

**COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE**

**RESOLUTION NO.38-2015**

*Adopted June 16,2015*

**CONDITIONALLY APPROVING, PURSUANT TO THE TRANSBAY IMPLEMENTATION AGREEMENT, THE SCHEMATIC DESIGN FOR A PROPOSED COMMERCIAL OFFICE PROJECT ON TRANSBAY BLOCK 5, LOCATED ON HOWARD AND BEALE STREETS, AND ADOPTING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT; TRANSBAY REDEVELOPMENT PROJECT AREA**

WHEREAS, On April 7, 2015, pursuant to Resolution No. 16-2015, the Commission on Community Investment and Infrastructure (“Commission”) approved a minor amendment to the Redevelopment Plan for the Transbay Redevelopment Project Area (“Redevelopment Plan”), to provide that the maximum floor plate sizes for general office buildings in Zone One of the Project Area be consistent with the bulk limits permitted by Sections 270 (Bulk Limits: Measurement) and 272 (Bulk Limits: Special Exceptions in C-3 Districts”) of the San Francisco Planning Code, as amended from time to time, for development within the C-3-O (“Downtown Office”) Zoning District (the “Minor Amendment”). The Commission forwarded the Minor Amendment to the Board of Supervisors with a recommendation for approval and the Board of Supervisors approved the first reading of the ordinance authorizing the Minor Amendment on June 9, 2015 and is expected to approve the second reading of the ordinance on June 16, 2015. The Minor Amendment will become effective 90 days after the Mayor signs the legislation amending the Redevelopment Plan; and;

WHEREAS, On June 16, 2015, by Resolution No. 36-2015, the Commission approved an amendment to the Development Controls and Design Guidelines for the Transbay Redevelopment Project (“Development Controls”), consistent with the Minor Amendment, to specify the applicable bulk controls and additional standards applicable to a commercial office tower development in the commercial development alternative for Block 5 in Zone One of the Transbay Redevelopment Project Area (“Project Area”), including open space, parking, and impact fee requirements; and,

WHEREAS, On June 16, 2015, by Resolution No. 37-2015, the Commission approved an Owner Participation/Disposition and Development Agreement (the “OP/DDA”) with the MA West LLC, a Delaware limited liability company and joint venture between affiliates of Golub Real Estate Corporation and The John Buck Company (“Developer”) for the development of Block 5. The OP/DDA authorized development of (a) an approximately 887,606 gross-square-foot office building (including mechanical and parking); (b) ground-floor retail space of approximately 8,642 square feet; (c) streetscape improvements, including the

extension of Natoma Street from Beale to Main Streets, and Beale, Howard and Main Street improvements; (d) 15,189 square feet of public open space on Parcel M1 and Parcel N3; (e) two levels of underground parking with 120 stalls in mechanical parking lifts and stackers; and (f) 5,432 square feet of supplemental open space; and (g) relocation and installation of the Pavilion, currently located at 195 Beale Street to the north end of Parcel M3 (collectively, the “Project”); and,

WHEREAS, The Commission, through its approval of the OP/DDA, adopted a Design Review and Document Approval Procedure (“DRDAP”) that sets forth the procedure for design submittals of the plans and specifications for the developments of the Project on Block 5 in Zone One of the Project Area; and,

WHEREAS, Project approval shall consist of three components or stages, Schematic Design Documents, Design Development Documents and Final Construction Documents; and,

WHEREAS, Schematic Design Documents shall relate to schematic design level of detail for a the Project and the review of the Office of Community Investment and Infrastructure (“OCII”) shall include consideration of such items as the architectural design, site planning and landscape design; and,

WHEREAS, OCII, in consultation with the San Francisco Planning Department and other City Agencies, has reviewed and recommends approval of the Schematic Design Documents for the Project and their conformity with any prior approvals, the Redevelopment Plan, as amended and accompanying Plan Documents, including the Development Controls, as amended by Resolution No. 36-2015, and the Transbay Redevelopment Project Area Streetscape and Open Space Concept Plan (“Streetscape Plan”); and,

WHEREAS, The Schematic Design was reviewed by the Transbay Citizens Advisory Committee (the “CAC”) at its April 9, 2015 meeting; and

WHEREAS, The Commission shall review and approve, conditionally approve or disapprove the application for Schematic Design. If the Commission disapproves the Schematic Design in whole or in part, the Commission shall set forth the reasons for such disapproval in the resolution adopted by the Commission. If the Commission conditionally approves the Schematic Design, such approval shall set forth the concerns and/or conditions on which the Commission is granting approval. If the Commission disapproves an application in part or approves the application subject to specified conditions, then, in the sole discretion of the Commission, the Commission may delegate approval of such resubmitted or corrected documents to OCII design review staff; and,

WHEREAS, Subsequent to submittal of the Schematic Design Documents to OCII, it was determined that, as a result of the City and County of San Francisco’s current review of the long range planning for major city streets, the plan for Howard Street will include a 16-foot-wide sidewalk, as compared to the 12-foot-wide sidewalk detailed in the Schematic Designs and the 11½-foot-wide sidewalk

detailed in the Streetscape Plan. In addition, revised Schematic Design Documents include a sidewalk width of 22 feet on Main Street adjacent to open space parcel M1 compared to the 30-foot wide sidewalk detailed in the Streetscape Plan. Therefore, the revised sidewalk widths for Howard and Main Streets are a deviation from the Streetscape Plan; and,

WHEREAS, The Developer has created an attractive project and has responded to all of OCII's and the CAC's comments and revisions to the design for portions of Block 5. However, as is typical, there remain a number of detailed issues that must be resolved in subsequent Project approval stages (i.e., Design Development Documents and Final Construction Documents); and,

WHEREAS, A copy of the Schematic Design is on file with the Commission Secretary in the OCII office; and,

WHEREAS, On April 20, 2004, the Commission of the Former Redevelopment Agency of the City and County of San Francisco ("Former Agency Commission") adopted Resolution No. 45-2004, certifying the Final Environmental Impact Statement/Environmental Impact Report (the "Final EIS/EIR") for the Transbay Redevelopment Project, and on January 25, 2005 adopted Resolution No. 11-2005, adopting findings under the California Environmental Quality Act ("CEQA"), a Statement of Overriding Considerations and a Mitigation Monitoring and Reporting Program in connection with the adoption of the Redevelopment Plan. The Board of Supervisors and the City Planning Commission adopted similar findings. Because the Final EIS/EIR includes evaluation of the new Transbay Transit Center ("TTC"), the Transbay Joint Powers Authority ("TJPA") also adopted environmental findings; and,

WHEREAS, The Final EIS/EIR includes by reference a number of addenda. A total of eight addenda to the Final EIS/EIR were adopted by the TJPA between June 2, 2006 and December 8, 2011, all related to the development of the TTC site and transportation infrastructure supporting the TTC; and,

WHEREAS, In adopting each Addendum, the TJPA determined that modifications to the TTC would not require subsequent environmental review and would not require major revisions to the Final EIS/EIR; and,

WHEREAS, The Final EIS/EIR is a program EIR under CEQA Guidelines Section 15168 and a redevelopment plan EIR under CEQA Guidelines Section 15180. The Final EIS/EIR is also a project EIR under CEQA Guidelines Section 15161 for certain structures and facilities. The development of approximately 766,745 square feet of office space on Transbay Block 5 is an undertaking pursuant to and in furtherance of the Redevelopment Plan in conformance with CEQA Sections 15180 and 15168; and,

WHEREAS, OCII staff has reviewed the Schematic Design for portions of Block 5 and finds the proposed actions to be Implementing Actions and within the scope of the

Project analyzed in the Final EIS/EIR and subsequent addenda and no additional environmental review is required pursuant to State CEQA Guidelines Sections 15180 and 15168; and,

WHEREAS, OCII staff, in making the necessary findings for the Implementing Actions contemplated herein, considered and reviewed the Final EIS/EIR and addenda, has made documents related to the Implementing Actions, the Final EIS/EIR, and addenda available for review by the Commission and the public, and these files are part of the record before the Commission; and,

WHEREAS, The Final EIS/EIR findings and statement of overriding considerations adopted in accordance with CEQA by the Former Agency Commission by Resolution No. 11-2005 dated January 25, 2005 were and remain adequate, accurate and objective and are incorporated herein by reference as applicable to the Implementing Actions; now therefore, be it,

RESOLVED, The Commission finds and determines that the conditional approval of the Schematic Design for portions of Block 5 is an Implementing Action within the scope of the project analyzed in the Final EIS/EIR and Addenda and requires no additional environmental review pursuant to State CEQA Guidelines Sections 15180, 15168, 15162 and 15163 for the following reasons:

1. The Implementing Actions are within the scope of the project analyzed in the Final EIS/EIR and Addenda and no major revisions are required due to the involvement of new significant environmental effects or a substantial increase in the severity of significant effects previously identified in the Final EIS/EIR; and,
2. No substantial changes have occurred with respect to the circumstances under which the project analyzed in the Final EIS/EIR and Addenda was undertaken that would require major revisions to the Final EIS/EIR due to the involvement of new significant environmental effects, or a substantial increase in the severity of effects identified in the Final EIS/EIR; and,
3. No new information of substantial importance to the project analyzed in the Final EIS/EIR and Addenda has become available which would indicate that (a) the Implementing Actions will have significant effects not discussed in the Final EIS/EIR; (b) significant environmental effects will be substantially more severe; (c) mitigation measures or alternatives found not feasible which would reduce one or more significant effects have become feasible; or (d) mitigation measures or alternatives which are considerably different from those in the Final EIS/EIR will substantially reduce one or more significant effects on the environment; and, be it further

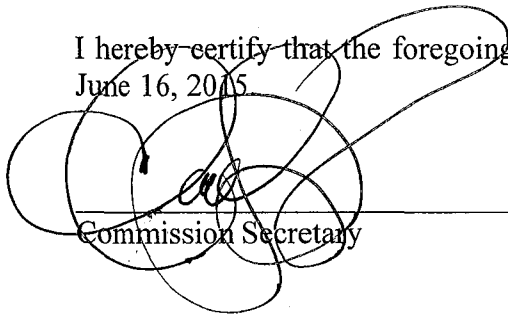
RESOLVED, The Commission hereby approves the Schematic Design for a proposed commercial office project on Transbay Block 5, located on Howard Street at Beale Street, conditioned upon the effectiveness of the Minor Amendment and

subject to the following conditions, which require further review and approval by the Executive Director, or her designee:

1. The building materials, colors, finishes, architectural detailing shall be subject to further review and approval by OCII during the Design Development phase. Mock-up of sufficient size shall be built off-site within the Bay Area for OCII review and approval to ensure consistency with an approved Schematic Design.
2. Parking area shall meet the requirements of the Development Controls, as amended to include the standards of the Planning Code Section 155.
3. The Project shall meet the requirements of the Development Controls as amended to include the standards of the Planning Code Section 155.2 to include one additional Class 1 bicycle parking space and three additional Class 2 bicycle parking spaces.
4. The Project shall meet the requirements of the Development Controls, as amended to include the standards of the Planning Code Sections 152.1 and 153(a)(6).
5. On Howard Street from Beale Street to Main Street, the sidewalk width shall be 16 feet and the Developer shall provide landscape and street furnishings in concert with the theme of the Streetscape Plan, which shall be reviewed and approved by OCII. The Developer shall not be required to place trees closer to high-pressure utility lines than allowed by various utility requirements for normal clearance of trees.
6. On Main Street adjacent to open space parcel M1, the sidewalk width shall be 22 feet and the Developer shall provide landscape and street furnishings in concert with the theme of the Streetscape Plan, which shall be reviewed and approved by OCII. The Developer shall not be required to place trees closer to high-pressure utility lines than allowed by various utility requirements for normal clearance of trees.
7. The Developer will not be required to relocate the high-pressure gas and water lines within Main, Beale, and Howard Streets.
8. The Project shall incorporate the transportation related plans and improvements below per the "Transbay Block 5 Transportation Assessment" dated March 12, 2015:
  - a. Development of a loading dock management plan, with potential restriction to hours of operations by different truck sizes, and implementation of an active signal system;
  - b. Establishment of an on-street yellow loading zone and white loading zone along Howard Street;

- c. Installation of visual and audible warning devices for vehicles exiting the parking garage;
- d. Installation of a crosswalk across the east side of the Beale Street/Natoma Street intersection; and,
- e. Installation of a STOP sign for the westbound approach at the Beale Street/Natoma Street intersection.

I hereby certify that the foregoing resolution was adopted by the Commission at its meeting of June 16, 2015.



Commission Secretary