



SAN FRANCISCO PLANNING DEPARTMENT

MEMO

DATE: November 16, 2015

TO: Tiffany Bohee, Executive Director, Office of Community
Investment and Infrastructure
Mohammed Nuru, Director, San Francisco Public Works
Bruce Storrs, San Francisco City and County Surveyor

CC: Barbara Moy, San Francisco Public Works
Paul Mabry, San Francisco Public Works
Corey Teague, Assistant Zoning Administrator
Joy Navarrete, Senior Environmental Planner
Elaine Warren, Deputy City Attorney

FROM: John Rahaim, ~~Director of Planning~~

RE: Golden State Warriors Event Center & Mixed Use Development

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This memo is to provide clarification to questions raised by Thomas N. Lippe in letters to the Planning Commission dated November 5, 2015, and to the Bureau of Street Use and Mapping on November 6, 2015, regarding the office design review by the Planning Commission on November 5, 2015, for the Golden State Warriors Event Center, Mission Bay South Blocks 29 and 31. In that letter, Mr. Lippe questioned the total amount of office space that the Planning Department identified in its staff report as subject to the office allocation requirements under Proposition M. The staff report determined that the Warriors were proposing to construct a total of 576,922 square feet of office in two buildings. The South Street building would contain 309,436 square feet of office space, and the 16th Street building would contain 267,486 square feet of office space.

Mr. Lippe pointed out that this excluded 25,000 square feet of office space in the arena building, which the SEIR said would be part of the project (SEIR, Table 3-1, pages 3-17). The Planning Department did not include the approximately 25,000 square feet of office space in its calculations of office space requiring an allocation under the provisions of Proposition M because management office space within and supporting the 750,000 square foot event center use is a minor accessory use to the event center use and not a separate office component under Planning Code Section 204.

Mr. Lippe also questioned the amount of office space currently authorized for the subject property, which the staff report stated as 677,020 square feet. The subject property is in fact authorized for up to 677,020 square feet of office development, per the following actions:

- **Creation of the Alexandria District:**

Planning Commission Motion 17709 (attached) established the Alexandria Mission Bay Life Sciences and Technology Development District ("District") in 2008. That motion combined several previous office allocations within the District boundaries into an aggregate pool of 1,122,980 square feet and authorized Alexandria Real Estate Equities, Inc. ("Alexandria") to request 227,020 additional square feet of allocation for a total of 1,350,000 square feet for the District. The previous allocations had allocated office space presuming that the proposed buildings would have 100% office occupancy. In fact, laboratory use, rather than office, occupied significant portions of the floor space of most of these previously proposed buildings, so that 100% office allocation was not needed. The District, which included additional properties besides those that had already received allocations, was created so that office space within the District would comprise approximately 50% of the built-out square footage, but any individual building could have up to 100% of its area used as office. Subsequent to approval of Motion 17709, Alexandria by letters to the Planning Department in 2010 and 2011, requested allocation of the additional 227,020 square feet of office allocation (attached letters dated November 5, 2010, and October 21, 2011) so that it had secured the full 1,350,000 square feet of office space authorization by the end of 2011.

- **Transfer of Office Allocation Within District**

Motion 17709 also authorized Alexandria to transfer any amount of office allocation from the aggregate pool to any property within the District upon transfer of ownership. At no time could Alexandria transfer more office allocation to a property within the District boundaries than was remaining within the District aggregate pool. On December 7, 2010, Alexandria reported to the Planning Department that it transferred the property commonly referred to as Mission Bay South Development Blocks 29, 30, 31, and 32 to Bay Jacaranda No. 2932, LLC, a Delaware limited liability company (attached). As part of that transfer, Alexandria allocated 677,020 square feet of the office space authorization in the District pool to the transferred property. Alexandria also advised that it had transferred 1455 Third Street and 1515 Third Street to Bay Jacaranda No. 2627 LLC, a Delaware limited liability company, with 422,980 square feet of office authorization, and Blocks 33 and 34 to Bay Jacaranda No. 3334, LLC, a Delaware limited liability company, with no office authorization. Thus as shown in an August 27, 2013 accounting from Alexandria (attached), by that date it had transferred 1,100,000 square feet of the 1,350,000 square feet of office allocation and retained 250,000 square feet.

- **Golden State Warriors Site Office Allocation**

As stated, in December 7, 2010, Alexandria reported to the Zoning Administrator that it had transferred Mission Bay South Development Blocks 29, 30, 31, and 32 to Bay Jacaranda No. 2932, LLC, with 677,020 square feet of office space authorization. Bay Jacaranda No. 2932, LLC, in its most recent report to the Planning Commission on September 15, 2015, confirmed that Mission Bay South Development Blocks 29, 30, 31, and 32 continued to be allocated 677,020 square feet of office space (attached).

Based on this documentation, the subject property currently contains a total of 677,020 square feet of office space authorization. The project approved by the Planning Commission on November 5, 2015 for office development on Blocks 29 and 31 contains approximately 576,922 square feet of office space. Thus, the proposed office development on these blocks is within the office allocation approved by the Planning Commission by Motion No. 17709 and this project required no additional office allocation beyond that previously approved in Motion No. 17709.



SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

- ☐ Inclusionary Housing (Sec. 315)
- ☐ Jobs Housing Linkage Program (Sec. 313)
- ☐ Downtown Park Fee (Sec. 139)

- ☒ First Source Hiring (Admin. Code)
- ☐ Child Care Requirement (Sec. 314)
- ☒ Exactions to be administered by Redevelopment Agency

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Planning Commission Motion 17709

HEARING DATE: OCTOBER 2, 2008

Date: September 18, 2008
Case No.: 2008.0850B
Project Address: Mission Bay South Blocks 26, 27, 29-32, 33-34, and 41-43
Zoning: Commercial-Industrial and Commercial Industrial Retail Districts
HZ-5 and HZ-7 Height Districts
Project Sponsor: Ms Terezia Nemeth
Alexandria Real Estate Equities, Inc
1700 Owens Street, Suite 500
San Francisco, CA 94158
Staff Contact: Craig Nikitas – (415) 558-6306
craig.nikitas@sfgov.org

ADOPTING FINDINGS PURSUANT TO RESOLUTION 14702 AND TO SECTIONS 321 AND 322 OF THE PLANNING CODE FOR PROJECT AUTHORIZATION UNDER THE ANNUAL OFFICE LIMITATION PROGRAM, FOR CREATION OF AN ALEXANDRIA MISSION BAY LIFE SCIENCES AND TECHNOLOGY DEVELOPMENT DISTRICT ("DEVELOPMENT DISTRICT"), FOR WHICH PREVIOUSLY ALLOCATED OFFICE SPACE AND FUTURE ALLOCATIONS WOULD BE LIMITED TO 1,350,000 SQUARE FEET, DISTRIBUTED AMONG DESIGNATED BUILDINGS ON PARCELS OF THE DEVELOPMENT DISTRICT OVER THREE ALLOCATION PERIODS, WITH REPORTING REQUIREMENTS, STIPULATING THAT FUTURE DEVELOPMENTS UNDERGO DESIGN APPROVAL PURSUANT TO PLANNING COMMISSION RESOLUTION 14702, AND ADOPTING ENVIRONMENTAL FINDINGS, FOR BLOCKS 26, 27, 29-32, 33-34, AND 41-43, IN THE MISSION BAY SOUTH REDEVELOPMENT AREA, IN COMMERCIAL-INDUSTRIAL-RETAIL AND COMMERCIAL-INDUSTRIAL ZONING DISTRICTS, AND HZ-5 AND HZ-7 HEIGHT DISTRICTS.

PREAMBLE

On September 17, 1998, by Resolution No. 14702, the Planning Commission (hereinafter "Commission") determined that the Mission Bay South Redevelopment Plan ("MBS Plan") provides for a type, intensity, and location of development that is consistent with the overall goals, objectives, and policies of the General Plan, as well as the Eight Priority Policies of Section 101.1(b) of the Planning Code ("Code").

Under that Resolution, the Commission also determined that the office development contemplated in the MBS Plan in particular promotes the public welfare, convenience and necessity, and therefore, that the

determination required pursuant to Section 321 *et seq.* of the Code for office development shall be deemed to have been made for all specific office development projects undertaken pursuant to the MBS plan.

Further, the Commission considered under Resolution 14702 the guidelines set forth in Section 321(b)(3)(A)-(G) and determined that the apportionment of office space over the anticipated 30-year build-out of the South Plan Area will remain within the limits set by Section 321, and will maintain a balance among economic growth, housing, transportation, and public services, pursuant to terms of the MBS Plan and Plan Documents, which provide for the appropriate construction and provision of housing, roadways, transit, and all other necessary public services in accordance with the Infrastructure Plan (as defined in the MBS Plan Documents).

In its consideration of Resolution 14702, the Commission reviewed the design guidelines of the MBS Plan Area, as set forth in the MBS Design for Development Document ("D for D") and determined that the standards and guidelines in the D for D will ensure the design quality of any proposed office development. The Commission resolved to review and approve the designs of specific office developments in the Plan Area using the D for D guidelines and standards, when such proposals would be subject to the provisions of Section 321 *et seq.*, to confirm that said development is consistent with the findings set forth in Resolution 14702.

The Commission further resolved that, upon confirming that a specific development is consistent with the findings set forth in Resolution 14702, the Commission would issue a project authorization for that development.

The development of office space is an element of the MBS Plan, which, among other things, provides for: "Strengthening the economic base of the Plan Area and the community by strengthening retail and other commercial functions in the Plan Area through the addition of approximately 335,000 leasable square feet of retail space ... and about 5,953,600 leasable square feet of mixed office, research and development and light manufacturing uses."

On July 16, 2008, Ms. Terezia Nemeth of Alexandria Real Estate Equities Inc. ("Project Sponsor") filed Application No. 2008.0850B ("Application") with the Planning Department ("Department"), requesting project authorization pursuant to Resolution 14702 and Planning Code Section 321, for creation of the Alexandria Mission Bay Life Sciences and Technology District ("Development District"), for which previously allocated office space and future allocations would be limited by this authorization to 1,350,000 leasable square feet of office space, until entirely allocated, as further described below ("Project").

On September 25, 2008, the Commission continued on Case No. 2008.0850B to a duly noticed public hearing at a regularly scheduled meeting of October 2, 2008.

On October 2, 2008, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Case No. 2008.0850B.

The Commission has heard and considered the testimony presented to it at the public hearing and has further considered written materials and oral testimony

In evaluating the Project's Application, the Commission has reviewed and considered the Summary and Draft Motion, and other materials pertaining to this Project in the Department's case files, has reviewed and heard testimony and received materials presented on behalf of the applicant, Department staff, and other interested parties.

Motion 17709
Hearing Date: October 2, 2008

CASE NO 2008.0850B
Alexandria Mission Bay L.S. & T. District

MOVED, that the Commission hereby approves the Development District and authorizes the phased office space allocation pursuant to Section 321 *et seq.* as requested by Case 2008.0850B, subject to these findings and the conditions contained in Exhibit A, attached hereto and incorporated herein by reference, based on the following findings:

FINDINGS

Having reviewed the materials identified in the Preamble and Recitals above, and having heard all testimony and arguments, this Commission finds, concludes, and determines as follows:

1. The above recitals are accurate and also constitute findings of this Commission.
2. The Redevelopment Agency of the City and County of San Francisco (the "Agency") is implementing the Mission Bay South ("MBS") Plan pursuant to and in accordance with Community Redevelopment Law of the State of California
3. **Site Description and Present Use.** The Development District comprises Blocks 26, 27, 29-32, 33-34, and 41-43, in the Mission Bay South Project Area, all located in Commercial-Industrial-Retail and Commercial-Industrial Zoning Districts, and HZ-5 and HZ-7 Height Districts. The following map delineates the Development District, with designated blocks shaded in dark tone:



Alexandria Real Estate Equities is a major developer of life science and technology buildings in Mission Bay. Their holdings in the Blocks of the Development District are approximately 25.8 acres in total area. These properties have previously received approximately 1.126 million square feet of large cap office allocation, and presently undeveloped sites could be built with approximately an additional 1.7+ million square feet of potential office space (including three active applications).

Several parcels on these blocks have been developed with or are under construction of previously authorized biotech-office projects, or with parking structures and other infrastructure and uses permitted or required by the MBS Plan and Plan Documents.

4. **Previous Office Authorizations.** Previous Commission authorizations for office uses in the Development District are summarized in the Table 1 below:

MB South Block	Address	Case #	Motion	Date	Status	Previous Allocation
41-43 / 1	1700 Owens St	2002.0301B	16397	05/02/02	complete	160,100
41-43 / 4	1600 Owens St	2006.1216B	17332	10/26/06	complete	228,000
41-43 / 5	1500 Owens St	2006.1212B	17333	10/26/06	complete	158,500
26	1455 Third St	2006.1509B	17401	03/22/07	constr'n	373,487
27	1515 Third St	2006.1536B	17400	03/22/07	constr'n	202,893
Total						1,122,980

Table 1: Previously Approved Alexandria Mission Bay Office Allocations

5. **Pending Office Authorizations.** Three projects are pending before the Commission for authorization and design review. Under the terms of the Development District, they would not be allocated individual office allowances, but would draw square footage from one pooled allocation established for the entire Development District, following approval of their designs. These projects, calendared for consideration by the Commission at this hearing, are summarized below in Table 2:

MB South Block	Address	Case #	Max. Potential Office Area
30	600 Terry Francois Bl	2008.0484B	312,932
32	650 Terry Francois Bl	2008.0483B	291,367
41-43 / 7	1450 Owens St	2008.0690B	61,581
Total			665,880

Table 2: Pending (Active) Alexandria Development District Office Applications

6. **Future Office Authorizations.** Remaining lots on Blocks 29, 31, 33, and 34 are proposed to be developed with potential office space to the maximum areas as shown below in Table 3:

MB South Block	Address	Potential Office Area
29 and 31	unknown	515,700
33-34	unknown	400,000
Total		915,700

Table 3: Future Potential Alexandria Development District Office Applications

7. **Project Description:** In order to provide flexibility in the leasing and use by, and to meet the needs of modern life science and technology tenants, project authorizations for such buildings in Mission Bay have previously been allocated office square footage from the annual limit as though these buildings would have 100% office occupancy. In fact, laboratory use, rather than office, currently occupies a significant portion of the floor space of most of these buildings.

The proposed Development District provides for the condition that 100 percent of the potential office space in each building is not needed, and therefore sets a limit to the office space authorized for all office development in the Development District at 50 percent of the build-out. Any individual building within the Development District could have up to 100% of its area used as office, but the total office use allocation within the Development District is capped until the entire allocation is utilized within the District. Upon demonstration to the Zoning Administrator by the Project Sponsor that the Development District's allocation is fully utilized, then and only then may the Project Sponsor or its successors and transferees file applications for additional allocations of office space.

Creation of a Development District comprising the Project Sponsor's Mission Bay holdings would allow each building within the Development District to expand or contract the amount of its office space, while keeping the aggregate amount of office allocation in the Development District at or below the total allocated amount.

The previously approved projects as allocated at 100% office total 1,122,980 leasable square feet. Three immediately pending projects, with active applications for authorization before this Commission, have total potential office occupancy of 665,880 square feet. Remaining future build-out in the Development District, for which applications have not yet been filed, would have potential office areas of 915,700 leasable square feet. Therefore, within the Development District, total potential office use if all buildings were fully occupied by office uses would total approximately 2.7 million leasable square feet.

Project Sponsor has stated that it can meet its current business requirements and the needs of its current and potential tenants with an allocation of about 50% of the total floor space proposed for development, or 1.35 million leasable square feet out of a total 2.7 million leasable square feet slated for construction. With allocations already approved, Project Sponsor could thus request an additional 227,020 leasable square feet under the provisions of this authorization.

The Zoning Administrator letters regarding classification of office, Science Administration, Science Support and Laboratories space, dated August 28, 2001 and April 22, 2002 and attached to this Resolution as Exhibits B and C respectively will be used in administering the Development District.

Conditions of Approval shall require the following:

- requiring each building with an office component larger than 25,000 square feet to undergo design review and Planning Commission approval in accord with Resolution 14702;
- requiring semi-annual reporting to ensure that the Development District allocation is not exceeded;
- allocating the additional 227,020 leasable square feet sufficient to reach 50% of the leasable area occupied as office, over several approval periods (allocation years) upon application by Project Sponsor;

- requiring that if developed properties transfer ownership, the office allocation assigned to that parcel will be set as a maximum allocation for that site, and deducted from the available allocation within the Development District;
 - requiring that if undeveloped parcels transfer ownership, that a maximum allocation be established for each such site, and deducted from the available allocation within the Development District;
8. **Environmental Review:** The Agency and the Planning Department, together acting as co-lead agencies for conducting environmental review for the MBS Plan, and other permits, approvals and related and collateral actions related to the Mission Bay Redevelopment Project (the "Project"), prepared and certified a Final Subsequent Environmental Impact Report (the "FSEIR"). The Agency and Commission certified the FSEIR for the Project on September 17, 1998 by Resolution No. 182-98 and Resolution No. 14696, respectively. Also on September 17, 1998, the Agency and the Commission, by Resolution No.183-98 and Resolution No. 14697, respectively, adopted environmental findings (and a statement of overriding considerations, that the unavoidable negative impacts of the Project are acceptable because the economic, social, legal, technological and other benefits of the Project outweigh the negative impacts on the environment) pursuant to the California Environmental Quality Act ("CEQA") and State Guidelines in connection with the approval of the MBS Plan and other Project approvals. On October 19, 1998, the Board of Supervisors adopted Motion No. 98-132 affirming certification of the FSEIR by the Planning Commission and the Agency, and by Resolution No. 854-98 adopting environmental findings (and a statement of overriding considerations).

To date, the Agency and Planning Department have prepared six addenda to the Mission Bay FSEIR. The first, dated March 21, 2000, analyzed interim parking lots for the Giants ballpark project. The second, dated June 20, 2001, addressed Infrastructure Plan revisions related to 7th Street bike lanes and relocation of a storm drain outfall. In a third addendum dated February 10, 2004, the Agency revised the South D for D with respect to the maximum allowable number of towers, tower separation and required step-backs. The Agency also revised the South D for D with respect to the permitted maximum number of parking spaces for bio-technical and similar research facilities, and to make certain changes to the North Owner Participation Agreement between Catellus Development Corporation and the Agency to reflect a reduction in permitted commercial development and associated parking, all as described in a fourth addendum dated March 9, 2004. Addendum #5, dated October 4, 2005, considered information contained in the certified UCSF Long Range Development Plan ("LRDP") FEIR. Finally, Addendum #6, dated September 10, 2008, considered information contained in a Draft Environmental Impact Report for UCSF Medical Center at Mission Bay ("UCSF DEIR") to analyze (1) at a project level for the first phase of the Mission Bay Medical Center, and (2) at a programmatic level the a second phase of the medical center ("Proposed Medical Center"). The UCSF DEIR was "tiered"¹ from the program-level environmental analysis presented in the LRDP FEIR and focused on environmental effects that were not fully considered in the program level analysis of the LRDP FEIR.

Pursuant to the California Public Resources Code (PRC) Section 21090 and Section 15180 of the State CEQA Guidelines, all public and private activities or undertakings pursuant to or in furtherance of a redevelopment plan constitute a single project, and the FSEIR on the Redevelopment Plan shall be

¹ See CEQA Guidelines sections 15152(d) and 15168 (c) and (d).

treated as a program EIR with no subsequent EIRs required for individual components of the Redevelopment Plan because events specified in PRC Section 21166 and State CEQA Guidelines Sections 15162 or 15163 have not occurred. Specifically, no substantial changes in the Project, no substantial changes in the circumstances under which the Project is being undertaken, and no new information has become available that would cause new significant environmental impacts. Also, no mitigation measures or alternatives previously found to be infeasible have been found to be feasible, and no different mitigation measures or alternatives that would substantially reduce one or more significant effects of the Project have been identified. The application for Case 2008.0850B, requesting project authorization pursuant to Resolution 14702 and Planning Code Section 321, for creation of the Alexandria Mission Bay Life Sciences and Technology District ("Implementing Action"), is an undertaking pursuant to and in furtherance of the Plan pursuant to CEQA Guidelines Section 15180.

The Planning Commission, based upon its review of the FSEIR, hereby finds that: (1) the Implementing Action does not incorporate modifications into the Project analyzed in the FSEIR and will not require important revisions to the FSEIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously-identified significant effects; (2) no substantial changes have occurred with respect to the circumstances upon which the Project analyzed in the FSEIR was undertaken which would require major revisions to the FSEIR due to the involvement of new significant environmental effects or a substantial increase in the severity of effects identified in the FSEIR; (3) no new information of substantial importance to the Project analyzed in the FSEIR has become available which would indicate (a) the Implementing Action will have significant effects not discussed in the FSEIR; (b) significant environmental effects will be substantially more severe, (c) mitigation measures or alternatives found not feasible which would reduce one or more significant effects have become feasible; or (d) mitigation measures or alternatives which are considerably different from those in the FSEIR will substantially reduce one or more significant effects on the environment; (4) the Implementing Action is within the scope of the Project described and analyzed in the FSEIR; and (5) no new environmental documentation is required.

9. Section 321- Available Allocation: Section 304.11 of the MBS Plan and Planning Code Sections 320 through 325, prohibit office development of MBS from exceeding the annual limitation pursuant to Planning Code Section 321 *et seq.*

At present, Project Sponsor, has allocations permitting occupancy of 1,122,980 leasable square feet of office. Applications are calendared for authorization for the three pending projects listed in Table 2 that have a combined potential office area of 665,880 leasable square feet. With approval of those projects but no additional allocation at present, that would approve approximately 1,788,860 square feet of potential office, with an authorization of 63 percent of the total building area (completed plus authorized space) for office use.

As of October 18, 2009 or thereafter, and in accordance with Planning Code Sections 321-322, the Project Sponsor could request a modified allocation of an additional 100,000 square feet for the Development District. As of October 18, 2010 or thereafter, Project Sponsor could request a modified allocation of an additional 100,000 square feet for the Development District. As of October 18, 2011 or thereafter, Project Sponsor could request a modified allocation of a final 93,000 square feet for the Development District. Upon the final allocation, a total of 1,418,931 square feet would be allocated among a final build-out of 2,837,512 square feet of potential office space, or 50% of office use within the buildings of the District.

Allocation Date	New Allocation	Cumulative Allocation	Cumulative Build Out	Percent Allowed For Office
Before 9/25/08	0	1,122,980	1,122,980	100%
On 9/25/08	0	1,122,980	1,788,860	63%
After 10/18/09	100,000	1,222,980	2,140,378*	57%*
After 10/18/10	100,000	1,322,980	2,488,945*	53%*
After 10/18/11	27,020	1,350,000	2,698,000	50%
Total	227,020	* Estimated- future applications may vary		

Table 4: Allocation Schedule for the Development District

This schedule of phased authorization will ensure that, in accord with Resolution 14702, adequate office space can be allocated to those projects within the Development District that are determined to be in compliance with the D for D requirements, while also complying with Section 321 of the Planning Code forbidding exceedance of the square footage available for allocation in any given annual cycle. This schedule also makes square footage available in each cycle for other future projects within the City.

10. Section 321- Approval Criteria: Pursuant to Resolution 14702, the Commission is charged with determining whether a project seeking authorization conforms to applicable standards in the D for D Document, which supersedes the criteria set forth in Section 321 and other provisions of the Code except as provided in the MBS Plan. The projects previously approved were determined to have met the MBS Redevelopment Plan and the D for D Document standards and guidelines, and requirements for childcare, public art, and other provisions of the Plan Documents, and retain that design approval, along with all previously imposed conditions of approval. Future projects requesting authorization will be brought before the Commission for design review in accord with Resolution 14702, and upon determination by the Commission that such proposals are in conformity with the D for D and other applicable requirements, office space may be allocated for such new structures from the unassigned amount available in the Development District.
11. Public Comment. The Department has received no expressions of opposition to the proposed authorization of the Development District.
12. The Commission, after carefully balancing relevant public and private interests, hereby finds that authorization of the Project would promote the health, safety and welfare of the City.

DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES** the project authorization requested via Case No. 2008.0711X subject to the following conditions attached hereto as EXHIBIT A (Conditions of Approval) which is incorporated herein by reference as though fully set forth.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this project authorization to the Board of Appeals within fifteen days after the date of this Motion No.17xxx. The effective date of this Motion shall be the date of this Motion if not appealed (after the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. For further information, please contact the Board of Appeals at (415) 575-6880, 1650 Mission Street, Third Floor, San Francisco, CA 94103.

I hereby certify that the foregoing Motion was adopted by the Planning Commission on **October 2, 2008**.

Linda Avery
Commission Secretary

AYES: Antonini, Borden, Lee, Miguel, Moore, Olague

NAYS: [none]

ABSENT: Sugaya

ADOPTED: October 2, 2008

Exhibit A Conditions of Approval
Exhibit B Addendum 6 to the Mission Bay FSEIR
Exhibit C Zoning Administrator Letter of Determination dated August 28, 2001
Exhibit D Zoning Administrator Letter of Determination dated April 22, 2002

Exhibit A

Conditions of Approval

Whenever "Project Sponsor" is used in the following conditions, the conditions shall also bind any successor to the Project or other persons having an interest in the Project or underlying property. For purposes hereof, the term "office space", shall be as defined in Section 321 of the Planning Code and further subject to the interpretations of the Zoning Administrator Letters of Determination dated August 28, 2001 and April 22, 2002 attached to the Resolution as Exhibits C and D and incorporated herein by reference as though fully set forth.

This approval is pursuant to Resolution 14702 and to Sections 321 and 322 of the Planning Code for project authorization under the annual office limitation program, for creation of an Alexandria Mission Bay Life Sciences and Technology Development District ("Development District"), for which previously allocated office space and future allocations would be limited to 1,350,000 leasable square feet, distributed among designated buildings on parcels of the Development District, and over several allocation periods.

1. Authorization for construction of future buildings in the Development District with an office component would be subject to Planning Commission review with regard to design for compliance with the Mission Bay South Design for Development document ("D for D") and in accord with Resolution 14702.
2. Application fees for compliance approval hearings shall be those established in Planning Code Article 3.5 for Project Authorization (Annual Limit) applications.
3. Project Sponsor shall report in a form acceptable to the Zoning Administrator prior to February 17 and September 17 of each year on the area of built out space for each building in the Development District, and the leasable square footage utilized as office space in each.
4. Project Sponsor shall advise the Zoning Administrator on the first pending sale or transfer to occur after the date of this Motion, of each property, developed or not, and shall identify the amount of office space allocated to the transferred property. The Project Sponsor shall record a Notice of Special Restrictions on the transferred property explicitly limiting the area allowed for office use within the Development District. Said office area shall be deducted from the allocation for the remaining properties in the Development District, and new Notices of Special Restriction recorded on those remaining properties. Applications for additional office allocation for properties within or formerly within the Development District may be made in accord with the provision of Condition 6 below.
5. The 227,020 leasable square feet of office space under the annual limit that remains unallocated as of the date of this Resolution shall be allocated to the Development District in phases, in accord with the following schedule: As of October 18, 2009 or thereafter, an additional 100,000 leasable square feet will be, upon request, allocated for the Development District. As of October 18, 2010 or thereafter, an additional 100,000 leasable square feet will be, upon request, allocated for the Development District. As of October 18, 2011 or thereafter, a final 27,020 leasable square feet will be, upon request, allocated for the Development District. Upon the final allocation, a total of 1,350,000 leasable square feet would be allocated among a final build-out of 2,698,000 leasable square feet of potential office space, or approximately 50% of office use within the buildings of the Development District.

6. The total office use within the Development District is capped at 1,350,000 leasable square feet until such time as the entire allocation has been built and leased for office space. If Project Sponsor documents that the entire 1,350,000 leasable square foot allocation has been leased for office space, only then could Project Sponsor or its successors or transferees file an application, in accordance with the terms and conditions set forth in the Mission Bay South Redevelopment Plan and related Plan documents, to receive additional office allocation up to the total 2,698,000 leasable square feet of Project Sponsor's Commercial Industrial entitlement at Mission Bay.
7. Recordation. The Zoning Administrator shall approve and order the recordation of a notice in the Official Records of the Recorder of the City and County of San Francisco, against all Parcels within Mission Bay Blocks comprising the Development District, which notice shall state that construction of the Project has been authorized by and is subject to all conditions of this Motion. From time to time after the recordation of such notice, at the request of the Project Sponsor, the Zoning Administrator shall affirm in writing the extent to which the conditions of this Motion have been satisfied, and record said writing if requested.



ALEXANDRIA®

November 5, 2010

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Acting Zoning Administrator
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SAN FRANCISCO, CA 94158
TEL: 415 554 8844
FAX: 415 554 0142

Re: Planning Code Sections 321 and 322
Request for Allocation of Additional Square Feet
Alexandria Mission Bay Life Sciences and Technology Development District

Dear Mr. Sanchez:

Alexandria Real Estate Equities, Inc. ("Project Sponsor"), is submitting this request in connection with the Alexandria Mission Bay Life Sciences and Technology Development District (the "Development District") created by Motion 17709 (the "Motion") adopted by the San Francisco Planning Commission on October 2, 2008. Enclosed, for your convenient reference, is a copy of the Motion.

Pursuant to Item 3 set forth in the Conditions of Approval for the Motion (the "Conditions"), Project Sponsor provides periodic reports to the Zoning Administrator as to the square footage used as office space in each building in the Development District. On January 15, 2010, Project Sponsor provided such a report to the Zoning Administrator indicating that, as of the preparation of such report, the aggregate square footage used as office space in all of the buildings in the Development District was 87,567 square feet (out of the existing total of 1,122,980 square feet of office space authorizations allocated to the Development District). Enclosed, for your convenient reference, is a copy of the January 2010 report.

Since Project Sponsor's delivery of the January 2010 report, most of the building located at 1500 Owens Street has been leased. Further, the building located at 455 Mission Bay Boulevard South is nearing completion and tenants are beginning to take occupancy. Finally, affiliates of Project Sponsor recently sold property within the Development District to unrelated third parties, and Project Sponsor agreed to allocate a specific amount of office space authorizations to such property (Project Sponsor will be advising the Zoning Administrator of the specifics of those transactions in a separate letter).

Accordingly, Project Sponsor hereby requests that an additional 200,000 square feet of office space authorizations be allocated to the Development District, as expressly provided in Item 5 set forth in the Conditions:

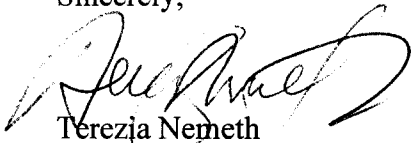
Mr. Scott Sanchez
San Francisco Planning Department
November 5, 2010
Page 2

"As of October 18, 2009 or thereafter, an additional 100,000 leasable square feet will be, upon request, allocated for the Development District. As of October 18, 2010 or thereafter, an additional 100,000 leasable square feet will be, upon request, allocated for the Development District."

As a result of such allocation, a total of 1,322,980 square feet of office space authorizations has been allocated to the Development District (which will be reduced by the amount of office space authorizations being allocated to the property recently sold).

Thank you for your assistance and feel free to contact me at 415-554-8847 or at tnemeth@labspace.com at any time.

Sincerely,



Terezia Nemeth
Vice President Asset Services and Development
Mission Bay

Encls.

cc: John Rahaim, Planning Director
Steve Richardson
David Meyer, Esq.
Leaselegal



ALEXANDRIA®

January 15, 2010

1700 OWENS STREET
SUITE 500
SAN FRANCISCO, CA 94158
TEL: 415 554 8844
FAX: 415 554 0142

Mr. Craig Nikitas
San Francisco Planning Department
1650 Mission Street, Suite 500
San Francisco, California 94103-2479

Re: Planning Code Sections 321 and 322 / Project Authorization Report
Alexandria Mission Bay Life Sciences and Technology Development District

Dear Mr. Nikitas:

This report ("Report") is being submitted on behalf of Alexandria Real Estate Equities, Inc. ("Project Sponsor") for the Alexandria Mission Bay Life Sciences and Technology Development District (the "Development District") created by Motion 17709 (the "Motion") adopted by the San Francisco Planning Commission on October 2, 2008.

In accordance with Item 3 set forth in the Conditions of Approval for the Motion, Project Sponsor is pleased to provide the leasable square footage utilized as office space in each building in the Development District as of the date of this Report (such information is detailed in the attached summary report and supporting diagrams).

There has been no change to the leasable square footage utilized as office space in the 1700 Owens Street building and, therefore, we are not re-submitting the diagrams included in the report that Project Sponsor submitted in January, 2009. We can provide those diagrams again, however, if necessary.

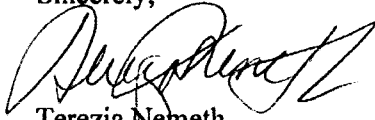
Please provide us with any questions or comments that you may have as soon as possible. If we do not receive any questions or comments by February 18, 2010, we will assume that this Report is acceptable and can be considered final.

Finally, please be advised that, in July, 2009, ARE-San Francisco No. 15, LLC (a wholly-owned subsidiary of Project Sponsor) transferred the 1500 Owens Street building to ARE-San Francisco No. 36, LLC (another wholly-owned subsidiary of Project Sponsor). Since Project Sponsor retained ultimate ownership and control of the 1500 Owens Street building, the requirements of Item 4 set forth in the Conditions of Approval for the Motion do not apply.

Mr. Craig Nikitas
San Francisco Planning Department
January 15, 2010
Page 2

Thank you for your assistance and feel free to contact me at 415-554-8847 or at tnemeth@labspace.com at any time.

Sincerely,



Terezia Nemeth
Vice President Asset Services and Development
Mission Bay

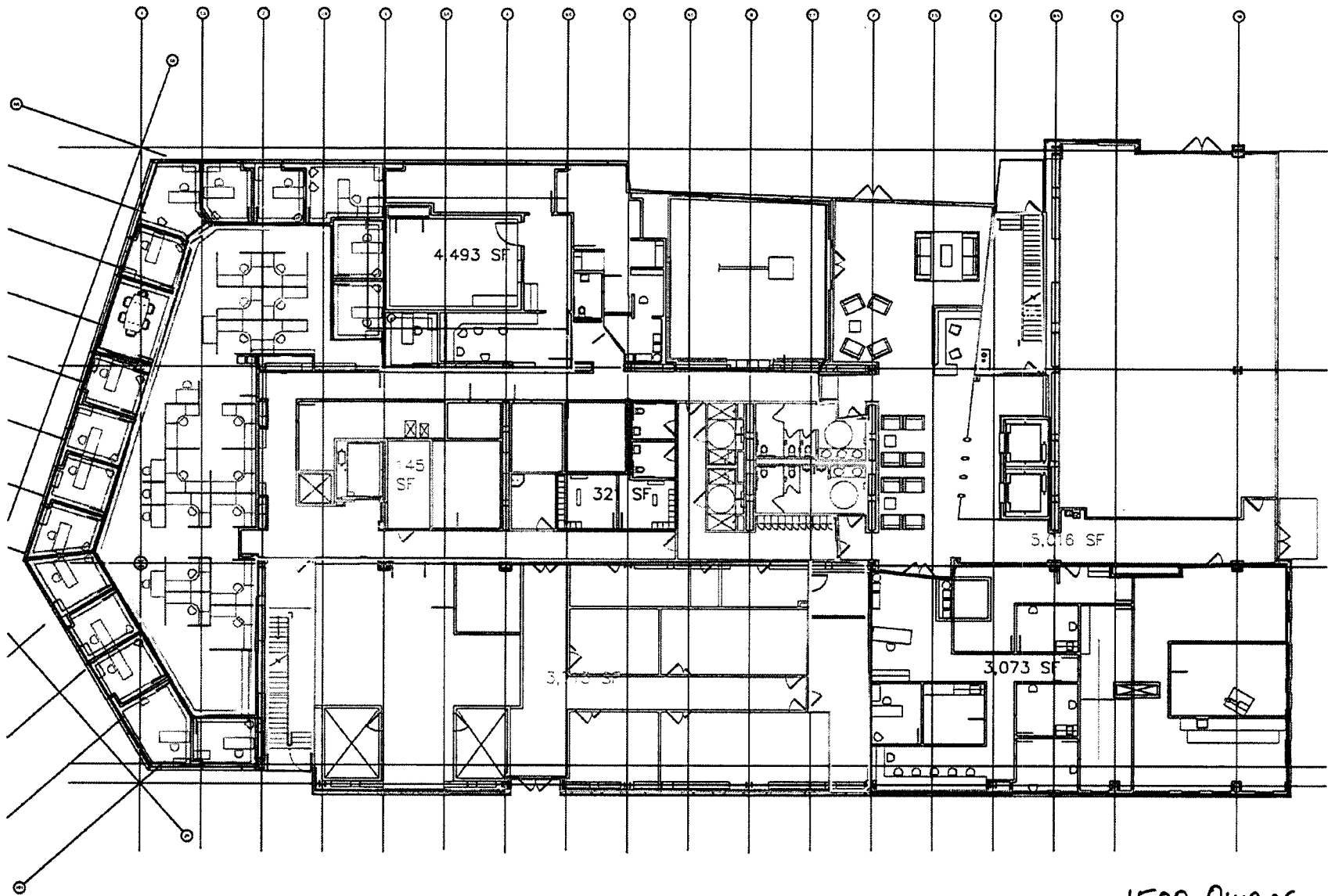
Encl.

cc: Steve Richardson
Neil Sekhri, Esq.
David Meyer, Esq.
Leaselegal

ALEXANDRIA MISSION BAY LIFE SCIENCES AND TECHNOLOGY DISTRICT
Section 321 Allocation Summary Report
Jan-10

Parcel	Address	Date Building Design Approved by Planning Commission	Section 321 SF Approved for use in MB District	Section 321 SF Currently Used per Floor	Section 321 SF Remaining Unused	Building Status	Description of Uses per Floor
41-43/1	1700 Owens Street	5/2/2002	160,100		80,833	Completed shell	
	First Floor			14,218		Fully occupied	Labs, office, retail, lobby
	Second Floor			10,704		Fully occupied	Labs, office
	Third Floor			11,309		Fully occupied	Labs, office
	Fourth Floor			10,252		Fully occupied	Labs, office
	Fifth Floor			32,784		Fully occupied	Office only
41-43/4	1600 Owens Street	10/26/2006	228,000		228,000	Piles in ground	
	First Floor						
	Second Floor						
	Third Floor						
	Fourth Floor						
	Fifth Floor						
	Sixth Floor						
	Seventh Floor						
	Eight Floor						
	Ninth Floor						
	Tenth Floor						
41-43/5	1500 Owens Street	10/26/2006	158,500		150,200	Completed shell	
	First Floor			8,300		Fully occupied	Medical clinic w/offices, retail, lobby
	Second Floor			0		Fully occupied	No office space, only medical uses
	Third Floor					Vacant	
	Fourth Floor					Vacant	
	Fifth Floor					Vacant	
	Sixth Floor					Vacant	
41-43/7	1450 Owens Street	10/2/2008	-		-	Schematic design	
	First Floor						
	Second Floor						
26	1455 Third Street	3/22/2007	373,487		373,487	Bldg permit app.	
	First Floor						
	Second Floor						
	Third Floor						
	Fourth Floor						
	Fifth Floor						
	Sixth Floor						

	Seventh Floor				
	Eight Floor				
	Ninth Floor				
	Tenth Floor				
26	455 Mission Bay Blvd South	3/22/2007	-	-	Completed shell
	First Floor				Vacant
	Second Floor				Vacant
	Third Floor				Vacant
	Fourth Floor				Vacant
	Fifth Floor				Vacant
27	1515 Third	3/22/2007	202,893	202,893	Bldg permit app
	First Floor				
	Second Floor				
	Third Floor				
	Fourth Floor				
	Fifth Floor				
	Sixth Floor				
29	1655 Third Street	tbd	-	-	Design pending
30	600 Terry Francois Blvd	10/2/2008	-	-	Schematic design
	First Floor				
	Second Floor				
	Third Floor				
	Fourth Floor				
	Fifth Floor				
	Sixth Floor				
31	1725 Third Street	tbd	-	-	Design pending
31	400 16th Street	tbd	-	-	Design pending
32	650 Terry Francois Blvd	10/2/2008	-	-	Schematic design
	First Floor				
	Second Floor				
	Third Floor				
	Fourth Floor				
	Fifth Floor				
	Sixth Floor				
33	1825 Third Street	tbd	-	-	Design pending
34	1955 Third Street	tbd	-	-	Design pending
CURRENT SECTION 321 SF DISTRICT					
ALLOCATION AND STATUS			1,122,980	87,567	1,035,413
Pending	Additional Allocation	10/18/2009	100,000		
Pending	Additional Allocation	10/18/2010	100,000		
Pending	Additional Allocation	10/18/2011	93,000		
					Application not submitted yet



1500 Owens
First Floor



ALEXANDRIA.

October 21, 2011

Mr. Scott Sanchez
Acting Zoning Administrator
San Francisco Planning Department
1650 Mission Street, Suite 400
San Francisco, California 94103-2479

Re: Planning Code Sections 321 and 322
Request for Allocation of Additional Square Feet
Alexandria Mission Bay Life Sciences and Technology Development District

Dear Mr. Sanchez:

Alexandria Real Estate Equities, Inc. ("Project Sponsor"), is submitting this request in connection with the Alexandria Mission Bay Life Sciences and Technology Development District (the "District") created by Motion 17709 (the "Motion") adopted by the San Francisco Planning Commission on October 2, 2008. Enclosed, for your convenient reference, is a copy of the Motion.

As provided in the Motion, a total of 1,122,980 square feet of office space authorizations were allocated to the District upon the creation of the District. In November, 2010, Project Sponsor requested an allocation to the District of an additional 200,000 square feet of office space authorizations, as expressly provided in Item 5 set forth in the Conditions of Approval for the Motion (the "Conditions"). Such additional allocation was expressly authorized in Item 1 set forth in the Conclusions (the "Authorization Conclusions") included in the March 16, 2011, letter from the Zoning Administrator to Project Sponsor. Enclosed, for your convenient reference, is a copy of such letter. As noted in Item 1 set forth in the Authorization Conclusions, this additional allocation yields a total of 1,322,980 square feet of office space authorizations allocated to the District.

Project Sponsor hereby requests an allocation to the District of an additional 27,020 square feet of office space authorizations, as expressly provided in Item 5 set forth in the Conditions:

"As of October 18, 2011 or thereafter, a final 27,020 leasable square feet will be, upon request, allocated for the Development District."

With such additional allocation, a total of 1,350,000 square feet of office space authorizations will be allocated to the District. As noted in Item 2 set forth in the Authorization Conclusions, a total of 1,100,000 square feet of office space authorizations

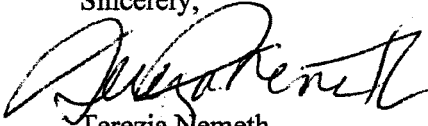
Mr. Scott Sanchez
San Francisco Planning Department
October 21, 2011
Page 2

have been allocated to properties in the District that are no longer owned by Project Sponsor or its subsidiaries. Deducting this allocation from the total of 1,350,000 square feet of office space authorizations yields a total of 250,000 square feet of office space authorizations allocated to properties in the District that continue to be owned by Project Sponsor or its subsidiaries.

With respect to the properties in the District that continue to be owned by Project Sponsor or its subsidiaries, Project Sponsor is pleased to inform you that, since April 2011 (when Project Sponsor delivered its most recent office space usage report pursuant to Item 3 set forth in the Conditions), most of the building located at 455 Mission Bay Boulevard South has been leased or is under option, and approximately 90% of such building is now occupied.

Thank you for your assistance and feel free to contact me at 415-554-8847 or at tnemeth@are.com at any time.

Sincerely,



Terezia Nemeth
Vice President Asset Services and Development
Mission Bay

Encls.

cc: John Rahaim, Planning Director
Steve Richardson
David Meyer, Esq.
Leaselegal



SAN FRANCISCO PLANNING DEPARTMENT

November 28, 2011

Ms. Terezia Nemeth
Vice President Asset Services and Development, Mission Bay
Alexandria Real Estate Equities, Inc.
1700 Owens Street, Suite 590
San Francisco CA 94158

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

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

Re: Status of the Alexandria Life Sciences & Technology District

Dear Ms. Nemeth,

Thank you for your letter of October 21, 2011, regarding the Alexandria Mission Bay Life Sciences and Technology Development District ("the District").

Background. Established by Planning Commission Motion Number 17709 ("the Motion"), the District was created in October of 2008 with a total possible allocation of 1,350,000 square feet of office space to be used both by previously allocated office space and future allocations at designated buildings within the District. Of the total 1.35 million square feet, 227,020 square feet were to be authorized for allocation only upon request and in specific annual allotments on October 18 of 2009, 2010 and 2011. 200,000 square feet of office space, representing the 2009 and 2010 supplemental authorizations, were authorized through my March 16, 2011 letter to you.

Reporting. Condition 3 of Exhibit A of the Motion requires that the Project Sponsor submit a report to the Zoning Administrator prior to February 17 and September 17 each year describing the area of built-out space for each building in the District along with the leasable square footage utilized as office space. The most recent such report, submitted to the Planning Department on April 1, 2011 ("April Report"), indicates that a total of 151,569 square feet are being utilized as allocated office space. In keeping with the reporting schedule set forth in the Motion, a new report is required at this time.

Determination. Your October 21 letter requested that 27,020 square feet of office space be authorized for the District as set forth in Condition 5 of Exhibit A of the Motion. Pursuant to the terms of the Motion, the requested 27,020 square feet are hereby authorized. Please note that all supplemental allocations set forth in the Motion are now depleted and the full 1.35 million square foot authorization has been reached.

Of the 1.35 million square feet of authorized office space in the District, you have chosen to allocate 1.1 million square feet to properties which are no longer owned by the Project Sponsor or its subsidiaries. Based on the April Report, of the remaining 250,000 authorized square feet, a total of 151,569 square feet have been allocated to properties which continue to be owned by the Project Sponsor. This yields 98,431 authorized square feet of office space remaining for allocation within the District.

As you are aware, the Motion allows for flexibility and future transfers of both authorized and allocated office space. For example, if you should wish to re-allocate some or all of the 151,569 square feet of office space that is currently allocated to properties that you own within the District, you are free to do so, so long as you report any such re-allocation to the Department pursuant to the terms of the Motion.

Ms. Terezia Nemeth
Alexandria Real Estate Equities
November 28, 2011
Page 2 of 2

We appreciate your continued compliance with the terms of the Motion and look forward to further discussions as the District matures. If you have questions about this letter or other issues relating to the District, please contact Daniel Sider of my staff at (415) 558-6697 or at dan.sider@sfgov.org.

APPEAL: If you believe this determination represents an error in interpretation of the Planning Code or abuse in discretion by the Zoning Administrator, an appeal may be filed with the Board of Appeals within 15 days of the date of this letter. For information regarding the appeals process, please contact the Board of Appeals located at 1650 Mission Street, Room 304, San Francisco, or call (415) 575-6880.

Sincerely,



Scott F. Sanchez
Zoning Administrator

cc: Daniel A. Sider, Planning Department

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SAN FRANCISCO PLANNING DEPARTMENT

March 16, 2011

Ms. Terezia Nemeth
Vice President Asset Services and Development, Mission Bay
Alexandria Real Estate Equities, Inc.
1700 Owens Street, Suite 590
San Francisco CA 94158

1850 Mission St.
Suite 400
San Francisco,
CA 94103-2479

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

Re: Property Transfers within the Alexandria Life Sciences & Technology District

Dear Ms. Nemeth,

Thank you for your letters of November 5 and December 7, 2010, regarding certain property transfers within the Alexandria Mission Bay Life Sciences and Technology Development District ("the District"). *This letter supersedes my letter to you of March 9, 2011.*

Background. Established by Planning Commission Motion Number 17709 ("the Motion"), the District was created in October of 2008 with a total possible allocation of 1,350,000 square feet of office space to be used both by previously allocated office space and future allocations at designated buildings within the District. Of the total 1.35 million square feet, 227,020 square feet is to be allocated only upon request and in specific annual allotments on October 18 of 2009, 2010 and 2011. Under the specific terms of the Motion, and in deference to the nature and flexibility of modern life science and technology tenants, buildings in the District are assumed to have no more than one-half of their total floor area occupied as office space. This ratio of office to non-office usage applies throughout the District such that individual buildings may offer different individual ratios so long as the District-wide ratio remains at or below one-half office space.

Reporting. Condition 3 of Exhibit A of the Motion requires that the Project Sponsor submit a report to the Zoning Administrator ("Report") prior to February 17 and September 17 each year describing the area of built-out space for each building in the District along with the leasable square footage utilized as office space.

The most recent required Report that was submitted to the Planning Department is dated January 2010. Despite Departmental authorizations to allocate of a total of 1,122,980 square feet of office space to various buildings within the District, the report indicates that a total of only 87,567 square feet are being utilized as allocated office space.

Transfer. Condition 4 of Exhibit A of the Motion requires that any transfer of property ownership within the District be reported to the Zoning Administrator so that the maximum office allocation for the transferred site be finalized and the total remaining allocation available within the District be adjusted accordingly.

Your December 7th letter indicates that on November 1, 2010, three transfers took place: (1) Mission Bay South Development Blocks 29, 30, 31, and 32 [a.k.a. Assessor's Block 8722, Lots 001 and 008] to which 677,020 square feet of office space has been allocated, (2) 1455 Third Street [a.k.a. Assessor's Block 8721, Lot 033] and 1515 Third Street [a.k.a. Assessor's Block 8721, Lot 029] to which 422,980 square feet of office space has been allocated, and (3) Mission Bay South Development Blocks 33 and 34 [a.k.a. Assessor's Block 8725, Lots 001 and 004] to which zero square feet of office space has been allocated. These transfers account for a total of 1.1 million square feet of allocated office space. Your letter states that, in compliance with the Motion, Notices of Special Restrictions (NSR's) will be

www.sfplanning.org

recorded against both the transferred properties and remaining properties in the District in order to reflect this activity.

Conclusions. Based on the foregoing, my findings are as follows:

1. Your November 5th letter requested that a further 200,000 square feet of office space be authorized for the District as set forth in Condition 5 of Exhibit A of the Motion. Pursuant to the terms of the Motion, the requested space is hereby so authorized. When aggregated with the 1,122,980 square feet of office space authorized by the Planning Commission in previous years, this yields a total office square footage authorization of 1,322,980 square feet. Pursuant to the terms of the Motion, this authorized space is yours to be allocated within the District as you see fit.
2. Your December 7th letter indicated that you have chosen to allocate 1.1 million square feet of authorized office space to properties which are in the District but are no longer owned by the Project Sponsor or its subsidiaries. Deducting this allocation from the total 1,322,980 authorized square feet of office space yields 222,980 remaining authorized square feet to be allocated within the District as you see fit.
3. The most recent Report indicated that a total of 87,567 authorized square feet of office space has been allocated to properties which are in the District and that continue to be owned by the Project Sponsor. Deducting this allocation from the remaining 222,980 authorized square feet of office space yields 135,413 remaining authorized square feet for your allocation within the District.
4. Under the terms of the Motion, 27,020 additional authorized square feet will become available at your request and for your exclusive allocation on October 18, 2011. When aggregated with the current remaining 135,413 authorized office square feet, a total of 162,433 authorized office square feet will be available for allocation within the District as you see fit.
5. Aggregating the current remaining 135,413 square feet of authorized (but unallocated) office square feet along with the presumed future authorization of 27,020 office square feet and the 87,567 square feet of office space already allocated but still within the Sponsor's control yields a total of 250,000 square feet of future remaining cumulative authorization. The Motion explicitly allows for flexibility and future transfers of both authorized *and allocated* office space. For example, if you should wish to re-allocate some or all of the 87,567 square feet of office space that is currently allocated to properties that you own within the District, you are free to do so, so long as you report any such re-allocation to the Department pursuant to the terms of the Motion.

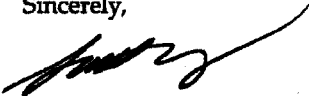
Requirements. As set forth in Condition 3 of the Motion, please submit a revised report at your earliest convenience. Additionally, we would ask that you please transmit to us copies of the NSR's recorded in connection with the recent property transfers.

We appreciate your continued compliance with the terms of the Motion and look forward to further discussions as the District matures. If you have questions about this letter or other issues relating to the District, please contact Daniel Sider of my staff at (415) 558-6697 or at dan.sider@sfgov.org.

Ms. Terezia Nemeth
Alexandria Real Estate Equities
Page 3 of 3

APPEAL: If you believe this determination represents an error in interpretation of the Planning Code or abuse in discretion by the Zoning Administrator, an appeal may be filed with the Board of Appeals within 15 days of the date of this letter. For information regarding the appeals process, please contact the Board of Appeals located at 1650 Mission Street, Room 304, San Francisco, or call (415) 575-6880.

Sincerely,



Scott F. Sanchez
Zoning Administrator

cc: Daniel A. Sider, Planning Department

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ALEXANDRIA.

December 7, 2010

1700 OWENS STREET
SUITE 590
SAN FRANCISCO, CA 94158
TEL: 415 554 8844
FAX: 415 554 0142

VIA OVERNIGHT COURIER

Mr. Scott Sanchez
Acting Zoning Administrator
San Francisco Planning Department
1650 Mission Street, Suite 400
San Francisco, California 94103-2479

Re: Planning Code Sections 321 and 322
Notice of Transfer / Allocation of Office Space
Alexandria Mission Bay Life Sciences and Technology Development District

Dear Mr. Sanchez:

Alexandria Real Estate Equities, Inc. ("Project Sponsor"), is providing this notice in connection with the Alexandria Mission Bay Life Sciences and Technology Development District (the "Development District") created by Motion 17709 (the "Motion") adopted by the San Francisco Planning Commission on October 2, 2008. Enclosed, for your convenient reference, is a copy of the Motion.

In accordance with Item 4 set forth in the Conditions of Approval for the Motion (the "Conditions"), Project Sponsor hereby advises the Zoning Administrator of the following transfers of property:

- (a) On November 1, 2010, ARE-San Francisco No. 16, LLC, a Delaware limited liability company and an affiliate of Project Sponsor, transferred the property commonly referred to as Mission Bay South Development Blocks 29, 30, 31, and 32 to Bay Jacaranda No. 2932, LLC, a Delaware limited liability company that is unaffiliated with Project Sponsor. The transferred property is more particularly described on Exhibit A-1 attached hereto. Project Sponsor allocated **677,020 square feet** of office space authorizations to the transferred property. For your convenience, the contact information for the transferee is set forth below:

Bay Jacaranda No. 2932, LLC
c/o salesforce.com, inc.
The Landmark @ One Market, Suite 300
San Francisco, California 94105
Attention: Mr. Tim Alonso
Re: Mission Bay (Blocks 29-32), SF, CA
Facsimile No.: 415-901-4616

- (b) On November 1, 2010, ARE-San Francisco No. 19, LLC, a Delaware limited liability company and an affiliate of Project Sponsor, transferred the property commonly referred to as 1455 Third Street and 1515 Third Street to Bay Jacaranda No. 2627, LLC, a Delaware limited liability company that is unaffiliated with Project Sponsor. The transferred property is more particularly described on Exhibit A-2 attached hereto. Project Sponsor allocated **422,980 square feet** of office space authorizations to the transferred property. For your convenience, the contact information for the transferee is set forth below:

Bay Jacaranda No. 2627, LLC
c/o salesforce.com, inc.
The Landmark @ One Market, Suite 300
San Francisco, California 94105
Attention: Mr. Tim Alonso
Re: Mission Bay (Blocks 26-27), SF, CA
Facsimile No.: 415-901-4616

- (c) On November 1, 2010, ARE-San Francisco No. 22, LLC, a Delaware limited liability company and an affiliate of Project Sponsor, transferred the property commonly referred to as Mission Bay South Development Blocks 33 and 34 to Bay Jacaranda No. 3334, LLC, a Delaware limited liability company that is unaffiliated with Project Sponsor. The transferred property is more particularly described on Exhibit A-3 attached hereto. Project Sponsor allocated **no** office space authorizations to the transferred property. For your convenience, the contact information for the transferee is set forth below:

Bay Jacaranda No. 3334, LLC
c/o salesforce.com, inc.
The Landmark @ One Market, Suite 300
San Francisco, California 94105
Attention: Mr. Tim Alonso
Re: Mission Bay (Blocks 33-34), SF, CA
Facsimile No.: 415-901-4616

In accordance with Item 4 set forth in the Conditions, (i) Project Sponsor and each buyer of a transferred property will record a Notice of Special Restrictions against such transferred property explicitly limiting the office space allowed on such transferred property, and (ii) Project Sponsor will record new Notices of Special Restrictions against the remaining properties in the Development District reflecting the office space authorizations allocated to such remaining properties after deducting the office space authorizations allocated to the transferred properties.

Mr. Scott Sanchez
San Francisco Planning Department
December 7, 2010
Page 3

Thank you for your assistance and feel free to contact me at 415-554-8847 or at tnemeth@labspace.com at any time.

Sincerely,

A handwritten signature in black ink, appearing to read 'Terezia Nemeth', written in a cursive style.

Terezia Nemeth
Vice President Asset Services and Development
Mission Bay

Encl.

cc: John Rahaim, Planning Director
Kelley Kahn, SFRA
Tim Alonso
Paul Luongo
Steve Richardson
David Meyer, Esq.
Leaselegal

EXHIBIT A-1

Legal Description of Mission Bay Blocks 29, 30, 31, and 32

Real property in the City of San Francisco, County of San Francisco, State of California, described as follows:

PARCEL ONE:

LOT 1, BLOCK 8722, AS SHOWN ON THAT CERTAIN MAP ENTITLED "MAP OF MISSION BAY", RECORDED JULY 19, 1999, IN BOOK Z OF MAPS, PAGES 97-119, IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, CALIFORNIA, AS CORRECTED BY THAT CERTAIN "CERTIFICATE OF CORRECTION" RECORDED SEPTEMBER 16, 2002, IN BOOK I223, PAGE 596, AS INSTRUMENT NUMBER 2002-H244619 AND IN BOOK/REEL I926, PAGE/IMAGE 0376, AS INSTRUMENT NUMBER 2005-H985511, IN THE OFFICE OF SUCH RECORDER.

EXCEPTING THEREFROM THAT PORTION THEREOF DESCRIBED IN THAT CERTAIN GRANT DEED DATED OCTOBER 25, 2002, EXECUTED BY CATELLUS DEVELOPMENT CORPORATION, A DELAWARE CORPORATION, TO THE CITY AND COUNTY OF SAN FRANCISCO, A CHARTER CITY AND COUNTY, RECORDED DECEMBER 11, 2002, IN BOOK I281, PAGE 340, INSTRUMENT NO. 2002-H309022, IN THE OFFICE OF SUCH RECORDER.

ASSESSOR'S PARCEL NUMBER: LOT 001, BLOCK 8722 (A PORTION)

PARCEL TWO:

THAT CERTAIN REAL PROPERTY DESCRIBED IN THAT CERTAIN QUITCLAIM DEED DATED NOVEMBER 5, 2002, EXECUTED BY THE CITY AND COUNTY OF SAN FRANCISCO, A CHARTER CITY AND COUNTY, TO CATELLUS DEVELOPMENT CORPORATION, A DELAWARE CORPORATION, RECORDED DECEMBER 11, 2002, IN BOOK I281, PAGE 341, INSTRUMENT NO. 2002-H309023-00, IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

THE LOT AND BLOCK HEREINAFTER MENTIONED ARE IN ACCORDANCE WITH THAT CERTAIN MAP ENTITLED "MAP OF MISSION BAY", RECORDED JULY 19, 1999, IN BOOK Z OF MAPS, PAGES 97-119, IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA.

COMMENCING AT THE MOST SOUTHWESTERLY CORNER OF PARCEL 28, AS SAID PARCEL IS DESCRIBED IN THE QUITCLAIM DEED TO THE CITY AND COUNTY OF SAN FRANCISCO, RECORDED JULY 19, 1999, IN BOOK H429, PAGE 512 (INSTRUMENT NO. 99-G622160) OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO, SAID POINT OF COMMENCEMENT ALSO BEING THE MOST

SOUTHWESTERLY CORNER OF BLOCK 8722, LOT 2 AS SHOWN ON SAID MAP (Z MAPS 97);

THENCE, EASTERLY ALONG THE SOUTHERLY LINE OF SAID PARCEL 28, SAID LINE ALSO BEING THE SOUTHERLY LINE OF SAID LOT 2, NORTH 86° 49' 04" EAST 10.91 FEET TO THE POINT OF BEGINNING;

THENCE, ALONG THE EXTERIOR BOUNDARY OF SAID PARCEL 28, SAID LINES ALSO BEING THE EXTERIOR BOUNDARY OF SAID LOT 2, THE FOLLOWING THREE (3) COURSES:

- 1) NORTH 86° 49' 04" EAST, 18.25 FEET,
- 2) NORTH 03° 10' 56" WEST, 20.00 FEET, TO A POINT ON THE ARC OF A NON-TANGENT CURVE CONCAVE NORTHEASTERLY, HAVING A RADIUS OF 24.16 FEET, TO WHICH POINT A RADIAL LINE BEARS SOUTH 03° 10' 56" EAST,
- 3) WESTERLY AND NORTHWESTERLY ALONG SAID CURVE, HAVING A RADIUS OF 24.16 FEET, THROUGH A CENTRAL ANGLE OF 53° 55' 35", AN ARC DISTANCE OF 22.74 FEET, TO A POINT THAT BEARS NORTH 05° 37' 34" WEST FROM SAID POINT OF BEGINNING;

THENCE, LEAVING SAID EXTERIOR BOUNDARY OF PARCEL 28 AND SAID LOT 2, SOUTH 05° 37' 34" EAST, 29.96 FEET, TO THE POINT OF BEGINNING.

ASSESSOR'S PARCEL NUMBER: LOT 008, BLOCK 8722

[The foregoing legal descriptions do not include any exceptions or reservations or any easements or other rights that may be appurtenant to such real property]

EXHIBIT A-2

Legal Description of 1455 Third Street and 1515 Third Street

Real property in the City of San Francisco, County of San Francisco, State of California, described as follows:

PARCEL ONE (1455 THIRD STREET):

LOT 3, AS SHOWN ON FINAL MAP 5156, FILED NOVEMBER 25, 2009, IN BOOK CC OF SURVEY MAPS AT PAGES 197 THROUGH 201 IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA.

ASSESSOR'S PARCEL NUMBER: LOT 033, BLOCK 8721

PARCEL TWO (1515 THIRD STREET):

ALL BLOCK AND LOT LINES HEREINAFTER MENTIONED ARE IN ACCORDANCE WITH THAT CERTAIN MAP ENTITLED "FINAL MAP 4141 – PLANNED DEVELOPMENT MISSION BAY (26-28)" IN BOOK BB OF MAPS AT PAGES 179 THROUGH 183, INCLUSIVE, RECORDED ON OCTOBER 16, 2007, IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF BLOCK 8721 LOT 23 AS SHOWN ON SAID MAP; THENCE, NORTH 86°49'04" EAST, 157.50 FEET ALONG THE NORTH LINE OF SAID LOT 23 AND BLOCK 8721 LOT 27 AS SHOWN ON SAID MAP; THENCE, SOUTH 03°10'56" EAST, 275.02 FEET LEAVING SAID NORTH LINE TO A POINT ON THE SOUTH LINE OF SAID LOTS 23 AND 27; THENCE, SOUTH 86°49'04" WEST, 157.50 FEET ALONG SAID SOUTH LINE TO THE SOUTHWEST CORNER OF SAID LOT 23; THENCE, NORTH 03°10'56" WEST, 275.02 FEET ALONG THE WEST LINE OF SAID LOT 23 TO THE POINT OF BEGINNING.

THE ABOVE DESCRIPTION IS IDENTICAL TO THE DESCRIPTION OF "NEW PARCEL BLOCK 8721 LOT 29" SET FORTH IN EXHIBIT B ATTACHED TO THAT CERTAIN CERTIFICATE OF COMPLIANCE RECORDED IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, ON APRIL 24, 2009, AS DOCUMENT NO. 2009-I752211.

ASSESSOR'S PARCEL NUMBER: LOT 029, BLOCK 8721

[The foregoing legal descriptions do not include any exceptions or reservations or any easements or other rights that may be appurtenant to such real property]

EXHIBIT A-3

Legal Description of Mission Bay Blocks 33 and 34

Real property in the City of San Francisco, County of San Francisco, State of California, described as follows:

PARCEL ONE:

LOT 1, BLOCK 8725, AS SHOWN ON THAT CERTAIN MAP ENTITLED "MAP OF MISSION BAY" RECORDED JULY 19, 1999, IN BOOK Z OF MAPS, PAGES 97-119, IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, CALIFORNIA, AS CORRECTED BY THAT CERTAIN "CERTIFICATE OF CORRECTION" RECORDED SEPTEMBER 16, 2002, IN REEL I223, IMAGE 596, AS INSTRUMENT NUMBER 2002-H244619-00, IN THE OFFICE OF SUCH RECORDER.

EXCEPTING THEREFROM THAT PORTION THEREOF DESCRIBED IN THAT CERTAIN GRANT DEED DATED OCTOBER 25, 2002, EXECUTED BY CATELLUS DEVELOPMENT CORPORATION, A DELAWARE CORPORATION, TO THE CITY AND COUNTY OF SAN FRANCISCO, A CHARTER CITY AND COUNTY, RECORDED DECEMBER 11, 2002, IN REEL I281, IMAGE 340, DOCUMENT NO. 2002-H309022-00 IN THE OFFICE OF SUCH RECORDER.

ASSESSOR'S PARCEL NUMBER: LOT 001, BLOCK 8725 (A PORTION)

PARCEL TWO:

THAT CERTAIN REAL PROPERTY DESCRIBED IN THAT CERTAIN QUITCLAIM DEED DATED NOVEMBER 5, 2002, EXECUTED BY THE CITY AND COUNTY OF SAN FRANCISCO, A CHARTER CITY AND COUNTY, TO CATELLUS DEVELOPMENT CORPORATION, A DELAWARE CORPORATION, RECORDED DECEMBER 11, 2002 IN REEL I281, IMAGE 341, DOCUMENT NO. 2002-H309023-00, IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

THE LOT AND BLOCK HEREAFTER MENTIONED ARE IN ACCORDANCE WITH THAT CERTAIN MAP ENTITLED "MAP OF MISSION BAY", RECORDED JULY 19, 1999 IN BOOK Z OF MAPS, AT PAGES 97-119, IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA.

COMMENCING AT THE MOST NORTHWESTERLY CORNER OF PARCEL 29, AS SAID PARCEL IS DESCRIBED IN THE QUITCLAIM DEED TO THE CITY AND COUNTY OF SAN FRANCISCO, RECORDED JULY 19, 1999 IN REEL H429, PAGE 512 (DOCUMENT NUMBER 99-G622160), OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO, SAID POINT OF COMMENCEMENT ALSO BEING THE MOST NORTHWESTERLY CORNER OF BLOCK 8725, LOT 2 AS SHOWN ON SAID MAP (Z MAPS 97);

THENCE, EASTERLY ALONG THE NORTHERLY BOUNDARY LINE OF SAID PARCEL 29, SAID LINE ALSO BEING THE NORTHERLY LINE OF SAID LOT 2, NORTH 86 DEG. 49' 04" EAST 15.00 FEET TO THE POINT OF BEGINNING.

THENCE, ALONG THE EXTERIOR BOUNDARY OF SAID PARCEL 29, SAID LINES ALSO BEING THE EXTERIOR BOUNDARY OF SAID LOT 2, THE FOLLOWING TWO (2) COURSES:

1) NORTH 86 DEG. 49' 04" EAST, 42.21 FEET, TO THE MOST NORTHEASTERLY CORNER OF SAID PARCEL 29 AND SAID LOT 2, SAID CORNER ALSO BEING A POINT OF CUSP ON THE ARC OF A TANGENT CURVE CONCAVE SOUTHEASTERLY, HAVING A RADIUS OF 44.21 FEET, TO WHICH POINT A RADIAL LINE BEARS NORTH 03 DEG. 10' 56" WEST,

2) WESTERLY, SOUTHWESTERLY AND SOUTHERLY ALONG SAID CURVE, THROUGH A CENTRAL ANGLE OF 72 DEG. 42' 00", AN ARC DISTANCE OF 56.10 FEET, TO A POINT THAT BEARS SOUTH 03 DEG. 10' 56" EAST, FROM SAID POINT OF BEGINNING.

THENCE, LEAVING SAID EXTERIOR BOUNDARY LINE OF PARCEL 29 AND SAID LOT 2, ALONG A LINE PARALLEL WITH AND DISTANT 15.00 FEET EASTERLY, MEASURED AT A RIGHT ANGLE, FROM THE WESTERLY BOUNDARY LINE OF SAID PARCEL 29 AND SAID LOT 2, NORTH 03 DEG. 10' 56" WEST, 31.06 FEET, TO THE POINT OF BEGINNING.

ASSESSOR'S PARCEL NUMBER: LOT 004, BLOCK 8725

[The foregoing legal descriptions do not include any exceptions or reservations or any easements or other rights that may be appurtenant to such real property]



ALEXANDRIA.

August 27, 2013

Mr. Scott Sanchez
Zoning Administrator
San Francisco Planning Department
1650 Mission Street, Suite 500
San Francisco, California 94103-2479

Re: Planning Code Sections 321 and 322 / Project Authorization Report
Alexandria Mission Bay Life Sciences and Technology Development District

Dear Mr. Sanchez:

This report ("Report") is being submitted on behalf of Alexandria Real Estate Equities, Inc. ("Project Sponsor") for the Alexandria Mission Bay Life Sciences and Technology Development District (the "Development District") created by Motion 17709 (the "Motion") adopted by the San Francisco Planning Commission on October 2, 2008.

In accordance with Item 3 set forth in the Conditions of Approval for the Motion, Project Sponsor is pleased to provide the leasable square footage utilized as office space in each building in the Development District as of the date of this Report (such information is detailed in the attached summary report and supporting diagrams).

We are providing diagrams only for those portions of properties where there has been a change in the use of allocation of square footage of office space since the prior report issued as of April 1st, 2011 as follows:

1. 455 Mission Bay Blvd. South, East Wing, 1st Floor. In the 2011 report the EW 1st floor was only partially occupied and contained NO office allocation. The EW 1st floor is now 100% leased and occupied.
2. 455 Mission Bay Blvd. South, East Wing, 5th Floor: In the 2011 report, the EW 5th floor was completely vacant. The EW 5th floor is now 100% leased and occupied.
3. 1500 Owens Street, 3rd Floor: In the 2011 report, the 3rd floor was completely vacant. The 3rd floor is now 100% leased and occupied.
4. 1500 Owens Street, 4th Floor: In the 2011 report, the 4th floor was partially occupied and had some office space. The 4th floor is now 100% leased and occupied.
5. 1600 Owens Street: At the time the 2011 report was submitted, construction on the building had been paused. At this time, we can report that (i) ARE-San Francisco No. 15, LLC, has entered into a Purchase Agreement to sell the 1600 Owens Street parcel to Kaiser Foundation Health Plan, Inc. ("Kaiser"), and (ii) ARE-San Francisco No. 35, LLC, has entered into a Project Management Agreement to implement, facilitate, manage, coordinate, oversee, monitor, and administer the design, engineering, entitlement, and construction of a 9-story medical clinic and office building for Kaiser on the 1600 Owens Street parcel. The use of Section 321 office allocation is limited only to the required offices within the planned building and associated support spaces as shown in the attached diagrams and detailed floor by floor summary of uses.

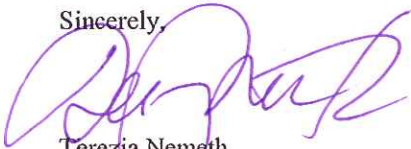
Mr. Scott Sanchez
San Francisco Planning Department
August 27, 2013
Page 2

As you know, the San Francisco Department of Building Inspection has previously issued a Site Permit and Addenda 1 for development of a 10-story office / laboratory building on the 1600 Owens Street parcel (the "Previously Approved Building"). Kaiser has requested confirmation (1) that the Previously Approved Building substantially conforms with all Planning Commission actions that are applicable to such Previously Approved Building (including, but not limited to, Planning Commission Motions 14702, 17332, and 17709), and (2) that Alexandria Real Estate Equities, Inc., is in substantial compliance with all reporting requirements set forth in any Planning Commission actions that are applicable to the 1600 Owens Street parcel and/or the Previously Approved Building (including, but not limited to, Planning Commission Motions 14702, 17332, and 17709).

Please provide us with any questions or comments that you may have as soon as possible. If we do not receive any questions or comments by September 13, 2013, we will assume that this Report is acceptable and can be considered final, and that the above items (1) and (2) are confirmed.

Thank you for your assistance and feel free to contact me at 415-559-1732 or at tnemeth@are.com at any time.

Sincerely,



Terezia Nemeth
Vice President Asset Services and Development

Encl.

cc: Steve Richardson
David Meyer, Esq.
Leaselegal
Daniel Sider, SF Planning Department

ALEXANDRIA MISSION BAY LIFE SCIENCES AND TECHNOLOGY DISTRICT
Section 321 Allocation Summary Report

2013 Revisions as marked

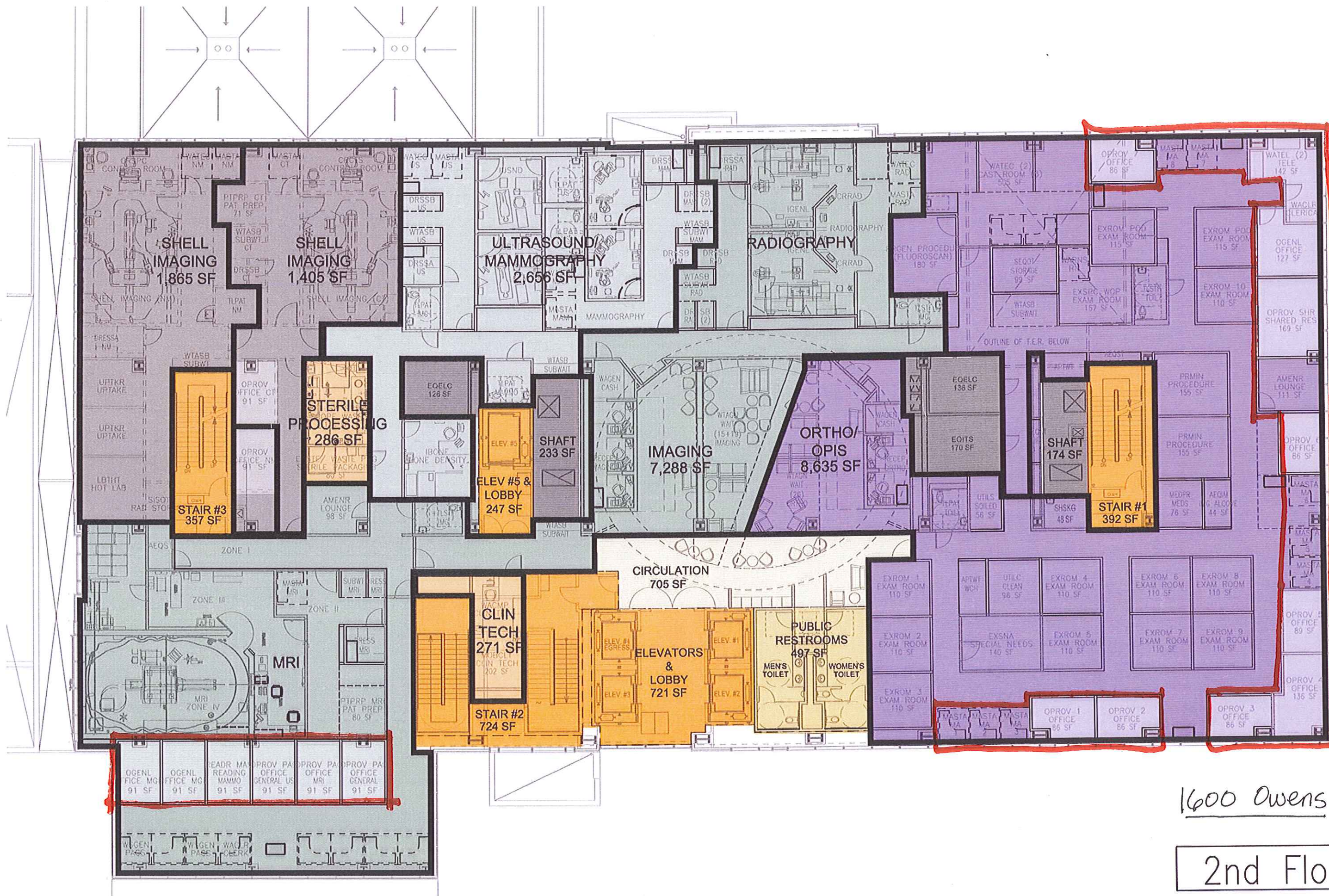
Parcel	Address	Date Building Design Approved by Planning Commission	Section 321 SF Approved for use in MB District	Section 321 SF Currently Used per Floor	Section 321 SF Remaining Unused	Building Status	Description of Uses per Floor
41-43/1	1700 Owens Street	5/2/2002	160,100		80,833	Completed shell	
	First Floor			14,218		Fully occupied	Labs, office, retail, lobby
	Second Floor			10,704		Fully occupied	Primarily labs w/lab support and some office
	Third Floor			11,309		Fully occupied	Primarily labs w/lab support and some office
	Fourth Floor			10,252		Fully occupied	Primarily labs w/lab support and some office
	Fifth Floor			32,784		Fully occupied	Office only
41-43/4	1600 Owens Street	10/26/2006	228,000		179,951	Piles in the ground	
	First Floor			1,625		Under construction	Retail, clinic, circulation, service yard/loading
	Second Floor			2,142		Under construction	Medical Clinics w/ some doctor's offices
	Third Floor			2,679		Under construction	Medical Clinics w/ some doctor's offices
	Fourth Floor			3,769		Under construction	Medical Clinics w/ some doctor's offices
	Fifth Floor			4,211		Under construction	Medical Clinics w/ some doctor's offices
	Sixth Floor			7,381		Under construction	Medical Clinics w/ some doctor's offices
	Seventh Floor			18,642		Under construction	Shell condition - assumed 100% office for planning purposes
	Eighth Floor			2,655		Under construction	Medical Clinics w/ some doctor's offices
	Ninth Floor			4,945		Under construction	Medical Clinics w/ some doctor's offices
	Tenth Floor			-		abandoned	No tenth floor, building was reduced in size
41-43/5	1500 Owens Street	10/26/2006	158,500		116,825	Completed shell	
	First Floor			8,300		Fully occupied	Medical clinic w/offices, retail, lobby
	Second Floor			0		Fully occupied	No office space, only medical exam room & support uses
	Third Floor			10,047		Fully occupied	Medical clinic w/ some doctor's offices
	Fourth Floor			10,922		Fully occupied	Pharmacy & Physical therapy clinic - limited office space
	Fourth Floor - expansion			1,030		Fully occupied	Medical clinic w/ some doctor's offices
	Fifth Floor			7,913		Fully occupied	Primarily labs w/ lab support and some office
	Sixth Floor			3,463		Fully occupied	Primarily labs w/ lab support and some office
41-43/7	1450 Owens Street	10/2/2008	-		-	Schematic design	
	First Floor						
	Second Floor						
26	1455 Third Street	3/22/2007	373,487		373,487	Land parcel was Sold to Salesforce.com	
	First Floor						
	Second Floor						
	Third Floor						
	Fourth Floor						
	Fifth Floor						
	Sixth Floor						
	Seventh Floor						
	Eighth Floor						
	Ninth Floor						
	Tenth Floor						
26	455 Mission Bay Blvd South	3/22/2007	-		-	Completed shell	
	WW First Floor			7,303		Fully occupied	Office space is operations + conference & meeting rooms
	WW Second Floor			5,471		Fully occupied	50% of office space is lab/science directly related- not included
	WW Third Floor			-		Fully occupied	Lab, lab support and scientists office uses only
	WW Fourth Floor			11,854		Fully occupied	Executive, marketing, HR
	WW Fifth Floor			11,980		Fully occupied	Executive, marketing, HR
	EW First Floor			-		Fully occupied	Lab and lab support uses only
	EW First Floor - expansion Bayer			1,948		Fully occupied	Lab with some office
	EW First Floor - expansion - Quswami			2,265		Fully occupied	Lab with some office
	EWS Second Floor			-		VACANT	Shell condition, unimproved
	EW Third Floor			2,464		Fully occupied	Most offices are for lab scientists, but counting 50% of office space
	EW Fourth Floor			2,632		Fully occupied	Most offices are for lab scientists, but counting 50% of office space
	EW Fifth Floor			13,404		Fully occupied	Office space with some lab use
27	1515 Third	3/22/2007	202,893		202,893	Land parcel was Sold to Salesforce.com	
	First Floor						
	Second Floor						
	Third Floor						
	Fourth Floor						
	Fifth Floor						
	Sixth Floor						
29	1655 Third Street	tbd	-		-	Sold to Salesforce.com	
30	600 Terry Francois Blvd	10/2/2008	-		-	Land parcel was Sold to Salesforce.com	
	First Floor						
	Second Floor						
	Third Floor						
	Fourth Floor						
	Fifth Floor						
	Sixth Floor						
31	1725 Third Street	tbd	-		-	Sold to Salesforce.com	
31	400 16th Street	tbd	-		-	Sold to Salesforce.com	
32	650 Terry Francois Blvd	10/2/2008	-		-	Sold to Salesforce.com	
	First Floor						
	Second Floor						
	Third Floor						
	Fourth Floor						
	Fifth Floor						
	Sixth Floor						
33	1825 Third Street	tbd	-		-	Sold to Salesforce.com	
34	1955 Third Street	tbd	-		-	Sold to Salesforce.com	
	Additional Allocation	10/18/2009	100,000				
	Additional Allocation	10/18/2010	100,000				
	ARE Allocation that was Sold to Salesforce.com	11/1/2010	(1,100,000)				
	Additional Allocation	10/18/2011	27,020				
CURRENT SECTION 321 SF DISTRICT ALLOCATION AND STATUS				250,000	228,311	21,690	

KAISER
1600 Owens Street
Section 321 calculations

	Total	Core & support uses	Section 321 only	Circulation allocation	Total Section 321	Notes
First Floor	25,225	8,471	-	1,625	1,625	Allocates 1st flr core to Sec 321 over entire bldg
Second Floor	26,456	4,050	1,858	284	2,142	
Third Floor	25,988	3,755	2,341	338	2,679	
Fourth Floor	25,857	3,737	3,293	476	3,769	
Fifth Floor	26,013	3,744	3,681	530	4,211	
Sixth Floor	17,811	3,185	6,261	1,120	7,381	
Seventh Floor	18,642	3,611	15,031	3,611	18,642	Assumes entire flr potential office
Eight Floor	17,950	3,108	2,263	392	2,655	
Ninth Floor	18,256	3,969	4,062	883	4,945	
TOTALS	202,198	37,630	38,790	9,259	48,049	

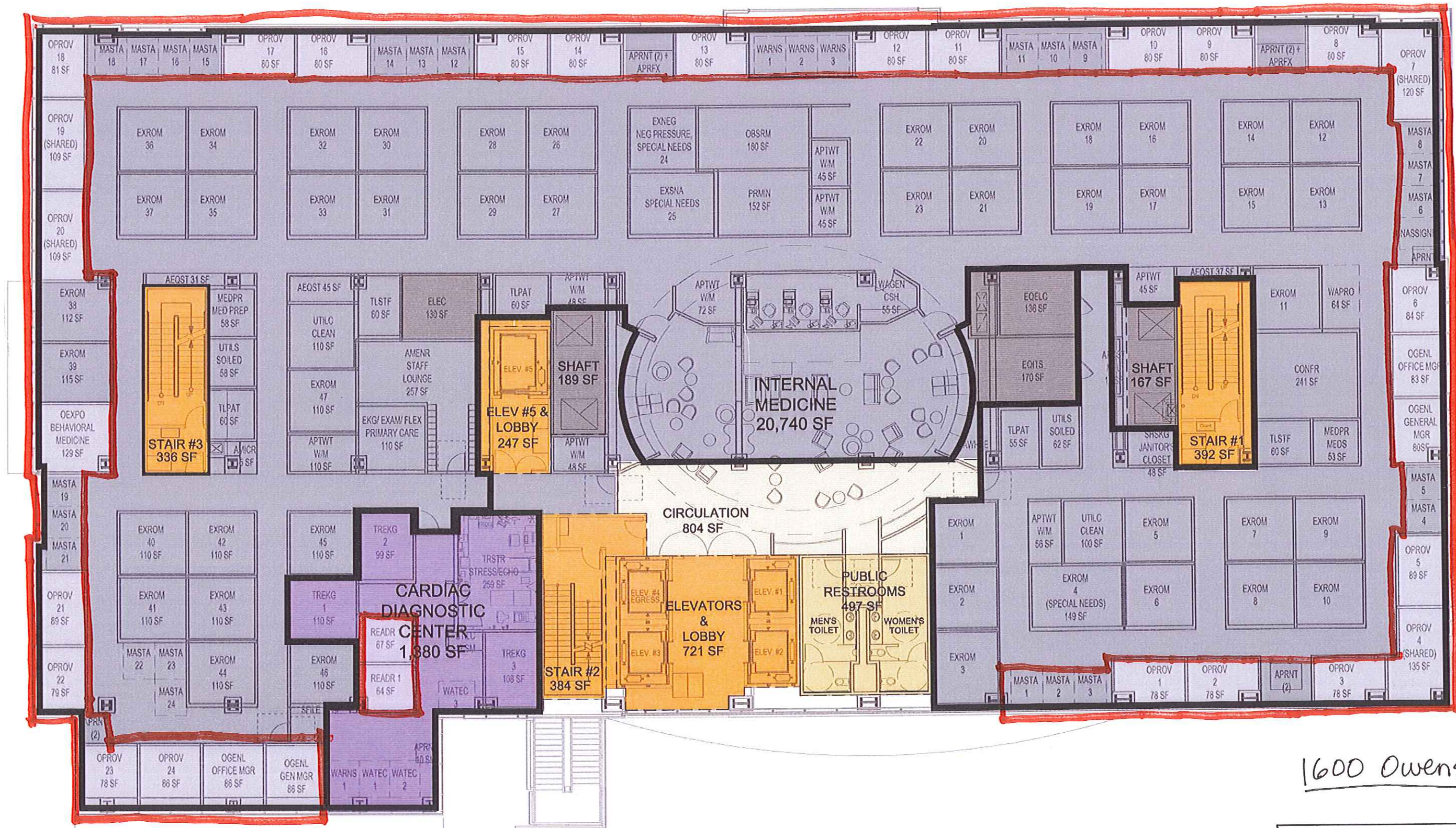


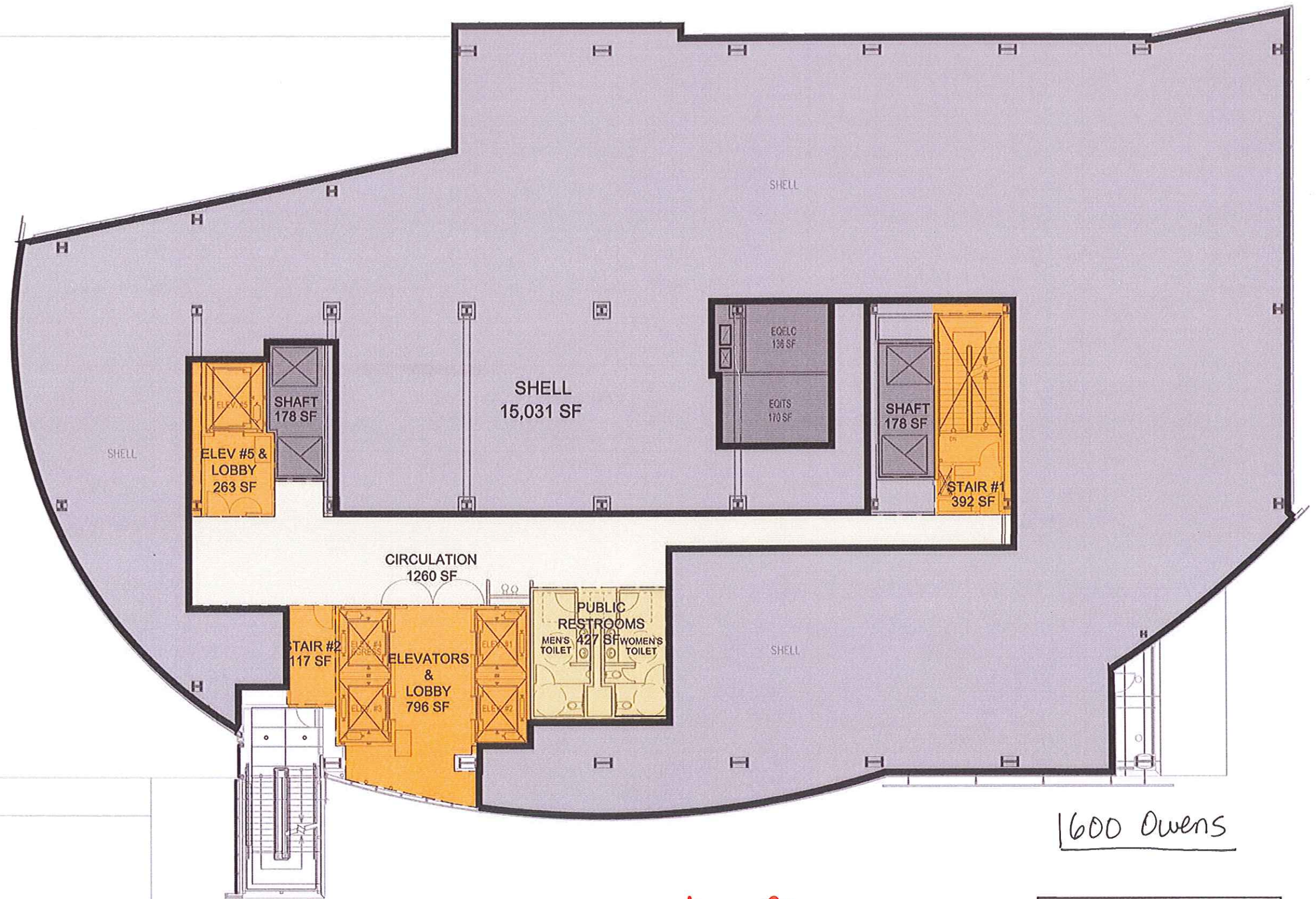
1st Floor



1600 Owens

2nd Floor

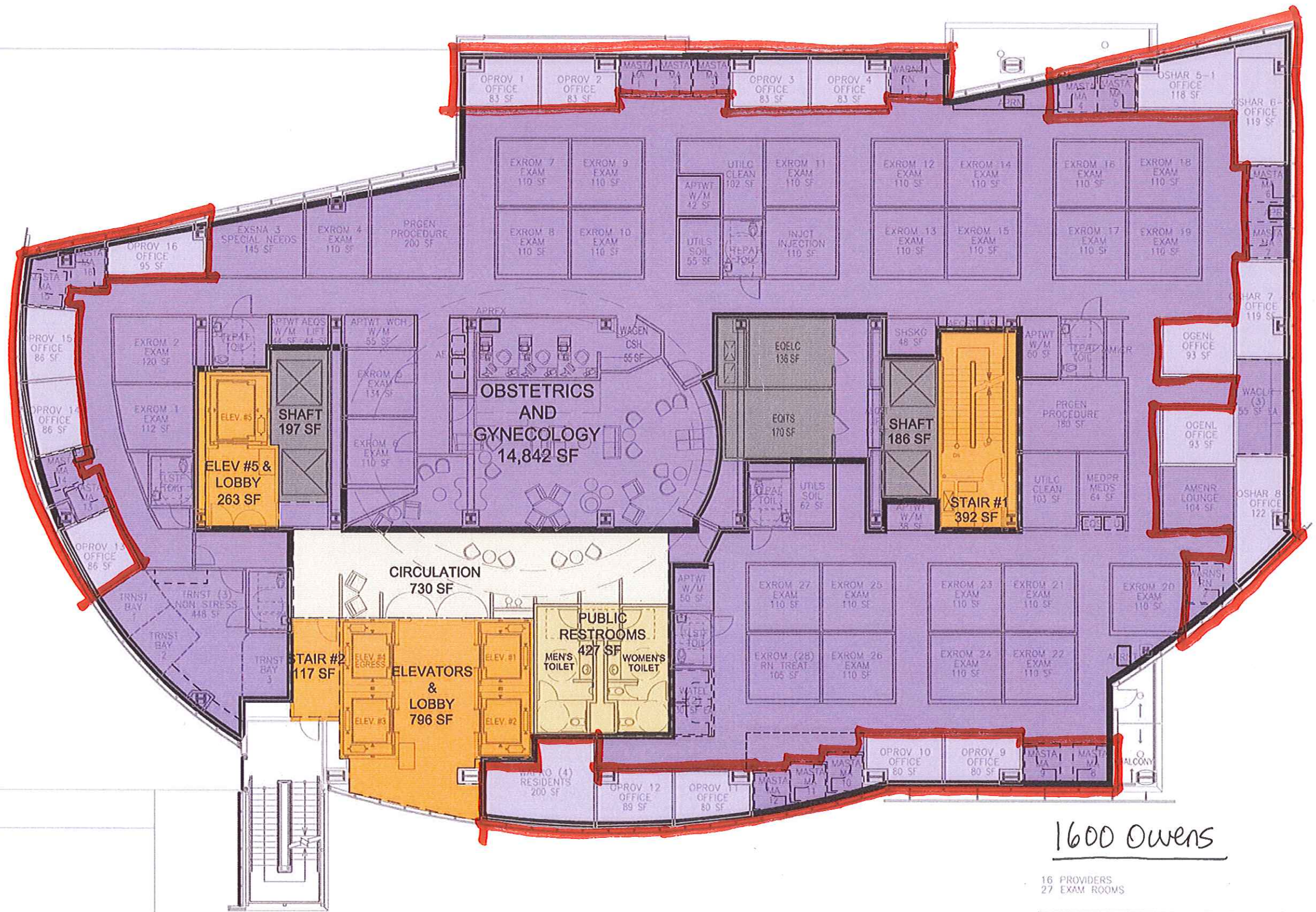




1600 Owens

Assume entire floor

7th Floor



1600 Owens

16 PROVIDERS
27 EXAM ROOMS

8th Floor



SCALE:
$1/8" = 1'-0"$

additional to
prior report

A-2.4



DGA planning | architecture | interiors

550 Ellis Street
Mountain View, CA 94043
201 Filbert St., 3rd Floor
San Francisco, CA 94133
445 West Ash Street
San Diego, CA 92101

650.943.1660
F-650.943.1670
415.477.2700
F-415.477.2710
619.685.3990
F-619.685.4077



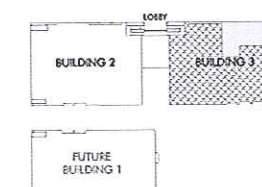
ALEXANDRIA.
REAL ESTATE

BAYER
TENANT IMPROVEMENT
SUITE 145

REFERENCE ONLY

RECORD DOCUMENTS:
THESE DOCUMENTS HAVE BEEN PREPARED IN PART FROM
INFORMATION COMPILED AND FURNISHED BY THE
GENERAL CONTRACTOR. DGA HAS NOT VERIFIED THIS
INFORMATION. FUTURE CONSTRUCTION PLANNING MUST
INCLUDE FIELD VERIFICATION OF EXISTING CONDITIONS.

MISSION BAY
BLOCK 26 BLDG. 3
455 MISSION BAY BLVD SOUTH
SAN FRANCISCO, CA
project



key plan

stamp

RECORD
DRAWINGS:
10-15-2012

ISSUE FOR CONSTRUCTION 04.03.12
ISSUE FOR PERMIT 03.16.12

no. description date

scale: AS NOTED

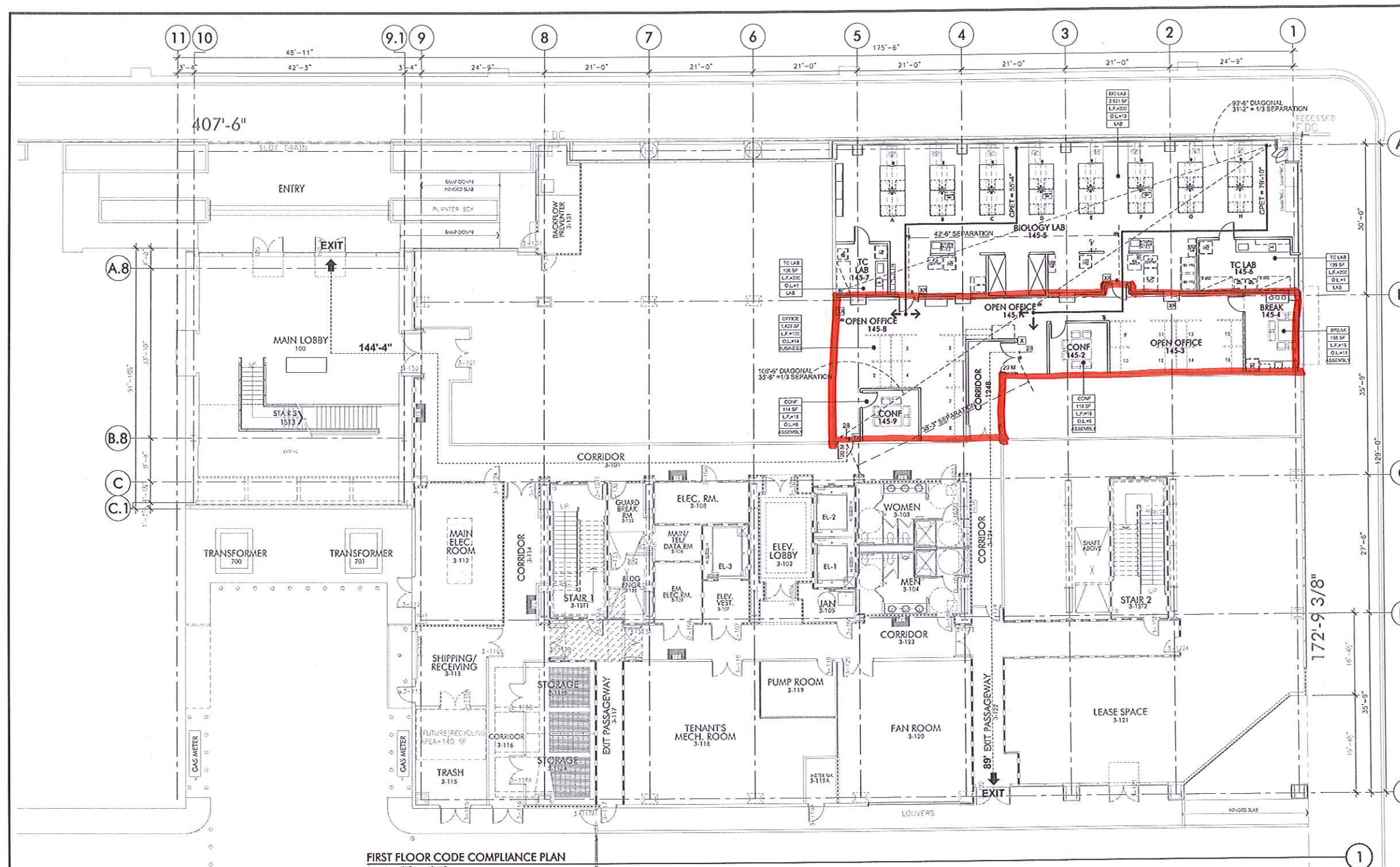
job no.: 12002

BUILDING 3
FIRST FLOOR
CODE COMPLIANCE
& OCCUPANCY TYPES

sheet name:

AI-A2.1x

sheet no.:



FIRST FLOOR CODE COMPLIANCE PLAN
SCALE: 1/8" = 1'-0"

CODE COMPLIANCE PLAN NOTES

1. INCLUDES ACCESSORY USE STORAGE, AND EQUIPMENT ROOMS, ASSEMBLY GROUP SPACES WITH AREAS LESS THAN 750 SF OR WITH AN OCCUPANCY LOAD OF LESS THAN 50 PERSONS SHALL BE CLASSIFIED AS A GROUP "B" OCCUPANCY PER CBC EXCEPTIONS 303.1, 2 AND 3.
2. EXISTING AUTOMATIC FIRE SPRINKLER SYSTEM TO BE MODIFIED UNDER SEPARATE PERMIT BY DESIGN-BUILD SPRINKLER CONTRACTOR.
3. B OCCUPANCY AREAS ARE NOT ALLOWED TO HAVE STORED OR HANDLED HAZARDOUS MATERIALS OTHER THAN TRANSPORTING TO LAB AREAS.
4. HANDLING AND TRANSPORT OF HAZARDOUS MATERIALS WILL COMPLY WITH 2010 C.F.C. SECTION 2703.10.

COMMON PATH OF TRAVEL (CPET)

(CBC 1014.3)

	MAX DISTANCE ALLOWED	ACTUAL MAXIMUM
B OCCUPANCY, FULLY SPRINKLERED BUILDING	100'-0"	79'-10"

REQUIRED EXIT WIDTH

(CBC TABLE 1005.1)

TOTAL CALCULATED OCCUPANT LOAD	REQUIRED EGRESS WIDTH PER EXIT	TOTAL WIDTH
56 (SEE SHEET A2.1x)	(56 X 0.15)/2 EXITS = 8.4" PER EXIT	36" MIN. PROVIDED Ø 2 EXITS = 72"

MIN. EGRESS WIDTH PROVIDED AT EACH EXIT = 36" > 8.4" REQUIRED => OK

CODE COMPLIANCE PLAN LEGEND

ROOM NAME	RM. AREA (SQ. FT.)	AREA/ROOM INFO.
ROOM NAME	RM. AREA (SQ. FT.)	AREA/ROOM INFO.
LOAD FACTOR (L.F.)	(2010 CBC, TABLE 1034.1.1)	
OCC. LOAD (O.L.)		
OCCUPANCY CLASSIFICATION		

#	OCC. LOAD AT BUILDING EXIT
4	OCC. LOAD AT ROOM EXIT
TO	EXIT ACCESS TRAVEL DISTANCE (PER CBC TABLE 1016.1)
CPET	COMMON PATH OF EGRESS TRAVEL (PER CBC 1014.3)
CPET = COMMON PATH OF TRAVEL DISTANCE (FT.)	

6	CEILING MOUNTED EXIT SIGN
6	WALL MOUNTED EXIT SIGN
FE	FIRE EXTINGUISHER CABINET (SEMI-RECESSED)

EX	TACTILE 'EXIT' SIGN
EX	TACTILE 'EXIT ROUTE' SIGN
EX	TACTILE 'TO EXIT' SIGN
EX	EXIT DEVICE
60M	DOOR ASSEMBLY FIRE RATING

WALL TYPE LEGEND

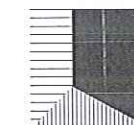
NOTE: SEE SHEET AI-A3.2 FOR WALL TYPES SCHEDULE

(E) WALL, TYP., U.O.N.
(E) FIRE PARTITION (1 HOUR RATED)
(E) FIRE BARRIER (2 HOUR RATED) (SHAFT ENCLOSURE/EXIT ENCLOSURE/EXIT PASSAGEWAY/HORIZONTAL EXIT)
(N) NON-FIRE RATED WALL
(N) FIRE BARRIER (1 HOUR RATED)
(N) FIRE BARRIER (2 HOUR RATED) (SHAFT ENCLOSURE/EXIT ENCLOSURE/EXIT PASSAGEWAY/HORIZONTAL EXIT)

455 MBBS
EW-First Floor

1,948 SF
of office use

additional to
prior report



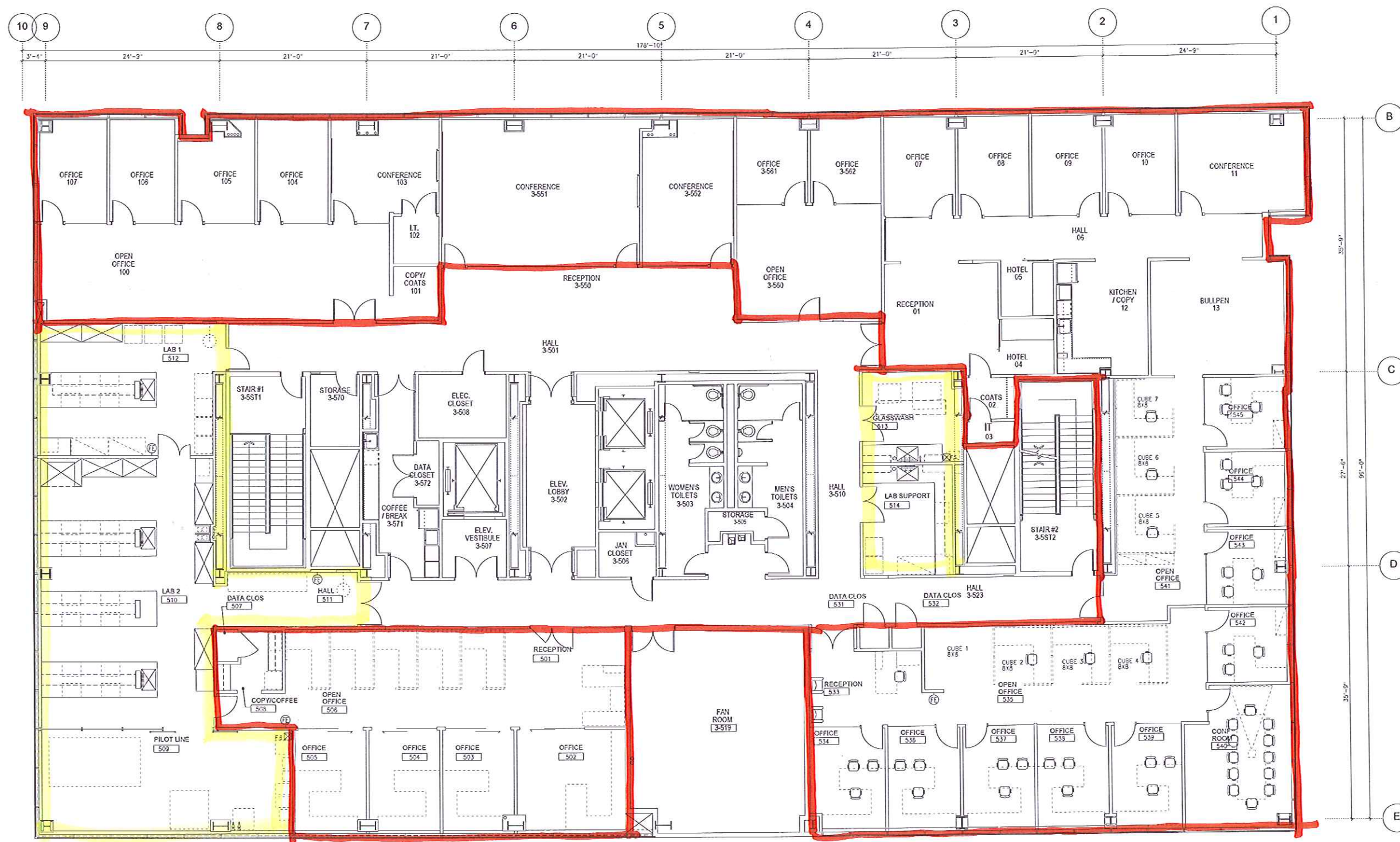
GREG BUNTUN
ARCHITECTURE
1 3 3 7 0
SKYLINE
BOULEVARD
WOODSIDE
CALIFORNIA
9 4 0 6 2
650 851 6834
FAX 650 560 6179
gbuntun@comcast.net



ALEXANDRIA

THIRD ROCK VENTURES
455 MISSION BAY BLVD
5TH FLOOR
SAN FRANCISCO, CA
5TH FLOOR PLAN

scale
1/8" = 1'-0"
date
4 APRIL, 2012
revisions



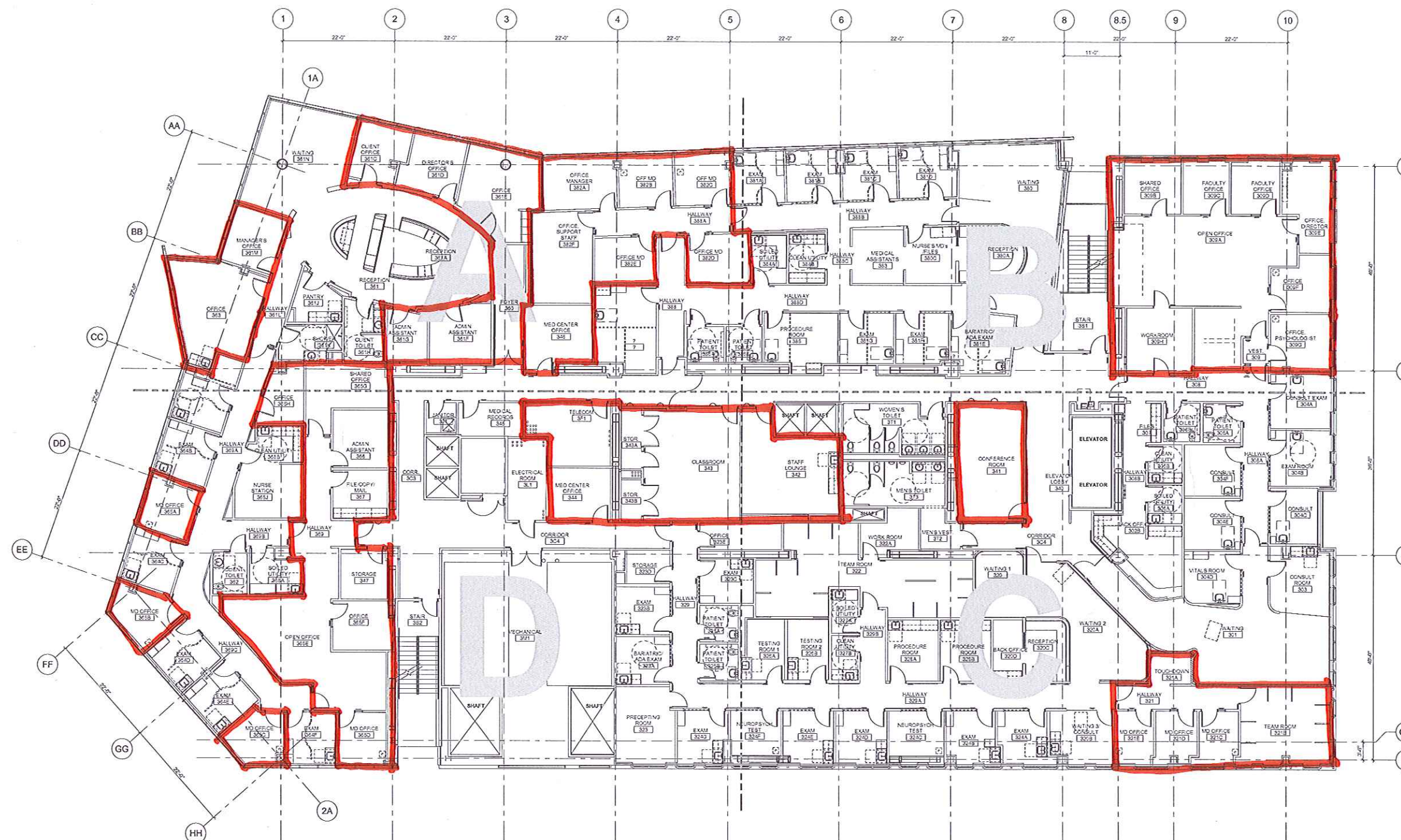
455 MBBS
EW- Fifth Flr.

Lab space : 1,620 SF
Office space : 11,065 SF
Common : 3,400 SF
+ 2,339 SF allocated common = 13,404 SF



ISSUES DATE
PERMIT SUBMISSION 04/02/2012
ISSUED FOR CONSTRUCTION "PG" SET 06/11/2012

REVISION LIST DATE



① OVERALL GRAPHIC FLOOR PLAN
1/8" = 1'-0"

1500 Owens - Third Floor - Total: 28,172 SF
 Medical Clinic: 14,398 SF
 Office: 8,450 SF + 1,597 SF = 10,047 SF Sec 321 allocation
 Common: 5,324 SF

SIGNAGE LOCATION PLAN GENERAL NOTES

1. REFER TO SHEET AQ-01 SERIES FOR SIGNAGE MESSAGE SCHEDULE
2. REFER TO SHEET AQ-01 SERIES FOR SIGNAGE DETAILS
3. SIGN CONTRACTOR SHALL VERIFY INSTALLATION CONDITION AND DIMENSIONS PRIOR TO FABRICATION OF ANY SIGNAGE
4. SIGN CONTRACTOR SHALL NOTIFY ARCHITECT SHOULD ANY DISCREPANCIES BE FOUND
5. SIGN QUANTITIES ARE ESTIMATES ONLY. CONTRACTOR SHALL VERIFY FINAL SIGN COUNT.

SIGN TYPES REFERENCE

THE FOLLOWING SIGN TYPES ARE INCLUDED IN THIS PROJECT:

- | | |
|-----------------------|---------------------|
| W3 DEPARTMENT ID | 16 RESTROOM BLADE |
| 17 ROOM ID | 17 EXIT PLAQUE |
| 18 CONFERENCE ROOM ID | 18 STAR INFORMATION |
| 19 OFFICE ID | 19 EVACUATION MAP |
| 20 PATIENT ID | 20 EXAM ROOM ID |
| 21 RESTROOM ON DOOR | |

SIGNAGE LOCATION PLAN LEGEND

1A.000 SIGNAGE LOCATIONS MARKER

UCSF 1500 OWENS

1500 OWENS ST
3RD FLOOR
SAN FRANCISCO CA 94115

KEY PLAN



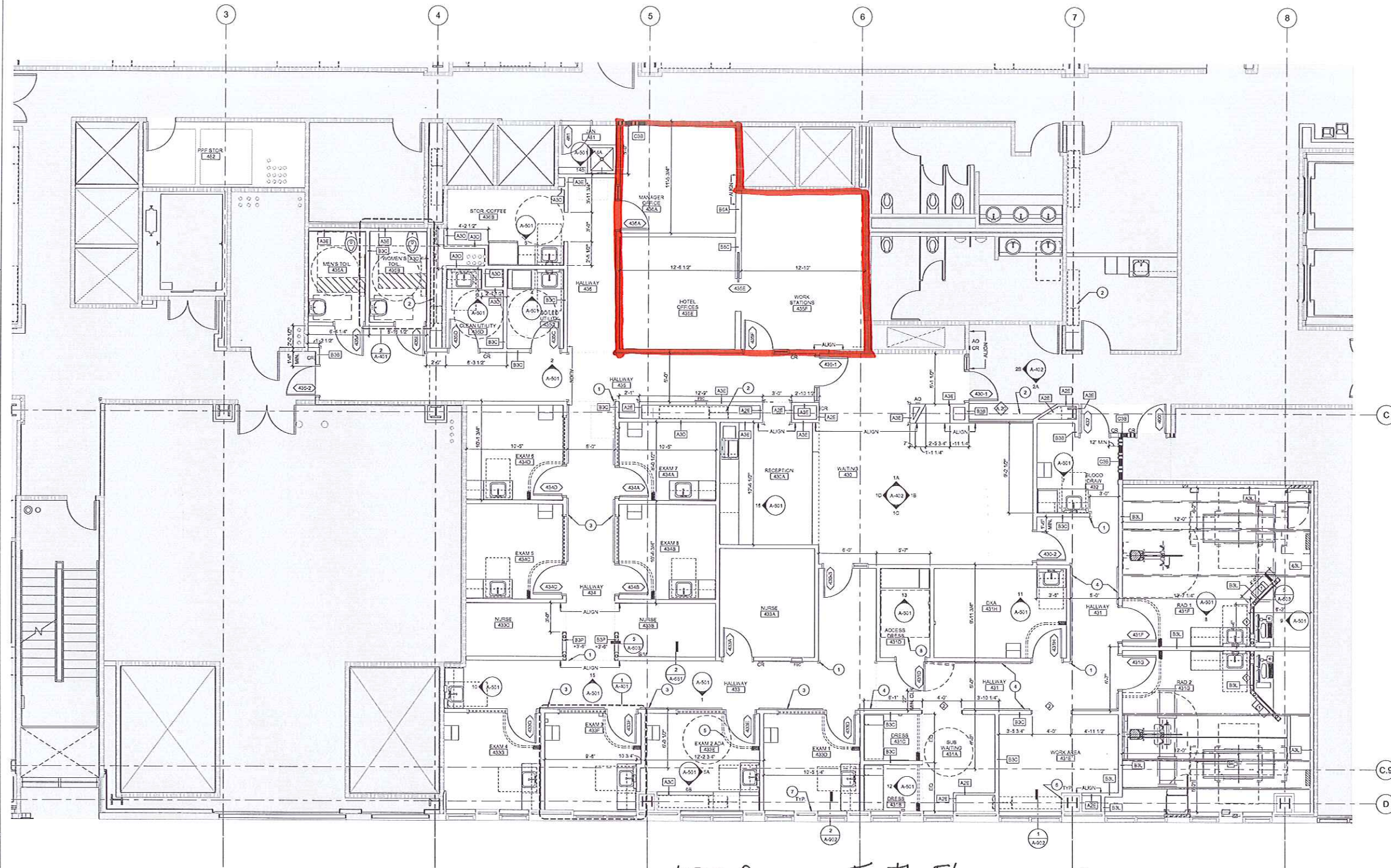
PROJECT NO.: 11024.01
DATE: JUNE 11, 2012
SCALE: 1/8" = 1'-0"

SHEET TITLE

OVERALL GRAPHIC
FLOOR PLAN

SHEET NO.

AG-101



1 FLOOR PLAN-LEVEL 4
1/4" = 1'-0"

1500 Owens - Fourth Floor expansion
573 SF beyond prior report

UCSF 1500 OWENS

1500 OWENS ST
4TH FLOOR
SAN FRANCISCO CA 94158

KEY PLAN



PROJECT NO.: 11024.02
DATE: APRIL 17, 2012
SCALE: As Indicated

FLOOR PLAN - LEVEL 4

SHEET NO:

A-101A

KEY NOTES

- 1 CORNER GUARD TYP.
- 2 (E) BRACED FRAME
- 3 HANDRAIL ONLY
- 4 HAND GRASP RAIL
- 5 PRIVACY CURTAIN, SEE REFLECTED CEILING PLAN FOR ADDITIONAL INFORMATION
- 6 EXISTING GYP. BOARD COLLUM ENVELOURE TO REMAIN, VERIFY DIMENSION IN FIELD
- 7 EXISTING PER METER PURRED GYP. BOARD WALL TO REMAIN
- 8 5'-0" X 5'-0" CLEAR FLOOR SPACE, DOOR MAY NOT SWING OVER CLEAR FLOOR SPACE

FLOOR PLAN NOTES

1. REFER TO SHEET A-101 FOR PLAN NOTES
2. ALL PARTITION TYPE TO BE BSA, U.O.N

FLOOR PLAN LEGEND

- 1 HR RATED PARTITION WITH 20 MIN. FIRE RESISTIVE OPENINGS
- 2 HR PARTITION WITH 90 MIN. FIRE RESISTIVE OPENINGS
- EXISTING RATED PARTITION TO REMAIN
- WINDOW TYPE TAG
- WALL TYPE TAG
- DOOR TYPE TAG
- FLOOR DRAIN - SEE PLUMBING DRAWINGS
- FLOOR SINK - SEE PLUMBING DRAWINGS
- RECESSED FIRE EXTINGUISHER CABINET
- FIRE EXTINGUISHER
- EXISTING AREA, N.I.C.
- AO AUTO OPENER PUSH PLATE
- CR CARD READER
- HO HOLD-OPEN
- SL STAINLESS STL CORNER GUARD
- LS HIGH STRENGTH CORNER BEAD

BAY JACARANDA NO. 2932, LLC,
c/o salesforce.com, inc.
The Landmark @ One Market, Suite 300
San Francisco, California 94105

September 15, 2015

VIA OVERNIGHT COURIER

Mr. Scott Sanchez
Zoning Administrator
Office of the Zoning Administrator
San Francisco Planning Department
1650 Mission Street, Suite 400
San Francisco, California 94103-2479

RECEIVED

SEP 16 2015

**CITY & COUNTY OF S.F.
PLANNING DEPARTMENT
ZA OFFICE**

Re: Planning Code Sections 321 and 322
Semi-Annual Report on Allocation of Office Space
Alexandria Mission Bay Life Sciences and Technology Development District

Dear Mr. Sanchez:

Bay Jacaranda No. 2932, LLC, a Delaware limited liability company ("Bay 2932"), is providing this semi-annual report to the Zoning Administrator in connection with the Alexandria Mission Bay Life Sciences and Technology Development District (the "Development District") created by Motion 17709 (the "Motion") adopted by the San Francisco Planning Commission on October 2, 2008 and attached as Exhibit A hereto.

Pursuant to a letter dated December 7, 2010, Alexandria Real Estate Equities, Inc. ("Project Sponsor") notified the Zoning Administrator of Project Sponsor's transfer of allocated office space to Bay 2932.

In accordance with Item 3 set forth in Exhibit A to the Motion (the "Conditions of Approval"), Bay 2932 hereby advises the Zoning Administrator of the status of the following allocations:

1. Bay 2932

On November 1, 2010, Bay 2932 acquired the property commonly referred to as Mission Bay South Development Blocks 29, 30, 31, and 32 ("Blocks 29-32") from Project Sponsor. In conjunction with this transaction, the Project Sponsor allocated 677,020 square feet of office space authorizations to Blocks 29-32 (the "Blocks 29-32 Allocation"). As of the date hereof, there is no built out space, buildings or leasable square footage on Blocks 29-32.


Bay 2932 is in the process of selling Blocks 29-32 (including the entirety of the Blocks 29-32 Allocation) to a party not affiliated with the Bay Owners. Bay 2932 will provide the Zoning Administrator notice of transfer when such transaction is complete.

Sincerely,

BAY JACARANDA NO. 2932, LLC,
a Delaware limited liability company

By: Bay Jacaranda Holdings, LLC,
a Delaware limited liability company,
Its Sole Member

By: salesforce.com, inc.,
a Delaware corporation,
Its Sole Member

By: 

Amy Weaver
EVP & General Counsel

Attachment