



SAN FRANCISCO PLANNING DEPARTMENT

Planning Commission Resolution 18167 General Plan Amendment

HEARING DATE: AUGUST 12, 2010

Date: July 22, 2010
Case No.: **2006.1106BMXZ**
Project Address: **222 SECOND STREET**
Zoning: C-3-O(SD) (Downtown Office Special Development)
350-S/150-S Height and Bulk District
Block/Lot: 3735/063
Project Sponsor: TS 222 Second Street, LP
c/o Andrew Junius of Reuben & Junius LLP
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RESOLUTION OF THE PLANNING COMMISSION RECOMMENDING THAT THE BOARD OF SUPERVISORS AMEND MAP 5 (PROPOSED HEIGHT AND BULK DISTRICTS) OF THE DOWNTOWN ELEMENT OF THE SAN FRANCISCO GENERAL PLAN TO RECLASSIFY A PORTION OF BLOCK 3735, LOT 063, FROM A 350-S/150-S HEIGHT AND BULK DISTRICT TO A 350-S HEIGHT AND BULK DISTRICT, AND ADOPTING FINDINGS THAT THE PROPOSED AMENDMENT TO THE GENERAL PLAN IS CONSISTENT WITH THE OBJECTIVES AND POLICIES OF THE GENERAL PLAN AND THE EIGHT PRIORITY POLICIES OF SECTION 101.1(b) OF THE PLANNING CODE, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

RECITALS

1. WHEREAS, the General Plan consists of goals, objectives, policies and the programs for the future physical development of the City and County of San Francisco that take into consideration social, economic, and environmental factors.
2. WHEREAS, the General Plan shall be periodically amended in response to changing physical, social, economic, environmental or legislative conditions.
3. WHEREAS, Section 340 of the Planning Code of the City and County of San Francisco provides that an amendment to the General Plan may be initiated by an application by one or

more property owners, residents or commercial lessees or their authorized agents.

4. WHEREAS, TS 222 Second Street, LP ("Project Sponsor") owns the real property located in the City and County of San Francisco, California at 222 Second Street, Block 3735, Lot 063 ("Project Site").
5. WHEREAS, the Project Sponsor proposes to demolish an existing surface parking lot and loading dock and construct a 26-story, 350-foot tall building containing approximately 430,650 gross square feet of office space, approximately 5,000 square feet of ground floor retail space, approximately 28,000 square feet of subterranean parking area, and approximately 8,600 square feet of publicly-accessible open space ("Project").
6. WHEREAS, Approval of the Project requires an amendment to Map 5 (Proposed Height and Bulk Districts) of the Downtown Element of the San Francisco General Plan to reclassify the height and bulk districts for the Project Site from 350-S/150-S to 350-S.
7. WHEREAS, On May 28, 2010, the Project Sponsor filed Application No. 2006.1106M to amend Map 5 (Proposed General Plan Map Amendment).
8. WHEREAS, The Project Sponsor has filed other applications with the San Francisco Planning Department ("Department"), including (a) a Section 309 Determination of Compliance and Request for Exceptions, including exceptions for bulk requirements, ground-level wind currents, and sunlight access to public sidewalks, (b) allocation of office space under Planning Code Section ("Section") 321 and Section 322 (Office Development Annual Limit), and (c) a Downtown Plan (General Plan) Amendment changing the height map to increase the height limit to 350 feet across the Project Site.
9. WHEREAS, The Department published a Draft Environmental Review Report (DEIR) on January 27, 2010 analyzing the Proposed Zoning Map Amendments and other actions related to the Project (Case No. 2006.1106E). On August 12, 2010, the Planning Commission ("Commission") certified the Project's Final Environmental Impact Report (FEIR), as set forth in Motion No. 18166.
10. WHEREAS, The Project will promote the public necessity, convenience, and general welfare in that it will provide an office building with ground floor retail, which is consistent and compatible with the scale, use, and character of existing development in the surrounding area. The Project would replace a surface parking lot with a structure containing office space and active ground level uses, which are desirable for the local area and the City. The Project Sponsor proposes to add up to 430,650 square feet of office space to the City's office supply. The Downtown Core where the Project will be located has been specifically identified as a location for future office development.

11. WHEREAS, The City's General Plan encourages the development of high density office space in the Downtown Plan area, because it is well served by public transit and a highly developed infrastructure and would contribute to a compact Downtown Core while minimizing displacement of other uses.
12. WHEREAS, The proposed height change will affect a relatively small area at the westerly portion of the Project Site, within a rectangular area measuring 45 feet in length along the westernmost portion of the Howard Street frontage, to a depth of 82.5 feet. The proposed height change would make the applicable height limit consistent with the remainder of the Project Site.
13. WHEREAS, The proposed office building at 222 Second Street will improve an underutilized site, creating a project that is desirable for and compatible with the existing downtown development and the nearby community. The Project will add up to 430,650 square feet of office space to the City's office supply. The addition of office space is necessary and desirable at this location as it will be well-served by existing public transit and infrastructure. Moreover, the Project will minimize any detrimental impacts to the area by paying fees pursuant to the Downtown Park Fund, the Jobs Housing Linkage Program, the Child Care Capital Fund, and the Transit Impact Development Fee.
14. WHEREAS, The height of the proposed building, at 350 feet, is consistent and compatible with the other large buildings in the area.
15. WHEREAS, The Project would affirmatively promote, be consistent with, and would not adversely affect the General Plan, including the following objectives and policies, for the reasons set forth set forth in Section #8 of Motion No. 18168, Case #2006.1106X (Determination of Compliance and Granting of Exceptions Under Planning Code Section 309) which are incorporated herein as though fully set forth.
16. **Priority Policy Findings.** Section 101.1(b) establishes eight priority planning policies and requires the review of permits for consistency with said policies. The Project complies with these policies, on balance, as follows:
 - A. That existing neighborhood-serving retail uses be preserved and enhanced and future opportunities for resident employment in and ownership of such businesses enhanced.

The Project Site does not contain any existing retail uses, and none will be displaced by the Project. The Project furthers this policy by proposing ground floor retail uses. The addition of office uses will bring new employees and visitors to the Project Site and area, which would strengthen existing neighborhood retail operations and encourage new retail opportunities in the vicinity of the Project Site.

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

The Site is currently used as a surface parking lot, and thus, the Project will have no effect on existing housing. The Project is compatible with the character of the area, which is somewhat varied in scale, but is generally defined by intense urban development.

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

The Project will promote this policy by contributing to the City's affordable housing supply by complying with the Section 314 Jobs-Housing Linkage Program.

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

The Project Site is situated in the downtown core and is well served by public transit. The Project Site is located just two blocks from Market Street, a major transit corridor that provides access to various Muni and BART lines. In addition, the Project Site is within one block from the proposed Transbay Terminal (approximately two blocks from the existing Transbay Terminal) providing convenient access to other transportation services. The Project includes minimal off-street parking to discourage commuting via private automobile.

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

The Project Site does not contain any industrial or service sector uses, and thus none will be displaced by the Project. The Project Site is currently occupied by a temporary surface parking lot operation.

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

The Project will conform to the structural and seismic requirements of the San Francisco Building Code.

- G. That landmarks and historic buildings be preserved.

The Project Site does not contain any existing historic resources and is not located in any historic or preservation district. The Project would not affect any off-site historic resources.

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

The Project Site is surrounded by existing urban development and is not located adjacent to parks or other public open spaces. Therefore, the Project is not expected to have any impact on this policy.

13. WHEREAS, A proposed ordinance, attached hereto as Exhibit A, has been drafted in order to make the necessary amendment to the General Plan of the City and County of San Francisco by changing the height and bulk district for the Project Site, as shown on "Map 5 – Proposed Height and Bulk Districts," referred to in Policy 13.1 of the Downtown Area Plan of the to implement the Project (Proposed Ordinance).
14. WHEREAS, The Proposed Ordinance would amend "Map 5 – Proposed Height and Bulk Districts" by reclassifying the height and bulk district for a portion of the Project Site from 150-S to 350-S.
15. WHEREAS, the Office of the City Attorney has reviewed the Proposed Ordinance and approved it as to form.
16. WHEREAS, Section 4.105 of the City Charter and Section 340 of the Planning Code require that the Commission consider any proposed amendments to the City's General Plan, and make a recommendation for approval or rejection to the Board of Supervisors before the Board of Supervisors acts on the proposed amendments.
15. WHEREAS, On August 12, 2010, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting to consider the Proposed General Plan Map Amendment.
16. WHEREAS, The Commission has had available to it for its review and consideration studies, case reports, letters, plans, and other materials pertaining to the Project contained in the Department's case files, and has reviewed and heard testimony and received materials from interested parties during the public hearings on the Project.

NOW, THEREFORE BE IT RESOLVED THAT, the Commission adopts and incorporates by reference as though fully set forth herein the findings set forth in Exhibit B of this Resolution No. 18167 ("CEQA Findings") and the Mitigation, Monitoring, and Reporting Program, as set forth in Exhibit C of this Resolution No. 18167

BE IT FURTHER RESOLVED THAT, the Commission finds, based upon the entire Record, the submissions by the Applicant, the staff of the Department, and other interested parties, the oral testimony presented to the Commission at the public hearing, and all other written materials submitted by all parties, that the public necessity, convenience and general welfare require that Map

5 (Proposed Height and Bulk Districts) of the Downtown Element of the San Francisco General Plan be amended to allow the reclassification of a portion of the property known as 222 Second Street, Block 3735, Lot 063, from a 350-S/150-S height and bulk district to a 350-S height and bulk district, as proposed in General Plan Map Amendment Application No. 2006.1106M; and,

BE IT FURTHER RESOLVED THAT, the Planning Commission recommends the Board of Supervisors approve the proposed General Plan Map Amendment.

I hereby certify that the foregoing Resolution was ADOPTED by the Planning Commission at its regular meeting on August 12, 2010.

Linda Avery
Commission Secretary

AYES: Miguel, Antonini, Borden, Lee, Sugaya

NOES: Moore, Olague

ABSENT:

ADOPTED: August 12, 2010

**EXHIBIT A:
DRAFT ORDINANCE**

1 [General Plan Amendment for a portion of 222 2nd Street (Assessor's Block 3735, Lot 063).]

2 **Ordinance amending the General Plan of the City and County of San Francisco by**
3 **amending Map 5 (Proposed Height and Bulk Districts) of the Downtown Area Plan to**
4 **change the height and bulk classification of the west corner (within a rectangular area**
5 **measuring 45 feet in length along the westernmost portion of the Howard Street**
6 **frontage, to a depth of 82.5 feet) of the property located at 222 2nd Street (Assessor's**
7 **Block 3735, Lot 063) from 150-S to 350-S and adopting findings, including**
8 **environmental findings and findings of consistency with the General Plan and the**
9 **Priority Policies of Planning Code Section 101.1.**

10
11 Note: Additions are *single-underline italics Times New Roman*;
12 deletions are ~~*italics Times New Roman*~~.
13 Board amendment additions are double underlined.
14 Board amendment deletions are ~~normal~~.

15 Be it ordained by the People of the City and County of San Francisco:

16 Section 1. Findings. The Board of Supervisors of the City and County of San
17 Francisco hereby finds and determines that:

18 A. On May 28, 2010, Andrew Junius acting on behalf of TS 222 Second Street,
19 L.P. ("Project Sponsor") filed an application for an amendment of Zoning Map HT1 of the
20 Zoning Map of the City and County of San Francisco, to change the height and bulk
21 classification of the west corner (within a rectangular area measuring 45 feet in length along
22 the westernmost portion of the Howard Street frontage, to a depth of 82.5 feet ("West
23 Corner")) of the property located at 222 2nd Street (Assessor's Block 3735, Lot 063) from
24 150-S to 350-S.

25 B. The Zoning Map Amendment is part of a project proposed by the Project
Sponsor to build a 26-story, 350-foot tall building containing approximately 430,650 square

1 feet of office space, approximately 5,000 square feet of ground floor retail space,
2 approximately 28,000 square feet of subterranean parking area, and approximately 8,600
3 square feet of publicly-accessible interior open space at the ground floor ("Proposed Project").

4 C. The Proposed Project requires the amendment the General Plan of the City and
5 county of San Francisco, specifically, amendment of "Map 5 – Proposed Height and Bulk
6 Districts" of the Downtown Plan, to change the height and bulk classification of the West
7 Corner of the property located at 222 2nd Street (Assessor's Block 3735, Lot 063) from 150-S
8 to 350-S ("the Proposed General Plan Amendment").

9 D. On August 12, 2010, at a duly noticed public hearing, by Motion 18166, the
10 Planning Commission certified the Final Environmental Impact Report ("FEIR") for the
11 Proposed Project. The Planning Commission certified that the FEIR for the Proposed Project
12 reflects the independent judgment and analysis of the City and County of San Francisco, is
13 adequate, accurate and objective, contains no significant revisions to the Draft EIR, and that
14 the content of the FEIR and the procedures through which it was prepared, publicized and
15 reviewed comply with the provisions of the California Environmental Quality Act ("CEQA")
16 (California Public Resources Code section 21000 et seq.), the State CEQA Guidelines
17 (California Code of Regulations Title 14 sections 15000 et seq.) and Chapter 31 of the San
18 Francisco Administrative Code ("Chapter 31"). a copy of the FEIR is on file with the Clerk of
19 the Board of Supervisors in File No. _____.

20 E. At the same hearing during which the Planning Commission certified the FEIR
21 for the Proposed Project, it also adopted CEQA Findings with respect to the approval of the
22 Proposed Project, including the General Plan Amendment, in Resolution 18167.

23 F. Pursuant to San Francisco Charter Section 4.105 and Planning Code Section
24 340, any amendments to the General Plan shall first be considered by the Planning
25

1 Commission and thereafter recommended for approval or rejection by the Board of
2 Supervisors.

3 G. On August 12, 2010 the Planning Commission conducted a duly noticed public
4 hearing on the Proposed General Plan Amendment pursuant to Section 340. The
5 Commission found that the Proposed General Plan Amendment served the public necessity,
6 convenience and general welfare, and by Resolution No. 18167 adopted the Proposed
7 General Plan amendments and recommended them for approval to the Board of Supervisors.
8 A copy of Planning Commission Resolution No. 18167 is on file with the Clerk of the Board of
9 Supervisors in File No._____.

10 H. The Board of Supervisors has reviewed and considered the Final EIR, the
11 environmental documents on file referred to herein, and the CEQA Findings adopted by the
12 Planning Commission in support of the approval of the Proposed Project, including the
13 mitigation monitoring and reporting program. The Board of Supervisors has adopted the
14 Planning Commission's CEQA findings as its own and hereby incorporates them by reference
15 as though fully set forth herein.

16 I. Pursuant to Planning Code Section 340, this Board of Supervisors finds that the
17 General Plan Amendment will serve the public necessity, convenience and welfare for the
18 reasons set forth in Planning Commission Motion No. 18170 (approving the Section 321 office
19 allocation application for the Project), and Motion No. 18168 (adopting findings relating to a
20 determination of compliance under Planning Code Section 309 for the Project), and
21 Resolution No. 18167 (adopting environmental findings and recommending that the Board of
22 Supervisors approve this General Plan Amendment), and incorporates such reasons by
23 reference herein.

1 J. Pursuant to Planning Code Section 101.1, this Board of Supervisors finds that
2 the General Plan Amendment is consistent with the Priority Policies of Section 101.1(b) of the
3 Planning Code and the General Plan, and hereby adopts the findings of the Planning
4 Commission, as set forth in Planning Commission Motion Nos. 18168 and 18170 and
5 Planning Commission Resolution No. 18167, and incorporates said findings by reference
6 herein.

7 Section 2. The Board of Supervisors hereby approves an amendment to the General
8 Plan as follows: Map 5 (Proposed Height and Bulk Districts) of the Downtown Area Plan of the
9 General Plan of the City and County of San Francisco shall be amended to change the height
10 and bulk district classification of the West Corner of the property located at Block 3735, Lot
11 063 that is currently set at 150-S from 150-S to 350-S.

12
13 APPROVED AS TO FORM:
14 DENNIS J. HERRERA, City Attorney

15 By:


16 ANDREA RUIZ-ESQUIDE
17 Deputy City Attorney
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EXHIBIT B

CEQA FINDINGS

ADOPTING FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND ADOPTING A STATEMENT OF OVERRIDING CONSIDERATIONS FOR A PROJECT TO DEMOLISH AN EXISTING SURFACE PARKING LOT AND LOADING DOCK AND CONSTRUCT A 26-STORY, 350-FOOT TALL BUILDING CONTAINING APPROXIMATELY 430,650 GROSS SQUARE FEET OF OFFICE SPACE, APPROXIMATELY 5,000 SQUARE FEET OF GROUND FLOOR RETAIL SPACE, APPROXIMATELY 28,000 SQUARE FEET OF SUBTERRANEAN PARKING AREA, AND APPROXIMATELY 8,600 SQUARE FEET OF PUBLICLY-ACCESSIBLE OPEN SPACE, LOCATED AT 222 SECOND STREET (ASSESSOR'S BLOCK 3735, LOT 063), WITHIN THE C-3-O(SD) (DOWNTOWN OFFICE SPECIAL DEVELOPMENT) DISTRICT AND 350-S/150-S HEIGHT AND BULK DISTRICTS.

In determining to approve the proposed project located at 222 Second Street ("proposed project" or "project"), the San Francisco Planning Commission ("Planning Commission" or "City") makes and adopts the following findings of fact regarding the project and mitigation measures based on substantial evidence in the whole record of this proceeding and pursuant to the California Environmental Quality Act, California Public Resources Code Section 21000 et seq. ("CEQA"), particularly Section 21081 and 21081.5, the Guidelines for Implementation of CEQA, 14 California Code of Regulations Section 15000 et seq. ("CEQA Guidelines"), particularly Section 15091 through 15093, and Chapter 31 of the San Francisco Administrative Code.

This document is organized as follows:

Section I provides a description of the proposed 222 Second Street Office Project, the environmental review process for the project, the Planning Commission actions to be taken, and the location of records.

Section II sets forth findings as to the disposition of the mitigation measures proposed in the Final EIR. Exhibit C, attached, contains the Mitigation Monitoring and Reporting Program ("MMRP"), which provides a table setting forth each mitigation measure listed in the Draft Environmental Impact Report that is required to reduce or avoid a significant adverse impact. Exhibit C also specifies the agency responsible for implementation of each measure, establishes monitoring actions and a monitoring schedule. The Mitigation Monitoring and Reporting Program is required by CEQA Section 21081.6 and CEQA Guidelines Section 15091.

Section III identifies significant project-specific or cumulative impacts that would not be eliminated or reduced to an insignificant level by the mitigation measures listed in Exhibit C.

Section IV identifies the project alternatives that were analyzed in the EIR and discusses the reasons for rejecting each.

Section V sets forth the Planning Commission's Statement of Overriding Considerations pursuant to CEQA Guidelines Section 15093.

I. PROJECT DESCRIPTION AND PROCEDURAL BACKGROUND

a. Project Description

The subject property is located on the southwest corner of the intersection of Second and Howard Streets at 222 Second Street (Assessor's Block 3735, Lot 063). The property is approximately 23,925 square feet in area. The project site is currently developed with a surface parking lot.

The proposed project would demolish an existing surface parking lot and construct a 26-story, 350-foot tall building containing approximately 430,650 gross square feet of office space, approximately 5,000 square feet of ground floor retail space, approximately 28,000 square feet of subterranean parking area, and approximately 8,600 square feet of publicly-accessible open space. The proposed project includes acquisition of a portion of adjacent Lot 5 and demolition of an existing loading dock at the 631 Howard Street (William Volker) building. Vehicle access to the below-grade parking would be via a two-way ramp from Tehama Street, at the southwest corner of the project site. Freight loading access would also be from Tehama Street, where the loading dock would be located.

As stated above, the project includes the acquisition and incorporation into the project site of a 1,650-square-foot (20-foot-by-82.5-foot) portion of the adjacent property (Lot 5 in Assessor's Block 3735), which would increase the size of the project site to 25,575 square feet, and to demolish the existing loading dock at 631 Howard Street, which occupies the portion of the adjacent parcel to be acquired.

The subject property is located in an area characterized by dense urban development. Many high-rise buildings that contain dwellings, offices and other commercial uses are located in the immediate project vicinity. Across Second Street is 201 Second Street, which is currently occupied by a surface parking lot but is entitled for a 19-story, 103-unit residential development with ground floor retail. An approximately 16-story residential building is at 246 Second Street; 580-590 Folsom Street (with frontage on Second Street) contains an approximately 18-story building; 75 Hawthorne Street is an approximately 20-story building, and 645 Howard Street, also known as One Hawthorne, is a 25-story, 189-unit mixed-use building, which was recently completed. There are numerous smaller commercial buildings in the area as well. Existing height limits in the area range from 80 feet to 550 feet.

The Yerba Buena Center and the cultural attractions and high-rise hotels in its vicinity are about one block west of the project site. The Transbay Transit Terminal is two blocks northeast of the project site, and the elevated Interstate 80 freeway that leads to the Bay Bridge is just over two blocks south.

The project analyzed in the EIR consists of a series of approvals that together define the terms under which the project will occur. It is composed of the following major permits and approvals, and related and collateral actions:

- Amending Planning Code Height and Bulk Map Sheet HT1 (rezoning) to increase height limit to 350 feet on a portion of the site;
- Amending the Downtown Plan (General Plan) height map to increase height limit to 350 feet on a portion of the site;
- Approvals under Section 309 of the Planning Code, with exceptions for bulk requirements, ground-level wind currents, and sunlight access to public sidewalks;
- Allocation of office space under Section 321 of the Planning Code (Office Development Annual Limit);
- General Plan and Planning Code section 101.1 priority policy consistency determinations;
- Street Space Permit from the Bureau of Street Use and Mapping for use of a public street space during project construction (for a pedestrian walkway);
- Special Traffic Permit from the Department of Parking and Traffic for use of a public street space during project construction (for a pedestrian walkway);
- Grading, demolition, site and issuance of building permits.

b. Environmental Review

On January 27, 2010, the Department published the Draft Environmental Impact Report (hereinafter "DEIR") and provided public notice in a newspaper of general circulation of the availability of the DEIR for public review and comment and of the date and time of the Planning Commission public hearing on the DEIR; this notice was mailed to the Department's list of persons requesting such notice.

Notices of Availability of the DEIR and of the date and time of the public hearing were posted near the Project Site on or about January 27, 2010.

On January 25, 2010, copies of the DEIR were delivered to the State Clearinghouse for distribution to government agencies. On January 26, 2010, copies of the DEIR were mailed or otherwise delivered to a list of persons requesting it, to those noted on the distribution list in the DEIR, to adjacent property owners, and to government agencies.

A Notice of Completion was filed with the State Secretary of Resources via the State Clearinghouse on January 25, 2010.

The Planning Commission held a duly advertised public hearing on said DEIR on March 4, 2010, at which opportunity for public comment was given, and public comment was received on the DEIR. The period for acceptance of written comments ended on March 25, 2010.

The Planning Department prepared responses to comments on environmental issues received at the public hearing and in writing during the public review period for the DEIR, prepared revisions to the text of the DEIR in response to comments received or based on additional information that became available during the public review period, and corrected errors in the DEIR. This material was presented in the "Comments and Responses" published on July 8, 2010, which was distributed on July 8, 2010, to the Planning Commission and to all parties who commented on the DEIR, and was available to others upon request at Department offices.

A Final EIR has been prepared by the Planning Department, consisting of the DEIR, any consultations and comments received during the review process, and the Comments and Responses all as required by law. Since publication of the DEIR, no new information of significance has become available that would require recirculation of the EIR under CEQA Guidelines Section 15088.5.

c. Planning Commission Actions

The Planning Commission is currently considering various actions (“Actions”) in furtherance of the Project, which include the following:

- Certification of the Final EIR;
- Adoption of these CEQA Findings, including mitigation measures and the MMRP;
- Recommendation to the Board of Supervisors to Adopt a Zoning Map Amendment, amending Height and Bulk District Map HT1;
- Recommendation to the Board of Supervisors to Adopt an amendment to the Downtown Plan (General Plan) height map;
- Approval of a C-3 District Review, including exceptions, under Planning Code Section 309;
- Allocation of office space under Planning Code Section 321;
- Initial determination of the net addition of gross floor area of office use under Planning Code Sections 139, 313 and 314.

d. Location of Records

The record upon which all findings and determinations related to the Project are based include 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 the project sponsor 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;
- The MMRP; and

- All other documents comprising the record pursuant to Public Resources Code Section 21167.6(e).

The public hearing transcript, a copy of all letters regarding the Final EIR received during the public review period, the administrative record, and background documentation for the Final EIR are located at the Planning Department, 1650 Mission Street, 4th Floor, San Francisco. The Planning Department is the custodian of these documents and materials.

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.

II. Findings Regarding Mitigation Measures

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 concern mitigation measures discussed in the Final EIR, presented in a Mitigation Monitoring and Reporting Program ("MMRP"), attached as Exhibit C to these Findings, which shall be adopted as conditions of project approval. The Final EIR includes a series of mitigation measures that have been identified that would eliminate or reduce to a less-than-significant level the following potential environmental impacts of the project listed in this section. All of the mitigation measures set forth in the Final EIR that are needed to reduce or avoid these significant adverse environmental impacts are contained in Exhibit C. The Planning Commission finds that such measures are feasible and shall be adopted as conditions of project approval.

a. Cultural Resources

M-CP-1: According to the FEIR, it is reasonable to presume that archaeological resources may be present in the soils beneath the project site. Any potentially significant adverse effect of below-grade excavation and project construction on such resources can be mitigated to a less-than-significant level if the project sponsor retains the services of a qualified archaeological consultant to, in consultation with City staff, (i) undertake an archaeological testing program to determine whether such resources are present, and, (ii) if necessary, to implement an archaeological monitoring and/or data recovery program to ensure that construction does not significantly and adversely effect such resources.

The Planning Commission finds that the foregoing mitigation measure is feasible and will mitigate the potential impacts of project construction on cultural resources to a less-than-significant level. The measure shall be adopted as a condition of project approval.

b. Transportation

M-TR-1a: According to the FEIR, at the unsignalized intersection of Second and Tehama Streets, the addition of project-generated traffic would cause side-street left turns to degrade to unacceptable levels of service ("LOS") (eastbound Tehama left turns from LOS C to LOS F, and westbound Tehama left turns from LOS D to LOS E), which would constitute a significant project

traffic impact. At this intersection, the Parking and Traffic Division of the San Francisco Municipal Transportation Agency would prohibit left turns from Tehama Street onto Second Street using appropriate traffic control devices. Implementation of this mitigation measure would improve the LOS on both Tehama Street approaches to an acceptable LOS D or better.

M-TR-1b: According to the FEIR, with the addition of project traffic, operating conditions at the signalized intersection of Folsom and Second Streets would degrade from LOS D to an unacceptable

LOS E, which would constitute a significant project impact. At this intersection, the Parking and Traffic Division of the San Francisco Municipal Transportation Agency would modify the signal timing to provide more time for traffic on southbound Second Street. Evaluation of possible signal timing modifications indicates that shifting two seconds of green from eastbound Folsom Street to southbound Second Street would improve the p.m. peak-hour LOS to an acceptable LOS D.

M-TR-4: According to the FEIR, delivery vehicles would be able to back into the loading dock at the site, located along Tehama Street. However, this would cause temporary impedance of traffic flow on Tehama Street, which would cause temporary disruption of traffic flow (e.g., vehicles traveling to and from the 55 Hawthorne Street parking garage at the end of Tehama Street). The effect on Tehama Street traffic flow during peak traffic periods would be noticeable (although generally limited to vehicles using Tehama Street to access parking in the project and the 55 Hawthorne Street parking garage). During other hours, because traffic volume on Tehama Street would not be heavy, the effect of those short-term delays would be expected to be minimal. This impact, however, could be avoided if the project sponsor were to request that the San Francisco Municipal Transportation Agency prohibit parking on the north side of Tehama Street to facilitate vehicle movements into and out of the loading/service area, and reduce the amount and duration of temporary disruption of traffic flow.

The Planning Commission finds that the foregoing mitigation measures are feasible and will mitigate the potential impacts of the project on transportation to a less-than-significant level. The measures shall be adopted as a condition of project approval.

c. Noise

M-NO-1: According to the FEIR, demolition, excavation, and building construction would temporarily increase noise in the subject property's vicinity. Construction equipment would generate noise and possibly vibrations that could be considered an annoyance by occupants of nearby properties. To ensure that project noise from construction activities is minimized to the maximum extent feasible, the project sponsor would use noise control techniques for trucks and equipment, locate stationary noise sources as far from adjacent properties as possible and muffle or construct barriers around such stationary noise sources, use hydraulic or electric impact tools when possible and use mufflers on any pneumatic tools, and would take other steps to minimize noise impacts on adjacent properties such as limiting construction hours and strategically selecting haul routes.

M-NO-2: According to the FEIR, a geotechnical due diligence study recommended a mat foundation for the project, which would not require pile driving, thereby avoiding the significant noise impacts that are associated with pile driving. In the event that pile driving is determined to be required, the project sponsor would require that the project contractor predrill holes (if

feasible based on soils) for piles to the maximum feasible depth to minimize noise and vibration from pile driving. Any pile driving activity that takes place would be limited to times that would result in the least disturbance to neighboring uses.

M-NO-3: According to the FEIR, to the extent that other construction projects are proposed or undertaken in close enough proximity to the project site such that cumulative effects related to construction noise would be anticipated, combined noise effects would be greater or last longer, or both. In the event that one or more nearby projects were to be undertaken at the same time as the proposed project, the project sponsor would cooperate with and participate in any City-sponsored construction noise control program for the Transit Center District Plan area or other City-sponsored areawide program developed to reduce potential effects of construction noise in the project vicinity.

The Planning Commission finds that the foregoing mitigation measures are feasible and will mitigate the potential impacts of the Project on noise to a less-than-significant level. The measures shall be adopted as a condition of Project approval.

d. MMRP

The attached Exhibit C contains the Mitigation Monitoring and Reporting Program required by CEQA Section 21081.6 and CEQA Guidelines Section 15091. It provides a table setting forth each mitigation measure listed in the EIR that is required to reduce or avoid a significant adverse impact. Exhibit C also specifies the party responsible for implementation of each measure, establishes monitoring actions, and a monitoring schedule.

The Planning Commission finds that the Mitigation Monitoring and Reporting Program attached hereto as Exhibit C (sometimes the "MMRP") is designed to ensure compliance with, among other things, CEQA, the CEQA Guidelines, and Chapter 31 of the Administrative Code. The Planning Commission further finds that the MMRP presents measures that are appropriate and feasible for adoption and the MMRP should be adopted and implemented as set forth herein and in Exhibit C.

All of the above measures shall be adopted as conditions of Project approval.

III. SIGNIFICANT IMPACTS THAT CANNOT BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL

Based on substantial evidence in the whole record of these proceedings, the City finds that there are significant project-specific or cumulative impacts that would not be eliminated or reduced to an insignificant level by the mitigation measures listed in Exhibit C.

TR-1: According to the FEIR, the project would result in a significant impact at the intersection of Harrison and Second Streets. Although the addition of project traffic would not alter the existing LOS, which would remain at an unacceptable LOS E for the intersection overall, project traffic would constitute about 16 percent of the southbound left turn volume, and the increased delay at this intersection would constitute a significant project traffic impact. No feasible mitigation is available for this impact; the unacceptable LOS is primarily the result of heavy traffic flow to the Bay Bridge in the p.m. peak hour.

TR-2: According to the FEIR, the project's contribution to future traffic growth at the intersections of Howard and Third Streets, Howard and New Montgomery Streets, Folsom and

Second Streets and Harrison and Second Streets would constitute a cumulatively considerable contribution to adverse 2025 cumulative traffic conditions, and would be considered a significant impact. That determination was reached based on the examination of the traffic volumes for the vehicle movements that determine the overall LOS performance at the intersections projected to operate at LOS E or F under 2025 cumulative conditions. The project would add substantial numbers of vehicles to turning movements that determine the overall LOS F performance at these four intersections. No feasible mitigation measure is available for the cumulative impacts at the above four intersections as each intersection is already signalized.

IV. EVALUATION OF PROJECT ALTERNATIVES

a. Alternatives Analyzed in the FEIR

The FEIR analyzed five project alternatives: a “No Project Alternative”, a “Compliance with Planning Code Bulk Limits Alternative”, a “Reduced Project Alternative”, a “Preservation Alternative”, and a “No-Rezoning Alternative.”

Under the **No Project Alternative**, the project site would remain in its existing condition. The existing parking lot, parking lot attendant shed and loading dock at 631 Howard Street would continue to operate for the foreseeable future. Conditions described in detail for each environmental topic in Chapter IV, Environmental Setting, Impacts, and Mitigation Measures, of the Final EIR, would remain and none of the impacts associated with the proposed project would occur.

Under the **Compliance with Planning Code Bulk Limits Alternative**, an office tower would be built at essentially the same density as with the proposed project (i.e., the office and retail floor area would be virtually the same as that with the project and the same number of auto and bicycle parking spaces would be provided). However, this alternative would entail construction of a 27-story building, compared to 26 stories with the project, and the shape of the building would be tailored to the Downtown Plan bulk limits (as set forth in the controls for the “S” bulk district in which the project site is located). The office tower under this alternative would consist of three elements, as with the project, but tower’s base would have floor plates about 15 percent smaller than those of the project. Thus, this alternative would have an eight-story base that would occupy the entire project site and be 103 feet tall, the maximum permitted under the Planning Code, compared to the approximately 60-foot height of the base element with the project; a nine-story lower tower, which would have floor plates of 17,000 gross square feet, almost 25 percent smaller than the base; and a 10-story upper tower, with floor plates of 12,000 gross square feet, almost 30 percent smaller than those of the lower tower (less than 55 percent as large as the floor plates of the base). To achieve the relative bulk reductions, the lower tower would be set back from the building base on all four sides, and there would be additional setbacks at the upper tower. Like the project, this alternative would have a 20-foot-tall mechanical penthouse. Also like the project, this alternative would have a two-way entrance ramp to the basement parking levels on Howard Street. Open space would be provided at the floors where the lower and upper towers would be set back (floors 9 and 18), as opposed to the ground floor open space in the project.

The height of the tower under this alternative would be the same as that of the proposed project (approximately 350 feet plus mechanical levels) because, while this alternative would have one additional story, the floor-to-floor heights would be reduced by 4 inches (in the upper and lower towers) to 6 inches (in the eight-story base), compared to those of the project. In addition, the

ground floor would be several feet shorter than the double-height lobby proposed with the project. Therefore, this alternative, unlike the proposed project (which requires rezoning and a General Plan map amendment for height), would comply with the 350-foot height limit that applies to most of the project site.

The FEIR finds that effects of this alternative would be the same as or similar to those of the project. Like the project, this alternative would have a significant, unmitigable impact on intersection level of service at the intersection of Second and Harrison Streets, and would contribute considerably to significant cumulative traffic impacts at the intersections of Howard/Third Streets, Howard/New Montgomery Streets, Folsom/Second Streets, and Harrison/Second Streets, which likewise could not be mitigated. This alternative would not result in any new significant impacts that would not arise with the project. Effects related to the building design, including aesthetics, historical resources, shadow, and wind, would be similar to— or slightly less substantial than—those of the project, because the lesser bulk at the lower tower and the additional setbacks would incrementally reduce this alternative's visual presence and apparent bulk, reduce the width of shadows cast by this alternative tower, and tend to reduce ground-level winds, even though under this alternative the tower would be the same height as that proposed with the project (approximately 350 feet plus mechanical penthouse). With respect to wind, this alternative would have an additional setback on its Second Street façade, at level 9, which the project would not have, which could slightly lessen ground-level winds at the corner of Second and Howard Streets, compared to those of the project. All other effects would be essentially the same under this alternative as with the proposed project.

The **Reduced Project Alternative** would entail development of a 19-story, 250-foot-tall building containing the same mix of uses as the project: office space on floors 2 through 19, and ground-floor restaurant/retail space. A single basement level would be provided, but no on-site parking spaces would be included in this alternative. Under this alternative, the new building would be 150 feet tall on the western portion of the project site, in compliance with the existing height limit on that part of the parcel. Therefore, this alternative would not entail rezoning or a General Plan map amendment to change the height limit of the western portion of the site. Unlike the project, this alternative would not include acquisition of a portion of the parcel occupied by the adjacent 631 Howard Street building and demolition of the concrete loading dock on that site. This alternative would provide approximately 335,000 square feet of office space (about 325,000 square feet of gross floor area) and about 3,000 square feet of restaurant/retail space on the ground floor. The floor area ratio would be 13.6:1.

With 25 percent less office space than the project and a reduction in the amount of ground-floor restaurant/retail space, this alternative would generate nearly 30 percent fewer peak-hour vehicle trips than the proposed project. However, this would not be sufficient to avoid the project's significant traffic impacts at the intersections of Folsom/Second Streets and Harrison/Second Streets. This alternative would avoid the project's impact at the Second/Tehama Streets intersection because, with no on-site parking, this alternative would not increase traffic on Tehama Street except for travel by fewer than 5 trucks during the peak hour. However, because this alternative would contribute considerably to the southbound Second Street left turn at Harrison/Second Streets (more than 20 percent of the growth), the cumulative impact at this intersection could be significant. The project's contribution would not be considerable to Howard/Third Streets or Howard/New Montgomery Streets, and the cumulative impact there

would be less than significant. Already less-than-significant impacts associated with the Project would be further reduced.

Like the Project, **the Preservation Alternative** would develop a 26-story, 350-foot-tall office building with ground-floor restaurant/retail space. The Preservation Alternative would provide the same amount of office and retail space as the project and, also like the project, would include two basement parking levels. The primary difference between this alternative and the project is that the Preservation Alternative is intended to be more sympathetic in design to the adjacent 631 Howard Street building and to the New Montgomery–Second Street Historic District and the Second and Howard Streets National District.

Like the Project, this alternative would entail rezoning and a General Plan map amendment to change the height limit of the western portion of the site from 150 feet to 350 feet and would include acquisition of a portion of the parcel occupied by the adjacent 631 Howard Street building and demolition of the concrete loading dock on that site.

The Preservation Alternative would further reduce the Project's less-than-significant impact on the William Volker Building at 631 Howard Street and on the nearby historic districts due to its inclusion of a relatively strongly defined element at the corner of Second and Howard Streets, its traditional design and set off from the remainder of the tower by an upper cornice and its setbacks. With the same office floor area, the same restaurant/retail space, and the same number of parking spaces as the project, the Preservation Alternative would have the same impacts related to the intensity of development as the project. Transportation effects and effects on air quality and noise would be the same as those of the project. All of the Project's less-than-significant impacts discussed in FEIR Chapter IV would be essentially the same under this alternative as with the project. This alternative would not result in any new significant impacts that would not arise with the project.

The **No Rezoning Alternative** would entail development of an office tower at essentially the same height and density as with the project (i.e., the office and retail floor area would be the same as that with the Project and the same number of auto and bicycle parking spaces would be provided). However, in order to comply with the existing 150-foot height limit on the northwestern portion of the project site, this alternative would entail construction of a building that would be limited to 150 feet in height in this portion of the site, and this alternative would be 27 stories tall, rather than 26 stories as with the project. The development program under this alternative would be the same as that of the project, and this alternative would also include acquisition of a portion of the adjacent 631 Howard Street parcel and demolition of the concrete loading dock on that site.

With the same office floor area, the same restaurant/retail space, and the same number of parking spaces as the project, the No-Rezoning Alternative would have the same impacts related to the intensity of development as the project. Transportation effects and effects on air quality and noise would be the same as those of the project. All less-than-significant impacts will continue to be less-than-significant.

b. Alternatives Rejected and Reasons for Rejection

(1) No Project Alternative. The No Project Alternative would not be desirable and would not meet any of the Project Sponsor's objectives. The No Project Alternative would amount to a continuation of the existing conditions at the Project site, which is underutilized. The No Project

Alternative is rejected in favor of the Project and is found infeasible for the following economic and social reasons:

- (a) The No Project Alternative would not meet any of the Project Sponsor's objectives.
- (b) The No Project Alternative would not provide opportunities for new sources of jobs, fees, taxes and revenues.
- (c) The No Project Alternative would not promote the City's environmental policies, as it would not provide infill development focusing significant new development within San Francisco's existing urban core. Such infill developments make use of existing transportation and other infrastructure while lessening the need for expanding the regional urban boundaries through greenfield development. The No Project Alternative would not promote these environmental goals.

(2) Compliance with Planning Code Bulk Limits Alternative. The Compliance with Planning Code Bulk Limits Alternative would not be desirable and it would not meet the project sponsor's objectives. The Compliance with Planning Code Bulk Limits Alternative is rejected in favor of the project and is found infeasible for the following environmental, economic and social reasons:

- (a) The Compliance with Planning Code Bulk Limits Alternative would meet some but not all of the project sponsor's objectives. This alternative would be less desirable from a public standpoint in that it would move the public open space from the ground floor to the 9th and 18th floors and would eliminate the ground floor open space. The public benefit of maximizing the pedestrian experience and creating an indoor open space of outstanding design and scale in the pedestrian sense would be lost, with no commensurate gain.
- (b) The Compliance with Planning Code Bulk Limits Alternative would still cause a significant and unavoidable impact on traffic at Second and Folsom Streets and would contribute to future traffic growth at the intersections of Howard and Third Streets, Howard and New Montgomery Streets, Folsom and Second Streets and Harrison and Second Streets, constituting a cumulatively considerable contribution to adverse 2025 cumulative traffic conditions, and would be considered a significant and unavoidable impact.

(3) Reduced Project Alternative. The Reduced Project Alternative would not be desirable and it would not meet the Project Sponsor's objectives. The Reduced Project Alternative is rejected in favor of the Project and is found infeasible for the following environmental, economic and social reasons:

- (a) The Reduced Project Alternative would meet some but not all of the project sponsor's objectives. Specifically, this alternative would provide almost 100,000 less square feet of office space compared to the project. This alternative's amount of square footage is not sufficient to provide a

reasonable return on investment for the Project Sponsor and would likely result in the project not proceeding.

- (b) The Reduced Project Alternative would eliminate all off-street parking spaces, thereby making the office space within the building less competitive with similarly situated Class A office buildings in the downtown core, again making the building less likely to attract prime credit tenants, and thereby less likely to obtain the financing necessary to begin construction.
- (c) The Reduced Project Alternative would still create a significant and unavoidable impact on traffic at Second and Folsom Streets and Harrison/Second Street, and would continue to be considered a significant and unavoidable impact.
- (d) The Reduced Project Alternative would not promote the City's environmental policies, as it would not provide the same degree of infill development focusing significant new development within San Francisco's existing urban core, compared with the proposed project. Such infill developments make use of existing transportation and other infrastructure while lessening the need for expanding the regional urban boundaries through greenfield development.

(4) Preservation Alternative. The Preservation Alternative would not be desirable and it would not meet the Project Sponsor's objectives. The Preservation Alternative is rejected in favor of the project and is found infeasible for the following environmental, economic and social reasons:

- (a) The Preservation Alternative would have similar impacts as the project, and would still create a significant and unavoidable impact on traffic at Second and Folsom Streets and would contribute to future traffic growth at the intersections of Howard and Third Streets, Howard and New Montgomery Streets, Folsom and Second Streets and Harrison and Second Streets, constituting a cumulatively considerable contribution to adverse 2025 cumulative traffic conditions, and would be considered a significant and unavoidable impact.
- (b) The project site is not located in any historic or preservation districts. The proposed project would have a less than significant effect on cultural resources in the vicinity. The adoption of a preservation alternative to further reduce these effects is unwarranted in light of the fact that the benefit of such an alternative is minimal, there is no reduction in any other environmental effect, and would not meet all of the project sponsor's objectives.

(5) No Rezoning Alternative. The No Rezoning Alternative would not be desirable and it would not meet the Project Sponsor's objectives. The No Rezoning Alternative is rejected in favor of the project and is found infeasible for the following environmental, economic and social reasons:

- (a) The No Rezoning Alternative would meet some but not all of the project sponsor's objectives. Having to comply with the height limit on the small northwestern portion of the site would limit the flexibility to design the best possible building for the site. It would require increasing the size of the base of the building, which would raise the height of the base, and eliminate the project's sympathetic transition of the base of the building to the adjacent historic building at 631 Howard, and would push more of the mass of the building toward the corner of Second and Howard Streets.
- (b) The No Rezoning Alternative would have similar impacts as the project. This alternative would still create a significant and unavoidable impact on traffic at Second and Folsom Streets and would contribute to future traffic growth at the intersections of Howard and Third Streets, Howard and New Montgomery Streets, Folsom and Second Streets and Harrison and Second Streets, constituting a cumulatively considerable contribution to adverse 2025 cumulative traffic conditions, and would be considered a significant and unavoidable impact.

V. STATEMENT OF OVERRIDING CONSIDERATIONS

The Planning Commission finds that, notwithstanding the imposition of all feasible mitigation measures and alternatives, significant impacts related to traffic (TR-1, Significant and Unavoidable Impacts at the Intersection of Second/Harrison Streets, and TR-2, Significant and Unavoidable Impacts at the Intersections of Howard/Third Streets, Howard/New Montgomery Streets, Howard/Second Streets, and Harrison/Second Streets) will remain significant and unavoidable and in accordance with CEQA Guidelines Section 15092(b)(2)(B), such remaining impacts are acceptable to the overriding considerations described below. In accordance with CEQA Guidelines Section 15093, CEQA Section 21081(b), and Chapter 31 of the San Francisco Administrative Code, the Planning Commission hereby finds that each of the specific economic, legal, social, technological, environmental, and other considerations and the benefits of the Project separately and independently outweigh these remaining significant, adverse impacts and is an overriding consideration independently warranting approval. The remaining significant adverse impacts identified are acceptable in light of each of these overriding considerations.

- The project will provide the significant new Class A office space at this prominent corner site, furthering the Downtown Plan's goals and objectives of concentrating office uses in the Central Business District.
- The project is located within the C-3-O (SD) District, which district facilitates expansion of downtown office space south of Market, and south of the traditional downtown core, which is mostly built-out.
- The project will improve the quality of the pedestrian experience along both Howard and Second Streets. Currently, the site is occupied by a surface parking lot, a use that does not promote the City's Transit First objectives, and does not contribute to the pedestrian environment. The project will include new publicly-accessible open space within the building at this important downtown corner.

This space will include food uses open to the public, public artwork, and public seating.

- The project will construct one of San Francisco's first major LEED Gold office buildings, thereby reducing the project's carbon footprint and maximizing energy efficiency of the building.
- The project promotes regional sustainability by focusing significant new development within San Francisco's existing urban core. Such infill developments make use of existing transportation and other infrastructure while lessening the need for new greenfield development.
- The project will also pay substantial additional one-time development fees to fund a variety of City programs including contributions to the Downtown Park Fund, payment of the Transit Impact Development Fee, contributions to the Jobs, Housing Linkage Program, contributions to child care and public schools. In addition, a significant public artwork will be commissioned as part of the project.
- During construction, the project will employ as many as 300 union laborers per day with an average of 150 laborers per day over the two-year construction period.
- Once completed, the project will provide space for up to 1,750 jobs, creating needed space for long term future job growth in the city, and providing additional revenues to the City through the payment of City payroll taxes.
- The project will generate significant new annual revenues to the City of approximately \$4,500,000 in annual new property taxes paid into the City's General Fund.
- The project promotes a number of the objectives of the Downtown Plan including Objective 1 wherein the Plan recognizes "the need to create jobs, specifically for San Franciscans, and to continue San Francisco's role as an international center of commerce and services. New jobs enhance these City functions, to expand employment opportunities, and to provide added tax resources, to make downtown growth at a reasonable scale and desirable course for the City."
- The project also promotes and is consistent with Downtown Plan Objective 2 which states that "Almost two-thirds of the City's new permanent jobs in recent years have been located in the Downtown Financial District. This growth, primarily in the finance, insurance, real estate activities, and business services reflects the City's strong competitive advantage in this sector. Since the office sector is the City's major provider of employment opportunities, it is essential that's its vitality remain at a high level."
- The project furthers the City's historic preservation goals by absorbing unused development potential from historic buildings throughout the C-3 District with the use of transferable development rights (TDR). The City's TDR Program promotes and facilitates the preservation of existing downtown historic buildings by compensating owners of those buildings who are no longer able to develop the air space above their building. This unused development area is

transferred historic buildings into the C-3-O (SD) District and allows for the creation of additional Class A office space.

Having considered these Project benefits, the Planning Commission finds, determines and concludes that the benefits of the Project outweigh the unavoidable adverse environmental effects, and that the adverse environmental effects are therefore acceptable.

**EXHIBIT C:
MITIGATION MONITORING AND
REPORTING PROGRAM (“MMRP”)**

MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
1. Cultural Resources—Archeology				
<p>M-CP-1: Archeological Research Design and Treatment Plan. Based on a reasonable presumption that archeological resources may be present within the project site, the following measures shall be undertaken to avoid any potentially significant adverse effect from the proposed project on buried or submerged historical resources. The project sponsor shall retain the services of a qualified archeological consultant having expertise in California prehistoric and urban historical archeology. 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 Sections 15064.5 (a) and (c).</p>	Project Sponsor, Archeologist.	Prior to any soil-disturbing activities.	See individual components below.	See individual components below.
<p><i>Archeological Testing Program.</i> Evidence of prehistoric settlement has been discovered in the project vicinity, such as the prehistoric midden sites CA-SFR-135 and CA-SFR-112. The archeological deposits associated with prehistoric settlement include shellmound deposition, prehistoric flaked-stone, ground stone, shell, and bone artifacts, house floors, and human remains. Previous archeological and geotechnical boring indicate that a marsh deposit, characterized by a reddish-brown to orange-brown organic sandy clay layer (3-10 ½ feet thick), is located 18 feet to 28 feet below ground surface. Although there has been no indication this layer contains evidence of cultural materials, i.e., shell, fire-affected rock, bone, or culturally</p>	No action required; see following component.			

MITIGATION MONITORING AND REPORTING PROGRAM
(Including the Text of the Mitigation Measures Adopted as Conditions of Approval)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
<p>1. Cultural Resources—Archeology (continued)</p>				
<p>developed soils, its depth is consistent with buried prehistoric midden sites in the vicinity. Since it is impractical to conduct additional archeological testing through trench excavations to the depths of potential prehistoric deposits, archeological monitoring will be conducted during construction-related excavations in depths between 18 and 28 feet below surface, as discussed below.</p>				
<p><i>Archeological Monitoring Program.</i> Archeological monitoring will be carried out during the excavation of soils between 0 feet and 31 feet below the present (pre-construction) ground surface. Soils below 31 feet are not expected to contain cultural remains, as these depths would likely pre-date human occupation.</p> <p>All aspects of the Plan will be administered by William Self Associates (WSA)'s Principal Investigator, who possesses the academic background and experience for historic archeological research defined in the Secretary of the Interior's Professional Qualifications Standards CFR 66, Appendix C, (48 FR 44738-9) and is certified by the Register of Professional Archeologists.</p> <p>The Field Archeologist(s) will report on a daily basis to the project's Construction Manager. Requests for archeological work to be conducted within the excavation area will be directed to the Construction Manager. Prior to the commencement of construction, the Construction Manager(s) will be provided with training in the various types of cultural material or features expected to be encountered during project excavations. Training will be conducted or supervised by WSA's Principal Investigator.</p> <p>At the discretion of the Principal Investigator and in consultation with the San Francisco Environmental Review Officer (ERO), a Field Archeologist will be on-site during excavation of soils or strata likely to contain cultural materials. All excavation and trenching with backhoe or bulldozer that are conducted in levels thought to potentially contain cultural material be monitored. Based on data recovered through archeological testing, historic cultural material may be encountered immediately below the foundations of the most recent structures on the site, down to approximately 8 feet below current grade. Prehistoric deposits, although not observed during the previous testing program, may lie at deeper levels, approximately 18-28 feet</p>	<p align="center">ERO and archeological consultant.</p>	<p>Ongoing during all soil-disturbing activities: training for Construction Manager to be completed prior to start of soil-disturbing activity.</p>	<p>ERO and archeological consultant</p>	<p>Considered complete upon end of excavation activities.</p>

MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
<p>1. Cultural Resources—Archeology (continued)</p>				
<p>below grade. The Field Archeologist will monitor the excavations of overlying soils along Howard, Second and Tehama streets that may expose pre-1906 building foundations, and in the central area where other historic privies may be exposed. The Field Archeologist should also monitor excavation within the project area to ensure that prehistoric deposits are not disturbed before they can be assessed for potential significance.</p>				
<p>In the event buried cultural material is encountered during project construction, in consultation with the Construction Manager, monitors will be able to temporarily redirect excavation until an assessment and/or documentation of the resource can be completed. Monitors will collect all diagnostic artifacts for further analysis.</p> <p>The Construction Manager, to ensure workplace safety and efficiency, will be responsible for overseeing the activities of the archeologist within the excavation per the site safety plan. Evaluation of excavated material shall be conducted on-site, but outside of the excavation, or when all work in the area of the find has stopped at the direction of the Construction Manager. Full safety equipment will be worn on-site at all times.</p> <p>The Field Archeologist(s), through coordination with the Construction Manager shall have the opportunity to screen random samples of excavated material within an area adjacent to the construction alignment. Field Archeologists will be permitted to signal equipment operators to place a sample of excavated material next to a screening station, where the soil will be screened and artifacts, if any, recovered. Provenience of the sample would be recorded, as accurately as possible using the existing project engineering stations. Should potentially significant cultural materials be identified during screening of the sample, the Principal Investigator and the Construction Manager will consult with the ERO to determine whether to redirect machinery to temporarily allow the Field Archeologist to recover in-situ cultural materials, temporarily allow machinery to be used solely to supply the Field Archeologist with excavated soils for continued screening (thus allowing a larger sample of the cultural debris to be salvaged) or to return to standard operations, permitting soil samples to be screened randomly.</p>	<p>Construction manager and archeological consultant and monitor(s).</p>	<p>During excavation and other soil-disturbing activities.</p>	<p>Archeological monitor to evaluate any buried cultural material encountered during construction to determine significance, and shall report findings to ERO.</p>	<p>Upon discovery.</p>

MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
<p>1. Cultural Resources—Archeology (continued)</p> <p>The Field Archeologist will remain well clear of earth moving and excavation equipment. In the event cultural material or archeological features are exposed during construction excavation, the Field Archeologist may request the equipment operator to stop for a period of time sufficient to allow identification and preliminary assessment of the object(s) or feature(s). The Field Archeologist may also take advantage of equipment downtime or breaks in construction activity to examine the ground surface.</p> <p>The Field Archeologist will take advantage of equipment "down time," working during operator breaks and lunch or, in consultation with the Construction Manager, outside of scheduled work shifts. This will allow for optimum viewing of the ground surface with no interference from operating machinery. Coordination between the Field Archeologist and the Construction Manager is expected to address the anticipated need for archeological investigations.</p> <p>The Field Archeologist will retain on-site all of the necessary tools to permit efficient use of their time, should recording or data recovery be required This could include: daily monitoring and feature recording forms, digital camera, measuring tapes, shovels and other hand excavation tools, sifter screens of appropriate size, baggies and marking pens to allow collection of materials, and hammer, stakes, string, or other materials or tools as might be needed.</p> <p>Once excavations have reached depths at which buried cultural resources are unlikely to be present, the Principal Investigator may elect with the approval of the ERO, to provide for an "on-call" Field Archeologist, relying on the observations of the Construction Manager.</p>				
<p><i>Archeological Data Recovery Program (ARDP)</i>. Data recovery may be necessary if potentially significant cultural deposits are encountered during project construction.</p>	<p>Project sponsor and archeological consultant, in consultation with ERO.</p>	<p>Upon discovery of significant archeological resources.</p>	<p>Data recovery program to be described in Final Archeological Resources Report (see below).</p>	<p>Considered complete upon ERO approval of Draft FARR (see below).</p>

MITIGATION MONITORING AND REPORTING PROGRAM
 (Including the Text of the Mitigation Measures Adopted as Conditions of Approval)

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
<p>1. Cultural Resources—Archeology (continued)</p> <p>A data recovery operation must be conducted in accordance with a well defined approach or research design. The research design presented above has been formulated to ensure that the results of data recovery can produce direct and indirect benefit to both the scientific community and lay public in an efficient and cost-effective manner. Data recovered will be analyzed to address the research questions presented in the Research Design regarding the history of San Francisco, and will take into account previous relevant research in the area. Specific recovery methods and analysis techniques are discussed below, as are categories of artifacts that will be collected, as well as those for which collection may not be required. Adequate provisions are provided for the modification of the program should unforeseen circumstances arise during construction.</p> <p>The scope of the ADRP shall include the following elements:</p> <ul style="list-style-type: none"> ▪ <i>Field Methods and Procedures.</i> Descriptions of proposed field strategies, procedures, and operations. ▪ <i>Cataloguing and Laboratory Analysis.</i> Description of selected cataloguing system and artifact analysis procedures. ▪ <i>Discard and Deaccession Policy.</i> Description of and rationale for field and post-field discard and deaccession policies. ▪ <i>Interpretive Program.</i> Consideration of an on-site/off-site public interpretive program during the course of the 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. 				

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1. Cultural Resources—Archeology (continued)				
<i>Human Remains and Associated or Unassociated Funerary Objects.</i> The treatment of human remains and of associated or unassociated funerary objects discovered during any soils disturbing activity shall comply with applicable State and Federal laws. This shall include immediate notification of 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.	Project sponsor and archeological consultant; coroner, and Most Likely Descendant, if applicable.	During archeological field program.	Archeological monitor to notify coroner and, if appropriate, NAHC, and shall provide written report of such notification to ERO.	Considered complete upon receipt by ERO of any notification, if applicable.
<i>Final Archeological Resources Report.</i> 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.	Project sponsor and archeological consultant.	Following completion of any archeological field program.	ERO to review Draft FARR.	Considered complete upon ERO approval of Draft FARR.
Once approved by the ERO, copies of the FARR shall be distributed as follows: California Archeological Site Survey Northwest Information Center (NWIC) shall receive one (1) copy and the ERO shall receive a copy of the transmittal of the FARR to the NWIC. The Major Environmental Analysis division of the Planning Department shall receive three copies of the FARR along with copies of any formal site recordation forms (CA DPR 523 series) and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. In instances of high public	Project sponsor.	Upon ERO approval of Draft FARR.	Project sponsor to provide ERO with copies of transmittals of FARR distribution.	Considered complete upon receipt by ERO of evidence of distribution, and three copies of the FARR.

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1. Cultural Resources—Archeology (continued)				
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.				
<i>On-Site Security.</i> The exposure of sub-surface archeological deposits carries with it the inherent risk of looting and destruction of valuable and spatially-sensitive archeological information, as was seen during the previous archeological testing at the site (Archeo-Tec 1990). Consequently, prior to penetration of the existing hardscape, a security fence will be erected around the project parcel. Once the hardscape has been removed and archeological testing begins, a security guard will be employed to provide security during those periods when the site is otherwise unoccupied. It will be the security guard's responsibility to insure that no unauthorized excavations occur and no cultural material is removed from the site.	Project sponsor and archeological consultant.	During all periods of soil-disturbing activity until consultant's determination that no cultural resources are likely to be present.	Project sponsor and ERO.	Considered complete upon consultant's determination, and ERO's concurrence, that no cultural resources are likely to be present.
2. Transportation				
M-TR-1a—Second and Tehama Streets: At the unsignalized intersection of Second and Tehama Streets, the Parking and Traffic Division of the San Francisco Municipal Transportation Agency (SFMTA) would prohibit left turns from Tehama Street onto Second Street using appropriate traffic control devices (e.g., regulatory signs). If a physical traffic control (i.e., a raised median the width of the double yellow centerline on Second Street) is needed to ensure no side-street left turns, then northbound left turns from Second to Tehama would also be prohibited. Implementation of this mitigation measure (either with signs only, or with signs and raised median) would improve the levels of service on both Tehama Street approaches to an acceptable LOS D or better. Because this measure is required to mitigate a project impact, implementation of the measure would be the financial responsibility of the project sponsor.	SFMTA, Parking and Traffic Division.	Prior to issuance of final Certificate of Occupancy, or as determined appropriate by SFMTA.	Monitoring of adequacy of signage and of necessity for physical control shall be conducted periodically during initial year(s) of project operation, as determined appropriate by SFMTA. Project sponsor may be required to bear reasonable cost for such monitoring.	First stage considered complete upon installation of signage. SFMTA monitoring shall determine whether physical control is necessary; implementation of this stage would be considered complete upon such installation.

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2. Transportation (continued)				
<p>M-TR-1b-Folsom and Second Streets: At the signalized intersection of Folsom and Second Streets, the Parking and Traffic Division of the San Francisco Municipal Transportation Agency would modify the signal timing to provide more time for traffic on southbound Second Street. Evaluation of possible signal timing modifications indicates that shifting two seconds of Green from eastbound Folsom Street to southbound Second Street would improve the p.m. peak-hour level of service to an acceptable LOS D. Because this measure is required to mitigate a project impact, implementation of the measure would be the financial responsibility of the project sponsor.</p>	SFMTA, Parking and Traffic Division.	Prior to issuance of final Certificate of Occupancy, or as determined appropriate by SFMTA.	SFMTA, Parking and Traffic Division.	Considered complete upon completion of signal timing change.
<p>M-TR-4-Parking Prohibition: The project sponsor would formally request that the San Francisco Municipal Transportation Agency hold a public hearing to prohibit parking space on the north side of Tehama Street, along the southern project site frontage, prior to occupancy of the project building. There are currently five metered parking spaces in this area (four regular spaces, and one yellow loading space).</p>	Project sponsor, SFMTA.	SFMTA to consider request for parking prohibition and implement absent overriding circumstances.	SFMTA, Parking and Traffic Division.	Considered complete
3. Noise				
<p>M-NO-1-General Construction Noise Control Measures: To ensure that project noise from construction activities is minimized to the maximum extent feasible, the project sponsor would undertake the following:</p> <p>The project sponsor would require the general contractor ensure that equipment and trucks used for project construction utilize the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures and acoustically-attenuating shields or shrouds, wherever feasible).</p>	Project sponsor and construction contractor(s).	During project construction.	The project sponsor or construction contractor shall make available a contact number for noise complaints during the construction period and shall file a report with the Planning Department at the conclusion of construction as to the number and nature of such complaints received and the means of resolving each such complaint.	The project sponsor shall ensure that a report is prepared and provided to the ERO documenting any noise complaints during construction and the remedial measures undertaken by the sponsor and/or contractor(s). Considered complete upon receipt of final monitoring report at completion of construction.

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<p>3. Noise (continued)</p> <p>The project sponsor would require the general contractor to locate stationary noise sources (such as compressors) as far from adjacent or nearby sensitive receptors as possible, to muffle such noise sources, and to construct barriers around such sources and/or the construction site, which could reduce construction noise by as much as five dBA. To further reduce noise, the contractor shall locate stationary equipment in pit areas or excavated areas, if feasible.</p> <p>The project sponsor would require the general contractor to use impact tools (e.g., jack hammers, pavement breakers, and rock drills) that are hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. Where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used, along with external noise jackets on the tools, which could reduce noise levels by as much as 10 dBA.</p> <p>The project sponsor would include noise control requirements in specifications provided to construction contractors. Such requirements could include, but not be limited to, performing all work in a manner that minimizes noise to the extent feasible; use of equipment with effective mufflers; undertaking the most noisy activities during times of least disturbance to surrounding residents and occupants, as feasible; and selecting haul routes that avoid residential buildings inasmuch as such routes are otherwise feasible.</p>				
<p>M-NO-2-Noise Control Measures for Pile Driving: Should pile-driving be necessary for the proposed project, the project sponsor would require that the project contractor predrill holes (if feasible based on soils) for piles to the maximum feasible depth to minimize noise and vibration from pile driving.</p> <p>Should pile-driving be necessary for the proposed project, the project sponsor would require that the construction contractor limit pile driving activity to result in least disturbance to neighboring uses. Any nighttime work would require a work permit from the Director of Public Works or the Director of Building Inspection pursuant to San Francisco Noise Ordinance Section 2908.</p>	<p>Project sponsor and construction contractor(s).</p>	<p>In the event pile driving is to be undertaken.</p>	<p>Project sponsor and construction contractor(s).</p>	<p>See above. In addition, the report submitted to the ERO shall document measures implemented if pile driving is undertaken.</p>

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3. Noise (continued)				
<p>M- NO-3: In addition to implementation of Mitigation Measure NO-1a (and Measure NO-1b if applicable), prior to the time that construction of the proposed project is completed, the project sponsor would cooperate with and participate in any City-sponsored construction noise control program for the Transit Center District Plan area or other City-sponsored areawide program developed to reduce potential effects of construction noise in the project vicinity. Elements of such a program could include a community liaison program to inform residents and building occupants of upcoming construction activities and, potentially, noise and/or vibration monitoring during construction activities that are anticipated to be particularly disruptive.</p>	<p>Project sponsor and construction contractor(s), along with Planning Department, SFMTA, and other applicable City departments.</p>	<p>During project construction.</p>	<p>Project sponsor and construction contractor(s).</p>	<p>The project sponsor shall ensure that a report is prepared and provided to the ERO documenting any noise complaints during construction and the remedial measures undertaken by the sponsor and/or contractor(s). Considered complete upon receipt of final monitoring report at completion of construction.</p>
<p align="center">Improvement Measures Identified by Planning Staff</p>	<p align="center">Responsibility for Implementation</p>	<p align="center">Mitigation Schedule</p>	<p align="center">Monitoring/Report Responsibility</p>	<p align="center">Status/Date Completed</p>
<p>Cultural Resources—Historical Resources</p>				
<p>I-CP-1a: Construction Best Practices and Monitoring Program for Historical Resources. The project sponsor shall incorporate into construction specifications for the proposed project a requirement that the construction contractor(s) use all feasible means to avoid damage to adjacent and nearby historic buildings, including, but not necessarily limited to, staging of equipment and materials as far as possible from historic buildings to avoid direct impact damage; using techniques in demolition (of the parking lot), excavation, shoring, and construction that create the minimum feasible vibration; maintaining a buffer zone when possible between heavy equipment and the 631 Howard Street building; appropriately shoring excavation sidewalls to prevent movement of adjacent structures; design and installation of the new foundation to minimize uplift of adjacent soils; ensuring adequate drainage from adjacent sites; covering the roof of adjacent structures to avoid damage from falling objects; and ensuring appropriate security to minimize risks of vandalism and fire.</p>	<p>Project sponsor.</p>	<p>Prior to issuance of request for construction bids.</p>	<p>Project sponsor and Planning Department (MEA).</p>	<p>The project sponsor shall submit a copy of the relevant portion(s) of the construction bid package to MEA for inclusion in the project file.</p>

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Improvement Measures Identified by Planning Staff	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
Cultural Resources—Historical Resources (continued)				
<p>I-CP-1a Construction Monitoring Program. The project sponsor shall undertake a monitoring program to minimize damage to adjacent historic buildings and to ensure that any such damage is documented and repaired. The monitoring program would include the following components. Prior to the start of any ground-disturbing activity, the project sponsor shall engage a historic architect or qualified historic preservation professional to undertake a preconstruction survey of the buildings at 631 Howard Street and 240 Second Street to document and photograph the buildings' existing conditions. The consultant shall also establish a maximum vibration level that shall not be exceeded at each building, based on existing condition, character-defining features, soils conditions, and anticipated construction practices (a common standard is 0.2 inches per second, peak particle velocity). To ensure that vibration levels do not exceed the established standard, the project sponsor shall monitor vibration levels at each structure and shall prohibit vibratory construction activities that generate vibration levels in excess of the standard. Should vibration levels be observed in excess of the standard, construction shall be halted and alternative techniques put in practice, to the extent feasible. The consultant shall conduct regular periodic inspections of each building during ground-disturbing activity on the project site. Should damage to either building occur, the building(s) shall be remediated to its preconstruction condition at the conclusion of ground-disturbing activity on the site.</p>	<p>Project sponsor and historic architect or qualified historic preservation professional (historic consultant).</p>	<p>Throughout project construction.</p>	<p>Historic consultant.</p>	<p>The historic consultant shall prepare a brief report following the conclusion of construction that indicates the results of the monitoring program and the actions, if any, taken in response to threat(s) of damage to 613 Howard Street and 240 Second Street buildings. The project sponsor shall submit a copy of the report to MEA for inclusion in the project file.</p>