



SAN FRANCISCO PLANNING DEPARTMENT

Notice of Preparation of an Environmental Impact Report

Date: April 13, 2011
Case No.: 2008.1084E
Project Title: 706 MISSION STREET – THE MEXICAN MUSEUM AND RESIDENTIAL TOWER PROJECT
Zoning: Downtown Retail (C-3-R) District
400-I Height and Bulk District
Block/Lot: Block 3706, Lots 093, 275 and portions of Lot 277
Lot Size: 72,185 square feet (approximately 1.65 acres)
Project Sponsor: 706 Mission Street Co., LLC, (415) 593-1100
Lead Agency: San Francisco Planning Department
Staff Contact: Debra Dwyer – (415) 575-9031
debra.dwyer@sfgov.org

1650 Mission St.
Suite 400
San Francisco,
CA 94103-2479

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

PROJECT DESCRIPTION

The project site is on the northwest corner of Third and Mission Streets,¹ near the southern edge of San Francisco's Financial District neighborhood. The proposed project consists of the construction of a new 47-story, 550-foot-tall tower (a 520-foot-tall building with a 30-foot-tall elevator/mechanical penthouse) with three floors below grade. The new tower would be adjacent to and physically connected to the existing 10-story, 154-foot-tall Aronson Building (a 144-foot-tall building with a 10-foot tall mechanical penthouse). The Aronson Building currently contains approximately 10,660 gross square feet (gsf)² of retail space on the ground floor and approximately 95,980 gsf of office space on the second through tenth floors. As part of the proposed project, the Aronson Building would be restored and rehabilitated. The overall project would contain up to between 175 and 215 residential units, space for The Mexican Museum, a ground-floor retail/restaurant use, and associated building services. In the new tower, there would be 44 floors of residential space, including mechanical areas, and three floors of museum space. In the adjoining Aronson Building, there would be residential lobby space and a retail/restaurant space on the ground floor. No museum space would be located on the ground floor. Floors two and three of the Aronson Building would be museum space. Floors four through nine of the Aronson Building have been designated as flex space for which two options are proposed. The flex space options will be referred to as the residential flex option and the office flex option and are described in greater detail below. There would be residential use on the tenth floor. The six floors of flex space are currently occupied by

¹ Third Street is oriented in a northwest-southeast direction, but it will be referred to as a north-south street in this document. Mission Street is oriented in a northeast-southwest direction, but it will be referred to as an east-west street in this notice. This convention will be used to describe the locations of other buildings and uses in relation to the project site.

² The term "gross square feet" refers to the total floor area of a building or a particular use within a building.

approximately 52,560 gsf of office space, which would either be converted from office use to residential use or remain as office use. Under the residential flex option, these six floors would be converted from office space to 24 residential units, which would result in up to 215 residential units and no office space in the proposed project. Under the office flex option, these six floors would continue to be used as office space, which would result in up to 191 residential units and approximately 52,560 gsf of office space in the proposed project. Building services would occupy a small portion of each floor, both above and below grade.

Under the residential flex option for the Aronson Building, the proposed project would contain a total of approximately 719,430 gsf, with approximately 584,015 gsf of residential uses, approximately 16,920 gsf of residential amenity space, approximately 46,555 gsf of museum space, approximately 4,800 gsf of retail/restaurant space, approximately 14,955 gsf of storage space, approximately 51,420 gsf of building core, mechanical, and service space, and approximately 765 gsf of space for the existing ramp that leads out of the existing Jessie Square Garage on Mission Street.

Under the office flex option for the Aronson Building, the proposed project would contain a total of approximately 719,430 gross square feet, with approximately 531,455 gsf of residential uses and approximately 52,560 gsf of office space. The square footages of residential amenity space, museum space, retail/restaurant space, storage space, building core, mechanical, and service space, and space for the existing ramp that leads out of the existing Jessie Square Garage on Mission Street would be the same as they are for the residential flex option described above.

The project sponsor, 706 Mission Street Co., LLC, and the San Francisco Redevelopment Agency (Redevelopment Agency) have entered into an Exclusive Negotiation Agreement (ENA), which provides information regarding the terms of the transactions between the project sponsor and the Redevelopment Agency related to this project proposal.³ Lot 093 at the corner of Third and Mission Streets is owned by the project sponsor and is occupied by the Aronson Building. Lot 275 and the adjacent Lot 277 are currently owned by the Redevelopment Agency. As part of the proposed project, the Redevelopment Agency would convey Lot 275, which is the ramp from Stevenson Street into the Jessie Square Garage, as well as portions of Lot 277 to the project sponsor.

In addition to the above transactions, the ENA provides for the project sponsor to include the construction of the shell and core for a Cultural Component of no less than 35,000 net square feet within the proposed development. It is anticipated that the Cultural Component would be the new space for The Mexican Museum. In addition, the project sponsor would provide an endowment to be used for the operation of The Mexican Museum.

³ Exclusive Negotiation Agreement. May 2010, between the San Francisco Redevelopment Agency and 706 Mission Street Co., LLC. A copy of this document is available for review at the San Francisco Redevelopment Agency, 1 South Van Ness Avenue, 5th Floor, as well as at the Planning Department, 1650 Mission Street, Suite 400, San Francisco, as part of Case File No. 2008.1084E.

The adjacent subsurface Jessie Square Garage was completed in 2005 and currently contains four subsurface levels of parking with a total of 442 parking spaces. The project sponsor would purchase the Jessie Square Garage from the Redevelopment Agency and convert it from a publicly owned garage to a privately owned garage. However, the parking spaces on the upper levels of the garage would remain available to the public. On the mezzanine level of the garage, there is an existing space underneath the Contemporary Jewish Museum that is currently blocked off from the rest of the garage. As part of the proposed project, this existing space would be connected to the rest of the garage and would be striped to accommodate about 33 parking spaces. A total of approximately five existing parking spaces on various levels of the garage would need to be removed for vehicular access and circulation. There would be a net increase of 28 parking spaces. As a result, the total number of parking spaces in the garage would increase from 442 to 470.

Under the residential flex option, the 470 parking spaces would be allocated in the following manner: 210 spaces, including 5 public car share spaces, would remain available to the general public, 215 spaces would be reserved for the proposed project's residential uses, 2 spaces would be residential car share spaces, and the remaining 43 parking spaces would be reserved for other uses such as leased parking for nearby businesses. The proposed project would provide two full-size loading spaces and two tandem service vehicle spaces within the garage.

Under the office flex option, the 470 parking spaces would be allocated in the following manner: 210 spaces, including 5 public car share spaces, would remain available to the general public, 191 spaces would be reserved for the proposed project's residential uses, 1 space would be a residential car share space, and the remaining 68 parking spaces would be reserved for other uses such as leased parking for nearby businesses. The proposed project would provide two full-size loading spaces and two tandem service vehicle spaces within the garage.

There are approximately 10 existing bicycle parking spaces on the mezzanine level of the garage. The proposed project would provide a total of approximately 83 bicycle parking spaces in the garage.

Under the proposed project, vehicles would enter the Jessie Square Garage from Stevenson Street, but project residents would also have the option of entering the garage from Third Street using the existing curb cut, driveway, and two new car elevators. There would be a residential drop-off area adjacent to and south of the driveway. Project residents would have the option of parking and retrieving their own vehicles or using a valet service, which would be provided at the residential drop-off area. The residential drop-off area would require the demolition of an approximately 16-foot-tall-by-20-foot-wide-by-80-foot-long portion of the ground floor that runs along the north wall of the Aronson Building. The second through tenth floors of the Aronson Building would cantilever over the residential drop-off area. Other changes to the north wall of the Aronson Building would include new windows on the upper floors.

As under current conditions, all loading vehicles would exit the garage onto Stevenson Street only, but all other vehicles would have the option of exiting the garage onto either Stevenson or Mission Streets. The existing curb cuts on Mission and Third Streets would not be widened. The existing curb cut on Mission Street would continue to be for egress only, and the existing curb cut on Third Street would be for ingress only. The existing passenger drop-off zone on Mission Street in front of Jessie Square would be extended approximately 100 feet to the east.

In addition, four other vehicular access variants for the ground floor plan are proposed for consideration in the proposed project.

The project site is in the Downtown Retail (C-3-R) District and a 400-I Height and Bulk District. The proposed project would require a Zoning Map amendment and a General Plan amendment to the Downtown Plan to reclassify the Height and Bulk District. The project sponsor is requesting adoption of a Special Use District (SUD). The provisions of the proposed SUD would address FAR, height, and bulk limit changes. However, the specific provisions of the SUD have not yet been finalized. The proposed project would require a Planning Code Section 309 Determination of Compliance and Request for Exceptions. Conditional use authorization (CU) may be required if (i) the proposed project provides dwelling units in an amount that exceeds one unit for every 125 square feet of lot area, or (ii) for utilizing or widening the existing curb cut on Mission Street for vehicular access.

A more detailed project description is provided following this NOP or can be obtained from the staff contact listed above or downloaded from the Planning Department Web site at <http://tinyurl.com/meacases> under Case No. 2008.1084E.

FINDING

This project may have a significant effect on the environment, and an Environmental Impact Report is required. This determination is based upon the criteria of the State CEQA Guidelines, Sections 15063 (Initial Study), 15064 (Determining Significant Effect), and 15065 (Mandatory Findings of Significance). The purpose of the EIR is to provide information about potential significant physical environmental effects of the proposed project, to identify possible ways to minimize the significant effects, and to describe and analyze possible alternatives to the proposed project. Preparation of an NOP and an EIR does not indicate a decision by the City to approve or disapprove the proposed project. Prior to making any such decision, the decision-makers must review and consider the information contained in the EIR.

PUBLIC SCOPING PROCESS

Written comments regarding the scope of the environmental analysis will be accepted until 5:00 p.m. on May 13, 2011. Written comments should be sent to Bill Wycko, Environmental Review

Notice of Preparation of an EIR

April 13, 2011

Officer, San Francisco Planning Department, 1650 Mission Street, Suite 400, San Francisco, CA 94103.

If you work for a Responsible Agency, we need to know the views of your agency regarding the scope and content of the environmental information that is germane to your agency's statutory responsibilities in connection with the proposed project. Your agency may need to use the EIR when considering a permit or other approval for this project. Please include the name of a contact person in your agency.

April 11, 2011
Date

Bill Wycko
Bill Wycko
Environmental Review Officer

This page intentionally left blank.

INTRODUCTION

The project site was previously part of the Yerba Buena Center (YBC) Redevelopment Project Area, which covered all or parts of 13 city blocks in an area generally bounded by Market Street on the north, Second Street on the east, Harrison Street on the south, and Fourth Street on the west. The *Yerba Buena Center Redevelopment Plan* expired on December 31, 2010 (see Figure 1: Project Location). The *Yerba Buena Center Redevelopment Plan* was originally adopted on April 25, 1966, and it was amended on October 10, 2000 to expand the YBC Redevelopment Project Area to include the site of the Old Emporium Building on Market Street between Fourth and Fifth Streets.

Implementation of the *Yerba Buena Center Redevelopment Plan* from April 25, 1966 through December 31, 2010 resulted in the construction of several cultural institutions and public structures, including the Contemporary Jewish Museum, the Moscone Convention Center, the Museum of the African Diaspora, the San Francisco Museum of Modern Art, the Yerba Buena Center for the Arts, the Yerba Buena Gardens Esplanade, the Yerba Buena Ice Skating and Bowling Center, and Zeum, a children's art and technology museum. In addition, over 2,500 residential units were added to the area. The area's residential uses include the Four Seasons Hotel and Residences, the Paramount, the St. Regis Hotel (which includes residential uses), and more than 1,400 residential units designated to be affordable to low- to moderate-income households. Commercial uses developed under the *Yerba Buena Center Redevelopment Plan* include the Four Seasons Hotel and Residences, the Marriott Hotel, the Metreon entertainment and retail complex, the St. Regis Hotel, the W Hotel, and the Westfield San Francisco Centre retail complex.⁴ The project site is the last remaining vacant infill site identified in the *Yerba Buena Center Redevelopment Plan*. The Redevelopment Agency Commission and The Mexican Museum selected the project site as the future permanent home of the museum on June 1, 1993.⁵

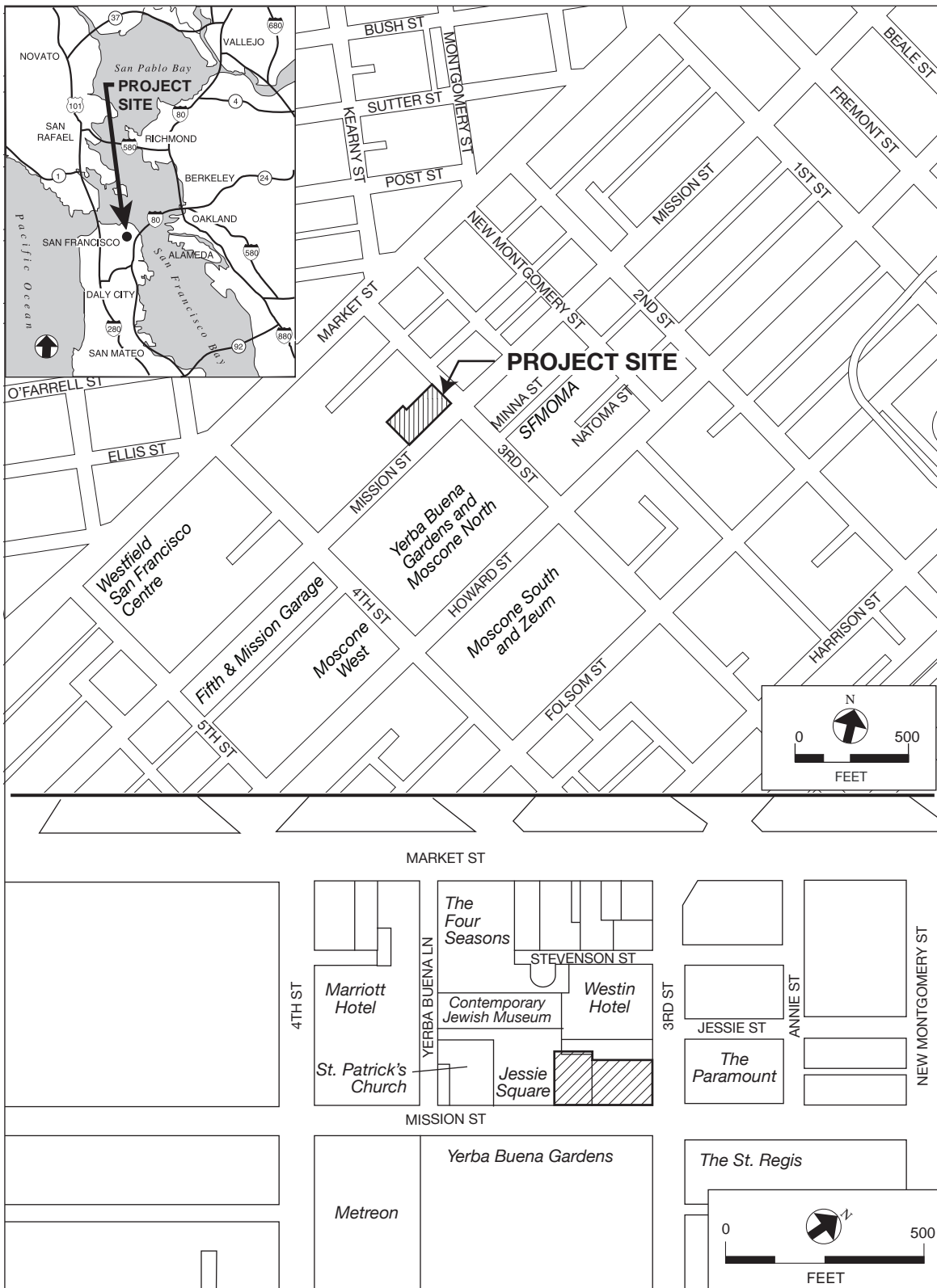
PROJECT LOCATION AND SITE CHARACTERISTICS

Surrounding Development

The project site is near the southern edge of San Francisco's Financial District neighborhood. The South of Market neighborhood is approximately two blocks south of the project site, and Union Square is approximately 0.2 mile northwest of the project site. The scale of development in the vicinity of the project site is diverse, with the current height limits in the area ranging

⁴ San Francisco Redevelopment Agency website, <http://www.sfredevelopment.org/index.aspx?page=66>, accessed March 3, 2011.

⁵ San Francisco Redevelopment Agency Resolution No. 92-93, June 1, 1993. A copy of this document is available for review at the Planning Department, 1650 Mission Street, Suite 400, San Francisco, as part of Case File No. 2008.1084E.



SOURCE: Turnstone Consulting

 **PROJECT SITE**

706 MISSION STREET

FIGURE 1: PROJECT LOCATION

from 80 feet to 500 feet. Three- and four-story buildings are located between buildings of 10 to 20 stories and taller along Third, Fourth, Market, and Mission Streets. The project site is in the Downtown Retail (C-3-R) District and a 400-I Height and Bulk District.

Land uses surrounding the project site include convention, cultural, hotel, office, open space, recreation, residential, and retail uses (see Figure 1). Major structures near the project site include St. Patrick's Church (748 Mission Street), the San Francisco Marriott Marquis Hotel (55 Fourth Street), the Metreon entertainment and retail complex (101 Fourth Street), the Fifth and Mission Garage (833 Mission Street), the Westfield San Francisco Centre retail complex (865 Market Street), the Four Seasons Hotel and Residences (757 Market Street), the Contemporary Jewish Museum (736 Mission Street), the Westin San Francisco Market Street Hotel (50 Third Street), the Paramount (680 Mission Street), the St. Regis San Francisco (125 Third Street), the San Francisco Museum of Modern Art (151 Third Street), the W Hotel (181 Third Street), and the Moscone Convention Center (747 Howard Street).

The following cultural uses are located within three blocks of the project site:

- the California Historical Society (678 Mission Street);
- the Cartoon Art Museum (655 Mission Street);
- the Contemporary Jewish Museum (736 Mission Street);
- the Museum of the African Diaspora (685 Mission Street);
- the Museum of Craft and Folk Art (51 Yerba Buena Lane);
- the San Francisco Museum of Modern Art (151 Third Street);
- the Society of California Pioneers (300 Fourth Street);
- the Yerba Buena Center for the Arts (701 Mission Street), which includes a gallery and a theater; and
- Zeum (221 Fourth Street), a children's art and technology museum.

Open space and recreation facilities in the vicinity include Jessie Square (adjacent to and west of the project site), the Yerba Buena Gardens Esplanade (across Mission Street from the project site), the Yerba Buena Ice Skating and Bowling Center (one block south of the project site), Union Square (approximately 0.2 mile northwest of the project site), and Hallidie Plaza (approximately 0.25 mile west of the project site).

Currently, pedestrians can access the Aronson Building from Market Street via Yerba Buena Lane and Jessie Square, from Mission Street, or from Third Street. Vehicles can access the project site vicinity from Third, Fourth, Market, or Mission Streets. Currently, vehicles enter the Jessie Square Garage from Stevenson Street and exit onto Stevenson or Mission Streets. The project site is served by public transportation, with the San Francisco Municipal Railway (Muni) operating multiple streetcar and bus lines along Market Street and multiple bus lines along Third, Fourth, Market, and Mission Streets. Golden Gate Transit and SamTrans provide bus

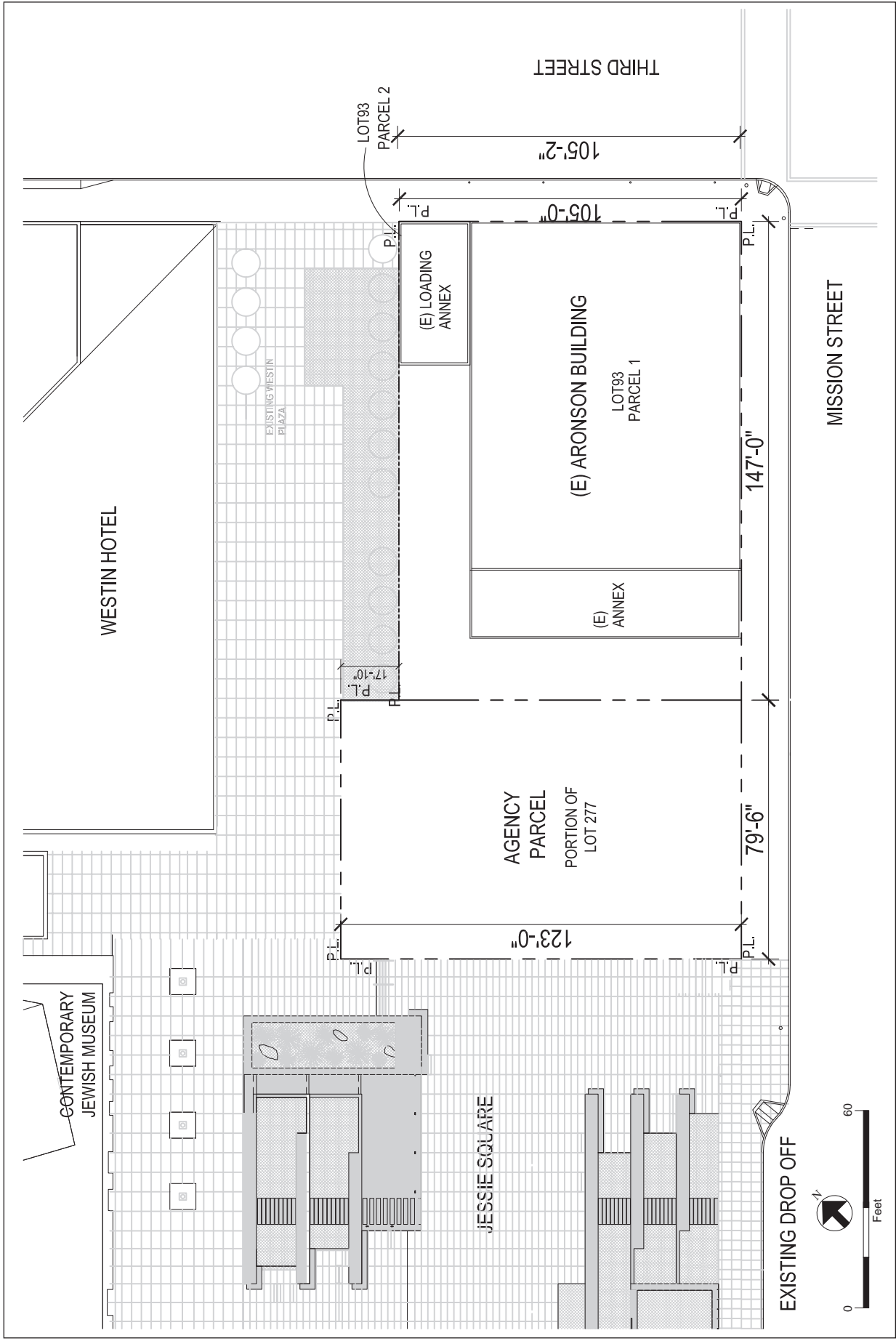
service along Mission Street, and the future Transbay Transit Center site⁶ is two blocks southeast of the project site. There are two Bay Area Rapid Transit (BART) stations within two blocks of the project site. The Powell Street BART station is one-and-one-half blocks to the northwest, and the Montgomery Street BART station is one block to the northeast.

Existing Conditions

The project site, which is roughly rectangular, is approximately 227 feet wide by 105 feet long, but the western portion of the site (approximately 80 feet wide) is approximately 123 feet long (see Figure 2: Site Plan). The project site consists of three lots: the entirety of Assessor's Block 3706, Lots 093 and 275, and portions of Assessor's Block 3706, Lot 277. Together, these lots cover an area of approximately 72,185 square feet or approximately 1.65 acres.

Lot 093 is a rectangular parcel with approximately 105 feet of frontage along Third Street and approximately 147 feet of frontage along Mission Street. This parcel has an area of approximately 15,460 square feet. It is currently developed with the 10-story, 154-foot-tall Aronson Building (a 144-foot-tall building with a 10-foot-tall mechanical penthouse). The building was originally constructed in 1903, and two annexes were added in 1978. The Aronson Building is rated "A" by the Foundation for San Francisco's Architectural Heritage, and it is eligible for listing on the National Register of Historic Places. The Aronson Building contains a total of approximately 120,340 gsf, with approximately 13,700 gsf of storage and utility space in the basement, a 10,660-gsf retail tenant on the ground floor (Rochester Big & Tall), and approximately 95,980 gsf of office space on the second through tenth floors, some of which is currently vacant. The Aronson Building covers approximately 74 percent of Lot 093 (see Table 1: Existing Uses on Project Site, and Table 2: Existing Uses on Project Site by Floor). It is set back approximately 20 feet from both the western and northern property lines. On the west side of the building, there is a 10-story annex that was added in 1978. A 20-foot-wide-by-85-foot-long pedestrian walkway runs along the west side of the annex. At the northeast corner of the building, there is a three-story annex that was also added in 1978. This annex is approximately 20 feet wide and 45 feet long. The ground floor of the annex serves as a loading and trash pickup area, and there are vacant offices on the second and third floors. To the west of this structure, there is a driveway that is approximately 20 feet wide and 100 feet long that is currently used for service vehicle access. Lot 093 does not include any open space. There is one tree on site near the northwest corner of the building and one street tree adjacent to the building along Mission Street.

⁶ The Transbay Terminal at First and Mission Streets has been demolished, and a temporary terminal is currently operating on the block bounded by Main, Folsom, Beale, and Howard Streets, which is approximately seven blocks from the project site. The new Transbay Transit Center will be constructed on Mission Street between Second and Beale Streets. The new Transbay Transit Center is scheduled to open in 2017. Detailed information is available at <http://transbaycenter.org>.



SOURCE: Handel Architects

706 MISSION STREET

FIGURE 2: SITE PLAN

TABLE 1
EXISTING USES ON PROJECT SITE

Use	Aronson Building	Mexican Museum Parcel	Existing Jessie Square Garage	Total
Dwelling Units	N/A	N/A	N/A	N/A
Retail	10,660 gsf	N/A	N/A	10,660 gsf
Office	95,980 gsf	N/A	N/A	95,980 gsf
Other ¹	13,700 gsf	18,000 gsf	161,610 gsf	193,310 gsf
Parking	N/A	N/A	442 spaces	442 spaces
Total	120,340 gsf	18,000 gsf	161,610 gsf	299,950 gsf

Notes:

1. Includes square footage of loading, parking, storage, and utility space.

Source: 706 Mission Street Co., LLC

TABLE 2
EXISTING USES ON PROJECT SITE BY FLOOR

Floor/Level	Aronson Building	Mexican Museum Parcel	Existing Jessie Square Garage
Basement Level B3	N/A	Vacant ¹	Parking
Basement Level B2	N/A	N/A	Parking
Basement Level B1	Storage and utility space	Vacant ¹	Parking
Basement Level Mezzanine	N/A	N/A	Parking
Ground Floor	Retail	N/A	Jessie Square (a landscaped public plaza)
Floors 2 through 10	Office	N/A	N/A

Notes:

1. Two double-height space were constructed underneath the Mexican Museum parcel when the Jessie Square Garage was built. This space is currently unoccupied.

Source: 706 Mission Street Co., LLC

Lot 275 is occupied by the existing ramp that leads from Stevenson Street into the Jessie Square Garage. This lot has an area of approximately 1,635 square feet.

As described earlier, the Redevelopment Agency Commission and The Mexican Museum selected a portion of Lot 277 as the future permanent home of The Mexican Museum. Throughout this document, this parcel will be referred to as the "Mexican Museum parcel." This lot is rectangular, and it is approximately 80 feet wide and approximately 123 feet long. It

has an area of approximately 9,780 square feet, and it is immediately west of and adjacent to the Aronson Building. This lot is currently vacant. It was used as a staging area for the construction of the adjacent Jessie Square Garage from 2004 to 2005 and Jessie Square in 2008. There is a two-level, double-height, 18,000-gsf structure underneath this parcel that was constructed when the Jessie Square Garage was built, and this space is currently vacant (see Tables 1 and 2). The existing foundation extends to approximately 48 feet below grade. The lot is paved, and there is no open space or vegetation on the lot.

The Jessie Square Garage, which is underneath Jessie Square and west of and adjacent to the Mexican Museum parcel, consists of a subsurface portion of Lot 277. In the garage, there are currently 442 parking spaces on four subsurface levels (see Tables 1 and 2). The area of each floor of the garage varies. Each of the two lowest floors, Basement Levels B3 and B2, is approximately 43,760 gsf. Basement Level 1 is approximately 47,780 gsf. The highest floor of the garage, Basement Level Mezzanine, is approximately 26,320 gsf.

PROJECT OBJECTIVES AND CHARACTERISTICS

Proposed Project

The project site is within the former YBC Redevelopment Project Area. The proposed project would result in a mixed-use building, the design of which would be expected to complement existing land uses in the former YBC Redevelopment Project Area by including residential, museum, office, and commercial uses. As part of the proposed project, the project sponsor would construct the shell and core for The Mexican Museum, donate a one-time endowment to be used for the operation of The Mexican Museum, and restore and rehabilitate the historically important Aronson Building.

The proposed project consists of the construction of a new 47-story, 550-foot-tall tower (a 520-foot-tall building with a 30-foot-tall elevator/mechanical penthouse) with three floors below grade. The new tower would be adjacent to and physically connected to the existing 10-story, 154-foot-tall Aronson Building (a 144-foot-tall building with a 10-foot-tall mechanical penthouse). The Aronson Building currently contains approximately 10,660 gsf of retail space on the ground floor and approximately 95,980 gsf of office space on the second through tenth floors. As part of the proposed project, the Aronson Building would be restored and rehabilitated. The overall project would contain up to between 175 and 215 residential units, space for The Mexican Museum, a ground-floor retail/restaurant use, and associated building services. In the new tower, there would be 44 floors of residential space, including mechanical areas, and three floors of museum space. Approximately 18,000 gsf of existing vacant space underneath The Mexican Museum parcel would be converted to other uses as part of the proposed project. Approximately 2,000 gsf on Basement Level B2 would be allocated to The Mexican Museum. The remaining 16,000 gsf would be used for loading, storage, and/or utility space. In the adjoining Aronson Building, there would be residential lobby space and a retail/restaurant space on the ground floor, but the museum would not occupy any space on the

ground floor. Floors two and three of the Aronson Building would be museum space. Floors four through nine of the Aronson Building have been designated as flex space for which two options are proposed. The flex space options will be referred to as the residential flex option and the office flex option and are described in greater detail below. There would be residential use on the tenth floor. The six floors of flex space are currently occupied by approximately 52,560 gsf of office space, which would either be converted from office use to residential use or remain as office use. Under the residential flex option, these six floors would be converted from office space to 24 residential units, which would result in up to 215 residential units and no office space in the proposed project. Under the office flex option, these six floors would continue to be used as office space, which would result in up to 191 residential units and approximately 52,560 gsf of office space in the proposed project. Building services would occupy a small portion of each floor, both above and below grade.

Under the residential flex option for the Aronson Building, the proposed project would contain a total of approximately 719,430 gsf, with approximately 584,015 gsf of residential uses, approximately 16,920 gsf of residential amenity space, approximately 46,555 gsf of museum space, approximately 4,800 gsf of retail/restaurant space, approximately 14,955 gsf of storage space, approximately 51,420 gsf of building core, mechanical, and service space, and approximately 765 gsf of space for the existing ramp that leads out of the existing Jessie Square Garage on Mission Street (see Table 3: Proposed Project Characteristics).

Under the office flex option for the Aronson Building, the proposed project would contain a total of approximately 719,430 gross square feet, with approximately 531,455 gsf of residential uses and approximately 52,560 gsf of office space. The square footages of residential amenity space, museum space, retail/restaurant space, storage space, building core, mechanical, and service space, and space for the existing ramp that leads out of the existing Jessie Square Garage on Mission Street would be the same as they are for the residential flex option described above (see Table 3).

The adjacent subsurface Jessie Square Garage was completed in 2005 and currently contains four subsurface levels of parking with a total of 442 parking spaces. The project sponsor would purchase the adjacent subsurface Jessie Square Garage from the Redevelopment Agency and convert it from a publicly owned garage to a privately owned garage. However, the parking spaces on the upper levels of the garage would remain available to the public.

TABLE 3
PROPOSED PROJECT CHARACTERISTICS

<i>Use</i>	<i>Existing</i>	<i>Proposed (Residential Flex Option)</i>	<i>Change from Existing</i>	<i>Proposed (Office Flex Option)</i>	<i>Change from Existing</i>
Residential	None	Up to 215 units 584,015 gsf	Up to 215 units 584,015 gsf	Up to 191 units 531,455 gsf	Up to 191 units 531,455 gsf
Residential Amenity	None	16,920 gsf	16,920 gsf	16,920 gsf	16,920 gsf
Retail	10,660 gsf	4,800 gsf	-5,860 gsf	4,800 gsf	-5,860 gsf
Institutional (Museum)	N/A	46,555 gsf	46,555 gsf	46,555 gsf	46,555 gsf
Office	95,980 gsf	None	-95,980 gsf	52,560 gsf	-43,420 gsf
Other ¹	13,700 gsf	67,140 gsf	53,440 gsf	67,140 gsf	53,440 gsf
Vacant	18,000 gsf	None	-18,000 gsf ²	None	-18,000 gsf ²
Parking	442 spaces	470 spaces ³	28 spaces	470 spaces ³	28 spaces
Total	138,340 gsf 442 parking spaces	719,430 gsf 470 parking spaces	581,090 gsf 28 parking spaces	719,430 gsf 470 parking spaces	581,090 gsf 28 parking spaces

Notes:

1. Includes square footage of loading, storage, and utility space.
2. Approximately 18,000 gsf of existing vacant space underneath the Mexican Museum parcel would be converted to other uses as part of the proposed project. Approximately 2,000 gsf on Basement Level B2 would be allocated to The Mexican Museum. The remaining 16,000 gsf would be used for loading, storage, and/or utility space.
3. Under the residential flex option, the parking spaces would be allocated in the following manner: 210 public spaces (including 5 public car share spaces), 215 residential spaces, 2 residential car share spaces, and 43 spaces for other uses such as leased parking for nearby businesses. Under the office flex option, the parking spaces would be allocated in the following manner: 210 public spaces (including 5 public car share spaces), 191 residential spaces, 1 residential car share space, and 68 spaces for other uses such as leased parking for nearby businesses.

Source: 706 Mission Street Co., LLC

Project Design

The project design described in this Notice of Preparation is a conceptual design developed by the project sponsor based on the proposed development program, site constraints, and environmental considerations. As the CEQA and entitlement process progresses, this conceptual design will be subject to revision and further refinement. While the maximum height, massing, and square footage are not expected to change substantially, the precise setbacks, elevations, floor layouts, materials, and other design features described below are subject to change. Furthermore, The Mexican Museum component of the project is only in preliminary design development. While the maximum square footage is not expected to change

substantially, the layout, access, and exterior expression of the museum remains subject to future design development and modification.

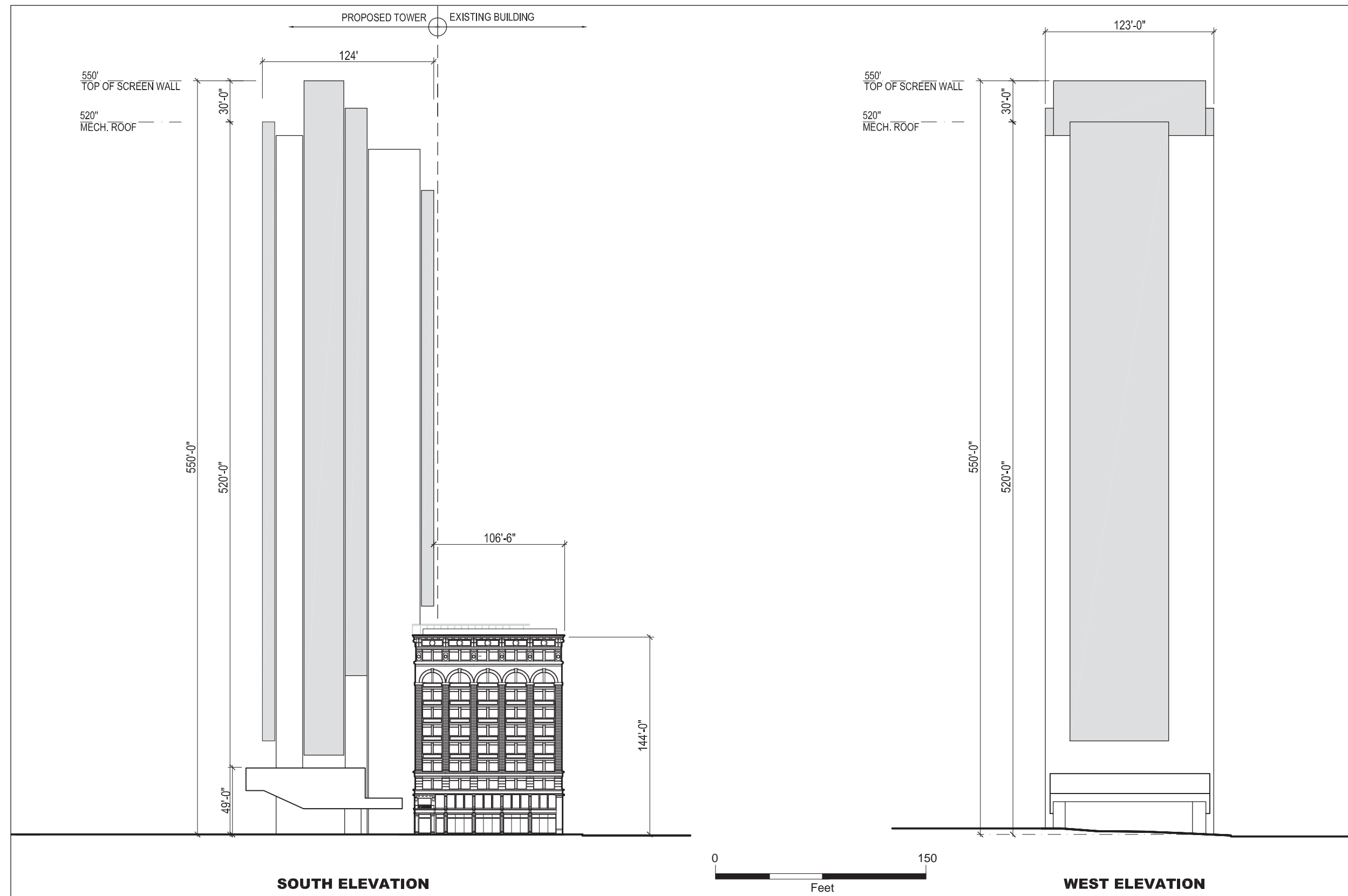
The project design consists of two components: the proposed 550-foot-tall tower and the existing Aronson Building. The design intent is to construct a new high-rise building that would integrate itself into the existing context of the project site and the surrounding development. Although the tower component would be adjacent to and physically connected to the Aronson Building, the two buildings would be designed to appear to be visually separate structures. The Mexican Museum would span both buildings, occupying the first through fourth floors of the tower and the second and third floors of the Aronson Building.

Proposed Tower

The proposed tower would be 550 feet tall (520 feet to the roof of the highest occupied floor plus a 30-foot-tall elevator/mechanical penthouse) (see Figure 3: Conceptual South and West Elevations, and Figure 4: Conceptual North and East Elevations).

At the ground floor, the southern façade of the tower would be set back from the southern project site boundary, as discussed below. The eastern half of the southern façade would be parallel to and set back approximately 6 feet from the southern project site boundary. The western half of the southern façade would be angled inward or away from the southern project site boundary, resulting in a setback that would gradually increase from approximately 6 feet to approximately 15 feet at the southwest corner of the tower (see Figure 5: Conceptual Ground Floor Setbacks). There would be a consistent setback of approximately 13 feet between the western façade of the tower and the western project site boundary. From the northwest corner of the tower, the northern façade would be angled outward or toward the northern project site boundary. The setback would decrease from approximately 20 feet at the northwest corner of the tower to approximately 10 feet at the northeast corner of the tower. The setbacks at other levels of the tower would vary, as described below.

The second floor of the tower would cantilever over the recessed ground floor by approximately 7 to 13 feet along the northern façade and by approximately 6 feet along the southern façade, but it would not cantilever over the ground floor along the western façade (see Figure 6: Conceptual Ground Floor, and Figure 7: Conceptual Floor 2). The third floor of the tower would cantilever over the second floor by approximately 18 feet along the northern façade, by approximately 6 to 16 feet along the southern façade, and by approximately 23 feet along the western façade. The cantilevered third floor would extend to the southern and northern project site boundaries and extend over the western project site boundary by approximately 10 feet.



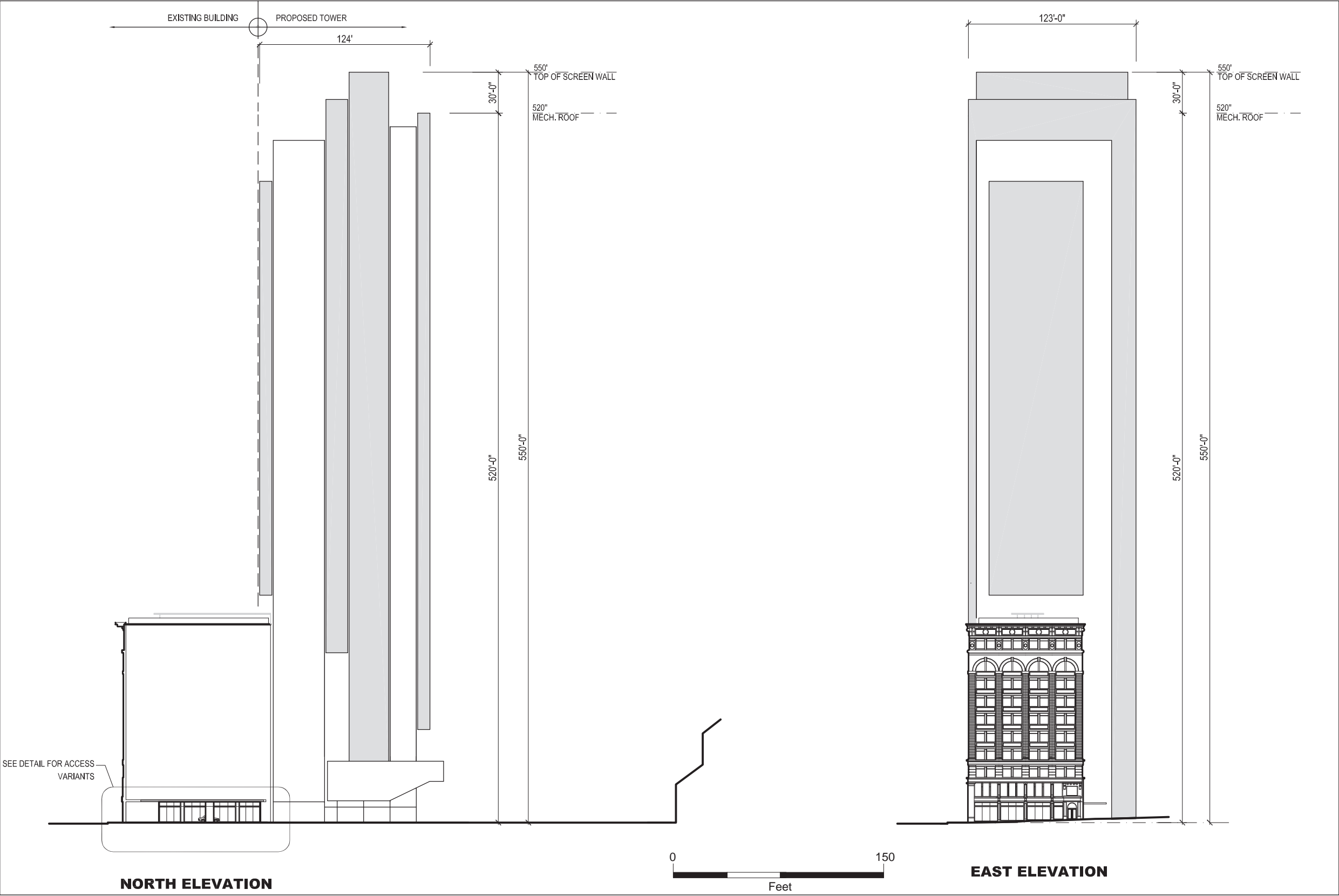
SOURCE: Handel Architects

BASED ON PRELIMINARY PROJECT DESIGN AND USES AS OF THE DATE OF NOP. SUBJECT TO CHANGE BASED ON FUTURE DESIGN DEVELOPMENT.

706 MISSION STREET

FIGURE 3: CONCEPTUAL SOUTH AND WEST ELEVATIONS

This page intentionally left blank.

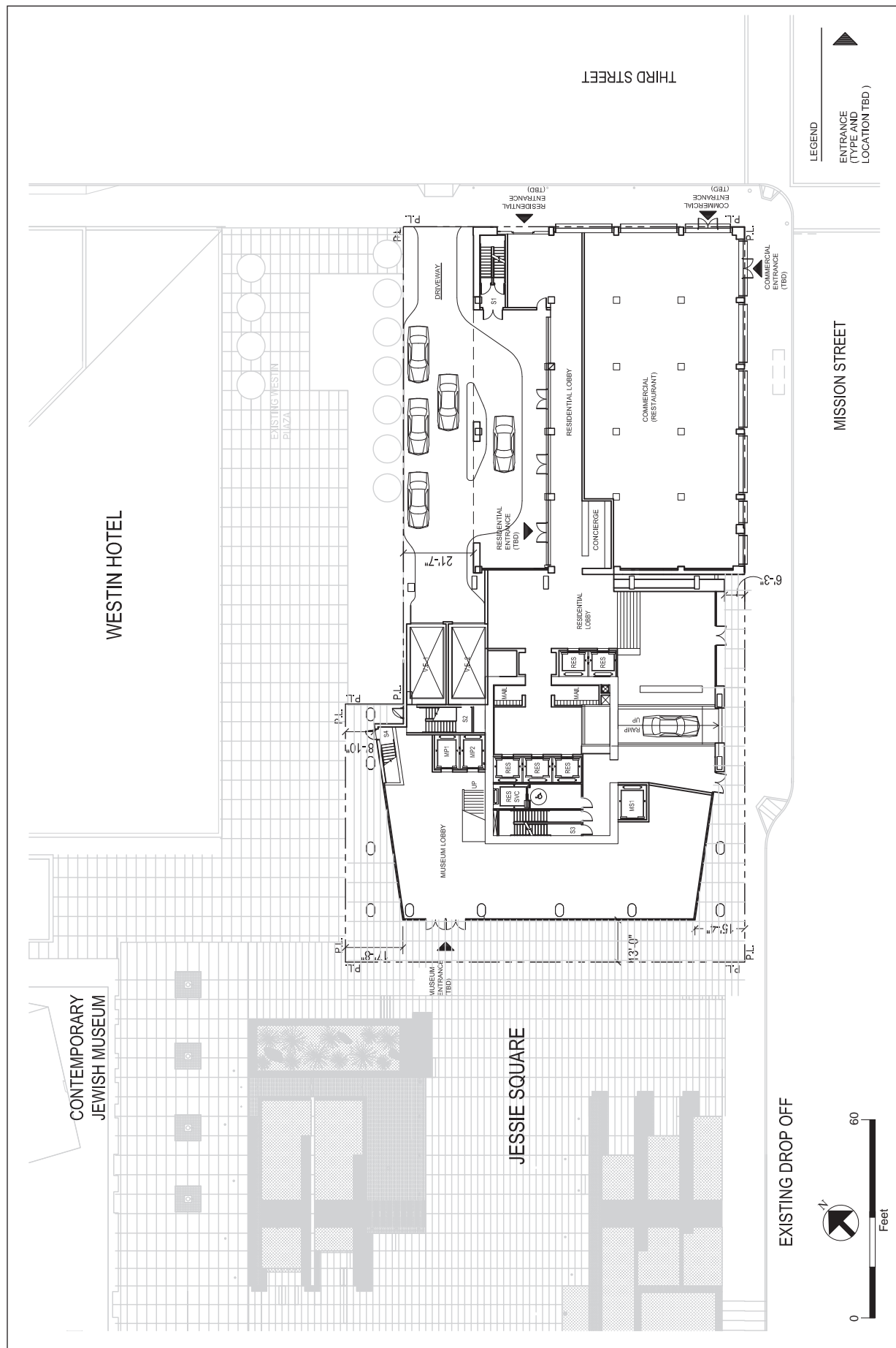


SOURCE: Handel Architects

706 MISSION STREET

FIGURE 4: CONCEPTUAL NORTH AND EAST ELEVATIONS

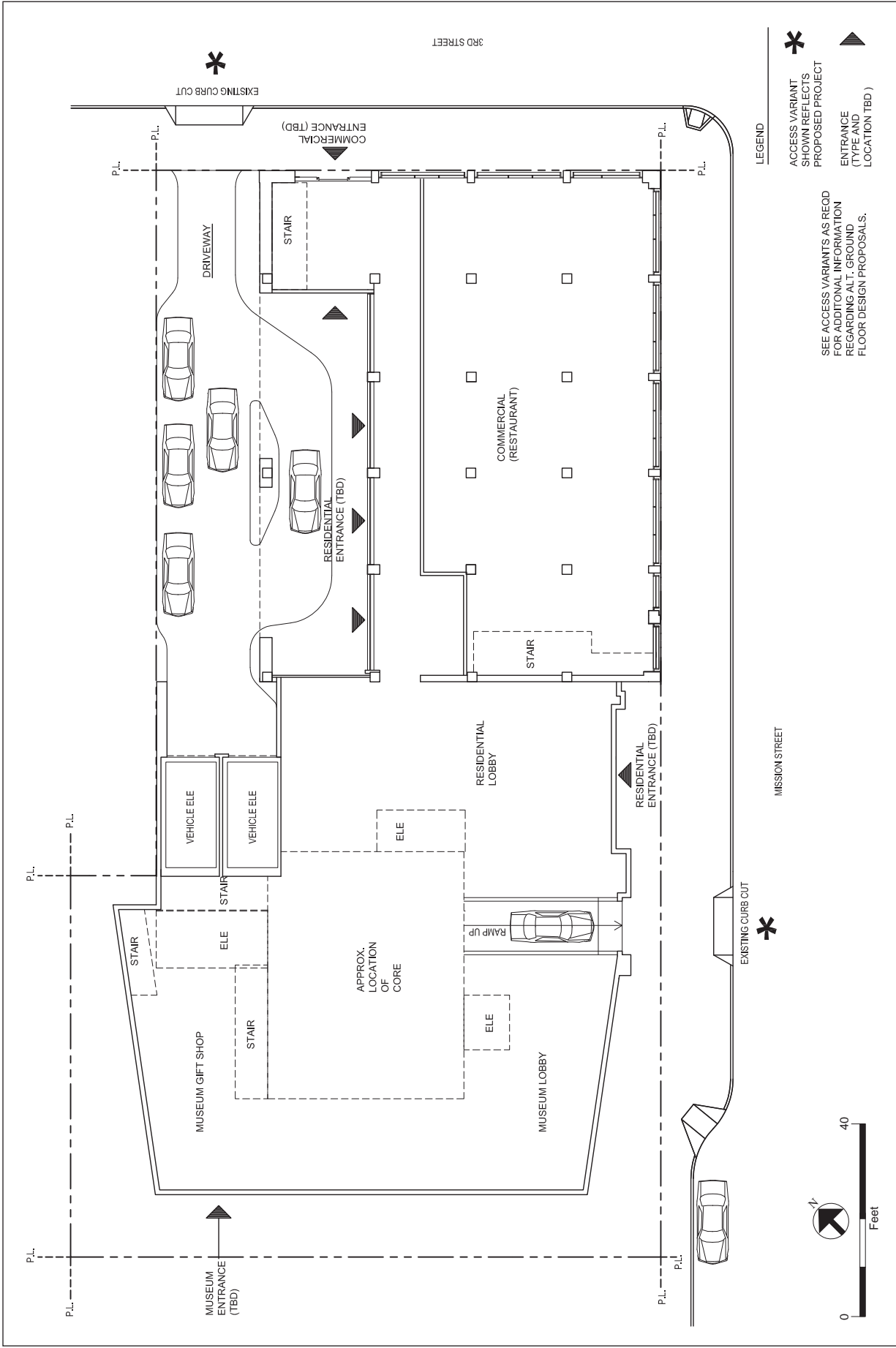
This page intentionally left blank.



BASED ON PRELIMINARY PROJECT DESIGN AND USES AS OF THE DATE OF NOP. SUBJECT TO CHANGE BASED ON FUTURE DESIGN DEVELOPMENT.

SOURCE: Handel Architects

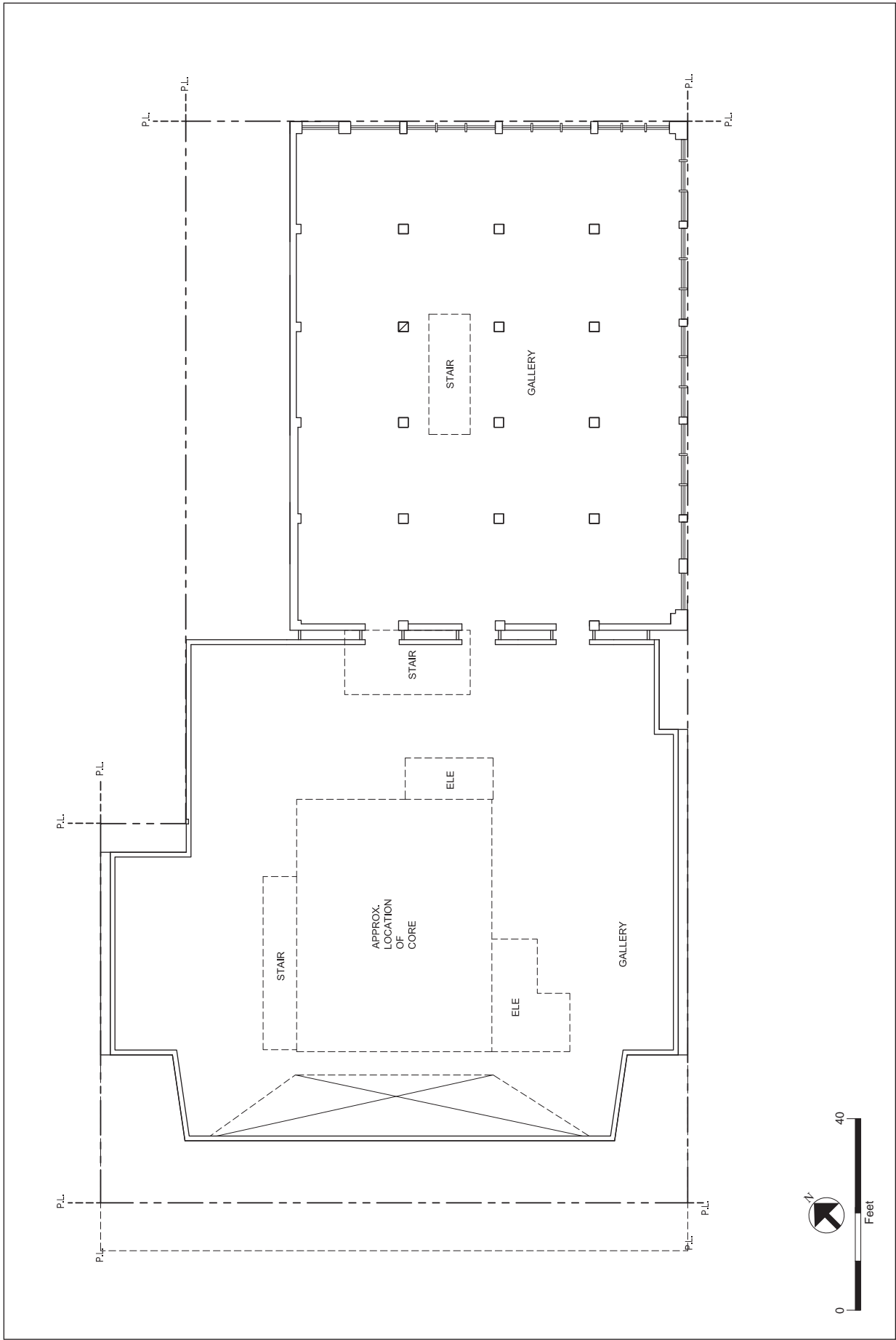
706 MISSION STREET



SOURCE: Handel Architects

BASED ON PRELIMINARY PROJECT DESIGN AND USES AS OF THE DATE OF NOP. SUBJECT TO CHANGE BASED ON FUTURE DESIGN DEVELOPMENT.

FIGURE 6: CONCEPTUAL GROUND FLOOR



BASED ON PRELIMINARY PROJECT DESIGN AND USES AS OF THE DATE
OF NOP. SUBJECT TO CHANGE BASED ON FUTURE DESIGN DEVELOPMENT.

SOURCE: Handel Architects

706 MISSION STREET

FIGURE 7: CONCEPTUAL FLOOR 2

Beginning at the fifth floor, vertical volumes running the full height of the tower would project approximately 6 to 8 feet from the façade of the tower and provide articulation. These projecting vertical volumes would result in varying setbacks from the project site boundaries of approximately 6 feet and 36 feet on the south side of the tower, approximately 3 feet and 13 feet on the west side of the tower, and approximately 6 feet and 18 feet on the north side of the tower. Beginning at the fifteenth floor, the east side of the tower would include an approximately 300-foot-tall projecting vertical volume that would overhang the Aronson Building by approximately 8 feet (see Figure 8: Conceptual Roof Setbacks).

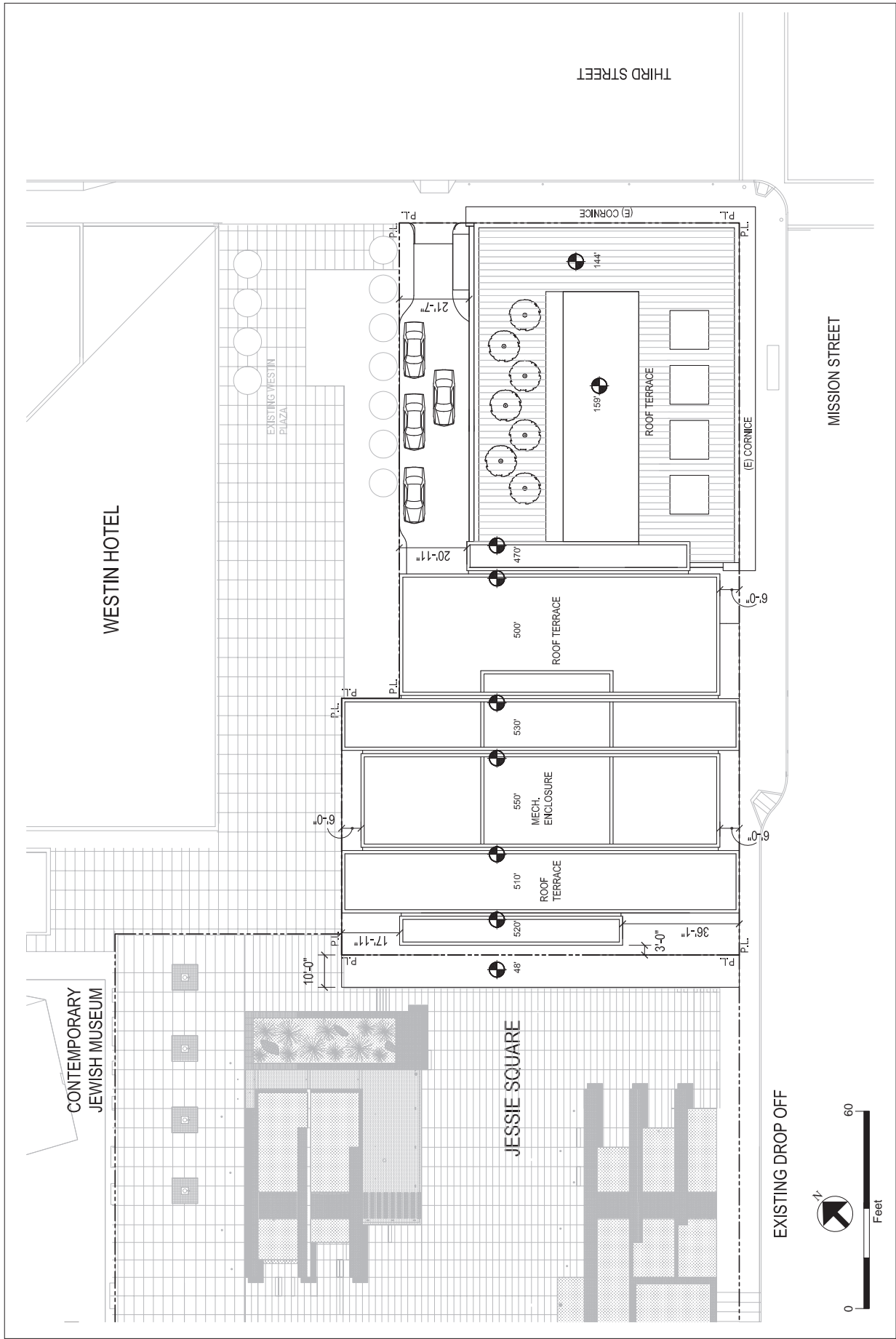
By design, the floor-to-ceiling heights of the tower floors would not be uniform throughout the tower as they are in the Aronson Building. The first through sixth floors of the tower would be aligned with the existing first through sixth floors of the Aronson Building. With shorter floor-to-ceiling heights, the seventh through tenth floors of the tower would not be aligned with the existing seventh through tenth floors of the Aronson Building. The eleventh floor of the tower would be at approximately the same level as the existing tenth floor of the Aronson Building, which is a double-height space. The ceiling of the twelfth floor of the tower would be aligned with the ceiling of the tenth floor of the Aronson Building. The thirteenth floor of the tower would be aligned with and connected to the proposed outdoor terrace on the roof of the 10-story Aronson Building (see Figure 9: Conceptual Building Section, on p. 27).

The tower would be clad in a combination of aluminum, concrete, glass, stainless steel, and stone. Clear glazing would be used for The Mexican Museum entrance and lobby on the ground floor fronting on Jessie Square, in order to maximize light penetration and to generate visual interest for pedestrians walking past the project site.

Proposed Restoration and Rehabilitation of the Aronson Building

The envelope of the original Aronson Building would remain as it is currently (10 stories and 144 feet to the top of the roof), and the two non-historic annexes that were added to this building in 1978 would be removed. As part of the proposed project, the Aronson Building would be restored and rehabilitated as described below. The project sponsor would:

- Preserve, repair, and rehabilitate the historically significant existing features on the eastern and southern façades, such as the glazed terra cotta brick; the brick pilasters and ornamentation; the original entrance openings and bronze door frames on Third and Mission Streets; the Colusa sandstone entablatures; the rusticated sandstone and cast iron pilasters and ornamentation; the terra cotta brick wall panels, window sills, headers, and ornamentation; the sheet metal entablature, cornice, and ornamentation; and the interior wood window trim and sills.
- Inspect, clean, repair, and seismically upgrade the existing brick west wall.



BASED ON PRELIMINARY PROJECT DESIGN AND USES AS OF THE DATE
OF NOP. SUBJECT TO CHANGE BASED ON FUTURE DESIGN DEVELOPMENT.

SOURCE: Handel Architects

706 MISSION STREET

FIGURE 8: CONCEPTUAL ROOF SETBACKS

- Incorporate the existing brick west wall into the proposed project by installing new openings where appropriate to provide interior circulation between the existing building and the proposed tower.
- Inspect, clean, repair, and seismically upgrade the existing brick north wall.
- Incorporate the existing brick north wall into the proposed project by installing new windows and storefront openings to provide natural light and ventilation for the museum and residences.
- Retain and preserve the existing cornice in its entirety by setting the proposed tower back 4 to 5 feet from the southern project site boundary, thus partially exposing the western façade of the building and allowing the cornice to complete itself.
- Rehabilitate the roof for use as an outdoor terrace.
- Retain and preserve the existing wood flagpole on the roof.
- Remove the existing fire escape stairs and landings and repair the impacted materials and cornice line openings.
- Install new energy-efficient windows with profiles and subdivisions that would be compatible with the historic proportions, divisions, style, and character of the eastern and southern façades.
- Install a new ground floor storefront and doors that would respect and refer to the historic proportions of the eastern and southern façades.
- Seismically upgrade the building.
- Retain and incorporate the existing Roebling structural system interior and the exterior wall steel column structure.
- Maintain approximately 95 percent of the existing concrete floor slabs on the second through tenth floors and approximately 77 percent on the ground floor and modify or upgrade them as necessary to meet Building Code requirements.

The Aronson Building would extend to the southern and eastern project site boundaries. After the demolition of the existing three-story annex on the north side, the Aronson Building would be set back approximately 20 feet from the northern project site boundary to accommodate the proposed driveway from Third Street. The driveway would lead to two proposed car elevators that would transport vehicles down to the existing Jessie Square Garage. There would be a residential drop-off area adjacent to and south of the driveway. The residential drop-off area would require the demolition of an approximately 16-foot-tall-by-20-foot-wide-by-80-foot-long portion of the ground floor that runs along the north wall of the Aronson Building. The second through tenth floors of the Aronson Building would cantilever over the residential drop-off area.

Layout of Proposed Project

The layout and use of each floor of the proposed project (including the new tower and the restored and rehabilitated Aronson Building) is described below, beginning with the lowest

SOURCE: Handel Architects

This page intentionally left blank.

basement level and progressing to the top of the tower. The uses by floor are listed in Table 4: Proposed Project Uses by Floor.

Basement Level B3 of the proposed tower would be occupied by approximately 35 bicycle parking spaces, an approximately 2,000-gsf storage area for the museum, and approximately 16,020 gsf of space for mechanical equipment, the elevator core, storage, or building services and utilities. Basement Level B2 of the proposed tower would be occupied by about three disabled parking spaces, approximately 35 bicycle parking spaces, and approximately 10,020 gsf of space for mechanical equipment, the elevator core, storage, or building services and utilities. Basement Level B1 of the proposed tower would include two full-size loading spaces,⁷ and approximately 24,410 gsf of space for a trash room, mechanical equipment, the elevator core, storage, or building services and utilities. All three basement levels of the proposed tower would be connected to the adjacent Jessie Square Garage, which is discussed in greater detail below. The one existing basement level of the Aronson Building would be used for mechanical, storage, or utility space. There would be no parking spaces or loading spaces on the basement level of the Aronson Building, and this basement level would not be connected to the new tower's first basement level.

The ground floor of the tower would be occupied by approximately 3,800 gsf of space for the museum lobby and gift shop and approximately 9,115 gsf of space for the residential lobby, a bank of elevators, stairs, and elevator/mechanical space. The ground floor of the Aronson Building would be occupied by an approximately 4,800-gsf retail/restaurant use with frontages along Mission and Third Streets. There would be one interior connection between the tower and the Aronson Building on the ground floor. Under the residential flex option for the Aronson Building, there would be four pedestrian entrances on the ground floor. The museum entrance would face Jessie Square, and the retail/restaurant entrance would be on Mission Street or Third Street near the corner of the Aronson Building. There would be one residential entrance on Mission Street, to the east of the existing ramp leading out of the Jessie Square Garage, and one residential entrance on Third Street. Under the office flex option for the Aronson Building, there would be four pedestrian entrances on the ground floor. The museum entrance would face Jessie Square, and the retail/restaurant entrance would be on Mission Street or Third Street near the corner of the Aronson Building. The office entrance would be on Mission Street, to the east of the existing ramp leading out of the Jessie Square Garage, and the residential entrance would be on Third Street. Under the office flex option, the office lobby would be separated from the residential lobby (see Figure 6).

⁷ The two proposed tandem service vehicle spaces would be located on Basement Level B1 of the adjacent existing Jessie Square Garage.

TABLE 4
PROPOSED PROJECT USES BY FLOOR

<i>Floor/Level</i>	<i>Aronson Building</i>	<i>Proposed Tower</i>	<i>Existing Jessie Square Garage</i>
Basement Level B3	N/A	Storage and mechanical	Parking
Basement Level B2	N/A	Parking, storage, and mechanical	Parking
Basement Level B1	Storage and utility space	Loading, storage, and mechanical	Parking and loading
Basement Level Mezzanine	N/A	N/A	Parking
Ground Floor	Retail and residential lobby	Museum, mechanical, and residential lobby	Jessie Square
Floor 2-3	Museum	Museum	N/A
Floor 4	Flex space (residential or office)	Museum, roof terrace, and mechanical	N/A
Floor 5-9	Flex space (residential or office)	Residential and mechanical	N/A
Floor 10	Residential amenity	Residential and mechanical	N/A
Floor 11-12	N/A	Residential and mechanical	N/A
Floor 13	Roof terrace	Residential and mechanical	N/A
Floor 14-43	N/A	Residential and mechanical	N/A
Floor 44-47	N/A	Residential, roof terrace, and mechanical	N/A

Source: 706 Mission Street Co., LLC

The second floor of the tower would be occupied by the museum and a centrally located elevator/mechanical core. An approximately 1,500-gsf area on the west side of the ground floor of the tower would be a double-height space that would extend up to the second floor. The second floor of the Aronson Building would be occupied by the museum and a centrally located interior stairwell. There would be several interior connections between the tower and the Aronson Building. The museum would span both buildings and occupy a total of approximately 18,000 gsf of space on the second floor (see Figure 7).

The layout and use of the third floor of the tower and the Aronson Building would be similar to that of the second floor, except that there would be no double-height space spanning the second and third floors. There would be several interior connections between the tower and the

Aronson Building. The museum would span both buildings and occupy a total of approximately 19,500 gsf of space on the third floor.

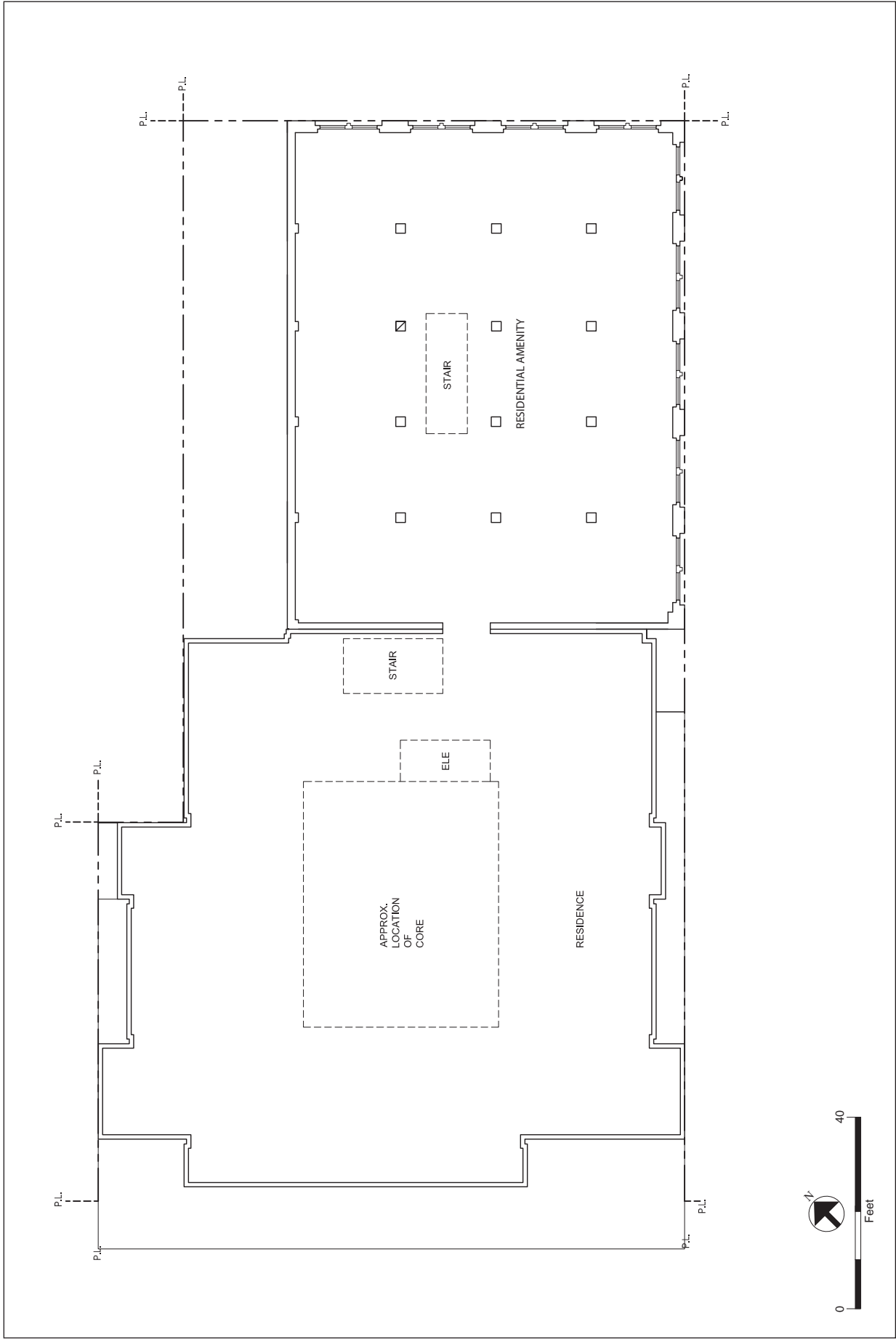
The fourth floor of the tower would be occupied by approximately 3,255 gsf of museum space, an approximately 2,500-gsf outdoor terrace, and a centrally located elevator/mechanical core. The fourth floor of the Aronson Building would be occupied by approximately 8,760 gsf of flex space, which could either be converted to residential use or remain office use, with a centrally located interior stairwell. There would be one interior connection between the tower and the Aronson Building.

The fifth floor of the tower would be occupied by approximately 11,455 gsf of residential uses with a centrally located elevator/mechanical core. The fifth floor of the Aronson Building would be occupied by approximately 8,760 gsf of flex space, which could either be converted to residential use or remain office use, with a centrally located interior stairwell. There would be one interior connection between the tower and the Aronson Building.

The sixth through ninth floors of the tower would each be occupied by approximately 12,170 gsf of residential uses with a centrally located elevator/mechanical core. The sixth through ninth floors of the Aronson Building would each be occupied by approximately 8,760 gsf of flex space, which could either be converted to residential use or remain office use, with a centrally located interior stairwell. On each of these floors, there would be one interior connection between the tower and the Aronson Building.

By design, the floor-to-ceiling heights of the tower would not be uniform throughout the tower as they are in the Aronson Building. The first through sixth floors of the tower would align with the existing first through sixth floors of the Aronson Building. With shorter floor-to-ceiling heights, the seventh through tenth floors of the tower would not align with the existing seventh through tenth floors of the Aronson Building. The eleventh floor of the tower would be at approximately the same level as the existing tenth floor of the Aronson Building, which is a double-height space (approximately 20 feet tall). The ceiling of the twelfth floor of the tower would be aligned with the ceiling of the tenth floor of the Aronson Building (see Figure 9).

The tenth through twelfth floors of the tower would each be occupied by approximately 12,300 gsf of residential uses with a centrally located elevator/mechanical core. The tenth floor of the Aronson Building would be occupied by an approximately 8,760-gsf residential amenity with a centrally located interior stairwell. The residential amenity would be in an existing double-height space, so the ceiling of this space would align with the ceiling of the twelfth floor of the tower. Potential uses for the residential amenity include a club/lounge for project residents, a meeting space, a fitness center, a children's play area, or a combination of these uses (see Figure 10: Conceptual Floor 10 – Aronson Building, Conceptual Floor 11-12 – Tower).



SOURCE: Handel Architects

BASED ON PRELIMINARY PROJECT DESIGN AND USES AS OF THE DATE OF NOP. SUBJECT TO CHANGE BASED ON FUTURE DESIGN DEVELOPMENT.

706 MISSION STREET

FIGURE 10: CONCEPTUAL FLOOR 10 - ARONSON BUILDING, CONCEPTUAL FLOOR 11-12 - TOWER

The thirteenth and fourteenth floors of the tower would each be occupied by approximately 12,300 gsf of residential uses with a centrally located elevator/mechanical core. The thirteenth floor of the tower would be aligned with the roof of the Aronson Building, which would be occupied by an approximately 8,625-gsf outdoor terrace. The existing 10-foot-tall mechanical penthouse on the roof of the Aronson Building would be removed. The outdoor terrace would be accessible to project residents, and it would be landscaped. There would be a solarium of approximately 1,245 gsf in the middle of the outdoor terrace. Both the solarium and the outdoor terrace would be suitable for passive recreation (see Figure 11: Conceptual Roof – Aronson Building, Conceptual Floor 13-14 – Tower).

The fifteenth through forty-third floors would each be occupied by approximately 12,990 gsf of residential uses with a centrally located elevator/mechanical core. On the thirtieth floor, there would be approximately 5,630 gsf of mechanical space on the east side of the building core.⁸

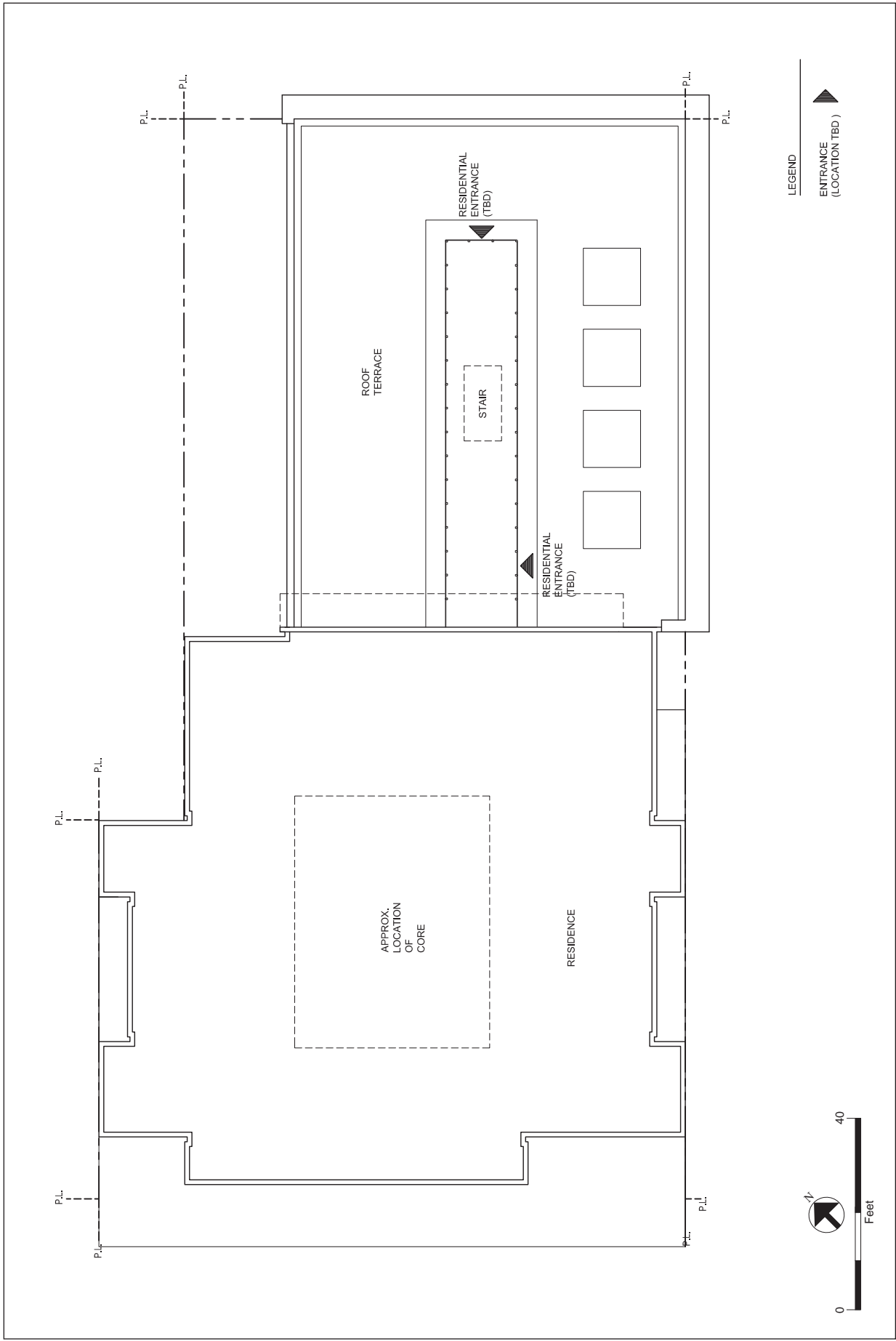
The forty-fourth and forty-fifth floors would each be occupied by approximately 12,330 gsf of residential uses with a centrally located elevator/mechanical core. There would be an approximately 550-gsf roof terrace along the eastern edge of the forty-fourth floor. The forty-fifth floor would not have a roof terrace.

On the forty-sixth floor, there would be approximately 8,640 gsf of residential uses with a centrally located elevator/mechanical core and two approximately 820-gsf roof terraces. The roof terraces would be separated by an approximately 1,900-gsf enclosed mechanical area on the east side of the building core (see Figure 12: Conceptual Floor 46 – Tower).

On the forty-seventh floor, there would be approximately 5,440 gsf of residential uses on the north and south sides of the building, the centrally located elevator/mechanical core, and an approximately 2,870-gsf roof terrace on the west side of the building core.

Approximately 1,900 gsf of elevator and mechanical equipment on the roof of the proposed tower would be enclosed and screened from view by a 30-foot-tall architectural element at the top of the building and by other methods as necessary at lower levels of the building.

⁸ This additional mechanical space could be located on another floor.

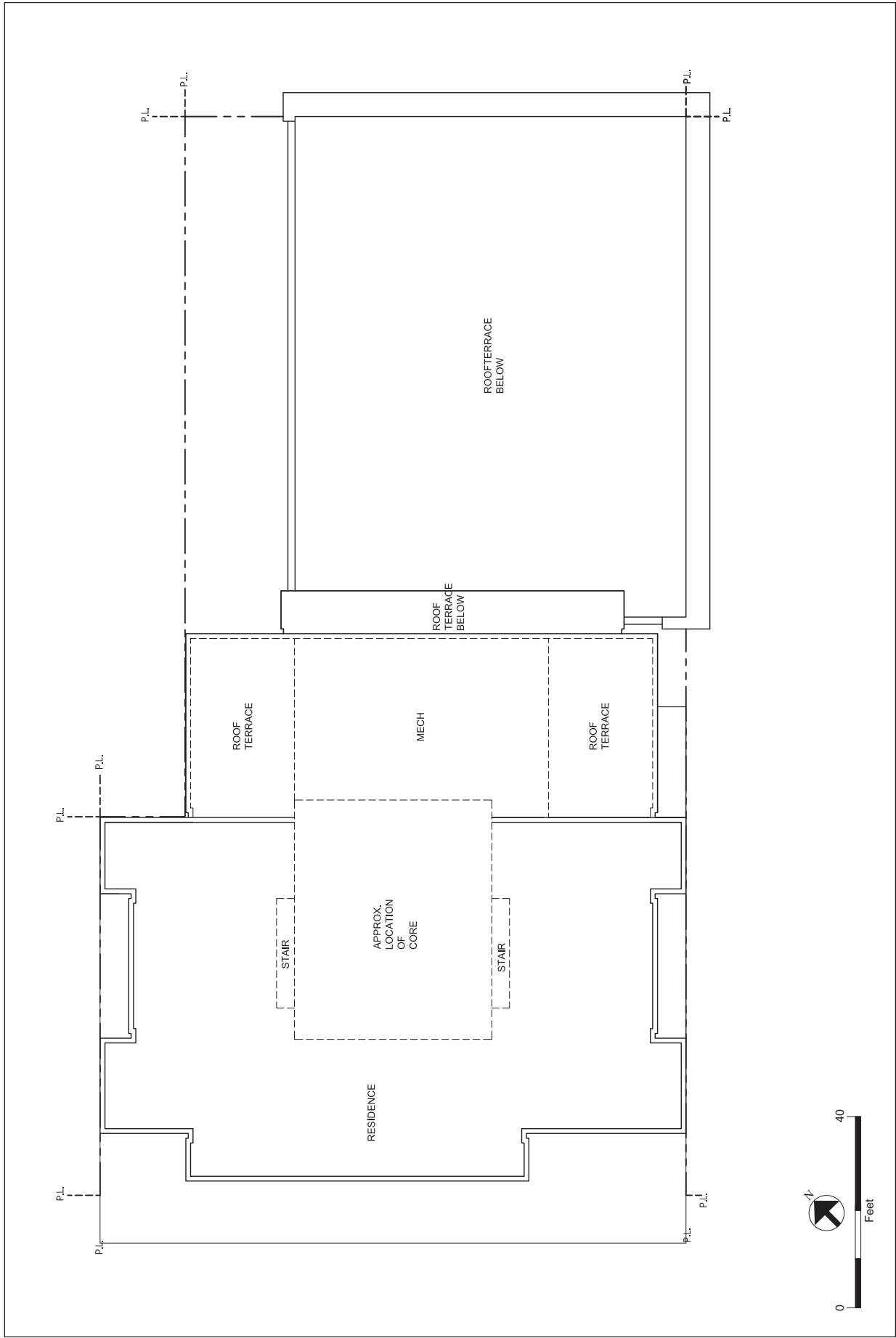


SOURCE: Handel Architects

BASED ON PRELIMINARY PROJECT DESIGN AND USES AS OF THE DATE OF NOP. SUBJECT TO CHANGE BASED ON FUTURE DESIGN DEVELOPMENT.

706 MISSION STREET

FIGURE 11: CONCEPTUAL ROOF - ARONSON BUILDING, CONCEPTUAL FLOOR 13-14 - TOWER



SOURCE: Handel Architects

BASED ON PRELIMINARY PROJECT DESIGN AND USES AS OF THE DATE
OF NOP. SUBJECT TO CHANGE BASED ON FUTURE DESIGN DEVELOPMENT.

706 MISSION STREET

FIGURE 12: CONCEPTUAL FLOOR 46 - TOWER

Proposed Residential Unit Mix and Character

The project sponsor anticipates that there would be a combination of two-bedroom and three-bedroom units under either flex space option. All of the proposed units would be condominiums (ownership units), and the residential component of the project would be subject to the affordable housing requirements of Sections 415 through 415.9 of the Planning Code and the project sponsor's Amended and Restated Exclusive Negotiation Agreement⁹ with the Redevelopment Agency. Although the Planning Code provides the project sponsor with the option of constructing affordable units on site (equal to 15 percent of the total number of units in the proposed project), constructing affordable units off site (equal to 20 percent of the total number of units in the proposed project), paying a fee, or selecting any combination of these three options, the terms of the ENA require compliance with the Inclusionary Affordable Housing Program through the payment of a fee. The project sponsor would pay the fee in accordance with the terms of the ENA.

Proposed Parking, Loading, and Pedestrian Access

Parking

The project sponsor proposes to purchase the existing Jessie Square Garage from the Redevelopment Agency. The garage would be converted from a publicly owned garage to a privately owned garage. However, the basement mezzanine and upper basement levels would remain open to the public. There are currently 442 parking spaces within the garage. On the mezzanine level of the garage, there is an existing space underneath the Contemporary Jewish Museum that is currently blocked off from the rest of the garage. As part of the proposed project, this existing space would be connected to the rest of the garage and would be striped to accommodate about 33 parking spaces. A total of five existing parking spaces on various levels of the garage would need to be removed for vehicular access and circulation. As a result, there would be a net increase of 28 spaces. As a result, the total number of parking spaces in the garage would increase from 442 to 470.

Under the residential flex option for the Aronson Building, 260 of the 470 parking spaces would be allocated to the proposed project or reserved for other uses, such as leased parking for nearby businesses, and 210 parking spaces would be available for use by the general public. The 260 private parking spaces would be on Basement Levels B1, B2, and B3. Depending on the number of dwelling units, there would be between 175 and 215 residential parking spaces, 43 to 84 parking spaces reserved for other users, and 1 to 2 residential car share spaces. The 210 public parking spaces would be on the mezzanine level and Basement Level B1. Approximately

⁹ Exclusive Negotiation Agreement. May 2010, between the San Francisco Redevelopment Agency and 706 Mission Street Co., LLC. A copy of this document is available for public review at the San Francisco Redevelopment Agency, 1 South Van Ness Avenue, 5th Floor, as well as at the Planning Department, 1650 Mission Street, Suite 400, San Francisco, as part of Case File No. 2008.1084E.

188 parking spaces would be available to the general public, including patrons of The Mexican Museum and the project's retail/restaurant use, 2 parking spaces would be reserved for St. Patrick's Church, 15 special-rate parking spaces would be reserved for the Contemporary Jewish Museum, and 5 spaces would be public car share spaces. There would be both private and public parking spaces on Basement Level B1, and the private and public parking areas would be separated by gates and marked with signage.

Under the office flex option for the Aronson Building, 260 of the 470 parking spaces would be allocated to the proposed project or reserved for other uses, such as leased parking for nearby businesses, and 210 parking spaces would be available for use by the general public. The 260 private parking spaces would be on Basement Levels B1, B2, and B3. Depending on the number of dwelling units, there would be between 175 and 191 residential parking spaces, 68 to 84 parking spaces reserved for other users, and 1 residential car share space. The 210 public parking spaces would be on the mezzanine level and Basement Level B1. Approximately 188 parking spaces would be available to the general public, including patrons of The Mexican Museum and the project's retail/restaurant use, 2 parking spaces would be reserved for St. Patrick's Church, 15 special-rate parking spaces would be reserved for the Contemporary Jewish Museum, and 5 spaces would be public car share spaces. There would be both private and public parking spaces on Basement Level B1, and the private and public parking areas would be separated by gates and marked with signage.

There are approximately 10 existing bicycle parking spaces on the mezzanine level of the garage. The proposed project would provide a total of up to about 83 private and public bicycle parking spaces in the garage. Depending on the number of dwelling units, there would be a minimum of 57 to 67 Class I bicycle parking spaces on Basement Levels B2 and B3 for project residents plus a minimum of 4 to 5 Class II bicycle parking spaces on Basement Levels B2 and B3 for the other uses associated with the proposed project. A minimum of 11 Class II bicycle parking spaces for the general public would be provided on the mezzanine level and Basement Level B1.

Each level of the garage has existing elevators and stairs that lead up to Jessie Square. The general public would use these publicly accessible elevators and stairs to access their bicycles and vehicles, which would be parked on the mezzanine level and Basement Levels B1 and B2. Project residents would use the resident-only elevators in the proposed tower to access their bicycles and vehicles, which would be parked on Basement Levels B1, B2, and B3. Project residents would also have the option of using the publicly accessible elevators and stairs.

Under the proposed project, all vehicles would enter the Jessie Square Garage from Stevenson Street, but project residents would also have the option of entering the garage from Third Street using the existing curb cut, driveway, and two new car elevators. There would be a residential drop-off area adjacent to and south of the driveway. Project residents would have the option of parking and retrieving their own vehicles or using a valet service, which would be provided at

the residential drop-off area. The residential drop-off area would require the demolition of an approximately 16-foot-tall-by-20-foot-wide-by-80-foot-long portion of the ground floor that runs along the north wall of the Aronson Building. The second through tenth floors of the Aronson Building would cantilever over the residential drop-off area. Other changes to the north wall of the Aronson Building would include new windows on the upper floors (see Figure 13: Vehicular Access – Proposed Project).

As under current conditions, all loading vehicles would exit the garage onto Stevenson Street only, but all other vehicles would have the option of exiting the garage onto either Stevenson or Mission Streets. The existing curb cuts on Mission and Third Streets would not be widened. The existing curb cut on Mission Street would continue to be for egress only, and the existing curb cut on Third Street would be for ingress only. The existing passenger drop-off zone on Mission Street in front of Jessie Square would be extended approximately 100 feet to the east.

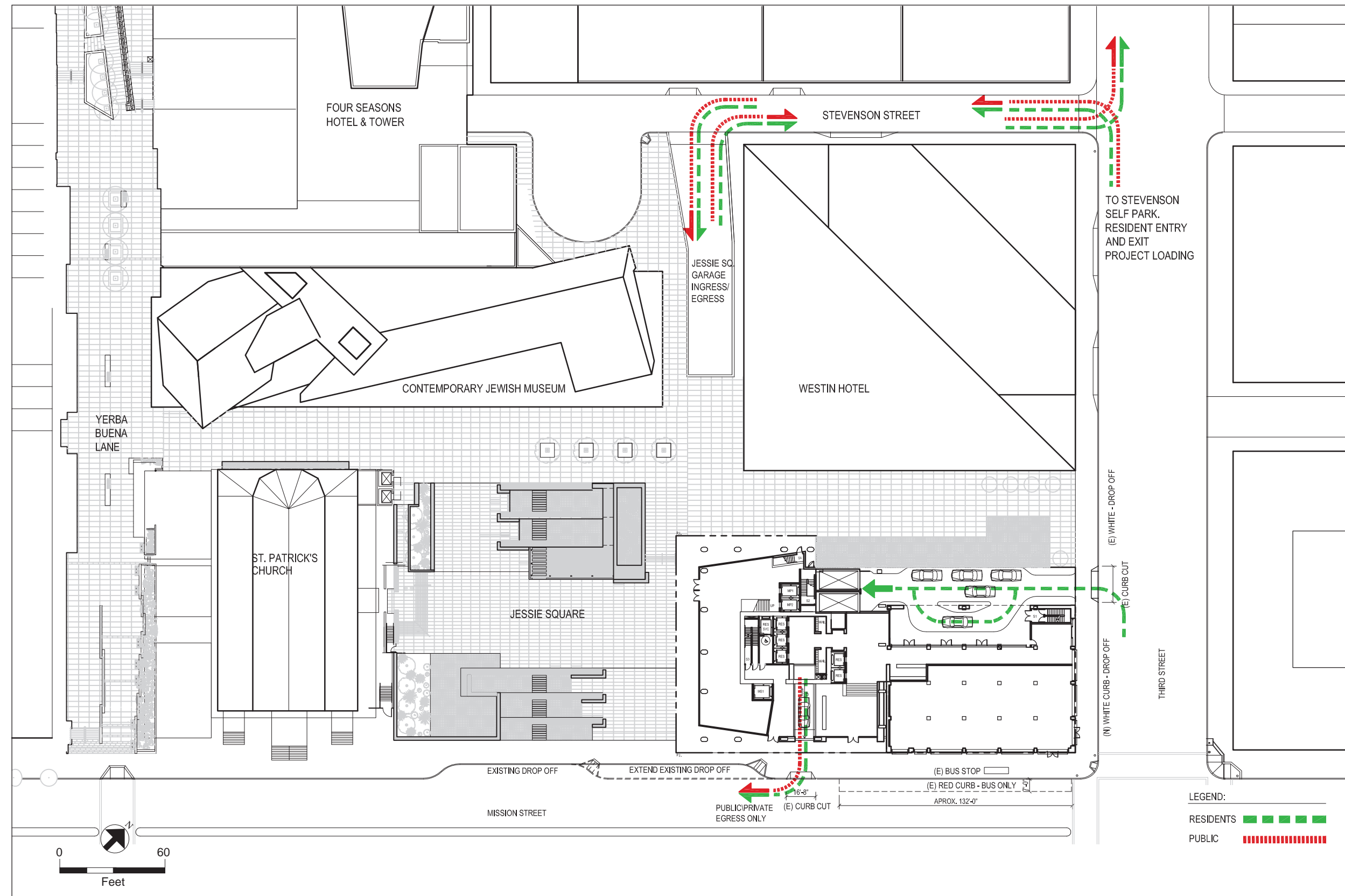
Vehicular Access Variants

The proposed project includes four variants related to vehicular access in addition to the proposed project. These vehicular access variants would include the same number of dwelling units and the same mix of uses with essentially the same square footages as the proposed project, but the vehicular access variants would differ from the proposed project in how vehicles enter and exit the project site and the Jessie Square Garage.

Vehicular Access Variant 1

Under Variant 1, existing ingress/egress patterns to the site would remain unchanged from existing conditions. All vehicles would enter the Jessie Square Garage from Stevenson Street. All delivery and service vehicles would exit the garage onto either Stevenson Street, but all other vehicles would have the option of exiting the garage onto Stevenson or Mission Streets. The existing curb cut on Mission Street, which is currently for egress only, would not be widened, and the existing curb cut on Third Street would be removed. The existing passenger drop-off zone on Mission Street in front of Jessie Square would be extended approximately 100 feet to the east (see Figure 14: Vehicular Access Variant 1). Changes to the north wall of the Aronson Building would include a new storefront system on the ground floor and new windows on the upper floors.

Under Variant 1, project residents would have the option of parking and retrieving their own vehicles or using a valet service, which would be provided on Basement Level B2.

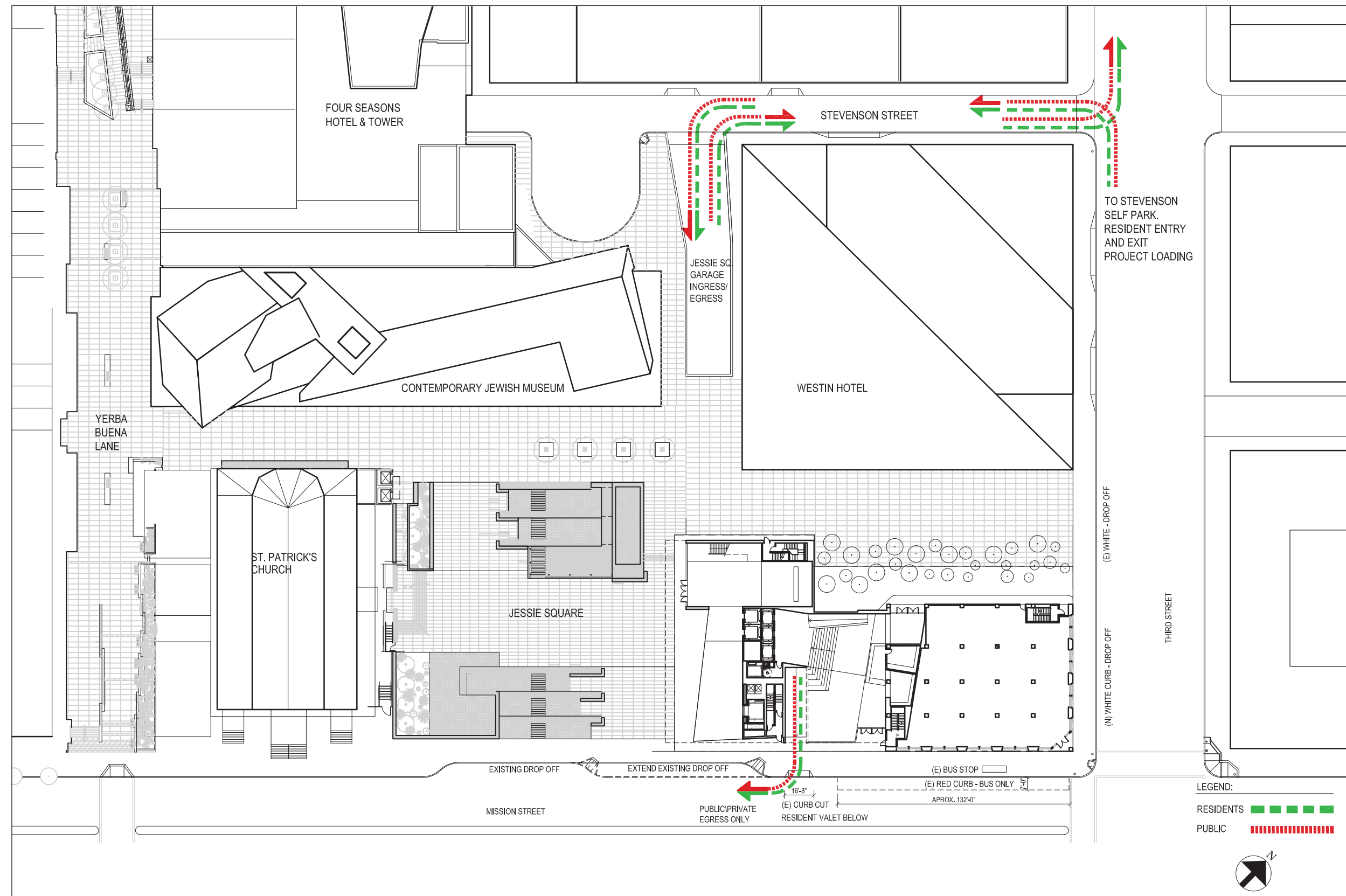


SOURCE: Handel Architects

706 MISSION STREET

FIGURE 13: VEHICULAR ACCESS - PROPOSED PROJECT

This page intentionally left blank.



SOURCE: Handel Architects

706 MISSION STREET

FIGURE 14: VEHICULAR ACCESS VARIANT 1

This page intentionally left blank.

Vehicular Access Variant 2

Under Variant 2, all vehicles would still be able to enter the Jessie Square Garage from Stevenson Street, but project residents would also have the option of entering the garage from Third Street using a new ramp into the garage. As under current conditions, all loading vehicles would exit the garage onto Stevenson Street only, but all other vehicles would have the option of exiting the garage onto either Stevenson or Mission Streets. The existing curb cuts on Mission and Third Streets would not be widened. The existing curb cut on Mission Street would continue to be for egress only, and the existing curb cut on Third Street would be for ingress only. The existing passenger drop-off zone on Mission Street in front of Jessie Square would be extended approximately 100 feet to the east (see Figure 15: Vehicular Access Variant 2, on p. 45). Changes to the north wall of the Aronson Building would include a new storefront system on the ground floor and new windows on the upper floors.

Under Variant 2, project residents would have the option of parking and retrieving their own vehicles or using a valet service, which would be provided on Basement Level B2.

Vehicular Access Variant 3

Under Variant 3, all vehicles would still be able to enter the Jessie Square Garage from Stevenson Street, but project residents would also have the option of entering the garage from Mission Street. As under current conditions, all loading vehicles would exit the garage onto Stevenson Street only, but all other vehicles would have the option of exiting the garage onto either Stevenson or Mission Streets. The existing ramp and curb cut on Mission Street would be widened to accommodate both ingress and egress, and the existing curb cut on Third Street would be removed. The existing passenger drop-off zone on Mission Street in front of Jessie Square would be extended approximately 100 feet to the east (see Figure 16: Vehicular Access Variant 3, on p. 47). Changes to the north wall of the Aronson Building would include a new storefront system on the ground floor and new windows on the upper floors.

Under Variant 3, project residents would have the option of parking and retrieving their own vehicles or using a valet service, which would be provided on Basement Level B2.

Vehicular Access Variant 4

Under Variant 4, project-related loading vehicles would enter the Jessie Square Garage from Third Street using the existing curb cut and driveway and a new ramp into the garage. All other vehicles would enter the garage from Stevenson Street. As under current conditions, all loading vehicles would exit the garage onto Stevenson Street only, but all other vehicles would have the option of exiting the garage onto either Stevenson or Mission Streets. The existing curb cuts on Mission and Third Streets would not be widened. The existing curb cut on Mission Street would continue to be for egress only, and the existing curb cut on Third Street would be

for ingress only. The existing passenger drop-off zone on Mission Street in front of Jessie Square would be extended approximately 100 feet to the east (see Figure 17: Vehicular Access Variant 4, on p. 49). Changes to the north wall of the Aronson Building would include a new storefront system on the ground floor and new windows on the upper floors.

Under Variant 4, project residents would have the option of parking and retrieving their own vehicles or using a valet service, which would be provided on Basement Level B2.

Loading

The proposed project would provide two full-size loading spaces and two tandem service vehicle spaces on Basement Level B1.

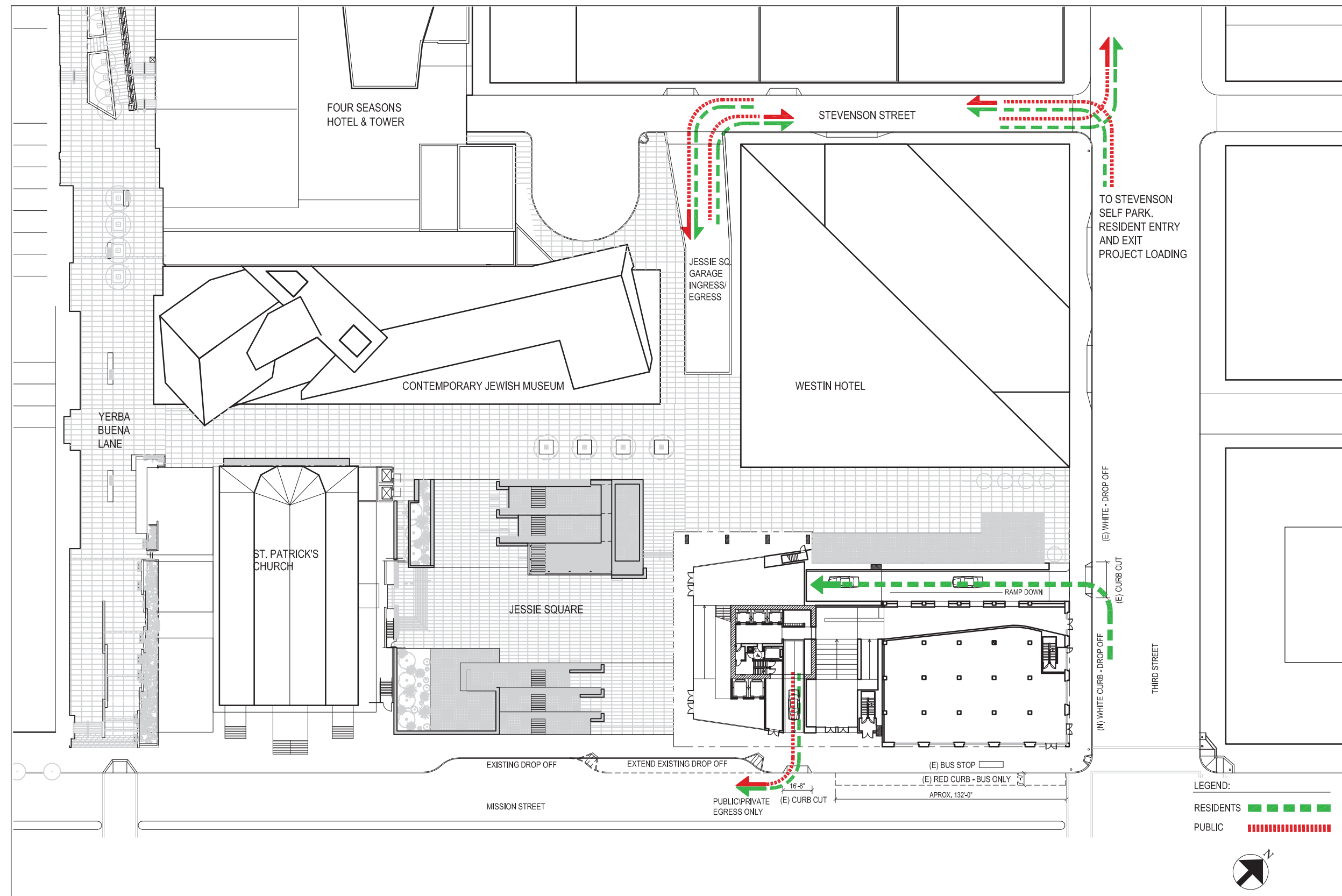
Pedestrian Access

Under the residential flex option for the Aronson Building, there would be four pedestrian entrances on the ground floor. The museum entrance would face Jessie Square, and the retail/restaurant entrance would be on Mission Street or Third Street near the corner of the Aronson Building. There would be one residential entrance on Mission Street, to the east of the existing ramp leading out of the Jessie Square Garage, and one residential entrance on Third Street.

Under the office flex option for the Aronson Building, there would be four pedestrian entrances on the ground floor. The museum entrance would face Jessie Square, and the retail/restaurant entrance would be on Mission Street or Third Street near the corner of the Aronson Building. The office entrance would be on Mission Street, to the east of the existing ramp leading out of the Jessie Square Garage, and the residential entrance would be on Third Street. Under the office flex option, the office lobby would be separated from the residential lobby.

Proposed Open Space and Landscaping

Pursuant to Section 135 of the Planning Code, the residential open space requirement for the proposed project would be 36 square feet of private open space per residential unit. Common open space may be substituted at a ratio of 1.33 square feet for each square foot of private open space per residential unit. Under the residential flex option for the Aronson Building, there would be up to 215 residential units. With 215 units, the residential open space requirement for the proposed project would be 7,740 square feet of private open space (215 units multiplied by 36 square feet per unit) or 10,294 square feet of common open space (7,740 square feet times 1.33). Under the office flex option for the Aronson Building, there would be up to 191 units. With 191 units, the residential open space requirement for the proposed project would be

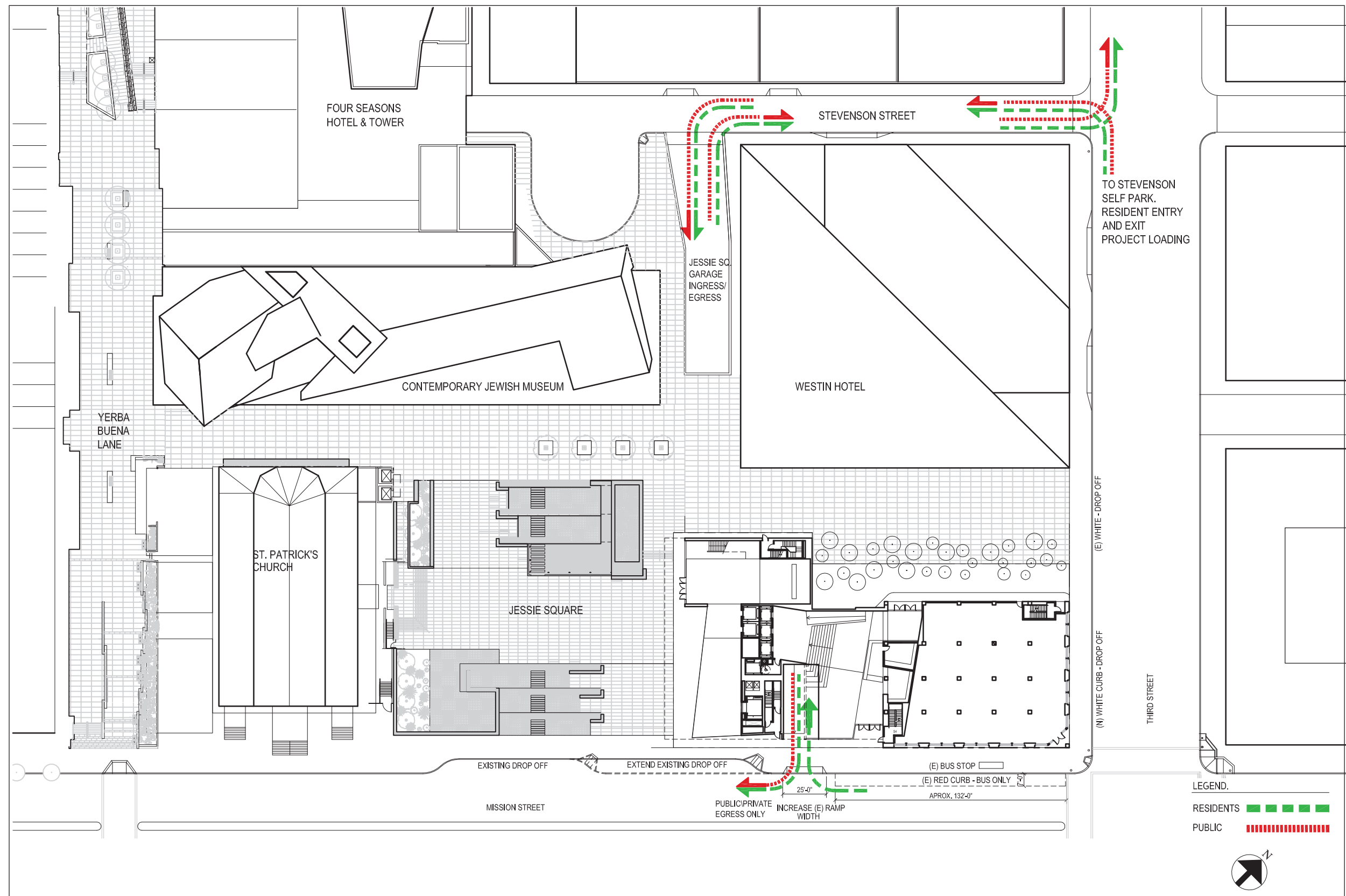


SOURCE: Handel Architects

706 MISSION STREET

FIGURE 15: VEHICULAR ACCESS VARIANT 2

This page intentionally left blank.

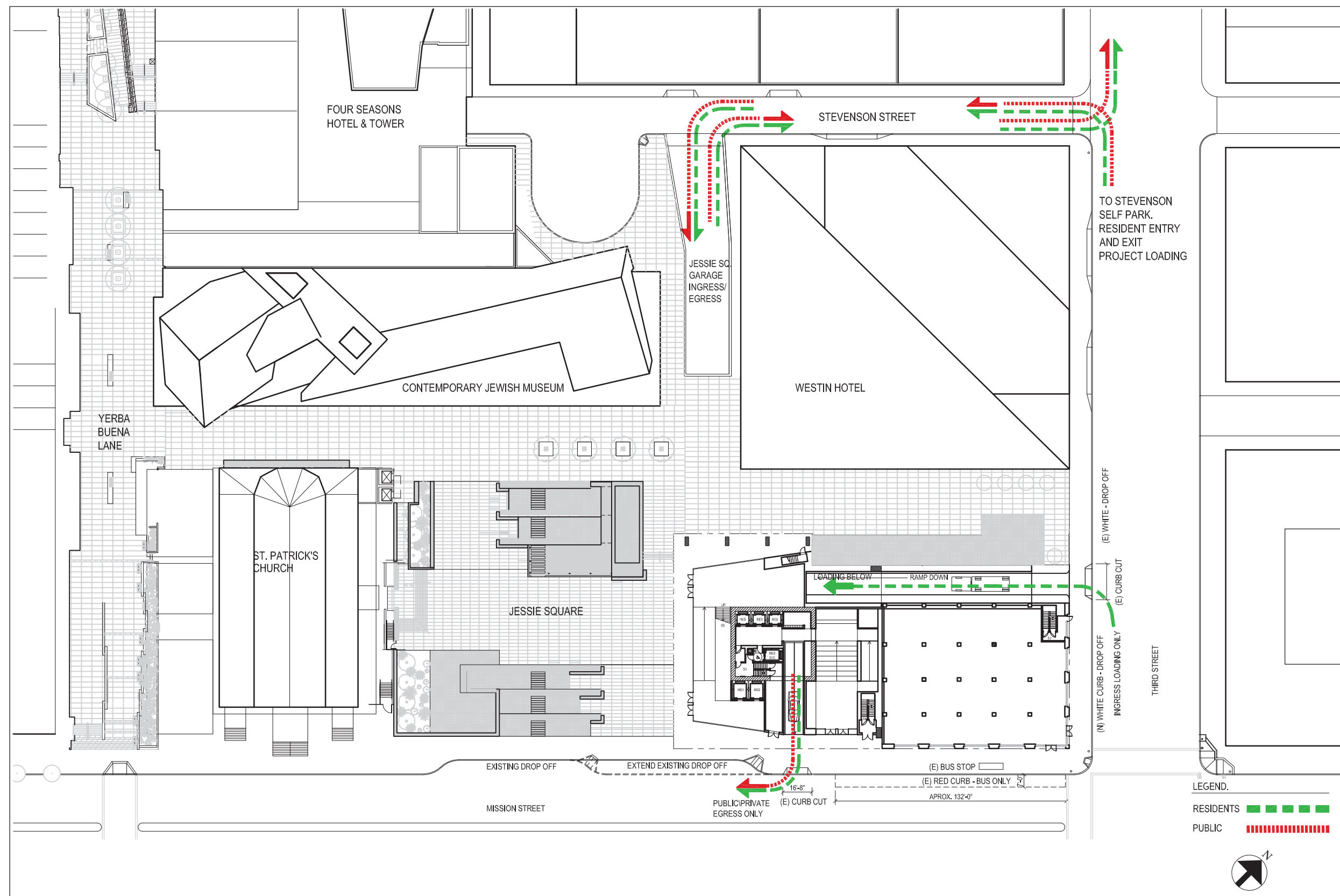


SOURCE: Handel Architects

706 MISSION STREET

FIGURE 16: VEHICULAR ACCESS VARIANT 3

This page intentionally left blank.



SOURCE: Handel Architects

706 MISSION STREET

FIGURE 17: VEHICULAR ACCESS VARIANT 4

This page intentionally left blank.

6,786 square feet of private open space (191 units multiplied by 36 square feet per unit) or 9,145 square feet of common open space (6,786 square feet times 1.33).

The proposed project would include common residential open space in the form of an approximately 8,625-gsf outdoor terrace, including a solarium, on the roof of the Aronson Building as well as public open space in the form of an approximately 3,500-gsf ground-floor plaza that would run along the southern, western, and northern façades of the proposed tower. The museum would include an approximately 2,500-gsf outdoor terrace on the roof of the tower podium, which would be on the fourth floor. In addition, there would be several roof terraces at the upper levels of the tower, as described earlier.

There is one existing tree on the project site near the northwest corner of the Aronson Building and one street tree adjacent to the project site along Mission Street. The tree near the northwest corner of the Aronson Building is a significant tree. Neither tree is a landmark tree. Both trees would be removed, and replacement trees would be planted in compliance with Article 16 of the San Francisco Public Works Code. The proposed project would be required to comply with the provisions of Section 428 of the Planning Code, which requires projects involving the construction of a new building within a C-3 District to install street trees.

Proposed Changes to Height and Bulk

The project site is in a 400-I Height and Bulk District, which means that building heights are limited to 400 feet. Bulk controls reduce the size of a building's floor plates as the building increases in height. Pursuant to Section 270(a) of the Planning Code, the bulk controls in the "I" Bulk District become effective above a height of 150 feet. The maximum length of any building wall is limited to 170 feet, and the maximum diagonal dimension is limited to 200 feet.

As shown on Figures 3 and 4, the proposed tower would exceed the 400-foot height limit. The roof of the highest occupied floor would be approximately 520 feet above grade, and the highest point of the parapet, which would screen a 30-foot-tall elevator/mechanical penthouse, would be approximately 550 feet above grade. The project sponsor is proposing a Zoning Map amendment to Zoning Map Sheet HT01 to increase the height limit at the project site. The proposed tower would comply with the provisions of the "I" Bulk District. However, the specific height and bulk reclassification would be addressed through the provisions of the SUD, which have not been finalized at this time.

PROJECT SCHEDULE

Project construction is anticipated to begin in 2013 and be completed in late 2015 or early 2016. The project construction cost is estimated to be about \$170 million.

APPROVALS REQUIRED

The proposed project would require the following actions under existing zoning regulations and ordinances, with acting bodies shown in italics:

Approvals by the Board of Supervisors

- Amendments to the *San Francisco General Plan*, as needed, to include specific policies and standards applicable to the project site.
- Zoning Map amendment and *General Plan* amendment to the *Downtown Plan* to reclassify the existing 400-I Height and Bulk District for the project site, shown on Zoning Map Sheet HT01.
- Adoption of an SUD to address FAR, height, and bulk limit changes. The specific provisions of the SUD have not yet been finalized.

Actions by the Planning Commission

- Recommendation of amendments to the *San Francisco General Plan*, as needed, to include specific policies and standards applicable to the project site.
- Recommendation of Zoning Map amendment and *General Plan* amendment to the *Downtown Plan* to reclassify the existing 400-I Height and Bulk District for the project site, shown on Zoning Map Sheet HT01.
- Recommendation of adoption of an SUD to address FAR, height, and bulk limit changes. The specific provisions of the SUD have not yet been finalized.
- Approval of a *General Plan* referral to determine project consistency with the *General Plan* and the Priority Policies (pursuant to Charter Section 4.105 and Administrative Code Section 2A.53).
- Approval of a Section 309 Determination of Compliance and Request for Exceptions for the construction of a new building in a C-3 District.
- Approval of the conditional use authorization, if required, if the proposed project would:
 - (1) provide dwelling units in an amount exceeding 1 unit for every 125 feet of lot area; or
 - (2) utilize or widen the existing curb cut on Mission Street for vehicular access.
- Approval of a determination that the net new shadow being cast on Union Square is not adverse to the use of the park, and amendment of the quantitative shadow standard for Union Square that was established on February 7, 1989 pursuant to Planning Commission Resolution No. 11595

Approval by the Recreation and Park Commission

- Approval of a determination that the net new shadow being cast on Union Square is not adverse to the use of the park, and amendment of the quantitative shadow standard for

Union Square that was established on February 7, 1989 pursuant to Planning Commission Resolution No. 11595

Actions by the Redevelopment Agency Commission

- Approval of the Agreement of Purchase and Sale for the Mexican Museum parcel.¹⁰
- Approval of the Agreement of Purchase and Sale for the Jessie Square Garage.
- Parking structure bond purchase/defeasance documents.

Actions by the Planning Department

- Approval of the site permit.
- Approval of the Vesting Tentative Map.
- Approval of demolition, grading, and building permits.

Actions by Other City Departments

- Approval of the site permit. *Department of Building Inspection approval*
- Approval of the Vesting Tentative Map. *Department of Public Works approval*
- Approval of demolition, grading, and building permits. *Department of Building Inspection approval*
- Approval of a street improvement permit and/or encroachment permit to:
 - (1) extend the existing Jessie Square passenger loading/unloading zone on Mission Street approximately 100 feet to the east;
 - (2) designate the curb along Third Street in front of the project site as a white zone for passenger loading/unloading; and
 - (3) widen the existing curb cut on Mission Street under a potential variant of the proposed project. *Department of Public Works and San Francisco Municipal Transportation Agency approval*

POTENTIAL ENVIRONMENTAL ISSUES

The proposed project, including the potential circulation and access variants, could result in potentially significant environmental effects. As required by the California Environmental Quality Act (CEQA), the EIR will examine those effects, identify mitigation measures, and analyze whether proposed mitigation measures would reduce the environmental effect to a less-than-significant level. The EIR will evaluate several alternatives including, a No Project

¹⁰ As part of this agreement, the project sponsor would purchase the Mexican Museum parcel from the Redevelopment Agency, build the shell and core of the museum space, and convey the museum space to the Redevelopment Agency while retaining ownership of the underlying land. The Redevelopment Agency would enter into a long-term lease with The Mexican Museum.

Alternative and one or more project alternatives. The comments received during the scoping period will be considered during preparation of the EIR. The EIR will address impacts related to land use, aesthetics, cultural resources, transportation and circulation, population and housing, noise, air quality, greenhouse gas emissions, wind and shadow, recreation, utilities and service systems, public services, geology and soils, hydrology and water quality, biological resources, hazards and hazardous materials, mineral and energy resources, and agricultural and forest resources. The environmental issues to be addressed in the EIR are described briefly below:

LAND USE AND LAND USE PLANNING

The EIR will evaluate the proposed changes to existing land use(s), as well as potential land use conflicts and impacts to land use character in the project vicinity.

AESTHETICS

The EIR will analyze the proposed project's potential impacts on scenic vistas, public and private views, existing visual character, as well as adverse effects from light and glare.

POPULATION AND HOUSING

The EIR will analyze the proposed project's potential impacts related to population, employment, and housing.

CULTURAL AND PALEONTOLOGICAL RESOURCES

The Aronson Building at 706 Mission Street is located on the project site, which is adjacent to both the Transit Center District Plan (TCDP) Area and the existing New Montgomery-Second Street Conservation District. As part of the TCDP rezoning effort, a historic context statement was prepared and two historic surveys were conducted within the immediate area. The Aronson Building was included within the boundaries of a potentially eligible historic district identified by Kelley & VerPlanck. It also was identified as individually eligible for the National and California Registers and eligible as a contributing resource to an expanded California Register-eligible district. The Historic Preservation Commission adopted the Planning Department's findings related to the context statement and the surveys conducted by Kelley & VerPlanck, dated September 2008.

The EIR will evaluate the proposed project's potential impacts on the Aronson Building historic architectural resource and other off-site historic architectural resources, including the New Montgomery-Mission-Second Street Conservation District. In addition, the EIR will analyze potential impacts to both prehistoric and historic archaeological and paleontological resources in the project site.

TRANSPORTATION AND CIRCULATION

The EIR will evaluate the proposed project's potential impacts to traffic, circulation, intersection operation, loading, public transit, and pedestrian and bicycle conditions. The EIR will also analyze short-term, construction-related transportation impacts. The City and County of San Francisco does not consider parking supply as part of the permanent physical environment and, therefore, does not consider changes in parking conditions to be environmental impacts as defined by CEQA. For informational purposes, the EIR will present a parking analysis to inform the public and the decision-makers of the parking conditions that could occur as a result of implementing the proposed project.

NOISE

The EIR will evaluate the noise compatibility of existing and proposed land uses and discuss both the long-term operational noise impacts and short-term construction-related noise impacts for the surrounding area, including any identified noise-sensitive receptors in the project vicinity.

AIR QUALITY

The EIR will analyze consistency with applicable air quality plans, evaluate project-specific air quality effects, and analyze air quality issues related to residential development built in close proximity to high-volume traffic corridors.

GREENHOUSE GAS EMISSIONS

The EIR will analyze the proposed project's compliance with the City's Greenhouse Gas Reduction Strategy to determine impacts related to greenhouse gas emissions.

WIND AND SHADOW

The EIR will evaluate the potential wind and shadow impacts of the proposed 550-foot-tall tower (a 520-foot-tall building with a 30-foot-tall elevator/mechanical penthouse) based on the findings of a wind tunnel analysis and a quantitative/qualitative shadow analysis. Project wind impacts on nearby sidewalks, parks, and open spaces will be discussed. Project shadow impacts on nearby sidewalks, parks, and open spaces, including those that are privately owned but publicly accessible, those under the jurisdiction of the Recreation and Park Commission, and those owned by other public agencies, will be discussed.

RECREATION

The EIR will assess the adequacy of existing parks and open space facilities to determine whether the proposed project would result in an increased use of parks or other recreational facilities such that substantial physical deterioration of the facilities would occur or be accelerated. Furthermore, the EIR will evaluate whether project implementation would require

new or expanded park and recreational facilities and whether the construction of such facilities could result in adverse physical effects to the environment.

UTILITIES AND SERVICE SYSTEMS

The EIR will analyze the adequacy of water and sewer infrastructure in the area to provide both potable water and sewage treatment including increased stormwater drainage and the disposal of solid waste for the proposed project. The EIR will assess whether the proposed project would require the construction of new water, wastewater treatment, and/or stormwater drainage facilities, the construction of which could cause adverse environmental effects.

PUBLIC SERVICES

The EIR will assess whether existing public services (e.g., schools, police and fire protection, etc.) are adequate to serve the proposed project. The analysis will determine whether project implementation would result in an increased demand for services, in turn, resulting in an inability of service providers to maintain adequate levels of service (e.g., fire and police department response times), and/or whether the project would require new or expanded facilities, thereby resulting in significant environmental impacts related to public services.

BIOLOGICAL RESOURCES

The EIR will analyze whether the proposed project would have a substantial adverse effect on biological resources, such as the movement of any native resident or migratory bird species, and whether the proposed project would conflict with any local tree preservation policy or ordinance.

GEOLOGY, SOILS, AND SEISMICITY

The EIR will discuss the findings of existing and new geotechnical analyses prepared for the proposed project, and disclose geotechnical feasibility and any other geotechnical considerations related to the proposed project.

HYDROLOGY AND WATER QUALITY

The EIR will assess potential project impacts on existing water quality and hydrology from short-term grading and construction activities, as well as quantitatively analyze potential changes in stormwater runoff resulting from project implementation.

HAZARDS AND HAZARDOUS MATERIALS

The EIR will discuss possible on-site soil and groundwater contamination, potential exposure to hazardous building materials from demolition activities, transportation and use of hazardous materials, fire hazards, and emergency response plans, based on the Phase I Environmental Site Assessment and database review prepared for the project site.

MINERAL AND ENERGY RESOURCES

The EIR will assess potential project impacts on existing mineral and energy resources. Construction measures and design features of the proposed project intended to minimize the project's consumption of resources will be discussed.

AGRICULTURAL AND FOREST RESOURCES

The EIR will assess potential project impacts on existing agricultural and forest resources on or in the vicinity of the project site.

OTHER ISSUES

The EIR will also discuss other topics required by CEQA, including growth-inducing impacts, significant unavoidable impacts, significant irreversible impacts, any known controversy associated with environmental effects, mitigation, or alternatives, and issues to be resolved by the decision-makers.