



# SAN FRANCISCO PLANNING DEPARTMENT

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## Executive Summary 309 Review and Conditional Use

HEARING DATE: MAY 27, 2010

*Date:* May 13, 2010  
*Case No.:* **2008.0217CVX**  
*Project Address:* **935 – 965 MARKET STREET**  
*Zoning:* C-3-G (Downtown Commercial, General) and C-3-R (Downtown Retail) Districts  
120-X Height and Bulk District  
*Block/Lot:* 3704 / 071, 072 and 073  
*Project Sponsor:* Jim Abrams, Attorney  
Gibson, Dunn and Crutcher  
555 Mission Street, Suite 3000  
San Francisco, CA 94105  
*Staff Contact:* Jim Miller – (415) 558-6344  
[jim.miller@sfgov.org](mailto:jim.miller@sfgov.org)  
*Recommendation:* **Approval with Conditions**

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### PROJECT DESCRIPTION

Construction of a retail shopping center with approximately 375,700 gross square feet of floor area, with five levels and approximately 90 feet in height, with approximately 188 off-street parking spaces (if all independently accessible) in a two-level underground garage accessed off Stevenson Street (behind the project). There would be approximately 76,295 gross square feet of floor area devoted to parking – 26,299 square feet of accessory parking and 49,996 square feet of non-accessory parking. The applicant is showing 167 striped spaces and 67 valet spaces for a total of 234 spaces.

### SITE DESCRIPTION AND PRESENT USE

The subject property is comprised of three lots which are split between C-3-G (Lots 071 and 072) and C-3-R (Lot 073) zoning districts. Its front is on Market Street & its rear is along Stevenson Street (which is one-way, west to east, in the vicinity of the subject property). At present, the property is developed with three vacant mixed-use buildings with coverage approaching 100 percent. Their cumulative floor area ratio is roughly 4.0 to 1. The building at 949 Market Street has been vacant since approximately 2000 but was formerly used as the St. Francis movie theater. The Subject Property has a variable depth. Lots 072 and 073 have a depth of 165 feet and Lot 071 has a depth of 170 feet. No off-street parking is provided on these lots.

## **SURROUNDING PROPERTIES AND NEIGHBORHOOD**

The Subject Property is located in the Mid-Market neighborhood. The Halladie Plaza – Powell Street transit station is about one block to the northeast. The Project site is served by San Francisco Municipal Railway (“MUNI”) bus and streetcar lines along Market Street, MUNI bus lines along Fifth and Mission Streets, and MUNI Metro and Bay Area Rapid Transit (“BART”) through the Powell Street station at Fifth and Market Streets.

## **ENVIRONMENTAL REVIEW**

On November 4, 2009, the Planning Department determined that the proposed Project could have a significant effect on the environment and published a Draft Environmental Impact Report (hereinafter “DEIR”) in compliance with the California Environmental Quality Act (hereinafter “CEQA”), the State CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code. The Planning Commission (hereinafter “Commission”) held a hearing and took public comment on the DEIR on December 10, 2009. The Comments and Responses document will be published on May 12, 2010 and the Commission will hear the certification of the Final Environmental Impact Report on May 27, 2010.

## **HEARING NOTIFICATION**

<b>TYPE</b>	<b>REQUIRED PERIOD</b>	<b>REQUIRED NOTICE DATE</b>	<b>ACTUAL NOTICE DATE</b>	<b>ACTUAL PERIOD</b>
Classified News Ad	20 days	May 7, 2010	May 7, 2010	20 days
Posted Notice	20 days	May 7, 2010	May 7, 2010	20 days
Mailed Notice	10 days	May 7, 2010	May 6, 2010	21 days

## **PUBLIC COMMENT**

- The Department has received some opposition to and some support for the amount of off-street parking proposed, as evidenced by the testimony at the Draft EIR hearing.

## **ISSUES AND OTHER CONSIDERATIONS**

- The amount of parking proposed. The subject site is well served by public transit so that potential customers should not adversely affect any traffic flow.

## **REQUIRED COMMISSION ACTION**

Section 309 review of a new building

Conditional Use authorizations for parking in excess of accessory amounts (26,299 square feet of accessory parking and 49,996 square feet of non-accessory parking for a total of 76,295 gross square feet devoted to off-street parking) and the demolition of a movie theater use

Note: Variances are requested of the Zoning Administrator for floor-to-floor height in excess of an average of 15 feet and two openings larger than those prescribed by the Planning Code. At 90 feet of height with five floors, the average floor-to-floor height is 18 feet. If the letter of the Code were to be applied, an additional FAR of 1.0 (approximately 46,063 gross square feet) would have to be applied to the Project. Planning Code Section 155(s)(5)(A) states that any single development is limited to two

façade openings of no more than 11 feet wide for access to off-street parking, and one façade opening of no more than 15 feet wide for access to off-street loading. The Project would provide one garage entrance that is 21.5 feet wide and one garage exit that is 21.5 feet in width. In addition, the Project would provide two loading dock façade openings, 15.5 feet and 40.3 feet in width. These two loading dock façade entrances would serve four loading dock bays.

### **BASIS FOR RECOMMENDATION**

- The project promotes business ownership, employment, and the revitalization of an important but blighted portion of Market Street .
- Parking and loading are adequate as proposed.
- The District is well served by transit, therefore customers should not impact traffic.
- Subject to the granting by the Zoning Administrator of the requested Variances, the proposed Project meets all applicable requirements of the Planning Code.

<b>RECOMMENDATION:</b> <b>Approval with Conditions</b>
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**Attachments:**

Applicant's graphics package  
Photographs  
Reduced Plans

Attachment Checklist

- |  |   |
|--|---|
| <input type="checkbox"/> Executive Summary           | <input type="checkbox"/> Project sponsor submittal        |
| <input type="checkbox"/> Draft Motion                | Drawings: <u>Existing Conditions</u>                      |
| <input type="checkbox"/> Environmental Determination | <input type="checkbox"/> Check for legibility             |
| <input type="checkbox"/> Zoning District Map         | Drawings: <u>Proposed Project</u>                         |
| <input type="checkbox"/> Height & Bulk Map           | <input type="checkbox"/> Check for legibility             |
| <input type="checkbox"/> Parcel Map                  | <input type="checkbox"/> Health Dept. review of RF levels |
| <input type="checkbox"/> Sanborn Map                 | <input type="checkbox"/> RF Report                        |
| <input type="checkbox"/> Aerial Photo                | <input type="checkbox"/> Community Meeting Notice         |
| <input type="checkbox"/> Context Photos              |   |
| <input type="checkbox"/> Site Photos                 |   |

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

\_\_\_\_\_  
Planner's Initials

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# SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

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

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## Planning Commission Draft Motion

HEARING DATE: MAY 27, 2010

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*Project Address:* **935 – 965 MARKET STREET**  
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**ADOPTING FINDINGS RELATING TO REVIEW PURSUANT TO PLANNING CODE (HEREINAFTER "CODE") SECTION 309 TO ALLOW CONSTRUCTION OF A RETAIL SHOPPING CENTER BUILDING ("CITYPLACE") OF APPROXIMATELY 375,700 GROSS SQUARE FEET, FIVE STORIES AND 90 FEET OF HEIGHT AND APPROXIMATELY 188 INDEPENDENTLY-ACCESSIBLE OFF-STREET PARKING SPACES (APPROXIMATELY 76,295 GROSS SQUARE FEET) IN A TWO-LEVEL UNDERGROUND GARAGE ACCESSED OFF STEVENSON STREET (HEREINAFTER "PROJECT"), ALSO AUTHORIZING AN EXCEPTION PURSUANT TO CODE SECTION 309(a)(8) FOR OFF-STREET LOADING, IN C-3-G (DOWNTOWN COMMERCIAL, GENERAL) AND C-3-R (DOWNTOWN RETAIL) DISTRICTS AND A 120-X HEIGHT AND BULK DISTRICT, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.**

### PREAMBLE

On February 22, 2008, Jim Abrams, Attorney, (hereinafter "Project Sponsor") filed an application with the Planning Department (hereinafter "Department") for review under Code **Section 309** of a retail shopping center containing approximately 375,700 gross square feet of floor area, five stories and 90 feet in height, with approximately 188 off-street parking spaces in a two-story underground garage fronting on Stevenson Street (at the rear of the property), also requiring the authorization of an exception of the off-street loading standards (as set forth in Code **Section 152.1**), Conditional Uses for off-street parking

exceeding accessory amounts (Code **Section 157**) and demolition of a movie theater use (Code **Section 221.1**) (2008.0217CVX), and the granting of Variances of Code standards for floor area calculation for floors over 15 feet average height (Code **Section 102.11**) and to allow two oversized openings (Code **Section 155(s)(5)(A)**) (2008.0217CVX) in conjunction with the construction of a retail shopping center building ("CityPlace"), in C-3-G (Downtown Commercial, General) and C-3-R (Downtown Retail) Districts and a 120-X Height and Bulk District (hereinafter "Project").

On May 27, 2010, the Planning Commission (hereinafter "Commission") conducted a duly noticed public hearing at a regularly scheduled meeting on Application No. 2008.0217CVX.

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

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

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

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

The Commission, on May 27, 2010, by Motion No. \_\_\_\_\_, reviewed and considered the FEIR and found that the contents of said report and the procedures through which the FEIR was prepared, publicized, and reviewed complied with the provisions of CEQA, the CEQA Guidelines, and Chapter 31; and

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

The Department prepared proposed Findings, as required by CEQA, regarding the alternatives, mitigation measures and significant environmental impacts analyzed in the FEIR and overriding considerations for approving the Preferred Project, including all of the actions listed in Attachment A hereto, and a proposed mitigation monitoring and reporting program, attached as Exhibit 1 to Attachment A, which material was made available to the public and this Commission for the Commission's respective review, consideration, and actions.

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

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

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

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

## FINDINGS

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

1. The above recitals are accurate and constitute findings of this Commission.
2. **Site Description and Present Use.** The project is located on the southern side of Market Street, between Fifth and Sixth Streets, Lots 071, 072 and 073 in Assessor's Block 3704. The property is split between C-3-G (Downtown Commercial, General) (Lots 071 and 072) and C-3-R (Downtown Retail) Districts (Lot 073) and a 120-X Height and Bulk district. Lot 071 contains 23,375 square feet, Lot 072 contains 7,837.5 square feet and Lot 073 contains 14,850 square feet of area for a total site size of 46,062.5 square feet. Currently, the property is developed with three vacant mixed-use buildings with coverage approaching 100 percent. Their cumulative floor area ratio is roughly 4.0 to 1. The building at 949 Market Street has been vacant since approximately 2000 but was formerly used as the St. Francis movie theater. The Subject Property has a variable depth. Lots 072 and 073 have a depth of 165 feet and Lot 071 has a depth of 170 feet. No off-street parking is provided on these lots.
3. **Surrounding Properties and Neighborhood.** The Subject Property is located in the Mid-Market neighborhood. The Halladie Plaza – Powell Street transit station is about one block to the northeast. The Project site is served by San Francisco Municipal Railway ("MUNI") bus and streetcar lines along Market Street, MUNI bus lines along Fifth and Mission Streets, and MUNI Metro and Bay Area Rapid Transit ("BART") through the Powell Street station at Fifth and Market Streets.
4. **Project Description.** The proposed building would be approximately 90 feet in height and would consist of a five-story retail shopping center building with an average of 18 feet per floor. The project would contain approximately 375,700 gross square feet of floor area. It would be

devoted to a variety of retailers with large floor plates and competitively-priced merchandise. The floor area ratio (hereinafter "FAR") of 6.0 to 1 for the Subject Property would provide for a building of 276.375 square feet of floor area on the Subject Property. In that the Project Sponsor desires to build a building with an FAR of approximately 8.16 to 1, an amount of TDR equal to 2.16 times the site size would have to be imported to the Subject Property (assuming that the Zoning Administrator grants the requested Variance on floor-to-floor height exceeding 15 feet). There would be a small atrium the full height of the building along the center of the Market Street façade. In that the average height of all floors taken together exceeds 15 feet per floor, the project sponsor is seeking a Variance of the Code **Section 102.11** provision that counts each 15 feet as a floor.

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

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

*The Project Sponsor seeks to construct a building that approaches 8.16 to 1 FAR. The existing structures on the Subject Property are unrated (Category V) and, as such, are not Significant or Contributory Buildings.*

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

*The Project Sponsor seeks to construct a building that approaches 8.16 to 1 FAR on the Subject Property.*

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

*The Project Sponsor is seeking a Variance in lieu of purchasing additional FAR in order to build the proposed Project. He would like relief from the standard indicating that in excess of 15 feet per floor, if all floors are taken together, additional FAR is to be assigned for each 15 feet of building height. In the subject case, this amounts to approximately 46,000 square feet of additional FAR that the project sponsor would have to buy as TDR.*

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



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

- E. **Pedestrian Streetscape Improvements in C-3 Districts.** Code **Section 138.1(b)** requires, in accordance with the provisions of **Section 309** of the Code governing C-3 Districts, street trees and sidewalk paving as set forth in the Downtown Streetscape Plan shall be installed when an owner or developer constructs a new building.

*The project sponsor will install pedestrian amenities and streetscape improvements consistent with the existing improvements on Market Street.*

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

*Accordingly, the Project Sponsor is required to install 14 street trees along the Market Street frontage of the Subject Property.*

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

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

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

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

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

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

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

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

- J. Parking and Loading.** Code Section 151 (pursuant to Code Section 204.5) permits up to seven percent of the gross floor area or 15 spaces (in the subject case, 26,299 gross square feet of accessory parking), whichever is greater, in conjunction with the Project. Code Section 151.1(b) requires no off-street parking in conjunction with the Project. Code Section 152.1 requires, in C-3 Districts, where the gross square footage of floor area is to exceed 50,000, one off-street loading space for each 25,000 square feet of gross floor area. Therefore, the Project would require 11 off-street loading docks and is proposing to provide four.

*The project sponsor is proposing to provide approximately 76,295 gross square feet of parking (including approximately 49,996 gross square feet of non-accessory parking – 188 independently-accessible spaces or, as proposed by the project sponsor, 167 striped spaces or 234 valet-parked spaces) The EIR prepared for the Project indicates that, with nighttime loading activity, the proposed four loading docks would suffice to meet the Project demand. Therefore, the loading exception requested by the project sponsor in conjunction with the Project is hereby granted.*

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

*Plans submitted with Application No. 2008.0217CVX show 20 off-street bicycle parking spaces. However, in accordance with the fact that there will be approximately 700 employees of the proposed Project, 50 additional Class 1 bicycle parking spaces would need to be provided to serve it.*

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

- (1) Provision of freight loading and service vehicle spaces cannot be accomplished underground because site constraints will not permit ramps, elevators, turntables and maneuvering areas with reasonable safety;

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

- (2) Provision of the required number of freight loading and service vehicle spaces on-site would result in the use of an unreasonable percentage of ground-floor area, and thereby preclude more desirable use of the ground floor for retail, pedestrian circulation or open space uses;

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

(3) A jointly used underground facility with access to a number of separate buildings and meeting the collective needs for freight loading and service vehicles for all uses in the buildings involved, cannot be provided; and

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

(4) Spaces for delivery functions can be provided at the adjacent curb without adverse effect on pedestrian circulation, transit operations or general traffic circulation, and off-street space permanently reserved for service vehicles is provided either on-site or in the immediate vicinity of the building.

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

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

(a) **Purpose.** This Section is intended to assure that adequate measures are undertaken and maintained to minimize the transportation impacts of added office employment in the downtown and South of Market area, in a manner consistent with the objectives and policies of the General Plan, by facilitating the effective use of transit, encouraging ridesharing, and employing other practical means to reduce commute travel by single-occupant vehicles.

(b) **Requirement.** For any new building in C-3 Districts where the gross square feet of new floor area for office use equals at least 100,000 square feet, the project sponsor is required to provide on-site transportation brokerage services for the actual lifetime of the project, as provided in this Section. Prior to the issuance of a temporary permit of occupancy, the project sponsor shall execute an agreement with the Planning Department for the provision of on-site transportation brokerage services and preparation of a transportation management program to be approved by the Director of Planning and implemented by the provider of transportation brokerage services. The transportation management program and transportation brokerage services shall be designed:

(1) To promote and coordinate effective and efficient use of transit by tenants and their employees, including the provision of transit information and sale of transit passes on-site;

(2) To promote and coordinate ridesharing activities for all tenants and their employees within the structure or use;

- (3) To reduce parking demand and assure the proper and most efficient use of on-site or off- site parking, where applicable, such that all provided parking conforms with the requirements of Article 1.5 of this Code and project approval requirements;
- (4) To promote and encourage project occupants to adopt a coordinated flex-time or staggered work hours program designed to more evenly distribute the arrival and departure times of employees within normal peak commute periods;
- (5) To participate with other project sponsors in a network of transportation brokerage services for the respective downtown, South of Market area, or other area of employment concentration in the Eastern Neighborhoods Mixed Use Districts;
- (6) To carry out other activities determined by the Planning Department to be appropriate to meeting the purpose of this requirement.

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

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

*In that 188 independently-accessible parking spaces are hereby approved, in the subject case, Code **Section 166** requires four car-share spaces to be provided, one plus one for each 50 spaces over the first 50. This is in addition to the four car share spaces required by the Department for a total of eight spaces. These spaces are to be for parking of vehicles rented elsewhere and driven to "CityPlace" and not a typical car share "pod".*

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

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

- P. **Review of Projects in C-3 Districts.** Code **Section 309** sets forth provisions and procedures that govern the review of project authorization for the construction or substantial alteration of structures in the C-3 Districts and the adoption by the Commission of a Determination of

Compliance. It requires a public hearing by the Commission where there are exceptions requested and/or when the building exceeds 75 feet in height and/or 50,000 square feet of gross floor area. The Commission may approve a project, grant exceptions from certain requirements of the Code and/or impose conditions of approval. A project is required to meet all applicable Code requirements or request exceptions as allowed under **Section 309(a)(1)-(12)**. In addition to the requirements set forth in the Code, additional requirements or “modifications” may be imposed on a proposed project in order to achieve the objectives and policies of the General Plan or the purposes of the Code:

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

*Because the Project is located in C-3-G and C-3-R Districts, is to be approximately 90 feet in height, and the Project proposal involves one requested exception, it is subject to Planning Commission*

*review. In that the proposed Project does not proposed to provide eight of the 11 required off-street loading spaces associated with its size, an exception of the Section 152.1 off-street loading rear-yard requirement is being sought pursuant to Code Section 309(a)(8). The Department concurs with the request in the EIR prepared for the project indicates that the demand for loading (subject to the conditions contained in the Mitigation Monitoring and reporting Program prepared for the Project and made a part of the conditions governing this approval) would be met by the proposed provision of same. This Commission does hereby concur with this finding and grants the requested exception from off-street loading standards.*

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

*The Project Sponsor will pay the in lieu fee required pursuant to Code Section 313.*

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

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

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

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

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

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

### **Bicycles**

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

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

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

### Moving Around Downtown

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

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

### Short-Term Parking

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

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

### Off-Street Loading Facilities

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

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

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

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

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



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

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

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

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

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

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

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

*No housing would be removed to accommodate this Project.*

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

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

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

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

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

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

- G. That landmarks and historic buildings be preserved.

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

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

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

8. The Project is consistent with and would promote the general and specific purposes of the Code provided under **Section 101.1(b)** in that, as designed, the Project would contribute to the character and stability of the neighborhood and would constitute a beneficial development.
9. The Commission hereby finds that approval of the Conditional Use authorization would promote the health, safety and welfare of the City.

## DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES Application No. 2008.0217CVX** subject to the following conditions attached hereto as "EXHIBIT A" in general conformance with plans filed with the Application as received on February 22, 2008, and stamped "EXHIBIT B", which is incorporated herein by reference as though fully set forth.

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

The Commission further finds that since the DEIR was finalized, there have been no substantial project changes and no substantial changes in project circumstances that would require major revisions to the DEIR due to the involvement of new significant environmental effects or an increase in the severity of previously identified significant impacts, and there is no new information of substantial importance that would change the conclusions set forth in the DEIR.

**APPEAL AND EFFECTIVE DATE OF MOTION:** Any aggrieved person may appeal the approval of this Application to the Board of Appeals within fifteen days after the date of this Motion No. \_\_\_\_\_. The effective date of this Motion shall be the date of this Motion if not appealed (after the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed thereto. For

**Motion \_\_\_\_\_**  
**Hearing Date: May 27, 2010**

**CASE NO 2008. 0217CVX**  
**935 – 965 Market Street**

**further information, please contact the Board of Appeals at (415) 575-6880, or at 1650 Mission Street, 3<sup>rd</sup> Floor (Room 304), San Francisco, CA 94103.**

I hereby certify that the Planning Commission ADOPTED the foregoing Motion on May 27, 2010.

Linda D. Avery  
Commission Secretary

AYES:

NAYS:

ABSENT:

ADOPTED: May 27, 2010

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## Exhibit A

# Conditions of Approval

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

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

### 1. CONDITIONS TO EFFECTIVENESS OF THIS APPROVAL

**Variance.** It shall be a condition precedent to the effectiveness of this approval that the Project receive the granting of a Variance pursuant to Code **Section 305** to allow for gross floor area calculation for floors over 15 feet average height (Code **Section 102.11**) and to allow two oversized openings per Code **Section 155(s)(5)(A)**, and any appeal period has run, or if appealed, the Variance has been upheld. Alternately, the Project Sponsor may import TDR's equal to the amount asked for in the Variance request.

### 2. GENERAL CONDITIONS

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

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

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

requested.

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

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

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

#### Performance

- (1) A site permit or building permit for the herein-authorized Project shall be obtained within three (3) years of the date of this action, and construction, once commenced, shall be thenceforth pursued diligently to completion or the said authorization may become null and void.
- (2) This authorization may be extended at the discretion of the Zoning Administrator only where the failure to issue a permit by the Department of Building Inspection to construct the proposed building is caused by a delay by a City, state or federal agency or by any appeal of the issuance of such a permit(s) or by any legal challenge. The Project Sponsor shall obtain required site or building permits within 18 months (per Code **Sections 321** and **322**) of the date of this approval or this authorization may be null and void. Construction, once commenced, shall be pursued diligently to completion.

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

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

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

Severability. If any clause, sentence, section or any part of these conditions of approval is for any reason held to be invalid, such invalidity shall not affect or impair remaining provisions, clauses, sentences, or sections of these conditions. It is hereby declared to be the intent of the Commission that these conditions of approval would have been adopted had such invalid sentence, clause, or section or part thereof not included herein.

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

### 3. MITIGATION MONITORING AND REPORTING PROGRAM

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

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

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

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

Affordable Housing Program

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

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

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

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

Design.

(1) Final **detailed** building plans shall be reviewed and approved by the Department. Detailed building plans shall include a final site plan, floor plans, elevations, sections, landscape plan, specification of finish materials and colors, and details of construction. Special attention shall be paid to the rear (Stevenson Street) façade of the subject building as well as the area devoted to “micro-vendors”.

(2) Final architectural and decorative detailing, materials, glazing, color and texture of exterior finishes shall be submitted for review by, and shall be satisfactory to the Planning Director.

(3) Highly reflective spandrel glass, mirror glass, or deeply tinted glass shall not be permitted. Only clear glass shall be used at pedestrian levels.

(4) Per Code **Section 141**, rooftop mechanical equipment, if any, is required to be screened so as not to be visible from any point at or below the roof level of the subject building.

Public Artwork.

(1) The Project shall include work(s) of art valued at an amount equal to one percent of the hard construction costs for the Project as determined by the Director of the Department of Building Inspection. The Project Sponsor shall provide to the Director necessary information to make the determination of construction cost hereunder.

(2) The Project Sponsor and the Project artists shall consult with the Department during design development regarding the height, size, type and location of the art. The final art concept and location shall be submitted for review by, and shall be satisfactory to the Director of the Department in consultation with the Planning Commission.

Garbage and Recycling. The building design shall provide adequate space designated for trash compactors and trash loading. Space for the collection and storage of recyclable and compostable materials that meets the size, location, accessibility and other standards specified by the San Francisco Recycling Program, shall also be provided at the ground level of the Project. Such space shall be indicated on the building plans.

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

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

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

### Public Artwork

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

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

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

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

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

Emergency Preparedness Plan. An evacuation and emergency response plan shall be developed by the Project Sponsor or building management staff, in consultation with the Mayor's Office of Emergency Services, to ensure coordination between the City's emergency planning activities and the Project's plan and to provide for building occupants in the event of an emergency. The Project's plan shall be reviewed by the Office of Emergency Services and implemented by the building management insofar as feasible before issuance of the final certificate of occupancy by the Department of Public Works. A copy of the transmittal and the plan submitted to the Office of Emergency Services shall be submitted to the Department. To expedite the implementation of the City's Emergency Response Plan, the Project Sponsor shall post information (with locations noted on the final plans) for building occupants concerning actions to take in the event of a disaster.

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# SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

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

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

Reception:  
**415.558.6378**

Fax:  
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Planning  
Information:  
**415.558.6377**

## Planning Commission Draft Motion

NO. \_\_\_\_\_

HEARING DATE: MAY 27, 2010

*Date:* May 13, 2010  
*Case No.:* **2008.0217CVX**  
*Project Address:* **935 – 965 MARKET STREET**  
*Zoning:* C-3-G (Downtown General Commercial) District (Lots 071 and 072)  
 C-3-R (Downtown Retail) District (Lot 073)  
 120-X Height and Bulk District  
*Block/Lot:* 3704 / 071, 072 and 073  
*Project Sponsor:* Jim Abrams, Attorney  
 Gibson, Dunn and Crutcher  
 555 Mission Street, Suite 3000  
 San Francisco, CA 94105  
*Staff Contact:* Jim Miller – (415) 558-6344  
[jim.miller@sfgov.org](mailto:jim.miller@sfgov.org)

**ADOPTING FINDINGS RELATING APPROVAL OF APPLICATION NO. 2008.0217CVX PURSUANT TO SECTIONS 157, 158, 221.1 AND 303 THE PLANNING CODE TO PERMIT OFF-STREET PARKING IN EXCESS OF ACCESSORY AMOUNTS AND THE DEMOLITION OF A MOVIE THEATER BUILDING IN CONJUNCTION WITH THE CONSTRUCTION OF A NEW RETAIL SHOPPING CENTER BUILDING (“CITYPLACE”) CONTAINING APPROXIMATELY 375,700 GROSS SQUARE FEET OF FLOOR AREA AND APPROXIMATELY 188 INDEPENDENTLY-ACCESSIBLE OFF-STREET PARKING SPACES (A TOTAL OF APPROXIMATELY 76,295 GROSS SQUARE FEET) IN A GARAGE WITH TWO UNDERGROUND LEVELS, SEVEN OF WHICH SPACES WOULD BE PARKING SPACES FOR CAR-SHARE CARS, WITHIN C-3-G (DOWNTOWN GENERAL COMMERCIAL) AND C-3-R (DOWNTOWN RETAIL) DISTRICTS AND A 120-X HEIGHT AND BULK DISTRICT.**

### PREAMBLE

On February 22, 2008, Jim Abrams, Attorney (hereinafter “Project Sponsor”) filed an application with the Department for review under Planning Code (hereinafter “Code”) **Sections 157, 158 and 303** for authorization of a Conditional Use for off-street parking in excess of accessory amounts, and for review

under Code **Section 221.1** for demolition of a movie theater use, in conjunction with authorization for new construction of a retail shopping center building with approximately 375,700 gross square feet in area devoted to large-floor-plate retail stores featuring moderately-priced goods with approximately 188 off-street parking spaces (not including their associated maneuvering areas, and driveways) five of which would be car-share spaces, in a C-3-G (Downtown General Commercial) and C-3-R \*Downtown Retail) Districts and a 120-X Height and Bulk District.

On May 27, 2010, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Conditional Use Application No. 2008.0217CVX.

On May 27, 2010, the Planning Commission (hereinafter "Commission") conducted a duly noticed public hearing at a regularly scheduled meeting on Application No. 2008.0217CVX.

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

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

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

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

The Commission, on May 27, 2010, by Motion No. \_\_\_\_\_, reviewed and considered the FEIR and found that the contents of said report and the procedures through which the FEIR was prepared, publicized, and reviewed complied with the provisions of CEQA, the CEQA Guidelines, and Chapter 31; and

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

The Department prepared proposed Findings, as required by CEQA, regarding the alternatives, mitigation measures and significant environmental impacts analyzed in the FEIR and overriding considerations for approving the Preferred Project, including all of the actions listed in Attachment A

hereto, and a proposed mitigation monitoring and reporting program, attached as Exhibit 1 to Attachment A, which material was made available to the public and this Commission for the Commission's respective review, consideration, and actions.

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

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

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

**MOVED**, that the Commission hereby authorizes the Conditional Use requested in Application No. 2008.0217CVX subject to the conditions contained in "EXHIBIT A" of this motion, based on the following findings:

## FINDINGS

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

1. The above recitals are accurate and constitute findings of this Commission.
2. **Site Description and Present Use.** The project is located on the south side of Market Street through to Stevenson Street, between Fifth and Sixth Streets, Lots 071, 072 and 073 in Assessor's Block 3704. The property is in C-3-G (Downtown General Commercial) District (Lots 071 and 072) and C-3-R (Downtown Retail) Districts and a 120-X Height and Bulk District. At present, these lots are developed with three vacant mixed-use buildings with coverage approaching 100 percent. Their cumulative floor area ratio is roughly 4.0 to 1. The building at 949 Market Street has been vacant since approximately 2000 but was formerly used as the St. Francis movie theater. The Subject Property has a variable depth. Lots 072 and 073 have a depth of 165 feet and Lot 071 has a depth of 170 feet. No off-street parking is provided on these lots.
3. **Surrounding Properties and Neighborhood.** The Subject Property is located in the Mid-Market neighborhood. The Halladie Plaza – Powell Street transit station is about one block to the northeast. The Project site is served by San Francisco Municipal Railway ("MUNI") bus and streetcar lines along Market Street, MUNI bus lines along Fifth and Mission Streets, and MUNI Metro and Bay Area Rapid Transit ("BART") through the Powell Street station at Fifth and Market Streets.

4. **Project Description.** The proposed building would be approximately 90 feet in height and would consist of a five-story retail shopping center building with an average of 18 feet per floor. It would contain approximately 375,700 gross square feet of floor area. The floor area ratio (hereinafter "FAR") of 6.0 to 1 for the Subject Property would provide for up to 276.375 gross square feet of floor area. Minus seven percent of this gross floor area – or 19,346.25 square feet – for uncountable accessory off-street parking (and assuming that the Zoning Administrator grants the requested Variance of floor-to-floor height exceeding 15 feet), the Project Sponsor would have to import 79,978.75 gross square feet of TDR's (equal to approximately 2.16 FAR) subject to the provisions of Code **Section 128**.
  
5. **Planning Code Compliance:** The Commission finds that the Project is consistent with the relevant provisions of the Planning Code in the following manner:
  - A. **Off-street Parking.** Code **Section 157** states that a Conditional Use Authorization is required for off-street parking exceeding accessory amounts. And establishes additional criteria for the approval of same. Pursuant to Code **Section 204.5**, accessory off-street parking includes seven percent of the gross floor area of the structure or development or 15 spaces whichever is greater, where no parking is required. In the subject case, 19,346.25 square feet of floor area – seven percent of the gross floor area of 6.0 times the site size -- are available for off-street parking (not to be counted against the gross floor area). According to Code **Section 151.1(a)** and **(b)**, no off-street parking is required for any use in C-3 Districts. In addition to the criteria stated in Code Section 303(c) and elsewhere in the Code, this Section establishes the following additional criteria:
    - (a) Demonstration that trips to the use or uses to be served, and the apparent demand for additional parking, cannot be satisfied by the amount of parking classified by this Code as accessory, by transit service which exists or is likely to be provided in the foreseeable future, by car pool arrangements, by more efficient use existing on-street and off-street parking available in the area, and by other means;

*The Project Sponsor has made a cogent case for additional parking at the proposed Project site, The retail uses proposed handle bulky and / or large goods requiring automobiles to move them away. Additionally, the majority of travel demand generated by the Project would be met by transit in that the amount of parking proposed is substantially less than the demand would be.*
  
    - (b) Demonstration that the apparent demand for additional parking cannot be satisfied by the provision by the applicant of one or more car-share parking spaces in addition to those that may already be required by **Section 166** of this Code.

*The Project Sponsor proposes to include seven parking spaces for car-share cars in the Project garage.*

- (c) The absence of potential detrimental effects of the proposed parking upon the surrounding area, especially through unnecessary demolition of sound structures, contribution to traffic congestion, or disruption or conflict with transit services;

*Several structures would need to be demolished to accommodate the proposed Project. Although there would be a slight contribution to increased traffic congestion as a result of the Project, the trade-off in terms of increased economic activity is worth it.*

- (d) In the case of uses other than housing, limitation of the proposed parking to short-term occupancy by visitors rather than long-term occupancy by employees; and

*The proposed parking would be limited to short-term and would not be for long-term occupancy by employees*

- (e) Availability of the proposed parking to the general public at times when such parking is not needed to serve the use or uses to which it is primarily intended.

*The proposed parking would be available to theater patrons as well as other members of the public at times when it is not needed to serve the use or uses to which it is primarily intended.*

- B. Code **Section 158** provides for major parking garages in C-3 Districts. **Section 158(b)** thereunder defines a “major parking garage” as any garage for the parking of passenger automobiles for short- or long-term periods and as any use which is not classified as an accessory parking facility under **Section 204.5** of the Code. Section 158(d) thereunder establishes criteria for review of “major parking garages” in addition to those stated in **Section 303(c)** of the Code and those stated in **Section 157** of the Code when applicable. They are:

- (a) Accessibility to the area of the proposed site and to the proposed parking garage itself, from freeway ramps or from major thoroughfares;
- (b) Convenient service to areas of concentrated development, particularly those within the C-3-O and C-3-R Districts, by location of the proposed parking garage near or adjacent to but not inside such concentrated areas;
- (c) Minimization of conflict of the proposed parking garage with pedestrian movements and amenities, resulting from the placement of driveways and ramps, the breaking of continuity of shopping facilities along sidewalks, and the drawing of traffic through areas of heavy pedestrian concentration;
- (d) The service patterns of other forms of transportation;

- (e) Establishment of a parking rate structure or fee favorable to short-term parking (four hours or less) and designated to discourage long-term parking, as set forth in **Section 155(g)** of the Code;
- (f) Minimization of conflict of the proposed parking garage with transit operations and loading points, resulting from the location of driveways, ramps and vehicle queuing areas;
- (g) The Objectives and policies of the Downtown Plan, a component of the General Plan; and
- (h) Such other criteria as may be deemed appropriate in the circumstances of the particular case.

*The proposed off-street parking would be necessary to serve the type of uses proposed for the Project. The fact remains that the majority of trips would still be on transit in that the travel demand for the proposed Project would not be met by the proposed parking. Rate structures would keep the parking short-term and the projected users of same are not employees of the proposed businesses but rather retail patrons. In that the proposed parking is to be accessed from the back of the proposed structure along Stevenson Street, there would be a minimum of interference with pedestrian movements or with other forms of transit.*

C. **Code Section 221.1.** Pursuant to this Doe Section, a change in use or demolition of a movie theater use, as set forth in Code **Section 221(d)**, requires Conditional Use authorization pursuant to **Section 303** of the Code. Code **Section 303(k)** establishes additional standards for the Commission to consider when authorizing a Conditional Use for the demolition of a movie theater use as set forth in Code **Section 221.1**. They are:

1. Preservation of a movie theater use is no longer economically feasible and cannot effect a reasonable economic return to the property owner. For purposes of defining "reasonable economic return," the Planning Commission shall be guided by the criteria for "fair return on investment" as set forth in **Section 228.4(a)** of the Code

*The project sponsor has submitted an economic feasibility study prepared by Martorana, Bohegian & Co and a certification of this study by the accounting firm Herb Levy & Weiland, LLP. The feasibility study concludes that the economic return of a theater use at the Property would be approximately 2.2 percent, which is far below the nine percent defined by the Code as representing a "reasonable economic return." Therefore, preservation of the theater is no longer economically feasible and cannot effect a reasonable economic return to the property owner. For instance, the report assumes that the existing theaters at the Metreon and the Westfield San Francisco Center would grant permission for the theater to show first run films, and that the Landmark Embarcadero would grant permission for the theater to show art and specialty films. All of these theaters have contracts with film distributors that prohibit the distribution of films to new theaters without the express permission of these existing theaters. The existing theaters would*

*likely withhold such permission in order to limit competition from new theaters. The study also assumes that the location of the theater in the Mid-Market Street district of San Francisco would not affect its ability to attract customers as compared to the Metreon, the Westfield San Francisco Center, the AMC Van Ness, and the Landmark Embarcadero, which is conservative because the site lacks parking and is located in an area of the City that is generally considered to be less attractive and safe than the lower Market Street area or the Van Ness corridor.*

2. The change in use or demolition of the movie theater use will not undermine the economic diversity and vitality of the surrounding Neighborhood Commercial District.

*The subject property is not located in a Neighborhood Commercial District. However, the demolition would not undermine the economic diversity and vitality of the Mid-Market neighborhood. The building, the former St. Francis Theater, has been vacant since 2001 and is not economically feasible to rehabilitate for theater use, and thus negatively contributes to the economic diversity or vitality of the neighborhood. The demolition of the building would permit the construction of the Project, which would draw pedestrians into the Mid-Market neighborhood and greatly contribute to its vitality and diversity. The Mid-Market area is currently comprised of vacant buildings, and buildings containing mid-rise commercial (office and retail) and theater (both musical theater as well as adult entertainment and clubs) uses. By introducing a large, active use to the area, the project would significantly increase pedestrian activity along Market Street between Fifth and Sixth Streets, and therefore increase safety in the area. The Project would also contribute to the diversity of the Market Street shopping district more generally, by providing additional downtown retail shopping opportunities for persons who generally cannot afford the type of merchandise sold in Union Square.*

3. The resulting project will preserve the architectural integrity of important historic features of the movie theater use affected.

*The Department has prepared a Historic Resource Evaluation Response that determines that the existing building is no longer a historic resource, due to extensive alterations made to the exterior of the building and the fact that the original interior of the building was demolished and reconfigured. No historic interior theater features remain. Therefore, demolition of the building would not affect historic resources.*

D. **Signage.** Currently, there is not a proposed sign program on file with the Planning Department. The proposed business does not have a name as of this writing. Any proposed signage will be subject to the review and approval of the Planning Department.

6. **Planning Code Section 303** establishes criteria for the Planning Commission to consider when reviewing applications for Conditional Use approval. On balance, the project does comply with said criteria in that:

A. The proposed new uses and building, at the size and intensity contemplated and at the proposed location, will provide a development that is necessary or desirable, and compatible with, the neighborhood or the community.

*The size of the proposed use is in keeping with other major downtown destination shopping. The Project would compliment the mix of goods and services currently available in the district and contribute to the economic vitality of the neighborhood.*

- B. The proposed project will not be detrimental to the health, safety, convenience or general welfare of persons residing or working in the vicinity. There are no features of the project that could be detrimental to the health, safety or convenience of those residing or working the area, in that:

- i. Nature of proposed site, including its size and shape, and the proposed size, shape and arrangement of structures;

*The height and bulk of the Proposed building would be appropriate for its downtown location.*

- ii. The accessibility and traffic patterns for persons and vehicles, the type and volume of such traffic, and the adequacy of proposed off-street parking and loading;

*The Planning Code does not require parking for the proposed Project although its nature and location suggest a parking pattern as proposed by the Project Sponsor. The proposed use is designed to meet the needs of the neighborhood and should not generate significant amounts of vehicular trips from the surrounding area or citywide.*

- iii. The safeguards afforded to prevent noxious or offensive emissions such as noise, glare, dust and odor;

*No noxious emissions would be created by the project.*

- iv. Treatment given, as appropriate, to such aspects as landscaping, screening, open spaces, parking and loading areas, service areas, lighting and signs;

*The proposed Project does not require any additional treatment. The Department shall review all lighting and signs proposed for the Project as well as other aspects of the proposal.*

- C. That the use as proposed will comply with the applicable provisions of the Planning Code and will not adversely affect the General Plan.

*Subject to the granting of the requested Variances, the Project complies with all relevant requirements and standards of the Planning Code and is consistent with objectives and policies of the General Plan as detailed below.*

- D. That the use as proposed would provide development that is in conformity with the purpose of the applicable Downtown Commercial Districts.



*The proposed project is consistent with the stated purpose of C-3 Districts in that the intended use is would provide a compatible convenience service for the immediately surrounding neighborhoods and for the city as a whole during daytime hours.*

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

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

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

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

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

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

### **Bicycles**

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

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

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

### **Moving Around Downtown**

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

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

### Short-Term Parking

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

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

### Off-Street Loading Facilities

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

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

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

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

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

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

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

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

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

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

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

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

*No housing would be removed to accommodate this Project.*

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

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

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

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

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

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

- G. That landmarks and historic buildings be preserved.

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

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

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

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

### DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES Conditional Use Application No. 2008.0217CVX** subject to the following conditions attached hereto as "EXHIBIT A" which is incorporated herein by reference as though fully set forth.

**APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Conditional Use Authorization to the Board of Supervisors within thirty (30) days after the date of this Motion No. \_\_\_\_\_. The effective date of this Motion shall be the date of this Motion if not appealed (After the 30-day period has expired) OR the date of the decision of the Board of Supervisors if appealed to the Board of Supervisors. For further information, please contact the Board of Supervisors at (415) 554-5184, City Hall, Room 244, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102.**

I hereby certify that the Planning Commission ADOPTED the foregoing Motion on May 27, 2010.

Linda D. Avery  
Commission Secretary

AYES:

NAYS:

ABSENT:

ADOPTED: May 27, 2010

## Exhibit A

# Conditions of Approval

1. This authorization is for a Conditional Use under pursuant to Code Sections 157, 158, 221.1 and 303(c) of the Code to allow parking in excess of accessory amounts (188 independently-accessible off-street parking spaces or 26,299 gross square feet of accessory parking and 49,996 gross square feet of non-accessory parking for a total of 76,295 gross square feet devoted to parking – the project sponsor is showing this space divided into 167 striped spaces or 234 valet-parked spaces) and the demolition of a movie theater use, in conjunction with the construction of a retail shopping center (“CityPlace”) at 935 – 965 Market Street, in a C-3-G (Downtown Commercial, General) and a C-3-R (Downtown Retail) Districts and a 120-X Height and Bulk District, in general conformance with plans filed with the Application as received on February 22, 2008 and stamped “Exhibit B” included in the docket for Case No. 2008.0217CVX, reviewed and approved by the Commission on May 27, 2010.

The import of approximately 2.16 times the site size of FAR (or approximately 99,496 square feet) shall be required for the proposed Project (should the Zoning Administrator grant the accompanying Variance request for an increased floor-to-ceiling ratio in excess of 15 feet). Should he fail to grant said Variance, additional FAR would have to be imported to the Project site (approximately equal to an FAR of 1.0 or approximately 46,063 square feet). This authorization shall be contingent on the granting by the Zoning Administrator (or the Board of Appeals on Appeal) of the companion Variance for two openings exceeding the size established for same by the Planning Code. Additionally, the Commission must authorize the construction of the proposed Project under its Code **Section 309** review power (Case No, 2008.0217CVX).

2. Prior to the issuance of the Building Permit for the Project the Zoning Administrator shall approve and order the recordation of a notice in the Official Records of the Recorder of the City and County of San Francisco for the premises (Assessor’s 2083, Lot 001), which notice shall state that construction has been authorized by and is subject to the conditions of this Motion. From time to time after the recordation of such notice, at the request of the Project Sponsor, the Zoning Administrator shall affirm in writing the extent to which the conditions of this Motion have been satisfied.
3. Should monitoring of the Conditions of Approval contained in Exhibit A of this Motion be required, the Project Sponsor or successors shall pay fees as established in Planning Code Section 351(e)(1).
4. The Project shall appoint a Community Liaison Officer to address issues of concern to neighbors related to the operation of this Project. The Project Sponsor shall report the name and telephone number of this Officer to the Zoning Administrator and the neighborhood for reference. The Applicant will keep the above parties apprised should a different staff liaison be designated.
5. The Project Sponsor shall assure the execution and recordation of the specified conditions as a Notice of Special Restrictions at the Office of the County Recorder / County Clerk.

6. The authorization and right vested by virtue of this action shall be deemed void and canceled if, within 3 years of the date of this Motion, a site permit or building permit for the Project has not been secured by Project Sponsor. This authorization may be extended at the discretion of the Zoning Administrator only if the failure to issue a permit by the Department of Building Inspection is delayed by a city, state, or federal agency or by appeal of the issuance of such permit.



# SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

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

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

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**415.558.6378**

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Planning  
Information:  
**415.558.6377**

## Planning Commission Motion \_\_\_\_\_ CEQA Findings

HEARING DATE: JUNE 10, 2010

*Date:* May 27, 2010  
*Case No.:* 2005.10741EEK  
*Project Address:* 935 - 965 Market Street ("CityPlace")  
*Zoning:* C-3-G (Downtown Commercial, General) and C-3-R (Downtown Retail) Districts  
 120-X Height and Bulk District  
*Block/Lot:* Block 3704 / Lots 071, 072 and 073  
*Applicant:* Jim Abrams, Attorney  
 Gibson Dunn and Crutcher, LLP  
 555 Mission Street, Suite 3000  
 San Francisco, CA 94105  
*Staff Contact* Jim Miller - (415) 558-6344  
 jim.miller@sfgov.org

**ADOPTING FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT TO CONSTRUCT A NEW RETAIL SHOPPING CENTER (HEREINAFTER "CITYPLACE") APPROXIMATELY 375,700 GROSS SQUARE FEET AND FIVE STORIES (90 FEET TALL) IN HEIGHT WITH APPROXIMATELY 188 OFF-STREET PARKING SPACES INCLUDING FIVE CAR-SHARE SPACES (HEREINAFTER "PROJECT"), AT 935 - 965 MARKET STREET, IN C-3-G (DOWNTOWN COMMERCIAL, GENERAL) AND C-3-R (DOWNTOWN RETAIL) DISTRICTS AND A 120-X HEIGHT AND BULK DISTRICT.**

In determining to approve the proposed Project located at 935 - 965 Market Street, Assessor's Block 3704, Lots 071, 072 and 073, as described in Section II below, the San Francisco Planning Commission (hereinafter "Commission") makes and adopts the following findings of fact and decisions regarding the proposed Project, project alternatives, and mitigation measures and adopts the statement of overriding considerations, based on substantial evidence in the whole record of this proceeding and under the California Environmental Quality Act, California Public Resources Code Section 21000 et seq., (hereinafter "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.

The Mitigation Monitoring and Reporting Program (hereinafter “MMRP”) for the mitigation measures that have been proposed for adoption is attached with these findings as **Attachment 1**. The MMRP is required by CEQA Section 21081.6 and CEQA Guidelines Section 15091. Attachment A provides a table setting forth each mitigation measure listed in the Final Environmental Impact Report for the Project (“Final EIR”) that is required to reduce or avoid a significant adverse impact. Attachment A also specifies the entity responsible for implementation of each measure and establishes monitoring actions and a monitoring schedule. The full text of the mitigation measures is set forth in Attachment A.

These findings are based upon substantial evidence in the entire record before the Commission. The references set forth in these findings to certain pages or sections of the Draft Environmental Impact Report (hereinafter “Draft EIR” or “DEIR”) or the Comments and Responses Document (hereinafter “C&R”) in the Final EIR (hereinafter “FEIR”) are for ease of reference and are not intended to provide an exhaustive list of the evidence relied upon for these findings. The FEIR is comprised of the Draft EIR and the C&R and all of their supporting documentation.

## **I. Introduction**

The Commission hereby adopts the following findings for the Project approval of 935 – 965 Market Street pursuant to the CEQA, California Public Resources Code, Sections 21000 et seq., the Guidelines for Implementation of CEQA, Title 15 California Code of Regulations Sections 15000 et. seq. (hereinafter “Guidelines”), and Chapter 31 of the San Francisco Administrative Code (hereinafter “Chapter 31”), entitled Environmental Quality:

## **II. Project Description**

### **A. 935 – 965 Market Street**

The Project is located at 935 – 965 Market Street, on the south side of Market Street, mid-block between Fifth and Sixth Streets. Stevenson Street forms the southern boundary of the site. The Project is located within the C-3-G (Downtown General Commercial) and C-3-R (Downtown Retail) Zoning Districts and a 120-X Height and Bulk District. The Project includes the demolition of three existing mixed-use commercial and office buildings and the construction of a new five-story, approximately 90-foot-tall building, containing approximately 375,700 gross square feet (hereinafter “gsf”) and approximately 188 off-street parking spaces in a two story underground garage accessed off Stevenson Street. (Three levels would be below grade, with one for retail use and the other two for parking.) The subject property is three lots with an aggregate area of 46,062.5 square feet.

### **B. Project Sponsor Objectives**

The FEIR discusses several Project objectives identified by the Project Sponsor. The objectives are as follows:



- Produce a significant amount of new retail space characterized by large floor plates in order to accommodate “value-based retailers” and to provide additional downtown retail shopping opportunities for value-based merchandise not typically available in the urban core.
- Support local job creation by constructing a large new retail building that would increase short-term construction jobs and long-term employment opportunities in the area.
- Create a significant increase in pedestrian activity in the mid-Market area during both daytime and evening hours by constructing a large retail project that will attract patrons from the downtown office district during both daytime and evening hours, from other neighborhoods of the City, and from outlying cities who wish to shop in the City during weekdays and weekends.
- Construct a high-quality, cost-effective development project that produces a reasonable return on investment for the project sponsor and its investors and is able to attract construction financing.
- Construct a high-quality building with contemporary architectural design that reinforces the 90-foot streetwall height of the most significant buildings on the 800- and 900-blocks of Market Street, including 901 Market Street (the Hale Brothers Department Store building) and contrasts architecturally with the neo-classical style of these buildings.
- Provide sufficient off-street parking to allow customers to transport the bulky items sold at value-based retailers (such as home furnishings, household supplies, home electronics, appliances and sporting goods, as well as large quantities of clothing for back to school or holiday shopping trips.).
- Produce a significant amount of new retail space in order to generate net new sales tax revenues for the City’s General Fund and to support City services that are funded by sales tax income.

C. Planning and Environmental Review Process

The San Francisco Planning Department (hereinafter “Department”) determined that an Environmental Impact Report was required and provided public notice of the preparation of such on October 1, 2008. The Department published the Draft EIR on November 4, 2009. The public comment period for the Draft EIR was November 5, 2009 to December 21, 2009. The Commission held a public hearing to solicit testimony on the Draft EIR on December 10, 2009. The Department published the C&R document on May 12, 2010, which document provides written response to each comment received on the Draft EIR. The Draft EIR, together with the C&R and all of the supporting documentation constitute the FEIR.

The Commission certified the FEIR on June 10, 2010, by adoption of its in Motion No . \_\_\_\_\_. The FEIR fully analyzed the Project proposed for approval herein.

D. Approval Actions:

The Project would include the use of transferable development rights (hereinafter “TDRs”) subject to applicable height and bulk limitations. The Project would require a Conditional Use

authorization for parking in excess of permitted accessory parking and for demolition of a prior movie theater use, Variances for floor-to-ceiling heights exceeding an average of 15 feet per floor and for the width of the loading and parking access on Stevenson Street, and review and consideration by the Planning Commission of an exception to freight loading requirements under Planning Code Section 309. In addition, the Project would involve permit and plan review by BART due to the project site's proximity to the BART right-of-way under Market Street.

E. Location and Custodian of Records.

The public hearing transcript, a copy of all letters regarding the FEIR received during the public review period, the administrative record, and background documentation for the FEIR are located at the Planning Department, 1650 Mission Street, San Francisco. The Planning Commission Secretary, Linda Avery, is the custodian of records for the Planning Department and the Planning Commission.

III. **Significant Impacts and Mitigation Measures**

This Section sets forth the Commission's findings about the FEIR's determinations regarding significant environmental impacts and the mitigation measures proposed to address them. These findings provide the written analysis and conclusions of the Commission regarding the environmental impacts of the Project and the mitigation measures included as part of the FEIR and adopted by the Commission as part of the Project's approval. To avoid duplication and redundancy, and because the Commission agrees with, and hereby adopts, the conclusions in the FEIR, these findings will not repeat the analysis and conclusions in the FEIR, but instead incorporates them by reference herein and relies upon them as substantial evidence supporting these findings.

In making these findings, the Commission has considered the opinions of staff and experts, other agencies and members of the public. The Commission finds that the determination of significance thresholds is a judgment decision within the discretion of the City and County of San Francisco; the significance thresholds used in the EIR are supported by substantial evidence in the record, including the expert opinion of the EIR preparers and City staff; and the significance thresholds used in the EIR provide reasonable and appropriate means of assessing the significance of the adverse environmental effects of the Project.

These findings do not attempt to describe the full analysis of each environmental impact contained in the FEIR. Instead, a full explanation of these environmental findings and conclusions can be found in the FEIR and these findings hereby incorporate by reference the discussion and analysis in the Final EIR supporting the determination regarding the Project impacts and mitigation measures designed to address those impacts. In making these findings, the Commission ratifies, adopts and incorporates in these findings the determinations and conclusions of the FEIR relating to environmental impacts and mitigation measures, except to the extent any such determinations and conclusions are specifically and expressly modified by these findings.

As set forth below, the Commission adopts and incorporates all of the mitigation measures set forth in the FEIR and the attached MMRP to substantially lessen or avoid the potentially significant and significant impacts of the Project. The Commission intends to adopt each of the mitigation measures proposed in the FEIR. Accordingly, in the event a mitigation measure

recommended in the FEIR has inadvertently been omitted in these findings or the MMRP, such mitigation measure is hereby adopted and incorporated in the findings below by reference. In addition, in the event the language describing a mitigation measure set forth in these findings or the MMRP fails to accurately reflect the mitigation measures in the FEIR due to a clerical error, the language of the policies and implementation measures as set forth in the FEIR shall control. The impact numbers and mitigation measure numbers used in these findings reflect the information contained in the FEIR.

The MMRP is attached as Exhibit 1 to the Commission's **Section 309** motion for case 2008.0217CVX as well as hereto. Implementation of all the mitigation measures contained in the FEIR will be included as a condition of approval for the Project. All mitigation measures proposed in the FEIR are adopted and the full text of the mitigation measures is set forth in the Mitigation Monitoring and Reporting Program attached as Exhibit A to this motion.

A Significant Impacts That Can Be Avoided or Reduced to a Less-Than-Significant Level Through Mitigation.

The Final EIR identified the following significant impacts, which can all be avoided or reduced to a less-than significant level through the implementation of mitigation measures set forth in the Final EIR and the MMRP:

- Impact Cul-1: Soils disturbance may impact subsurface archeological resources. Mitigation Measure CUI-1 for archeological texting would reduce this impact to less than significant.
- Impact AQ-1: Construction would result in the exhaust emissions of PM<sub>10</sub>. Mitigation Measure AQ-1 would reduce this impact to less than significant.
- Impact AQ-2: Construction would result in an exceedance of the proposed update to the Bay Area Air Quality Management District ("BAAQMD") significance threshold for emissions of ROG<sub>s</sub>, from 80 pounds per day to 54 pounds per day. Mitigation Measure(s) AQ-2 would reduce this impact to less-than-significant.
- Impact Haz-1: Construction would include removal of existing basements and excavation of soil. Implementation of Mitigation Measure HAZ-1 would reduce potential impacts due to hazardous materials to less than significant.
- Impact TR-2: Large trucks accessing Stevenson Street to serve the proposed Project and adjacent land uses would adversely impact operations on Stevenson Street and at the intersections of Sixth Street/Stevenson Street and Fifth Street/Stevenson Street. Mitigation Measure TR-2 would reduce this impact to less-than-significant.

B. Significant and Unavoidable Environmental Impacts

The Project, as approved, would have Project-specific unavoidable significant environmental impacts as outlined herein. Mitigation measures have been included in the Final EIR and MMRP to address these impacts; However, these impacts would remain significant and unavoidable even with mitigation.

- Impact TR-1: Increased traffic volumes due to the proposed project would result in deterioration in the Level of Service at the Fifth Street/Stevenson Street intersection. SFMTA has determined that mitigation to address this impact is infeasible.
- Impact TR-3: The proposed project's contribution to critical vehicle movements at the Fifth Street/Stevenson Street intersection would result in a cumulatively considerable contribution to the significant adverse cumulative traffic impact. SFMTA has determined that mitigation to address this impact is infeasible.
- Impact TR-4: The proposed project's contribution to critical vehicle movements at the Fifth Street/Mission Street intersection would result in a cumulatively considerable contribution to the significant adverse cumulative traffic impact. Mitigation Measure TR-4 would reduce this impact to a less-than-significant level; however implementation has not been determined feasible or approved by SFMTA.
- Impact AQ-3: Construction would result in operation-related Green House Gas emissions that exceed the proposed BAAQMD significance threshold of 1,100 metric tons of CO<sub>2</sub>E per year. No additional mitigation is available to reduce this impact to a less-than-significant level.

#### IV. Evaluation of Project Alternatives

##### A. Alternatives Analyzed in the FEIR

The FEIR analyzed three alternatives to the Project: the No Project Alternative, the Reduced Intensity Alternative, and the No-Garage Alternative and a Reduced Parking Variant to the No-Garage Alternative.

Under the No Project Alternative, three existing mixed-use commercial and office buildings on the Project site would remain and the parcels would not be consolidated. The proposed new retail shopping center building would not be constructed. Assuming that the existing physical conditions of the project area were to continue for the foreseeable future, conditions described in detail for each environmental topic in the Initial Study and in Chapter IV, Environmental Setting and Impacts, of the Final EIR, would remain and none of the impacts associated with the proposed project would occur.

The Reduced Intensity Alternative would include construction of a shorter building (approximately 56 feet tall, with approximately half the gross floor area and half the parking). Specifically, the Reduced Intensity Alternative would include about 124,350 gsf of retail uses; about 39,925 gsf of parking (not including loading or driveways and maneuvering spaces); and about 7,810 gsf of building services (common areas, mechanical, and storage spaces). The building developed under the Reduced Intensity Alternative would be about 56 feet tall, excluding the mechanical penthouse. It would have three above-ground floors of retail space and one subsurface level for retail parking with 80 parking spaces. The proposed building would retain the same number of loading docks (four with one reserved for waste handling) and bicycle parking facilities. The subsurface level would be approximately the depth of the existing ten-foot-deep basement on the project site. The Reduced Intensity Alternative would not include a mezzanine retail floor or a subsurface retail floor, unlike the proposed project.

Similar to the proposed Project, the Reduced Intensity Alternative would not have significant impacts to land use or aesthetics. Impacts to Cultural Resources and Hazardous Materials would be the same as for the proposed Project. This alternative would result in fewer transportation-related impacts compared to the proposed Project because of the reduction in trip generation. The project-specific transportation impact at the Fifth Street/Stevenson Street intersection would not occur, nor would the cumulative transportation impact at the Fifth Street/Stevenson Street intersection. Like the proposed Project, this alternative would contribute to a cumulative transportation impact at the Fifth Street/Mission Street intersection. Additionally, due to the reduction in vehicle trips, the traffic-related noise and air quality impacts would be less than the impacts of the proposed Project, which were determined to be less-than-significant.

Under the No Garage Alternative, the proposed new retail building would not include a parking garage. In all respects except the elimination of the parking garage, this alternative would be the same as the proposed Project. The proposed retail space and pedestrian access would be the same, and the alternative would retain the loading dock and bicycle parking facilities. To accommodate merchandise pick-up by shoppers, the project sponsor would include an on-site loading area in a partial basement level, with access from Stevenson Street.

Similar to the proposed Project, the No Garage Alternative would not have significant impacts to land use or aesthetics. Impacts to Cultural Resources and Hazardous Materials would be the same as for the proposed Project. This alternative would result in fewer transportation-related impacts compared to the proposed Project because it does not have parking. This alternative would result in a cumulatively considerable contribute to a significant cumulative impact at the Fourth Street / Howard Street intersection, which would not occur under the proposed Project. Loading impacts would be similar to the proposed Project and would cause similar impacts along Stevenson Street and at the Fifth Street/Stevenson Street and Sixth Street / Stevenson Street intersections. Additionally, due to the reduction in vehicle trips, the traffic-related noise impact would be less than the impacts of the proposed Project, which were determined to be less-than-significant. Traffic-related operation impacts on air quality would be similar to the proposed Project, which are less-than-significant. The Reduced Parking Variant of the No Garage Alternative would be the same as the No Garage Alternative except that it would have two below-grade levels, one for retail use and the other for parking, which would include approximately 99 off-street parking spaces). Similar to the No Garage Alternative, the Reduced Parking Variant would not have significant impacts to land use or aesthetics. Impacts to Cultural Resources and Hazardous Materials would be the same as for the proposed Project. This alternative would result in fewer transportation-related impacts compared to the proposed Project. Compared to the proposed Project, there would be no significant effect at the Fifth Street / Stevenson Street intersection due to deterioration in level of service; however, loading impacts would be similar to the proposed Project and would cause similar impacts along Stevenson Street and at the Fifth Street / Stevenson Street and Sixth Street / Stevenson Street intersections. This Variant would contribute considerably to the cumulative traffic impact at the Fifth Street/Stevenson Street intersection, but would not contribute to a significant cumulative impact at Fifth Street/Mission Street intersection. Additionally, traffic-related noise and air quality impacts would be less that significant, as are those impacts for the proposed Project.

All three of these alternatives, including the variant, are rejected, for the reasons explained below, in favor of the preferred Project analyzed in the FEIR.

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 and which is currently unoccupied. 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 Project site would remain underutilized.

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

- (a) The Reduced Intensity Alternative would meet some but not all of the Project Sponsor's objectives. Specifically, this alternative would provide only about half the gross-floor area of the Project, including only about 124,350 gsf of retail space, as compared to the proposed Project, which would provide more than twice that amount (264,010 gsf). This alternative's amount of gsf is not sufficient to provide a reasonable return on investment for the project sponsor. At only 56 feet tall, this alternative would not reinforce the 90-foot streewall height of the most significant buildings along this stretch of Market Street. This alternative would not provide sufficient off-street parking to allow customers to transport bulky items sold at value-based retailers (such as home furnishings, household supplies, home electronics, and appliances, among other things).
- (b) The Reduced Intensity Alternative would still involve significant impacts from large trucks (greater than 30 feet) at the Sixth Street / Stevenson Street and Fifth Street / Stevenson Street intersections identified for the proposed Project would occur. The Project mitigation measure, to limit loading by large trucks to night time hours between 10:00 P.M. and 6:00 A.M., would also apply to this alternative reducing the potential loading impact to less than significant.
- (c) The cumulative traffic impact at the intersection of Fifth Street and Mission Street would remain significant and unavoidable.

(3) No Garage Alternative and the Reduced Parking Variant. The No Garage Alternative and its Reduced Parking Alternative would not be desirable and would meet some, but not all, the Project Sponsor's objectives. This alternative and its variant would not provide the desired amount of off-street parking to fulfill the project sponsor's objectives.

- (a) Some of the project sponsor's objectives, though not all, would be met by these alternatives. Specifically, although this alternative and its variant would provide the same amount of retail space (264,010 gsf) as the Project, the No Garage

Alternative would provide no parking and its Reduced Parking Variant would only provide 80 parking spaces, as opposed to the Project, which would provide approximately 188 parking spaces. (b) Neither of these options would meet the project sponsor's objective of providing sufficient off-street parking to allow these customers to transport bulky items sold at value-based retailers (such as home furnishings, household supplies, home electronics, and appliances, among other things).

- (c) Although under the No Garage Alternative, the cumulative contribution to LOS (“Level of Service”) at the Fifth Street / Mission Street and Fifth Street / Howard Street intersections would not be significant, this alternative would produce a significant cumulative traffic impact at the Fourth Street / Howard Street intersection.

## V. Statement of Overriding Considerations

Notwithstanding the significant unavoidable impacts noted above, pursuant to CEQA Section 21081 and CEQA Guidelines section 15093, the Commission hereby finds, after considering the FEIR and the evidence in the record, that each of the specific overriding economic, legal, social and other benefits of the Project, as set forth below, independently and collectively outweighs the identified significant and unavoidable impacts of the Project and is an overriding consideration warranting approval of the Project. Any one of the reasons for approval cited below is sufficient to justify approval of the Project. Thus, even if a court were to conclude that not every reason is supported by substantial evidence, the Commission will stand by its determination that each individual reason is sufficient. The substantial evidence supporting the various benefits can be found in the preceding findings, which are incorporated by reference into this Section, and in the documents found in the record of these proceedings. In addition, the Commission finds that the rejected Project Alternatives are also rejected for the following specific economic, social or other considerations, in addition to the specific reasons discussed in Section III above.

The Commission further finds that, as part of the process of obtaining Project approval, all significant effects on the environment from implementation of the Project have been eliminated or substantially lessened where feasible. All mitigation measures proposed in the Final EIR for the proposed Project are adopted as part of this approval action. Furthermore, the Commission has determined that any remaining significant effects on the environment found to be unavoidable are acceptable due to the following specific overriding economic, technical, legal, social and other considerations.

The Project will have the following benefits:

1. The Project would promote the objectives and policies of the General Plan by creating providing a new and expanded retail shopping opportunity in the City’s downtown retail core.
2. The Project would provide new public parking for retail and general use and would be well located near public transit.

3. The Project would provide new retail opportunities heretofore unavailable in the City's downtown area, which will be close to an array of public transit alternatives in the Downtown Core, and close to offices and jobs.
4. Although the Project would have a significant, unavoidable impact on the levels of service of nearby intersections, the Project would tend to eliminate blight on the subject block of Market Street and would be the catalyst for the redevelopment of the broader area.
5. The Project would revitalize the Project site and the surrounding neighborhood.
6. The Project would make a substantial contribution to the creation of affordable housing in the City pursuant to the provisions of Section 315 of the Planning Code.
7. The Project would provide opportunities for new sources of jobs and would, over its lifetime, result in substantial property taxes and transfer tax revenues for the City.



**DECISION**

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby adopts the foregoing CEQA Findings and the Mitigation Monitoring and Reporting Program attached hereto as Exhibit 1.

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission on Thursday, June 10, 2010.

Linda D. Avery

Commission Secretary

AYES: Commissioners

NOES: Commissioners

ABSENT: None

ADOPTED: June 10, 2010

# EXHIBIT A

## Mitigation Monitoring and Reporting Program



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

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

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

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

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

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

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



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

**EXHIBIT 1:  
 MITIGATION MONITORING AND REPORTING PROGRAM  
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e. Hauling and disposal: Contaminated soils shall be hauled off the project site by waste hauling trucks appropriately certified with the State of California and adequately covered to prevent dispersion of the soils during transit, and shall be disposed of at a permitted hazardous waste disposal facility registered with the State of California.				
<b>Step 4: Preparation of Closure/Certification Report</b> After excavation and foundation construction activities are completed, the project sponsor shall prepare and submit a closure/certification report to DPH for review and approval. The closure/certification report shall include the mitigation measures in the SMP for handling and removing contaminated soils from the project site, whether the construction contractor modified any of these mitigation measures, and how and why the construction contractor modified those mitigation measures.	Project Sponsor	Upon completion of excavation and foundation construction activities	Project Sponsor submits a closure/certification report to DPH.	Upon review and approval by DPH.
<b>B. MITIGATION MEASURES FROM THE DRAFT EIR</b>				
<b>Transportation Mitigation Measures</b>				
<b>M-TR-2:</b> Establish a loading dock scheduling program for each retail tenant to limit loading of trucks greater than 30 feet to the hours between 10:00 PM and 6:00 AM every day; prohibit all truck loading to the proposed project between 3:00 PM and 6:00 PM due to the P.M peak period tow-away lane on northbound Sixth Street; prohibit retail tenants from using trucks longer than 45 feet; station a loading dock manager on site to help direct trucks of all sizes into and out of the loading dock, to control traffic on Stevenson Street at all times the loading dock is available for loading activity, and to implement and enforce the dock scheduling program; and work with the owners of other land uses on Stevenson Street to incorporate their loading activities in the loading dock when the proposed project's retail uses do not need the loading dock spaces, with the intent of providing safe off-street loading spaces to nearby land uses and minimizing double parking of trucks on Stevenson Street.	Project Sponsor, retail tenants	During project operation – ongoing.	Building manager; Retail tenants	Ongoing
<b>C. MITIGATION MEASURES FROM THE DRAFT ENVIRONMENTAL IMPACT REPORT FOR WHICH FEASIBILITY HAS YET TO BE DETERMINED</b>				
<b>Transportation Mitigation Measures</b>				
<b>M-TR-4: Traffic Operations Fifth and Mission Streets Intersection</b>  To reduce the impact to a less-than-significant level, extend the restriction on northbound and southbound left turns at the Fifth Street/Mission Street	SFMTA	At the discretion of SFMTA	SFMTA	If SFMTA determines this measure is feasible and

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
intersection to taxi and bus movements to improve intersection operating conditions from LOS E to LOS D.				implements it to improve intersection operation
<b>D. MITIGATION MEASURES FROM THE DRAFT EIR WHICH WOULD BE IMPLEMENTED SHOULD THE BAAQMD CEQA GUIDELINES UPDATE BE ADOPTED</b>				
<i>Air Quality Mitigation Measures</i>				
<b>M-AQ-2: Construction-Related Emissions</b>  To reduce the impact to a less-than-significant level, architectural coatings with an average VOC content of no more than 187 grams VOC per liter could be used.	Project Sponsor/ Contractor	Specified in final design drawings	Project Sponsor/ Contractor	Complete at end of construction
<b>E. IMPROVEMENT MEASURES FOR THE 935-965 MARKET STREET PROJECT (CITYPLACE)</b>				
<b>I-TR-A: Transit</b>				
<ul style="list-style-type: none"> <li>The project sponsor would request that the City (SFMTA and/or DPW) establish a right turn pocket on the westbound approach of the Sixth Street / Mission Street intersection. Creating a right turn pocket would require the removal of several on-street parking/loading spaces on the westbound approach of Mission Street to restripe the parking lane as a full-time right turn pocket. To maintain on-street loading facilities in the area, this would require the reconfiguration of adjacent regular metered parking spaces to yellow metered spaces to replace the existing loading spaces that would be removed to accommodate the turn pocket. The striping could be similar to what is currently installed at the westbound approach of Mission Street at Fifth Street. It should be noted that the creation of a right turn pocket would be considered by SFMTA once the proposed project is occupied.</li> </ul>	Project Sponsor/SFMTA	6 months prior to construction completion.	Project Sponsor to apply to SFMTA for the removal of two on-street parking spaces and restriping to be a full right turn pocket.	Prior to occupancy.
<b>I-TR-B: Transit</b>				
<ul style="list-style-type: none"> <li>Establish a transit pass program that would offer tax incentives or benefits to retail employees who use transit to and from the proposed project, or otherwise implement the requirements of <i>Environment Code</i> § 421.</li> </ul>	Project Sponsor/Building Manager	Prior to occupancy.	Building manager to work with retail tenants to establish a transit pass program.	Prior to occupancy.
<b>I-TR-C: Parking</b>				

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

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Responsibility for Implementation	Schedule	Monitoring/Report Responsibility	Status/Date Completed
<ul style="list-style-type: none"> <li>Install a pedestrian warning system near the project driveway and loading docks to caution pedestrians on Stevenson Street when a driver approaches the exit. This device should be selected and positioned in such a way as to minimize any noise impacts to nearby residents.</li> </ul>	Project Sponsor and contractor	Prior to occupancy.	Project Sponsor to direct contractor to install a pedestrian warning system near the project driveways to caution pedestrians on Sutter Street when a driver approaches the exit. DBI to inspect and confirm before Certificate of Occupancy.	Prior to occupancy.
<b>I-TR-H: Pedestrians</b>				
<ul style="list-style-type: none"> <li>Install mirrors on both sides of the driveway opening and loading dock opening to provide a line-of-sight for pedestrians and drivers.</li> </ul>	Project Sponsor and contractor	Prior to occupancy	Project Sponsor to direct contractor to install mirrors on both sides of the driveway opening. DBI to inspect and see before Certificate of Occupancy.	Prior to occupancy.
<b>I-TR-I: Pedestrians</b>				
<ul style="list-style-type: none"> <li>Pursuant to the <i>San Francisco Better Streets Plan</i>, install signage on Stevenson Street alerting drivers to the unique pedestrian nature of the street.</li> </ul>	Project Sponsor/DPT	Prior to occupancy	DPT to direct Project sponsor to install city-approved signage on Stevenson Street. DPT to inspect before Certificate of Occupancy.	Prior to occupancy.
<b>I-TR-J: Bicycle</b>				
<ul style="list-style-type: none"> <li>Maintain the bicycle storage facilities on the top level of the garage or relocate to street level, and provide convenient and direct access to these facilities.</li> </ul>	Project Sponsor and contractor	Prior to occupancy.	Project sponsor to direct architects to relocate bicycle parking facilities on building plans.	Prior to issuance of building permit.
<b>I-TR-K: Parking</b>				

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<ul style="list-style-type: none"> <li>Install parking space counters on each public parking level to direct drivers to available parking spaces.</li> </ul>	Project sponsor and contractor	Prior to occupancy.	Project sponsor to direct contractor to install parking space counters at each parking level to efficiently direct patrons to parking level with available spaces. DBI to inspect and confirm before Certificate of Occupancy.	Prior to occupancy.
<b>I-TR-L: Parking</b>				
<ul style="list-style-type: none"> <li>In conjunction with the proposed "Parking Lot Full" sign, provide real-time notification before entering the garage on the number of available spaces.</li> </ul>	Project Sponsor and contractor	Prior to occupancy.	Project Sponsor to direct contractor to upgrade the proposed sign indicating parking lot full (see Improvement Measure I-TR-C) by adding real-time information on available spaces. DBI to inspect and confirm before Certificate of Occupancy.	Prior to occupancy.
<b>I-TR-M: Parking</b>				
<ul style="list-style-type: none"> <li>Provide direction to other nearby facilities via signs, a website, or map handouts, should substantial queues occur on a consistent basis.</li> </ul>	Project Sponsor/Building Manager	Ongoing	Project Sponsor to monitor use of parking facility and disseminate information regarding nearby parking facilities.	When parking demand exceeds available spaces and substantial queues develop during operation.
<b>I-TR-N: Parking</b>				
<ul style="list-style-type: none"> <li>Provide valet parking for customers during seasonal demand peaks, at the discretion of the parking garage owner.</li> </ul>	Project Sponsor/Building Manager	Prior to occupancy.	Project Sponsor and Building Manager to contract with a valet parking service.	When parking demand exceeds available spaces and substantial

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				queues develop during operation.
<b>I-TR-O: Loading</b>				
<ul style="list-style-type: none"> <li>Prohibit the retail tenants from using trucks larger than 45 feet to deliver goods to the proposed project. If they cannot use smaller trucks, the retail tenants would be advised that they cannot safely enter Stevenson Street and should plan to use the Market Street loading bays. Retailers would also be advised that in the event these bays are taken, deliveries to the site cannot be made safely or legally, as double-parking on any of the streets surrounding the site is prohibited.</li> </ul>	Project Sponsor/Building Manager/Loading Dock Manager	Prior to occupancy.	Building Manager and Loading Dock Manager	During project operation – ongoing.
<b>I-TR-P: Loading</b>				
<ul style="list-style-type: none"> <li>Should a truck larger than 45 feet access Stevenson Street at any time, the project’s loading dock supervisor should direct these trucks to either attempt to load from the Market Street zones (if available) or to off-load merchandise and goods at another location, transfer them to smaller trucks, and return to use the loading dock. If using smaller trucks is not a viable option, the retail tenants would be encouraged to use the loading zones on Market Street to reduce the potential for double-parking along Stevenson Street.</li> </ul>	Project Sponsor, Building Manager/Loading Dock Manager	During project operation – ongoing.	Project Sponsor, Building Manager/Loading Dock Manager	During project operation – ongoing.
<b>I-TR-Q: Loading</b>				
<ul style="list-style-type: none"> <li>Should a truck between 30 and 45 feet access Stevenson Street between the hours of 6:00 AM and 10:00 PM, the project’s loading dock supervisor should direct these trucks to either attempt to load from the Market Street zones (if available) or to off-load merchandise and goods at another location, transfer to smaller trucks and return to use the loading dock. If using smaller trucks is not a viable option, the retail tenants would be encouraged to use the loading zones on Market Street to reduce the potential for double-parking along Stevenson Street</li> </ul>	Project Sponsor, Building Manager/Loading Dock Manager	During project operation – ongoing.	Project Sponsor, Building Manager/Loading Dock Manager	During project operation – ongoing.
<b>I-TR-R: Loading</b>				
<ul style="list-style-type: none"> <li>Provide loading dock personnel to assist in directing large trucks (30 feet or greater) onto Stevenson Street from Sixth Street, into and out of the loading dock, and safely onto Fifth Street, when deemed</li> </ul>	Project Sponsor, Building Manager/Loading	During project operation – ongoing.	Project Sponsor, Building Manager/Loading Dock	During project operation – ongoing.

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necessary by the loading dock manager.	Dock Manager		Manager	
<b>I-TR-S: Construction</b>				
<ul style="list-style-type: none"> <li>Coordinate construction activities with the projects planned at 1066 Market, 1036 Mission, and 575 Jessie (and any others near the project site) to identify any potential conflicts between truck routes or construction traffic control, to reduce traffic congestion and transit disruption.</li> </ul>	Project Sponsor/Construction contractor	Prior to issuance of building permits.	Project Sponsor will submit a Traffic Control Plan to DPT for review.	Complete when DPT approves Traffic Control Plan.
<b>I-TR-T: Construction</b>				
<ul style="list-style-type: none"> <li>Submit project plans to BART for permit and plan review.</li> </ul>	Project Sponsor/BART	Prior to issuance of building permits.	Project Sponsor will submit plans to BART for permit and plan review.	Complete when BART reviews plans and provides feedback.



# CityPlace

SAN FRANCISCO

May 27, 2010



**Parking/Transportation**

- 1. 5th & Mission Street Garage
- 2. Bay Bridge
- 3. Interstate 80  
Connecting to the East Bay,  
Interstate 280 and Highway 101
- 4. O'Farrell Street Garage
- 5. Powell Street Cable Car Line  
Transportation Hub for Muni,  
MuniMetro, BART, Cable Cars  
and Trolleys
- 6. Stevenson Parking
- 7. Turk Street Garage

**Retail**

- 8. Barney's New York
- 9. Bloomingdale's
- 10. Forever 21
- 11. Gap
- 12. H & M
- 13. Marshalls
- 14. Nordstrom
- 15. Old Navy
- 16. Ross
- 17. Virgin Mega Store
- 18. Westfield San Francisco Centre

**Hotel/Condominiums**

- 19. Four Seasons Hotel & Residences
- 20. Hilton San Francisco
- 21. Hotel Metropolis
- 22. Hotel Nikko
- 23. Intercontinental Hotel
- 24. Marriott Hotel
- 25. The Mint Lofts
- 26. The Paramount Residences
- 27. Pickwick Hotel
- 28. Renaissance Parc 55 Hotel
- 29. St. Regis Hotel & Residences
- 30. W Hotel

**Arts/Entertainment**

- 31. AT&T Ball Park
- 32. Golden Gate Theater
- 33. Metreon Entertainment Complex
- 34. Old U.S. Mint
- 35. San Francisco Chronicle Building
- 36. SF MoMA
- 37. Warfield Theater
- 38. Yerba Buena Gardens and  
Center for the Arts

**Convention Center**

- 39. Moscone Convention Center

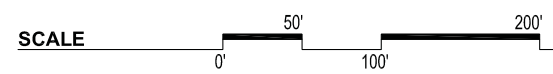
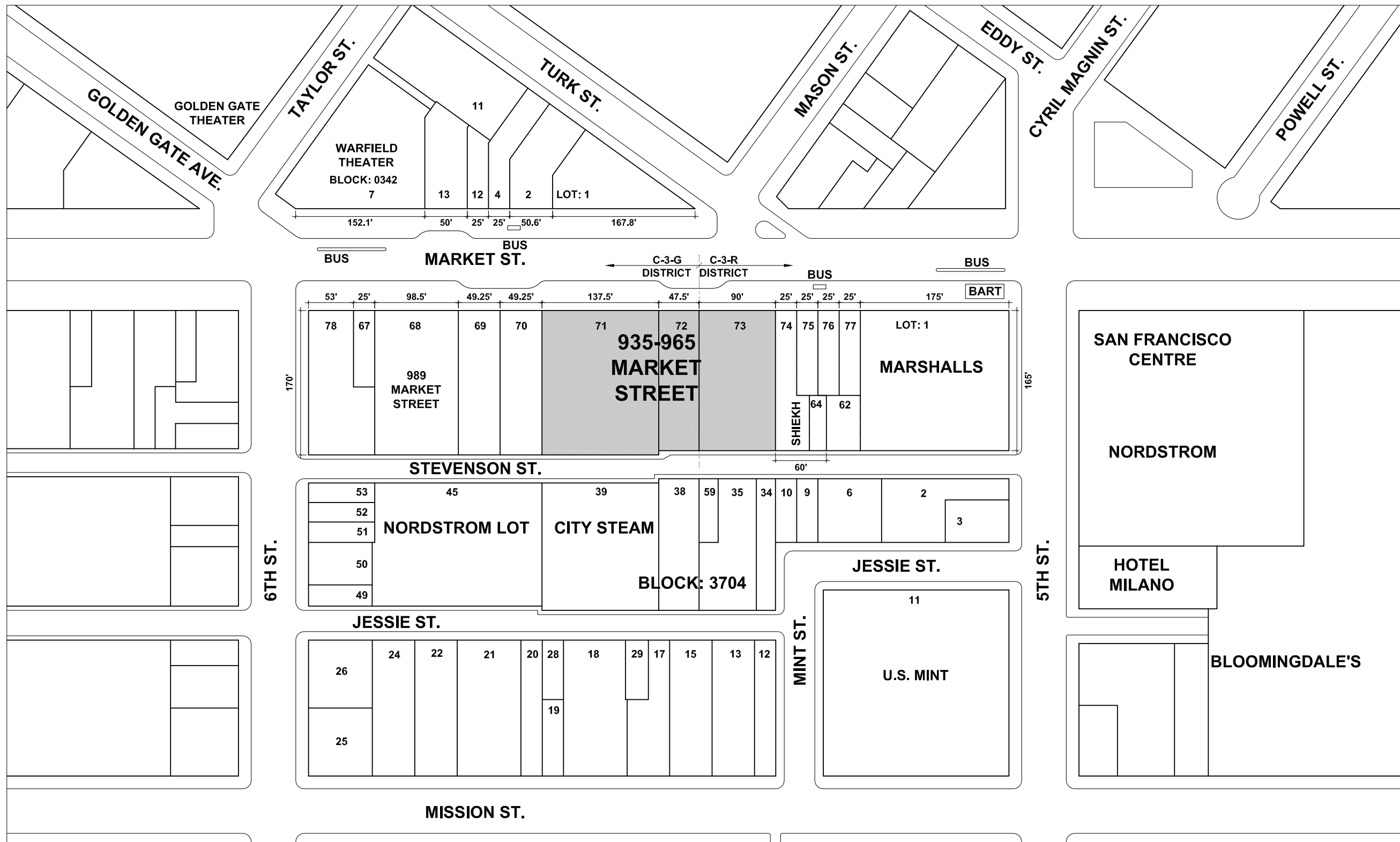
# CityPlace

935 Market Street, San Francisco, CA

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## SITE CONTEXT



PROPOSED PROJECT SITE



## CityPlace

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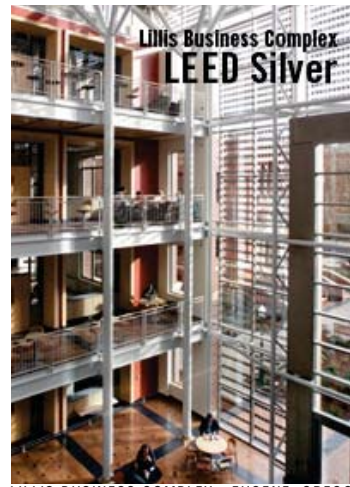
### MARKET STREET SIGNAGE OPTIONS

## ATRIUM AS A PUBLIC ROOM

This urban redevelopment project will house 6 levels of retail, totaling 250,000 sq. ft. A study in translucency, the retail facade combines layers of clear and translucent glass which captures fragmented images of the streetscape while giving a peek into the shopping activities inside. CityPlace will be a vibrant retail destination, drawing shoppers to the Mid-Market Street corridor.

The atrium serves as vertical circulation space that opens onto the sidewalk. It acts as a common entry for all of the upper floor tenants. It will provide a community space that will activate the building and the street, and also serve to break down the mass of the larger structure.

### ATRIUM VIEW



LILLIS BUSINESS COMPLEX - EUGENE, OREGON



HOWARD METZENBAUM COURTHOUSE, CLEVELAND, OHIO



VANCOUVER PUBLIC LIBRARY



CARTWRIGHT BUILDING - BOOTLE, ENGLAND

15-20% ENERGY SAVINGS FOR COOLING.

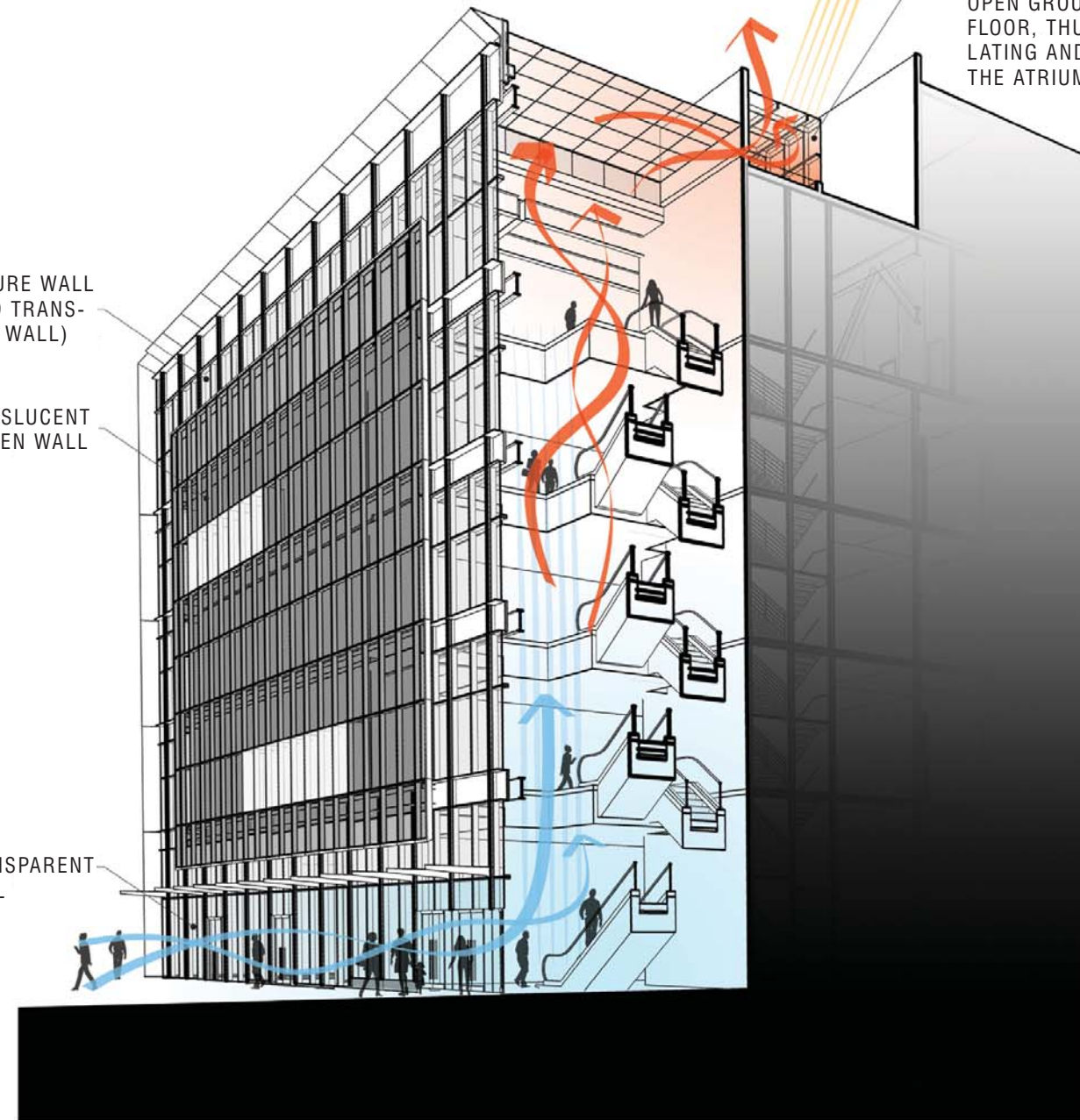
SIGNATURE WALL (BEHIND TRANSLUCENT WALL)

TRANSLUCENT SCREEN WALL

TRANSPARENT WALL



"HOT BOX CAPTURES HEAT FROM THE SUN TO DRAW COOLER AIR UP FROM THE OPEN GROUND FLOOR, THUS VENTILATING AND COOLING THE ATRIUM"



## THE ATRIUM...

...THE ATRIUM SPACE FOR CITYPLACE INCREASES THE PROJECT'S ENVIRONMENTAL SUSTAINABILITY. THERE ARE TWO KEY COMPONENTS TO SUSTAINABILITY THAT THE ATRIUM PROVIDES:

1. NATURAL VENTILATION IS A VIABLE STRATEGY FOR CONDITIONING THE ATRIUM SPACE FOR CITYPLACE. APPROXIMATELY 15-20% OF SPACE COOLING ENERGY FOR THE WHOLE BUILDING CAN BE SAVED THROUGH NATURAL VENTILATION, WHICH WILL IMPROVE BUILDING ENERGY EFFICIENCY AND ACHIEVE **LEED** POINTS.

2. THE ATRIUM PROVIDES NATURAL LIGHTING. THE MORE NATURAL LIGHT AVAILABLE, THE LESS WE NEED TO RELY ON ELECTRIC LIGHT FIXTURES, THUS PROVIDING A MORE PLEASANT DAY LIT ENVIRONMENT. THE FIVE STORY ATRIUM FOR CITYPLACE WILL PROVIDE ABUNDANT NATURAL LIGHT, IMPROVING BUILDING ENERGY EFFICIENCY AND ACHIEVING **LEED** POINTS.

## CityPlace

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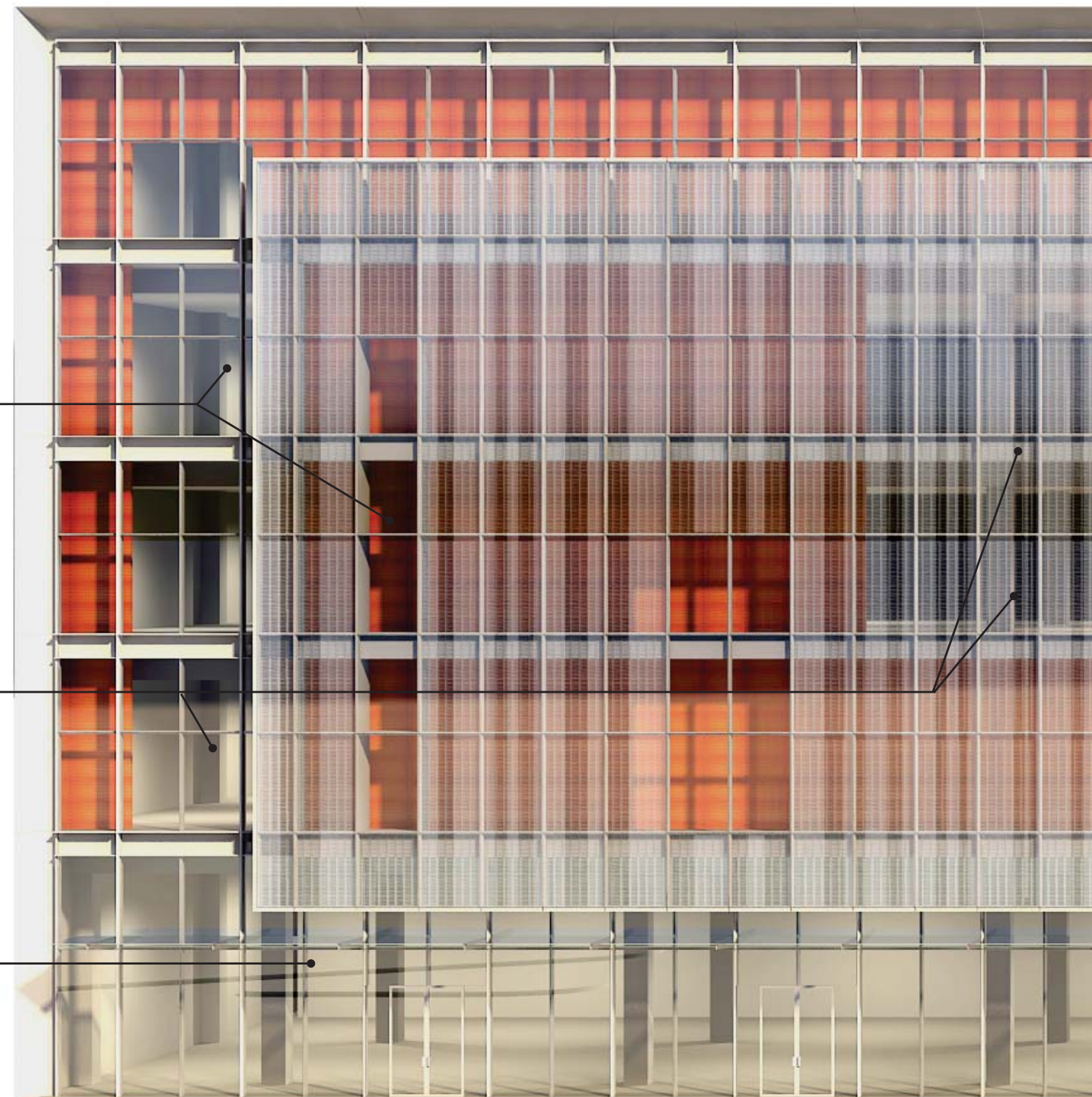
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## ENVIRONMENTAL STUDY OF ATRIUM

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...THE CURTAIN WALL SYSTEM FOR CITYPLACE IS DESIGNED TO ALLOW CLEAR VISUAL ACCESS INTO THE RETAIL TENANTS OF EACH FLOOR:

1. THE PUBLIC WILL BE ABLE TO VIEW INTO THE UPPER FLOORS OF CITYPLACE THROUGH THE TRANSPARENT CURTAIN WALL AND OPENINGS WITHIN THE SIGNATURE WALL. THIS WILL ALLOW FOR CLEAR VISUAL ACCESS TO EITHER STORE MERCHANDISE LOCATED IN FRONT OF THE SIGNATURE WALL OR MERCHANDISE FURTHER WITHIN THE TENANT SPACE.
2. LARGE MULTI-STORY OPENINGS WITHIN THE SIGNATURE WALL WILL ALLOW THE PUBLIC TO HAVE VISUAL ACCESS TO THE UPPER FLOORS OF THE RETAIL TENANTS AND WILL HELP TO ACTIVATE THIS EDGE ALONG MARKET STREET.
3. GROUND FLOOR TENANTS WILL HAVE CLEAR AND UNOBSTRUCTED VISION GLASS AT THEIR STOREFRONTS TO ALLOW FOR GREATER VISUAL ACCESS INTO THESE STORES.



VIEW LOOKING SOUTH ON MARKET STREET

## CityPlace

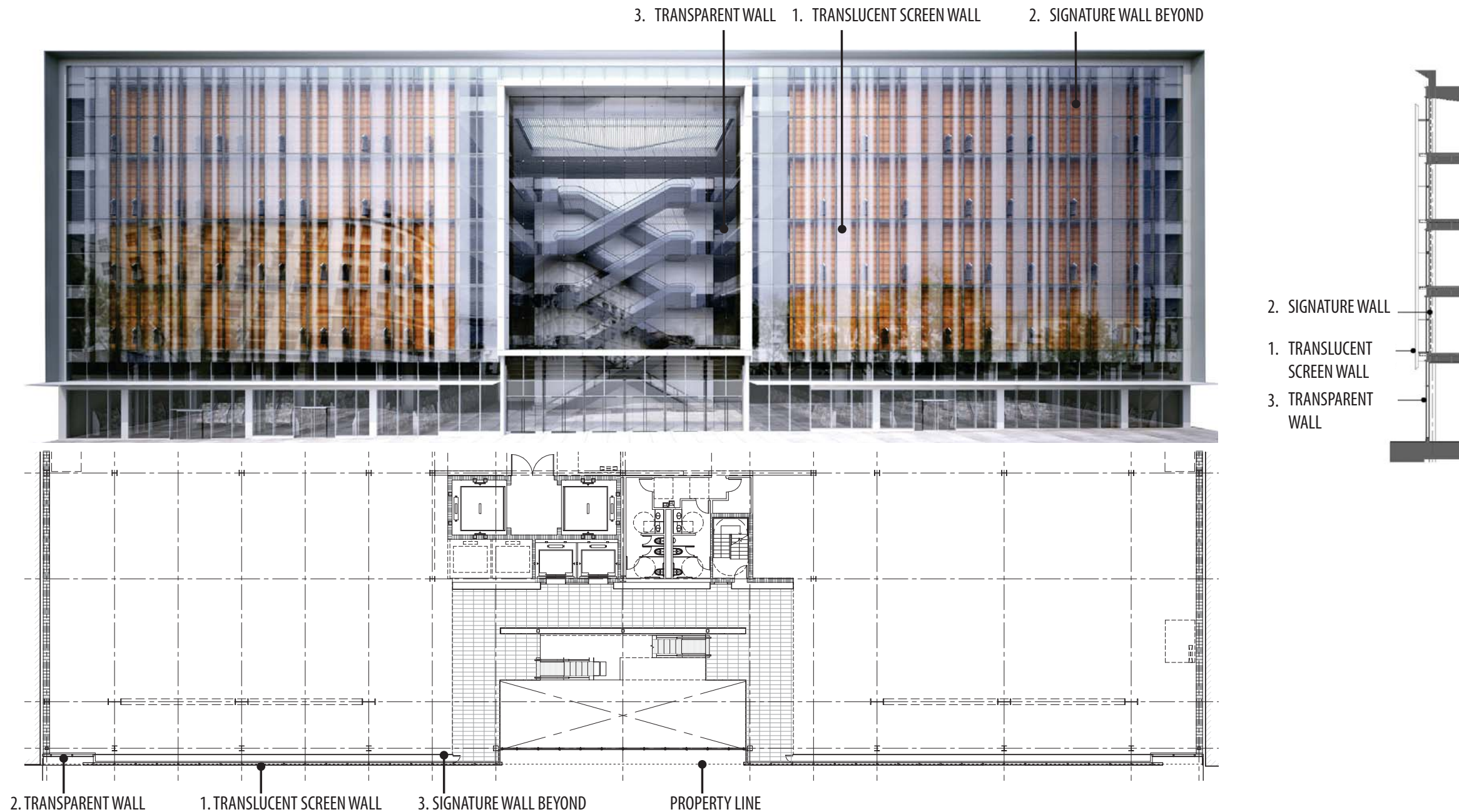
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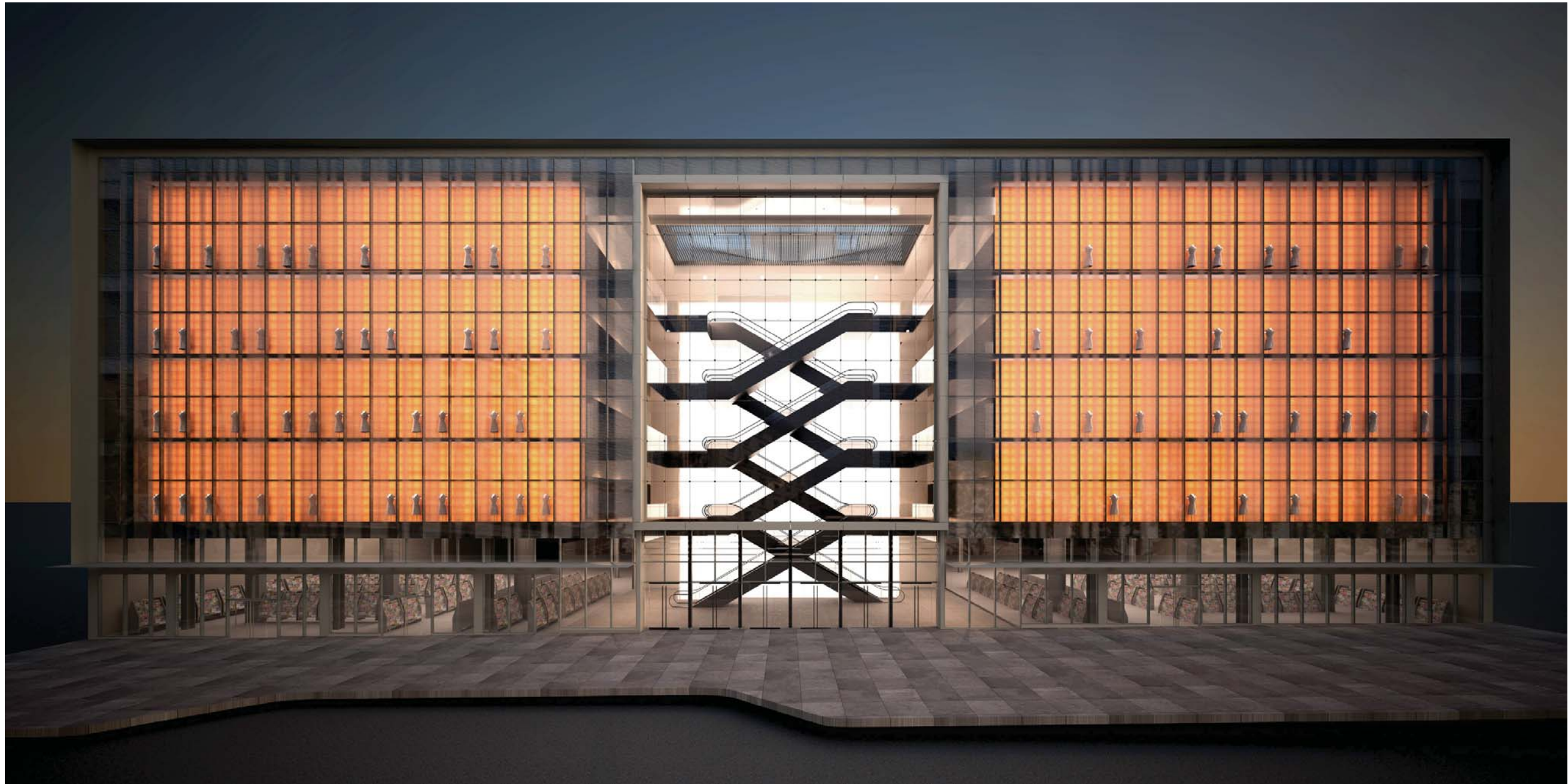
TRANSPARENCY AND VERTICALITY

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

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



## ACTIVATING THE CITY AT NIGHT

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

### CityPlace

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CITYPLACE AT NIGHT

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## CityPlace

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**ELEVATION PERSPECTIVE**

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VIEW LOOKING WEST ALONG MARKET STREET

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## CityPlace

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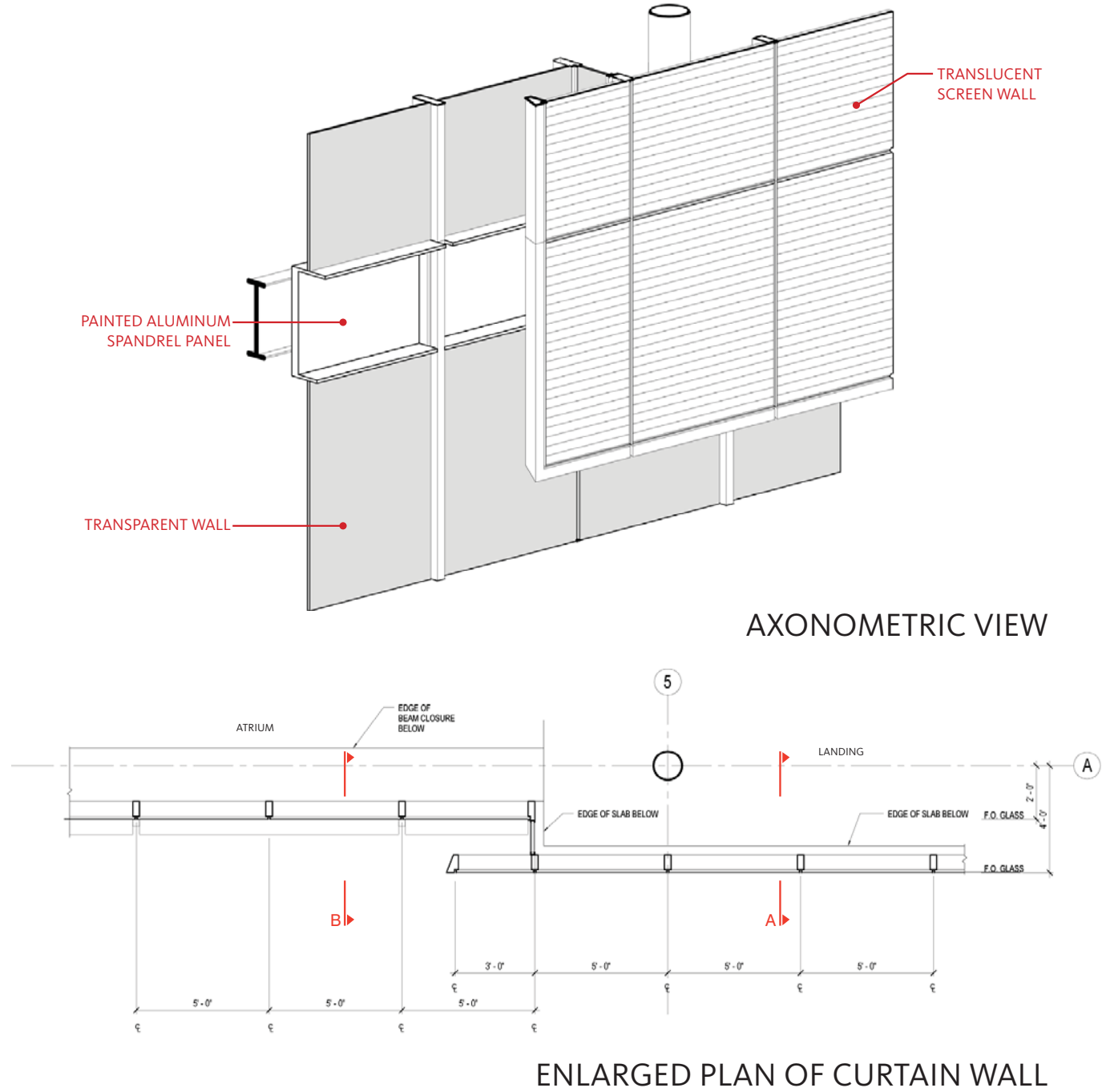
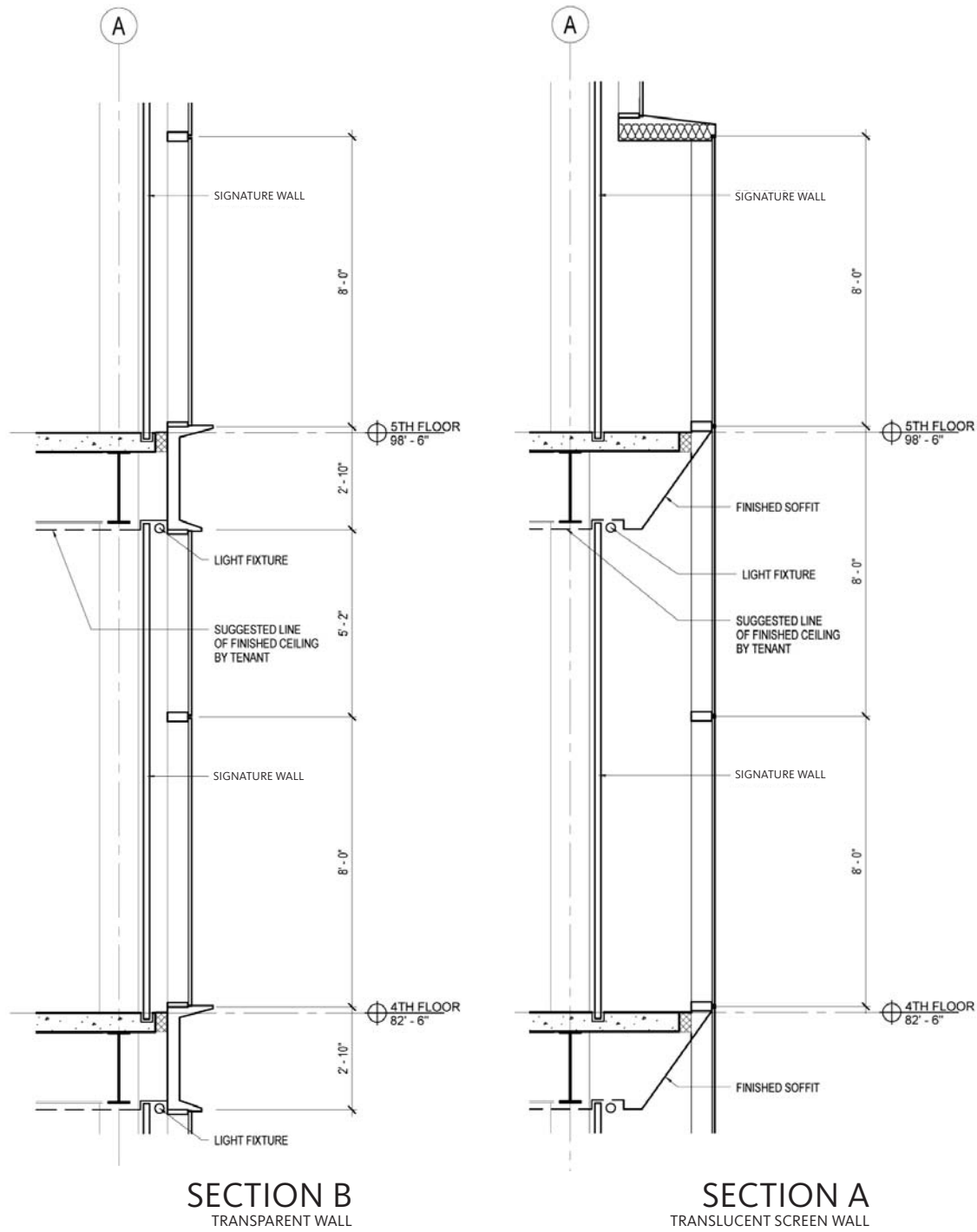
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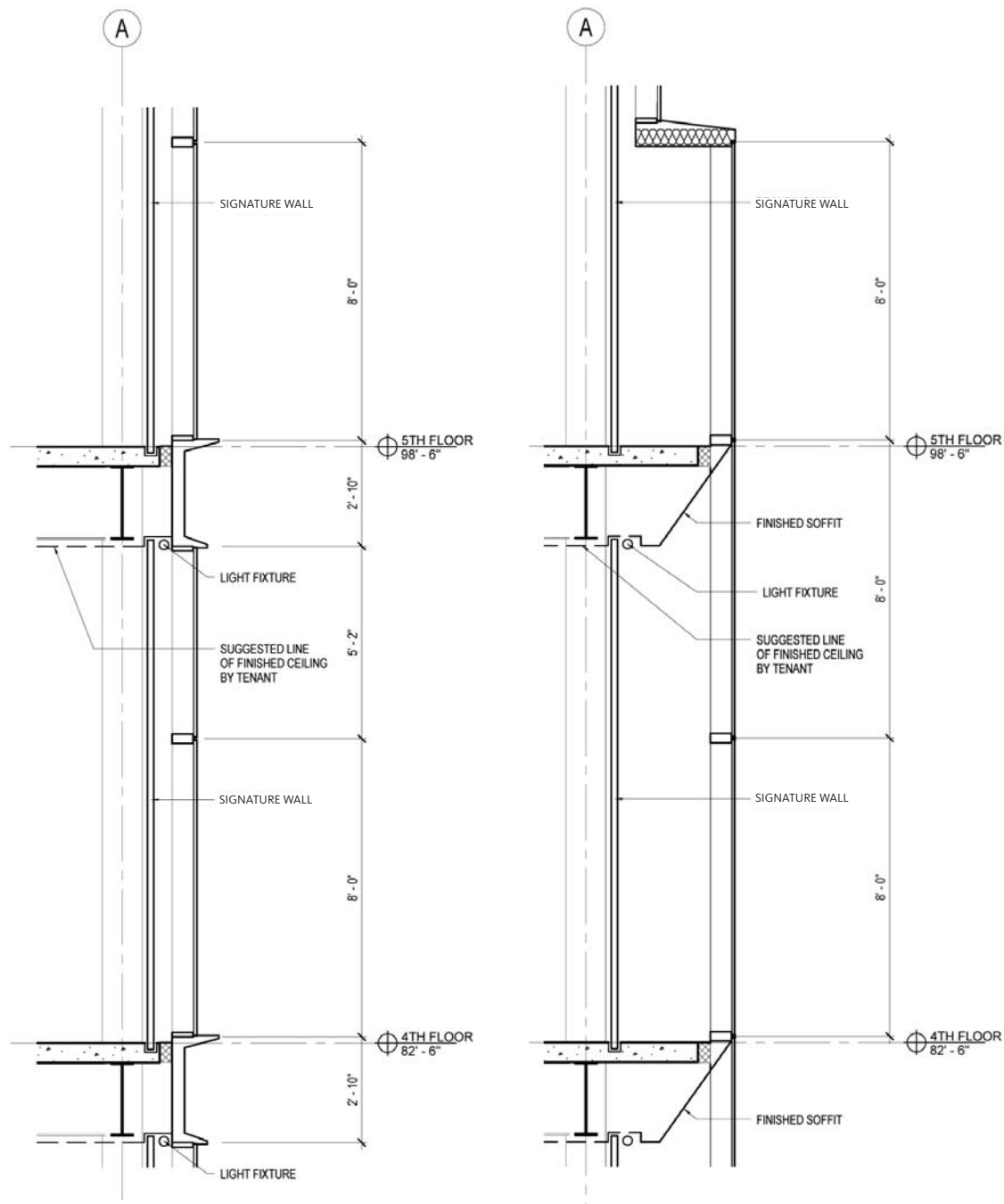
VIEW LOOKING EAST ALONG MARKET STREET

URBAN  
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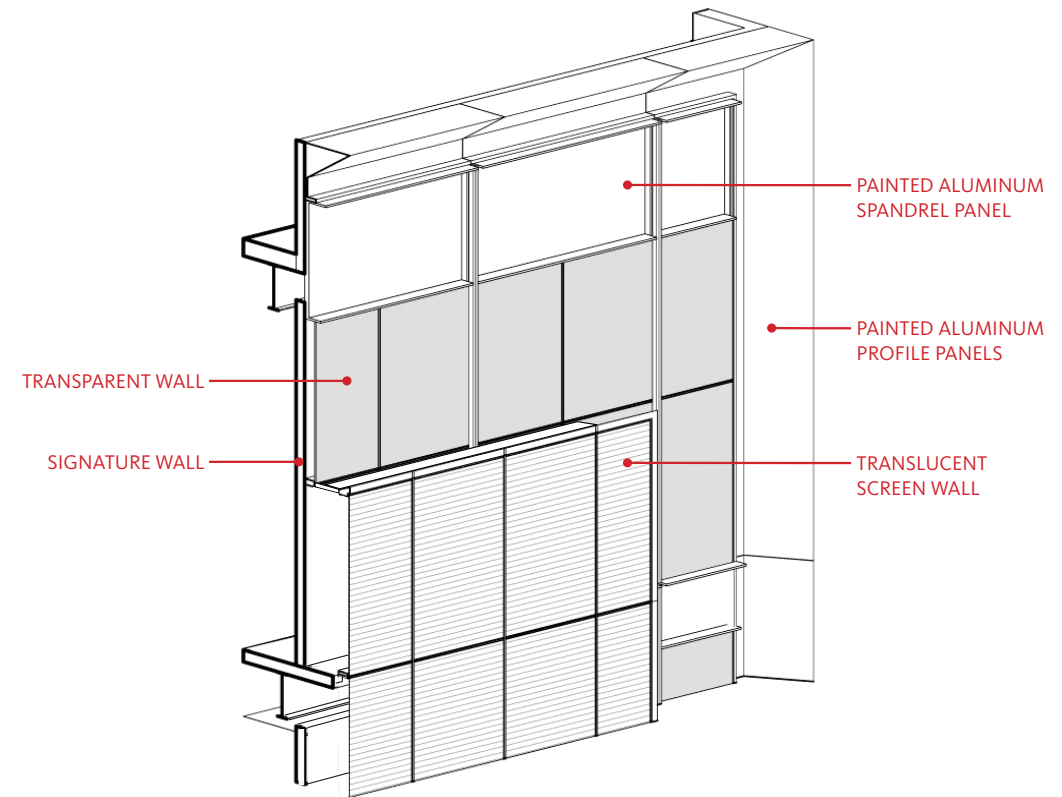


ENLARGED SECTIONS AND DETAILS

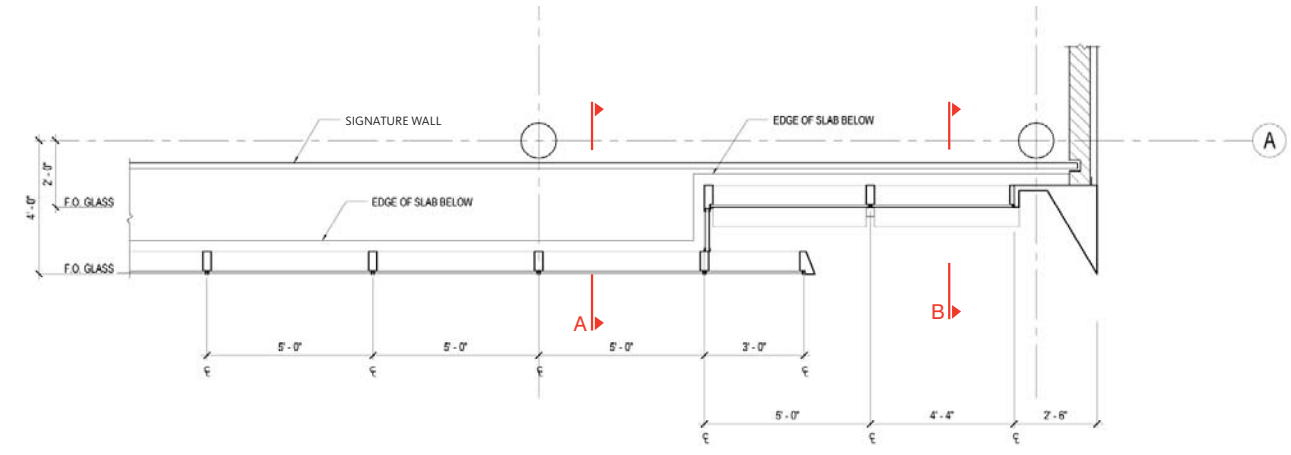


SECTION B  
TRANSPARENT WALL

SECTION A  
TRANSLUCENT SCREEN WALL

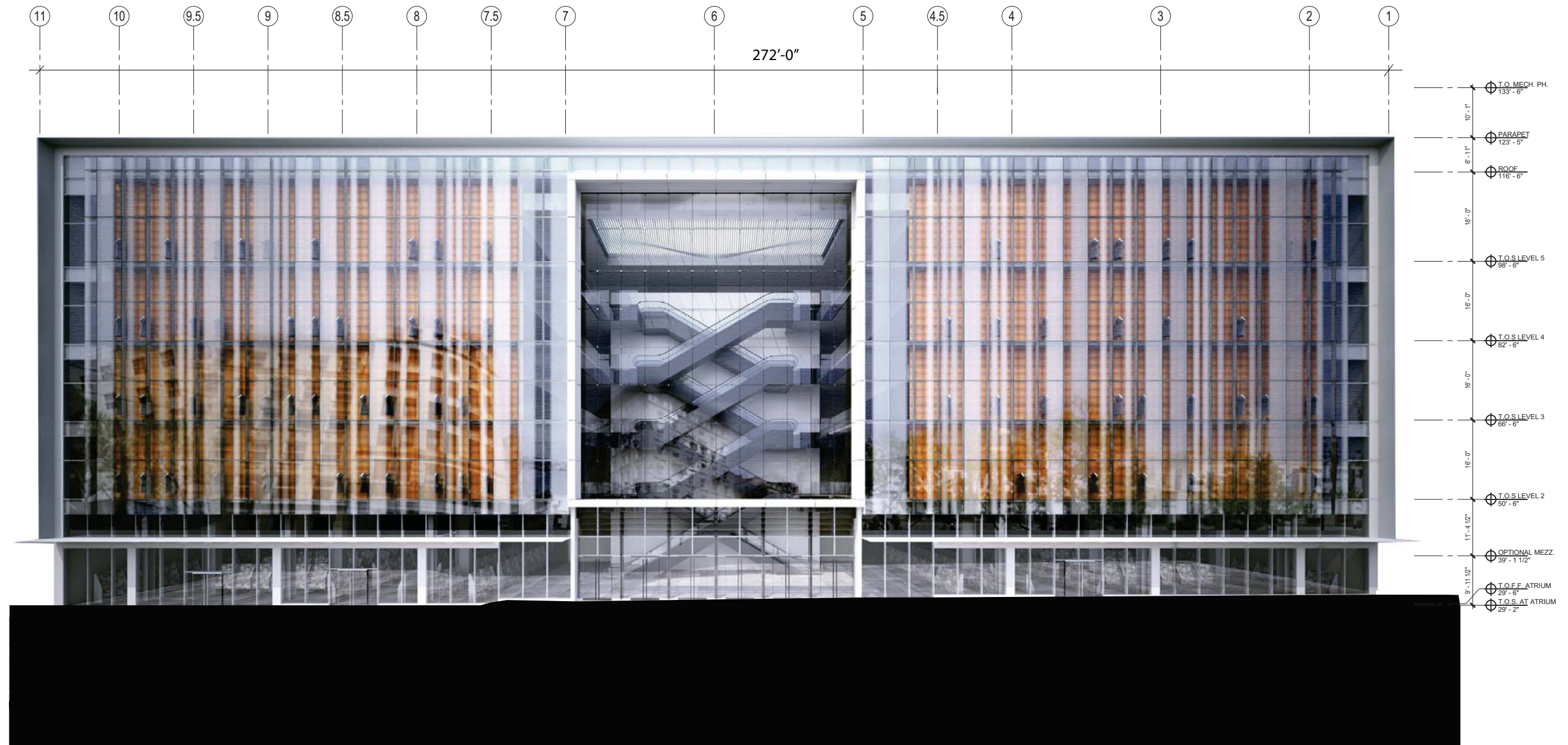


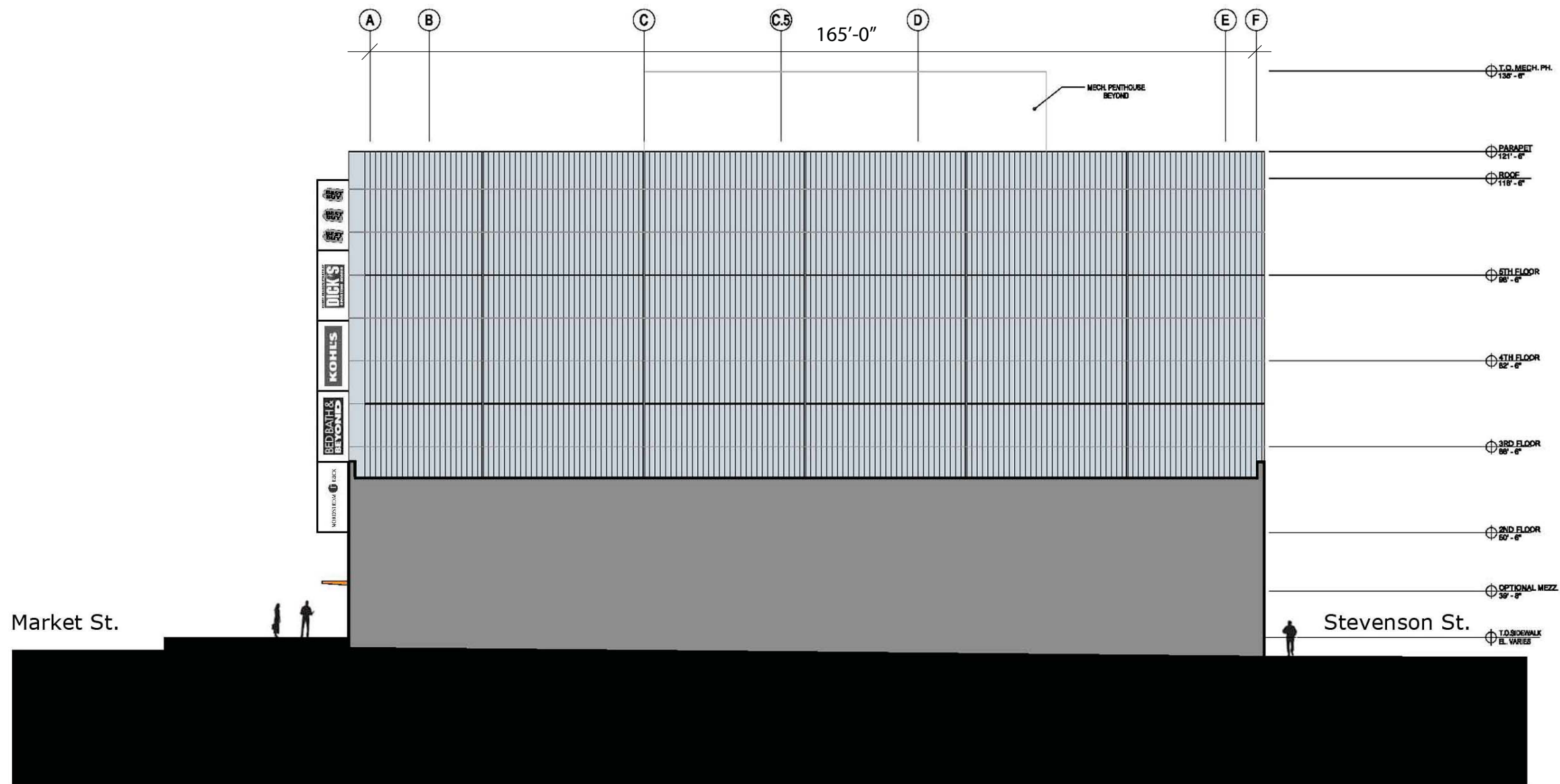
AXONOMETRIC VIEW

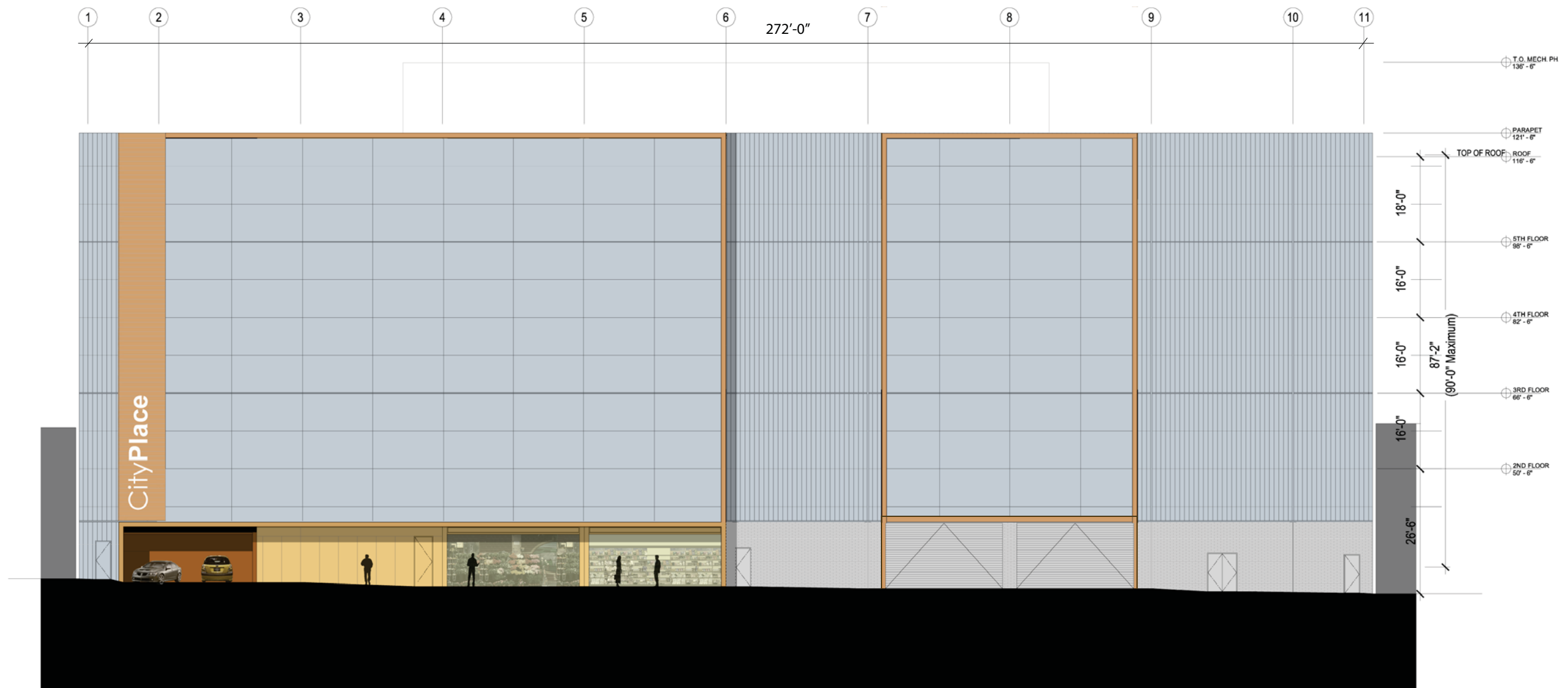


ENLARGED PLAN OF CURTAIN WALL

ENLARGED SECTIONS AND DETAILS







**CityPlace**  
 935 Market Street, San Francisco, CA

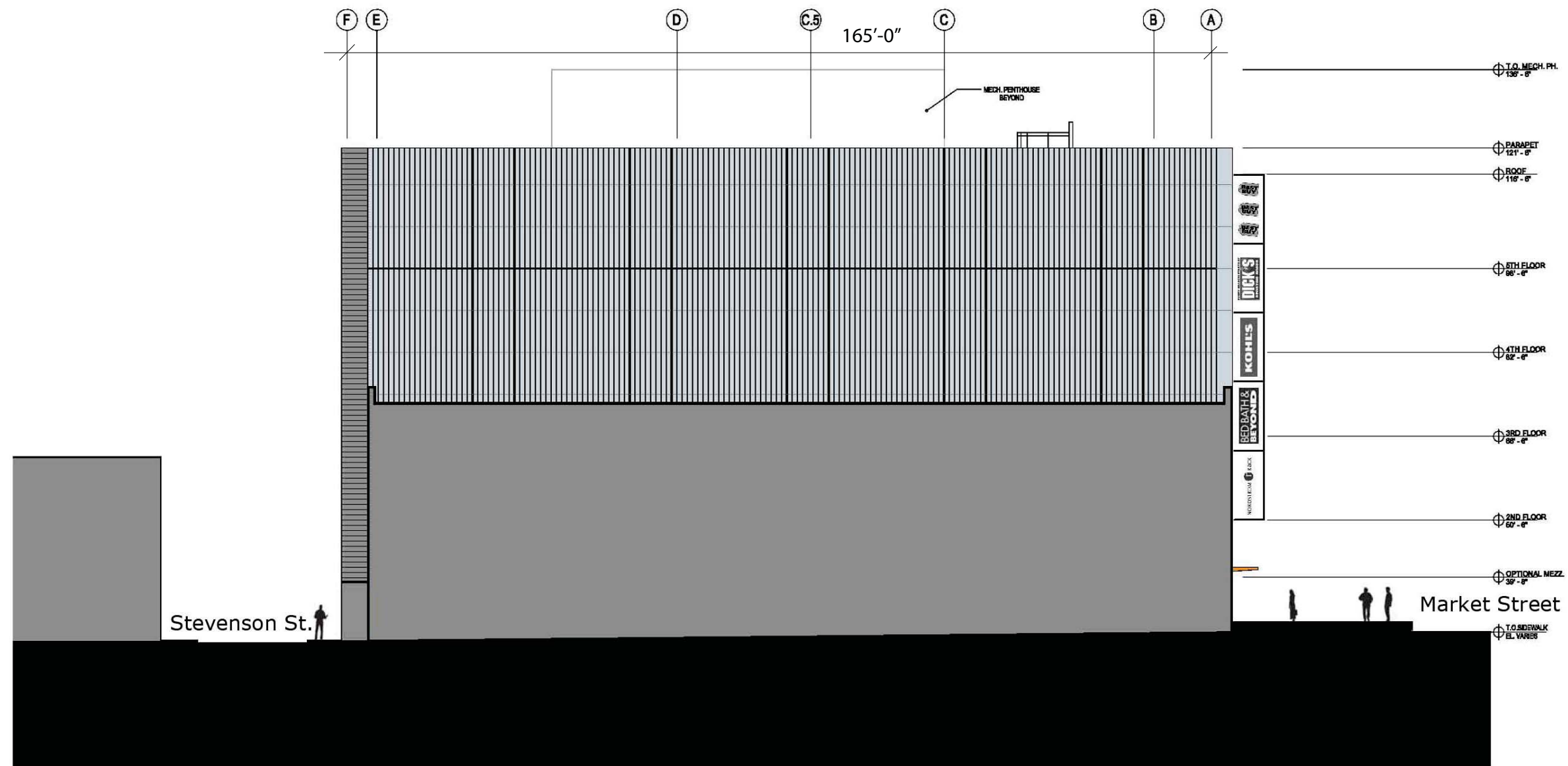
**Gensler**

5.27.2010

**SOUTH ELEVATION (STEVENSON STREET)**

**URBAN**  
 REALTY CO., INC.  
 commonfund





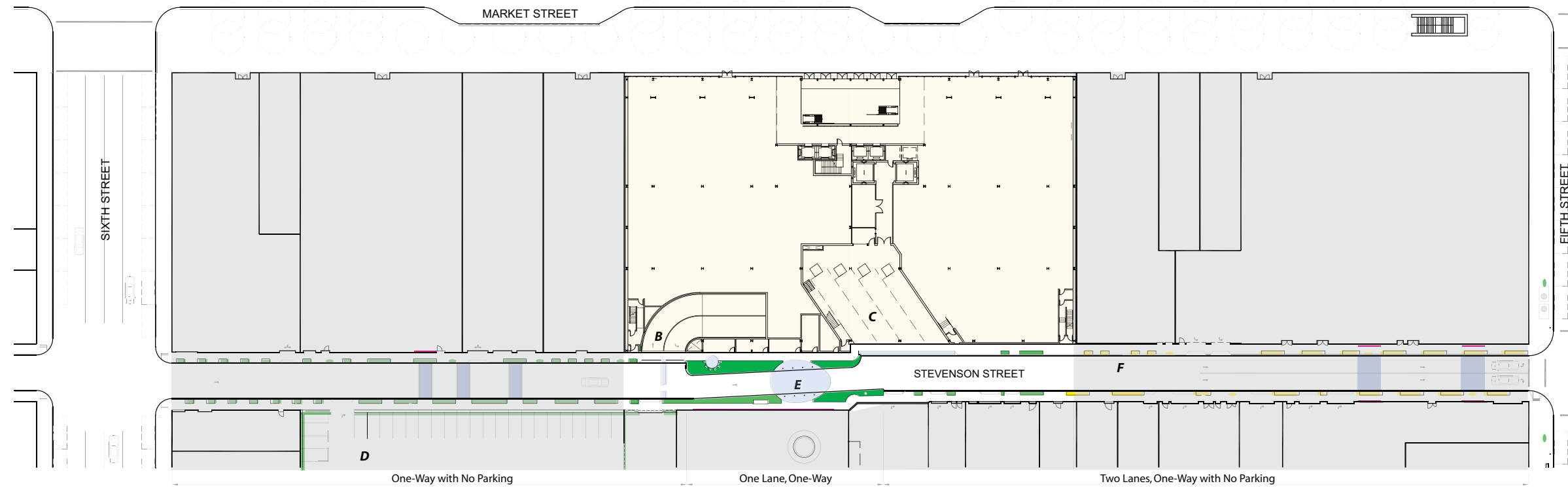
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**Gensler**

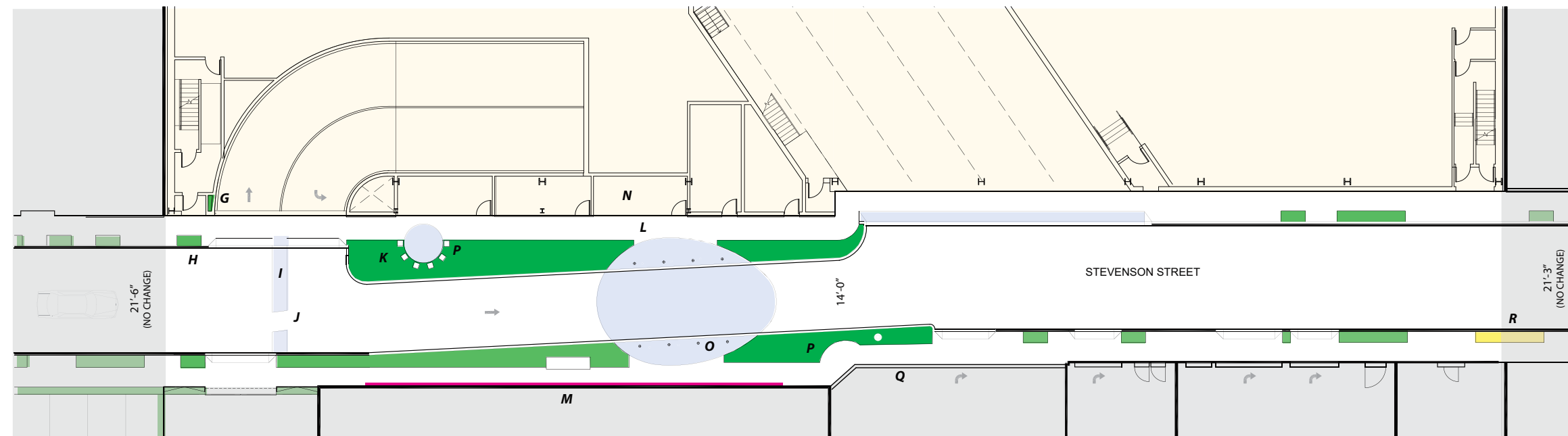
5.27.2010

**EAST ELEVATION**

**URBAN**  
 REALTY CO., INC.  
 commonfund



PROPOSED SITE IMPROVEMENTS PLAN



ENLARGED PROPOSED PLAN OF STEVENSON STREET AT PROJECT FRONTAGE

- |                      |                                      |                             |                           |                     |                                 |
|----------------------|--------------------------------------|-----------------------------|---------------------------|---------------------|---------------------------------|
| Project Area         | A Bikepods (Market St: Location TBD) | E Pedestrian Mini-Plaza     | I Surface Treatment       | M Mural (by Others) | Q Fence & Plantings (by Others) |
| Outside Project Area | B Garage Entry/Exit                  | F Loading Zone              | J Bicycle Pass-Through    | N Micro-Vendors (3) | R Future Sidewalk Improvements  |
|                      | C Interior Loading Dock              | G Plantings Within Property | K Mini-Plaza Plantings    | O Curb and Bollards |                                 |
|                      | D Delivery Parking                   | H Sidewalk Plantings        | L Light Sculpture (Above) | P Sculpture         |                                 |



**SHIFT**  
Shift Design Studio  
San Francisco, CA

DESIGN:  
Jane Martin - Shift Design Studio  
2717 Harrison Street  
San Francisco, CA 94110  
415 431 2777  
janemartin@shiftdesignstudio.com

CLIENT:  
Urban Realty  
364 Bush Street  
San Francisco, CA 94104

**CityPlace**  
San Francisco, CA  
Site Improvements at Market and Stevenson Streets  
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ISSUE BY DATE  
REVISED JM 5.10.09

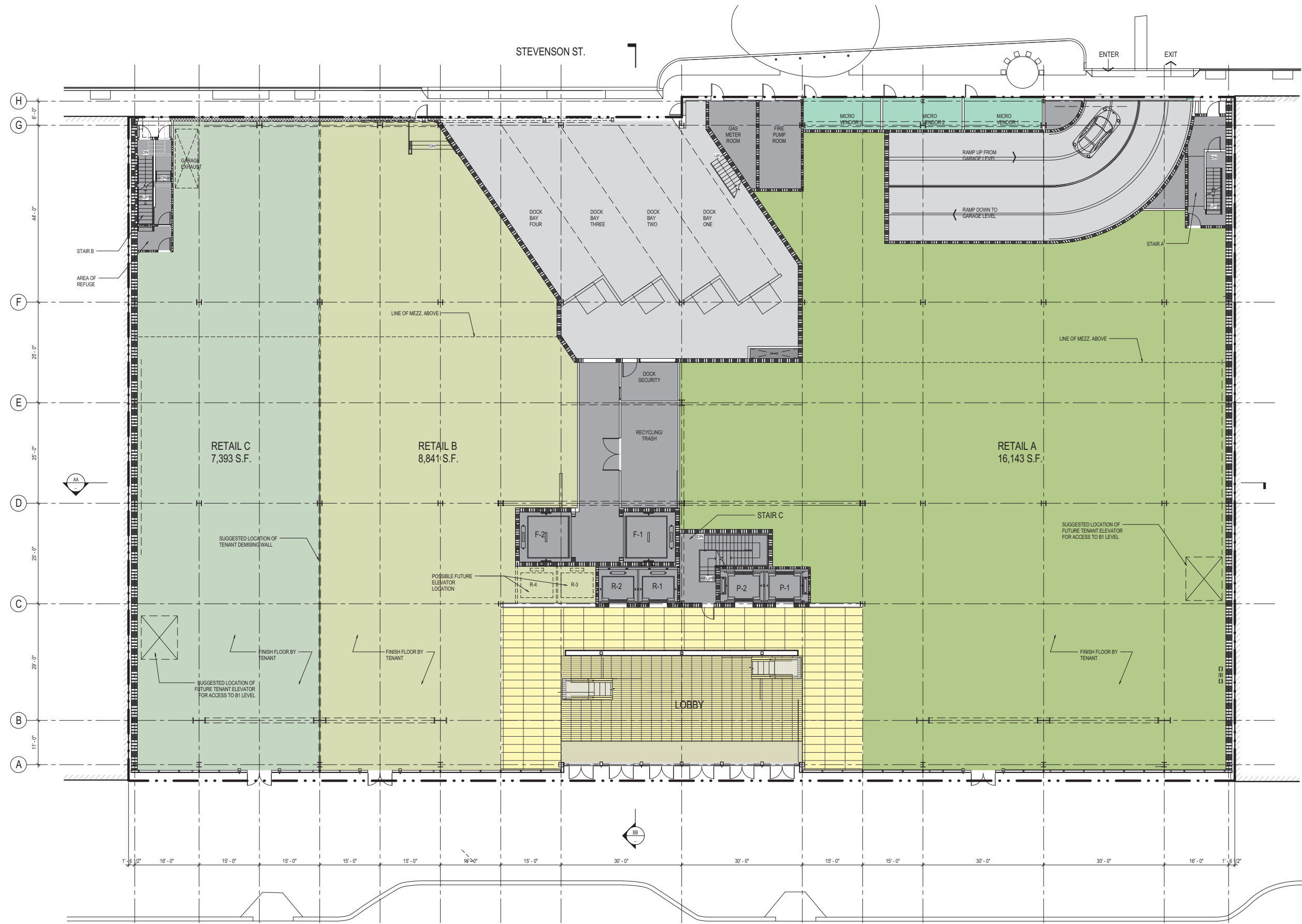
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935 Market Street, San Francisco, CA

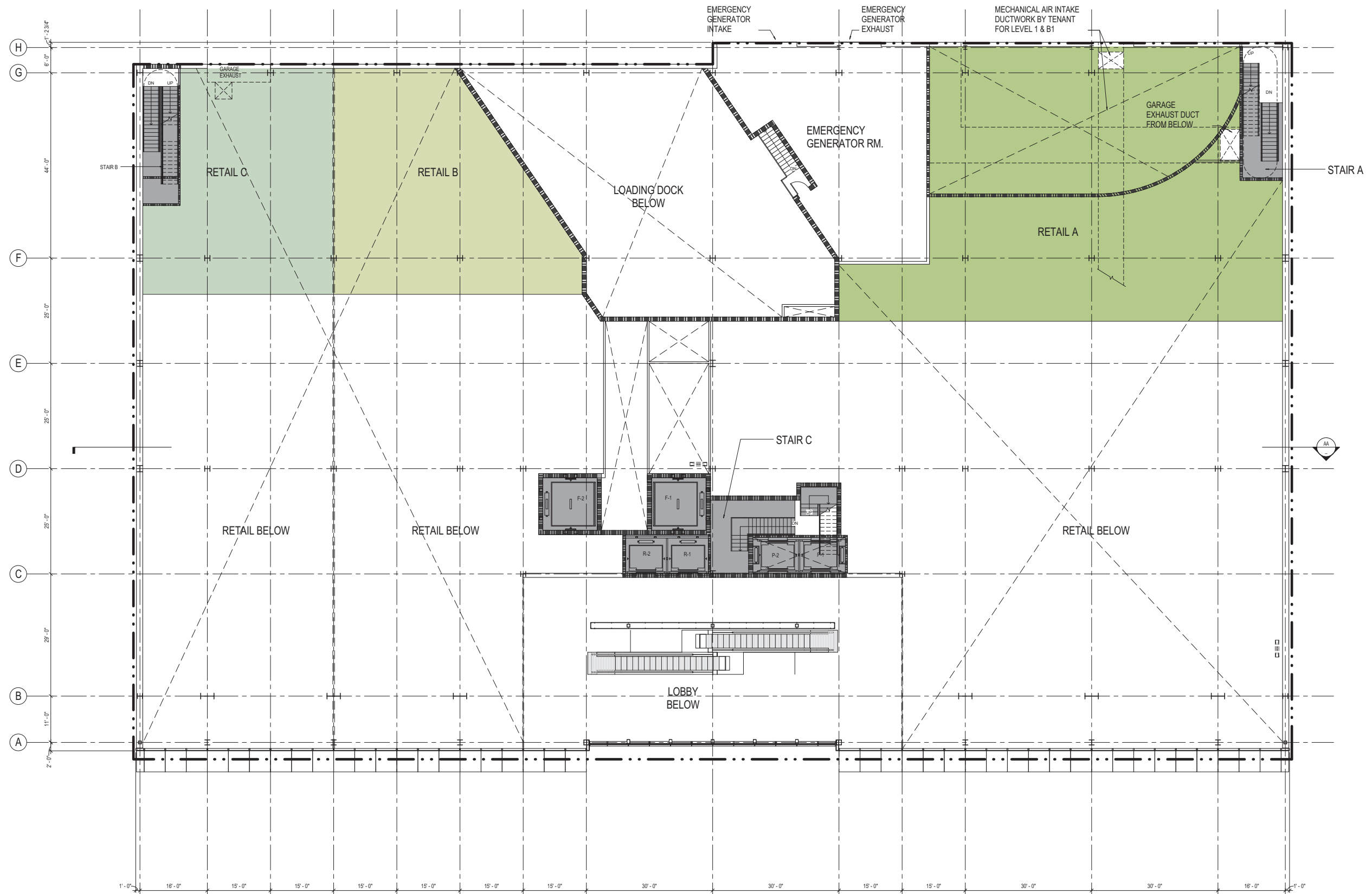
**Gensler**

5.27.2010

**SITE IMPROVEMENT**

**URBAN**  
REALTY CO., INC.  
**commonfund**





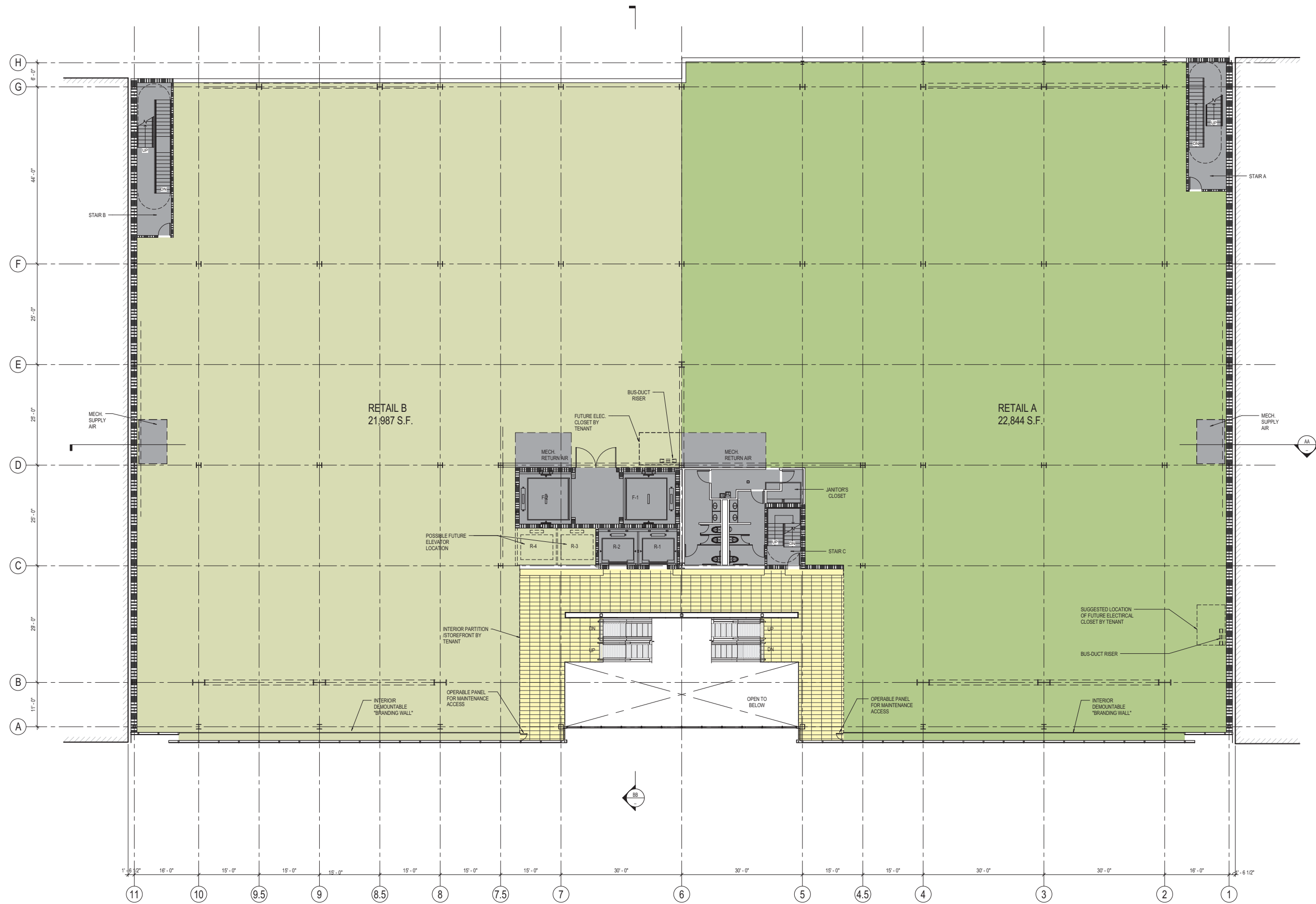
**CityPlace**  
 935 Market Street, San Francisco, CA

**Gensler**

5.27.2010

**MEZZANINE LEVEL**

**URBAN**  
 REALTY CO., INC.  
 commonfund



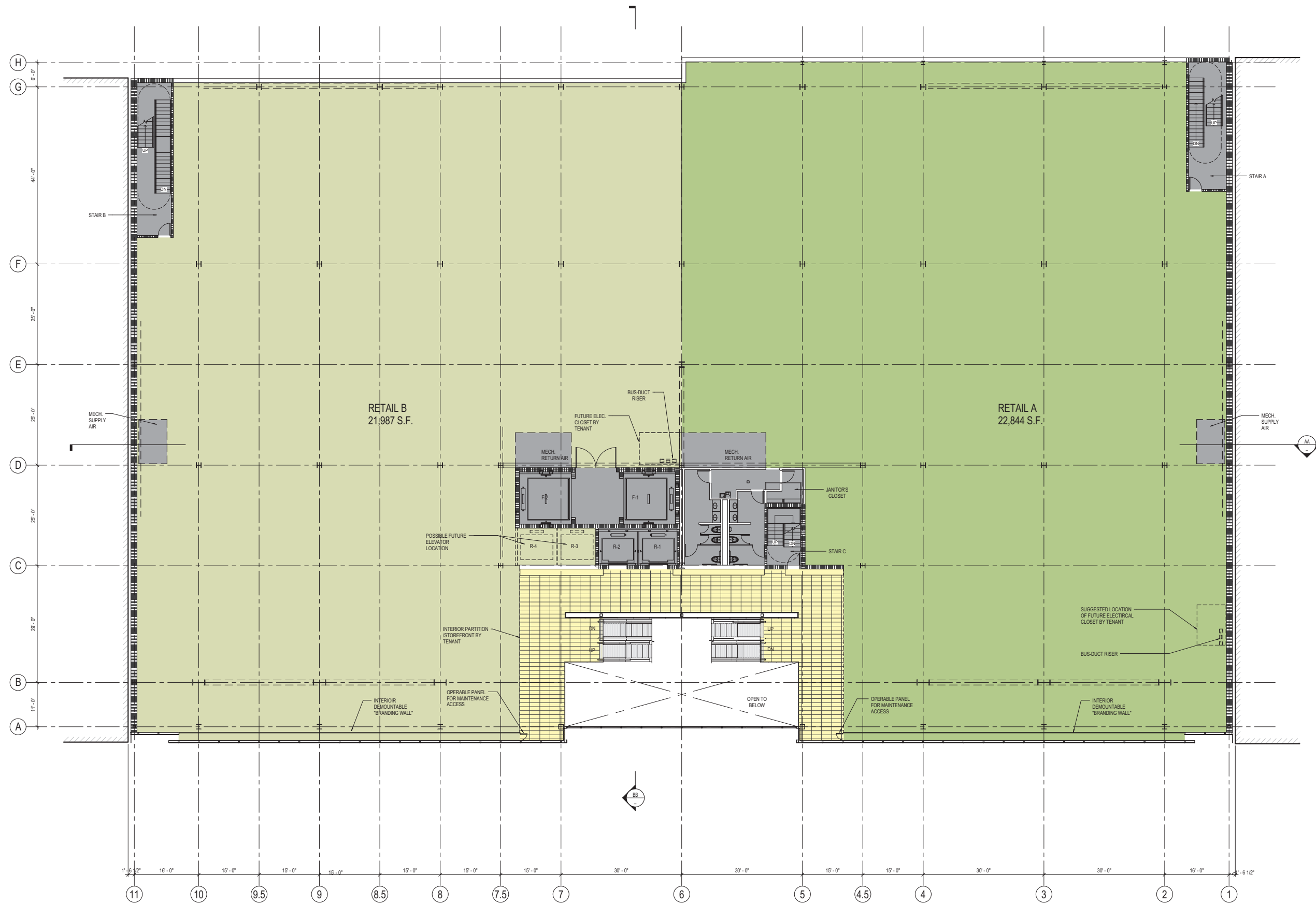
**CityPlace**  
 935 Market Street, San Francisco, CA

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5.27.2010

**SECOND FLOOR RETAIL**

**URBAN**  
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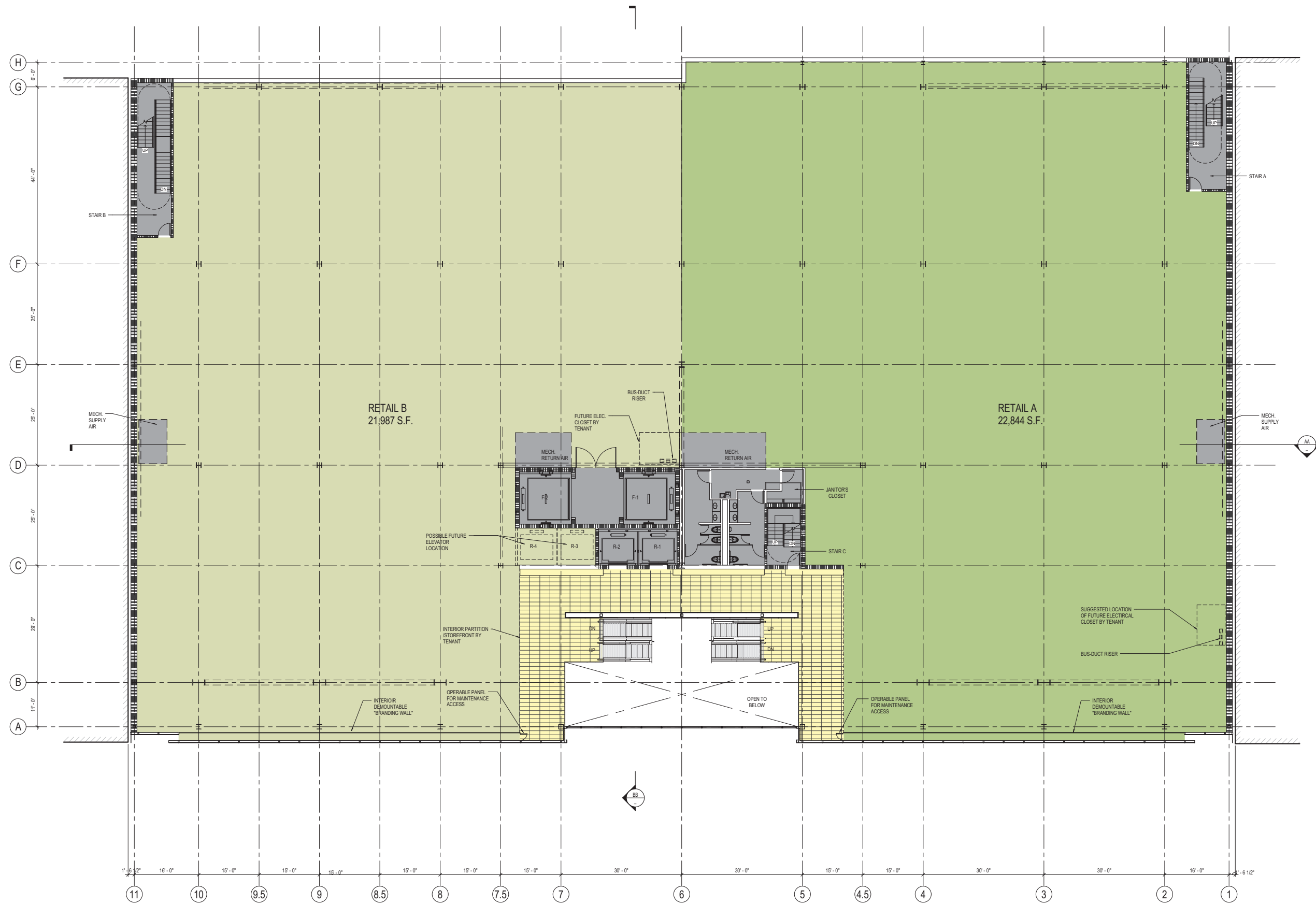
**CityPlace**  
 935 Market Street, San Francisco, CA

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5.27.2010

**THIRD FLOOR RETAIL**

**URBAN**  
 REALTY CO., INC.  
 commonfund



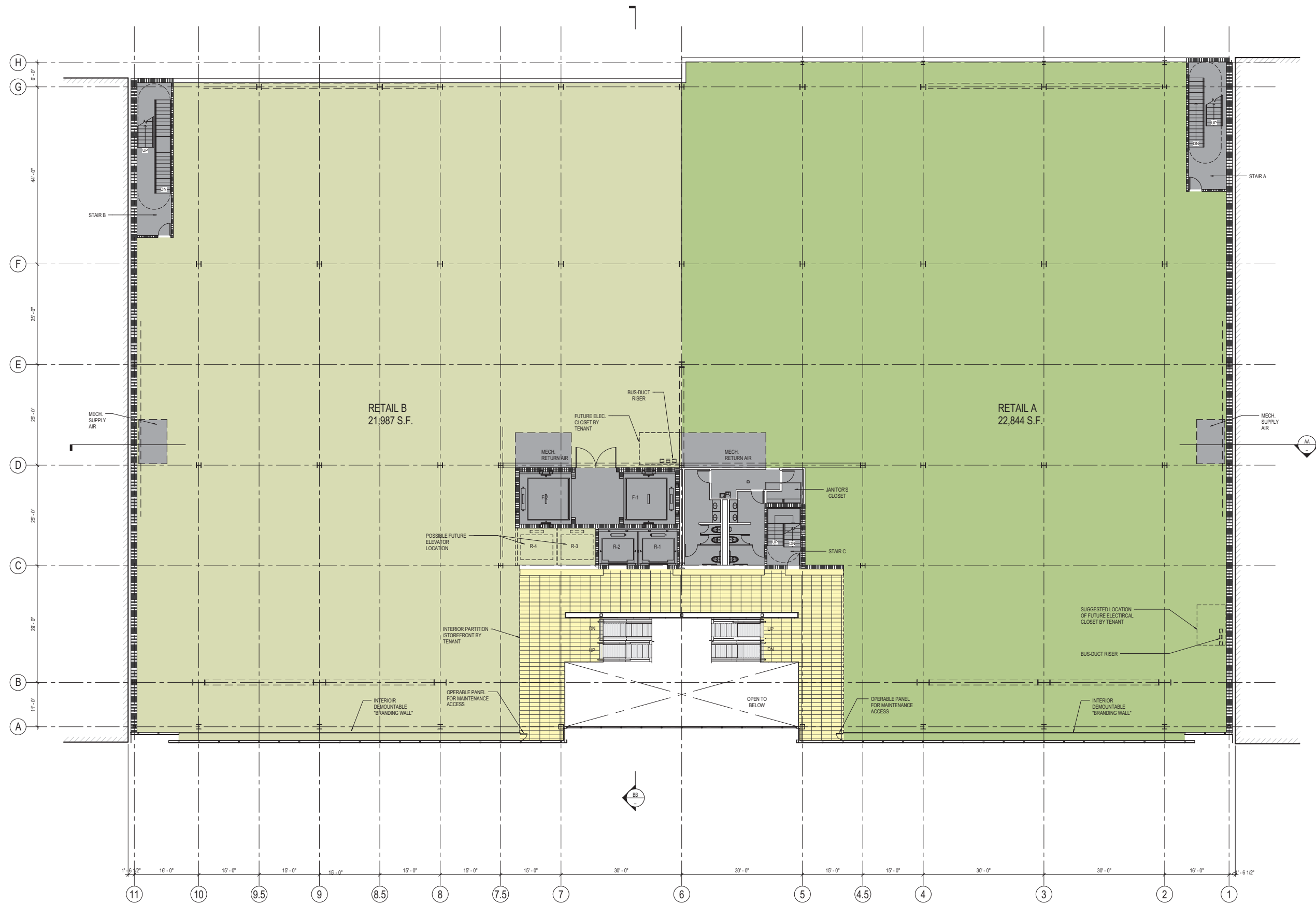
**CityPlace**  
 935 Market Street, San Francisco, CA

**Gensler**

5.27.2010

**FOURTH FLOOR RETAIL**

**URBAN**  
 REALTY CO., INC.  
 commonfund



**CityPlace**  
 935 Market Street, San Francisco, CA

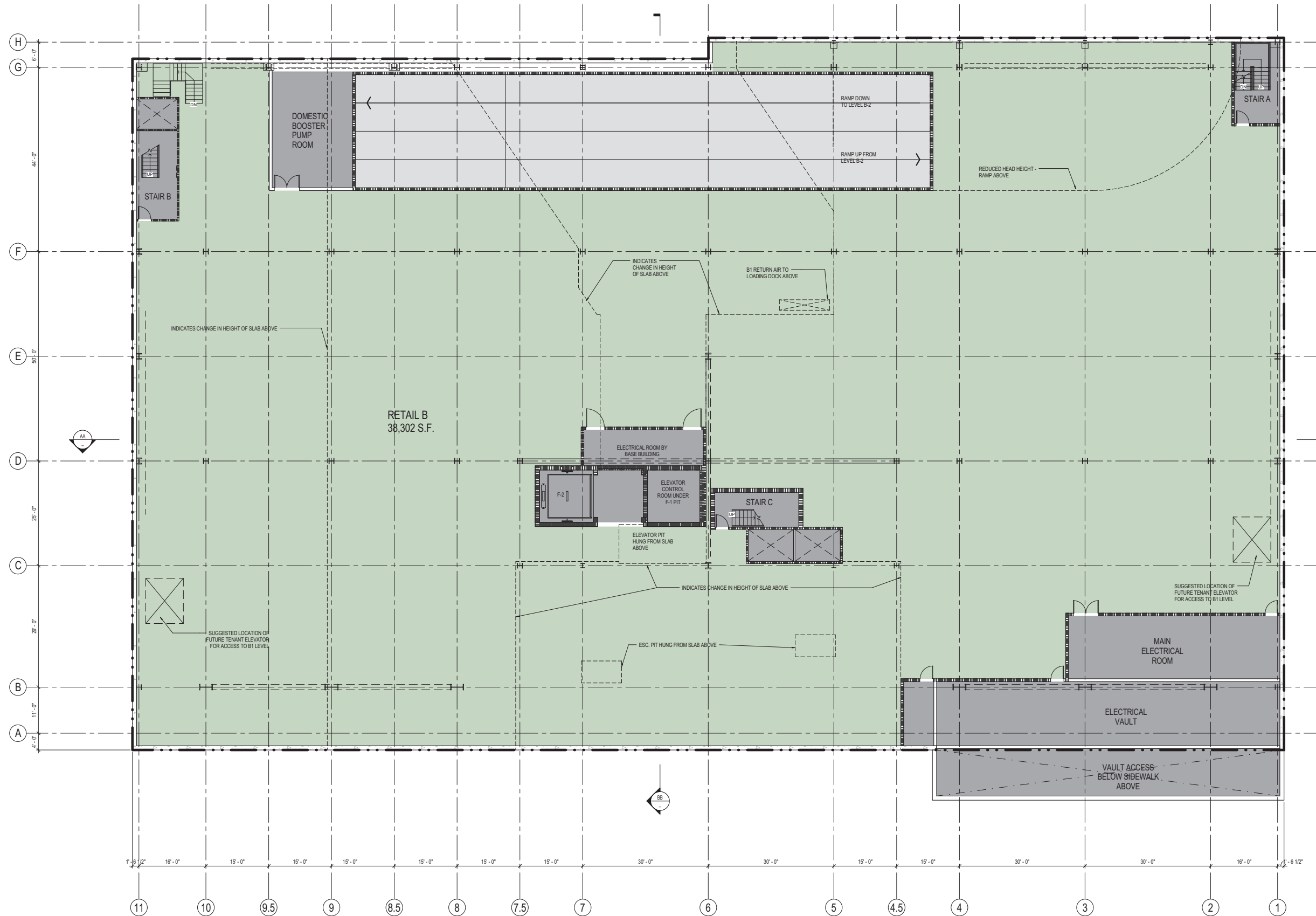
**Gensler**

5.27.2010

**FIFTH FLOOR RETAIL**

**URBAN**  
 REALTY CO., INC.  
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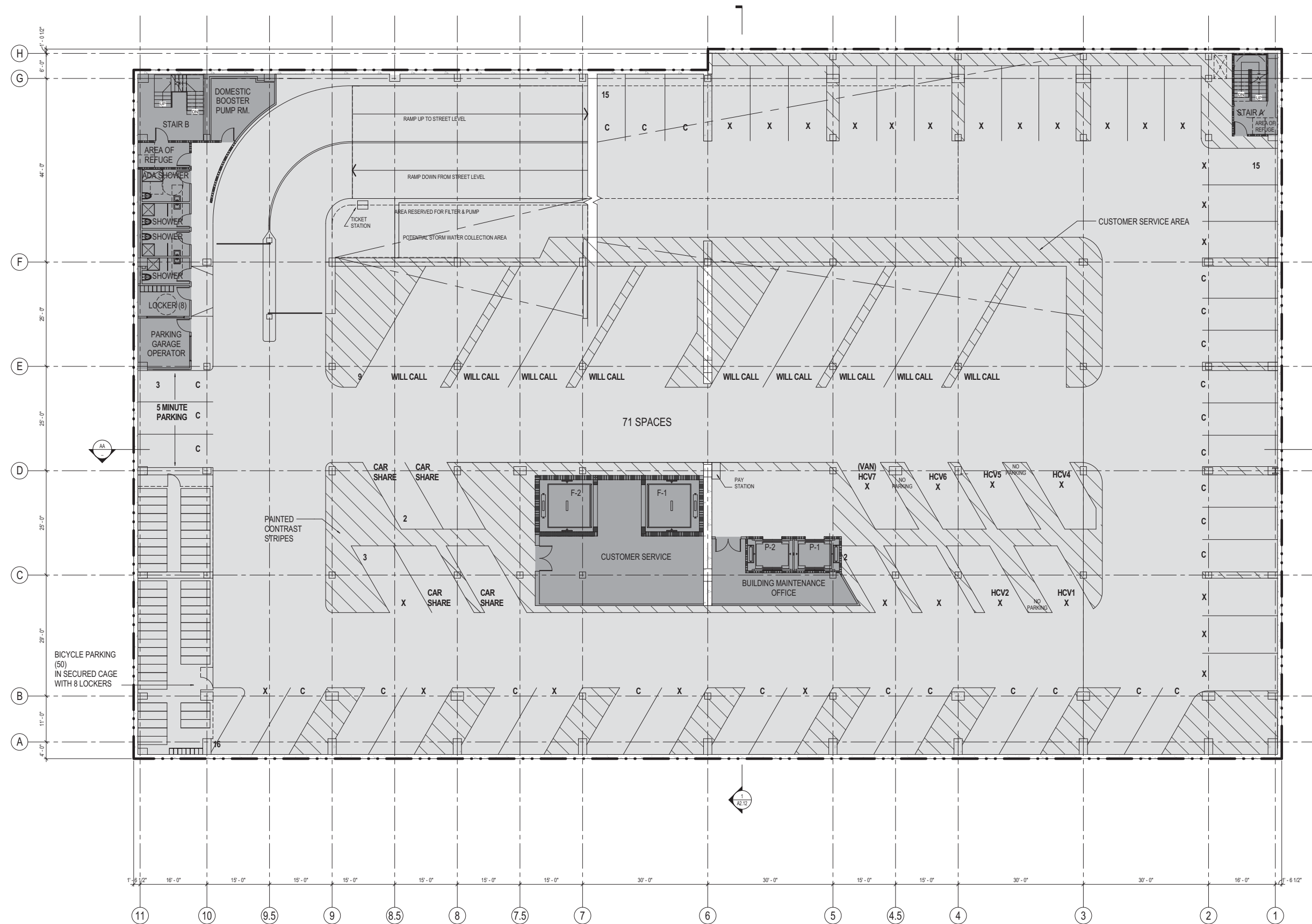
**CityPlace**  
 935 Market Street, San Francisco, CA

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**LOWER LEVEL RETAIL**

**URBAN**  
 REALTY CO., INC.  
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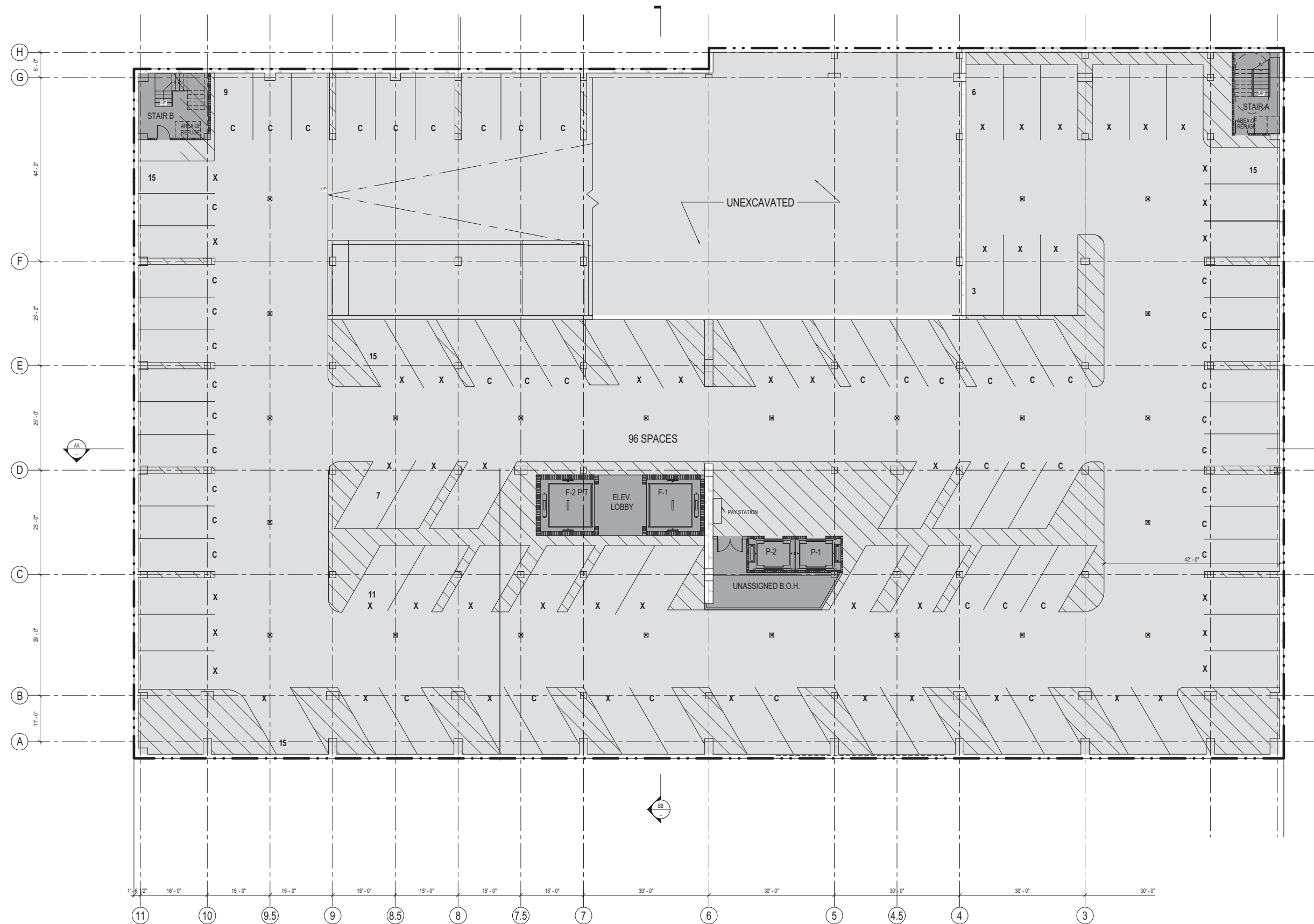
**CityPlace**  
 935 Market Street, San Francisco, CA

**Gensler**

5.27.2010

**LEVEL B2 PARKING**

**URBAN**  
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 commonfund



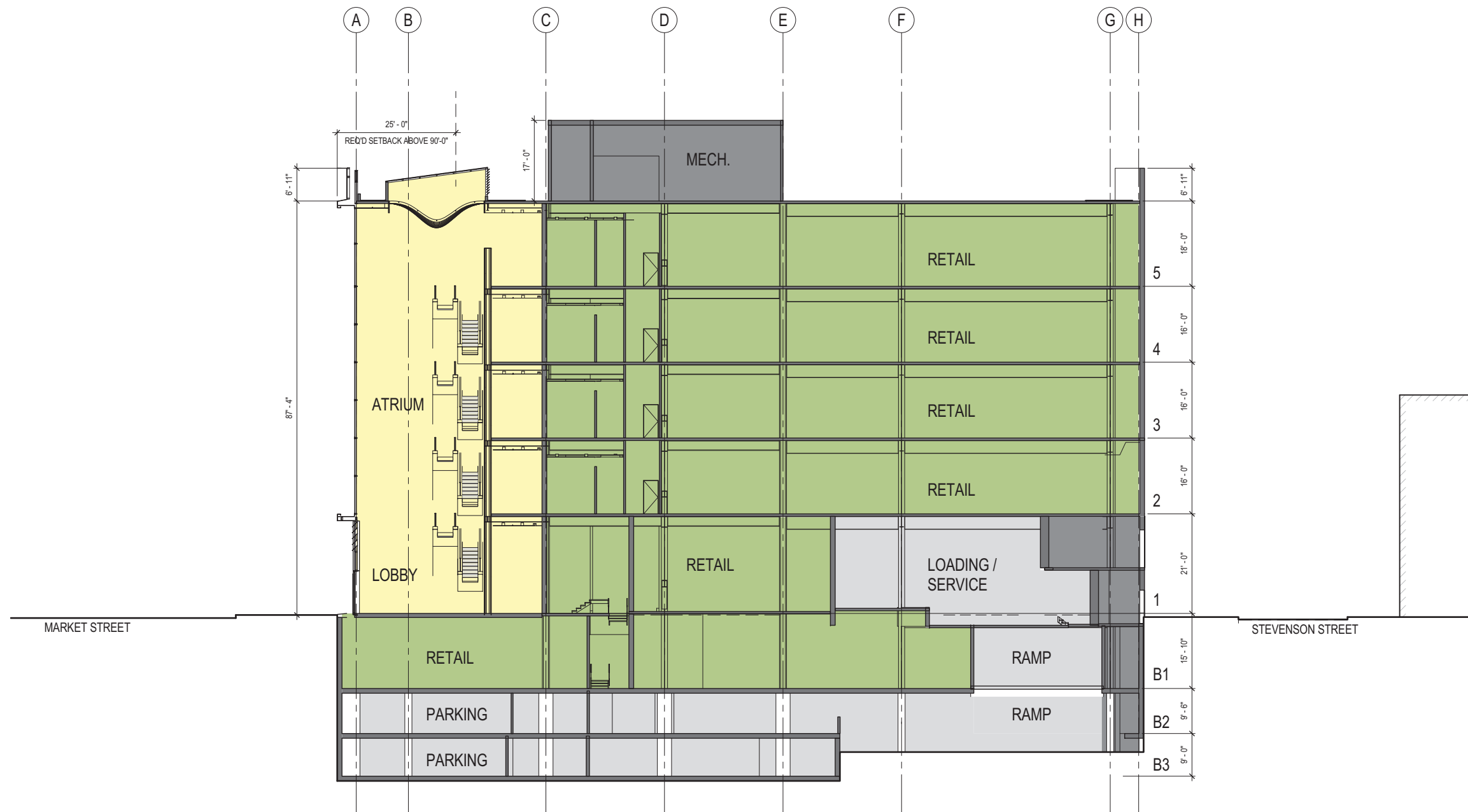
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 935 Market Street, San Francisco, CA

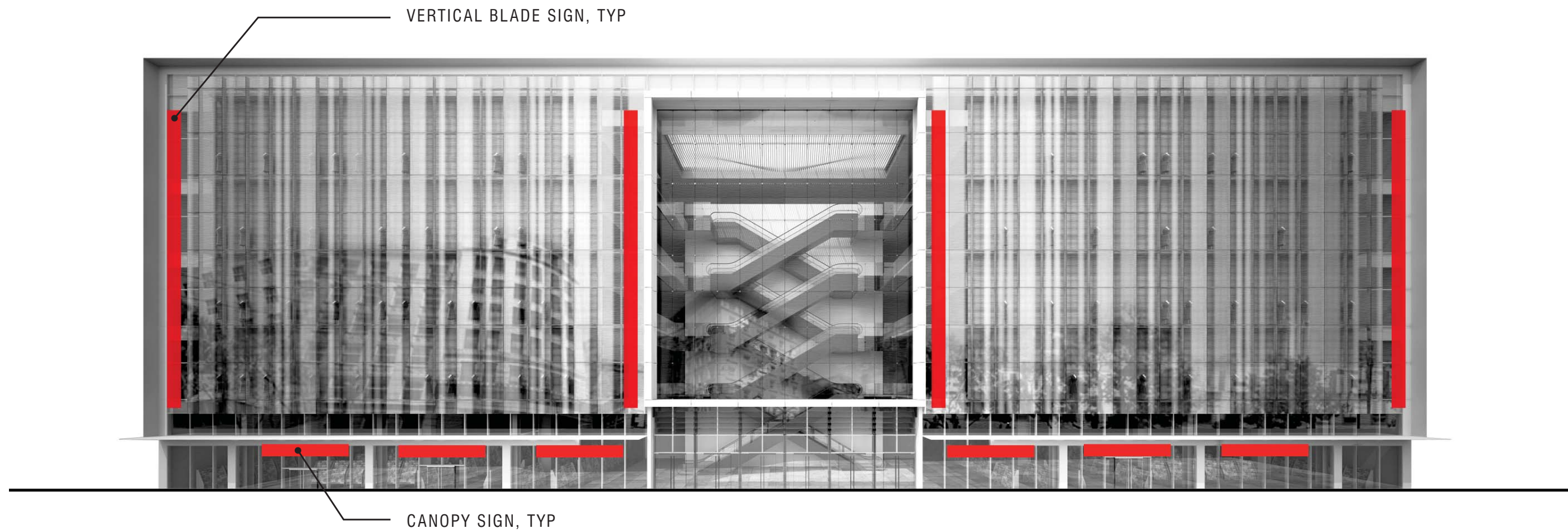
**Gensler**

5.27.2010

**BASEMENT LEVEL 3**

**URBAN**  
 REALTY CO., INC.  
 commonfund





# CityPlace

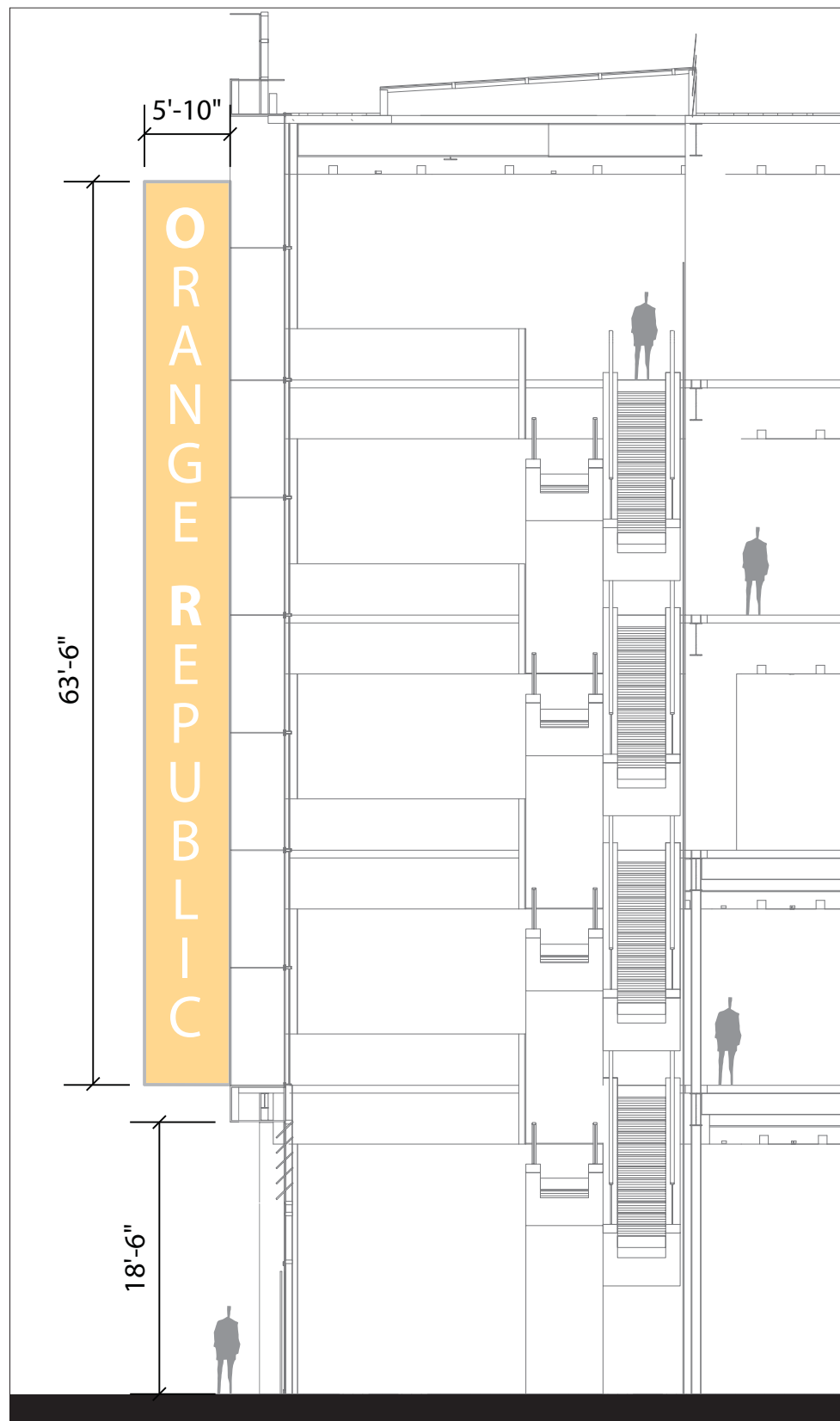
935 Market Street, San Francisco, CA

**Gensler**

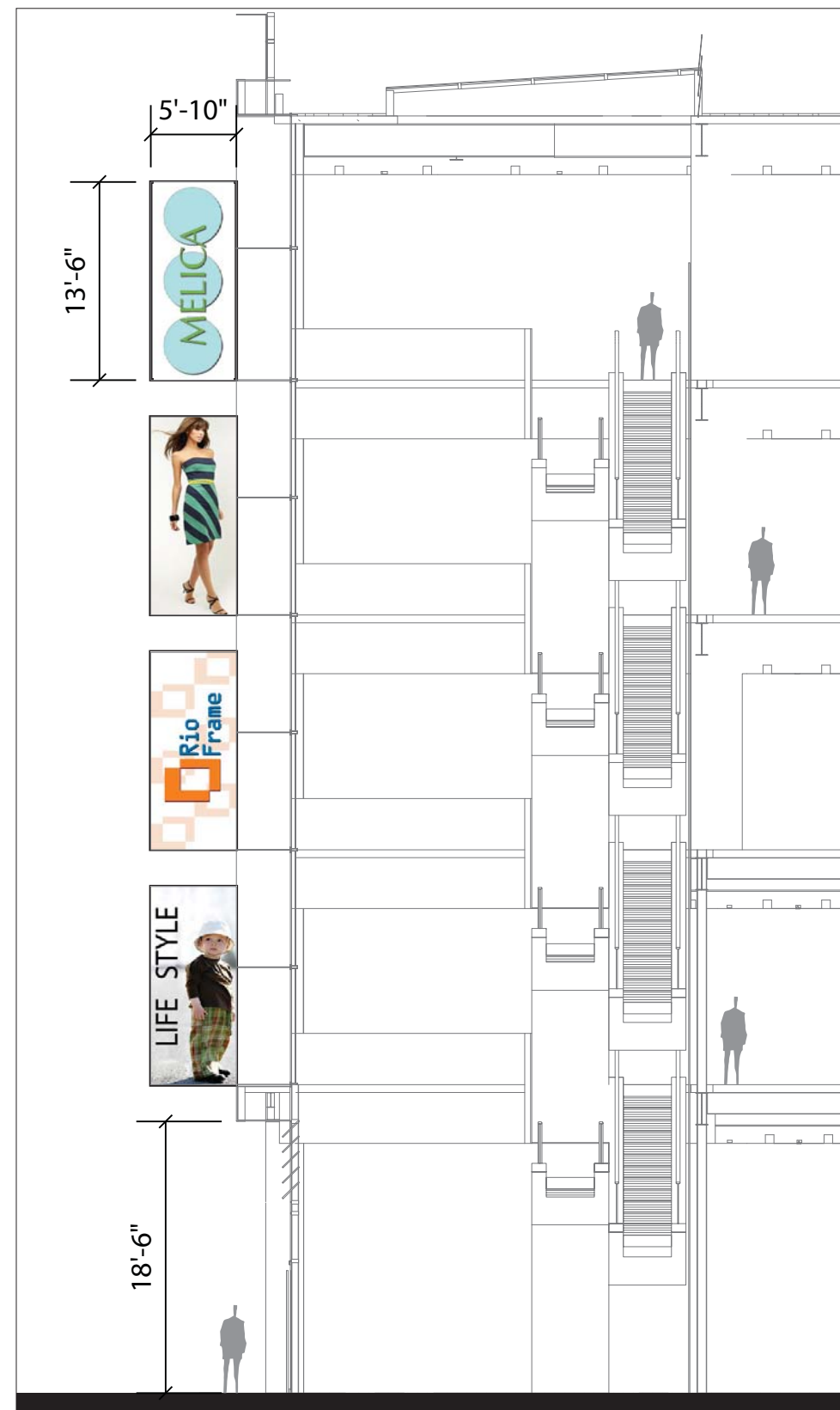
5.27.2010

## SIGNAGE PROGRAM

URBAN  
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commonfund



**Full Height**



**Multi Panels**

**CityPlace**

935 Market Street, San Francisco, CA

**Gensler**

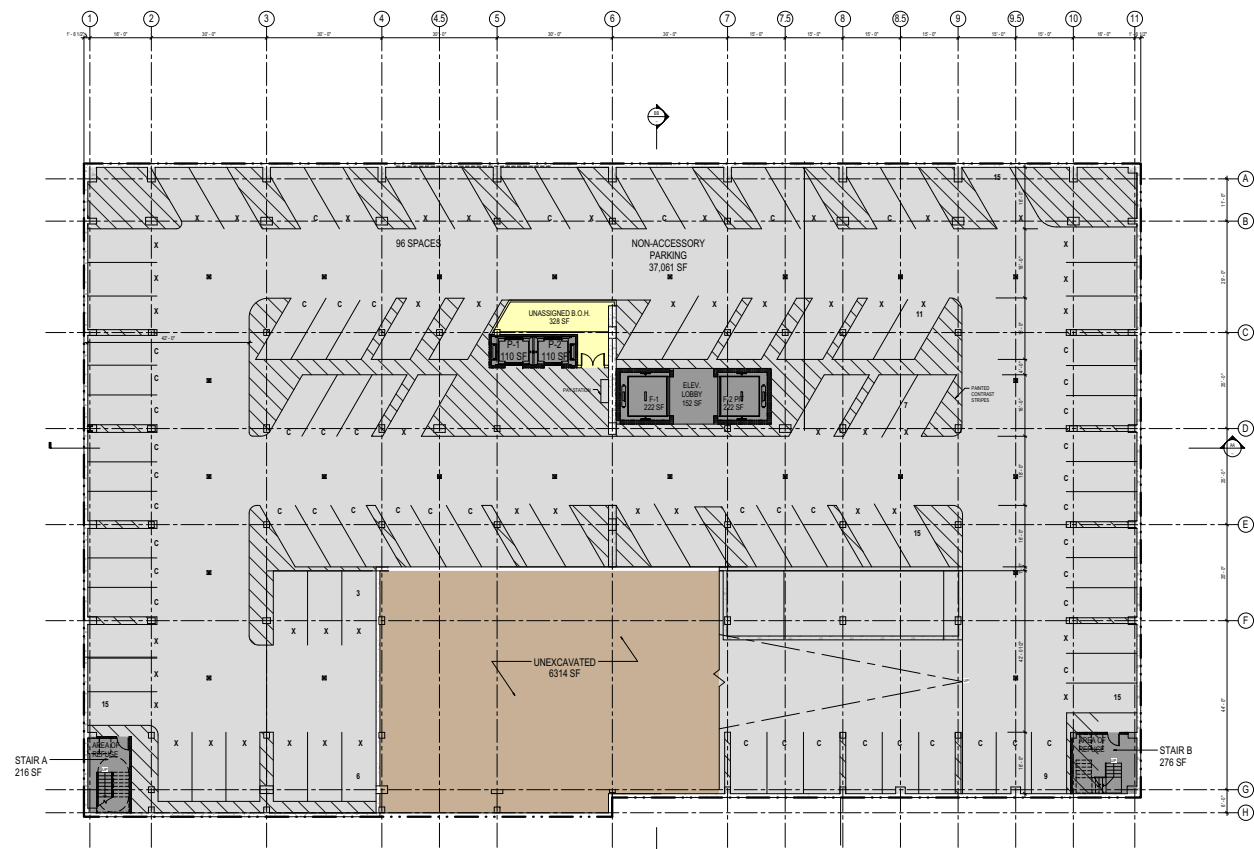
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**BANNER SIGNAGE**

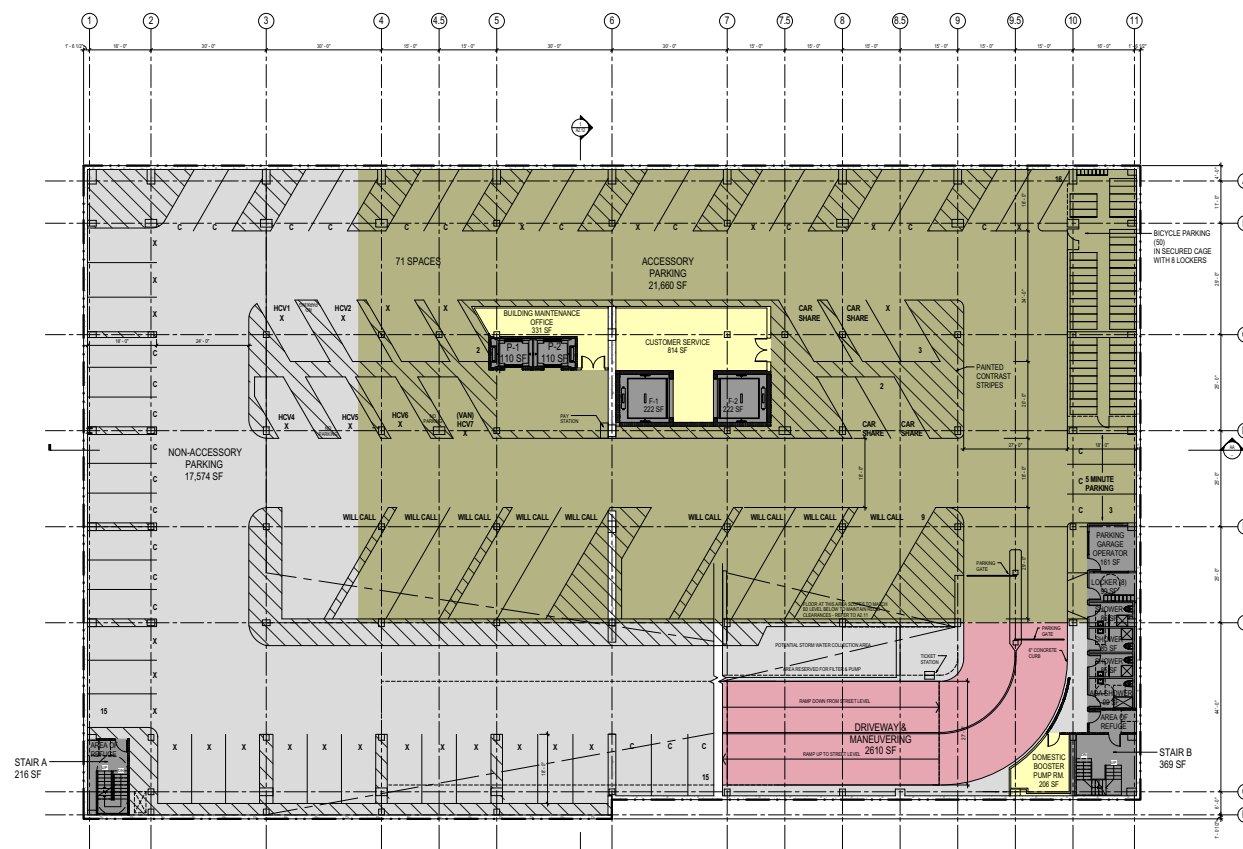
# CityPlace Gross Floor Area Calculations

CityPlace  
SAN FRANCISCO

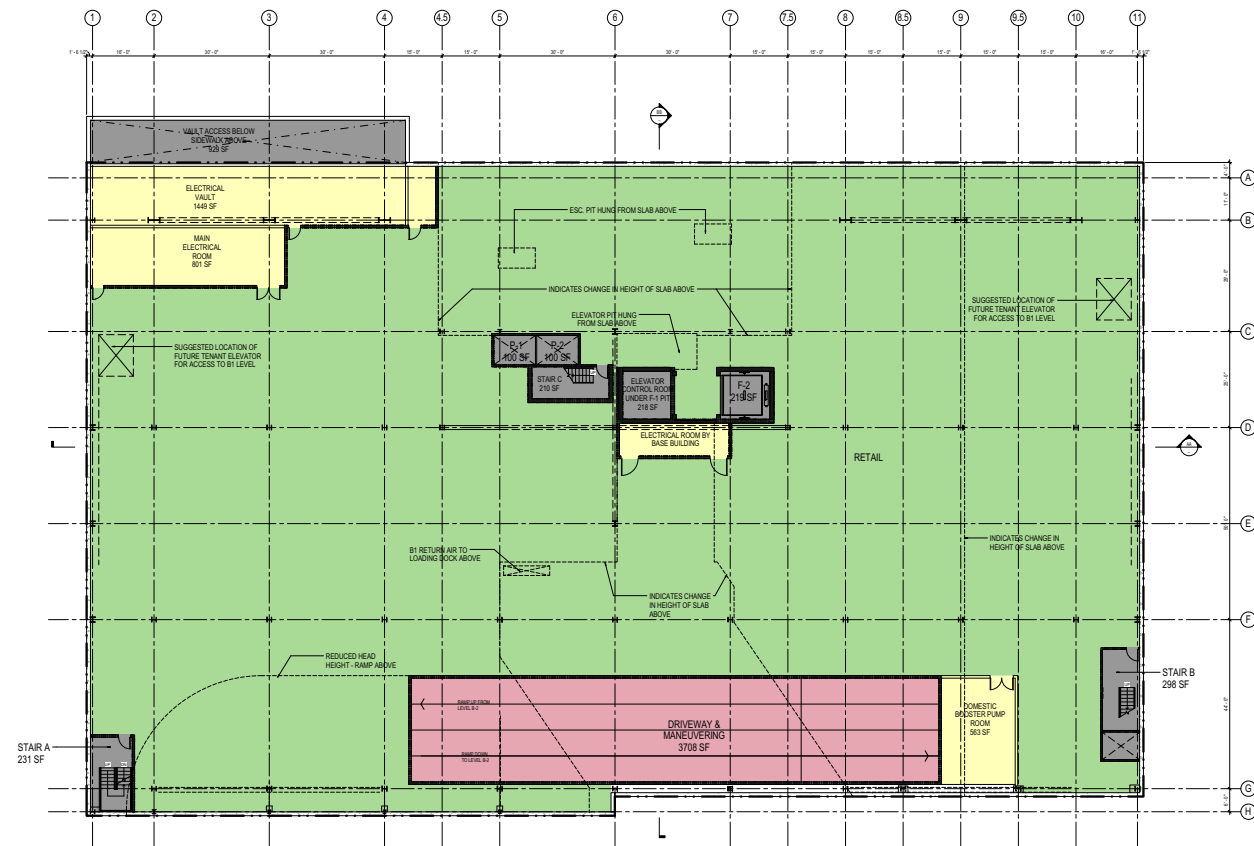
May 10, 2010



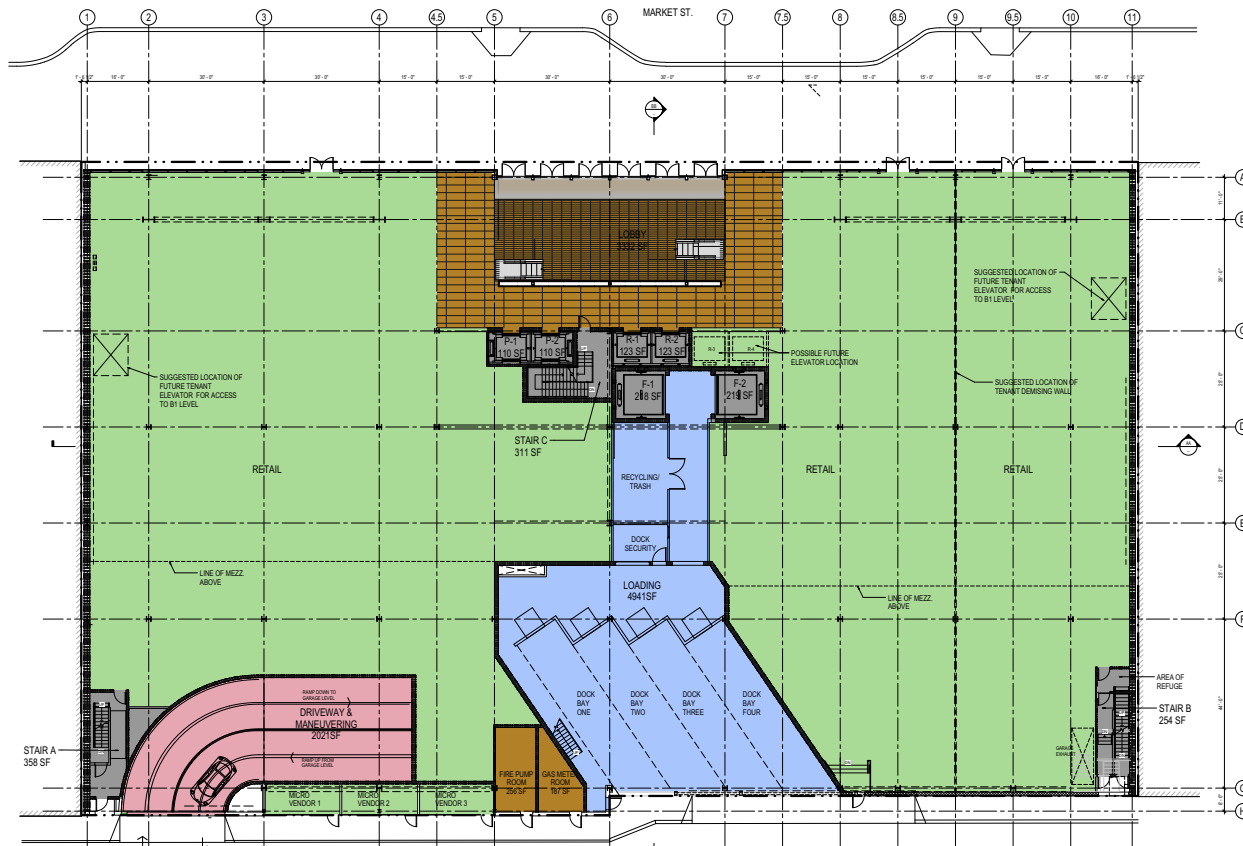
**Basement Floor B3**



**Basement Floor B2**



**Basement Floor B1**



**Ground Floor Level**

**FAR SUMMARY**

	Total FAR
A. Retail Sub-Total	263,367
B. Gross Area Adjustment	46,063
C. Parking FAR	60,191
D. Project Total FAR	369,621
E. TDRs	
Allowable 6 to 1	276,378
Maximum 9 to 1	414,567
TDRs Required	93,243

**Notes:**

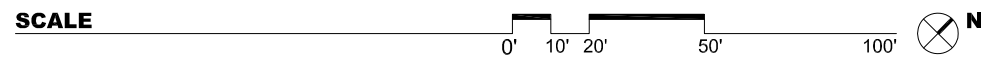
1. The location of elevators serving exclusively the retail tenants are approximate and will be determined more specifically when tenant lease commitments have been secured.
2. The number and location of escalators serving exclusively the retail tenants are approximate and will be determined more specifically when tenant lease commitments have been secured.

**COUNTS TOWARDS FAR**

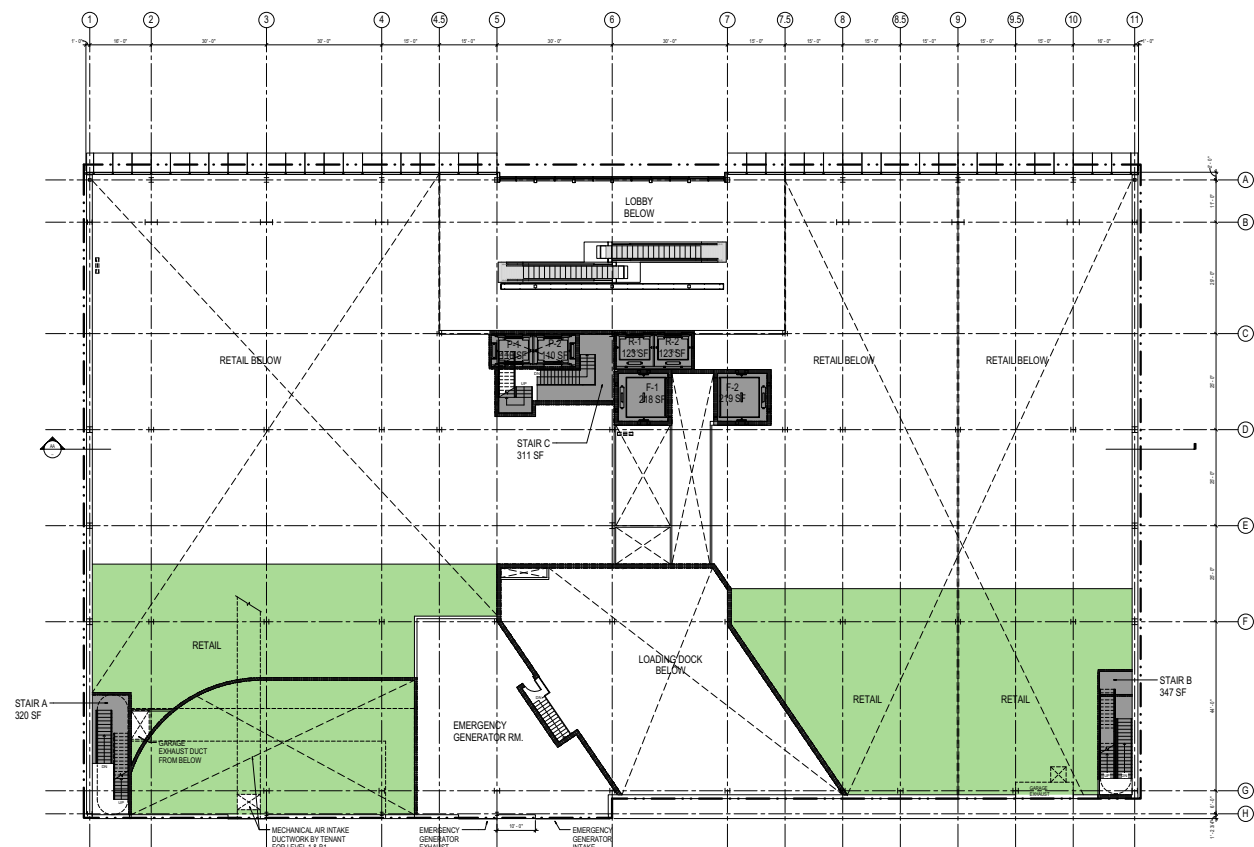
- Retail Tenant Area
- General Core Area
- Non-accessory parking: not excluded from FAR

**EXCLUSIONS**

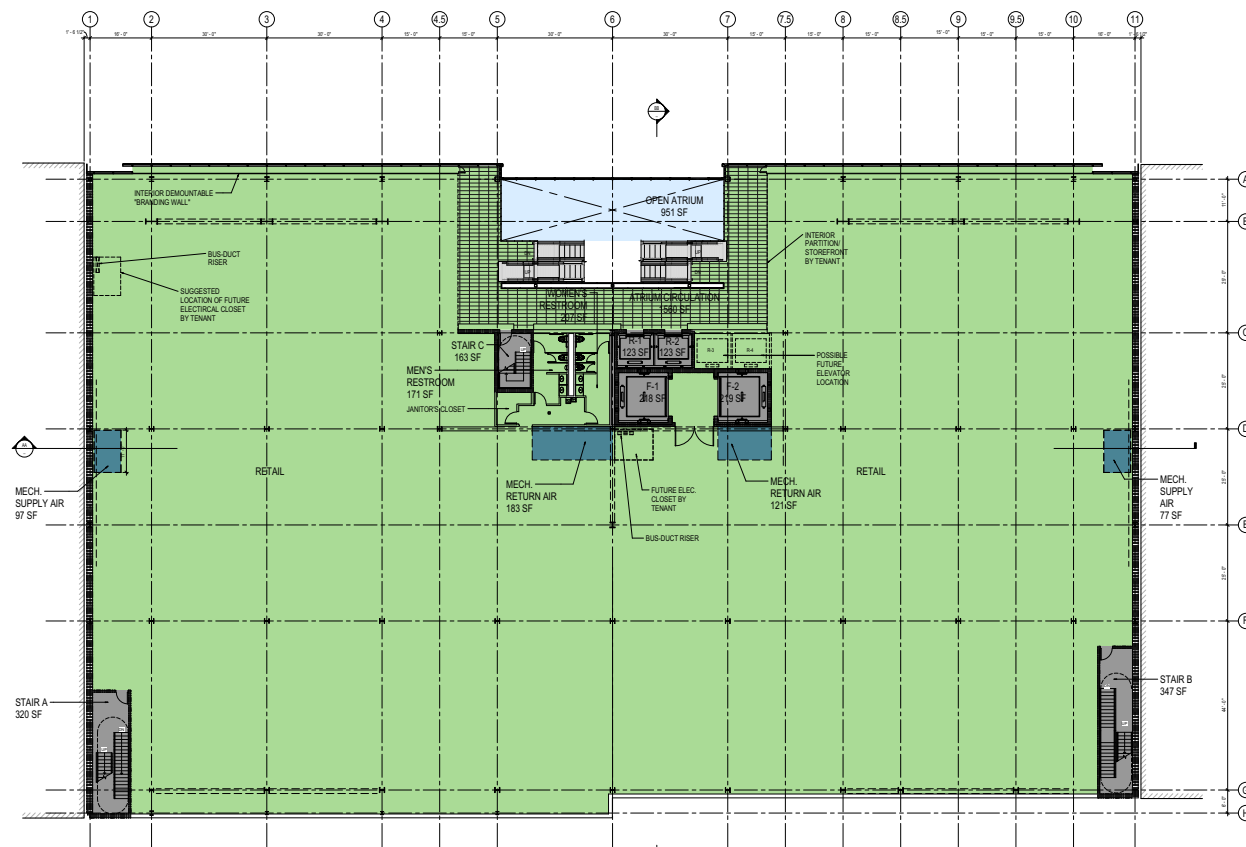
- Footnote 3 FAR exclusions
- Footnote 4 FAR exclusions
- Footnote 5 FAR exclusions
- Footnote 13 FAR exclusions
- Footnote 14 FAR exclusions
- Footnote 15 FAR exclusions
- Open Atrium
- Unexcavated Area



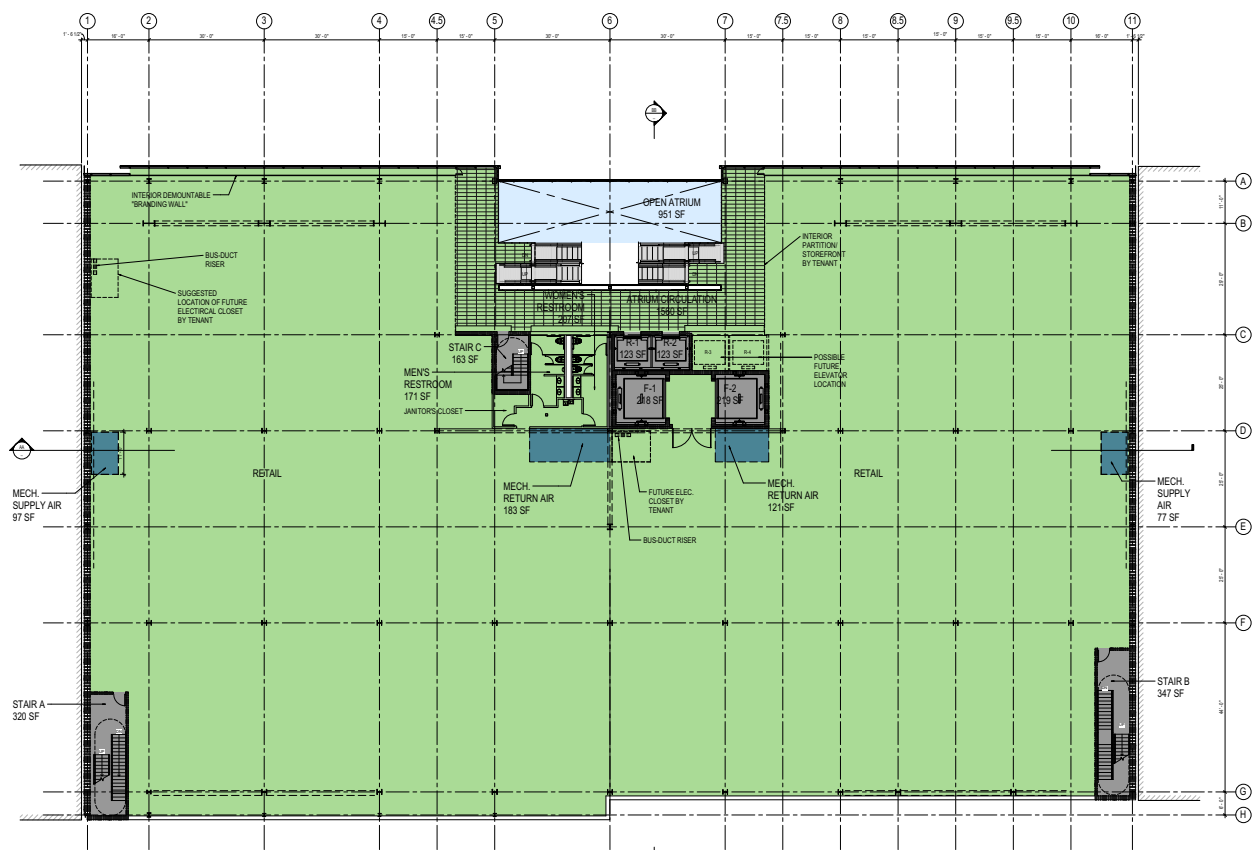




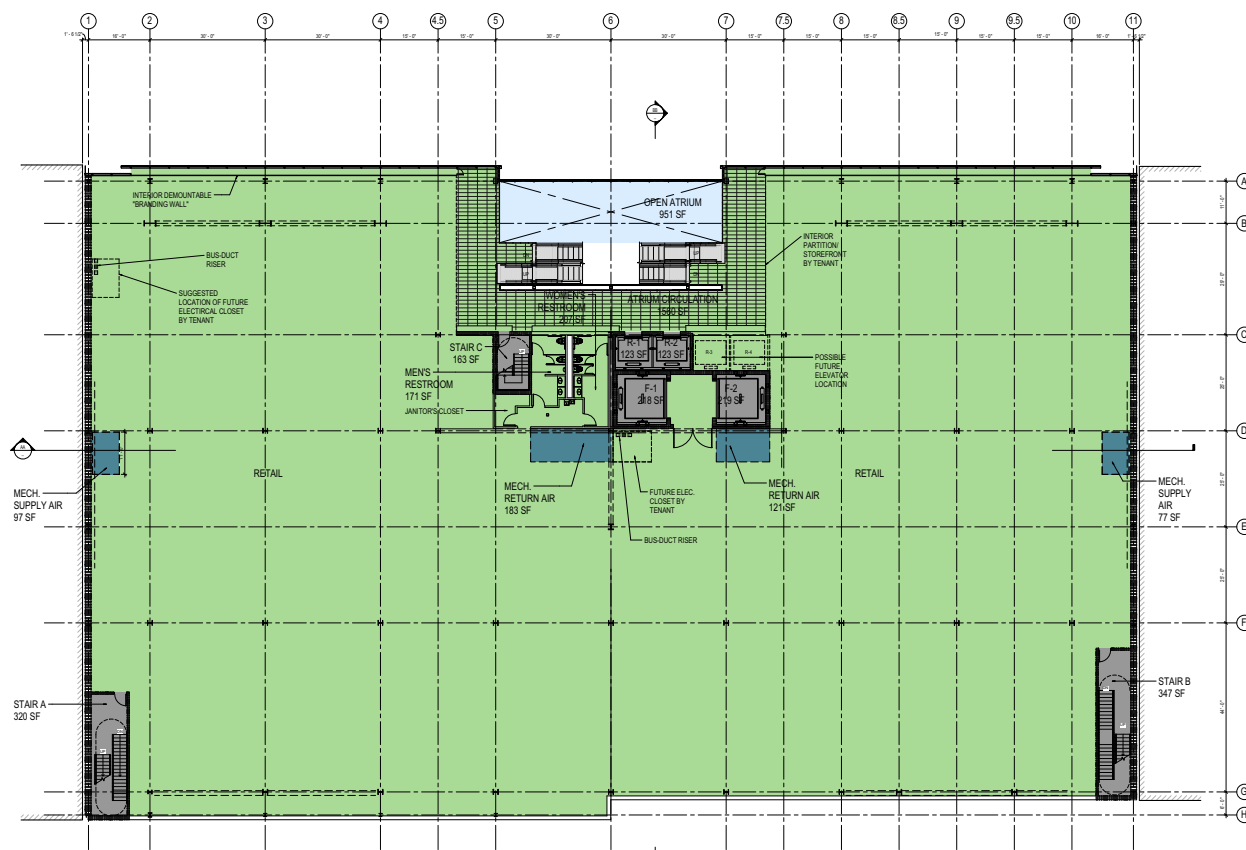
Mezzanine Level



2nd Floor Retail



3rd Floor Retail



4th Floor Retail

COUNTS TOWARDS FAR

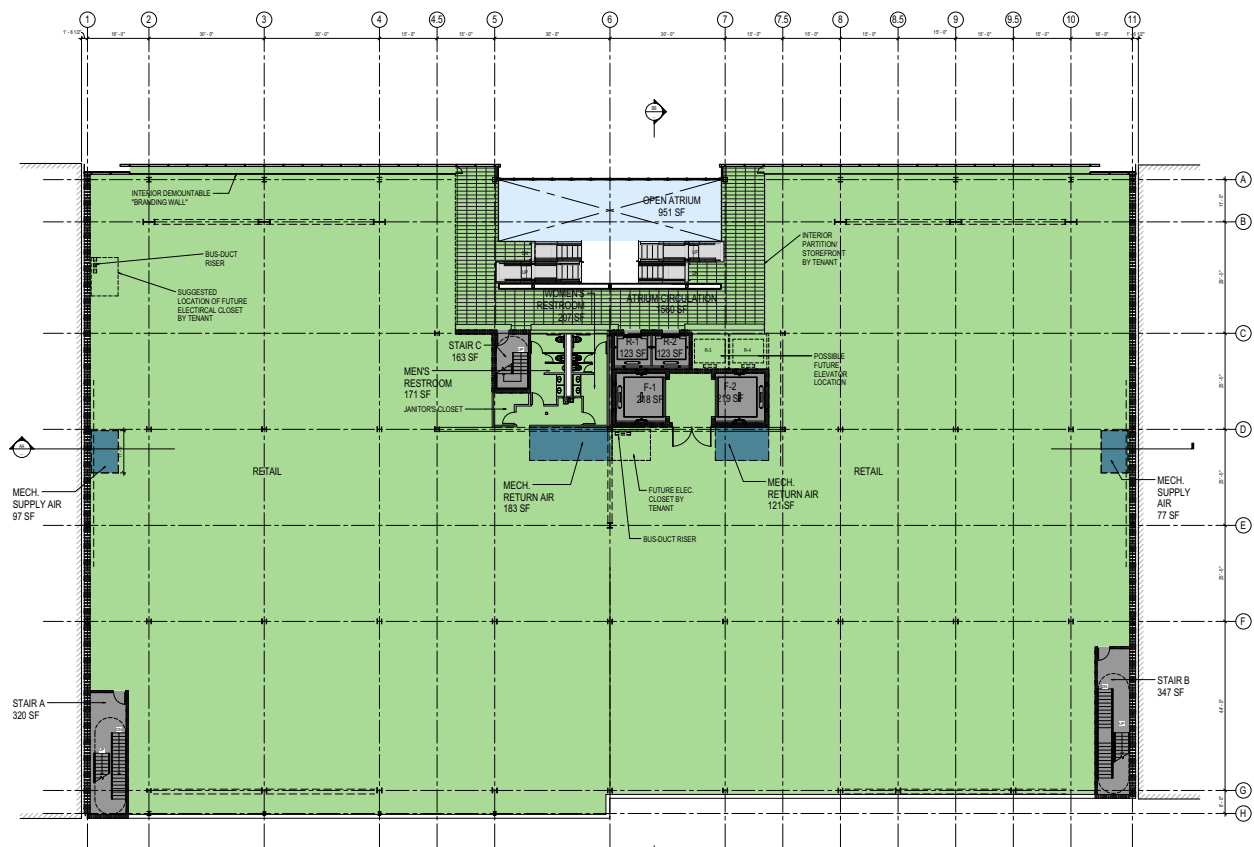
- Retail Tenant Area
- General Core Area
- Non-accessory parking; not excluded from FAR

EXCLUSIONS

- Footnote 3 FAR exclusions
- Footnote 4 FAR exclusions
- Footnote 5 FAR exclusions
- Footnote 13 FAR exclusions
- Footnote 14 FAR exclusions
- Footnote 15 FAR exclusions
- Open Atrium
- Unexcavated Area

SCALE





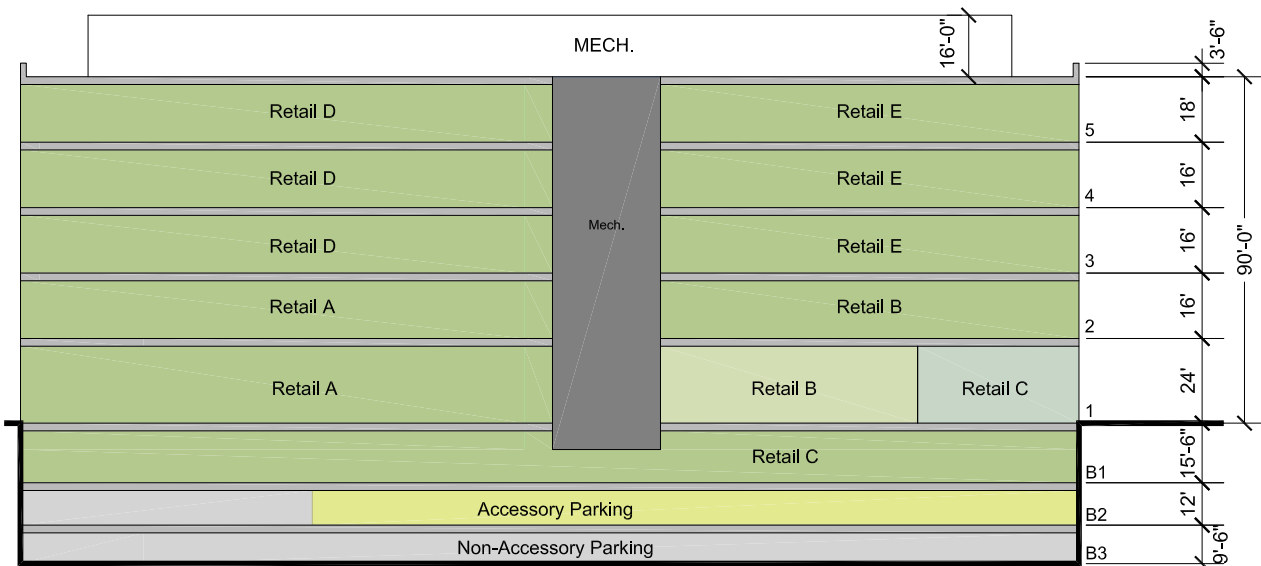
5th Floor Retail

**COUNTS TOWARDS FAR**

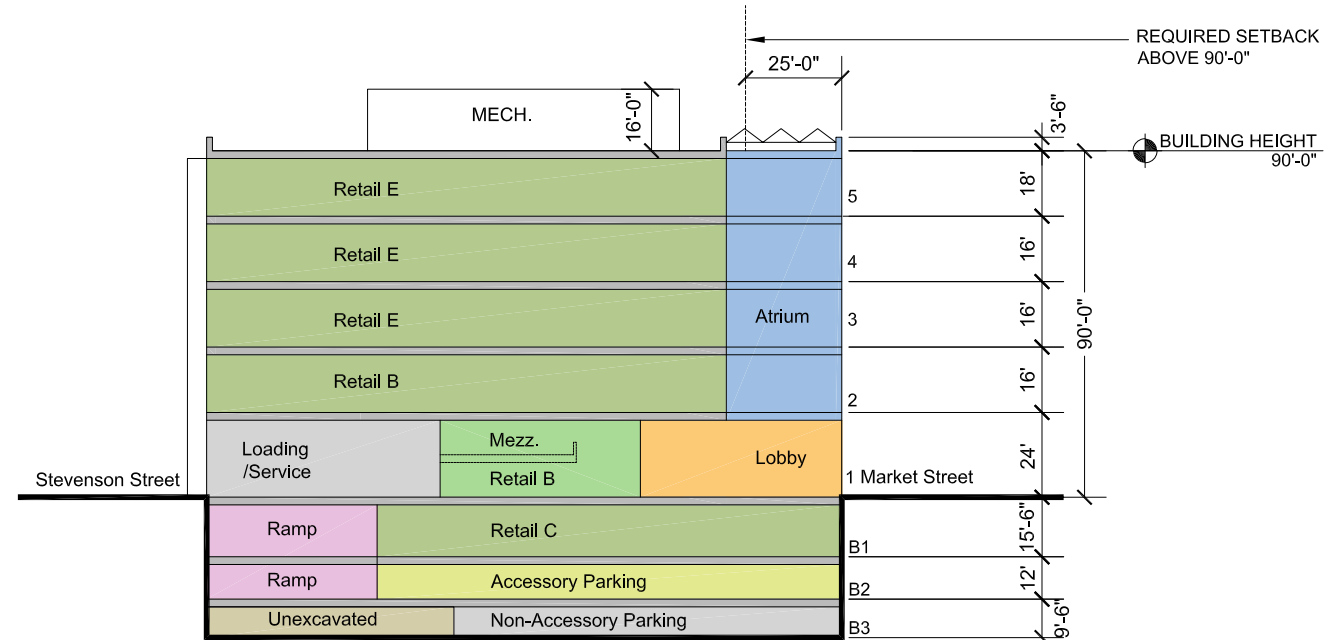
- Retail Tenant Area
- General Core Area
- Non-accessory parking: not excluded from FAR

**EXCLUSIONS**

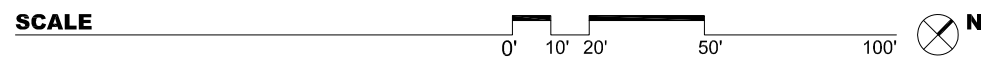
- Footnote 3 FAR exclusions
- Footnote 4 FAR exclusions
- Footnote 5 FAR exclusions
- Footnote 13 FAR exclusions
- Footnote 14 FAR exclusions
- Footnote 15 FAR exclusions
- Open Atrium
- Unexcavated Area



Section A-A



Section B-B



Category	San Fran Planning Code Allowed	Calif. Bldg. Code Allowed	Excluded from FAR	Proposed Project Gross Square Feet <sup>7</sup>	Proposed Project Square Feet Excluded from FAR	Proposed Project Commercial FAR Square Feet	TDRs Required	No. of Independently Accessible Spaces	Estimated No. of Valet Spaces
<b>Retail:</b>									
Mechanical Penthouse		Unlimited <sup>2</sup>		6,000	6,000				
Floor 5: Retail		Unlimited <sup>2</sup>		46,063	1,429	44,634			
Floor 4: Retail		Unlimited <sup>2</sup>		46,063	1,429	44,634			
Floor 3: Retail		Unlimited <sup>2</sup>		46,063	1,429	44,634			
Floor 2: Retail		Unlimited <sup>2</sup>		46,063	1,429	44,634			
Mezzanine	C.B.C. Sec. 507.3	1/3 floor area		10,239	0	10,239			
Ground Floor: Retail		Unlimited <sup>2</sup>		46,063	10,737	35,326			
Basement Floor B1: Retail		Unlimited <sup>2</sup>		46,063	6,797	39,266			
<b>Retail Sub-Total</b>	<b>0</b>		<b>0</b>	<b>292,617</b>	<b>29,250</b>	<b>263,367</b>			
Gross Area adjustment for floor height <sup>12</sup>						46,063			
<b>Total Retail FAR</b>						<b>309,430</b>			
<b>Parking:</b>									
Basement Floor B2: Parking		Unlimited <sup>2</sup>		46,063	25,621	20,442 (a)		71	99
Basement Floor B3: Parking		Unlimited <sup>2</sup>		46,063	6,314	39,749 (a)		96	134
<b>Parking Sub-Total</b>	<b>0</b>		<b>0</b>	<b>92,126</b>	<b>31,935</b>	<b>60,191</b>		<b>167</b>	<b>234</b>
<b>Total</b>				<b>384,743</b>	<b>61,185</b>	<b>369,621</b>			
<b>FAR Exemption per S.F. Planning Code</b>									
Accessory parking spaces and aisles <sup>3</sup>	Sec. 102.9(b)(6)	Unlimited <sup>2</sup>	21,660						
Accessory loading spaces <sup>4</sup>	Sec. 102.9(b)(6)	Unlimited <sup>2</sup>	4,941						
Driveway and maneuvering areas <sup>5</sup>	Sec. 102.9(b)(6)	Unlimited <sup>2</sup>	8,339						
Bldg. Service - (Retail B1; Parking Levels B2, B3) <sup>13</sup>	Sec. 102.9(b)(1)	Unlimited <sup>2</sup>	5,211						
Bldg. Services/Pedestrian Circulation - 1st Floor <sup>14</sup>	Sec. 102.9(b)(11)	Unlimited <sup>2</sup>	3,332						
Mechanical areas segregated from occupied floor <sup>15</sup>	Sec. 102.9(b)(4)	Unlimited <sup>2</sup>	1,912						
Mechanical @ Roof Level <sup>8</sup>	Sec. 102.9(b)(3)	Unlimited <sup>2</sup>	6,000						
Open Atrium			3,804						
Unexcavated Area			6,314						
<b>FAR Exemption Sub-Total</b>			<b>61,513</b>						
<b>FAR Allowable @ 6:1</b>	<b>276,378 <sup>1</sup></b>								
<b>FAR MAX Allowable @ 9:1</b>	<b>414,567 <sup>1</sup></b>								
<b>TDRs Required</b>							<b>93,243</b>		
<b>Project Summary</b>									
Parking spaces	0			167				See above	See above
Loading spaces <sup>9</sup>	12			4					
Bicycle spaces <sup>10</sup>	12			50					
Height of building <sup>11</sup>	120'-0"			90'-0"					

(a) includes non-accessory parking

## **Footnotes:**

<sup>1</sup> A 6:1 FAR is permitted for all uses. Up to 9:1 may be obtained with Transferable Development Rights (TDR) from the C-3-G and C-3-R districts. The 46,063 sf site permits 276,378 sf of flr. area (414,567sf w/TDR). Lot 71 (C-3-G) is 23,375sf; Lot 72 (C-3-G) is 7,838sf; and Lot 73 (C-3-R) is 14,850sf.

<sup>2</sup> Calif. Bldg. Code Table 5-B Basic Allowable Building Heights and Basic Allowable Floor Area (Assumes Type I Fire Resistive Construction).

<sup>3</sup> Floor Space used for accessory off-street parking and drive aisles as described in Section 204.5 of the SF Planning Code. Parking spaces and drive aisles allowed as an accessory use; Commercial: 309,430 gsf X 7% = 21,660 sf. [Section 102.9(b)(6)].

<sup>4</sup> Accessory loading spaces. [Section 102.9(b)(6)].

<sup>5</sup> Driveways and maneuvering areas incidental to accessory parking and loading. [Section 102.9(b)(6)].

<sup>6</sup> Ground Floor retail and restaurant uses and directly connecting mezzanines which do not exceed 5,000 occupied square feet per tenant and which do not in total exceed 75% of the ground floor. [Sec. 102.9(b)(12)]. These deductions are not taken into consideration for this detailed area calculation worksheet in order to preserve program flexibility. May become feasible dependant on actual retail tenant usage.

<sup>7</sup> For the analysis of gross floor area measurements were taken to property line, instead of glass line. [Section 102.9 for C-3 Districts]

<sup>8</sup> Elevator or stair penthouses, accessory water tanks or cooling towers, and other mechanical equipment, appurtenances and areas necessary to the operation or maintenance of the building itself, if located at the top of the building or separated there from only by other space not included in the gross floor area. [Sec. 102.9(b)(3)].

<sup>9</sup> Off-street freight loading to be completely enclosed and access from a public street or alley shall be provided by means of a private service driveway, totally contained with the structure. Sec. 152.1, Table 152.1, Retail uses: 1 space per 25,000 sf of gross floor area (to closest whole number). (Gross Floor Area = 292,617 gsf) /25,000sf = 11.70 spaces. Round up to 12 spaces.

<sup>10</sup> If the gross floor area of the retail space exceeds 100,000 square feet, then 12 bike parking spaces are required. [Section 155.4(d)(4)].

<sup>11</sup> 120-X. No structure may be taller than 120 feet, and building can occupy entire site. No Bulk restrictions apply. Zoning Map "Height & Bulk Districts", Sec. 270 - 272 Bulk Limits: Special Exemptions in C-3 Districts. Building height is measured to the highest point of the finished roof in the case of a flat roof, excluding railings and parapets less than 4 feet in height. [Section 260(a)(2) and 250(b)(2)(A)]. Parapet to be 3'-6" tall from flat roof datum.

<sup>12</sup> If the height per story of a building, when all the stories are added together, exceeds an average of 15 feet, then additional gross floor area shall be counted in determining the floor area ratio of the building, equal to the gross floor area of one additional story for each 15 feet or fraction thereof by which the total building height exceeds the number of stories times 15 feet, [Section 102.11].

Additional area calculation: 5 stories x 15'-0"=75'-0" Proposed building Height 90'-0" - 75'-0" = 15'-0"; allowable = 15'; 15' height excess = 1 additional floor (46,063sf).

<sup>13</sup> Basement and cellar space used only for storage or services necessary to the operation or maintenance of the building itself. [Sec. 102.9(b)(1)].

<sup>14</sup> Ground floor areas devoted to building or pedestrian circulation and building services. [Sec. 102.9(b)(11)]. Applicable in the C-3-G district only.

<sup>15</sup> Mechanical equipment, appurtenances and areas, necessary to the operation or maintenance of the building itself which are permanently segregated from the occupied floor. [Section 102.9(b)(4)].

## **General Notes:**

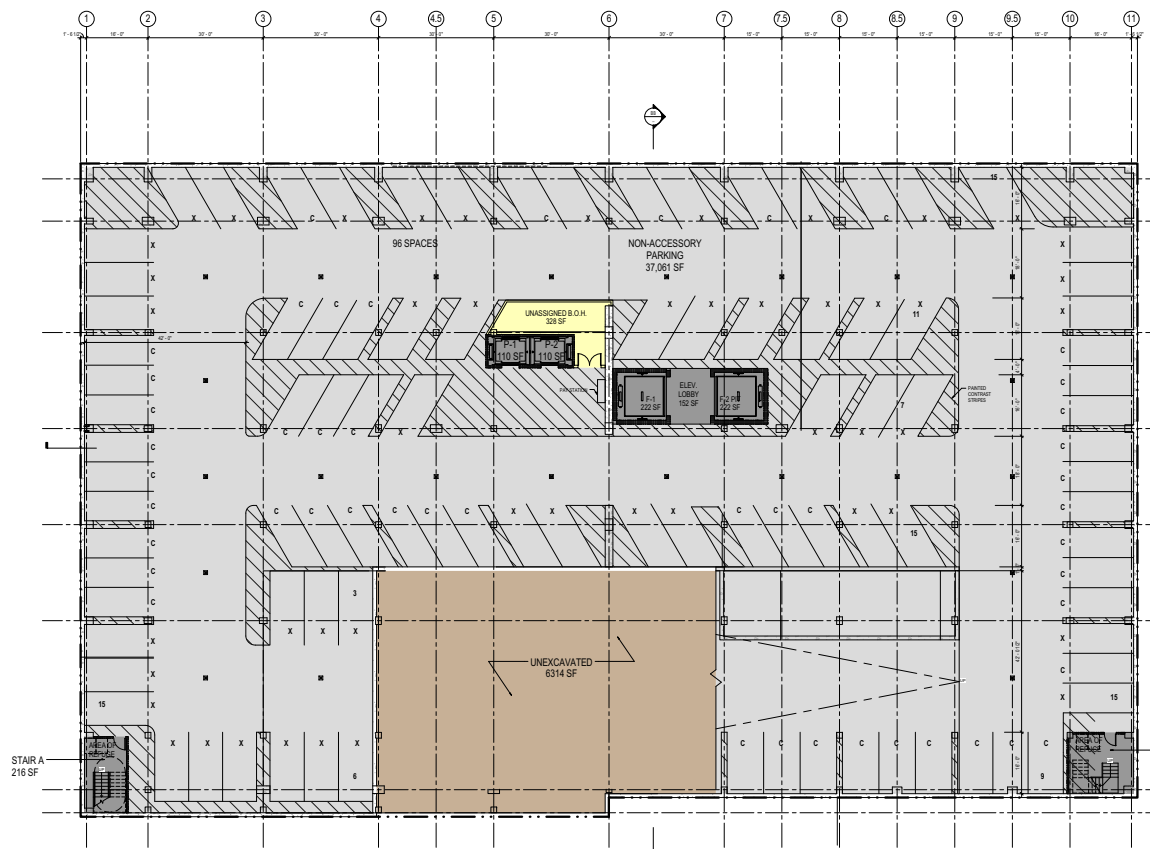
A. Calif. Bldg. Code Sec. 507, 3. The aggregate area of mezzanines within a room shall not exceed one third of the area of the room in which they are located.

# CityPlace Gross Floor Area Calculations

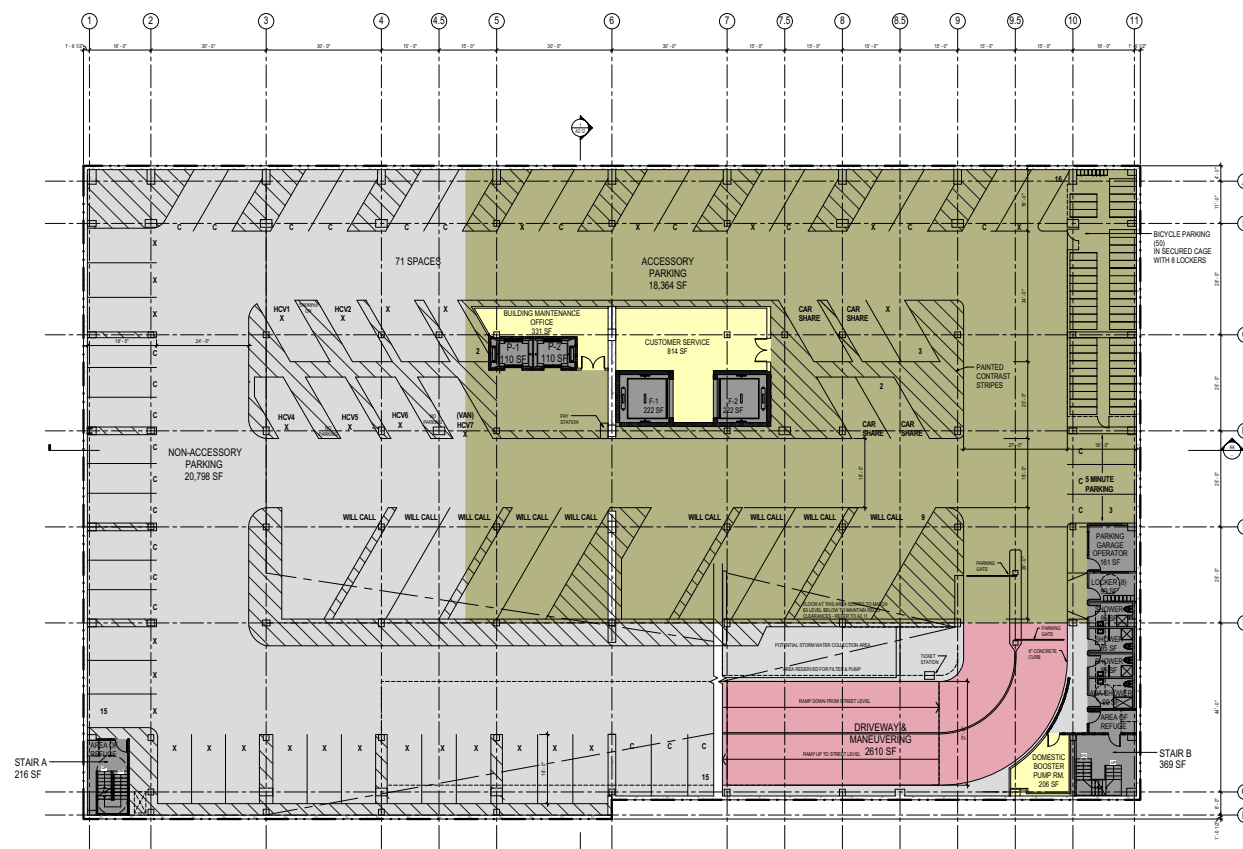
(with Variance for Floor Height)

CityPlace  
SAN FRANCISCO

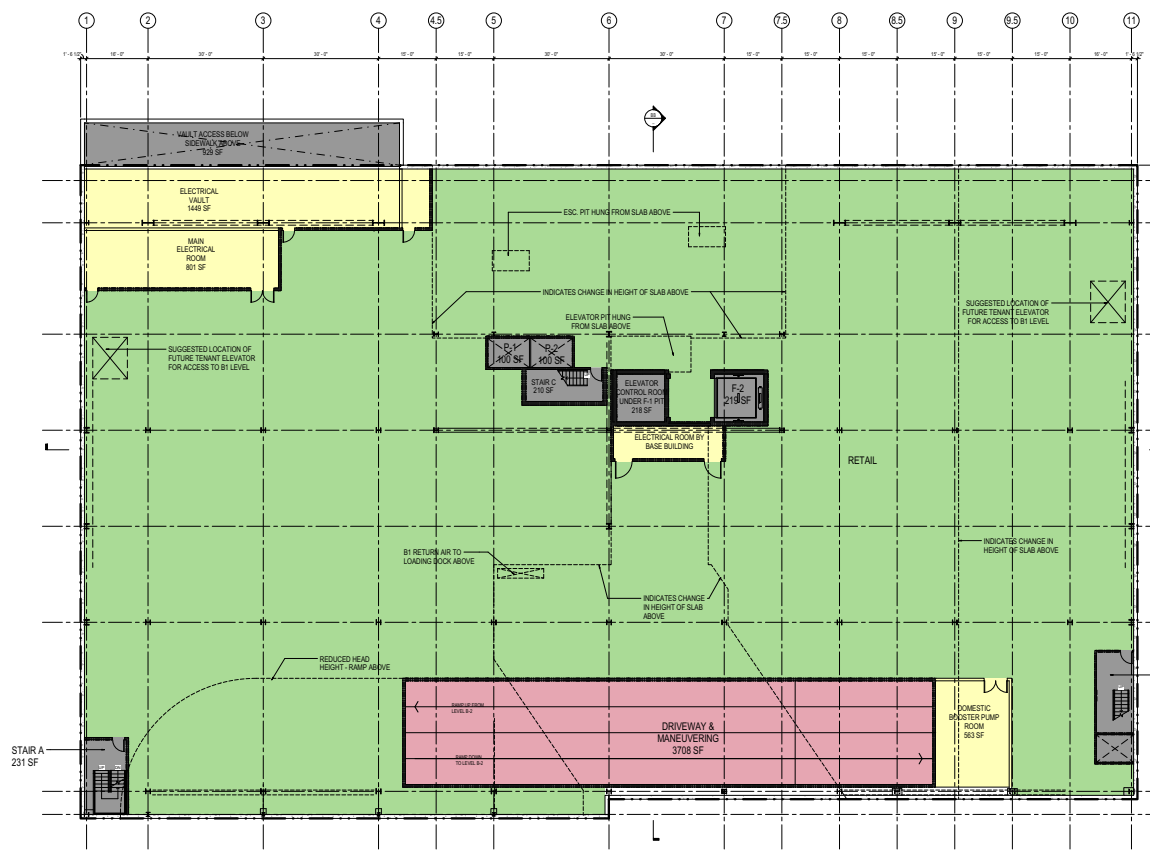
May 10, 2010



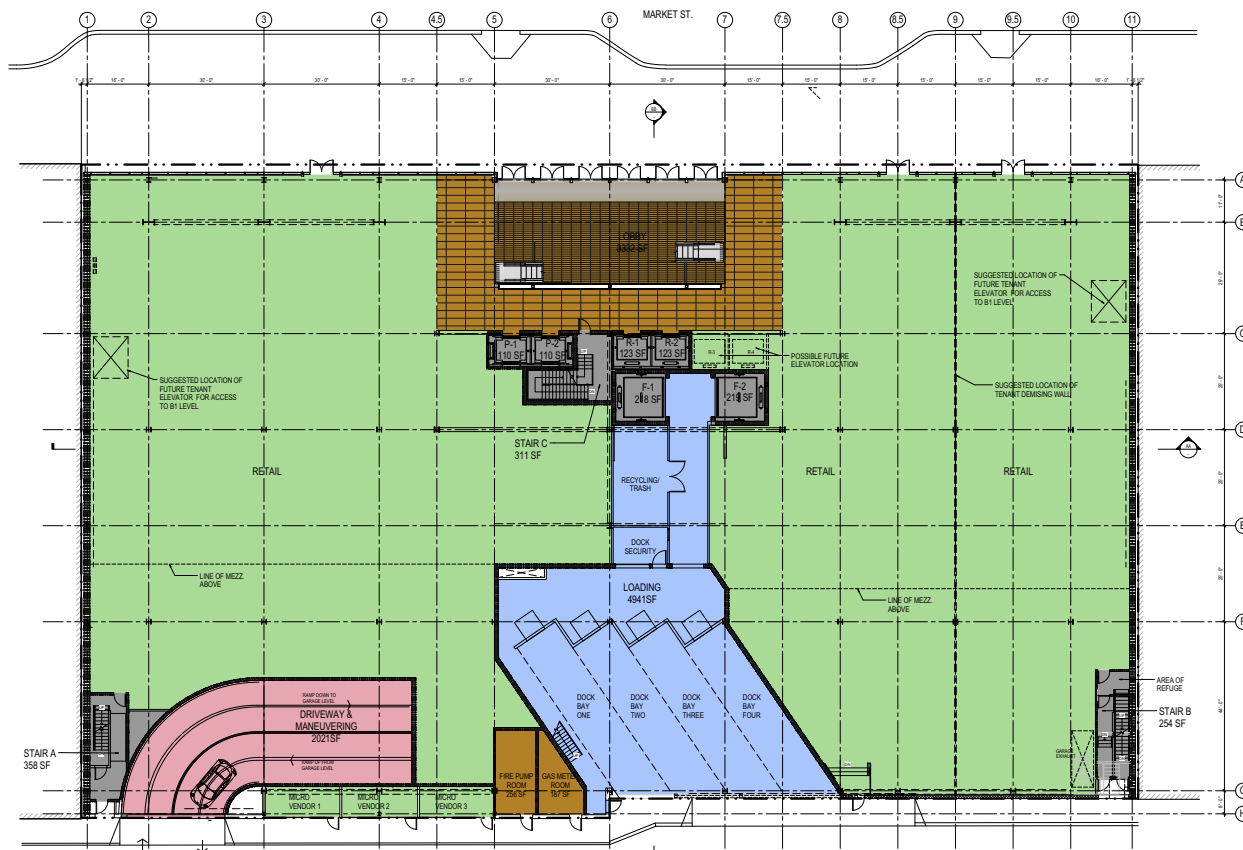
**Basement Floor B3**



**Basement Floor B2**



**Basement Floor B1**



**Ground Floor Retail**

**FAR SUMMARY**

	Total FAR
A. Retail Sub-Total	263,367
B. Gross Area Adjustment	46,063
C. Parking FAR	63,415
D. Project Total FAR	326,782
E. TDRs	
Allowable 6 to 1	276,378
Maximum 9 to 1	414,567
TDRs Required	50,404

**Notes:**

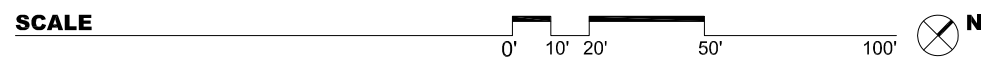
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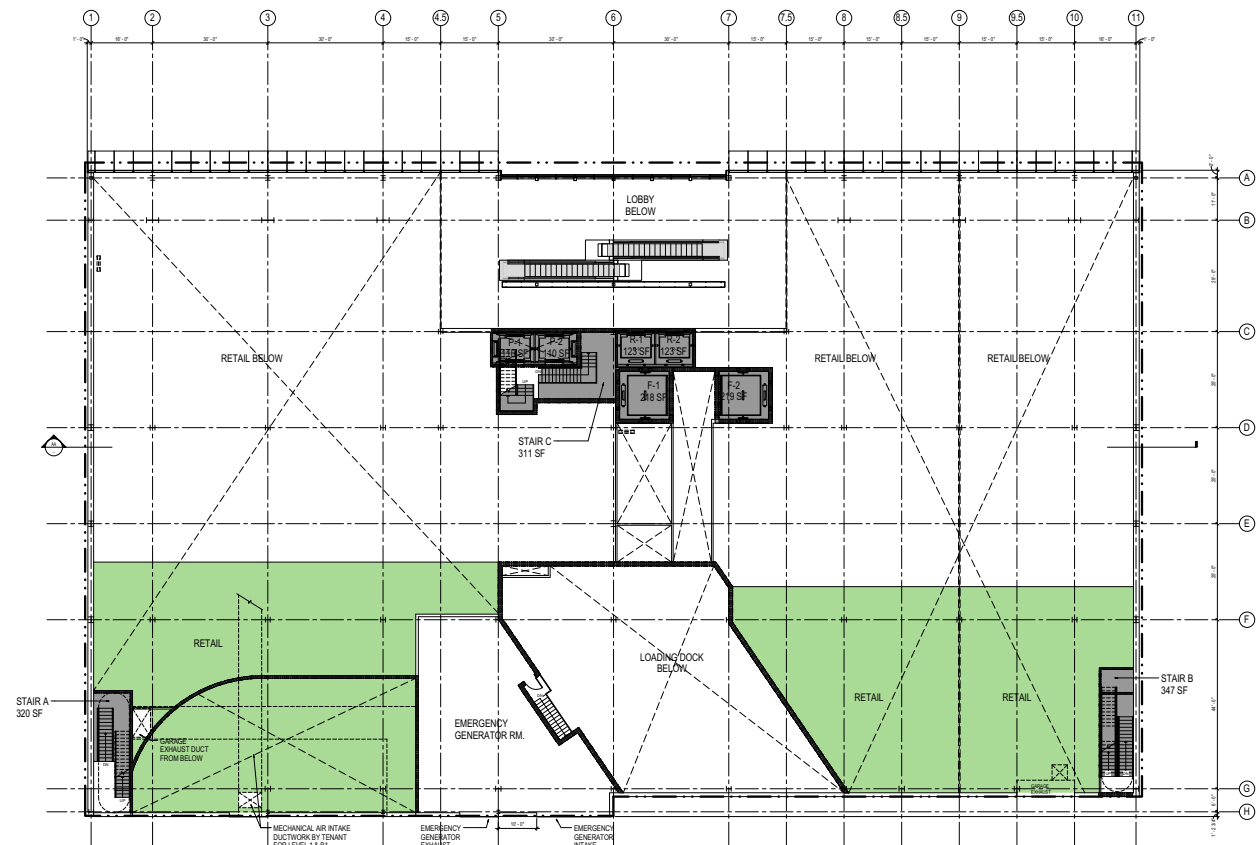
**COUNTS TOWARDS FAR**

- Retail Tenant Area
- General Core Area
- Non-accessory parking: not excluded from FAR

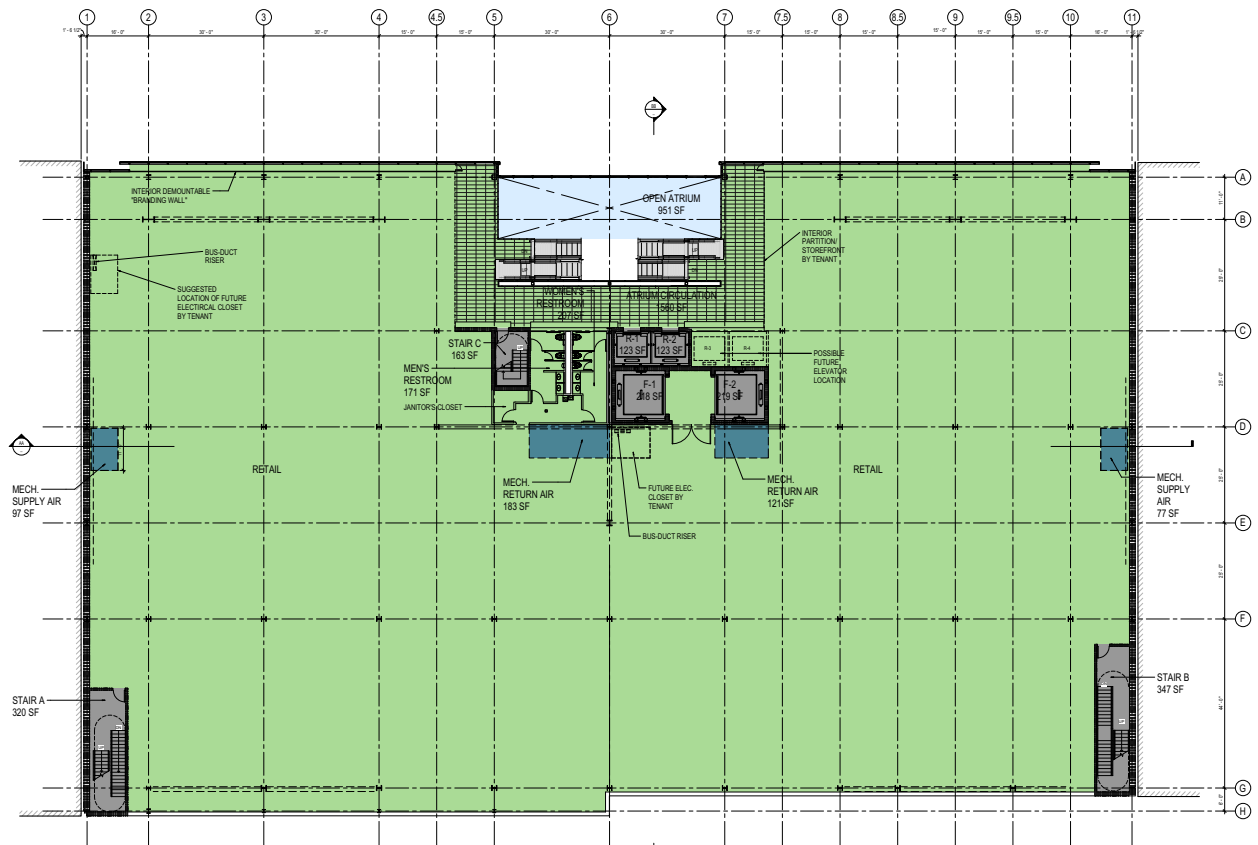
**EXCLUSIONS**

- Footnote 3 FAR exclusions
- Footnote 4 FAR exclusions
- Footnote 5 FAR exclusions
- Footnote 13 FAR exclusions
- Footnote 14 FAR exclusions
- Footnote 15 FAR exclusions
- Open Atrium
- Unexcavated Area

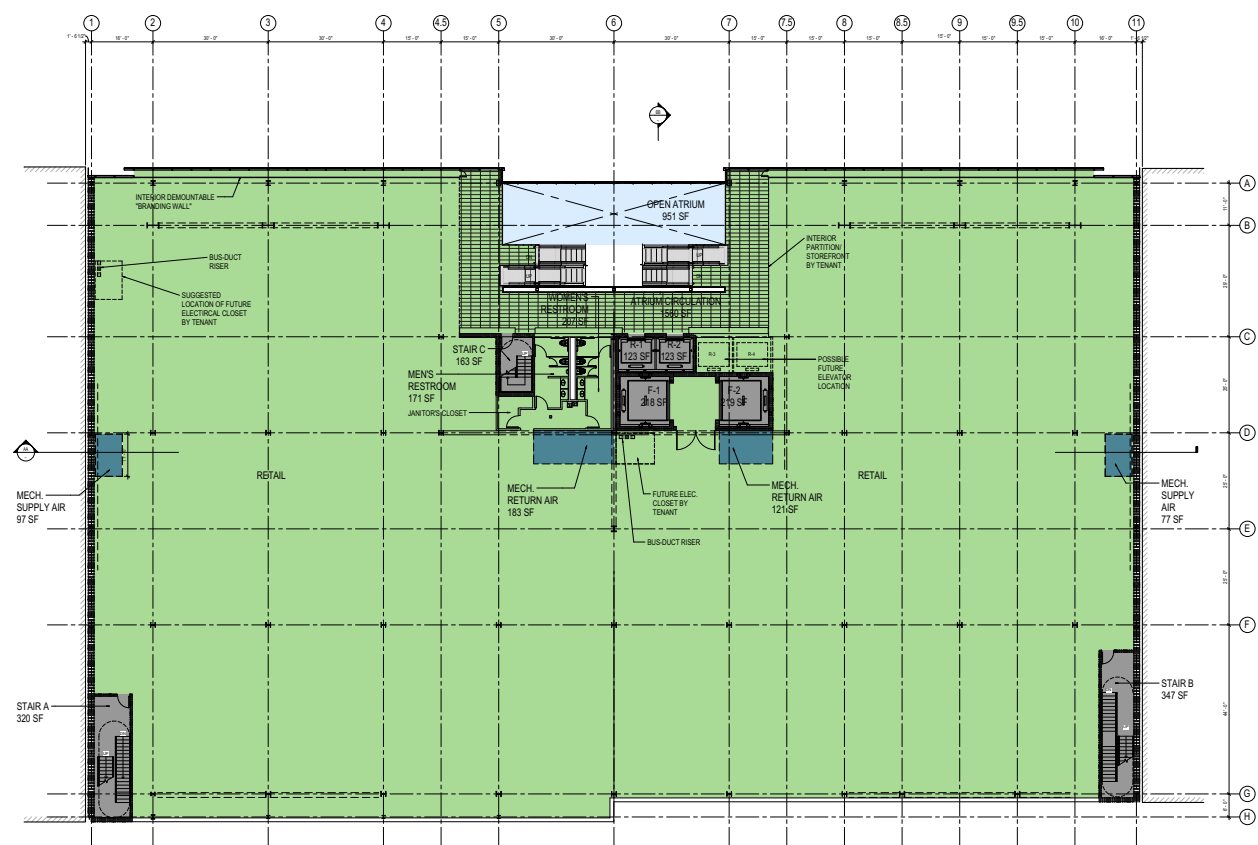




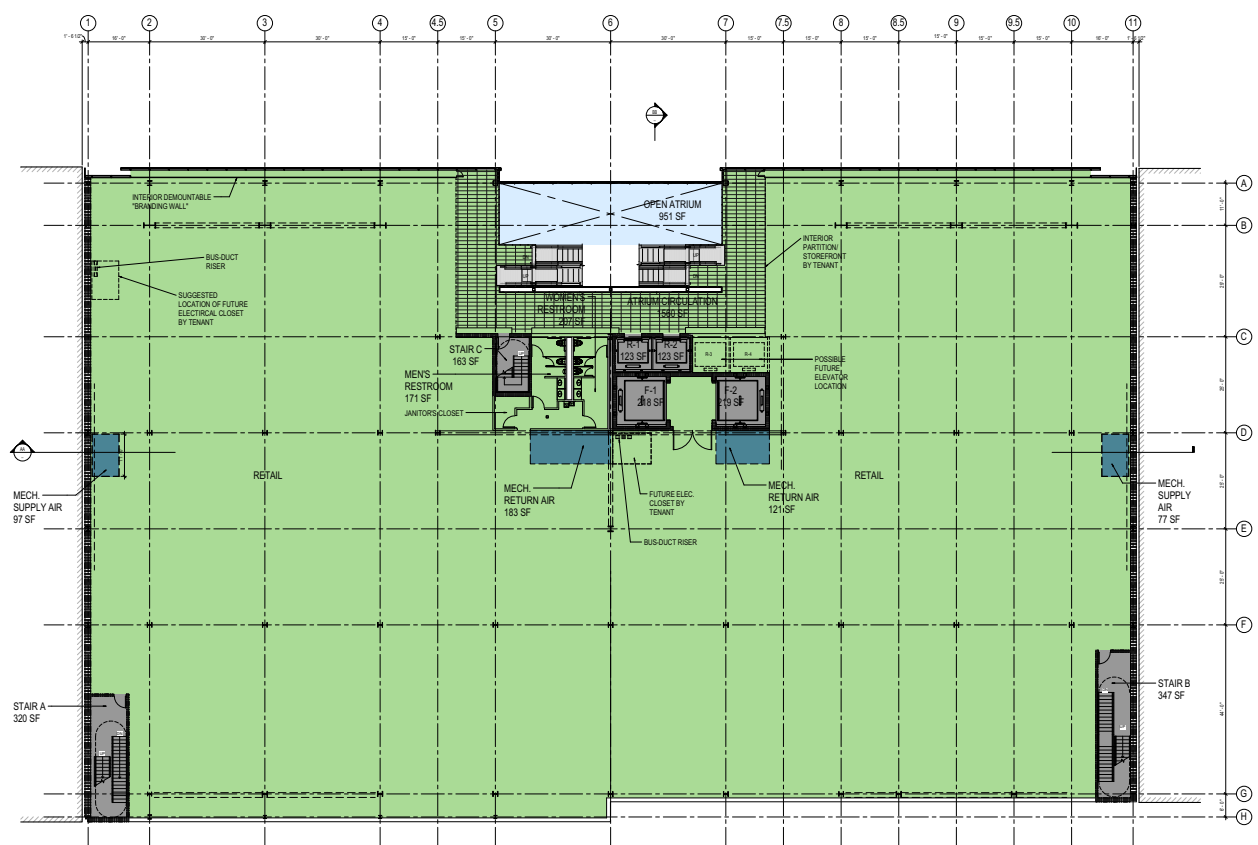
**Mezzanine Level**



**2nd Floor Retail**



**3rd Floor Retail**



**4th Floor Retail**

**COUNTS TOWARDS FAR**

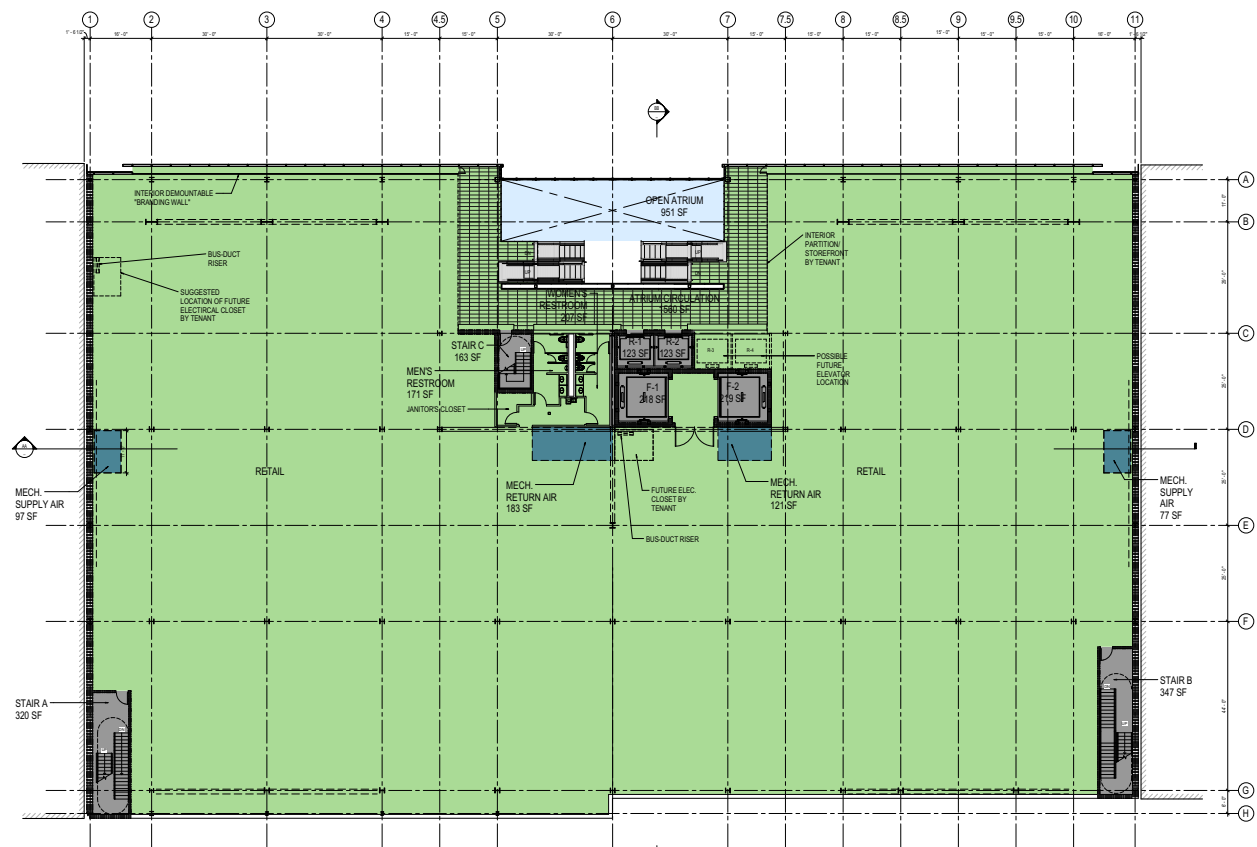
- Retail Tenant Area
- General Core Area
- Non-accessory parking; not excluded from FAR

**EXCLUSIONS**

- Footnote 3 FAR exclusions
- Footnote 4 FAR exclusions
- Footnote 5 FAR exclusions
- Footnote 13 FAR exclusions
- Footnote 14 FAR exclusions
- Footnote 15 FAR exclusions
- Open Atrium
- Unexcavated Area

**SCALE**





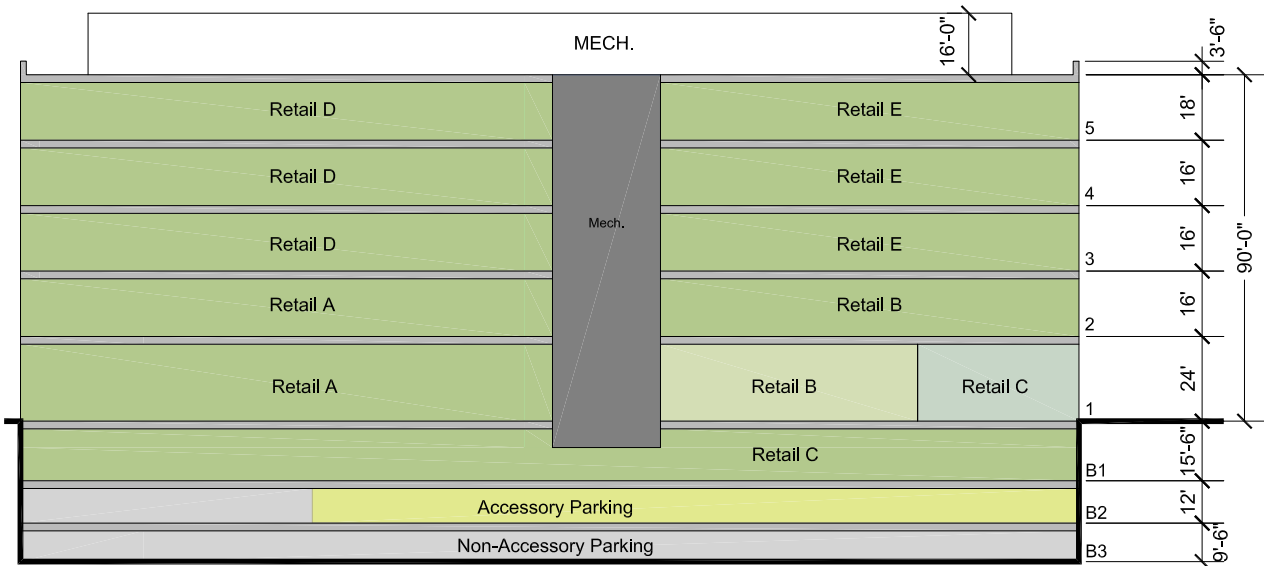
5th Floor Retail

**COUNTS TOWARDS FAR**

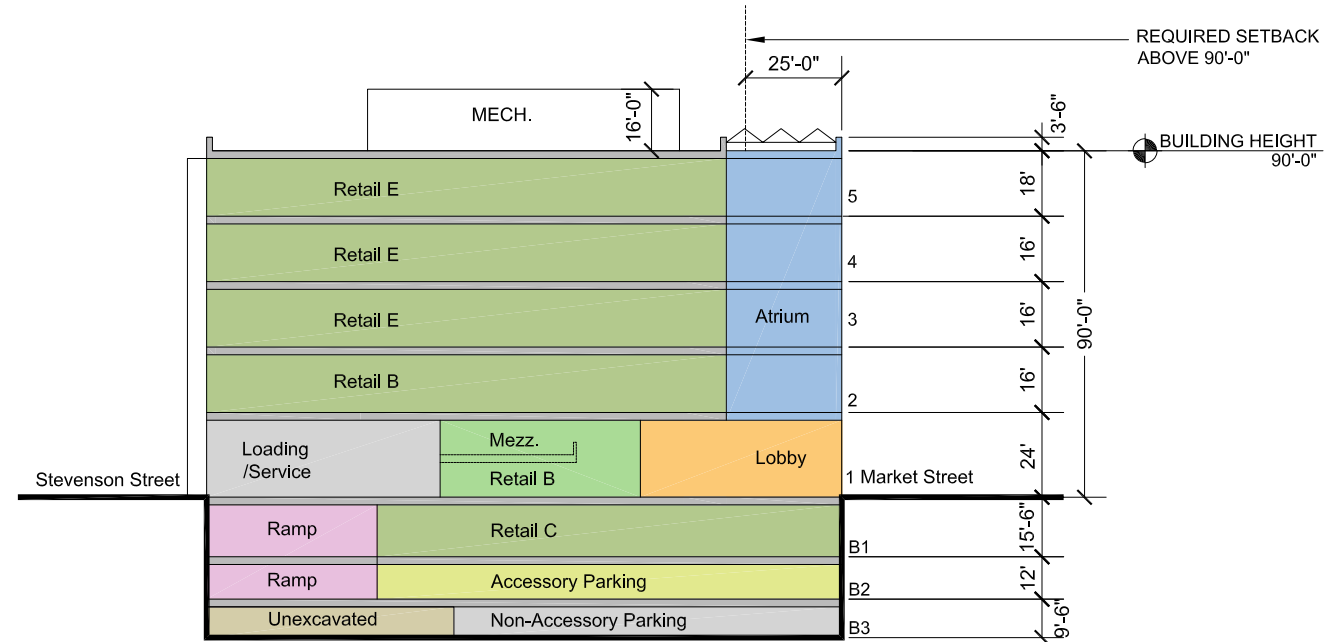
- Retail Tenant Area
- General Core Area
- Non-accessory parking: not excluded from FAR

**EXCLUSIONS**

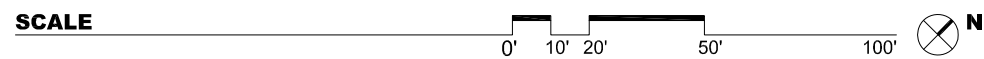
- Footnote 3 FAR exclusions
- Footnote 4 FAR exclusions
- Footnote 5 FAR exclusions
- Footnote 13 FAR exclusions
- Footnote 14 FAR exclusions
- Footnote 15 FAR exclusions
- Open Atrium
- Unexcavated Area



Section A-A



Section B-B





Category	San Fran Planning Code Allowed	Calif. Bldg. Code Allowed	Excluded from FAR	Proposed Project Gross Square Feet <sup>7</sup>	Proposed Project Square Feet Excluded from FAR	Proposed Project Commercial FAR Square Feet	TDRs Required	No. of Independently Accessible Spaces	Estimated No. of Valet Spaces
<b>Retail:</b>									
Mechanical Penthouse		Unlimited <sup>2</sup>		6,000	6,000				
Floor 5: Retail		Unlimited <sup>2</sup>		46,063	1,429	44,634			
Floor 4: Retail		Unlimited <sup>2</sup>		46,063	1,429	44,634			
Floor 3: Retail		Unlimited <sup>2</sup>		46,063	1,429	44,634			
Floor 2: Retail		Unlimited <sup>2</sup>		46,063	1,429	44,634			
Mezzanine	C.B.C. Sec. 507.3	1/3 floor area		10,239	0	10,239			
Ground Floor: Retail		Unlimited <sup>2</sup>		46,063	10,737	35,326			
Basement Floor B1: Retail		Unlimited <sup>2</sup>		46,063	6,797	39,266			
<b>Retail Sub-Total</b>	<b>0</b>		<b>0</b>	<b>292,617</b>	<b>29,250</b>	<b>263,367</b>			
Gross Area adjustment for floor height						0			
<b>Total Retail FAR</b>						<b>263,367</b>			
<b>Parking:</b>									
Basement Floor B2: Parking		Unlimited <sup>2</sup>		46,063	22,397	23,666 (a)		71	99
Basement Floor B3: Parking		Unlimited <sup>2</sup>		46,063	6,314	39,749 (a)		96	134
<b>Parking Sub-Total</b>	<b>0</b>		<b>0</b>	<b>92,126</b>	<b>28,711</b>	<b>63,415</b>		<b>167</b>	<b>234</b>
<b>Total</b>				<b>384,743</b>	<b>57,961</b>	<b>326,782</b>			
<b>FAR Exemption per S.F. Planning Code</b>									
Accessory parking spaces and aisles <sup>3</sup>	Sec. 102.9(b)(6)	Unlimited <sup>2</sup>	18,436						
Accessory loading spaces <sup>4</sup>	Sec. 102.9(b)(6)	Unlimited <sup>2</sup>	4,941						
Driveway and maneuvering areas <sup>5</sup>	Sec. 102.9(b)(6)	Unlimited <sup>2</sup>	8,339						
Bldg. Service - (Retail B1; Parking Levels B2, B3) <sup>13</sup>	Sec. 102.9(b)(1)	Unlimited <sup>2</sup>	5,211						
Bldg. Services/Pedestrian Circulation - 1st Floor <sup>14</sup>	Sec. 102.9(b)(11)	Unlimited <sup>2</sup>	3,332						
Mechanical areas segregated from occupied floor <sup>15</sup>	Sec. 102.9(b)(4)	Unlimited <sup>2</sup>	1,912						
Mechanical @ Roof Level <sup>8</sup>	Sec. 102.9(b)(3)	Unlimited <sup>2</sup>	6,000						
Open Atrium			3,804						
Unexcavated Area			6,314						
<b>FAR Exemption Sub-Total</b>			<b>58,289</b>						
<b>FAR Allowable @ 6:1</b>	<b>276,378 <sup>1</sup></b>								
<b>FAR MAX Allowable @ 9:1</b>	<b>414,567 <sup>1</sup></b>								
<b>TDRs Required</b>							<b>50,404</b>		
<b>Project Summary</b>									
Parking spaces	0			167				See above	See above
Loading spaces <sup>9</sup>	12			4					
Bicycle spaces <sup>10</sup>	12			50					
Height of building <sup>11</sup>	120'-0"			90'-0"					

(a) includes non-accessory parking

## **Footnotes:**

- <sup>1</sup> A 6:1 FAR is permitted for all uses. Up to 9:1 may be obtained with Transferable Development Rights (TDR) from the C-3-G and C-3-R districts. The 46,063 sf site permits 276,378 sf of flr. area (414,567sf w/TDR). Lot 71 (C-3-G) is 23,375sf; Lot 72 (C-3-G) is 7,838sf; and Lot 73 (C-3-R) is 14,850sf.
- <sup>2</sup> Calif. Bldg. Code Table 5-B Basic Allowable Building Heights and Basic Allowable Floor Area (Assumes Type I Fire Resistive Construction).
- <sup>3</sup> Floor Space used for accessory off-street parking and drive aisles as described in Section 204.5 of the SF Planning Code. Parking spaces and drive aisles allowed as an accessory use; Commercial: 263,367 gsf X 7% = 18,436 sf. [Section 102.9(b)(6)].
- <sup>4</sup> Accessory loading spaces. [Section 102.9(b)(6)].
- <sup>5</sup> Driveways and maneuvering areas incidental to accessory parking and loading. [Section 102.9(b)(6)].
- <sup>6</sup> Ground Floor retail and restaurant uses and directly connecting mezzanines which do not exceed 5,000 occupied square feet per tenant and which do not in total exceed 75% of the ground floor. [Sec. 102.9(b)(12)]. These deductions are not taken into consideration for this detailed area calculation worksheet in order to preserve program flexibility. May become feasible dependant on actual retail tenant usage.
- <sup>7</sup> For the analysis of gross floor area measurements were taken to property line, instead of glass line. [Section 102.9 for C-3 Districts]
- <sup>8</sup> Elevator or stair penthouses, accessory water tanks or cooling towers, and other mechanical equipment, appurtenances and areas necessary to the operation or maintenance of the building itself, if located at the top of the building or separated there from only by other space not included in the gross floor area. [Sec. 102.9(b)(3)].
- <sup>9</sup> Off-street freight loading to be completely enclosed and access from a public street or alley shall be provided by means of a private service driveway, totally contained with the structure. Sec. 152.1, Table 152.1, Retail uses: 1 space per 25,000 sf of gross floor area (to closest whole number). (Gross Floor Area = 292,617 gsf) /25,000sf = 11.70 spaces. Round up to 12 spaces.
- <sup>10</sup> If the gross floor area of the retail space exceeds 100,000 square feet, then 12 bike parking spaces are required. [Section 155.4(d)(4)].
- <sup>11</sup> 120-X. No structure may be taller than 120 feet, and building can occupy entire site. No Bulk restrictions apply. Zoning Map "Height & Bulk Districts", Sec. 270 - 272 Bulk Limits: Special Exemptions in C-3 Districts. Building height is measured to the highest point of the finished roof in the case of a flat roof, excluding railings and parapets less than 4 feet in height. [Section 260(a)(2) and 250(b)(2)(A)]. Parapet to be 3'-6" tall from flat roof datum.
- <sup>12</sup> Not Used (Gross Area adjustment for floor height - exemption)
- <sup>13</sup> Basement and cellar space used only for storage or services necessary to the operation or maintenance of the building itself. [Sec. 102.9(b)(1)].
- <sup>14</sup> Ground floor areas devoted to building or pedestrian circulation and building services. [Sec. 102.9(b)(11)]. Applicable in the C-3-G district only.
- <sup>15</sup> Mechanical equipment, appurtenances and areas, necessary to the operation or maintenance of the building itself which are permanently segregated from the occupied floor. [Section 102.9(b)(4)].

## **General Notes:**

- A. Calif. Bldg. Code Sec. 507, 3. The aggregate area of mezzanines within a room shall not exceed one third of the area of the room in which they are located.