EXHIBIT B

San Francisco Planning

49 South Van Ness Avenue, Suite 1400
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PLANNING COMMISSION MOTION NO. 21730

HEARING DATE: May 1, 2025

Case No.:	2019-017622ENV
Project Title:	**570 Market Street**
Zoning:	C-3-O – Downtown Office 300-S Height and Bulk District
Block/Lot:	0291/013
Lot Size:	7,059 square feet
Project Sponsor:	Melinda Sarjapur, msarjapur@reubenlaw.com, (415) 567-9000
Staff Contact:	Ryan Shum, ryan.shum@sfgov.org, (628) 652-7542

ADOPTING FINDINGS RELATED TO THE APPEAL OF THE PRELIMINARY MITIGATED NEGATIVE DECLARATION, FILE NUMBER 2019-017622ENV, FOR THE PROPOSED DEVELOPMENT ("PROJECT") AT 570 MARKET STREET.

MOVED, that the San Francisco Planning Commission (hereinafter "Commission") hereby AFFIRMS the decision to issue a mitigated negative declaration, based on the following findings:

1. On October 1, 2019, pursuant to the provisions of the California Environmental Quality Act ("CEQA"), the State CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code, the Planning Department ("Department") received an environmental evaluation application for the project, in order that it might conduct an initial evaluation to determine whether the project might have a significant impact on the environment.

2. On October 30, 2024, the Department determined that the project, as proposed, could not have a significant effect on the environment.

3. On October 30, 2024, a notice of availability that a mitigated negative declaration would be issued for the project was duly published in a newspaper of general circulation in the City, and the preliminary mitigated negative declaration posted in the Department offices and distributed all in accordance with law.

4. On November 20, 2024, two appeals of the decision to issue a mitigated negative declaration were timely filed by Brian Flynn, on behalf of BCal 44 Montgomery Property LLC, and Edward Shaffer, on behalf of Chelsea Pacific Group, LLC (appellants).

5. A staff memorandum, dated April 18, 2025, addresses and responds to all points raised by the appellants in the appeal letter. That memorandum is attached as Exhibit A and staff's findings as to those points are incorporated by reference herein as the Commission's own findings. Copies of that memorandum have been delivered to the Planning Commission, and a copy of that memorandum is

on file and available for public review at the San Francisco Planning Department, 49 South Van Ness, Suite 1400.

6. On May 1, 2025 the Commission held a duly noticed and advertised public hearing on the appeal of the preliminary mitigated negative declaration, at which testimony on the merits of the appeal, both in favor of and in opposition to, was received.

7. All points raised in the appeal of the preliminary mitigated negative declaration at the May 1, 2025 Planning Commission hearing have been responded to either in the memorandum or orally at the public hearing.

8. After consideration of the points raised by the appellants, both in writing and at the May 1, 2025 hearing, the San Francisco Planning Department reaffirms its conclusion that the proposed project could not have a significant effect upon the environment.

9. In reviewing the preliminary mitigated negative declaration issued for the project, the Planning Commission has had available for its review and consideration all information pertaining to the project in the Planning Department's case file.

10. The Planning Commission finds that the Planning Department determination on the mitigated negative declaration reflects the Department's independent judgement and analysis.

The San Francisco Planning Commission HEREBY DOES FIND that the project could not have a significant effect on the environment, as shown in the analysis of the mitigated negative declaration, and HEREBY DOES AFFIRM the decision to issue a mitigated negative declaration, as prepared by the San Francisco Planning Department.

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission on May 1, 2025.



Jonas P. Ionin
Commission Secretary

AYES:	Campbell, McGarry, Williams, Braun, So
NAYS:	Imperial, Moore
ABSENT:	None
ADOPTED:	May 1, 2025

EXHIBIT A

PLANNING DEPARTMENT RESPONSE TO THE PMND APPEALS

San Francisco Planning

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EXHIBIT A TO DRAFT MOTION
PLANNING DEPARTMENT RESPONSE TO APPEAL OF PRELIMINARY MITIGATED NEGATIVE DECLARATION

570 MARKET STREET

Date:	April 18, 2025
To:	San Francisco Planning Commission
From:	Ryan Shum, Senior Planner – ryan.shum@sfgov.org, (628) 652-7542
RE:	Appeal of Preliminary Mitigated Negative Declaration of 570 Market Street Planning Case No. 2019-017622ENV and 2019-017622APL
Hearing Date:	May 1, 2025 (Continued from the December 12, 2024 hearing)
Project Sponsor:	Melinda Sarjapur, msarjapur@reubenlaw.com, (415) 567-9000
Appellants:	Brian Flynn, Lozeau Drury LLP on behalf of BCal 44 Montgomery Property LLC and Edward L. Shaffer, Burke, Williams & Sorensen, LLP on behalf of Chelsea Pacific Group, LLC
Attachments:	Attachment A – Health Risk Assessment Attachment B – Updated Construction Noise Tables

Introduction

This memorandum is in response to two letters of appeal to the board of supervisors (the board) filed on November 20, 2024 regarding the planning department's (the department) issuance of a preliminary mitigated negative declaration (PMND) under the California Environmental Quality Act (CEQA) for the proposed 570 Market Street project. This memorandum also responds to supplemental letters of appeal filed by the same appellants, as further described below. Copies of all the appeal letters are included with this appeal response packet as Exhibit B.

The department, pursuant to section 21064.5 of the CEQA Statute, issued a mitigated negative declaration for the proposed project on October 30, 2024, finding that the project would not result in a significant effect on the environment.

The decision before the board is whether to uphold the department's decision to issue a PMND and deny the appeal, or to overturn the department's decision to issue a PMND and return the project to department staff for additional environmental review.

Site Description and Existing Use

The 7,045-square-foot project site is located on the north side of Market Street within the triangular block bound by Market Street to the southeast, Sutter Street to the north, and Montgomery Street to the west, in the Financial District neighborhood. The project site is currently occupied by two separate two-story commercial buildings over a shared one-story basement level of approximately 16,195-gross-square feet. The project site does not contain any off-street vehicle or bicycle parking. The project site is relatively flat and does not have any curb cuts. There are currently two sidewalk trees on the project's Market Street frontage. The project site is in a C-3-O (Downtown Office) use district and a 300-S height and bulk district.

Project Description

The proposed project would demolish the two existing two-story-over-basement buildings and construct a 29-story, approximately 300-foot-tall building containing hotel uses. The new building, which would extend over the entire parcel, would provide approximately 3,400 gross square feet of retail space on the ground floor and mezzanine levels fronting Market Street and an approximately 123,000-square-foot hotel space that would accommodate about 211 guest rooms. The project would provide approximately 4,200 gross square feet of privately owned public open space (POPOS), which would include a 2,300-square-foot outdoor terrace and 1,900 square feet of indoor support space for the dedicated public entrance and elevator lobby to the POPOS. The project would be supported on a hybrid foundation that would consist of a four-foot mat slab supporting the approximate southern half of the building. The remaining building portion would be supported by a 6- to 10-foot foundation bearing on 6-foot-diameter piles that would be drilled approximately 40 feet into bedrock, for a total length of around 160 feet under the mat slab.

Project construction is anticipated to last approximately 24 months and would require excavation of the total site footprint (7,045 square feet) to approximately 7 to 13 feet below ground surface (bgs). Overall, excavation of the basement levels would require removal of approximately 3,900 cubic yards of soil.

The project would require the following approvals from the Planning Commission:

- A conditional use authorization from the planning commission under Planning Code section 303 to permit hotel uses.
- A Downtown Project Authorization under Planning Code section 309 for projects within a C-3 zoning district greater than 50,000 square feet in area or 75 feet in height and for granting exceptions to the requirements of certain sections of the Planning Code.

Background

The following bullet points provide a chronological summary of the various actions documented in the record related to the proposed project that have occurred since October 2019, when the project sponsor filed for an application for the proposed project:

On October 1, 2019, the project sponsor filed a project application with the department for the project.

On October 30, 2024, the department issued a PMND for the project determining that the proposed project could not have a significant impact on the environment.

On November 20, 2024, Brian Flynn, on behalf of BCal 44 Montgomery Property LLC, and Edward Shaffer, on behalf of Chelsea Pacific Group, LLC, owner of the adjacent 564 Market Street (also known as the Chancery Building) (appellants), filed separate appeals of the PMND.

On November 20, 2024, the 20-day appeal period ended. However, at the time of PMND publication, two technical appendices were inadvertently not available for public review on the department website. As a result, the comment period was extended by an additional 20 days to December 12, 2024, once the appendices became available.

On December 11, 2024, Mr. Shaffer filed a supplemental appeal letter.

On December 12, 2024, the appeal hearing was continued to February 27, 2025.

On February 27, 2025, the appeal hearing was continued to April 3, 2025.

On March 19, 2025, Mr. Flynn filed another supplemental appeal letter and Mr. Shaffer filed two additional supplemental letters. The subject of one of the Shaffer letters, “Re: Objections to Approval,” contains concerns regarding the project’s code compliance, with none of the stated concerns being related to environmental effects. Therefore, this appeal response does not address any of the concerns brought up in this particular letter as they are not related to CEQA. This appeal response addresses concerns noted in all other appeal letters filed.

On April 3, 2025, the appeal hearing was continued to May 1, 2025.

Planning Department Responses

The Planning Department's responses to concerns raised in the appeal letters are provided below, organized by topic. The appellants have not met the legal burden of proof of providing substantial evidence supporting a fair argument that the project may have a significant environmental impact in order to support their argument that an environmental impact report is required for the project.

Response 1 (Geology and Soils): The PMND appropriately analyzes the potential environmental effects of the proposed project related to geology and soils, providing substantial evidence that the project would not have a significant impact on surrounding structures.

The appellants contend that the PMND fails to evaluate the geotechnical impacts of project construction on surrounding buildings, including impacts related to soil settlement, dewatering, and liquefaction. This contention is incorrect. The PMND analysis correctly accounts for the city's entire review process, with environmental review being one of the initial steps of that process. During the environmental review process, the department considers whether the construction of a proposed project could have substantial adverse effects on soils or geologic features on the project site, and whether a project could be feasibly constructed and supported by the underlying site conditions. This information is typically summarized in a preliminary geotechnical report. The function of a geotechnical report is to provide recommendations by a licensed geotechnical professional to a project's engineer of record, who must then incorporate those recommendations into building permit-level drawings and construction documents, to ensure that the proposed structure can be supported on the proposed foundation system.

Subsequent to the environmental review process, the building department undertakes structural review to ensure that a building can be safely constructed in accordance with all applicable state and local codes. At this stage, the building department reviews more detailed structural plans, which are typically not available, nor required, during the environmental review phase. Instead, environmental review for a project is generally based on a project's architectural plans.

In compliance with these building requirements, the project sponsor submitted a geotechnical report prepared by a licensed geotechnical engineer to the planning and building departments. This report investigated site, soil, geologic, and groundwater conditions of the subject property, and made geotechnical recommendations pertaining to the project's construction.[1] These recommendations address site preparation and grading, seismic design, foundation types, shoring and protection of adjacent buildings, and more. The California Building Code also includes specific provisions, including Protection of Adjoining Properties (section 3307), which must be addressed in the project's structural plans.[2]

The preliminary geotechnical report concluded that the proposed development is feasible from a geotechnical standpoint, but also acknowledged the need for a design-level geotechnical investigation once more detailed permit-level project drawings are available. As such, the department addressed the limited

[1] Langan. *Preliminary Geotechnical Evaluation: 570 Market St.* August 27, 2019.
[2] *Ibid*.

question before it, and correctly concluded that the project could feasibly be constructed on the project site and would not result in any significant impacts related to geology or soils.

Administrative Bulletin 082 and Impacts to Adjacent Structures

Additionally, building department Administrative Bulletin 082 (AB 082), Guidelines and Procedures for Structural Design Review, applies to the proposed project under the San Francisco Building Code and specifies the guidelines and procedures for independent structural and geotechnical design review during the application review process for a building permit. The scope of services for geotechnical engineering review required under AB 082 includes assessment of the project's proposed foundation system and its appropriateness for the structure and ground conditions on the site, the potential effects of construction activities, the predicted foundation settlement, and the project's potential long-term interaction with foundations of existing adjacent and nearby structures.

AB 082 also outlines how the director of the building department would resolve any disputes between the structural design reviewer and the project's structural and geotechnical engineers of record. The building department would review the final building plans (construction plans) for conformance with recommendations of the site-specific, design-level geotechnical evaluation to ensure compliance with state and local building codes, including AB 082. This building permit application review process would occur prior to the issuance of construction permits and would ensure that the proposed project would not result in significant geology and soils impacts, including significant adverse impacts to existing nearby structures.

In summary, the project is required to comply with the city's project review process, which would entail detailed, design-level geotechnical and structural review by the building department. Compliance with all mandatory provisions of the California Building Code and San Francisco Building code would ensure that the project would not result in significant geology or soils impacts. Therefore, no mitigation measures are required. During the environmental review stage, the department addresses the limited question of whether a project can feasibly be constructed on the project site based on the site's underlying soil conditions and site context. Based on the project's preliminary geotechnical report, the department has correctly determined that the project is feasible and would not result in any significant impacts to geology or soils. The appellants have not provided evidence to support a fair argument that the project would result in significant geology and soils impacts.

Response 2 (Air Quality): Substantial evidence provided in the PMND and additional health risk analysis conducted since then, establishes that the proposed project would not result in any significant impacts related to air quality.

The appellants contend that demolition and construction activities will expose the public to significant adverse levels of air pollution, including from asbestos and lead-based paints and construction dust. Additionally, the appellants contend that construction activities could increase cancer risks for people living and working in the area, and that nearby office workers should be treated as sensitive receptors.

Construction Dust

With regards to construction dust impacts, studies have shown that the application of best management practices at construction sites significantly control fugitive dust and reduce fugitive dust by up to 98 percent, as described on page 50 of the PMND.[3,4] As such, they are an effective strategy for controlling construction-related fugitive dust. As described on pages 54 and 55 of the PMND, the project would be required to comply with the city's Construction Dust Control Ordinance and implement best management practices to reduce control construction dust. Such measures include wetting down areas around soil improvement operations, placement of upwind and downwind particulate dust monitors, limiting areas subject to excavation, grading, and other demolition or construction activities at any given time, and the like. These measures would be required as a matter of law already applicable to the proposed project. Accordingly, this impact was determined to be less than significant and no mitigation measure is required.

Construction and Operational Air Quality Impacts

The project's construction and operational air pollution impacts are discussed under Impact AQ-4, starting on page 57 of the PMND. The PMND evaluated the air quality health risk impact of the project to sensitive receptors near the project site, with the closest analyzed receptor located approximately 395 feet away from the project site. Following the publication of the PMND, a more detailed health risk assessment was prepared to evaluate construction and operational health risk impacts to receptors in the immediate vicinity of the project site, including worker receptors directly adjacent to the project site (see PMND text revisions – Exhibit C).[5] Thus, the revised PMND addresses worker receptors as sensitive receptors and presents results of toxic air pollutants on workers located in office buildings located adjacent to the project site. The health risk assessment modeled project-specific emissions based on the proposed land uses, construction schedule, construction equipment list and construction trip information, as provided by project sponsor.

The health risk assessment determined that, with the implementation of mitigation measure M-AQ-4a: Clean Off-Road Construction Equipment, which would be required as condition of project approval, the construction of the proposed project would not exceed the air district's or city's health risk thresholds for chronic hazard index, cancer risk, or $PM_{2.5}$. As described in the PMND, the use of clean construction equipment can reduce construction emissions by 93 to 96 percent as compared to fleet average. Therefore, as concluded in the PMND and substantiated through additional health risk emissions modeling, the proposed project would result in a less-than-significant impact to nearby sensitive receptors related to construction toxic air contaminants, including the adjacent office building abutting the project site.

The project-specific health risk assessment also determined that operation of the project would result in a less-than-significant impact to residential or worker receptors with the implementation of mitigation

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[3] Western Regional Air Partnership. *2006. WRAP Fugitive Dust Handbook.* September 7, 2006. This document is available online at https://www.env.nm.gov/wp-content/uploads/sites/2/2017/02/WRAP_FDHandbook_Rev_06.pdf, accessed January 15, 2025.

[4] San Francisco Planning Department. *Air Quality and Greenhouse Gas Analysis Guidelines.* February 2025.

[5] Ramboll. *Air Quality Health Risk Assessment Methodology and Results Memo: 570 Market Street, San Francisco, CA.* January 2025.

measure M-AQ-4b: Clean Diesel Generators for Building Operations, including to receptors adjacent to the project site.

The internal air circulation system of nearby buildings, which one of the appellants brings up in their letter, is not within the purview of the proposed project. The project site is located in the existing air pollutant exposure zone and sensitive receptors within the zone already experience elevated levels of air emissions. However, as described in the PMND and reiterated above, implementation of air quality mitigation measures and best management practices to reduce construction dust would ensure that the proposed project would not make a considerable contribution to existing significant cumulative health risk impacts in the area.

Lead and Asbestos

With respect to lead and asbestos, these impacts are described in the hazards and hazardous materials section of the PMND on pages 96 through 98. Lead and asbestos handling and removal are regulated in accordance with local and state regulations, as well as air district, California Department of Toxic Substances Control, Cal/OSHA, and California Department of Health Services requirements. Specifically, California Health and Safety Code section 19827.5, adopted January 1, 1991, requires that local agencies not issue demolition or alteration permits until a project sponsor has demonstrated compliance with the notification requirements under applicable federal regulations regarding hazardous air pollutants, including lead and asbestos.

The California Legislature vests the local air district, in this case the Bay Area Air District, with the authority to regulate airborne pollutants, including asbestos-containing material, through both inspection and law enforcement. The air district is to be notified 10 days in advance of any proposed demolition or abatement work. Any disturbance of asbestos-containing material at the project site would be subject to the requirements of air district Regulation 11, Rule 2, Hazardous Materials—Asbestos Demolition, Renovation, and Manufacturing. The local office of Cal/OSHA must also be notified of asbestos abatement. Asbestos abatement contractors must follow state regulations contained in California Code of Regulations title 8, section 1529 and sections 341.6 through 341.14, when their work involves 100 gross square feet or more of asbestos-containing material. Pursuant to California law, the building department would not issue the required permit until the project sponsors have complied with the requirements described above.

Work that could result in any disturbance of lead-based paint must comply with San Francisco Building Code section 3423, Work Practices for Lead-Based Paint on Pre-1979 Buildings and Steel Structures. Section 3423 identifies prohibited practices that may not be used when removing lead-based paint, as well as notification requirements. Where work would disturb or remove lead-based paint on the exterior of a building, or the interior of occupied buildings built prior to or on December 31, 1978 – such as the existing structure at 570 Market Street – section 3407 requires specific notification and work standards and identifies prohibited work methods and penalties. The demolition would also be subject to the Cal/OSHA lead in construction standard (California Code of Regulations title 8, section 1532.1). This standard requires development and implementation of a lead compliance plan when materials containing lead are disturbed during construction. The plan must describe activities that could emit lead, methods that would be used to comply with the standard, safe work practices, and a plan to protect workers from exposure to lead during construction.

Cal/OSHA would require 24-hour notification if more than 100 square feet of lead-containing material would be disturbed.

Based on mandatory compliance with existing regulatory requirements, as concluded on page 98 of the PMND, the proposed project would not result in a significant hazard to the public or environment from hazardous materials such asbestos and lead-based paint and the proposed project would result in a less-than-significant impact related to these substances.

In summary, the appellants have not provided a fair argument supported by substantial evidence that the proposed project would result in significant air quality impacts. The PMND's analysis of air quality impacts, as supplemented by the additional health risk assessment conducted to support the department's appeal response, are accurate and sufficient. No further analysis is required.

Response 3 (Noise and Vibration): Based on substantial evidence provided in the PMND and additional analysis conducted for informational purposes, the proposed project would not result in significant impacts related to noise and vibration.

The appellants contend that project construction would have significant noise impacts on nearby office workers and would result in significant vibration impacts on nearby historic structures. Their arguments, however, do not meet the legal standard of providing substantial evidence in support of a fair argument that such a significant impact would occur, for the reasons described below.

Construction Noise

The project's noise impacts during construction are discussed in the PMND beginning on page 37. Consistent with the *Governor's Office of Planning and Research's General Plan Guidelines 2017*, noise sensitive receptors are defined as: residences, hospitals, convalescent homes, schools, churches and sensitive wildlife habitat (e.g., nesting birds, marine mammals, protected fish species). The planning department also considers hotels and motels as noise sensitive receptors, and commercial and industrial uses are considered noise sensitive uses if they are exposed to noise levels of 100 dBA or higher.

Construction noise is regulated by the San Francisco Police Code, article 29, section 2907. Police Code section 2907 requires that noise levels from individual pieces of construction equipment, other than impact tools, not exceed 80 dBA at 100 feet from the source. Impact tools are not subject to the equipment noise limit provided that impact tools and equipment would have intake and exhaust mufflers recommended by the manufacturers and are approved by the Director of Public Works or the Director of Building Inspection as best accomplishing maximum noise attenuation. Table 7 on page 38 of the PMND describes the typical noise levels of construction equipment anticipated to be used at the site. As dictated by the city's noise ordinance, a default reference distance of 100 feet between the construction equipment and noise receptor was used.
The planning department also analyzes the construction noise using guidance provided in the Construction Noise Assessment of the Federal Transit Administration Transit Noise and Vibration Assessment Manual (FTA manual). Specifically, the planning department uses the general assessment daytime residential noise limit of 90 dBA at residential receptors or 100 dBA at commercial or industrial receptors as developed by the Federal Transit Administration. This assessment results in a reasonable worst-case scenario because it is based on the

assumption that the two noisiest pieces of equipment would operate simultaneously. If any of the above criteria are exceeded (10 dB increase in ambient noise levels, 90 dBA at noise-sensitive receptors or 100 dBA at commercial and industrial receptors), the planning department would evaluate the temporal frequency, duration, and intensity of the exceedance when determining whether construction noise could result in a substantial temporary increase in ambient noise levels.

For informational purposes and to ascertain potential noise levels on the adjacent office uses (as raised in one of the appeal letters), Table 7 was updated since the publication of the PMND to include typical noise levels of construction equipment at a shorter distance of 20 feet between the equipment and the noise receptor to better simulate the distance between project construction equipment and nearby receptors in adjacent structures (see PMND text revisions – Exhibit C).[6]

At a reference distance of 20 feet, no construction equipment would exceed 100 dbA (see Attachment B to this appeal response, Updated Construction Noise Tables). This calculation takes into account the simultaneous operation of the two noisiest pieces of equipment during a given phase consistent with the FTA manual. As a result, construction noise impacts to commercial uses in the area would be considered less than significant, which is consistent with the findings in the PMND.

Additionally, as discussed in the PMND on page 42, construction noise is generally the most substantial during the initial phases of the project, which include demolition, site preparation, and grading, and generally decreases in the latter phases. Construction equipment noise is also intermittent and would occur in limited intervals at a time. Furthermore, the analysis provided in the PMND and above is conservative because it assumes that no acoustic shielding or attenuation from building walls, windows, or other measures would occur.

In the supplemental appeal letter submitted by Mr. Flynn dated March 19, 2025, the appellant contends that the construction noise analysis is inaccurate because it improperly applied the general assessment methodology provided by the FTA Manual. The appellant contends that the analysis should have employed an equipment usage factor[7] of 1 (i.e., 100 percent), instead of a range between 16 to 50 percent as the PMND did, and a noise attenuation factor of 3 dB per doubling of distance, instead of 6 dB per doubling of distance. The appellant contends that by calculating construction noise levels with those assumptions, there could be potentially significant construction noise impacts at the nearest residential and commercial receptors.

However, the appellant's analysis is inaccurate and misleading because it conflates two different methodologies. While the FTA Manual general assessment methodology does recommend a usage factor of 1, the general assessment guidelines state that a noise attenuation factor equating to a 6 dB reduction per doubling of distance should be used, not 3 dB as the appellant claims. Thus, the appellant's construction noise calculations are misleading.

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6 Salter, Alex. "Re: 570 Market Tables." Received by Ryan Shum. 24 January 2025.

7 The usage factor is the percent of time a piece of construction equipment is used throughout the day.

Typically, construction noise analysis is a multi-step process that first entails a more conservative analysis with broad assumptions and subsequently a more refined methodology if the initial analysis finds that a project could result in significant impacts. The FTA Manual general assessment methodology also allows for an adjustment of the usage factor based on the amount of time that construction equipment would be used during the day, and based on more refined analysis and project. The usage factor is based on Federal Transit Administration methodology and reflects the fact that most construction equipment is generally used intermittently and is not used throughout the day, thereby reducing its noise levels over the course of a workday.[8] Consequently, the PMND noise analysis used a more refined usage factor of 16 to 50 percent per guidance by the Federal Highway Administration (FHA) to better reflect the frequency of use of the construction equipment.[9] This more refined methodology determined that project construction would not result in significant noise impacts to nearby residential and commercial receptors, as described above.

For informational purposes, supplemental noise analysis was conducted in accordance with the FTA Manual general assessment methodology (i.e., with an equipment usage factor of 1 and a noise attenuation factor equating to a 6 dB reduction per doubling of distance).[10] This supplemental analysis conservatively evaluated if construction equipment would be operating with 100 percent usage factor. As shown in Table 1 below, construction noise levels still would not exceed construction noise thresholds at the nearest residential and commercial receivers when using recommended assumptions of the FTA general assessment methodology.

Table 1: Calculated Noise Levels at Nearest Off-Site Sensitive Use from Daytime Construction

Phase	Loudest Two Noise Sources	Estimated Construction Noise Level (dBA) at Nearest Residential Receiver (450 feet)	Exceeds 90 dBA Residential Standard?	Estimated Construction Noise Level (dBA) at Nearest Commercial Receiver (20 feet)	Exceeds 100 dBA Commercial Standard?
1	CSM Rig, Jackhammer	68	No	95	No
2	Concrete Saws, Jackhammer	72	No	99	No
3	Concrete Pump, Excavator	65	No	92	No
4	Drill Rig, Cranes	67	No	94	No
5	Pressure Washer, Cranes	67	No	94	No

8 Ibid., p. 12-3.

9 Based on the US EPA document, "Noise from Construction Equipment and Operations, Building Equipment and Home Appliances" 1971, noise data from Federal Highway Administration (FHWA) Roadway Construction Noise Model User's Guide, 2006, and data from other Salter Projects.

10 Salter, Inc. *570 Market Street Acoustical Response to Appeal of Preliminary MND.* April 4, 2025.

In summary, the PMND noise analysis employed a multi-step process and properly calculated the project's construction noise impacts to the nearest sensitive receptor (i.e., residences at 333 Bush Street approximately 450 feet away) and properly evaluated ambient noise levels at nearby commercial receptors. The supplemental analysis evaluated construction noise levels against the FTA criteria of 100 dBA for commercial and industrial receptors and confirmed that projects construction noise would not exceed those levels. The appellant's contention that the PMND noise analysis is inaccurate because it should have used the more generalized FTA guidance is misleading, and the appellant's noise calculation is also misleading because it does not use a 6 dB per doubling of distance noise attenuation factor as provided by the FTA general assessment methodology. Supplemental noise analysis using the more conservative FTA general assessment methodology, shown in Table 1 above, further supports the PMND conclusion that the project would not result in significant construction noise impacts.

Construction Vibration

The project's vibration impacts during construction are discussed in the PMND beginning on page 44. With regards to construction vibration impacts, the PMND identified that the 566 Market Street, 576 Market Street, and 44 Montgomery Street buildings could be susceptible to ground-borne vibration from demolition and construction activities of the proposed project. Therefore, the PMND determined that Mitigation Measure M-NO-2 will be required before and during construction. The project sponsors have agreed to implement this measure.

The primary purpose of the mitigation measure is to prevent damage to nearby structures and requires that all feasible means to avoid damage to potentially affected buildings be identified in the project's Vibration Management and Monitoring Plan (Monitoring Plan) and employed. Examples of avoidance measures that could be employed include using alternative pieces of construction equipment or techniques and adjusting the buffer zones of equipment. The Monitoring Plan would also include procedures to actively monitor vibration levels at the construction site to ensure that they do not exceed the established standards identified in the plan. As described in the mitigation measure, the project would be required to retain a qualified structural engineer and historic preservation professional to conduct periodic inspections of adjacent buildings for signs of vibration-induced damage during vibration-generating construction activities, and to immediately notify the planning department if any damage is visible and incorporate alternative construction techniques to reduce further effects. At the time that the Monitoring Plan is prepared, the structural engineer and planning department would also have the discretion to reclassify nearby buildings to meet stricter vibration standards based on additional information on structural conditions of the building, as appropriate; for example, 44 Montgomery Street may be reclassified from "modern industrial/commercial buildings" to "historic and some older buildings," as appropriate.[11]

It is important to note that the Caltrans vibration standards are guidelines for assessing potential vibration damage and not brightline thresholds as the appellant contends. The Caltrans standards are guidelines because all buildings are constructed in slightly different ways using different construction techniques and materials, and with different underlying soil conditions and surroundings. As a result, construction-induced

[11] This classification is for the purposes of construction vibration monitoring only, and how a building is classified is independent of a building's actual historic status.

vibration interacts with buildings in varying degrees and there is no brightline threshold upon which vibration impacts are certain to occur. The Caltrans standards are a reflection of this and offer guidance of when vibration impacts *may* start to occur, and an exceedance does not guarantee that an adverse impact would occur, nor does it automatically constitute a significant impact. Therefore, the appellant's contention is incorrect.

As a final protective measure, in the event that all feasible avoidance measures are employed and damage does occur, the damage would be detected early due to active monitoring requirements per the Monitoring Plan. Furthermore, the project sponsor would be required to implement additional measures to minimize vibration impacts and repair any damage to its preconstruction state. Any damage to a historic building would require the remediation to be overseen by a qualified preservation professional and planning department preservation staff.

Mitigation measure M-NO-2 outlines clear steps and performance measures for the monitoring and potential repair of any vibration-induced damage. Construction-level details are often not determined yet at the time of environmental and architectural review, and minor changes often occur at the time of structural building permit review and once construction starts; the vibration monitoring plan and mitigation measures are adaptable to the conditions of the project site at the time of construction. The project would be required to implement the measures described in mitigation measure M-NO-2. The PMND, therefore, is not deferring any mitigation or analysis of vibration impacts. With implementation of this mitigation measure, the PMND determined that the impacts from construction vibration would reduce any potential damage to adjacent structures from construction to a less-than-significant level.

The appellants have not offered any evidence to support their contention that construction vibration could result in significant adverse impacts to historic buildings.

Response 4 (Historic Resources): Based on substantial evidence provided in the PMND, the proposed project would not result in a significant impact to historic resources.

The appellants contend that the project could have potentially significant impacts on nearby historic buildings due to the mass and scale of the proposed building, vibration from demolition and construction, ground settlement from dewatering and increased soil stresses, and increased lateral loads. The appellants also contend that the project block should be evaluated as a historic district. The appellants have not offered any evidence to support these assertions. By contrast, the PMND provides substantial evidence to support the conclusion that significant impacts of this nature would not occur. As discussed on pages 15 through 17 of the PMND, the project site is not within a designated historic district and construction of the proposed project would not affect the historic significance of nearby historic buildings:(44 Montgomery Street, Chancery Building located at 562-566 Market Street, Finance Building at 576-580 Market Street, Hobart Building at 582-590 Market Street, Flatiron Building at 540-548 Market Street, Crocker Bank Building; three commercial buildings at 550, 554 and 560 Market Street which are located on the subject block (Block 0291); and Crocker Bank Building located at 1 Sansome Street located at the north confronting block (Block 0289). As described in the department-prepared Historic Resources Evaluation Report (HRER) for the project, "the subject property does not appear to be part of a significant concentration of historically or architecturally unified buildings such

that it would rise to the level of an eligible historic district." As such, the potential of the project block to be designated as a historic district and the subject property to be included in said district was already evaluated in the project HRER. The architectural cohesion of Market Street is not relevant in the context of the project's historic resource evaluation because the subject property is not part of a historic district. Likewise, new shadows caused by the project would not affect historic character defining features of nearby properties.

Additionally, the appellant is incorrect in their assertion that 44 Montgomery Street was not classified as a historic resource and evaluated accordingly in the PMND. Contrary to the appellant's contentions, 44 Montgomery Street was evaluated as a historic resource in the project's cultural resource analysis as evidenced by its inclusion in the list of adjacent historic resources in the HRER. The proposed project would not affect the physical features that convey the historical significance of nearby historic resources, including 44 Montgomery Street.

The project's geology and soils and vibration impacts are discussed thoroughly in the PMND and are summarized in the responses 1 and 3 above. Furthermore, the project sponsor has committed to implementing mitigation measure M-NO-2, Protection of Adjacent Buildings/Structures and Vibration Monitoring During Construction, which aims to avoid potential vibration impacts, and would be required to implement the recommendations from the design-level geotechnical investigation process as outlined above, which would ensure that there are no impacts to nearby properties related to ground settlement, dewatering, or lateral loads.

Response 5 (Freight Loading): As discussed in the PMND, the proposed project would not result in any significant impacts related to transportation, including secondary impacts resulting from insufficient loading facilities.

The appellants contend that the project's freight loading impacts were not properly evaluated and that the project may have adverse secondary impacts resulting from insufficient loading facilities. The PMND mistakenly included a description of an off-site loading space on page 3 of the PMND based on an earlier iteration of the proposed project (see PMND text revisions – Exhibit C). However, the loading analysis did not assume the project would include an off-street loading space, and is therefore accurate.

As discussed on page 30 of the PMND, the project relies entirely on on-street loading facilities and the loading analysis does not reference any off-street loading spaces. The project is anticipated to average 12 daily freight loading occurrences spread throughout the day, and average approximately two loading occurrences during the peak hour of loading activity. Freight deliveries would primarily be comprised of smaller vehicles such as light trucks and panel vans. Given the length of the existing on-street loading zones, there would be sufficient loading space to accommodate the project's peak hour loading demand of two trucks. Therefore, no secondary transportation impacts resulting from inadequate loading supply are expected. The appellants have not offered any evidence to support their contention that the project could result in significant transportation impacts resulting from inadequate freight loading supply and, no additional analysis is required.

Response 6 (Shadow): As discussed in the PMND, the proposed project would not result in any significant impacts related to shadow.

The appellants contend that the project would have adverse shadow impacts on privately owned public open space (POPOS) in the area, but do not offer any substantial evidence supporting a fair argument of how the project would result in significant shadow impacts. As discussed on page 67 of the PMND, the project would cast some new shadow on POPOS in the area, including the One Sansome Street courtyard, One Bush Plaza, the plaza at 333 Market Street, and the plazas at 425 and 525 Market Street. However, these shadows would be intermittent, and the net new shadow would not substantially affect the use and enjoyment of these POPOS . Furthermore, POPOS are not protected open spaces under Planning Code section 295, and the appellants have provided no evidence that the proposed project would increase shadow to any open space protected under Planning Code section 295. The shadow impact analysis on nearby POPOS provided in the PMND is provided for informational purposes only, and is not a requirement to be analyzed under CEQA or the Planning Code. Therefore, no additional analysis is required.

Response 7 (Wind): As discussed in the PMND, the proposed project would not result in any significant impacts related to wind.

The appellants contend that the project would have adverse wind impacts. However, the appellants do not specify what wind impacts would occur that were not already disclosed and analyzed in the PMND, and offer no substantial evidence to support their assertion. As discussed on page 66 of the PMND, the project would generally improve wind conditions compared to existing conditions with respect to the applicable wind hazard criterion. The PMND provided adequate and accurate analysis of wind impacts, and no additional analysis is required.

Response 8 (Feasible Mitigation Measures): The PMND identifies feasible mitigation measures with performance standards that satisfy CEQA requirements.

The appellant claims that the PMND inappropriately defers mitigation of potential impacts to historic resources, geology and soils, and hazardous materials by relying on future reports and recommendations from those reports without specifying performance standards. However, the appellants' statements are not consistent with the analysis or mitigation measures contained in the PMND, or CEQA's requirements.

CEQA Guidelines section 15126.4(a)(1)(B) permits the department to further refine the details of mitigation measures after the project's approval if the environmental document (1) commits the project sponsor to the mitigation, (2) adopts specific performance standards the mitigation will achieve, and (3) identifies the type(s) of potential action(s) that can feasibly achieve that performance standard and that will be considered, analyzed, and potentially incorporated in the mitigation measure. The mitigation measures cited by the appellant meet all of these requirements and are, therefore, legally adequate in the context of CEQA review.

The PMND does not, as appellant claims, defer "formulation of mitigation measures." All of the mitigation measures contained in the PMND contain detailed performance standards that ensure their effectiveness and specify the timing of any required actions. For example, mitigation measure M-NO-2 requires the project sponsor to avoid or reduce project-related construction vibration damage to adjacent buildings and/or

structures and to ensure that any damage is documented and repaired. The mitigation measure also establishes quantified maximum vibration levels that may not be exceeded and for which the project site will be monitored. Thus, the mitigation measure specifies the components for a monitoring plan, timing, guidelines, approval process, and responsible professionals who may determine corrective measures based on construction activity and the character of adjacent buildings.

Similarly, mitigation measure M-AQ-4a requires the project to use clean off-road construction equipment and provides specific details related to engine eligibility requirements, the use of waivers, and detailed requirements for the preparation of a construction emission minimization plan. Specifically, this mitigation measure states that "[A]ll off-road equipment greater than 25 horsepower (hp) and operating for more than 20 total hours over the entire duration of construction activities shall have engines that meet or exceed U.S. Environmental Protection Agency (EPA) Tier 4 Interim or Tier 4 Final off-road emission standards." Similarly, requirements regarding the construction emission minimization plan state that "[the]plan shall include estimates of the construction timeline by phase, with a description of each piece of off-road equipment required for every construction phase. As reasonably available, the description may include, but is not limited to: equipment type, equipment manufacturer, equipment identification number, engine model year, engine certification (Tier rating), horsepower, engine serial number, and expected fuel use and hours of operation. For off-road equipment using alternative fuels, the description shall also specify the type of alternative fuel being used." These specific requirements ensure that this mitigation measure would be implementable, measurable, and would reduce impacts to a less-than-significant level as concluded in the PMND on page 58.

The project sponsor has committed to implementing the mitigation measures outlined in the project's Mitigation Monitoring and Reporting Program (MMRP), and the MMRP would be made a condition of approval of the project by the Planning Commission.

With regards to the PMND analysis of geology and soils and hazardous materials, as discussed in Response 1, above, the department relies on compliance with state and local regulations that are uniformly applied to all projects and with which the project sponsor would be required to comply. Compliance with state and local regulations would require the project to meet standards that would ensure that the project would not result in a significant impact. For these types of impacts – where existing regulations ensure that no significant impacts would result - no additional mitigation measures are required.

The appellants have not provided any substantial evidence to support their assertion that the mitigation measures inappropriately defer mitigation or do not specify performance standards or implementation timing requirements.

Response 9 (Cumulative Projects): The cumulative project list is accurate, and the cumulative analysis was properly conducted.

The appellants contend that the cumulative project list is outdated and that, as a result, the cumulative analysis is flawed. A project's cumulative project list is typically developed at the beginning of the analysis period, which in this case was 2019. For longer periods of environmental review, the cumulative project list may be reviewed again to ensure that it is still accurate. The original cumulative project list was reviewed

when analysis resumed following the COVID-19 pandemic, but no new cumulative projects were identified at that time. For informational purposes, the department reviewed the list again in January 2025 and identified only minor projects and permits in the vicinity of the project site that would generally not be added onto cumulative project lists due to their minor nature and likelihood that they would not interact with the proposed project to generate cumulative impacts. Examples of such minor projects include antennae and sign installations, minor building modifications and repairs, and repainting, as well as minor utility projects such as sewer replacements or utility pole replacements due to the limited construction duration and scope. For these reasons, the cumulative project list remains the same as the list that was originally prepared and is considered to be accurate and adequate for purposes of CEQA review. The appellants do not offer any evidence to support their contention that the cumulative analysis is flawed, and thus there is no fair argument presented that the department has failed to identify a significant cumulative impact to which the proposed project would have a cumulatively considerable contribution. No further analysis is required.

Response 10 (Public Notice): The department complied with state and local notice requirements for publication of the PMND and appropriately remedied administrative errors.

The appellants contend that the department did not provide adequate notice of the publication of the PMND because, although the notice was properly sent to the owner of 564 Market Street, their legal representative claims to not have received notice of the PMND publication. The appellants also note that at least two technical studies were not made publicly available at the time of the publication of the PMND.

The department issued the PMND for the project on October 30, 2024, and sent a Notice of Availability of Intent to Adopt a Mitigated Negative Declaration (Notice of Availability) to interested parties and property owners and tenants within a 300-foot radius of the project site, including to the property owners of 564 Market Street (The Chancery Building) and 44 Montgomery Street. The department provided a 20-day appeal period that ended on November 20, 2024. During the public review period, the department determined that some of the technical background documents were inadvertently not made publicly available for review on the department website at the start of the initial 20-day appeal period. At the request of an individual who had not received the Notice of Availability, and to afford adequate time for the public to review all technical documents, the department extended the PMND comment period by 20 days to December 12, 2024.

In accordance with state and local laws, physical posters of the Notice of Availability were also publicly posted at the project site between October 30, 2024 and November 20, 2024, in accordance with Administrative Code section 31.11(4). The department verified that multiple weather-protected 11-by-17-inch notices were posted in prominent locations at the project site for the duration of the appeal noticing period. Photographs of the posted notices were taken on November 21, 2024, and are on file with the department.

Additionally, a newspaper notice was published in the San Francisco Examiner on October 30, 2024, and the Notice of Availability was also posted at the San Francisco Office of the County Clerk for the 20-day review period on the day of PMND publication.

In conclusion, the department provided sufficient notice and opportunity for review of the PMND in accordance with state and local laws.

Conclusion

For the reasons provided in this appeal response, the department has determined, based on substantial evidence in the record, that the proposed project would not have significant impacts with implementation of the feasible mitigation measure identified in the PMND; an environmental impact report is not required. The department also complied with state and local noticing requirements for the PMND and extended the initial notice period by 20 days in order to ensure that all members of the public received adequate time to submit their comments. The appellants have not provided substantial evidence supporting a fair argument that the proposed project would have significant impacts on the environment, nor have they demonstrated that the department failed to provide adequate notice of the PMND or access to records. The department therefore respectfully recommends that the Commission uphold the PMND and deny the appeals.

EXHIBIT C

REUBEN, JUNIUS & ROSE, LLP

Melinda Sarjapur
msarjapur@reubenlaw.com

April 23, 2025

Delivered Via Email

Re: 570 Market Street – MND Appeal & Entitlement Approvals
Planning Dept. Case No. 2019-017622
Hearing Date: May 1, 2025

Dear President So and Commissioners:

Our office represents Frontier Group, LLC, which proposes construction of a new 29-story, 211-room hotel including 4,211 gsf of neighborhood-serving retail (the "**Project**") at 570 Market Street (the "**Property**").

Entitlements

The Project requires Commission approval of a Conditional Use Authorization for hotel use in the C-3-0 District, and a Downtown Project Authorization for new construction exceeding 85' in height. The Project also requires Zoning Administrator approval of a height exception for elevator penthouse overrun.

The entitlements should be approved, as the Project will provide numerous benefits:

- ***Revitalizing Downtown Core***. Replacing an underutilized two-story building and vacant storefront with vibrant new hotel and neighborhood-serving retail, drawing visitor and consumer foot traffic to the area.

- ***High-Quality Design***. Featuring high-quality materials; innovative curtain wall design; articulated façade; and varied setbacks that respect the pattern of adjacent development and preserve views of nearby historic resources.

- ***Publicly Accessible Open Space.*** Providing a 2,300 square-foot landscaped terrace at its 15th floor, featuring stunning views of Market Street and the Financial District. This area will be open to the public, increasing access to greenery and open space in the urban environment.

- ***Creating Good Jobs***. Anticipated to employ more than 230 workers and to create many more good jobs during construction. Employers will participate in the First Source Hiring Program, encouraging hiring of local workers. The Project has earned the support of Unite Here Local 2; the Nor Cal Carpenters Union; and the San Francisco Building and Construction Trades Council.

- ***Substantial Impact Fee and Tax Revenue for the City***. Anticipated to generate more than $5 million dollars in development impact fees, and substantial ongoing real estate and sales tax income.

Environmental Appeal

After nearly 5 years of review, the Planning Department published a Preliminary Mitigated Negative Declaration ("**MND**") for the Project: a 130-page document supported by several detailed technical studies.

The MND was subsequently appealed by two neighbors: CPH 564, LP (owner of the 7-story building at 564 Market Street) and BCal 44 Montgomery Property, LLC (owner of the 43-story building at 44 Montgomery Street) (collectively, "**Appellants**").

The MND should be upheld, and no further environmental review required.

The MND analyzes – *in depth* – all potential Project impacts related to land use; population and housing; cultural resources; transportation and circulation; noise; air quality; greenhouse gas emissions; wind shadow; recreation; utilities; public services; biological resources; geology and soils; hydrology; hazardous materials; and energy. A supplemental study also fully evaluated potential for air quality hazards, incorporating new standards adopted during the project's lengthy review period. The final document includes several mitigation measures that effectively address all potential impacts to cultural resources; noise and vibration; and air quality.

Further, Appellants have not met their legal burden on appeal, to provide substantial evidence supporting a fair argument of significant impacts.

A. PROJECT OVERVIEW

The Property is a 7,000 sf through-lot, fronting on Market and Sutter Streets between Sansome and Montgomery, in the Financial District. It currently contains a non-historic, two-story commercial building that has been partially vacant since the former occupant (Daiso Japan) closed during the pandemic.

The Project will replace this underutilized commercial building with a vibrant new 29-story, 211-room hotel including 4,211 gsf of neighborhood-serving retail at the ground and 15th floors. Project plans are attached (**Exhibit A)**.


Rendering, Street View along Market


Rendering, view north along Market

The Project will reach a maximum of 300 feet, consistent with the scale of development in the city's downtown core. Above the 15th floor, the building will be set back 71'10" Market Street, reducing visible massing and preserving views to the landmarked Hobart Building at 582-590 Market Street. From the second to the 15th floors, the building will also incorporate an approximately 7'6" deep, 80'wide lightwell along its north façade, partially overlapping and complementing an existing lightwell on the adjacent 7-story Chancery Building.

The building will feature a 2,300 sf landscaped terrace at its 15th floor, with stunning views of Market Street and the Financial District. This area will be open to the public, creating new opportunities to access greenery and open space in the dense urban environment, and will be served by on-site retail. This POPOS will have a dedicated entrance and elevator access along Market Street, with clear signage and a dynamic living wall feature to attract visitors.



Rendering of proposed 15th floor POPOS.



Rendering of POPOS entrance with living wall and adjacent retail entrance along Market.

The Project has no on-site parking or loading – it is conveniently located in the downtown core with immediate access to multiple BART and MUNI lines. It is ideally situated, within easy walking distance of downtown tourist destinations including the Embarcadero; Union Square; Moscone Center; and Civic Center.

B. ENTITLEMENTS

The Project seeks the following approvals:

- Conditional Use Authorization ("**CU**") for a hotel within the C-3-0 zoning district;
- Downtown Project Authorization ("**DNX**"), required for all development exceeding 50,000 gsf or 85' in height within the Downtown area;
- A Zoning Administrator approval of a height exception for elevator penthouse overrun.

As part of the DNX, the Project seeks exception from off-street freight loading, tour bus loading, and interior lot line setbacks for the upper tower (above 150').

Modification of off-street loading requirements is appropriate, as the building will not include parking area and is located within the downtown core with ample access to on-street loading. Modification from interior lot line setbacks at the upper tower is also justified. The Property is a narrow lot (40' wide) – incorporating the default 15' setbacks above a height of 150' at this site would effectively preclude development. Further, such interior setbacks are unnecessary. There is little practical potential for development above a height of 150' on neighboring sites, as existing buildings either exceed allowable FAR and /or contain designated historic resources.

The limited number and scope of requested exceptions reflects the sponsor's commitment to achieve a high-quality design, complying with all feasible Planning Code requirements.

C. HOTEL DEMAND

As required by Planning Code Section 303, the sponsor engaged CBRE, Inc. to prepare a Hotel Market Demand Study in 2021. Due to the lengthy review process, this study was subsequently updated in January of 2024 and again via an addendum in February 2025 (**Exhibit B1 & B2**) to provide current and accurate analysis of hotel demand levels post-pandemic.

CBRE *anticipates continued recovery in hotel demand over the next seven years, with demand anticipated to recover pre-pandemic levels by 2032*. The Project is well-poised to meet this demand.

CBRE's findings are consistent with the recent uptick in San Francisco convention attendance and hotel occupancy noted in media. An April 16, 2025 SF Examiner Article reports that *local convention attendance was up 52.5% in the first quarter of 2025*, as compared to the same period of 2024, translating to more than $174 million of economic impact (**Exhibit C**). Further, according to San Francisco Travel, hotel occupancy increased 3.1%, to 60.6% year over year, from Jan. 1 through March 29.

D. OUTREACH AND SUPPORT

Over the past five years, the Sponsor has engaged with local community organizations and interested parties regarding the Project. In addition to city environmental notices issued in September 2021 and October 2024, the sponsor attempted to contact neighboring owners during environmental review inform geotechnical design. Attempts were also made to meet with the owners of 44 Montgomery following notice of MND publication, but the appellant was not responsive.

As a result of these efforts, the Project is pleased to have earned the support of:

- Unite Here Local 2;
- San Francisco Building and Construction Trades Council;
- Nor Cal Carpenters Union; and
- Downtown SF Partnership

E. THE MND APPEAL SHOULD BE DENIED

1. Appellants Have Not Met the Legal Standard for MND Appeal

In assessing the sufficiency of a MND, the key question is whether it can be fairly argued based on *substantial evidence* that a project may have a significant impact on the environment.[i] If not, the Planning Commission must affirm the MND.[ii]

To constitute substantial evidence, statements must be supported by adequate factual foundation. If the foundation is not established, the agency must disregard the comments.[iii]

CEQA Guidelines are clear that *not all information rises to the level of substantial evidence*. "Argument, speculation, unsubstantiated opinion or narrative, clearly inaccurate or erroneous evidence, and evidence of social or economic impacts that do not contribute to, and are not caused by, physical impacts on the environment…" do not constitute substantial evidence.[iv]

Further, a lead agency's decision to issue a negative declaration for a project is reviewed for "prejudicial abuse of discretion," which can only be established if the agency failed to proceed "in a manner required by law or if the determination or decision is not supported by substantial evidence."[v] In reaching this determination, the reviewing authority must examine the whole record, and must "give the lead agency the benefit of the doubt on any legitimate, disputed issues of credibility."[vi]

Appellants' letters, which serve as the basis of their appeal, do not meet this standard. They are filled with conjecture, opinion, erroneous statements and speculation unsupported by fact. Statements provided by Appellants' paid consultants regarding noise and cultural resources are inaccurate and misleading. Because these materials do not contain *substantial evidence* as required by CEQA, the appeals must be rejected.

2. Response to Appellants' Claims

Below we provide a brief rebuttal to select claims raised in Appellants' letters.

a. Construction Noise

Appellants allege that the MND did not accurately analyze construction noise impacts on nearby office workers. A letter from Wilson Ihrig, a consultant retained by BCal 44 Montgomery Property, claims that the MND noise analysis improperly applied criteria from the Federal Transit Administration Transit Noise and Assessment Manual ("**FTA Manual**").

The Wilson Ihrig letter is inaccurate and misleading. It speculates regarding impacts that supplemental analysis confirms will not apply and conflates differing assessment methodologies to generate an unrealistic forecast. Accordingly, it does not constitute substantial evidence under CEQA.

First, Wilson Ihrig claims the noise analysis errs by not applying a "usage factor" of 1 (assuming the two noisiest pieces of construction equipment per phase are in use 100% of the time).

While the FTA Manual's general assessment methodology does recommend a usage factor of 1, the MND applied varied usage factors consistent with information provided by the Federal Highway Administration ("**FHA**"). This was done to achieve a more nuanced analysis, reflective of real-world conditions. The MND's noise analysis methodology is already conservative, as it assumes that no acoustic shielding would occur from adjacent building walls, windows, or other features.

Regardless, for informational purposes, the Project's noise analysis was updated after publication of the MND to apply a usage factor of 1, which is consistent with the FTA general assessment methodology (**Exhibit D**). The updated analysis also reduces the assumed 100-foot distance between construction equipment and noise receptors (consistent with the city's noise ordinance) to 20 feet (the actual distance to closest commercial receiver). This is a more conservative approach, reflecting worst-case noise levels for each major phase of construction.

The updated analysis shows that even with these modifications, Project construction noise would not exceed the allowable thresholds for residential or commercial uses. Accordingly, Appellants' allegations of potential impact due to usage factor are unfounded.

Table 1: Calculated Noise Levels at Nearest Off-Site Sensitive Use from Daytime Construction

Phase	Loudest Two Noise Sources	Estimated Construction Noise Level (dBA) at Nearest Residential Receiver (450 feet)	Exceeds 90 dBA Residential Standard?	Estimated Construction Noise Level (dBA) at Nearest Commercial Receiver (20 feet)	Exceeds 100 dBA Commercial Standard?
1	CSM Rig, Jackhammer	68	No	95	No
2	Concrete Saws, Jackhammer	72	No	99	No
3	Concrete Pump, Excavator	65	No	92	No
4	Drill Rig, Cranes	67	No	94	No
5	Pressure Washer, Cranes	67	No	94	No

Secondly, Wilson Ihrig claims that the MND should have assumed a reduced sound doubling distance "such as 3 db…". It is unclear how Wilson Ihrig arrived at this specific figure, – it is unsupported by the text of their letter. Further, applying a reduced sound doubling distance would be inconsistent with the FTA general assessment methodology applied to the Project, which directs use of a 6 db doubling distance. There is no factual basis supporting this deviation.

Finally, the alternative noise analysis provided in Wilson Ihrig's letter is misleading because it cherry-picks between differing methodologies to generate an unrealistic forecast of potential impact.

The typical methodology for noise analysis entails a multi-step process. First, Planning uses the FTA general assessment methodology. This is a conservative method of analysis that uses broad assumptions (i.e. a usage factor of 1). If the general assessment methodology results in potential impacts at the nearest receptor, then a secondary detailed analysis process is employed that considers more nuanced factors (i.e. varied usage factors by equipment type; potential modification to sound doubling distance assumptions; etc.).

The MND appropriately analyzed Project construction noise impacts using the FTA Manual general assessment methodology. Because this conservative methodology did not result in potential impact, a secondary detailed analysis was not required.

Wilson Ihrig's noise calculations improperly combine the conservative usage factor employed in general assessment methodology with an arbitrarily reduced 3 db sound doubling distance assumption, eschewing any other nuanced criteria that may apply under a detailed analysis. This results in speculative and unrealistic impact assumptions, which are not substantial evidence under CEQA.

b. Vibration

Appellants provide no substantial evidence to support their claims that the Project could result in significant vibration impacts, despite applied mitigations.

The MND properly identifies that adjacent buildings may be susceptible to ground-borne vibration from Project demolition and construction but finds that application of well-established monitoring and vibratory protections under Mitigation Measure M-NO-2 would reduce potential impacts to less-than-significant.

Measure M-NO-2 will ensure that construction vibration does not significantly damage nearby structures. It will require a pre-construction survey to document the existing condition of adjacent buildings; preparation of a vibration monitoring plan by a qualified consultant establishing maximum allowable vibration levels and methods for monitoring vibration during construction, subject to approval by the Planning Department; submittal of monthly reports of any vibration exceedances and actions to reduce vibration; and periodic inspections by a qualified engineer and/or historic consultant. Any building damage would be repaired to its preconstruction state, with remediation overseen by a qualified preservation professional.

Appellants' argue, without support, that the Project's vibration analysis erred by classifying 44 Montgomery as a "modern industrial, commercial building" as opposed to a "historic resource" for purposes of establishing vibration monitoring levels. However, Caltrans guidance[vii] establishing vibration monitoring levels by building type does not define these terms or tie them to local preservation status, and Appellants provide no other source in support of their contention. Further, when a pre-construction vibration monitoring plan is prepared as directed Mitigation Measure M-NO-2, the Project's structural engineer and city environmental review officer will have discretion to reclassify adjacent buildings and/or assign stricter vibration standards if appropriate. Thus, there is no evidence that 44 Montgomery's designation as "modern industrial" in the vibration analysis will result in significant impacts.

Appellants also argue that Measure M-N0-2 is ineffective because it will not prevent vibration from exceeding the established monitoring levels. This is incorrect. Caltrans vibration standards are only guidelines to assess potential for vibration damage – they are not brightline CEQA significance thresholds. Should Project vibration exceed Caltrans monitoring levels, that would not automatically constitute a significant impact.

c. Historic Resources

Appellants provide no substantial evidence to support their contention that the Project could have significant impacts on historic resources.

A letter provided by Katy Petrin Consulting ("**KPC Letter**") – *a consultant retained by the owners of the adjacent 43-story building at 44 Montgomery, constructed in 1967 and employing "Miesian International/Corporate Modern style*"- does not contain substantial evidence under CEQA.

First, the KPC Letter falsely claims that the Project's historic review did not identify all nearby historic structures. In fact, pages 15-17 of the MND identify all designated historic buildings on the Project's block and notes proximity to nearby designated historic districts. In addition, the Project's Historic Resource Evaluation ("**HRE**")[viii] provides a detailed summary of adjacent historic structures and the surrounding context, and the Historic Resource Evaluation Response ("**HRER**") prepared by the Planning Department further identifies adjacent historic resources, including 44 Montgomery.

The KPC letter next alleges that the MND should have evaluated the potential for creating a new historic district encompassing the Project's block. This is inaccurate and misleading. First, the HRER did review potential for historic designation of the subject block but found that "the subject property does not appear to be part of a significant concentration of historically or architecturally unified buildings such that it would rise to the level of an eligible historic district." Secondly, CEQA does not require review of theoretical resources. CEQA Guidelines 15064.5 defines the forms of historical resource subject to review as those listed in local or state registered, identified as significant in an existing historic resource survey, or otherwise deemed historically significant by the local agency. Appellants' speculation that adjacent buildings may constitute a district is meritless. There is no existing or potentially eligible historic district on this block.

Finally, the KPC letter provides *no evidence, let alone substantial evidence*, suggesting the Project may have a physical impact on nearby historic resources.

CEQA Guidelines provide that development would have a significant impact on an historic resource if it causes a "substantial adverse change" in significance of the resource.[ix] A "substantial adverse change" is defined as the "physical demolition, destruction, relocation, or alteration of the resource or its immediate surroundings such that the *significance of an historical resource would be materially impaired*." Further, "materially impaired" is defined as work that "demolishes or materially alters, in an adverse manner, those physical characteristics that convey the historical resource's historical significance…"

The KPC letter provides no factual basis to support its contention that the project's scale or massing could impact adjacent resources. The architectural cohesion of Market Street is not relevant here because the Property and block are not part of an historic district. Likewise, Project shadow would not affect historic character-defining features of nearby resources. Appellants' statements to this effect are entirely speculative, and do not rise to the level of substantial evidence required by CEQA.

By contrast, the MND does provide substantial evidence that no physical impacts to historic resources would occur. In addition to properly determining that the Property contains no historic resources, the MND provides accurate and thorough analysis of all other potential physical impacts to adjacent resources related Project construction (including those associated with geology, soils, noise and vibration), and imposes appropriate mitigation measures reducing potential impacts to less-than-significant.

d. Shadow

Appellants speculate that the Project would have adverse shadow impacts on privately owned public open space (POPOS) in the area but provide no evidence to support this contention.

Under CEQA, a project would result in a significant impact if it would create new shadow that would adversely affect the use and enjoyment of publicly accessible open spaces. The MND clearly states this threshold and appropriately analyzes shadow impacts on pages 66-68. The MND notes that the Project would not create new shadow on public parks subject to Prop K or Planning Code Section 295 but would cast new shadow on select POPOS. Quantitative and qualitative analysis of potential new shadow revealed that they would be intermittent and limited in duration, and would not substantially affect the use and enjoyment of these POPOS. Appellants provide no substantial evidence to the contrary.

e. Hazardous Materials

Appellants claim that the Project may result in significant air quality impacts, despite applied mitigations. No substantial evidence is provided in support of this contention.

Contrary to Appellants' statements, the MND adequately evaluated Project air quality impacts to sensitive receptors, beginning on pg. 57. Following publication, a more detailed health risk assessment ("**HRA**") was prepared to evaluate construction and operational health risk impacts to receptors in the immediate area, including nearby workers.

Thus, Appellants' claim that no HRA was prepared for the Project is incorrect.

The HRA determined that, with implementation of adopted mitigation measure M-AQ-4a: Clean Off-Road Construction Equipment, the Project would not exceed the air district's or city's health risk thresholds for chronic index, cancer risk, or particulate matter. The HRA further determined that project operations would result in less-than-significant impacts to residential or worker sensitive-receptors, with implantation of adopted mitigation measure M-AQ-4b: Clean Diesel Generators for Building Operations. On the basis of this information, the MND properly concludes that the Project would result in less-than-significant air quality impacts to nearby residents and office workers.

f. Geology and Soils

Appellants claim that the MND does not adequately evaluate geotechnical impacts on adjacent buildings, including potential impacts from soil settlement, dewatering, and liquefaction. This is incorrect.

Rather, the MND appropriately accounts for the existence of stringent local and state building code requirements and mandated review process related to building foundation and structural design, which the Project will be required to implement as a matter of law.

During environmental review, the local agency considers whether Project construction could have a substantial adverse effect on soils or geologic features, and if it can be feasibly constructed and supported by underlying soils conditions. This information is provided via a preliminary geotechnical report prepared by a licensed professional which includes preliminary investigation and description of site, soil, geologic and groundwater conditions at the Property as well as recommendations regarding future grading, seismic design, foundation types, shoring and protection of adjacent buildings. Appellants provide no evidence to suggest the MND's analysis of this preliminary information is inadequate.

Following environmental review and entitlement, projects must undergo detailed, design-level geotechnical and structural review by the San Francisco Department of Building Inspection ("**DBI**"). Recommendations from the preliminary geotechnical report must be incorporated into construction-level drawings and documents. DBI then reviews these materials to ensure a structure can be safely constructed *in accordance with all applicable state and local codes*. For example, the California Building Code includes specific provisions for protection of adjoining properties,[x] which must be addressed during structural plan review. Further, DBI Administrative Bulletin 082 provides mandatory procedures for structural design review including guidelines for independent structural system review.

The MND properly determined that Project was feasible from a geotechnical standpoint, and that compliance with all mandatory provisions of state and local building codes would ensure that it will not result in significant geology or soils impacts. Appellants provide no substantial evidence to the contrary.

F. CONCLUSION

Appellants have not met the standard required to overturn the MND. Their appeal letters and associated materials are filled with conjecture, opinion, erroneous statements and speculation unsupported by fact. Because they provide no substantial evidence supporting a fair argument of significant environmental impacts, the MND must be upheld and no further environmental review required.

Further, the Project entitlements should be granted as they will facilitate a desirable new building containing hotel and neighborhood-serving retail. The Project requests limited exceptions from local code requirements and will provide numerous benefits including development that contributes to revitalization of the downtown core; creation of good jobs; provision of new POPOS; strong community support; and substantial new impact fee and tax revenue for the city.

Very truly yours,

REUBEN, JUNIUS & ROSE, LLP

Melinda A. Sarjapur

Enclosures:

cc: Katherin Moore, Vice President
Derek W. Braun, Commissioner
Amy Campbell, Commissioner
Theresa Imperial, Commissioner
Sean McGarry, Commissioner
Gilbert Williams, Commissioner
Jonathan Vimr, Project Planner

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[i] Cal. Pub. Res. Code § 21064.5.
[ii] San Francisco Admin. Code § 31.11(g)
[iii] *Gabric v. City of Rancho Palo Verdes*, 73 Cal.App.3rd 183, 199 (1977).
[iv] Cal. Pub. Res. Code § 21082.2(c).
[v] Cal. Pub. Res. Code § 21168.5; *Clews Land & Livestock, LLC v. City of San Diego*, 19 Cal.App.5th 161, 192 (2017)).
[vi] *Id*. at 193.
[vii] MND Appendix A, *Technical Noise and Vibration Results* (December 15, 2022), Table 9; Caltrans, *Transportation and Construction Vibration Guidance Manual* (Table 19), September 2013.
[viii] Brewster Historic Preservation, *Historic Resource Evaluation Report (Draft) for 570 Market Street* (October 2019), pgs. 3-5.
[ix] CEQA Guidelines § 15064.5(b).
[x] California Building Code § 3307.

EXHIBIT A



570 MARKET ST.

570 Market Street
San Francisco, CA 94104

CONFORMANCE SET
05/10/2024

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Zoning & Code Consultant
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El Segundo, CA 90245
www.codeconsultants.com

Facade Consultant
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Austin, TX 78701
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VT Consultant

PROJECT INFORMATION

ADDRESS:	570 MARKET STREET SAN FRANCISCO, CA 94104
BLOCK:	0291
LOT:	013
LOT AREA:	7,045 SQ.FT. (GROSS)
ZONING DISTRICT:	C-3-0 - DOWNTOWN-OFFICE
HEIGHT AND BULK DISTRICTS	300-S
PROPOSED BUILDING HEIGHT	300" AT SUTTER AND 150' AT MARKET STREET
ZONING MAP:	ZN1
HEIGHT DISTRICT MAP	HT1
SPECIAL USE DISTRICT:	WITHIN 1/4 MILE OF AN EXISTING FRINGE FINANCIAL SERVICE
HISTORIC RESOURCE STATUS:	C

PROJECT DESCRIPTION

THE PROPOSED PROJECT WILL DEMOLISH AN EXISTING 2-STORY, 14,000 SF RETAIL BUILDING AND CONSTRUCT A NEW, 29 STORY HOTEL WITH APPROXIMATELY 222 GUESTROOMS AND 2 BASEMENT LEVELS.

THE SITE IS A LEVEL THROUGH LOT WITH 50'-0" OF FRONTAGE ALONG MARKET STREET AND 40'-0" OF FRONTAGE ALONG SUTTER STREET. THE SITE IS LOCATED WITH CLOSE PROXIMITY TO TRANSIT HUBS

THE PROPOSED HOTEL WILL BE APPROXIMATELY 300'-0" IN HEIGHT AND 126,333 IN F.A.R. AREA.

REQUIRED POPOS WILL BE PROVIDED ON THE 15TH FLOOR WHICH WILL BE OPEN TO THE AIR WITH A DEDICATED ELEVATOR.

THE PROJECT PROPOSES APPROXIMATELY 15 FEET OF EXCAVATION FOR A FULL LOT BASEMENT LEVEL.

CODE NOTES

EXISTING USE:
COMMERCIAL/RETAIL SALES AND SERVICES

PROPOSED USE:
COMMERCIAL/RETAIL SALES AND SERVICES

CONSTRUCTION CLASSIFICATION: (TABLE 601)
TYPE 1A - FIREPROOFED

FIRE RATED SEPARATION AND ENCLOSURES:

- PRIMARY STRUCTURAL FRAME - 3 HRS
- BEARING WALLS AND PARTITIONS: (TABLE 602)
  - EXTERIOR - 2 HRS, #1 PC 403.2.1.1
  - INTERIOR - 2 HRS, #1 PC 403.2.1.1
- NON BEARING WALLS AND PARTITIONS:
  - EXTERIOR LESS THAN 5 FEET - 1 HR
  - INTERIOR - 0 HRS
- FLOOR CONSTRUCTION: 2 HRS
- ROOF CONSTRUCTION: 1.5 HRS

ENERGY CODE INFORMATION

THE PROPOSED PROJECT WILL COMPLY WITH THE CALIFORNIA 2019 BUILDING ENERGY EFFICIENCY STANDARDS FOR RESIDENTIAL AND NONRESIDENTIAL BUILDINGS

CLIMATE ZONE: 3 (APPENDIX JA2)
SUB-TYPE: C

PRIVATELY-OWNED PUBLIC OPEN SPACE (POPOS) REQUIREMENTS (TABLE 138)

RATIO OF SQUARE FEET OF OPEN SPACE TO GROSS FLOOR AREA IN C-3-O DISTRICTS IS 1:50

PROPOSED FLOOR AREA: 156,044 SF
REQUIRED POPOS AREA (1:50 FEET): 3,120.88 SF
PROVIDED POPOS AREA (INCLUDING SUPPORT SPACES):

POPOS OUTDOOR TERRACE:	2,364 SF
POPOS INDOOR SUPPORT SPACE:	1,702 SF
TOTAL POPOS AREA:	4,066 SF

THE POPOS WILL BE LOCATED ON THE 15TH FLOOR OPEN AIR TERRACE GIVEN THE LIMITED GRADE LEVEL OPPORTUNITIES.

PARKING REQUIREMENTS

REQUIRED PARKING IN C-3-O DISTRICT: 0 SPACES
PROVIDED PARKING: 0 SPACES

BICYCLE PARKING REQUIREMENTS

CLASS I: ONE PARKING SPOT PER 30 GUESTROOMS
REQUIRED PARKING: 8 CLASS I SPOTS
PROPOSED PARKING: 8 CLASS I SPOTS AT LEVEL 03

CLASS II: MINIMUM OF TWO SPACES, ONE PARKING SPOTS PER 30 ROOMS, ONE PARKING SPACE PER EVERY 5,000 SF OF G.S.F. MEETING ROOMS.

REQUIRED PARKING: 8 CLASS II SPOTS
PROPOSED PARKING: 8 CLASS II SPOTS AT GRADE LEVEL

VOLUMETRIC MODULAR BUILDING APPROACH

DF&A, THE NEW ARCHITECT OF RECORD ON 570 MARKET STREET, IS A WORLD EXPERT ON VOLUMETRIC HIGH-RISE MODULAR CONSTRUCTION. WE HAVE LARGE-SCALE MODULAR PROJECTS UNDERWAY IN MANHATTAN (AN AC BY MARRIOTT), BROOKLYN, FLORIDA, AND THE ISLAND OF NEVIS. WE HAVE DEVELOPED PROPRIETARY TECHNOLOGY TO CAPITALIZE ON THE ADVANTAGES OF MODULAR CONSTRUCTION AND MITIGATE THE DIFFICULTIES; DESIGNED MODULAR STANDARDS AND FIRE TESTS THAT WERE OTHERWISE NONEXISTENT; AND CONTINUE TO TRY TO IMPROVE EVERY STEP OF THE MODULAR PROCESS, FROM LENDING TO MANUFACTURING TO BUILDING MANAGEMENT.

SUSTAINABLE PRINCIPLES AND PRACTICES IN BUILDING DESIGN

THE FOLLOWING ARE STRATEGIES FOR INTEGRATING SUSTAINABLE PRINCIPLES AND PRACTICE IN BUILDING DESIGN FOR THE PROJECT:

THE PLANTING STRATEGY DEVELOPED IN CONJUNCTION WITH THE LANDSCAPE ARCHITECT DWG EMPLOYS NATIVE FOLIAGE AT THE GROUND FLOOR AND POPOS.

BY EMPLOYING MODULAR CONSTRUCTION RATHER THAN CONVENTIONAL, WE ARE ABLE TO TRACK, QUANTIFY AND LIMIT THE AMOUNT OF MATERIAL WASTE THROUGHOUT THE CONSTRUCTION PROCESS.

BIRD SAFE BUILDING REQUIREMENTS

THE FOLLOWING ARE STRATEGIES FOR COMPLYING WITH BIRD SAFE BUILDING REQUIREMENTS:

THE PROJECT COMPLIES WITH ALL FEATURE RELATED BIRD SAFE BUILDING STANDARDS PER PC SECTION 139. AT ALL GUARDRAILS ON THE 15TH FLOOR POPOS, 16TH FLOOR TERRACE, AND 18TH FLOOR YOGA TERRACE GLASS WITH A HORIZONTAL CERAMIC FRIT 1/8" WIDE SPACED EQUALLY 2" APART.

ZONING CALCULATIONS

PARCEL AREA	7,045
ALLOWABLE FAR	18
BUILDABLE FLOOR AREA	126,810

LEVEL	USE	SQUARE FOOTAGE	DEDUCTIONS				GROSS FLOOR AREA	KEYS
			MECH.	VOID/ CIRC.	POPOS/ SUPPORT	RETAIL		
29	ROOF - MECHANICAL	930	930	-	-	-	-	-
28	GUESTROOMS	4,415	178	-	-	-	4,248	8
27	GUESTROOMS	4,415	178	-	-	-	4,248	8
26	GUESTROOMS	4,415	178	-	-	-	4,248	8
25	GUESTROOMS	4,415	178	-	-	-	4,248	8
24	GUESTROOMS	4,415	178	-	-	-	4,248	8
23	GUESTROOMS	4,415	178	-	-	-	4,248	8
22	GUESTROOMS	4,415	178	-	-	-	4,248	8
21	GUESTROOMS	4,415	178	-	-	-	4,248	8
20	GUESTROOMS	4,415	178	-	-	-	4,248	8
19	GUESTROOMS	4,415	178	-	-	-	4,248	8
18	GUESTROOMS / FITNESS	4,415	178	-	-	-	4,248	5
17	GUESTROOMS / MECH.	4,838	1,030	78	-	-	3,730	5
16	AMENITY	4,838	137	-	-	-	4,701	-
15	POPOS / BAR	6,421	215	-	4,211	-	2,205	-
14	GUESTROOMS	5,763	256	-	-	-	5,507	11
13	GUESTROOMS	5,763	256	-	-	-	5,507	11
12	GUESTROOMS	5,763	256	-	-	-	5,507	11
11	GUESTROOMS	5,763	256	-	-	-	5,507	11
10	GUESTROOMS	5,763	256	-	-	-	5,507	11
9	GUESTROOMS	5,763	256	-	-	-	5,507	11
8	GUESTROOMS	5,763	256	-	-	-	5,507	11
7	GUESTROOMS	5,763	256	-	-	-	5,507	11
6	GUESTROOMS	5,763	256	-	-	-	5,507	11
5	GUESTROOMS	5,763	256	-	-	-	5,507	11
4	GUESTROOMS	5,763	256	-	-	-	5,507	11
3	BOH / OPERATIONS / GYM	5,763	216	-	-	-	5,547	-
2	MECHANICAL	6,815	4,591	2,224	-	-	-	-
1.5	RETAIL MEZZANINE	720	-	-	-	720	-	-
1	RETAIL / LOBBY	6,863	101	920	-	2,666	3,176	-
-1	BASEMENT - MECHNICAL	6,898	6,898	-	-	-	0	-
			18,892	**3,222**	**4,211**	**3,386**		
TOTAL		**156,044**				**29,711**	**126,333**	**211**
						REMAINING BUILDABLE FLOOR AREA	**477**	

DRAWING INDEX

DRAWING INDEX

SHEET NO.	SHEET NAME	ISSUANCE 1	ISSUANCE 2	ISSUANCE 3	ISSUANCE 4
01 GENERAL					
T-002	DRAWING INDEX AND PROJECT INFORMATION	●			●
02 ZONING					
Z-001	EXISTING SURVEY	●			●
Z-002	STREETSCAPE PLAN	●			●
Z-100	ZONING PLANS	●			●
Z-101	ZONING PLANS	●			●
03 CODE ANALYSIS					
G-100	EXISTING PHOTOS	●			●
05 ARCHITECTURAL					
A-001	SITE PLAN	●			●
A-050	EXISTING FLOOR PLAN - SUB-CELLAR & CELLAR LEVEL	●			●
A-051	EXISTING FLOOR PLAN - LEVEL 01 & MEZZANINE	●			●
A-052	EXISTING FLOOR PLAN - LEVEL 02 & ROOF	●			●
A-100	FLOOR PLAN - SUB-CELLAR & BASEMENT LEVELS	●		●	●
A-101	FLOOR PLAN - LEVEL 01 & LEVEL 02	●		●	●
A-102	FLOOR PLAN - LEVEL 03 & LEVEL 04	●		●	●
A-103	FLOOR PLAN - LEVEL 15 & LEVEL 16	●		●	●
A-104	FLOOR PLAN - LEVEL 17 & LEVEL 18	●		●	●
A-105	FLOOR PLAN - LEVEL 19 & ROOF	●		●	●
A-200	BUILDING ELEVATIONS	●		●	●
A-201	BUILDING ELEVATIONS	●		●	●
A-300	BUILDING SECTIONS	●			●
A-301	BUILDING SECTIONS	●			●
A-400	ENLARGED PLANS, SECTIONS & ELEVATIONS	●			●
A-401	ENLARGED PLANS, SECTIONS & ELEVATIONS	●	●		●
A-402	ENLARGED PLANS, SECTIONS & ELEVATIONS	●	●		●
A-403	ENLARGED PLANS, SECTIONS & ELEVATIONS	●			●
A-404	ENLARGED PLANS, SECTIONS & ELEVATIONS	●			●
A-405	ENLARGED PLANS, SECTIONS & ELEVATIONS	●			●
A-406	ENLARGED PLANS, SECTIONS & ELEVATIONS	●			●
A-900	EXTERIOR RENDERING	●	●	●	●
A-901	EXTERIOR RENDERING	●	●	●	●
A-902	EXTERIOR RENDERING	●			●
A-903	EXTERIOR RENDERING	●			
A-904	DETAIL RENDERINGS	●	●		
A-905	POPOS ENTRY RENDERING	●	●		●
A-906	POPOS ENTRY RENDERING	●			
A-907	POPOS RENDERING	●			●
A-908	POPOS RENDERING	●			●
A-909	POPOS RENDERING	●			●
A-910	POPOS RENDERING	●			●
A-911	POPOS RENDERING	●			●
A-912	POPOS RENDERING	●			●
A-913	POPOS RENDERING	●			●
A-914	POPOS RENDERING	●			●
A-915	POPOS RENDERING	●			●
A-916	POPOS RENDERING	●			●

VICINITY MAP



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NO.	DATE	REVISION/ISSUANCE
1	10-30-20	RESPONSE TO PLAN CHECK LETTER
4	05-10-24	CONFORMANCE SET

NOT APPROVED FOR CONSTRUCTION

B-Scan:

Seal & Signature:
DANIEL KEITH FORSTER, RA N.Y. #040355

LICENSED ARCHITECT
JASON BUCHNER
C-32858
10 - 31 - 2025
RENEWAL DATE
STATE OF CALIFORNIA

Project Title:
570 MARKET STREET
570 MARKET STREET
SAN FRANCISCO, CA

Key Plan:

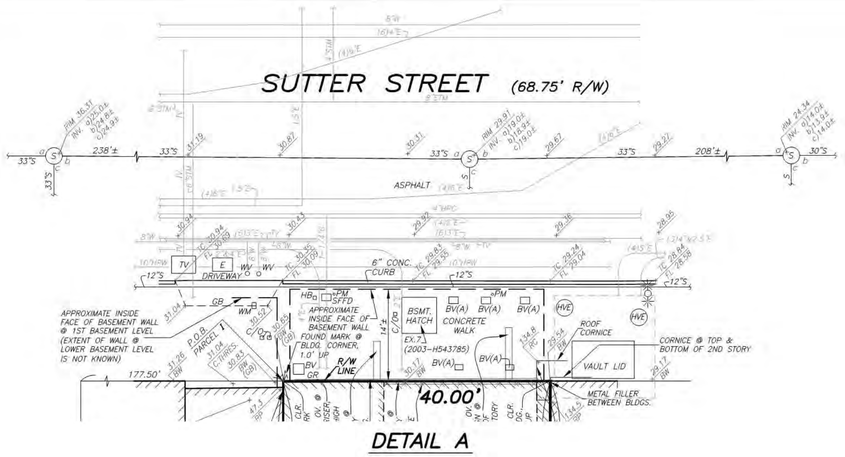


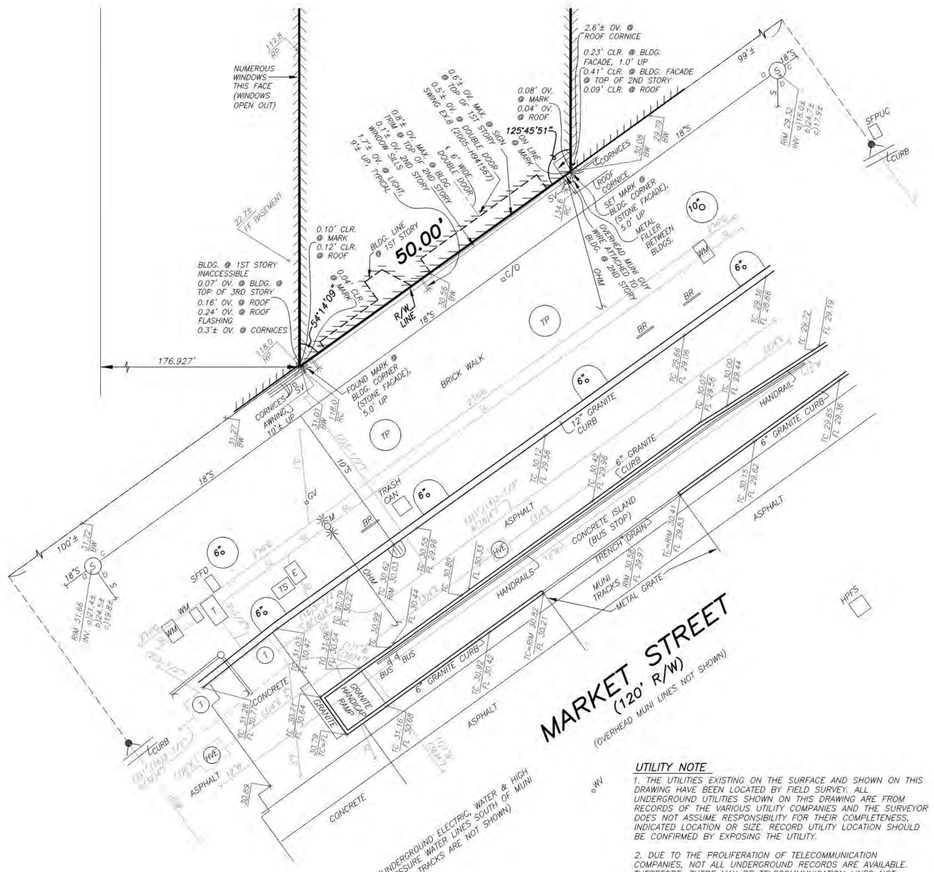
Date: 05/10/2024
Scale: 1" = 200'-0"
Drawing By: Author
Checked By: Checker
Project No: 177

Drawing Title:
DRAWING INDEX AND PROJECT INFORMATION

Sheet Number:
T-002.01

Sheet No: of





DETAIL B

UTILITY NOTE

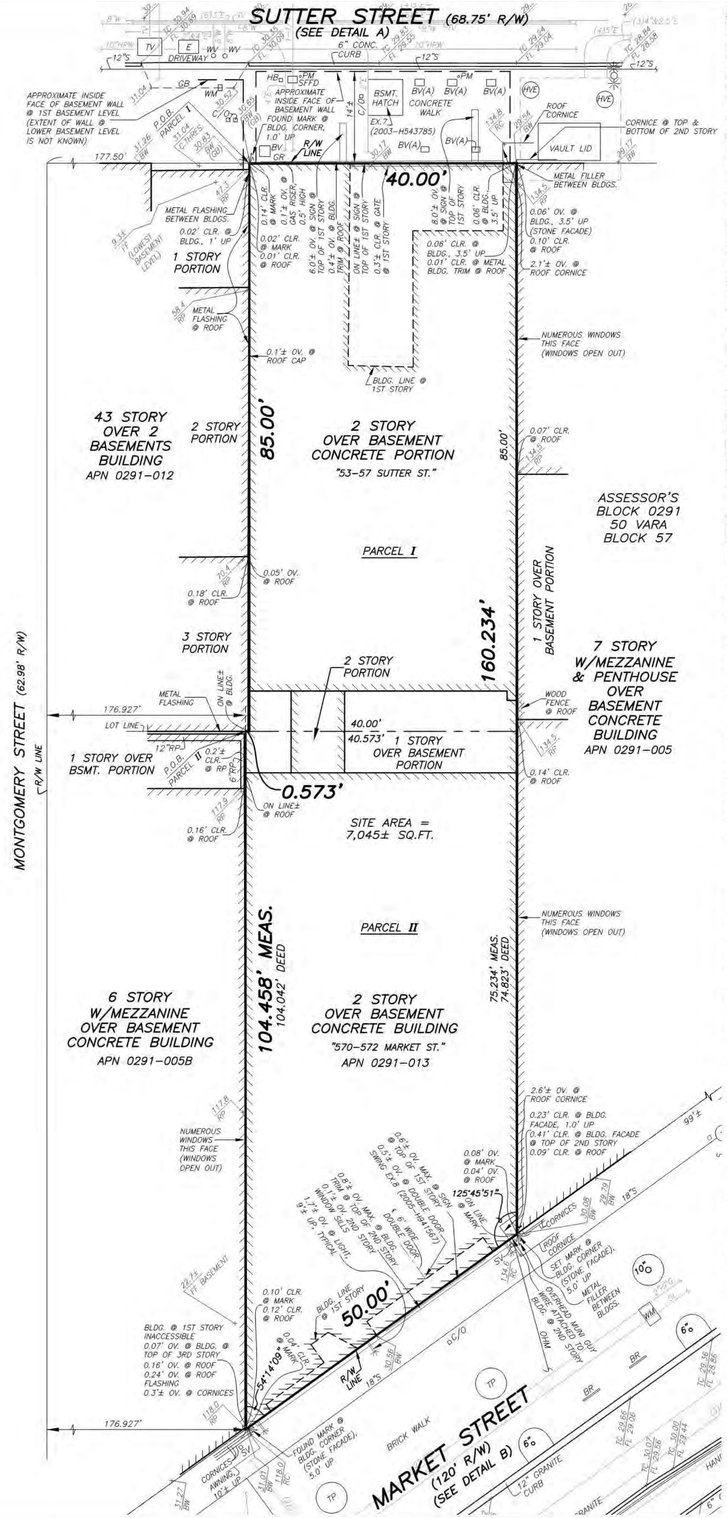
1. THE UTILITIES EXISTING ON THE SURFACE AND SHOWN ON THIS DRAWING HAVE BEEN LOCATED BY FIELD SURVEY. ALL UNDERGROUND UTILITIES SHOWN ON THIS DRAWING ARE FROM RECORDS OF THE VARIOUS UTILITY COMPANIES AND THE SURVEYOR DOES NOT ASSUME RESPONSIBILITY FOR THEIR COMPLETENESS, INDICATED LOCATION OR SIZE. RECORD UTILITY LOCATION SHOULD BE CONFIRMED BY EXPOSING THE UTILITY.

2. DUE TO THE PROLIFERATION OF TELECOMMUNICATION COMPANIES, NOT ALL UNDERGROUND RECORDS ARE AVAILABLE. THEREFORE, THERE MAY BE TELECOMMUNICATION LINES NOT SHOWN HEREON.

3. MUNI UNDERGROUND DUCT INFORMATION IS NOT AVAILABLE. THERE IS NO SURFACE EVIDENCE OF UNDERGROUND MUNI LINES FRONTING THE SUBJECT PROPERTY.

4. UNDERGROUND TRAFFIC SIGNAL RECORDS ARE NOT AVAILABLE.

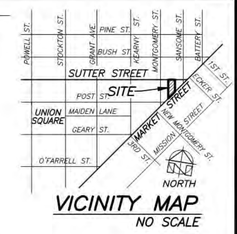
0 5 10 20
GRAPHIC SCALE



NORTH

LEGEND

CLR.	CLEAR OF PROPERTY LINE
OV.	OVER PROPERTY LINE
MAX.	MAXIMUM
BLDG.	BUILDING
BSMT.	BASEMENT
RP	ROOF PARAPET
RC	ROOF CORNICE
CONC.	CONCRETE
TC	TOP OF CURB
FL	FLOW LINE
BW	BACK OF WALK
GB	GRADE BREAK
C.THRES	CONCRETE THRESHOLD
FF	FINISHED FLOOR
INV.	INVERT
R/W	RIGHT OF WAY
MEAS.	MEASURED
APN	ASSESSOR'S PARCEL LINE
P.O.B.	POINT OF BEGINNING
C/O	SEWER CLEANOUT
BV	BASEMENT VENT
BV(A)	ABANDONED BASEMENT VENT
HB	HOSEBIB COVER
SFFD	SFFD VALVE (GAS)
GR	GAS RISER, 0.5'± HIGH
BUS	BUS STOP SIGN
T	TELEPHONE MANHOLE
HVE	HIGH VOLTAGE ELECTRIC MANHOLE
	HIGH PRESSURE FIRE HYDRANT
WV	WATER VALVE
S	SEWER MANHOLE
	CATCH BASIN
WM	WATER METER
WM	WATER METER
GV	GAS VALVE
E	ELECTRIC PULLBOX
SV	SEWER VENT
TS	TRAFFIC SIGNAL PULLBOX
TV	TELEVISION PULLBOX
T	TELEPHONE PULLBOX
	ELECTROLIER
M	ELECTROLIER W/MUNI GUY WIRE
BR	BIKE RACK
TRASH CAN	TRASH CAN
6"O	TREE PIT W/TREE & DIAMETER
10"O	TREE PIT W/TREE & DIAMETER
TP	TREE PIT (NO TREE)
SFPUC	SAN FRANCISCO PUBLIC UTILITY COMMISSION PULLBOX
PM	PARKING METER
HPFS	HIGH PRESSURE WATER COVER
	TRAFFIC SIGNAL
E	ELECTRIC LINE
G	GAS LINE
HPG	HIGH PRESSURE GAS LINE
S	SEWER LINE
SL	STREET LIGHT LINE
STM	STEAM LINE
T	TELEPHONE LINE
W	WATER LINE
HPW	HIGH PRESSURE WATER LINE
OHM	OVERHEAD MUNI GUY WIRE



VICINITY MAP
NO SCALE

LEGAL DESCRIPTION

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

PARCEL I:

BEGINNING AT A POINT ON THE SOUTHERLY LINE OF SUTTER STREET DISTANT THEREON 177 FEET, 6 INCHES EASTERLY FROM THE EASTERLY LINE OF MONTGOMERY STREET; RUNNING THENCE EASTERLY AND ALONG SAID LINE OF SUTTER STREET 40 FEET; THENCE AT A RIGHT ANGLE SOUTHERLY 85 FEET; THENCE AT A RIGHT ANGLE WESTERLY 40 FEET; THENCE AT A RIGHT ANGLE NORTHERLY 85 FEET TO THE SOUTHERLY LINE OF SUTTER STREET AND THE POINT OF BEGINNING.

BEING PART OF 50 VARA BLOCK NO. 57.

PARCEL II:

BEGINNING AT A POINT WHICH IS DISTANT 176 FEET AND 11-1/8 INCHES EASTERLY FROM THE EASTERLY LINE OF MONTGOMERY STREET MEASURED ON A LINE DRAWN AT RIGHT ANGLES THERETO AND ALSO DISTANT 85 FEET SOUTHERLY FROM THE SOUTHERLY LINE OF SUTTER STREET MEASURED ON A LINE DRAWN AT RIGHT ANGLES THERETO; RUNNING THENCE EASTERLY AND PARALLEL WITH SAID SOUTHERLY LINE OF SUTTER STREET, 40 FEET AND 6-7/8 INCHES; THENCE AT A RIGHT ANGLE SOUTHERLY 74 FEET AND 9-7/8 INCHES TO THE NORTHWESTERLY LINE OF MARKET STREET; THENCE SOUTHWESTERLY AND ALONG SAID LINE OF MARKET STREET 50 FEET TO A POINT WHICH IS DISTANT 176 FEET AND 11-1/8 INCHES EASTERLY FROM THE EASTERLY LINE OF MONTGOMERY STREET MEASURED ON A LINE DRAWN AT RIGHT ANGLES THERETO; THENCE NORTHERLY AND PARALLEL WITH SAID EASTERLY LINE OF MONTGOMERY STREET 104 FEET AND 1/2 OF AN INCH TO THE POINT OF BEGINNING.

BEING PART OF VARA BLOCK NO. 57.

ASSESSOR'S PARCEL NUMBER: LOT 013, BLOCK 0291

SURVEY REFERENCE

COMMONWEALTH LAND TITLE COMPANY UPDATED PRELIMINARY REPORT #1, ORDER NO. 09220395-917-BLB-JMO DATED JUNE 30, 2017.

THE FOLLOWING ARE EXCEPTIONS TO TITLE WITHIN THE ABOVE REFERENCED PRELIMINARY REPORT:

2. A POSSIBLE OVERLAP OF RECORD OF UNDISCLOSED LOCATION AS DISCLOSED BY THAT CERTAIN GRANT DEED RECORDED NOVEMBER 14, 1952, IN BOOK 6040, PAGE 421, OFFICIAL RECORDS AND BY THAT CERTAIN GRANT DEED RECORDED JULY 22, 1953, IN BOOK 6197, PAGE 70, OFFICIAL RECORDS. NOTE: NO OVERLAP OF RECORD WAS FOUND. NOT PLOTTABLE.

6. "HAZARDOUS SUBSTANCES CERTIFICATE AND INDEMNITY AGREEMENT" RECORDED JUNE 18, 2002, DOCUMENT NO. 2002-H185988, OFFICIAL RECORDS. NOT PLOTTABLE.

7. "DECLARATION OF USE" – MINOR SIDEWALK ENCROACHMENT PERMIT TO REPLACE THE EXISTING BASEMENT HATCH WITH A NEW HATCH, RECORDED SEPTEMBER 19, 2003, DOCUMENT NO. 2003-H543785, OFFICIAL RECORDS. PLOTTED HEREON.

8. "DECLARATION OF USE" – MINOR SIDEWALK ENCROACHMENT PERMIT FOR A NEW DOOR SWING ENCROACHING 6 INCHES INTO THE PUBLIC RIGHT-OF-WAY FRONTING THE SUBJECT PROPERTY RECORDED APRIL 21, 2005, DOCUMENT NO. 2005-H941567, OFFICIAL RECORDS. PLOTTED HEREON.

BASIS OF SURVEY

1. CITY OF SAN FRANCISCO MONUMENT MAP NO. 5 ON FILE IN THE OFFICE OF THE CITY AND COUNTY SURVEYOR.
2. BLOCK DIAGRAM OF 50 VARA BLOCK 57 DATED JUNE 21, 1910 ON FILE IN THE OFFICE OF THE CITY AND COUNTY SURVEYOR.
3. "RECORD OF SURVEY MAP OF 50 VARA BLOCK 57" FILED JUNE 18, 1947 IN LICENSED SURVEYORS PLATS AT PAGE 40, SAN FRANCISCO COUNTY RECORDER.

BENCHMARK

CITY OF SAN FRANCISCO BENCHMARK NO. BM11331, STEEL SCREW IN WASHER STAMPED "CCSF CONTROL" LOCATED AT THE NORTHEASTERLY CORNER OF MONTGOMERY AND SUTTER STREETS, ELEVATION 35.42 FEET, CCSF 2013 NAVD88 VERTICAL DATUM.

GENERAL NOTES

1. DETAILS NEAR PROPERTY LINES MAY NOT BE TO SCALE.
2. ALL PROPERTY LINE ANGLES ARE 90 DEGREES UNLESS NOTED OTHERWISE.
3. DIMENSIONS ARE IN FEET AND DECIMALS THEREOF.

PROFESSIONAL LAND SURVEYOR — BENJAMIN B. RON — PLS 6641 — STATE OF CALIFORNIA

SITE SURVEY

OF A PORTION OF ASSESSOR'S BLOCK NO. 0291

FOR

DANNY FOSTER ARCHITECTURE

SAN FRANCISCO — CALIFORNIA

SCALE: 1" = 10'	MARTIN M. RON ASSOCIATES LAND SURVEYORS 859 HARRISON STREET, SUITE 200 SAN FRANCISCO, CA 94107 (415) 543-4500	SURV: RS
DATE: 11/13/20		DES:
SHEET: 1 OF: 1		DRW: JP
JOB NO. S-9454		CHK: BR
		REV NO.

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4	05-10-24	CONFORMANCE SET

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B-Scan:

Seal & Signature:
DANIEL KEITH FORSTER, RA N.Y. #040355

LICENSED ARCHITECT — JASON BUCHHEIT — C-32858 — 10-31-2025 RENEWAL DATE — STATE OF CALIFORNIA

Project Title:
570 MARKET STREET
570 MARKET STREET
SAN FRANCISCO, CA

Key Plan:



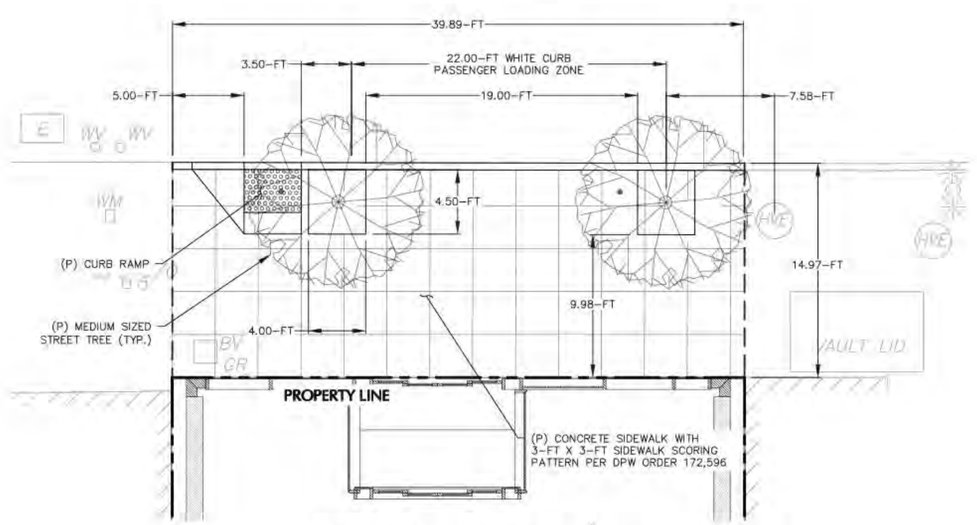
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Checked By: Checker
Project No: 177

Drawing Title:
EXISTING SURVEY

Sheet Number:
Z-001.00

Sheet No: of

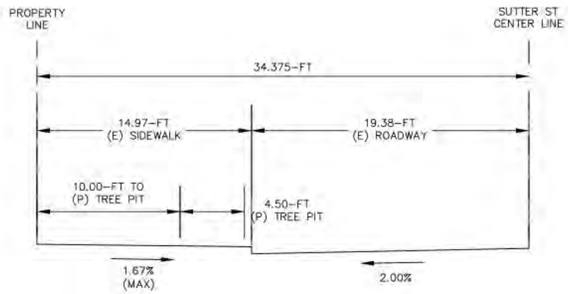
SUTTER STREET
(68.75-FT ROW)



SUTTER STREET FRONTAGE

SCALE: 1" = 5'

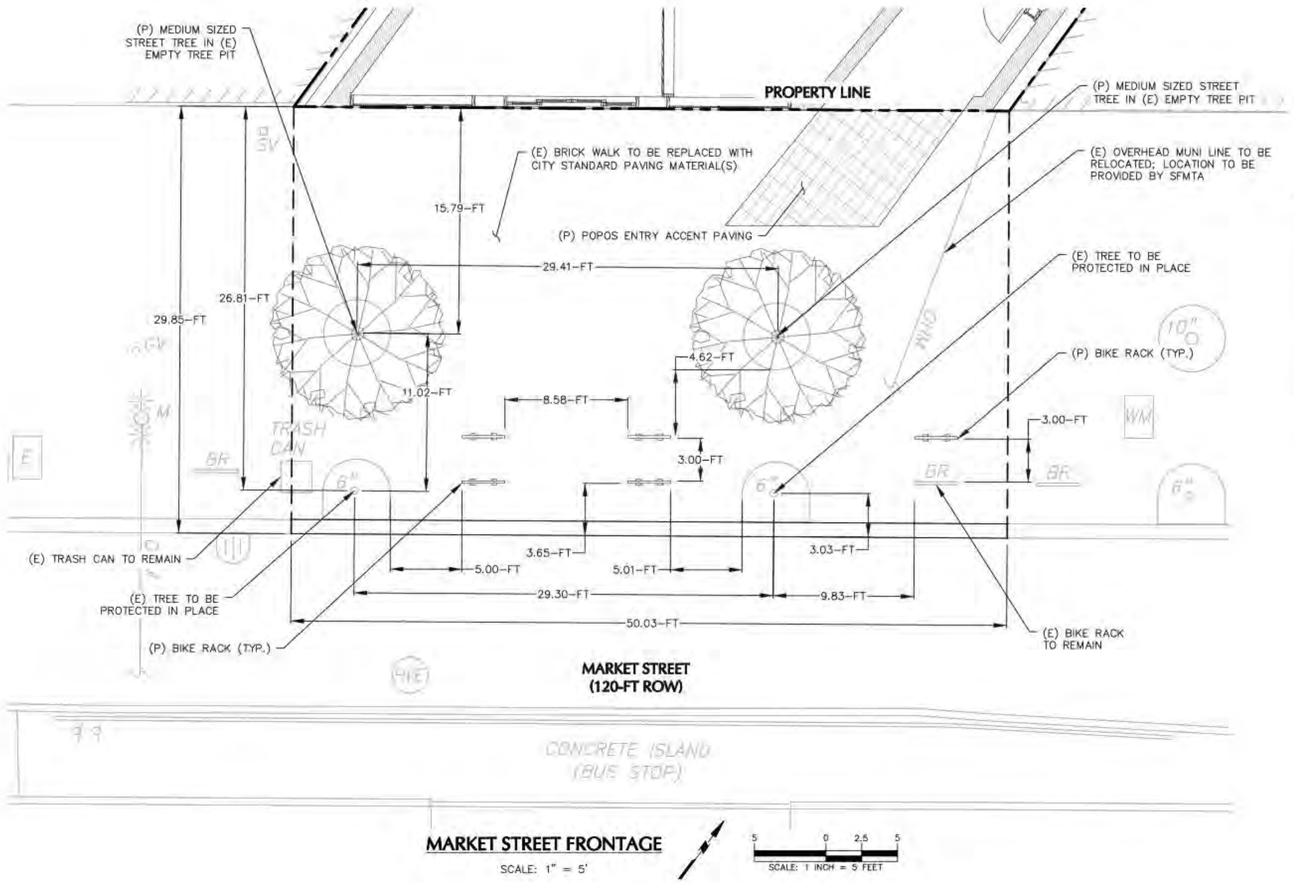
SCALE: 1 INCH = 5 FEET



SUTTER STREET SECTION

SCALE: 1" = 5'

SCALE: 1 INCH = 5 FEET

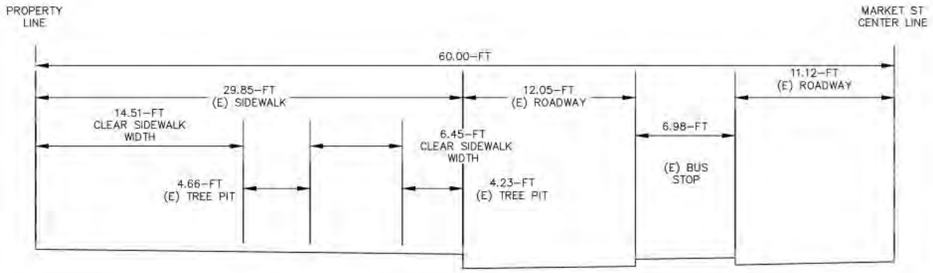


MARKET STREET
(120-FT ROW)

MARKET STREET FRONTAGE

SCALE: 1" = 5'

SCALE: 1 INCH = 5 FEET



MARKET STREET SECTION

SCALE: 1" = 5'

SCALE: 1 INCH = 5 FEET

NOTES:

1. PROJECT WILL COORDINATE WITH THE CITY'S BETTER MARKET STREET PROJECT FOR PROPOSED STREETSCAPE IMPROVEMENTS ALONG MARKET STREET

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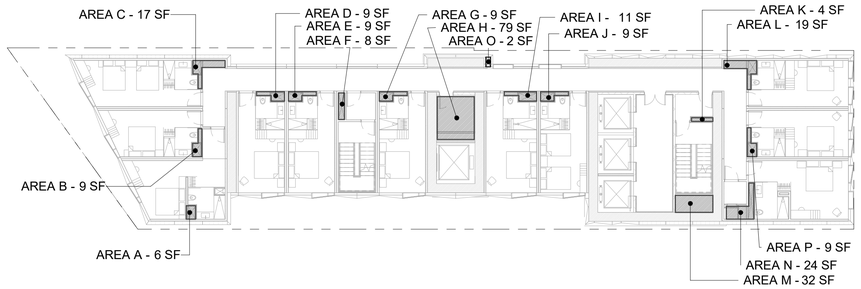


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Project No: 177

Drawing Title:
STREETSCAPE PLAN

Sheet Number:
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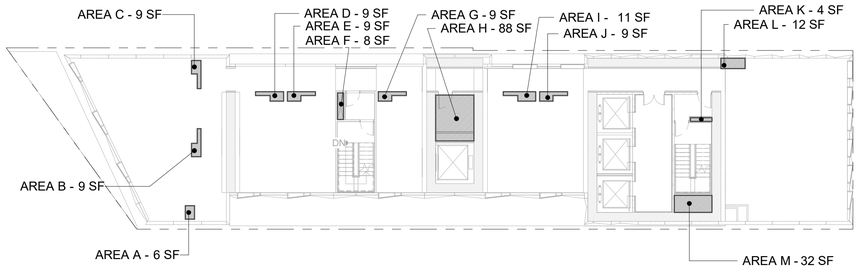


ZONING DEDUCTIONS TABLE - LEVEL 04		
NAME	TYPE	AREA
AREA A	MEP	6 SF
AREA B	MEP	9 SF
AREA C	MEP	17 SF
AREA D	MEP	9 SF
AREA E	MEP	9 SF
AREA F	MEP	8 SF
AREA G	MEP	9 SF
AREA H	MEP	79 SF
AREA I	MEP	11 SF
AREA J	MEP	9 SF
AREA K	MEP	4 SF
AREA L	MEP	19 SF
AREA M	MEP	32 SF
AREA N	MEP	24 SF
AREA O	MEP	2 SF
AREA P	MEP	9 SF
		256 SF

ZONING CALCULATIONS - LEVEL 04	
GFA	5,763 SF
DEDUCTIONS	256 SF
FAR	5,507 SF



LEVEL 04 - TYPICAL GUESTROOM - DEDUCTIONS 06
1/16" = 1'-0"



DEDUCTIONS PLAN

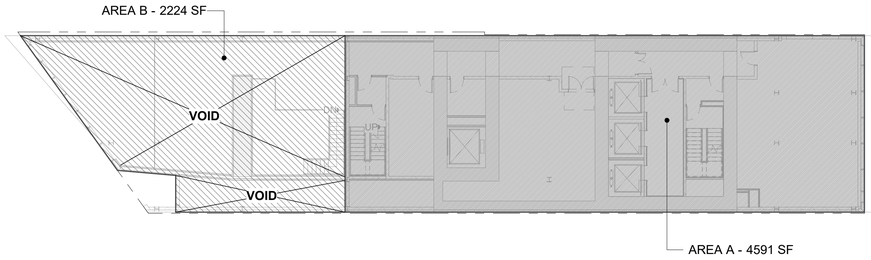
ZONING DEDUCTIONS TABLE - LEVEL 03		
NAME	TYPE	AREA
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AREA B	MEP	9 SF
AREA C	MEP	9 SF
AREA D	MEP	9 SF
AREA E	MEP	9 SF
AREA F	MEP	8 SF
AREA G	MEP	9 SF
AREA H	MEP	88 SF
AREA I	MEP	11 SF
AREA J	MEP	9 SF
AREA K	MEP	4 SF
AREA L	MEP	12 SF
AREA M	MEP	32 SF
		216 SF

ZONING CALCULATIONS - LEVEL 03	
GFA	5,763 SF
DEDUCTIONS	216 SF
FAR	5,547 SF



GROSS FLOOR AREA PLAN

LEVEL 03 - BOH / OPERATIONS / GYM - DEDUCTIONS 05
1/16" = 1'-0"



DEDUCTIONS PLAN

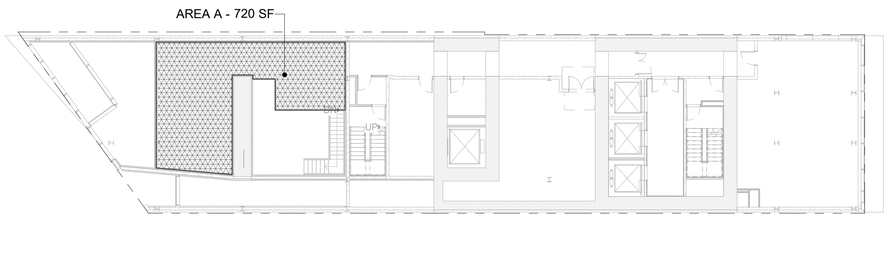
ZONING DEDUCTIONS TABLE - LEVEL 02		
NAME	TYPE	AREA
AREA A	MEP	4591 SF
AREA B	Void	2224 SF
		6815 SF

ZONING CALCULATIONS - LEVEL 02	
GFA	6,815 SF
DEDUCTIONS	6,815 SF
FAR	0 SF



GROSS FLOOR AREA PLAN

LEVEL 02 - MEZZ & MEP - DEDUCTIONS 04
1/16" = 1'-0"



DEDUCTIONS PLAN

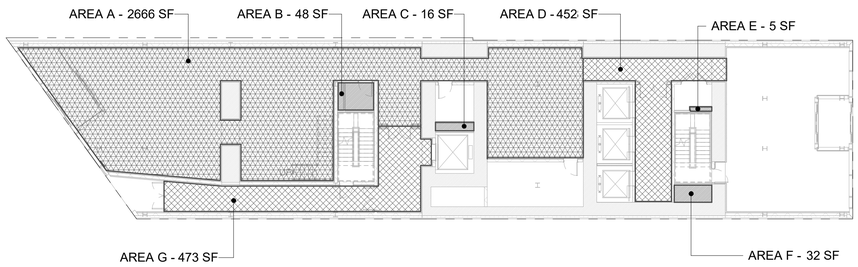
ZONING DEDUCTIONS TABLE - LEVEL 1.5 MEZZ.		
NAME	TYPE	AREA
AREA A	Retail	720 SF
		720 SF

ZONING CALCULATIONS - LEVEL 1.5 MEZZ.	
GFA	720 SF
DEDUCTIONS	720 SF
FAR	0 SF



GROSS FLOOR AREA PLAN

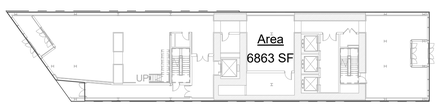
LEVEL 1.5 MEZZANINE - DEDUCTIONS 03
1/16" = 1'-0"



DEDUCTIONS PLAN

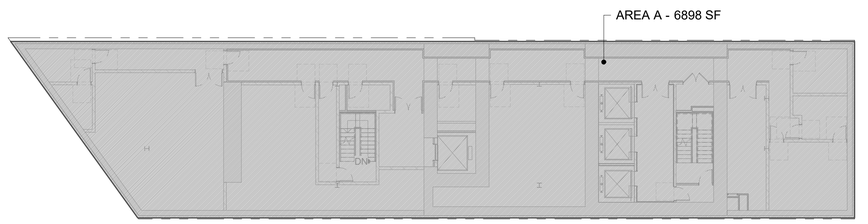
ZONING DEDUCTIONS TABLE - LEVEL 01		
NAME	TYPE	AREA
AREA A	Retail	2666 SF
AREA B	MEP	48 SF
AREA C	MEP	16 SF
AREA D	Circulation	447 SF
AREA E	MEP	5 SF
AREA F	MEP	32 SF
AREA G	Circulation	473 SF
		3687 SF

ZONING CALCULATIONS - LEVEL 01	
GFA	6,863 SF
DEDUCTIONS	3,687 SF
FAR	3,176 SF



GROSS FLOOR AREA PLAN

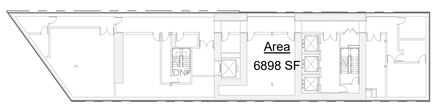
LEVEL 01 - LOBBY - DEDUCTIONS 02
1/16" = 1'-0"



DEDUCTIONS PLAN

ZONING DEDUCTIONS TABLE - CELLAR		
NAME	TYPE	AREA
AREA A	MEP	6898 SF
		6898 SF

ZONING CALCULATIONS - CELLAR	
GSF	6,898 SF
DEDUCTIONS	6,898 SF
ZFA	0 SF



GROSS FLOOR AREA PLAN

BASEMENT - DEDUCTIONS 01
1/16" = 1'-0"

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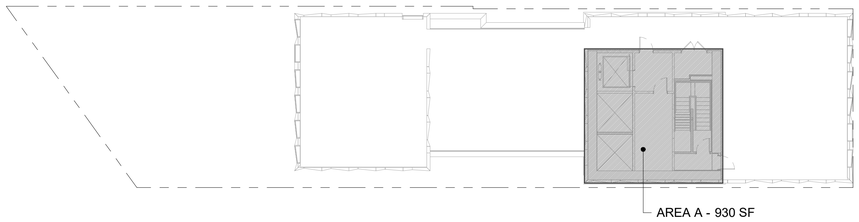


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ZONING PLANS

Sheet Number:
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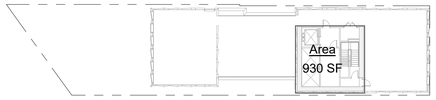
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DEDUCTIONS PLAN

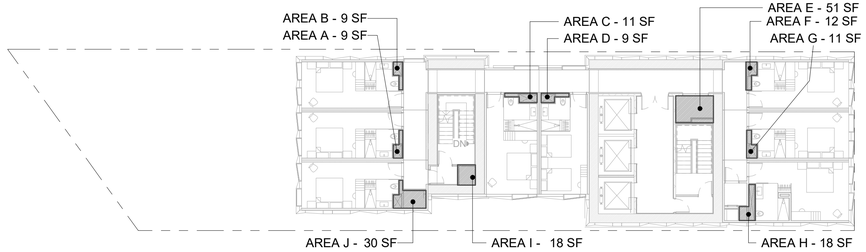
ZONING DEDUCTIONS TABLE - LEVEL 29 ROOF		
NAME	TYPE	AREA
AREA A	MEP	930 SF
		930 SF

ZONING CALCULATIONS - LEVEL 29	
GFA	930 SF
DEDUCTIONS	930 SF
FAR	0 SF



GROSS FLOOR AREA PLAN

LEVEL 29 - ROOF - DEDUCTIONS **06**
1/16" = 1'-0"



DEDUCTIONS PLAN

ZONING DEDUCTIONS TABLE - LEVEL 19-28		
NAME	TYPE	AREA
AREA A	MEP	9 SF
AREA B	MEP	9 SF
AREA C	MEP	11 SF
AREA D	MEP	9 SF
AREA E	MEP	51 SF
AREA F	MEP	12 SF
AREA G	MEP	11 SF
AREA H	MEP	18 SF
AREA I	MEP	18 SF
AREA J	MEP	30 SF
		178 SF

ZONING CALCULATIONS - LEVEL 19-28	
GFA	4,415 SF
DEDUCTIONS	178 SF
FAR	4,237 SF



GROSS FLOOR AREA PLAN

LEVEL 19 - TYP. GUESTROOM - DEDUCTIONS **05**
1/16" = 1'-0"



DEDUCTIONS PLAN

ZONING DEDUCTIONS TABLE - LEVEL 18		
NAME	TYPE	AREA
AREA A	MEP	9 SF
AREA B	MEP	10 SF
AREA C	MEP	11 SF
AREA D	MEP	9 SF
AREA E	MEP	51 SF
AREA F	MEP	10 SF
AREA G	MEP	11 SF
AREA H	MEP	18 SF
AREA I	MEP	18 SF
AREA J	MEP	31 SF
		178 SF

ZONING CALCULATIONS - LEVEL 18	
GFA	4,415 SF
DEDUCTIONS	178 SF
FAR	4,237 SF



GROSS FLOOR AREA PLAN

LEVEL 18 - GUESTROOMS / FITNESS - DEDUCTIONS **04**
1/16" = 1'-0"



DEDUCTIONS PLAN

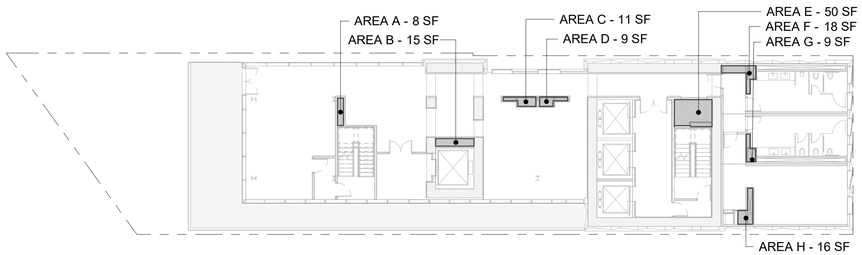
ZONING DEDUCTIONS TABLE - LEVEL 17		
NAME	TYPE	AREA
AREA A	MEP	926 SF
AREA B	MEP	11 SF
AREA C	MEP	9 SF
AREA D	MEP	50 SF
AREA E	MEP	9 SF
AREA F	MEP	9 SF
AREA G	MEP	16 SF
AREA H	Void	78 SF
		1108 SF

ZONING CALCULATIONS - LEVEL 17	
GFA	4,838 SF
DEDUCTIONS	1,108 SF
FAR	3,730 SF



GROSS FLOOR AREA PLAN

LEVEL 17 - GUESTROOMS / MECH - DEDUCTIONS **03**
1/16" = 1'-0"



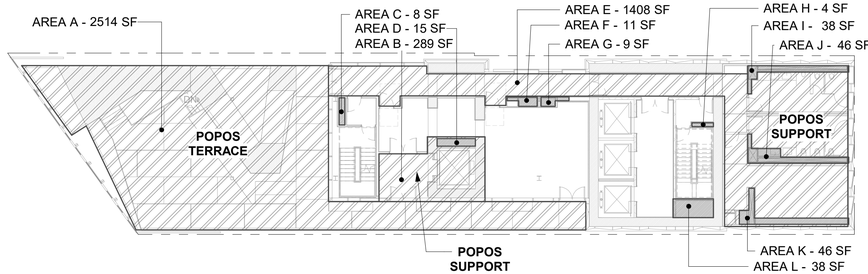
DEDUCTIONS PLAN

ZONING DEDUCTIONS TABLE - LEVEL 16		
NAME	TYPE	AREA
AREA A	MEP	8 SF
AREA B	MEP	15 SF
AREA C	MEP	11 SF
AREA D	MEP	9 SF
AREA E	MEP	50 SF
AREA F	MEP	18 SF
AREA G	MEP	9 SF
AREA H	MEP	16 SF
		137 SF

ZONING CALCULATIONS - LEVEL 16	
GFA	4,838 SF
DEDUCTIONS	137 SF
FAR	4,701 SF

GROSS FLOOR AREA PLAN

LEVEL 16 - BAR - DEDUCTIONS **02**
1/16" = 1'-0"



DEDUCTIONS PLAN

ZONING DEDUCTIONS TABLE - LEVEL 15		
NAME	TYPE	AREA
AREA A	POPOS	2514 SF
AREA B	POPOS	289 SF
AREA C	MEP	8 SF
AREA D	MEP	15 SF
AREA E	POPOS	1408 SF
AREA F	MEP	11 SF
AREA G	MEP	9 SF
AREA H	MEP	4 SF
AREA I	MEP	38 SF
AREA J	MEP	46 SF
AREA K	MEP	46 SF
AREA L	MEP	38 SF
		4426 SF

ZONING CALCULATIONS - LEVEL 15	
GFA	6,421 SF
DEDUCTIONS	4,426 SF
FAR	1,995 SF

*GFA INCLUDES OUTDOOR POPOS TERRACE

GROSS FLOOR AREA PLAN

LEVEL 15 - POPOS - DEDUCTIONS **01**
1/16" = 1'-0"

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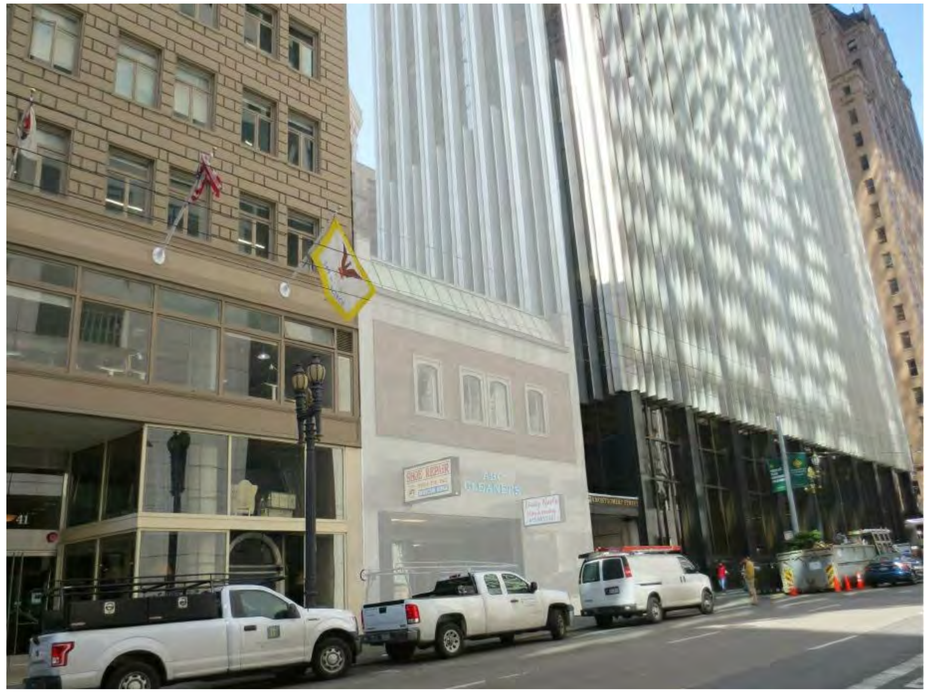
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Sheet No: of



SUTTER STREET SOUTHWEST **04**



SUTTER STREET SOUTHEAST **03**



MARKET STREET SOUTHWEST **02**



MARKET STREET SOUTHEAST **01**

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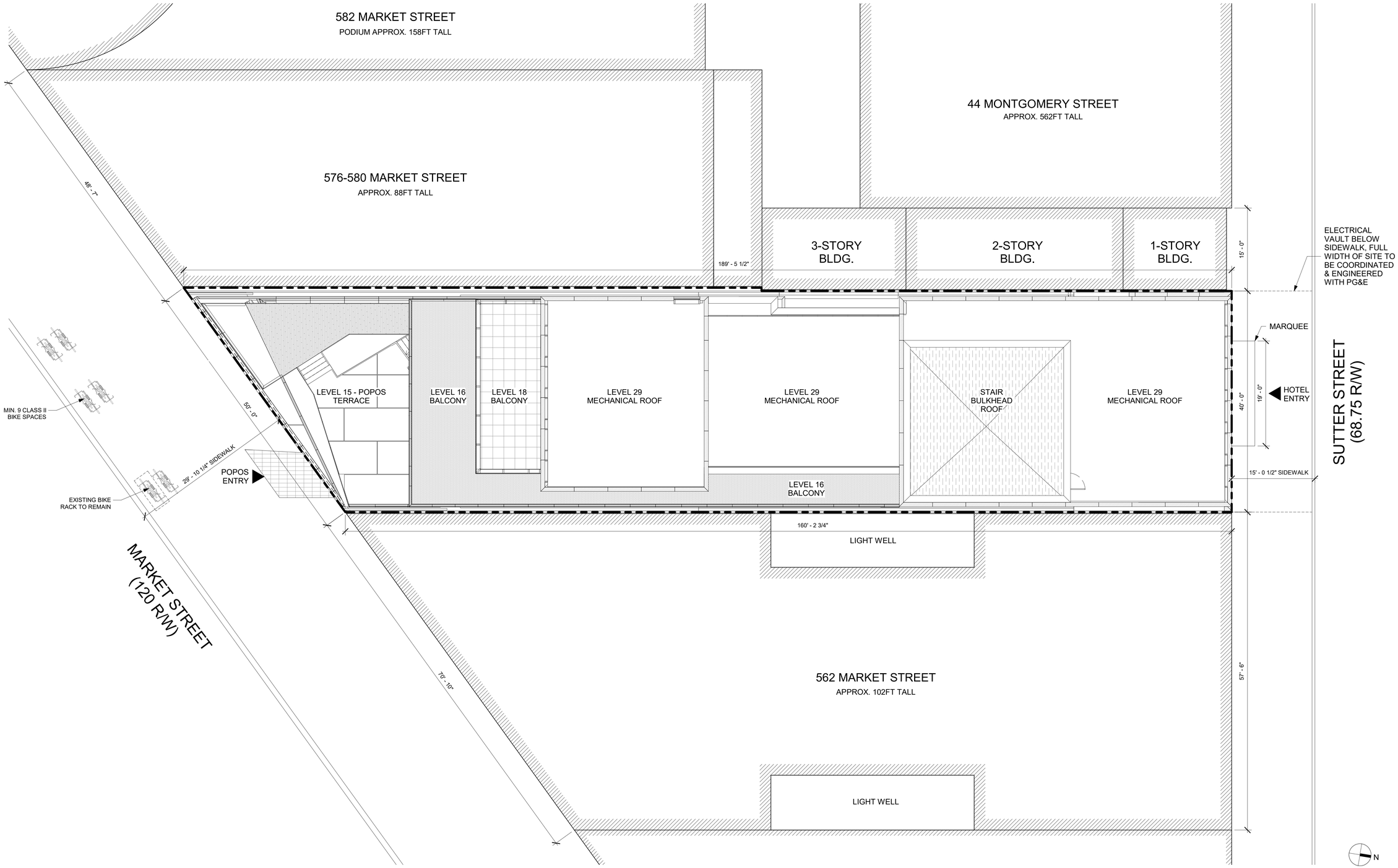


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Project No: 177

Drawing Title:
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SITE PLAN 01
1/8" = 1'-0"

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C-32858
10 - 31 - 2025
RENEWAL DATE
STATE OF CALIFORNIA

Project Title:
570 MARKET STREET
570 MARKET STREET
SAN FRANCISCO, CA

Key Plan:

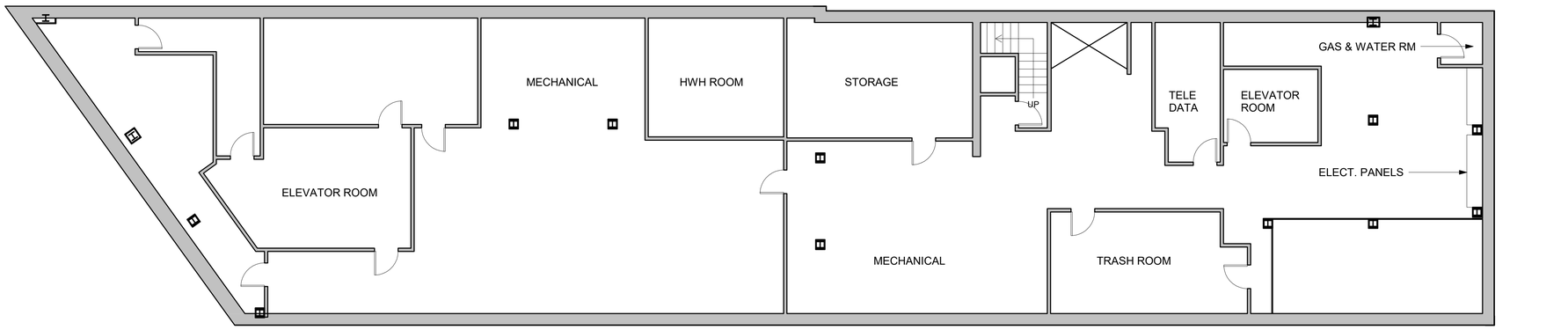


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Project No: 177

Drawing Title:
SITE PLAN

Sheet Number:
A-001.01

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EXISTING FLOOR PLAN - CELLAR 01
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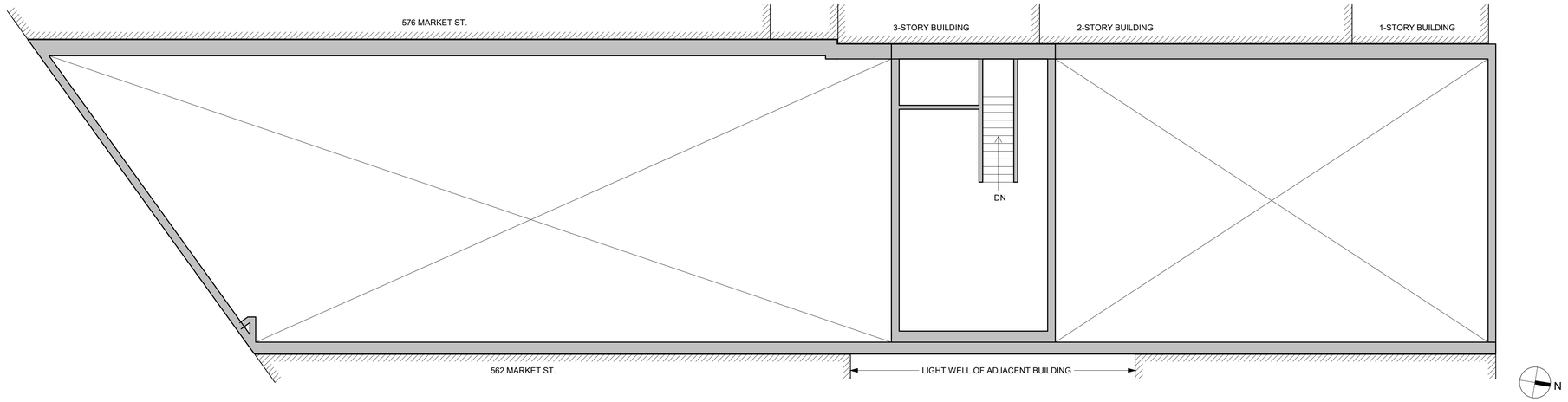


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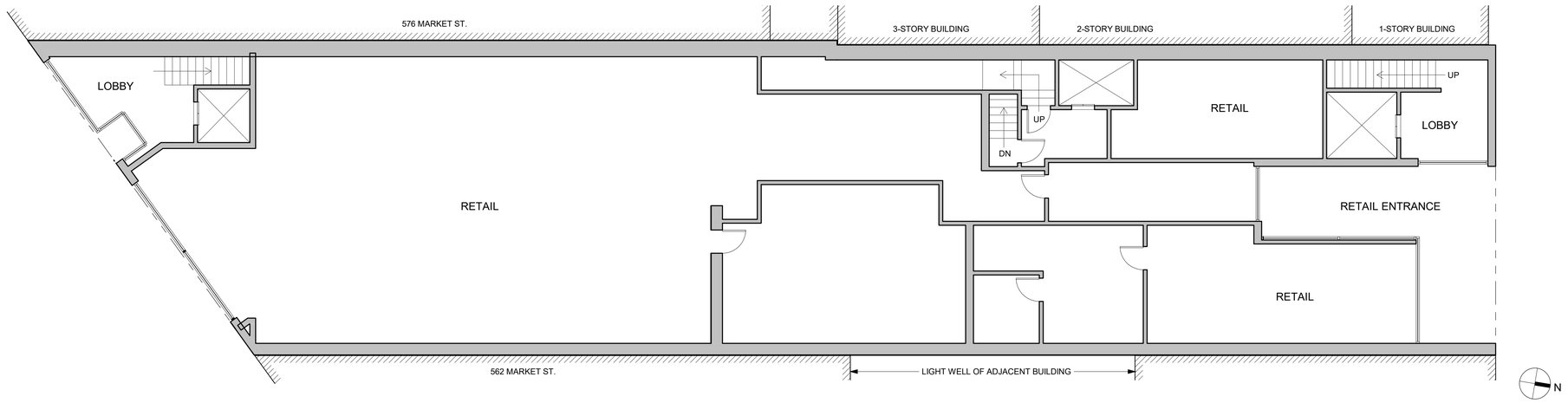
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Sheet Number:
A-050.00

Sheet No: of



EXISTING FLOOR PLAN - MEZZANINE LEVEL 02
1/8" = 1'-0"



EXISTING FLOOR PLAN - LEVEL 01 01
1/8" = 1'-0"

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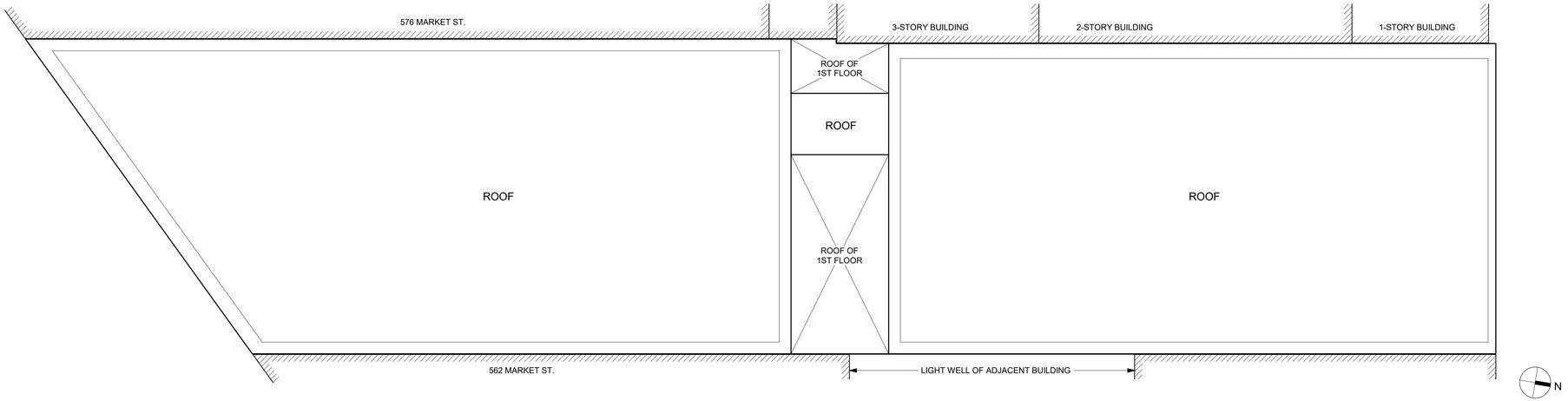


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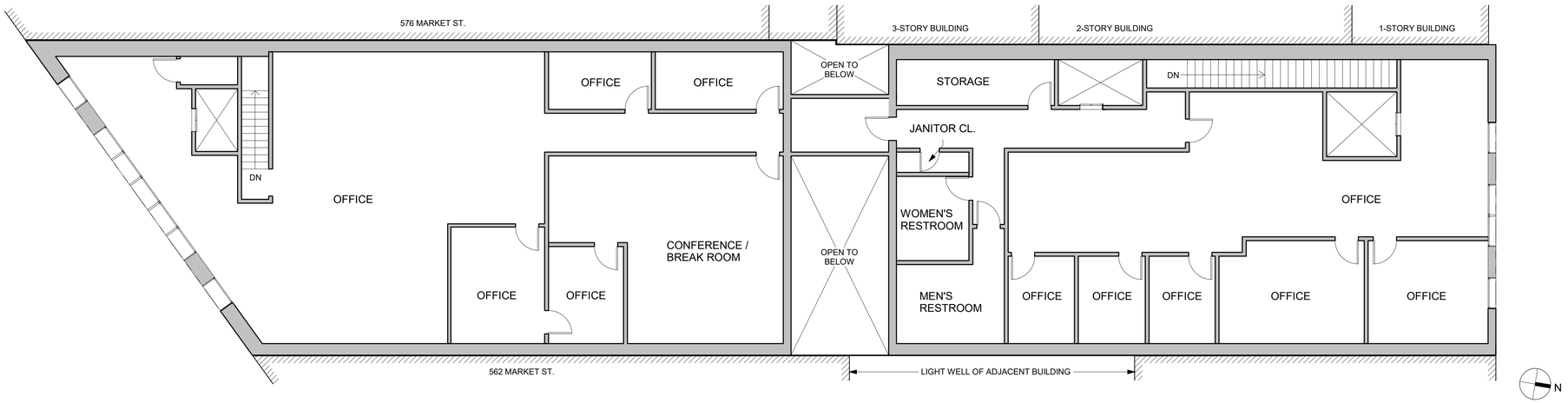
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EXISTING FLOOR PLAN - LEVEL 01 & MEZZANINE

Sheet Number:
A-051.00

Sheet No: of



EXISTING FLOOR PLAN - ROOF 02
1/8" = 1'-0"



EXISTING FLOOR PLAN - LEVEL 02 01
1/8" = 1'-0"

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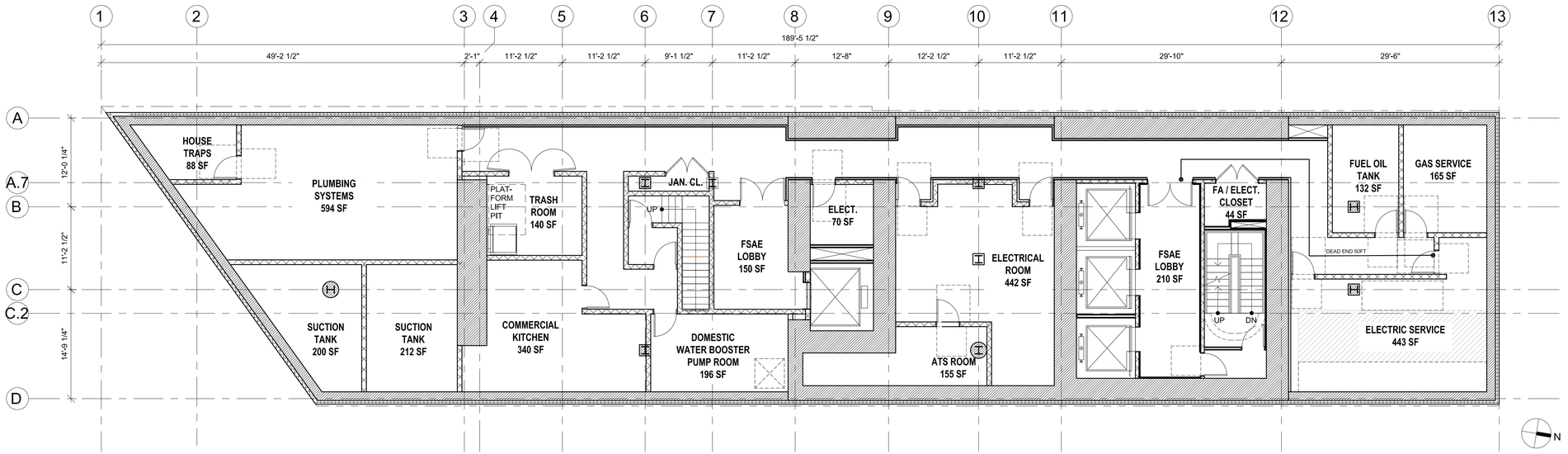


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Drawing Title:
EXISTING FLOOR PLAN - LEVEL 02 & ROOF

Sheet Number:
A-052.00

Sheet No: of



FLOOR PLAN - BASEMENT 01

1/8" = 1'-0"

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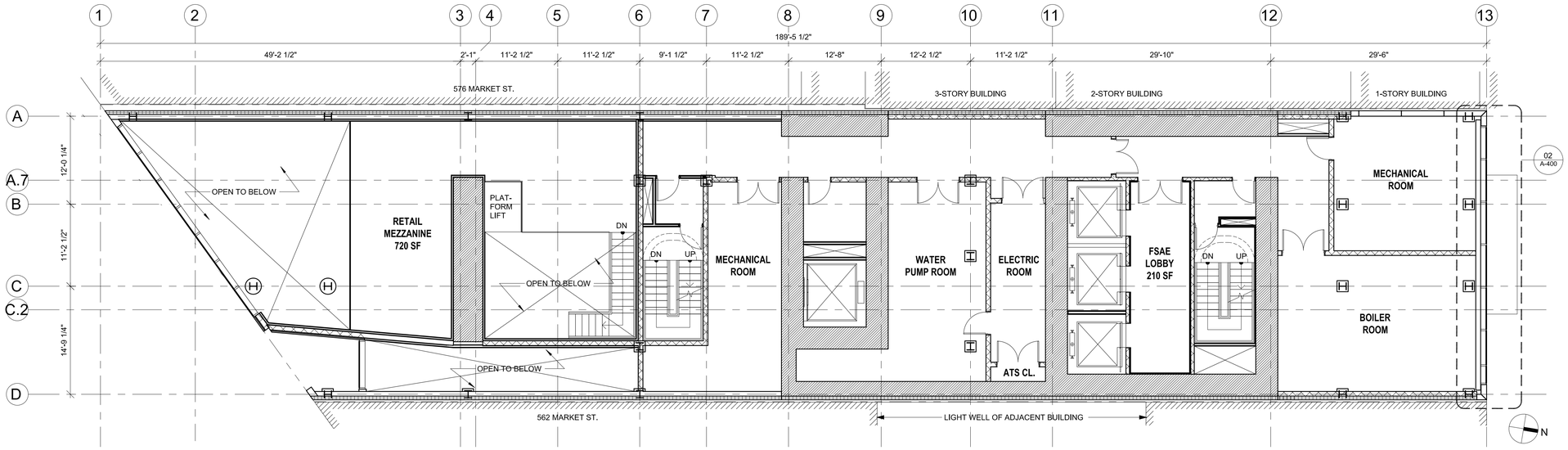


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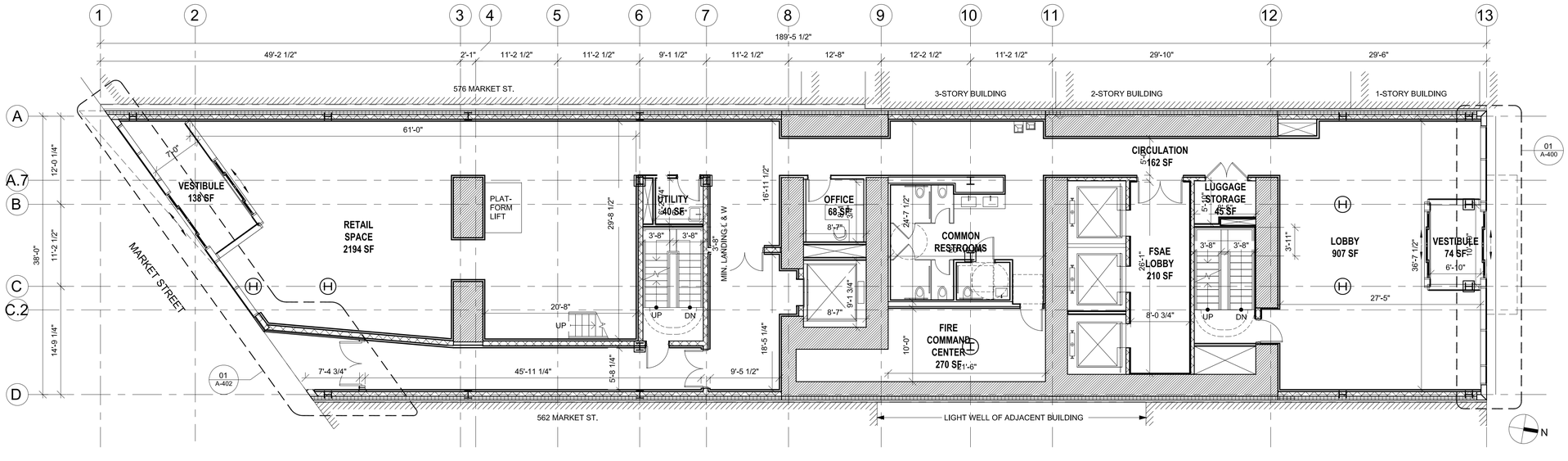
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FLOOR PLAN - BASEMENT LEVEL

Sheet Number:
A-100.02

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FLOOR PLAN - LEVEL 02 **02**
1/8" = 1'-0"



FLOOR PLAN - LEVEL 01 **01**
1/8" = 1'-0"

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Key Plan:

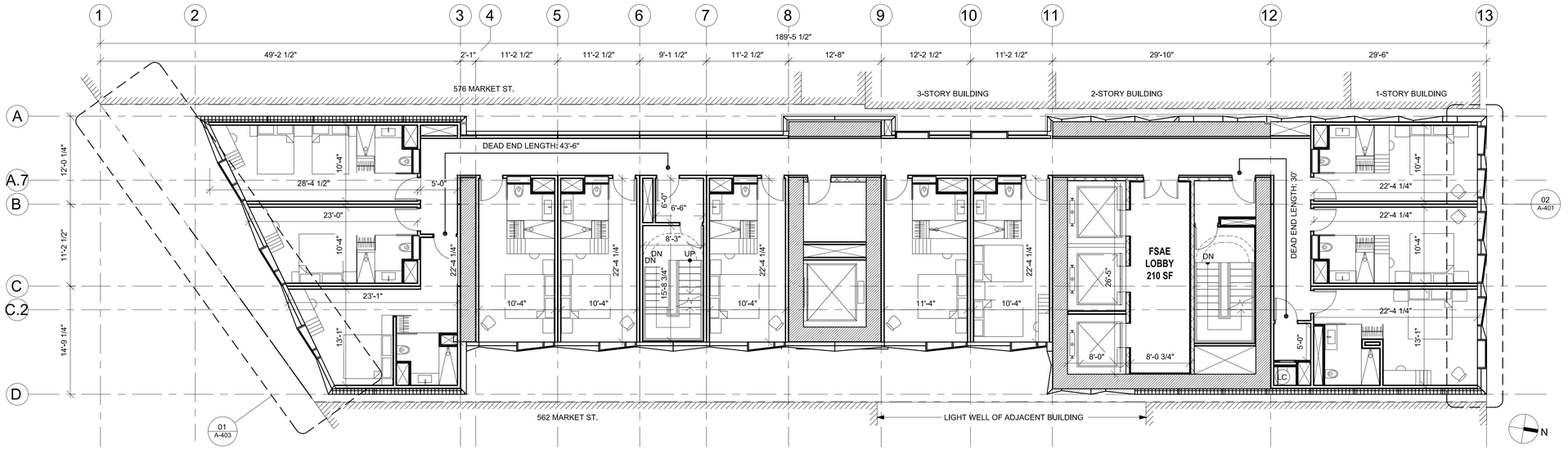


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Drawing Title:
FLOOR PLAN - LEVEL 01 & LEVEL 02

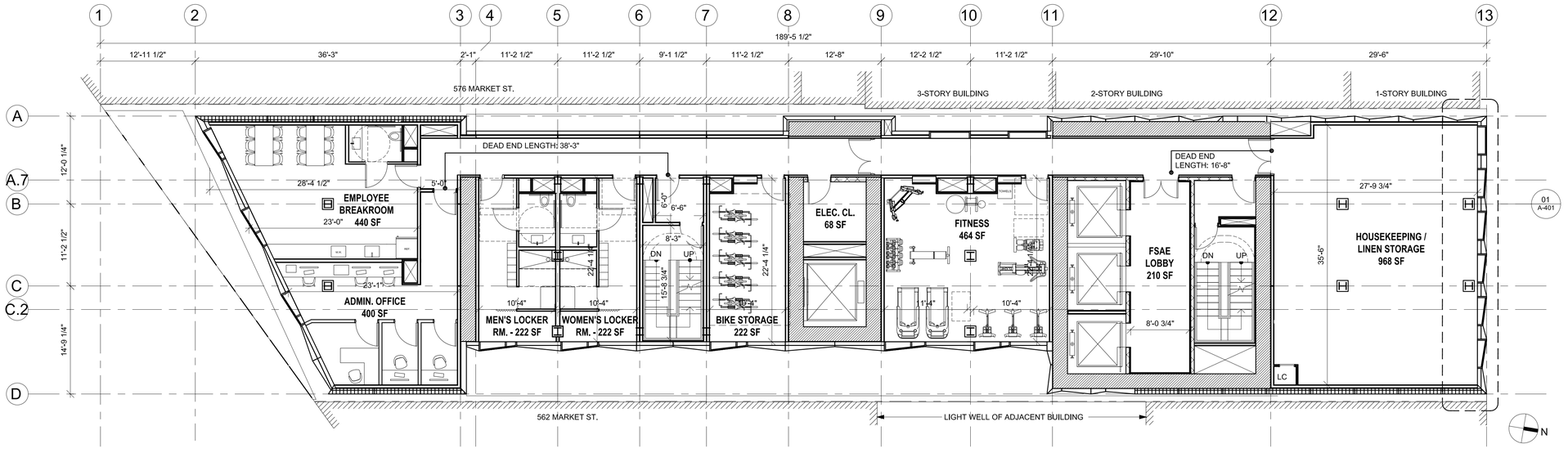
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FLOOR PLAN - LEVEL 04
1/8" = 1'-0"

02



FLOOR PLAN - LEVEL 03
1/8" = 1'-0"

01

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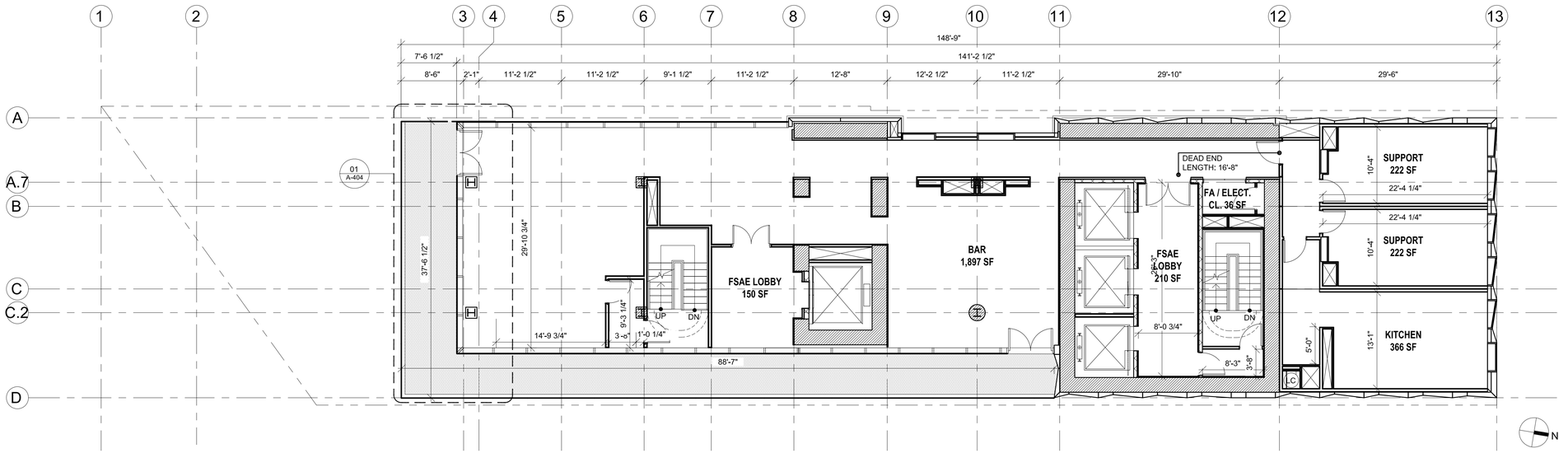


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Drawing Title:
FLOOR PLAN - LEVEL 03 & LEVEL 04

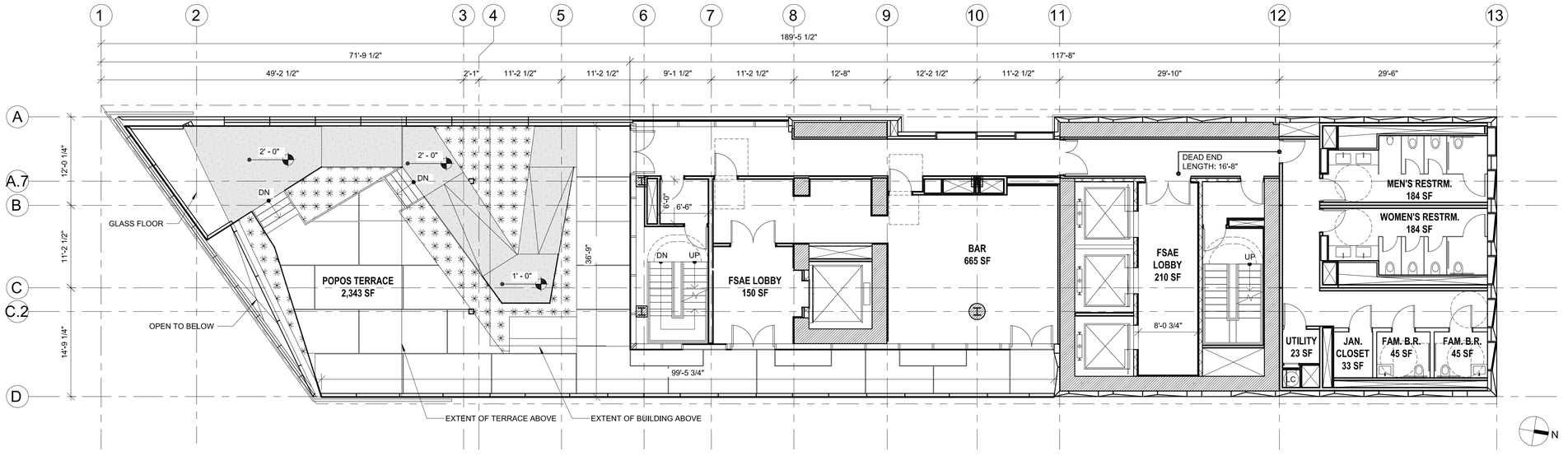
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FLOOR PLAN - LEVEL 16
1/8" = 1'-0"

02



FLOOR PLAN - LEVEL 15
1/8" = 1'-0"

01

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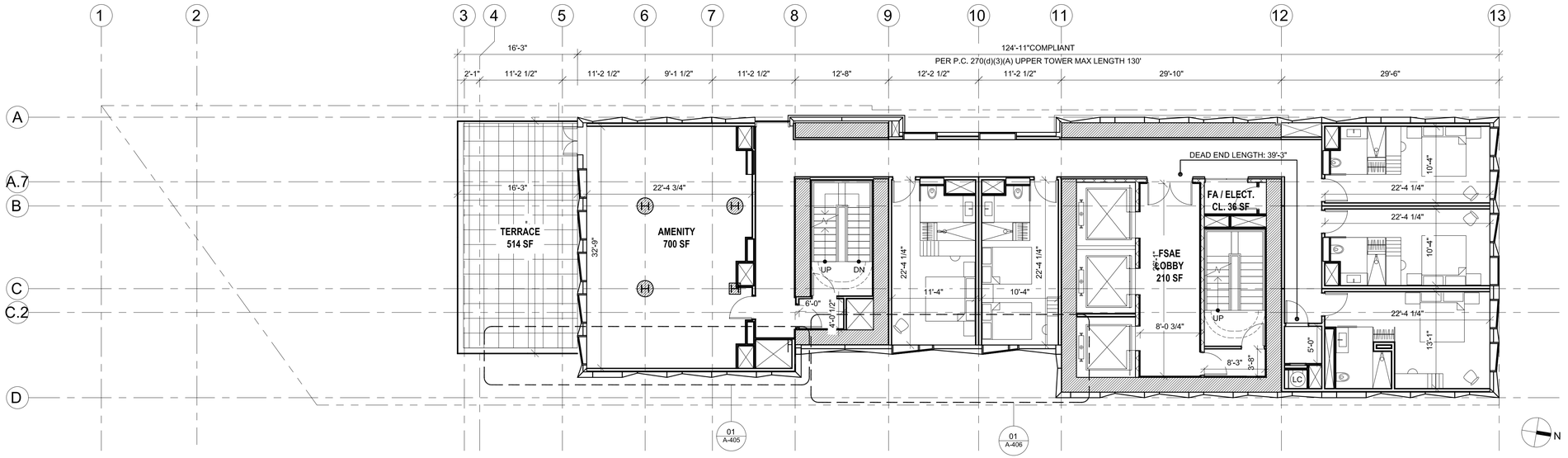


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Project No: 177

Drawing Title:
FLOOR PLAN - LEVEL 15 & LEVEL 16

Sheet Number:
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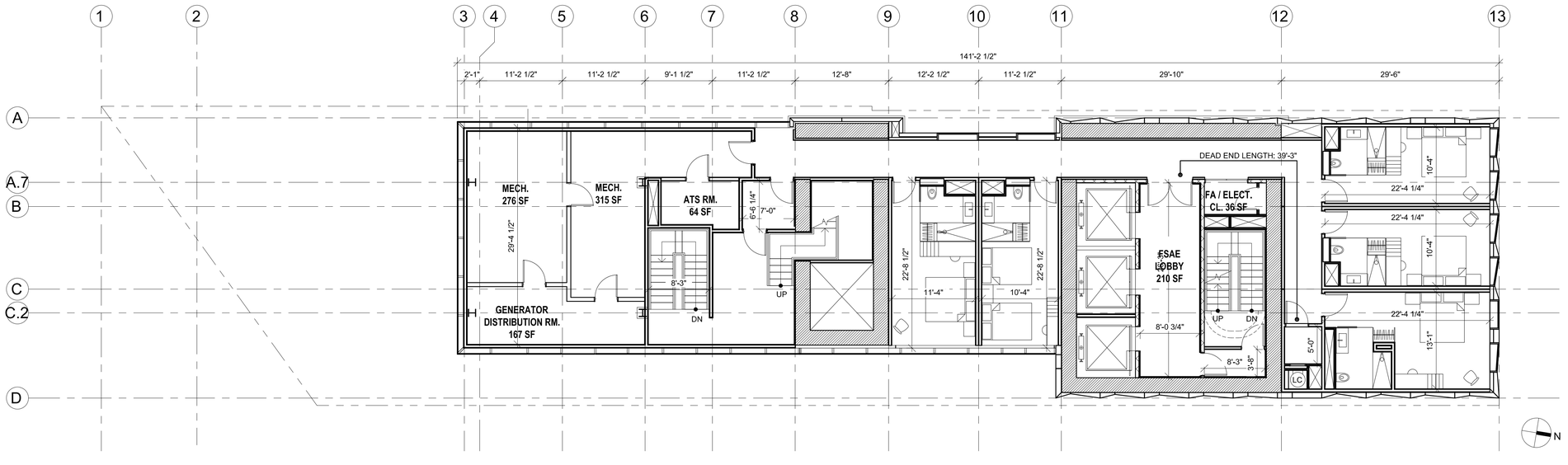
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FLOOR PLAN - LEVEL 18

1/8" = 1'-0"

02



FLOOR PLAN - LEVEL 17

1/8" = 1'-0"

01

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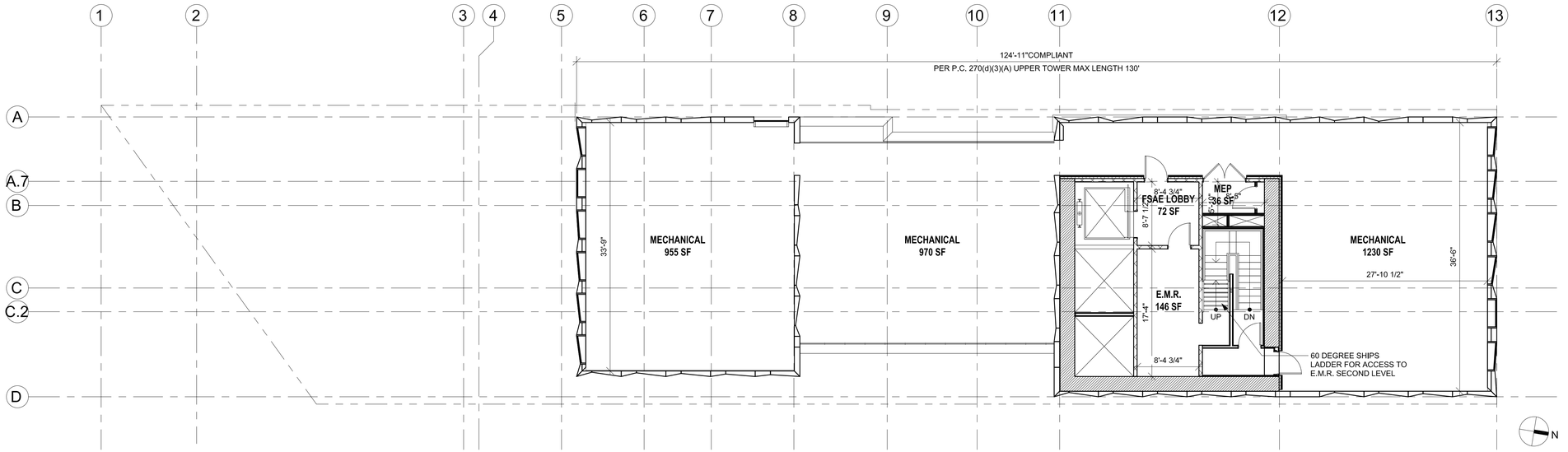


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Project No:	177

Drawing Title:
FLOOR PLAN - LEVEL 17 & LEVEL 18

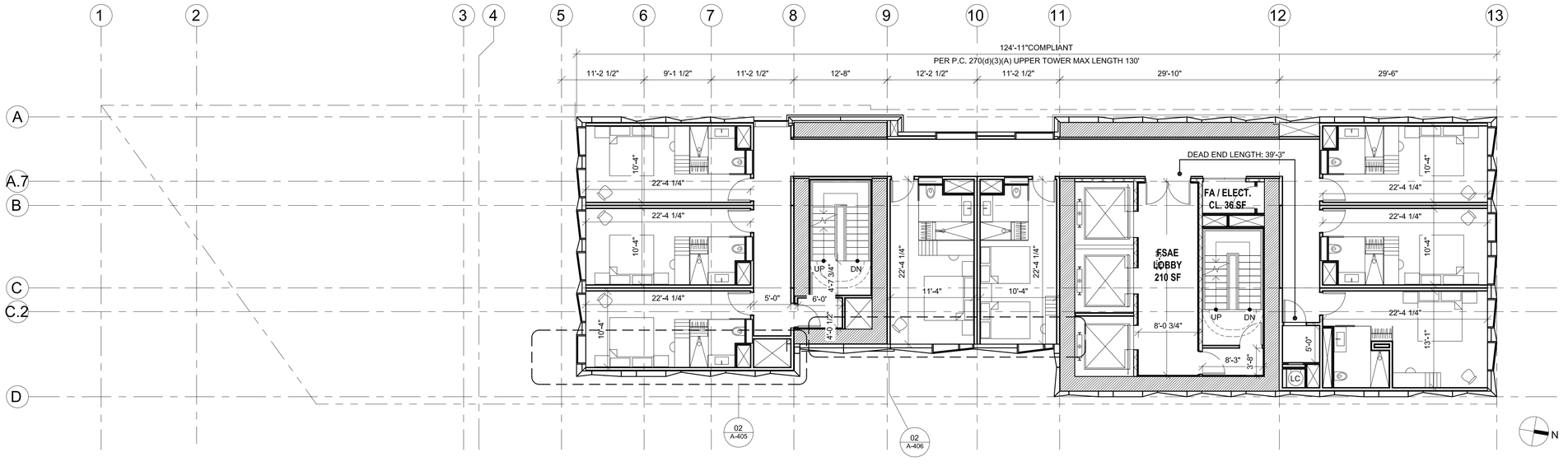
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FLOOR PLAN - ROOF 02

1/8" = 1'-0"



FLOOR PLAN - LEVEL 19 THRU 28 01

1/8" = 1'-0"

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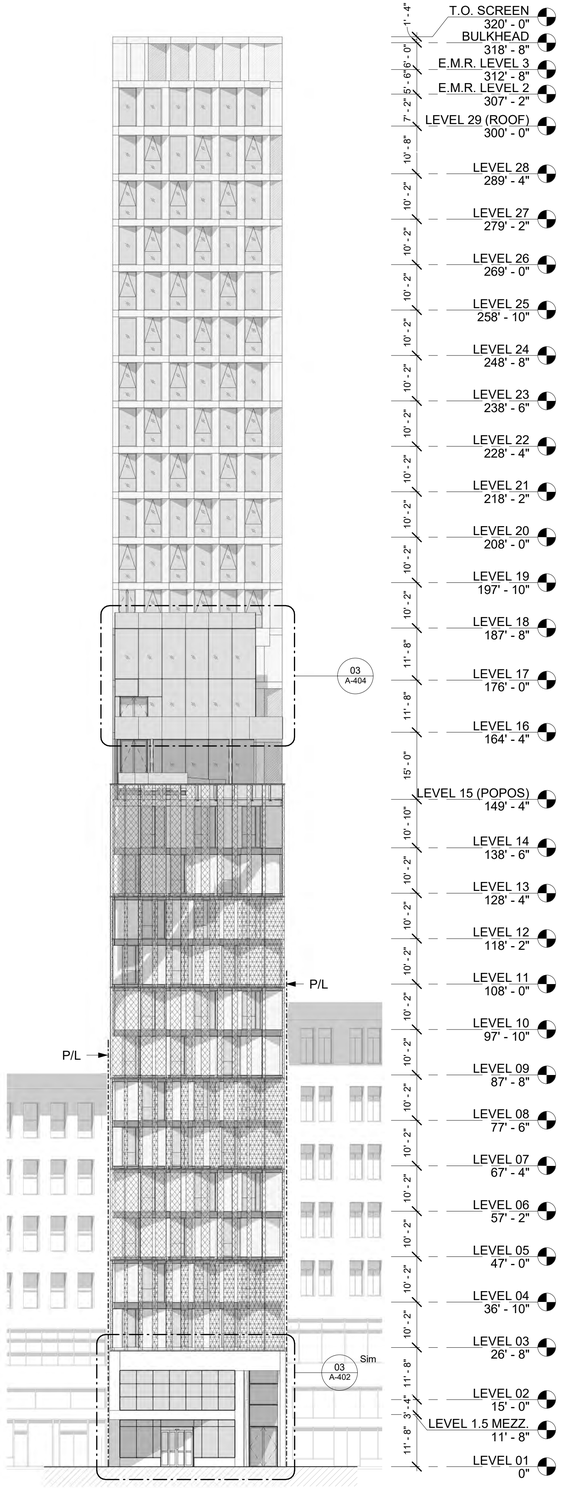


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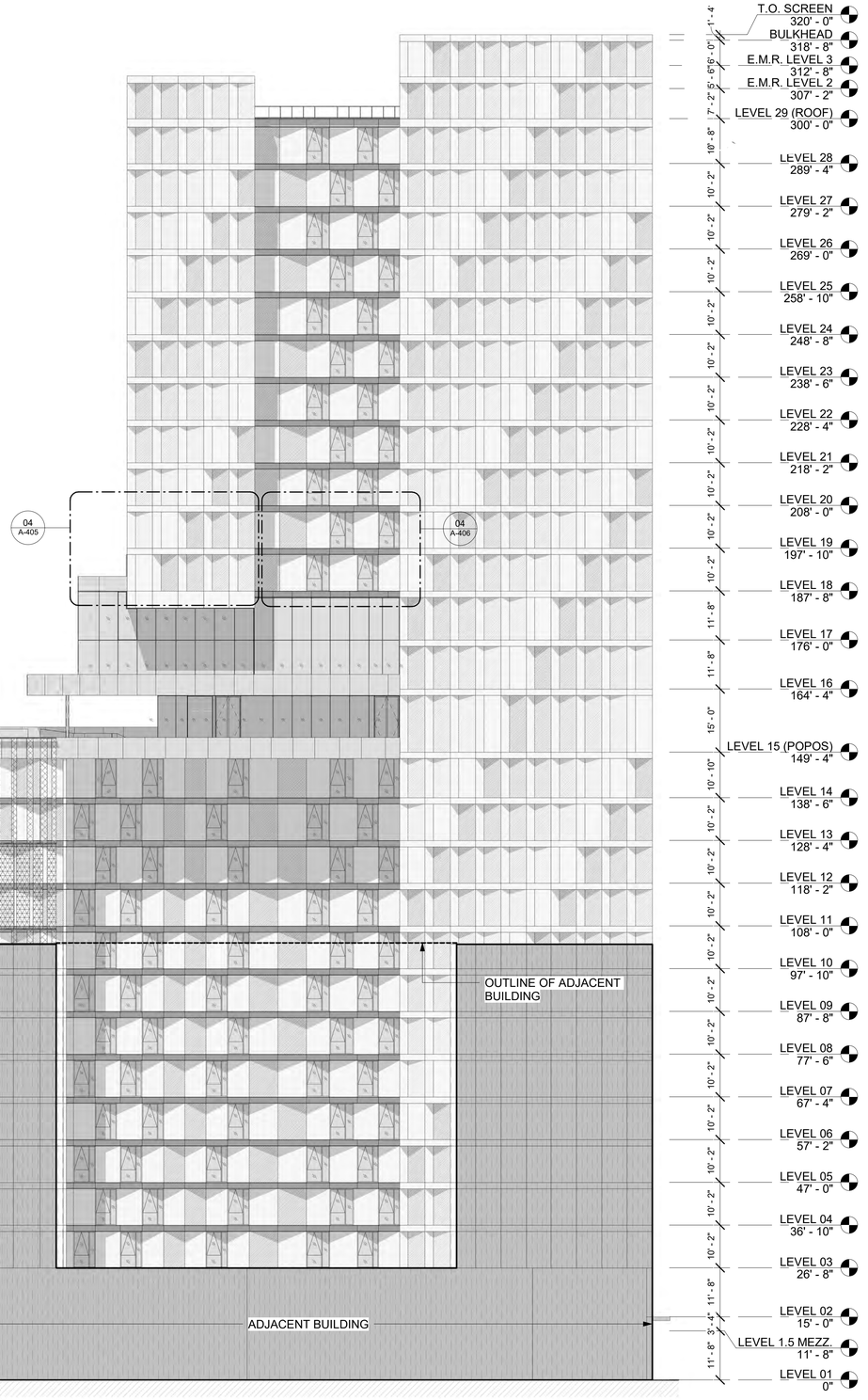
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FLOOR PLAN - LEVEL 19 THRU LEVEL 28 & ROOF

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A-105.02

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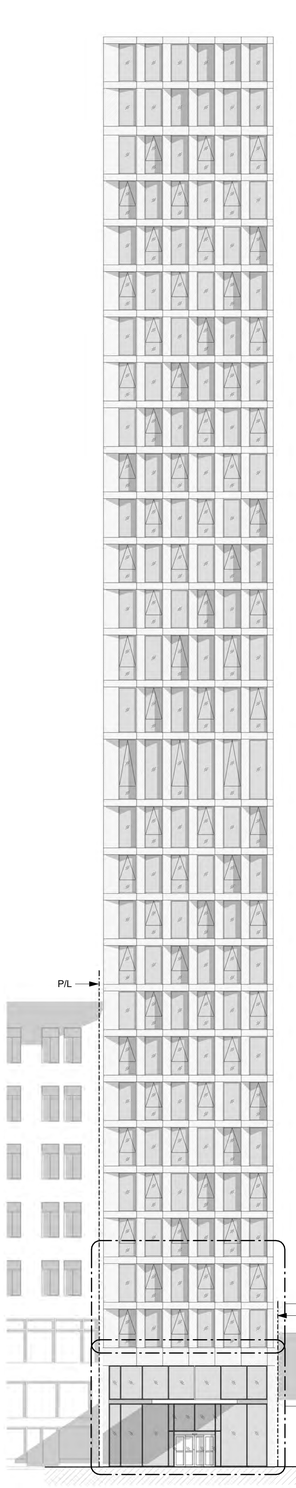


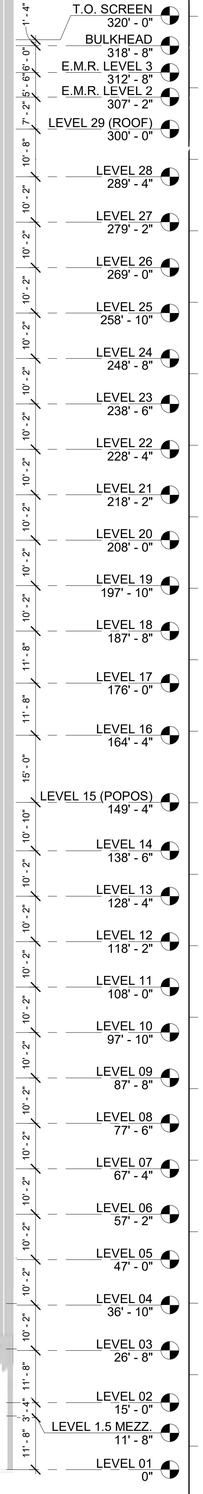
BUILDING ELEVATION - SOUTH 03
1/16" = 1'-0"



BUILDING ELEVATION - EAST 02
1/16" = 1'-0"

44 MONTGOMERY





BUILDING ELEVATION - NORTH 01
1/16" = 1'-0"

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1	10-30-20	RESPONSE TO PLAN CHECK LETTER
3	04-12-21	REV. MASSING ADDENDUM TO P.C.L.
4	05-10-24	CONFORMANCE SET

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DANIEL KEITH FORSTER, RA N.Y. #040355

LICENSED ARCHITECT JASON BUCHHEIT C-32858 10 - 31 - 2025 RENEWAL DATE STATE OF CALIFORNIA

Project Title:
570 MARKET STREET
570 MARKET STREET
SAN FRANCISCO, CA

Key Plan:

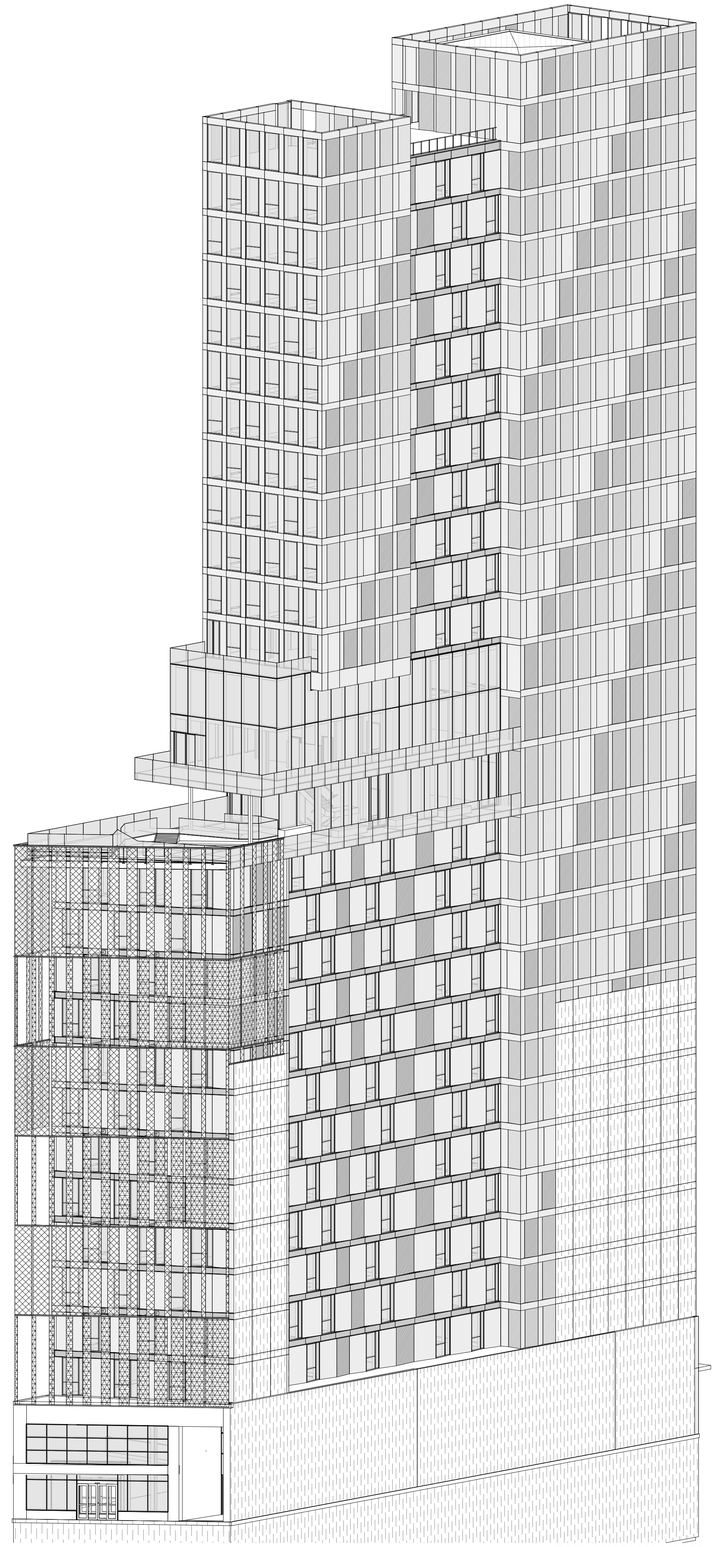


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Scale: 1/16" = 1'-0"
Drawing By: Author
Checked By: Checker
Project No: 177

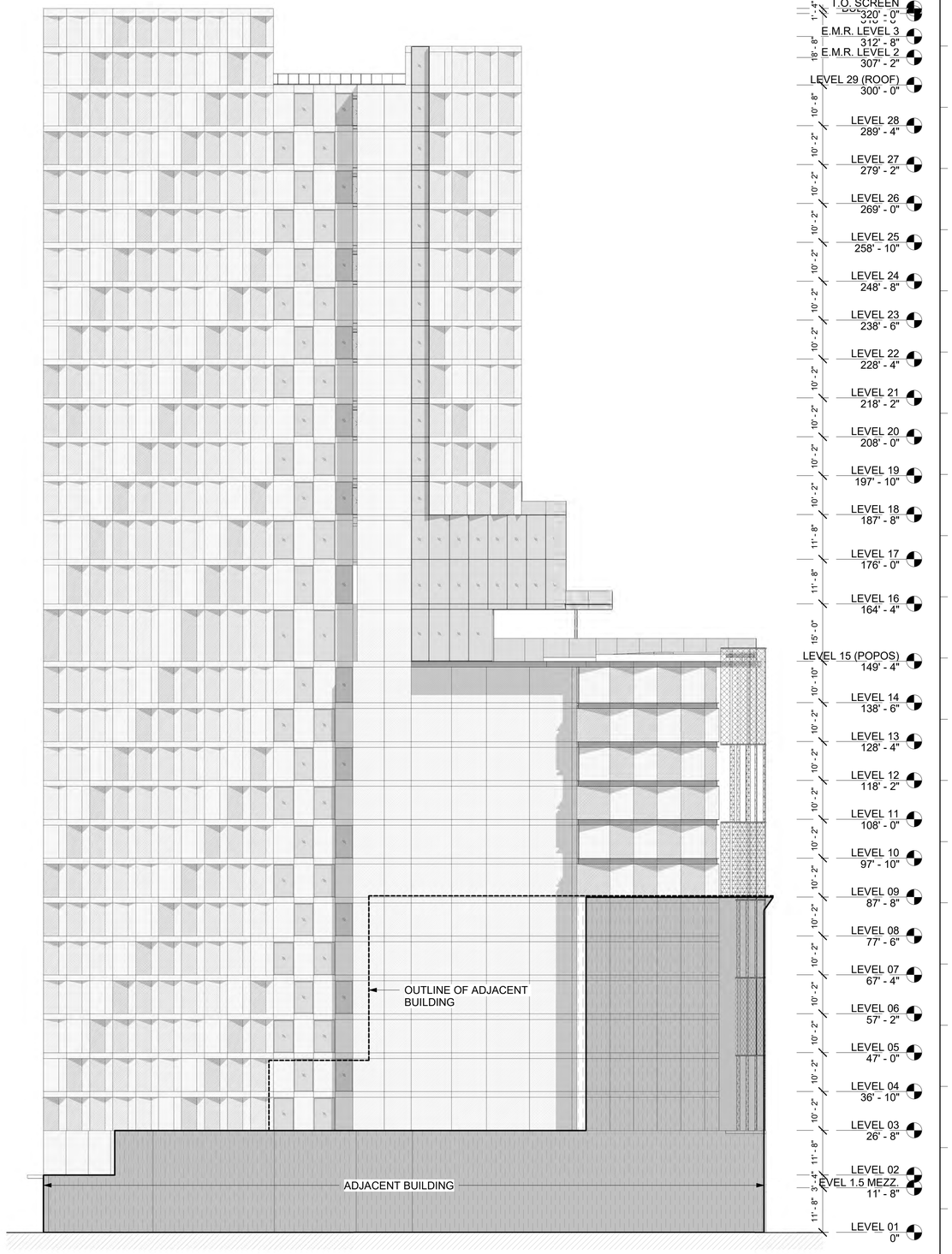
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BUILDING ELEVATIONS

Sheet Number:
A-200.02

Sheet No: of



BUILDING AXONOMETRIC 02



BUILDING ELEVATION - WEST
1/16" = 1'-0" 01

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C-32858
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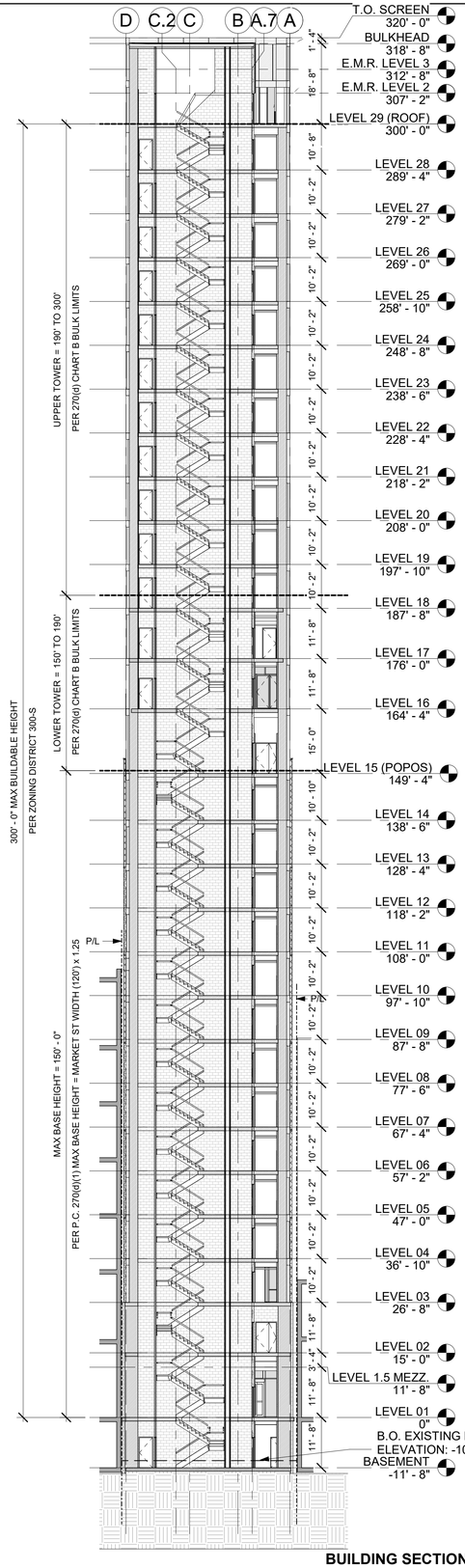


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Drawing Title:
BUILDING ELEVATIONS

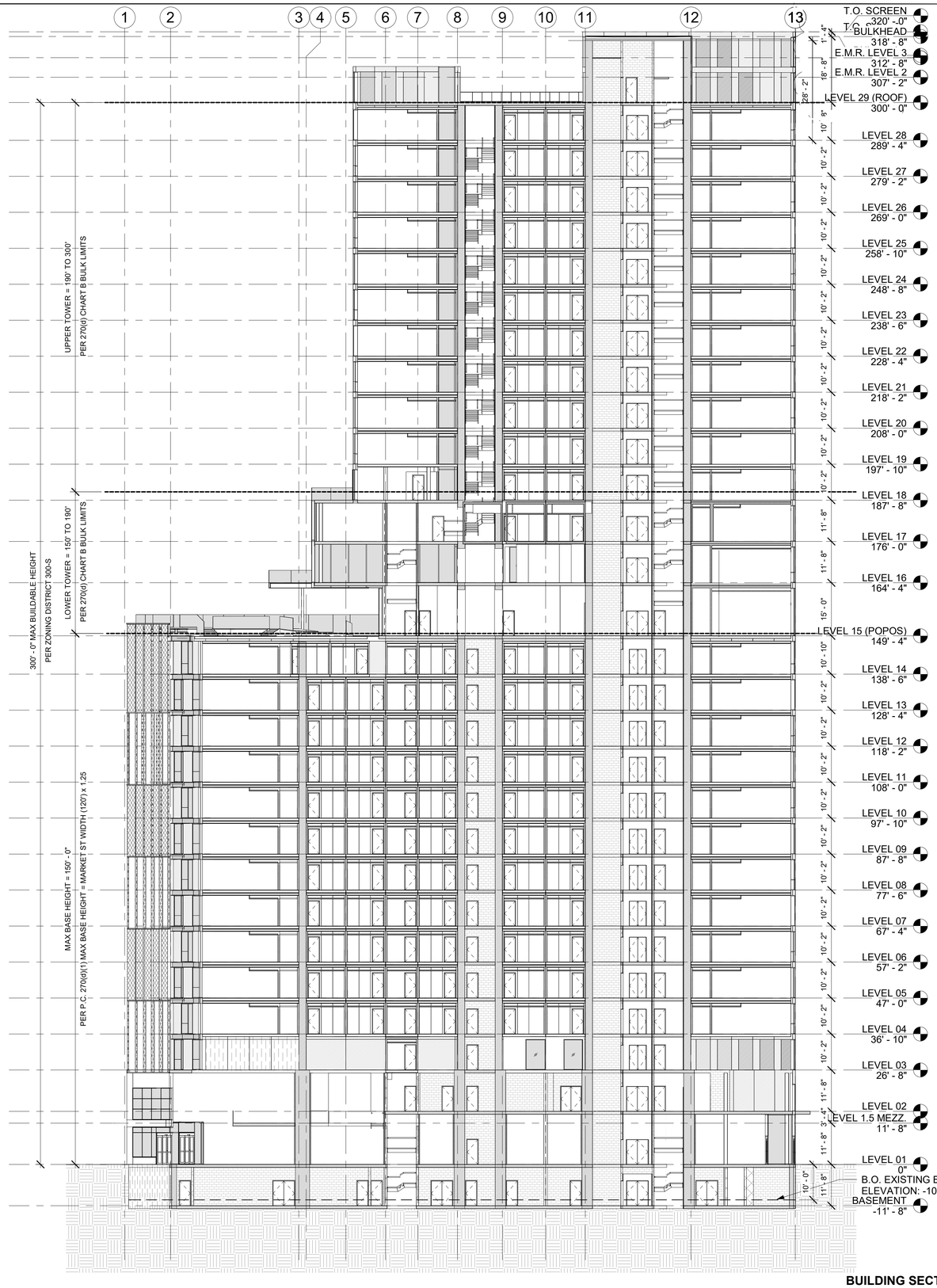
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A-201.01

Sheet No: of



BUILDING SECTION E/W 01
1/16" = 1'-0"

02



BUILDING SECTION N/S 01
1/16" = 1'-0"

01

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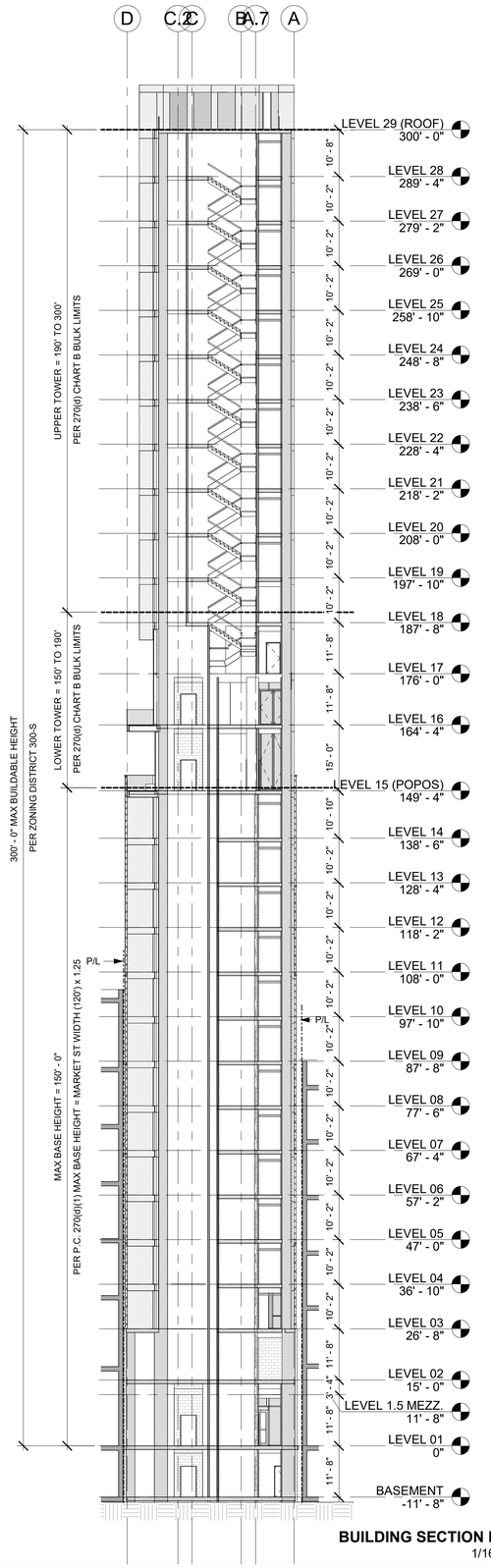


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Scale:	1/16" = 1'-0"
Drawing By:	Author
Checked By:	Checker
Project No:	177

Drawing Title:
BUILDING SECTIONS

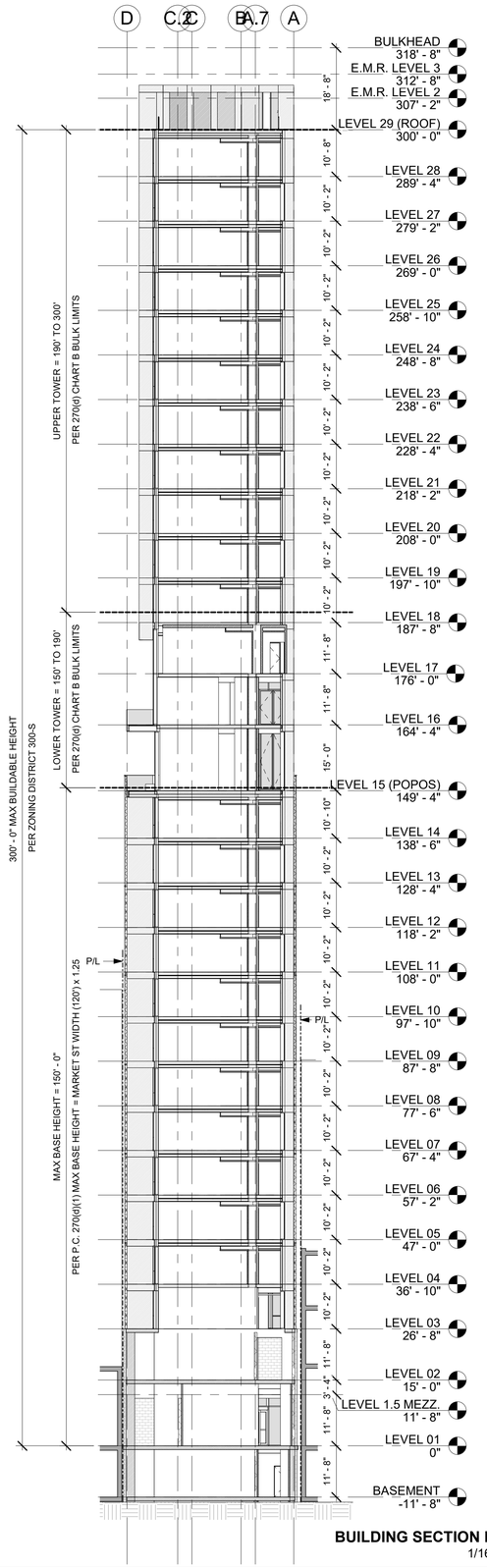
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A-300.01

Sheet No: of



BUILDING SECTION E/W 03
1/16" = 1'-0"

02



BUILDING SECTION E/W 02
1/16" = 1'-0"

01

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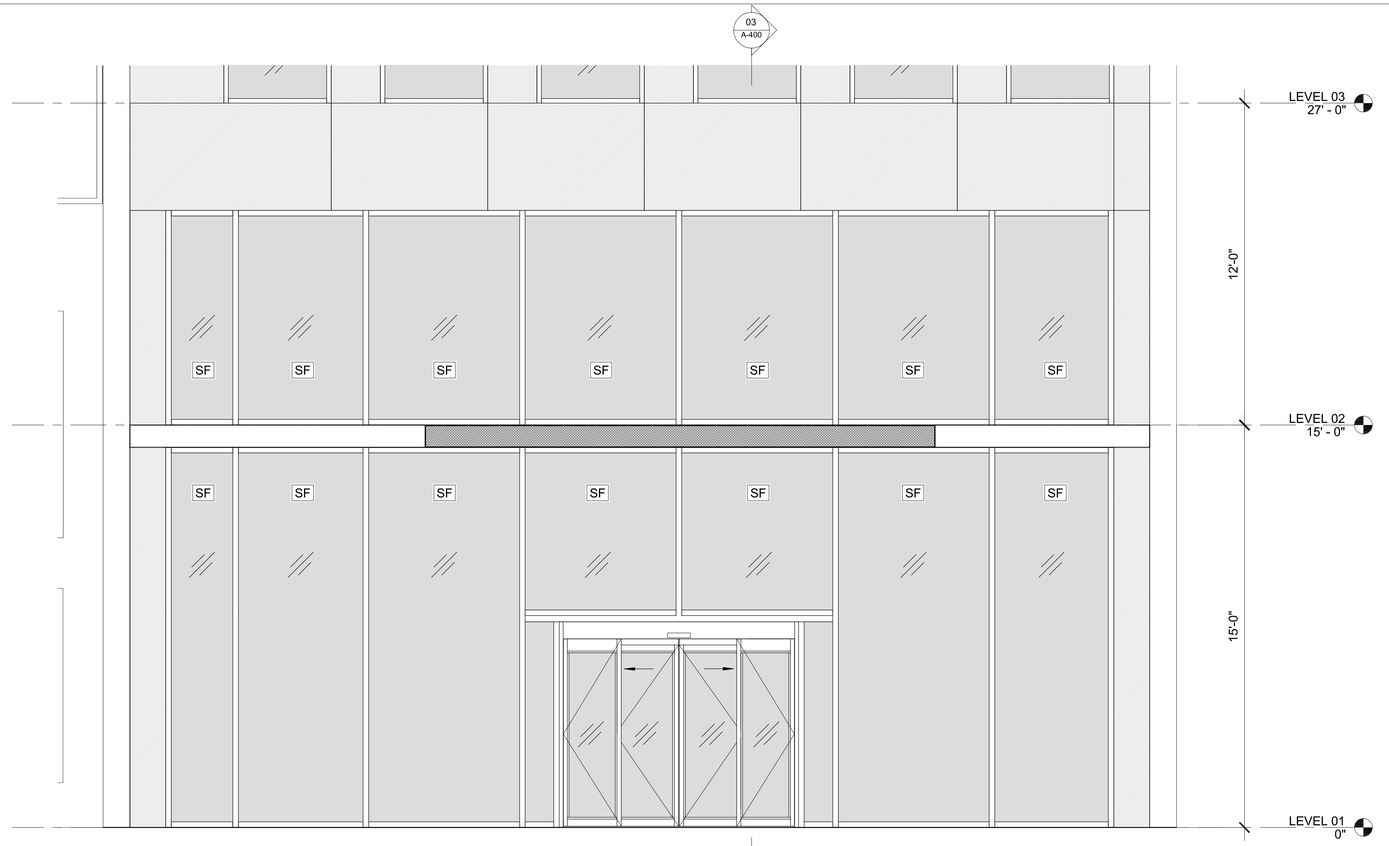


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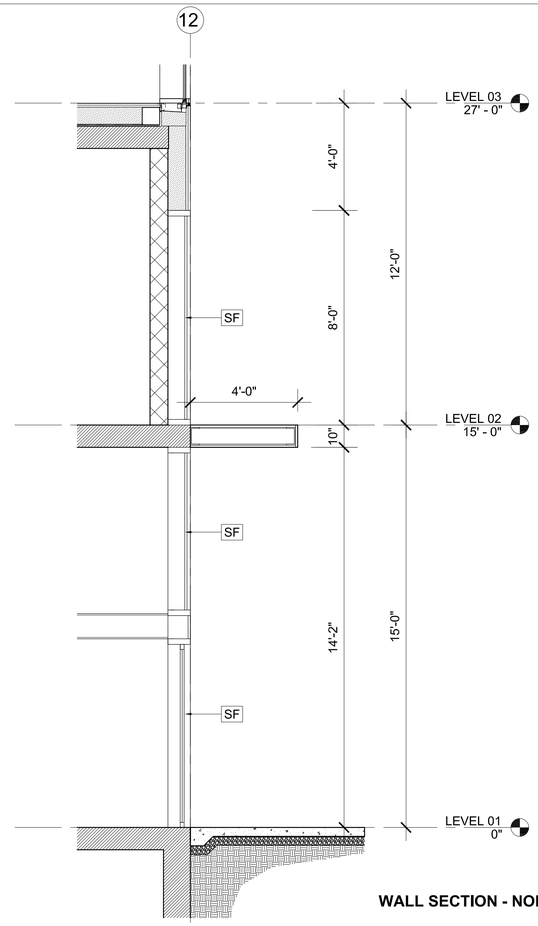
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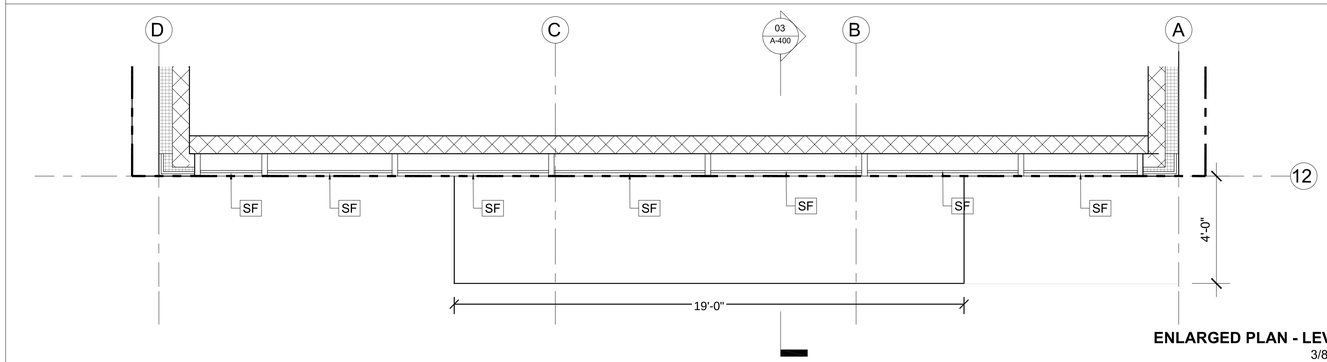
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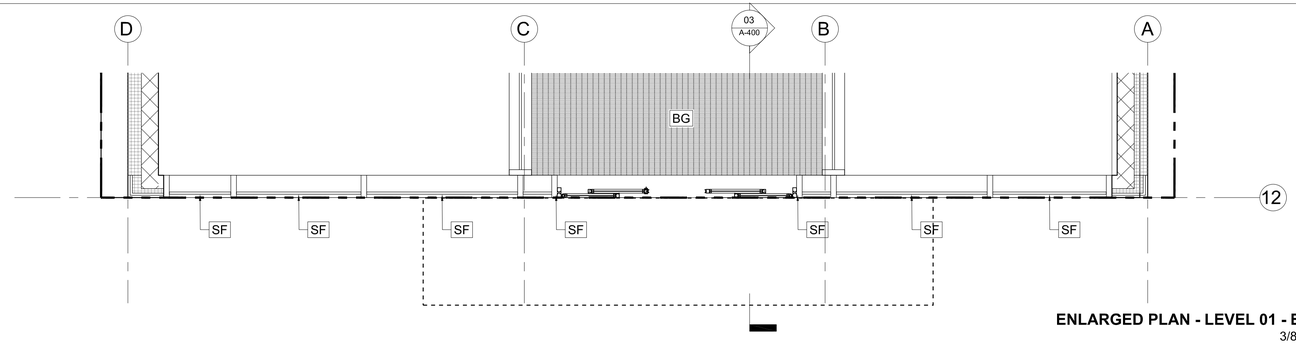
ENLARGED BUILDING ELEVATION - NORTH - ENTRY 04
3/8" = 1'-0"



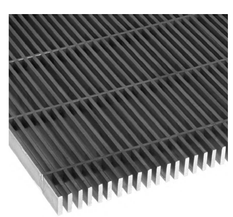
WALL SECTION - NORTH - ENTRY 03
3/8" = 1'-0"



ENLARGED PLAN - LEVEL 02
3/8" = 1'-0"



ENLARGED PLAN - LEVEL 01 - ENTRY
3/8" = 1'-0"



BG
BAR GRATING



SF
STOREFRONT GLASS

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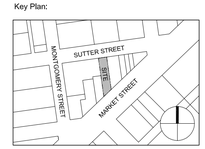
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JASON BUCHNER
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Key Plan:

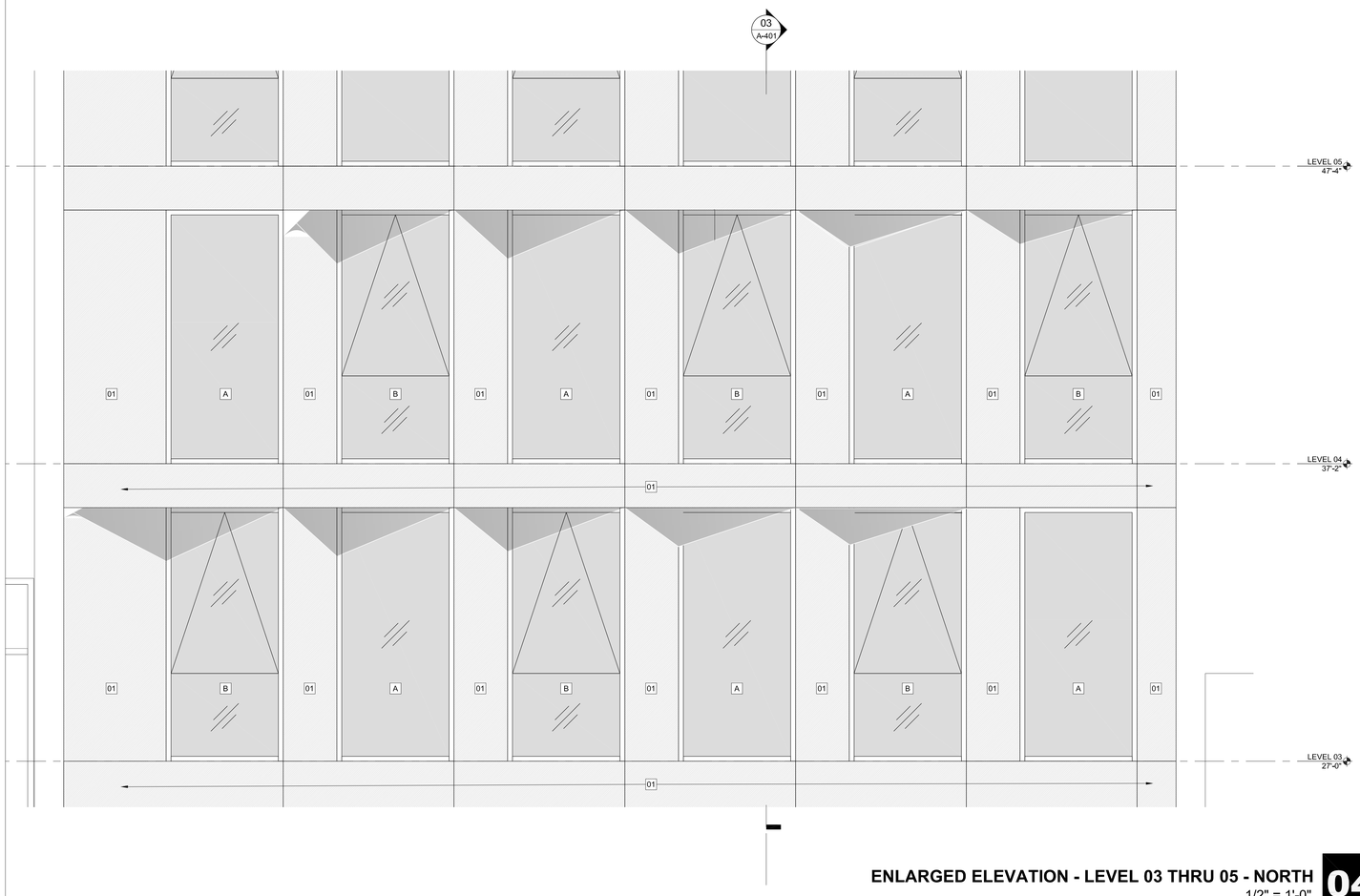


Date: 05/10/2024
Scale: 3/8" = 1'-0"
Drawing By: Author
Checked By: Checker
Project No: 177

Drawing Title:
ENLARGED PLANS, SECTIONS & ELEVATIONS

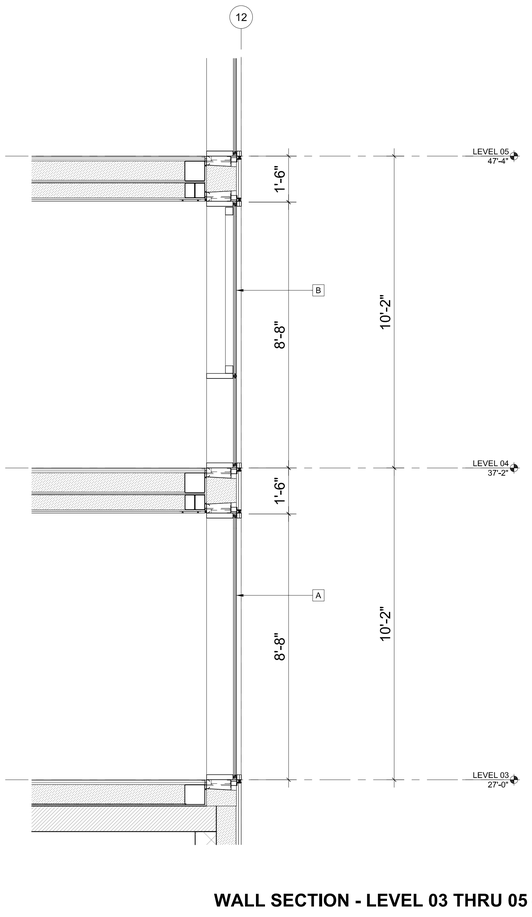
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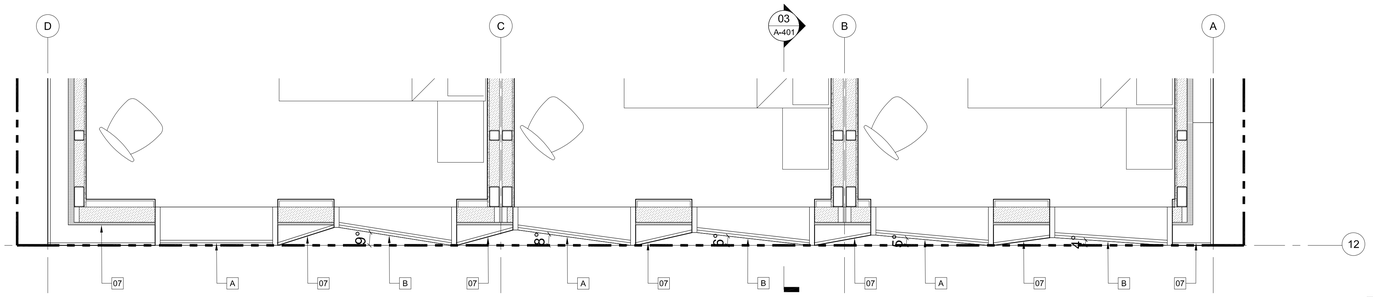
ENLARGED ELEVATION - LEVEL 03 THRU 05 - NORTH
1/2" = 1'-0"

04



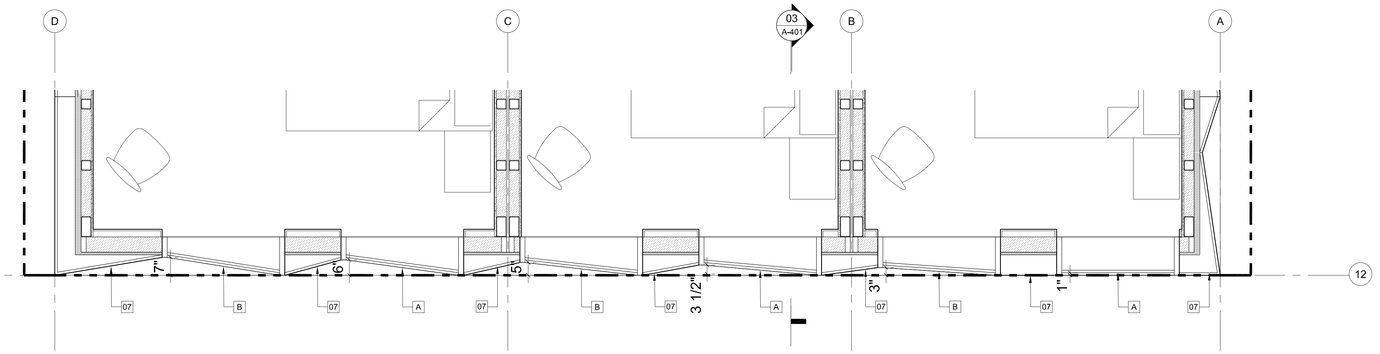
WALL SECTION - LEVEL 03 THRU 05 - NORTH
1/2" = 1'-0"

03



ENLARGED PLAN - LEVEL 04 - NORTH
1/2" = 1'-0"

02



ENLARGED PLAN - LEVEL 03 - NORTH
1/2" = 1'-0"

01



01
EQUITONE
NATURA N164



B
TILT WINDOW WITH FIXED
BOTTOM PANEL



A
FIXED WINDOW

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C-32858
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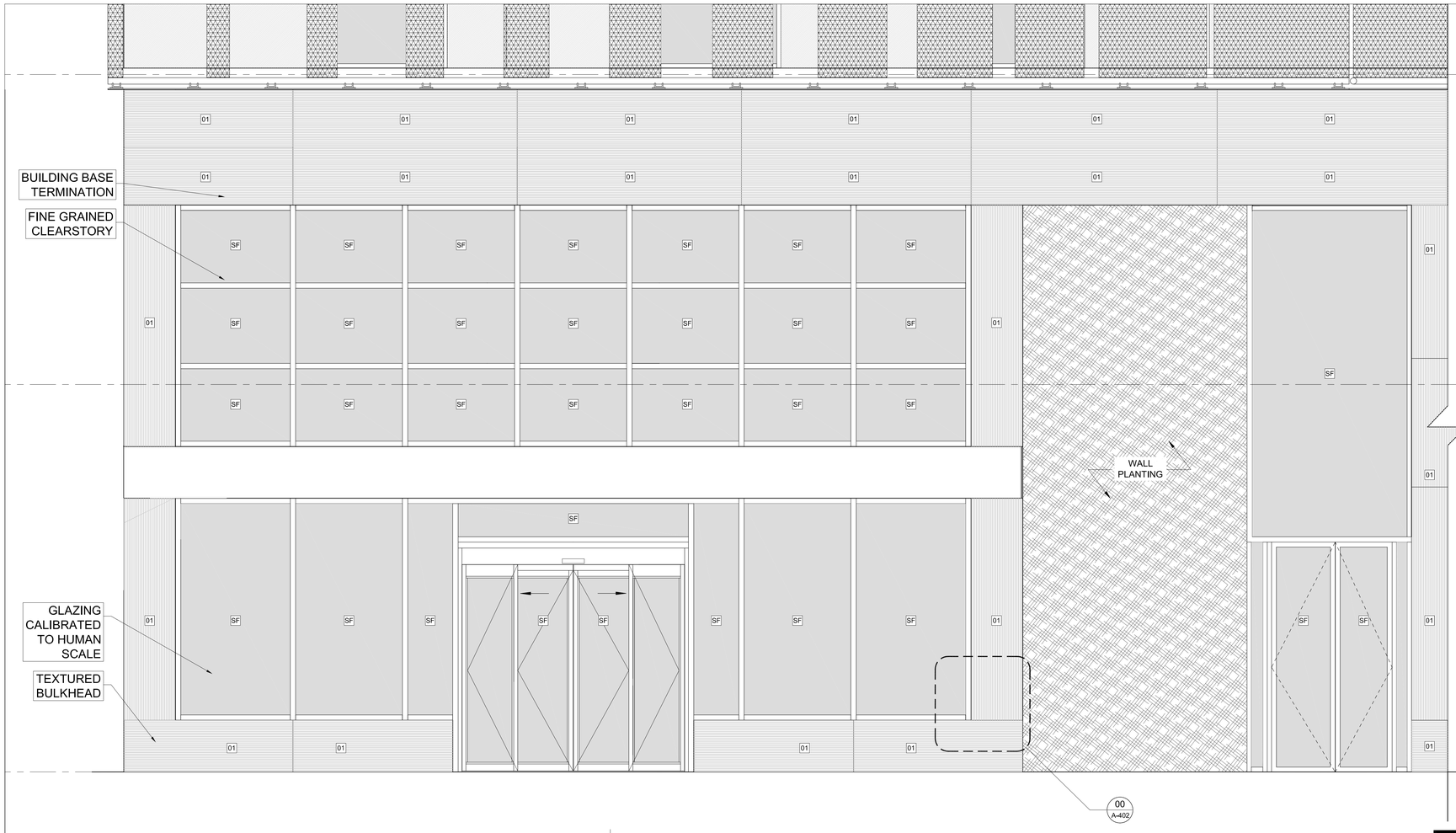


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Project No:	177

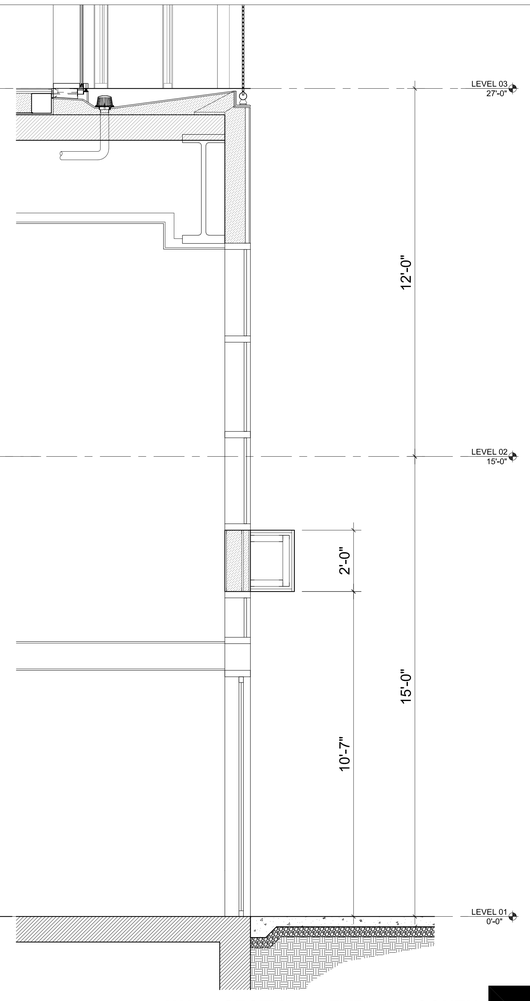
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Sheet Number:
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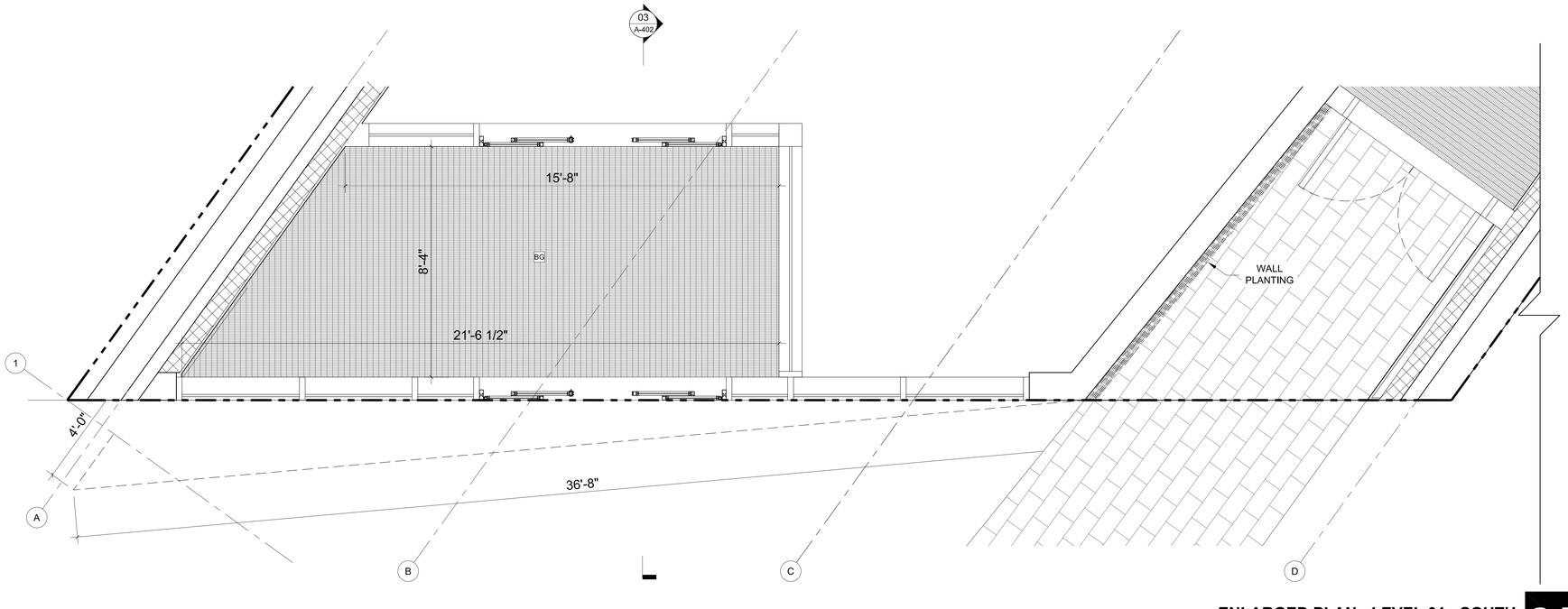
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ENLARGED ELEVATION - LEVEL 01 - SOUTH 03
1/2" = 1'-0"

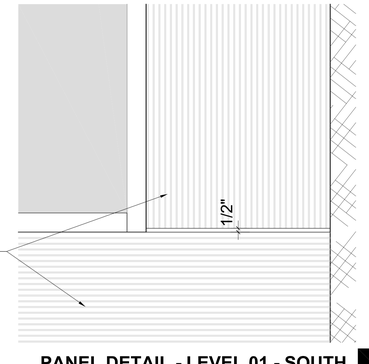


WALL SECTION - LEVEL 01 - SOUTH 02
1/2" = 1'-0"

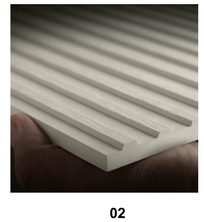


ENLARGED PLAN - LEVEL 01 - SOUTH 01
1/2" = 1'-0"

PANEL TEXTURE ROTATES DEPENDING ON HORIZONTAL OR VERTICAL APPLICATION



PANEL DETAIL - LEVEL 01 - SOUTH 00
1 1/2" = 1'-0"



02
EQUITONE
LINEA LT 90



SF
STOREFRONT
GLASS

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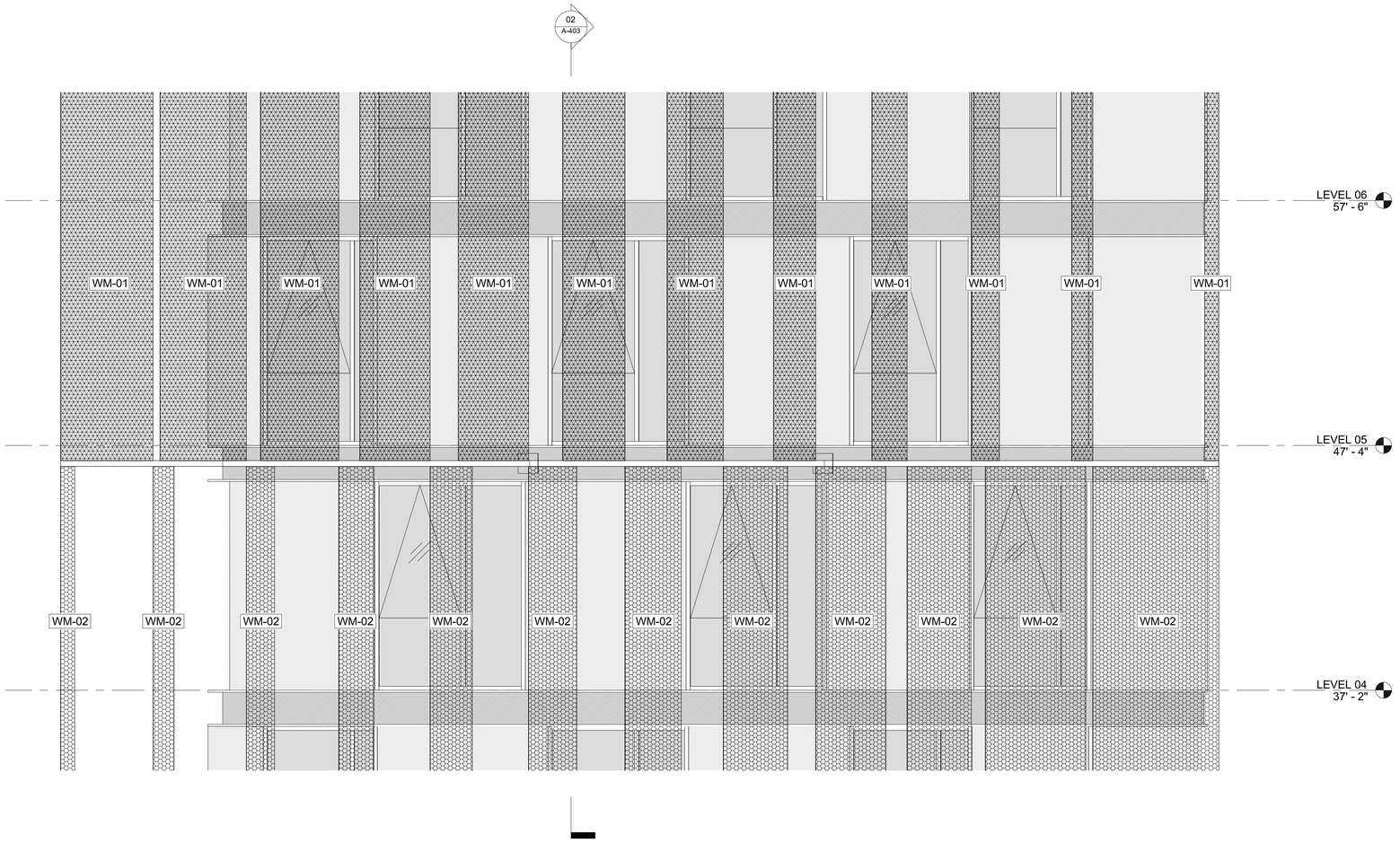


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Drawing By: Author
Checked By: Checker
Project No: 177

Drawing Title:
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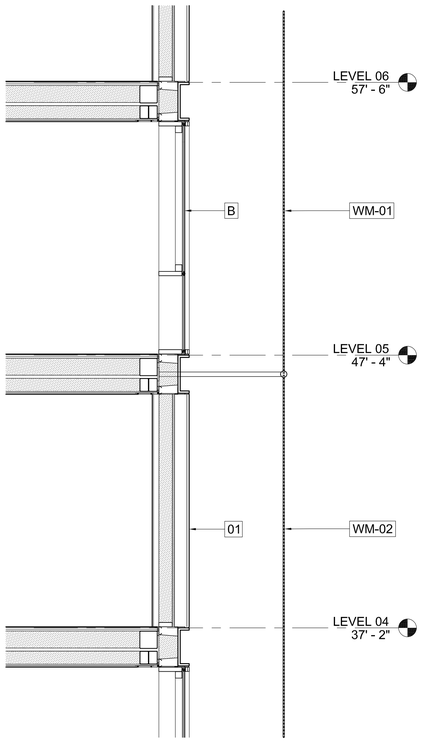
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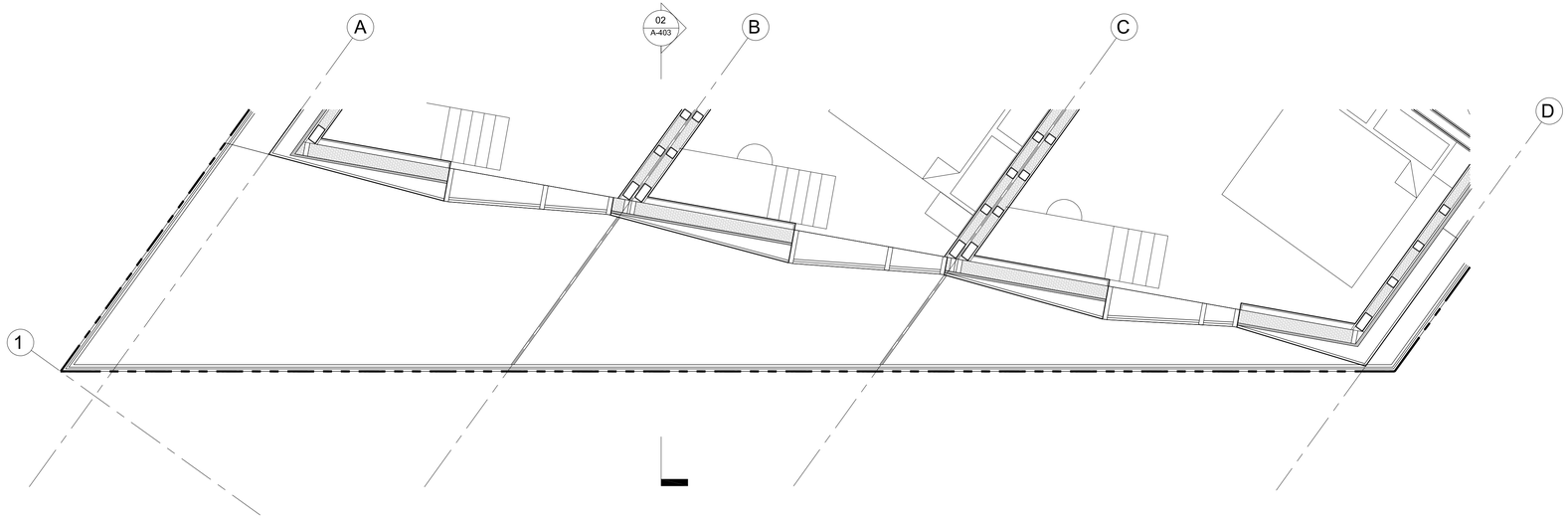
ENLARGED ELEVATION - LEVEL 04 THRU 06 - SOUTH
3/8" = 1'-0"

03



WALL SECTION - LEVEL 04 THRU 06 - SOUTH
3/8" = 1'-0"

02



ENALRGED PLAN - LEVEL 04 - SOUTH

01



WM-01
WIRE MESH - 59%
TRANSPARENCY



WM-02
WIRE MESH - 80%
TRANSPARENCY

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1	10-30-20	RESPONSE TO PLAN CHECK LETTER

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Seal & Signature:
DANIEL KEITH FORSTER, RA N.Y. #040355



Project Title:
570 MARKET STREET
570 MARKET STREET
SAN FRANCISCO, CA

Key Plan:

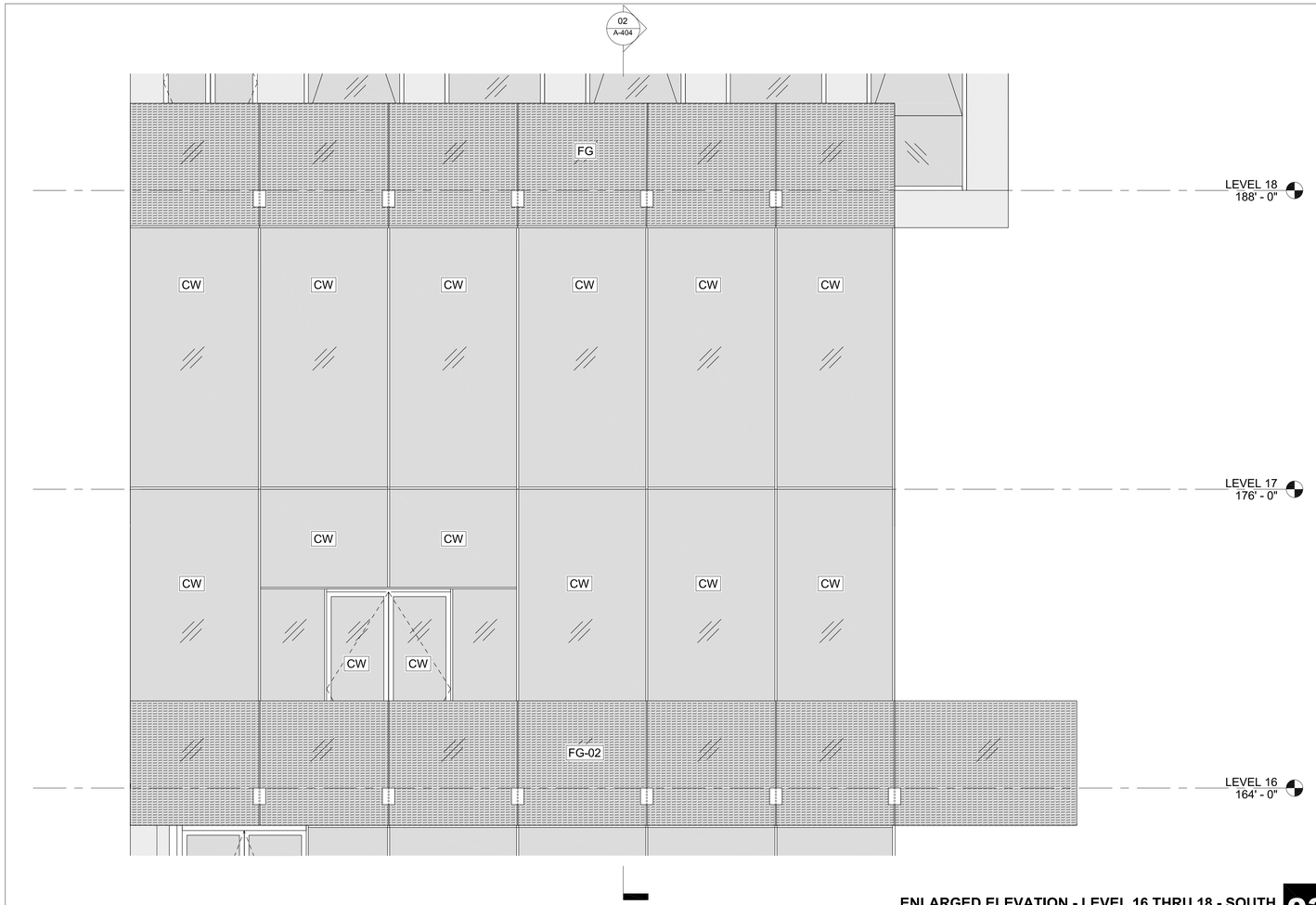


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Drawing By: Author
Checked By: Checker
Project No: 177

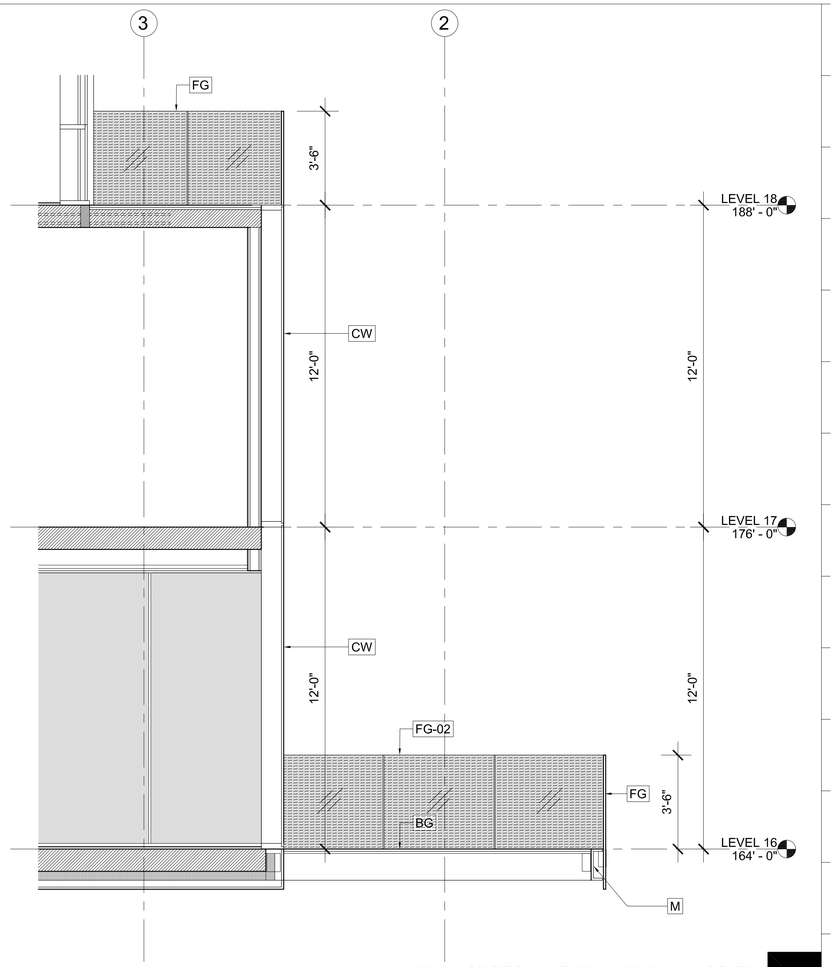
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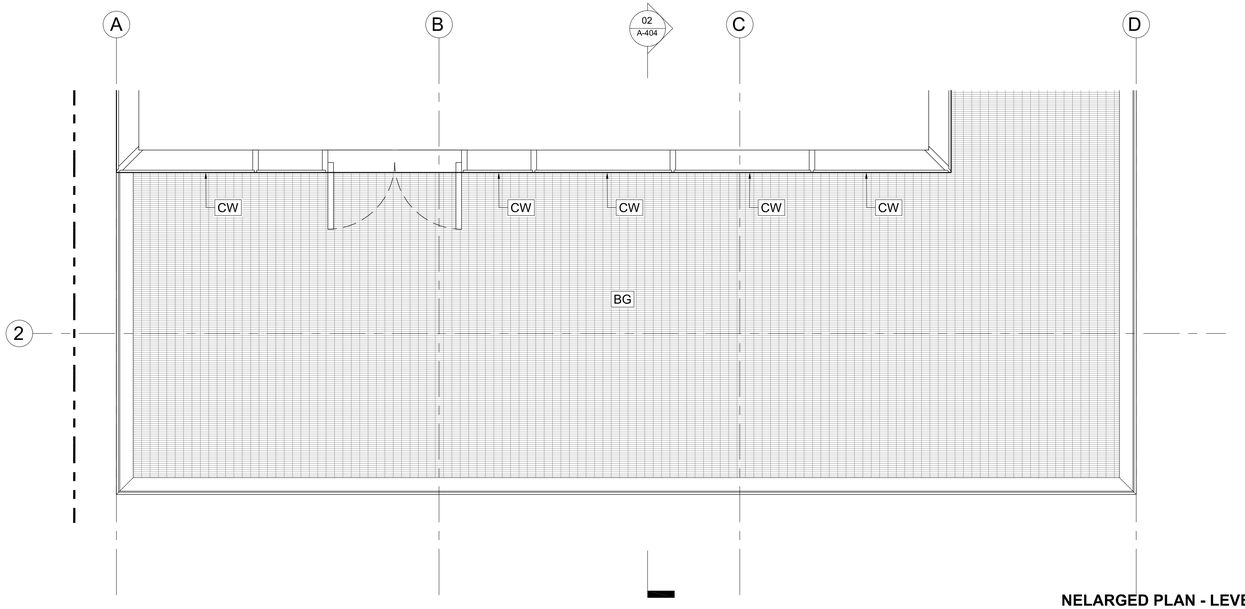
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ENLARGED ELEVATION - LEVEL 16 THRU 18 - SOUTH **03**
3/8" = 1'-0"



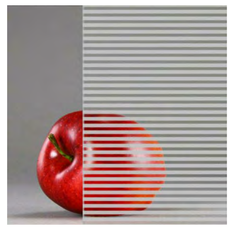
WALL SECTION - LEVEL 16 THRU 18 - SOUTH **02**
3/8" = 1'-0"



NELARGED PLAN - LEVEL 16 - SOUTH **01**
3/8" = 1'-0"



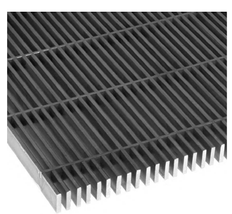
M
SLAB EDGE CAP
GREY STEEL
C-CHANNEL



FG-02
BIRD SAFE
FRITTED GLASS



CW
SSG CURTAIN WALL



BG
BAR GRATING

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JASON BUCHNER
C-32858
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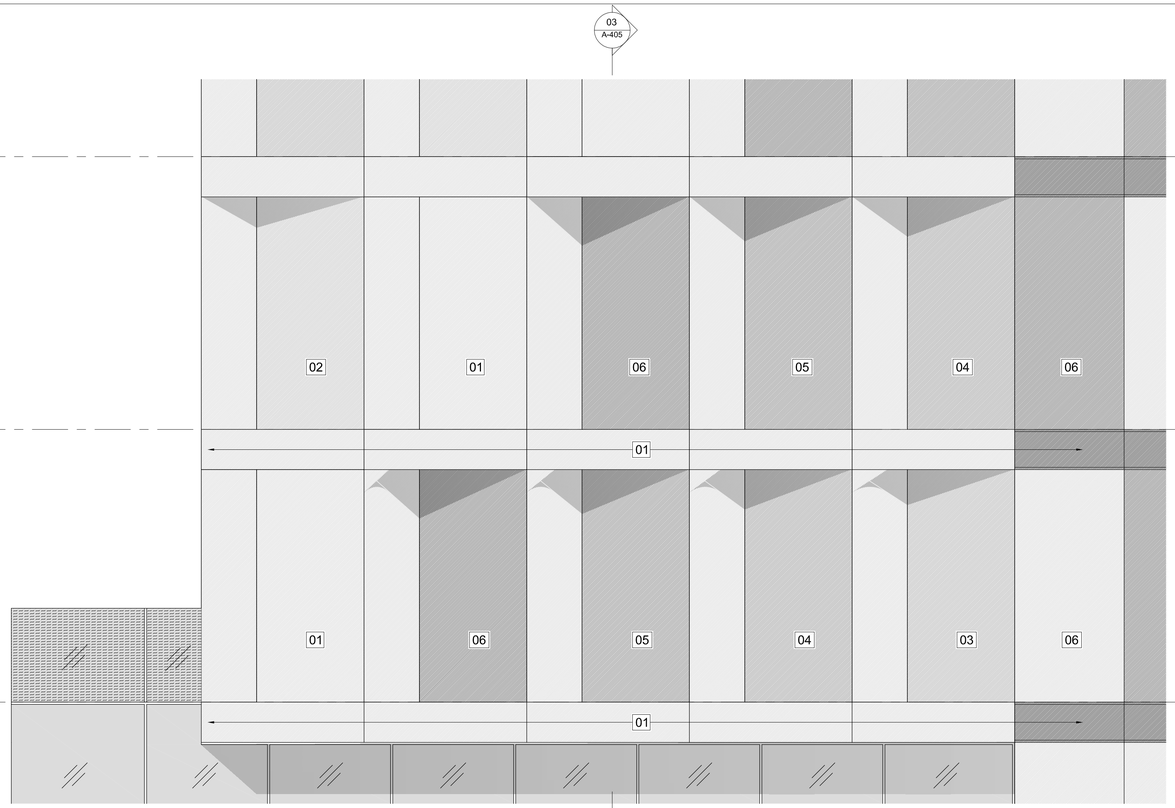


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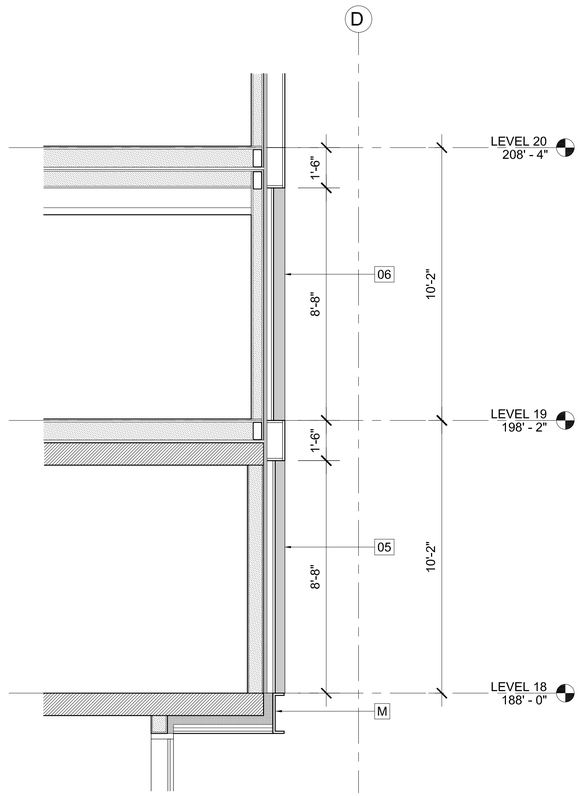
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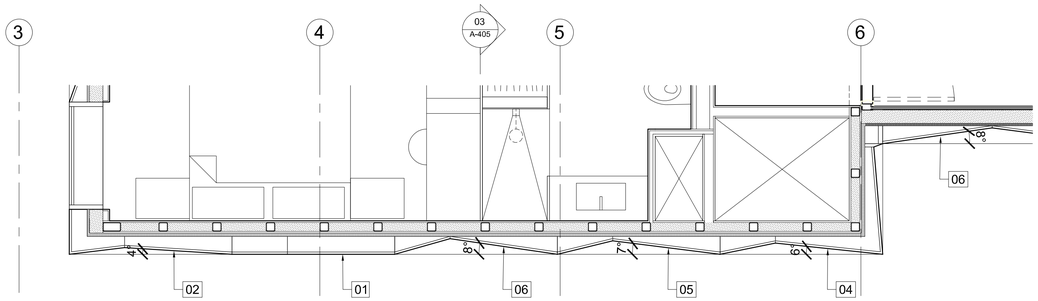
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3/8" = 1'-0"

04



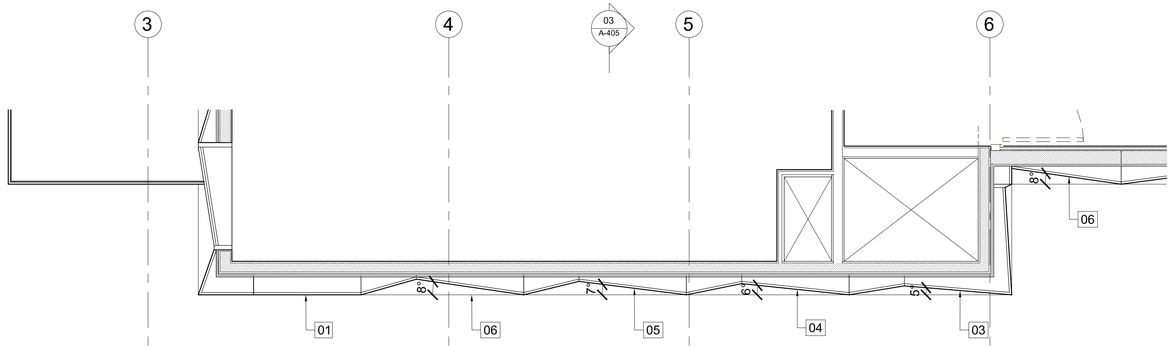
WALL SECTION - LEVEL 18 THRU 19 - EAST

03



ENLARGED PLAN - LEVEL 19 - EAST
3/8" = 1'-0"

02

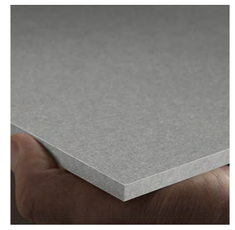


ENLARGED PLAN - LEVEL 18 - EAST
3/8" = 1'-0"

01



06
EQUITONE
NATURA N281



05
EQUITONE
NATURA N252



04
EQUITONE
NATURA N211



03
EQUITONE
NATURA N163



02
EQUITONE
NATURA N161



01
EQUITONE
NATURA N164

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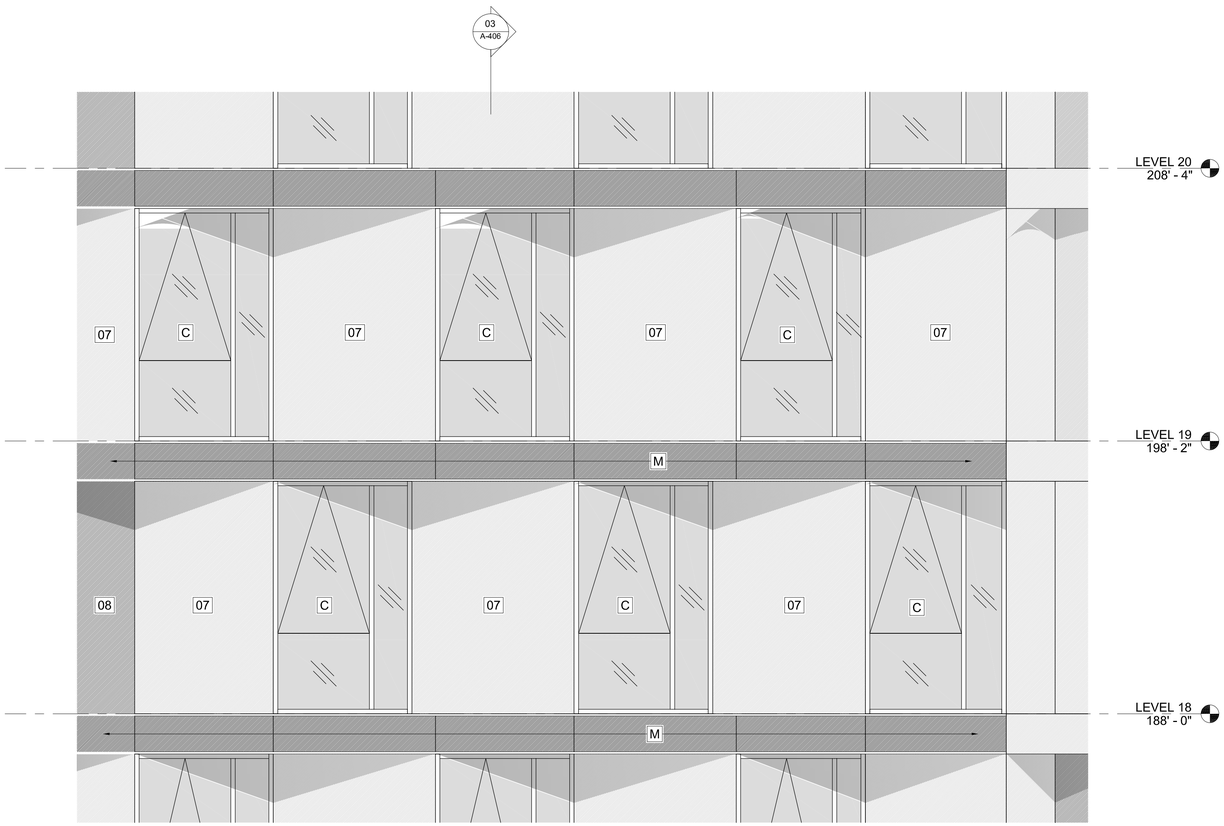


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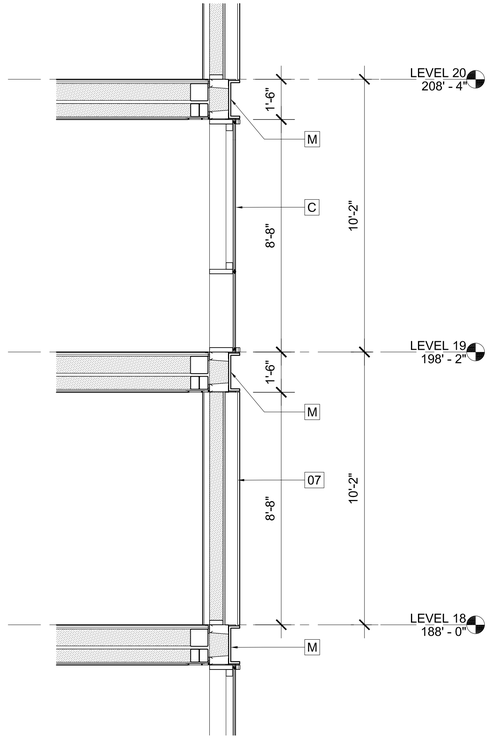
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Sheet Number:
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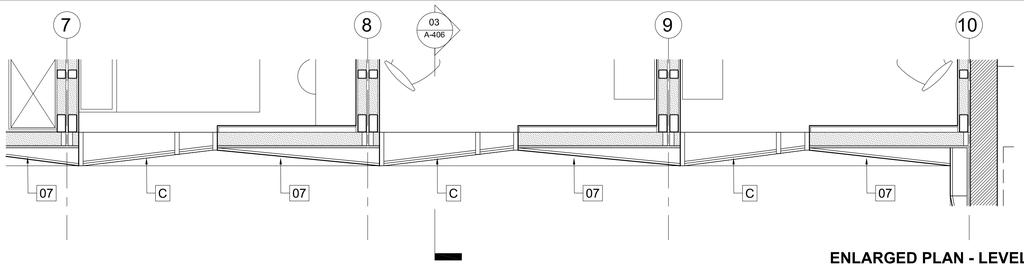
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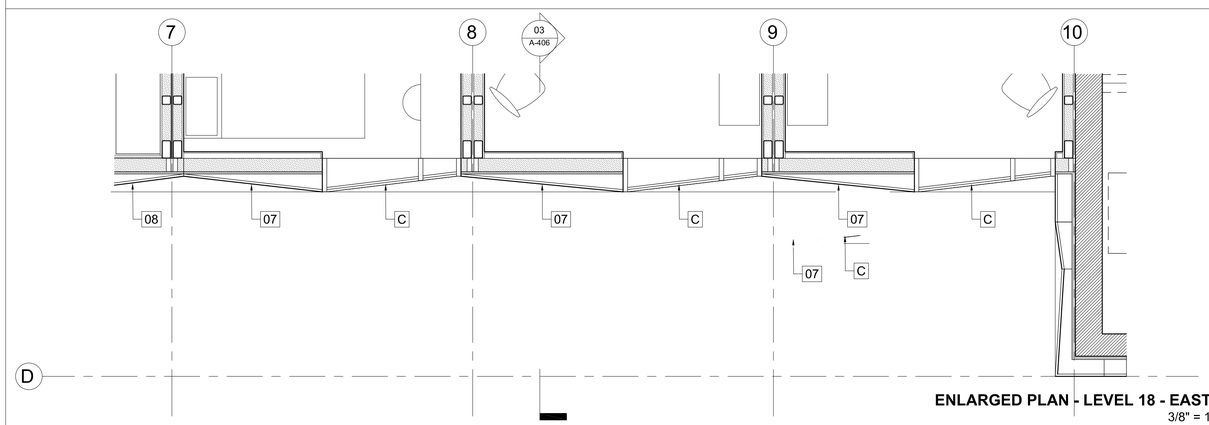
ENLARGED ELEVATION - LEVEL 18 THRU 20 - EAST 02
3/8" = 1'-0"
04



WALL SECTION - LEVEL 18 THRU 20 - EAST 02
3/8" = 1'-0"
03



ENLARGED PLAN - LEVEL 19 - EAST 02
3/8" = 1'-0"
02



ENLARGED PLAN - LEVEL 18 - EAST 02
3/8" = 1'-0"
01



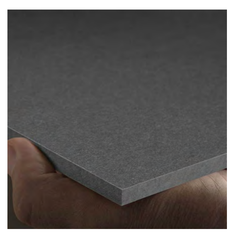
M
SLAB EDGE CAP
GREY STEEL CHANNEL



C
TILT WINDOW WITH
FIXED SIDE AND
BOTTOM PANEL



08
EQUITONE
NATURA N074



07
EQUITONE
NATURA N251

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Key Plan:



Date: 05/10/2024
Scale: 3/8" = 1'-0"
Drawing By: Author
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Project No: 177

Drawing Title:
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MARKET STREET VIEW LOOKING WEST - REVISED MASSING 01

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2	03-04-21	ADDENDUM TO PLAN CHECK LETTER
3	04-12-21	REV. MASSING ADDENDUM TO P.C.L.
4	05-10-24	CONSOLIDATED RESPONSE TO PLAN CHECK LETTER

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RENEWAL DATE
STATE OF CALIFORNIA

Project Title:
570 MARKET STREET
570 MARKET STREET
SAN FRANCISCO, CA

Key Plan:



Date: 05/10/2024
Scale: 12" = 1'-0"
Drawing By: Author
Checked By: Checker
Project No: 177

Drawing Title:
EXTERIOR RENDERING

Sheet Number:
A-900.02

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MARKET STREET VIEW LOOKING WEST - REVISED MASSING 01

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4	05-10-24	CONSOLIDATED RESPONSE TO PLAN CHECK LETTER

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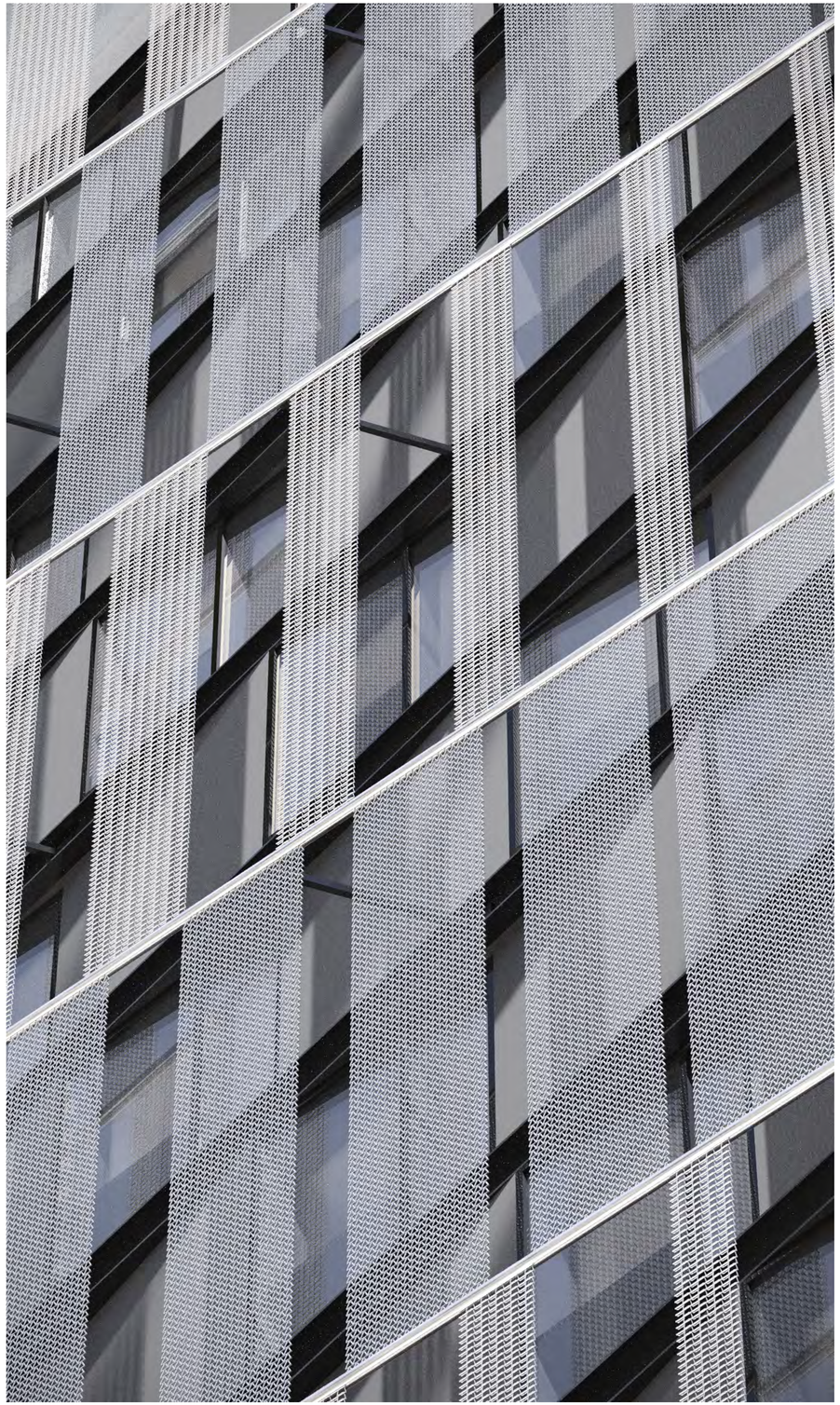


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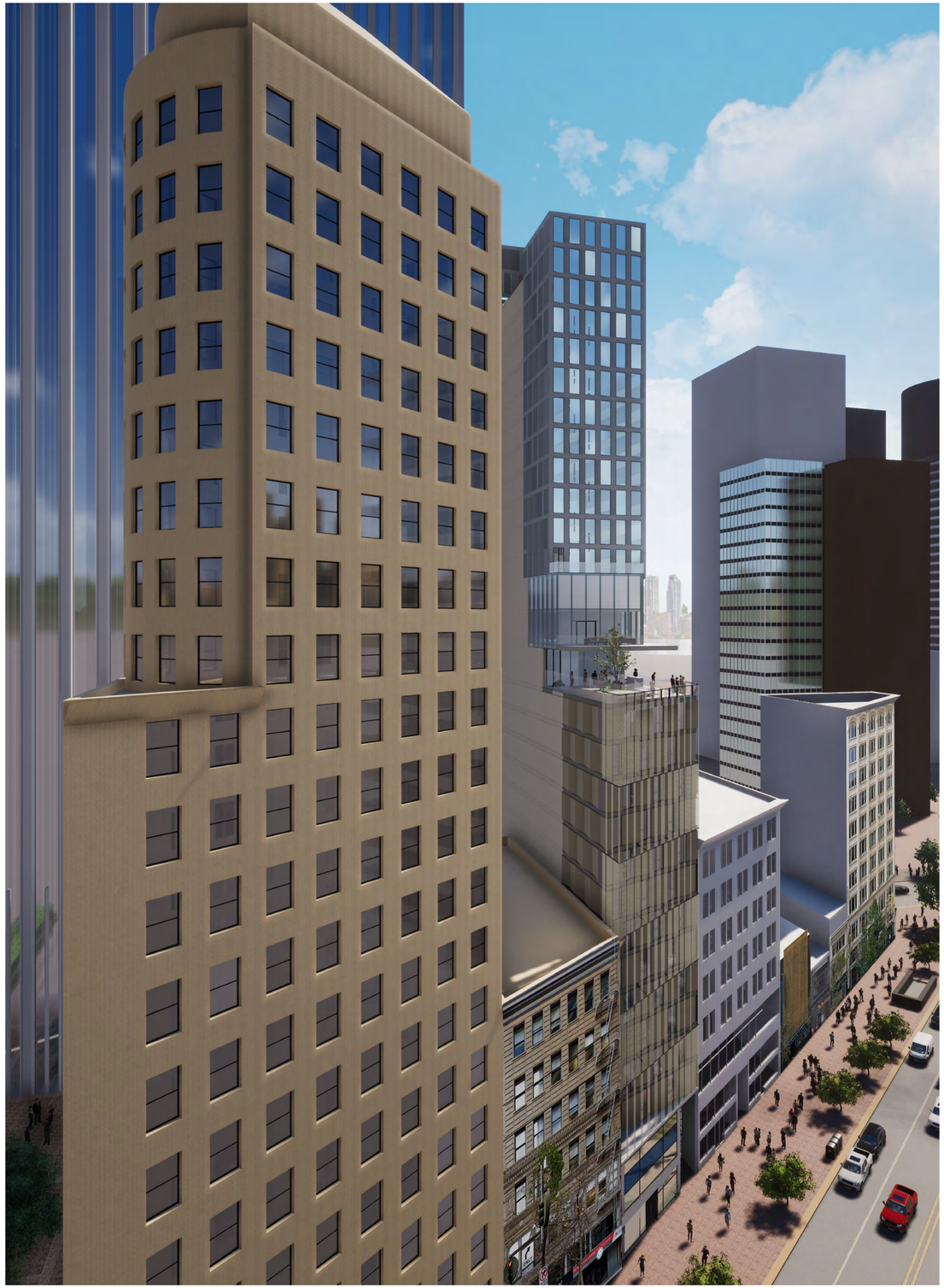
Drawing Title:
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A-901.02

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MARKET STREET SCREEN WALL **02**



MARKET STREET VIEW LOOKING EAST **01**

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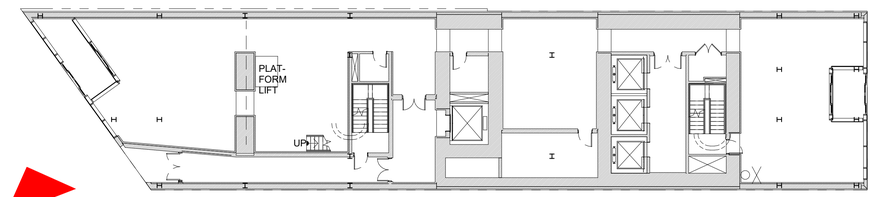
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Checked By: Checker
Project No: 177

Drawing Title:
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KEY PLAN - LEVEL 01 **02**

POPOS ENTRY LOOKING WEST **01**

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Date: 05/10/2024
Scale: As indicated
Drawing By: Author
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Project No: 177

Drawing Title:
POPOS ENTRY RENDERING

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POPOS PLAN 01

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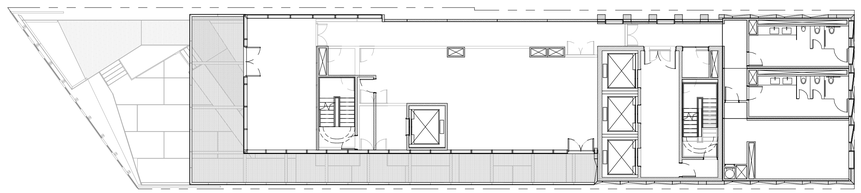
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Project No: 177

Drawing Title:
POPOS RENDERING

Sheet Number:
A-907.00

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KEY PLAN - LEVEL 16
1/16" = 1'-0"

02

POPOS PERSPECTIVE
3" = 1'-0"

01

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570 MARKET STREET
SAN FRANCISCO, CA

Key Plan:



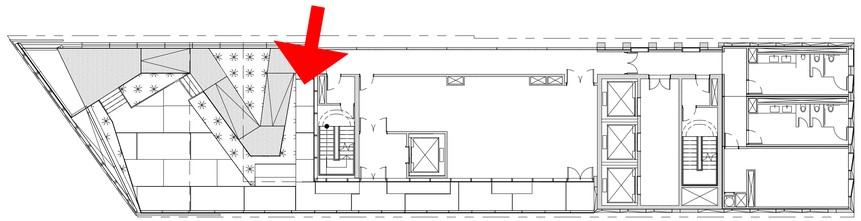
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KEY PLAN - LEVEL 15 POPOS
1/16" = 1'-0"

02

POPOS POV

01

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JASON BUCHNEY
C-32858
10 - 31 - 2025
RENEWAL DATE
STATE OF CALIFORNIA

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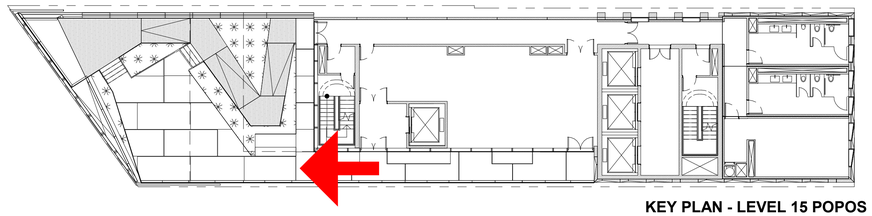
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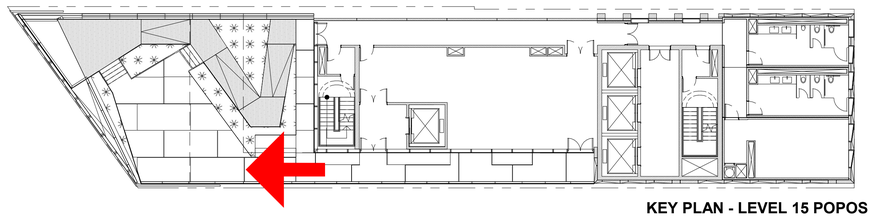
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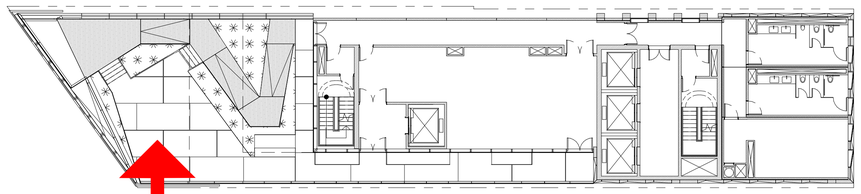
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POPOS POV

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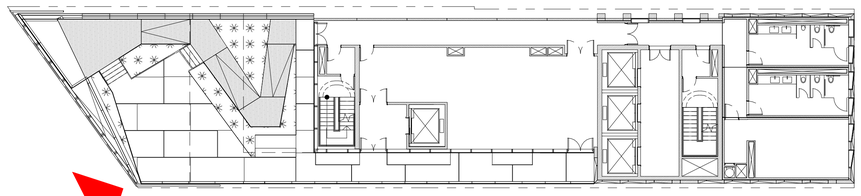
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KEY PLAN - LEVEL 15 POPOS
1/16" = 1'-0"

02

POPOS PERSPECTIVE

01

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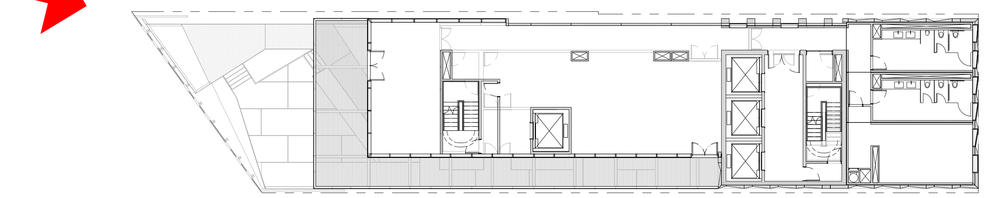
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KEY PLAN - LEVEL 16
1/16" = 1'-0"

02

POPOS PERSPECTIVE

01

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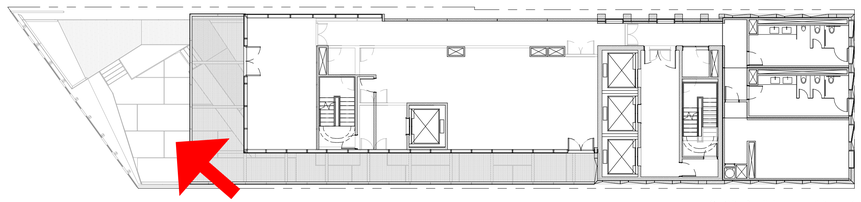
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KEY PLAN - LEVEL 16
1/16" = 1'-0"

02

VIEW OF POPOS FROM 16TH FL TERRACE

01

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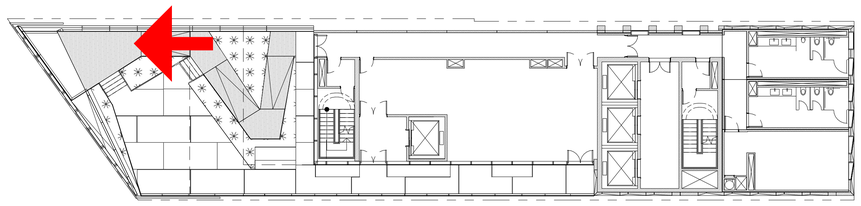
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KEY PLAN - LEVEL 15 POPOS
1/16" = 1'-0"

02

POV OF POPOS OVERLOOK

01

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EXHIBIT B1

COMMERCIAL REAL ESTATE SERVICES

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Executive Vice President
Advisory Practice Leader – West Division
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February 18, 2025

Frank Chiu
Frontier Group LLC
1471 Larkin Street
San Francisco, CA 94109

Re: Market Demand Analysis – Proposed Hotel
570 Market Street
San Francisco, CA 94104
CBRE, Inc. File No. 23US109477-2

Dear Mr. Chiu:

As a follow-up to recent conversations with you and your counsel, Ms. Melinda Sarjapur of Reuben, Junius & Rose, LLP we are pleased to provide a brief addendum to our Market Demand Analysis report dated January 30, 2024 ("Report").

As we understand it, Frontier Group LLC is desirous of constructing a boutique hotel ("Hotel") as part of a redevelopment of an existing building located at 570 Market Street, San Francisco, California, 94104. As part of the Owner's market due diligence, and for planning department approval purposes, you required a firm such as CBRE Hotels Advisory to conduct an independent analysis of the potential market demand of the proposed Hotel. That analysis was completed in the Report and at your request, we are providing a brief overview of the more recent performance of the local lodging market as compared to the figures that were presented in the Report issued approximately one year ago.

In the Report, we provided a summary of historical and projected future performance for the San Francisco MSA lodging market (Upper Priced Hotels) for years 2018 to 2031 from *CBRE Hotels Hotel Horizons®, September – November 2023 Edition*) and presented on the following page. It should be noted that this table includes historical data for occupancy ("OCC"), average daily rate ("ADR") and revenue per available room (RevPAR") as of Q3 2023 for Upper Priced Hotels in San Francisco, San Mateo, and Marin Counties and is generally referred to as the San Francisco MSA lodging market.

SAN FRANCISCO MSA LODGING MARKET *(SEPT-NOV 2023 EDITION)*

A summary of historical performance as of Q3 2023 and projected future performance for the San Francisco MSA lodging market for years 2023 to 2031 is presented below (from *CBRE Hotels Hotel Horizons®, September – November 2023 Edition*) and as presented in the Report.

SAN FRANCISCO MSA LODGING MARKET (UPPER PRICED HOTELS)
HISTORICAL AND PROJECTED PERFORMANCE

Year	Occupancy	Percent Change	ADR	Percent Change	RevPAR	Percent Change
2018	83.4%	-	$291.89	-	$243.29	-
2019	83.9%	0.7%	300.17	2.8%	251.90	3.5%
2020	25.8%	-69.3%	258.17	-14.0%	66.56	-73.6%
2021	38.0%	47.4%	194.99	-24.5%	74.08	11.3%
2022	63.5%	67.2%	258.27	32.5%	164.10	121.5%
2023	65.1%	2.4%	$276.97	7.2%	$180.25	9.8%
2024	67.9%	4.3%	286.03	3.3%	194.19	7.7%
2025	70.3%	3.5%	297.37	4.0%	209.02	7.6%
2026	73.6%	4.8%	315.54	6.1%	232.36	11.2%
2027	75.0%	1.8%	318.97	1.1%	239.23	3.0%
2028	77.4%	3.3%	328.00	2.8%	254.00	6.2%
2029	80.0%	3.3%	336.10	2.5%	268.88	5.9%
2030	82.1%	2.7%	344.52	2.5%	282.99	5.3%
2031	83.4%	1.5%	353.18	2.5%	294.45	4.0%

Source: CBRE Hotels Americas Research, Hotel Horizons 3Q 2023

As indicated above and in the Report, the upper-priced hotels in the San Francisco MSA experienced a 73.6% decrease in RevPAR in 2020 due to the impact of Covid 19 on travel. This was one of the sharpest decreases in RevPAR among the top 25 markets in the nation. The San Francisco market was also one of the slowest markets to recover from the 2020 downturn. As shown above, the upper-priced hotel RevPAR in San Francisco was expected to see an increase of 9.8% to $180.25 in 2023 which would still below pre-pandemic RevPAR. At the time of the Report, market occupancy was forecast to gradually increase over the next several years and anticipated to reach the low 80% range in 2030. The Average Daily Rate (ADR) for upper-priced hotels was not estimated to surpass 2019 levels in nominal terms until 2028.

Since the Report was completed in January 2024, the hotel industry has continued to recover from the effects of the COVID-19 Pandemic. The most recent forecast for the San Francisco MSA, again Upper Priced Hotels only, from *CBRE Hotels Hotel Horizons®, September – November 2024 Edition* which includes year-end 2023 historical performance, and which was prepared in July/August 2024, is presented on the following page.

SAN FRANCISCO MSA LODGING MARKET *(SEPT-NOV 2024 EDITION)*

SAN FRANCISCO MSA LODGING MARKET (UPPER PRICED HOTELS)
HISTORICAL AND PROJECTED PERFORMANCE

Year	Occupancy	Percent Change	ADR	Percent Change	RevPAR	Percent Change
2019	83.9%	-	$299.68	-	$251.31	-
2020	25.6%	-69.4%	255.69	-14.7%	65.51	-73.9%
2021	36.6%	43.0%	206.43	-19.3%	75.62	15.4%
2022	63.3%	72.9%	264.65	28.2%	167.58	121.6%
2023	65.0%	2.6%	281.89	6.5%	183.23	9.3%
2024	64.4%	-1.0%	$271.82	-3.6%	$175.00	-4.5%
2025	67.7%	5.2%	281.09	3.4%	190.33	8.8%
2026	71.4%	5.5%	296.06	5.3%	211.51	11.1%
2027	73.1%	2.4%	299.02	1.0%	218.70	3.4%
2028	75.5%	3.3%	310.50	3.8%	234.52	7.2%
2029	77.9%	3.1%	321.25	3.5%	250.16	6.7%
2030	79.9%	2.6%	330.25	2.8%	263.84	5.5%
2031	81.8%	2.3%	339.54	2.8%	277.57	5.2%
2032	83.4%	2.0%	349.26	2.9%	291.35	5.0%

Source: CBRE Hotels Americas Research, Hotel Horizons 3Q 2024

According to the forecast prepared by CBRE Hotels Research as outlined above, by year-end 2024, the hotels in the Upper Priced Hotels in San Francisco MSA are forecast to see a RevPAR decrease of 4.5 percent. This is the result of an estimated decline in occupancy of 1.0 percent and a 3.6 percent loss in ADR. Looking towards 2025, San Francisco MSA RevPAR is expected to grow 8.8 percent, and an additional 11.1 percent in 2026, more than reversing the one-year decline of 2024. San Francisco MSA occupancy levels are expected to range from 64.4 percent to 83.4 percent during the 9-year forecast period (from 2024-2032).

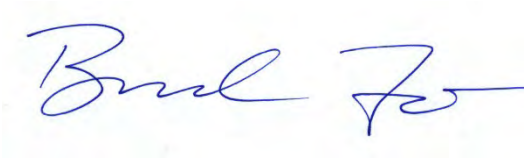
In comparing the forecasts present in the Report with more recent figures, generally we are of the opinion today that although growth in the lodging sector will now be somewhat more muted in the near term although after a projected robust growth in the next 18 to 24 months, the Hotel is anticipated to open into a strong and viable market. This viewpoint is supported by the following:

1) Tech and AI Potential: The growth of AI is contributing to an economic revival in San Francisco.
2) Office-Space Dynamics: Office leasing improved notably in San Francisco in Q4 2024, driven by its strong tech tenant base.
3) Housing Development: Increasing the availability of affordable housing is vital for maintaining the city's workforce and economic growth.
4) Infrastructure Improvements: Enhancing transportation—including the city's historic trolley—and other infrastructure systems will support the region's growth.

5) Cultural and Tourism Appeal: San Francisco's unique culture, diversity and lifestyle continue to attract talent and investment.

Therefore, while we have not completed an updated in-depth analysis of all of the factors potentially impacting future hotel development, we are of the professional opinion that the conclusions set forth in the Report remain valid today given our understanding of the continued growth trajectory of the San Francisco MSA Upper Priced Hotel Market.

Sincerely,



Brandon Feighner
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Advisory Practice Leader – West Division
CBRE Hotels Advisory
T +1 213 613 3373
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TERMS AND CONDITIONS

1. The Terms and Conditions herein are part of an agreement for consulting services (the "Agreement") between CBRE, Inc. (the "Advisor") and the client signing this Agreement, and for whom the consulting services will be performed (the "Client"), and shall be deemed a part of such Agreement as though set forth in full therein. The Agreement shall be governed by the laws of the state where the consulting office is located for the Advisor executing this Agreement.
2. Client shall be responsible for the payment of all fees stipulated in the Agreement. Payment of the consulting fee and preparation of a consulting report (the "Consulting Report, or the "report") are not contingent upon any predetermined value or on an action or event resulting from the analyses, opinions, conclusions, or use of the Consulting Report. Final payment is due as provided in the Proposal Specifications Section of this Agreement. If a draft report is requested, the fee is considered earned upon delivery of the draft report. It is understood that the Client may cancel this assignment in writing at any time prior to delivery of the completed report. In such event, the Client is obligated only for the prorated share of the fee based upon the work completed and expenses incurred (including travel expenses to and from the job site), with a minimum charge of $500. Additional copies of the Consulting Reports are available at a cost of $250 per original color copy and $100 per photocopy (black and white), plus shipping fees of $30 per report.
3. If Advisor is subpoenaed or ordered to give testimony, produce documents or information, or otherwise required or requested by Client or a third party to participate in meetings, phone calls, conferences, litigation or other legal proceedings (including preparation for such proceedings) because of, connected with or in any way pertaining to this engagement, the Consulting Report, the Advisor's expertise, or the Property, Client shall pay Advisor's additional costs and expenses, including but not limited to Advisor's attorneys' fees, and additional time incurred by Advisor based on Advisor's then-prevailing hourly rates and related fees. Such charges include and pertain to, but are not limited to, time spent in preparing for and providing court room testimony, depositions, travel time, mileage and related travel expenses, waiting time, document review and production, and preparation time (excluding preparation of the Consulting Report), meeting participation, and Advisor's other related commitment of time and expertise. Hourly charges and other fees for such participation will be provided upon request. In the event Client requests additional consulting services beyond the scope and purpose stated in the Agreement, Client agrees to pay additional fees for such services and to reimburse related expenses, whether or not the completed report has been delivered to Client at the time of such request.
4. Advisor shall have the right to terminate this Agreement at any time for cause effective immediately upon written notice to Client on the occurrence of fraud or the willful misconduct of Client, its employees or agents, or without cause upon 30 days written notice.
5. In the event Client fails to make payments when due then, from the date due until paid, the amount due and payable shall bear interest at the maximum rate permitted in the state where the office is located for the Advisor executing the Agreement. In the event either party institutes legal action against the other to enforce its rights under this Agreement, the prevailing party shall be entitled to recover its reasonable attorney's fees and expenses. Each party waives the right to a trial by jury in any action arising under this Agreement.
6. Advisor assumes there are no major or significant items or issues affecting the Property that would require the expertise of a professional building contractor, engineer, or environmental consultant for Advisor to prepare a valid report. Client acknowledges that such additional expertise is not covered in the Appraisal fee and agrees that, if such additional expertise is required, it shall be provided by others at the discretion and direction of the Client, and solely at Client's additional cost and expense.
7. In the event of any dispute between Client and Advisor relating to this Agreement, or Advisor's or Client's performance hereunder, Advisor and Client agree that such dispute shall be resolved by means of binding arbitration in accordance with the commercial arbitration rules of the American Arbitration Association, and judgment upon the award rendered by an arbitrator may be entered in any court of competent jurisdiction. Depositions may be taken and other discovery obtained during such arbitration proceedings to the same extent as authorized in civil judicial proceedings in the state where the office of the Advisor executing this Agreement is located. The arbitrator shall be limited to awarding compensatory damages and shall have no authority to award punitive, exemplary or similar damages. The prevailing party in the arbitration proceeding shall be entitled to recover its expenses from the losing party, including costs of the arbitration proceeding, and reasonable attorney's fees. Client acknowledges that Advisor is being retained hereunder as an independent contractor to perform the services described herein and nothing in this Agreement shall be deemed to create any other relationship between Client and Advisor. This engagement shall be deemed concluded and the services hereunder completed upon delivery to Client of the Consulting Report discussed herein.
8. All statements of fact in the report which are used as the basis of the Advisor's analyses, opinions, and conclusions will be true and correct to Advisor's actual knowledge and belief. Advisor does not make any representation or warranty, express or implied, as to the accuracy or completeness of the information or the condition of the Property furnished to Advisor by Client or others. TO THE FULLEST EXTENT PERMITTED BY LAW, ADVISOR DISCLAIMS ANY GUARANTEE OR WARRANTY AS TO THE OPINIONS AND CONCLUSIONS PRESENTED ORALLY OR IN ANY CONSULTING REPORT, INCLUDING WITHOUT LIMITATION ANY WARRANTY OF FITNESS FOR ANY PARTICULAR PURPOSE EVEN IF KNOWN TO ADVISOR. Furthermore, the conclusions and any permitted reliance on and use of the Consulting Report shall be subject to the assumptions, limitations, and qualifying statements contained in the report.

Terms and Conditions
(continued)

9. Advisor shall have no responsibility for legal matters, including zoning, or questions of survey or title, soil or subsoil conditions, engineering, or other similar technical matters. The report will not constitute a survey of the Property analyzed.
10. Client shall provide Advisor with such materials with respect to the assignment as are requested by Advisor and in the possession or under the control of Client. Client shall provide Advisor with sufficient access to the Property to be analyzed, and hereby grants permission for entry unless discussed in advance to the contrary.
11. The data gathered in the course of the assignment (except data furnished by Client) and the report prepared pursuant to the Agreement are, and will remain, the property of Advisor. With respect to data provided by Client, Advisor shall not violate the confidential nature of the Advisor-Client relationship by improperly disclosing any proprietary information furnished to Advisor. Notwithstanding the foregoing, Advisor is authorized by Client to disclose all or any portion of the report and related data as may be required by statute, government regulation, legal process, or judicial decree, including to appropriate representatives of the Appraisal Institute if such disclosure is required to enable Advisor to comply with the Bylaws and Regulations of such Institute as now or hereafter in effect.
12. Unless specifically noted, in preparing the Consulting Report the Advisor will not be considering the possible existence of asbestos, PCB transformers, or other toxic, hazardous, or contaminated substances and/or underground storage tanks (collectively, "Hazardous Material) on or affecting the Property, or the cost of encapsulation or removal thereof. Further, Client represents that there is no major or significant deferred maintenance of the Property that would require the expertise of a professional cost estimator or contractor. If such repairs are needed, the estimates are to be prepared by others, at Client's discretion and direction, and are not covered as part of the Appraisal fee.
13. In the event Client intends to use the Consulting Report in connection with a tax matter, Client acknowledges that Advisor provides no warranty, representation or prediction as to the outcome of such tax matter. Client understands and acknowledges that any relevant taxing authority (whether the Internal Revenue Service or any other federal, state or local taxing authority) may disagree with or reject the Consulting Report or otherwise disagree with Client's tax position, and further understands and acknowledges that the taxing authority may seek to collect additional taxes, interest, penalties or fees from Client beyond what may be suggested by the Consulting Report. Client agrees that Advisor shall have no responsibility or liability to Client or any other party for any such taxes, interest, penalties or fees and that Client will not seek damages or other compensation from Advisor relating to any such taxes, interest, penalties or fees imposed on Client, or for any attorneys' fees, costs or other expenses relating to Client's tax matters.
14. Advisor shall have no liability with respect to any loss, damage, claim or expense incurred by or asserted against Client arising out of, based upon or resulting from Client's failure to provide accurate or complete information or documentation pertaining to an assignment ordered under or in connection with this Agreement, including Client's failure, or the failure of any of Client's agents, to provide a complete copy of the Consulting Report to any third party.
15. LIMITATION OF LIABILITY. EXCEPT TO THE EXTENT ARISING FROM SECTION 16 BELOW, OR SECTION 17 IF APPLICABLE, IN NO EVENT SHALL EITHER PARTY OR ANY OF ITS AFFILIATE, OFFICERS, DIRECTORS, EMPLOYEES, AGENTS, OR CONTRACTORS BE LIABLE TO THE OTHER, WHETHER BASED IN CONTRACT, WARRANTY, INDEMNITY, NEGLIGENCE, STRICT LIABILITY OR OTHER TORT OR OTHERWISE, FOR ANY SPECIAL, CONSEQUENTIAL, PUNITIVE, INCIDENTAL OR INDIRECT DAMAGES, AND AGGREGATE DAMAGES IN CONNECTION WITH THIS AGREEMENT FOR EITHER PARTY (EXCLUDING THE OBLIGATION TO PAY THE FEES REQUIRED HEREUNDER) SHALL NOT EXCEED THE GREATER OF THE TOTAL FEES PAYABLE TO ADVISOR UNDER THIS AGREEMENT OR TEN THOUSAND DOLLARS ($10,000). THIS LIABILITY LIMITATION SHALL NOT APPLY IN THE EVENT OF A FINAL FINDING BY AN ARBITRATOR OR A COURT OF COMPETENT JURISDICTION THAT SUCH LIABILITY IS THE RESULT OF A PARTY'S FRAUD OR WILLFUL MISCONDUCT.
16. Client shall not disseminate, distribute, make available or otherwise provide any Consulting Report prepared hereunder to any third party (including without limitation, incorporating or referencing the Consulting Report , in whole or in part, in any offering or other material intended for review by other parties) except to (i) any third party expressly acknowledged in a signed writing by Advisor as an "Intended User" of the Consulting Report provided that either Advisor has received an acceptable release from such third party with respect to such Consulting Report or Client provides acceptable indemnity protections to Advisor against any claims resulting from the distribution of the Consulting Report to such third party, (ii) any third party service provider (including rating agencies and auditors) using the Consulting Report in the course of providing services for the sole benefit of an Intended User, or (iii) as required by statute, government regulation, legal process, or judicial decree. In the event Advisor consents, in writing, to Client incorporating or referencing the Consulting Report in any offering or other materials intended for review by other parties, Client shall not distribute, file, or otherwise make such materials available to any such parties unless and until Client has provided Advisor with complete copies of such materials and Advisor has approved all such materials in writing. Client shall not modify any such materials once approved by Advisor. In the absence of satisfying the conditions of this paragraph with respect to a party who is not designated as an Intended User, in no event shall the receipt of a Consulting Report by such party extend any right to the party to use and rely on such report, and Advisor shall have no liability for such unauthorized use and reliance on any Consulting Report. In the event Client breaches the provisions of this paragraph, Client shall indemnify, defend and hold Advisor, and its affiliates and their officers, directors, employees, contractors, agents and other representatives (Advisor and each of the foregoing an "Indemnified Party" and collectively the "Indemnified Parties"), fully harmless from and

against all losses, liabilities, damages and expenses (collectively, "Damages") claimed against, sustained or incurred by any Indemnified Party arising out of or in connection with such breach, regardless of any negligence on the part of any Indemnified Party in preparing the Consulting Report.

17. In the event an Intended User incorporates or references the Consulting Report, in whole or in part, in any offering or other material intended for review by other parties, Client shall indemnify, defend and hold each of the Indemnified Parties harmless from and against any Damages in connection with (i) any transaction contemplated by this Agreement or in connection with the consulting or the engagement of or performance of services by any Indemnified Party hereunder, (ii) any actual or alleged untrue statement of a material fact, or the actual or alleged failure to state a material fact necessary to make a statement not misleading in light of the circumstances under which it was made with respect to all information furnished to any Indemnified Party or made available to a prospective party to a transaction, or (iii) an actual or alleged violation of applicable law by an Intended User (including, without limitation, securities laws) or the negligent or intentional acts or omissions of an Intended User (including the failure to perform any duty imposed by law); and will reimburse each Indemnified Party for all reasonable fees and expenses (including fees and expenses of counsel) (collectively, "Expenses") as incurred in connection with investigating, preparing, pursuing or defending any threatened or pending claim, action, proceeding or investigation (collectively, "Proceedings") arising therefrom, and regardless of whether such Indemnified Party is a formal party to such Proceeding. Client agrees not to enter into any waiver, release or settlement of any Proceeding (whether or not any Indemnified Party is a formal party to such Proceeding) without the prior written consent of Advisor (which consent will not be unreasonably withheld or delayed) unless such waiver, release or settlement includes an unconditional release of each Indemnified Party from all liability arising out of such Proceeding.
18. Time Period for Legal Action. Unless the time period is shorter under applicable law, except in connection with paragraphs 16 and 17 above, Advisor and Client agree that any legal action or lawsuit by one party against the other party or its affiliates, officers, directors, employees, contractors, agents, or other representatives, whether based in contract, warranty, indemnity, negligence, strict liability or other tort or otherwise, relating to (a) this Agreement or the Consulting Report, (b) any services or consulting under this Agreement or (c) any acts or conduct relating to such services or consulting, shall be filed within two (2) years from the date of delivery to Client of the Consulting Report to which the claims or causes of action in the legal action or lawsuit relate. The time period stated in this section shall not be extended by any incapacity of a party or any delay in the discovery or accrual of the underlying claims, causes of action or damages.

EXHIBIT B2

CBRE HOTELS
The World's Leading Hotel Experts.

MARKET STUDY REPORT

PROPOSED MARKET STREET HOTEL
570 Market Street
San Francisco, California 94104
CBRE, Inc. File No. CB23US109477-1

Mr. Frank Chiu
Frontier Group LLC
1471 Larkin Street
San Francisco, California 94109

www.cbre.com/valuation
www.cbrehotels.com

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January 30, 2024

Mr. Frank Chiu
Frontier Group LLC
1471 Larkin Street
San Francisco, California 94109

Dear Mr. Chiu:

In accordance with our agreement, we have completed our analysis of potential market demand for a proposed 211-room full-service hotel (the "Hotel" or "Subject") to be located at 570 Market Street (the "Site") in San Francisco, California. Pursuant to our engagement, we have prepared this report summarizing our findings.

The conclusions reached are based on our knowledge of the competitive lodging market as of the completion of our fieldwork in January 2024. The following report summarizes our findings and reflects the conclusion of our analysis. As in all studies of this type, the estimated results are based upon competent and efficient management and presume no significant change in the competitive market from that as set forth in this report. Since our results are based on estimates and assumptions that are subject to uncertainty and variation, we do not represent them as results that will actually be achieved.

As in all studies of this type, the estimated results are based on competent and efficient management and presume no significant change in the status of the competitive lodging market from that as set forth in this report. Under the terms of our engagement, we are not obligated to revise this report to reflect events or conditions that occur subsequent to completion of our fieldwork; however, we are available to discuss the necessity for possible revision in light of changes in the economic environment and/or other market factors affecting the proposed Hotel.

Since the future performance of the proposed Hotel is based on estimates and assumptions that are subject to uncertainty and variation, we do not present them as results that will actually be achieved. However, our analysis has been conscientiously prepared on the basis of information obtained during the course of this assignment and on our experience in the industry and the local market. It is expressly understood that the scope of our study and the report thereon do not include the possible impact of zoning or environmental regulations, licensing requirements, or other restrictions concerning the Subject except where such matters have been brought to our attention and are disclosed in the report. This report is subject to the Assumptions and Limiting Conditions presented in the Addenda.

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We draw your attention to the fact that a combination of global inflationary pressures, the significant recent increase in the cost of capital, and the ongoing geopolitical events in Ukraine, has heightened the potential for greater volatility in property markets over the short-to-medium term. Additionally, hangover effects of the COVID-19 pandemic, including the slowdown of return-to-office and a workforce shortage in some sectors, continue to impact some markets and property types.

Please note that the conclusions set out in this report are valid as of the issuance date only. Experience has shown that consumer and investor behavior can change quickly during periods of increased volatility, and any lending or investment decisions should reflect this heightened level of volatility. Where appropriate, we recommend that the findings are closely monitored, as we continue to track how market participants respond to current events.

We appreciate your cooperation extended to us during the course of our engagement and would be pleased to hear from you if we could be of further assistance in the interpretation of our findings and recommendations.

Sincerely,



Brandon Feighner
Executive Vice President
CBRE Hotels Advisory

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Section I

INTRODUCTION

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INTRODUCTION

OVERVIEW OF THE MARKET STUDY

CBRE Hotels was retained by Frontier Group LLC to perform a study of the potential market demand for a proposed upscale full-service hotel (the "Hotel" or "Subject") to be located at 570 Market Street in San Francisco, California.

As a component of this analysis, after we have identified the potential market demand in the San Francisco lodging market, we have then provided our projections of the occupancy and average daily room rate ("ADR"), and revenue per available room ("RevPAR") the proposed Subject could reasonably be expected to achieve for its first five years of operation. For the purpose of our analysis, we have assumed the Subject will be a 211-room, full service hotel. We have assumed that the proposed Hotel would be open and available for occupancy by July 1, 2027. This report represents the culmination of our market research, analysis, and assessments relative to the potential market demand for the proposed Hotel.

ASSUMPTIONS USED FOR PROJECTIONS

Our analysis was based on the following set of assumptions:

- The proposed Hotel is to be located at 570 Market Street in San Francisco, California;
- The proposed Hotel will contain 211 guest rooms;
- The Subject will be positioned as an upscale boutique full-service hotel;
- The Subject will offer facilities and services consistent with an upscale boutique full-service hotel; and
- The Hotel project will open on July 1, 2027.

METHODOLOGY

In conducting the study, we:

- Assessed the impact of the proposed Subject's accessibility, visibility, and location relative to demand generators and overall marketability;
- Analyzed the proposed Subject building and the developer's preliminary plans for the Hotel;
- Researched and analyzed current economic and demographic trends in San Francisco MSA with a focus on San Francisco to determine the trends' impact on future lodging demand within the market;
- Identified the competitive supply of lodging facilities in San Francisco;
- Reviewed the historical performance levels for the competitive lodging supply on a composite basis;
- Estimated the anticipated growth in demand for, and supply of, lodging accommodations in the competitive market area; and,
- Determined the optimum positioning of the Hotel to be located at the Subject Site within the competitive market and prepared a forecast of the potential annual occupancy and average daily rate for the first five years of operation of the proposed Subject; and,

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Several sources were used in compiling the background information and preparing the analysis contained in this report. These resources included *Hotel Horizons*, published by CBRE Hotels; a Custom Trend report from STR (Smith Travel Research), data on the local lodging market gathered through direct interviews with managers of the competitive properties; data provided by sources in the lodging chains with which the competitive properties are affiliated; and economic data on the region from various local governmental and planning entities.

AREA REVIEW

We gathered and analyzed relevant economic, demographic, and development data relative to San Francisco. The purpose of this analysis was to ascertain the economic climate in which the proposed Hotel will operate and create a basis for projecting future economic conditions as they relate to the proposed Subject.

MARKET RESEARCH

We have reviewed our database and conducted primary market research relative to the proposed Hotel's competitive market. To obtain data on current conditions, market mix, and likely future results, we conducted primary research in the area including interviews with representatives of the competitive hotels and other market participants. We also obtained a Custom Trend Report from STR (Smith Travel Research) to determine the market history and trends within the proposed hotel's competitive set. In addition, CBRE's Hotel Horizons reports for the San Francisco MSA were reviewed and utilized where appropriate. Finally, data on proposed projects was also researched and reviewed to determine the likelihood of future additions to supply.

PREPARATION OF MARKET SUPPLY AND DEMAND ESTIMATES

We analyzed historical growth and the characteristics of each of the principal segments of demand for lodging accommodations and researched the potential additions to supply. Then, using the information gathered in our research, we projected the growth in demand from 2023 to 2031 for the competitive market, and combined the estimated future supply and demand to reach our conclusions of the overall market potential.

SUBJECT OCCUPANCY AND AVERAGE DAILY RATE PROJECTIONS

After completing our estimates of the market area's supply and demand, we estimated the share of the market that the proposed Hotel should reasonably be expected to capture for its first five years of operation. From this we derived its annual occupancy percentages. After considering the historical average daily rate trends in the market and the projected market position for the proposed Subject, the property's average daily rate was projected from its estimated opening in 2027 through 2031.

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SUMMARY OF CONCLUSIONS

Based on our existing knowledge of the San Francisco hotel market coupled with our research relative to this assignment, we are of the opinion that an opportunity exists for the development of a high-quality, full-service 211-room hotel at the Subject Site. Its location within the Financial District offers convenient access to a variety of hotel demand generators in the local competitive market including the Moscone Convention Center, Market Street and Union Square. The site enjoys good neighborhood access to restaurants, retail shops, and entertainment venues. In addition, the site enjoys excellent accessibility relative to the city and the region's transportation network.

COMPETITIVE LODGING MARKET PERFORMANCE AND FORECAST

Presented in the table on the following page is a summary of the projected performance of the competitive market which is comprised of 12 hotels proximate to the subject site.

Projected Market Performance of the Competitive Supply

Year	Annual Supply	Percent Change	Occupied Rooms	Percent Change	Market Occupancy	Average Daily Rate	Percent Change	REVPAR	Percent Change
2023	1,223,480	12.2%	731,099	14.0%	60%	$252.00	4.3%	$150.58	6.0%
2024	1,223,480	0.0%	782,276	7.0%	64%	262.00	4.0%	167.52	11.2%
2025	1,223,480	0.0%	829,213	6.0%	68%	270.00	3.1%	182.99	9.2%
2026	1,223,480	0.0%	878,965	6.0%	72%	278.00	3.0%	199.72	9.1%
2027	1,261,805	3.1%	951,493	8.3%	75%	286.00	2.9%	215.66	8.0%
2028	1,300,495	3.1%	991,038	4.2%	76%	294.00	2.8%	224.04	3.9%
2029	1,300,495	0.0%	1,020,769	3.0%	78%	303.00	3.1%	237.83	6.2%
2030	1,300,495	0.0%	1,051,392	3.0%	81%	312.00	3.0%	252.24	6.1%
2031	1,300,495	0.0%	1,066,406	1.4%	82%	321.00	2.9%	263.22	4.4%
CAAG	0.8%		4.8%			3.1%		7.2%	

Source: CBRE Hotels; Note: The subject hotel is projected to open in July 2027 and is included in the data above

SUBJECT PERFORMANCE AND MARKET SHARE ESTIMATES

Based upon an analysis of the sources of demand available to the Subject property and its estimated competitive position, we have estimated the occupancy percentage and average daily rate that could potentially be achieved over the first five years of operation. The following table outlines our estimates of occupancy, average daily rate, and the resulting revenue yield for the Subject. It should be noted that figures are rounded to the nearest dollar amounts.

Projected Market Performance of the Subject Hotel

Year	Annual Supply	Percent Change	Occupied Rooms	Percent Change	Occupancy Percentage	Average Daily Rate	Percent Change	REVPAR	Percent Change	Market Penetration	Revenue Yield
2027	38,325	-	24,854	-	65%	278.00	3.0%	180.28	-	86%	84%
2028	77,015	101.0%	55,755	124.3%	72%	286.00	3.0%	207.05	14.8%	95%	92%
2029	77,015	0.0%	61,659	10.6%	80%	295.00	3.0%	236.18	14.1%	102%	99%
2030	77,015	0.0%	64,754	5.0%	84%	304.00	3.0%	255.60	8.2%	104%	101%
2031	77,015	0.0%	64,725	0.0%	84%	313.00	3.0%	263.05	2.9%	102%	100%
CAAG	19.1%		27.0%			3.0%		9.9%			

Source: CBRE Hotels

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As will be discussed in the body of this report, we are of the opinion that the long-term fundamentals of the San Francisco lodging market, and the proposed Hotel's identified competitive market, along with the proposed Hotel's opening date in July 2027, the number of hotel rooms, assumed quality level and market positioning, that the new 211-room Hotel will open with strong levels of performance and with minimal impact on the greater competitive San Francisco lodging market and its longer term recovery trajectory.

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Section II

ANALYSIS OF SITE LOCATION AND FACILITIES PROGRAMMING

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ANALYSIS OF SITE LOCATION

The Subject is a mid-block irregularly shaped site located along the north side of Market Street, the south side of Sutter Street, and is between Montgomery and Sansome Streets. It is situated about one and a quarter miles northwest of the nearest entrance to the I-80 Freeway and one and a half miles west of the Bay Bridge.

The Subject Site is generally irregular with 50 feet of frontage along Market Street and 40 feet of frontage along Sutter Street. It is comprised of assessor parcel 0291/013, containing a gross land area of 7,045 square feet.

Land uses immediately surrounding the site include:

North: To the north is Citigroup Center. Further north are primarily commercial developments. The Transamerica Pyramid is located approximately half a mile north of the Site.

South: To the immediate south is Market Street, improved with Bank of America and Wells Fargo Bank branches, as well restaurant retail locations. Fronting New Montgomery Street further south is the Palace Hotel, A Luxury Collection Hotel. Land uses further south include primarily commercial developments.

East: Located to the east of the Site across Market Street are primarily commercial developments. Further east is Salesforce Tower and Salesforce Park.

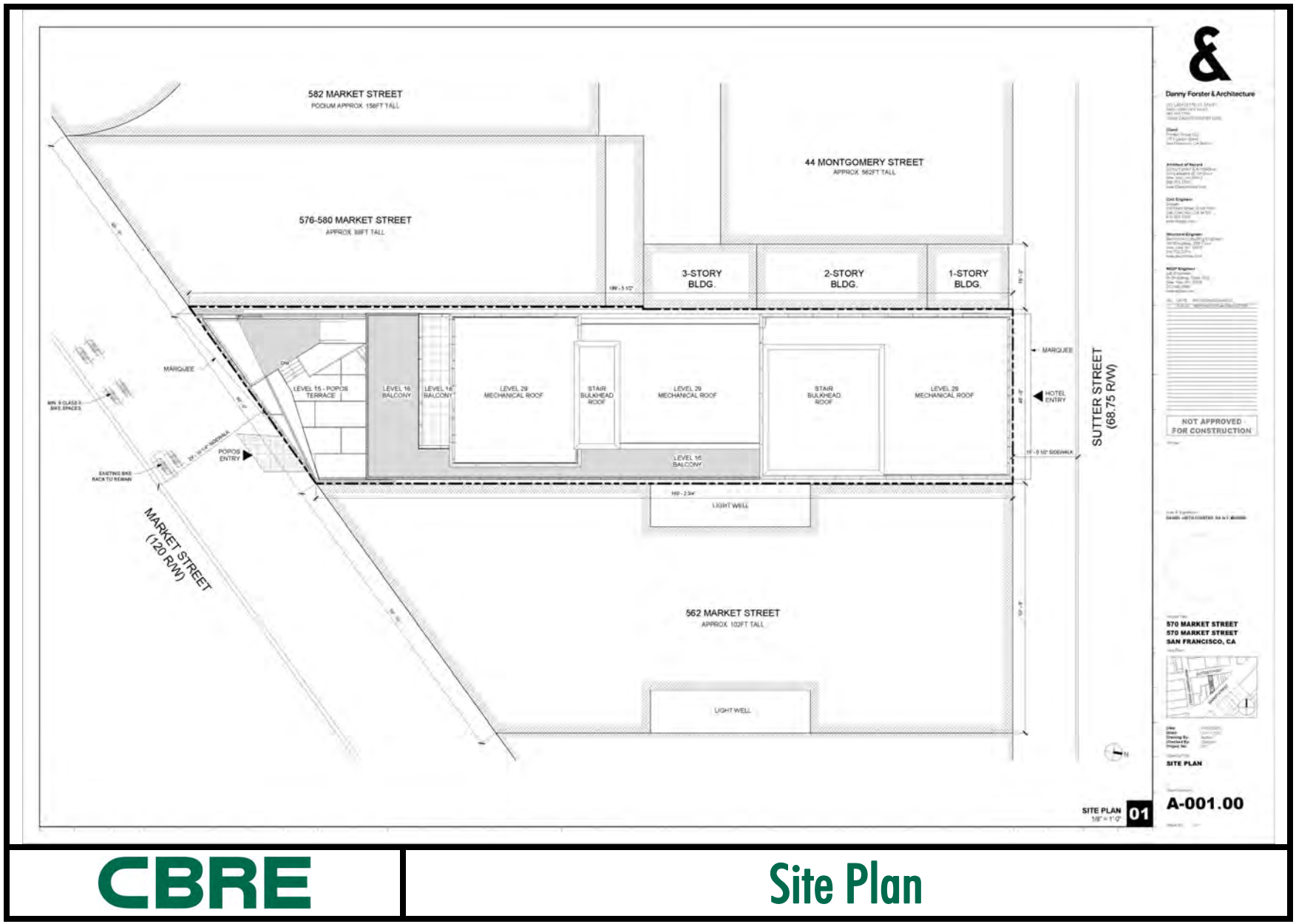
West: To the immediate west across Montgomery Street is the Crocker Galleria Shopping Mall. The area further west includes primarily commercial retail development.

An area map of the Subject's location and site plan of the proposed Hotel are presented in the following pages.

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Broadway
NOB HILL
CHINATOWN
Pine St
Bush St
The Embarcadero
UNION SQUARE
Geary St
Post St
TENDERLOIN
Turk St
Golden Gate Ave
Market St
Mission St
Folsom St
Harrison St
Bryant St
King St
SOUTH BEACH
80
CBRE
Area Map

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CBRE

Site Plan

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SITE CONCLUSIONS

The Subject is accessible via Market and Sutter Streets.

Market Street, at the Subject, is a northeast-southwest street and is improved with two lanes of traffic in each direction. Street improvements include asphalt paving and concrete curbs, gutters and sidewalks, and street lighting. Street parking is not permitted, which is consistent with "car free" nature of this segment of Market Street.

The Site can be easily accessed from major parts of the Greater San Francisco Bay metropolitan area, due to its proximity to public transportation (BART, MARTA and MUNI Bus), the I-80 and the Bay Bridge.

The Subject site is proximate to Union Square, which is a major node of retail, restaurant, entertainment and nightlife activity. As noted herein, the Subject is well-located relative to demand generators in the local competitive market and enjoys a location proximate to an increasingly large number of amenities guests find desirable such as restaurants, retail shops, and entertainment venues. Further, the Subject's location should allow it to capture an appropriate mix of demand in the commercial, leisure and group market segments.

Overall, the location of the Subject site is ranked "excellent", as outlined in the following table:

SUBJECT SITE ANALYSIS					
	Excellent	Very Good	Good	Fair	Poor
Accessibility	X				
Visibility	X				
Proximity to Demand	X				
Long-term Strategic Potential	X				

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FACILITIES PROGRAMMING

INTRODUCTION

We have reviewed the conceptual development plans for the subject site and analyzed them in the context of the overall San Francisco lodging market. The following provides a general scope of facilities that are planned for the subject property.

Scope of Facilities

It is our understanding that the Subject is currently envisioned as an upscale full-service hotel to be located at 570 Market Street in San Francisco, California. The plans provided include 211 guest rooms, a fitness center on the 18th floor, an amenity level to be located on the 16th floor, a bar and Privately Owned Public Open Space ("POPOS") on the 15th floor, and retail on the first through second floors.

Our projections take into account the assumption that the proposed hotel will be a 211-room, upscale full-service hotel. The overall quality level of construction and furnishings is to be high. The property will afford enough versatility to cater to leisure travelers, while featuring adequate food and beverage outlets and amenities. For the purposes of this analysis, we have assumed an opening date of July 1, 2027.

PROPOSED HOTEL - SAN FRANCISCO
SUMMARY OF FACILITIES

Opening Date:	July 1, 2027
Room Count:	211 rooms
Chain Scale:	Upscale
Gross Square Feet Per Room:	+/- 573 SF
Gross Floor Area:	120,993
Parking:	9 Class I and 7 Class II Bicycle Parking Spots; Parking in adjacent parking garages and surface lots
Other:	Business Center, Fitness Center, Marketplace, Terrace Deck, Bar, and Wired/Wireless Internet

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Overall Quality Level and Design

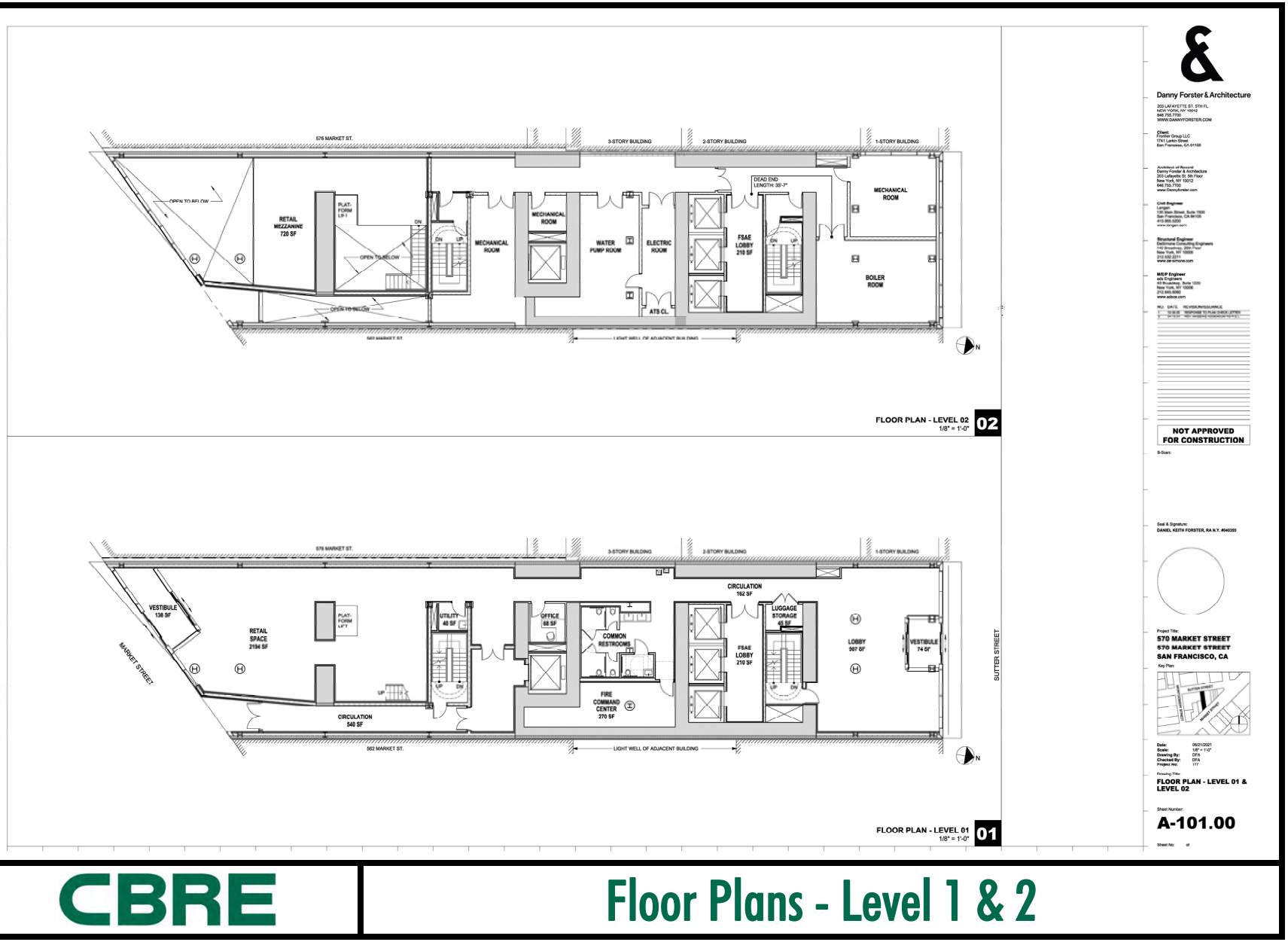
Based on the existing facilities within the market and the Subject's location, it is our opinion that the hotel room night demand within the market is strong enough to support the addition of a 211-room, upscale boutique hotel. To appropriately position the Subject within the competitive market, the Hotel's overall quality level should be at or above the competitive properties. Given the demand generators in the area, the proposed Hotel will offer modern amenities that are appealing for individuals as well as couples and include a unique full-service bar concept to serve travelers and local visitors, as well as business services designed to serve commercial travelers.

Facility Conclusions

The aforementioned facilities and amenities will optimize the market position and performance of an upscale boutique full-service hotel at the Subject site. The proposed Hotel is well suited to successfully integrate into the immediate area and cater to the various segments of demand within the market. With its newer facilities and high-quality design, the proposed Hotel will be positioned to capture a solid base of high-end leisure and commercial demand as well as group business. With its convenient location to leisure and commercial demand generators, the property will have the proper facilities, including high-energy food and beverage outlets, and a location to service the needs of its fair share of the commercial, leisure, and group market segments. Our market projections for the proposed Subject assume these facilities, amenities, and services.

Floor plans and a rendering of the proposed Hotel are provided on the following pages.

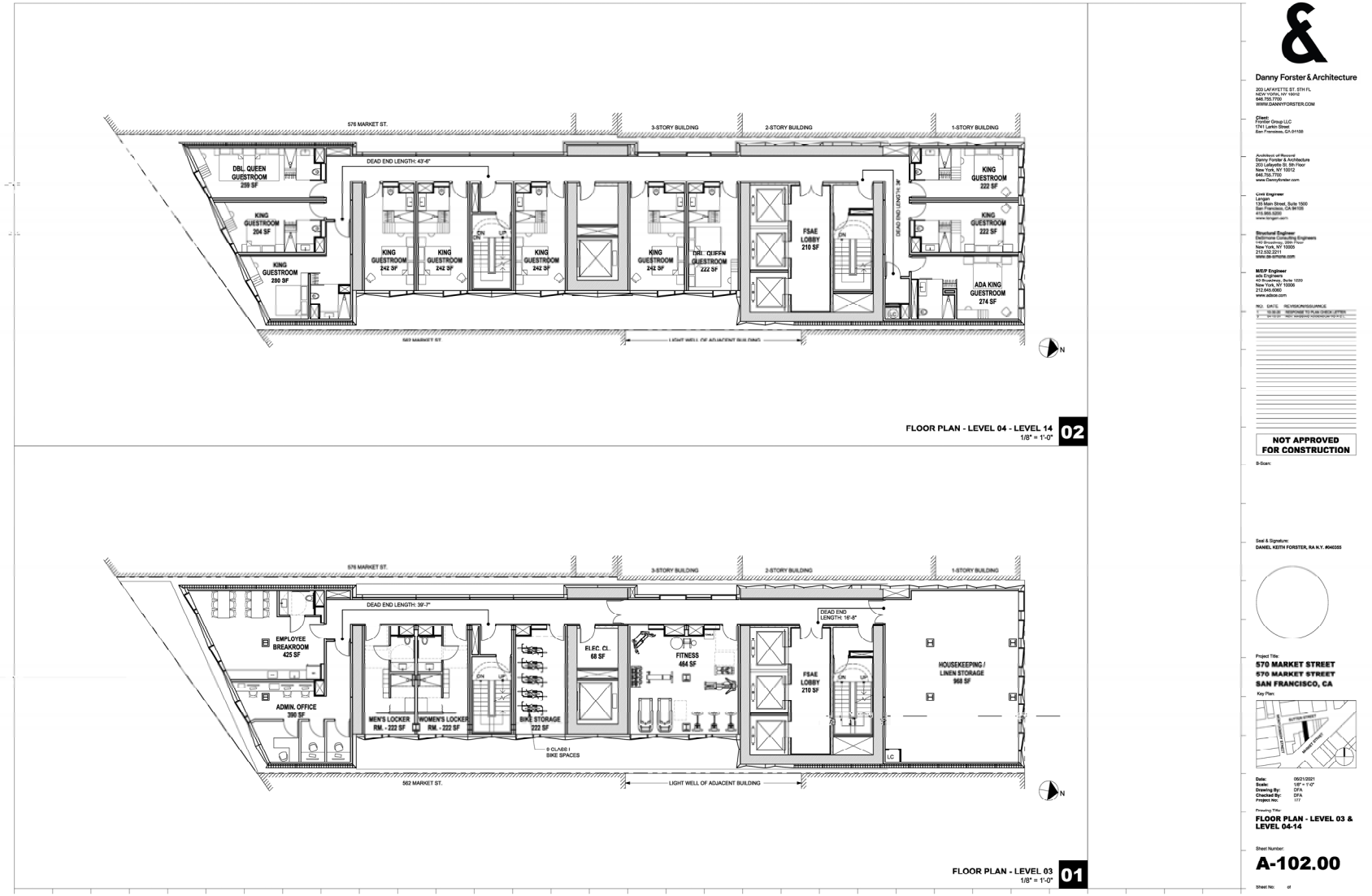
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Floor Plans - Level 1 & 2

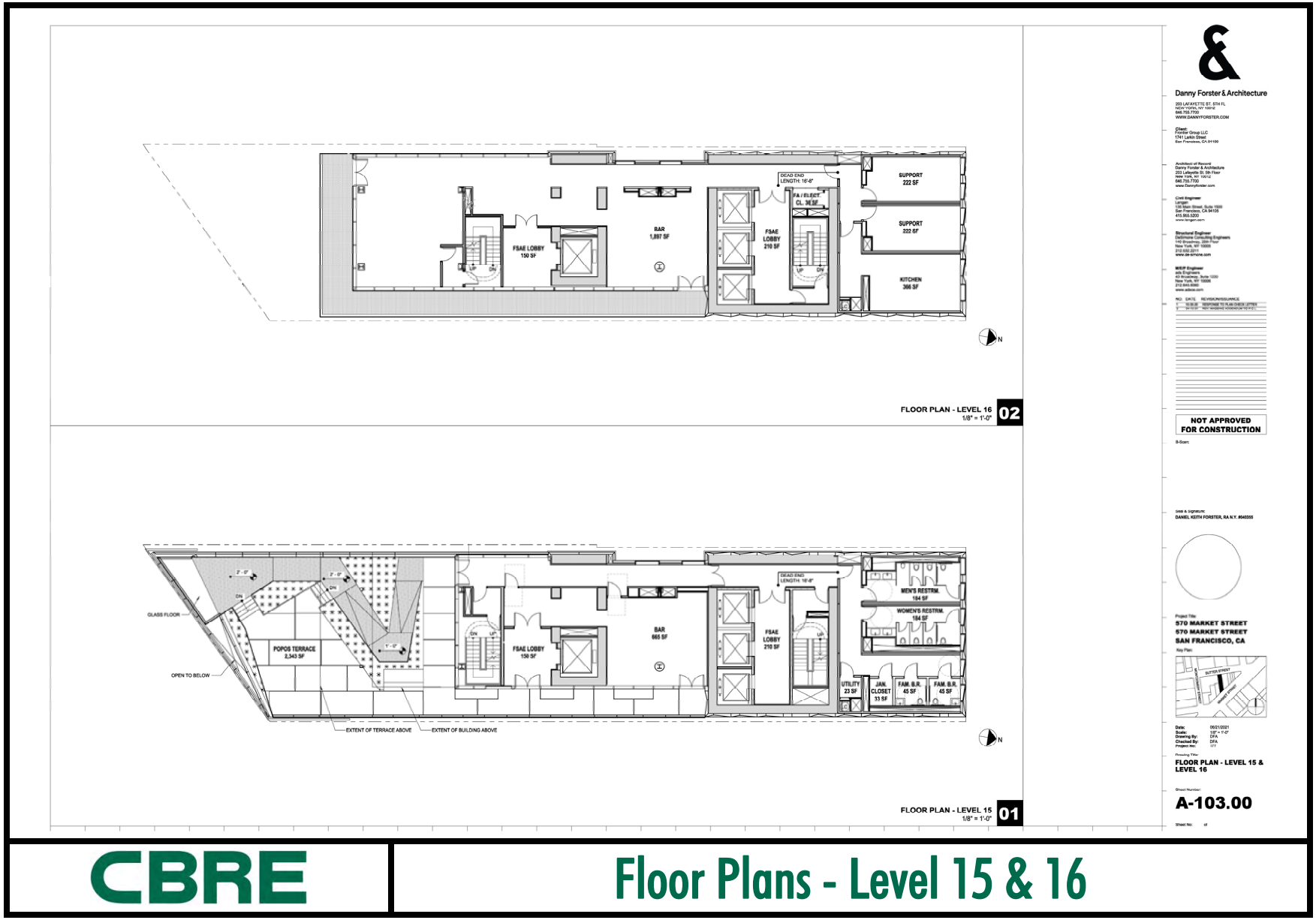
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Floor Plans - Level 3 to 14

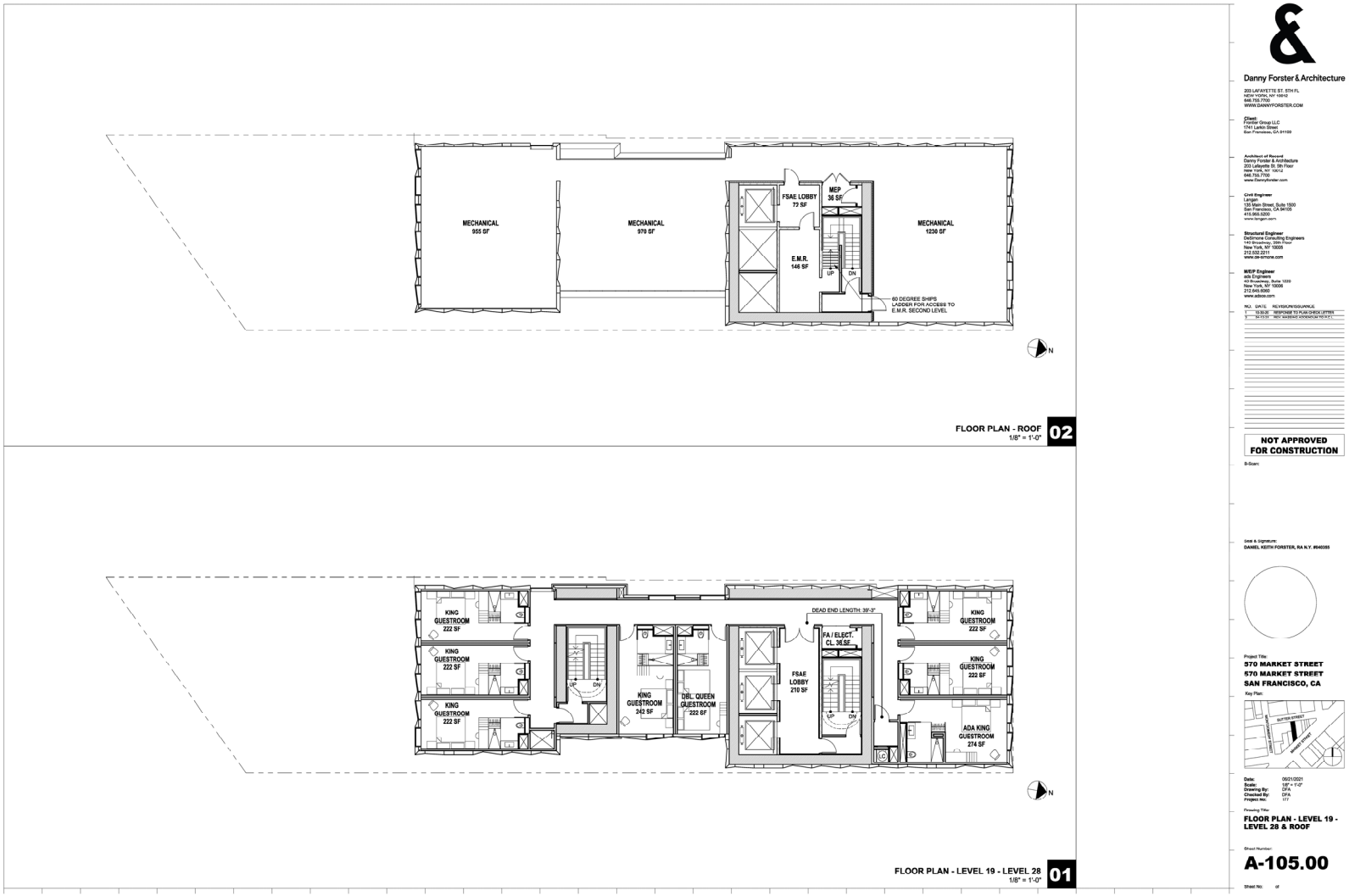
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Floor Plans - Level 15 & 16

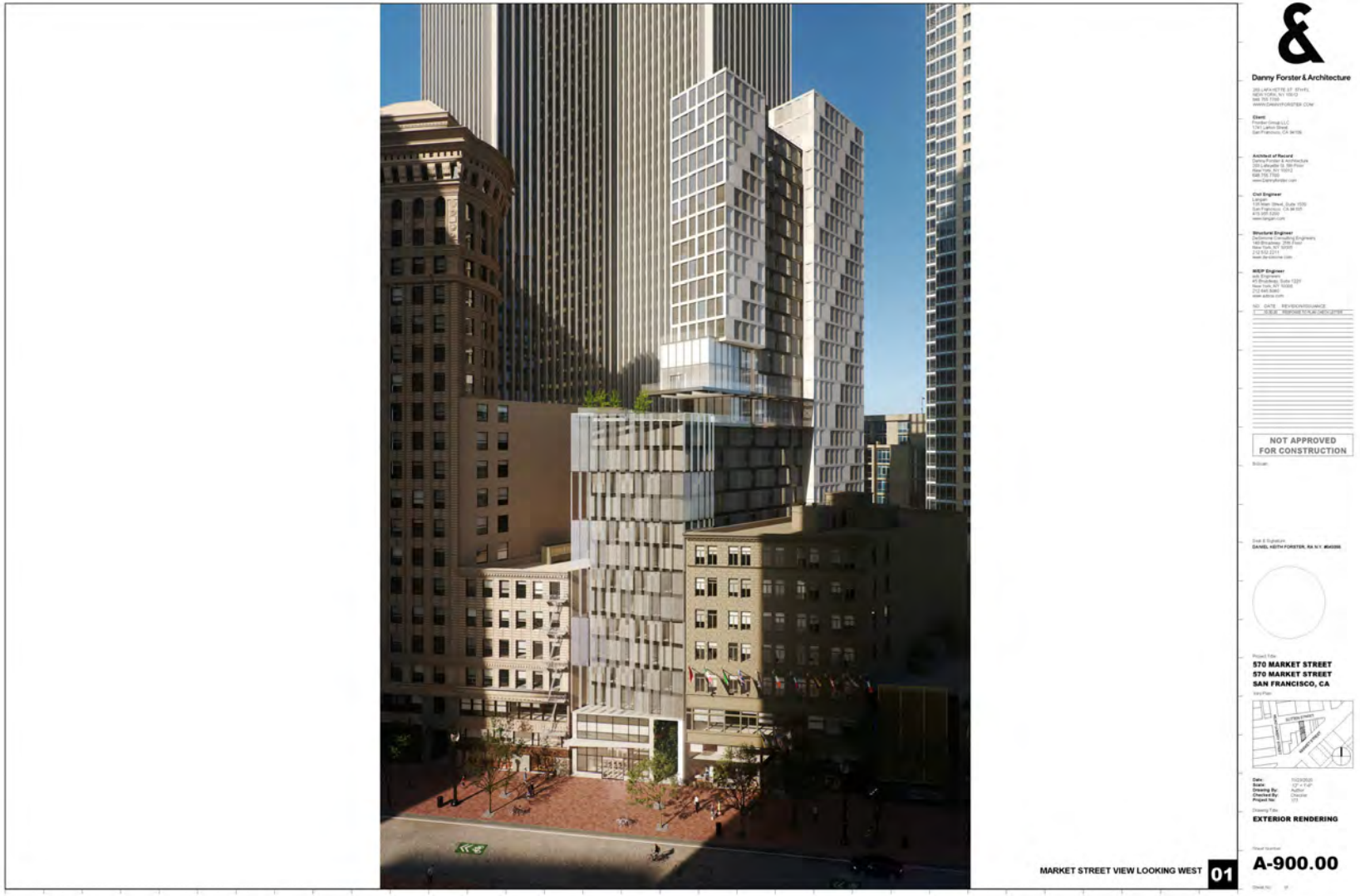
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Floor Plans - Levels 19 to 28

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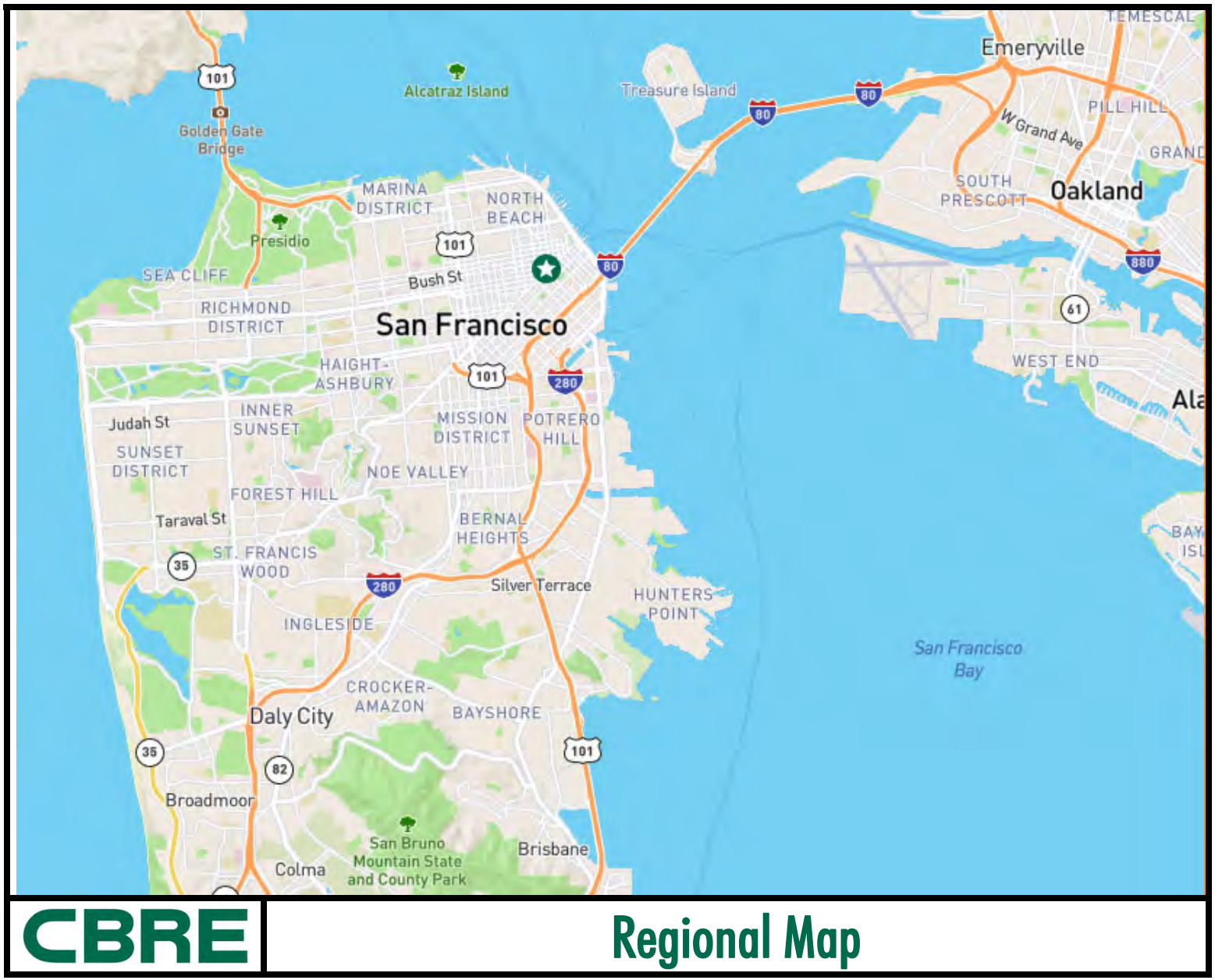
Building Rendering

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Section III

AREA REVIEW

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Regional Map

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SAN FRANCISCO CITY & COUNTY AREA REVIEW

INTRODUCTION

The economic climate of the market area encompassing the Subject property is an important consideration in forecasting hotel demand and income potential. Historical economic and demographic trends that highlight the amount of visitation or other travel-related indicators provide a basis for hotel demand projections. The Subject property is located in the City and County of San Francisco. The purpose of this section is to review available economic and demographic data to determine whether the Subject site's regional and local market areas might experience future economic growth.

SAN FRANCISCO OVERVIEW

San Francisco is the focal point of the Bay Area and a major West Coast financial, retail and transportation center, with an economy driven primarily by technology and tourism. Although the City's economy was negatively impacted by the COVID-19 Pandemic, it should be noted that the city has experienced boom and bust periods throughout its history. San Francisco is a popular tourist destination known for its temperate climate, fog, steep rolling hills, eclectic mix of architecture, and landmarks, including the Golden Gate Bridge, cable cars, the former Alcatraz Federal Penitentiary, Fisherman's Wharf, and its Chinatown district. San Francisco is also the headquarters to major technology firms and various other companies such as Levi Strauss & Co., Gap Inc., Fitbit, Salesforce.com, Dropbox, Reddit, Square, Inc., Dolby, Airbnb, Pacific Gas and Electric Company, Yelp, Pinterest, Twitter, Uber and Lyft.

Employment and Labor Market Overview

The following table presents a summary of the labor force, total employment and unemployment rate for San Francisco City and County from 2013 through 2023.

EMPLOYMENT STATISTICS
SAN FRANCISCO CITY AND COUNTY

Year	Labor Force	Total Employment	Unemployment Rate
2013	514,200	485,800	5.5%
2014	527,300	504,000	4.4%
2015	541,400	521,600	3.7%
2016	555,300	537,000	3.3%
2017	563,000	546,400	2.9%
2018	568,700	555,100	2.4%
2019	580,900	568,000	2.2%
2020	560,100	515,600	7.9%
2021	548,600	520,800	5.1%
2022	572,600	558,000	2.5%
2023	577,400	558,900	3.1%

Source: California EDD, as compiled by CBRE, Annual Averages

As indicated above, the unemployment rate in the San Francisco was 7.9% in 2020 and decreased to 2.5% in 2022. The unemployment rate increased to 3.1% in 2023 due in part to

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layoffs in the tech and financial sector. However, the increase in unemployment was relatively modest remaining well below the recent peak reached in 2020.

An economic forecast for San Francisco County released by CalTrans in November 2023 projects employment growth of 1.4% per year between 2024 and 2028. The study reported that the professional and business services sector in San Francisco is largely scientific and technical services and accounts for 65% of all jobs. Other professional jobs including legal, architecture, and management account for 20% of all professional services employment. The entire San Francisco peninsula, both San Francisco and San Mateo Counties, is home to many of the larger software, technology and IT consulting firms in California, including Salesforce, Uber Technologies, Riverbed Technology, Facebook, YouTube, Plateau Systems, Electronic Arts, and Box.com. While the county's office market has not yet recovered and may remain soft through 2025, employment is forecast to increase in companies with locations in the city. The magnitude of job growth will be muted because a portion of this employment force will remain remote, hybrid, or associated with company offices located outside of San Francisco. Nevertheless, job growth within the professional and business services sector is forecast to increase at 1.9% between 2024 and 2028, creating 22,600 new high paying jobs. Finally, the report also notes that San Francisco faces an acute homeless problem which was beyond the scope of their study but could impact future growth and development.

San Francisco International Airport

The San Francisco International Airport (SFO) is the major airport which services the San Francisco Bay Area. The following table presents the historical passenger volume at SFO from 2012 through 2022 as well as through Year-to-Date (YTD) October 2023 and 2022.

SAN FRANCISCO INTERNATIONAL AIRPORT PASSENGER VOLUME

	Domestic Passengers		International Passengers		Total	
Year	Pax Traffic	% Change	Pax Traffic	% Change	Pax Traffic	% Change
2012	34,776,416	-	9,546,145	-	44,322,561	-
2013	35,135,994	1.0%	9,743,762	2.1%	44,879,756	1.3%
2014	36,804,461	4.7%	10,269,701	5.4%	47,074,162	4.9%
2015	38,805,645	5.4%	11,243,035	9.5%	50,048,680	6.3%
2016	40,729,913	5.0%	12,362,146	10.0%	53,092,059	6.1%
2017	42,389,578	4.1%	13,425,328	8.6%	55,814,906	5.1%
2018	43,481,605	2.6%	14,218,828	5.9%	57,700,433	3.4%
2019	42,108,990	-3.2%	15,240,135	7.2%	57,349,125	-0.6%
2020	13,117,729	-68.8%	3,291,896	-78.4%	16,409,625	-71.4%
2021	20,989,641	60.0%	3,335,838	1.3%	24,325,479	48.2%
2022	32,198,388	53.4%	9,938,087	197.9%	42,136,475	73.2%
Year to Date						
Oct-22	26,695,590	----	8,053,378	----	34,748,968	----
Oct-23	30,042,187	12.5%	11,742,920	45.8%	41,785,107	20.2%

Source: SF International Airport

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As indicated above, the SFO airport recorded a sharp 71.4% decrease in passenger volume in 2020 as a result of the pandemic. This was followed by an increase of 48.2% in 2021 and a more robust 73.2% increase in 2022 to 42.1 million passengers (or 73% of the 2019 passenger volume). International passenger volume had been slower to rebound than domestic passengers; however, international passenger volume through YTD October 2023 increased by 45.8% to 11.7 million passengers as compared to 8.0 million during the same period in 2022. Overall, through YTD 2023 the total passenger volume had increased by 20.2% as compared to the same period in 2022.

Moscone Convention Center

San Francisco is home to the Moscone Convention Center, which has historically been a significant demand generator for tourism to the City. Until January 2019, the Center offered approximately 740,000 square feet of exhibit space, up to 106 meeting rooms, and as many as four ballrooms in its three main buildings: Moscone North, South and West. In January 2019, an expansion wing was completed, adding approximately 157,000 square feet of space. The expansion effectively increased the Center's usable event space by more than 25 percent with the addition of a 50,000 square foot column-free ballroom, 25,000 square feet of secure outdoor terraces and 100,000 square feet of pre-function space oriented to provide views of the City. As an indication of the success of the expansion, in 2019, there were nearly 1.0 million room nights booked, a record for San Francisco.

Due to the pandemic the convention center was closed from March 2020 until September 2021. The following presents hotel room bookings from 2017 through 2023 with a preliminary forecast for 2024.

MOSCONE CONVENTION CENTER
HOTEL ROOM NIGHT BOOKINGS

Year	Hotel Room Nights	% Change
2017	578,725	-
2018	660,868	14.2%
2019	967,956	46.5%
2020	121,048	-87.5%
2021	17,500	-85.5%
2022	347,788	1887.4%
2023	663,000	90.6%
2024	462,000	-30.3%

Note: 2023 based on YTD data and 2024 is forecast
Source: SF Travel, as compiled by CBRE

As indicated above, the room nights consumed by delegates attending the Moscone Center conventions was approximately 663,000 in 2023 which was a significant increase over 2022. Prior projections by San Francisco tourism officials had projected figures for 2024 and beyond more in line with 2019's record of nearly one million nights. However, the current projections are for annual room nights to be well below the 2019 level. Sam Francico (SF) Travel has indicated that in order to attract more events, tourism officials plan to nearly double the number of

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convention and events sales staff, provide discounts for Moscone event bookings and focus on smaller group events to help fill the gap.

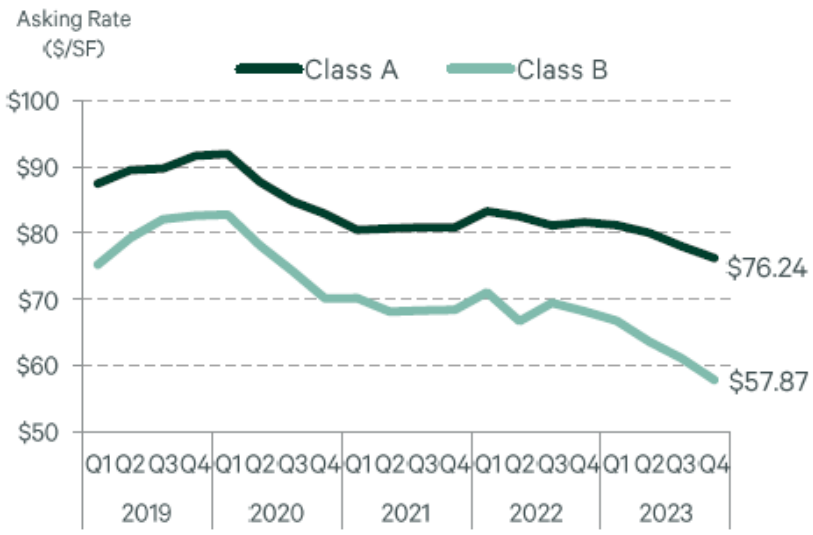
Office Market

The following chart presents the office vacancy rate and net absorption for the San Francisco office market from 2010 through 2023.



As indicated in the above, the market-wide vacancy rate increased to 35.6% in Q4 2023 which represents a historic high. The rise in vacancy was due to a small number of tech companies giving large blacks of sublease space back as well as lease cancellations by First Republic Bank and WeWork. Looking ahead, CBRE anticipates the vacancy rate will continue to increase but will likely peak in 2024.

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Source: CBRE Research, Q4 2023

Office asking rates are anticipated to continue to decline as more office buildings are expected to trade for discounted prices. This is expected to enable new landlords to offer spaces to tenants for reduced rates, which will apply further down pressure on asking rates. Finally, a 2023 study SPUR (San Francisco Planning & Research Association) and ULI found that approximately 40 percent of downtown San Francisco's office inventory are good candidates for conversion to residential. While the actual conversion costs could be a significant barrier to converting such a large share of the existing office inventory, the conversion of office to residential would help reactivate the downtown area as well as ease the elevated office vacancy rate.

AREA CONCLUSIONS

As noted previously, San Francisco has been reinventing itself since the Gold Rush days and has experienced boom and bust cycles prior to Covid 19. The region is blessed with a mild climate, natural and architectural beautify as well as one of the best-educated workforces in the country. While the office market remains challenged, a recent study by SPUR and ULI found that approximately 40 percent of downtown San Francisco's office inventory are good candidates for conversion to residential. Conversion of office to residential would help activate the downtown area as well as help ease the elevated office vacancy rate. International travel is also on the rise which should bode well for San Francisco's lodging market. As such, the long-term forecast is that the area's economic, social, governmental, and geographic forces will provide a positive impact on the long-term future growth.

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Section IV

HOTEL MARKET ANALYSIS

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HOTEL MARKET ANALYSIS

Understanding the relationship between supply and demand is a critical component of any analysis, particularly with respect to hotels. Unlike other property types, hotels essentially lease their rooms on a daily basis. While this characteristic allows for an immediate response to changes in market conditions, it also requires a high level of management intensity. There is an inverse relationship between occupancy and average daily rate (ADR) and raising or lowering rates typically has an immediate impact on room-nights sold. Effective management entails finding the proper balance that allows for the maximization of revenue.

In this section, we first identify the Subject property's competitive set i.e., those hotels that tend to compete for the same sources of demand). We then identify relevant demand sources, analyze historical growth patterns and assess the potential for growth (or lack thereof) in demand by segment. The result is a projection of future market performance. Lastly, we conclude with a projection of occupancy and ADR for the Subject property, taking into consideration its competitive strengths and weaknesses relative to the overall market.

As a hotel includes a going-concern business as well as real property, the future market performance of a lodging facility is a direct function of the supply and demand for the hotel rooms within its market area. Accordingly, an analysis of the local area's hotel market is a key component of our projections of future performance. The following is a discussion of the national hotel market as well as the Subject's local competitive market.

NATIONAL HOTEL MARKET OVERVIEW

The following overview was derived primarily from CBRE Hotels Research (CBRE Hotels) Q3 2023 Hotel Horizons© report for the United States, as well as CBRE Econometric Advisors (CBRE-EA), and Kalibri Labs.

National Economic Summary

U.S. Real GDP increased in Q3 2023 at an annualized rate of 4.9%, marking five consecutive quarters of growth for the economy. Q2 2023 Real GDP had increased at an annualized rate of 2.1%, and Q1 at 2.2%. Q3 GDP growth was bolstered by consumption expenditures, residential investment and government spending.

Headline CPI inflation has declined throughout 2023, with average year-over-year CPI inflation at 3.6% in Q3, down from 4.1% in Q2, after finishing 2022 up 7.1% for the year. The personal consumption expenditure (PCE) price index was up 3.4% year-over-year in Q3, cooling from a peak of 7.1% in 2022.

At the end of Q3, unemployment was 3.8%, slightly higher than the Q2 end of 3.6% and the Q3 2022 level of 3.5%. The labor force participation rate of 62.8% is a post-pandemic high and

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close to the February 2020 level of 63.3%. Total nonfarm employment ended Q3 at a seasonally adjusted level of 156,874,000, representing an increase of 799,000 jobs in Q3.

Average hourly wages for production and nonsupervisory employees climbed by 4.3% year-over-year. Within leisure and hospitality, average hourly wages increased by 4.7%. Job openings in September were 9.55 million, little changed from August but down 12% year-over-year. Within leisure and hospitality, there were 1.41 million job openings, down 24% from its recent peak but 38% above 2019.

CBRE Econometric Advisors' Baseline forecast calls for full-year Real GDP growth of 2.0% in 2023, followed by 0.8% growth in 2024. CPI inflation for year-end 2023 is expected to rise 3.5% and decelerate further to 2.4% for 2024.

Hotel industry revenue per available room (RevPAR) was down -0.3% year-over-year in Q3 2023 at a level that was 110% of Q3 2019. CBRE Hotels Research expects RevPAR growth for 2023 to finish at 3.8% year-over-year, with 3.0% and 3.6% growth in 2024 and 2025.

National Hotel Market Summary

The following is a table illustrating the historic and projected occupancy, ADR and RevPAR figures for all U.S. hotels.

Annual Performance - Five Year History and Forecast - All US Hotels

Year	Occ	Δ Occ	ADR	Δ ADR	RevPAR	Δ RevPAR
2018	67.0%	-0.3%	$128.60	2.2%	$86.15	1.9%
2019	67.2%	0.4%	$129.56	0.7%	$87.13	1.1%
2020	43.3%	-35.6%	$100.45	-22.5%	$43.53	-50.0%
2021	58.5%	34.9%	$121.37	20.8%	$70.96	63.0%
2022	64.4%	10.2%	$143.98	18.6%	$92.79	30.8%
2023F	64.9%	0.8%	$148.33	3.0%	$96.34	3.8%
2024F	65.3%	0.6%	$151.82	2.3%	$99.18	3.0%
2025F	66.1%	1.1%	$155.55	2.5%	$102.75	3.6%
2026F	66.6%	0.8%	$159.57	2.6%	$106.26	3.4%
2027F	67.1%	0.7%	$163.72	2.6%	$109.79	3.3%

Source: CBRE Hotels Research, Kalibri Labs, Q3 2023.

As indicated above, CBRE Hotels Research forecast is for the aggregate U.S. hotel performance to approximate pre-pandemic levels as of year-end 2023 based on RevPAR in nominal terms. While ADR led the recovery, occupancy gains are anticipated to continue to increase over the next several years while ADR growth returns to roughly 3.0% annual gains. While some markets have already recovered in occupancy, others continue to underperform but should experience further gains as international travel and business travel gradually increase.

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CONCLUSION – NATIONAL TRENDS

While the hospitality industry is recovering from the worst downturn in history, there are still significant near-term challenges. The Russia-Ukraine and Israel-Hamas wars continue to weigh on the economy, while inflation has reached a 40-year high and interest rates are at a 22-year high. However, recent inflation numbers indicate the Fed's policies might be working and many experts conclude the Fed will likely pause future rate hikes. Hotel wages are up year-over-year and hotel wage growth pressures are likely to persist, at least for the near term.

Debt markets continue to remain challenging in terms of cost and availability of capital, which has put downward pressure on asset values and severely strained transactions activity. Though broad recovery is generally expected to be long and protracted, there are still some bright spots. Business and group travel continue to improve at an observable pace. Leisure demand also remains relatively strong, particularly with the ease and acceptance of remote working that has fueled demand for more blended business/leisure ("bleisure") trips. Many leisure-centric markets continue to perform at or near historic peaks and well above pre-pandemic levels, although there has been a deceleration in demand and rate growth as outbound international travel is returning in full force. Fortunately for operators, there has also been a surge in inbound international travel as travel restrictions have eased in major international feeder markets like China.

Overall, the hotel market is highly liquid and lodging assets remain favored among investors given the prospect for attractive, risk adjusted yields relative to other commercial real estate asset types. Lodging fundamentals remain strong, supply side pressures are muted for the time being, and transaction activity is expected to return in the next 12 months as buyers and sellers adjust to the new normal interest rate environment. While the potential of new variants, geopolitical conflicts, and interest rate uncertainty could drastically change forecasts, most observers remain cautiously optimistic regarding the prospects for the hospitality industry fundamentals over the next 12 to 24 months.

THE SAN FRANCISCO LODGING MARKET

The following overview was derived from CBRE Hotels Research (CBRE Hotels) Q3 2023 Hotel Horizons© report for upper-priced hotels in the San Francisco MSA. The historical data is from Kalibri Labs while the forecast data is from CBRE Hotels Research. It should be noted that the geographic area covered includes San Francisco County as well as Marin and San Mateo Counties.

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HOTEL HORIZONS - FIVE YEAR HISTORY & FORECAST
SAN FRANCISCO MSA (UPPER PRICED HOTELS)

Year	Occupancy	Percent Change	ADR	Percent Change	RevPAR	Percent Change
2018	83.4%	-	$291.89	-	$243.29	-
2019	83.9%	0.7%	300.17	2.8%	251.90	3.5%
2020	25.8%	-69.3%	258.17	-14.0%	66.56	-73.6%
2021	38.0%	47.4%	194.99	-24.5%	74.08	11.3%
2022	63.5%	67.2%	258.27	32.5%	164.10	121.5%
2023	65.1%	2.4%	$276.97	7.2%	$180.25	9.8%
2024	67.9%	4.3%	286.03	3.3%	194.19	7.7%
2025	70.3%	3.5%	297.37	4.0%	209.02	7.6%
2026	73.6%	4.8%	315.54	6.1%	232.36	11.2%
2027	75.0%	1.8%	318.97	1.1%	239.23	3.0%
2028	77.4%	3.3%	328.00	2.8%	254.00	6.2%
2029	80.0%	3.3%	336.10	2.5%	268.88	5.9%
2030	82.1%	2.7%	344.52	2.5%	282.99	5.3%
2031	83.4%	1.5%	353.18	2.5%	294.45	4.0%

Source: CBRE Hotels Americas Research, Hotel Horizons 3Q 2023

As indicated above, the upper-priced hotels in the San Francisco MSA experienced a 73.6% decrease in RevPAR in 2020 due to the impact of Covid 19 on travel. This was one of the sharpest decreases in RevPAR among the top 25 markets in the nation. The San Francisco market has also been one of the slowest markets to recover from the 2020 downturn. This is due to several factors including: I) a disproportionate reliance on the tech industry which has been slower to resume pre-pandemic travel patterns; II) the city's convention business has yet to fully recover; and III) the slow recovery of inbound international travel to the U.S.A. from Asia. As shown above, the upper-priced hotel RevPAR in San Francisco is expected to see an increase of 9.8% to $180.25 in 2023 which is still below pre-pandemic RevPAR. Looking forward the market occupancy is forecast to gradually increase over the next several years and will finally reach the low 80% range in 2030. The Average Daily Rate (ADR) for upper-priced hotels is not estimated to surpass 2019 levels in nominal terms until 2028.

LOCAL MARKET ANALYSIS

The subject site is located in the Financial District within the city of San Franciso. As such, the site is proximate to the Moscone Convention Center which is approximately six blocks southwest of the subject. Union Square is located directly west of the subject site. In addition, significant tourist destinations such as Chinatown, North Beach and the Embarcadero are located to the north of the subject site.

Competitive Supply

In order to develop conclusions relative to the competitive environment in which the Subject will compete, we have analyzed the San Francisco lodging market and have identified 12 hotels representing the primary competition to the proposed Subject. As a newly built upscale full-service boutique hotel, the proposed Subject will primarily compete with other hotels in the area of similar quality. The competitive properties have been selected based on their facilities, location, market performance and orientation, property rating, and rate structure. Though there are a

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number of additional properties in the area, we have not included these for a number of reasons, including positioning, condition, location, and rate structure. We believe the properties selected in our analysis reflect the primary competition for the subject due to their locations, market orientation, amenities offered, and rate structures.

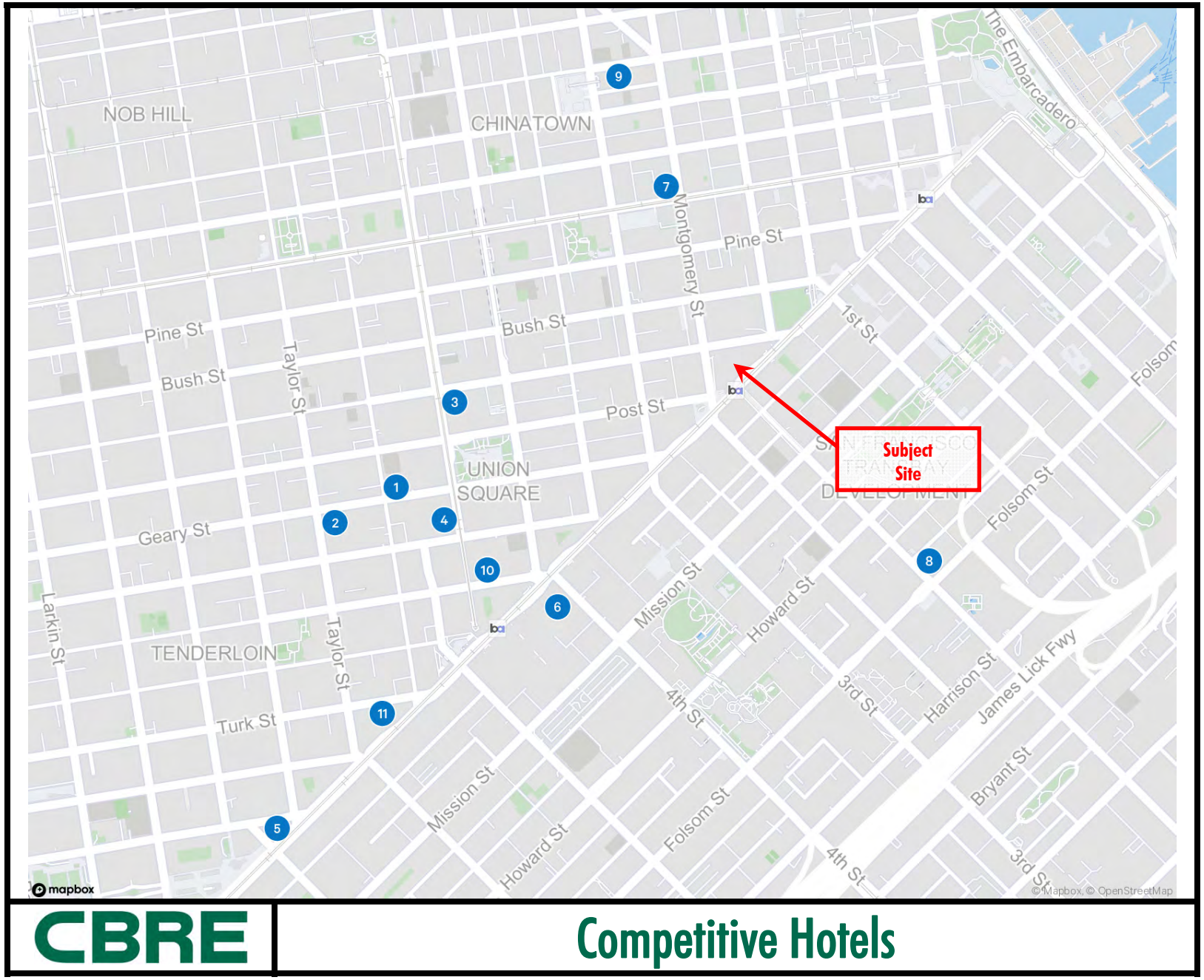
The following chart summarizes the competitive set for the proposed Hotel. A map indicating their locations, a description of each of the competitive hotels and a discussion of the potential additions to the competitive supply are presented on the subsequent pages.

SUMMARY OF THE COMPETITIVE LODGING MARKET

Map Code	Property Name	Location	No. of Rooms	Year Opened	Chain Scale	Affiliation
1	Hotel G	San Francisco, CA	153	1908	Upper Upscale	Independent
2	The Clift Royal Sonesta	San Francisco, CA	372	1915	Upper Upscale	Sonesta
3	Beacon Grand	San Francisco, CA	418	1928	Luxury	Independent
4	The Barnes, a Tapestry Collection	San Francisco, CA	189	1908	Upper Upscale	Hilton
5	San Francisco Proper Hotel	San Francisco, CA	131	2017	Luxury	Design (Marriott)
6	Hotel Zelos	San Francisco, CA	202	1908	Luxury	Independent
7	Omni San Francisco Hotel	San Francisco, CA	362	2002	Upper Upscale	Omni
8	Autograph Collection The Clancy	San Francisco, CA	410	2001	Upper Upscale	Marriott
9	Hilton San Francisco Financial District	San Francisco, CA	544	1970	Upper Upscale	Hilton
10	Hotel Triton	San Francisco, CA	140	1920	Upper Upscale	Independent
11	Citizen M	San Francisco, CA	195	2021	Upscale	Independent
12	The LINE San Francisco	San Francisco, CA	236	2022	Luxury	Independent
Total			**3,352**			
Average			**176**			

Source: STR, Inc.

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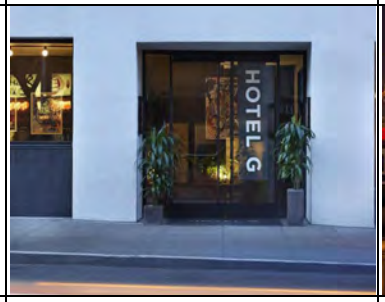
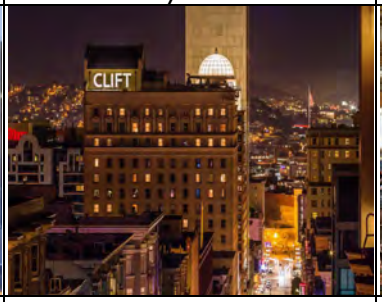


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Competitive Hotels

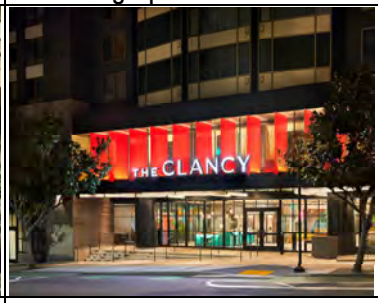
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Summary of Competitive Hotels

Property	Hotel G	Clift Royal Sonesta	Beacon Grand	The Barnes, A Tapestry Collection by Hilton
Picture				
Address	386 Geary Street San Francisco, California 94102	495 Geary Street San Francisco, California 94102	450 Powell Street San Francisco, California 94102	225 Powell Street San Francisco, California 94102
Year Opened	1908	1915	1928	1915
Number of Rooms	150	372	416	189
Type of Hotel	Full-Service	Full-Service	Full-Service	Full-Service
Amenities/Services				
Restaurant/Bistro	Yes	Yes	Yes	Yes
Pool/Whirlpool	No	No	No	No
Comp. Breakfast	No	No	No	No
Business Center	Yes	Yes	Yes	Yes
Exercise Room	Yes	Yes	Yes	Yes
Meeting Space (SF)	400	12,524	18,000	1,438
Renovation History	The Hotel G last underwent an extensive two-year renovated in 2021 and is in excellent condition.	The property completed an extensive renovation during the COVID-19 Pandemic, and recently reopened. It is in excellent condition.	The property completed an extensive $11 million renovation in 2021 and is in excellent condition. The property changed its name from the Sir Francis Drake to the Beacon Grand in 2022.	The property completed a renovation to its guestrooms in 2022. The hotel was previously operated as the independent Villa Florence Hotel. However, it was renamed the Barnes in 2023 when it became affiliated with Hilton's Tapestry Collection.

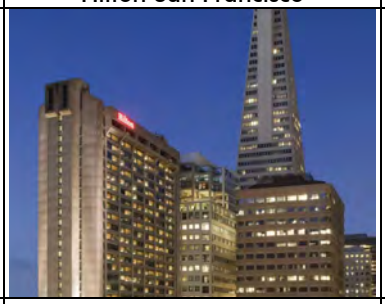
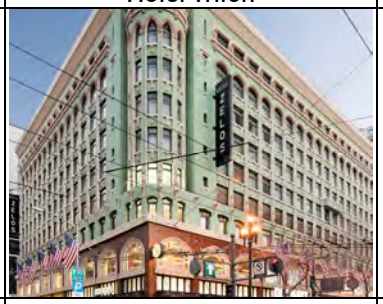
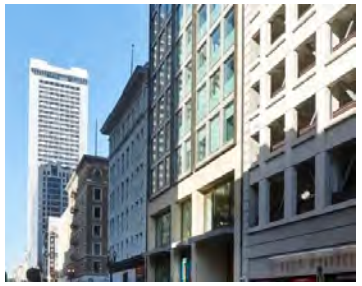
Source: CBRE Hotels

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Summary of Competitive Hotels (Continued)				
Property	**San Francisco Proper Hotel**	**Hotel Zelos**	**Omni San Francisco Hotel**	**The Clancy An Autograph Collection Hotel**
Picture				
Address	1100 Market Street San Francisco, California 94102	12 Fourth Street San Francisco, California 94103	500 California Street San Francisco, California 94104	299 Second Street San Francisco, California 94105
Year Opened	2017	1908	2002	2001
Number of Rooms	131	202	362	410
Type of Hotel	Full-Service	Full-Service	Full-Service	Full-Service
Amenities/Services				
Restaurant/Bistro	Yes	Yes	Yes	Yes
Pool/Whirlpool	No	No	No	No
Comp. Breakfast	No	No	No	No
Business Center	Yes	Yes	Yes	Yes
Exercise Room	Yes	Yes	Yes	Yes
Meeting Space (SF)	9,650	4,421	11,600	8,672
Renovation History	The property opened in 2017 and is in excellent condition.	The property was last renovated in 2019 and is in very good condition.	The property was last renovated in 2015 and is in average condition.	A former Courtyard, The Clancy opened in 2020 after undergoing renovations in excess of $20 million. The property is in excellent condition.

Source: CBRE Hotels

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Summary of Competitive Hotels (Continued)				
Property	**Hilton San Francisco**	**Hotel Triton**	**Citizen M**	**The LINE Hotel**
Picture				
Address	750 Kearny Street San Francisco, California 94108	342 Grant Avenue San Francisco, California 94108	72 Ellis Street San Francisco, California 94102	33 Turk Street San Francisco, California 94102
Year Opened	1970	1920	2021	2022
Number of Rooms	544	140	195	236
Type of Hotel	Full-Service	Full-Service	Select-Service	Full-Service
Amenities/Services				
Restaurant/Bistro	No	Yes	Yes	Yes
Pool/Whirlpool	No	No	No	No
Comp. Breakfast	No	No	No	No
Business Services	Yes	Yes	Yes	Yes
Exercise Room	Yes	Yes	Yes	Yes
Meeting Space (SF)	20,000	500	0	6,000
Renovation History	The property was last renovated in 2014 and is in average condition.	The property was last renovated in 2018 and is in very good condition.	The property opened in 2021 and is in excellent condition.	The property opened in 2022 and is in excellent condition.

Source: CBRE Hotels

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Additions to Supply

In conducting our investigations regarding the potential for additions to supply in the proposed Subject's competitive market, we reviewed information from the San Francisco Planning Department as well as hotel development pipeline information from third party sources such as FW Dodge. In doing so, we identified no additions to the hotel supply which are either under construction or are close to breaking ground which anticipated to be competitive with the proposed Subject based upon location, market orientation and amenities.

Additionally, we are aware of hotel projects in the pipeline, but have not included them as they are considered to be speculative or are of an anticipated higher positioning and/or product differentiation than the proposed Subject and may lack one or more of the following criteria: specific development programs and timeline, branding, operator, financing, planning and permitting. While we have made several attempts to determine the level of new hotel supply entering the marketplace, it is impossible to determine every hotel that will be developed in the future, when they will be completed, or their potential impact to the Subject. The inherent risk of any future new hotel supply has been implicitly considered in the selection of a stabilized occupancy level for the Subject property, and the larger competitive market as a whole.

HOTEL ROOMS DEMAND

Demand for hotel rooms is categorized in three ways:

- Demonstrated Demand: the demand already captured at competitive hotels.
- Induced Demand: the demand that does not presently seek accommodations in the competitive market but could be persuaded to do so through marketing efforts, room rates, facilities, services and amenities.
- Unsatisfied Demand: the demand that seeks accommodations in the market but is not satisfied due to one of a number of factors: sell-outs during peak season; lack of a particular type of accommodation; lack of meeting space; or high room rates.

Historical Performance of the Competitive Supply

The aggregate average annual available and occupied rooms, resulting occupancy levels, average daily rate, and revenue per available room (RevPAR) for this competitive set between 2018 and 2022, as well as year-to-date through November 2023 and 2022, are presented below.

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Historical Market Performance of the Competitive Supply

Year	Annual Supply	Percent Change	Occupied Rooms	Percent Change	Market Occupancy	Average Daily Rate	Percent Change	REVPAR	Percent Change
2018	1,064,340	N/A	883,402	N/A	83.0%	$270.92	N/A	$224.86	N/A
2019	1,030,030	-3.2%	879,646	-0.4%	85.4%	$283.00	4.5%	241.68	7.5%
2020	374,855	-63.6%	179,930	-79.5%	48.0%	$278.74	-1.5%	133.80	-44.6%
2021	739,490	97.3%	312,065	73.4%	42.2%	$160.92	-42.3%	67.91	-49.2%
2022	1,090,620	47.5%	641,285	105.5%	58.8%	$241.56	50.1%	142.04	109.2%
CAGR	0.6%		-7.7%			-2.8%		-10.9%	
Nov-22 YTD	999,735	N/A	600,841	N/A	60.1%	$244.87	N/A	$147.17	N/A
Nov-23 YTD	1,121,645	12.2%	684,203	13.9%	61.0%	$257.04	5.0%	156.79	6.5%

Source: STR, Inc.

As noted in the preceding table, the supply within the competitive market increased at a compound average growth rate (CAGR) of 0.6 percent over the five-year period between 2018 and 2022. It should be noted that the sharp 63.6% decrease in supply in 2020 was due to closures of hotels in the competitive set due the Covid-19 pandemic. The 97.3% increase in supply in 2021 was driven primarily by the reopening of the majority of the hotels in the competitive set. However, a few of the existing hotels in the competitive set did not reopen until 2022 which contributed to the 47.5% increase in supply in 2022. The increase in new hotel supply in the competitive set during the historical period analyzed was due to the following: I) the 195-room Citizen M San Francisco in November 2021 and II) the 236-room Line San Francisco in September 2022. As shown above, the November Year-to-Date (YTD) 2023 period reflected a 12.2% increase in supply which was due to the aforementioned opening of the Line San Francisco.

Demand for rooms, as demonstrated by occupied room nights, decreased at a CAGR rate of 7.7% percent during the five-year historical period from 2018 through 2022, which was primarily attributable to the 79.5% decrease in 2020 due to the Covid 19 pandemic. As indicated, the period high in market occupancy was 85.4% in 2019. The period low in occupancy was 42.2% in 2021 as the new supply and the reopening of the existing hotels in the competitive set outpaced the 73.4% increase in demand. However, demand began to outpace supply in 2022 as the 105.5% increase in occupied rooms resulted in a market occupancy of 58.8%. As indicated above, the increase in demand through November YTD 2023 was 13.9% which outpaced supply growth to result in a market occupancy of 61.0%.

The average daily rate (ADR) of the competitive market decreased at a compound average growth rate (CAGR) of 2.8% between 2018 and 2022. The period low in ADR was $160.92 in 2021 and the period high was $283.00 in 2019. The market-wide ADR decreased by 1.5% in 2020 to $278.74 and 42.3% in 2021 to $160.92 due to the impact of Covid 19. It is important to note that the relatively modest decrease in 2020 is attributable to the numerous closures of the competitive hotels after the onset of the pandemic in March or April 2020. As such, the full impact of the pandemic on the competitive set's ADR was more apparent when the majority of the hotels reopened in 2021. The competitive market ADR increased by 50.1% to $241.56 in

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2022. As shown in the preceding table, the ADR through YTD November 2023 increased by 5.0% to $257.04 as compared to the same period in 2022.

Revenue per available room (RevPAR), a combination of occupancy and average daily room rate, decreased at compound average annual rate of 10.9% in 2022. The competitive set's RevPAR decreased significantly in 2020 and 2021 due to the impact of the Covid 19 pandemic. The competitive market RevPAR increased 109.2% to $142.04 in 2022 which was approximately $100 lower in nominal terms as compared to 2019. Through the November YTD 2023 period the market RevPAR increased by 6.5% to $156.79 as compared to $147.17 during the same period in 2022.

Summary of Demand Growth and Market Occupancy

As noted previously, the San Francisco hotel market was among the most severely impacted hotel markets by the Covid 19 pandemic in the United States. This is due to the city's heavy concentration of technology companies as well as the city's reliance on international visitation from Asia which has been slower to return to pre-pandemic levels as compared to inbound travel to the U.S. from Europe or Latin America. In addition, the bookings at the Moscone Convention Center have yet to return to the levels achieved in 2019. Nevertheless, it is important to note that the city has experienced booms and busts throughout its history.

The following table highlights the Hotel's Competitive Market's projected performance between 2023 and 2031, coinciding with the Hotel's first five years of operation.

Projected Market Performance of the Competitive Supply

Year	Annual Supply	Percent Change	Occupied Rooms	Percent Change	Market Occupancy	Average Daily Rate	Percent Change	REVPAR	Percent Change
2023	1,223,480	12.2%	731,099	14.0%	60%	$252.00	4.3%	$150.58	6.0%
2024	1,223,480	0.0%	782,276	7.0%	64%	262.00	4.0%	167.52	11.2%
2025	1,223,480	0.0%	829,213	6.0%	68%	270.00	3.1%	182.99	9.2%
2026	1,223,480	0.0%	878,965	6.0%	72%	278.00	3.0%	199.72	9.1%
2027	1,261,805	3.1%	951,493	8.3%	75%	286.00	2.9%	215.66	8.0%
2028	1,300,495	3.1%	991,038	4.2%	76%	294.00	2.8%	224.04	3.9%
2029	1,300,495	0.0%	1,020,769	3.0%	78%	303.00	3.1%	237.83	6.2%
2030	1,300,495	0.0%	1,051,392	3.0%	81%	312.00	3.0%	252.24	6.1%
2031	1,300,495	0.0%	1,066,406	1.4%	82%	321.00	2.9%	263.22	4.4%
CAAG	0.8%		4.8%			3.1%		7.2%	

Source: CBRE Hotels; Note: The subject hotel is projected to open in July 2027 and is included in the data above

Supply for the competitive market is expected to increase at a CAGR of 0.8 percent between 2023 and 2031 as a result of the opening of the proposed 211-room subject in July 2027. Demand is estimated to increase at a CAGR of 4.8% between 2023 and 2031. In 2023, we anticipate that the market occupancy will end the year at 60.0% as the market absorbs the new room supply discussed previously. The competitive market occupancy is anticipated to increase to 64.0% in 2024 and 68.0% in 2025 as the market continues to rebound. Market occupancy is projected to continue to increase over the next several years and reach 82.0% in 2031 where it,

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which we believe to be the competitive market's long-term stabilized level of occupancy. While the market may fluctuate above and below this number, we are of the opinion that an occupancy of 82.0 percent is appropriate for the local market considering the supply and demand patterns, seasonality, and mix of business within the competitive market. This stabilized occupancy is below the average historical occupancy of the competitive market but takes into account the current market dynamics and the expansion of the area lodging supply. The projected future growth in supply and demand is presented in the following table.

Average Daily Rate ("ADR") is projected to increase by 4.3% in 2023 and 4.0% in 2024. Beginning in 2025, ADR is expected to increase at approximately 3.0 percent per annum, in line with the assumed long-term rate of inflation. RevPAR for the Competitive Market is projected to recover to 2019 levels in nominal dollars by 2030.

PROJECTED MARKET PERFORMANCE OF THE PROPOSED SUBJECT

Based upon our analysis contained herein, including a review of the overall competitive market and of the identified Hotel, we have provided our occupancy and ADR projections for the proposed Hotel's first five years of operation as stated in calendar years, and with an assumed opening date of July 1, 2027.

Projected Market Performance of the Subject Hotel

Year	Annual Supply	Percent Change	Occupied Rooms	Percent Change	Occupancy Percentage	Average Daily Rate	Percent Change	REVPAR	Percent Change	Market Penetration	Revenue Yield
2027	38,325	-	24,854	-	65%	278.00	3.0%	180.28	-	86%	84%
2028	77,015	101.0%	55,755	124.3%	72%	286.00	3.0%	207.05	14.8%	95%	92%
2029	77,015	0.0%	61,659	10.6%	80%	295.00	3.0%	236.18	14.1%	102%	99%
2030	77,015	0.0%	64,754	5.0%	84%	304.00	3.0%	255.60	8.2%	104%	101%
2031	77,015	0.0%	64,725	0.0%	84%	313.00	3.0%	263.05	2.9%	102%	100%
CAAG	19.1%		27.0%			3.0%		9.9%			

Source: CBRE Hotels

We are of the opinion that, given the previously discussed long-term strong fundamentals of the greater San Francisco lodging market, and the proposed Hotel's identified competitive market, along with the proposed Hotel's opening date in 2027, the number of hotel rooms, assumed quality level and market positioning, that the new 211-room Hotel will open with strong levels of performance and with minimal impact on the greater competitive San Francisco lodging market.

As shown above, we project that the proposed subject would achieve a stabilized occupancy of 84.0% which is slightly above the competitive market. The projected average daily rate (ADR) for the subject is $278 in 2027 with 3.0% annual increases over the projection period which is consistent with the projection for the competitive market.

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Addendum

Terms and Conditions

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Assumptions and Limiting Conditions

1. CBRE, Inc. through its appraiser (collectively, "CBRE") has inspected through reasonable observation the subject property. However, it is not possible or reasonably practicable to personally inspect conditions beneath the soil and the entire interior and exterior of the improvements on the subject property. Therefore, no representation is made as to such matters.
2. The report, including its conclusions and any portion of such report (the "Report"), is as of the date set forth in the letter of transmittal and based upon the information, market, economic, and property conditions and projected levels of operation existing as of such date. The dollar amount of any conclusion as to value in the Report is based upon the purchasing power of the U.S. Dollar on such date. The Report is subject to change as a result of fluctuations in any of the foregoing. CBRE has no obligation to revise the Report to reflect any such fluctuations or other events or conditions which occur subsequent to such date.
3. Unless otherwise expressly noted in the Report, CBRE has assumed that:

   (i) Title to the subject property is clear and marketable and that there are no recorded or unrecorded matters or exceptions to title that would adversely affect marketability or value. CBRE has not examined title records (including without limitation liens, encumbrances, easements, deed restrictions, and other conditions that may affect the title or use of the subject property) and makes no representations regarding title or its limitations on the use of the subject property. Insurance against financial loss that may arise out of defects in title should be sought from a qualified title insurance company.

   (ii) Existing improvements on the subject property conform to applicable local, state, and federal building codes and ordinances, are structurally sound and seismically safe, and have been built and repaired in a workmanlike manner according to standard practices; all building systems (mechanical/electrical, HVAC, elevator, plumbing, etc.) are in good working order with no major deferred maintenance or repair required; and the roof and exterior are in good condition and free from intrusion by the elements. CBRE has not retained independent structural, mechanical, electrical, or civil engineers in connection with this appraisal and, therefore, makes no representations relative to the condition of improvements. CBRE appraisers are not engineers and are not qualified to judge matters of an engineering nature, and furthermore structural problems or building system problems may not be visible. It is expressly assumed that any purchaser would, as a precondition to closing a sale, obtain a satisfactory engineering report relative to the structural integrity of the property and the integrity of building systems.

   (iii) Any proposed improvements, on or off-site, as well as any alterations or repairs considered will be completed in a workmanlike manner according to standard practices.

   (iv) Hazardous materials are not present on the subject property. CBRE is not qualified to detect such substances. The presence of substances such as asbestos, urea formaldehyde foam insulation, contaminated groundwater, mold, or other potentially hazardous materials may affect the value of the property.

   (v) No mineral deposit or subsurface rights of value exist with respect to the subject property, whether gas, liquid, or solid, and no air or development rights of value may be transferred. CBRE has not considered any rights associated with extraction or exploration of any resources, unless otherwise expressly noted in the Report.

   (vi) There are no contemplated public initiatives, governmental development controls, rent controls, or changes in the present zoning ordinances or regulations governing use, density, or shape that would significantly affect the value of the subject property.

   (vii) All required licenses, certificates of occupancy, consents, or other legislative or administrative authority from any local, state, nor national government or private entity or organization have been or can be readily obtained or renewed for any use on which the Report is based.

   (viii) The subject property is managed and operated in a prudent and competent manner, neither inefficiently or super-efficiently.

   (ix) The subject property and its use, management, and operation are in full compliance with all applicable federal, state, and local regulations, laws, and restrictions, including without limitation environmental laws, seismic hazards, flight patterns, decibel levels/noise envelopes, fire hazards, hillside ordinances, density, allowable uses, building codes, permits, and licenses.

   (x) The subject property is in full compliance with the Americans with Disabilities Act (ADA). CBRE is not qualified to assess the subject property's compliance with the ADA, notwithstanding any discussion of possible readily achievable barrier removal construction items in the Report.

   (xi) All information regarding the areas and dimensions of the subject property furnished to CBRE are correct, and no encroachments exist. CBRE has neither undertaken any survey of the boundaries of the subject property nor reviewed or confirmed the accuracy of any legal description of the subject property.

   Unless otherwise expressly noted in the Report, no issues regarding the foregoing were brought to CBRE's attention, and CBRE has no knowledge of any such facts affecting the subject property. If any information

inconsistent with any of the foregoing assumptions is discovered, such information could have a substantial negative impact on the Report. Accordingly, if any such information is subsequently made known to CBRE, CBRE reserves the right to amend the Report, which may include the conclusions of the Report. CBRE assumes no responsibility for any conditions regarding the foregoing, or for any expertise or knowledge required to discover them. Any user of the Report is urged to retain an expert in the applicable field(s) for information regarding such conditions.

4. CBRE has assumed that all documents, data and information furnished by or behalf of the client, property owner, or owner's representative are accurate and correct, unless otherwise expressly noted in the Report. Such data and information include, without limitation, numerical street addresses, lot and block numbers, Assessor's Parcel Numbers, land dimensions, square footage area of the land, dimensions of the improvements, gross building areas, net rentable areas, usable areas, unit count, room count, rent schedules, income data, historical operating expenses, budgets, and related data. Any error in any of the above could have a substantial impact on the Report. Accordingly, if any such errors are subsequently made known to CBRE, CBRE reserves the right to amend the Report, which may include the conclusions of the Report. The client and intended user should carefully review all assumptions, data, relevant calculations, and conclusions of the Report and should immediately notify CBRE of any questions or errors within 30 days after the date of delivery of the Report.

5. CBRE assumes no responsibility (including any obligation to procure the same) for any documents, data or information not provided to CBRE, including without limitation any termite inspection, survey or occupancy permit.

6. All furnishings, equipment and business operations have been disregarded with only real property being considered in the Report, except as otherwise expressly stated and typically considered part of real property.

7. Any cash flows included in the analysis are forecasts of estimated future operating characteristics based upon the information and assumptions contained within the Report. Any projections of income, expenses and economic conditions utilized in the Report, including such cash flows, should be considered as only estimates of the expectations of future income and expenses as of the date of the Report and not predictions of the future. Actual results are affected by a number of factors outside the control of CBRE, including without limitation fluctuating economic, market, and property conditions. Actual results may ultimately differ from these projections, and CBRE does not warrant any such projections.

8. The Report contains professional opinions and is expressly not intended to serve as any warranty, assurance or guarantee of any particular value of the subject property. Other appraisers may reach different conclusions as to the value of the subject property. Furthermore, market value is highly related to exposure time, promotion effort, terms, motivation, and conclusions surrounding the offering of the subject property. The Report is for the sole purpose of providing the intended user with CBRE's independent professional opinion of the value of the subject property as of the date of the Report. Accordingly, CBRE shall not be liable for any losses that arise from any investment or lending decisions based upon the Report that the client, intended user, or any buyer, seller, investor, or lending institution may undertake related to the subject property, and CBRE has not been compensated to assume any of these risks. Nothing contained in the Report shall be construed as any direct or indirect recommendation of CBRE to buy, sell, hold, or finance the subject property.

9. No opinion is expressed on matters which may require legal expertise or specialized investigation or knowledge beyond that customarily employed by real estate appraisers. Any user of the Report is advised to retain experts in areas that fall outside the scope of the real estate appraisal profession for such matters.

10. CBRE assumes no responsibility for any costs or consequences arising due to the need, or the lack of need, for flood hazard insurance. An agent for the Federal Flood Insurance Program should be contacted to determine the actual need for Flood Hazard Insurance.

11. Acceptance or use of the Report constitutes full acceptance of these Assumptions and Limiting Conditions and any special assumptions set forth in the Report. It is the responsibility of the user of the Report to read in full, comprehend and thus become aware of all such assumptions and limiting conditions. CBRE assumes no responsibility for any situation arising out of the user's failure to become familiar with and understand the same.

12. The Report applies to the property as a whole only, and any pro ration or division of the title into fractional interests will invalidate such conclusions, unless the Report expressly assumes such pro ration or division of interests.

13. The allocations of the total value estimate in the Report between land and improvements apply only to the existing use of the subject property. The allocations of values for each of the land and improvements are not intended to be used with any other property or appraisal and are not valid for any such use.

14. The maps, plats, sketches, graphs, photographs, and exhibits included in this Report are for illustration purposes only and shall be utilized only to assist in visualizing matters discussed in the Report. No such items shall be removed, reproduced, or used apart from the Report.

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15. The Report shall not be duplicated or provided to any unintended users in whole or in part without the written consent of CBRE, which consent CBRE may withhold in its sole discretion. Exempt from this restriction is duplication for the internal use of the intended user and its attorneys, accountants, or advisors for the sole benefit of the intended user. Also exempt from this restriction is transmission of the Report pursuant to any requirement of any court, governmental authority, or regulatory agency having jurisdiction over the intended user, provided that the Report and its contents shall not be published, in whole or in part, in any public document without the written consent of CBRE, which consent CBRE may withhold in its sole discretion. Finally, the Report shall not be made available to the public or otherwise used in any offering of the property or any security, as defined by applicable law. Any unintended user who may possess the Report is advised that it shall not rely upon the Report or its conclusions and that it should rely on its own appraisers, advisors and other consultants for any decision in connection with the subject property. CBRE shall have no liability or responsibility to any such unintended user.

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EXHIBIT C

https://www.sfexaminer.com/news/the-city/sf-conventions-attendance-off-to-strong-start-in-2025/article_3144c053-908c-483b-a3ab-e1b085af1f2d.html

SPOTLIGHT

SF conventions, hotel occupancy off to strong start in 2025

By Patrick Hoge | Examiner staff writer |
Apr 15, 2025



Inside the Foot Locker pop-up NBA All-Star Experience at 150 Powell St. by Union Square in San Francisco on Thursday, Feb. 13, 2025.

Craig Lee/The Examiner

Attendance at San Francisco conventions was up 52.5% in the first quarter of 2025 compared the same period a year earlier, according to The City's tourism marketing agency.

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Central to the improved performance was a more robust schedule at the Moscone Center convention complex that featured eight events for varied industries, including technology, health care and sports, with the hosting of the NBA All-Star Fan Experience, said the San Francisco Travel Association.

The overall activity drew more than 126,000 attendees and translated into $174 million of economic impact, San Francisco Travel said. The organization defines economic impact as a combination that includes spending by visitors, event organizers, wage-earners and the ripple effects of local business activity.

Direct spending for Moscone Center events in the first quarter was $120.8 million for eight events, while it was $107.6 million for eight events in the first quarter of 2024. Direct spending includes expenditures by meeting planners, exhibitors and event attendees.

In another indicator of renewed vigor in the local tourism market, hotel occupancy increased 3.1% to 60.6% year over year, from Jan. 1 through March 29, the organization said. The average daily rate increased 2.8% to $282.49 year-over-year, according to San Francisco Travel.

The new numbers echo the findings of a recent report by the real-estate company JLL, which said that the San Francisco metro area's hotel market — which is called the slowest to recover in the United States — bottomed out in 2024 and was poised for a significant recovery amid a resurgence of international travel and group demand. The report, citing Moscone Center's fuller schedule and the booming local artificial intelligence sector, considered a region that includes the Oakland and Fremont areas.



In this view from Union Square is the Westin St. Francis hotel in San Francisco, Tuesday, April 2, 2024.
Eric Risberg/Associated Press

The second quarter promises to fuel continued momentum, with Moscone Center set to host nine events over the next three months, San Francisco Travel said. Upcoming conventions include the RSAC Conference, Snowflake Summit and the Data + AI Summit.

For the year as a whole, San Francisco is set to host 32 events at the Moscone Center, up from 25 events in 2024, the travel marketing group said.

Hotel room nights associated with the events are forecast to increase by over 70% compared to 2024, accounting for 670,000 room nights, it said.

Last year, visitor-related spending contributed $9.26 billion to the San Francisco economy and supported nearly 62,000 jobs, according to the organization.

Mayor Daniel Lurie pointed to the latest numbers as evidence supporting his oft-repeated phrase, “San Francisco is open for business,” and asserted that his administration’s policies are having a positive impact.

“Our administration has been working every day to deliver safe, clean streets, and the message is starting to resonate,” Lurie said in a prepared statement.

“These events are fueling our city’s comeback, supporting local jobs, while driving business to our hotels, restaurants, and neighborhoods,” Lurie said. “There’s no better place than San Francisco to gather, innovate, and experience the energy of a world-class city.”

Patrick Hoge

EXHIBIT D

MEMORANDUM

DATE: 16 April 2025

NAME:	COMPANY:	EMAIL:
Ryan Shum	San Francisco Planning	ryan.shum@sfgov.org

FROM: Blake Wells, LEED GA and Alex Salter, PE

SUBJECT: 570 Market Street
Acoustical Response to Appeal of Preliminary MND

PROJECT: 21-0195

As the acoustical consultant for the initial project noise study, we have reviewed the Appeal of 570 Market Street Preliminary MND dated 19 March 2025.

As a firm, Salter consults on over 900 projects worldwide each year, from its headquarters in San Francisco and branch offices in San Jose, Los Angeles, Honolulu, and Seattle. In 1975, Charles Salter founded the company on principles of sound engineering, scientific process, inquisitive problem solving, and personal integrity. We are a team of Professional Engineers, LEED Accredited Professionals, Certified Technology Specialists, Registered Communications Distribution Designers, Fellows of the Audio Engineering Society, and Fellows of the Acoustical Society of America.

The following memo represents our acoustical responses to comments made by Wilson Irhig contained in the project appeal letter with respect to the expected construction noise and vibration at the project.

Construction Noise

Wilson Ihrig discusses the following two comments in the appeal letter.

Comment #1 – Usage Factor

To calculate the Project's construction-related noise levels, the PMND's Noise Analysis relied on the General Assessment criteria from the Federal Transit Administration Transit Noise and Vibration Assessment Manual ("FTA Manual'). (PMND, p. 38; Noise Analysis, p. 5.) Wilson Ihrig's comments in the appeal letter state that the Noise Analysis failed to properly apply the FTA Manual's criteria, thereby underestimating the Project's construction noise impacts and failing to identify and disclose the Project's significant noise impacts. (Ex. A, pp. 1-2.)

First, Wilson Ihrig found that the Noise Analysis failed to apply the proper "usage factor" for construction equipment, which is "[t]he percent of time a piece of equipment typically operates." (Ex. A, pp. 1-2.) Under the FTA Manual's criteria, a proper noise assessment assumes simultaneous, full-power operation (i.e., a usage factor of 100 percent) of the two loudest pieces of construction equipment for each construction phase. (FTA Manual, pp. 177-78; Ex. A, p. 2.) However, instead of applying a 100 percent usage factor, the PMND's Noise Analysis applied usage factors of 16 to 50 percent (Noise Analysis, Table 4, pp. 7-8), which "underestimates and, therefore, misrepresents expected construction noise levels." (Ex. A, p. 2.)

Response

The FTA manual includes the following equation (Eq. 7-1) to predict construction noise impacts for projects:

$$L_{eq.equip} = L_{emission} + 10\log(Adj_{Usage}) - 20\log(\frac{D}{50}) - 10G\log(\frac{D}{50}) \quad \textbf{Eq. 7-1}$$

where:

$L_{eq.equip}$ = $L_{eq(t)}$ at a receiver from the operation of a single piece of equipment over a specified time period, dBA
$L_{emission}$ = noise emission level of the particular piece of equipment at the reference distance of 50 ft, dBA
Adj_{Usage} = usage factor to account for the fraction of time that the equipment is in use over the specified time period
D = distance from the receiver to the piece of equipment, ft
G = a constant that accounts for topography and ground effects

Furthermore, the FTA General Assessment method includes the following guidance on values to be used for Usage Factor and other parameters, such as Ground Effect, as follows. While the General Assessment indicates a usage factor of 1 (i.e., equipment operating 100% of the time), the Federal Highway Administration (FHWA) Roadway Construction Noise Model (RCNM), which is also referenced in the FTA document, includes usage factors for various equipment. These were used to further refine the General Assessment analysis.

Option A: General Assessment – Determine the quantities for Eq. 7-1 based on the following assumptions for a General Assessment of each phase of construction.

- **Noise emission level ($L_{emission}$)** – Determine the emission level at 50 ft according to noise from typical construction equipment described above and Table 7-1.
- **Usage factor (Adj_{Usage})** – Assume a usage factor of 1. This assumes a time period of one-hour with full power operation. Most construction equipment operates continuously for periods of one-hour or more during the construction period.

  Therefore, $10\log(Adj_{usage}) = 0$ and can be omitted from the equation.
- **Distance (D)** – Assume that all equipment operates at the center of the project, or centerline for guideway or highway construction project.
- **Ground effect (G)** – G = 0 assuming free-field conditions and ignoring ground effects. If ground effects are of specific importance to the assessment, consider using the Detailed Analysis procedure.

Only determine the $L_{eq.equip}$ for the two noisiest pieces of equipment expected to be used in each phase of construction. Then, sum the levels for each phase of construction using decibel addition.

With respect to criteria for predicting impacts, the FTA General Assessment criteria establish an A-weighted noise level threshold based on the category of receiving land-use and time of day as follows:

Option A: General Assessment – Compare the combined $L_{eq.equip(1hr)}$ for the two noisiest pieces of equipment for each phase of construction determined in Section 7.1, Step 3 to the criteria below. Then, identify locations where the level exceeds the criteria.

Table 7-2 General Assessment Construction Noise Criteria

Land Use	$L_{eq.equip(1hr)}$, dBA	
	Day	Night
Residential	90	80
Commercial	100	100
Industrial	100	100

In response to Wilson Ihrig's comments, we have recalculated the expected construction noise levels during each phase of construction without usage factors, per the General Assessment method above.

Table 1 shows the maximum noise levels (L_{max}) produced by various types of equipment proposed by the project sponsor at reference distances of 20 feet and 100 feet without associated usage factors.

Table 1: Project Construction Equipment Typical Noise Levels[1]

Equipment	Noise Level (dBA, L_{max}) at 20 Feet	Noise Level (dBA, L_{max}) at 100 Feet
Deep Foundations		
Drill Rig	92	78
Excavator	89	75
Cutter Soil Mix (CSM) Rig	91	77
After Foundations		
Cranes	89	75
Foundation and Deck Pours		
Concrete Pump	89	75
Demolition		
Jackhammer	93	79
Various		
Air Compressor	86	72
Cement Mixer	87	73
Concrete Saws	98	84
Generators	81	67
Pressure Washer	93	79
Skid Steer Loader	87	73
Welders	82	68

Table 2 shows the worst-case noise levels for each major phase of construction (i.e., the two loudest pieces of equipment from each construction phase operating simultaneously) at the nearest sensitive uses from daytime construction (333 Bush Street residences approximately 450 feet away;

[1] Based on the US EPA document, "Noise from Construction Equipment and Operations, Building Equipment and Home Appliances" 1971, noise data from Federal Highway Administration (FHWA) *Roadway Construction Noise Model User's Guide*, 2006, and data from other Salter Projects.

44 Montgomery Street approximately 20 feet away[2]). It should be noted that this table assumes no ground effect and a 20*log distance drop-off (i.e., 6 dBA per doubling of distance) per the specific guidelines of the General Assessment method included above.

Table 2: Calculated Noise Levels at Nearest Off-Site Sensitive Use from Daytime Construction

Phase	Loudest Two Noise Sources	Estimated Construction Noise Level (dBA) at Nearest Residential Receiver (450 feet)	Exceeds 90 dBA Residential Standard?	Estimated Construction Noise Level (dBA) at Nearest Commercial Receiver (20 feet)	Exceeds 100 dBA Commercial Standard?
1	CSM Rig, Jackhammer	68	No	95	No
2	Concrete Saws, Jackhammer	72	No	99	No
3	Concrete Pump, Excavator	65	No	92	No
4	Drill Rig, Cranes	67	No	94	No
5	Pressure Washer, Cranes	67	No	94	No

As shown, construction noise levels are expected to range from 65 to 72 dBA at the nearest residential receptor at a distance of 450 feet, which is below the FTA General Assessment criterion of 90 dBA. Noise levels are also expected to range from 92 to 99 dBA at the nearest commercial receiver, which is below the FTA General Assessment criterion of 100 dBA. Therefore, no changes are required to the conclusions in the PNMD.

Comment #2

Section II.A claims that the calculated construction noise levels should use a factor of 3 dB of attenuation per doubling of distance.

> *Second, Wilson Ihrig found that the Noise Analysis's assumptions for how construction noise would attenuate over distance do not accurately reflect the conditions surrounding the Project site. (Ex. A, p. 2.) The Noise Analysis assumed that construction noise would attenuate at 6 dB per doubling of distance. (Ex. A, p. 2.) However, as Wilson Ihrig explains, sound would attenuate at a far lesser rate due to conditions in the Financial District:*

[2] Our original assessment used a distance of 25 feet, which is the centerline distance to the nearest property plane. We have updated the distance to the nearest commercial property to 20 feet, so that the analysis can be directly compared to WIA.

> *An adjustment of 6 dB per doubling of distance is only appropriate for calculations in the "free field." As described by Egan, "free-field conditions occur when sound waves are free from the influence of reflective surfaces (e.g., open areas outdoors, anechoic rooms)." The project site is located within the Financial District of San Francisco and is surrounded by six- to 43-story tall buildings. The facades of these buildings are all acoustically reflective, thereby making use of a "free field" calculation erroneous. On the contrary, the "canyons" of built-up downtowns can act as waveguides for noise, by reflecting and constraining sound to travel along them. This will lead to higher noise levels at receivers than would be calculated using free field conditions. At a minimum, a more conservative approach to attenuation over distance, such as 3 dBA per doubling of distance, should be used account for the reverberant nature of the Financial District.*

(Ex. A, p. 2 [citation omitted].) By relying on an overestimation of sound attenuation around the Project site, the Noise Analysis again underestimates the construction-related noise impacts of the Project.

Response

Our analysis follows Eq 7-1 of the FTA General Assessment, which includes a distance drop-off term of 20*log (see highlighted portions of Eq. 7-1, below). This equates to a 6 dB reduction per doubling of distance. Using a 10*log distance drop-off (i.e., 3 dB reduction per doubling of distance) would be a deviation from the FTA General Assessment method.

$$L_{eq.equip} = L_{emission} + 10\log(Adj_{Usage}) - 20\log(\frac{D}{50}) - 10G\log(\frac{D}{50}) \quad \textbf{Eq. 7-1}$$

where:

$L_{eq.equip}$ = $L_{eq(t)}$ at a receiver from the operation of a single piece of equipment over a specified time period, dBA

$L_{emission}$ = noise emission level of the particular piece of equipment at the reference distance of 50 ft, dBA

Adj_{Usage} = usage factor to account for the fraction of time that the equipment is in use over the specified time period

D = distance from the receiver to the piece of equipment, ft

G = a constant that accounts for topography and ground effects

Furthermore, WIA's assumptions are speculative and are not based on actual measured data at the project site. The distance factor used in the PNMD is consistent with the FTA General Assessment method.

From:	BOS Legislation, (BOS)
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Cc:	RUSSI, BRAD (CAT); JENSEN, KRISTEN (CAT); YANG, AUSTIN (CAT); RUIZ-ESQUIDE, ANDREA (CAT); Dennis Phillips, Sarah (CPC); Gibson, Lisa (CPC); Dwyer, Debra (CPC); Navarrete, Joy (CPC); Lewis, Don (CPC); Switzky, Joshua (CPC); Teague, Corey (CPC); Tam, Tina (CPC); Sider, Dan (CPC); Starr, Aaron (CPC); Watty, Elizabeth (CPC); Ionin, Jonas (CPC); Vimr, Jonathan (CPC); Shum, Ryan (CPC); Sheyner, Tania (CPC); Lamarre, Julie (BOA); Longaway, Alec (BOA); BOS-Supervisors; BOS-Legislative Aides; Calvillo, Angela (BOS); Somera, Alisa (BOS); Mchugh, Eileen (BOS); BOS Legislation, (BOS)
Subject:	PLANNING DEPARTMENT RESPONSE: Hearing - Appeal of Final Mitigated Negative Declaration - Proposed 570 Market Street Project - November 18, 2025
Date:	Monday, November 10, 2025 11:33:27 AM
Attachments:	image001.png

Greetings,

The Office of the Clerk of the Board is in receipt of a response from the Planning Department for the Special Order before the Board of Supervisors on **November 18, 2025**, at 3:00 p.m. for the appeal of the CEQA Final Mitigated Negative Declaration for the proposed project at 570 Market Street.

Please find the following link to the document for the matter:

Planning Department Response - November 10, 2025

I invite you to review the entire matters on our Legislative Research Center by following the link below:

Board of Supervisors File No. 251034

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(VIRTUAL APPOINTMENTS) To schedule a "virtual" meeting with me (on Microsoft Teams), please ask and I can answer your questions in real time.

Click here to complete a Board of Supervisors Customer Service Satisfaction form

The Legislative Research Center provides 24-hour access to Board of Supervisors legislation, and archived matters since August 1998.

Disclosures: *Personal information that is provided in communications to the Board of Supervisors is subject to disclosure under the California Public Records Act and the San Francisco Sunshine Ordinance. Personal information provided will not be redacted. Members of the public are not required to provide personal identifying information when they communicate with the Board of Supervisors and its committees. All written or oral communications that members of the public submit to the Clerk's Office regarding pending legislation or hearings will be made available to all members of the public for inspection and copying. The Clerk's Office does not redact any information from these submissions. This means that personal information—including names, phone numbers, addresses and similar information that a member of the public elects to submit to the Board and its committees—may appear on the Board of Supervisors' website or in other public documents that members of the public may inspect or copy.*

San Francisco Planning

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PLANNING DEPARTMENT RESPONSE TO APPEAL OF FINAL MITIGATED NEGATIVE DECLARATION

570 MARKET STREET

Date:	November 10, 2025
To:	San Francisco Board of Supervisors
From:	Lisa Gibson, Environmental Review Officer – (628) 652-7571 Tania Sheyner, Principal Environmental Planner – (628) 652-7578 Ryan Shum, Senior Planner – ryan.shum@sfgov.org, (628) 652-7542
RE:	Appeal of Final Mitigated Negative Declaration of 570 Market Street Planning Case No. 2019-017622ENV and 2019-017622APL
Hearing Date:	November 18, 2025
Project Sponsor:	Frontier Group, LLC c/o 229 Ellis Holdings, LLC Attn: Melinda Sarjapur, msarjapur@reubenlaw.com, (415) 567-9000
Appellants:	Brian Flynn, Lozeau Drury LLP on behalf of BCal 44 Montgomery Property LLC and Anna Shimko, Burke, Williams & Sorensen, LLP on behalf of CPH 54, LP
Attachments:	Attachment A – Health Risk Assessment Attachment B – Updated Construction Noise Tables Attachment C – Vibration Monitoring Supplemental Information

Introduction

This memorandum is in response to two letters of appeal to the board of supervisors (the board) filed on October 10, 2025 regarding the planning department's (the department) issuance of a final mitigated negative declaration (FMND) under the California Environmental Quality Act (CEQA) for the proposed 570 Market Street project.

The department, pursuant to section 21064.5 of the CEQA Statute (Public Resources Code 21000-21189), issued a mitigated negative declaration for the proposed project on October 30, 2024, finding that the project would not result in a significant effect on the environment. The appellants filed appeals of the preliminary mitigated negative declaration (PMND) and the planning commission heard the PMND appeals on May 1, 2025, where it denied the PMND appeal and affirmed the decision to prepare a MND; the project approvals

were continued to a subsequent hearing. The FMND was issued on May 19, 2025. On September 11, 2025, the planning commission held a public hearing on the project approvals and approved the downtown project authorization and conditional use authorization.

The decision before the board is whether to affirm or reverse the Planning Commission's decision to issue a MND. If the board reverses the decision of the Planning Commission, it shall remand the MND to the department for further action consistent with the board's findings. In the event the board determines that a project may have a significant effect on the environment that cannot be avoided or mitigated to a less than significant level and, therefore, an EIR is required, it shall reverse the Planning Commission's decision to issue a MND and the Planning Department shall prepare an EIR.

Site Description and Existing Use

The 7,045-square-foot project site is located on the north side of Market Street within the triangular block bound by Market Street to the southeast, Sutter Street to the north, and Montgomery Street to the west, in the Financial District neighborhood. The project site is currently occupied by two separate two-story commercial buildings over a shared one-story basement level of approximately 16,195-gross-square feet. The project site does not contain any off-street vehicle or bicycle parking. The project site is relatively flat and does not have any curb cuts. There are currently two sidewalk trees on the project's Market Street frontage. The project site is in a C-3-O (Downtown Office) use district and a 300-S height and bulk district.

One of the appellants, Mr. Flynn, represents BCal 44 Montgomery Property LLC, which is the owner of 44 Montgomery Street located adjacent to a portion of the project's western property line. The other appellant, Ms. Shimko, represents CPH 54, LP, which is the owner of 564 Market Street (also known as the Chancery Building) located adjacent to the project's eastern property line. The 44 Montgomery Street building contains a 43-story commercial office tower constructed in 1966 and three-story commercial office building constructed in 1967. The Chancery Building is a seven-story commercial office building.

Project Description

The proposed project would demolish the two existing two-story-over-basement buildings and construct a 29-story, approximately 300-foot-tall building containing hotel uses. The new building, which would extend over the entire parcel, would provide approximately 3,400 gross square feet of retail space on the ground floor and mezzanine levels fronting Market Street and an approximately 123,000-square-foot hotel space that would accommodate about 211 guest rooms. The project would provide approximately 4,200 gross square feet of privately owned public open space (POPOS), which would include a 2,300-square-foot outdoor terrace and 1,900 square feet of indoor support space for the dedicated public entrance and elevator lobby to the POPOS. The project would be supported on a hybrid foundation that would consist of a four-foot mat slab supporting the approximate southern half of the building. The remaining building portion would be supported by a 6- to 10-foot foundation bearing on 6-foot-diameter piles that would be drilled approximately 40 feet into bedrock, for a total length of around 160 feet under the mat slab.

Project construction is anticipated to last approximately 24 months and would require excavation of the total site footprint (7,045 square feet) to approximately 7 to 13 feet below ground surface (bgs). Overall, excavation of the basement levels would require removal of approximately 3,900 cubic yards of soil.

The project received the following approvals from the Planning Commission:

- A Conditional Use Authorization from the planning commission under Planning Code section 303 to permit hotel uses.
- A Downtown Project Authorization under Planning Code section 309 for projects within a C-3 zoning district greater than 50,000 square feet in area or 75 feet in height and for granting exceptions to the requirements of certain sections of the Planning Code.

Background

The following is a chronological summary of the various actions documented in the record related to the proposed project that have occurred since October 2019, when the project sponsor filed an application for the proposed project:

- On October 1, 2019, the project sponsor filed a project application with the department for the project.
- On October 30, 2024, the department issued a PMND for the project determining that the proposed project could not have a significant impact on the environment with implementation of mitigation measures.
- On November 20, 2024, Brian Flynn, on behalf of BCal 44 Montgomery Property LLC, and Edward Shaffer, on behalf of CPH 54, LP, owner of the adjacent 564 Market Street (also known as the Chancery Building) (appellants), filed separate appeals of the PMND.
- On November 20, 2024, the 20-day appeal period ended. However, at the time of PMND publication, two technical appendices were inadvertently not available for public review on the department website. As a result, the comment period was extended by an additional 20 days to December 12, 2024.
- On December 11, 2024, Mr. Shaffer filed a supplemental appeal letter.
- On December 12, 2024, the appeal hearing was continued to February 27, 2025.
- On February 27, 2025, the appeal hearing was continued to April 3, 2025.
- On March 19, 2025, Mr. Flynn filed another supplemental appeal letter and Mr. Shaffer filed two additional supplemental letters.
- On April 3, 2025, the PMND appeal hearing was continued to May 1, 2025.
- On May 1, 2025, the planning commission denied the appeal of the PMND and affirmed the decision to prepare a MND. The project approvals were continued to a future hearing.

- On September 11, 2025, the planning commission approved the downtown project authorization and conditional use authorization for the project.

- On October 10, 2025, Brian Flynn of Lozeau Drury LLP on behalf of BCal 44 Montgomery Property LLC and Anna Shimko of Burke, Williams & Sorensen, LLP on behalf of CPH 54, LP submitted separate appeals of the FMND.

- On November 7, 2025, Mr. Flynn submitted a supplemental appeal letter. Given limited timing, this response does not fully address this November 7 letter. However, planning department will respond to the assertions brought up in this submittal, as appropriate, either in writing or verbally at the November 18, 2025 BOS hearing.

Planning Department Responses

The Planning Department's responses to concerns raised in the appeal letters are provided below, organized by topic. For the reasons provided, the appellants have not met the legal burden of proof of providing substantial evidence supporting a fair argument that the project may have a significant environmental impact, and therefore requires an environmental impact report.

Response 1 (Geology and Soils): The FMND appropriately concludes that the potential environmental effects of the proposed project related to geology and soils would not be significant, including impacts on surrounding structures.

The appellants contend that the FMND fails to evaluate the geotechnical impacts of project construction on surrounding buildings, including impacts related to soil settlement, dewatering, and liquefaction. The appellants have submitted supporting materials, including memoranda by structural engineering firm MKM & Associates, and contend that there is a fair argument that the project would have significant geotechnical impacts. However, these materials do not constitute substantial evidence because they are speculative and highlight general potential risks applicable to all development projects. They do not explain how the proposed project, specifically, could result in significant impacts with the application of required compliance with state and local building codes. As further explained below, detailed geotechnical design and review occurs after the environmental review process and the submitted documents do not acknowledge or address this. Therefore, the contention of the appellants regarding the inadequacy of the FMND is incorrect.

The FMND analysis correctly accounts for the city's entire review process, with environmental review being one of the initial steps of that process. During the environmental review process, the department considers whether the construction of a proposed project could have substantial adverse effects on soils or geologic features on the project site, and whether a project could be feasibly constructed and supported by the underlying site conditions. This information is typically summarized in a preliminary geotechnical report. The function of a geotechnical report is to provide recommendations by a licensed geotechnical professional to a project's engineer of record, who must then incorporate those recommendations into building permit-level drawings and construction documents, to ensure that the proposed structure can be supported on the proposed foundation system.

Subsequent to the environmental review process, the building department undertakes structural review to ensure that a building can be safely constructed in accordance with all applicable state and local codes. At this stage, the building department reviews more detailed structural plans, which are typically not available, nor required, during the environmental review phase. Instead, environmental review for a project is generally based on a project's architectural plans in combination with the findings of the preliminary geotechnical report.

In compliance with these building requirements, the project sponsor submitted a geotechnical report prepared by a licensed geotechnical engineer to the planning and building departments. This report investigated site, soil, geologic, and groundwater conditions of the subject property, and made geotechnical recommendations pertaining to the project's construction.[1] These recommendations address site preparation and grading, seismic design, foundation types, shoring and protection of adjacent buildings, and more. The California Building Code also includes specific provisions, including Protection of Adjoining Properties (section 3307), which must be addressed in the project's structural plans.[2]

The preliminary geotechnical report concluded that the proposed development is feasible from a geotechnical standpoint, but also acknowledged the need for a design-level geotechnical investigation once more detailed permit-level project drawings are available. As such, the department addressed the limited question before it, and correctly concluded that the project could feasibly be constructed on the project site and would not result in any significant impacts related to geology or soils. This is a typical process outcome for geotechnical issues during the environmental review phase, when more detailed plans are not available (nor required).

Administrative Bulletin 082 and Impacts to Adjacent Structures

The project's compliance with state and local codes would ensure that the project would not result in a significant geotechnical impact, including to adjacent building foundations, because the building department would review project construction plans and techniques to ensure that existing adjacent structures are protected. This requirement is set forth in building department Administrative Bulletin 082 (AB 082), Guidelines and Procedures for Structural Design Review, which applies to the proposed project and specifies the guidelines and procedures for independent structural and geotechnical design review during the application review process for a building permit. The scope of services for geotechnical engineering review required under AB 082 includes assessment of the project's proposed foundation system and its appropriateness for the structure and ground conditions on the site, the potential effects of construction activities, the predicted foundation settlement, and the project's potential long-term interaction with foundations of existing adjacent and nearby structures.

AB 082 also outlines how the director of the building department would resolve any disputes between the structural design reviewer and the project's structural and geotechnical engineers of record. The building department would review the final building plans (construction plans) for conformance with

1 Langan. *Preliminary Geotechnical Evaluation: 570 Market St.* August 27, 2019.
2 *Ibid*.

recommendations of the site-specific, design-level geotechnical evaluation to ensure compliance with state and local building codes, including AB 082.

The building permit application review process would occur prior to the issuance of construction permits and would ensure that the proposed project would not result in any significant geology and soils impacts, including significant adverse impacts to existing nearby structures. Specifically, as part of this process, qualified professionals would identify specific means and methods to construct the project in a way that meets all applicable building code requirements. In this context, those means and methods would constitute performance standards that would be met to avoid any significant impacts related to the building's structural integrity. Thus, the project's compliance with all required state and local codes during the building permit application process, combined with specific means and methods that would be employed to meet code requirements, would ensure that such impacts remain less than significant.

In summary, the project is required to comply with the City's project review process, which would entail detailed, design-level geotechnical and structural review by the building department. Compliance with all mandatory provisions of the California Building Code and San Francisco Building code would ensure that the project would not result in significant geology or soils impacts. Therefore, no mitigation measures are required. During the environmental review stage, the department addresses the limited question of whether a project can feasibly be constructed on the project site based on the site's underlying soil conditions and site context. Based on the project's preliminary geotechnical report, the department has correctly determined that the project is feasible and would not result in any significant impacts to geology or soils.

The appellants have not provided substantial evidence to support a fair argument that the project would result in significant geology and soils impacts, given compliance with state and local building codes. As noted above, they cite general risks common to all development projects, but do not explain how this specific project could result in significant impacts despite required code compliance. A fair argument must be supported by expert opinion and factual evidence, which are lacking here. Specifically, CEQA Guidelines Section 15384 define "substantial evidence," in part, as "facts, reasonable assumptions predicated upon facts, and expert opinion supported by facts." Given that the appellants' assertions do not address the project site or the proposed 570 Market Street project, their claims remain speculative.

Response 2 (Air Quality): Substantial evidence provided in the FMND and additional health risk analysis conducted since then, establishes that the proposed project would not result in any significant impacts related to air quality.

The appellants contend that demolition and construction activities will expose the public to significant adverse levels of air pollution, including from asbestos and lead-based paints and construction dust. Additionally, the appellants contend that construction activities could increase cancer risks for people living and working in the area, and that nearby office workers should be treated as sensitive receptors.

Construction Dust

With regards to construction dust impacts, studies have shown that the application of best management practices at construction sites significantly control fugitive dust and reduce fugitive dust by up to 98 percent,

as described on page 50 of the FMND.[3,4] As such, they are an effective strategy for controlling construction-related fugitive dust. As described on pages 54 and 55 of the FMND, the project would be required to comply with the city's Construction Dust Control Ordinance and implement best management practices to reduce control construction dust. Such measures include wetting down areas around soil improvement operations, placement of upwind and downwind particulate dust monitors, limiting areas subject to excavation, grading, and other demolition or construction activities at any given time, and the like. These measures would be required as a matter of law already applicable to the proposed project. Accordingly, this impact was determined to be less than significant and no mitigation measure is required.

Construction and Operational Air Quality Impacts

The project's construction and operational air pollution impacts are discussed under Impact AQ-4, starting on page 57 of the FMND. The FMND evaluated the air quality health risk impact of the project to sensitive receptors near the project site, with the closest analyzed receptor located approximately 395 feet away from the project site. Following the publication of the FMND, a more detailed health risk assessment was prepared to evaluate construction and operational health risk impacts to receptors in the immediate vicinity of the project site, including worker receptors directly adjacent to the project site (see FMND text revisions – Exhibit C).[5] Thus, the FMND addresses worker receptors as sensitive receptors and presents results of toxic air pollutants on workers located in office buildings located adjacent to the project site. The health risk assessment modeled project-specific emissions based on the proposed land uses, construction schedule, construction equipment list and construction trip information, as provided by project sponsor.

The health risk assessment determined that, with the implementation of mitigation measure M-AQ-4a: Clean Off-Road Construction Equipment, which would be required as condition of project approval, the construction of the proposed project would not exceed the air district's or city's health risk thresholds for chronic hazard index, cancer risk, or $PM_{2.5}$.[6] As described in the FMND, the use of clean construction equipment can reduce construction emissions by 93 to 96 percent as compared to fleet average. Therefore, as concluded in the FMND and substantiated through additional health risk emissions modeling, the proposed project would result in a less-than-significant impact to nearby sensitive receptors related to construction toxic air contaminants, including the adjacent office building abutting the project site.

The project-specific health risk assessment also determined that operation of the project would result in a less-than-significant impact to residential or worker receptors with the implementation of mitigation measure M-AQ-4b: Clean Diesel Generators for Building Operations, including to receptors adjacent to the project site.

The internal air circulation system of nearby buildings, which one of the appellants brings up in their letter, is not within the purview of the proposed project. The project site is located in the existing air pollutant

3 Western Regional Air Partnership. *2006. WRAP Fugitive Dust Handbook.* September 7, 2006. This document is available online at https://www.env.nm.gov/wp-content/uploads/sites/2/2017/02/WRAP_FDHandbook_Rev_06.pdf, accessed January 15, 2025.
4 San Francisco Planning Department. *Air Quality and Greenhouse Gas Analysis Guidelines.* February 2025.
5 Ramboll. *Air Quality Health Risk Assessment Methodology and Results Memo: 570 Market Street, San Francisco, CA.* January 2025.
6 Unless otherwise stated, health risk assessments assume no filtration effects or benefits from mitigation measures when calculating potential risks to receptors.

exposure zone and sensitive receptors within the zone already experience elevated levels of air emissions; the City cannot, through mitigation measures or otherwise, require that the proposed project solve an existing problem that it has not caused. However, as described in the FMND and reiterated above, implementation of air quality mitigation measures and best management practices to reduce construction dust would ensure that the proposed project would not make a considerable contribution to existing significant cumulative health risk impacts in the area.

Lead and Asbestos
With respect to lead and asbestos, these impacts are described in the hazards and hazardous materials section of the FMND on pages 96 through 98. Lead and asbestos handling and removal are regulated in accordance with local and state regulations, as well as air district, California Department of Toxic Substances Control, Cal/OSHA, and California Department of Health Services requirements. Specifically, California Health and Safety Code section 19827.5, adopted January 1, 1991, requires that local agencies not issue demolition or alteration permits until a project sponsor has demonstrated compliance with the notification requirements under applicable federal regulations regarding hazardous air pollutants, including lead and asbestos.

The California Legislature vests the local air district, in this case the Bay Area Air District, with the authority to regulate airborne pollutants, including asbestos-containing material, through both inspection and law enforcement. The air district is to be notified 10 days in advance of any proposed demolition or abatement work. Any disturbance of asbestos-containing material at the project site would be subject to the requirements of air district Regulation 11, Rule 2, Hazardous Materials—Asbestos Demolition, Renovation, and Manufacturing. The local office of Cal/OSHA must also be notified of asbestos abatement. Asbestos abatement contractors must follow state regulations contained in California Code of Regulations title 8, section 1529 and sections 341.6 through 341.14, when their work involves 100 gross square feet or more of asbestos-containing material. Pursuant to California law, the building department would not issue the required permit until the project sponsors have complied with the requirements described above.

Work that could result in any disturbance of lead-based paint must comply with San Francisco Building Code section 3423, Work Practices for Lead-Based Paint on Pre-1979 Buildings and Steel Structures. Section 3423 identifies prohibited practices that may not be used when removing lead-based paint, as well as notification requirements. Where work would disturb or remove lead-based paint on the exterior of a building, or the interior of occupied buildings built prior to or on December 31, 1978 – such as the existing structure at 570 Market Street – section 3407 requires specific notification and work standards and identifies prohibited work methods and penalties. The demolition would also be subject to the Cal/OSHA lead in construction standard (California Code of Regulations title 8, section 1532.1). This standard requires development and implementation of a lead compliance plan when materials containing lead are disturbed during construction. The plan must describe activities that could emit lead, methods that would be used to comply with the standard, safe work practices, and a plan to protect workers from exposure to lead during construction. Cal/OSHA would require 24-hour notification if more than 100 square feet of lead-containing material would be disturbed.

Based on mandatory compliance with existing regulatory requirements, as concluded on page 98 of the FMND, the proposed project would not result in a significant hazard to the public or environment from hazardous materials such asbestos and lead-based paint and the proposed project would result in a less-than-significant impact related to these substances.

In summary, the appellants have not provided a fair argument supported by substantial evidence that the proposed project would result in significant air quality impacts. The FMND's analysis of air quality impacts are accurate and sufficient. No further analysis is required.

Response 3 (Noise and Vibration): Based on substantial evidence provided in the FMND, the proposed project would not result in significant impacts related to noise and vibration.

The appellants contend that project construction would have significant noise impacts on nearby office workers and would result in significant vibration impacts on nearby historic structures. Their arguments, however, do not meet the legal standard of providing substantial evidence in support of a fair argument that such a significant impact would occur, for the reasons described below.

Construction Noise

The project's noise impacts during construction are discussed in the FMND beginning on page 37. Consistent with the *Governor's Office of Planning and Research's General Plan Guidelines 2017*, noise sensitive receptors are defined as: residences, hospitals, convalescent homes, schools, churches and sensitive wildlife habitat (e.g., nesting birds, marine mammals, protected fish species). The planning department also considers hotels and motels as noise sensitive receptors, and commercial and industrial uses are considered noise sensitive uses if they are exposed to noise levels of 100 dBA or higher.

In the appeal letter submitted by Ms. Shimko dated October 10, 2025, the appellant contends that professional offices fall under Category 3 – Noise-Sensitive Uses in accordance with the Federal Transit Administration Transit Noise and Vibration Assessment Manual (FTA manual). However, the FTA manual defines Category 3 as institutional land uses, which generally includes schools, libraries, theaters, and churches where it is important to avoid interference with activities as speech, meditation, and concentration on reading material. The FTA manual elaborates that "most commercial or industrial uses are not considered noise-sensitive because activities within these buildings are generally compatible with higher noise levels." 7 Therefore, the nearby office uses, including the Chancery Building, do not meet the definition of Category 3 – Institutional Uses. As discussed below, the FMND does analyze the construction noise impacts to determine if the noise levels would exceed 100 dBA at commercial uses, and the noise analysis determined that construction of the project would not exceed those levels.

The appellants also contend that the noise impacts should be assessed in accordance with Occupational Health and Safety Administration (OSHA) and National Institute for Occupational Safety and Health (NIOSH) noise standards. The OSHA and NIOSH standards are assessed over an eight-hour time-weighted average period and noisy environments over 85 dBA would entail continuous operation of very loud pieces of

7 Federal Transit Administration. *Transit Noise and Vibration Impact Assessment Manual*. September 2018. – (Table 4-3, p. 23)

equipment or large sporting events or nightclubs. It is extremely unlikely, and therefore speculative, that construction equipment would be in continuous operation for an extended period such that the eight-hour weighted average would exceed 85 dBA (Salter, Alex, phone call, November 7, 2025). The appellant has also not provided evidence that construction of the proposed project would result in noise levels in excess of 85 dBA over an eight-hour time-weighted average. Therefore, the contention is speculative.

Construction noise is regulated by the San Francisco Police Code, article 29, section 2907. Police Code section 2907 requires that noise levels from individual pieces of construction equipment, other than impact tools, not exceed 80 dBA at 100 feet from the source. Impact tools are not subject to the equipment noise limit provided that impact tools and equipment would have intake and exhaust mufflers recommended by the manufacturers and are approved by the Director of Public Works or the Director of Building Inspection as best accomplishing maximum noise attenuation. Table 7 on page 38 of the FMND describes the typical noise levels of construction equipment anticipated to be used at the site. As dictated by the city's noise ordinance, a default reference distance of 100 feet between the construction equipment and noise receptor was used.

The appellants contend that the planning department only relied on compliance with the noise ordinance to determine the construction noise impacts would not generate a significant noise impact. That is not accurate. The planning department also analyzes the construction noise using guidance provided in the Construction Noise Assessment of the FTA manual. Specifically, the planning department uses the general assessment daytime residential noise limit of 90 dBA at residential receptors or 100 dBA at commercial or industrial receptors as developed by the Federal Transit Administration. This assessment results in a reasonable worst-case scenario because it is based on the assumption that the two noisiest pieces of equipment would operate simultaneously. If any of the above criteria are exceeded (10 dB increase in ambient noise levels, 90 dBA at noise-sensitive receptors or 100 dBA at commercial and industrial receptors), the planning department would evaluate the temporal frequency, duration, and intensity of the exceedance when determining whether construction noise could result in a substantial temporary increase in ambient noise levels.

For informational purposes and to ascertain potential noise levels on the adjacent office uses (as raised in one of the appeal letters), the FMND included typical noise levels of construction equipment at a shorter distance of 20 feet between the equipment and the noise receptor to better simulate the distance between project construction equipment and nearby receptors in adjacent structures (see Table 7, p. 38).

At a reference distance of 20 feet, no construction equipment would exceed 100 dbA (see FMND Table 8, p. 39). This calculation takes into account the simultaneous operation of the two noisiest pieces of equipment during a given phase consistent with the FTA manual. As a result, construction noise impacts to commercial uses in the area would be considered less than significant, which is consistent with the findings in the FMND.

Additionally, as discussed in the FMND on page 40, construction noise is generally the most substantial during the initial phases of the project, which include demolition, site preparation, and grading, and generally decreases in the latter phases. Construction equipment noise is also intermittent and would occur in limited intervals at a time. Furthermore, the analysis provided in the FMND and above is conservative

because it assumes that no acoustic shielding or attenuation from building walls, windows, or other measures would occur.

In the supplemental appeal letter submitted by Mr. Flynn dated March 19, 2025, this appellant contends that the construction noise analysis is inaccurate because it improperly applied the general assessment methodology provided by the FTA Manual. The appellant contends that the analysis should have employed an equipment usage factor[8] of 1 (i.e., 100 percent), instead of a range between 16 to 50 percent as the FMND did, and a noise attenuation factor of 3 dB per doubling of distance, instead of 6 dB per doubling of distance. The appellant contends that by calculating construction noise levels with those assumptions, there could be potentially significant construction noise impacts at the nearest residential and commercial receptors.

However, the appellant's analysis is inaccurate and misleading because it conflates two different methodologies. While the FTA Manual general assessment methodology does recommend a usage factor of 1, the general assessment guidelines state that a noise attenuation factor equating to a 6 dB reduction per doubling of distance should be used, not 3 dB as the appellant claims. Thus, the appellant's construction noise calculations are misleading.

Typically, construction noise analysis is a multi-step process that first entails a more conservative analysis with broad assumptions as a screening-level analysis, and subsequently a more refined methodology if the initial analysis finds that a project could result in significant impacts. The FTA Manual general assessment methodology also allows for an adjustment of the usage factor based on the amount of time that construction equipment would be used during the day, and based on more refined analysis and project. The usage factor is based on FTA methodology and reflects the fact that most construction equipment is generally used intermittently and is not used throughout the day, thereby reducing its noise levels over the course of a workday.[9] Consequently, the FMND noise analysis used a more refined usage factor of 16 to 50 percent per guidance by the Federal Highway Administration (FHA) to better reflect the frequency of use of the construction equipment.[10] This more refined methodology determined that project construction would not result in significant noise impacts to nearby residential and commercial receptors, as described above.

For informational purposes, supplemental noise analysis was conducted in accordance with the FTA Manual general assessment methodology (i.e., using a conservative equipment usage factor of 1, meaning that a piece of equipment is assumed to operate 100 percent of the time, and a noise attenuation factor equating to a 6 dB reduction per doubling of distance).[11] While employing a usage factor of 1 is not realistic, it is appropriate to use for purposes of noise screening. As noted in Table 1 below (and as Table 8, p. 39, in the FMND), construction noise levels still would not exceed construction noise thresholds at the nearest residential and commercial receivers when using recommended assumptions of the FTA general assessment methodology.

8 The usage factor is the percent of time a piece of construction equipment is used throughout the day.
9 *Ibid*., p. 12-3.
10 Based on the US EPA document, "Noise from Construction Equipment and Operations, Building Equipment and Home Appliances" 1971, noise data from Federal Highway Administration (FHWA) Roadway Construction Noise Model User's Guide, 2006, and data from other Salter Projects.
11 Salter, Inc. *570 Market Street Acoustical Response to Appeal of Preliminary MND.* April 4, 2025.

Table 1: Calculated Noise Levels at Nearest Off-Site Sensitive Use from Daytime Construction

Phase	Loudest Two Noise Sources	Estimated Construction Noise Level (dBA) at Nearest Residential Receiver (450 feet)	Exceeds 90 dBA Residential Standard?	Estimated Construction Noise Level (dBA) at Nearest Commercial Receiver (20 feet)	Exceeds 100 dBA Commercial Standard?
1	CSM Rig, Jackhammer	68	No	95	No
2	Concrete Saws, Jackhammer	72	No	99	No
3	Concrete Pump, Excavator	65	No	92	No
4	Drill Rig, Cranes	67	No	94	No
5	Pressure Washer, Cranes	67	No	94	No

In the appeal letter submitted by Ms. Shimko dated October 10, 2025, the appellant contends that ambient noise would be increased by up to 34 dBA from 65 dBA to between 92 to 99 dBA based on the estimated construction noise level calculation at the nearest commercial receiver. However, this contention is incorrect. Ambient noise is a measure of average noise level over a period of time. An instance of loud noise, such as the temporary use of construction equipment, would not substantially raise average ambient noise levels. The FTA general construction assessment criterion of 100 dBA 1-hour Leq looks at the construction noise from the loudest hour of project-related construction throughout the day. These noise levels would be temporary during construction and especially limited to construction of the exterior work including grading, foundation, and exterior framing. In addition, the 10 dBA criterion applies to construction noise at noise sensitive uses (i.e., residences, hospital, convalescent homes, schools) and not commercial uses. Therefore, as discussed above, there would be loud periods of construction during the noisiest phases of construction that would increase noise in the surrounding areas; however, it would not exceed the 100 dBA criteria to commercial uses, or the 90 dBA 1-hr Leq and 10 dBA above ambient levels criterion that applies to sensitive receptors.

The appellant further contends that due to the presence of mid- to high-rise buildings in the vicinity, construction noise has the potential to reflect off neighboring buildings and amplify sound. However, the neighboring buildings are oriented in such a way that construction noise from the project site would likely be reflected away from the nearest sensitive receptor (i.e., residences at 333 Bush Street approximately 450 feet away) and is unlikely to be amplified – see Figure 1. The appellant has not explained how the surrounding buildings would amplify sound to the nearest sensitive receptor. The appellants have also not provided any substantial evidence or noise calculations to demonstrate how sound might be amplified at nearby commercial receptors; such a calculation would involve numerous variables such as what the composition of nearby building materials, the location of the construction sound source relative to the receptor, the angle of

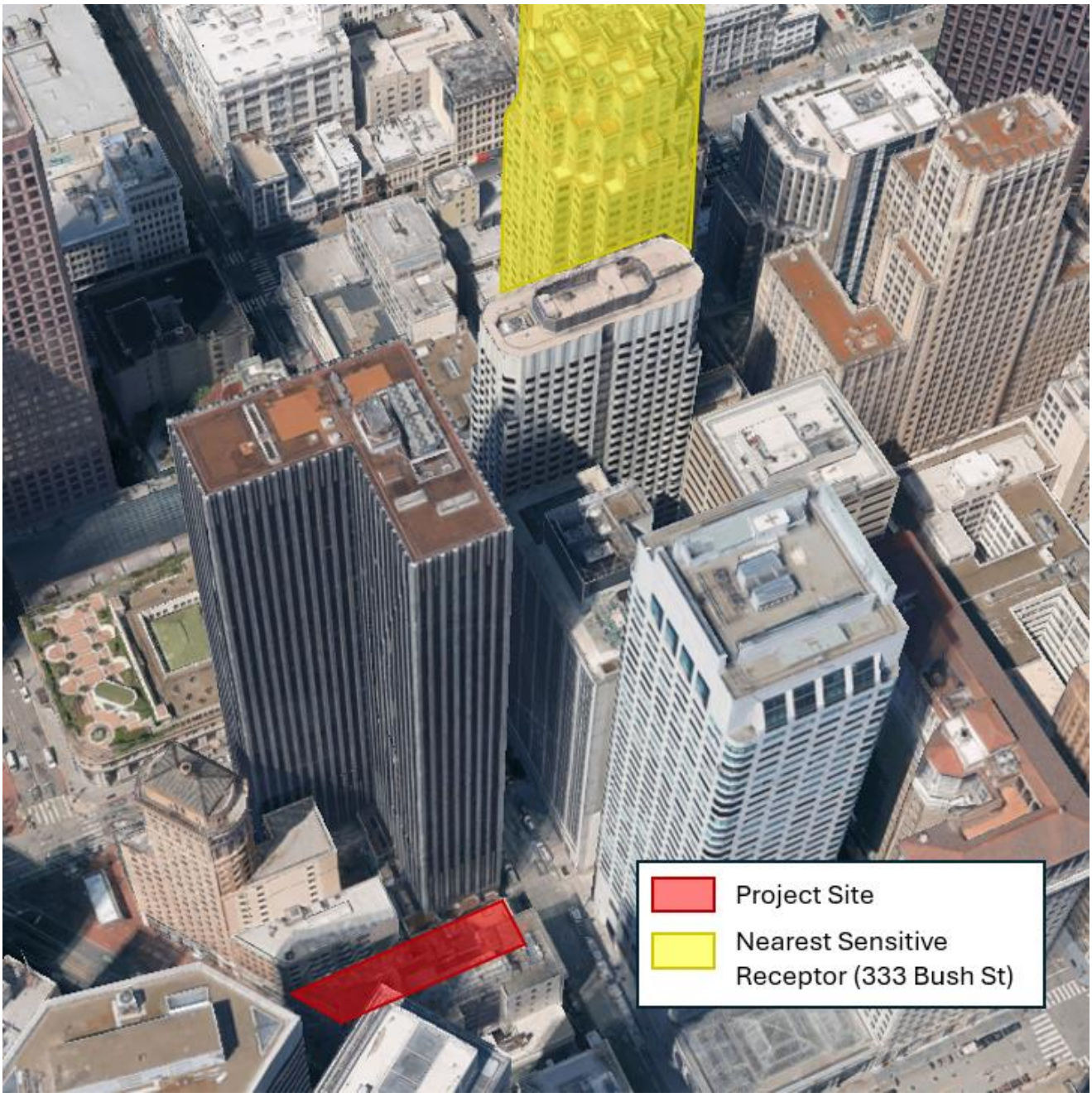


Figure 1: Satellite view of surrounding mid- to high-rise development.

nearby buildings that could reflect sound, and more. Therefore, the appellant's contention is speculative and does not support a fair argument.

In summary, the FMND noise analysis employed a multi-step process; it properly calculated the project's construction noise impacts to the nearest sensitive receptor and properly evaluated ambient noise levels at nearby commercial receptors. The supplemental analysis evaluated construction noise levels against the FTA

criterion of 100 dBA for commercial and industrial receptors and confirmed that projects construction noise would not exceed those levels. The appellant's contention that the FMND noise analysis is inaccurate because it should have used the more generalized FTA guidance is misleading, and the appellant's noise calculation is also misleading because it does not use a 6 dB per doubling of distance noise attenuation factor as provided by the FTA general assessment methodology. Noise analysis using the more conservative FTA general assessment methodology, shown in Table 1 above and incorporated in FMND Table 8, further supports the FMND conclusion that the project would not result in significant construction noise impacts. The appellants' contentions regarding construction noise are general in nature and speculative, and do not constitute substantial evidence in support of a fair argument. A fair argument requires expert opinion supported by facts, which have not been presented.

Construction Vibration

The project's vibration impacts during construction are discussed in the FMND beginning on page 44. With regards to construction vibration impacts, the FMND identified that the 566 Market Street, 576 Market Street, and 44 Montgomery Street buildings could be susceptible to ground-borne vibration from demolition and construction activities of the proposed project, which would be a significant impact. Therefore, the FMND identified Mitigation Measure M-NO-2, Protection of Adjacent Buildings/Structures and Vibration Monitoring During Construction, which would be required before and during construction in order to reduce the impact to a less-than-significant level. The project sponsor agreed to implement this measure, which was made a condition of project approval.

The primary purpose of the mitigation measure is to prevent damage to nearby structures. It requires that all feasible means to avoid damage to potentially affected buildings be identified in the project's Vibration Management and Monitoring Plan (Monitoring Plan) and employed. Examples of avoidance measures that could be employed include using alternative pieces of construction equipment or techniques and adjusting the buffer zones of equipment. The Monitoring Plan would also include procedures to actively monitor vibration levels at the construction site to ensure that they do not exceed the established standards identified in the plan. As described in the mitigation measure, the project would be required to retain a qualified structural engineer and historic preservation professional to conduct periodic inspections of adjacent buildings for signs of vibration-induced damage during vibration-generating construction activities, and to immediately notify the planning department if any damage is visible and incorporate alternative construction techniques to reduce further effects. At the time that the Monitoring Plan is prepared, the structural engineer and planning department would also have the discretion to reclassify nearby buildings to meet stricter vibration standards based on additional information on structural conditions of the building, as appropriate; for example, 44 Montgomery Street may be reclassified from "modern industrial/commercial buildings" to "historic and some older buildings," as appropriate.[12]

The appellant's contention that catastrophic, irreparable damage could occur even with stop-work provisions required by vibration monitoring plans is speculative; the appellant has not provided substantial evidence to demonstrate how the project could result in significant vibration impacts despite the project's

12 This classification is for the purposes of construction vibration monitoring only, and how a building is classified is independent of a building's actual historic status.

requirement to comply with construction vibration mitigation measures and applicable provisions of the building code. Based on planning department's consultation with Municon West Coast, Inc. (a firm with extensive experience in vibration monitoring throughout the west coast, including in San Francisco), real-time vibration monitoring and timely engineering interventions protect adjacent structures by ensuring that vibration levels remain below established thresholds (see memorandum provided by Municon West Coast, Inc. in Attachment C, Vibration Monitoring Supplemental Information). As part of this monitoring, the contractor is alerted immediately if vibration approaches threshold levels, allowing the construction team to adjust equipment or methods before exceedances occur. This reduces the potential for cosmetic or structural damage to nearby buildings. As noted in the Municon West Coast, Inc. memorandum, vibration monitoring services help control the impacts of vibrations from construction operations such as heavy demolition and blasting, pile driving, deep dynamic compaction, tunneling, and deep excavations in urban, often zero lot-line settings, including on parcels adjacent or nearby historic structures.

While the City has not adopted any thresholds for construction or operational groundborne vibration impacts, the FMND vibration analysis uses the vibration criteria established in Caltrans' Transportation and Construction Vibration Guidance Manual document to evaluate the impact of vibration on buildings. It is important to note that the Caltrans vibration standards are guidelines for assessing potential vibration damage and not brightline thresholds, contrary to the appellants' assertions. The Caltrans standards are guidelines because all buildings are constructed in slightly different ways using different construction techniques and materials, and with different underlying soil conditions and surroundings. As a result, construction-induced vibration interacts with buildings in varying degrees and there is no brightline threshold upon which vibration impacts are certain to occur. The Caltrans standards reflect this and offer guidance of when vibration impacts *may* start to occur, and an exceedance does not guarantee that an adverse impact would occur. Therefore, the appellant's contention is incorrect.

As a final protective measure, in the event that all feasible avoidance measures are employed and damage does occur, the damage would be detected early due to active monitoring requirements per the Monitoring Plan and thus kept to a minimum. The project sponsor would be required repair any damage to its preconstruction state. Any damage to a historic building would require the remediation to be overseen by a qualified preservation professional and planning department preservation staff. See Response 4 for more information on the project's impacts on historic resources.

Mitigation measure M-NO-2 outlines clear steps and performance measures for the monitoring and potential repair of any vibration-induced damage. Construction-level details are often not determined yet at the time of environmental and architectural review, and minor changes often occur at the time of structural building permit review and once construction starts; the vibration monitoring plan and mitigation measures are adaptable to the conditions of the project site at the time of construction. The project would be required to implement the measures described in mitigation measure M-NO-2. The FMND, therefore, is not deferring any mitigation or analysis of vibration impacts. With implementation of this mitigation measure, the FMND determined that the impacts from construction vibration would reduce any potential damage to adjacent structures from construction to a less-than-significant level.

The appellants have not offered any substantial evidence to support their contention that construction vibration could result in significant adverse impacts to historic buildings.

Response 4 (Historic Resources): Based on substantial evidence provided in the FMND, the proposed project would not result in a significant impact to historic resources. The appellants have not provided substantial evidence supporting a fair argument that this determination is not correct.

The appellants contend that the project could have potentially significant impacts on nearby historic buildings due to the mass and scale of the proposed building, vibration from demolition and construction, ground settlement from dewatering and increased soil stresses, and increased lateral loads. The appellants also contend that the project block should be evaluated as a historic district. The appellants have not offered any substantial evidence to support these assertions. By contrast, the FMND provides substantial evidence to support the conclusion that significant impacts of this nature would not occur. As discussed on pages 15 through 17 of the FMND, the project site is not within a designated historic district and construction of the proposed project would not affect the historic significance of any of the following nearby historic buildings: the 44 Montgomery Street building, the Chancery Building located at 562-566 Market Street, the Finance Building located at 576-580 Market Street, the Hobart Building located at 582-590 Market Street, the Flatiron Building located at 540-548 Market Street, the three commercial buildings located on the project block at 550, 554 and 560 Market Street, or the Crocker Bank Building located at 1 Sansome Street located on the adjacent block to the north.

As described in the department-prepared Historic Resources Evaluation Report (HRER) for the project, "the subject property does not appear to be part of a significant concentration of historically or architecturally unified buildings such that it would rise to the level of an eligible historic district." As such, the potential of the project block to be designated as a historic district and the subject property to be included in said district was already evaluated in the project HRER. The architectural cohesion of Market Street is not relevant in the context of the project's historic resource evaluation because the subject property is not part of a historic district.

The significance of a historical resource is materially impaired when a project "demolishes or materially alters in an adverse manner those physical characteristics of a historical resource that convey its historical significance…"[13] As discussed in the PMND and under Response 1, above, compliance with all mandatory provisions of the California Building Code and San Francisco Building code would ensure that the project is constructed in a way that minimizes adverse impacts to existing nearby structures . Generally, substantial damage to a building would have to occur in order to materially impair its character-defining features to the extent that it would no longer be able to convey historical significance. For example, the HRE for the 44 Montgomery Street building notes that its character-defining features are based on its "Miesian" International/Corporate Moderne style and include the primary entrance sequence along Montgomery Street frontage, the vertical box massing (supported by steel columns, allowing the tower to appear to float), glass curtain wall systems, and honed marble panels, among others.[14] Similarly, the character-defining features of

13 CEQA Guidelines 15064.5(b)(2)(A).
14 San Francisco Planning Department, *Preservation Team Review Form, 2-8 and 44 Montgomery Street*, November 16, 2018.

the Chancery Building at 562-566 Market Street, as noted in the 1976 Survey field form, are its rusticated terra cotta facade featuring a three part composition with Renaissance/Baroque ornamental references, and the Hobart Building at 582-590 Market Street is noted in its 1976 Survey field form to be most notable for its massing and the positioning of its tower.[15,16] It is highly unlikely that any of these character-defining features would be impacted by the construction of the proposed project in a way that would render those buildings as no longer able to convey their historical significance. This would be the case irrespective of Mitigation Measures M-NO-2, Protection of Adjacent Buildings/Structures and Vibration Monitoring During Construction.

Additionally, the appellant is incorrect in their assertion that 44 Montgomery Street was not classified as a historic resource and evaluated accordingly in the FMND. Contrary to the appellant's contentions, 44 Montgomery Street was evaluated as a historic resource in the project's cultural resource analysis as evidenced by its inclusion in the list of adjacent historic resources in the HRER. The proposed project would not affect the physical features that convey the historical significance of nearby historic resources, including 44 Montgomery Street.

Moreover, in response to one of the appellants' assertion that the proposed project's aesthetic impacts should have been further analyzed because "[a]ctions that visibly alter a historic resource should also be analyzed for potential aesthetic impacts," since the project site is not in a historic district, this additional analysis is not required. Specifically, the MND is not required to evaluate the project's aesthetic impacts on the surrounding environment because the surrounding setting is not a character-defining feature that contributes to the individual historic status of the individual historic buildings. The project's compatibility with nearby historic resources is also not relevant because the project site and surrounding properties are not in a historic district. Likewise, new shadows caused by the project would not affect historic character defining features of nearby properties.

Response 5 (Freight Loading): As discussed in the FMND, the proposed project would not result in any significant impacts related to transportation, including secondary impacts resulting from insufficient loading facilities.

One of the appellants, Mr. Flynn, contends that the project could exacerbate congestion on Sutter Street due to secondary impacts resulting from insufficient loading facilities. The appellant has submitted photographs of a commercial loading zone on Sutter Street to support their contention, but the loading zone in the photographs is on the 44 Montgomery Street frontage, east of the project site, and does not show the loading conditions in front of the proposed project site at 570 Market Street. Furthermore, the photographs do not demonstrate that adverse secondary impacts are occurring.

As discussed on page 30 of the FMND, the project is anticipated to average 12 daily freight loading occurrences spread throughout the day, and average approximately two loading occurrences during the peak hour of loading activity. Freight deliveries would primarily be comprised of smaller vehicles such as

15 San Francisco Planning Department, *DCP 1976 Survey Field Form*, 564 Market Street, January 1, 1976.
16 San Francisco Planning Department, *DCP 1976 Survey Field Form*, 582 Market Street, January 1, 1976.

light trucks and panel vans. Given the length of the existing on-street loading zones, there would be sufficient loading space to accommodate the project's peak hour loading demand of two trucks. Therefore, no secondary transportation impacts resulting from inadequate loading supply are expected. The appellant has not submitted substantial evidence supported by facts that the existing loading zones would be unable to support the anticipated loading demand of the proposed project.

Response 6 (Shadow): As discussed in the FMND, the proposed project would not result in any significant impacts related to shadow.

The appellants contend that the project would have adverse shadow impacts on privately owned public open space (POPOS) in the area, but do not offer any substantial evidence supporting a fair argument of how the project would result in significant shadow impacts. As discussed on page 68 of the FMND, the project would cast some new shadow on POPOS in the area, including the One Sansome Street courtyard, One Bush Plaza, the plaza at 333 Market Street, and the plazas at 425 and 525 Market Street. However, these shadows would be intermittent, and the net new shadow would not substantially affect the use and enjoyment of these POPOS. Furthermore, POPOS are not protected open spaces under Planning Code section 295, and the appellants have provided no evidence that the proposed project would increase shadow to any open space protected under Planning Code section 295. The shadow impact analysis on nearby POPOS provided in the FMND is provided for informational purposes only, and is not a requirement to be analyzed under CEQA or the Planning Code. Therefore, no additional analysis is required.

Response 7 (Feasible Mitigation Measures): The FMND identifies feasible mitigation measures with performance standards that satisfy CEQA requirements.

The appellants claims that the FMND inappropriately defers mitigation of potential impacts to historic resources, geology and soils, and hazardous materials by relying on future reports and recommendations from those reports without specifying performance standards. However, the appellants' statements are not consistent with the analysis or mitigation measures contained in the FMND, or CEQA's requirements.

CEQA Guidelines section 15126.4(a)(1)(B) permits the department to further refine the details of mitigation measures after the project's approval if the environmental document (1) commits the project sponsor to the mitigation, (2) adopts specific performance standards the mitigation will achieve, and (3) identifies the type(s) of potential action(s) that can feasibly achieve that performance standard and that will be considered, analyzed, and potentially incorporated in the mitigation measure. The mitigation measures cited by the appellants meet all of these requirements and are, therefore, legally adequate in the context of CEQA review.

The FMND does not, as appellant claims, defer "formulation of mitigation measures." All of the mitigation measures contained in the FMND contain detailed performance standards that ensure their effectiveness and specify the timing of any required actions. For example, mitigation measure M-NO-2 requires the project sponsor to avoid or reduce project-related construction vibration damage to adjacent buildings and/or structures and to ensure that any damage is documented and repaired. The mitigation measure also establishes quantified maximum vibration levels that may not be exceeded and for which the project site

will be monitored. Thus, the mitigation measure specifies the components for a monitoring plan, timing, guidelines, approval process, and responsible professionals who may determine corrective measures based on construction activity and the character of adjacent buildings.

Similarly, mitigation measure M-AQ-4a requires the project to use clean off-road construction equipment and provides specific details related to engine eligibility requirements, the use of waivers, and detailed requirements for the preparation of a construction emission minimization plan. Specifically, this mitigation measure states that "[A]ll off-road equipment greater than 25 horsepower (hp) and operating for more than 20 total hours over the entire duration of construction activities shall have engines that meet or exceed U.S. Environmental Protection Agency (EPA) Tier 4 Interim or Tier 4 Final off-road emission standards." Similarly, requirements regarding the construction emission minimization plan state that "[the]plan shall include estimates of the construction timeline by phase, with a description of each piece of off-road equipment required for every construction phase. As reasonably available, the description may include, but is not limited to: equipment type, equipment manufacturer, equipment identification number, engine model year, engine certification (Tier rating), horsepower, engine serial number, and expected fuel use and hours of operation. For off-road equipment using alternative fuels, the description shall also specify the type of alternative fuel being used." These specific requirements ensure that this mitigation measure would be implementable, measurable, and would reduce impacts to a less-than-significant level as concluded in the FMND on page 57 to 59.

The mitigation measures outlined in the project's Mitigation Monitoring and Reporting Program (MMRP)were made a condition of approval of the project by the Planning Commission.

With regard to the FMND analysis of geology and soils and hazardous materials, as discussed in Response 1, above, state and local regulations that are uniformly applied to all projects would require the project to meet standards that would ensure that the project would not result in a significant impact. For these types of impacts – where existing regulations ensure that no significant impacts would result - no additional mitigation measures are required.

The appellants have not provided any substantial evidence to support their assertion that the mitigation measures inappropriately defer mitigation or do not specify performance standards or implementation timing requirements.

Conclusion

For the reasons provided in this appeal response, the department has determined, based on substantial evidence in the record, that the proposed project would not have significant impacts with implementation of the feasible mitigation measure identified in the FMND; an environmental impact report is not required. The appellants have not provided substantial evidence supporting a fair argument that the proposed project would have significant impacts on the environment. The department therefore respectfully recommends that the board affirms the Planning Commission's decision to affirm the FMND and deny the appeals.

RAMBOLL

ENVIRONMENT
& HEALTH

MEMO

Date: **February 13, 2025**

To: **Tania Sheyner, Josh Pollak & Ryan Shum, Environmental Planning, San Francisco Planning Department**

From: **Sarah Manzano**
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Subject: **AIR QUALITY HEALTH RISK ASSESSMENT METHODOLOGY AND RESULTS MEMO**
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At the request of the San Francisco Planning Department (planning department), Ramboll performed a health risk assessment (HRA) of the construction and operation of the proposed 29-story hotel and retail Project at 570 Market Street in San Francisco, California. The methods and results from the health risk assessment are presented herein.

PROJECT UNDERSTANDING

The Project site is located at 570 Market Street within the triangular block bound by Market Street to the southeast, Sutter Street to the north, and Montgomery Street to the west, in the Financial District neighborhood. The Project site is located within the C-3-O Downtown-Office district. Commercial land uses, including office and retail uses, are adjacent to the Project site in all directions and the nearest residential land uses are located approximately 400 feet from the Project site to the northwest. The Project site is located in an air pollutant exposure zone (APEZ) as identified in the 2025 Air Quality and Greenhouse Gas Analysis Guidelines.[1] The site currently contains two existing two-story commercial buildings over a shared one-story basement level of approximately 16,195-gross-square feet.

The Project Sponsor, 229 Ellis Holdings, LLC., proposes to demolish the two-story-over-basement building and construct a 29-story, approximately 300-foot-tall building (320 feet total, including rooftop mechanical equipment and screening). The new building, which would extend over the entire parcel, would provide approximately 3,400-gross-square feet of retail space on the ground floor and mezzanine levels fronting Market Street and an approximately 123,000-square-foot hotel space that would accommodate about 211 guest rooms fronting Sutter Street. The proposed Project would provide approximately 4,211 gross square feet of privately owned public open space (POPOS), which would include a 2,343-square-foot outdoor terrace and 1,868 square feet of indoor support space for the dedicated POPOS entrance and elevator lobby. Construction of the proposed Project is expected to last approximately 24 months. Excavation and site preparation activities would disturb approximately 7,054 square feet of soil to

[1] San Francisco Planning. 2025. Air Quality and Greenhouse Gas Analysis Guidelines. Available at: https://sfplanning.org/air-quality

a depth of 13 feet below ground surface, which would require excavation of approximately 3,900 cubic yards of material.

Overall, the proposed Project would demolish two two-story commercial buildings and construct approximately 126,333 square feet of hotel and retail space. The Project would add a 126 horsepower (hp) diesel emergency generator located on the roof of the 300-foot-tall building.

Ramboll understands that SF Environmental Planning has prepared a Preliminary Mitigated Negative Declaration (PMND) after conducting an Initial Study. The PMND calculated criteria air pollutant (CAP) emissions from construction and operations, which are not covered further in this report.

METHODOLOGY

Ramboll conducted a construction, operational, and cumulative health risk assessment to determine the health risk impacts from the proposed Project.

Two thirty-year exposure scenarios were modeled:

1. Construction + Operations: Off-site receptors' exposure beginning at the start of construction in 2023 followed by operations of the generator.
2. Operations Only: Off-site and on-site receptors' exposure to the generator beginning at the start of Project occupancy in 2025.

Construction Health Risk Assessment

Ramboll used project-specific construction information provided by the Project Sponsor and methodologies from California Emissions Estimator Model (CalEEMod®) for the development of construction emissions inventory. The Project land uses, construction schedule, construction equipment list, and construction trip information, presented in **Table 1** through **Table 4**, were used to develop the emissions inventory.

As shown in **Table 3**, all equipment that would be used during the project's construction phase was assumed to be diesel powered. Therefore, the HRA was based off the emissions of respirable particulate matter PM_{10}, assuming all PM_{10} from construction equipment is diesel particulate matter (DPM), and emissions of $PM_{2.5}$. Emissions of DPM include exhaust from off-road construction equipment and on-road construction vehicles. Emissions of $PM_{2.5}$ include exhaust from off-road construction equipment, exhaust from on-road construction vehicles, and fugitive dust from on-road vehicles.

Ramboll used equipment activity information provided by the Project Sponsor and emission factors from CalEEMod® to estimate DPM and $PM_{2.5}$ emissions from diesel off-road construction equipment. For off-road construction equipment, Ramboll used emission factors for Tier 4 interim equipment, consistent with the requirements that the Project would be subject to as part of the Sponsor's conditions of approval, which requires all pieces of construction equipment exceeding 25 hp that would operate for more than 20 hours total to meet the Tier 4 emission standards. [2]

For on-road emissions, Ramboll used trip assumptions from **Table 4** and the modeled haul route to determine the local vehicle miles travelled (VMT) from worker, vendor, and hauling trips for each construction subphase.[3] Emission factors from EMFAC2021 were used to estimate local DPM and $PM_{2.5}$ emissions from the exhaust of on-road construction vehicles. [4] For on-road fugitive dust emissions, **Table 5**

[2] Pursuant to PMND Mitigation Measure M-AQ-4a.
[3] The modeled haul route distance of 0.19 miles is determined by measuring the trip distance from the Project site to the 1,000-ft buffer boundary.
[4] CARB. 2024. EMFAC. Available at: https://arb.ca.gov/emfac/

shows the emission factor used to calculate the road dust within 1,000 feet of the Project boundary along the hauling route.

Ramboll estimated annualized toxic air contaminant (TAC) emission rates of DPM and $PM_{2.5}$, as summarized in **Table 6**, to estimate health risk impacts and $PM_{2.5}$ concentrations. The annualized emission rates are consistent with the hours considered in the air dispersion modeling, representing the hours in the day emissions may occur. This is 365 days per year and 13 hours per day according to the City of San Francisco's allowed hours of construction from 7:00am to 8:00pm.[5]

Ramboll conducted the HRA in accordance with SF Planning's Air Quality and Greenhouse Gas Analysis Guidelines and the Bay Area Air Quality Management District's (BAAQMD) California Environmental Quality Act (CEQA) Air Quality Guidelines.[6,7] Ramboll used AERMOD, a Gaussian air dispersion model recommended by the United States Environmental Protection Agency (EPA), California Air Resources Board (CARB), and BAAQMD for use in preparing the environmental documentation for stationary or construction sources. Model parameters for the construction area, shown in **Figure 1**, are summarized in **Table 7**. Based on the results of the dispersion modeling, Ramboll has evaluated the excess lifetime cancer risk, noncancer hazard indices, and $PM_{2.5}$ concentration. For nearby sensitive receptors, Ramboll used exposure parameters recommended by SF Planning's Air Quality and Greenhouse Gas Analysis Guidelines and the BAAQMD's CEQA Air Quality Guidelines, as summarized in **Table 8**, and toxicity values for DPM presented in **Table 9**.

The construction health risk assessment includes health impacts from operations starting after the end of construction. The operational health risk assessment is discussed below, and the exposure parameters for operations as part of the construction health risk assessment are shown in **Table 8**.

Operational Health Risk Assessment

The Project would include one emergency generator located on the roof during Project operations. Therefore, Ramboll modeled the operational health risk impacts of the proposed generator to both on-site and nearby off-site receptors. Ramboll assumed the generator will meet Tier 4 interim standards and will operate for a maximum of 50 hours per year for testing and maintenance.[8] **Table 10** summarizes the generator emission factors and emission rates used in the health risk assessment. Model parameters for the emergency generator stationary source are presented in **Table 11**.

The Project would generate 465 vehicle trips per day, which is less than 1,150 vehicles per day, the traffic volume recommended for further analysis in the SF Planning's Air Quality and Greenhouse Gas Analysis Guidelines.[9] Therefore, no operational mobile sources were modeled for the operational health risk assessment.

Similar to the construction health risk assessment, Ramboll used AERMOD to perform dispersion modeling from the generator in order to evaluate the excess lifetime cancer risk, noncancer hazard indices, and $PM_{2.5}$ concentration from only Project operations on both on-site and off-site receptors. As shown in **Figure 1**, all receptors were modeled with a flagpole height of 1.8 meters, consistent with the San Francisco Citywide

[5] City and County of San Francisco Article 29: Regulation of Noise Guidelines. Section 2908. Construction Work at Night. Available at: 21_CACOSF_2023_Article29RegulationofNoiseGuidelines.pdf

[6] San Francisco Planning. 2025. Air Quality and Greenhouse Gas Analysis Guidelines. Available at: https://sfplanning.org/air-quality

[7] BAAQMD, 2023. 2022 Guidelines, Appendix E, Recommended Methods for Screening and Modelling Local Risks and Hazards. Available at: https://www.baaqmd.gov/~/media/files/planning-and-research/ceqa/ceqa-guidelines-2022/appendix-e-recommended-methods-for-screening-and-modeling-local-risks-and-hazards_final-pdf.pdf?la=en. Revised on April 25.

[8] Pursuant to PMND Mitigation Measure M-AQ-4a.

[9] The daily trip generation was determined using the 2019 San Francisco Transportation Impact Analysis Guidelines.

HRA.[10] However, due to the nature of the proposed generator being located on the roof with an assumed release height of 312 feet (95 meters) and the presence of surrounding tall buildings, Ramboll also modeled additional receptors at higher flagpole heights. For the Project building and the immediately surrounding buildings, Ramboll modeled receptors at the first 3 stories and then at intervals of 15 meters (approximately 5 stories) depending on the building height.

Cumulative Health Risk Assessment

Cumulative health risks and $PM_{2.5}$ concentrations were also evaluated by summing the maximum Project risks with the background risks from the 2020 San Francisco Citywide Health Risk Assessment. The Project site is located in an APEZ. Therefore, Ramboll has provided the Project contribution risk values that can be compared to APEZ criteria thresholds and the total cumulative values. Future foreseeable development projects can also contribute to cumulative impact. Figure 15 from the PMND indicates there are several cumulative projects within a 0.25-mile radius; however, none of these Projects are closer than 650 feet to the Project and are unlikely to create any additional significant cumulative impact since impacts drastically decrease as the distance from the source increases.

RESULTS

The maximum cancer risk, noncancer hazard index, and $PM_{2.5}$ concentration at the maximally exposed individual receptors (MEIR) locations are shown in **Table 12.** The off-site MEIR would be exposed to both construction and operational emissions, whereas the on-site MEIR is only exposed to operational emissions since there would be no on-site occupancy during construction. A summary of the maximum off-site and on-site health risks are shown below in **Table A.** Both the on-site MEIR and off-site MEIR are worker receptors.

Table A: Summary of Health Risk Assessment Results

Health Impact	Cancer Risk (in a million)	Chronic HI	$PM_{2.5}$ ($\mu g/m^3$)	MEIR Location (UTMx, UTMy)
Off-site MEIR	1.9	0.019	0.10	552724, 4182656
On-site MEIR	1.5	0.0012	0.0059	552712, 4182667

Cumulative HRA results for cancer risk and $PM_{2.5}$ concentrations are shown in **Table 13** and are summarized in **Table B** and **Table C** below. The Citywide HRA was used to determine if the off-site or on-site receptors would meet APEZ criteria of exceeding 100 in a million excess cancer risk or a $PM_{2.5}$ concentration of 10.0 $\mu g/m^3$. The proposed Project maximally exposed receptors meet APEZ criteria for both cancer risk and $PM_{2.5}$ concentration since their cancer risks are above 100. Therefore, the Project contribution should be compared to the APEZ criteria for cancer risk and $PM_{2.5}$.

[10] San Francisco Department of Public Health. 2025. San Francisco Citywide Health Risk Assessment: Technical Support Documentation. Available at: https://sfplanning.org/air-quality

Table B: Summary of Cumulative Cancer Risk

MEIR	Cumulative Excess Lifetime Cancer Risk (in a million)	Project Contribution of Excess Lifetime Cancer Risk (in a million)	MEIR Location (UTMx, UTMy)
Project Max (Off-site Worker)	573	1.9	552724, 4182656

Table C: Summary of Cumulative $PM_{2.5}$ Concentration

MEIR	Cumulative $PM_{2.5}$ Concentration ($\mu g/m^3$)	Project Contribution of $PM_{2.5}$ Concentration ($\mu g/m^3$)	MEIR Location (UTMx, UTMy)
Project Max (Off-site Worker)	13	0.10	552724, 4182656

TABLES

Table 2
Construction Phasing Schedule
570 Market Street
San Francisco, CA

Phase[1]	Start Date	End Date	Number of Work Days	Days per Week
Demolition	3/6/2023	4/28/2023	40	5
Site Preparation	5/1/2023	5/26/2023	20	5
Grading	5/29/2023	6/9/2023	10	5
Building Construction	6/12/2023	3/31/2025	471	5
Architectural Coating	12/1/2023	3/31/2025	347	5

Notes:
1. Construction schedule was provided by the Project Sponsor.

Table 3
Construction Equipment
570 Market Street
San Francisco, CA

Phase	Equipment[1]	Fuel[2]	Number[1]	Horsepower[1]	Daily Usage[3] (hours/day)	Tier[4]
Demolition	Concrete/Industrial Saws	Diesel	1	81	8	Tier 4
	Rubber Tired Dozers	Diesel	1	247	1	Tier 4
	Tractors/Loaders/Backhoes	Diesel	2	97	6	Tier 4
Site Preparation	Graders	Diesel	1	187	8	Tier 4
	Tractors/Loaders/Backhoes	Diesel	1	97	8	Tier 4
Grading	Graders	Diesel	1	187	6	Tier 4
	Rubber Tired Dozers	Diesel	1	247	6	Tier 4
	Tractors/Loaders/Backhoes	Diesel	1	97	7	Tier 4
Building Construction	Cranes	Diesel	1	231	4	Tier 4
	Forklifts	Diesel	2	89	6	Tier 4
	Tractors/Loaders/Backhoes	Diesel	2	97	8	Tier 4
Architectural Coating	Air Compressors	Diesel	1	78	6	Tier 4

Notes:

1. Equipment list was provided by the Project Sponsor, informed by equipment types from CalEEMod User's Guide Appendix G.
2. All equipment is conservatively assumed to be diesel-fueled.
3. Construction equipment would operate an average daily usage hours spread over 7AM to 8PM, consistent with the City of San Francisco guidelines.
4. All pieces of constuction equipment were assumed to be Tier 4 to be consistent with the requirements that the project would be subject to as part of the Sponsor's conditions of approval under Mitigation Measure M-AQ-4a, which requires all pieces of construction equipment exceeding 25 horsepower that would operate for more than 20 hours total to meet the Tier 4 emission standards.

Abbreviations:

CalEEMod® - California Emissions Estimator Model®

References:

California Air Pollution Control Officers Association (CAPCOA). California Emissions Estimator Model (CalEEMod®), Version 2022.1. Available online at http://www.caleemod.com/

Table 4
Construction Trips
570 Market Street
San Francisco, CA

Phase	Year	Construction Days	Worker Trip Rates[1] (one-way trips/day)	Vendor Trip Rates[1] (one-way trips/day)	Hauling Trip Number[1] (one-way trips/phase)
Demolition	2023	40	10	0	74
Site Preparation	2023	20	5.0	0	0
Grading	2023	10	8.0	0	488
Building Construction	2023	145	52	20	0
	2024	262	52	20	0
	2025	64	52	20	0
Architectural Coating	2023	22	10	0	0
	2024	261	10	0	0
	2025	64	10	0	0

EMFAC Data[2]

Trip Type	EMFAC Settings	Fleet Mix	Fuel Type
Worker	San Francisco County Calendar Years 2023-2025 Annual Season Aggregated Model Year EMFAC2021	25% LDA, 50% LDT1, 25% LDT2	Gasoline
Vendor		50% MHDT, 50% HHDT	Diesel
Hauling		100% HHDT	Diesel

Notes:

1. Worker, vendor and hauling daily trip rates are provided by the Project Sponsor, informed by CalEEMod default information. Grading trips are based on construction information provided by the Project Sponsor and CalEEMod defaults. Demolition trips assume 16,195 sqft building demolition and CalEEMod defaults.
2. EMFAC data is consistent with CalEEMod default information.

Abbreviations:

ARB - [California] Air Resources Board
CalEEMod® - California Emissions Estimator Model®
EMFAC - EMission FACtor Model
LDA - light-duty automobiles
LDT - light-duty trucks
HHDT - heavy-heavy duty trucks
MHDT - medium-heavy duty trucks
sqft - square feet
VMT - vehicle miles traveled

References:

California Air Pollution Control Officers Association (CAPCOA). California Emissions Estimator Model (CalEEMod®), Version 2022.1. Available online at http://www.caleemod.co
California Air Resources Board (ARB) 2021. EMFAC2021. Available at: https://ww2.arb.ca.gov/our-work/programs/mobile-source-emissions-inventory/msei-modeling-tools

Table 5
Emission Factors for Entrained Roadway Dust
570 Market Street
San Francisco, CA

Road Dust Equation[1]

E [lb/VMT] = k*(sL)^0.91 * (W)^1.02 * (1-P/4N)

Parameters	Value
E = annual average emission factor in the same units as k	[calculated]
k = particle size multiplier for particle size range	
$PM_{2.5}$ (lb/VMT)	3.3E-04
sL = roadway silt loading [grams per square meter - g/m^2]	0.50
W = average weight of vehicles traveling the road [tons]	2.4
P = number of "wet" days in county with at least 0.1 in of precipitation during the annual averaging period	42
N = number of days in the averaging period	365

Entrained Road Dust Emission Factors	
$PM_{2.5}$ Emission Factor [lb/VMT]	4.2E-04

Notes:

1. Road dust equation and parameters are from the California Air Resources Board's (ARB) 2021 Miscellaneous Process Methodology 7.9 for Entrained Road Travel, Paved Road Dust. The silt loading emission factor is assumed 0.5 g/m^3 according to BAAQMD CEQA Guidelines. The number of "wet" days is obtained from CalEEMod® Appendix G Table 2 for San Francisco Downtown. Other parameters (average weight of vehicles, size multipliers) are from ARB 2021. $PM_{2.5}$ is assumed to be 15% of PM_{10} based on paved road dust sampling in California (ARB Speciation Profile #471), which is a more representative fraction than provided in the older AP-42 fugitive dust methodology as discussed in ARB 2021 (page 10).

Abbreviations:

ARB - [California] Air Resources Board
CalEEMod® - California Emissions Estimator Model®
EMFAC - EMission FACtor Model
g - gram
lb - pound
m^2 - meter squared
$PM_{2.5}$ - particulate matter less than 2.5 microns
PM_{10} - particulate matter less than 10 microns
VMT - vehicle miles traveled

References:

California Air Resources Board. 2021. Miscellaneous Process Methodology 7.9, Entrained Road Travel, Paved Road Dust. March. Available online at: https://ww3.arb.ca.gov/ei/areasrc/fullpdf/2021_paved_roads_7_9.pdf

BAAQMD. 2023. California Environmental Quality Act Air Quality Guidelines. Available at: https://www.baaqmd.gov/plans-and-climate/california-environmental-quality-act-ceqa/updated-ceqa-guidelines

Table 6
Modeled Emission Rates from Proposed Project Construction Sources
570 Market Street
San Francisco, CA

Emissions Rates

Phase	Year	Construction Emissions Rates[1,4]				
		Offroad[2]		Onroad[3]		
		DPM	$PM_{2.5}$ Exhaust	DPM	$PM_{2.5}$ Exhaust	$PM_{2.5}$ Fugitive
		g/s				
Demolition	2023	2.4E-05	2.4E-05	2.3E-08	3.0E-08	1.0E-06
Site Preparation	2023	1.1E-05	1.1E-05	0	2.1E-09	2.1E-07
Grading	2023	8.0E-06	8.0E-06	1.5E-07	1.5E-07	1.2E-06
Building Construction	2023	9.1E-05	9.3E-05	7.3E-07	8.6E-07	2.2E-05
	2024	1.6E-04	1.7E-04	1.2E-06	1.5E-06	4.0E-05
	2025	4.0E-05	4.1E-05	2.9E-07	3.4E-07	9.7E-06
Architectural Coating	2023	2.9E-06	3.0E-06	0	4.5E-09	4.6E-07
	2024	3.4E-05	3.5E-05	0	5.2E-08	5.5E-06
	2025	8.4E-06	8.6E-06	0	1.2E-08	1.3E-06

Notes:

1. Construction TAC emissions were estimated from on-site off-road and on-road emissions, where all PM_{10} tailpipe emissions from diesel fueled vehicles and equipment are conservatively assumed to be DPM. All construction equipment were assumed to be disel-powered.
2. Emission rates from off-road construction equipment were estimated using equipment activity provided by the Project Sponsor and Tier 4 emission factors to meet Mitigation Measure M-AQ-4a.
3. Emission rates from on-road construction vehicles were estimated using trip assumptions provided by the Project Sponsor. Exhaust emission rates were estimated using EMFAC2021 and fugitive dust emission rates were estimated using the emission factor in Table 5.
4. The annualized modeled emission rates are calculated assuming a construction schedule between 7AM - 8PM (13 hours) and 365 days per year.

Abbreviations:

DPM - diesel particulate matter
EMFAC - EMission FACtor Model
$PM_{2.5}$ - particulate matter less than 2.5 microns
TAC - toxic air contaminant
g/s - grams/second

Table 7
Construction Modeling Parameters
570 Market Street
San Francisco, CA

Construction Area Sources

Source[1]	Source Type	Number of Sources	Area Source Dimension (m^2)	Release Height[2] (m)	Initial Vertical Dimension[3] (m)
Construction Equipment - Exhaust	Area[2]	1	659	5	1.2

Construction Volume Sources

Source[1]	Source Type	Leg	Top of Plume[4] (m)	Width of Plume[4] (m)	Release Height[4] (m)	Initial Vertical Dimension[4] (m)	Initial Lateral Dimension[4] (m)
On-Road Haul Trucks	Volume	Market St	5.1	23	2.55	2.4	10
		2nd St	5.1	22	2.55	2.4	10

Notes:

1. Modeled emission rates for emission sources are 1 gram/second to generate unit dispersion factors.
2. Exhaust area source release height is assumed to be 5 meters, consistent with SCAQMD LST Guidance.
3. Consistent with USEPA's AERMOD guidance, the initial vertical dimension of the modeled construction equipment exhaust area sources is the release height divided by 4.3.
4. Consistent with 2022 BAAQMD CEQA Guidelines, the top of the plume was calculated as 1.7*the vehicle height, which was assumed to be 3 meters following SF Planning Air Quality and Greenhouse Gas Analysis Guidelines, and the width of the plume was calculated as the width of the roadway + 6 meters. 2022 BAAQMD CEQA Guidelines calculates the release height for haul trucks as 0.5 times the top of the plume. According to 2022 BAAQMD CEQA Guidelines, the initial vertical dimension can be calculated as the top of the plume divided by 2.15 and the initial lateral dimension can be calculated as the width of the plume divided by 2.15. 2.15 is derived from the standard deviation of the estimated Gaussian normally distributed plume concentration which is 4.3. Since these volume sources are adjacent to one another, the plume expansion happens in only one direction (i.e., 4.3/2 = 2.15).

Abbreviations:

m - meter
m^2 - square meter
AERMOD - Atmospheric Dispersion Modeling
SCAQMD - South Coast Air Quality Management District
LST - Localized Significance Thresholds
USEPA - United States Environmental Protection Agency

References:

SCAQMD. 2008. Final Localized Significance Threshold Methodology. July. Available at: http://www.aqmd.gov/docs/default-source/ceqa/handbook/localized-significance-thresholds/final-lst-methodology-document.pdf?sfvrsn=2

BAAQMD. 2023. Bay Area Air Quality Management District California Environmental Quality Act Air Quality Guidelines. Available at: https://www.baaqmd.gov/~/media/files/planning-and-research/ceqa/ceqa-guidelines-2022/ceqa-guidelines-chapter-5-project-air-quality-impacts_final-pdf.pdf?la=en

USEPA. 2022. User's Guide for the AMS/EPA Regulatory Model (AERMOD). U.S. EPA Office of Air Quality Planning and Standards, Research Triangle Park, North Carolina. Available at: https://gaftp.epa.gov/Air/aqmg/SCRAM/models/preferred/aermod/aermod_userguide.pdf

San Francisco Planning. 2024. Air Quality and Greenhouse Gas Analysis Guidelines. Available online at: https://sfplanning.org/air-quality

Table 8
Construction and Operational Exposure Parameters
570 Market Street
San Francisco, CA

Construction + Operation Scenario

Receptor Type	Project Phase	Year	Receptor Age Group	Exposure Parameters							
				Daily Breathing Rate (DBR)[1]	Exposure Duration (ED)[2]	Fraction of Time at Home (FAH)[3]	Exposure Frequency (EF)[4]	Age Sensitivity Factor[5]	Averaging Time (AT)[6]	Modeling Adjustment Factor[7]	Adjusted Intake Factor, Inhalation (IFinh)
				[L/kg-day]	[years]	[unitless]	[days/year]		[days]	[unitless]	[m^3/kg-day]
Resident	Construction	2023	3rd Trimester	361	0.30	1.0	350	10	25,500	1.0	0.015
			Age 0-<2	1,090	0.70	1.0		10		1.0	0.10
		2024	Age 0-<2	1,090	1.0	1.0		10		1.0	0.15
		2025	Age 0-<2	1,090	0.30	1.0		10		1.0	0.045
			Age 2-<16	572	0.70	1.0		3.0		1.0	0.016
	Operation	2025	Age 0-<2	1,090	0.30	1.0		10		1.0	0.045
			Age 2-<16	572	0.70	1.0		3.0		1.0	0.016
		2026+	Age 2-<16	572	13	1.0		3.0		1.0	0.31
			Age >16	261	14	0.73		1.0		1.0	0.036
Worker	Construction	2023	Age 16-70	230	1.0	--	250	1.0		4.2	0.0095
		2024	Age 16-70	230	1.0	--		1.0		4.2	0.0095
		2025	Age 16-70	230	1.0	--		1.0		4.2	0.0095
	Operation	2025	Age 16-70	230	1.0	--		1.0		4.2	0.0095
		2026+	Age 16-70	230	22	--		1.0		4.2	0.208

Operation Only Scenario

Receptor Type	Project Phase	Year	Receptor Age Group	Exposure Parameters							
				Daily Breathing Rate (DBR)[1]	Exposure Duration (ED)[2]	Fraction of Time at Home (FAH)[3]	Exposure Frequency (EF)[4]	Age Sensitivity Factor[5]	Averaging Time (AT)	Modeling Adjustment Factor[6]	Adjusted Intake Factor, Inhalation (IFinh)
				[L/kg-day]	[years]	[unitless]	[days/year]		[days]	[unitless]	[m^3/kg-day]
Resident	Operation	All	3rd Trimester	361	0.25	1.0	350	10	25,500	1.0	0.012
			Age 0-<2	1,090	2.0	1.0		10		1.0	0.30
			Age 2-<16	572	14	1.0		3.0		1.0	0.33
			Age 16-30	261	14	0.73		1.0		1.0	0.037
Worker	Operation	All	Age 16-70	230	25	--	250	1.0		4.2	0.237

Notes:

1. Daily breathing rates by receptor type and age bin are consistent with Table 34 of Appendix E of the 2022 BAAQMD CEQA Guidelines.
2. Annual exposure duration represents one full year. The exposure duration for all years is 1, as the health risk assessment is based on annual emissions. For the construction and operation scenario, residential receptors are assumed to begin the third trimester at the beginning of construction and continue exposure for 30 years after birth. For the operation-only scenario, exposure begins at the start of operations.
3. Fraction of time spent at home is conservatively assumed to be 1 (i.e., 24 hours/day) for age groups from the third trimester to less than 16 years old based on the recommendation from BAAQMD (BAAQMD 2022) and OEHHA (OEHHA 2015). The fraction of time at home for adults age 16-30 reflects default OEHHA guidance (OEHHA 2015) as recommended by BAAQMD (2022).
4. Exposure frequency is consistent with 2022 BAAQMD CEQA Guidelines and was determined as follows:
   Residents: reflects default residential exposure frequency from Cal/EPA
   Worker: reflects default worker exposure frequency, consistent with 2022 BAAQMD CEQA Guidelines.
5. Age Sensitive Factors account for an "anticipated special sensitivity to carcinogens" of infants and children as recommended in the OEHHA Technical Support Document and current OEHHA guidance. This is consistent with the 2022 BAAQMD CEQA Guidelines.
6. Modeling adjustment factors are calculated based on the methodology from OEHHA's Guidance Manual for Preparation of Health Risk Assessments (2015). For construction and operations, the MAF for the worker receptors are calculated to adjust from 24 hours/day to 8 hours/day and from 7 days/week to 5 days/week ([24 hours/8 hours] * [7 days/5 days] = 4.20); Resident types are expected to be exposed 24 hours/day and 7 days/week; as a result, the MAF is 1.

Table 8
Construction and Operational Exposure Parameters
570 Market Street
San Francisco, CA

Calculation:

IF_{inh} = DBR * FAH * EF * ED * CF / AT

CF = 0.001 (m^3/L)

$MAF=H_{Resident}/H_{Source}*D_{Resident}/D_{Source}*DF$

$DF=H_{Coin}/H_{Worker}*D_{Coin}/D_{Worker}$

Abbreviations:

AT - averaging time
BAAQMD - Bay Area Air Quality Management District
DBR - daily breathing rate
ED - exposure duration
EF - exposure frequency
FAH - fraction of time at home
$H_{Resident}$ - Hours per day of residential exposure (24 hours)
$D_{Resident}$ - Number of days per week that the resident is exposed (7 days)
DF - Discount Factor
H_{Coin} - Hour per day that the receptor's schedule coincides with when the source is emitting(hours)
D_{Worker} - Number of days that the receptor is at the site per week (days)
IF_{inh} - intake factor
kg - kilogram
L - liter
m^3 - cubic meter
OEHHA - Office of Environmental Health Hazard Assessment
MAF_{cancer} - Modeling Adjustment Factor for cancer risk
H_{Source} - Number of hours per day that the source operates (hours)
D_{Source} - Number of days per year that the source operates (days)
H_{Worker} - Hours that the receptor is at the site per day (hours)
D_{Coin} - Number of days per week that receptor's schedule coincides with when the source isemitting (days)

References:

OEHHA. 2015. Air Toxics Hot Spots Program Risk Assessment Guidelines. Guidance Manual for Preparation of Health Risk Assessments. Available at https://oehha.ca.gov/media/downloads/crnr/2015guidancemanual.pdf

BAAQMD. 2022. Air Quality Guidelines Appendix E: Recommended Methods For Screening and Modeling Local Risks and Hazards. Available at: https://www.baaqmd.gov/~/media/files/planning-and-research/ceqa/ceqa-guidelines-2022/appendix-e-recommended-methods-for-screening-and-modeling-local-risks-and-hazards_final-pdf.pdf?la=en

Table 9
Toxicity Values
570 Market Street
San Francisco, CA

Chemical[1]	Cancer Potency Factor $(mg/kg\text{-}day)^{-1}$	Chronic REL ($\mu g/m^3$)
Diesel PM	1.1	5.0

Notes:

1. Chemicals presented in this table reflect air toxic contaminants in the proposed fuel types that are expected from off-road equipment and on-road truck trips and the generator operation.

Abbreviations:

$\mu g/m^3$ - micrograms per cubic meter

ARB - [California] Air Resources Board

Cal/EPA - California Environmental Protection Agency

$(mg/kg\text{-}day)^{-1}$ - per milligram per kilogram-day

OEHHA - Office of Environmental Health Hazard Assessment

PM - particulate matter

REL - reference exposure level

Reference:

California Air Resources Board (ARB)/ California Office of Environmental Health Hazard Assessment (OEHHA). 2023. Consolidated Table of OEHHA/ARB Approved Risk Assessment Health Values. Updated on: May 1, 2023. Available at: https://ww2.arb.ca.gov/sites/default/files/classic/toxics/healthval/contable05012023.pdf

Table 10
Estimated Emissions from Emergency Generator Operation
570 Market Street
San Francisco, CA

Emission Factors for Diesel Emergency Generator

Engine Type	Fuel	Engine Size Range (hp)		Engine Emission Factors[1] (g/bhp-hr)	
		Minimum	Maximum	PM_{10}	$PM_{2.5}$
Emergency Generator	Diesel	100	175	0.015	0.015

Emergency Generator Information[2]

Scenario	Engine Type	Annual Operation[3]	Load Factor	Size	Size
		hr/yr		kW	hp
Project Operation	Emergency Generator	50	0.74	94	126

Emergency Generator Emissions

Scenario	Engine Type	Size (hp)	Quantity	Emission Rate (g/s)	
				PM_{10}	$PM_{2.5}$
Project Operation	Emergency Generator	126	1	2.2E-06	2.2E-06

Notes:

1. Engine emission factors are based on BAAQMD BACT guidelines for Tier 4 engines.
2. Number, size, and fuel-type of emergency engine were provided by the Project Sponsor.
3. Operation for routine maintenance and testing was conservatively assumed to be 50 hours per year, the maximum allowable by the Airborne Toxics Control Measure (ATCM) for Stationary Compression Ignition Engines (17 CCR 93115) and based on SF Planning Air Quality and Greenhouse Gas Guidelines.

Abbreviations:

BAAQMD - Bay Area Air Quality Management District
BACT - Best Available Control Technology
CalEEMod® - CALifornia Emissions Estimator MODel®
g/bhp-hr - grams per brake horsepower hour
hp - horsepower
kW - kilowatt
NOx - oxides of nitrogen
PM_{10} - PM less than 10 microns in aerodynamic diameter
$PM_{2.5}$ - PM less than 2.5 microns in aerodynamic diameter
ROG - reactive organic gases
yr - year
hr - hour

References:

California Air Pollution Control Officers Association (CAPCOA). California Emissions Estimator Model (CalEEMod®), Version 2022.1. Available online at http://www.caleemod.com/

BAAQMD BACT Guidelines. Available online at https://www.baaqmd.gov/~/media/files/engineering/bact-tbact-workshop/combustion/96-1-3.pdf?rev=c824176c4d5340bd81b8e12b3408b526&sc_lang=en

San Francisco Planning. 2024. Air Quality and Greenhouse Gas Analysis Guidelines. Available online at: https://sfplanning.org/air-quality

Table 11
Emergency Generator Modeling Parameters
570 Market Street
San Francisco, CA

Source	Source Type	Number of Sources	Release Height[2]	Exit Temperature[2]	Exit Diameter[2]	Exit Velocity[2]	Annual Average Emission Rate[3]
			(m)	(K)	(m)	(m/s)	(g/s)
Generator[1]	Point	1	95	740	0.18	45	2.2E-06

Notes:

1. One generator (rated 126 horsepower) would be located at the proposed building.
2. Stack parameters for exit temperature, diameter, and velocity are based on generator defaults from the San Francisco Citywide HRA. Release height is specified by the Project Sponsor.
3. Annual emissions were based on 50 hours of non-emergency operation, as shown in Table 10.

Abbreviations:

BAAQMD - Bay Area Air Quality Management District
DPM - diesel particulate matter
g/s - grams per second
HRA - Health Risk Assessment
K - Kelvin
m - meter
m/s - meters per second
$PM_{2.5}$ - particulate matter less than 2.5 microns in diameter

References:

San Francisco Department of Public Health (SF DPH), San Francisco Planning Department (SF Planning), and Ramboll. 2020. San Francisco Citywide Health Risk Assessment: Technical Support Documentation. September.

Table 12
Maximum Project Excess Lifetime Cancer Risk, Chronic HI and $PM_{2.5}$
570 Market Street
San Francisco, CA

Source Category	Project Construction + Operation			Project Operation		
	Excess Lifetime Cancer Risk[1]	Chronic HI[2,3]	$PM_{2.5}$ Concentration[3]	Excess Lifetime Cancer Risk[1]	Chronic HI[2,3]	$PM_{2.5}$ Concentration[3]
	in a million	unitless ratio	µg/m³	in a million	unitless ratio	µg/m³
Construction	1.9	0.019	0.10	--	--	--
Emergency Generator	9.5E-04	--	--	1.5	0.0012	0.0059
Total	**1.9**	**0.019**	**0.10**	**1.5**	**0.0012**	**0.0059**
Receptor Type	Off-site Worker	Off-site Worker	Off-site Worker	On-site Worker	On-site Worker	On-site Worker
Receptor Height (meters)[4]	4.8	4.8	4.8	97.8	97.8	97.8
Year	--	2024	2024	--	All	All
UTMx	552724	552724	552724	552712	552712	552712
UTMy	4182656	4182656	4182656	4182667	4182667	4182667

Notes:

1. Excess lifetime cancer risks were estimated using the following equation:

   $Risk_{inh} = \Sigma C_i \times CF \times IF_{inh} \times CPF_i \times ASF$

   Where:

   $Risk_{inh}$ = Cancer Risk for the Inhalation Pathway (unitless)
   C_i = Annual Average Air Concentration for Chemical "i" ug/m³
   CF = Conversion Factor (mg/ug)
   IF_{inh} = Intake Factor for Inhalation (m³/kg-day)
   CPF_i = Cancer Potency Factor $(mg/kg\text{-}day)^{-1}$
   ASF = Age Sensitivity Factor (unitless)

2. Chronic HI for each receptor was estimated using the following equation:

   $HI_{inh} = \Sigma C_i / cREL$

   Where:

   HI_{inh} = Chronic HI for the Inhalation Pathway (unitless)
   C_i = Annual Average Air Concentration for Chemical "i" (ug/m³)
   cREL = Chronic Reference Exposure Level (ug/m³)

3. $PM_{2.5}$ concentration and Non-Cancer Hazard Index values represent annual values.

4. All receptors were modeled with a flag-pole height of 1.8 m, consistent with the San Francisco Citywide HRA. Additional on-site and off-site receptors immediately surrounding the site were modeled at the first 3 stories and then at intervals of 15 meters (approximately 5 stories) depending on the building height.

Abbreviations:

BAAQMD - Bay Area Air Quality Management District
HI - Hazard Index
HRA - Health Risk Assessment
m³ - cubic meter
OEHHA - Office of Environmental Health Hazard Assessment
PM - particulate matter
µg - microgram
UTMx, UTMy - Universal Transverse Mercator coordinates

Reference:

BAAQMD. 2023. California Environmental Quality Act Air Quality Guidelines. Available at: https://www.baaqmd.gov/plans-and-climate/california-environmental-quality-act-ceqa/updated-ceqa-guidelines

OEHHA. 2015. Air Toxics Hot Spots Program Risk Assessment Guidelines. Guidance Manual for Preparation of Health Risk Assessments. February.

Table 13
Construction and Operation Cumulative Risks and Hazards
570 Market Street
San Francisco, CA

Source	Off-site Worker Construction + Operation Lifetime Excess Cancer Risk (in a million)	Off-site Worker Construction + Operation $PM_{2.5}$ Concentration ($\mu g/m^3$)
2020 Citywide Background Risk[1]	571	13
Project Construction + Operations[2]	1.9	0.10
Foreseeable Future Projects	--	--
Cumulative Total[3]	**573**	**13**
Project Contribution[4]	**1.9**	**0.10**
Year	--	2024
UTMx	552724	552724
UTMy	4182656	4182656

Notes:

1. Background cancer risks concentrations for maximally exposed individual receptors (MEIRs) were obtained from the 2020 San Francisco Citywide HRA database.
2. Construction includes impacts from off-road construction equipment and on-road construction trips. Operation includes impacts from emergency generators.
3. Cumulative total health impacts are the sum of the Proposed Project impacts, background impacts included in the San Francisco Citywide HRA, and background impacts for future projects not included in the San Francisco Citywide HRA.

Abbreviations:

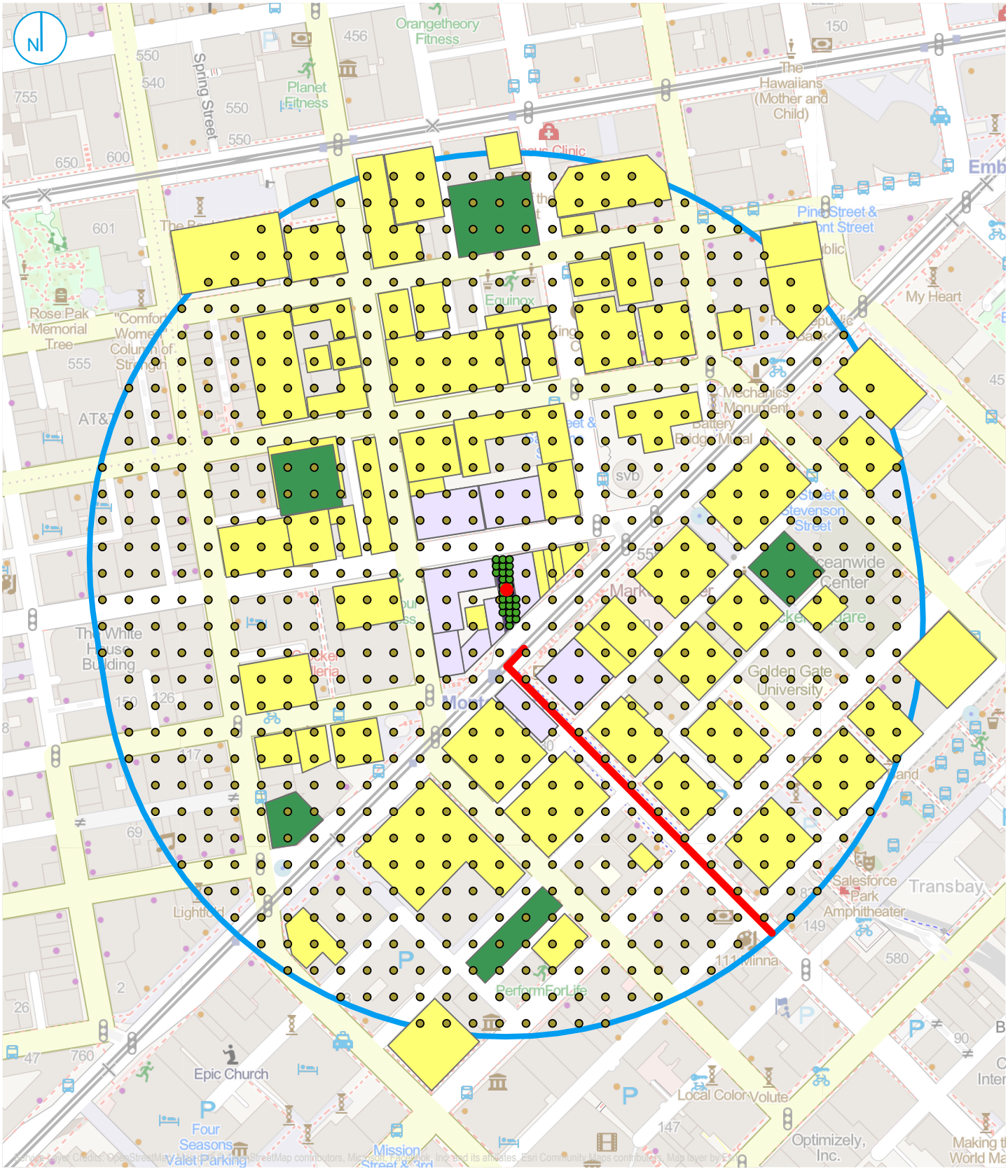
HRA - Health Risk Assessment
m - meter
MEIR - Maximally Exposed Individual Receptor
$PM_{2.5}$ - particulate matter 2.5 microns or less
SFDPH - San Francisco Department of Public Health
µg - microgram
UTMx, UTMy - Universal Transverse Mercator coordinates

References:

San Francisco Department of Public Health (SF DPH), San Francisco Planning Department (SF Planning), and Ramboll. 2020. San Francisco Citywide Health Risk Assessment: Technical Support Documentation. September.

San Francisco Planning. 2024. Air Quality and Greenhouse Gas Analysis Guidelines. Available online at: https://sfplanning.org/air-quality

FIGURES



Site
1,000ft Buffer Zone
Generator
On-site Receptors
Off-site Receptors
Construction Haul Route
Residential Areas
Buildings Included in Dispersion Modeling
Buildings with Receptors at Multiple Heights

0 250 500 Feet

MODEL SETUP CONFIGURATION

570 Market Street
San Francisco, CA

FIGURE 01

RAMBOLL AMERICAS
ENGINEERING SOLUTIONS, INC.
A RAMBOLL COMPANY

RAMBOLL

Table 1
Land Use Summary for Proposed Project
570 Market Street
San Francisco, CA

Project Land Use Type[1]	CalEEMod® Land Use Type	CalEEMod® Land Use Subtype	Value	Units	Square Footage
Hotel	Recreational	Hotel	211	Room	122,947
Retail	Retail	Convenience Market (24 hour)	3.4	1000sqft	3,386

Notes:

1. Project land use type and square footage provided by the Project Sponsor.

Abbreviations:

CalEEMod® - California Emissions Estimator Model®

sqft - square feet

References:

California Air Pollution Control Officers Association (CAPCOA). California Emissions Estimator Model (CalEEMod®), Version 2022.1. Available online at http://www.caleemod.com/

ATTACHMENT B - Construction Noise Supplemental Information

MEMORANDUM

DATE: 16 April 2025

NAME:	COMPANY:	EMAIL:
Ryan Shum	San Francisco Planning	ryan.shum@sfgov.org

FROM: Blake Wells, LEED GA and Alex Salter, PE

SUBJECT: 570 Market Street
Acoustical Response to Appeal of Preliminary MND

PROJECT: 21-0195

As the acoustical consultant for the initial project noise study, we have reviewed the Appeal of 570 Market Street Preliminary MND dated 19 March 2025.

As a firm, Salter consults on over 900 projects worldwide each year, from its headquarters in San Francisco and branch offices in San Jose, Los Angeles, Honolulu, and Seattle. In 1975, Charles Salter founded the company on principles of sound engineering, scientific process, inquisitive problem solving, and personal integrity. We are a team of Professional Engineers, LEED Accredited Professionals, Certified Technology Specialists, Registered Communications Distribution Designers, Fellows of the Audio Engineering Society, and Fellows of the Acoustical Society of America.

The following memo represents our acoustical responses to comments made by Wilson Irhig contained in the project appeal letter with respect to the expected construction noise and vibration at the project.

Construction Noise

Wilson Ihrig discusses the following two comments in the appeal letter.

Comment #1 – Usage Factor

To calculate the Project's construction-related noise levels, the PMND's Noise Analysis relied on the General Assessment criteria from the Federal Transit Administration Transit Noise and Vibration Assessment Manual ("FTA Manual'). (PMND, p. 38; Noise Analysis, p. 5.) Wilson Ihrig's comments in the appeal letter state that the Noise Analysis failed to properly apply the FTA Manual's criteria, thereby underestimating the Project's construction noise impacts and failing to identify and disclose the Project's significant noise impacts. (Ex. A, pp. 1-2.)

First, Wilson Ihrig found that the Noise Analysis failed to apply the proper "usage factor" for construction equipment, which is "[t]he percent of time a piece of equipment typically operates." (Ex. A, pp. 1-2.) Under the FTA Manual's criteria, a proper noise assessment assumes simultaneous, full-power operation (i.e., a usage factor of 100 percent) of the two loudest pieces of construction equipment for each construction phase. (FTA Manual, pp. 177-78; Ex. A, p. 2.) However, instead of applying a 100 percent usage factor, the PMND's Noise Analysis applied usage factors of 16 to 50 percent (Noise Analysis, Table 4, pp. 7-8), which "underestimates and, therefore, misrepresents expected construction noise levels." (Ex. A, p. 2.)

Response

The FTA manual includes the following equation (Eq. 7-1) to predict construction noise impacts for projects:

$$L_{eq.equip} = L_{emission} + 10\log(Adj_{Usage}) - 20\log(\frac{D}{50}) - 10G\log(\frac{D}{50}) \qquad \textbf{Eq. 7-1}$$

where:

$L_{eq,equip}$ = $L_{eq(t)}$ at a receiver from the operation of a single piece of equipment over a specified time period, dBA
$L_{emission}$ = noise emission level of the particular piece of equipment at the reference distance of 50 ft, dBA
Adj_{Usage} = usage factor to account for the fraction of time that the equipment is in use over the specified time period
D = distance from the receiver to the piece of equipment, ft
G = a constant that accounts for topography and ground effects

Furthermore, the FTA General Assessment method includes the following guidance on values to be used for Usage Factor and other parameters, such as Ground Effect, as follows. While the General Assessment indicates a usage factor of 1 (i.e., equipment operating 100% of the time), the Federal Highway Administration (FHWA) Roadway Construction Noise Model (RCNM), which is also referenced in the FTA document, includes usage factors for various equipment. These were used to further refine the General Assessment analysis.

Option A: General Assessment – Determine the quantities for Eq. 7-1 based on the following assumptions for a General Assessment of each phase of construction.

- **Noise emission level ($L_{emission}$)** – Determine the emission level at 50 ft according to noise from typical construction equipment described above and Table 7-1.
- **Usage factor (Adj_{Usage})** – Assume a usage factor of 1. This assumes a time period of one-hour with full power operation. Most construction equipment operates continuously for periods of one-hour or more during the construction period.

  Therefore, $10\log(Adj_{usage}) = 0$ and can be omitted from the equation.
- **Distance (D)** – Assume that all equipment operates at the center of the project, or centerline for guideway or highway construction project.
- **Ground effect (G)** – G = 0 assuming free-field conditions and ignoring ground effects. If ground effects are of specific importance to the assessment, consider using the Detailed Analysis procedure.

Only determine the $L_{eq.equip}$ for the two noisiest pieces of equipment expected to be used in each phase of construction. Then, sum the levels for each phase of construction using decibel addition.

With respect to criteria for predicting impacts, the FTA General Assessment criteria establish an A-weighted noise level threshold based on the category of receiving land-use and time of day as follows:

Option A: General Assessment – Compare the combined $L_{eq.equip(1hr)}$ for the two noisiest pieces of equipment for each phase of construction determined in Section 7.1, Step 3 to the criteria below. Then, identify locations where the level exceeds the criteria.

Table 7-2 General Assessment Construction Noise Criteria

Land Use	$L_{eq.equip(1hr)}$, dBA	
	Day	Night
Residential	90	80
Commercial	100	100
Industrial	100	100

In response to Wilson Ihrig's comments, we have recalculated the expected construction noise levels during each phase of construction without usage factors, per the General Assessment method above.

Table 1 shows the maximum noise levels (L_{max}) produced by various types of equipment proposed by the project sponsor at reference distances of 20 feet and 100 feet without associated usage factors.

Table 1: Project Construction Equipment Typical Noise Levels[1]

Equipment	Noise Level (dBA, L_{max}) at 20 Feet	Noise Level (dBA, L_{max}) at 100 Feet
Deep Foundations		
Drill Rig	92	78
Excavator	89	75
Cutter Soil Mix (CSM) Rig	91	77
After Foundations		
Cranes	89	75
Foundation and Deck Pours		
Concrete Pump	89	75
Demolition		
Jackhammer	93	79
Various		
Air Compressor	86	72
Cement Mixer	87	73
Concrete Saws	98	84
Generators	81	67
Pressure Washer	93	79
Skid Steer Loader	87	73
Welders	82	68

Table 2 shows the worst-case noise levels for each major phase of construction (i.e., the two loudest pieces of equipment from each construction phase operating simultaneously) at the nearest sensitive uses from daytime construction (333 Bush Street residences approximately 450 feet away;

[1] Based on the US EPA document, "Noise from Construction Equipment and Operations, Building Equipment and Home Appliances" 1971, noise data from Federal Highway Administration (FHWA) *Roadway Construction Noise Model User's Guide*, 2006, and data from other Salter Projects.

44 Montgomery Street approximately 20 feet away[2]). It should be noted that this table assumes no ground effect and a 20*log distance drop-off (i.e., 6 dBA per doubling of distance) per the specific guidelines of the General Assessment method included above.

Table 2: Calculated Noise Levels at Nearest Off-Site Sensitive Use from Daytime Construction

Phase	Loudest Two Noise Sources	Estimated Construction Noise Level (dBA) at Nearest Residential Receiver (450 feet)	Exceeds 90 dBA Residential Standard?	Estimated Construction Noise Level (dBA) at Nearest Commercial Receiver (20 feet)	Exceeds 100 dBA Commercial Standard?
1	CSM Rig, Jackhammer	68	No	95	No
2	Concrete Saws, Jackhammer	72	No	99	No
3	Concrete Pump, Excavator	65	No	92	No
4	Drill Rig, Cranes	67	No	94	No
5	Pressure Washer, Cranes	67	No	94	No

As shown, construction noise levels are expected to range from 65 to 72 dBA at the nearest residential receptor at a distance of 450 feet, which is below the FTA General Assessment criterion of 90 dBA. Noise levels are also expected to range from 92 to 99 dBA at the nearest commercial receiver, which is below the FTA General Assessment criterion of 100 dBA. Therefore, no changes are required to the conclusions in the PNMD.

Comment #2

Section II.A claims that the calculated construction noise levels should use a factor of 3 dB of attenuation per doubling of distance.

> *Second, Wilson Ihrig found that the Noise Analysis's assumptions for how construction noise would attenuate over distance do not accurately reflect the conditions surrounding the Project site. (Ex. A, p. 2.) The Noise Analysis assumed that construction noise would attenuate at 6 dB per doubling of distance. (Ex. A, p. 2.) However, as Wilson Ihrig explains, sound would attenuate at a far lesser rate due to conditions in the Financial District:*

[2] Our original assessment used a distance of 25 feet, which is the centerline distance to the nearest property plane. We have updated the distance to the nearest commercial property to 20 feet, so that the analysis can be directly compared to WIA.

> *An adjustment of 6 dB per doubling of distance is only appropriate for calculations in the "free field." As described by Egan, "free-field conditions occur when sound waves are free from the influence of reflective surfaces (e.g., open areas outdoors, anechoic rooms)." The project site is located within the Financial District of San Francisco and is surrounded by six- to 43-story tall buildings. The facades of these buildings are all acoustically reflective, thereby making use of a "free field" calculation erroneous. On the contrary, the "canyons" of built-up downtowns can act as waveguides for noise, by reflecting and constraining sound to travel along them. This will lead to higher noise levels at receivers than would be calculated using free field conditions. At a minimum, a more conservative approach to attenuation over distance, such as 3 dBA per doubling of distance, should be used account for the reverberant nature of the Financial District.*

(Ex. A, p. 2 [citation omitted].) By relying on an overestimation of sound attenuation around the Project site, the Noise Analysis again underestimates the construction-related noise impacts of the Project.

Response

Our analysis follows Eq 7-1 of the FTA General Assessment, which includes a distance drop-off term of 20*log (see highlighted portions of Eq. 7-1, below). This equates to a 6 dB reduction per doubling of distance. Using a 10*log distance drop-off (i.e., 3 dB reduction per doubling of distance) would be a deviation from the FTA General Assessment method.

$$L_{eq.equip} = L_{emission} + 10\log(Adj_{Usage}) - 20\log(\frac{D}{50}) - 10G\log(\frac{D}{50}) \quad \textbf{Eq. 7-1}$$

where:

$L_{eq,equip}$ = $L_{eq(t)}$ at a receiver from the operation of a single piece of equipment over a specified time period, dBA

$L_{emission}$ = noise emission level of the particular piece of equipment at the reference distance of 50 ft, dBA

Adj_{Usage} = usage factor to account for the fraction of time that the equipment is in use over the specified time period

D = distance from the receiver to the piece of equipment, ft

G = a constant that accounts for topography and ground effects

Furthermore, WIA's assumptions are speculative and are not based on actual measured data at the project site. The distance factor used in the PNMD is consistent with the FTA General Assessment method.

MUNICON
WEST COAST

November 11, 2025

Melinda Sarjapur
Reuben, Junius & Rose, LLP
msarjapur@reubenlaw.com

Subject: Municon Vibration Experience Memo

To Whom it May Concern:

Introduction to Municon West Coast, Inc:
Founded in 1991, Municon West Coast is a trusted structural and geotechnical instrumentation monitoring services provider with extensive experience in vibration monitoring in high-density urban settings. For over 25 years, Municon has provided monitoring services for both public and private projects to contractors, engineers, and other key stakeholders in the industry. We have provided documentation and instrumentation services on over 1,300 projects in California, Nevada, Washington and Western Canada for a wide range of public and private clients. We are pleased to continually work with many of the ENR top 100 heavy construction firms, such as Flatiron Construction, Kiewit Pacific, Tutor Saliba, Skanska, MCM Construction, Onni, Granite, CC Myers, Swinerton, Webcor and Clark Construction.

Services:
Municon specializes in providing advanced automated monitoring systems to help ensure the safety and integrity of buildings, excavations, dams, levees, bridges, mines, embankments, and slopes. Our cutting-edge technology and contemporary monitoring systems enable us to provide real-time data and analysis, ensuring that all parties have the information they need to manage the risk and ensure project success. Many of the urban buildings we monitor are in zero lot-line conditions and are located adjacent to historic properties.

Municon's California Licensed Geologist or Civil Engineer supervise all related work, including instrumentation layout, installation, project execution, final report, and oversee the instrumentation technicians.

Vibration Monitoring:
Municon provides vibration monitoring services for heavy construction operations on the West Coast. With over 130 general purpose construction monitoring seismographs, accelerometers and related technical equipment, we have provided vibration monitoring services to help control the impacts of vibrations from construction operations such as heavy demolition and blasting, pile driving, deep dynamic compaction, tunneling, and deep excavations in urban, often zero lot-line settings.

We offer both on-site active vibration monitoring and remote vibration monitoring. The on-site active monitoring, a qualified technician handles and operates the seismographs, perfect for short-term projects such as pile driving or blasting. For longer construction projects, such as tunneling, and deep excavation, remote monitors are installed and monitored for extended periods of time. Oftentimes, Municon is asked to monitor historical buildings adjacent to work sites to ensure we capture and pass along critical vibration

data to our clients in a near real-time fashion. With this monitoring data in-hand, timely engineering interventions can be executed to save important structures from damage.

The vibration monitors we use are industry standard construction monitoring seismographs with the following minimum features:

- Seismic range: 0.01 to 4 inches per second with accuracy of ± 5 percent of the measured peak particle velocity or better at frequencies between 10 Hz and 100 Hz, and with a resolution of 0.01 inch per second or less.
- Frequency response (± 3 dB points): 2 to 250 Hz.
- Three channels for simultaneous time-domain monitoring of vibration velocities in digital format on three perpendicular axes.
- Capable of being configured, read, and downloaded remotely via cellular modem.
- Two power sources: internal rechargeable battery and charger and 115 volts AC. The internal battery will be capable of supplying power to monitor vibrations continuously for at least three months. We will connect to AC power outlet where possible. We will install solar panels and/or external batteries to recharge batteries where necessary.
- Continuous monitoring mode capable of recording single-component peak particle velocities and recording waveforms in three axes of events over a specified threshold.

In our experience, vibration monitoring has provided the following benefits:

1. Protection of Adjacent Structures: Continuous monitoring ensures that vibration levels remain below established thresholds by alerting the contractor, reducing the potential for cosmetic or structural damage to nearby buildings.

2. Documentation and Transparency:
All measurements are time-stamped and stored, providing an objective record of vibration levels throughout construction. This documentation is critical for separating pre-existing conditions from construction-related impacts and supports fair and clear resolution of any community inquiries.

3. Real-Time Alerts and Adaptive Construction:
The system provides immediate notification if vibration approaches threshold levels. This allows the construction team to adjust equipment or methods before exceedances occur, minimizing risk to surrounding properties.

4. Community Confidence and Reduced Complaints:
Implementing monitoring shows that the Contractor is taking proactive steps to safeguard the neighborhood. This increases stakeholder confidence, reduces complaints, and supports constructive communication with adjacent property owners.

List of Representative Vibration Monitoring Projects:

- Coit Tower, San Francisco CA
- Pier 39, San Francisco CA
- 555 Bryant Street CEQA Mitigation Project, San Francisco CA
- Potrero Power Station, San Francisco CA

661 Natoma St
San Francisco, CA 94103
415.641.2570 | municon@municon.net

- 900 Innes Ave, San Francisco, CA
- Monarch/Llewellyn project and Winchester Central project, Campbell CA
- San Francisco Oakland Bay Bridge West Approach
- San Francisco International Airport Expansion
- Underground Flow Equalization System (UFES), San Mateo CA
- Cypress Freeway Projects, Oakland CA
- Los Angeles City Hall Restoration and Seismic Retrofit
- Pacific Bell Park aka SBC Park aka AT&T Park
- I-5 widening project, Los Angeles
- Interstate Route 238/580/880 Improvement
- Lower American River Levee Repair, Sacramento CA
- UCSF Parnassus, San Francisco, CA
- Lower San Joaquin River Levee Repair, Stockton CA
- More project details are available upon request

Please contact us for additional information and we will be pleased to respond to your request.

Yours truly,

Austyn Crites
Operations Manager

Reviewed By

Marcus Pacheco, M.Sc.
Technical Director

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415.641.2570 | municon@municon.net

(415) 641-2570 San Francisco, CA tommy@municon.net

William "Tommy" Poole

SENIOR PROEJCT GEOLOGIST

Summary

Tommy Poole is a licensed geologist with 19 years' experience in oversight of environmental remediation, geotechnical instrumentation monitoring, noise and vibration monitoring, hydroacoustic monitoring, pre-/post-construction photo and video surveys and project management. As senior project geologist, he provides expertise for Municon's geotechnical instrumentation services.

Education

Bachelor of Arts, Geologic Sciences
University of Kentucky, Lexington

Employment History

Municon West Coast, San Francisco, California
Senior Project Geologist

Certifications

Professional Geologist, California
License Number 8921, Expiration Date September 30, 2025

Relevant Projects

McKinnly Water Vault, Sacramento, CA

- **2019-2021**
- **Vibration Monitoring**
- **Pre-construction survey**

Configured and installed in-place inclinometers to monitor slope stability of the shored excavation for a 6 Mgal. stormwater detention vault at McKinley Park. Coordinated and conducted pre-construction condition surveys and vibration monitoring of adjacent properties and haul routes. Responsible for configuration of data display website and for reporting instrumentation data.

Columbia Street Emergency Sewer Repair, Seattle, WA

- **2023**
- **Vibration Monitoring**
- **Settlement Monitoring**

Developed vibration and settlement monitoring program for a vibration sensitive water main adjacent to a deep excavation. Installed and configured Automated Motorized Total Station which monitored utility settlement prisms in near-real time.

Willamette Valley Water Transmission Pipeline, Portland, OR

- **2022-2023**
- **Vibration Monitoring**
- **Settlement Monitoring**

Prepared vibration risk analysis and conducted pre-construction condition surveys of properties near trenchless construction of the 66-in water transmission pipeline. Responsible for installation and monitoring settlement casings along a 2000 ft. long tunnel beneath the Tualatin River

New Irvington Tunnel, Sunol, CA

- **Vibration Monitoring**

Responsible for overseeing installation, monitoring and reporting of manual inclinometers, multipoint borehole extensometers, settlement casings, in-place inclinometers, vibrating wire piezometers, sound level meters and seismographs. Logged borings and observed installation with dataloggers. Conducted vibration and overpressure monitoring of blasting.

San Fransiquito Creek Flood Protection, East Palo Alto, CA

- **Pre-construction survey**
- **Vibration Monitoring**

Coordinated and conducted pre-construction photo surveys of 80 properties (primarily residential) adjacent to the levee realignment and flood wall construction. Responsible for installation, monitoring, and reporting of seismographs.

New Irvington Tunnel, Sunol, CA

- **Vibration and overpressure monitoring**

Responsible for overseeing installation, monitoring and reporting of manual inclinometers, multipoint borehole extensometers, settlement casings, in-place inclinometers, vibrating wire piezometers, sound level meters and seismographs. Logged borings and observed installation with dataloggers. Conducted vibration and overpressure monitoring of blasting.

Presidio Parkway Project, San Francisco, CA

- **Vibration Monitoring**

Conducted noise and vibration monitoring at 40 historical buildings adjacent to bridge replacements, roadway realignments, ground improvement zones and cut and cover tunnels.

I-880 / 5th Ave Bridge Replacement, Oakland, CA

- **Settlement Monitoring**
- **Vibration Monitoring**

Responsible for installation and monitoring of settlement plates and vibrating wire piezometers to record pre-load settlement rates during staged construction of embankments and bridge approaches. Conducted hydroacoustic monitoring and reporting during in-water pile driving for a temporary work platform.

Napa River Levee Restoration, Napa, CA

- **Inclinometer monitoring**
- **Vibration Monitoring**

Installed and maintained geotechnical instrumentation along levee improvements near historical waterfront properties. Municon provided near-real time monitoring of in-place inclinometer arrays, vibrating wire piezometers, seismographs and tilt meters.

San Francisco – Oakland Bay Bridge Replacement, San Francisco, CA

- **Vibration Monitoring**
- **Pre- and Post construction monitoring**

Responsible for installation and monitoring of seismographs and sound level meters during numerous phases of construction to replace the East Span of the SFOBB. Conducted pre- and postconstruction documentation at historic Navy buildings and US Coast Guard barracks on Yerba Buena Island. Installed and monitoring seismographs on piers of the new bridge during controlled blast demolition of marine foundations.

Oakland Airport BART Connector, Oakland, CA

- **Sound Level attenuation survey**
- **Vibration monitoring**

Performed sound level attenuation surveys, including deployment, reading, and reporting, during indicator pile installation to determine likely impacts of pile-driving on nearby residences and hotels. Installed remote reading seismographs and sound level meters at the site, and responsible for maintenance and reporting of the seismographs and sound level meters.

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Marcus Pacheco

TECHNICAL DIRECTOR

Summary

Marcus Pacheco is a Geophysicist and Geologist with over 10 years of experience in Ground Penetrating Radar (GPR). As Technical Director, he designs work plans and manages geotechnical instrumentation projects, which include instruments such as seismographs, inclinometers, piezometers, settlement platforms, and Automated Total Stations. He also has conducted vibration and sound attenuation studies, downhole seismic surveys, and Multichannel Analyses of Surface Waves.

Education

2019 **Master of Science, Geology (with distinction)**
California State University, Fresno

2016 **Bachelor of Science, Geophysics**
Federal University of Pampa, Bage, RS, Brazil

Certificates

Certified Remote Pilot (Drone) – certified by the Department of Transportation - Federal Aviation Administration.

Certified Roadway Worker - certified by the BART District's Roadway Worker Protection (RWP) Certification Program. Oakland, CA, 2020

Employment History

2022 - Present **Municon West Coast,** San Francisco, California
Technical Director

2020 - 2022 **Municon West Coast,** San Francisco, California
Project Manager – Geophysicist

2019 - 2020 **Municon West Coast,** San Francisco, California
Geotechnical Instrumentation Technician

Master's Thesis and Publications

Surface Exposure Dating and Geophysical Tomography of the Royal Arches Meadow Rock Avalanche, Yosemite Valley, California

Relevant Projects

Pier 70 Redevelopment - San Francisco, CA
- **2019-2022**
- **18 Vibration monitors installed**
- **Pre-construction photo surveys**

Responsible for the vibration work during demolition and construction.

Lower American River - Sacramento, CA
- **October 2023 – December 2023**
- **31 Vibration monitors installed**
- **15 pre-and post-construction photo surveys done**

Caltrans 04-0A7714, Berkeley Pedestrian Crossing – Berkeley, CA
- August 2021 – April 2022
- **3 Vibration monitors installed**
- **1 Automated Motorized Total Station (AMTS) installed**

Responsible for surface movement monitoring and vibration work plans, installation, and monitoring.

Underground Flow Equalization System - San Mateo, CA
- **October 2020 – May 2024**
- **2 Vibration monitors installed**
- **9 vibrating-wire piezometers installed**
- **4 inclinometers installed**
- **1 extensometer installed**
- **20 Pre, Periodic and Post-construction surveys were done**

Responsible for geotechnical instrumentation, vibration, and photo documentation work. Geotechnical instrumentation included In-place Inclinometers, Automated Total Station, and Piezometers for shoring and surface monitoring during excavation and dewatering.

Alameda Landing Waterfront - Alameda, CA
- **2019 - 2020**
- **6 Vibration monitors installed**

Responsible for the vibration work during demolition and construction.

Marysville Ring Levee (MRL) Phase 2B - Marysville, CA
- **10 vibration monitors installed**

US101 / Blossom Hill Road - San Jose, CA
- **8 vibration monitors installed**
- **Responsible for the vibration and photo documentation work during demolition, pile driving, and construction.**

Mission Rock Phase 1, San Francisco, CA

- **2020**
- **4 vibration monitors installed**
- **3 sound level meters installed**

Performed vibration and sound attenuation studies for RIC work and indicator pile driving, to examine impacts on nearby residences and
commercial structures.

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Marco Leimone

PROJECT MANAGER – GEOTECHNICAL INSTRUMENTATION

Summary

Marco Leimone is a geotechnical project manager with 5 years' experience in geotechnical instrumentation, construction monitoring, and project management. As geotechnical instrumentation project manager he provides expertise for Municon West Coast's condition surveys, geotechnical and structural instrumentation services. Marco's work experience includes installation, monitoring and maintenance of equipment including inclinometers, piezometers, tiltmeters, automated total stations, sound level meters, hydroacoustic meters and seismographs.

Education

A.A. Civil Engineering Technology
DMACC, Boone, Iowa

Employment History

2019 - Present **Municon West Coast,** San Francisco, California
Project Manager – Geotechnical Instrumentation

Relevant Projects

Marysville Ring Levee (MRL) Phase 2B - Marysville, CA
- **2023 – Current**
- **Vibration Monitoring**
- **10 vibration monitors installed**

Lower American River - Sacramento, CA
- **October -December**
- **Photo Documentation**
- **Vibration Monitoring**
- **31 Vibration monitors installed**
- **15 pre-and post-construction photo surveys done**

Pier 70 Redevelopment - San Francisco, CA
- **2020-2021**
- **Vibration Monitoring**
- **8 Vibration monitors installed**

Chrysler SWPS, Menlo Park
- **August 2023 – October 2024**
- **Vibration Monitoring**
- **5 vibration monitors installed**

Ohlone Creek Line D Naturalization - Newark, CA

- **August-November 2023**
- **Vibration Monitoring**
- **3 Vibration monitors installed**

Yerba Buena Island West-Side Bridge Structures Project - San Francisco, CA

- **October 2023 – August 2024**
- **3 Vibration monitors installed**
- **Vibration Monitoring**

555-585 Bryant Street - San Francisco, CA

- **2022-2023**
- **Vibration Monitoring**
- **2 Vibration monitors installed**

Caltrans 04-0A7714, Berkeley Pedestrian Crossing – Berkeley, CA

- **3 Vibration monitors installed**
- **1 Automated Motorized Total Station (AMTS) installed**

US101 / Blossom Hill Road - San Jose, CA

- **8 Vibration monitors installed**
- **Vibration Monitoring**

2225 Telegraph Ave. - Oakland, CA

- **2019**
- **3 Vibration monitors installed**
- **12 inclinometers installed**

Municon West Coast, Inc.

Client References and Testimonials

Christina Dikas

- **Role**: Principal | Cultural Resources Planning Studio
- **Company**: Page & Turnbull
- **Phone**: 415-593-3246
- **Email**: dikas@page-turnbull.com
- **Project(s)**: 555 Bryant Street CEQA Mitigation Project (Also Potrero Power Station, 900 Innes Ave and Watsonville City Plaza projects)
- **Project Location**: 555 Bryant St., San Francisco, CA 94107
- **Contract Amount:** $65,000
- **Estimated Construction Cost:** $220,000,000
- **Municon services performed:** Pre- and post-construction condition surveys, vibration monitoring, and crack monitoring.

Client Testimonial:

"Page & Turnbull is a historic preservation architecture firm and has worked with Municon on several projects that required vibration and crack monitoring during construction to ensure protection of historic buildings adjacent to the construction work. Projects we worked on with Municon as our subconsultant include Potrero Power Station, 555 Bryant Street, 531 Bryant Street, and 900 Innes Avenue in San Francisco and Watsonville City Plaza in Watsonville, California. Municon staff were responsive, had the tools and skills needed for the work, and provided the monitoring reports that were required in a timely manner."

Thomas Williams, PE

- **Role**: Senior Engineer
- **Company**: City of San Mateo, Public Works
- **Phone**: 650-522-7307

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- **Email**: twilliams@cityofsanmateo.org
- **Project**: Underground Flow Equalization System (UFES)
- **Project Location**: Near Bay Meadows Park, San Mateo, CA 94403
- **Contract Amount**: $480,000
- **Estimated Construction Cost**: $45,000,000
- **Municon services performed:** Pre- and post-construction conditions surveys and geotechnical monitoring:

  Vibration monitoring, settlement monitoring, groundwater monitoring, utility monitoring, building monitoring and crack monitoring.

Justin Gildemeister, PE

- **Role**: Project Manager
- **Company**: Nordic Industries, Inc.
- **Phone**: 530-742-7124
- **Email**: justin@nordicind.com
- **Project(s)**: Lower American River Erosion Contract 2 Sites 2-2, 2-3 (USACE)
- **Project Location**: 2 Cadillac Drive, Sacramento, CA 95825
- **Contract Amount**: $164,000
- **Estimated Construction Cost**: $32,000,000
- **Municon services performed:** 3D “digital twin” pre- and post-construction condition surveys, and vibration monitoring.

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William Reyes

- **Role**: Chief Field Engineer
- **Company**: Kiewit Infrastructure West Co.
- **Phone**: 707-299-9668
- **Email**: William.Reyes1@kiewit.com
- **Project(s)**: Oroville Dam and Tunnel (River Valve Outlet System Rehabilitation Project Contract No. C51625)
- **Project Location**: Butte County, CA
- **Contract Amount**: $45,000
- **Estimated Construction Cost**: N/A
- **Municon services performed:** Underground networked vibration monitors

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Doug Schwarm, P.E., G.E., P.Eng.

- **Role**: Chief Engineer
- **Company**: Atlas Geotechnical
- **Phone**: (808) 282-8314
- **Email**: dschwarm@atlasgeotechnical.com
- **Project(s)**: Runway Upgrade, Majuro
- **Project Location**: Majuro airport, Marshall Islands
- **Contract Amount**: $24,500
- **Estimated Construction Cost**: --
- **Municon services performed:** Air pressure monitoring and custom sensor development and installation.

Client testimonial:

"My foundation engineering practice operates in remote locations and often has unique requirements. The Municon crew are an invaluable resource, helping me develop the practical,

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reliable solutions that make our projects successful. They are available when I need them, responsive to requests, and contribute clever ideas about how I can better serve my clients. I recommend them to peers and clients without reservation because I know that they'll provide the type of seamless service that keeps construction projects moving forward."

Lori Miller

- **Role**: Project Manager – Land Development
- **Company**: Pulte Group
- **Phone**: (408) 417-0884
- **Email**: lori.miller@pultegroup.com
- **Project(s)**: Monarch/Llewellyn project and Winchester Central project
- **Project Location**: Campbell, CA
- **Contract Amount**: $42,750
- **Estimated Construction Cost**: --
- **Municon services performed:** 3D "digital twin" pre- and post-construction condition surveys, and vibration monitoring.

Client Testimonial:

"As a land developer, partnering with a Municon is one of the best decisions we can make for our in-fill projects. Their expertise in managing and mitigating vibrations and vibration monitoring ensure that our developments are non-impactful to surrounding structures. We have appreciated their consult and solutions-based approach, as well as their excellent response time and customer relationship building."

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Stephen R. Mimiaga, P.E

- **Role**: President
- **Company**: Mimiaga Engineering Group Inc.
- **Phone**: 805.231.1502
- **Email**: smimiaga@mimiaga-engineering.com
- **Project(s)**: Venture Outfall project
- **Project Location**: Ventura, CA
- **Contract Amount**: $76,150
- **Estimated Construction Cost**: --
- **Municon services performed:** 3D "digital twin" pre- and post-construction condition surveys, and vibration monitoring.

Client Testimonial:

"I enjoyed working with Municon and all Municon personnel that provided services on the project. Municon services were exemplary and staff were professional, on-time, and in all cases exceeded project scope of work expectations. I would absolutely work with Municon again where vibration monitoring and structure pre- and post-construction surveys were required."

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From:	BOS Legislation, (BOS)
To:	"brian@lozeaudrury.com"; "AShimko@bwslaw.com"; "CEliason@bwslaw.com"; "EShaffer@bwslaw.com"; "msarjapur@reubenlaw.com"
Cc:	RUSSI, BRAD (CAT); JENSEN, KRISTEN (CAT); YANG, AUSTIN (CAT); RUIZ-ESQUIDE, ANDREA (CAT); Dennis Phillips, Sarah (CPC); Gibson, Lisa (CPC); Dwyer, Debra (CPC); Navarrete, Joy (CPC); Lewis, Don (CPC); Switzky, Joshua (CPC); Teague, Corey (CPC); Tam, Tina (CPC); Sider, Dan (CPC); Starr, Aaron (CPC); Watty, Elizabeth (CPC); Ionin, Jonas (CPC); Vimr, Jonathan (CPC); Shum, Ryan (CPC); Lamarre, Julie (BOA); Longaway, Alec (BOA); BOS-Supervisors; BOS-Legislative Aides; Calvillo, Angela (BOS); Somera, Alisa (BOS); Mchugh, Eileen (BOS); BOS Legislation, (BOS)
Subject:	APPELLANT SUPPLEMENTAL INFORMATION: Hearing - Appeal of Final Mitigated Negative Declaration - Proposed 570 Market Street Project - November 18, 2025
Date:	Friday, November 7, 2025 11:10:41 AM

Greetings,

The Office of the Clerk of the Board is in receipt of supplemental information from the Appellant, Brian B. Flynn of Lozeau Drury LLP, on behalf of BCal 44 Montgomery Property LLC for the Special Order before the Board of Supervisors on **November 18, 2025**, at 3:00 p.m. for the appeal of the CEQA Final Mitigated Negative Declaration for the proposed project at 570 Market Street.

Please find the following link to the document for the matter:

Appellant Supplemental Information - November 7, 2025

I invite you to review the entire matters on our Legislative Research Center by following the link below:

Board of Supervisors File No. 251034

Jocelyn Wong
Legislative Clerk
San Francisco Board of Supervisors
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco, CA 94102
T: 415.554.7702 | F: 415.554.5163
jocelyn.wong@sfgov.org | www.sfbos.org

(VIRTUAL APPOINTMENTS) To schedule a "virtual" meeting with me (on Microsoft Teams), please ask and I can answer your questions in real time.

Click **HERE** to complete a Board of Supervisors Customer Service Satisfaction form.

The Legislative Research Center provides 24-hour access to Board of Supervisors legislation, and archived matters since August 1998.

Disclosures: *Personal information that is provided in communications to the Board of Supervisors is subject to disclosure under the California Public Records Act and the San Francisco Sunshine Ordinance. Personal information provided will not be redacted. Members of the public are not required to provide personal*

identifying information when they communicate with the Board of Supervisors and its committees. All written or oral communications that members of the public submit to the Clerk's Office regarding pending legislation or hearings will be made available to all members of the public for inspection and copying. The Clerk's Office does not redact any information from these submissions. This means that personal information—including names, phone numbers, addresses and similar information that a member of the public elects to submit to the Board and its committees—may appear on the Board of Supervisors website or in other public documents that members of the public may inspect or copy.

From:	Brian Flynn
To:	BOS Legislation, (BOS)
Cc:	Gibson, Lisa (CPC); Vimr, Jonathan (CPC); Shum, Ryan (CPC)
Subject:	Appellant Correspondence Re: 570 Market Street CEQA Appeal (File No. 251034)
Date:	Friday, November 7, 2025 10:54:13 AM
Attachments:	2025.11.07 44 Montgomery Correspondence_570 Market St Appeal (File No. 251034)_draft.pdf

This message is from outside the City email system. Do not open links or attachments from untrusted sources.

To the San Francisco Board of Supervisors and Clerk Calvillo:

Please find attached correspondence submitted on behalf of Appellant BCal 44 Montgomery Property LLC, the owner of 44 Montgomery Street, in support of their CEQA appeal of the mitigated negative declaration prepared for the 570 Market Street Hotel Project (File No. 251034).

Acknowledgment of receipt of this email and attachment would be greatly appreciated.

Thank you,
Brian B. Flynn
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(510) 836-4205 (fax)
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November 7, 2025

Via Email

San Francisco Board of Supervisors
Attn: Angela Calvillo, Clerk of the Board
San Francisco Board of Supervisors
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco, CA, 94102
bos.legislation@sfgov.org

Re: Appeal of 570 Market Street Mitigated Negative Declaration
File No. 251034
Board of Supervisors Appeal Hearing: Nov. 18, 2025, 3 p.m.

To Board President Mandelman and Honorable San Francisco Supervisors:

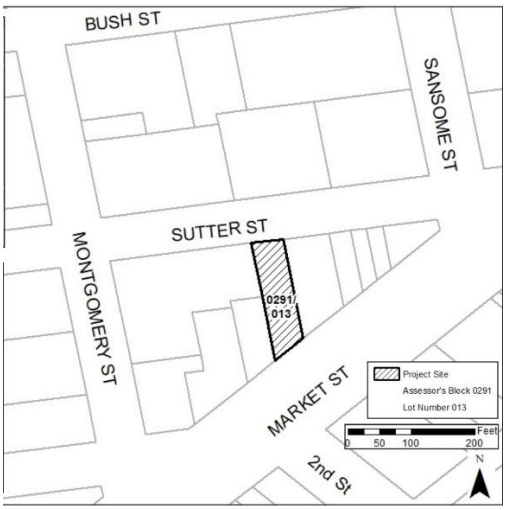
This correspondence is submitted on behalf of appellant BCal 44 Montgomery Property LLC ("44 Montgomery"), the owner of 44 Montgomery Street, in support of their appeal of the mitigated negative declaration ("MND") prepared for the proposed hotel at 570 Market Street ("Project") (File No. 251034). 44 Montgomery's appeal, as well as the appeal filed by the owners of the Chancery Building, is scheduled for hearing on November 18, 2025 at 3 p.m.

Pursuant to the California Environmental Quality Act ("CEQA"), a mitigated negative declaration ("MND") is improper—and an environmental impact report ("EIR") is required—if there is a fair argument that a project may have a significant environmental impact or if the MND's conclusions are not supported by substantial evidence. Here, based on 44 Montgomery's review of the MND with assistance from noise experts from the environmental consulting firm Wilson Ihrig and historical resource expert Katherine Petrin, an EIR—not an MND—is required for this Project due to a fair argument that the Project may have significant impacts related to construction-related vibration, construction-related noise, and historical resources. Furthermore, the MND is deficient because it fails to provide substantial evidence to support its conclusions that the Project's impacts related to vibration, noise, historical resources, transportation and circulation, and geotechnical risks will be less than significant.

For those reasons, 44 Montgomery respectfully requests that the Board of Supervisors grant the appeal and direct the Planning Department to prepare an EIR for this Project prior to taking any further action on the Project.

PROJECT DESCRIPTION

The 570 Market Street Project proposes a 29-story (~ 300-feet), 211-room hotel with a 1,000 square-foot lobby opening to Sutter Street and ground-floor retail opening to Market Street. The 7,045 square-foot Project site is a narrow through lot with frontages on both Market Street and Sutter Street. The site is located on the north side of Market Street within the triangular block bound by Market Street to the southeast, Sutter Street to the north, and Montgomery Street to the west. The site is currently developed with two 2-story commercial buildings (one on Market Street, one on Sutter Street), which would be demolished. The Project site is adjacent to—and will be constructed within one foot of—three historical resources: (1) Chancery Building at 562-566 Market Street; (2) Finance Building at 576-580 Market Street; (3) and 44 Montgomery Street. The Project, as approved by the Planning Commission, provides no setbacks from interior lot lines, effectively blocking out an entire side of the Chancery Building and the Finance Building.



Construction of the Project is expected to last approximately 2 years. Demolition would take approximately 10 weeks. Excavation and shoring would last approximately eight weeks. Foundation and below-grade construction would last about 10 weeks. The base building (ground floor to Level 14) would last approximately nine weeks. The remaining core construction of the building would last for approximately 30 weeks.

The proposed building would have a hybrid foundation that would consist of a four-foot mat slab supporting the southern half of the building with the remaining building portion supported on a 6- to 10-foot foundation bearing on 6-foot-diameter piles that would be drilled approximately 40 feet into bedrock, Construction of the basement and mat slab would require excavation of the total site footprint, removing approximately 3,900 cubic yards of soil.

PROCEDURAL BACKGROUND

In October 2024, the City released the Project's Preliminary MND ("PMND"). The PMND concluded that, with the incorporation of mitigation measures for impacts to cultural resources, tribal cultural resources, noise, air quality, and paleontological resources, the impacts of the Project would be less than significant. On November 20, 2024, pursuant to Administrative Code Section 31.11(d), 44 Montgomery appealed the PMND and the Planning Department's determination of no significant effect on the environment to the Planning Commission. The owners of the Chancery Building separately appealed the PMND to the Planning Commission.

On March 19, 2025, 44 Montgomery submitted correspondence to the Planning Commission, accompanied by expert reviews of the Project and MND regarding impacts to noise and historical resources ("March 19 Letter"). 44 Montgomery's March 19 Letter is attached hereto, without exhibits, as **Exhibit A**. The March 19 Letter explained that the MND was improper under CEQA due to potentially significant impacts related to vibration (Ex. A, pp. 5-7), noise (*id.* at pp. 7-10), historical resources (*id*. at pp. 11-14), geotechnical risks (*id.* at pp. 14-16), air quality (*id*. at pp. 17-18), and shadows (*id*. at pp. 18-19). The March 19 Letter included reviews of the MND by noise expert Katie Krainc from the consulting firm Wilson Ihrig and by historical resource expert Katherine Petrin. On April 25, 2025, the Planning Department released a response to 44 Montgomery's March 19 Letter and to correspondence submitted by the owners of the Chancery Building ("Appeal Response").

Wilson Ihrig's expert review of the Project's noise impacts dated December 20, 2024 is attached hereto as **Exhibit B**. Wilson Ihrig's reply to Planning's Appeal Response dated October 27, 2025 is attached hereto as **Exhibit C**. Ms. Petrin's expert review of the of the Project's impacts to historical resources dated January 2025 is attached as **Exhibit D**. Ms. Petrin's reply to Planning's Appeal Response dated November 7, 2025 is attached hereto as **Exhibit E.**

On May 1, 2025, the Planning Commission denied the CEQA appeals of 44 Montgomery and the Chancery Building. However, the Commission voted to continue consideration of the Project's requested entitlements (downtown project authorization ("DNX") and conditional use authorization) based on numerous concerns, including: (1) mismatched lightwells with the neighboring Chancery building; (2) lack of setbacks from neighboring buildings; (3) location and functionality of the privately-owned public open space; and (4) façade design. At a continued hearing on September 11, 2025, the Planning Commission reconsidered and approved the Project.

On September 26, 2025, 44 Montgomery filed a timely appeal of the Project's DNX to the Board of Appeals. On October 10, 2025, 44 Montgomery filed a timely appeal of the MND to the Board of Supervisors.

LEGAL STANDARD FOR NEGATIVE DECLARATIONS

As the California Supreme Court held, "[i]f no EIR has been prepared for a nonexempt project, but substantial evidence in the record supports a fair argument that the project may result in significant adverse impacts, the proper remedy is to order preparation of an EIR." (*Communities for a Better Env't v. South Coast Air Quality Mgmt. Dist.* (2010) 48 Cal.4th 310, 319-20.) "Significant environmental effect" is defined very broadly as "a substantial or potentially substantial adverse change in the environment." (Pub. Res. Code ["PRC"] § 21068; see also 14 CCR § 15382.) "Substantial evidence" is defined as "enough relevant information and reasonable inferences from this information that a fair argument can be made to support a conclusion, even though other conclusions might also be reached." (14 CCR § 15384(a).) An effect on the environment need not be "momentous" to meet the CEQA test for significance; it is enough that the impacts are "not trivial." (*No Oil, Inc. v. City of Los Angeles* (1974) 13 Cal.3d 68, 83.) "The 'foremost principle' in interpreting CEQA is that the Legislature intended the act to be read so as to afford the fullest possible protection to the environment within the reasonable scope of the statutory language." (*Communities for a Better Env't v. Cal. Res. Agency* (2002) 103 Cal.App.4th 98, 109.)

The EIR is the very heart of CEQA. (*Bakersfield Citizens for Local Control v. City of Bakersfield (*2004) 124 Cal.App.4th 1184, 1214 (*Bakersfield Citizens*); *Pocket Protectors v. City of Sacramento* (2004) 124 Cal.App.4th 903, 927.) The EIR is an "environmental 'alarm bell' whose purpose is to alert the public and its responsible officials to environmental changes before they have reached the ecological points of no return." (*Bakersfield Citizens, supra*, 124 Cal.App.4th at 1220.) The EIR also functions as a "document of accountability," intended to "demonstrate to an apprehensive citizenry that the agency has, in fact, analyzed and considered the ecological implications of its action." (*Laurel Heights Improvements Assn. v. Regents of Univ. of Cal.* (1988) 47 Cal.3d 376, 392.) The EIR process "protects not only the environment but also informed self-government." (*Pocket Protectors v. City of Sacramento* (2004) 124 Cal.App.4th 903, 927.)

An EIR is required if "there is substantial evidence, in light of the whole record before the lead agency, that the project may have a significant effect on the environment." (PRC § 21080(d); see also *Pocket Protectors*, *supra*, 124 Cal.App.4th at 927.) An MND instead of an EIR is proper only if project revisions would avoid or mitigate the potentially significant effects identified in the initial study "to a point where clearly no significant effect on the environment would occur, and . . . there is no substantial evidence in light of the whole record before the public agency that the project, as revised, may have a significant effect on the environment." (*Mejia v. City of Los Angeles* (2005) 130 Cal.App.4th 322, 331 [quoting PRC §§ 21064.5, 21080(c)(2)].) In that context, "may" means a reasonable possibility of a significant effect on the environment. (PRC §§ 21082.2(a), 21100, 21151(a); *Pocket Protectors, supra*, 124 Cal.App.4th at 927; *League for Protection of Oakland's etc. Historic Res. v. City of Oakland* (1997) 52 Cal.App.4th 896, 904-05.)

An EIR must be prepared rather than an MND "whenever it can be fairly argued on the basis of substantial evidence that the project may have a significant environmental

impact." (*No Oil, Inc. v City of Los Angeles* (1974) 13 Cal.3d 68, 75.) Under this "fair argument" standard, an EIR is required if any substantial evidence in the record indicates that a project may have an adverse environmental effect—even if contrary evidence exists to support the agency's decision. (14 CCR § 15064(f)(1); *Pocket Protectors*, *supra*, 124 Cal.App.4th at 931; *Stanislaus Audubon Society v. County of Stanislaus* (1995) 33 Cal.App.4th 144, 150-51; *Quail Botanical Gardens Found., Inc. v. City of Encinitas* (1994) 29 Cal.App.4th 1597, 1602.) The "fair argument" standard creates a "low threshold" favoring environmental review through an EIR rather than through issuance of negative declarations or notices of exemption from CEQA. (*Pocket Protectors*, *supra*, 124 Cal.App.4th at 928.)

The "fair argument" standard is virtually the opposite of the typical deferential standard accorded to agencies. As a leading CEQA treatise explains:

> This 'fair argument' standard is very different from the standard normally followed by public agencies in making administrative determinations. Ordinarily, public agencies weigh the evidence in the record before them and reach a decision based on a preponderance of the evidence. [Citations]. The fair argument standard, by contrast, prevents the lead agency from weighing competing evidence to determine who has a better argument concerning the likelihood or extent of a potential environmental impact. The lead agency's decision is thus largely legal rather than factual; it does not resolve conflicts in the evidence but determines only whether substantial evidence exists in the record to support the prescribed fair argument.

(Kostka & Zischke*, Practice Under CEQA*, § 6.29.) The courts have explained that "it is a question of law, not fact, whether a fair argument exists, and the courts owe no deference to the lead agency's determination. Review is de novo, with a preference for resolving doubts in favor of environmental review." (*Pocket Protectors*, *supra*, 124 Cal.App.4th at 928.)

In addition, any factual conclusions reached in the MND must be supported by substantial evidence. (*McCann v. City of San Diego* (2021) 70 Cal.App.5th 51, 97 ["An agency abuses its discretion under CEQA by reaching factual conclusions unsupported by substantial evidence."].) Therefore, even in the absence of a fair argument of an impact, an MND is inadequate under CEQA where the City lacks substantial evidence to conclude that the Project's impacts will be less than significant. (*Id*.)

DISCUSSION

I. An EIR Is Required Because the Project May Result in Significant Noise Impacts.

The MND and its associated Noise and Vibration Technical Analysis (Appendix A of the MND) ("Noise Analysis") conclude that construction-related noise impacts from demolition, site preparation, grading, building construction, and architectural coating would be less than significant and would not require mitigation. (MND, pp. 39-40.) Specifically, the

MND concludes that construction-related noise would not result in a 10 dB increase over current ambient noise levels, which the MND adopts as the relevant significance threshold for noise, at the nearest sensitive receptor (the residential building at 333 Bush Street approximately 450 feet away). (MND, pp. 35, 39-40.)

The expert noise and acoustical firm Wilson Ihrig reviewed the MND and Noise Analysis. Wilson Ihrig's review of the Project, which is attached hereto as **Exhibit B**, found that the MND failed to accurately calculate construction-related noise levels and failed to evaluate noise impacts on neighboring commercial buildings. (Ex. B, pp. 1-3.) As discussed below, after correcting for the MND's inaccuracies, Wilson Ihrig found that construction-related noise would result in significant impacts to 44 Montgomery Street, 333 Bush Street, and 580 Market Street. Because Wilson Ihirg expert opinion establishes a fair argument that the Project may result in significant noise impacts, CEQA requires that the City prepare an EIR for this Project instead of an MND.

A. The Project may result in significant construction-related noise impacts at the nearest residential receptor at 333 Bush Street.

To calculate the Project's construction-related noise levels, the MND's Noise Analysis relied on the general assessment criteria from the Federal Transit Administration Transit Noise and Vibration Assessment Manual ("FTA Manual'). (MND, p. 38; Noise Analysis, p. 5.) Wilson Ihrig's review found that the Noise Analysis failed to properly apply the FTA Manual's criteria, thereby underestimating the Project's construction noise impacts and failing to identify and disclose the Project's significant noise impacts. (Ex. B, pp. 1-2.)

First, Wilson Ihrig found that the Noise Analysis failed to apply the proper "usage factor" for construction equipment, which is "[t]he percent of time a piece of equipment typically operates." (Ex. B, pp. 1-2.) Under the FTA Manual's criteria, a proper noise assessment assumes simultaneous, full-power operation (i.e. a usage factor of 100 percent) of the two loudest pieces of construction equipment for each construction phase. (FTA Manual, pp. 177-78; Ex. B, p. 2.) However, instead of applying a 100 percent usage factor, the MND's Noise Analysis applied usage factors of 16 to 50 percent (Noise Analysis, Table 4, pp. 7-8), which "underestimates and, therefore, misrepresents expected construction noise levels." (Ex. B p. 2.)

Second, Wilson Ihrig found that the Noise Analysis's assumptions for how construction noise would attenuate over distance do not accurately reflect the conditions surrounding the Project site. (Ex. B, p. 2.) The Noise Analysis assumed that construction noise would attenuate at 6 dB per doubling of distance. (Ex. B, p. 2.) However, as Wilson Ihrig explains, sound would attenuate at a far lesser rate due to conditions in the Financial District:

> An adjustment of 6 dB per doubling of distance is only appropriate for calculations in the "free field." As described by Egan, "free-field conditions occur when sound waves are free from the influence of reflective surfaces

> (e.g., open areas outdoors, anechoic rooms)." The project site is located within the Financial District of San Francisco and is surrounded by six- to 43-story tall buildings. The facades of these buildings are all acoustically reflective, thereby making use of a "free field" calculation erroneous. On the contrary, the "canyons" of built-up downtowns can act as waveguides for noise, by reflecting and constraining sound to travel along them. This will lead to higher noise levels at receivers than would be calculated using free field conditions. At a minimum, a more conservative approach to attenuation over distance, such as 3 dBA per doubling of distance, should be used account for the reverberant nature of the Financial District.

(Ex. B, p. 2 [citation omitted].) By relying on an overestimation of sound attenuation around the Project site, the Noise Analysis again underestimates the construction-related noise impacts of the Project.

Correcting for the two errors discussed above, Wilson Ihrig calculated the Project's noise levels using a 100 percent usage factor and an attenuation factor of 3dBA. (Ex. B, pp. 2-3.) The table below shows a comparison between the noise levels reported in the MND's Noise Analysis and Wilson Ihirig's updated calculations with proper usage and attenuation factors:

Construction Phase	**Appendix A**			**FTA General Assessment with 3 dB per doubling of distance attenuation**		
	Reported Calculated Level*	Resultant Noise at 450 ft	Increase Over Existing Level	Calculated Level**	Resultant Noise at 450 ft	Increase Over Existing Level
Demolition	61	67	2	74	74	9
Site Preparation	65	68	3	79	79	**14**
Grading	60	66	1	71	72	7
Building Construction	59	66	1	73	74	9
***Usage factors of 16% - 50%, 6 dB attenuation per doubling of distance ** Usage factors of 100%, 3 dB attenuation per doubling of distance**						

(Ex. B, p. 3.) As shown above, with proper usage and attenuation factors, the noise levels at 333 Bush Street (450 feet away) during site preparation would increase by 14 dBA over the existing ambient level, which exceeds the 10 dB significance threshold and represents a significant impact requiring an EIR. (*Id*.)

In response to Wilson Ihrig's concerns, Planning's Appeal Response included a supplemental noise analysis, which re-calculated the Project's noise impacts using a 100 percent usage factor. (Appeal Response, p. 10.) However, the supplemental analysis still assumed that noise would attenuate at 6 dB per doubling of distance, rather than 3 dB, which

more accurately reflects the conditions in the Financial District. (*Id*.; Ex. B, p. 2; Ex. C, p. 2.) The Appeal Response claimed that the use of the 6dB attenuation reduction was required to be consistent with the FTA Manual's general assessment methodology. (Appeal Response, p. 9.) The Response ignores that the FTA Manual explicitly states that "***each project is unique and must be evaluated on a case-by-case basis***." (FTA Manual, Appendix G, p. 237 [emph. added]; see Ex. C, p. 2.) The FTA Manual encourages the use of "professional judgment" in order "to extend the basic methods to cover these cases, when appropriate." (*Id*.)

The MND's failure to recognize the actual conditions in the Financial District and to adjust its analysis accordingly results in an unsupported conclusion that the Project's noise impacts will be less than significant. In their reply to the Appeal Response, Wilson Ihrig reiterates their conclusion that the MND's noise analysis failed to recognize the unique conditions surrounding the Project site:

> Market Street in San Francisco has a high concentration of mid- and high-rise buildings, one of the highest such areas within the United States, especially in the Project vicinity. The unique situation we presented of the façades of these buildings being all acoustically reflective, thereby making use of a "free field" calculation erroneous is not addressed and we believe deserves more attention to 'extend the basic methods' used in the FTA analysis.

(Ex. C, p. 2.)

Therefore, even with the Appeal Response's supplemental analysis, the MND still lacked substantial evidence to conclude that noise impacts would be less than significant. Furthermore, Wilson Ihrig's expert opinion that the Project's noise levels, with a 100 percent usage factor and a 3dB attenuation reduction, will be significant establishes a fair argument that the Project may result in a significant noise impact. (See 14 CCR § 15064(f)(1) [EIR required if any substantial evidence in the record indicates a possible significant impact—even if contrary evidence exists].") As a result, an EIR—not an MND—is required for this Project.

B. The Project may result in significant construction-related noise impacts at the nearest commercial receptors at 44 Montgomery Street and 580 Market Street.

Although the MND addresses noise impacts at the nearest residential receptor at 333 Bush Street (450 feet away), the MND makes no attempt to address noise impacts on the commercial uses at nearby buildings, including 44 Montgomery Street, the Chancery Building, and the Finance Building. The omission of impacts on these nearby commercial buildings from the MND's noise analysis is improper. As stated in the MND, the standard for evaluating noise impacts is whether "[t]he proposed project could generate a substantial temporary or permanent increase in ambient noise levels ***in the project vicinity*** in excess of standards established in the local general plan or noise ordinance, or applicable standards of other agencies." (MND, p. 37 [emph. added.]; see CEQA Guidelines, Appx. G.) The standard

to evaluate noise impacts "in the project vicinity" does not differentiate between residential and commercial uses or otherwise limit a proper CEQA noise analysis to impacts on residential receptors.

To calculate the Project's construction noise impacts to the surrounding buildings, Wilson Ihrig applied the FTA Manual criteria for a distance of 20 feet, as shown in the table below. (Ex. B, pp. 3-4.)

Phase	**Existing noise at 570 Market St***	**Estimated construction noise level at 20 ft**	**Exceed 100 dBA FTA criteria?**	**Resultant Noise level at nearest sensitive use**	**Increase over existing noise level**	**Exceed ambient + 10 dB Standard?**
Demolition	71 dBA	94 dBA	No	94 dBA	**23 dBA**	**Yes**
Site Preparation	71 dBA	99 dBA	No	99 dBA	**28 dBA**	**Yes**
Grading	71 dBA	92 dBA	No	92 dBA	**21 dBA**	**Yes**
Building Construction	71 dBA	94 dBA	No	94 dBA	**23 dBA**	**Yes**
* Highest minimum hourly Leq noise level from Appendix A.						

(Ex. B, p. 4.)

As shown above, noise levels during all phases of project construction would increase by 21-28 dBA over existing ambient levels. Therefore, even if a much more lenient significance threshold of 20 dBA were applied to commercial uses rather than the 10 dBA residential threshold, the Project will still result in significant noise impacts to 44 Montgomery, the Chancery Building, and the Finance Building.

The Planning Department's Appeal Response failed to address the significant increase in ambient noise levels identified by Wilson Ihrig. Although the Appeal Response updated the MND to include noise calculation using the FTA Manual criteria for a distance of 20 feet, as suggested by Wilson Ihrig, the Appeal Response still concluded that impacts would not be significant because noise levels would not exceed 100 dBA. (Appeal Response, p. 9.)

Wilson Ihrig reviewed the Appeal Response and prepared a reply attached hereto as Exhibit C. First, Wilson Ihrig criticizes the Appeal Response for failing to consider increase-over-ambient impacts:

> [T]he response does not consider increases over ambient levels. As detailed in our original letter, construction noise levels have the potential to be as high as 28 dBA over ambient levels. The California Environmental Quality Act Guidelines cited in MND state that impacts to noise would be significant if the proposed project would result in 'generation of a substantial temporary or

> permanent increase in ambient noise levels'. The MND lacks a significance threshold for 'substantial increase.' The Project must properly evaluate the noise increase over ambient levels at sensitive receptor locations, and if the increase is significant the Project must provide mitigation to reduce the impacts to less than significant.

(Ex. C, p. 2.) Second, Wilson Ihrig criticized the Appeal Response for utilizing a 100 dBA noise threshold, which is "a full 15 dB over the level at which OSHA and NIOSH require worker hearing protection." (*Id*.)

In total, the MND fails to provide substantial evidence that the Project's noise impacts will be less than significant by failing to evaluate increase-over-ambient noise levels on surrounding commercial buildings, including 44 Montgomery, and by relying on an absolute threshold of 100 dBA despite the hearing damage that can occur well below that threshold. Furthermore, Wilson Ihrig's expert opinion that the Project will result in a significant increase-over-ambient noise impact for surrounding commercial buildings, including 44 Montgomery, establishes a fair argument that the Project may result in a significant noise impact. (See 14 CCR § 15064(f)(1) [EIR required if any substantial evidence in the record indicates a possible significant impact—even if contrary evidence exists].") As a result, an EIR—not an MND—is required for this Project.

II. An EIR Is Required Because the Project May Result in Significant Construction-Related Vibration Impacts on the Chancery Building, Finance Building, and 44 Montgomery Street.

The MND found that, without mitigation, construction-related vibration impacts from jackhammers and excavators would result in significant impacts to the Chancery Building at 562-566 Market Street (1 foot away), Finance Building at 576-580 Market Street (1 foot away), and 44 Montgomery Street (1 foot away). (MND, pp. 45-46.) As explained in the MND,

> Jackhammering and excavation could occur up to 1 foot from the property lines at 566 Market Street [Chancery Building], 576 Market Street [Finance Building], and 44 Montgomery Street. Drilling and compaction activities could occur as close as 6 feet from the adjacent buildings. . . . [T]emporary groundborne vibration levels from the caisson drill could reach a peak particle velocity (PPV) as high as approximately 0.428 in/sec (inch per second) if drilling occurs within 6 feet of the adjacent buildings. Temporary groundborne vibration from jackhammering could reach as high as approximately 1.207 in/sec PPV if these activities were to occur within one foot of the adjacent buildings.

(MND, p. 46.)

The MND claims that with the incorporation of Mitigation Measure M-NO-2, vibration impacts would be reduced to less than significant. Measure M-NO-2 is made up of three separate requirements: (1) pre-construction surveys; (2) a future Vibration Management and Monitoring Plan ("Monitoring Plan"); and (3) a Vibration Monitoring Results Report ("Results Report"). (Mitigation Monitoring and Reporting Program ("MMRP), pp. 10-13.) However, the MND's conclusions are not supported by substantial evidence because: (1) the MND fails to evaluate 44 Montgomery as a historic resource for the purposes of analyzing and mitigating vibration impacts and (2) Mitigation Measure M-NO-2 fails to ensure that vibration impacts to surrounding buildings, including 44 Montgomery, will be less than significant.

A. The MND's vibration impact analysis failed to recognize that 44 Montgomery is a historic resource.

There is no debate that 44 Montgomery Street is a recognized historical resource. The Planning Department's Historic Resource Evaluation Response ("HRER") for the Project lists 44 Montgomery as a nearby/adjacent historical resource. (HRER, p. 2.) The Planning Department has stated that "44Montgomery Street was evaluated as a historic resource in the project's cultural resource analysis as evidenced by its inclusion in the list of adjacent historic resources in the HRER." (Appeal Response, p. 13.) The Planning Department has assigned 44 Montgomery's historic resource status as "A-Historic Resource Present." (Ex. G, p. 8; SF Property Information Map, https://sfplanninggis.org/pim/.) As a Category A historic resource, the Planning Department's rules require that 44 Montgomery "will be evaluated as [a] historical resource[]" for the purposes of CEQA. (SF Planning Department, "San Francisco Preservation Bulletin No. 16 City and County of San Francisco Planning Department CEQA Review Procedures for Historic Resources, " p. 7 *available at* https://archives.sfplanning.org/documents/5340-PresBulletin16CEQA.pdf.)

Despite 44 Montgomery's status as a historic resource, the MND explicitly does <u>not</u> treat 44 Montgomery as a historic resource for the purposes of evaluating construction-related vibration impacts. Although the MND found that, without mitigation, vibration impacts to 44 Montgomery, the Chancery Building, and the Finance Building would be significant, the MND applied a higher significance threshold (i.e. a less protective threshold) for 44 Montgomery than for the Chancery Building and Finance Building. (MND, p. 46.) The MND's basis for the different thresholds was that it classified 44 Montgomery Street as a "modern industrial/commercial building" and classified the Chancery Building and Finance Building as historic buildings. (MND, p. 46 ["[C]onstruction activities within one foot near the adjacent buildings at 566 Market Street, 576 Market Street, and 44 Montgomery Street could result in vibration levels that would exceed the Caltrans criterion of 0.25 in/sec PPV for historic structures and the criterion of 0.5 in/sec PPV for the modern commercial building at 44 Montgomery Street."].)

Similarly, Mitigation Measure M-NO-2—the MND's sole mitigation measure for vibration impacts—fails to treat 44 Montgomery as a historic resource. M-NO-2 requires, in part, pre-construction surveys for 44 Montgomery, the Chancery Building, and the Finance

Building. (MMRP, p. 10.) However, 44 Montgomery does not receive the same level of protection as the Chancery Building and the Finance Building. For 44 Montgomery, M-NO-2's survey requires only that "a structural engineer or other professional with similar qualifications shall document and photograph the existing conditions of the potentially affected building." (*Id*.) For the Chancery Building and the Finance Building, M-NO-2 requires much more:

> For the two buildings at 566 Market Street and 576 Market Street, the pre-construction survey should be prepared by a qualified historic preservation professional and a structural engineer or other professional with similar qualifications. The pre-construction survey for the two buildings at 566 Market Street and 576 Market Street shall include descriptions and photographs of all identified historic buildings including all façades, roofs, and details of the character-defining features that could be damaged during construction, and shall document existing damage, such as cracks and loose or damaged features (as allowed by property owners).

(MMRP, p. 10.)

The Planning Department's Appeal Response failed to justify why the MND imposed a higher threshold for vibration impacts to 44 Montgomery or why 44 Montgomery was not given the same protections under M-NO-2 as the Chancery Building and Finance Building. Instead, the Appeal Response skirts the issue by claiming that 44 Montgomery *might* be subject to a stricter vibration threshold at some point in the future when a Vibration Monitoring Plan is developed:

> At the time that the Monitoring Plan is prepared, the structural engineer and planning department would also have the discretion to reclassify nearby buildings to meet stricter vibration standards based on additional information on structural conditions of the building, as appropriate; for example, 44 Montgomery Street may be reclassified from "modern industrial/commercial buildings" to "historic and some older buildings," as appropriate.

(Ex. D, p. 11.) By deferring 44 Montgomery's classification to some later date, the MND utterly fails to ensure that vibration impacts to 44 Montgomery would be less than significant. Furthermore, even if the Monitoring Plan were to require a higher vibration threshold for 44 Montgomery, M-NO-2 would still limit 44 Montgomery's pre-construction survey to photographs taken by a structural engineer rather than the more robust surveys required for the Chancery Building and Finance Building.

By failing to consider 44 Montgomery as a historic resource in its analysis and mitigation of the Project's significant vibration impacts, the MND conclusion that impacts to 44 Montgomery would be less than significant is not supported by substantial evidence. In order to comply with CEQA, the City must revise its analysis to properly categorize 44

Montgomery as a historic resource before determining whether to proceed with an MND or, if the updated analysis reveals a significant impact, an EIR.

B. The MND's mitigation measure for vibration impacts fails to ensure that impacts to surrounding buildings, including 44 Montgomery, will be less than significant.

The MND claims that implementation of Mitigation Measure M-NO-2 (Protection of Adjacent Buildings/Structures and Vibration Monitoring During Construction) will reduce vibration impacts to less-than-significant levels. (MND, p. 46.) However, while M-NO-2 might *reduce* vibration impacts, by its own terms it does not ensure that the impacts would be less than significant. Because the vibration impacts to 44 Montgomery, the Chancery Building, and the Finance Building remain possibly significant, CEQA requires the preparation of an EIR, not an MND.

M-NO-2 consists of three components (pre-construction surveys, a Vibration Management and Monitoring Plan, and a Vibration Monitoring Results Report), none of which ensure that vibration impacts to the Chancery Building, Finance Building, and 44 Montgomery will be less than significant. (MMRP, pp. 10-13.) As discussed above, M-NO-2 fails to classify 44 Montgomery Street as a historical resource and applies different mitigation standards to 44 Montgomery than to the Chancery Building and Finance Building. To the extent that M-NO-2 fails to treat 44 Montgomery as a historical resource, M-NO-2 cannot be relied upon to ensure that vibration impacts to 44 Montgomery are less than significant.

Regardless of 44 Montgomery's status as a historical resource, M-NO-2 still fails to ensure that vibration impacts will be less than significant. The pre-construction surveys required by M-NO-2 do nothing to prevent vibration damage to the adjacent buildings. For 44 Montgomery, M-NO-2 merely requires that "a structural engineer or other professional with similar qualifications shall document and photograph the existing conditions ***of the potentially affected building***." (MMRP, p. 10 [emph. added].) For the Chancery Building and Finance Building, M-NO-2 requires a survey by a historic preservation professional and a structural engineer that "include[s] descriptions and photographs of all identified historic buildings including all façades, roofs, and details of the character-defining features that ***could be damaged during construction***." (*Id*. [emph. added].) While the surveys may be helpful to document future damage to the buildings, they will have no impact on reducing the impacts in the first instance.

M-NO-2's requirement for the preparation of a Vibration Management and Monitoring Plan ("Management Plan") similarly fails to ensure that vibration impacts will be less than significant. M-NO-2 requires that the Management Plan establish maximum vibration levels, which mirror the CalTrans significance thresholds: (1) 0.5 in/sec PPV for 44 Montgomery Street and (2) 0.25 in/sec PPV for the Chancery Building and Finance Building. (MMRP, p. 11.) However, aside from identifying "all vibration generating equipment to be used during construction" and implementing buffer distances "to avoid damage ***to the extent***

possible," the Management Plan is not required to contain any measures to ensure that impacts are less than significant. (MMRP, pp. 11-13.)

Instead of implementing measures that ensure compliance with the significance thresholds, the Management Plan will consist of measures to be taken ***after*** a threshold exceedance has occurred (i.e. ***after*** a significant impact has occurred), including:

- "Identify[ing] potential alternative equipment and techniques" but only "***if construction vibration levels are observed in excess of the established standard***."
- Implementing alternative equipment and techniques "[s]hould ***construction vibration levels be observed in excess of the standards established in the plan***."
- Requiring inspection by a historic preservation professional and structural engineer for "each affected building and/or structure (as allowed by property owners) ***in the event the construction activities exceed the vibration levels identified in the plan***."
- Requiring monthly reports to "***identify and summarize any vibration level exceedances***."
- Requiring preparation of a damage report "***[i]f vibration has damaged nearby buildings and/or structures***."
- Requiring repair "***should damage to any of the three adjacent buildings occur due to construction related vibration***."

(MMRP, pp. 11-13 [emph. added].) Similarly, M-NO-2's requirement for a Vibration Monitoring Results Report ("Results Report") only addresses impacts after they occur by requiring the Report to include "descriptions of all instances of vibration level exceedance, identification of damage incurred due to vibration, and corrective actions taken to restore damaged buildings and structures." (MMRP, p. 13.)

To be clear, the significance thresholds adopted in the MND and incorporated into M-NO-2 are the CalTrans thresholds of 0.5 in/sec PPV for 44 Montgomery Street and 0.25 in/sec PPV for the Chancery Building and Finance Building. (MND, pp. 44-46; MMRP, p. 11.) Any exceedance of those thresholds constitutes a significant impact. (MND, p. 46.) M-NO-2's requirements for the Management Plan and Report Plan listed above confirm that the MND assumes that exceedances of the thresholds (i.e. significant impacts) ***may*** occur and, in fact, plans for such exceedances to occur. This alone establishes a fair argument that this Project may have significant vibration impacts on the Chancery Building, Finance Building, and 44 Montgomery, which, in turn, requires an EIR. If vibration levels cannot be reduced beneath the applicable thresholds, CEQA requires that the City identify vibration impacts as significant and unavoidable in an EIR (not an MND), and then adopt a statement of overriding considerations.

In its Appeal Response, the Planning Department claimed that the CalTrans thresholds are not brightline thresholds but rather "offer guidance of when vibration impacts

may start to occur, and an exceedance does not guarantee that an adverse impact would occur, nor does it automatically constitute a significant impact." (Appeal Response, p. 11.) However, that response proves the point. When vibration exceeds a CalTrans threshold, that vibration may, as the Planning Department conceded, cause damage to surrounding historic buildings. Under the fair argument standard for this MND, the fact that the vibration impacts may result in damage to surrounding historic buildings is sufficient to establish that an EIR, not an MND, is required for this Project.

III. An EIR Is Required Because the Project May Result in Significant Impacts to Historical Resources.

As noted in the MND, the standard for evaluating impacts to historical resources is whether the Project would "[c]ause a substantial adverse change in the significance of a historical resource pursuant to [CEQA Guideleines] §15064.5." (MND, p. 14.) The CEQA Guidelines define "substantial adverse change in the significance of an historical resource" as the "physical demolition, destruction, relocation, or alteration of the resource ***or its immediate surroundings*** such that the significance of an historical resource would be materially impaired." (14 CCR § 15064.5(b)(1) [emph. added].) The Guidelines further define "materially impaired" as:

> (A) Demolishes or materially alters in an adverse manner those physical characteristics of an historical resource that convey its historical significance and that justify its inclusion in, or eligibility for, inclusion in the California Register of Historical Resources; or
>
> (B) Demolishes or materially alters in an adverse manner those physical characteristics that account for its inclusion in a local register of historical resources pursuant to section 5020.1(k) of the Public Resources Code or its identification in an historical resources survey meeting the requirements of section 5024.1(g) of the Public Resources Code, unless the public agency reviewing the effects of the project establishes by a preponderance of evidence that the resource is not historically or culturally significant; or
>
> (C) Demolishes or materially alters in an adverse manner those physical characteristics of a historical resource that convey its historical significance and that justify its eligibility for inclusion in the California Register of Historical Resources as determined by a lead agency for purposes of CEQA.

(14 CCR § 15064.5(b)(2).)

Although the current two-story commercial building on the Project site is not a historical resource, the area immediately surrounding the Project site is abundant with historical resources. Therefore, the question is whether development of the Project would

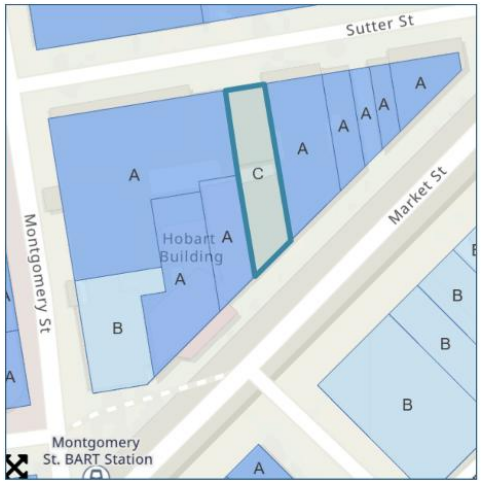
alter the immediate surroundings of the nearby/adjacent historical resources such that resources would be materially impaired. As discussed below, review of the Project by historical expert Katherine Petrin found that the MND failed to identify potentially significant impacts to surrounding historical resources. As a result, the MND fails to support its conclusion of less-than-significant impacts with substantial evidence. Furthermore, Ms. Petrin's expert findings that the Project may have significant impacts on surrounding historical resources establishes a fair argument that the City must prepare an EIR, not an MND.

A. The MND failed to account for all historical resources in the vicinity of the Project site.

According to the MND's analysis of historical resources, which is based in part on a Historical Resources Evaluation Report prepared by Brewster Historic Preservation ("HRE"), there are eight (8) historical resources on the same block as the Project site, including:

- Chancery Building at 562-566 Market Street
- Finance Building at 576-580 Market Street
- Hobart Building at 582-590 Market Street
- Flatiron Building at 540-548 Market Street
- Three commercial buildings at 550, 554, and 560 Market Street
- Crocker Bank Building at 1 Sansome Street

(MND, p. 16.) Notably, the MND does not list 44 Montgomery as a nearby historical resource even though it is noted as an adjacent historical resource in the Planning Department's HRE Response. (See MND, p. 16; Appeal Response, p. 13.) The Project site's block, which is bounded by Market, Sutter, and Montgomery Streets, consists entirely of historic resources, except for the current commercial building on the Project site and the building at 2-8 Montgomery Street, as shown below:



(Ex. D, pp. 8-9.)

Because the MND omits 44 Montgomery from consideration of the Project's impacts to historical resources, the MND does not provide the required substantial evidence to conclude that historical impacts will be less than significant. Indeed, as explained by Ms. Petrin, "[w]ithout adequate evaluation and identification of all nearby and adjacent CEQA historical resources, the City cannot assess when proposed alterations to a historical resource cross the threshold into substantial adverse change." (Ex. D, p. 13.) At the very least, the MND should be revised to include *all* historical resources in the vicinity of the Project, including 44 Montgomery Street, to ensure that the Project's potential impacts are fully disclosed and analyzed.

The Planning Department's Appeal Response did not fix this fundamental deficiency in the MND. The Appeal Response claimed that "44 Montgomery Street was evaluated as a historic resource in the project's cultural resource analysis as evidenced by its inclusion in the list of adjacent historic resources in the HRER." (Appeal Response, p. 13.) However, the inclusion of 44 Montgomery in the Planning Department's HRE Response (which is merely a 3-page document) does not explain why 44 Montgomery was omitted entirely from the MND's HRE and from the MND itself. Per the Planning Department's own rules, Category A historical resources, like 44 Montgomery, must be evaluated as historical resources in the City's CEQA review of a project. (SF Planning Department, "San Francisco Preservation Bulletin No. 16 City and County of San Francisco Planning Department CEQA Review Procedures for Historic Resources, " p. 7.) By failing to include 44 Montgomery in the MND's analysis of impacts to historical resources, the MND violates the Planning Department's own rules and lacks substantial evidence to conclude that impacts to historical resources will be less than significant. (See Ex. E, p. 2 ["The PMND concludes with a no-historical-resource finding at the project site and a 'less-than-significant/no impact' determination for surrounding CEQA historical resources without the necessary analysis."].)

B. The Project may result in significant impacts to historical resources.

Ms. Petrin, with over 25 years of experience as a historical preservation expert in San Francisco, found that "[t]he HRE and PMND inadequately assess the impacts of the proposed project on the character-defining features of CEQA-recognized historical resources." (Ex. D, p. 15.)

Ms. Petrin found that the Project, at a height of 320 feet in comparison to the 2-story structure currently on the site, "risks causing substantial adverse changes to the significance of adjacent and nearby CEQA historical resources." (Ex. D, p. 15.) Ms. Petrin lists the following as potentially significant impacts that require the preparation of an EIR:

- Visual and contextual alterations: The scale, massing, and height of the proposed tower disrupt the architectural cohesion of the Market Street side of the subject block.

- Shadows and spatial relationships: The project's height introduces shadow impacts that may diminish the public perception and historical setting of neighboring properties.
- Structural and vibrational risks: Demolition and construction activities adjacent to fragile historic structures raise concerns about physical impacts on foundational integrity.

(Ex. D, pp. 15-16.)

Based on the above impacts, Ms. Petrin concluded that "the project as currently proposed does not comply with CEQA's requirements for historical resource protection. An EIR is necessary to: Fully evaluate visual, contextual, and structural impacts on adjacent and nearby historical resources; Consider the potential historic district significance of the block; Identify mitigation strategies and project alternatives that adhere to the Secretary of the Interior's Standards." (Ex. D, p. 16.) As an eminently qualified expert, Ms. Pertrin's conclusion that the Project may result in significant impacts to adjacent and nearby by historical resources establishes the requisite fair argument to require an EIR, not an MND, for this Project. (See 14 CCR § 15064(f)(1) [EIR required if any substantial evidence in the record indicates a possible significant impact—even if contrary evidence exists].")

The Planning Department's Appeal Response failed to adequately address Ms. Petrin's concerns. Like the MND itself, the Appeal Response summarily concludes that historical impacts will be less than significant because "the project site is not within a designated historic district and construction of the proposed project would not affect the historic significance of nearby historic buildings." (Appeal Response, p. 12.) However, in reply to the Appeal Response, Ms. Petrin stresses that the City has still failed to conduct the "necessary analysis" to conclude that impacts will be less than significant by failing to analyze "indirect and contextual impacts to adjacent A-rated resources." (Ex. E, p. 1.) Ms. Petrin also noted that the MND failed to account for the cumulative impacts resulting from "multiple large-scale developments have been proposed or approved since 2019" in the Financial District. (Ex. E, p. 2.) Without such an analysis, the MND lacks substantial evidence to conclude that impacts to historical resources will be less than significant.

Furthermore, in her reply, Ms. Petrin reiterated her conclusion that the Project will result in a significant impact to historical resources:

> CEQA Guidelines §15064.5(b)(1) define substantial adverse change to include alteration of a resource's immediate surroundings such that its significance is materially impaired. The proposed 29-story tower is entirely incompatible in massing, size, and scale with the Hobart Building and the cohesive collection of early 20th-century commercial buildings on this block. Under [Secretary of the Interior] Standards 9 and 10, the proposed building fails because it is not compatible in scale or proportion and would irreversibly alter the historic setting.

(Ex. E, p. 2.) Ms. Petrin's expert opinion that the Project will result in a significant impacts to historical resources establishes a fair argument that the Project may result in a significant impact. (See 14 CCR § 15064(f)(1) [EIR required if any substantial evidence in the record indicates a possible significant impact—even if contrary evidence exists].") As a result, an EIR—not an MND—is required for this Project.

IV. The MND Fails to Adequately Consider How the Project Will Exacerbate Congestion on Sutter Street.

The Planning Commission granted two exceptions for the Project under Section 309 for off-street spaces for freight loading (Section 309(a)(6)) and tour buses (Planning Code Section 309(a)(7)) along Sutter Street. Instead of the one (1) off-street freight loading space required by Code, the Project will rely on an existing yellow-curbed loading area on Sutter Street, which is already in daily heavy use by 44 Montgomery and others along Sutter Street. Instead of the off-street parking space for tour buses required by Code, the Project will provide nothing—with no assurance Sutter Street can absorb the impact of tour buses idling or searching for parking. In addition, the Project does not provide any loading areas for hotel guests, visitors, or employees arriving by taxi, Lyft, Uber, etc. on Sutter Street, where all taxi/rideshare rides will begin/end due to restrictions on Market Street.

Sutter Street is one-way with two travel lanes and a bus/taxi-only lane in the northernmost lane. Street parking, with designations for commercial loading, is provided along both sides of the street. Congestion on Sutter Street is a serious issue. As MND explains, "Sutter Street is a one-way westbound street ***designated as a transit conflict street in the general plan's transportation element***. The transportation element defines transit conflict streets as 'streets with a primary transit function which are not classified as major arterials but ***experience significant conflicts with automobile traffic***.'" (MND, p. 22 [emph. added].) Furthermore, "there are no on-street passenger loading (white zones) on Sutter Street." (MND, p. 23.) Photographs of congestion on Sutter Street due to deliveries are attached hereto to **Exhibit F**. Furthermore, ever since the increase in federal ICE agents in San Francsico, Sutter Street has been heavily parked with unmarked vans and vehicles.

44 Montgomery and others already receive deliveries on Sutter Street. Adding in additional deliveries for the Project's hotel and commercial uses will only lead to trucks idling while waiting for curb space. Furthermore, the MND relies on "a proposed passenger loading zone" that has yet to be considered or approved by SFMTA to conclude that the cars/taxis/Ubers/Lyfts/Waymos for hotel guests "would not create potentially hazardous conditions or significant delays for transit." (MND, p. 29.) There is no guarantee that the passenger loading zone will be approved and, therefore, it is entirely inappropriate for the MND to rely on it to conclude that impacts will be less than significant. Moreover, the proposed passenger zone would remove 22 feet of an existing 40-foot commercial loading zone on Sutter Street (MND, p. 30), further exacerbating commercial congestion on Sutter Street (see Ex. F).

Because the MND failed to account for existing conditions on Sutter Street and relied on a future passenger loading zone that might not be approved by SFMTA, the MND lacks substantial evidence to conclude that transportation and circulation impacts will be less than significant. The MND must be revised to accurately reflect the current conditions on Sutter Street, including the lack of a passenger loading zone, and to adjust its conclusions accordingly.

V. The MND Fails to Ensure that Geotechnical Risks to Adjacent Buildings Will Be Less Than Significant.

The Project's basement and foundation will require extensive excavation (~15 feet) and deep, 6-foot diameter piles (160 feet). (MND, pp. 83-84.) As described in the MND,

> The proposed building would include a basement beneath the entire site. The basement would be supported on a hybrid foundation that would consist of a 4-foot mat slab supporting the approximate southern half of the building. Ground improvement would extend at or below 15.5 feet and below the BART ZOI of 18.5 feet, as needed. The northern half of the building which would include the tower core would be supported on a 6- to 10-foot mat slab bearing on 6-foot-diameter piles that would be socketed approximately 40 feet into bedrock, for a total length of around 160 feet under the mat slab.

(*Id*.) The MND then concedes that "***[s]ettlement*** from the new building loads would occur beyond the perimeter of the site, and ***could affect adjacent structures***, including the adjacent streets and the existing buildings east and west of the site." (*Id*., p. 87.) However, rather discuss the potential impacts to adjacent structures, including 44 Montgomery Street, and the ways to mitigate those impacts, the MND relies on measures that *might* be taken or that *might* be required at a later time. (*Id*.) As a result, the MND fails to disclose the extent of the possible impacts to adjacent structures and fails to ensure that impacts are less than significant.

For example, the MND claims that the Chancery Building and Finance Building "would be retained with a stiff shoring system designed to limit the shoring deflections," but in the same paragraph states that "[a]lternatively, the neighboring buildings can be underpinned prior to site excavation, " which would involve "extending the depth and breadth of the foundation." (MND, p. 87.) If stiff shoring is inadequate to protect 564 and 580 Market Street, the MND should require underpinning as a binding mitigation measure and also fully disclose the extent of the foundation expansion required for underpinning.

The MND is similarly vague about impacts to 44 Montgomery Street, claiming, "To avoid surcharging adjacent basement of the 44 Montgomery Street building, the top two feet of the drilled shafts ***may need*** to be constructed with a permanent gap." (MND, p. 87.) If there are possible impacts to 44 Montgomery that can be mitigated or avoided by requiring a

gap on drilled shafts, the MND should require the permanent gap as a binding mitigation measure prior to concluding that the impact will be less than significant.

The MND makes a generalized reference to a geotechnical report prepared for the Project, stating, "the geotechnical report includes recommendations for the following aspects of construction: demolition and site preparation; grading; excavation; foundation; and shoring." (MND, p. 87.) The MND references and relies upon a document titled "Geotechnical Investigations" prepared by Langan dated September 2, 2021. (MND, pp. 82-83.) No document attached to the MND is titled "Geotechnical Investigations." The only publicly available geotechnical report is a report titled "Preliminary Geotechnical Evaluation" prepared by Langan dated August 27, 2019. To the extent that the MND relies on a report prepared in 2021, that report should be made available for public review prior to further consideration of the MND. Regardless, the recommendations of a geotechnical report are not binding on the Project and cannot be relied upon to conclude that impacts will be less than significant. If the recommendations of the geotechnical report are necessary to mitigate impacts to the Chancery Building , Finance Building, and 44 Montgomery Street, the MND must adopt the recommendations as binding mitigation prior to concluding that the impacts will be less than significant.

To the extent that the MND is relying on the 2019 Langan Preliminary Geotechnical Evaluation ("2019 Evaluation"), that Evaluation fails to provide substantial evidence of the Project's impacts. The 2019 Evaluation identified numerous potential issues for the Project including: strong ground shaking and seismic hazards; underground elements of the existing basement and foundations; presence of shallow groundwater; BART ZOI; appropriate foundation system for the proposed structure; and shoring of basement and foundation excavation and support for adjacent improvements. (2019 Evaluation, p. 3.) However, rather than fully investigate and mitigate any potential impacts, the 2019 Evaluation merely recommends further studies, concluding:

> A design level geotechnical investigation should be performed to address geotechnical aspects of the proposed development and develop geotechnical parameters for foundation design. Seismic studies including development of site specific response spectra and time histories will also be required and included in the design level report. The design level investigation should address feasible foundation options for the proposed structure, and within the BART ZOI. The design level report should provide shoring pressures for feasible shoring system(s) and underpinning. To address BART issues, BART drawings should be obtained for the Montgomery Street station adjacent to the site. Basement depths and foundation types and layout of the adjacent buildings should also be determined by others so they can be addressed in the design level geotechnical investigation report.

(2019 Evaluation, pp. 5-6.) To the extent that the MND and 2019 Evaluation defer evaluation of the Project's impacts and formation of mitigation measures to later studies, the MND is

inadequate under CEQA and must be revised. (See *Defend the Bay v. City of Irvine* (2004) 119 Cal.App.4th 1261, 1275.)

The MND also claims that compliance with the California Building Code, San Francisco Building Code, and BART permitting process (for the portions of the foundation work that extend into BART's zone of influence) "would further ensure" that impacts would be less than significant. (MND, p. 87.) However, relying on regulatory compliance is insufficient if the MND does not analyze and disclose the potential impacts and demonstrate *how* regulatory compliance will ensure that impacts are less than significant. (See *Save Our Capitol v. Dept. of Gen. Servs.* (2023) 87 Cal.App.5th 655, 696.) The MND makes no attempt to disclose the full extent of possible impacts to adjacent buildings, makes no attempt to adopt a standard of significance for those possible impacts, and fails to show how regulatory compliance would ensure that the Project does not exceed that standard.

The Planning Department's Appeal Response did not adequately address the above concerns. Instead, the Appeal Response claims that compliance with the City's future review process and building code ensures that impacts will be less than significant. (Appeal Response, p. 5.) However, the question is not whether the Project will comply with existing regulations and processes. Rather, the question is whether the MND demonstrates *how* compliance with the building code and the City's review process *ensures* that impacts will be less than significant. (See *Save Our Capitol*, *supra*, 87 Cal.App.5th at 696.) As a result, the MND must be revised as described above to further elaborate on the potential impacts to adjacent buildings and to require binding mitigation measures to reduce those impacts to the extent feasible. If potential impacts still remain after imposing all feasible mitigation measures, CEQA requires an EIR, not an MND.

CONCLUSION

An EIR—not an MND—is required for this Project due to a fair argument that the Project may have significant impacts related to construction-related vibration, construction-related noise, and historical resources. Furthermore, the MND is deficient because it fails to provide substantial evidence to support its conclusions that the Project's impacts related to vibration, noise, historical resources, transportation and circulation, and geotechnical risks will be less than significant. For those reasons, 44 Montgomery respectfully requests that the Board of Supervisors grant the appeal to ensure that the significant impacts of the Project are properly analyzed, disclosed, and mitigated in accordance with CEQA.

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Sincerely,



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List of Exhibits

Exhibit A: 44 Montgomery Correspondence to Planning Commission (March 19, 2025)
Exhibit B: Wilson Ihrig Review of Noise Impacts (Dec. 20, 2024)
Exhibit C: Wilson Ihrig Reply to Planning Dept.'s Appeal Response (Oct. 27, 2025)
Exhibit D: Katherine Petrin Review of Historical Resource Impacts (Jan. 2025)
Exhibit E: Petrin Reply to Planning Dept.'s Appeal Response (Nov. 7, 2025)
Exhibit F: Photographs of Loading Congestion on Sutter Street

EXHIBIT A

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March 19, 2025

Via Email

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Re: Appeal of 570 Market Street Preliminary MND
Case No. 2019-017622-ENV

To the San Francisco Planning Commission:

This correspondence is submitted on behalf of Appellant BCal 44 Montgomery Property LLC ("44 Montgomery"), the owner of 44 Montgomery Street, which directly abuts the project site on the western side, regarding their appeal of the preliminary mitigated negative declaration ("PMND") prepared for the proposed project at 570 Market Street (Case No. 2019-017622-ENV) ("Project"). The appeal is scheduled for the Planning Commission's April 3, 2025 meeting.

Pursuant to the California Environmental Quality Act ("CEQA"), a mitigated negative declaration ("MND") is improper—and an environmental impact report ("EIR") is required—if there is a fair argument that a project may have a significant environmental impact or if the MND's conclusions are not supported by substantial evidence. Here, based

on 44 Montgomery's review of the PMND with assistance from noise experts from the environmental consulting firm Wilson Ihrig and historical resource expert Katherine Petrin,[1] CEQA requires EIR for this Project, not an MND, due to a fair argument that the Project may have significant impacts related to construction-related vibration, construction-related noise, and historical resources. The PMND is further deficient because it fails to provide substantial evidence to support its conclusions that the Project's impacts related to vibration, noise, historical resources, building settlement, traffic and circulation, air quality, and shadows will be less than significant.

For those reasons, 44 Montgomery respectfully requests that the Planning Commission grant their appeal and direct the Planning Department to prepare an EIR prior to taking any further action on the Project.

PROJECT DESCRIPTION

The Project proposes the construction and operation of a 29-story, approximately 300-foot-tall building for use as an approximately 211-room hotel with 3,400 square feet of retail space on the ground floor. The 7,045-square-foot Project site, which is a through lot with frontages on both Market Street and Sutter Street, is located on the north side of Market Street within the triangular block bound by Market Street to the southeast, Sutter Street to the north, and Montgomery Street to the west. The site is currently developed with a two-story commercial building, which would be demolished as part of the Project. The Project site is adjacent to three historical resources: (1) the Chancery Building at 562-566 Market Street; (2) the Hobart Building at 582-590 Market Street; (3) and 44 Montgomery Street.

Construction of the Project is expected to last approximately 2 years. Demolition would take approximately 10 weeks. Excavation and shoring would last approximately eight weeks. Foundation and below-grade construction would last about 10 weeks. The base building (ground floor to Level 14) would last approximately nine weeks. The remaining core construction of the building would last for approximately 30 weeks.

The proposed building would have a hybrid foundation that would consist of a four-foot mat slab supporting the southern half of the building with the remaining building portion supported on a 6- to 10-foot foundation bearing on 6-foot-diameter piles that would be drilled approximately 40 feet into bedrock, Construction of the basement and mat slab would require excavation of the total site footprint, removing approximately 3,900 cubic yards of soil.

In addition to its CEQA clearance, the Project will also require discretionary approvals for a Conditional Use Authorization ("CUA") from the Planning Commission to permit hotel uses under SF Planning Code section 303 and a Downtown Project Authorization ("DPA") under SF Planning Code section 309. The CUA will require the

[1] Wilson Ihrig's report on the Project's noise impacts and CV are attached as **Exhibit A**. Katherine Petrin's report on the Project's impacts to historical resources and CV are attached hereto as **Exhibit B**.

Commission to find that the Project is "necessary or desirable for, and compatible with, the neighborhood or the community" and to consider "[t]he market demand for a hotel or motel of the type proposed." (SF Planning Code § 301(c)(1), (g)(3).) Given the recent defaults and foreclosures of hotels in San Francisco,[2] it is unlikely that a *new* hotel is "necessary" or that there is sufficient market demand for a new hotel. Although the Planning Commission will consider the CUA and DPA at a later date, the Project's lack of necessity and demand weighs heavily in favor of ensuring that the Project's environmental impacts are adequately disclosed, analyzed and mitigated to the extent feasible.

LEGAL STANDARD FOR NEGATIVE DECLARATIONS

As the California Supreme Court held, "[i]f no EIR has been prepared for a nonexempt project, but substantial evidence in the record supports a fair argument that the project may result in significant adverse impacts, the proper remedy is to order preparation of an EIR." (*Communities for a Better Env't v. South Coast Air Quality Mgmt. Dist.* (2010) 48 Cal.4th 310, 319-20.) "Significant environmental effect" is defined very broadly as "a substantial or potentially substantial adverse change in the environment." (Pub. Res. Code ["PRC"] § 21068; see also 14 CCR § 15382.) An effect on the environment need not be "momentous" to meet the CEQA test for significance; it is enough that the impacts are "not trivial." (*No Oil, Inc. v. City of Los Angeles* (1974) 13 Cal.3d 68, 83.) "The 'foremost principle' in interpreting CEQA is that the Legislature intended the act to be read so as to afford the fullest possible protection to the environment within the reasonable scope of the statutory language." (*Communities for a Better Env't v. Cal. Res. Agency* (2002) 103 Cal.App.4th 98, 109.)

The EIR is the very heart of CEQA. (*Bakersfield Citizens for Local Control v. City of Bakersfield (*2004) 124 Cal.App.4th 1184, 1214 (*Bakersfield Citizens*); *Pocket Protectors v. City of Sacramento* (2004) 124 Cal.App.4th 903, 927.) The EIR is an "environmental 'alarm bell' whose purpose is to alert the public and its responsible officials to environmental changes before they have reached the ecological points of no return." (*Bakersfield Citizens, supra*, 124 Cal.App.4th at 1220.) The EIR also functions as a "document of accountability," intended to "demonstrate to an apprehensive citizenry that the agency has, in fact, analyzed and considered the ecological implications of its action." (*Laurel Heights Improvements Assn. v. Regents of Univ. of Cal.* (1988) 47 Cal.3d 376, 392.) The EIR process "protects not only the environment but also informed self-government." (*Pocket Protectors v. City of Sacramento* (2004) 124 Cal.App.4th 903, 927.)

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[2] See, e.g., *Value of San Francisco's largest hotel complex drops by $1 billion*, SAN FRANCISCO BUSINESS TIMES (July 1, 2024) https://www.bizjournals.com/sanfrancisco/news/2024/07/01/hilton-sf-union-square-parc-55-valuation-eastdil.html; *This stylish hotel perched atop S.F.'s Nob Hill is facing a foreclosure lawsuit*, SAN FRANCISCO CHRONICLE (January 16, 2025), https://www.sfchronicle.com/realestate/article/sf-stanford-court-hotel-closure-20038830.php; *San Francisco Hotels Collapsing, Record Vacancy*, NEWSMAX.COM (August 13, 2024), https://www.newsmax.com/newsfront/san-francisco-tourism-hotels/2024/08/13/id/1176297.

An EIR is required if "there is substantial evidence, in light of the whole record before the lead agency, that the project may have a significant effect on the environment." (PRC § 21080(d); see also *Pocket Protectors, supra,* 124 Cal.App.4th at 927.) An MND instead of an EIR is proper only if project revisions would avoid or mitigate the potentially significant effects identified in the initial study "to a point where clearly no significant effect on the environment would occur, and . . . there is no substantial evidence in light of the whole record before the public agency that the project, as revised, may have a significant effect on the environment." (*Mejia v. City of Los Angeles* (2005) 130 Cal.App.4th 322, 331 [quoting PRC §§ 21064.5, 21080(c)(2)].) In that context, "may" means a reasonable possibility of a significant effect on the environment. (PRC §§ 21082.2(a), 21100, 21151(a); *Pocket Protectors, supra,* 124 Cal.App.4th at 927; *League for Protection of Oakland's etc. Historic Res. v. City of Oakland* (1997) 52 Cal.App.4th 896, 904-05.)

An EIR must be prepared rather than an MND "whenever it can be fairly argued on the basis of substantial evidence that the project may have a significant environmental impact." (*No Oil, Inc. v City of Los Angeles* (1974) 13 Cal.3d 68, 75.) Under this "fair argument" standard, an EIR is required if any substantial evidence in the record indicates that a project may have an adverse environmental effect—even if contrary evidence exists to support the agency's decision. (14 CCR § 15064(f)(1); *Pocket Protectors, supra,* 124 Cal.App.4th at 931; *Stanislaus Audubon Society v. County of Stanislaus* (1995) 33 Cal.App.4th 144, 150-51; *Quail Botanical Gardens Found., Inc. v. City of Encinitas* (1994) 29 Cal.App.4th 1597, 1602.) The "fair argument" standard creates a "low threshold" favoring environmental review through an EIR rather than through issuance of negative declarations or notices of exemption from CEQA. (*Pocket Protectors, supra,* 124 Cal.App.4th at 928.)

The "fair argument" standard is virtually the opposite of the typical deferential standard accorded to agencies. As a leading CEQA treatise explains:

> This 'fair argument' standard is very different from the standard normally followed by public agencies in making administrative determinations. Ordinarily, public agencies weigh the evidence in the record before them and reach a decision based on a preponderance of the evidence. [Citations]. The fair argument standard, by contrast, prevents the lead agency from weighing competing evidence to determine who has a better argument concerning the likelihood or extent of a potential environmental impact. The lead agency's decision is thus largely legal rather than factual; it does not resolve conflicts in the evidence but determines only whether substantial evidence exists in the record to support the prescribed fair argument.

(Kostka & Zischke, *Practice Under CEQA,* § 6.29.) The courts have explained that "it is a question of law, not fact, whether a fair argument exists, and the courts owe no deference to the lead agency's determination. Review is de novo, with a preference for resolving doubts in favor of environmental review." (*Pocket Protectors, supra,* 124 Cal.App.4th at 928.)

DISCUSSION

I. An EIR Is Required Because the Project May Result in Significant Construction-Related Vibration Impacts on the Chancery Building, Finance Building, and 44 Montgomery Street.

The PMND found that, without mitigation, construction-related vibration impacts from jackhammers and excavators would result in significant impacts to the Chancery Building at 562-566 Market Street (1 foot away), Finance Building at 576-580 Market Street (1 foot away), and 44 Montgomery Street (1 foot away). (PMND, pp. 45-46.) As explained in the PMND,

> Jackhammering and excavation could occur up to 1 foot from the property lines at 566 Market Street, 576 Market Street, and 44 Montgomery Street. Drilling and compaction activities could occur as close as 6 feet from the adjacent buildings. . . . [T]emporary groundborne vibration levels from the caisson drill could reach a peak particle velocity (PPV) as high as approximately 0.428 in/sec (inch per second) if drilling occurs within 6 feet of the adjacent buildings. Temporary groundborne vibration from jackhammering could reach as high as approximately 1.207 in/sec PPV if these activities were to occur within one foot of the adjacent buildings.

(PMND, p. 46.)

As a preliminary matter, although the PMND found significant impacts to all three buildings, it applied different significance thresholds to the Chancery Building and Finance Building (which it classifies as historical resources) than to 44 Montgomery Street (which it classifies as a "modern industrial/commercial building"). (PMND, p. 46.) However, the Planning Department's own procedures classify 44 Montgomery as a Category A historical resource, which means it must be considered a historic resource for the purposes of CEQA analysis. (Ex. A, pp. 8-9.) The PMND should be revised to ensure that 44 Montgomery is evaluated as a historic resource with the proper significance thresholds.

The PMND claims that implementation of Mitigation Measure M-NO-2 (Protection of Adjacent Buildings/Structures and Vibration Monitoring During Construction) will reduce vibration impacts to less-than-significant levels. (PMND, p. 46.) However, while M-NO-2 might *reduce* vibration impacts, by its own terms it does not ensure that the impacts would be less than significant. Because the vibration impacts to the Chancery Building, Finance Building, and 44 Montgomery Street remain possibly significant, CEQA requires the preparation of an EIR, not an MND.

M-NO-2 consists of three components (pre-construction surveys, a Vibration Management and Monitoring Plan, and a Vibration Monitoring Results Report), none of which ensure that vibration impacts to the Chancery Building, Finance Building, and 44 Montgomery will be less than significant. (MMRP, pp. 10-13.) M-NO-2 fails to classify 44

Montgomery Street as a historical resource and applies different mitigation standards to 44 Montgomery than to the Chancery Building and Finance Building. To the extent that M-NO-2 fails to treat 44 Montgomery as a historical resource, M-NO-2 cannot be relied upon to ensure that vibration impacts to 44 Montgomery are less than significant.

Putting aside whether the PMND failed to properly classify 44 Montgomery as a historical resource, M-NO-2 still fails to ensure that vibration impacts will be less than significant. The pre-construction surveys required by M-NO-2 do nothing to prevent vibration damage to the adjacent buildings. For 44 Montgomery, M-NO-2 merely requires that "a structural engineer or other professional with similar qualifications shall document and photograph the existing conditions ***of the potentially affected building***." (MMRP, p. 10 [emph. added].) For the Chancery Building and Finance Building, M-NO-2 requires a survey by a historic preservation professional and a structural engineer that "include[s] descriptions and photographs of all identified historic buildings including all façades, roofs, and details of the character-defining features that ***could be damaged during construction***." (*Id*. [emph. added].) While the surveys may be helpful to document future damage to the buildings, they will have no impact on reducing the impacts in the first instance.

M-NO-2's requirement for the preparation of a Vibration Management and Monitoring Plan ("Management Plan") similarly fails to ensure that vibration impacts will be less than significant. M-NO-2 requires that the Management Plan establish maximum vibration levels, which mirror the CalTrans significance thresholds: (1) 0.5 in/sec PPV for 44 Montgomery Street and (2) 0.25 in/sec PPV for the Chancery Building and Finance Building. (MMRP, p. 11.) However, aside from identifying "all vibration generating equipment to be used during construction" and implementing buffer distances "to avoid damage ***to the extent possible***," the Management Plan is not required to contain any measures to ensure that impacts are less than significant. (MMRP, pp. 11-13.)

Instead of implementing measures that ensure compliance with the significance thresholds, the Management Plan will consist of measures to be taken ***after*** a threshold exceedance has occurred (i.e. ***after*** a significant impact has occurred), including:

- "Identify[ing] potential alternative equipment and techniques" but only "***if construction vibration levels are observed in excess of the established standard***."
- Implementing alternative equipment and techniques "[s]hould ***construction vibration levels be observed in excess of the standards established in the plan***."
- Requiring inspection by a historic preservation professional and structural engineer for "each affected building and/or structure (as allowed by property owners) ***in the event the construction activities exceed the vibration levels identified in the plan***."

- Requiring monthly reports to "***identify and summarize any vibration level exceedances***."
- Requiring preparation of a damage report "***[i]f vibration has damaged nearby buildings and/or structures***."
- Requiring repair "***should damage to any of the three adjacent buildings occur due to construction related vibration***."

(MMRP, pp. 11-13 [emph. added].) Similarly, M-NO-2's requirement for a Vibration Monitoring Results Report ("Results Report") only addresses impacts after they occur by requiring the Report to include "descriptions of all instances of vibration level exceedance, identification of damage incurred due to vibration, and corrective actions taken to restore damaged buildings and structures." (MMRP, p. 13.)

To be clear, the significance thresholds adopted in the PMND and incorporated into M-NO-2 are the CalTrans brightline thresholds of 0.5 in/sec PPV for 44 Montgomery Street and 0.25 in/sec PPV for the Chancery Building and Finance Building. (PMND, pp. 44-46; MMRP, p. 11.) Any exceedance of those thresholds constitutes a significant impact. (PMND, p. 46.) M-NO-2's requirements for the Management Plan and Report Plan listed above confirm that the PMND assumes that exceedances of the thresholds (i.e. significant impacts) ***may*** occur and, in fact, plans for such exceedances to occur. This alone establishes a fair argument that this Project may have significant vibration impacts on the Chancery Building, Finance Building, and 44 Montgomery, which, in turn, requires an EIR. If vibration levels cannot be reduced beneath the applicable thresholds, CEQA requires that the City identify vibration impacts as significant and unavoidable in an EIR (not a MND), and then adopt a statement of overriding considerations.

II. An EIR Is Required Because the Project May Result in Significant Noise Impacts.

The PMND and its associated Noise and Vibration Technical Analysis (Appendix A of the PMND) ("Noise Analysis") conclude that construction-related noise impacts from demolition, site preparation, grading, building construction, and architectural coating would be less than significant and would not require mitigation. (PMND, pp. 39-40.) Specifically, the PMND concludes that construction-related noise would not result in a 10 dB increase over current ambient noise levels, which the PMND adopts as the relevant significance threshold for noise, at the nearest sensitive receptor (the residential building at 333 Bush Street approximately 450 feet away). (PMND, pp. 35, 39-40.)

The expert noise and acoustical firm Wilson Ihrig reviewed the PMND and Noise Analysis. Wilson Ihrig's review of the Project, which is attached hereto as **Exhibit A**, found that the PMND failed to accurately calculate construction-related noise levels and failed to evaluate noise impacts on neighboring commercial buildings. (Ex. A, pp. 1-3.) As discussed below, after correcting for the PMND's inaccuracies, Wilson Ihrig found that construction-related noise would result in significant impacts to 333 Bush Street, 580 Market Street, and

44 Montgomery Street. Because Wilson Ihirg expert opinion establishes a fair argument that the Project may result in significant noise impacts, CEQA requires that the City prepare an EIR for this Project instead of an MND.

A. The Project may result in significant construction-related noise impacts at the nearest residential receptor at 333 Bush Street.

To calculate the Project's construction-related noise levels, the PMND's Noise Analysis relied on the general assessment criteria from the Federal Transit Administration Transit Noise and Vibration Assessment Manual ("FTA Manual'). (PMND, p. 38; Noise Analysis, p. 5.) Wilson Ihrig's review found that the Noise Analysis failed to properly apply the FTA Manual's criteria, thereby underestimating the Project's construction noise impacts and failing to identify and disclose the Project's significant noise impacts. (Ex. A, pp. 1-2.)

First, Wilson Ihrig found that the Noise Analysis failed to apply the proper "usage factor" for construction equipment, which is "[t]he percent of time a piece of equipment typically operates." (Ex. A, pp. 1-2.) Under the FTA Manual's criteria, a proper noise assessment assumes simultaneous, full-power operation (i.e. a usage factor of 100 percent) of the two loudest pieces of construction equipment for each construction phase. (FTA Manual, pp. 177-78, *available at* https://www.transit.dot.gov/sites/fta.dot.gov/files/docs/research-innovation/118131/transit-noise-and-vibration-impact-assessment-manual-fta-report-no-0123_0.pdf; Ex. A, p. 2.) However, instead of applying a 100 percent usage factor, the PMND's Noise Analysis applied usage factors of 16 to 50 percent (Noise Analysis, Table 4, pp. 7-8), which "underestimates and, therefore, misrepresents expected construction noise levels." (Ex. A, p. 2.)

Second, Wilson Ihrig found that the Noise Analysis's assumptions for how construction noise would attenuate over distance do not accurately reflect the conditions surrounding the Project site. (Ex. A, p. 2.) The Noise Analysis assumed that construction noise would attenuate at 6 dB per doubling of distance. (Ex. A, p. 2.) However, as Wilson Ihrig explains, sound would attenuate at a far lesser rate due to conditions in the Financial District:

> An adjustment of 6 dB per doubling of distance is only appropriate for calculations in the "free field." As described by Egan, "free-field conditions occur when sound waves are free from the influence of reflective surfaces (e.g., open areas outdoors, anechoic rooms)." The project site is located within the Financial District of San Francisco and is surrounded by six- to 43-story tall buildings. The facades of these buildings are all acoustically reflective, thereby making use of a "free field" calculation erroneous. On the contrary, the "canyons" of built-up downtowns can act as waveguides for noise, by reflecting and constraining sound to travel along them. This will lead to higher noise levels at receivers than would be calculated using free field conditions. At a minimum, a more conservative approach to attenuation over distance,

> such as 3 dBA per doubling of distance, should be used account for the reverberant nature of the Financial District.

(Ex. A, p. 2 [citation omitted].) By relying on an overestimation of sound attenuation around the Project site, the Noise Analysis again underestimates the construction-related noise impacts of the Project.

Correcting for the two errors discussed above, Wilson Ihrig calculated the Project's noise levels using a 100 percent usage factor and an attenuation factor of 3dBA. (Ex. A, pp. 2-3.) The table below shows a comparison between the noise levels reported in the PMND's Noise Analysis and Wilson Ihirig's updated calculations with proper usage and attenuation factors:

Construction Phase	**Appendix A**			**FTA General Assessment with 3 dB per doubling of distance attenuation**		
	Reported Calculated Level*	Resultant Noise at 450 ft	Increase Over Existing Level	Calculated Level**	Resultant Noise at 450 ft	Increase Over Existing Level
Demolition	61	67	2	74	74	9
Site Preparation	65	68	3	79	79	**14**
Grading	60	66	1	71	72	7
Building Construction	59	66	1	73	74	9
***Usage factors of 16% - 50%, 6 dB attenuation per doubling of distance ** Usage factors of 100%, 3 dB attenuation per doubling of distance**						

(Ex. A, p. 3.) As shown above, with proper usage and attenuation factors, the noise levels at 333 Bush Street (450 feet away) during site preparation would increase by 14 dBA over the existing ambient level, which exceeds the 10 dB significance threshold and represents a significant impact requiring an EIR. (*Id*.) Because Wilson Ihrig has established a fair argument that the Project may result in a significant construction-related noise impact to 333 Bush Street, the Planning Commission should grant the appeal and direct the Planning Department to prepare an EIR.

B. The Project may result in significant construction-related noise impacts at the nearest commercial receptors at 580 Market Street and 44 Montgomery Street.

Although the PMND addresses noise impacts at the nearest residential receptor at 333 Bush Street (450 feet away), the PMND makes no attempt to address noise impacts on the commercial uses at nearby buildings, including the Chancery Building, Finance Building, and 44 Montgomery Street. The omission of impacts on these nearby commercial buildings

from the PMND's noise analysis is improper. As stated in the PMND, the standard for evaluating noise impacts is whether "[t]he proposed project could generate a substantial temporary or permanent increase in ambient noise levels ***in the project vicinity*** in excess of standards established in the local general plan or noise ordinance, or applicable standards of other agencies." (PMND, p. 37 [emph. added.]; see CEQA Guidelines, Appx. G.) The standard to evaluate noise impacts "in the project vicinity" does not differentiate between residential and commercial uses or otherwise limit a proper CEQA noise analysis to impacts on residential receptors.

To calculate the Project's construction noise impacts to the surrounding buildings, Wilson Ihrig applied the FTA Manual criteria for a distance of 20 feet, as shown in the table below. (Ex. A, pp. 3-4.)

Phase	**Existing noise at 570 Market St***	**Estimated construction noise level at 20 ft**	**Exceed 100 dBA FTA criteria?**	**Resultant Noise level at nearest sensitive use**	**Increase over existing noise level**	**Exceed ambient + 10 dB Standard?**
Demolition	71 dBA	94 dBA	No	94 dBA	**23 dBA**	**Yes**
Site Preparation	71 dBA	99 dBA	No	99 dBA	**28 dBA**	**Yes**
Grading	71 dBA	92 dBA	No	92 dBA	**21 dBA**	**Yes**
Building Construction	71 dBA	94 dBA	No	94 dBA	**23 dBA**	**Yes**
* Highest minimum hourly Leq noise level from Appendix A.						

(Ex. A, p. 4.)

As shown above, noise levels during all phases of project construction would increase by 21-28 dBA over existing ambient levels. Therefore, even if a much more lenient significance threshold of 20 dBA were applied to commercial uses rather than the 10 dBA residential threshold, the Project will still result in significant noise impacts to the Chancery Building, Finance Building, and 44 Montgomery Street. Because Wilson Ihrig has established a fair argument that the Project may result in significant construction-related noise impacts to the Chancery Building, Finance Building, and 44 Montgomery Street, the Planning Commission should grant the appeal and direct the Planning Department to prepare an EIR.

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III. An EIR Is Required Because the Project May Result in Significant Impacts to Historical Resources.

As noted in the PMND, the standard for evaluating impacts to historical resources is whether the Project would "[c]ause a substantial adverse change in the significance of a historical resource pursuant to [CEQA Guideleines] §15064.5." (PMND, p. 14.) The CEQA Guidelines define "substantial adverse change in the significance of an historical resource" as the "physical demolition, destruction, relocation, or alteration of the resource ***or its immediate surroundings*** such that the significance of an historical resource would be materially impaired." (14 CCR § 15064.5(b)(1) [emph. added].) The Guidelines further define "materially impaired" as:

> (A) Demolishes or materially alters in an adverse manner those physical characteristics of an historical resource that convey its historical significance and that justify its inclusion in, or eligibility for, inclusion in the California Register of Historical Resources; or
>
> (B) Demolishes or materially alters in an adverse manner those physical characteristics that account for its inclusion in a local register of historical resources pursuant to section 5020.1(k) of the Public Resources Code or its identification in an historical resources survey meeting the requirements of section 5024.1(g) of the Public Resources Code, unless the public agency reviewing the effects of the project establishes by a preponderance of evidence that the resource is not historically or culturally significant; or
>
> (C) Demolishes or materially alters in an adverse manner those physical characteristics of a historical resource that convey its historical significance and that justify its eligibility for inclusion in the California Register of Historical Resources as determined by a lead agency for purposes of CEQA.

(14 CCR § 15064.5(b)(2).)

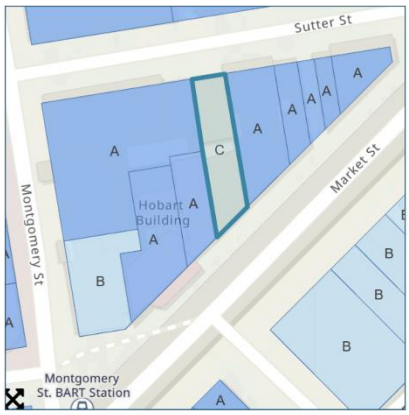
Although the current two-story commercial building on the Project site is not a historical resource, the area immediately surrounding the Project site is abundant with historical resources. Therefore, the question is whether development of the Project would alter the immediate surroundings of the nearby/adjacent historical resources such that resources would be materially impaired. As discussed below, review of the Project by historical expert Katherine Petrin found that the PMND fails to account for all the historical resources in the vicinity of the Project and failed to identify potentially significant impacts to those resources. As a result, the PMND fails to support its conclusion of less-than-significant impacts with substantial evidence. Furthermore, Ms. Petrin's expert findings that the Project may have significant impacts on surrounding historical resources establishes a fair argument that the City must prepare an EIR, not an MND.

A. The PMND fails to account for all historical resources in the vicinity of the Project site.

According to the PMND's analysis of historical resources, which is based in part on a Historical Resources Evaluation Report prepared by Brewster Historic Preservation ("HRE"), there are eight (8) historical resources on the same block as the Project site, including:

- Chancery Building at 562-566 Market Street
- Finance Building at 576-580 Market Street
- Hobart Building at 582-590 Market Street
- Flatiron Building at 540-548 Market Street
- Three commercial buildings at 550, 554, and 560 Market Street
- Crocker Bank Building at 1 Sansome Street

(PMND, p. 16.) The Project site's block, which is bounded by Market, Sutter, and Montgomery Streets, consists entirely of historic resources, except for the current commercial building on the Project site and the building at 2-8 Montgomery Street, as shown below:



(Ex. B, pp. 8-9.)

Despite its concentration of historical resources, Ms. Petrin explains that "this block has never been evaluated as a potential historic district, though the area shares characteristics with both the nearby Article 11 New Montgomery-Mission-Second Street Conservation District and the Article 11 Pine-Sansome Conservation District. Both districts are in close proximity of the subject block and share many of the same characteristics as the Sutter Street side of the triangular block bounded by Market, Montgomery, and Sutter: composition and massing, scale, materials, and detailing and ornamentation." (Ex. B, p. 9.) In other words, the block contains all the necessary elements such that it could be designated as a conservation district. (Ex. B, p. 13.)

Notably, the PMND and HRE fail to classify 44 Montgomery Street as a historic resource, even though the Planning Department has classified 44 Montgomery as a Category A historical resource, which means it must be considered a historic resource under CEQA and be analyzed for impacts in the PMND. (Ex. B, pp. 8-9; San Francisco Property Information Map, https://sfplanninggis.org/pim/; San Francisco Preservation Bulletin No. 16 City and County of San Francisco Planning Department: CEQA Review Procedures for Historic Resources, pp. 7-8, *available at* https://sfplanning.org/sites/default/files/documents/preserv/bulletins/HistPres_Bulletin_16.PDF.)

Because the PMND omits 44 Montgomery from consideration of the Project's impacts to historical resources, the PMND does not provide the required substantial evidence to conclude that historical impacts will be less than significant. Indeed, as explained by Ms. Petrin, "[w]ithout adequate evaluation and identification of all nearby and adjacent CEQA historical resources, the City cannot assess when proposed alterations to a historical resource cross the threshold into substantial adverse change." (Ex. B, p. 13.) At the very least, the PMND should be revised to include *all* historical resources in the vicinity of the Project, including 44 Montgomery Street, to ensure that the Project's potential impacts are fully disclosed and analyzed.

B. Expert review of the Project establishes a fair argument that the Project may have significant impacts to historical resources

Ms. Petrin, with over 25 years of experience as a historical preservation expert in San Francisco, found that "[t]he HRE and PMND inadequately assess the impacts of the proposed project on the character-defining features of CEQA-recognized historical resources." (Ex. B, p. 15.)

First, as discussed above in Section II.A, the PMND fails to consider the potential for designating the block bounded by Market, Montgomery, and Sutter Streets as a historic district despite its concentration of historical resources and similarities to the nearby New Montgomery-Mission-Second Street Conservation District and the Pine-Sansome Conservation District. (Ex. B, pp. 11, 15.)

Second, Ms. Petrin found that the Project, at a height of 320 feet in comparison to the 2-story structure currently on the site, "risks causing substantial adverse changes to the significance of adjacent and nearby CEQA historical resources." (Ex. B, p. 15.) Ms. Petrin lists the following as potentially significant impacts that require the preparation of an EIR:

- Visual and contextual alterations: The scale, massing, and height of the proposed tower disrupt the architectural cohesion of the Market Street side of the subject block.

- Shadows and spatial relationships: The project's height introduces shadow impacts that may diminish the public perception and historical setting of neighboring properties.
- Structural and vibrational risks: Demolition and construction activities adjacent to fragile historic structures raise concerns about physical impacts on foundational integrity.

(Ex. B, pp. 15-16.)

Based on the above impacts, Ms. Petrin concludes that "the project as currently proposed does not comply with CEQA's requirements for historical resource protection. An EIR is necessary to: Fully evaluate visual, contextual, and structural impacts on adjacent and nearby historical resources; Consider the potential historic district significance of the block; Identify mitigation strategies and project alternatives that adhere to the Secretary of the Interior's Standards." (Ex. B, p. 16.) As an eminently qualified expert, Ms. Pertrin's conclusion that the Project may result in significant impacts to adjacent and nearby by historical resources establishes the requisite fair argument to require the preparation of an EIR for this Project. Therefore, the Planning Commission should grant the appeal and direct the Planning Department to prepare an EIR prior to any further consideration of the Project.

IV. The PMND Fails to Ensure that Geotechnical Risks to Adjacent Buildings Will Be Less Than Significant.

The Project's basement and foundation will require extensive excavation (~15 feet) and deep, 6-foot diameter piles (160 feet). (PMND, pp. 83-84.) As described in the PMND,

> The proposed building would include a basement beneath the entire site. The basement would be supported on a hybrid foundation that would consist of a 4-foot mat slab supporting the approximate southern half of the building. Ground improvement would extend at or below 15.5 feet and below the BART ZOI of 18.5 feet, as needed. The northern half of the building which would include the tower core would be supported on a 6- to 10-foot mat slab bearing on 6-foot-diameter piles that would be socketed approximately 40 feet into bedrock, for a total length of around 160 feet under the mat slab.

(*Id*.) The PMND then concedes that "***[s]ettlement*** from the new building loads would occur beyond the perimeter of the site, and ***could affect adjacent structures***, including the adjacent streets and the existing buildings east and west of the site." (*Id*., p. 87.) However, rather discuss the potential impacts to adjacent structures, including 44 Montgomery Street, and the ways to mitigate those impacts, the PMND relies on measures that *might* be taken or that *might* be required at a later time. (*Id*.) As a result, the PMND fails to disclose the extent of the possible impacts to adjacent structures and fails to ensure that impacts are less than significant.

For example, the PMND claims that the Chancery Building and Finance Building "would be retained with a stiff shoring system designed to limit the shoring deflections," but in the same paragraph states that "[a]lternatively, the neighboring buildings can be underpinned prior to site excavation, " which would involve "extending the depth and breadth of the foundation." (PMND, p. 87.) If stiff shoring is inadequate to protect 564 and 580 Market Street, the PMND should require underpinning as a binding mitigation measure and also fully disclose the extent of the foundation expansion required for underpinning.

The PMND is similarly vague about impacts to 44 Montgomery Street, claiming, "To avoid surcharging adjacent basement of the 44 Montgomery Street building, the top two feet of the drilled shafts ***may need*** to be constructed with a permanent gap." (PMND, p. 87.) If there are possible impacts to 44 Montgomery that can be mitigated or avoided by requiring a gap on drilled shafts, the PMND should require the permanent gap as a binding mitigation measure prior to concluding that the impact will be less than significant.

The PMND makes a generalized reference to a geotechnical report prepared for the Project, stating, "the geotechnical report includes recommendations for the following aspects of construction: demolition and site preparation; grading; excavation; foundation; and shoring." (PMND, p. 87.) The PMND references and relies upon a document titled "Geotechnical Investigations" prepared by Langan dated September 2, 2021. (PMND, pp. 82-83.) No document attached to the PMND is titled "Geotechnical Investigations." The only publicly available geotechnical report is a report titled "Preliminary Geotechnical Evaluation" prepared by Langan dated August 27, 2019. To the extent that the PMND relies on a report prepared in 2021, that report should be made available for public review prior to further consideration of the PMND. Regardless, the recommendations of a geotechnical report are not binding on the Project and cannot be relied upon to conclude that impacts will be less than significant. If the recommendations of the geotechnical report are necessary to mitigate impacts to the Chancery Building , Finance Building, and 44 Montgomery Street, the PMND must adopt the recommendations as binding mitigation prior to concluding that the impacts will be less than significant.

To the extent that the PMND is relying on the 2019 Langan Preliminary Geotechnical Evaluation ("2019 Evaluation"), that Evaluation fails to provide substantial evidence of the Project's impacts. The 2019 Evaluation identified numerous potential issues for the Project including: strong ground shaking and seismic hazards; underground elements of the existing basement and foundations; presence of shallow groundwater; BART ZOI; appropriate foundation system for the proposed structure; and shoring of basement and foundation excavation and support for adjacent improvements. (2019 Evaluation, p. 3.) However, rather than fully investigate and mitigate any potential impacts, the 2019 Evaluation merely recommends further studies, concluding:

> A design level geotechnical investigation should be performed to address geotechnical aspects of the proposed development and develop geotechnical parameters for foundation design. Seismic studies including development of

> site specific response spectra and time histories will also be required and included in the design level report. The design level investigation should address feasible foundation options for the proposed structure, and within the BART ZOI. The design level report should provide shoring pressures for feasible shoring system(s) and underpinning. To address BART issues, BART drawings should be obtained for the Montgomery Street station adjacent to the site. Basement depths and foundation types and layout of the adjacent buildings should also be determined by others so they can be addressed in the design level geotechnical investigation report.

(2019 Evaluation, pp. 5-6.) To the extent that the PMND and 2019 Evaluation defer evaluation of the Project's impacts and formation of mitigation measures to later studies, the PMND is inadequate under CEQA and must be revised. (See *Defend the Bay v. City of Irvine* (2004) 119 Cal.App.4th 1261, 1275.)

The PMND also claims that compliance with the California Building Code, San Francisco Building Code, and BART permitting process (for the portions of the foundation work that extend into BART's zone of influence) "would further ensure" that impacts would be less than significant. (PMND, p. 87.) However, relying on regulatory compliance is insufficient if the PMND does not analyze and disclose the potential impacts and demonstrate *how* regulatory compliance will ensure that impacts are less than significant. (See *Save Our Capitol! v. Dept. of Gen. Servs.* (2023) 87 Cal.App.5th 655, 696.) The PMND makes no attempt to disclose the full extent of possible impacts to adjacent buildings, makes no attempt to adopt a standard of significance for those possible impacts, and fails to show how regulatory compliance would ensure that the Project does not exceed that standard.

At the very least, the PMND should be revised as described above to further elaborate on the potential impacts to adjacent buildings and to require binding mitigation measures to reduce those impacts to the extent feasible. If potential impacts still remain after imposing all feasible mitigation measures, CEQA requires an EIR, not an MND.

V. The PMND Relies on Non-Existent Off-Street Parking for Freight and Delivery Loading.

According to the PMND, "[t]he daily service vehicle activity associated with the proposed project would include small vehicles such as light trucks and panel vans that ***could be accommodated within the off-street parking space***." (PMND, p. 3 [emph. added].) However, the PMND and available Project plans do not show any off-street parking for loading. In fact, the Project is specifically seeking an exception from the City's off-street freight loading space requirements as a part of its Downtown Large Project Authorization (DNX) entitlement. (DNX Application, 570 Market Street, Attachment B, p. 2.) The Project's DNX Application explicitly states,

> With 126,824 sf proposed hotel use, [City Code] requires one (1) off-street freight loading space. The Project requires an exception from this standard to instead provide ***one on-street loading space*** along Sutter.

(DNX Application, 570 Market Street, Attachment B, p. 7.)

In addition to not providing any off-street loading spaces, the Project would "replace approximately 22 feet of the existing 40-foot commercial loading zone fronting the project site along Sutter Street with a 22-foot passenger loading zone." (PMND, p. 29.) The PMND then claims that the loss of a commercial loading zone on Sutter Street would simply be "accommodated within other nearby on-street commercial loading spaces" without any discussion of the resulting impacts on traffic or the impacts on those that rely on the Sutter Street commercial loading zone. (*Id*.)

The PMND should be revised to accurately reflect that the Project will not provide any off-street loading spaces and to accurately disclose the impacts on traffic, circulation, and pedestrian safety resulting from the loss of the Sutter Street commercial loading zone and the Project's failure to provide the off-street parking required by City Code.

VI. The PMND Fails to Demonstrate that the Cancer Risks from Construction Emissions Will Be Less than Significant .

The PMND concedes that, without mitigation, construction-related emissions of carcinogenic toxic air contaminants, including diesel particulate matter ("DPM"), would result in a significant increased cancer risk for the closest sensitive receptors. As the PMND explains,

> The California Air Resources Board (air board) identified DPM as a toxic air contaminant in 1998, primarily based on evidence demonstrating cancer effects in humans.67 The estimated cancer risk from exposure to diesel exhaust is much higher than the risk associated with any other TAC routinely measured in the region.
> . . .
> The proposed project would require construction activities over an approximate 24-month construction period. Project construction activities would result in short-term emissions of diesel particulate matter and other toxic air contaminants. ***The project site is located in an area that already experiences poor air quality and project construction activities would generate additional air pollution, affecting nearby sensitive receptors and resulting in a significant impact***.

(PMND, pp. 51, 58 [epmh. added.)

The PMND then claims that the significant cancer risk will be mitigated to less than significant with the incorporation of Mitigation Measure M-AQ-4, which requires the

Project's heavy-duty construction equipment to meet the EPA's Tier 4 emissions standards. (*Id*.) However, even if Tier 4 equipment might reduce or fully mitigate the impact of DPM emissions, the PMND fails to analyze or describe the extent of the impact before or after mitigation is applied. (See *City of Long Beach v. Los Angeles Unified School Dist.* (2009) 176 Cal.App.4th 889, 901 [proposed mitigation must contain sufficient information to enable the public to discern the analytic route traveled from evidence to action].) In other words, while the PMND discloses that the cancer risk may be significant impacts, it does not disclose *how* significant the impact will be. As a result, the public cannot understand and evaluate the extent of the impacts or the effectiveness of the proposed mitigation.

Notably, the PMND does not include a health risk assessment ("HRA"), which is the standard procedure for quantifying the increased cancer risk of a Project and comparing the risk to established significance thresholds. Although the PMND concedes that "[a] health risk assessment is an analysis in which human health exposure to toxic substances is estimated and considered together with information regarding the toxic potency of the substances, to provide quantitative estimates of health risks," the PMND makes no attempt to quantify the impact. (PMND, pp. 51, 57-58.) Further, the PMND does not discuss any numerical significance threshold for the increased cancer risks from DPM, such as the 10 in one million threshold established by the Bay Area Air Quality Management District.

The PMND should be revised to clearly establish significance thresholds for the increased cancer risk from DPM emissions. The revised PMND should include an HRA to quantify the increased cancer risk and compare that risk to the significance threshold before and after application of Tier 4 equipment. Without the above revisions, the PMND fails to disclose the extent of the impact of DPM emissions and fails to provide substantial evidence that the increased cancer risk resulting from the Project's construction will be less than significant.

VII. The PMND Fails to Demonstrate that Shadow Impacts on Privately-Owned Public Open Spaces Will Be Less than Significant.

The PMND concedes that the Project will cast shadows on numerous privately-owned public open spaces ("POPOS"), including the One Sansome Street courtyard, One Bush Plaza, the plaza at 333 Market Street, and the plazas at 425 and 525 Market Street. (PMND, p. 67.) Notably, at One Bush Plaza, the Project would cast a shadow for a full hour between 2pm and 3pm during the fall, winter and spring. (*Id*.) At 333 Market Street and the 425 Market Street plaza, the Project would cast a shadow for a full hour before sunset during winter. (*Id*.)

The PMND does not provide a significance threshold for these impacts but instead claims that the impacts are less than significant because only "passive users of these parks may notice additional shadow" and the shadows would occur "after the midday hours." (PMND, p. 67.) First, it is entirely unclear what the PMND means by "passive users." While sitting on a bench and enjoying being outside may appear "passive," it is certainly an active use of an open space that the PMND should not so easily dismiss. Second, the fact that the

shadow impacts occur after the midday hours does not necessarily mean that the shadows will not significantly impact the use and enjoyment of the POPOSs.

The PMND should be revised to adopt a clear significance threshold for shadow impacts on POPOSs. The PMND should then compare the specific impacts to the POPOSs to the adopted significance threshold. Such revisions are necessary to ensure that the public and decisionmakers are informed of the extent of the Project's shadow impacts and to ensure that the PMND's conclusion is supported by substantial evidence.

CONCLUSION

Due to a fair argument that the Project may have significant impacts as well as the PMND's failure to provide substantial evidence to support its conclusions that impacts will be less than significant, 44 Montgomery respectfully requests that the Planning Commission grant the appeal to ensure that the Project complies with CEQA. 44 Montgomery requests that the Commission direct the Planning Department to prepare an EIR for the Project that addresses the concerns and deficiencies raised in this letter.

Any correspondence or questions regarding this appeal can be directed to Brian Flynn of Lozeau Drury LLP by email at brian@lozeaudrury.com or by phone at (510) 836-4200.

Sincerely,



Brian Flynn
Lozeau Drury LLP

EXHIBIT B

WILSON IHRIG
ACOUSTICS, NOISE & VIBRATION

CALIFORNIA
WASHINGTON
NEW YORK

WI #23-002.25

December 20, 2024

Brian B. Flynn
Lozeau | Drury LLP
1939 Harrison Street, Suite 150
Oakland, California 94612

SUBJECT: Comments on 570 Market St MND Noise Analysis

Dear Mr. Flynn,

Per your request, I have reviewed the noise analysis in the Preliminary Mitigated Negative Declaration (PMND) for the proposed development project at 570 Market Street in the City of San Francisco, California. The following document was reviewed:

> *570 Market Street Project, Environmental Case: 2019-017622ENV*
> *Preliminary Mitigated Negative Declaration*
> *October 30, 2024*

Both noise sections - Section 6 and Appendix A - were reviewed, with an emphasis on Section 6.

The proposed project involves the demolition of two commercial buildings and the construction of a new commercial building. The proposed development would include retail space on the ground floor and mezzanine levels, and a hotel space that would accommodate about 211 guest rooms. The PMND only considers receivers in the vicinity that include sleeping quarters, the nearest two being a hotel at 2 New Montgomery St, 395 ft from the project, and a residential building at 333 Bush St, 450 ft from the project. Other buildings in the area house offices, a courthouse, and retail stores adjacent to the project. Several of the nearby buildings are classified as historical. The buildings in closest proximity to the project site are the Finance Building at 576-580 Market St, the Hobart Building at 582-590 Market St, the Chancery Building at 562-566 Market St, and 44 Montgomery St. The façades of the Finance Building and the Chancery Building both abut the project property line. Tenants of the buildings surrounding the project include psychotherapists and physiotherapists; there are other office uses, as well. Other neighbors of note are the San Francisco Immigration Court, the US Securities and Exchange Commission, the Consulate General of the Republic of Singapore, and the Royal Norwegian Consulate General.

Construction Noise Levels Calculated Incorrectly

Appendix A claims that the methodology used to calculate construction noise levels is the FTA General Assessment methodology. This simplified methodology estimates noise levels considering only the loudest two pieces of equipment per phase but assuming that they are both operating 100%

of the time.[1] The percent of time a piece of equipment typically operates is called its *usage factor*; it typically ranges from 20% to 50%. The FTA Manual clearly states that a usage factor of 100% is required for General Assessment calculations. However, the values of calculated construction noise levels in PMND Appendix A indicate that usage factors of 16% to 50% were used to adjust equipment noise levels. Inclusion of usage factors below 100% when using the General Assessment method underestimates and, therefore, misrepresents expected construction noise levels. The misapplication of the FTA method results in construction noise levels presented in Table 5 of Appendix A being 5 to 8 dBA lower than they should be.

Additionally, the noise calculations use an attenuation-with-distance factor of 6 dB per doubling of distance. This is a typical adjustment factor for many construction sites, but it is inappropriate for use here. An adjustment of 6 dB per doubling of distance is only appropriate for calculations in the "free field." As described by Egan, "free-field conditions occur when sound waves are free from the influence of reflective surfaces (e.g., open areas outdoors, anechoic rooms)."[2] The project site is located within the Financial District of San Francisco and is surrounded by six- to 43-story tall buildings. The facades of these buildings are all acoustically reflective, thereby making use of a "free field" calculation erroneous. On the contrary, the "canyons" of built-up downtowns can act as waveguides for noise, by reflecting and constraining sound to travel along them. This will lead to higher noise levels at receivers than would be calculated using free field conditions. At a minimum, a more conservative approach to attenuation over distance, such as 3 dBA per doubling of distance, should be used account for the reverberant nature of the Financial District. Better still, a sophisticated computer program such as SoundPLAN could be used for highly accurate modeling of the sound radiation away from the project site.

Table 1 compares the results of the noise calculations provided in PMND Appendix A with the same calculations made with 100% usage factor and only 3 dB per doubling of distance attenuation. The Appendix A estimates are 11 to 14 dBA lower than those made using the FTA General Assessment correctly and the more realistic rate of attenuation. Importantly, the revised calculations indicate that noise from the Site Preparation phase will exceed the baseline ambient noise level by more than 10 dBA which, according to the PMND thresholds of significance, would constitute a significant impact.

[1] Federal Transit Administration (FTA), *Transit Noise and Vibration Impact Assessment Manual*, FTA Report No. 0123, September 2018, pp. 177-178.
[2] M. David Egan, Architectural Acoustics, 2007, p 39.

Table 1: Comparison of Appendix A Calculations to FTA General Assessment Calculations (450 ft)

Construction Phase	Appendix A			FTA General Assessment with 3 dB per doubling of distance attenuation		
	Reported Calculated Level*	Resultant Noise at 450 ft	Increase Over Existing Level	Calculated Level**	Resultant Noise at 450 ft	Increase Over Existing Level
Demolition	61	67	2	74	74	9
Site Preparation	65	68	3	79	79	**14**
Grading	60	66	1	71	72	7
Building Construction	59	66	1	73	74	9
***Usage factors of 16% - 50%, 6 dB attenuation per doubling of distance ** Usage factors of 100%, 3 dB attenuation per doubling of distance**						

Neighboring Commercial Buildings are Not Evaluated for Impacts

While commercial and retail buildings are not typically treated as noise-sensitive receivers because they lack sleep quarters, excess noise at these uses can cause severe disruption and provoke adverse reactions. The CEQA checklist asks if the project would result in "Generation of a substantial temporary or permanent increase in ambient noise levels in the vicinity of the project in excess of standards established in the local general plan or noise ordinance, or applicable standards of other agencies." This does not immediately limit analysis to "residential" receivers.

For Appendix A, Table 1, the PMND adopts the FTA general assessment criteria for commercial receivers but does not evaluate noise at this receiver type. However, the FTA Manual states that their "guidelines can be considered reasonable criteria for assessment. If these criteria are exceeded, there may be adverse community reaction."[3] This is an understatement because the daytime criterion for commercial areas is 100 dBA, a full 15 dB over the level at which OSHA and NIOSH require worker hearing protection.[4,5] The FTA Detailed Analysis criteria include the much more sensible 85 dBA for daytime construction in a commercial district.

The noise study also adopted an increase-over-ambient limit of 10 dBA for sensitive receivers. If one were to apply a similar increase-over-ambient limit of 10 dBA or even 20 dBA at adjacent commercial receivers, calculated noise levels would indicate impacts at these receivers for most phases of construction.

The following calculations use the FTA general assessment methodology and FHWA RCNM equipment reference noise level. The distance from the center of the site to the property line and nearest commercial receivers is approximately 20 ft, and the usage factor is 1. The highest reported existing minimum hourly Leq noise level from Appendix A has been chosen for illustrative purposes.

[3] Federal Transit Administration, *Transit Noise and Vibration Impact Assessment Manual*, Sep. 2018, p 179.
[4] https://www.osha.gov/noise
[5] https://www.cdc.gov/niosh/noise/about/noise.html

Estimated construction noise levels exceed the highest reported local ambient by more than 20 dBA in the four construction phases summarized in Table 2. Under any reasonable consideration, a 20+ dBA increase in noise levels in a professional office (such as those at 580 Market St and 44 Montgomery St that overlook the project site), should be identified as a significant environmental noise impact.

Table 2: Calculated noise levels at nearest off-site commercial use from daytime construction.

Phase	Existing noise at 570 Market St*	Estimated construction noise level at 20 ft	Exceed 100 dBA FTA criteria?	Resultant Noise level at nearest sensitive use	Increase over existing noise level	Exceed ambient + 10 dB Standard?
Demolition	71 dBA	94 dBA	No	94 dBA	**23 dBA**	**Yes**
Site Preparation	71 dBA	99 dBA	No	99 dBA	**28 dBA**	**Yes**
Grading	71 dBA	92 dBA	No	92 dBA	**21 dBA**	**Yes**
Building Construction	71 dBA	94 dBA	No	94 dBA	**23 dBA**	**Yes**
* Highest minimum hourly Leq noise level from Appendix A.						

Please feel free to contact me with any questions regarding this information.

Very truly yours,

WILSON IHRIG



Katie Krainc,
Associate
wilson ihrig_570 market street mnd

WILSON IHRIG
ACOUSTICS, NOISE & VIBRATION



KATIE R. KRAINC

Associate

A member of Wilson Ihrig's Seattle office, Katie works primarily on projects involving transit noise and vibration. She has experience with noise and vibration field measurements, data analysis, modal analysis, and report preparation. She has a deep understanding of waves in fluids and solids, as well as architectural acoustics, sound-structure interaction, and transducers.

Education

- MS Acoustics, The Pennsylvania State University, State College, PA
- BA, Physics and Music, Grinnell College, Grinnell, IA

Membership

- Acoustical Society of America, Associate
- INCE-USA Associate

Project Experience

EBMUD Quarry Site, San Leandro CA
Modeled potential project noise scenarios in a large area using CadnaA and GIS to determine compliance with local ordinance. Contributed to noise section of EIR report.

Houston Metro Next Program Management On-Call, Houston, TX
Conducted environmental noise and vibration assessment for a new 25-mile BRT project. Provided the client with a technical report outlining the assessment and recommended noise and vibration control measures.

Port of Grays Harbor Terminal 4 Expansion, Grays Harbor, WA
Provided analysis of potential noise and vibration impacts from construction activity. Contributed to noise section of EIR report.

Mercer Island Interceptor Vibration Monitoring, Seattle, WA
For more than two years created weekly vibration reports of construction activity for 3 vibration monitors placed near residences near construction.

Metropolitan Atlanta Rapid Transit Authority (MARTA) On-Call Task, Atlanta, GA
Analyzed noise and vibration measurements in residences near underground sections of track.

Downtown Redmond Link Extension Ballast Mat, Redmond, WA
Provided daily construction quality inspections during the installation of a high-performance ballast mat system. Quality issues identified during construction were resolved with the contractor and the completed installation was approved by the ballast mat manufacturer and Sound Transit. Conducted follow-up measurements to verify ballast mat performance.

MicroSurgical Technology, Redmond, WA
Analyzed data from a noise survey in a surgical instrument production facility. Developed a report assessing the workers daily noise exposure and provided noise control recommendations.

Sound Transit Northgate Link Vibration Support, Seattle, WA
Conducted quarterly analysis of vibration at 31 monitors in Sound Transit tunnels under University of Washington.

Sound Transit Wheel-Rail Noise Study, Seattle, WA
Provided noise and vibration measurements for validation of wheel-rail noise models. Performed extensive wheel roughness and rail roughness measurements. Also performed track decay rate testing.

MS Thesis: Vibrational Assessment of Ash and Composite Hurleys,
The Pennsylvania State University*
Conducted experimental modal analysis of sports equipment and compared vibration and damping behavior based on material properties. (*done prior to joining Wilson Ihrig)

VTA's BART Silicon Valley Extension Phase II (BSVII) (2020+)
Provided noise analysis of planned emergency ventilation system. Contributed to treatment and design recommendations.

EXHIBIT C

WILSON IHRIG
ACOUSTICS, NOISE & VIBRATION

CALIFORNIA
WASHINGTON
NEW YORK

WI #25-002.13

October 27th, 2025

Brian Flynn
Lozeau | Drury LLP
1039 Harrison Street, Suite 150
Oakland, CA 94612

SUBJECT: Response to Comments on 570 Market St MND Noise Analysis

Dear Mr. Flynn,

Per your request, we have reviewed the response to comments on the noise analysis in the Preliminary Mitigated Negative Declaration (PMND) for the proposed development project at 570 Market Street in the City of San Francisco, California. The primary documents reviewed were the Memorandums entitled *570 Market Street Acoustical Response to Appeal of Preliminary MND* prepared by Salter and dated 16 April 2025 and Exhibit A to *Draft Motion Planning Department Response to Appeal of Preliminary Mitigated Negative Declaration 570 Market Street* prepared by the San Francisco Planning Department.

Response 3 of the City Planning document details the City's response to our concerns over construction noise and vibration. The noise response can be split into two basic parts. The first part of the response corrects errors within their calculations. The original calculations in the PMND did not include usage factors as recommended by the 'general assessment' procedure in the Federal Transit Administration (FTA) *Transit Noise and Vibration Assessment Manual* methodology for construction noise.

This response in the City Planning document states that "The FTA Manual general assessment methodology also allows for an adjustment of the usage factor based on the amount of time that construction equipment would be used during the day and based on more refined analysis and project." Additionally, the response argues that "usage factor is based on Federal Transit Administration methodology and reflects the fact that most construction equipment is generally used intermittently and is not used throughout the day, thereby reducing its noise levels over the course of a workday."

These statements that construction equipment is only used sporadically throughout the day, and thus a usage factor is recommended to not overestimate level are generally true. However, there is a process in the FTA manual for when Usage Factors (other than 1) are present, namely a 'detailed analysis' (FTA Manual, "Option B: Detailed analysis", Page 178). If these various Usage Factors are present, the 'detailed analysis' is more appropriate, which includes different thresholds of significance due to the differences in the underlying equations (Notably an 85 dBA threshold of commercial properties for the detailed method, in place of a 100 dBA threshold). If the 'detailed analysis' methodology is used, the detailed threshold should be used as well.

Calculations using a Usage Factor of 1 are included in Table 2 of the City Planning document. If this is used as the correct analysis, that modeled construction noise is 1 dB below the FTA guidelines used as significance thresholds.

The second part of the response discusses how to model sound attenuation within the air in the project vicinity. They consider modeling the area as a free field is appropriate because not using a free field calculation would be a "deviation from the FTA General Assessment method." However, this does not mean that special considerations do not require further study. Appendix G, page 237 of the FTA Manual states

> "*Professional judgment may be used to extend the basic methods to cover these cases, when appropriate. It is important to note that each project is unique and must be evaluated on a case-by-case basis.*"

Market Street in San Francisco has a high concentration of mid- and high-rise buildings, one of the highest such areas within the United States, especially in the Project vicinity. The unique situation we presented of the façades of these buildings being all acoustically reflective, thereby making use of a "free field" calculation erroneous is not addressed and we believe deserves more attention to 'extend the basic methods' used in the FTA analysis. Using a 3 dBA doubling of distance, as recommended in our original letter, would result in construction noise levels over the 100 dBA threshold, assuming a point source with a known sound power level.

Additionally, the response does not address other concerns we have about threshold levels. No comments were presented on our issue that significance thresholds for "commercial areas" are 100 dBA, a full 15 dB over the level at which OSHA and NIOSH require worker hearing protection." If anyone was outside the commercial building for a significant portion of the day, hearing damage might occur, which would presumably be considered a significant impact under California CEQA law. Also, the FTA Manual states on page 177 that

> *"A detailed analysis of construction noise is warranted when many noise sensitive sites are adjacent to a construction project … or heightened public concerns expressed in early outreach efforts."*

Both are the case for the Project. Similarly, the response does not consider increases over ambient levels. As detailed in our original letter, construction noise levels have the potential to be as high as 28 dBA over ambient levels. The California Environmental Quality Act Guidelines cited in MND state that impacts to noise would be significant if the proposed project would result in 'generation of a substantial temporary or permanent increase in ambient noise levels'. The MND lacks a significance threshold for 'substantial increase.' The Project must properly evaluate the noise increase over ambient levels at sensitive receptor locations, and if the increase is significant the Project must provide mitigation to reduce the impacts to less than significant.

Very truly yours,
WILSON IHRIG



Jack Meighan,
Associate

EXHIBIT D

CEQA COMPLIANCE ANALYSIS
570 MARKET STREET, SAN FRANCISCO, CA



Prepared for:
Lozeau Drury LLP
Oakland, CA

Prepared by:
Katherine Petrin Consulting
San Francisco, CA

January 2025

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Executive Summary

This report evaluates the potential environmental impacts of the proposed 570 Market Street Project on nearby historical resources, focusing on compliance with the California Environmental Quality Act (CEQA). The project is located at 570 Market Street in San Francisco's Financial District, adjacent to properties identified with historical significance. On October 30, 2024, the City of San Francisco issued a Preliminary Mitigated Negative Declaration (PMND) for the project, concluding that the proposed development would not result in significant impacts on historical resources. However, a comprehensive review of the Historic Resource Evaluation (HRE) prepared by Brewster Associates and the City's PMND has identified critical gaps and deficiencies.

Key Findings

- Historic Resource Evaluation (HRE): The Brewster HRE overlooks significant historical and architectural characteristics of nearby properties. It fails to adequately assess the project's potential to cause substantial adverse changes to the significance of adjacent and nearby resources as defined under CEQA.
- Inadequate Analysis in the PMND: The City's PMND does not adequately address cumulative impacts on the historical context of the surrounding area. It also neglects to evaluate the possibility of an emerging or potential historic district encompassing the project site.
- Significance of Nearby Resources: A concentration of properties (8 of 10 parcels on the subject property block) are adjacent to or within close proximity to the project site and are recognized as historical resources under CEQA.

Recommendations

- Preparation of an Environmental Impact Report (EIR): Given the potential for significant impacts on CEQA historical resources, an EIR is warranted. A thorough, updated historic resource analysis must be conducted, including a comprehensive evaluation of cumulative impacts and district eligibility.
- Additional Research and Contextual Analysis: Further investigation into the historical significance of the block is necessary to inform the project's impact assessment. Consideration of eligibility for historic district designation should be undertaken..

Introduction

This Project Approval Analysis was prepared at the request of Lozeau Drury LLP by Katherine Petrin, principal of Katherine Petrin Consulting. With a master's degree in Historic Preservation of Architecture and over 25 years of experience in architectural and historical research and preservation planning, Ms. Petrin meets the Secretary of the Interior's Professional Qualification Standards for History and Architectural History. This analysis evaluates the proposed 570 Market Street Project (Case No. 2019-017622ENV), prepared by 229 Ellis Holdings, LLC, focusing on compliance with the California Environmental Quality Act (CEQA) and potential impacts on historical resources.

The project proposes demolishing two historic, two-story commercial buildings at 570-574 Market Street and 55-57 Sutter Street, originally designed in 1922 by prominent architects Willis Polk and James R. Miller. While these Classical Revival-style structures were extensively altered in 1972, their historical and architectural significance within San Francisco's early 20th-century commercial development merits careful review under CEQA and local preservation guidelines.

This report provides a comprehensive analysis of the project's design, environmental impact, and regulatory compliance. It begins with a detailed description of the proposed development, followed by an assessment of the historic significance of the existing buildings. The analysis then evaluates the project's conformance with CEQA standards, highlighting areas of compliance and non-conformance.

Proposed Project Description

The 7,045-square-foot project site is located on the north side of Market Street within the triangular block bound by Market Street to the southeast, Sutter Street to the north, and Montgomery Street to the west, in the Financial District. The project site is a through lot that has frontages on both Market and Sutter streets. It is located within the C-3-O Downtown-Office district. The project site is currently occupied by two separate two-story commercial buildings over a shared one-story basement level of approximately 16,195-gross-square feet.[1]

Existing buildings on the subject property are 570-574 Market Street, a two-story Classical Revival style commercial building designed by Willis Polk, completed in 1922; and 55-57 Sutter Street, a two-story commercial building designed by James R. Miller, completed in 1922.[2] The pair of buildings were joined in 1952 and now share a basement. In 1972, both Market and

[1] Historic Sanborn maps show that the two buildings were originally disconnected.
[2] San Francisco Planning Department, Historic Resource Evaluation Response for 570 Market Street (Record No.: 2019-017622ENV) (September 1, 2020), 2-3.

Sutter Street facades were altered in a renovation project that removed all traces of the original buildings and introduced the nearly identical late Modern-style facades that exist today.

On July 11, 2019, project sponsor Frontier Group, LLC / 229 Ellis Holdings, LLC (Project Sponsor) presented preliminary plans for a proposed project at 570 Market Street (see 2019-006704PPA).[3] The proposed project would include the demolition of both historic buildings and construction of a 29-story, approximately 320-foot-tall building fronting both Market and Sutter Streets. The plans were completed by architect Danny Forster & Architecture of New York, NY.

The following proposed project description was prepared by the applicant in October 2024 and is available in the City of San Francisco's Property Information Map database[4]:

> Date: October 30, 2024
> Project Title: 570 Market Street Project
> Case No.: 2019-017622ENV
> Project Sponsor: 229 Ellis Holdings, LLC
>
> *The proposed project would include the demolition of both two-story-over-basement buildings and construction of a 29-story, approximately 300-foot-tall building (320 feet total, including rooftop mechanical equipment and screening). The new building, which would extend over the entire parcel, would provide approximately 3,400 gross square feet of retail space on the ground floor and mezzanine levels fronting Market Street and an approximately 123,000-square-foot, 211 room hotel fronting Sutter Street. The proposed project would provide eight class I bicycle parking spaces on the third floor of the new building and eight class II bicycle parking spaces on Market Street near the project site. The proposed project would provide approximately 4,211 gross square feet of privately owned public open space (POPOS), which would include a 2,343-square-foot outdoor terrace and 1,868 square feet of indoor support space for the dedicated POPOS entrance and elevator lobby. The POPOS outdoor terrace would be located on the 15th floor on the south (Market Street) side.*

[3] "Project Description - 570 Market Street Project." Prepared for City of San Francisco by 229 Ellis Holdings, LLC, October 1, 2024. Accessible at https://sfplanninggis.org/PIM/
[4] "Project Description - 570 Market Street Project." Prepared for City of San Francisco by 229 Ellis Holdings, LLC, October 30, 2024. Accessible at https://sfplanninggis.org/PIM/



570 Market Street Project Rendering (2020)



570 Market Street Project Rendering (2024)

CEQA Historical Resource Analysis

Under CEQA, the first step in the environmental review process is to prepare a Historic Resource Evaluation (HRE) to allow a lead agency to make a determination about a property's historical significance.[5] Lead agencies have a responsibility to evaluate potential historical resources for eligibility under California Register of Historical Resources (California Register) significance criteria before making a finding as to a proposed project's impacts on historical resources (PRC § 21084.1, 14 CCR § 15064.5(3)).[6] Following CEQA guidelines, it is necessary to establish the significance of a historical resource in an HRE in order to prepare a Project Impacts Analysis (PIA) that assesses when proposed alterations to a historical resource cross the threshold into substantial adverse change.[7]

Historic Resource Evaluation Findings (October 2019)
Brewster Historic Preservation Planning prepared a Historic Resource Evaluation of the subject property in October 2019. The HRE determines that there is *no historical resource present* for the purposes of CEQA.[8] The following analysis is excerpted from the Planning Department's Historic Resource Evaluation Response (HRER) Part I:

> ***Analysis:***
> *According to the HRE prepared by Brewster Historic Preservation, (dated October 2019) and information in the Planning Department files, the subject property does not appear historically or architecturally significant such that it would rise to a level of individual eligibility. No historic events (Criterion 1) are associated with the property. 55-57 Sutter Street, originally a separate building and property, was associated with prominent real estate developers John Bricknell between 1921-1922, then Louis R. Lurie between 1922-1923. In 1923, Lurie sold the building to Colbert Coldwell, Bruce Cornwall, and B.A. Banker of the Coldwell, Cornwall & Banker Company (now Coldwell Banker).*
>
> *However, the property is not significantly associated with their professional careers. The real estate developers only briefly owned portions of the subject property. Similarly,*

[5] State of California, California Code of Regulations. "Section 15064.5 - Determining the Significance of Impacts to Archaeological and Historical Resources." Current through Register 2024 Notice Reg. No. 21, May 24, 2024. Accessible at https://casetext.com/regulation/california-code-of-regulations/title-14-natural-resources/division-6-resources-agency/chapter-3-guidelines-for-implementation-of-the-california-environmental-quality-act/article-5-preliminary-review-of-projects-and-conduct-of-initial-study/section-150645-determining-the-significance-of-impacts-to-archaeological-and-historical-resources.
[6] State of California, Office of Historic Preservation. "California Office of Historic Preservation Technical Assistance Series #1: California Environmental Quality Act (CEQA) and Historical Resources." No date. Accessible at https://ohp.parks.ca.gov/pages/1054/files/ts01ca.pdf.
[7] State of California,"Technical Assistance Series #1."
[8] San Francisco Planning Department, Historic Resource Evaluation Response for 570 Market Street (Record No.: 2019-017622ENV) (September 1, 2020), 1.

Coldwell, Cornwall & Banker was founded at another property where it operated for two decades before relocating to 55-57 Sutter Street. Therefore, the property is ineligible for associations with a significant person (Criterion 2).

The subject property was originally two separate parcels. Willis Polk designed the south two-story building (570-574 Market Street) in the Classical Revival style in 1922 and James R. Miller designed the north two-story building (55-57 Sutter Street), presumably in a same architectural style, also in 1922.

The buildings were physically connected in 1952. Although Polk and Miller are considered master architects, the 1972 remodel by unknown architect and/or builder removed all traces of the original buildings and created nearly identical modern facades at Market and Sutter Streets.

The wider Market Street frontage contains two aluminum-framed storefronts while the narrower Sutter Street frontage contains one. Similarly, there are seven windows facing Market Street and four windows facing Sutter Street. Each façade is predominantly clad in uniform granite with a portion of the second story clad with brick veneer. The second stories contain a center grouping of segmental arch windows flanked by individual windows, all framed with molded concrete.

Both buildings are capped by standing-seam metal parapets. The remodel is not a great example of any particular style nor is it known to be the work of a master architect. Therefore, the property is ineligible under Criterion 3.

Based upon a review of information in the Departments records, the subject property is not significant under Criterion 4 since this significance criterion typically applies to rare construction types when involving the built environment. The subject property is not an example of a rare construction type.

Archeological assessment is outside the scope of this review.

Additionally, the subject property does not appear to be part of a significant concentration of historically or architecturally unified buildings such that it would rise to the level of an eligible historic district.

The HRE notes the existence of **three** Adjacent or Nearby Historic Resources:

- 562-566 Market Street: Chancery Building was constructed in 1923 and designed by Willis Polk. The property is Article 11 (Category I) designated and National Register-eligible.

- 576-580 Market Street: Finance Building was constructed in 1923 and designed by John H. Powers and John H. Ahnden. The property is Article 11 (Category I) designated and National Register-eligible.
- 44 Montgomery Street: 43-story commercial tower constructed in 1966 and three-story commercial office building constructed in 1967. Both buildings were designed by John Graham & Co. in the Miesian International/Corporate Modern style.

City's Historic Resource Evaluation Response (September 1, 2020)
The City of San Francisco published a Historic Resource Evaluation Response (HRER) (Record No.: 2019-017622ENV) in which Planning Department Staff concur with the determination in the HRE that the subject property is ineligible for inclusion in the California Register of Historical Resources (CRHR) as an individual resource or as a contributor to a CRHR historic district and therefore not a CEQA historical resource.[9] The San Francisco Planning Department assigned the subject property a historical resource status of "C," defined as "No Historical Resource Present."[10]

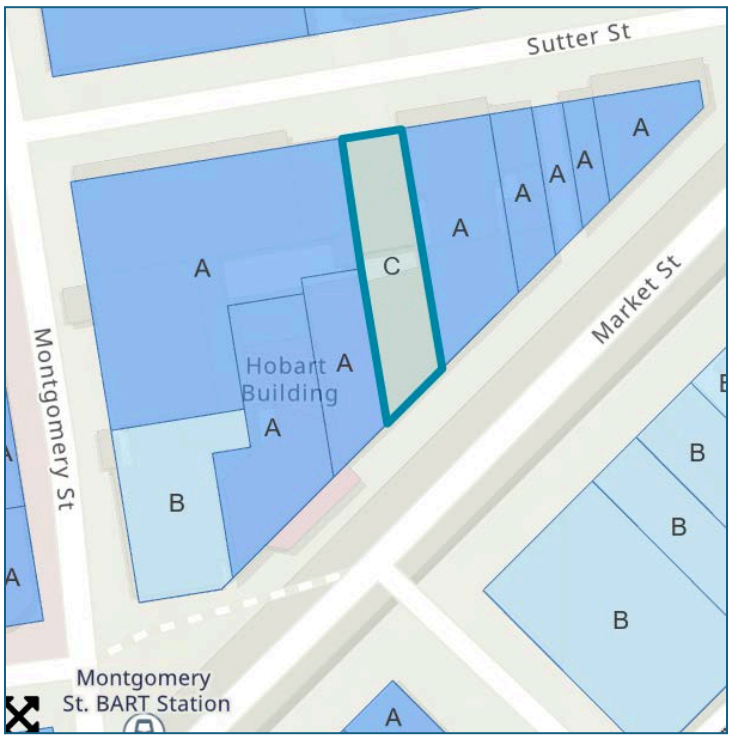
Peer Review of HRE and HRER
Regarding historical resource eligibility as defined by CEQA, we concur with certain findings of the Draft Historic Resources Evaluation Report for 570 Market Street (2019) prepared by Brewster Historic Preservation. The subject property at 570 Market Street does not appear to be individually eligible for listing in the CRHR.

However, there are certain other findings and lack of analysis in both the PMND and the Brewster evaluation.The PMND and HRE fail to mention all adjacent/nearby historical resources potentially impacted by this project. On page 17 of the PMND, it states that the project site is not within a historic district and construction of the proposed project would not affect the historical significance of the "above adjacent historical resources or the buildings within the nearby conservation district." The City and the HRE fail to define, analyze, or determine potential impacts on character-defining features of the adjacent/nearby historical resources including the surrounding Article 11 Conservation Districts.

As is stated in the PMND, numerous buildings on the same block as the project site have been previously identified as historical resources. The 10 buildings that comprise the triangular block bounded by Market, Montgomery and Sutter Streets have been evaluated individually over time. Of the 10 properties, 8 are A-rated historical resources, 1 is a B-rated historical resource, and 1, the subject property, is a C-rated historical resource. Every property on the block, with the exception of the subject property and one other, are A-rated resources.

[9] San Francisco Planning Department, Historic Resource Evaluation Response for 570 Market Street (Record No.: 2019-017622ENV) (September 1, 2020), 1.
[10] San Francisco Planning Department, Historic Resource Evaluation Response for 570 Market Street (Record No.: 2019-017622ENV) (September 1, 2020), 3.

The figure and table below show the current Planning Department Historic Resource Status of each building on the subject block. A majority of the properties on the subject block have been identified with the status code “A,” which means a historical resource is present. However,this block has not been evaluated for significance as a potential historic district.[11]



Address	APN	Current S.F. Planning Department Historic Resource Status
540-548 Market Street 1-17 Sutter Street	0291/001	A - Historic Resource Present
550 Market Street 19-21 Sutter Street	0291/002	A - Historic Resource Present

[11] San Francisco Planning Department, “San Francisco Preservation Bulletin No. 16 City and County of San Francisco Planning Department CEQA Review Procedures for Historic Resources.” Accessible at https://archives.sfplanning.org/documents/5340-PresBulletin16CEQA.pdf. In summary, The City of San Francisco uses a system to rate buildings’ status for purposes of CEQA. Category A is the highest rating. If a building is rated as a Category A Building, it must be considered a historic resource under CEQA. A building rated as Category B requires further consultation and evaluation to determine its status as a historic resource. Status unknown at present. A building rated as a Category C has been evaluated and has been found not to be a historic resource.

554 Market Street 25-27 Sutter Street	0291/003	A - Historic Resource Present
560 Market Street 33 Sutter Street	0291/004	A - Historic Resource Present
562-566 Market Street 39-43 Sutter Street	0291/005	A - Historic Resource Present
570-574 Market Street	0291/013	C - No Historic Resource Present
576A-580 Market Street	0291/005B	A - Historic Resource Present
582-590 Market Street	0291/006	A - Historic Resource Present
2-8 Montgomery Street	0291/007	B - Unknown, age eligible
44 Montgomery Street	0291/012	A - Historic Resource Present

It appears that this block has never been evaluated as a potential historic district, though the area shares characteristics with both the nearby Article 11 New Montgomery-Mission-Second Street Conservation District and the Article 11 Pine-Sansome Conservation District. Both districts are in close proximity of the subject block and share many of the same characteristics as the Sutter Street side of the triangular block bounded by Market, Montgomery, and Sutter: composition and massing, scale, materials, and detailing and ornamentation. Due to the triangular shape and narrow depth of the parcels on the east end of the block, a unique through-block passage on the ground floor exists in several buildings.

The concentration of A-rated buildings that comprise the subject block, especially on the Sutter Street side, appear to retain a high level of integrity. As such, there is sufficient reason to determine whether a potential historic district or conservation district exists and further evaluation is necessary.

Updated Adjacent & Nearby CEQA Historical Resources

In addition to the historical resources shown in the table above, the subject property is adjacent to or within view of other CEQA historical resources, including properties listed individually in the National Register of Historic Places and designated City of San Francisco Article 11 Conservation Districts. A summary of nearby and/or adjacent historical resources follows. Properties listed in or determined eligible for the National Register are noted with an asterisk (*).

Article 10 San Francisco Landmarks

Flatiron Building*
540-548 Market Street / 1-17 Sutter Street (APN 0291/001)
San Francisco Landmark #155 (Article 10)

Hobart Building*
582-590 Market Street / 4 Montgomery Street (APN 0291/006)
San Francisco Landmark #162 (Article 10)

Crocker Bank Building
1-25 Montgomery Street (APN 0292/002 & 0292/001A)
San Francisco Landmark #297 (Article 10)

Article 11 Individual Buildings

Chancery Building*
562-566 Market Street / 39-43 Sutter Street (APN 0291/005)
Article 11, Category I: Significant Building

Finance Building*
576A-580 Market Street (APN 0291/005B)
Article 11, Individual Property

Hunter-Dulin Building*
41-45 Montgomery Street (APN 0292/001)
Article 11, Category I - Significant Building, No Alterations

San Francisco Planning Department Category A Properties

Wells Fargo Building
2-8 & 44 Montgomery Street (APN 0291/012 & 0291/007)
Eligible under Crit. 3 (architecture) in HRE (February 1, 2018, Case 2018-011742ENV)

Unnamed building
120-124 Montgomery Street (APN 0289/005)
Determined eligible in HRE (December 5, 2006, Case 2007.0327E)

Holbrook Building
58 Sutter Street (APN 0289/004)
Historical Resource Present (individual and district); See Planning App. No.: 2006.0659E (2/22/2007)

Bank of California*
1 Sansome Street (APN 0289/003)
Historical Resource Present (individual and district); See Planning App. No.: 2019-000446ENV (10/6/2010)

Article 11 Conservation Districts

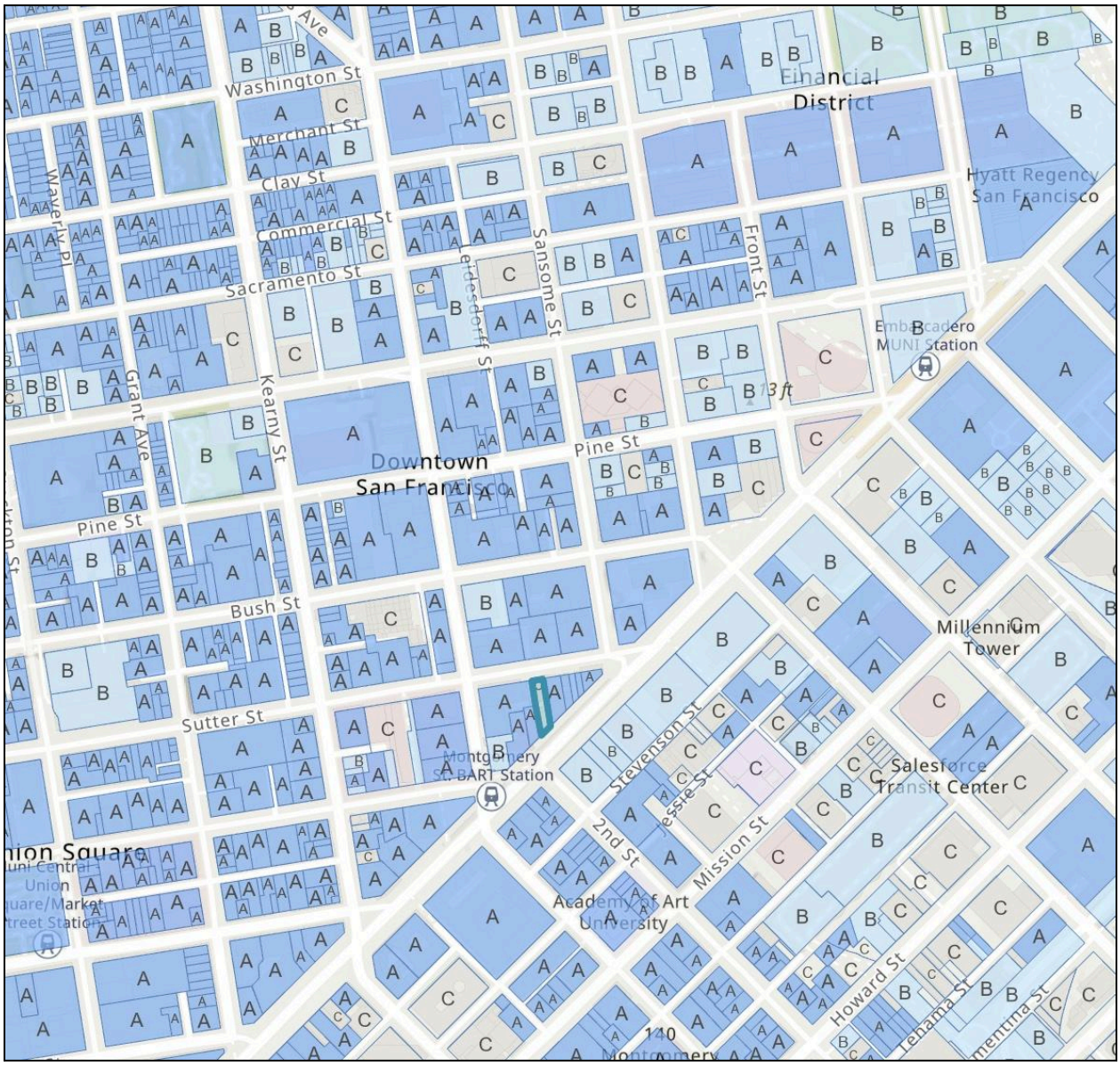
The subject property is adjacent to or within blocks of two City of San Francisco Article 11 Conservation Districts:

- New Montgomery-Mission-Second Street:
    - The New Montgomery-Mission-Second Street Conservation District in San Francisco is an architecturally and historically significant area established under Article 11 of the City Planning Code. The district encompasses a portion of the C-3 District, generally bounded by Market Street to the north, Howard Street to the south, Second Street to the east, and Annie Street to the west. It was created to preserve and maintain the architectural integrity, scale, and character of its unique building stock while allowing for thoughtful, compatible development.

- Pine-Sansome:
    - The Pine-Sansome Conservation District in downtown San Francisco is an architecturally and historically significant area established under Article 11 of the City Planning Code. The district is located within the C-3 District, bounded by Pine Street to the south, Sansome Street to the east, Leidesdorff Street to the west, and sections of Montgomery Street to the north. It was created to preserve the architectural integrity, scale, and character of its unique collection of early twentieth-century office and financial buildings while allowing for compatible, thoughtful development.

For further information on these conservation districts, including guidelines for new construction, please see the Appendix.

The map that follows shows the subject property highlighted in green and the current San Francisco Planning Department Historic Resource Status of all surrounding properties within a several block radius.



(Source: San Francisco Property Information Map, January 2025)

Potential for Historic District Designation

As described in the Introduction, the first step in the CEQA environmental review process is to evaluate potential historical resources for significance before making a finding as to a proposed project's impacts on historical resources (PRC § 21084.1, 14 CCR § 15064.5(3)).[12] A Project Impacts Analysis (PIA) assesses when proposed alterations to a historical resource cross the threshold into substantial adverse change.[13]

The HRE prepared for 570 Market Street determines that there is *no historical resource present* for the purposes of CEQA.[14] The HRE mentions three adjacent/nearby historical resources potentially impacted by the proposed project: 562-566 Market Street, 576-580 Market Street, and 44 Montgomery Street. The City's HRER concurred with the HRE that the subject property is ineligible for inclusion in the CRHR as an individual resource or as a contributor to a CRHR historic district and therefore *not* a CEQA historical resource.[15]

The HRE and HRER *do not* evaluate the subject block for significance as a potential historic district even though a majority of the properties have been identified as CEQA historical resources and share characteristics with two nearby Article 11 Conservation Districts.

Preliminary research for this report demonstrates that there is enough evidence of a cohesive collection of buildings constructed during the same period on the subject block that further evaluation is necessary to determine whether a potential historic district or conservation district exists.

The PMND prepared by the City to study the proposed project's potential physical impacts determined that the proposed project *could not* have a significant adverse effect on the environment.

Without adequate evaluation and identification of all nearby and adjacent CEQA historical resources, the City cannot assess when proposed alterations to a historical resource cross the threshold into substantial adverse change.

[12] State of California, Office of Historic Preservation. "California Office of Historic Preservation Technical Assistance Series #1: California Environmental Quality Act (CEQA) and Historical Resources." No date. Accessible at https://ohp.parks.ca.gov/pages/1054/files/ts01ca.pdf.
[13] State of California,"Technical Assistance Series #1."
[14] San Francisco Planning Department, Historic Resource Evaluation Response for 570 Market Street (Record No.: 2019-017622ENV) (September 1, 2020), 1.
[15] San Francisco Planning Department, Historic Resource Evaluation Response for 570 Market Street (Record No.: 2019-017622ENV) (September 1, 2020), 1.

City's Project Review & Approval

Design Review
On September 30, 2019, the Project Sponsor submitted drawings to the Planning Department for review.[16] On April 8, 2020, the Planning Department hosted a meeting to discuss the drawings and design review.

According to the San Francisco Planning Department, the proposed project demonstrates conformance with many elements of the City of San Francisco's design guidelines. (See Appendix for a summary of the comments and responses between S.F. Planning and the project architect related to the proposed project drawings.) Key areas of compliance include site design strategies that recognize urban patterns (S1), harmonize relationships between buildings and streets (S2), and organize uses to enhance the public realm (S6). The architectural design adheres to guidelines emphasizing vertical and horizontal modulation (A2), active building fronts (A8), and sustainable practices (A9).

The San Francisco Planning Department identified areas of non-conformance that required further refinement. The ground-floor frontage along Market and Sutter Streets (S5) aligns with the property line as recommended, but the recessed POPOS entry may still need additional justification to fully meet guidelines for a defined and active streetwall.

Architectural adjustments addressed concerns about clarity (A1), contextually appropriate materials (A3), and facade depth (A6). The Planning Department recommended the shift to a volumetric design. The revised facade now features angled patterns to enhance texture and shadow, aligning with adjacent terracotta buildings but potentially needing further depth refinement. Additional storefront revisions on Market Street enhance verticality and balance, and future detailing of the screen element is anticipated to improve its depth and layering.

Preliminary Mitigated Negative Declaration
The subject property was the subject of a Preliminary Mitigated Negative Declaration (PMND) prepared by San Francisco Planning as required under the California Environmental Quality Act (CEQA) to study the proposed project's potential physical environmental effects. The determination of the PMND is that the proposed project could not have a significant adverse effect on the environment.

On October 24, 2024, the Planning Department published an "Agreement to Implement Mitigation Monitoring and Reporting Program" for the 570 Market Street project.

[16] San Francisco Planning Department, Plan Check Letter for 570 Market Street, Planning Record Number: 2019-017622PRJ (April 22, 2020).

Conclusion & Recommendations

Based on the analysis of the proposed 570 Market Street Project and its proximity to significant historical resources, it is recommended that an Environmental Impact Report (EIR) be prepared instead of relying on the PMND. This recommendation is driven by the need for a thorough evaluation of the project's potential impacts on the surrounding historic environment, in compliance with CEQA.

CEQA Appendix G establishes that a project has a significant environmental effect if it: "Would cause a substantial adverse change in the significance of a historical resource as defined in § 15064.5." Section 15064.5 defines "substantial adverse change" as: "Physical demolition, destruction, relocation, or alteration of the resource or its immediate surroundings such that the significance of an historical resource would be materially impaired."

Material impairment occurs when:

- (A) The demolition or material alteration of physical characteristics convey the historical significance of a resource and justify its eligibility for the California Register of Historical Resources;
- (B) Alterations materially impair characteristics of resources included in local registers or historic surveys unless contrary evidence demonstrates a lack of significance;
- (C) Changes materially impair characteristics that justify eligibility for the California Register as determined by a lead agency.

Additionally, projects following the Secretary of the Interior's Standards for the Treatment of Historic Properties generally mitigate impacts to a less-than-significant level.

The HRE and PMND inadequately assess the impacts of the proposed project on the character-defining features of CEQA-recognized historical resources. These documents fail to analyze the broader potential for the block bounded by Market, Montgomery, and Sutter Streets to qualify as a historic district, despite nearly all other properties on the block being rated as historical resources. This oversight is significant given the district-like cohesiveness and similarities to nearby Article 11 Conservation Districts.

The proposed 29-story, 320-foot-tall project, as designed, risks causing substantial adverse changes to the significance of adjacent and nearby CEQA historical resources. Potential impacts may include:

- Visual and contextual alterations: The scale, massing, and height of the proposed tower disrupt the architectural cohesion of the Market Street side of the subject block.
- Shadows and spatial relationships: The project's height introduces shadow impacts that may diminish the public perception and historical setting of neighboring properties.

- Structural and vibrational risks: Demolition and construction activities adjacent to fragile historic structures raise concerns about physical impacts on foundational integrity.

Without an EIR, these direct, indirect, and cumulative impacts cannot be adequately analyzed, disclosed, or mitigated.

Based on my professional assessment, the project as currently proposed does not comply with CEQA's requirements for historical resource protection. An EIR is necessary to:

- Fully evaluate visual, contextual, and structural impacts on adjacent and nearby historical resources.
- Consider the potential historic district significance of the block.
- Identify mitigation strategies and project alternatives that adhere to the Secretary of the Interior's Standards.

Preparation of an EIR will ensure a comprehensive and legally compliant review process, protecting San Francisco's irreplaceable architectural and cultural heritage.

Appendix

Relevant Article 11 Conservation District Summaries

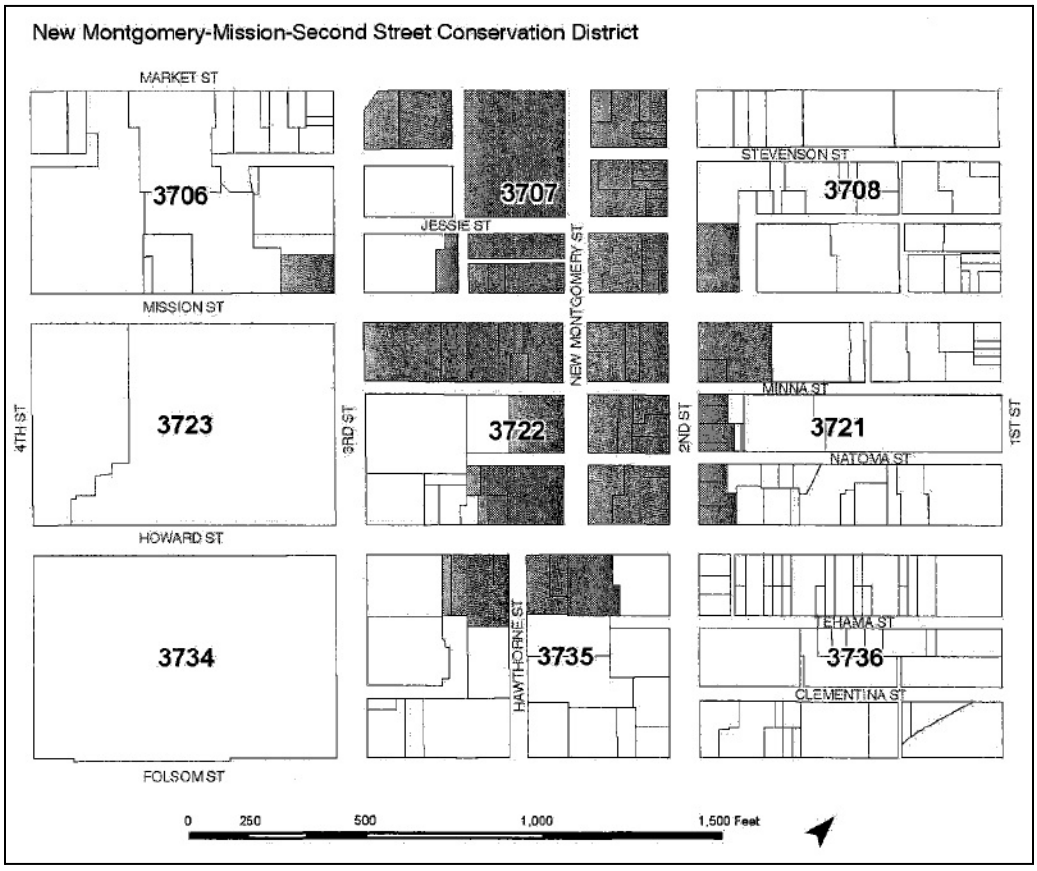
New Montgomery-Second Street Conservation District

Historical Overview
The district's core was largely developed during the post-1906 earthquake reconstruction era, between 1906 and 1933, as a cohesive collection of masonry commercial loft buildings. These structures exhibit consistent architectural features such as tripartite facades, fenestration patterns, and classical ornamentation. New Montgomery Street, originally intended as a southern extension of the Financial District, became a showcase for monumental buildings, including the Palace Hotel and the Pacific Telephone and Telegraph Building, despite barriers that hindered its full extension to the Bay.

In contrast, Second Street evolved primarily as a warehousing and support service corridor. Its development was shaped by logistical challenges, such as the Second Street Cut, which limited its integration into the retail and office expansions north of Market Street. Together with Mission and Howard Streets, this area developed a mixture of industrial, commercial, and smaller-scale office buildings that supported downtown growth.

Architectural Character & Features
The district's architecture reflects American Commercial Style influences, marked by Renaissance-Baroque, Gothic Revival, and Art Deco elements. Buildings typically range from two to eight stories, constructed from earth-tone masonry materials like brick, terra cotta, and stone. Large structures along New Montgomery Street exhibit horizontal massing, while Second Street features smaller buildings with vertical orientations. Common compositional elements include two- and three-part facades, rhythmic bays, rusticated bases, and elaborate cornices. The district’s materials palette consists of light and medium earth tones, with details often rendered in stucco, terra cotta, or glazed brick. Architectural details emphasize depth and weight through textured surfaces, creating a human-scaled environment. Significant structures include the Pacific Telephone Building and the Veronica Building, which illustrate the range of commercial architecture present in the area.

Guidelines for New Construction & Alterations
The New Montgomery-Mission-Second Street Conservation District aims to safeguard its architectural heritage while promoting vibrant, compatible development. Standards for new construction and alterations emphasize maintaining existing building rhythms, scale, and detailing. New structures must complement, but not replicate, historical styles, ensuring continuity with the district's character. Guidelines address setbacks, materials, fenestration, and ornamentation to harmonize modern interventions with historic fabric.



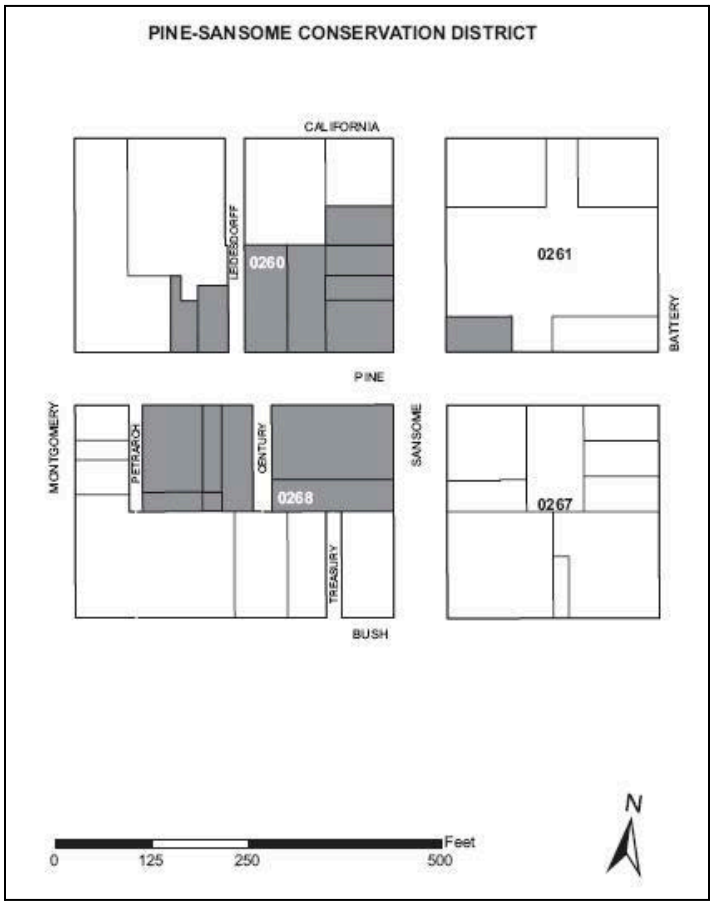
(Source: San Francisco Planning Department)

Pine-Sansome Conservation District

Historical Overview
Originally flat, land-filled terrain east of Montgomery Street, the area became a center for household furnishings on Pine Street and hotels on Sansome Street during the mid-nineteenth century. By 1875, financial institutions from Montgomery Street expanded into the area, forming a stock exchange subdistrict that included the Stock and Exchange Board, Pacific Exchange, and California Stock Exchange. Though the 1906 Earthquake and Fire disrupted the district, it regained prominence in the 1920s as banks and insurance companies clustered around Pine and Sansome Streets. A major transformation occurred with the construction of a 12-story addition to the U.S. Subtreasury Building, later replaced by the Pacific Coast Stock Exchange in the 1930s, solidifying the district's identity as a key financial hub. Today, the district remains vital to the city's financial life.

Architectural Characters & Features
The Pine-Sansome Conservation District is characterized by a dynamic street and alley network that creates a human-scaled streetscape with intimate open spaces, exemplified by the Pacific Coast Stock Exchange's forecourt. The district features a rich architectural mix of early 20th-century styles, including Classical Moderne, Skyscraper Gothic, and Georgian Revival, with high-quality masonry and detailed ornamentation enhancing its visual character. Consistent building heights, interconnected alleys, and harmonious material palettes of masonry, terra cotta, and brick contribute to its unified aesthetic. Buildings typically display vertically stacked compositions with narrow bays and articulated façades that reflect historic rhythms. The district balances historic preservation with vibrant commercial use, integrating pre-1930 office structures with contemporary functionality while maintaining architectural integrity and scale.

Guidelines for New Construction & Alterations
New buildings and major alterations must adhere to standards set forth in Sections 1110–1113 of the Planning Code, emphasizing compatibility with the district's character. Design elements should align with prevailing composition, massing, and scale. Contemporary designs are encouraged, provided they harmonize with historic structures through thoughtful use of materials, colors, and proportions. Large glass areas must be divided by mullions to maintain appropriate scale, and lot consolidation should be minimized to preserve the traditional lot pattern. Architectural details from surrounding buildings may inspire new interpretations, ensuring continuity between old and new.



(Source: San Francisco Planning Department)

Summary of Planning Department Comments & Responses on Proposed Project Design

On April 22, 2020, the San Francisco Planning Department responded to the Project Application with a Plan Check Letter indicating the following:

> (1) any information required to proceed with environmental analysis,
>
> (2) any missing information or modifications that must be provided to demonstrate compliance with the Planning Code and proceed with environmental analysis, and
>
> (3) any other modifications the Department is seeking in order to support the project.

The Design Review Comment letter (Appendix B) identifies additional recommended modifications to project design to achieve conformity with all applicable design guidelines. In order to advance the review process, the Project Sponsor was instructed to provide a written response to this letter indicating how the items marked as non-conforming would be remedied.

Aspects of the Proposed Project Determined Not-Applicable to Design Guidelines

- Site Design S3: Recognize and Enhance Unique Conditions
- Site Design S4: Create, Protect, and Support View Corridors
- Site Design S8: Respect and Exhibit Natural Systems and Features

Aspects of Proposed Project *Conforming* with City Design Guidelines

- Site Design S1: Recognize and Respond to Urban Patterns
- Site Design S2: Harmonize Relationships between Buildings, Streets, and Open Spaces
- Site Design S6: Organize Uses to Complement the Public Environment
- Architecture A2: Modulate Buildings Vertically and Horizontally
- Architecture A4: Design Buildings from Multiple Vantage Points
- Architecture A5: Shape the Roofs of Buildings
- Architecture A7: Coordinate Building Elements
- Architecture A8: Design Active Building Fronts

Aspects of Proposed Project *Non-Conforming* with City Design Guidelines

- Site Design S5: Create a Defined and Active Streetwall
    - Planning comment: *Shift ground-floor frontage to property-line along Market and Sutter Streets; recess entries only*.[17]
    - Architect response: *Sutter Street ground floor frontage aligned with property line, vestibule provided at the interior of hotel lobby. Market Street retail storefront aligned with property line, vestibule provided at the interior. POPOS entry*

[17] San Francisco Planning Department, Plan Check Letter for 570 Market Street, Planning Record Number: 2019-017622PRJ (April 22, 2020), Appendix B.

recessed 8'-0" with a double height space in order to invite pedestrians into the promenade up to the POPOS on the 15th Floor. See dimension of POPOS entry recess on Floor Plan, detail 01 on A-101[18]

- Site Design S7: Integrate Common Open Space and Landscape with Architecture
    - Planning comment: *If a POPOS is proposed above the ground level, it should be open to the sky, and be landscaped / programmed for comfort and to invite active use.*

    - Architect response: *The POPOS has been designed with rich native foliage lining programmed zones. See sheet A-907 for a rendered POPOS plan, and the detailed perspectives and POV renderings from A-908 through A-916. Upon exiting the dedicated POPOS elevator, a visitor may chose to acquire a beverage from the bar and rest in the seated zone with pavers underfoot, where conversation among friends abounds. If a more active experience is desired, the user may stroll up the wooden platform gradually ramping up to an overlook at the edge of the terrace. The overlook will also incorporate a structural glass floor, allow views down within the screen wall, or out east to Embarcadero.*

      Furthermore, there are three different relationships to the sky a visitor may chose from. Of the 2,365 SF of exterior POPOS area, 37% of it is fully open to the sky, 42% partially open to the sky with the 16th floor terrace above, and 21% is covered by the building above. The floor of the 16th floor terrace will be constructed of steel bar grating, allowing a significant portion of light and air to move down to the POPOS below. Additionally, the floor to floor of the 15th and 16th floor is 15'-0", which will provided the covered area with a generous head height

- Architecture A1: Express a Clear Organizing Architectural Idea
    - Planning comment: *Make architectural concepts clear, compelling, and compatible with the context. Provide a cohesive expression or composition, internally consistent to the architectural parti and compatible with character-defining neighborhood components.*

    - Architect response: *Architectural parti has been reconsidered from the largely 'surface' approach of the initial submission that treated the Sutter and Market facades as flat planes of glazing and the sidewalls as flat planes of opaque wall. Our intention is to take a 'volumetric' approach, where the patterns of the glazed zones turn the corner and continue onto the opaque walls. The building's internal*

[18] Danny Forster & Architecture, "570 Market Street - Plan Check Letter Response Log," prepared for San Francisco Planning Department (October 30, 2020).

logic now remains consistent regardless of the vantage it is viewed from. See exterior renderings on A-900 through A-904

- Architecture A3: Harmonize Building Designs with Neighboring Scale and Materials
    - Planning comment: *Reinterpret historic forms and elements, and/or integrate contextual materials using contemporary techniques. The adjacent buildings at 562 Market and 580 Market are instructive precedents for scale, vertical and horizontal modulation, articulation of depth, texture, materiality, and tonality.*

    - Architect response: *Our historical neighbors, the Hobart, Finance and Chancery buildings are hugely inspirational projects and it is our intention to respect them with our contemporary intervention. The primary facade material employed across the project is Equitone, a panelized fiber cement product providing a stone-like appearance more economically than traditional stone. See A-200 through A-201 for building elevations, and A-401, A-403, A-405 for enlarged elevations with material specifications*

- Architecture A6: Render Building Facades with Texture and Depth
    - Planning comment: *Integrate a rhythm of horizontal and vertical elements that provide deep relief in scale with adjacent facade systems. Metal Panel and butt-glazed curtainwall systems provide insufficient depth and texture*

    - Architect response: *We integrated subtle angling within our facade design, which gradually increases across the length of the facade. The pattern developed in combination with fiber cement facade provides depth, shadow and texture comparable to the terracotta masterpieces on our block. See facade renderings on A-900 through A-904*

- Architecture A9: Employ Sustainable Principles and Practices in Building Design
    - Planning comment: *Provide documentation demonstrating integration of Sustainable Principles and Practices in Building Design.*

    - Architect response: *The planting strategy at the ground floor and POPOS level developed in conjunction with the landscape architect dwg. employs native foliage throughout. Furthermore, by employing modular construction, as opposed to conventional construction, we are able to track, quantify and limit the amount of material waste throughout the construction process*

On October 27, 2020, the Planning Department released a second set of comments to which Danny Forster responded on October 30, 2020:

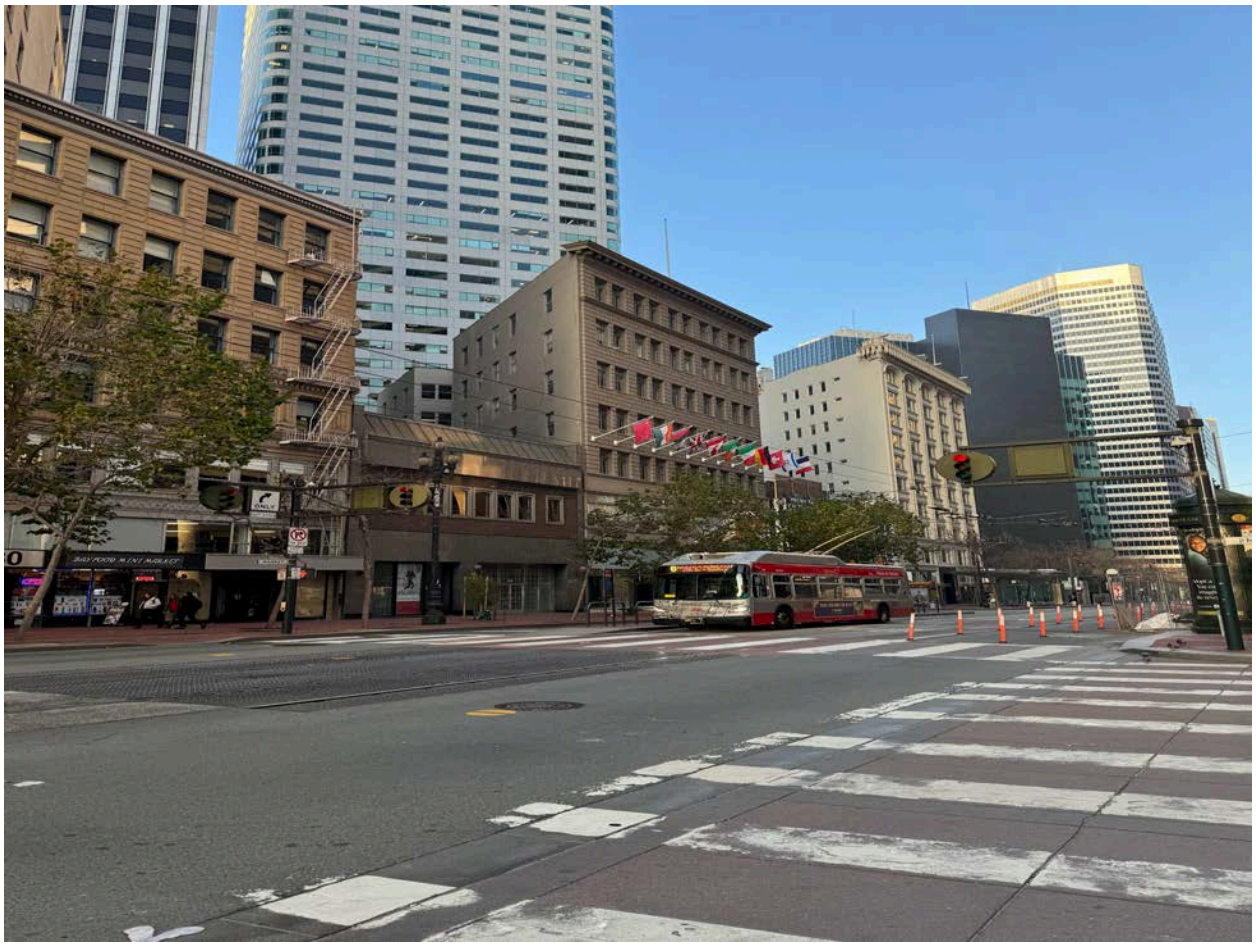
- Planning comment: *The storefront composition along Market Street requires further development. The attempt to align horizontal elements with the adjacent buildings is appreciated, but as executed, results in an awkward, roughly equal division between the first and second levels. A taller ground floor, with transom, and more-typical height mezzanine level is recommended. See Urban Design Guidelines pages 48-49 for examples of traditional storefront elements which may be reinterpreted in a contemporary architectural language.*

- Architect response: *The retail storefront has been revised, eliminating the alignment with the adjacent buildings, and emphasizing the verticality of the retail entry in a few different ways: the bulkhead has been increased from 18" to 24" tall; entry doors have been heightened from 8'-0" to 9'-0" tall; the marquee has been raised to it's maximum allowable height, 16'-0" above adjacent grade; three vertical mullions were added to solidify the glazing rhythm. The net result creates a much more balanced retail facade, see A-402 for enlarged elevation and A-900 & A-901 for renderings including the updated facade*

- Planning comment: *The detailing of the Screen Element should feature greater depth. Consider layering of surfaces, structure, attachments, and lighting to increase perceptible depth and shadow lines in both light and dark conditions.*

- Architect response: *The comment regarding the screen wall will be addressed with an addendum issued to the Planning Commission at a later date. The current screen wall design is at a SD level of development, and will be tuned and calibrated to a greater level of detail as documentation progresses. We acknowledge and agree with the request for additional depth and will deliver greater sense of it as the engineering of the screen develops and things like attachments, lighting, and fully developed structure become more technically integrated into the design*

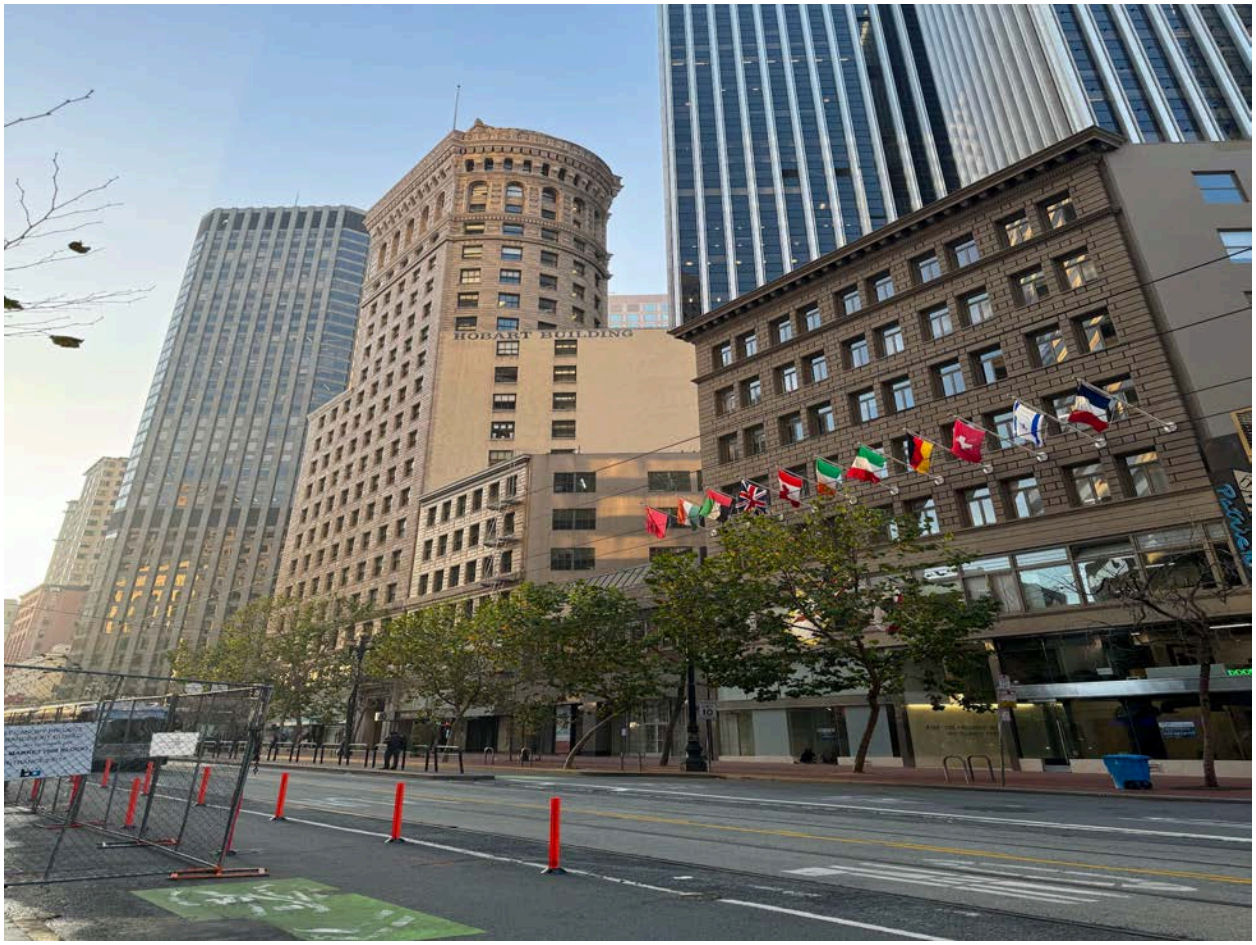
Existing Conditions Photographs of Subject Block



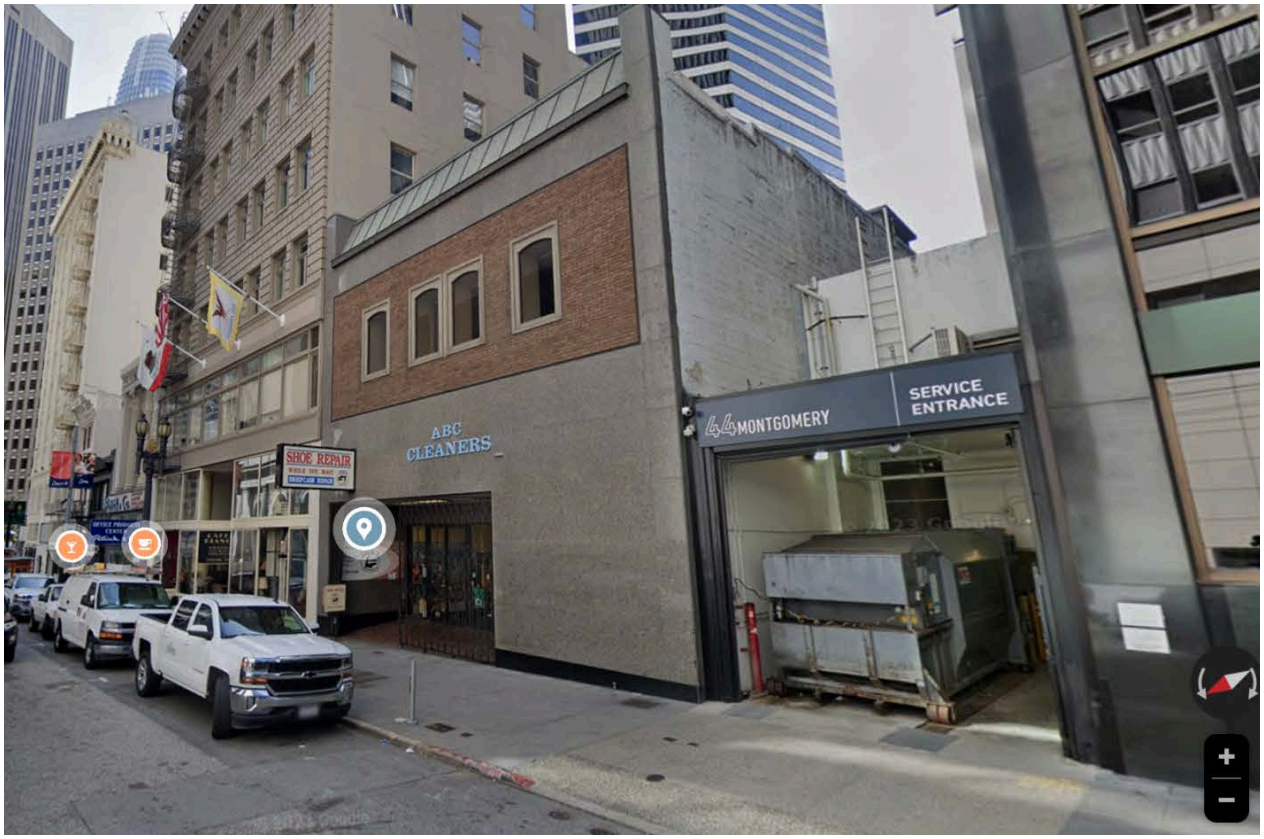
Subject property (570 Market Street) at center left (December 2024)



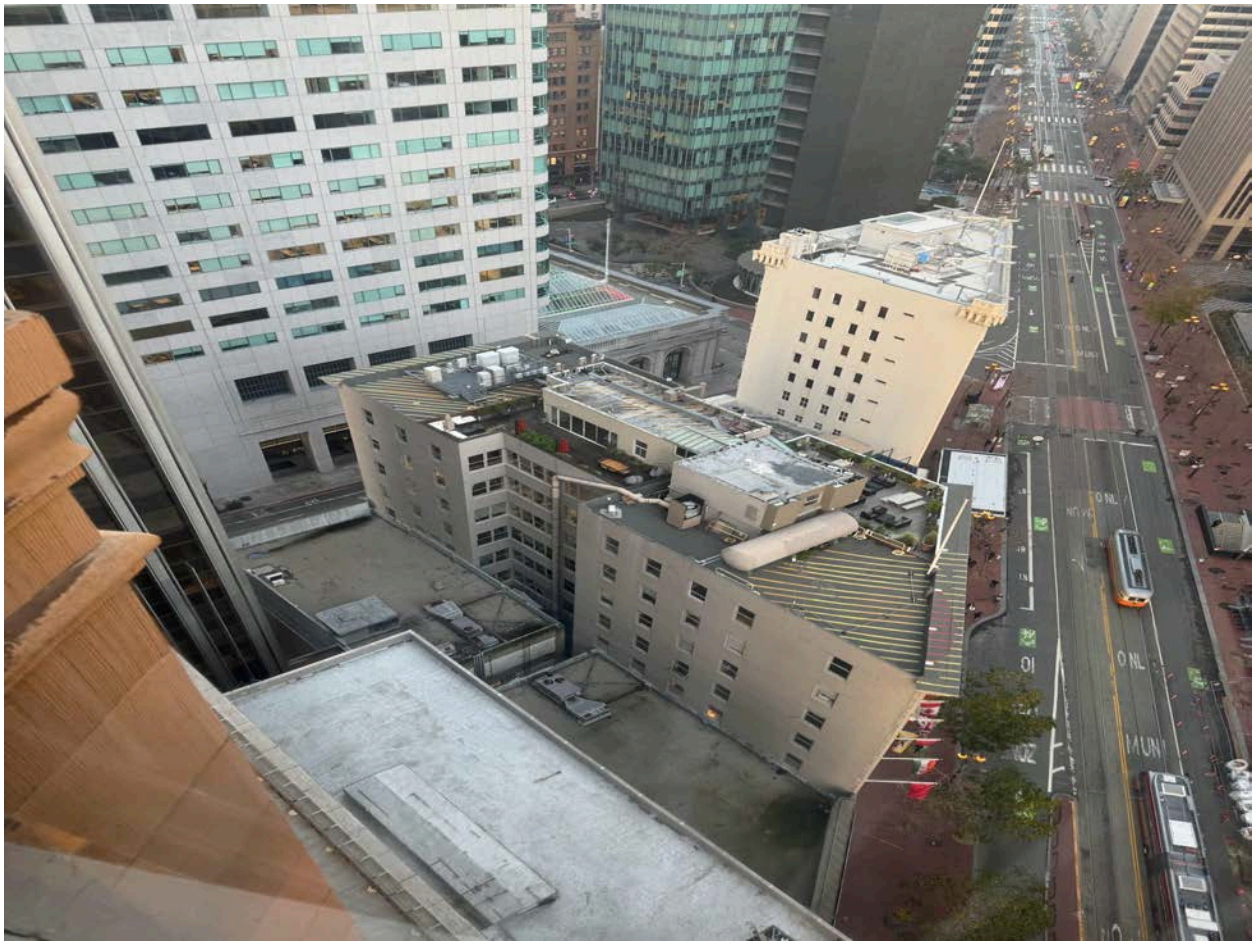
Subject block of Market Street with subject property (570 Market Street) at center (December 2024)



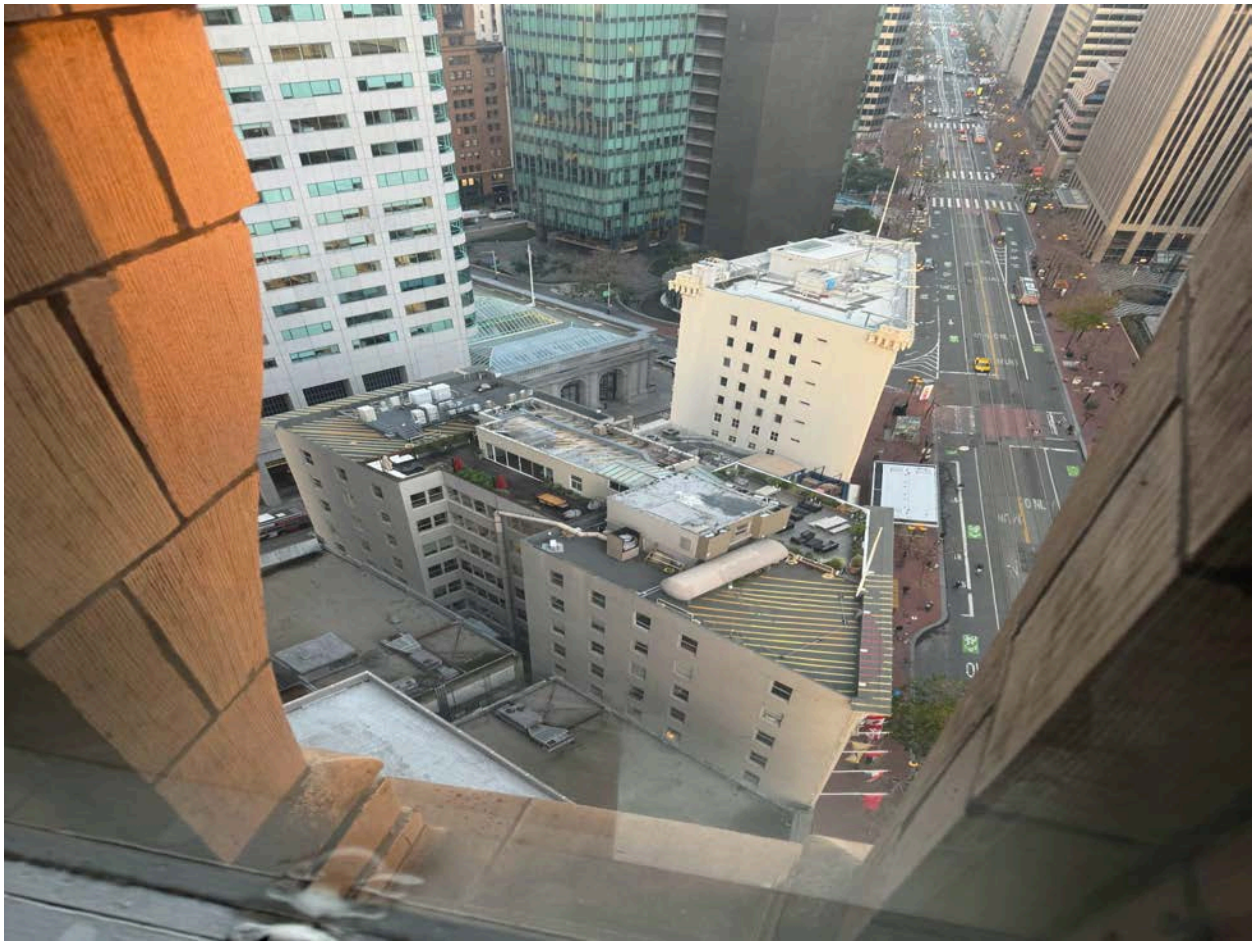
Subject block of Market Street with subject property (570 Market Street) at center (December 2024)



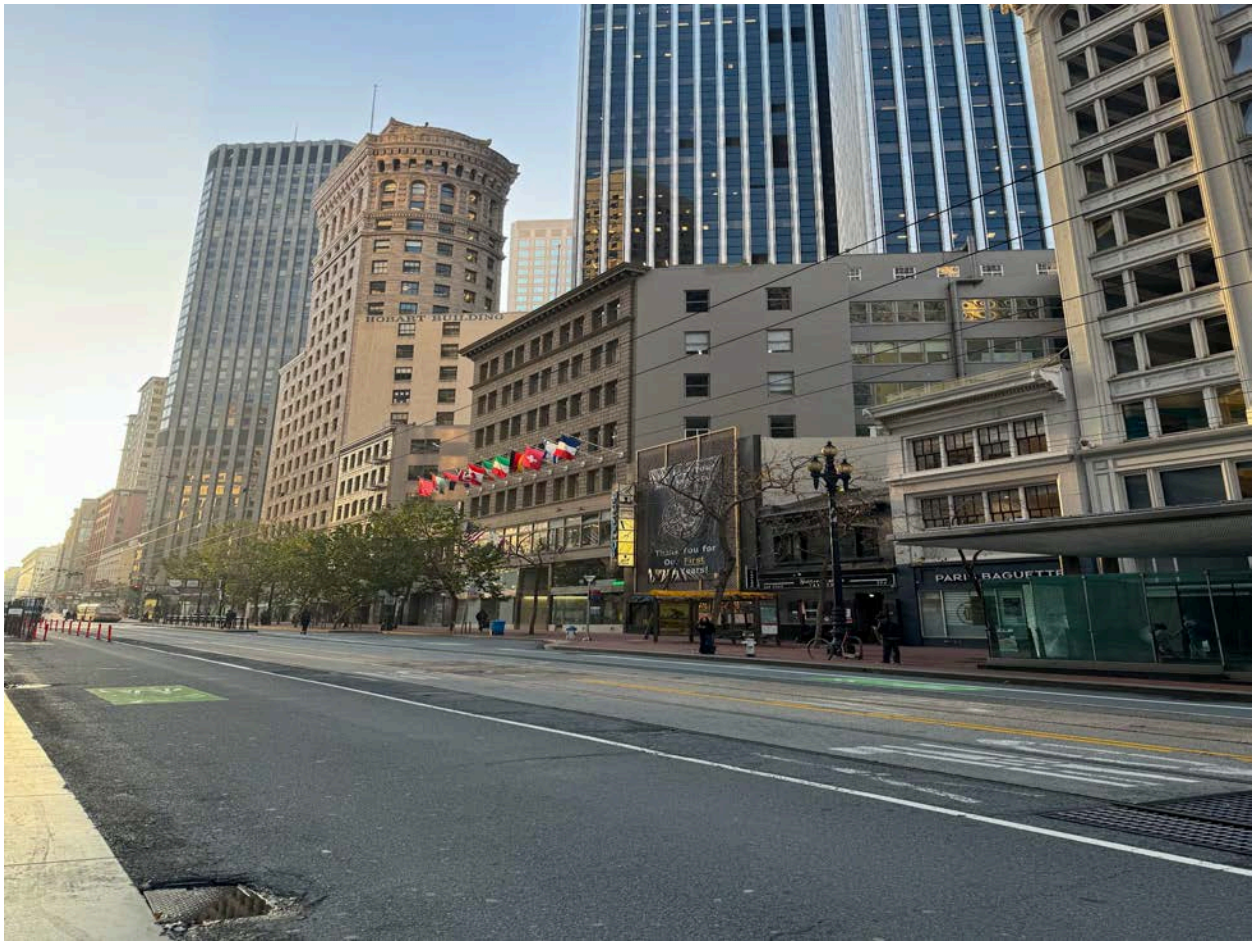
Subject property (Sutter Street side) (Source: Google, April 2023)



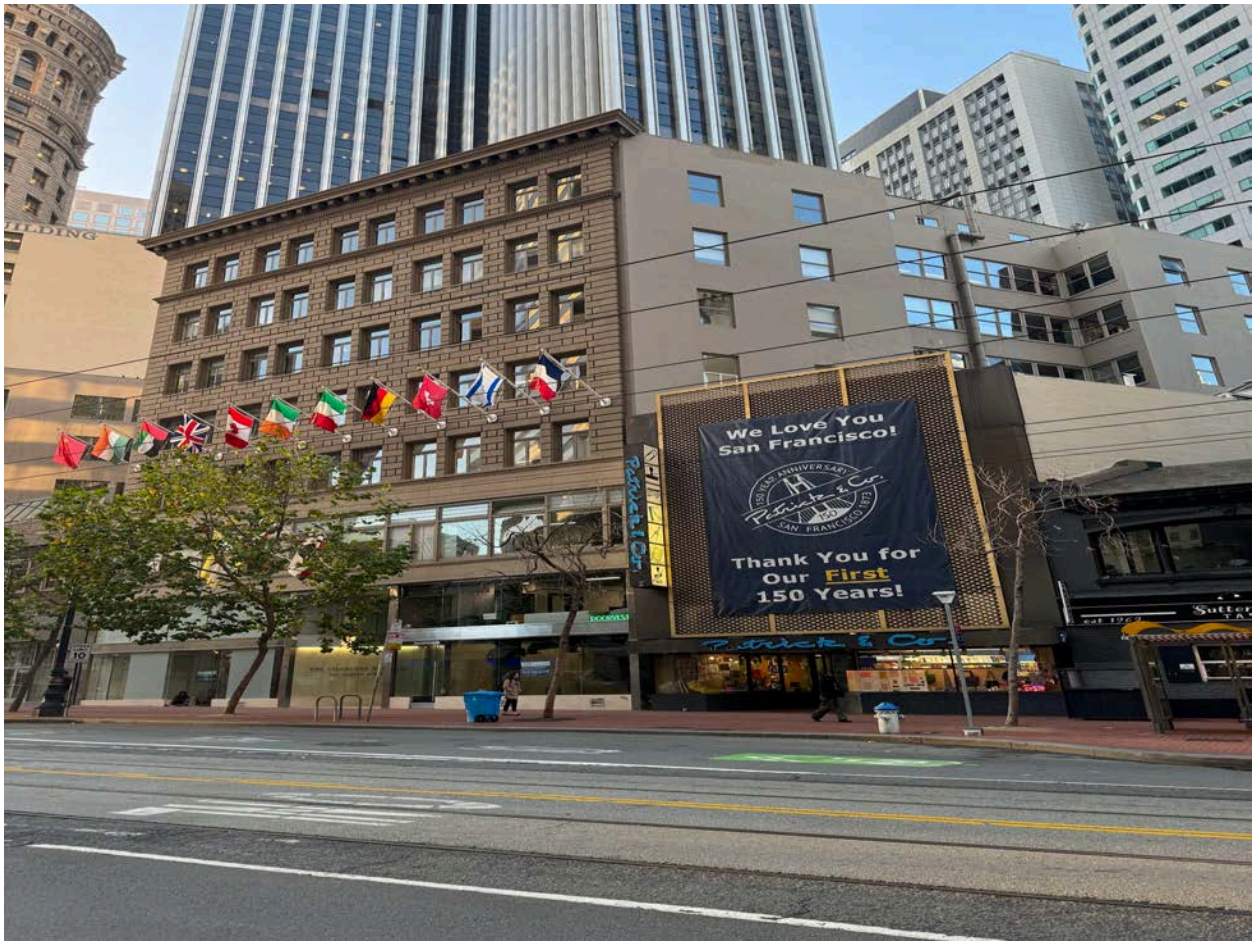
Aerial view of subject property (570 Market Street) at center (December 2024)



Aerial view of subject property (570 Market Street) at center (December 2024)



Subject block of Market Street (December 2024)



Subject block of Market Street (December 2024)



Subject block of Market Street (December 2024)



Subject block of Market Street (December 2024)



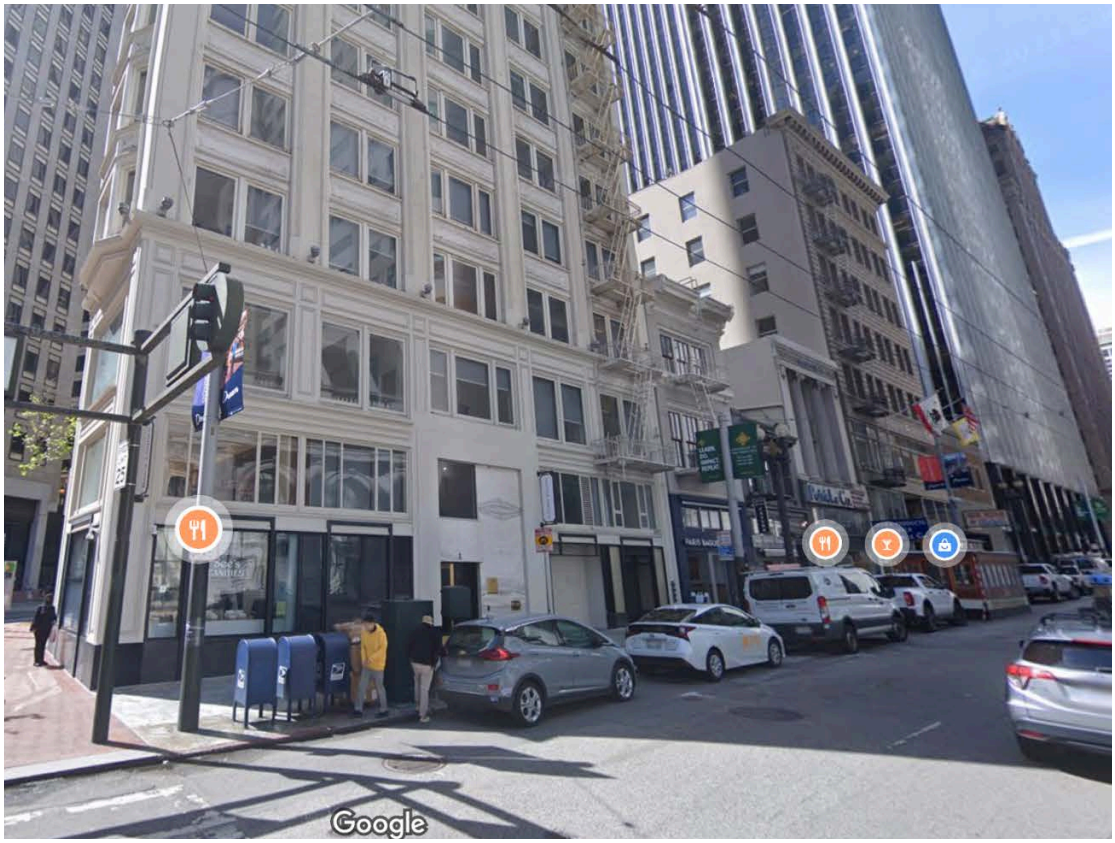
Subject block of Market Street (December 2024)



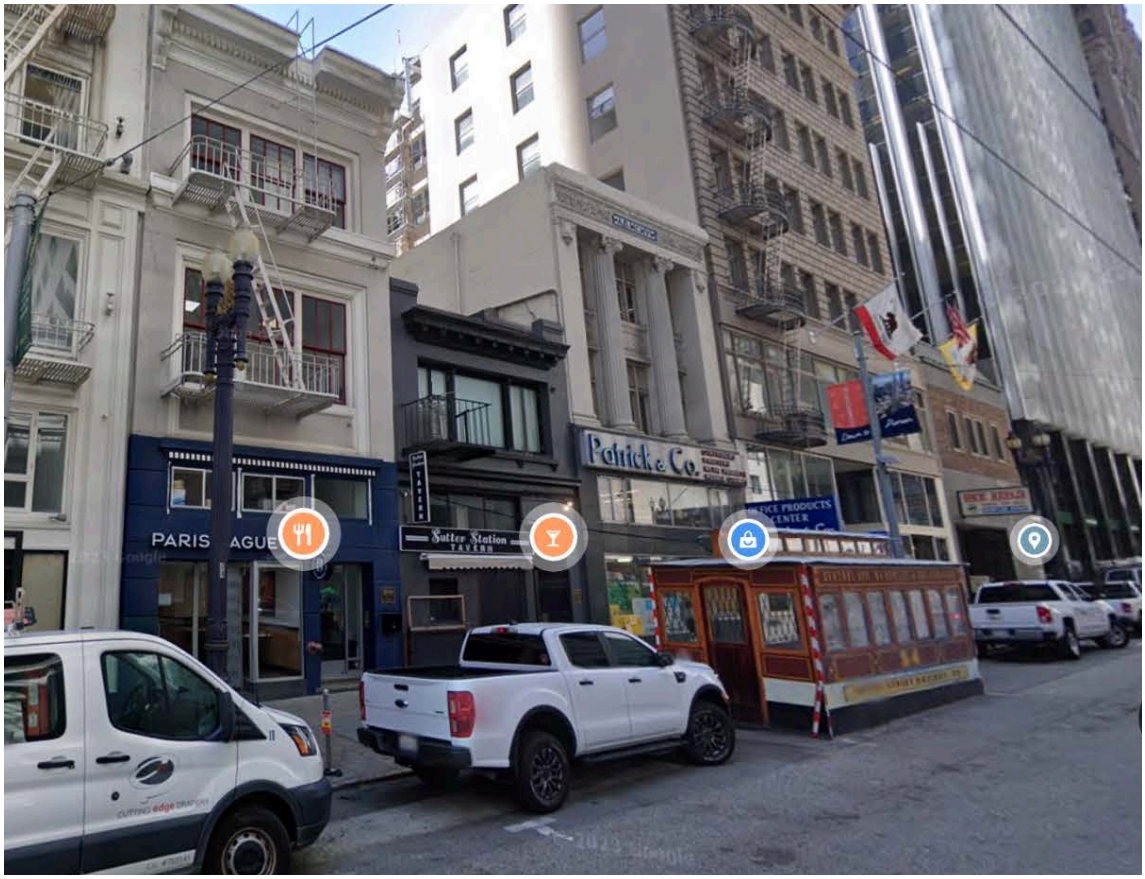
Subject block of Market Street (December 2024)



Subject block of Market Street (December 2024)



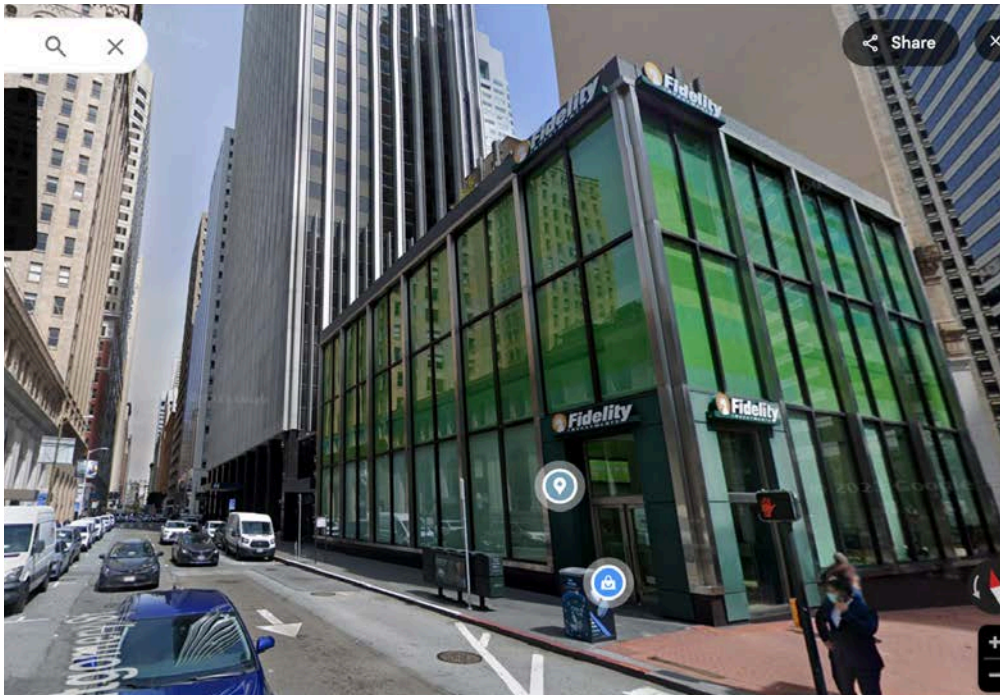
Subject block of Market Street (Source: Google, April 2023)



Subject block of Market Street (Source: Google, April 2023)



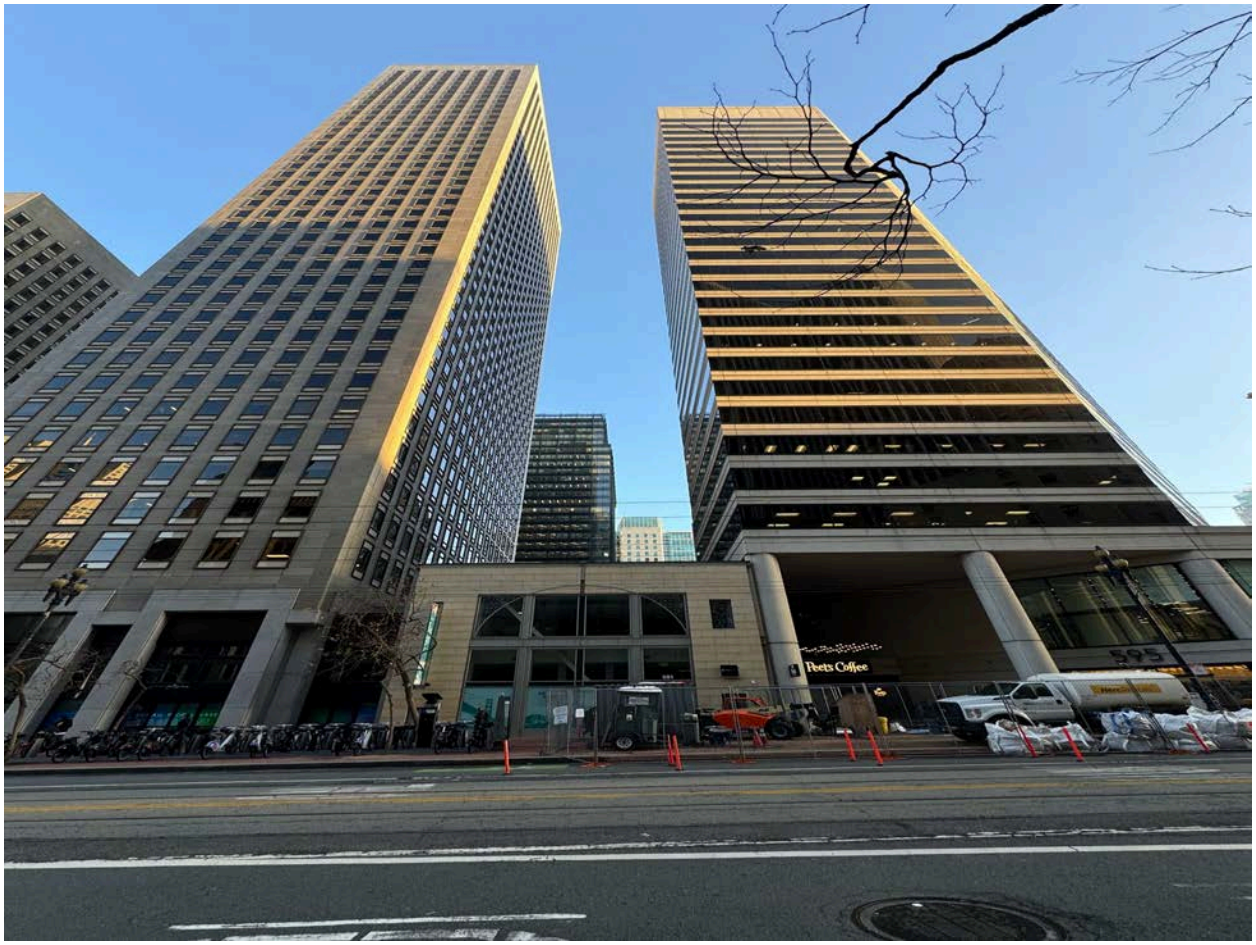
Subject block of Market Street showing 44 Montgomery Street (December 2024)



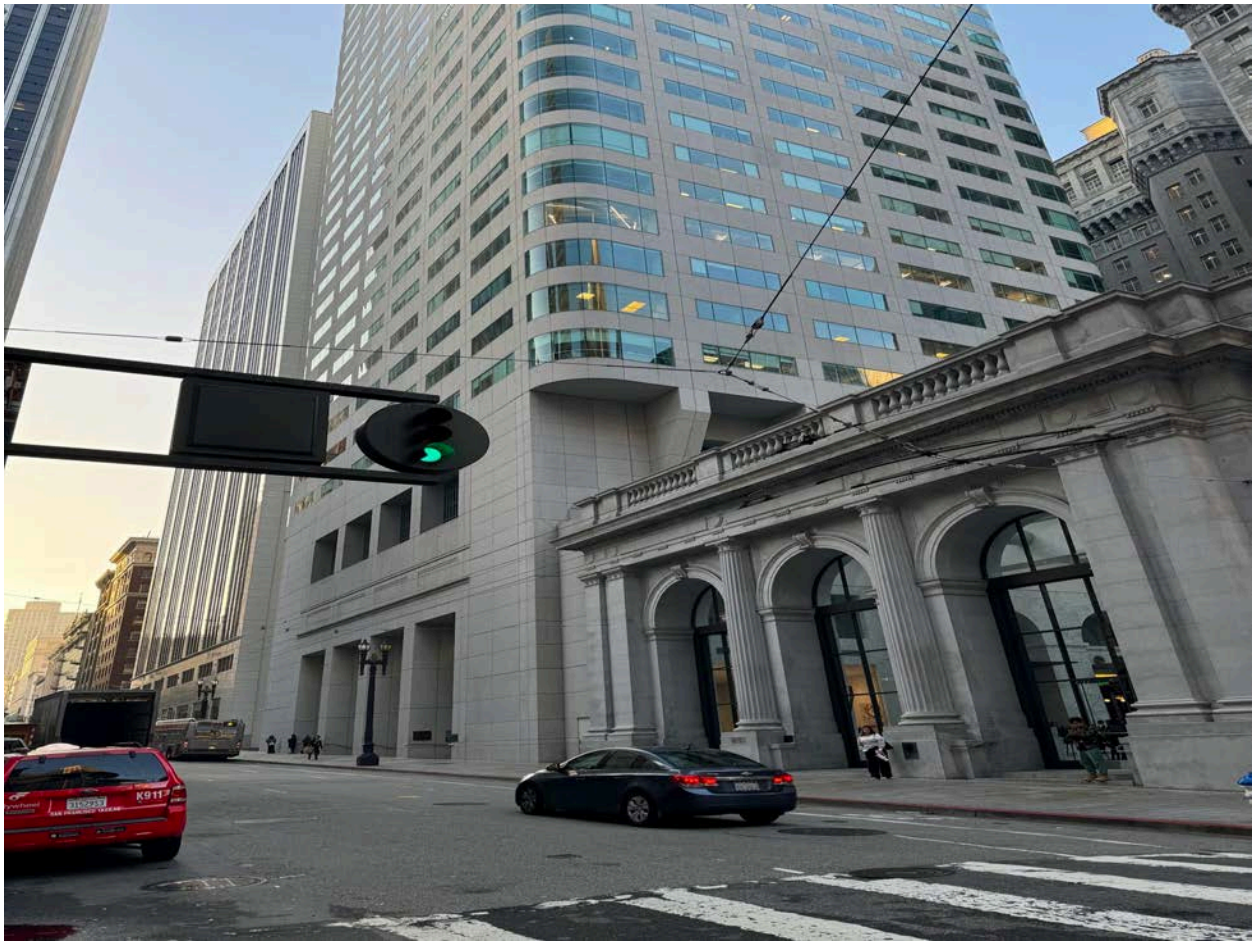
Montgomery Street side of subject block (2-44 Montgomery Street) (Source: Google, April 2023)



Buildings across the street (south) from the subject block of Market Street (December 2024)



Buildings across the street (south) from the subject block of Market Street (December 2024)



Buildings across the street (north) from the subject block of Sutter Street (December 2024)

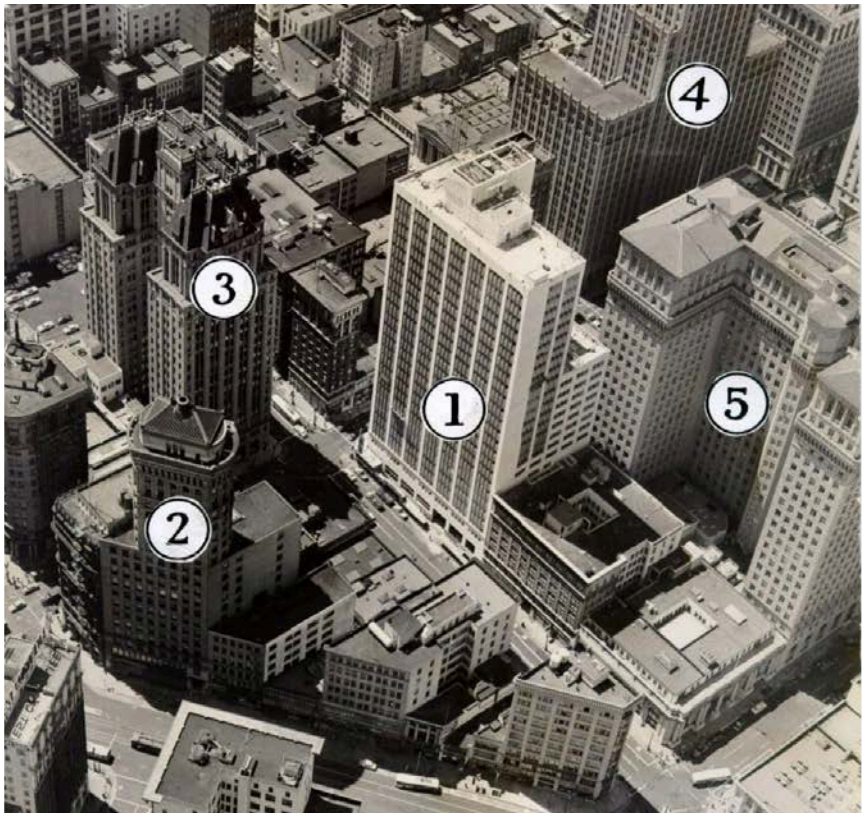
Historic Photographs of Subject Property



500 block of Market Street, August 27, 1934 (Source: San Francisco Public Library, AAC-4928)



Sutter Street from Sansome, May 17, 1938 (Source: San Francisco Public Library, AAF-1080)



500 block of Market Street, July 6, 1955 (Source: San Francisco Public Library, AAB-8489)



Looking northeast toward 500 block of Market Street, October 1967 (Source: San Francisco Public Library, sfm005-10041)



Sutter Street from Montgomery Street, October 1973 (Source: San Francisco Public Library, AAB-5401)


PRINTER
STATIONER
RUBBER
STAMPS
CHANCERY BUILDING
2323
DIET

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- Bachelor of Arts, Humanities, University of California, Berkeley, 1986

PROFESSIONAL EXPERIENCE

- Katherine Petrin Consulting, San Francisco, CA
  Principal, April 2013 – present
- Architectural Resources Group, Inc., San Francisco, CA
  Senior Associate
  Architectural Historian and Preservation Planner, May 2000 - March 2013
- HOK International, London, UK
  Architectural Historian and Conservation Research, 1997 - 1999
- Fundacíon Casa Ducal de Medinaceli, Seville, Spain
  Documentation of Conservation Projects, 1992-1994

PROFESSIONAL QUALIFICATIONS

Exceeds the *Secretary of the Interior's Professional Qualifications Standards* in History, Preservation Planning, and Architectural History

SKILLS

- Preservation Planning Technical Expertise
- Cultural Resource Advocacy
- Spanish Language Proficiency

SELECTED PROJECT EXPERIENCE

- Old U.S. Mint Restoration Project, San Francisco, CA
- North Beach Historic Resources Evaluation and Survey, San Francisco, CA
- Buon Gusto Sausage Factory, National Register Nomination, San Francisco, CA
- Coit Memorial Tower, National Historic Landmark Nomination, San Francisco, CA (ongoing)
- Lakeside Residential Design Guidelines, San Francisco, CA
- Downtown Pleasanton Historic Resource Survey, City of Pleasanton, CA
- Presidio of San Francisco Barracks Building 105, Historic Structure Report, San Francisco, CA
- Old Mint Opportunity Feasibility Study for the California Historical Society, San Francisco, CA
- Villa Terrace, Modernist Residence, Historic Resource Evaluation, San Francisco, CA
- Santa Barbara County Courthouse, Historic Structure Report, Santa Barbara, CA*
- The Ahwahnee, Historic Structures Report, Yosemite National Park, CA*
- Preservation Element of the City of San Francisco General Plan, San Francisco, CA*
- Bayview Opera House, National Register Nomination, San Francisco, CA*
- Fort Mason Center, Cultural Landscape Report Part II, San Francisco, CA*
- The Old Mint, Historic Structure Report, San Francisco, CA*

**project completed at Architectural Resources Group*

RELATED PROFESSIONAL ACTIVITIES

Board Memberships

San Francisco Architectural Heritage, Board Member, 2018-present
San Francisco Neighborhood Theater Foundation, Vice President, Board Member, 2004-present
Friends of Mint Plaza, Board of Directors, San Francisco, 2018-2023
Save New Mission Theater, Founding Member, San Francisco, 2001-2016

Active Affiliations and Memberships

California Historical Society
Climate Heritage Network
Friends of Terra Cotta
International Council on Monuments and Sites, US National Committee (US / ICOMOS)
National Trust for Historic Preservation
Telegraph Hill Dwellers
Western Neighborhoods Project
World Monuments Fund

Selected Lectures, Community Events, Conferences and Publications

Invited Speaker, “The U.S. Mint + Advocating for Historic Buildings”, Economic Round Table of San Francisco, August 2024.

Invited Speaker, “The Alexandria Theater at 100, “a benefit for Western Neighborhoods Project, November 2023.

Invited Tour Leader, Jackson Square Historic District Walking Tour to benefit Shaping SF, San Francisco, CA, March 2022; a reprise of September 2019 event.

Invited Speaker, “The Old U.S. Mint, A National Treasure," a lecture for The Museum of the San Ramon Valley, July 2021.

Invited Speaker, “The Life and Work of Anne B. Bloomfield” for “Preservationists on Preservationists," a panel discussion organized by San Francisco Heritage, November 2020.

Invited Juror, California Preservation Foundation Design Awards, San Francisco, CA, June 2019.

Invited Guest Critic, ACE Mentor Program, San Francisco, CA, May 2019.

Co-organizer, Local Host Committee for the Cultural Heritage Network Mobilization, an affiliated event of the Global Climate Action Summit in San Francisco, September 2018.

Invited Speaker, “A Commissioner and Planner's Primer to the California Environmental Quality Act" at the California Preservation Foundation, San Francisco, CA, January 2018.

Peer Reviewer, *San Francisco LGBTQ Citywide Historic Context Statement*, 2013-2016.

Invited Speaker, “Discussing Historic Resource Integrity" at the Santa Clara County Historical Heritage Commission, San Jose, CA, November 2015.

Speaker, “Addressing Threats at Historic Seaports” at the National Preservation Conference, Spokane, WA, November 2012.

Co-organizer, “The Architecture of Julia Morgan and Sacred Spaces” a panel discussion organized by San Francisco Zen Center for the statewide program*, Julia Morgan 2012*, October 2012.

Invited Participant, SPUR/SF Architectural Heritage Historic Preservation Task Force, 2011-2013.

Contributing Author, “Palaces for the People: Architecture and the Cinematic Experience” in *Left in the Dark: Portraits of San Francisco Movie Theatres*. Charta, 2010.

Moderator, “Cinema Across Media: The 1920s,” at the First International Berkeley Conference on Silent Cinema, UC Berkeley, February 2011.

Speaker, Co-Author, “Glitz and Glam: Theatrics in the Historical Finishes of Timothy Pflueger,” International Architectural Paint Research in Building Conservation Conference, New York, NY, January 2008.

Steering Committee, 10th Annual International Symposium, International Council on Monuments and Sites, US National Committee (US/ICOMOS), San Francisco, CA, April 2007.

Invited Speaker, “Preserving Motion Picture Palaces,” Program of the National Trust for Historic Preservation and Museum of Modern Art, San Francisco, CA, February 2006.

Speaker, National Trust Conference Session on Modern Historic Resources, Portland, OR, October 2005.

Speaker, Palm Springs Desert Museum, “Building a Desert Oasis: Palm Springs Historic Resources Survey, Palm Springs, CA, May 2004.

Participant, TERRA Conference on Conservation of Earthen Architecture, Yazd, Iran (2003), and Bamako, Mali (2008).

Awards

California Preservation Foundation, Preservation Design Award for *Fort Mason Center Cultural Landscape Report*, 2010.

EXHIBIT E

November 7, 2025

Clerk of the Board of Supervisors
City and County of San Francisco
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

Re: Appeal of Mitigated Negative Declaration for 570 Market Street Project

Dear President and Members of the Board of Supervisors:

We write in the matter of the proposed 29-story hotel project at 570 Market Street. As qualified architectural historians who meet the Secretary of the Interior's Professional Qualifications Standards, we previously submitted analysis identifying inadequacies in the City's environmental review of this project under the California Environmental Quality Act (CEQA). On April 18, 2025, the San Francisco Planning Department issued its response to appeals of the Preliminary Mitigated Negative Declaration (PMND). That response fails to address the deficiencies we identified and continues to rely on incomplete analysis.

For the reasons set forth below, we respectfully request that the Board of Supervisors grant the appeal, overturn the MND, and direct the preparation of a full Environmental Impact Report (EIR).

I. CEQA Historical Resource Analysis is Incomplete
The Planning Department relies on a 2019 Historic Resource Evaluation (HRE) and a 2020 concurrence letter to conclude that 570 Market is not eligible under California Register Criteria 1–3, noting that the Willis Polk and James Miller designs were obscured by a facade remodel in 1972.

We agree that 570 Market Street does not appear to be individually eligible for listing in the California Register based on the current record. However, the property retains integrity of location, design (footprint/massing), setting, and association, and is historically associated with master architects Willis Polk and James R. Miller. The Planning Department's reliance on the 2019 HRE to assert that the 1972 remodel "removed all traces of the original buildings" and thus making the property ineligible under California Register Criteria 1-3 remains in dispute.

Importantly, our appeal does not depend on establishing individual eligibility at 570 Market Street. The more consequential CEQA errors are the City's (1) failure to analyze indirect and contextual impacts to adjacent A-rated resources and (2) failure to evaluate the subject block's potential as a historic district despite the concentration of A-rated buildings there and on surrounding blocks. (It is worth noting that the entire Financial District is majority A-rated.) The PMND concludes with a no-historical-resource finding at the project site and a "less-than-significant/no impact" determination for surrounding CEQA historical resources without the necessary analysis.

II. Impacts to Adjacent Historical Resources and Potential Districts Not Analyzed
The project site is surrounded by multiple A-rated historic resources, including the Hobart Building, Chancery Building, and 550–560 Market Street, and is adjacent to the New

Montgomery–Mission–Second Street Conservation District. Yet the Planning Department asserts that demolition and new construction "would not affect" these CEQA historical resources. This conclusion disregards both CEQA and the Secretary of the Interior's Standards.

CEQA Guidelines §15064.5(b)(1) define substantial adverse change to include alteration of a resource's immediate surroundings such that its significance is materially impaired. The proposed 29-story tower is entirely incompatible in massing, size, and scale with the Hobart Building and the cohesive collection of early 20th-century commercial buildings on this block. Under Standards 9 and 10, the proposed building fails because it is not compatible in scale or proportion and would irreversibly alter the historic setting.

Furthermore, the Department refuses to evaluate the block as a potential historic district despite the concentration of A-rated buildings. CEQA requires consideration of potential districts where such clusters exist.

III. InadequateCumulative Analysis
CEQA requires cumulative analysis to reflect past, present, and reasonably foreseeable projects. In the Financial District and Market Street corridor, multiple large-scale developments have been proposed or approved since 2019. These potential cumulative impacts on historical resources have not been studied by the Department as of the last hearing.

IV. Mitigation Measures Do Not Address Historical Resource Impacts
The Department relies heavily on mitigation measures, such as vibration monitoring, to conclude that impacts to CEQA historical resources are less than significant. These measures prevent structural damage but do nothing to mitigate broader impacts on setting, scale compatibility, or the integrity of adjacent resources. CEQA requires analysis and mitigation of these contextual effects.

Conclusion
The City's response fails to correct the fundamental deficiencies in the MND. By dismissing potential historical resource eligibility, and ignoring cumulative district and setting impacts, the Planning Department has deprived the Board of Supervisors and the public of the comprehensive review CEQA requires.

For these reasons, we respectfully request that the Board of Supervisors uphold the appeal, overturn the MND, and require preparation of a full EIR to adequately address potential environmental impacts at and surrounding 570 Market Street.

Thank you for your consideration.

Sincerely,

Shayne E. Watson
Watson Heritage Consulting

Katherine T. Petrin
Katherine Petrin Consulting





EXHIBIT F


Let us save you the trip.
Coming right up.
amazon
ups
NO PARKING
Ride happy
NDPIPE CONNECTION
HIND THIS DOOR
Sutter Street 7/10/2025 02:12:19.052 PM (GMT-7:00)


ups
VANBARTON
Sutter Street 7/29/2025 01:26:08.780 PM (GMT-7:00)


ais
Advanced Installation Services
SPEED PACK
Sutter Street 9/9/2025 05:19:57.942 AM (GMT-7:00)

From:	Board of Supervisors (BOS)
To:	BOS-Supervisors; BOS-Legislative Aides
Cc:	BOS-Operations; BOS Legislation, (BOS); Calvillo, Angela (BOS); De Asis, Edward (BOS); Entezari, Mehran (BOS); Mchugh, Eileen (BOS); Ng, Wilson (BOS); Somera, Alisa (BOS)
Subject:	FW: Local 2 Letter of support, 570 Market Project
Date:	Thursday, November 13, 2025 10:18:15 AM
Attachments:	570 Market St. Local 2 support letter 4-24-25-1-1.pdf

Hello,

Please see attached and below communication regarding **File No. 251034:**

Hearing of persons interested in or objecting to the approval of a Final Mitigated Negative Declaration under the California Environmental Quality Act for the proposed project at 570 Market Street, identified in Planning Case No. 2019-017622ENV, and affirmed on appeal by the Planning Commission and issued on May 19, 2025. (District 3) (Appellants: Brian B. Flynn of Lozeau Drury LLP, on behalf of BCal 44 Montgomery Property LLC; Anna C. Shimko of Burke, Williams & Sorensen, LLP, on behalf of CPH 564, LP) (Filed October 10, 2025)

Regards,

John Bullock
Office of the Clerk of the Board
San Francisco Board of Supervisors
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco, CA 94102
(415) 554-5184
BOS@sfgov.org | www.sfbos.org

Disclosures: *Personal information that is provided in communications to the Board of Supervisors is subject to disclosure under the California Public Records Act and the San Francisco Sunshine Ordinance. Personal information provided will not be redacted. Members of the public are not required to provide personal identifying information when they communicate with the Board of Supervisors and its committees. All written or oral communications that members of the public submit to the Clerk's Office regarding pending legislation or hearings will be made available to all members of the public for inspection and copying. The Clerk's Office does not redact any information from these submissions. This means that personal information—including names, phone numbers, addresses and similar information that a member of the public elects to submit to the Board and its committees—may appear on the Board of Supervisors website or in other public documents that members of the public may inspect or copy.*

From: Cynthia Gómez <cgomez@unitehere2.org>
Sent: Monday, November 10, 2025 3:26 PM
To: Board of Supervisors (BOS) <board.of.supervisors@sfgov.org>
Subject: Local 2 Letter of support, 570 Market Project

This message is from outside the City email system. Do not open links or attachments from untrusted sources.

Greetings Board members,

Attached please find a letter in support of the proposed hotel project at 570 Market Street, an appeal of which is scheduled before you next week Thank you, and please feel free to reach out to me with any questions.

Best,

--
Cynthia Gómez
Senior Research Analyst
she/her/hers
UNITE/HERE, Local 2
209 Golden Gate Avenue
San Francisco, CA 94102
cgomez@unitehere2.org
415.864.8770, ext. 763

UNITE HERE!

April 25, 2025

San Francisco Planning Commission
Secretary of Commission Affairs
San Francisco Planning Department
Attn: Jonas Ionin

RE: 570 Market Street Hotel Project

Dear Members of the Planning Commission,

This letter is in support of the proposed hotel project at 570 Market Street. As a union representing hospitality employees, we are always concerned with whether new jobs created in this industry will serve to lift up the community by providing leading wages and working conditions for the hardworking people who work in our city's hotels.

Hotel developers have historically supported the creation of good quality jobs by agreeing to remain neutral and present no encumbrances to efforts by their employees to form a union. These agreements ensure that jobs created are good quality jobs, and as such they set a standard that we believe should be followed by all hotel developers. The developer of this project has also signed an agreement which covers the building trades as well.

We support this project for its guarantees of good quality jobs in this critical industry for San Francisco, and we urge you to grant all necessary approvals.

Sincerely,

Lizzy Tapia
President

opeiu-29-afl-cio(51)mds

Elizabeth Tapia, President
Tina Chen, Secretary-Treasurer
Yulisa Elenes, Vice-President
Chito Cuellar, Vice-President

209 Golden Gate Ave., San Francisco, CA 94102 • phone: 415.864.8770 • fax: 415.864.4158
209 Highland Ave. Burlingame, CA 94010 • phone: 650.344.6827 • fax: 650.344.9406
1025 3rd St., Oakland, CA 94607 • phone: 510.893.3181

From:	BOS Legislation, (BOS)
To:	"brian@lozeaudrury.com"; "AShimko@bwslaw.com"; "CEliason@bwslaw.com"; "EShaffer@bwslaw.com"; "msarjapur@reubenlaw.com"
Cc:	RUSSI, BRAD (CAT); JENSEN, KRISTEN (CAT); YANG, AUSTIN (CAT); RUIZ-ESQUIDE, ANDREA (CAT); Dennis Phillips, Sarah (CPC); Gibson, Lisa (CPC); Dwyer, Debra (CPC); Navarrete, Joy (CPC); Lewis, Don (CPC); Switzky, Joshua (CPC); Teague, Corey (CPC); Tam, Tina (CPC); Sider, Dan (CPC); Starr, Aaron (CPC); Watty, Elizabeth (CPC); Ionin, Jonas (CPC); Vimr, Jonathan (CPC); Shum, Ryan (CPC); Lamarre, Julie (BOA); Longaway, Alec (BOA); BOS-Supervisors; BOS-Legislative Aides; Calvillo, Angela (BOS); Somera, Alisa (BOS); Mchugh, Eileen (BOS); BOS Legislation, (BOS)
Bcc:	"hestor@earthlink.net"
Subject:	HEARING NOTICE: Hearing - Appeal of Final Mitigated Negative Declaration - Proposed 570 Market Street Project
Date:	Tuesday, November 4, 2025 8:18:00 AM

Greetings,

The Office of the Clerk of the Board has scheduled a hearing for Special Order before the Board of Supervisors on **November 18, 2025**, at 3:00 p.m. for the appeal of the CEQA Final Mitigated Negative Declaration for the proposed project at 570 Market Street.

Please find the following link to the hearing notice for the matter:

Public Hearing Notice - November 4, 2025

I invite you to review the entire matters on our Legislative Research Center by following the link below:

Board of Supervisors File No. 251034

Best regards,

Jocelyn Wong
Legislative Clerk
San Francisco Board of Supervisors
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco, CA 94102
T: 415.554.7702 | F: 415.554.5163
jocelyn.wong@sfgov.org | www.sfbos.org

(VIRTUAL APPOINTMENTS) To schedule a "virtual" meeting with me (on Microsoft Teams), please ask and I can answer your questions in real time.

Click **HERE** to complete a Board of Supervisors Customer Service Satisfaction form.

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BOARD of SUPERVISORS

City Hall
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco, CA 94102-4689
Tel. No. (415) 554-5184
Fax No. (415) 554-5163
TDD/TTY No. (415) 554-5227

NOTICE OF PUBLIC HEARING

BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO
Sent via Email and/or U.S. Postal Service

NOTICE IS HEREBY GIVEN THAT the Board of Supervisors of the City and County of San Francisco will hold a public hearing to consider the following appeal and said public hearing will be held as follows, at which time all interested parties may attend and be heard.

Date: **Tuesday, November 18, 2025**

Time: **3:00 p.m.**

Location: **Legislative Chamber, Room 250, located at City Hall**
1 Dr. Carlton B. Goodlett Place, San Francisco, CA

Subject: **File No. 251034.** Hearing of persons interested in or objecting to the approval of a Final Mitigated Negative Declaration under the California Environmental Quality Act for the proposed project at 570 Market Street, identified in Planning Case No. 2019-017622ENV, and affirmed on appeal by the Planning Commission and issued on May 19, 2025. (District 3) (Appellants: Brian B. Flynn of Lozeau Drury LLP, on behalf of BCal 44 Montgomery Property LLC; Anna C. Shimko of Burke, Williams & Sorensen, LLP, on behalf of CPH 564, LP)
(Filed October 10, 2025)

In accordance with Administrative Code, Section 67.7-1, persons who are unable to attend the hearing on this matter may submit written comments. These comments will be added to the official public record in this matter and shall be brought to the attention of the Board of Supervisors. Written comments should be addressed to Angela Calvillo, Clerk of the Board, City Hall, 1 Dr. Carlton B. Goodlett Place, Room 244, San Francisco, CA, 94102 or sent via email (bos.@sfgov.org). Information relating to this matter is available in the Office of the Clerk of the Board or the Board of Supervisors' Legislative Research Center (https://sfbos.org/legislative-research-center-lrc). Agenda information relating to this matter will be available for public review on Friday, November 14, 2025.

For any questions about this hearing, please contact our office at bos.legislation@sfgov.org or call (415) 554-5184.

Angela Calvillo
Clerk of the Board of Supervisors
City and County of San Francisco

jw:ll:ak:ams

DATED ~ MAILED ~ EMAILED ~ POSTED: November 4, 2025

BOARD of SUPERVISORS

City Hall
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco 94102-4689
Tel. No. (415) 554-5184
Fax No. (415) 554-5163
TDD/TTY No. (415) 554-5227

PROOF OF MAILING

Legislative File No. 251034

Description of Items: Hearing - Appeal of Final Mitigated Negative Declaration - Proposed 570 Market Street Project -3 Notices Mailed

I, Jocelyn Wong, an employee of the City and County of San Francisco, mailed the above described document(s) by depositing the sealed items with the United States Postal Service (USPS) with the postage fully prepaid as follows:

Date: 11/4/25

Time: 8:19 A.M.

USPS Location: Repro Pick-up Box in the Clerk of the Board's Office (Rm 244)

Mailbox/Mailslot Pick-Up Times (if applicable): N/A

Signature: 

Instructions: Upon completion, original must be filed in the above referenced file.

From:	BOS Legislation, (BOS)
To:	Liu, Bella (CPC); Yeung, Tony (CPC); Chen, Theodore (CPC); Jiang, Biling (CPC); Tso, Jonathan (CPC)
Cc:	BOS-Operations; BOS Legislation, (BOS)
Subject:	APPEAL FILING FEES PICKUP: Appeal of CEQA Final Mitigated Negative Declaration - Proposed 570 Market Street Project - Appeal Hearing November 18, 2025
Date:	Thursday, October 16, 2025 3:21:13 PM
Attachments:	image001.png Appeal Check Pickup - Flynn.doc Appeal Check Pickup - Shimko.doc

Hello,

We have appeal checks for pick up for the listed appeal project, ready to be picked up at the Clerk's Office, Monday through Friday from 8:00 a.m. to 5:00 p.m.:

File No.	Check #	Fee Waiver
251034 - Hearing - Appeal of Final Mitigated Negative Declaration - Proposed 570 Market Street Project	#1147 By Lozeau Drury LLP	None submitted
	#41741 By Burke, Williams & Sorensen, LLP	None submitted

Ops,
The checks should be in your possession currently. Please have Planning sign the attached pick up forms and scan it to leg clerks when completed. Thank you.

Lisa Lew
San Francisco Board of Supervisors
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco, CA 94102
T 415-554-7718 | F 415-554-5163
lisa.lew@sfgov.org | www.sfbos.org

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From: BOS Legislation, (BOS) <bos.legislation@sfgov.org>
Sent: Thursday, October 16, 2025 2:48 PM
To: 'brian@lozeaudrury.com' <brian@lozeaudrury.com>; 'AShimko@bwslaw.com' <AShimko@bwslaw.com>; 'CEliason@bwslaw.com' <CEliason@bwslaw.com>; 'EShaffer@bwslaw.com' <EShaffer@bwslaw.com>; 'msarjapur@reubenlaw.com' <msarjapur@reubenlaw.com>
Cc: RUSSI, BRAD (CAT) <Brad.Russi@sfcityatty.org>; JENSEN, KRISTEN (CAT) <Kristen.Jensen@sfcityatty.org>; YANG, AUSTIN (CAT) <Austin.Yang@sfcityatty.org>; RUIZ-ESQUIDE, ANDREA (CAT) <Andrea.Ruiz-Esquide@sfcityatty.org>; Dennis Phillips, Sarah (CPC) <sarah.dennis-phillips@sfgov.org>; Gibson, Lisa (CPC) <lisa.gibson@sfgov.org>; Dwyer, Debra (CPC) <debra.dwyer@sfgov.org>; Navarrete, Joy (CPC) <joy.navarrete@sfgov.org>; Lewis, Don (CPC) <don.lewis@sfgov.org>; Switzky, Joshua (CPC) <joshua.switzky@sfgov.org>; Teague, Corey (CPC) <corey.teague@sfgov.org>; Tam, Tina (CPC) <tina.tam@sfgov.org>; Sider, Dan (CPC) <dan.sider@sfgov.org>; Starr, Aaron (CPC) <aaron.starr@sfgov.org>; Watty, Elizabeth (CPC) <elizabeth.watty@sfgov.org>; Ionin, Jonas (CPC) <jonas.ionin@sfgov.org>; Vimr, Jonathan (CPC) <jonathan.vimr@sfgov.org>; Shum, Ryan (CPC) <ryan.shum@sfgov.org>; Lamarre, Julie (BOA) <julie.lamarre@sfgov.org>; Longaway, Alec (BOA) <alec.longaway@sfgov.org>; BOS-Supervisors <bos-supervisors@sfgov.org>; BOS-Legislative Aides <bos-legislative_aides@sfgov.org>; Calvillo, Angela (BOS) <angela.calvillo@sfgov.org>; Somera, Alisa (BOS) <alisa.somera@sfgov.org>; Mchugh, Eileen (BOS) <eileen.e.mchugh@sfgov.org>; BOS Legislation, (BOS) <bos.legislation@sfgov.org>
Subject: Appeal of CEQA Final Mitigated Negative Declaration - Proposed 570 Market Street Project - Appeal Hearing November 18, 2025

Greetings,

The Office of the Clerk of the Board has scheduled for a hearing Special Order before the Board of Supervisors on **November 18, 2025, at 3:00 p.m.** Please find linked below appeal letters regarding the proposed 570 Market Street project, as well as direct links to the Planning Department's timely filing determination, and an informational letter from the Clerk of the Board.

Brian Flynn Appeal Letter - October 10, 2025
Anna Shimko Appeal Letter - October 10, 2025
Planning Department Memo - October 15, 2025
Clerk of the Board Letter - October 16, 2025

I invite you to review the entire matters on our Legislative Research Center by following the link below:

Board of Supervisors File No. 251034

Regards,

Lisa Lew
San Francisco Board of Supervisors

1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco, CA 94102
T 415-554-7718 | F 415-554-5163
lisa.lew@sfgov.org | www.sfbos.org

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BOARD of SUPERVISORS

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San Francisco 94102-4689
Tel. No. (415) 554-5184
Fax No. (415) 554-5163
TDD/TTY No. (415) 554-5227

October 16, 2025

File Nos. 251034-251037
Planning Case No. 2019-017622ENV

Received from the Board of Supervisors Clerk's Office one check, one in the amount of Seven Hundred Eighty Seven Dollars ($787) the filing fee paid by Lozeau Drury LLP for the appeal of the CEQA Issuance of Final Mitigated Negative Declaration for the proposed 570 Market Street project:

Planning Department By:

Tony Yeung
Print Name

10/20/25
Signature and Date

BOARD of SUPERVISORS

City Hall
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco 94102-4689
Tel. No. (415) 554-5184
Fax No. (415) 554-5163
TDD/TTY No. (415) 554-5227

October 16, 2025

File Nos. 251034-251037
Planning Case No. 2019-017622ENV

Received from the Board of Supervisors Clerk's Office one check, one in the amount of Seven Hundred Eighty Seven Dollars ($787) the filing fee paid by Burke, Williams & Sorensen, LLP for the appeal of the CEQA Issuance of Final Mitigated Negative Declaration for the proposed 570 Market Street project:

Planning Department By:

Tony Jeung
Print Name

10/20/25
Signature and Date

From:	BOS Legislation, (BOS)
To:	"brian@lozeaudrury.com"; "AShimko@bwslaw.com"; "CEliason@bwslaw.com"; "EShaffer@bwslaw.com"; "msarjapur@reubenlaw.com"
Cc:	RUSSI, BRAD (CAT); JENSEN, KRISTEN (CAT); YANG, AUSTIN (CAT); RUIZ-ESQUIDE, ANDREA (CAT); Dennis Phillips, Sarah (CPC); Gibson, Lisa (CPC); Dwyer, Debra (CPC); Navarrete, Joy (CPC); Lewis, Don (CPC); Switzky, Joshua (CPC); Teague, Corey (CPC); Tam, Tina (CPC); Sider, Dan (CPC); Starr, Aaron (CPC); Watty, Elizabeth (CPC); Ionin, Jonas (CPC); Vimr, Jonathan (CPC); Shum, Ryan (CPC); Lamarre, Julie (BOA); Longaway, Alec (BOA); BOS-Supervisors; BOS-Legislative Aides; Calvillo, Angela (BOS); Somera, Alisa (BOS); Mchugh, Eileen (BOS); BOS Legislation, (BOS)
Subject:	Appeal of CEQA Final Mitigated Negative Declaration - Proposed 570 Market Street Project - Appeal Hearing November 18, 2025
Date:	Thursday, October 16, 2025 2:48:05 PM
Attachments:	image001.png

Greetings,

The Office of the Clerk of the Board has scheduled for a hearing Special Order before the Board of Supervisors on **November 18, 2025, at 3:00 p.m.** Please find linked below appeal letters regarding the proposed 570 Market Street project, as well as direct links to the Planning Department's timely filing determination, and an informational letter from the Clerk of the Board.

Brian Flynn Appeal Letter - October 10, 2025
Anna Shimko Appeal Letter - October 10, 2025
Planning Department Memo - October 15, 2025
Clerk of the Board Letter - October 16, 2025

I invite you to review the entire matters on our Legislative Research Center by following the link below:

Board of Supervisors File No. 251034

Regards,

Lisa Lew
San Francisco Board of Supervisors
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco, CA 94102
T 415-554-7718 | F 415-554-5163
lisa.lew@sfgov.org | www.sfbos.org

(VIRTUAL APPOINTMENTS) To schedule a "virtual" meeting with me (on Microsoft Teams), please ask and I can answer your questions in real time.

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public documents that members of the public may inspect or copy.

BOARD of SUPERVISORS

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TDD/TTY No. (415) 554-5227

October 16, 2025

Brian B. Flynn
Lozeau Drury LLP
1939 Harrison Street, Suite 150
Oakland, CA 94612

Anna C. Shimko
Burke, Williams & Sorensen, LLP
1 California Street, Suite 3050
San Francisco, CA 94111

Subject: **File No. 251034 - Appeal of California Environmental Quality Act (CEQA) Issuance of Final Mitigated Negative Declaration - Proposed 570 Market Street Project**

Dear Mr. Flynn and Ms. Shimko:

The Office of the Clerk of the Board is in receipt of a memorandum, dated October 15, 2025, from the Planning Department regarding their determination on the timely filing for appeals of the CEQA Final Mitigated Negative Declaration for the proposed 570 Market Street project.

The Planning Department has determined that the appeals were filed in a timely manner (copy attached).

Pursuant to Administrative Code, Section 31.16, a hearing date has been scheduled for **Tuesday, November 18, 2025, at 3:00 p.m.**, at the Board of Supervisors meeting.

Please provide to the Clerk's Office by noon:

20 days prior to the hearing: *Wednesday, October 29, 2025*	names and addresses of interested parties to be notified of the hearing, in spreadsheet format; and
11 days prior to the hearing: *Friday, November 7, 2025*	any documentation which you may want available to the Board members prior to the hearing.

For the above, the Clerk's office requests electronic files be sent to bos.legislation@sfgov.org.

Please feel free to contact our office at bos.legislation@sfgov.org or call (415) 554-5184 if you have any questions.

Very truly yours,

Angela Calvillo
Clerk of the Board

ll:jw:ak:ams

c: Brad Russi, Deputy City Attorney
Kristen Jensen, Deputy City Attorney
Austin Yang, Deputy City Attorney
Andrea Ruiz-Esquide, Deputy City Attorney
Sarah Dennis Phillips, Director, Planning Department
Lisa Gibson, Environmental Review Officer, Planning Department
Debra Dwyer, Principal Environmental Planner, Planning Department
Joy Navarrete, Environmental Planning, Planning Department
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Jonathan Vimr, Staff Contact, Planning Department
Ryan Shum, Staff Contact, Planning Department
Julie Lamarre, Executive Director, Board of Appeals
Alec Longaway, Legal Process Clerk, Board of Appeals

San Francisco Planning

49 South Van Ness Avenue, Suite 1400
San Francisco, CA 94103
628.652.7600
www.sfplanning.org

FINAL MITIGATED NEGATIVE DECLARATION APPEAL TIMELINESS DETERMINATION

Date: October 15, 2025
To: Angela Calvillo, Clerk of the Board of Supervisors
From: Lisa Gibson, Environmental Review Officer – (628) 652-7571

RE: **Appeal Timeliness Determination – 570 Market Street Final Mitigated Negative Declaration; Planning Department Case No. 2019-017622ENV**

On Friday, October 10, 2025, two parties filed an appeal of the Final Mitigated Negative Declaration (FMND) for the proposed project at 570 Market Street were filed with the Office of the Clerk of the Board of Supervisors. The parties are:

- Anna Shimko of Burke, Williams & Sorensen, LLP on behalf of CPH 564, LP – Owner of 564 Market Street (the Chancery Building); and
- Brian Flynn of Lozeau Drury LLP on behalf of BCal 44 Montgomery Property LLC – Owner of 44 Montgomery Street

The above parties are hereby collectively referred to as the "appellants." As explained below, the Planning Department finds these two appeals to be timely filed.

Table 1. Timeline of Timeliness Determination

Date of Approval Action	30 Days after Approval Action	Appeal Deadline (Must Be Day Clerk of Board's Office Is Open)	Date of Appeal Filings	Timely?
Thursday, September 11, 2025	Saturday, October 11, 2025	Tuesday, October 14, 2025	Both appeals were filed on Friday, October 10, 2025	Yes

Approval Action: On October 30, 2024, the Planning Department issued a preliminary mitigated negative declaration (PMND) for the proposed project at 570 Market Street. Two appeals of the PMND were filed for this project. On November 20, 2024, Brian Flynn on behalf of BCal 44 Montgomery Property LLC and Edward Shaffer on behalf of Burke, Williams & Sorensen, LLP (appellants) filed separate appeals of the PMND. On December 11, 2024, Mr. Shaffer filed a supplemental appeal letter.

On May 1, 2025, the Planning Commission affirmed the PMND on appeal. On May 19, 2025, the Planning Department issued the Final MND (FMND).

The approval actions for the project were continued to a later hearing on September 11, 2025. The Approval Actions for the project were a Conditional Use Authorization from the planning commission under Planning Code section 303 to permit hotel uses, and a Downtown Large Project Authorization under Planning Code section 309 for projects within a C-3 zoning district greater than 50,000 square feet in area or 75 feet in height and for granting exceptions to the requirements of certain sections of the Planning Code. On September 11, 2025, the planning commission heard the proposed project and approved with conditions the Conditional Use Authorization and Downtown Large Project Authorization.

Appeal Deadline: San Francisco Administrative Code Chapter 31, Section 31.16(d) states that any person or entity that has filed an appeal of the PMND with the Planning Commission during the public comment period provided in Chapter 31 may appeal the Planning Commission's approval of the FMND. The code further provides that the appellant shall submit a letter of appeal to the Clerk of the Board within 30 days after the date of approval action for the project taken in reliance of the FMND. The Approval Action occurred on Thursday, September 11, 2025, and the 30th day after the Date of the Approval Action is Saturday, October 11, 2025. The next day when the Office of the Clerk of the Board of Supervisors was open was Tuesday, October 14, 2025 (appeal deadline).

Appellant Standing: The appellants timely appealed the PMND to the Planning Commission, which held an appeal hearing on May 1, 2025. Therefore, the appellants have standing to appeal the FMND.

Appeal Filing and Timeliness: The appellants filed the appeal of the FMND on Friday, October 10, 2025, prior to the end of the appeal deadline on Tuesday, October 14, 2025. Therefore, the appeals are timely.

From:	BOS Legislation, (BOS)
To:	Dennis Phillips, Sarah (CPC)
Cc:	RUSSI, BRAD (CAT); JENSEN, KRISTEN (CAT); YANG, AUSTIN (CAT); RUIZ-ESQUIDE, ANDREA (CAT); Gibson, Lisa (CPC); Dwyer, Debra (CPC); Navarrete, Joy (CPC); Lewis, Don (CPC); Switzky, Joshua (CPC); Teague, Corey (CPC); Tam, Tina (CPC); Sider, Dan (CPC); Starr, Aaron (CPC); Watty, Elizabeth (CPC); Ionin, Jonas (CPC); Vimr, Jonathan (CPC); Shum, Ryan (CPC); Lamarre, Julie (BOA); Longaway, Alec (BOA); BOS-Supervisors; BOS-Legislative Aides; Calvillo, Angela (BOS); Somera, Alisa (BOS); Mchugh, Eileen (BOS); BOS Legislation, (BOS)
Subject:	Appeal of CEQA Mitigated Negative Declaration - Proposed 570 Market Street Project - Brian B. Flynn of Lozeau Drury LLP, on behalf of BCal 44 Montgomery Property LLC
Date:	Wednesday, October 15, 2025 2:17:54 PM
Attachments:	Appeal Ltr 101025 Flynn.pdf COB Ltr 101525.pdf image001.png
Importance:	High

Dear Director Dennis-Phillips,

The Office of the Clerk of the Board is in receipt of an appeal of the certification of the CEQA Mitigated Negative Declaration for the proposed project at 570 Market Street. The appeal was filed by Brian B. Flynn of Lozeau Drury LLP, on behalf of BCal 44 Montgomery Property LLC.

Please find the attached letter of appeal and timely filing determination request letter from the Clerk of the Board. Kindly review for timely filing determination and respond by no later than Monday, October 20, 2025. Thank you.

Lisa Lew
San Francisco Board of Supervisors
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco, CA 94102
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Subject:	Appeal of CEQA Mitigated Negative Declaration - Proposed 570 Market Street Project - Anna C. Shimko of Burke, Williams & Sorensen, LLP, on behalf of CPH 564, LP
Date:	Wednesday, October 15, 2025 2:17:09 PM
Attachments:	Appeal Ltr 101025 - Burke.pdf COB Ltr 101525.pdf image001.png
Importance:	High

Dear Director Dennis-Phillips,

The Office of the Clerk of the Board is in receipt of an appeal of the certification of the CEQA Mitigated Negative Declaration for the proposed project at 570 Market Street. The appeal was filed by Anna C. Shimko of Burke, Williams & Sorensen, LLP, on behalf of CPH 564, LP.

Please find the attached letter of appeal and timely filing determination request letter from the Clerk of the Board. Kindly review for timely filing determination and respond by no later than Monday, October 20, 2025. Thank you.

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October 15, 2025

To: Sarah Dennis Phillips
Planning Director

From: Angela Calvillo
Clerk of the Board of Supervisors

Subject: Appeal of California Environmental Quality Act (CEQA) Issuance of Final Mitigated Negative Declaration - 570 Market Street

An appeal of the CEQA Final Mitigated Negative Declaration for the proposed 570 Market Street project was filed with the Office of the Clerk of the Board on October 10, 2025, by Brian B. Flynn of Lozeau Drury LLP, on behalf of BCal 44 Montgomery Property LLC.

Pursuant to Administrative Code, Chapter 31.16, I am forwarding this appeal, with attached documents, to the Planning Department to determine if the appeal has been filed in a timely manner. The Planning Department's determination should be made within three working days of receipt of this request.

Please feel free to contact our office at bos.legislation@sfgov.org or call 415-554-5184 if you have any questions.

c: Brad Russi, Deputy City Attorney
Kristen Jensen, Deputy City Attorney
Austin Yang, Deputy City Attorney
Andrea Ruiz-Esquide, Deputy City Attorney
Lisa Gibson, Environmental Review Officer, Planning Department
Debra Dwyer, Principal Environmental Planner, Planning Department
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ll:jw:ams

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October 15, 2025

To: Sarah Dennis Phillips
Planning Director

From: Angela Calvillo
Clerk of the Board of Supervisors

Subject: Appeal of California Environmental Quality Act (CEQA) Issuance of Final Mitigated Negative Declaration - 570 Market Street

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Julie Lamarre, Executive Director, Board of Appeals
Alec Longaway, Legal Process Clerk, Board of Appeals

ll:jw:ams

Introduction Form

(by a Member of the Board of Supervisors or the Mayor)

I hereby submit the following item for introduction (select only one):

- ☐ 1. For reference to Committee (Ordinance, Resolution, Motion or Charter Amendment)
- ☐ 2. Request for next printed agenda (For Adoption Without Committee Reference)
  (Routine, non-controversial and/or commendatory matters only)
- ■ 3. Request for Hearing on a subject matter at Committee
- ☐ 4. Request for Letter beginning with "Supervisor _____ inquiries…"
- ☐ 5. City Attorney Request
- ☐ 6. Call File No. _____ from Committee.
- ☐ 7. Budget and Legislative Analyst Request (attached written Motion)
- ☐ 8. Substitute Legislation File No. _____
- ☐ 9. Reactivate File No. _____
- ☐ 10. Topic submitted for Mayoral Appearance before the Board on _____

The proposed legislation should be forwarded to the following (please check all appropriate boxes):

☐ Small Business Commission ☐ Youth Commission ☐ Ethics Commission

☐ Planning Commission ☐ Building Inspection Commission ☐ Human Resources Department

General Plan Referral sent to the Planning Department (proposed legislation subject to Charter 4.105 & Admin 2A.53):

☐ Yes ☐ No

(Note: For Imperative Agenda items (a Resolution not on the printed agenda), use the Imperative Agenda Form.)

Sponsor(s):

Clerk of the Board

Subject:

Hearing - Appeal of Final Mitigated Negative Declaration - Proposed 570 Market Street Project

Long Title or text listed:

Hearing of persons interested in or objecting to the approval of a Final Mitigated Negative Declaration under the California Environmental Quality Act for the proposed project at 570 Market Street, identified in Planning Case No. 2019-017622ENV, and affirmed on appeal by the Planning Commission and issued on May 19, 2025. (District 3) (Appellants: Brian B. Flynn of Lozeau Drury LLP, on behalf of BCal 44 Montgomery Property LLC; Anna C. Shimko of Burke, Williams & Sorensen, LLP, on behalf of CPH 564, LP) (Filed October 10, 2025)

Signature of Requestor: for Alisa Somera

251034