

File No. 180095

Committee Item No. 5

Board Item No. _____

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Government Audit and Oversight

Date: February 7, 2018

Board of Supervisors Meeting:

Date: _____

Cmte Board

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| <input type="checkbox"/> | <input type="checkbox"/> | Motion |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Resolution - VERSION 2 |
| <input type="checkbox"/> | <input type="checkbox"/> | Ordinance |
| <input type="checkbox"/> | <input type="checkbox"/> | Legislative Digest |
| <input type="checkbox"/> | <input type="checkbox"/> | Budget and Legislative Analyst Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Youth Commission Report |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Introduction Form |
| <input type="checkbox"/> | <input type="checkbox"/> | Department/Agency Cover Letter and/or Report |
| <input type="checkbox"/> | <input type="checkbox"/> | MOU |
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| <input type="checkbox"/> | <input type="checkbox"/> | Contract/Agreement |
| <input type="checkbox"/> | <input type="checkbox"/> | Form 126 – Ethics Commission |
| <input type="checkbox"/> | <input type="checkbox"/> | Award Letter |
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OTHER

(Click the text below for a direct link to the document)

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| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>DRAFT Special Use District MOU - Dated February 1, 2018</u> |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>Port Commission Resolution No. 18-09 - January 30, 2018</u> |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>Planning Commission Motion No. 20019 - October 5, 2017</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | _____ |

Prepared by: John Carroll

Date: February 2, 2018

Prepared by: _____

Date: _____

1 [Memorandum of Understanding - Port Commission - Mission Rock Special Use District
2 Financing Districts - Mission Rock Project]

3 **Resolution approving a Memorandum of Understanding relating to and appointing Port**
4 **Commission as agent of Mission Rock Special Use District financing districts;**
5 **approving related matters, as defined herein; for the proposed Mission Rock Project;**
6 **and adopting findings under the California Environmental Quality Act.**

7
8 WHEREAS, California Statutes of 1968, Chapter 1333 (Burton Act) and the San
9 Francisco Charter Sections 4.114 and B3.581 empower the City and County of San Francisco
10 (City), acting through the Port Commission, with the authority and duty to use, conduct,
11 operate, maintain, manage, regulate and control the lands within Port Commission jurisdiction;
12 and

13 WHEREAS, In 1990 the City's voters adopted Proposition H, which required the City to
14 prepare a comprehensive waterfront land use plan with maximum feasible public input.
15 Following a 7-year public planning process, the Port Commission adopted the Port of San
16 Francisco Waterfront Land Use Plan (Waterfront Plan) in 1997 and has periodically made
17 minor amendments to address specific issues arising from capital development projects to
18 existing Port resources; and

19 WHEREAS, Under the Waterfront Plan, maritime and industrial uses were considered
20 the most appropriate uses of the majority of Port lands south of China Basin; and

21 WHEREAS, The Port has collaborated with the State Lands Commission and California
22 legislators to amend the Burton Act to lift or suspend its statutory trust use restrictions that
23 impede the Port's ability to realize the development potential of Port lands; and

24 WHEREAS, Under Senate Bill 815 (Stats. 2007, ch. 660, as amended by Stats. 2016,
25 ch. 529) (SB 815)), the Port is authorized to lease certain seawall lots south of Market Street,

1 including Seawall Lot 337, for nontrust purposes, providing revenues for rehabilitation of
2 historic wharves and piers and other trust uses. SB 815 allows long-term nontrust uses that
3 are not permissible under the Burton Act as a primary mechanism to generate Port revenues
4 for trust purposes, including the construction of infrastructure needed for development; and

5 WHEREAS, In 2015, Port staff presented a comprehensive review of land use changes
6 and events that have occurred under the Waterfront Plan to the Port Commission; and

7 WHEREAS, In the 2015 Waterfront Plan Review Report, Port staff described a public
8 process to update and amend the Waterfront Plan:

9 "The Waterfront Plan seeks a balanced array of uses to help meet the Port's
10 financial needs. On the revenue-dependent side of the Port's ledger, the Plan
11 reserves most Port properties for expansion of maritime operations, and
12 encourages creation of new public access, recreation and open space areas
13 along the Bay. On the revenue-producing side, sites for compatible new
14 commercial development are identified to improve the waterfront for public
15 enjoyment, help subsidize maritime industries, fund new public access and open
16 spaces, preserve and rehabilitate historic waterfront resources, and stem the
17 continuing deterioration of Port property. With this balanced plan, the Port will be
18 better able to manage its property and operations, which must be carried out
19 without state or local funding"; and

20 WHEREAS, Since then, the Port has been engaged in a public planning process to
21 update the Waterfront Plan with the assistance of public members of a Waterfront Plan
22 Working Group representing regionwide interests and Advisory Teams with multi-disciplinary
23 expertise. Among other things, the update will address appropriate uses for Port land south of
24 China Basin; and

1 WHEREAS, In 2007, the Port Commission initiated a public solicitation for a Seawall
2 Lot 337 developer that would respond to "Development Objectives and Criteria" developed in
3 the public process; and

4 WHEREAS, The Port selected Seawall Lot 337 Associates, LLC (Master Developer) to
5 act as master developer for Seawall Lot 37 and Pier 48, to initiate rezoning and development
6 of design standards and controls for Seawall Lot 337 and Pier 48; and

7 WHEREAS, The Board of Supervisors endorsed the project term sheet (Term Sheet)
8 pursuant to Resolution No. 142-13; and

9 WHEREAS, The Planning Commission has adopted Resolution No. 20019, a copy of
10 which is in Board File No. 180095 and incorporated in this Resolution by reference,
11 recommending that the Board adopt Planning Code amendments to create a proposed
12 special use district (Mission Rock Special Use District) encompassing Seawall Lot 337 and
13 Pier 48; and

14 WHEREAS, As envisioned, the proposed Seawall Lot 337 and Pier 48 Mixed-Use
15 Project (Project) in the Mission Rock Special Use District would include market-rate and
16 affordable residential uses, commercial-office, retail, exhibition, parking, infrastructure
17 development, including street improvements, and public open space; and

18 WHEREAS, On June 30, 2014, the voters of the City and County of San Francisco
19 approved an initiative requiring voter approval for any future construction projects on the San
20 Francisco waterfront that required an increase in existing height limits (Proposition B); and

21 WHEREAS, On November 3, 2015, in satisfaction of the requirements of Proposition B,
22 the voters of the City and County of San Francisco approved the "Mission Rock Affordable
23 Housing, Parks, Jobs and Historic Conservation Initiative" (Proposition D), which established
24 policies for the Project; and

1 WHEREAS, Master Developer and the City, acting by and through the Port
2 Commission, anticipate entering into a Disposition and Development Agreement (DDA),
3 including a Financing Plan, which will govern the disposition and development of the Mission
4 Rock Special Use District and provide for the financing of certain capital facilities and public
5 services related to the Project; and

6 WHEREAS, On April 23, 2013, by Resolution No. 123-13, the Board of Supervisors
7 adopted "Guidelines for the Establishment and Use of Infrastructure Financing Districts on
8 Project Areas on Land under Jurisdiction of the San Francisco Port Commission" (Port IFD
9 Guidelines) relating to the formation of infrastructure financing districts by the City on
10 waterfront property in San Francisco under the jurisdiction of the Port Commission; and

11 WHEREAS, Under Government Code Sections 53395 et seq. (IFD Law), the Board of
12 Supervisors is authorized to establish an infrastructure financing district and to act as the
13 legislative body for an infrastructure financing district; and

14 WHEREAS, Under Section 53395.8 of the IFD Law, a waterfront district may be divided
15 into project areas; and

16 WHEREAS, By Ordinance No. 27-16 (Port IFD Ordinance), the Board of Supervisors
17 established a waterfront district under Section 53395.8 of the IFD Law over all Port property,
18 named City and County of San Francisco Infrastructure Financing District No. 2 (Port of San
19 Francisco) (Port IFD) and designated project areas within the Port IFD; and

20 WHEREAS, In the Port IFD Ordinance, the Board of Supervisors also approved an
21 Infrastructure Financing Plan for the Port IFD (Port IFP); and

22 WHEREAS, Pursuant to Resolution No. 18-09, the Port Commission recommended
23 that the Board of Supervisors establish a new Project Area I (Mission Rock) (Proposed Project
24 Area I) over the proposed Mission Rock Special Use District and 13 sub-project areas within
25

1 Proposed Project Area I (collectively, Proposed Sub-Project Areas) that generally correspond
2 to planned phases of the Project; and

3 WHEREAS, Under Chapter 43, Article X of the San Francisco Administrative Code
4 (Code), which Code incorporates by reference the Mello-Roos Community Facilities Act of
5 1982, as amended, constituting Chapter 2.5 of Part 1 of Division 2 of Title 5, commencing with
6 California Government Code Section 53311 (Mello-Roos Act), the Board of Supervisors is
7 authorized to establish a special tax district and to act as the legislative body for a special tax
8 district; and

9 WHEREAS, Pursuant to Resolution No. 18-09, a copy of which is in Board File
10 No. 180095 and incorporated in this Resolution by reference, the Port Commission
11 recommended that the Board of Supervisors establish a special tax district over the proposed
12 Mission Rock Special Use District (Special Tax District); and

13 WHEREAS, San Francisco Charter Section B7.320 authorizes the Mayor to submit to
14 the Board of Supervisors for approval a memorandum of understanding between the Port
15 Commission and other departments of the City, approved by the Port Commission by
16 resolution, that requires the departments to expend funds or to transfer funds to the Port
17 Commission; and

18 WHEREAS, Pursuant to Resolution No. 18-09, a copy of which is in Board File
19 No. 180095 and incorporated in this Resolution by reference, the Port Commission approved
20 a Memorandum of Understanding by and among the Port Commission and the City's
21 Controller (Controller) and Treasurer and Tax Collector (Tax Collector), pursuant to which
22 those City departments and the Port Commission would agree to implement the DDA,
23 Proposed Project Area I, Proposed Sub-Project Areas, and Special Tax District, and
24 recommended that the Board of Supervisors approve the Memorandum of Understanding;
25 and

1 WHEREAS, Pursuant to Resolution No. 18-09, the Port Commission further
2 recommended that the Board of Supervisors appoint the Port Commission to act as the agent
3 of the IFD with respect to the Sub-Project Areas and the Special Tax District, as set forth in
4 the Memorandum of Understanding; and

5 WHEREAS, The actions contemplated in this resolution are within the scope of the
6 project for which the Board adopted the resolution in Board File No. 171286, affirming the
7 Planning Commission's certification of the Final Environmental Impact Report for the Seawall
8 Lot 337 and Pier 48 Mixed-Use Project ("FEIR") and making findings in accordance with the
9 California Environmental Quality Act (California Public Resources Code section 21000 et
10 seq.) and Administrative Code Chapter 31, which resolution is incorporated herein by
11 reference; now, therefore, be it

12 RESOLVED, That the recitals herein are true and correct; and, be it

13 FURTHER RESOLVED, That the Memorandum of Understanding among the Port
14 Commission, Tax Collector, and Controller, substantially in the form on file with the Clerk, is
15 hereby approved; and, be it

16 FURTHER RESOLVED, That the Port Commission, Controller, and Tax Collector are
17 hereby authorized and directed to execute the Memorandum of Understanding with such
18 changes, additions and modifications as the Port Commission, Controller, and Tax Collector
19 may make or approve in accordance with this Resolution, and the approval by each of the
20 Port Commission, Controller, and Tax Collector of such modifications, changes and additions
21 shall be conclusively evidenced by the execution and delivery of the Memorandum of
22 Understanding or amendments to the Memorandum of Understanding by the Port
23 Commission, Controller, and Tax Collector, with the final executed version of the
24 Memorandum of Understanding being provided within 30 days to the Clerk of the Board for
25 inclusion into the file for this Resolution; and, be it

1 FURTHER RESOLVED, That the Board of Supervisors hereby appoints the Port
2 Commission to act as the agent of the IFD with respect to the Sub-Project Areas and the
3 Special Tax District, as set forth in the Memorandum of Understanding; and, be it

4 FURTHER RESOLVED, That the Board of Supervisors hereby approves the levy of
5 property taxes and special taxes on possessory interests in property in the Sub-Project Areas
6 on the secured roll, as set forth in the Memorandum of Understanding; and, be it

7 FURTHER RESOLVED, That the Mayor, City Attorney, Port Commission, Controller,
8 Tax Collector, Assessor, Clerk and other officers of the City and their duly authorized
9 deputies, designees and agents are hereby authorized and directed, jointly and severally, to
10 take such actions and to execute and deliver such certificates, agreements, requests or other
11 documents as they may deem necessary or desirable to accomplish the purposes of this
12 Resolution; and, be it

13 FURTHER RESOLVED, That the actions authorized and approved by this Resolution
14 and consistent with the documents provided herein but taken prior to the date hereof are
15 hereby ratified, approved and confirmed by the Board of Supervisors; and, be it

16 FURTHER RESOLVED, That this Resolution shall take effect upon its adoption.
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CITY AND COUNTY OF SAN FRANCISCO

Mark Farrell, MAYOR

**MEMORANDUM OF UNDERSTANDING
(MISSION ROCK SUD FINANCING DISTRICTS)**

BETWEEN

THE CITY AND COUNTY OF SAN FRANCISCO, ACTING THROUGH

THE CONTROLLER, AND

THE TREASURER AND TAX COLLECTOR,

AND

THE CITY AND COUNTY OF SAN FRANCISCO, ACTING THROUGH

THE PORT COMMISSION

BEN ROSENFELD, CONTROLLER

JOSE CISNEROS, TREASURER AND TAX COLLECTOR

ELAINE FORBES, PORT EXECUTIVE DIRECTOR

_____, 2018

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Exhibits:

- A: Financing Plan with Appendix
- B: IFD Financing Plan and Appendix I

MEMORANDUM OF UNDERSTANDING
(Mission Rock SUD Financing Districts)

This **MEMORANDUM OF UNDERSTANDING** (Mission Rock SUD Financing Districts) (this "**MOU**") is between the **CITY AND COUNTY OF SAN FRANCISCO**, acting through the Controller (the "**Controller**") and the Treasurer and Tax Collector (the "**Treasurer-Tax Collector**"), and the **CITY AND COUNTY OF SAN FRANCISCO**, acting through the Port Commission (the "**Port**" or the "**Port Commission**"). This MOU describes procedures for implementing the allocation and administration of property tax increment and special taxes as described in the Financing Documents for financing districts that will be formed within the SUD. The Port Commission and the Board of Supervisors approved this MOU by Port Resolution No. _____ and Board Resolution No. _____ (the "**MOU Resolution**"), respectively, under Charter section B7.320.

Initially capitalized and other terms used but not defined in this MOU are defined in the Appendix to Transaction Documents for the Project (the "**Appendix**"), which contains definitions, rules of interpretation, and standard provisions applicable to all Transaction Documents, including this MOU.

RECITALS

A. The Port Commission and the Board of Supervisors approved a Disposition and Development Agreement (the "**DDA**"), which includes a Financing Plan, between Developer and the Port, by Port Resolution No. ___ and Board Resolution No. _____. The Board of Supervisors also adopted Ordinance No. _____, establishing the SUD. Under the Financing Plan, the Port will use Project Payment Sources to satisfy payment obligations to Developer relating to development of the Project Site. A copy of the Financing Plan with the Appendix is attached as **Exhibit A**.

B. IFD Law authorizes the Board of Supervisors to form one or more infrastructure financing districts within its jurisdictional boundaries and to use tax increment generated by infrastructure financing districts to finance authorized improvements.

1. By Ordinance No 27-16 (the "**IFD Ordinance**"), the Board of Supervisors established a waterfront district under Section 53395.8 of the IFD Law over all Port property, named City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco) (the "**IFD**") and designated project areas within the IFD. In the IFD Ordinance, the Board of Supervisors also approved an Infrastructure Financing Plan for the IFD (the "**IFD Financing Plan**").

2. On ___, 2018, the Board of Supervisors adopted Ordinance No. _____ (the "**Sub-Project Area Ordinance**"), establishing Project Area I ("**Project Area I**"), including Sub-Project Areas I-1 through I-13 (the "**Sub-Project Areas**") and approving Appendix I to the IFD Financing Plan ("**Appendix I**").

3. In the Sub-Project Area Ordinance, the Board of Supervisors authorized the IFD to use Allocated Tax Increment generated in the Sub-Project Areas and to issue, pay, and secure debt for the purposes and subject to the limitations described in Appendix I. The Allocated Tax Increment consists of the 64.588206% apportionment factor of the Proposition 13 base 1.00% tax rate-related Tax Increment generated in the Sub-Project Areas.

4. In the Financing Plan, the Port and Developer agreed that Allocated Tax Increment will be used to pay for debt service on Mello-Roos Bonds (the proceeds of which will be used to finance Horizontal Improvements), Horizontal Improvements, and Shoreline Protection Facilities. A copy of the IFD Financing Plan with Appendix I is attached as **Exhibit B**.

C. CFD Law authorizes the Board of Supervisors to form a community facilities district or special tax district within its jurisdictional boundaries, and to levy and collect Mello-Roos Taxes to finance public facilities and certain public services. The Board of Supervisors approved amendments to the San Francisco Special Tax Financing Law by Ordinance No. _____ (the "**Special Tax Ordinance**"). Under the Financing Plan, the Port will request that the Board of Supervisors establish the Mission Rock CFD over the SUD and authorize the Mission Rock CFD to levy Mello-Roos Taxes as described in the RMA Outline attached as Exhibit C to the Financing Plan.

D. Under the DDA, the Port will ground lease parcels in Seawall Lot 337 for construction of new buildings. In addition, the Port will enter into an interim lease for Pier 48 with an Affiliate of Developer while the Port seeks a development partner for the historic rehabilitation of Pier 48 under the terms of a long-term ground lease. Consequently, Mello-Roos Taxes will be levied on, and Allocated Tax Increment will consist of a portion of ad valorem taxes levied on, taxable parcels held by taxpayers by ground leases. In the MOU Resolution, the Board of Supervisors approved the levy of property taxes and special taxes on possessory interests in property in the Sub-Project Areas on the secured roll.

E. In this MOU, "**Financing Documents**" means the DDA, including the Financing Plan, IFD Financing Plan, Appendix I, the RMA and all ordinances and resolutions adopted by the Board of Supervisors in connection with the formation of the Sub-Project Areas and the Mission Rock CFD.

F. In this MOU, "**Debt**" means any bonds or other forms of indebtedness secured by Allocated Tax Increment or Mello-Roos Taxes from the Mission Rock CFD that are issued by the City on behalf of the IFD or the Mission Rock CFD to implement the Financing Documents. Debt may include DRP Advances, Port Capital Advances, and additional funding sources described in the Financing Plan to reimburse the Developer or to pay Developer pass-throughs for Horizontal Improvements.

G. In the MOU Resolution, the Board appointed the Port to act as the agent of the IFD and the Mission Rock CFD in the administration of Tax Increment and Mello-Roos Taxes with the authority and responsibility to:

1. direct the disbursement of Allocated Tax Increment, Mello-Roos Taxes and any Debt proceeds to implement the Financing Documents;
2. enter into an Acquisition Agreement with Developer that would establish the terms and conditions under which the Port and Other City Agencies would acquire Horizontal Improvements with Tax Increment, Mello-Roos Taxes and any Debt proceeds;
3. enter into one or more pledge agreements for the benefit of the Mission Rock CFD (each, a "**Pledge Agreement**") pursuant to which the Port, as agent of the IFD with respect to the Sub-Project Areas, would pledge or agree to use Allocated Tax Increment to pay debt service on bonds issued for and on behalf of the Mission Rock CFD;
4. incur and repay indebtedness in the form of Advances of DRP Proceeds, Port Capital Advances and additional funding sources described in the Financing Plan; and
5. as agent of the Mission Rock CFD and the Sub-Project Areas, enter into an agreement with a financial institution (the "**Special Fund Administration Agreement**") appointing it as the trustee (the "**Special Fund Trustee**") to

receive, administer, and disburse Mello-Roos Taxes and Allocated Tax Increment in designated trust subaccounts and to disburse the funds at the Port's direction to implement the Financing Documents.

H. This MOU describes procedures to which the City and the Port have agreed to implement the Financing Documents and enable the Port to satisfy the Project Payment Obligation, and to finance Shoreline Protection Facilities.

AGREEMENT

1. Term.

(a) Commencement. This MOU will be effective on the date it is fully executed.

(b) Expiration. The term of this MOU will end automatically on the date of the latest of the following to occur:

i. When all of the Allocated Tax Increment has been disbursed in accordance with IFD Law and Appendix I.

ii. When all of the Mello-Roos Taxes have been disbursed in accordance with the CFD Law, the Financing Plan, and the RMA.

iii. When all Debt has been defeased.

(c) Early Termination.

i. The Controller, the Treasurer-Tax Collector, and the Port each retains the right to terminate participation as a party to this MOU before its term expires under **Section 1(b)** by notice to the others as long as such termination will not adversely impact the ability of the Port to satisfy its obligations to Developer under the Financing Plan. The notice must be given at least six months before the desired early termination date stated in the notice.

ii. The noticed early termination date will be the effective date of the termination as to the noticing party unless one or both of the other parties request additional time to take any actions made necessary by termination. The terminating party will be obligated to grant any request for additional time that is reasonable under the circumstances.

iii. One party's notice of termination will not cause termination of this MOU as long as the Port and the remaining parties are able to implement the Financing Documents without the participation of the noticing party.

2. Purpose. The Controller, the Treasurer-Tax Collector, and the Port agree as follows:

(a) Implementation. A primary purpose of this MOU is to implement the Financing Documents. Implementation would be in the best interests of the City and the health, safety, and welfare of its residents, and in accord with the public purposes of applicable law.]

(b) MOU as Complementary Financing Document. The Controller, the Treasurer-Tax Collector, and the Port intend this MOU to complement, and not to conflict with, the other Financing Documents, which will prevail over any conflicting provision in this MOU.

(c) Cooperation. In connection with this MOU, the Controller, and the Treasurer-Tax Collector agree to aid the Port, and the Controller, the Treasurer-Tax Collector, and the Port agree to:

- i. cooperate with one another;
- ii. implement expeditiously their obligations under the Financing Documents; and
- iii. undertake and complete all actions or proceedings reasonably necessary or appropriate to ensure that the objectives of the Financing Documents are met during the term of this MOU.

(d) Consistency with Applicable Law and Other Legal Obligations. The Controller, the Treasurer-Tax Collector, and the Port agree that nothing in this MOU is intended to or will obligate any party to take any action that is not consistent with Applicable Law or any other legal obligations.

3. Specific Obligations .

(a) Levy of Taxes. The Controller:

- i. agrees to levy ad valorem taxes on each Taxable Parcel on the tax roll;
- ii. agrees to levy Mello-Roos Taxes after the CFD Formation Proceedings are final, as requested by the CFD Administrator by July 31 of each City Fiscal Year; and
- iii. will deduct from the Allocated Tax Increment or Mello-Roos Taxes, as applicable reasonable costs incurred for performance of the Controller's obligations under this MOU.

(b) Collection of Taxes. The Treasurer-Tax Collector:

- i. agrees to collect ad valorem taxes levied in the Sub-Project Areas in accordance with Applicable Law;
- ii. will collect Mello-Roos Taxes levied in the Mission Rock CFD;
- iii. will charge the applicable Financing District for any costs that the Treasurer-Tax Collector incurs in connection with the issuance of Bonds by any Financing District, and any investment of Bond proceeds for which the Treasurer-Tax Collector is responsible; and
- iv. reserves the right to seek reimbursement from the applicable Financing District for additional costs incurred in the collection of ad valorem taxes from the Sub-Project Areas or Mello-Roos Taxes from the Mission Rock CFD.

(c) Allocation of Tax Increment. The Controller agrees to:

- i. deposit Allocated Tax Increment when received into a segregated fund and to budget and appropriate Allocated Tax Increment to the IFD in accordance with the Financing Plan, the IFD Financing Plan, Appendix I, and California Revenue & Taxation Code section 96.1;
- ii. pay the Allocated Tax Increment to the IFD with the next allocation following receipt of a report from the Treasurer-Tax Collector on the amount of Gross Tax Increment collected from the Sub-Project Areas;
- iii. disburse Allocated Tax Increment to the IFD to the extent collected as long as any Debt payable from Allocated Tax Increment is

outstanding or any Port obligations to Developer payable by Allocated Tax Increment are outstanding; and

iv. prepare and provide to the Port within 10 days after each December 10 and April 10 information about ad valorem tax collection from the Sub-Project Areas at the Port's request, and at reasonable intervals identified by the Port.

(d) Statement of Indebtedness for Sub-Project Areas.

i. The Port, the Controller, and the Treasurer-Tax Collector agree that the IFD's obligations to use the funds for the purposes specified in the IFD Financing Plan and Appendix I is a financial obligation under the IFD Law that the Port, as agent of the IFD with respect to the Sub-Project Areas, will include in each Statement of Indebtedness.

ii. The Treasurer-Tax Collector and the Controller each agrees not to dispute the amount of the debts shown on a Statement of Indebtedness prepared by the Port so long as the debts are consistent with the IFD Financing Plan and Appendix I.

iii. At the Controller's request, the Port, as agent of the IFD, will consult with the Controller in connection with the preparation of each Statement of Indebtedness.

(e) Debt Secured by Tax Increment. The Controller agrees to collaborate with the Port on any issuance of Debt secured by or payable from Allocated Tax Increment to implement the Financing Documents subject to IFD Law.

(f) Disbursement of Mello-Roos Taxes. The Controller agrees to deposit Mello-Roos Taxes when received into segregated funds and to allocate, budget, appropriate, and disburse to the Mission Rock CFD all Mello-Roos Taxes collected from the Mission Rock CFD for the purposes specified in the Financing Documents.

(g) Annual CFD Reports.

i. The Port, the Controller, and the Treasurer-Tax Collector agree that the Mission Rock CFD's obligations to use the funds for the purposes specified in the Financing Documents are financial obligations that the Port, as agent of the Mission Rock CFD, will include in each annual report required under CFD Law.

ii. The Treasurer-Tax Collector and the Controller each agrees not to dispute the amount of the debts shown on each annual Mission Rock CFD report prepared by the Port so long as the debts are consistent with the Financing Documents.

iii. At the Controller's request, the Port, as agent of the Mission Rock CFD, will consult with the Controller in connection with the preparation of each annual Mission Rock CFD report.

(h) Delinquent Mello-Roos Taxes. As long as this MOU remains in effect, the Treasurer-Tax Collector agrees to prepare and provide to the Port:

i. a list of Taxable Parcels in each CFD indicating whether Mello-Roos Taxes are current or delinquent within 10 business days after April 10 and December 10 each year; and

ii. the redemption tax roll for the Mission Rock CFD by July 15 each year.

(i) Debt Secured by Mello-Roos Taxes. The Controller agrees to collaborate with the Port on any issuance of Mello-Roos Bonds secured by or payable from Mello-Roos Taxes to implement the Financing Documents, subject to CFD Law and prior Port consultation with the Office of Public Finance about timing, amounts, and other matters relating to the Mello-Roos Bonds.

4. Notices and Other Communications.

(a) Manner of Notice. Any notice, request for consent, or response to a request for consent (any of these documents, a "notice") given under this MOU will be effective only if in writing and given by delivering the notice in person or by sending it first-class certified mail with return receipt requested or by overnight courier return receipt requested, with postage prepaid, to the addresses specified below. Attempts to provide notice by email, telephone, or facsimile will not bind or be effective against any party.

(b) Addresses for Notice. Notices must be delivered to the following addresses, or at any other address designated by a party's notice as a new address for notices:

Address for Port: Port of San Francisco
Pier 1
San Francisco, CA 94111
Attn: Deputy Director of Finance
Re: SF/Port MOU (Mission Rock SUD Financing Districts)
Telephone: (415) 274-0400

And to: Office of the City Attorney
Pier 1, Port of San Francisco
San Francisco, CA 94102
Attn: Port General Counsel
Re: SF/Port MOU (Mission Rock SUD Financing Districts)
Telephone: (415) 274-0400

Address for Controller: Office of the Controller
City and County of San Francisco
City Hall, Room 316
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102
Attn: Ben Rosenfield
Re: SF/Port MOU (Mission Rock SUD Financing Districts)
Email: ben.rosenfield@sfgov.org
Telephone: 415-554-7500
Fax No.: 415-554-7466

Address for Treasurer-Tax Collector: Office of the Treasurer and Tax Collector
City and County of San Francisco
City Hall, Room 140
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102
Attn: Treasurer and Tax Collector

Re: SF/Port MOU (Mission Rock SUD
Financing Districts) Email:
Telephone: 415-554-_____
Fax No.: 415-554-_____

(c) Effective Date of Notice. Any notice under this MOU will be deemed to have been given:

- i. two business days after the date it is mailed if sent by first-class certified mail;
- ii. one business day after the date it is deposited for delivery if sent by overnight courier; or
- iii. on the date personal delivery is made or refused.

(d) Courtesy Copies. Until the Port has satisfied its payment obligations to Developer under the DDA, the parties agree to provide courtesy copies to Developer of any notices that any party gives to any other, at the same time and in the same manner as the original notice, at the address listed on Developer's Consent. Neither the City's nor the Port's failure to give Developer a copy of any notice given under this MOU will affect the validity or effective date of the notice.

(e) Representatives. Each of the Treasurer-Tax Collector, the Controller, and the Port agree to provide each other with the name and contact information for the individual within its department to address issues related to the IFD and Sub-Project Areas and the Mission Rock CFD.

5. Third-Party Beneficiary.

(a) Intended Third-Party Beneficiary. The parties agree that Developer is an intended third-party beneficiary of this MOU entitled to rely on and receive the benefits of this MOU to the extent the benefits relate to Developer's rights under the DDA. Developer may enforce against any party any provision of this MOU to the extent that it affects Developer's rights under the DDA, but no party will be liable to Developer for damages under this MOU. Successors to which Developer validly transfers any of its interests or rights under the DDA will be third-party beneficiaries of this MOU to the extent of their interest, subject to all limitations of the DDA and this MOU.

(b) Exclusive Benefit. Except as provided in subsection (a), this MOU is for the exclusive benefit of the parties and not for the benefit of any other person and may not be deemed to have conferred any rights, express or implied, upon any other person.

6. Amendments to MOU.

(a) By the Parties. This MOU may be amended or modified only by a signed document, subject to Charter section B7.320.

(b) By Resolution. Under Charter section B7.320, the Board of Supervisors and the Mayor must approve any change affecting the amounts funds that must be transferred under this MOU.

(c) Developer's Consent Required. Developer's consent will be required for any amendment that affects the availability of Public Financing Sources to meet the Port's payment obligations to Developer under the DDA.

[Remainder of page intentionally left blank.]

Executed and effective as of the last date set forth below.

CITY AND COUNTY OF SAN FRANCISCO,
a municipal corporation, through the Controller

CITY AND COUNTY OF SAN FRANCISCO,
a municipal corporation, through the Port
Commission

BEN ROSENFELD
Controller

By: _____
ELAINE FORBES
Executive Director

Date: _____

Date: _____

REVIEWED:

REVIEWED:

DENNIS J. HERRERA
City Attorney

DENNIS J. HERRERA
City Attorney

By: _____
Name: _____
Deputy City Attorney

By: _____
Joanne Sakai
Deputy City Attorney

CITY AND COUNTY OF SAN FRANCISCO, a
municipal corporation, through the Treasurer and
Tax Collector

JOSE CISNEROS
Treasurer and Tax Collector

Date: _____

REVIEWED:

DENNIS J. HERRERA
City Attorney

By: _____
Name: _____
Deputy City Attorney

CLERK OF THE BOARD

ANGELA CALVILLO

Authorized by:

Port Resolution No. _____

Board of Supervisors Resolution No. _____

[Remainder of page intentionally left blank.]

DEVELOPER'S CONSENT

By signing below, [Name _____], on behalf of Seawall Lot 337 Associates, LLC ("Developer"):

1. consents to the Memorandum of Understanding (Mission Rock SUD Financing Districts) among the City and County of San Francisco, through the Controller and the Treasurer and Tax Collector, and the City and County of San Francisco, through the Port Commission (the "MOU") to which this consent is attached;
2. acknowledges that Developer is an intended third-party beneficiary of the MOU entitled to enforce the MOU subject to all of its limitations, including the limitation on damages specified in **Section 5(a)**, and
3. specifically agrees that the MOU validly applies to Developer and its successors and assigns; and
4. represents that Developer has authorized the undersigned to execute this consent on behalf of Developer and to bind Developer by this consent, and that the parties to the MOU are entitled to rely on all matters specified in this consent.

DEVELOPER:

SEAWALL LOT 337 ASSOCIATES, LLC,
a Delaware limited liability company

By: _____

Name: _____

Title: _____

Date: _____

Address for courtesy copies of notices:

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EXHIBIT A

Financing Plan with Appendix

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EXHIBIT B

IFD Financing Plan and Appendix I

**PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO**

RESOLUTION NO. 18-09

- WHEREAS, California Statutes of 1968, Chapter 1333 ("Burton Act") and the San Francisco Charter Sections 4.114 and B3.581 empower the Port Commission with the authority and duty to use, conduct, operate, maintain, manage, regulate and control the lands within Port Commission jurisdiction; and
- WHEREAS, As the Port's selected master developer for Seawall Lot 337 and Pier 48, Seawall Lot 337 Associates, LLC ("Developer") has initiated rezoning and design standards and controls for a multi-phased, mixed-use development for a proposed Special Use District ("Mission Rock SUD") encompassing Seawall Lot 337 and Pier 48 (collectively, "Site"); and
- WHEREAS, As envisioned, the proposed Seawall Lot 337 and Pier 48 Mixed Use Project ("Project") on the Site would include market-rate and affordable residential uses, commercial-office, retail, exhibition, parking, infrastructure development, including street improvements, and public open space; and
- WHEREAS, On June 30, 2014, the voters of the City and County of San Francisco approved an initiative requiring voter approval for any future construction projects on the San Francisco waterfront that required an increase in existing height limits ("Proposition B"). On November 3, 2015, in satisfaction of the requirements of Proposition B, the voters of the City and County of San Francisco approved the "Mission Rock Affordable Housing, Parks, Jobs and Historic Conservation Initiative" ("Proposition D"), which established policies for the Site; and
- WHEREAS, Concurrently, the Port Commission is considering approval a Disposition and Development Agreement ("DDA"), including a Financing Plan, with Developer that will govern the disposition and development of the Site and provide for the financing of certain capital facilities and public services related to the Project; and
- WHEREAS, On April 23, 2013, by Resolution No. 123-13, the City adopted *Guidelines for the Establishment and Use of Infrastructure Financing Districts on Project Areas on Land under Jurisdiction of the San Francisco Port Commission* relating to the formation of infrastructure financing districts by the City on waterfront property in San Francisco under the jurisdiction of the Port Commission; and

- WHEREAS, Under Government Code Sections 53395 et seq. ("IFD Law"), the Board of Supervisors is authorized to establish an infrastructure financing district and to act as the legislative body for an infrastructure financing district; and
- WHEREAS, By Resolution No. 110-12, the Board of Supervisors declared its intention to establish a waterfront district to be known as *City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco)* ("IFD"), which has been amended by Resolution No. 227-12 and by Resolution 421-15; and
- WHEREAS, As directed by the Board of Supervisors, the Executive Director of the Port of San Francisco ("Executive Director") has prepared an infrastructure financing plan for the IFD ("Infrastructure Financing Plan") in compliance with the IFD Law; and
- WHEREAS, On February 23, 2016, by Ordinance No. 27-16, the Board of Supervisors, among other things, declared the IFD to be fully formed and established with full force and effect of law and adopted the Infrastructure Financing Plan; and
- WHEREAS, In connection with the Project, the Port Commission intends to recommend that the Board of Supervisors establish a Project Area I (Mission Rock) ("Project Area I") over the Site and establish 13 sub-project areas within Project Area I (collectively, "Sub-Project Areas") that generally correspond to planned phases of the Project; and
- WHEREAS, Under Chapter 43, Article X of the San Francisco Administrative Code ("Special Tax Law"), which incorporates by reference the Mello-Roos Community Facilities Act of 1982, as amended, constituting Chapter 2.5 of Part 1 of Division 2 of Title 5, commencing with California Government Code Section 53311, the Board of Supervisors is authorized to establish a special tax district and to act as the legislative body for a special tax district; and
- WHEREAS, In connection with the Project, the Port Commission anticipates recommending that the Board of Supervisors establish one or more special tax districts over the Site in accordance with the Special Tax Law ("Special Tax Districts"); and
- WHEREAS, San Francisco Charter Section B7.320 authorizes the Mayor to submit to the Board of Supervisors for approval a memorandum of understanding between the Port Commission and another department or departments of the City, approved by the Port Commission by resolution, that requires the departments to expend funds or to transfer funds to the Port Commission; and

WHEREAS, On October 5, 2017, the Planning Commission (1) reviewed and considered the Final Environmental Impact Report for the Seawall Lot 337 and Pier 48 Mixed-Use Project ("FEIR") (Case No. 2013-0208E); (2) found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Planning Department and the Planning Commission; and (3) by Motion No. 20017, certified the FEIR as accurate, complete and in compliance with the California Environmental Quality Act ("CEQA"), the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code; and

WHEREAS, At the same hearing, the Planning Commission approved the Project and in so doing, adopted findings under CEQA by Motion No. 20018, including a Statement of Overriding Considerations (the "Mission Rock CEQA Findings"), and adopted a Mitigation Monitoring and Reporting Program ("MMRP"). A copy of the Planning Commission Motions, the Mission Rock CEQA Findings, and the MMRP are on file with the Port Commission Secretary and may be found in the records of the Planning Department at 1650 Mission Street, San Francisco, CA, and are incorporated in this resolution by reference as if fully set forth herein; and

WHEREAS, The Port Commission has reviewed the FEIR, the MMRP and the CEQA Findings, and finds that the approvals before the Port Commission are within the scope of the FEIR and that no substantial changes in the Project or the circumstances surrounding the Project have occurred and no new information that could not have been known previously showing new significant impacts or an increase in severity in impacts has been discovered since the FEIR was certified; and

WHEREAS, The Port Commission wishes to approve a Memorandum of Understanding by and among the Port Commission and the City's Controller ("Controller") and Treasurer and Tax Collector ("Tax Collector"), pursuant to which those City departments and the Port Commission would agree to implement the DDA, Project Area I, the Sub-Project Areas, and the Special Tax Districts, and to recommend that the Board of Supervisors approve the Memorandum of Understanding; and

WHEREAS, The Port Commission wishes to recommend that the Board of Supervisors appoint the Port Commission to act as the agent of the IFD with respect to Project Area I and the Sub-Project Areas and the agent of the Special Tax Districts, as set forth in the Memorandum of Understanding; now, therefore, be it

RESOLVED, That all of the recitals herein are true and correct; and be it further

- RESOLVED, That the Port Commission adopts the Mission Rock CEQA Findings as its own and adopts the MMRP. Where applicable, the Port Commission has imposed the measures in the MMRP as conditions in its approval documents for the Project; and be it further
- RESOLVED, That the Memorandum of Understanding among the Port Commission and the Controller and Tax Collector, in the form on file with the Commission Secretary, is hereby approved. The Executive Director (or her designee) is hereby authorized to execute the Memorandum of Understanding; and be it further
- RESOLVED, That the Executive Director, upon consultation with the City Attorney, is hereby authorized to make such modifications, changes, and additions to the Memorandum of Understanding as may be necessary or desirable and in the interests of the Port Commission, and which changes do not materially increase the obligations of the Port Commission or reduce its rights thereunder. The approval by the Executive Director (or her designee) of such modifications, changes, and additions shall be conclusively evidenced by the execution and delivery of the Memorandum of Understanding by the Executive Director; and be it further
- RESOLVED, That the Port Commission hereby recommends that the Board of Supervisors approve the Memorandum of Understanding and authorize the Controller and Tax Collector to execute the Memorandum of Understanding; and be it further
- RESOLVED, That the Port Commission hereby recommends that the Board of Supervisors appoint the Port Commission to act as the agent of the IFD with respect to Project Area I, the Sub-Project Areas, and the Special Tax Districts when formed, as set forth in the Memorandum of Understanding.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of January 30, 2018.

Amy Quesada

Secretary

Digitally signed by Amy Quesada
DN: cn=Amy Quesada, ou=Port of San Francisco, ou=Port
Executive, email=amy.quesada@port.com, c=US
Date: 2018.01.31 13:23:31 -0800



SAN FRANCISCO PLANNING DEPARTMENT

Planning Commission Resolution No. 20019

HEARING DATE: OCTOBER 5, 2017

Case No.: 2013.0208 ENV/PCA/MAP/DVA
Project Name: Mission Rock (aka Seawall Lot 337 / Pier 48)
Existing Zoning: Mission Bay Open Space (MB-OS); M-2 (Heavy Industrial) Zoning District; Mission Rock Height and Bulk District
Block/Lot: 8719/ 006; 9900/048
Proposed Zoning: Mission Mixed-Use Zoning District / Mission Rock Special Use District; Mission Rock Height and Bulk District
Project Sponsor: Port of San Francisco and SWL 337 Associates, LLC
Staff Contact: Mat Snyder – (415) 575-6891
mathew.snyder@sfgov.org

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

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

RESOLUTION RECOMMENDING THAT THE BOARD OF SUPERVISORS APPROVE AMENDMENTS TO THE PLANNING CODE TO ESTABLISH THE MISSION ROCK MIXED-USE DISTRICT, THE MISSION ROCK SPECIAL USE DISTRICT, ALONG WITH OTHER RELATED MINOR CHANGES TO ARTICLE 2 AND ARTICLE 9 OF THE PLANNING CODE; AND BY AMENDING ZONING MAP ZN 08 BY DESIGNATING ASSESSOR'S BLOCK AND LOT: 8719/ 006 AND 9900/-48 AS PART OF THE MISSION ROCK MIXED-USE DISTRICT AND BY AMENDING SPECIAL USE DISTRICT MAP SD 08 BY DESIGNATING ASSESSOR'S BLOCK AND LOTS: 8719/ 006 AND 9900/048 AS PART OF THE MISSION ROCK SPECIAL USE DISTRICT; ADOPT FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND PLANNING CODE SECTION 101.1 AND FINDINGS UNDER PLANNING CODE SECTION 302, AND INCORPORATING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

WHEREAS, on September 5, 2017, Mayor Edwin Lee and Supervisor Jane Kim introduced an ordinance (Board File 170940) for Planning Code Text Amendments to establish the Mission Rock Mixed-Use District and the Mission Rock Special Use District (herein "SUD"), and for Planning Code Map Amendments by amending Zoning Map ZN08 by designating Assessor's Block and Lot: 8719/006 as part of the Mission Rock Mixed-Use District and by amending Special Use District Map SD08 by designating assessor's block and lots: 8719/ 006 and 9900/048 to the Mission Rock SUD.

WHEREAS, pursuant to Planning Code Section 302(b), on September 5, 2017, the San Francisco Board of Supervisors initiated these Planning Code Text and Map Amendments.

WHEREAS, these Planning Code Text and Map Amendments would enable the Project. The Project includes new market-rate and affordable residential uses, commercial uses, retail, light industrial uses, parking, shoreline improvements, infrastructure development and street improvements, and public open space. Depending on the uses proposed, the Project would include approximately 1.1. to 1.6 million gross square feet (gsf) of residential uses (estimated as between 1,000 to 1,600 residential units) (of which 40% will be below market rate), approximately 972,000 to 1.4 million gsf of commercial-office uses, and a maximum of approximately 245,000 gsf of retail uses. The Project also includes construction of transportation and circulation improvements, new and upgraded utilities and infrastructure, geotechnical

and shoreline improvements, up to 3,000 off-street parking spaces in one or two new garages and 100 spaces elsewhere throughout the site. The Project is more comprehensively described in the Seawall Lot 337 and Pier 48 Mixed-Use Project Draft EIR.

WHEREAS, the Project would construct new buildings that would range in height from 90 to 240 feet, as is consistent with Proposition D which was passed by the voters of San Francisco in November 2015.

WHEREAS, these Planning Code Text Amendments would establish the Mission Rock Mixed Use District and Mission Rock SUD, which would outline the land use controls for the Project site.

WHEREAS, these Planning Code Map Amendments would designate the newly created Mission Rock Mixed-Use District and the Mission Rock Special Use District to the Project Site; the newly created SUD outline the land use controls for the Project site.

WHEREAS, this Resolution approving these Planning Code Text and Map Amendments is a companion to other legislative approvals relating to the Project, including approval of the Mission Rock Design Controls document, and recommendation for approval of the Development Agreement.

WHEREAS, as part of the implementation of the Project, the Office of Community Investment and Infrastructure (OCII) will consider removing certain property identified as Mission Bay Parcel P20 (a 0.3-acre, approximately 20-foot-wide strip of land adjacent to the south side of Seawall Lot 337, along the north side of Mission Rock Street) from the Mission Bay South Redevelopment Plan, and such removal would be part of the Project implementation as described in the Development Agreement. Parcel P20 is currently subject to the Mission Bay South Redevelopment Plan and is designated in that plan as a small open-space buffer. When it adopted AB 2797, the state legislature recognized the need to remove P20 from the Redevelopment Plan, on the basis that "the revitalization of Seawall Lot 337 . . . is of particular importance to the state." As such, AB 2797 calls for the amendment of the Redevelopment Plan to remove P20 without State-level review under Health & Safety Code Sections 34163(c)-(f) and 34164(a) and (b).

WHEREAS, on October 5, 2017, the Planning Commission reviewed and considered the Final EIR for the Mission Rock Project ("FEIR") and found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and certified the FEIR for the Project in compliance with the California Environmental Quality Act ("CEQA"), the CEQA Guidelines and Chapter 31 by Motion No. 20017.

WHEREAS, on October 5, the Commission by Motion No. 20018 approved CEQA Findings, including adoption of a Mitigation Monitoring and Reporting Program (MMRP), under Case No. 2013.0208ENV, for approval of the Project, which findings and MMRP are incorporated by reference as though fully set forth herein.

WHEREAS, on October 5, 2017, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on the proposed Planning Code Text and Map Amendments and has considered the information included in the File for these Amendments, the staff reports and presentations, public testimony and written comments, as well as the information provided about the Project from other City departments.

WHEREAS, a draft ordinance, substantially in the form attached hereto as Exhibit A, approved as to form, including those minor changes to Exhibit A as provided by staff on September 28, 2017, would

establish the Mission Rock Mixed Use District, Mission Rock SUD, and make other related Planning Code Text and Map amendments.

NOW THEREFORE BE IT RESOLVED, that the Planning Commission hereby finds that the Planning Code Text Amendments and Zoning Map Amendments promote the public welfare, convenience and necessity for the following reasons:

1. The Amendments would help implement the Mission Rock Mixed-Use Project development, thereby evolving currently under-utilized surface parking lot for needed housing, commercial space, and parks and open space.
2. The Amendments would help implement the Mission Rock Mixed-Use Project, which in turn will provide employment opportunities for local residents during construction and post-occupancy, as well as community facilities and parks for new and existing residents.
3. The Amendments would help implement the Mission Rock Mixed-Use Project by enabling the creation of a mixed-use and sustainable neighborhood, with fully rebuilt infrastructure. The new neighborhood would improve the site's multi-modal connectivity to and integration with the surrounding City fabric, and connect existing neighborhoods to the City's waterfront.
4. The Amendments would enable the construction of a new vibrant, safe, and connected neighborhood, including new parks and open spaces. The Amendments would help ensure a vibrant neighborhood with active streets and open spaces, high quality and well-designed buildings, and thoughtful relationships between buildings and the public realm, including the waterfront.
5. The Amendments would enable construction of new housing, including new on-site affordable housing, and new retail and manufacturing uses. These new uses would create a new mixed-use neighborhood that would strengthen and complement nearby neighborhoods.
6. The Amendments would facilitate the preservation and rehabilitation of Pier 48 - an important historic resource listed in the National Register of Historic Places.

AND BE IT FURTHER RESOLVED, that the Planning Commission finds the Planning Code Text and Map Amendments are in general conformity with the General Plan and Planning Code Section 101.1 as set forth below.

AND BE IT FURTHER RESOLVED, that the Planning Commission finds the Project and its approvals associated therein, including the amendment to the Mission Bay South Redevelopment Plan to remove Parcel P20 from that Plan, all as more particularly described in Exhibits B and C to the Development Agreement on file with the Planning Department in Case No. 2013.0208DVA, are on balance consistent with the Objectives and Policies of the General Plan, as described herein as follows:

HOUSING ELEMENT

OBJECTIVE 1

IDENTIFY AND MAKE AVAILABLE FOR DEVELOPMENT ADEQUATE SITES TO MEET THE CITY'S HOUSING NEEDS, ESPECIALLY PERMANENTLY AFFORDABLE HOUSING.

POLICY 1.1

Plan for the full range of housing needs in the City and County of San Francisco, especially affordable housing.

POLICY 1.8

Promote mixed use development, and include housing, particularly permanently affordable housing, in new commercial, institutional or other single use development projects.

POLICY 1.10

Support new housing projects, especially affordable housing, where households can easily rely on public transportation, walking and bicycling for the majority of daily trips.

The Project is a mixed-use development with approximately 1.1 to 1.6 million gsf of residential uses (estimated at between 1,100 and 1,600 dwelling units) at full project build-out, which will provide a wide range of housing options. As detailed in the Development Agreement, the Project substantially exceeds the inclusionary affordable housing requirements of the Planning Code, through a partnership between the developer and the City to reach a 40% affordable level.

OBJECTIVE 11

SUPPORT AND RESPECT THE DIVERSE AND DISTINCT CHARACTER OF SAN FRANCISCO'S NEIGHBORHOODS.

POLICY 11.1

Promote the construction and rehabilitation of well-designed housing that emphasizes beauty, flexibility, and innovative design, and respects existing neighborhood character.

POLICY 11.2

Ensure implementation of accepted design standards in project approvals.

POLICY 11.7

Respect San Francisco's historic fabric, by preserving landmark buildings and ensuring consistency with historic districts.

The Project, as described in the Development Agreement and controlled in the Design Controls (DC), includes a program of substantial community benefits and detailed plans designed to create a vibrant new mixed-use amenity-rich neighborhood at the location of an existing surface parking lot. The new neighborhood will feature small blocks and well-articulated buildings with a human scale modeled off of features characteristic of San Francisco neighborhoods. Through the standards and guidelines in the DC and through the Development Agreement (DA), the Project Sponsor has committed to the rehabilitation of Pier 48 pursuant to the Secretary of Interior Standards.

OBJECTIVE 12

BALANCE HOUSING GROWTH WITH ADEQUATE INFRASTRUCTURE THAT SERVES THE CITY'S GROWING POPULATION.

POLICY 12.1

Encourage new housing that relies on transit use and environmentally sustainable patterns of movement.

POLICY 12.2

Consider the proximity of quality of life elements, such as open space, child care, and neighborhood services, when developing new housing units.

The Project appropriately balances housing with new and improved infrastructure and related public benefits.

The project site is located proximate to both major regional and local public transit, including Muni Metro and Caltrain. The Project includes incentives for the use of transit, walking and bicycling through its TDM program. In addition, the Project's streetscape design would enhance vehicular, bicycle and pedestrian access and connectivity through the site. Therefore, new residential and commercial buildings constructed as part of the Project would rely on transit use and environmentally sustainable patterns of movement.

The Project will provide over eight acres of new open space for a variety of activities, including an expanded China Basin Park, a central town square-like space, a waterfront wharf, and other small plazas and pedestrian connections throughout.

The Project includes substantial contributions related to quality of life elements such as open space, affordable housing, transportation improvements, childcare, public art, workforce development, youth development, and historic preservation.

COMMERCE AND INDUSTRY ELEMENT

OBJECTIVE 1

MANAGE ECONOMIC GROWTH AND CHANGE TO ENSURE ENHANCEMENT OF THE TOTAL CITY LIVING AND WORKING ENVIRONMENT.

POLICY 1.1

Encourage development which provides substantial net benefits and minimizes undesirable consequences. Discourage development which has substantial undesirable consequences that cannot be mitigated.

The Project is intended to provide a distinct mixed-use development with residential, office, retail, cultural, and open space uses. The Project would leverage the Project site's location on the waterfront and close proximity to major regional and local public transit by building a dense mixed-use development that allows people to work and live close to transit. The Project would incorporate varying heights, massing and scale, maintaining a strong human-scaled streetwall along streets, and focused attention around public open spaces. The Project would create a balanced commercial center with a continuum of floorplate sizes for a range of users, substantial new on-site open space, and sufficient density to support and activate the new active ground floor uses and open space in the Project.

The Project would help meet the job creation goals established in the City's Economic Development Strategy by generating new employment opportunities and stimulating job creation across all sectors. The Project would also construct high-quality housing with sufficient density to contribute to 24-hour activity on the Project site, while offering a mix of unit types, sizes, and levels of affordability to accommodate a range of potential residents. The Project would facilitate a vibrant, interactive ground plane for Project and neighborhood residents, commercial users, and the public, with public spaces that could accommodate a variety of events and programs, and adjacent ground floor building spaces that include elements such as transparent building frontages and large, direct access points to maximize circulation between, and cross-activation of, interior and exterior spaces.

OBJECTIVE 2

MAINTAIN AND ENHANCE A SOUND AND DIVERSE ECONOMIC BASE AND FISCAL STRUCTURE FOR THE CITY.

POLICY 2.1

Seek to retain existing commercial and industrial activity and to attract new such activity to the city.

See above (Commerce and Industry Element Objective 1 and Policy 1.1) which explain the Project's contribution to the City's overall economic vitality.

OBJECTIVE 3

PROVIDE EXPANDED EMPLOYMENT OPPORTUNITIES FOR CITY RESIDENTS, PARTICULARLY THE UNEMPLOYED AND ECONOMICALLY DISADVANTAGED.

POLICY 3.2

Promote measures designed to increase the number of San Francisco jobs held by San Francisco residents.

The Project would help meet the job creation goals established in the City's Economic Development Strategy by generating new employment opportunities and stimulating job creation across all sectors. The Project will provide expanded employment opportunities for City residents at all employment levels, both during and after construction. The Development Agreement, as part of the extensive community benefit programs, includes a Workforce Development Plan, including a local hire participation level of 30% per trade. Vertical developers will contribute \$1,000,000 to OEWD in 11 parcel-by-parcel installments. Half of the funds will support community-based organizations that provide barrier removal services and job readiness training for individuals within at-risk populations, and half will support city programs that provide job training for local residents.

OBJECTIVE 6

MAINTAIN AND STRENGTHEN VIABLE NEIGHBORHOOD COMMERCIAL AREAS EASILY ACCESSIBLE TO CITY RESIDENTS.

POLICY 6.1 *Ensure and encourage the retention and provision of neighborhood-serving goods and services in the city's neighborhood commercial districts, while recognizing and encouraging diversity among the districts.*

POLICY 6.2

Promote economically vital neighborhood commercial districts which foster small business enterprises and entrepreneurship and which are responsive to economic and technological innovation in the marketplace and society

POLICY 6.4

Encourage the location of neighborhood shopping areas throughout the city so that essential retail goods and personal services are accessible to all residents.

POLICY 6.5

Discourage the creation of major new commercial areas except in conjunction with new supportive residential development and transportation capacity.

POLICY 6.7

Promote high quality urban design on commercial streets.

The Project meets and furthers the Objectives and Policies of the Commerce and Industry Element by reinforcing the typical San Francisco pattern of including resident serving uses along with mixed-use development. The Amendments will generally permit small-scale retail and community-related uses throughout the site by requiring it at key locations along China Basin Park and along the pedestrian-oriented "Shared Public-Way." The Project calls for neighborhood commercial and other retail be established in a pedestrian-oriented active environment typical of San Francisco neighborhoods and specifically called for in the Commerce and Industry Element. The provision of retail space will provide entrepreneurial opportunities for local residents and workers. As noted above, streets will be designed to Better Streets standards with the particular goal of assuring an active and engaging environment for pedestrians.

TRANSPORTATION ELEMENT

OBJECTIVE 2

USE THE TRANSPORTATION SYSTEM AS A MEANS FOR GUIDING DEVELOPMENT AND IMPROVING THE ENVIRONMENT.

POLICY 2.1

Use rapid transit and other transportation improvements in the city and region as the catalyst for desirable development, and coordinate new facilities with public and private development.

POLICY 2.5

Provide incentives for the use of transit, carpools, vanpools, walking and bicycling and reduce the need for new or expanded automobile and automobile parking facilities.

The Project is located along Third Street and the Muni T-Line, whose service will substantially expand in the near future with the opening of the Central Subway. The Project is also in close proximity to the San Francisco Caltrain station along with other major bus lines. The Project includes a detailed TDM program, including various performance measures, physical improvements and monitoring and enforcement measures designed to create incentives for

transit and other alternative to the single occupancy vehicle for both residential and commercial buildings. In addition, the Project's design, including its streetscape elements, is intended to promote and enhance walking and bicycling.

OBJECTIVE 23

IMPROVE THE CITY'S PEDESTRIAN CIRCULATION SYSTEM TO PROVIDE FOR EFFICIENT, PLEASANT, AND SAFE MOVEMENT.

POLICY 23.1

Provide sufficient pedestrian movement space with a minimum of pedestrian congestion in accordance with a pedestrian street classification system.

POLICY 23.2

Widen sidewalks where intensive commercial, recreational, or institutional activity is present, sidewalks are congested, where sidewalks are less than adequately wide to provide appropriate pedestrian amenities, or where residential densities are high.

POLICY 23.6

Ensure convenient and safe pedestrian crossings by minimizing the distance pedestrians must walk to cross a street.

The Project will establish a new tight-knit street network on the project site, and will provide pedestrian improvements and streetscape enhancement measures as described in the DC and reflected in the mitigation measures, the Transportation Plan, and in the Development Agreement. The Project would establish two new north-south rights-of-way and three new east-west rights-of-way through the site, increasing the sites connectivity and access. All streets will be constructed to Better Street standards; the transportation network will include robust bike facilities and will improve and complete a missing link in the Bay Trail and Blue Greenway.

URBAN DESIGN ELEMENT

OBJECTIVE 1

EMPHASIS OF THE CHARACTERISTIC PATTERN WHICH GIVES TO THE CITY AND ITS NEIGHBORHOODS AN IMAGE, A SENSE OF PURPOSE, AND A MEANS OF ORIENTATION.

POLICY 1.1

Recognize and protect major views in the city, with particular attention to those of open space and water.

As explained in the DC, the Project is very carefully designed with particular emphasis on assuring a vibrant and engaging pedestrian realm. Buildings are to be scaled and shaped specific to their immediate context by assuring streetwalls are well proportioned relative to adjacent streets and open spaces. The Project's proposed tallest buildings will be sited at key locations to mark important gateway locations assuring that the buildings taken together create a dynamic skyline. The overall heights of the project are harmonious with and complementary to the overall city skyline when viewed from various distances.

POLICY 1.2

Recognize, protect and reinforce the existing street pattern, especially as it is related to topography.

POLICY 1.3

Recognize that buildings, when seen together, produce a total effect that characterizes the city and its districts.

POLICY 1.5

Emphasize the special nature of each district through distinctive landscaping and other features.

POLICY 1.6

Make centers of activity more prominent through design of street features and by other means.

POLICY 1.7

Recognize the natural boundaries of districts, and promote connections between districts.

POLICY 2.9

Review proposals for the giving up of street areas in terms of all the public values that streets afford.

POLICY 2.10

Permit release of street areas, where such release is warranted, only in the least extensive and least permanent manner appropriate to each case.

The Project will create a new fine-knit street network on the project site where it does not currently exist, increasing public access and circulation through the site. Buildings will be constructed between a maximum height range of 90 and 240 feet, with buildings stepping down to bases of 40 to 65 feet along streets. Building heights and urban design requirements in the DC assure that Pier 48, the site's existing historic Pier, will be respected and retain its predominance along the bayfront. The Project is envisioned as an extension and improvement to the Mission Bay neighborhood

OBJECTIVE 2

CONSERVATION OF RESOURCES WHICH PROVIDE A SENSE OF NATURE, CONTINUITY WITH THE PAST, AND FREEDOM FROM OVERCROWDING.

POLICY 2.4

Preserve notable landmarks and areas of historic, architectural or aesthetic value, and promote the preservation of other buildings and features that provide continuity with past development.

POLICY 2.5

Use care in remodeling of older buildings, in order to enhance rather than weaken the original character of such buildings.

Pier 48 will be rehabilitated to Secretary of Interior's Standards.

OBJECTIVE 3

MODERATION OF MAJOR NEW DEVELOPMENT TO COMPLEMENT THE CITY PATTERN, THE RESOURCES TO BE CONSERVED, AND THE NEIGHBORHOOD ENVIRONMENT.

POLICY 3.3

Promote efforts to achieve high quality of design for buildings to be constructed at prominent locations.

POLICY 3.4

Promote building forms that will respect and improve the integrity of open spaces and other public areas.

POLICY 3.5

Relate the height of buildings to important attributes of the city pattern and to the height and character of existing development.

POLICY 3.7

Recognize the special urban design problems posed in development of large properties.

POLICY 3.8

Discourage accumulation and development of large properties, unless such development is carefully designed with respect to its impact upon the surrounding area and upon the city.

While large in scope, the Project will be constructed in such a way to be an integral part of the San Francisco urban fabric. Blocks are being established at smaller-than-typical sizes to assure buildings are well-scaled, and that the site is permeable and accessible to all. Buildings will be shaped to assure that their fronting streetwalls are well proportioned relative to their adjacent streets and open spaces. The tallest of the site's buildings will be placed at key gateway and central locations and well-spaced to assure they work well together in adding to the City's skyline.

RECREATION AND OPEN SPACE ELEMENT

OBJECTIVE 1

ENSURE A WELL-MAINTAINED, HIGHLY UTILIZED, AND INTEGRATED OPEN SPACE SYSTEM.

POLICY 1.1

Encourage the dynamic and flexible use of existing open spaces and promote a variety of recreation and open space uses, where appropriate.

POLICY 1.7

Support public art as an essential component of open space design.

The Project would build a network of waterfront parks, playgrounds and recreational facilities on the 28-Acre Site that will greatly enhance access to and along the Bay. China Basin Park will be significantly expanded to provide a multi-use Bayfront park that provides both active and

contemplative space, while providing a space for planned community events. A central town square-like space will enable the proposed high-retail corridor to spill into open space creating an active and engaging central civic space. The Project will provide approximately eight acres of new and expanded open space for a variety of activities, including a great lawn, a small ballfield, kayak boat launches, wharf, along with small pedestrian plazas throughout. In addition, the Project would provide new private and/or common open space for the new dwelling units.

POLICY 1.12

Preserve historic and culturally significant landscapes, sites, structures, buildings and objects.

See Discussion in Urban Element Objective 2, Policy 2.4 and 2.5.

OBJECTIVE 3

IMPROVE ACCESS AND CONNECTIVITY TO OPEN SPACE.

POLICY 3.1

Creatively develop existing publicly-owned right-of-ways and streets into open space.

The Project provides approximately eight acres of new and expanded public open space and opens up new connections to the shoreline in the Mission Bay neighborhood. The Project would encourage non-automobile transportation to and from open spaces, and would ensure physical accessibility within these open spaces. The Project features robust bike facilities to both assure continuity of the Bay Trail and Blue Greenway, and improve bike access for its residents, workers, and visitors.

ENVIRONMENTAL PROTECTION ELEMENT

OBJECTIVE 1

ACHIEVE A PROPER BALANCE AMONG THE CONSERVATION, UTILIZATION, AND DEVELOPMENT OF SAN FRANCISCO'S NATURAL RESOURCES.

Policy 1.4

Assure that all new development meets strict environmental quality standards and recognizes human needs.

OBJECTIVE 15

INCREASE THE ENERGY EFFICIENCY OF TRANSPORTATION AND ENCOURAGE LAND USE PATTERNS AND METHODS OF TRANSPORTATION WHICH USE LESS ENERGY.

POLICY 15.3

Encourage an urban design pattern that will minimize travel requirements among working, shopping, recreation, school and childcare areas.

The Project is consistent with and implements the Environmental Protection Element in that it calls for mixed-use, high density, transit-friendly, sustainable development.

The Project's approvals include a Sustainability Plan, that among other things, set goals for the Project Sponsor that include sea level resilience through the year 2100, 100% operational energy from renewable sources, 100% non-potable water met with non-potable sources, and 20% single occupancy vehicle trip reduction.

PUBLIC SAFETY ELEMENT

OBJECTIVE 2 REDUCE STRUCTURAL AND NON-STRUCTURAL HAZARDS TO LIFE SAFETY, MINIMIZE PROPERTY DAMAGE AND RESULTING SOCIAL, CULTURAL AND ECONOMIC DISLOCATIONS RESULTING FROM FUTURE DISASTERS.

POLICY 2.1 Assure that new construction meets current structural and life safety standards.

POLICY 2.3 Consider site soils conditions when reviewing projects in areas subject to liquefaction or slope instability.

POLICY 2.9 Consider information about geologic hazards whenever City decisions that will influence land use, building density, building configurations or infrastructure are made.

POLICY 2.12 Enforce state and local codes that regulate the use, storage and transportation of hazardous materials in order to prevent, contain and effectively respond to accidental releases.

The Project is consistent with and implements the Community Safety Element. All improvements, including infrastructure, buildings and open space improvements will be constructed to local seismic standards, taking into account, among other considerations, the geological condition of the soil.

AIR QUALITY ELEMENT

OBJECTIVE 3 DECREASE THE AIR QUALITY IMPACTS OF DEVELOPMENT BY COORDINATION OF LAND USE AND TRANSPORTATION DECISIONS.

POLICY 3.1 Take advantage of the high density development in San Francisco to improve the transit infrastructure and also encourage high density and compact development where an extensive transportation infrastructure exists.

POLICY 3.2 Encourage mixed land use development near transit lines and provide retail and other types of service oriented uses within walking distance to minimize automobile dependent development.

POLICY 3.6 Link land use decision making policies to the availability of transit and consider the impacts of these policies on the local and regional transportation system.

POLICY 3.9 Encourage and require planting of trees in conjunction with new development to enhance pedestrian environment and select species of trees that optimize achievement of air quality goals

OBJECTIVE 6 LINK THE POSITIVE EFFECTS OF ENERGY CONSERVATION AND WASTE MANAGEMENT TO EMISSION REDUCTIONS.

POLICY 6.2 *Encourage recycling to reduce emissions from manufacturing of new materials in San Francisco and the region.*

The Project is consistent with and implements the Air Quality Element in that it calls for mixed-use, high density, sustainable development that will enable efficient use of land and encourage travel by transit, bicycle and by foot, thereby reducing auto use. The Sustainability Plan and TDM Plan governing development of the Project mandate a 20% single occupancy vehicle trip reduction.

AND BE IT FURTHER RESOLVED, that the Planning Commission finds the Project and its approvals associated therein, all as more particularly described in Exhibits B and C to the Development Agreement on file with the Planning Department in Case No. 2013.0208DVA, are in general conformity with the Planning Code Section 101.1 priority policies, as follows:

1. That existing neighborhood serving retail uses be preserved and enhanced and future opportunities for resident employment in or ownership of such businesses enhanced.

The Project will preserve and enhance existing neighborhood serving retail uses. The Project includes adding roughly 245,000 square feet of new retail uses, that will be focused along a central pedestrian "Shared Public Way" and fronting the site's major parks. The project does not include the removal of any existing neighborhood serving retail.

2. That existing housing and neighborhood character be conserved and protected in order to preserve the cultural and economic diversity of our neighborhoods.

The Project accommodates new development on land currently a surface parking lot. It would not accommodate removing or changing the character of existing residential neighborhoods. The Project includes a robust affordable housing program setting aside 40-percent of the on-site housing for below-market-rate units. The Project lays out requirements to assure the new development has characteristics of mixed-use neighborhoods throughout San Francisco, including but not limited to a fine-grained system of streets, well-modulated buildings with active frontages, and the ability to establish diverse retail and community uses where nothing exists today.

3. That the City's supply of affordable housing be preserved and enhanced.

The Project calls for development that would have a positive effect on the City's affordable housing stock. The Project would accommodate up to 1.6 million gsf of new residential units (estimated at 1,600 new units), of which 40-percent will be designated as Below-Market Rate. There is no housing on the site today; the Project would not accommodate the removal of any existing dwelling units.

4. That commuter traffic not impede MUNI transit service or overburden our streets or neighborhood parking.

The Project anticipates substantial new transit service improvements along Third Street with the opening of the Central Subway in 2019, as well as substantial improvement to nearby Caltrain service through the ongoing electrification project. Streets have been designed to emphasize travel by bicycle or by foot. On-street parking is generally not proposed thereby allowing more street space to be designated for bicyclists, pedestrians, and those arriving by transit, or taxi/TNCs, as well as for deliveries. While a large centralized parking facility (up to 3,000 spaces in one or two centralized garages) is proposed, the total number of spaces site-wide would not represent a substantial net gain of spaces for the site overall from existing conditions. At present, approximately 2,900 parking spaces are on the site between Lot A and Pier 48. Only 100 parking spaces are allowed elsewhere on the site in addition to the centralized garages.

5. That a diverse economic base be maintained by protecting our industrial and service sectors from displacement due to commercial office development, and that future opportunities for resident employment and ownership in these sectors be enhanced.

The Project would not adversely affect the industrial sector or service sectors. No such uses would be displaced by the Project. The Project includes the rehabilitation of Pier 48, which will provide about 250,000 gsf of new or improved space for production uses. Additional small production spaces would also be required along Terry Francois Boulevard, providing industrial space where none exists today.

6. That the City achieves the greatest possible preparedness to protect against injury and loss of life in an earthquake.

All new construction would be subject to the City's Building Code, Fire Code and other applicable safety standards. Thus, the Project would improve preparedness against injury and loss of life in an earthquake by prompting development that would comply with applicable safety standards.

7. That landmarks and historic buildings be preserved.

Pier 48 would be rehabilitated pursuant to the Secretary of Interior's Standards.

8. That our parks and open space and their access to sunlight and vistas be protected from development.

The Project would not significantly adversely affect existing open spaces or their access to sunlight and vistas. The Project includes a robust parks and open space program including the substantial expansion of China Basin Park and the establishment of two new additional parks and

other pedestrian plazas throughout. The Project includes a fine-grained network of new streets thereby assuring the site permeability and access through it.

I hereby certify that the Planning Commission ADOPTED the foregoing Motion on Thursday, October 5, 2017.



Jonas P. Ionin

Commission Secretary

AYES: Hillis, Richards, Fong, Johnson, Koppel, Melgar, Moore

NAYS: None

ABSENT: None

ADOPTED: October 5, 2017

Print Form

Introduction Form

By a Member of the Board of Supervisors or Mayor

Time stamp
or meeting date

I hereby submit the following item for introduction (select only one):

- 1. For reference to Committee. (An Ordinance, Resolution, Motion or Charter Amendment).
- 2. Request for next printed agenda Without Reference to Committee.
- 3. Request for hearing on a subject matter at Committee.
- 4. Request for letter beginning : "Supervisor [] inquiries"
- 5. City Attorney Request.
- 6. Call File No. [] from Committee.
- 7. Budget Analyst request (attached written motion).
- 8. Substitute Legislation File No. [180095]
- 9. Reactivate File No. []
- 10. Question(s) submitted for Mayoral Appearance before the BOS on []

Please check the appropriate boxes. The proposed legislation should be forwarded to the following:

- Small Business Commission
- Youth Commission
- Ethics Commission
- Planning Commission
- Building Inspection Commission

Note: For the Imperative Agenda (a resolution not on the printed agenda), use the Imperative Form.

Sponsor(s):

~~Clerk of the Board~~ BREED, KIM

Subject:

Memorandum of understanding - port commission - MISSION ROCK special use

The text is listed:

District Financial Districts

[]

Signature of Sponsoring Supervisor: []

For Clerk's Use Only

London Breed