

Exhibit A

Conditions of Approval

GENERAL CONDITIONS

1. This authorization is to allow a change from the existing non-conforming entertainment use of the "Nob Hill Masonic Center" to "Other Entertainment" pursuant to Planning Code Sections 182(b)(1) and 723.48, and to add a maximum of eight permanent food and beverage service stations for patrons of entertainment and assembly events, pursuant to Planning Code Section 238(d), located at 1111 California Street, in general conformity with plans labeled Exhibit B; dated March 4, 2010.
2. A site permit or building permit for the herein-authorized Project shall be obtained within three years of the date of this action, and construction, once commenced, shall be thenceforth pursued diligently to completion or the said authorization may become null and void. This authorization may be extended at the discretion of the Zoning Administrator only where the failure to issue a permit by the Department of Building Inspection to construct the proposed building is caused by a delay by a City, state or federal agency or by any appeal of the issuance of such a permit(s). The Project Sponsor shall obtain required site or building permits within three years of the date of this approval or this authorization may be null and void. Construction, once commenced, shall be pursued diligently to completion.
3. The operator of the establishment shall obtain all necessary approvals from the San Francisco Entertainment Commission prior to hosting live entertainment events on-site, but no later than 18 months from the date of this Conditional Use authorization.
4. Noise and odors shall be regulated so as not to be a nuisance to nearby businesses or residents.
5. The Project Sponsor shall work with staff to ensure that all future exterior alterations, including signage, are consistent with the Secretary of Interior's Standards for Treatment of Historical Properties. Signage size shall be appropriate for the scale of the historic building, and materials and lighting shall be compatible with the historical character of the building.
6. An enclosed waste storage area shall be provided within the establishment. All trash and recycling containers shall be kept within the building until pick-up by the disposal company.
7. Should implementation of this Project result in complaints from interested property owners, residents, or commercial lessees which are not resolved by the Project Sponsor and are subsequently reported to the Zoning Administrator and found to be in violation of the Planning Code and/or the specific Conditions of Approval for the Project as set forth in Exhibit A of this Motion, the Zoning Administrator shall refer such complaints to the Commission, after which it may hold a public hearing on the matter in accordance with the hearing notification and conduct

procedures as set forth in Sections 174, 306.3, and 306.4 of the code to consider revocation of this conditional use authorization.

8. The Project Sponsor shall assure the execution and recordation of the specified conditions as a Notice of Special Restrictions at the Office of the County Recorder / County Clerk.

MAXIMUM OCCUPANCY AND EVENTS

9. No more than 3,500 patrons shall be permitted for events in the auditorium on the main floor level and mezzanine of the Masonic Center.
10. There shall be an annual maximum of 95 live entertainment events held at the Masonic Center that start at 7:00PM or later, of which no more than 70 live entertainment events may utilize general admission attendance without assigned seating for patrons in the lower (floor) level of the auditorium. There shall be an annual maximum of 20 events not involving live entertainment held at the Masonic Center that start at 7:00PM or later.
11. There shall be an annual maximum of 50 daytime events held at the Masonic Center that end at 7:00PM, and an additional maximum of 50 daytime events held at the Masonic Center that end at 5:00PM.
12. Notwithstanding the limitations in conditions #10 and #11 above, there shall be no limitations on the number and seating method of events that are attended by 250 patrons or fewer.
13. All events shall conclude by 11:00PM on weeknights (non-holiday Sunday-Thursday evenings) and 11:30PM on weekends (Friday, Saturday, and holiday evenings). Up to five events per year may extend until 2:00AM, subject to prior consultation with and approval by the San Francisco Police Department, the San Francisco Planning Department, and the Entertainment Commission a minimum of 30 days prior to the date of such an event.
14. All patron queuing for events with general admission attendance shall occur within the Masonic Center property, including the main lobby and in the plaza fronting on California Street.

SECURITY AND SAFETY

15. The Project Sponsor shall maintain, update over time, provide to event personnel, and make available to the Planning Department an event Operations Manual to include:
 - A security plan to ensure neighborhood safety before, during and after performances, including in Huntington Park and near Grace Cathedral.
 - A traffic control plan, including deployment of traffic control personnel outside the venue to assist patron unloading and loading, queuing into the garage, and enforcement of the Parking and Traffic, Loading and Performer Bus Parking conditions set forth below.

- Trash pick-up program within two hours after each event in the four blocks bounded by Sacramento, Jones, Pine and Mason Streets.
- Direction to event personnel to assure compliance with these conditions of approval.

PARKING AND TRAFFIC

16. The Project Sponsor shall make available to the general public within the Masonic Center garage no less than number of off-street parking spaces required by Planning Code Section 151 for "theater or auditorium" uses (a minimum of 1 parking space per 8 patron occupancy for the first 1,000 patrons, plus 1 space per 10 patrons above 1,000 patrons in the Auditorium). The number of spaces shall not be reduced or otherwise be made unavailable for the use of the Masonic Center due to monthly leases or other arrangements.
17. There shall be a fixed parking fee for events with more than 1,500 ticketed attendees.
18. The Project Sponsor shall offer pre-paid parking to event attendees who purchase tickets in advance of the event date through an on-line ticket service. Such pre-paid parking passes shall specify the location of the garage for which the ticket has been paid (either the Masonic Center garage or any other nearby garage that enters into a cooperating agreement with the Project Sponsor for pre-paid parking) and the location of the garage's entrance.
19. The Project Sponsor shall allow access to the Masonic Center garage through the Pine Street loading dock prior to events in order to reduce vehicle queuing on California Street. The Pine Street loading dock shall also be used for exiting from the garage after events.
20. The Project Sponsor shall minimize vehicular queuing on California Street by use of the following strategies events with more than 1,500 ticketed patrons:
 - Increase traffic staffing inside the California Street garage entrance to increase the rate of vehicular entry to the garage.
 - Position security personnel (including San Francisco Police Department services when warranted) outside the garage to assist with controlling and directing traffic, including directing patrons to other nearby garages if and when the Masonic Center garage is full.
 - Convert the center lane of the existing garage entrance ramp to a second inbound lane to increase queuing room within the garage.
21. The Project Sponsor shall consult with nearby public garages to inform arriving patrons that those garages can be used to park for performances and events when the Center's garage is full.
22. The Project Sponsor shall apply for designation of a truck and bus loading zone and passenger zone for drop-off by taxis and other vehicles and additional garage queuing for the approximately 185-foot long curb zone on California Street between the entrance to the Center garage and Gramercy Tower (1177 California Street) driveway, to be in effect only prior to and during events at the Masonic Center. The drop-off zone shall be sufficient to accommodate a minimum of three taxis or private vehicles dropping off passengers at one time.

23. The Project Sponsor shall provide not less than 26 Class I or Class II bicycle parking spaces at the property, consistent with Planning Code Section 155.2.

LOADING

24. The Project Sponsor shall use the Pine Street loading dock for all loading and unloading to the commercial kitchen and for normal building operation supplies.
25. The Project Sponsor shall provide fixed sound and lighting systems for the Masonic Auditorium to reduce the need for performers to load and unload sound and lighting equipment into the building.
26. The Project Sponsor shall seek a special event “no parking” permit from the Police Department whenever it anticipates loading or bus operations on California Street and direct trucks to park in that zone. No double-parking of trucks shall be permitted. The Project Sponsor may load and unload from the California Street curb only stage sets, performance equipment, and related materials associated with specific events. Pursuant to the regulations of the Department of Building Inspection, a sign shall be posted on the access ramp during loading and unloading operations that notifies disabled persons of the duration of the loading and provides specific information about alternative means of disabled access into the building, which alternative access shall be maintained at all times during loading and unloading operations on California Street.
27. To minimize noise during loading and unloading operations on California Street, the Project Sponsor shall install prior to loading and unloading activities a resilient surface material, such as rubber or vinyl, on truck ramps, pavement, sidewalk and the ramp and incorporate transition strips between different surfaces and shall direct that truck engines be turned off except when moving the vehicle or functions that require engine power are occurring, such as lowering or raising of hydraulic ramps.
28. Personnel conducting loading and unloading activities on California Street shall be instructed to minimize the volume of conversation and prohibit the playing of amplified music outside the building during loading and unloading, particularly during nighttime hours.
29. After the conclusion of unloading activities, trucks using the California Street curb loading zone shall depart the premises, park off-site, and not return for loading until near the conclusion of the performance. No overnight curb parking of trucks shall be permitted on California Street.
30. All loading activities shall be completed no more than 90 minutes following the conclusion of an event.

PERFORMER BUS PARKING

31. During the one and one-half hour period prior to the start of events, no more than two performer buses shall park on the south side of California Street, so that the remainder of the 185-foot long curbside area is available for attendee unloading and loading and vehicle queuing into the garage. The Project Sponsor shall direct any additional buses to park in other bus parking zone(s)

the City chooses to designate near the corner of California and Taylor Streets, such as on Taylor Street adjacent to Huntington Park or on the north side of California Street. The Project Sponsor shall make best available efforts to evaluate and demonstrate to the Zoning Administrator the physical and operational feasibility of storing performer buses at nearby off-street parking facilities during events.

32. The Project Sponsor shall provide electric power on the south side of California Street for event buses in order to ensure the quiet and clean powering of these vehicles and shall direct that all performer buses parking at this zone connect to this electric power and not run their engines or generators.
33. The project sponsor shall seek permission from the appropriate City agency or adjacent property owners to install electric power adjacent to any other City-designated bus parking zone that is within ½ block of the property, if feasible, so that, if there is a feasible method of providing electric power, the Project Sponsor shall direct performer buses to connect to this electric power and not run their engines or generators.
34. Overnight curb parking of buses or habitable trailers for performers, support staff, or other associated with the operations or productions at the property shall not be permitted on either side of California Street. The Project Sponsor shall include in any contract or agreement, or rules or guidance given to any performers, support staff, or others associated with the operations or productions at the property a requirement to abide by this condition. The Project Sponsor shall remain responsible for compliance with this condition, regardless of such notice or contractual provisions.

FOOD AND BEVERAGE SERVICE

35. This Conditional Use authorization for eating and drinking uses is limited to service to patrons of on-site assembly and entertainment events within the Nob Hill Masonic Center. This authorization allows for the operation of a maximum of eight concessions stands selling food and beverages. There shall be no operations of a restaurant, either full-service or self-service, open to members of the public who are not patrons of assembly or entertainment uses within the Masonic Center.
36. Following the conclusion of the last intermission of an event, a maximum of two publicly-accessible concession stands and one "VIP" concession stand (not accessible by the general public) may serve alcoholic beverages. One hour prior to the conclusion of an event, line markers shall be placed at the end of each of the lines. No patron approaching a line for a concession stand after the placement of the line marker will be served an alcoholic beverage, with the intent that alcohol service will conclude 45 minutes prior to the end of an event.

PERFORMANCE AND ENFORCEMENT

37. The Project Sponsor shall make best efforts to continue to meet with neighbors of the Masonic Center to collaborate on issues of concern, including, but not limited to, traffic, loading (including the use of the Pine Street loading dock), safety and crowd control, and parking. The Zoning Administrator shall verbally present the status of these efforts to the Planning Commission within three weeks of this approval.

38. The Project Sponsor shall appoint a community liaison officer to deal with issues of concern to the owners and occupants of nearby properties and shall give written notice of the name, business address and telephone number of the community liaison officer to the Zoning Administrator and the owners of properties in the area bounded by Sacramento Street, Mason Street, Pine Street and Jones Street. The telephone number of the community liaison shall be monitored for a reasonable period of time prior to, during and after events until patrons have disbursed from the neighborhood.
39. The Planning Department shall report to the Planning Commission on the status of compliance with these conditions of approval within 6 months following the re-opening of the auditorium after construction is completed, and every 6 months thereafter for the first two years of post-construction operations. A copy of the Planning Department's report to the Planning Commission shall be provided to the Project Sponsor, the San Francisco Police Department, and the Nob Hill Association (or successor organization). A public informational hearing regarding the compliance report may be held upon the determination of the Zoning Administrator or at the request of the Planning Commission.
40. Violation of the conditions contained in this Motion or of any other provisions of the Planning Code may be subject to abatement procedures and fines up to \$500 a day in accordance with Sections 176 and 176.1 of the Planning Code and actions to abate violations of this conditional use authorization in accordance with Section 303(f).
41. Should monitoring of these Conditions of Approval be required, the Project Sponsor or successors shall pay fees as established in Section 351(e)(1) of the Planning Code.