

COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE

RESOLUTION NO. 17 – 2016

Adopted April 5, 2016

CONDITIONALLY APPROVING THE MAJOR PHASE, COMBINED BASIC CONCEPT AND SCHEMATIC DESIGN, AND DESIGN FOR DEVELOPMENT VARIANCES FOR A COMMERCIAL PROJECT ON BLOCK 26 (PARCEL 1) AND BLOCK 27 (PARCEL 1) AT 1455 AND 1555 THIRD STREET THAT IS WITHIN THE SCOPE OF THE MISSION BAY REDEVELOPMENT PROJECT APPROVED UNDER THE MISSION BAY FINAL SUBSEQUENT ENVIRONMENTAL IMPACT REPORT (“FSEIR”), A PROGRAM EIR, AND IS ADEQUATELY DESCRIBED IN THE FSEIR FOR PURPOSES OF THE CALIFORNIA ENVIRONMENTAL QUALITY ACT; MISSION BAY SOUTH REDEVELOPMENT PROJECT AREA

WHEREAS, On September 17, 1998, by Resolution No. 190-98, the Commission of the former Redevelopment Agency of the City and County of San Francisco (“Redevelopment Agency”) approved the Redevelopment Plan for the Mission Bay South Redevelopment Project Area (“South Plan”). On the same date, the Redevelopment Agency Commission adopted related documents, including Resolution No. 193-98 authorizing execution of an Owner Participation Agreement (“South OPA”) and related documents between Catellus Development Corporation, a Delaware corporation (“Catellus”), and the Redevelopment Agency. On November 2, 1998, the San Francisco Board of Supervisors (“Board of Supervisors”), by Ordinance No. 335-98, adopted the South Plan. The South Plan, as approved by Successor Agency, as defined below, on May 21, 2013, and adopted by the Board of Supervisors on July 11, 2013 by Ordinance No. 143-13; the South OPA, as amended on February 17, 2004, November 1, 2005, May 21, 2013, June 4, 2013, and April 29, 2014; and other implementing documents, as defined in the South Plan, constitute the “South Plan Documents”; and,

WHEREAS, The South Plan, as amended, allows for a total of up to 3,440 dwelling units, up to 335,000 square feet of leasable retail space; an up to 500-room hotel (including associated uses such as retail, banquet, and conferencing facilities); up to 5,953,600 square feet of leasable office/research and development/light manufacturing uses; and 2,650,000 square feet of UCSF instructional, research, and support uses; and,

WHEREAS, On September 17, 1998, the Redevelopment Agency Commission adopted Resolution No. 182-98 which certified the Final Subsequent Environmental Impact Report (“FSEIR”) as a program EIR for the Mission Bay North and South Redevelopment Project Areas (“Mission Bay Project”) pursuant to the California Environmental Quality Act (“CEQA”) and State CEQA Guidelines Sections

15168 (Program EIR) and 15180 (Redevelopment Plan EIR). On the same date, the Redevelopment Agency Commission also adopted Resolution No. 183-98, which adopted environmental findings, including a statement of overriding considerations and a mitigation monitoring and reporting program (“MMRP”), in connection with the approval of the Mission Bay Project. The San Francisco Planning Commission (“Planning Commission”) certified the FSEIR by Resolution No. 14696 on the same date. On October 19, 1998, the Board of Supervisors adopted Motion No. 98-132 affirming certification of the FSEIR by the Planning Commission and the Redevelopment Agency, and Resolution No. 854-98 adopting environmental findings, including a statement of overriding considerations and an MMRP for the Mission Bay Project; and,

WHEREAS, Subsequent to certification of the FSEIR, the Redevelopment Agency and Successor Agency, as defined below, have issued several addenda to the FSEIR to support approval of specific developments that proposed modifications to the Mission Bay Project. The addenda confirmed that no further environmental review was necessary and those development approvals relied on the FSEIR for compliance with CEQA. Hereinafter, the FSEIR, including any addenda thereto, shall be collectively referred to as the “FSEIR”; and,

WHEREAS, Catellus, the original master developer of the Mission Bay Project, has sold most of its remaining undeveloped land in Mission Bay to FOCIL-MB, LLC, (“FOCIL-MB”), a subsidiary of Farallon Capital Management, LLC, a large investment management firm. The sale encompassed approximately 71 acres of land in Mission Bay, and the remaining undeveloped residential parcels in Mission Bay South. FOCIL-MB assumed all of Catellus’s obligations under the South OPA and the Redevelopment Agency’s Owner Participation Agreement for Mission Bay North (collectively, the “OPAs”), as well as all responsibilities under the related public improvement agreements and land transfer agreements with the City and County of San Francisco (“City”). FOCIL-MB is bound by all terms of the OPAs and related agreements, including the requirements of the affordable housing program, equal opportunity program, and design review process; and,

WHEREAS, On February 1, 2012, state law dissolved the former Redevelopment Agency and required the transfer of certain of its assets and obligations to the Successor Agency to the Redevelopment Agency (“Successor Agency”), commonly known as the Office of Community Investment and Infrastructure (“OCII”), and on June 27, 2012, state law clarified that successor agencies are separate public entities, Cal. Health & Safety Code § 34170 et seq. (“Redevelopment Dissolution Law”); and,

WHEREAS, Redevelopment Dissolution Law required creation of an oversight board to the successor agency and provided that with approval from its oversight board and the State Department of Finance (“DOF”), a successor agency may continue to implement “enforceable obligations” such as existing contracts, bonds and leases, that were executed prior to the suspension of redevelopment agencies’ activities. On January 24, 2014, DOF finally and conclusively determined that the OPAs and Mission Bay Tax Increment Allocation Pledge Agreements are enforceable obligations pursuant to Health & Safety Code § 34177.5(i); and,

WHEREAS, On October 2, 2012, the Board of Supervisors, acting as the legislative body of the Successor Agency, adopted Ordinance No. 215-12 (the “Implementing Ordinance”), which Implementing Ordinance was signed by the Mayor on October 4, 2012, and which, among other matters: (a) acknowledged and confirmed that, as of the effective date of AB 1484, the Successor Agency is a separate legal entity from the City, and (b) established the Successor Agency Commission, also known as the Commission on Community Investment and Infrastructure (CCII” or “Commission”) and delegated to it the authority to (i) act in place of the Redevelopment Agency Commission to, among other matters, implement, modify, enforce and complete the Redevelopment Agency’s enforceable obligations, (ii) approve all contracts and actions related to the assets transferred to or retained by the Successor Agency, including, without limitation, the authority to exercise land use, development, and design approval, consistent with applicable enforceable obligations, and (iii) take any action that the Redevelopment Dissolution Law requires or authorizes on behalf of the Successor Agency and any other action that this Commission deems appropriate, consistent with the Redevelopment Dissolution Law, to comply with such obligations; and,

WHEREAS, The Board of Supervisors’ delegation to this Commission includes the authority to grant approvals under specified land use controls for the Mission Bay Project consistent with the approved South Plan and enforceable obligations, including design review; and,

WHEREAS, As authorized by the South Plan, the Redevelopment Agency Commission adopted design guidelines and standards governing development, contained in the companion document to the South Plan, the Design for Development for the Mission Bay South Project Area (the “Design for Development”) by Resolution No. 186-98. The Design for Development has been modified from time to time to reflect changes requested for specific development proposals, but remains substantially the same as originally adopted; and,

WHEREAS, The South Plan and the South Plan Documents include the Design Review and Document Approval Procedure, designated as Attachment G to the South OPA (“DRDAP”); the DRDAP provides that development proposals in Mission Bay South will be reviewed and processed in “Major Phases,” as defined in and consistent with the South Plan Documents, and that individual projects will be reviewed and processed through a series of submissions, including Basic Concept Design (“BCD”), Schematic Design (“SD”), Design Development Documents and Final Construction Documents; and,

WHEREAS, Alexandria Real Estate Equities (“ARE”), in partnership with Uber Technologies, Inc., (“ARE/Uber” or “Developer”) has submitted a Major Phase (“2016 Major Phase”, attached hereto as Exhibit 1) and combined BCD/SD application (“2016 BCD/SD Proposal”, attached hereto as Exhibit 2) for Blocks 26 Parcel 1 and 27 Parcel 1, comprised of two buildings, one tower that is 160 feet tall, and a second mid-rise building that is 90 feet in height. The proposed design contains approximately 410,250 gross square feet (as defined in the South Plan) of office uses, with 3,000 gross square feet of retail space, and 5,995 gross square feet

identified for a childcare center serving up to 59 children. Block 26, Parcel 1 and Block 27, Parcel 1 are approximately 1.7 acres in size, with a land use designation of Commercial/Industrial in the South Plan, allowing for a mix of office and industrial uses, as well as local-serving retail as primary uses and childcare as a secondary use; and,

WHEREAS, The location of the 2016 Major Phase and 2016 BCD/SD Proposal and nearby parcels on Blocks 26-28 have been the subject of a number of proposals and actions: (i) on March 21, 2000 the Redevelopment Agency approved a Major Phase and BCD from ARE (“2000 ARE Major Phase”) for Blocks 26 - 28 (Resolution No. 41-2000); (ii) starting in 2004, ARE purchased Blocks 26 – 27 and other property in Mission Bay South from Catellus and/or FOCIL LLC and subsequently submitted a Major Phase application for these Blocks; (iii) on April 17, 2007, the Redevelopment Agency approved a BCD/SD submitted by ARE for a building on Block 27, Parcel 1 (Resolution No. 34-2007); (iv) on April 17, 2007, the Redevelopment Agency, approved a BCD/SD submitted by DGA/ARE for a building on Block 26, Parcel 1, a building on Block 26, Parcel 2 and a Building on Block 26, Parcel 3 (Resolution No. 33-2007); and (v) four buildings were built on Blocks 26 to 28, pursuant to these Major Phase and subsequent BCD/SD applications, consisting of a 305,000 square-foot office building at 500 Terry Francois Boulevard (Block 26a); a 285,000 square-foot Old Navy Headquarters at 550 Terry Francois Boulevard (Block 28); a 455,000 square-foot office/biotechnology lab building with 4,600 square feet of retail at 455 Mission Bay Boulevard (Block 26, Parcels 2 and 3 together); and a 1,424 space parking garage at 450 South Street (Block 27, Parcels 2 and 3 together); and,

WHEREAS, As a result of these actions, buildings are constructed on Blocks 26 – 28 in accordance with the 2000 ARE Major Phase and 2007 BCD/SD approvals applicable to these parcels, and only Block 26, Parcel 1 and Block 27, Parcel 1 remain undeveloped; and,

WHEREAS, Infrastructure to support the prior approval actions and development on Blocks 26-28, including the location of the current 2016 Major Phase and 2016 BCD/SD Proposal, has been approved, constructed, and either accepted by the City or is pending acceptance pursuant to these subdivision approvals: (i) the Final Land Transfer Map for Mission Bay (including Blocks 26 and 27) was approved by the Board of Supervisors by Motion No. M99-79 and recorded in Book Z or Maps, at Pages 97-117, Official Records; (ii) the Blocks 26-28 Phase 1 Map (Parcel Map) was approved by the Board of Supervisors on December 4, 2000 by Motion No. M00-139 and recorded on December 7, 2000 in Book 44 of Parcel Maps at pages 151-156, inclusive, Official Records; (iii) the Block 26-28 Phase 2 Map (Final Map 4141) was approved by the Board of Supervisors on August 7, 2007 by Motion M07-122 and recorded on October 16, 2007 in Book BB of Maps at pages 179-183, inclusive, Official Records; (iv) the Block 26 Merger and Resubdivision Map (Final Map 5156) was approved by the Board of Supervisors on November 10, 2009, by Motion 09-180 and recorded on November 25, 2009 in Book CC or Survey maps at pages 197-201, inclusive, Official Records; and,

- WHEREAS, In 2010, salesforce.com purchased Block 26, Parcel 1 and Block 27, Parcel 1, and also purchased Blocks 29 – 34; and,
- WHEREAS, On September 20, 2011 the Redevelopment Agency approved a Major Phase submitted by salesforce.com for Blocks 26 Parcel 1 and Block 27 Parcel 1 and Blocks 29 – 34 (Resolution No. 97-2011), which approval supplanted all prior Major Phase approvals on Block 26 Parcel 1 and Block 27 Parcel 1, but no projects were built as a result of that 2011 Major Phase; and,
- WHEREAS, In September 2014, ARE purchased Block 26, Parcel 1 and Block 27, Parcel 1 from salesforce.com; and,
- WHEREAS, The 2016 Major Phase and 2016 BCD/SD Proposal is within the limitations on size, height and type of buildings, described in the South Plan. Further, the 2016 Major Phase and 2016 BCD/SD Proposal for leasable square footage of commercial development, when considered in combination with development already completed or authorized on all other parcels in Mission Bay South on which mixed office, research and development and light manufacturing uses may be developed, is within the 5,953,600 leasable square feet for such uses allowed under the South Plan. See Memorandum, Sally Oerth, OCII, Deputy Director, to Tiffany Bohee, OCII, Executive Director, Re: “Review of square footage limitations applicable to the Golden State Warriors Event Center and Mixed-Use Project ” (Oct. 27, 2015); and,
- WHEREAS, Under the South Plan definition of Gross Floor Area, up to 6,000 gross square feet of the childcare use and up to 5,000 gross square feet of the retail use are excludable from the gross floor area of the project. A Local-Serving Child Care Facility is a secondary use under Section 302.3 of the South Plan and is defined, in Attachment 5 of the South Plan, as: “A local-serving institutional use, which provides less than 24-hour care for children by licensed personnel and which meets the requirements of the State of California and other authorities. Such use is local-serving in that it serves primarily residents and workers of the immediately surrounding neighborhood on a frequent and recurring basis, and which if not available would require trips outside of the neighborhood; and,
- WHEREAS, Section 304.9 of the South Plan expressly incorporates, as a Development Fee and Exaction, the childcare requirements that were originally codified in Section 314 of the San Francisco Planning Code and that are now codified in Section 414 et seq. of the Planning Code (the “Child Care Requirements”). The Child Care Requirements apply to office and hotel development projects in San Francisco proposing a net addition of 25,000 or more gross square feet of office or hotel space. The developer of a project subject to the Child Care Requirements must either pay an in-lieu fee or provide a childcare facility either on-site at an alternative location, as allowed by the Section 414 of the Planning Code; and,
- WHEREAS, In connection with the 2016 Major Phase and 2016 BCD/SD Proposal, ARE/Uber has also submitted a request to the Executive Director of OCII for a determination under Section 302 of the South Plan that the childcare facility is a consistent

secondary use within the Commercial/Industrial/Retail land use district under Section 302.3.B of the South Plan; and,

WHEREAS, OCII staff has reviewed ARE/Uber's request for a secondary use authorization of an on-site childcare facility, has determined that the proposed facility would meet the South Plan's definition of Local-Serving Child Care Facility by primarily serving residents and workers of the immediately surrounding neighborhood on a frequent and recurring basis, would satisfy the South Plan's Child Care Requirements by complying with the onsite childcare alternative under Section 414.5 of the Planning Code, and has recommended that the OCII Executive Director approve the proposed childcare facility as a secondary use under the standards of Section 302 of the South Plan; and,

WHEREAS, The 2016 Major Phase and 2016 BCD/SD Proposal also includes a request for approval of two variances ("Variances") from the Design for Development, as allowed by Section III, Design Standards, of the Design for Development. The Variances relate to 1) a minimum streetwall length of less than 70% of the property frontage on Third Street and partial occlusion of a view corridor that follows a street alignment as defined by the Development Block and Street Grid Map of the Design for Development, as a result of two elevated pedestrian bridges that would extend over Pierpoint Lane between 1455 and 1515 Third Street; and,

WHEREAS, Section III, Design Standards, of the Design for Development allows the Commission, at its discretion, to grant a variance to the design standards in the Design for Development when it finds that enforcement would otherwise constitute an unreasonable limitation beyond the intent and purpose of the Design for Development and the South Plan and is consistent with the public health, safety and welfare; and,

WHEREAS, OCII staff recommends granting the Variances for the following reasons: (1) the streetwall requirements maintain the building to street relationship common in San Francisco, and the requested streetwall setback will help enhance the pedestrian environment during periods of large volumes of street activity and help improve pedestrian connections along Pierpoint Lane and Third Street; (2) as demonstrated by the wind study provided in the 2016 BCD/SD Proposal, the recessed walkway along Third Street will reduce wind velocity on Third Street and deflect wind away from the childcare outdoor space and adjacent private publicly accessible open space; (3) the view corridors affected by the pedestrian bridges are of limited value in that the view to the east is not a view of the Bay or of distant hills but a view of a parking lot and of a one-story metal clad industrial building on Pier 54, and the view to the west is already partially blocked by the elevated portion of Highway 280; and (4) the creation of bridge elements connecting the sites at 1455 Third Street and 1515 Third Street will have the beneficial effect of minimizing winds and sheltering the open space adjacent to Pierpoint Lane; and,

WHEREAS, ARE/Uber separately will also seek confirmation from the Planning Commission that the project office design in the 2016 BCD/SD Proposal is consistent with the Planning Commission findings contained in Planning Commission Resolution No. 14702 in accordance with Section 304.11 of the South Plan, and with Planning Commission Motion 17709, which together have resulted in a prior office use Proposition M authorization for the property of 422,980 gross square feet; and,

WHEREAS, OCII staff has reviewed the 2016 Major Phase and 2016 BCD/SD Proposal, including the request for the two Variances from the design standards in the Design for Development, the request for a secondary use determination for the childcare use, and the office design review request pending at the Planning Commission (together, the “Implementing Action”), for purposes of compliance with CEQA and the State CEQA Guidelines; and,

WHEREAS, The FSEIR is a program EIR under CEQA Guidelines Section 15168 and a redevelopment plan EIR under CEQA Guidelines Section 15180. Approval of the Implementing Action is an undertaking pursuant to and in furtherance of the South Plan in conformance with CEQA Section 15180 and within the scope of the project analyzed in the Mission Bay FSEIR; and,

WHEREAS, Due to the development approvals that have proceeded the current proposed Implementing Action, including without limitation the development authorizations in the South OPA, the approval and construction of infrastructure to serve the site, and the prior office use authorizations for the site, the remaining discretion available to the Commission, the Executive Director, and the City related to the Implementing Action is limited to design review and approval of the childcare use at this particular location; and,

WHEREAS, The FSEIR adequately describes the potential environmental impacts of the Implementing Action for the following reasons:

(1) The FSEIR analyzed the environmental impacts of the design of the entire Mission Bay Project under Visual Quality and Urban Design in FSEIR Section V.D and considered whether the project would alter scenic views from public areas or would result in increases in light and glare in the surrounding area. The proposed design, with the exceptions of the two variations, is consistent with the Design for Development that was assumed in the FSEIR analysis and would not result in significant aesthetic impacts not considered in the FSEIR. As to the variations, the design will have either no effect, in the case of the streetwall setbacks, or will have no significant effect, in the case of the pedestrian bridges, on view corridors for the reasons elsewhere explained in this Resolution. The streetwall setbacks will not affect light and glare, the pedestrian bridges, as well as the design of both buildings will not contain any features that would be a source of excess light and glare, and both buildings will use materials and design features that conform with the Planning Department’s 2011 Standards for Bird-Safe Buildings, incorporated in Planning Code Section 139, which guide the use and types of glass and façade treatment and lighting treatment of buildings to avoid impacts to birds from tall buildings in certain areas of the City;

(2) The FSEIR (Appendix A, Initial Study) also considered the effects of wind from tall buildings on pedestrian comfort on sidewalks and other public areas and required compliance with Mitigation Measure I.10, which requires a microclimate analysis of high-rise structures above 100 feet to determine design-specific impacts and provide design modifications to mitigate those impacts. The project sponsor has conducted such an analysis, which found that the project would not cause significant wind impacts and further, that the proposed streetwall setback and pedestrian bridges would deflect and disperse east-west winds away from the childcare outdoor space; and,

(3) The FSEIR also considered the environmental impacts of locating childcare facilities at any area zoned for commercial uses in Mission Bay South, and specifically considered the impacts of the Mission Bay Project on these uses under “Toxic Air Contaminants” in Section V.F, Air Quality: Impacts; “Land Use and Planning Issues” under “Other Issues” in Section V.I, Health and Safety: Impacts; and “Process for Selecting and Approving a Child Care Center and/or School Location” under “Post-Development Impacts” in Section V.J. Contaminated Soils and Groundwater: Impacts. The FSEIR identified possible air quality impacts and impacts from contaminated soil and groundwater and two mitigation measures to address these impacts, Measure F.6 (notice to the Bay Area Air Quality Management District (“BAAQMD”) and the San Francisco Department of Public Health (“SFDPH”) when locating a childcare facility in Mission Bay) and Measure J.2 (analysis to be submitted to the Regional Water Quality Control Board (“RWQCB”) under the approved and recorded Risk Management Plan, that the conditions of soil and groundwater at the location do not pose a soil vapor hazard to a childcare facility). Staff has notified BAAQMD and SFDPH of the planned location of the childcare facility and confirmed that it is not located in a sensitive air pollution control area. Further, as a precautionary measure, enhanced ventilation in the building design is a condition of approval. The project sponsor has submitted the required soil vapor analysis to the RWQCB and received confirmation that the RWQCB concurs with the project sponsor’s conclusion that the site would not present a hazard to a childcare facility from soil vapors. Compliance with all applicable mitigation measures in the MMRP will be a condition of approval; and,

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

WHEREAS, The FSEIR findings, including statement of overriding considerations, adopted in accordance with CEQA by the Redevelopment Commission by Resolution No. 183-98 dated September 17, 1998, reflected the independent judgment and analysis of the Redevelopment Agency, were and remain adequate, accurate and objective and were prepared and adopted following the procedures required by CEQA, and the findings in said resolutions are incorporated herein by reference as applicable to the Implementing Action; and,

WHEREAS, OCII staff has reviewed the Implementing Action submitted by the Developer and finds it acceptable and recommends approval thereof, subject to the resolution of certain conditions; and, now, therefore, be it

RESOLVED, That the Commission finds that the information contained in this resolution is accurate and constitutes findings of this Commission; and be it further

RESOLVED That the Commission finds and determines that based on the information contained in this Resolution, the FSEIR, the documents on file with the Secretary of the Commission and OCII staff in connection with Implementing Action and all evidence and testimony submitted to the Commission in connection with the Implementing Action, that the Implementing Action before the Commission is within the scope of the Project analyzed in the FSEIR, the FSEIR adequately describes the activities proposed by the Implementing Action and its approval requires no additional environmental review pursuant to State CEQA Guidelines Sections 15180, 15162 and 15163 for the following reasons:

1. The Implementing Action is consistent with the Project analyzed in the FSEIR for the reasons explained in this Resolution, which information is incorporated in these findings by this reference, 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 FSEIR related to the Implementing Action.
2. No substantial changes have occurred with respect to the circumstances under which the Project analyzed in the FSEIR was to be undertaken that would require major revisions to the FSEIR due to the involvement of new significant environmental effects, or a substantial increase in the severity of effects identified in the FSEIR related to the Implementing Action.
3. No new information of substantial importance to the Project analyzed in the FSEIR has become available which would indicate that (a) the Implementing Action will have significant effects not discussed in the FSEIR; (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 FSEIR will substantially reduce one or more significant effects on the environment related to the Implementing Action; and, be it further

RESOLVED, That the Commission has reviewed and considered the FSEIR findings and statement of overriding considerations and hereby adopts the CEQA findings set forth in Redevelopment Commission Resolution No. 183-98, which are incorporated herein, and those further findings set forth above; and, be it further

RESOLVED, That the Commission has reviewed the request for the Variances from the Design for Development and finds and determines that enforcement of the design standards would constitute an unreasonable limitation beyond the intent and purpose of the South Plan and Design for Development and that the proposed

Variations will result in substantial compliance with the South Plan and Design for Development, are consistent with the public health, safety and welfare, and therefore approves the Variations; and be it further

RESOLVED, That the Commission approves 2016 Major Phase and 2016 BCD/SD Proposal for the commercial buildings on Block 26, Parcel 1 and Block 27 Parcel 1 subject to the following conditions, which require further review and approval by the Executive Director, or her designee:

1. The Blocks 26/P1-27/P1 2016 BC/SD approval is contingent on the Executive Director of OCII's determination that the childcare use is a permitted secondary use for Blocks 26/P1-27/P1 under, and in accordance with the South Plan.
2. The childcare use shall be constructed using enhanced ventilation that meets the requirements of the San Francisco Health Code Article 38.
3. The Planning Commission's determination that the 2016 BCD/SD Proposal is consistent with the Planning Commission findings contained in Planning Commission Resolution No. 14702 related to the prior Proposition M office use authorization for the property of 422,980 square feet.
4. Future phases of design shall provide specifications for the materials and features to satisfy the requirements of Planning Code Section 139, Standards for Bird Safe Buildings selected for the exterior design of the building.
5. The elements identified in 2016 BC/SD as "screen walls" in the 2016 BCD/SD Proposal at the street level of buildings 1455 and 1515 Third Street shall be permanent features of both buildings and that any proposed relocation of the screen walls shall be subject review and approval by OCII staff.
6. During the Design Development phase, the Developer shall submit the design of the courtyard to the north of 1455 Third Street and the private publicly accessible park at the northwest intersection of Pierpoint and Bridgeview Way to OCII staff for its review and approval. At the courtyard north of 1455 Third Street the Developer shall consider the inclusion of casual seating for the potential extension of the adjacent retail area; and to avoid visual obstructions as seen from the adjacent sidewalk, the Developer shall consider potential solutions such as reorienting or relocating the backflow preventers.
7. The Developer shall record a Notice of Special Restrictions in the land records of Block 26, Parcel 1 stating that the childcare facility is a Local Serving Child Care Facility as defined in the South Plan, is subject the childcare requirements of Planning Code Section 414.1 et seq. and is in compliance herewith by providing on the premises, a childcare facility that primarily serves residents and workers of the immediately surrounding area The Notice of Special Restrictions shall restriction the childcare facility use not to exceed 6,000 gross square feet pursuant to the definition of Gross Floor Area under the South Plan and Design for Development for a childcare facility.

8. The Developer shall record a Notice of Special Restrictions in the land records of the parking garage located at 450 South Street (Block 27, Parcels 2 and 3) that indicate the number of spaces and hours of operation for a pick-up and drop-off parking area for users of the childcare facility located at 1455 Third Street for the lifetime of such facility.
9. A material and color mock-up of sufficient size to be built on the construction site during an early phase of construction shall be prepared for OCII staff review and approval to ensure consistency with the Proposed Schematic Design. Mock-ups should display the proposed materials, colors, and textures of exterior walls, visible structural elements, window systems (including mullions and glazing materials, louvers, doors, soffits and all visible elements) of the of the buildings comprising the proposed development for review and approval by the Executive Director, or her designee, prior to installation. Materials should include, but are not limited to, patinated zinc panels, glass with ceramic frit pattern, transparent glass (at both outer façade and operable windows), semi-reflective low-iron glass at boxes, painted steel mullions (at both outer façade and operable windows), and all materials on the materials palette.
10. The Developer shall pay, at the time required under the applicable City Regulation, Development Fees and Exactions and new or increased Development Fees and Exactions, including but not limited to the Transportation Impact Development Fee, to the extent required under Section 304.9 of the South Plan.
11. Prior to issuance of a Temporary Certificate of Occupancy for 1455 Third Street and 1515 Third Street, the Developer shall record a Notice of Special Restrictions in such form approved by the Executive Director and OCII General Counsel, restricting the use of certain personal services, retail and restaurant spaces that do not exceed 5,000 square feet and that are excluded from the definition of Gross Floor Area under the South Plan and Design for Development within each such building to personal services, restaurant or retail use intended to meet the convenience shopping and service needs of workers and residents for the life of the building and further providing that this excluded space in total shall not exceed 75% of the ground floor of the building plus the ground level, on-site open space where such spaces are located.
12. All building signage shall be subject to further OCII staff review and approval. The Developer shall submit a signage plan prior to or concurrent with the Design Development submittal for OCII staff approval, pursuant to the Mission Bay South Signage Master Plan.
13. Prior to the start of any construction, the Developer and their general contractor shall meet with OCII staff to discuss noise regulations and hours of construction operation to ensure that they understand the existing regulations

and do not work outside the allowed hours of operations. During construction, the Developer shall designate a single point of contact to address all construction related concerns from OCII, the City, residents of Mission Bay, and other stakeholders.

14. Developer shall comply with all applicable mitigation measures in the adopted MMRP as provided by the schedule in the MMRP.

I hereby certify that the foregoing resolution was adopted by the Commission at its meeting of April 5, 2015.



Commission Secretary