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

HEARING DATE: OCTOBER 18, 2012

Date:	October 4, 2012
Case No.:	**2008.0789K, 2012.0257EBK**
Project Address:	**101 First Street (Transbay Tower)**
Project Site Zoning:	C-3-O (SD) (Downtown, Office: Special Development) 1,000-S-2 Height and Bulk District Transit Center C-3-O (SD) Commercial Special Use District Transbay C-3 Special Use District
Block/Lot:	3720/001 (101 First Street) 0308/001 (Union Square) 0258/003 (St. Mary's Square) 0209/017 (Portsmouth Square) 0233/035 (Justin Herman Plaza) 0204/020 (Maritime Plaza) 0180/004 (Woh Hei Yuen Park) 0213/001 (Chinese Recreation Center) 0332/009 (Boedekker Park)
Project Sponsor:	Paul Paradis Hines Transbay Tower, LLC 101 California Street, Suite 1000 San Francisco, CA 94111
Staff Contact:	Kevin Guy – (415) 558-6163 kevin.guy@sfgov.org
Recommendation:	***Approval with Conditions***

PROJECT DESCRIPTION

The Project would construct a new 61-story building reaching a roof height of approximately 912 feet with a decorative crown reaching a maximum height of approximately 1,070 feet, containing approximately 1.37 million square feet of office uses, approximately 10,600 square feet of retail space, approximately 28,300 square feet of publicly-accessible open space, and approximately 39,370 square feet of off-street subterranean parking area.

The Project Site is located within the Transit Center District Plan (TCDP) area. The City adopted the TCDP and related implementing ordinances in August 2012. Initiated by a multi-year public and cooperative interagency planning process that began in 2007, the Plan is a comprehensive vision for shaping growth on the southern side of Downtown. Broadly stated, the goals of the TCDP are to focus

regional growth (particularly employment growth) toward downtown San Francisco in a sustainable, transit-oriented manner, sculpt the downtown skyline, invest in substantial transportation infrastructure and improvements to streets and open spaces, and expand protection of historic resources.

Adoption of the Plan included height reclassification of numerous parcels in the area to increase height limits, including a landmark tower site in front of the Transit Center with a height limit of 1,000 feet and several other nearby sites with height limits ranging from 600 to 850 feet. As the largest and tallest development within the TCDP, the Tower was conceived as an integral component to goals of the Plan with respect to regional growth, urban form, and the development of a robust transportation infrastructure.

SITE DESCRIPTION AND PRESENT USE

The Project Site is a rectangular parcel measuring 50,515 square feet, bounded by First Street on the west, Mission Street on the north, Fremont Street on the east, and the Transbay Transit Center on the south. The Project Site is within the C-3-O (SD) District, the 1,000-S-2 Height and Bulk District, the Transit Center C-3-O (SD) Commercial Special Use District, and the Transbay C-3 Special Use District. Portions of the Project Site were previously occupied by the Transbay Terminal, which was demolished to enable construction of the new Transit Center. The Project Site is temporarily being used as a staging area for construction of the Transit Center.

SURROUNDING PROPERTIES & NEIGHBORHOOD

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

ENVIRONMENTAL REVIEW

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

HEARING NOTIFICATION REQUIREMENTS

TYPE	REQUIRED PERIOD	REQUIRED NOTICE DATE	ACTUAL NOTICE DATE	ACTUAL PERIOD
Classified News Ad	20 days	September 28, 2012	September 27, 2012	21 days
Posted Notice	20 days	September 28, 2012	September 28, 2012	20 days
Mailed Notice	10 days	October 8, 2012	September 27, 2012	21 days

PUBLIC COMMENT

To date, the Department has not received any specific communications in opposition to the requested entitlements. However, numerous written and verbal comments were provided during the public comment period for the draft EIR prepared for the TCDP and the Project. These comments addressed a wide variety of topic areas, and were addressed as part of the Comments and Responses document prepared during the environmental review of the TCDP and the Project.

ISSUES AND OTHER CONSIDERATIONS

- **Transit Center District Plan.** In general, the downtown core of San Francisco offers relatively few remaining opportunity sites for employment growth. The TCDP seeks to maximize development intensity at these remaining opportunity sites, and to preserve such sites primarily for employment uses. The Plan seeks to address issues of regional sustainability and traffic congestion by focusing job growth within an intense, urban context in an area supported by abundant existing and planned transit services, as well as retail and service amenities. As the largest single Project in the Plan area, the Tower implements this vision through the development of over 1.37 million square feet of office space, located immediately adjacent to the future Transit Center, and within one block of the Market Street transit spine. As it sits within the Transit Center C-3-O(SD) Commercial Special Use District, the project is required to be predominantly commercial, and the proposed project meets the requirements and goals of the SUD, which was adopted as part of the TCDP. The Project is comprised almost exclusively of office uses, but is supported by approximately 10,600 square feet of retail space to provide services to employees and visitors, and to activate the streetscape and adjacent City Park.

- **Tower Design.** The existing skyline of downtown San Francisco is largely characterized by a cluster of towers that, when viewed in aggregate, form a plateau at a height of approximately 500 to 600 feet (the historic maximum zoned heights in the C-3 Districts). The TCDP envisions the creation of a new, sculpted skyline formed by height increased immediately around the Transit Center to allow slender towers that project above this plateau. The Project Site was specifically proposed to be developed with the tallest building within this overall form, creating an apex within the skyline and a distinctive identity for the urban form of San Francisco that is evocative of the sloping terrain of the area's natural landforms. This urban form and punctuation is important as a marker of the location of the City's and region's most significant nexus of public transit access. The design of the Tower fulfills this vision, reaching the height proposed by the Plan. The Tower exterior consists of a glass curtain wall wrapped in a grid of metal horizontal sunshades and vertical accents. The depth of these metal elements varies across the facade, becoming tight with the curtain wall near the building's rounded corners, and flaring to deeper projections toward the center of each elevation. The Tower is finished by a sculptural, lattice-like crown. This crown carries the language of a gridded metal skin from the remainder of the tower, but is open and largely transparent between the structural members,

capturing and reflecting natural daylight and evening illumination as a distinct element within the composition of the design.

- **Mission Square/City Park Access.** The Project would include a new public plaza known as Mission Square, measuring approximately 24,085 square feet located immediately to the east of the Tower. This space will feature enhanced paving, seating areas, and a redwood grove. The Project also includes vertical circulation elements allowing the public to access the future City Park that will be developed on top of the Transit Center. An inclined elevator located toward the Fremont Street side of Mission Square will carry visitors from the Square to City Park, and an elevator reached via a separate lobby within the Tower will serve as an additional means of access for the public. In addition, the fifth floor of the Tower includes a retail space that will help to enliven and activate City Park. This retail space and the public elevator in the tower will be connected to City Park via a wide publicly-accessible "porch" that serves both as a physical bridge between the Tower and City Park, as well as an extension of the Park containing seating and landscaping.

- **Transportation Infrastructure and Public Realm Improvements**. One of the goals of the TCDP is to leverage increased development intensity to generate revenue that will enable the construction of new transportation facilities, including support for the new Transit Center, including the Downtown Rail Extension. These revenues will also be directed toward improvements to sidewalks and other important pedestrian infrastructure to create a public realm that is conducive to, and supportive of pedestrian travel. As the largest development within the Plan area, the Project will contribute substantial financial resources toward these improvements, and will also serve to leverage these investments by focusing intense employment growth within the core of planned transportation services. Notably, 100% of the purchase price of the site by the project sponsors from the Transbay Joint Powers Authority will be used to fund the Transit Center construction.

- **Shadow Impacts.** Section 295 (also known as Proposition K from 1984) requires that the Planning Commission disapprove any building permit application to construct a structure that will cast shadow on property under the jurisdiction of the Recreation and Park Department, unless it is determined that the shadow would not have an adverse impact on park use. In 1989, the Planning Commission and the Recreation and Park Commission adopted criteria for the implementation of Section 295, which included the adopting of Absolute Cumulative Shadow Limits (ACLs) for certain parks in and around the Downtown core.

The Final EIR prepared for the TCDP and the Project analyzed and identified potential new shadows that the Project would cast on eight open spaces (Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, Woh Hei Yuen Park, Chinese Recreation Center, and Boeddeker Park) under the jurisdiction of the Recreation & Parks Department. Six of these properties (Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, and Boeddeker Park) have ACLs that were initially adopted in 1989.

On October 11, 2012, the Planning Commission and the Recreation and Park Commission will hold a joint public hearing to consider raising the absolute cumulative shadow limits (ACLs) for seven open spaces under the jurisdiction of the Recreation & Park Department that could be shadowed by likely cumulative development sites in the Plan area, including the Project. Also at the hearing on October 11, 2012, the Recreation and Park Commission will make a recommendation to the Planning

Commission as to whether the shadows cast by the Project on the specified open spaces is adverse to the use of the parks, and whether the Planning Commission should allocate to the Project allowable shadow from the ACLs on the six properties where such ACLs have been adopted.

The amount and nature of the shadows cast by the Project is described in greater detail in the attached draft Section 295 motion. To summarize, however, it should be noted that the new shadow would generally occur in the morning hours during periods of low park usage, for a limited amount of time on any given day, and during limited discrete periods of the year which would vary depending on the specific park.

- **Planning Code Exceptions**. The project does not strictly conform to several aspects of the Planning Code. As part of the Section 309 review process, the Commission may grant exceptions from certain requirements of the Planning Code for projects that meet specified criteria. The Project requests exceptions regarding "Streetwall Base"(Section 132.1), "Separation of Towers" (Section 132.1), "Reduction of Ground-Level Wind Currents in C-3 Districts" (Section 148), "General Standards for Off-Street Parking and Loading" (Section 155(r)) to create a curb cut on First Street, and "Unoccupied Building Height"(Section 260(b)(M)). Compliance with the specific criteria for each exception is summarized below, and is described in the attached draft Section 309 motion. It should be noted that, in the case of the "Streetwall Base", the "Separation of Towers", and "Unoccupied Building Height" items described below, the zoning legislation to implement the TCDP specifically created these processes to allow for design variations and for greater discretion by the Commission.

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

The Tower exterior consists of a glass curtain wall wrapped in a grid of metal horizontal sunshades and vertical accents. The depth of these metal elements varies across the facade, becoming tight with the curtain wall near the building's rounded corners, with flaring to deeper projections toward the center of each elevation. At the 5th floor, the grid of the metal elements becomes deeper and more pronounced, without the shallower depths at the corners found on the upper portions of the Tower. The effect of this treatment is to create a horizontal band that wraps the building at a streetwall height, creating the perception of a base as intended by the Code. These changes lend to a richer texture that is suitable at the lower floors, where they would be perceived at a closer distance by pedestrians. The depth of these elements also contributes to a visual "weight" to anchor the building to its site. Above the 26th floor, each elevation of the Tower curves and tapers away from the streets toward a narrow, slender termination of the building. This curvature will further reduce the apparent height and massing of the building when viewed from points immediately below.

- **Separation of Towers.** In order to preserve the openness of the street to the sky and to provide light and air between structures, building within "S-2" Bulk District must adhere to setbacks from interior property lines. Along interior property lines, building must provide a minimum setback of 15 feet above the base, with the setback increasing along a sloping line for building heights above 300 feet, to a maximum setback of 35 feet for building heights above 550 feet. The Tower encroaches

within this setback line, however, an exception may be granted by the Commission if the design of the Project meets certain criteria that fulfill the intent of the tower separation requirements.

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

- **Ground Level Wind Currents.** The Code requires that new buildings in C-3 Districts must be designed so as not cause ground-level wind currents to exceed specified comfort levels. When preexisting ambient wind speeds exceed the comfort levels, new buildings must be designed to attenuate ambient wind speeds to meet the specified comfort level. According to the wind analysis prepared for the project, 80 out of 172 test points in the vicinity currently exceed the comfort level. Construction of the project would create 21 new exceedances of the comfort levels. An exception to the these requirements may be granted if the building cannot be shaped to meet the requirements without creating an ungainly building form, and unduly restricting the development potential of the building site, and the additional exceedances are insubstantial.

The increase in wind speeds at the 21 new exceedance locations is minimal, ranging from one to three miles per hour at most of the locations tested in the wind study. The average wind speed in the area would increase only slightly, from 9.3 mph to 9.8 mph. The percent of time that the comfort level is exceeded amongst exceedance locations will only slightly increase, from 16.4% to 17%. The wind analysis also concluded that further changes to the design of the project are unlikely to substantially reduce preexisting wind levels or minimize new exceedances of the comfort levels.

- **Curb Cut on First Street.** The Project proposes a curb cut on First Street to access the subterranean parking and loading for the Tower. The Code prohibits a curb cuts on the segment of First Street abutting the Project, however, the Commission may grant an exception as long as the Project does not seek parking above the permitted accessory amounts. The Code strictly prohibits the installation of curb cuts on Mission Street without providing any mechanism for an exception, given the substantial existing and future volumes of pedestrians and transit activity on Mission Street. In addition, a curb-cut accessing the Project via Fremont Street would substantially degrade the quality of Mission Square, which is intended as an important public open space and pedestrian circulation space for visitors reaching the future Transit Center and City Park. Given these limitations, First Street serves as the appropriate location for a curb cut to access the subterranean off-street parking and loading functions for the Tower.

- **Unoccupied Building Height.** Buildings which exceed 550 feet in the S-2 Bulk District may include unenclosed, unoccupied architectural features that extend above the height limit if the Commission determines that such features fulfill certain design criteria. Specifically, such elements

should be designed as integral components of the building design, enhance both the overall silhouette of the building and the City skyline by producing an elegant and unique building top, achieve overall design excellence, and should not add substantial amounts of shadow to public open spaces.

The top of the tower is finished with a sculptural crown, designed as an unenclosed latticework of structural grid that continues the expression of metal accents that wrap the occupied floors of the Tower below. The TCDP envisions that, within the larger context of the future skyline created by the increased building heights in the Plan area, the Project will serve as the tallest point, both as an spire rising above other buildings within the skyline, and as a marker of the significance of the adjacent Transit Center. As a design component of the Project, the crown creates an elegant and distinct termination to the Tower, and contributes to the slender proportions of the overall building form. Given that the crown is not fully solid, as is comprised of relatively narrow structural elements, it would not contribute substantial amounts of additional shadow to open spaces in the vicinity. In addition, because the sun is a disc rather than a single point in the sky, sunlight can "pass around" such narrow elements of buildings resulting in a diffuse shadow line (rather than a hard-edged shadow) at points distant from the Project.

REQUIRED ACTIONS

In order for the project to proceed, the Commission must 1) Adopt Findings under the California Environmental Quality Act; 2) Adopt Findings that new shadows that the Project would cast on eight open spaces (Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, Woh Hei Yuen Park, Chinese Recreation Center, and Boeddeker Park) would not be adverse to the use of those spaces, and allocate Absolute Cumulative Shadow Limits to the Project to six open spaces (Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, and Boeddeker Park) (Planning Code Section 295); 3) Allocate 1,370,577 square feet of office space under the Annual Office Development Limitation Program (Planning Code Sections 320 through 325); and, 4) Determine that the project complies with Planning Code Section 309, granting requests for exceptions regarding "Separation of Towers" (Section 132.1), "Streetwall Base"(Section 132.1), "Reduction of Ground-Level Wind Currents in C-3 Districts" (Section 148), "General Standards for Off-Street Parking and Loading" (Section 155(r)) to create a curb cut on First Street, and "Unoccupied Building Height"(Section 260(b)(M)).

BASIS FOR RECOMMENDATION

- The project will add office and retail space that will contribute to the employment base of the City and bolster the viability of the Downtown Core as the center of commerce for the City.
- The project meets the goals and objectives of the TCDP to concentrate office development near the future Transit Center and other high-level transit service, within an intense, walkable urban context.
- The Project will generate substantial revenues that will contribute to the development of transportation infrastructure, including the Transit Center and the Downtown Rail Extension, and other improvements envisioned by the TCDP.
- Public transit and neighborhood-serving commercial establishments are abundant in the area. Employees would be able to walk or utilize transit to commute and satisfy convenience needs without reliance on the private automobile. This pedestrian traffic will activate the sidewalks and open space areas in the vicinity.

- The project meets all applicable requirements of the Planning Code, aside from the exceptions requested pursuant to Planning Code Section 309.
- The Project will generate substantial revenues that will contribute to affordable housing, childcare, and downtown parks.
- The project open space amenities, including Mission Square, as well as the inclined elevator and tower elevator accessing City Park atop the Transit Center, will substantially enhance public access to open space and recreational amenities in downtown San Francisco. The project will also include retail space on the fifth floor and a wide, publicly accessible "porch" that serves as both a physical bridge between the Tower and City Park and as an extension of City Park seating and landscaping.
- The height and stature of the tower is proposed as was envisioned in the TCDP, which seeks to establish a building at this site as the "crown" of the downtown skyline.

RECOMMENDATION:	**Approval with Conditions**

Attachments:
Draft CEQA Findings Motion
Draft Section 295 Motion
Draft Office Allocation Motion
Draft Section 309 Motion
Block Book Map
Aerial Photograph
Zoning District Map
Graphics Package from Project Sponsor

Exhibit Checklist

- ☒ Executive Summary
- ☒ Draft Motion
- ☐ Environmental Determination
- ☒ Zoning District Map
- ☒ Height & Bulk Map
- ☒ Parcel Map
- ☒ Sanborn Map
- ☒ Aerial Photo
- ☒ Context Photos
- ☒ Site Photos

- ☒ Project sponsor submittal

  Drawings: Existing Conditions
  - ☒ Check for legibility

  Drawings: Proposed Project
  - ☒ Check for legibility

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

Planner's Initials

KMG: G:\Documents\Projects\Transit Center\Actions\2008.0789K & 2012.0257EBX - Transbay Tower - Exec Sum.DOCX

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Planning Commission Draft Motion
CEQA Findings

HEARING DATE: OCTOBER 18, 2012

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Case No.:	**2008.0789E, 2012.0257E**
Project Address:	**101 First Street (Transbay Tower)**
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Block/Lot:	3720/001 (101 First Street) 0308/001 (Union Square) 0258/003 (St. Mary's Square) 0209/017 (Portsmouth Square) 0233/035 (Justin Herman Plaza) 0204/020 (Maritime Plaza) 0180/004 (Woh Hei Yuen Park) 0213/001 (Chinese Recreation Center) 0332/009 (Boedekker Park)
Project Sponsor:	Paul Paradis Hines Transbay Tower, LLC 101 California Street, Suite 1000 San Francisco, CA 94111
Staff Contact:	Kevin Guy – (415) 558-6163 kevin.guy@sfgov.org

ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND A STATEMENT OF OVERRIDING CONSIDERATIONS RELATING TO APPROVALS FOR THE CONSTRUCTION OF A 61-STORY BUILDING REACHING A ROOF HEIGHT OF APPROXIMATELY 912 FEET WITH A DECORATIVE CROWN REACHING A MAXIMUM HEIGHT OF APPROXIMATELY 1,070 FEET, CONTAINING APPROXIMATELY 1.37 MILLION SQUARE FEET OF OFFICE USES, APPROXIMATELY 10,600 SQUARE FEET OF RETAIL SPACE, APPROXIMATELY 28,300 SQUARE FEET OF PUBLICLY-ACCESSIBLE OPEN SPACE, AND APPROXIMATELY 39,370 SQUARE FEET OF OFF-STREET SUBTERRANEAN PARKING AREA (THE TRANSBAY TOWER PROJECT). THE PROJECT SITE IS LOCATED WITHIN THE C-3-O(SD) (DOWNTOWN OFFICE, SPECIAL DEVELOPMENT) DISTRICT, THE 1000-S-2 HEIGHT AND BULK DISTRICT, AND THE TRANSIT CENTER C-3-O(SD) COMMERCIAL SPECIAL USE DISTRICT.

In relation to various approvals for the proposed project located at 101 First Street (Assessor's Block 3720, Lot 001, the "Project Site"), known as the Transbay Tower Project ("Project" and formerly

referred to as the Transit Tower), the San Francisco Planning Commission ("Planning Commission" or "City") makes and adopts the following findings of fact regarding the Project, mitigation measures, and statement of overriding considerations based on substantial evidence in the whole record of this proceeding and pursuant to the California Environmental Quality Act, California Public Resources Code Sections 21000 *et seq*. ("CEQA"), particularly Section 21081 and 21081.5, the Guidelines for Implementation of CEQA, 14 California Code of Regulations Sections 15000 *et seq*. ("CEQA Guidelines"), particularly Section 15091 through 15093, and Chapter 31 of the San Francisco Administrative Code. The abovementioned findings support the Commission's determination to find no adverse shadow impact and allocate available shadow budgets from downtown parks in accordance with Planning Code Section 295, issue a Planning Code Section 309 Permit ("309 Permit"), grant an office allocation under Section 321, and take other related actions.

On May 24, 2012, the San Francisco Planning Commission adopted Motion 18628 certifying a Final Environmental Impact Report ("Final EIR") for the Transit Center District Plan ("TCDP") and the construction of the Transbay Tower ("Tower") (State Clearinghouse No. 2008072073). The Final EIR analyzes the significant environmental effects ("impacts") of the TCDP at a program-level and the analyzes the impacts of the Tower at a project-level. Also on May 24, 2012, the Planning Commission adopted Motion No. 18629 relating to the adoption of environmental findings, a statement of overriding considerations, and adoption of feasible mitigation measures, as required under the California Environmental Quality Act and State Guidelines, in connection with the adoption of the TCDP and related actions needed to implement the TCDP. The San Francisco Board of Supervisors affirmed the Planning Commission's certification of the Final EIR on July 10, 2012, and subsequently adopted the TCDP implementing ordinances, with a first reading on July 24, 2012, a second reading on July 31, 2012, and with the ordinances then being signed by the Mayor on August 9, 2012.[1] The Planning Department issued a Notice of Determination on August 10, 2012.

This document contains the CEQA findings specific to the Tower, namely the environmental impacts and mitigation measures that were previously analyzed, studied, and evaluated in the Final EIR in relation to the Tower Project Sponsor's applications, filed pursuant to San Francisco Planning Code Sections 295, 309, and 321, and a statement of overriding considerations. There have been no changes Final EIR in the project, no changes in circumstances, and no new information regarding a new significant impact or a substantial increase in the severity of a significant impact requiring major revisions in the Final EIR since the Board of Supervisors' affirmation of the Final EIR certification on July 10, 2012. Therefore, there are no circumstances that might require a subsequent or supplemental EIR or an addendum EIR for the Project. Thus, for purposes of the Planning Commission's determinations under Section 295, the Section 309 Permit, the Section 321 office allocation, and other related issues, no further environmental analysis is required.

This document is organized as follows:

Section I provides a description of the proposed Tower Project, the environmental review process for the Project, the additional actions to be taken, and the location of records.

[1] Hereinafter, the Recreation and Park Commission, Planning Commission, and Board of Supervisors shall be collectively referred to as the "City."

Section II sets forth findings regarding impacts found to be less than significant, and therefore, require no mitigation.

Section III identifies significant project-specific or cumulative impacts that can be eliminated or reduced to a less-than-significant level by the mitigation measures identified in the EIR.

Sections IV identifies significant impacts that cannot be avoided or reduced to less-than-significant levels and describes any applicable mitigation measures as well as the disposition of the mitigation measures;

Section V sets forth mitigation measures and project modifications proposed by commenters.

Section VI evaluates the different Project alternatives and the economic, legal, social, technological, and other considerations that support approval of the Project and the rejection of the alternatives, or elements thereof, analyzed**.**

Section VII presents a statement of overriding considerations setting forth specific reasons in support of the Planning Commission's actions and its rejection of the alternatives not incorporated into the Project.

Section VIII explains why no further environmental review is required for a Planning Commission determination of no adverse shadow impact as a condition precedent to the Commission's consideration of a permit under Planning Code Section 309 and related approvals for the Transbay Tower.

Exhibit A, attached hereto, contains the Mitigation Monitoring and Reporting Program ("MMRP"), which provides a table setting forth each mitigation measure identified in EIR that is required to reduce or avoid a significant impact of the Transbay Tower as well as those mitigation measures applied as part of the TCDP approval actions. **Exhibit A** also includes improvement measures that will ameliorate less-than-significant Project effects. The MMRP specifies the agency responsible for implementation of each mitigation and improvement measure, establishes monitoring actions and a monitoring schedule. The MMRP is required by CEQA Section 21081.6 and CEQA Guidelines Section 15091.

I. PROJECT DESCRIPTION AND PROCEDURAL BACKGROUND

A. Project Site

The Transbay Tower would occupy approximately the northern half of Lot 1 on Block 3720, on the south side of Mission Street between Fremont and First Streets, adjacent to the new Transit Center which is under construction. Block 3720 is bounded by First, Mission, Fremont, and Howard Streets. As described in more detail in Part I.C, below, the Transbay Tower is proposed as a 61-story building reaching a roof height of approximately 912 feet with a decorative crown reaching a maximum height of approximately 1,070 feet, containing approximately 1.37 million square feet of office uses, approximately 10,600 square feet of retail space, approximately 28,300 square feet of publicly-accessible open space, and approximately 39,370 square feet of off-street subterranean parking area. The project site is approximately 50,000 square feet in size and was most recently used as the passenger waiting and loading and Muni drop-off/layover area for the former Transbay Terminal, which has been demolished. The

Transbay Joint Powers Authority ("TJPA") intends to sell the Transbay Tower site to a private entity, which would develop the tower, and use the proceeds from the sale to help fund the Transit Center project.

B. Surrounding Area

In 2007, the Planning Department initiated a public planning effort called the Transit Center District Plan ("TCDP"), focused on the area roughly bounded by Market Street, Embarcadero, Folsom Street, and Hawthorne Street. The Project Site is located in an area characterized by dense urban development and located within the TCDP Area. The TCDP area comprises approximately 145 acres in the southern portion of the downtown Financial District, roughly bounded by Market Street, Steuart Street, Folsom Street, and a line to the east of Third Street. The TCDP area is surrounded by the Financial District, Rincon Hill, the waterfront, and the Yerba Buena Center area; it is centered on the site of the new Transbay Transit Center, which is now under construction. The TCDP area includes Zone 2 of the adopted Transbay Redevelopment Area and a portion of Zone 1 (only for streetscape and roadway modifications consistent with that plan).

The TCDP's five fundamental goals are to:

(1) Build on the General Plan's Urban Design Element and Downtown Plan, establishing controls, guidelines and standards to advance existing policies of livability, as well as those that protect the unique quality of place;

(2) Capitalize on major transit investment with appropriate land use in the downtown core, with an eye toward long-term growth considerations;

(3) Create a framework for a network of public streets and open spaces that support the transit system, and provides a wide variety of public amenities and a world-class pedestrian experience;

(4) Generate financial support for the Transit Center project, district infrastructure, and other public improvements; and

(5) Ensure that the Transit Center District is an example of comprehensive environmental sustainability in all regards.

C. Project Description

The applicant ("Project Sponsor") for the Transbay Tower Project is Hines Transbay Associates LP, a Texas limited partnership ("Hines"). The Transbay Tower would encompass approximately 1.37 million square feet of office space and about 10,600 square feet of retail space and would be built on a roughly square footprint of about 26,000 square feet. The building would have retail space and a lobby on the ground floor, additional retail space on a portion of the fifth floor (connected by a footbridge to the planned City Park atop the new Transit Center), and 57 floors of office space, along with two mechanical floors. The Tower would have one basement level beneath the entire footprint of the building and Mission Square, and two additional basement levels situated beneath the footprint of the building. The building would have a concrete slab foundation supported by driven piles anticipated to be founded on bedrock more than 200 feet below grade. The tower's structural system is anticipated to employ the concept of "megacolumns," which are very large structural columns that would be supported by large

diameter piles approximately 10 feet in diameter, with additional piles driven to support the building's foundation slab.

The Project analyzed in the Final EIR requires the following major permits and approvals, and related and collateral actions, that together define the terms under which the Transbay Tower will occur:

Modification of Absolute Cumulative Limit for new shadow on certain City parks and a Section 295 shadow finding (Transbay Tower) - San Francisco Planning Commission and San Francisco Recreation and Park Commission;

A Determination of Compliance by the Planning Commission under Section 309 of the Planning Code, including building bulk requirements of Planning Code Section 270, from the separation of towers requirement of Planning Code Section 132.1 from the ground-level wind current requirements of Planning Code Section 148, and to allow a curb cut on First Street, a Transit Preferential Street pursuant to Planning Code Section 155;

Planning Commission allocation of office space in accordance with Planning Code Section 321;

Planning Commission General Plan and Planning Code Section 101.1 priority policy consistency determinations;

Permit for boilers and generators - Bay Area Air Quality Management District;

General Construction Activity Stormwater Permit - Regional Water Quality Control Board

Building Permits - San Francisco Department of Building Inspection;

Approval for new water, sewer, and street light utility connections - San Francisco Public Utilities Commission;

Approval of stormwater management system and submittal by project sponsor of a Stormwater Control Plan - San Francisco Public Utilities Commission;

Approval of alterations to street right-of-ways, including, for example, the configuration of travel lanes, sidewalks widths, and addition of crosswalks that are part of the TCDP's modifications to the public realm - San Francisco Municipal Transportation Agency, Department of Public Works; and,

Approval of any proposed curb or street modifications - San Francisco Municipal Transportation Agency, Department of Public Works, and Board of Supervisors.

D. Relevant TCDP and Transbay Tower Project Objectives

1. Land Use

Objective 1.1: Maintain downtown San Francisco as the region's premier location for transit-oriented job growth within the Bay Area.

Objective 1.2: Reinforce the role of downtown within the city as its major job center by protecting and enhancing the central district's remaining capacity, principally for employment growth.

Objective 1.3: Continue to foster a mix of land uses to reinforce the 24-hour character of the area.

Policy 1.1: Increase the overall capacity of the Transit Center District for additional growth.

Policy 1.2: Revise height and bulk limits in the Plan Area consistent with other TCDP objectives and considerations.

Policy 1.3: Reserve the bulk of remaining space in the core Transit Center District for job growth, by limiting the amount of noncommercial uses on major opportunity sites.

Policy 1.4: Prevent long-term under-building in the area by requiring minimum building intensities for new development on major sites.

Policy 1.5: Consider the complexity and size of projects in establishing the duration for entitlements for large development projects.

Objective 1.4: Ensure the district maintains areas that contain concentrations of ground-level public-serving retail and convenience uses for workers and visitors.

Policy 1.6: Designate certain select street frontages as active retail areas and limit non-retail commercial uses, such as office lobbies, real estate offices, brokerages, and medical offices, from dominating the street level spaces.

2. <u>Urban Form</u>

Objective 2.1: Maximize building envelope and density in the plan area within the bounds of urban form and livability objectives of the San Francisco General Plan.

Objective 2.2: Create an elegant downtown skyline, building on existing policy to craft a distinct downtown "hill" form, with its apex at the transit center, and tapering in all directions.

Objective 2.3: Form the downtown skyline to emphasize the Transit Center as the center of downtown, reinforcing the primacy of public transit in organizing the city's development pattern, and recognizing the location 's importance in local and region al accessibility, activity, and density.

Objective 2.4: Provide distinct transitions to adjacent neighborhoods and to topographic and man-made features of the cityscape to ensure the skyline

enhances, and does not detract from , important public views throughout the city and region.

Objective 2.5: Balance consideration of shadow impacts on key public open spaces with other major goals and objectives of the plan, and if possible, avoid shading key public spaces during prime usage times.

Policy 2.1: Establish the Transbay Tower as the "crown" of the downtown core—its tallest and most prominent building—at an enclosed height of 1,000 feet.

Policy 2.2: Create a light, transparent sculptural element to terminate the Transbay Tower to enhance skyline expression without casting significant shadows. This vertical element may extend above the 1,000 foot height limit.

Policy 2.3: Create a balanced skyline by permitting a limited number of tall buildings to rise above the dense cluster that forms the downtown core, stepping down from the Transbay Tower in significant height increments.

Policy 2.4: Transition heights downward from Mission Street to Folsom Street and maintain a lower "saddle" to clearly distinguish the downtown form from the Rincon Hill form and to maintain views between the city's central hills and the Bay Bridge.

Policy 2.6: Establish a minimum height requirement for the Transbay Tower site, as well as other adjacent sites zoned for a height limit of 750 feet or greater.

Objective 2.6: Provide flexibility and sufficient allowance for the structural core of tall buildings (taller than 600 feet), while ensuring that the buildings maintain elegant and slender proportion s and profile.

Objective 2.7: Ensure articulation and reduction to the mass of the upper portions and tops of towers in order to create visual interest in the skyline and help maintain views.

E. Environmental Review

On September 28, 2011, the Planning Department issued the Public Notice of Availability of the Draft Environmental Impact Report for the Transit Center District Plan and the Transbay Tower and the time period for public review and comment and of a public scoping meeting. Public notice was provided (1) by publication in a newspaper of general circulation, (2) by mail to owners and occupants within 300 feet of the Project Site, as well as to persons and organizations requesting such notice from the Department; and (3) by mail to appropriate state, local, and federal agencies, including Responsible Agencies, Trustee Agencies, and other agencies required by law to receive such notice. On September 11, 2011, copies of the DEIR were delivered to the State Clearinghouse for distribution to state agencies.

The Department held a duly advertised public scoping meeting on November 3, 2011, at which opportunity for public comment was given and received from one member of the public. The period for acceptance of written comments ended on November 14, 2011.

On September 28, 2011, the Department published the Draft Environmental Impact Report (hereinafter "DEIR") and provided public notices of the availability of the DEIR for public review and comment and of the date and time of the Planning Commission public hearing on the DEIR. Public notice was provided (1) by publication in a newspaper of general circulation, (2) by posting Notices of Availability near the Project Site; (3) by mail to owners and occupants within 300 feet of the Project Site, as well as persons and organizations requesting such notice from the Department; and (4) by mail to appropriate state, local, and federal agencies, including Responsible Agencies, Trustee Agencies, and other agencies required by law to receive such notice.

A Notice of Completion was filed with the State Secretary of Resources via the State Clearinghouse on September 28, 2011.

The Planning Commission held a duly advertised public hearing on the DEIR on November 3, 2011, at which opportunity for public comment was given. The period for acceptance of written comments ended on November 28, 2011.

The Planning Department prepared responses to comments on environmental issues received at the public hearing and in writing during the public review period for the DEIR, prepared revisions to the text of the DEIR in response to comments received or based on additional information that became available during the public review period, and corrected errors in the DEIR. This material was presented in the "Comments and Responses" published on , which was distributed on May 10, 2012, to the Planning Commission and to all parties who commented on the DEIR, and was available to others upon request at Department offices.

The Planning Department prepared a Final EIR, consisting of the DEIR, any comments received during the review process, and the Comments and Responses, all as required by law. No new information of significance became available thereafter that would require recirculation of the EIR under CEQA Guidelines Section 15088.5.

On May 24, 2012, the Planning Commission reviewed and considered the Final EIR and found, by Motion No. 18628, that the contents of said report and the procedures through which the Final EIR was prepared, publicized and reviewed complied with the provisions of CEQA, the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code.

By Motion No. 18629, the Planning Commission found that the Final EIR was adequate, accurate and objective, reflected the independent judgment of the Planning Commission and that the Comments and Responses document contained no significant revisions to the DEIR. The Commission adopted findings with regard to each significant impact associated with the TCDP and a Statement of Overriding Considerations, and certified the completion of the Final EIR for the TCDP and the Transbay Tower in compliance with CEQA and the CEQA Guidelines.

The San Francisco Board of Supervisors affirmed the Planning Commission's certification of the Final EIR on July 10, 2012, and subsequently adopted the resolutions and TCDP implementing ordinances, with a first reading on July 24, 2012, a second reading on July 31, 2012, and with the ordinances then being signed by the Mayor on August 9, 2012. The Planning Department issued a Notice of Determination on August 10, 2012.

F. City Actions Specific to the Project Sponsor's Permit Applications

In accordance with Planning Code Section 309, a Planning Commission hearing is required for any project in C-3 Districts that will result in a net addition of more than 50,000 gross square feet, 75 feet in height, or that requests exceptions from certain provisions of the Planning Code. The Project Sponsor has supplemented its initial March 9, 2012 Section 309 Application and the Planning Commission hearing to obtain approval of the Project will be October 18, 2012. On October 11, 2012, the Recreation and Park Commission and Recreation and Park Department General Manager adopted CEQA findings and made recommendations regarding a determination of no adverse shadow impact in accordance with Planning Code Section 295. The Recreation and Park Commission's Resolution, including its CEQA findings and MMRP, are incorporated herein by reference. At its October 18, 2012 hearing, the Planning Commission will make its own determination concerning shadow and allocation of shadow budget based on these recommendations and take actions on the Section 309 Permit, a Section 321 office allocation, and other related actions

G. Content and Location of Record

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

- The EIR, and all documents referenced in or relied upon by the EIR;
- All information (including written evidence and testimony) provided by City staff to the Planning Commission relating to the EIR, the proposed approvals and entitlements, the Project, and the alternatives set forth in the EIR, including CEQA findings, findings of fact, evaluation of mitigation measure and alternatives, and statement of overriding Considerations;
- All information (including written evidence and testimony) provided by City staff to the Planning Commission relating to the EIR, the proposed approvals and entitlements, the Project, and the alternatives set forth in the EIR, including CEQA findings, findings of fact, evaluation of mitigation measure and alternatives, and statement of overriding Considerations;
- All information (including written evidence and testimony) presented to the Planning Commission and by the environmental consultant and subconsultants who prepared the EIR, or incorporated into reports presented to the Planning Commission;
- All information (including written evidence and testimony) presented to the City from other public agencies relating to the Project or the EIR;
- All applications, letters, testimony, and presentations presented to the City by the Project Sponsor and its consultants in connection with the Project;
- All information (including written evidence and testimony) presented at any public hearing or public scoping meeting related to the Project and the EIR, or submitted as comments on the DEIR;
- All information (including written evidence and testimony) presented to and approved by the Board of Supervisors in relation to the TCDP and Transbay Tower Project and Final EIR certification and approval and the TCDP-related resolutions and ordinances;

- All information (including written evidence and testimony) presented to and approved by the Mayor of San Francisco in relation to the TCDP and Transbay Tower Project and Final EIR certification and approval and the TCDP-related ordinances;

- The MMRP; and,

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

The public hearing transcript, a copy of all letters regarding the Final EIR received during the public review period, the administrative record, and background documentation for the Final EIR are located at the Planning Department, 1650 Mission Street, 4th Floor, San Francisco. The Planning Commission Secretary, Linda Avery, is the custodian of these documents and materials. The Recreation and Park Commission Secretary, Margaret McArthur, is custodian of documents and materials on file with the Recreation and Park Department and Commission. These records are located at McClaren Hall, 501 Stanyan Street, San Francisco.

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

H. Requirement for Findings of Fact

CEQA requires public agencies to consider the potential effects of their discretionary actions on the environment and, when feasible, to adopt and implement mitigation measures that avoid or substantially lessen the significant impacts of those activities on the environment. Specifically, Public Resources Code section 21002 provides that "public agencies should not approve projects as proposed if there are feasible alternatives or feasible mitigation measures available which would substantially lessen the significant environmental effects of such projects[.]" The same statute states that the procedures required by CEQA "are intended to assist public agencies in systematically identifying both the significant effects of proposed projects and the feasible alternatives or feasible mitigation measures which will avoid or substantially lessen such significant effects." Section 21002 goes on to state that "in the event [that] specific economic, social, or other conditions make infeasible such project alternatives or such mitigation measures, individual projects may be approved in spite of one or more significant effects thereof."

The mandate and principles announced in Public Resources Code Section 21002 are implemented, in part, through the requirement that agencies must adopt findings before approving projects for which EIRs are required. (See Pub. Resources Code, § 21081, subd. (a); CEQA Guidelines, § 15091, subd. (a).) For each significant environmental effect identified in an EIR for a proposed project, the approving agency must issue a written finding reaching one or more of three permissible conclusions. The three possible findings are:

(1) Changes or alterations have been required in, or incorporated into, the project which mitigate or avoid the significant effects on the environment.

(2) Those changes or alterations are within the responsibility and jurisdiction of another public agency and have been, or can and should be, adopted by that other agency.

(3) Specific economic, legal, social, technological, other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the environmental impact report.

(Public Resources Code Section 21081, subd. (a); see also CEQA Guidelines Section 15091, subd. (a).)

Public Resources Code section 21061.1 defines "feasible" to mean "capable of being accomplished in a successful manner within a reasonable period of time, taking into account economic, environmental, social and technological factors." CEQA Guidelines section 15364 adds another factor: "legal" considerations. (See also *Citizens of Goleta Valley v. Board of Supervisors* (*Goleta II*) (1990) 52 Cal.3d 553, 565.)

The concept of "feasibility" also encompasses the question of whether a particular alternative or mitigation measure promotes the underlying goals and objectives of a project. (*City of Del Mar v. City of San Diego* (1982) 133 Cal.App.3d 410, 417 ("*City of Del Mar*").) "'[F]easibility' under CEQA encompasses 'desirability' to the extent that desirability is based on a reasonable balancing of the relevant economic, environmental, social, and technological factors." (*Ibid*.; see also *Sequoyah Hills Homeowners Assn. v. City of Oakland* (1993) 23 Cal.App.4th 704, 715 (*Sequoyah Hills*); see also *California Native Plant Society v. City of Santa Cruz* (2009) 177 Cal.App.4th 957, 1001 [after weighing "'economic, environmental, social, and technological factors' … 'an agency may conclude that a mitigation measure or alternative is impracticable or undesirable from a policy standpoint and reject it as infeasible on that ground'"].)

A public agency meeting with respect to a project for which significant impacts are not avoided or substantially lessened may nevertheless approve the project [after adopting proper findings] if the agency first adopts a statement of overriding considerations stating the specific reasons why the agency found that the project's "benefits" rendered "acceptable" its "unavoidable adverse environmental effects." (CEQA Guidelines, §§ 15093, 15043, subd. (b); see also Pub. Resources Code, § 21081, subd. (b).) The California Supreme Court has stated, "[t]he wisdom of approving ... any development project, a delicate task which requires a balancing of interests, is necessarily left to the sound discretion of the local officials and their constituents who are responsible for such decisions. The law as we interpret and apply it simply requires that those decisions be informed, and therefore balanced." (*Goleta II, supra*, 52 Cal.3d at p. 576.)

Because the EIR identified significant effects that may occur as a result of the project, and in accordance with the provisions of the Guidelines presented above, the Planning Commission hereby adopts these findings as part of its determination of no adverse shadow impact, which is a condition precedent to the approval of the Section 309 permit approval process for the Transbay Tower. These findings reflect the independent judgment of the Planning Commission and constitute its best efforts to set forth the evidentiary and policy bases for its decision to approve the Project in a manner consistent with the requirements of CEQA. These findings, in other words, are not merely informational, but rather constitute a binding set of obligations that come into effect as part of the subsequent action of the Planning Commission to approve the Section 309 permit.

II. FINDINGS REGARDING IMPACTS FOUND TO BE LESS THAN SIGNIFICANT AND DO NOT REQUIRE MITIGATION

Under CEQA, no mitigation measures are required for impacts that are less than significant. (Pub. Resources Code, Section 21002; CEQA Guidelines, Section 15126.4, subd. (a)(3), 15091.)

Based on substantial evidence, the Planning Commission found, and the Board of Supervisors affirmed upon approval of Final EIR certification, that the implementation of the Project and associated Area Plan would not result in any significant environmental impacts in the following areas: Land Use; Aesthetics; Population, Housing, Business Activity and Employment (Growth Inducement); Greenhouse Gas Emissions; Recreation and Public Space; Utilities and Service Systems; Public Services; Geology, Soils, and Seismicity; Hydrology and Water Quality; Mineral and Energy Resources; and Agricultural and Forest Resources. Each of these topics is analyzed and discussed in detail including, but not limited to, in the EIR Chapters: IV.A; IV.B; IV.C; IV.H; IV.K; IV.L; IV.M; IV.O; IV.P; IV.R, and IV.S.

III. FINDINGS REGARDING POTENTIALLY SIGNIFICANT IMPACTS THAT CAN BE AVOIDED OR REDUCED TO LESS-THAN-SIGNIFICANT LEVELS THROUGH MITIGATION MEASURES

CEQA requires agencies to adopt mitigation measures that would avoid or substantially lessen a project's identified significant impacts or potential significant impacts if such measures are feasible (unless mitigation to such levels is achieved through adoption of a project alternative). The findings in this Section III and in Section IV concern mitigation measures set forth in the Final EIR. These findings discuss mitigation measures specific to the Project's impacts as proposed in the Final EIR and adopted by the Planning Commission. In addition, the mitigation measures specific to the TCDP, which were previously adopted by the Planning Commission on May 24, 2012, are hereby readopted and made conditions of Project approval, to the extent that they are applicable to the Project.

The full explanation of the potentially significant environmental impacts is set forth in Section IV of the Draft EIR, the Notice of Preparation/Initial Study attached as Appendix A to the Draft EIR, and in some cases is further explained in the Comments and Responses. In many cases, mitigation measures will be implemented by the Project Applicant. In these cases, implementation of mitigation measures by the Project Applicant or other developer or facility operator have been or will, in future agreements, be made conditions of Project approval. In the case of other mitigation measures, an agency of the City will have responsibility for implementation of mitigation measures. Implementation of all of the mitigation measures will be monitored pursuant to the Mitigation Monitoring and Reporting Program, attached hereto as Exhibit A.

The findings in this Section III and in Section IV concern impacts identified in the EIR and mitigation measures set forth in the Final EIR. These findings discuss mitigation measures as proposed in the Final EIR and recommended for adoption by this Commission, the Board of Supervisors, and other City entities that can be implemented by City agencies or departments. The mitigation measures proposed for adoption in this section are identical to the mitigation measures identified in the DEIR. The Draft EIR and Response to Comments document provides additional evidence as to how these measures would avoid or reduce the identified impacts, though in some cases not to a less than significant level, as described herein. Such analysis, as statement in Section VIII, is incorporated herein by reference.

As explained previously, Exhibit A, attached, contains the Mitigation Monitoring and Reporting Program required by CEQA Section 21081.6 and CEQA Guidelines Section 15091. It provides a table setting forth each mitigation measure listed in Chapter V of the EIR that is required to reduce or avoid a significant adverse impact for the overall TCDP as well as those mitigation measures specific to the Tower Project. Exhibit A also specifies the agency responsible for implementation of each measure, and establishes monitoring actions and a monitoring and reporting schedule. Based on the analysis contained in the Final EIR and the standards of significance, the Planning Commission finds that implementation of the proposed mitigation measures discussed in this Section will reduce each of the potentially significant impacts described below to a less-than-significant level.

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

A. Cultural and Paleontological Resources

1. Impact – Disturbance or Destruction of Archeological Resources

(a) Less than Significant with Mitigation:

Impact CP-2 - Development of the proposed Transbay Tower could cause a substantial adverse change in the significance of archeological resources. The Final EIR finds that Transbay Tower Project could cause a substantial adverse change in the significance of archeological resources.

(b) Implement Mitigation Measure M-CP-2 and Conclusion:

The Planning Commission finds the potentially significant impact listed above would be reduced to a less-than-significant level with implementation of Mitigation Measure M-CP-2, p. S-54, which is hereby adopted and made a condition of Project approval, and would require the implementation of an Archeological Testing Program Specific to Transbay Tower, as follows:

M-CP-2: Archaeological Testing Program Specific to Transbay Tower. Based on a reasonable presumption that archeological resources may be present within the project site, the following measures shall be undertaken to avoid any potentially significant adverse effect from the proposed project on buried historical resources. Transit Center District Plan Archeological Research Design and Treatment Plan (Far Western Anthropological Research Group, Inc., Archaeological Research Design and Treatment Plan for the Transit Center District Plan Area, San Francisco, California, February 2010) included a sensitivity assessment (based on historic archival investigations and geoarchaeological coring) of Transbay Tower parcel and parcel-specific archaeological treatment plan. No formally recorded archaeological sites currently are documented on this parcel, and the parcel is considered moderately sensitive for historic-era resources and as having a low sensitivity for prehistoric resources. The Treatment Plan laid out an approach to mitigation efforts at the Transbay Tower site that primarily focus

on historic-era resources, with much more limited attention given to potential prehistoric resources. This would include identification efforts, and if an archaeological site is located, evaluation and data recovery mitigation work.

The project sponsor shall retain the services of an archeological consultant from the Planning Department ("Department") pool of qualified archaeological consultants as provided by the Department archaeologist. The archeological consultant shall undertake an archeological testing program as specified herein. In addition, the consultant shall be available to conduct an archeological monitoring and/or data recovery program if required pursuant to this measure. The archeological consultant's work shall be conducted in accordance with this measure and with the requirements of the Transit Center District Plan Archeological Research Design and Treatment Plan 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 requirements 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. Archeological monitoring and/or data recovery programs required by this measure could suspend construction of the project for up to a maximum of four weeks. At the direction of the ERO, the suspension of construction can be extended beyond four weeks only if such a suspension is the only feasible means to reduce to a less than significant level potential effects on a significant archeological resource as defined in CEQA Guidelines Sections 15064.5 (a) (c).

Archeological Testing Program. The archeological consultant shall prepare and submit to the ERO for review and approval an archeological testing plan (ATP) that builds upon the Transit Center District Plan Archeological Research Design and Treatment Plan elements developed for this parcel. The ATP shall identify the testing method to be used and the locations recommended for testing. The purpose of the archeological testing program will be to determine to the extent possible the presence or absence of archeological resources and to identify and to evaluate whether any archeological resource encountered on the site constitutes an historical resource under CEQA. The archeological testing program shall be conducted in accordance with the approved ATP. At the completion of the archeological testing program, the archeological consultant shall submit a written report of the findings to the ERO. If based on the archeological testing program the archeological consultant finds that significant archeological resources may be present, the ERO in consultation with the archeological consultant shall determine if additional measures are warranted.

Additional measures that may be undertaken include additional archeological testing, archeological monitoring, and/or an archeological data recovery program. If the ERO determines that a significant archeological resource is present and that the resource could be adversely affected by the proposed project, at the discretion of the project sponsor either:

A) The proposed project shall be re-designed so as to avoid any adverse effect on the significant archeological resource; or

B) A data recovery program shall be implemented, unless the ERO determines that the archeological resource is of greater interpretive than research significance and that interpretive use of the resource is feasible.

Archeological Monitoring Program:

If the ERO in consultation with the archeological consultant determines that an archeological monitoring program shall be implemented, the archeological consultant shall prepare an archeological monitoring plan (AMP).

The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the AMP reasonably prior to any project-related soils disturbing activities commencing. The ERO in consultation with the archeological consultant shall determine what project activities shall be archeologically monitored. In most cases, any soils- disturbing activities, such as demolition, foundation removal, excavation, grading, utilities installation, foundation work, driving of piles (foundation, shoring, etc.), site remediation, etc., shall require archeological monitoring because of the risk these activities pose to potential archaeological resources and to their depositional context;

Archeological monitoring shall conform to the requirements of the final AMP reviewed and approved by the ERO;

The archeological consultant shall advise all project contractors to be on the alert for evidence of the presence of the expected resource(s), of how to identify the evidence of the expected resource(s), and of the appropriate protocol in the event of apparent discovery of an archeological resource;

The archeological monitor(s) shall be present on the project site according to a schedule agreed upon by the archeological consultant and the ERO until the ERO has, in consultation with project archeological consultant, determined that project construction activities could have no effects on significant archeological deposits;

The archeological monitor shall record and be authorized to collect soil samples and artifactual/ecofactual material as warranted for analysis;

If an intact archeological deposit is encountered, all soils-disturbing activities in the vicinity of the deposit shall cease. The archeological monitor shall be empowered to temporarily redirect demolition/excavation/pile driving/construction activities and equipment until the deposit is evaluated. If in the case of pile driving activity (foundation, shoring, etc.), the archeological monitor has cause to believe that the pile driving activity may affect an archeological resource, the pile driving activity shall be terminated until an appropriate evaluation of the resource has been made in consultation with the ERO. The archeological consultant shall immediately notify the ERO of the encountered archeological deposit. The archeological consultant shall make a reasonable effort to assess the identity, integrity, and significance of the encountered archeological deposit, and present the findings of this assessment to the ERO. Whether or not significant archeological resources are encountered, the archeological consultant shall submit a written report of the findings of the monitoring program to the ERO.

Archeological Data Recovery Program:

The archeological data recovery program shall be conducted in accord with an archeological data recovery plan (ADRP). The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the ADRP prior to preparation of a draft ADRP. The archeological consultant shall submit a draft ADRP to the ERO. The ADRP shall identify how the proposed data recovery program will preserve the significant information the archeological resource is expected to contain. That is, the ADRP will

identify what scientific/historical research questions are applicable to the expected resource, what data classes the resource is expected to possess, and how the expected data classes would address the applicable research questions. Data recovery, in general, should be limited to the portions of the historical property that could be adversely affected by the proposed project. Destructive data recovery methods shall not be applied to portions of the archeological resources if nondestructive methods are practical.

The scope of the ADRP shall include the following elements:

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

Human Remains and Associated or Unassociated Funerary Objects:

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

Final Archeological Resources Report:

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

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

B. Noise and Vibration

1. Impact – Non-Permanent Increase in Ambient Noise Levels

(a) Less than Significant with Mitigation:

Impact NO-4 - The proposed Transbay Tower project would not result in a substantial permanent increase in ambient noise levels in the project vicinity, and it would not expose persons to noise levels in excess of standards established in the local general plan or noise ordinance. (DEIR at p. S-58.) The Final EIR found that the impact could be reduced to a less-than-significant level for the Transbay Tower with the mitigation measure M-NO-1e, as stated below, in place.

Impact NO-5: Construction of the proposed Transbay Tower project would result in a temporary and/or periodic increase in ambient noise levels and vibration in the project vicinity above levels existing without the project. (DEIR at p. S-57.) The Final EIR found that the impact could be reduced to a less-than-significant-level with the mitigation measure M-NO-2b, as stated below, in place.

(b) Implement Mitigation Measures M-NO-1e and M-NO-2b and Conclusion:

The Planning Commission finds the potentially significant impacts listed above would be reduced to less-than-significant levels with implementation of Mitigation Measure M-NO-1e, Interior Mechanical Equipment; and M-NO-2b, General Construction Noise Control Measures. These mitigations measures are hereby adopted and made conditions of Project approval.

(i) M-NO-1e: Interior Mechanical Equipment (as revised). The Planning Department shall require that design of the building incorporate the maximum feasible reduction of building equipment noise, be incorporated into the final project design as specified by a qualified acoustical consultant, and consistent with Building Code and Noise Ordinance requirements and CEQA thresholds, such as through the use of fully noise-insulated enclosures around rooftop equipment and/or incorporation of mechanical equipment into intermediate building floor(s).

(ii) M-NO-2b: General Construction Noise Control Measures. To ensure that project noise from construction activities is minimized to the maximum extent feasible, the project sponsor of a development project in the Plan Area shall undertake the following:

- The project sponsor of a development project in the Plan Area shall require the general contractor to ensure that equipment and trucks used for project construction utilize the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake

silencers, ducts, engine enclosures and acoustically-attenuating shields or shrouds, wherever feasible).

- The project sponsor of a development project in the Plan Area shall require the general contractor to locate stationary noise sources (such as compressors) as far from adjacent or nearby sensitive receptors as possible, to muffle such noise sources, and to construct barriers around such sources and/or the construction site, which could reduce construction noise by as much as five dBA. To further reduce noise, the contractor shall locate stationary equipment in pit areas or excavated areas, if feasible.

- The project sponsor of a development project in the Plan Area shall require the general contractor to use impact tools (e.g., jack hammers, pavement breakers, and rock drills) that are hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. Where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used, along with external noise jackets on the tools, which could reduce noise levels by as much as 10 dBA.

- The project sponsor of a development project in the Plan Area shall include noise control requirements in specifications provided to construction contractors. Such requirements could include, but not be limited to, performing all work in a manner that minimizes noise to the extent feasible; use of equipment with effective mufflers; undertaking the most noisy activities during times of least disturbance to surrounding residents and occupants, as feasible; and selecting haul routes that avoid residential buildings inasmuch as such routes are otherwise feasible. Prior to the issuance of each building permit, along with the submission of construction documents, the project sponsor of a development project in the Plan Area shall submit to the Planning Department and Department of Building Inspection (DBI) a list of measures to respond to and track complaints pertaining to construction noise. These measures shall include (1) a procedure and phone numbers for notifying DBI, the Department of Public Health, and the Police Department (during regular construction hours and off hours); (2) a sign posted on-site describing noise complaint procedures and a complaint hotline number that shall be answered at all times during construction; (3) designation of an on-site construction complaint and enforcement manager for the project; and (4) notification of neighboring residents and non-residential building managers within 300 feet of the project construction area at least 30 days in advance of extreme noise generating activities (defined as activities generating noise levels of 90 dBA or greater) about the estimated duration of the activity.

C. Biological Resources

1. Impact – Adverse Impact on Candidate, Sensitive, or Special-Status Species

(a) Less than Significant with Mitigation: Impact BI-3 - Development of the Transbay Tower has the potential to adversely impact species identified as a candidate, sensitive, or special-status species in local or regional plans, policies, or regulations, or by the California Department of Fish and Game or U.S. Fish and Wildlife Service. (DEIR at p. S-58.) The Final EIR found that this

adverse impact to biological resources attributable to the Transbay Tower could be mitigated to a less-than-significant level through the implementation of Mitigation Measure M-BI-1a.

(b) Implement Mitigation Measure M-BI-1a and Conclusion:

The Planning Commission finds the potentially significant impact listed above would be reduced to a less-than-significant level with implementation of Mitigation Measure M-BI-1a, Pre-Construction Bird Surveys, for Construction of the Transbay Tower Project, which is hereby adopted and made a condition of Project approval.

M-BI-1a: Pre-Construction Bird Surveys, for Construction of the Transbay Tower Project. Conditions of approval for building permits issued for construction within the Plan Area shall include a requirement for pre-construction breeding bird surveys when trees or vegetation would be removed or buildings demolished as part of an individual project. Preconstruction nesting bird surveys shall be conducted by a qualified biologist between February 1st and August 15th if vegetation (trees or shrubs) removal or building demolition is scheduled to take place during that period. If special-status bird species are found to be nesting in or near any work area or, for compliance with federal and state law concerning migratory birds, if birds protected under the federal Migratory Bird Treaty Act or the California Fish and Game Code are found to be nesting in or near any work area, an appropriate no-work buffer zone (e.g., 100 feet for songbirds) shall be designated by the biologist. Depending on the species involved, input from the California Department of Fish and Game (CDFG) and/or the U.S. Fish and Wildlife Service (USFWS) Division of Migratory Bird Management may be warranted. As recommended by the biologist, no activities shall be conducted within the no-work buffer zone that could disrupt bird breeding. Outside of the breeding season (August 16 – January 31), or after young birds have fledged, as determined by the biologist, work activities may proceed. Birds that establish nests during the construction period are considered habituated to such activity and no buffer shall be required, except as needed to avoid direct destruction of the nest, which would still be prohibited.

D. Hazards and Hazardous Materials

1. Impact – Potential Exposure of Hazardous Materials During Excavation

(a) Less than Significant with Mitigation:

Impact HZ-7 - Excavation for the proposed Transbay Tower would require the handling of potentially contaminated soil and groundwater, potentially exposing workers and the public to hazardous materials, or resulting in a release to the environment during construction. (DEIR at p. S-58.) The Final EIR found that this adverse impact attributable to the Transbay Tower could be mitigated to a less-than-significant level through the implementation of Mitigation Measures M-HZ-2a and 2c.

(b) Implement Mitigation Measures M-HZ-2a and 2c and Conclusion:

The Planning Commission finds the potentially significant listed above would be reduced to a less-than-significant level with implementation of Mitigation Measure M-HZ-2a, Site Assessment and Corrective Action for Sites Located Bayward of Historic Tide, and M-HZ-2c, Site Assessment and Corrective Action for All Sites. These mitigations measures are hereby adopted and made conditions of Project approval.

(i) M-HZ-2a: Site Assessment and Corrective Action for Sites Located Bayward of Historic Tide Line. For any project located bayward of the historic high tide line the project sponsor shall initiate compliance with, and ensure that the project fully complies with, Article 22A of the San Francisco Health Code. In accordance with this article, a site history report shall be prepared, and if appropriate, a soil investigation, soil analysis report, site mitigation plan, and certification report shall also be prepared. If the presence of hazardous materials is indicated, a site health and safety plan shall also be required. The soil analysis report is submitted to DPH. If required on the basis of the soil analysis report, a site mitigation plan shall be prepared to 1) assess potential environmental and health and safety risks; 2) recommend cleanup levels and mitigation measures, if any are necessary, that would be protective of workers and visitors to the property; 3) recommend measures to mitigate the risks identified; 4) identify appropriate waste disposal and handling requirements; and 5) present criteria for on-site reuse of soil. The recommended measures would be completed during construction. Upon completion, a certification report shall be prepared documenting that all mitigation measures recommended in the site mitigation report have been completed and that completion of the mitigation measures has been verified through follow-up soil sampling and analysis, if required.

If the approved site mitigation plan includes leaving hazardous materials in soil or the groundwater with containment measures such as landscaping or a cap to prevent exposure to hazardous materials, the project sponsor shall ensure the preparation of a risk management plan, health and safety plan, and possibly a cap maintenance plan in accordance with DPH requirements. These plans shall specify how unsafe exposure to hazardous materials left in place would be prevented, as well as safe procedures for handling hazardous materials should site disturbance be required. DPH could require a deed notice, for example, prohibiting or limiting certain future land uses, and the requirements of these plans and the deed restriction would transfer to the new property owners in the event that the property was sold.

(ii) M-HZ-2c: Site Assessment and Corrective Action for All Sites. If potential exposure to vapors is suspected, a screening evaluation shall be conducted in accordance with guidance developed by the DTSC to estimate worst case risks to building occupants from vapor intrusion using site specific data and conservative assumptions specified in the guidance. If an unacceptable risk were indicated by this conservative analysis, then additional site data shall be collected and a site specific vapor intrusion evaluation, including fate and transport modeling, shall be required to more accurately evaluate site risks. Should the site specific evaluation identify substantial risks, then additional measures shall be required to reduce risks to acceptable levels. These measures could include remediation of site soil and/or groundwater to remove vapor sources, or, should this be infeasible, use of engineering controls such as a passive or active vent system and a membrane system to control vapor intrusion. Where engineering controls are used, a deed restriction shall be required, and shall include a description of the potential cause of vapors, a prohibition against construction without removal or treatment of contamination to approved risk-based levels, monitoring of the engineering controls to prevent vapor intrusion until risk-based cleanup levels have been met, and notification requirements to utility workers or contractors who may have contact with contaminated soil and groundwater while installing utilities or undertaking construction activities. The screening level and site-specific evaluations shall be conducted under the oversight of DPH and methods for compliance shall be specified in the site mitigation plan prepared in accordance with this measure, and subject to review and approval by the DPH. The deed restriction, if required, shall be recorded at the San Francisco Office of the Assessor-Recorder after approval by the DPH and DTSC.

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

The Final EIR identified a number of significant environmental effects (or impacts) which the Project would cause or to which the Project would contribute. Some of these unavoidable significant effects can be substantially lessened by the adoption of feasible mitigation measures, but still remain significant and unavoidable with mitigation. Other significant and unavoidable effects cannot be substantially lessened or avoided by the adoption of feasible mitigation measures. For reasons set forth in the Statement of Overriding Considerations in Section VIII, below, however, the City has determined that overriding economic, social, and other considerations outweigh the significant and unavoidable effects of the Project.

Based on substantial evidence, the Planning Commission found, and the Board of Supervisors affirmed that, where feasible, changes or alterations have been required or incorporated into the Project to reduce the significant environmental impacts identified in the Final EIR. The City found that the mitigation measures identified in the Final EIR and described below are appropriate, and that changes have been required in, or incorporated into, the Project that may reduce, but do not substantially lessen or avoid (i.e., reduce to less than significant levels), some of the potentially significant or significant environmental effects associated with implementation of the Project as described in Final EIR Chapter IV. The City hereby adopts and makes conditions of Project approval all of the previously adopted mitigation measures that are relevant to the Project and are within the City's jurisdiction, which are set forth in the MMRP and listed below. In addition, the Final EIR identified two cumulative impacts to transit (transit delay and regional transit) and mitigation to address such impacts, M-TR-3d and M-TR-3e. The Board of Supervisors, in Ordinance No. 182-12, adopted The TCDP Transit Delay Mitigation Fee to implement Mitigation Measures M-TR-3d and M-TR-3e as specified in the Final EIR. This fee applies to all projects in the TCDP including the Transbay Tower.

Based on the analysis contained within the Final EIR and the standards of significance, the City finds that because some aspects of the Project would cause potentially significant impacts for which feasible mitigation measures are not available to reduce the impact to a less-than-significant level, these impacts are significant and unavoidable. The City recognizes that, although mitigation measures are identified in the Final EIR that would reduce many potentially significant impacts to less-than-significant levels, for some potentially significant and unavoidable impacts the measures would not fully mitigate the impacts to a less-than-significant- level, or are uncertain, infeasible, or within the jurisdiction of another agency, and therefore those impacts remain significant and unavoidable or potentially significant an unavoidable.

The City found that the following significant impacts on the environment, as reflected in the Final EIR, are unavoidable, but under Public Resources Code Section 21081(a)(3) and (b), and CEQA Guidelines Sections 15091(a)(3), 15092(b)(2)(B), and 15093, the City determined that the impacts are acceptable due to the overriding considerations described in Section VIII below. This finding is supported by substantial evidence in the record of this proceeding.

A. Transportation

1. Impact – Adverse Effects on Average Vehicle Delay.

(a) Impact TR-10: Traffic generated by the proposed Transbay Tower would incrementally increase average vehicle delay, but would not degrade level of service at local intersections. (DEIR at p. S-47.) The Final EIR found that that no feasible mitigation measures exist to reduce this impact. Thus, this impact remains significant and unavoidable.

(b) Conclusion:

The Planning Commission finds that no mitigation is feasible to reduce impacts to a less-than-significant level at any of the four intersections that would be adversely affected by the proposed project, and thus, the impact remains significant and unavoidable. At First and Mission Streets, the Municipal Transportation Agency ("MTA") could potentially optimize signal timing, which might reduce impacts to LOS E (and better than under existing conditions). However, this measure would require evaluation by the MTA with respect to signal progression and pedestrian timing requirements. Therefore, the feasibility of the mitigation measure is uncertain and the impact would be significant and unavoidable.

At First and Howard Streets, signal optimization would not improve conditions to better than LOS F. At Fremont and Howard Streets, the MTA could potentially stripe an additional westbound through lane along Howard Street by reducing the number of eastbound travel lanes from two to one. However, this measure would require detailed evaluation by the MTA with respect to intersection geometry and other factors. Therefore, the feasibility of the mitigation measure is uncertain and the impact would be significant and unavoidable.

At First and Folsom Streets, the MTA could potentially stripe an exclusive southbound left-turn pocket at the intersection by removing approximately four on-street parking spaces on the east side of First Street, and convert the current shared through-left lane into a through lane. However, this measure would require detailed evaluation by the MTA with respect to intersection geometry and other factors.

2. Impact – Adverse Effects on Overcrowding of Public Sidewalks.

(a) Impact TR-12: The proposed Transbay Tower would not result in substantial overcrowding on public sidewalks, but would create potentially hazardous conditions for pedestrians or otherwise interfere with pedestrian accessibility to the site and adjoining areas. (DEIR at p. S-47.) The Final EIR found that that this adverse impact could be reduced in severity by implementation of Mitigation Measure M-TR-12, but the impact would remain significant and unavoidable due to the uncertainty of implementing this measure.

(b) Implement Mitigation Measure M-TR-12 and Conclusion:

The Planning Commission finds that Mitigation Measure M-TR-12 would reduce the impact, but the impact will remain significant and unavoidable. The mitigation measure which is to Widen North Crosswalk at Fremont / Mission Streets, is hereby adopted and made a condition of Project approval.

M-TR-12: Widen North Crosswalk at Fremont/Mission Streets. To ensure adequate pedestrian level of service under Existing plus Project and Cumulative Conditions, the MTA could widen the north crosswalk at Fremont and Mission Street by approximately 5 feet.

3. Impact – Adverse Effects on Increased Loading Demand

(a) Impact TR-14: The proposed project would result in a loading demand during the peak hour of loading activities that could not be accommodated within proposed on-site loading facilities or within convenient onstreet loading zones, and could create potentially hazardous conditions or significant delays affecting traffic, transit, bicycles and pedestrians. (DEIR at p. S-48-49.) The Final EIR found that that this adverse impact could be reduced in severity by implementation of Mitigation Measures M-TR-14a and M-TR-14b, but it is uncertain whether the mitigation measures would reduce the impact to a less-than-significant level. Thus, the impact would remain significant and unavoidable.

(b) Implement Mitigation Measures M-TR-14a and 14b and Conclusion:

The Planning Commission finds that Mitigation Measures M-TR-14a, Loading Dock Management, and M-TR-14b, Garage/Loading Dock Driveway Operations, would reduce Impact TR-14; however, the impact will remain significant and unavoidable. These mitigation measures are hereby adopted and made conditions of project approval.

(ii) M-TR-14a: Loading Dock Management. To ensure adequate off-street loading capacity is provided, the project sponsor shall implement active management of the Transbay Tower loading dock, including, but not necessarily limited to, the following:

- Establish a Loading Demand Management Plan. All loading activities would be coordinated through an on-site manager, to ensure that loading docks are available when scheduled trucks arrive. Unscheduled deliveries (which would have to park on the street, likely illegally) would be prohibited access to the building freight elevators;

- During periods when the building's loading dock is fully utilized, the coordinator would direct trucks to return when there is available capacity at the loading dock. Alternatively, a sign could be provided at or near the driveway to the alert truck drivers that the dock is full; and,

- Educate the building's office and retail tenants on the capacity of the loading dock and the loading coordinator's role, and encourage off-peak deliveries or use of smaller van-type vehicles that could be accommodated in standard parking spaces within the building garage.

(iii) M-TR-14b: Garage/Loading Dock Driveway Operations. To ensure that operation of the driveway serving the project's off-street parking garage and offstreet loading dock does not result in queues of vehicles that could adversely affect traffic, transit, pedestrians, and bicycles on First Street, the project sponsor shall undertake measures including, but not necessarily limited to, the following:

- Redesign the internal layout of the loading dock to allow for easier entrance/exit maneuvers for all provided loading spaces (e.g., limited need for additional reversing movements). This would be

evaluated using a truck turning template assessment to ensure that vehicles of all sizes could adequately access each space;

- Restrict the use of the loading dock to trucks 35 feet in length or shorter;

- Install a "GARAGE FULL" sign at the garage driveway to alert drivers that the on-site garage is at capacity;

- Between the hours of 6:00 a.m. to 10:00 p.m., station a parking garage attendant at the driveway on First Street to direct vehicles entering and exiting the garage to avoid any safety issues with pedestrians in the sidewalk, prevent delays or disruption to traffic and transit operations along First Street, and minimize conflicts between vehicles entering the garage and vehicles exiting the garage; ☐ Install visible warning devices at the driveway opening to alert pedestrians of approaching vehicles;

- Limit hours of operation of the loading dock to avoid peak pedestrian and traffic times. No trucks would be permitted to enter or exit the loading dock between the hours of 7:00 a.m. to 9:00 a.m., 12:00 p.m. to 1:00 p.m., and 4:00 p.m. to 6:00 p.m. on weekdays;

- Redesign the garage driveway with the inbound direction (entering the garage) on the north side of the driveway and the outbound direction (exiting the garage) on the south side of the driveway, which would eliminate conflicts between vehicles entering and exiting the garage;

- Signalize the driveway intersection at First Street, so that the driveway would function as the east leg of the First Street / Minna Street signalized intersection. Vehicles exiting the driveway would receive a solid red signal during the green signal for southbound First Street. Signage and striping within the driveway would direct exiting vehicles to stop and wait within the driveway during the red signal phase and not block the sidewalk, and indicate that left turns on red exiting the driveway would be prohibited. When southbound First Street has a red signal (and eastbound Minna Street has a green signal), vehicles exiting the driveway would have a flashing red signal, indicating that they are permitted to exit but must yield to pedestrians on the First Street sidewalk (similar to a typical driveway) as well as pedestrians crossing First Street at Minna Street (similar to a typical signalized intersection). These measures would provide exiting vehicles with a designated phase for egress movements, separate from the First Street phase, which would ensure that they do not block the sidewalk while exiting. Vehicles entering the driveway would proceed along with southbound First Street traffic and would also have to yield to pedestrians on the First Street sidewalk (like at a typical driveway), and left turns on red into the driveway would be prohibited, as indicated by signage. Pedestrians movements on the First Street sidewalk would not be signalized, and vehicles entering and exiting the driveway would have to yield to these pedestrians at all times (similar to a typical driveway);

- Ensure that vehicular queues do not stretch back to the First Street sidewalk or travel lane at any time; and

- As part of the Planning Department project approval process (e.g., Section 309 of the Planning Code), the Transbay Tower project sponsor shall consult with SFMTA on the design of the parking garage and access to ensure that it is functional and well-integrated with street operations across all modes.

4. Impact – Adverse Effects on Transit Service and Pedestrian and Bicycle Circulation

(a) Impact TR-16: Project construction, along with construction of the Transit Center and other nearby projects, would result in disruption of nearby streets, transit service, and pedestrian and bicycle circulation. The EIR identifies Mitigation Measure M-TR-16a, which is hereby adopted and made a condition of Project approval. The Final EIR found that that this adverse impact could be reduced in severity by implementation of Mitigation Measure M-TR-16a, but the mitigation measure would not reduce the impact to a less-than-significant level. Thus, the impact would remain significant and unavoidable.

(b) Implement Mitigation Measure M-TR-16a and Conclusion:

The Planning Commission finds that Mitigation Measure M-TR-16a, Construction Coordination, would reduce Impact TR-16; however, the impact will remain significant and unavoidable. This mitigation measure is hereby adopted and made a condition of Project approval.

M-TR-16a: Construction Coordination. To minimize potential disruptions to transit, traffic, and pedestrian and bicyclists, the project sponsor and/or construction contractor shall develop a Construction Management Plan that could include, but not necessarily be limited to, the following:

- Limit construction truck movements to the hours between 9:00 a.m. and 4:00 p.m. (or other times, if approved by the MTA) to minimize disruption of traffic, transit, and pedestrian flow on adjacent streets and sidewalks during the weekday a.m. and p.m. peak periods.

- Identify optimal truck routes to and from the site to minimize impacts to traffic, transit, pedestrians, and bicyclists; and,

- Encourage construction workers to use transit when commuting to and from the site, reducing the need for parking.

The project sponsor shall also coordinate with the Municipal Transportation Agency/Sustainable Streets Division, the Transbay Joint Powers Authority, and construction manager(s)/contractor(s) for the Transit Center project, and with Muni, AC Transit, Golden Gate Transit, and SamTrans, as applicable, to develop construction phasing and operations plans that will result in the least amount of disruption that is feasible to transit operations, pedestrian and bicycle activity, and vehicular traffic.

B. Noise and Vibration

- Cumulative Noise Impacts

: The TCDP and proposed Transbay Tower, in combination with past, present, and reasonably foreseeable future projects, would result in cumulative noise impacts. (DEIR at p. S-50.). The EIR identifies Mitigation Measures M—NO-2a, Noise Control Measures for Pile Driving and M-NO-2b, General Construction Noise Control Measures, as previously described above; and M-C-NO, Cumulative Construction Noise Control Measures, as feasible mitigation measures that would reduce noise impacts. The Final EIR found that that this adverse impact could be reduced in severity by implementation of

Mitigation Measures M-NO-2a, M-NO-2b, and M-C-NO, but the mitigation measures would not reduce the impact to a less-than-significant level. Thus, the impact would remain significant and unavoidable.

, M-NO-2b, and M-C-NO and Conclusion:

The Planning Commission finds that Mitigation Measures M—NO-2a, Noise Control Measures for Pile Driving; M-NO-2b, General Construction Noise Control Measures; and M-C-NO, Cumulative Construction Noise Control Measures would reduce noise impacts, but the impact would remain significant and unavoidable. These mitigations measures are hereby adopted and made conditions of project approval.

M-C-NO: Cumulative Construction Noise Control Measures. In addition to implementation of Mitigation Measure NO-2a and Mitigation Measure NO-2b (as applicable), prior to the time that construction of the proposed project is completed, the project sponsor of a development project in the Plan Area shall cooperate with and participate in any City-sponsored construction noise control program for the Plan Area or other City-sponsored areawide program developed to reduce potential effects of construction noise in the project vicinity. Elements of such a program could include a community liaison program to inform residents and building occupants of upcoming construction activities, staggering of construction schedules so that particularly noisy phases of work do not overlap at nearby project sites, and, potentially, noise and/or vibration monitoring during construction activities that are anticipated to be particularly disruptive.

C. Air Quality

1. Impact - Exposure to Toxic Air Contaminants

(a) Impact AQ-7: Construction of the Transbay Tower would expose sensitive receptors to substantial levels of toxic air contaminants generated by construction equipment. (DEIR at p. S-51-52.). The EIR identifies Mitigation Measure M-AQ-7. The Final EIR found that that this adverse impact could be reduced in severity by implementation of Mitigation Measure M—AQ-7, but it is uncertain whether the mitigation measure would reduce the impact to a less-than-significant level, the impact would remain significant and unavoidable.

(b) Implement Mitigation Measure M-AQ-7 and Conclusion.

The Planning Commission finds that Mitigation Measure M-AQ-7, which is hereby adopted and made a condition of Project approval, would reduce Impact AQ-7. The Planning Commission finds that it is uncertain whether the mitigation measure would reduce the impact to a less-than-significant level, and thus, the impact would remain significant and unavoidable.

M-AQ-7: Construction Vehicle Emissions Minimization. To reduce the potential health risk resulting from project construction activities, the project sponsor shall include in contract specifications a requirement for the following BAAQMD-recommended measures:

Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to two minutes. All off-road construction equipment shall be equipped with Tier 3 (Tier 2 if greater than 750 horsepower) diesel engines or better. The following types of equipment are identified as candidates for retrofitting with CARB-certified Level 3 verified diesel emission controls

(Level 3 Verified Diesel Emissions Control Devices, or VDECS, which are capable of reducing DPM emissions by 85 percent or more), due to their expected operating modes (i.e., fairly constant use at high revolution per minute):

- Excavators
- Backhoes
- Rubber-Tired Dozers
- Concrete Boom Pumps
- Concrete Trailer Pumps
- Concrete Placing Booms
- Soil Mix Drill Rigs
- Soldier Pile Rigs
- Shoring Drill Rigs;

The project construction contractor shall not use diesel generators for construction purposes where feasible alternative sources of power are available. All diesel generators used for project construction shall meet Tier 4 emissions standards.

The equipment listed above may or may not be used for the project. To the extent that the above-listed (or reasonably comparable) equipment is used for project construction, those equipment types shall meet DPM emission standards equivalent to Tier 3 (Tier 2 if greater than 750 horsepower) engines with Level 3 VDECS, if feasible. For the purposes of this mitigation measure, "feasibility" refers to the availability of newer equipment in the contractor's or a subcontractor's fleet that meets these standards, or the availability of older equipment in the contractor's or a subcontractor's fleet that can be feasibly modified to incorporate Level 3 VDECS. It should be noted that for specialty equipment types (e.g. drill rigs, shoring rigs and concrete pumps) it may not be feasible for construction contractors to modify their current, older equipment to accommodate the particulate filters, or for them to provide newer models with these filters pre-installed. Therefore, this mitigation measure may be infeasible.

Should it be determined by the construction contractor or its subcontractor(s) that compliance with the emissions control requirements of this mitigation measure is infeasible for any one of the above listed construction equipment, the construction contractor must demonstrate an alternative method of compliance that achieves an equivalent reduction in the project's fleet-wide DPM and other TAC emissions. If alternative means of compliance with the emissions exhaust requirements are further determined to be infeasible, the construction contractor must document, to the satisfaction of the ERO, that the contractor has complied with this mitigation measure to the extent feasible and why full compliance with the mitigation measure is infeasible.

2. Impact – Cumulative Air Quality Impacts

(a) Impact C-AQ: The TCDP and the proposed Transbay Tower would contribute considerably to cumulative air quality impacts. (DEIR at p. S-52.). The EIR identifies Mitigation Measure M-AQ-7, Construction Vehicle Emissions Minimization, as a feasible mitigation measure that would reduce cumulative air quality impacts. The EIR concluded that even with the implementation of these mitigation measures, the cumulative impacts remain significant and unavoidable.

(b) Implement Mitigation M-AQ-7 and Conclusion.

The Planning Commission finds that Mitigation Measure M-AQ-7, Construction Vehicle Emissions Minimization, would reduce cumulative air quality impacts. Mitigation Measure M-AQ-7, as described above, is hereby adopted and made a condition of Project approval. However, for the reasons stated in the May 24, 2012 Findings, even with implementation of this mitigation measure, cumulative air quality impacts with respect to the Transbay Tower would be significant and unavoidable.

D. Shadow

1. Impact – Creation of Additional Shadow on City Parks. The Final EIR determined that the Transbay Tower would adversely affect the use of various parks under the jurisdiction of the Recreation and Park Department.

(a) Impact SH-2: The proposed Transbay Tower would adversely affect the use of various parks under the jurisdiction of the Recreation and Park Department and, potentially, other open spaces. (DEIR at p. S-52.).

(b) Impact C-SH: The TCDP, including the proposed Transbay Tower, would contribute to cumulative new shadow that would adversely affect the use of various parks under the jurisdiction of the Recreation and Park Department and, potentially, other open spaces. (DEIR at p. S-52.)

(c) Conclusion.

The Commission finds that while shadow impacts still may be further minimized by refinements to building design, there are no feasible mitigation measures available to reduce the shadow impacts on existing parks to a less-than-significant level because it is not possible to definitively lessen the intensity or otherwise reduce the shadow cast by a building given the current design. Therefore, the City determines that this shadow impact is significant and unavoidable.

As described in further detail in Section VII, overriding considerations offset the shadow-related impacts, including the creation of new open space, as well as funding to make improvements to existing parks that would be shaded by the Transbay Tower.

V. MITIGATION MEASURES AND PROJECT MODIFICATIONS PROPOSED BY COMMENTERS

Several commenters on the DEIR suggested additional mitigation measures and/or modifications to the measures recommended in the DEIR. In considering specific recommendations from commenters, the Planning Commission recognizes its legal obligation under CEQA to substantially lessen or avoid significant environmental effects to the extent feasible. The Planning Commission recognizes, moreover, that comments frequently offer thoughtful suggestions regarding how a commenter believes that a particular mitigation measure can be modified, or perhaps changed significantly, in order to more effectively, in the commenter's eyes, reduce the severity of environmental effects. The Planning Commission has also taken into account the fact that the mitigation measures recommended in the DEIR reflect the professional judgment and experience of the Planning Commission's expert staff and environmental consultants and have been carefully considered. In considering commenters' suggested

changes or additions to the mitigation measures as set forth in the DEIR, the Planning Commission (in determining whether to accept such suggestions, either in whole or in part) considered the following factors, among others:

> Whether the suggestion relates to a significant and unavoidable environmental effect of the Project, or instead relates to an effect that can already be mitigated to less than significant levels by proposed mitigation measures in the DEIR;
>
> Whether the proposed language represents a clear improvement, from an environmental standpoint, over the draft language that a commenter seeks to replace;
>
> Whether the proposal may have significant environmental effects, other than the impact the proposal is designed to address, such that the proposal is environmentally undesirable as a whole;
>
> Whether the proposed language is sufficiently clear as to be easily understood by those who will implement the mitigation as finally adopted;
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> Whether the language might be too inflexible to allow for practical implementation;
>
> Whether the suggestions are feasible from an economic, technical, legal, or other standpoint; and
>
> Whether the proposal is consistent with the Project objectives.

For this project, several potentially significant and unavoidable impacts were identified and comments were received suggesting ways to further reduce those impacts. These suggested measures either are already incorporated in the mitigation measures proposed for adoption, or were considered and rejected as infeasible as set forth in the Comments and Responses document. The reasons for rejecting mitigation proposed by commenters that were received during the comment period are explained in the Comments and Responses document and are incorporated herein by reference.

VI. EVALUATION AND REJECTION OF PROJECT ALTERNATIVES

This section describes the Project as well as the Project alternatives (the "Alternatives") and the reasons for approving the Project and for rejecting the Alternatives. This Section VII also outlines the Project's purposes and provides a context for understanding the reasons for selecting or rejecting Alternatives.

CEQA mandates that every EIR evaluate a reasonable range of alternatives to the Project or the Project location that generally reduce or avoid potentially significant impacts of the Project. CEQA also requires that every EIR evaluate a "No Project" alternative. Alternatives provide a basis of comparison to the Project in terms of their significant impacts and their ability to meet Project objectives. This comparative analysis is used to consider reasonable, potentially feasible options for minimizing environmental consequences of the Project.

Alternatives Analyzed in the Final EIR

The Planning Commission rejects the alternatives set forth in the Final EIR and listed below because the Planning Commission finds substantial evidence, including evidence of economic, legal, social, technological, and other considerations described in this Section in addition to those described in Section VII below under CEQA Guidelines 15091(a)(3), that make such alternatives infeasible. The following findings incorporate by reference and rely, to the extent applicable, on the Planning Commission's May 24, 2012 findings with regard to the corresponding alternatives to the TCDP as a whole.

The Final EIR analyzed three alternatives to the Project: the No Project Alternative, the Reduced Project Alternative, and the Reduced Shadow Alternative.[2]

Alternative A: The No Project Alternative.

The no project alternative for an individual development project is "the circumstance under which the project does not proceed." (CEQA Guidelines section 15126.6(e)(3)(B).) Accordingly, a project-specific No Project-No Build Scenario for the proposed Transbay Tower would involve no development on that site. A project-specific No Project-Existing Zoning Alternative for the Transbay Tower would include development of a 30-foot-tall building, which is the height of the building that could be built on the Transbay Tower site if the property were not rezoned.

The No Project-No Build Alternative would not result in development of the proposed Transbay Tower site; therefore, it would not achieve any of the project objectives.

The No Project-Existing Zoning Alternative would not be desirable nor meet the proposed Project objectives for the following reasons:

(c) Job Capacity and Transit-Oriented Growth: The No Project-Existing Zoning Alternative, by limiting development on the site of the proposed Transbay Tower to a 30-foot-tall building, would create only a negligible amount of new office or retail space. Thus, the No Project Alternative would limit the economic growth of the City more than the proposed Project and limit the ability of Downtown San Francisco to continue to be the premier concentration of economic activity in the region.

(d) Visual Quality and Urban Form: The No Project-Existing Zoning Alternative would only permit a 30-foot-tall building on the proposed Transbay Tower site, which would not create the visual focal point for downtown San Francisco. Rincon Hill on the far southern end and Transamerica and 555 California on the far northern end would continue to be the tallest buildings on the skyline. At the street level, necessary setbacks to accommodate increased pedestrian activity would not be implemented.

(e) Public Improvement and Funding Program: The No Project-Existing Zoning Alternative would only permit a 30-foot-tall building on the proposed Transbay Tower site,

[2] The EIR analyzed a fourth alternative to the proposed TCDP, the Developer Scenario. Because under the Developer Scenario the Transbay Tower would be 1,070-feet, it is not an alternative to the proposed Project.

which would provide little to no land sale, impact fee, and tax revenues to support the Transit Center Project, which also means it would not support development of Mission Square.

Alternative B: Reduced Project Alternative.

The Reduced Project Alternative assumes construction on each of the "soft" development sites identified in this EIR, but at lesser heights and intensity than would be permitted under the TCDP. The heights are those at which development would cast no additional shadow on parks under the jurisdiction of the Recreation and Park Department, beyond that which could occur from buildings developed to existing height limits. As a result of the lesser heights, it is assumed that development of Plan Area sites containing historical resources would proceed in a different manner than would be allowed under the TCDP, thereby reducing the TCDP's impacts on historic architectural resources. In particular, under the Reduced Project Alternative, the Transbay Tower would be 550 feet tall.

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

(a) **Job Capacity and Transit-Oriented Growth:** The reduction in the height of the proposed Transbay Tower from 1,070 feet to 550 feet under this alternative would account for approximately one-fourth of the overall reduction in the TCDP area development under this alternative. As a result, this alternative would diminish the achievement of the TCDP's objective to increase the economic growth of the City and limit the ability of Downtown San Francisco to continue to be the premier concentration of economic activity in the region.

(b) **Visual Quality and Urban Form:** Goals for enhancing the urban form of the downtown skyline proposed in the TCDP would not be achieved. The Reduced Project Alternative would only allow for a 550-foot-tall building on the Transbay Tower site, rather than the 1,070-foot building contemplated by the proposed Project. The skyline would continue to be flat and "benched" with numerous buildings at a height of approximately 600 feet and would not recognize the Transit Center District as the center of downtown. Rincon Hill on the far southern end and Transamerica and 555 California on the far northern end would continue to be the most prominent buildings on the skyline. Thus, this alternative would not create a new visual focus for downtown within the Plan Area because the 550-foot-tall building would be the same size as several other existing downtown buildings and TCDP Area buildings.

(c) **Public Improvement and Funding Program:** The Reduced Project Alternative, by limiting the proposed Transbay Tower to a 550-foot-tall building, would provide substantially less land sale, impact fee, and tax revenue to support the Transit Center project than the 1,070-foot building due to two major factors: (1) the 550-foot building would have about 56 percent less floor area than the proposed Transbay Tower, and (2) the higher floors of the 1,070-foot-building would command higher rents and would be of much greater value than the rent in a shorter building. This reduction in revenue would also reduce the amount of funding available for the other infrastructure projects, such as Mission Square and the surrounding streetscape, which would reduce the quality of the ground level pedestrian spaces around the building.

Alternative C: Reduced Shadow Alternative.

The Reduced Shadow Alternative is premised on reducing to some degree the new shadow resulting from the TCDP while retaining in large measure the TCDP's fundamental urban design concept that the Transbay Tower, which would identify the location of the new Transit Center, be the City's tallest and most prominent building—the "crown" of the downtown core that rises notably above the dense cluster of downtown buildings, as stated in TCDP Policy 2.1. In contrast to Alternative B, which is based on site-by-site evaluation of building heights to reduce shadow on Section 295 parks, Alternative C would retain the Transbay Tower as the tallest building in the Plan Area but reduce its height from 1,070 feet to 840 feet.

The Reduced Shadow Alternative would not be desirable nor meet the proposed Project objectives for the following reasons.

The Reduced Shadow Alternative would result in development of an 840-foot building. This alternative would only partially meet the objectives of the Transbay Tower Project. An 840-foot-tall building would not be the tallest building in San Francisco (the Transamerica Pyramid is 853 feet); while a building of this height in this location would be visually prominent, it would not be the sole, signature visual focus for Downtown and the Transit Center now under construction. Because the 840-foot building would be approximately 20 percent shorter and provide about 20 percent less floor area than the proposed Project, it would provide less land sale, impact fee, and tax revenue to support the Transit Center project. The land sale and tax increment revenue would be expected to be reduced to a greater degree than the reduction in floor area because the space on the upper floors of the building would be expected to be of greater value than the space on lower floors, and a shorter tower would have less upper-level space. This reduction in revenue would also reduce the amount of funding available for the other infrastructure projects, such as Mission Square and the surrounding streetscape, which would reduce the quality of the ground level pedestrian spaces around the building. Hence, this alternative would not achieve three of the four Project objectives, although it would achieve the objectives to a greater degree than the other reduced impact alternatives analyzed in the Final EIR.

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

VII. STATEMENT OF OVERRIDING CONSIDERATIONS

Notwithstanding the significant effects noted above, pursuant to CEQA Section 21081(b), the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code, the Commission finds, after considering the Final EIR, that specific overriding economic, legal, social and other considerations, as set forth below, outweigh the identified significant effects on the environment. The following statement of overriding considerations incorporates by reference and relies, to the extent applicable, on the Planning Commission's May 24, 2012 statement of overriding considerations for the TCDP as a whole, of which the Project is a part. In addition, the Commission finds that those Project Alternatives rejected above are also rejected for the following specific economic, social and other considerations, in and of themselves, in addition to the specific reasons discussed above.

The Transit Center is planned to concentrate bus, light rail, commuter rail, and high-speed rail in a single, modern integrated facility with public open space and retail facilities and restaurants. The Transit Center District Plan, including the Transbay Tower, is therefore a key example of "smart growth"

and modern concepts of urban planning that concentrate more intensive development around regional transportation facilities to promote efficiency in commuting patterns and serve environmental goals. The Transbay Tower, planned for a site adjacent to the Transit Center is intended to perform such smart-growth functions.

Concentrating office development around a transit center serves commuters, allowing them the benefits of access to workplaces as pedestrians and bicyclists, minimizing the use of single-occupancy automobiles, carrying out the policies that support and promote in-fill urban development, and reducing the adverse environmental impacts of more dispersed automobile use.

The purchase price to be paid for the Tower Site represents a critical component of financing for construction of the Transit Center and Downtown Rail Extension. Thus, it is critical to establish entitlements and regulatory approvals for the Transbay Tower that will allow it to be feasible so that the purchase of the Site may proceed as expeditiously as possible. As the TCDP at p. 4 states:

> The overarching premise of the TCDP is to continue the concentration of additional growth where it is most responsible and productive to do so – in proximity to San Francisco's greatest concentration of public transit service. The increase in development in turn will provide additional revenue for the Transit Center Project and for the necessary improvements and infrastructure in the District.

The Transbay Tower must be economically feasible to carry out that policy. Within the current construction cost and development regime, the Transbay Tower will contain the most expensive office space in the City. Its economic feasibility depends upon its ability to justify those rental rates and also to prevent impositions and charges that would render the building economically infeasible.

The Project will provide the significant new office space at this a prominent site, next to the Transit Center, furthering the goals and objectives of both the Downtown Plan and the TCDP to concentrate office uses downtown.

With respect to the Transbay Tower as an integral component of the Transit Center development, Policy 2.1 of the TCDP (p. 25) states: "Establish the Transbay Tower as the "crown" of the Downtown Core – its tallest and most prominent building – at an enclosed height of 1,000 feet." TCDP Objective 2.2 calls for creating "an elegant downtown skyline, building on existing policy to craft a distinct downtown 'hill' form, with its apex at the transit center, and tapering in all directions." Further, "The creation of a new crown to the skyline adjacent to the Transit Center is an important objective of the TCDP. If the Transbay Tower is built ultimately to a height of less than 900 feet or otherwise reasonably judged after a period of time unlikely to be built, the Planning Commission and Board of Supervisors should consider rezoning one of the key sites near the corner of 1st and Mission Streets to a height of 1,000 feet." (Final Supplement to the TCDP, April 2012 at p. 5.) The Transbay Tower has been planned as the pinnacle of the San Francisco skyline, representing the achievement of the goals and policies of the San Francisco Downtown Plan.

The Project is located within the C-3-O District, which is intended to facilitate the expansion of downtown office space south of Market, and south of the traditional downtown core.

The Project will enhance the quality of the pedestrian experience along both Fremont and Mission Streets by providing a high-quality publicly accessible open space, Mission Square, at a prominent corner.

This space will include complementary retail uses open to the public, public artwork, and public seating. The Project will also create direct access to the new 5.4-acre park atop the Transit Center, City Park, by means of elevators and a pedestrian bridge.

The Project will construct a LEED Platinum office building, thereby reducing the Project's carbon footprint and maximizing energy efficiency of the building.

The Project promotes regional green policies by focusing significant new development within San Francisco's existing urban core. Such infill developments make use of existing transportation and other infrastructure while lessening the need for expanding the regional urban boundaries through peripheral suburban development.

The Project will also pay significant additional one-time development fees to fund a variety of City programs including contributions to the Downtown Park Fund, payment of the Transit Impact Development Fee, contributions to the Jobs, Housing Linkage Program, contributions to child care and public schools. In addition, public artwork will be commissioned and installed as part of the Project.

The Project will substantially increase the assessed value of the Project Site, resulting in corresponding increases in tax revenue to the City.

The Project will create temporary construction jobs and permanent jobs in the office and retail sectors. These jobs will provide employment opportunities for San Francisco residents, promote the City's role as a commercial center, and provide additional payroll tax revenues to City.

The Project promotes a number of the objectives of the Downtown Plan including Objective 1, which recognizes "the need to create jobs, specifically for San Franciscans, and to continue San Francisco's role as an international center of commerce and services. New jobs enhance these City functions, to expand employment opportunities, and to provide added tax resources, to make downtown growth at a reasonable scale and desirable course for the City."

The Project also promotes and is consistent with Downtown Plan Objective 2, which states that "Almost two-thirds of the City's new permanent jobs in recent years have been located in the Downtown Financial District. This growth, primarily in the finance, insurance, real estate activities, and business services reflects the City's strong competitive advantage in this sector. Since the office sector is the City's major provider of employment opportunities, it is essential that's its vitality remain at a high level."

VIII. EXPLANATION OF WHY NO FURTHER ENVIRONMENTAL REVIEW IS REQUIRED

CEQA Guidelines Sections 15162 and 15163 require a lead agency to prepare a subsequent EIR or a supplement to an EIR when substantial changes to the project, substantial changes with respect to the circumstances under which the project would be undertaken, or new information of substantial importance would require major revisions of the certified EIR. While the Project design continues to be refined, there have been no substantial changes to the project, no substantial changes in circumstances, and no new information of substantial importance since the Final EIR was certified on May 24, 2012. Therefore, no subsequent or supplemental environmental review is required.

IX. INCORPORATION BY REFERENCE

The Final EIR is hereby incorporated into these Findings in its entirety as are the Planning Commission's May 24, 2012 California Environmental Quality Act Findings: Findings of Fact, Evaluation of Mitigation Measures and Alternatives, and Statement of Overriding Considerations. Without limitation, this incorporation is intended to elaborate on the scope and nature of the mitigation measures, the basis for determining the significance of impacts, the comparative analysis of alternatives, and the reasons for approving the Project in spite of the potential for associated significant and unavoidable adverse impacts.

X. SUMMARY

A. Based on the foregoing Findings and the information contained in the record, the Planning Commission has made one or more of the following Findings with respect to each of the significant environmental effects of the Transbay Tower Project:

1. Changes or alterations have been required in, or incorporated into, the Project that avoid or substantially lessen the significant environmental effects identified in the Final EIR.

2. To the extent that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the City, those changes or alterations have been, or can and should be, adopted by that other agency.

3. Specific economic, legal, social, technological, or other considerations make infeasible the mitigation measures or alternatives identified in the environmental impact report.

B. Based on the foregoing Findings and the information contained in the record, it is determined that:

1. All significant effects on the environment due to the approval of the Project have been eliminated or substantially lessened where feasible.

2. Any remaining significant effects on the environment found to be unavoidable are acceptable due to the factors described in the Statement of Overriding Considerations in Section VII, above.

3. The MMRP, attached hereto as Exhibit A, is hereby adopted.

CONCLUSION

No further environmental analysis is required. The Final EIR provides all the information that CEQA requires for purposes of the Planning Code Section 295 actions, Section 309 permit, Section 321 office allocation, and other related approvals for the Transbay Tower Project.

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

1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
D. Cultural and Paleontological Resources				
Archeological Resources *M-CP-2: Archeological Testing Program Specific to Transit Tower.* Based on a reasonable presumption that archeological resources may be present within the project site, the following measures shall be undertaken to avoid any potentially significant adverse effect from the proposed project on buried historical resources. Transit Center District Plan Archeological Research Design and Treatment Plan (Far Western Anthropological Research Group, Inc., *Archaeological Research Design and Treatment Plan for the Transit Center District Plan Area, San Francisco, California*, February 2010) included a sensitivity assessment (based on historic archival investigations and geoarchaeological coring) of Transit Tower parcel and parcel-specific archaeological treatment plan. No formally recorded archaeological sites currently are documented on this parcel, and the parcel is considered moderately sensitive for historic-era resources and as having a low sensitivity for prehistoric resources. The Treatment Plan laid out an approach to mitigation efforts at the Transit Tower site that primarily focus on historic-era resources, with much more limited attention given to potential prehistoric resources. This would include identification efforts, and if an archaeological site is located, evaluation and data recovery mitigation work. The project sponsor shall retain the services of an archeological consultant from the Planning Department ("Department") pool of qualified archaeological consultants as provided by the Department archaeologist. The archeological consultant shall undertake an archeological testing program as specified herein. In addition, the consultant shall be available to conduct an archeological monitoring and/or data recovery program if required pursuant to this measure. The archeological consultant's work shall be conducted in accordance with this measure and with the requirements of the Transit Center District Plan Archeological Research Design and Treatment Plan 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	Project sponsor and project archeologist.	Prior to any ground-disturbing activities.	ERO to review and approve Archeological Testing Program.	Project archeologist to report to ERO on progress of any required investigation monthly, or as required by ERO. Considered complete upon review and approval by ERO of results of Archeological Testing Program/ Archeological Monitoring Program/ Archeological Data Recovery Program, as applicable.

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D. Cultural and Paleontological Resources (continued)				
mitigation measure, the requirements 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. Archeological monitoring and/or data recovery programs required by this measure could suspend construction of the project for up to a maximum of four weeks. At the direction of the ERO, the suspension of construction can be extended beyond four weeks only if such a suspension is the only feasible means to reduce to a less than significant level potential effects on a significant archeological resource as defined in CEQA Guidelines Sections 15064.5 (a) (c). *Archeological Testing Program*. The archeological consultant shall prepare and submit to the ERO for review and approval an archeological testing plan (ATP) that builds upon the Transit Center District Plan Archeological Research Design and Treatment Plan elements developed for this parcel. The ATP shall identify the testing method to be used and the locations recommended for testing. The purpose of the archeological testing program will be to determine to the extent possible the presence or absence of archeological resources and to identify and to evaluate whether any archeological resource encountered on the site constitutes an historical resource under CEQA. The archeological testing program shall be conducted in accordance with the approved ATP. At the completion of the archeological testing program, the archeological consultant shall submit a written report of the findings to the ERO. If based on the archeological testing program the archeological consultant finds that significant archeological resources may be present, the ERO in consultation with the archeological consultant shall determine if additional measures are warranted. Additional measures that may be undertaken include additional archeological testing, archeological monitoring, and/or an archeological data recovery program. If the ERO determines that a significant archeological resource is present and that the resource could be adversely affected by the proposed project, at the discretion of the project sponsor either:				

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D. Cultural and Paleontological Resources (continued)				
A) The proposed project shall be re-designed so as to avoid any adverse effect on the significant archeological resource; or B) A data recovery program shall be implemented, unless the ERO determines that the archeological resource is of greater interpretive than research significance and that interpretive use of the resource is feasible. *Archeological Monitoring Program.* If the ERO in consultation with the archeological consultant determines that an archeological monitoring program shall be implemented, the archeological consultant shall prepare an archeological monitoring plan (AMP): The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the AMP reasonably prior to any project-related soils disturbing activities commencing. The ERO in consultation with the archeological consultant shall determine what project activities shall be archeologically monitored. In most cases, any soils- disturbing activities, such as demolition, foundation removal, excavation, grading, utilities installation, foundation work, driving of piles (foundation, shoring, etc.), site remediation, etc., shall require archeological monitoring because of the risk these activities pose to potential archaeological resources and to their depositional context; Archeological monitoring shall conform to the requirements of the final AMP reviewed and approved by the ERO; The archeological consultant shall advise all project contractors to be on the alert for evidence of the presence of the expected resource(s), of how to identify the evidence of the expected resource(s), and of the appropriate protocol in the event of apparent discovery of an archeological resource; The archeological monitor(s) shall be present on the project site according to a schedule agreed upon by the archeological consultant and the ERO until the ERO has, in consultation with project archeological consultant, determined that project construction activities could have no effects on significant archeological deposits;				

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D. Cultural and Paleontological Resources (continued)				
The archeological monitor shall record and be authorized to collect soil samples and artifactual/ecofactual material as warranted for analysis; If an intact archeological deposit is encountered, all soils-disturbing activities in the vicinity of the deposit shall cease. The archeological monitor shall be empowered to temporarily redirect demolition/excavation/pile driving/construction activities and equipment until the deposit is evaluated. If in the case of pile driving activity (foundation, shoring, etc.), the archeological monitor has cause to believe that the pile driving activity may affect an archeological resource, the pile driving activity shall be terminated until an appropriate evaluation of the resource has been made in consultation with the ERO. The archeological consultant shall immediately notify the ERO of the encountered archeological deposit. The archeological consultant shall make a reasonable effort to assess the identity, integrity, and significance of the encountered archeological deposit, and present the findings of this assessment to the ERO. Whether or not significant archeological resources are encountered, the archeological consultant shall submit a written report of the findings of the monitoring program to the ERO. *Archeological Data Recovery Program*. The archeological data recovery program shall be conducted in accord with an archeological data recovery plan (ADRP). The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the ADRP prior to preparation of a draft ADRP. The archeological consultant shall submit a draft ADRP to the ERO. The ADRP shall identify how the proposed data recovery program will preserve the significant information the archeological resource is expected to contain. That is, the ADRP will identify what scientific/historical research questions are applicable to the expected resource, what data classes the resource is expected to possess, and how the expected data classes would address the applicable research questions. Data recovery, in general, should be limited to the portions of the historical property that could be adversely affected by the proposed project. Destructive data recovery methods shall not be applied to portions of the archeological resources if nondestructive methods are practical.				

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D. Cultural and Paleontological Resources (continued)				
The scope of the ADRP shall include the following elements: Field Methods and Procedures. Descriptions of proposed field strategies, procedures, and operations. Cataloguing and Laboratory Analysis. Description of selected cataloguing system and artifact analysis procedures. Discard and Deaccession Policy. Description of and rationale for field and post-field discard and deaccession policies. Interpretive Program. Consideration of an on-site/off-site public interpretive program during the course of the archeological data recovery program. Security Measures. Recommended security measures to protect the archeological resource from vandalism, looting, and non-intentionally damaging activities. Final Report. Description of proposed report format and distribution of results. Curation. Description of the procedures and recommendations for the curation of any recovered data having potential research value, identification of appropriate curation facilities, and a summary of the accession policies of the curation facilities. *Human Remains and Associated or Unassociated Funerary Objects.* The treatment of human remains and of associated or unassociated funerary objects discovered during any soils disturbing activity shall comply with applicable State and Federal laws. This shall include immediate notification of the Coroner of the City and County of San Francisco and in the event of the Coroner's determination that the human remains are Native American remains, notification of the California State Native American Heritage Commission (NAHC) who shall appoint a Most Likely Descendant (MLD) (Pub. Res. Code Sec. 5097.98). The archeological consultant, project sponsor, and MLD shall make all reasonable efforts to develop an agreement for the treatment of, with appropriate dignity, human remains and associated or unassociated funerary objects (CEQA Guidelines. Sec. 15064.5(d)). The agreement should take into consideration the appropriate excavation,				

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D. Cultural and Paleontological Resources (continued)				
removal, recordation, analysis, custodianship, curation, and final disposition of the human remains and associated or unassociated funerary objects. *Final Archeological Resources Report.* The archeological consultant shall submit a Draft Final Archeological Resources Report (FARR) to the ERO that evaluates the historical significance of any discovered archeological resource and describes the archeological and historical research methods employed in the archeological testing/monitoring/data recovery program(s) undertaken. Information that may put at risk any archeological resource shall be provided in a separate removable insert within the final report. Once approved by the ERO, copies of the FARR shall be distributed as follows: California Archaeological Site Survey Northwest Information Center (NWIC) shall receive one (1) copy and the ERO shall receive a copy of the transmittal of the FARR to the NWIC. The Major Environmental Analysis division of the Planning Department shall receive one bound, one unbound and one unlocked, searchable PDF copy on CD of the FARR along with copies of any formal site recordation forms (CA DPR 523 series) and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. In instances of high public interest in or the high interpretive value of the resource, the ERO may require a different final report content, format, and distribution than that presented above.				

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E. Transportation				
Pedestrians *M-TR-12: Widen North Crosswalk at Fremont / Mission Streets.* To ensure adequate pedestrian level of service under Existing plus Project and Cumulative Conditions, the Municipal Transportation Agency could widen the north crosswalk at Fremont and Mission Street by approximately 5 feet.	S.F. Municipal Transportation Agency (MTA)	Evaluate feasibility of crosswalk widening; implement if feasible and warranted.	S.F. Municipal Transportation Agency (MTA), Planning Department	Considered complete upon determination of feasibility of sidewalk widening and initiation of its implementation, if applicable.
Loading *M-TR-14a: Loading Dock Management.* To ensure adequate off-street loading capacity is provided, the project sponsor shall implement active management of the Transit Tower loading dock, including, but not necessarily limited to, the following: Establish a Loading Demand Management Plan. All loading activities would be coordinated through an on-site manager, to ensure that loading docks are available when scheduled trucks arrive. Unscheduled deliveries (which would have to park on the street, likely illegally) would be prohibited access to the building freight elevators; During periods when the building's loading dock is fully utilized, the coordinator would direct trucks to return when there is available capacity at the loading dock. Alternatively, a sign could be provided at or near the driveway to the alert truck drivers that the dock is full; and, Educate the building's office and retail tenants on the capacity of the loading dock and the loading coordinator's role, and encourage off-peak deliveries or use of smaller van-type vehicles that could be accommodated in standard parking spaces within the building garage.	Project sponsor	Prior to issuance of site permit.	MTA and ERO shall review and approve project sponsor's proposed loading dock management program.	Considered complete upon review and approval by MTA and ERO of proposed loading dock operations program.
M-TR-14b: Garage/Loading Dock Driveway Operations. To ensure that operation of the driveway serving the project's off-street parking garage and off-street loading dock does not result in queues of vehicles that could adversely affect traffic, transit, pedestrians, and bicycles on First Street, the project sponsor shall undertake measures including, but not necessarily limited to, the following:	Project sponsor	Prior to issuance of site permit.	MTA and ERO shall review and approve project sponsor's proposed loading dock operations program.	Considered complete upon review and approval by MTA and ERO of proposed loading dock operations program.

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1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
E. Transportation (continued)				
Redesign the internal layout of the loading dock to allow for easier entrance/ exit maneuvers for all provided loading spaces (e.g., limited need for additional reversing movements). This would be evaluated using a truck-turning template assessment to ensure that vehicles of all sizes could adequately access each space; Restrict the use of the loading dock to trucks 35 feet in length or shorter; Install a "GARAGE FULL" sign at the garage driveway to alert drivers that the on-site garage is at capacity; Between the hours of 6:00 a.m. to 10:00 p.m., station a parking garage attendant at the driveway on First Street to direct vehicles entering and exiting the garage to avoid any safety issues with pedestrians in the sidewalk, prevent delays or disruption to traffic and transit operations along First Street, and minimize conflicts between vehicles entering the garage and vehicles exiting the garage; Install visible warning devices at the driveway opening to alert pedestrians of approaching vehicles; Limit hours of operation of the loading dock to avoid peak pedestrian and traffic times. No trucks would be permitted to enter or exit the loading dock between the hours of 7:00 a.m. to 9:00 a.m., 12:00 p.m. to 1:00 p.m., and 4:00 p.m. to 6:00 p.m. on weekdays; Redesign the garage driveway with the inbound direction (entering the garage) on the north side of the driveway and the outbound direction (exiting the garage) on the south side of the driveway, which would eliminate conflicts between vehicles entering and exiting the garage; Signalize the driveway intersection at First Street, so that the driveway would function as the east leg of the First Street / Minna Street signalized intersection. Vehicles exiting the driveway would receive a solid red signal during the green signal for southbound First Street. Signage and striping within the driveway would direct exiting vehicles to stop and wait within the driveway during the red signal phase and not block the sidewalk, and indicate that left turns on red exiting the driveway would be prohibited.				

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1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
E. Transportation (continued)				
When southbound First Street has a red signal (and eastbound Minna Street has a green signal), vehicles exiting the driveway would have a flashing red signal, indicating that they are permitted to exit but must yield to pedestrians on the First Street sidewalk (similar to a typical driveway) as well as pedestrians crossing First Street at Minna Street (similar to a typical signalized intersection). These measures would provide exiting vehicles with a designated phase for egress movements, separate from the First Street phase, which would ensure that they do not block the sidewalk while exiting. Vehicles entering the driveway would proceed along with southbound First Street traffic and would also have to yield to pedestrians on the First Street sidewalk (like at a typical driveway), and left turns on red into the driveway would be prohibited, as indicated by signage. Pedestrians movements on the First Street sidewalk would not be signalized, and vehicles entering and exiting the driveway would have to yield to these pedestrians at all times (similar to a typical driveway); Ensure that vehicular queues do not stretch back to the First Street sidewalk or travel lane at any time; and As part of the Planning Department project approval process (e.g., Section 309 of the Planning Code), the Transit Tower project sponsor shall consult with SFMTA on the design of the parking garage and access to ensure that it is functional and well-integrated with street operations across all modes.				
Construction *M-TR-16: Construction Coordination.* To minimize potential disruptions to transit, traffic, and pedestrian and bicyclists, the project sponsor and/or construction contractor shall develop a Construction Management Plan that could include, but not necessarily be limited to, the following: Limit construction truck movements to the hours between 9:00 a.m. and 4:00 p.m. (or other times, if approved by the Municipal Transportation Agency) to minimize disruption of traffic, transit, and pedestrian flow on adjacent streets and sidewalks during the weekday a.m. and p.m. peak	Project sponsor/ construction contractor.	Prior to the start of project construction.	S.F. MTA, Planning Department	Considered complete upon MTA and, optionally, Planning Department review of Construction Management Plan.

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periods.				
E. Transportation (continued)				
Identify optimal truck routes to and from the site to minimize impacts to traffic, transit, pedestrians, and bicyclists; and, Encourage construction workers to use transit when commuting to and from the site, reducing the need for parking. The sponsor shall also coordinate with the Municipal Transportation Agency/Sustainable Streets Division, the Transbay Joint Powers Authority, and construction manager(s)/contractor(s) for the Transit Center project, and with Muni, AC Transit, Golden Gate Transit, and SamTrans, as applicable, to develop construction phasing and operations plans that would result in the least amount of disruption that is feasible to transit operations, pedestrian and bicycle activity, and vehicular traffic.				
F. Noise				
M-NO-1e: Interior Mechanical Equipment. The Planning Department shall require that design of the building incorporate the maximum feasible reduction of building equipment noise, be incorporated into the final project design as specified by a qualified acoustical consultant, and consistent with *Building Code* and Noise Ordinance requirements and CEQA thresholds, such as through the use of fully noise-insulated enclosures around rooftop equipment and/or incorporation of mechanical equipment into intermediate building floor(s).	Project sponsor, architect, acoustical consultant, and construction contractor	Incorporate findings of noise study into building plans prior to issuance of final building permit and certificate of occupancy.	Planning Department and Department of Building Inspection	Considered complete upon approval of final construction plan set.
M-NO-2a: Noise Control Measures During Pile Driving. For individual projects that require pile driving, a set of site-specific noise attenuation measures shall be completed under the supervision of a qualified acoustical consultant. These attenuation measures shall include as many of the following control strategies, and any other effective strategies, as feasible: The project sponsor shall require the construction contractor to erect temporary plywood noise barriers along the boundaries of the project site to	Project sponsor and construction contractor.	During period of pile-driving	Project sponsor to provide monthly noise reports during pile-driving.	Considered complete upon final monthly report.

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shield potential sensitive receptors and reduce noise levels;				
F. Noise (continued)				
The project sponsor shall require the construction contractor to implement "quiet" pile-driving technology (such as pre-drilling of piles, sonic pile drivers, and the use of more than one pile driver to shorten the total pile driving duration), where feasible, in consideration of geotechnical and structural requirements and conditions; The project sponsor shall require the construction contractor to monitor the effectiveness of noise attenuation measures by taking noise measurements; and The project sponsor shall require that the construction contractor limit pile driving activity to result in the least disturbance to neighboring uses.				
M-NO-2b: General Construction Noise Control Measures. To ensure that project noise from construction activities is minimized to the maximum extent feasible, the project sponsor of a development project in the Plan area shall undertake the following: The project sponsor shall require the general contractor to ensure that equipment and trucks used for project construction utilize the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures and acoustically-attenuating shields or shrouds, wherever feasible). The project sponsor shall require the general contractor to locate stationary noise sources (such as compressors) as far from adjacent or nearby sensitive receptors as possible, to muffle such noise sources, and to construct barriers around such sources and/or the construction site, which could reduce construction noise by as much as five dBA. To further reduce noise, the contractor shall locate stationary equipment in pit areas or excavated areas, if feasible.	Project sponsor and construction contractor	During construction period.	Project sponsor to provide monthly noise reports during construction.	Considered complete upon final monthly report.

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F. Noise (continued)				
The project sponsor shall require the general contractor to use impact tools (e.g., jack hammers, pavement breakers, and rock drills) that are hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. Where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used, along with external noise jackets on the tools, which could reduce noise levels by as much as 10 dBA. The project sponsor shall include noise control requirements in specifications provided to construction contractors. Such requirements could include, but not be limited to, performing all work in a manner that minimizes noise to the extent feasible; use of equipment with effective mufflers; undertaking the most noisy activities during times of least disturbance to surrounding residents and occupants, as feasible; and selecting haul routes that avoid residential buildings inasmuch as such routes are otherwise feasible. Prior to the issuance of each building permit, along with the submission of construction documents, the project sponsor shall submit to the Planning Department and Department of Building Inspection (DBI) a list of measures to respond to and track complaints pertaining to construction noise. These measures shall include (1) a procedure and phone numbers for notifying DBI, the Department of Public Health, and the Police Department (during regular construction hours and off-hours); (2) a sign posted on-site describing noise complaint procedures and a complaint hotline number that shall be answered at all times during construction; (3) designation of an on-site construction complaint and enforcement manager for the project; and (4) notification of neighboring residents and non-residential building managers within 300 feet of the project construction area at least 30 days in advance of extreme noise generating activities (defined as activities generating noise levels of 90 dBA or greater) about the estimated duration of the activity.				
F. Noise (continued)				
M-C-NO: Cumulative Construction Noise Control Measures. In addition to implementation of Mitigation Measure NO-2a and Mitigation	Project sponsor and construction	During construction	City department(s) involved in	Considered complete at conclusion of

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Measure NO-2b (as applicable), prior to the time that construction of the proposed project is completed, the project sponsor of a development project in the Plan area shall cooperate with and participate in any City-sponsored construction noise control program for the Transit Center District Plan area or other City-sponsored areawide program developed to reduce potential effects of construction noise in the project vicinity. Elements of such a program could include a community liaison program to inform residents and building occupants of upcoming construction activities, staggering of construction schedules so that particularly noisy phases of work do not overlap at nearby project sites, and, potentially, noise and/or vibration monitoring during construction activities that are anticipated to be particularly disruptive.	contractor of each subsequent development project; Planning Department, Department of Building Inspection, Department of Public Health, and/or other City department(s), as applicable.	period, if City-sponsored noise control program(s) are promulgated.	development and enforcement of City-sponsored noise control program(s), if applicable.	construction activities that generate substantial noise.
G. Air Quality				
M-AQ-7: Construction Vehicle Emissions Minimization. To reduce the potential health risk resulting from project construction activities, the project sponsor shall include in contract specifications a requirement for the following BAAQMD-recommended measures: Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to two minutes; The project shall develop a Construction Emissions Minimization Plan demonstrating that emissions from the off-road equipment (more than 50 horsepower) to be used in the construction project (i.e., owned, leased, and subcontractor vehicles) would be reduced to a less-than-significant level, if feasible. Acceptable options for reducing emissions include, as the primary option, use of Interim Tier 4 equipment where such equipment is available and feasible for use, use of equipment meeting Tier 2/Tier 3 or higher emissions standards, the use of other late model engines, low-emission diesel products, alternative fuels, engine retrofit technology, after-treatment products, add-on devices such as particulate filters, and/or other options as such become available;	Project sponsor and construction contractor.	During construction.	Project sponsor and construction contractor.	Project sponsor shall submit affidavit at the completion of construction that construction equipment has been properly operated.

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G. Air Quality (continued)				
All construction equipment, diesel trucks, and generators shall be equipped with Best Available Control Technology for emission reductions of NOx and PM, including Tier 2/3 or alternative fuel engines where such equipment is available and feasible for use; All contractors shall use equipment that meets ARB's most recent certification standard for off-road heavy duty diesel engines; and The project construction contractor shall not use diesel generators for construction purposes where feasible alternative sources of power are available. All diesel generators used for project construction shall meet Tier 4 emissions standards. For the purposes of this mitigation measure, "feasibility" refers to the availability of newer equipment in the contractor's or a subcontractor's fleet that meets these standards, or the availability of older equipment in the contractor's or a subcontractor's fleet that can be feasibly modified to incorporate Level 3 VDECS. It should be noted that for specialty equipment types (e.g. drill rigs, shoring rigs and concrete pumps) it may not be feasible for construction contractors to modify their current, older equipment to accommodate the particulate filters, or for them to provide newer models with these filters pre-installed. Therefore, this mitigation measure may be infeasible. Should it be determined by the construction contractor or its subcontractor(s) that compliance with the emissions control requirements of this mitigation measure is infeasible for any one of the above listed construction equipment, the construction contractor must demonstrate an alternative method of compliance that achieves an equivalent reduction in the project's fleet-wide DPM and other TAC emissions. If alternative means of compliance with the emissions exhaust requirements are further determined to be infeasible, the construction contractor must document, to the satisfaction of the Environmental Review Officer, that the contractor has complied with this mitigation measure to the extent feasible and why full compliance with the mitigation measure is infeasible.				

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1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
N. Biological Resources				
M-BI-1a: Pre-Construction Bird Surveys. Conditions of approval for building permits issued for construction within the Plan area shall include a requirement for pre-construction breeding bird surveys when trees or vegetation would be removed or buildings demolished as part of an individual project. Pre-construction nesting bird surveys shall be conducted by a qualified biologist between February 1st and August 15th if vegetation (trees or shrubs) removal or building demolition is scheduled to take place during that period. If special-status bird species are found to be nesting in or near any work area or, for compliance with federal and state law concerning migratory birds, if birds protected under the federal Migratory Bird Treaty Act or the California Fish and Game Code are found to be nesting in or near any work area, an appropriate no-work buffer zone (e.g., 100 feet for songbirds) shall be designated by the biologist. Depending on the species involved, input from the California Department of Fish and Game (CDFG) and/or the U.S. Fish and Wildlife Service (USFWS) Division of Migratory Bird Management may be warranted. As recommended by the biologist, no activities shall be conducted within the no-work buffer zone that could disrupt bird breeding. Outside of the breeding season (August 16 – January 31), or after young birds have fledged, as determined by the biologist, work activities may proceed. Birds that establish nests during the construction period are considered habituated to such activity and no buffer shall be required, except as needed to avoid direct destruction of the nest, which would still be prohibited.	Planning Department; Project sponsor.	Prior to project approval.	ERO to review and approve bird survey.	Considered complete upon ERO approval of bird survey.

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1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
Q. Hazards and Hazardous Materials				
M-HZ-2a: Site Assessment and Corrective Action for Sites Located Bayward of Historic Tide Line. For any project located bayward of the historic high tide line the project sponsor shall initiate compliance with, and ensure that the project fully complies with, Article 22A of the San Francisco Health Code. In accordance with this article, a site history report shall be prepared, and if appropriate, a soil investigation, soil analysis report, site mitigation plan, and certification report shall also be prepared. If the presence of hazardous materials is indicated, a site health and safety plan shall also be required. The soil analysis report is submitted to DPH. If required on the basis of the soil analysis report, a site mitigation plan shall be prepared to 1) assess potential environmental and health and safety risks; 2) recommend cleanup levels and mitigation measures, if any are necessary, that would be protective of workers and visitors to the property; 3) recommend measures to mitigate the risks identified; 4) identify appropriate waste disposal and handling requirements; and 5) present criteria for on-site reuse of soil. The recommended measures would be completed during construction. Upon completion, a certification report shall be prepared documenting that all mitigation measures recommended in the site mitigation report have been completed and that completion of the mitigation measures has been verified through follow-up soil sampling and analysis, if required. If the approved site mitigation plan includes leaving hazardous materials in soil or the groundwater with containment measures such as landscaping or a cap to prevent exposure to hazardous materials, the project sponsor shall ensure the preparation of a risk management plan, health and safety plan, and possibly a cap maintenance plan in accordance with DPH requirements. These plans shall specify how unsafe exposure to hazardous materials left in place would be prevented, as well as safe procedures for handling hazardous materials should site disturbance be required. DPH could require a deed notice, for example, prohibiting or limiting certain future land uses, and the requirements of these plans and the deed restriction would transfer to the new property owners in the event that the property was sold.	Project sponsor.	Prior to issuance of site permit.	Planning Department, S.F. Department of Public Health (DPH).	Considered complete upon ERO and DPH review and approval of site history and, if appropriate, soil investigation, soil analysis report, site mitigation plan, and certification report, and any studies and remediation required by DPH.

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1. MITIGATION MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
Q. Hazards and Hazardous Materials (continued)				
M-HZ-2c: Site Assessment and Corrective Action for All Sites. The project sponsor shall characterize the site, including subsurface features such as utility corridors, and identify whether volatile chemicals are detected at or above risk screening levels in the subsurface. If so, If potential exposure to vapors is suspected, a screening evaluation shall be conducted in accordance with guidance developed by the DTSC to estimate worst case risks to building occupants from vapor intrusion using site specific data and conservative assumptions specified in the guidance. If an unacceptable risk were indicated by this conservative analysis, then additional site data shall be collected and a site specific vapor intrusion evaluation, including fate and transport modeling, shall be required to more accurately evaluate site risks. Should the site specific evaluation identify substantial risks, then additional measures shall be required to reduce risks to acceptable levels. These measures could include remediation of site soil and/or groundwater to remove vapor sources, or, should this be infeasible, use of engineering controls such as a passive or active vent system and a membrane system to control vapor intrusion. Where engineering controls are used, a deed restriction shall be required, and shall include a description of the potential cause of vapors, a prohibition against construction without removal or treatment of contamination to approved risk-based levels, monitoring of the engineering controls to prevent vapor intrusion until risk-based cleanup levels have been met, and notification requirements to utility workers or contractors who may have contact with contaminated soil and groundwater while installing utilities or undertaking construction activities. In addition, if remediation is necessary, the project sponsor shall implement long-term monitoring at the site as needed. The frequency of sampling and the duration of monitoring will depend upon site-specific conditions and the degree of volatile chemical contamination. The screening level and site-specific evaluations shall be conducted under the oversight of DPH and methods for compliance shall be specified in the site mitigation plan prepared in accordance with this measure, and subject to review and approval by the DPH. The deed restriction, if required, shall be recorded at the San Francisco Office of the Assessor-Recorder after approval by the DPH and DTSC.	Project sponsor of any subsequent development project pursuant to the Transit Center District Plan.	Prior to issuance of site permit.	Planning Department, S.F. Department of Public Health (DPH).	Considered complete upon ERO and DPH review and approval of any studies and remediation required by DPH.

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2. MITIGATION MEASURES DETERMINED TO BE INFEASIBLE	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
No mitigation is feasible to reduce impacts to a less-than-significant level at any of the four intersections that would be adversely affected by the proposed project. At First and Mission Streets, the Municipal Transportation Agency (MTA) could potentially optimize signal timing, which might reduce impacts to LOS E (and better than under existing conditions). However, this measure would require evaluation by the MTA Agency with respect to signal progression and pedestrian timing requirements. Therefore, the feasibility of the mitigation measure is uncertain and the impact would be significant and unavoidable. At First and Howard Streets, signal optimization would not improve conditions to better than LOS F. At Fremont and Howard Streets, the MTA Municipal Transportation Agency could potentially stripe an additional westbound through lane along Howard Street by reducing the number of eastbound travel lanes from two to one. However, this measure would require detailed evaluation by the MTA Agency with respect to intersection geometry and other factors. Therefore, the feasibility of the mitigation measure is uncertain and the impact would be significant and unavoidable. At First and Folsom Streets, the MTA Municipal Transportation Agency could potentially stripe an exclusive southbound left-turn pocket at the intersection by removing approximately four on-street parking spaces on the east side of First Street, and convert the current shared through-left lane into a through lane. However, this measure would require detailed evaluation by the MTA Agency with respect to intersection geometry and other factors.	N/A	N/A	N/A	N/A

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3. PROPOSED IMPROVEMENT MEASURES	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
G. Air Quality				
I-AQ-6 Construction Vehicle Emissions Minimization. To reduce construction vehicle emissions, the project sponsor shall incorporate the following into construction specifications: - All construction equipment shall be maintained and properly tuned in accordance with manufacturer's specifications. All equipment shall be checked by a certified mechanic and determined to be running in proper condition prior to operation.	Project sponsor and construction contractor.	During construction.	Project sponsor and construction contractor.	Project sponsor shall submit affidavit at the completion of construction that construction equipment has been properly tuned and operated.
N. Biological Resources				
I-BI-2: Night Lighting Minimization. In compliance with the voluntary San Francisco Lights Out Program, the Planning Department could encourage buildings developed pursuant to the draft Plan to implement bird-safe building operations to prevent and minimize bird strike impacts, including but not limited to the following measures: Reduce building lighting from exterior sources by: - Minimizing amount and visual impact of perimeter lighting and façade up-lighting and avoid up-lighting of rooftop antennae and other tall equipment, as well as of any decorative features; - Installing motion-sensor lighting; - Utilizing minimum wattage fixtures to achieve required lighting levels. Reduce building lighting from interior sources by: - Dimming lights in lobbies, perimeter circulation areas, and atria; - Turning off all unnecessary lighting by 11:00 p.m. through sunrise, especially during peak migration periods (mid-March to early June and late August through late October); - Utilizing automatic controls (motion sensors, photo-sensors, etc.) to shut off lights in the evening when no one is present; - Encouraging the use of localized task lighting to reduce the need for more extensive overhead lighting; - Scheduling nightly maintenance to conclude by 11:00 p.m.; - Educating building users about the dangers of night lighting to birds.	Planning Department, working with project sponsors of each subsequent development project	During project design development	Planning Department	Considered complete upon approval of building plans by Planning Department.

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3. PROPOSED IMPROVEMENT MEASURES	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
I-BI-4a: Bird-Safe Standards for City Park. The Transbay Joint Powers Authority, as sponsor of the Transit Center and City Park, could incorporate, as feasible, into the design of City Park bird-safe standards that are applicable to parks and open spaces, as described in the newly adopted Standards for Bird-Safe Buildings.	TJPA	During project design development	Planning Department	Considered complete upon approval of building plans by Planning Department.
I-BI-4b: Night Lighting Minimization. The Transbay Joint Powers Authority, as sponsor of the Transit Center and City Park and the owner of the Transit Tower site, could incorporate, as feasible, into the design of City Park, and could require incorporation, as feasible, in the design of the proposed Transit Tower, the light minimization features identified in Improvement Measure I-BI-2.	TJPA	During project design development	Planning Department	Considered complete upon approval of building plans by Planning Department.

SAN FRANCISCO
PLANNING DEPARTMENT

Subject to: (Select only if applicable)

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

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Planning Commission Draft Motion
Section 295

HEARING DATE: OCTOBER 18, 2012

Date:	October 4, 2012
Case No.:	**2008.0789K**
Project Address:	**101 First Street (Transbay Tower)**
Project Site Zoning:	C-3-O (SD) (Downtown, Office: Special Development) 1,000-S-2 Height and Bulk District Transit Center C-3-O (SD) Commercial Special Use District
Block/Lot:	3720/001 (101 First Street) 0308/001 (Union Square) 0258/003 (St. Mary's Square) 0209/017 (Portsmouth Square) 0233/035 (Justin Herman Plaza) 0204/020 (Maritime Plaza) 0180/004 (Woh Hei Yuen Park) 0213/001 (Chinese Recreation Center) 0332/009 (Boedekker Park)
Project Sponsor:	Paul Paradis Hines Transbay Tower, LLC 101 California Street, Suite 1000 San Francisco, CA 94111
Staff Contact:	Kevin Guy – (415) 558-6163 kevin.guy@sfgov.org

ADOPTING FINDINGS THAT (1) THE NET NEW SHADOW FROM THE PROPOSED PROJECT AT 101 FIRST STREET WILL NOT HAVE AN ADVERSE IMPACT ON UNION SQUARE, ST. MARY'S SQUARE, PORTSMOUTH SQUARE, JUSTIN HERMAN PLAZA, MARITIME PLAZA, WOH HEI YUEN PARK, CHINESE RECREATION CENTER, AND BOEDDEKER PARK, AS REQUIRED BY PLANNING CODE SECTION 295 (THE SUNLIGHT ORDINANCE), (2) ALLOCATE NET NEW SHADOW TO THE PROPOSED PROJECT AT 101 FIRST STREET FOR UNION SQUARE, ST. MARY'S SQUARE, PORTSMOUTH SQUARE,

JUSTIN HERMAN PLAZA, MARITIME PLAZA, AND BOEDDEKER PARK, AND (3) ADOPT FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

PREAMBLE

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

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

On March 9, 2012, Paul Paradis, acting on behalf of Hines Transbay Tower, LLC ("Project Sponsor"), filed an application with the Planning Department ("Department") for a Downtown Project Authorization pursuant to Planning Code Section 309 to allow the construction of a new office building with ground floor retail space, open space, and subterranean parking. The application was subsequently amended to reflect revisions to the project, and proposed to construct a new 61-story building, reaching a roof height of 912 feet, with a mechanical parapet reaching a height of 970 feet and a metal lattice crown feature reaching a height of 1,070 feet, containing approximately 1,370,577 square feet of office space, 10,600 square feet of retail space, approximately 39,370 square feet of subterranean parking, mechanical, and storage areas, and 28,300 square feet of open space. The project requests specific exceptions from Planning Code requirements regarding "Separation of Towers", "Streetwall Base", "Reduction of Ground-Level Wind Currents in C-3 Districts", "General Standards for Off-Street Parking and Loading" to create a curb cut on First Street, and "Unoccupied Building Height"(collectively, "Project", Case No. 2012.0257X).

On March 9, 2012, the Project Sponsor applied for an allocation of 1,350,000 square feet of office space to the project pursuant to Sections 320 through 325 (Annual Office Development Limitation Program) (Case No. 2012.0257B). The application was subsequently amended to request an allocation of 1,370,577 square feet of office space.

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

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

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

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

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

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

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

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

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

these amendments to the 1989 Memo, any consideration of allocation of "shadow" within these newly increased ACLs for projects must be consistent with these characteristics. The Commissions also found that the "public benefit" of any proposed project in the Plan Area should be considered in the context of the public benefits of the Transit Center District Plan as a whole.

At the hearing on October 11, 2012, the Recreation and Park Commission recommended that the General Manager of the Recreation & Park Department recommend to the Planning Commission that the shadows cast by the Project on certain properties under the jurisdiction of the Recreation & Park Department are not adverse to the use of these properties, and that the Planning Commission allocate to the Project allowable shadow from the absolute cumulative shadow limits of six of these properties (where such limits have been adopted). As part of this recommendation, the Recreation and Park Commission adopted environmental findings in accordance with CEQA, including the rejection of alternatives and a statement of overriding benefit, along with a Mitigation Monitoring and Reporting program ("MMRP") for the Plan and a separate one for the Tower Project. This Resolution, its CEQA findings, and the MMRP are incorporated herein by reference.

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

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

The Planning Department, Linda Avery, is the custodian of records for this action, and such records are located at 1650 Mission Street, Fourth Floor, San Francisco, California. The custodian of records for the Recreation and Park Department and Commission is Margaret McArthur. For the Recreation and Park Department and Commission actions, such records are located at 501 Stanyan Street, San Francisco, California.

FINDINGS

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

1. The foregoing recitals are accurate, and also constitute findings of this Commission.

2. CEQA Guidelines Sections 15162 and 15163 require a lead agency to prepare a subsequent EIR or a supplement to an EIR when substantial changes to the project, substantial changes with respect to the circumstances under which the project would be undertaken, or new information of substantial importance would require major revisions of the certified EIR. There have been no substantial changes to the Transit Center District Plan, no substantial changes in circumstances, and no new information of substantial importance since the Final EIR was certified on May 24, 2012. Therefore, no subsequent or supplemental environmental review is required.

3. The additional shadow cast by the Project on Union Square, Portsmouth Square, Saint Mary's Square, Justin Herman Plaza, Maritime Plaza, Chinese Recreation Center, Boeddeker Park, and

Woh Hei Yuen Park, while numerically relevant, would not be adverse, and would not be expected to interfere with the use of these parks, for the following general reasons, and as more specifically described for each park below: (1) the new shadow would be within the absolute cumulative shadow limits adopted for the affected parks by the Planning Commission (Resolution No. XXXXX) and the Recreation and Park Commission (Resolution No. XXXXX) at a joint public hearing on October 11, 2012; (2) the new shadow would generally occur in the morning hours during periods of low park usage; (3) the new shadow would generally occur for a limited amount of time on any given day, with durations ranging from several minutes to a maximum of approximately 40 minutes, depending on the specific park and the time of year; and (4) the new shadow would occur during limited discrete periods of the year, which would vary depending on the specific park and would range from a minimum of a couple weeks to a maximum of approximately three months, with fluctuations in the amount of new shadow that would be cast during these periods on a given park property.

4. Descriptions of the additional shadow cast by the Project on individual park properties, and the reasons that the additional shadow would not be considered adverse to those parks are as follows:

a. Union Square
Existing Shadow Load: 38.3%
Available ACL: 0.19%
Net New Shadow from Transbay Tower: 0.011% (47,165 shadow-foot hours)
Dates of Net New Transbay Tower Shadow: Mid-July through Mid-August, May
Time of Day of Net New Transbay Tower Shadow: 7:30 – 8:00 am
Usage Analysis: Usage of the park is very light prior to 8:00am, during the time when the new shadows would fall on the parts of the park. Usage of the park at these hours is predominantly pass-through traffic, with few stationary users.

b. Portsmouth Square
Existing Shadow Load: 39%
Available ACL: 0.41%
Net New Shadow from Transbay Tower: 0.133% (321,553 shadow-foot hours)
Dates of Net New Transbay Tower Shadow: Mid-October to early December, early January to late February
Time of Day of Net New Transbay Tower Shadow: 7:30 – 8:00 am
Usage Analysis: Usage of the park is heavy and constant, substantially increasing after 9:00am. Park usage is heavy even before the sunlight reaches the square in the early morning. Usage of the park is dispersed evenly throughout the park, with users spreading themselves out to take advantage of open and available areas for gathering or exercise, regardless of sun/shade or the intended use of the space. For instance, adults use children's play areas to exercise. Some shaded areas of the park are very heavily used, particularly as usage of the park increases and the density of users increases.

c. St. Mary's Square
Existing Shadow Load: 51.9%

Available ACL: 0.090%
Net New Shadow from Transbay Tower: 0.048% (70,928 shadow-foot hours)
Dates of Net New Transbay Tower Shadow: Mid-September through early October, March
Time of Day of Net New Transbay Tower Shadow: 8:30 – 9:10 am
Usage Analysis: St. Mary's is a lightly-used park during the morning hours. Usage does not increase substantially as the morning progresses and sunlight increases. Usage of the park is dispersed evenly throughout the park regardless of sun/shade. Park users remain evenly divided between sunlit and shaded areas even after more of the park becomes sunlight as the morning progresses. The majority of park users in the morning are engaged in tai chi/exercise in small groups of 3-4 or individually. These groups gather where open areas exist regardless of sunlight/shading. The park is already heavily shaded during the morning hours due to its location in the Financial District adjacent to tall buildings.

d. Justin Herman Plaza
Existing Shadow Load: 37.6%
Available ACL: 0.090%
Net New Shadow from Transbay Tower: 0.046% (277,935 shadow-foot hours)
Dates of Net New Transbay Tower Shadow: Mid-November through late January
Time of Day of Net New Transbay Tower Shadow: 1:10 – 1:40 pm
Usage Analysis: The Plaza is most heavily used before 2:30pm by downtown workers seeking places to eat lunch. Usage of the park is heavily dispersed to its edges where seating opportunities exist. Some areas with formal seating are heavily used despite shading. The new shading would primarily fall on circulation areas and areas of sporadically used informal seating. The fleeting shadows on the Market Street extension would not likely affect the through traffic and market activities. Most of the new shadow would be primarily cast by the narrow and unenclosed sculptural lattice-like top of the Transbay Tower, such that any new shading cast by this element would likely be diffuse, if apparent at all, on the ground.

e. Maritime Plaza
Existing Shadow Load: 68.4%
Available ACL: 0.004%
Net New Shadow from Transbay Tower: 0.004% (19,110 shadow-foot hours)
Dates of Net New Transbay Tower Shadow: Early December to Early January
Time of Day of Net New Transbay Tower Shadow: 10:40 - 11:10 am
Usage Analysis: New shadow would be primarily cast by the narrow and unenclosed sculptural lattice-like top of the Transbay Tower, such that any new shading cast by this element would likely be diffuse if apparent at all on the ground. The new potential shadow is of very limited duration during mid-morning times of very little park usage, prior to mid-day lunch hours when the park sees most of its usage. Overall the park gets very little usage, in large part due to its difficult access, lack of visibility, and lack of unique interest or recreational facilities, combined with its close proximity to the waterfront and other more inviting public spaces.

f. Chinese Recreation Center
Existing Shadow Load: N/A
Available ACL: None Established

Net New Shadow from Transbay Tower: 0.008% (8,413 shadow-foot hours)
Dates of Net New Transbay Tower Shadow: Mid October; Mid February
Time of Day of Net New Transbay Tower Shadow: 8:25am
Usage Analysis: The net new shadow is of extremely limited duration in the early morning and occurs at the very first minute of analysis in the morning, departing immediately thereafter. The shadow would fall mostly on a portion of the roof of the Recreation Center building. Because of its location and fleeting duration, the shadow would not be readily visible or apparent to users of the park or the Recreation Center building. The Recreation Center building was just completed and opened to the public in 2012.

g. Boeddeker Park
Existing Shadow Load: 37.7%
Available ACL: 0.003%
Net New Shadow from Transbay Tower: 0.003% (3,900 shadow-foot hours)
Dates of Net New Transbay Tower Shadow: Early June – Early July
Time of Day of Net New Transbay Tower Shadow: 6:47 – 7:00 am
Usage Analysis: The net new shadow is of extremely limited duration in the very early morning and occurs at the very first minutes of analysis in the morning, departing immediately. The shadow would fall on small portions of the park's fenced edges on raised planters and service gates where public usage is not expected. The Recreation and Park Department has tentatively stated an intent to open the renovated park from dawn to dusk, though historically the park has been open limited hours (9:30am-6pm) and has not been open to the public during the hours of the potential shadows.

h. Woh Hei Yuen Park
Existing Shadow Load: N/A
Available ACL: None Established
Net New Shadow from Transbay Tower: 0.001% (509 shadow-foot hours)
Dates of Net New Transbay Tower Shadow: Early November; Early February
Time of Day of Net New Transbay Tower Shadow: 7:44-7:50am
Usage Analysis: The net new shadow is of extremely limited duration in the very early morning and occurs at the first minutes of analysis in the morning, departing immediately. The new shadow touches only the street edge along John Street, which is already shaded by an arbor structure. Primary usage of the park at these early morning hours is for exercise (tai chi) in the open plaza areas, and the net new shadow would not substantially shade these areas.

5. The 1989 Memo provides that the Planning Commission and Recreation and Park Commission may consider the public good served by development which would cast new shadows on park properties, in terms of a needed use, building design, and urban form. The adoption and implementation of the Transit Center District Plan is intended to shape regional growth patterns through the development of an intense, employment-focused neighborhood situated within downtown San Francisco in an area served by abundant existing and planned transportation infrastructure. As the tallest proposed building within both the City and the Plan area, the Transbay Tower would serve as the centerpiece of a new sculpted downtown skyline that marks the location of the Transbay Transit Center, the future nexus of local, regional, and statewide transportation infrastructure in San Francisco. Development within the Plan area will generate

substantial revenue for new infrastructure and improvements to the public realm, including the creation of new open spaces. Implementation of the Plan, if all major development sites are constructed, would generate up to $590 million for public infrastructure, including over $400 million for the Downtown Rail Extension. This contribution of funds to the Downtown Rail Extension represents the vast majority of the City of San Francisco's commitment to provide $450 million memorialized in a regional agreement with the Metropolitan Transportation Commission to leverage $2 billion in additional regional and federal funds to construct the rail project. The Project Sponsor will purchase the project site from the Transbay Joint Powers Authority (TJPA), providing critical funding for the TJPA to fund Phase 1 of the project (the Transit Center station building), already under construction.

The proposed Project design was selected through a public design and development competition held by the Transbay Joint Powers Authority in 2006, with the Tower and the Transit Center designed by the same architectural firm, and conceived as an integral design. The Project includes multiple enhancements of the public realm. These enhancements include the development of Mission Square, a substantial new public open space measuring approximately 24,000 square feet which includes extensive seating areas and a redwood grove. Mission Square will also that will serve as a highly visible entry to the Transit Center and to the elevated "City Park" that will be developed on the top of the Transit Center. As part of the Project, an inclined elevator will carry visitors from Mission Square to City Park, and an elevator reached via a separately lobby within the Tower will serve as an additional means of access for the public. The fifth floor of the Tower includes a retail space that will help to enliven and activate City Park, as well as a wide publicly-accessible porch that serves both as a physical bridge between the Tower and City Park, as well as an extension of the Park containing seating and landscaping. The Tower also provides ample setbacks along the Mission and First Street frontages to provide wider sidewalks for pedestrian circulation and for transit riders queuing at bus stop areas.

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

DECISION

For purposes of this action, the Commission adopts and incorporates by reference as though fully set forth herein the findings set forth in Motion No. XXXXX ("CEQA Findings") and the Mitigation Monitoring and Reporting Program for the TCDP and this Project, as set forth in Exhibit A of Motion No. XXXXX.

FURTHERMORE, That based upon the Record, the submissions by the Project Sponsor, the staff of the Planning Department, and other interested parties, the oral testimony presented to the Commission at the public hearing, and all other written materials submitted by all parties, the Commission hereby **DETERMINES,** under Shadow Analysis Application No. **2008.0789K,** that the net new shadow cast by the Project on Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, Woh Hei Yuen Park, Chinese Recreation Center, and Boeddeker Park would not be adverse to the use of these parks, and **ALLOCATES** to the Project additional shadow on Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, and Boeddeker Park in the amounts described in Finding #4 above.

I hereby certify that the foregoing Motion was ADOPTED by the Planning at the meeting on October 18, 2012.

Linda Avery
Commission Secretary

AYES:

NAYS:

ABSENT:

ADOPTED: October 18, 2012

SAN FRANCISCO
PLANNING DEPARTMENT

Subject to: (Select only if applicable)

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

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Planning Commission Draft Motion
Office Allocation

HEARING DATE: OCTOBER 18, 2012

Date:	October 4, 2012
Case No.:	**2008.0789K, 2012.0257EBX**
Project Address:	**101 FIRST STREET (Transbay Tower)**
Zoning:	C-3-O (SD) (Downtown, Office: Special Development) 1,000-S-2 Height and Bulk District Transit Center C-3-O (SD) Commercial Special Use District
Block/Lot:	3720/001
Project Sponsor:	Paul Paradis Hines Transbay Tower, LLC 101 California Street, Suite 1000 San Francisco, CA 94111
Staff Contact:	Kevin Guy – (415) 558-6163 kevin.guy@sfgov.org

ADOPTING FINDINGS RELATING TO THE APPROVAL OF ALLOCATION OF OFFICE SQUARE FOOTAGE UNDER THE 2012-2013 ANNUAL OFFICE DEVELOPMENT LIMITATION PROGRAM PURSUANT TO SECTIONS 320 THROUGH 325 OF THE PLANNING CODE FOR A PROPOSED PROJECT LOCATED AT 350 MISSION STREET TO CONSTRUCT A NEW 61-STORY BUILDING REACHING A ROOF HEIGHT OF APPROXIMATELY 912 FEET WITH A DECORATIVE CROWN REACHING A MAXIMUM HEIGHT OF APPROXIMATELY 1,070 FEET, CONTAINING APPROXIMATELY 1.37 MILLION SQUARE FEET OF OFFICE USES, APPROXIMATELY 10,600 SQUARE FEET OF RETAIL SPACE, APPROXIMATELY 28,300 SQUARE FEET OF PUBLICLY-ACCESSIBLE OPEN SPACE, AND APPROXIMATELY 39,370 SQUARE FEET OF OFF-STREET SUBTERRANEAN PARKING AREA, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT. THE PROJECT SITE IS LOCATED WITHIN THE C-3-O(SD) (DOWNTOWN OFFICE, SPECIAL DEVELOPMENT) DISTRICT, THE 1000-S-2 HEIGHT AND BULK DISTRICT, AND THE TRANSIT CENTER C-3-O(SD) COMMERCIAL SPECIAL USE DISTRICT.

PREAMBLE

On March 9, 2012, Paul Paradis, acting on behalf of Hines Transbay Tower, LLC ("Project Sponsor"), filed an application with the Planning Department ("Department") for a Downtown Project Authorization pursuant to Planning Code Section 309 to allow the construction of a new office building with ground floor retail space, open space, and subterranean parking. The application was subsequently amended to reflect revisions to the project, and proposed to construct a new 61-story building, reaching a roof height of 912 feet, with a mechanical parapet reaching a height of 970 feet and a metal lattice crown feature reaching a height of 1,070 feet, containing approximately 1,370,577 square feet of office space, 10,600 square feet of retail space, approximately 39,370 square feet of subterranean parking, mechanical, and storage areas, and 28,300 square feet of open space. The project requests specific exceptions from Planning Code requirements regarding "Separation of Towers", "Streetwall Base", "Reduction of Ground-Level Wind Currents in C-3 Districts", "General Standards for Off-Street Parking and Loading" to create a curb cut on First Street, and "Unoccupied Building Height"(collectively, "Project", Case No. 2012.0257X).

On March 9, 2012, the Project Sponsor applied for an allocation of 1,350,000 square feet of office space to the project pursuant to Sections 320 through 325 (Annual Office Development Limitation Program) (Case No. 2012.0257B). The application was subsequently amended to request an allocation of 1,370,577 square feet of office space.

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

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

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

The Commission found the Final EIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Department and the Commission, and that the summary of comments and

responses contained no significant revisions to the draft EIR, and certified the Final EIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31.

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

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

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

The Final EIR prepared for the Project analyzed and identified potential new shadows that the Project would cast on eight open spaces (Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, Woh Hei Yuen Park, Chinese Recreation Center, and Boeddeker Park) under the jurisdiction of the Recreation & Parks Department. Approval of the Project is therefore subject to approval under the procedures of Planning Code Section 295 (also known as "Prop K") by the Recreation & Parks and Planning Commissions.

On October 11, 2012, the Planning Commission and the Recreation and Park Commission held a duly noticed joint public hearing on and adopted Planning Commission Resolution No. XXXXX and Recreation and Park Commission Resolution No. XXXXX raising the Absolute Cumulative Shadow Limits ("ACLs") for seven open spaces under the jurisdiction of the Recreation & Park Department that could be shadowed by likely cumulative development sites in the Plan area, including the Project.

At the hearing on October 11, 2012, the Recreation and Park Commission recommended that the General Manager of the Recreation & Park Department recommend to the Planning Commission that the shadows cast by the Project on certain properties under the jurisdiction of the Recreation & Park Department are not adverse to the use of these properties, and that the Planning Commission allocate to the Project allowable shadow from the absolute cumulative shadow limits of six of these properties (where such limits have been adopted) (Case No. 2008.0789K). As part of this recommendation, the Recreation and Park Commission adopted environmental findings in accordance with CEQA, including the rejection of alternatives and a statement of overriding benefit, along with a Mitigation Monitoring and Reporting program ("MMRP") for the Plan and a separate MMRP for the Tower Project.

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

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

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

On October 18, 2012 the Commission adopted Motion No. XXXXX, adopting findings pursuant to CEQA, as well as a Mitigation, Monitoring, and Reporting Program for the Project, as set forth in Exhibit A of Motion No. XXXXX, which are incorporated herein by this reference thereto as if fully set forth in this Motion.

On October 18, 2012, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Case No. 2008.0789K and 2012.0257EBX. The Commission has heard and considered the testimony presented to it at the public hearing and has further considered written materials and oral testimony presented on behalf of the applicant, the Planning Department staff, and other interested parties.

MOVED, that the Commission hereby authorizes the Office Allocation requested in Application No. 2012.0257B, subject to the conditions contained in **Exhibit A** of this motion, based on the following findings:

FINDINGS

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

1. The above recitals are accurate and also constitute findings of this Commission.

2. **Site Description and Present Use.** The Project Site is a rectangular parcel measuring 50,515 square feet, bounded by First Street on the west, Mission Street on the north, Fremont Street on the east, and the Transbay Transit Center on the south. The Project Site is within the C-3-O (SD) District, the 1,000-S-2 Height and Bulk District, the Transit Center C-3-O (SD) Commercial Special Use District, and the Transbay C-3 Special Use District. Portions of the Project Site were previously occupied by the Transbay Terminal; however, the Terminal was demolished to enable construction of the new Transit Center. The Project Site is temporarily being used as a staging area for construction of the Transit Center.

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

   The Project Site is located within the Transit Center District Plan (TCDP) area. The City adopted the TCDP and related implementing ordinances in August 2012. Initiated by a multi-year public and cooperative interagency planning process that began in 2007, the Plan is a comprehensive vision for shaping growth on the southern side of Downtown. Broadly stated,

the goals of the TCDP are to focus regional growth (particularly employment growth) toward downtown San Francisco in a sustainable, transit-oriented manner, to sculpt the downtown skyline, to invest in substantial transportation infrastructure and improvements to streets and open spaces, and to expand protection of historic resources.

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

4. **Proposed Project.** The Project would construct a new 61-story building reaching a roof height of approximately 912 feet with a decorative crown reaching a maximum height of approximately 1,070 feet, containing approximately 1.37 million square feet of office uses, approximately 10,600 square feet of retail space, approximately 28,300 square feet of publicly-accessible open space, and approximately 39,370 square feet of off-street subterranean parking area. As the largest and tallest development within the TCDP, the Tower was conceived as an integral component essential to achieving the goals of the Plan with respect to regional growth, urban form, and the development of a robust transportation infrastructure. Compliance with the specific Objectives and Policies of the TCDP is discussed further in Section #8 of Motion No. XXXXX, Case #2012.0257X (Determination of Compliance and Granting of Exceptions Under Planning Code Section 309).

5. **Public Comment.** To date, the Department has not received any specific communications in opposition to the requested entitlements. However, numerous written and verbal comments were provided during the public comment period for the draft EIR prepared for the TCDP and the Project. These comments addressed a wide variety of topic areas, and were addressed as part of the Comments and Responses document prepared during the environmental review of the TCDP and the Project.

6. **Office Allocation.** Section 321 establishes standards for San Francisco's Office Development Annual Limit. In determining if the proposed Project would promote the public welfare, convenience and necessity, the Commission considered the seven criteria established by Code Section 321(b)(3), and finds as follows:

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

As of October 4, 2012, there exists 3,145,253 square feet of office space available for allocation to office buildings of greater than 49,999 square feet of office space ("Large Buildings") during this Approval Period, which ends October 16, 2012. On October 17, 2012 and on October 17 of each succeeding year, an additional 875,000 square feet of office space will become available for allocation to buildings of greater than 49,999 square feet of office space. If the Planning Commission approves the Project with up to 1,370,577 *square feet of office space on October 18, 2012, there would be 2,649,676 square feet of*

office space (which includes the 875,000 square feet added on October 17, 2012) available for allocation.

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

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

In general, the downtown core of San Francisco offers relatively few remaining opportunity sites for employment growth. The TCDP seeks to maximize development intensity at these remaining opportunity sites, and to preserve such sites primarily for employment uses. The Plan also seeks to address issues of regional sustainability and traffic congestion by focusing job growth within an intense, urban context in an area supported by abundant existing and planned transit services, as well as retail and service amenities. As the largest single Project in the Plan area, the Tower implements this vision through the development of over 1.37 million square feet of office space, located immediately adjacent to the future Transit Center, and within one block of the Market Street transit spine. The Project is comprised almost exclusively of office uses, but is supported by approximately 10,600 square feet of retail space to provide services to employees and visitors, and to activate the streetscape and adjacent City Park.

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

The Project is consistent with the General Plan, as discussed in Section #XX of Motion No. XXXX, Case 2012.0257X (Determination of Compliance and Granting of Exceptions Under Planning Code Section 309). The Project would advance the objectives and policies of the Commerce, Urban Design, Downtown Plan, Transportation, and Transit Center District Plan Elements of the General Plan, and presents no significant conflicts with other elements.

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

The tower is proposed at a roof height of 912 feet, and is finished with a sculptural, lattice-like crown reaching a height of 1,070 feet. The Tower exterior consists of a glass curtain wall wrapped in a grid of metal horizontal sunshades and vertical accents. The depth of these metal elements varies across the facade, becoming tight with the curtain wall near the building's rounded corners, and flaring to deeper projections toward the center of each elevation. The language of this gridded metal skin carries into the crown, however, the crown is open and largely transparent between the structural members, capturing and reflecting natural daylight and evening illumination as a distinct element within the composition of the design. Above the 26th floor, each elevation curves and tapers toward a narrow, slender termination of the building. This curvature will further reduce the apparent height and massing of the building when viewed from points immediately below. The pedestrian realm along the sidewalk is distinctly defined from the rest of the Tower by a clear glass curtain wall slightly recessed from the floors above. Along the Mission Street frontage, the ground-floor is expressed as a gracious, two-story volume that further responds to the scale of the pedestrian. Retail uses at the ground floor will activate the sidewalks along Mission Street and First Street, as well as Mission Square.

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

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

b) Transit Accessibility. The area is served by a variety of transit options. The Project site is one block from the Montgomery Street MUNI and BART station, approximately six blocks from the Ferry Building, has direct access to abundant local and regional bus service on Mission Street, and is adjacent to the future Transit Center.

c) Open Space Accessibility. The Project would include a new public park known as Mission Square, measuring approximately 24,085 square feet and located immediately to the east of the Tower. This open space will feature enhanced paving, seating areas, and a redwood grove. The Project also includes vertical circulation elements allowing the public to access the future City Park that will be developed on top of the Transit Center. An inclined elevator will carry visitors from Mission Square to City Park, and an elevator reached via a separate lobby within the Tower will serve as an additional means of access for the public. In addition, the fifth floor of the Tower includes a retail space that will help to enliven and activate City Park, as well as a wide publicly-accessible "porch" that serves both as a physical bridge between the Tower and City Park and an extension of the Park containing seating and landscaping.

d) Urban Design. The existing skyline of downtown San Francisco is largely characterized by a cluster of towers that, when viewed in aggregate, form a plateau at a height of approximately 500 to 550 feet (the historic maximum zoned heights in the C-3 Districts. The TCDP envisions the creation of a new,

sculpted skyline formed by height increases at selected locations to allow slender towers that project above this plateau. The Project Site was specifically proposed to be developed with the tallest building within this overall form, creating an apex within the skyline and a distinctive identity for the urban form of San Francisco that is evocative of the sloping terrain of the area's natural landforms. The design of the Tower fulfills this vision, reaching the height proposed by the Plan.

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

a) Anticipated Employment Opportunities. The Project would contribute to the employment of economically disadvantaged persons by its participation in San Francisco's First Source Hiring Program ("FSHP"). During the three-year construction period, the Project will employ approximately 1,100 union laborers during Core and Shell construction, and approximately 1,100 laborers per day during tenant improvement construction. Available entry-level construction jobs would be processed through the FSHP and would benefit economically disadvantaged persons. Upon completion of construction, the Project would be occupied by commercial tenants that would create over 5,000 new jobs. Available entry level jobs offered by these businesses must be processed through the FSHP and would benefit economically disadvantaged persons. Because of the size of the development, the Project has the potential to create significant employment opportunities.

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

b) Needs of Existing Businesses. With approximately 1,370,577 gross square feet of new office space, the Project is anticipated to provide for a great variety and number of tenants, thereby better serving the needs of the business community. The Project Site is well-served by transit, and is in close proximity to other firms consolidated within the Downtown Core.

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

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

The site is currently under the ownership of the Transbay Joint Powers Authority, and will be sold to the Project Sponsor and developer (Hines Transbay Tower, LLC) following entitlements. The anticipated tenant or tenants will be determined at a later date. It is not known whether the Project will be occupied by a single entity.

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

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

The Project Site has a lot area of approximately 50,515 square feet. Therefore, up to 303,090 square feet of Gross Floor Area ("GFA") is allowed under the basic FAR limit, and up to 454,635 square feet of GFA is permitted with the purchase of TDR. As shown in the conceptual plans for the Project, the building would include 1,370,577 square feet of GFA (an FAR of approximately 26.7 to 1). Conditions of approval are included to require the Project Sponsor to purchase TDR for the increment of development between 6.0 to 1 FAR and 9.0 to 1 FAR, and to participate in the Transit Center District Mello-Roos Community Facilities District for all development above an FAR of 9.0 to 1.

7. **General Plan Conformity.** The General Plan Consistency Findings set forth in Section #8 of Motion No. XXXXX, Case #2012.0257X (Determination of Compliance and Granting of Exceptions Under Planning Code Section 309) apply to this Motion, and are incorporated herein as though fully set forth.

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

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

      The Project would include approximately 10,600 sq. ft. of retail/personal services uses at the ground-floor and mezzanine level. These uses would provide goods and services to downtown workers, residents, and visitors, while creating ownership and employment opportunities for San Francisco residents. The addition of office uses would bring new employees and visitors to area, strengthening the customer base of other businesses.

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

      The Project Site is currently being used as a staging area during the construction of the new Transit Center, and was not previously occupied by residential uses. Therefore, no housing would be removed by the Project. The Project Site is located in an area where high-rise office development predominates and is explicitly encouraged by the Downtown Plan and the Transit Center District Plan. The Project would be compatible with the character of the downtown area.

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

      The Project would enhance the City's supply of affordable housing by participating in the Jobs-Housing Linkage Program pursuant to Planning Code Section 413.

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

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

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

The Project Site does not contain any industrial or service sector uses, and thus none would be displaced by the Project. The Project includes approximately 10,600 square feet of retail uses which will provide service sector employment opportunities.

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

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

G. That landmarks and historic buildings be preserved.
The project would not affect any landmark or historic building. Portions of the Project Site were previously occupied by the Transbay Terminal, a building which was considered an historic resource under CEQA. the Transbay Terminal was demolished in 2010 to enable construction of the Transit Center, which is underway, and the Project Site is temporarily being used as a staging area for construction of the Transit Center.

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

As analyzed in the EIR prepared for the Project, the Tower would cast additional shadow on eight open spaces under the jurisdiction of the Recreation & Park Department (Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, Woh Hei Yuen Park, Chinese Recreation Center, and Boeddeker Park). At its hearing on October 18, 2012, the Planning Commission adopted Motion No. XXXXX, finding that the shadows cast by the Project on these open spaces would not be adverse to the use of the parks, and allocating ACLs to the Project for Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, and Boeddeker Park (the properties where ACLs have been adopted).

The project would include a new public plaza known as Mission Square, measuring approximately 24,085 square feet located immediately to the east of the Tower. This space will include enhanced paving, seating areas, and a redwood grove. The Project also includes vertical circulation elements allowing the public to access the future City Park that will be developed on top of the Transit Center by the Transbay Joint Powers Authority. An inclined elevator will carry visitors from Mission Square to City Park, and an elevator reached via a separate lobby within the Tower will serve as an additional means of access for the public.

9. The Project is consistent with and would promote the general and specific purposes of the Code provided under Section 101.1(b) in that, as designed, the Project would contribute to the character and stability of the neighborhood and would constitute a beneficial development.

10. The Commission hereby finds that granting the Project Authorization in this case will particularly promote the public welfare, convenience and necessity for the reasons set forth above.

DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES Office Allocation Application No. 2012.0257B** subject to the conditions attached hereto as Exhibit A, which is incorporated herein by reference as though fully set forth, in general conformance with the plans stamped Exhibit B and dated October 18, 2012, on file in Case Docket No. 2012.0257B.

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

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission at its regular meeting on October 18, 2012.

Linda D. Avery
Commission Secretary

AYES:

NOES:

ABSENT:

ADOPTED: October 18, 2012

EXHIBIT A

AUTHORIZATION

This authorization is to grant an allocation of 1,370,577 square feet of office space under the 2012-2013 Annual Office Development Limitation Program, pursuant to Planning Code Sections 320 through 325, in connection with a proposal to construct a 61-story building reaching a roof height of approximately 912 feet with a decorative crown reaching a maximum height of approximately 1,070 feet, containing approximately 1.37 million square feet of office uses, approximately 10,600 square feet of retail space, approximately 28,300 square feet of publicly-accessible open space, and approximately 39,370 square feet of off-street subterranean parking area. The project site is located within the C-3-O(SD) (Downtown Office, Special Development) District, the 1000-S-2 Height and Bulk District, the Transbay C-3 Special Use District, and the Transit Center C-3-O(SD) Commercial Special Use District, in general conformance with plans dated October 18, 2012 and stamped "EXHIBIT B" included in the docket for Case No. 2012.0257B and subject to conditions of approval reviewed and approved by the Commission on October 18, 2012 under Motion No. XXXXX. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

COMPLIANCE WITH OTHER REQUIREMENTS

The Conditions of Approval set forth in Exhibit A of Motion No. XXXXX, Case No. 2012.0257B (Determination of Compliance Under Section 309), and the Mitigation, Monitoring, and Reporting Program adopted as Exhibit A to Planning Commission Motion XXXXX, Case No. 2012.0257E apply to this approval, and are incorporated herein as though fully set forth, except as modified herein.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on October 18, 2012 under Motion No. XXXXX.

CHANGES AND MODIFICATIONS

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

Conditions of Approval, Compliance, Monitoring, and Reporting

PERFORMANCE

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

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

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

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

SAN FRANCISCO
PLANNING DEPARTMENT

1650 Mission St.
Suite 400
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CA 94103-2479

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415.558.6409

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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

Planning Commission Draft Motion
Section 309

HEARING DATE: OCTOBER 18, 2012

Date:	October 4, 2012
Case No.:	**2008.0789K, 2012.0257EBX**
Project Address:	**101 FIRST STREET (Transbay Tower)**
Zoning:	C-3-O (SD) (Downtown, Office: Special Development) 1,000-S-2 Height and Bulk District Transit Center C-3-O (SD) Commercial Special Use District Transbay C-3 Special Use District
Block/Lot:	3720/001
Project Sponsor:	Paul Paradis Hines Transbay Tower, LLC 101 California Street, Suite 1000 San Francisco, CA 94111
Staff Contact:	Kevin Guy – (415) 558-6163 kevin.guy@sfgov.org

ADOPTING FINDINGS RELATED TO THE APPROVAL OF A SECTION 309 DETERMINATION OF COMPLIANCE AND REQUEST FOR EXCEPTIONS FOR SEPARATION OF TOWERS PLANNING CODE SECTION 132.1, STREETWALL BASE PLANNING CODE SECTION 132.1, REDUCTION OF GROUND-LEVEL WIND CURRENTS IN C-3 DISTRICTS PLANNING CODE SECTION 148, GENERAL STANDARDS FOR OFF-STREET PARKING AND LOADING UNDER PLANNING CODE SECTION 155(r), AND UNOCCUPIED BUILDING HEIGHT UNDER PLANNING CODE SECTION 260(b), FOR A PROJECT TO CONSTRUCT A NEW 61-STORY BUILDING REACHING A ROOF HEIGHT OF APPROXIMATELY 912 FEET WITH A DECORATIVE CROWN REACHING A MAXIMUM HEIGHT OF APPROXIMATELY 1,070 FEET, CONTAINING APPROXIMATELY 1.37 MILLION SQUARE FEET OF OFFICE USES, APPROXIMATELY 10,600 SQUARE FEET OF RETAIL SPACE, APPROXIMATELY 28,300 SQUARE FEET OF PUBLICLY-ACCESSIBLE OPEN SPACE, AND APPROXIMATELY 39,370 SQUARE FEET OF OFF-STREET SUBTERRANEAN PARKING AREA. THE PROJECT SITE IS LOCATED WITHIN THE C-3-O(SD) (DOWNTOWN OFFICE, SPECIAL DEVELOPMENT) DISTRICT, THE 1000-S-2 HEIGHT AND BULK DISTRICT, THE TRANSIT CENTER C-3-O(SD) COMMERCIAL SPECIAL USE DISTRICT, AND THE TRANSBAY C-3 SPECIAL USE DISTRICT, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

PREAMBLE

On March 9, 2012, Paul Paradis, acting on behalf of Hines Transbay Tower, LLC ("Project Sponsor"), filed an application with the Planning Department ("Department") for a Downtown Project Authorization pursuant to Planning Code Section 309 to allow the construction of a new office building with ground floor retail space, open space, and subterranean parking. The application was subsequently amended to reflect revisions to the project, and proposed to construct a new 61-story building, reaching a roof height of 912 feet, with a mechanical parapet reaching a height of 970 feet and a metal lattice crown feature reaching a height of 1,070 feet, containing approximately 1,370,577 square feet of office space, 10,600 square feet of retail space, approximately 39,370 square feet of subterranean parking, mechanical, and storage areas, and 28,300 square feet of open space. The project requests specific exceptions from Planning Code requirements regarding "Separation of Towers", "Streetwall Base", "Reduction of Ground-Level Wind Currents in C-3 Districts", "General Standards for Off-Street Parking and Loading" to create a curb cut on First Street, and "Unoccupied Building Height"(collectively, "Project", Case No. 2012.0257X).

On March 9, 2012, the Project Sponsor applied for an allocation of 1,350,000 square feet of office space to the project pursuant to Sections 320 through 325 (Annual Office Development Limitation Program) (Case No. 2012.0257B). The application was subsequently amended to request an allocation of 1,370,577 square feet of office space.

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

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

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

The Commission found the Final EIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Department and the Commission, and that the summary of comments and

responses contained no significant revisions to the draft EIR, and certified the Final EIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31.

On July 24, 2012, the Board of Supervisors held a duly noticed public hearing, affirmed the Final EIR and approved the Plan, as well as the associated ordinances to implement the Plan on first reading.
On July 31, 2012, the Board of Supervisors held a duly noticed public hearing, and approved the Plan, as well as the associated ordinances to implement the Plan on final reading.

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

The Final EIR prepared for the Project analyzed and identified potential new shadows that the Project would cast on eight open spaces (Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, Woh Hei Yuen Park, Chinese Recreation Center, and Boeddeker Park) under the jurisdiction of the Recreation & Parks Department. Approval of the Project is therefore subject to approval under the procedures of Planning Code Section 295 (also known as "Prop K") by the Recreation & Parks and Planning Commissions.

On October 11, 2012, the Planning Commission and the Recreation and Park Commission held a duly noticed joint public hearing on and adopted Planning Commission Resolution No. XXXXX and Recreation and Park Commission Resolution No. XXXXX raising the Absolute Cumulative Shadow Limits (ACLs) for seven open spaces under the jurisdiction of the Recreation & Park Department that could be shadowed by likely cumulative development sites in the Plan area, including the Project.

At the hearing on October 11, 2012, the Recreation and Park Commission recommended that the General Manager of the Recreation & Park Department recommend to the Planning Commission that the shadows cast by the Project on certain properties under the jurisdiction of the Recreation & Park Department are not adverse to the use of these properties, and that the Planning Commission allocate to the Project allowable shadow from the absolute cumulative shadow limits of six of these properties (where such limits have been adopted) (Case No. 2008.0789K). As part of this recommendation, the Recreation and Park Commission adopted environmental findings in accordance with CEQA, including the rejection of alternatives and a statement of overriding benefit, along with a Mitigation Monitoring and Reporting program ("MMRP") for the Plan and a separate one for the Tower Project.

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

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

CEQA Guidelines Sections 15162 and 15163 require a lead agency to prepare a subsequent EIR or a supplement to an EIR when substantial changes to the project, substantial changes with respect to the circumstances under which the project would be undertaken, or new information of substantial importance would require major revisions of the certified EIR. There have been no substantial changes to the Transit Center District Plan, no substantial changes in circumstances, and no new information of

substantial importance since the Final EIR was certified on May 24, 2012. Therefore, no subsequent or supplemental environmental review is required.

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

On October 18, the Commission adopted Motion No. XXXX, adopting findings pursuant to CEQA, as well as a Mitigation, Monitoring, and Reporting Program for the Project, as set forth in Exhibit A of Motion No. XXXXX, which are incorporated herein by this reference thereto as if fully set forth in this Motion.

On October 18, 2012, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Case No. 2008.0789K and 2012.0257EBX. The Commission has heard and considered the testimony presented to it at the public hearing and has further considered written materials and oral testimony presented on behalf of the applicant, the Planning Department staff, and other interested parties.

MOVED, that the Commission hereby approves the Section 309 Determination of Compliance and Request for Exceptions requested in Application No. 2012.0257X for the Project, subject to conditions contained in **Exhibit A** attached hereto and incorporated by reference, based on the following findings:

FINDINGS

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

1. The above recitals are accurate and also constitute findings of this Commission.

2. **Site Description and Present Use.** The Project Site is a rectangular parcel measuring 50,515 square feet, bounded by First Street on the west, Mission Street on the north, Fremont Street on the east, and the Transbay Transit Center on the south. The Project Site is within the C-3-O (SD) District, the 1,000-S-2 Height and Bulk District, the Transit Center C-3-O (SD) Commercial Special Use District, and the Transbay C-3 Special Use District. Portions of the Project Site were previously occupied by the Transbay Terminal, however, the Terminal was demolished to enable construction of the new Transit Center. The Project Site is temporarily being used as a staging area for construction of the Transit Center.

3. **Surrounding Properties and Neighborhood.** The Project Site is located in an area characterized by dense urban development. There are many high-rise structures containing dwellings, offices and other commercial uses. The Project Site is surrounded by a number of high-rise buildings. 50 Beale Street (a 23-story office building), 45 Fremont Street (a 34-story office building) and 50 Fremont Street (a 43-story office building) are situated to the north. The Millennium (301 Mission Street) is a residential development consisting of a 60-story residential building and an 11-story tower, is located immediately to the east. There are numerous smaller commercial buildings in the area as well. The future Transit Center is currently under construction immediately adjacent to the Project Site to the south. The Transit Center is planned to accommodate local and inter-city bus service, as well as Caltrain

and California High Speed Rail service. The roof of the Transit Center will also feature a 5.4-acre public park called "City Park."

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

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

4. **Proposed Project.** The Project would construct a new 61-story building reaching a roof height of approximately 912 feet with a decorative crown reaching a maximum height of approximately 1,070 feet, containing approximately 1.37 million square feet of office uses, approximately 10,600 square feet of retail space, approximately 28,300 square feet of publicly-accessible open space, and approximately 39,370 square feet of off-street subterranean parking area. As the largest and tallest development within the TCDP, the Tower was conceived as an integral component to goals of the Plan with respect to regional growth, urban form, and the development of a robust transportation infrastructure. Compliance with the specific Objectives and Policies of the TCDP is discussed further under Item #8 below.

5. **Public Comment.** To date, the Department has not received any specific communications in opposition to the requested entitlements. However, numerous written and verbal comments were provided during the public comment period for the draft EIR prepared for the TCDP and the Project. These comments addressed a wide variety of topic areas, and were addressed as part of the Comments and Responses document prepared during the environmental review of the TCDP and the Project.

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

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

The Project Site has a lot area of approximately 50,515 square feet. Therefore, up to 303,090 square feet of Gross Floor Area ("GFA") is allowed under the basic FAR limit, and up to 454,635 square feet of GFA is permitted with the purchase of TDR. As shown in the conceptual plans for the Project, the building would include 1,370,577 square feet of GFA (an FAR of approximately 26.7 to 1). Conditions of approval are included to require the Project Sponsor to purchase TDR for the increment of development between 6.0 to 1 FAR and 9.0 to 1 FAR (approx. 151,545 square feet), and to participate in the Transit Center District Mello-Roos Community Facilities District to pursue development above an FAR of 9.0 to 1.

B. **Open Space (Section 138).** New buildings in the C-3-O (SD) Zoning District must provide public open space at a ratio of one sq. ft. per 50 gross square feet of all uses, except residential uses, institutional uses, and uses in a predominantly retail/personal services building. This public open space must be located on the same site as the building or within 900 feet of it within a C-3 district.

The building includes approximately 1,370,577 gross sq. ft. of new office space, and shown in the conceptual plans for the Project. At a ratio of 1:50, 27,412 sq. ft. of open space is required. The Project would comply with the requirement by providing several types of publicly-accessible open space. The project would include a new public plaza known as Mission Square, measuring approximately 24,085 square feet located immediately to the east of the Tower. This space will include enhanced paving, seating areas, and a redwood grove. The Project also includes vertical circulation elements allowing the public to access the future City Park that will be developed on top of the Transit Center by the Transbay Joint Powers Authority. An inclined elevator will carry visitors from Mission Square to City Park, and an elevator reached via a separate lobby within the Tower will serve as an additional means of access for the public. Section 138 allows the area of the public lobby for the elevator access to count toward the open space requirement. In addition, the fifth floor of the Tower includes a retail space that will help to enliven and activate City Park, as well as a wide publicly-accessible "porch" that serves both as a physical bridge between the Tower and City Park, as well as an extension of the Park containing seating and landscaping. The area of this porch is counted toward meeting the open space requirements. The Project is also set back from the public right-of-way along the Mission and Fremont Street frontages, creating a wider effective sidewalk width. The areas of these setbacks is also counted toward meeting the open space requirements, as allowed by Section 132.1(c)(3)(D). In total, the various publicly-accessible open spaces total an area of approximately 28,290. Therefore, the Project complies with the requirements of Section 138. The design of the open spaces will be further refined throughout the building permit review process.

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

The Project will include appropriate streetscape improvements and will comply with this requirement. The project will rebuild the sidewalks along all its frontages (First, Mission and Fremont Streets) as envisioned in the Transit Center District Plan. This includes widened sidewalks and realigned curbs to meet future pedestrian and transit conditions. The

conceptual project plans show the installation of street trees along the First and Fremont Street frontages of the Project. The plans also show enhanced paving that would extend the thematic paving of Mission Square into the public sidewalks. The project is set back from the property line along the Mission and First Street frontages in order to provide a minimum effective sidewalk width of 20 feet. Finally, a bulb-out is proposed at the corner of First and Mission Streets to provide additional crosswalk queuing and areas for pedestrian movement to accommodate the substantial future pedestrian population that is expected in the area. The precise location, spacing, and species of the street trees, as well as other streetscape improvements, will be further refined throughout the building permit review process.

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

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

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

Given the height of the Project, it is unavoidable that the Tower would cast new shadows onto sidewalks in the vicinity. However, limiting the height of the Tower to avoid casting sidewalks shadows would contradict a basic premise of the TCDP. That is, given the adjacency of the Project Site to the abundant transportation services in the future Transit center, it is appropriate that the Tower be developed as the tallest building within the Plan area in order to create intense urban development (particularly office employment) in a transit-oriented location. In addition, the TCDP envisions that the Tower would mark the Transit Center within the urban form of the City, and would serve as the sculptural apex of the skyline once development within the Plan area is realized.

E. **Shadows on Public Open Spaces (Section 147).** Section 147 seeks to reduce substantial shadow impacts on public plazas and other publicly accessible open spaces other than those protected under Section 295. Consistent with the dictates of good design and without unduly restricting development potential, buildings taller than 50 feet should be shaped to reduce substantial shadow impacts on open spaces

subject to Section 147. In determining whether a shadow is substantial, the following factors shall be taken into account: the area shaded, the shadow's duration, and the importance of sunlight to the area in question.

The Project would cast shadows on publicly-accessible open spaces in the area other than those protected under Section 295. Rincon Park (located between the Embarcadero and the waterfront to the east of the Project), would receive new shadows in late afternoon throughout much of the year, except from mid-fall through mid-winter. Rincon Park is already in substantial late afternoon shadow, cast by office towers immediately to its west. Ferry Plaza would receive new late-afternoon shadow in late fall and early winter. Mechanics Plaza would receive new late-morning shadow in the spring and fall. The Project would also cast shadow on the future Mission Square (which would be situated immediately to the east of the Project), and the future City Park (a linear park that will be developed on top of the future Transit Center, immediately to the south of the Project). The Project would also cast shadows on multiple privately-owned, publicly-accessible open spaces in the vicinity. The amount of shadow cast on each of these privately-owned, publicly-accessible open spaces would vary based on time of day, time of year, the height and bulk of intervening existing and proposed development, and climatic conditions (clouds, fog, or sun) on a given day.

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

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

With 1,370,577 gross square feet of non-residential uses, the Project may include up to 47,970 square feet of accessory off-street parking. The Project would have three below-grade parking levels with 39,370 square feet of parking area and complies with the 3.5% maximum allowance for accessory parking. Conditions of approval are included that would allow parking up to a maximum of 3.5% of gross floor area (rather than a maximum of the proposed 39,370 square feet of parking shown on the approved plans), in the event that the floor area of the Project be revised during the building permit review process.

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

The Project provides six loading spaces at the first basement level, and therefore complies with the loading requirement.

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

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

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

Pursuant to the ratios specified in Section 155.4, 259 Class 1 bicycle spaces are required. The Project provides a total of 279 Class 1 bicycle spaces located within several bicycle storage facilities situated in the subterranean garage. The Project is also required to provide 27 Class 2 bicycle spaces that are readily available for short-term use by visitors to the building. The Project provides 28 Class 2 bicycle spaces at-grade, at the exterior of the south side of the building. The Project complies with the bicycle parking requirements.

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

The Project would reach a height of 912 feet to the roof, with a rooftop mechanical penthouse reaching a maximum height of approximately 970 feet. The Project therefore complies with the basic height limit of the 1,000-S-2 Height and Bulk District. The Project also includes an unoccupied decorative crown that is intended as a sculptural element and integral design feature to the architecture of the Tower. This element reaches a maximum height of 1,070 feet. Section 260(b)(1)(M) allows such features to exceed the height limit through the Section 309 exception process, provided that the feature meets certain criteria. Compliance with these criteria is discussed in Item #7E below.

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

The lower tower has an average floorplate of approximately 25,910 square feet, while the upper tower has an average floorplate of approximately 15,687 square feet. Therefore, the average upper tower floorplate measures approximately 61% of the size of the average lower

tower floorplate. The lower tower floors have an average diagonal dimension of approximately 201 feet, while the upper tower floors have an average diagonal dimension of approximately 157 square feet. Therefore, the average upper tower diagonal dimension measures approximately 78% of the size of the average lower tower diagonal dimension. The Project complies with the bulk limitations of the S-2 Bulk District.

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

The Final EIR prepared for the Project analyzed and identified potential new shadows that the Project would cast on eight open spaces (Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, Woh Hei Yuen Park, Chinese Recreation Center, and Boeddeker Park) under the jurisdiction of the Recreation & Parks Department. Approval of the Project is therefore subject to approval under the procedures of Planning Code Section 295 (also known as "Prop K") by the Recreation & Parks and Planning Commissions.

On October 11, 2012, the Planning Commission and the Recreation and Park Commission held a duly noticed joint public hearing on and adopted Planning Commission Resolution No. XXXXX and Recreation and Park Commission Resolution No. XXXXX raising the absolute cumulative shadow limits (ACLs) for seven open spaces under the jurisdiction of the Recreation & Park Department that could be shadowed by likely cumulative development sites in the Plan area, including the Project. In revising these ACLs the Commissions also adopted qualitative criteria for each park related to the characteristics of shading within these ACLs that would not be considered adverse, including the duration, time of day, time of year, and location of shadows on the particular parks. At the hearing on October 11, 2012, the Recreation and Park Commission also recommended that the General Manager of the Recreation & Park Department recommend to the Planning Commission that the shadows cast by the Project on certain properties under the jurisdiction of the Recreation & Park Department are not adverse to the use of these properties, and that the Planning Commission allocate to the Project allowable shadow from the absolute cumulative shadow limits of six of these properties.

On its hearing on October 18, 2012, the Planning Commission adopted Motion No. XXXXX, finding that the shadows cast by the Project on these open spaces would not be adverse to the use of the parks, and allocating ACLs to the Project for Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, and Boeddeker Park (the properties where ACLs have been adopted).

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

(Planning Code Section 249.28), the project's fees will be used within the Transbay Redevelopment Area.

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

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

The Project is subject to Section 413, because it proposes approximately 1,370,577 square feet of new office use. The Project Sponsor would comply with Section 413 either by construction of the units or by payment of an in-lieu fee.

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

The Project proposes approximately 1,370,577 sq. ft. of new office use and is subject to Section 414. The Project Sponsor would either provide the childcare facility itself, make arrangements with an appropriate organization to do so, or pay the in-lieu fee.

P. **Transit Center District Open Space Fee (Section 424.6).** A project in the C-3-O(SD) District that proposes a net addition of non-residential use is required to pay a fee which will be deposited in the Transit Center District Open Space Fund. The purpose of this Fund is to provide the City with the financial resources to develop public park and recreation facilities for the enjoyment of employees and visitors in downtown San Francisco.

The Project proposes approximately 1,370,577 sq. ft. of new office use and is subject to Section 424.6. The Project Sponsor would comply with this provision in accordance with Ordinance No. 182-12, Section 3(a) (uncodified), which requires payment of $2 (two) million of this fee and an offset against the remainder of the full amount of the Open Space Fee for constructing or causing to be constructed certain on and off-site open space improvements as set forth in an

in-kind agreement that is a condition of this approval. See condition of approval regarding the in-kind agreement for more information.

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

The Project proposes approximately 1,370,577 sq. ft. of new office use and is subject to Section 424.7. The Project Sponsor would comply with this provision in accordance with Ordinance No. 182-12, Section 3(a) (uncodified), which requires full payment of the TCDP Transit Delay Mitigation Fee and an offset against the full amount of the remainder of the TCDP Transportation and Street Improvement Fee as set forth in an in-kind agreement that is a condition of this approval. See condition of approval regarding the in-kind agreement for more information. The TCDP Transit Delay Mitigation Fee, adopted in Ordinance No. 182-12, implements Mitigation Measures M-TR-3d and M-TR-3e as specified in the Final EIR.

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

The Project Site has a lot area of approximately 50,515 square feet. Therefore, up to 303,090 square feet of Gross Floor Area ("GFA") is allowed under the basic FAR limit, and up to 454,635 square feet of GFA is permitted with the purchase of TDR. As shown in the conceptual plans for the Project, the building would include 1,370,577 square feet of GFA (an FAR of approximately 26.7 to 1). In accordance with Planning Code Section 424.8, conditions of approval are included to require the Project Sponsor to participate in the Transit Center District Mello-Roos Community Facilities District (CFD) and to include the Project Site in the CFD prior to the issuance of the First Temporary Certificate of Occupancy for the Project.

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

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

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

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

The design of the Project is generally comprised of vertical walls up to the 27th story of the building, with the remainder of the building gradually tapering along curving walls to an unenclosed sculptural crown at the top of the Tower. The Project does not incorporate a literal horizontal streetwall setback as required by Section 132.1(c), therefore an exception is required pursuant to Section 309.

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

i. The design of the proposed project successfully creates a clearly defined building base that establishes or maintains an appropriate streetwall at the height or height range described above.

ii. The base is not defined solely by recessing the base.

iii. The overall building mass tapers or steps away from the street above the streetwall reducing any sense of unrelieved vertical rise directly from the sidewalk edge.

iv. The overall architectural expression of the proposed project is exceptional, unique, and consistent with the intent of the streetwall requirement.

The Tower exterior consists of a glass curtain wall wrapped in a grid of metal horizontal sunshades and vertical accents. The depth of these metal elements varies across the facade, becoming tight with the curtain wall near the building's rounded corners, with flaring to deeper projections toward the center of each elevation. While the overall design intent of the building is to create a pure, unified architectural language throughout the height of the Tower, changes at the lower floors of the Project meet the intent of the requirements of Section 132.1(c) to create a unique and distinct base. At the 5th floor, or approximately 84 feet above sidewalk grade, the grid of the metal elements becomes deeper and more pronounced, without the shallower depths at the corners found on the upper portions of the Tower. The effect of this treatment is to create a horizontal band that wraps the building at a streetwall height, creating the perception of a base as intended by the Code. These changes lend to a richer texture that is suitable at the lower floors, where they would be perceived at a closer distance by pedestrians. The depth of these elements also contributes to a visual "weight" to anchor the building to its site.

The ground-floor of the project is set back substantially from the Mission and First Street frontages to create a wider effective sidewalk width and reduce the perception of

unrelieved building height that crowds the sidewalk below, and is substantially buffered from the Fremont Street frontage by Mission Square. The pedestrian realm along the sidewalk is distinctly defined from the rest of the Tower by a clear glass curtain wall slightly recessed from the floors above. Along the Mission Street frontage, the ground-floor is expressed as a gracious, two-story volume that further responds to the scale of the pedestrian. Above the 26th floor, each elevation curves and tapers away from the streets toward a narrow, slender termination of the building. This curvature will further reduce the apparent height and massing of the building when viewed from points immediately below. Considered as a whole, the design of the Project meets the intent of the streetwall base requirements of Section 132.1(c), and qualifies for an exception from the strict streetwall setback requirements, as permitted by Section 309.

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

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

The south elevation of the Tower faces the future Transit Center and City Park. Portions of building intrude into the required interior property line setback at building heights above 103 feet (where the setback requirement applies). Given the curving design of the Tower, as well as the variable slope of the setback line, the extent of encroachment into the setback varies at each floor above 103 feet. The largest encroachment into this setback occurs at the 37th floor, where the building is set back approximately 7 feet from the southerly property line, while a 35-foot setback is required. The uppermost portions of the Tower, at the unenclosed decorative lattice crown, fully comply with the required 35-foot setback.

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

The project is situated on Block 3720, and the building is proposed immediately adjacent to the future Transit Center. The Transit Center is currently under construction, and is a key hub of regional and Statewide transportation infrastructure. In addition, the top of the Transit Center will be developed with City Park, a 5.4 acre publicly accessible open space which will serve the dense population of workers, visitors, and residents that are anticipated due to growth within the Plan area. The width of the Transit Center and City Park itself will provide separation between the Project and the future development of taller buildings to the south, satisfying the intent of Section 132.1 (d). In addition, the sloping design of the Tower will enhance the sense of separation and openness to the sky, as well as access to light for City Park. As the new Transit Center is unlikely to be redeveloped in the foreseeable future, it is appropriate to reduce the required interior property line setback for the Project as indicated in the Code provisions.

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

The Project proposes a subterranean parking area equal to 3.5% of the gross floor area of the office uses in the Project, and complies with the maximum permitted accessory parking under Section 151.1. Therefore, the Project qualifies for an exception from the prohibition of curb cuts on First Street pursuant to Section 309.

The exception is appropriate given that Section 155(r) strictly prohibits the installation of curb cuts on Mission Street, given the substantial existing and future volumes of pedestrians and transit activity on Mission Street. In addition, a curb-cut accessing the Project via Fremont Street would substantially degrade the quality of Mission Square, which is intended as an important public open space and pedestrian circulation space for visitors reaching the Transit Center and City Park. Given these limitations, First Street serves as the appropriate location for a curb cut to access the subterranean off-street parking and loading functions for the Transbay Tower.

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

When preexisting ambient wind speeds exceed the comfort level, or when a proposed building or addition may cause ambient wind speeds to exceed the comfort level, the building shall be designed to reduce the ambient wind speeds to meet the requirements. An exception may be granted, in accordance with the provisions of

Section 309, allowing the building or addition to add to the amount of time that the comfort level is exceeded by the least practical amount if (1) it can be shown that a building or addition cannot be shaped and other wind-baffling measures cannot be adopted to meet the foregoing requirements without creating an unattractive and ungainly building form and without unduly restricting the development potential of the building site in question, and (2) it is concluded that, because of the limited amount by which the comfort level is exceeded, the limited location in which the comfort level is exceeded, or the limited time during which the comfort level is exceeded, the addition is insubstantial.

Section 309(a)(2) permits exceptions from the Section 148 ground-level wind current requirements. No exception shall be granted and no building or addition shall be permitted that causes equivalent wind speeds to reach or exceed the hazard level of 26 miles per hour for a single hour of the year.

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

Comfort Criterion

Based on existing conditions, 18 of the 102 sidewalk locations tested currently exceed the pedestrian comfort level of 11 mph, with wind speeds ranging from 5 to 24 mph. 62 of the 69 test points in seating areas exceed the seven mph threshold, with wind speeds ranging from 6 to 20 mph. Wind test points were also taken for future locations within City Park, which will be constructed on top of the Transit Center. At the 50 test point in City Park, 45 locations exceeded the seating area comfort level of seven mph.

The Project would result in relatively modest changes in ground-level winds. The average wind speed would increase slightly from 9.3 to 9.8 mph, with speeds at the test points ranging from 4 to 19 mph. Wind speeds with the Transit Tower in place would increase at 84 locations where winds were also tested in the existing condition, and would decrease at 56 locations. At 32 locations, there would be no change in the average wind speed. The increase in wind speeds would be small—1 to 3 mph—at a large majority of points. At seven of 172 locations, the increase in average wind speed would be greater than 3 mph: five of these locations are in the City Park atop the Transbay Terminal, proximate to the Transit Tower, where the average wind speed would increase by 4 mph at each location. At two pedestrian locations east and south of the Transit Tower, wind speeds would also increase by 4 mph. Around the base of the Transit Tower itself, wind speeds would change little, with increases or decreases of 2 mph to 3 mph at most locations except at the southeast corner of First and Mission Streets, where the wind speed exceeded 10 percent of the time would decrease by 5 mph, from 16 mph to 11 mph. Locations east of the Tower, in the planned Mission Square park, would increase or decrease by 2 mph or 3 mph. Wind speeds at all test points in Mission Square would exceed the seating comfort criterion of 7 mph, as is the case for all points tested there under existing conditions.

With implementation of the Transit Tower project, there would be 101 exceedances of the Section 148 wind-speed criteria at 207 test locations (49 percent); this compares to exceedances at 80 of 172 locations under existing conditions. Of the 101 total exceedances, 37 would exceed the 7-mph seating criterion in City Park and 34 would exceed the 7-mph seating criterion in other publicly accessible open spaces. Of 122 sidewalk locations, 30 would exceed the 11-mph pedestrian criterion, compared to 18 of 103 sidewalk locations under existing conditions. Because the Project would result in a net increase in the number of exceedances of the pedestrian and seating comfort criteria of Section 148, an exception is required under Planning Code Section 309.

An exception is justified under the circumstances, because the changes in wind speed and frequency due to the Project are slight and unlikely to be noticeable. In the aggregate, the average wind speed across all test points would not change substantially. While changes in wind conditions would vary depending on location, at the vast majority of locations, the increases in wind speeds would be small (1 to 3 mph).

Wind speeds would range from four to 20 mph. The foregoing results indicate that the comfort- level criterion would be exceeded by limited amounts with wind speeds up to 20 mph as opposed to 18 mph under existing conditions. The areal extent of winds above the threshold would remain limited, with an increase of one location over existing conditions. Winds would remain under the threshold roughly 94 percent of the time.

The Project cannot be shaped or incorporate wind-baffling measures that would reduce the wind speeds to comply with Section 148(a) without creating an unattractive building or unduly restricting the development potential of the Project Site. Construction of the Project would have a relatively small effect on wind conditions. The locations where wind speeds would exceed the comfort criterion are not immediately adjacent to the Project Site, making it infeasible to incorporate wind baffles or other design features to reduce wind at these locations. For these reasons, an exception from the comfort criterion is appropriate and hereby granted.

Hazard Criterion

A single existing exceedance of the wind hazard criterion of 26 mph is located in the vicinity on Mission Street, east of Second Street. With the construction of the Project, the hazard exceedance at this location would be eliminated. The Project would not result in the creation of any new exceedances of the hazard criterion. Therefore, the Project would comply with the hazard criterion of Section 148.

E. **Section 260(b)(M): Unoccupied Building Height.** Buildings which exceed 550 feet in the S-2 Bulk District may include unoccupied building features, including mechanical and elevator penthouses, enclosed and unenclosed rooftop screening, and unenclosed architectural features not containing occupied space that extend above the height limit as an exception under Section 309, if the Planning Commission determines that such features meet all of the following criteria:

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

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

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

The top of the tower is finished with a sculptural crown, designed as an unenclosed latticework of structural grid that continues the expression of metal accents that wrap the occupied floors of the Tower below.

The TCDP envisions that, within the larger context of the future skyline created by the increased building heights in the Plan area, the Project will serve as the tallest point, both as a spire rising above other buildings within the skyline, and as a marker of the significance of the adjacent Transit Center. As a design component of the Project, the crown creates an elegant and distinct termination to the Tower, and contributes to the slender proportions of the overall building form. Given that the crown is not fully solid, and is comprised of relatively narrow structural elements, it would not contribute substantial amounts of additional shadow to open spaces in the vicinity. In addition, because the sun is a disc rather than a single point in the sky, sunlight can "pass around" such narrow elements of buildings resulting in a diffuse shadow line (rather than a hard-edged shadow) at points distant from the Project.

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

COMMERCE ELEMENT

Objectives and Policies

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

OBJECTIVE 1:
MANAGE ECONOMIC GROWTH AND CHANGE TO ENSURE ENHANCEMENT OF THE TOTAL CITY LIVING AND WORKING ENVIRONMENT.

Policy 1.1:
Encourage development which provides substantial net benefits and minimizes undesirable consequences. Discourage development which has substantial undesirable consequences that cannot be mitigated.

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

DOWNTOWN PLAN ELEMENT

Objectives and Policies

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

OBJECTIVE 2:
MAINTAIN AND IMPROVE SAN FRANCISCO'S POSITION AS A PRIME LOCATION FOR FINANCIAL, ADMINISTRATIVE, CORPORATE, AND PROFESSIONAL ACTIVITY.

Policy 2.1:
Encourage prime downtown office activities to grow as long as undesirable consequences of such growth can be controlled.

Policy 2.2:
Guide location of office development to maintain a compact downtown core and minimize displacement of other uses.

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

OBJECTIVE 5:
RETAIN A DIVERSE BASE OF SUPPORT COMMERCIAL ACTIVITY IN AND NEAR DOWNTOWN.

Policy 5.1:
Provide space for support commercial activities within the downtown and in adjacent areas.
With a significant addition of new office space, the Project supports this Policy.

TRANSIT CENTER DISTRICT PLAN

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

Objectives and Policies

OBJECTIVE 1.1:

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

OBJECTIVE 1.2

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

Policy 1.1:
Increase the overall capacity of the Transit Center District for additional growth.

Policy 1.3:
Reserve the bulk of remaining space in the core Transit Center District for job growth, by limiting the amount of non-commercial uses on major opportunity sites.

In general, the downtown core of San Francisco offers relatively few remaining opportunity sites for employment growth. The TCDP seeks to maximize development intensity at these remaining opportunity sites, and to preserve such sites primarily for employment uses. The Plan seeks to address issues of regional sustainability and traffic congestion by focusing job growth within an intense, urban context in an area supported by abundant existing and planned transit services, as well as retail and service amenities. As the largest single Project in the Plan area, the Tower implements this vision through the development of over 1.35 million square feet of office space, located immediately adjacent to the future Transit Center, and within one block of the Market Street transit spine. The Project is comprised almost exclusively of office uses, but is supported by approximately 10,600 square feet of retail space to provide services to employees and visitors, and to activate the streetscape and adjacent City Park.

OBJECTIVE 2.2:
CREATE AN ELEGANT DOWNTOWN SKYLINE, BUILDING ON EXISTING POLICY TO CRAFT A DISTINCT DOWNTOWN "HILL" FORM, WITH ITS APEX AT THE TRANSIT CENTER, AND TAPERING IN ALL DIRECTIONS.

OBJECTIVE 2.3:
FORM THE DOWNTOWN SKYLINE TO EMPHASIZE THE TRANSIT CENTER AS THE CENTER OF DOWNTOWN, REINFORCING THE PRIMACY OF PUBLIC TRANSIT IN ORGANIZING THE CITY'S DEVELOPMENT PATTERN, AND RECOGNIZING THE LOCATION'S IMPORTANCE IN LOCAL AND REGIONAL ACCESSIBILITY, ACTIVITY, AND DENSITY.

Policy 2.1:
Establish the Transit Tower as the "crown" of the downtown core—its tallest and most prominent building—at an enclosed height of 1,000 feet.

Policy 2.2:
Create a light, transparent sculptural element to terminate the Transit Tower to enhance skyline expression without casting significant shadows. This vertical element may extend above the 1,000 foot height limit.

The existing skyline of downtown San Francisco is largely characterized by a cluster of towers that, when viewed in aggregate, form a plateau at a height of approximately 500 to 550 feet (the historic maximum zoned heights in the C-3 Districts. The TCDP envisions the creation of a new, sculpted skyline formed by height increased at selected locations to allow slender point towers that project above this plateau. The Project Site was specifically envisioned to serve as the tallest "spire" within this form, creating an iconic marker within the skyline and a distinctive identity for the urban form of San Francisco that is evocative of the sloping terrain of the area's natural landforms. The design of the Tower fulfills this vision, reaching the height envisioned by the Plan, and topped by a sculptural crown. This crown carries the language of a gridded metal skin that wraps the remainder of the tower, but is open and largely transparent between the structural members, capturing and reflecting natural daylight and evening illumination as a distinct element of the overall architecture.

OBJECTIVE 2.11:
PURSUE BUILDING SETBACKS TO AUGMENT A SIDEWALK WIDENING PROGRAM ON STREET FRONTAGES WHERE SIGNIFICANT CONTIGUOUS STRETCHES OF PARCELS ARE LIKELY TO BE REDEVELOPED.

Policy 2.14:
Require building setbacks for new buildings to expand the roadway where necessary to accommodate needed transit, bicycle and pedestrian facilities.

The project is set back from the property line along the Mission and First Street frontages in order to provide a minimum effective sidewalk width of 20 feet. In addition, the Project includes the creation of a new plaza known as Mission Square, which is intended as an important public open space and pedestrian circulation zone for visitors reaching the future Transit Center and City Park. A bulb-out is proposed at the corner of First and Mission Streets to provide additional crosswalk queuing and areas for pedestrian movement to accommodate the substantial future pedestrian population that is expected in the area.

OBJECTIVE 3.11:
ENHANCE ACCESS AND MAXIMIZE THE VISIBILITY OF THE TRANSIT CENTER'S FUTURE ROOFTOP PARK FROM THE SURROUNDING NEIGHBORHOODS, ESPECIALLY NEIGHBORHOODS TO THE SOUTH.

Policy 3.17:
Ensure that highly-visible, welcoming, and grand means of public access to the Transit Center Park are provided directly from key public spaces and buildings adjacent to the Transit Center.

The Project includes the construction of a highly-visible inclined elevator that will carry visitors from Mission Square to City Park. In addition, the Tower itself incorporates a separate lobby and elevator which will serve as an additional means of access for the public to reach City Park. Both of these amenities will

contribute to the vision of the TCDP to create multiple, spontaneous opportunities for visitors to reach City Park by adding such vertical circulation within Projects that abut the Transit Center.

OBJECTIVE 4.1:
THE DISTRICT'S TRANSPORTATION SYSTEM WILL PRIORITIZE AND INCENTIVIZE THE USE OF TRANSIT. PUBLIC TRANSPORTATION WILL BE THE MAIN, NON-PEDESTRIAN MODE FOR MOVING INTO AND BETWEEN DESTINATIONS IN THE TRANSIT CENTER DISTRICT.

Policy 4.5:
Support funding and construction of the Transbay Transit Center project to further goals of the District Plan, including completion of the Downtown Extension for Caltrain and High Speed Rail.

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

TRANSPORTATION ELEMENT

Objectives and Policies

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

OBJECTIVE 2:
USE THE TRANSPORTATION SYSTEM AS A MEANS FOR GUIDING DEVELOPMENT AND IMPROVING THE ENVIRONMENT.

Policy 2.1:
Use rapid transit and other transportation improvements in the city and region as the catalyst for desirable development, and coordinate new facilities with public and private development.

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

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

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

The Project would include approximately 10,600 sq. ft. of retail/personal services uses at the ground-floor and mezzanine level. These uses would provide goods and services to downtown workers, residents, and visitors, while creating ownership and employment opportunities for San Francisco residents. The addition of office uses would bring new employees and visitors to area, strengthening the customer base of other businesses.

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

The Project Site is currently being used as a staging area during the construction of the new Transit Center, and was not previously occupied by residential uses. Therefore, no housing would be removed by the Project. The Project Site is located in an area where high-rise office development predominates and is explicitly encouraged by the Downtown Plan and the Transit Center District Plan. The Project would be compatible with the character of the downtown area.

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

The Project would enhance the City's supply of affordable housing by participating in the Jobs-Housing Linkage Program pursuant to Planning Code Section 413. The Project is also part of the Transbay Redevelopment Area, which includes over 3,000 new housing units of which 35% will be affordable. This high share of affordable housing is funded through tax increment revenues from major new private developments in the Redevelopment Area, particularly the proposed Project.

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

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

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

The Project Site does not contain any industrial or service sector uses; thus, none would be displaced by the Project. The Project includes approximately 10,600 square feet of retail uses, which will provide service sector employment opportunities.

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

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

G. That landmarks and historic buildings be preserved.

The project would not affect any landmark or historic building. Portions of the Project Site were previously occupied by the Transbay Terminal, a building which was considered an historic resource under CEQA. However, the Transbay Terminal was demolished in 2010 by the Transbay Joint Powers Authority to enable construction of the Transit Center, and the Project Site is temporarily being used as a staging area for construction of the Transit Center.

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

As analyzed in the EIR prepared for the Project, the Tower would cast additional shadow on eight open spaces under the jurisdiction of the Recreation & Park Department (Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, Woh Hei Yuen Park, Chinese Recreation Center, and Boeddeker Park). At its hearing on October 18, 2012, the Planning Commission adopted Motion No. XXXXX, finding that the shadows cast by the Project on these open spaces would not be adverse to the use of the parks, and allocating ACLs to the Project for Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, and Boeddeker Park (the properties where ACLs have been adopted).

The project would include a new public plaza known as Mission Square, measuring approximately 24,085 square feet located immediately to the east of the Tower. This space will include enhanced paving, seating areas, and a redwood grove. The Project also includes vertical circulation elements allowing the public to access the future City Park that will be developed on top of the Transit Center by the Transbay Joint Powers Authority. An inclined elevator will carry visitors from Mission Square to City Park, and an elevator reached via a separate lobby within the Tower will serve as an additional means of access for the public.

10. The Project is consistent with and would promote the general and specific purposes of the Code provided under Section 101.1(b) in that, as designed, the Project would contribute to the character and stability of the neighborhood and would constitute a beneficial development.

11. The Commission hereby finds that approval of the Section 309 Determination of Compliance and Request for Exceptions would promote the health, safety, and welfare of the City.

DECISION

Based upon the whole record, the submissions by the Project Sponsor, the staff of the Department, and other interested parties, the oral testimony presented to the Commission at the public hearing, and all other written materials submitted by all parties, in accordance with the standards specified in the Code, the Commission hereby **APPROVES Application No. 2012.0257X** and grants exceptions to Sections 132.1, 148, 155(r), and 260(b) pursuant to Section 309, subject to the following conditions attached hereto as Exhibit A which are incorporated herein by reference as though fully set forth, in general conformance with the plans stamped Exhibit B and on file in Case Docket No. **2012.0257X**.

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

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission at its regular meeting on October 18, 2012

Linda D. Avery
Commission Secretary

AYES:

NOES:

ABSENT:

ADOPTED: October 18, 2012

EXHIBIT A

AUTHORIZATION

This authorization is to grant a Planning Code Section 309 Determination of Compliance and Request for Exceptions, in connection with a proposal to construct a 61-story building reaching a roof height of approximately 912 feet with a decorative crown reaching a maximum height of approximately 1,070 feet, containing approximately 1.37 million square feet of office uses, approximately 10,600 square feet of retail space, approximately 28,300 square feet of publicly-accessible open space, and approximately 39,370 square feet of off-street subterranean parking area. The project site is located within the C-3-O(SD) (Downtown Office, Special Development) District, the 1000-S-2 Height and Bulk District, the Transit Center C-3-O(SD) Commercial Special Use District, and the Transbay C-3 Special Use District, in general conformance with plans dated October 18, 2012 and stamped "EXHIBIT B" included in the docket for Case No. 2012.0257X and subject to conditions of approval reviewed and approved by the Commission on October 18, 2012 under Motion No. XXXXX. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on October 18, 2012 under Motion No XXXXX.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

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

SEVERABILITY

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

CHANGES AND MODIFICATIONS

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

Conditions of Approval, Compliance, Monitoring, and Reporting

PERFORMANCE (5)

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

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

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

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

Additional Project Authorization. The Project Sponsor must obtain a Project authorization under Sections 320 through 325 to allocate office square footage, as well as findings under Section 295 as to whether the shadow cast by the project on eight open spaces (Union Square, Saint Mary's Square, Portsmouth Square, Justin Herman Plaza, Maritime Plaza, Woh Hei Yuen Park, Chinese Recreation Center, and Boeddeker Park) under the jurisdiction of the Recreation & Parks Department would have an adverse impact. The conditions set forth below are additional conditions required in connection with the Project. If these conditions overlap with any other requirement imposed on the Project, the more restrictive or protective condition or requirement, as determined by the Zoning Administrator, shall apply.

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

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

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

DESIGN – COMPLIANCE AT PLAN STAGE

Final Materials. The Project Sponsor shall continue to work with Planning Department on the building design. Final materials, glazing, color, texture, landscaping, and detailing shall be subject to Department

staff review and approval. The architectural addenda shall be reviewed and approved by the Planning Department prior to issuance.

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

Garbage, composting and recycling storage. Space for the collection and storage of garbage, composting, and recycling shall be provided within enclosed areas on the property and clearly labeled and illustrated on the architectural addenda. Space for the collection and storage of recyclable and compostable materials that meets the size, location, accessibility and other standards specified by the San Francisco Recycling Program shall be provided at the ground level of the buildings.

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

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

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

Lighting Plan. The Project Sponsor shall submit an exterior lighting plan to the Planning Department prior to Planning Department approval of the building / site permit application.

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

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

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

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

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

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

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

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

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

Transformer Vault. The location of individual project PG&E Transformer Vault installations has significant impacts to San Francisco streetscapes when improperly located. However, they may not have any impact if they are installed in preferred locations. Therefore, the Planning Department recommends the following preference schedule in locating new transformer vaults, in order of most to least desirable:
1.On-site, in a basement area accessed via a garage or other access point without use of separate doors on a ground floor façade facing a public right-of-way;
2.On-site, in a driveway, underground;
3.On-site, above ground, screened from view, other than a ground floor façade facing a public right-of-way;
4.Public right-of-way, underground, under sidewalks with a minimum width of 12 feet, avoiding impacts on streetscape elements, such as street trees; and based on Better Streets Plan guidelines;
5.Public right-of-way, underground; and based on Better Streets Plan guidelines;
6.Public right-of-way, above ground, screened from view; and based on Better Streets Plan guidelines;
7.On-site, in a ground floor façade (the least desirable location).
Unless otherwise specified by the Planning Department, Department of Public Work's Bureau of Street Use and Mapping (DPW BSM) should use this preference schedule for all new transformer vault installation requests.

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

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

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

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

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

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

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

Inclined Elevator and Tower Elevator to City Park. Prior to issuance of first Certificate of Occupancy, the Planning Department must approve an operation, maintenance and public access plan for the inclined elevator and Tower elevator that provide public access from Mission Square to City Park. The project sponsor must maintain these features in good working order at all times. Both means of access must be available for public use at all times that City Park is open to the public, including special events.

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

PARKING AND TRAFFIC

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

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

Bicycle Parking . Pursuant to Planning Code Sections 155.4., the Project shall provide no fewer than 259 Class 1 bicycle parking spaces and 27 Class 2 bicycle parking spaces. The Project Sponsor shall submit to the Planning Department for approval specifications for bicycle parking racks to be used prior to installation to ensure compliance with Planning Code requirements for Class 1 and Class 2 bicycle parking.

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

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

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

Parking Maximum. Pursuant to Planning Code Section 151.1, the size of the parking area shall not exceed 3.5 percent of the Gross Floor Area of non-residential uses of the Project.

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

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

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

Off-street Loading. Pursuant to Planning Code Section 152, the Project will provide six full size off-street loading spaces.

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

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

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

PROVISIONS

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

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

Art - C-3 District. Pursuant to Planning Code Section 429, the Project shall include work(s) of art valued at an amount equal to one percent of the hard construction costs for the Project as determined by the Director of the Department of Building Inspection. The Project Sponsor shall provide to the Director necessary information to make the determination of construction cost hereunder.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Child Care - C-3 District. Pursuant to Planning Code Section 165, the Project Sponsor shall provide on-site child-care brokerage services for the actual lifetime of the project. Prior to the issuance of any

certificate of occupancy, the Project Sponsor shall execute an agreement with the Planning Department documenting the project's child-care program, subject to the approval of the Planning Director.

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

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

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

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

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

Transit Center District Open Space Fee. Pursuant to Section 424.6, the Project Sponsor shall pay a fee of $2 million, which will be deposited in the Transit Center District Open Space Fund. The purpose of this Fund is to provide the City with the financial resources to develop public park and recreation facilities for the enjoyment of employees and visitors in downtown San Francisco. The net addition of gross floor area subject to the fee shall be determined based on drawings submitted with the Building Permit Application. In addition, the Project Sponsor shall construct or cause to be constructed certain on and off-site open space improvements, as set forth in an In-Kind Agreement that is required pursuant to Condition XX, as an offset against the remainder of the full amount of the Open Space Fee.

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

Transit Center District Transportation and Street Improvement Fee. Pursuant to Section 424.7, the Project Sponsor shall pay a fee which will be deposited in the Transit Center District Transportation and Street Improvement Fund, or an offset against the full amount of the Transportation and Street Improvement Fee as set forth in an In-Kind Agreement pursuant to Condition XX, below. The purpose of this Fund is to provide the City with the financial resources to design and implement transportation improvements in downtown San Francisco. The net addition of gross floor area subject to the fee shall be determined based on drawings submitted with the Building Permit Application.

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

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

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

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

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

In-Kind Agreement. Ordinance No. 182-12 amended the Planning Code as part of adoption of the Transit Center District Plan. Pursuant to Section 3(a) (uncodified) of that Ordinance, the Planning Director shall enter into an In-Kind Agreement with the Transit Tower Developer to provide that the Developer may satisfy the requirements for the payment of the Transit Center District Plan Open Space Fee and Transportation and Street Improvement Fee (the "TCDP Impact Fees") by constructing or causing to be constructed identified public improvements in the Transit Center District Plan Area. Public improvements that should be considered for the In-Kind Agreement are contributions from the Transit Tower property purchase price that the TJPA applies toward: (i) Natoma Street pedestrian plaza, (ii) Mission Street streetscape and transit improvements across the full right-of-way between First and Fremont Streets, (iii) signalized midblock pedestrian crossings on Fremont and First Streets, (iv) the Downtown Rail Extension (including the build-out of the train box for the Downtown Rail Extension), and (v) City Park. Except as further provided in Section 3(a)(2) of Ordinance No. 182-12, the fee offset shall be the full amount of the TCDP Impact Fees. Consequently, a condition of this approval is that the Project Sponsor enter into such an in-kind agreement with the Planning Director on or before issuance of site or building permit for the Project. Section 3(a)(2) also provides that a condition of this in-kind agreement include a requirement for the Planning Director and TJPA to enter into a separate agreement concerning use of TCDP impacts fees.

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

Mitigation Measures. Mitigation measures described in the MMRP attached as Exhibit A to Motion No. XXXXX are necessary to avoid potential significant effects of the proposed project and have been agreed to by the project sponsor. Their implementation is a condition of project approval. In addition, the MMRP contains four improvement measures I-AQ-6, Construction Vehicle Emissions Minimization; I-BI-2, Night Lighting Minimization; I-BI-4a, Bird-Safe Standards for City Park; and I-BI-4b Night Lighting Minimization for City Park. The first two of these measures are made conditions of project approval. The latter two shall be included as requirements in the agreement between the TJPA and the Planning Director which is a condition of the in-kind agreement for this Project.

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

MONITORING - AFTER ENTITLEMENT

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

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

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

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

Revocation due to Violation of Conditions. Should implementation of this Project result in complaints from interested property owners, residents, or commercial lessees which are not resolved by the Project Sponsor and found to be in violation of the Planning Code and/or the specific Conditions of Approval for the Project as set forth in Exhibit A of this Motion, the Zoning Administrator shall refer such complaints to the Commission, after which it may hold a public hearing on the matter to consider revocation of this authorization.

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

OPERATION

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

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

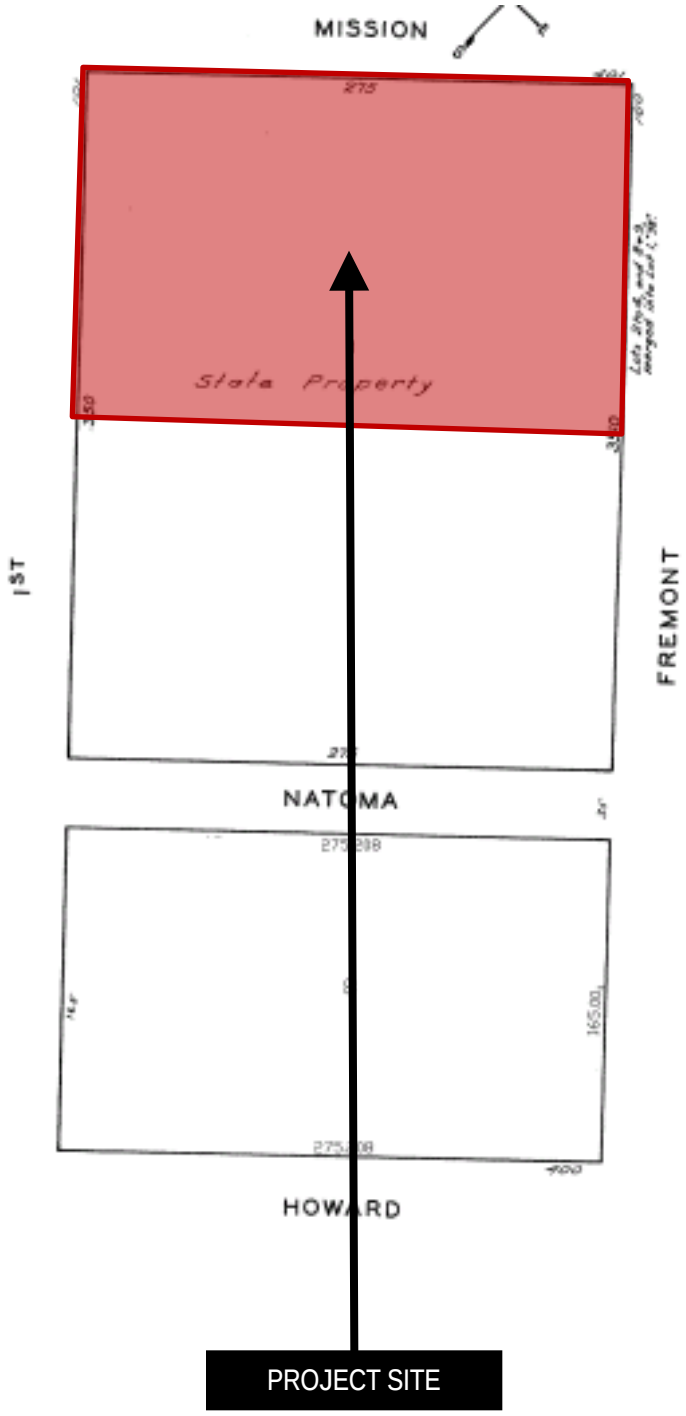
Sidewalk Maintenance. The Project Sponsor shall maintain the main entrance to the building and all sidewalks abutting the subject property in a clean and sanitary condition in compliance with the Department of Public Works Streets and Sidewalk Maintenance Standards.

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

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

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

Parcel Map


MISSION
State Property
1ST
FREMONT
NATOMA
HOWARD
PROJECT SITE

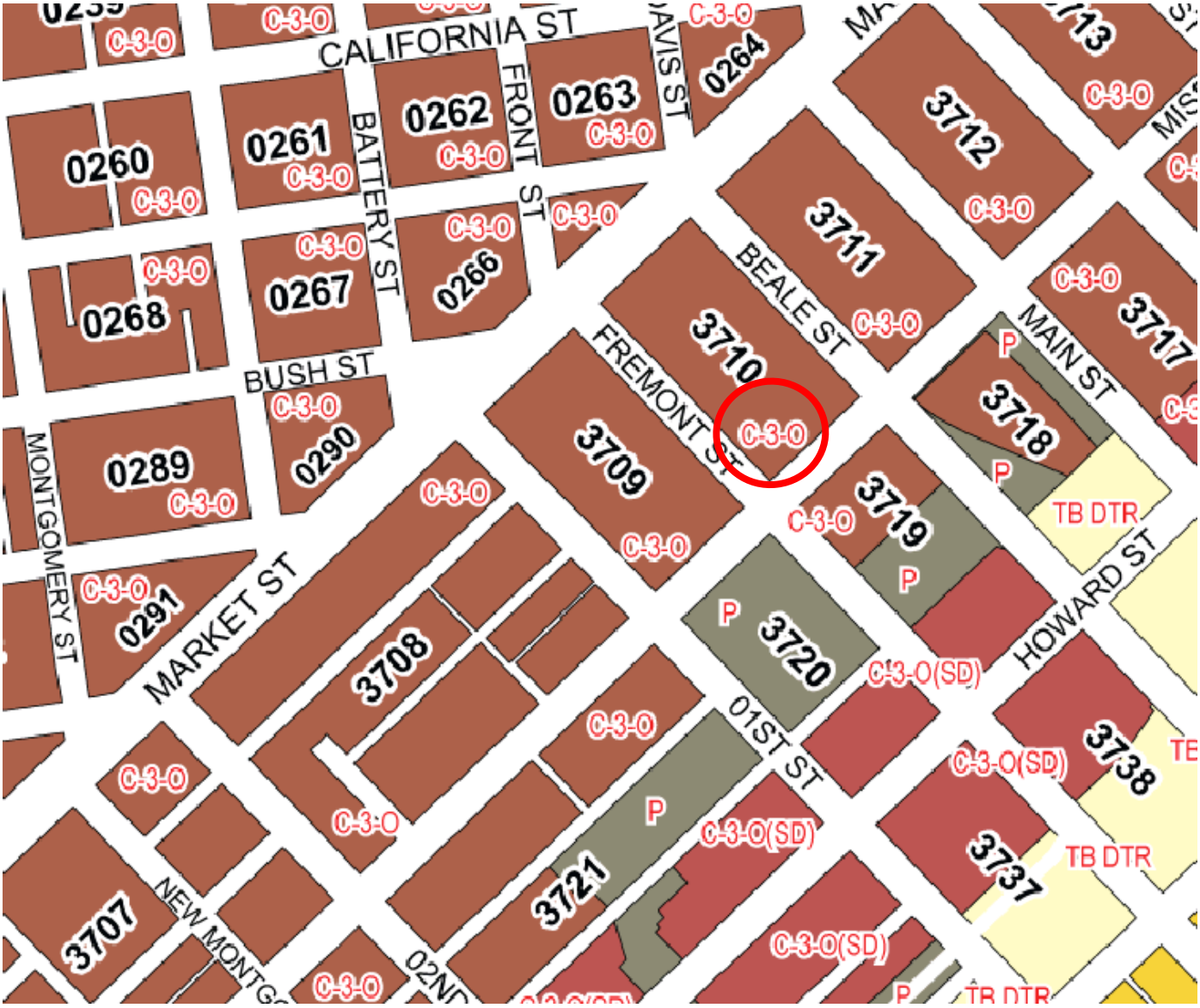
Aerial Photo

Aerial Photo

Aerial Photo

Aerial Photo

Zoning Map



Section 309 Determination of Compliance
Case Number 2006.1524EBKXV
350 Mission Street

TRANSBAY TOWER

101 1st STREET, SAN FRANCISCO, CA

309 Application Materials October 04, 2012

Hines | Pelli Clarke Pelli Architects

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DESIGN NARRATIVE

The Transbay Tower will be a sweeping, iconic addition to the San Francisco skyline, as well as a 21st Century example of smart, sustainable, transit-oriented development. The 61 story, 1,070 foot tall office building will be located on the northern third of the block bounded by First, Mission, Fremont, and Howard Streets. The structure is planned to occupy approximately the northern half of Lot 1 on Block 3720, directly adjacent to the new Transbay Transit Center, on the south side of Mission between Fremont and First.

The tower site comprises approximately 50,000 square feet. It previously served as the passenger waiting, loading and Muni drop-off area for the old Transbay Terminal, demolished in the fall of 2010. When completed, the site will hold the Transbay Tower and Mission Square open space, the primary approach to the Transit Center.

Designed by internationally recognized architects Pelli Clarke Pelli, the proposed tower will have a contemporary style, consisting of a slender, tapering silhouette and employing a metal and glass curtain wall (a non-structural wall of mostly glass) along all four facades. The tower will consist of a single, sculptural vertical element. Although the form is not a traditional three-part (base, shaft and capital) arrangement typical in many of the City's buildings, the streetwall level transforms in scale appropriate to the pedestrian experience, and the top's crown will evolve gradually out of the tower's form and wall texture. Horizontal metal fins on each floor will act as sunshades and give the surface texture. To maintain an elegant, respectful character, the tower's form is a simple, timeless obelisk. The walls rise past the top floor of the building to form, gradually transforming materials making the top lighter, smaller and more transparent, appearing to dissolve into the sky.

The Transbay Tower will have concave curved massing in plan and in section with glass and metal wall on all four sides. The tower tapers as the building rises, beginning at a height of about 380 feet. From there, the exterior walls will slope gently inward on all four sides, giving the building a curving, obelisk-like form. The 172-foot horizontal dimension along each side of the ground floor will reduce to about 138 feet at the building roof, a height of about 920 feet.

A tower of this size must address multiple readings of scale. It must have enough presence of form and detail to be an inspirational point of orientation across a wide urban environment. At the same time, it must be a well-tailored citizen of its immediate neighborhood. In regard to the former, Transbay Tower's sculpted profile is simple and graceful. Its gentle tapering curves sweep swiftly around curving corners without the harshness of hard edges, like a beautiful vase. The glass will have a high level of energy performance without becoming an oppressively reflective and opaque mass. The metallic accents and sunshades will create a pearlescent white glow so that it harmoniously joins with Transamerica and Coit Towers in defining the skyline. As one approaches the tower, the simplicity of form reveals a richness of texture that is both complementary to the form's gentle curves, but also boldly three dimensional in its layering. When viewed from the neighborhood, the transparency of the glass allows one to see through the curving corners, creating a sense of lightness, and further enhancing the visual depth created by the metal accent work.

A lattice-like metal and clear glass sculptural crown, approximately 150 feet tall, will complete the top of the building, continuing the building's tapering shape up to a total height of 1,070 feet. The lattice and clear glass will allow for the passage of sunlight, minimizing shadow impacts the element might otherwise cause. The horizontal dimension at the top of this element will be approximately 89 feet. The sculptural element will enclose and help screen a mechanical penthouse, which is set back from the building's exterior walls on all four sides. In addition, a distinctive facet has been carved into the center of each face at the top. This facet will allow light to pass through its surface, but is distinctive enough to allow it to catch highlights, and thus be visible across the city. It also offers a simple, effective surface for creating a signature lighting feature during the evening.

The building will include 59 floors of office related space, with two mechanical floors (on the second and sixty first floors). The structure will have a square footprint of roughly 26,000 square feet which decreases gracefully as the tower rises, with curving frontages of just over 170 feet along each side. When completed, the Transbay Tower will contain approximately 1.37 million square feet of office space supported by ample retail space off the ground floor lobby. Additional retail space exists on a portion of the floor connected by footbridge to the planned city park atop the Transit Center.

The building's exterior wall transforms at Level 5 to create a streetwall datum appropriate to the human scale. The horizontal shades and the vertical fins become bolder and more prominent than the tower wall above. The result is a streetwall, approximately 84' in height, that blends well with the tower wall above, while creating a strong sense of a base for pedestrains at street and Transit Center park level.

Pedestrians will gain access to the tower lobby from the northwest corner of the site at First and Mission Streets. In addition, a pedestrian bridge on the fifth level will provide a walking connection from the Transbay Tower to the city park on top of the Transit Center. The building will also provide a public elevator via a generous public lobby from the ground floor up to the fifth floor pedestrian terrace, public retail and park bridge - as well as an inclined elevator which rises through the grove of Sequoia redwoods that fill Mission Square. The redwoods are aligned in rows helping to create a variety of public zones in the open space of the Square; from cafe seating spilling out from adjacent retail, benches for reading or relaxing, as well as generous space for pedestrian traffic in and out of the Transit Center.

(Continued next page)

DESIGN NARRATIVE CONTINUED

The building will include some of the latest innovations in building safety and well-being, some of which include a third emergency exit stair, a pressurized fireman's vestibule, 100% outside air, and a finished ceiling height of 10 feet.

The Transbay Tower will be supported by a concrete slab foundation on piers to bedrock more than 200 feet below grade. The building is a composite structure with floors of composite structural framing surrounding the central reinforced concrete core. The large concrete core provides the lateral strength to resist forces from wind and earthquakes.

For consistency with the depth of the excavation of the adjacent new Transit Center, the Transbay Tower will have three basement levels. To allow for the below grade loading dock, the first basement level will span the entire footprint of the building, as well as the Mission Square open space along Fremont. The second and third basement levels will be decreased in size, shifting inward to the west. Six off-street freight loading spaces will be provided on the first basement level. A single, two-way ramp on First Street, located near the southwest corner of the building will provide access to the parking garage and loading dock. The garage will also contain ample bicycle parking. Shower and locker facilities will be available to support these commuters. Carpool priority parking and electric charge stations will be incorporated as well. Parking, loading, and other subsurface areas will occupy approximately 120,000 square feet.

While the current Transbay Tower design does require exceptions, the exceptions are necessary to meet the design goals of the Transit Center District Plan.

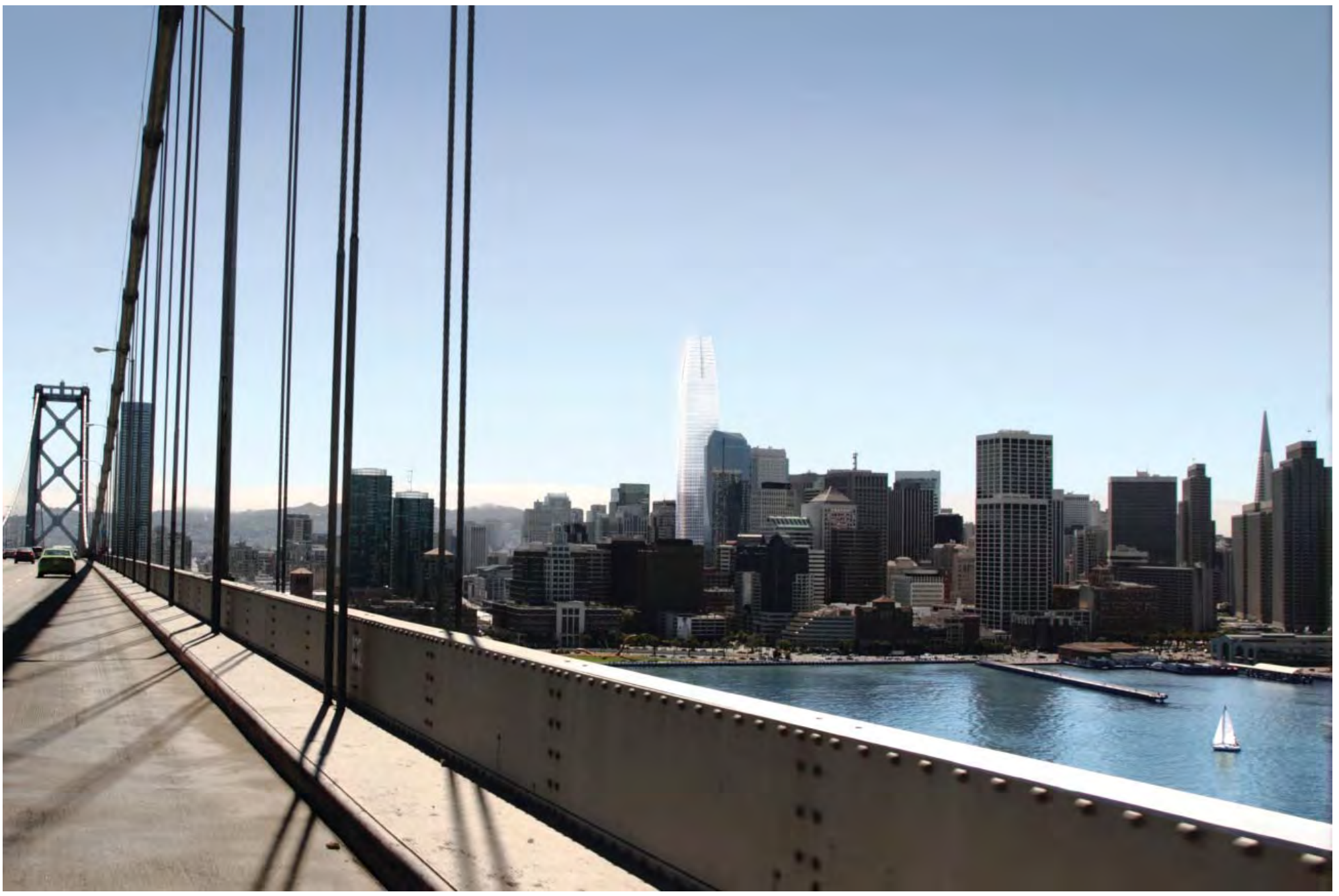
Thank you for your consideration in reviewing our application. We look forward to bringing another world-class building to San Francisco.

URBAN CONTEXT AND SITE

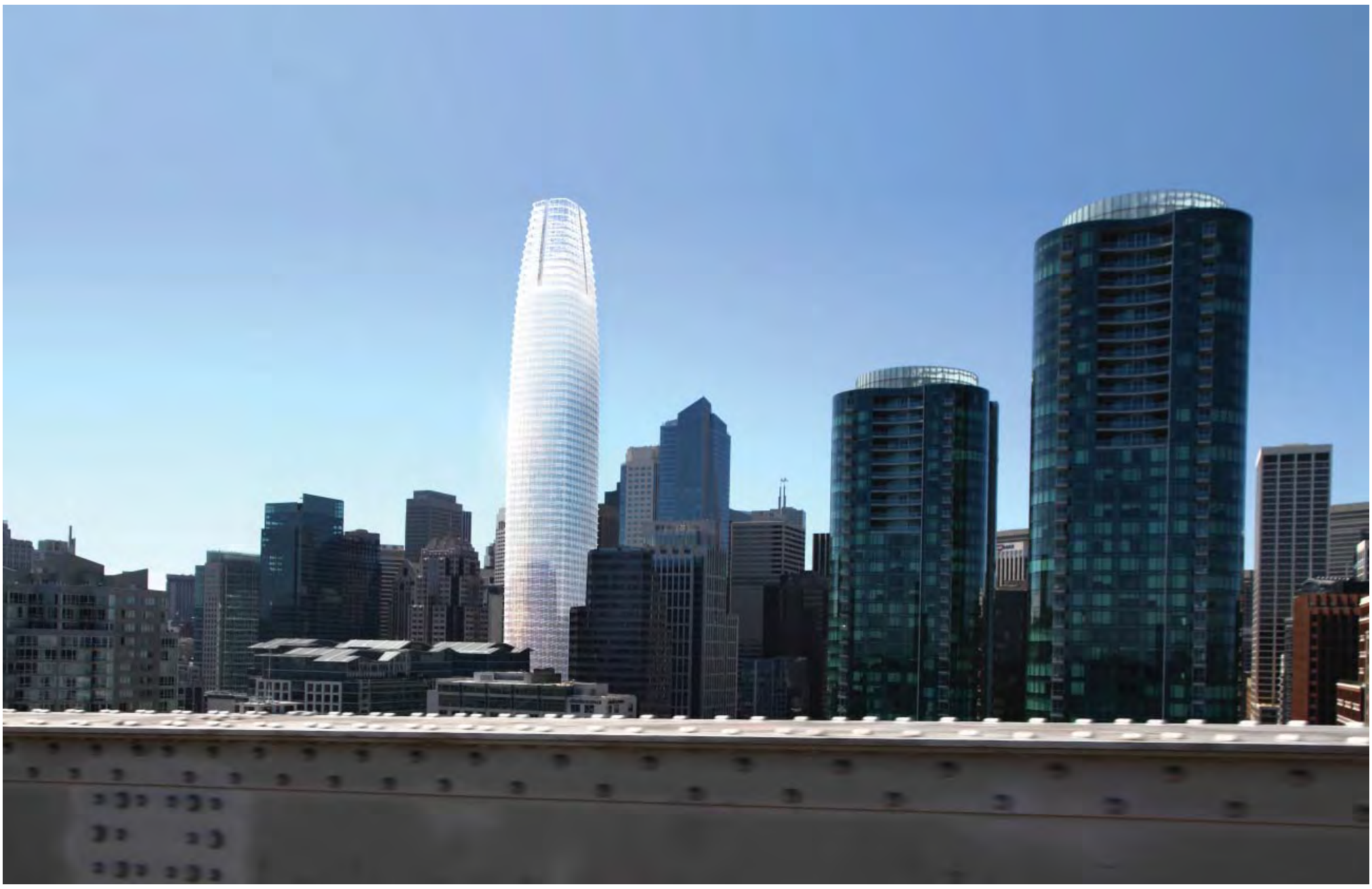
AERIAL VIEW OF SOMA FACING EAST

AERIAL VIEW OF SOMA FACING NORTH

VIEW FROM RAMP NEAR HARRISON



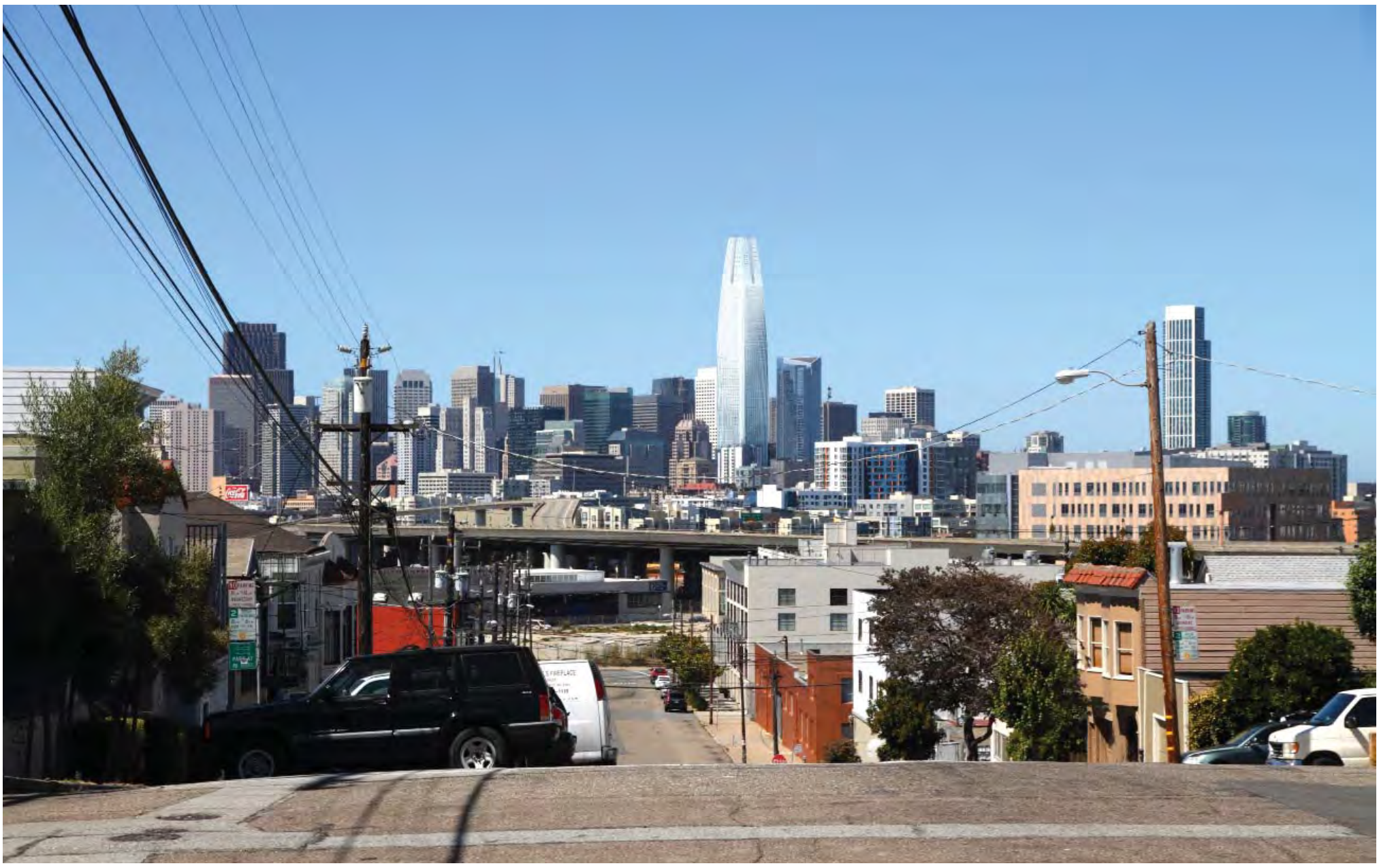
VIEW FROM BAY BRIDGE



VIEW FROM BAY BRIDGE OVER SPEAR

VIEW FROM DOLORES PARK - 20TH AND CHURCH

VIEW FROM ALAMO SQUARE

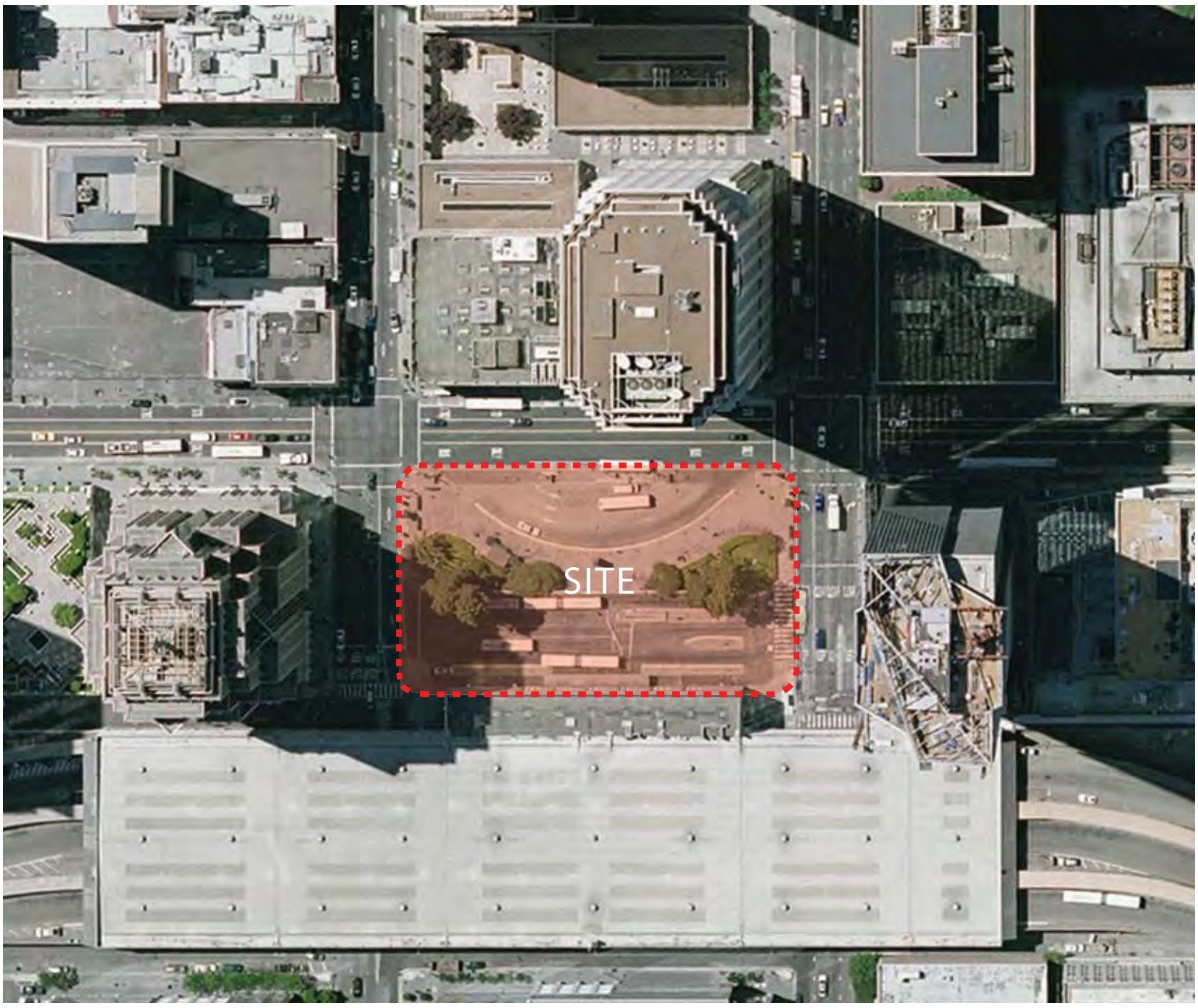


VIEW FROM POTRERO HILL - MISSOURI AND MARIPOSA

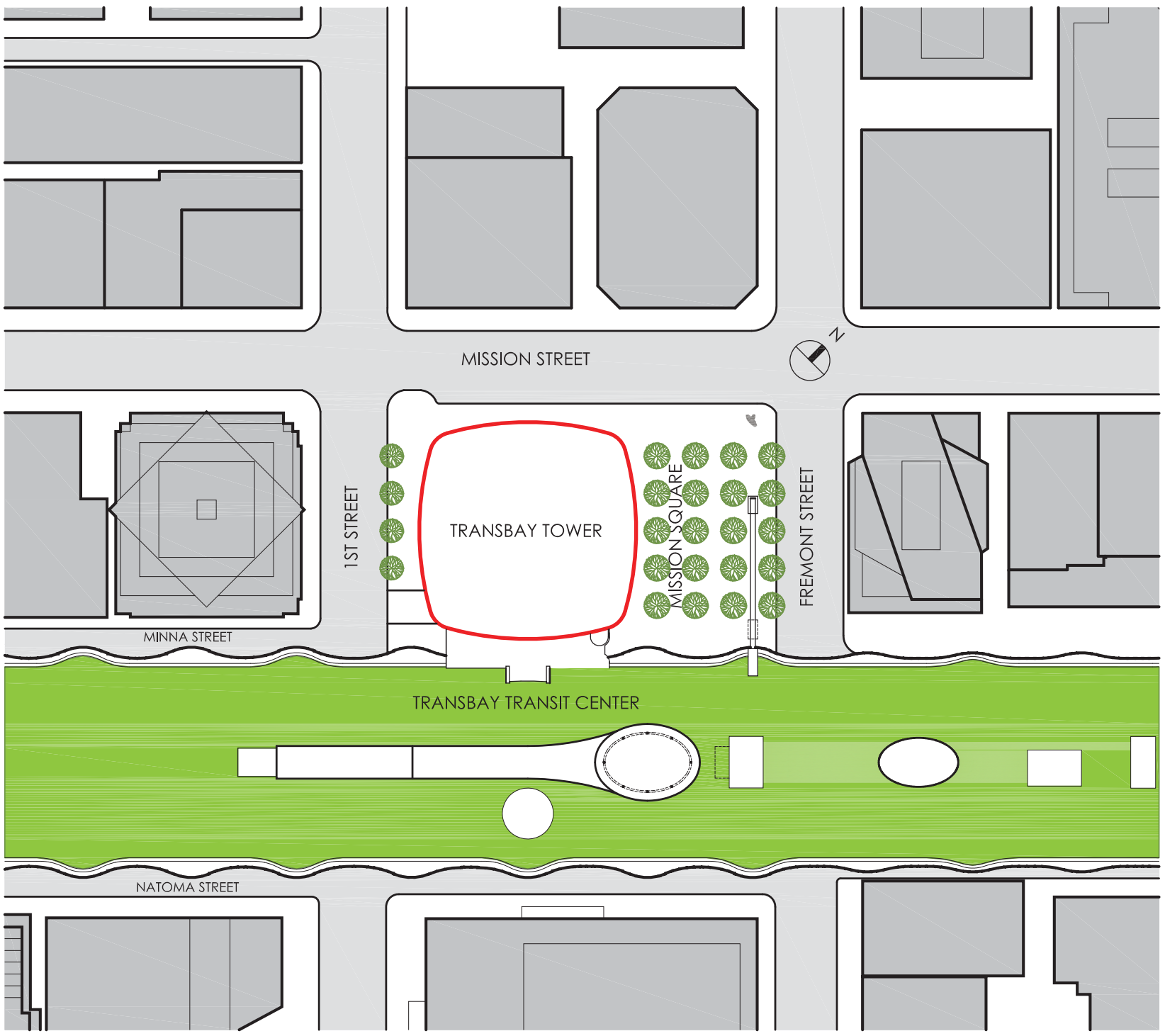
VIEW FROM COLUMBUS AND BROADWAY

VIEW FROM END OF PIER 7

VIEW FROM POST JONES



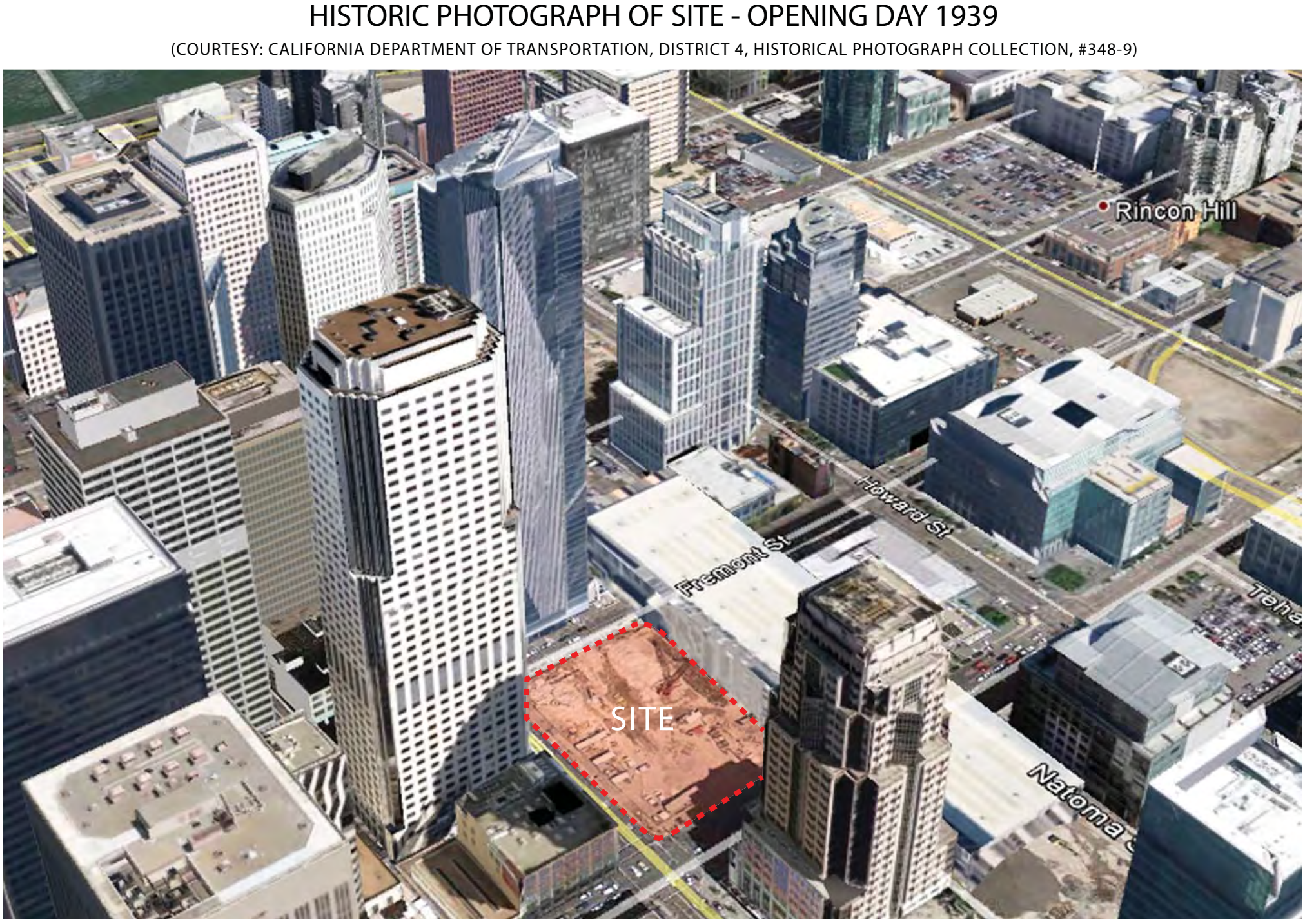
AERIAL PLAN VIEW OF SITE



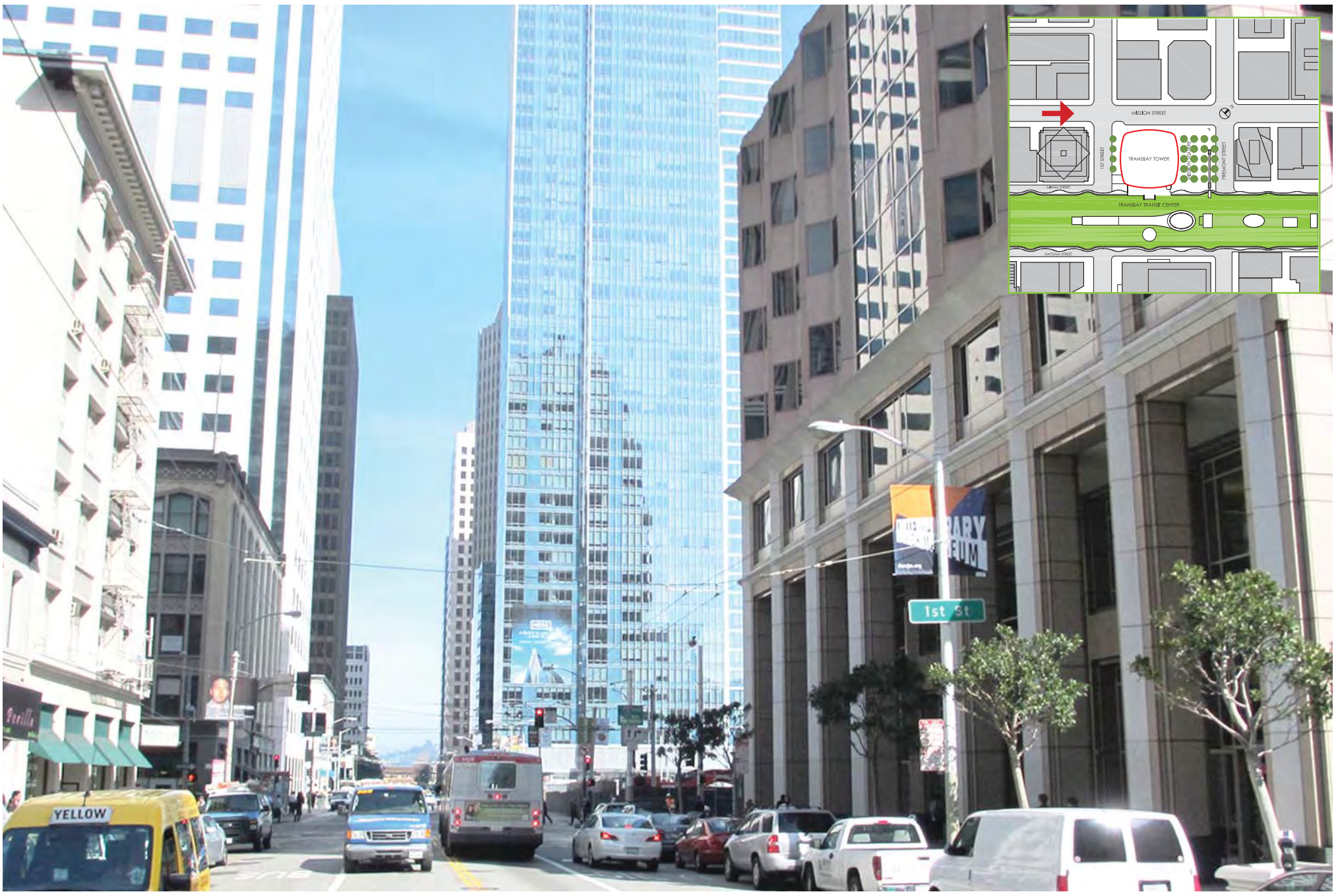
SITE PLAN DRAWING - 300' RADIUS

HISTORIC PHOTOGRAPH OF SITE - OPENING DAY 1939

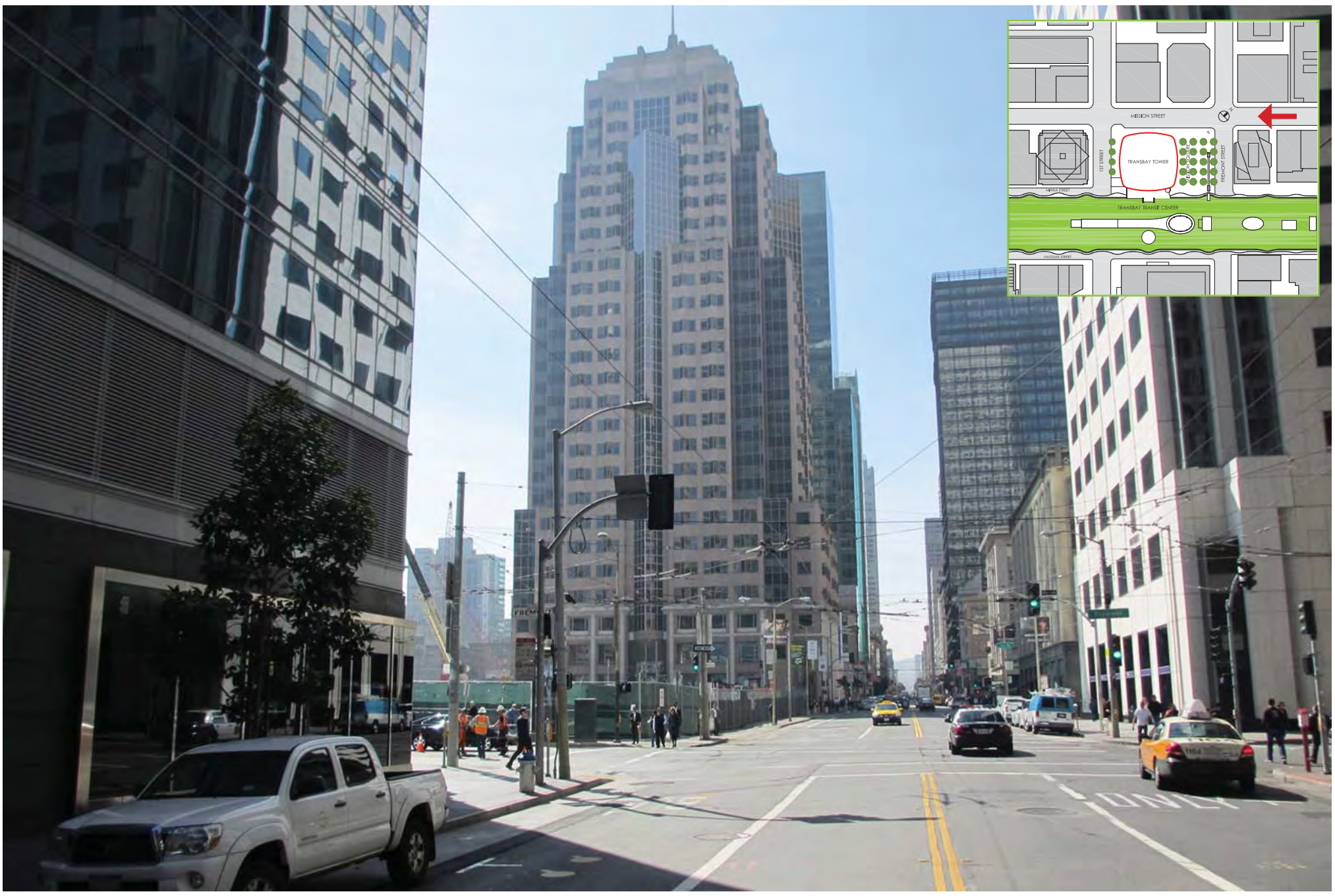
(COURTESY: CALIFORNIA DEPARTMENT OF TRANSPORTATION, DISTRICT 4, HISTORICAL PHOTOGRAPH COLLECTION, #348-9)



PHOTOGRAPH OF SITE



VIEW ON MISSION STREET LOOKING EAST



VIEW ON MISSION STREET LOOKING WEST

VIEW OF NORTH-WEST CORNER OF SITE AT MISSION AND 1ST STREETS

VIEW OF SOUTH-WEST CORNER OF SITE AT 1ST AND MINNA STREETS

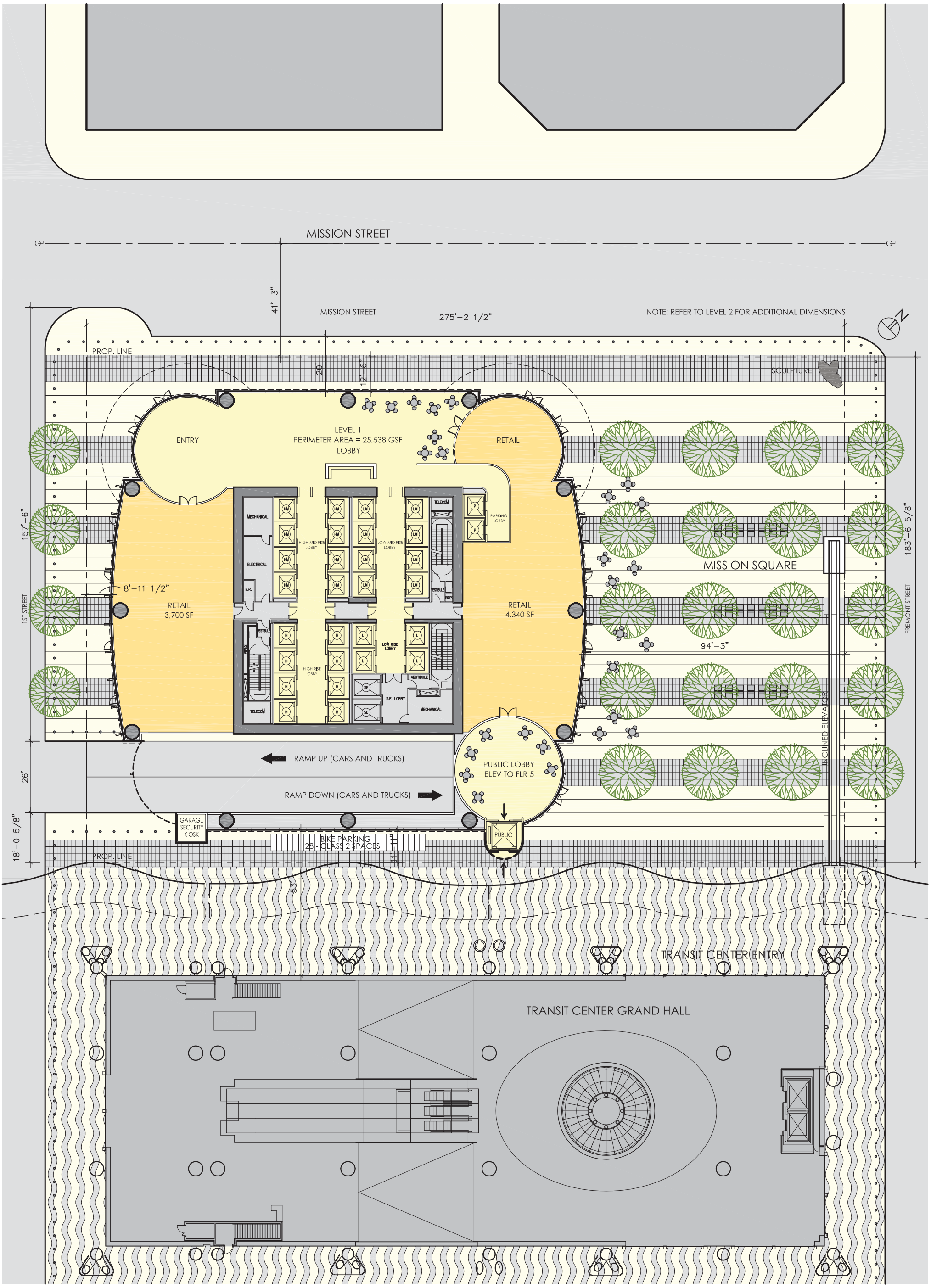
VIEW OF NORTH-EAST CORNER OF SITE AT MISSION AND FREMONT STREETS

VIEW OF SOUTH-EAST CORNER OF SITE FROM FREMONT STREET

ARCHITECTURAL DESIGN

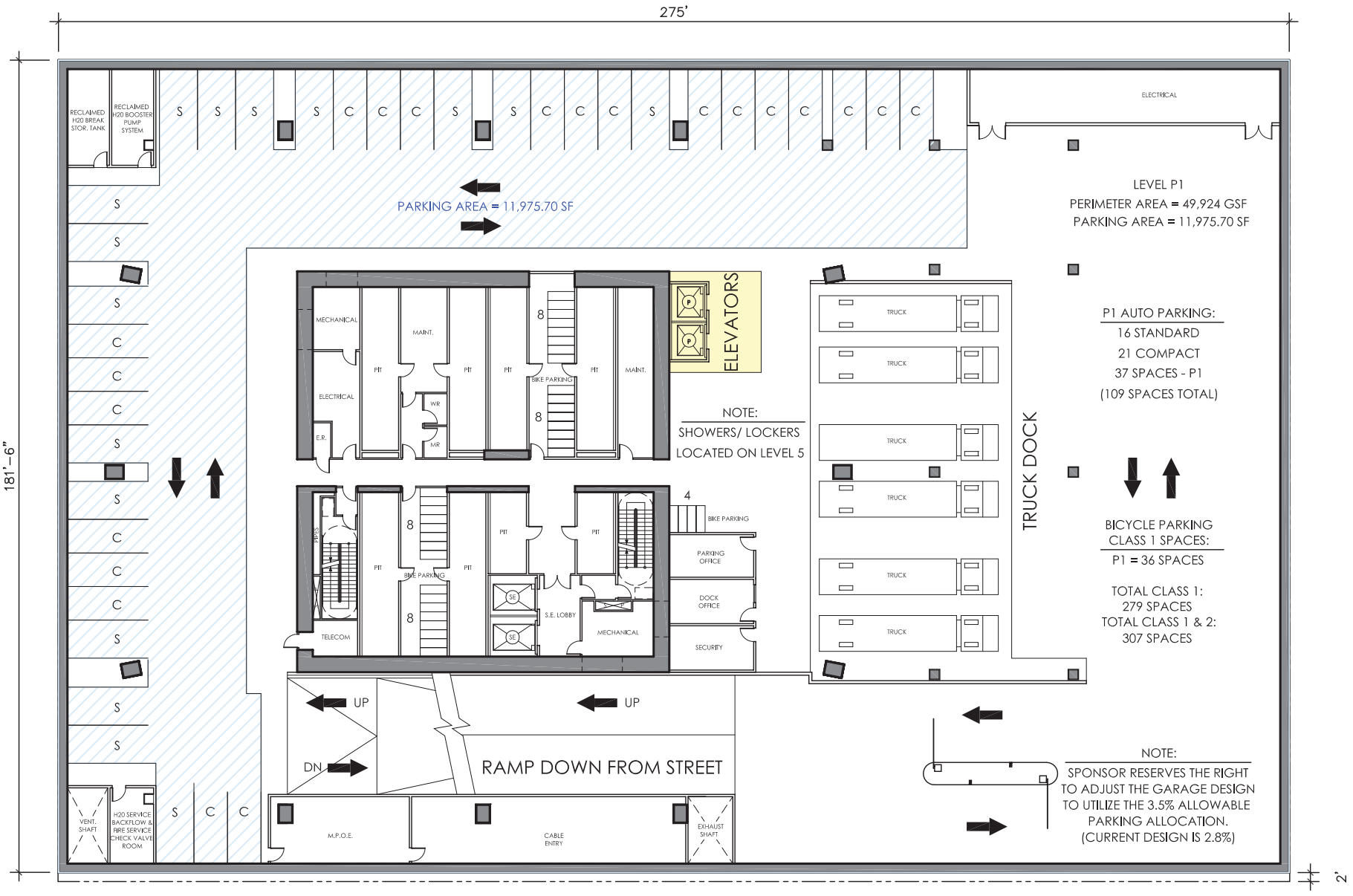
TRANSBAY TOWER

101 1st STREET, SAN FRANCISCO, CA

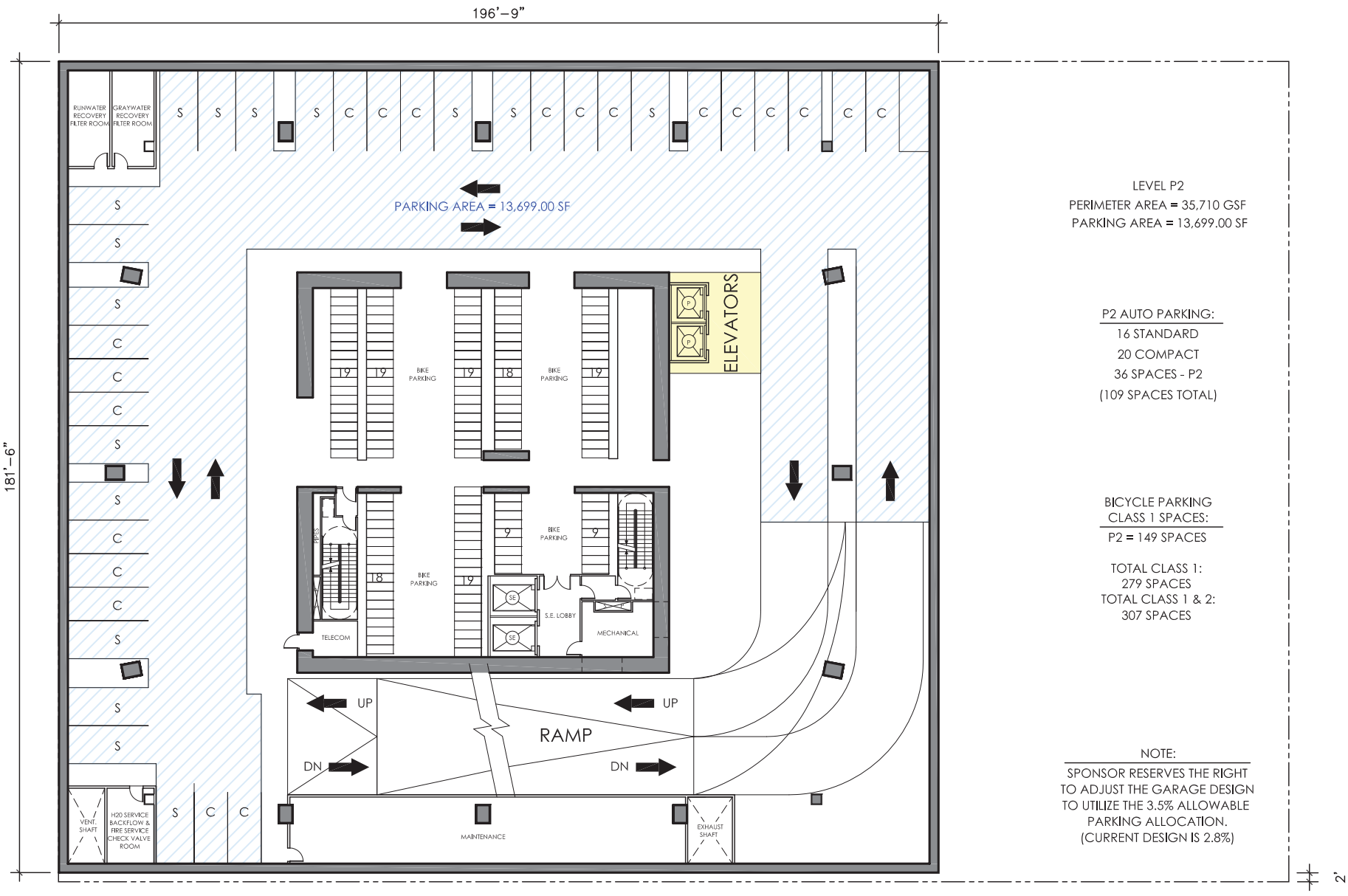


PLAN - GROUND FLOOR

SCALE: 1/32" = 1'-0"

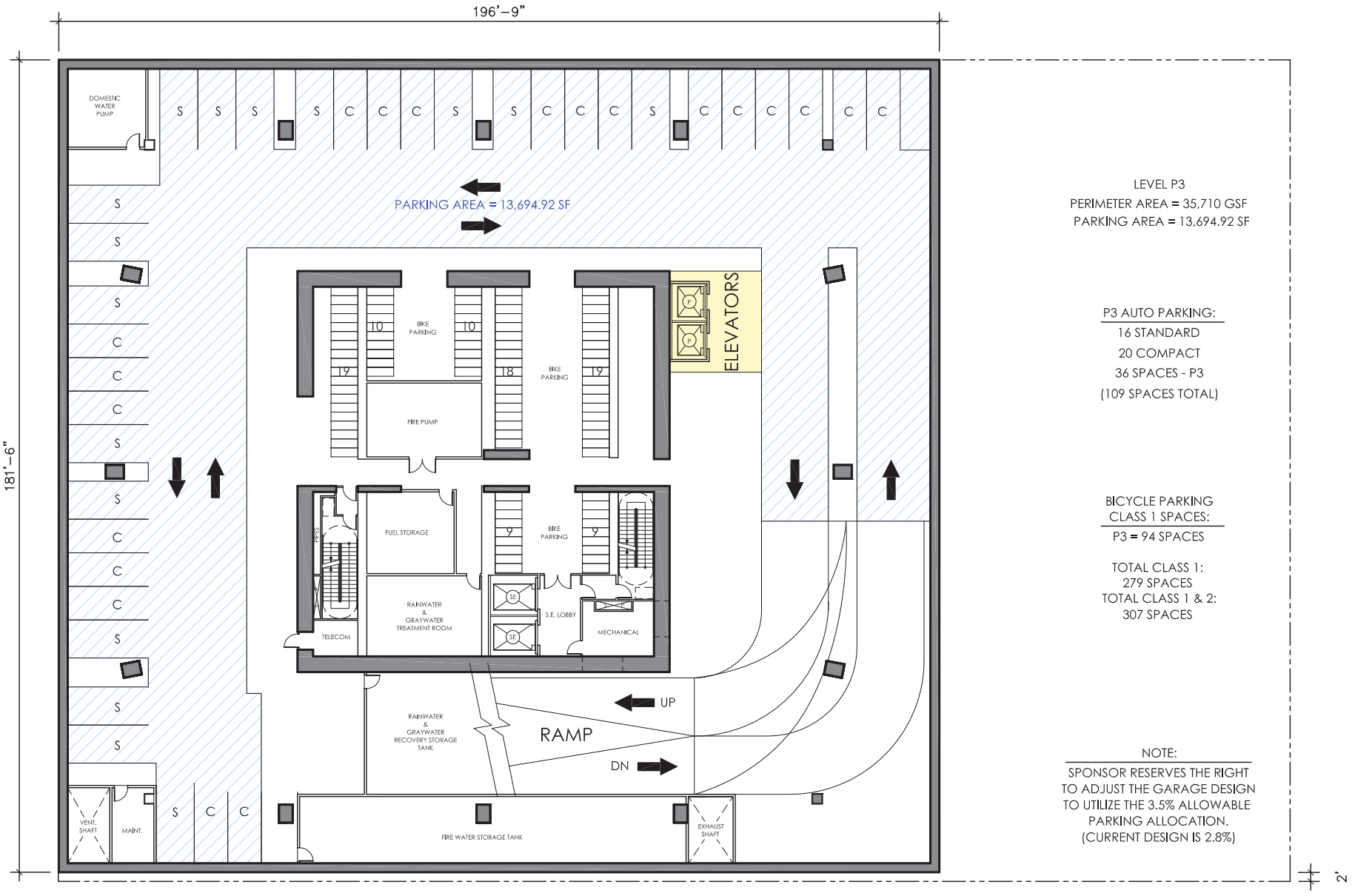


PLAN - PARKING LEVEL P1



PLAN - PARKING LEVEL P2

SCALE: 1/32" = 1'-0"



LEVEL P3
PERIMETER AREA = 35,710 GSF
PARKING AREA = 13,694.92 SF

P3 AUTO PARKING:
16 STANDARD
20 COMPACT
36 SPACES - P3
(109 SPACES TOTAL)

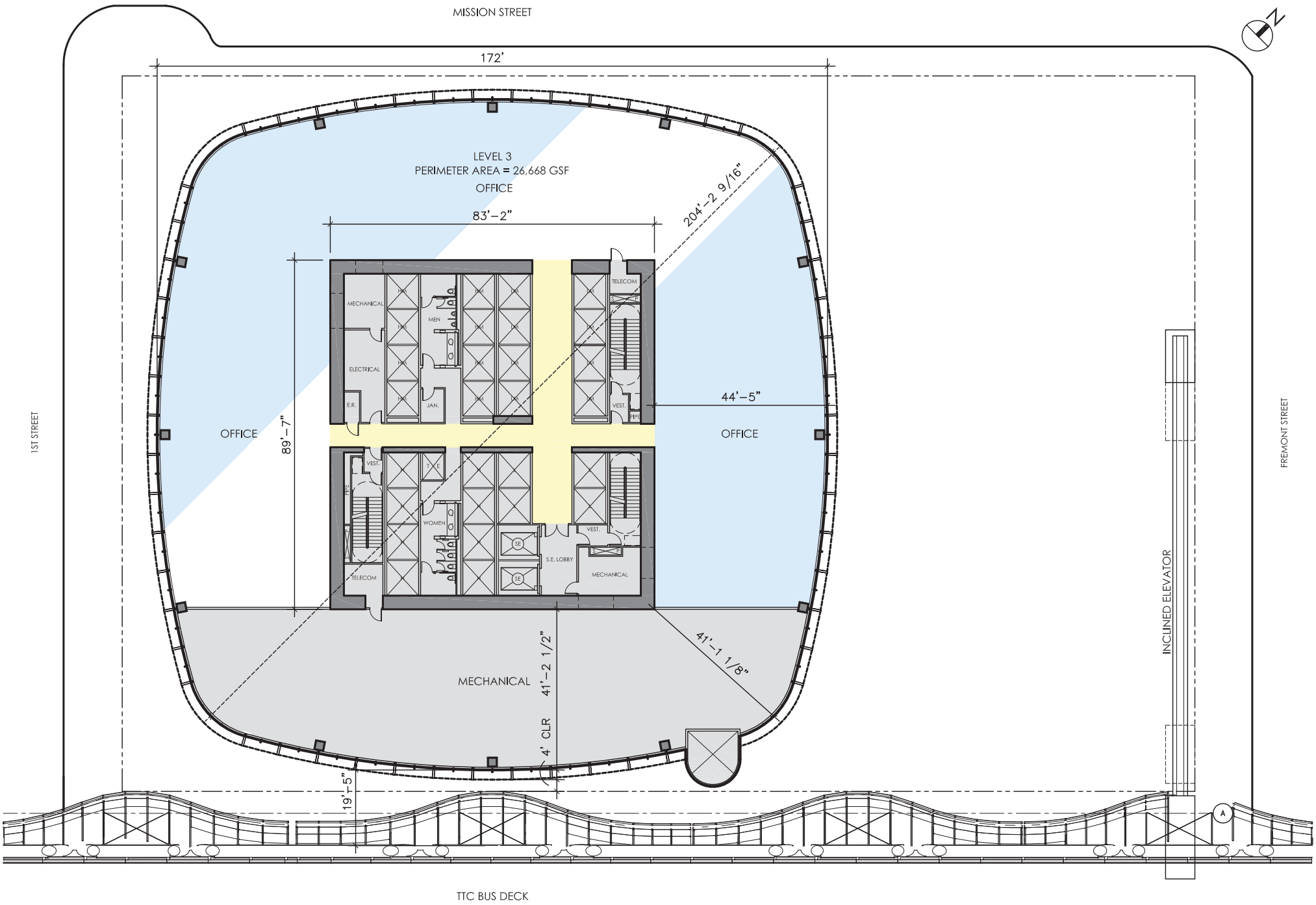
BICYCLE PARKING CLASS 1 SPACES:
P3 = 94 SPACES

TOTAL CLASS 1:
279 SPACES
TOTAL CLASS 1 & 2:
307 SPACES

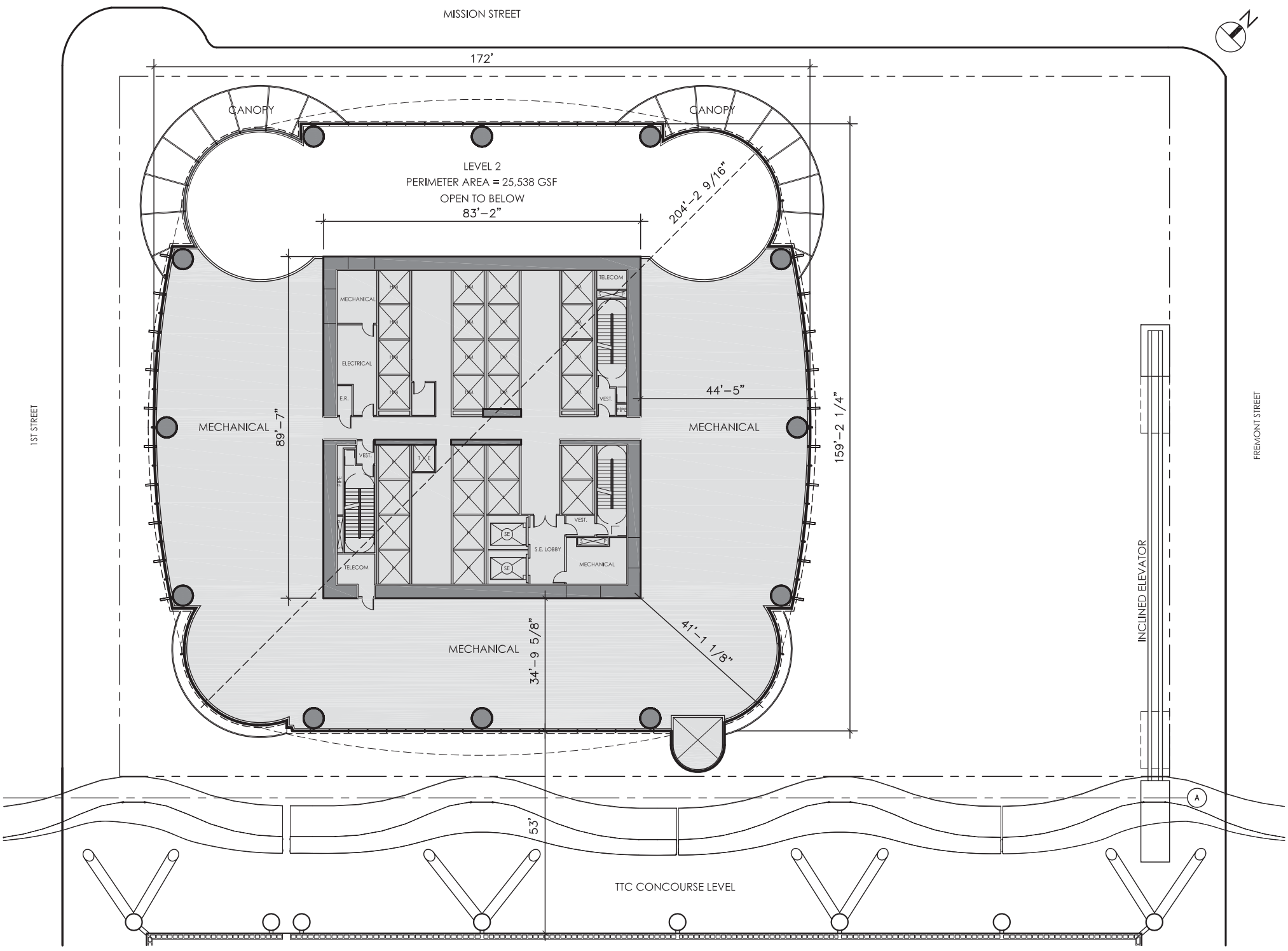
NOTE:
SPONSOR RESERVES THE RIGHT TO ADJUST THE GARAGE DESIGN TO UTILIZE THE 3.5% ALLOWABLE PARKING ALLOCATION.
(CURRENT DESIGN IS 2.8%)

PLAN - PARKING LEVEL P3

SCALE: 1/32" = 1'-0"

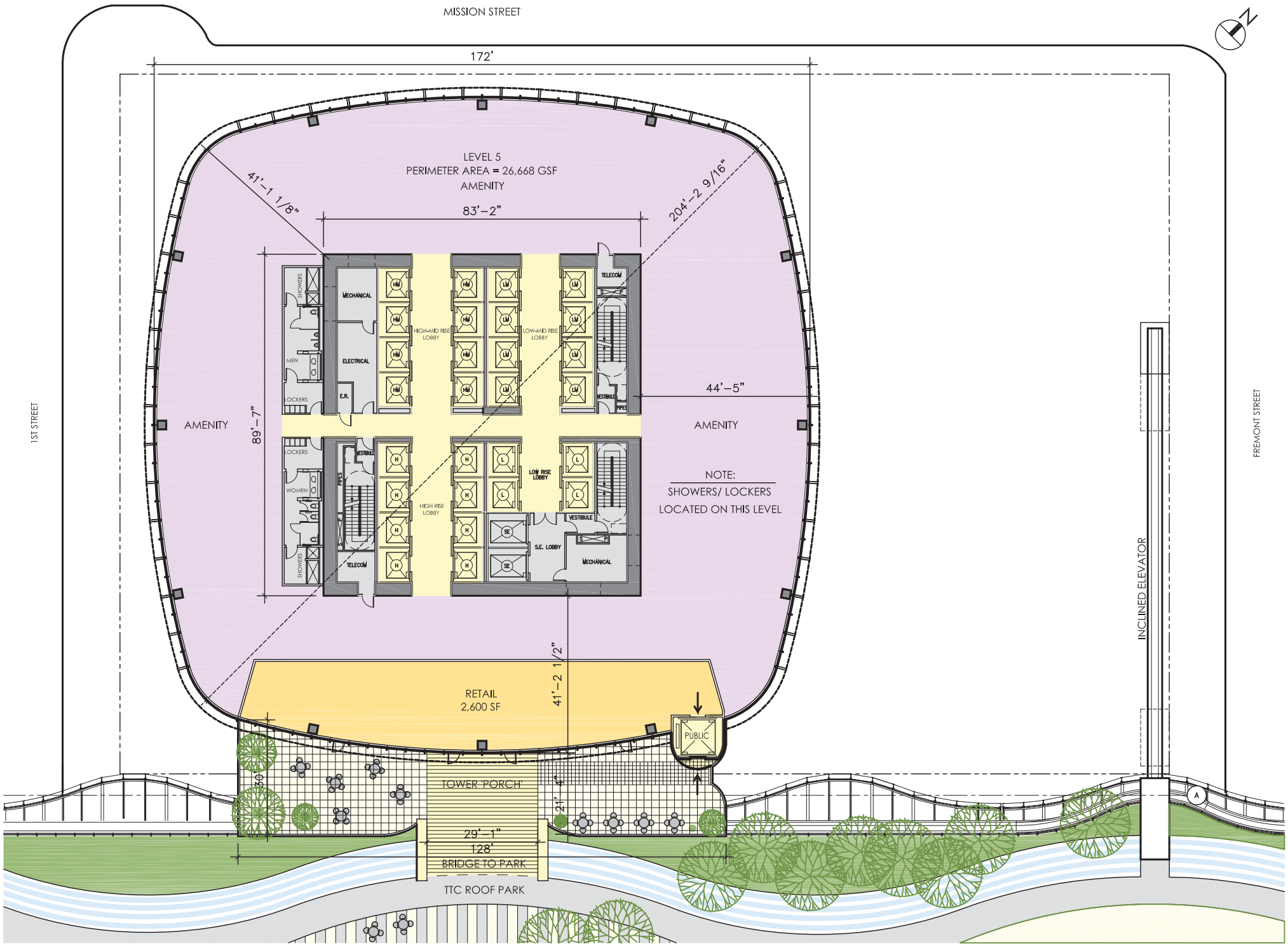


PLAN - LEVEL 3



PLAN - LEVEL 2

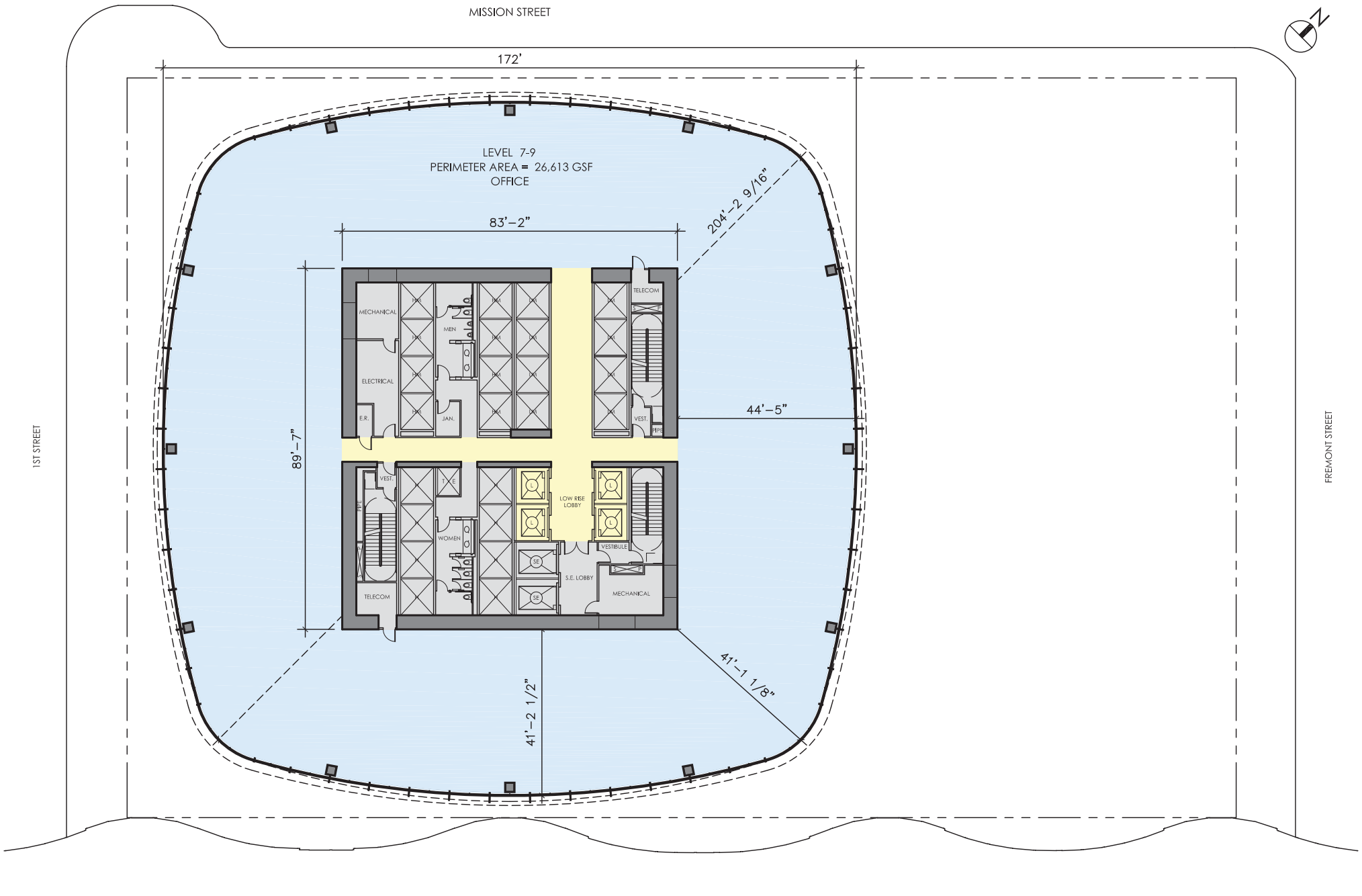
SCALE: 1/32" = 1'-0"



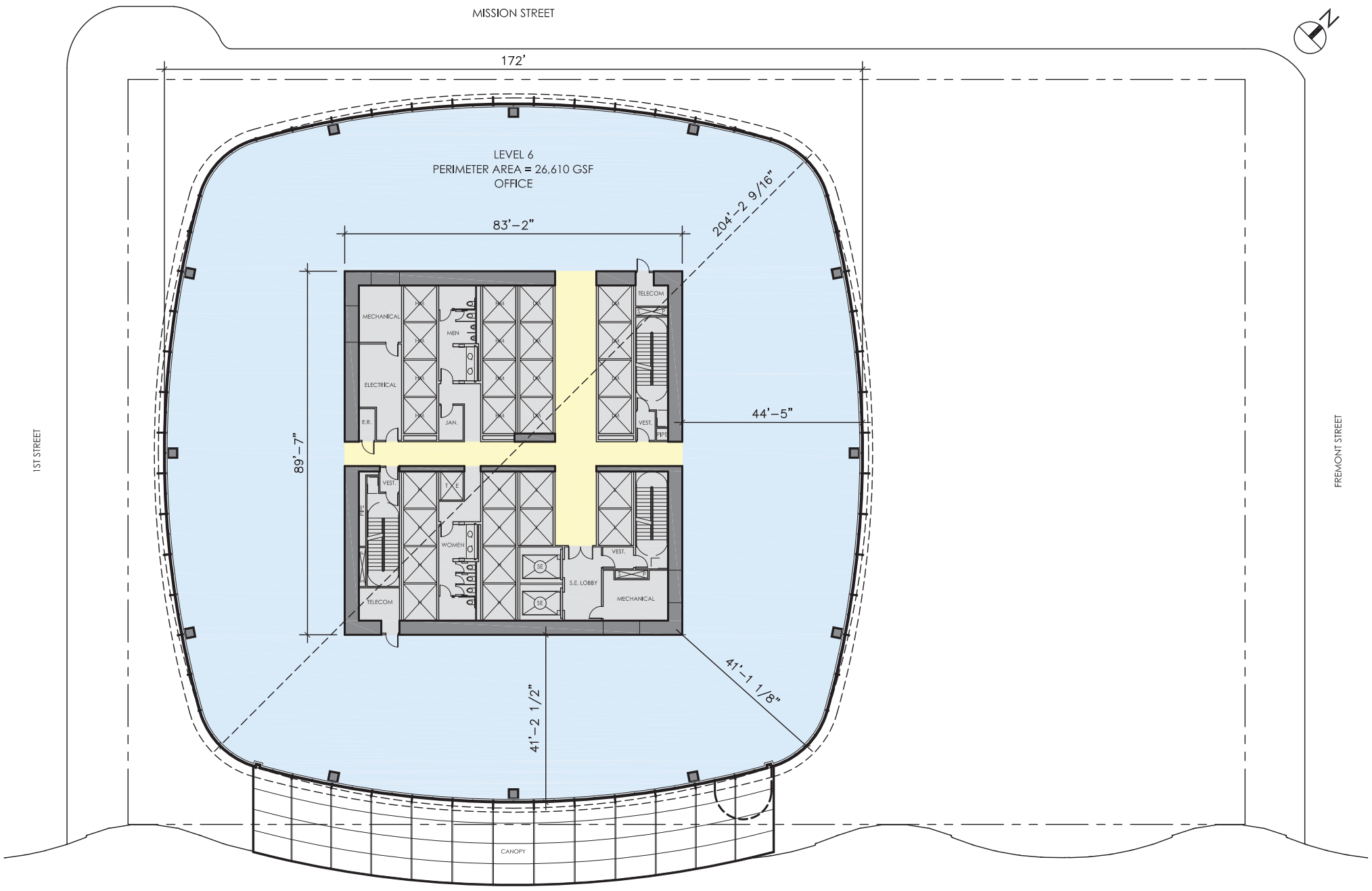
PLAN - LEVEL 5 - PARK LEVEL

PLAN - LEVEL 4

SCALE: 1/32" = 1'-0"

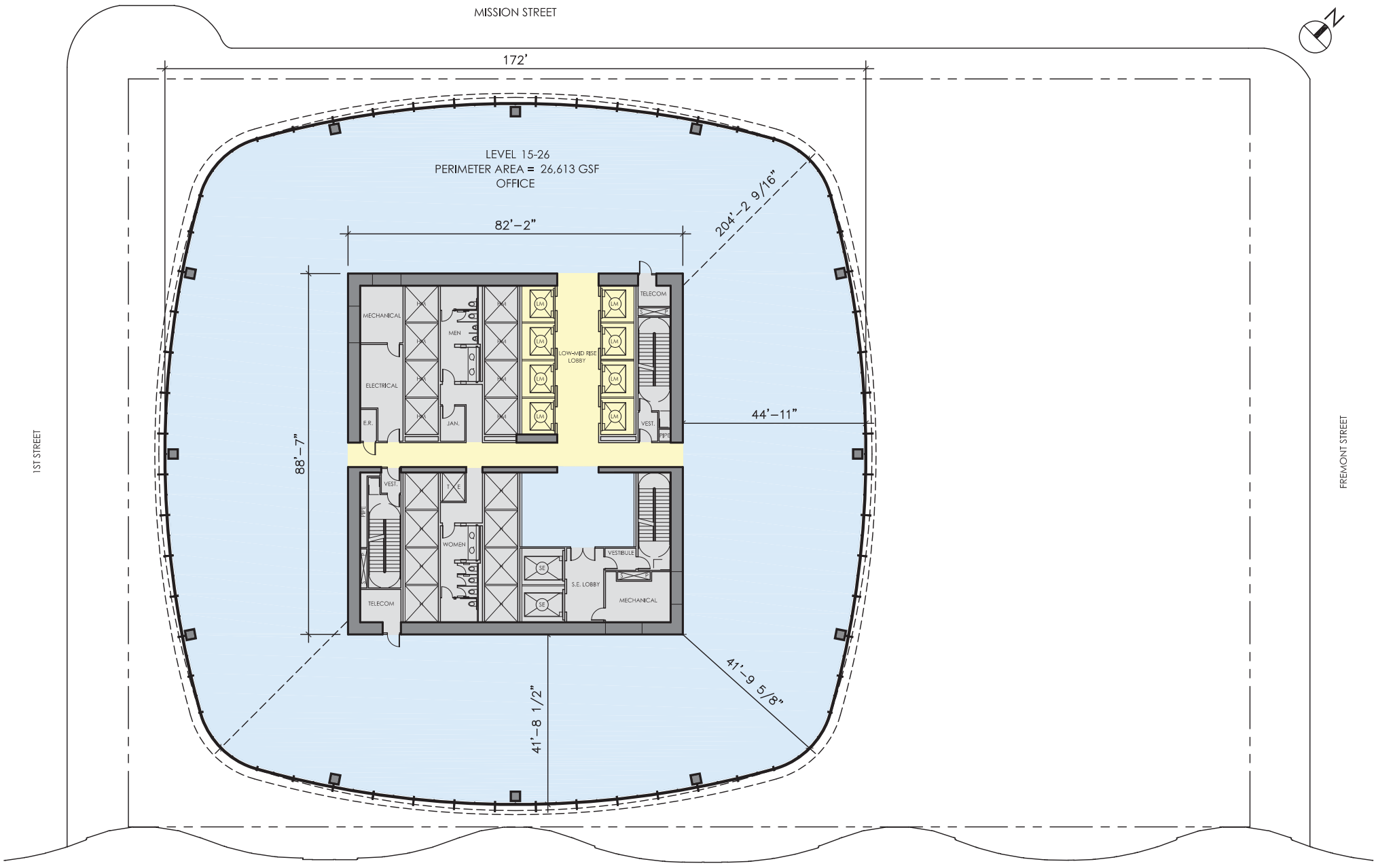


PLAN - LEVEL 7 -9

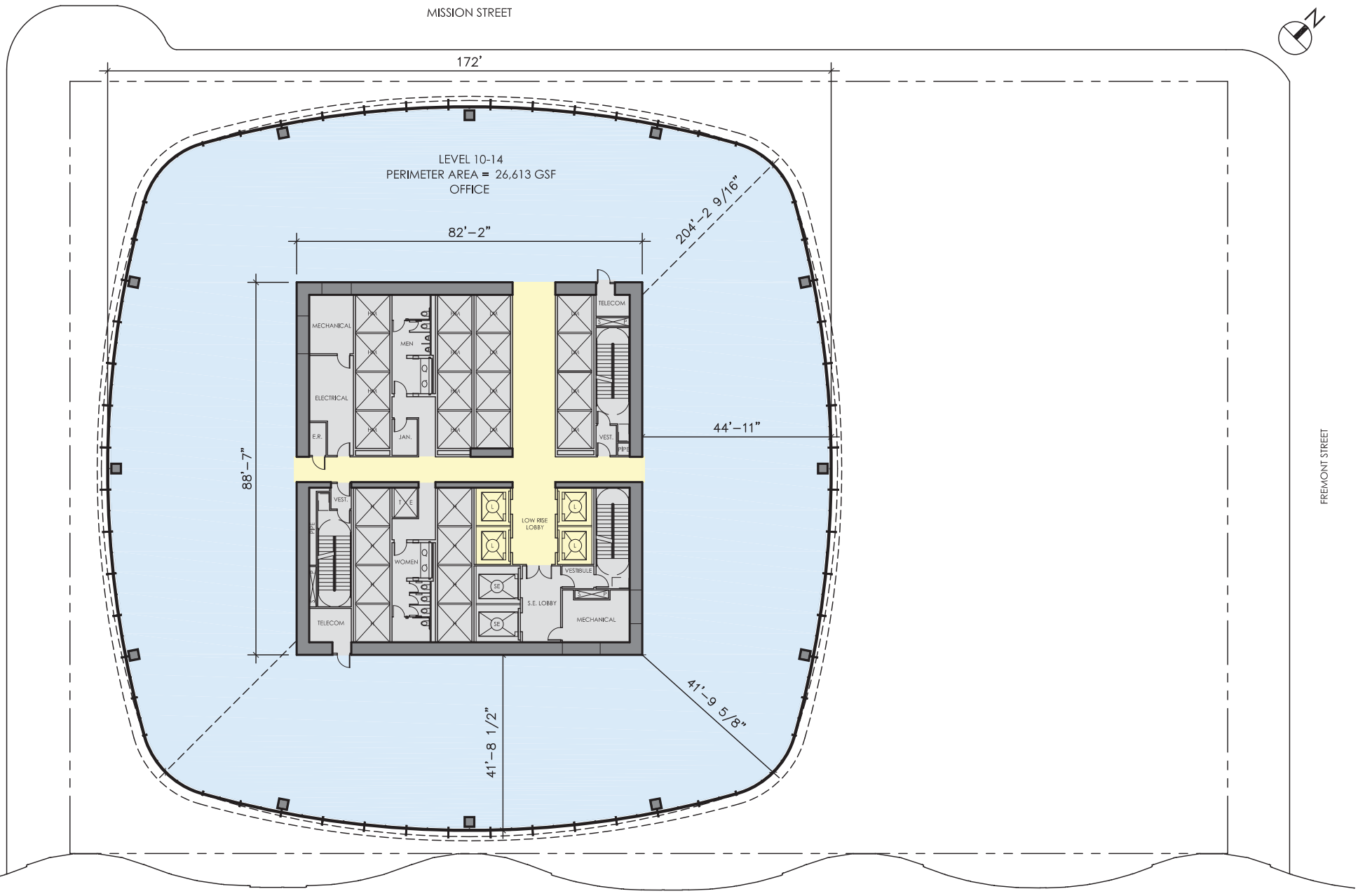


PLAN - LEVEL 6

SCALE: 1/32" = 1'-0"

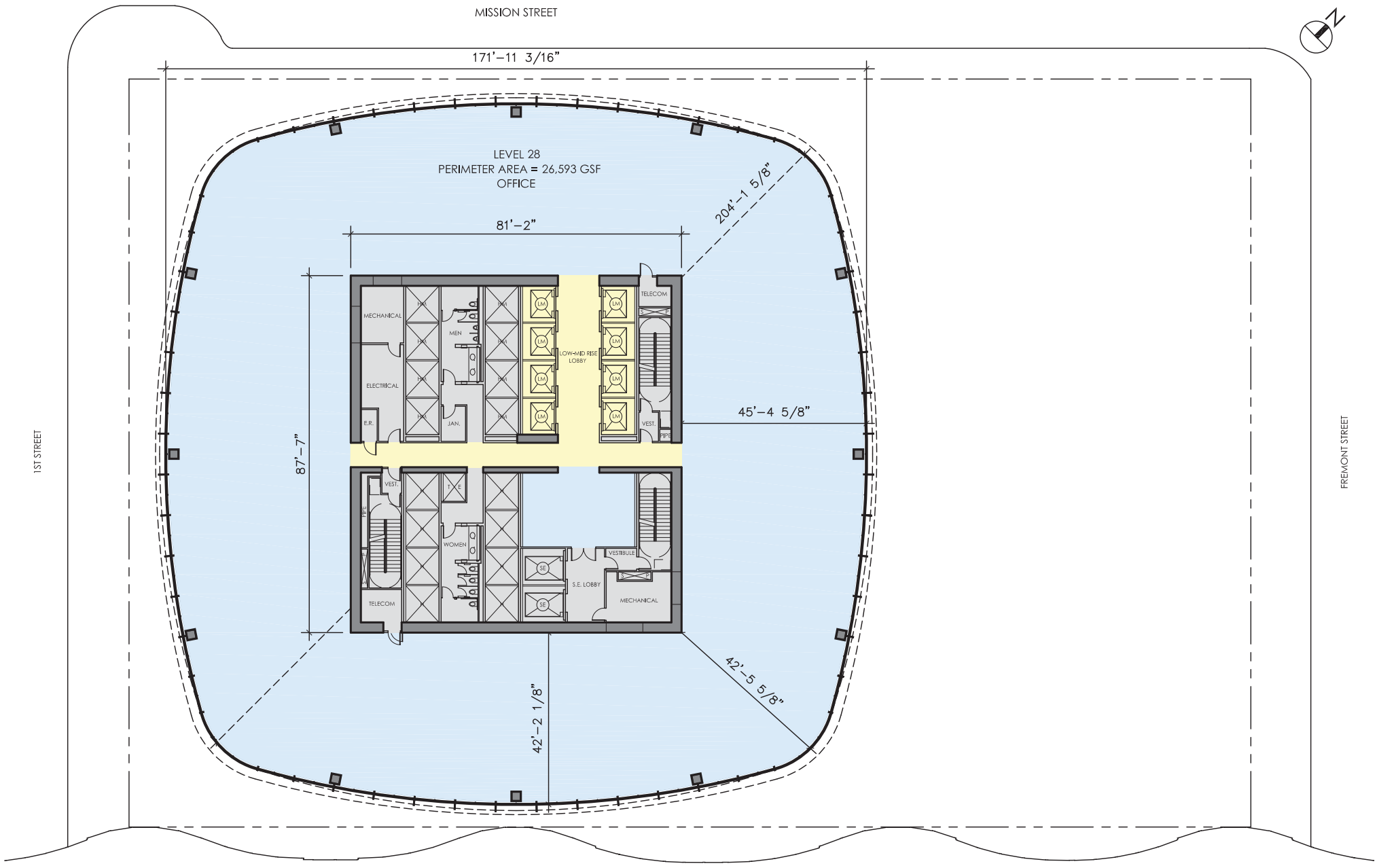


PLAN - LEVEL 15-26

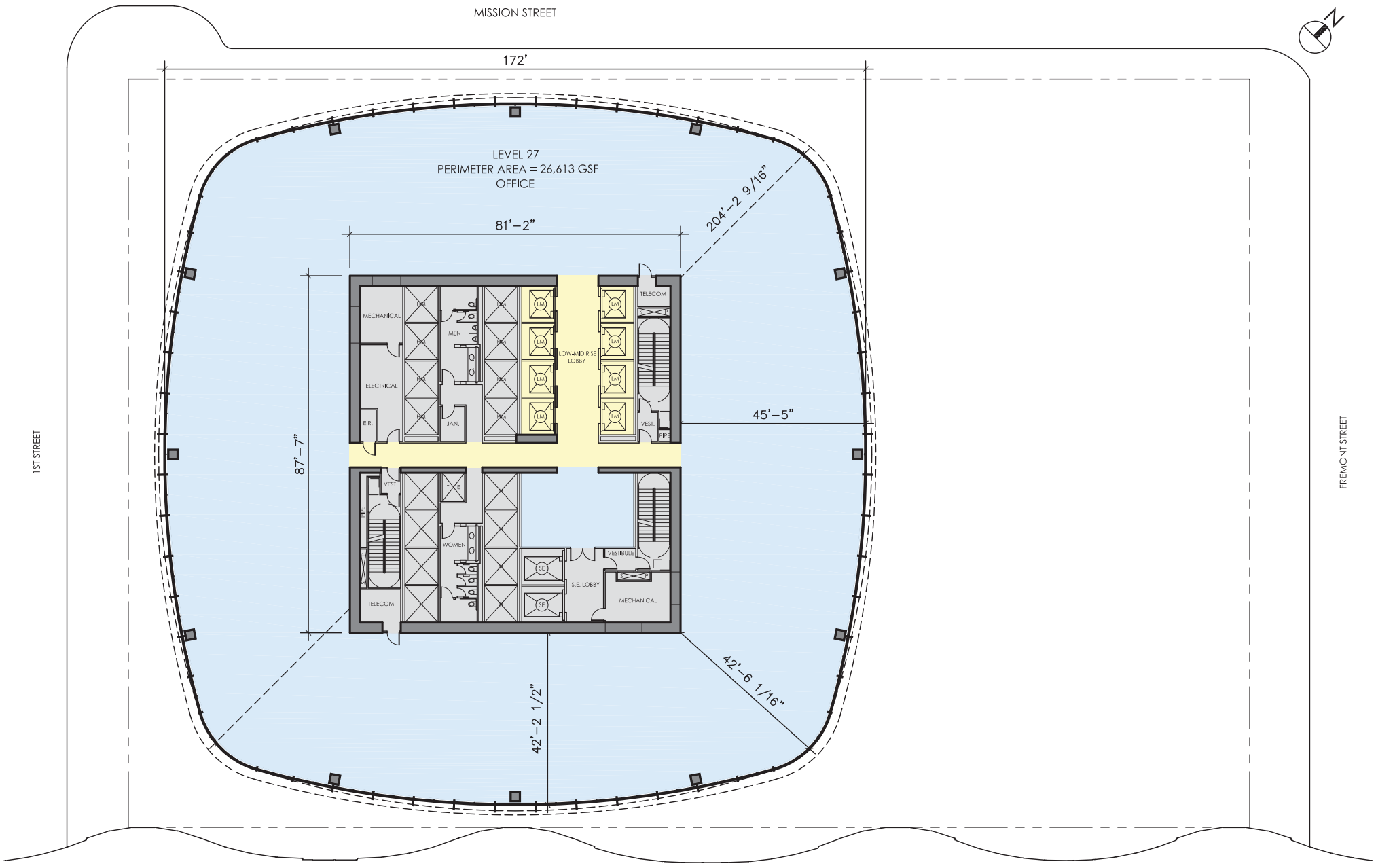


PLAN - LEVEL 10-14

SCALE: 1/32" = 1'-0"

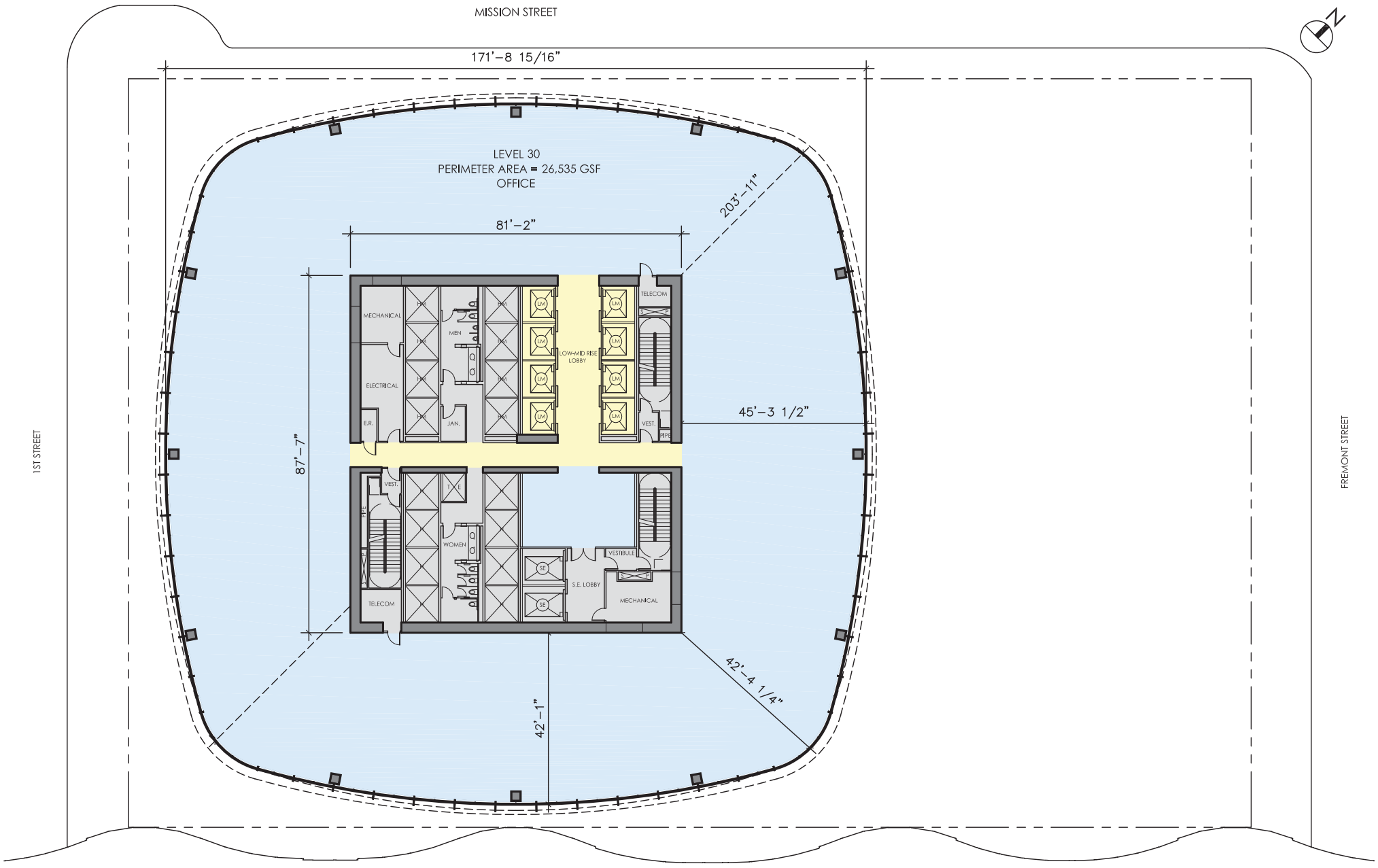


PLAN - LEVEL 28

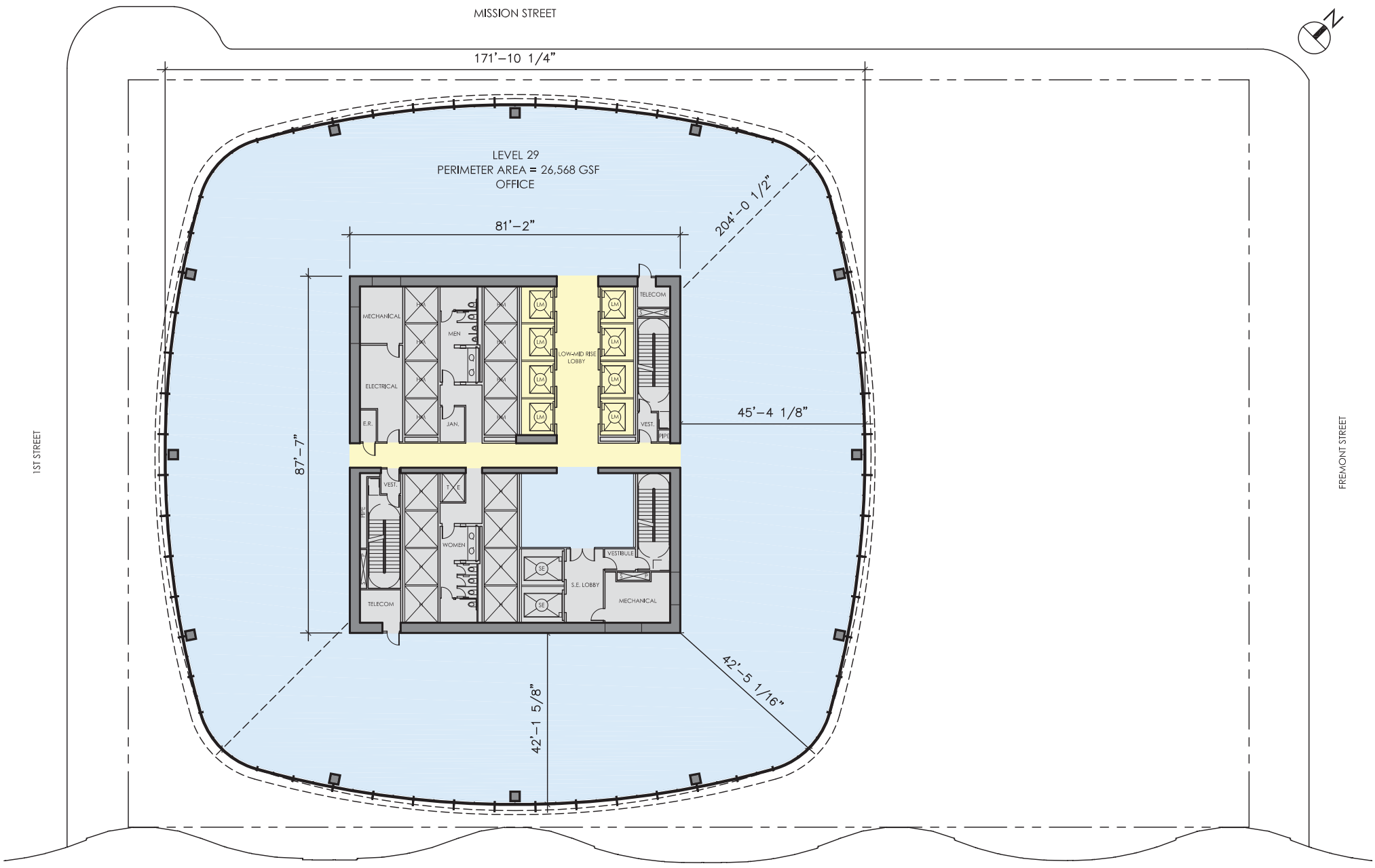


PLAN - LEVEL 27

SCALE: 1/32" = 1'-0"

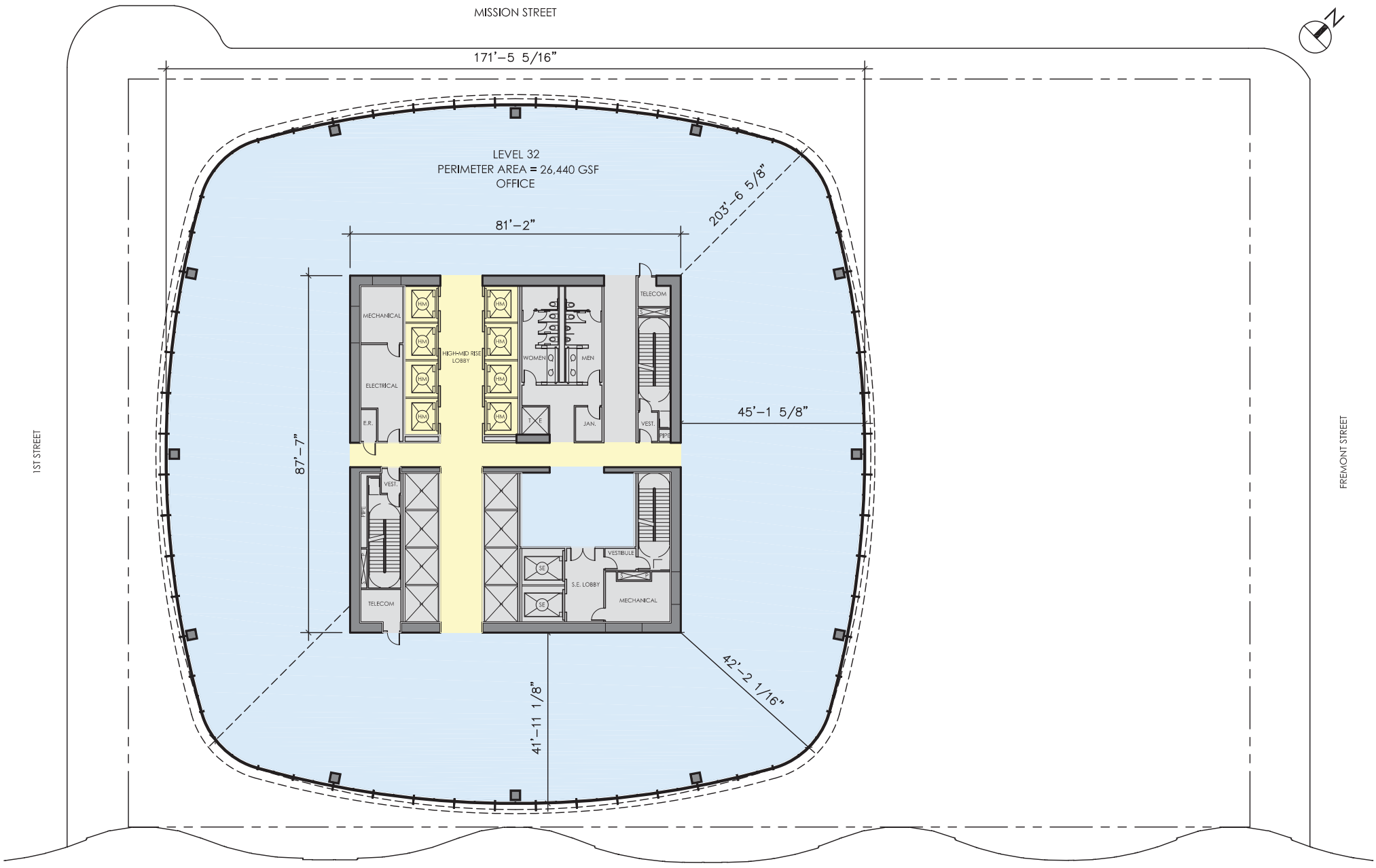


PLAN - LEVEL 30

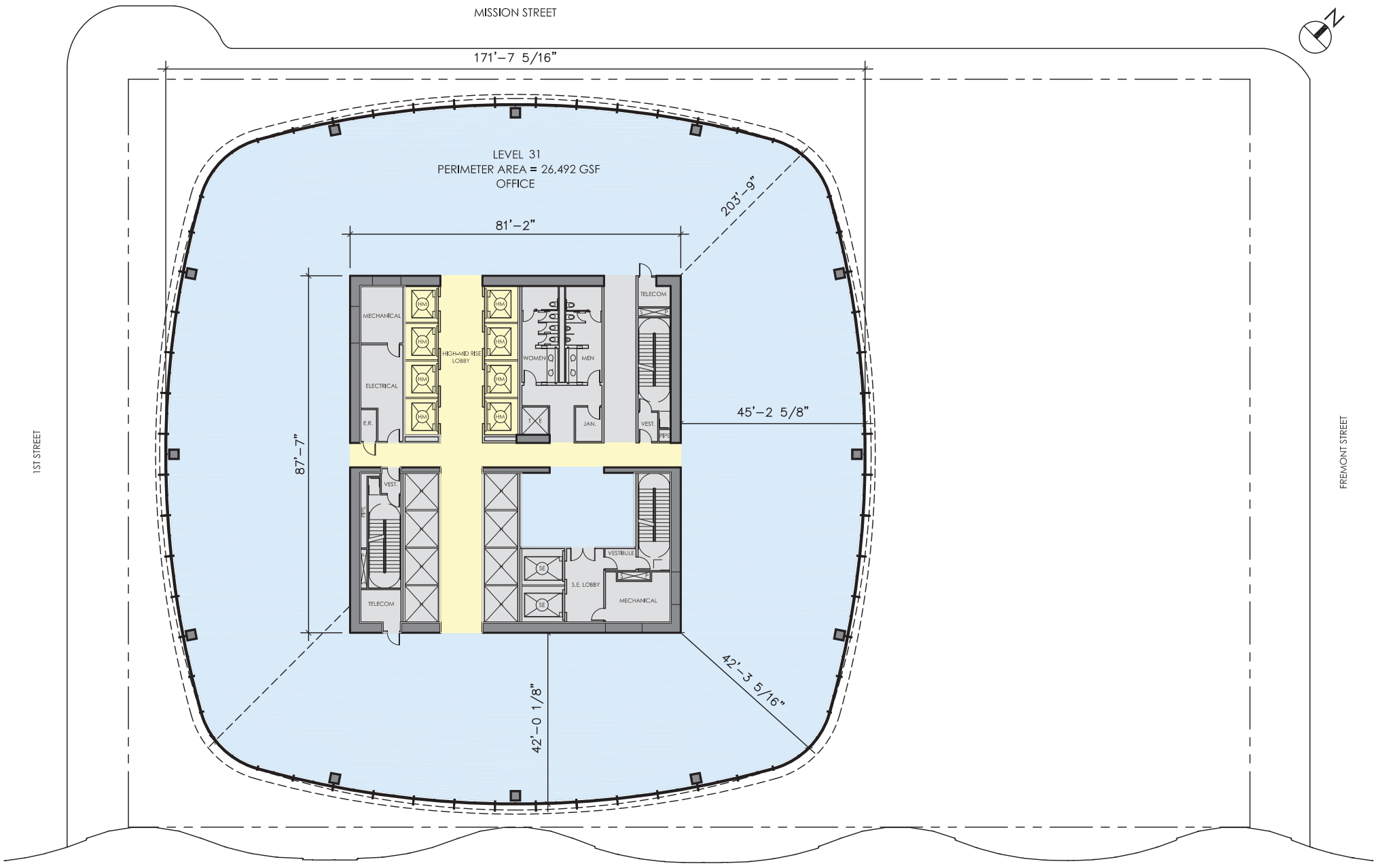


PLAN - LEVEL 29

SCALE: 1/32" = 1'-0"

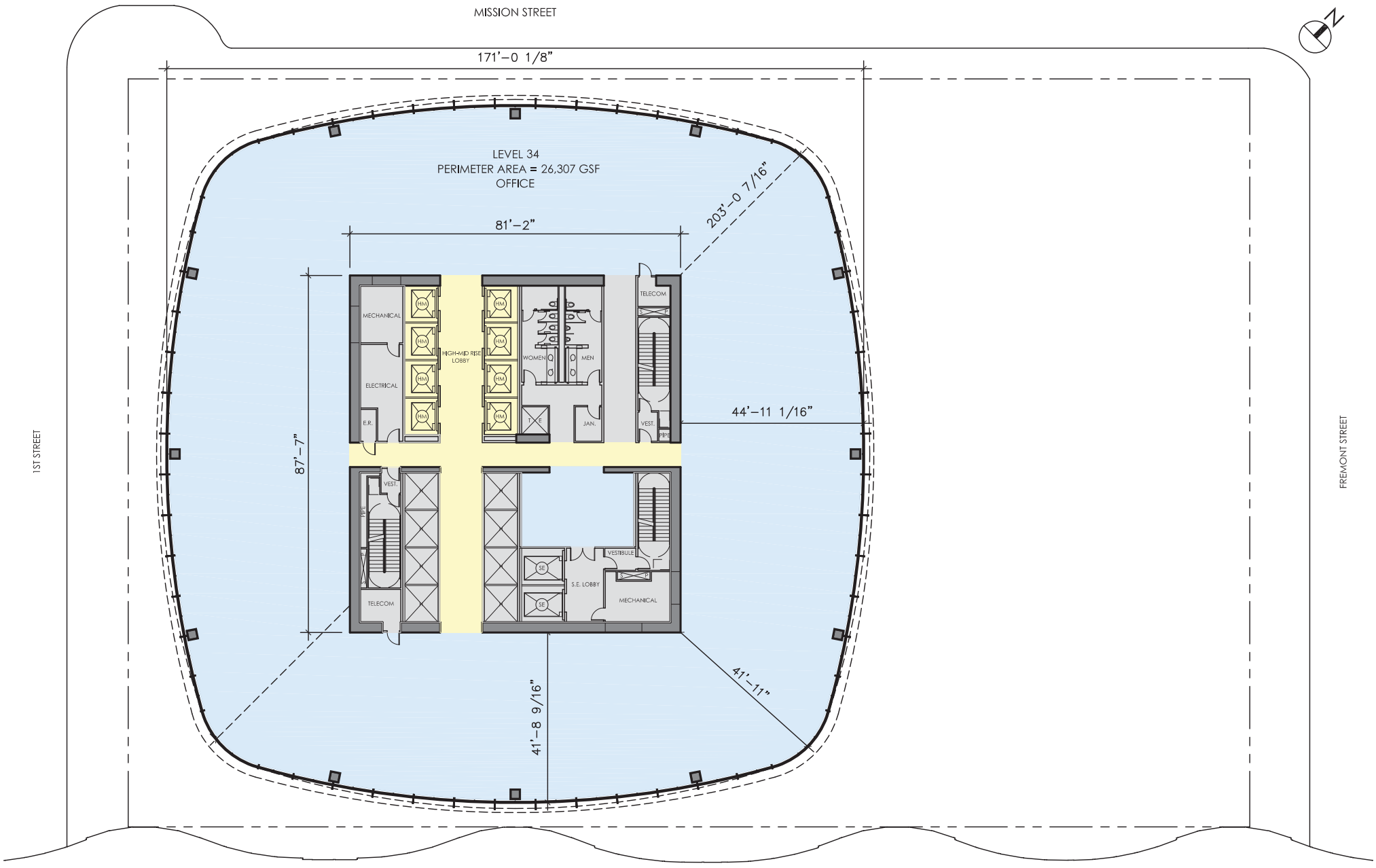


PLAN - LEVEL 32

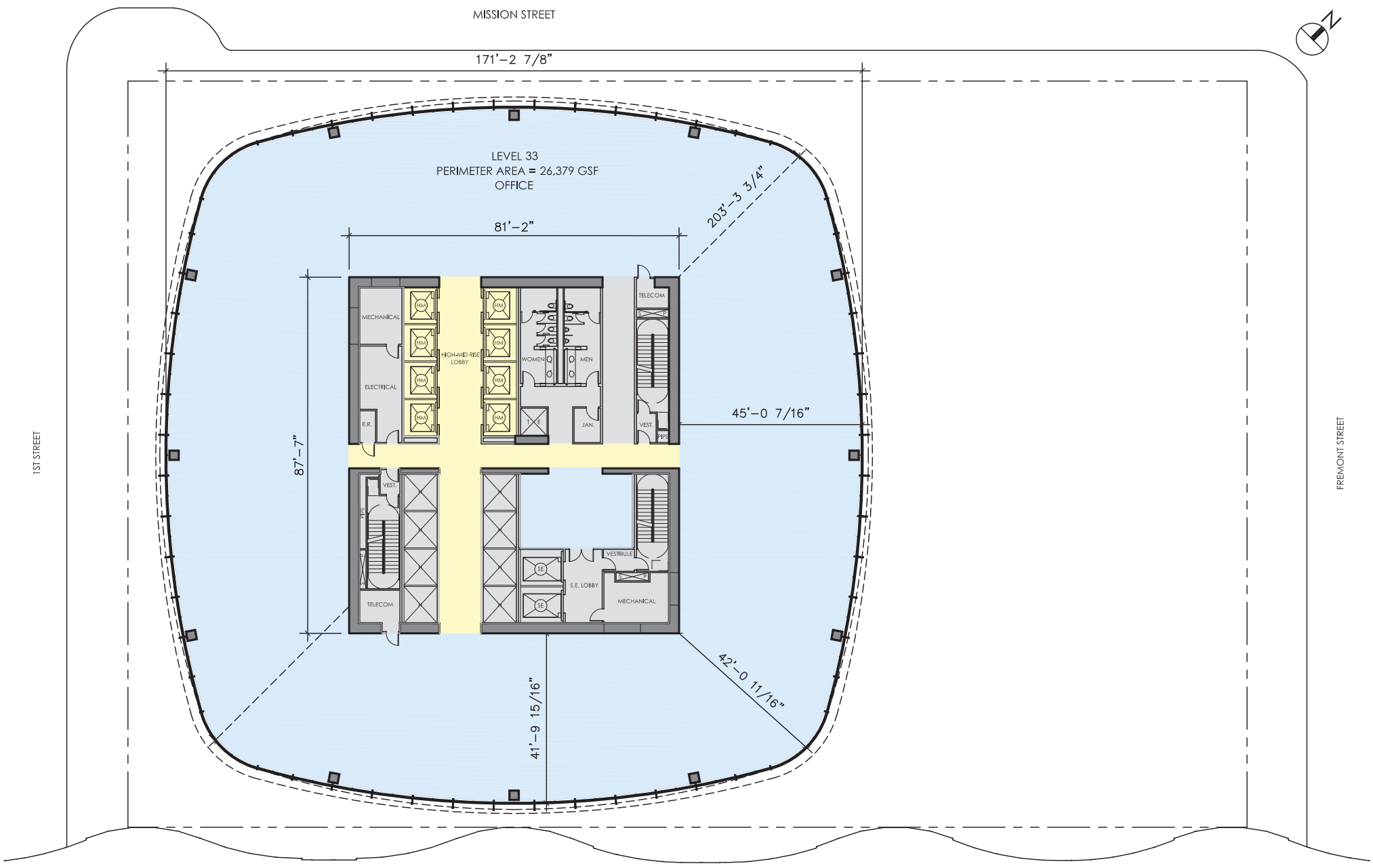


PLAN - LEVEL 31

SCALE: 1/32" = 1'-0"

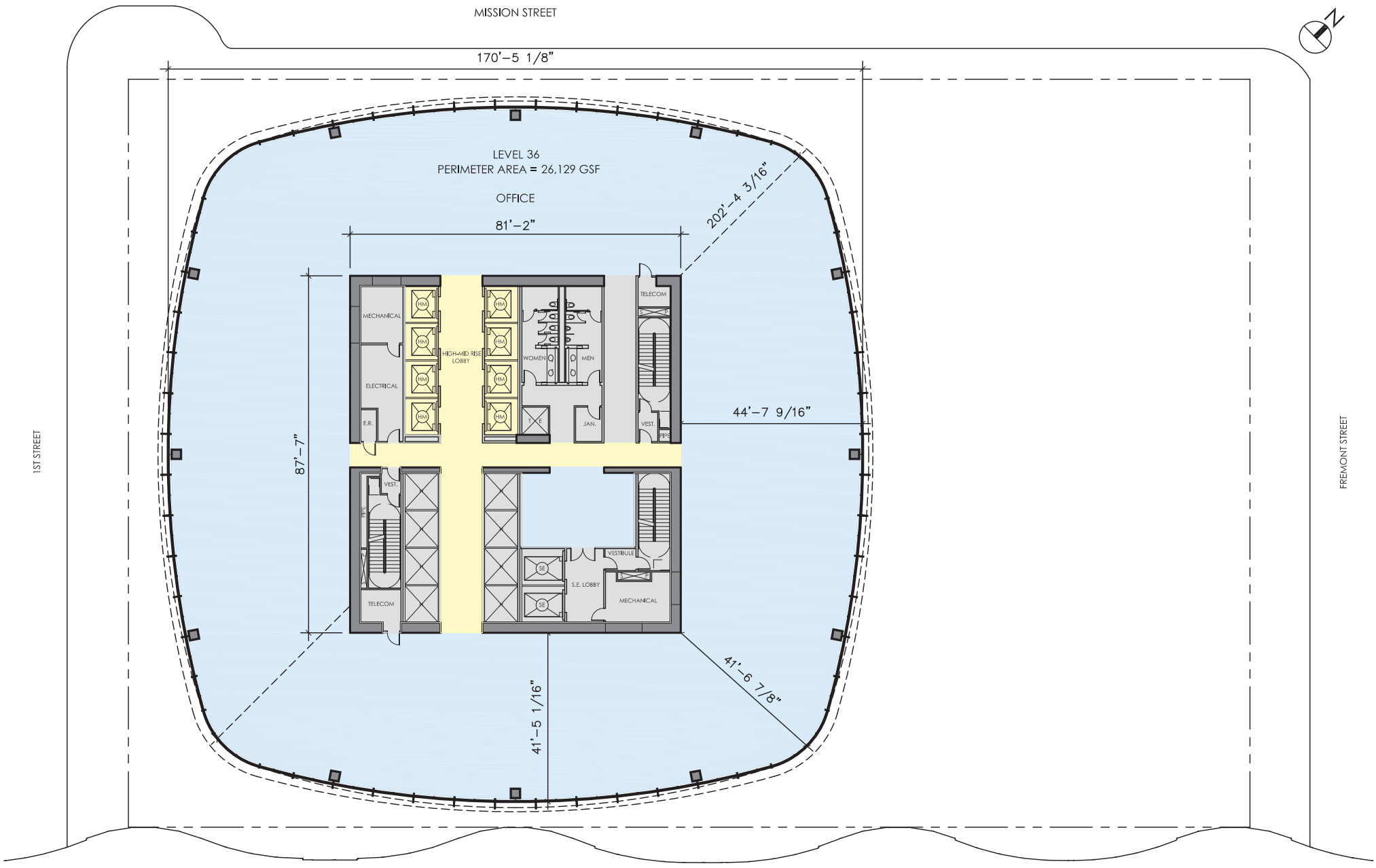


PLAN - LEVEL 34

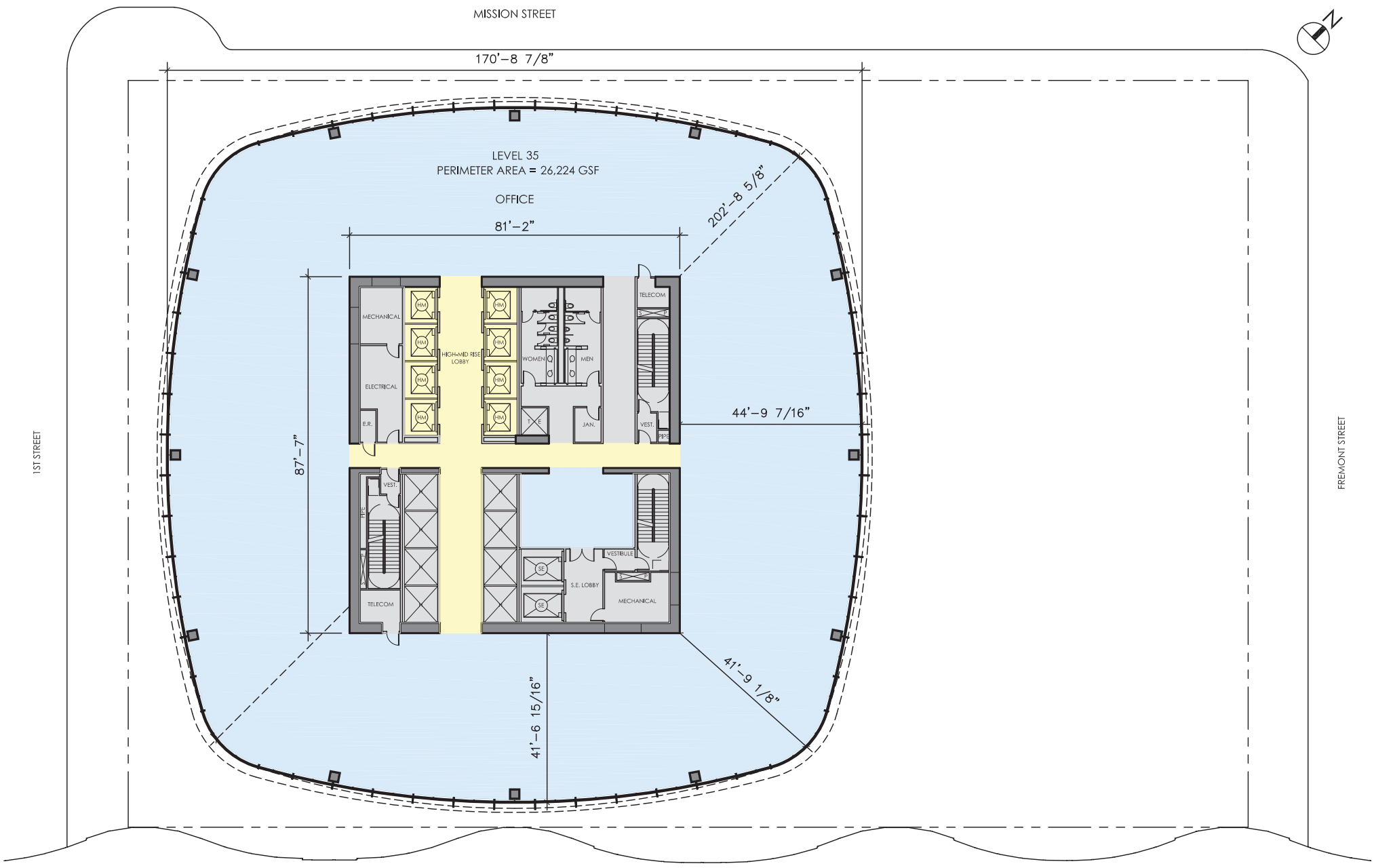


PLAN - LEVEL 33

SCALE: 1/32" = 1'-0"

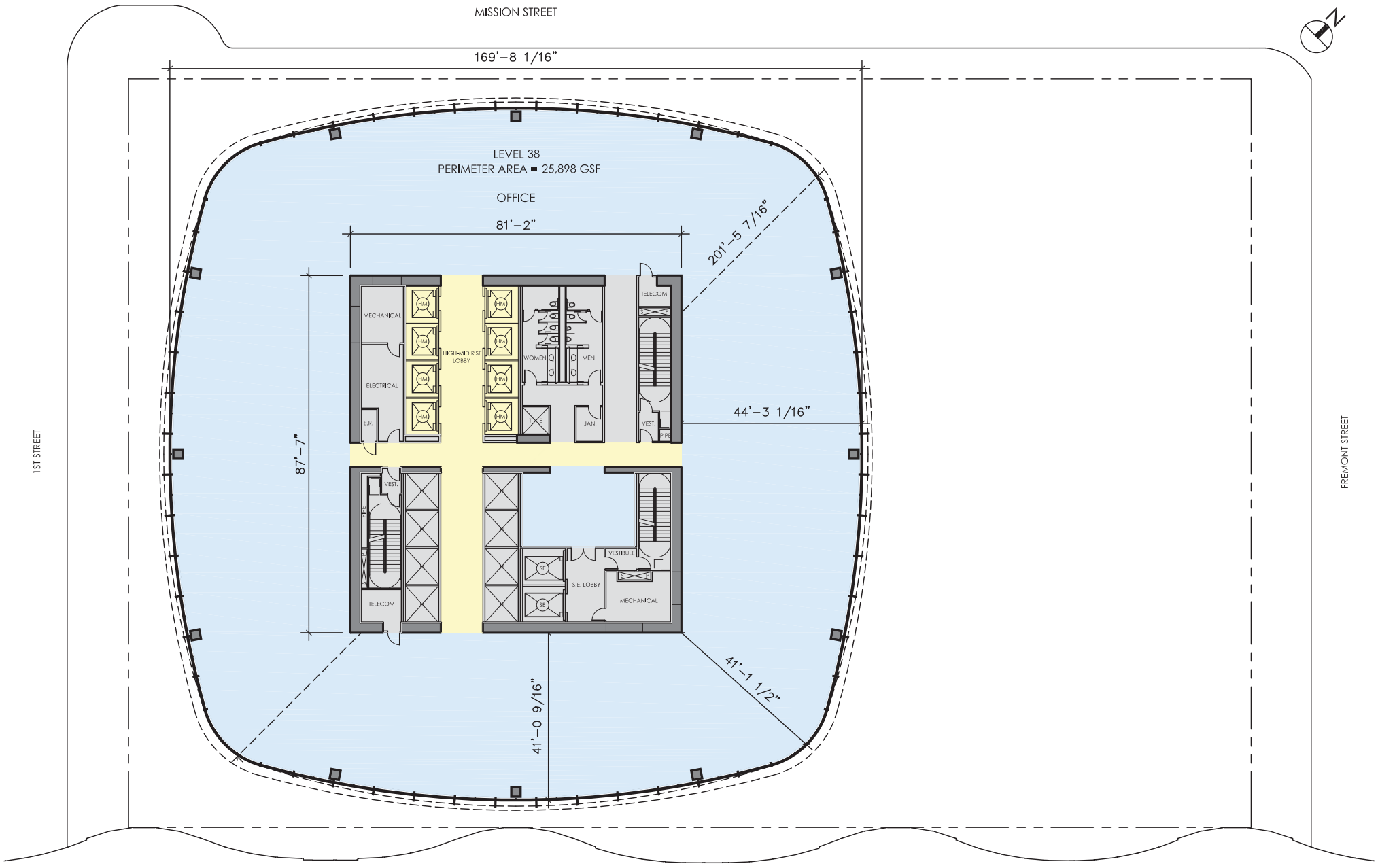


PLAN - LEVEL 36

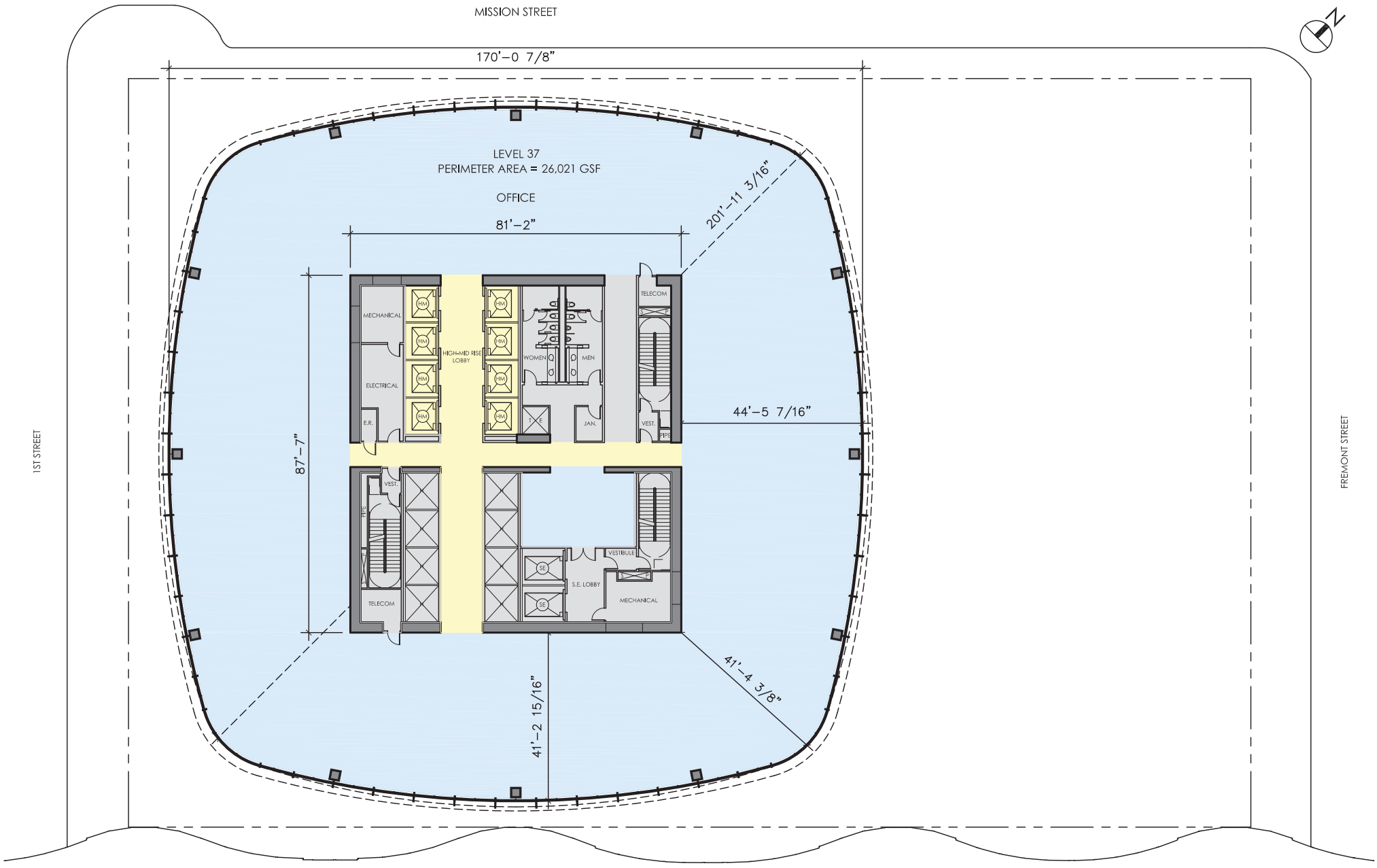


PLAN - LEVEL 35

SCALE: 1/32" = 1'-0"

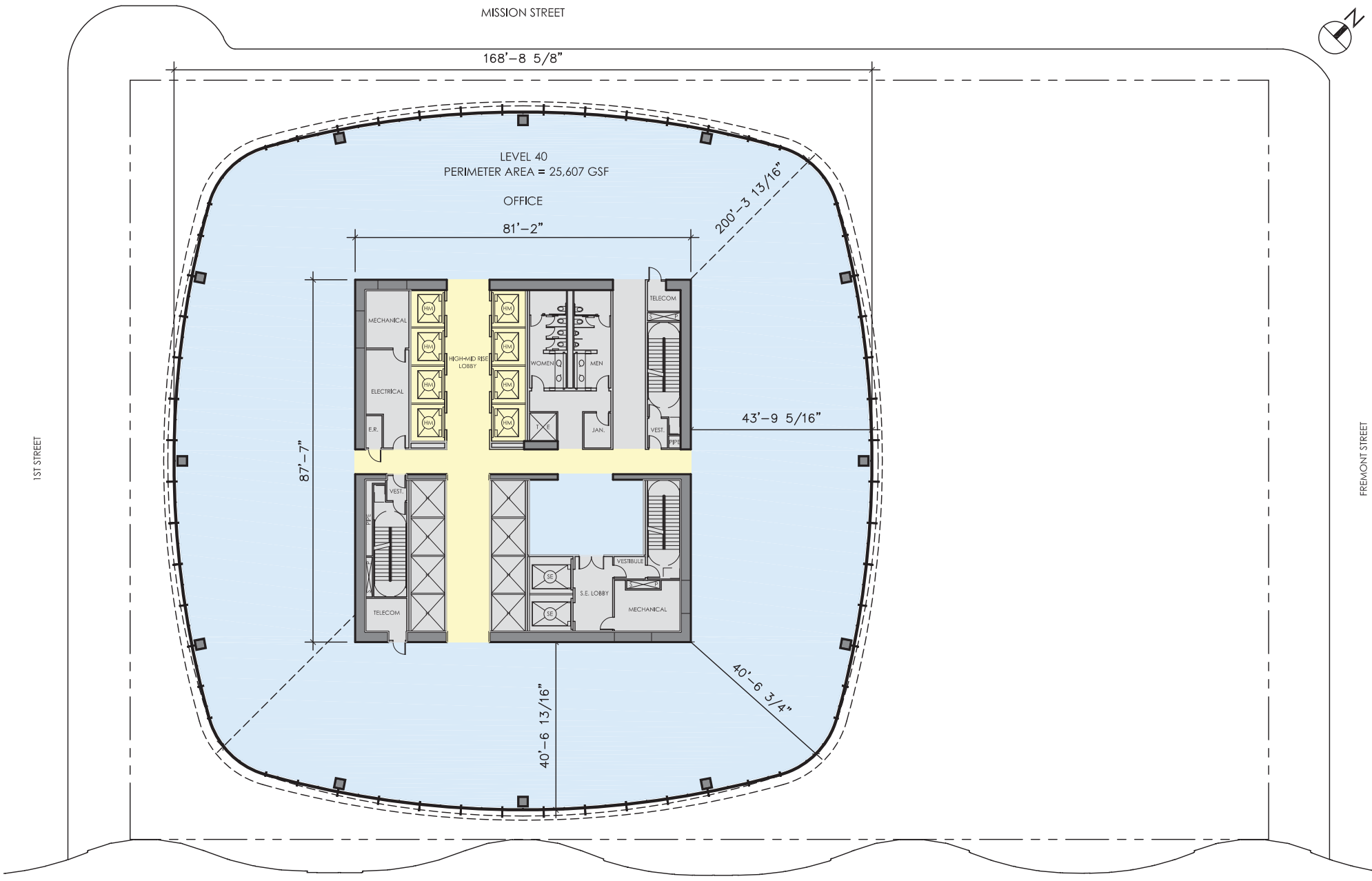


PLAN - LEVEL 38

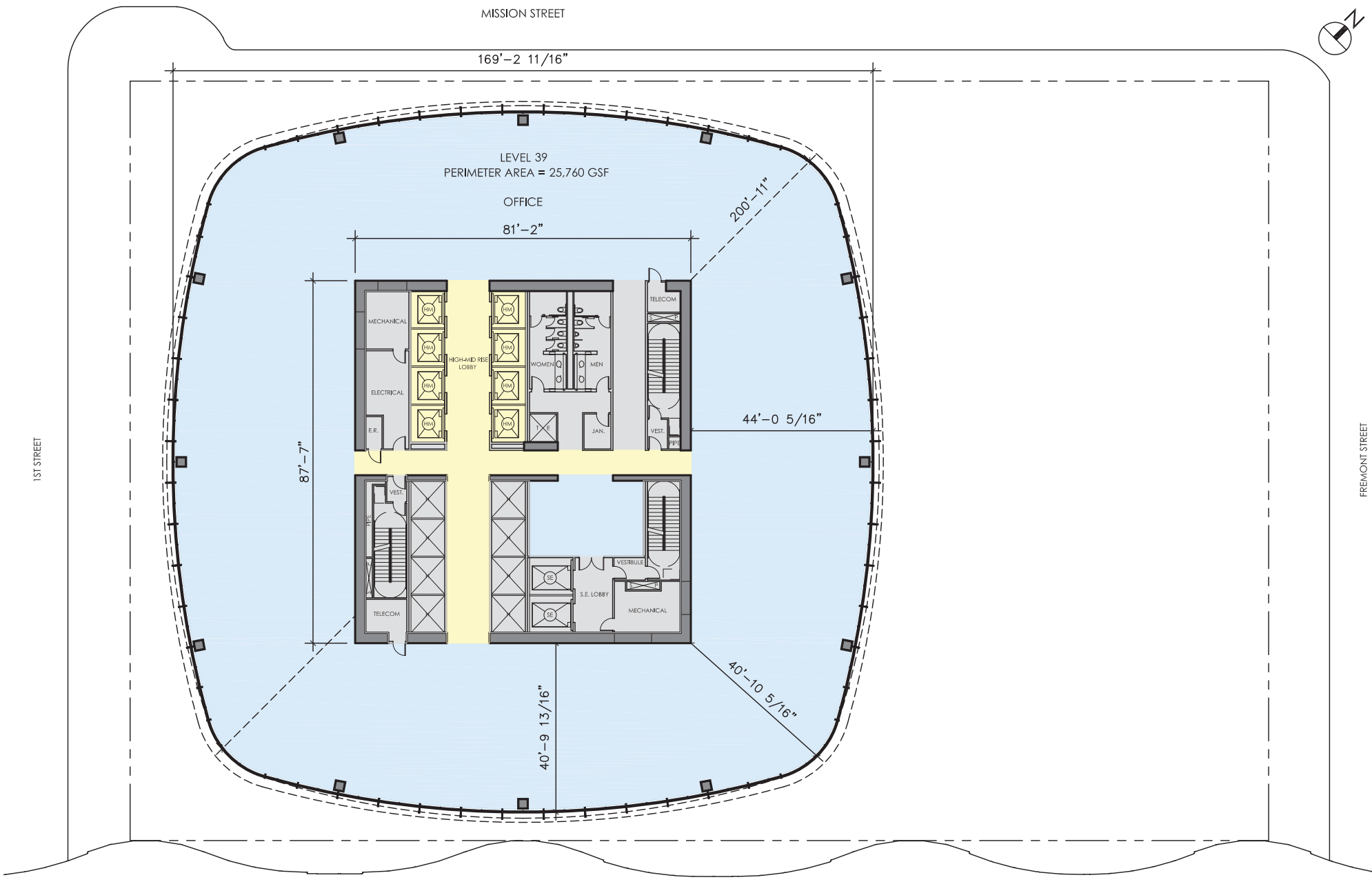


PLAN - LEVEL 37

SCALE: 1/32" = 1'-0"

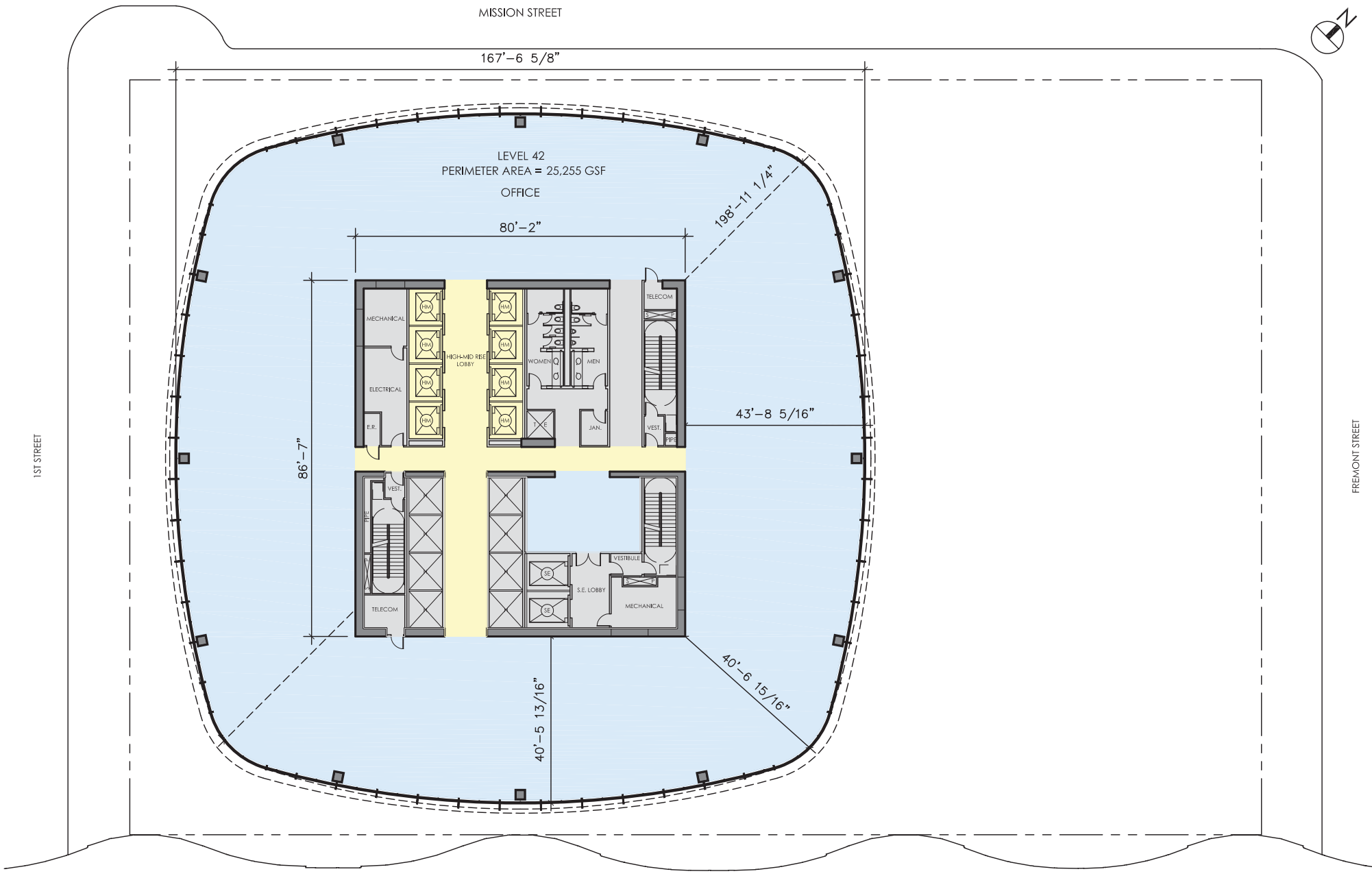


PLAN - LEVEL 40

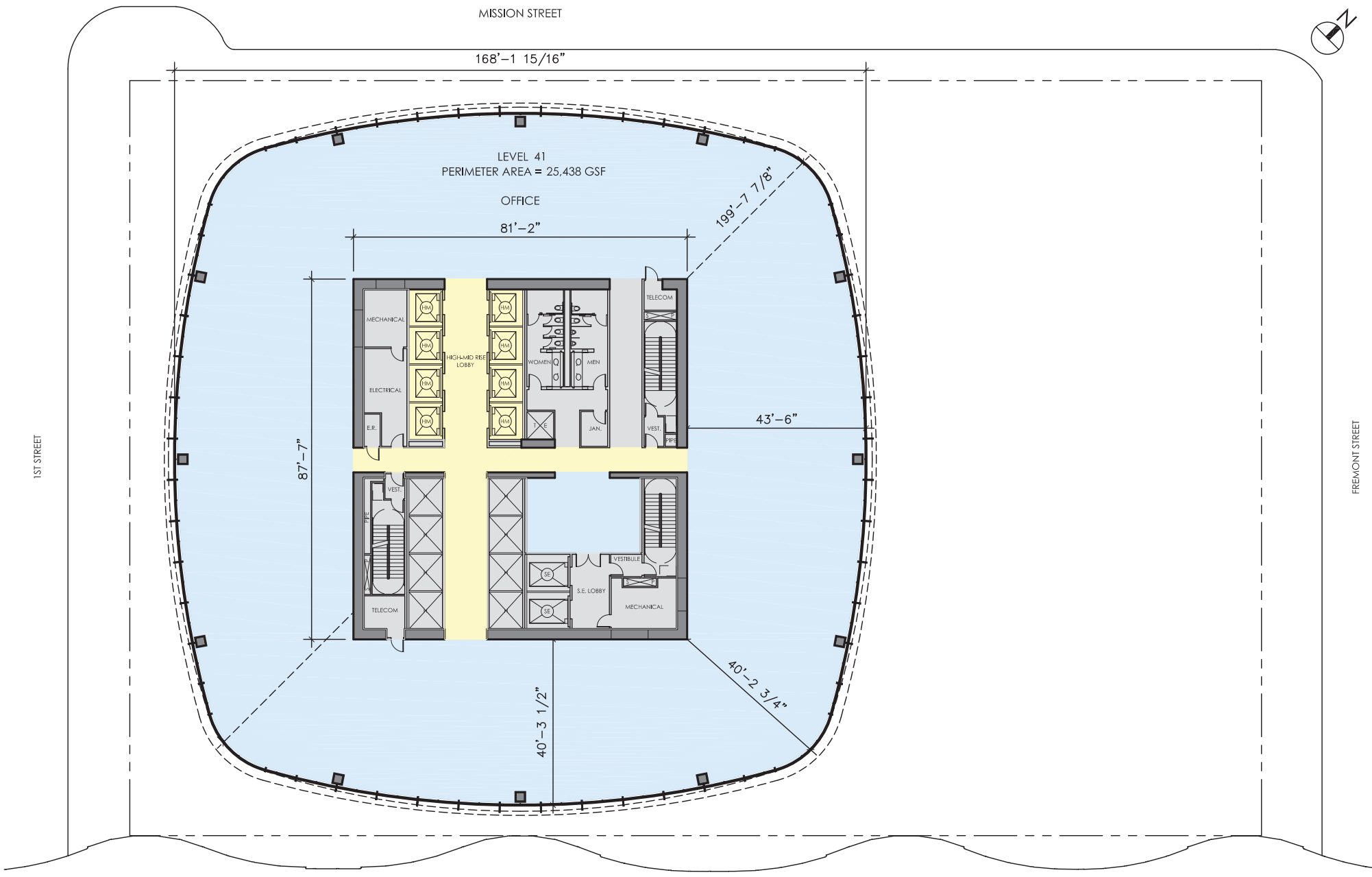


PLAN - LEVEL 39

SCALE: 1/32" = 1'-0"

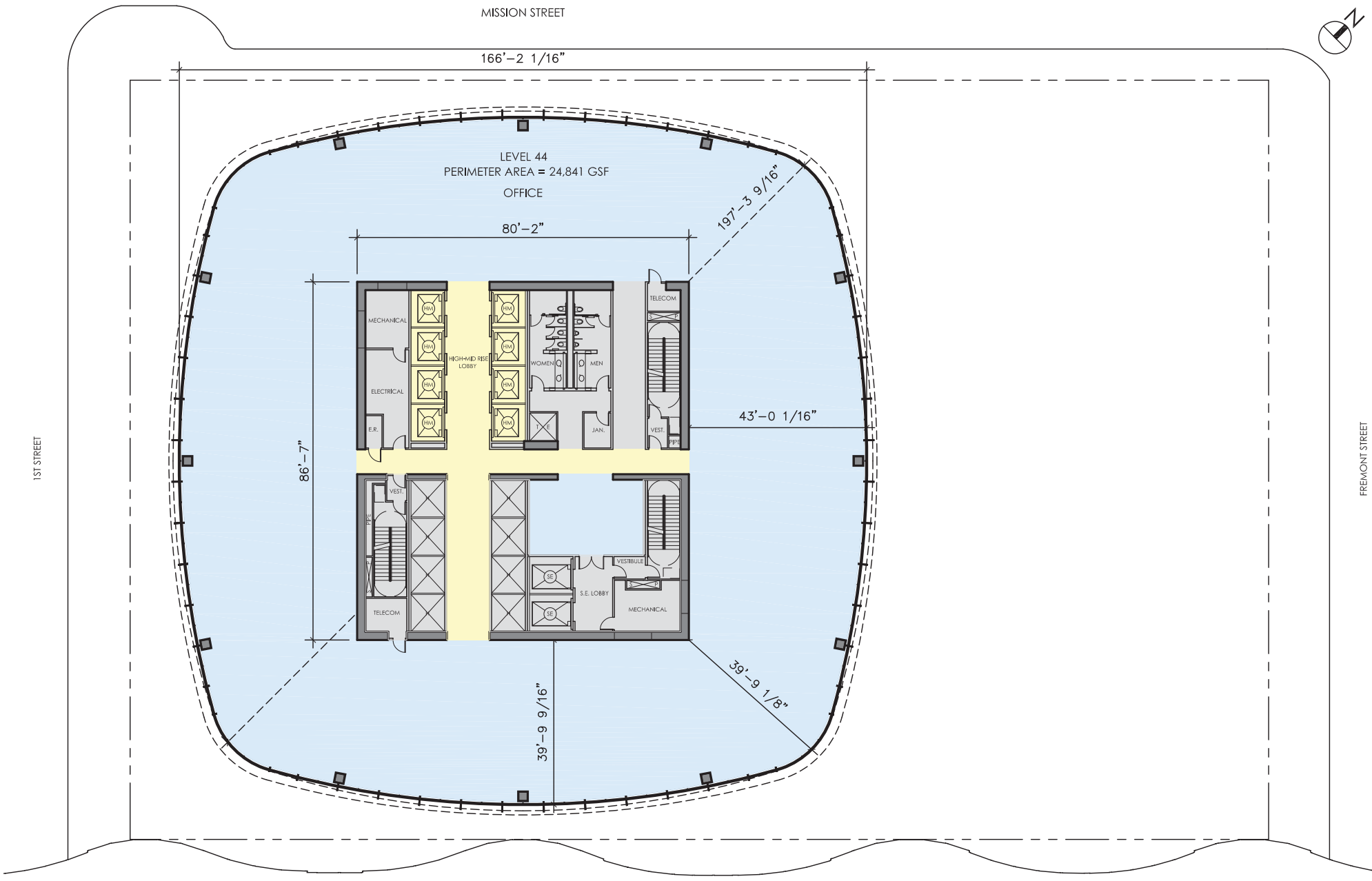


PLAN - LEVEL 42

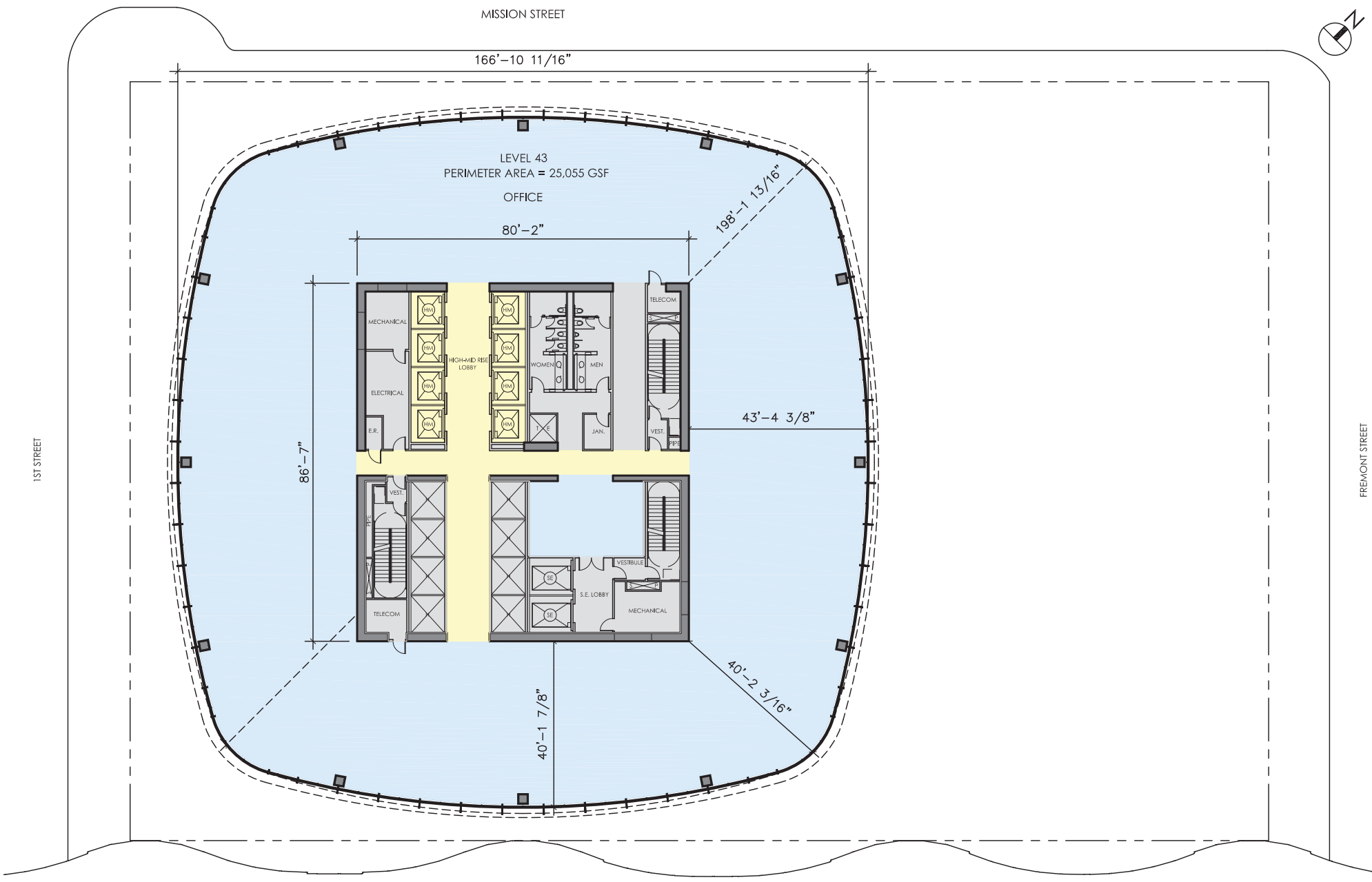


PLAN - LEVEL 41

SCALE: 1/32" = 1'-0"

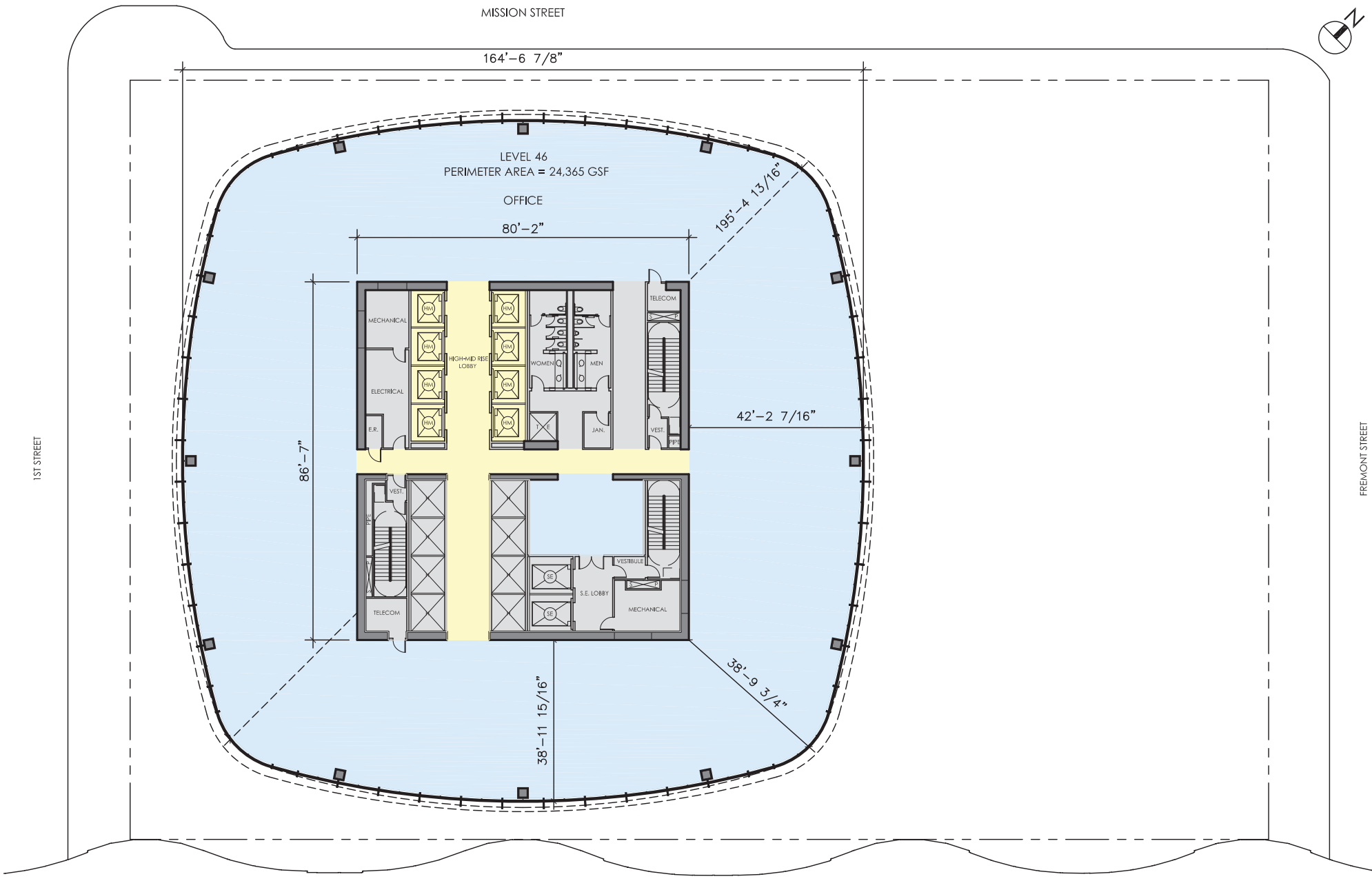


PLAN - LEVEL 44

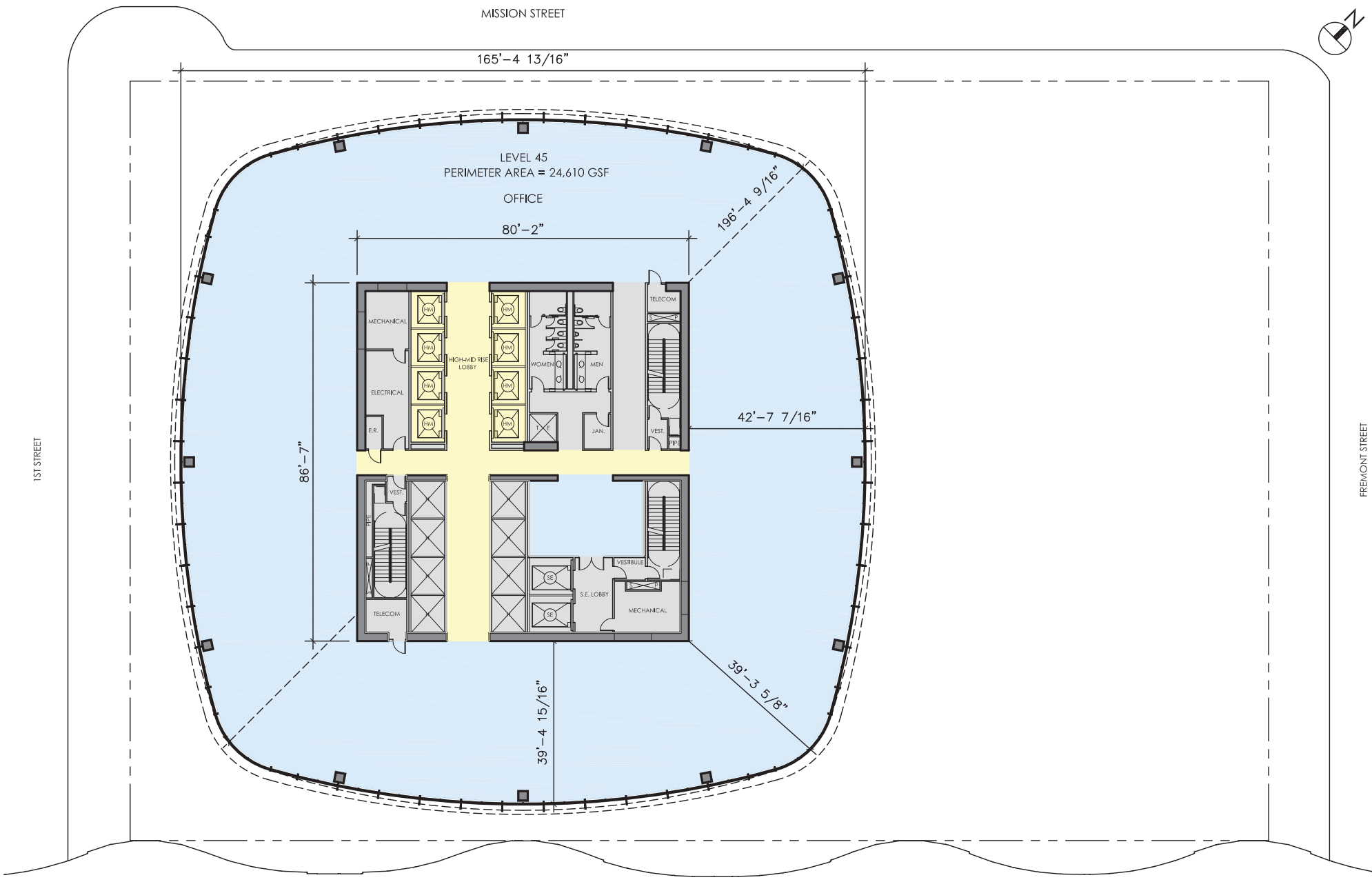


PLAN - LEVEL 43

SCALE: 1/32" = 1'-0"

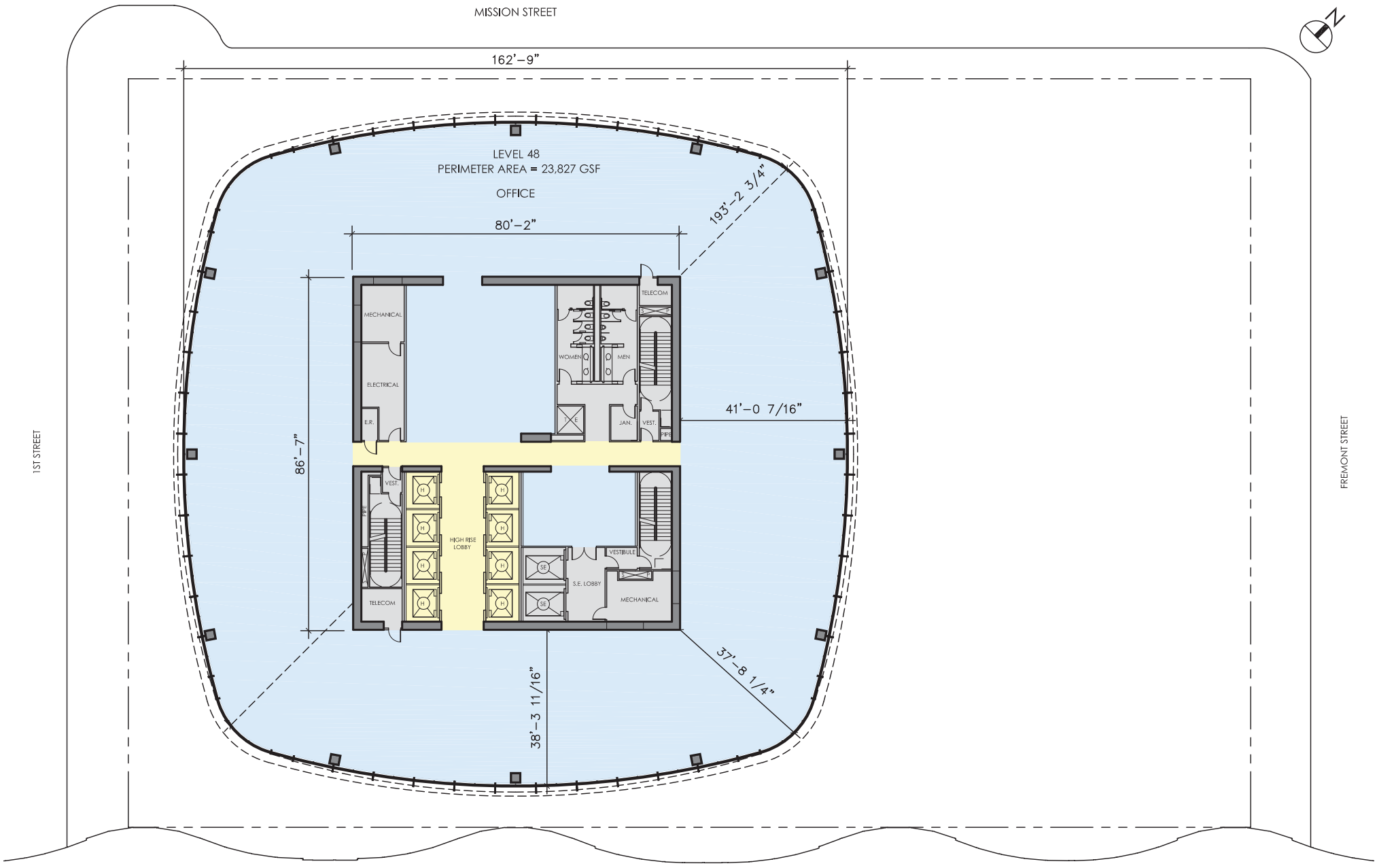


PLAN - LEVEL 46

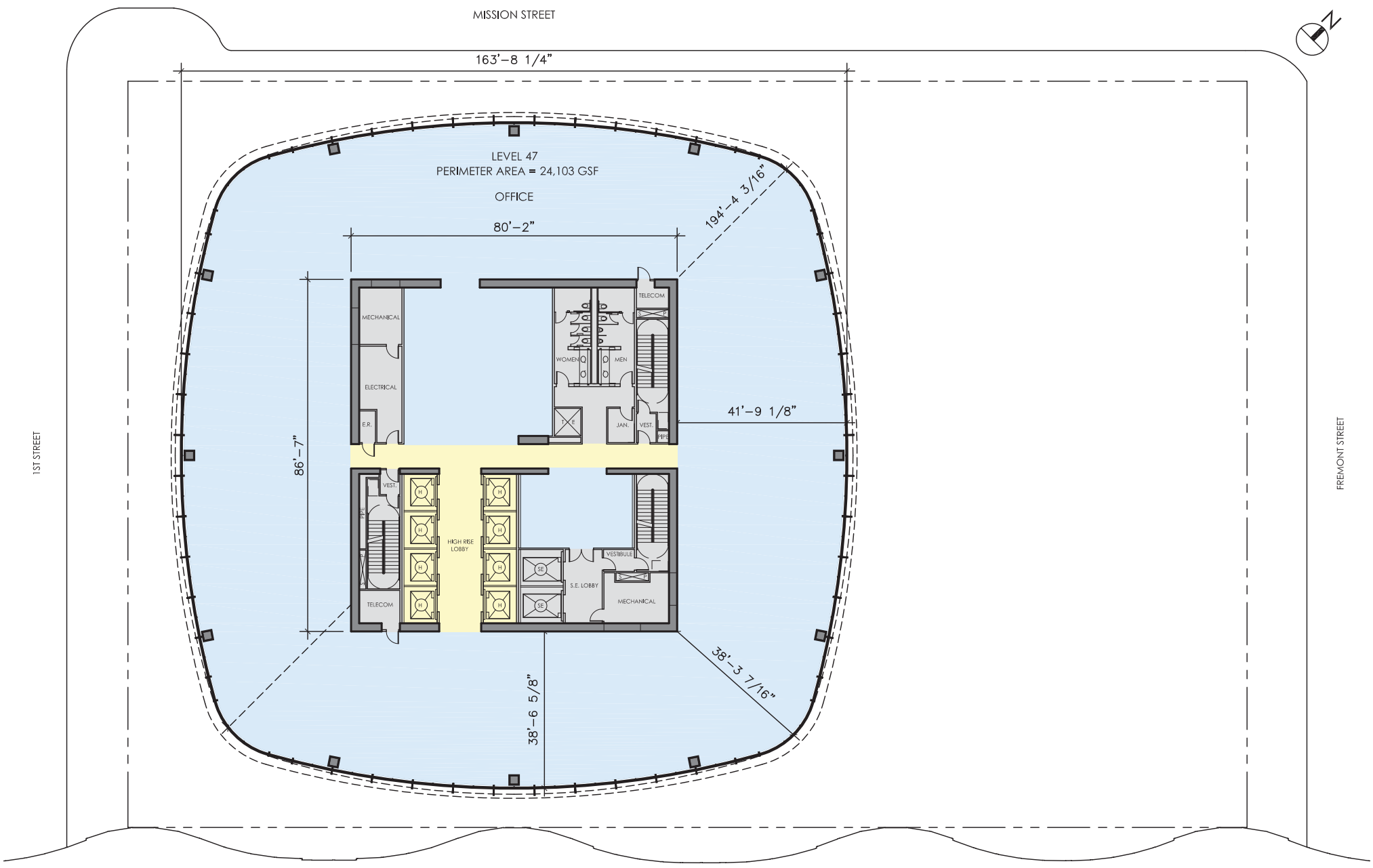


PLAN - LEVEL 45

SCALE: 1/32" = 1'-0"

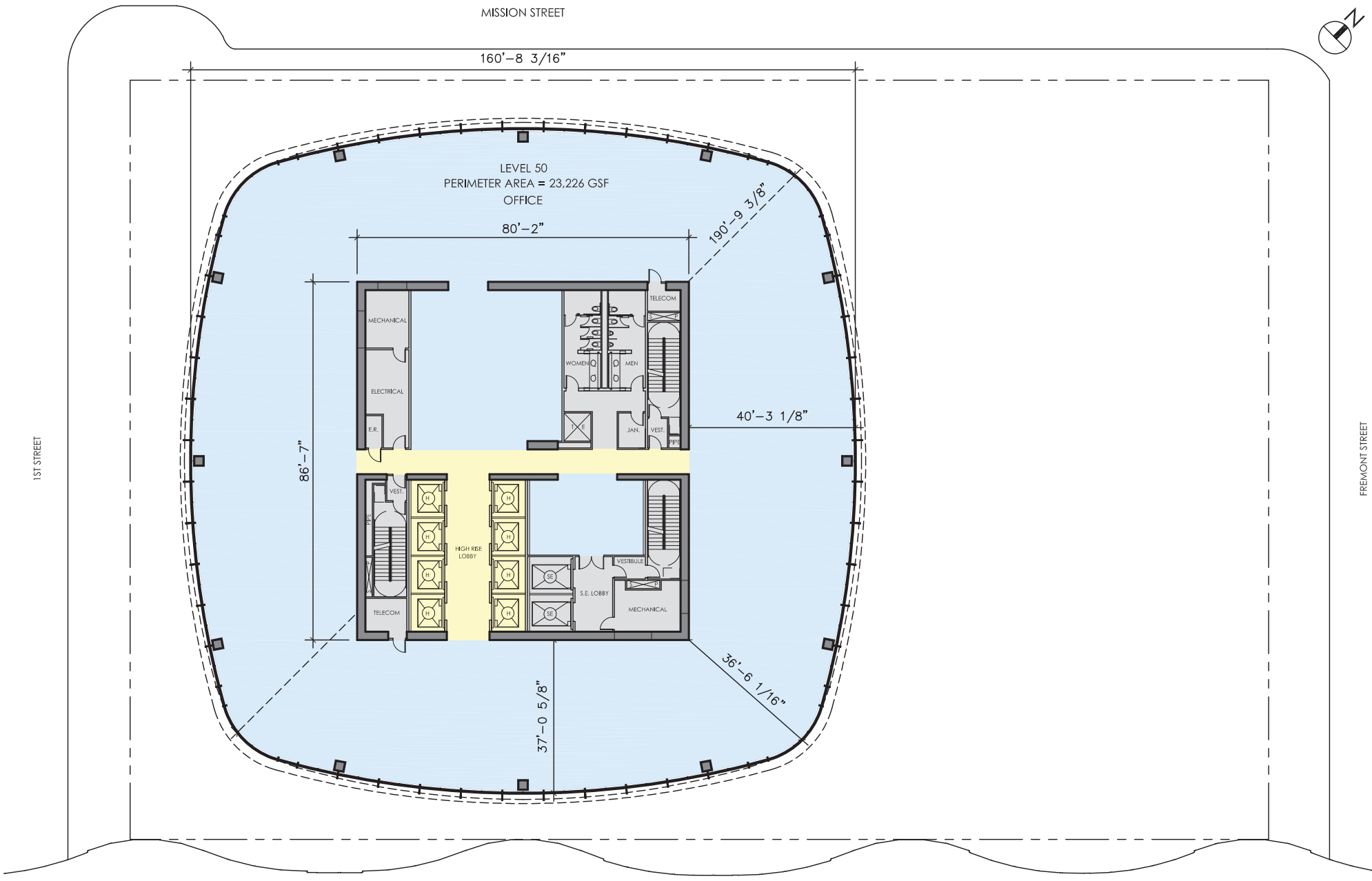


PLAN - LEVEL 48

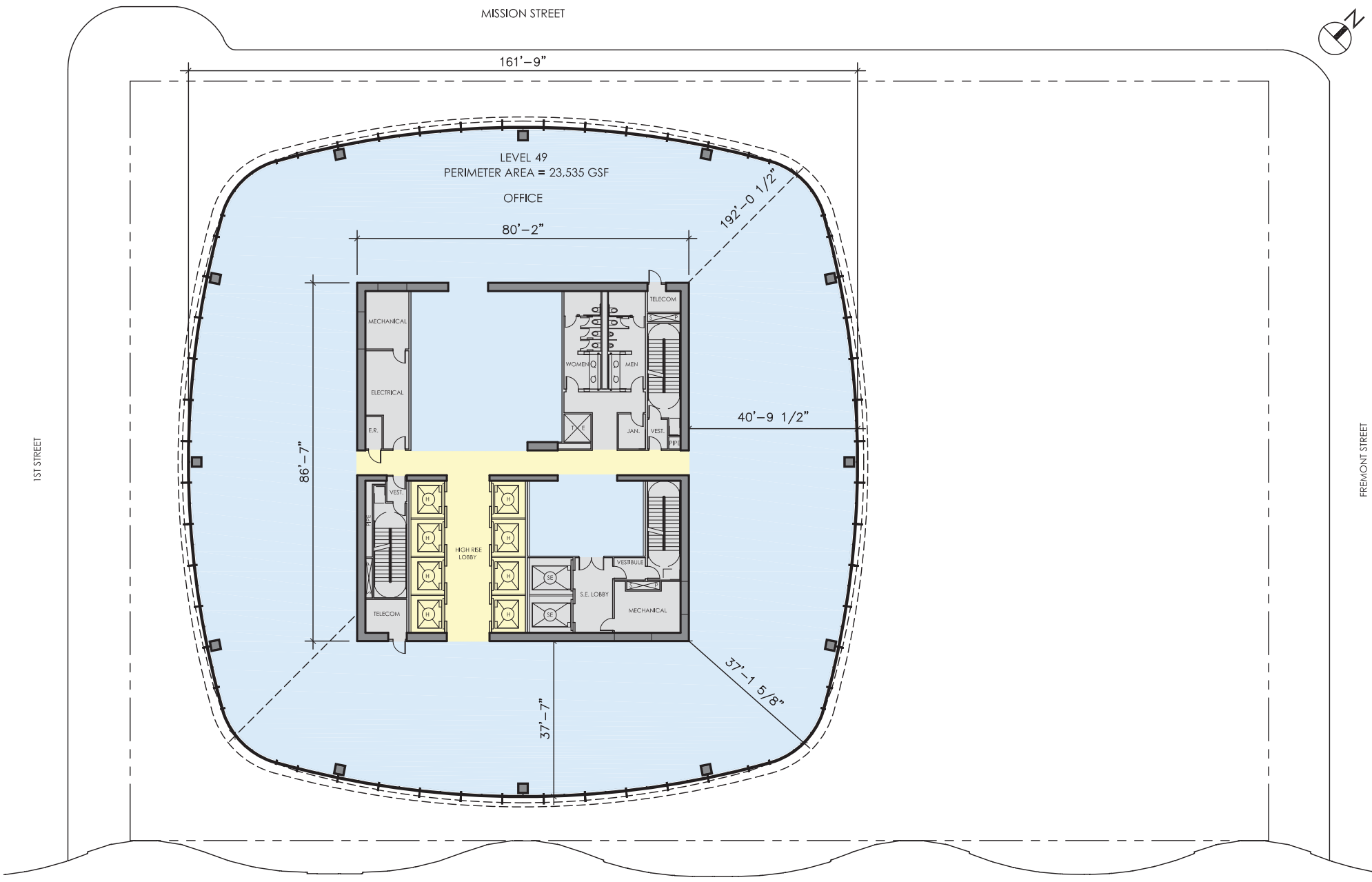


PLAN - LEVEL 47

SCALE: 1/32" = 1'-0"

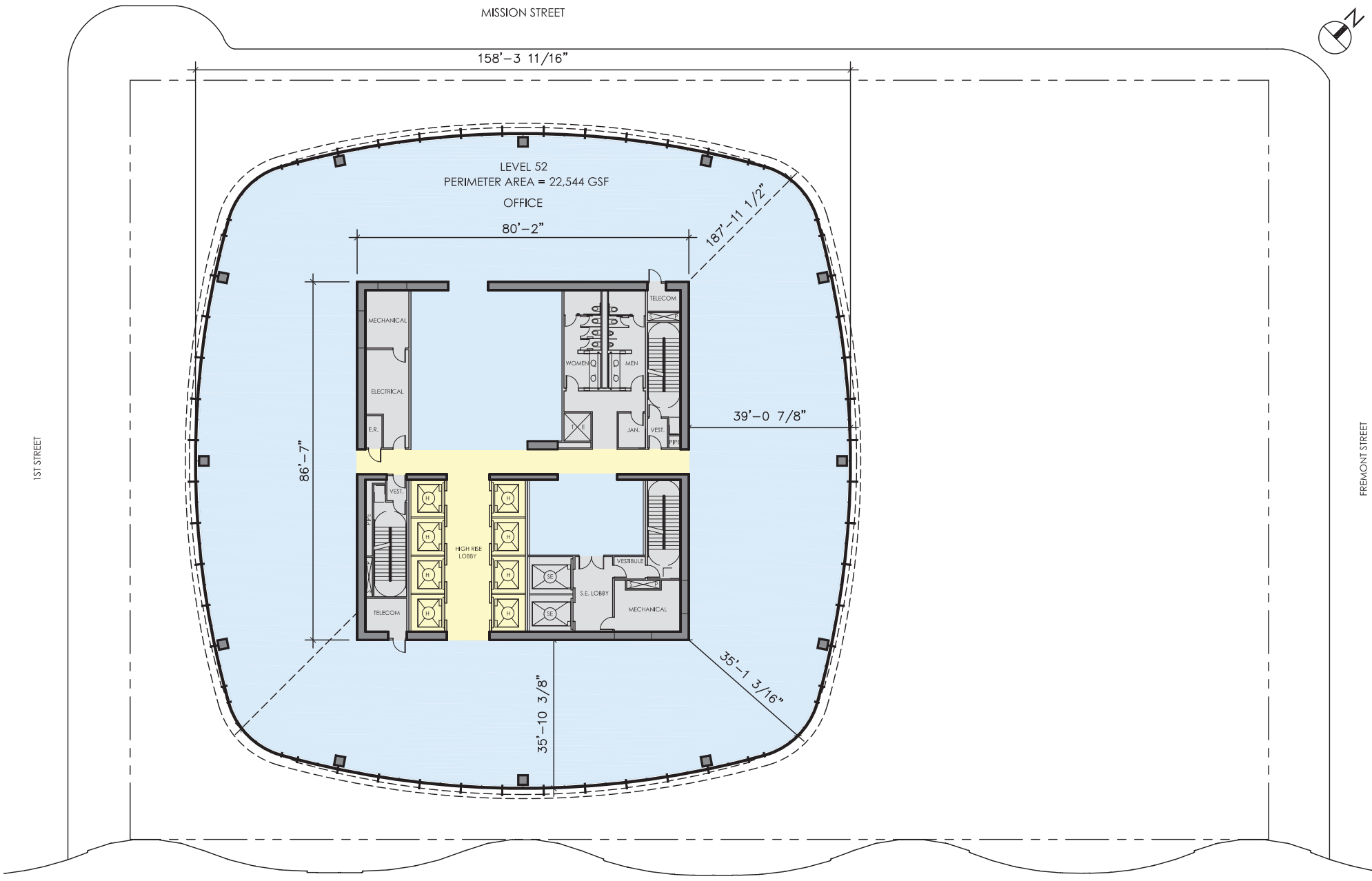


PLAN - LEVEL 50

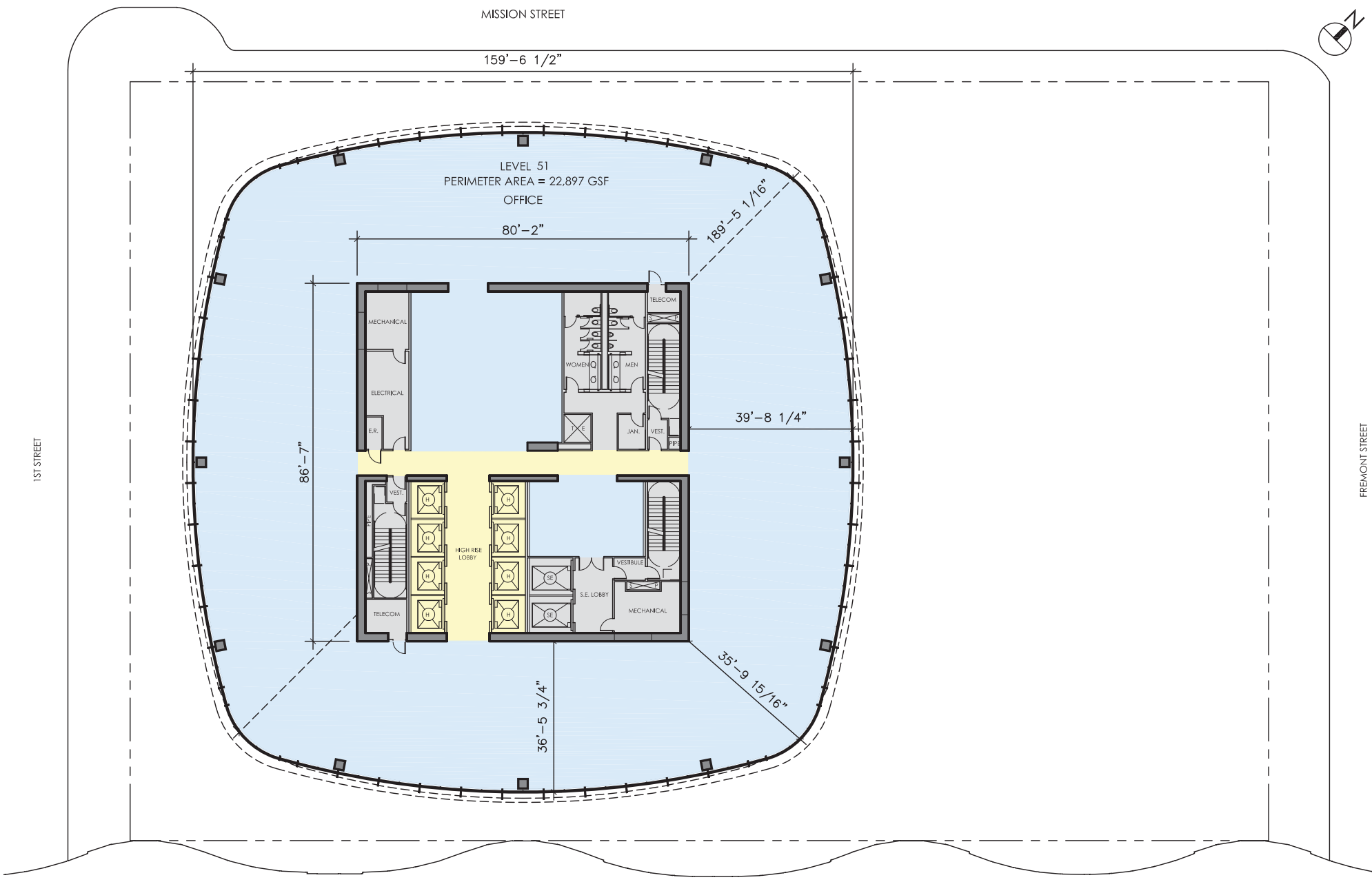


PLAN - LEVEL 49

SCALE: 1/32" = 1'-0"

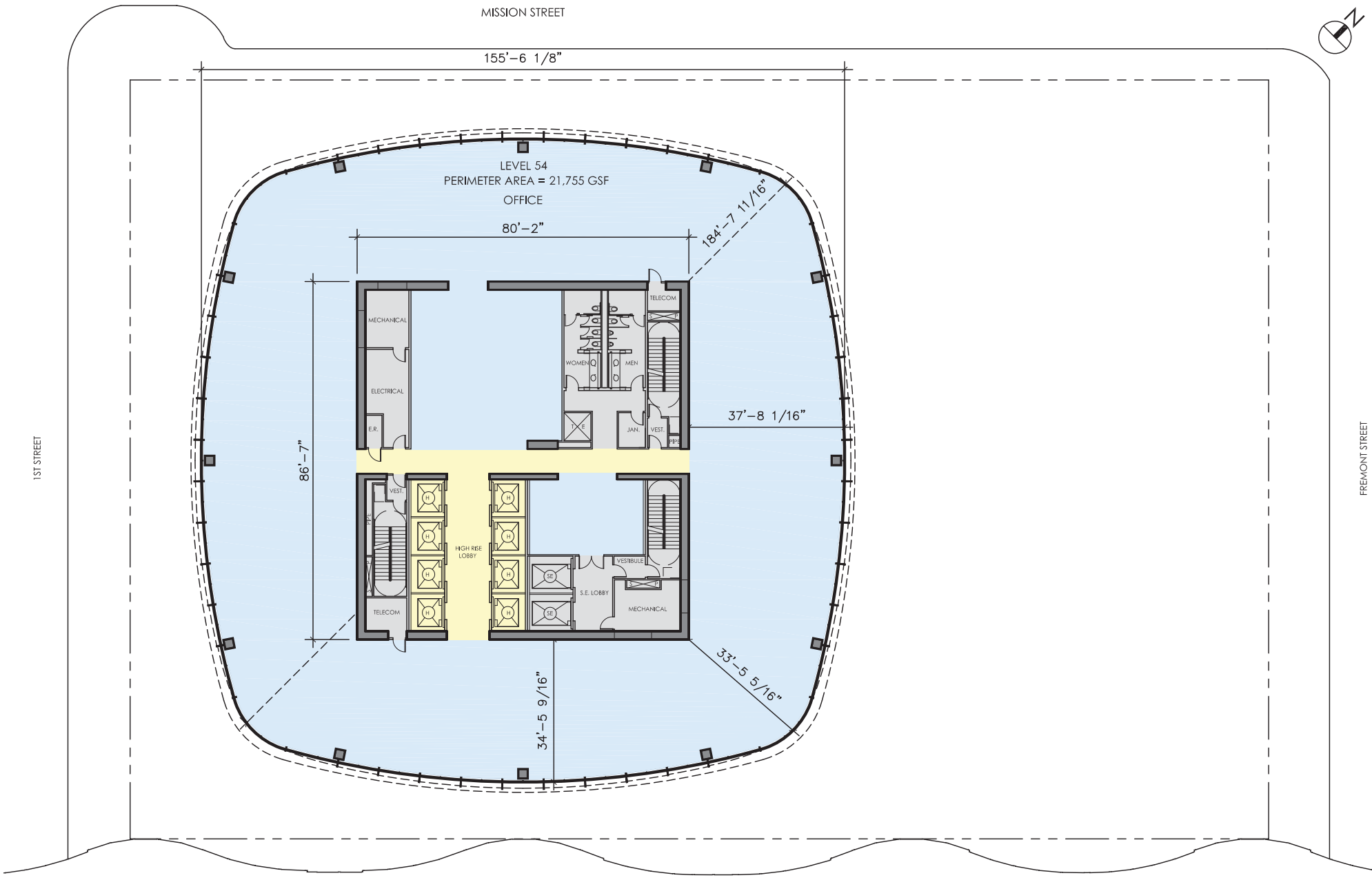


PLAN - LEVEL 52

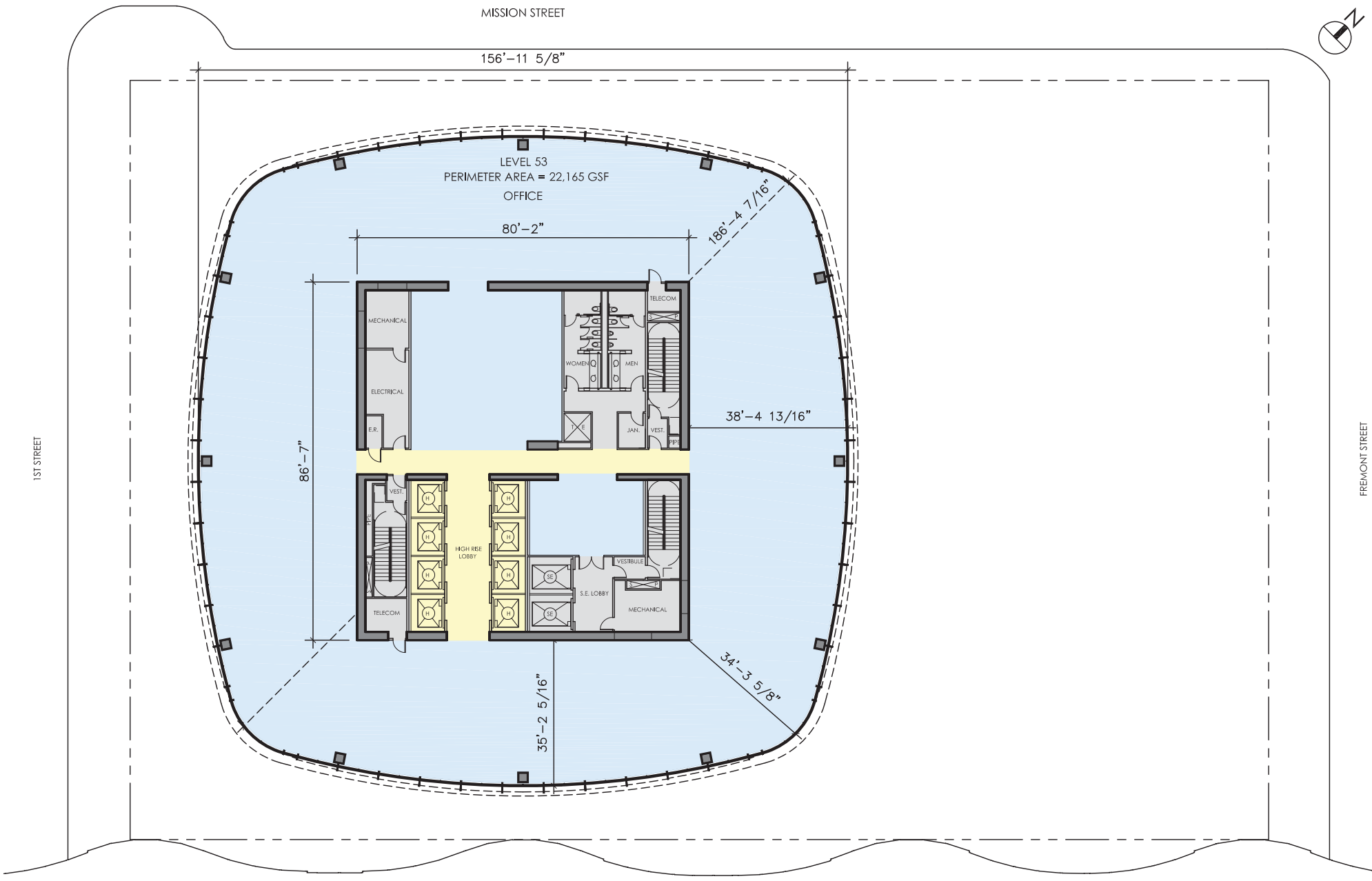


PLAN - LEVEL 51

SCALE: 1/32" = 1'-0"

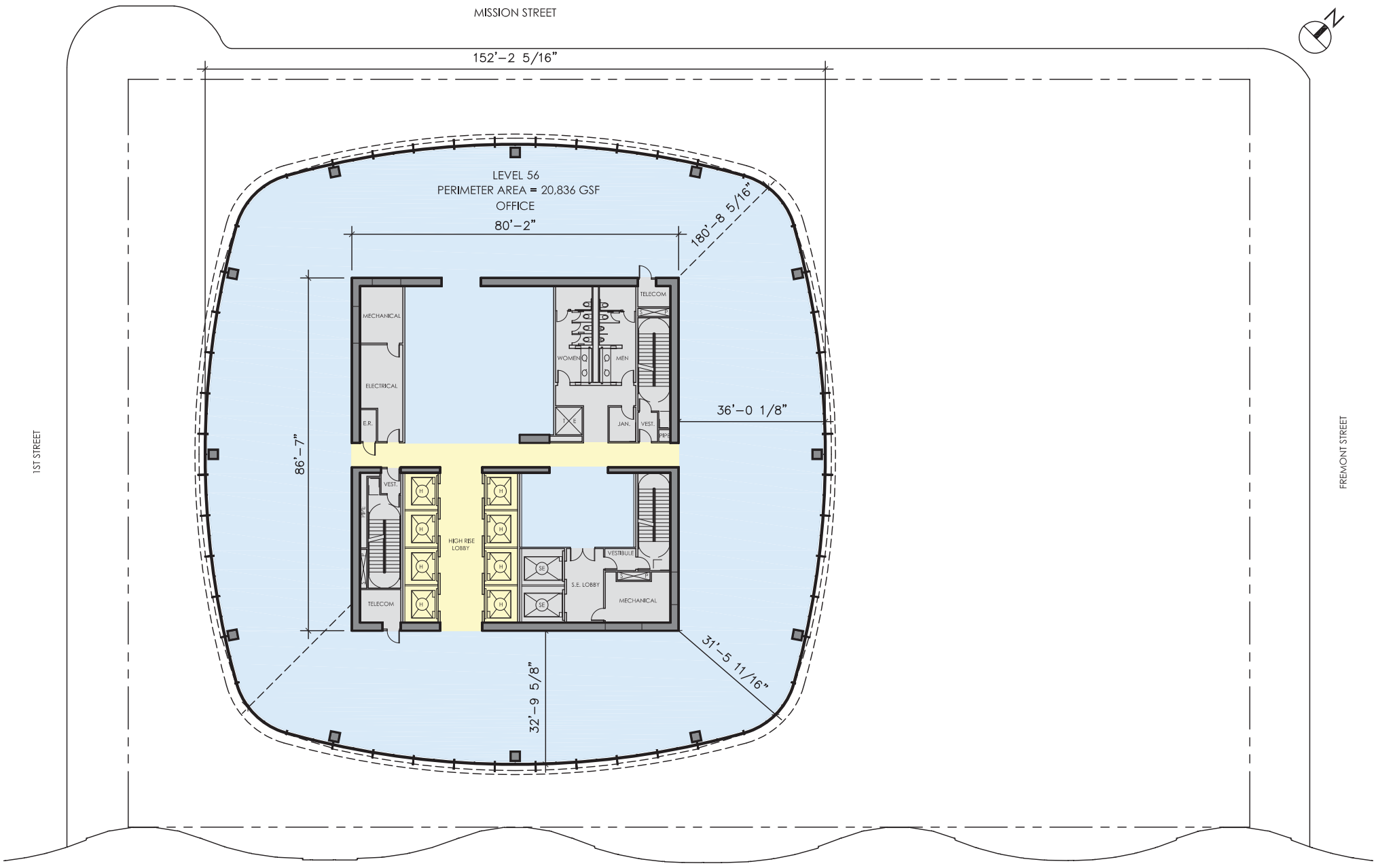


PLAN - LEVEL 54

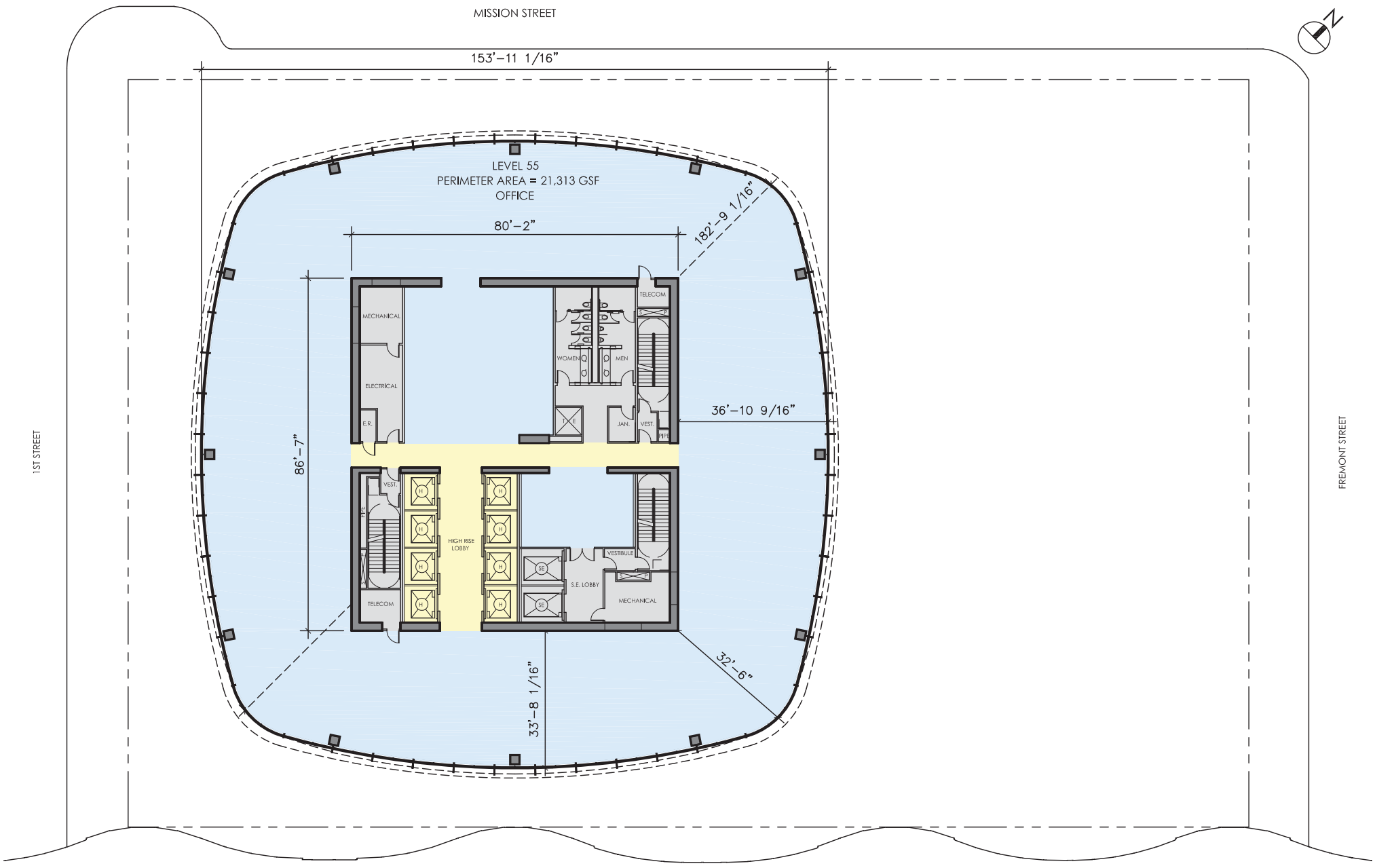


PLAN - LEVEL 53

SCALE: 1/32" = 1'-0"

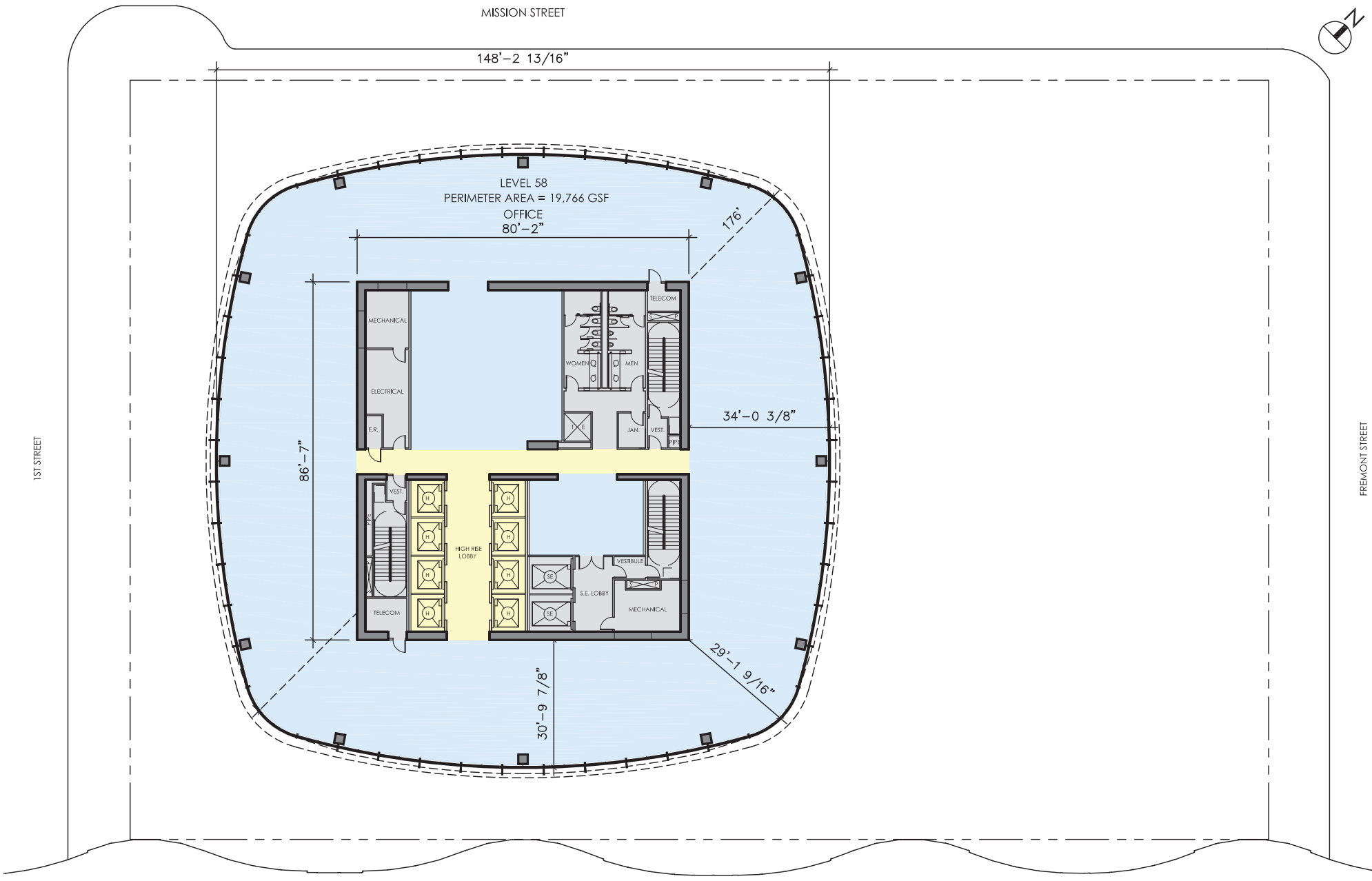


PLAN - LEVEL 56

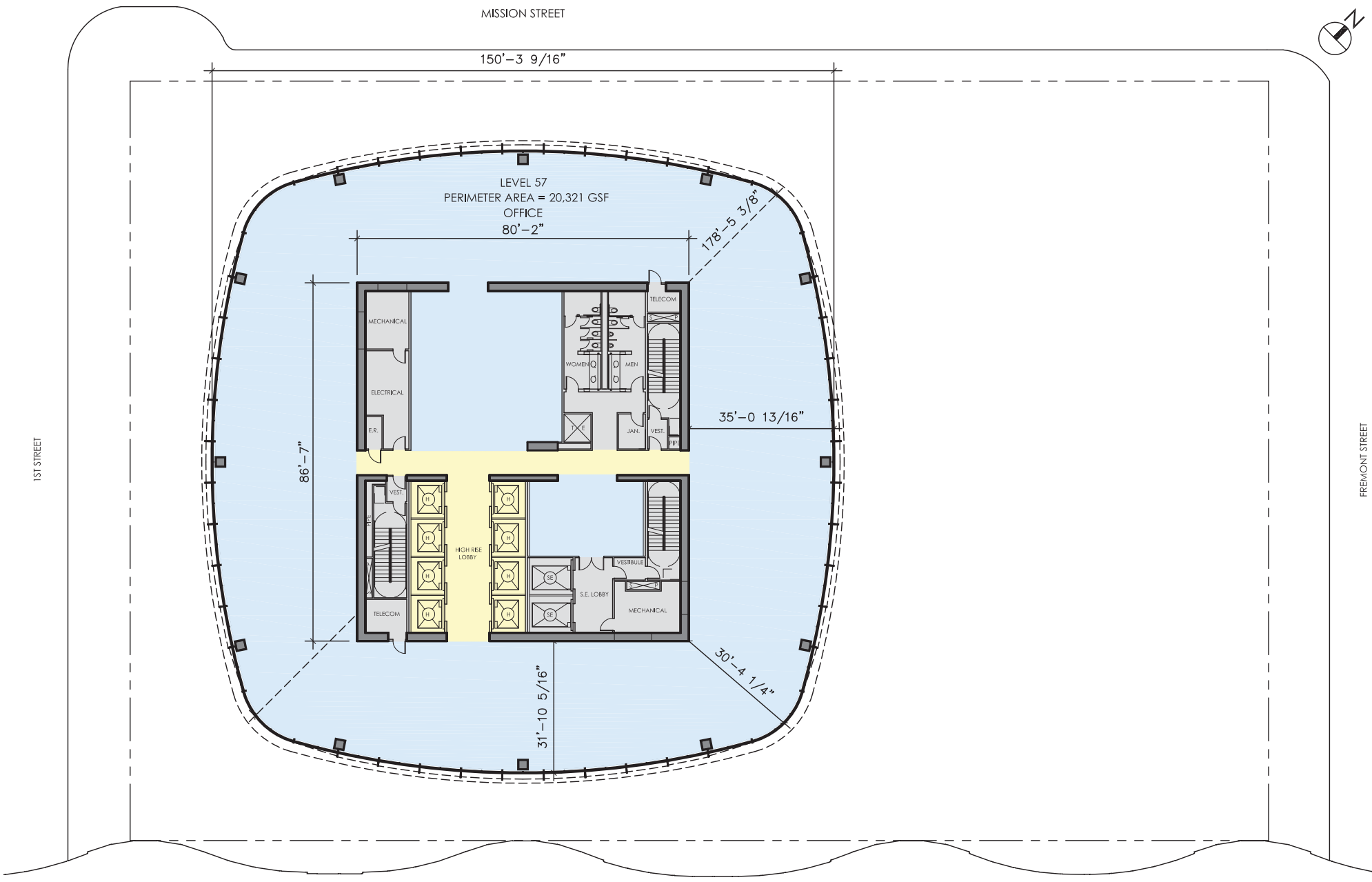


PLAN - LEVEL 55

SCALE: 1/32" = 1'-0"

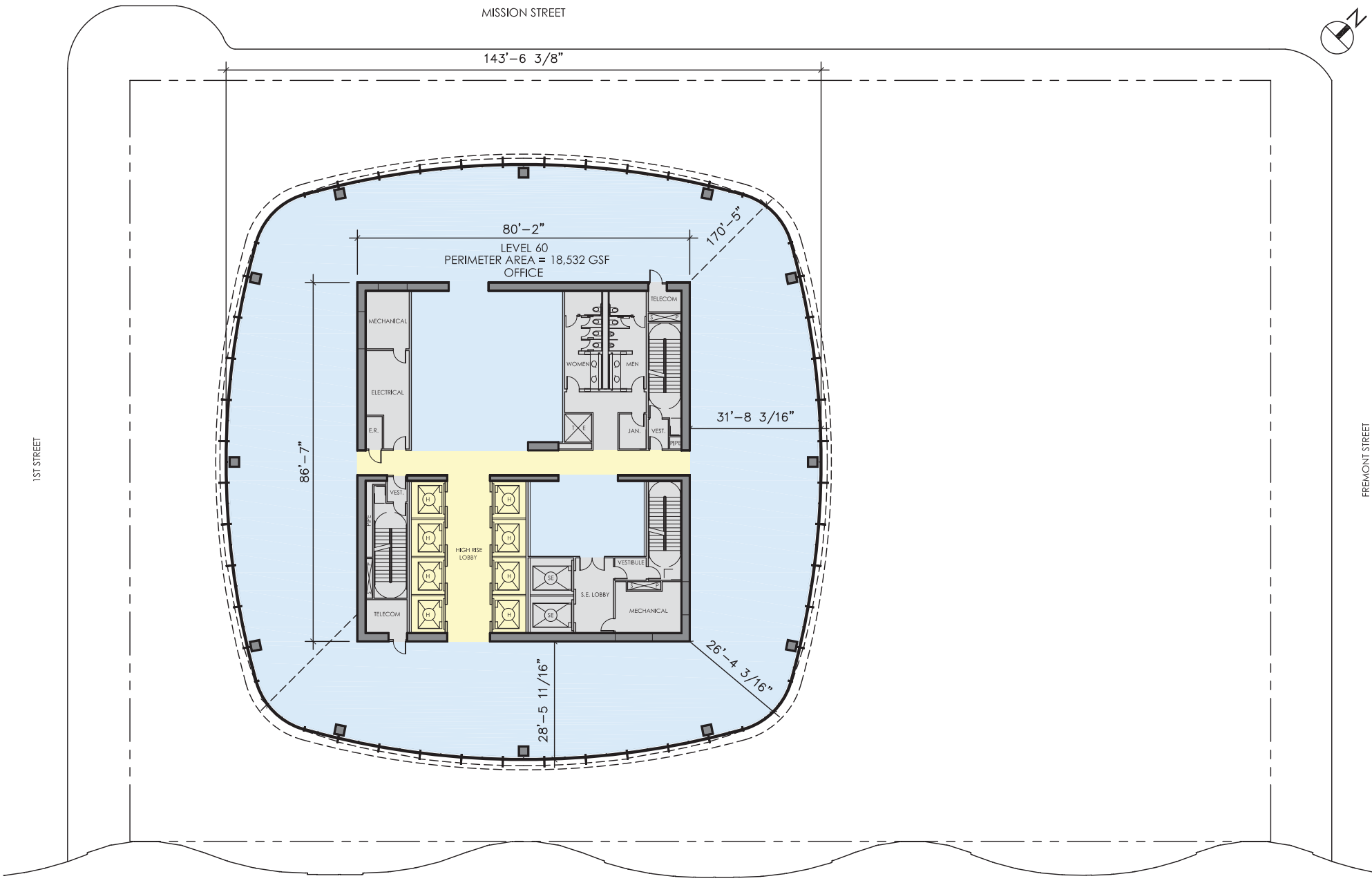


PLAN - LEVEL 58

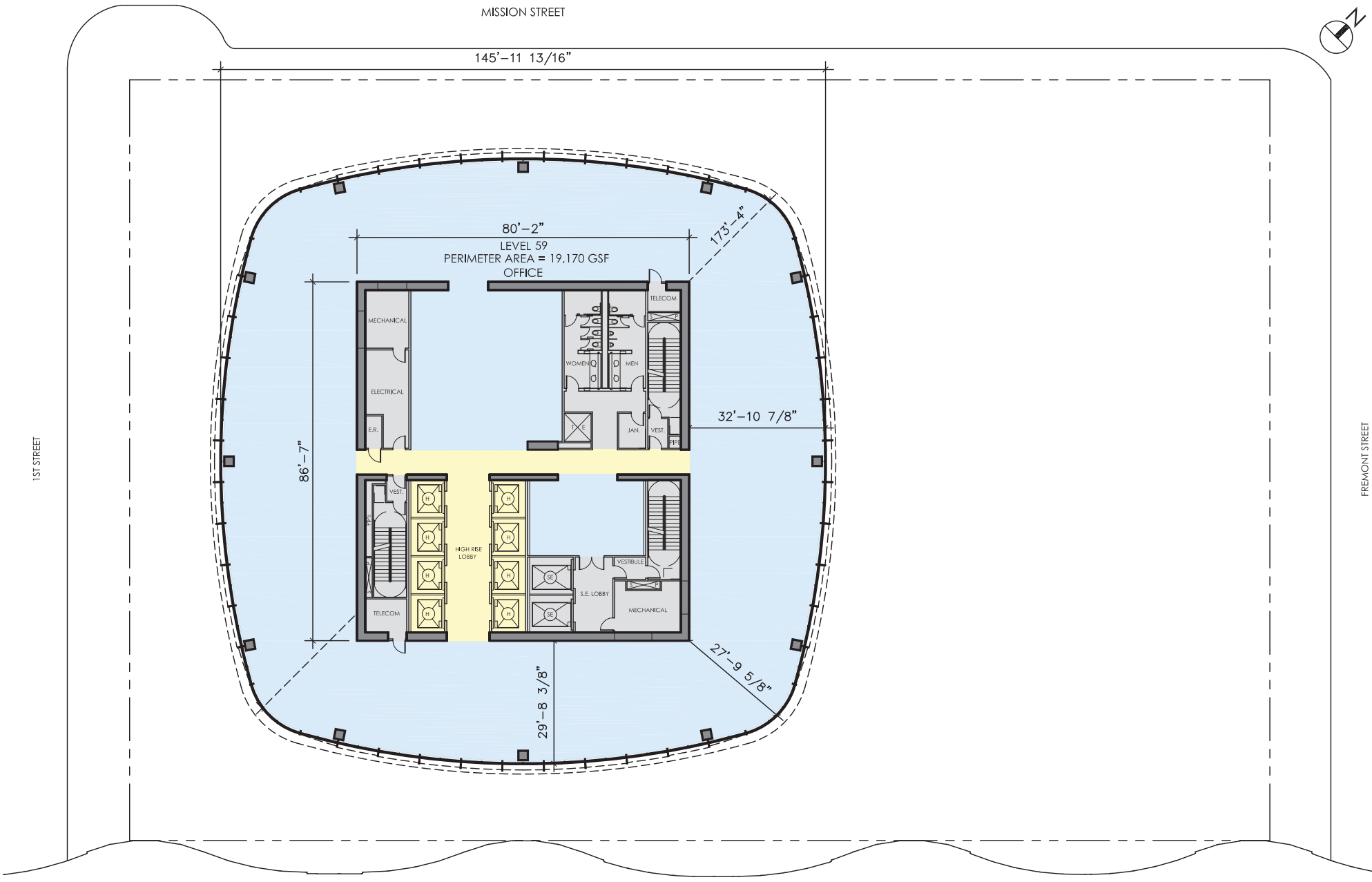


PLAN - LEVEL 57

SCALE: 1/32" = 1'-0"

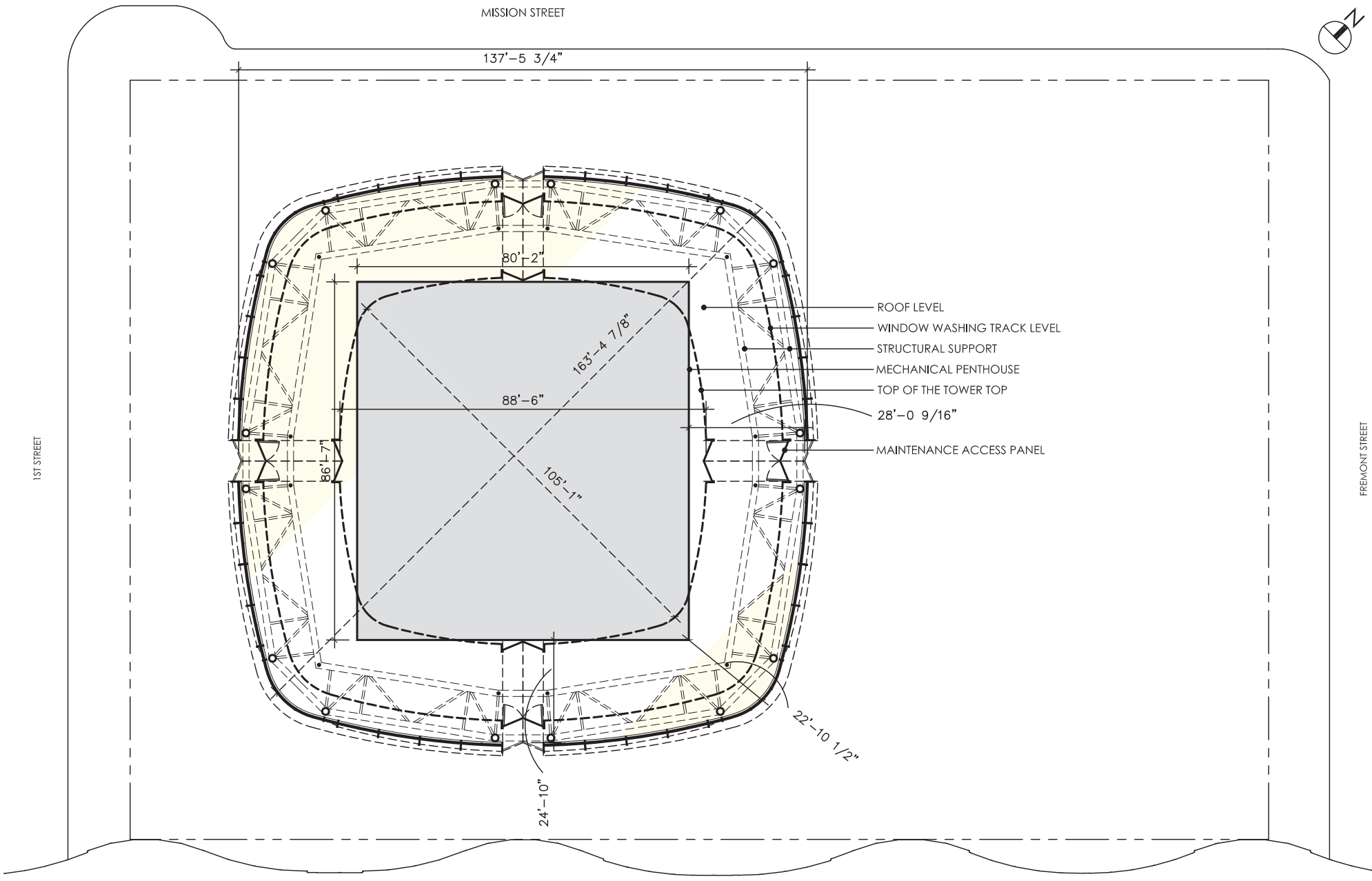


PLAN - LEVEL 60

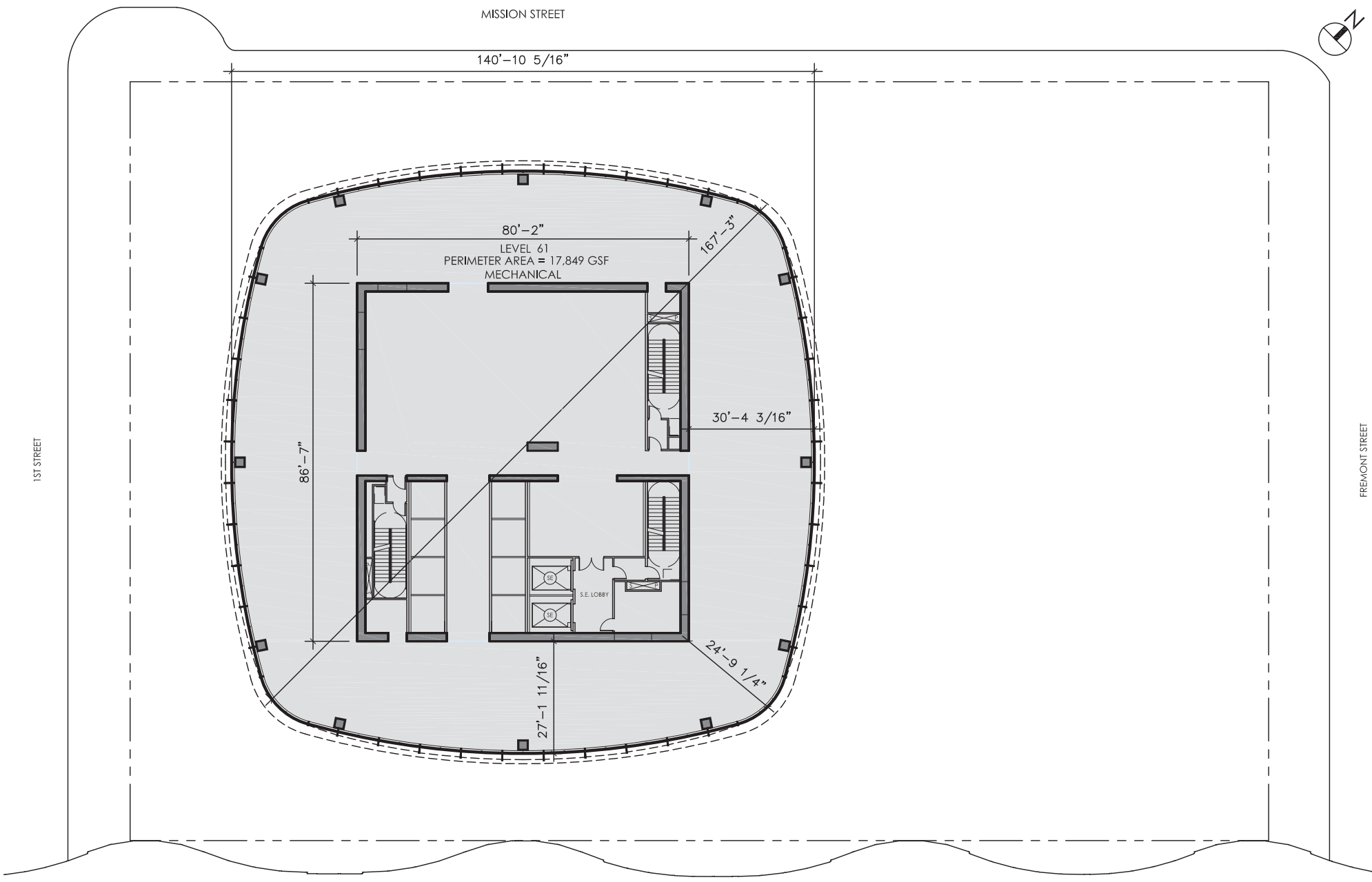


PLAN - LEVEL 59

SCALE: 1/32" = 1'-0"

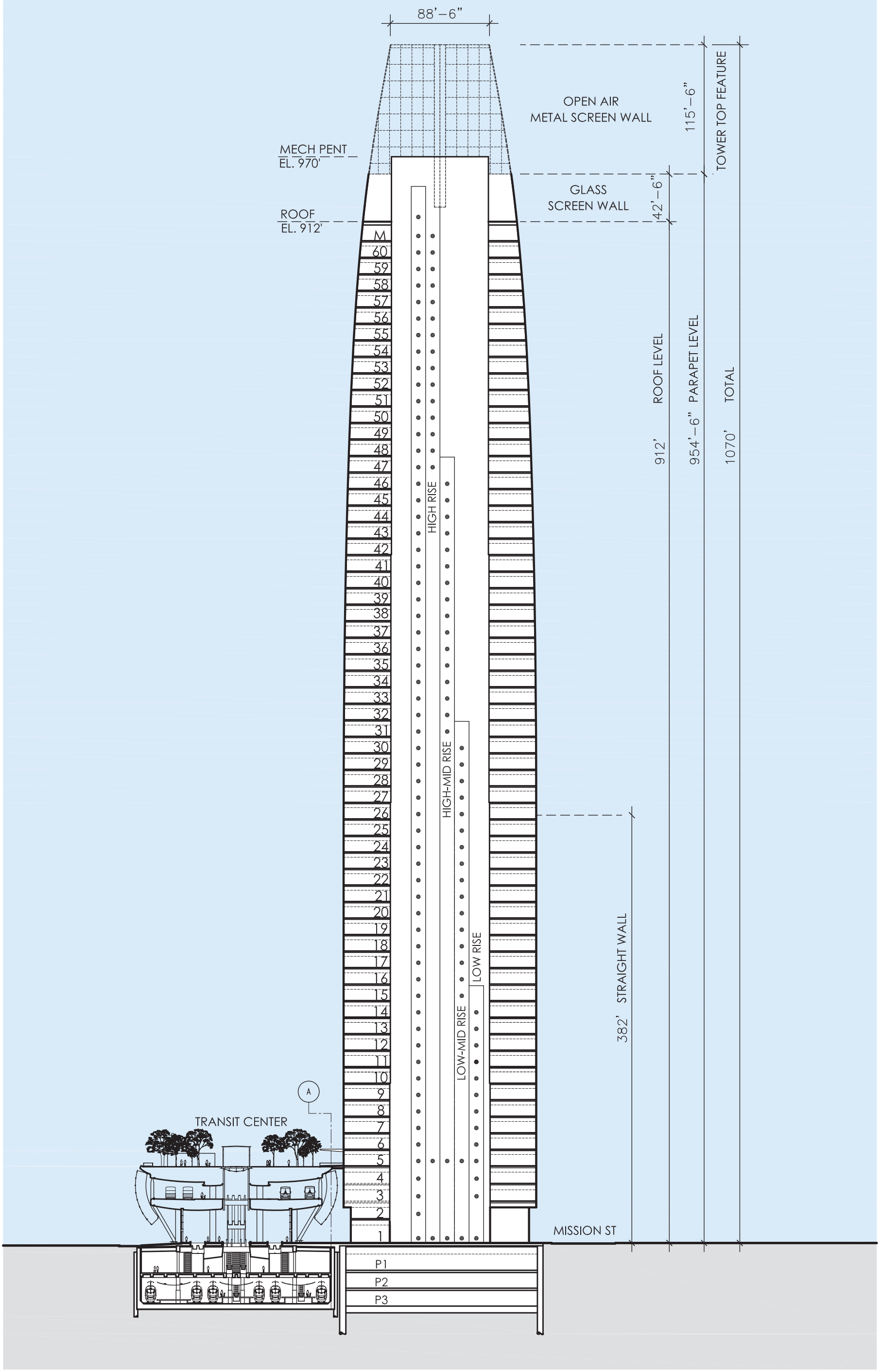


PLAN - ROOF

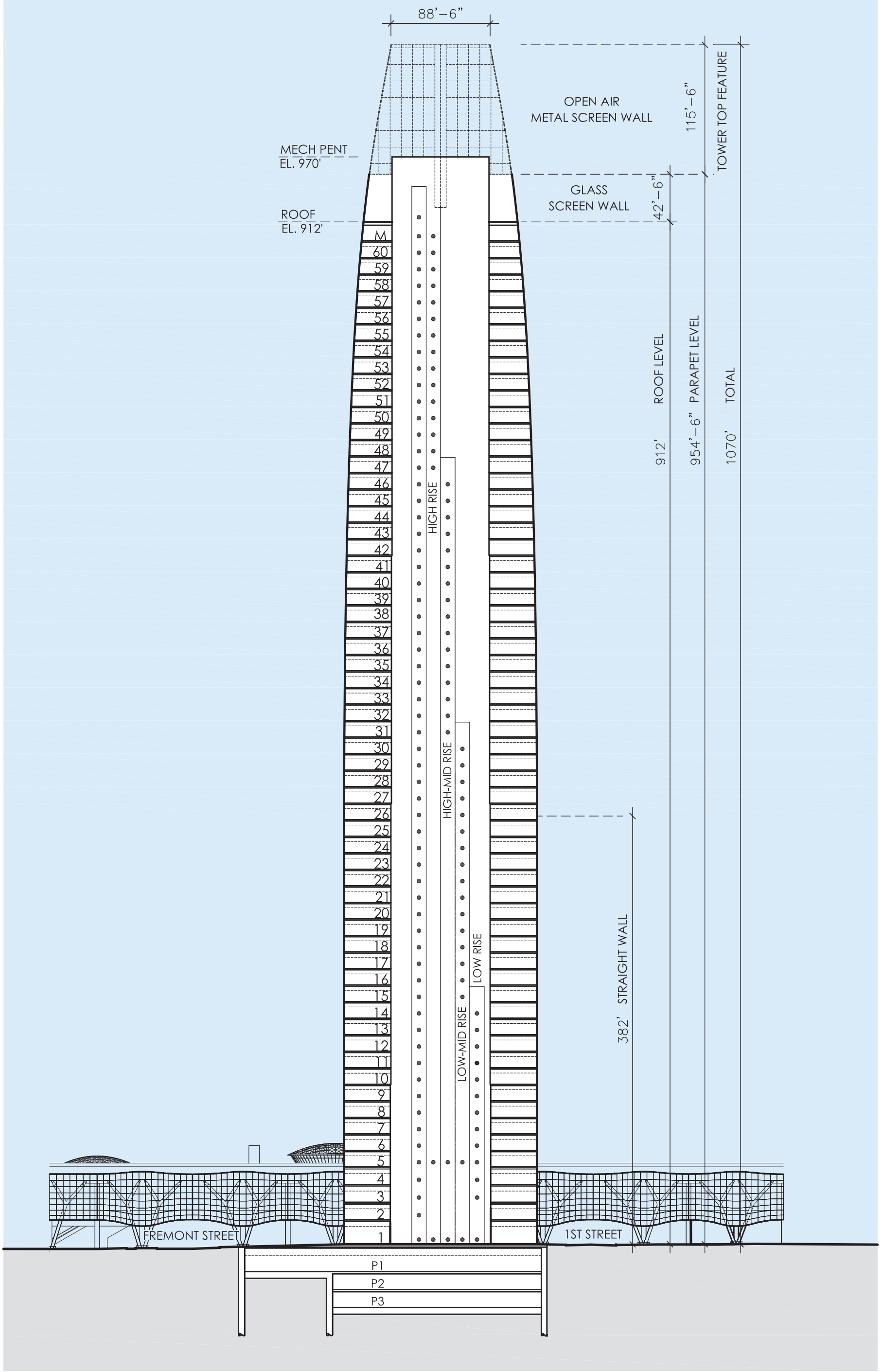


PLAN - LEVEL 61

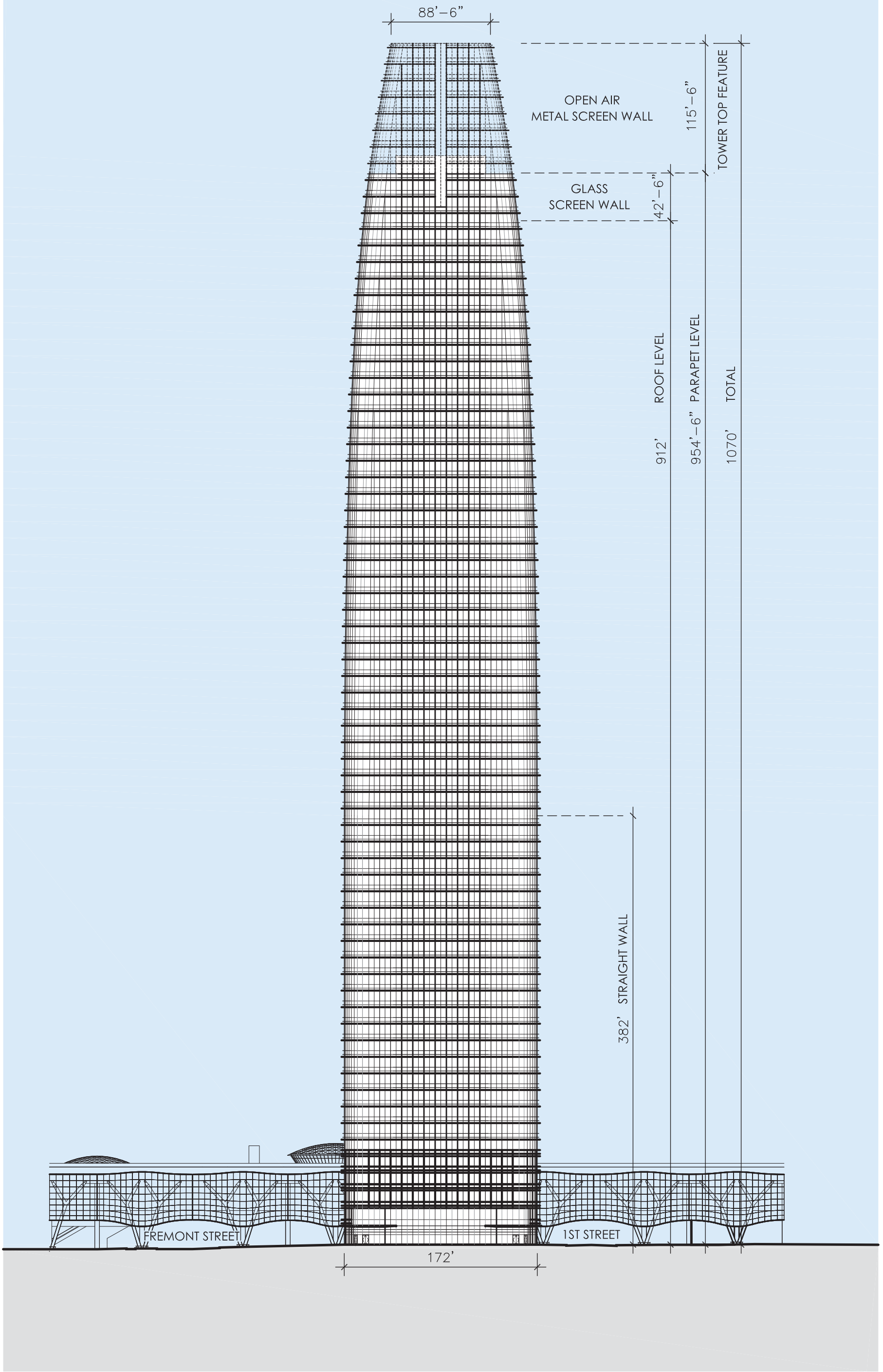
SCALE: 1/32" = 1'-0"



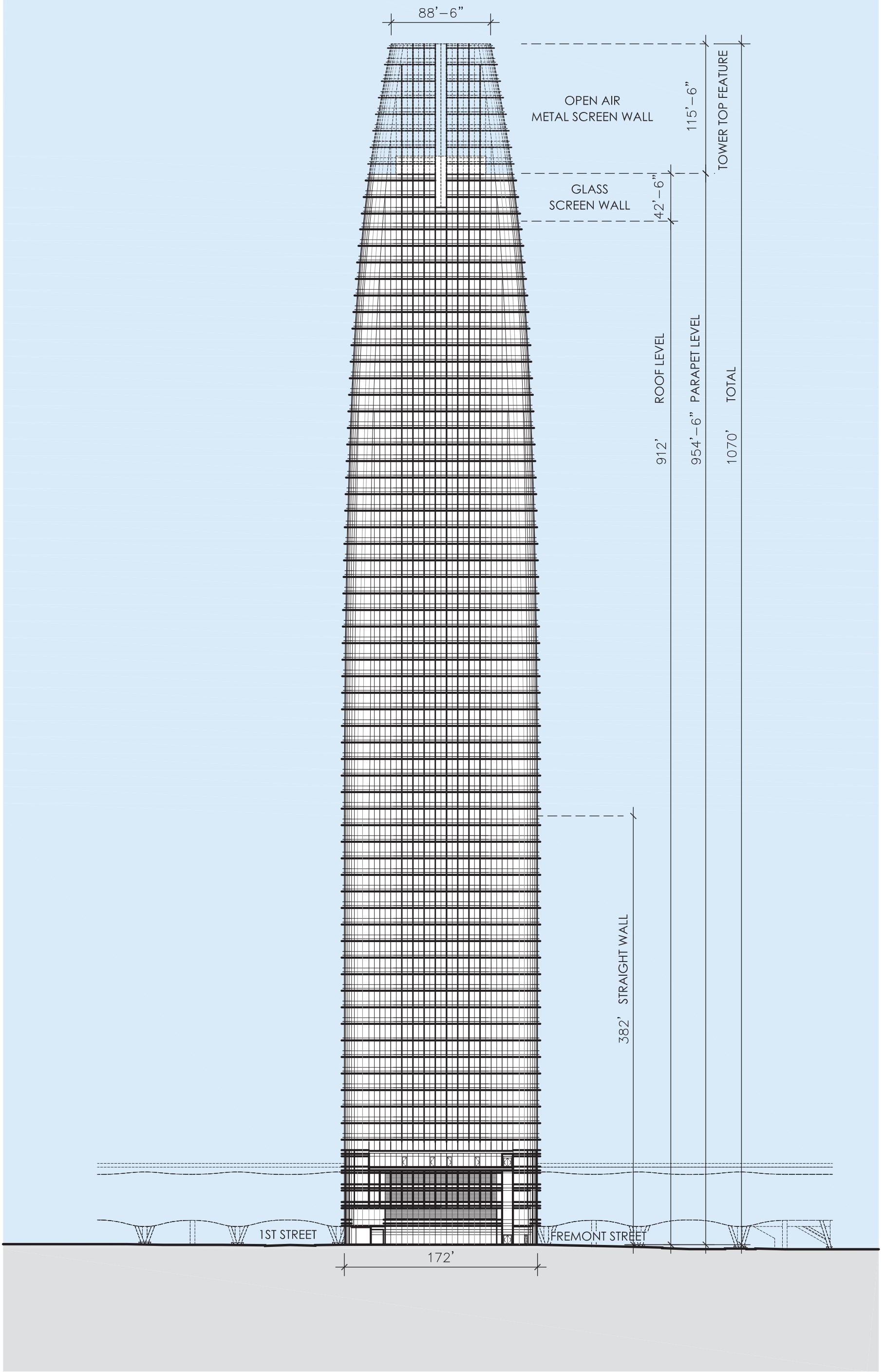
TOWER SECTION - NORTH-SOUTH



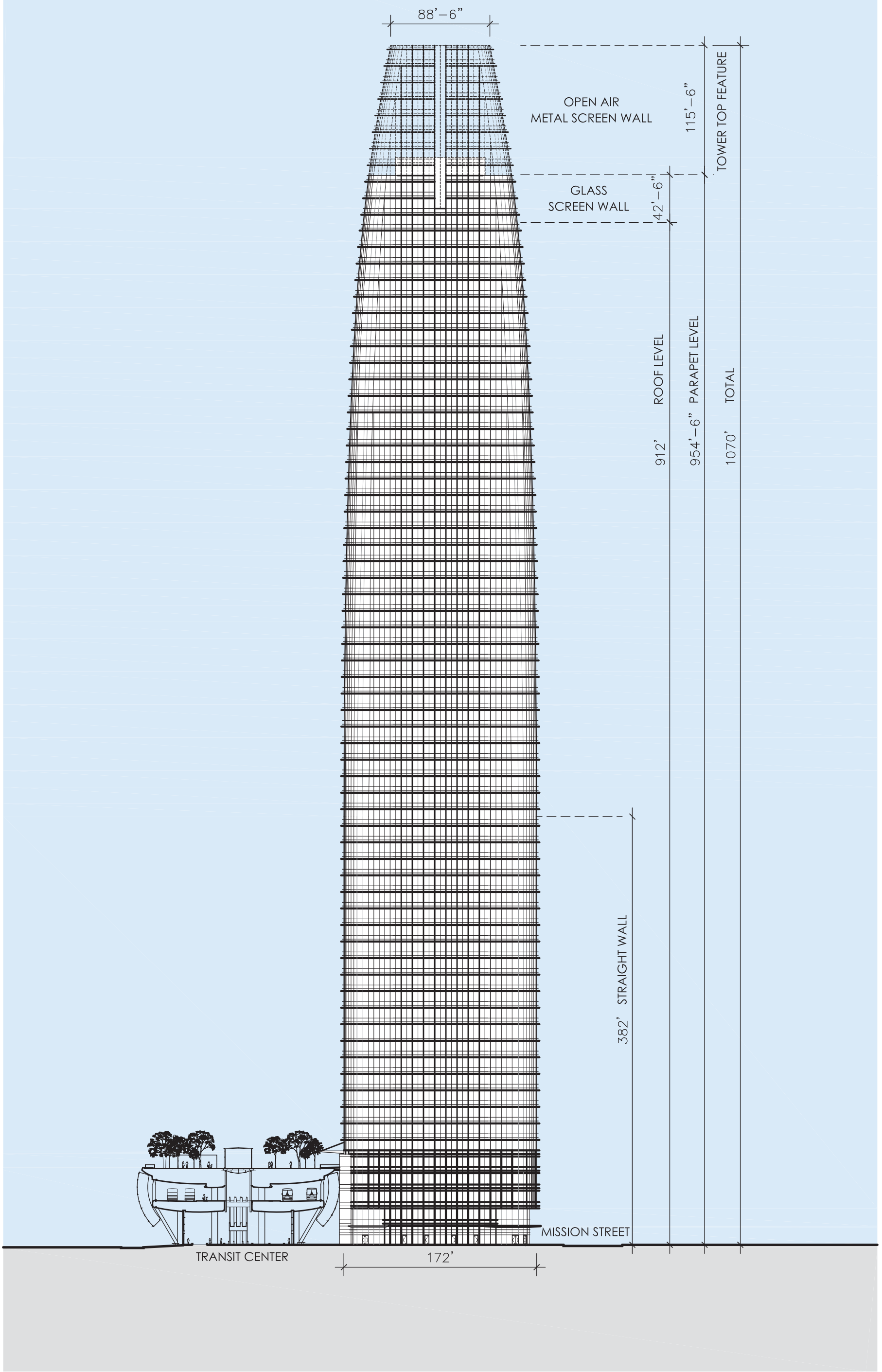
TOWER SECTION - EAST-WEST



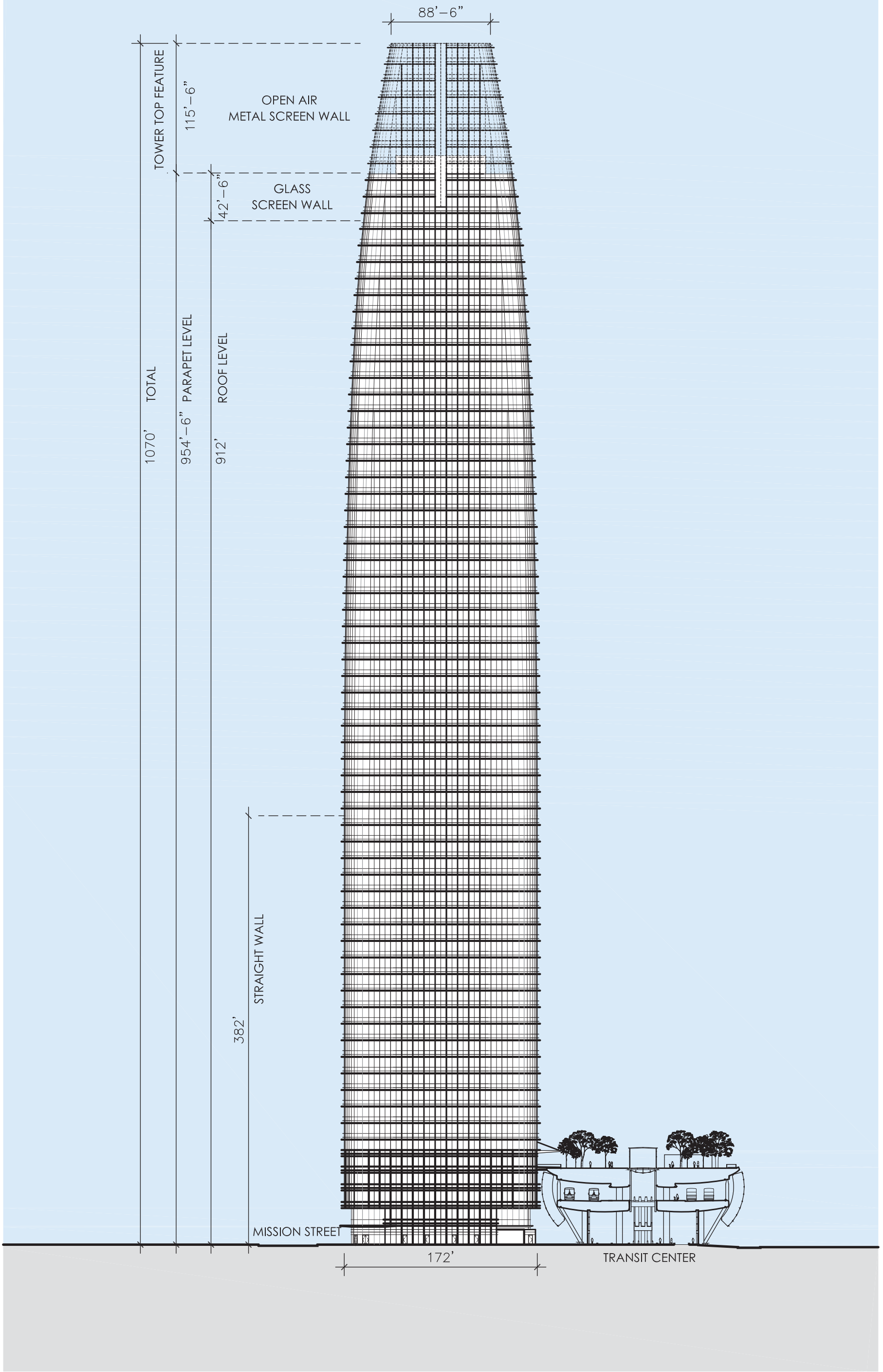
TOWER ELEVATION - NORTH (FACING MISSION STREET)



TOWER ELEVATION - SOUTH (FACING TRANSIT CENTER)



TOWER ELEVATION - EAST (FACING FREMONT STREET)

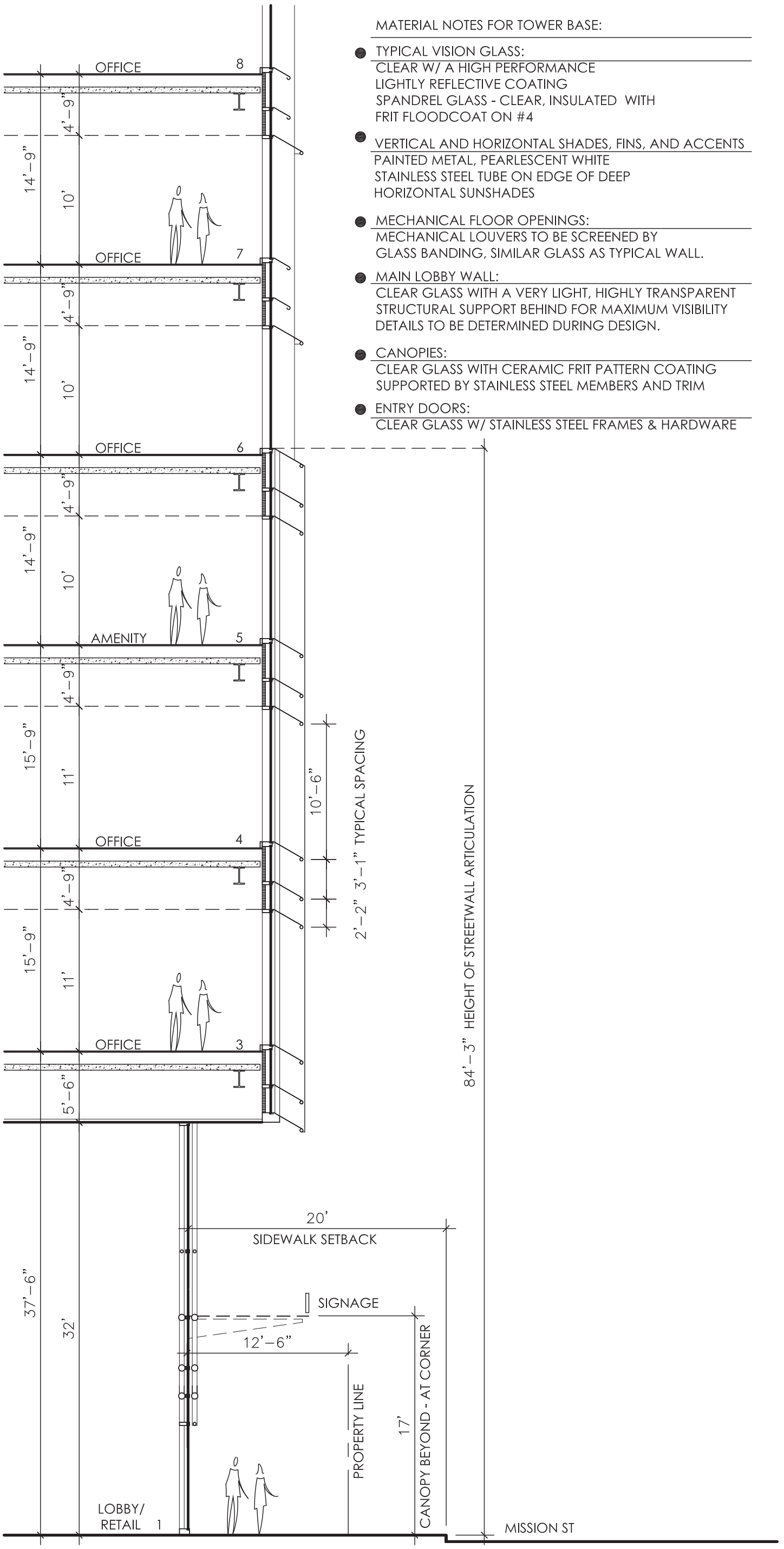


TOWER ELEVATION - WEST (FACING 1ST STREET)

STREET LEVEL IMAGE - MISSION AND 1ST STREETS

STREET LEVEL IMAGE - MISSION AND FREMONT STREETS

TOWER BASE - MISSION STREET

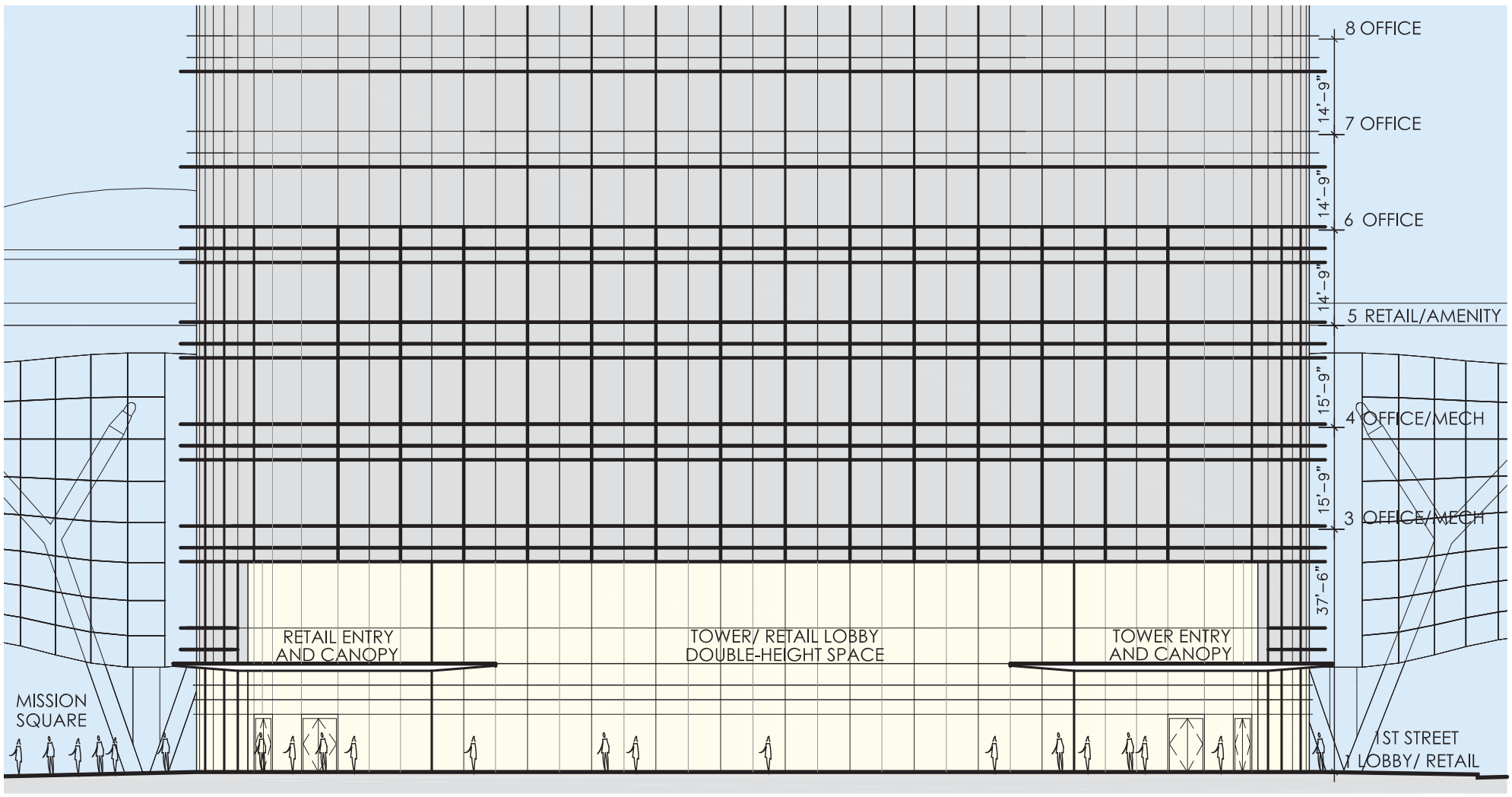


MATERIAL NOTES FOR TOWER BASE:

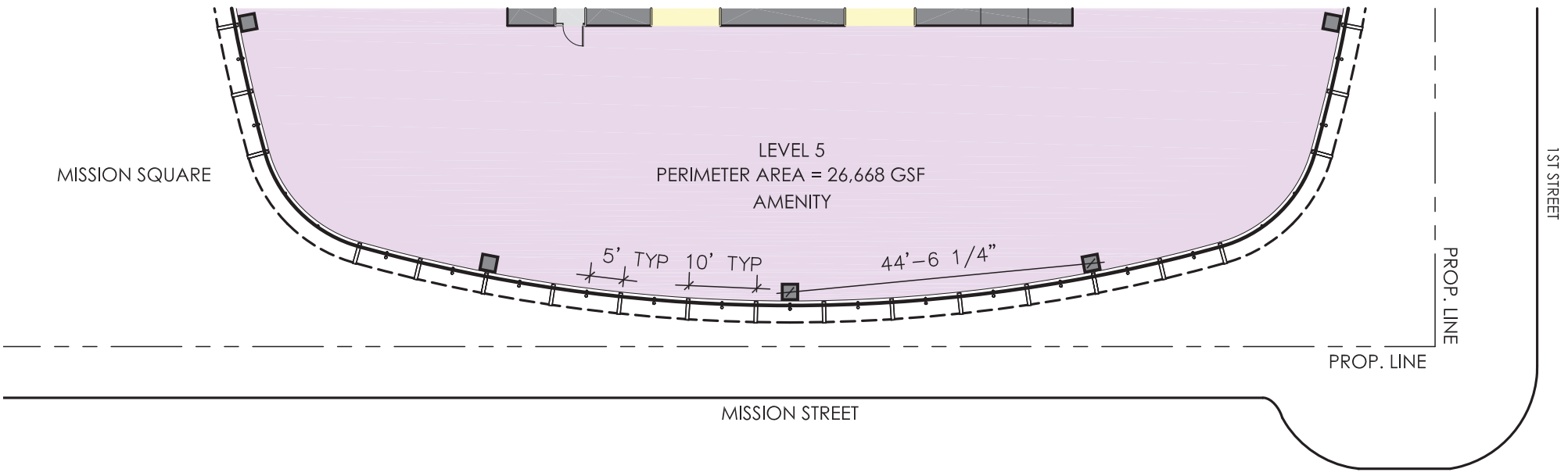
- TYPICAL VISION GLASS:
  CLEAR W/ A HIGH PERFORMANCE
  LIGHTLY REFLECTIVE COATING
  SPANDREL GLASS - CLEAR, INSULATED WITH
  FRIT FLOODCOAT ON #4
- VERTICAL AND HORIZONTAL SHADES, FINS, AND ACCENTS
  PAINTED METAL, PEARLESCENT WHITE
  STAINLESS STEEL TUBE ON EDGE OF DEEP
  HORIZONTAL SUNSHADES
- MECHANICAL FLOOR OPENINGS:
  MECHANICAL LOUVERS TO BE SCREENED BY
  GLASS BANDING, SIMILAR GLASS AS TYPICAL WALL.
- MAIN LOBBY WALL:
  CLEAR GLASS WITH A VERY LIGHT, HIGHLY TRANSPARENT
  STRUCTURAL SUPPORT BEHIND FOR MAXIMUM VISIBILITY
  DETAILS TO BE DETERMINED DURING DESIGN.
- CANOPIES:
  CLEAR GLASS WITH CERAMIC FRIT PATTERN COATING
  SUPPORTED BY STAINLESS STEEL MEMBERS AND TRIM
- ENTRY DOORS:
  CLEAR GLASS W/ STAINLESS STEEL FRAMES & HARDWARE

TOWER BASE - MISSION STREET - SECTION

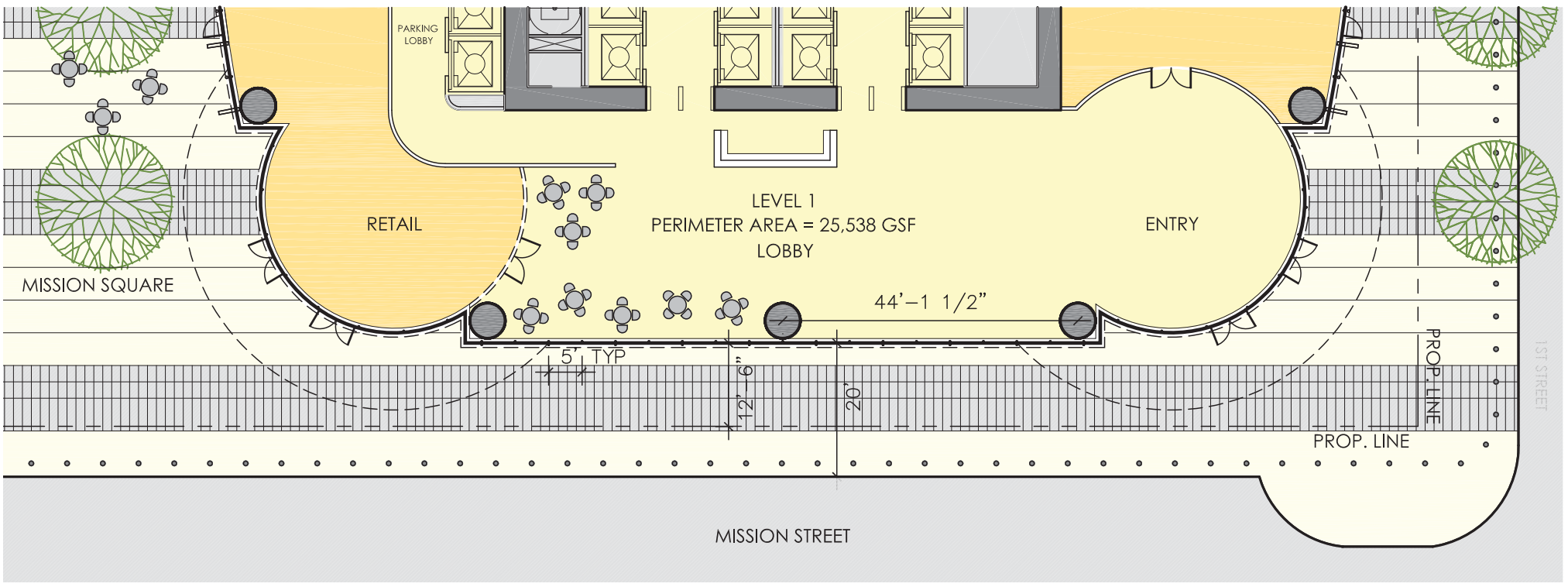
SCALE: 1/8” = 1’-0”



ELEVATION



PLAN LEVEL 5 (EXTERIOR OF LEVEL 3 & 4 SIMILAR)



PLAN LEVEL 1 (EXTERIOR OF LEVEL 2 SIMILAR)

TOWER BASE - MISSION STREET

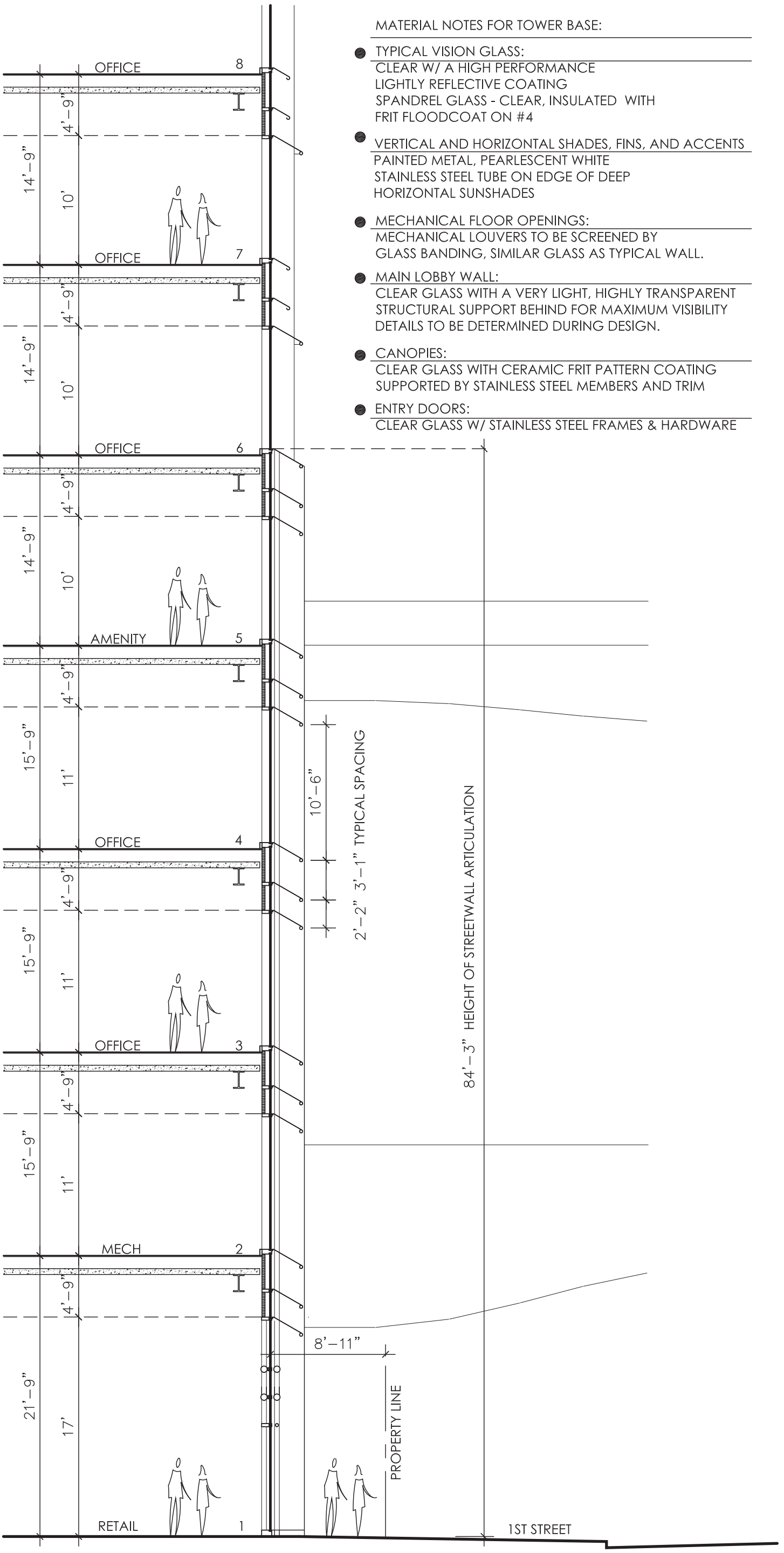
REFER TO SECTION FOR MATERIAL NOTES

SCALE: 3/64” = 1’-0”

STREET LEVEL IMAGE - MISSION AND 1ST STREETS

STREET LEVEL IMAGE - 1ST STREET AT TTC

TOWER BASE - FIRST STREET

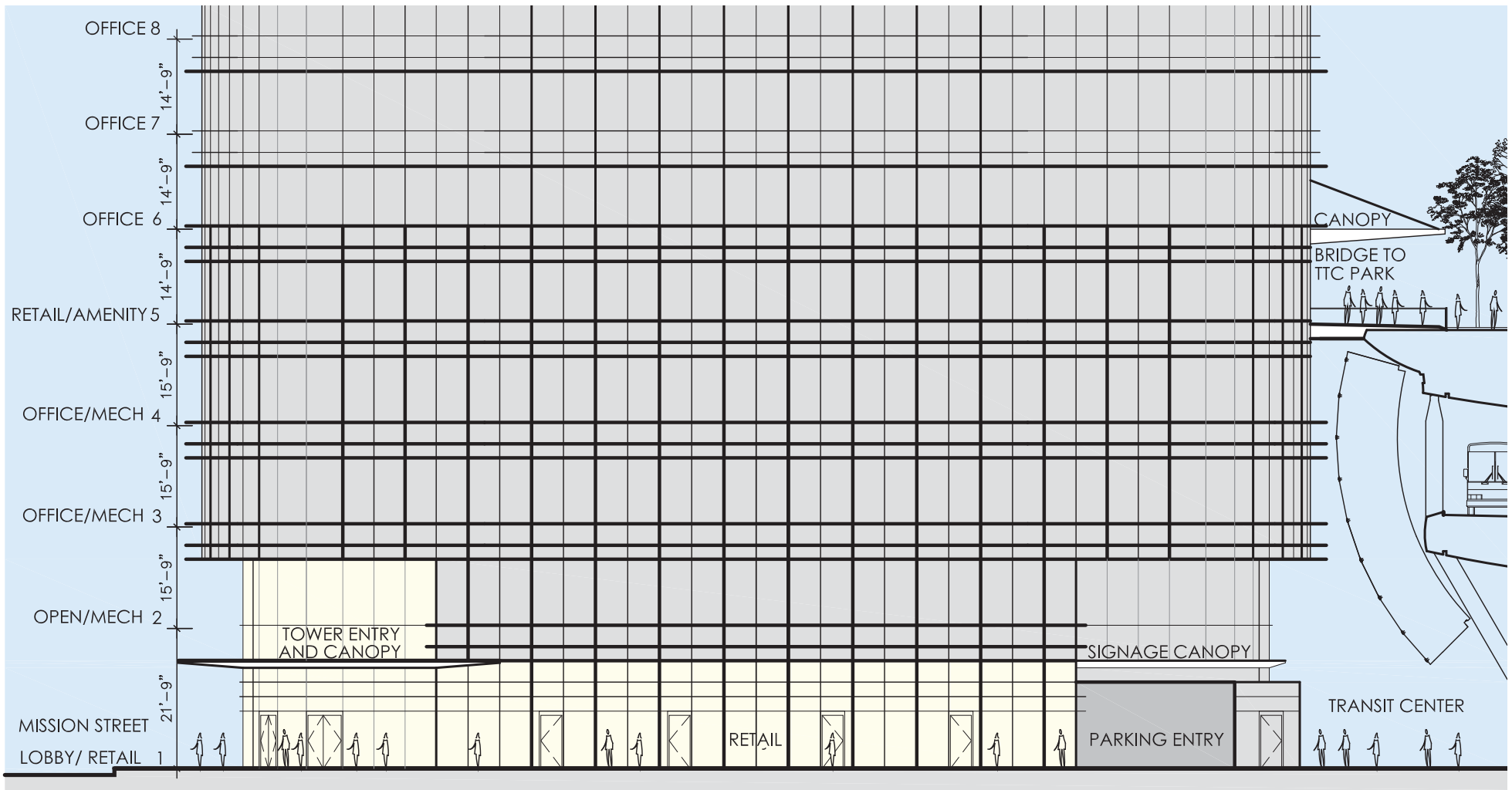


MATERIAL NOTES FOR TOWER BASE:

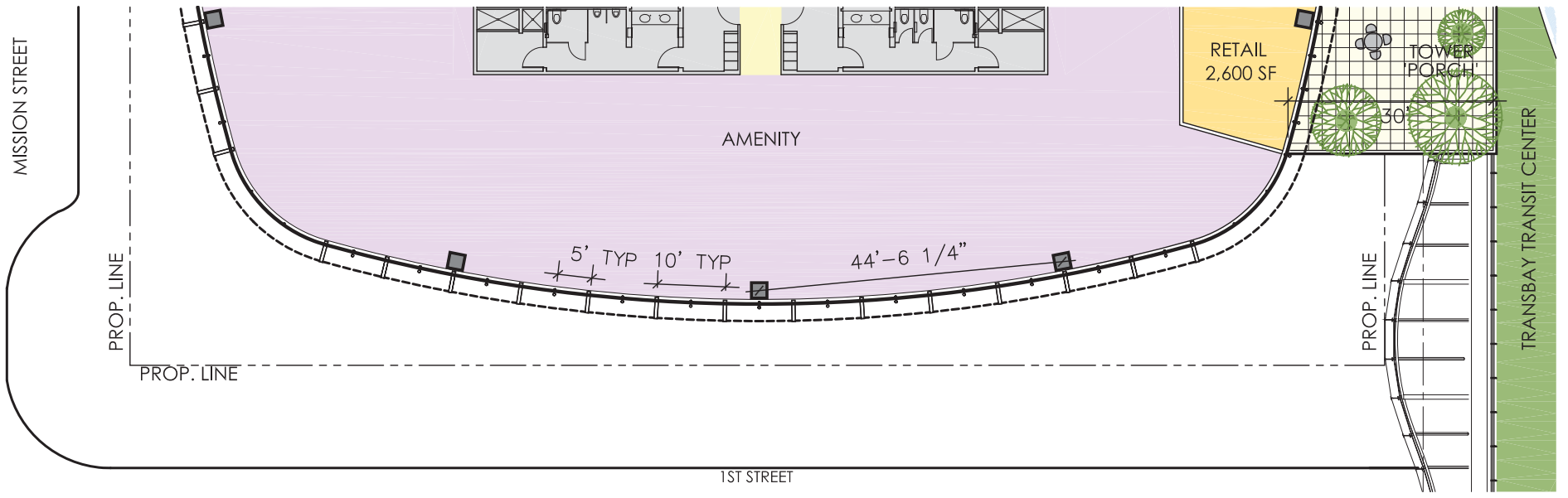
- TYPICAL VISION GLASS:
  CLEAR W/ A HIGH PERFORMANCE
  LIGHTLY REFLECTIVE COATING
  SPANDREL GLASS - CLEAR, INSULATED WITH
  FRIT FLOODCOAT ON #4
- VERTICAL AND HORIZONTAL SHADES, FINS, AND ACCENTS
  PAINTED METAL, PEARLESCENT WHITE
  STAINLESS STEEL TUBE ON EDGE OF DEEP
  HORIZONTAL SUNSHADES
- MECHANICAL FLOOR OPENINGS:
  MECHANICAL LOUVERS TO BE SCREENED BY
  GLASS BANDING, SIMILAR GLASS AS TYPICAL WALL.
- MAIN LOBBY WALL:
  CLEAR GLASS WITH A VERY LIGHT, HIGHLY TRANSPARENT
  STRUCTURAL SUPPORT BEHIND FOR MAXIMUM VISIBILITY
  DETAILS TO BE DETERMINED DURING DESIGN.
- CANOPIES:
  CLEAR GLASS WITH CERAMIC FRIT PATTERN COATING
  SUPPORTED BY STAINLESS STEEL MEMBERS AND TRIM
- ENTRY DOORS:
  CLEAR GLASS W/ STAINLESS STEEL FRAMES & HARDWARE

TOWER BASE - FIRST STREET - SECTION

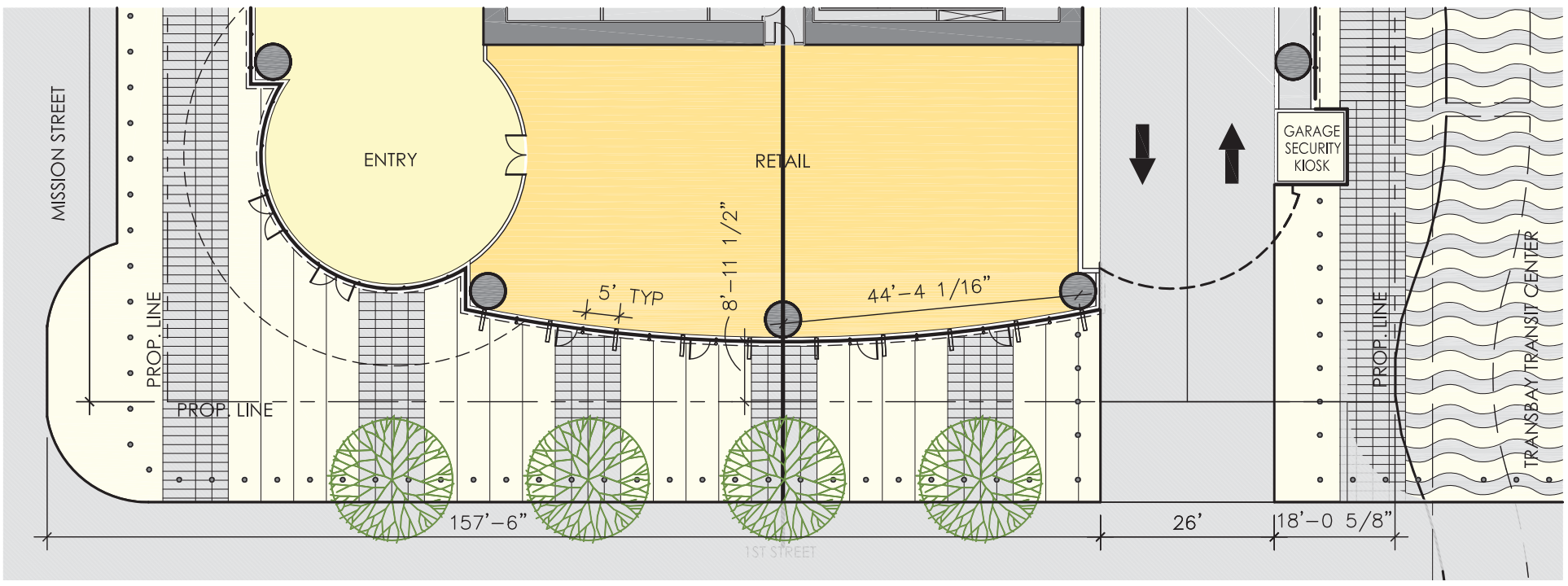
SCALE: 1/8" = 1'-0"



ELEVATION



PLAN LEVEL 5 (EXTERIOR OF 2,3 & 4 SIMILAR)



PLAN LEVEL 1

TOWER BASE - FIRST STREET

REFER TO SECTION FOR MATERIAL NOTES

SCALE: 3/64" = 1'-0"

STREET LEVEL IMAGE - FREMONT AND MISSION STREETS

STREET LEVEL IMAGE - AT TRANSIT CENTER MAIN ENTRANCE

TOWER BASE - FREMONT STREET

MATERIAL NOTES FOR TOWER BASE:

- TYPICAL VISION GLASS:
  CLEAR W/ A HIGH PERFORMANCE
  LIGHTLY REFLECTIVE COATING
  SPANDREL GLASS - CLEAR, INSULATED WITH
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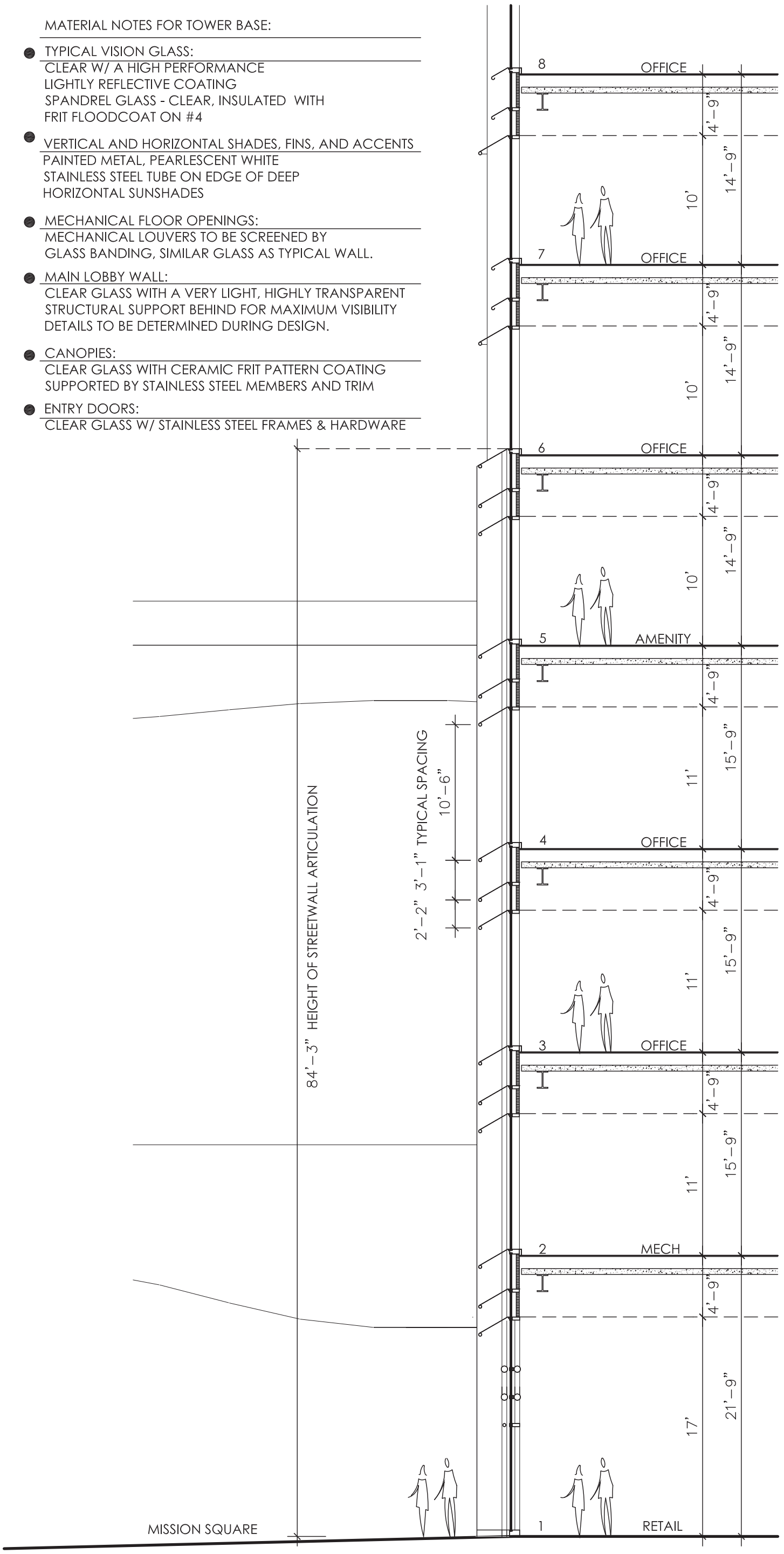
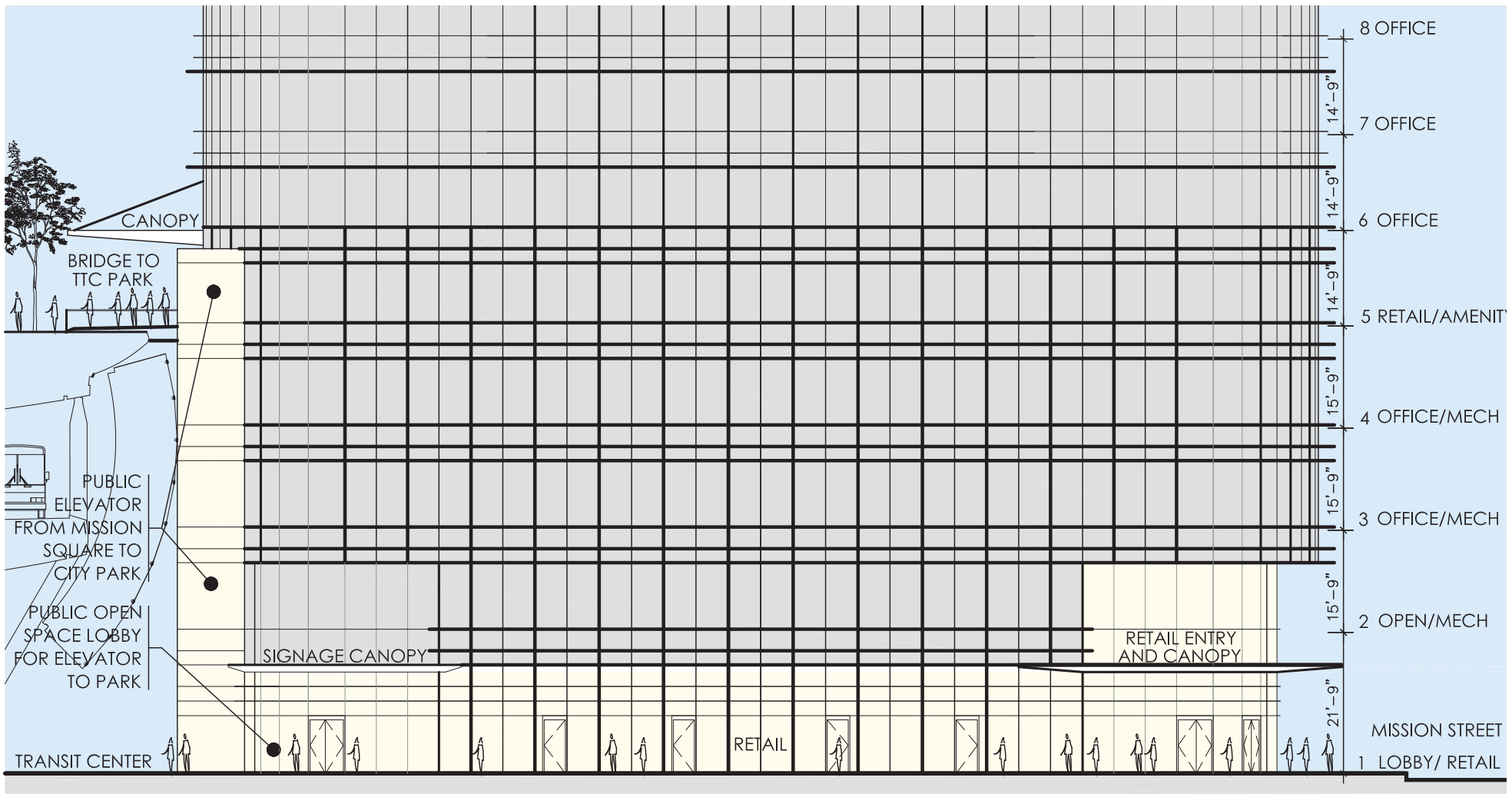
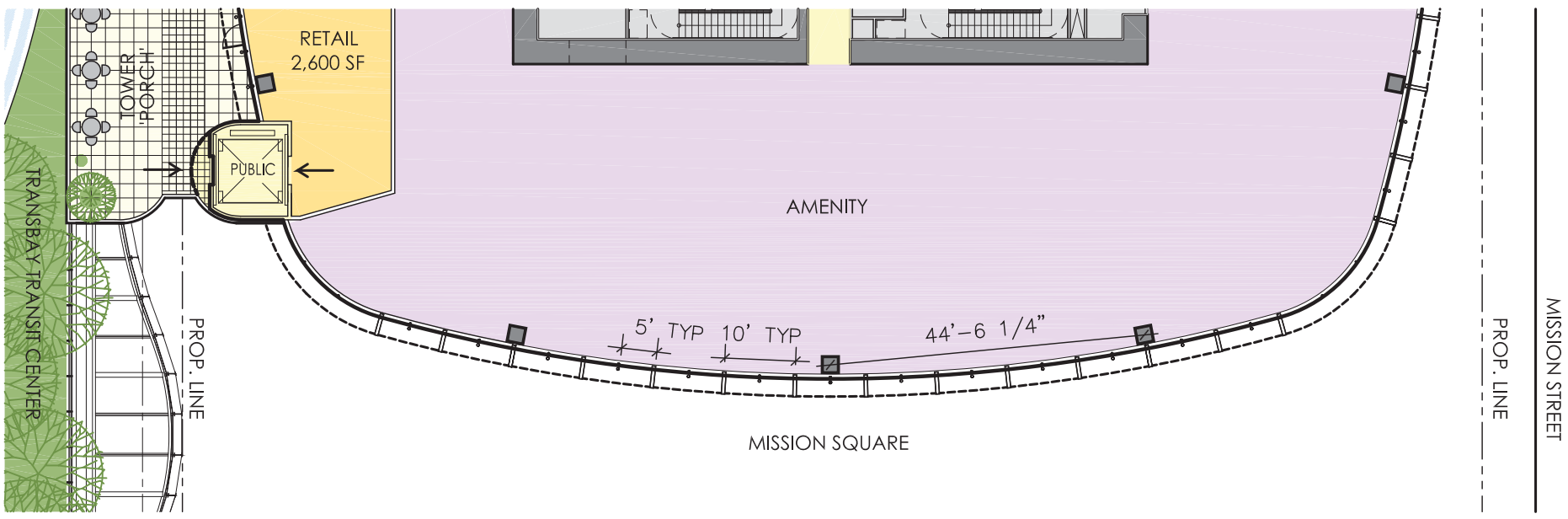


TOWER BASE - FREMONT STREET - SECTION

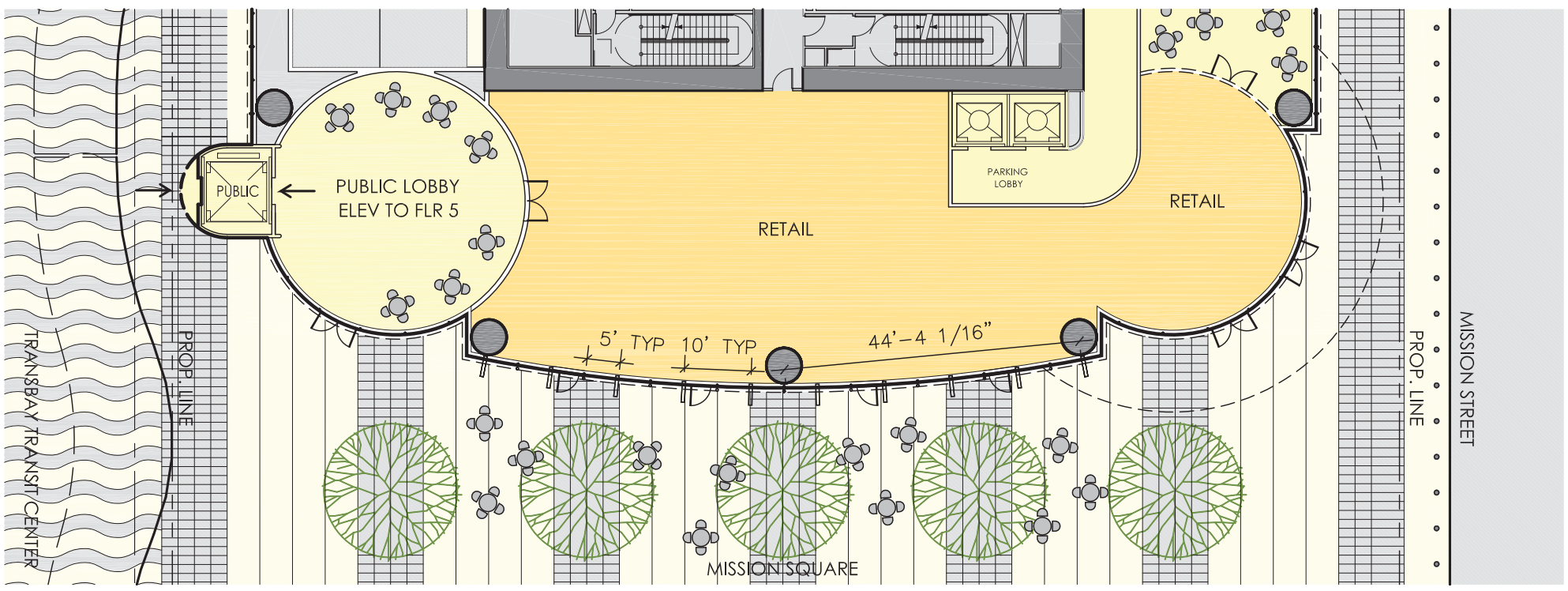
SCALE: 1/8" = 1'-0"



ELEVATION



PLAN LEVEL 5 (EXTERIOR OF 2,3 & 4 SIMILAR)



PLAN LEVEL 1

TOWER BASE - FREMONT STREET

REFER TO SECTION FOR MATERIAL NOTES

SCALE: 3/64" = 1'-0"

PARK LEVEL IMAGE - TOWER BRIDGE AND CANOPY

PARK LEVEL IMAGE - TOWER BRIDGE AND CANOPY CLOSEUP

TOWER BASE - FACING TTC AND PARK LEVEL

MATERIAL NOTES FOR TOWER BASE:

- TYPICAL VISION GLASS:
  CLEAR W/ A HIGH PERFORMANCE
  LIGHTLY REFLECTIVE COATING
  SPANDREL GLASS - CLEAR, INSULATED WITH
  FRIT FLOODCOAT ON #4
- VERTICAL AND HORIZONTAL SHADES, FINS, AND ACCENTS
  PAINTED METAL, PEARLESCENT WHITE
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- CANOPIES:
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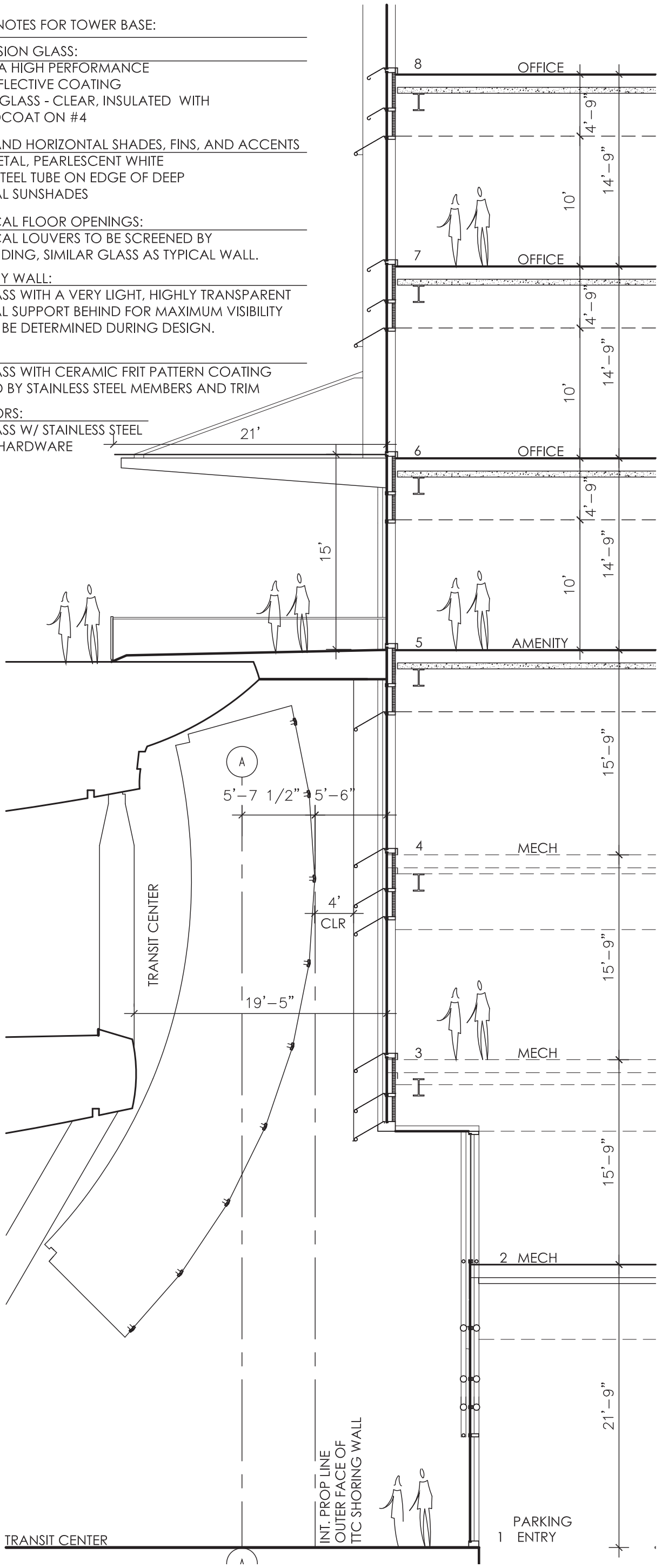
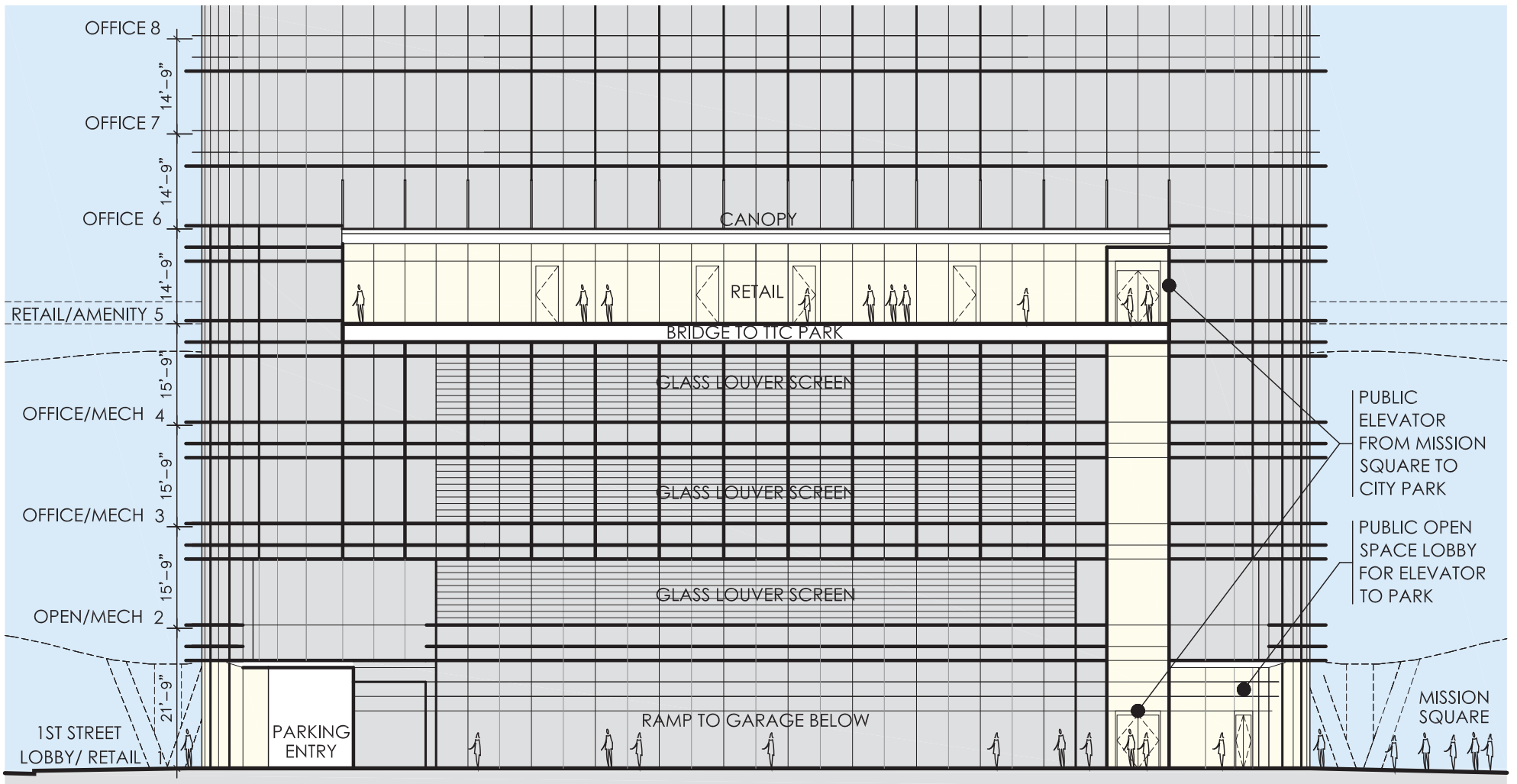
  SUPPORTED BY STAINLESS STEEL MEMBERS AND TRIM
- ENTRY DOORS:
  CLEAR GLASS W/ STAINLESS STEEL
  FRAMES & HARDWARE

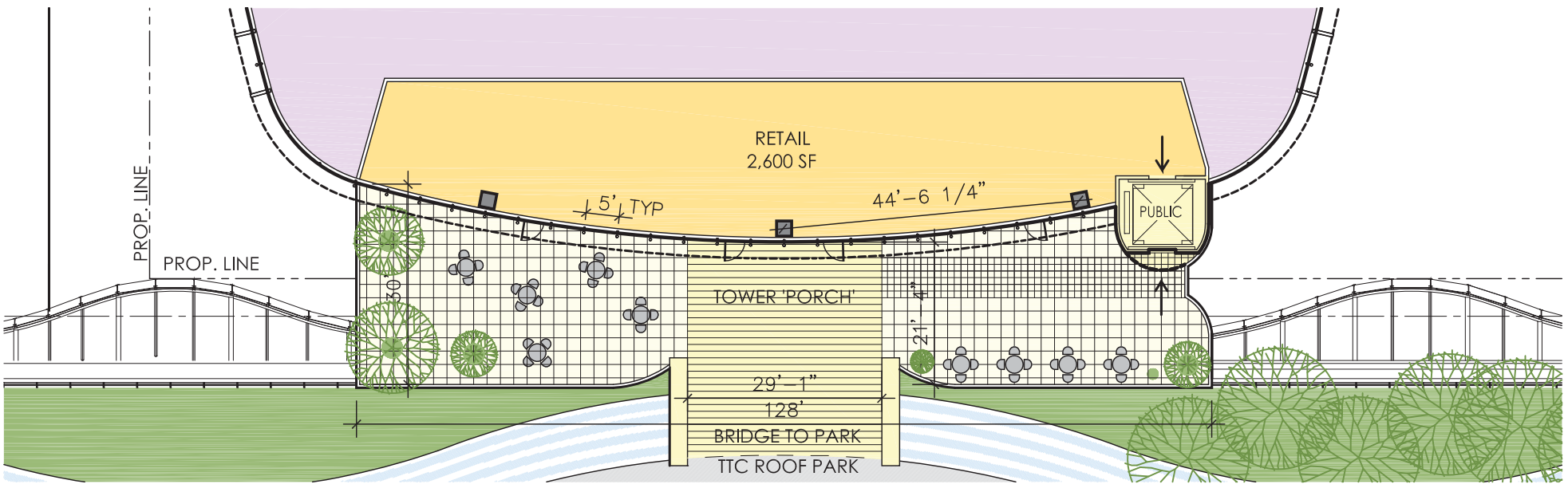


TOWER BASE - FACING TTC AND PARK LEVEL - SECTION

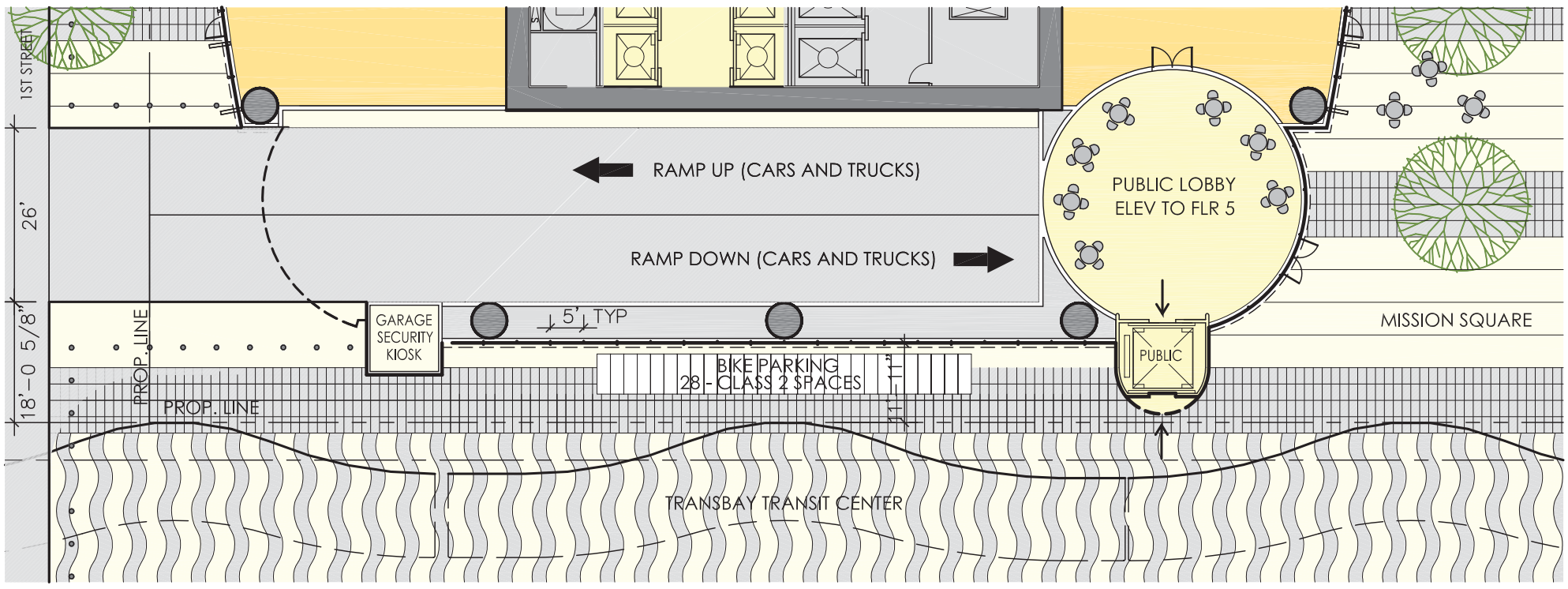
SCALE: 1/8" = 1'-0"



ELEVATION



PLAN LEVEL 5

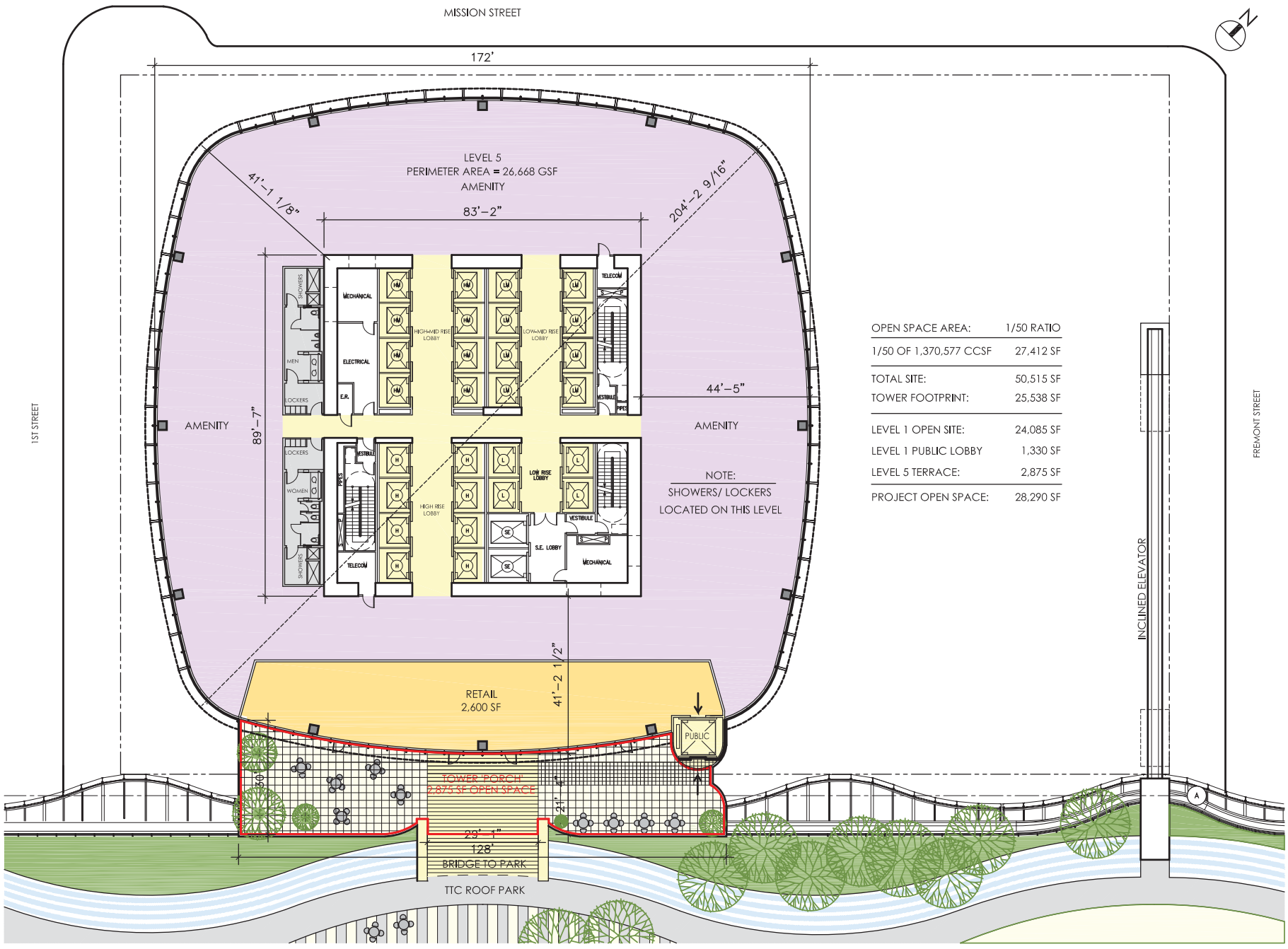


PLAN LEVEL 1

TOWER BASE - FACING TTC AND PARK LEVEL

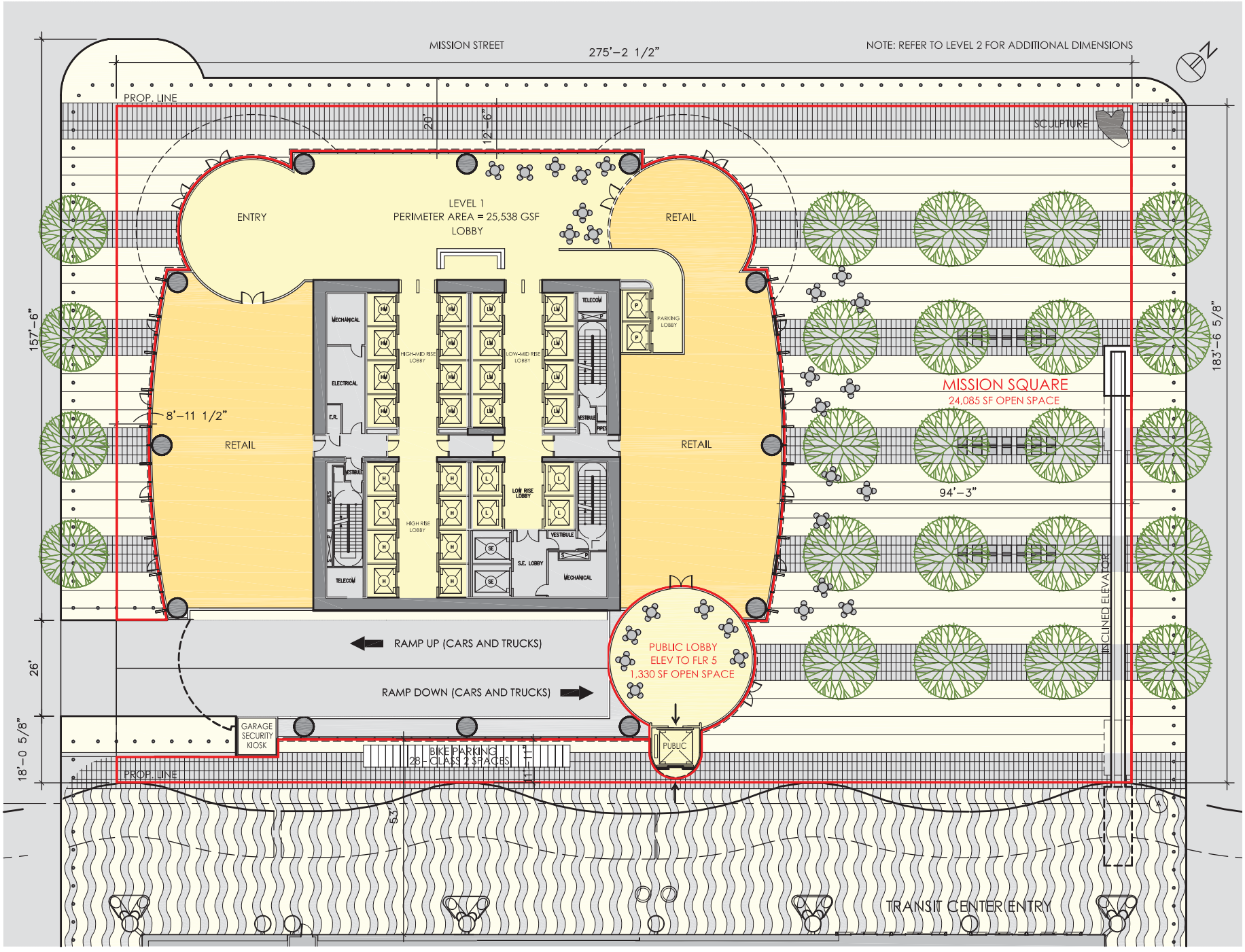
REFER TO SECTION FOR MATERIAL NOTES

SCALE: 3/64" = 1'-0"



OPEN SPACE AREA:	1/50 RATIO
1/50 OF 1,370,577 CCSF	27,412 SF
TOTAL SITE:	50,515 SF
TOWER FOOTPRINT:	25,538 SF
LEVEL 1 OPEN SITE:	24,085 SF
LEVEL 1 PUBLIC LOBBY	1,330 SF
LEVEL 5 TERRACE:	2,875 SF
PROJECT OPEN SPACE:	28,290 SF

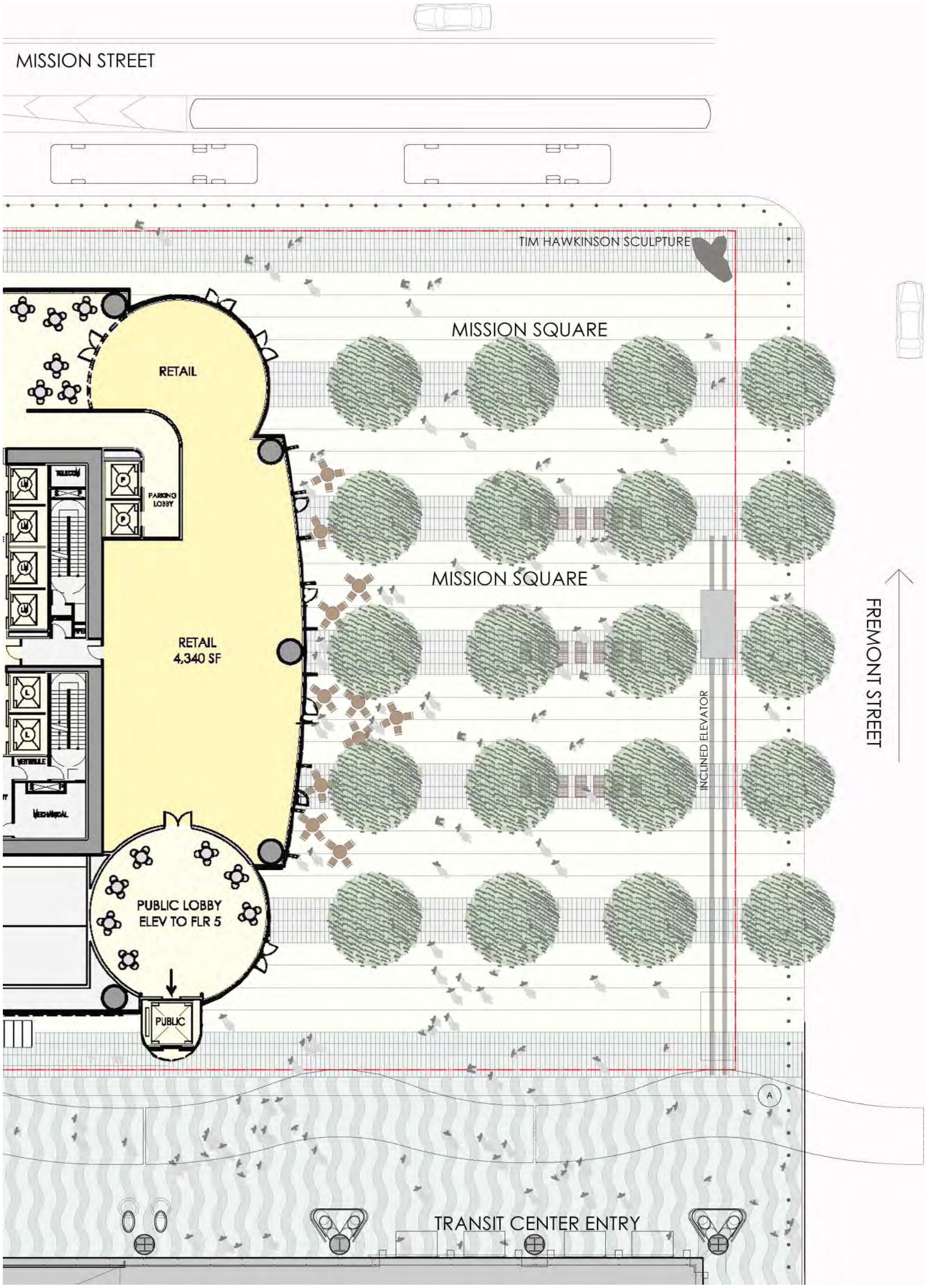
PLAN - LEVEL 5 - PARK LEVEL



PLAN - LEVEL 1

PUBLIC OPEN SPACE - GROUND AND TTC PARK LEVELS

SCALE: 1/32" = 1'-0"

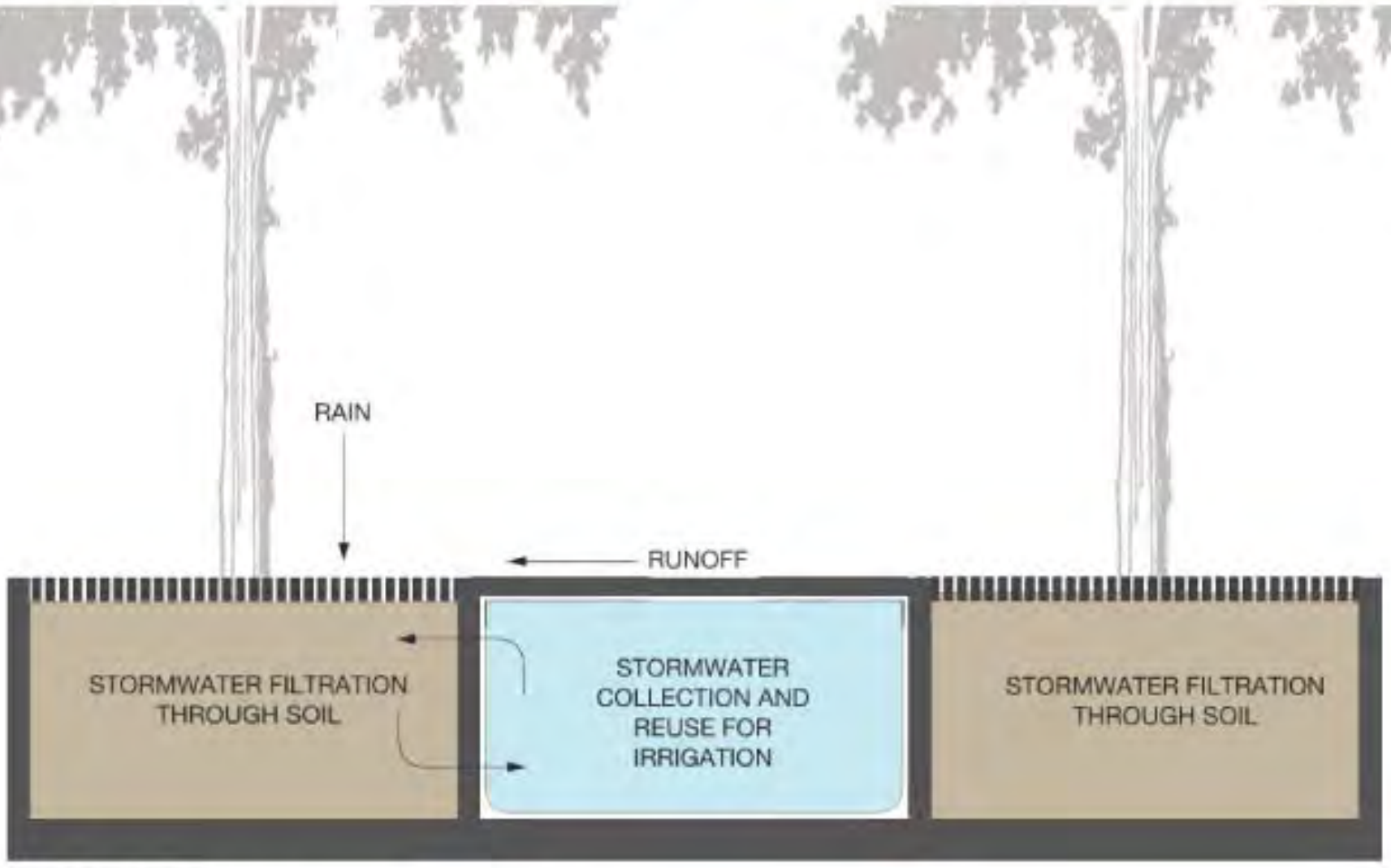


PLAN - MISSION SQUARE
(FROM PWP LANDSCAPE ARCHITECTURE)

VIEW LOOKING TOWARD TRANSIT CENTER ENTRY

SECTION THROUGH MISSION SQUARE

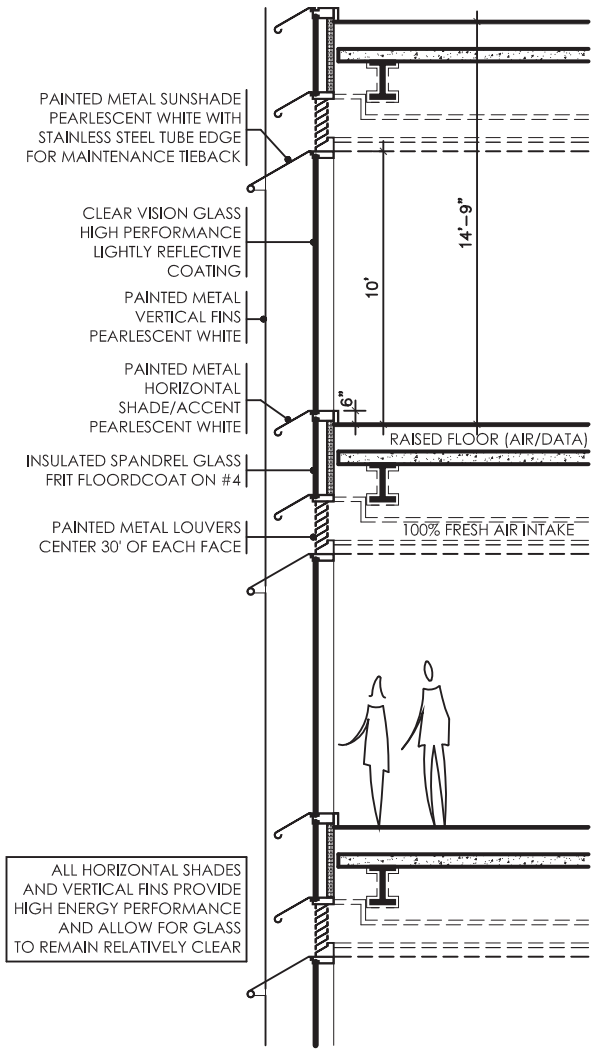
(FROM PWP LANDSCAPE ARCHITECTURE)



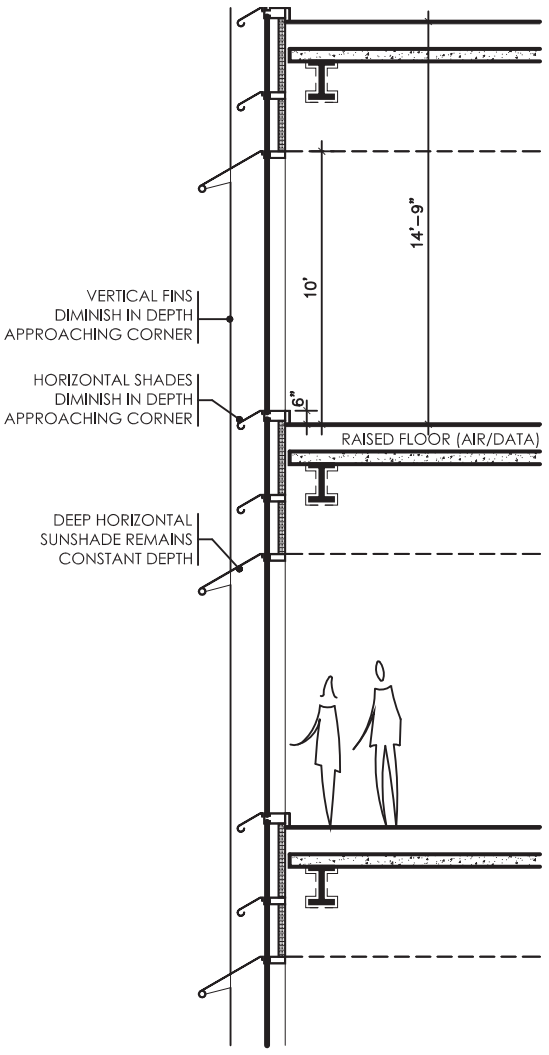
Mission Square
Green Infrastructure Concept – Plaza Profile

LANDSCAPE EXAMPLES, IMAGERY AND DETAILS
(FROM PWP LANDSCAPE ARCHITECTURE)

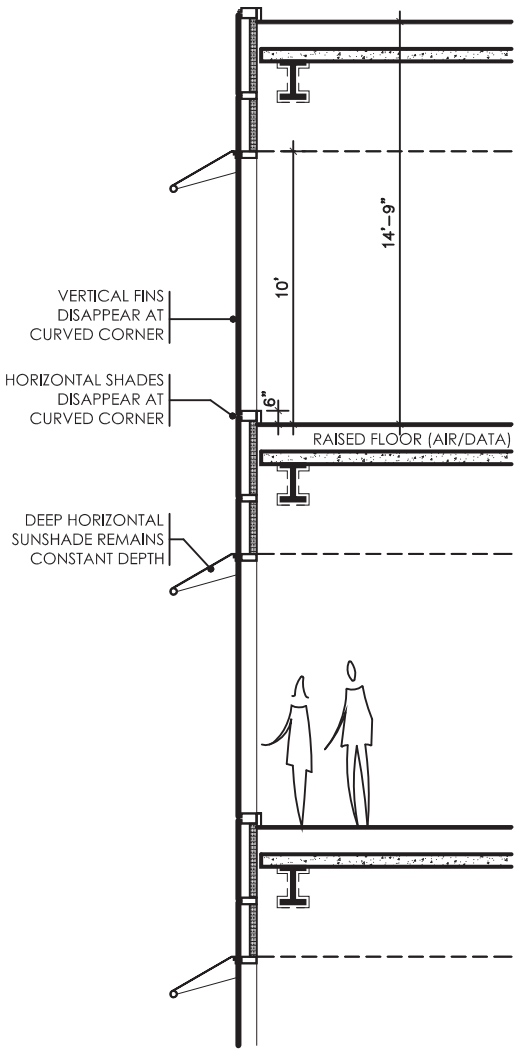
EXTERIOR WALL



SECTION DETAIL (1)

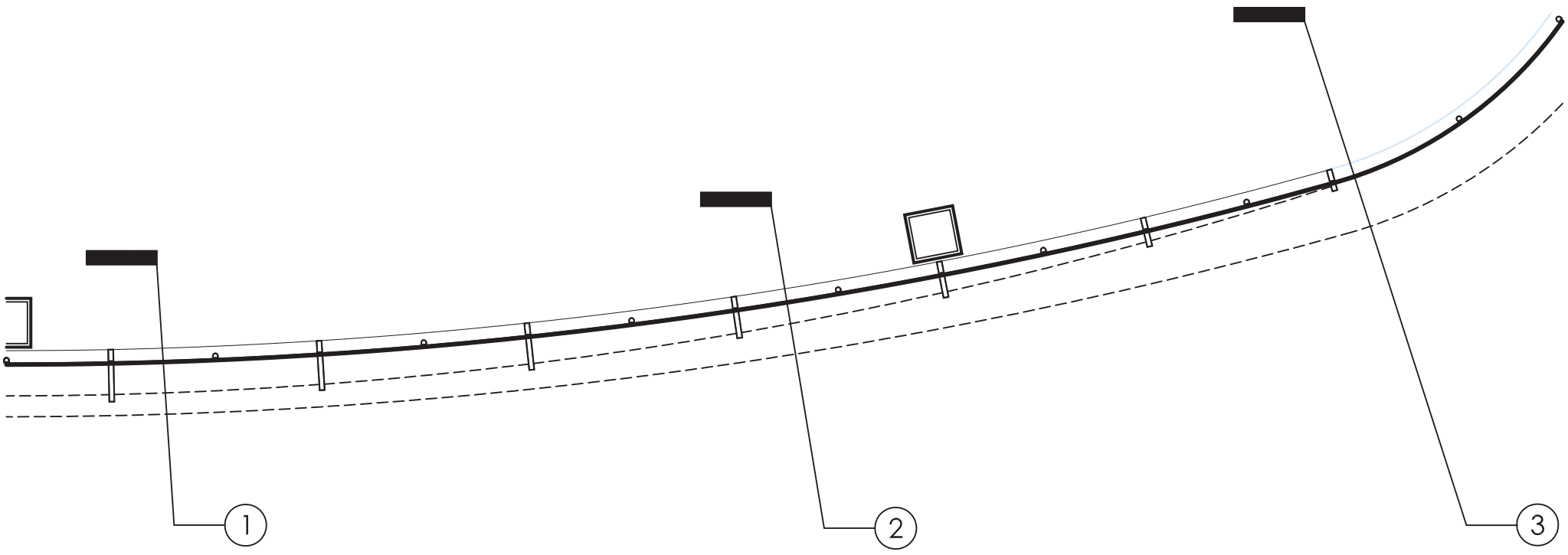


SECTION DETAIL (2)



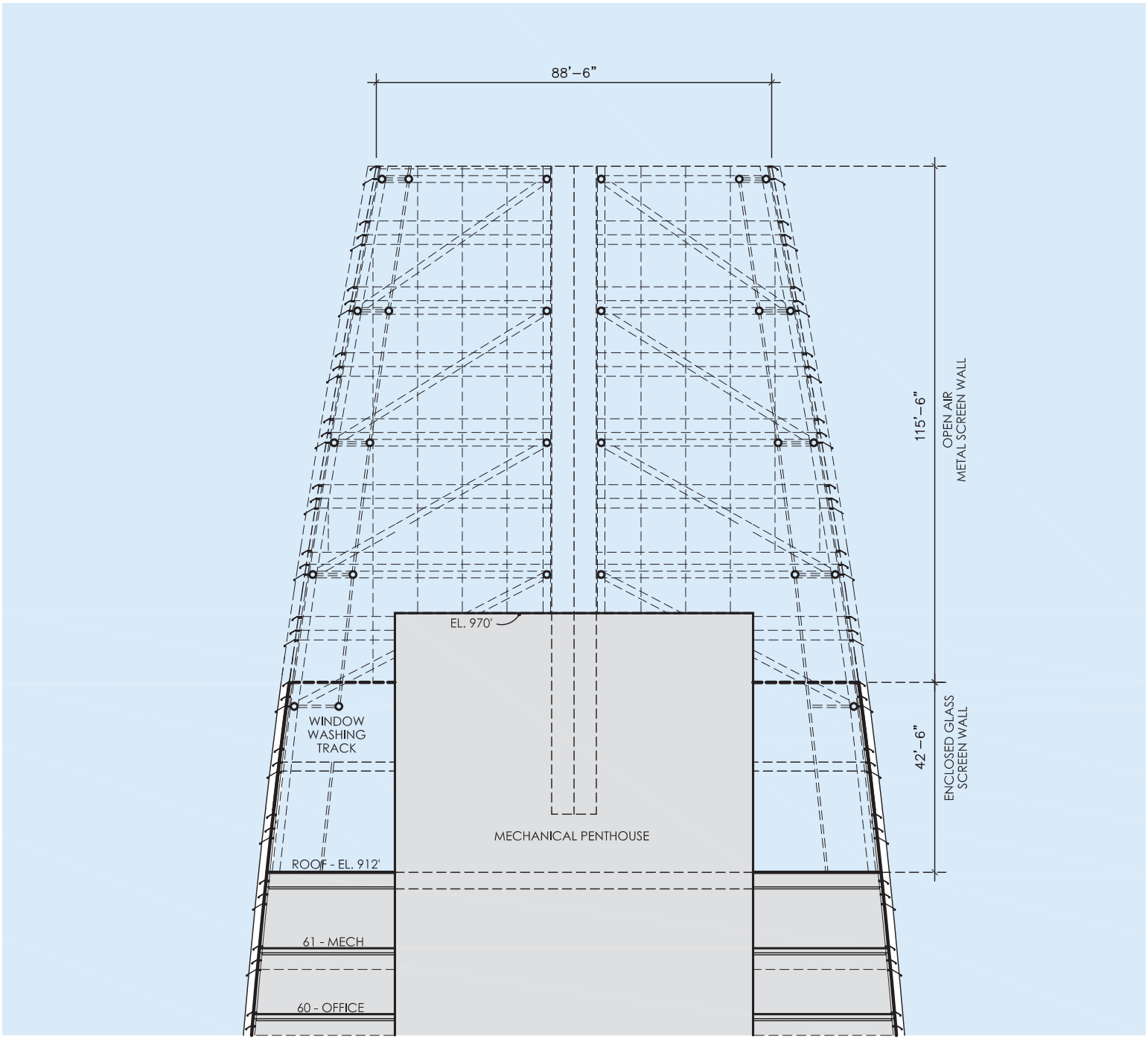
SECTION DETAIL (3)

EXTERIOR WALL SECTION DETAILS

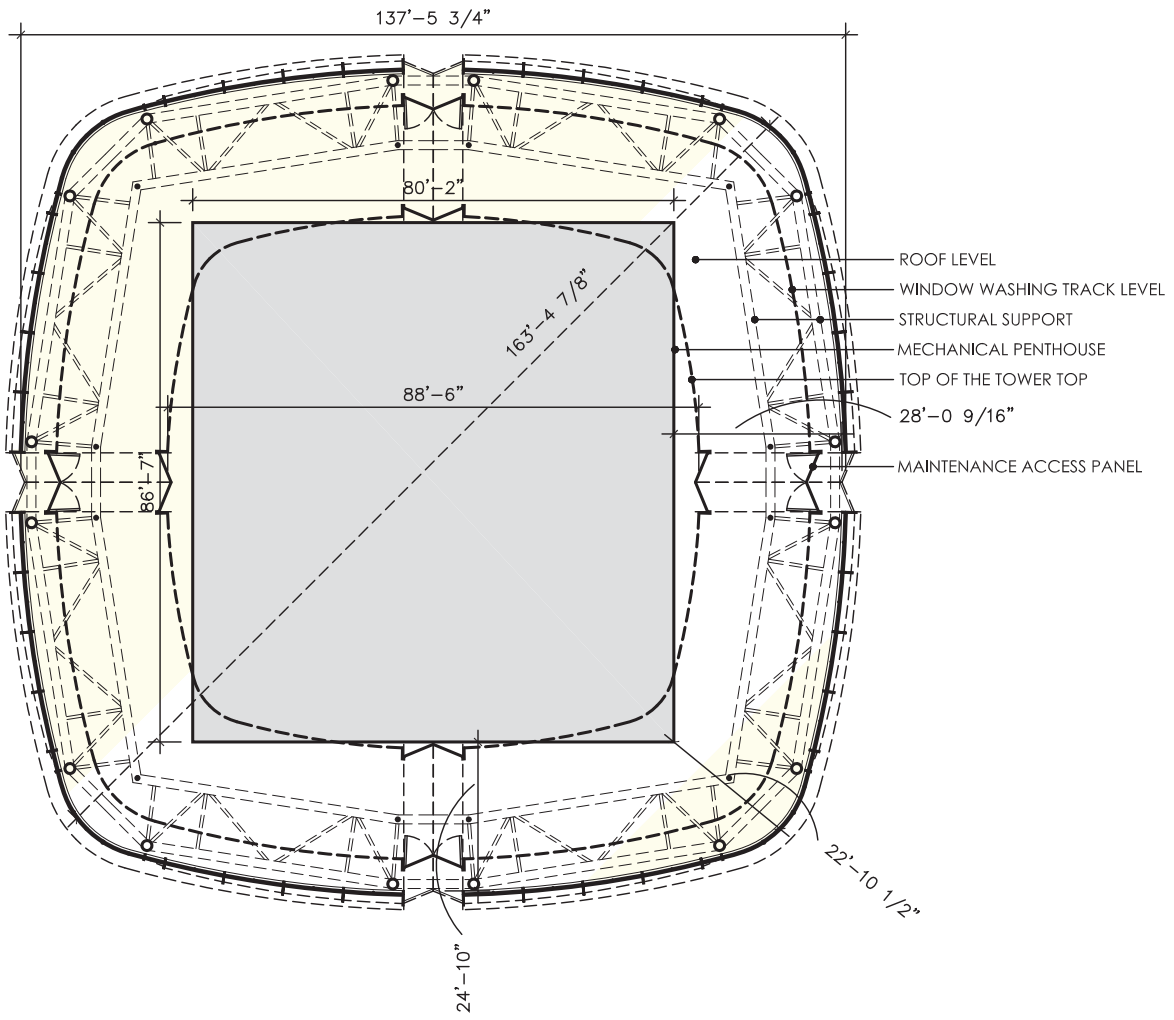


EXTERIOR WALL PLAN DETAIL

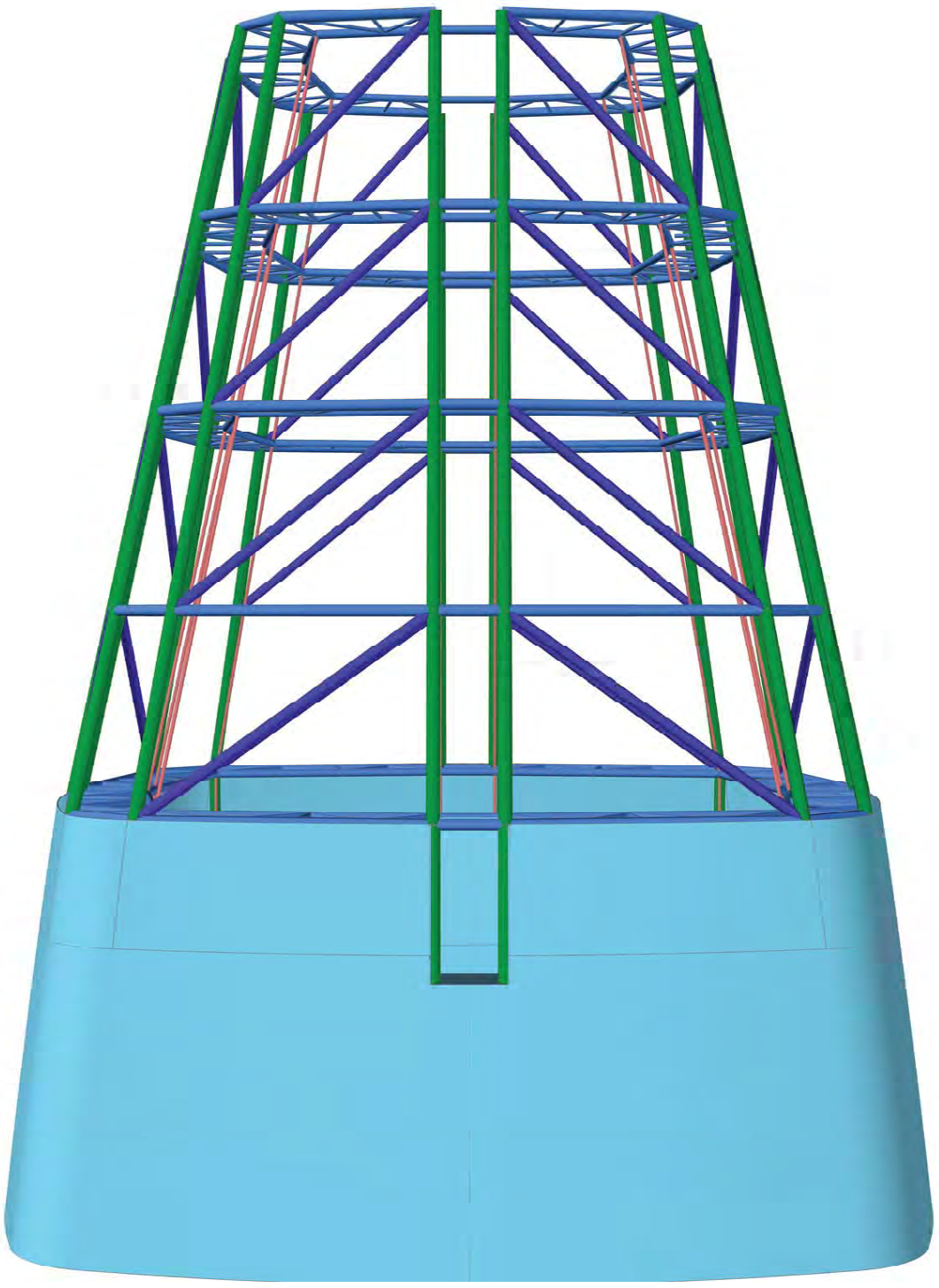
TOWER TOP



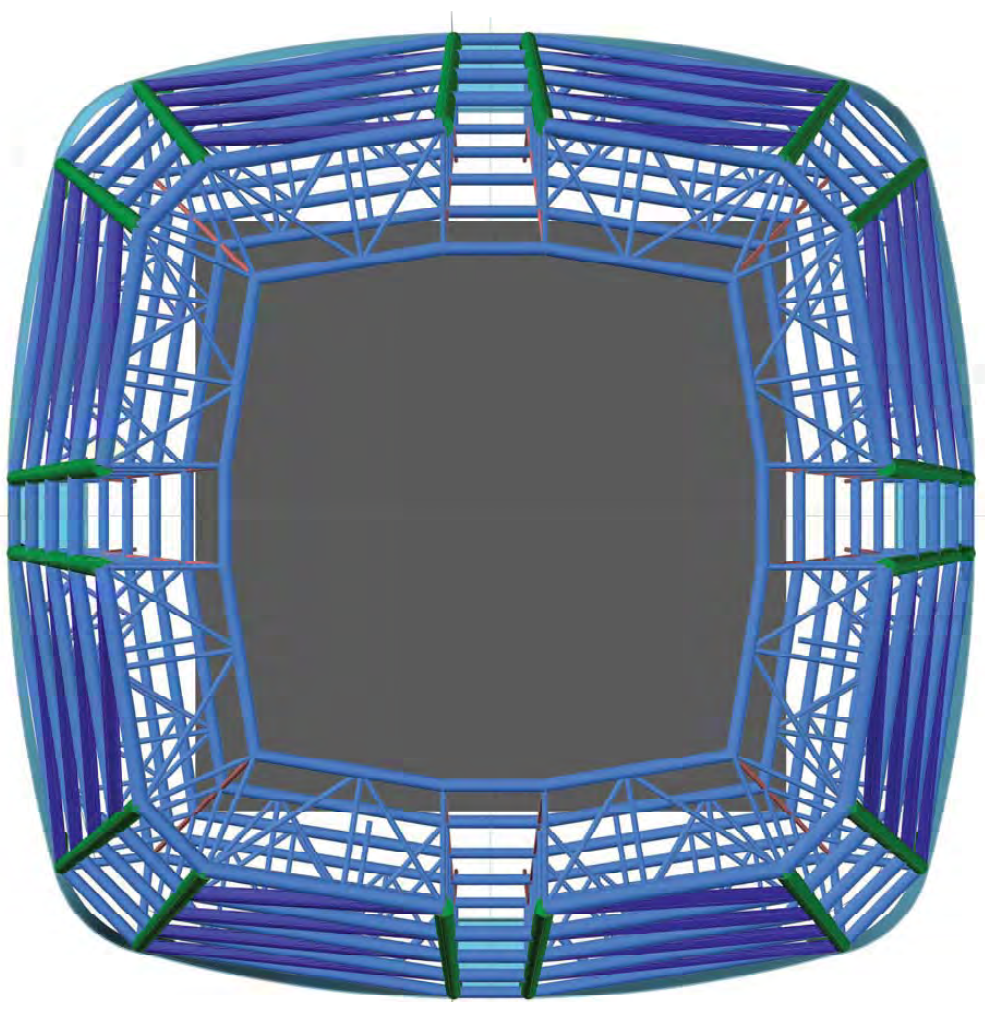
SECTION THROUGH TOWER TOP



PLAN - AT ROOF LEVEL



ELEVATION VIEW



PLAN VIEW

TOWER TOP STRUCTURAL FRAMING DIAGRAM
(FROM MAGNUSSON KLEMENCIC ASSOCIATES)

CLOSE-UP VIEW

CITY VIEW

EXTERIOR LIGHTING CONCEPT

PROJECT SUMARY TABLE
GROSS FLOOR AREA ANALYSIS

Transbay Tower, San Francisco

CCSF Gross Area Calculation

Floor #	Floor Use	Perimeter Area	CCSF Perimeter Area (Floor Area at 4' AFF & Outside F.O.G.)	Deducts per Code	CCSF Gross Area Above/Below Grade	Parking Count
P3	Parking	35,710			0	16 Stand/ 20 Comp
P2	Parking	35,710			0	16 Stand/ 20 Comp
P1	Loading/Parking	49,924			0	16 Stand/ 21 Comp
						109 Spaces Total
						307 Bicycle Total
1	Lobby/ Retail/ Ramp	25,538	25,538	21,245	4,293	
2	Mech/ Open to below	25,538	25,538	19,602	5,936	
3	Office/ Low-Rise/ Mech	26,668	26,668	7,383	19,285	
4	Office/ Low-Rise/ Mech	26,668	26,668	7,383	19,285	
5	Amenities/ Retail	26,668	26,668	4,206	22,462	
6	Office/ Low-Rise	26,610	26,610	1,612	24,998	
7	Office/ Low Rise	26,613	26,613	1,612	25,001	
8	Office/ Low Rise	26,613	26,613	1,612	25,001	
9	Office/ Low Rise	26,613	26,613	1,612	25,001	
10	Office/ Low Rise	26,613	26,613	1,524	25,089	
11	Office/ Low Rise	26,613	26,613	1,524	25,089	
12	Office/ Low Rise	26,613	26,613	1,524	25,089	
13	Office/ Low Rise	26,613	26,613	1,524	25,089	
14	Office/ Low Rise	26,613	26,613	1,524	25,089	
15	Office/ Low-Mid Rise	26,613	26,613	1,524	25,089	
16	Office/ Low-Mid Rise	26,613	26,613	1,524	25,089	
17	Office/ Low-Mid Rise	26,613	26,613	1,524	25,089	
18	Office/ Low-Mid Rise	26,613	26,613	1,524	25,089	
19	Office/ Low-Mid Rise	26,613	26,613	1,524	25,089	
20	Office/ Low-Mid Rise	26,613	26,613	1,524	25,089	
21	Office/ Low-Mid Rise	26,613	26,613	1,524	25,089	
22	Office/ Low-Mid Rise	26,613	26,613	1,524	25,089	
23	Office/ Low-Mid Rise	26,613	26,613	1,524	25,089	
24	Office/ Low-Mid Rise	26,613	26,613	1,524	25,089	
25	Office/ Low-Mid Rise	26,613	26,613	1,524	25,089	
26	Office/ Low-Mid Rise	26,613	26,613	1,524	25,089	
27	Office/ Low-Mid Rise	26,613	26,604	1,438	25,166	
28	Office/ Low-Mid Rise	26,593	26,587	1,438	25,149	
29	Office/ Low-Mid Rise	26,568	26,560	1,438	25,122	
30	Office/ Low-Mid Rise	26,535	26,524	1,438	25,086	
31	Office/ High-Mid Rise	26,492	26,479	1,395	25,084	
32	Office/ High-Mid Rise	26,440	26,424	1,395	25,029	
33	Office/ High-Mid Rise	26,379	26,360	1,395	24,965	
34	Office/ High-Mid Rise	26,307	26,286	1,395	24,891	
35	Office/ High-Mid Rise	26,224	26,200	1,395	24,805	
36	Office/ High-Mid Rise	26,129	26,101	1,395	24,706	
37	Office/ High-Mid Rise	26,021	25,989	1,395	24,594	
38	Office/ High-Mid Rise	25,898	25,862	1,395	24,467	
39	Office/ High-Mid Rise	25,760	25,720	1,395	24,325	
40	Office/ High-Mid Rise	25,607	25,563	1,395	24,168	
41	Office/ High-Mid Rise	25,438	25,390	1,395	23,995	
42	Office/ High-Mid Rise	25,255	25,202	1,311	23,891	
43	Office/ High-Mid Rise	25,055	24,999	1,311	23,688	
44	Office/ High-Mid Rise	24,841	24,780	1,311	23,469	
45	Office/ High-Mid Rise	24,610	24,545	1,311	23,234	
46	Office/ High-Mid Rise	24,365	24,295	1,311	22,984	
47	Office/ High Rise	24,103	24,030	1,311	22,719	
48	Office/ High Rise	23,827	23,749	1,311	22,438	
49	Office/ High Rise	23,535	23,453	1,311	22,142	
50	Office/ High Rise	23,226	23,139	1,311	21,828	
51	Office/ High Rise	22,897	22,804	1,311	21,493	
52	Office/ High Rise	22,544	22,444	1,311	21,133	
53	Office/ High Rise	22,165	22,057	1,311	20,746	
54	Office/ High Rise	21,755	21,639	1,311	20,328	
55	Office/ High Rise	21,313	21,187	1,311	19,876	
56	Office/ High Rise	20,836	20,700	1,311	19,389	
57	Office/ High Rise	20,321	20,174	1,311	18,863	
58	Office/ High Rise	19,766	19,609	1,311	18,298	
59	Office/ High Rise	19,170	19,002	1,311	17,691	
60	Office/ High Rise	18,532	18,351	1,311	17,040	
61	Mechanical	17,849	17,655	17,655	0	
Roof	Penthouse/ Mechanical	11,115	11,083	11,083	0	

TOTAL	Perimeter Area	CCSF Area	Deducts	CCSF Gross Area
61 FLS	1,540,034	1,537,496	166,919	1,370,577

NOTES: **CCSF gross area is per San Francisco Planning Code Article 1, Sec. 102.9 - Gross area:**
Perimeter area is measured at 4' above finished floor
The above calcuations for deducted area assumes the following understanding of CCSF code:

1. **Floor space used for off-street parking or loading**
2. **Basement space used for storage or services necessary to the operation or maintenance of the building**
3. **Elevator or stair penthouses, etc at the top of the building used for operation or maintenance of the building**
4. **Mechanical equipment areas necessary to the operation of the building (MEP, Elec, Tel rooms/shafts, Restroom shafts/risers)**
5. **Retail area less than 5,000 SF per use on ground and park level**
6. **Ground floor lobby circulation space**
7. **Sponsor reserves the right to adjust the garage design to utilize the 3.5% allowable parking allocation. (Current design is 2.8%)**

PROJECT SUMMARY TABLE - GROSS FLOOR AREA ANALYSIS

ADDITIONAL DESIGN

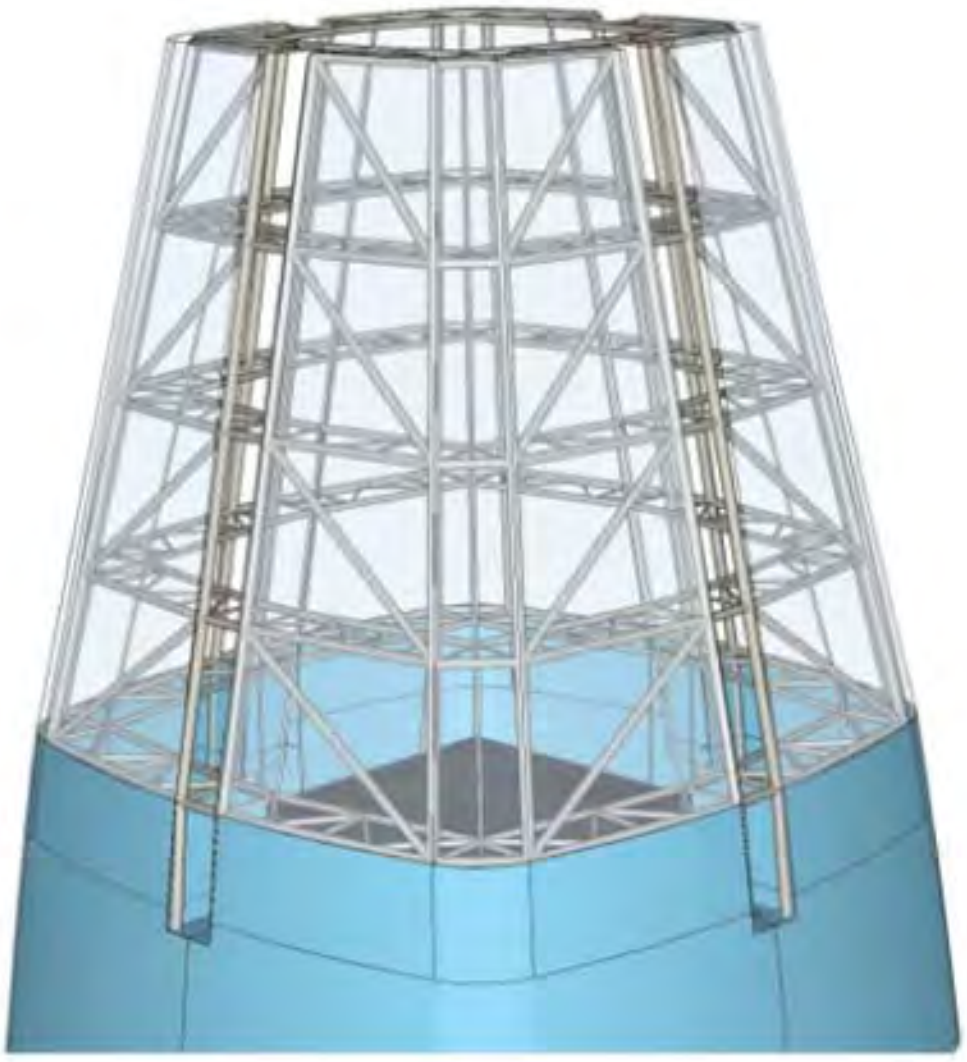
STRUCTURAL ENGINEERING NARRATIVE (MAGNUSSON KLEMENCIC ASSOCIATES)

Transbay Tower will be 1070 feet tall, making it the tallest building in the Western US. Wind loads are always significant for such tall buildings, and San Francisco is one of the highest seismic hazard areas in the country. Due to the high wind and seismic demands, Transbay Tower will use alternate design provisions of the San Francisco Building Code and performance-based seismic design to to provide an exceptionally safe and predictable structure.

The wind and seismic forces will be resisted by reinforced concrete walls surrounding the elevator and stair core. Since the core is relatively large, wind and seismic performance will be very good, and the walls will be specially reinforced to maximize ductility during large seismic events. The walls will provide most of the vertical support for the building, as well as the lateral support. The balance of the vertical support will be provided by perimeter steel and/or composite columns.

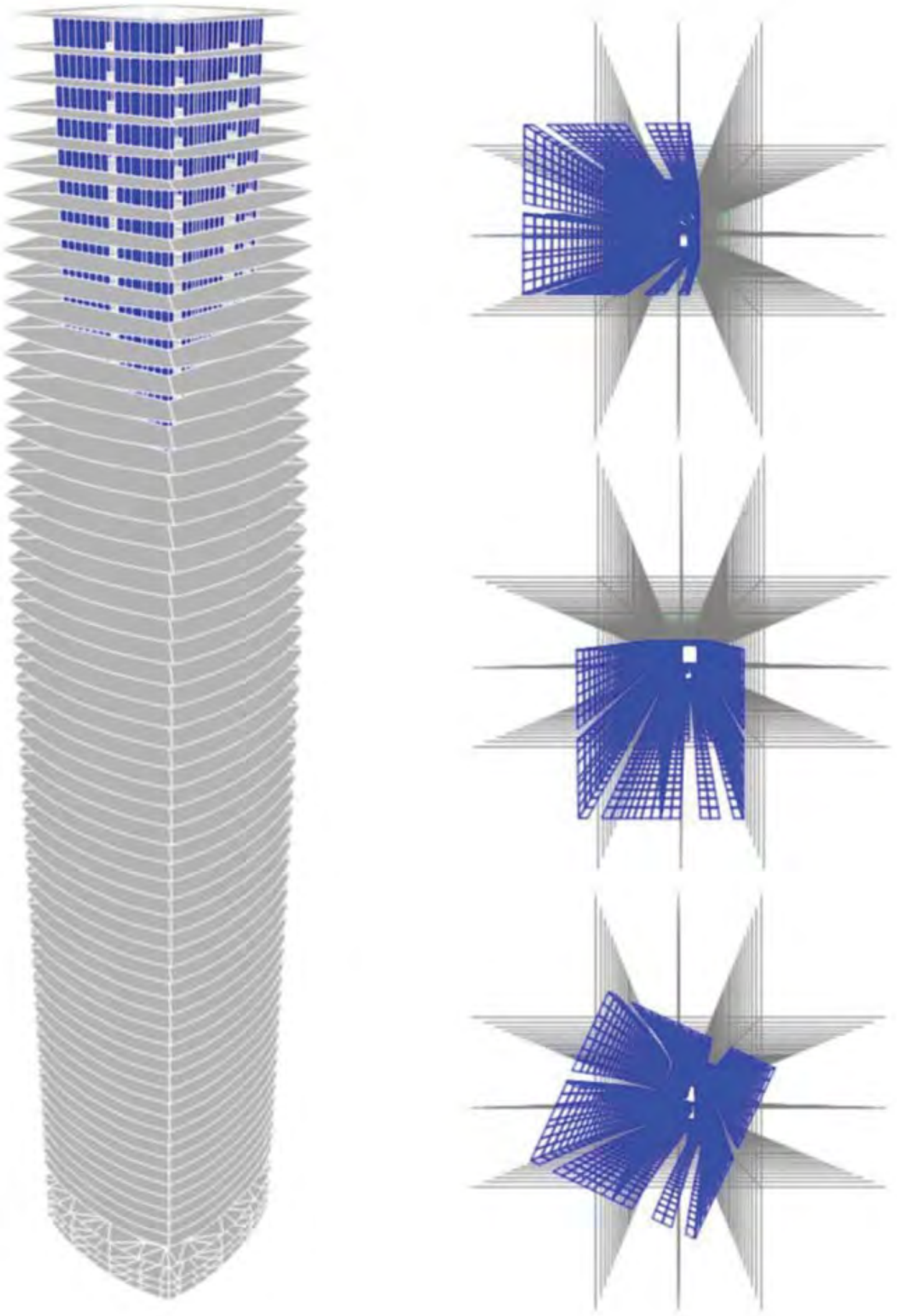
The core walls and tower columns will be founded on large drilled shafts to minimize settlement. Beneath the core, a thick mat foundation will distribute the wall loads to the drilled shafts and minimize differential settlement. Beyond the core, a thinner mat will resist hydrostatic uplift.

Above grade, the typical floors will be lightweight concrete slabs supported by steel deck and beams. The beam will span from the core walls to the perimeter columns and girders to provide column free space. Below grade, cast-in-place concrete framing will minimize the depth of excavation and improve lighting and security. The crown of the tower will be supported by light steel framing which complements the architectural design.



ANALYSIS MODEL
OF TOWER TOP
STRUCUTRE

ANALYSIS MODEL
OF CORE AND COLUMNS



BUILDING INFORMATION MODEL OF STRUCTURAL FRAMING

MEP ENGINEERING NARRATIVE (WSP FLACK + KURTZ, BUILT ECOLOGY)

Transbay Tower is unique urban office development. The project is focused on hi-tech tenants looking for an alternative to a 'conventional' office and provides a high level of performance and flexibility to meet higher office standards.

- Underfloor air conditioning improves overall energy efficiency, operating flexibility, space comfort, occupant zone control and IAQ. Underfloor air allows improved occupant comfort, flexibility, energy effeciency, integration with other building systems, and allows greater space tenant flexibility (no ceiling).

- Substantially greater outside air utilization for ventilation and free cooling. Exemplary indoor air quality via 100% outside air capability, increased minimum levels of fresh air, and a higher level of air filtration. 100% outside air capability is possible via an innovative marriage with the curtain wall, structure, and core - typically precluding its use in an office tower. Free-cooling via the 100% outside air approach in the mild San Francisco climate is very well suited to an underfloor air distribution approach.

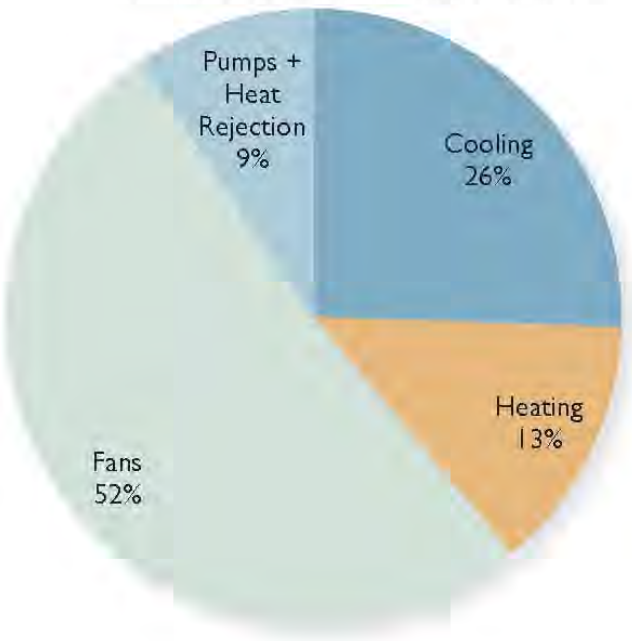
- Multi-chiller cooling plant with integral variable speed drive for capacity modulation & optimum energy efficiency.

KEY FEATURES

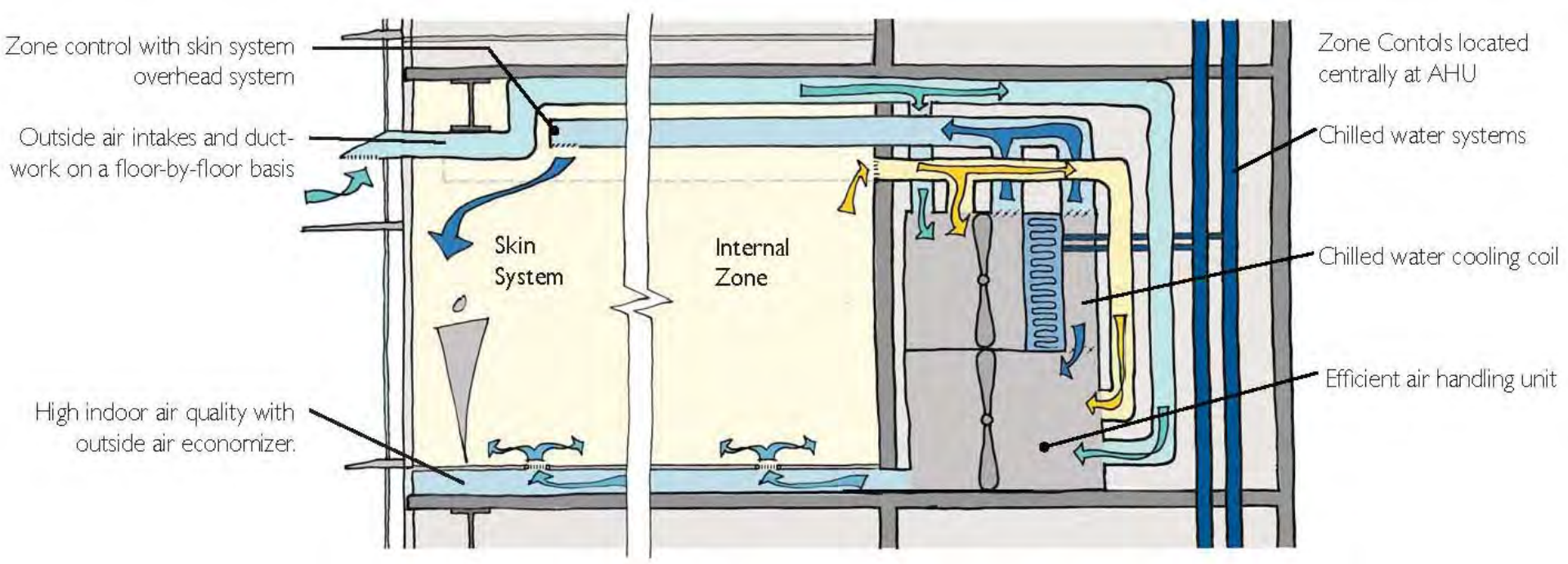
Overview of San Francisco Climate and HVAC Performance:

The San Francisco climate is very mild with the majority of daytime temperatures between 50°F and 70°F. As a result, the requirements for mechanical heating and cooling are relatively small as shown below in the in the typical office HVAC energy cost breakdown.

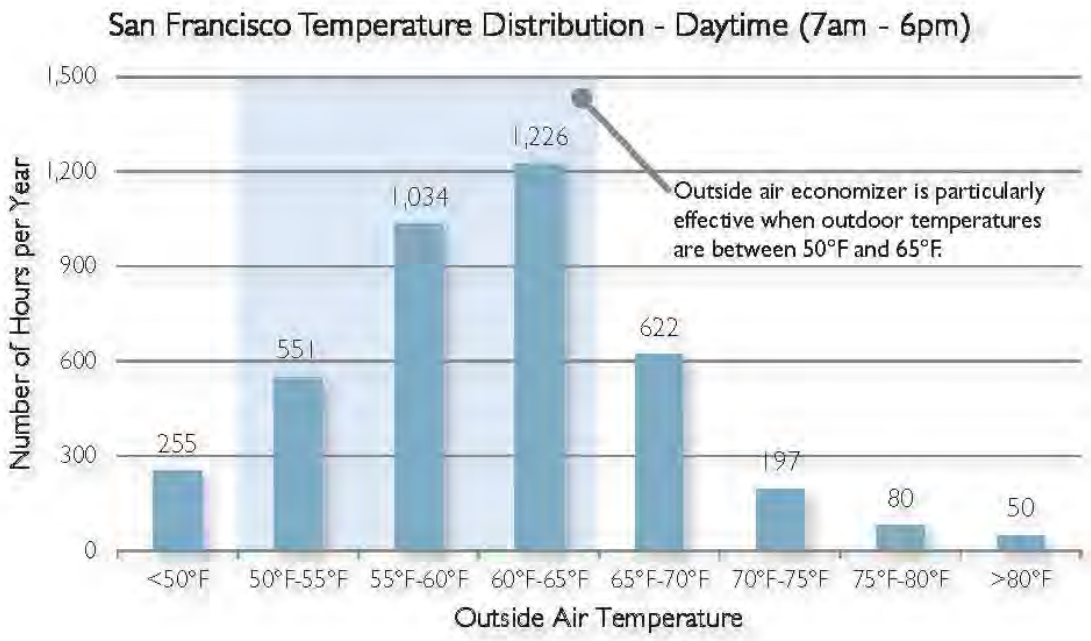
Typical HVAC Energy Cost Breakdown



CLIMATE AND ENERGY COST



100% FRESH OUTSIDE AIR AND UNDER-FLOOR AIR SYSTEM CONCEPTS



Outside Air Economizer:

San Francisco's mild climate lends itself very well to outside air economizer, where mild outside air is used directly to cool the building.

The effectiveness of outside air economizer is also largely impacted by the temperature of the supply air used by the HVAC system. If the HVAC system uses very cold air (eg VAV), the opportunity to use outside air economizer is less than if the supply air temperature is higher (eg UFAD). This is shown in the following breakdown of outside air economizer effectiveness for different supply air temperatures.

	Overhead Systems (eg. VAV)		Under Floor Systems (eg. UFAD)
Supply Air Temperature	55°F	60°F	65°F
Economizer Effectiveness	69%	80%	89%

One of the largest challenges with using outside air economizer is architectural coordination of large outside air ducts, particularly in tall towers where shaft space is at a premium.

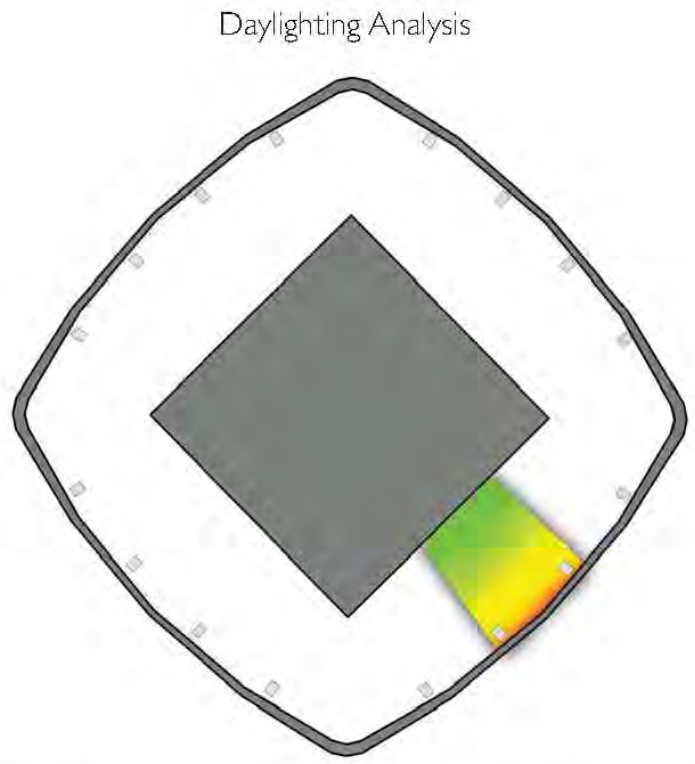
SAN FRANCISCO TEMPERATURE DISTRIBUTION

MEP ENGINEERING NARRATIVE CONTINUED

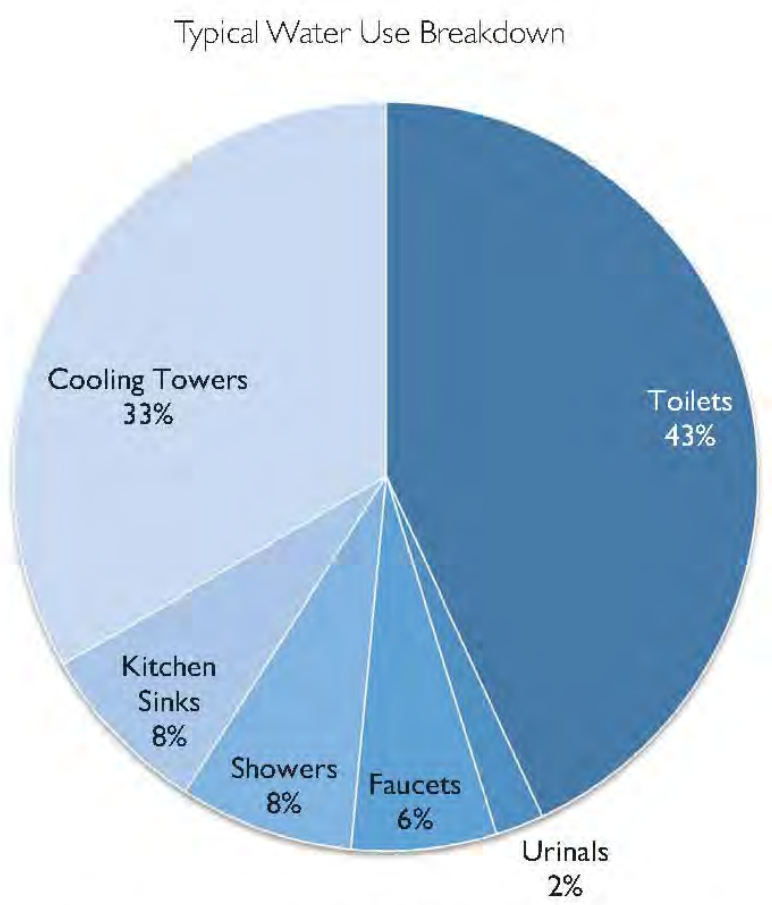
- Speculative high-rise office building with access flooring for underfloor air conditioning and modular wiring systems.
- Advanced lighting selection and lighting control allows lighting power densities under 1 watt per sf. Window selection along with ceiling heights 10 foot and higher (or no ceiling at tenant discretion) allow generous daylighting potential.
- Metering for measurement and verification of both building and capability for tenant loads.
- Advanced insulated low-e glazing system provides low transmission while affording high visible light transmittance. Glazing is minimally reflective to balance aesthetics and energy efficiency.
- One percent (minimum) renewable energy.
- Storm water management
- Water savings strategies.
- Web-based Building Management System.

KEY FEATURES CONTINUED

DAYLIGHT ANALYSIS



Daylight analysis can inform façade design and optimization of daylight controls for artificial lighting systems



Water consumption for San Francisco office buildings is heavily weighted towards toilet flushing and cooling towers. Use of non-potable water sources could be considered to offset a portion of these demands.

WATER CONSUMPTION

LEED NARRATIVE

The LEED green building rating system is expected to be used as an overall sustainable performance assessment for the project. A very preliminary assessment was completed for the purpose of a conceptual definition to be included in this proposal. For the purpose of this conceptual assessment, the LEED CS rating is assumed to involve the new tower construction only.

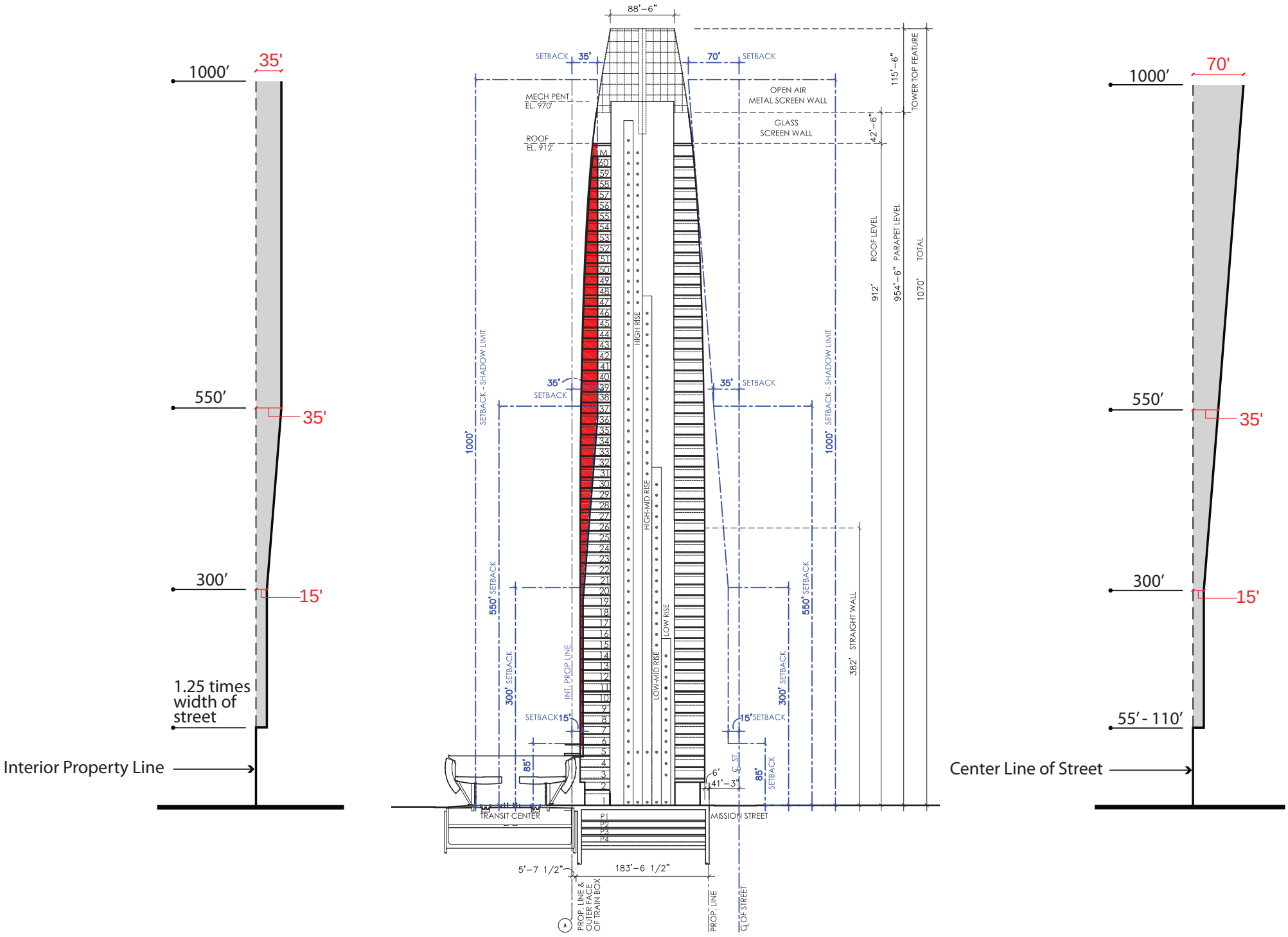
The following summary is provided for general indication of sustainable performance.

LEED CS Rating Category	Conceptual Point Rating
Sustainable Sites	22-25
Water Efficiency	2-4
Energy and Atmosphere	14-16
Materials and Resources	5-6
Indoor Environmental Quality	12-13
Innovation and Design Process Points	4-6
Regional Priority Credits	1-2
Conceptual Rating Total	60-72

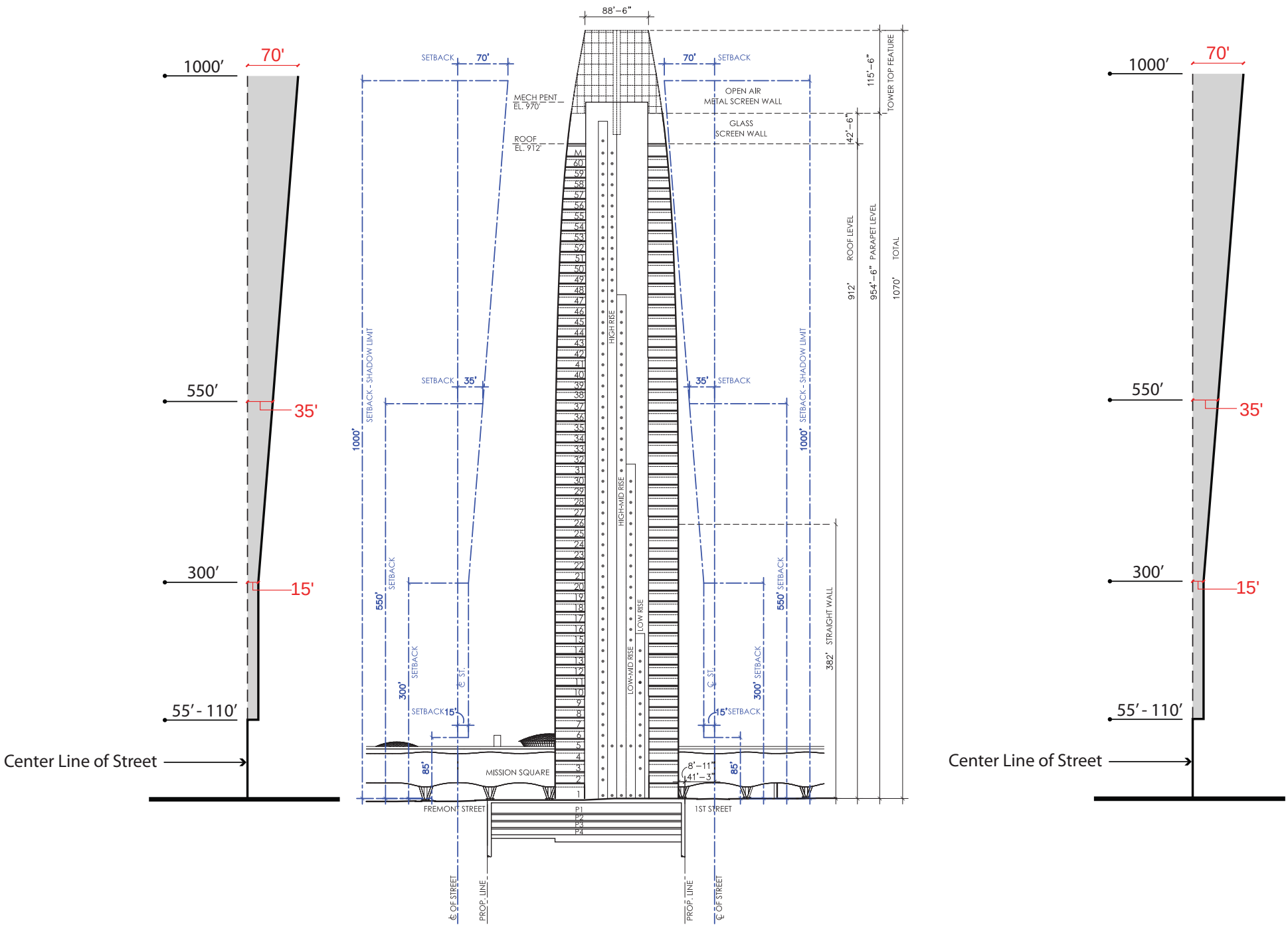
LEED Certified status is awarded for 40 - 49 points. LEED Silver certification is awarded for 50 – 59 points. LEED Gold certification is awarded for 60 – 79 points. LEED Platinum certification is awarded for 80+ points.

The LEED CS Rating approach was taken for this illustration. The specific LEED version may vary based on the final program.

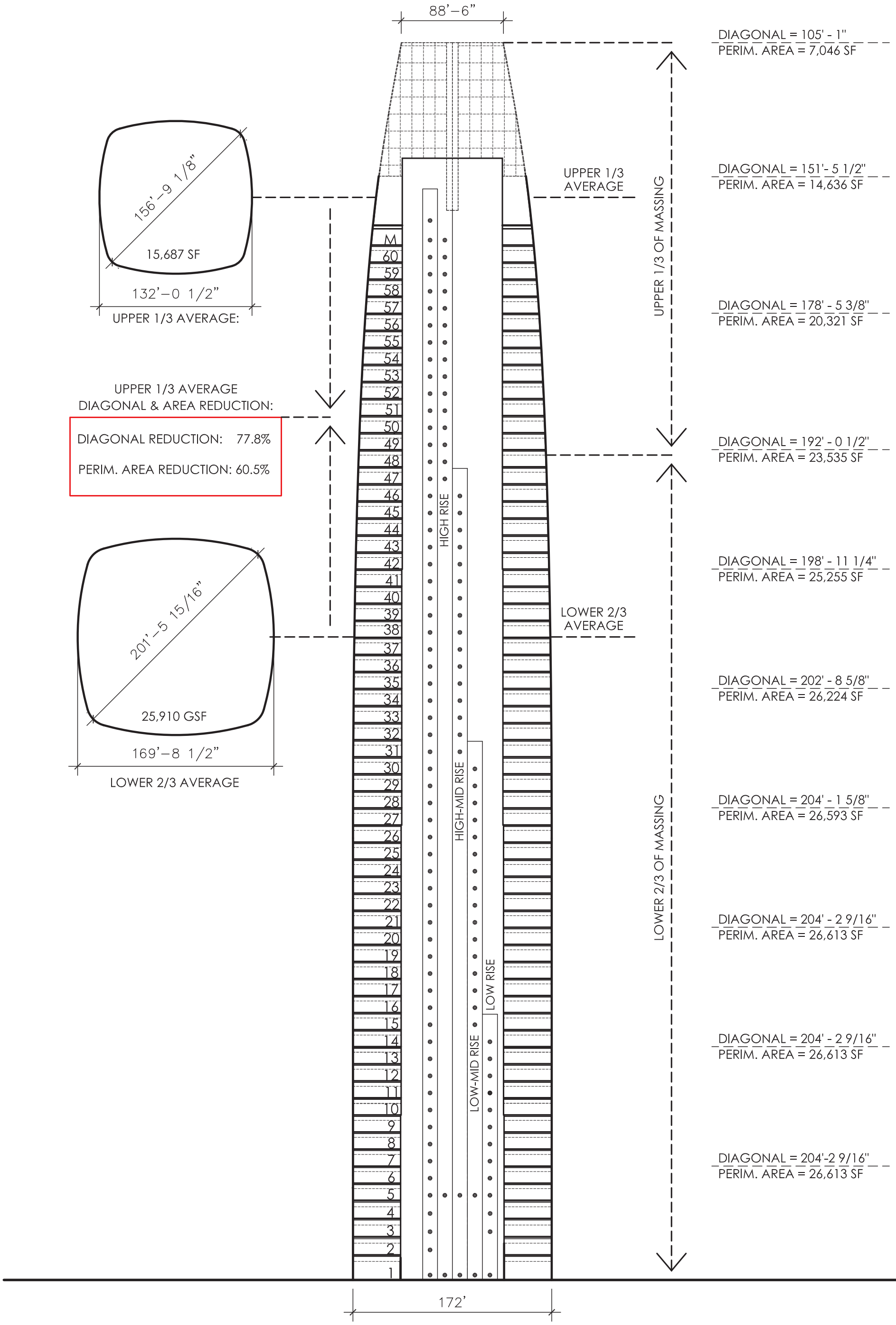
TCD PLAN COMPLIANCE



SETBACKS AND SEPARATION - NORTH/SOUTH



SETBACKS AND SEPARATION - EAST/WEST



BULK LIMITATIONS DIAGRAM

RESPONSES TO REGULATORY ISSUES
APPLICATION FOR APPROVAL OF TRANSBAY TOWER PROJECT
UNDER SAN FRANCISCO PLANNING CODE SECTION 309
THE REGULATORY APPROVAL PROCESS

Preliminary Statement

On March 9, 2012, Hines Transbay Tower, LLC ("Hines") filed application packet materials for Office Allocation, Downtown Project Authorization, and Conditional Use Authorization specific to the Transit Tower ("Tower"). Since that time, several events have occurred that reshape and simplify the application. First, Hines determined that a Conditional Use Permit would not be required. Second, the City Planning Commission and Board of Supervisors acted to approve the Transit Center District Plan ("TCDP") and to certify the Final Environmental Impact for the TCDP and the Transbay Tower. The Planning Commission's Motion 18628 recommended certification of the Final Environmental adoption of the TCDP, in addition to ordinances required to implement various aspects of the TCDP. This supplement revises Hines' initial submission for its Downtown Project Authorization under Section 309 of the Planning Code ("Section 309 Application"), in light of the Planning Commission action, affirmed by the Board of Supervisors with the relevant ordinances signed by the Mayor as more particularly detailed below.

On May 24, 2012, the San Francisco Planning Commission adopted Motion 18628 related to certification of a Final Environmental Impact Report ("FEIR") for the TCDP and the construction of the Transit Tower; Motion No. 18629 relating to the adoption of environmental findings, including a statement of overriding considerations, required under the California Environmental Quality Act ("CEQA") and State Guidelines.

On July 10, 2012, by its Motion No. M12-078, the Board of Supervisors, affirmed the Planning Commission's certification of the FEIR. On July 31, 2012, the Board of Supervisors approved the ordinances implementing the TCDP, and adopting General Plan Amendments, Planning Code Amendments, Zoning Map Amendments, and Administrative Code Amendments, (Clerk of the Board of Supervisors File Nos. 120685, 120665, 120666, and 120667, respectively). The Ordinances adopted findings, including those required for Environmental Quality Act compliance and to establish consistency with the General Plan. The Mayor signed the ordinances on August 8, 2012.

Hines' Section 309 Application is based upon the foregoing actions and seeks approval for the Tower Project, which has been aptly described as the future "crown of the San Francisco skyline." The Tower Project was analyzed at a project level in the certified FEIR. This iconic building will be integrally linked to and complement the Transbay Transit Center Project, which is a national model for Transit-Oriented Development.

As such, Hines is proceeding with its application for approval under Section 309 procedures.

With that preamble, we proceed to some of the specifics the application requires.

Compliance with Priority General Plan Policies Set Forth In Section 101.1 of San Francisco Planning Code (Pages 12 -13)

The Hines Transbay Tower complies with the Priority Policies of Section 101.1 of the Planning Code, specifically as follows:

1. Priority Policy 1: "That existing neighborhood-serving retail uses be preserved and enhanced and future opportunities for resident employment in and ownership of such businesses enhanced."

Compliance: Construction of the Transbay Tower will not disrupt any neighborhood-serving retail uses. In fact, by introducing more than 5,000 office workers into the neighborhood, the Transbay Tower will support and enhance retail opportunities including opportunities for resident employment in and ownership of such businesses.

2. Priority Policy 2: "That existing housing and neighborhood character be conserved and protected in order to preserve the cultural and economic diversity of our neighborhoods."

Compliance: The Transbay Tower itself will not displace any housing or alter a pre-existing neighborhood character. The TCDP contemplates a comprehensive redevelopment and improvement of the neighborhood character consistent with development in surrounding areas of the City that has occurred over the last 15 years.

3. Priority Policy 3: "That the City's supply of affordable housing be preserved and enhanced."

Compliance: The Transbay Tower development will not affect or displace housing of any type, whether affordable or market rate. Contributions to affordable housing through in-lieu payments contemplated in the TCDP should enhance the City's ability to support affordable housing projects in the neighborhood.

4. Priority Policy 4: "That commuter traffic not impede MUNI transit service or overburden our streets or neighborhood parking."

Compliance: Locating the Transbay Tower immediately adjacent to the Transit Center is intended to enhance the efficiency of MUNI and other transit services consistent with basic smart growth principles of concentrating intense urban development around transportation facilities.

5. Priority Policy 5: "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."

Compliance: The Transbay Tower is a key element of the TCDP intended to enhance the efficiency of the transportation center on which the industrial and service sectors of the economy are based and to enhance future opportunities for resident employment and ownership. The Transbay Tower will not displace any aspect of the industrial and service sectors of the City.

6. Priority Policy 6: "That the City achieve the greatest possible preparedness to protect against injury and loss of life in an earthquake."

Compliance: The Transbay Tower will be designed and constructed to applicable high standards of seismic safety in accordance with the latest contemporary learning on that subject.

7. Priority Policy 7: "That landmarks and historic buildings be preserved."

Compliance: The Transbay Tower will not displace or adversely affect any landmarks or historic buildings.

8. Priority Policy 8: "That our parks and open space and their access to sunlight and vistas be protected from development."

Compliance: The Transbay Tower will shadow certain parks and open space to a modest degree, all as disclosed in the certified Final Environmental Impact Report, and by incorporation the CEQA Statement of Overriding Considerations adopted by the Planning Commission on May 24, 2012, prepared in connection with the TCDP and the planning for the Transbay Tower itself. These shadowing impacts are overridden and are acceptable given the benefits to be derived from the TCDP and the Transbay Tower as an integral component of the Transit Center development. In addition, the Transit Center development and the Transbay Tower will add significantly to the park and open space assets of the neighborhood through addition of City Park, Mission Square, and the other open space amenities provided in connection with the development.

Draft Findings Proposed to Justify Rejection of Mitigation Measures, Exactions and Other Requirements on Policy and Economic Infeasibility Grounds

The following are considerations that could be used in whole or in part to justify approval of the Project, as the decision-makers determine in their discretion.

1. The Transit Center is planned to concentrate bus, light rail, commuter rail, and high-speed rail in a single, modern integrated facility with public open space and retail facilities and restaurants. As such, the Transit Center represents a key example of "smart growth" and modern concepts of urban planning that concentrate more intensive development around regional transportation facilities to promote efficiency in commuting patterns and serve environmental goals.

2. Concentrating office development around a transit center serves commuters, allowing them the benefits of access to workplaces as pedestrians and bicyclists, minimizing the use of single-occupancy automobiles, carrying out the policies that support and promote in-fill urban development and reduce the adverse environmental impacts of more dispersed automobile use.

3. The Transbay Tower, planned for a site adjacent to the Transit Center is intended to perform such smart-growth functions and has been planned as the pinnacle of the San Francisco skyline, representing the climax of the goals and policies of the San Francisco Downtown Plan. To this end, the TCDP at p. 4 states:

"The overarching premise of the TCDP is to continue the concentration of additional growth where it is most responsible and productive to do so – in proximity to San Francisco's greatest concentration of public transit service. The increase in development in turn will provide additional revenue for the Transit Center Project and for the necessary improvements and infrastructure in the District."

4. With respect to the Transbay Tower as an integral component of the Transit Center development, Policy 2.1of the TCDP (p. 25) states:

"Establish the Transit Tower as the "crown" of the Downtown Core – its tallest and most prominent building – at an enclosed height of 1,000 feet."

"The creation of a new crown to the skyline adjacent to the Transit Center is an important objective of the Plan. If the Transit Tower is built ultimately to a height of less than 900 feet or otherwise reasonably judged after a period of time unlikely to be built, the Planning Commission and Board of Supervisors should consider rezoning one of the key sites near the corner of 1st and Mission Streets to a height of 1,000 feet."

(Final Supplement to the TCDP, April 2012 at p. 5.)

5. The Transbay Tower must be economically feasible to carry out that policy. Within the current construction cost and development regime, the Transbay Tower would contain the most expensive office space in the City. Its economic feasibility depends upon its ability to justify those rental rates and also to prevent impositions and charges that would render the building economically infeasible.

6. The purchase price to be paid for the Tower Site represents a critical component of financing for construction of the Transit Center itself. Thus, it is critical to establish entitlements and regulatory approvals for the Transbay Tower that will allow it to be feasible so that the purchase of the Site may proceed as expeditiously as possible.