



SAN FRANCISCO PLANNING DEPARTMENT

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- Transit Impact Development Fee (Sec. 411)
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- Other (Public Art Fee, Sec. 429)

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Planning Commission Motion No. M-19502

HEARING DATE: NOVEMBER 5, 2015

Date: November 5, 2015
Case No.: **2014-002701OFA**
Project Address: **Mission Bay South Blocks 29 & 31**
Zoning: Mission Bay Commercial-Industrial-Retail
 HZ-5 Height and Bulk District
Block/Lot: 8722/001
Project Sponsor: David Kelly, Golden State Warriors, LLC
 1011 Broadway
 Oakland, CA 94607
Staff Contact: David Winslow – (415) 558-6377
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Recommendation: **Approval with Conditions**

ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT (“CEQA”) AND FINDINGS RELATING TO THE DESIGN APPROVAL PURSUANT TO PLANNING COMMISSION RESOLUTION NO. 14702 AND MOTION NO. 17709, FOR TWO NEW BUILDINGS WITH A TOTAL OF APPROXIMATELY 577,000 GROSS SQUARE FEET OF OFFICE USE, APPROXIMATELY 54,000 SQUARE FEET OF RETAIL SPACE, AND UP TO 546 OFF-STREET PARKING SPACES, ON PROPERTY THAT RECEIVED AN ALLOCATION OF 677,020 GROSS SQUARE FEET OF OFFICE USE PURSUANT TO PLANNING COMMISSION RESOLUTION NO. 17709, ON ASSESSOR’S BLOCK 8722, LOT 001, AKA MISSION BAY SOUTH BLOCKS 29 AND 31 IN THE MISSION BAY SOUTH REDEVELOPMENT AREA WITHIN THE MISSION BAY COMMERCIAL-INDUSTRIAL-RESIDENTIAL ZONING DISTRICT AND HZ-5 HEIGHT DISTRICT.

PREAMBLE

Whereas, GSW Arena LLC (“GSW” or “Project Sponsor”), an affiliate of the Golden State Warriors, LLC, which owns and operates the Golden State Warriors National Basketball Association team, proposes to construct a multi-purpose event center and a variety of mixed uses, including office, retail, open space, and structured parking on an approximately 11-acre site on Blocks 29-32 (Assessor’s Block 8722, Lots 1 and 8) in Mission Bay South Redevelopment Area (the “Event Center Project”). The Event Center Project

site is bounded by South Street on the north, 3rd Street on the west, 16th Street on the south, and the future planned realigned Terry A. Francois Boulevard on the east.

Whereas, on October 09, 2015, the Golden State Warriors, (hereinafter "Project Sponsor") filed Application No. 2014-002701OFA with the City and County of San Francisco Planning Department ("Department") for design approval and authorization of 577,000 gross square feet of office use in two new buildings, that are part of the Event Center Project, the "South Street Building" located on a portion of Block 29 of the Mission Bay South Redevelopment Project Area ("MBS Redevelopment Project Area"), and the "16th Street Building" located on a portion of Block 31 in the MBS Redevelopment Project Area, pursuant to Planning Commission Resolution No. 14702 and Motion No. 17709, on Assessor's Block 8722, lot 001, aka Mission Bay South Blocks 29 - 32.

Whereas, the South Street Building and the 16th Street Building are part of the Event Center Project and the design of these two buildings are the only elements of the Event Center Project that is subject to Planning Commission action.

Whereas, the Office of Community Investment and Infrastructure ("OCII") is the successor to the former Redevelopment Agency of the City and County of San Francisco and administers the development of projects in the MBS Redevelopment Project Area.

Whereas, the OCII and the Planning Department, together acting as co-lead agencies for conducting environmental review for the MBS Redevelopment Project Area, and other permits, approvals and related and collateral actions related to the Mission Bay South Redevelopment Project (the "MBS Project"), prepared and certified a Final Subsequent Environmental Impact Report (the "Mission Bay FSEIR"). The Agency and Commission certified the Mission Bay FSEIR for the MBS Project on September 17, 1998 by Resolution No. 182-98 and Resolution No. 14696, respectively. Also on September 17, 1998, the Agency and the Commission, by Resolution No.183-98 and Resolution No. 14697, respectively, adopted environmental findings (and a statement of overriding considerations, that the unavoidable negative impacts of the MBS Project are acceptable because the economic, social, legal, technological and other benefits of the MBS Project outweigh the negative impacts on the environment) pursuant to the California Environmental Quality Act, California Public Resources Code Sections 21000 et seq. ("CEQA") and State CEQA Guidelines, Title 14 California Code of Regulations Sections 15000 et seq. ("CEQA Guidelines") in connection with the approval of the MBS Plan and other MBS Project approvals. On October 19, 1998, the Board of Supervisors adopted Motion No. 98-132 affirming certification of the FSEIR by the Planning Commission and the Agency, and by Resolution No. 854-98 adopting environmental findings (and a statement of overriding considerations).

Whereas, the OCII, in accordance with CEQA and the CEQA Guidelines, and acting in its capacity as lead agency under CEQA Section 20167 for projects in the Mission Bay Project Area, determined that the Event Center Project required preparation of a Final Subsequent Environmental Impact Report ("FSEIR"). The OCII prepared the Event Center Project FSEIR, which tiers off the Mission Bay FSEIR. The Event Center Project FSEIR consists of the Draft Subsequent Environmental Impact Report ("GSW DSEIR"), the comments received during the review period, any additional information that became available after the publication of the GSW DSEIR, and the Responses to Comments document, all as required by law, copies

of which are available through Jonas P. Ionin, the Planning Department custodian of records as described below and are incorporated herein by reference.

Whereas, the requested design approval is an implementation action pursuant to and within the scope of the project analyzed in the Event Center Project FSEIR. On November 3, 2015, the Commission on Community Investment and Infrastructure reviewed and considered the FSEIR and, by Resolution No. 69-2015, certified the FSEIR in compliance with CEQA. Said certification included minor technical errata to the Responses to Comments of the FSEIR and the Project mitigation monitoring and reporting program as set forth in the November 3, 2015 memorandum from Environmental Science Associations to Sally Oerth, Office of Community Investment and Infrastructure, which is incorporated in this motion by this reference. The Commission on Community Investment and Infrastructure then adopted required findings under CEQA by Resolution No 70-2015, and took various approval actions including an approval of amendments to the Mission Bay South Design for Development ("MBS D for D") by Resolution No. 71-205, and conditional approval of the Major Phase and combined Basic Concept and Schematic Design of the Event Center Project by Resolution No. 72-2015.

Whereas, on November 3, 2015, the San Francisco Municipal Transportation Agency ("SFMTA") Board of Directors, acting in its capacity as a responsible agency for the Event Center Project, as such term is defined in CEQA, Public Resources Code Section 21069, after a duly noticed public hearing, adopted SFMTA Resolution No. 15-154, which includes required findings under CEQA, including a Statement of Overriding Considerations ("CEQA Findings"), and the above mentioned errata, and took various approval actions in regard to the Event Center Project. Said Resolution and the SFMTA CEQA Findings are incorporated herein by reference. The FSEIR files, other Project-related OCII files, and other materials have been available for review by the Planning Commission and the public with the OCII Board Secretary at 1 S. Van Ness, 5th Floor, San Francisco, CA 94103, through Jonas P. Ionin, the Planning Department custodian of records as described below, and at www.gsweventcenter.com, and those files are incorporated herein by reference and made part of the record before this Commission.

Whereas, the Planning Commission, acting in its capacity as a responsible agency under CEQA, has reviewed and considered the information contained in the FSEIR for the Event Center Project and the SFMTA CEQA Findings.

Whereas, on September 17, 1998, the Planning Commission (hereinafter "Commission") determined that the Mission Bay South Redevelopment Plan ("MBS Plan") (Planning Department Case No. 96.771EMTZR), provides for a type, intensity, and location of development that is consistent with the overall goals, objectives, and policies of the General Plan, as well as the Eight Priority Policies of Section 101.1(b) of the Planning Code ("Code"), in Planning Commission Resolution No. 14702.

Whereas, on September 17, 1998, the Commission authorized a total of 5,953,600 gross square feet of office use from the Office Development Annual Limit, as defined in Planning Code Sections 320, 321 and 322, for the proposed Mission Bay North and Mission Bay South Redevelopment Plans, as noted in Planning Commission Resolution No. 14702.

Whereas, on July 16, 2008, the Commission, by Motion No. 17709 authorized, pursuant to Resolution No. 14702 and Planning Code Section 321, the creation of the Alexandria Mission Bay Life Sciences and

Technology District (“Development District”), for which previously allocated office space and future allocations would be limited by this authorization to 1,350,000 leasable square feet of office space, until entirely allocated, as further described below. Blocks 29-32 are included in the Development District and have been allocated a total of 677,020 sf. of office space pursuant to Motion No. 17709.

Whereas, Motion No. 17709 provided that authorization for construction of future buildings with an office component in the Development District would be subject to Commission review with regard to design for compliance with the MBS D for D and in accordance with Resolution No. 14702.

Whereas, the Planning Department, Jonas P. Ionin, is the custodian of records, located in the File for Case No. 2014-002701OFA at 1650 Mission Street, Fourth Floor, San Francisco, California.

Whereas, on November 5, 2015, the Planning Commission (“Commission”) conducted a duly noticed public hearing at a regularly scheduled meeting on Office Allocation Application No. 2014-002701OFA.

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

MOVED, that the Commission in relation to the actions set forth in this Motion hereby adopts the SFMTA CEQA Findings as its own and,

FURTHER MOVED, that the Commission hereby approves the design for construction of the South Street Building and the 16th Street Building and authorizes 577,000 gross square feet of Office Development requested in Application No. 2014-002701OFA, pursuant to the criteria established in Planning Commission Resolution No. 14702 and Motion No. 17709, subject to the conditions contained in “EXHIBIT A” of this motion, based on the following findings:

FINDINGS

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

1. The above recitals are accurate and constitute findings of this Commission.
2. **Site Description and Present Use.** The site is located in the MBS Redevelopment Project Area, in the MBS Plan’s Commercial-Industrial-Retail Zoning District, and the MBS D for D’s Height Zone 5 (HZ-5). Lot 001 in Assessor’s Block 8722, also known as MBS Block 29-32, is approximately 11 acres, and is bounded to the north by South Street, to the west by Third Street and to the South Street by 16th street, and to the west by Third Street. The site is currently partially occupied by paved, metered surface parking.
3. **Project Description.** On portions of MBS Blocks 29 and 31, the proposal would construct two new office buildings, the 16th Street Building and the South Street Building, with a total of

approximately 640,000 gross square feet. The South Street Building is a 342,272 gross square foot, 11-story building, approximately 160-feet in height, located at the corner of Third Street and South Street. The 16th Street Building is an 11-story, approximately 160-foot tall building containing approximately 297,694 gross square feet, situated near the corner of Third Street and 16th Street. A common access driveway on 16th Street will provide loading and service to both buildings. A large publicly accessible open space plaza, approximately 1-acre, is centrally located between the two office buildings. The proposal includes up to 577,000 square feet of office and approximately 19,400 square feet of ground floor retail. Specifically, the South Street Building would contain approximately 309,436 square feet of office space, while the 16th Street Building would contain approximately 267,486 square feet of office space. A total of 950 off-street parking spaces will be located in an at-grade and underground parking garage that is part of the Event Center Project, 546 spaces would be dedicated for the office uses, and 124 bicycle parking spaces located on-site in ground floor bike rooms will be dedicated to the office and retail uses.

4. **Public Comment.** The Mission Bay Citizen's Advisory Committee (CAC) is the official community group leading the community process for the Event Center Project. The CAC has discussed the Event Center Project, and related topics, at its May, August, September, October, November and December 2014 meetings, as well as three other meetings in March and April 2015. The Schematic Designs were discussed by the Mission Bay CAC at the March and April 2015 meetings, and again on October 8, 2015 when the CAC voted unanimously to recommend approval of the designs. In addition to meeting with the CAC, the GSW and OCII/City staff have also reached out to other stakeholders, including:
- Mission Bay life science community
 - Neighborhood leaders from: South Beach, Rincon Hill, Mission Bay, Dogpatch, and Potrero Hill
 - UCSF
 - San Francisco Giants
 - San Francisco Bicycle Coalition
 - Walk San Francisco
 - Local residents and business/merchants
 - Regional transportation providers such as BART, Caltrain, WETA, Golden Gate Transit, and Caltrans.

On October 6, 2015 the University of California San Francisco endorsed the Event Center Project; on October 8, and on October 20, 2015 the Mission Bay life science community, represented by thirteen of the largest biotech companies in San Francisco, officially supported the Event Center Project.

5. **Planning Commission Resolution No. 14702.** Under Planning Commission Resolution No. 14702, the Commission determined that the office development contemplated in the MBS Plan in particular promotes the public welfare, convenience and necessity, and was consistent with the factors set forth in Sections 321(b)(3)(A)-(G).

In considering the guidelines set forth in Section 321(b)(3)(A)-(G), the Commission determined that the apportionment of office space over the anticipated 30-year build-out of the MBS

Redevelopment Project Area will remain within the limits set by Section 321, and will maintain a balance among economic growth, housing, transportation, and public services, pursuant to terms of the MBS Plan and Plan Documents, which provide for the appropriate construction and provision of housing, roadways, transit, and all other necessary public services in accordance with the Infrastructure Plan (as defined in the MBS Plan Documents).

The development of office space is an element of the MBS Plan, which, among other things, provides for: "Strengthening the economic base of the Plan Area and the community by strengthening retail and other commercial functions in the Plan Area through the addition of approximately 335,000 leasable square feet of retail space ... and about 5,953,600 leasable square feet of mixed office, research and development and light manufacturing uses."

The Commission further determined in Resolution No. 14702 that it would review any specific office development subject to Sections 320-325 to confirm that the design of that office development is consistent with the findings in Resolution No. 14702 using the design standards and guidelines in the MBS D for D and upon such a determination would issue a project authorization for the proposed development.

6. **Mission Bay South Design for Development Standards.** The MBS D for D is a companion document to the MBS Plan. It contains Design Standards and Design Guidelines, which apply to all development within the MBS Plan Area. The MBS Plan provides that the Plan and other documents adopted with Plan, including the MBS D for D, supersede the San Francisco Planning Code in its entirety, except as otherwise provided in the MBS Plan.

The D for D has been amended by OCII (or its predecessor agency) four times since its adoption in 1998, most recently on November 3, 2015 by Resolution No. 71-2015. This fourth amendment was approved primarily to address the unique characteristics of the Event Center Arena that is a component of the Event Center Project. The amendments included minor changes that relate to design standards and guidelines relevant to the 16th Street Building and South Street Building. These included allocation of an unused tower from Height Zone 2 to Height Zone 5 (for an amended total of 4 instead of 3 towers within HZ-5) the designation of the fourth tower location on Blocks 29 or 31, and minor adjustments to the HZ-5 developable area percentages to accommodate the Event Center Project, and the addition of minimum tower separation requirements between a tower and Event Center building.

The proposed 16th Street Building and South Street Building conform to the MBS Plan and the amended MBS D for D standards and guidelines as described below in findings 7 and 8, respectively:

In MBS, development plans for buildings are preceded by the approval of a Major Phase, which generally covers one or several MBS blocks and in which such items as the general appearance, site planning (program of uses, estimated: range of development density, parking, loading, square footage of each use and schedule for development, utilities, transit, vehicular, pedestrian

and bicycle circulation, open space, private and public) and streetscape are considered. Any major phase should also meet the MBS Plan and MBS D for D standards and guidelines.

The Major Phase and Schematic Design for Blocks 29 to 32 was combined into a single review and approval by the Office of Community Investment and Infrastructure Commission on November 3, 2015 by Resolution No. 72-2015.

7. **Office of Community Investment and Infrastructure Compliance.** At the November 3, 2015 meeting, the Office of Community Investment and Infrastructure (OCII) Commission found and determined that the Major Phase and Schematic Design for the entire Event Center and Mixed Use Development Project are, on balance, consistent with the Commercial Industrial Guidelines of the MBS D for D, and is consistent with MBS D for D as amended. The 16th Street Building and the South Street Building are specifically consistent with MBS D for D Design Standards and Commercial/Industrial Guidelines in the following manner:

- a) Land Use. Blocks 29 & 31, as shown in Map 2, Land Use Plan of the MBS D for D, is within a designated Commercial Industrial Retail District.

The 16th Street Building and the South Street Building are allowed principal uses under the MBS Redevelopment Plan.

- b) Height. According to Map 4 of the D for D, Blocks 29 & 31 are within Height Zone-5 (HZ-5), which has the following development controls:

Base Height:	90'
Base Height Coverage:	90% of HZ-5
Tower Height:	160'
Tower Height Coverage:	10% of HZ-5. Max. Number of Towers: 4, 2 of which must be on Blocks 29 or 31
Location of Towers:	No tower permitted in Blocks 26a, 28, 30, 32, 34 & X4.
Corners:	Except for 16 th Street and Third Street, no intersection to allow more than 2 towers within 50' of the corner.
Tower Separation:	100' when located on the same block, and a minimum of 40', between and a tower and an Event Center
Orientation:	Towers along 3rd Street not to exceed 160'
Mechanical Equipment:	Exempt from the Height limitation. The exemption is limited to the top 36' (20' for a mechanical penthouse, 16 for top of a ventilator stack) of such features where the height limit is more than 65'.

The proposed development of MBS Blocks 29 and 31 consists of two office buildings with bases of 90' and towers of a maximum height of 160-ft.

The proposal complies with the 100' separation of towers and with the 40' separation from the Event Center building; as required in the D for D.

Mechanical equipment would be located on the roof and screened from view, the maximum height of the proposed screens would be 16' for the 16th St. Building and 14'-9" for the South St. Building.

- c) Bulk. Bulk controls apply above 90' and include the following standards:

Maximum Plan Length: 200'
Maximum Floor Plane: 20,000 square feet

The 16th Street Building has a maximum plan length of 199-feet and a maximum floor plane of 20,000 square feet.

The South Street Building has a maximum plan length of 192-ft 6-in and a maximum floor plane of 20,000 square feet.

- d) Setbacks.

Required Setbacks: 5' setback on east side of Third Street from one block south of Channel to Mariposa Street.

The development of the South Street building proposes ground floor setbacks that range from 35' to 55' from the sidewalk; and the 16th Street building proposes ground floor setbacks that range from 10' to 35' from the sidewalk in anticipation of high pedestrian volumes due to the proposed Event Center.

- e) Coverage and Streetwall. In Commercial Industrial Districts the D for D Document sets forth the following requirements:

Coverage: Non Applicable.

Streetwall:

Minimum Length: Minimum 70% of block frontage length along primary streets required (Third Street and the Commons, a.k.a. Mission Bay Boulevard are considered primary streets; (70% refers to the total measurement from street to street with no exceptions for pedestrian walkways, except for 3rd and 16th Street frontages surrounding an Event Center).

Minimum Height: 15'.

Maximum Height: Height not to exceed 90' (except for mid-rise, Event Center, and towers.)

Corner Zone Conditions: At all intersections along primary streets, build to streetwall at all corners for a distance of 50'. Height of buildings at the corners to be no less than 15'.

Required Stepbacks: Buildings HZ-5 along the Commons (Mission Bay Boulevard) are required to use a stepback of 30' from the property line at the 55' height and 110' from the property line at the 90' height.

Projections: Architectural projections over a street, alley, park or plaza shall provide a minimum of 8' of vertical clearance over the sidewalk or other surface above which they are situated.

The minimum streetwall height would be approximately 90-ft, and the maximum streetwall height to be 160-ft for the buildings along Third Street.

The proposed building frontages along Third and 16th Streets complies with minimum streetwall lengths and corner conditions and heights at corners per amendments to the MBS D for D.

- f) Sunlight Access to Open Space. As the MBS D for D indicates, additional shadow analysis will not be required unless, as part of a specific project application, the project applicant seeks a variance from the standards determining the shape and location of buildings.

No exception is required as part of this application.

- g) Wind Analysis. The MBS D for D indicates that wind review will be required for all projects that include buildings over 100' in height. The height of the proposed building would be 160'.

A Pedestrian Wind Study was prepared by RWDI for this Site. The Study considered the development proposed in the application. The final Report, dated April 15, 2015 concludes that the, wind conditions at grade around the development were predicted to not to exceed hazard levels year-round.

- h) View Corridors. View corridors follow street alignments and are based on the following principles: to preserve orientation and visual linkages to the Bay, as well as vistas to hills, the Bay Bridge and downtown skyline; to preserve orientation and visual linkages that provide a sense of place within Mission Bay. View Corridors may terminate in buildings rather than vistas in certain circumstances; a view corridor on MBS Blocks 29-32 may terminate in an Event Center that provides an important architectural statement as recommended in the MBS D for D Commercial Industrial Guidelines.

The proposed 16th Street and South Street Buildings do not block any view corridors as defined above.

- i) Parking. The number of off-street parking spaces required and/or allowed for uses within MBS applicable to the 16th Street Building and South Street Building, as indicated in the D for D are the following:

Office: Maximum and minimum, one space for each 1,000 square feet of gross floor area.

Retail: Maximum, one space for every 500 square feet of gross floor area for up to 20,000 square feet; 1 space per 250 over 20,000 gross feet. Restaurants: 1 space per 200.

Bicycle Parking: One secure bicycle parking space must be provided for every 20 vehicular parking spaces or fraction thereof.

Based on the gross square footage indicated on the application for Planning Code Section 321 (b) determination for development of Blocks 29 & 31, the maximum number of allowable parking spaces required would be: life science/office uses (545,877 adjusted gross square feet, per OCII calculations) 546 spaces required and provided. Based on the proposed retail area and uses that are part of the office buildings, 130 parking spaces are required. Based on the above, 34 secured bike parking spaces are required. 60 class 1 secured bike spaces are provided at the ground level of the 16th St. building; and 64 class 1 secured bike spaces are provided at the ground level of the South St. Building. The 18,064 seat Event Center requires 1 space per 50 seats. The Event Center Project is providing a total of 950 spaces on site and 132 spaces at 450 South Street Parking Garage; therefore the parking provided for the 16th Street and South Street Buildings complies with the required standard.

- j) Loading. The number of loading spaces required and/or allowed for uses within MBS, provided per gross square feet, as indicated in the MBS D for D are the following:

Retail:	One space for retail uses between 10,001 and 60,000 square feet.
Commercial:	Two spaces for commercial uses between 200,001 and 500,000 square feet.
Dimensions:	At least 10' wide, 35' long and 14' high.

Based on those ratios, the total number of loading spaces would be three. However, based on a loading study for the Event Center Project as a whole including the office uses, the corresponding Major Phase Application indicate thirteen loading spaces located within the structured parking and combined with a parking entrance, satisfying the dimensional requirements indicated in the MBS D for D.

8. Mission Bay South Design for Development Design Guidelines-Commercial Industrial Guidelines. The Applicable Design Guidelines include:

- a) View Corridors

“View corridors are defined by the Mission Bay street grid....View corridors are primarily to retain views to the Bay, the Channel and the down skyline and to reinforce visual linkages between the UCSF campus and surrounding development. In a few locations in Mission Bay (e.g. near the Freeway and on Blocks 29-32 to accommodate and an Event Center Project) view corridors may terminate in buildings rather than in vistas.”

The 16th Street and South Street Buildings are not located within any view corridors.

- b) Open Spaces

“Encourage the development of publicly-accessible open spaces at ground level. Where feasible, design these open spaces in relation to local-serving retail such as cafes and to the public open space network”.

The 16th Street Building and the South Street Building are within the larger development of the Event Center Project on MBS Blocks 29-32 which contemplates the construction of two major publicly

accessible open spaces. The Main Plaza is located between the office buildings, along Third Street, and the second is located at the northwest corner of 16th Street and Terry Francois Boulevard. The main plaza is a one-acre publicly accessible open space that is elevated 8 feet above grade. It gradually terraces from the street level by stairs, ramps, and landscape features to be visually and physically and accessible. It is bordered by commercial uses.

Building plans include approximately 6,400 square feet of retail space located on the ground floor along Third Street, and approximately 10,000 of retail space directly adjacent to the main plaza on two levels.

The smaller 25,000-square foot Southeast Plaza at the corner of Terry Francois and 16th Street leads into the secondary entrance to the Event Center Project and will be used as the primary entrance for events with reduced attendance. A 300-space bicycle valet facility is located on this plaza, and an additional overflow, temporary bicycle corral could be located in this plaza for events anticipated to attract a larger number of bicycle riders. A similar overflow bicycle corral could be provided on other plaza areas throughout the site as needed.

c) Pedestrian Walkways

“Walkways are encouraged to enhance the pedestrian experience in the Commercial Industrial area...Walkways to mid-block open spaces or courtyards are encouraged.”

In addition to the plazas, there are public walkways that wrap around the exterior of the north and eastern-sides of the Event Center to connect the Main Plaza to the Food Hall, Bayfront overlook, main concourse entry, Bayfront Terrace exterior entry, and 16th Street.

d) Streetwall

“Commercial areas in San Francisco are noted for streets with buildings at the property line where there is little or no space between the buildings. This historical pattern of development gives San Francisco its intense urban quality and should be a model for Mission Bay development. Commercial Industrial Buildings shall be continuous at the property line on streets, except for occasional breaks in the streetwall.”

“Setbacks up to 10’ from the property line are allowed within a continuous streetwall.”

“Variations from the streetwall are allowed to create open space, pedestrian circulation space, mid-block lanes and landscaping areas.”

The ground level of building facades at Third Street would be set back at an angle from the property or setback line to accommodate large pedestrian traffic that integrate ramps, stairs, and landscaping that transition from grade to the raised public open space at the Main Plaza. Additionally, a gatehouse anchors the visual terminus of the ‘vara’ along Third St. The design balances a traditional streetwall at the corners along Third Street with a public plaza that opens onto Third Street. The design of the office buildings and landscape at ground level is supportive of the street wall and the public plaza.

This approach would be consistent with the traditional development pattern that gives San Francisco a vibrant and visually interesting urban quality, as sought by the MBS Design for Development Guidelines.

e) Streetwall Height

“Within high density commercial areas of San Francisco such as downtown and South of Market, a typical ratio of street width to streetwall height is approximately 1: 1.25”. “The building-street relationship in Mission Bay Commercial Industrial areas should reflect this city pattern.”

Third Street, the relation of streetwall height to the width of the Street (except for the tower portion) would not exceed the typical ratio found in the high density commercial areas of San Francisco.

f) Pedestrian Scale

“Office and other commercial buildings are encouraged to be active and to incorporate visually interesting details and/or decoration into the design of the building base”.

“Large scale city-serving retail development should attempt to maintain an inviting pedestrian experience on the street. Street level frontage, where feasible, should be primarily devoted to entrances, shop windows, displays and other visually interesting features ... An attempt should be made to maintain a continuous block façade line consistent with block development throughout Mission Bay.”

Plans for the 16th Street and South Street Buildings on MBS Blocks 29 & 31 show approximately 6,400 square feet of retail space and office lobbies fronting Third Street and additional 3000 sf. of retail at a separate “Gatehouse” Building. The ground floor uses are defined by building setbacks that create identifiable transitions to the entries and horizontally articulated by the third floor above.

For both the 16th Street Building and the South Street Building, the vertical clearance from the ground floor to the bottom of the third floor above would be approximately 25’, which would establish an appropriate grand and inviting pedestrian scale. In each case, this building overhang would mitigate the street-level wind conditions identified in the corresponding Wind Study). The exterior expression of the South Street Building facade consists of a glass storefront system that is lined with almost continuous active uses that wrap from South Street, along Third and into the main plaza. The 16th Street Building also employs scalar features and materials along Third St. but due to the location of the building core, employs materials on the 16th Street façade to impart a human-scale.

g) Curb Cuts

“In order to preserve the continuity and quality of the pedestrian environment, curb cuts for parking and service uses are strongly discouraged along Third Street”.

No curb cuts are proposed along Third Street. The preservation, continuity and quality of the pedestrian environment would be further enhanced with the centralization of all interior loading operations accessible from 16th Street.

h) Height Locations

“The predominant commercial height zone in Mission Bay allows buildings to a maximum of 90’ high. Buildings up to 160’ high may be constructed within a percentage of the developable area of each height zone as indicated in the Design Standards.”

The proposed development of Block 29-32 consists of five buildings: The South Street and 16th Street buildings which will raise to a height of 160’; the Event Center arena which will raise to 135’; a 43’ high Food Hall and retail building, and a 36’ high Gatehouse building. The placement of the different buildings heights within the site takes into account the proximity to parks, the shoreline, views and potential towers in the neighboring blocks. The MBS D for D was amended to allocate an unused tower in Height Zone 2 to Height Zone 5. Height Zone 5 would thus allow for 4 towers.

i) Skyline Character

“Skyline character is a significant component of the overall urban composition that is San Francisco and the guidelines encourage development which will complement the existing city pattern and result in new, attractive view element as seen from vantage points.”

The building massing proposed for the development of Block 29-32 is consistent with the existing city pattern of low buildings near the waterfront, which contributes to the gradual tapering of heights from the hilltops to the water that is characteristic of San Francisco and allows views to the Bay. The towers vary in setback distance from Third Street, which adds to the compositional effect of adding variety.

j) Building Base

“For pedestrians, the character of the building base is important in establishing a comfortable scale and environment and should be designed to achieve this ... Variety at street level for pedestrian scale can be achieved through the use of design features such as stairs, entries, expressed structural elements, arcades, projections, rusticated materials and landscaping.”

The proposed location and massing of the 16th Street Building and South Street building podiums anchors the two main corners of Third and South and Third and 16th, while continuing a street wall, and framing a major public open space.

The base of the western side of the South Street Building is set back 50’ from the property line to allow for increased pedestrian volumes. The base would be characterized by a 25’ high transparent glass storefront containing corner retail and the main building lobby. The upper floors of the podium would over hang the base to provide a sheltered transition space from rain and wind. (See corresponding

Wind Study). The building entrance is highlighted by a projecting canopy. A transparent and active lobby wraps around and continues to engage with South Street.

The base of the western side of 16th Street Building shares most of the characteristics of the base of the South Street Building (expression of structural columns, use of clear glass, recessed entries and an overhang). Sculptural use of materials and a landscaped 23' setback along 16th continue the ground level of the 16th Street Building.

k) Roofscape

“Recognizing that Mission Bay building roofs may be visible from higher surrounding locations, they should be designed consistent with the distinctive architecture of the building”. “Roofs should use non-reflective, low intensity colors”. “Mechanical equipment should be organized and designed as a component of the roofscape and not appear to be a leftover or add-on element. Mechanical equipment should be screened as provided in the Design Standards.”

The plans and elevations for the proposed 16th Street Building and South Street buildings indicate that mechanical equipment and rooms, stairs and elevator penthouses, as shown on plans would be organized and screened from view with corrugated metal panel enclosures. The podium roofs, which would be visible from other tall buildings, are proposed as green roofs.

l) Visual Interest

“To mitigate the scale of development and create pedestrian friendly environment, building massing should be modulated and articulated to create interest and visual variety”.

The forms of both office buildings take their cue from the curved form of the Event Center. The podiums are expressed differently to express and interlock with the towers. The 16th Street Building confidently anchors the street corner with the podium wrapping around its sides, whereas the South Street Building is setback from its corner and allows the podium wrap into the Main Plaza with curved forms, to create an invitational gesture for pedestrians.

The design of both buildings balances the horizontality that results from the height and bulk of the podiums by massing and plane shifts. Vertical and horizontal articulation occurs through the use of changes in planes between the base levels and the podium levels using serrated planes of glass and mid-scale massing shifts. The materials and patterning are deliberate and subtle but accentuate the clarity of the forms. The vertical glazing/mullion pattern of the curtain walls of the podiums also help vertically articulate the predominantly horizontal buildings.

The proposed modulation and articulation of the buildings create interest and visual variety, as sought by the MBS D for D Design Guidelines.

m) Color and Materials

“Extreme contrast in materials, colors, shapes and other characteristics which will cause buildings to stand out in excess of their public importance should be avoided.”

For both office buildings, the building designs proposes a harmonious palette of light colored materials (combinations of clear vision glass, fritted spandrel panels, and resin coated wood panels,) that would be consistent with the proposed building materials, avoids extreme contrasts and would reflect the generally light tone character of San Francisco buildings.

9. **General Plan Consistency.** The General Plan Consistency Findings set forth in Motion No. 14702, Case No. 96.771EMTZR (General Plan Consistency Findings and Office Development Authorization, pursuant to Planning Code Sections 320-325) apply to this Motion, and are incorporated herein as though fully set forth.

10. The Commission has reviewed the design standards and guidelines in the MBS D for D and the project design and finds that (1) the MBS D for D standards and guidelines will ensure a quality design, (2) the proposed project is consistent with the MBS D for D and the findings set forth in Commission Resolution 14702, and (3) approval of the design of the proposed project would promote the health, safety and welfare of the City.

DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES Office Development Application No. 2014-002385OFA**, 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 February 5, 2015, on file in Case Docket No. 2014-002385OFA.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Section 321 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 adoption of this Motion if not appealed (after the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. For further information, please contact the Board of Appeals at (415) 575-6880, 1660 Mission, Room 3036, San Francisco, CA 94103.

Protest of Fee or Exaction: You may protest any fee or exaction subject to Government Code Section 66000 that is imposed as a condition of approval by following the procedures set forth in Government Code Section 66020. The protest must satisfy the requirements of Government Code Section 66020(a) and must be filed within 90 days of the date of the first approval or conditional approval of the development referencing the challenged fee or exaction. For purposes of Government Code Section 66020, the date of imposition of the fee shall be the date of the earliest discretionary approval by the City of the subject development.

If the City has not previously given Notice of an earlier discretionary approval of the project, the Planning Commission's adoption of this Motion, Resolution, Discretionary Review Action or the Zoning Administrator's Variance Decision Letter constitutes the approval or conditional approval of the development and the City hereby gives **NOTICE** that the 90-day protest period under Government Code Section 66020 has begun. If the City has already given Notice that the 90-day approval period has begun for the subject development, then this document does not re-commence the 90-day approval period.

I hereby certify that the Planning Commission **ADOPTED** the foregoing Motion on November 5, 2015.

Jonas P. Ionin
Commission Secretary

AYES: Fong, Wu, Antonini, Hillis, Moore, Richards, Johnson

NAYS: None

ABSENT: None

ADOPTED: November 5, 2015

EXHIBIT A

AUTHORIZATION

This authorization is for the office design of two buildings of the proposed project (“Office Allocation Authorization”), which includes approximately 577,000 gross square feet of office use located at Mission Bay South Blocks 29 and 31, Lot 001 in Assessor’s Block 8722, pursuant to Planning Code Sections 321 and 322 within MBS C-I-R Zoning District and HZ-5 Height and Bulk District, and in conformance with Planning Commission Resolution No. 14702 and Motion No. 17709; in general conformance with plans, dated November 3, 2015, and stamped “EXHIBIT B” included in the docket for Case No. 2014-002701OFA and subject to conditions of approval reviewed and approved by the Commission on November 5, 2015 under Motion No. M-19502. 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 November 5, 2015 under Motion No. M-19502.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

The conditions of approval under the 'Exhibit A' of this Planning Commission Motion No. M-19502 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 the Office Development Authorization and any subsequent amendments or modifications.

SEVERABILITY

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

CHANGES AND MODIFICATIONS

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

Conditions of Approval, Compliance, Monitoring, and Reporting

PERFORMANCE

Validity. The authorization and right vested by virtue of this action is valid for three (3) years from the effective date of the Motion. The Department of Building Inspection shall have issued a Building Permit or Site Permit to construct the project and/or commence the approved use within this three-year period.

The Project Sponsor shall submit to the Zoning Administrator two copies of a written report describing the status of compliance with the conditions of approval contained within this Motion every six months from the date of this approval through the issuance of the first temporary certificate of occupancy. Thereafter, the submittal of the report shall be on an annual basis. This requirement shall lapse when the Zoning Administrator determines that all the conditions of approval have been satisfied or that the report is no longer required for other reasons.

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

Diligent Pursuit. 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. Failure to do so shall be grounds for the Commission to consider revoking the approval if more than three (3) years have passed since this Office Allocation Authorization was approved.

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

Extension. All time limits in the preceding three paragraphs may be extended at the discretion of the Zoning Administrator where implementation of the project is delayed by a public agency, an appeal or a legal challenge and only by the length of time for which such public agency, appeal or challenge has caused delay.

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

Conformity with Current Law. No application for Building Permit, Site Permit, or other entitlement shall be approved unless it complies with all applicable provisions of City Codes in effect at the time of such approval.

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

Development Timeline - Office. Pursuant to Planning Code Section 321(d)(2), construction of an office development shall commence within 18 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 Office Allocation Authorization.

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

DESIGN

Project Design. The Project Sponsor shall continue to work with Department and OCII staff in refining certain aspects of the architectural design, finishes and detailing.

*For information about compliance, contact the Case Planner, Planning Department at 415-558-6377,
www.sf-planning.org*

PROVISIONS

Transit Impact Development Fee. Pursuant to the MBS Plan, the Project shall comply with the provisions of Planning Code Sections 411 (formerly Chapter 38 of the Administrative Code), adjusted to be consistent with the MBS Plan and Plan documents as determined by OCII. Accordingly, the TIDF fee shall be paid at the rate effective at the issuance of the first construction document.

*For information about compliance, contact the Case Planner, Planning Department at 415-558-6377,
www.sf-planning.org*

Child Care Requirement. Pursuant to MBS Plan, the Project shall comply with the provisions of Planning Code Section 414, the Child-Care Requirements for Office and Hotel Development Projects, through payment of an in-lieu fee.

*For information about compliance, contact the Case Planner, Planning Department at 415-575-9159,
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 Code Enforcement, Planning Department at 415-575-6863,
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 Code Enforcement, Planning Department at 415-575-6863,
www.sf-planning.org*

OPERATION

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

For information about compliance, contact the Case Planner, Planning Department at 415-575-9159, www.sf-planning.org