ADOPTEO AUGUST 15, 2000

ADOPTING ENVIRONMENTAL FINDINGS AND A STATEMENT OF OVERRIDING CONSIDERATIONS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND STATE GUIDELINES IN CONNECTION WITH THE APPROVAL OF A PROPOSED AMENDMENT OF THE REDEVELOPMENT PLAN FOR THE YERBA BUENA CENTER APPROVED REDEVELOPMENT PROJECT AREA D-1 AND THE PROPOSED EMPORIUM SITE AREA DEVELOPMENT;
YERBA BUENA CENTER REDEVELOPMENT PROJECT AREA

BASIS FOR RESOLUTION

1. The Redevelopment Agency of the City and County of San Francisco (the “Agency”) has proposed an Amendment to the Redevelopment Plan for the Yerba Buena Center Redevelopment Project Area D-1 (the “Plan Amendment”) that would add territory to the existing Yerba Buena Center Redevelopment Project Area (the “Project Area”), which includes the existing Emporium building that fronts onto Market Street between Fourth and Fifth Streets, and adjacent warehouse and commercial buildings to the south, extending to Mission Street (the “Emporium Site Area”).

2. Bloomingdale’s, Inc., an Ohio corporation, is the owner of the majority of the real property within the Emporium Site Area. It has entered into an agreement with Emporium Development, L.L.C., a California limited liability company controlled by Forest City Development Company of California, Inc., to develop the site. As detailed in the Final Supplemental Environmental Impact Report (“FSEIR”) and the Addendum to the FSEIR, and as modified further as described in Attachment A, the Developer has proposed to develop the Emporium Site Area with approximately 1,607,000 square feet of commercial and hotel uses to the site, while retaining, restoring and rehabilitating certain historic features of the existing Market Street facade of the Emporium building as well as associated office space and the dome (the “Project”).

3. The proposed Plan Amendment and Project, which is further described in Attachment A, would allow for the Agency to take such actions it deems necessary to alleviate the prevalent conditions of blight within the Emporium Site Area, including physical deterioration and economic stagnation, and to facilitate the development of retail and hotel uses that add to and complement redevelopment activities in the existing Redevelopment Project.

4. The Agency and the Planning Department of the City and County of San Francisco (the "Department") have undertaken a planning and environmental review process for the
proposed Plan Amendment and Project and provided for appropriate public comment and public hearings before the Agency Commission and Planning Commission.

5. On October 24, 1998, the Agency and the Department jointly published the Draft Environmental Impact Report (the "DEIR") for the Project, for public review and comment.


7. On August 14, 1999, the Agency and the Department jointly published the Supplement to the Draft Environmental Impact Report (the "SEIR") for the Project, for public review and comment.

8. The Agency Commission and Planning Commission jointly held a duly advertised public hearing on the SEIR on August 24, 1999, and further written comments were received until 5:00 p.m. on September 28, 1999.

9. On December 27, 1999, the Agency and the Department jointly published the Draft Summary of Comments and Responses that contained written responses to the public comments on environmental issues received at the public hearings for the DEIR and the SEIR and in writing during both the 45-day public review period for the DEIR and the 30-day public review period for the SEIR, revisions to the text of the SEIR and/or DEIR in response to comments received or based on additional information that became available during the public review period, and corrected errors to the text of the SEIR and/or DEIR.

10. A Final Supplemental Environmental Impact Report (the "FSEIR") has been prepared jointly by the Agency and the Department, consisting of the DEIR, the SEIR, any consultations and comments received during the review process, any additional information that became available, and the Summary of Comments and Responses, as required by law.

11. By Resolution No. 1A-2000, dated January 13, 2000, the Agency Commission certified the Final EIR for the Project at a joint meeting with the Planning Commission.

12. On June 8, 2000, the Department published an Addendum to the FSEIR (the "Addendum"), for minor revisions to the FSEIR Project Description and the Project.

13. The Department analyzed additional minor revisions to the Project that were made after publication of the Addendum and concluded that the Project as revised was consistent
with the Addendum and did not alter the conclusions therein. The Department communicated the analysis and findings to the Agency.

14. The Project and Environmental Impact Report files and the Addendum have been made available for review by the Agency Commission and the public, and these files are part of the record before the Commission.

**FINDINGS**

The Agency finds that:

1. It has received, reviewed and considered the FSEIR and on January 13, 2000, and finds that the contents of the FSEIR and the procedures through which the FSEIR was prepared, publicized and reviewed comply with the provisions of the California Environmental Quality Act (Cal. Pub. Res. Code Section 21000 et seq. ("CEQA")), the State CEQA Guidelines (Cal. Admin. Code Title 14, Section 15000 et seq. ("CEQA Guidelines")), Chapter 31 of the San Francisco Administrative Code ("Chapter 31"), and the Agency's Resolution No. 59-77, adopted March 8, 1977 (the "Resolution").

2. The FSEIR concerning File No. 98.090E reflected the independent judgement and analysis of the Agency, was adequate, accurate and objective and that the Summary of Comments and Responses contained no significant revisions to the SEIR or DEIR.

3. It has adopted findings of significant impacts associated with the Project and certified completion of the FSEIR for the Project in accordance with CEQA and the CEQA Guidelines.

4. It has received, reviewed and considered the Addendum, and finds that the contents of the Addendum and the procedures through which the Addendum was prepared, publicized and reviewed comply with the provisions of CEQA, the CEQA Guidelines, Chapter 31, and the Agency's CEQA Resolution.

5. The Addendum reflects the independent judgment and analysis of the Agency, is adequate, accurate and objective and that the revision to the Project constitutes a minor technical change of the FSEIR and of the Project, does not change the circumstances under which the Project would be implemented, does not change any environmental effect evaluated in the FSEIR, will not result in any new significant environmental impact, and would not require preparation of a supplemental or subsequent environmental impact report, in accordance with CEQA and the CEQA Guidelines, Chapter 31 and the Agency's CEQA Resolution.
6. The Department’s analysis and findings for the additional minor revisions to the Project that were made after publication of the Addendum do not alter the conclusions therein, and that the Project as revised is consistent with the Addendum.

7. It has prepared proposed environmental findings, as required by CEQA, regarding the alternatives, mitigation measures, significant environmental impacts analyzed in the Final EIR, overriding considerations for approving the Project including all of the actions listed in Attachment A hereto, and proposed a mitigation monitoring program, attached as Exhibit 2 to Attachment A, which material was made available to the public and this Agency Commission for its review, consideration and actions.

RESOLUTION

ACCORDINGLY, IT IS RESOLVED by the Redevelopment Agency of the City and County of San Francisco that the Agency has reviewed and considered the Final Supplemental Environmental Impact Report on the Yerba Buena Redevelopment Project Area Expansion/Emporium Site Development and hereby adopts the Project environmental findings, the Statement of Overriding Considerations, and the Mitigation Monitoring Program, attached hereto as Attachment A, including Exhibits 1 and 2, and incorporates the same herein by reference.

APPROVED AS TO FORM:

BERTHA A. ONTIVEROS
Agency General Counsel
ATTACHMENT A

I. INTRODUCTION

The following findings are hereby adopted by the Redevelopment Agency of the City and County of San Francisco (the "Agency") with respect to the Yerba Buena Redevelopment Project Area Expansion/Emporium Site Development Final Supplemental Environmental Impact Report ("FSEIR") and the Addendum to the FSEIR (the “Addendum”) pursuant to the requirements of the California Environmental Quality Act (Cal. Pub. Res. Code Section 21000 et seq. ("CEQA")), the State CEQA Guidelines (Cal. Admin. Code Title 14, Section 15000 et seq. (the "CEQA Guidelines")), Chapter 31 of the San Francisco Administrative Code (“Chapter 31”), and the Agency's Resolution No. 59-77, adopted March 8, 1977 (the “CEQA Resolution”).

This document is organized as follows:

Section II provides a description of the Yerba Buena Redevelopment Project Area Expansion and Emporium Site Development (the “Project”).

Section III describes the actions to be taken by the Agency.

Section IV provides the basis for approval of the Project, a description of each alternative, and the considerations that support the rejection of the Alternatives analyzed in the FSEIR.

Section V sets forth findings as to the disposition of each of the significant adverse environmental impacts and the mitigation measures identified in the FSEIR. Mitigation measures are grouped in the following categories: (1) Measures recommended for adoption by the Agency exactly as proposed in the FSEIR and which can be implemented by the Agency, the Agency in coordination with other City Agencies, or other City agencies; (2) Measures proposed in the FSEIR and recommended by the Agency for modification and which can be implemented by the Agency, the Agency in coordination with other City Agencies, or other City agencies; and (3) Measures proposed in the FSEIR and recommended by the Agency for adoption and which are enforceable by agencies other than the City agencies. Exhibit 1, attached to these findings, contains the full text of the mitigation measures essentially as proposed in the FSEIR. Exhibit 2, also attached to these findings, contains the Mitigation Monitoring Program.

Section VI identifies the unavoidable, significant adverse impacts of the Project, which have not been mitigated to a less than significant level by the adoption of mitigation measures, as provided in Section V above.

Section VII contains a Statement of Overriding Considerations, setting forth specific reasons in support of the Agency’s Actions and its rejection of the Alternatives not incorporated in the Project.
II. PROJECT DESCRIPTION

A. Project Approvals

The Project requires a series of approvals that together define the terms under which the Project will occur. It is composed of the following major permits and approvals, and related and collateral actions:

1. Amendment to the Redevelopment Plan for the Yerba Buena Center Approved Redevelopment Project Area D-1 (the “Yerba Buena Center Redevelopment Plan”);

2. Amendments to the General Plan of the City and County of San Francisco;

3. Amendments to the San Francisco Zoning Map;

4. Proposition M and General Plan consistency determinations;

5. Owner Participation Agreement/Disposition and Development Agreement, including any required amendments to Owner Participation Rules;

6. Tax Allocation Agreement, including Financing Agreement;

7. Amendment of the shadow limit for Boeddeker Park and a finding of no significant shadow impact under San Francisco Planning Code Section 295;

8. BART Access Agreement;

9. Street Vacations (a portion of Jessie Street);

10. Jessie Street Sale and Exchange Agreement, including Conditional Acceptance of Offer to Dedicate and Street Improvement Agreement and Permit;

11. Subdivision approvals;

12. Public Infrastructure Improvement Permits;

13. Sidewalk Width Changes Ordinance;

14. Redevelopment Agency/City Planning Department Delegation Agreement;

15. Planning Code Sections 321 Project Authorization;

16. Various Jessie/Mission Street street improvements;
17. Schematic Design Approvals;
18. Construction Document Approvals; and
19. Issuance of Demolition, Site and Building Permits.

These approvals, along with implementation actions related thereto, are referred to collectively herein as the "Project." As described in Section III, only some of the approvals are before the Agency at this time.

B. Detailed Project Description/Relationship to FSEIR

The following is a description of the uses contemplated by the Project and the Project's relationship to the FSEIR.

A Draft Environmental Impact Report ("DEIR") was prepared and distributed to the public on October 24, 1998. The San Francisco Planning Commission ("Planning Commission") and the San Francisco Redevelopment Agency Commission ("Agency Commission") held a joint DEIR public hearing on December 8, 1998. The Project was revised after the public hearing on the DEIR. A Supplement to the Draft Environmental Impact Report ("SEIR") was then prepared and published on August 14, 1999. The Agency Commission and the Planning Commission held a joint public hearing on the SEIR on August 24, 1999. The FSEIR was subsequently prepared and certified at a joint hearing of the Planning and Agency Commissions on January 13, 2000. The Project, described in detail below, is based primarily on the Project Description contained in the FSEIR. That Project Description included approximately 1,571,000 gross square feet of uses, consisting of the following by gross square feet: 375,000 department store, 540,000 other retail, 176,000 entertainment/restaurant, 55,000 office, and 350,000 hotel (465 rooms).

The Project site (the "Emporium Site Area" or "Site") is west of the current Yerba Buena Center Redevelopment Project Area and includes portions of the blocks bounded by Market, Fourth, Mission and Fifth Streets. Specifically, it consists of Assessor's Block 3705, Lots 9, 10, 12, 13, 14, 15, 17, 18, 33, 38, and 43. The total area of the Site is approximately 195,000 square feet. The Project, which has been modified somewhat from the Project Description in the FSEIR, involves the reuse of the Site, which currently contains the vacant Emporium Building, office buildings, warehouse structures, and a parking lot, for a development of approximately 1,607,000 gross square feet including the following uses in approximate gross square feet:

- 375,000 department store;
- 505,000 other retail;
- 50,000 entertainment/restaurant;
- 65,000 cinema (up to nine screens and up to 3,000 seats);
- 237,000 office; and
- Up to 375,000 hotel/interval suites use (up to 375 hotel rooms of which no more than 60 may be used as interval suites, individual timeshare units or residential units, in a tower rising above the retail/entertainment complex).

As further described in the Addendum, prepared by the Planning Department and contained in Planning Department File No. 98.090E, the minor revisions to the FSEIR Project Description reflected in this development program are consistent with the land use program identified in the FSEIR and would not result in any new significant impacts or cause significant effects identified in the FSEIR to be substantially more severe. The Addendum describes certain modifications to the project described in the FSEIR, which resulted in a total square footage of 1,585,000 gross square feet of uses. The current program of 1,607,000 gross square feet includes further minor revisions that are consistent with the Addendum and do not alter the conclusions therein.

### III. AGENCY ACTIONS

The Actions of the Agency in connection with the Project include the following:

A. Adoption of CEQA findings, including a statement of overriding considerations, mitigation measures, and a mitigation monitoring program;

B. Approval of an Amendment to the Yerba Buena Center Redevelopment Plan;

C. Approval of the Report to the Board of Supervisors on the proposed Amendment to the Yerba Buena Center Redevelopment Plan;

D. Authorization of an Owner Participation/Disposition and Development Agreement with Emporium Development, LLC.;

E. Authorization of an Owner Participation Agreement with Bloomingdale’s, Inc.;

F. Authorization of a Financing Agreement between Emporium Development, LLC, the Agency and the City and County of San Francisco;

G. Authorization of a Delegation Agreement with the Planning Department for the Site; and

H. Approval of the transfer of a portion of Jessie Street from the City and County of San Francisco to the Agency and from the Agency to Emporium Development, LLC.
IV. THE PROJECT AND ITS ALTERNATIVES

A. Reasons for Selecting the Project

As discussed in Section II above, the Project is based generally on the Project Description in the FSEIR, and, will include the hotel design - Option B, generally as described on pages 39-43 of the FSEIR.

In approving the Project, the Agency has carefully considered the attributes and environmental effects of the Project and the Alternatives discussed in the FSEIR. This consideration, along with the reports from City staff and considerable public testimony, has resulted in the Project. The Project represents the combination of features which, in the opinion of the Agency, most closely achieves the objectives as set forth in the FSEIR as follows:

1. Objectives of the Agency

a. To provide the framework within which restoration of the economic and social health of the Project and its environs will be accomplished by private actions.

The Yerba Buena Center Redevelopment Plan includes objectives that call for the revitalization of a substantial part of the South of Market and transformation of the blighted area into a mixed-use, civic center including uses of cultural institutions, hotels, retail, and affordable housing along with the Moscone Convention Center. The Site currently consists of vacant, underutilized and deteriorating buildings, which will be rehabilitated, seismically upgraded or newly constructed to create a mixed use development. The economic and social benefits of the Project are described in detail under Items e and f, below. It will provide a major retail, entertainment and hotel center in close proximity to Yerba Buena Gardens and the Moscone Convention Center, and will include pedestrian access amenities to enhance connections between these uses and between Market and Mission Streets. The Project has been designed to stimulate dynamic commercial activity on Mission Street through a pedestrian promenade and improve connections to public transit on Powell Street. The current blighted condition of the Site and the proposal for public and private investment in the area are described in detail in the Report to the Board of Supervisors, dated July 2000 ("Final Report").

b. To assist in the suitable re-establishment within and outside of the Yerba Buena Center Redevelopment Project Area of businesses and institutions which will be displaced by the Project.

The FSEIR establishes that only existing businesses that would be displaced are uses in office and retail buildings on Lots 10 and 12. It is anticipated that these businesses generate about 100 jobs. Displaced businesses
will be provided with relocation benefits to the extent that they are eligible under the Plan documents or State redevelopment law. No institutions would be displaced by the Project.

c. To provide adequate housing relocation opportunities for families, single individuals and the elderly, as well as to provide additional housing for these same groups that will assist in meeting the City's housing demand.

The Project will not displace any existing residents, and will generate funds for affordable housing that can be used for families, individuals and the elderly. Estimates from the fiscal report prepared by Keyser Marston Associates, the real estate economics consultant retained by the City and the Agency, dated June 2000 ("Fiscal Report"), indicate that the affordable housing portion of the tax increment funds from the Project over the life of the Yerba Buena Center Redevelopment Plan would be approximately $16,000,000 in today's dollars.

d. To guide development towards the production of a satisfying environment which preserves and enhances the unique aesthetic and cultural qualities of the City, and which is accessible, convenient and physically safe.

The Project will be subject to the Yerba Buena Center Redevelopment Plan, as amended, which contains standards and guidelines to ensure a high-quality design consistent with the unique aesthetic qualities of the City. The Project includes the restoration or rehabilitation of significant historical elements of the Market Street Façade, the Rotunda and the Dome that have contributed to the Category I rating and other elements of the historic fabric of the existing building. As discussed in the FSEIR, the Site fronts on both Market and Mission Streets – two major public transit corridors – making it readily accessible by public transportation. The Project will reestablish the direct connection with the Bay Area Rapid Transit District ("BART") and San Francisco Municipal Railway ("MUNI") Metro stations at the basement level, and includes street level entrances within an immediate walking distance to 24 MUNI bus lines, the F trolley line and the cable car line. Additional regional transit is within walking distance or a MUNI connection of the Site, including Golden Gate Transit, SamTrans, and AC Transit. As discussed in the FSEIR, the Project addresses public safety by incorporating significant seismic upgrades and pedestrian circulation and safety improvements, and includes mitigation measures related to geology, water quality and hazards.

e. To stimulate and attract private investment, thereby improving the City's economic health, employment opportunities, tax base, and community economic development opportunities.

The Project will improve the City's economic health, employment opportunities, tax base and community economic development opportunities, as further described in the Fiscal Report. It is estimated to create approximately
1,100 construction jobs and 2,300 permanent jobs for the City through its rehabilitation of the vacant Emporium Building and redevelopment of underutilized facilities along Mission Street. It will also yield a total of approximately $16,000,000 in today's dollars in affordable housing construction fees. In addition to tax increment, the Project is also estimated in the Fiscal Report to generate about $14,000,000 per year in today's dollars of projected net tax revenues, including about $6,000,000 to the General Fund and $800,000 to other City funds such as MUNI and Department of Public Works revenues, hotel taxes and child care fees. The Project sponsor will contribute the following additional fees and exactions: $800,000 for the City's first source hiring program; $250,000 for Hallidie Plaza; $1,500,000 contribution for design and development by the City of new expanded parking facilities in the South of Market area (or other parking solution determined acceptable by the City); at least $1,250,000 in MUNI/BART Powell Street Station improvements and off-site mitigation measures identified in the FSEIR; a 1% art fee (which may be used for preservation of the historically significant features of the Project); City transaction costs of up to $350,000; annual payments of $200,000 per year for the first 15 years after opening of the Project if the Project sponsor allocates hotel rooms as interval ownership units; and any other fees and exactions that would apply for the Project if it were built outside of a redevelopment area. Such fees include, by way of example, a childcare fee of $1.00 per square foot of hotel space and any net new addition of office space in the Project, as well as an affordable housing and open space fee for the net new addition of office space.

f. To provide temporary and permanent employment and contracting opportunities to minorities and women in the South of Market area, in a manner consistent with the Agency's lawful current or future affirmative action program and for residents of the South of Market generally.

As discussed under Item e above, the Project will provide substantial employment opportunities. The Project sponsor has agreed to a comprehensive Jobs Programs component as part of the Owner Participation Agreement/Disposition and Development Agreement proposed to be entered into between the Agency and the Project sponsor ("OPA/DDA"), which includes temporary and permanent employment and contracting goals consistent with the Agency's equal opportunity requirements, together with a First Source Hiring Program. The Jobs Program, among other things, will require the Project sponsor to make good faith efforts to offer opportunities to provide economic opportunities to minorities, women, local residents and women- and minority-owned businesses ("MBEs/WBEs").

g. To secure employment of South of Market area residents for permanent jobs by providing for utilization of hiring halls and other employment and training services to assist those residents.
The Jobs Program includes the utilization of hiring halls and other employment and training services to assist local residents. (See Item f above.)

h. To achieve the goal of at least 50% City resident employment, Residents of the South of Market area shall be given first consideration for hiring, followed by other San Francisco residents.

The Jobs Program includes provisions to ensure that jobs are provided to local residents, including residents of South of Market. South of Market residents are given first consideration for hiring, followed by other San Francisco residents. (See Item f above.)

2. Project Sponsor's Objectives

a. To reconstitute the Emporium Building site as a location of a major department store in the San Francisco retail market, and bring Bloomingdale's to San Francisco, and to create a lasting destination shopping facility within an urban setting, with a mix of complementary uses of additional retailers, entertainment/retail centers, cinema complex, office space and a hotel. This objective includes the redevelopment of the site to meet present retail store standards while preserving the major identifying elements of the Emporium Building.

The Project will allow the Project sponsor to reconstitute the Site for a major department store. It will also allow the reconstruction of the retail component to modern physical standards. The Project includes a mix of modern, complementary retail uses including, in addition to the department store, entertainment/restaurant, cinema and substantial other retail space, together with office and hotel uses. The Project would also preserve major architecturally and historically significant identifying elements of the Emporium Building, as discussed in Item b below.

b. Incorporate the restoration or rehabilitation of the significant historical elements of the Market Street Façade, the Rotunda and the Dome that have contributed to the Category I rating and such other elements of the historic fabric of the building as possible without compromising the quality or the financial integrity of the Project.

The Project would retain, restore or adaptively reuse historically significant features of the Emporium Building. These include the features as described in the proposed Amendment to the Yerba Buena Center Redevelopment Plan. As established in Analyses of Preferred Alternatives and EIR Alternatives, Emporium Site Area, San Francisco, dated June 2000 ("Alternatives Report"), prepared by The Sedway Group and reviewed by Keyser Marston Associates, this
can be accomplished while providing a reasonable projected rate of return for the Project sponsor, taking into account the tax increment assistance provided under the Financing Agreement and the Tax Allocation Agreement that are proposed as part of the Project approvals.

c. Maximize features and the location of the Site to enhance its transit access facilities; and provide incentives to encourage transit use by both patrons and employees of the Project.

As discussed in the FSEIR, the Site is readily accessible by public transit, with 25 MUNI diesel and electric bus lines providing service within a two-block radius of the Project, and MUNI Metro light rail service in the Market Street tunnel. The closest MUNI Metro station is the Powell Street Station, under Market Street directly north of the Site. In addition, BART has a service location at Powell Street, on the same block as the Site. The Project includes construction of a connection to this station. The San Francisco Caltrain terminal is at Fourth and Townsend Streets, six blocks south of the Site, and connected to downtown by MUNI service. In the vicinity of the Site, SamTrans operates nine routes along Mission Street to and from the Transbay Terminal. Thirty-seven AC Transit routes serve the Transbay Terminal, about four blocks east of the Site. The Ferry Building, with numerous ferry routes, is located about six blocks east of the Site.

The Project includes a number of measures to encourage the use of transit, including but not limited to the following as described in the FSEIR: provide transit information at key locations within the Site; provide for on-site sale of transit passes, tickets and tokens to employees and patrons; provide transit information on advertising and on circulars or flyers advertising merchandise or events at the Site; provide incentives to Project patrons for transit use such as discounts for patrons showing proof of transit use; provide incentives to Project employees for transit use, such as participation in the Commuter Check Rides For Bay Area Communities and/or other similar programs; maintain direct access to MUNI and BART from retail and entertainment uses during all hours when Project and transit are in operation; and encourage retail tenants to provide home delivery service. The Project includes a pedestrian promenade through the Project on a north/south access to enhance the transit connections between Market and Mission Streets. The Project will also improve the entryway and access to BART and MUNI.

d. Make Mission Street a prominent retail thoroughfare and integrate the Market Street/Union Square shopping district with the Yerba Buena Mission Street developments of the Moscone Convention Center, the anticipated Moscone Center Expansion Project, Yerba Buena Center for the Arts, and the anticipated Mexican and Jewish Museums.

The Project will assist in making Mission Street a prominent retail thoroughfare by providing new commercial uses along Mission Street, including
the department store as well as other retail uses and the hotel use. The Project achieves the objectives of integrating this area with other nearby developments by orienting the main entrance of the department store on Mission Street and designing a clearly delineated connection through the building between the Mission Street entrance and Market Street.

e. Maximize the tax increment for the development of supporting entertainment, hotel and retail uses to create sufficient financing to support project development.

This Project has undergone extensive economic analysis, including various reports prepared by The Sedway Group and Keyser Marston Associates. These include the Alternatives Report, which establishes that the combination of private investment and a portion of the tax increment projected to be generated by the Project on a "pay-as-you-go" basis are sufficient to support its development.

f. Complete a seismic upgrade of the identifying elements of the Emporium Building at a cost that does not jeopardize the Project's development.

The architecturally and historically significant identifying elements of the Emporium Building are described under Item 2.b above and will be preserved, rehabilitated and upgraded, as described in the proposed Amendment to the Yerba Buena Center Redevelopment Plan. The cost of this upgrade and total Project costs are summarized in the Alternatives Report. That document establishes that the upgrade can be completed at a cost that provides a reasonable return to the developer, subject to the allocation of tax increment proposed as part of the Project.

B. Project Alternatives and Reasons for Rejecting the Alternatives

The FSEIR analyzed the environmental impacts of five Alternatives to the Project, described at pages 215-242 of the FSEIR. The Alternatives are rejected because the Agency finds that there is substantial evidence of specific economic, legal, social, technological and other considerations that make such Alternatives infeasible, as set forth below.¹

¹ The Project sponsor's economic consultants, The Sedway Group, also prepared "Analysis of Historic Preservation Alternatives Emporium Building," which analyzes the feasibility of certain alternative uses for the Emporium Building and Annex only. That analysis was not prepared as part of the FSEIR process, but is referenced herein for informational purposes.
In addition to the reasons for rejection described below, the Commission finds that each of the Alternatives contains reduced square footage as compared to the Project. With this reduction in square footage, each of the Alternatives would not offer the level of benefits described above that would be generated for the Project, including but not limited to, employment opportunities (including for women, minorities, local residents and qualified, economically disadvantaged individuals), tax revenues, revenue and other benefits from fees and exactions, and economic development opportunities.

1. Alternative A

Alternative A, the "No Project" Alternative described at FSEIR pages 216-217, is rejected in favor of the Project and is found infeasible for the following environmental, economic, legal, social, and technological reasons:

Alternative A would not be desirable nor meet the Project objectives of the City, Agency or the Project sponsor. Implementation of this Alternative would amount to a continuation of the existing conditions, which is characterized by dilapidated and underutilized buildings along Mission Street and vacant and rapidly deteriorating historic structures, as further detailed in the Final Report. Specifically, it does not: provide a framework or tax increment source for accomplishing redevelopment by private action; generate funds for affordable housing; stimulate and attract private investment and the related employment opportunities, tax base and community economic development opportunities associated therewith described in the Fiscal Report; provide a comprehensive jobs program to assist local residents, including minorities, women- and minority-owned businesses and qualified economically disadvantaged individuals in obtaining employment opportunities; create a destination retail center with enhanced connections to transit and other major redevelopment projects; nor include the restoration and seismic upgrade of the structures, including historic elements. It also does not meet the development objectives of the Project sponsor as identified in the FSEIR.

2. Alternative B

Alternative B, the Reduced Development (No Hotel) Alternative described at FSEIR pages 217-221, is rejected and found infeasible for the following environmental, economic, technological, and social reasons:

Alternative B would not be desirable nor meet the Project objectives of the Agency, City or the Project sponsor, as identified in the FSEIR. It would be substantially similar to the Project, but would not include the hotel component. The hotel component is a critical element of the Project, both because it provides an important source of jobs, revenue and tax increment, and also because it contributes to the diversity of uses on the Site. Without the hotel component, the Project would be infeasible, as discussed in the
Alternatives Report. The Alternatives Report explains that the hotel component of the Project is structured as a sale to the hotel developer, with the hotel developer responsible for the construction of the hotel. The terms of the sale enhance significantly the economics of the Project with little or no risk to the developer and the City. Without the hotel component, the construction costs of the developer are virtually the same as the Project, but without the benefit of the hotel parcel sale, estimated at $13.3 million. As discussed in the Alternatives Report, this amount of assistance exceeds substantially what would be available from the City's pledged non-housing tax increment generated by the Project on a "pay as you go" basis. Therefore, this Alternative is financially infeasible and accordingly would not meet the objective of providing a framework for restoration of the economic and social health of the Project and its environs through private action; stimulate and attract private investment and commensurate employment opportunities, tax base and community economic development opportunities described in the Fiscal Report; provide enhanced transit access and connections to other redevelopment projects in the area; maximize tax increment; nor meet the Project sponsor's objectives as described in the FSEIR.

In addition, as discussed in the FSEIR, this Alternative would not eliminate nor reduce to a less than significant level any of the preferred Project's significant and unavoidable impacts.

3. Alternative C

Alternative C, the Preservation Alternative 1 (Conservative Approach), described at FSEIR pages 221-229, is rejected and found infeasible for the following environmental, economic, technological, and social reasons:

Alternative C would not be desirable nor meet the Project objectives of the Redevelopment Agency, City or the Project sponsor, as identified in the FSEIR. It would preserve the exterior and interior of the Emporium Building, with new construction allowing for appropriate use of the historic building and development of the adjacent portions of the Emporium. This Alternative would have a mix of retail, restaurant/entertainment, and office space. It would not include a hotel or cinema use. The Alternatives Report establishes that the feasibility gap without public assistance but including historic tax credits, is about $82.1 million. As discussed in the Alternatives Report, this amount of assistance exceeds substantially what would be available from the City's pledged non-housing tax generated on a "pay as you go" basis. Therefore, this Alternative is financially infeasible and accordingly would not: meet the objective of providing a framework for restoration of the economic and social health of the Project and its environs through private action; stimulate and attract private investment and commensurate employment opportunities, tax base and community economic development opportunities described in the Fiscal Report; maximize tax increment; nor meet the Project sponsor's objectives as described in the FSEIR.
This Alternative would result in the same significant, unavoidable transportation impacts as with the Project, except that the Howard/Fourth Streets intersection would be at LOS D, compared to LOS E with the preferred Project Alternative. It would also result in the same significant, unavoidable cumulative air quality and transportation impacts as the Project.

4. Alternative D

Alternative D, the Preservation Alternative 2 (Modified Approach) described at FSEIR pages 229-237, is rejected as infeasible for the following environmental, legal, economic, technological, and social reasons:

Alternative D would not be desirable nor meet the Project objectives of the Agency, City or the Project sponsor, as identified in the FSEIR. The Alternatives Report establishes that the feasibility gap without public assistance but including historic tax credits is about $59.5 million. As discussed in the Alternatives Report, this amount of assistance exceeds substantially what would be available from the City's pledged non-housing tax generated on a pay as you go basis. Therefore, this Alternative is financially infeasible and accordingly would not: meet the objective of providing a framework for restoration of the economic and social health of the Project and its environs through private action; stimulate and attract private investment and commensurate employment opportunities, tax base and community economic development opportunities described in the Fiscal Report; maximize tax increment; nor meet the Project sponsor's objectives as described in the FSEIR.

As discussed in the FSEIR, this Alternative would eliminate unavoidable significant impacts on architectural resources, and would avoid a significant effect of the Project at the Howard and Fourth Streets intersection. However, this Alternative would not avoid cumulative traffic and air quality impacts. This Alternative would result in some improvement to Project-level transportation impacts, but otherwise would not avoid or reduce to a less than significant level the significant unavoidable impacts of the Project.

5. Alternative E

Alternative E, the Existing Planning Controls Alternative described at FSEIR pages 237-242, is rejected as infeasible for the following environmental, legal, economic, technological, and social reasons:

Alternative E would not be desirable nor meet the Project objectives of the Agency, City or the Project sponsor, as identified in the FSEIR. It would comply with existing height and bulk and floor area ratio controls for the Project Site, and the total floor area for this Alternative would be about 1,270,000 gross square feet, compared to
about 1,585,000 gross square feet for the proposed Project. The Alternatives Report establishes that the feasibility gap without public assistance but including tax credits is about $78.3 million. As discussed in the Alternatives Report, this amount exceeds substantially what would be available from the City's pledged non-housing tax generated on a pay as you go basis. Therefore, this Alternative is financially infeasible and accordingly would not: meet the objective of providing a framework for restoration of the economic and social health of the Project and its environs through private action; stimulate and attract private investment and commensurate employment opportunities, tax base and community economic development opportunities described in the Fiscal Report; maximize tax increment; nor meet the Project sponsor's objectives as described in the FSEIR.

As discussed in the FSEIR, this Alternative would avoid the significant and avoidable effects to architectural resources, but would not avoid or reduce to a less than significant level Project-level or cumulative transportation and air quality impacts.

V. ENVIRONMENTAL IMPACTS AND MITIGATION MEASURES

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

The findings in this section concern mitigation measures set forth in the FSEIR. These findings fall into three categories: (1) mitigation measures endorsed by the Agency for adoption exactly as proposed in the FSEIR, and which can be implemented by the Agency, the Agency in coordination with other City Agencies, or other City agencies; (2) mitigation measures proposed in the FSEIR and endorsed by the Agency for modification, and which can be implemented by the Agency, the Agency in coordination with other City Agencies, or other City agencies; and (3) mitigation measures proposed in the FSEIR and endorsed by the Agency for adoption and which are enforceable by agencies other than the City agencies. None of the mitigation measures is rejected completely.

All of the mitigation measures discussed in the FSEIR are coded and attached hereto as Exhibit 1. In the text of these findings, mitigation measures adopted by the Agency are referenced by the number and topic in Exhibit 1. Mitigation measures within the jurisdiction of other agencies are similarly referenced together with an indication of the appropriate jurisdiction. Mitigation measures are organized by subject matter in the same order that those subjects appear in the FSEIR. Responsibility for implementation and monitoring of the mitigation measures has been established pursuant to the mitigation monitoring program attached hereto as Exhibit 2.

The Agency finds that the measures it proposes for adoption or adoption as modified can and should be carried out by the named agency at the designated time and are feasible at this time, based on the findings adopted by the Agency and information contained in the Fiscal Report, or due to the Project sponsor's agreement to undertake the mitigation measure at this
time. To the extent that these measures require supplemental appropriations to department operating budgets, it is the Agency's current intention to request the necessary appropriations by indicated City departments for implementation of the adopted measures. The Agency finds that based upon the record before it, the mitigation measures it proposed for adoption can and should be carried out by the named departments and agencies at the appropriate time.

A. Mitigation Measures Recommended by the Agency for Adoption As Proposed

The following measures in the FSEIR have been found by the Agency to mitigate, reduce, or avoid significant effects and are hereby adopted by the Agency and recommended for adoption and implementation by other City agencies, which agencies can and should adopt these measures. The Agency Secretary is hereby directed to transmit copies of these measures to the affected City agencies.

1. Architectural Resources (See setting and impacts analysis, FSEIR pp. 66-91.)
   a. Preparation of Historic Documentation (Exhibit 1, A.1.)

   The Agency would ensure implementation of this measure prior to demolition as part of its plan review and the demolition permit process. The Agency would consult with the Office of Major Environmental Analysis of the Planning Department ("MEA") and the Landmarks Preservation Advisory Agency ("LPAB") in implementation of this measure. The Agency adopts this measure and recommends that the Planning Department implement this measure.

2. Transportation (See setting and impacts analysis, FSEIR pp. 134-179.)
   a. Fifth and Howard Streets Intersection Signal Timing (Exhibit 1, C.3.a.)

   The Agency would ensure implementation of the measure as part of the building permit process, in consultation with the Department of Parking and Traffic ("DPT"). The Agency adopts this measure and recommends that DPT implement this measure.
b. **Fourth and Howard Streets Intersection Signal Timing (Exhibit 1, C.3.b.)**

The Agency would ensure implementation of this measure as part of the building permit process, in consultation with DPT. The Agency adopts this measure and recommends that DPT implement this measure.

c. **Transit Incentive Program (Exhibit 1, C.4.a-d, f.)**

The Agency would ensure implementation of Mitigation Measures C.4.a-C.4.d and f. as part of the building permit process. Ongoing participation and/or monitoring would be required by the Agency, in consultation with other City agencies as appropriate. The Agency adopts these measures and recommends that other City agencies implement the measures, as appropriate.

d. **Access to MUNI/BART (Exhibit 1, C.4.e.)**

The Agency would ensure implementation of this measure as part of the building permit process, in consultation with the Department of Building Inspection ("DBI"), MUNI and BART. The Agency adopts this measure and recommends that DBI, MUNI and BART implement this measure. Because this measure is partially within the jurisdiction of BART, it is also listed in Section V.C.

e. **Passenger Loading Areas (Exhibit 1, C.5.a-d.)**

The Agency would ensure implementation of this measure as part of the building permit process, in consultation with DPT. The Agency adopts this measure and recommends that DPT implement this measure.

f. **Traffic Management Measure (Exhibit 1, C.5.e.)**

The Agency would ensure implementation of this measure as part of the building permit process, in consultation with DPT. The truck dockmaster would be the responsibility of the Project sponsor. The assignment of parking control officers would be the responsibility of DPT. The Agency adopts this measure and recommends that DPT implement this measure.

g. **Additional Park Control/Intersection Control Measures (Exhibit 1, C.5.f-i.)**

The Agency would insure implementation of these measures as part of the building permit process, in consultation with DPT. If the transportation planning organization described in measure C.5.i were implemented, the Project sponsor would also be responsible for participating in the organization as described in the measure. The Agency adopts this measure and recommends that DPT implement these measures.
h. **Construction Period Coordination** (Exhibit 1, C.6.)

The Agency would ensure implementation of this measure as part of the site permit process in consultation with the Interdepartmental Staff Committee on Traffic and Transportation ("ISCOTT") and DBI. The Agency adopts this measure and recommends that ISCOTT and DBI implement this measure.

3. **Air Quality** (See setting and impacts discussion, FSEIR pp. 180-187.)
   
a. **Construction PM₁₀** (Exhibit 1, D.7.)

   The Agency would ensure implementation of this measure as part of the site permit process in consultation with DBI. The Agency adopts this measure and recommends that DBI implement this measure.

   b. **Reclaimed Water** (Exhibit 1, D.8.)

   The Agency would ensure implementation of this measure as part of the site permit process in consultation with the San Francisco Public Utilities Commission ("SFPUC") (Clean Water Program) and DBI. The Agency adopts this measure and recommends that the SFPUC and DBI implement this measure.

4. **Noise**. (See setting and impacts discussion, FSEIR pp. 189-197.)
   
a. **Noise Reduction/Pile Driving** (Exhibit 1, E.9.)

   The Agency would ensure implementation of this measure as part of the site permit process, in consultation with DBI. The Agency adopts this measure and recommends that DBI implement this measure.

   b. **Loading Dock Procedures** (Exhibit 1, E.10.)

   The Agency would ensure implementation of this measure through plan review. The Agency adopts this measure.
5. Geology (See setting and impacts discussion, FSEIR pp. A.24-A.25 (Initial Study).)
   a. Geotechnical Investigations (Exhibit 1, F.11.)

   The Agency would ensure implementation of this measure as part of the site permit process, in consultation with DBI. The Agency adopts this measure and recommends that DBI implement this measure.

   b. Dewatering Settlement/Subsidence (Exhibit 1, F.12.)

   The Agency would ensure implementation of this measure as part of the site permit process, in consultation with DBI. The Agency adopts this measure and recommends that DBI implement this measure.

   c. Settlement Markers/Shoring Systems (Exhibit 1, F.13.)

   The Agency would ensure implementation of this measure as part of the site permit process, in consultation with DBI. The Agency adopts this measure and recommends that DBI implement this measure.

6. Water Quality (See setting and impacts discussion, FSEIR pp. A.25-A.27 (Initial Study).)
   a. Dewatering/Sewer System (Exhibit 1, G.14.)

   The Agency would ensure implementation of this measure as part of the site permit process, in consultation with DBI and DPW (Bureau of Environmental Regulation and Management). The Agency adopts this measure and recommends that DBI and DPW implement this measure.

   b. Sediment Traps (Exhibit 1, G.15.)

   The Agency would ensure implementation of this measure as part of the site permit process, in consultation with DBI and DPW (Bureau of Environmental Regulation and Management). The Agency adopts this measure and recommends that DBI and DPW implement this measure.

   a. Hazardous Materials and Wastes Survey (Exhibit 1, H.16.)

      The Agency would ensure implementation of this measure as part of the demolition permit process, in conjunction with DBI and the Department of Public Health ("DPH") (Environmental Health Management Section). The Agency adopts this measure and recommends that DBI and DPH implement this measure.

8. Archaeological Resources. (See setting and impacts discussion, FSEIR pp. A.25-A.27 (Initial Study).)

   a. Archeological Survey (Exhibit 1, I.17.)

      The Agency would implement this measure as part of the site permit process, in consultation with the MEA and the LPAB. The Agency adopts this measure and recommends that the Planning Department implement this measure.

B. Mitigation Measures Endorsed for Adoption as Modified and Which Another City Agency Will Implement

   The following measure in the FSEIR found by the Agency to mitigate, reduce or avoid significant environmental effects is hereby endorsed as modified, and has been incorporated into the Project. To the extent that the mitigation measure is modified, it is rejected in its original form for the purposes of clarification. The Agency finds that the modification would not result in any new or substantial increase in significant impacts beyond those identified in the FSEIR. The Agency Secretary is hereby directed to transmit copies of this measure as modified to the affected City agency.

1. Wind. (See setting and impacts discussion, FSEIR pp. 126-133.)

   a. Wind Shelter (Exhibit 1, B.2.)

      This measure places responsibility for providing wind shelter on the rooftop parking level of the Fifth and Mission Garage to the Project sponsor. This measure is within the jurisdiction of the Department of Parking and Traffic (Parking Authority), and not the Project sponsor. Accordingly, this measure is modified to replace "the Project sponsor" with "the Department of Parking and Traffic (Parking Authority)." The Agency adopts this measure and recommends that DPT implement this measure.
C. Mitigation Measures Within the Jurisdiction of a Non-City Agency

The Agency finds that the following mitigation measure as it appears in the FSEIR falls within the jurisdiction of BART. This measure can and should be adopted by BART, if it is feasible. The Agency Secretary is hereby directed to transmit copies of this measure to BART.

1. Transportation (See setting and impacts analysis, FSEIR pp. 134-179.)
   a. Access to BART (Exhibit 1, C.4.e.)

This measure would require approval by BART. The Agency recommends that BART approve this measure.

D. Adoption of a Mitigation Monitoring Program

The Agency hereby adopts a Mitigation Monitoring Program as required by Section 21081.6 of the Public Resources Code. This Mitigation Monitoring Program is attached hereto as Exhibit 2 and incorporated herein by reference. The purpose of this Program is to determine the stage at which each of the adopted mitigation measures must be imposed in order to ensure that the measure is carried out by the responsible official or entity, or, if the obligation lies with the Project sponsor, that the City or the Agency enforces the obligation.

E. Location and Custodian of Record.

The public hearing transcript, copies of all letters regarding the FSEIR received during the public review period, the administrative record, and background documentation for the FSEIR are located at the Planning Department, 1660 Mission Street, San Francisco. The Planning Department, Dorothy Jaymes, is the custodian of record.

VI. UNAVOIDABLE SIGNIFICANT ENVIRONMENTAL IMPACTS

The Project includes many aspects and features that reduce or eliminate environmental impacts, which could be otherwise significant. The mitigation measures described above in the preceding sections would reduce the following impacts to less than significant levels, as described in the referenced FSEIR pages: Wind (pp. 131-132, 202 and Appendix B); Noise (pp. 195-197, 205-206); Geology (pp. A.24-A.25, 206-207); Water Quality (pp. A.25-A.27, 207);
Hazards (pp. A.27-A.31, 207-208); and Cultural Resources (pp. A.31-A.33, 209-210). Some significant and unavoidable impacts remain and are listed below:

A. The Project would result in extensive reconfiguration of the Emporium Building, which is considered to be an important San Francisco resource. The Emporium Building is architecturally significant because of its Category I rating under Article 11 of the Planning Code and the Downtown Plan. It therefore meets the definition of a historic resource under CEQA Section 21084.1 and the reconfiguration of its significant elements such as the dome and rotunda would constitute a significant adverse impact.

B. Project-related emissions of ROG and NOX would exceed Bay Area Air Quality Management District ("BAAQMD") significance thresholds and would result in a significant impact on regional air quality. According to BAAQMD Guidelines, any proposed project that would individually have a significant air quality impact would also be considered to have a significant cumulative air quality impact. The Project will therefore also have a cumulative significant air quality impact.

C. The intersection of Fifth and Mission Streets will operate at a LOS F if the Project is combined with the proposed bicycle lane on Fifth Streets. Mitigation measures will not preclude this impact.

D. Project-related traffic would contribute to cumulative congestion and traffic delays, which would remain significant after the implementation of mitigation measures identified in the FSEIR, at the following locations:

1. The intersection of Howard and Fourth Streets;
2. Intersections near freeway ramps such as Fourth and Harrison Streets;
3. The South of Market area, particularly along access routes to the freeway;
4. In the vicinity of parking garages due to projected cumulative parking shortfalls, additional driving to alternative parking locations, queuing at parking garages, and disruption of traffic circulation at nearby intersections; and
5. Local congestion along Mission Street due to increases in pedestrian volumes and additional driveway and passenger loading areas on Mission Street.

E. The Development under Hotel Tower Option B would increase the amount of shadow (foot-hours) on Boeddeker Park by 0.007 percent, which may be considered a less than significant or "de minimus" impact by the Planning Commission, in consultation with the Recreation and Park Commission. This impact is listed herein pending a final determination by the Planning Commission, at which time the impact may no longer be considered significant.
VII. STATEMENT OF OVERRIDING CONSIDERATIONS

Notwithstanding the significant effects noted above, pursuant to CEQA Section 21081(b), the CEQA Guidelines, Chapter 31 and the Agency’s CEQA Resolution, the Agency finds, after considering the FSEIR, that specific overriding economic, legal, social and other considerations, as set forth below, outweigh the identified unavoidable significant effects on the environment of the Project and that the unavoidable impacts are therefore acceptable. In addition, the Agency finds that the Project Alternatives described in the FSEIR are also rejected for the following specific economic, social or other considerations, in and of themselves, in addition to the specific reasons discussed in Section IV above:

A. The Project enables the City to achieve an implementable, mixed-use development plan that will assist in transforming an under-utilized and under-developed site characterized by vacant, deteriorated, obsolete, unsafe or dysfunctional buildings to a vibrant, mixed-use retail project in the center of the San Francisco’s retail district. (See Section IV.A.1.a. above, the Final Report, the Alternatives Report and the Fiscal Report for a detailed description of the economic feasibility of the Project and economic development benefits to the City.)

B. The Project provides for economic revitalization of the Yerba Buena Center Redevelopment Project Area, including a substantial generation of employment opportunities, and increased sales, business license and other fees, taxes and revenues. (See the Fiscal Report and Section IV.A.1.e. above.)

C. The Project will complement redevelopment program activities undertaken in the existing Yerba Buena Center Redevelopment Project Area and make Mission Street a prominent retail thoroughfare, as further described in Section IV.A.2.d. above.

D. The Project will provide substantial new tax increment for the production of affordable housing. This money will help to further promote the goals of the City and the Yerba Buena Center Redevelopment Plan by providing additional sources of funding for affordable housing, projected to be approximately $16,000,000 in today’s dollars, as described in the Fiscal Report and Section IV.A.1.e. above.

E. The Project presents an opportunity to restore or rehabilitate and seismically upgrade the most significant historic elements of the Emporium Building, which has deteriorated over the years and is currently vacant and undesirable as a retail facility because it does not meet modern retail standards. The Project has been designed to restore or rehabilitate key elements to the extent feasible consistent with the overall economic feasibility of the Project. (See the Alternatives Report.)

F. The Project will enhance pedestrian and transit connections through the creation of a pedestrian promenade through the Project and improvements to BART and MUNI station connections. (See Section IV.A.2.d. above.)
EXHIBIT 1

FSEIR MITIGATION MEASURES

A. ARCHITECTURAL RESOURCES

1. Prior to the demolition of most of the Emporium Building, the project sponsor would prepare historic documentation, to Historic American Buildings Survey ("HABS") recordation standards, which would include the following:

   • A HABS outline report on the Emporium Building including descriptive and historical information.

   • Photographic documentation of the exterior and interior of the Emporium Building and of the exteriors of the other buildings on the site. Such documentation would be provided to HABS standards of detail and quality for photographic documentation in 4x5 or 5x7 photographs and negatives.

   • If, after consulting with the President of the Landmarks Preservation Advisory Board, it is determined that there are not sufficient existing historic drawings to document the building, then a full set of measured drawings of the Emporium Building would be prepared. Such drawings would be prepared according to HABS standards of detail and executed in ink on mylar. If sufficient existing drawings are available, these would be gathered and conserved.

Copies of the narratives, photographic documentation, and detailed notes on the measurement of the Emporium Building would be submitted to the City and County of San Francisco Planning Department prior to authorization of any permit that may be required for demolition of the Emporium Building by the Agency. Completed drawings would be provided to the Planning Department within 180 days after issuance of any required demolition permit.

In addition, the project sponsor would prepare and transmit the photographs and descriptions of the Emporium Building to the Landmarks Preservation Advisory Board, Bancroft Library at the University of California, Berkeley, the History Room of the San Francisco Public Library, and the Northwest Information Center of the California Historical Information Resource System.

B. WIND

2. To eliminate the hazardous wind condition identified at one location on the rooftop parking level of the Fifth and Mission Garage, with approval from the garage operators, the project sponsor would provide shelter sufficient to reduce winds to below the hazard
criterion and avoid a significant adverse wind effect. Such shelter could consist of landscaping, wind screens, fences or walls placed near major pedestrian corridors on the southern half of the garage. These wind-reducing elements would be aligned to provide maximum wind shelter for a west-northwest wind direction, which is the direction that contributes most to exceeding the hazard criterion. Wind sheltering elements should be porous (roughly 50% open).

C. TRANSPORTATION

3. To reduce or eliminate unacceptable conditions at nearby intersections, implement the following:

a. Adjust the signal timing at the intersection of Fifth and Howard Streets to account for the additional westbound vehicles, or

Re-stripe the westbound approach of the intersection of Fifth and Howard Streets to change an exclusive through lane to a right-through lane.

b. Re-time the signal at the intersection of Fourth and Howard Streets.

4. To encourage the use of transit, thereby reducing traffic congestion, implement the following measures:

a. Provide transit information at key locations within the Project Site. Provide for on-site sale of transit passes, tickets and tokens to employees and patrons. The transit information would include transit maps and schedules for all transit carriers (including MUNI and regional carriers) as well as bicycle route maps.

b. Provide transit information on advertising and on circulars or flyers advertising merchandise or events at the Project Site.

c. Provide incentives to project patrons for transit use such as discounts for patrons showing proof of transit use.

d. Provide incentives to project employees for transit use, such as participation in the Commuter Check, Rides For Bay Area Communities, and/or other similar programs.

e. Maintain direct access to MUNI and BART from retail and entertainment uses during all hours when project and transit are in operation.

f. Encourage retail tenants to provide home delivery service.
5. To improve passenger loading areas and pedestrian safety, to reduce vehicle queuing, and to reduce potential secondary impacts on transit operations and traffic congestion, implement the following measures:

a. Supplement space provided in the hotel porte-cochere by creating a red zone in about 36-40 feet of the pull-out immediately east of the porte-cochere driveway and by designating the remaining length of this pull-out for taxi queuing.

b. Maintain pull-outs along the north side of Mission Streets at approximately 90 feet long to the west of the existing mid-block crosswalk and a minimum of approximately 80 feet long between the mid-block crosswalk and the west sidewalk of Jessie Street East.

c. Establish a white zone on Jessie Street West for project tour bus loading and overflow parking from the porte-cochere, while maintaining safe and efficient operation for trucks entering Jessie Street West from Mission Street and turning into the project loading docks.

d. Create an additional passenger loading zone on Jessie Street East to provide for drop-off and pick-up of patrons for the theaters, restaurants, entertainment and retail uses, to serve the secondary patron entrance located on Jessie Street East.

e. Employ traffic management measures (such as parking control officers and a truck dockmaster) to limit conflicts between auto and truck functions and to control queuing conflicts on Mission Street.

f. Reduce the number of spaces rented on a monthly basis at the Fifth and Mission Garage to increase the number of spaces available for short-term use of garage during peak periods.

g. During peak periods such as holidays or major events at Moscone Center station traffic or parking control personnel at congested intersections to direct traffic and ensure pedestrian safety.

h. Provide "Lot Full" and other informational signage near entrances to the Fifth and Mission Garage, to reduce queuing and unnecessary vehicle circulation.

i. Encourage creation of a transportation planning organization for the Yerba Buena Redevelopment Project Area and nearby portions of the South of Market; if such an organization were created, participate actively with other area developers such as the Moscone Convention Center, Sony Metreon and Yerba Buena Gardens, to develop a transportation management program based upon proven transportation planning practices and principles.

6. During the construction period, construction truck movement would be permitted only between 9:00 a.m. and 3:30 p.m. or after 6:30 p.m. and before 7:00 a.m. to minimize peak hour traffic conflicts. The project sponsor and construction contractor(s) would meet
with ISCOTT to determine feasible mitigation measures to reduce traffic congestion, including transit disruption and pedestrian circulation impacts during construction of the project. In addition, the project sponsor would ensure that the construction contractor(s) coordinate with any concurrent nearby projects that are planned for construction or become known. The project sponsor and construction contractors would notify BART of any construction activities near the Market Street subway and Powell Street station, to avoid potential disruption of BART facilities or operations.

D. **AIR QUALITY / CLIMATE**

7. The project sponsor would require the contractor(s) to spray the site with water during demolition, excavation and construction activities; spray unpaved construction areas with water at least twice per day; cover stockpiles of soil, sand, and other material; cover trucks hauling debris, soil, sand or other such material; and sweep surrounding streets during excavation and construction at least once per day to reduce particulate emissions. The project sponsor would require the contractor to water as frequently as necessary to reduce dust and install wind breaks if necessary to reduce dust blowing off-site. Excavation and grading activity would be suspended when gusts exceed 25 mph.

8. Ordinance 175-91, passed by the Board of Supervisors on May 6, 1991, requires that non-potable water be used for dust control activities. Therefore, the project sponsor would require that the contractor(s) obtain reclaimed water from the Clean Water Program for this purpose. The project sponsors would require the project contractor(s) to maintain and operate construction equipment so as to minimize exhaust emissions of particulates and other pollutants, by such means as a prohibition on idling motors when equipment is not in use or when trucks are waiting in queues, and implementation of specific maintenance programs to reduce emissions from equipment that would be in frequent use for much of the construction period.

E. **NOISE**

9. The project sponsor would require project construction contractor(s) to predrill piling and footing holes to the maximum depth feasible on the basis of soil conditions. Contractors would be required to use construction equipment with state-of-the-art noise shielding and muffling devices. The project sponsor would also require that contractors limit pile driving activity to result in the least disturbance to neighbors. The project sponsor would also require that contractors coordinate with neighbors to establish a schedule for pile driving.

10. The project sponsor would implement guidelines for noise abatement procedures at the loading dock. Project truck deliveries and related loading/unloading activities at the loading docks would only be allowed to occur within the loading dock with the loading...
dock doors closed before 6 a.m. and after 8 p.m. on weekdays and before 7 a.m. and after 7 p.m. on weekends and legal holidays. In addition to the above-described time limitations, such measures might include the following:

- When feasible, trucks would turn into the loading dock rather than turning onto Jessie Street before backing, thereby reducing the extent of impact to hotel residents during truck arrivals and perhaps reducing the use of backup alarms.
- The loading area door would be kept closed, to the extent feasible, to limit external noise from loading activities.
- All unnecessary idling of truck engines would be avoided.
- Acceleration on Jessie Street would be limited to reduce engine and exhaust noise.

F. GEOLOGY

11. One or more geotechnical investigations by a California-licensed geotechnical engineer are included as part of the project. The project sponsor and its contractors would follow the recommendations of the final geotechnical reports regarding any excavation and construction for the project. The project sponsor would ensure that the construction contractor conducts a pre-construction survey of existing conditions and monitors the adjacent building for damage during construction, if recommended by the geotechnical engineer.

12. If dewatering were necessary, the final soils report would address the potential settlement and subsidence impacts of this dewatering. Based on this discussion, the soils report would determine whether or not a lateral movement and settlement survey should be done to monitor any movement or settlement of surrounding buildings and adjacent streets. If a monitoring survey were recommended, the Department of Building Inspection would require that a Special Inspector (as defined in Article 3 of the Building Code) be retained by the project sponsor to perform this monitoring. Instruments would be used to monitor potential settlement and subsidence. If, in the judgement of the Special Inspector, unacceptable movement were to occur during construction, groundwater recharge would be used to halt this settlement. The project sponsor would delay construction if necessary. Costs for the survey and any necessary repairs to service lines under the street would be borne by the project sponsor.

If dewatering were necessary, the project sponsor and its contractor would follow the geotechnical engineers' recommendations regarding dewatering to avoid settlement of adjacent streets, utilities, and buildings that could potentially occur as a result of dewatering.
13. The project sponsor and its contractor would follow the geotechnical engineers' recommendations regarding installation of settlement markers around the perimeter of shoring to monitor any ground movements outside of the shoring itself. Shoring systems would be modified as necessary in the event that substantial movements are detected.

G. WATER QUALITY

14. If dewatering were necessary, the project sponsor would follow the recommendations of the geotechnical engineer or environmental remediation consultant, in consultation with the Bureau of Environmental Regulation and Management of the Department of Public Works, regarding treatment, if any, of pumped groundwater prior to discharge to the combined sewer system.

If dewatering were necessary, groundwater pumped from the site would be retained in a holding tank to allow suspended particles to settle, if this were found to be necessary by the Bureau of Environmental Regulation and Management of the Department of Public Works to reduce the amount of sediment entering the combined sewer system.

15. The project sponsor would require the general contractor to install and maintain sediment traps in local storm water intakes during construction to reduce the amount of sediment entering the combined sewer system, if this were found to be necessary by the Bureau of Environmental Regulation and Management of the Department of Public Works.

H. HAZARDS

16. A hazardous materials and wastes survey would be conducted in the existing buildings prior to demolition. Any asbestos and lead-based paint identified in the buildings would be abated by a licensed abatement contractor prior to demolition of the buildings. The contractor would follow the City and County of San Francisco Asbestos and Lead-Based Paint Master Abatement Specification.

The project sponsor would follow all required federal, state and local asbestos removal regulations and notification processes required under the permit review process.

All potential PCB-containing equipment and/or fixtures in the existing buildings would be removed prior to demolition and incinerated at a licensed disposal facility. Any mercury vapor lighting would be removed and recycled prior to building demolition.

Prior to site excavation, the project sponsor would submit a site mitigation plan which would discuss the proposed movement and excavation of site soils, dust control measures and site soils disposal measures. The dust control plan would be implemented on the site and would include measures to keep site soils moist in order to prevent particulates from site soils in the air.
Prior to Project Site excavation, the project sponsor would conduct site investigation on the parcels containing the existing buildings and would submit site investigation reports to the Department of Public Health, Environmental Health Management Section ("EHMS") for review.

The site investigation reports would contain the following:

a. A detailed project description, including discussion on construction activities, number of stories of the project building, depth of basement level, amount of the soil to be disturbed and Environmental Health Management Section.

b. Depths and locations of trenching for utilities, building foundation, elevator pits, and other project facilities and equipment below ground surface.

Should hazardous materials and/or wastes be found, the project sponsor would submit a site mitigation plan that would include management of contaminated soils. These measures would include disposal of soils off site at an approved facility or encapsulation site if appropriate.

All workers involved in removal of hazardous waste soils would follow proper decontamination procedures as defined in a site-specific/project-specific health and safety plan which would be required to be submitted for review and approval by the City and County of San Francisco Department of Public Health, Environmental Health Management Section at least two weeks before any soil on the site is moved. The Health and Safety Plan would be prepared by a safety officer professional with appropriate certification and training. The certified site safety officer would train the project workers on the handling of any hazardous materials and wastes that may be encountered. In addition, the credentials of the certified site safety officer would be submitted to the EHMS for verification.

Construction monitoring by a trained hazardous waste specialist would be conducted throughout excavation activities to assist in identification of previously undiscovered hazardous materials and waste issues. Remediation of these previously undiscovered materials and waste would be addressed as they are discovered and identified.

The project sponsor and project contractor would comply with all provisions of the site mitigation plan as approved by the Department of Public Health, Environmental Health Management Section.
I. CULTURAL RESOURCES

17. The project sponsor has agreed to retain the services of an archaeologist. The archaeologist would conduct a pre-excavation testing program to better determine the probability of finding cultural and historical remains. The testing program would use a series of mechanical, exploratory borings or trenches or other testing methods determined by the archaeologist to be appropriate.

If, after testing, the archaeologist determines that no further investigations or precautions are necessary to safeguard potentially significant archaeological resources, the archaeologist would submit a written report to the Environmental Review Officer, with a copy to the project sponsor and the San Francisco Redevelopment Agency. If the archaeologist determines that further investigations or precautions are necessary, he or she would consult with the Environmental Review Officer, and they would jointly determine what additional procedures are necessary to minimize potential effects on archaeological resources.

These additional measures would be implemented by the project sponsor and could include a program of on-site monitoring of all site excavation, during which the archaeologist would record observations in a permanent log. The monitoring program, whether or not there are findings of significance, would result in a written report to be submitted first and directly to the Environmental Review Officer, with a copy to the project sponsor and the San Francisco Redevelopment Agency. During the monitoring program, the project sponsor would designate one individual on site as its representative. This representative would have the authority to suspend work at the site to give the archaeologist time to investigate and evaluate archaeological resources if they are encountered.

If evidence of cultural resources of potential significance were found during the monitoring program, the archaeologist would immediately notify the Environmental Review Officer, and the project sponsor would halt any activities that the archaeologist and the Environmental Review Officer jointly determine could damage such cultural resources. Ground-disturbing activities that could damage cultural resources would be suspended for a total maximum of four weeks over the course of construction.

After notifying the Environmental Review Officer, the archaeologist would prepare a written report to be submitted first and directly to the Environmental Review Officer, with a copy to the project sponsor and the Redevelopment Agency, which would contain an assessment of the potential significance of the find and recommendations for what measure should be implemented to minimize potential effects on archaeological resources. Based on this report, the Environmental Review Officer would recommend specific additional measures to be implemented by the project sponsor. These additional measures could include a site security program, additional on-site investigations by the archaeologist, or documentation, preservation, and recovery of cultural material.
Finally, the archaeologist, would prepare a report documenting the cultural resources that were discovered, an evaluation as to their significance, and a description as to how any archaeological testing, exploration or recovery program is to be conducted.

Copies of all draft reports prepared according to this mitigation measure would be sent first and directly to the Environmental Review Officer for review. Following approval by the Environmental Review Officer, copies of the final reports would be sent by the archaeologist directly to the project sponsor, and the San Francisco Redevelopment Agency, the President of the Landmarks Preservation Advisory Board, and the California Archaeological Site Survey Northwest Information Center. Three copies of the final archaeology reports would be submitted to the Planning Department accompanied by copies of the transmittals documenting its distribution.
A. INTRODUCTION

Assembly Bill (AB) 3180 was enacted by the State Legislature to provide a mechanism to ensure that mitigation measures adopted through the California Environmental Quality Act ("CEQA") process are implemented in a timely manner and in accordance with the terms of project approval. Under AB 3180, local agencies are required to adopt a monitoring or reporting program designed to ensure compliance during project implementation.

The Yerba Buena Redevelopment Project Area Expansion/Emporium Site Development Project Mitigation Monitoring and Reporting Program ("Mitigation Monitoring Program"), pursuant to AB 3180, CEQA Section 21081.6 and CEQA Guidelines Section 15091, provides the basic framework through which adopted mitigation measures will be monitored to ensure implementation. The full text of the measures essentially as they appear in the FSEIR is contained in Exhibit 1 to the Yerba Buena Redevelopment Project Area Expansion/Emporium Site Development Project Findings.

B. ORGANIZATION

The Mitigation Monitoring Program is organized in a table format, keyed to each adopted FSEIR mitigation measure. For each measure, the table: (1) lists the mitigation measure; (2) specifies the party responsible for implementing the measure; (3) establishes a schedule for mitigation implementation; (4) assigns mitigation monitoring responsibility; and (5) establishes monitoring actions and a schedule for mitigation monitoring.

C. IMPLEMENTATION

While the Mitigation Monitoring Program generally outlines the actions, responsibilities and schedule for mitigation monitoring, it does not attempt to specify the detailed procedures to be used to verify implementation (e.g., interactions between the Agency and other City agencies, use of private consultants, signed-off on plans, certification by Project sponsors, site inspections, etc.). Specific monitoring procedures are either contained in approval documents or will be developed at a later date, closer to the time the mitigation measures will actually be implemented.

The majority of the measures will be monitored primarily by the Agency, in consultation with other City agencies and non-City agencies, as part of the site permit or building permit processes. The Agency's role is generally limited to oversight through these processes to confirm that measures have been implemented by other City agencies and non-City agencies with jurisdiction over such measures.
### YERBA BUENA REDEVELOPMENT AREA PROJECT AREA EXPANSION/EMPORIUM SITE DEVELOPMENT

**PROJECT FSEIR MITIGATION MONITORING PROGRAM**

<table>
<thead>
<tr>
<th>MITIGATION MEASURE</th>
<th>Responsibility for Implementation</th>
<th>Mitigation Schedule</th>
<th>Monitoring Responsibility</th>
<th>Monitoring Actions/Schedule</th>
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<tbody>
<tr>
<td>ARCHITECTURAL RESOURCES</td>
<td>Project Sponsor</td>
<td>Prepare documentation prior to issuance of demolition permit or building permit for alteration or demolition of any portion of the Emporium Building. Submit completed documents on timeline indicated in measure.</td>
<td>Agency, Planning Department (Office of Major Environmental Analysis (“MEA”)), Landmarks Preservation Advisory Board (“LPAB”).</td>
<td>Agency, MEA and LPAB to review as part of plan review and demolition/building permit processes.</td>
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</tbody>
</table>

- A HABS outline report on the Emporium Building including descriptive and historical information.

- Photographic documentation of the exterior and interior of the Emporium Building and of the exteriors of the other buildings on the site. Such documentation would be provided to HABS standard of detail and quality for photographic documentation in 4x5 or 5x7 photographs and negatives.
YERBA BUENA REDEVELOPMENT AREA PROJECT AREA EXPANSION/EMPORIUM SITE DEVELOPMENT
PROJECT FSEIR MITIGATION MONITORING PROGRAM

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- If, after consulting with the President of the Landmarks Preservation Advisory Board, it is determined that there are not sufficient existing historic drawings to document the building, then a full set of measured drawings of the Emporium Building would be prepared. Such drawings would be prepared according to HABS standards of detail and executed in ink on mylar. If sufficient existing drawings were available, these would be gathered and conserved.

Exhibit 2 Page 3
### YERBA BUENA REDEVELOPMENT AREA PROJECT AREA EXPANSION/EMPORIUM SITE DEVELOPMENT

## PROJECT FSEIR MITIGATION MONITORING PROGRAM

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<tr>
<td>- Submit copies of the narratives, photographic documentation, and detailed notes on the measurement of the Emporium Building to the City and County of San Francisco Planning Department prior to authorization of any permit that may be required for demolition of the Emporium Building by the Agency. Provide completed drawings to the Planning Department within 180 days after issuance of any required demolition permit.</td>
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<tr>
<td>- Prepare and transmit the photographs and descriptions of the Emporium Building to the Landmarks Preservation Advisory Board, Bancroft Library at the University of California, Berkeley, the History Room of the San Francisco Public Library, and the Northwest Information Center of the California Historical Information Resource System.</td>
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Exhibit 2

Page 4
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<td>WIND</td>
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<td>B.2</td>
<td>Department of Parking and Traffic (&quot;DPT&quot;)</td>
<td>Prior to issuance of temporary or permanent Certificate of Occupancy for the Hotel Parcel.</td>
<td>Agency</td>
<td>Ensure implementation as part of plan review and building permit processes.</td>
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<td>TRANSPORTATION</td>
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<td>C.3</td>
<td>DPT</td>
<td>Prior to issuance of temporary or permanent Certificate of Occupancy.</td>
<td>Agency; DPT</td>
<td>Ensure implementation as part of the building permit process.</td>
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</table>

Exhibit 2

Page 5
### YERBA BUENA REDEVELOPMENT AREA PROJECT AREA EXPANSION/EMPORIUM SITE DEVELOPMENT
### PROJECT FSEIR MITIGATION MONITORING PROGRAM

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<tbody>
<tr>
<td>a. Adjust the signal timing at the intersection of Fifth and Howard Streets to account for the additional westbound vehicles, or re-stripe the westbound approach of the intersection of Fifth and Howard Streets to change an exclusive through lane to a right-through lane.</td>
<td>Project Sponsor</td>
<td>Confirm program in place prior to issuance of temporary or permanent Certificate of Occupancy; thereafter, submit annual compliance reports.</td>
<td>Agency</td>
<td>Ensure implementation as part of building permit process; ongoing annual reporting as to audit.</td>
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<td>b. Re-time the signal at the intersection of Fourth and Howard Streets.</td>
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<td>C.4 To encourage the use of transit, thereby reducing traffic congestion, implement the following measures:</td>
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### MITIGATION MEASURE

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<tbody>
<tr>
<td>a. Provide transit information at key locations within the Project Site. Provide for on-site sale of transit passes, tickets and tokens to employees and patrons. The transit information would include transit maps and schedules for all transit carriers (including MUNI and regional carriers) as well as bicycle route maps.</td>
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<td>b. Provide transit information on advertising and on circulars or flyers advertising merchandise or events at the Project Site.</td>
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<td>c. Provide incentives to project patrons for transit use such as discounts for patrons showing proof of transit use.</td>
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<tr>
<td>d. Provide incentives to project employees for transit use, such as participation in the Commuter Check, Rides For Bay Area Communities, and/or other similar programs.</td>
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### YERBA BUENA REDEVELOPMENT AREA PROJECT AREA EXPANSION/EMPORIUM SITE DEVELOPMENT

#### PROJECT FSEIR MITIGATION MONITORING PROGRAM

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<tbody>
<tr>
<td>e. Maintain direct access to MUNI and BART from retail and entertainment uses during all hours when project and transit are in operation.</td>
<td>Project Sponsor, DPT</td>
<td>Prior to issuance of temporary or permanent Certificate of Occupancy.</td>
<td>Agency, DPT</td>
<td>Ensure implementation as part of building permit process.</td>
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<tr>
<td>f. Encourage retail tenants to provide home delivery service.</td>
<td>Project Sponsor, DPT</td>
<td>Prior to issuance of temporary or permanent Certificate of Occupancy.</td>
<td>Agency, DPT</td>
<td>Ensure implementation as part of building permit process.</td>
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</table>

C.5 To improve passenger loading areas and pedestrian safety, to reduce vehicle queuing, and to reduce potential secondary impacts on transit operations and traffic congestion, implement the following measures:

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<tr>
<td>a. Supplement space provided in the hotel porte-cochere by creating a red zone in about 36-40 feet of the pull-out immediately east of the porte-cochere driveway and by designating the remaining length of this pull-out for taxi queuing.</td>
<td>Project Sponsor, DPT</td>
<td>Prior to issuance of temporary or permanent Certificate of Occupancy.</td>
<td>Agency, DPT</td>
<td>Ensure implementation as part of building permit process.</td>
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<td>b. Maintain pull-outs along the north side of Mission Street at approximately 90 feet long to the west of the existing mid-block crosswalk and a minimum of approximately 80 feet long between the mid-block crosswalk and the west sidewalk of Jessie Street East.</td>
<td>Project Sponsor, DPT</td>
<td>Prior to issuance of temporary or permanent Certificate of Occupancy.</td>
<td>Agency, DPT</td>
<td>Ensure implementation as part of building permit process.</td>
</tr>
<tr>
<td>c. Establish a white zone on Jessie Street West for project tour bus loading and overflow parking from the porte-cochere, while maintaining safe and efficient operation for trucks entering Jessie Street West from Mission Street and turning into the project loading docks.</td>
<td>Project Sponsor, DPT</td>
<td>Prior to issuance of temporary or permanent Certificate of Occupancy.</td>
<td>Agency, DPT</td>
<td>Ensure implementation as part of building permit process.</td>
</tr>
<tr>
<td>d. Create an additional passenger loading zone on Jessie Street East to provide for drop-off and pick-up of patrons for the theaters, restaurants, entertainment and retail uses, to serve the secondary patron entrance located on Jessie Street East.</td>
<td>Project Sponsor, DPT</td>
<td>Prior to issuance of temporary or permanent Certificate of Occupancy.</td>
<td>Agency, DPT</td>
<td>Ensure implementation as part of building permit process.</td>
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<tr>
<td>e. Employ traffic management measures (such as parking control officers and a truck dockmaster) to limit conflicts between auto and truck functions and to control queuing conflicts on Mission Street.</td>
<td>Project Sponsor (dock master); DPT (parking control officers)</td>
<td>Ongoing.</td>
<td>Agency, DPT</td>
<td>Ensure implementation as part of building permit process; ongoing annual reporting.</td>
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<tr>
<td>f. Reduce the number of spaces rented on a monthly basis at the Fifth and Mission Garage to increase the number of spaces available for short-term use of garage during peak periods.</td>
<td>DPT</td>
<td>Prior to issuance of temporary or permanent Certificate of Occupancy.</td>
<td>Agency, DPT</td>
<td>Ensure implementation as part of building permit process.</td>
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<tr>
<td>g. During peak periods such as holidays or major events at Moscone Center, station traffic or parking control personnel at congested intersections to direct traffic and ensure pedestrian safety.</td>
<td>DPT</td>
<td>As required for peak periods.</td>
<td>Agency, DPT</td>
<td>Ongoing review of peak period conditions.</td>
</tr>
<tr>
<td>h. Provide “Lot Full” and other informational signage near entrances to the Fifth and Mission Garage, to reduce queuing and unnecessary vehicle circulation.</td>
<td>DPT</td>
<td>Prior to issuance of temporary or permanent Certificate of Occupancy.</td>
<td>Agency, DPT</td>
<td>Ensure implementation as part of building permit process.</td>
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<tr>
<td>i. Encourage creation of a transportation planning organization for the Yerba Buena Redevelopment Project Area and nearby portions of the South of Market; if such an organization were created, participate actively with other area developers such as the Moscone Convention Center, Sony Metreon and Yerba Buena Gardens, to develop a transportation management program based upon proven transportation planning practices and principles.</td>
<td>DPT; Project Sponsor to participate if created</td>
<td>Ongoing.</td>
<td>Agency, DPT</td>
<td>Review status on ongoing basis; participation ongoing with meeting frequency as established by organization.</td>
</tr>
</tbody>
</table>
C.6 During the construction period, permit construction truck movement only between 9:00 AM and 3:30 PM or after 6:30 p.m. and before 7:00 a.m. to minimize peak hour traffic conflicts. The project sponsor and construction contractor(s) would meet with the Interdepartmental Staff Committee on Traffic and Transportation ("ISCOTT") to determine feasible mitigation measures to reduce traffic congestion, including transit disruption and pedestrian circulation impacts during construction of the project. In addition, project sponsor would ensure that the construction contractor(s) coordinate with any concurrent nearby projects that are planned for construction or become known. Notify BART of any construction activities near the Market Street subway and Powell Street station, to avoid potential disruption of BART facilities or operations.

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<tr>
<td>C.6</td>
<td>Project Sponsor</td>
<td>Meet with ISCOTT prior to construction; provide monthly compliance reports and notice to BART as necessary during construction.</td>
<td>Agency, Department of Building Inspection (&quot;DBI&quot;)</td>
<td>Ensure implementation as part of building permit process.</td>
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<td>AIR QUALITY</td>
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<td>D.7</td>
<td>Project Sponsor</td>
<td>Provide monthly compliance reports during construction.</td>
<td>Agency, DBI</td>
<td>Ensure implementation as part of site permit process.</td>
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<td>Spray the site with water during demolition, excavation and construction activities; spray unpaved construction areas with water at least twice per day; cover stockpiles of soil, sand, and other material; cover trucks hauling debris, soil, sand or other such material; and sweep surrounding streets during excavation and construction at least once per day to reduce particulate emissions. Water as frequently as necessary to reduce dust and install windbreaks if necessary to reduce dust blowing off-site. Suspend excavation and grading activity if gusts exceed 25 mph.</td>
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<tr>
<td>D.8</td>
<td>Ordinance 175-91, passed by the Board of Supervisors on May 6, 1991, requires that non-potable water be used for dust control activities. Therefore, require that the contractor(s) obtain reclaimed water from the Clean Water Program for this purpose. The project sponsor would require the project contractor(s) to maintain and operate construction equipment so as to minimize exhaust emissions of particulates and other pollutants, by such means as a prohibition on idling motors when equipment is not in use or when trucks are waiting in queues, and implementation of specific maintenance programs to reduce emissions from equipment that would be in frequent use for much of the construction period.</td>
<td>Project Sponsor, San Francisco Public Utilities Commission (&quot;SFPUC&quot;)</td>
<td>Provide monthly compliance reports during construction.</td>
<td>Agency, DBI, SFPUC</td>
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<td>NOISE</td>
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<td>E.9</td>
<td>Require project construction</td>
<td>Project Sponsor</td>
<td>As required, during</td>
<td>Agency, DBI</td>
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<td>contractor(s) to predrill piling</td>
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<td>and footing holes to the maximum</td>
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<td>soil conditions. Use construction</td>
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<td>equipment with state-of-the-art</td>
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<td>noise shielding and muffling</td>
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<td>devices. Limit pile driving</td>
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<td>disturbance to neighbors.</td>
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<td>Coordinate with neighbors to</td>
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<td>establish a schedule for pile</td>
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<td>E.10</td>
<td>Implement guidelines for noise</td>
<td>Project Sponsor</td>
<td>Implement prior to</td>
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<td>and after 8 p.m. on weekdays and</td>
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<td>on weekends and legal holidays.</td>
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<td>described time limitations, such</td>
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<td>measures might include the</td>
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<td>following:</td>
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<tr>
<td>• When feasible, trucks would turn into the loading dock rather than turning onto Jessie Street before backing, thereby reducing the extent of impact to hotel residents during truck arrivals and perhaps reducing the use of backup alarms.</td>
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<td>• The loading area door would be kept closed, to the extent feasible, to limit external noise from loading activities.</td>
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<td>• All unnecessary idling of truck engines would be avoided.</td>
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<td>• Acceleration on Jessie Street would be limited to reduce engine and exhaust noise.</td>
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<tr>
<td>GEOMETRY</td>
<td>Project Sponsor</td>
<td>Submit monthly reports during construction.</td>
<td>Agency, DBI</td>
<td>Ensure implementation as part of site permit process.</td>
</tr>
<tr>
<td>F.11</td>
<td>Complete one or more geotechnical investigations by a California-licensed geotechnical engineer as part of the project. Follow the recommendations of the final geotechnical reports regarding any excavation and construction for the project. Ensure that the construction contractor conducts a pre-construction survey of existing conditions and monitors the adjacent building for damage during construction, if recommended by the geotechnical engineer.</td>
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</table>
If dewatering were necessary, the final soils report would address the potential settlement and subsidence impacts of this dewatering. Based on this discussion, the soils report would determine whether or not a lateral movement and settlement survey should be done to monitor any movement or settlement of surrounding buildings and adjacent streets. If a monitoring survey were recommended, the Department of Building Inspection would require that a Special Inspector (as defined in Article 3 of the Building Code) be retained by Project Sponsor to perform this monitoring. Instruments would be used to monitor potential settlement and subsidence. If, in the judgment of the Special Inspector, unacceptable movement were to occur during construction, groundwater recharge would be used to halt this settlement. The project sponsor would delay construction if necessary. Costs for the survey and any necessary repairs to service lines under the street would be borne by the project sponsor.

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<tr>
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<tr>
<td>F.12</td>
<td>Project Sponsor</td>
<td>Submit monthly reports during construction.</td>
<td>Agency, DBI</td>
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<tr>
<td>If dewatering were necessary, follow the geotechnical engineers' recommendations regarding dewatering to avoid settlement of adjacent streets, utilities, and buildings that could potentially occur as a result of dewatering.</td>
<td>Project Sponsor</td>
<td>Submit monthly reports during construction.</td>
<td>Agency, DBI</td>
<td>Ensure implementation as part of site permit process.</td>
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<tr>
<td>F.13 Follow the geotechnical engineers' recommendations regarding installation of settlement markers around the perimeter of shoring to monitor any ground movements outside of the shoring itself. Shoring systems would be modified as necessary in the event that substantial movements are detected.</td>
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<tr>
<td>WATER QUALITY</td>
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<td>G.14</td>
<td>If dewatering were necessary, follow the recommendations of the geotechnical engineer or environmental remediation consultant, in consultation with the Bureau of Environmental Regulation and Management of the Department of Public Works (&quot;DPW&quot;), regarding treatment, if any, of pumped groundwater prior to discharge to the combined sewer system.</td>
<td>Project Sponsor</td>
<td>Submit monthly reports during construction.</td>
<td>Agency, DBI</td>
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</table>
### YERBA BUENA REDEVELOPMENT AREA PROJECT AREA EXPANSION/EMPORIUM SITE DEVELOPMENT

#### PROJECT FSEIR MITIGATION MONITORING PROGRAM

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<tr>
<td>G.15</td>
<td>Project Sponsor</td>
<td>Submit monthly reports during construction.</td>
<td>Agency, DBI, DPW</td>
<td>Ensure implementation as part of site permit process.</td>
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**HAZARDS**

| H.16               | Project Sponsor                  | Conduct surveys prior to issuance of demolition permit; submit monthly reports during construction. | Agency, DBI, Department of Public Health (“DPH”) | Ensure implementation as part of demolition and site permit process. |

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Require the general contractor to install and maintain sediment traps in local storm water intakes during construction to reduce the amount of sediment entering the combined sewer system, if this were found to be necessary by the Bureau of Environmental Regulation and Management of the Department of Public Works.

Conduct hazardous materials and wastes survey in the existing buildings prior to demolition. Any asbestos and lead-based paint identified in the buildings would be abated by a licensed abatement contractor prior to demolition of the buildings. The contractor would follow the City and County of San Francisco Asbestos and Lead-Based Paint Master Abatement Specification.

Follow all required federal, state and local asbestos removal regulations and notification processes required under the permit review process.
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<td>Remove all potential PCB-containing equipment and/or fixtures in the existing buildings prior to demolition and incinerated at a licensed disposal facility. Any mercury vapor lighting would be removed and recycled prior to building demolition.</td>
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<td>Prior to site excavation, submit a site mitigation plan, which would discuss the proposed movement and excavation of site soils, dust control measures and site soils disposal measures. The dust control plan would be implemented on the site and would include measures to keep site soils moist in order to prevent particulates from site soils in the air.</td>
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<td>Conduct site investigation on the parcels containing the existing buildings and submit site investigation reports to the Department of Public Health, Environmental Health Management Section (&quot;EHMS&quot;) for review. The site investigation reports would contain the following:</td>
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<td>a. A detailed project description, including discussion on construction activities, number of stories of the project building, depth of basement level, amount of the soil to be disturbed and Environmental Health Management Section.</td>
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<td>b. Depths and locations of trenching for utilities, building foundation, elevator pits, and other project facilities and equipment below ground surface.</td>
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Should hazardous materials and/or wastes be found, submit a site mitigation plan that would include management of contaminated soils. These measures would include disposal of soils off site at an approved facility or encapsulation site if appropriate.
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<td>All workers involved in removal of hazardous waste soils would follow proper decontamination procedures as defined in a site-specific/project-specific health and safety plan which would be required to be submitted for review and approval by the City and County of San Francisco, Department of Public Health, Environmental Health Management Section at least two weeks before any soil on the site is moved. The Health and Safety Plan would be prepared by a safety officer professional with appropriate certification and training. The certified site safety officer would train the project workers on the handling of any hazardous materials and wastes that may be encountered. In addition, the credentials of the certified site safety officer would be submitted to the EHMS for verification.</td>
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### YERBA BUENA REDEVELOPMENT AREA PROJECT AREA EXPANSION/EMPORIUM SITE DEVELOPMENT
### PROJECT FSEIR MITIGATION MONITORING PROGRAM

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<tr>
<td>Hire a trained hazardous waste specialist to conduct construction monitoring throughout excavation activities to assist in identification of previously undiscovered hazardous materials and waste issues. Remediation of these previously undiscovered materials and waste would be addressed as they are discovered and identified. The project sponsor and project contractor would comply with all provisions of the site mitigation plan as approved by the Department of Public Health, Environmental Health Management Section.</td>
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Exhibit 2
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<tr>
<th>CULTURAL RESOURCES</th>
<th>Project Sponsor</th>
<th>Prior to the issuance of site permit addendum for excavation; notification as required by measure; submit monthly reports during construction.</th>
<th>Agency, MEA, LPAB</th>
<th>Ensure implementation as part of site permit process.</th>
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<tbody>
<tr>
<td>I.17 Retain the services of an archaeologist. The archaeologist would conduct a pre-excavation testing program to better determine the probability of finding cultural and historical remains. The testing program would use a series of mechanical, exploratory borings or trenches or other testing methods determined by the archaeologist to be appropriate.</td>
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If, after testing, the archaeologist determines that no further investigations or precautions are necessary to safeguard potentially significant archaeological resources, the archaeologist would submit a written report to the Environmental Review Officer, with a copy to the project sponsor and the San Francisco Redevelopment Agency. If the archaeologist determines that further investigations or precautions are necessary, he or she would consult with the Environmental Review Officer, and they would jointly determine what additional procedures are necessary to minimize potential effects on archaeological resources.
These additional measures would be implemented by the project sponsor and could include a program of on-site monitoring of all site excavation, during which the archaeologist would record observations in a permanent log. The monitoring program, whether or not there are findings of significance, would result in a written report to be submitted first and directly to the Environmental Review Office, with a copy to the project sponsor and the San Francisco Redevelopment Agency. During the monitoring program, the project sponsor would designate one individual on site as its representative. This representative would have the authority to suspend work at the site to give the archaeologist time to investigate and evaluate archaeological resources if they are encountered.
After notifying the Environmental Review Office, the archaeologist would prepare a written report to be submitted first and directly to the Environmental Review Office, with a copy to the project sponsor and San Francisco Redevelopment Agency, which would contain an assessment of the potential significance of the find and recommendations for what measure should be implemented to minimize potential effects on archaeological resources. Based on this report, the Environmental Review Office would recommend specific additional measures to be implemented by the project sponsor. These additional measures could include a site security program, additional on-site investigations by the archaeologist, or documentation, preservation, and recovery of cultural material.
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<tr>
<td>Archaeologist would prepare a report documenting the cultural resources that were discovered, an evaluation as to their significance, and a description as to how any archaeological testing, exploration or recovery program is to be conducted.</td>
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<td>Copies of all draft reports prepared according to this mitigation measure would be sent first and directly to the Environmental Review Office for review. Following approval by the Environmental Review Office, copies of the final reports would be sent by the archaeologist directly to the project sponsor, and the San Francisco Redevelopment Agency, the President of the Landmark Preservation Advisory Board, and the California Archaeological Site Survey Northwest Information Center. Three copies of the final archaeology reports would be submitted to the Planning Department accompanied by copies of the transmittals documenting its distribution.</td>
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