-X Height and Bulk District
Block/Lots: 3783 / 001
Project Sponsor: Archstone
807 Broadway, Suite 210 I
Oakland, CA 94607
Staff Contact: Ben Fu – (415) 558-6613
ben.fu@sfgov.org
Recommendation: **Approval with Conditions**

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PROJECT DESCRIPTION

The project proposes demolition of existing structures and seeks Large Project Authorization pursuant to Planning Code Section 329 to allow the construction of a new six-story, 68-foot building consisting of up to 432 dwelling units, approximately 19,650 square feet of ground floor retail, and parking for up to 422 spaces, and Planning Code exceptions including (1) rear yard pursuant to Planning Code Section 134, (2) off-street loading pursuant to Planning Code Section 152.1, (3) horizontal mass reduction pursuant to Planning Code Section 270.1.

The proposed project is identified as Variant Three in the FEIR and is associated with the development at 1 Henry Adams. 1 Henry Adams proposes the construction of two new six-story, 68-foot building consisting of up to 239 dwelling units, approximately 11,770 square feet of ground floor retail, and parking for up to 164 spaces, and Planning Code exceptions including (1) rear yard from Planning Code Section 134, (2) street frontage from Planning Code Section 145.1, (3) off-street loading from Planning Code Section 152.1, (4) horizontal mass reduction from Planning Code Section 270.1. 801 Brannan Street is combining its affordability requirement with the proposal at 1 Henry Adams Street and has elected to satisfy the requirement for the Project through a combination of land dedication and on-site alternatives. Both the land dedication and on-site affordable units will be provided at the 801 Brannan site.

SITE DESCRIPTION AND PRESENT USE

The 801 Brannan Street site is bounded by 825-foot long Brannan Street to the north, 275-foot frontage at 7th Street to the east, and 275-foot frontage at 8th Street to the west, for a total lot size of approximately 226,875 square feet. The project site contains three interconnected buildings: two heavy-timber frame former freight depot sheds constructed in 1909 connected by a two-story steel-frame and glass structure constructed in 1980. The combined structures house the Concourse Exhibit Hall. The project site is located in an UMU (Urban Mixed Use) Zoning District and within a 68-X Height and Bulk District.

SURROUNDING PROPERTIES AND NEIGHBORHOOD

The 801 Brannan Street project site occupies the northern portion of a large block bounded by 7th, 8th, Brannan, and Townsend Streets. The project site is separated from buildings on the southern half of the block by a driveway (Bluxome Alley) that runs east-west between 7th and 8th streets. Properties in the vicinity contain one- to six-story industrial/commercial buildings. On the north side of Brannan Street opposite the project site is 870 Brannan Street (aka 545-599 8th Street - 888 Brannan Gift Center), a large, four-story, reinforced concrete, former industrial building listed on the National and California Registers, and 808 Brannan Street (aka 598 7th Street), a two-story, brick, industrial building identified as a potential historic resource in several surveys. At the southeast corner of Block 3783, south of the proposed new construction, is 600 Townsend Street, a three-story, brick, former industrial building identified as a potential historic resource in several surveys. Other properties in the vicinity contain one- to five-story industrial/commercial buildings or surface parking lots. Lots across the street from Brannan and Townsend are zoned UMU while lots across the street from 8th Street are zoned PDR-1-G and lots across from 7th Street are zoned SLI.

ENVIRONMENTAL REVIEW

On July 28, 2011, the Planning Commission reviewed and considered the Draft Environmental Impact Report (DEIR) in Planning Department File No. 2000.618E per provisions of the California Environmental Quality Act (CEQA), the CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code.

The FEIR will be reviewed by the Planning Commission with the Large Project Authorization. The Final Environmental Impact Report (FEIR) reflects the independent judgment and analysis of the City and County of San Francisco. The Responses to Comments document contains no significant revisions to the Draft EIR, and certified the completion of said FEIR in compliance with CEQA and the CEQA Guidelines.

Planning Department staff prepared proposed findings, as required by CEQA, (CEQA Findings) and a proposed Mitigation, Monitoring and Reporting Program (MMRP), which material was made available to the public and the Commission for the Commission's review, consideration and action.

HEARING NOTIFICATION

TYPE	REQUIRED PERIOD	REQUIRED NOTICE DATE	ACTUAL NOTICE DATE	ACTUAL PERIOD
Classified News Ad	20 days	January 4, 2013	January 4, 2013	20 days
Posted Notice	20 days	January 4, 2013	January 4, 2013	20 days
Mailed Notice	20 days	January 4, 2013	January 4, 2013	20 days

PUBLIC COMMENT

- To date, the Department has received general inquiries on the proposed project from members of the public expressing concerns on the timing of construction and the accommodation of tenants in the existing buildings.

ISSUES AND OTHER CONSIDERATIONS

- The Project will consist of up to 432 dwelling units, including 55 on-site affordable units and land dedication alternative to satisfy the BMR requirement.

- Off-street parking for up to 312 vehicles for residential use at a ratio of approximately 0.72 and 110 spaces for non-residential uses for a total of 422 spaces. Residential and non-residential parking spaces will be located in separate garages, each with only one access point from the proposed rear alley and not visible from the street. The façade facing the new alley is designed with vertical living garden and plantings. The residential garage will include 14 ADA compliant spaces and five car share spaces.
- The project has an off-site parking requirement of 72 spaces for 690 Townsend Street and 23 spaces for 600 Townsend Street as recorded in a Notice of Special Restrictions (NSR), which are exempted from the parking allowance for the project. The project provides the required 72 spaces for 690 Townsend Street and 23 spaces for 600 Townsend Street and additional 15 commercial off-street parking space, less than the maximum permitted 39 spaces, based on the proposed 19,650 square feet of commercial use.
- The Project would satisfy the inclusionary affordable housing requirements by a combination of on-site and land dedication. A portion of 801 Brannan Street is dedicated to the Mayor’s Office of Housing (MOH) for the purpose of developing affordable housing units. Based upon an initial density study, approximately 150 dwelling units could be created on the dedicated land. The land dedication would satisfy the entire affordability requirement for 1 Henry Adams, which would have been 38 units. The land dedication also partially satisfies the affordability requirement for 801 Brannan Street, which would have been 69 units. Therefore, the combined land dedication and on-site alternatives would result in the creation of more affordable units.

In the event the land dedication process is not completed, the developer will have to satisfy the requirements under Planning Code Section 419 through on-site, off-site, in-lieu fee or a combination thereof. MOH has agreed to accept the dedicated land in fulfillment of the affordable housing requirements based upon conditions of approval, which have been included in the Conditions of Approval.

SITE LOCATIONS	ON-SITE REQUIREMENT	ON-SITE UNITS PROPOSED	LAND DEDICATION
801 Brannan Street	69	55	37,800 gsf
1 Henry Adams Street	38	0	0
TOTAL UNITS	107	55	± 150

- The Project would be subject to the Eastern Neighborhood Impacts Fees for the construction of new mixed-use development. These fees are estimated as follows:

FEE TYPE	PLANNING CODE SECTION/FEE	AMOUNT
Eastern Neighborhoods [372,600 gsf] (Tier 1; New Residential)	423 (@ \$8 / gsf)	\$2,980,800
Eastern Neighborhoods [19,650 gsf] (Tier 2; Non-Residential)	423 (@ \$10 / gsf)	\$196,500

	TOTAL	\$3,177,300
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These fees are subject to change between Planning Commission approval and approval of the associated Building Permit Application, as based upon the annual updates managed by the Development Impact Fee Unit of the Department of Building Inspection.

REQUIRED COMMISSION ACTION

In order for the project to proceed, the Commission must grant a Large Project Authorization pursuant to Planning Code Section 329 to allow the construction of a new six-story, 68-foot building consisting of up to 432 dwelling units, to allow exceptions including (1) rear yard pursuant to Planning Code Section 134, (2) off-street loading pursuant to Planning Code Section 152.1, (3) horizontal mass reduction pursuant to Planning Code Section 270.1, and to adopt findings and mitigation monitoring and reporting program under the California Environmental Quality Act. The subject property is located within the UMU (Urban Mixed Use) Zoning District and a 68-X Height and Bulk Designation.

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 complies with the First Source Hiring Program.
- The project produce a mixed-use development that includes significant site upgrades, such as landscaping and private and public open spaces.
- The project design is consistent with and respects the existing neighborhood character, and is an appropriate in-fill development.
- The project will fully utilize the Eastern Neighborhood controls and pay the appropriate impact fees.
- The project adds 432 dwelling units, with over 42 percent of them containing two-bedrooms or more, to the City’s housing stock.
- The project proposes a parking ratio of approximately .72 spaces per dwelling unit, or 312 spaces, well less than the maximum permitted ratio of 0.85 on this site, or 367 spaces.
- The Project utilizes the Land Dedication Alternative to partially satisfy the inclusionary affordable housing requirements. This alternative provides a unique opportunity to develop more affordable housing units than would be required through the on-site affordable housing option.

RECOMMENDATION: Approval with Conditions
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Attachments:

- Draft Large Project Authorization Motion
- Parcel Maps
- Sanborn Map
- Aerial Photographs
- Zoning Map
- CEQA Findings
- Environmental Review Documents
- Project Sponsor Submittal:
 - Site Photographs

- Project Renderings
- Reduced Plans

Attachment Checklist

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

- Affordable Housing (Sec. 415)
- Jobs Housing Linkage Program (Sec. 413)
- Downtown Park Fee (Sec. 412)
- First Source Hiring (Admin. Code)
- Child Care Requirement (Sec. 414)
- Other (EN Impact Fee – Sec. 423)

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Planning Commission Motion No. XXXXX HEARING DATE: JANUARY 24, 2012

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 807 Broadway, Suite 210 I
 Oakland, CA 94607
Staff Contact: Ben Fu – (415) 558-6613
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ADOPTING FINDINGS RELATING TO LARGE PROJECT AUTHORIZATION PURSUANT TO PLANNING CODE SECTION 329 TO ALLOW THE CONSTRUCTION OF A NEW SIX-STORY, 68-FOOT BUILDING WITH UP TO 432 DWELLING UNITS, APPROXIMATELY 19,650 SQUARE FEET OF RETAIL AND UP TO 422 OFF-STREET PARKING SPACES, AND TO ALLOW EXCEPTIONS INCLUDING (1) REAR YARD PURSUANT TO PLANNING CODE SECTION 134, (2) OFF-STREET LOADING PURSUANT TO PLANNING CODE SECTION 152.1, (3) HORIZONTAL MASS REDUCTION PURSUANT TO PLANNING CODE SECTION 270.1, AND TO ADOPT FINDINGS AND MITIGATION MONITORING AND REPORTING PROGRAM UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT. THE SUBJECT PROPERTY IS LOCATED WITHIN THE UMU (URBAN MIXED USE) ZONING DISTRICT AND A 68-X HEIGHT AND BULK DESIGNATION.

PREAMBLE

On May 31, 2012, Archstone (Project Sponsor) filed an application with the Planning Department (hereinafter "Department") for Large Project Authorization under Planning Code Section 329 to allow construction of a new six-story, 68-foot building consisting of up to 432 dwelling units, approximately 19,650 square feet of ground floor retail, and parking for up to 422 spaces, and exceptions including rear yard, off-street freight loading and horizontal mass reduction within the UMU (Urban Mixed Use) Zoning District and within a 68-X Height and Bulk Designation.

On January 24, 2013, the Planning Commission reviewed and considered the Final Environmental Impact Report (FEIR) in Planning Department File No. 2000.618E consisting of the Draft EIR and the Responses to Comments document, and found that the contents of said report and the procedures through which the FEIR was prepared, publicized and reviewed complied with the provisions of the California Environmental Quality Act (CEQA), the CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code and found further that the FEIR reflects the independent judgment and analysis of the City and County of San Francisco, is adequate, accurate and objective, and that the Comments and Responses document contains no significant revisions to the Draft EIR, and certified the completion of said FEIR in compliance with CEQA and the CEQA Guidelines.

The Commission has reviewed and considered the information contained in the FEIR, all written and oral information provided by the Planning Department, the public, relevant public agencies, and other experts and the administrative files for the Project and the EIR. The Project and EIR files have been made available for review by the Planning Commission and the public, and those files are part of the record before this Commission.

Planning Department staff prepared proposed findings, as required by CEQA, (CEQA Findings) and a proposed Mitigation, Monitoring and Reporting Program (MMRP), which material was made available to the public and the Commission for the Commission's review, consideration and action.

This Commission has reviewed and considered the FEIR and hereby adopts the CEQA Findings, including the statement of overriding considerations, attached hereto as Exhibit B and incorporated herein as part of this Motion by this reference thereto, and adopts the MMRP attached to this Motion as Exhibit C and incorporated herein as part of this Motion by this reference thereto.

On January 24, 2013, the Commission adopted findings pursuant to CEQA as set forth in Motion No. XXXXX, which findings are incorporated herein by this reference thereto as if fully set forth in this Motion.

The Planning Department, Jonas P. Ionin, is the custodian of records, located in the File for Case No. 2012.0700X at 1650 Mission Street, Fourth Floor, San Francisco, California.

On January 24, 2013, the Planning Commission (hereinafter "Commission") conducted a duly noticed public hearing at a regularly scheduled meeting on Large Project Authorization Application No. 2012.0700X.

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 Large Project Authorization requested in Application No. 2012.0700X, subject to the conditions contained in "EXHIBIT A" of this motion, based on the following findings:

FINDINGS

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

1. The above recitals are accurate and constitute findings of this Commission.
2. **Site Description and Present Use.** The 801 Brannan Street site is bounded by 825-foot long Brannan Street to the north, 275-foot frontage at 7th Street to the east, and 275-foot frontage at 8th Street to the west, for a total lot size of approximately 226,875 square feet. The project site contains three interconnected buildings: two heavy-timber frame former freight depot sheds constructed in 1909 connected by a two-story steel-frame and glass structure constructed in 1980. The combined structures house the Concourse Exhibit Hall. The project site is located in an UMU (Urban Mixed Use) Zoning District and within a 68-X Height and Bulk District.
3. **Surrounding Properties and Neighborhood.** The 801 Brannan Street project site occupies the northern portion of a large block bounded by 7th, 8th, Brannan, and Townsend Streets. The project site is separated from buildings on the southern half of the block by a driveway (Bluxome Alley) that runs east-west between 7th and 8th streets. Properties in the vicinity contain one- to six-story industrial/commercial buildings. On the north side of Brannan Street opposite the project site is 870 Brannan Street (aka 545-599 8th Street - 888 Brannan Gift Center), a large, four-story, reinforced concrete, former industrial building listed on the National and California Registers, and 808 Brannan Street (aka 598 7th Street), a two-story, brick, industrial building identified as a potential historic resource in several surveys. At the southeast corner of Block 3783, south of the proposed new construction, is 600 Townsend Street, a three-story, brick, former industrial building identified as a potential historic resource in several surveys. Other properties in the vicinity contain one- to five-story industrial/commercial buildings or surface parking lots. Lots across the street from Brannan and Townsend are zoned UMU while lots across the street from 8th Street are zoned PDR-1-G and lots across from 7th Street are zoned SLI.
4. **Project Description.** The project proposes demolition of existing structures and the construction of a new six-story, 68-foot building construction of a new six-story, 68-foot building consisting of up to 432 dwelling units, approximately 19,650 square feet of ground floor retail, and parking for up to 422 spaces, and Planning Code exceptions for rear yard, off-street freight loading, and horizontal mass reduction.

The proposed project is identified as Variant Three in the FEIR and is associated with the development at 1 Henry Adams. 1 Henry Adams proposes the construction of two new six-story, 68-foot building consisting of up to 239 dwelling units, approximately 11,770 square feet of ground floor retail, and parking for up to 164 spaces, and Planning Code exceptions including (1) rear yard from Planning Code Section 134, (2) street frontage from Planning Code Section 145.1, (3) off-street loading from Planning Code Section 152.1, (4) horizontal mass reduction from Planning Code Section 270.1. 801 Brannan Street is combining its affordability requirement with the proposal at 1 Henry Adams Street and has elected to satisfy the requirement for the Project

through a combination of land dedication and on-site alternatives. Both the land dedication and on-site affordable units will be provided at the 801 Brannan site.

5. **Public Comment.** The Department has received general inquiries on the proposed project from members of the public expressing concerns on the timing of construction and the accommodation of tenants in the existing buildings.
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. **Zoning District.** The project site is located within Urban Mixed Use (UMU) District in the South of Market neighborhood and within the Showplace Square/Potrero Area Plan of the General Plan. The UMU District is intended to promote a vibrant mix of uses while maintaining the characteristics of this formerly industrially-zoned area. It is also intended to serve as a buffer between residential districts and PDR districts in the Eastern Neighborhoods. Within the UMU, allowed uses include production, distribution, and repair uses such as light manufacturing, home and business services, arts activities, warehouse, and wholesaling. Additional permitted uses include retail, educational facilities, and nighttime entertainment. Housing is also permitted, but is subject to higher affordability requirements. Family-sized dwelling units are encouraged. The project proposes retail and residential uses that include 42 percent two-bedroom unit, or family-sized units, in the UMU Zoning District.

- B. **Use.** Planning Code Section 843 identifies residential use and various nonresidential uses as principally permitted uses in the UMU Zoning District. In general, the principally permitted uses are industrial and business service, assembly and social service, retail, recreation and arts, and residential.

The proposed residential, flex and retail uses are compatible and consistent with the zoning designation. The flex units are units that can be residential or principally permitted non-residential uses such as retail, arts activities, trade shops, or catering services.

- C. **Rear Yard.** Planning Code Section 134 requires a minimum rear yard equal to 25 percent of the total lot depth beginning at the lowest story containing a dwelling unit.

The Project does not comply with the rear yard requirement and is seeking an exception as part of the Large Project Authorization (See discussion below).

- D. **Residential Open Space.** Planning Code Section 135 requires that usable open space be located on the same lot as the dwelling units it serves. At least 80 square feet of usable open space per dwelling unit, or 54 square feet per dwelling unit of publicly accessible open space, is required. Up to 50 percent of the publicly accessible open space may be provided off-site. The Project has a residential open space requirement of up to 34,560 square feet of usable open space if private, or 23,330 square feet of publically accessible open space.

The Project has a residential open space requirement of up to 34,560 square feet of usable open space if private, or 23,328 square feet of publically accessible open space. The Project complies with the open

space requirement by providing a total of approximately 38,000 square feet of qualifying open space in the form of private courtyard, publically accessible courtyard and mews.

- E. **Commercial Open Space.** Planning Code Section 135.3 requires usable open space for uses other than dwelling units. For retail use, one square foot per 250 square feet of occupied floor area of usable open space is required. In Eastern Neighborhoods Mixed Use Districts, this open space requirement may be satisfied through payment of a fee of \$76 for each square foot of usable square footage not provided pursuant to this Code section.

The Project is required to provide at least 118 square feet of commercial open space. The project proposes more open space areas and square footage than the requirement.

- F. **Streetscape and Pedestrian Improvements.** Planning Code Section 138.1 requires improvement of the public right-of-way associated with development projects. The owner or developer of a new building in this District must install street trees. Each street tree must be a minimum of 24-inch box for every 20 feet of frontage of the property along each street or public alley with any remaining fraction of 10 feet or more of frontage requiring an additional tree. Planning Code Section 138.1 also requires streetscape and pedestrian elements in conformance with the Better Streets Plan when a project is on a lot that is greater than ½-acre in total area and the project includes new construction.

The project has a tree requirement of 32 at the Brannan Street frontage and twelve at the 8th Street frontage. The project proposes 29 street trees at the Brannan Street frontage and ten trees at the 8th Street frontage. The project sponsor will pay an in-lieu fee for five trees pursuant to Planning Code Section 428 prior to the issuance of a certificate of occupancy for the project.

- G. **Bird-Safe Standards.** Planning Code Section 139 outlines bird-safe standards for new construction to reduce bird mortality from circumstances that are known to pose a high risk to birds and are considered to be "bird hazards." Feature-related hazards may create increased risk to birds and need to be mitigated. The project site is not located within an urban bird refuge.

The Project meets the requirements of Planning Code Section 139, and does not contain any feature-related hazards, such as free-standing glass walls, wind barriers, or balconies that have unbroken glazed segments 24 square feet or larger in size.

- H. **Dwelling Unit Exposure.** Planning Code Section 140 requires dwelling units to have at least one window facing a street or alley, a Code-complying rear yard.

All proposed dwelling units enjoy ample light and air with the proposed open spaces, setbacks, mews, and meet the dimensional and square footage requirements for dwelling unit.

- I. **Street Frontages.** Planning Code Section 145.1 requires the following for street frontages in Eastern Neighborhood Mixed Use Districts: (1) not more than 1/3 the width of the building facing the street may be devoted to ingress/egress to parking; (2) off-street parking at street

grade must be set back at least 25 feet; (3) "active" use shall be provided within the first 25 feet of building depth at the ground floor; (4) ground floor non-residential uses in UMU zoning district shall have a floor-to-floor height of 17-feet; (5) frontages with active uses shall be fenestrated with transparent windows; and, (6) decorative railings or grillwork placed in front of or behind ground floor windows, shall be at least 75 percent open to perpendicular views.

The project meets the requirements of Section 145.1 as follows: (1) providing two 22-foot wide garage openings, which total less than 1/3 the width of the approximately 615-foot wide building; (2) all off-street parking spaces are set back at least 25 feet; (3) incorporating active uses on all street frontages, including commercial, dwellings with stoops and flex units within the first 25 feet of the building depth at ground floor; (4) providing a floor-to-floor ground floor height of 18 feet for the commercial frontage; and, (5) providing transparent windows at the ground floor active use.

- J. **Shadow.** Planning Code Section 147 requires reduction of substantial shadow impacts on public plazas and other publicly accessible spaces other than those protected under Planning Code Section 295. Section 295 restricts new shadow, cast by structures exceeding a height of 40 feet, upon property under the jurisdiction of the Recreation and Park Commission.

The Shadow Analysis conducted for the Project indicates that the Project will not cast shadow upon Public, Publicly Accessible or Publicly Financed or Subsidized Open Space.

- K. **Residential Off-Street Parking.** Planning Section 151.1 allows for provision of up to three parking spaces for each four dwelling units. Additionally, up to one parking space is permitted for each dwelling unit that is two or more bedrooms and at least 1,000 square feet of occupied floor area, subject to the requirements of Sections 151.1. No additional parking is permitted above these amounts.

Based on the proposed dwelling unit mix, the maximum number of parking spaces permitted is 370, or a parking ratio of approximately .85 spaces per dwelling unit. The project proposes 312 parking spaces, or a parking ratio of approximately .72 spaces per dwelling unit. Therefore, the project complies with the principally permitted parking amounts.

- L. **Commercial Off-Street Parking.** The project has an off-site parking requirement of 72 spaces for 690 Townsend Street and 23 spaces for 600 Townsend Street as recorded in a Notice of Special Restrictions (NSR), which are exempted from the parking allowance for the project.

The project provides the required 72 spaces for 690 Townsend Street and 23 spaces for 600 Townsend Street and additional 15 commercial off-street parking space, less than the maximum permitted 39 spaces, based on the proposed 19,650 square feet of commercial use.

- M. **Off-Street Loading.** Planning Code Section 152.1 requires two off-street freight loading spaces for a residential use in UMU Districts when the gross floor area is between 200,001 and 500,000 square feet, and one space for a commercial use between 10,001 and 30,000 square feet.

The project proposes six loading spaces at curbside, with two on Brannan Street and four on the proposed alley at the rear of the site. Therefore, an exception has been requested as part of the Large Project Authorization (See discussion below).

- N. **Bicycle parking.** Planning Code Section 155.4 requires 3 bicycle spaces for commercial and industrial projects where the gross square footage of the floor area exceeds 25,000 square feet but is no greater than 50,000 feet. Planning Code Section 155.5 requires projects over 50 dwelling units to provide 25 Class 1 spaces plus one Class 1 space for every 4 dwelling units over 50.

The project proposes approximately 19,650 square feet of retail and industrial spaces, less than the square footage trigger of 25,000 square feet. Therefore, no bicycle parking is provided for commercial uses. The proposed total number of 432 dwelling units requires a total of 120 bicycle parking spaces. The project complies with this requirement by providing up to 489 bicycle parking spaces.

- O. **Car Share.** Planning Code Section 166 requires two spaces plus 1 for every 200 dwelling units over 200.

The project exceeds the minimum three-car car share requirement by providing five car share spaces.

- P. **Unbundled Parking.** Planning Code Section 167 requires that all off-street parking spaces accessory to residential uses in new structures of 10 dwelling units or more be leased or sold separately from the rental or purchase fees for dwelling units for the life of the dwelling units.

The off-street parking spaces provided for the dwelling units will be unbundled and sold and/or leased separately from the dwelling units. Therefore, the Project meets this requirement.

- Q. **Dwelling unit mix.** Planning Code Section 207.6 requires at least 40 percent of the total number of proposed dwelling units to contain two or more bedrooms. Any fraction resulting from this calculation shall be rounded to the nearest whole number of dwelling units.

The Project will provide 42 percent of the dwelling units as 2-bedroom units or larger (185 units).

- R. **Height Limit.** Planning Code 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 a 68-foot Height District.

The Project complies. The height of the roof is no higher than 68 feet.

- S. **Horizontal Mass Reduction.** Planning Code Section 270.1 requires any project with a frontage of more than 200 feet to incorporate one or more mass reduction breaks in the building that reduce the horizontal scale of the building into discrete sections not more than

200 feet in length. The minimum dimensions required for such a break are 30 feet of width and 60 feet of depth above 25 feet.

The Project does not comply with the horizontal reduction requirement and is seeking an exception as part of the Large Project Authorization (See discussion below).

- T. **Inclusionary Affordable Housing Program.** Planning Code Section 419 sets forth the requirements and procedures for the Inclusionary Affordable Housing Program. Under Planning Code Section 419.3, these requirements would apply to projects that consist of five or more units, where the first application was applied for on or after July 18, 2006. Under Planning Code Section 419.6, the Land Dedication Alternative may be elected as an alternative to the inclusionary housing component. As further described in Planning Code Section 419.5(a)(2), an Applicant may dedicate a portion of the total development area of the principal site to the City and County of San Francisco for the purpose of constructing units affordable to qualifying households. To meet this requirement, the developer must convey title to land in fee simple absolute to the Mayor's Office of Housing (MOH). The dedicated site must result in a total amount of inclusionary units not less than 40 units; however, MOH may conditionally approve and accept dedicated sites which result in no less than 25 units at their discretion. Per Planning Code Section 419.2, all sites within the UMU Zoning District electing to utilize the land dedication alternative would be subject to the "Tier A" requirements. 801 Brannan Street is combining its requirement with the proposal at 1 Henry Adams Street.

The Project Sponsor has elected to pursue a combination of the land dedication and on-site alternatives to meet the inclusionary affordable housing program requirements. The Project Sponsor has demonstrated that it is eligible for the On-Site and Land Dedication Affordable Housing Alternative under Planning Code Section 419.5, and has submitted a 'Affidavit of Compliance with the Inclusionary Affordable Housing Program: Planning Code Section 419,' to satisfy the requirements of the Inclusionary Affordable Housing Program by providing the affordable housing through on-site and land dedication 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 419,' 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 or submit to the Department a contract demonstrating that the project's on- or off-site units are not subject to the Costa Hawkins Rental Housing Act, California Civil Code Section 1954.50 because, under Section 1954.52(b), the Project Sponsor has entered into an agreement with a public entity in consideration for a direct financial contribution or any other form of assistance specified in California Government Code Sections 65915 et seq. All such contracts entered into with the City and County of San Francisco must be reviewed and approved by the Mayor's Office Housing and the City Attorney's Office. The Project Sponsor has indicated intent in writing to enter into an agreement with the City to qualify for a waiver from the Costa-Hawkins Rental Housing Act based upon the proposed density bonus and concessions provided by the City and approved herein. The Project Sponsor submitted such Affidavit on December 17, 2012. 55 units (ten studios, 22 one-bedroom, 22 two-bedroom, and one three-bedroom) of the 671 total units (432 units at 801 Brannan Street and 239 units at 1 Henry Adams) provided will be affordable units, in addition to 37,800 square feet of area designated for land dedication. 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. The Project must execute the agreement documenting the exception to Costa Hawkins prior to Planning Commission approval or must revert to payment of the Affordable Housing Fee.

- U. **Eastern Neighborhoods Public Benefit Fund.** The project shall comply with the provisions of Planning Code Section 423, including payment of the Eastern Neighborhoods Impact Fee, or execution of an In-Kind Agreement with the Planning Department prior to issuance of the first site or building permit.

- 7. **General Compliance with the Large Project Authorization in Eastern Neighborhoods Mixed Use District Objectives.** Planning Code Section 329(c) lists nine aspects of design review in which a project must comply; the Planning Commission finds that the project is compliant with these nine aspects as follows:

- A. Overall building massing and scale;

The Project conforms to the applicable height and bulk requirements. The community in the vicinity of the Project is constantly evolving with development in the South of Market and Showplace regions and the recent Eastern Neighborhoods Area Plans, and contains a range of building masses. The project, with residential and retail, will be consistent with the existing and evolving character of the area. The Project massing will improve the character of the neighborhood and general pedestrian accessibility by providing two midblock mews that allows pedestrian access from Brannan Street to the private easement, breaking up the 650-foot continuous block layout that is not conducive to pedestrian walkability. Furthermore, from a visual perspective, the massing and scale are generally consistent with the adjacent buildings along the Brannan Street frontage. With the associated project at 1 Henry Adams, these groupings of structures will engender a cohesive building pattern in the area.

- B. Architectural treatments, facade design and building materials;

The architecture of this Project responds to the site's location between the industrial nature and the contemporary architecture of the residential use. The Project's facades all present fenestration patterns and scale similar to the expressed frame of residential and industrial uses common in the area. The exterior is designed with modern materials including smooth troweled cement plaster, hardi trim, aluminum storefronts and windows. The aluminum punched window openings with cement plaster recesses on the aluminum framed building provide a stimulating and visually interesting buffer between the I-80 and 101 Freeway split and the Brannan and 8th Street facades. Variations in fenestration and treatment of the building facades allow the architecture to read as distinct pieces of a whole.

- C. The design of lower floors, including building setback areas, commercial space, townhouses, entries, utilities, and the design and siting of rear yards, parking and loading access;

The ground floor character of the building is active with retail oriented and viable spaces along Brannan and 8th Streets, which interact and lead to the active residential spaces with transparent storefront along the mews. Exposed residential entries are on every façade as expressed by the architecture of the building via stoops, recessed entries and landscaped metal screens. The Project's

retail spaces are located at the corner of Brannan and 8th Streets. "Flexible-Occupancy" units are also proposed at the short stretch of Brannan Street and one of the publicly accessible mews. Two publicly accessible mews and a publicly accessible courtyard provide public seating, shade, trees, green space, and serve as a pedestrian connection between Brannan Street and the proposed 40-foot publicly accessible private alley. The retail corners and facades are carved out at the ground floor, inviting pedestrians, and providing an opportunity for outdoor seating. Retail spaces have 17-foot clear ceiling heights at the ground floor. Curb cuts are minimized to two parking access points in the alley for entire project. Street trees along all street frontages are proposed per the Planning Code, with the exception of building entries and at the vehicular access point.

- D. The provision of required open space, both on- and off-site. In the case of off-site publicly accessible open space, the design, location, access, size, and equivalence in quality with that otherwise required on-site;

The Project provides adequate open space, all on-site. The open spaces are provided in the form of courtyards and publicly accessible mews. The total open spaces provided exceed the total square footage required.

- E. The provision of mid-block alleys and pathways on frontages as required by the criteria set forth in Section 270, and the design of mid-block alleys and pathways as required by and pursuant to the criteria set forth in Section 270.2, as follows;

1. Generally be located as close to the middle portion of the subject block face as possible, perpendicular to the subject frontage and connect to existing adjacent streets and alleys;

The proposed mid-block pathways are perpendicular to Brannan Street and connect Brannan Street with the proposed private alley. The proposed mews also provide visual connection to Brannan Street. The locations of the mews are as close to the middle portion of the subject block as possible.

2. Provide pedestrian access;

The proposed mid-block pathways will provide direct pedestrian access from Brannan to the proposed alley, and will provide direct access to ground floor Flexible-Occupancy units. The proposed private alley will allow access from 8th Street to 7th Street.

3. Provide no, limited or full vehicular access, as specific conditions warrant;

The proposed mid-block pathways will provide no vehicular access.

4. Have a minimum width of 20 feet from building face to building face, exclusive of those obstructions allowed pursuant to Section 136, and a minimum clearance height from grade of 15 feet at all points;

The proposed mid-block pathways have a width exceeding 40 feet at the ground level. The pathway will decrease to a width of approximately 35 to 41 feet for levels two to six. One of the pathways will be completely open, with no obstructions pursuant to Section 136 or otherwise, while the other is approximately 80 percent open.

5. Have a minimum clear walking width of 10 feet free of any obstructions in the case of a pedestrian-only right-of-way, and dual sidewalks each of not less than 6 feet in width with not less than 4 feet minimum clear walking width in the case of an alley with vehicular access;

The proposed mid-block pathways will act as a park and include a cleared walking width in excess of 10 feet.

6. In the Eastern Neighborhoods Mixed Use Districts, be at least 60% open to the sky, including those encroachments permitted in front setbacks by Section 136 of this Code;

One proposed mid-block pathway will be approximately 80 percent open to the sky while the other is 100% open to the sky.

7. Provide such ingress and egress as will make the area easily accessible to the general public;

The proposed mid-block pathways will have a minimum frontage of 40 feet along Brannan Street.

8. Be protected from uncomfortable wind, as called for elsewhere in this Code;

The proposed mid-block pathways will not be significantly impacted by uncomfortable wind.

9. Be ungated and publicly accessible 24 hours per day, as defined elsewhere in this Section;

The proposed mid-block pathways will not be gated and will be publicly accessible 24 hours per day.

10. Be provided with appropriate paving, furniture, and other amenities that encourage pedestrian use, and be landscaped to greatest extent feasible;

A line of trees will buffer the pathways. The pathway leads to a proposed private alley.

11. Be provided with ample pedestrian lighting to ensure pedestrian comfort and safety;

The proposed mid-block pathways will have ample lighting to ensure comfort and safety for the users.

12. Be free of any changes in grade or steps not required by the underlying natural topography and average grade;

The proposed mid-block pathways include no grade changes or steps.

13. Be fronted by active ground floor uses, as defined in Section 145.1, to the extent feasible;

The proposed mid-block pathways will be fronted by ground floor Flexible-Occupancy units.

14. New buildings abutting mid-block alleys provided pursuant to this Section 270.2 shall feature upper story setbacks according to the provisions of Section 261.1.

The proposed mid-block pathways are over 40 feet wide at grade. The top four stories have a 30-foot wide pathway, excluding private balconies. The Project effectively provides a nearly 10-foot setback.

- F. Streetscape and other public improvements, including tree planting, street furniture, and lighting;

The Project proposes the installation of street trees along all frontages and open spaces, sidewalk improvements, and publicly accessible mews connecting Brannan Street and a proposed alley.

- G. Circulation, including streets, alleys and mid-block pedestrian pathways;

The Project provides two ingress/egress accesses on the proposed alley and is not anticipated to create circulation problems. No ingress/egress is proposed on any other street frontages to prevent possible conflicts and congestion. Additionally, two proposed mid-block pedestrian pathways will improve circulation on a 650-foot block.

- H. Bulk limits;

The Project site is located in an X Bulk District, which provides no bulk restrictions.

- I. Other changes necessary to bring a project into conformance with any relevant design guidelines, Area Plan or Element of the General Plan.

The Project generally meets the Objectives and Policies of the General Plan.

8. **Exceptions.** Proposed Planning Code Section 329 allows exceptions for Large Projects in the Eastern Neighborhoods Mixed Use Districts.

- A. Planning Code Section 134 requires a minimum rear yard equal to 25 percent of the total lot depth beginning at the lowest story containing a dwelling unit. The subject property is a rectangular lot with two frontages and two publicly accessible mews. Planning Code Section 329(d) allows an exception for the rear yard requirement pursuant to requirements of Planning Code Section 134(f).

1. Residential uses are included in the new or expanding development and a comparable amount of readily accessible usable open space is provided elsewhere on the lot:

The Project is occupied by residential uses, ground floor retail, flex units, and a comparable amount of readily accessible open space. Per the Planning Code, the required rear yard should equal 25 percent of the lot area, which is approximately 44,340 square feet for this property. The proposed mid-block pathways, inner courtyard, easement, and public open spaces combine to provide approximately 64,500 square feet.

2. The proposed new or expanding structure will not significantly impede the access to light and air from adjacent properties:

The Project will occupy an independent rectangular lot bounded by Brannan Street, 7th Street, and 8th Streets, with plenty of open space in the form of two public mews, an alley, and courtyards. The mews and alley have a minimum width exceeding 40 feet. The Project will result in no significant impediment on light and air to adjacent properties.

3. The proposed new or expanding structure will not adversely affect the interior block open space formed by the rear yards of adjacent properties:

The project is located on its own block with no adjacent buildings. Adjacent buildings across the proposed alley have no interior mid-block open spaces. Buildings across Brannan, 7th and 8th Streets are approximately 82 feet away.

- B. Planning Code Section 152.1 requires two off-street freight loading spaces for a residential use in UMU Districts when the gross floor area is between 200,001 and 500,000 square feet, and one space for a commercial use between 10,001 and 30,000 square feet. The project proposes six loading spaces at curbside, with two on Brannan Street and four on the proposed alley at the rear of the site.

Providing interior loading areas would significantly alter the building configuration and coverage, resulting in larger or more curb cuts and reduce active ground floor uses. The on-street loading zones are in close proximity to building entrances and will likely be more utilized and provide easier access.

- C. Planning Code Section 270.1 requires any project with a frontage of more than 200 feet to incorporate one or more mass reduction breaks in the building that reduce the horizontal scale of the building into discrete sections not more than 200 feet in length. The minimum dimensions required for such a break are 30 feet of width and 60 feet of depth above 25 feet. Although a 50-foot wide setback is provided at the 8th Street frontage for the entire length of the block, the building façade at 8th Street is still over 200 feet wide (220 feet).

In granting an exception for horizontal mass reductions, the Planning Commission shall consider the following criteria per Planning Code Section 270.1(d).

1. No more than 50 percent of the required mass is reduced unless special circumstances are evident;

Although not proposed at the required location, the proposed mass reduction break in the form of an alley at 8th Street (33,000 square feet) represents 280 percent of required amount. The 8th Street façade has articulated notches that divide the building mass. The notches, although occurring throughout the façade, do not meet the dimensional requirements. The special circumstance for the Project is that the vast majority of developments large enough to trigger this requirement will include double-loaded corridors to access its dwelling units, as it is the most efficient means of doing so. A mass reduction break that is 60 feet deep makes this extremely difficult, and would effectively reduce the Project into multiple smaller buildings. This in turn could result in fewer units, thus significantly impacting the creation and affordability of new units in the City. Additionally, articulating the building by providing notches on a large frontage is an effective alternative in separating the building mass than one large break. The proposed alley provides a break from the adjacent six-story tall Zynga building to the south.

2. The depth of any mass reduction breaks provided is not less than 15 feet from the front facade, unless special circumstances are evident;

There is a proposed building break at 13 feet wide and 180 feet deep at the ground floor. The proposed 40-foot wide alley essentially breaks up the block and creates a larger than required mass reduction.

3. The proposed building envelope can be demonstrated to achieve a distinctly superior effect of reducing the apparent horizontal dimension of the building; and

As discussed above, articulating the building by providing notches on a large frontage is an effective alternative to separate the building mass than one large break. The building design incorporates many setbacks and recesses that achieve the effect of horizontal dimension reduction.

4. The proposed building achieves unique and superior architectural design.

The building achieves unique and superior architectural design by including two publicly accessible mews, each approximately 9,500 square feet in area, an at-grade publicly accessible courtyard of approximately 12,900 square feet, and a 40-foot wide alley at the rear of the property. Additionally, the building proposes modular articulations and notches, as opposed to the code-required single break. Further, the building contains varied building materials, colors, and recesses at the façade to create a unique and vibrant architectural rhythm. The dynamic nature of the design of the Project is emphasized through the horizontal breakdown, the depth and hierarchy of the design elements, the overlying organization of the frames, curved elements which express an undulating rhythm, the recessed punched windows, and the corner elements with balconies and setbacks.

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

HOUSING

Objectives and Policies

OBJECTIVE 1

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

Policy 1.1

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

Policy 1.8

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

The Project is a high density mixed-use development in an underutilized, transitioning industrial area. The Project site is a large opportunity site that is currently used as an exhibition space. The area around the Project site was recently rezoned to UMU as part of a long range planning goal to create a cohesive, high density residential and mixed-use neighborhood. The project includes 55 on-site affordable housing units and land dedication for the construction of additional affordable units. The Project also provides flex units and commercial spaces for new businesses.

OBJECTIVE 11

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

Policy 11.1

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

Policy 11.2

Ensure implementation of accepted design standards in project approvals.

Policy 11.3

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

Policy 11.4

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

Policy 11.5

Ensure densities in established residential areas promote compatibility with prevailing neighborhood character.

Policy 11.6

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

Policy 11.8

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

The architecture of this Project responds to the site's location and provides a design that blends the industrial and the contemporary architecture of residential and lofts. The Project's facades all present fenestration patterns and scale similar to the expressed frame of residential and industrial uses common in the area. The exterior is designed with modern materials including cement plaster, hardi trim, and aluminum storefronts and windows. The aluminum punched window openings with cement plaster recesses on the aluminum framed building provide a stimulating and visually interesting buffer between the I-80 and 101 Freeway split and the Brannan and 8th Street facades. Variations in fenestration and treatment of the building facades allow the architecture to read as distinct pieces of a whole.

OBJECTIVE 12

BALANCE HOUSING GROWTH WITH ADEQUATE INFRASTRUCTURE THAT SERVES THE CITY'S GROWING POPULATION.

Policy 12.2

Consider the proximity of quality of life elements, such as open space, child care, and neighborhood services, when developing new housing units.

The Project provides adequate open space, all on-site. The open spaces are provided in the form of a private court, publicly accessible courtyard and mews, and a new alley. The open space areas are tentatively designed to include a play area, built-in seating and ample landscaping.

RECREATION AND OPEN SPACE ELEMENT

Objectives and Policies

OBJECTIVE 4:

PROVIDE OPPORTUNITIES FOR RECREATION AND THE ENJOYMENT OF OPEN SPACE IN EVERY SAN FRANCISCO NEIGHBORHOOD.

Policy 4.5:

Require private usable outdoor open space in new residential development.

Policy 4.6:

Assure the provision of adequate public open space to serve new residential development.

The Project will create private and public outdoor open space areas in a new residential mixed-use development through private balconies, podium courtyard, and ground floor open spaces. It will not cast shadows over any open spaces under the jurisdiction of the Recreation and Park Department. Additionally,

two new pedestrian pathways will be created to connect Brannan Street with the proposed alley at the rear of the property.

TRANSPORTATION ELEMENT

Objectives and Policies

OBJECTIVE 24:

IMPROVE THE AMBIENCE OF THE PEDESTRIAN ENVIRONMENT.

Policy 24.2:

Maintain and expand the planting of street trees and the infrastructure to support them.

Policy 24.3:

Install pedestrian-serving street furniture where appropriate.

Policy 24.4:

Preserve pedestrian-oriented building frontages.

The Project will install street trees at approximately 20 foot intervals all along the three frontages on Brannan, 7th and 8th Streets. Frontages are designed with active spaces oriented at the pedestrian level. The two proposed mid-block mews and alley also provide connection through the site.

OBJECTIVE 28:

PROVIDE SECURE AND CONVENIENT PARKING FACILITIES FOR BICYCLES.

Policy 28.1:

Provide secure bicycle parking in new governmental, commercial, and residential developments.

Policy 28.3:

Provide parking facilities which are safe, secure, and convenient.

The Project includes 496 bicycle parking spaces in secure, convenient locations on the ground floor.

OBJECTIVE 34:

RELATE THE AMOUNT OF PARKING IN RESIDENTIAL AREAS AND NEIGHBORHOOD COMMERCIAL DISTRICTS TO THE CAPACITY OF THE CITY'S STREET SYSTEM AND LAND USE PATTERNS.

Policy 34.1:

Regulate off-street parking in new housing so as to guarantee needed spaces without requiring excesses and to encourage low auto ownership in neighborhoods that are well served by transit and are convenient to neighborhood shopping.

Policy 34.3:

Permit minimal or reduced off-street parking supply for new buildings in residential and commercial areas adjacent to transit centers and along transit preferential streets.

Policy 34.5:

Minimize the construction of new curb cuts in areas where on-street parking is in short supply and locate them in a manner such that they retain or minimally diminish the number of existing on-street parking spaces.

The Project has a parking to dwelling unit ratio of .72 spaces per unit. The parking spaces are accessed by two ingress/egress points at the proposed alley. Parking is adequate for the project and complies with maximums prescribed by the Planning Code.

URBAN DESIGN ELEMENT

Objectives and Policies

OBJECTIVE 1:

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

Policy 1.7:

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

OBJECTIVE 2:

CONSERVATION OF RESOURCES WHICH PROVIDE A SENSE OF NATURE, CONTINUITY WITH THE PAST, AND FREEDOM FROM OVERCROWDING.

Policy 2.6:

Respect the character of older development nearby in the design of new buildings.

The Project is located within the South of Market neighborhood that is transitioning from industrial uses to a mid- to high-density residential mixed-use neighborhood. As such, the proposed building provides more intricate street façades that respond to the existing industrial built environment, while respecting the residential influences of the surrounding buildings.

OBJECTIVE 4:

IMPROVEMENT OF THE NEIGHBORHOOD ENVIRONMENT TO INCREASE PERSONAL SAFETY, COMFORT, PRIDE AND OPPORTUNITY.

Policy 4.5:

Design walkways and parking facilities to minimize danger to pedestrians.

Policy 4.13:

Improve pedestrian areas by providing human scale and interest.

While the rectangular corner lot has two street frontages, it only provides two vehicular access points for the entire project, limiting conflicts with pedestrians and bicyclists. Numerous street trees will be planted on each street. Ample frontages, public and private open spaces, ground floor active uses, and ground floor flexible occupancy units directly accessing the street will be provided. The pedestrian experience along the Project site will be improved.

SHOWPLACE SQUARE/POTRERO AREA PLAN

Objectives and Policies

OBJECTIVE 1.1:

ENCOURAGE THE TRANSITION OF PORTIONS OF SHOWPLACE / POTRERO TO A MORE MIXED USE AND NEIGHBORHOOD-SERVING CHARACTER, WHILE PROTECTING THE CORE OF DESIGN-RELATED PDR USES.

Policy 1.1.2:

In the northern part of Showplace Square (around 8th and Brannan, east of the freeway and along 16th and 17th Streets) revise land use controls to create new mixed use areas, allowing mixed-income housing as a principal use, as well as limited amounts of retail, office, and research and development uses, while protecting against the wholesale displacement of PDR uses.

Policy 1.1.3:

Allow for active ground floor uses and a more neighborhood commercial character in newly designated mixed use areas within Showplace Square.

The project is a mixed-use development along Brannan and 8th Streets with active ground floor uses and a neighborhood commercial character.

OBJECTIVE 1.2

IN AREAS OF SHOWPLACE/POTRERO WHERE HOUSING AND MIXED USE IS ENCOURAGED, MAXIMIZE DEVELOPMENT POTENTIAL IN KEEPING WITH NEIGHBORHOOD CHARACTER

The project maximizes its development potential while remaining in keeping with the neighborhood character.

OBJECTIVE 1.7

RETAIN THE ROLE OF SHOWPLACE SQUARE AS AN IMPORTANT LOCATION FOR PRODUCTION, DISTRIBUTION, AND REPAIR (PDR) ACTIVITIES, FOCUSING IN PARTICULAR ON DESIGN RELATED ACTIVITIES.

Policy 1.7.3

Require development of flexible buildings with generous floor-to-ceiling heights, large floor plates, and other features that will allow the structure to support various businesses.

The Project includes nonresidential spaces on the ground floor with large ground floor ceiling heights and adequate area for a range of uses, including PDR.

OBJECTIVE 2.1

ENSURE THAT A SIGNIFICANT PERCENTAGE OF NEW HOUSING CREATED IN THE SHOWPLACE / POTRERO IS AFFORDABLE TO PEOPLE WITH A WIDE RANGE OF INCOMES

Policy 2.1.1

Require developers in some formally industrial areas to contribute towards the City's very low, low, moderate and middle income needs as identified in the Housing Element of the General Plan.

The project includes on-site lower income affordable units and a portion of the land to qualify for the land dedication alternative, and the remainder of the units are contemplated to be held as rental housing, which is generally more affordable to moderate and middle income households than ownership housing.

OBJECTIVE 2.3

REQUIRE THAT A SIGNIFICANT NUMBER OF UNITS IN NEW DEVELOPMENTS HAVE TWO OR MORE BEDROOMS EXCEPT SENIOR HOUSING AND SRO DEVELOPMENTS UNLESS ALL BELOW MARKET RATE UNITS ARE TWO OR MORE BEDROOM UNITS

Policy 2.3.3

Require that a significant number of units in new developments have two or more bedrooms, except Senior Housing and SRO developments.

The project contains approximately 42% two-bedroom units.

OBJECTIVE 2.4

LOWER THE COST OF THE PRODUCTION OF HOUSING

Policy 2.4.1

Require developers to separate the cost of parking from the cost of housing in both for sale and rental developments.

Policy 2.4.2

Revise residential parking requirements so that structured or off-street parking is permitted up to specified maximum amounts in certain districts, but is not required.

The project has unbundled parking at a ratio of approximately 0.72 space per unit.

OBJECTIVE 3.2

PROMOTE AN URBAN FORM AND ARCHITECTURAL CHARACTER THAT SUPPORTS WALKING AND SUSTAINS A DIVERSE, ACTIVE AND SAFE PUBLIC REALM.

Policy 3.2.1

Require high quality design of street-facing building exteriors.

Policy 3.2.2

Make ground floor retail and PDR uses as tall, roomy and permeable as possible.

Policy 3.2.3

Minimize the visual impact of parking.

Policy 3.2.4

Strengthen the relationship between a building and its fronting sidewalk.

Policy 3.2.5

Building form should celebrate corner locations.

Policy 3.2.7

Strengthen the pedestrian network by extending alleyways to adjacent streets or alleyways wherever possible, or by providing new publicly accessible mid-block rights of way.

The Project's facades are of high quality materials. The ground floor will be tall enough to create attractive storefronts for pedestrians and viable space for a variety of uses, including PDR. The parking, although at grade, are only accessible by two garage doors and are only visible at the rear where the proposed alley is located. The buildings also include appropriate modulation of the facades to break them into distinct sections.

OBJECTIVE 5.2

ENSURE THAT NEW DEVELOPMENT INCLUDES HIGH QUALITY PRIVATE OPEN SPACE

Policy 5.2.1

Require new residential and mixed-use residential development to provide on-site private open space designed to meet the needs of residents.

Policy 5.2.2

Establish requirements for commercial development to provide on-site open space.

Policy 5.2.3

Encourage private open space to be provided as common spaces for residents and workers of the building wherever possible.

Policy 5.2.4

Encourage publicly accessible open space as part of new residential and commercial development.

The project includes high quality private and common open space in balconies, decks, courtyards, and two mews, as well as publicly accessible open space.

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

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

There are no existing neighborhood-serving retail uses on the site. The Project will provide approximately 19,650 square feet of ground floor space adequate for various retail uses, including neighborhood serving retail, which will create opportunities for local resident employment and ownership opportunities.

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 exists on the project site. The project will provide up to 432 new dwelling units, significantly increasing the neighborhood housing stock. The design of the Project is compatible with the surrounding neighborhood. For these reasons, the proposed project would protect and preserve the cultural and economic significance of the neighborhood.

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

The Project will not displace any affordable housing because there is currently no housing on the site. The Project will comply with the City's Inclusionary Housing Program, therefore increasing the stock of affordable housing units in the City.

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

The project site is well-served by public transportation. The majority of future residents are expected to use alternative methods of transportation other than private automobiles, and the number of vehicle trips generated by this project would not impede MUNI transit service or overburden streets.

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

The Project does not include any commercial office development as proposed. The proposal, with dwelling units and retail spaces, will increase the diversity of the City's housing supply, a top priority in the City, and will provide potential neighborhood-serving uses.

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

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

- G. That landmarks and historic buildings be preserved.

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

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

The Project will not affect the City's parks or open space or their access to sunlight and vistas. A shadow study was completed and concluded that the Project will not cast shadows on any property under the jurisdiction of, or designated for acquisition by, the Recreation and Park Commission.

11. **First Source Hiring.** The Project is subject to the requirements of the First Source Hiring Program as they apply to permits for residential development (Section 83.4(m) of the Administrative Code), and the Project Sponsor shall comply with the requirements of this Program as to all construction work and on-going employment required for the Project. Prior to the issuance of any building permit to construct or a First Addendum to the Site Permit, the Project Sponsor shall have a First Source Hiring Construction and Employment Program approved by the First Source Hiring Administrator, and evidenced in writing. In the event that both the Director of Planning and the First Source Hiring Administrator agree, the approval of the Employment Program may be delayed as needed.

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

12. **CEQA Findings.** Findings under the California Environmental Quality Act (CEQA) and statement of overriding considerations are herein incorporated by reference and attached as Exhibit B.

13. **Mitigation.** Pursuant to CEQA, the Commission has considered the mitigation measures as described in the FEIR and will include these measures and the mitigation monitoring program (MMRP) as conditions of Project approval and incorporated by reference and as Exhibit C.

14. 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.
15. The Commission hereby finds that approval of the Large Project authorization would promote the health, safety and welfare of the City.

DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES Large Project Authorization Application No. 2012.0700X** under Planning Code Section 329 to allow the proposed construction of a new six-story, 68-foot building consisting of up to 432 dwelling units, approximately 19,650 square feet of ground floor retail, and parking for up to 422 spaces, and exceptions including rear yard, off-street freight loading and horizontal mass reduction, within the UMU (Urban Mixed Use) Zoning District and within a 68-X Height and Bulk Designation. The project is subject to the following conditions attached hereto as "EXHIBIT A" in general conformance with plans on file, dated June 18, 2011, and stamped "EXHIBIT D", which is incorporated herein by reference as though fully set forth.

The Planning Commission hereby adopts the MMRP attached hereto as Exhibit C and incorporated herein as part of this Resolution/Motion by this reference thereto. All required mitigation measures identified in the IS/MND and contained in the MMRP are included as conditions of approval.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Large Project 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, 1650 Mission Street, Room 304, San Francisco, CA 94102.

I hereby certify that the Planning Commission ADOPTED the foregoing Motion on January 24, 2013.

Jonas P. Ionin
Acting Commission Secretary

AYES:

NAYS:

ABSENT:

ADOPTED: January 24, 2013

EXHIBIT A

AUTHORIZATION

This authorization is to allow a Large Project Authorization and exceptions including (1) rear yard pursuant to Planning Code Section 134, (2) off-street loading pursuant to Planning Code Section 152.1, (3) horizontal mass reduction pursuant to Planning Code Section 270.1, for the proposed construction of a new six-story, 68-foot tall building consisting of up to 432 dwelling units, approximately 19,650 square feet of ground floor retail, and parking for up to 422 spaces; in general conformance with plans, dated December 17, 2012, and stamped "EXHIBIT D" included in the docket for Case No. 2012.0700X and subject to conditions of approval reviewed and approved by the Commission on January 24, 2013, 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 January 24, 2013, 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 Large Project Authorization and any subsequent amendments or modifications.

SEVERABILITY

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

CHANGES AND MODIFICATIONS

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

Conditions of Approval, Compliance, Monitoring, and Reporting

PERFORMANCE

1. **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 Large Project Authorization 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 three (3) years have passed since the Motion was approved. *For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org.*
2. **Extension.** This authorization may be extended at the discretion of the Zoning Administrator only where failure to issue a permit by the Department of Building Inspection to perform said tenant improvements is caused by a delay by a local, State or Federal agency or by any appeal of the issuance of such permit(s). *For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org.*

DESIGN

3. **Final Materials.** The Project Sponsor shall continue to work with Planning Department on the building design and the design and development of the streetscape and pedestrian elements in conformance with the Better Streets Plan. 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. Building design elements to be addressed shall include, but not limited to:
 - Exterior color scheme, materials, and texture shall be more consistent with the surrounding context of masonry building material.
 - Roofline expression, that may include a cap to the building, shall be more consistent to the neighborhood context of defined building cornices.
 - Segmented frame vertical glazing recesses elements shall be more consistent with the neighborhood context.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6613, www.sf-planning.org

4. **Flexible-Occupancy Units.** The ground floor dwelling units are designated as Flexible-Occupancy Units and are subject to the following conditions:

- a. The units are considered dwelling units and are subject to the affordability controls of Planning Code Section 415 and 419. The total gross floor area of each unit is subject to the residential rate of Eastern Neighborhood Impact Fee per Planning Code Section 427.3.
 - b. The ground floor of these units may be occupied by the following non-residential uses:
 - i. All retail sales and services permitted as of right in the UMU Zoning District (Sec. 843.45);
 - ii. All arts activities permitted as of right in the UMU Zoning District (Sec. 843.55);
 - iii. Trade shops (Sec. 843.80); and
 - iv. Catering services (Sec. 843.81).
 - v. Other uses not specified herein that are permitted as of right in the UMU Zoning District and deemed appropriate by the Zoning Administrator.
 - c. Changes of non-residential uses are subject to the notification requirements of Planning Code Section 312.
 - d. Permitted non-residential uses may occupy the ground floor only. Any conversion of residential space on the 2nd floor shall be tantamount to the removal of a dwelling unit and be subject to the controls of Planning Code Section 317.
 - e. Non-residential uses permitted on the ground floor are subject to all applicable requirements of the Building and Fire Codes.
5. **The Mid-block Pedestrian Pathway.** Planning Code Section 270.2, the project shall meet all design criteria of Subsection (e). It shall also meet the following criteria:
- a. **Maintenance.** The mid-block pedestrian pathway shall be maintained at no public expense. The owner of the property on which the alley is located shall maintain it by keeping the area clean and free of litter and by keeping it in an acceptable state of repair. Conditions intended to assure continued maintenance of the right-of-way for the actual lifetime of the building giving rise to the open space requirement may be imposed in accordance with the provisions of Section 329 for Eastern Neighborhoods Mixed Use Districts.
 - b. **Informational Plaque.** Prior to issuance of a permit of occupancy, a plaque shall be placed in a publicly conspicuous location for pedestrian viewing. The plaque shall state the right of the public to pass through the alley and stating the name and address of the owner or owner's agent responsible for maintenance. The plaque shall be of no less than 24 inches by 36 inches in size.
 - c. Property owners providing a pathway or alley under this section will hold harmless the City and County of San Francisco, its officers, agents and employees, from any damage or injury caused by the design, construction or maintenance of the right-of-way, and are solely liable for any damage or loss occasioned by any act or neglect in respect to the design, construction or maintenance of the right-of-way.

6. **Garbage, composting and recycling storage.** Space for the collection and storage of garbage, composting, and recycling shall be provided within enclosed areas on the property and clearly labeled and illustrated on the building permit plans. Space for the collection and storage of recyclable and compostable materials that meets the size, location, accessibility and other standards specified by the San Francisco Recycling Program shall be provided at the ground level of the buildings. *For information about compliance, contact the Case Planner, Planning Department at 415-558-6613, www.sf-planning.org*
7. **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:
 - A. 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;
 - B. On-site, in a driveway, underground;
 - C. On-site, above ground, screened from view, other than a ground floor façade facing a public right-of-way;
 - D. 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;
 - E. Public right-of-way, underground; and based on Better Streets Plan guidelines;
 - F. Public right-of-way, above ground, screened from view; and based on Better Streets Plan guidelines;
 - G. 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>*

AFFORDABLE HOUSING

8. **Land Dedication Alternative.** The Project Sponsor has chosen to satisfy the affordability requirement for the Project through a combination of land dedication and on-site pursuant to Planning Code Section 419.5. A portion of 801 Brannan Street is dedicated to the Mayor's Office of Housing (MOH) for the purpose of developing affordable housing units. The land dedication would satisfy the entire affordability requirement for 1 Henry Adams, which would have been 38 units. The land dedication also partially satisfies the affordability requirement for 801 Brannan Street, which would have been 69 units.

The Project Sponsor has been in discussions with the Mayor's Office of Housing (MOH) and the Planning Department. On January 9, 2013, MOH provided a letter to the Planning Department

that confirmed that the site that the Project Sponsor has selected, a portion of 801 Brannan [Block 3783 / Lot 001], is acceptable under Planning Code Section 419.5(2), subject to the following conditions precedent:

- Developer must demolish the existing improvements on the Dedication Site in a manner equivalent to the extent of the demolition on the Brannan Principal Site, including the removal of the railroad platforms and other concealed conditions.
- After demolition Developer must cap the site to prevent the off-site migration of contaminated soils and shall, at its sole expense, maintain the Dedication Site in good order, condition and repair, reasonable wear and tear excepted, and otherwise operate the Dedication Site in the same manner as if Developer were retaining the Dedication Site, until the date fee title to the Dedication Site is transferred to the City.
- Developer to deposit in escrow \$706,250 required for the full remediation of ubiquitous contaminants at the Dedication Site as established in that certain letter from Stellar Environmental Solutions, Inc., dated August 1, 2012, and attached as Exhibit A to this letter. Funds will be released from escrow to cover any and all costs for the excavation and offsite disposal of approximately 4,306 tons of Class 1 lead-contaminated soil at the Dedication Site.
- Developer to subdivide the property to create the Dedication Site as a separate legal parcel, to be evidenced by a completed ALTA Survey to be approved by the City.
- Where the Environmental Impact Report (EIR) requires mitigations and improvement measures affecting the Brannan Principal Site in its entirety or the Henry Adams Principal Site, Developer to complete the measures for the Dedication Site as well as the Principal Sites. Mitigations and improvements to include C-TR-38 (signalization for problem intersection of Division/Rhode Island), M-HZ-1 (EN-K-1) (hazardous building materials such as fluorescent lights and PCBs to be surveyed and abated), I-TR-5 (striping on 7th at Brannan), I-TR-22a (pedestrian crosswalk striping), I-TR-22b (corner bulbout at NW corner of Alameda/Rhode Island), Hazards 3(a) (Site Mitigation Plan for soil to the Department of Public Health, either as part of such Plan for the Brannan Principal Site or as a separate plan for the Dedication Site), and 3(b) (potential Underground Storage Tanks at Brannan Street). This condition may be addressed by the Planning Commission's Conditions of Approval, to require the mitigation work to occur over the course of the development of the Brannan Principal Site.
- Developer to perform necessary utility infrastructure planning and design for a total of 158 units (the proposed 150 affordable units plus 5%) to be developed at the Dedication Site, in conjunction with total infrastructure calculations for wet and dry utilities services for the Principal Site. Developer to include MOH in efforts to coordinate joint trench design and in outreach to utility service providers.
- Developer to deliver marketable and insurable fee simple title to the Dedication Site, the Improvements and the Appurtenances, by duly executed and acknowledged grant deed, free of the liens of any and all deeds of trust, mortgages, assignments of rents, financing

statements, creditors' claims, rights of tenants or other occupants, and all other exceptions, liens and encumbrances, other than those exceptions approved by MOH. At a minimum, Developer must either remove or mitigate to MOH's satisfaction the following exceptions on the title report dated August 21, 2012:

- Exception 5 – encroachment of Lot 7 improvements
- Exception 9 – obligations related to the Lot 8 easement
- Exception 10 – responsibility for maintaining vehicular access area
- Exception 15 – Agreement Imposing Restrictions

Satisfaction of the requirements under Planning Code Section 419 for the project through the land dedication alternative and the transfer of the site are subject to the approval of the Board of Supervisors.

In order to qualify for the land dedication alternative, all of the conditions precedent must be satisfied, and the fee title transferred to the City. In the event the land dedication process is not completed, the developer will have to satisfy the requirements under Planning Code Section 419 through on-site, off-site, or in-lieu fee.

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.

9. **On-Site Alternative.** Pursuant to Planning Code Section 419, the Project has elected to satisfy the affordability requirement through a combination of land dedication and on-site alternatives as discussed in Condition No. 8. The project is therefore required to provide 8.14% of the proposed dwelling units as affordable to qualifying households and 37,800 square feet of space for land dedication. The Project contains a total of 671 units (432 units at 801 Brannan Street and 239 units at 1 Henry Adams Street); therefore, 55 affordable units are required. The Project Sponsor will fulfill this requirement by providing the 55 affordable units on-site at 801 Brannan Street and 37,800 square feet of area for land dedication. 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"). In the event the land dedication process is not completed, the developer will have to satisfy the requirements under Planning Code Section 419 through on-site, off-site, or in-lieu fee.

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, <http://sf-moh.org/index.aspx?page=321>

10. **Unit Mix.** The Project contains 6 flexible-occupancy, 75 studios, 166 one-bedroom, 176 two-bedroom, and 9 three-bedroom units; therefore, the required affordable unit mix is 10 studios, 22 one-bedroom, 22 two-bedroom, and 1 three-bedroom units, for a total of 55 affordable units to be provided on-site at 801 Brannan Street. 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, <http://sf-moh.org/index.aspx?page=321>

11. **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, <http://sf-moh.org/index.aspx?page=321>.

12. **Phasing.** If any building permit is issued for partial phasing of the Project, the Project Sponsor shall have designated not less than 12 percent (12%) 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, <http://sf-moh.org/index.aspx?page=321>.

13. **Duration.** Under Planning Code Section 419.8, all units constructed pursuant to Section 419.6, 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, <http://sf-moh.org/index.aspx?page=321>.

14. **Other Conditions.** The Project is subject to the requirements of the Inclusionary Affordable Housing Program under Section 419 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 419. 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, <http://sf-moh.org/index.aspx?page=321>

- 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 one hundred (100) percent of the median income for the City and County of San Francisco as defined in the Inclusionary Affordable Housing Program, an amount that translates to 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 419.6 instead of payment of the Affordable Housing Fee, and has submitted the Affidavit of Compliance with the Inclusionary Affordable Housing Program: Planning Code Section 419 to the Planning Department stating the intention to enter into an agreement with the City to qualify for a waiver from the Costa-Hawkins Rental Housing Act based upon the proposed density bonus and concessions provided by the City provided herein. The Project must execute the Costa Hawkins agreement within 60 days of Planning Commission approval or must revert to payment of the Affordable Housing Fee.

- 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 419 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.
- h. 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.

PARKING AND TRAFFIC

15. **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 419 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

16. **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 Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

EASTERN NEIGHBORHOODS INFRASTRUCTURE IMPACT FEE

17. **Impact Fees.** The Eastern Neighborhoods Public Benefits Fund is implemented in part through district-specific Eastern Neighborhoods Impact Fee which applies to the Project Area. Fees shall be charged on net additions of gross square feet which result in a net new residential unit, contribute to a 20 percent increase of non-residential space in an existing structure, or create non-

residential space in a new structure. Fees shall be assessed on residential use, and on non-residential use within each use category of Cultural/Institution/Education; Management, Information & Professional Service; Medical & Health Service; Retail/Entertainment; and Visitor Services; with no substitutions across uses. Fees shall be assessed on mixed use projects according to the gross square feet of each use in the project. The project is within the Impact Fee Tier 1 for residential, which requires \$8 per gross square-foot of residential space, and Tier 2 for non-residential, which requires \$10 per gross square-foot of non-residential space.

Prior to the issuance by the Department of Building Inspection (DBI) of the first site or building permit, the sponsor of any project subject to the Eastern Neighborhoods Impact Fee shall pay to the Treasurer according to the schedule in Table 423.3. Planning Code Section 423.3 also provides alternatives satisfying this requirement.

PROVISIONS

18. **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*

MONITORING

19. **Enforcement.** Violation of any of the Planning Department conditions of approval contained in this Motion or of any other provisions of Planning Code applicable to this Project shall be subject to the enforcement procedures and administrative penalties set forth under Planning Code Section 176 or Section 176.1. The Planning Department may also refer the violation complaints to other city departments and agencies for appropriate enforcement action under their jurisdiction. *For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org*
20. **Revocation due to Violation of Conditions.** Should implementation of this Project result in complaints from interested property owners, residents, or commercial lessees which are not resolved by the Project Sponsor and found to be in violation of the Planning Code and/or the specific conditions of approval for the Project as set forth in Exhibit A of this Motion, the Zoning Administrator shall refer such complaints to the Commission, after which it may hold a public hearing on the matter to consider revocation of this authorization. *For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org*

OPERATION

21. **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/>

22. **Community Liaison.** Prior to issuance of a building permit to construct the project and implement the approved use, the Project Sponsor shall appoint a community liaison officer to deal with the issues of concern to owners and occupants of nearby properties. The Project Sponsor shall provide the Zoning Administrator with 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 Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

23. **Mitigation Measures**

Mitigation measures described in the MMRP attached as Exhibit C are necessary to avoid potential significant effects of the proposed project and have been agreed to by the project sponsor. Their implementation is a condition of project approval. In addition, implementation of mitigation measures on the Dedication Site, as detailed in Condition 8 above, is required should the land transfer occur. Some of these measures will be implemented after the land transfer occurs.

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Parcel Map

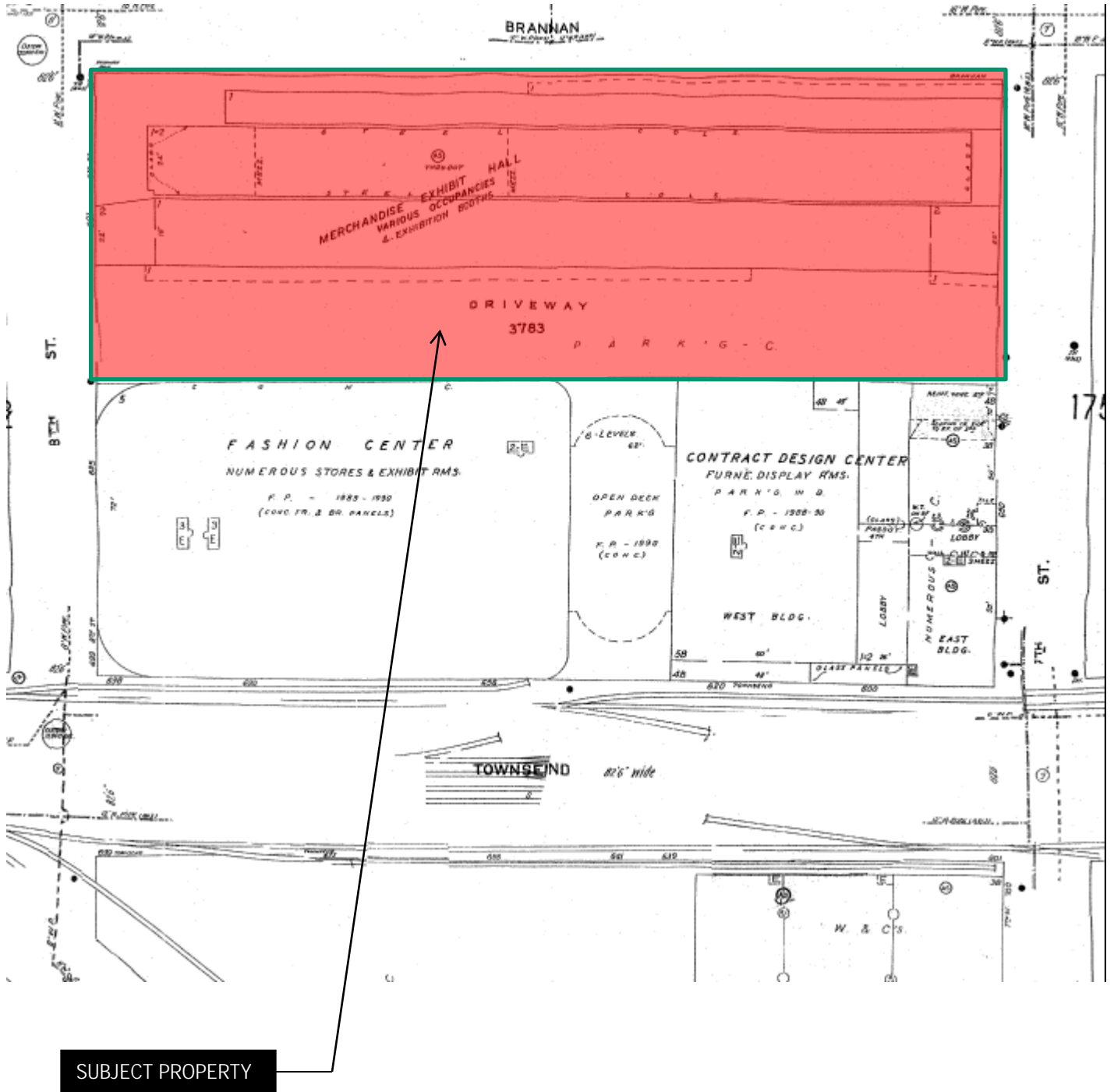


SUBJECT PROPERTY



Planning Commission Hearing
Case Number 2012.0700X
801 Brannan Street

Sanborn Map*



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

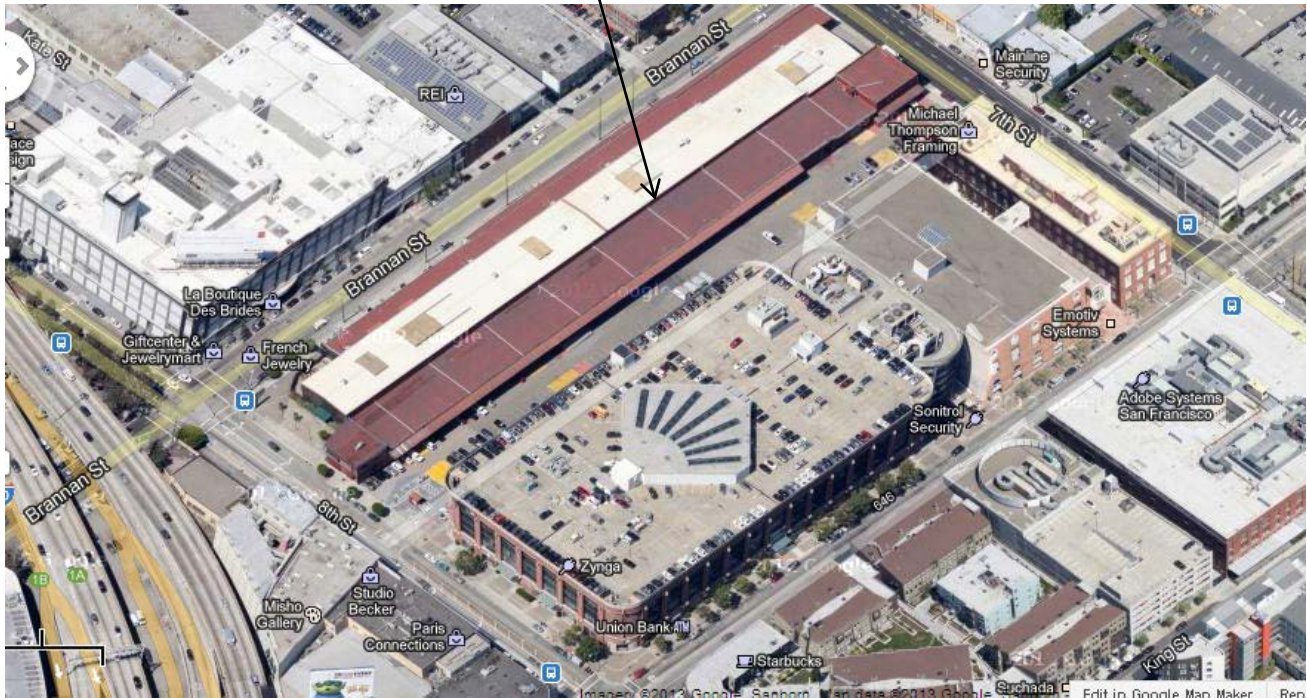


Planning Commission Hearing
Case Number 2012.0700X
801 Brannan Street

Aerial Photo

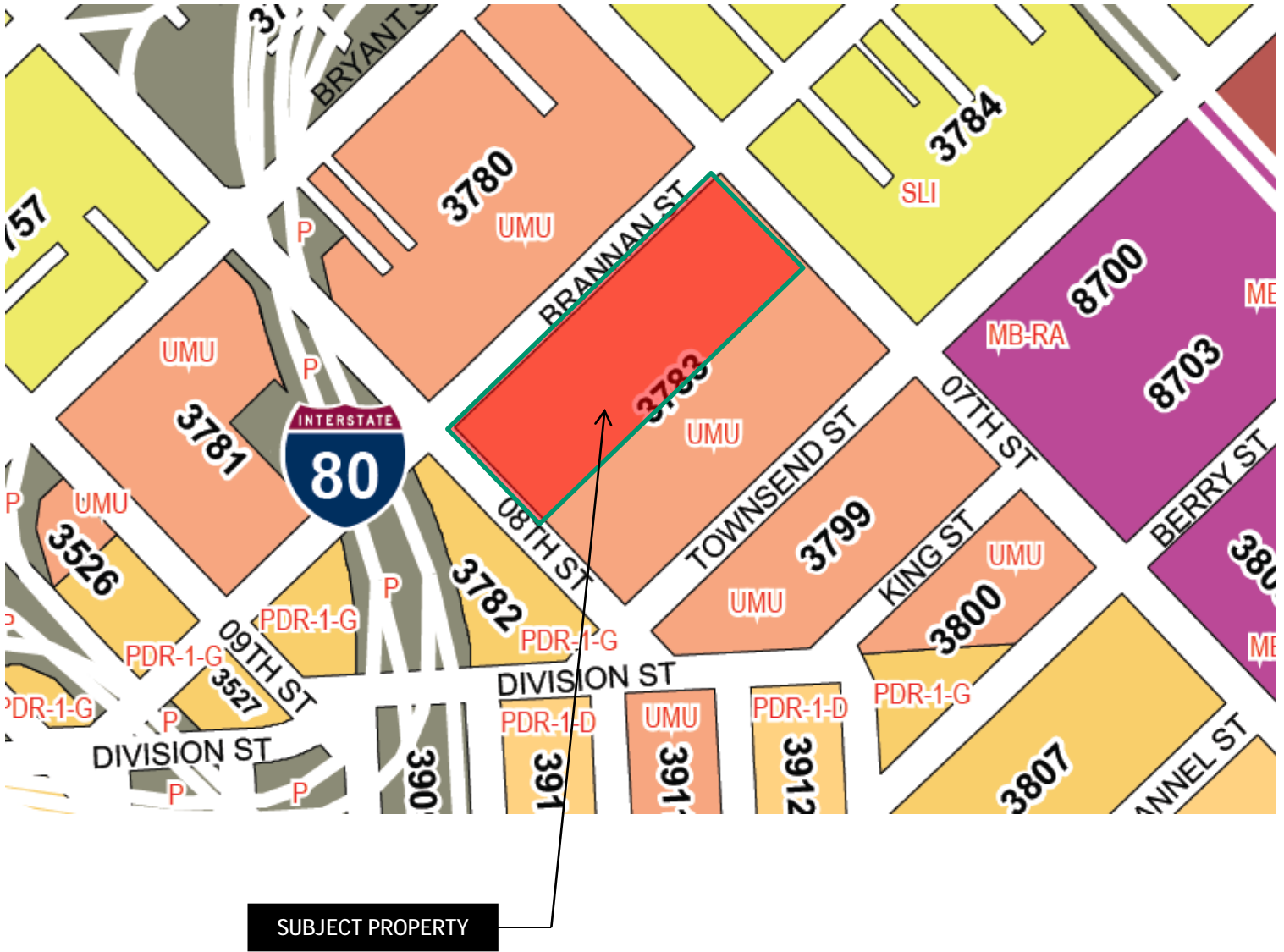


SUBJECT PROPERTY



Planning Commission Hearing
Case Number 2012.0700X
801 Brannan Street

Zoning Map



Planning Commission Hearing
Case Number 2012.0700X
801 Brannan Street

EXHIBIT B

801 BRANNAN STREET PROJECT

CALIFORNIA ENVIRONMENTAL QUALITY ACT FINDINGS: FINDINGS OF FACT, EVALUATION OF MITIGATION MEASURES AND ALTERNATIVES, AND STATEMENT OF OVERRIDING CONSIDERATIONS

SAN FRANCISCO PLANNING COMMISSION

In determining to approve the proposed 801 Brannan Street Project and related approval actions (“Project”), the San Francisco Planning Commission (“Planning Commission” or “Commission”) makes and adopts the following findings of fact and statement of overriding considerations and adopts the following recommendations regarding mitigation measures, improvement measures I-TR-Parking A and I-TR-Parking B and alternatives based on substantial evidence in the whole record of this proceeding and under the California Environmental Quality Act, California Public Resources Code Sections 21000 et seq. (“CEQA”), particularly Sections 21081 and 21081.5, the Guidelines for implementation of CEQA, California Code of Regulations, Title 14, Sections 15000 et seq. (“CEQA Guidelines”), particularly Sections 15091 through 15093, and Chapter 31 of the San Francisco Administration Code.

I. Introduction

This document is organized as follows:

Section I provides a description of the proposed Project, the environmental review process for the 801 Brannan and One Henry Adams Streets Project Environmental Impact Report (the “EIR”), the Planning Commission actions to be taken, and the location of records;

Section II identifies the impacts found not to be significant that do not require mitigation;

Section III identifies potentially significant impacts that can be avoided or reduced to less-than-significant levels through mitigation;

Section IV identifies significant impacts that cannot be avoided or reduced to less-than-significant levels;

Section V discusses why recirculation of the EIR is not required;

Section VI evaluates the economic, legal, social, technological, and other considerations that support the rejection of the alternatives analyzed in the EIR; and

Section VII presents a statement of overriding considerations setting forth specific reasons in support of the Planning Commission's actions in light of the environmental consequences of the project.

Section VIII includes a statement incorporating the Final EIR by reference.

Attached to these findings as Exhibit 1 is the Mitigation Monitoring and Reporting Program ("MMRP") for the mitigation and improvement measures that have been proposed for adoption. The Mitigation Monitoring and Reporting Program is required by CEQA Section 21081.6 and CEQA Guidelines Section 15091. It provides a table setting forth each mitigation measure listed in the Final EIR ("FEIR") that is required to reduce or avoid a significant adverse impact. Exhibit 1 also specifies the agency responsible for implementation of each measure and establishes monitoring actions and a monitoring schedule.

These findings are based upon substantial evidence in the entire record before the Planning Commission. The references set forth in these findings to certain pages or sections of the EIR or Responses to Comments in the Final EIR are for ease of reference and are not intended to provide an exhaustive list of the evidence relied upon for these findings.

A. Project Description

The rectangular 801 Brannan Street Project site ("Project Site") is approximately 226,875 square feet (5.21 acres) in size and occupies approximately the northern half of the block bounded by Brannan, Seventh, Eighth, and Townsend Streets on Assessor's Block 3783, Lot 1. The Project Site is within the Showplace Square/Potrero Hill Area Plan ("Area Plan"), the Urban Mixed Use (UMU) zoning district and a 68-X Height and Bulk district. The 137,000 square foot, 33-foot-high Concourse Exhibit Hall occupies the site stretching from Seventh to Eighth Street with approximately 60 percent lot coverage (136,125 square feet). The other 40 percent of the lot area, or 90,750 square feet, is occupied by an approximately 390 space surface parking and loading area located on the southernmost portion of the Project Site with an entrance and exit on Eighth Street. There are an additional 63 parking spaces located along the 20-foot front setback off of Brannan Street for a total of 453 parking spaces at the Project Site. These 453 parking spaces include 72 parking spaces for the benefit of the office building at 690 Townsend Street pursuant to an easement agreement and 23 parking spaces for the benefit of the office building at 600 Townsend Street also pursuant to an easement agreement.

The Project entails demolition of the existing building and surface parking lot on the Project Site, and the construction of one six-story, 68-foot-tall building totaling approximately 675,882 gross square feet (sq. ft.) and including 432 dwelling units (comprised of 75 studios, 166 one-bedroom units, 176 two-bedroom units, nine three-bedroom units and six flex-lofts in 362,715 sq. ft. of residential space), about 29,518 sq. ft. of retail/commercial space, and about 141,570 sq. ft. of parking space. The Project includes approximately 439 bicycle parking spaces and 309

residential parking spaces, 15 commercial parking spaces, 95 replacement parking spaces (to comply with the existing easements with the properties at 600 and 690 Townsend Street) and five car share spaces for a total of 422 parking spaces. The residential and replacement parking spaces would be included in a six-story-plus-roof parking garage in the eastern portion of the building while the commercial spaces would be included in an at-grade parking garage in the western portion of the building. Residential and commercial parking access would be from the new, approximately 41,250 square-foot, two way, publicly accessible and privately owned Bluxome Alley, which would connect Seventh and Eighth Streets along the south side of the Project Site.

The Project also includes 38,242 sq. ft. of open space of which 31,973 sq. ft. would be publicly accessible located within an at-grade landscaped courtyard and two separate mid-block passages. The remaining open space, totaling approximately 6,269 sq. ft., would be located within a landscaped podium level courtyard.

To partially fulfill the Project's Inclusionary Affordable Housing requirement, the project sponsor would dedicate the easternmost portion of the 801 Brannan Street site to the City for the future development of up to 150 affordable housing units by the Mayor's Office of Housing (MOH). The project sponsor would supplement the land dedication with the provision of approximately 55 on-site inclusionary units thereby fulfilling the Project's Inclusionary Affordable Housing requirement.

The Project is one component of two analyzed in the EIR for Variant 3 (the Proposed Project), with the other component including the One Henry Adams Street Project located at the rectangular 1 Henry Adams Street Project site on Assessor's Block 3911, Lot 1.

B. Environmental Review

The Planning Department determined that an Environmental Impact Report was required for the Project. The Planning Department published the Draft EIR (State Clearinghouse No. 2003112070) and provided public notice of the availability of the Draft EIR for public review and comment on June 22, 2011.

On June 22, 2011, a Notice of Completion and copies of the Draft EIR were distributed to the State Clearinghouse. Notices of availability for the Draft EIR of the date and time of the public hearings were posted on the Planning Department's website on June 22, 2011.

The Planning Commission held a duly noticed public hearing on the Draft EIR on July 28, 2011. At this hearing, opportunity for public comment was given, and public comment was received on the Draft EIR. The Planning Department accepted public comments on the Draft EIR from June 23, 2011, to August 8, 2011.

The Planning Department published the Responses to Comments on the Draft EIR on January 8, 2013. This document includes responses to environmental comments on the Draft EIR made at the public hearing on July 28, 2011, as well as written comments submitted on the Draft EIR during the public review period from June 23, 2011, to August 8, 2011. The Responses to Comments document also contains text changes to the Draft EIR to update the project description and correct or clarify information presented in the Draft EIR, including changes to the Draft EIR text made in response to comments.

C. Planning Commission Actions

The Planning Commission is being requested to take the following actions to approve, recommend to the Board of Supervisors, and implement the Project:

- Certification the Final EIR.
- Adoption of CEQA findings and the MMRP.
- Approval of a Large Project Authorization for a large site development, with exceptions for Rear Yard (Section 134), Mid-block Passages (Section 261.1(d)(3)), Mass Reduction (Section 270.1), and Accessory Use Provisions (Sections 204.4(b) and 803.3(b)(1)(C)).
- A determination of consistency with the *General Plan* and Priority Policies for the proposed land dedication.

D. Location of Records

The record upon which all findings and determinations related to the Project are based includes the following:

- The EIR, and all documents referenced in or relied upon by the EIR.
- All information (including written evidence and testimony) provided by City staff to the Planning Commission relating to the EIR, the proposed approvals and entitlements, the Project, and the alternatives set forth in the EIR.
- All information (including written evidence and testimony) presented to the Planning Commission by the environmental consultant and subconsultants who prepared the EIR, or incorporated into reports presented to the Planning Commission.
- All information (including written evidence and testimony) presented to the City from other public agencies relating to the Project or the EIR.
- All applications, letters, testimony and presentations presented to the City by Archstone, the project sponsor for the Project, and its consultants in connection with the Project.
- All information (including written evidence and testimony) presented at any public hearing or workshop related to the Project and the EIR.

- For documentary and information purposes, all locally-adopted land use plans and ordinances, including, without limitation, general plans, specific plans and ordinances, together with environmental review documents, findings, mitigation monitoring programs and other documentation relevant to planned growth in the area.
- The MMRP.
- All other documents comprising the record pursuant to Public Resources Code Section 2116.76(e).

The public hearing transcript, a copy of all letters regarding the Final EIR received during the public review period from June 23, 2011, to August 8, 2011, the administrative record, and background documentation for the Final EIR are located at the Planning Department, 1650 Mission Street, Suite 400, San Francisco. Jonas P. Ionin, Acting Commission Secretary, is the custodian of these documents and materials.

These findings are based upon substantial evidence in the entire record before the Planning Commission.

II. Impacts Found Not To Be Significant, Thus Requiring No Mitigation

Finding: Based on substantial evidence in the whole record of this proceeding, the Planning Commission finds that the implementation of the Project would not result in any significant environmental impacts in the following areas: Aesthetics; Greenhouse Gas Emissions; Wind and Shadow; Recreation; Utilities and Service Systems; Public Services; Biological Resources; Geology and Soils; Hydrology and Water Quality; Mineral and Energy Resources; Agricultural and Forest Resources; and Growth Inducement. Each of these topics is analyzed and discussed in detail in the EIR including, but not limited to, in EIR Chapters: V.B, V.G, V.H.9, V.H.10, V.H.11, V.H.12, V.H.13, V.H.14, V.H.15, V.H.17, V.H.18 and VI.A.

III. Findings of Potentially Significant Impacts That Can Be Avoided Or Reduced To A Less Than Significant Level

Finding: CEQA requires agencies to adopt mitigation measures that would avoid or substantially lessen a project's identified significant impacts or potential significant impacts if such measures are feasible.

The findings in this Section III and in Section IV concern impacts identified in the EIR and mitigation measures set forth in the EIR. These findings discuss mitigation measures as proposed in the EIR and recommended for adoption by this Commission, the Board of Supervisors, and other City entities that can be implemented by the City agencies or departments. The mitigation measures proposed for adoption in this section are identical to the mitigation measures identified in the attached MMRP. The Draft EIR and Responses to

Comments document provides additional evidence as to how these measures would avoid or reduce the identified impacts as described herein. Such analysis, as stated in Section VIII, is incorporated herein by reference.

As explained previously, **Exhibit 1**, attached, contains the Mitigation Monitoring and Reporting Program (“MMRP”) required by CEQA Section 21081.6 and CEQA Guidelines Section 15091. It provides a table setting forth each mitigation measure listed in the FEIR that is required to reduce or avoid a significant adverse impact. **Exhibit 1** also specifies the party responsible for implementation of each measure, establishes monitoring actions and a monitoring schedule.

The Planning Commission finds, based on the record before it, that the mitigation measures proposed for adoption in the MMRP are feasible, and that they can and should be carried out by the Project Sponsor and the identified agencies at the designated time. This Planning Commission urges other agencies to adopt and implement applicable mitigation measures set forth in the MMRP that are within the jurisdiction and responsibility of such entities. The Planning Commission acknowledges that if such measures are not adopted and implemented, the Project may result in additional significant unavoidable impacts. For this reason, and as discussed in Section VI, the Planning Commission is adopting a Statement of Overriding Considerations as set forth in Section VII.

All mitigation measures identified in the FEIR that are applicable to the Project and would reduce or avoid significant adverse environmental impacts of the Project are proposed for adoption and are set forth in **Exhibit 1**, in the MMRP. The Planning Commission agrees to and adopts all mitigation measures set forth in the MMRP.

A. Cultural and Paleontological Resources

1. Impact – Impacts on Archeological Deposits (CP-2)

a) Potentially Significant Impact

The EIR finds that excavation for the Project could result in extensive physical effects on any archeological deposits that may be present beneath the surface of the Project Site.

b) Mitigation Measures M-CP-2a and Conclusion

The Planning Commission finds the potentially significant impacts listed above would be reduced to a less-than-significant level with implementation of Mitigation Measure M-CP-2a, p. 138 - 141, Archeological Testing for the 801 Brannan Site, as follows:

M-CP-2a: Archeological Testing for the 801 Brannan Site. Based on a reasonable presumption that archeological resources may be present within the 801 Brannan site, the following measures shall be undertaken to avoid any potentially significant adverse

effect from the proposed project on buried or submerged historical resources. The project sponsor shall retain the services of an archeological consultant from the pool of qualified archeological consultants maintained by the Planning Department archeologist. The archeological consultant shall undertake an archeological testing program as specified herein. In addition, the consultant shall be available to conduct an archeological monitoring and/or data recovery program if required pursuant to this measure. The archeological consultant's work shall be conducted in accordance with this measure at the direction of the Environmental Review Officer (ERO). All plans and reports prepared by the consultant as specified herein shall be submitted first and directly to the ERO for review and comment, and shall be considered draft reports subject to revision until final approval by the ERO. Archeological monitoring and/or data recovery programs required by this measure could suspend construction of the project for up to a maximum of four weeks. At the direction of the ERO, the suspension of construction can be extended beyond four weeks only if such a suspension is the only feasible means to reduce to a less-than-significant level potential effects on a significant archeological resource as defined in CEQA Guidelines Section 15064.5(a)(c).

Consultation with Descendant Communities

On discovery of an archeological site¹ associated with descendant Native Americans or the Overseas Chinese an appropriate representative² of the descendant group and the ERO shall be contacted. The representative of the descendant group shall be given the opportunity to monitor archeological field investigations of the 801 Brannan site and to consult with ERO regarding appropriate archeological treatment of the 801 Brannan site, of recovered data from the 801 Brannan site, and, if applicable, any interpretative treatment of the associated archeological site. A copy of the Final Archeological Resources Report shall be provided to the representative of the descendant group.

Archeological Testing Program

The archeological consultant shall prepare and submit to the ERO for review and approval an archeological testing plan (ATP). The archeological testing program shall be conducted in accordance with the approved ATP. The ATP shall identify the property types of the expected archeological resource(s) that potentially could be adversely affected by the proposed project, the testing method to be used, and the locations recommended for testing. The purpose of the archeological testing program will be to determine to the extent possible the presence or absence of archeological resources and

¹ The term "archeological site" is intended here to minimally include any archeological deposit, feature, burial, or evidence of burial.

² An "appropriate representative" of the descendant group is here defined to mean, in the case of Native Americans, any individual listed in the current Native American Contact List for the City and County of San Francisco maintained by the California Native American Heritage Commission and in the case of the Overseas Chinese, the Chinese Historical Society of America.

to identify and to evaluate whether any archeological resource encountered on the 801 Brannan site constitutes an historical resource under CEQA.

At the completion of the archeological testing program, the archeological consultant shall submit a written report of the findings to the ERO. If based on the archeological testing program the archeological consultant finds that significant archeological resources may be present, the ERO in consultation with the archeological consultant shall determine if additional measures are warranted. Additional measures that may be undertaken include additional archeological testing, archeological monitoring, and/or an archeological data recovery program. If the ERO determines that a significant archeological resource is present and that the resource could be adversely affected by the proposed project, at the discretion of the project sponsor either:

- A) The proposed project shall be re-designed so as to avoid any adverse effect on the significant archeological resource; or
- B) A data recovery program shall be implemented, unless the ERO determines that the archeological resource is of greater interpretive than research significance and that interpretive use of the resource is feasible.

Archeological Monitoring Program

If the ERO in consultation with the archeological consultant determines that an archeological monitoring program shall be implemented the archeological monitoring program shall minimally include the following provisions:

- The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the AMP reasonably prior to any project-related soils disturbing activities commencing. The ERO in consultation with the archeological consultant shall determine what project activities shall be archeologically monitored. In most cases, any soils-disturbing activities, such as demolition, foundation removal, excavation, grading, utilities installation, foundation work, driving of piles (foundation, shoring, etc.), site remediation, etc., shall require archeological monitoring because of the risk these activities pose to potential archeological resources and to their depositional context;
- The archeological consultant shall advise all project contractors to be on the alert for evidence of the presence of the expected resource(s), of how to identify the evidence of the expected resource(s), and of the appropriate protocol in the event of apparent discovery of an archeological resource;

- The archeological monitor(s) shall be present on the 801 Brannan site according to a schedule agreed upon by the archeological consultant and the ERO until the ERO has, in consultation with project archeological consultant, determined that project construction activities could have no effects on significant archeological deposits;
- The archeological monitor shall record and be authorized to collect soil samples and artifactual/ecofactual material as warranted for analysis;
- If an intact archeological deposit is encountered, all soils-disturbing activities in the vicinity of the deposit shall cease. The archeological monitor shall be empowered to temporarily redirect demolition/excavation/pile driving/construction activities and equipment until the deposit is evaluated. If in the case of pile driving activity (foundation, shoring, etc.), the archeological monitor has cause to believe that the pile driving activity may affect an archeological resource, the pile driving activity shall be terminated until an appropriate evaluation of the resource has been made in consultation with the ERO. The archeological consultant shall immediately notify the ERO of the encountered archeological deposit. The archeological consultant shall make a reasonable effort to assess the identity, integrity, and significance of the encountered archeological deposit, and present the findings of this assessment to the ERO.

Whether or not significant archeological resources are encountered, the archeological consultant shall submit a written report of the findings of the monitoring program to the ERO.

Archeological Data Recovery Program

The archeological data recovery program shall be conducted in accord with an archeological data recovery plan (ADRP). The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the ADRP prior to preparation of a draft ADRP. The archeological consultant shall submit a draft ADRP to the ERO. The ADRP shall identify how the proposed data recovery program will preserve the significant information the archeological resource is expected to contain. That is, the ADRP will identify what scientific/historical research questions are applicable to the expected resource, what data classes the resource is expected to possess, and how the expected data classes would address the applicable research questions. Data recovery, in general, should be limited to the portions of the historical property that could be adversely affected by the proposed project. Destructive data recovery methods shall not be applied to portions of the archeological resources if nondestructive methods are practical.

The scope of the ADRP shall include the following elements:

- *Field Methods and Procedures.* Descriptions of proposed field strategies, procedures, and operations.
- *Cataloguing and Laboratory Analysis.* Description of selected cataloguing system and artifact analysis procedures.
- *Discard and Deaccession Policy.* Description of and rationale for field and post-field discard and deaccession policies.
- *Interpretive Program.* Consideration of an on-site/off-site public interpretive program during the course of the archeological data recovery program.
- *Security Measures.* Recommended security measures to protect the archeological resource from vandalism, looting, and non-intentionally damaging activities.
- *Final Report.* Description of proposed report format and distribution of results.
- *Curation.* Description of the procedures and recommendations for the curation of any recovered data having potential research value, identification of appropriate curation facilities, and a summary of the accession policies of the curation facilities.

Human Remains and Associated or Unassociated Funerary Objects

The treatment of human remains and of associated or unassociated funerary objects discovered during any soils disturbing activity shall comply with applicable State and Federal laws. This shall include immediate notification of the Coroner of the City and County of San Francisco and in the event of the Coroner's determination that the human remains are Native American remains, notification of the California State Native American Heritage Commission (NAHC) who shall appoint a Most Likely Descendant (MLD) (Pub. Res. Code Sec. 5097.98). The archeological consultant, project sponsor, and MLD shall make all reasonable efforts to develop an agreement for the treatment of, with appropriate dignity, human remains and associated or unassociated funerary objects (CEQA Guidelines. Sec. 15064.5(d)). The agreement should take into consideration the appropriate excavation, removal, recordation, analysis, custodianship, curation, and final disposition of the human remains and associated or unassociated funerary objects.

Final Archeological Resources Report

The archeological consultant shall submit a Draft Final Archeological Resources Report (FARR) to the ERO that evaluates the historical significance of any discovered archeological resource and describes the archeological and historical research methods employed in the archeological testing/monitoring/data recovery program(s) undertaken. Information that may put at risk any archeological resource shall be provided in a separate removable insert within the final report.

Once approved by the ERO, copies of the FARR shall be distributed as follows: California Archaeological Site Survey Northwest Information Center (NWIC) shall receive one (1) copy and the ERO shall receive a copy of the transmittal of the FARR to the NWIC. The Environmental Planning division of the Planning Department shall receive one bound, one unbound, and one unlocked, searchable PDF copy on CD, of the FARR along with copies of any formal site recordation forms (CA DPR 523 series) and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. In instances of high public interest in or the high interpretive value of the resource, the ERO may require a different final report content, format, and distribution than that presented above.

2. Impact – Impact on Human Remains (CP-3)

a) Potentially Significant Impact

The EIR finds that excavation during construction for the Project could disturb or remove human remains.

b) Mitigation Measure M-CP-2a and Conclusion

The Planning Commission finds the potentially significant impacts listed above would be reduced to a less-than-significant level with implementation of Mitigation Measure M-CP-2a, Archeological Testing for the 801 Brannan Site, discussed above.

3. Impact – Impacts on Off-Site Historical Resources (CP-5)

b) Potentially Significant Impact

The EIR finds that the design and new construction resulting from the Project may result in an adverse impact to off-site historical resources in the vicinity of the Project Site.

b) Mitigation Measure M-CP-5 and Conclusion

The Planning Commission finds the potentially significant impacts listed above would be reduced to a less-than-significant level with implementation of Mitigation Measure M-CP-5, Off-Site Resources – New Building Design, pp. 144-145, as follows:

M-CP-5: Off-Site Resources – New Building Design. A detailed building envelope design shall be submitted for further review by Department preservation staff prior to issuance of any building permit or scheduling of any hearing regarding project entitlements. The proposed design will be reviewed for conformance with the Planning Department Industrial Design Guidelines and the *Secretary of Interior's Standards for the Treatment of Historic Properties with Guidelines for Preserving, Rehabilitating, Restoring and Reconstructing Historic Buildings* for compatibility with the character and context of surrounding historic, former industrial buildings. Without imitating the features of the historic buildings (or contemporary buildings in the area), the design should:

- use similar or complimentary materials,
- repeat and/or respect the heights of floors and rhythms and depths of bays,
- use compatible window/door types and sizes/shapes of openings,
- use compatible roof shapes,
- respect relationship of solids to voids and planar quality of massing at street-facing façades, and
- reference character-defining features of the surrounding historical resources.

Character-defining features of the surrounding historical resources include:

- heavy timber or steel-framing, exterior brick construction—typically American common bond, or reinforced concrete construction
- granite or molded brick water tables
- heights ranging from one to seven stories
- grid-like arrangement of punched window openings with either flat lintels or segmental arched headers
- a classic tripartite façade arrangement consisting of base, shaft, and capital
- flat or gable roofs
- wood double-hung or steel casement windows
- corbelled brick or concrete or terra cotta ornament - including door and window surrounds, stringcourses, quoins, window arches, friezes, and cornices.

With application of the mitigation measure, the design of proposed new construction would not result in material alteration of the adjacent historical resources in manner that would constitute a substantial adverse change to a historical resource or its immediate surroundings. Therefore, implementation of Mitigation Measure M-CP-5 would reduce potential off-site historical resource impacts to a less-than-significant level.

B. Transportation and Circulation

1. Impact – Traffic Impacts at Bluxome Alley Intersections (TR-59)

a) Less Than Significant Impact

The EIR finds that although the Project would have less-than-significant traffic impacts at the intersections of proposed Bluxome Alley with Seventh and Eighth Streets, the transportation analysis recommended a measure that could be included with the Project to help improve traffic flow in the vicinity of the Project Site.

b) Improvement Measures I-TR-5 and Conclusion

The Planning Commission finds the less-than-significant impacts at the intersections of proposed Bluxome Alley would be further reduced with implementation of Improvement Measure I-TR-5, Keep Clear Striping on Seventh Street at Bluxome Alley, p. 180, as follows:

I-TR-5: Keep Clear Striping on Seventh at Bluxome Alley. As a means to improve traffic flow in the vicinity of the project site, SFMTA could consider establishing a “Keep Clear” zone on Seventh Street at Bluxome Alley. This striping would allow vehicles to enter and exit the project site if southbound queues from the intersection of Seventh/Townsend extend upstream past the driveway. The “Keep Clear” striping, if approved, would be paid for by the project sponsor.

2. Impact – Loading Impacts (TR-63)

a) Less Than Significant Impact

The EIR finds that although the Project would not result in a loading demand during the peak hour of loading activities that could not be accommodated within the existing or proposed on-street loading zones, the transportation analysis recommended measures that could be included with the Project that would minimize the potential for double parking of delivery vehicles, would assist in curbside passenger loading/unloading activity, and would assist in residential move-in and move-out activities.

b) Improvement Measures I-TR-25a/I-TR-25b/I-TR-25c and Conclusion

The Planning Commission finds that the less-than-significant loading impacts would be further reduced with implementation of Improvement Measure I-TR-25a, Designate On-Street Commercial Vehicle Loading/Unloading Zones; Improvement Measure I-TR-25b, Designate Curbside Passenger Loading/Unloading Zones; and Improvement Measure I-TR-25c, Reservation of Curb Parking for Move-In and Move-Out, p. 197, as follows:

I-TR-25a: Designate On-Street Commercial Vehicle Loading/Unloading Zones. To minimize the potential for double parking of delivery vehicles, SFMTA could designate about 80 feet of the curb parking lane on Brannan Street as yellow commercial vehicle loading/unloading zones. The change in curb regulations would need to be approved at a public hearing by the SFMTA.

I-TR-25b: Designate Curbside Passenger Loading/Unloading Zones. To accommodate curbside passenger loading/unloading activity, SFMTA could designate about 55 feet of the parking lane adjacent to the west midblock pedestrian passage/courtyard on Brannan Street to a white passenger loading/unloading zone. The change in curb regulations would need to be approved at a public hearing by the SFMTA.

I-TR-25c: Reservation of Curb Parking for Move-In and Move-Out. To ensure that residential move-in and move-out activities do not impede on adjacent travel lanes, move-in and move-out operations, as well as larger deliveries should be scheduled and coordinated through building management. Curb parking should be reserved through the local station of the San Francisco Police Department.

3. Impact – Construction Impacts (TR-65)

a) Less Than Significant Impact

The EIR finds that although the Project would not result in construction-related transportation impacts, the transportation analysis recommended a measure that would help minimize disruption of general traffic flow on adjacent streets.

b) Improvement Measures I-TR-31 and Conclusion

The Planning Commission finds that the less-than-significant construction-related transportation impacts would be further reduced with implementation of Improvement Measure I-TR-31, Construction Hours, p. 203, as follows:

I-TR-31: Construction Hours. As an improvement measure to minimize disruption of the general traffic flow on adjacent streets during the a.m. and p.m. peak periods, the construction contractor could be required to limit truck movements to the hours between 9:00 a.m. and 3:30 p.m., or other times, if approved by SFMTA.

4. Impact – Parking Impacts

a) Less Than Significant Impact

The EIR finds that although San Francisco does not consider parking supply as part of the permanent physical environment and therefore, does not consider changes in parking conditions to be environmental impacts as defined by CEQA, the transportation analysis recommended measures that would reduce parking demand and accommodate short-term parking in the Project vicinity.

b) Improvement Measures I-TR-Parking A/I-TR-Parking B and Conclusion

The Planning Commission finds that the parking demand would be reduced with implementation of Improvement Measure I-TR-Parking A, p. 226, Transit Information and I-TR-Parking B, p. 226, Parking Meters, as follows:

I-TR-Parking A: Transit Information. I-TR-Parking A: Transit Information. As an improvement measure to reduce the proposed project's parking demand and parking shortfall and to encourage use of alternative modes, the project sponsor could implement the following Transportation Demand Management measures:

- Provide a Transportation Demand Management (TDM) program coordinator and provide training for the coordinator.
- Provide a transportation insert for the move-in packet that would provide information on transit service (Muni and BART lines, schedules and fares), information on where Clipper cards/transit passes could be purchased, and information on the 511 Regional Rideshare Program.
- Offer employee and customer incentive to increase use of alternate modes to the car.
- Establish a "ride board" through which residents can offer or request rides.
- Provide ongoing transportation information (e.g., local and regional transit maps/schedules, maps of bicycle routes, internet links) for all users, including residents, employers, and employees.
- Ensure that bicycle parking is located at a central site within each building, and provide signage indicating the location of bicycle parking.
- Provide and maintain bicycles (and related amenities such as locks, baskets, lights) for use by tenants.
- Provide information and/or signage indicating paths of access to bicycle facilities. For the 801 Brannan site, provide signage for nearby bicycle lanes on Seventh and Eighth Street, and bicycle routes on Townsend and Fifth streets.

- Ensure that bicycle safety strategies are developed along streets bordering the two project sites, thus avoiding conflicts with private autos, transit vehicles, and loading vehicles.

I-TR-Parking B: Parking Meters. As an improvement measure to accommodate short-term parking demand, SFMTA could seek legislation for the installation of parking meters on the west side of Seventh Street between Brannan and Townsend Streets and on the south side of Brannan Street between Seventh and Eighth Streets.

C. Noise and Vibration

1. Impact – Construction Activities Other Than Pile Driving (Impact NO-1)

a) Potentially Significant Impact

The EIR finds that construction activities (other than pile driving) associated with implementation of the Project would cause a substantial temporary or periodic increase in ambient noise levels and expose people to or generate noise levels in excess of those specified in the *General Plan* or Noise Ordinance.

b) Mitigation Measure M-NO-1 and Conclusion

The Planning Commission finds the potentially significant impacts listed above would be reduced to a less-than-significant level with implementation of Mitigation Measure M-NO-1, Construction Noise Reduction, p. 240, as follows:

M-NO-1: Construction Noise Reduction. The project sponsors shall develop a set of site-specific construction noise attenuation measures under the supervision of a qualified acoustical consultant. Prior to commencing construction, a plan for such measures shall be submitted to the Department of Building Inspection to ensure that maximum feasible noise attenuation will be achieved. These attenuation measures shall include as many of the following control strategies as feasible:

- Erect temporary plywood noise barriers around a construction site, particularly where a site adjoins noise-sensitive uses;
- Utilize noise control blankets on a building structure as the building is erected to reduce noise emission from the site;
- Evaluate the feasibility of noise control at the receivers by temporarily improving the noise reduction capability of adjacent buildings housing sensitive uses;

- Monitor the effectiveness of noise attenuation measures by taking noise measurements; and
- Post signs on-site pertaining to permitted construction days and hours and complaint procedures.

2. Impact – Construction Noise – Pile Driving

a) Potentially Significant Impact

The EIR finds that construction noise from pile driving would cause potentially significant construction noise and vibration impacts.

b) Mitigation Measure 1 (EN-F-1) and Conclusion

The Planning Commission finds the potentially significant impacts listed above would be reduced to a less-than-significant level with implementation of Mitigation Measure 1 (EN-F-1), which would require use of pre-drilled piles wherever feasible, p. S-64, as follows:

Mitigation Measure 1 (EN-F-1): Noise (Pile Driving). The project sponsor shall ensure that piles be pre-drilled wherever feasible to reduce construction-related noise and vibration. No impact pile drivers shall be used unless absolutely necessary. Contractors would be required to use pile-driving equipment with state-of-the-art noise shielding and muffling devices. To reduce noise and vibration impacts, sonic or vibratory sheetpile drivers, rather than impact drivers, shall be used wherever sheetpiles are needed. Individual project sponsors shall also require that contractors schedule pile-driving activity for times of the day that would minimize disturbance to neighbors.

D. Hazards and Hazardous Materials

1. Impact – Potential Exposure to Hazardous Materials (Impact HZ-1)

a) Potentially Significant Impact

The EIR finds that although the Project would not create a substantial hazard through routine transport, use, disposal, handling, or emission of hazardous materials during Project operation, inadvertent release of PCB, mercury, lead and other toxic building substances during demolition could expose construction workers, occupants, or visitors to these substances and could result in various adverse health effects if exposure were of sufficient quantity.

b) Mitigation Measures M-HZ-1 and Conclusion

The Planning Commission finds the potentially significant impacts listed above would be reduced to a less-than-significant level with implementation of Mitigation Measure M-HZ-1, p. 358, Other Hazardous Building Materials, as follows:

M-HZ-1: Other Hazardous Building Materials. The project sponsor would ensure that building surveys for PCB- and mercury-containing equipment (including elevator equipment), hydraulic oils, and fluorescent lights are performed prior to the start of renovation for the proposed project. Any hazardous materials so discovered would be abated according to federal, State, and local laws and regulations. The implementation of this mitigation measure would reduce the potential impact to a less-than-significant level.

2. Impact – Contaminated Soil

a) Potentially Significant Impact

The EIR finds that the Project would result in a significant impact related to contaminated soil on-site.

b) Mitigation Measure 3(a) and Conclusion

The Planning Commission finds the potentially significant impacts listed above would be reduced to a less-than-significant level with implementation of Mitigation Measure 3(a), S-64, Hazards (Contaminated Soil), as follows:

Mitigation Measure 3(a): Hazards (Contaminated Soil).

Step 1: Preparation of Site Mitigation Plan:

The project sponsor shall prepare a Site Mitigation Plan (SMP) for both project sites. The SMP for both sites shall include a discussion of the level of contamination of soils on the project sites and mitigation measures for managing contaminated soils on the sites, including, but not limited to: 1) the alternatives for managing contaminated soils on the sites (e.g., encapsulation, partial or complete removal, treatment, recycling for reuse, or a combination); 2) the preferred alternative for managing contaminated soils on the sites and a brief justification; 3) the specific practices to be used to separate, handle, haul, and dispose of contaminated soils on the sites; 4) health and safety procedures to minimize worker and public exposure to hazardous materials during construction; and 5) measures to mitigate the long-term environmental and health and safety risks caused by the presence of contaminants in the soil. The SMP shall be submitted to the DPH for

review and approval. A copy of the SMP shall be submitted to the Planning Department to become part of the case file.

Step 2: Handling, Hauling, and Disposal of Contaminated Soils:

(a) Specific Work Practices. The construction contractor shall be alert for the presence of such soils during excavation and other construction activities on the sites (detected through soil odor, color, and texture and results of on-site soil testing), and shall be prepared to separate, handle, profile (i.e., characterize), and dispose of such soils appropriately (i.e., as dictated by local, state, and federal regulations, including OSHA lead-safe work practices) when such soils are encountered on the sites.

(b) Dust Suppression. Soils exposed during excavation for site preparation and project construction activities shall be kept moist throughout the time they are exposed, both during and after work hours.

(c) Surface Water Runoff Control. Where soils are stockpiled, visqueen shall be used to create an impermeable liner, both beneath and on top of the soils, with a berm to contain any potential surface water runoff from the soil stockpiles during inclement weather.

(d) Soils Replacement. If necessary, clean fill or other suitable material(s) shall be used to bring portions of the project sites, where contaminated soils have been excavated and removed, up to construction grade.

(e) Hauling and Disposal. Contaminated soils shall be hauled off the project sites by waste hauling trucks appropriately certified with the State of California and adequately covered to prevent dispersion of the soils during transit, and shall be disposed of at a permitted hazardous waste disposal facility registered with the State of California.

Step 3: Preparation of Closure/Certification Report

After excavation and foundation construction activities are completed, the project sponsor shall prepare and submit a closure/certification report to DPH for review and approval. The closure/certification report shall include the mitigation measures in the SMP for handling and removing contaminated soils from the project sites, whether the construction contractor modified any of these mitigation measures, and how and why the construction contractor modified those mitigation measures.

3. Impact – Underground Storage Tanks

a) Potentially Significant Impact

The EIR finds that the Project may contain underground storage tanks (USTs), which could contaminate soils and groundwater during excavation, resulting in a significant hazards impact for the Project.

b) Mitigation Measure 3(b) and Conclusion

The Planning Commission finds the potentially significant impacts listed above would be reduced to a less-than-significant level with implementation of Mitigation Measure 3(b), S-66, Hazards (Underground Storage Tanks), as follows:

Mitigation Measure 3(b): Hazards (Underground Storage Tanks). The project sponsor shall investigate whether an UST (underground storage tank) is associated with the uncovered pipe that enters the subsurface vertically in the paving along Brannan Street at the Brannan Site, in parking space 13 near the electrical transformer. The investigation at the Project Site shall use backhoe test pits if necessary to assess whether any USTs remain at the site. Any USTs so discovered shall be abated, and any contaminated soils so discovered shall be remediated, according to federal, state, and local laws and regulations, and in conformity with Mitigation Measure 3a above.

IV. Significant Impacts That Cannot Be Avoided or Reduced to a Less Than Significant Level

Finding: Based on substantial evidence in the whole record of these proceedings, the Planning Commission finds that, where feasible, changes or alterations can and should be incorporated into the Project to reduce the significant environmental impacts listed below as identified in the FEIR. The Planning Commission determines that the following significant impacts on the environment, as reflected in the FEIR, are unavoidable, but under Public Resources Code Section 21081(a)(3) and (b), and CEQA Guidelines 15091(a)(3), 15092(b)(2)(B), and 15093, the City determines that the impacts are acceptable due to the overriding considerations described in Section VII below. This finding is supported by substantial evidence in the record of this proceeding.

A. Land Use

1. Impact – Cumulative PDR Land Supply Impact (Impact C-LU-4)

a) Potentially Significant Impact

The EIR finds that the Project would demolish existing PDR space and its non-PDR land uses would preclude future PDR use on the Project Site.

b) Conclusion

Because the EN FEIR did not identify feasible mitigation measures for reducing or avoiding this cumulative PDR land supply impact, Draft EIR p. 89, the Planning Commission finds that no feasible mitigation measures have been identified for the Project's cumulatively considerable contribution to the Eastern Neighborhood project's significant and unavoidable PDR land supply impact, and the Project's contribution would be significant and unavoidable.

B. Transportation and Circulation

1. Impact –Traffic Impact at Intersection of Division/Brannan/Potrero/Tenth (Impact TR-55)

a) Potentially Significant Impact

The EIR finds that implementation of the Project would result in a significant traffic impact at the signalized intersection of Division/Brannan/Potrero/Tenth.

b) Conclusion

As set forth in the Draft EIR, p. 178, traffic lane capacity at this intersection has been maximized, and providing additional travel lanes to mitigate impacts would require substantial reductions in sidewalk widths, which would be inconsistent with the transit and pedestrian environment encouraged by the City of San Francisco. Additionally, signal timing adjustments would be infeasible due to traffic, transit and pedestrian signal timing requirements. Accordingly, the Planning Commission finds that no feasible mitigation measures have been identified to reduce this impact to a less than significant level. Therefore, the Project related traffic impact at the intersection of Division/Brannan/Potrero/Tenth would remain significant and unavoidable.

2. Impact – Traffic Impact at Intersection of Eighth/Brannan (Impact TR-56)

a) Potentially Significant Impact

The EIR finds that implementation of the Project would result in a significant traffic impact at the signalized intersection of Eighth/Brannan.

b) Conclusion

As set forth in the Draft EIR, p. 178, traffic lane capacity at this intersection has been maximized, and providing additional travel lanes to mitigate impacts would require substantial reductions in sidewalk widths, which would be inconsistent with the transit and pedestrian environment encouraged by the City of San Francisco. Additionally, signal timing adjustments would be infeasible due to traffic, transit and pedestrian

signal timing requirements. Accordingly, the Planning Commission finds that no feasible mitigation measures have been identified to reduce this impact at the intersection to a less than significant level. Therefore, Project-related traffic impacts at the intersection of Eighth/Brannan would remain significant and unavoidable.

3. Impact – Cumulative Traffic Impact at Intersection of Division/Brannan/Potrero/Tenth (Impact C-TR-66)

a) Potentially Significant Impact

The EIR finds that implementation of the Project, in combination with other foreseeable projects, would result in a significant cumulative traffic impact at the intersection of Division/Brannan/Potrero/Tenth under 2025 Cumulative conditions.

b) Conclusion

As set forth in the Draft EIR, p. 207, traffic lane capacity at this intersection has been maximized, and providing additional travel lanes to mitigate impacts would require substantial reductions in sidewalk widths, which would be inconsistent with the transit and pedestrian environment encouraged by the City of San Francisco. Additionally, signal timing adjustments would be infeasible due to traffic, transit and pedestrian signal timing requirements. Accordingly, the Planning Commission finds that no feasible mitigation measures have been identified to reduce this impact at the intersection to a less than significant level. Therefore, the Project's cumulative traffic impacts at the intersection of Division/Brannan/Potrero/Tenth would be significant and unavoidable.

4. Impact – Cumulative Traffic Impact at Intersection of Eighth/Brannan (Impact C-TR-67)

a) Potentially Significant Impact

The EIR finds that implementation of the Project, in combination with other foreseeable projects, would result in a significant cumulative traffic impact at the intersection of Eighth/Brannan under 2025 Cumulative conditions.

b) Conclusion

As set forth in the Draft EIR, p. 208, traffic lane capacity at this intersection has been maximized, and providing additional travel lanes to mitigate impacts would require substantial reductions in sidewalk widths, which would be inconsistent with the transit and pedestrian environment encouraged by the City of San Francisco. Additionally, signal timing adjustments would be infeasible due to traffic, transit and pedestrian signal timing requirements. Accordingly, the Planning Commission finds that no

feasible mitigation measures have been identified to reduce this impact at the intersection to a less than significant level. Therefore, the Project's cumulative traffic impacts at the intersection of Eighth/Brannan would be significant and unavoidable.

5. Impact – Cumulative Traffic Impact at Intersection of Seventh/Townsend (Impact C-TR-68)

a) Potentially Significant Impact

The EIR finds that implementation of the Project, in combination with other foreseeable projects, would result in a significant cumulative traffic impact at the intersection of Seventh/Townsend under 2025 Cumulative conditions.

b) Conclusion

As set forth in the Draft EIR, p. 208, sufficient roadway pavement is not available to provide additional travel lanes and providing additional travel lanes would require substantial reductions in sidewalk widths, which would be inconsistent with the transit and pedestrian environment encouraged by the City of San Francisco. Accordingly, the Planning Commission finds that no feasible mitigation measures have been identified to reduce this impact at the intersection to a less than significant level. Therefore, the Project's cumulative traffic impacts at the intersection of Seventh/Townsend would be significant and unavoidable.

6. Impact – Cumulative Traffic Impact at Intersection of Sixteenth/Kansas/Henry Adams (Impact C-TR-69)

a) Potentially Significant Impact

The EIR finds that implementation of the Project, in combination with other foreseeable projects, would result in a significant cumulative traffic impact at the intersection of Sixteenth/Kansas/Henry Adams under 2025 Cumulative conditions.

b) Conclusion

As set forth in the Draft EIR, p. 209, sufficient roadway pavement is not available to provide additional travel lanes and providing additional travel lanes would require substantial reductions in sidewalk widths, which would be inconsistent with the transit and pedestrian environment encouraged by the City of San Francisco. Accordingly, the Planning Commission finds that no feasible mitigation measures have been identified to reduce this impact at the intersection to a less than significant level. Therefore, the Project's cumulative traffic impacts at the intersection of Sixteenth/Kansas/Henry Adams would be significant and unavoidable.

7. Impact – Cumulative Traffic Impact at Intersection of Division/Rhode Island (Impact C-TR-70)

a) Potentially Significant Impact

The EIR finds that implementation of the Project, in combination with other foreseeable projects, would result in a significant cumulative traffic impact at the intersection of Division/Rhode Island under 2025 Cumulative conditions.

b) Mitigation Measure M-C-TR-38 and Conclusion

The Planning Commission finds the potentially significant impacts listed above would be reduced to a less-than-significant level by implementation of Mitigation Measure M-C-TR-38, p. 210, which could require the intersection to be signalized, but that implementation of Mitigation Measure M-C-TR-38 is uncertain and, therefore, the Project's contribution to this cumulative impact remains significant and unavoidable:

M-C-TR-38: Signalization of the Intersection of Division/Rhode Island. To mitigate poor operating conditions at this intersection, the intersection could be signalized. With signalization, the intersection would operate at LOS B during the 2025 Cumulative weekday p.m. peak hour conditions. Due to the proximity of this intersection to the intersection of Eighth/Townsend/Division/Henry Adams, improvements at Division/Rhode Island must be coordinated with any improvements implemented by Mission Bay.

If SFMTA determines that signalization is appropriate for the intersection of Division/Rhode Island, the project sponsor shall pay a fair share contribution towards the costs of design and implementation of the signal. Based on the 2025 Cumulative conditions, the proposed project-generated traffic, together with the traffic generated by the One Henry Adams project, represents 14 percent of the growth in weekday p.m. peak hour traffic volumes (119 proposed project vehicles, and an increase of 853 weekday p.m. peak hour vehicles between existing and 2025 Cumulative conditions). The amount and schedule for payment shall be set forth in a Traffic Mitigation Agreement between the project sponsor and SFMTA.

Implementation of this Mitigation Agreement and the proposed project's contribution to the fair share of the intersection improvements would reduce the project's cumulative impact at this intersection to a less-than-significant level. However, due to the uncertainty that SFMTA would recommend signalizing the Division/Rhode Island intersection, and that the details of the Mitigation Agreement are not available at this time, the proposed project's cumulative traffic impact at the intersection of Division/Rhode Island would therefore, be considered significant and unavoidable.

C. Air Quality

1. Impact – Operational Criteria Air Pollutant Emissions (Impact AQ-4)

a) Potentially Significant Impact

The EIR finds that operation of the Project would violate air quality standards with respect to, or generate a cumulatively considerable increase in criteria air pollutants.

b) Conclusion

As set forth in the Draft EIR, p. 275, the project's "green" building components and compliance with the City's regulations with respect to GHG emissions produced by the Project would reduce some sources of criteria air pollutants. However, given that the majority of emissions are associated with vehicle trips, such emissions would not be reduced to below the BAAQMD thresholds of significance and no additional feasible mitigation measures have been identified to further reduce such emissions. Accordingly, the Planning Commission finds that no feasible mitigation measures have been identified for operational criteria air pollutant emissions exceedances for the Project. As a result, regional criteria air pollutant emissions would be a significant and unavoidable impact under the Project.

2. Impact – Cumulative Operational Criteria Air Pollutant Emissions (Impact C-AQ-5)

a) Potentially Significant Impact

The EIR finds that operation of the Project would violate air quality standards, resulting in a cumulative impact with respect to criteria air pollutants.

b) Conclusion

As set forth in Section 1(b) (Impact AQ-4) above, because the mitigating features of the Project would not reduce impacts of the Project to a less-than-significant level with certainty, the Planning Commission finds that no feasible mitigation measures have been identified for the Project's cumulative operational criteria air pollutant emissions exceedances. As a result, the Project's cumulative operational criteria air pollutant emissions impacts would be significant and unavoidable.

3. Impact – Construction Health Risk (Impact AQ-7)

a) Potentially Significant Impact

The EIR finds that construction of the Project would expose sensitive receptors to substantial levels of PM2.5 and other TACs, including DPM, resulting in increased health risk.

b) Mitigation Measure M-AQ-7 and Conclusion

The Planning Commission finds the potentially significant impacts listed above would not be reduced to a less-than-significant impact by implementation of Mitigation Measure M-AQ-7, pp. 277 - 278, which would require the project sponsor to include a requirement for certain BAAQMD-recommended measures in Project construction contract specifications, as follows:

M-AQ-7: Construction Health Risk – TACs, Including PM2.5 and DPM. To reduce the potential health risk resulting from exposure to construction-related TAC exhaust emissions, including DPM, under the proposed project, the project sponsor shall include a requirement for the following BAAQMD-recommended measures in project construction contract specifications:

- Prohibit use of diesel generators when it is possible to plug into the electric grid.
- Use of Tier 3 equipment for all equipment where tier 3 is available and best available control technology.
- All on-road haul trucks utilized during construction would be model year 2007 or later and equipped with diesel particulate filters or newer engines.
- All construction equipment, diesel trucks, and generators shall be equipped with Best Available Control Technology for emission reductions of NOx and PM; and
- All contractors shall use equipment that meets ARB's most recent certification standard for off-road heavy-duty diesel engines.

The implementation of Mitigation Measure M-AQ-7, as well as compliance with San Francisco's Clean Construction Ordinance could potentially reduce the construction health risk impacts. However, the effectiveness of these mitigation measures in reducing health risks is unknown at this time. Since it cannot be stated with certainty that cancer risk, non-cancer, or PM2.5 concentrations would be reduced to below the BAAQMD-recommended significance thresholds, this impact is conservatively judged as significant and unavoidable for the proposed project.

4. Impact – Operational Health Risk (Impact AQ-8)

a) Potentially Significant Impact

The EIR finds that operation of the Project would expose sensitive receptors to substantial levels of air pollutants from roadway mobile sources and stationary sources, including PM2.5 and other TACs associated with cancer and non-cancer health risks, which would exceed the BAAQMD project-level cancer risk threshold of significance of 10 in one million.

b) Mitigation Measure M-AQ-8 and Conclusion

The Planning Commission finds the potentially significant impacts listed above would not be reduced to a less-than-significant impact by implementation of Mitigation Measure M-AQ-8, p. 285, which would require the project sponsor to install a filtration system as required by DPH, as follows:

M-AQ-8: Operational Health Risk – TACS, Including PM2.5. To minimize residents' exposure to TAC-related health risks while indoors, the project sponsor has indicated that the proposed project would install the filtration system as required by DPH with a system whose air intake is located on the roof of the building and capable of removing 80 percent of PM2.5. The intake for the filtered air handling systems for the residential building at the 801 Brannan site shall be located to minimize exposure of residents to diesel particulate, TOG and PM2.5. Minimum exposure will be accomplished by placing filters as close as possible to the northern corner of the structures at the 801 Brannan site (Brannan Street side, towards Seventh Street). Based on the risk calculation results reflecting these locations for air intake, the cumulative cancer risk in at this location would range from 59/million to 96/million, which is 40-63% lower than the maximally exposed individual (MEI) risk of 159/million.

However, the mitigation measure would not improve outdoor air quality. The air filtration systems, together with strategic location of air intakes, would reduce the cancer risk for exposure while indoors substantially. When incorporating the implementation of air filtration systems at each site, indoor risks at the 801 Brannan site would decrease to 11.8-19.2/million for cancer after mitigation. However, health risk impacts under either the project, are conservatively judged to remain significant after mitigation.

5. Impact – Cumulative Health Risk (Impact C-AQ-9)

a) Potentially Significant Impact

The EIR finds that operation of the Project would expose sensitive receptors to substantial levels of air pollutants from roadway mobile sources and stationary sources, including PM2.5 and other TACs associated with cancer, and non-cancer health risks,

which would exceed the BAAQMD cumulative cancer risk threshold of significance of 100 in one million.

b) Mitigation Measure M-AQ-8 and Conclusion

The Planning Commission finds the potentially significant impacts listed above would not be reduced to a less-than-significant level by implementation of Mitigation Measure M-AQ-8 discussed above.

V. Why Recirculation is Not Required

Finding: For the reasons set forth below and elsewhere in the Administrative Record, none of the factors are present which would necessitate recirculation of the Final EIR under CEQA Guideline Section 15088.5 or the preparation of a subsequent or supplemental EIR under CEQA Guideline Section 15162. The Responses to Comments document thoroughly addressed all public comments that the Planning Department received on the Draft EIR. In response to these comments, the Planning Department added new and clarifying text to the EIR. New text was also added to describe Variant 3 (the Proposed Project) and explain how the Draft EIR adequately analyzed the potential impacts of Variant 3.

The Responses to Comments document, which is incorporated herein by reference, analyzed all of these changes, and determined that these changes did not constitute new information of significance that would alter any of the conclusions of the EIR.

Based on the information set forth above and other substantial evidence in light of the whole record on the Final EIR, the Commission determines that the Project is within the scope of project analyzed in the Final EIR; (2) approval of Project will not require important revisions to the Final EIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects; (3) no substantial changes have occurred with respect to the circumstances under which the Project are undertaken which would require major revisions to the Final EIR due to the involvement of new significant environmental effects, or a substantial increase in the severity of effects identified in the Final EIR; and (4) no new information of substantial importance to the Project has become available which would indicate (a) the Project or the approval actions will have significant effects not discussed in the Final EIR, (b) significant environmental effects will be substantially more severe; (c) mitigation measures or alternatives found not feasible which would reduce one or more significant effects have become feasible; or (d) mitigation measures or alternatives which are considerably different from those in the Final EIR would substantially reduce one or more significant effects on the environment. Consequently, there is no need to recirculate the Final EIR under CEQA Guideline 15088.5 or the preparation of a subsequent or supplemental EIR under CEQA Guideline Section 15162.

VI. Evaluation of Project Alternatives

This Section describes the alternatives analyzed in the EIR and the reasons for rejecting the alternatives. This Section also outlines the proposed Project's (for purposes of this section, "Project") purposes (the "Project objectives"), describes the components of the alternatives, and explains the rationale for selecting or rejecting alternatives.

CEQA mandates that an EIR evaluate a reasonable range of alternatives to the project, which would "feasibly attain most of the basic objectives of the project, but would avoid or substantially lessen effects of the project, and evaluate the comparative merits of the project." (CEQA Guidelines, Section 15126.6(a)).

CEQA requires that every EIR evaluate a "No Project" alternative as part of the range of alternatives analyzed in the EIR. The 1 Henry Adams Project EIR's No Project analysis was prepared in accordance with CEQA Guidelines Sections 15126.6(e)(3)(A) and (C).

Alternatives provide a basis of comparison to the Project in terms of beneficial, significant, and unavoidable impacts. This comparative analysis is used to consider reasonable feasible ways to avoid or substantially lessen the significant environmental consequences of the Project.

A. Project Objectives

As stated on Draft EIR pp. 9 - 10, the Project objectives for the proposed Project are as follows:

- Construct a high quality, mixed-use residential and retail project to meet the demands of the expanding San Francisco economy and growth in the project area.
- Provide a mix of residential use with ground-floor retail businesses that would enliven the streets and contribute to a safe, active, and vibrant Showplace Square neighborhood.
- Maximize the site's potential to produce high-density residential housing to help alleviate the housing shortage in the City, create open space, pedestrian, and circulation improvements in the neighborhood, and increase the affordable housing supply in accordance with City requirements.
- Provide, through a land dedication, an opportunity for the Mayor's Office of Housing to construct an affordable housing project on the 801 Brannan site.
- Provide a reasonable amount of parking to meet the anticipated needs of new residents and retail businesses, while replacing the amount of parking necessary to meet existing contractual obligations serving neighboring businesses.

- Develop a project that is consistent with and enhances the existing scale and urban design character of the area.
- Construct a high-quality development project that is able to attract investment capital and construction financing and produces a reasonable return on investment.

B. Reasons for Selection of the Project

The EIR analyzes the following alternatives:

- No Project Alternative (Alternative A);
- Reduced Project Alternative (Alternative B); and
- Mixed Residential and PDR (Alternative C).

These alternatives are discussed in greater detail in Chapter VII of the EIR: Alternatives to the Proposed Project.

C. Alternatives Rejected and Reasons for Rejection

The Planning Commission hereby approves Variant 3 as the preferred project and rejects the alternatives set forth in the FEIR and listed below because the Planning Commission finds that there is substantial evidence, including evidence of economic, legal, social, technological, and other considerations described in this Section in addition to those described in Section VII below under CEQA Guidelines 15091(a)(3), that make such alternatives infeasible.

1. No Project Alternative (Alternative A)

The No Project Alternative, with respect to the 801 Brannan Street Project, would involve no development at the 801 Brannan Project Site. The existing 137,000 square foot, 33-foot-high Concourse Exhibition Center and surface parking lot would remain intact. Accordingly, the No Project Alternative would fail to create a mixed-use apartment community that would not only contribute to the City’s housing supply but also respect the neighborhood and context in which it is being built.

The No Project Alternative would not be desirable nor meet the Project objectives for the following reasons.

Under the No Project Alternative housing units (including a range of unit types) and neighborhood-serving retail uses would not be developed. Accordingly, the City’s supply of housing would not be enhanced and the capacity of the Plan Area to accommodate future opportunities for resident employment would not be increased. In order to meet the City’s demand for housing supply, development would thus have to be directed to sites in other parts of the City less suited to accommodate such development. Thus, the No Project Alternative

would limit the housing and economic growth of the City more than the Project and preclude a development that would provide substantial net benefits and minimize undesirable consequences to the City and its residents.

Goals for enhancing the urban form, visual character and recreation and open spaces would not be met as the publicly accessible open spaces and landscaping features proposed as part of the Project would not be constructed under the No Project Alternative. The Project would provide ample open space including publicly accessible open space, in the form of two landscaped mid-block passages and an at-grade courtyard, and common useable open space, in the form of a podium level courtyard. These open spaces would be landscaped and would include a variety of amenities including trees, bike racks, garden benches, patios and built in furniture elements. Additionally, the Project will also include the publicly accessible Bluxome Alley which would also provide a variety of amenities including trees, vine plantings and a market plaza which will host a temporary and occasional market on days and times to be determined by the project sponsor. The No Project Alternative would include none of these features and amenities that would provide a benefit to the surrounding community.

The No Project Alternative would fail to advance most of the objectives, goals and policies of the General Plan and the Showplace Square/Potrero Area Plan as it would not develop a mixed-use project with a mix of uses and services serving local needs. Additionally, the No Project Alternative would not dedicate a portion of the 801 Brannan Street site to the City for the future development by MOH of up to 150 affordable housing units. Thus, the No Project Alternative would not contribute to the City's affordable housing supply.

The No Project Alternative would also fail to meet any of the Project Sponsor's objectives. It would not create a high quality, mixed-use residential and retail project or provide a project that is consistent with and enhances the existing scale and urban design character of the area. It would also fail to construct a high-quality development project that would enliven the streets and contribute to a safe, active and vibrant Showplace Square neighborhood.

For the reasons listed above and in Section VII, Statement of Overriding Considerations, the Planning Commission hereby rejects the No Project Alternative.

2. Reduced Project Alternative (Alternative B)

Under the Reduced Project Alternative, the Project would be reduced in height from 68 feet to 40 feet. As a result, approximately 74 fewer dwelling units would be provided, for a total of 358 dwelling units. This would amount to a 17% reduction in the total units as compared to the Project. Additionally, the Reduced Project Alternative would include 26,518 square feet less of ground floor retail/commercial space. Also, under this alternative, there would be no land dedication to the City for the future construction of up to 150 affordable housing units by MOH; rather, a fewer number of on-site affordable units would be developed at the Project Site. Accordingly, in comparison to the 205 affordable housing units proposed with the Project and

the One Henry Adams Project, this alternative would include a total of only 60 affordable housing units.

Under the Reduced Project Alternative, all of the off-street parking spaces would be provided in a basement level parking garage. Consequently, this alternative would require excavation of 47,300 cubic yards of soil as compared to excavation of 2,612 cubic yards for the Project.

The Reduced Project Alternative would not be desirable nor meet the Project objectives for the following reasons:

Although the Reduced Project Alternative would still include the same use types as the Project, it would include a substantial reduction in ground floor retail space and the total number of residential units at the Project Site, including 145 fewer affordable housing units than the Project and the One Henry Adams project. This would diminish San Francisco's ability to accommodate projected housing demand and neighborhood serving retail uses in existing urban areas adequately served by public transit and to provide for opportunities for new housing development, particularly affordable housing. As a result, the goals, policies and objectives of the General Plan and the Area Plan with respect to Housing and Transportation, and the UMU districts goal of encouraging intensive residential development with ground-floor retail would be met to a lesser degree than under the Project and development would have to be directed to additional less desirable sites, such as greenfield sites, to meet this demand. This would in turn increase traffic and related transportation impacts.

Because the Reduced Project Alternative would have fewer residential units than the Project, it would have incrementally less intensive environmental effects when compared to the Project. Nonetheless, similar to the Project, the Reduced Project Alternative would have a cumulatively considerable contribution to the EN project's significant and unavoidable cumulative PDR land supply impact. Additionally, due to the amount of excavation required, this alternative would have greater impacts on archeology and human remains, geology and soils, hydrology and water quality, and hazards and hazardous materials than the Project. Also, like the Project, other impacts related to land use, aesthetics, cultural and paleontological resources, transportation, air quality and greenhouse gas emissions would be less than significant under the Reduced Project Alternative, with mitigation where applicable as identified in the Draft EIR.

The Reduced Project Alternative would thus be less consistent than the Project with many of the objectives and goals of the General Plan and Area Plan.

The Reduced Project Alternative would meet the Project Sponsor's objectives to a lesser degree than the Project. Although the Reduced Project Alternative would still include construction of a mixed-use residential project with ground-floor retail and associated parking, it would not meet the project objective to maximize the Project Site's potential to provide high-density infill housing in Showplace Square. Additionally, the Reduced Project Alternative would meet to a

lesser degree than the Project, the Project Sponsor's objective to increase the City's affordable housing supply. The Reduced Project Alternative is also less likely to attract investment capital and construction financing and produce a reasonable return on investment.

For the reasons listed above and in Section VII, Statement of Overriding Considerations, the Planning Commission hereby rejects the Reduced Project Alternative.

3. Mixed Residential and PDR Alternative (Alternative C)

Under the Mixed Residential and PDR Alternative, the Project would be reduced in height from 68 feet to 50 feet and would include approximately 226,875 square feet of PDR/Showroom space on the ground floor and half of the second floor. As a result, approximately 168 fewer dwelling units would be provided, for a total of 264 dwelling units. This would amount to a 39% reduction in the total units as compared to the Project. Additionally, the Mixed Residential and PDR Alternative would not include any ground floor retail/commercial space and also would not include the land dedication to the City for the future construction of 150 affordable housing units by MOH; rather, a fewer number of on-site affordable units would be developed at the Project Site. Accordingly, in comparison to the 205 affordable housing units proposed with the Project and the One Henry Adams Project, this alternative would include a total of only 32 affordable housing units.

This alternative would also involve approximately 71,000 cubic yards (as compared to 2,612 cubic yards for the Project) of excavation at the Project site to accommodate a basement-level parking garage that would include 557 parking spaces.

The Mixed Residential and PDR Alternative would not be desirable nor meet the Project objectives for the following reasons.

Because the Mixed Residential and PDR Alternative would include a substantial reduction in the total number of residential units at the Project Site, including 173 fewer affordable housing units, it would diminish the Project's contribution to the City's supply of housing, including affordable housing, and would diminish San Francisco's ability to accommodate projected housing demand to existing urban areas adequately served by public transit. Additionally, because the Mixed Residential and PDR Alternative would not include any ground floor retail uses, it would diminish San Francisco's ability to provide for new neighborhood-serving businesses. As a result, the goals, policies and objectives of the General Plan with respect to Housing and Transportation, and the UMU districts goal of encouraging intensive residential development with ground-floor retail would be met to a lesser degree than under the Project and development would have to be directed to additional less desirable sites, such as greenfield sites, to meet this demand. This would in turn increase traffic and related transportation impacts.

Because the Mixed Residential and PDR Alternative would include a substantial reduction in total residential space and would not include any ground floor retail space as compared to the Project, this alternative would fail to meet various land use goals of the Area Plan. These goals include strengthening and expanding the Area Plan area as a residential, mixed-use neighborhood, allowing mixed income residential development, including affordable housing and encouraging retail uses on the ground floor.

Because the Mixed Residential and PDR Alternative would include fewer residential units than the Project, it would have incrementally less intensive environmental effects when compared to the Project. However, like the Project, the Mixed Residential and PDR Alternative would have significant cultural resources impacts, significant noise impacts and significant hazards and hazardous materials impacts. As with the Project, these impacts would be less than significant with mitigation. In addition, due to the greater amount of excavation involved to accommodate the basement level parking garage, impacts on geology and soils, hydrology and water quality, and hazards and hazardous materials would be greater under the Mixed Residential and PDR Alternative than under the Project. Also, like the Project, other impacts related to land use, aesthetics, cultural and paleontological resources, transportation, air quality and greenhouse gas emissions would be less than significant under the Reduced Project Alternative, with mitigation where applicable as identified in the Draft EIR.

The Mixed Residential and PDR Alternative would also meet the Project Sponsor's objectives to a lesser degree than the Project. Because this alternative would include a substantial reduction in the number of residential units and would not include any ground floor retail uses, it would fail to construct a high quality, mixed-use residential and retail project. Also, the Mixed Residential and PDR Alternative would not maximize the Project Site's potential to produce high-density residential housing to help alleviate the housing shortage in the City nor provide a mix of residential uses with ground-floor retail businesses to enliven the streets and contribute to a safe, active and vibrant Showplace Square neighborhood. The Mixed Residential and PDR Alternative is also less likely to attract investment capital and construction financing and produce a reasonable return on investment.

For the reasons listed above and in Section VII, Statement of Overriding Considerations, the Planning Commission hereby rejects the Mixed Residential and PDR Alternative.

VII. STATEMENT OF OVERRIDING CONSIDERATIONS

Notwithstanding the significant effects noted above, pursuant to CEQA Section 21081(b) and the CEQA Guidelines Section 15093, the Planning Commission finds, after considering the EIR and based on substantial evidence in the administrative record as a whole and as set forth herein, that specific overriding economic, legal, social, and other considerations outweigh the identified significant effects on the environment. Moreover, in addition to the specific reasons discussed in Section VI above, the Planning Commission finds that the alternatives rejected

above are also rejected for the following specific economic, social, or other considerations resulting from Project approval and implementation:

A. The Project Site is currently underutilized and contains the Concourse Exhibit Hall and a surface parking lot. The Project will redevelop this underutilized site with an infill mixed-use residential project that includes a mix of land uses that would respect the surrounding Showplace Square neighborhood and bring activity to that neighborhood. This would in turn contribute to the economic, social and aesthetic qualities of the neighborhood.

B. The Project will add housing opportunities within the Showplace Square/Potrero Hill neighborhood at a density that is suitable for a intensely-developed urban context served by ample public transit and retail services. By targeting infill residential development at the Project Site, residents of the Project will be able to walk, bicycle, or take transit to commute, shop and meet other needs with less reliance on private automobiles. The Project's infill location and close proximity to public transit will also help reduce regional urban sprawl and its substantial negative regional environmental, economic, and health impacts, including air and water pollution, greenhouse gas emissions, congestion, and loss of open space and habitat.

C. The Project's proposed ground floor retail uses will help activate the streetscape and create visual interest for pedestrians. The Project will also create an attractive and pedestrian-oriented neighborhood scale of development through incorporation of superior design and superior development and architectural standards.

D. The Project's retail/commercial and residential uses will be typical of the surrounding context and will not introduce operational noises or odors that are detrimental, excessive or atypical for the area. While some temporary increase in noise can be expected during construction, this noise is limited in duration and will be regulated by the San Francisco Noise Ordinance which prohibits excessive noise levels from construction activity and limits the permitted hours of work.

E. The Project will include ample amounts of private and publicly accessible open space including two mid-block passages, an at-grade landscaped courtyard, a podium level courtyard and the two way, publicly accessible Bluxome Alley. These open spaces will substantially exceed required open space and will contain a variety of amenities including landscaping, trees, tables and seating, planters, bike racks, kitchen areas and a temporary and occasional public market.

F. The Project will introduce architecturally superior buildings and landscaping to the Eastern Neighborhoods area and Showplace Square neighborhood. The proposed building would be constructed in a style intended to embrace the existing aesthetic of the surrounding buildings and be compatible with the adjacent historic structures. Additionally, the building would be finished with a variety of exterior materials that would divide the facades both

vertically and horizontally into smaller visual elements and will also include green design features. Landscaping would also be planted and maintained in the mid-block passageways, within the at-grade and podium level courtyards and Bluxome Alley and the building would be designed to meet the Planning Department's Bird-Safe Building design guidelines.

G. By dedicating land at the 801 Brannan site to MOH for construction of approximately 150 affordable dwelling units, the Project will contribute to the supply of market-rate and affordable housing units as well as neighborhood serving retail uses within San Francisco thus promoting many objectives and policies of the General Plan, including: promoting mixed use development, developing new housing, particularly affordable housing, providing a range of unit types, promoting the construction of well-designed housing and strengthening viable neighborhood commercial areas easily accessible to city residents.

H. The Project will substantially improve the Brannan and Eighth Street frontages by creating an active street frontage and residential/retail/commercial services to serve the community and implementing sidewalk improvements consistent with the Better Streets Plan. The Project will contribute to the Eastern Neighborhoods Infrastructure Impact Fund to support the development of public infrastructure improvements in the area.

I. The Project conforms to the neighborhood character. The existing development in the area surrounding the Project Site is varied in scale and intensity and includes the 65-foot-tall, five-story Townsend Center office building at 650 Townsend Street, the 65-foot-tall, five-story office building at 600 Townsend Street, the 57-foot-tall, three-story office building at 601 Townsend Street, and the 65-foot tall, five-story office and PDR building at 888 Brannan Street. At 68 feet in height, the Project will thus be consistent with the surrounding neighborhood. Additionally, the building massing along Brannan Street is designed in a scale that is in proportion with nearby buildings in the Showplace Square neighborhood.

J. The Project will provide parking to serve the various uses proposed for the Project Site. A total of 422 parking spaces are proposed and will be provided within the at- and above-parking garages. The Project will also provide approximately 439 secure bicycle spaces on-site. These spaces are well above the Planning Code Requirement of 132 such spaces applicable to the Project. The Project will also provide five car share parking spaces in the residential garage in a location convenient to both residents and other neighbors.

L. The land use goals for the Area Plan include strengthening and expanding Showplace Square as a residential, mixed-use neighborhood. The overarching goal of the Draft Plan is to maintain the mixed-use character of the Draft Plan area and preserve existing housing while promoting new residential (including affordable housing) and resident-serving uses. The Project's 432 dwelling units and approximately 29,518 square feet of neighborhood serving retail uses will help advance these goals of the Area Plan.

Having considered these benefits of the proposed Project, including the benefits and considerations discussed above, the Planning Commission finds that the Project's benefits outweigh its unavoidable adverse environmental effects, and that the adverse environmental effects are therefore considered acceptable. The Planning Commission further finds that each of the Project benefits discussed above is a separate and independent basis for these findings.

VIII. INCORPORATION BY REFERENCE

The Final EIR is hereby incorporated into these Findings in its entirety. Without limitation, this incorporation is intended to elaborate on the scope and nature of the mitigation measures, the basis for determining the significance of impacts, the comparative analysis of alternatives, and the reasons for approving the Project in spite of the potential for associated significant and unavoidable adverse environmental effects.

EXHIBIT 2A: MITIGATION MONITORING AND REPORTING PROGRAM – 801 BRANNAN SITE

Adopted Mitigation Measures	MONITORING AND REPORTING PROGRAM			
	Responsibility for Implementation	Mitigation Schedule	Mitigation Action	Monitoring / Reporting Responsibility

MITIGATION MEASURES AGREED TO BY PROJECT SPONSOR

From the Environmental Impact Report:

CULTURAL AND PALEONTOLOGICAL RESOURCES

Mitigation Measure M-CP-2a: Archeology Testing for the 801 Brannan Site

Based on a reasonable presumption that archeological resources may be present within the 801 Brannan site, the following measures shall be undertaken to avoid any potentially significant adverse effect from the proposed project on buried or submerged historical resources. The project sponsor shall retain the services of an archeological consultant from the pool of qualified archeological consultants maintained by the Planning Department archeologist. The archeological consultant shall undertake an archeological testing program as specified herein. In addition, the consultant shall be available to conduct an archeological monitoring and/or data recovery program if required pursuant to this measure. The archeological consultant's work shall be conducted in accordance with this measure at the direction of the Environmental Review Officer (ERO). All plans and reports prepared by the consultant as specified herein shall be submitted first and directly to the ERO for review and comment, and shall be considered draft reports subject to revision until final approval by the ERO. Archeological monitoring and/or data recovery programs required by this measure could suspend construction of the project for up to a maximum of four weeks. At the direction of the ERO, the suspension of construction can be extended beyond four weeks only if such a suspension is the only feasible means to reduce to a less-than-significant level potential effects on a significant archeological resource as defined in *CEQA Guidelines* Section 15064.5 (a)(c).

Project sponsor/ archeological consultant at the direction of the Environmental Review Officer (ERO).	Prior to soil-disturbing activities.	Retain a qualified Archeological Consultant.	Project Sponsor, Archeological consultant and the ERO.	Complete when Project Sponsor retains qualified archaeological consultant.
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MONITORING AND REPORTING PROGRAM

Adopted Mitigation Measures	Responsibility for Implementation	Mitigation Schedule	Mitigation Action	Monitoring / Reporting Responsibility	Monitoring Schedule
<p><i>Consultation with Descendant Communities</i></p> <p>On discovery of an archeological site¹ associated with descendant Native Americans or the Overseas Chinese an appropriate representative² of the descendant group and the ERO shall be contacted. The representative of the descendant group shall be given the opportunity to monitor archeological field investigations of the 801 Brannan site and to consult with ERO regarding appropriate archeological treatment of the 801 Brannan site, of recovered data from the 801 Brannan site, and, if applicable, any interpretative treatment of the associated archeological site. A copy of the Final Archeological Resources Report shall be provided to the representative of the descendant group.</p>	Project sponsor/ archeological consultant at the direction of the Environmental Review Officer (ERO).	Upon discovery of an archeological site associated with descendant Native Americans or the Overseas Chinese.	Archeological consultant shall report to an appropriate representative of the descendent group and the ERO, and a copy of the FARR shall be provided to the representative of the descendent group.	Project Sponsor, Archeological consultant and the ERO.	During excavation, demolition and construction. Considered complete upon receipt of final monitoring report at completion of construction.
<p><i>Archeological Testing Program</i></p> <p>The archeological consultant shall prepare and submit to the ERO for review and approval an archeological testing plan (ATP). The archeological testing program shall be conducted in accordance with the approved ATP. The ATP shall identify the property types of the expected archeological resource(s) that potentially could be adversely affected by the proposed project, the testing method to be used, and the locations recommended for testing. The purpose of the archeological testing program will be to determine to the extent possible the presence or absence of archeological resources and to identify and to evaluate whether any archeological resource encountered on the 801 Brannan site constitutes an historical resource under CEQA.</p>	Project sponsor/ archeological consultant at the direction of the ERO.	Prior to soil-disturbing activities.	Prepare and submit draft Archeological Testing Plan (ATP)	Archaeological consultant and the ERO.	After consultation with and approval by ERO of AMP.
<p>At the completion of the archeological testing program, the archeological consultant shall submit a written report of the findings to the ERO. If based on the archeological testing program the archeological consultant finds that significant archeological resources may be present, the ERO in consultation with the archeological consultant shall determine if additional measures are warranted. Additional measures that may be undertaken include</p>	Project sponsor/ archeological consultant at the direction of the	After completion of the Archeological Testing	Archeological consultant shall submit report of the findings of the	Archaeological consultant and the ERO.	Considered complete on submittal to ERO of report on ATP

¹ The term “archeological site” is intended here to minimally include any archeological deposit, feature, burial, or evidence of burial.

² An “appropriate representative” of the descendant group is here defined to mean, in the case of Native Americans, any individual listed in the current Native American Contact List for the City and County of San Francisco maintained by the California Native American Heritage Commission and in the case of the Overseas Chinese, the Chinese Historical Society of America.

MONITORING AND REPORTING PROGRAM

Adopted Mitigation Measures	Responsibility for Implementation	Mitigation Schedule	Mitigation Action	Monitoring / Reporting Responsibility	Monitoring Schedule
<p>additional archeological testing, archeological monitoring, and/or an archeological data recovery program. If the ERO determines that a significant archeological resource is present and that the resource could be adversely affected by the proposed project, at the discretion of the project sponsor either:</p> <p>A) The proposed project shall be re-designed so as to avoid any adverse effect on the significant archeological resource; or</p> <p>B) A data recovery program shall be implemented, unless the ERO determines that the archeological resource is of greater interpretive than research significance and that interpretive use of the resource is feasible.</p>	ERO.	Program.	Archeological Testing Program to the ERO.		findings.
<p><i>Archeological Monitoring Program</i></p> <p>If the ERO in consultation with the archeological consultant determines that an archeological monitoring program shall be implemented the archeological monitoring program (AMP) shall minimally include the following provisions:</p> <ul style="list-style-type: none"> The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the AMP reasonably prior to any project-related soils disturbing activities commencing. The ERO in consultation with the archeological consultant shall determine what project activities shall be archeologically monitored. In most cases, any soils-disturbing activities, such as demolition, foundation removal, excavation, grading, utilities installation, foundation work, driving of piles (foundation, shoring, etc.), site remediation, etc., shall require archeological monitoring because of the risk these activities pose to potential archeological resources and to their depositional context; The archeological consultant shall advise all project contractors to be on the alert for evidence of the presence of the expected resource(s), of how to identify the evidence of the expected resource(s), and of the appropriate protocol in the event of apparent discovery of an archeological resource; The archeological monitor(s) shall be present on the 801 Brannan site according to a schedule agreed upon by the archeological consultant and the ERO until the ERO has, in 	Project sponsor/ archeological consultant / archeological monitor/ construction contractor(s), at the direction of the ERO.	ERO & archeological consultant shall meet prior to commencement of soil-disturbing activity. If the ERO determines that an Archeological Monitoring Program is necessary, monitor throughout all soil-disturbing activities.	Implement Archeological Monitoring Program (AMP) Monitor throughout all soils-disturbing activities.	Archaeological consultant and the ERO.	Considered complete on finding by ERO that AMP implemented.
<ul style="list-style-type: none"> The archeological consultant shall advise all project contractors to be on the alert for evidence of the presence of the expected resource(s), of how to identify the evidence of the expected resource(s), and of the appropriate protocol in the event of apparent discovery of an archeological resource; The archeological monitor(s) shall be present on the 801 Brannan site according to a schedule agreed upon by the archeological consultant and the ERO until the ERO has, in 	Archeological Consultant.	Advises project contractor(s).	Notify ERO if intact archeological deposit is encountered.		

MONITORING AND REPORTING PROGRAM

Adopted Mitigation Measures	Responsibility for Implementation	Mitigation Schedule	Mitigation Action	Monitoring / Reporting Responsibility	Monitoring Schedule
<p>consultation with project archeological consultant, determined that project construction activities could have no effects on significant archeological deposits;</p> <ul style="list-style-type: none"> The archeological monitor shall record and be authorized to collect soil samples and artifactual/ecofactual material as warranted for analysis; If an intact archeological deposit is encountered, all soils-disturbing activities in the vicinity of the deposit shall cease. The archeological monitor shall be empowered to temporarily redirect demolition/excavation/pile driving/construction activities and equipment until the deposit is evaluated. If in the case of pile driving activity (foundation, shoring, etc.), the archeological monitor has cause to believe that the pile driving activity may affect an archeological resource, the pile driving activity shall be terminated until an appropriate evaluation of the resource has been made in consultation with the ERO. The archeological consultant shall immediately notify the ERO of the encountered archeological deposit. The archeological consultant shall make a reasonable effort to assess the identity, integrity, and significance of the encountered archeological deposit, and present the findings of this assessment to the ERO. <p>Whether or not significant archeological resources are encountered, the archeological consultant shall submit a written report of the findings of the monitoring program to the ERO. .</p>	<p>Archeological Consultant.</p>				
<p><i>Archeological Data Recovery Program</i></p> <p>The archeological data recovery program shall be conducted in accord with an archeological data recovery plan (ADRP). The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the ADRP prior to preparation of a draft ADRP. The archeological consultant shall submit a draft ADRP to the ERO. The ADRP shall identify how the proposed data recovery program will preserve the significant information the archeological resource is expected to contain. That is, the ADRP will identify what scientific/historical research questions are applicable to the expected resource, what data classes the resource is expected to possess, and how the expected data classes would address the applicable research questions. Data recovery, in general, should be limited to the portions of the historical property that could be adversely affected by the proposed project. Destructive data recovery methods shall not be applied to portions of the archeological resources if nondestructive methods are practical.</p>	<p>Archeological consultant at the direction of the ERO.</p>	<p>If there is a determination that an ADRP program is required.</p>	<p>Prepare an Archeological Data Recovery Plan (ADRP). Scope determined in consultation with the ERO.</p>	<p>Archeological consultant and the ERO.</p>	<p>Complete upon review and approval of a final ADRP.</p>

MONITORING AND REPORTING PROGRAM

Adopted Mitigation Measures	Responsibility for Implementation	Mitigation Schedule	Mitigation Action	Monitoring / Reporting Responsibility	Monitoring Schedule
<p>The scope of the ADRP shall include the following elements:</p> <ul style="list-style-type: none"> • <i>Field Methods and Procedures.</i> Descriptions of proposed field strategies, procedures, and operations. • <i>Cataloguing and Laboratory Analysis.</i> Description of selected cataloguing system and artifact analysis procedures. • <i>Discard and Deaccession Policy.</i> Description of and rationale for field and post-field discard and deaccession policies. • <i>Interpretive Program.</i> Consideration of an on-site/off-site public interpretive program during the course of the archeological data recovery program. • <i>Security Measures.</i> Recommended security measures to protect the archeological resource from vandalism, looting, and non-intentionally damaging activities. • <i>Final Report.</i> Description of proposed report format and distribution of results. • <i>Curation.</i> Description of the procedures and recommendations for the curation of any recovered data having potential research value, identification of appropriate curation facilities, and a summary of the accession policies of the curation facilities. 					
<p><i>Human Remains and Associated or Unassociated Funerary Objects</i></p> <p>The treatment of human remains and of associated or unassociated funerary objects discovered during any soils disturbing activity shall comply with applicable State and Federal laws. This shall include immediate notification of the Coroner of the City and County of San Francisco and in the event of the Coroner’s determination that the human remains are Native American remains, notification of the California State Native American Heritage Commission (NAHC) who shall appoint a Most Likely Descendant (MLD) (Pub. Res. Code Sec. 5097.98). The archeological consultant, project sponsor, and MLD shall make all reasonable efforts to develop an agreement for the treatment of, with appropriate dignity, human remains and associated or unassociated funerary objects (CEQA Guidelines. Sec. 15064.5(d)). The agreement should take into consideration the appropriate excavation, removal, recordation, analysis, custodianship, curation, and final disposition of the human remains and associated or unassociated funerary objects.</p>	<p>Project sponsor / archeological consultant in consultation with the San Francisco Coroner, NAHC, and MLD.</p>	<p>In the event human remains and/or funerary objects are found.</p>	<p>Contact San Francisco County Coroner. Implement regulatory requirements, if applicable, regarding discovery of Native American human remains and associated/unassociated funerary objects.P</p>	<p>Archaeological consultant and the ERO.</p>	<p>Considered complete on notification of the San Francisco County Coroner. and NAHC/MLD, if necessary.</p>

MONITORING AND REPORTING PROGRAM

Adopted Mitigation Measures	Responsibility for Implementation	Mitigation Schedule	Mitigation Action	Monitoring / Reporting Responsibility	Monitoring Schedule
<i>Final Archeological Resources Report</i>	Project sponsor/ archeological consultant at the direction of the ERO.	After completion of the archeological data recovery, inventorying, analysis and interpretation.	Monitor throughout all soils-disturbing activities. Submit a Draft Final Archeological Resources Report (FARR).	Archaeological consultant and the ERO.	Considered complete on submittal of FARR.
<p>The archeological consultant shall submit a Draft Final Archeological Resources Report (FARR) to the ERO that evaluates the historical significance of any discovered archeological resource and describes the archeological and historical research methods employed in the archeological testing/monitoring/data recovery program(s) undertaken. Information that may put at risk any archeological resource shall be provided in a separate removable insert within the final report.</p> <p>Once approved by the ERO, copies of the FARR shall be distributed as follows: California Archaeological Site Survey Northwest Information Center (NWIC) shall receive one (1) copy and the ERO shall receive a copy of the transmittal of the FARR to the NWIC. The Environmental Planning division of the Planning Department shall receive one bound, one unbound, and one unlocked, searchable PDF copy on CD, of the FARR along with copies of any formal site recordation forms (CA DPR 523 series) and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. In instances of high public interest in or the high interpretive value of the resource, the ERO may require a different final report content, format, and distribution than that presented above.</p>					
Mitigation Measure M-CP-5: Off-Site Resources – New Building Design	Project sponsor and Planning Department Preservation staff.	Prior to issuance of a building permit or any hearing regarding project entitlements.	Department Preservation staff to review the building envelope design as part of the review for project entitlements and ensure that final	Planning Department Preservation staff.	Considered complete upon Planning Department Preservation planning staff confirmation of conformance with Industrial Guidelines and

MONITORING AND REPORTING PROGRAM

Adopted Mitigation Measures	Responsibility for Implementation	Mitigation Schedule	Mitigation Action	Monitoring / Reporting Responsibility	Monitoring Schedule
<p>buildings in the area), the design should:</p> <ul style="list-style-type: none"> • use similar or complementary materials, • repeat and/or respect the heights of floors and rhythms and depths of bays, • use compatible window/door types and sizes/shapes of openings, • use compatible roof shapes, • respect relationship of solids to voids and planar quality of massing at street-facing façades, and • reference character-defining features of the surrounding historical resources. <p>Character-defining features of the surrounding historical resources include:</p> <ul style="list-style-type: none"> • heavy timber or steel-framing, exterior brick construction—typically American common bond, or reinforced concrete construction • granite or molded brick water tables • heights ranging from one to seven stories • grid-like arrangement of punched window openings with either flat lintels or segmental arched headers • a classic tripartite façade arrangement consisting of base, shaft, and capital • flat or gable roofs • wood double-hung or steel casement windows • corbelled brick or concrete or terra cotta ornament - including door and window surrounds, stringcourses, quoins, window arches, friezes, and cornices. <p>With application of the mitigation measure, it does not appear that design of proposed new construction would result in material alteration of the adjacent historical resources in manner that would constitute a substantial adverse change to a historical resource or its immediate surroundings. Therefore, implementation of Mitigation Measure M-CP-5 would reduce potential off-site historical resource impacts to a less-than-significant level.</p>			<p>building design would be compatible in the context of the surrounding historic, former industrial buildings.</p>		<p>Secretary of Interior’s Standards.</p>

TRANSPORTATION AND CIRCULATION

Mitigation Measure M-C-TR-38: Signalization of the Intersection of Division/Rhode Island

<p>To mitigate poor operating conditions at this intersection, the intersection could be signalized. With signalization, the intersection would operate at LOS B during the 2025 Cumulative weekday p.m. peak hour conditions. Due to the proximity of this intersection to the intersection of Eighth/Townsend/Division/Henry Adams streets,</p>	<p>Project sponsor and SFMTA.</p>	<p>Ongoing.</p>	<p>If SFMTA determines that the noted intersection</p>	<p>SFMTA.</p>	<p>Considered complete when the Traffic Mitigation</p>
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MONITORING AND REPORTING PROGRAM

Adopted Mitigation Measures	Responsibility for Implementation	Mitigation Schedule	Mitigation Action	Monitoring / Reporting Responsibility	Monitoring Schedule
<p>improvements at the intersection of Division/Rhode Island must be coordinated with any improvements implemented by Mission Bay.</p> <p>If SFMTA determines that signalization is appropriate for the intersection of Division/Rhode Island, the project sponsor shall pay a fair share contribution towards the costs of design and implementation of the signal. Based on the 2025 Cumulative conditions, the proposed project-generated traffic represents 14 percent of the growth in weekday p.m. peak hour traffic volumes (119 proposed project vehicles, and an increase of 853 weekday p.m. peak hour vehicles between existing and 2025 Cumulative conditions). The amount and schedule for payment shall be set forth in a Traffic Mitigation Agreement between the project sponsor and SFMTA.</p> <p>Implementation of this Mitigation Measure and the proposed project’s contribution to the fair share of the intersection improvements would reduce the project’s cumulative impact at this intersection to a less-than-significant level. However, due to the uncertainty that SFMTA would recommend signalizing the Division/Rhode Island intersection, the proposed project’s cumulative traffic impact at the intersection of Division/Rhode Island would therefore, be considered significant and unavoidable.</p>			<p>should be signalized, project sponsor to pay a fair share contribution towards the costs of design and implementation of the signal. The amount and schedule for payment would be set forth in a Traffic Mitigation Agreement between the project sponsor and SFMTA.</p>		<p>Agreement is implemented. Otherwise, considered ongoing for the life of the project.</p>
<p>NOISE</p> <p>Mitigation Measure M-NO-1 (EN-F-2): Construction Noise Reduction</p> <p>This Mitigation Measure originated during the Eastern Neighborhoods (EN) EIR process, identified as EN Mitigation Measure F-2. The project sponsor shall develop a set of site-specific construction noise attenuation measures under the supervision of a qualified acoustical consultant. Prior to commencing construction, a plan for such measures shall be submitted to the Department of Building Inspection to ensure that maximum feasible noise attenuation will be achieved. These attenuation measures shall include as many of the following control strategies as feasible:</p> <ul style="list-style-type: none"> Erect temporary plywood noise barriers around a construction site, particularly where a site adjoins noise-sensitive uses; 	<p>Project sponsor and qualified acoustical consultant.</p>	<p>Prior to commencing construction.</p>	<p>Project sponsor / consultant to submit site-specific construction noise attenuation measure report to the Department of</p>	<p>Department of Building Inspection (DBI) and the ERO.</p>	<p>Considered complete at completion of building construction.</p>

MONITORING AND REPORTING PROGRAM

Adopted Mitigation Measures	Responsibility for Implementation	Mitigation Schedule	Mitigation Action	Monitoring / Reporting Responsibility	Monitoring Schedule
<ul style="list-style-type: none"> Utilize noise control blankets on a building structure as the building is erected to reduce noise emission from the site; Evaluate the feasibility of noise control at the receivers by temporarily improving the noise reduction capability of adjacent buildings housing sensitive uses; Monitor the effectiveness of noise attenuation measures by taking noise measurements; and Post signs on-site pertaining to permitted construction days and hours and complaint procedures. 			Building Inspection for review and approval. Project sponsor / contractor(s) to report compliance to ERO.		

AIR QUALITY

Mitigation Measure M-AQ-7: Construction Health Risk – TACs, Including PM_{2.5} and DPM

To reduce the potential health risk resulting from exposure to construction-related TAC exhaust emissions, including DPM, under the proposed project or Variant 1, 2, or 3, the project sponsor shall include a requirement for the following BAAQMD-recommended measures in project construction contract specifications:

- Prohibit use of diesel generators when it is possible to plug into the electric grid.
- Use of Tier 3 equipment for all equipment (where Tier 3 is available) and best available control technology.
- All on-road haul trucks utilized during construction would be model year 2007 or later and equipped with diesel particulate filters or newer engines.
- All construction equipment, diesel trucks, and generators shall be equipped with Best Available Control Technology for emission reductions of NO_x and PM; and
- All contractors shall use equipment that meets ARB’s most recent certification standard for off-road heavy-duty diesel engines.

The implementation of Mitigation Measure M-AQ-7 could potentially reduce the construction health risk impacts. However, the effectiveness of these mitigation measures in reducing health risks is unknown at this time. Since it cannot be stated with certainty that cancer risk, non-cancer, or PM_{2.5} concentrations would be reduced to below the BAAQMD-recommended significance thresholds, this impact is

Project sponsor and construction contractor(s).	Throughout excavation and all construction activities.	Project sponsor / contractor(s) to report compliance with specified measures to the Planning Department.	Planning Department.	Considered complete at completion of building construction.
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MONITORING AND REPORTING PROGRAM

Adopted Mitigation Measures	Responsibility for Implementation	Mitigation Schedule	Mitigation Action	Monitoring / Reporting Responsibility	Monitoring Schedule
conservatively judged as significant and unavoidable for the proposed project, or Variant 1, 2, or 3.					
Mitigation Measure M-AQ-8: (Operational Health Risk– TACs, Including PM_{2.5})					
To minimize residents’ exposure to TAC-related health risks while indoors, the project sponsor has indicated that the proposed project, or Variant 1, 2, or 3, would install the filtration system as required by DPH with a system whose air intake is located on the roof of the buildings and capable of removing 80 percent of PM _{2.5} . The intake for the filtered air handling systems for the residential building at the 801 Brannan site shall be located to minimize exposure of residents to diesel particulate, TOG and PM _{2.5} . Minimum exposure will be accomplished by placing filters as close as possible to the northern corner of each structure at the 801 Brannan site (Brannan Street side, towards Seventh Street). Based on the risk calculation results reflecting these locations for air intake, the cumulative cancer risk in at this location would range from 59/million to 96/million, which is 40-63% lower than the maximally exposed individual (MEI) risk of 159/million.	Project sponsor / construction contractor(s).	During project construction.	Project sponsor to install Department of Public Health-required air filtration system with air intakes as described in the Air Quality Technical Report prepared for the project. Project sponsor / construction contractor(s) to report compliance to the Planning Department.	Planning Department.	Considered complete at completion of building construction.
Mitigation Measure M-HZ-1 (EN-K-1): Other Hazardous Building Materials					
This Mitigation Measure originated during the Eastern Neighborhoods EIR process, identified as Mitigation Measure K-1.	Project sponsor.	Prior to demolition and construction activities.	Project sponsor and contractor to comply with local, state, and federal regulations related to handling of hazardous	Planning Department to review building surveys and abatement report.	Considered complete upon receipt by the Planning Department of final abatement compliance report.

MONITORING AND REPORTING PROGRAM

Adopted Mitigation Measures	Responsibility for Implementation	Mitigation Schedule	Mitigation Action	Monitoring / Reporting Responsibility	Monitoring Schedule
			materials and to conduct building materials surveys and comply with proper abatement procedures for any such materials identified.		

From the Initial Study:

NOISE

Mitigation Measure 1 (EN-F-1): Noise (Pile Driving)

Mitigation Measure 1 identified by the Initial Study has been replaced by the Eastern Neighborhood EIR Mitigation Measure EN-F-1, below. The project sponsor shall ensure that piles be pre-drilled wherever feasible to reduce construction-related noise and vibration. No impact pile drivers shall be used unless absolutely necessary. Contractors would be required to use pile-driving equipment with state-of-the-art noise shielding and muffling devices. To reduce noise and vibration impacts, sonic or vibratory sheetpile drivers, rather than impact drivers, shall be used wherever sheetpiles are needed. Project sponsor shall also require that contractors schedule pile-driving activity for times of the day that would minimize disturbance to neighbors.

Project sponsor and construction contractor(s).	Prior to and during construction activities.	Project sponsor / contractor(s) to consult with the Director of Public Works to schedule pile driving. Project sponsor / contractor(s) to report compliance with all measures to ERO.	The ERO.	Considered complete at completion of building construction.
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MONITORING AND REPORTING PROGRAM

Adopted Mitigation Measures	Responsibility for Implementation	Mitigation Schedule	Mitigation Action	Monitoring / Reporting Responsibility	Monitoring Schedule
<i>HAZARDS AND HAZARDOUS MATERIALS</i>					
Mitigation Measure 3(a): Hazards (Contaminated Soil)					
<i>Step 1: Preparation of Site Mitigation Plan:</i>					
The project sponsor shall prepare a Site Mitigation Plan (SMP) for the project site. The SMP for the site shall include a discussion of the level of contamination of soils on the project site and mitigation measures for managing contaminated soils on the sites, including, but not limited to: 1) the alternatives for managing contaminated soils on the site (e.g., encapsulation, partial or complete removal, treatment, recycling for reuse, or a combination); 2) the preferred alternative for managing contaminated soils on the site and a brief justification; 3) the specific practices to be used to separate, handle, haul, and dispose of contaminated soils on the site; 4) health and safety procedures to minimize worker and public exposure to hazardous materials during construction; and 5) measures to mitigate the long-term environmental and health and safety risks caused by the presence of contaminants in the soil. The SMP shall be submitted to the DPH for review and approval. A copy of the SMP shall be submitted to the Planning Department to become part of the case file.	Project sponsor / construction contractor(s).	Prior to, during, and after all excavation, demolition, and construction activities.	Project Sponsor or contractor shall submit a Site Mitigation Plan (SMP) to the San Francisco Department of Public Health (DPH) for approval.	DPH to review. Project Sponsor to provide a copy to the Planning Department.	Considered complete with submittal of the Certification / Closure Report.
<i>Step 2: Handling, Hauling, and Disposal of Contaminated Soils:</i>					
(a) <i>Specific Work Practices.</i> The construction contractor shall be alert for the presence of such soils during excavation and other construction activities on the site (detected through soil odor, color, and texture and results of on-site soil testing), and shall be prepared to separate, handle, profile (i.e., characterize), and dispose of such soils appropriately (i.e., as dictated by local, state, and federal regulations, including OSHA lead-safe work practices) when such soils are encountered on the sites	Project sponsor	During demolition, site grading and excavation, and site development.	Handing, hauling and disposal of contaminated soils (see mitigation measure).	The contractor shall take the mitigation actions specified in the SMP and shall submit weekly monitoring reports to DPH. Project sponsor to provide DPH with weekly reports during construction period.	Considered complete upon receipt by DPH of final monitoring plan at completion of construction.
(b) <i>Dust Suppression.</i> Soils exposed during excavation for site preparation and project construction activities shall be kept moist throughout the time they are exposed, both during and after work hours.					
(c) <i>Surface Water Runoff Control.</i> Where soils are stockpiled, visqueen shall be used to create an impermeable liner, both beneath and on top of the soils, with a berm to contain any potential surface water runoff from the soil stockpiles during inclement weather.					
(d) <i>Soils Replacement.</i> If necessary, clean fill or other suitable material(s) shall be used to bring portions of the project site, where contaminated soils have been excavated					

MONITORING AND REPORTING PROGRAM

Adopted Mitigation Measures	Responsibility for Implementation	Mitigation Schedule	Mitigation Action	Monitoring / Reporting Responsibility	Monitoring Schedule
and removed, up to construction grade.					
(e) <i>Hauling and Disposal</i> . Contaminated soils shall be hauled off the project site by waste hauling trucks appropriately certified with the State of California and adequately covered to prevent dispersion of the soils during transit, and shall be disposed of at a permitted hazardous waste disposal facility registered with the State of California.					
Step 3: Preparation of Closure/Certification Report	Project sponsor	After construction activities are complete.	Project sponsor to prepare Closure/Certification Report, if necessary. Submit report to DPH.	DPH to review Closure/Certification Report.	Considered complete with submittal of Closure/Certification Report to DPH and San Francisco Planning Department.
After excavation and foundation construction activities are completed, the project sponsor shall prepare and submit a closure/certification report to DPH for review and approval. The closure/certification report shall include the mitigation measures in the SMP for handling and removing contaminated soils from the project sites, whether the construction contractor modified any of these mitigation measures, and how and why the construction contractor modified those mitigation measures.					
Mitigation Measure 3(b): Hazards (Underground Storage Tanks)					
The project sponsor shall investigate whether an UST (underground storage tank) is associated with the uncovered pipe that enters the subsurface vertically in the paving along Brannan Street at the Brannan Site, in parking space 13 near the electrical transformer. The investigation at the 801 Brannan site shall use backhoe test pits, if necessary, to assess whether any USTs remain at the sites. Any USTs so discovered shall be abated, and any contaminated soils so discovered shall be remediated, according to federal, state, and local laws and regulations, and in conformity with Mitigation Measure 3(a) above.	Project sponsor.	Prior to, and during, earth-working and construction activities.	Project sponsor to obtain permits from Hazardous Materials Unified Program Agency (HMUPA), SFFD, and DPW as necessary for UST removal, transportation and disposal. If analytical results of sampled soil indicate low level	DPH and Planning Department to review Certificate of Completion.	Considered complete with submittal of Certificate of Completion to DPH and Planning Department.

MONITORING AND REPORTING PROGRAM

Adopted Mitigation Measures	Responsibility for Implementation	Mitigation Schedule	Mitigation Action	Monitoring / Reporting Responsibility	Monitoring Schedule
			contamination, HMUPA to issue Certificate of Completion. If elevated levels of contamination, case referred to DPH Local Oversight Program for further action.		

MONITORING AND REPORTING PROGRAM

Adopted Improvement Measures

Responsibility for Implementation	Improvement Schedule	Improvement Action	Monitoring / Reporting Responsibility	Monitoring Schedule
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IMPROVEMENT MEASURES AGREED TO BY THE PROJECT SPONSOR

TRANSPORTATION AND CIRCULATION

Improvement Measure I-TR-5: Keep Clear Striping on Seventh Street at the intersection with the new alley

As a means to improve traffic flow in the vicinity of the project site, SFMTA could consider establishing a “Keep Clear” zone on Seventh Street at the intersection with the new alley (to be called either Brannan Alley or Bluxome Alley). This striping would allow vehicles to enter and exit the 801 Brannan site if southbound queues from the intersection of Seventh/Townsend extend upstream past the driveway. The “Keep Clear” striping, if approved, would be paid for by the project sponsor.

Project sponsor has financial responsibility; SFMTA to determine if feasible and implement.

Ongoing.

If SFMTA determines that measure is feasible, project sponsor to pay for the striping. The amount and schedule for payment would be set forth in a Traffic Mitigation Agreement between the project sponsor and SFMTA.

SFMTA.

Considered complete when the Traffic Mitigation Agreement is implemented; otherwise, ongoing for the life of the project.

Improvement Measure I-TR-25a: Designate On-Street Commercial Vehicle Loading/Unloading Zones

To minimize the potential for double parking of delivery vehicles, SFMTA could designate about 60 feet on Rhode Island Street and 40 to 60 feet on Alameda Street as yellow commercial vehicle loading/unloading zones. The change in curb regulations would need to be approved at a public hearing by the SFMTA.

Project sponsor has financial responsibility; Project sponsor to request yellow commercial vehicle loading/unloading zones

Prior to occupancy.

If SFMTA determines that measure is feasible, project sponsor to pay for creating yellow commercial loading/

SFMTA.

Considered complete when the Traffic Mitigation Agreement is implemented or a determination of infeasibility is made by the

MONITORING AND REPORTING PROGRAM

Adopted Improvement Measures	Responsibility for Implementation	Improvement Schedule	Improvement Action	Monitoring / Reporting Responsibility	Monitoring Schedule
Improvement Measure I-TR-25b: Designate Curbside Passenger Loading/Unloading Zones	and SFMTA to determine if feasible. If feasible, the SFMTA would implement.		unloading zones. The amount and schedule for payment would be set forth in a Traffic Mitigation Agreement between the project sponsor and SFMTA.		SFMTA.
To accommodate curbside passenger loading/unloading activity, SFMTA could designate about 55 feet of the parking lane adjacent to the west midblock pedestrian passage/courtyard on Brannan Street, to a white passenger loading/unloading zone. The change in curb regulations would need to be approved at a public hearing by the SFMTA.	Project sponsor has financial responsibility; Project sponsor to request a white passenger loading/unloading zone as described and the SFMTA to determine if feasible. If feasible, the SFMTA would implement.	Prior to occupancy.	If SFMTA determines that measure is feasible, project sponsor to pay for creating white passenger loading/unloading zones. The amount and schedule for payment would be set forth in a Traffic Mitigation Agreement between the project sponsor and SFMTA.	SFMTA.	Considered complete when the Traffic Mitigation Agreement is implemented or a determination of infeasibility is made by the SFMTA.

MONITORING AND REPORTING PROGRAM

Adopted Improvement Measures	Responsibility for Implementation	Improvement Schedule	Improvement Action	Monitoring / Reporting Responsibility	Monitoring Schedule
Improvement Measure I-TR-25c: Reservation of Curb Parking for Move-In and Move-Out					
To ensure that residential move-in and move-out activities do not impede on adjacent travel lanes, move-in and move-out operations, as well as larger deliveries should be scheduled and coordinated through building management. Curb parking should be reserved through the local station of the San Francisco Police Department.	Project sponsor and any subsequent owners and project tenants.	Ongoing.	Project’s Building management would request temporary no parking restrictions from San Francisco Police Department would (SFPD) to accommodate residential move-in and move-out activities and larger deliveries. The San Francisco Police Department would review and approve such requests as appropriate.	SFPD.	Ongoing throughout the life of the project.
Improvement Measure I-TR-31: Construction Hours					
As an improvement measure to minimize disruption of the general traffic flow on adjacent streets during the a.m. and p.m. peak periods, the construction contractor could be required to limit truck movements to the hours between 9:00 a.m. and 3:30 p.m., or other times, if approved by SFMTA.	Project sponsor in consultation with the SFMTA.	During project construction.	DBI to enforce limitations on truck movements.	DBI.	Considered complete upon issuance of occupancy permit.

MONITORING AND REPORTING PROGRAM

Adopted Improvement Measures	Responsibility for Implementation	Improvement Schedule	Improvement Action	Monitoring / Reporting Responsibility	Monitoring Schedule
Improvement Measure I-TR-Parking A: Transportation Demand Management					
As an improvement measure to reduce the proposed project’s parking demand and parking shortfall and to encourage use of alternative modes, the project sponsor could implement the following Transportation Demand Management measures:	Project sponsor and any subsequent owners.	Prior to occupancy.	See items i to ix.	The ERO	Project sponsor to provide documentation of provisions of I-TR-Parking A to the ERO.
i. Provide a Transportation Demand Management (TDM) program coordinator and provide training for the coordinator.	Project sponsor.	Ongoing.	Identify TDM program coordinator.	Provide TDM program coordinator contact information to the ERO.	Considered complete with submission of TDM contact information.
ii. Provide a transportation insert for the move-in packet that would provide information on transit service (Muni and BART lines, schedules and fares), information on where Clipper cards/transit passes could be purchased, and information on the 511 Regional Rideshare Program.	Project sponsor and any subsequent owners.	Ongoing.	Project sponsor/ property owner to prepare and disseminate residential move-in packet that would provide information on transit service.	The ERO to review initial packet.	Ongoing throughout life of the project.
iii. Offer employee and customer incentive to increase the use of alternate modes to the car.	Project sponsor and any subsequent owners.	Ongoing.	Project sponsor to offer incentive to increase the use of alternate modes to the car.	The ERO to review.	Considered complete upon ERO review of documentation.
iv. Establish a “ride board” through which residents can offer or request rides.	Project sponsor and any subsequent	Ongoing.	Project sponsor to establish a “ride board.”	The ERO to review.	Ongoing throughout life of the project.

MONITORING AND REPORTING PROGRAM

Adopted Improvement Measures	Responsibility for Implementation	Improvement Schedule	Improvement Action	Monitoring / Reporting Responsibility	Monitoring Schedule
	owners.				ERO to review documentation that one is provided.
v. Provide ongoing transportation information (e.g., local and regional transit maps/schedules, maps of bicycle routes, internet links) for all users, including residents, employers, and employees.	Project sponsor and any subsequent owners.	Ongoing.	Project sponsor to provide ongoing transportation information.	The ERO to review.	Ongoing throughout life of the project. ERO to review documentation
vi. Ensure that bicycle parking is located in a central site within each building, and provide signage indicating the location of bicycle parking.	Project sponsor and any subsequent owners.	Ongoing.	Project sponsor to ensure bicycle parking and signage are located in a central site within each building.	The ERO to review.	ERO to review documentation.
vii. Provide and maintain bicycles (and related amenities such as locks, baskets, lights) for use by tenants.	Project sponsor and any subsequent owners.	Ongoing.	Project sponsor to provide and maintain bicycles (and related amenities such as locks, baskets, lights) for use by tenants.	The ERO to review.	Ongoing throughout life of the project. The ERO to review documentation of the provision.
viii. Provide information and/or signage indicating paths of access to bicycle facilities. For the 801 Brannan site, provide signage for nearby bicycle lanes on Seventh and Eighth streets, and bicycle routes on Townsend and Fifth streets.	Project sponsor and any subsequent owners.	Ongoing.	Project sponsor to provide information and/or signage indicating paths of access to bicycle facilities.	The ERO to review.	Ongoing throughout life of the project. The ERO to review documentation of compliance

MONITORING AND REPORTING PROGRAM

Adopted Improvement Measures		Responsibility for Implementation	Improvement Schedule	Improvement Action	Monitoring / Reporting Responsibility	Monitoring Schedule
ix.	Ensure that bicycle safety strategies are developed along streets bordering the two project sites, thus avoiding conflicts with private autos, transit vehicles, and loading vehicles.	SFMTA; project sponsor to pay fair share for feasible strategies agreed to.	Prior to occupancy.	Project sponsor to consult with the SFMTA Sustainable Streets Division to ensure that bicycle safety strategies are developed along streets bordering the two project sites.	SFMTA to review final plans.	Considered complete once consultation with SFMTA has occurred and project sponsor to pay fair share for feasible strategies agreed to.

Improvement Measure I-TR-Parking B: Parking Meters

As an improvement measure to accommodate short-term parking demand, SFMTA could seek legislation for the installation of parking meters on the west side of Seventh Street between Brannan and Townsend Streets and on the south side of Brannan Street between Seventh and Eighth Streets.

Project sponsor; SFMTA.	Prior to occupancy.	Project sponsor to request that the SFMTA consider parking meters as described in the mitigation measure text for I-TR-Parking B. If appropriate, SFMTA could seek legislation for installation of parking meters as described in mitigation measure text for I-TR-Parking B.	SFMTA would be responsible for implementation and it would seek legislation.	Considered complete once Project sponsor requests that the SFMTA consider installing the parking meters. Provide a copy of the request to the ERO.
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**MAYOR'S OFFICE OF HOUSING
CITY AND COUNTY OF SAN FRANCISCO**



EDWIN M. LEE
MAYOR

OLSON LEE
DIRECTOR

January 8, 2013

Amir Massih
Group Vice President
Archstone New Development Holdings, LLC
807 Broadway, Suite 210
Oakland, CA 94607

Sean P. Murphy
Bay West Development
2 Henry Adams Street
Suite #450
San Francisco, CA 94103

Re: Land Dedication for 801 Brannan Street and 1 Henry Adams Street

Dear Mr. Massih and Mr. Murphy:

This letter is being provided pursuant to Planning Code Section 419.5 (2)(H) in preparation for the upcoming Planning Commission hearing for approval of your requests under Planning Code Section 329 for Large Project Authorizations for the proposed construction of a new six-story, 68-foot building consisting of approximately 432 dwelling units, approximately 19,650 square feet of ground floor retail, and parking for up to 422 spaces, to be located at 801 Brannan Street (the "Brannan Principal Site") and for the proposed construction of two new six-story, 68-foot buildings consisting of up approximately 239 dwelling units, 13,138 square feet of ground floor retail, and parking for up to 164 spaces, to be located at 1 Henry Adams Street, San Francisco, California (the "Henry Adams Principal Site"). The Brannan Principal Site and the Henry Adams Principal Site are referred collectively as the "Principal Sites." In accordance with Planning Code Section 419.5(2), you have proposed dedicating a 37,800 square foot parcel of land at the northeast corner of the Brannan Principal Site (the "Dedication Site") to the City in partial satisfaction of the Principal Sites' inclusionary housing requirements under Planning Code Sections 415 and 419.

The Mayor's Office of Housing (MOH) is in receipt of due diligence materials related to the Dedication Site, including the following: a Feasibility Study prepared by Luk Associates dated November 7, 2011; a preliminary title report dated August 21, 2012; a land survey prepared by Luk Associates dated October 21, 2011; a geotechnical report prepared by Treadwell & Rollo

dated November 14, 2011 and supplemental letter from Treadwell & Rollo dated September 28, 2012; a Phase I Environmental Assessment prepared by Stellar Environmental Solutions, Inc., dated October 2012; a code compliance matrix prepared by Neil Sekhri at Gibson, Dunn & Crutcher LLP, undated; a density study prepared by David Baker FAIA + Partners dated February 2, 2012; a construction cost study prepared by Archstone and Build Group dated August 14, 2012; and an appraisal prepared by Hamilton, Ricci & Associates dated July 2, 2012.

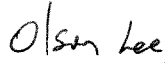
Based on MOH staff's review of the materials submitted, MOH hereby verifies the Dedication Site as acceptable for the purposes of Planning Code Section 419.5(2)(H), subject to the following conditions being satisfied prior to the date fee title to the Dedication Site is required to be transferred to the City:

- Developer must demolish the existing improvements on the Dedication Site in a manner equivalent to the extent of the demolition on the Brannan Principal Site, including the removal of the railroad platforms and other concealed conditions.
- After demolition Developer must cap the site to prevent the off site migration of contaminated soils and shall, at its sole expense, maintain the Dedication Site in good order, condition and repair, reasonable wear and tear excepted, and otherwise operate the Dedication Site in the same manner as if Developer were retaining the Dedication Site, until the date fee title to the Dedication Site is transferred to the City.
- Developer to deposit in escrow \$706,250 required for the full remediation of ubiquitous contaminants at the Dedication Site as established in that certain letter from Stellar Environmental Solutions, Inc., dated August 1, 2012, and attached as Exhibit A to this letter. Funds will be released from escrow to cover any and all costs for the excavation and offsite disposal of approximately 4,306 tons of Class 1 lead-contaminated soil at the Dedication Site.
- Developer to subdivide the property to create the Dedication Site as a separate legal parcel, to be evidenced by a completed ALTA Survey to be approved by the City.
- Where the Environmental Impact Report (EIR) requires mitigations and improvement measures affecting the Brannan Principal Site in its entirety or the Henry Adams Principal Site, Developer to complete the measures for the Dedication Site as well as the Principal Sites. Mitigations and improvements to include C-TR-38 (signalization for problem intersection of Division/Rhode Island), M-HZ-1 (EN-K-1) (hazardous building materials such as fluorescent lights and PCBs to be surveyed and abated), I-TR-5 (striping on 7th at Brannan), I-TR-22a (pedestrian crosswalk striping), I-TR-22b (corner bulbout at NW corner of Alameda/Rhode Island), Hazards 3(a) (Site Mitigation Plan for soil to the Department of Public Health, either as part of such Plan for the Brannan Principal Site or as a separate plan for the Dedication Site), and 3(b) (potential Underground Storage Tanks at Brannan Street). This condition may be addressed by the Planning Commission's Conditions of Approval, to require the mitigation work to occur over the course of the development of the Brannan Principal Site.

- Developer to perform necessary utility infrastructure planning and design for a total of 158 units (the proposed 150 affordable units plus 5%) to be developed at the Dedication Site, in conjunction with total infrastructure calculations for wet and dry utilities services for the Principal Site. Developer to include MOH in efforts to coordinate joint trench design and in outreach to utility service providers.
- Developer to deliver marketable and insurable fee simple title to the Dedication Site, the Improvements and the Appurtenances, by duly executed and acknowledged grant deed, free of the liens of any and all deeds of trust, mortgages, assignments of rents, financing statements, creditors' claims, rights of tenants or other occupants, and all other exceptions, liens and encumbrances, other than those exceptions approved by MOH. At a minimum, Developer must either remove or mitigate to MOH's satisfaction the following exceptions on the title report dated August 21, 2012:
 1. Exception 5 – encroachment of Lot 7 improvements
 2. Exception 9 – obligations related to the Lot 8 easement
 3. Exception 10 –responsibility for maintaining vehicular access area
 4. Exception 15 –Agreement Imposing Restrictions

Please note that this letter is limited only to MOH's verification of acceptance of the Dedication Site pursuant to Planning Code Section 419.5(2)(H), and in no way limits the Planning Commission or the Board of Supervisors from exercising any discretion available with respect to the application for the Principal Sites or the transfer of the Dedication Site.

Sincerely,


Olson Lee *B.L. for Olson Lee*
Director

cc: John Rahaim, Planning Director



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TEL: (510)644-3123 • FAX: (510)644-3859

GEOSCIENCE & ENGINEERING CONSULTING

August 1, 2012

Mr. Amir Massih
Vice President
Archstone New Development Holding, LP
807 Broadway, Suite 210
Oakland, CA 94607

Subject: Potential Environmental Remediation Associated with the
801 Brannan Street, San Francisco, Property redevelopment.

Dear Mr. Massih:

Stellar Environmental Solutions, Inc. (Stellar Environmental), presents the potential environmental redevelopment costs discussion below based on the findings in the Phase I Environmental Site Assessment with a limited Phase II subsurface soil report (the "Report") for the above referenced property, dated October 28, 2011.

We understand that Archstone New Development Holding, LP (Archstone) is planning on a deal with the Mayor's Office of Housing (MOH) such that MOH will take the northern parcel. This northern parcel area and the initial design of the Archstone building for it is shown in the attached plan.

The 2011 Stellar Environmental site investigation was designed to fill both analytical and locational data gaps in the 2000 Treadwell & Rollo (T&R) site investigation. Five bores were completed to define the degree of contamination in the fill/soil beneath the former loading platforms and central former track area between the platforms. The composite samples collected from beneath the platforms were collected from two zones; one from the upper 3 to 4 feet of material beneath the platform itself, and one from the zone beneath the base of the platform to a depth of about 10 feet below surrounding grade. Samples collected from beneath the central former track area were composited from material of the upper 10 feet of material. Of the total of eight composite samples analyzed, seven showed concentrations that define the soil as Class I Hazardous waste under California law based on the Waste Extraction Test (WET) results exceeding the 5 mg/kg Soluble Threshold Limit Concentrations (STLC) for the metal lead.

Between the 2000 T&R data, and the 2011 data, the concentrations of lead found in the fill across the property suggest the infill material to be ubiquitously contaminated. While one of the Stellar Environmental bores did not indicate hazardous waste lead concentrations from the WET analyses, it would be prudent to consider all of the fill is either currently considered hazardous or will be considered Class I California hazardous waste if exported for offsite disposal.

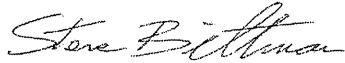
Thus the conservative assumption we have made with reference to the cost of the environmental remediation to address the excavation and offsite disposal of the lead-contaminated soil at the project site are:

- Archstone estimates that 4,306 tons of contaminated soil will need to be removed on the MOH property. This number is based on a mitigation plan to load and haul soil from a one foot depth across the entire parcel and also assumes 1,009 lineal feet of foundation footing spoils. The weight to volume is based on a 1.55 ton per cubic yards (CY) conversion with 2,778 CY being removed for export.
- Material not excavated will remain on site encapsulated under the building structure. There is no environmental risk from vapor intrusion or other risks associated with lead-contaminated encapsulated soil. This work will be performed when MOH constructs the site.
- The cost in terms of per/ton unit price for Class I hauling and disposal for soil, can range between about \$110/ton to \$160/ton depending on the landfill, distance to the landfill and the mode of transportation (truck or train) to the landfill. A conservative cost of \$145/ton for disposal cost for Class I soil is used here. This conservative per ton cost should also be sufficient to cover the planning, health and safety provisions, monitoring, documentation associated with the transport and disposal of the hazardous material to a Class I hazardous waste facility.
- Taking the 4,306 tons that accounts for both the one-foot grub and the piers, we compute \$624,370 using the \$145 per ton value.
- There will also be a one-time state of State of California hazardous waste (assuming it is hazardous) generator fee or tax to the board of equalization (BOE) levied on the material based on tonnage. The > 2000 tons number is \$81,880.

Mr. Amir Massih
August 1, 2012
Page 3 of 3

While the assumption is that all of the soil for export will be characterized as hazardous, Stellar Environmental suggests stockpiling and composite sampling at the time of the future MOH site redevelopment to minimize potentially unnecessary disposal costs.

Sincerely,



Steve Bittman, R.E.A.
Senior Geologist/Project Manager



Richard Makdisi, P.G., R.E.A.
Principal Geochemist and President



VICINITY MAP



PROJECT DESCRIPTION

Site is located at 801 Brannan Street in San Francisco, CA.

This scheme is designed under the Eastern Neighborhoods zoning requirements. Proposed use is for a 6-story mixed-use residential building with neighborhood serving retail and publicly accessible mid-block passages and at-grade courtyard.

Construction Type is five floors of Type III-A over a Type I podium + multi-level Type I garage.

Zoning:	UMU
Zoning height:	68'
Parcel size:	4.34 acres (Includes Brannan Alley and Midblock Passages)
Total units:	432
Parking spaces:	422
Bike parking:	489
Car share pods:	5
Scooter parking:	38

PROJECT TEAM

OWNER'S AGENT/
PROJECT CONTACT:
Archstone
333 Third Street, Suite 210
San Francisco, CA 94107
t: 415.633.8404
ATTN: Amir Massih

ARCHITECT:
David Baker + Partners Architects
461 Second Street Loft c127
San Francisco, CA 94107
t: 415.896.6700
f: 415.896.6103
ATTN: Kevin Wilcock

OWNER:
Bay West Group
SF Design Center 2 Henry Adams
Suite #450
San Francisco, CA 94103
t: (415) 602-8128
ATTN: Sean Murphy

LANDSCAPE ARCHITECT:
CMG Landscape Architecture
589 Howard Street, Suite 5
San Francisco, CA 94105
t: 415.495.3070
f: 415.495.3080
ATTN: Christopher Guillard

DRAWING LIST

A1.0	Title Sheet	A1.15	Brannan Commercial and Market Mews
A1.2	Project Data	A1.16	Market Mews
A1.3	Planning Code Diagrams	A2.0	Ground Floor Plan
A1.4	Unit Exposure Diagrams	A2.1	Level 2 Floor Plan (Levels 3-6 Sim.)
A1.5	Site Context	A2.2	Roof Plan
A1.6	Site Context - Neighborhoods and Open Space	A3.0	North and West Elevations
A1.7	Site Context - Linkages	A3.1	South and East Elevations
A1.8	View from Townsend Circle	A3.2	Elevations at Market Mews
A1.9	Eighth Street and Bluxome Alley	A3.3	Elevations at Publicly Accessible Courtyard
A1.10	Pleated Facade	A4.0	Longitudinal Section
A1.11	8th and Brannan Streets	A4.1	Cross Sections
A1.12	Eighth Street Commercial	A5.0	Unit Plans
A1.13	Lobby and Courtyard Entry	A5.1	Unit Plans
A1.14	North Corner at Langton Garden Mews	A5.2	Parking Garages
		A5.3	Bluxome Alley Plan and Truck Maneuvering Diagram
		A5.4	Secure Residential Bike Parking

L1.0	Illustrative Site Plan
L1.1	801 Brannan Streetscape
L1.2	8th Street Plan & Section
L1.3	Brannan Street Plan & Section
L1.4	Brannan Street Section
L1.5	7th Street Section and Tree Species
L2.0	Bluxome Alley Plans
L2.1	Bluxome Alley Easement Diagram
L2.2	Bluxome Alley Section
L2.3	Bluxome Alley Section
L2.4	Bluxome Alley Section
L3.0	Courtyard Plan
L3.1	Courtyard Plan & Tree Species
L3.2	Courtyard Section



Archstone

801 Brannan Street

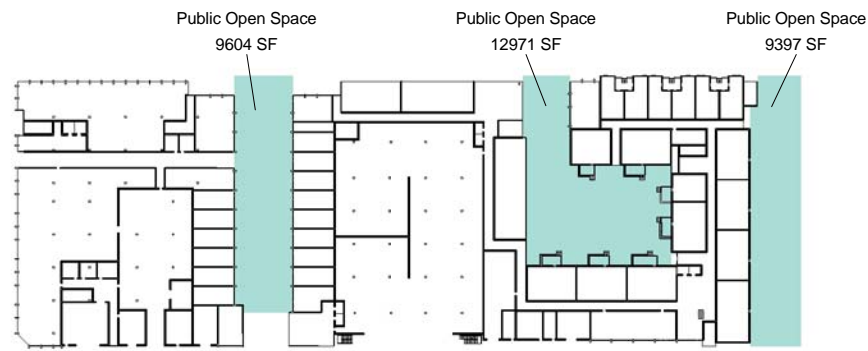
Title Sheet

21117
scale: As indicated
date: 01/09/2013

A1.0

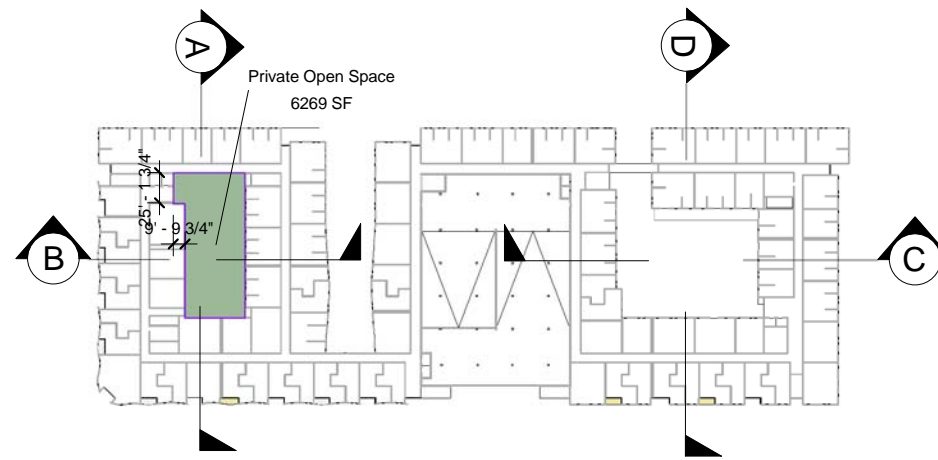
PROJECT STATISTICS, BUILDING AREAS	UNIT TABULATIONS AND AREAS	PROJECT PARKING																																																																																																																											
<p>This scheme is designed under the Eastern Neighborhoods zoning requirements. Construction Type: Five floors of Type III-A over a Type I podium + multi-level Type I garage.</p>	<p>IV. Approximate Average Unit Area Summary</p> <table border="1"> <tr> <td>Residential Area (SF)*</td> <td>Unit Count</td> <td>Average Unit Area (SF)</td> </tr> <tr> <td>362,715</td> <td>432</td> <td>840</td> </tr> </table> <p>* Residential Square Footage is calculated by measuring from the centerline of party walls and to the exterior side of the corridor and exterior walls.</p>	Residential Area (SF)*	Unit Count	Average Unit Area (SF)	362,715	432	840	<p>VI. Preliminary Parking Tabulation (Sec 151.1)</p>																																																																																																																					
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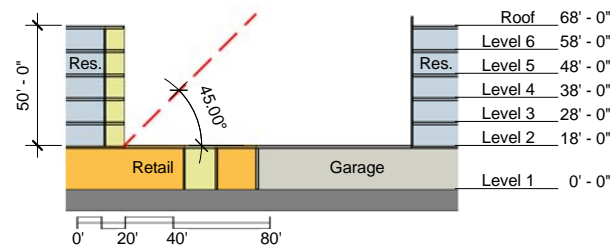
■ Private Open Space
■ Public Open Space

1 Ground Level Open Space Plan
1" = 160'-0"

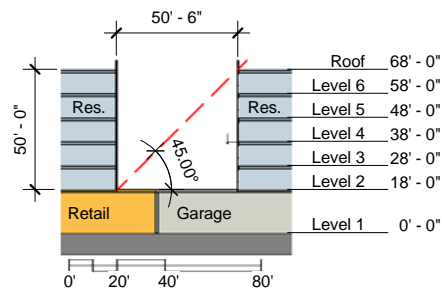


■ Private Open Space
■ Public Open Space

2 Podium Level Open Space Plan
1" = 160'-0"



A Podium Courtyard - Section A
1" = 80'-0"

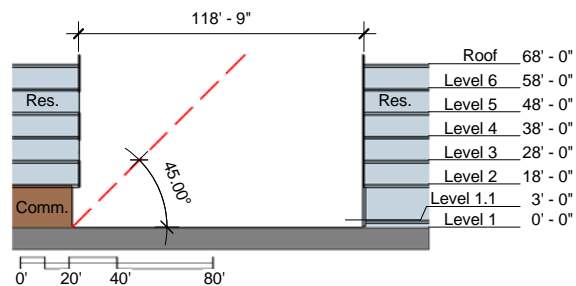


B Podium Courtyard - Section B
1" = 80'-0"

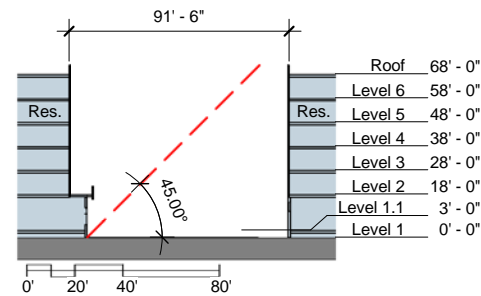
Public Open Space		
Garden Mews	Public Open Space	9397 SF
Market Mews	Public Open Space	9604 SF
At-grade Courtyard	Public Open Space	12971 SF
		31973 SF

Private Open Space		
Podium Courtyard	Private Open Space	6269 SF
		6269 SF

Total Open Space		
Podium Courtyard	Private Open Space	6269 SF
Garden Mews	Public Open Space	9397 SF
Market Mews	Public Open Space	9604 SF
At-grade Courtyard	Public Open Space	12971 SF
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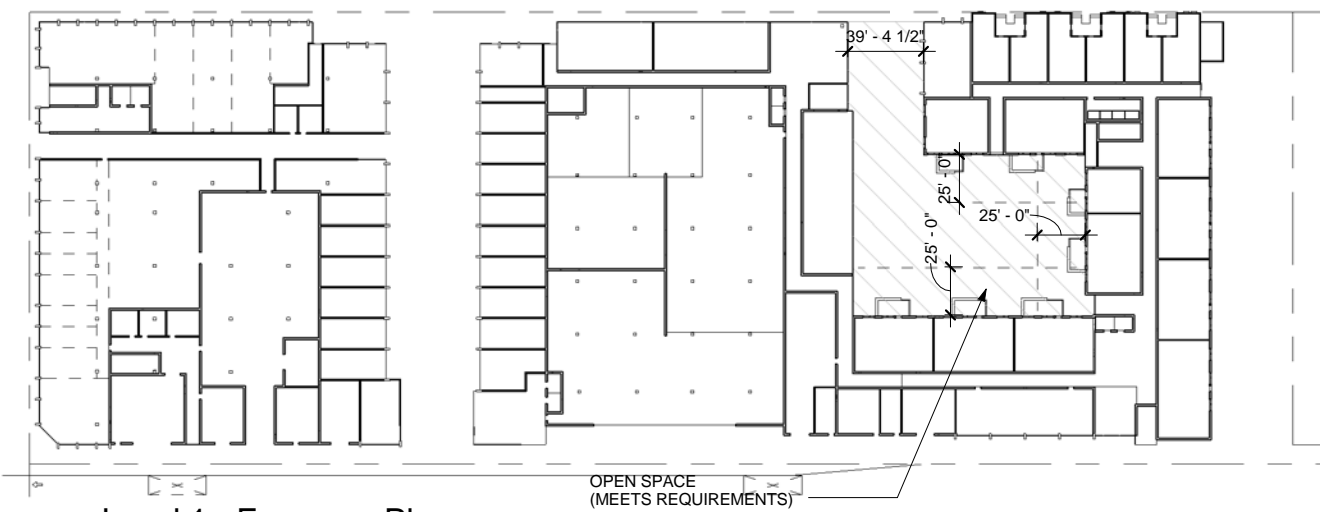


C At Grade Courtyard - Section C
1" = 80'-0"

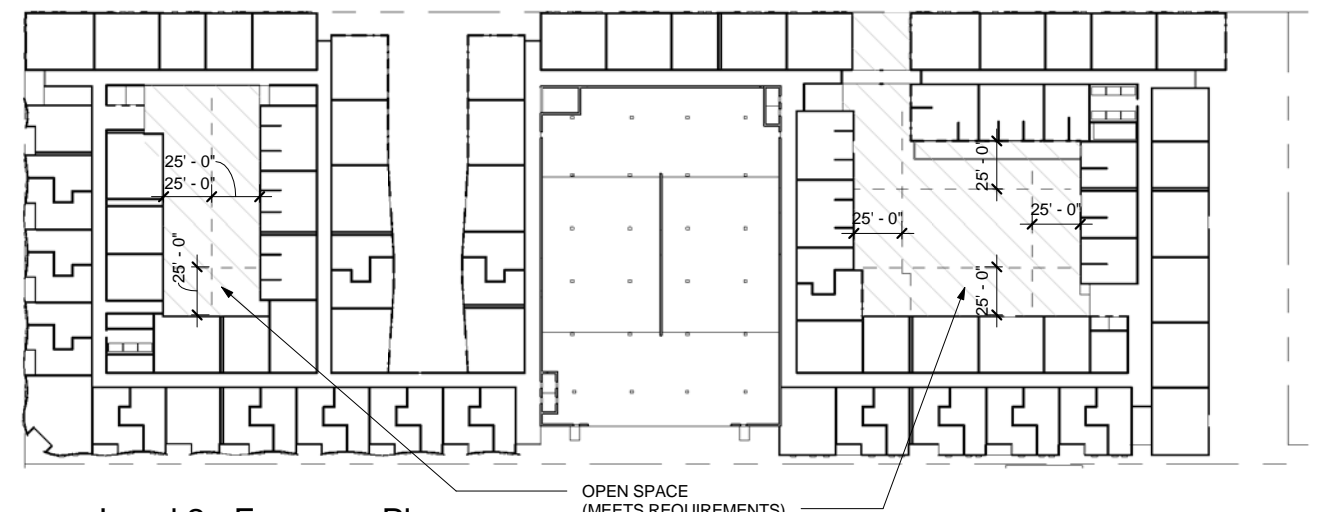


D At Grade Courtyard - Section D
1" = 80'-0"

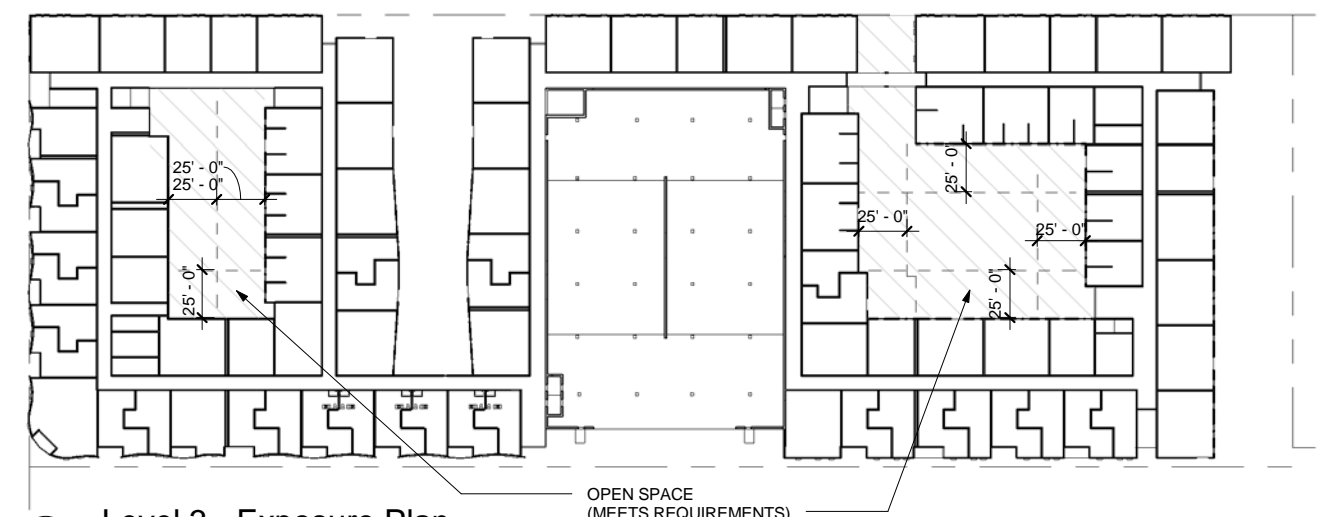
IV. Open Space Summary	
Publicly Accessible Open Space:	
<i>Unenclosed Pedestrian Pathway/ Midblock Passage {Per SF Planning Code Sec 135(h)1C}</i>	
Garden Mews + Market Mews	19,001 SF
<i>At-grade Unenclosed Park {Per SF Planning Code Sec 135(h)1A}</i>	
	12,971 SF
Therefore:	31,973 SF / 54 SF/unit = 592 units satisfied
	432 units - 592 units = net 0 units unsatisfied
Common Usable Open Space:	
<i>Inner Courtyard {Per SF Planning Code Sec 135(g)}</i>	
Required:	0 SF
Provided (podium courtyard):	6,269 SF
Usable Open Space for Commercial:	
<i>Commercial {Per SF Planning Code Sec 135.3}</i>	
Required:	29,518 SF/ 250 x 33% (public) = 40 SF
Provided:	see publicly accessible open space above
Total Usable Open Space Req'd:	
(432 units x 54SF) + 40 SF =	23,368 SF
Total Usable Open Space Provided:	
31,973 SF + 6,269 SF =	38,242 SF



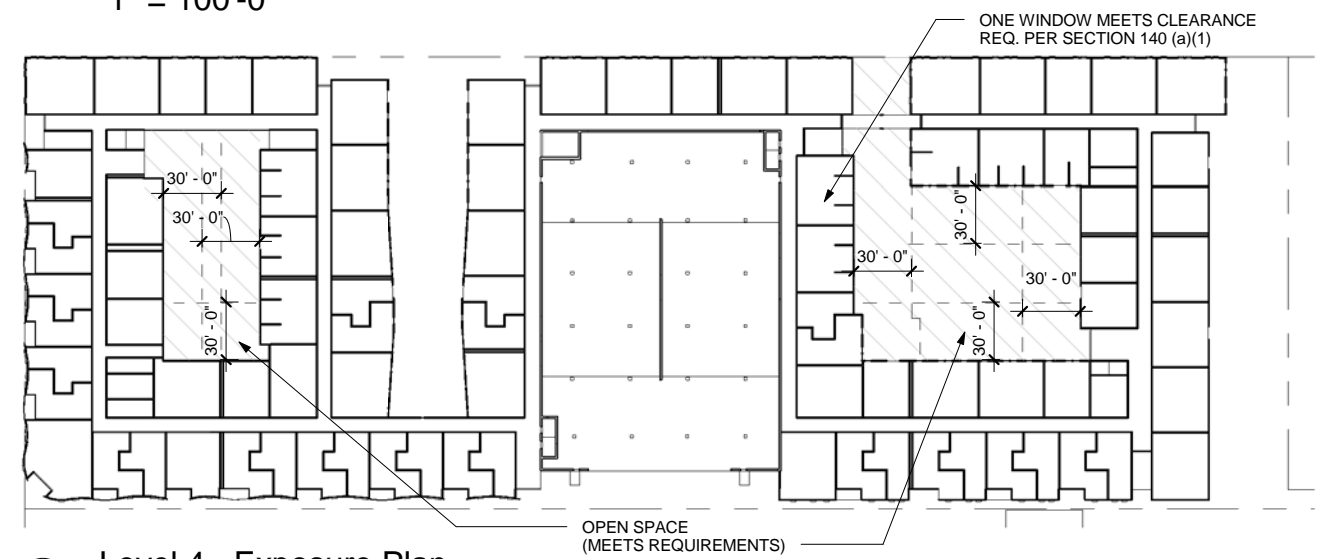
1 Level 1 - Exposure Plan
1" = 100'-0"



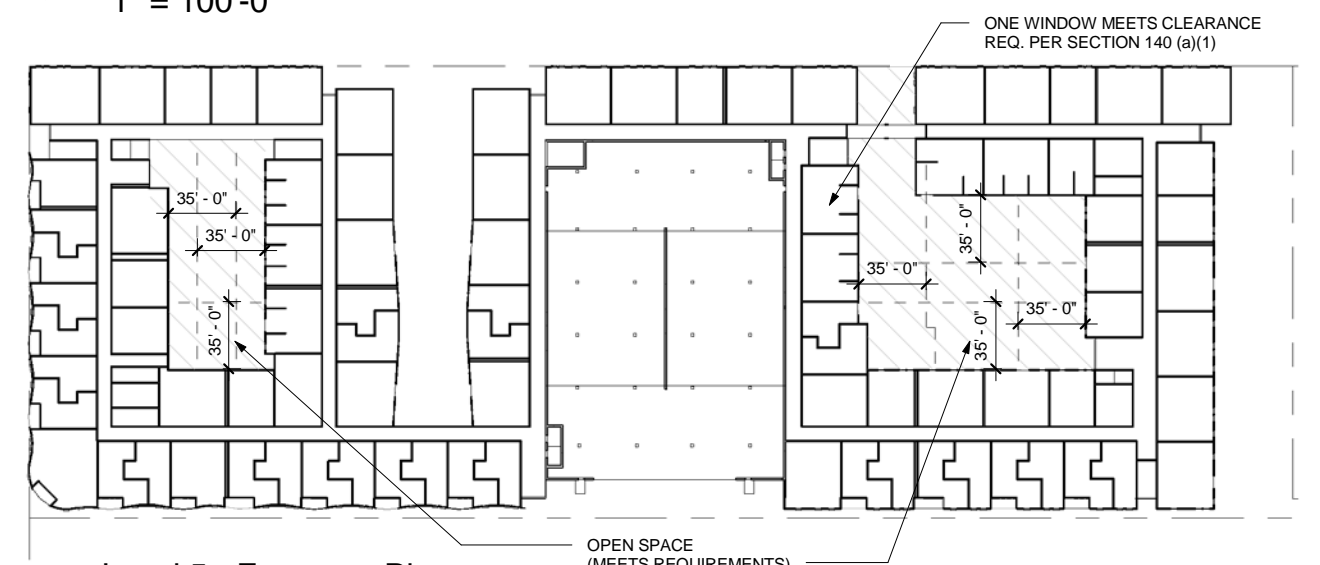
2 Level 2 - Exposure Plan
1" = 100'-0"



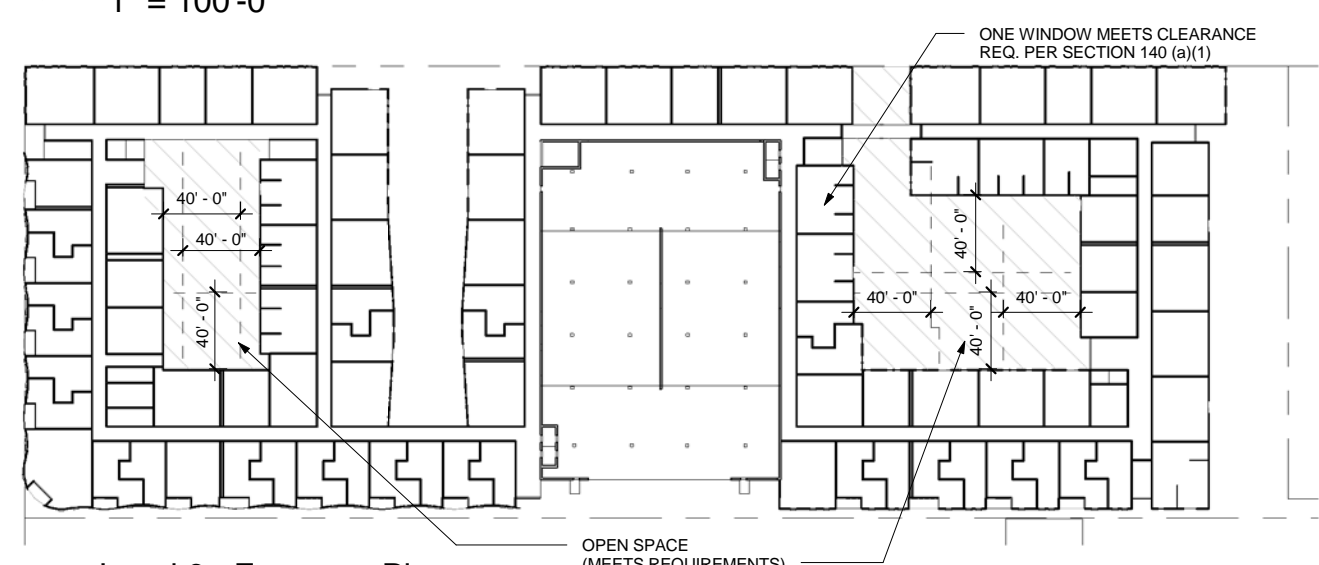
3 Level 3 - Exposure Plan
1" = 100'-0"



4 Level 4 - Exposure Plan
1" = 100'-0"



5 Level 5 - Exposure Plan
1" = 100'-0"



6 Level 6 - Exposure Plan
1" = 100'-0"

NOTE: ALL UNITS COMPLY WITH SEC 140 (a)(1).



Brannan Street - South Facing



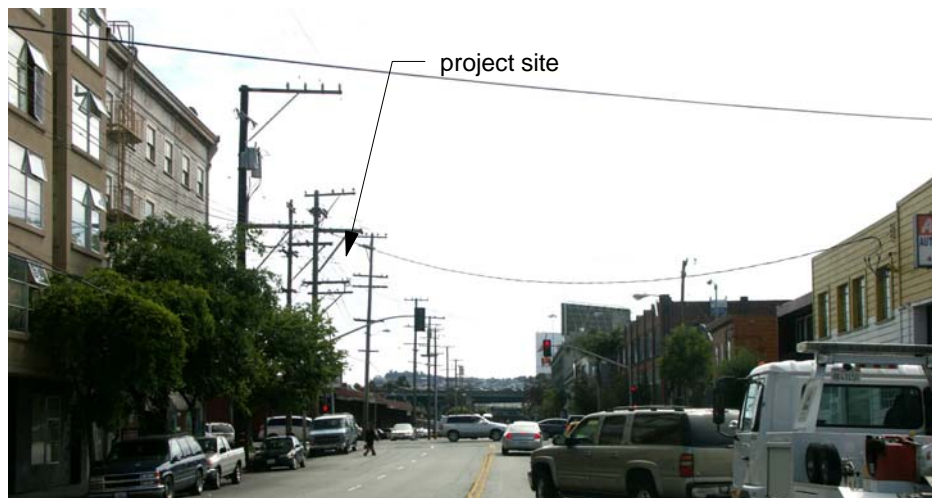
Brannan Street - North Facing



Eighth Street - West Facing



Seventh Street - East Facing



Brannan and Seventh Streets Intersection Looking SW



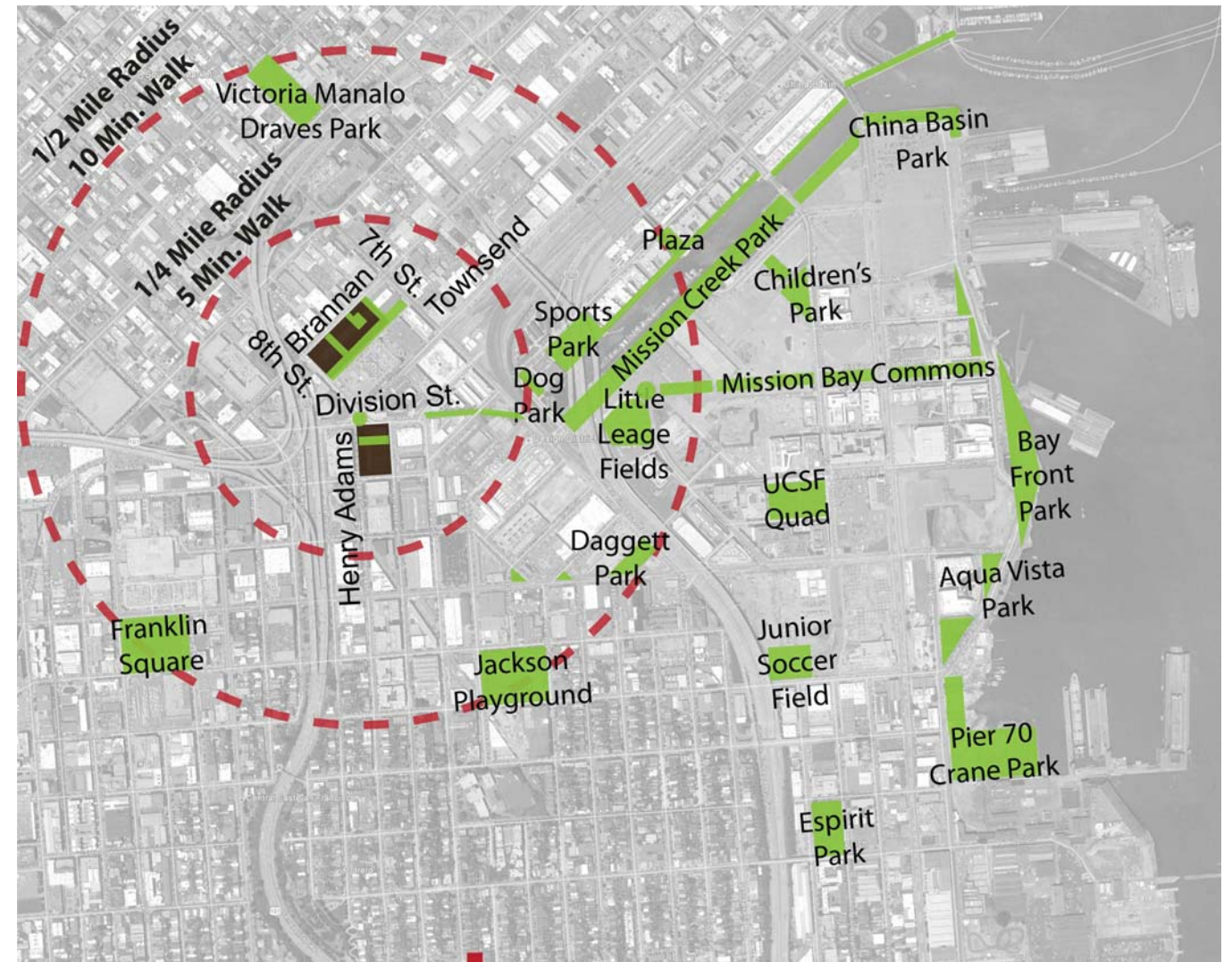
Brannan and Eighth Streets Intersection Looking NE



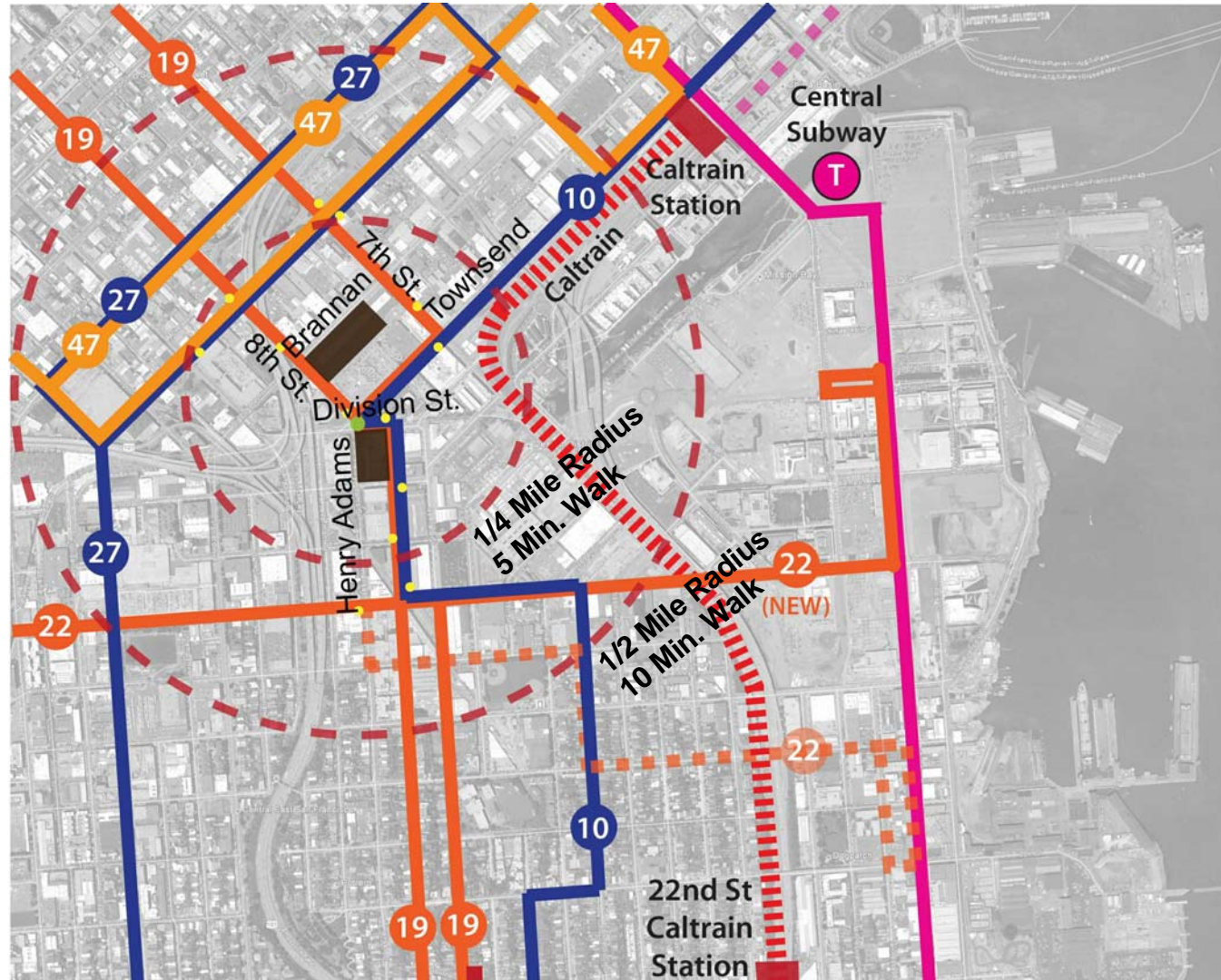
View towards site from Townsend Circle



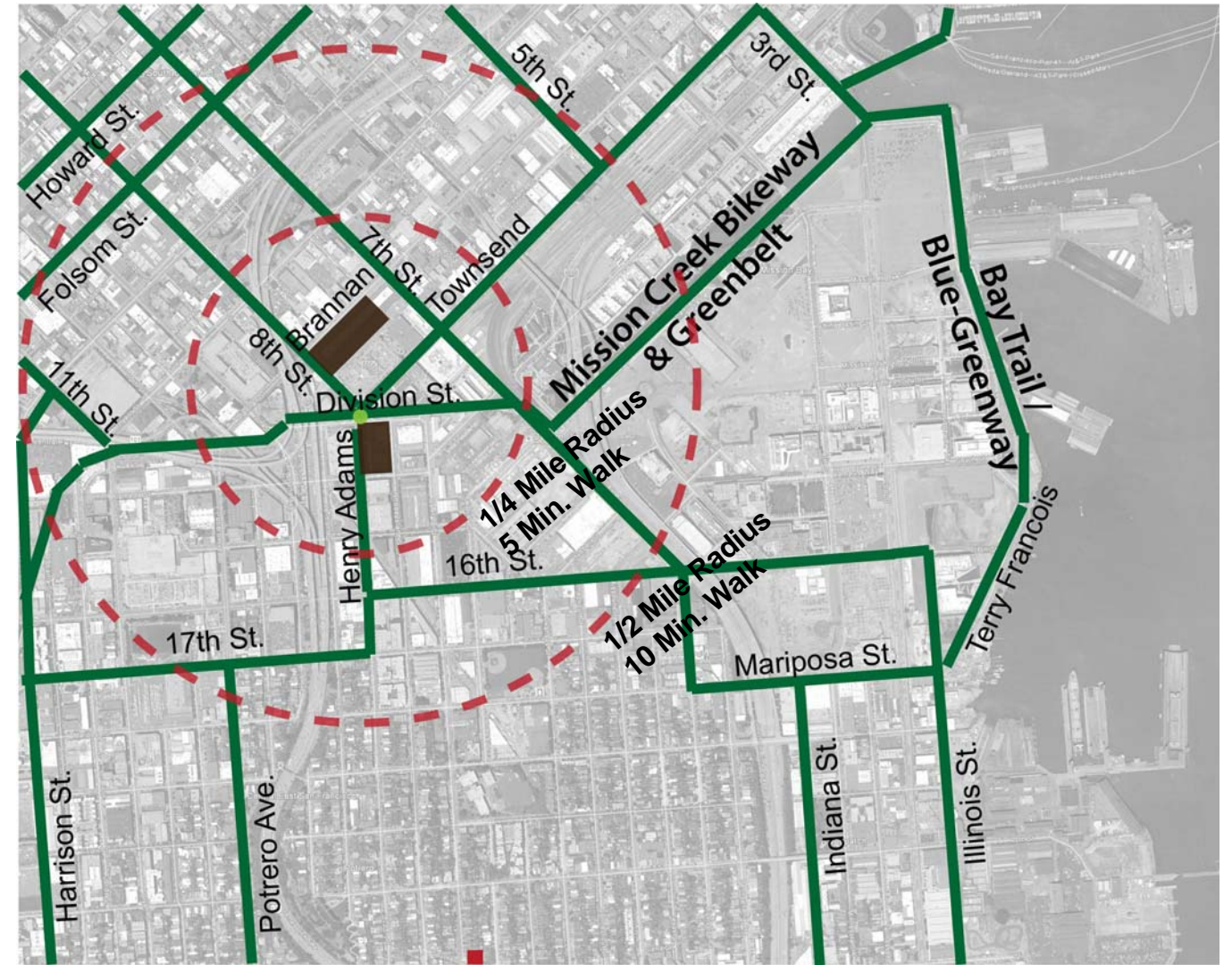
Walking distances



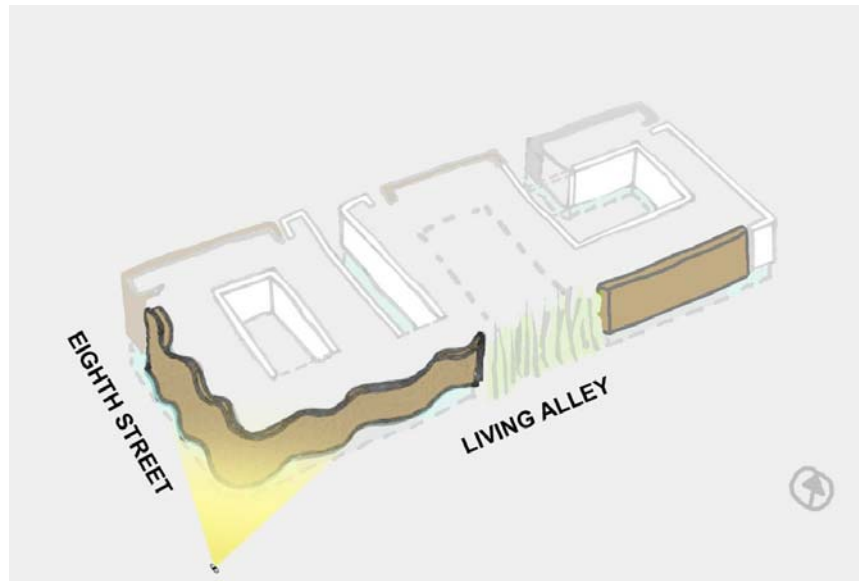
Open Space

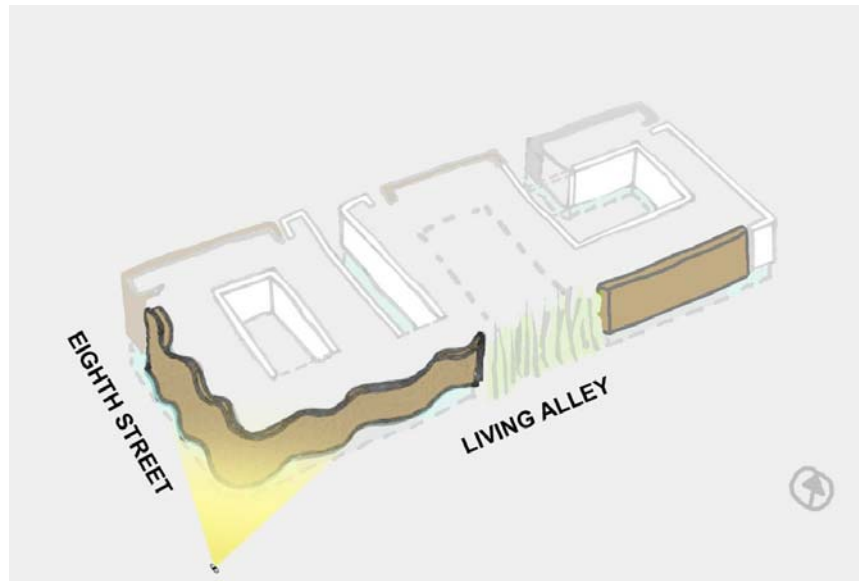


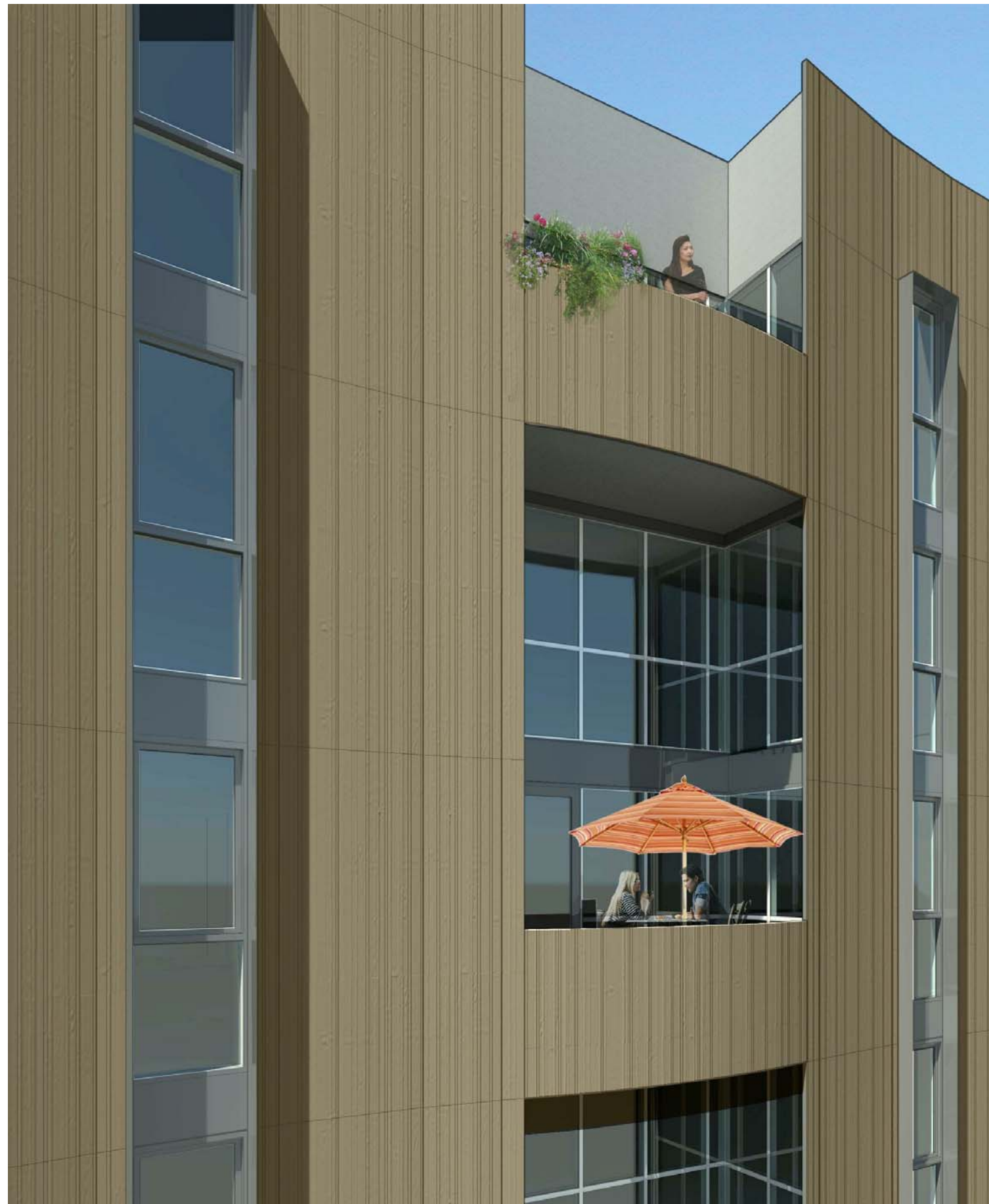
Transit

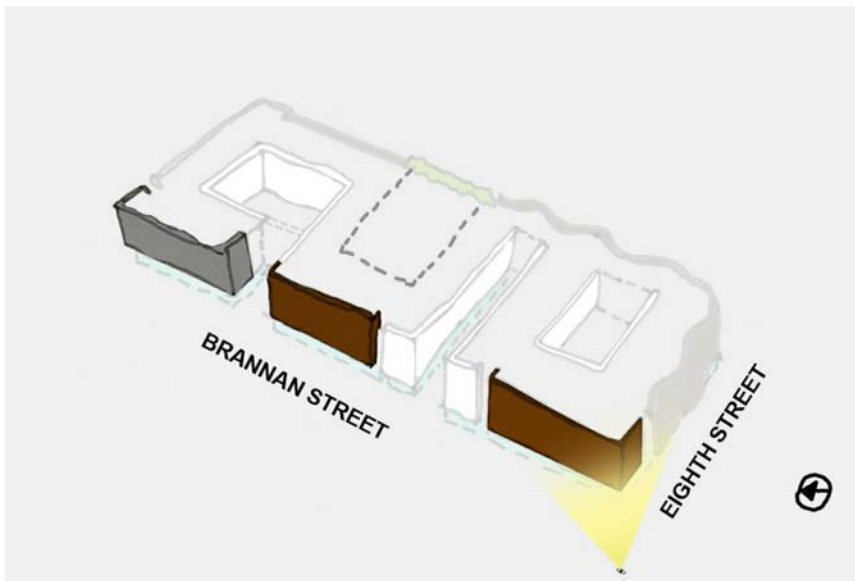


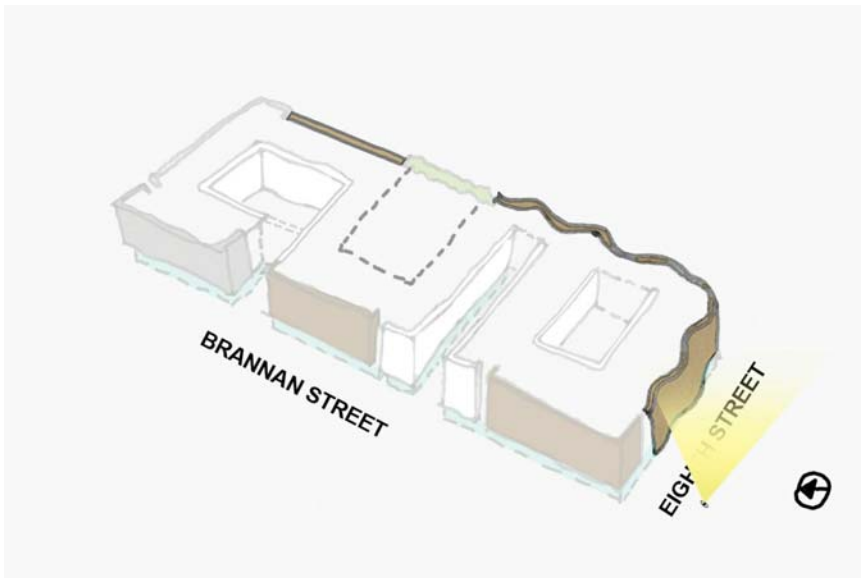
Bike routes

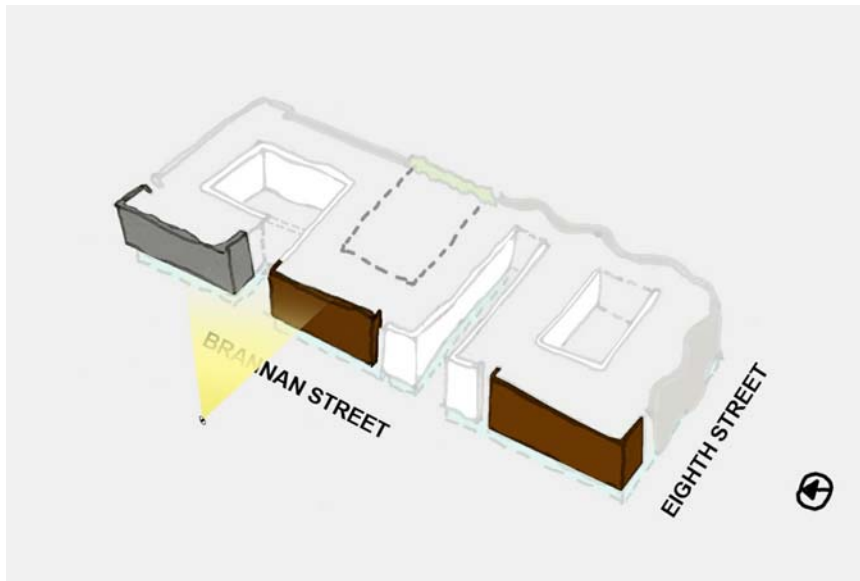


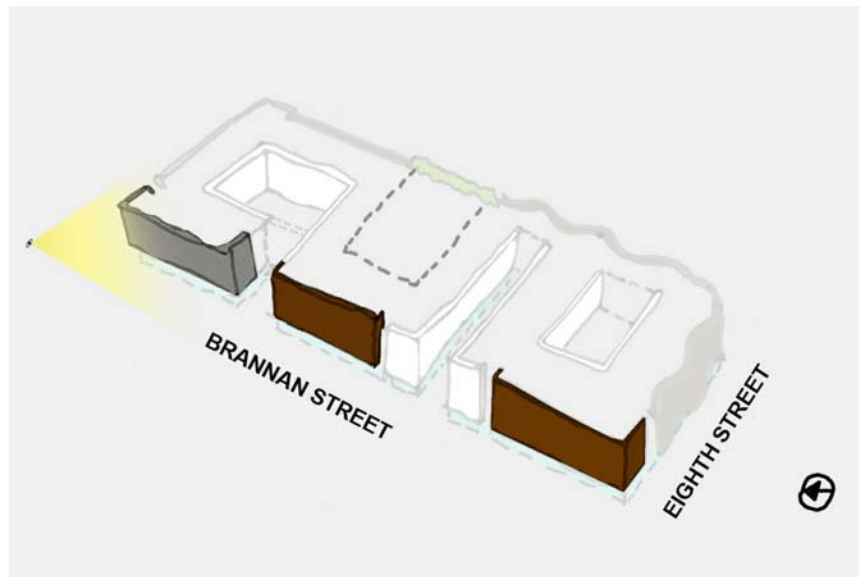


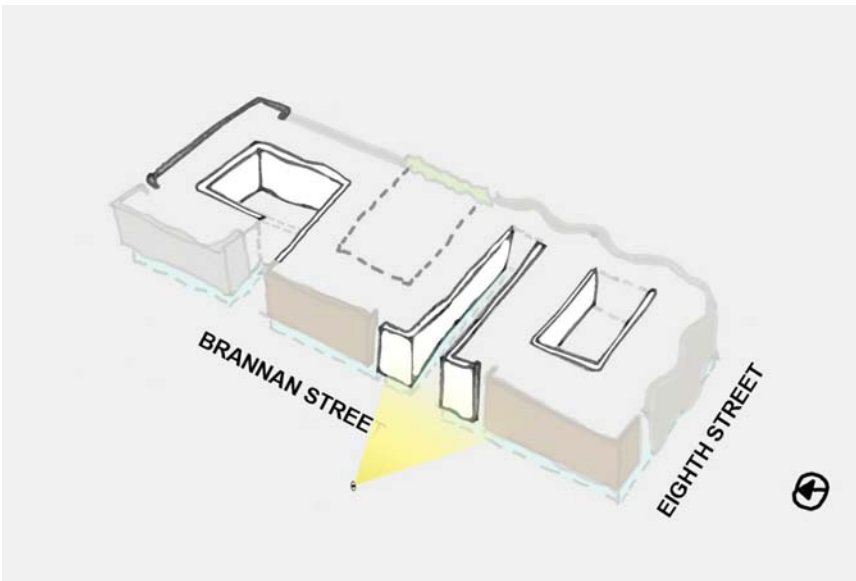


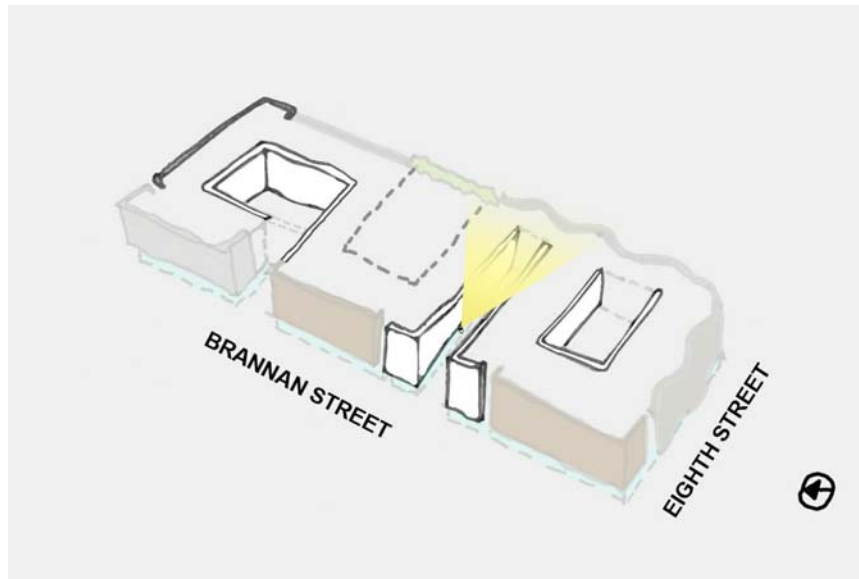












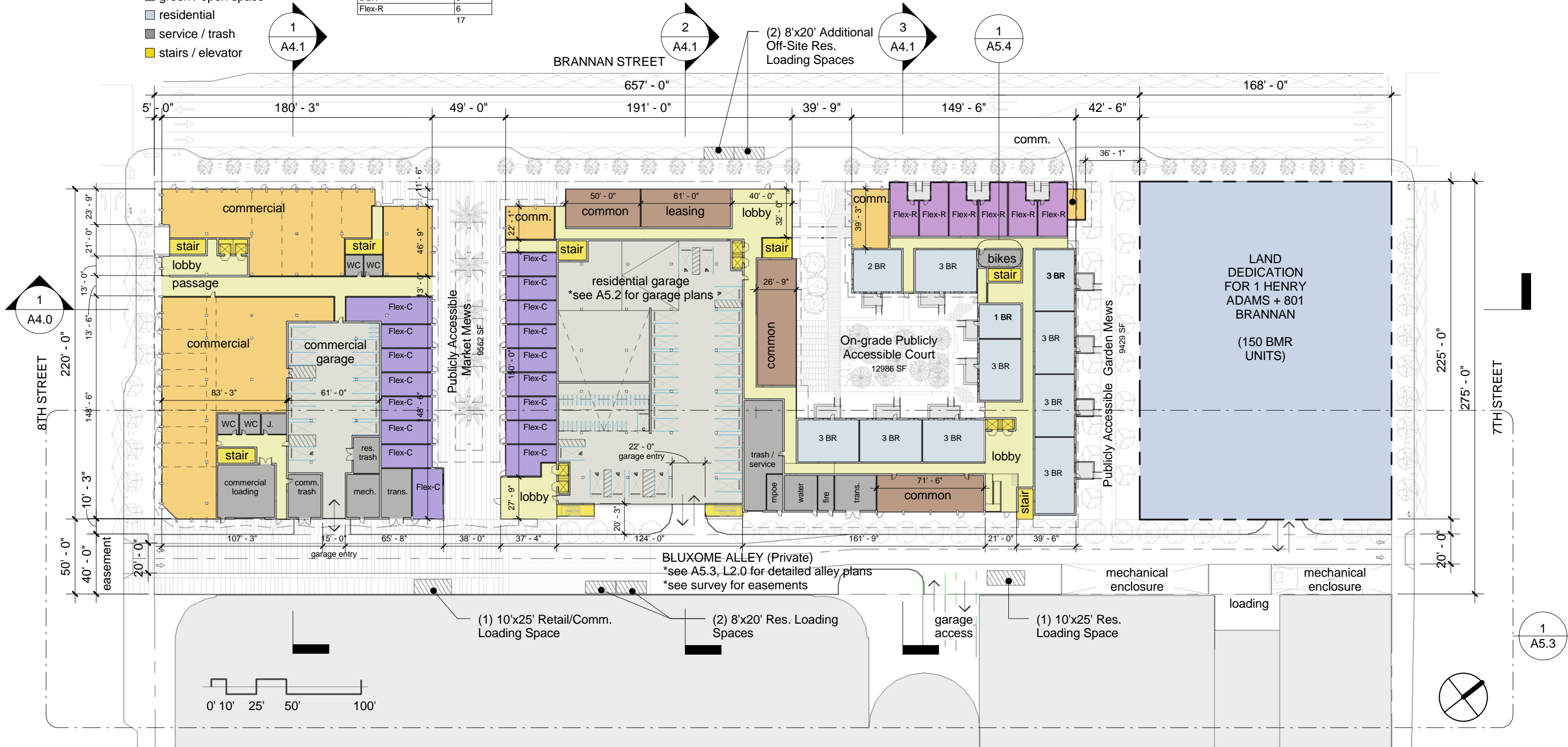
- circulation
- commercial
- common
- flex - commercial
- flex - residential
- garage
- green / open space
- residential
- service / trash
- stairs / elevator

UNIT MIX PER FLOOR

Residential Unit Mix @ Ground Floor	
Name	Count
Level 1	
1 BR	1
2 BR	1
3 BR	9
Flex-R	6
	17

OFF-STREET PARKING

Residential Garage Spaces	407
Commercial Garage Spaces	15
Total	422



- circulation
- commercial
- common
- flex - commercial
- flex - residential
- garage
- green / open space
- residential
- service / trash
- stairs / elevator

UNIT MIX PER FLOOR

Residential Unit Mix @ Level 2	
Name	Count
1 BR	33
2 BR	35
Studio	15
Total	83

Residential Unit Mix @ Level 3	
Name	Count
1 BR	33
2 BR	35
Studio	15
Total	83

Residential Unit Mix @ Level 4	
Name	Count
1 BR	33
2 BR	35
Studio	15
Total	83

Residential Unit Mix @ Level 5	
Name	Count
1 BR	33
2 BR	35
Studio	15
Total	83

Residential Unit Mix @ Level 6	
Name	Count
1 BR	33
2 BR	35
Studio	15
Total	83

Level 2

1 BR	33
2 BR	35
Studio	15
Total	83

Level 3

1 BR	33
2 BR	35
Studio	15
Total	83

Level 4

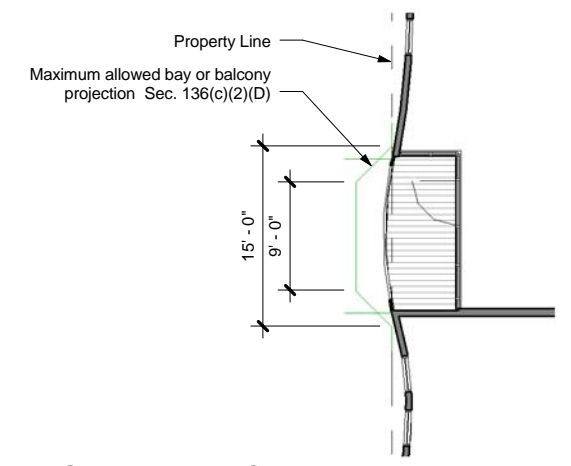
1 BR	33
2 BR	35
Studio	15
Total	83

Level 5

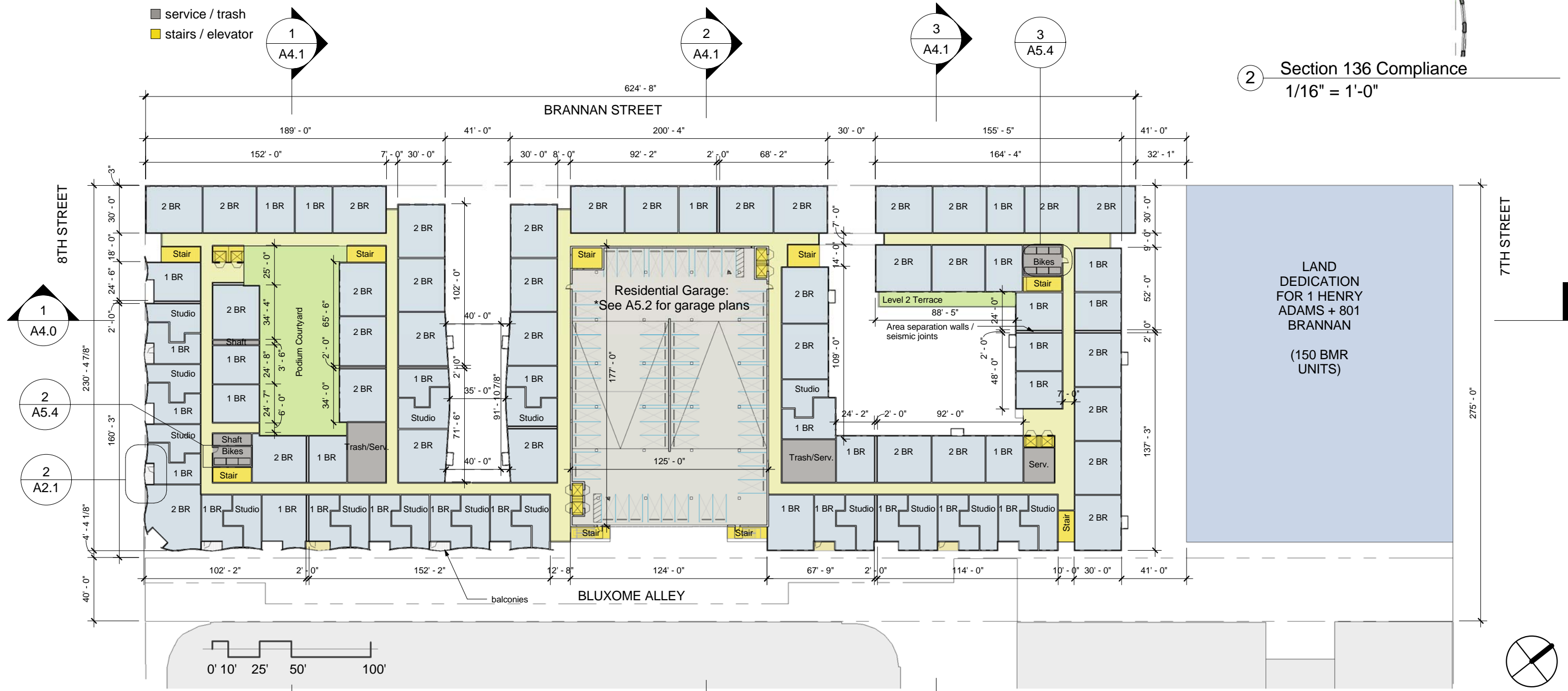
1 BR	33
2 BR	35
Studio	15
Total	83

Level 6

1 BR	33
2 BR	35
Studio	15
Total	83

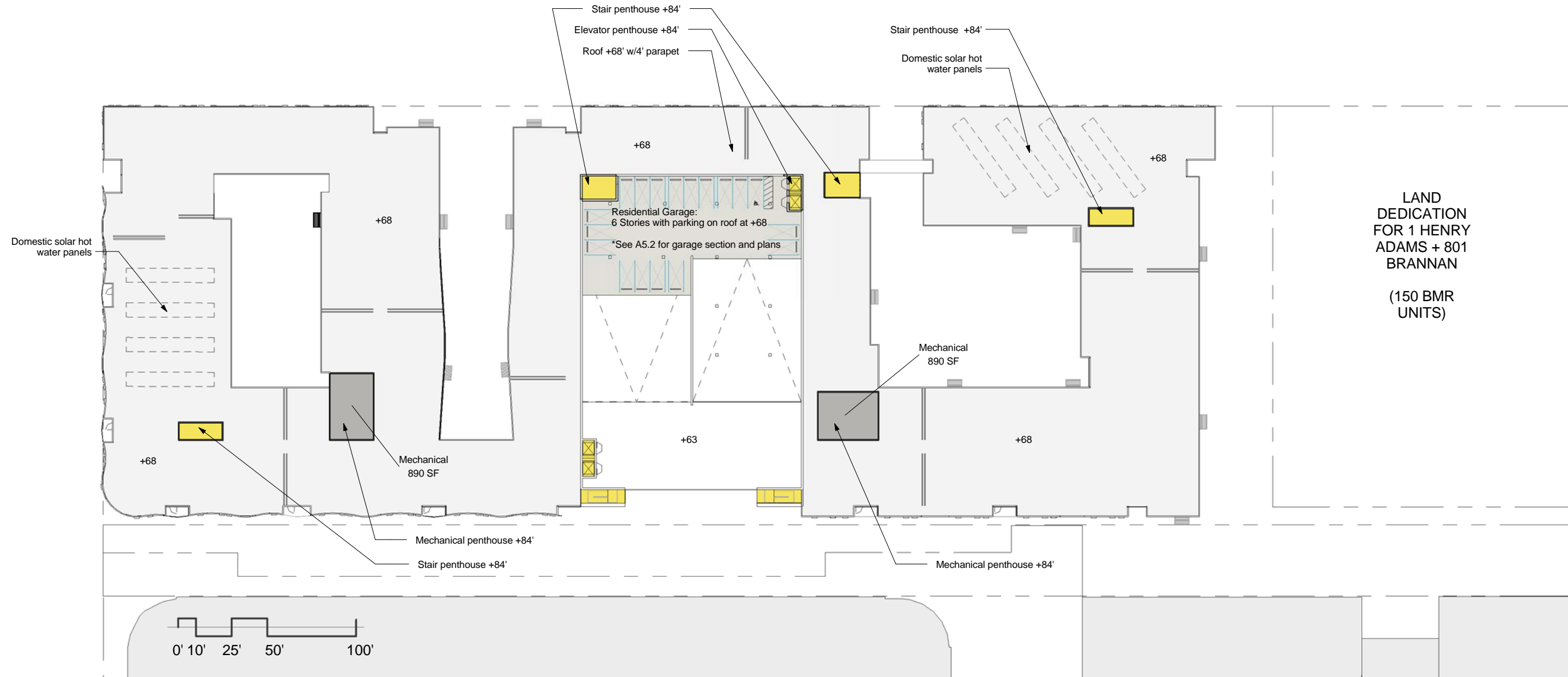


2 Section 136 Compliance
1/16" = 1'-0"



1 LPA Presentation - Level 2
1/64" = 1'-0"

- circulation
- commercial
- common
- flex - commercial
- flex - residential
- garage
- green / open space
- residential
- service / trash
- stairs / elevator



LAND
DEDICATION
FOR 1 HENRY
ADAMS + 801
BRANNAN

(150 BMR
UNITS)

Materials Legend

- 1) HARDIE TRIM (VARIOUS WIDTH + DEPTH)
- 2) HARDIE TRIM BALCONY RAILING
- 3) STANDING SEAM METAL SIDING - COLOR 1
- 4) METAL WINDOW FINNS - COLOR 1
- 5) STANDING SEAM METAL SIDING - COLOR 2
- 6) METAL WINDOW FINNS - COLOR 2
- 7) STEEL BALCONY + ALUMINUM PERF RAILING
- 8) SMOOTH TROWELED WHITE CEMENT PLASTER
- 9) ALUMINUM AND GLASS STOREFRONT
- 10) BOARD-FORMED CONCRETE WALL / COLUMN
- 11) ALUMINUM WINDOWS
- 12) STEEL TRELLIS (PAINTED)
- 13) STEEL AWNINGS (PAINTED)
- 14) ALUMINUM PANELS
- 15) ALUMINUM WINDOW FINNS
- 16) IPE WOOD SIDING
- 17) DUTCH DOOR (PAINTED)
- 18) CUSTOM WOOD AND GLASS "K" DOOR
- 19) ALUMINUM STOREFRONT DOOR
- 20) STEEL BRIDGE WITH WIRE MESH RAILING



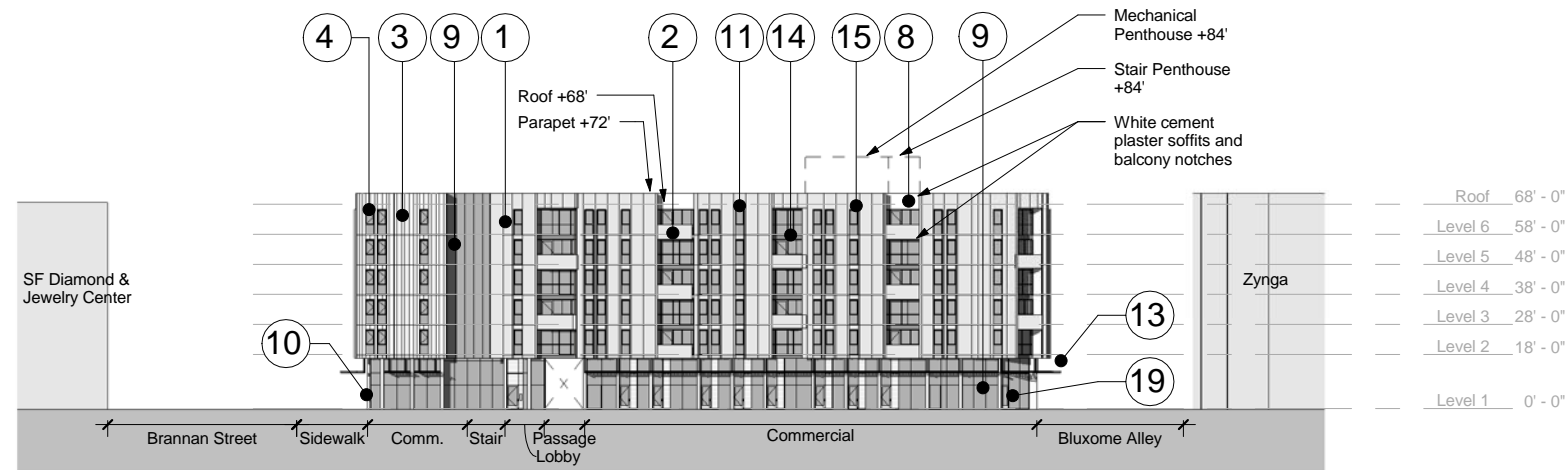
Elevation Key



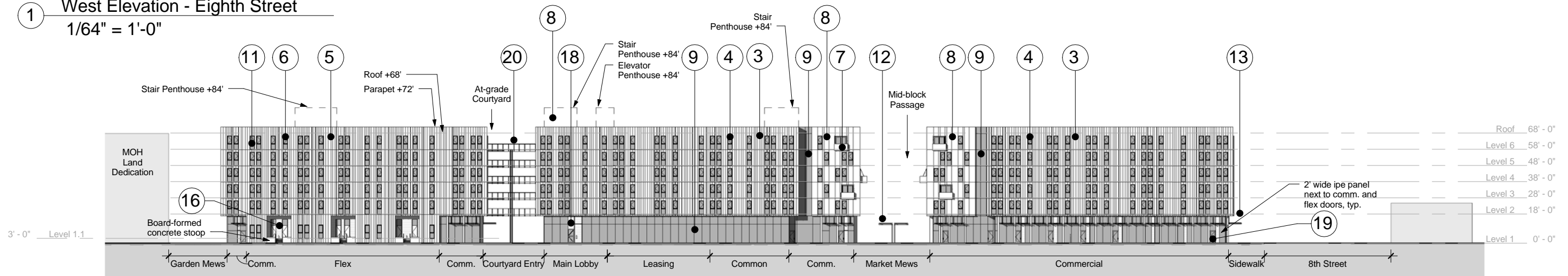
Eighth and Brannan Streets



Eighth Street and Bluxome Alley



1 West Elevation - Eighth Street
1/64" = 1'-0"



2 North Elevation - Brannan Street
1/64" = 1'-0"



Archstone

801 Brannan Street

North and West Elevations

2117
scale: 1/64" = 1'-0"
date: 01/09/2013

A3.0

Materials Legend

- 1) HARDIE TRIM (VARIOUS WIDTH + DEPTH)
- 2) HARDIE TRIM BALCONY RAILING
- 3) STANDING SEAM METAL SIDING - COLOR 1
- 4) METAL WINDOW FINNS - COLOR 1
- 5) STANDING SEAM METAL SIDING - COLOR 2
- 6) METAL WINDOW FINNS - COLOR 2
- 7) STEEL BALCONY + ALUMINUM PERF RAILING
- 8) SMOOTH TROWELED WHITE CEMENT PLASTER
- 9) ALUMINUM AND GLASS STOREFRONT
- 10) BOARD-FORMED CONCRETE WALL / COLUMN
- 11) ALUMINUM WINDOWS
- 12) STEEL TRELLIS (PAINTED)
- 13) STEEL AWNINGS (PAINTED)
- 14) ALUMINUM PANELS
- 15) ALUMINUM WINDOW FINNS
- 16) IPE WOOD SIDING
- 17) DUTCH DOOR (PAINTED)
- 18) CUSTOM WOOD AND GLASS "K" DOOR
- 19) ALUMINUM STOREFRONT DOOR
- 20) STEEL BRIDGE WITH WIRE MESH RAILING



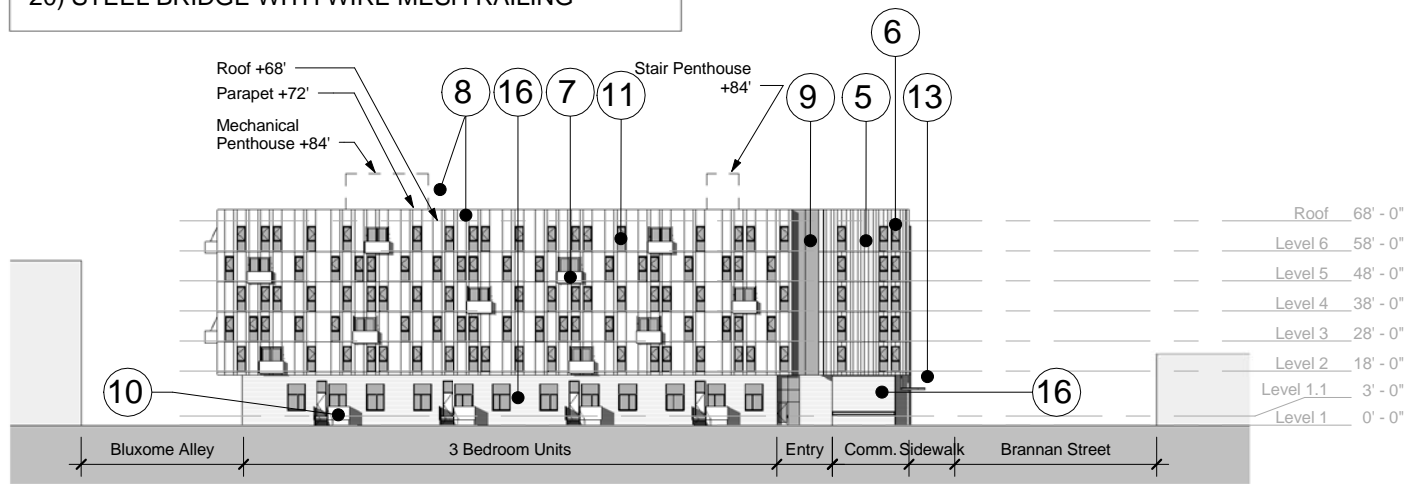
Elevation Key



Precedent for Lobby and Common Space along Alley

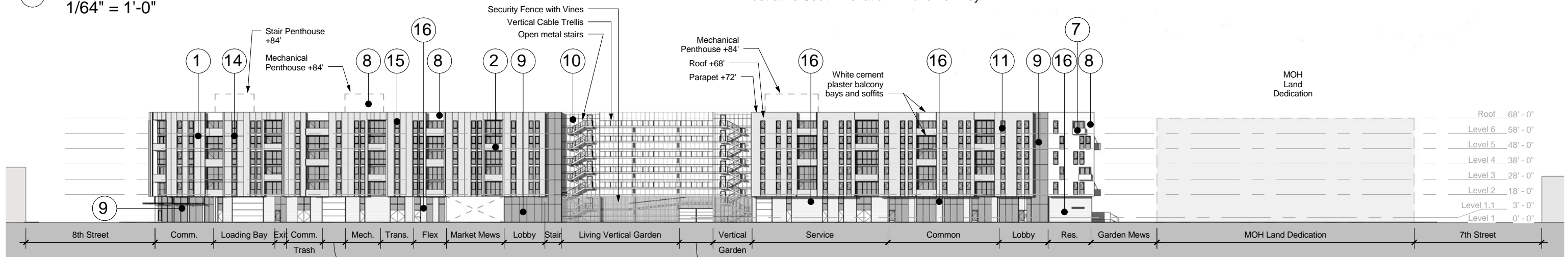


Vertical Cable Trellis Garage Screen



Illustrative South Elevation - Bluxome Alley

1 East Elevation - Langton Mews
1/64" = 1'-0"



2 South Elevation - Bluxome Alley
1/64" = 1'-0"



Archstone

801 Brannan Street

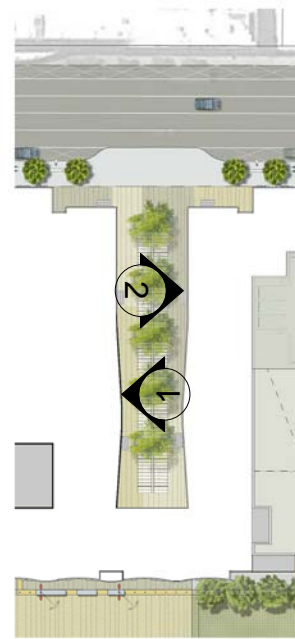
South and East Elevations

21117
scale: 1/64" = 1'-0"
date: 01/09/2013

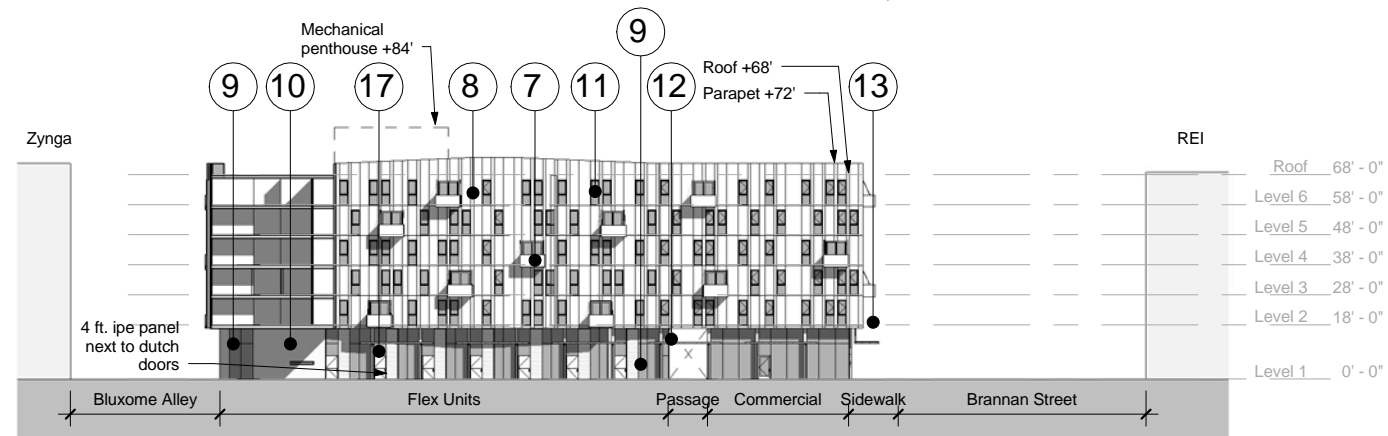
A3.1

Materials Legend

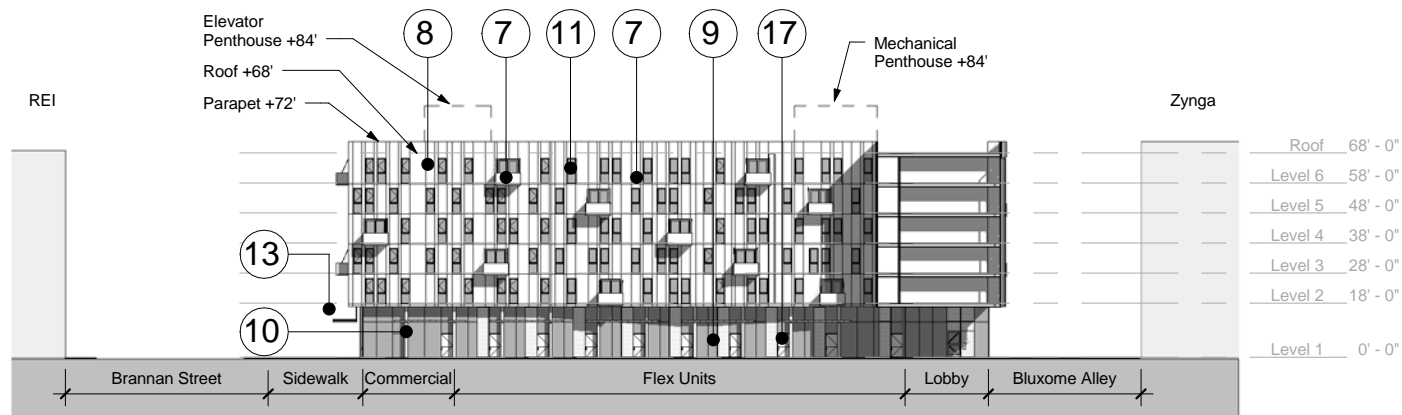
- 1) HARDIE TRIM (VARIOUS WIDTH + DEPTH)
- 2) HARDIE TRIM BALCONY RAILING
- 3) STANDING SEAM METAL SIDING - COLOR 1
- 4) METAL WINDOW FINNS - COLOR 1
- 5) STANDING SEAM METAL SIDING - COLOR 2
- 6) METAL WINDOW FINNS - COLOR 2
- 7) STEEL BALCONY + ALUMINUM PERF RAILING
- 8) SMOOTH TROVELED WHITE CEMENT PLASTER
- 9) ALUMINUM AND GLASS STOREFRONT
- 10) BOARD-FORMED CONCRETE WALL / COLUMN
- 11) ALUMINUM WINDOWS
- 12) STEEL TRELLIS (PAINTED)
- 13) STEEL AWNINGS (PAINTED)
- 14) ALUMINUM PANELS
- 15) ALUMINUM WINDOW FINNS
- 16) IPE WOOD SIDING
- 17) DUTCH DOOR (PAINTED)
- 18) CUSTOM WOOD AND GLASS "K" DOOR
- 19) ALUMINUM STOREFRONT DOOR
- 20) STEEL BRIDGE WITH WIRE MESH RAILING



Elevation Key



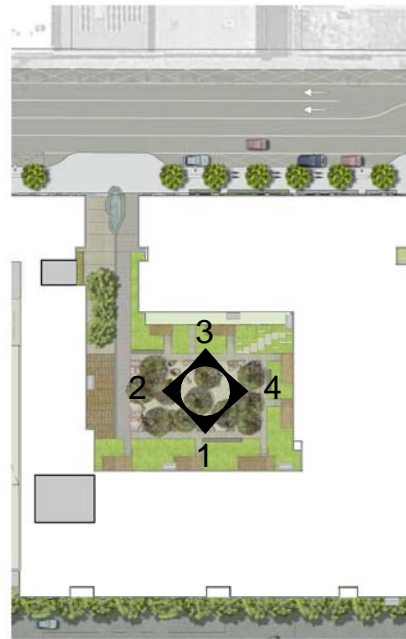
1 Market Mews - East Facing Elevation
1/64" = 1'-0"



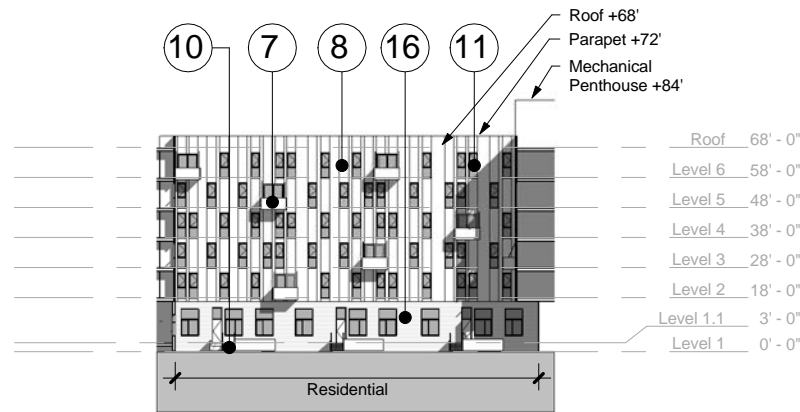
2 Market Mews - West Facing Elevation
1/64" = 1'-0"

Materials Legend

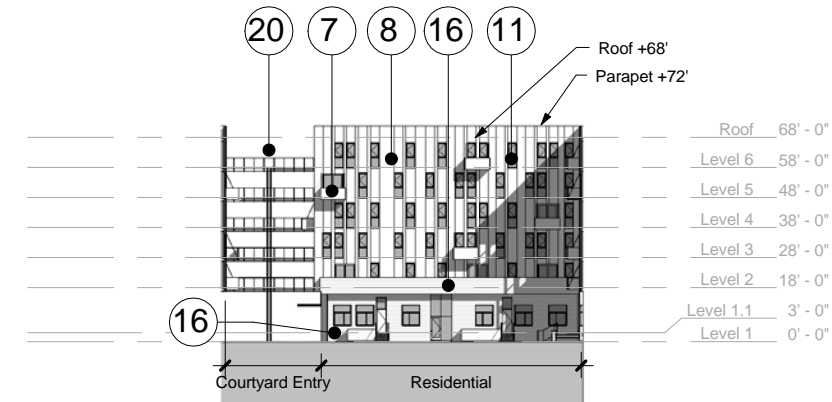
- 1) HARDIE TRIM (VARIOUS WIDTH + DEPTH)
- 2) HARDIE TRIM BALCONY RAILING
- 3) STANDING SEAM METAL SIDING - COLOR 1
- 4) METAL WINDOW FINNS - COLOR 1
- 5) STANDING SEAM METAL SIDING - COLOR 2
- 6) METAL WINDOW FINNS - COLOR 2
- 7) STEEL BALCONY + ALUMINUM PERF RAILING
- 8) SMOOTH TROWELED WHITE CEMENT PLASTER
- 9) ALUMINUM AND GLASS STOREFRONT
- 10) BOARD-FORMED CONCRETE WALL / COLUMN
- 11) ALUMINUM WINDOWS
- 12) STEEL TRELLIS (PAINTED)
- 13) STEEL AWNINGS (PAINTED)
- 14) ALUMINUM PANELS
- 15) ALUMINUM WINDOW FINNS
- 16) IPE WOOD SIDING
- 17) DUTCH DOOR (PAINTED)
- 18) CUSTOM WOOD AND GLASS "K" DOOR
- 19) ALUMINUM STOREFRONT DOOR
- 20) STEEL BRIDGE WITH WIRE MESH RAILING



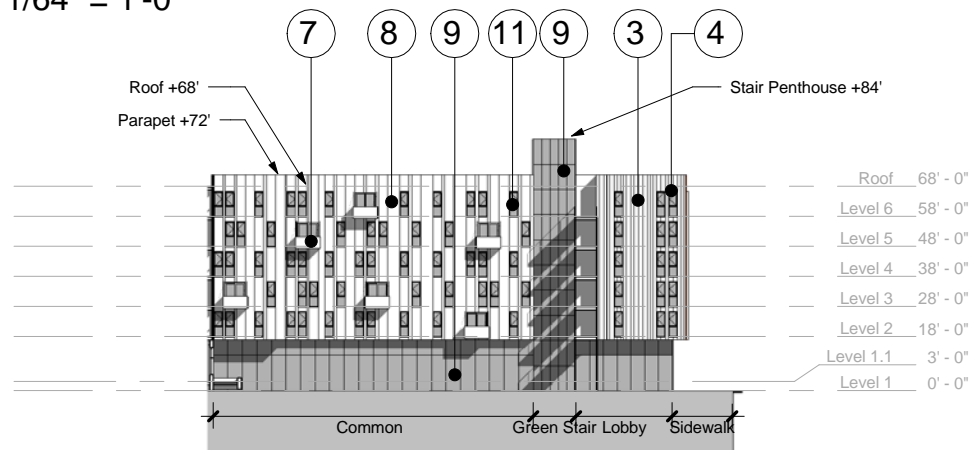
Elevation Key



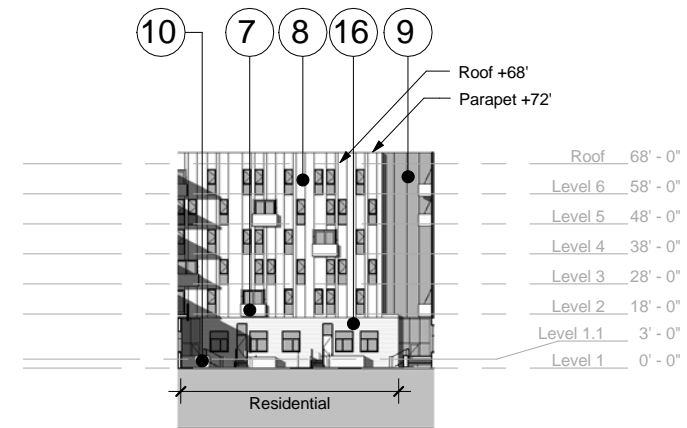
1 North Courtyard Elevation
1/64" = 1'-0"



3 South Courtyard Elevation
1/64" = 1'-0"



2 East Courtyard Elevation
1/64" = 1'-0"



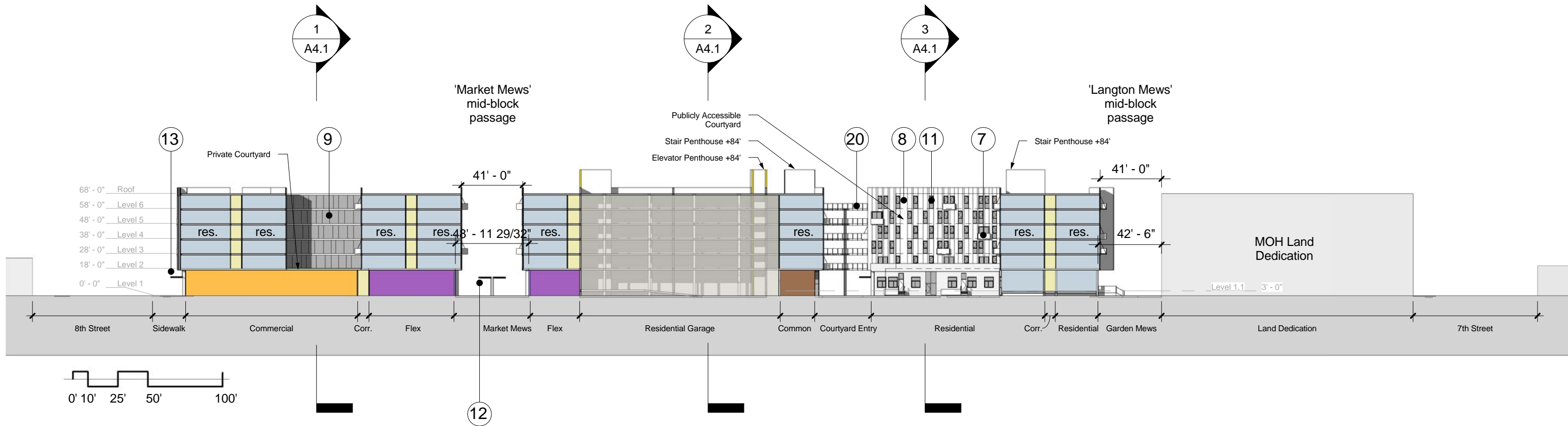
4 West Courtyard Elevation
1/64" = 1'-0"

Materials Legend

- 1) HARDIE TRIM (VARIOUS WIDTH + DEPTH)
- 2) HARDIE TRIM BALCONY RAILING
- 3) STANDING SEAM METAL SIDING - COLOR 1
- 4) METAL WINDOW FINNS - COLOR 1
- 5) STANDING SEAM METAL SIDING - COLOR 2
- 6) METAL WINDOW FINNS - COLOR 2
- 7) STEEL BALCONY + ALUMINUM PERF RAILING
- 8) SMOOTH TROWELED WHITE CEMENT PLASTER
- 9) ALUMINUM AND GLASS STOREFRONT
- 10) BOARD-FORMED CONCRETE WALL / COLUMN
- 11) ALUMINUM WINDOWS
- 12) STEEL TRELLIS (PAINTED)
- 13) STEEL AWNINGS (PAINTED)
- 14) ALUMINUM PANELS
- 15) ALUMINUM WINDOW FINNS
- 16) IPE WOOD SIDING
- 17) DUTCH DOOR (PAINTED)
- 18) CUSTOM WOOD AND GLASS "K" DOOR
- 19) ALUMINUM STOREFRONT DOOR
- 20) STEEL BRIDGE WITH WIRE MESH RAILING



Section Key



1 Longitudinal Building Section
1/64" = 1'-0"



Archstone

801 Brannan Street

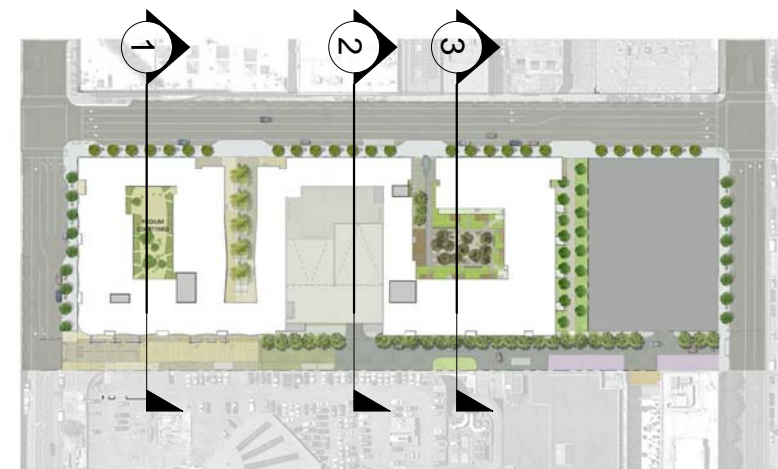
Longitudinal Section

21117
scale: 1/64" = 1'-0"
date: 01/09/2013

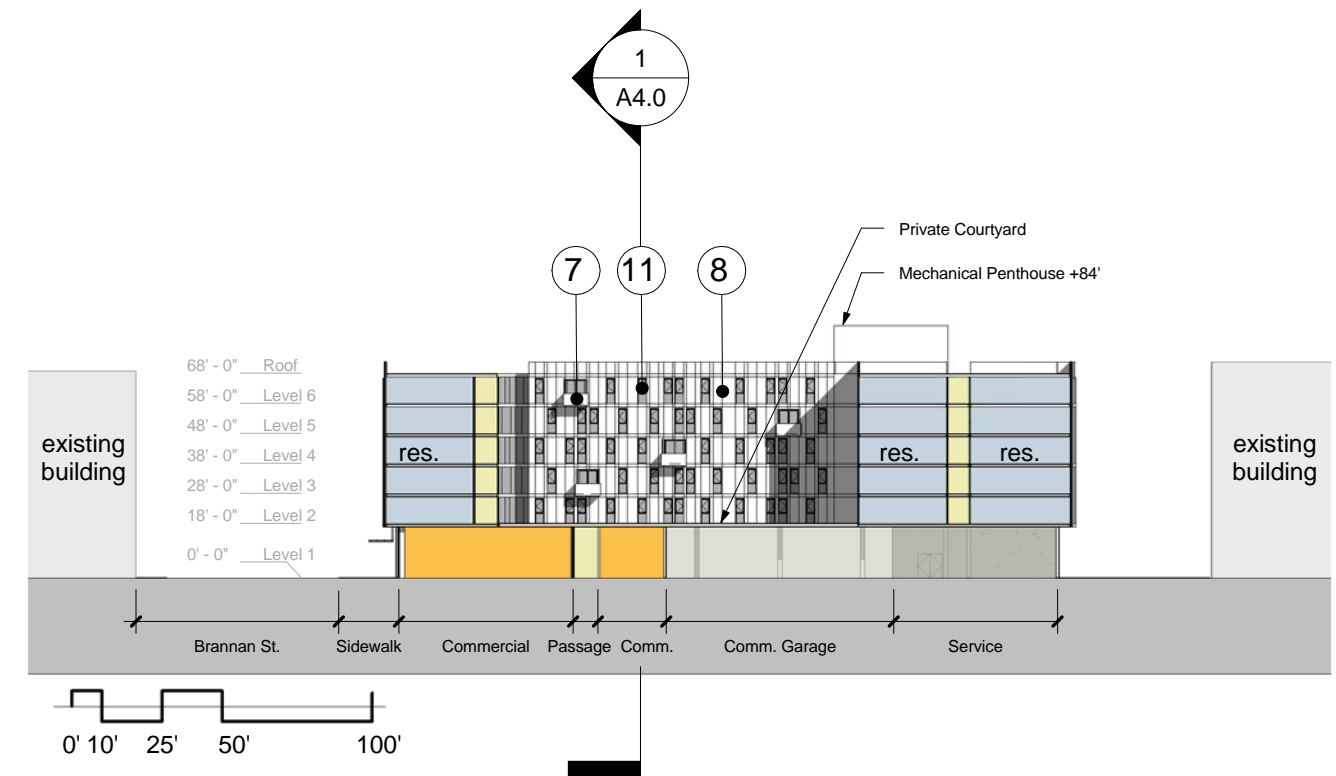
A4.0

Materials Legend

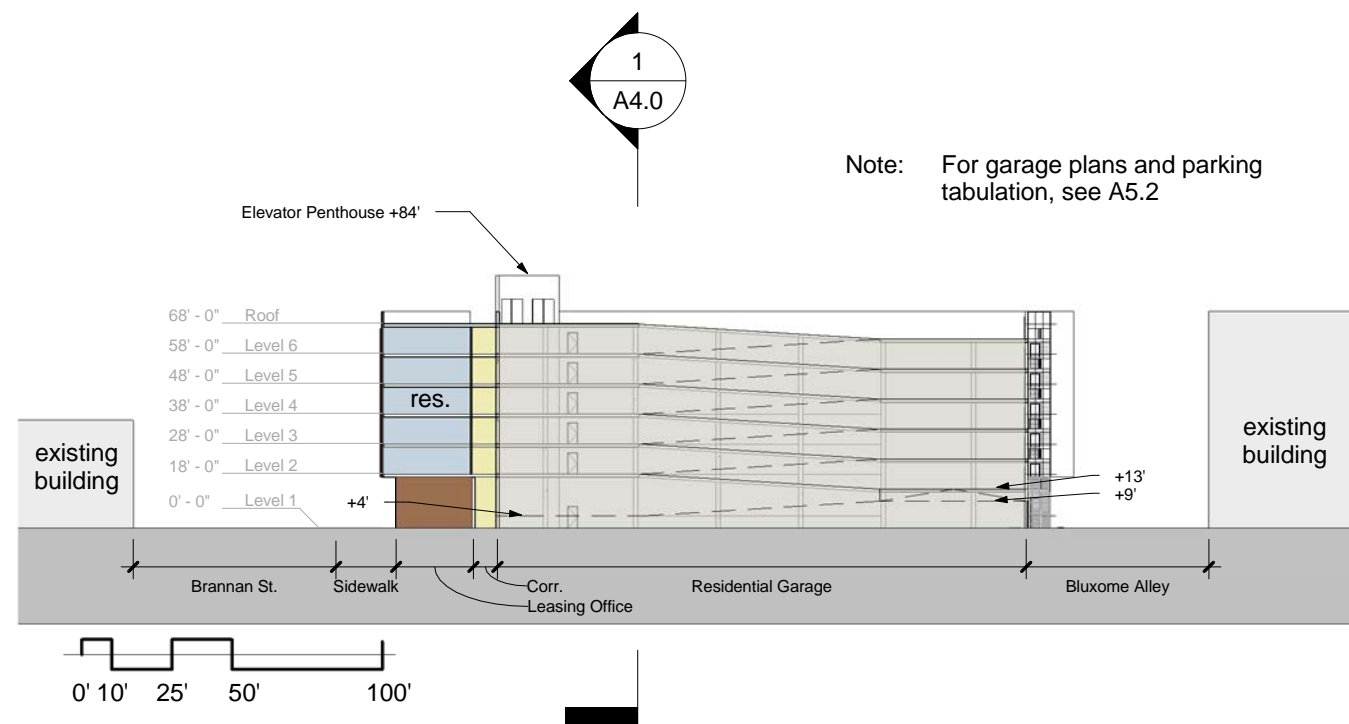
- 1) HARDIE TRIM (VARIOUS WIDTH + DEPTH)
- 2) HARDIE TRIM BALCONY RAILING
- 3) STANDING SEAM METAL SIDING - COLOR 1
- 4) METAL WINDOW FINIS - COLOR 1
- 5) STANDING SEAM METAL SIDING - COLOR 2
- 6) METAL WINDOW FINIS - COLOR 2
- 7) STEEL BALCONY + ALUMINUM PERF RAILING
- 8) SMOOTH TROWELED WHITE CEMENT PLASTER
- 9) ALUMINUM AND GLASS STOREFRONT
- 10) BOARD-FORMED CONCRETE WALL / COLUMN
- 11) ALUMINUM WINDOWS
- 12) STEEL TRELLIS (PAINTED)
- 13) STEEL AWNINGS (PAINTED)
- 14) ALUMINUM PANELS
- 15) ALUMINUM WINDOW FINIS
- 16) IPE WOOD SIDING
- 17) DUTCH DOOR (PAINTED)
- 18) CUSTOM WOOD AND GLASS "K" DOOR
- 19) ALUMINUM STOREFRONT DOOR
- 20) STEEL BRIDGE WITH WIRE MESH RAILING



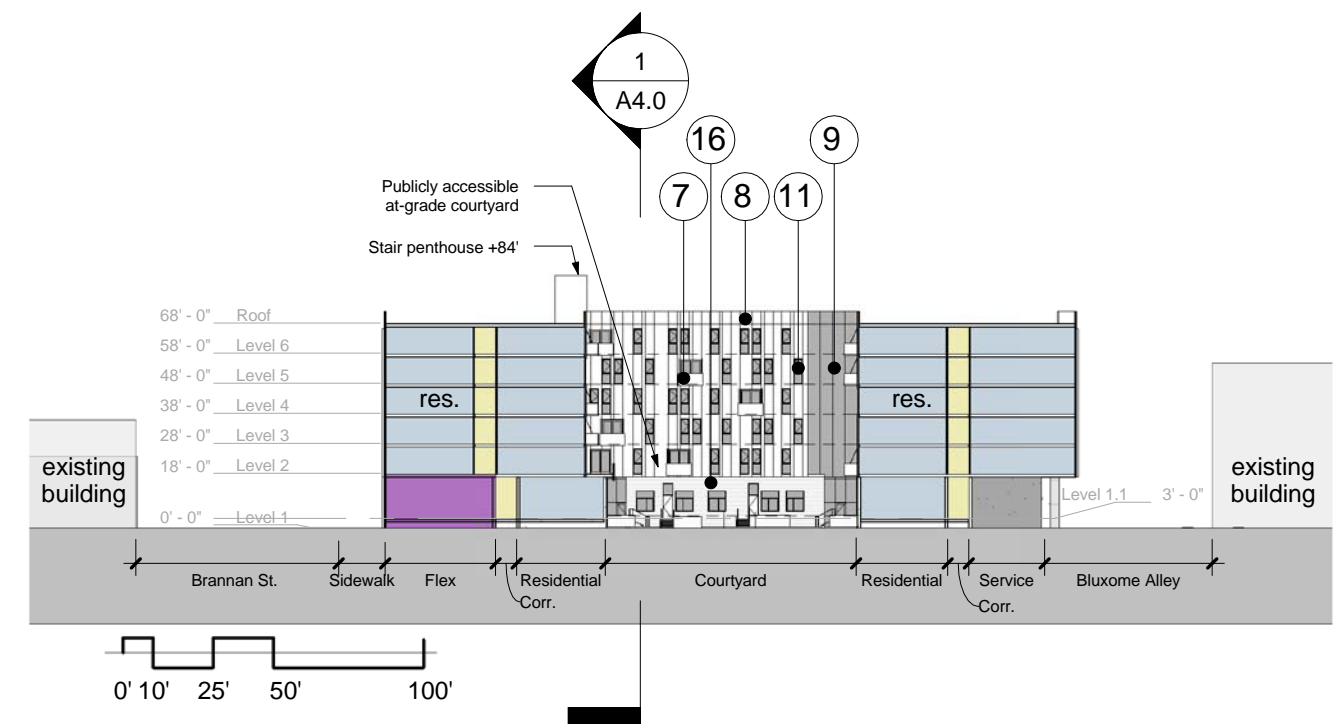
Section Key



1 Section through Podium Courtyard
1/64" = 1'-0"



2 Section through Residential Garage
1/64" = 1'-0"

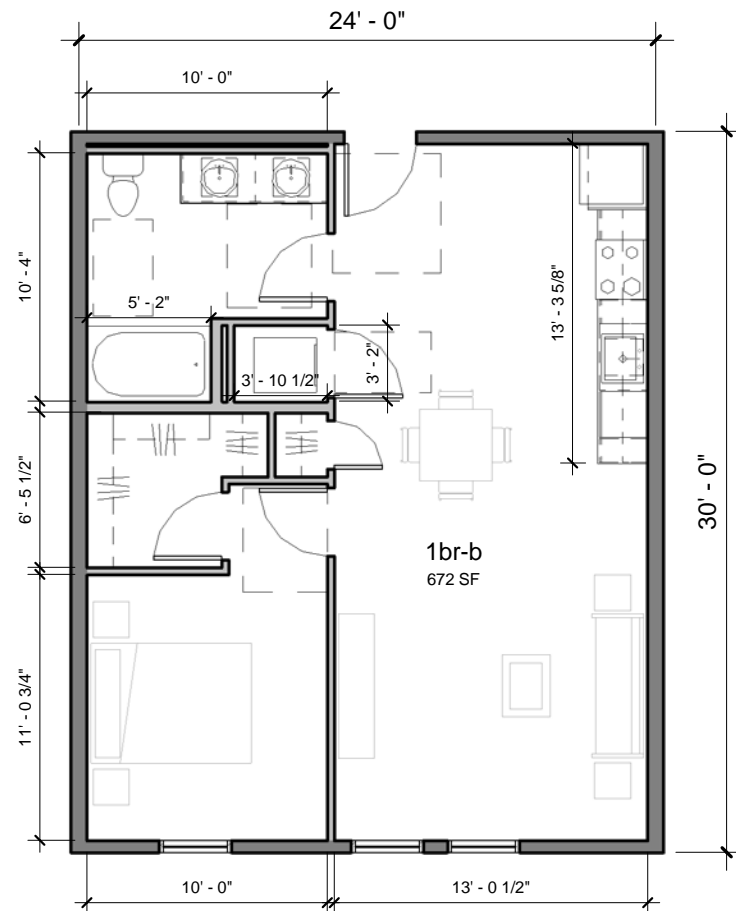


3 Section through At-grade Courtyard
1/64" = 1'-0"

Note: For garage plans and parking tabulation, see A5.2

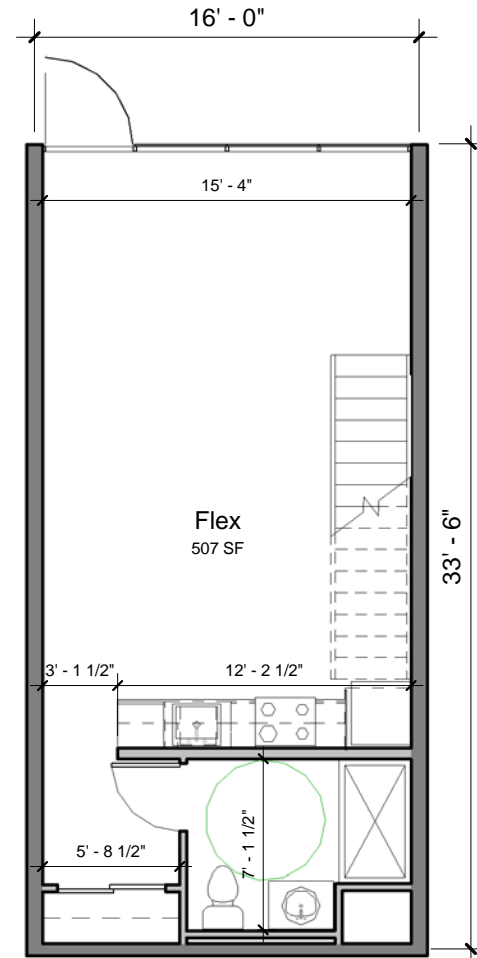


① Typ. 1 Bedroom and Studio - Nested Units
1/8" = 1'-0"



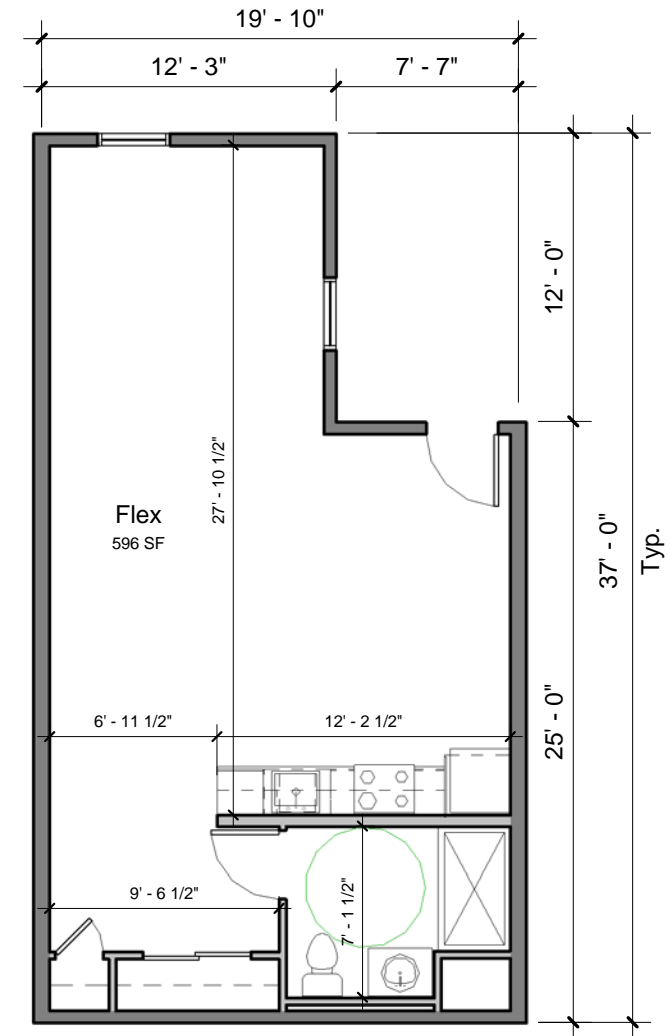
② Typ. 1 Bedroom Unit
1/8" = 1'-0"

Gross Area: 720 SF



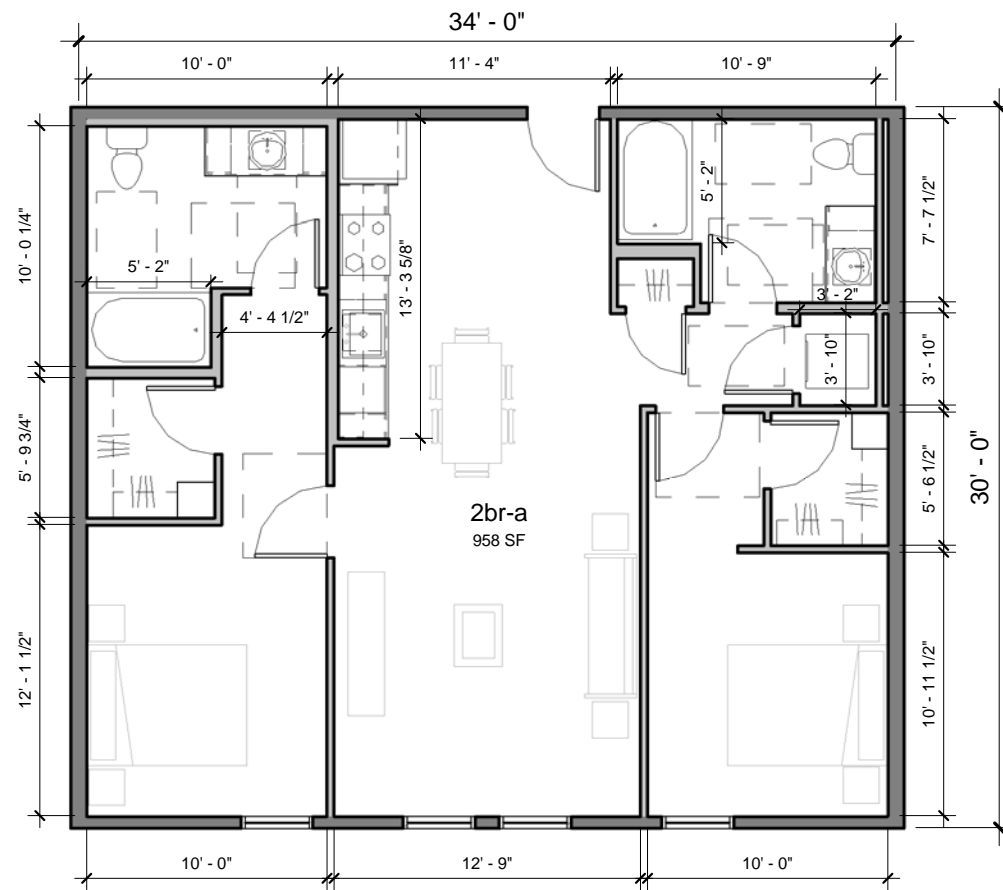
③ Typ. Flex Unit @ Mews
1/8" = 1'-0"

Gross Area:
544 + 176 SF Mezzanine = 720 SF

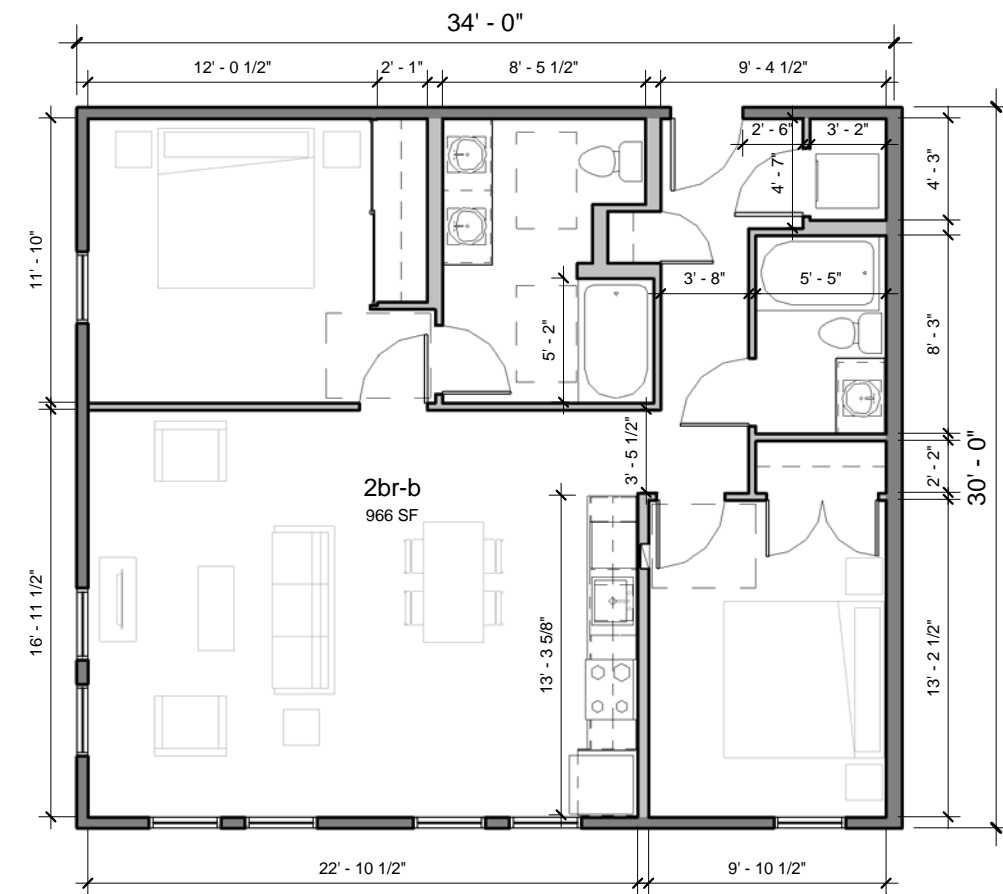


④ Typ. Flex Unit @ Brannan St.
1/8" = 1'-0"

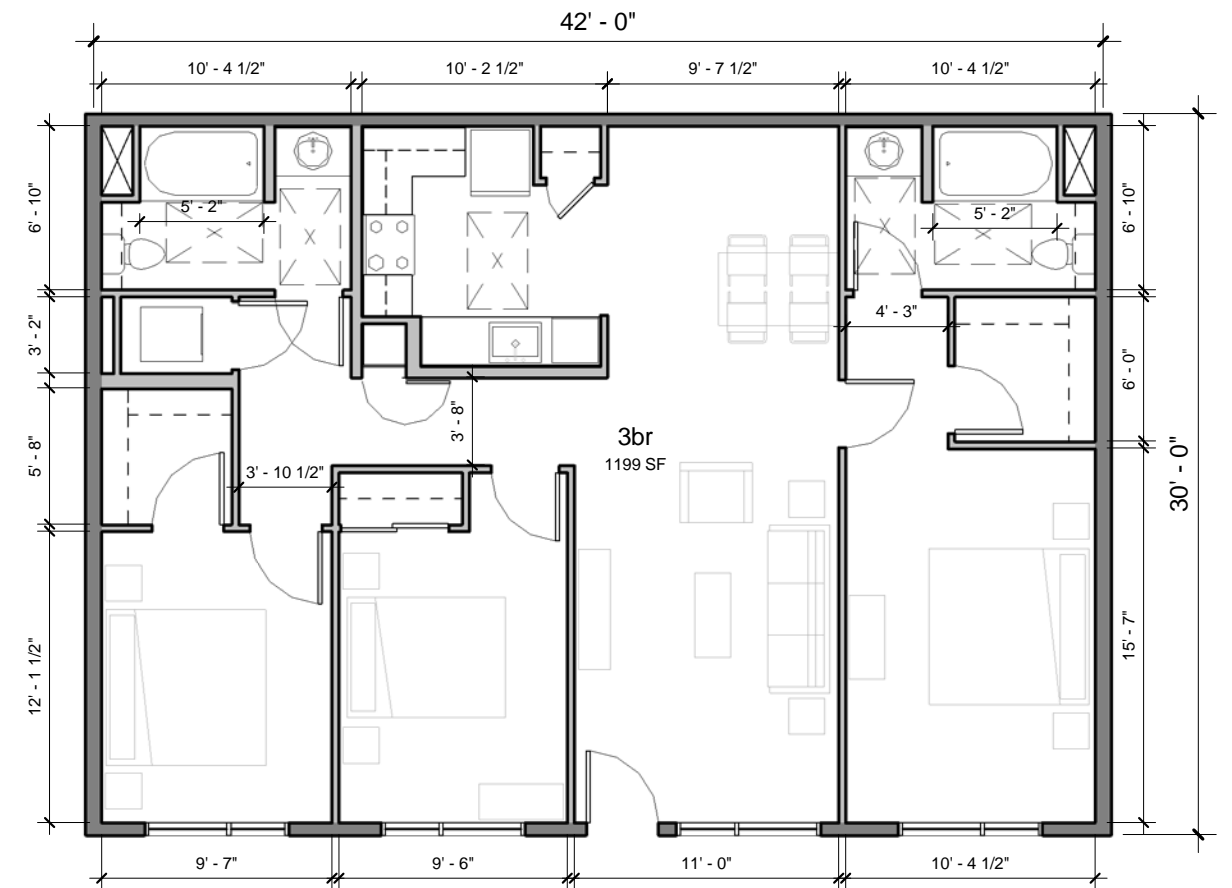
Gross Area:
643 SF



① Typ. 2 Bedroom Unit
 1/8" = 1'-0"
 Gross Area: 1,020 SF



② Typ. 2 Bedroom at Corner
 1/8" = 1'-0"
 Gross Area: 1,020 SF

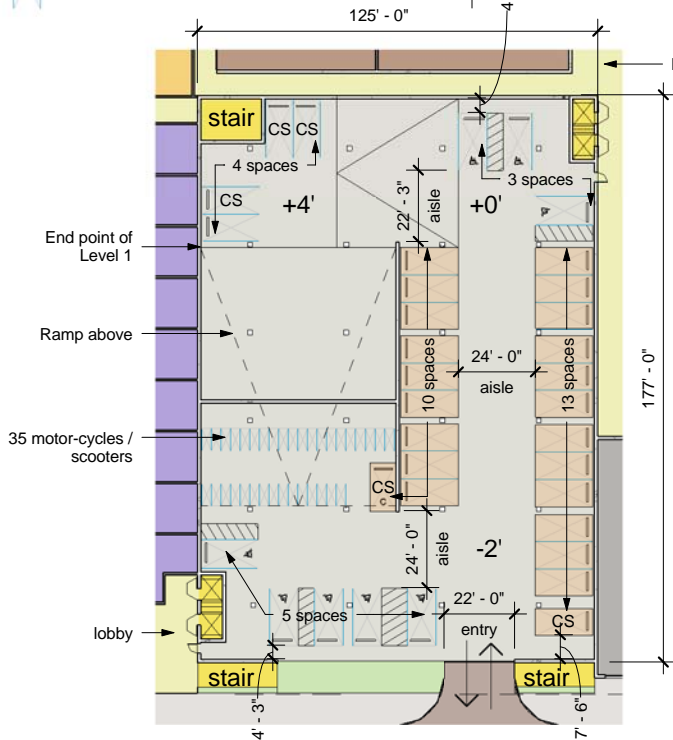
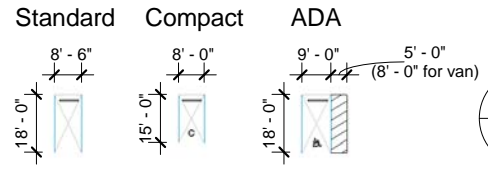


③ Typ. 3 Bedroom Unit
 1/8" = 1'-0"
 Gross Area: 1,260 SF

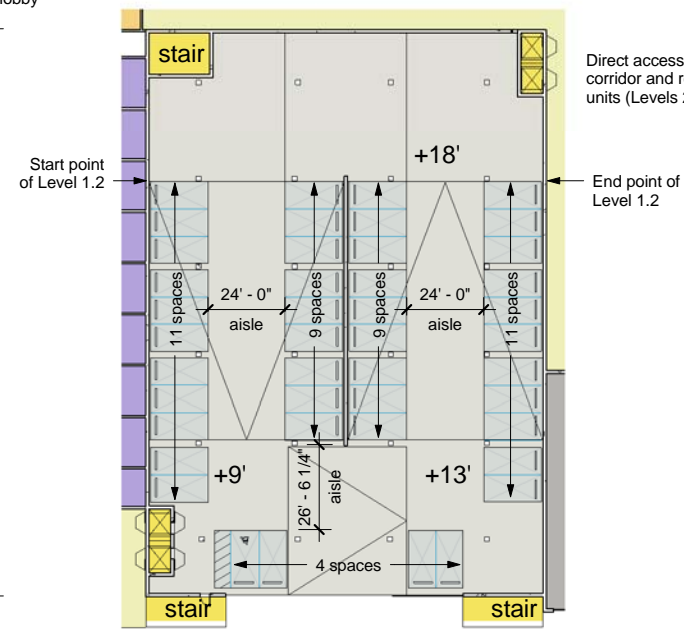
LEGEND

- Easement Spaces for 600 Townsend (23)
- Easement Spaces for 690 Townsend (72)
- Car Share (5)

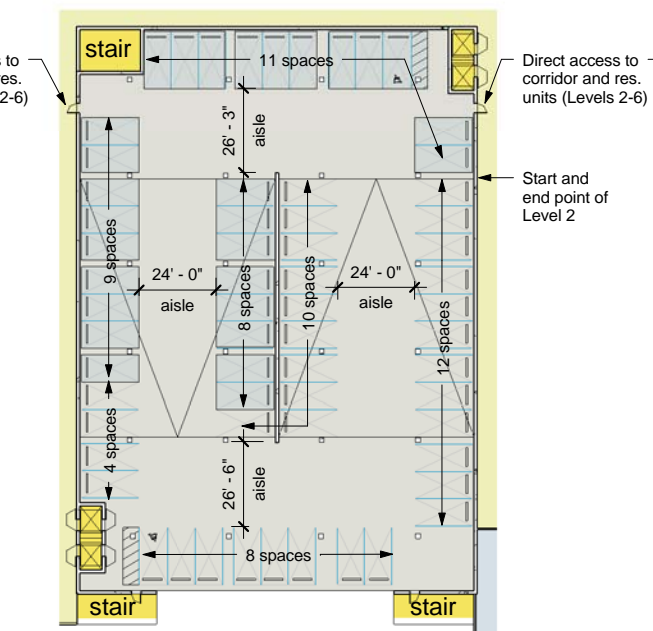
MINIMUM PARKING STALL DIMENSIONS



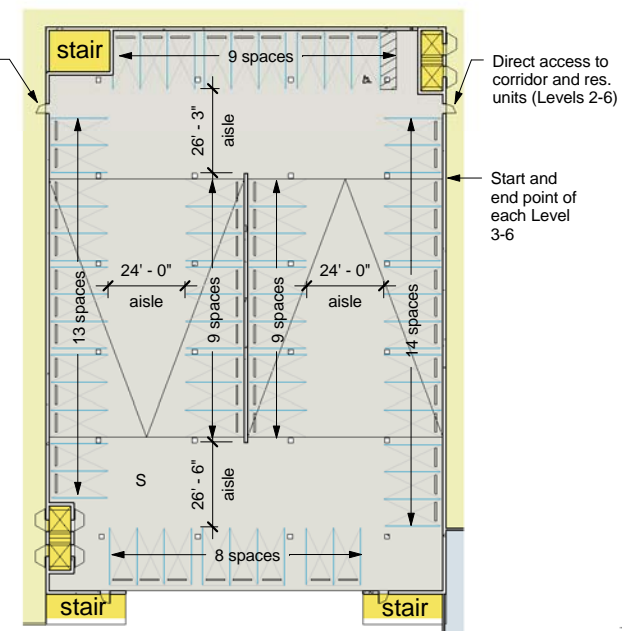
1 Res. Garage Plan - Level 1
1" = 60'-0"



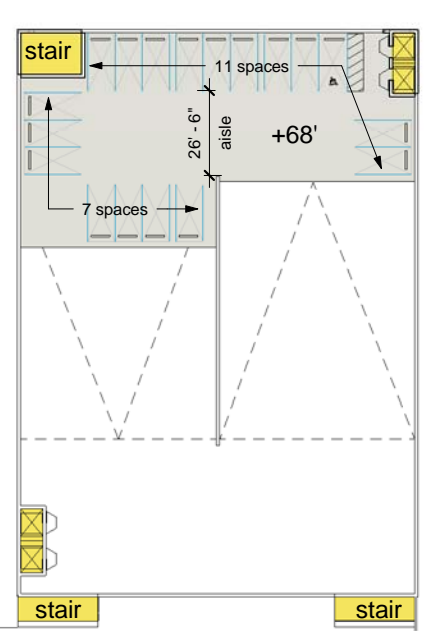
2 Res. Garage Plan - Level 1.2
1" = 60'-0"



3 Res. Garage Plan - Level 2
1" = 60'-0"



4 Res. Garage Plan - Typ. Levels 3-6
1" = 60'-0" (4 Levels)



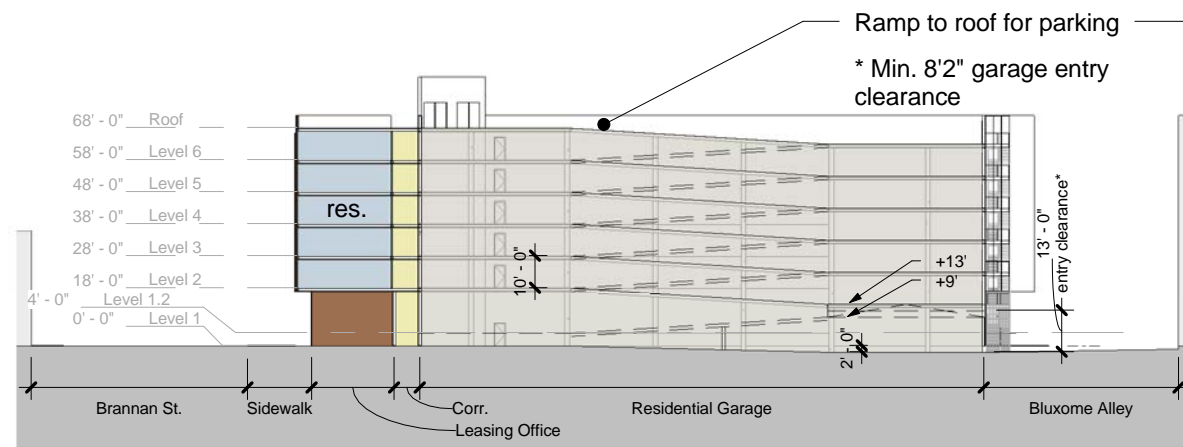
5 Res. Garage - Roof Plan
1" = 60'-0"

Residential Garage Tabulation:

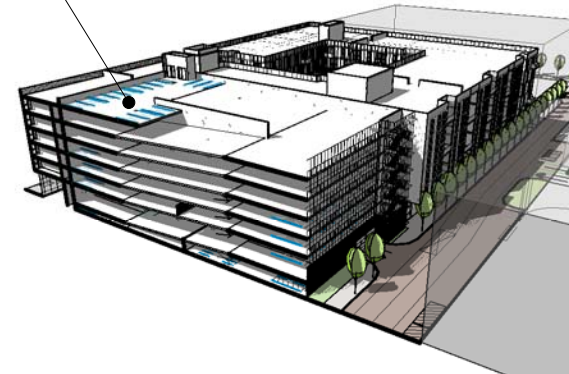
Level 1	35 spaces
Level 1.2	44
Level 2	62
Level 3	62
Level 4	62
Level 5	62
Level 6	62
Roof	18
Total	407 spaces*

(Note: total includes the accommodation of 95 easement spaces and 5 car share spaces)

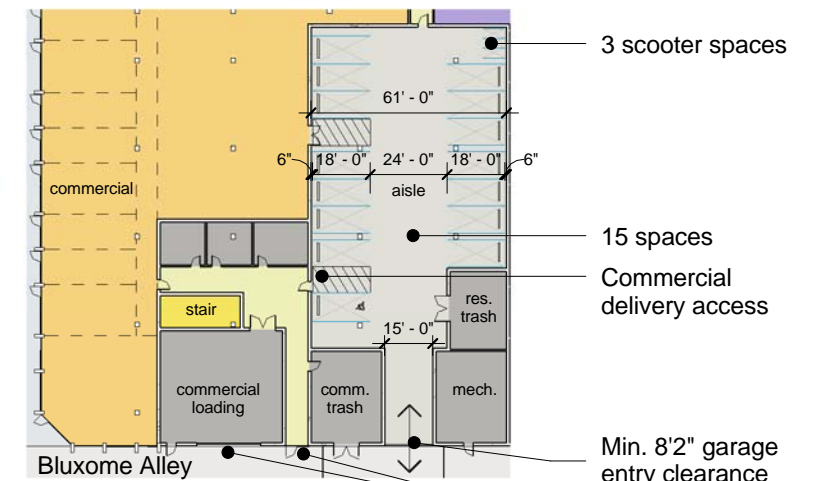
*Plus 35 motorcycle/scooter spaces



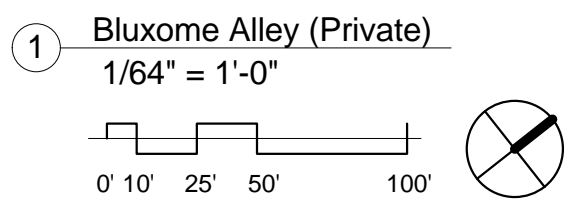
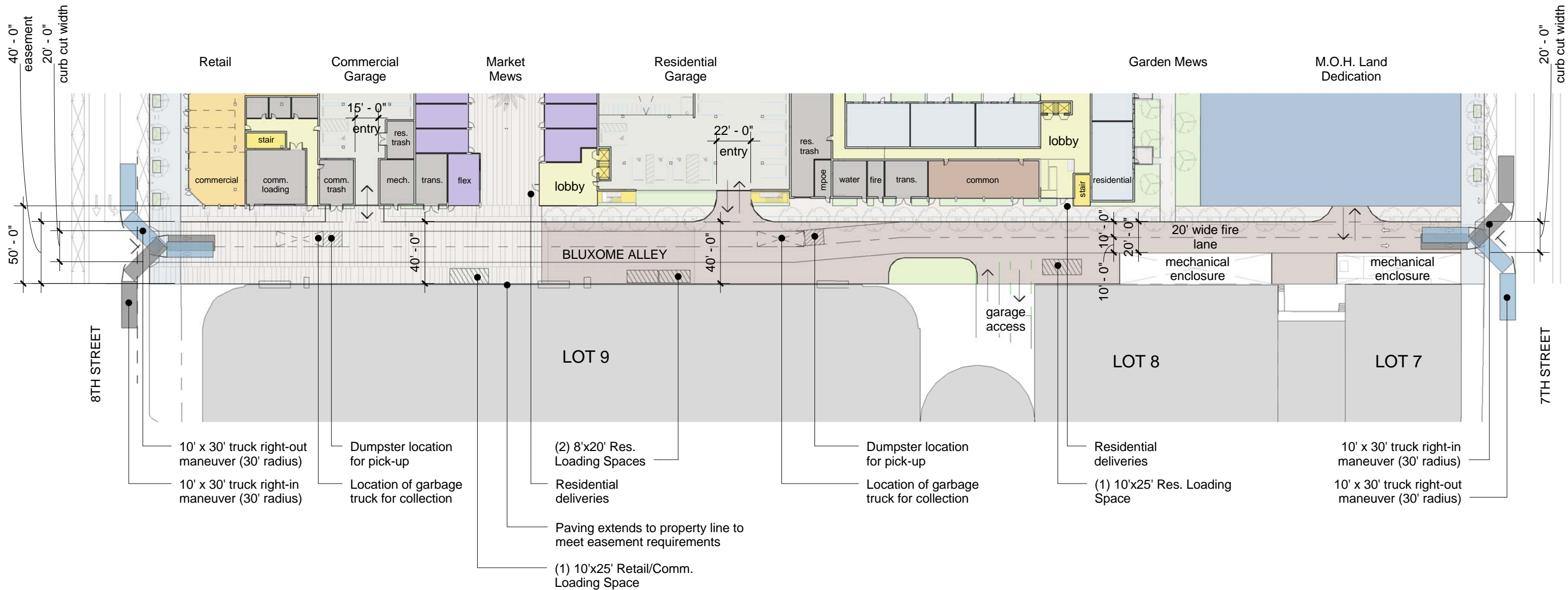
6 Res. Garage Section
1" = 60'-0"



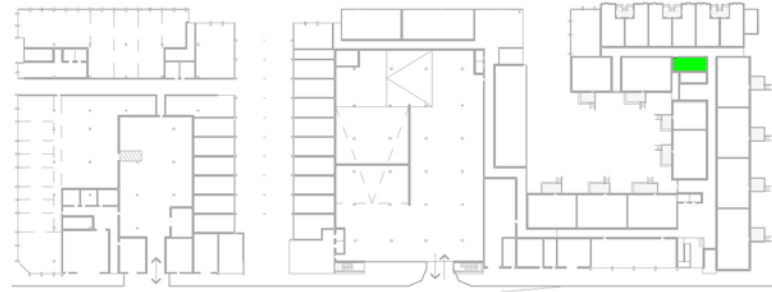
7 Res. Garage Section Perspective



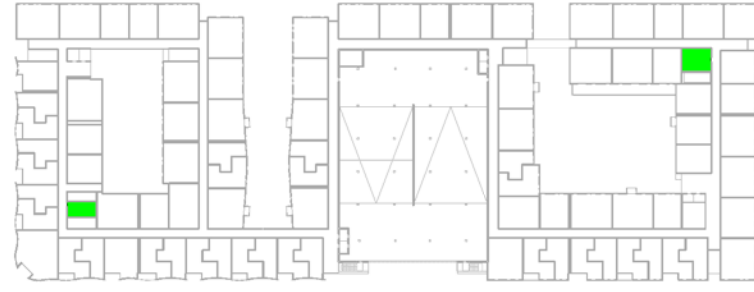
8 Commercial Garage Plan
1" = 60'-0"



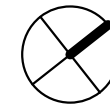
NOTE: SEE SURVEY FOR EASEMENTS



KEY - Bike Rooms Level 1



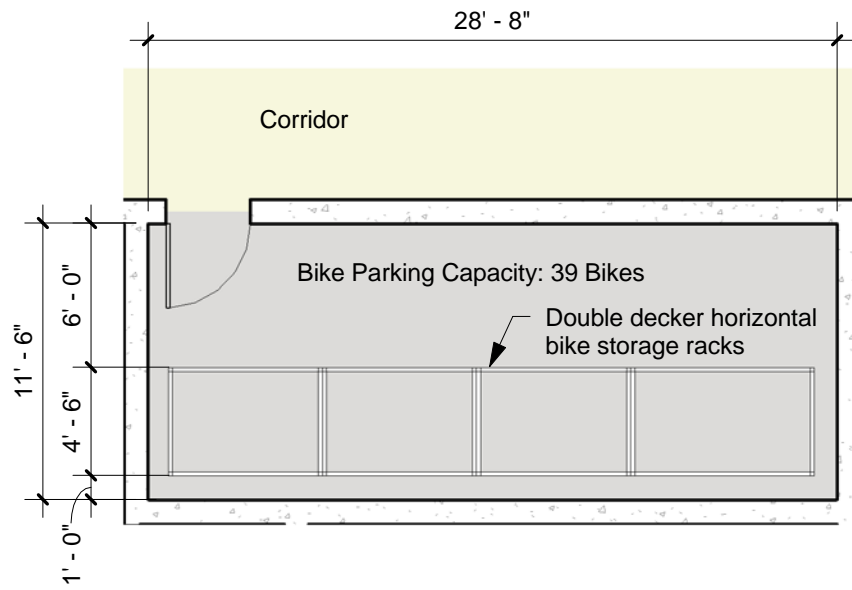
KEY - Bike Rooms - Level 2-6 (5 levels)



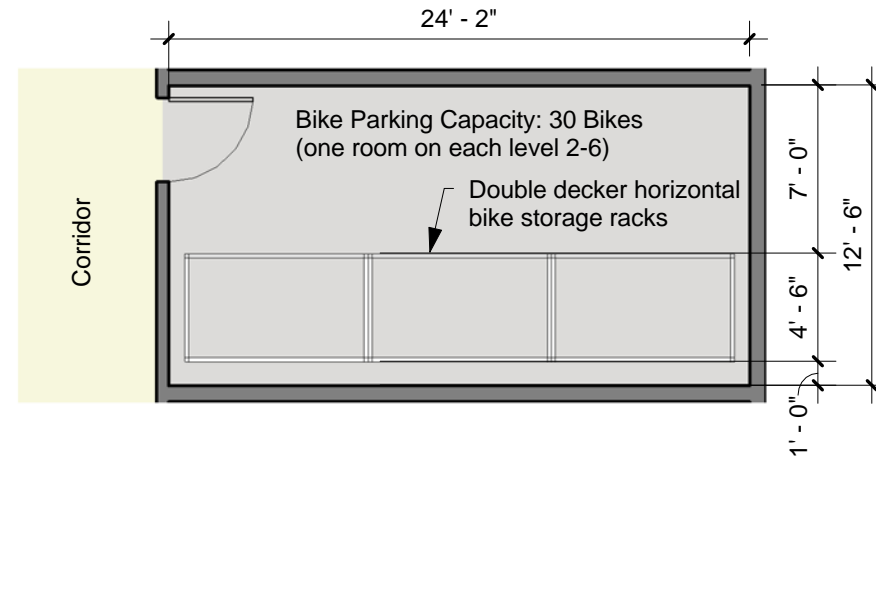
SECURE BIKE PARKING TABULATION

- Level 1 - 39 Secure Bike Spaces
- Level 2 - 90
- Level 3 - 90
- Level 4 - 90
- Level 5 - 90
- Level 6 - 90

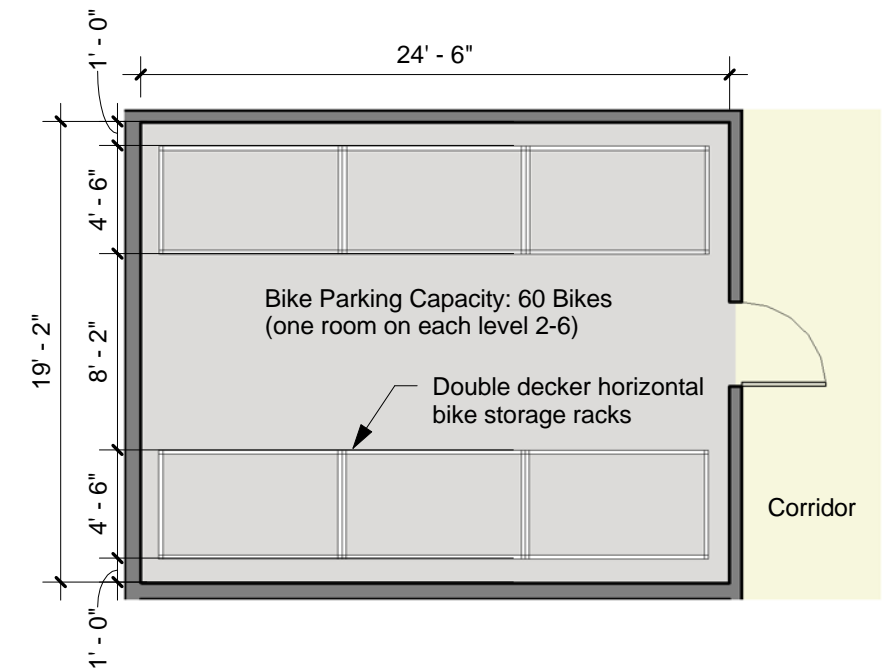
Total - 489 Bikes



① Level 1 Secure Bike Parking Room
1/8" = 1'-0"



② Upper Level Typ. Secure Bike Parking Room - South
1/8" = 1'-0"

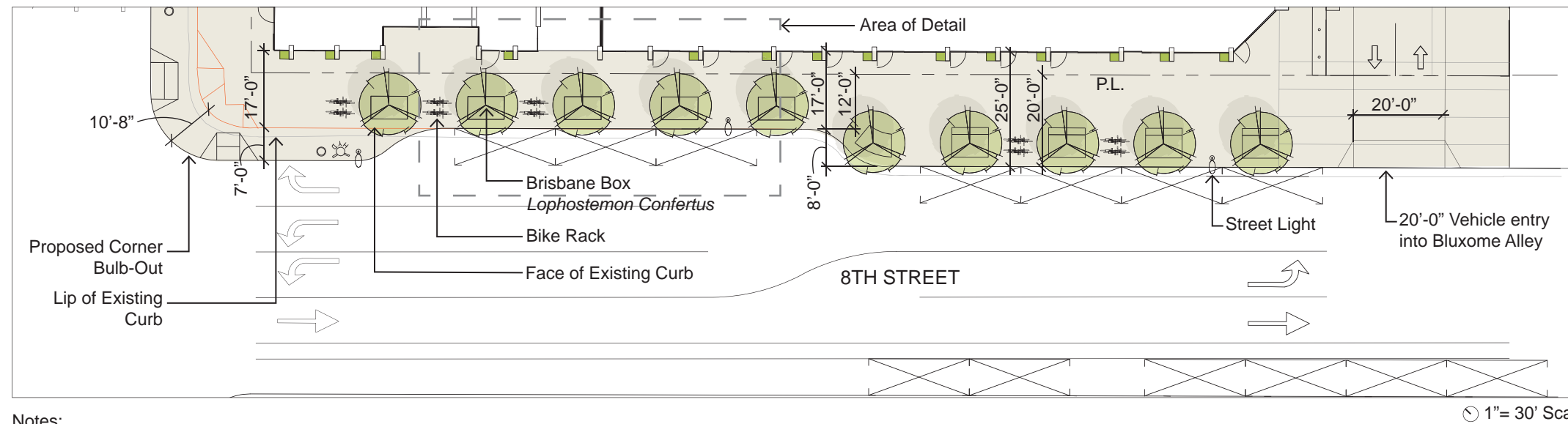
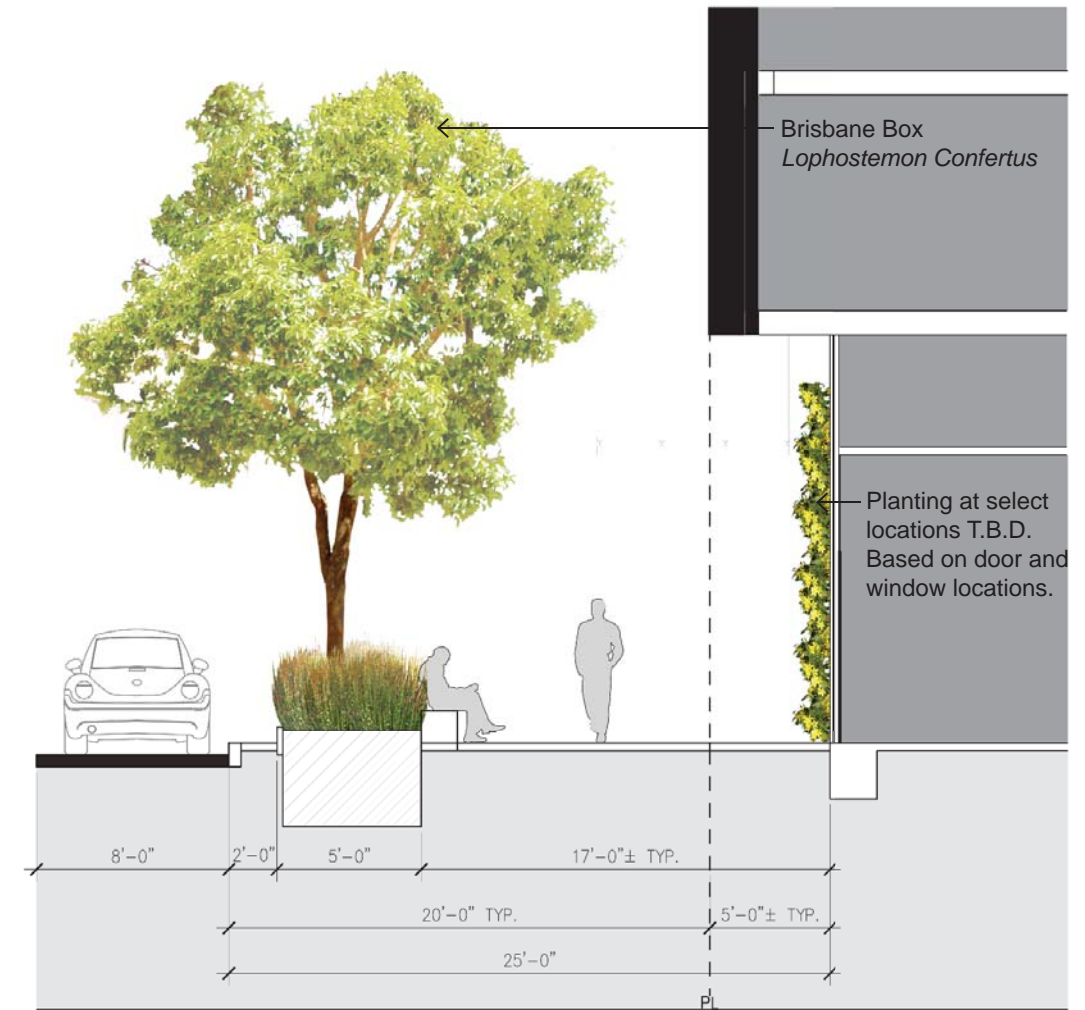
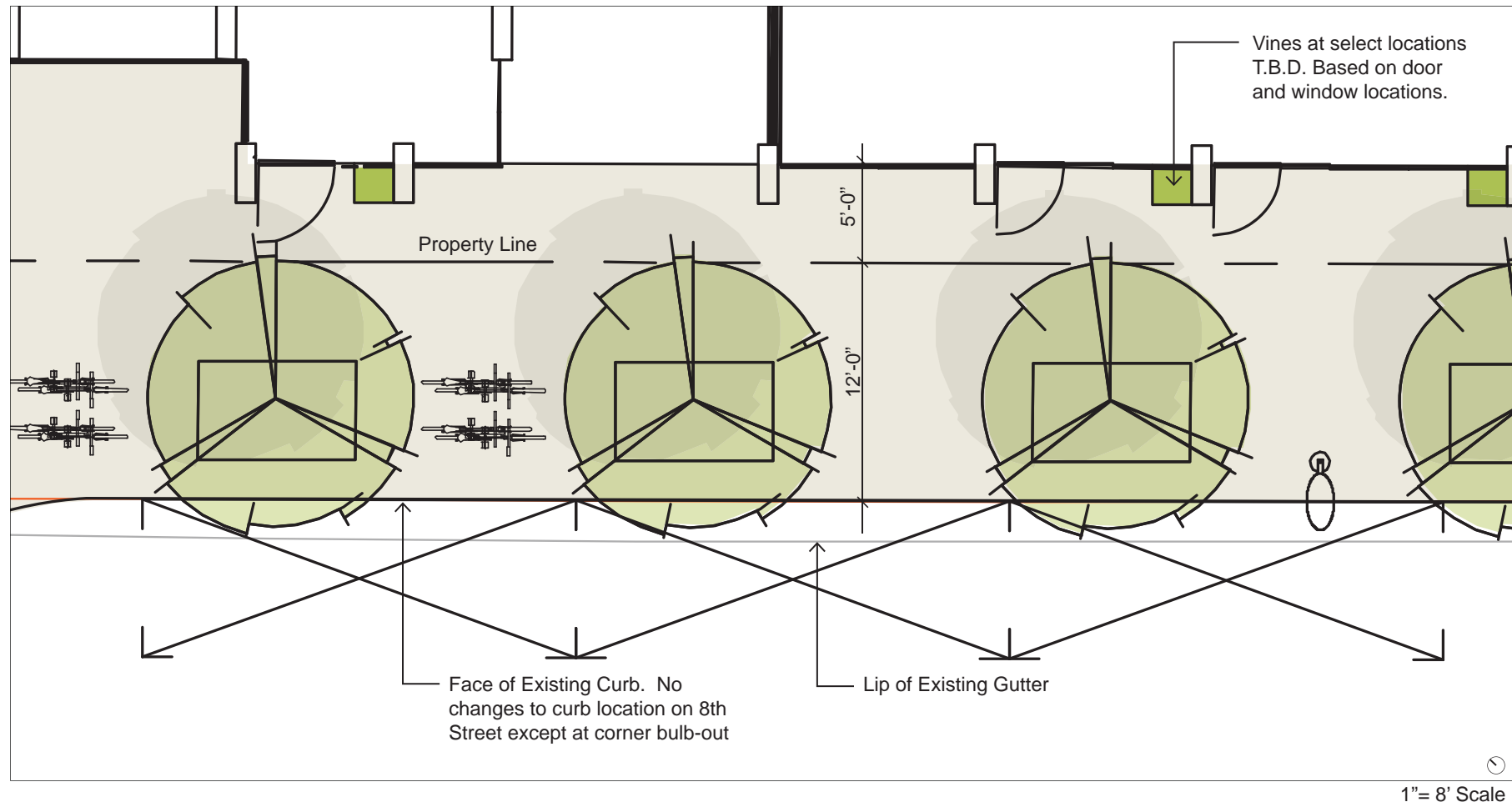


③ Upper Level Typ. Secure Bike Parking Room - North
1/8" = 1'-0"

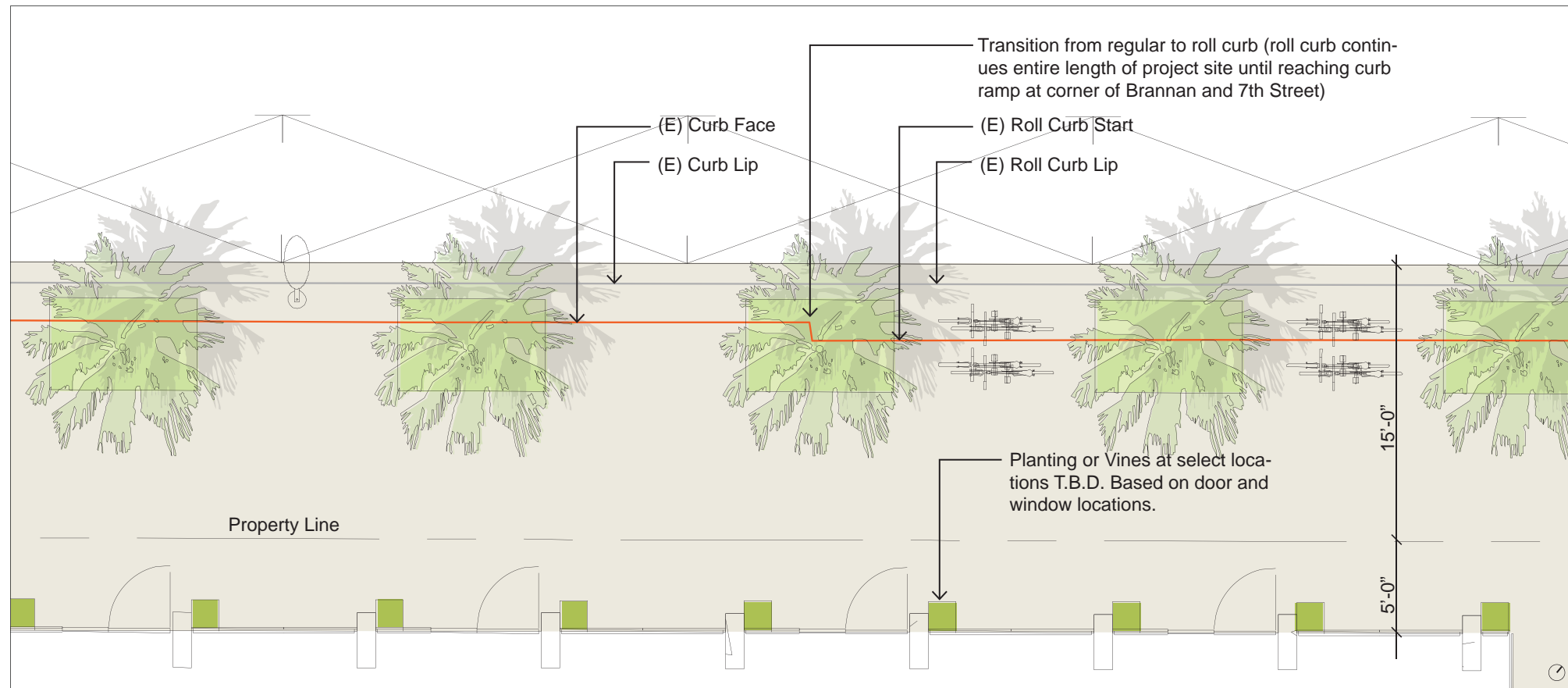




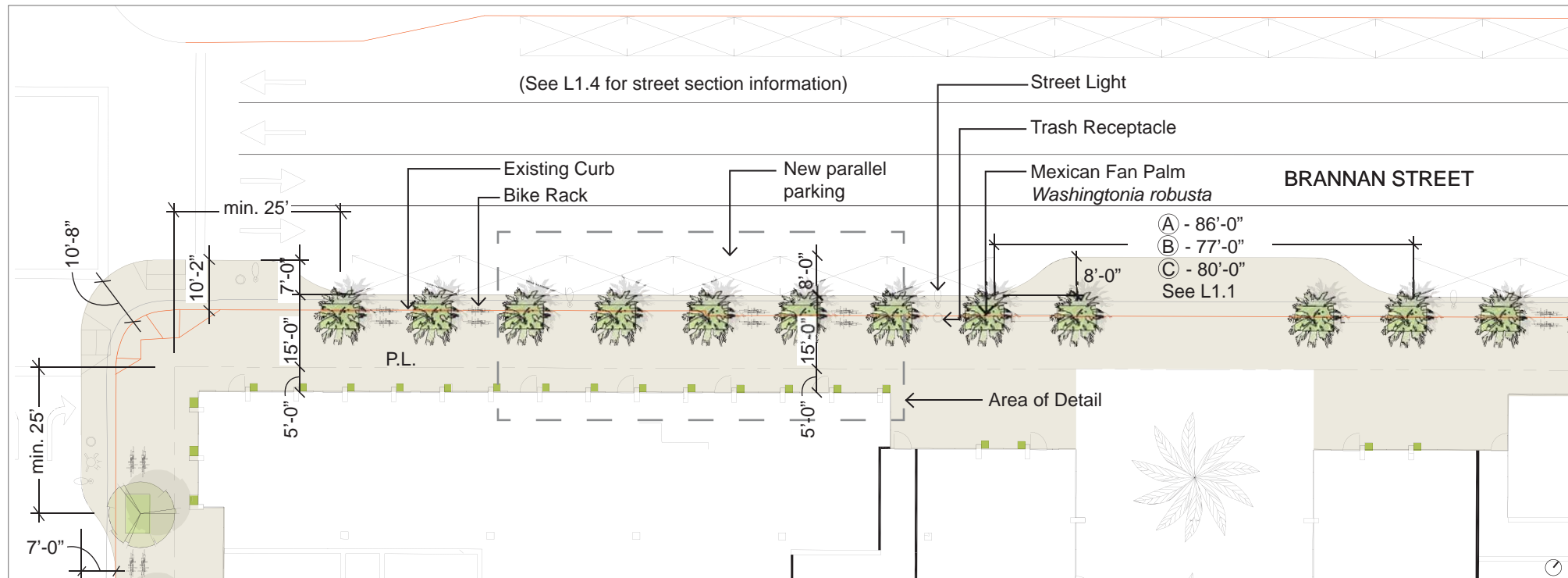
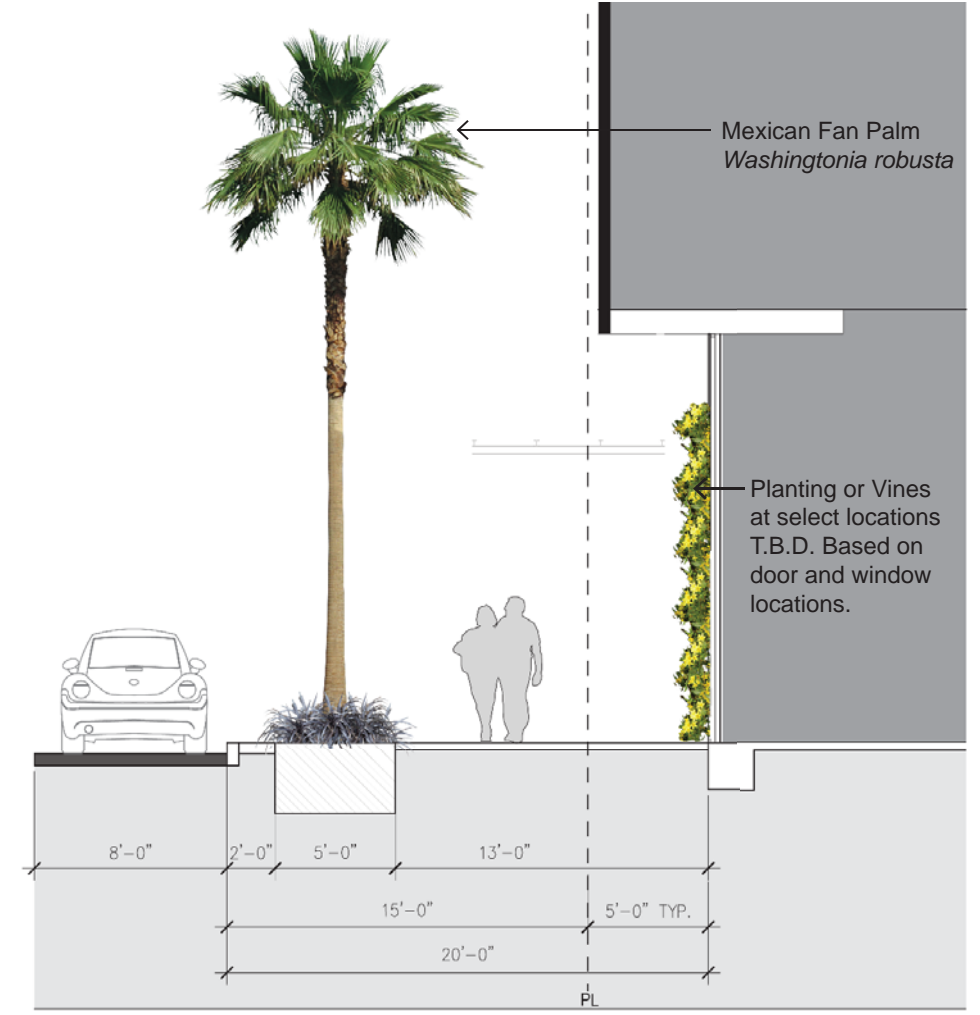
1" = 60' Scale



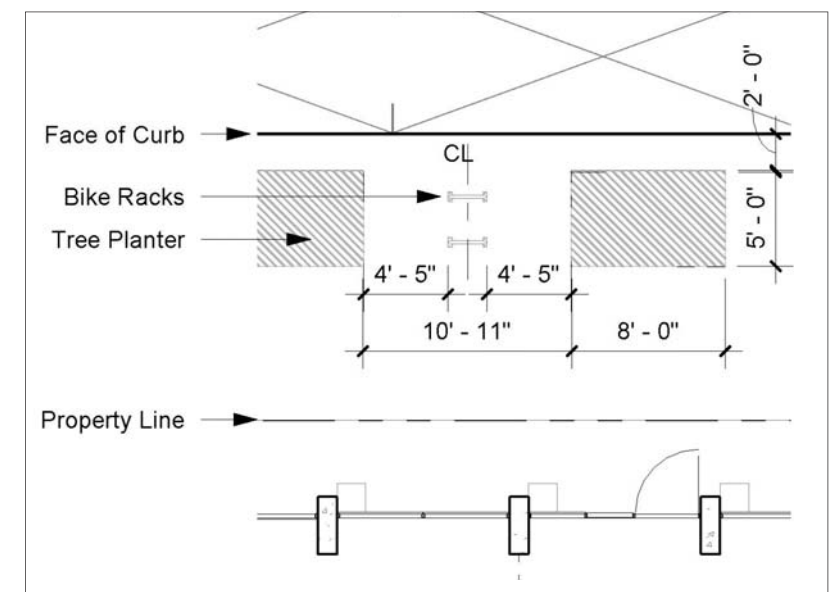
- Notes:
1. No removal of traffic lanes proposed
 2. No realignment or restriping of existing traffic lanes
 3. No change to existing curb, except at corner bulb-out



1" = 8' Scale

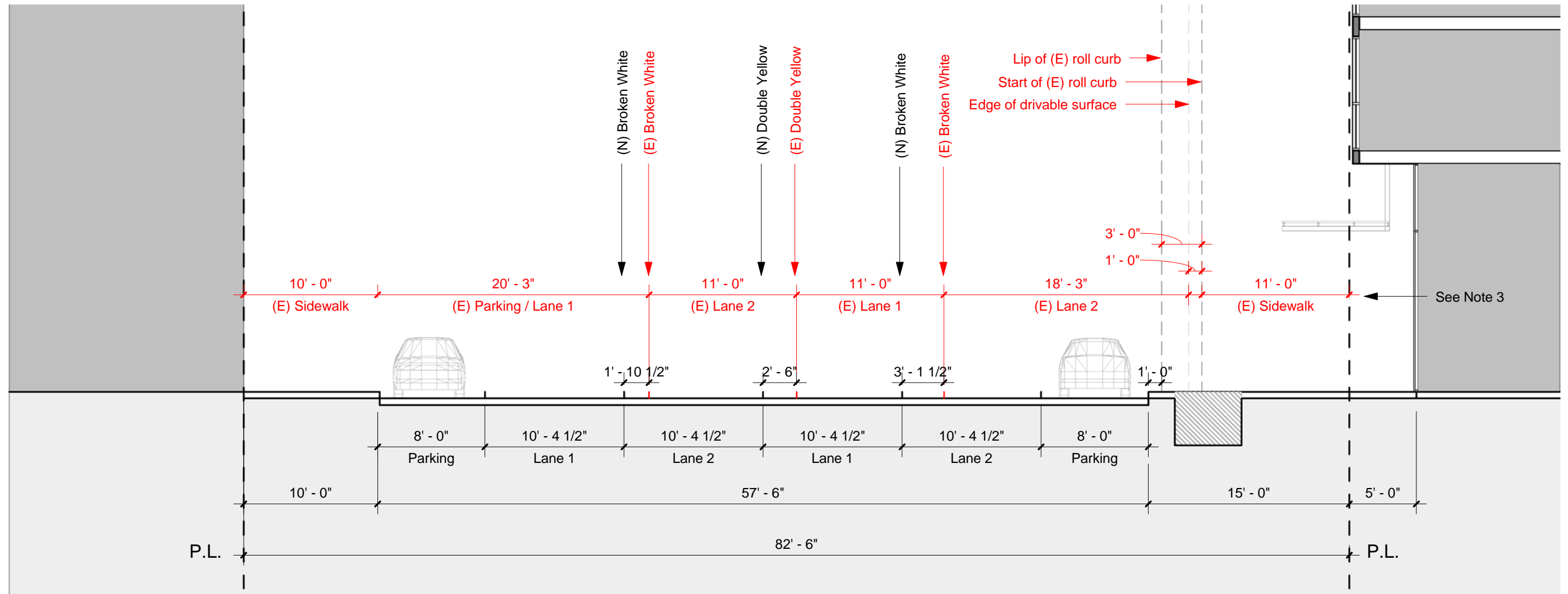


1" = 30' Scale



Typical Bike Rack and Planter Dimensions

1" = 8' Scale



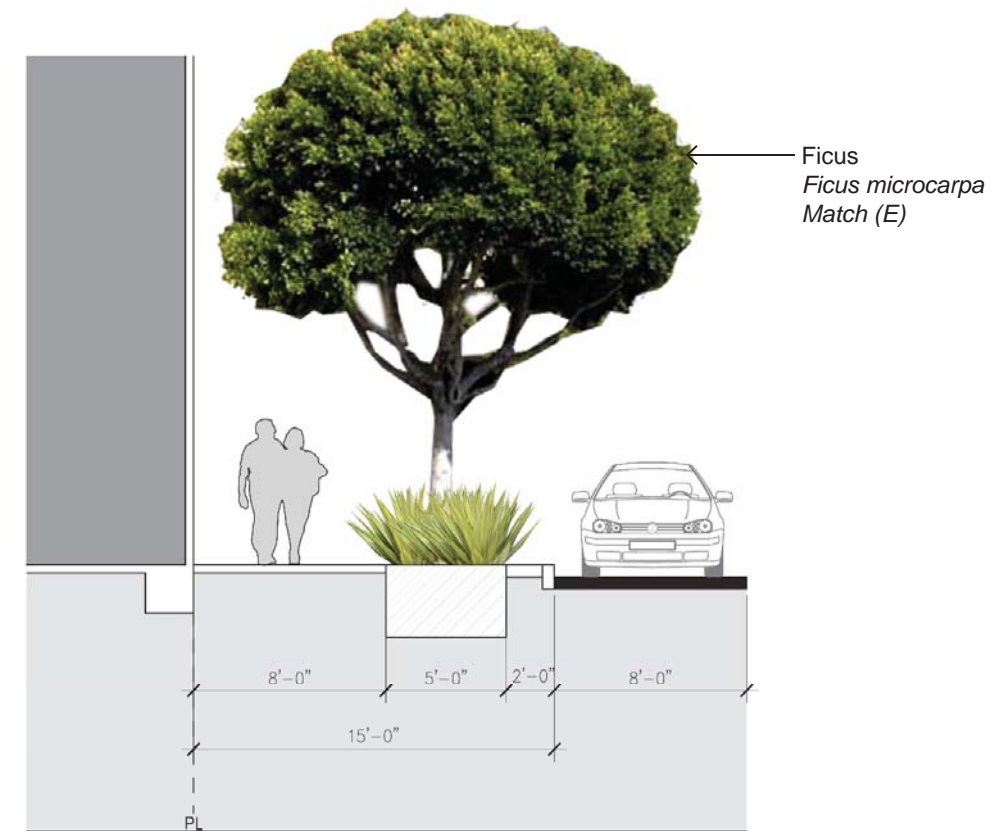
1 Proposed Brannan Section (Existing Conditions in Red)
 1/8" = 1'-0"

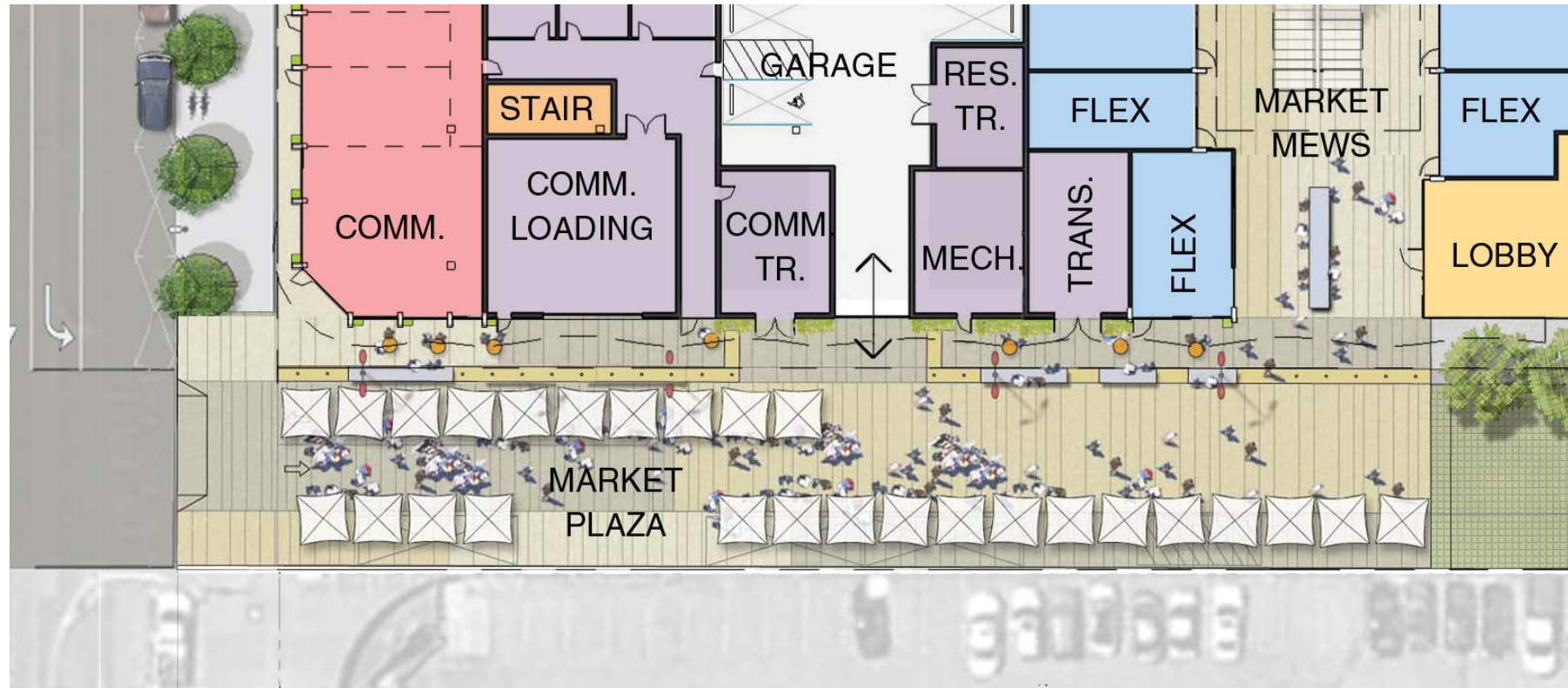
NOTES:

1. All traffic lanes repainted, none removed.
2. (E) parking along curb on Brannan except along roll curb.
3. Existing traffic lane dimensions are derived from 1991 City and County of San Francisco Department of Parking and Traffic Traffic Striping Drawing, Sheet 1. This drawing indicates a 10' sidewalk on the 801 Brannan side of the street. However, the surveyed width of the existing concrete sidewalk is 11' from the property line to the start of the rolled curb.



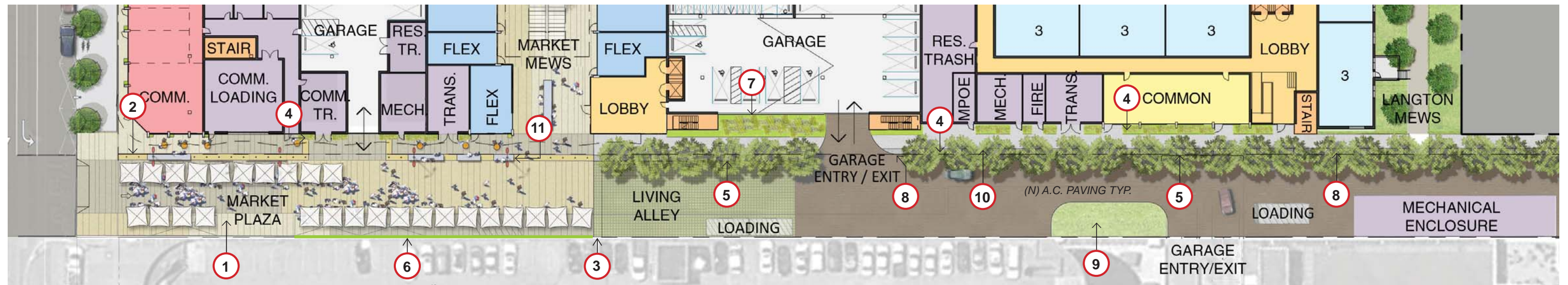
Ficus
Ficus microcarpa



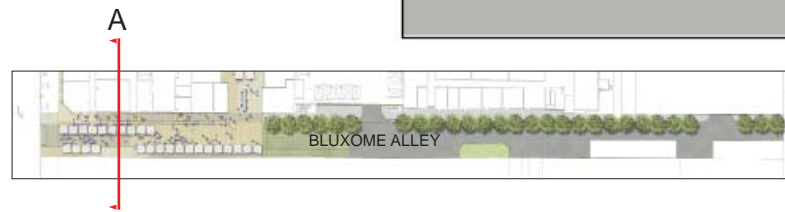
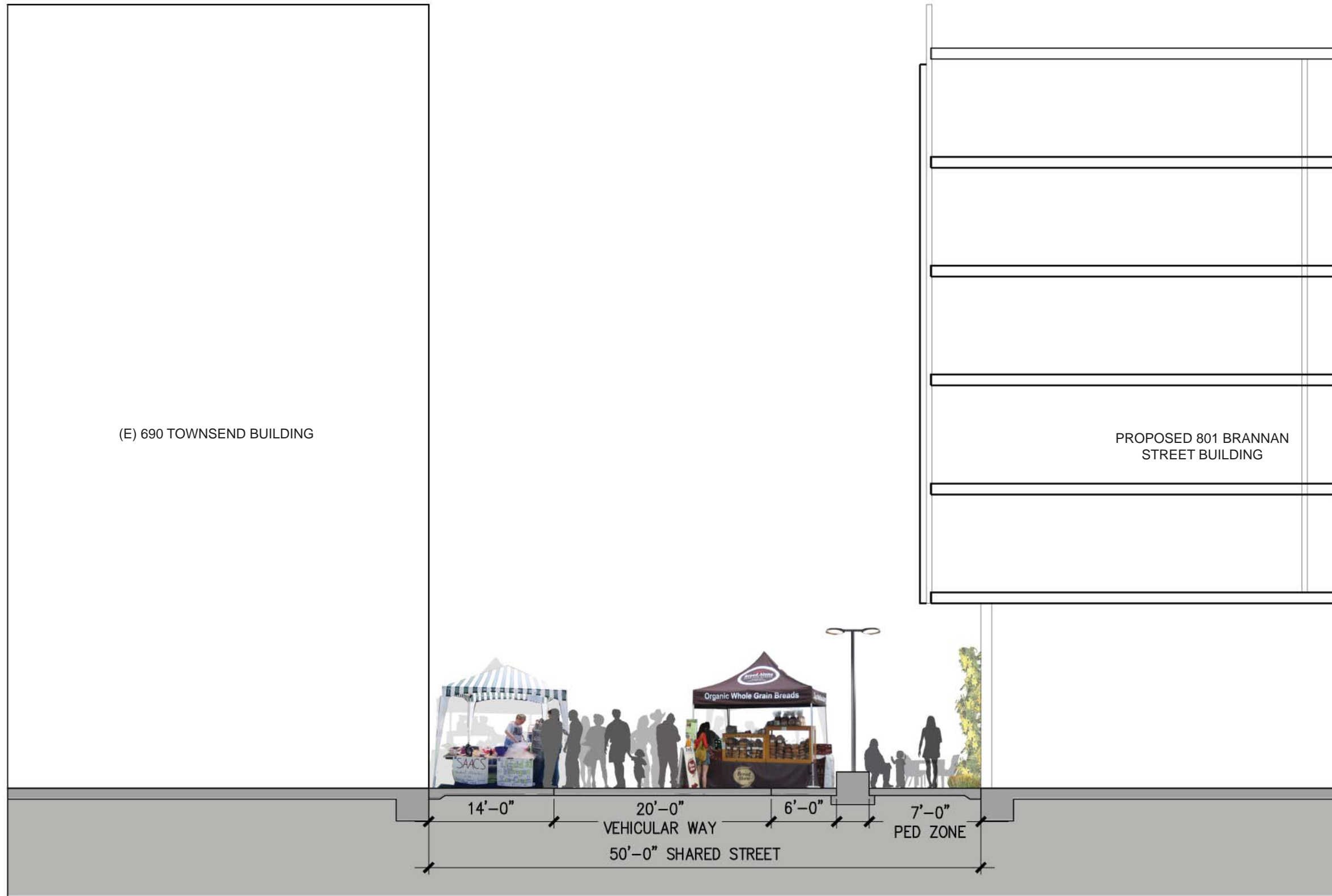


BLUXOME ALLEY DETAILED PLAN: MARKET PLAZA

- KEYNOTES:**
- 1 Pervious Plaza Paver System - unit pavers connect with Market Mews. Vehicles & Pedestrian Use.
 - 2 Detectable Warning Band: Bollards as needed
 - 3 Drive Ramp: City Standard
 - 4 Planting Area at Grade: 2 - 4' Tall Planting. Pedestrian access to building entries to be coordinated.)
 - 5 Columnar Street Tree: Red Maple, *Acer rubrum*.
 - 6 Vine Pocket/ Green Screen: Coordinate with adjacent owner
 - 7 Greenwall Screen with Vine Planting
 - 8 6" C.I.P. Concrete Curb
 - 9 Ground Level Planting: Coordinate with Adjacent Owner
 - 10 Lighting:
 - Utility Light (20' Pole)
 - ⊕ Plaza Light (16' Pole)
 - 11 Built-in Site Furniture Elements



BLUXOME ALLEY PLAN





(E) 690 TOWNSEND BUILDING

PROPOSED 801 BRANNAN STREET BUILDING

40'-0"
VEHICULAR ALLEY

18'-6"
PEDESTRIAN WALK

1'-6"
PLANTING

B



BLUXOME ALLEY



KEYNOTES:

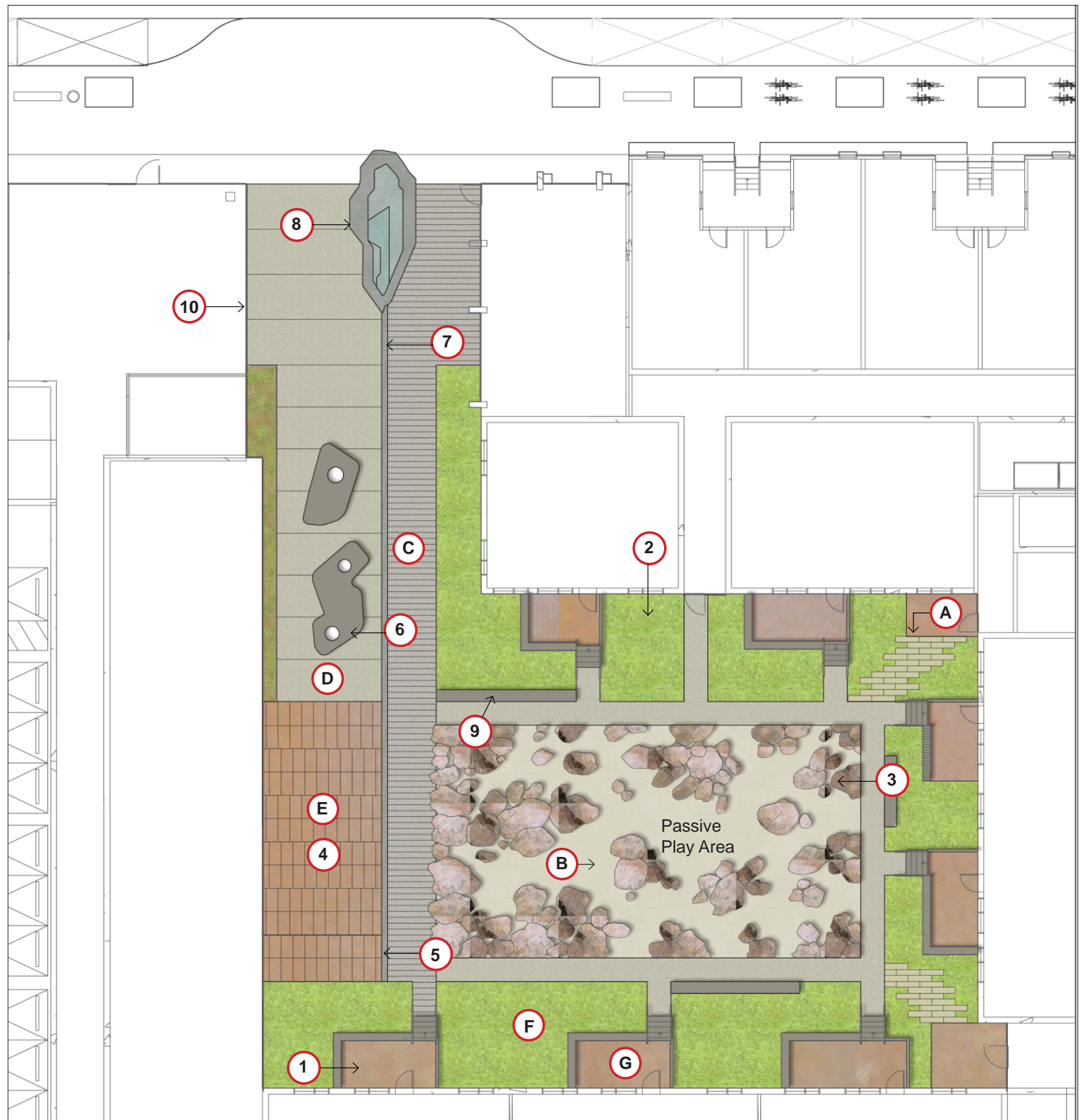
- 1 **Patio - Deck**
- 2 **Garden Buffer:** 2' - 5' planting, Lush, Seasonal Variety
- 3 **Redwood - Boulder and Fern Garden:** Crushed Stone Paving, Boulders, Fern and under-story plantings, Sand Play, Tot Play, Seating Areas, (potential to integrate with stormwater management, rainwater harvesting and retention system).
- 4 **Commons - Parque Deck:** Flex Area with Movable and/or fixed furniture, open flexible area to be programed in coordinatin with interior spaces (dance floor, outdoor yoga, HOA events etc).
- 5 **Garden Window:**Lighting and Furniture Feature (optional water curtain section)
- 6 **Tree Tables or Lounge Booth:** Common Gathering Social Seating
- 7 **Runnel or Band**
- 8 **Courtyard Entry Feature:** Seating, Planting, Lighting (potentiql water feature terminus)
- 9 **Garden Bench**
- 10 **Potential Gate Location**

- A Precast Concrete Paver
- B Crushed Stone Paving
- C Pervious Stone Paving
- D Pervious Unit Pavers
- E Parque Deck or Concrete Deck
- F Lush Garden Edge
- G Patio Deck

Boulders and Passive Play.



Pearl Street Market, Boulder Colorado

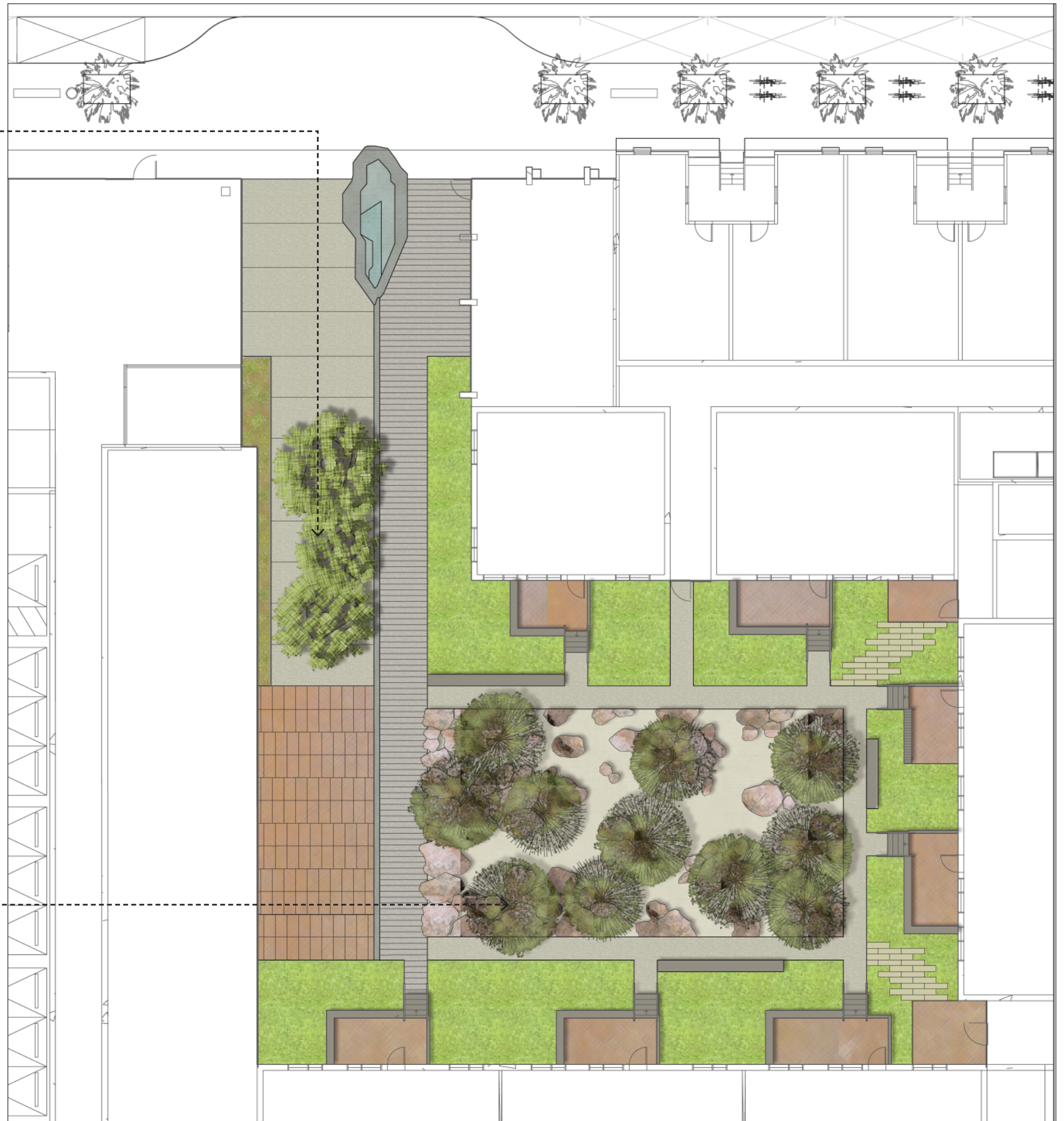




Maidenhair Tree, *Ginkgo Biloba*



Redwood Tree, *Sequoia sempervirens*



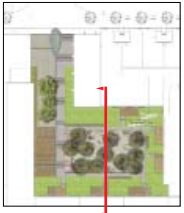


Redwood Tree, *Sequoia sempervirens*

Maidenhair Tree, *Ginkgo Biloba*

Fern Understory Planting

2 - 4' Lush Shrub Planting



TITLE REPORT

THE TITLE REPORT USED IN THIS SURVEY WAS ISSUED BY FIRST AMERICAN TITLE COMPANY, PRELIMINARY REPORT TITLE NO. NCS-392107-CC, DATED AUGUST 24, 2011 AT 7:30 A.M., UPDATED SEPTEMBER 9, 2011, REFERRED TO HEREON AS THE "PTR".

TITLE TO SAID ESTATE IS VESTED IN:

BW BRANNAN ST., LLC, A DELAWARE LIMITED LIABILITY COMPANY

LEGAL DESCRIPTION

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF SAN FRANCISCO, COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

LOT 1, AS SHOWN UPON THAT CERTAIN PARCEL MAP ENTITLED, "PARCEL MAP OF BAY WEST CONTROL LTD., A CALIFORNIA LIMITED PARTNERSHIP, BEING A SUBDIVISION OF LOT 2 AND INCLUDING LOT 1, ASSESSOR'S BLOCK 3783, ALSO BEING A PORTION OF 100 VARA BLOCK 412, SAN FRANCISCO, CALIFORNIA", WHICH MAP WAS FILED FOR RECORD ON NOVEMBER 16, 1983, IN BOOK 26 OF PARCEL MAPS, AT PAGE 138, IN THE OFFICE OF THE RECORDS OF CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA.

EXCEPTING THEREFROM: ALL MINERALS, OIL, GAS AND OTHER HYDROCARBON SUBSTANCES BELOW A DEPTH OF 500 FEET OF SAID REAL PROPERTY, WITHOUT THE RIGHT OF SURFACE ENTRY, AS RESERVED IN THE DEED FROM THE WESTERN PACIFIC RAILROAD COMPANY, A DELAWARE CORPORATION, RECORDED DECEMBER 28, 1979, IN BOOK C920 PAGE 365, OFFICIAL RECORDS.

ASSESSOR'S LOT 001; BLOCK 3783

EXCEPTIONS

- 1 AN ENCROACHMENT OF IMPROVEMENTS LOCATED ON PROPERTY ADJACENT ON THE SOUTHEAST, ONTO PREMISES HEREINAFTER DESCRIBED, AS DISCLOSED BY PARCEL MAP RECORDED NOVEMBER 16, 1983 IN BOOK 26 OF PARCEL MAPS, PAGE 138. (EXC. 5, NOT PLOTTABLE; SEE ITEM 4 UNDER "NOTES")
- 2 THE TERMS AND PROVISIONS CONTAINED IN THE DOCUMENT ENTITLED "GRANT OF EASEMENTS WITH COVENANTS AND RESTRICTIONS AFFECTING LAND" RECORDED JUNE 21, 1984 IN BOOK D693, PAGE 650 OF OFFICIAL RECORDS.
DOCUMENT DECLARING MODIFICATIONS THEREOF RECORDED JUNE 29, 1995 AS INSTRUMENT NO. 810990 IN BOOK G413, PAGE 284 OF OFFICIAL RECORDS.
DOCUMENT DECLARING MODIFICATIONS THEREOF RECORDED APRIL 4, 1996 AS INSTRUMENT NO. 952434 IN BOOK G604, PAGE 371 OF OFFICIAL RECORDS. (EXC. 6, PLOTTED)
- 3 THE TERMS, PROVISIONS AND EASEMENTS CONTAINED IN THE DOCUMENT ENTITLED "GRANT OF EASEMENT" RECORDED DECEMBER 19, 1986 IN BOOK E238, PAGE 2385 OF OFFICIAL RECORDS.
DOCUMENT DECLARING MODIFICATIONS THEREOF RECORDED JUNE 27, 1991 IN BOOK/REEL F406, PAGE/IMAGE 263 OF OFFICIAL RECORDS. (EXC. 9, PLOTTED)
- 4 MATTERS IN A DOCUMENT ENTITLED "GRANT OF EASEMENT WITH COVENANTS AND RESTRICTIONS AFFECTING THE LAND", EXECUTED BY AND BETWEEN BAY WEST SHOWPLACE INVESTORS, A CALIFORNIA LIMITED PARTNERSHIP AND PORTMAN/BAY WEST APPAREL PARTNERS, A CALIFORNIA PARTNERSHIP, RECORDED DECEMBER 30, 1988 IN BOOK/REEL E775, PAGE/IMAGE 1598, OF OFFICIAL RECORDS, INCLUDING BUT NOT LIMITED TO COVENANTS, CONDITIONS, RESTRICTIONS, EASEMENTS, ASSESSMENTS, LIENS AND CHARGES.
DOCUMENT DECLARING MODIFICATIONS THEREOF RECORDED JUNE 25, 1998 AS INSTRUMENT NO. 98-G376431 IN BOOK H0162, PAGE 291 OF OFFICIAL RECORDS. (EXC. 10, PLOTTED)
- 5 A DOCUMENT ENTITLED "NOTICE OF SPECIAL RESTRICTIONS UNDER THE CITY PLANNING CODE" RECORDED FEBRUARY 14, 1989 IN BOOK E807, PAGE 1318 OF OFFICIAL RECORDS. (EXC. 11, NOT PLOTTABLE)
- 6 AN UNRECORDED LEASE DATED JULY 2, 2003, EXECUTED BY BW BRANNAN ST., LLC, A DELAWARE LIMITED LIABILITY COMPANY AS LESSOR AND BAY WEST SHOWPLACE INVESTORS LLC, A CALIFORNIA LIMITED LIABILITY COMPANY AS LESSEE, AS DISCLOSED BY A MEMORANDUM OF GROUND LEASE RECORDED AUGUST 11, 2003 AS INSTRUMENT NO. 2003-H509378-00 IN BOOK/REEL I448, PAGE/IMAGE 0394 OF OFFICIAL RECORDS.
DEFECTS, LIENS, ENCUMBRANCES OR OTHER MATTERS AFFECTING THE LEASEHOLD ESTATE, WHETHER OR NOT SHOWN BY PUBLIC RECORDS. (EXC. 14, NOT PLOTTABLE)
- 7 THE TERMS AND PROVISIONS IN THE DOCUMENT ENTITLED "AGREEMENT IMPOSING RESTRICTIONS" RECORDED JANUARY 31, 2008 AS INSTRUMENT NO. 2008-1530188, IN BOOK J568, PAGE 488 OF OFFICIAL RECORDS, EXECUTED BY AND BETWEEN BW BRANNAN STREET, LLC, A DELAWARE LIMITED LIABILITY COMPANY, AND 650 TOWNSEND ASSOCIATES, LLC, A DELAWARE LIMITED LIABILITY COMPANY. (EXC. 15, NOT PLOTTABLE)
- 8 THE TERMS AND PROVISIONS IN THE DOCUMENT ENTITLED "DECLARATION OF RESTRICTIONS" RECORDED JANUARY 31, 2008 AS INSTRUMENT NO. 2008-1530189, IN BOOK J568, PAGE 489 OF OFFICIAL RECORDS, EXECUTED BY AND BETWEEN BW BRANNAN STREET, LLC, A DELAWARE LIMITED LIABILITY COMPANY, 650 TOWNSEND ASSOCIATES, LLC, A DELAWARE LIMITED LIABILITY COMPANY, AND CITY OF SAN FRANCISCO DEPARTMENT OF BUILDING INSPECTION. (EXC. 16, PLOTTED)

TABLE A NOTES

2. THE STREET ADDRESS OF THE PROPERTY IS 801 BRANNAN STREET, SAN FRANCISCO, CALIFORNIA.
3. FLOOD ZONE: THE FEDERAL EMERGENCY MANAGEMENT ADMINISTRATION'S FLOOD HAZARD BOUNDARY MAP WAS RESCINDED ON JULY 18, 1975 AND NO LONGER APPLIES TO THE CITY AND COUNTY OF SAN FRANCISCO.
4. THE GROSS LAND AREA OF THE SUBJECT PROPERTY IS 227,033 SQUARE FEET OR 6.36 ACRES, MORE OR LESS.
5. VERTICAL DATUM IS SHOWN ON THIS SHEET, AND ELEVATION INFORMATION IS SHOWN ON SHEETS 3 AND 4 OF THE SURVEY.
6. (B) ZONING REQUIREMENTS: PER THE CITY OF SAN FRANCISCO PLANNING DEPARTMENT GENERAL PLAN, AS SHOWN ON THE CITY'S ZONING MAP DATED JULY 2011, THE PROPERTY IS LOCATED IN THE UMU "URBAN MIXED USE" ZONING DISTRICT. HEIGHT AND BULK DISTRICT IS 68X, DENOTING THAT THE MAXIMUM BUILDING HEIGHT ALLOWED IS 68 FEET AND THE BULK DISTRICT AS DEFINED UNDER SECTION 270 OF THE SAN FRANCISCO PLANNING CODE IS X, WHERE DESIGNATION X INDICATES THERE ARE NO LIMITS ON BULK UNDER SECTION 270.
REFERENCE IS MADE HERE TO THE CITY OF SAN FRANCISCO PLANNING CODE, SEC. 132, 134, 135 & 140, REGARDING DEVELOPMENT REQUIREMENTS / RIGHTS AND USES, ET. AL.
THERE IS NO MINIMUM FRONT YARD OR SIDE YARD REQUIREMENT.
MINIMUM USABLE OPEN SPACE FOR DWELLING UNITS AND GROUP HOUSING IN THE EASTERN NEIGHBORHOODS MIXED USE DISTRICTS APPLIES.
THE MINIMUM REAR YARD DEPTH SHALL BE EQUAL TO 25 PERCENT OF THE TOTAL DEPTH OF THE LOT ON WHICH THE BUILDING IS SITUATED, BUT IN NO CASE LESS THAN 15 FEET.
MAXIMUM BUILDING HEIGHT: 68 FEET
7. (A) EXTERIOR DIMENSIONS OF ALL BUILDINGS AT GROUND LEVEL ARE SHOWN ON SHEETS 3 AND 4 OF THE SURVEY.
8. SUBSTANTIAL, VISIBLE IMPROVEMENTS ARE SHOWN ON SHEETS 3 AND 4 OF THE SURVEY.
9. THERE ARE 356 REGULAR PARKING SPACES AND 5 ACCESSIBLE PARKING SPACES ON THE SUBJECT PROPERTY, FOR A TOTAL OF 361 PARKING SPACES.
10. WALLS AND FENCES ADJACENT TO PROPERTY BOUNDARIES ARE SHOWN ON SHEETS 3 AND 4 OF THE SURVEY.
11. (A) LOCATION OF UTILITIES EXISTING ON OR SERVING THE SURVEYED PROPERTY AS DETERMINED BY OBSERVED EVIDENCE TOGETHER WITH EVIDENCE FROM PLAN OBTAINED FROM UTILITY COMPANIES OR PROVIDED BY CLIENT ARE SHOWN ON SHEETS 3 AND 4 OF THE SURVEY.
13. NAMES OF ADJOINING OWNERS OF PLATTED LANDS ARE SHOWN ON SHEET 2 OF THE SURVEY.
14. DISTANCES TO THE NEAREST INTERSECTING STREET ARE SHOWN ON SHEET 2 OF THE SURVEY.
15. THERE IS NO OBSERVABLE EVIDENCE OF RECENT SIDEWALK CONSTRUCTION OR REPAIRS, OR OF RECENT CHANGES IN STREET RIGHT OF WAY LINES.
16. THERE IS NO OBSERVABLE EVIDENCE OF CURRENT EARTH MOVING WORK, BUILDING CONSTRUCTION OR BUILDING ADDITIONS.

RECORD REFERENCES

- R1) PARCEL MAP, FILED NOVEMBER 16, 1983 IN BOOK 26 OF PARCEL MAPS, AT PAGE 138, OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO.
- R2) FINAL MAP 4169, FILED IN BOOK 115 OF CONDOMINIUM MAPS AT PAGES 133-134, OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO.
- R3) MONUMENT MAP 286, CITY AND COUNTY OF SAN FRANCISCO, DEPARTMENT OF PUBLIC WORKS, BUREAU OF ENGINEERING, DIVISION OF SURVEYS, INDEX NO. 4019, ORDER NO. 17732M.

BASIS OF BEARINGS

THIS SURVEY WAS DETERMINED BY THE MONUMENT LINES OF 7TH STREET, BRANNAN STREET, 8TH STREET, AND TOWNSEND STREETS AS SHOWN ON MONUMENT MAP NO. 286 ON FILE AT THE DEPARTMENT OF PUBLIC WORKS BUREAU OF STREET USE AND MAPPING OFFICE OF THE CITY ENGINEER.

BENCHMARK

BENCHMARK AS SHOWN ON CITY OF SAN FRANCISCO BENCHMARK BOX 4, BOOK 489 AT PAGE 67, BEING THE LETTER "O" IN "OPEN" AT THE TOP OF THE HPFS HYDRANT AT THE SOUTHWEST CORNER OF TOWNSEND STREET AND 7TH STREET. ELEVATION = 6.032 FEET, VERTICAL DATUM: CITY AND COUNTY OF SAN FRANCISCO.

NOTES

1. EASEMENTS AND/OR RIGHTS OF WAY ARE SHOWN HEREON PER THE PTR. OTHER EASEMENTS AND/OR RIGHTS OF WAY OF RECORD, IF ANY, ARE NOT SHOWN HEREON.
2. DATE OF FIELD SURVEY: SEPTEMBER 30, OCTOBER 3, 4, 6, AND 7, 2011 AS TO THE BOUNDARY AND TOPOGRAPHIC SURVEY OF THE SUBJECT PROPERTY.
3. THE UTILITIES SHOWN HEREON ARE BY SURFACE OBSERVATION AND RECORD INFORMATION ONLY AND NO WARRANTY IS GIVEN HEREIN AS TO THEIR EXACT LOCATION. IT IS THE RESPONSIBILITY OF THE DEVELOPER AND/OR CONTRACTOR TO VERIFY THE EXACT LOCATION OF THE UTILITIES WITH THE APPROPRIATE UTILITY COMPANY OR AGENCY.
UTILITY JURISDICTIONS / PROVIDERS ARE AS FOLLOWS:
STORM DRAINS: CITY AND COUNTY OF SAN FRANCISCO
SANITARY SEWER: CITY AND COUNTY OF SAN FRANCISCO
WATER: CITY AND COUNTY OF SAN FRANCISCO
ELECTRICITY: PACIFIC GAS & ELECTRIC CO.
NATURAL GAS: PACIFIC GAS & ELECTRIC CO.
4. THE BOUNDARY SURVEY OF THE SUBJECT PROPERTY HAS DETERMINED THAT THE ADJACENT BUILDING ON BLOCK 3783, LOT 7 DOES NOT ENCROACH UPON THE SUBJECT PROPERTY (LOT 1), AS INDICATED ON PARCEL MAP RECORDED IN BOOK 26 OF PARCEL MAPS, PAGE 138. THEREFORE, TITLE EXCEPTION #5 HAS NOT BEEN PLOTTED SINCE THE ENCROACHMENT DOES NOT EXIST.

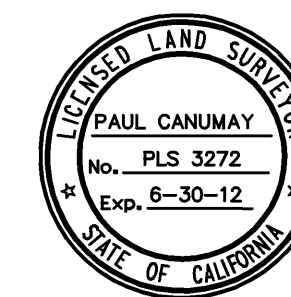
SURVEYOR'S CERTIFICATE

TO: ARCHSTONE SMITH OPERATING TRUST, A MARYLAND REAL ESTATE INVESTMENT TRUST; ARCHSTONE NEW DEVELOPMENT HOLDINGS, LP, A DELAWARE LIMITED PARTNERSHIP, AND ITS SUCCESSORS AND/OR ASSIGNS; ARCHSTONE CONCOURSE LLC, BW BRANNAN ST., LLC, AND FIRST AMERICAN TITLE INSURANCE COMPANY:

THIS IS TO CERTIFY THAT THIS MAP OR PLAT AND THE SURVEY ON WHICH IT IS BASED WERE MADE IN ACCORDANCE WITH THE "MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA / ACSM LAND TITLE SURVEYS," JOINTLY ESTABLISHED AND ADOPTED BY ALTA AND NSPS IN 2011, AND INCLUDES ITEMS 2, 3, 4, 5, 6(B), 7(A), 8, 9, 10, 11(A), 13, 14, 15 AND 16 OF TABLE A THEREOF. PURSUANT TO THE ACCURACY STANDARDS AS ADOPTED BY ALTA AND NSPS AND IN EFFECT ON THE DATE OF THIS CERTIFICATION, UNDERSIGNED FURTHER CERTIFIES THAT IN MY PROFESSIONAL OPINION, AS A LAND SURVEYOR REGISTERED IN THE STATE OF CALIFORNIA, RELATIVE POSITIONAL ACCURACY OF THE SURVEY DOES NOT EXCEED THAT WHICH IS SPECIFIED THEREIN.

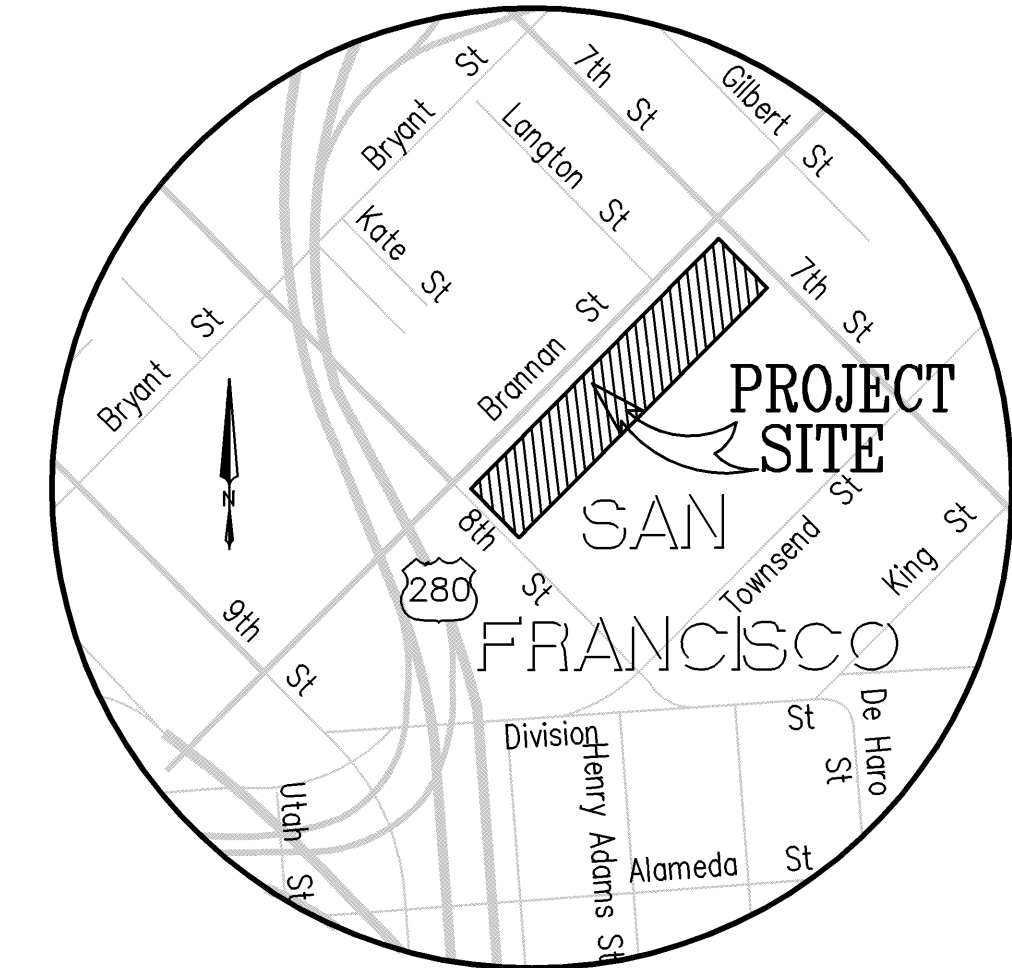
Paul Canumay
PAUL CANUMAY P.L.S. 3272
LICENSE EXPIRES: 06/30/2012
FOR LUK & ASSOCIATES, INC.

DATE NOVEMBER 7, 2011



SHEET INDEX

SHEET	DESCRIPTION
1	TITLE SHEET AND NOTES
2	BOUNDARY SURVEY
3	TOPOGRAPHIC SURVEY
4	TOPOGRAPHIC SURVEY



VICINITY MAP

NOT TO SCALE

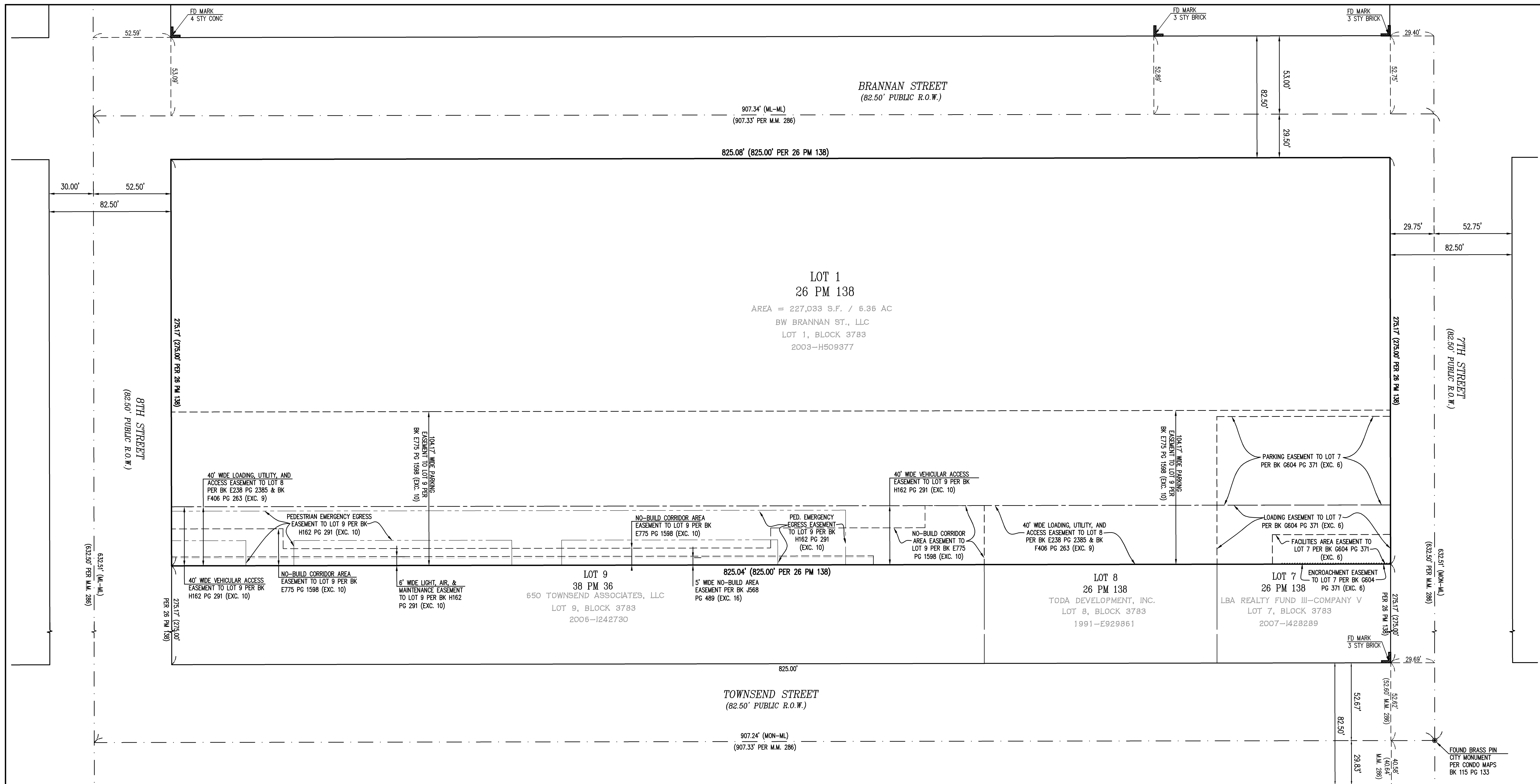
ALTA/ACSM LAND TITLE SURVEY

FOR
ARCHSTONE NEW DEVELOPMENT HOLDINGS, LP

BEING ALL OF LOT 1, AS SHOWN ON THAT CERTAIN MAP ENTITLED "PARCEL MAP OF BAY WEST CONTROL LTD", FILED NOVEMBER 16, 1983, IN BOOK 26 OF PARCEL MAPS, AT PAGE 138, SAN FRANCISCO COUNTY RECORDS, ALSO BEING A PORTION OF 100 VARA BLOCK 412

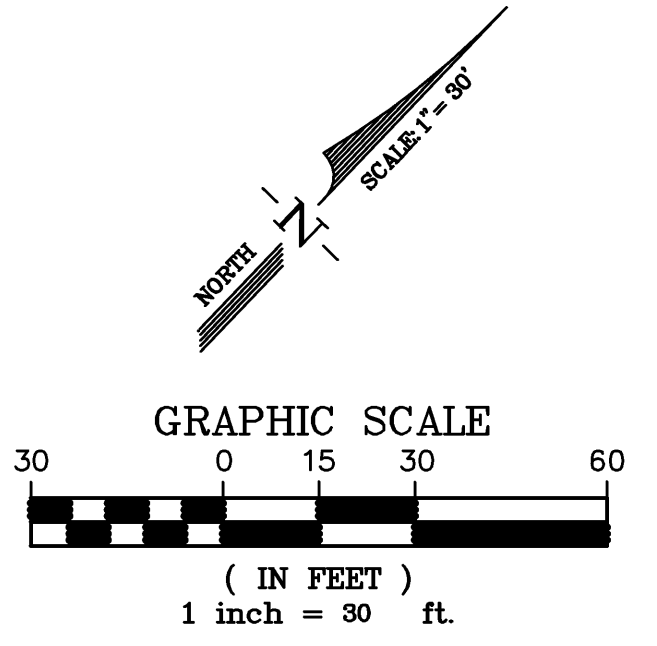
CITY AND COUNTY OF SAN FRANCISCO, CALIFORNIA
NOVEMBER 2011

PREPARED BY
LUK AND ASSOCIATES
CIVIL ENGINEER — LAND PLANNERS — LAND SURVEYORS
738 ALFRED NOBEL DRIVE
HERCULES, CALIFORNIA 94547
(510) 724-3388



LEGEND

SYMBOLS	DESCRIPTION
———	BOUNDARY - SUBJECT PROPERTY
———	RIGHT-OF-WAY LINE
———	ADJOINERS PROPERTY LINE
———	MONUMENT LINE
———	EASEMENT FOR THE BENEFIT OF LOT 8
———	PEDESTRIAN EMERGENCY EGRESS EASEMENT FOR THE BENEFIT OF LOT 9
———	EASEMENT AS NOTED
●	FOUND MONUMENT AS NOTED
(MON-ML)	MONUMENT TO MONUMENT LINE
(ML-ML)	MONUMENT LINE TO MONUMENT LINE
M.M.	MONUMENT MAP REFERENCE, SEE SHEET 1
(T)	TOTAL

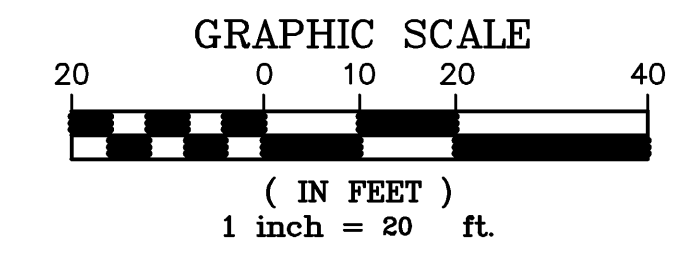
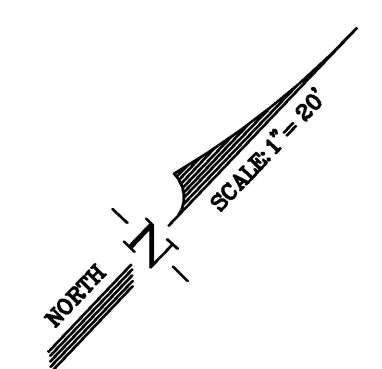
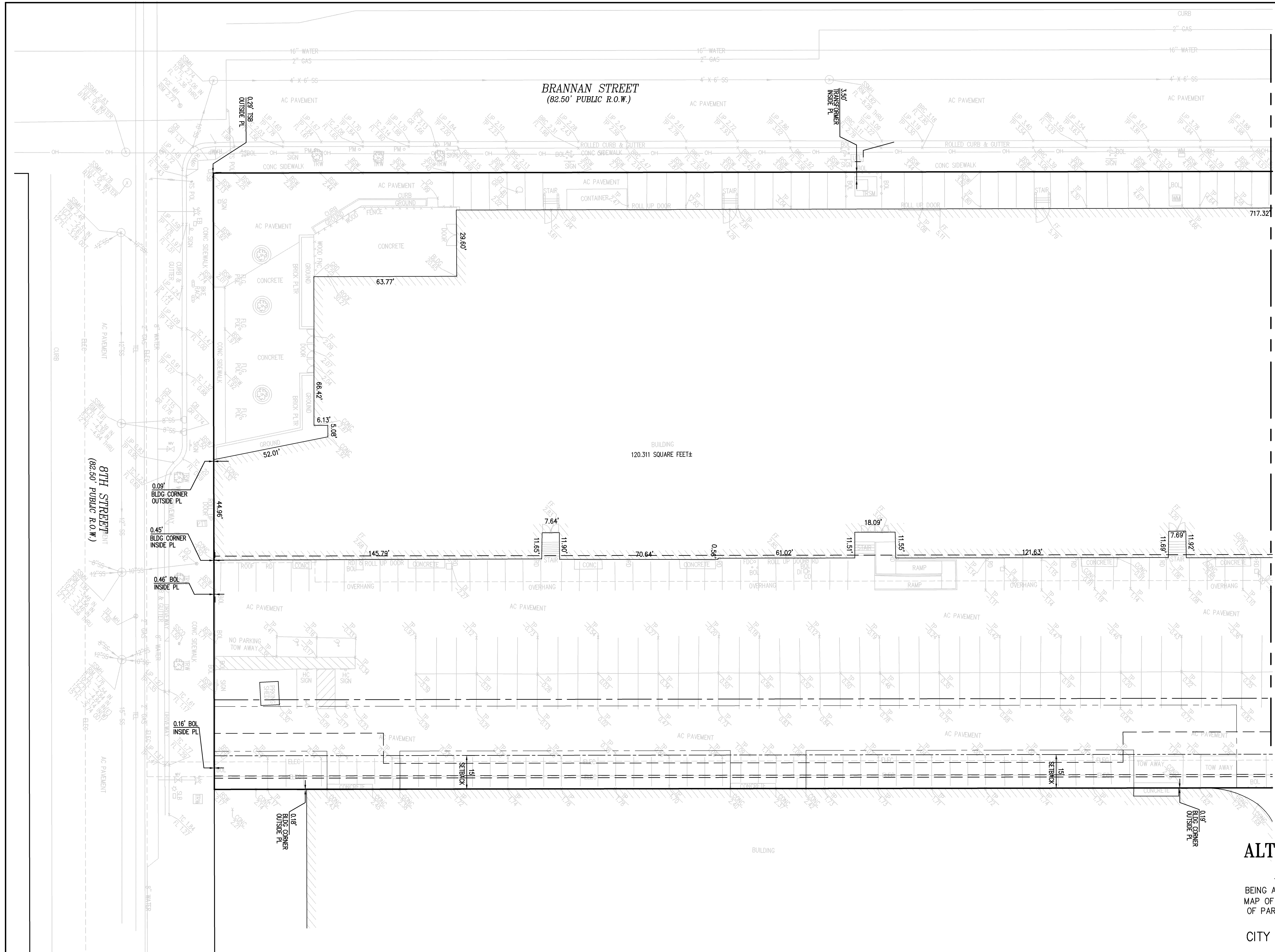


MATCHLINE SEE BELOW

MATCHLINE SEE ABOVE

ALTA/ACSM LAND TITLE SURVEY

FOR
ARCHSTONE NEW DEVELOPMENT HOLDINGS, LP
 BEING ALL OF LOT 1, AS SHOWN ON THAT CERTAIN MAP ENTITLED "PARCEL MAP OF BAY WEST CONTROL LTD", FILED NOVEMBER 16, 1983, IN BOOK 26 OF PARCEL MAPS, AT PAGE 138, SAN FRANCISCO COUNTY RECORDS, ALSO BEING A PORTION OF 100 VARA BLOCK 412
 CITY AND COUNTY OF SAN FRANCISCO, CALIFORNIA
 NOVEMBER 2011
 PREPARED BY
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 CIVIL ENGINEER - LAND PLANNERS - LAND SURVEYORS
 738 ALFRED NOBEL DRIVE
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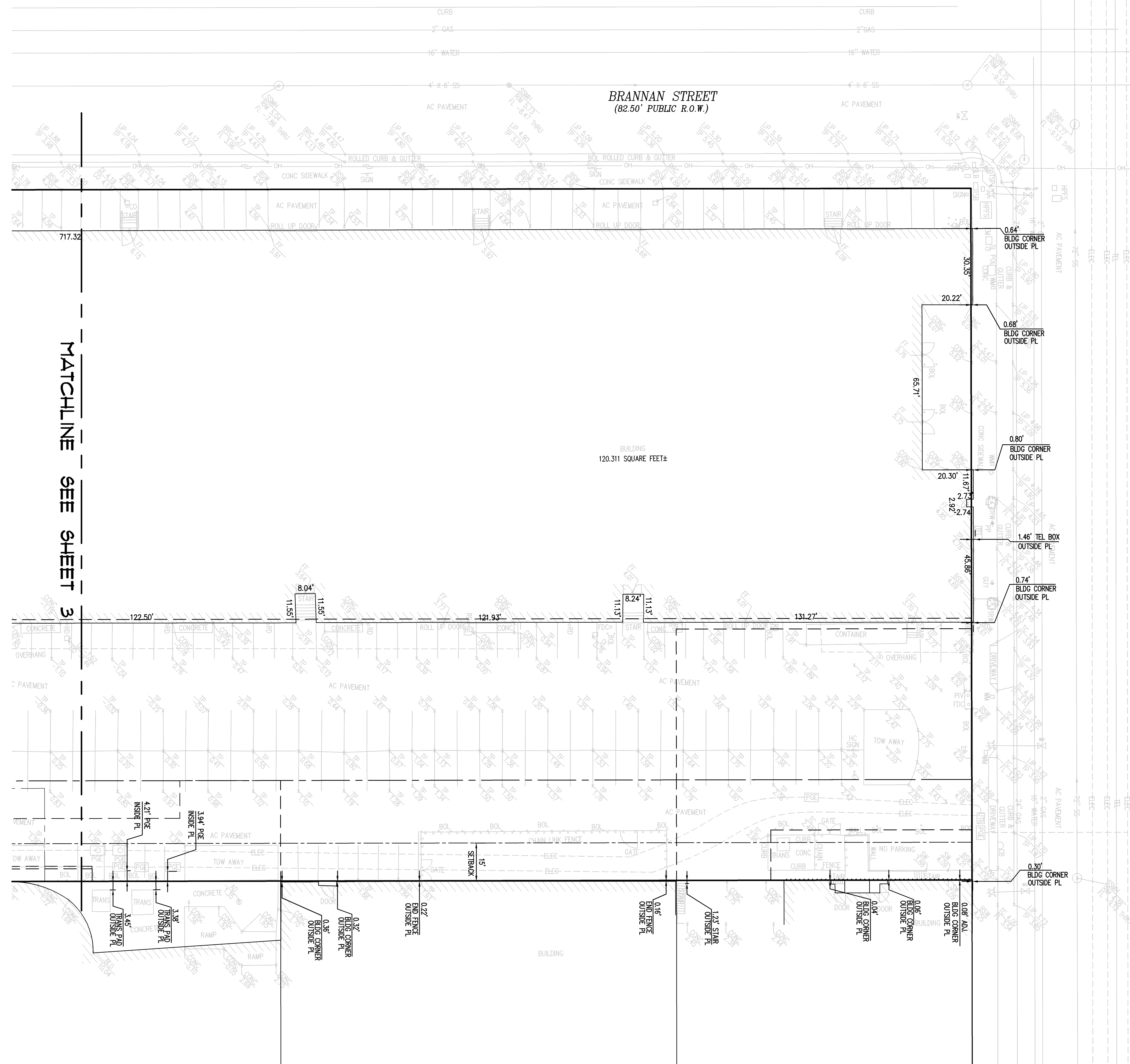
NOTE
SEE LEGEND ON SHEET 4

MATCHLINE SEE SHEET 4

ALTA/ACSM LAND TITLE SURVEY

FOR
ARCHSTONE NEW DEVELOPMENT HOLDINGS, LP
BEING ALL OF LOT 1, AS SHOWN ON THAT CERTAIN MAP ENTITLED "PARCEL MAP OF BAY WEST CONTROL LTD", FILED NOVEMBER 16, 1983, IN BOOK 26 OF PARCEL MAPS, AT PAGE 138, SAN FRANCISCO COUNTY RECORDS, ALSO BEING A PORTION OF 100 VARA BLOCK 412
CITY AND COUNTY OF SAN FRANCISCO, CALIFORNIA
NOVEMBER 2011

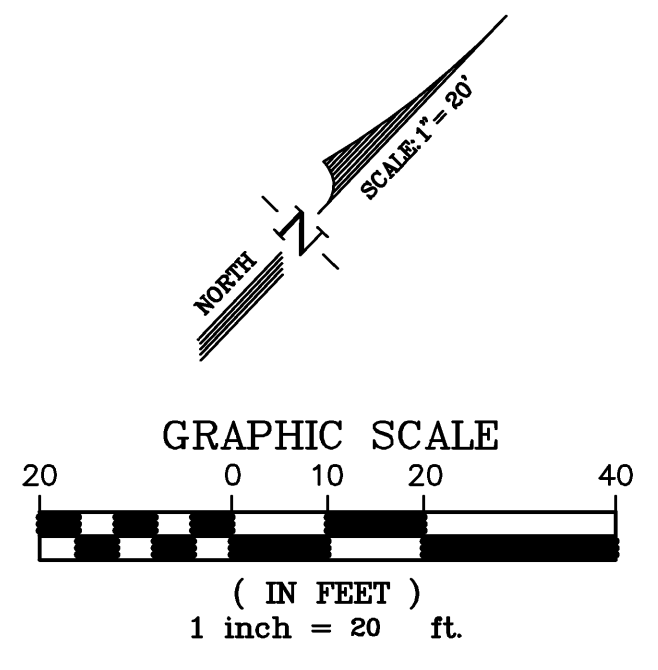
PREPARED BY
LUK AND ASSOCIATES
CIVIL ENGINEER — LAND PLANNERS — LAND SURVEYORS
738 ALFRED NOBEL DRIVE
HERCULES, CALIFORNIA 94547
(510) 724-3388



MATCHLINE SEE SHEET 3

LEGEND

SYMBOLS	DESCRIPTION	AC	ASPHALT CONCRETE
---	BOUNDARY - SUBJECT PROPERTY	FF	FINISH FLOOR
---	RIGHT-OF-WAY LINE	BLDG	BUILDING
---	ADJOINERS PROPERTY LINE	BSW	BACK OF SIDEWALK
---	MONUMENT LINE	CONC	CONCRETE
---	EASEMENT FOR THE BENEFIT OF LOT 8	GB	GRADE BREAK
---	PEDESTRIAN EMERGENCY EGRESS EASEMENT FOR THE BENEFIT OF LOT 9	COMM	COMMUNICATION BOX
---	EASEMENT AS NOTED	WD FNC	WOOD FENCE
○	FOUND MONUMENT AS NOTED	EM	ELECTRIC METER
○ (MON-ML)	MONUMENT TO MONUMENT LINE	EB	ELECTRIC BOX
○ (ML-ML)	MONUMENT LINE TO MONUMENT LINE	GUY	GUY POLE
○ M.M.	MONUMENT MAP REFERENCE, SEE SHEET 1	BFP	BACK FLOW PREVENTOR
○ (T)	TOTAL	GRD	GROUND
---	BUILDING LINE	GAR	GARAGE
---	OVERHANG LINE	DI	DRAIN INLET
---	ELECTROLIER	HC	HANDICAP
---	FOUND MONUMENT AS NOTED	COL	COLUMN
○	FIRE HYDRANT	MB	MAILBOX
○	CATCH BASIN	PLTR	PLANTER
○	AREA DRAIN	STRP	STRIP
○	WATER VALVE	TRW	TREEWELL
○	WATER METER	TE	TRASH ENCLOSURE
○	STORM DRAIN MANHOLE	TFC	TOP FACE OF CURB
○	SANITARY SEWER CLEANOUT	TW	TOP FACE OF WALL
○	SANITARY SEWER MANHOLE	TRSM	TRANSFORMER
○	TELEPHONE BOX	HRL	HANDRAIL
○	PACIFIC GAS & ELECTRIC BOX	DWY	DRIVEWAY
○	TREE	EVG	EDGE OF VALLEY GUTTER
○	POWER POLE	BCN	BEGIN
○	GUY POLE	POC	POINT OF CURVE
○	CABLE TELEVISION BOX	FDC	FIRE DEPARTMENT CONNECTION
○	UTILITY BOX	FWR	FIRE WATER RISER
○	ROOF DRAIN	BW	BOTTOM OF WALL
○	WATER METER	BRC	BACK OF ROLLED CURB
○	GAS METER	RD	ROOF DRAIN
○	GAS VALVE		
○	IRON FENCE		
○	CHAINLINK FENCE		
○	SIGN		
○	CONCRETE ELEVATION		
○	GROUND ELEVATION		
○	TOP OF PAVEMENT ELEVATION		
○	TOP OF CURB ELEVATION		
○	BACK OF WALK ELEVATION		
○	FLOW LINE ELEVATION		
○	GRATE ELEVATION		
○	JOINT POLE		
○	TRAFFIC SIGNAL		
○	TRAFFIC SIGNAL BOX		
○	STREET LIGHT		
○	STREET LIGHT BOX		



ALTA/ACSM LAND TITLE SURVEY

FOR
ARCHSTONE NEW DEVELOPMENT HOLDINGS, LP
 BEING ALL OF LOT 1, AS SHOWN ON THAT CERTAIN MAP ENTITLED "PARCEL MAP OF BAY WEST CONTROL LTD", FILED NOVEMBER 16, 1983, IN BOOK 26 OF PARCEL MAPS, AT PAGE 138, SAN FRANCISCO COUNTY RECORDS, ALSO BEING A PORTION OF 100 VARA BLOCK 412
 CITY AND COUNTY OF SAN FRANCISCO, CALIFORNIA
 NOVEMBER 2011
 PREPARED BY
LUK AND ASSOCIATES
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