

88 BLUXOME STREET

San Francisco

09.02.2015

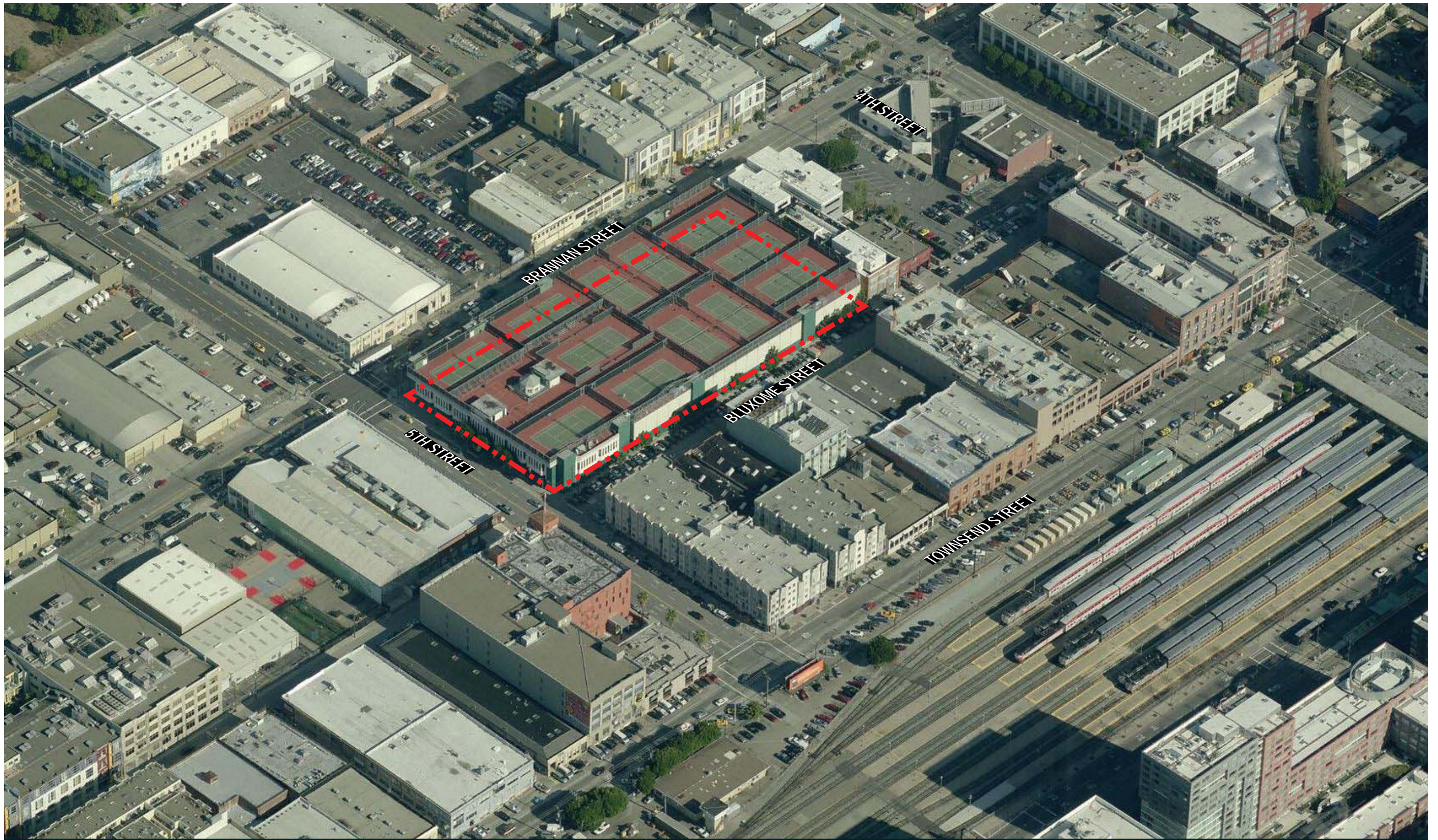


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AXON LOOKING NORTH
88 BLUXOME STREET
2015-08-27

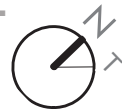


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1. BLUXOME LOOKING WEST



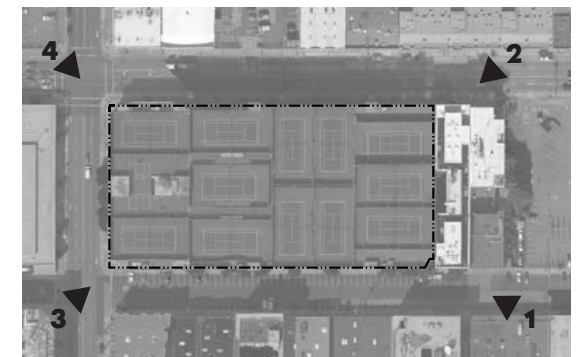
2. BRANNAN LOOKING SOUTH



3. 5TH STREET LOOKING NORTH



4. 5TH STREET LOOKING EAST



STEWART TITLE GUARANTY COMPANY
FILE NO. 467586 - SCHEDULE A
(EFFECTIVE DATE OCTOBER 1, 2012):

The land referred to herein is situated in the State of California County of San Francisco, City of San Francisco, and described as follows:

PARCEL ONE:

BEGINNING AT THE POINT OF INTERSECTION OF THE NORTHEASTERLY LINE OF FIFTH STREET WITH THE SOUTHEASTERLY LINE OF BRANNAN STREET; RUNNING THENCE NORTHEASTERLY ALONG SAID LINE OF BRANNAN STREET 475 FEET; THENCE AT A RIGHT ANGLE SOUTHEASTERLY 120 FEET; THENCE AT A RIGHT ANGLE SOUTHWESTERLY 300 FEET; THENCE AT A RIGHT ANGLE SOUTHEASTERLY 120 FEET TO THE NORTHEASTERLY LINE OF BLUXOME STREET; THENCE AT A RIGHT ANGLE SOUTHWESTERLY ALONG SAID LINE OF BLUXOME STREET 175 FEET TO THE NORTHEASTERLY LINE OF FIFTH STREET; THENCE AT A RIGHT ANGLE NORTHWESTERLY ALONG SAID LINE OF FIFTH STREET 240 FEET TO THE POINT OF BEGINNING.

BEING A PART OF 100 VARA BLOCK NO. 377

PARCEL TWO:

BEGINNING AT A POINT ON THE NORTHWESTERLY LINE OF BLUXOME STREET, DISTANT THEREON 175 FEET NORTHEASTERLY FROM THE NORTHEASTERLY LINE OF FIFTH STREET; RUNNING THENCE NORTHEASTERLY ALONG SAID LINE OF BLUXOME STREET 300 FEET; THENCE AT A RIGHT ANGLE NORTHWESTERLY 120 FEET; THENCE AT A RIGHT ANGLE SOUTHWESTERLY 300 FEET; THENCE AT A RIGHT ANGLE SOUTHEASTERLY 120 FEET TO THE POINT OF BEGINNING.

BEING A PORTION OF 100 VARA BLOCK NO. 377.

EXCEPTING THEREFROM:

COMMENCING AT THE MOST EASTERLY CORNER OF THE PARCEL OF LAND DESCRIBED IN PARCEL TWO OF THE DEED TO SUNSET TRANSFER SERVICE, A CALIFORNIA CORPORATION, RECORDED MARCH 1, 1965, IN BOOK A-887, PAGE 602 OF OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO, SAID CORNER ALSO LYING ON THE NORTHWESTERLY LINE OF BLUXOME STREET; THENCE ALONG LAST SAID LINE SOUTH 46° 17' 30" WEST, 12.37 FEET; THENCE FROM A TANGENT THAT BEARS NORTH 13° 42' 13" WEST, ALONG A CURVE TO THE RIGHT WITH A RADIUS OF 356.02 FEET, THROUGH AN ANGLE OF 2° 27' 41" AN ARC LENGTH OF 15.29 FEET; THENCE NORTH 46° 17' 30" EAST, 4.43 FEET TO THE NORTHEASTERLY LINE OF SAID PARCEL; THENCE ALONG LAST SAID LINE SOUTH 43° 42' 30" EAST, 13.07 FEET TO THE POINT OF BEGINNING.

PARCEL THREE:

AN EASEMENT, SUBJECT TO THE TERMS, CONDITIONS AND PROVISIONS CONTAINED THEREIN, AS SET FORTH IN THAT CERTAIN DOCUMENT ENTITLED "GRANT OF EASEMENT" DATED APRIL 8, 2003, BY AND BETWEEN EDWARD A. LANDRY AS TRUSTEE OF THE TRUSTS CITED THEREIN AND SAN FRANCISCO TENNIS CLUB, INC., A CALIFORNIA CORPORATION, RECORDED MAY 1, 2003, IN BOOK 1378, AT PAGE 0279, AS INSTRUMENT NO. 2003-1427838-00, OFFICIAL RECORDS.

PARCEL FOUR:

ALL OF THAT CERTAIN REAL PROPERTY SITUATE IN THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

COMMENCING AT THE POINT OF INTERSECTION OF THE NORTHEASTERLY LINE OF FIFTH STREET WITH THE SOUTHEASTERLY LINE OF BRANNAN STREET; RUNNING THENCE SOUTHEASTERLY ALONG SAID LINE OF FIFTH STREET 240.33 FEET TO THE NORTHWESTERLY LINE OF BLUXOME STREET; THENCE NORTHEASTERLY ALONG THE NORTHWESTERLY LINE OF BLUXOME STREET 175 FEET; THENCE AT A RIGHT ANGLE NORTHWESTERLY 120.33 FEET TO THE POINT OF BEGINNING; THENCE AT A RIGHT ANGLE NORTHEASTERLY 300 FEET; THENCE AT A RIGHT ANGLE SOUTHEASTERLY 0.33 FEET; THENCE AT A RIGHT ANGLE SOUTHWESTERLY 300 FEET; THENCE NORTHWESTERLY 0.33 FEET TO THE POINT OF BEGINNING.

BEING A PART OF 100 VARA BLOCK NO. 377

SAID LAND IS ALSO DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE NORTHEASTERLY RIGHT OF WAY LINE OF FIFTH STREET AND THE SOUTHEASTERLY RIGHT OF WAY LINE OF BRANNAN STREET; THENCE N. 46° 17' 36" E., A DISTANCE OF 475.00 FEET, ALONG SAID SOUTHEASTERLY RIGHT OF WAY LINE OF BRANNAN STREET; THENCE S. 43° 42' 24" E., A DISTANCE OF 22.74 FEET, ALONG THE NORTHEASTERLY LINE OF A PARCEL OF LAND DESCRIBED IN A DEED RECORDED IN BOOK C192, AT PAGE 811 OF THE OFFICIAL RECORDS OF THE COUNTY OF SAN FRANCISCO AND CONTINUING ALONG THE NORTHEASTERLY LINE OF A PARCEL OF LAND DESCRIBED IN JUDGMENT CASE 412587, RECORDED ON REEL 1351, AT PAGE 487 AND ALONG THE NORTHEASTERLY LINE OF PARCEL TWO, AS DESCRIBED IN SAID DEED RECORDED IN BOOK C192, AT PAGE 811; THENCE S. 46° 17' 36" W., A DISTANCE OF 4.43 FEET, ALONG THE NORTHWESTERLY LINE OF A PARCEL OF LAND DESCRIBED AS AN EXCEPTION TO THE ABOVE DESCRIBED PARCEL TWO TO A POINT OF NON-TANGENT CURVATURE; THENCE WITH A NON-TANGENT CURVE TO THE LEFT, THE CENTER OF BEARS N. 78° 47' 34" E., WITH A RADIUS OF 356.02 FEET, THROUGH A CENTRAL ANGLE OF 2° 27' 41", ALONG AN ARC LENGTH OF 15.29 FEET, WITH A CHORD BEARING OF S. 12° 26' 16" E., A DISTANCE OF 15.29 FEET, ALONG THE WESTERLY LINE OF SAID EXCEPTION PARCEL; THENCE S. 46° 17' 36" W., A DISTANCE OF 462.63 FEET, ALONG THE NORTHWESTERLY RIGHT OF WAY LINE OF BLUXOME STREET; THENCE N. 43° 42' 24" W., A DISTANCE OF 240.33 FEET, ALONG SAID NORTHEASTERLY RIGHT OF WAY LINE OF FIFTH STREET TO THE POINT OF BEGINNING.

ASSESSOR'S LOT 037, BLOCK 3786

STEWART TITLE GUARANTY COMPANY
FILE NO. 467586 - SCHEDULE B, SECTION II
(EFFECTIVE DATE OCTOBER 1, 2012):

Numbers correspond with survey-related Schedule B exception items contained in the above referenced Title Commitment.

2. The matters contained in an instrument entitled "Grant of Easement", by and between Edward A. Landry, as Trustee of the Trusts cited therein and San Francisco Tennis Club, Inc. upon the terms therein provided recorded May 1, 2003, as Instrument 2003-1427838 in Reel 1378 at Image 0279, of Official Records.

(AFFECTS THE SUBJECT PROPERTY - PLOTTED AND SHOWN HEREON)

MISCELLANEOUS NOTES:

- There is direct access to the subject property via 5th Street, a public right-of-way.
- The locations of all utilities shown on the survey are from visible surface evidence only.
- The posted address on site is 645 5th Street, San Francisco, California.
- At the time of this survey there was no observable surface evidence of earth moving work, building construction or building additions within recent months.
- At the time of this survey, there was no observable evidence of the subject property being used as a solid waste dump, ramp or sanitary landfill.
- At the time of this survey, there was no observable evidence of any recent changes in street right-of-way lines either completed or proposed, and available from the controlling jurisdiction.
- At the time of this survey, there was no observable evidence of any recent street or sidewalk construction or repairs.
- The Property surveyed and shown hereon is the same property described in Schedule A of Stewart Title Guaranty Company Title File No. 467586 with an effective date of October 1, 2012.

SURVEYOR'S OBSERVATIONS:

At the time of this survey, there was no visible evidence of encroachments or violations.

FLOOD ZONE:

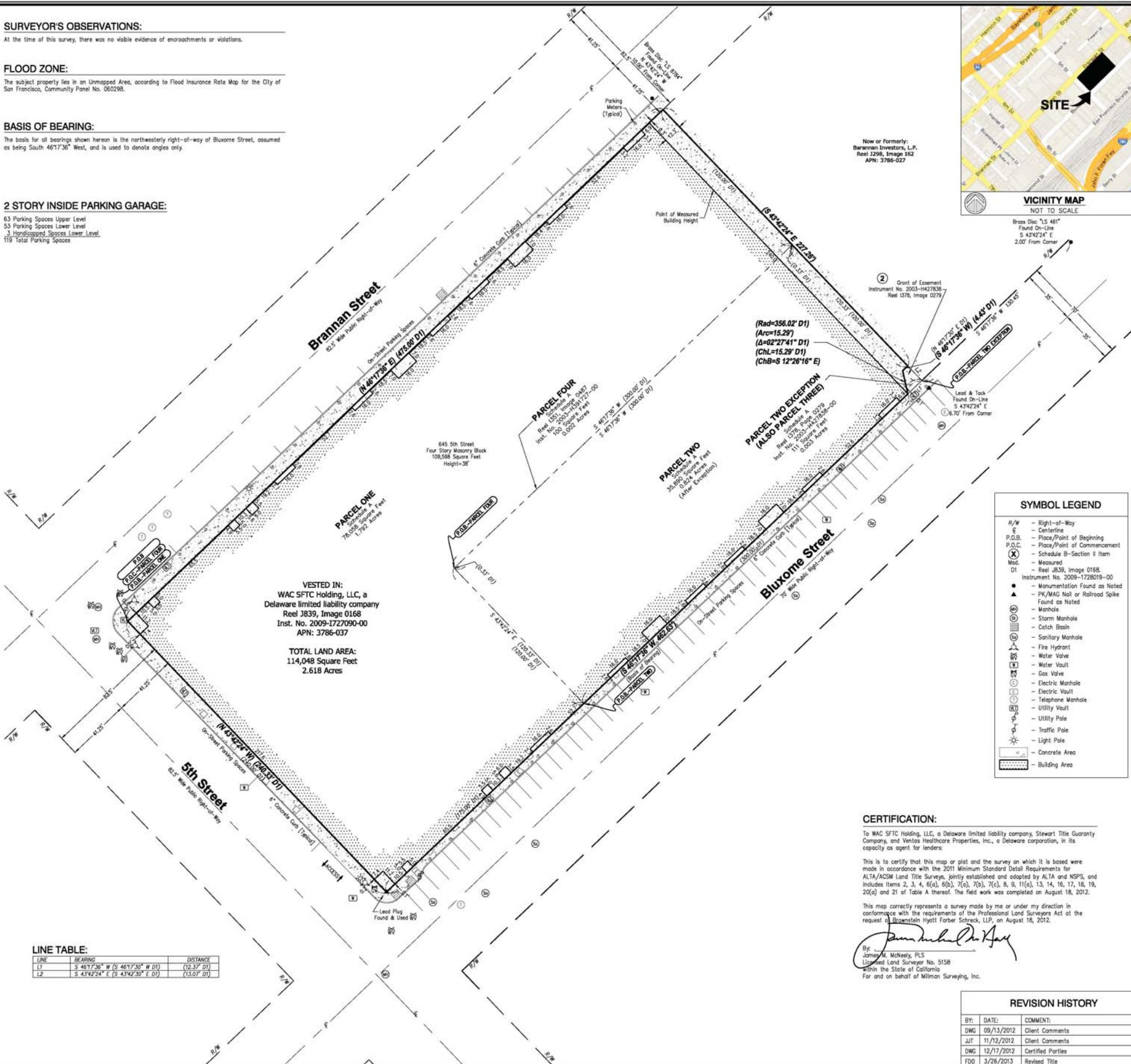
The subject property lies in an Unmapped Area, according to Flood Insurance Rate Map for the City of San Francisco, Community Panel No. 060298.

BASIS OF BEARING:

The basis for all bearings shown hereon is the northwesterly right-of-way of Bluxome Street, assumed as being South 46°17'36" West, and is used to denote angles only.

2 STORY INSIDE PARKING GARAGE:

63 Parking Spaces Upper Level
53 Parking Spaces Lower Level
3 Handicapped Spaces Lower Level
119 Total Parking Spaces



SYMBOL LEGEND	
R/W	- Right-of-Way
C	- Centerline
P.O.B.	- Place/Point of Beginning
P.O.C.	- Place/Point of Commencement
X	- Schedule B-Section II Item
Msd.	- Measured
D1	- Reel J839, Image 0168
Inst. No. 2009-1727090-00	- Monumentation Found as Noted
▲	- PK/MAG Nail or Railroad Spike
●	- Found as Noted
⊙	- Manhole
⊕	- Storm Manhole
⊖	- Catch Basin
⊗	- Sanitary Manhole
⊙	- Fire Hydrant
⊕	- Water Valve
⊖	- Gas Valve
⊗	- Electric Manhole
⊙	- Electric Vault
⊕	- Telephone Manhole
⊖	- Utility Vault
⊗	- Utility Pole
⊙	- Traffic Pole
⊕	- Light Pole
⊖	- Concrete Area
⊗	- Building Area

CERTIFICATION:

To WAC SFTC Holding, LLC, a Delaware limited liability company, Stewart Title Guaranty Company, and Ventas Healthcare Properties, Inc., a Delaware corporation, in its capacity as agent for lenders:

This is to certify that this map or plot and the survey on which it is based were made in accordance with the 2011 Minimum Standard Detail Requirements for ALTA/ACSM Land Title Surveys, jointly established and adopted by ALTA and NSPS, and includes items 2, 3, 4, 6(a), 6(b), 7(a), 7(b), 7(c), 8, 9, 11(a), 13, 14, 16, 17, 18, 19, 20(a) and 21 of Table A thereof. The field work was completed on August 18, 2012.

This map correctly represents a survey made by me or under my direction in conformance with the requirements of the Professional Land Surveyors Act of the request of Bowstein Hyatt Farber Schreck, LLP, on August 18, 2012.

By: *James M. McKeely, PLS*
James M. McKeely, PLS
Licensed Land Surveyor No. 5158
within the State of California
For and on behalf of Millman Surveying, Inc.

REVISION HISTORY		
BY:	DATE:	COMMENT:
DWG	09/13/2012	Client Comments
JAT	11/12/2012	Client Comments
DWG	12/17/2012	Certified Parties
FDO	3/26/2013	Revised Title

millman
National Land Services
Transforming the Industry

Surveying
Zoning
Environmental
Real Support - Title Review

Millman Surveying, Inc.
Corporate Headquarters
1742 Georgetown Road, Suite H
Hudson, OH 44236
Phone: 800-520-1010
Fax: 330-342-0834
www.millmansurveying.com

ALTA/ACSM LAND TITLE
SURVEY PREPARED FOR:

**Western Athletic
Clubs, Inc.**
1 Lombard Street
San Francisco, CA 94111

millman
virtualsurveyor
for more information
visit <http://vimeo.com/25774196>

San Francisco Tennis Club
645 5th Street
City of San Francisco
County of San Francisco
State of California

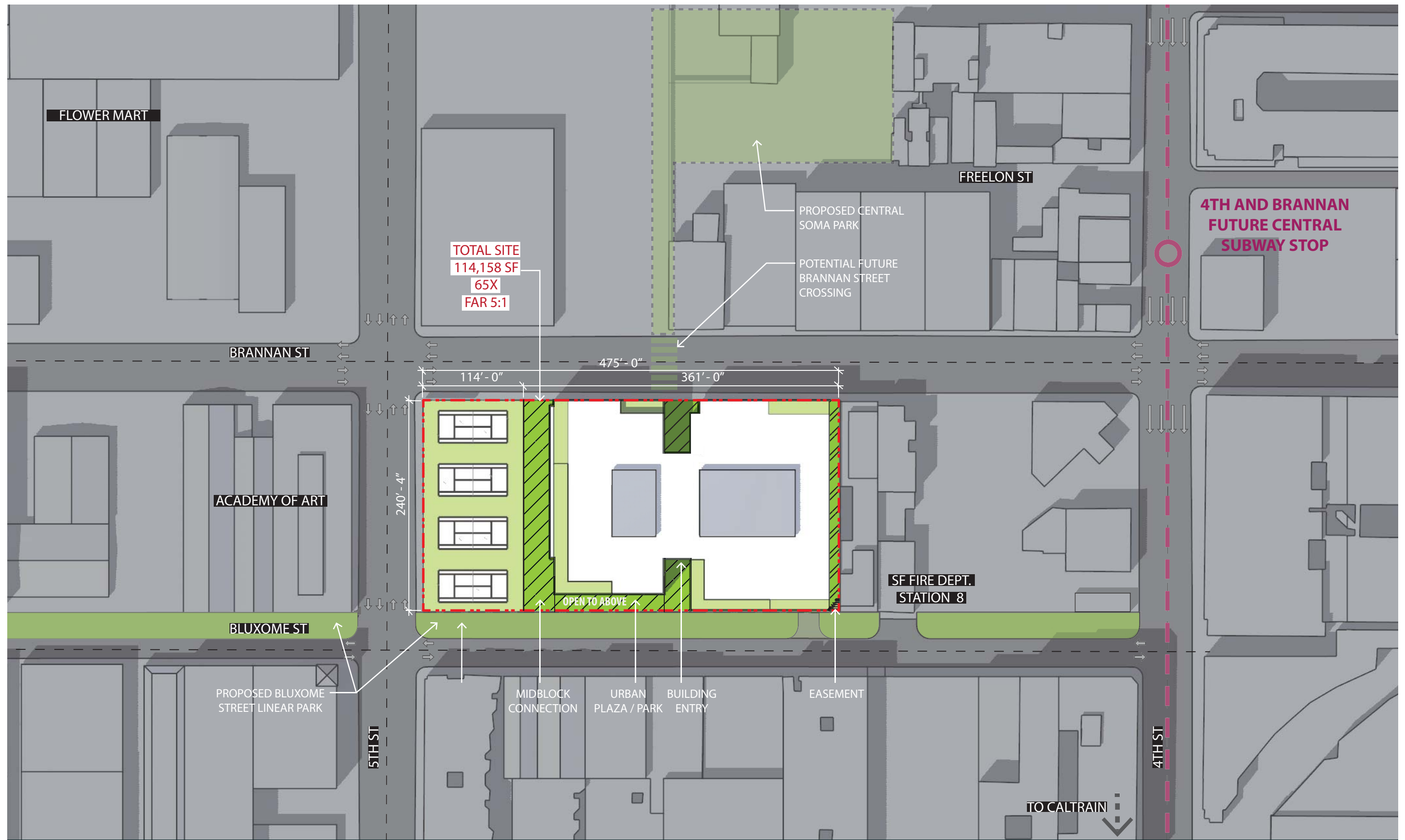
NORTH
GRAPHIC SCALE
0 30 60
1 INCH = 30 FT.



Surveyor's Seal

Sheet No. **1** of **1**

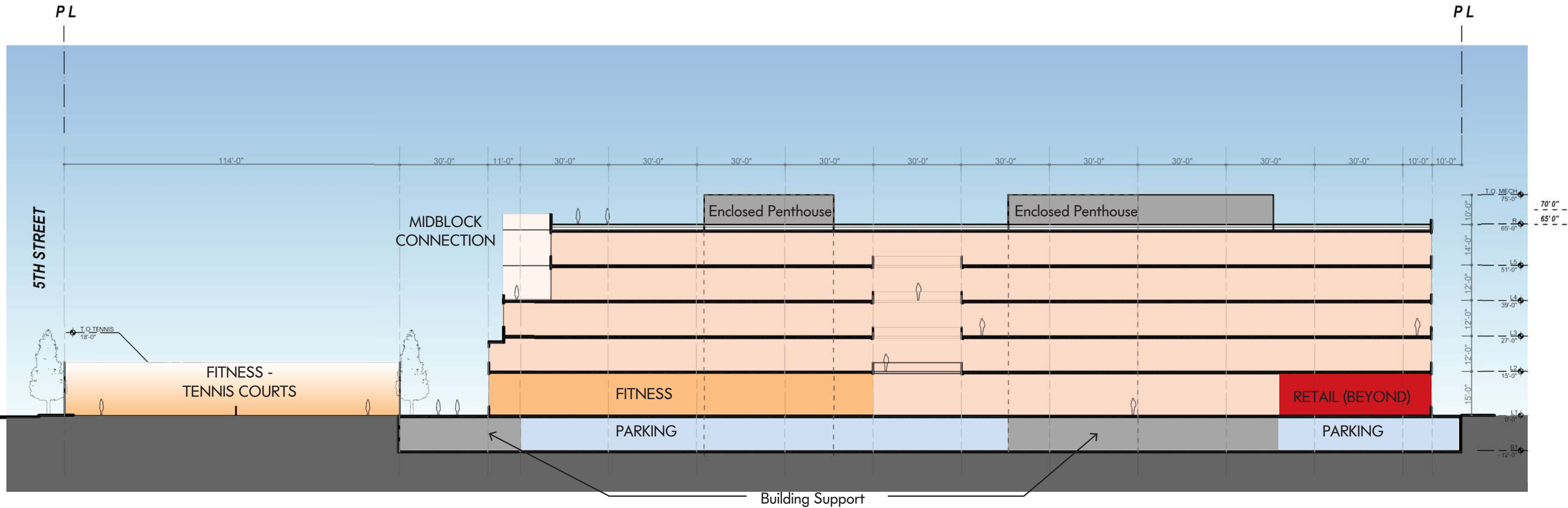
MSI Project No. 27194
PM: DWG Drafter: PAC

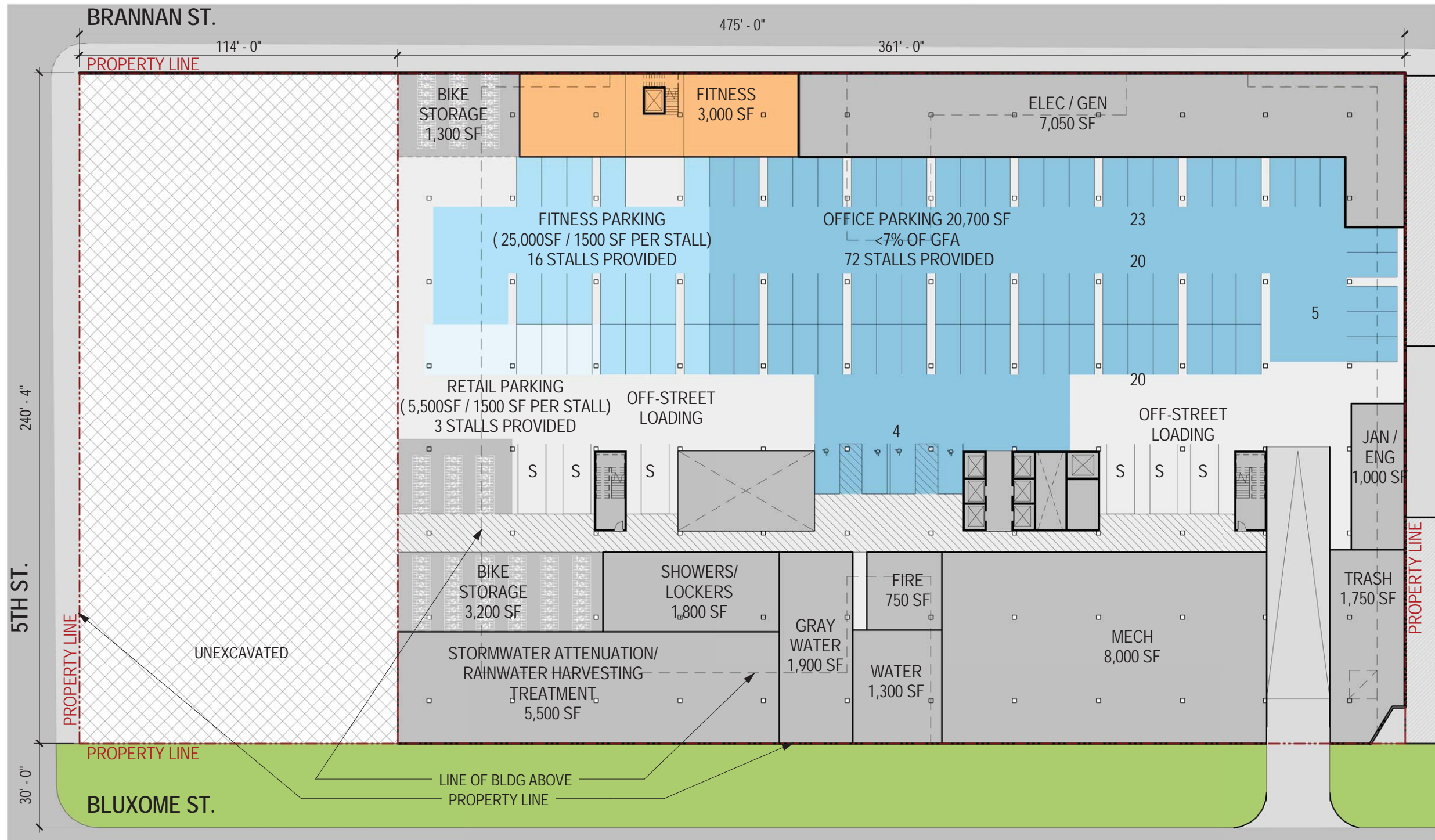


PLANNING STANDARDS & REQUIREMENTS		PLANNING CODE REFERENCE	SITE DATA / PROVIDED	COMMENTS
Address	88 BLUXOME STREET (Formerly 645 Fifth Street)			Between Brannan & Bluxome; ZIP 94107
Block / Lot #	3786 - 037		(475' x 240'-4") = 114,048 sf 2.618 acres	encumbrance : access easement for 537 Brannan (off Bluxome)
Zoning	WSoMa Mixed-Use Office (WMUO)	Zoning Map ZN 01 Sections 802.4 , 823, 845 & Table 842		Eastern Neighborhood Mixed Use District's comments apply
	Western SoMa Special Use District	Zoning Map SU 01 ; Section 823		
Area Plan	Western SoMa Area Plan	EIR completed for this Area; could potentially qualify for CPE (Community Plan Exemption) if project is consistent with EIR assumptions		
Demolition of Existing Recreational Facility	Conditional Use Authorization needed	Section 823 (c)(8)		
Permitted Uses	Office ; Recreation Facility; up to 10,000 sf Retail; PDR	Section 803.3; Table 845; Section 845.62;		
Conditional Uses	10,000 - 25,000 sf Retail	Section 803.3; Table 845		
FAR	5.0 : 1	Section 124	114,048 x 5.0 = 570,240 GFA maximum	
GFA Deductions Allowed	Non Profit Recreational Facilities; Mechanical Penthouse; basement level Building Support areas; Accessory Parking	Section 102 - Floor Area, Gross - Definition		
Height / Bulk District	65 X	Ht & Bulk District Map HT01	No towers allowed above 65ft street wall height	
Height Limit	65 feet	Measurements Sec 102.12		
Height Limit Exemptions	Mechanical Pethouses : 20% of floor area if enclosed , additional 10% if open to sky above & screened	Section 260 (b)(1) (a)		
	Special Height Limit Exception : vertical non habitable architectural elements in Eastern Neighborhoods	Section 263.21	Not permitted in SoMa Special Use District	
	Unroofed Recreational Facilities with Open Fencing : max 10 feet height	Section 260 (2)(c)		
Bulk Limits	Base	to Height Limit - no setback required	Sections 260(a)(3) , 823 , 134	65 feet
	Lower / Upper Towers	None allowed above street wall max height	X Bulk District definition	
Open Space Requirement	1:50 GFA Office	Table 135.3		
	1:250 GFA Retail	Table 135.3		
	1:120 GFA PDR (Light Industrial)	Table 135.3		

PLANNING STANDARDS & REQUIREMENTS		PLANNING CODE REFERENCE	SITE DATA / PROVIDED	COMMENTS
	33% reduction for Publicly Accessible Space	Section 135.3 (2) (A) POPOS		POPOS (Privately Owned Public Open Space) per 135 (h)
	Mid Block Alley can be considered Open Space	Section 135(h)(1)(c); Section 270.2 (d) (1)		Needs to be designed per Section 270.2(e)
Horizontal Mass Reduction	For Street Frontages greater than 200 feet, Mass Reduction Breaks shall be: 1.Not less than 30 ft deep 2.Not more than 60 ft deep 3.Extend to the sky from 25ft & above 4.Result in building sections w/ max plan length of 200 ft	Section 270.1 (A)		
Mid Block Alley	Required for Sites over 200 feet on block over 400 feet ; South of Market & Eatsern Neighborhoods	Section 270.2 (c)		
Mid Block Alley Design Standards	min clear width 30 feet min clear height 15 ft	Section 270.2(e)(4)		
Ground Floor Height	14 ft minimum Floor - Floor height at grade	Section 145.1(c)(4)(B)		
Pedestrian Oriented Street Frontage	Active Uses; Open directly onto street; Transparency	Section 145.1 (3); (5); (6)		
Overhead Horizontal Projections	3 ft max projection over property line, purely architectural & decorative nature	Section 136 (c)(1)(A)		
Marquee	Max Distance over Property line= 4 ft Unlimited length Vertical distance top to bottom : 3 ft max All portions min 10ft & max 16ft height above sidewalk	Section 136.1 (c)(2)(C) Section 790.58		
Commercial Bay Windows	10 ft max length / 2 ft max projection over property line	Section 136		
Off Street Parking	None Required / Non Residential	Table 151.1 , Table 166 Table 845; Section 845.10		
	Office : 7% GFA max	Table 151.1		
	Retail : 1:1,500 GFA max	Table 151.1		
	Recreation : assume same as Retail	Table 151.1		
	Integrated PDR : 1:1,500 GFA max	Table 151.1		
Car Share	(0) spaces : 0 - 24 parking spaces (1) space : 25 - 49 parking spaces (1 + 1:50 over 50) 50 or more	Table 166		
Off Street Freight Loading	Office: 0.1 space per 10,000 GFA	Table 152.1		Requires LPA modification
	Retail :(0) spaces up to 10,000 GFA space 10,001 - 30,000 GFA	(1) Table 152.1		
	Recreation: assunme same as Retail			

PLANNING STANDARDS & REQUIREMENTS		PLANNING CODE REFERENCE	SITE DATA / PROVIDED	COMMENTS
	PDR :(0) spaces up to 10,000 GFA (1) space 10,001 - 50,000 GFA	Table 152.1		
	Allowable reductions in off street loading	Section 152.1		Requires LPA modification
Bicycle Parking	For office uses , one class 1 space for every 5,000 sf of occupied space ; and a minimum of 1 Class 2 space for each additional 50,000 sf of occupied space above the 2 required for 5,000 sf	Sections 155.2.14		
Shower Facilities & Lockers - Offices, Light Manuf	Four showers and 24 clothes lockers are required where the occupied floor area exceeds 50,000 square feet.	Section 155.4		
Shower Facilities & Lockers - Retail Sales	(1) shower & (6) clothes lockers for 25,000 < GFA < 50,000	Section 155.4		
Business Signs	(C) Wall Signs : 150 sf max / frontage 24 ft max mounting height	Section 607.2 (f) (3); Definition 602.3		
Historic Preservation	C - Not a Historic Resource	Article 10	N/A	
Flood Zone	Not in FEMA Flood Zone			
Seismic Hazard Zone	Liquefaction Zone	Official Map (Nov 17 , 2000) mitigation per Public Resources Code Section 2697	Structure to be designed per applicable codes	





**TOTAL
SUPPORT**
56,401 SF

**TOTAL
PARKING**
91 STALLS

ALLOWED PARKING:
OFFICE 297,034 X .07 = 20,792 SF
RETAIL = 5500/1500 = 3 STALLS
FITNESS = 25000/1500 = 16 STALLS



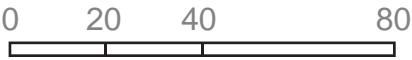


OPEN SPACE REQUIRED

RETAIL (5,500 GFA / 250)	22 SF
FITNESS (25,000 GFA / 250)	100 SF
OFFICE (297,034 GFA / 50)	5,941 SF
SUBTOTAL	6,063 SF

OPEN SPACE PROVIDED

DEDUCT ACCESSIBLE (6063 * .33)	-2,021 SF	TOTAL	16,376 SF
TOTAL REQUIRED	4,042 SF	ACCESSIBLE	11,406 SF

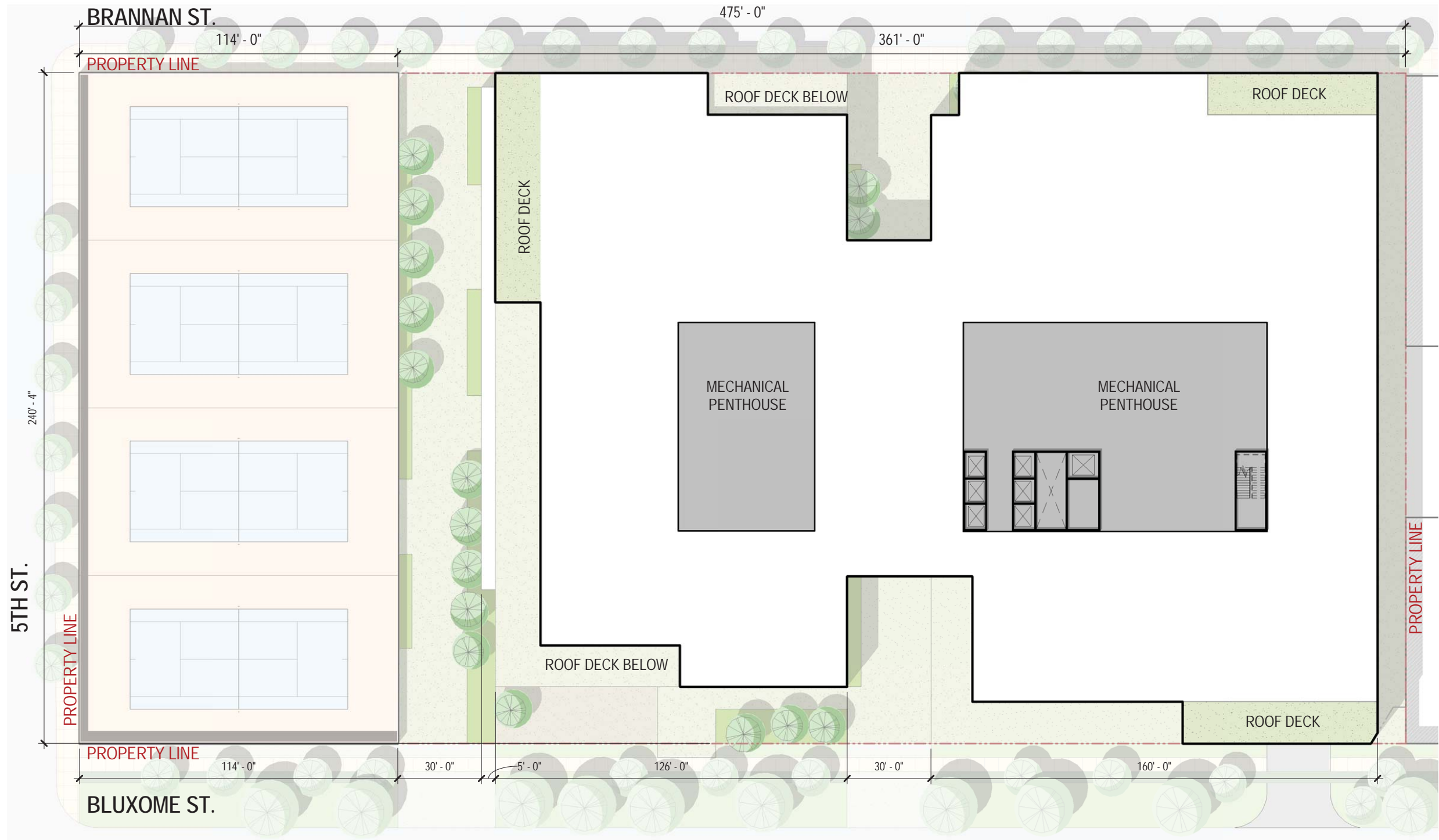


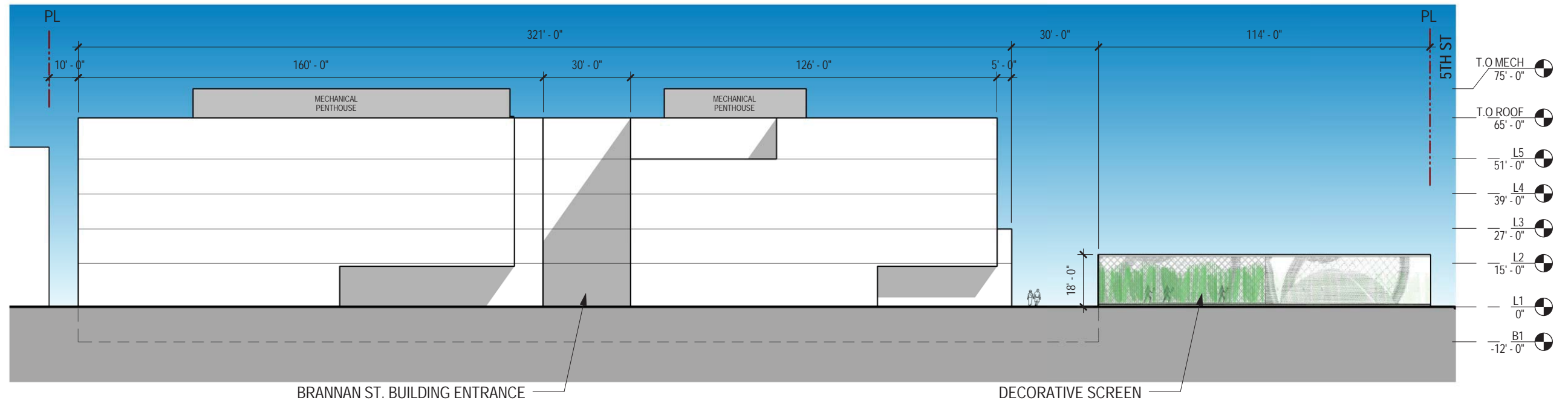




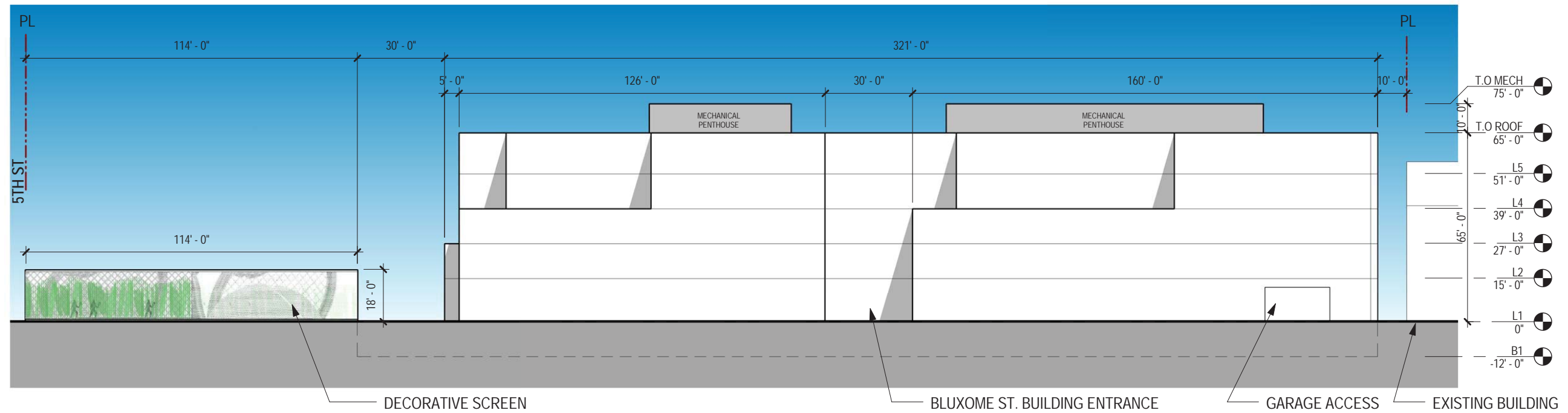




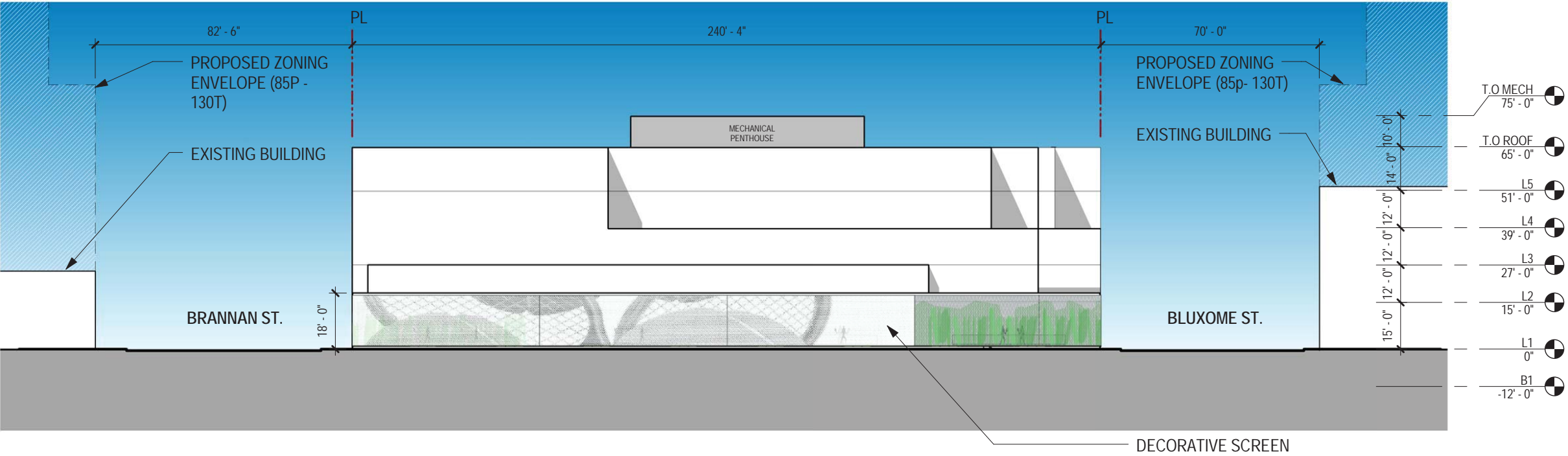




ELEVATION - NORTH
SCALE: 1" = 40'



ELEVATION - SOUTH
SCALE: 1" = 40'



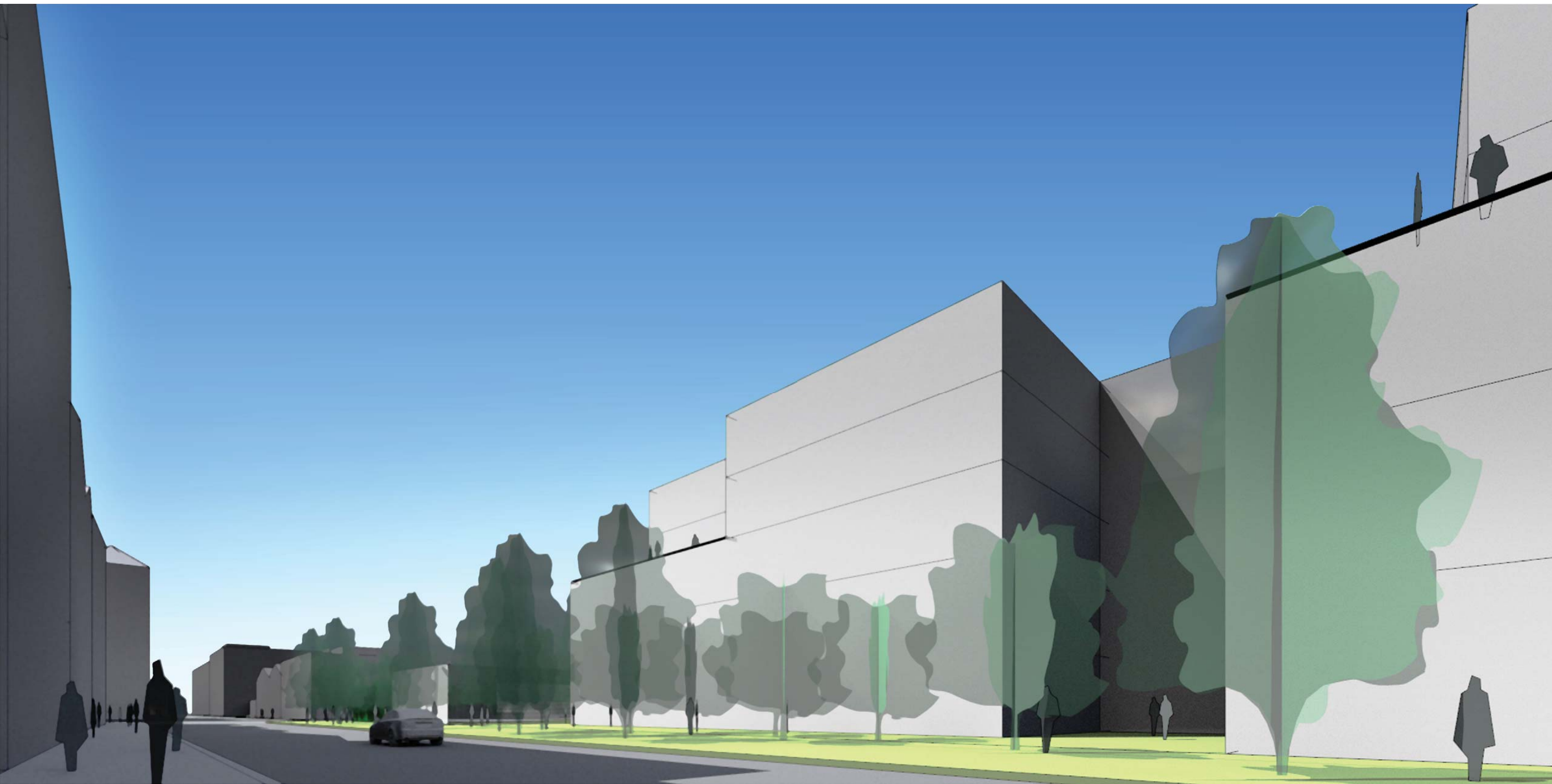
ELEVATION - WEST
SCALE: 1" = 40'











BLUXOME STREET LOOKING WEST
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BLUXOME AND 5TH STREET LOOKING EAST
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