

**AMENDED AND RESTATED BYLAWS
OF
UNION SQUARE BUSINESS IMPROVEMENT DISTRICT
A California Nonprofit Corporation**

**ARTICLE I
NAME & OFFICE**

SECTION 1. NAME

This corporation shall be named the Union Square Business Improvement District, but may also do business as, or otherwise be referred to as, the Greater Union Square Business Improvement District, the Union Square Association Business Improvement District, and the Union Square Alliance.

SECTION 2. PRINCIPAL OFFICES

The principal executive office for the transaction of the activities and affairs of this corporation is located at 291 Geary Street, Suite 200, San Francisco, California 94102. The operating board of Directors (hereinafter "Board") may change the location of the principal executive office. Any such change of location must be noted by the Secretary on these bylaws or this section may be amended to state the new location.

**ARTICLE 2
PURPOSES**

SECTION 1. OBJECTIVE AND PURPOSES

The purpose of this corporation is to improve the image and economic vitality of the Greater Union Square area in San Francisco, California, by providing cleaning and maintenance, public safety, and marketing, advocacy, beautification and capital improvement programs. In the context of these general purposes, the corporation shall create and manage programs that maximize coordination with the City and County of San Francisco and the San Francisco Board of Supervisors to supplement City base level services, leverage resources, deliver services through cost-effective and accessible organizational structure, and provide accountability to district members

**ARTICLE 3
CONSTRUCTION**

SECTION 1. RULES OF CONSTRUCTION

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in applicable California law shall govern the construction of these bylaws.

ARTICLE 4
DESCRIPTION OF DISTRICT

SECTION 1. DESCRIPTION OF GREATER UNION SQUARE BUSINESS IMPROVEMENT DISTRICT The geographic area of the Greater Union Square Business Improvement District (the "District") shall include that area described in the most current versions of the documents governing the establishment and management of the District, including the most current versions of the San Francisco Board of Supervisors' resolution establishing the District, the District management plan adopted by the San Francisco Board of Supervisors, and any contract between the corporation and the City and County of San Francisco to implement, administer, and/or provide services, improvements, and activities in the District (collectively, the "Governing Documents"). A diagram of the District is attached hereto as Exhibit 1.

ARTICLE 5
DIRECTORS

SECTION 1. GENERAL POWERS

Subject to the provisions and limitations of applicable California law, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

SECTION 2. SPECIFIC POWERS

Without prejudice to the general powers set forth in Section 1 of this Article, but subject to the same limitations, the Board shall have the power to:

1. Appoint and remove all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; and fix their compensation; and
2. Borrow money and incur indebtedness on the corporation's behalf.

SECTION 3. NUMBER AND COMPOSITION

The authorized number of Directors of the corporation ("Directors") shall be not less than twenty-three (23) or more than twenty-nine (29); the exact authorized number to be fixed, within these limits, by resolution of the Board. A majority of all Directors shall represent property owners within the District. Otherwise, the Board of Directors shall seek to reflect the diversity of the property and business owner stakeholders in the District. The Board shall seek to include District property and/or business owners representing the hospitality, retail/commercial, residents, and government/non-profit sectors.

The Board shall also seek to include a mix of large and small property and/or business owners representing various geographic locations throughout the District.

At least twenty (20) percent of the Board shall be business owners or their representatives who do not own property within the District's boundaries.

Directors shall be nominated by the Board and shall be approved by a vote of the corporation's members pursuant to the process set forth Articles 10 and 11. Notwithstanding the foregoing, upon the request of any member, the Board shall develop and authorize a reasonable method for Director nominations by members.

SECTION 4. INTERESTED DIRECTORS

Not more than forty-nine (49) percent of the Directors serving on the Board at any time may be interested persons. For purposes of this section, an interested person is: (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (2) any brother, sister, ancestor, descendent, spouse, brother-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

SECTION 5. TERM

Directors shall hold office for four (4) years or until a successor Director has been elected by the members. The Board may stagger the terms of the Directors. The Board may transition from non-staggered to staggered terms using any reasonable method adopted by resolution of the Board, including the election of certain Directors by members for shortened terms, provided that such method may not extend the term of any Director.

SECTION 6. FILLING VACANCIES

Except for a vacancy created by the removal of a Director by the members, vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with applicable California law, or (2) a sole remaining Director.

SECTION 7. COMPENSATION

Members of the Board shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending meetings of the Directors. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Sections 1 and 2 of this Article.

SECTION 8. MEETINGS

Annual and regular meetings of the Board may be held at such place and time as the Directors may determine by Board resolution. Special meetings of the Board may also be held from time to time upon call of the Chairperson/President or the Vice President (as each is hereinafter defined).

SECTION 9. NOTICE OF MEETINGS

Written or printed notice of every annual and regular meeting of the Board, stating the place, day, and hour of the meeting must be given personally, by mail, by facsimile, or by electronic transmission to Directors not less than four (4) nor more than fifty (50) days prior to the date of the meeting. Notice of the time and place of a special meeting shall be given personally, by facsimile, by electronic transmission, or by telephone (including voicemail) to each Director by at least forty-eight (48) hours prior to the time of the meeting. In addition to the waiver of notice provisions set forth in Article 17 of these bylaws, a Director waives lack of adequate notice by attending the meeting without protest, either before or after the meeting, or by executing and filing a written waiver of notice.

SECTION 10. QUORUM FOR MEETINGS

A majority of the authorized number of the Directors shall constitute a quorum for the transaction of any business by the Board except adjournment. Directors participating in the meeting by means of conference telephone, video screen communication, or similar communication methods shall count towards the quorum requirement. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of applicable California law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to, transact business, despite the withdrawal of some Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

SECTION 11. CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the Chairperson/President (as hereafter defined), or, if there is no Chairperson/President or the Chairperson/President is absent, by the Vice-President (as hereinafter defined) or, in the absence of each of these persons, by the Executive Director (as hereinafter defined) appointed by a majority of the Board. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Directors may participate in all meeting by means of conference telephone, video screen communication, or similar communication methods by which all persons participating in the meeting can hear each other.

SECTION 12. COMMITTEES

In addition to the Executive Committee, which is a Board Committee as provided in Section 13, the Board may, by resolution adopted by majority vote of the Board, create one or more committees, each consisting of two (2) or more Directors and no one who is not a Director, to serve at the pleasure of the Board, and which shall be referred to as "Board Committees." Appointments to Board committees shall also be by majority vote of the Directors then in office. The Board may appoint one or more Directors to serve as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have any of the powers and authority of the Board, to the extent provided in the Board resolution, except with respect to:

- (a) The approval of any action which, under law or the provisions of these bylaws, require the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee.
- (d) The amendment or repeal of bylaws or the adoption of new bylaws.
- (e) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.
- (f) The appointment of other committees of the Board or the members thereof.
- (f) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- (g) The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in applicable California law.

The Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members of any committee,.

The Board may also appoint advisory committees, whose members may include persons who are not Directors of the corporation, and chairpersons of those committees, to assist in carrying out the regular work or special projects of the corporation. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the Corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. Advisory committees shall serve at the pleasure of the Board and shall be subject to the supervision and control of the Board. The Board may at any time modify the membership of or disband any advisory committee.

Each committee (including advisory committees) shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 13. EXECUTIVE COMMITTEE

The Executive Committee shall be a Board Committee and shall consist of the Chairperson/President, the immediate past Chairperson/President, the Vice-President (if any), the Secretary, the Treasurer and the chairperson of each of the then-existing Board Committees and advisory committees. Any member of the Executive Committee who is not a Director of the corporation shall be a non-voting member. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in subsections (a)-(g) of Section 13 of these

Bylaws.

In addition, the Executive Committee shall be charged with the hiring, supervision, and evaluation of the corporation's Executive Director.

The Executive Committee shall inform the Board of all decisions made by it at the Board's next scheduled meeting and/or by timely distribution to the Board of the minutes of the meeting of the Executive Committee.

SECTION 14. AUDIT COMMITTEE

This corporation shall have an Audit Committee for any tax year in which it is required under Section 12586(e)(2) of the California Government Code (generally when it has gross revenues of \$2 million or more).

The Audit Committee shall be separate from the Finance Committee (if such committee exists) and shall be an advisory committee. The Audit Committee's members shall be appointed by, and shall serve at the pleasure of, the Board and may include both Directors and persons who are not Directors, and shall be subject to the following limitations: (i) the Audit Committee may not include any member of the staff or the Executive Director, Chairperson/President, or Treasurer; (ii) members of the Finance Committee shall constitute less than one-half of the membership of the Audit Committee; (iii) Audit Committee members who are not Directors may not receive compensation greater than the compensation paid to Directors for their board service; and (iv) Audit Committee members shall not have a material financial interest in any entity doing business with this corporation.

The Audit Committee shall: (1) recommend to the Board the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor; (2) negotiate the compensation of the auditor on behalf of the Board (if so authorized by the Board); (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order; (4) review and determine whether to accept the audit; and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm after assuring that they conform with standards of auditor independence.

ARTICLE 6 OFFICERS

SECTION 1. OFFICES HELD

The officers of this corporation shall include a Chairperson of the Board, also known as President (hereinafter "Chairperson/President"), a Vice-President, an Executive Director, a Secretary, and a Treasurer, also known as chief financial officer (hereinafter "Treasurer/CFO"). The corporation, at the Board's discretion, may also have one or more assistant secretaries, one or more assistant treasurers, and such other officers as the Board deems necessary. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer/CFO may serve concurrently as either the Chairperson/President or the Executive Director of the corporation.

SECTION 2. ELECTION OF OFFICERS

The officers of this corporation, other than the Executive Director, shall be elected annually by the

Board. Officers shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

SECTION 3. APPOINTMENT OF OTHER OFFICERS

The Board may appoint and authorize the the Chairperson/President or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, holds office for the period, and performs the duties specified in the bylaws or established by the Board.

SECTION 4. REMOVAL OF OFFICERS

Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause. Any officer who was not chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.

SECTION 5. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is party.

SECTION 6. VACANCIES IN OFFICE

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled shall be filled temporarily by appointment by the Chairperson/President, or if none, by the Vice-President, for the unexpired term for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

SECTION 7. COMPENSATION

The Executive Director shall be compensated at the discretion of the Board. The remaining officers shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending meetings of the Board.

ARTICLE 7 RESPONSIBILITIES OF OFFICERS

SECTION 1. CHAIRPERSON/PRESIDENT OF THE BOARD

The Chairperson/President shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no Chairperson/President, the Vice-President of the Board shall have powers and duties of the Chairperson/President of the corporation set forth in these bylaws.

SECTION 2. EXECUTIVE DIRECTOR

The Executive Director shall be appointed by the Board. Subject to such supervisory powers as the Board may give to the Executive Director, if any, and subject to the control of the Board, the Executive

Director shall supervise, direct, and control the corporation's activities, affairs, and officers. The Executive Director shall preside at all members' meetings. The Executive Director shall have such other powers and duties as the Board or these bylaws may require.

SECTION 3. VICE-PRESIDENT

The Vice-President shall perform all duties of the Chairperson/President in the event the Chairperson/President is absent or is otherwise unable to perform those duties, and in general, shall perform or supervise such other duties as the Chairperson/President or Board may assign from time to time and shall otherwise provide information and counsel to the President on matters concerning the corporation.

SECTION 4. SECRETARY

The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of the meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at the Board and committee meetings; and the number of members present or represented at members' meetings.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation, the Governing Documents, and bylaws, as amended to date.

The Secretary shall keep or cause to be kept, at the corporation's principal office, a record of the corporation's members, showing each member's name, address, and class of membership.

The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board that these bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may require.

SECTION 5. TREASURER/CFO

The Treasurer/CFO shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer/CFO shall send or cause to be given to the members and Directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

The Treasurer/CFO shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; (ii) disburse the corporation's funds as the Board may order; (iii) render to the Chairperson/President of the Board, if any, and the Board, when requested, an account of all transactions as Treasurer/CFO and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the Board or the bylaws may require.

SECTION 6. CONTRACTS WITH DIRECTORS

No Director of this corporation, nor any other corporation, firm, association, or other entity in which one or more of this corporation's Directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common Directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Directors, who shall also recuse themselves from the discussion and authorization; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an education or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

ARTICLE 8 MEMBERS

SECTION 1. DETERMINATION OF MEMBERS

Members of the corporation shall consist of the property owners of the parcels listed in Exhibit 2 of these bylaws.

SECTION 2. RIGHTS OF MEMBERSHIP

The members shall have the right to vote, as set forth in these bylaws, on the election of Directors, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under applicable California law.

SECTION 3. TRANSFER OF MEMBERSHIP

Membership shall be transferred to the successor property owners of parcels set forth in Section 1 of this Article.

SECTION 4. AFFILIATE MEMBERS

The corporation may refer to other entities affiliated with it as “members” even if those entities are not members as set forth in Section 1 of this Article 8, but no such reference shall give any membership rights as set forth in Section 2 of this Article 8 or as set forth in applicable California law to these affiliated entities. For purposes of identification, these affiliates may be referred to as “affiliate members.”

ARTICLE 9 ASSESSMENTS

SECTION 1. MEMBERS’ ASSESSMENTS

Each member shall pay annual assessments which shall be levied and collected as set forth in the Governing Documents.

ARTICLE 10 MEETING OF MEMBERS

SECTION 1. REGULAR MEETINGS

Regular meetings of the members shall be held at such place and time as required by the most recent contract between the corporation and the City and County of San Francisco to implement, administer, and/or provide services, improvements, and activities in the District and otherwise as the Directors may determine. The Board may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

SECTION 2. GENERAL NOTICE REQUIREMENTS

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Sections 2 and 3 of this Article, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, the general nature of the business to be transacted, and any matter that may be presented at the meeting for action including, if applicable, any nominees to be elected as Directors at the meeting.

SECTION 3. MANNER OF GIVING NOTICE

Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class mail, by registered, certified mail, by facsimile, by electronic transmission, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member of the corporation for purposes of notice. If no address appears on the corporation's books and no address have been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail, by facsimile, by electronic transmission, or by other written communication to the corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

SECTION 4. VOTING BY BALLOT

Any action, including the election of Directors, which may be taken at any regular or special meeting of members may also be taken without a meeting by complying with Sections 3 and 4 of this Article.

The corporation shall distribute one written ballot and any related material to each member entitled to vote on the matter. The ballot and any related material shall be delivered in the manner specified in Section 3 of this Article. Responses may be returned to the corporation by first-class mail, by facsimile, or by electronic transmission.

All solicitations of votes by written ballot shall: (a) state the voting power needed to meet the quorum requirement; (b) state, with respect to ballots other than for the election of Directors, the percentage of approvals necessary to pass the measure submitted; (c) specify the time by which the ballot must be received in order to be counted; (d) set forth the proposed action; (e) give the members an opportunity to specify approval or disapproval of each proposal; (f) provide a reasonable time in which to return the ballot to the corporation; and (g) provide that, when the member specifies a choice on any matter presented for a vote on the ballot, the vote shall be cast as the member directs, subject to any reasonable specified conditions.

Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

In any election of Directors, a written ballot that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a Director.

A written ballot may not be revoked.

ARTICLE 11 VOTING

SECTION 1. ELIGIBILITY TO VOTE

A weighted voting formula shall apply for any vote taken by the members. Each member is entitled to cast votes in direct proportion to the assessment that member pays to the City and County of San

Francisco pursuant to state law, these bylaws, and any other applicable governing document. Members may not cumulate votes for the election of Directors.

SECTION 2. MANNER OF VOTING

Voting may be by voice or by ballot, except that any election of Directors must be by ballot.

SECTION 3. QUORUM

Fifteen (15) percent of the weighted voting power shall constitute a quorum for the transaction of business at any meeting of members.

SECTION 4. APPROVAL BY MAJORITY VOTE

If a quorum is present, the affirmative vote of a majority of the weighted voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Corporation Law or by the articles of incorporation.

SECTION 5. PROXIES

Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, telegraphic transmission, electronic mail, or otherwise.

ARTICLE 12 DISSOLUTION

SECTION 1. DISSOLUTION OF CORPORATION

Upon dissolution of the corporation and after payment of all the corporation's creditors, any remaining assets of the corporation shall be distributed to the City and County of San Francisco to be held in trust for the benefit of the public and to be used to improve the business district surrounding Union Square in San Francisco, California, by providing maintenance and public safety programs, community services and public/community relations programs.

SECTION 2. VOLUNTARY DISSOLUTION

Voluntary proceedings for dissolving the corporation commence upon the adoption of a resolution by the members and the Board, electing to wind up and dissolve. The Board shall continue to act as a board and shall have full powers to wind up and settle its affairs, both before and after the filing of the certificate of dissolution. The corporation shall cease to conduct its activities except to the extent necessary for the beneficial winding up thereof, to the extent necessary to carry out its purposes and except during such period as the Board may deem necessary. The Board shall cause written notice of the commencement of the proceeding for voluntary winding up to be given by mail to all its members (except no notice need be given to the members who voted in favor of winding up and dissolving the corporation), to all known creditors and claimants whose addresses appear on the records of the corporation, and to the Attorney General.

ARTICLE 13 INDEMNIFICATION

SECTION 1. INDEMNIFICATION

To the fullest extent permitted by law, this corporation shall indemnify its Directors, officers, employees, and other persons described in Corporations Code sections 5238(a) including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section.

Any indemnification is conditioned on the Board determining, in the manner provided in Section 2, that the person seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Corporation, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. BOARD AUTHORIZATION

On written request to the Board by any person seeking indemnification under Corporations Code sections 5238(a) or sections 5238(c) the Board shall promptly decide under Corporations Code sections 5238(e) whether the applicable standard of conduct has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 2 in this Article in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the persons is entitled to be indemnified by the corporation for those expenses.

ARTICLE 14 INSURANCE

SECTION 1. INSURANCE

This corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer’s, Director’s, employee’s, or agent’s status as such.

ARTICLE 15 BROWN ACT

SECTION 1. BROWN ACT

The corporation shall comply with the open meeting provisions of the Brown Act, codified in California Government Code sections 54950 et seq., to the extent required by state and local law.

ARTICLE 16 GENERAL PROVISIONS

SECTION 1. EXECUTION OF CONTRACTS.

The Board, except as otherwise provided in these bylaws, may prospectively or retroactively authorize any officer or officers, agent or agents, in the name, and on behalf, of the Corporation to enter into any contract, or execute and deliver any instrument as may be necessary to carry out the purposes of the corporation. Any such authority may be general or confined to specific instances. All deeds, mortgages, bonds, contracts, or other instruments binding the Corporation in an amount equal to or exceeding fifty thousand dollars (\$25,000) shall be approved by the Board.

SECTION 2. LOANS

The Board may authorize the Chairperson/President or any other officer or agent of the corporation to: (i) obtain loans and advances at any time for the corporation from any bank, trust company, firm, corporation, individual, or other institution; (ii) make, execute, and deliver promissory notes, bonds, or other evidence of indebtedness of the corporation; and (iii) pledge and hypothecate, or transfer any securities or other property of the corporation as security for any such loans or advances. Such authority conferred by the Board may be general or confined to specific instances. No loans may be made by the corporation to any Director or officer thereof.

SECTION 3. INVESTMENTS

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgment of the Board. The Board is restricted to the prudent investments which a Director is or may hereafter be permitted by law to make. The Board may delegate the day-to-day management of such investments as the Board may authorize.

SECTION 4. SIGNATORIES

All checks, drafts, and other orders for payment of money out of the funds of the corporation, and all notes and other evidences of indebtedness of the corporation, shall be signed on behalf of the corporation in such a manner as shall from time to time be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the Chairperson/President or the executive Director either individually or with the Secretary, or Treasurer or any other officer thereunto authorized.

SECTION 5. ANNUAL FINANCIAL AUDIT

This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of two million dollars or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by this corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within nine months after the close of the fiscal year to which the statements relate. For three years, such statements shall (a) be available at this corporation's principal, regional and district offices (if any) during regular business hours and (b) be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on this corporation's website.

SECTION 6. FISCAL YEAR

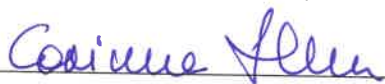
The fiscal year of the corporation shall begin on July 1 and end on June 30.

ARTICLE 17 WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the California Nonprofit Public Benefit Corporation Law or under the provisions of the Articles of Incorporation or by the bylaws of the corporation, a written waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, which is made a part of the minutes, shall be deemed equivalent to the giving of such notice.

CERTIFICATE

I, Corinna Luebbe, hereby certify that I am the duly elected and acting Secretary of the UNION SQUARE BUSINESS IMPROVEMENT DISTRICT, a California Nonprofit Corporation; and that the foregoing Bylaws, consisting of 15 pages, including this one, constitute the Amended and Restated Bylaws of said Corporation, as approved by its members on July 22, 2021.



Corinna Luebbe, Secretary

Date: 08/13/21

Exhibit 1



Exhibit 2 Member Properties

APN	SITE
0284 -001	545 POWELL ST
0284 -002	535 POWELL ST
0284 -003	529 POWELL ST
0284 -004	500-516 SUTTER ST
0284 -005	518-522 SUTTER ST
0284 -006	524 SUTTER ST
0284 -007	532-536 SUTTER ST
0284 -008	540 SUTTER ST
0284 -009	550-556 SUTTER ST
0284 -010	562-570 SUTTER ST
0284 -011	578-580 SUTTER ST
0284 -012	602 MASON ST
0284 -015	696 MASON ST
0284 -016	779-783 BUSH ST
0284 -017	775 BUSH ST
0284 -018	767-771 BUSH ST
0284 -019	755 BUSH ST
0284 -020	753 BUSH ST
0284 -021	737 BUSH ST
0284 -022	729 BUSH ST
0284 -023	721 BUSH ST
0284 -024	715 BUSH ST
0284 -025	640 MASON ST
0284 -026	630 MASON ST 1M
0284 -027	630 MASON ST 2M
0284 -028	630 MASON ST 3M
0284 -029	630 MASON ST 4M
0284 -030	630 MASON ST
0284 -031	630 MASON ST 101
0284 -032	630 MASON ST 102
0284 -033	630 MASON ST 103
0284 -034	630 MASON ST 201
0284 -035	630 MASON ST 202
0284 -036	630 MASON ST 203
0284 -037	630 MASON ST 301

0284 -038	630 MASON ST 303
0284 -039	630 MASON ST 401
0284 -040	630 MASON ST 402
0284 -041	630 MASON ST 403
0284 -042	630 MASON ST 501
0284 -043	630 MASON ST 502
0284 -044	630 MASON ST 503
0284 -045	630 MASON ST 601
0284 -046	630 MASON ST 602
0284 -047	630 MASON ST 603
0284 -048	630 MASON ST 701
0284 -049	630 MASON ST 702
0284 -050	630 MASON ST 703
0284 -051	630 MASON ST 801
0284 -052	630 MASON ST 802
0284 -053	630 MASON ST 803
0284 -054	630 MASON ST 901
0284 -055	630 MASON ST 902
0284 -056	630 MASON ST 903
0284 -057	630 MASON ST 1001
0284 -058	630 MASON ST 1003
0284 -059	630 MASON ST 1101
0284 -060	630 MASON ST 1102
0284 -061	630 MASON ST 1103
0284 -062	630 MASON ST 1201
0284 -063	630 MASON ST 1202
0284 -064	630 MASON ST 1203
0285 -001	601-611 BUSH ST
0285 -003	427-439 STOCKTON ST
0285 -004	417 STOCKTON ST
0285 -005	400-406 SUTTER ST
0285 -005A	420-428 SUTTER ST
0285 -006	450 SUTTER ST
0285 -009	540 POWELL ST
0285 -010	550 POWELL ST
0285 -011	665 BUSH ST
0285 -012	665-675 BUSH ST
0285 -014	645 BUSH ST
0285 -016	637 BUSH ST
0285 -018	625 BUSH ST

0285 -020	480 SUTTER ST
0285 -021	480 SUTTER ST
0286 -001	507 BUSH ST
0286 -003	321-323 GRANT AVE
0286 -004	311 GRANT AVE
0286 -005	301-305 GRANT AVE
0286 -006	310 SUTTER ST
0286 -007	312-318 SUTTER ST
0286 -017	585 BUSH ST
0286 -022	513-519 BUSH ST
0286 -024	585 BUSH ST
0286 -026	333 GRANT AVE
0286 -027	333 GRANT AVE #301
0286 -028	333 GRANT AVE #302
0286 -029	333 GRANT AVE #303
0286 -030	333 GRANT AVE #304
0286 -031	333 GRANT AVE #305
0286 -032	333 GRANT AVE #306
0286 -033	333 GRANT AVE #307
0286 -034	333 GRANT AVE #308
0286 -035	333 GRANT AVE #401
0286 -036	333 GRANT AVE #402
0286 -037	333 GRANT AVE #403
0286 -038	333 GRANT AVE #404
0286 -039	333 GRANT AVE #405
0286 -040	333 GRANT AVE 406
0286 -041	333 GRANT AVE #407
0286 -042	333 GRANT AVE #408
0286 -043	333 GRANT AVE #501
0286 -044	333 GRANT AVE #502
0286 -045	333 GRANT AVE #503
0286 -046	333 GRANT AVE #504
0286 -047	333 GRANT AVE #505
0286 -048	333 GRANT AVE #506
0286 -049	333 GRANT AVE #507
0286 -050	333 GRANT AVE #601
0286 -051	333 GRANT AVE #602
0286 -052	333 GRANT AVE #603
0286 -053	333 GRANT AVE #604
0286 -054	333 GRANT AVE #605
0286 -055	333 GRANT AVE #606

0286 -056	333 GRANT AVE #607
0286 -057	333 GRANT AVE #701
0286 -058	333 GRANT AVE #702
0286 -059	333 GRANT AVE #703
0286 -060	333 GRANT AVE #704
0286 -061	333 GRANT AVE #705
0286 -062	333 GRANT AVE #706
0286 -063	333 GRANT AVE #707
0286 -064	333 GRANT AVE #708
0286 -065	333 GRANT AVE #709
0287 -001	251-255 KEARNY ST
0287 -002	243 KEARNY ST
0287 -003	237-241 KEARNY ST
0287 -004	227-231 KEARNY ST
0287 -005	219-225 KEARNY ST
0287 -006	215-217 KEARNY ST
0287 -007	209-211 KEARNY ST
0287 -008	201 KEARNY ST
0287 -009	222 SUTTER ST
0287 -010	250 SUTTER ST
0287 -011	256-262 SUTTER ST
0287 -012	266-270 SUTTER ST
0287 -013	272 SUTTER ST
0287 -014	300 GRANT AVE
0287 -015	
0287 -017	334-352 GRANT AVE
0287 -018	461-463 BUSH ST
0287 -019	453-455 BUSH ST
0287 -020	447 BUSH ST
0287 -022	429-431 BUSH ST
0287 -023	425 BUSH ST
0287 -024	
0287 -026	445 BUSH ST #1
0287 -027	445 BUSH ST #2
0287 -028	445 BUSH ST #3
0287 -029	445 BUSH ST #4
0287 -030	445 BUSH ST #5
0287 -031	445 BUSH ST #6
0287 -032	445 BUSH ST #7
0287 -033	445 BUSH ST #8
0287 -034	445 BUSH ST #9

0293 -001	211 SUTTER ST
0293 -003	133 KEARNY ST
0293 -004	100 POST ST
0293 -005	126-130 POST ST
0293 -006	150 POST ST
0293 -007	180 POST ST
0293 -008	220-228 GRANT AVE
0293 -009	255 SUTTER ST
0293 -010	153 KEARNY ST
0293 -011	153 KEARNY ST
0293 -012	153 KEARNY ST
0293 -013	153 KEARNY ST
0294 -001	301-303 SUTTER ST
0294 -002	255 GRANT AVE
0294 -003	253 GRANT AVE
0294 -004	239 GRANT AVE
0294 -005	231-233 GRANT AVE
0294 -006	201 GRANT AVE
0294 -007	216-220 POST ST
0294 -008	228-240 POST ST
0294 -009	246-268 POST ST
0294 -010	272 POST ST
0294 -011	278-298 POST ST
0294 -012	44 CAMPTON PL
0294 -013	340 STOCKTON ST
0294 -015	391-399 SUTTER ST
0294 -016	375 SUTTER ST
0294 -017	355-369 SUTTER ST
0294 -019	345-353 SUTTER ST
0294 -020	341 SUTTER ST
0294 -021	323-333 SUTTER ST
0294 -022	315-317 SUTTER ST
0294 -023	307-309 SUTTER ST
0295 -005	340 POST ST
0295 -006	350-360 POST ST
0295 -007	384 POST ST
0295 -008	432-462 POWELL ST
0295 -010	445 SUTTER ST
0295 -012	441 SUTTER ST
0295 -013	431-437 SUTTER ST
0295 -017	345 STOCKTON ST

0295 -018	300 POST ST
0296 -001	449-465 POWELL ST
0296 -002	445-447 POWELL ST
0296 -005	433 POWELL ST
0296 -006	400 POST ST
0296 -007	434 POST ST
0296 -008	442-444 POST ST
0296 -009	456 POST ST
0296 -012	536 MASON ST
0296 -012A	542 MASON ST
0296 -012B	595 SUTTER ST
0296 -013A	559-565 SUTTER ST
0296 -013B	547-555 SUTTER ST
0296 -013C	535-545 SUTTER ST
0296 -013D	533 SUTTER ST
0296 -014	435 POWELL ST
0296 -015	490 POST ST PARKIN
0296 -016	490 POST ST RETAIL
0296 -017	490 POST ST RETAIL
0296 -018	490 POST ST RETAIL
0296 -019	490 POST ST RETAIL
0296 -020	490 POST ST RETAIL
0296 -021	490 POST ST 201
0296 -022	490 POST ST 206
0296 -023	490 POST ST 208
0296 -024	490 POST ST 210
0296 -025	490 POST ST 225
0296 -026	490 POST ST 231
0296 -027	490 POST ST 239
0296 -028	490 POST ST 301
0296 -029	490 POST ST 311
0296 -030	490 POST ST 320
0296 -031	490 POST ST 323
0296 -032	490 POST ST 336
0296 -033	490 POST ST 356
0296 -034	490 POST ST 404

0296 -035	490 POST ST 406
0296 -036	490 POST ST 412
0296 -037	490 POST ST 419
0296 -038	490 POST ST 426
0296 -039	490 POST ST 430
0296 -040	490 POST ST 446
0296 -041	490 POST ST 450
0296 -042	490 POST ST 452
0296 -043	490 POST ST 454
0296 -044	490 POST ST 500
0296 -045	490 POST ST 508
0296 -046	490 POST ST 512
0296 -047	490 POST ST 520
0296 -048	490 POST ST 526
0296 -049	490 POST ST 527
0296 -050	490 POST ST 530
0296 -051	490 POST ST 542
0296 -052	490 POST ST 544
0296 -053	490 POST ST 549
0296 -054	490 POST ST 555
0296 -055	490 POST ST 606
0296 -056	490 POST ST 608
0296 -057	490 POST ST 620
0296 -058	490 POST ST 622
0296 -059	490 POST ST 623
0296 -060	490 POST ST 626
0296 -061	490 POST ST 640
0296 -062	490 POST ST 644
0296 -063	490 POST ST 649
0296 -064	490 POST ST 652
0296 -065	490 POST ST 700
0296 -066	490 POST ST 710
0296 -067	490 POST ST 711
0296 -068	490 POST ST 749
0296 -069	490 POST ST 754
0296 -070	490 POST ST 804
0296 -071	490 POST ST 807
0296 -072	490 POST ST 808
0296 -073	490 POST ST 824
0296 -074	490 POST ST 830
0296 -075	490 POST ST 848

0296 -076	490 POST ST 900
0296 -077	490 POST ST 901
0296 -078	490 POST ST 910
0296 -079	490 POST ST 913
0296 -080	490 POST ST 933
0296 -081	490 POST ST 939
0296 -082	490 POST ST 1004
0296 -083	490 POST ST 1011
0296 -084	490 POST ST #1014
0296 -085	490 POST ST #1022
0296 -086	490 POST ST #1025
0296 -087	490 POST ST #1038
0296 -088	490 POST ST #1042
0296 -089	490 POST ST #1043
0296 -090	490 POST ST #1049
0296 -091	490 POST ST #1052
0296 -092	490 POST ST #1100
0296 -093	490 POST ST #1112
0296 -094	490 POST ST #1124
0296 -095	490 POST ST #1133
0296 -096	490 POST ST #1135
0296 -097	490 POST ST #1140
0296 -098	490 POST ST #1146
0296 -099	490 POST ST #1150
0296 -100	490 POST ST #1152
0296 -101	490 POST ST #1205
0296 -102	490 POST ST #1210
0296 -103	490 POST ST #1220
0296 -104	490 POST ST #1230
0296 -105	490 POST ST #1233
0296 -106	490 POST ST #1244
0296 -107	490 POST ST #1252
0296 -108	490 POST ST #1253
0296 -109	490 POST ST #1404
0296 -110	490 POST ST #1406
0296 -111	490 POST ST #1414
0296 -112	490 POST ST #1415
0296 -113	490 POST ST #1430
0296 -114	490 POST ST #1440
0296 -115	490 POST ST #1441
0296 -116	490 POST ST #1442

0296 -117	490 POST ST #1450
0296 -118	490 POST ST #1505
0296 -119	490 POST ST #1508
0296 -120	490 POST ST #1509
0296 -121	490 POST ST #1516
0296 -122	490 POST ST #1525
0296 -123	490 POST ST #1527
0296 -124	490 POST ST #1530
0296 -125	490 POST ST #1536
0296 -126	490 POST ST #1540
0296 -127	490 POST ST #1543
0296 -128	490 POST ST #1550
0296 -129	490 POST ST #1554
0296 -130	490 POST ST #1606
0296 -131	490 POST ST #1607
0296 -132	490 POST ST #1609
0296 -133	490 POST ST #1616
0296 -134	490 POST ST #1620
0296 -135	490 POST ST #1625
0296 -136	490 POST ST #1632
0296 -137	490 POST ST #1640
0296 -138	490 POST ST #1644
0296 -139	490 POST ST #1650
0296 -140	490 POST ST #1690
0296 -141	490 POST ST #1700
0296 -142	490 POST ST #1701
0296 -143	490 POST ST #1702
0296 -144	490 POST ST #1703
0296 -151	575 SUTTER ST 1
0296 -152	575 SUTTER ST 2
0296 -153	575 SUTTER ST 3
0296 -154	575 SUTTER ST 4
0296 -155	575 SUTTER ST 5
0296 -156	575 SUTTER ST 6
0296 -157	575 SUTTER ST 7
0296 -158	575 SUTTER ST 8
0296 -159	575 SUTTER ST 9
0296 -160	575 SUTTER ST 10
0306 -002	425 MASON ST
0306 -003	433 MASON ST
0306 -004	401-405 MASON ST

0306 -006	432 GEARY ST
0306 -007	436-440 GEARY ST
0306 -007A	450-456 GEARY ST
0306 -007B	458-466 GEARY ST
0306 -008	468 GEARY ST
0306 -009	480 GEARY ST
0306 -011	484-486 GEARY ST
0306 -012	490-498 GEARY ST
0306 -013	70 DERBY ST
0306 -014	80 DERBY ST
0306 -015	518-520 TAYLOR ST
0306 -016	530 TAYLOR ST
0306 -017	573-599 POST ST
0306 -018	569 POST ST
0306 -020	555 POST ST
0306 -022	545 POST ST
0306 -026	441 MASON ST
0307 -001	301-345 POWELL ST
0307 -006	366-374 GEARY ST
0307 -007	386 GEARY ST
0307 -008	414-430 MASON ST
0307 -009	491 POST ST
0307 -013	455 POST ST
0308 -001	
0309 -001	201-209 POST ST
0309 -003	100 GEARY ST
0309 -006	132-140 GEARY ST
0309 -007	146 GEARY ST
0309 -008	152 GEARY ST
0309 -009	156 GEARY ST
0309 -011	200-212 STOCKTON ST
0309 -012	177 MAIDEN LN
0309 -013	216 STOCKTON ST
0309 -014	218-222 STOCKTON ST
0309 -016	118-124 MAIDEN LN
0309 -017	233 POST ST
0309 -018	134 MAIDEN LN
0309 -019	140 MAIDEN LN
0309 -020	234-240 STOCKTON ST

0309 -021	250-260 STOCKTON ST
0309 -022	275 POST ST
0309 -023	259 POST ST
0309 -024	251-253 POST ST
0309 -025	237-239 POST ST
0309 -027	225 POST ST
0309 -028	130 GEARY ST
0309 -038	166 GEARY ST
0309 -039	166 GEARY ST
0310 -001	101 POST ST
0310 -002	49 KEARNY ST
0310 -003	45-47 KEARNY ST
0310 -004	11 MAIDEN LN
0310 -005	10-12 GEARY ST
0310 -006	2 GEARY ST
0310 -007	18-24 GEARY ST
0310 -008	28-36 GEARY ST
0310 -011	54 GEARY ST
0310 -012	66 GEARY ST
0310 -013	100 GRANT AVE
0310 -013A	69 MAIDEN LN
0310 -014	80-84 GEARY ST
0310 -015	100-118 GRANT AVE
0310 -016	140 GRANT AVE
0310 -017	166 GRANT AVE
0310 -018	185 POST ST
0310 -019	177 POST ST
0310 -020	165 POST ST
0310 -021	135 POST ST
0310 -022	117 POST ST
0310 -024	46-54 GEARY ST
0312 -004	720 MARKET ST
0312 -006	744 MARKET ST
0312 -008	50 GRANT AVE
0312 -009	722-742 MARKET ST
0312 -031	1 KEARNY ST
0313 -001	101-111 GEARY ST
0313 -002	59 GRANT AVE
0313 -003	51-55 GRANT AVE
0313 -004	45 GRANT AVE

0313 -005	39-41 GRANT AVE
0313 -006	33 GRANT AVE
0313 -007	17-23 GRANT AVE
0313 -008	1 GRANT AVE
0313 -010	20-26 OFARRELL ST
0313 -017	120 STOCKTON ST
0313 -018	150 STOCKTON ST
0314 -001	233 GEARY ST
0314 -002	101 STOCKTON ST
0314 -004	170 OFARRELL ST
0314 -005	188 OFARRELL ST
0314 -006	180-190 OFARRELL ST
0314 -007	200-216 POWELL ST
0314 -008	222 POWELL ST
0314 -009	226-230 POWELL ST
0314 -010	236 POWELL ST
0314 -013	281 GEARY ST
0314 - 013A	281 GEARY ST
0314 -014	251-259 GEARY ST
0314 -015	239 GEARY ST
0314 -016	285-291 GEARY ST
0315 -001	301 GEARY ST
0315 -002	235-245 POWELL ST
0315 -003	201 POWELL ST
0315 -004	207-217 POWELL ST
0315 -006	221-225 POWELL ST
0315 -007	201 POWELL ST
0315 -008	201 POWELL ST
0315 -009	201 POWELL ST
0315 -010	238-242 OFARRELL ST
0315 -011	250-260 OFARRELL ST
0315 -013	268 OFARRELL ST
0315 -014	272 OFARRELL ST
0315 -015	280 OFARRELL ST
0315 -016	300-324 MASON ST
0315 -017	334 MASON ST
0315 -018	336 MASON ST
0315 -019	340 MASON ST
0315 -020	391 GEARY ST
0315 -	381-383 GEARY ST

020A	
0315 -021	377 GEARY ST
0315 -022	351 GEARY ST
0315 -026	333 GEARY ST
0316 -001	401-405 GEARY ST
0316 - 001A	415 GEARY ST
0316 -002	330 OFARRELL ST
0316 -010	420 TAYLOR ST
0316 -013	491-499 GEARY ST
0316 -018	459-465 GEARY ST
0316 - 018A	445 GEARY ST
0317 -001	501-507 GEARY ST
0317 -002	415 TAYLOR ST
0317 -026	34 SHANNON ST
0317 -027	535-537 GEARY ST
0326 -001	201-219 OFARRELL ST
0326 -002	151-161 POWELL ST
0326 -003	135-149 POWELL ST
0326 -004	111-133 POWELL ST
0326 -005	120 ELLIS ST
0326 -010	174 ELLIS ST
0326 -011	222 MASON ST
0326 -012	275 OFARRELL ST
0326 -013	275 OFARRELL ST
0326 -018	235-243 OFARRELL ST
0326 -020	222 MASON ST
0326 -022	101 CYRIL MAGNIN ST
0326 -023	140 ELLIS ST
0327 -001	55 STOCKTON ST
0327 -002	55 STOCKTON ST
0327 -003	55 STOCKTON ST
0327 -004	39 STOCKTON ST
0327 -005	19 STOCKTON ST
0327 -008	24-34 ELLIS ST
0327 -011	72 ELLIS ST
0327 -012	100-118 POWELL ST
0327 -013	120 POWELL ST
0327 -018	165-167 OFARRELL ST
0327 -020	55 STOCKTON ST

0327 -021	121 OFARRELL ST
0327 -024	
0327 -025	1 STOCKTON ST
0327 -026	150 POWELL ST
0327 -028	181 OFARRELL ST #301
0327 -029	181 OFARRELL ST #302
0327 -030	181 OFARRELL ST #303
0327 -031	181 OFARRELL ST #304
0327 -032	181 OFARRELL ST #305
0327 -033	181 OFARRELL ST #306
0327 -034	181 OFARRELL ST #307
0327 -035	181 OFARRELL ST #308
0327 -036	181 OFARRELL ST #309
0327 -037	181 OFARRELL ST #310
0327 -038	181 OFARRELL ST #311
0327 -039	181 OFARRELL ST #312
0327 -040	181 OFARRELL ST #313
0327 -041	181 OFARRELL ST #314
0327 -042	181 OFARRELL ST #315
0327 -043	181 OFARRELL ST #501
0327 -044	181 OFARRELL ST #502
0327 -045	181 OFARRELL ST #503
0327 -046	181 OFARRELL ST #504
0327 -047	181 OFARRELL ST #505
0327 -048	181 OFARRELL ST #506
0327 -049	181 OFARRELL ST #507
0327 -050	181 OFARRELL ST #508
0327 -051	181 OFARRELL ST #509
0327 -052	181 OFARRELL ST #510
0327 -053	181 OFARRELL ST #511
0327 -054	181 OFARRELL ST #512
0327 -055	181 OFARRELL ST #513
0327 -056	181 OFARRELL ST #514
0328 -001	760 MARKET ST
0328 -002	2 STOCKTON ST
0328 -003	48 STOCKTON ST
0328 -004	48 STOCKTON ST
0329 -001	800-830 MARKET ST
0329 -002	838 MARKET ST
0329 -002A	842 MARKET ST

0329 -003	846 MARKET ST
0329 -004	856 MARKET ST
0329 -005	870-890 MARKET ST
0329 -006	61-65 ELLIS ST
0330 -001	111 ELLIS ST
0330 -002	45-49 POWELL ST
0330 -003	35-41 POWELL ST
0330 -004	33 POWELL ST
0330 -013	124 MASON ST
0330 -014	136-140 MASON ST
0330 -023	119-139 ELLIS ST
0330 -026	55 CYRIL MAGNIN ST
0330 -027	1 POWELL ST #C1
0330 -028	1 POWELL ST #C2
0330 -029	1 POWELL ST #401
0330 -030	1 POWELL ST #402
0330 -031	1 POWELL ST #403
0330 -032	1 POWELL ST #404
0330 -033	1 POWELL ST #405
0330 -034	1 POWELL ST #406
0330 -035	1 POWELL ST #407
0330 -036	1 POWELL ST #408
0330 -037	1 POWELL ST #409
0330 -038	1 POWELL ST #501
0330 -039	1 POWELL ST #502
0330 -040	1 POWELL ST #503
0330 -041	1 POWELL ST #504
0330 -042	1 POWELL ST #505
0330 -043	1 POWELL ST #506
0330 -044	1 POWELL ST #507
0330 -045	1 POWELL ST #508
0330 -046	1 POWELL ST #509
0330 -047	1 POWELL ST #601
0330 -048	1 POWELL ST #602
0330 -049	1 POWELL ST #603
0330 -050	1 POWELL ST #604
0330 -051	1 POWELL ST #605
0330 -052	1 POWELL ST #606
0330 -053	1 POWELL ST #607
0330 -054	1 POWELL ST #608
0330 -055	1 POWELL ST #609

0330 -056	1 POWELL ST #701
0330 -057	1 POWELL ST #702
0330 -058	1 POWELL ST #703
0330 -059	1 POWELL ST #704
0330 -060	1 POWELL ST #705
0330 -061	1 POWELL ST #706
0330 -062	1 POWELL ST #707
0330 -063	1 POWELL ST #708
0330 -064	1 POWELL ST #801
0330 -065	1 POWELL ST #802
0330 -066	1 POWELL ST #803
0330 -067	1 POWELL ST #804
0330 -068	1 POWELL ST #805
0330 -069	1 POWELL ST #806
0330 -070	1 POWELL ST #807
0330 -071	1 POWELL ST #808
0330 -072	1 POWELL ST #809
0341 -013	
0341 -014	
3705 -037	825-833 MARKET ST
3705 -042	865 MARKET ST
3705 -055	845 MARKET ST
3705 -056	845 MARKET ST
3705Z-001	12 4TH ST
3705Z-002	801 MARKET ST
3706 -047	799 MARKET ST