Notice of Preparation of an Environmental Impact Report and Notice of Public Scoping Meeting

1650 Mission St. Suite 400 San Francisco.

Date: May 13, 2015 CA 94103-2479

Case No.: 2014-000362ENV 1500-1580 Mission Street Project Address:

Reception: 415.558.6378

BPA Nos.: Not Applicable

Fax:

Zoning: C-3-G (Downtown General Commercial) District

415.558.6409

Van Ness and Market Downtown Residential Special Use District 120/320-R-2, 85/250-R-2, 85-X Height and Bulk Districts

Planning Information: 415.558.6377

Block/Lot: 3506/002 and 003

Project Site Size:

110,772 square feet (2.5 acres)

Project Sponsor: Goodwill SF Urban Development, LLC

Matthew Witte - (415) 677-9000

Lead Agency: San Francisco Planning Department Staff Contact: Chelsea Fordham - (415) 575-9071

chelsea.fordham@sfgov.org

PROJECT SUMMARY

The project sponsor, Goodwill SF Urban Development, LLC, an affiliate of Related California Urban Housing, proposes to demolish one existing building and a portion of another building on the project site, at 1500 and 1580 Mission Street, and construct a mixed-use development with two components. The residential and retail development component would include a 39-story, 396-foot-tall tower (up to 416 feet to top of the parapet enclosing mechanical equipment) with mid-rise podium elements at the corner of Mission Street and South Van Ness Avenue. The office and permit center development component would be occupied by several City and County of San Francisco ("City") departments, and include an 18story, 264-foot-tall tower (up to 284 feet to top of the parapet enclosing mechanical equipment) on 11th Street between Market and Mission Streets with mid-rise podium elements extending west and south from the tower. A portion of the existing one-time Coca-Cola bottling plant at 1500 Mission Street (Coca Cola building), including its clock tower, would be retained and converted to retail use.

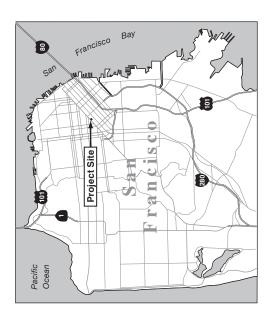
PROJECT LOCATION AND SITE CHARACTERISTICS

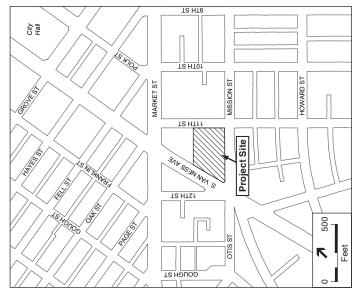
The project site consists of two parcels (Assessor's Block 3506, Lots 002 and 0031) located on the north side of Mission Street between 11th Street and South Van Ness Avenue, within San Francisco's South of Market (SoMa) neighborhood, as shown in Figure 1. The project site is located within the Downtown Plan area and Market and Octavia Plan area, and is located within the C-3-G (Downtown General Commercial) Use District, the Van Ness and Market Downtown Residential Special Use District, and the 120/320-R-2, 85/250-R-2 and 85-X Height and Bulk Districts. The site is one-half block south of Market Street and approximately four blocks southwest of San Francisco City Hall.

¹ Lots 002 and 003 are also referred to in some property records as Lots 006 and 007, respectively.

Feet

Project Site Lot Numbers Assesor's Block





SOURCE: ESA, 2015

The project site totals 2.5 acres and is generally flat and is a trapezoidal shape with a 464-foot-long frontage along Mission Street, a 255-foot frontage along South Van Ness Avenue, and a 275-foot frontage along 11th Street. The northern boundary of the site stretches for 320 feet abutting an eight-story City office building that fronts onto South Van Ness Avenue and Market Street (One South Van Ness Avenue).

The project site is currently occupied by two existing buildings used by Goodwill Industries: a two-story, 29,000-square-foot building at 1580 Mission Street constructed in 1997 that contains a Goodwill retail store on the ground level and offices above, and an approximately 57,000-square-foot, largely single-story warehouse building at 1500 Mission Street currently used by Goodwill for processing donated items. The warehouse building has a basement parking garage that is currently used for public parking with approximately 90 spaces, with access from a driveway on South Van Ness Avenue. The site also contains approximately 25 surface parking spaces and six surface loading spaces, accessed from Mission Street and 11th Street, respectively. The warehouse building, which features an approximately 85-foot-tall clock tower atop the Mission Street façade, was constructed in 1925 for the White Motor Company and renovated in 1941 for use as a Coca-Cola bottling plant, a use that continued until the 1980s.

The primary entrance to the retail building is at the corner of South Van Ness Avenue and Mission Street. The entrance and primary façade of the warehouse building, along with the clock tower, is at the corner of Mission and 11th Streets. The site contains street trees at the following locations: three street trees along South Van Ness Avenue, eight street trees along Mission Street, and seven street trees along 11th Street.

Both of the existing buildings are Unrated (Category V) buildings under Article 11 of the Planning Code. However, a 2010 historical resources survey found the 1500 Mission Street building appears individually eligible for the California Register of Historical Resources.

PROPOSED PROJECT

The proposed project would demolish the 1580 Mission Street building and a portion of the 1500 Mission Street building on the project site and construct a mixed-use development with two components, as shown in Figure 2 through Figure 8. The first component, the mixed-use residential and retail component, would include a 39-story, 396-foot-tall tower (up to 416 feet to top of the parapet enclosing mechanical equipment) with mid-rise podium elements up to approximately 110 feet tall at the corner of Mission Street and South Van Ness Avenue. The second component, the City office and permit center component, would consist of an 18-story, 264-foot-tall tower (up to 284 feet to top of the parapet enclosing mechanical equipment) on 11th Street between Market and Mission Streets, with mid-rise podium elements up to 137 feet tall extending west and south from the tower. A 40-foot-deep portion of the former Coca-Cola building at 1500 Mission Street would be retained and used for retail space as part of the project; the clock tower would be included in this retention and rehabilitation as would a portion of the façade along 11th street. The remainder of the 1500 Mission Street building and all of the 1580 Mission Street building would be demolished. A publicly accessible, partially glass-roofed concourse (also referred to as the "forum") totaling approximately 8,650 square feet would separate the residential and retail components from the office development and provide pedestrian connectivity midway through the site from South Van Ness Avenue to 11th Street. Table 1 presents the proposed project characteristics for both components, which are further described below.

Table 1
Proposed Project Characteristics

Proposed Use	Description	Gross Building Area	
RESIDENTIAL/RETAIL	39 stories, 396 feet tall (416 feet to top of parapet)	712,790	sq. ft.
Residential Tower	550 units total. Including 110 affordable units	559,190	sq. ft.
Studios	55 units	-	
One-bedroom units	275 units	-	
Two-bedroom units	165 units	-	
Three-bedroom units	55 units	-	
Retail ^a	Ground floor and Level 2	60,000	sq. ft.
Basement Area ^b	Levels 1 and 2	93,600	sq. ft.
Vehicle Parking	275 residential spaces; 24 retail spaces; 4 car share	-	
Loading	3 spaces	-	
Class 1 Bicycle Parking	260 spaces, 2 showers, 12 lockers	-	
Class 2 Bicycle Sidewalk Racks	39 spaces	-	
OFFICE AND PERMIT CENTER	18 stories, 264 feet tall (284 feet to top of parapet)	554,950	sq. ft.
Offices	Floors 3 to 18	375,000	sq. ft.
Permit Center	Floors 1 and 2 on 11th Street	87,000	sq. ft.
Basement Area b	Levels 1 and 2	84,300	sq. ft.
Concourse/Forum	Level 1	8,650	sq. ft.
Vehicle Parking	80 – 120 spaces; 2 car share		
Loading	3 spaces	-	
Class 1 Bicycle Parking	103 spaces; 4 showers; 24 clothes lockers	-	
Class 2 Bicycle Sidewalk Racks	11 spaces	-	
OPEN SPACE	Residential, Office and Public Open Space	52,600	sq. ft.
Residential Open Space	Level 2 Courtyard, Podium	26,400	sq. ft.
Office Open Space	Roof Top	12,900	sq. ft.
Public Open Space	Concourse/Forum and alley	13,300	sq. ft.
COMBINED PROJECT	Residential, Retail, Office, Parking	1,267,740	sq. ft.
Total Site Area	Area of parcels at ground level	110,772	sq. ft. (2.5 acres)
Total Vehicle Parking	383-423 spaces; 6 loading	-	
Total Class 1 Bike Parking	363 spaces; 6 showers; 36 clothes lockers	-	
Total Class 2 Bike Sidewalk Racks	50 spaces	-	

^a Includes 5,200 square feet of retail in retained 1500 Mission Street building frontage.

SOURCE: Related California Urban Housing, SOM, April 2015.

^b Includes ramp to garage and garage circulation space in the basement.

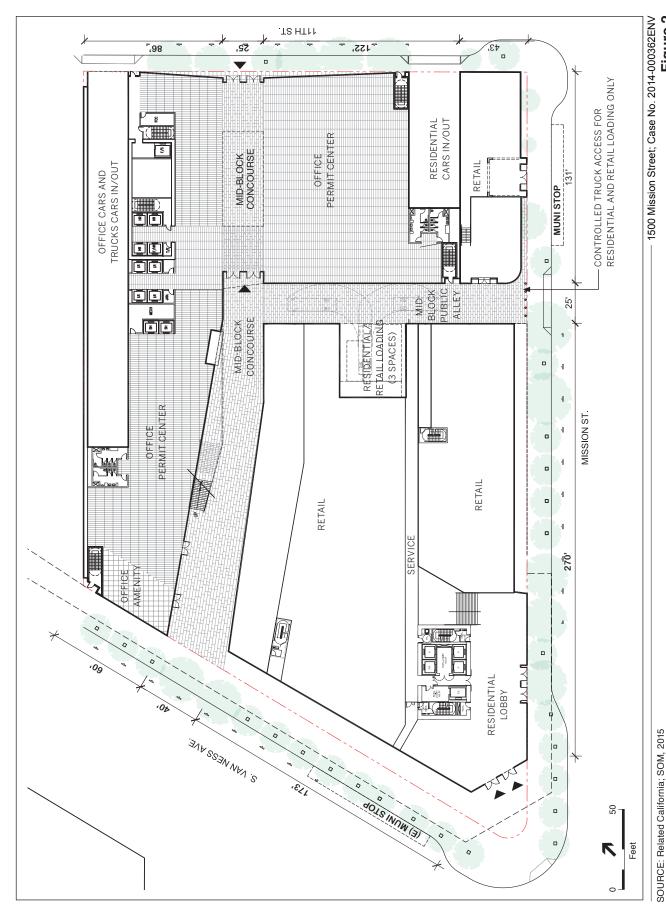


Figure 3
Proposed Floor Plan, Level 2

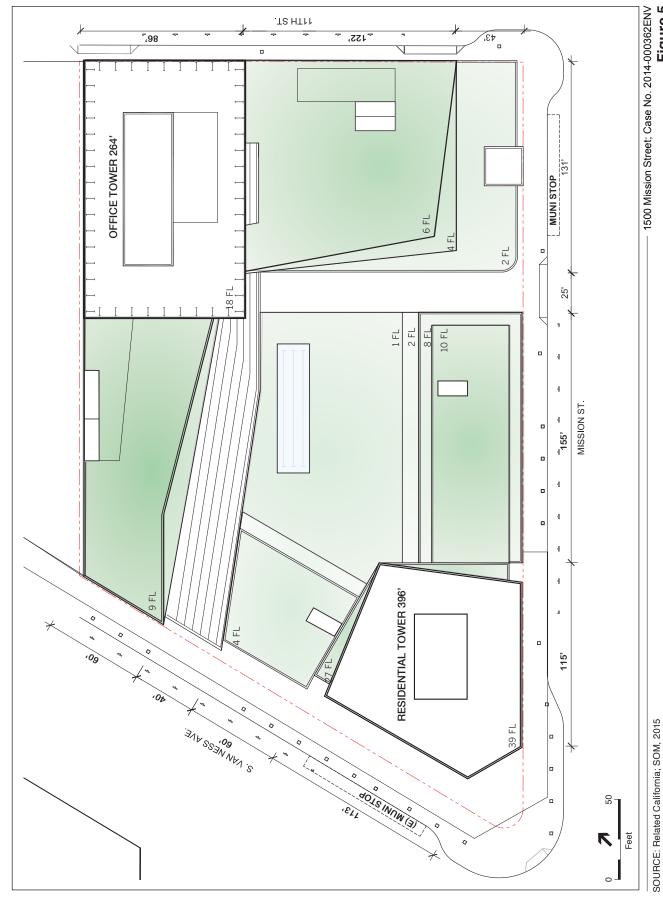
SOURCE: Related California; SOM, 2015

1500 Mission Street; Case No. 2014-000362ENV

Figure 4

Levels 3-6 Typical Podium Plan

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- 1500 Mission Street; Case No. 2014-000362ENV

- 1500 Mission Street

SOURCE: Related California; SOM, 2015

Residential and Retail Component

The proposed residential and retail component, approximately 712,790 total gross square feet (gsf), would contain approximately 559,190 gsf of residential space, 60,000 gsf of retail space, and approximately 26,400 gsf of common residential open space. The residential tower would be 39 stories and 396 feet tall (up to 416 feet tall to top of the parapet enclosing mechanical equipment) at the corner of Mission Street and South Van Ness Avenue, with a 10-story, 110-foot-tall podium wing extending east along Mission Street and a 4-story, 49-foot-tall podium wing extending north along South Van Ness Avenue. The residential component would contain approximately 550 dwelling units and would have its entrance lobby on Mission Street. Twenty percent of the units (approximately 110 dwelling units) would be inclusionary affordable units. Of the approximately 60,000 square feet of ground-floor and second-floor retail space, 5,200 square feet would be provided in a 40-foot-deep portion of the Mission Street frontage of the existing 1500 Mission Street building, which, as noted, would be retained as part of the project. A new north-south alley would provide truck access to a residential and retail freight loading area during certain hours, and pedestrian access would extend via this alley from Mission Street through the site to the mid-block pedestrian forum. The retail space is contemplated to be occupied by a combination of uses, including a grocery store, restaurants, and an athletic club. Vehicle and bicycle parking would be provided in two basement levels totaling approximately 93,600 gsf, with access via a two-way ramp on 11th Street approximately 40 feet north of Mission Street.

Office and Permit Center Component

The proposed office component, approximately 553,900 total gsf, would be occupied by City offices, including a permit center for the Departments of Building Inspection, Planning, and Public Works, and other City departments. The office tower would be developed at the northeast corner of the project site, with podium wings extending south along 11th Street toward Mission Street and west, through the site, to South Van Ness Avenue. The office podiums would be nine stories and 137 feet in height on South Van Ness Avenue and six-stories and 93-feet in height on 11th Street, with the tower rising to 18 stories and 264 feet tall (up to 284 feet tall to top of the parapet enclosing mechanical equipment) on 11th Street. The City's permit center would be located on the 11th Street podium wing just north of Mission Street, adjacent to the preserved portion of the 1500 Mission Street building frontage. The permit center would occupy about 87,000 square feet on the first two floors of the building; with 375,000 square feet of office space on the 16 floors above. Vehicle and bicycle parking for the office component would be provided in two below ground basement levels totaling approximately 84,300 gsf, with access via a two-way ramp at the northeastern corner of the site with access from 11th Street; trucks would use this same driveway to reach a below-grade loading dock. An early child care facility for City employees and others would be located in the office component. Upon completion of the proposed project, the City would relocate staff to the project site from current City offices in the vicinity.

Parking, Loading, and Bicycle Facilities

As noted, parking for both residential and office buildings would be provided below grade, as would offstreet freight loading for the office building. Three at-grade, off-street residential/retail freight loading spaces would be accessed via a curb cut on Mission Street leading to the north-south, mid-block alley connecting Mission Street and the office building forum. Automobile parking for the residential building (approximately 275 residential spaces [0.5 space per unit], 24 retail spaces and 4 car share spaces) would be provided under the residential building in two basement levels accessible from a new curb cut on 11th Street. Between 80 and 120 automobile parking spaces (depending on whether stackers are used) (plus 2 car share spaces) would be provided in two basement levels for the City office building, with access provided via a second new curb cut on 11th Street. Loading for the office building would be accessed from the 11th Street curb cut and three off-street loading spaces would be provided in the basement. In total, the proposed project would provide between 383 and 423 off-street parking spaces.

Bicycle parking and amenities would be provided for the residential units and retail space (approximately 260 Class 1 spaces, 2 showers, and 12 lockers) and office component (103 Class 1 spaces, 4 showers, and 24 clothes lockers) on the first basement level. Sidewalk bike racks would provide approximately 50 Class 2 bicycle parking spaces on Mission Street, South Van Ness Avenue,11th Street.

Open Space

Together, the podium levels of the two office and residential buildings would surround an approximately 18,000-square-foot, mid-block, second-floor open space courtyard for the use of project residents. Additional residential open space would be provided atop the podium wings of the residential building for a total of 26,400 square feet of residential open space. Up to 12,900 square feet of open space would be available atop the podium wings of the office building for use by City office workers. An approximately 8,650-square-foot partially glass-roofed publicly accessible pedestrian forum would separate the residential and retail component from the office component. An approximately 4,650 square foot alley extending from Mission Street to the forum would provide additional publicly accessible open space.

Landscaping

As part of the proposed project, the 18 existing street trees along South Van Ness Avenue, Mission Street, and 11th Street would be retained or replaced, and at least 39 new trees would be planted along the project sidewalks, and other sidewalk improvements would be made, consistent with the *Better Streets Plan* and in accordance with Planning Code Section 138.1.

Foundation and Excavation

The proposed project would require approximately 129,000 cubic yards of excavation for the building foundation and two basement levels. The project sponsor proposes to install a mat foundation or a drilled-in-place pile foundation to support the proposed buildings. Pile driving may be required as part of the proposed project.

Construction Schedule

Demolition and construction of the proposed project are estimated to take approximately 40 months (about 3.5 years), and are anticipated to commence in fall 2016. The project sponsor proposes to construct both buildings simultaneously.

APPROVALS REQUIRED

The project would require the following approvals:

- Amendments to the Market and Octavia Area Plan of the General Plan (Planning Commission recommendation; Board of Supervisors approval);
- Zoning Map Height and Bulk redesignations (Planning Commission recommendation; Board of Supervisors approval);
- Text amendments to the Planning Code to create a special use district to supersede the site's current Van Ness and Market Downtown Residential Special Use District zoning (Planning Commission recommendation; Board of Supervisors approval);
- A Downtown Project Authorization (Planning Code Section 309) (Planning Commission);
- Ratification of the City's conditional agreement to purchase the office building component (Board of Supervisors);
- Approval of lot merger and resubdivision applications (Department of Public Works); and
- Approval of demolition, grading and building permit applications (Department of Building Inspection).

SUMMARY OF POTENTIAL ENVIRONMENTAL ISSUES

The proposed project could result in potentially significant environmental effects. The Planning Department will prepare an initial study (IS) and focused environmental impact report (EIR) to evaluate the physical environmental effects of the proposed project. As required by the California Environmental Quality Act (CEQA), the EIR will further examine those issues identified in the IS to have potentially significant effects, identify mitigation measures, and analyze whether the proposed mitigation measures would reduce the environmental effects to a less-than-significant level. The IS will be published along with the Draft EIR as an appendix. The EIR also will evaluate a No Project Alternative, which will assume no change to the existing conditions on the project site, as well as additional project alternatives that could potentially reduce or avoid any significant environmental impacts associated with the proposed project.

As part of the review process under CEQA, the Planning Department will convene a public scoping meeting at which public comment will be solicited on the issues that will be covered in the EIR. This notice provides a summary description of the proposed project; identifies environmental issues anticipated to be analyzed in the EIR; and provides the time, date, and location of the public scoping meeting (see page 18 for information on the scoping meeting). The comments received during the public scoping process will be considered during preparation of the IS and EIR.

It is anticipated that the EIR will address environmental topics including cultural and paleontological resources, transportation and circulation, wind, and shadow. Environmental impacts related to land use

and land use planning, population and housing, noise, air quality, greenhouse gas emissions, recreation and open space, utilities and service systems, public services, biological resources, geology and soils, hydrology and water quality, hazards and hazardous materials, mineral and energy resources and agricultural and forest resources are anticipated to be analyzed in the IS, unless significant impacts are identified that cannot be mitigated to a less-than-significant level, in which case, any such impacts analysis will be included in the EIR. The environmental issues to be addressed are described briefly below. The project meets all of the requirements of a transit-oriented infill development project under Senate Bill 743; therefore, aesthetics and parking will not be considered in determining if the project has the potential to result in significant environmental effects. However, visual simulations will be included within the project description of the EIR for reference.

Land Use and Planning

The topic of Land Use and Land Use Planning will describe existing land uses on and near the project site and analyze whether the proposed project would physically divide an established community, result in land use conflicts within the Downtown Plan and Market and Octavia Plan areas and vicinity, or have a substantial impact on the existing character of the vicinity as a result of the proposed project.

Population and Housing

The topic of Population and Housing will include analysis of the proposed project's potential impact related to population, employment and housing, and displacement.

Cultural and Paleontological Resources

The former Coca-Cola Bottling Company building at 1500 Mission Street is considered an historical resource for purposes of CEQA review. The proposed project would demolish the one-story warehouse and basement parking garage portion of this building and preserve the clock tower and 40 foot setback of the building fronting Mission Street for incorporation into the proposed project. Accordingly, the historic significance of the building and the impacts on the resource of the proposed partial demolition of/alteration to the building will be the subject of a Historical Resources Evaluation (HRE) report. The EIR will summarize the results of the HRE, which will be prepared by a qualified consultant and independently evaluated by the Planning Department's Preservation staff. The EIR will describe the historical resources on the project site, and will identify potential impacts on these historic resources. The potential effects on subsurface cultural (archeological) resources and on paleontological resources and human remains also will be analyzed.

Transportation and Circulation

The proposed project would generate new traffic to and from the project site, as well as increases in transit ridership, pedestrian and bicycle activity, and loading demand. A Transportation Impact Study will be prepared for the proposed project in accordance with the Planning Department's *Transportation Guidelines for Environmental Review* (October 2002). The study will include an analysis of specific transportation impacts and mitigation measures associated with the proposed circulation scheme and construction-period impacts. The EIR will summarize the findings of the transportation study. The EIR impact analysis will also analyze transit conditions, pedestrian and bicycle conditions, and freight loading, and will discuss parking conditions for informational purposes. The EIR transportation analysis

will also evaluate cumulative effects of anticipated development, transit, and streetscape improvements in the Market and Octavia Plan area and along Market and Mission Street and South Van Ness Avenue.

Noise

The topic of Noise will include analysis of noise compatibility standards for residential and office land uses, and discuss the long-term impacts of noise that could result from the proposed project. Short-term construction-related noise and vibration impacts also will be described, and the analysis will evaluate the potential for noise from the project to adversely affect nearby sensitive land uses and for the project to be adversely affected by nearby noise-generating uses.

Air Quality

The topic of Air Quality will include analysis of consistency of the proposed project with applicable air quality plans and standards, the potential for the proposed project to result in emissions of criteria air pollutants and other toxic air contaminants (TACs) that may affect sensitive populations, as well as the potential for the project to result in sources of odor. The air quality analysis will include quantification of both construction-related and operational air pollutant emissions.

Greenhouse Gas Emissions

The topic of Greenhouse Gas Emissions will include an analysis of the proposed project's consistency with the City's Greenhouse Gas Reduction Strategy and the degree to which the proposed project's greenhouse gas emissions could result in a significant effect on the environment.

Wind and Shadow

The topic Shadow will include an evaluation of the potential for the proposed project to result in 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. The topic of Wind will evaluate the potential to alter wind in a manner that substantially affects public areas. Wind-tunnel testing will be undertaken to evaluate potential ground-level wind impacts on nearby sidewalks and public spaces.

Recreation

The topic of Recreation will include an analysis of whether the proposed project could adversely affect existing parks and open spaces.

Utilities and Service Systems

The topic of Utilities and Service Systems will include analysis of potable water and wastewater treatment capacity, and will discuss disposal of solid waste that may be generated by the proposed project. This topic will also include an assessment of whether the proposed project would require the construction of new water, wastewater treatment, and/or stormwater drainage facilities, and if so, whether that construction could result in adverse environmental effects.

Public Services

The topic of Public Services will include analysis of whether existing public services (e.g., schools, police and fire protection, etc.) would be adversely affected by the proposed project. The analysis will determine whether project implementation would result in an inability of service providers to maintain adequate levels of service and/or a need for new or expanded facilities.

Biological Resources

The topic of Biological Resources will include analysis of any substantial adverse effect on important biological resources or habitats, such as trees or the movement of any native resident or migratory bird species.

Geology and Soils

The topic of Geology and Soils will include an analysis related to the susceptibility of the project site to seismic activity, liquefaction, landslides, erosion, soil stability, and risks to life or property.

Hydrology and Water Quality

The topic of Hydrology and Water Quality will assess the potential for the proposed project to violate water quality standards or waste discharge requirements or result in effects to groundwater supplies. The analysis will also consider the degree to which the proposed project could affect drainage patterns or create water runoff that could affect stormwater drainage systems. Finally, the analysis will consider the potential of the project to place housing within a flood hazard area.

Hazards and Hazardous Materials

This topic will analyze the potential for the proposed project to encounter hazardous material in soils or groundwater, emit or handle hazardous materials, or interfere with an emergency response plan.

Mineral and Energy Resources

The topic of Mineral and Energy Resources will include analysis of potential project impacts on existing mineral and energy resources.

Agricultural and Forest Resources

The topic of Agricultural and Forest Resources will include analysis of potential project impacts on existing agricultural and forest resources.

Other CEQA Issues

The IS and EIR analysis will identify feasible mitigation measures intended to lessen or reduce significant environmental impacts of the proposed project. Pursuant to CEQA and the State CEQA Guidelines, the EIR also will analyze a range of alternatives that would reduce or avoid one or more significant environmental impacts identified in the EIR, including, potentially, a Code-Complying Alternative, a Preservation Alternative, and a No Project Alternative, as described in CEQA Guidelines Section 15126.6.

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

FINDING

This project could have a significant effect on the environment and a focused environmental impact report will be prepared. This finding is based upon the criteria of the Guidelines of the State Secretary for Resources, Sections 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 or EIR does not indicate a decision by the City to approve or to disapprove the project. However, prior to making any such decision, the decision makers must review and consider the information contained in the EIR.

PUBLIC SCOPING PROCESS

Pursuant to the State of California Public Resources Code Section 21083.9 and CEQA Guidelines Section 15206, the Planning Department will hold a public scoping meeting to receive oral comments concerning the scope of the EIR. The meeting will be held on Tuesday, June 2, 2015, at 6:00 p.m., in One South Van Ness Avenue, second floor, in the Atrium conference room. Written comments will also be accepted at this meeting and until 5:00 p.m. on Monday, June 15, 2015. Written comments should be sent or emailed to Sarah B. Jones, Environmental Review Officer, San Francisco Planning Department, 1650 Mission Street, Suite 400, San Francisco, CA 94103, or sarah.b.jones@sfgov.org and should reference the project title and case number on the front of this notice.

State Agencies: We need to know the views of your agency as to 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. Thank you.

Members of the public are not required to provide personal identifying information when they communicate with the Commission or the Department. All written or oral communications, including submitted personal contact information, may be made available to the public for inspection and copying upon request and may appear on the Department's website or in other public documents.

Sarah B. Jones

Environmental Review Officer

May 13, 2015