File No. 200120 **Committee Item No.** _____
Board Item No. 10

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: _____ **Date:** _____
Board of Supervisors Meeting **Date:** April 7, 2020

Cmte Board

☐	☐	**Motion**
☐	☒	**Resolution**
☐	☐	**Ordinance**
☐	☐	**Legislative Digest**
☐	☐	**Budget and Legislative Analyst Report**
☐	☐	**Youth Commission Report**
☐	☐	**Introduction Form**
☐	☒	**Department/Agency Cover Letter and/or Report**
☐	☐	**MOU**
☐	☐	**Grant Information Form**
☐	☐	**Grant Budget**
☐	☐	**Subcontract Budget**
☐	☐	**Contract/Agreement**
☐	☐	**Form 126 – Ethics Commission**
☐	☐	**Award Letter**
☐	☐	**Application**
☐	☐	**Public Correspondence**

OTHER

☐	☒	Special Tax District Report - 03/26/20
☐	☒	Recorded Map - 03/31/20
☐	☐	
☐	☐	
☐	☐	
☐	☐	
☐	☐	
☐	☐	

Prepared by: Lisa Lew **Date:** April 3, 2020
Prepared by: _____ **Date:** _____

[Resolution of Formation - Special Tax District No. 2020-1 (Mission Rock Facilities and Services)]

Resolution of formation of the City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services) and a future annexation area; determining other matters in connection therewith, as defined herein; and making findings under the California Environmental Quality Act.

WHEREAS, California Statutes of 1968, Chapter 1333 ("Burton Act") and San Francisco Charter, Section 4.114 and Appendix B, beginning at Section B3.581, empower the City and County of San Francisco ("City"), acting through the San Francisco Port Commission ("Port" or "Port Commission"), with the power and duty to use, conduct, operate, maintain, manage, regulate, and control the lands within Port jurisdiction; and

WHEREAS, Seawall Lot 337 Associates, LLC, a Delaware limited liability company ("Master Developer") and the City, acting by and through the Port, are parties to a Disposition and Development Agreement (as amended from time to time, "DDA"), including a Financing Plan (as amended from time to time, "Financing Plan"), that governs the disposition and development of certain parcels in the jurisdiction of the Port, including Seawall Lot 337, 3.53 acres located at Terry A. Francois Boulevard from Third Street to Mission Rock Street, China Basin Park and 1/2 acre to the east of Terry A. Francois Boulevard between Pier 48 and Pier 50 ("Project Site"), and also provides for development of Pier 48, which DDA was approved by the Board of Supervisors of the City ("Board of Supervisors" or "Board") by Resolution No. 42-18, adopted on February 13, 2018, signed by the Mayor on February 23, 2018, and a copy of which is in Board File No. 180092 ("Mission Rock Project Resolution"); and

WHEREAS, The Port collaborated with the State Lands Commission and the Legislature, resulting in an amendment of the Burton Act to lift or suspend its statutory trust

use restrictions that impede the Port's ability to realize the development potential of Port lands; under Senate Bill 815 (Stats. 2007, ch. 660, as amended by Stats. 2016, ch. 529) ("SB 815"), the Port is authorized to lease certain seawall lots south of Market Street, including the Project Site, for nontrust purposes, providing revenues for rehabilitation of historic wharves and piers and other trust uses; SB 815 allows long-term nontrust uses that are otherwise not permissible under the Burton Act as a primary mechanism to generate Port revenues for trust purposes, including the construction of infrastructure needed for development; and

WHEREAS, On November 3, 2015, San Francisco voters approved the Mission Rock Affordable Housing, Parks, Jobs and Historic Preservation Initiative ("Proposition D"), which authorized increased height limits on the Project Site, subject to environmental review, and established a City policy to encourage development of the Project Site; Proposition D specifically provides that it is intended to encourage and implement the lease and development of the Project Site as described in SB 815 to support the purposes of the Burton Act, especially the preservation of historic piers and historic structures and construction of waterfront plazas and open space; and

WHEREAS, The proposed development of the Project Site, which is commonly referred to as the Mission Rock project ("Project"), will be a new mixed-use neighborhood that is proposed to include a mix of commercial/office, retail, parking, and market rate and affordable residential uses and approximately eight acres of new and expanded parks and shoreline access; and

WHEREAS, Under the DDA, (i) the Master Developer is responsible for master development of the Project Site, including construction of public infrastructure, (ii) the Port and Master Developer will enter into a master lease for all of the Project Site, (iii) the Port will convey development parcels to vertical developers and those parcels will be released from the master lease, and (iv) the Port may enter into a separate lease with the Master Developer

(or an affiliate of Master Developer) for development of Pier 48; and

WHEREAS, The City anticipates that, in addition to the infrastructure and private development described above, future improvements will be necessary to ensure that the shoreline, public facilities, and public access improvements will be protected should sea level rise in the vicinity of the Project Site, and the Board of Supervisors desires to provide a mechanism to pay for the costs of such improvements; and

WHEREAS, At its hearing on October 5, 2017, and prior to recommending proposed Planning Code amendments for approval, by Motion No. M-20017, the Planning Commission certified a Final Environmental Impact Report ("FEIR") for the Project pursuant to the California Environmental Quality Act ("CEQA") (California Public Resources Code, Section 21000 et seq.), the CEQA Guidelines (14 Cal. Code Reg., Section 15000 et seq.), and Administrative Code, Chapter 31; a copy of said Motion is on file with the Clerk of the Board in File No. 171117, and is incorporated herein by reference; and

WHEREAS, In recommending proposed Planning Code Amendments for approval by this Board at its hearing on October 5, 2017, by Motion No. M-20018, the Planning Commission also adopted findings under CEQA, including a statement of overriding consideration, and a Mitigation Monitoring and Reporting Program ("MMRP"), and copies of said Motion and MMRP are on file with the Clerk of the Board in File No. 171117, and are incorporated herein by reference; and

WHEREAS, Under Chapter 43, Article X of the San Francisco Administrative Code (as it may be amended from time to time, "Code"), which Code incorporates by reference the Mello-Roos Community Facilities Act of 1982, as amended ("Mello-Roos Act"), the Board is authorized to establish a special tax district and to act as the legislative body for a special tax district; and

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WHEREAS, On February 25, 2020, the Board adopted Resolution No. 84-20 entitled "Resolution declaring the intention to establish City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services) and a future annexation area; ordering and setting a time and place for a public hearing of the Board, sitting as a Committee of the Whole, on April 7, 2020, at 3:00 p.m.; determining other matters in connection therewith, as defined herein; and making findings under the California Environmental Quality Act" ("Resolution of Intention"), which Resolution of Intention was signed by the Mayor on March 6, 2020, stating its intention to form (i) "City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services)" ("Special Tax District") and (ii) a "City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services) (Future Annexation Area)" ("Future Annexation Area"), pursuant to the Code; and

WHEREAS, The Resolution of Intention incorporates a map of the proposed boundaries of the Special Tax District and the Future Annexation Area; and

WHEREAS, The Resolution of Intention states the facilities, services and incidental expenses to be financed by the Special Tax District (as set forth in the list attached hereto as Exhibit A); and

WHEREAS, The City anticipates that future improvements will be necessary to ensure that the shoreline, public facilities, and public access improvements will be protected should sea level rise at the perimeter of the Project Site, and the Special Tax District would provide a mechanism to finance such improvements; and

WHEREAS, The Resolution of Intention states the rate and method of apportionment of the special taxes to be levied within the Special Tax District ("Rate and Method") to pay for the costs of the authorized services, the authorized incidental expenses and the authorized facilities, including the principal and interest on bonds and other debt (as defined in the Mello-

Roos Act) proposed to be issued with respect to the Special Tax District; and

WHEREAS, The Resolution of Intention is on file with the Clerk of the Board and the provisions thereof are incorporated herein by this reference as if fully set forth herein; and

WHEREAS, As of the date hereof, there are no Leasehold Interests in Assessor's Parcels (as defined in the Rate and Method) within the proposed boundaries of the Special Tax District that are intended to be exempt from the levy of Special Taxes; the Board intends for Leasehold Interests in Taxable Parcels within the proposed boundaries of the Special Tax District that are purchased by a public entity, including the United States, the State of California and/or the City, or any departments or political subdivisions thereof ("public entity"), to be subject to the Special Tax, and if a public entity purchases a Leasehold Interest in a Taxable Parcel in the Special Tax District after formation of the Special Tax District, the obligation to pay Special Taxes on such Taxable Parcel shall be governed by Sections 53317.3 and 53317.5 of the Mello-Roos Act; and

WHEREAS, The levy of the Special Taxes in the Special Tax District shall be subject to the approval of the qualified electors of the Special Tax District at a special election, and the proposed voting procedure shall be by mailed or hand-delivered ballot among the landowners in the Special Tax District, with each landowner having one vote for each acre or portion of an acre such landowner owns in the Special Tax District not exempt from the Special Taxes; and

WHEREAS, The Director, Department of Elections has reported that there were no registered voters in the boundaries of the proposed Special Tax District as of February 3, 2020; and

WHEREAS, The Board has received and accepted pursuant to the Resolution of Intention a Public Agency Statement and Consent executed by the Port Commission in which it declares that the City is a "landowner" (as defined in the Mello-Roos Act) in the Special Tax District and qualified elector for the Special Tax District because the property owned by the

City within the proposed boundaries of the Special Tax District either will be (a) transferred by conveyance of the fee interest to private ownership for the construction of improvements, in which case the City agrees that such property will be subject to the special tax on the same basis as private property within the Special Tax District and affirmatively waives any defense based on the fact of public ownership to any action to foreclose on such property in the event of nonpayment of the special tax or (b) leased to a nonexempt person or entity and, pursuant to Section 53340.1 of the Mello-Roos Act, the special tax will be levied on the leasehold interest and payable by the owner of the leasehold interest, a copy of which Public Agency Statement and Consent is on file with the Clerk of the Board in File No. 200117 and is incorporated herein by reference; and

WHEREAS, The Clerk of the Board published notice of a public hearing relative to the proposed formation of the Special Tax District and the Future Annexation Area pursuant to Section 53322 of the Mello-Roos Act and Section 53339.4 of the Mello-Roos Act, respectively; and

WHEREAS, The Board has held a noticed public hearing as required by the Code and the Resolution of Intention relative to the proposed formation of the Special Tax District and the Future Annexation Area; and

WHEREAS, At the hearing all interested persons desiring to be heard on all matters pertaining to the formation of the Special Tax District and the Future Annexation Area, the facilities, services and incidental expenses to be provided therein and the levy of said special taxes were heard and a full and fair hearing was held; and

WHEREAS, At the hearing evidence was presented to the Board on said matters before it, including a report caused to be prepared by the Director of the Office of Public Finance ("Report") as to the facilities, services and incidental expenses to be provided through the Special Tax District and the costs thereof, a copy of which is on file with the Clerk of the

Board in File No. 200120, and the Board at the conclusion of said hearing is fully advised in the matters related to the Special Tax District; and

WHEREAS, Written protests with respect to the formation of the Special Tax District, the furnishing of specified types of facilities, services or incidental expenses or the rate and method of apportionment of the special taxes have not been filed with the Clerk of the Board by fifty percent (50%) or more of the registered voters residing within the territory of the Special Tax District or six registered voters, whichever is more, or property owners of one-half (1/2) or more of the area of land within the Special Tax District and not exempt from the proposed special taxes; and

WHEREAS, Written protests have not been filed with the Clerk of the Board against the proposed annexation of the Future Annexation Area to the Special Tax District by (i) 50% of more of the registered voters, or six registered voters, whichever is more, residing in the proposed boundaries of the Special Tax District, or (ii) 50% or more of the registered voters, or six registered voters, whichever is more, residing in the Future Annexation Area, (iii) owners of one-half or more of the area of land in the proposed Special Tax District and not exempt from the proposed special tax or (iv) owners of one-half or more of the area of land in the Future Annexation Area and not exempt from the proposed special tax; now, therefore, be it

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

FURTHER RESOLVED, That the proposed special taxes to be levied within the Special Tax District and the designation of the Future Annexation Area has not been precluded by majority protest pursuant to Mello-Roos Act Section 53324; and, be it

FURTHER RESOLVED, That all prior proceedings taken by the Board in connection with the establishment of the Special Tax District and the Future Annexation Area and the levy of the special tax have been duly considered and are hereby found and determined to be valid

and in conformity with the Code; and, be it

FURTHER RESOLVED, That the Special Tax District designated “City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services)" and the future annexation area designated “City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services) (Future Annexation Area)" are hereby established pursuant to the Code; and, be it

FURTHER RESOLVED, That the boundaries of the Special Tax District and the Future Annexation Area as set forth in the map heretofore recorded in the Assessor-Recorder’s Office on March 31, 2020 at 11:03 a.m. as Document No. 2020-K920032-00 in Book 001 Pages 173-174 of the Book of Maps of Assessment and Special Tax Districts are hereby incorporated herein by reference and shall be the boundaries of the Special Tax District and the Future Annexation Area, and the Board hereby ratifies the boundary map for the Special Tax District and the Board hereby ratifies the boundary map for the Future Annexation Area; and, be it

FURTHER RESOLVED, That, from time to time, parcels within the Future Annexation Area shall be annexed to the Special Tax District only with the unanimous approval (each, a “Unanimous Approval”) of the owner or owners of each parcel or parcels at the time that such parcel(s) are annexed; pursuant to Section 43.10.14 of the Code, a Unanimous Approval executed by the owner of a parcel constitutes the vote of the qualified elector in favor of the matters addressed in the Unanimous Approval for purposes of the California Constitution, including, but not limited to, Articles XIII A and XIII C; and, be it

FURTHER RESOLVED, That the Board hereby determines that any property for which the owner or owners execute a Unanimous Approval in accordance with applicable law shall be added to the Special Tax District without any further hearings or proceedings and the Clerk of the Board is hereby directed to record an amendment to the notice of special tax lien for the

Special Tax District pursuant to Streets & Highways Code, Section 3117.5, as a result of which the obligation to pay the Special Tax shall become a lien upon the annexed property; provided, however, the designation of property as Future Annexation Area and the ability to annex property to the Special Tax District based on a Unanimous Approval shall not limit, in any way, the annexation of property in the Future Annexation Area to the Special Tax District pursuant to other provisions of applicable law; and, be it

FURTHER RESOLVED, That the Director of the Controller's Office of Public Finance ("Director") is hereby directed, from time to time in her discretion, to cause to be recorded one or more consolidated maps of the Special Tax District reflecting all prior modifications, amendments, and annexations pursuant to Section 3113.5 of the Streets & Highways Code; and, be it

FURTHER RESOLVED, That in order to advance the public purposes of the City, the type of facilities proposed to be financed by the Special Tax District (as originally designated and as may be expanded by annexation) and pursuant to the Code shall consist of those items listed as facilities in Exhibit A hereto and by this reference incorporated herein ("Facilities"); and, be it

FURTHER RESOLVED, That in order to advance the public purposes of the City, the type of public services proposed to be financed by the Special Tax District (as originally designated and as may be expanded by annexation) pursuant to the Code shall consist of those items shown in Exhibit A hereto and by this reference incorporated herein ("Services"); and, be it

FURTHER RESOLVED, That in order to advance the public purposes of the City, the Special Taxes and proceeds of bonds and other debt issued by the Special Tax District may be used to finance the incidental expenses shown in Exhibit A hereto and by this reference incorporated herein ("incidental expenses"); and, be it

FURTHER RESOLVED, That except to the extent that funds are otherwise available to the Special Tax District to pay for the Services, incidental expenses and Facilities and/or the principal and interest as it becomes due on bonds or other debt of the Special Tax District issued to finance the Facilities or incidental expenses, certain special taxes ("Special Tax") sufficient to pay the costs thereof, secured by the recordation of a continuing lien against all non-exempt real property in the Special Tax District, is intended to be levied annually within the Special Tax District, and collected in the same manner as ordinary *ad valorem* property taxes or in such other manner as may be prescribed by the Board; and, be it

FURTHER RESOLVED, That the Board expects the non-exempt real property to consist of leasehold or possessory interests in land owned by the City, or the City acting by and through the Port Commission, and hereby approves the levy of Special Taxes on such leasehold or possessory interests on the secured roll; and, be it

FURTHER RESOLVED, That the proposed rate and method of apportionment of the Special Taxes among the parcels of real property within the Special Tax District, in sufficient detail to allow each landowner or lessee within the proposed Special Tax District to estimate the maximum amount such owner or lessee will have to pay, are set forth in the Rate and Method, which is included in Exhibit B attached hereto and hereby incorporated herein; and, be it

FURTHER RESOLVED, That the territory in the Future Annexation Area will be annexed into the Special Tax District and the Special Taxes will be levied on such territory only with the Unanimous Approval of the owner or owners of each parcel or parcels at the time that parcel or those parcels are annexed into the Special Tax District; except to the extent that funds are otherwise available to the Special Tax District to pay for the Services, incidental expenses or Facilities and/or the principal and interest as it becomes due on bonds or other debt of the Special Tax District issued to finance the Facilities or incidental expenses,

the Special Taxes sufficient to pay the costs thereof, secured by the recordation of a continuing lien against all non-exempt real property in the portion of the Future Annexation Area that is annexed to the Special Tax District, is intended to be levied annually within the portion of the Future Annexation Area that is annexed to the Special Tax District, and collected in the same manner as ordinary *ad valorem* property taxes or in such other manner as may be prescribed by the Board; and, be it

FURTHER RESOLVED, That as required by Mello-Roos Act, Section 53339.3(d), the Special Tax proposed to pay for the Facilities to be supplied within the portion of the Future Annexation Area that is annexed to the Special Tax District that are financed with bonds that have already been issued and that are secured by previously-existing areas of the Special Tax District will be equal to the Special Taxes levied to pay for the same Facilities in previously-existing areas of the Special Tax District, except that (i) a higher Special Tax may be levied within the portion of the Future Annexation Area that is annexed to the Special Tax District to pay for the same Facilities to compensate for the interest and principal previously paid from Special Taxes in the original area of the Special Tax District, less any depreciation allocable to the financed Facilities and (ii) a higher Special Tax may be levied in the portion of the Future Annexation Area that is annexed to the Special Tax District to pay for new or additional Facilities, with or without bond financing; and, be it

FURTHER RESOLVED, That as required by the Mello-Roos Act, the Board further determined in the Resolution of Intention that the Special Tax proposed to pay for Services to be supplied within the portion of the Future Annexation Area that is annexed to the Special Tax District shall be equal to any Special Tax levied to pay for the same Services in the existing Special Tax District, except that a higher or lower tax may be levied within the portion of the Future Annexation Area that is annexed to the Special Tax District to the extent that the actual cost of providing the Services in the portion of the Future Annexation Area that is

annexed to the Special Tax District is higher or lower than the cost of providing those Services in the existing Special Tax District; in so finding, the Board does not intend to limit its ability to levy a Special Tax within the portion of the Future Annexation Area that is annexed to the Special Tax District to provide new or additional services beyond those supplied within the existing Special Tax District or its ability to implement changes to the extent permitted by law; and, be it

FURTHER RESOLVED, That the Special Taxes to be levied in the Special Tax District shall not be levied in the Special Tax District to finance Facilities after the fiscal year established for that purpose in the Rate and Method, except that a Special Tax that was lawfully levied in or before the final tax year and that remains delinquent may be collected in subsequent years; under no circumstances shall the Special Taxes levied against any parcel in the Special Tax District to finance Facilities ("Facilities Special Tax") in any fiscal year be increased in that fiscal year as a consequence of delinquency or default by the owner or lessee of any other parcel or parcels within the Special Tax District by an amount that exceeds 10 percent of the maximum Facilities Special Tax applicable to such parcel for that fiscal year; for avoidance of doubt, the term Facilities Special Tax as used in this paragraph includes the "Development Special Tax," the "Office Special Tax," and the "Shoreline Special Tax" as such terms are defined in the Rate and Method, and applies equally to residential and non-residential property; and, be it

FURTHER RESOLVED, That it is hereby found and determined that the Facilities, Services and incidental expenses are necessary to meet increased demands placed upon local agencies as the result of development occurring in the Special Tax District; and, be it

FURTHER RESOLVED, That the Director of the Office of Public Finance, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102, 415-554-5956, is the officer of the City who will be responsible for preparing annually a current roll of special tax levy obligations by

assessor's parcel number and who will be responsible for estimating future special tax levies pursuant to the Code; and, be it

FURTHER RESOLVED, That upon recordation of a notice of special tax lien pursuant to Section 3114.5 of the Streets and Highways Code of California, a continuing lien to secure each levy of the special tax shall attach to all nonexempt real property in the Special Tax District and this lien shall continue in force and effect until the special tax obligation is prepaid and permanently satisfied and the lien canceled in accordance with law or until collection of the tax by the City ceases; and, be it

FURTHER RESOLVED, That in accordance with the Mello-Roos Act, the annual appropriations limit, as defined by subdivision (h) of Section 8 of Article XIII B of the California Constitution, of the Special Tax District is hereby preliminarily established at $3,700,000,000 and said appropriations limit shall be submitted to the voters of the Special Tax District as hereafter provided; the proposition establishing said annual appropriations limit shall become effective if approved by the qualified electors voting thereon and shall be adjusted in accordance with the applicable provisions of the Code; and, be it

FURTHER RESOLVED, That pursuant to the provisions of the Code, the proposition of the levy of the special tax and the proposition of the establishment of the appropriations limit specified above shall be submitted to the qualified electors of the Special Tax District at an election; the time, place and conditions of the election shall be as specified by a separate resolution of the Board; and, be it

FURTHER RESOLVED, That Mello-Roos Act, Section 53314.9, provides that, either before or after formation of the Special Tax District, the City may accept advances of funds and may provide, by resolution, for the use of those funds, including but not limited to pay any cost incurred by the local agency in creating the Special Tax District, and may agree to reimburse the advances under all of the following conditions: (A) the proposal to repay the

advances is included both in the resolution of intention and the resolution of formation to establish the Special Tax District; and (B) any proposed special tax is approved by the qualified electors of the Special Tax District and, if the qualified electors of the Special Tax District do not approve the proposed special tax, the City shall return any funds which have not been committed for any authorized purpose by the time of the election and, in furtherance of Mello-Roos Act, Section 53314.9, the Board hereby declares its intent to enter into an agreement providing for the advance and reimbursement of funds between the Port and the Master Developer; and, be it

FURTHER RESOLVED, That Mello-Roos Act, Section 53314.9, provides that, either before or after formation of the Special Tax District, the City may accept work in-kind from any source, including, but not limited to, private persons or private entities, may provide, by resolution, for the use of that work in-kind for any authorized purpose and the Board may enter into an agreement, by resolution, with the person or entity advancing the work in-kind, to reimburse the person or entity for the value, or cost, whichever is less, of the work in-kind, as determined by the Board, with or without interest, under the conditions specified in the Mello-Roos Act; any work in-kind must be performed or constructed as if the work had been performed or constructed under the direction and supervision, or under the authority of, the City and, in furtherance of Mello-Roos Act, Section 53314.9, the Board previously authorized the Port to enter into an acquisition and reimbursement agreement with the Master Developer and other entities responsible for developing the Project pursuant to the Mission Rock Project Resolution; and, be it

FURTHER RESOLVED, That the Board reserves to itself the right and authority set forth in Mello-Roos Act, Section 53344.1, subject to any limitations set forth in any bond resolution or trust indenture related to the issuance of bonds; and, be it

FURTHER RESOLVED, That the Board hereby waives any provisions of the Amended and Restated Local Goals and Policies for Community Facilities Districts and Special Tax Districts ("Goals and Policies") adopted by the Board by Resolution No. 414-13 to the extent the Goals and Policies are inconsistent with the provisions hereof or the DDA; and, be it

FURTHER RESOLVED, That the Board hereby approves and ratifies the appointment of the Port as the CFD Agent (as defined in the DDA) for the Special Tax District and approves and ratifies all actions taken prior to the date hereof by the Port in its capacity as CFD Agent, including, but not limited to, ratification or execution of one or more promissory notes to evidence the repayment of one or more advances of land proceeds and other sources of Port funding to pay the costs of the Facilities and incidental expenses (the "Repayment Obligation") and execution of one more pledge agreements with an infrastructure financing district to receive property tax revenues to repay the Repayment Obligation; and, be it

FURTHER RESOLVED, That in accordance with the actions contemplated herein, the Board has reviewed the FEIR, concurs with its conclusions, affirms the Planning Commission's certification of the FEIR, and finds that the actions contemplated herein are within the scope of the Project described and analyzed in the FEIR; and, be it

FURTHER RESOLVED, That the Board hereby adopts and incorporates by reference as though fully set forth herein the Planning Commission's CEQA approval findings in the MMRP, including the statement of overriding considerations, and adopts and incorporates by reference as though fully set forth herein the Project's MMRP; and, be it

FURTHER RESOLVED, That if any section, subsection, sentence, clause, phrase, or word of this Resolution, or any application thereof to any person or circumstance, is held to be invalid or unconstitutional by a decision of a court of competent jurisdiction, such decision shall not affect the validity of the remaining portions or applications of this Resolution, the

Board hereby declaring that it would have passed this Resolution and each and every section, subsection, sentence, clause, phrase, and word not declared invalid or unconstitutional without regard to whether any other portion of this Resolution or application thereof would be subsequently declared invalid or unconstitutional; and, be it

FURTHER RESOLVED, That the Mayor, the Controller, the Director, Department of Elections, Director of the Office of Public Finance, the Clerk of the Board and any and all other officers of the City are hereby authorized, for and in the name of and on behalf of the City, to do any and all things and take any and all actions, including execution and delivery of any and all documents, assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and documents, which they, or any of them, may deem necessary or advisable in order to effectuate the purposes of this Resolution; provided however that any such actions be solely intended to further the purposes of this Resolution, and are subject in all respects to the terms of the Resolution; and, be it

FURTHER RESOLVED, That all actions authorized and directed by this Resolution, consistent with any documents presented herein, and heretofore taken are hereby ratified, approved and confirmed by the Board; and, be it

FURTHER RESOLVED, That this Resolution shall take effect upon its adoption.

APPROVED AS TO FORM:
DENNIS J. HERRERA, City Attorney

By:_____
MARK D. BLAKE
Deputy City Attorney
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EXHIBIT A

CITY AND COUNTY OF SAN FRANCISCO

Special Tax District No. 2020-1
(Mission Rock Facilities and Services)

DESCRIPTION OF FACILITIES, SERVICES AND OTHER COSTS TO BE FINANCED BY THE SPECIAL TAX DISTRICT

City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services) (as originally configured and as expanded through annexation of property in the future, the "**STD**"), is authorized to finance the Facilities, Services and Incidental Costs described in this Exhibit A. Capitalized terms used in this Exhibit A but not defined herein have the meanings given them in the Appendix to Transaction Documents for the Mission Rock 28-Acre Site Project, attached as an appendix to the Disposition and Development Agreement ("**DDA**"), dated as of August 15, 2018, by and between the Port and the Developer, including all exhibits and attachments, as may be amended from time to time. When used in this Exhibit A, "including" has the meaning given to it in the DDA.

Authorized Facilities

The STD is authorized to finance the purchase, construction, reconstruction, expansion, improvement, or rehabilitation of all or any portion of the facilities authorized to be financed by the San Francisco Special Tax Financing Law (Admin. Code ch. 43, art. X) and the Mello-Roos Community Facilities Act of 1982 (Cal. Gov't Code Section 53311 et seq.), including:

1. Land Acquisition – includes, but is not limited to, acquisition of land for public improvements or for other requirements under the DDA.

2. Demolition and Abatement – includes, but is not limited to, Site Preparation costs, including abatement of hazardous materials, removal of below-grade, at-grade, and above-grade facilities, and recycling or disposal of waste, including demolition and abatement within future vertical sites that is necessary for Horizontal Improvements.

3. Auxiliary Water Supply System - includes, but is not limited to, main pipe, laterals, valves, fire hydrants, cathodic protection, tie-ins, and any other components required for onsite and offsite high pressure water supply network intended for fire suppression.

4. Low Pressure Water - includes, but is not limited to, main pipe, laterals, water meters, water meter boxes, back flow preventers, gate valves, air valves, blow-offs, fire hydrants, cathodic protection, tie-ins, and any other components required for onsite and offsite low pressure water supply network intended for domestic use.

5. Non-Potable Water System (Blackwater Treatment Facility) - includes, but is not limited to, water recycling production equipment such as buffer and treatment tanks, reverse osmosis and ultraviolet treatment equipment, and plant auxiliary equipment such as pumps, valves, and electrical equipment; distribution facilities such as main pipes, laterals, and valves; customer interface equipment such as water meters, back flow preventers, and valves; along with financing costs and any other components required for non-potable water supply system (whether publicly or privately owned) intended to provide treated wastewater for use in, among other things, irrigation of parks, landscaping, and non-potable uses within buildings, and any other components or administrative costs required for non-potable water system.

6. District Energy System - includes, but is not limited to, whether publicly or privately-owned, district energy production equipment such as boilers, chillers, heat pumps, cooling towers, bay water interface equipment and piping, and plant auxiliary equipment such as pumps, valves, and electrical equipment; distribution facilities such as main pipes, laterals, and valves; customer interface equipment such as energy meters and energy transfer stations; along with financing costs and any other components or administrative costs required for district energy system intended to provide heating and cooling or domestic hot water within buildings.

7. Sanitary Sewer, Storm Drain, and Stormwater Management– includes, but is not limited to, retrofit of existing combined sewer facilities, new gravity main pipe, force main pipe and associated valves, laterals, manholes, catch basins, traps, air vents, pump stations, outfalls, lift stations, connections to existing systems, stormwater treatment best management practices (BMPs) such as detention vaults, and any other components required for a network intended to convey storm water and sanitary sewage, including components, such as ejector pumps, associated with vertical buildings to meet design criteria for the Horizontal Improvements.

8. Joint Trench & Dry Utilities – includes, but is not limited to, installation of primary and secondary conduits, overhead poles, pull boxes, vaults, subsurface enclosures, gas main, and anodes for dry utilities including electrical, gas, telephone, cable, internet, and information systems, as well as any payment obligations related to providing such services.

9. Earthwork and Retaining Walls – includes, but is not limited to, Site Preparation activities including importation of clean fill materials, clearing and grubbing, slope stabilization, ground improvement, installation of geogrid, surcharging, wick drains, excavation, rock fragmentation, grading, lightweight cellular concrete, geofoam, placement of fill, compaction, retaining walls, subdrainage, erosion control, temporary fencing, and post-construction stabilization such as hydroseeding. Also, includes, but is not limited to, excavation of future vertical development sites if the excavated soils is used on site for purposes of raising Horizontal Improvements.

10. Roadways – includes, but is not limited to, Public ROWs, roads and paseos in Public Space, road subgrade preparation, aggregate base, concrete roadway base, asphalt wearing surface, concrete curb, concrete gutter, medians, colored asphalt and concrete, pavers, speed bumps, sawcutting, grinding, conform paving, resurfacing, any other components required for onsite and offsite roadways, transit stops, bus facilities, permanent pavement marking and striping, traffic control signage, traffic light signals, offsite traffic improvements, and any other components or appurtenant features as required in the approved Improvement Plan details and specifications. through the permitting process.

11. Streetscape – includes, but is not limited to, subgrade preparation, aggregate base, sidewalks, pavers, ADA curb ramps, detectable tiles, streetlights, light pole foundations, signage, emergency services infrastructure, landscaping (including trees and Silva cells and/or structural soil), irrigation, street furniture, waste receptacles, bike racks, shared bike parking facilities (whether publicly or privately owned), newspaper stands, any other components or appurtenant features as required in the approved Improvement Plan

details and specifications through the permitting process, and wayfinding and interpretative signage and facilities.

12. Parks and Public Space – includes, but is not limited to, fine grading, storm drainage and treatment, sanitary sewer, low pressure water, park lighting, community wifi, distributed antenna systems, security infrastructure, low-voltage electrical, various hardscaping, irrigation, landscaping, various concrete structures, site furnishings, public art, wayfinding, interpretive and other park signage, viewing platforms, water access facilities (including boat launch), retrofit of shoreline structures and slopes (including demolition, excavation, installation of revetment, structural repair, construction and occupancy costs of park structures, and any other components, e.g., Shoreline Improvements), and any other associated work in publicly accessible spaces such as parks, open spaces, plazas, and mid-block passages, including publicly-accessible parks, plazas, mid-block passages and open space that is located on private property, but identified as public open space in the DDA, Design Controls documents, or Subdivision Map.

13. Water-based Transportation Improvements – includes, but not limited to, modes of water-based transportation and all infrastructure, design, and permitting costs related to providing water-based transportation facilities at the Project.

14. Historic Rehabilitation Required for Horizontal Improvements – includes, but is not limited to, eligible cost for relocation, structural retrofit, repair, and rehabilitation of historic Pier 48.

15. Hazardous Soil Removal – includes, but is not limited to, removal and disposal of contaminated soil which cannot be reused on site in accordance with the Mission Rock Development Soil Management Plan, dated October 18, 2019, Dust Control Plan, dated November 1, 2019, Asbestos Dust Mitigation Plan, dated November 15, 2019, and other related documents, and associated with public improvements.

16. Shoreline Adaptation Studies - includes, but is not limited to, analysis and planning to characterize the preferred Shoreline Protection Project and alternatives, including pre-entitlement planning and design work, environmental review, negotiation, and Regulatory Approvals related to the Shoreline Protection Facilities.

17. Shoreline Protection Facilities includes, but is not limited to, waterfront Improvements at the San Francisco Bay shoreline to provide stability, to protect the area from perils associated with seismic events and climate change, including sea level rise and floods, and other public improvements approved by the Port Commission and the Board of Supervisors.

18. Deferred Infrastructure.

19. Entitlement costs, including Entitlement Costs and costs to obtain approvals necessary to proceed with development incurred after the Reference Date, such as the cost to comply with the California Environmental Quality Act, negotiate transaction documents, permitting of Horizontal Improvements, subdivision mapping, conduct community outreach, and prepare development design and land use requirements, but not expenses related to any campaign or ballot measure or any other expenses prohibited by law.

Entitlement costs may include interim costs as approved from time to time by the Board of Supervisors.

20. Associated Public Benefits – including, but not limited to, costs required to provide Associated Public Benefits related to transportation, childcare, public open space, sustainability, community meeting space and programs, and other public-benefitting improvements and expenditures.

21. Miscellaneous Horizontal Development Costs - any other Horizontal Development Costs associated with implementing the DDA, including any additional costs that the Parties agree shall be incurred by the Developer for the Project, including workforce liaisons; studies and consultants required to comply with the DDA, such as auditors, inspectors, attorneys and appraisers; replacement and rework costs, including repairs to correct incidental damage that occurs throughout the course of construction and restoration of roadway pavement in areas where there are trenches excavated after the initial roadway is paved, and maintenance prior to acceptance by the City and/or Port.

22. Any other costs authorized to be financed by the STD under the DDA.

23. Interim improvements required for the use of the Project Site including temporary bike lanes, landscape, hardscape, accessibility infrastructure, grading, furniture and other improvements required for the interim use of the remaining Project Site.

24. Soft Costs required to support the construction of the Horizontal Improvements and implementation of the DDA, including developer management costs, third party professional services, construction management Fees, and asset management costs.

25. Developer Mitigation Measures, including the formation of the Transportation Management Association and dust, vibration, asbestos and settlement monitoring.

26. Insurance, Bonding and Warranty costs as required by the City in connection with the authorized improvements.

27. Miscellaneous Costs, such as costs associated with implementing the DDA, including any additional costs that the Parties have agreed shall be incurred by the Developer for the Project, such as master planning for each phase, audits, appraisals, workforce development costs (such as a liaison), cash payments and community outreach initiatives.

Any facility authorized to be financed by the STD may be financed through the construction and acquisition of the facility or through the payment of fees for such facility.

The facilities authorized to be financed may be located within or outside the boundaries of the STD.

The facilities to be financed shall include all Hard Costs and Soft Costs associated with the facilities, including the costs of the acquisition of land and rights-of-way, the costs of design, engineering and planning, the costs of any environmental or traffic studies, surveys or other

reports, costs related to landscaping and irrigation, soils and other environmental testing and observation, permits, plan check, and inspection fees, insurance, legal and related overhead costs, bonding, trailer rental, utility bills, site security, coordination and supervision and any other costs or appurtenances related to any of the foregoing as further defined in one or more acquisition agreements with the developer of the property in the STD.

The facilities to be financed shall also include all incidental expenses, defined as follows:

(1) The cost of planning and designing facilities to be financed by the STD, including the cost of environmental evaluations of those facilities.

(2) The costs associated with the creation of the STD, issuance of bonds, determination of the amount of taxes, collection of taxes, payment of taxes, or costs otherwise incurred in order to carry out the authorized purposes of the STD.

(3) Any other expenses incidental to the construction, completion, and inspection of the authorized work, including costs for temporary facilities with a useful life of at least 3 years that are required to construct an authorized facility.

(4) Special taxes levied on a property in the STD and paid by the Developer on behalf of a local agency or other landowner prior to the development of the property.

The facilities to be financed also includes the interim cost of the facilities, which shall mean the Developer Return or Port Return, as applicable, and any interest payable on any promissory note payable to the STD.

The STD may also apply bond proceeds and special taxes to repay the Port Commission for advances made to pay for authorized costs, under any promissory note or otherwise.

Special taxes may be collected and set-aside in designated funds and collected over several years (i.e., reserves), and used to fund facilities authorized to be financed by the STD.

AUTHORIZED SERVICES

Special taxes collected in the STD may finance, in whole or in part, the services authorized to be financed by the San Francisco Special Tax Financing Law (Admin. Code ch. 43, art. X) and the Mello-Roos Community Facilities Act of 1982 (Cal. Gov't Code Section 53311 et seq.), in the STD and, to the extent permitted by the DDA, outside the STD, including:

- Maintenance, capital repair, replacement and operation (including public events) of Public Spaces, including facilities for public enjoyment, such as public parks, public recreational facilities, public access, open space, public paseos and other public amenities, some of which may be rooftop facilities or located on privately leased property but identified as public open space in the DDA or Design Controls or Subdivision Map.
- Maintenance, capital repair, replacement and operation of Public Right-of-Ways (ROWs), including public streets, sidewalks, shared public ways, mid-block passages, bicycle lanes, and other paths of travel, associated landscaping and furnishings, maintenance, trenching, backfilling, and monitoring of Lightweight Cellular Concrete infrastructure, retaining walls within the ROWs and related amenities in the STD, some of which may be located on privately leased property but identified as public open space in the DDA or Design Controls.
- Maintenance, capital repair, replacement and operation of Shoreline Improvements in and adjacent to the STD that were completed per the DDA, such as shoreline restoration, including installation of stone columns, pilings, secant walls, and other structures to

stabilize the seawall or shoreline, removal of bay fill, creation of waterfront public access to or environmental remediation of the San Francisco waterfront.

- Maintenance, capital repair, replacement and operation of landscaping and irrigation systems and other equipment, material, and supplies directly related to maintaining and replacing landscaped areas and water features in Public Spaces and Public ROWs.
- Maintenance, capital repair, replacement and operation as needed of Public Spaces, including street cleaning and paving.
- Maintenance, capital repair, replacement and operation of lighting, rest rooms, trash receptacles, park benches, planting containers, picnic tables, bollards, bicycle racks and corrals and other furniture and fixtures and signage in Public Spaces and Public ROWs.
- Maintenance, capital repair, replacement and operation of utilities in Public Spaces and Public ROWs.
- General liability insurance for any Public ROWs or structures in Public ROWs that Public Works does not submit to the Board of Supervisors for City acceptance for City General Fund liability purposes and other commercially reasonable insurance coverages.
- Port, City, or third party personnel, administrative, and overhead costs related to maintenance or to contracting for and managing third-party maintenance, including rent for storage space needed to support the maintenance activities.
- Any other costs authorized to be financed by the STD under the DDA.

Special taxes may be collected and set-aside in designated funds and collected over several years (i.e., reserves), and used to fund services authorized to be financed by the STD. The term "**operation**" includes providing security and hosting special events.

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INCIDENTAL COSTS

Special taxes collected in the STD will also fund, in whole or in part, the incidental costs associated with the facilities and services authorized to be financed. Incidental costs include, but are not limited to:

1. Administrative expenses and fees including costs incurred to form the STD, to annex territory to the STD, to annually administer the STD, to levy and collect special taxes for the STD, and any other costs incurred in standard administration of the STD by the City or their authorized consultants;

2. Any amounts needed to cure actual or estimated delinquencies in special taxes for the current or previous fiscal years;

3. Bond related expenses, including underwriters discount, reserve fund, capitalized interest, bond, disclosure, and underwriter counsel fees and all other incidental expenses; and

4. Reimbursement of costs related to the formation of the STD advanced by the City and any landowner(s) in the STD, or any party related to any of the foregoing, as well as reimbursement of any costs advanced by the City or any landowner(s) in the STD or any party related to any of the foregoing, for facilities, fees or other purposes or costs of the STD.

COMPLIANCE WITH CFD GOALS

The City hereby waives the requirements of the CFD Goals to the extent inconsistent with this Exhibit A.

EXHIBIT B

CITY AND COUNTY OF SAN FRANCISCO
Special Tax District No. 2020-1
(Mission Rock Facilities and Services)

RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX

Special Taxes applicable to the Leasehold Interest in each Taxable Parcel in the City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services) shall be levied and collected according to the tax liability determined by the Administrator through the application of the appropriate amount or rate for Leasehold Interests in Taxable Parcels, as described below. The Leasehold Interest in all Taxable Parcels in the STD shall be taxed for the purposes, to the extent, and in the manner herein provided, including property subsequently annexed to the STD.

Special Taxes shall be levied only on Leasehold Interests in Taxable Parcels. In the event a Leasehold Interest in a Taxable Parcel is terminated, the Special Taxes shall be levied on any successor Leasehold Interest in the Taxable Parcel. If a Leasehold Interest terminates while a Special Tax that was previously levied remains unpaid, the owner of the successor Leasehold Interest will take the interest subject to the obligation to pay the unpaid Special Tax along with any applicable penalties and interest.

The City will covenant in each Indenture that, as long as any Bonds are outstanding, it will not terminate, and it will inhibit the Port from terminating, any Leasehold Interest in a Taxable Parcel unless the Port enters into a new lease the term of which ends on or after the final maturity date of the Bonds and that covers substantially the same real property and

improvements as the terminated lease. It will not be a violation of this covenant if the City or the Port initiates judicial foreclosure of any such lease pursuant to the CFD Law.

A. DEFINITIONS

The terms hereinafter set forth have the following meanings:

"**Administrative Expenses**" means any or all of the following: the fees and expenses of any fiscal agent or trustee (including any fees or expenses of its counsel) employed in connection with any Bonds, and the expenses of the City carrying out duties with respect to the STD and the Bonds, including, but not limited to, levying and collecting the Special Taxes, the fees and expenses of legal counsel, charges levied by the City, including the Controller's Office, the Treasurer and Tax Collector's Office, the City Attorney, and the Port, costs related to property owner inquiries regarding the Special Taxes, costs associated with appeals or requests for interpretation associated with the Special Taxes and this RMA, costs associated with annexation of property into the STD, amounts needed to pay rebate to the federal government with respect to the Bonds, costs associated with complying with any continuing disclosure requirements for the City and any other major property owner (whether or not deemed to be an obligated person), costs associated with foreclosure and collection of delinquent Special Taxes, and all other costs and expenses of the City in any way related to the establishment or administration of the STD.

"**Administrator**" means the Director of the Office of Public Finance or his/her designee who shall be responsible for administering the Special Taxes according to this RMA.

"**Affordable Housing Project**" means a residential or primarily residential project, as determined by the Review Authority, within which 100% of the residential units are Affordable Units.

"**Affordable Square Footage**" means both: (i) the entire square footage of an Affordable Housing Project; and (ii) the aggregate net rentable square footage that is or is expected to be associated with Affordable Units within a building on a Parcel of Developed Property. The Review Authority shall make the final determination as to the amount of Affordable Square Footage within a building in the STD.

"**Affordable Unit**" means a Residential Unit for which a deed restriction has been recorded that (i) limits the rental rates on the unit or (ii) in any other way is intended to restrict the current or future value of the unit, as determined by the Review Authority.

"**Appendix**" means the Appendix to the DDA.

"**Assessed Parcel**" means, in any Fiscal Year, any Taxable Parcel that meets all five of the following conditions: (i) there is a building on the Taxable Parcel for which a Certificate of Occupancy has been issued; (ii) based on all information available to the Administrator, the Baseline Assessed Value has been determined for the Taxable Parcel; (iii) ad valorem taxes have been levied on the Taxable Parcel based on the Baseline Assessed Value of the building; (iv) by the end of the prior Fiscal Year, at least one year of ad valorem taxes based upon the Baseline Assessed Value of the building have been paid; and (v) the Taxable Parcel does not have outstanding delinquencies in the payment of ad valorem property taxes or Special Taxes at the latest point at which the Administrator is able to receive delinquency

information from the County prior to submitting the Development Special Tax levy in any Fiscal Year. Once a Taxable Parcel has been categorized as an Assessed Parcel, such Taxable Parcel shall be considered an Assessed Parcel in all future Fiscal Years in which there are no outstanding delinquencies for the Parcel, regardless of increases or decreases in assessed value.

"**Assessor's Parcel**" or "**Parcel**" means a lot or parcel shown on an Assessor's Parcel Map with an assigned Assessor's Parcel number.

"**Assessor's Parcel Map**" means an official map of the County Assessor designating Parcels by Assessor's Parcel number.

"**Association**" means a homeowners or property owners association, including any master or sub-association, that provides services to, and collects dues, fees, or charges from, property within the STD.

"**Association Square Footage**" means square footage within a building that is (i) on property in the STD that is leased to an Association, not including any such property that is located directly under a residential structure, and (ii) used for purposes of the Association and not leased or otherwise used for purposes that are not part of the operation of the Association.

"**Authorized Expenditures**" means, separately with respect to the Development Special Tax, Office Special Tax, Shoreline Special Tax, and Contingent Services Special Tax, those costs, facilities or public services authorized to be funded by the applicable Special Tax as set forth

in the Financing Plan and the documents adopted by the Board at STD Formation, as may be amended from time to time.

"**Base Contingent Services Special Tax**" means, for any Square Footage Category, the per-square-foot Contingent Services Special Tax for square footage within such Square Footage Category, as identified in Table 4 in Section C below, that can be levied on a Leasehold Interest in a Taxable Parcel.

"**Base Development Special Tax**" means, for any Square Footage Category, the per-square-foot Development Special Tax for Square Footage within such Square Footage Category, as identified in Table 1 in Section C below, that can be levied on a Leasehold Interest in a Taxable Parcel.

"**Base Office Special Tax**" means, for Office Square Footage and Excess Exempt Square Footage, the per-square-foot Office Special Tax identified in Table 2 in Section C below, that can be levied on a Leasehold Interest in a Taxable Parcel.

"**Base Shoreline Special Tax**" means, for any Square Footage Category, the per-square-foot Shoreline Special Tax for Square Footage within such Square Footage Category, as identified in Table 3 in Section C below, that can be levied on a Leasehold Interest in a Taxable Parcel.

"**Base Special Tax**" means, collectively, the Base Development Special Tax, the Base Office Special Tax, the Base Shoreline Special Tax, and the Base Contingent Services Special Tax.

"**Baseline Assessed Value**" means, after a Certificate of Occupancy has been issued for a Taxable Parcel, the assessed value that the Port and Vertical Developer mutually agree is the final, unappealable value for the Taxable Parcel.

"**Board**" means the Board of Supervisors of the City, acting as the legislative body of STD No. 2020-1.

"**Bond Sale**" means, for the Development Special Tax, issuance of Development Special Tax Bonds, for the Office Special Tax, issuance of Office Special Tax Bonds, and, for the Shoreline Special Tax, issuance of Shoreline Special Tax Bonds.

"**Bonds**" means bonds or other debt (as defined in the CFD Law), whether in one or more series, that are issued or assumed by or for the STD to finance Authorized Expenditures including any Development Special Tax Bonds, Office Special Tax Bonds, and Shoreline Special Tax Bonds. The term "Bonds" includes any promissory note executed by or on behalf of STD No. 2020-1 for the benefit of the Port.

"**Capitalized Interest**" means funds in any capitalized interest account available to pay debt service on Bonds.

"**Certificate of Occupancy**" means the first certificate, including any temporary certificate of occupancy, issued by the Port to confirm that a building or a portion of a building has met all of the building codes and can be occupied for residential or non-residential use. For purposes of this RMA, "Certificate of Occupancy" shall not include any certificate of occupancy that was issued prior to January 1, 2019 for a building within the STD; however, any subsequent

certificates of occupancy that are issued for new construction, or expansion of a building shall be deemed a Certificate of Occupancy and the Special Taxes shall apply to the associated square footage. For Pier 48, only a certificate of occupancy issued in association with the permanent reuse of the building (as determined by the Port) shall qualify as a "Certificate of Occupancy" for purposes of this RMA.

"**CFD Law**" means the San Francisco Special Tax Financing Law (Admin. Code ch. 43, art. X), which incorporates the Mello-Roos Act.

"**City**" means the City and County of San Francisco, California.

"**Contingent Services Special Tax**" means a special tax levied in any Fiscal Year after the Trigger Event on a Leasehold Interest in a Taxable Parcel to pay the Services Special Tax Requirement.

"**County**" means the City and County of San Francisco, California.

"**DDA**" means the Disposition and Development Agreement between the Port and the Developer, including all exhibits and attachments, as may be amended from time to time.

"**Deputy Director**" means the Deputy Director of Finance and Administration for the Port or other such official that acts as the chief financial officer for the Port.

"**Developed Property**" means, in any Fiscal Year, all Taxable Parcels for which the 24-month anniversary of the Parcel Lease Execution Date has occurred in a preceding Fiscal Year,

regardless of whether a Permit has been issued. For any Taxable Parcel on which a structure is built and occupied without execution of a Parcel Lease, such Taxable Parcel shall be categorized as Developed Property in the Fiscal Year in which a Certificate of Occupancy was issued on or prior to June 30 of the preceding Fiscal Year.

"**Developer**" means Seawall Lot 337 Associates, LLC, or any successor or assign that takes over as tenant under the Master Lease.

"**Development Approval Documents**" means, collectively, the DDA, any Vertical DDA, any Final Maps, Review Authority approvals, or other such approved or recorded document or plan that identifies the type of structures, acreage, and Market-Rate Residential Square Footage and Office Square Footage approved for development on Taxable Parcels.

"**Development Special Tax**" means a special tax levied in any Fiscal Year on a Leasehold Interest in a Taxable Parcel to pay the Development Special Tax Requirement.

"**Development Special Tax Bonds**" means any Bonds secured solely by Development Special Taxes.

"**Development Special Tax Requirement**" means the amount necessary in any Fiscal Year to: (i) pay principal and interest on Development Special Tax Bonds that are due in the calendar year that begins in such Fiscal Year; (ii) pay periodic costs on Development Special Tax Bonds, including but not limited to, credit enhancement, liquidity support and rebate payments; (iii) replenish reserve funds created for Development Special Tax Bonds under the Indenture to the extent such replenishment has not been included in the computation of the

Development Special Tax Requirement in a previous Fiscal Year; (iv) cure any delinquencies in the payment of principal or interest on Development Special Tax Bonds which have occurred in the prior Fiscal Year; (v) in any Fiscal Year in which there is a Development Special Tax levied on one or more Parcels pursuant to Step 1d. in Section F below, pay the fee imposed by the City for levying such Development Special Tax on the County tax roll; (vi) pay other obligations described in the Financing Plan; and (vii) pay directly for Authorized Expenditures, so long as such levy under this clause (vii) does not increase the Development Special Tax levied on Undeveloped Property. The amount calculated to pay items (i) through (vii) above may be reduced in any Fiscal Year by: (a) interest earnings on or surplus balances in funds and accounts for the Development Special Tax Bonds to the extent that such earnings or balances are available to apply against such costs pursuant to the Indenture; (b) in the sole and absolute discretion of the Port, proceeds received by the STD from the collection of penalties associated with delinquent Development Special Taxes; and (c) any other revenues available to pay such costs, as determined by the Administrator, the City, and the Port.

"**Escalator**" means the lesser of the following: (i) the annual increase, if any, in the Consumer Price Index (CPI) for All Urban Consumers in the San Francisco-Oakland-Hayward region (base years 1982-1984=100) published by the Bureau of Labor Statistics of the United States Department of Labor, or, if such index is no longer published, a similar escalator that is determined by the Port and City to be appropriate, and (ii) five percent (5%).

"**Estimated Base Development Tax Revenues**" means, at any point in time, the amount calculated by the Administrator by multiplying the Base Development Special Tax by square

footage within each Square Footage Category proposed for development and, if applicable, already in completed buildings on a Taxable Parcel.

"**Estimated Base Office Special Tax Revenues**" means, at any point in time, the amount calculated by the Administrator by multiplying the Base Office Special Tax by square footage within each Square Footage Category proposed for development and, if applicable, already in completed buildings on a Taxable Parcel.

"**Estimated Base Shoreline Special Tax Revenues**" means, at any point in time, the amount calculated by the Administrator by multiplying the Base Shoreline Special Tax by square footage within each Square Footage Category proposed for development and, if applicable, already in completed buildings on a Taxable Parcel.

"**Excess Exempt Square Footage**" means, after the First Bond Sale, any square footage in a building on a Parcel of Developed Property that is determined by the Review Authority to exceed the amount of Exempt Square Footage for such building. Excess Exempt Square Foot means a single square-foot unit of Excess Exempt Square Footage.

"**Exempt Square Footage**" means, prior to the First Bond Sale, any square footage in or expected in a building on a Parcel of Developed Property that is determined by the Review Authority to be used or reserved for an Exempt Use. After the First Bond Sale, "Exempt Square Footage" for any building on a Parcel of Developed Property shall be the sum of following, as determined by the Review Authority:

1. The Initial Exempt Square Footage for the building; and

2. Square footage in or expected in the building that (i) exceeds the Initial Exempt Square Footage, and (ii) if exempted from Special Taxes, would not reduce coverage on outstanding Bonds below the Required Coverage.

"**Exempt Use**" means any of the following uses:

1) Affordable Square Footage

2) Association Square Footage

3) Child Care – child care uses that qualify for exemption from the Special Taxes, as determined by the Review Authority after review and consideration of the criteria and requirements set forth in the Parcel Lease and DDA.

4) Parking – areas reserved for automobile, motorcycle, or bicycle parking

5) Retail – commercial establishments that sell general merchandise, hard goods, food and beverage, personal services, and other items directly to consumers, including but not limited to restaurants, bars, entertainment venues, health clubs, laundromats, dry cleaners, repair shops, storage facilities, and parcel delivery shops. In addition: (i) all street-level retail bank branches, real estate brokerages, and other such ground-level uses that are open to the public, and (ii) any area designated, pursuant to Section 102 of the Planning Code or successor sections, for "Planning, Distribution, and Repair" (PDR) services, which includes but will not be limited to the following uses: industrial or agricultural use, ambulance services, animal hospital, automotive service station, automotive repair, automotive wash, arts activities, business services, cat boarding, catering service, commercial storage, kennel, motor vehicle tow service, livery stable, parcel delivery service, public utilities yard, storage yard, trade office, trade shop, wholesale sales, or wholesale storage.

6) Utilities – areas reserved for facilities associated with the treatment of water or sewer, or the transmission or provision of gas and electricity, or the heating and cooling of buildings.

7) Amenity Square Footage – areas reserved for sitewide amenities, such as a welcome center, leasing office, sitewide management, or sitewide security.

"**Expected Land Uses**" means the total Market-Rate Residential Square Footage and Office Square Footage expected on each Planning Parcel in the STD. The Expected Land Uses at STD Formation are identified in Attachment 3 and may be revised pursuant to Sections B, C, D, and E below.

"**Expected Maximum Development Special Tax Revenues**" means the aggregate Development Special Tax that can be levied based on application of the Base Development Special Tax to the Expected Land Uses. The Expected Maximum Development Special Tax Revenues for each Planning Parcel at STD Formation are shown in Attachment 3 and may be revised pursuant to Sections B, C, D, and E below.

"**Expected Maximum Office Special Tax Revenues**" means the aggregate Office Special Tax that can be levied based on application of the Base Office Special Tax to the Expected Land Uses. The Expected Maximum Office Special Tax Revenues for each Planning Parcel at STD Formation are shown in Attachment 3 and may be revised pursuant to Sections B, C, D, and E below.

"**Expected Maximum Shoreline Special Tax Revenues**" means the aggregate Shoreline Special Tax that can be levied based on application of the Base Shoreline Special Tax to the

Expected Land Uses. The Expected Maximum Shoreline Special Tax Revenues for each Planning Parcel at STD Formation are shown in Attachment 3 and may be revised pursuant to Sections B, C, D, and E below.

"**Final Map**" means a final map, or portion thereof, recorded by the County pursuant to the Subdivision Map Act (California Government Code Section 66410 et seq.) that creates individual lots on which Permits for new construction or historic rehabilitation may be issued without further subdivision.

"**Financing Plan**" means the Financing Plan attached as Exhibit C1 and incorporated into the DDA, as such plan may be amended or supplemented from time to time in accordance with the terms of the DDA.

"**First Bond Sale**" means, (i) for the Development Special Tax, a Bond Sale of the first series of Development Special Tax Bonds, (ii) for the Office Special Tax, a Bond Sale of the first series of Office Special Tax Bonds, and (iii) for the Shoreline Special Tax, a Bond Sale of the first series of Shoreline Special Tax Bonds.

"**Fiscal Year**" means the period starting July 1 and ending on the following June 30.

"**Future Annexation Area**" means that geographic area that, at STD Formation, was considered potential annexation area for the STD and which was, therefore, identified as "future annexation area" on the recorded STD boundary map. Such designation does not mean that any or all of the Future Annexation Area will annex into the STD, but should owners of property designated as Future Annexation Area choose to annex, the annexation may be

processed pursuant to the annexation procedures in the CFD Law for territory included in a future annexation area, as well as the procedures established by the Board and any other applicable provisions of the CFD Law.

"**Indenture**" means any indenture, fiscal agent agreement, resolution, or other instrument pursuant to which Bonds are issued, as modified, amended, or supplemented from time to time, and any instrument replacing or supplementing the same.

"**Initial Exempt Square Footage**" means, for any building on a Parcel of Developed Property, the square footage in or expected in the building that, at the time the Parcel became Developed Property, was determined by the Review Authority to be reserved for an Exempt Use.

"**Land Use Change**" means a change to the Expected Land Uses after STD Formation.

"**Leasehold Interest**" means a Master Lease, ground lease, or any other lease arrangement of a Parcel or Parcels against which Special Taxes may be levied in any current or future Fiscal Year. The Review Authority shall make the final determination as to whether a Parcel or building in the STD is subject to a Leasehold Interest for purposes of this RMA.

"**Management Agreement**" means the agreement between the Port and the Association (or related entity) for maintenance, operations, and event planning of the entire public realm (parks, streets, other ROWs) within the Project Site.

"**Market-Rate Residential Square Footage**" means, in any building on a Taxable Parcel, the net rentable square footage that is or is expected to be used for one or more of the following uses: (i) Market-Rate Units, (ii) any type of group or student housing that provides lodging for a week or more and may or may not have individual cooking facilities, including but not limited to boarding houses, dormitories, housing operated by medical institutions, and single room occupancy units, or (iii) a residential care facility that is not staffed by licensed medical professionals. As set forth in Section B below, the Review Authority shall make the determination as to the amount of Market-Rate Residential Square Footage on a Taxable Parcel in the STD. Market-Rate Residential Square Foot means a single square-foot unit of Market-Rate Residential Square Footage.

"**Market-Rate Unit**" means a Residential Unit that is not an Affordable Unit.

"**Master Lease**" means a lease for all or part of the Project Site that allows the Developer to take possession of the Master Lease Premises and construct horizontal improvements approved under the DDA and to conduct other uses as provided in the DDA.

"**Master Lease Premises**" means, at any point in time, the area subject to the Master Lease.

"**Maximum Contingent Services Special Tax**" means, after the Trigger Event, the greatest amount of Contingent Services Special Tax that can be levied on a Leasehold Interest in a Taxable Parcel in any Fiscal Year determined in accordance with Sections C, D, and E below.

"**Maximum Contingent Services Special Tax Revenues**" means, at any point in time after the Trigger Event, the aggregate Maximum Contingent Services Special Tax that can be levied on all Leasehold Interests in all Taxable Parcels.

"**Maximum Development Special Tax**" means the greatest amount of Development Special Tax that can be levied on a Leasehold Interest in a Taxable Parcel in any Fiscal Year determined in accordance with Sections C, D, and E below.

"**Maximum Development Special Tax Revenues**" means, at any point in time, the aggregate Maximum Development Special Tax that can be levied on all Leasehold Interests in all Taxable Parcels.

"**Maximum Office Special Tax**" means the greatest amount of Office Special Tax that can be levied on a Leasehold Interest in a Taxable Parcel in any Fiscal Year determined in accordance with Sections C, D, and E below.

"**Maximum Office Special Tax Revenues**" means, at any point in time, the aggregate Maximum Office Special Tax that can be levied on all Leasehold Interests in all Taxable Parcels.

"**Maximum Shoreline Special Tax**" means the greatest amount of Shoreline Special Tax that can be levied on a Leasehold Interest in a Taxable Parcel in any Fiscal Year determined in accordance with Sections C, D, and E below.

"**Maximum Shoreline Special Tax Revenues**" means, at any point in time, the aggregate Maximum Shoreline Special Tax that can be levied on all Leasehold Interests in all Taxable Parcels.

"**Maximum Special Tax**" means, for any Leasehold Interest in a Taxable Parcel in any Fiscal Year, the sum of the Maximum Development Special Tax, Maximum Office Special Tax, Maximum Shoreline Special Tax, and Maximum Contingent Services Special Tax.

"**Maximum Special Tax Revenues**" means, collectively, the Maximum Development Special Tax Revenues, Maximum Office Special Tax Revenues, Maximum Shoreline Special Tax Revenues, and Maximum Contingent Services Special Tax Revenues.

"**Mello-Roos Act**" means the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, (commencing with Section 53311), Part 1, Division 2 of Title 5 of the Government Code of the State of California.

"**Office Special Tax**" means a special tax levied in any Fiscal Year on Office Square Footage within a Leasehold Interest in a Taxable Parcel to pay the Office Special Tax Requirement.

"**Office Special Tax Bonds**" means any Bonds secured solely by Office Special Taxes.

"**Office Special Tax Requirement**" means the amount necessary in any Fiscal Year to: (i) pay principal and interest on Office Special Tax Bonds that are due in the calendar year that begins in such Fiscal Year; (ii) pay periodic costs on Office Special Tax Bonds, including but not limited to, credit enhancement, liquidity support and rebate payments; (iii) replenish

reserve funds created for Office Special Tax Bonds under the Indenture to the extent such replenishment has not been included in the computation of the Office Special Tax Requirement in a previous Fiscal Year; (iv) cure any delinquencies in the payment of principal or interest on Office Special Tax Bonds which have occurred in the prior Fiscal Year; (v) pay Administrative Expenses; (vi) pay other obligations described in the Financing Plan; and (vii) pay directly for Authorized Expenditures, so long as such levy under this clause (vii) does not increase the Office Special Tax levied on Undeveloped Property. The amount calculated to pay items (i) through (vii) above may be reduced in any Fiscal Year by: (a) interest earnings on or surplus balances in funds and accounts for the Office Special Tax Bonds to the extent that such earnings or balances are available to apply against such costs pursuant to the Indenture; (b) in the sole and absolute discretion of the Port, proceeds received by the STD from the collection of penalties associated with delinquent Office Special Taxes; and (c) any other revenues available to pay such costs, as determined by the Administrator, the City, and the Port.

"**Office Square Footage**" means, within any building on a Taxable Parcel: (i) the planning gross square footage for which a Prop. M allocation has been secured, (ii) square footage that is or is expected to be part of a hotel operation, including square footage of hotel rooms, restaurants, meeting and convention facilities, gift shops, spas, offices, and other related uses, and (iii) any other square footage in the building that does not meet the definition of Market-Rate Residential Square Footage, Exempt Square Footage, or Excess Exempt Square Footage. The Review Authority shall make the final determination as to the amount of Office Square Footage within a building in the STD. Office Square Foot means a single square-foot unit of Office Square Footage.

"**Parcel Increment**" means, in any Fiscal Year, the amount of Tax Increment and funds from any tax increment reserve fund maintained by the City that the Deputy Director has determined, pursuant to the Financing Plan, is available to reduce the amount of Development Special Tax levied against Assessed Parcels.

"**Parcel Lease**" means a contract in the form set forth as an exhibit to the DDA by which the Port will convey a leasehold interest in a Taxable Parcel to a Vertical Developer.

"**Parcel Lease Execution Date**" means the effective date of a Parcel Lease that was fully executed by the Port and a Vertical Developer.

"**Permit**" means (i) for Pier 48, a permit issued by the Port that allows for rehabilitation of the existing historic structures, and (ii) for all property in the STD (other than Pier 48 if it is annexed to the STD), the first permit, whether a site permit or building permit, issued by the Port that, immediately upon issuance or ultimately after addenda to the permit, allows for vertical construction of a building or buildings.

"**Pier 48**" is defined in the Appendix.

"**Planning Code**" means the Planning Code of the City and County of San Francisco, as it may be amended from time to time.

"**Planning Parcel**" means a geographic area within the STD that, for planning and entitlement purposes, has been designated as a separate Parcel with an alpha, numeric, or alpha-numeric identifier to be used for reference until an Assessor's Parcel is created and an

Assessor's Parcel number is assigned. The Planning Parcels at STD Formation are identified in Attachment 1 hereto.

"**Port**" means the Port of San Francisco.

"**Project Area I**" means the area within the City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco) that covers the Project Site and was formed by Ordinance No. 34-18.

"**Project Site**" is defined in the Appendix.

"**Prop. M**" means Proposition M, the citizen-sponsored initiative passed by San Francisco voters in November 1986 that created an annual limit on the square footage of certain office development in the City, and any subsequent proposition that limits office square footage within the STD.

"**Proportionately**" means, for Developed Property, that the ratio of the actual Contingent Services Special Tax levied in any Fiscal Year to the Maximum Contingent Services Special Tax authorized to be levied in that Fiscal Year is equal for all Parcels of Developed Property. For Undeveloped Property, "Proportionately" means that the ratio of the actual Development Special Tax, Office Special Tax, and Shoreline Special Tax levied to the Maximum Development Special Tax, Office Special Tax, and Shoreline Special Tax, respectively, is equal for all Parcels of Undeveloped Property.

"**Public Property**" means any property within the boundaries of the STD that is owned by or leased to the federal government, State of California, City, or public agency other than the Port. Parcels of Public Property, and/or Leasehold Interests in Public Property, that do not fall within the definition of Exempt Square Footage shall be taxed as Developed Property or Undeveloped Property, as determined by the Administrator pursuant to the definitions set forth in this RMA.

"**Remainder Special Taxes**" means, as calculated between September 1st and December 31st of any Fiscal Year, any Development Special Tax, Office Special Tax, and Shoreline Special Tax revenues that were collected in the prior Fiscal Year and were not needed to: (i) pay debt service on the applicable Development Special Tax Bonds, Shoreline Special Tax Bonds, or Office Special Tax Bonds that was due in the calendar year that begins in the Fiscal Year in which the Remainder Special Taxes were levied; (ii) pay periodic costs on the applicable Development Special Tax Bonds, Shoreline Special Tax Bonds, or Office Special Tax Bonds, including but not limited to, credit enhancement, liquidity support and rebate payments (iii) replenish reserve funds created for the applicable Development Special Tax Bonds, Shoreline Special Tax Bonds, or Office Special Tax Bonds under the applicable Indenture; (iv) cure any delinquencies in the payment of principal or interest on applicable Development Special Tax Bonds, Shoreline Special Tax Bonds, or Office Special Tax Bonds which have occurred in the prior Fiscal Year; or (v) pay Administrative Expenses that have been incurred, or are expected to be incurred, by the City or Port prior to the receipt of Development Special Tax, Shoreline Special Tax or Office Special Tax proceeds.

"**Required Coverage**" means (i) for Development Special Tax Bonds, the amount by which the Maximum Development Special Tax Revenues must exceed the Development Special

Tax Bond debt service and priority Administrative Expenses (if any), as set forth in the applicable Indenture, Certificate of Special Tax Consultant, or other STD Formation Proceedings or Bond document that sets forth the minimum required debt service coverage; (ii) for Shoreline Special Tax Bonds, the amount by which the Maximum Shoreline Special Tax Revenues must exceed the Shoreline Special Tax Bond debt service and priority Administrative Expenses (if any), as set forth in the applicable Indenture, Certificate of Special Tax Consultant, or other STD Formation Proceedings or Bond document that sets forth the minimum required debt service coverage, and (iii) for Office Special Tax Bonds, the amount by which the Maximum Office Special Tax Revenues must exceed the Office Special Tax Bond debt service and priority Administrative Expenses (if any), as set forth in the applicable Indenture, Certificate of Special Tax Consultant, or other STD Formation Proceedings or Bond document that sets forth the minimum required debt service coverage.

"**Residential Unit**" means an individual residential housing unit in a residential or mixed-use building.

"**Review Authority**" means the Deputy Director of Real Estate & Development for the Port or an alternate designee from the Port or the City who is responsible for approvals and entitlements of a development project.

"**RMA**" means this Rate and Method of Apportionment of Special Taxes.

"**Services Special Tax Requirement**" means the amount necessary in any Fiscal Year to: (i) pay the costs of operations and maintenance or other public services that are included as

Authorized Expenditures; (ii) cure delinquencies in the payment of Contingent Services Special Taxes in the prior Fiscal Year; and (iii) pay Administrative Expenses.

"**Shoreline Special Tax**" means a special tax levied in any Fiscal Year to pay the Shoreline Special Tax Requirement.

"**Shoreline Special Tax Bonds**" means any Bonds secured solely by Shoreline Special Taxes that have been levied and are available after dividing the Shoreline Special Taxes as set forth in Financing Plan Section 4.7, and factoring in debt service coverage and related Indenture requirements, as determined by the Administrator

"**Shoreline Special Tax Requirement**" means the amount necessary in any Fiscal Year to pay: (i) pay principal and interest on Shoreline Special Tax Bonds that are due in the calendar year that begins in such Fiscal Year; (ii) pay periodic costs on Shoreline Special Tax Bonds, including but not limited to, credit enhancement, liquidity support and rebate payments; (iii) replenish reserve funds created for Shoreline Special Tax Bonds under the Indenture to the extent such replenishment has not been included in the computation of the Shoreline Special Tax Requirement in a previous Fiscal Year; (iv) cure any delinquencies in the payment of principal or interest on Shoreline Special Tax Bonds which have occurred in the prior Fiscal Year; (v) pay Administrative Expenses; (vi) pay directly for the costs of shoreline improvements so long as such levy under this clause (vi) does not increase the Shoreline Special Tax levied on Undeveloped Property; and (vii) pay other obligations described in the Financing Plan. The amount calculated to pay items (i) through (vii) above may be reduced in any Fiscal Year by: (a) interest earnings on or surplus balances in funds and accounts for the Shoreline Special Tax Bonds to the extent that such earnings or balances are available to

apply against such costs pursuant to the Indenture; (b) in the sole and absolute discretion of the Port, proceeds received by the STD from the collection of penalties associated with delinquent Shoreline Special Taxes; and (c) any other revenues available to pay such costs, as determined by the Administrator, the City, and the Port.

"**Special Taxes**" means the Development Special Tax, Shoreline Special Tax, Office Special Tax, and Contingent Services Special Tax.

"**Square Footage Category**" means, individually, Market-Rate Residential Square Footage, Office Square Footage, and Excess Exempt Square Footage.

"**STD**" or "**STD No. 2020-1**" means the City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services).

"**STD Formation**" means the date on which the Board approved documents to form the STD.

"**STD Formation Proceedings**" means the proceedings to form the STD, including all resolutions, reports, and notices.

"**Sub-Project Areas**" means all sub-project areas designated within Project Area I.

"**Tax-Exempt Port Parcels**" means Port-owned Parcels that are or are intended to be used as streets, walkways, alleys, rights of way, parks, open space, or other similar uses. The final determination as to whether a Parcel is a Tax-Exempt Port Parcel shall be made by the Review Authority.

"**Tax Increment**" means the tax increment generated from all Sub-Project Areas.

"**Taxable Parcel**" means any Parcel within the STD that is not a Tax-Exempt Port Parcel or a Parcel for which the Special Tax has been prepaid pursuant to Sections 53317.3 or 53317.5 of the Mello-Roos Act.

"**Taxpayer**" means the lessee of a Taxable Parcel within the STD.

"**Tax Zone**" means a separate and distinct geographic area in the STD within which one or more Special Taxes are applied at a rate or in a manner that is different than in other areas within the STD. The two Tax Zones at STD Formation are identified in Attachment 2 hereto. Parcels that annex into the CFD may annex into Tax Zone 1, Tax Zone 2, or establish a new Tax Zone upon annexation. The Port will determine the applicable Tax Zone for Parcels that annex into the STD.

"**Trigger Event**" means the earlier of (i) any amendment to the Management Agreement that expressly authorizes the levy of Contingent Services Special Taxes, (ii) the expiration or earlier termination of the Management Agreement, or (iii) any Taxable Parcel becoming Developed Property prior to a Management Agreement being executed by both the Port and the Association (or related entity).

"**Undeveloped Property**" means, in any Fiscal Year, all Taxable Parcels that are not Developed Property.

"**Vertical Developer**" means a developer that has entered into a Parcel Lease for construction of vertical improvements on a Taxable Parcel or rehabilitation of Pier 48.

B. DATA FOR STD ADMINISTRATION

On or about July 1 of each Fiscal Year, the Administrator shall identify the current Assessor's Parcel numbers for all Taxable Parcels. The Administrator shall also determine: (i) whether each Taxable Parcel is Developed Property or Undeveloped Property; (ii) the Planning Parcel and Tax Zone within which each Taxable Parcel is located; (iii) for Developed Property, the Market-Rate Residential Square Footage and Office Square Footage within each building; (iv) the Taxpayer for each Leasehold Interest in a Taxable Parcel; and (v) the Development Special Tax Requirement, Office Special Tax Requirement, Shoreline Special Tax Requirement, and, if applicable, Services Special Tax Requirement for the Fiscal Year.

When a Parcel becomes Developed Property, the Administrator and Review Authority shall reference the Permit for each building on the Parcel to determine the Market-Rate Residential Square Footage and/or Office Square Footage within the building(s). If the Market-Rate Residential Square Footage and/or Office Square Footage is not identified on the Permit, the square footage assumptions used in the appraisal prepared when the Vertical DDA and/or Parcel Lease for such Parcel was executed shall be used to determine Market-Rate Residential Square Footage and/or Office Square Footage within the building. If, after review of the Permit and appraisal, there is still no clear indication of the Market-Rate Residential Square Footage and/or Office Square Footage for a building, the Review Authority shall review the Development Approval Documents and make a determination as to the

amount of Market-Rate Residential Square Footage and/or Office Square Footage in the building.

When a Parcel becomes Developed Property, the Administrator and Review Authority shall also identify and document the Initial Exempt Square Footage for the building or buildings on or expected on the Parcel. The Administrator shall keep a record of the Initial Exempt Square Footage broken down by Exempt Use. After the First Bond Sale, as square footage within a building is designated for Exempt Uses, the Administrator shall compare the actual square footage used for each Exempt Use to the Initial Exempt Square Footage by Exempt Use. If, at any point in time, there is determined to be Excess Exempt Square Footage within a building, the Administrator and Review Authority shall use this comparison to determine which square footage should be designated Excess Exempt Square Footage. In addition, the Administrator shall determine whether the Excess Exempt Square Footage resulted in a reduction in Market-Rate Residential Square Footage or Office Square Footage expected in the building and, based on this determination, identify the applicable Maximum Special Taxes for the Excess Exempt Square Footage pursuant to the tables in Section C below.

The Administrator shall also: (i) coordinate with the Deputy Director to confirm Parcel Increment; (ii) coordinate with the Treasurer-Tax Collector's Office to determine if there have been any Special Tax delinquencies or repayment of Special Tax delinquencies in prior Fiscal Years; (iii) review the Development Approval Documents and communicate with the Developer and Vertical Developers regarding proposed Land Use Changes; and (iv) upon each annexation, Land Use Change, and notification of Parcel Lease Execution Dates, update Attachment 3 to reflect the then-current Expected Land Uses, Expected Maximum

Development Special Tax Revenues, Expected Maximum Office Special Tax Revenues, and Expected Maximum Shoreline Special Tax Revenues. The Developer, Port, or Vertical Developer shall notify the Administrator each time a Parcel Lease is executed in order for the Administrator to keep track of Parcel Lease Execution Dates. In addition, the Port will: (i) provide the Administrator with copies of all leases that establish a Leasehold Interest, (ii) notify the Administrator of renewals of leases that establish a Leasehold Interest, and (iii) identify the buildings, Parcels, and Square Footage subject to such leases that establish a Leasehold Interest. Any time a lease on property within the STD is terminated, the Port will immediately notify the Administrator of such termination.

Prior to the First Bond Sale, the Administrator, Port, Developer, and any Vertical Developers shall coordinate to review the Expected Land Uses and determine if changes should be made to reflect more current estimates for land uses on each Planning Parcel. Based on this review, the Administrator shall update Attachment 3 with the then-current Expected Land Uses and Expected Maximum Development Special Tax Revenues, Expected Maximum Office Special Tax Revenues, and Expected Maximum Shoreline Special Tax Revenues, which will be used to size the sale of Bonds unless and until there are additional updates of Attachment 3.

In any Fiscal Year, if it is determined that (i) a parcel map or condominium plan was recorded after January 1 of the prior Fiscal Year (or any other date after which the Assessor will not incorporate the newly-created Parcels into the then current tax roll), (ii) because of the date the map or plan was recorded, the Assessor does not yet recognize the newly-created Parcels, and (iii) one or more of the newly-created Parcels meets the definition of Developed Property, the Administrator shall calculate the Special Taxes for the property affected by

recordation of the map or plan by determining the Special Taxes that applies separately to each newly-created Parcel, then applying the sum of the individual Special Taxes to the Parcel that was subdivided by recordation of the parcel map or condominium plan.

C. MAXIMUM SPECIAL TAXES

In calculating Maximum Special Taxes pursuant to this Section C, in any Fiscal Year in which the boundaries of the Planning Parcels are not identical to the boundaries of the then-current Assessor's Parcels, the Administrator shall review the Expected Land Uses for each Planning Parcel and assign the Maximum Special Taxes to the then-current Assessor's Parcels. The Maximum Special Tax Revenues after such allocation shall not be less than the Maximum Special Tax Revenues prior to the allocation.

1. Undeveloped Property

1a. Development Special Tax, Office Special Tax, Shoreline Special Tax

The Maximum Development Special Tax, Maximum Office Special Tax, and Maximum Shoreline Special Tax for Leasehold Interests in Undeveloped Property in all Tax Zones shall be the Expected Maximum Development Special Tax Revenues, Expected Maximum Office Special Tax Revenues, and Expected Maximum Shoreline Special Tax Revenues shown in Attachment 3 of this RMA, as it may be amended as set forth herein.

1b. Contingent Services Special Tax

No Contingent Services Special Tax shall be levied on Parcels of Undeveloped Property in any Tax Zone within the STD.

2. Developed Property

2a. Development Special Tax

When a Taxable Parcel in Tax Zone 1 or Tax Zone 2 becomes Developed Property, the Administrator shall use the Base Development Special Taxes shown in Table 1 below and apply the steps set forth in this Section 2a to determine the Maximum Development Special Tax for Leasehold Interests in the Taxable Parcel. For property that annexes into the CFD, different maximum rates and different Square Footage Categories may be established by creating a separate Tax Zone for such annexed property. Alternatively, property may be annexed into Tax Zones that were established prior to the annexation, and such property shall be subject to the Maximum Special Taxes applicable to that Tax Zone.

Table 1
Base Development Special Tax

Square Footage Category	**Base Development Special Tax Tax Zone 1 (FY 2019-20) ***	**Base Development Special Tax Tax Zone 2 (FY 2019-20) ***
Market-Rate Residential Square Footage	$8.58 per Market-Rate Residential Square Foot	$8.58 per Market-Rate Residential Square Foot

Office Square Footage	$6.50 per Office Square Foot	$6.50 per Office Square Foot
Excess Exempt Square Footage	$8.58 per Excess Exempt Square Foot if Market-Rate Residential Square Footage was reduced or $6.50 per Excess Exempt Square Foot if Office Square Footage was reduced	$8.58 per Excess Exempt Square Foot if Market-Rate Residential Square Footage was reduced or $6.50 per Excess Exempt Square Foot if Office Square Footage was reduced

****The Base Development Special Tax shown above for each Tax Zone shall be escalated as set forth in Section D.1.**

Step 1. Identify the Market-Rate Residential Square Footage, Office Square Footage, and/or Excess Exempt Square Footage in the building(s) on the Taxable Parcel pursuant to Section B above.

Step 2. Multiply the applicable Base Development Special Tax from Table 1 by the actual and/or expected Market-Rate Residential Square Footage and Office Square Footage included in Leasehold Interests in the Taxable Parcel. Prior to the First Bond Sale, the Maximum Development Special Tax for Leasehold Interests in the Taxable Parcel shall be the sum of the amounts calculated for Market-Rate Residential Square Footage and Office Square Footage, and Step 3 below shall not apply.

After the First Bond Sale, the Administrator shall apply Step 3 to determine the Maximum Development Special Tax for Leasehold Interests in the Taxable Parcel.

Step 3. Compare the Estimated Base Development Special Tax Revenues from Step 2 to the Expected Maximum Development Special Tax Revenues, and, apply one of the following, as applicable:

If the Estimated Base Development Special Tax Revenues are: (i) greater than or equal to the Expected Maximum Development Special Tax Revenues or (ii) less than the Expected Maximum Development Special Tax Revenues, but the Maximum Development Special Tax Revenues, assuming the same land uses that went into the calculation of the Estimated Base Development Special Tax Revenues, are still sufficient to provide Required Coverage, then the Maximum Development Special Tax for Leasehold Interests in the Taxable Parcel shall be determined by multiplying the applicable Base Development Special Taxes by the actual and/or expected Market-Rate Residential Square Footage and Office Square Footage within each building on the Taxable Parcel. The Administrator shall update Attachment 3 to reflect the change in the Expected Maximum Development Special Tax Revenues.

If the Estimated Base Development Special Tax Revenues are less than the Expected Maximum Development Special Tax Revenues, and the Maximum Development Special Tax Revenues, assuming the same land uses that went into the calculation of the Estimated Base Development Special Tax Revenues, are insufficient to provide Required Coverage, then the Administrator and Review Authority shall coordinate with the Developer and Vertical Developer, and the Review Authority shall determine which of the following shall occur:

(i) the Base Development Special Taxes that were applied to Market-Rate Residential Square Footage and/or Office Square Footage in Step 2 shall be increased proportionately until the amount that can be levied on Leasehold Interests in the Taxable

Parcel, combined with the Expected Maximum Development Special Tax Revenues from all other Taxable Parcels in the STD, is sufficient to maintain Required Coverage, or

(ii) if Estimated Base Development Special Tax Revenues are less than the Expected Maximum Development Special Tax Revenues due to Excess Exempt Square Footage, then the Base Development Special Tax for Excess Exempt Square Footage shall be levied against all Excess Exempt Square Footage included in Leasehold Interests in the Taxable Parcel.

If, pursuant to (i) above, the Base Development Special Taxes are proportionately increased to maintain Required Coverage, the Administrator shall use the adjusted per-square-foot rates to calculate the Maximum Development Special Tax for each building on the Taxable Parcel. The Administrator shall revise Attachment 3 to reflect any changes to the Expected Land Uses (including the addition of Excess Exempt Square Footage) and the Expected Maximum Development Special Tax Revenues.

If, in any Fiscal Year, the Maximum Development Special Tax is determined for Leasehold Interests in any Parcel of Developed Property for which a Permit had not yet been issued, and if, when a Permit is issued for a building(s) on the Parcel, the Market-Rate Residential Square Footage and/or Office Square Footage of such building(s) is different than that used to determine the Maximum Development Special Tax, then the Administrator shall once again apply Steps 1 through 3 in this Section C.2a to recalculate the Maximum Development Special Tax for Leasehold Interests in the Parcel based on the Market-Rate Residential Square Footage and/or Office Square Footage that was determined when the Permit was issued.

The Administrator shall do a final check of the Market-Rate Residential Square Footage and Office Square Footage within each building when a Certificate of Occupancy is issued. Once again, if the Market-Rate Residential Square Footage and/or Office Square Footage is different than the Market-Rate Residential Square Footage and/or Office Square Footage that was used to determine the Maximum Development Special Tax after the Permit was issued, then the Administrator shall apply Steps 1 through 3 in this Section C.2a to recalculate the Maximum Development Special Tax for Leasehold Interests in the Parcel.

2b. Office Special Tax

When a Taxable Parcel in Tax Zone 1 or Tax Zone 2 becomes Developed Property, the Administrator shall use the Base Office Special Taxes shown in Table 2 below and apply the steps set forth in this Section 2b to determine the Maximum Office Special Tax for Leasehold Interests in the Taxable Parcel. For property that annexes into the CFD, different maximum rates and different Square Footage Categories may be established by creating a separate Tax Zone for such annexed property. Alternatively, property may be annexed into Tax Zones that were established prior to the annexation, and such property shall be subject to the Maximum Special Taxes applicable to that Tax Zone.

Table 3 Base Shoreline Special Tax		
Square Footage Category	**Base Shoreline Special Tax Tax Zone 1**	**Base Shoreline Special Tax Tax Zone 2**

	(FY 2019-20) *	(FY 2019-20) *
Office Square Footage	$1.82 per Office Square Foot	$1.82 per Office Square Foot
Excess Exempt Square Footage	$1.82 per Excess Exempt Square Foot if Market-Rate Residential Square Footage was reduced or $1.82 per Excess Exempt Square Foot if Office Square Footage was reduced	$1.82 per Excess Exempt Square Foot if Market-Rate Residential Square Footage was reduced or $1.82 per Excess Exempt Square Foot if Office Square Footage was reduced

*** The Base Shoreline Special Tax shown above for each Tax Zone shall be escalated as set forth in Section D.1.**

Step 1. Identify the Market-Rate Residential Square Footage, Office Square Footage, and/or Excess Exempt Square Footage in the building(s) on the Taxable Parcel pursuant to Section B above.

Step 2. Multiply the applicable Base Shoreline Special Tax from Table 3 by the actual and/or expected Market-Rate Residential Square Footage and Office Square Footage included in Leasehold Interests in the Taxable Parcel. Prior to the First Bond Sale, the Maximum Shoreline Special Tax for Leasehold Interests in the Taxable Parcel shall be the sum of the amounts calculated for Market-Rate Residential Square Footage and Office Square Footage, and Step 3 below shall not apply.

After the First Bond Sale, the Administrator shall apply Step 3 to determine the Maximum Shoreline Special Tax for Leasehold Interests in the Taxable Parcel.

Step 3. Compare the Estimated Base Shoreline Special Tax Revenues from Step 2 to the Expected Maximum Shoreline Special Tax Revenues, and, apply one of the following, as applicable:

If the Estimated Base Shoreline Special Tax Revenues are: (i) greater than or equal to the Expected Maximum Shoreline Special Tax Revenues or (ii) less than the Expected Maximum Shoreline Special Tax Revenues, but the Maximum Shoreline Special Tax Revenues, assuming the same land uses that went into the calculation of the Estimated Base Shoreline Special Tax Revenues, are still sufficient to provide Required Coverage, then the Maximum Shoreline Special Tax for Leasehold Interests in the Taxable Parcel shall be determined by multiplying the applicable Base Shoreline Special Taxes by the actual and/or expected Market-Rate Residential Square Footage and Office Square Footage within each building on the Taxable Parcel. The Administrator shall update Attachment 3 to reflect the change in the Expected Maximum Shoreline Special Tax Revenues.

If the Estimated Base Shoreline Special Tax Revenues are less than the Expected Maximum Shoreline Special Tax Revenues, and the Maximum Shoreline Special Tax Revenues, assuming the same land uses that went into the calculation of the Estimated Base Shoreline Special Tax Revenues, are insufficient to provide Required Coverage, then the Administrator and Review Authority shall coordinate with the Developer and Vertical Developer, and the Review Authority shall determine which of the following shall occur:

(i) the Base Shoreline Special Taxes that were applied to Market-Rate Residential Square Footage and/or Office Square Footage in Step 2 shall be increased proportionately until the amount that can be levied on Leasehold Interests in the Taxable Parcel, combined

with the Expected Maximum Shoreline Special Tax Revenues from all other Taxable Parcels in the STD, is sufficient to maintain Required Coverage, or

(ii) if Estimated Base Shoreline Special Tax Revenues are less than the Expected Maximum Shoreline Special Tax Revenues due to Excess Exempt Square Footage, then the Base Shoreline Special Tax for Excess Exempt Square Footage shall be levied against all Excess Exempt Square Footage included in Leasehold Interests in the Taxable Parcel.

If, pursuant to (i) above, the Base Shoreline Special Taxes are proportionately increased to maintain Required Coverage, the Administrator shall use the adjusted per-square-foot rates to calculate the Maximum Shoreline Special Tax for each building on the Taxable Parcel. The Administrator shall revise Attachment 3 to reflect any changes to the Expected Land Uses (including the addition of Excess Exempt Square Footage) and the Expected Maximum Shoreline Special Tax Revenues.

If, in any Fiscal Year, the Maximum Shoreline Special Tax is determined for Leasehold Interests in any Parcel of Developed Property for which a Permit had not yet been issued, and if, when a Permit is issued for a building(s) on the Parcel, the Market-Rate Residential Square Footage and/or Office Square Footage of such building(s) is different than that used to determine the Maximum Shoreline Special Tax, then the Administrator shall once again apply Steps 1 through 3 in this Section C.2c to recalculate the Maximum Shoreline Special Tax for Leasehold Interests in the Parcel based on the Market-Rate Residential Square Footage and/or Office Square Footage that was determined when the Permit was issued.

The Administrator shall do a final check of the Market-Rate Residential Square Footage and Office Square Footage within each building when a Certificate of Occupancy is issued. Once again, if the Market-Rate Residential Square Footage and/or Office Square Footage is different than the Market-Rate Residential Square Footage and/or Office Square Footage that was used to determine the Maximum Shoreline Special Tax after the Permit was issued, then the Administrator shall apply Steps 1 through 3 in this Section C.2c to recalculate the Maximum Shoreline Special Tax for Leasehold Interests in the Parcel.

2d. Contingent Services Special Tax

In the first Fiscal Year after the Fiscal Year in which the Trigger Event occurs, and in each Fiscal Year thereafter, this Section C.2d shall be applied to determine the Contingent Services Special Tax for each Taxable Parcel in the STD.

When a Taxable Parcel in Tax Zone 1 or Tax Zone 2 becomes Developed Property, the Administrator shall use the Base Contingent Services Special Taxes shown in Table 4 below and apply the steps set forth in this Section 2d to determine the Maximum Contingent Services Special Tax for Leasehold Interests in the Taxable Parcel. For property that annexes into the CFD, different maximum rates may be established by creating a separate Tax Zone for such annexed property. Alternatively, property may be annexed into Tax Zones that were established prior to the annexation, and such property shall be subject to the Maximum Special Taxes applicable to that Tax Zone.

Table 4
Base Contingent Services Special Tax

Square Footage Category	Base Contingent Services Special Tax Tax Zone 1 (FY 2019-20) *	Base Contingent Services Special Tax Tax Zone 2 (FY 2019-20) *
Market-Rate Residential Square Foot	$1.40 per Market-Rate Residential Square Foot	$1.40 per Market-Rate Residential Square Foot
Office Square Footage	$1.40 per Office Square Foot	$1.40 per Office Square Foot
Excess Exempt Square Footage	$1.40 per Excess Exempt Square Foot	$1.40 per Excess Exempt Square Foot

*** The Base Contingent Services Special Tax for each Tax Zone shown above shall be escalated as set forth in Section D.2.**

Step 1. Identify the Market-Rate Residential Square Footage, Office Square Footage, and/or Excess Exempt Square Footage in the building(s) on the Taxable Parcel pursuant to Section B above.

Step 2. Multiply the applicable Base Contingent Services Special Tax from Table 4 by the actual and/or expected Market-Rate Residential Square Footage, Office Square Footage, and Excess Exempt Square Footage included in Leasehold Interests in the Taxable Parcel. The Maximum Contingent Services Special Tax for Leasehold Interests in the Taxable Parcel shall be the sum of the amounts calculated for Market-Rate Residential Square Footage, Office Square Footage, and Excess Exempt Square Footage.

If additional structures are anticipated to be built on the Taxable Parcel as shown in the Development Approval Documents, the Administrator shall, regardless of the definitions set

forth herein, categorize each building for which a Permit has been issued as Developed Property, and any remaining buildings for which Permits have not yet been issued shall not be subject to a Contingent Services Special Tax until a Permit is issued for such remaining buildings. To determine the Contingent Services Special Tax for any such Taxable Parcel, the Administrator shall take the sum of the Contingent Services Special Taxes determined for each building.

D. CHANGES TO THE MAXIMUM SPECIAL TAXES

1. Annual Escalation of Development Special Tax, Office Special Tax, and Shoreline Special Tax

Beginning July 1, 2020 and each July 1 thereafter, each of the following amounts shall be increased by 2% of the amount in effect in the prior Fiscal Year: the Base Development Special Tax for each Tax Zone; the Base Office Special Tax for each Tax Zone; the Base Shoreline Special Tax for each Tax Zone; the Expected Maximum Development Special Tax Revenues, the Expected Maximum Office Special Tax Revenues, and the Expected Maximum Shoreline Special Tax Revenues in Attachment 3; and the Maximum Development Special Tax, the Maximum Office Special Tax, and the Maximum Shoreline Special Tax assigned to the Leasehold Interests in each Taxable Parcel.

2. Annual Escalation of Contingent Services Special Tax

Beginning July 1, 2020 and each July 1 thereafter, the Base Contingent Services Special Tax for each Tax Zone and the Maximum Contingent Services Special Tax assigned to the Leasehold Interests in each Taxable Parcel shall be adjusted by the Escalator.

3. Changes in Square Footage Category on a Parcel of Developed Property

If any Parcel that had been taxed as Developed Property in a prior Fiscal Year is rezoned or otherwise has a Land Use Change, as determined by the Review Authority, the Administrator shall, separately for each of the Special Taxes, multiply the applicable Base Special Tax by the new square footage within each Square Footage Category; if the First Bond Sale has not yet occurred, this amount shall be the Maximum Special Tax for Leasehold Interests in the Parcel. If the First Bond Sale has taken place, the Administrator shall apply the remainder of this Section D.3.

If the Maximum Special Tax that would apply to Leasehold Interests in the Parcel after the Land Use Change is greater than the Maximum Special Tax that applied to Leasehold Interests in the Parcel prior to the Land Use Change, the Administrator shall increase the Maximum Special Tax for the Parcel to the amount calculated for each new Square Footage Category. If the Maximum Special Tax after the Land Use Change is less than the Maximum Special Tax that applied prior to the Land Use Change, there will be no change to the Maximum Special Tax for Leasehold Interests in the Parcel. Under no circumstances shall the Maximum Special Tax on Leasehold Interests in any Parcel of Developed Property be reduced, regardless of changes in Square Footage Category or square footage on the Parcel, including reductions in square footage that may occur due to demolition, fire, water damage, or acts of God.

4. Changes to Planning Parcels and Expected Land Uses

If, at any time prior to the First Bond Sale, the Developer or a Vertical Developer makes changes to the boundaries of the Planning Parcels or the Expected Land Uses within one or more Planning Parcels, as determined by the Review Authority, the Administrator shall update the Expected Land Uses and Expected Maximum Development Special Tax Revenues, Expected Maximum Office Special Tax Revenues, and Expected Maximum Shoreline Special Tax Revenues, which will be reflected on an updated Attachment 3. In addition, the Administrator will request updated Attachments 1 and 2 from the Developer. Updated attachments shall be maintained by the Administrator for purposes of applying this RMA, and such updates shall not require recordation of an amended RMA.

If, after the First Bond Sale, the Developer or a Vertical Developer proposes to make changes to the boundaries of the Planning Parcels or the Expected Land Uses within one or more Planning Parcels, the Administrator shall meet with the Port, Developer, and any affected Vertical Developers to review the proposed changes and evaluate the impact on the Expected Maximum Development Special Tax Revenues, Expected Maximum Office Special Tax Revenues, and Expected Maximum Shoreline Special Tax Revenues. If the Administrator determines that such changes will not reduce Required Coverage on Bonds that have been or will be issued, the Port will decide whether to allow the proposed changes and corresponding redistribution of the Expected Maximum Development Special Tax Revenues, Expected Maximum Office Special Tax Revenues, and Expected Maximum Shoreline Special Tax Revenues. If such changes are permitted, the Administrator will update Attachment 3 and request updated Attachments 1 and 2 from the Developer. Updated attachments shall be

maintained by the Administrator for purposes of applying this RMA, and such updates shall not require recordation of an amended RMA. If the Administrator determines that the proposed changes will reduce Required Coverage on Bonds that have been issued, the Port will not permit the changes.

5. Reduction in Maximum Development Special Taxes Prior to First Bond Sale

Prior to the First Bond Sale, if the City, Port and Developer determine that assumptions that were factored into estimates of Tax Increment at STD Formation have changed, and the estimated Tax Increment is expected to be lower than the original estimates, the Port and Developer may agree to a proportional or disproportional reduction in the Base Development Special Tax as set forth in Section 4.5(e) of the Financing Plan. If the parties agree to such a reduction, the Port will direct the Administrator to use the reduced Base Development Special Tax for purposes of levying the taxes pursuant to this RMA, and an amended Notice of Special Tax Lien reflecting the reduction will be recorded against all Taxable Parcels within the STD. The reduction shall be made without a vote of the qualified STD electors.

E. ANNEXATIONS

If, in any Fiscal Year, a property owner within the Future Annexation Area wants to annex property into the STD, the Administrator shall apply the following steps as part of the annexation proceedings:

Step 1. Working with Port staff, the Administrator shall determine the Expected Land Uses for the area to be annexed and the Tax Zone into which the property will be placed.

Step 2. The Administrator shall prepare or have prepared updated Attachments 1, 2, and 3 to reflect the annexed property and identify the revised Expected Land Uses, Expected Maximum Development Special Tax Revenues, Expected Maximum Office Special Tax Revenues, and Expected Maximum Shoreline Special Tax Revenues. After the annexation is complete, the application of this RMA shall be based on the adjusted Expected Land Uses and Maximum Development Special Tax Revenues, Maximum Office Special Tax Revenues, and Maximum Shoreline Special Tax Revenues, as applicable, including the newly annexed property.

Step 3. The Administrator shall ensure that a Notice of Special Tax Lien is recorded against all Parcels that are annexed to the STD.

F. METHOD OF LEVY OF THE SPECIAL TAXES

1. Development Special Tax

Each Fiscal Year, the Administrator shall determine the Development Special Tax Requirement for the Fiscal Year, and the Development Special Tax shall be levied according to the steps outlined below:

Step 1. The Administrator shall determine the Development Special Tax to be levied on Leasehold Interests in each Taxable Parcel of Developed Property, as follows:

Step 1a. Calculate the Maximum Development Special Tax for each Leasehold Interest in each Parcel of Developed Property.

Step 1b. In consultation with the City, determine which Parcels of Developed Property are Assessed Parcels.

Step 1c. For all Parcels of Developed Property that are not Assessed Parcels, levy the Maximum Development Special Tax on Leasehold Interests in such Parcels. Any Remainder Special Taxes collected shall be applied pursuant to the Financing Plan.

Step 1d. For all Assessed Parcels:

Step 1dA. Determine the amount of the Parcel Increment.

Step 1dB. If the total amount of Parcel Increment available is equal to or greater than the total aggregate Maximum Development Special Taxes for all Assessed Parcels, then the levy on each Assessed Parcel shall be zero ($0).

Step 1dC. If the total amount of Parcel Increment available is less than the aggregate Maximum Development Special Taxes for all Assessed Parcels, the Administrator shall apply the appropriate sub-step below:

Substep 1dC(i). If, after coordination with the City and Port, the Administrator is provided with a breakdown of Parcel Increment on a Parcel-by-Parcel basis in time for submission of the Special Tax levy, the Administrator shall determine the net tax levy on Leasehold Interests in each Assessed Parcel (the "Net Assessed Parcel Tax Levy") by taking the following steps in the following order of priority: (i) subtract from the Maximum Development Special Tax for each Assessed Parcel the amount of Parcel Increment generated from the applicable Assessed Parcel, and (ii) for each Assessed Parcel whose tax levy was not reduced to $0 pursuant to item (i) in this paragraph, apply any remaining Parcel Increment that was not applied pursuant to item (i) in this paragraph to each such Assessed Parcel on a pro rata basis (based on the Assessed Parcel's net remaining tax levy as a percentage of the aggregate net remaining tax levy for all Assessed Parcels for which Parcel Increment was insufficient to pay the full amount of the Assessed Parcel's Maximum Development Special Tax). The Administrator shall levy on Leasehold Interests in each Assessed Parcel the Net Assessed Parcel Tax Levy for such Assessed Parcel. Any Remainder Special Taxes collected shall be applied pursuant to the Financing Plan.

Substep 1dC(ii). If, after coordination with the City and Port, the Administrator determines that a breakdown of Parcel Increment on a Parcel-by-Parcel basis cannot be provided in time for submission of the Special Tax levy, the Administrator shall determine the net tax levy on the Leasehold Interest in each Assessed Parcel (the "Net Assessed Parcel Tax Levy") by subtracting from the Maximum Development Special Tax for each Assessed Parcel a pro rata share of the Parcel Increment, with such pro rata share determined based on each Assessed Parcel's Maximum Development Special Tax as a percentage of the aggregate Maximum Development Special Tax for all Assessed Parcels in the STD. The Administrator shall levy on the Leasehold Interest in each Assessed Parcel the Net Assessed

Parcel Tax Levy for such Assessed Parcel. Any Remainder Special Taxes collected shall be applied pursuant to the Financing Plan.

The Review Authority shall make the final determination regarding available Parcel Increment, the Maximum Development Special Tax that applies to a Parcel based on the Leasehold Interests in the Parcel, and the application of Parcel Increment pursuant to Substeps 1dC(i). and 1dC(ii) above.

Step 2. After the First Bond Sale, if additional revenue is needed after Step 1 in order to meet the Development Special Tax Requirement after Capitalized Interest has been applied to reduce the Development Special Tax Requirement, the Development Special Tax shall be levied Proportionately on Leasehold Interests in each Taxable Parcel of Undeveloped Property, in an amount up to 100% of the Maximum Development Special Tax for Leasehold Interests in each Taxable Parcel of Undeveloped Property for such Fiscal Year.

2. Office Special Tax

Each Fiscal Year, the Administrator shall determine the Office Special Tax Requirement for the Fiscal Year, and the Office Special Tax shall be levied according to the steps outlined below:

Step 1. Levy the Maximum Office Special Tax on Leasehold Interests in each Taxable Parcel of Developed Property. Any Remainder Special Taxes collected shall be applied pursuant to the Financing Plan.

Step 2. After the First Bond Sale, if additional revenue is needed after Step 1 in order to meet the Office Special Tax Requirement after Capitalized Interest has been applied to reduce the Office Special Tax Requirement, the Office Special Tax shall be levied Proportionately on Leasehold Interests in each Taxable Parcel of Undeveloped Property, in an amount up to 100% of the Maximum Office Special Tax for Leasehold Interests in each Taxable Parcel of Undeveloped Property for such Fiscal Year.

3. Shoreline Special Tax

Each Fiscal Year, the Administrator shall determine the Shoreline Special Tax Requirement for the Fiscal Year, and the Shoreline Special Tax shall be levied according to the steps outlined below:

Step 1. Levy the Maximum Shoreline Special Tax on Leasehold Interests in each Taxable Parcel of Developed Property. Any Remainder Special Taxes collected shall be applied pursuant to the Financing Plan.

Step 2. After the First Bond Sale, if additional revenue is needed after Step 1 in order to meet the Shoreline Special Tax Requirement after Capitalized Interest has been applied to reduce the Shoreline Special Tax Requirement, the Shoreline Special Tax shall be levied Proportionately on Leasehold Interests in each Taxable Parcel of Undeveloped Property, in an amount up to 100% of the Maximum Shoreline Special Tax for Leasehold Interests in each Taxable Parcel of Undeveloped Property for such Fiscal Year.

4. Contingent Services Special Tax

Each Fiscal Year after the Fiscal Year in which the Trigger Event occurs, the Administrator shall coordinate with the City and the Port to determine the Services Special Tax Requirement for the Fiscal Year. The Contingent Services Special Tax shall then be levied Proportionately on Leasehold Interests in each Taxable Parcel of Developed Property, in an amount up to 100% of the Maximum Contingent Services Special Tax for Leasehold Interests in each Parcel of Developed Property for such Fiscal Year until the amount levied is equal to the Services Special Tax Requirement. The Contingent Services Special Tax may not be levied on Undeveloped Property.

G. COLLECTION OF SPECIAL TAXES

Special Taxes shall be collected in the same manner and at the same time as ordinary ad valorem property taxes on the regular tax roll, provided, however, that the City may directly bill Special Taxes, may collect Special Taxes at a different time or in a different manner, and may collect delinquent Special Taxes through foreclosure or other available methods as authorized by the CFD Law. The Board of Supervisors has ordered any Special Taxes to be levied on Leasehold Interests to be levied on the secured roll. The Special Tax bill for any Taxable Parcel subject to a Leasehold Interest will be sent to the same party that receives the possessory interest tax bill associated with the Leasehold Interest unless it is sent directly to the Taxpayer.

In calculating the Development Special Tax Requirement, Office Special Tax Requirement, or Shoreline Special Tax Requirement, under no circumstances may the Development Special Tax, Office Special Tax, or Shoreline Special Tax that is levied on a

Leasehold Interest in a Taxable Parcel in a Fiscal Year be increased by more than ten percent (10%) of the respective Maximum Development Special Tax, Maximum Office Special Tax, or Maximum Shoreline Special Tax for that Parcel (or such lesser amount required by the CFD Law) as a consequence of delinquency or default in payment of Special Taxes levied on Leasehold Interests in another Parcel(s) in the STD (the "Delinquency Levy").

The Delinquency Levy, if any, is determined when calculating the Development Special Tax Requirement. Accordingly, when determining the levy of Development Special Taxes on Leasehold Interests in Assessed Parcels pursuant to Step 1 of Section F.1, the Delinquency Levy, if any, has already been applied and, therefore, the Administrator shall not levy any additional Delinquency Levy on an Assessed Parcel that has its Development Special Tax levy reduced or eliminated by Parcel Increment.

The Development Special Tax shall be levied and collected on Leasehold Interests in each Taxable Parcel until the earlier of: (i) the Fiscal Year in which the Port determines that all Authorized Expenditures that will be funded by the STD have been funded and all Development Special Tax Bonds have been fully repaid; (ii) the Fiscal Year after the Fiscal Year in which Tax Increment is no longer collected within the Sub-Project Area within which the Taxable Parcel is located and all Development Special Tax Bonds have been fully repaid, as determined by the Administrator with direction from the Deputy Director; and (iii) Fiscal Year 2093-94.

The Office Special Tax and the Shoreline Special Tax shall be levied on and collected from Leasehold Interests in each Taxable Parcel for 120 Fiscal Years.

Beginning in the first Fiscal Year after the Fiscal Year in which the Trigger Event occurs, the Contingent Services Special Tax shall be levied and collected in perpetuity.

H. EXEMPTIONS

Notwithstanding any other provision of this RMA, no Special Taxes will be levied on fee simple interests in the STD, including Tax-Exempt Port Parcels.

I. INTERPRETATION OF SPECIAL TAX FORMULA

The City may interpret, clarify, and revise this RMA to correct any inconsistency, vagueness, or ambiguity, by resolution or ordinance, as long as such interpretation, clarification, or revision does not materially affect the levy and collection of the Special Taxes and any security for any Bonds.

J. SPECIAL TAX APPEALS

Any Taxpayer who wishes to challenge the accuracy of computation of the Special Taxes in any Fiscal Year may file an application with the Administrator. The Administrator, in consultation with the City Attorney, shall promptly review the Taxpayer's application. If the Administrator concludes that the computation of the Special Taxes was not correct, the Administrator shall correct the Special Tax levy and, if applicable in any case, a refund shall be granted. If the Administrator concludes that the computation of the Special Taxes was

correct, then such determination shall be final and conclusive, and the Taxpayer shall have no appeal to the Board from the decision of the Administrator.

The filing of an application or an appeal shall not relieve the Taxpayer of the obligation to pay the Special Taxes when due.

Nothing in this Section J shall be interpreted to allow a Taxpayer to bring a claim that would otherwise be barred by applicable statutes of limitation set forth in the CFD Law or elsewhere in applicable law.

ATTACHMENT 1

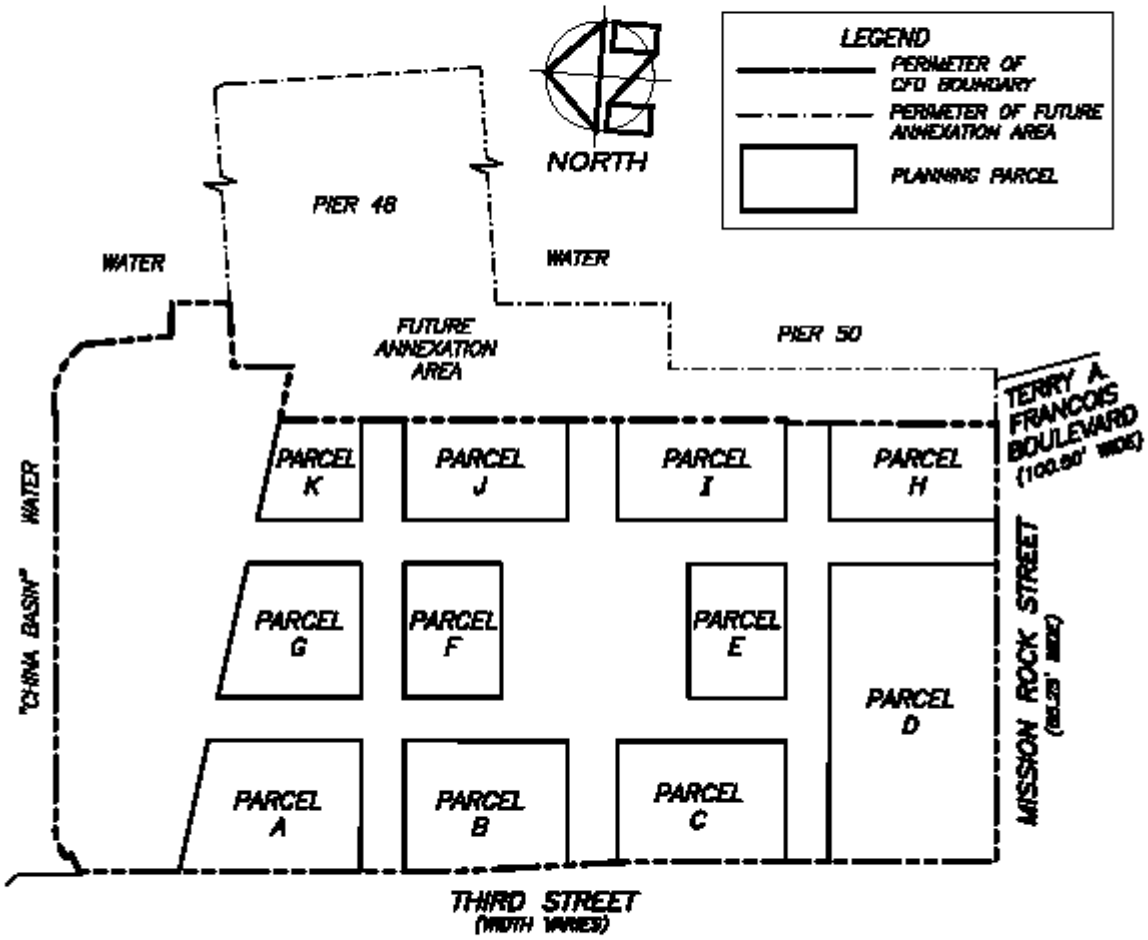
CITY AND COUNTY OF SAN FRANCISCO
SPECIAL TAX DISTRICT NO. 2020-1
(MISSION ROCK FACILITIES AND SERVICES)

IDENTIFICATION OF PLANNING PARCELS

ATTACHMENT 1

City and County of San Francisco
Special Tax District No. 2020-1
(Mission Rock Facilities and Services)

IDENTIFICATION OF PLANNING PARCELS



MARTIN M. RON ASSOCIATES, INC.
Land Surveyors
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San Francisco, California 94107
S-98656 _EXHIBIT-CFD BNDY.dwg
JANUARY 31, 2020

ATTACHMENT 2

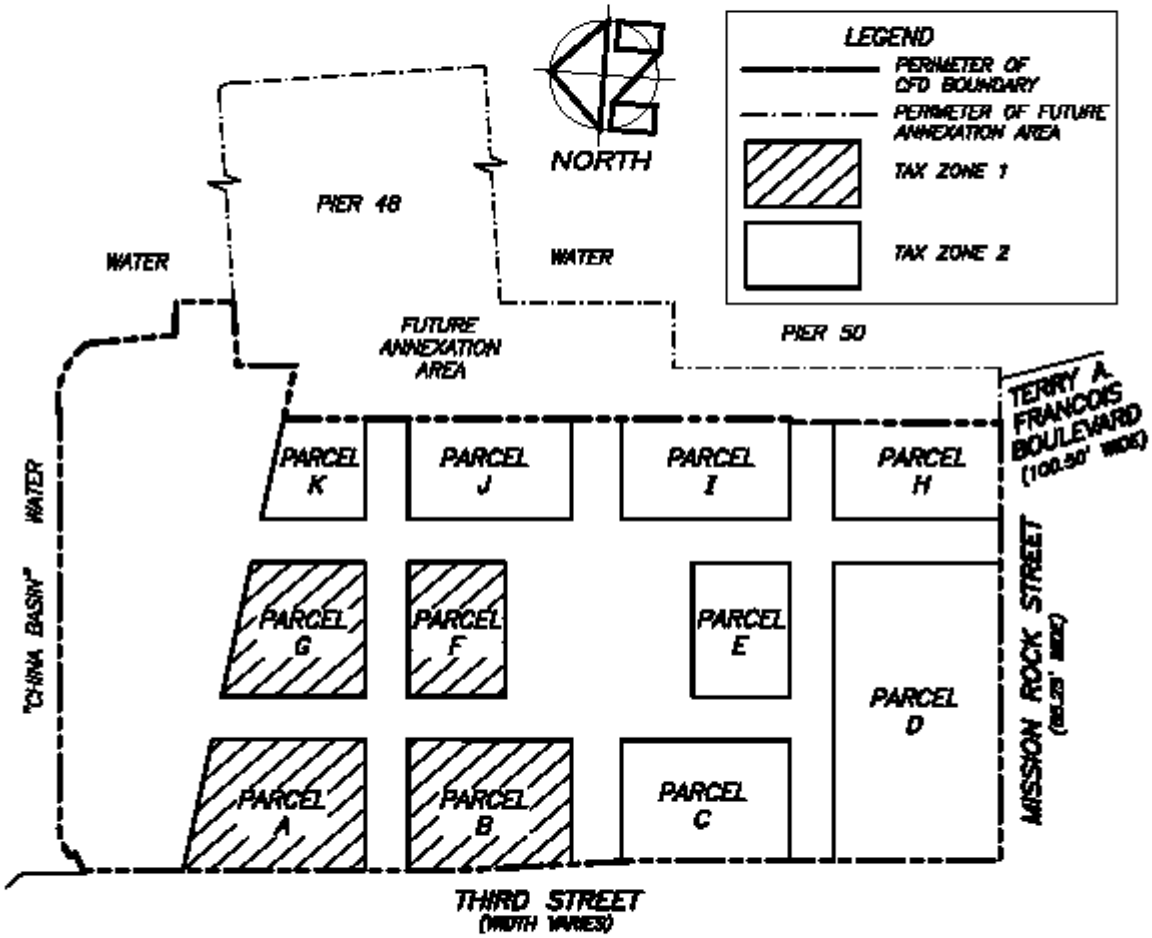
CITY AND COUNTY OF SAN FRANCISCO
SPECIAL TAX DISTRICT NO. 2020-1
(MISSION ROCK FACILITIES AND SERVICES)

IDENTIFICATION OF TAX ZONES

ATTACHMENT 2

City and County of San Francisco
Special Tax District No. 2020-1
(Mission Rock Facilities and Services)

IDENTIFICATION OF TAX ZONES



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S-98859E _EXHIBIT-CFD BNDY.dwg
JANUARY 31, 2020

ATTACHMENT 3

City and County of San Francisco

Special Tax District No. 2020-1

(Mission Rock Facilities and Services)

Expected Land Uses, Expected Maximum Development Special Tax Revenues, Expected Maximum Office Special Tax Revenues, and Expected Maximum Shoreline Special Tax Revenues

Planning Parcel	**Expected Land Uses**	**Expected Square Footage**	**Expected Maximum Development Special Tax Revenues (FY 2019-20)***	**Expected Maximum Office Special Tax Revenues (FY 2019-20)***	**Expected Maximum Shoreline Special Tax Revenues (FY 2019-20)***
Tax Zone 1					
Parcel A	Market Rate Residential Square Footage	146,000	$1,252,680	$0	$0
	Office Square Footage	48,447	$314,906	$93,018	$88,174
Parcel B	Market Rate Residential Square Footage	0	$0	$0	$0

Planning Parcel	Expected Land Uses	Expected Square Footage	Expected Maximum Development Special Tax Revenues (FY 2019-20)*	Expected Maximum Office Special Tax Revenues (FY 2019-20)*	Expected Maximum Shoreline Special Tax Revenues (FY 2019-20)*
	Office Square Footage	255,008	$1,657,552	$489,615	$464,115
Parcel G	Market Rate Residential Square Footage	0	$0	$0	$0
	Office Square Footage	283,323	$1,841,600	$543,980	$515,648
Parcel F	Market Rate Residential Square Footage	113,000	$969,540	$0	$0
	Office Square Footage	0	$0	$0	$0
Tax Zone 2					
Parcel C	Market Rate Residential Square Footage	0	$0	$0	$0
	Office Square Footage	355,000	$2,307,500	$571,550	$646,100

Planning Parcel	Expected Land Uses	Expected Square Footage	Expected Maximum Development Special Tax Revenues (FY 2019-20)*	Expected Maximum Office Special Tax Revenues (FY 2019-20)*	Expected Maximum Shoreline Special Tax Revenues (FY 2019-20)*
Parcel D	Market Rate Residential Square Footage	76,800	$658,944	$0	$0
	Office Square Footage	0	$0	$0	$0
Parcel E	Market Rate Residential Square Footage	0	$0	$0	$0
	Office Square Footage	141,000	$916,500	$227,010	$256,620
Parcel H	Market Rate Residential Square Footage	96,000	$823,680	$0	$0
	Office Square Footage	49,999	$324,994	$80,498	$90,998
Parcel I	Market Rate Residential Square Footage	0	$0	$0	$0

Planning Parcel	Expected Land Uses	Expected Square Footage	Expected Maximum Development Special Tax Revenues (FY 2019-20)*	Expected Maximum Office Special Tax Revenues (FY 2019-20)*	Expected Maximum Shoreline Special Tax Revenues (FY 2019-20)*
	Office Square Footage	152,000	$988,000	$244,720	$276,640
Parcel J	Market Rate Residential Square Footage	0	$0	$0	$0
	Office Square Footage	152,000	$988,000	$244,720	$276,640
Parcel K	Market Rate Residential Square Footage	62,400	$535,392	$0	$0
	Office Square Footage	49,999	$324,994	$80,498	$90,998
TOTAL EXPECTED REVENUES (FY2019-20)			**$13,904,280**	**$2,575,611**	**$2,705,932**

***Beginning July, 2020 and each July 1 thereafter, the Base Development Special Tax, the Base Office Special Tax, and the Base Shoreline Special Tax shall be escalated as set forth in Section D.1.**

CITY AND COUNTY OF SAN FRANCISCO
Special Tax District No. 2020-1
(Mission Rock Facilities and Services)

SPECIAL TAX DISTRICT REPORT

CONTENTS

Introduction

A. Description of Facilities and Services

B. Proposed Boundaries of the Special Tax District

C. Cost Estimate

*** * * * * * * * * * * ***

EXHIBIT A - Description of the Proposed Facilities and Services

EXHIBIT B - Cost Estimate

EXHIBIT C - Rate and Method of Apportionment of Special Taxes

CITY AND COUNTY OF SAN FRANCISCO
Special Tax District No. 2020-1
(Mission Rock Facilities and Services)

INTRODUCTION

Project Background. California Statutes of 1968, Chapter 1333 ("Burton Act") and San Francisco Charter Section 4.114 and Appendix B, beginning at Section B3.581, empower the City and County of San Francisco ("City"), acting through the San Francisco Port Commission ("Port" or "Port Commission"), with the power and duty to use, conduct, operate, maintain, manage, regulate, and control the lands within Port jurisdiction.

Seawall Lot 337 Associates, LLC, a Delaware limited liability company ("Master Developer") and the City, acting by and through the Port, are parties to a Disposition and Development Agreement (as amended from time to time, "DDA"), including a Financing Plan (as amended from time to time, "Financing Plan"), that governs the disposition and development of certain parcels in the jurisdiction of the Port, including Seawall Lot 337, 3.53 acres located at Terry A. Francois Boulevard from Third Street to Mission Rock Street, China Basin Park and ½ acre to the east of Terry A. Francois Boulevard between Pier 48 and Pier 50 ("Project Site"), and also provides for development of Pier 48, which DDA was approved by the Board of Supervisors of the City ("Board of Supervisors") by Resolution No. 42-18, adopted on February 13, 2018, signed by the Mayor on February 23, 2018, and a copy of which is in Board File No. 180092.

The Port collaborated with the State Lands Commission and the Legislature, resulting in an amendment of the Burton Act to lift or suspend its statutory trust use restrictions that impede the Port's ability to realize the development potential of Port lands. Under Senate Bill 815 (Stats. 2007, ch. 660, as amended by Stats. 2016, ch. 529) ("SB 815"), the Port is authorized to lease certain seawall lots south of Market Street, including the Project Site, for nontrust purposes, providing revenues for rehabilitation of historic wharves and piers and other trust uses; SB 815 allows long-term nontrust uses that are otherwise not permissible under the Burton Act as a primary mechanism to generate Port revenues for trust purposes, including the construction of infrastructure needed for development.

On November 3, 2015, San Francisco voters approved the Mission Rock Affordable Housing, Parks, Jobs and Historic Preservation Initiative ("Proposition D"), which authorized increased height limits on the Project Site, subject to environmental review, and established a City policy to encourage development of the Project Site; Proposition D specifically provides that it is intended to encourage and implement the lease and development of the Project Site as described in SB 815 to support the purposes of the Burton Act, especially the preservation of historic piers and historic structures and construction of waterfront plazas and open space.

The proposed development of the Project Site, which is commonly referred to as the Mission Rock project ("Project"), will be a new mixed-use neighborhood that is proposed to include a mix of commercial/office, retail, parking, and market rate and affordable residential uses and approximately eight acres of new and expanded parks and shoreline access.

Under the DDA, (i) the Master Developer is responsible for master development of the Project Site, including construction of public infrastructure, (ii) the Port and Master Developer will enter into a master lease for all of the Project Site, (iii) the Port will convey development parcels to vertical developers and those parcels will be released from the master lease, and (iv) the Port

may enter into a separate lease with the Master Developer (or an affiliate of Master Developer) for development of Pier 48.

The City anticipates that, in addition to the infrastructure and private development described above, future improvements will be necessary to ensure that the shoreline, public facilities, and public access improvements will be protected should sea level rise in the vicinity of the Project Site, and the Board of Supervisors wishes to provide a mechanism to finance the costs of infrastructure, certain other facilities and certain services necessary or incident to development of the Project Site, including, without limitation, future improvements necessitated by sea level rise.

Authority to Establish Special Tax Districts. Under Chapter 43, Article X of the San Francisco Administrative Code (the "Code"), which Code incorporates by reference the Mello-Roos Community Facilities Act of 1982, as amended (the "Mello-Roos Act"), the Board of Supervisors is authorized to establish a special tax district and to act as the legislative body for a special tax district.

Resolution of Intention. On February 25, 2020, the Board of Supervisors adopted a resolution entitled "Resolution declaring the intention to establish City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services) and a future annexation area; ordering and setting a time and place for a public hearing of the Board of Supervisors, sitting as a Committee of the Whole, on April 7, 2020, at 3:00 p.m.; determining other matters in connection therewith, as defined herein; and making findings under the California Environmental Quality Act" (the "Resolution of Intention"), which Resolution of Intention was signed by the Mayor of the City on March 6, 2020.

In the Resolution of Intention, the Board of Supervisors proposed to conduct proceedings to establish a special tax district to be known as "City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services)" (the "Special Tax District") and determined that public convenience and necessity require that a future annexation area for the Special Tax District (the "Future Annexation Area") be established.

Rate and Method of Apportionment of Special Tax; Correction of Omission. In the Resolution of Intention, the Board of Supervisors resolved that the proposed rate and method of apportionment of special taxes among the parcels of real property within the Special Tax District was included in Exhibit B of the Resolution of Intention ("Rate and Method"). However, the version of the Rate and Method included in Exhibit B of the Resolution of Intention accidentally omitted portions of the Rate and Method. The complete version of the Rate and Method is attached hereto as Exhibit "C" attached hereto and hereby made a part hereof. The Clerk of the Board of Supervisors has included information about the omission in the notice of public hearing to be held on April 14, 2020.

Special Tax District Report. In the Resolution of Intention, the Board of Supervisors ordered the preparation of a written Special Tax District Report (this "Report") that would contain the following information:

(a) A description of the facilities (the "Facilities") and the services ("Services") by type which will be required to adequately meet the needs of the Special Tax District and the Future Annexation Area.

(b) An estimate of the fair and reasonable cost of the Facilities including the cost of acquisition of lands, rights-of-way and easements, any physical facilities required in conjunction therewith and incidental expenses in connection therewith, including the costs of the proposed bond financing and other debt and all other related costs as provided in Mello-Roos Act Section 53345.3.

(c) An estimate of the fair and reasonable cost of the Services and incidental expenses in connection therewith, and all other related costs.

For particulars, reference is made to the Resolution of Intention for the Special Tax District, as previously approved and adopted by the Board of Supervisors.

NOW, THEREFORE, I, the Director of the Office of Public Finance of the City, do hereby submit the following data:

A. **DESCRIPTION OF FACILITIES AND SERVICES.** A general description of the proposed Facilities and Services is as shown in Exhibit "A" attached hereto and hereby made a part hereof.

The Special Tax District is expected to finance the abatement and removal of hazardous substances. A Soil Management Plan dated October 18, 2019 ("Soil Management Plan") for the Project Site, including the property in the Special Tax District, was prepared by Ramboll US Corporation, and submitted to the California Environmental Protection Agency, Department of Toxic Substances Control and the San Francisco Department of Public Health. The Soil Management Plan is intended to concurrently serve as a Site Mitigation Plan for the Project Site, as required by the City of San Francisco, and as a soil management plan required by the California Department of Toxic Substances Control for the former H&H Ship Service Company facility, which was located on the Project Site.

The purpose of the Soil Management Plan is to describe the procedures that will be employed when areas of known or potentially impacted soils are encountered during Project Site redevelopment activities.

B. **PROPOSED BOUNDARIES OF THE SPECIAL TAX DISTRICT**. The proposed boundaries of the Special Tax District and the Future Annexation Area are as set forth in the map of the Special Tax District previously recorded in the Assessor-Recorder's Office on March 31, 2020, at 11:03 a.m. as Document No. 2020-K920032-00 in Book 001 Pages 173-174 of the Book of Maps of Assessment and Special Tax Districts, to which reference is hereby made.

Parcels within the Future Annexation Area shall be annexed to the Special Tax District only with the unanimous approval of the owner or owners of each parcel or parcels at the time that parcel or those parcels are annexed.

C. **COST ESTIMATE**. Exhibit "B" attached hereto and hereby made a part hereof includes (1) an estimate of the fair and reasonable cost of the Facilities including the cost of acquisition of lands, rights-of-way and easements, any physical facilities required in conjunction therewith and incidental expenses in connection therewith, including the costs of the proposed bond financing and other debt and all other related costs as provided in Mello-Roos Act Section 53345.3 and (2) an estimate of the fair and reasonable cost of the Services and incidental expenses in connection therewith, and all other related costs.

Dated as of _____, 2020

By: _____
Director, Office of Public Finance
City and County of San Francisco

EXHIBIT A

CITY AND COUNTY OF SAN FRANCISCO
Special Tax District No. 2020-1
(Mission Rock Facilities and Services)

DESCRIPTION OF FACILITIES, SERVICES AND OTHER COSTS TO BE FINANCED BY THE SPECIAL TAX DISTRICT

City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services) (as originally configured and as expanded through annexation of property in the future, the "**STD**"), is authorized to finance the Facilities, Services and Incidental Costs described in this Exhibit A. Capitalized terms used in this Exhibit A but not defined herein have the meanings given them in the Appendix to Transaction Documents for the Mission Rock 28-Acre Site Project, attached as an appendix to the Disposition and Development Agreement ("**DDA**"), dated as of August 15, 2018, by and between the Port and the Developer, including all exhibits and attachments, as may be amended from time to time. When used in this Exhibit A, "including" has the meaning given to it in the DDA.

Authorized Facilities

The STD is authorized to finance the purchase, construction, reconstruction, expansion, improvement, or rehabilitation of all or any portion of the facilities authorized to be financed by the San Francisco Special Tax Financing Law (Admin. Code ch. 43, art. X) and the Mello-Roos Community Facilities Act of 1982 (Cal. Gov't Code Section 53311 et seq.), including:

1. Land Acquisition – includes, but is not limited to, acquisition of land for public improvements or for other requirements under the DDA.

2. Demolition and Abatement – includes, but is not limited to, Site Preparation costs, including abatement of hazardous materials, removal of below-grade, at-grade, and above-grade facilities, and recycling or disposal of waste, including demolition and abatement within future vertical sites that is necessary for Horizontal Improvements.

3. Auxiliary Water Supply System - includes, but is not limited to, main pipe, laterals, valves, fire hydrants, cathodic protection, tie-ins, and any other components required for onsite and offsite high pressure water supply network intended for fire suppression.

4. Low Pressure Water - includes, but is not limited to, main pipe, laterals, water meters, water meter boxes, back flow preventers, gate valves, air valves, blow-offs, fire hydrants, cathodic protection, tie-ins, and any other components required for onsite and offsite low pressure water supply network intended for domestic use.

5. Non-Potable Water System (Blackwater Treatment Facility) - includes, but is not limited to, water recycling production equipment such as buffer and treatment tanks, reverse osmosis and ultraviolet treatment equipment, and plant auxiliary equipment such as pumps, valves, and electrical equipment; distribution facilities such as main pipes, laterals,

and valves; customer interface equipment such as water meters, back flow preventers, and valves; along with financing costs and any other components required for non-potable water supply system (whether publicly or privately owned) intended to provide treated wastewater for use in, among other things, irrigation of parks, landscaping, and non-potable uses within buildings, and any other components or administrative costs required for non-potable water system.

6. District Energy System - includes, but is not limited to, whether publicly or privately-owned, district energy production equipment such as boilers, chillers, heat pumps, cooling towers, bay water interface equipment and piping, and plant auxiliary equipment such as pumps, valves, and electrical equipment; distribution facilities such as main pipes, laterals, and valves; customer interface equipment such as energy meters and energy transfer stations; along with financing costs and any other components or administrative costs required for district energy system intended to provide heating and cooling or domestic hot water within buildings.

7. Sanitary Sewer, Storm Drain, and Stormwater Management– includes, but is not limited to, retrofit of existing combined sewer facilities, new gravity main pipe, force main pipe and associated valves, laterals, manholes, catch basins, traps, air vents, pump stations, outfalls, lift stations, connections to existing systems, stormwater treatment best management practices (BMPs) such as detention vaults, and any other components required for a network intended to convey storm water and sanitary sewage, including components, such as ejector pumps, associated with vertical buildings to meet design criteria for the Horizontal Improvements.

8. Joint Trench & Dry Utilities – includes, but is not limited to, installation of primary and secondary conduits, overhead poles, pull boxes, vaults, subsurface enclosures, gas main, and anodes for dry utilities including electrical, gas, telephone, cable, internet, and information systems, as well as any payment obligations related to providing such services.

9. Earthwork and Retaining Walls – includes, but is not limited to, Site Preparation activities including importation of clean fill materials, clearing and grubbing, slope stabilization, ground improvement, installation of geogrid, surcharging, wick drains, excavation, rock fragmentation, grading, lightweight cellular concrete, geofoam, placement of fill, compaction, retaining walls, subdrainage, erosion control, temporary fencing, and post-construction stabilization such as hydroseeding. Also, includes, but is not limited to, excavation of future vertical development sites if the excavated soils is used on site for purposes of raising Horizontal Improvements.

10. Roadways – includes, but is not limited to, Public ROWs, roads and paseos in Public Space, road subgrade preparation, aggregate base, concrete roadway base, asphalt wearing surface, concrete curb, concrete gutter, medians, colored asphalt and concrete, pavers, speed bumps, sawcutting, grinding, conform paving, resurfacing, any other components required for onsite and offsite roadways, transit stops, bus facilities, permanent pavement marking and striping, traffic control signage, traffic light signals, offsite traffic improvements, and any other components or appurtenant features as required in the approved Improvement Plan details and specifications. through the permitting process.

11. Streetscape – includes, but is not limited to, subgrade preparation, aggregate base, sidewalks, pavers, ADA curb ramps, detectable tiles, streetlights, light pole foundations, signage, emergency services infrastructure, landscaping (including trees and Silva cells and/or structural soil), irrigation, street furniture, waste receptacles, bike racks, shared bike parking facilities (whether publicly or privately owned), newspaper stands, any other components or appurtenant features as required in the approved Improvement Plan details and specifications through the permitting process, and wayfinding and interpretative signage and facilities.

12. Parks and Public Space – includes, but is not limited to, fine grading, storm drainage and treatment, sanitary sewer, low pressure water, park lighting, community wifi, distributed antenna systems, security infrastructure, low-voltage electrical, various hardscaping, irrigation, landscaping, various concrete structures, site furnishings, public art, wayfinding, interpretive and other park signage, viewing platforms, water access facilities (including boat launch), retrofit of shoreline structures and slopes (including demolition, excavation, installation of revetment, structural repair, construction and occupancy costs of park structures, and any other components, e.g., Shoreline Improvements), and any other associated work in publicly accessible spaces such as parks, open spaces, plazas, and mid-block passages, including publicly-accessible parks, plazas, mid-block passages and open space that is located on private property, but identified as public open space in the DDA, Design Controls documents, or Subdivision Map.
13. Water-based Transportation Improvements – includes, but not limited to, modes of water-based transportation and all infrastructure, design, and permitting costs related to providing water-based transportation facilities at the Project.

14. Historic Rehabilitation Required for Horizontal Improvements – includes, but is not limited to, eligible cost for relocation, structural retrofit, repair, and rehabilitation of historic Pier 48.

15. Hazardous Soil Removal – includes, but is not limited to, removal and disposal of contaminated soil which cannot be reused on site in accordance with the Mission Rock Development Soil Management Plan, dated October 18, 2019, Dust Control Plan, dated November 1, 2019, Asbestos Dust Mitigation Plan, dated November 15, 2019, and other related documents, and associated with public improvements.

16. Shoreline Adaptation Studies - includes, but is not limited to, analysis and planning to characterize the preferred Shoreline Protection Project and alternatives, including pre-entitlement planning and design work, environmental review, negotiation, and Regulatory Approvals related to the Shoreline Protection Facilities.

17. Shoreline Protection Facilities includes, but is not limited to, waterfront Improvements at the San Francisco Bay shoreline to provide stability, to protect the area from perils associated with seismic events and climate change, including sea level rise and floods, and other public improvements approved by the Port Commission and the Board of Supervisors.

18. Deferred Infrastructure.

19. Entitlement costs, including Entitlement Costs and costs to obtain approvals necessary to proceed with development incurred after the Reference Date, such as the cost to comply

with the California Environmental Quality Act, negotiate transaction documents, permitting of Horizontal Improvements, subdivision mapping, conduct community outreach, and prepare development design and land use requirements, but not expenses related to any campaign or ballot measure or any other expenses prohibited by law. Entitlement costs may include interim costs as approved from time to time by the Board of Supervisors.

20. Associated Public Benefits – including, but not limited to, costs required to provide Associated Public Benefits related to transportation, childcare, public open space, sustainability, community meeting space and programs, and other public-benefitting improvements and expenditures.

21. Miscellaneous Horizontal Development Costs - any other Horizontal Development Costs associated with implementing the DDA, including any additional costs that the Parties agree shall be incurred by the Developer for the Project, including workforce liaisons; studies and consultants required to comply with the DDA, such as auditors, inspectors, attorneys and appraisers; replacement and rework costs, including repairs to correct incidental damage that occurs throughout the course of construction and restoration of roadway pavement in areas where there are trenches excavated after the initial roadway is paved, and maintenance prior to acceptance by the City and/or Port.

22. Any other costs authorized to be financed by the STD under the DDA.

23. Interim improvements required for the use of the Project Site including temporary bike lanes, landscape, hardscape, accessibility infrastructure, grading, furniture and other improvements required for the interim use of the remaining Project Site.

24. Soft Costs required to support the construction of the Horizontal Improvements and implementation of the DDA, including developer management costs, third party professional services, construction management Fees, and asset management costs.

25. Developer Mitigation Measures, including the formation of the Transportation Management Association and dust, vibration, asbestos and settlement monitoring.

26. Insurance, Bonding and Warranty costs as required by the City in connection with the authorized improvements.

27. Miscellaneous Costs, such as costs associated with implementing the DDA, including any additional costs that the Parties have agreed shall be incurred by the Developer for the Project, such as master planning for each phase, audits, appraisals, workforce development costs (such as a liaison), cash payments and community outreach initiatives.

Any facility authorized to be financed by the STD may be financed through the construction and acquisition of the facility or through the payment of fees for such facility.

The facilities authorized to be financed may be located within or outside the boundaries of the STD.

The facilities to be financed shall include all Hard Costs and Soft Costs associated with the facilities, including the costs of the acquisition of land and rights-of-way, the costs of design, engineering and planning, the costs of any environmental or traffic studies, surveys or other

reports, costs related to landscaping and irrigation, soils and other environmental testing and observation, permits, plan check, and inspection fees, insurance, legal and related overhead costs, bonding, trailer rental, utility bills, site security, coordination and supervision and any other costs or appurtenances related to any of the foregoing as further defined in one or more acquisition agreements with the developer of the property in the STD.

The facilities to be financed shall also include all incidental expenses, defined as follows:

(1) The cost of planning and designing facilities to be financed by the STD, including the cost of environmental evaluations of those facilities.
(2) The costs associated with the creation of the STD, issuance of bonds, determination of the amount of taxes, collection of taxes, payment of taxes, or costs otherwise incurred in order to carry out the authorized purposes of the STD.
(3) Any other expenses incidental to the construction, completion, and inspection of the authorized work, including costs for temporary facilities with a useful life of at least 3 years that are required to construct an authorized facility.
(4) Special taxes levied on a property in the STD and paid by the Developer on behalf of a local agency or other landowner prior to the development of the property.

The facilities to be financed also includes the interim cost of the facilities, which shall mean the Developer Return or Port Return, as applicable, and any interest payable on any promissory note payable to the STD.

The STD may also apply bond proceeds and special taxes to repay the Port Commission for advances made to pay for authorized costs, under any promissory note or otherwise.

Special taxes may be collected and set-aside in designated funds and collected over several years (i.e., reserves), and used to fund facilities authorized to be financed by the STD.

AUTHORIZED SERVICES

Special taxes collected in the STD may finance, in whole or in part, the services authorized to be financed by the San Francisco Special Tax Financing Law (Admin. Code ch. 43, art. X) and the Mello-Roos Community Facilities Act of 1982 (Cal. Gov't Code Section 53311 et seq.), in the STD and, to the extent permitted by the DDA, outside the STD, including:

- Maintenance, capital repair, replacement and operation (including public events) of Public Spaces, including facilities for public enjoyment, such as public parks, public recreational facilities, public access, open space, public paseos and other public amenities, some of which may be rooftop facilities or located on privately leased property but identified as public open space in the DDA or Design Controls or Subdivision Map.

- Maintenance, capital repair, replacement and operation of Public Right-of-Ways (ROWs), including public streets, sidewalks, shared public ways, mid-block passages, bicycle lanes, and other paths of travel, associated landscaping and furnishings, maintenance, trenching, backfilling, and monitoring of Lightweight Cellular Concrete infrastructure, retaining walls within the ROWs and related amenities in the STD, some of which may be located on privately leased property but identified as public open space in the DDA or Design Controls.

- Maintenance, capital repair, replacement and operation of Shoreline Improvements in and adjacent to the STD that were completed per the DDA, such as shoreline restoration,

including installation of stone columns, pilings, secant walls, and other structures to stabilize the seawall or shoreline, removal of bay fill, creation of waterfront public access to or environmental remediation of the San Francisco waterfront.

- Maintenance, capital repair, replacement and operation of landscaping and irrigation systems and other equipment, material, and supplies directly related to maintaining and replacing landscaped areas and water features in Public Spaces and Public ROWs.

- Maintenance, capital repair, replacement and operation as needed of Public Spaces, including street cleaning and paving.

- Maintenance, capital repair, replacement and operation of lighting, rest rooms, trash receptacles, park benches, planting containers, picnic tables, bollards, bicycle racks and corrals and other furniture and fixtures and signage in Public Spaces and Public ROWs.

- Maintenance, capital repair, replacement and operation of utilities in Public Spaces and Public ROWs.

- General liability insurance for any Public ROWs or structures in Public ROWs that Public Works does not submit to the Board of Supervisors for City acceptance for City General Fund liability purposes and other commercially reasonable insurance coverages.

- Port, City, or third party personnel, administrative, and overhead costs related to maintenance or to contracting for and managing third-party maintenance, including rent for storage space needed to support the maintenance activities.

- Any other costs authorized to be financed by the STD under the DDA.

Special taxes may be collected and set-aside in designated funds and collected over several years (i.e., reserves), and used to fund services authorized to be financed by the STD. The term "**operation**" includes providing security and hosting special events.

INCIDENTAL COSTS

Special taxes collected in the STD will also fund, in whole or in part, the incidental costs associated with the facilities and services authorized to be financed. Incidental costs include, but are not limited to:

1. Administrative expenses and fees including costs incurred to form the STD, to annex territory to the STD, to annually administer the STD, to levy and collect special taxes for the STD, and any other costs incurred in standard administration of the STD by the City or their authorized consultants;

2. Any amounts needed to cure actual or estimated delinquencies in special taxes for the current or previous fiscal years;

3. Bond related expenses, including underwriters discount, reserve fund, capitalized interest, bond, disclosure, and underwriter counsel fees and all other incidental expenses; and

4. Reimbursement of costs related to the formation of the STD advanced by the City and any landowner(s) in the STD, or any party related to any of the foregoing, as well as reimbursement of any costs advanced by the City or any landowner(s) in the STD or any party related to any of the foregoing, for facilities, fees or other purposes or costs of the STD.

COMPLIANCE WITH CFD GOALS

The City hereby waives the requirements of the CFD Goals to the extent inconsistent with this Exhibit A.

EXHIBIT B

CITY AND COUNTY OF SAN FRANCISCO
Special Tax District No. 2020-1
(Mission Rock Facilities and Services)

Facilities

The following is a summary of the estimated costs (in 2020 dollars) of acquisition and construction of the Facilities throughout the Project Site.

Facility	Estimated Cost*
Development Special Tax Improvements	$315,800,000
Shoreline Special Tax Improvements	$324,500,000
Office Special Tax Improvements	$665,400,000
Total	$1,305,700,000

Services

The following is an estimate of the cost (in 2020 dollars) of providing the Services throughout the Project Site, with the cost escalating annually thereafter.

Services	Estimated Cost*
Maintenance of Public Spaces and Public ROWs	$2,400,000

*Note: Estimated costs include $350,000,000 for public infrastructure within the Special Tax District and $955,700,700 for future shoreline protection facilities and studies and other public improvements. This amount does not include estimates for the Future Annexation Area because of uncertainty of the infrastructure and maintenance costs associated with the Pier 48 area.

Incidental Expenses

In addition to the acquisition and construction costs of the Facilities, the City will finance bond or other debt-issuance costs, capitalized interest, a debt service reserve fund and other costs associated with the sale of bonds or other debt and annual administration of the Special Tax District.

The estimated bond or other debt issuance costs are approximately 5 percent of the principal amount of the bond or other debt. The estimated costs of determining the amount of taxes, collecting special taxes, allocating special taxes, and other costs incurred in order to carry out the authorized purposes of the Special Tax District is approximately $70,000 per year.

The estimated costs of forming the Special Tax District are approximately $150,000.

EXHIBIT C

CITY AND COUNTY OF SAN FRANCISCO
Special Tax District No. 2019-2
(Pier 70 Leased Properties)

Rate and Method of Apportionment of Special Tax

Special Taxes applicable to the Leasehold Interest in each Taxable Parcel in the City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services) shall be levied and collected according to the tax liability determined by the Administrator through the application of the appropriate amount or rate for Leasehold Interests in Taxable Parcels, as described below. The Leasehold Interest in all Taxable Parcels in the STD shall be taxed for the purposes, to the extent, and in the manner herein provided, including property subsequently annexed to the STD.

Special Taxes shall be levied only on Leasehold Interests in Taxable Parcels. In the event a Leasehold Interest in a Taxable Parcel is terminated, the Special Taxes shall be levied on any successor Leasehold Interest in the Taxable Parcel. If a Leasehold Interest terminates while a Special Tax that was previously levied remains unpaid, the owner of the successor Leasehold Interest will take the interest subject to the obligation to pay the unpaid Special Tax along with any applicable penalties and interest.

The City will covenant in each Indenture that, as long as any Bonds are outstanding, it will not terminate, and it will inhibit the Port from terminating, any Leasehold Interest in a Taxable Parcel unless the Port enters into a new lease the term of which ends on or after the final maturity date of the Bonds and that covers substantially the same real property and improvements as the terminated lease. It will not be a violation of this covenant if the City or the Port initiates judicial foreclosure of any such lease pursuant to the CFD Law.

A. DEFINITIONS

The terms hereinafter set forth have the following meanings:

"Administrative Expenses" means any or all of the following: the fees and expenses of any fiscal agent or trustee (including any fees or expenses of its counsel) employed in connection with any Bonds, and the expenses of the City carrying out duties with respect to the STD and the Bonds, including, but not limited to, levying and collecting the Special Taxes, the fees and expenses of legal counsel, charges levied by the City, including the Controller's Office, the Treasurer and Tax Collector's Office, the City Attorney, and the Port, costs related to property owner inquiries regarding the Special Taxes, costs associated with appeals or requests for interpretation associated with the Special Taxes and this RMA, costs associated with annexation of property into the STD, amounts needed to pay rebate to the federal government with respect to the Bonds, costs associated with complying with any continuing disclosure requirements for the City and any other major property owner (whether or not deemed to be an obligated person), costs associated with foreclosure and collection of delinquent Special Taxes, and all other costs and expenses of the City in any way related to the establishment or administration of the STD.

"Administrator" means the Director of the Office of Public Finance or his/her designee who shall be responsible for administering the Special Taxes according to this RMA.

"Affordable Housing Project" means a residential or primarily residential project, as determined by the Review Authority, within which 100% of the residential units are Affordable Units.

"Affordable Square Footage" means both: (i) the entire square footage of an Affordable Housing Project; and (ii) the aggregate net rentable square footage that is or is expected to be associated with Affordable Units within a building on a Parcel of Developed Property. The Review Authority shall make the final determination as to the amount of Affordable Square Footage within a building in the STD.

"Affordable Unit" means a Residential Unit for which a deed restriction has been recorded that (i) limits the rental rates on the unit or (ii) in any other way is intended to restrict the current or future value of the unit, as determined by the Review Authority.

"Appendix" means the Appendix to the DDA.

"Assessed Parcel" means, in any Fiscal Year, any Taxable Parcel that meets all five of the following conditions: (i) there is a building on the Taxable Parcel for which a Certificate of Occupancy has been issued; (ii) based on all information available to the Administrator, the Baseline Assessed Value has been determined for the Taxable Parcel; (iii) ad valorem taxes have been levied on the Taxable Parcel based on the Baseline Assessed Value of the building; (iv) by the end of the prior Fiscal Year, at least one year of ad valorem taxes based upon the Baseline Assessed Value of the building have been paid; and (v) the Taxable Parcel does not have outstanding delinquencies in the payment of ad valorem property taxes or Special Taxes at the latest point at which the Administrator is able to receive delinquency information from the County prior to submitting the Development Special Tax levy in any Fiscal Year. Once a Taxable Parcel has been categorized as an Assessed Parcel, such Taxable Parcel shall be considered an Assessed Parcel in all future Fiscal Years in which there are no outstanding delinquencies for the Parcel, regardless of increases or decreases in assessed value.

"Assessor's Parcel" or "**Parcel**" means a lot or parcel shown on an Assessor's Parcel Map with an assigned Assessor's Parcel number.

"Assessor's Parcel Map" means an official map of the County Assessor designating Parcels by Assessor's Parcel number.

"Association" means a homeowners or property owners association, including any master or sub-association, that provides services to, and collects dues, fees, or charges from, property within the STD.

"Association Square Footage" means square footage within a building that is (i) on property in the STD that is leased to an Association, not including any such property that is located directly under a residential structure, and (ii) used for purposes of the Association and not leased or otherwise used for purposes that are not part of the operation of the Association.

"Authorized Expenditures" means, separately with respect to the Development Special Tax, Office Special Tax, Shoreline Special Tax, and Contingent Services Special Tax, those costs, facilities or public services authorized to be funded by the applicable Special Tax as set forth in the Financing Plan and the documents adopted by the Board at STD Formation, as may be amended from time to time.

"Base Contingent Services Special Tax" means, for any Square Footage Category, the per-square-foot Contingent Services Special Tax for square footage within such Square Footage Category, as identified in Table 4 in Section C below, that can be levied on a Leasehold Interest in a Taxable Parcel.

"Base Development Special Tax" means, for any Square Footage Category, the per-square-foot Development Special Tax for Square Footage within such Square Footage Category, as identified in Table 1 in Section C below, that can be levied on a Leasehold Interest in a Taxable Parcel.

"Base Office Special Tax" means, for Office Square Footage and Excess Exempt Square Footage, the per-square-foot Office Special Tax identified in Table 2 in Section C below, that can be levied on a Leasehold Interest in a Taxable Parcel.

"Base Shoreline Special Tax" means, for any Square Footage Category, the per-square-foot Shoreline Special Tax for Square Footage within such Square Footage Category, as identified in Table 3 in Section C below, that can be levied on a Leasehold Interest in a Taxable Parcel.

"Base Special Tax" means, collectively, the Base Development Special Tax, the Base Office Special Tax, the Base Shoreline Special Tax, and the Base Contingent Services Special Tax.

"Baseline Assessed Value" means, after a Certificate of Occupancy has been issued for a Taxable Parcel, the assessed value that the Port and Vertical Developer mutually agree is the final, unappealable value for the Taxable Parcel.

"Board" means the Board of Supervisors of the City, acting as the legislative body of STD No. 2020-1.

"Bond Sale" means, for the Development Special Tax, issuance of Development Special Tax Bonds, for the Office Special Tax, issuance of Office Special Tax Bonds, and, for the Shoreline Special Tax, issuance of Shoreline Special Tax Bonds.

"Bonds" means bonds or other debt (as defined in the CFD Law), whether in one or more series, that are issued or assumed by or for the STD to finance Authorized Expenditures including any Development Special Tax Bonds, Office Special Tax Bonds, and Shoreline Special Tax Bonds. The term "Bonds" includes any promissory note executed by or on behalf of STD No. 2020-1 for the benefit of the Port.

"Capitalized Interest" means funds in any capitalized interest account available to pay debt service on Bonds.

"Certificate of Occupancy" means the first certificate, including any temporary certificate of occupancy, issued by the Port to confirm that a building or a portion of a building has met all of the building codes and can be occupied for residential or non-residential use. For purposes of this RMA, "Certificate of Occupancy" shall not include any certificate of occupancy that was issued prior to January 1, 2019 for a building within the STD; however, any subsequent certificates of occupancy that are issued for new construction, or expansion of a building shall be deemed a Certificate of Occupancy and the Special Taxes shall apply to the associated square footage. For

Pier 48, only a certificate of occupancy issued in association with the permanent reuse of the building (as determined by the Port) shall qualify as a "Certificate of Occupancy" for purposes of this RMA.

"CFD Law" means the San Francisco Special Tax Financing Law (Admin. Code ch. 43, art. X), which incorporates the Mello-Roos Act.

"City" means the City and County of San Francisco, California.

"Contingent Services Special Tax" means a special tax levied in any Fiscal Year after the Trigger Event on a Leasehold Interest in a Taxable Parcel to pay the Services Special Tax Requirement.

"County" means the City and County of San Francisco, California.

"DDA" means the Disposition and Development Agreement between the Port and the Developer, including all exhibits and attachments, as may be amended from time to time.

"Deputy Director" means the Deputy Director of Finance and Administration for the Port or other such official that acts as the chief financial officer for the Port.

"Developed Property" means, in any Fiscal Year, all Taxable Parcels for which the 24-month anniversary of the Parcel Lease Execution Date has occurred in a preceding Fiscal Year, regardless of whether a Permit has been issued. For any Taxable Parcel on which a structure is built and occupied without execution of a Parcel Lease, such Taxable Parcel shall be categorized as Developed Property in the Fiscal Year in which a Certificate of Occupancy was issued on or prior to June 30 of the preceding Fiscal Year.

"Developer" means Seawall Lot 337 Associates, LLC, or any successor or assign that takes over as tenant under the Master Lease.

"Development Approval Documents" means, collectively, the DDA, any Vertical DDA, any Final Maps, Review Authority approvals, or other such approved or recorded document or plan that identifies the type of structures, acreage, and Market-Rate Residential Square Footage and Office Square Footage approved for development on Taxable Parcels.

"Development Special Tax" means a special tax levied in any Fiscal Year on a Leasehold Interest in a Taxable Parcel to pay the Development Special Tax Requirement.

"Development Special Tax Bonds" means any Bonds secured solely by Development Special Taxes.

"Development Special Tax Requirement" means the amount necessary in any Fiscal Year to: (i) pay principal and interest on Development Special Tax Bonds that are due in the calendar year that begins in such Fiscal Year; (ii) pay periodic costs on Development Special Tax Bonds, including but not limited to, credit enhancement, liquidity support and rebate payments; (iii) replenish reserve funds created for Development Special Tax Bonds under the Indenture to the extent such replenishment has not been included in the computation of the Development Special Tax Requirement in a previous Fiscal Year; (iv) cure any delinquencies in the payment of principal or interest on Development Special Tax Bonds which have occurred in the prior Fiscal Year; (v) in any Fiscal Year in which there is a Development Special Tax levied on one or more

Parcels pursuant to Step 1d. in Section F below, pay the fee imposed by the City for levying such Development Special Tax on the County tax roll; (vi) pay other obligations described in the Financing Plan; and (vii) pay directly for Authorized Expenditures, so long as such levy under this clause (vii) does not increase the Development Special Tax levied on Undeveloped Property. The amount calculated to pay items (i) through (vii) above may be reduced in any Fiscal Year by: (a) interest earnings on or surplus balances in funds and accounts for the Development Special Tax Bonds to the extent that such earnings or balances are available to apply against such costs pursuant to the Indenture; (b) in the sole and absolute discretion of the Port, proceeds received by the STD from the collection of penalties associated with delinquent Development Special Taxes; and (c) any other revenues available to pay such costs, as determined by the Administrator, the City, and the Port.

"Escalator" means the lesser of the following: (i) the annual increase, if any, in the Consumer Price Index (CPI) for All Urban Consumers in the San Francisco-Oakland-Hayward region (base years 1982-1984=100) published by the Bureau of Labor Statistics of the United States Department of Labor, or, if such index is no longer published, a similar escalator that is determined by the Port and City to be appropriate, and (ii) five percent (5%).

"Estimated Base Development Tax Revenues" means, at any point in time, the amount calculated by the Administrator by multiplying the Base Development Special Tax by square footage within each Square Footage Category proposed for development and, if applicable, already in completed buildings on a Taxable Parcel.

"Estimated Base Office Special Tax Revenues" means, at any point in time, the amount calculated by the Administrator by multiplying the Base Office Special Tax by square footage within each Square Footage Category proposed for development and, if applicable, already in completed buildings on a Taxable Parcel.

"Estimated Base Shoreline Special Tax Revenues" means, at any point in time, the amount calculated by the Administrator by multiplying the Base Shoreline Special Tax by square footage within each Square Footage Category proposed for development and, if applicable, already in completed buildings on a Taxable Parcel.

"Excess Exempt Square Footage" means, after the First Bond Sale, any square footage in a building on a Parcel of Developed Property that is determined by the Review Authority to exceed the amount of Exempt Square Footage for such building. Excess Exempt Square Foot means a single square-foot unit of Excess Exempt Square Footage.

"Exempt Square Footage" means, prior to the First Bond Sale, any square footage in or expected in a building on a Parcel of Developed Property that is determined by the Review Authority to be used or reserved for an Exempt Use. After the First Bond Sale, "Exempt Square Footage" for any building on a Parcel of Developed Property shall be the sum of following, as determined by the Review Authority:

1. The Initial Exempt Square Footage for the building; and

2. Square footage in or expected in the building that (i) exceeds the Initial Exempt Square Footage, and (ii) if exempted from Special Taxes, would not reduce coverage on outstanding Bonds below the Required Coverage.

"Exempt Use" means any of the following uses:

1) *Affordable Square Footage*

2) *Association Square Footage*

3) *Child Care* – child care uses that qualify for exemption from the Special Taxes, as determined by the Review Authority after review and consideration of the criteria and requirements set forth in the Parcel Lease and DDA.

4) *Parking* – areas reserved for automobile, motorcycle, or bicycle parking

5) *Retail* – commercial establishments that sell general merchandise, hard goods, food and beverage, personal services, and other items directly to consumers, including but not limited to restaurants (subject to the limitation below), bars, entertainment venues, health clubs, laundromats, dry cleaners, repair shops, storage facilities, and parcel delivery shops. In addition: (i) all street-level retail bank branches, real estate brokerages, and other such ground-level uses that are open to the public, and (ii) any area designated, pursuant to Section 102 of the Planning Code or successor sections, for "Planning, Distribution, and Repair" (PDR) services, which includes but will not be limited to the following uses: industrial or agricultural use, ambulance services, animal hospital, automotive service station, automotive repair, automotive wash, arts activities, business services, cat boarding, catering service, commercial storage, kennel, motor vehicle tow service, livery stable, parcel delivery service, public utilities yard, storage yard, trade office, trade shop, wholesale sales, or wholesale storage.

6) *Utilities* – areas reserved for facilities associated with the treatment of water or sewer, or the transmission or provision of gas and electricity, or the heating and cooling of buildings.

7) *Amenity Square Footage* – areas reserved for sitewide amenities, such as a welcome center, leasing office, sitewide management, or sitewide security.

"Expected Land Uses" means the total Market-Rate Residential Square Footage and Office Square Footage expected on each Planning Parcel in the STD. The Expected Land Uses at STD Formation are identified in Attachment 3 and may be revised pursuant to Sections B, C, D, and E below.

"Expected Maximum Development Special Tax Revenues" means the aggregate Development Special Tax that can be levied based on application of the Base Development Special Tax to the Expected Land Uses. The Expected Maximum Development Special Tax Revenues for each Planning Parcel at STD Formation are shown in Attachment 3 and may be revised pursuant to Sections B, C, D, and E below.

"Expected Maximum Office Special Tax Revenues" means the aggregate Office Special Tax that can be levied based on application of the Base Office Special Tax to the Expected Land Uses. The Expected Maximum Office Special Tax Revenues for each Planning Parcel at STD Formation are shown in Attachment 3 and may be revised pursuant to Sections B, C, D, and E below.

"Expected Maximum Shoreline Special Tax Revenues" means the aggregate Shoreline Special Tax that can be levied based on application of the Base Shoreline Special Tax to the Expected Land Uses. The Expected Maximum Shoreline Special Tax Revenues for each Planning Parcel at STD Formation are shown in Attachment 3 and may be revised pursuant to Sections B, C, D, and E below.

"Final Map" means a final map, or portion thereof, recorded by the County pursuant to the Subdivision Map Act (California Government Code Section 66410 *et seq.*) that creates individual lots on which Permits for new construction or historic rehabilitation may be issued without further subdivision.

"Financing Plan" means the Financing Plan attached as Exhibit C1 and incorporated into the DDA, as such plan may be amended or supplemented from time to time in accordance with the terms of the DDA.

"First Bond Sale" means, (i) for the Development Special Tax, a Bond Sale of the first series of Development Special Tax Bonds, (ii) for the Office Special Tax, a Bond Sale of the first series of Office Special Tax Bonds, and (iii) for the Shoreline Special Tax, a Bond Sale of the first series of Shoreline Special Tax Bonds.

"Fiscal Year" means the period starting July 1 and ending on the following June 30.

"Future Annexation Area" means that geographic area that, at STD Formation, was considered potential annexation area for the STD and which was, therefore, identified as "future annexation area" on the recorded STD boundary map. Such designation does not mean that any or all of the Future Annexation Area will annex into the STD, but should owners of property designated as Future Annexation Area choose to annex, the annexation may be processed pursuant to the annexation procedures in the CFD Law for territory included in a future annexation area, as well as the procedures established by the Board and any other applicable provisions of the CFD Law.

"Indenture" means any indenture, fiscal agent agreement, resolution, or other instrument pursuant to which Bonds are issued, as modified, amended, or supplemented from time to time, and any instrument replacing or supplementing the same.

"Initial Exempt Square Footage" means, for any building on a Parcel of Developed Property, the square footage in or expected in the building that, at the time the Parcel became Developed Property, was determined by the Review Authority to be reserved for an Exempt Use.

"Land Use Change" means a change to the Expected Land Uses after STD Formation.

"Leasehold Interest" means a Master Lease, ground lease, or any other lease arrangement of a Parcel or Parcels against which Special Taxes may be levied in any current or future Fiscal Year. The Review Authority shall make the final determination as to whether a Parcel or building in the STD is subject to a Leasehold Interest for purposes of this RMA.

"Management Agreement" means the agreement between the Port and the Association (or related entity) for maintenance, operations, and event planning of the entire public realm (parks, streets, other ROWs) within the Project Site.

"Market-Rate Residential Square Footage" means, in any building on a Taxable Parcel, the net rentable square footage that is or is expected to be used for one or more of the following uses: (i) Market-Rate Units, (ii) any type of group or student housing that provides lodging for a week or more and may or may not have individual cooking facilities, including but not limited to boarding houses, dormitories, housing operated by medical institutions, and single room occupancy units, or (iii) a residential care facility that is not staffed by licensed medical professionals. As set forth in Section B below, the Review Authority shall make the determination as to the amount of Market-Rate Residential Square Footage on a Taxable Parcel in the STD. Market-Rate Residential Square Foot means a single square-foot unit of Market-Rate Residential Square Footage.

"Market-Rate Unit" means a Residential Unit that is not an Affordable Unit.

"Master Lease" means a lease for all or part of the Project Site that allows the Developer to take possession of the Master Lease Premises and construct horizontal improvements approved under the DDA and to conduct other uses as provided in the DDA.

"Master Lease Premises" means, at any point in time, the area subject to the Master Lease.

"Maximum Contingent Services Special Tax" means, after the Trigger Event, the greatest amount of Contingent Services Special Tax that can be levied on a Leasehold Interest in a Taxable Parcel in any Fiscal Year determined in accordance with Sections C, D, and E below.

"Maximum Contingent Services Special Tax Revenues" means, at any point in time after the Trigger Event, the aggregate Maximum Contingent Services Special Tax that can be levied on all Leasehold Interests in all Taxable Parcels.

"**Maximum Development Special Tax"** means the greatest amount of Development Special Tax that can be levied on a Leasehold Interest in a Taxable Parcel in any Fiscal Year determined in accordance with Sections C, D, and E below.

"Maximum Development Special Tax Revenues" means, at any point in time, the aggregate Maximum Development Special Tax that can be levied on all Leasehold Interests in all Taxable Parcels.

"**Maximum Office Special Tax"** means the greatest amount of Office Special Tax that can be levied on a Leasehold Interest in a Taxable Parcel in any Fiscal Year determined in accordance with Sections C, D, and E below.

"Maximum Office Special Tax Revenues" means, at any point in time, the aggregate Maximum Office Special Tax that can be levied on all Leasehold Interests in all Taxable Parcels.

"**Maximum Shoreline Special Tax"** means the greatest amount of Shoreline Special Tax that can be levied on a Leasehold Interest in a Taxable Parcel in any Fiscal Year determined in accordance with Sections C, D, and E below.

"Maximum Shoreline Special Tax Revenues" means, at any point in time, the aggregate Maximum Shoreline Special Tax that can be levied on all Leasehold Interests in all Taxable Parcels.

"**Maximum Special Tax"** means, for any Leasehold Interest in a Taxable Parcel in any Fiscal Year, the sum of the Maximum Development Special Tax, Maximum Office Special Tax, Maximum Shoreline Special Tax, and Maximum Contingent Services Special Tax.

"Maximum Special Tax Revenues" means, collectively, the Maximum Development Special Tax Revenues, Maximum Office Special Tax Revenues, Maximum Shoreline Special Tax Revenues, and Maximum Contingent Services Special Tax Revenues.

"Mello-Roos Act" means the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, (commencing with Section 53311), Part 1, Division 2 of Title 5 of the Government Code of the State of California.

"Office Special Tax" means a special tax levied in any Fiscal Year on Office Square Footage within a Leasehold Interest in a Taxable Parcel to pay the Office Special Tax Requirement.

"Office Special Tax Bonds" means any Bonds secured solely by Office Special Taxes.

"Office Special Tax Requirement" means the amount necessary in any Fiscal Year to: (i) pay principal and interest on Office Special Tax Bonds that are due in the calendar year that begins in such Fiscal Year; (ii) pay periodic costs on Office Special Tax Bonds, including but not limited to, credit enhancement, liquidity support and rebate payments; (iii) replenish reserve funds created for Office Special Tax Bonds under the Indenture to the extent such replenishment has not been included in the computation of the Office Special Tax Requirement in a previous Fiscal Year; (iv) cure any delinquencies in the payment of principal or interest on Office Special Tax Bonds which have occurred in the prior Fiscal Year; (v) pay Administrative Expenses; (vi) pay other obligations described in the Financing Plan; and (vii) pay directly for Authorized Expenditures, so long as such levy under this clause (vii) does not increase the Office Special Tax levied on Undeveloped Property. The amount calculated to pay items (i) through (vii) above may be reduced in any Fiscal Year by: (a) interest earnings on or surplus balances in funds and accounts for the Office Special Tax Bonds to the extent that such earnings or balances are available to apply against such costs pursuant to the Indenture; (b) in the sole and absolute discretion of the Port, proceeds received by the STD from the collection of penalties associated with delinquent Office Special Taxes; and (c) any other revenues available to pay such costs, as determined by the Administrator, the City, and the Port.

"Office Square Footage" means, within any building on a Taxable Parcel: (i) the planning gross square footage for which a Prop. M allocation has been secured, (ii) square footage that is or is expected to be part of a hotel operation, including square footage of hotel rooms, restaurants, meeting and convention facilities, gift shops, spas, offices, and other related uses, and (iii) any other square footage in the building that does not meet the definition of Market-Rate Residential Square Footage, Exempt Square Footage, or Excess Exempt Square Footage. The Review Authority shall make the final determination as to the amount of Office Square Footage within a building in the STD. Office Square Foot means a single square-foot unit of Office Square Footage.

"Parcel Increment" means, in any Fiscal Year, the amount of Tax Increment and funds from any tax increment reserve fund maintained by the City that the Deputy Director has determined, pursuant to the Financing Plan, is available to reduce the amount of Development Special Tax levied against Assessed Parcels.

"Parcel Lease" means a contract in the form set forth as an exhibit to the DDA by which the Port will convey a leasehold interest in a Taxable Parcel to a Vertical Developer.

"Parcel Lease Execution Date" means the effective date of a Parcel Lease that was fully executed by the Port and a Vertical Developer.

"Permit" means (i) for Pier 48, a permit issued by the Port that allows for rehabilitation of the existing historic structures, and (ii) for all property in the STD (other than Pier 48 if it is annexed to the STD), the first permit, whether a site permit or building permit, issued by the Port that, immediately upon issuance or ultimately after addenda to the permit, allows for vertical construction of a building or buildings.

"Pier 48" is defined in the Appendix.

"Planning Code" means the Planning Code of the City and County of San Francisco, as it may be amended from time to time.

"Planning Parcel" means a geographic area within the STD that, for planning and entitlement purposes, has been designated as a separate Parcel with an alpha, numeric, or alpha-numeric identifier to be used for reference until an Assessor's Parcel is created and an Assessor's Parcel number is assigned. The Planning Parcels at STD Formation are identified in Attachment 1 hereto.

"Port" means the Port of San Francisco.

"Project Area I" means the area within the City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco) that covers the Project Site and was formed by Ordinance No. 34-18.

"Project Site" is defined in the Appendix.

"Prop. M" means Proposition M, the citizen-sponsored initiative passed by San Francisco voters in November 1986 that created an annual limit on the square footage of certain office development in the City, and any subsequent proposition that limits office square footage within the STD.

"Proportionately" means, for Developed Property, that the ratio of the actual Contingent Services Special Tax levied in any Fiscal Year to the Maximum Contingent Services Special Tax authorized to be levied in that Fiscal Year is equal for all Parcels of Developed Property. For Undeveloped Property, "Proportionately" means that the ratio of the actual Development Special Tax, Office Special Tax, and Shoreline Special Tax levied to the Maximum Development Special Tax, Office Special Tax, and Shoreline Special Tax, respectively, is equal for all Parcels of Undeveloped Property.

"Public Property" means any property within the boundaries of the STD that is owned by or leased to the federal government, State of California, City, or public agency other than the Port. Parcels of Public Property, and/or Leasehold Interests in Public Property, that do not fall within the definition of Exempt Square Footage shall be taxed as Developed Property or Undeveloped Property, as determined by the Administrator pursuant to the definitions set forth in this RMA.

"Remainder Special Taxes" means, as calculated between September 1st and December 31st of any Fiscal Year, any Development Special Tax, Office Special Tax, and Shoreline Special Tax revenues that were collected in the prior Fiscal Year and were not needed to: (i) pay debt service on the applicable Development Special Tax Bonds, Shoreline Special Tax Bonds, or Office Special Tax Bonds that was due in the calendar year that begins in the Fiscal Year in which the Remainder Special Taxes were levied; (ii) pay periodic costs on the applicable Development Special Tax Bonds, Shoreline Special Tax Bonds, or Office Special Tax Bonds, including but not limited to, credit enhancement, liquidity support and rebate payments (iii) replenish reserve funds created for the applicable Development Special Tax Bonds, Shoreline Special Tax Bonds, or Office Special Tax Bonds under the applicable Indenture; (iv) cure any delinquencies in the payment of principal or interest on applicable Development Special Tax Bonds, Shoreline Special Tax Bonds, or Office Special Tax Bonds which have occurred in the prior Fiscal Year; or (v) pay Administrative Expenses that have been incurred, or are expected to be incurred, by the City or Port prior to the receipt of Development Special Tax, Shoreline Special Tax or Office Special Tax proceeds.

"Required Coverage" means (i) for Development Special Tax Bonds, the amount by which the Maximum Development Special Tax Revenues must exceed the Development Special Tax Bond debt service and priority Administrative Expenses (if any), as set forth in the applicable Indenture, Certificate of Special Tax Consultant, or other STD Formation Proceedings or Bond document that sets forth the minimum required debt service coverage; (ii) for Shoreline Special Tax Bonds, the amount by which the Maximum Shoreline Special Tax Revenues must exceed the Shoreline Special Tax Bond debt service and priority Administrative Expenses (if any), as set forth in the applicable Indenture, Certificate of Special Tax Consultant, or other STD Formation Proceedings or Bond document that sets forth the minimum required debt service coverage, and (iii) for Office Special Tax Bonds, the amount by which the Maximum Office Special Tax Revenues must exceed the Office Special Tax Bond debt service and priority Administrative Expenses (if any), as set forth in the applicable Indenture, Certificate of Special Tax Consultant, or other STD Formation Proceedings or Bond document that sets forth the minimum required debt service coverage.

"Residential Unit" means an individual residential housing unit in a residential or mixed-use building.

"Review Authority" means the Deputy Director of Real Estate & Development for the Port or an alternate designee from the Port or the City who is responsible for approvals and entitlements of a development project.

"RMA" means this Rate and Method of Apportionment of Special Taxes.

"Services Special Tax Requirement" means the amount necessary in any Fiscal Year to: (i) pay the costs of operations and maintenance or other public services that are included as Authorized Expenditures; (ii) cure delinquencies in the payment of Contingent Services Special Taxes in the prior Fiscal Year; and (iii) pay Administrative Expenses.

"Shoreline Special Tax" means a special tax levied in any Fiscal Year to pay the Shoreline Special Tax Requirement.

"Shoreline Special Tax Bonds" means any Bonds secured solely by Shoreline Special Taxes that have been levied and are available after dividing the Shoreline Special Taxes as set

forth in Financing Plan Section 4.7, and factoring in debt service coverage and related Indenture requirements, as determined by the Administrator

"Shoreline Special Tax Requirement" means the amount necessary in any Fiscal Year to pay: (i) pay principal and interest on Shoreline Special Tax Bonds that are due in the calendar year that begins in such Fiscal Year; (ii) pay periodic costs on Shoreline Special Tax Bonds, including but not limited to, credit enhancement, liquidity support and rebate payments; (iii) replenish reserve funds created for Shoreline Special Tax Bonds under the Indenture to the extent such replenishment has not been included in the computation of the Shoreline Special Tax Requirement in a previous Fiscal Year; (iv) cure any delinquencies in the payment of principal or interest on Shoreline Special Tax Bonds which have occurred in the prior Fiscal Year; (v) pay Administrative Expenses; (vi) pay directly for the costs of shoreline improvements so long as such levy under this clause (vi) does not increase the Shoreline Special Tax levied on Undeveloped Property; and (vii) pay other obligations described in the Financing Plan. The amount calculated to pay items (i) through (vii) above may be reduced in any Fiscal Year by: (a) interest earnings on or surplus balances in funds and accounts for the Shoreline Special Tax Bonds to the extent that such earnings or balances are available to apply against such costs pursuant to the Indenture; (b) in the sole and absolute discretion of the Port, proceeds received by the STD from the collection of penalties associated with delinquent Shoreline Special Taxes; and (c) any other revenues available to pay such costs, as determined by the Administrator, the City, and the Port.

"Special Taxes" means the Development Special Tax, Shoreline Special Tax, Office Special Tax, and Contingent Services Special Tax.

"Square Footage Category" means, individually, Market-Rate Residential Square Footage, Office Square Footage, and Excess Exempt Square Footage.

"STD" or **"STD No. 2020-1"** means the City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services).

"STD Formation" means the date on which the Board approved documents to form the STD.

"STD Formation Proceedings" means the proceedings to form the STD, including all resolutions, reports, and notices.

"Sub-Project Areas" means all sub-project areas designated within Project Area I.

"Tax-Exempt Port Parcels" means Port-owned Parcels that are or are intended to be used as streets, walkways, alleys, rights of way, parks, open space, or other similar uses. The final determination as to whether a Parcel is a Tax-Exempt Port Parcel shall be made by the Review Authority.

"Tax Increment" means the tax increment generated from all Sub-Project Areas.

"Taxable Parcel" means any Parcel within the STD that is not a Tax-Exempt Port Parcel or a Parcel for which the Special Tax has been prepaid pursuant to Sections 53317.3 or 53317.5 of the Mello-Roos Act.

"Taxpayer" means the lessee of a Taxable Parcel within the STD.

"Tax Zone" means a separate and distinct geographic area in the STD within which one or more Special Taxes are applied at a rate or in a manner that is different than in other areas within the STD. The two Tax Zones at STD Formation are identified in Attachment 2 hereto. Parcels that annex into the CFD may annex into Tax Zone 1, Tax Zone 2, or establish a new Tax Zone upon annexation. The Port will determine the applicable Tax Zone for Parcels that annex into the STD.

"Trigger Event" means the earlier of (i) any amendment to the Management Agreement that expressly authorizes the levy of Contingent Services Special Taxes, (ii) the expiration or earlier termination of the Management Agreement, or (iii) any Taxable Parcel becoming Developed Property prior to a Management Agreement being executed by both the Port and the Association (or related entity).

"Undeveloped Property" means, in any Fiscal Year, all Taxable Parcels that are not Developed Property.

"Vertical Developer" means a developer that has entered into a Parcel Lease for construction of vertical improvements on a Taxable Parcel or rehabilitation of Pier 48.

B. DATA FOR STD ADMINISTRATION

On or about July 1 of each Fiscal Year, the Administrator shall identify the current Assessor's Parcel numbers for all Taxable Parcels. The Administrator shall also determine: (i) whether each Taxable Parcel is Developed Property or Undeveloped Property; (ii) the Planning Parcel and Tax Zone within which each Taxable Parcel is located; (iii) for Developed Property, the Market-Rate Residential Square Footage and Office Square Footage within each building; (iv) the Taxpayer for each Leasehold Interest in a Taxable Parcel; and (v) the Development Special Tax Requirement, Office Special Tax Requirement, Shoreline Special Tax Requirement, and, if applicable, Services Special Tax Requirement for the Fiscal Year.

When a Parcel becomes Developed Property, the Administrator and Review Authority shall reference the Permit for each building on the Parcel to determine the Market-Rate Residential Square Footage and/or Office Square Footage within the building(s). If the Market-Rate Residential Square Footage and/or Office Square Footage is not identified on the Permit, the square footage assumptions used in the appraisal prepared when the Vertical DDA and/or Parcel Lease for such Parcel was executed shall be used to determine Market-Rate Residential Square Footage and/or Office Square Footage within the building. If, after review of the Permit and appraisal, there is still no clear indication of the Market-Rate Residential Square Footage and/or Office Square Footage for a building, the Review Authority shall review the Development Approval Documents and make a determination as to the amount of Market-Rate Residential Square Footage and/or Office Square Footage in the building.

When a Parcel becomes Developed Property, the Administrator and Review Authority shall also identify and document the Initial Exempt Square Footage for the building or buildings on or expected on the Parcel. The Administrator shall keep a record of the Initial Exempt Square Footage broken down by Exempt Use. After the First Bond Sale, as square footage within a building is designated for Exempt Uses, the Administrator shall compare the actual square footage used for each Exempt Use to the Initial Exempt Square Footage by Exempt Use. If, at any point in time, there is determined to be Excess Exempt Square Footage within a building, the Administrator and Review Authority shall use this comparison to determine which square footage

should be designated Excess Exempt Square Footage. In addition, the Administrator shall determine whether the Excess Exempt Square Footage resulted in a reduction in Market-Rate Residential Square Footage or Office Square Footage expected in the building and, based on this determination, identify the applicable Maximum Special Taxes for the Excess Exempt Square Footage pursuant to the tables in Section C below.

The Administrator shall also: (i) coordinate with the Deputy Director to confirm Parcel Increment; (ii) coordinate with the Treasurer-Tax Collector's Office to determine if there have been any Special Tax delinquencies or repayment of Special Tax delinquencies in prior Fiscal Years; (iii) review the Development Approval Documents and communicate with the Developer and Vertical Developers regarding proposed Land Use Changes; and (iv) upon each annexation, Land Use Change, and notification of Parcel Lease Execution Dates, update Attachment 3 to reflect the then-current Expected Land Uses, Expected Maximum Development Special Tax Revenues, Expected Maximum Office Special Tax Revenues, and Expected Maximum Shoreline Special Tax Revenues. The Developer, Port, or Vertical Developer shall notify the Administrator each time a Parcel Lease is executed in order for the Administrator to keep track of Parcel Lease Execution Dates. In addition, the Port will: (i) provide the Administrator with copies of all leases that establish a Leasehold Interest, (ii) notify the Administrator of renewals of leases that establish a Leasehold Interest, and (iii) identify the buildings, Parcels, and Square Footage subject to such leases that establish a Leasehold Interest. Any time a lease on property within the STD is terminated, the Port will immediately notify the Administrator of such termination.

Prior to the First Bond Sale, the Administrator, Port, Developer, and any Vertical Developers shall coordinate to review the Expected Land Uses and determine if changes should be made to reflect more current estimates for land uses on each Planning Parcel. Based on this review, the Administrator shall update Attachment 3 with the then-current Expected Land Uses and Expected Maximum Development Special Tax Revenues, Expected Maximum Office Special Tax Revenues, and Expected Maximum Shoreline Special Tax Revenues, which will be used to size the sale of Bonds unless and until there are additional updates of Attachment 3.

In any Fiscal Year, if it is determined that (i) a parcel map or condominium plan was recorded after January 1 of the prior Fiscal Year (or any other date after which the Assessor will not incorporate the newly-created Parcels into the then current tax roll), (ii) because of the date the map or plan was recorded, the Assessor does not yet recognize the newly-created Parcels, and (iii) one or more of the newly-created Parcels meets the definition of Developed Property, the Administrator shall calculate the Special Taxes for the property affected by recordation of the map or plan by determining the Special Taxes that applies separately to each newly-created Parcel, then applying the sum of the individual Special Taxes to the Parcel that was subdivided by recordation of the parcel map or condominium plan.

C. MAXIMUM SPECIAL TAXES

In calculating Maximum Special Taxes pursuant to this Section C, in any Fiscal Year in which the boundaries of the Planning Parcels are not identical to the boundaries of the then-current Assessor's Parcels, the Administrator shall review the Expected Land Uses for each Planning Parcel and assign the Maximum Special Taxes to the then-current Assessor's Parcels. The Maximum Special Tax Revenues after such allocation shall not be less than the Maximum Special Tax Revenues prior to the allocation.

1. Undeveloped Property

1a. Development Special Tax, Office Special Tax, Shoreline Special Tax

The Maximum Development Special Tax, Maximum Office Special Tax, and Maximum Shoreline Special Tax for Leasehold Interests in Undeveloped Property in all Tax Zones shall be the Expected Maximum Development Special Tax Revenues, Expected Maximum Office Special Tax Revenues, and Expected Maximum Shoreline Special Tax Revenues shown in Attachment 3 of this RMA, as it may be amended as set forth herein.

1b. Contingent Services Special Tax

No Contingent Services Special Tax shall be levied on Parcels of Undeveloped Property in any Tax Zone within the STD.

2. Developed Property

2a. Development Special Tax

When a Taxable Parcel in Tax Zone 1 or Tax Zone 2 becomes Developed Property, the Administrator shall use the Base Development Special Taxes shown in Table 1 below and apply the steps set forth in this Section 2a to determine the Maximum Development Special Tax for Leasehold Interests in the Taxable Parcel. For property that annexes into the CFD, different maximum rates and different Square Footage Categories may be established by creating a separate Tax Zone for such annexed property. Alternatively, property may be annexed into Tax Zones that were established prior to the annexation, and such property shall be subject to the Maximum Special Taxes applicable to that Tax Zone.

Table 1
Base Development Special Tax

Square Footage Category	**Base Development Special Tax Tax Zone 1 (FY 2019-20) ***	**Base Development Special Tax Tax Zone 2 (FY 2019-20) ***
Market-Rate Residential Square Footage	$8.58 per Market-Rate Residential Square Foot	$8.58 per Market-Rate Residential Square Foot
Office Square Footage	$6.50 per Office Square Foot	$6.50 per Office Square Foot
Excess Exempt Square Footage	$8.58 per Excess Exempt Square Foot if Market-Rate Residential Square Footage was reduced or $6.50 per Excess Exempt Square Foot	$8.58 per Excess Exempt Square Foot if Market-Rate Residential Square Footage was reduced or $6.50 per Excess Exempt Square Foot

	if Office Square Footage was reduced	if Office Square Footage was reduced

*** The Base Development Special Tax shown above for each Tax Zone shall be escalated as set forth in Section D.1.**

Step 1. Identify the Market-Rate Residential Square Footage, Office Square Footage, and/or Excess Exempt Square Footage in the building(s) on the Taxable Parcel pursuant to Section B above.

Step 2. Multiply the applicable Base Development Special Tax from Table 1 by the actual and/or expected Market-Rate Residential Square Footage and Office Square Footage included in Leasehold Interests in the Taxable Parcel. Prior to the First Bond Sale, the Maximum Development Special Tax for Leasehold Interests in the Taxable Parcel shall be the sum of the amounts calculated for Market-Rate Residential Square Footage and Office Square Footage, and Step 3 below shall not apply.

After the First Bond Sale, the Administrator shall apply Step 3 to determine the Maximum Development Special Tax for Leasehold Interests in the Taxable Parcel.

Step 3. Compare the Estimated Base Development Special Tax Revenues from Step 2 to the Expected Maximum Development Special Tax Revenues, and, apply one of the following, as applicable:

- *If the Estimated Base Development Special Tax Revenues are: (i) <u>greater than or equal to</u> the Expected Maximum Development Special Tax Revenues or (ii) <u>less than</u> the Expected Maximum Development Special Tax Revenues, but the Maximum Development Special Tax Revenues, assuming the same land uses that went into the calculation of the Estimated Base Development Special Tax Revenues, are still sufficient to provide Required Coverage*, then the Maximum Development Special Tax for Leasehold Interests in the Taxable Parcel shall be determined by multiplying the applicable Base Development Special Taxes by the actual and/or expected Market-Rate Residential Square Footage and Office Square Footage within each building on the Taxable Parcel. The Administrator shall update Attachment 3 to reflect the change in the Expected Maximum Development Special Tax Revenues.

- *If the Estimated Base Development Special Tax Revenues are <u>less than</u> the Expected Maximum Development Special Tax Revenues, and the Maximum Development Special Tax Revenues, assuming the same land uses that went into the calculation of the Estimated Base Development Special Tax Revenues, are insufficient to provide Required Coverage,* then the Administrator and Review Authority shall coordinate with the Developer and Vertical Developer, and the Review Authority shall determine which of the following shall occur:

(i) the Base Development Special Taxes that were applied to Market-Rate Residential Square Footage and/or Office Square Footage in Step 2 shall be increased proportionately until the amount that can be levied on Leasehold Interests in the Taxable Parcel, combined with the Expected Maximum Development Special Tax Revenues from all other Taxable Parcels in the STD, is sufficient to maintain Required Coverage, ***or***

(ii) if Estimated Base Development Special Tax Revenues are less than the Expected Maximum Development Special Tax Revenues due to Excess Exempt Square Footage, then the Base Development Special Tax for Excess Exempt Square Footage shall be levied against all Excess Exempt Square Footage included in Leasehold Interests in the Taxable Parcel.

If, pursuant to (i) above, the Base Development Special Taxes are proportionately increased to maintain Required Coverage, the Administrator shall use the adjusted per-square-foot rates to calculate the Maximum Development Special Tax for each building on the Taxable Parcel. The Administrator shall revise Attachment 3 to reflect any changes to the Expected Land Uses (including the addition of Excess Exempt Square Footage) and the Expected Maximum Development Special Tax Revenues.

If, in any Fiscal Year, the Maximum Development Special Tax is determined for Leasehold Interests in any Parcel of Developed Property for which a Permit had not yet been issued, and if, when a Permit is issued for a building(s) on the Parcel, the Market-Rate Residential Square Footage and/or Office Square Footage of such building(s) is different than that used to determine the Maximum Development Special Tax, then the Administrator shall once again apply Steps 1 through 3 in this Section C.2a to recalculate the Maximum Development Special Tax for Leasehold Interests in the Parcel based on the Market-Rate Residential Square Footage and/or Office Square Footage that was determined when the Permit was issued.

The Administrator shall do a final check of the Market-Rate Residential Square Footage and Office Square Footage within each building when a Certificate of Occupancy is issued. Once again, if the Market-Rate Residential Square Footage and/or Office Square Footage is different than the Market-Rate Residential Square Footage and/or Office Square Footage that was used to determine the Maximum Development Special Tax after the Permit was issued, then the Administrator shall apply Steps 1 through 3 in this Section C.2a to recalculate the Maximum Development Special Tax for Leasehold Interests in the Parcel.

2b. Office Special Tax

When a Taxable Parcel in Tax Zone 1 or Tax Zone 2 becomes Developed Property, the Administrator shall use the Base Office Special Taxes shown in Table 2 below and apply the steps set forth in this Section 2b to determine the Maximum Office Special Tax for Leasehold Interests in the Taxable Parcel. For property that annexes into the CFD, different maximum rates and different Square Footage Categories may be established by

creating a separate Tax Zone for such annexed property. Alternatively, property may be annexed into Tax Zones that were established prior to the annexation, and such property shall be subject to the Maximum Special Taxes applicable to that Tax Zone.

Table 2 Base Office Special Tax		
Square Footage Category	**Base Office Special Tax Tax Zone 1 (FY 2019-20) ***	**Base Office Special Tax Tax Zone 2 (FY 2019-20) ***
Office Square Footage	$1.92 per Office Square Foot	$1.61 per Office Square Foot
Excess Exempt Square Footage	$1.92 per Excess Exempt Square Foot	$1.61 per Excess Exempt Square Foot

*** The Base Office Special Tax shown above for each Tax Zone shall be escalated as set forth in Section D.1.**

Step 1. Identify the Office Square Footage and Excess Exempt Square Footage in the building(s) on the Taxable Parcel pursuant to Section B above.

Step 2. Multiply the applicable Base Office Special Tax from Table 2 by the actual and/or expected Office Square Footage included in Leasehold Interests in the Taxable Parcel which, prior to the First Bond Sale, shall be the Maximum Office Special Tax for Leasehold Interests in the Taxable Parcel; Step 3 below shall not apply.

After the First Bond Sale, the Administrator shall apply Step 3 to determine the Maximum Office Special Tax for Leasehold Interests in the Taxable Parcel.

Step 3. Compare the Estimated Base Office Special Tax Revenues from Step 2 to the Expected Maximum Office Special Tax Revenues, and, apply one of the following, as applicable:

- *If the Estimated Base Office Special Tax Revenues are: (i) greater than or equal to the Expected Maximum Office Special Tax Revenues or (ii) less than the Expected Maximum Office Special Tax Revenues, but the Maximum Office Special Tax Revenues, assuming the same Office Square Footage that went into the calculation of the Estimated Base Office Special Tax Revenues, are still sufficient to provide Required Coverage*, then the Maximum Office Special Tax for Leasehold Interests in the Taxable Parcel shall be determined by multiplying the applicable Base Office Special Taxes by the actual and/or expected Office Square Footage within each building on the Taxable Parcel. The Administrator shall update Attachment 3 to reflect the change in the Expected Maximum Office Special Tax Revenues.

- *If the Estimated Base Office Special Tax Revenues are <u>less than</u> the Expected Maximum Office Special Tax Revenues, and the Maximum Office Special Tax Revenues, assuming the same Office Square Footage that went into the calculation of the Estimated Base Office Special Tax Revenues, are insufficient to provide Required Coverage,* then the Administrator and Review Authority shall coordinate with the Developer and Vertical Developer, and the Review Authority shall determine which of the following shall occur:

  (i) the Base Office Special Taxes that were applied to Office Square Footage in Step 2 shall be increased proportionately until the amount that can be levied on Leasehold Interests in the Taxable Parcel, combined with the Expected Maximum Office Special Tax Revenues from all other Taxable Parcels in the STD, is sufficient to maintain Required Coverage, ***or***

  (ii) if Estimated Base Office Special Tax Revenues are less than the Expected Maximum Office Special Tax Revenues due to Excess Exempt Square Footage, then the Base Office Special Tax for Excess Exempt Square Footage shall be levied against all Excess Exempt Square Footage included in Leasehold Interests in the Taxable Parcel.

  If, pursuant to (i) above, the Base Office Special Taxes are proportionately increased to maintain Required Coverage, the Administrator shall use the adjusted per-square-foot rates to calculate the Maximum Office Special Tax for each building on the Taxable Parcel. The Administrator shall revise Attachment 3 to reflect any changes to the Expected Land Uses (including the addition of Excess Exempt Square Footage) and the Expected Maximum Office Special Tax Revenues.

If, in any Fiscal Year, the Maximum Office Special Tax is determined for Leasehold Interests in any Parcel of Developed Property for which a Permit had not yet been issued, and if, when a Permit is issued for a building(s) on the Parcel, the Office Square Footage of such building(s) is different than that used to determine the Maximum Office Special Tax, then the Administrator shall once again apply Steps 1 through 3 in this Section C.2b to recalculate the Maximum Office Special Tax for Leasehold Interests in the Parcel based on the Office Square Footage that was determined when the Permit was issued.

The Administrator shall do a final check of the Office Square Footage within each building when a Certificate of Occupancy is issued. Once again, if the Office Square Footage is different than the Office Square Footage that was used to determine the Maximum Office Special Tax after the Permit was issued, then the Administrator shall apply Steps 1 through 3 in this Section C.2b to recalculate the Maximum Office Special Tax for Leasehold Interests in the Parcel.

2c. Shoreline Special Tax

When a Taxable Parcel in Tax Zone 1 or Tax Zone 2 becomes Developed Property, the Administrator shall use the Base Shoreline Special Taxes shown in Table 3 below and apply the steps set forth in this Section 2c to determine the Maximum Shoreline Special Tax for Leasehold Interests in the Taxable Parcel. For property that annexes into the CFD, different maximum rates and different Square Footage Categories may be established by creating a separate Tax Zone for such annexed property. Alternatively, property may be annexed into Tax Zones that were established prior to the annexation, and such property shall be subject to the Maximum Special Taxes applicable to that Tax Zone.

Table 3
Base Shoreline Special Tax

Square Footage Category	**Base Shoreline Special Tax Tax Zone 1 (FY 2019-20) ***	**Base Shoreline Special Tax Tax Zone 2 (FY 2019-20) ***
Office Square Footage	$1.82 per Office Square Foot	$1.82 per Office Square Foot
Excess Exempt Square Footage	$1.82 per Excess Exempt Square Foot if Market-Rate Residential Square Footage was reduced or $1.82 per Excess Exempt Square Foot if Office Square Footage was reduced	$1.82 per Excess Exempt Square Foot if Market-Rate Residential Square Footage was reduced or $1.82 per Excess Exempt Square Foot if Office Square Footage was reduced

*** The Base Shoreline Special Tax shown above for each Tax Zone shall be escalated as set forth in Section D.1.**

Step 1. Identify the Market-Rate Residential Square Footage, Office Square Footage, and/or Excess Exempt Square Footage in the building(s) on the Taxable Parcel pursuant to Section B above.

Step 2. Multiply the applicable Base Shoreline Special Tax from Table 3 by the actual and/or expected Market-Rate Residential Square Footage and Office Square Footage included in Leasehold Interests in the Taxable Parcel. Prior to the First Bond Sale, the Maximum Shoreline Special Tax for Leasehold Interests in the Taxable Parcel shall be the sum of the amounts calculated for Market-Rate Residential Square Footage and Office Square Footage, and Step 3 below shall not apply.

After the First Bond Sale, the Administrator shall apply Step 3 to determine the Maximum Shoreline Special Tax for Leasehold Interests in the Taxable Parcel.

Step 3. Compare the Estimated Base Shoreline Special Tax Revenues from Step 2 to the Expected Maximum Shoreline Special Tax Revenues, and, apply one of the following, as applicable:

- *If the Estimated Base Shoreline Special Tax Revenues are: (i) greater than or equal to the Expected Maximum Shoreline Special Tax Revenues or (ii) less than the Expected Maximum Shoreline Special Tax Revenues, but the Maximum Shoreline Special Tax Revenues, assuming the same land uses that went into the calculation of the Estimated Base Shoreline Special Tax Revenues, are still sufficient to provide Required Coverage*, then the Maximum Shoreline Special Tax for Leasehold Interests in the Taxable Parcel shall be determined by multiplying the applicable Base Shoreline Special Taxes by the actual and/or expected Market-Rate Residential Square Footage and Office Square Footage within each building on the Taxable Parcel. The Administrator shall update Attachment 3 to reflect the change in the Expected Maximum Shoreline Special Tax Revenues.

- *If the Estimated Base Shoreline Special Tax Revenues are less than the Expected Maximum Shoreline Special Tax Revenues, and the Maximum Shoreline Special Tax Revenues, assuming the same land uses that went into the calculation of the Estimated Base Shoreline Special Tax Revenues, are insufficient to provide Required Coverage,* then the Administrator and Review Authority shall coordinate with the Developer and Vertical Developer, and the Review Authority shall determine which of the following shall occur:

  (i) the Base Shoreline Special Taxes that were applied to Market-Rate Residential Square Footage and/or Office Square Footage in Step 2 shall be increased proportionately until the amount that can be levied on Leasehold Interests in the Taxable Parcel, combined with the Expected Maximum Shoreline Special Tax Revenues from all other Taxable Parcels in the STD, is sufficient to maintain Required Coverage, ***or***

  (ii) if Estimated Base Shoreline Special Tax Revenues are less than the Expected Maximum Shoreline Special Tax Revenues due to Excess Exempt Square Footage, then the Base Shoreline Special Tax for Excess Exempt Square Footage shall be levied against all Excess Exempt Square Footage included in Leasehold Interests in the Taxable Parcel.

  If, pursuant to (i) above, the Base Shoreline Special Taxes are proportionately increased to maintain Required Coverage, the Administrator shall use the adjusted per-square-foot rates to calculate the Maximum Shoreline Special Tax for each building on the Taxable Parcel. The Administrator shall revise Attachment 3 to reflect any changes to the

Expected Land Uses (including the addition of Excess Exempt Square Footage) and the Expected Maximum Shoreline Special Tax Revenues.

If, in any Fiscal Year, the Maximum Shoreline Special Tax is determined for Leasehold Interests in any Parcel of Developed Property for which a Permit had not yet been issued, and if, when a Permit is issued for a building(s) on the Parcel, the Market-Rate Residential Square Footage and/or Office Square Footage of such building(s) is different than that used to determine the Maximum Shoreline Special Tax, then the Administrator shall once again apply Steps 1 through 3 in this Section C.2c to recalculate the Maximum Shoreline Special Tax for Leasehold Interests in the Parcel based on the Market-Rate Residential Square Footage and/or Office Square Footage that was determined when the Permit was issued.

The Administrator shall do a final check of the Market-Rate Residential Square Footage and Office Square Footage within each building when a Certificate of Occupancy is issued. Once again, if the Market-Rate Residential Square Footage and/or Office Square Footage is different than the Market-Rate Residential Square Footage and/or Office Square Footage that was used to determine the Maximum Shoreline Special Tax after the Permit was issued, then the Administrator shall apply Steps 1 through 3 in this Section C.2c to recalculate the Maximum Shoreline Special Tax for Leasehold Interests in the Parcel.

2d. Contingent Services Special Tax

In the first Fiscal Year after the Fiscal Year in which the Trigger Event occurs, and in each Fiscal Year thereafter, this Section C.2d shall be applied to determine the Contingent Services Special Tax for each Taxable Parcel in the STD.

When a Taxable Parcel in Tax Zone 1 or Tax Zone 2 becomes Developed Property, the Administrator shall use the Base Contingent Services Special Taxes shown in Table 4 below and apply the steps set forth in this Section 2d to determine the Maximum Contingent Services Special Tax for Leasehold Interests in the Taxable Parcel. For property that annexes into the CFD, different maximum rates may be established by creating a separate Tax Zone for such annexed property. Alternatively, property may be annexed into Tax Zones that were established prior to the annexation, and such property shall be subject to the Maximum Special Taxes applicable to that Tax Zone.

Table 4
Base Contingent Services Special Tax

Square Footage Category	Base Contingent Services Special Tax Tax Zone 1 (FY 2019-20) *	Base Contingent Services Special Tax Tax Zone 2 (FY 2019-20) *
Market-Rate Residential Square Footage	$1.40 per Market-Rate Residential Square Foot	$1.40 per Market-Rate Residential Square Foot
Office Square Footage	$1.40 per Office Square Foot	$1.40 per Office Square Foot

Excess Exempt Square Footage	$1.40 per Excess Exempt Square Foot	$1.40 per Excess Exempt Square Foot

*** The Base Contingent Services Special Tax for each Tax Zone shown above shall be escalated as set forth in Section D.2.**

Step 1. Identify the Market-Rate Residential Square Footage, Office Square Footage, and/or Excess Exempt Square Footage in the building(s) on the Taxable Parcel pursuant to Section B above.

Step 2. Multiply the applicable Base Contingent Services Special Tax from Table 4 by the actual and/or expected Market-Rate Residential Square Footage, Office Square Footage, and Excess Exempt Square Footage included in Leasehold Interests in the Taxable Parcel. The Maximum Contingent Services Special Tax for Leasehold Interests in the Taxable Parcel shall be the sum of the amounts calculated for Market-Rate Residential Square Footage, Office Square Footage, and Excess Exempt Square Footage.

If additional structures are anticipated to be built on the Taxable Parcel as shown in the Development Approval Documents, the Administrator shall, regardless of the definitions set forth herein, categorize each building for which a Permit has been issued as Developed Property, and any remaining buildings for which Permits have not yet been issued shall not be subject to a Contingent Services Special Tax until a Permit is issued for such remaining buildings. To determine the Contingent Services Special Tax for any such Taxable Parcel, the Administrator shall take the sum of the Contingent Services Special Taxes determined for each building.

D. CHANGES TO THE MAXIMUM SPECIAL TAXES

1. Annual Escalation of Development Special Tax, Office Special Tax, and Shoreline Special Tax

Beginning July 1, 2020 and each July 1 thereafter, each of the following amounts shall be increased by 2% of the amount in effect in the prior Fiscal Year: the Base Development Special Tax for each Tax Zone; the Base Office Special Tax for each Tax Zone; the Base Shoreline Special Tax for each Tax Zone; the Expected Maximum Development Special Tax Revenues, the Expected Maximum Office Special Tax Revenues, and the Expected Maximum Shoreline Special Tax Revenues in Attachment 3; and the Maximum Development Special Tax, the Maximum Office Special Tax, and the Maximum Shoreline Special Tax assigned to the Leasehold Interests in each Taxable Parcel.

2. Annual Escalation of Contingent Services Special Tax

Beginning July 1, 2020 and each July 1 thereafter, the Base Contingent Services Special Tax for each Tax Zone and the Maximum Contingent Services Special Tax assigned to the Leasehold Interests in each Taxable Parcel shall be adjusted by the Escalator.

3. Changes in Square Footage Category on a Parcel of Developed Property

If any Parcel that had been taxed as Developed Property in a prior Fiscal Year is rezoned or otherwise has a Land Use Change, as determined by the Review Authority, the Administrator shall, separately for each of the Special Taxes, multiply the applicable Base Special Tax by the new square footage within each Square Footage Category; if the First Bond Sale has not yet occurred, this amount shall be the Maximum Special Tax for Leasehold Interests in the Parcel. If the First Bond Sale has taken place, the Administrator shall apply the remainder of this Section D.3.

If the Maximum Special Tax that would apply to Leasehold Interests in the Parcel after the Land Use Change is greater than the Maximum Special Tax that applied to Leasehold Interests in the Parcel prior to the Land Use Change, the Administrator shall increase the Maximum Special Tax for the Parcel to the amount calculated for each new Square Footage Category. If the Maximum Special Tax after the Land Use Change is less than the Maximum Special Tax that applied prior to the Land Use Change, there will be no change to the Maximum Special Tax for Leasehold Interests in the Parcel. Under no circumstances shall the Maximum Special Tax on Leasehold Interests in any Parcel of Developed Property be reduced, regardless of changes in Square Footage Category or square footage on the Parcel, including reductions in square footage that may occur due to demolition, fire, water damage, or acts of God.

4. Changes to Planning Parcels and Expected Land Uses

If, at any time prior to the First Bond Sale, the Developer or a Vertical Developer makes changes to the boundaries of the Planning Parcels or the Expected Land Uses within one or more Planning Parcels, as determined by the Review Authority, the Administrator shall update the Expected Land Uses and Expected Maximum Development Special Tax Revenues, Expected Maximum Office Special Tax Revenues, and Expected Maximum Shoreline Special Tax Revenues, which will be reflected on an updated Attachment 3. In addition, the Administrator will request updated Attachments 1 and 2 from the Developer. Updated attachments shall be maintained by the Administrator for purposes of applying this RMA, and such updates shall not require recordation of an amended RMA.

If, <u>after</u> the First Bond Sale, the Developer or a Vertical Developer proposes to make changes to the boundaries of the Planning Parcels or the Expected Land Uses within one or more Planning Parcels, the Administrator shall meet with the Port, Developer, and any affected Vertical Developers to review the proposed changes and evaluate the impact on the Expected Maximum Development Special Tax Revenues, Expected Maximum Office Special Tax Revenues, and Expected Maximum Shoreline Special Tax Revenues. If the Administrator determines that such changes will not reduce Required Coverage on Bonds that have been or will be issued, the Port will decide whether to allow the proposed changes and corresponding redistribution of the Expected Maximum Development Special Tax Revenues, Expected Maximum Office Special Tax Revenues, and Expected Maximum Shoreline Special Tax Revenues. If such changes are permitted, the Administrator will update Attachment 3 and request updated Attachments 1 and 2 from the Developer. Updated attachments shall be maintained by the Administrator for purposes

of applying this RMA, and such updates shall not require recordation of an amended RMA. If the Administrator determines that the proposed changes will reduce Required Coverage on Bonds that have been issued, the Port will not permit the changes.

5. Reduction in Maximum Development Special Taxes Prior to First Bond Sale

Prior to the First Bond Sale, if the City, Port and Developer determine that assumptions that were factored into estimates of Tax Increment at STD Formation have changed, and the estimated Tax Increment is expected to be lower than the original estimates, the Port and Developer may agree to a proportional or disproportional reduction in the Base Development Special Tax as set forth in Section 4.5(e) of the Financing Plan. If the parties agree to such a reduction, the Port will direct the Administrator to use the reduced Base Development Special Tax for purposes of levying the taxes pursuant to this RMA, and an amended Notice of Special Tax Lien reflecting the reduction will be recorded against all Taxable Parcels within the STD. The reduction shall be made without a vote of the qualified STD electors.

E. ANNEXATIONS

If, in any Fiscal Year, a property owner within the Future Annexation Area wants to annex property into the STD, the Administrator shall apply the following steps as part of the annexation proceedings:

Step 1. Working with Port staff, the Administrator shall determine the Expected Land Uses for the area to be annexed and the Tax Zone into which the property will be placed.

Step 2. The Administrator shall prepare or have prepared updated Attachments 1, 2, and 3 to reflect the annexed property and identify the revised Expected Land Uses, Expected Maximum Development Special Tax Revenues, Expected Maximum Office Special Tax Revenues, and Expected Maximum Shoreline Special Tax Revenues. After the annexation is complete, the application of this RMA shall be based on the adjusted Expected Land Uses and Maximum Development Special Tax Revenues, Maximum Office Special Tax Revenues, and Maximum Shoreline Special Tax Revenues, as applicable, including the newly annexed property.

Step 3. The Administrator shall ensure that a Notice of Special Tax Lien is recorded against all Parcels that are annexed to the STD.

F. METHOD OF LEVY OF THE SPECIAL TAXES

1. *Development Special Tax*

Each Fiscal Year, the Administrator shall determine the Development Special Tax Requirement for the Fiscal Year, and the Development Special Tax shall be levied according to the steps outlined below:

Step 1. The Administrator shall determine the Development Special Tax to be levied on Leasehold Interests in each Taxable Parcel of Developed Property, as follows:

Step 1a. Calculate the Maximum Development Special Tax for each Leasehold Interest in each Parcel of Developed Property.

Step 1b. In consultation with the City, determine which Parcels of Developed Property are Assessed Parcels.

Step 1c. For all Parcels of Developed Property that are not Assessed Parcels, levy the Maximum Development Special Tax on Leasehold Interests in such Parcels. Any Remainder Special Taxes collected shall be applied pursuant to the Financing Plan.

Step 1d. For all Assessed Parcels:

Step 1dA. Determine the amount of the Parcel Increment.

Step 1dB. If the total amount of Parcel Increment available is equal to or greater than the total aggregate Maximum Development Special Taxes for all Assessed Parcels, then the levy on each Assessed Parcel shall be zero ($0).

Step 1dC. If the total amount of Parcel Increment available is less than the aggregate Maximum Development Special Taxes for all Assessed Parcels, the Administrator shall apply the appropriate sub-step below:

Substep 1dC(i). ***If, after coordination with the City and Port, the Administrator is provided with a breakdown of Parcel Increment on a Parcel-by-Parcel basis in time for submission of the Special Tax levy,*** the Administrator shall determine the net tax levy on Leasehold Interests in each Assessed Parcel (the "Net Assessed Parcel Tax Levy") by taking the following steps in the following order of priority: (i) subtract from the Maximum Development Special Tax for each Assessed Parcel the amount of Parcel Increment generated from the applicable Assessed Parcel, and (ii) for each Assessed Parcel whose tax levy was not reduced to $0 pursuant to item (i) in this paragraph, apply any remaining Parcel Increment that was not applied pursuant to item (i) in this paragraph to each such Assessed Parcel on a pro rata basis (based on the Assessed Parcel's net remaining tax levy as a percentage of the aggregate net remaining tax levy for all Assessed Parcels for which Parcel Increment was insufficient to pay the full amount of the Assessed Parcel's Maximum Development Special Tax). The Administrator shall levy on Leasehold Interests in each Assessed Parcel the Net Assessed Parcel Tax Levy for such Assessed Parcel. Any Remainder Special Taxes collected shall be applied pursuant to the Financing Plan.

Substep 1dC(ii). ***If, after coordination with the City and Port, the Administrator determines that a breakdown of Parcel Increment on***

a Parcel-by-Parcel basis cannot be provided in time for submission of the Special Tax levy, the Administrator shall determine the net tax levy on the Leasehold Interest in each Assessed Parcel (the "Net Assessed Parcel Tax Levy") by subtracting from the Maximum Development Special Tax for each Assessed Parcel a pro rata share of the Parcel Increment, with such pro rata share determined based on each Assessed Parcel's Maximum Development Special Tax as a percentage of the aggregate Maximum Development Special Tax for all Assessed Parcels in the STD. The Administrator shall levy on the Leasehold Interest in each Assessed Parcel the Net Assessed Parcel Tax Levy for such Assessed Parcel. Any Remainder Special Taxes collected shall be applied pursuant to the Financing Plan.

The Review Authority shall make the final determination regarding available Parcel Increment, the Maximum Development Special Tax that applies to a Parcel based on the Leasehold Interests in the Parcel, and the application of Parcel Increment pursuant to Substeps 1dC(i). and 1dC(ii) above.

Step 2. After the First Bond Sale, if additional revenue is needed after Step 1 in order to meet the Development Special Tax Requirement after Capitalized Interest has been applied to reduce the Development Special Tax Requirement, the Development Special Tax shall be levied Proportionately on Leasehold Interests in each Taxable Parcel of Undeveloped Property, in an amount up to 100% of the Maximum Development Special Tax for Leasehold Interests in each Taxable Parcel of Undeveloped Property for such Fiscal Year.

2. ***Office Special Tax***

Each Fiscal Year, the Administrator shall determine the Office Special Tax Requirement for the Fiscal Year, and the Office Special Tax shall be levied according to the steps outlined below:

Step 1. Levy the Maximum Office Special Tax on Leasehold Interests in each Taxable Parcel of Developed Property. Any Remainder Special Taxes collected shall be applied pursuant to the Financing Plan.

Step 2. After the First Bond Sale, if additional revenue is needed after Step 1 in order to meet the Office Special Tax Requirement after Capitalized Interest has been applied to reduce the Office Special Tax Requirement, the Office Special Tax shall be levied Proportionately on Leasehold Interests in each Taxable Parcel of Undeveloped Property, in an amount up to 100% of the Maximum Office Special Tax for Leasehold Interests in each Taxable Parcel of Undeveloped Property for such Fiscal Year.

3. ***Shoreline Special Tax***

Each Fiscal Year, the Administrator shall determine the Shoreline Special Tax Requirement for the Fiscal Year, and the Shoreline Special Tax shall be levied according to the steps outlined below:

Step 1. Levy the Maximum Shoreline Special Tax on Leasehold Interests in each Taxable Parcel of Developed Property. Any Remainder Special Taxes collected shall be applied pursuant to the Financing Plan.

Step 2. After the First Bond Sale, if additional revenue is needed after Step 1 in order to meet the Shoreline Special Tax Requirement after Capitalized Interest has been applied to reduce the Shoreline Special Tax Requirement, the Shoreline Special Tax shall be levied Proportionately on Leasehold Interests in each Taxable Parcel of Undeveloped Property, in an amount up to 100% of the Maximum Shoreline Special Tax for Leasehold Interests in each Taxable Parcel of Undeveloped Property for such Fiscal Year.

4. ***Contingent Services Special Tax***

Each Fiscal Year after the Fiscal Year in which the Trigger Event occurs, the Administrator shall coordinate with the City and the Port to determine the Services Special Tax Requirement for the Fiscal Year. The Contingent Services Special Tax shall then be levied Proportionately on Leasehold Interests in each Taxable Parcel of Developed Property, in an amount up to 100% of the Maximum Contingent Services Special Tax for Leasehold Interests in each Parcel of Developed Property for such Fiscal Year until the amount levied is equal to the Services Special Tax Requirement. The Contingent Services Special Tax may not be levied on Undeveloped Property.

G. COLLECTION OF SPECIAL TAXES

Special Taxes shall be collected in the same manner and at the same time as ordinary ad valorem property taxes on the regular tax roll, provided, however, that the City may directly bill Special Taxes, may collect Special Taxes at a different time or in a different manner, and may collect delinquent Special Taxes through foreclosure or other available methods as authorized by the CFD Law. The Board of Supervisors has ordered any Special Taxes to be levied on Leasehold Interests to be levied on the secured roll. The Special Tax bill for any Taxable Parcel subject to a Leasehold Interest will be sent to the same party that receives the possessory interest tax bill associated with the Leasehold Interest unless it is sent directly to the Taxpayer.

In calculating the Development Special Tax Requirement, Office Special Tax Requirement, or Shoreline Special Tax Requirement, under no circumstances may the Development Special Tax, Office Special Tax, or Shoreline Special Tax that is levied on a Leasehold Interest in a Taxable Parcel in a Fiscal Year be increased by more than ten percent (10%) of the respective Maximum Development Special Tax, Maximum Office Special Tax, or Maximum Shoreline Special Tax for that Parcel (or such lesser amount required by the CFD Law) as a consequence of delinquency or default in payment of Special Taxes levied on Leasehold Interests in another Parcel(s) in the STD (the “Delinquency Levy”).

The Delinquency Levy, if any, is determined when calculating the Development Special Tax Requirement. Accordingly, when determining the levy of Development Special Taxes on Leasehold Interests in Assessed Parcels pursuant to Step 1 of Section F.1, the Delinquency Levy, if any, has already been applied and, therefore, the Administrator shall not levy any additional Delinquency Levy on an Assessed Parcel that has its Development Special Tax levy reduced or eliminated by Parcel Increment.

The Development Special Tax shall be levied and collected on Leasehold Interests in each Taxable Parcel until the earlier of: (i) the Fiscal Year in which the Port determines that all Authorized Expenditures that will be funded by the STD have been funded and all Development Special Tax Bonds have been fully repaid; (ii) the Fiscal Year after the Fiscal Year in which Tax Increment is no longer collected within the Sub-Project Area within which the Taxable Parcel is located and all Development Special Tax Bonds have been fully repaid, as determined by the Administrator with direction from the Deputy Director; and (iii) Fiscal Year 2093-94.

The Office Special Tax and the Shoreline Special Tax shall be levied on and collected from Leasehold Interests in each Taxable Parcel for 120 Fiscal Years.

Beginning in the first Fiscal Year after the Fiscal Year in which the Trigger Event occurs, the Contingent Services Special Tax shall be levied and collected in perpetuity.

H. EXEMPTIONS

Notwithstanding any other provision of this RMA, no Special Taxes will be levied on fee simple interests in the STD, including Tax-Exempt Port Parcels.

I. INTERPRETATION OF SPECIAL TAX FORMULA

The City may interpret, clarify, and revise this RMA to correct any inconsistency, vagueness, or ambiguity, by resolution or ordinance, as long as such interpretation, clarification, or revision does not materially affect the levy and collection of the Special Taxes and any security for any Bonds.

J. SPECIAL TAX APPEALS

Any Taxpayer who wishes to challenge the accuracy of computation of the Special Taxes in any Fiscal Year may file an application with the Administrator. The Administrator, in consultation with the City Attorney, shall promptly review the Taxpayer's application. If the Administrator concludes that the computation of the Special Taxes was not correct, the Administrator shall correct the Special Tax levy and, if applicable in any case, a refund shall be granted. If the Administrator concludes that the computation of the Special Taxes was correct, then such determination shall be final and conclusive, and the Taxpayer shall have no appeal to the Board from the decision of the Administrator.

The filing of an application or an appeal shall not relieve the Taxpayer of the obligation to pay the Special Taxes when due.

Nothing in this Section J shall be interpreted to allow a Taxpayer to bring a claim that would otherwise be barred by applicable statutes of limitation set forth in the CFD Law or elsewhere in applicable law.

ATTACHMENT 1

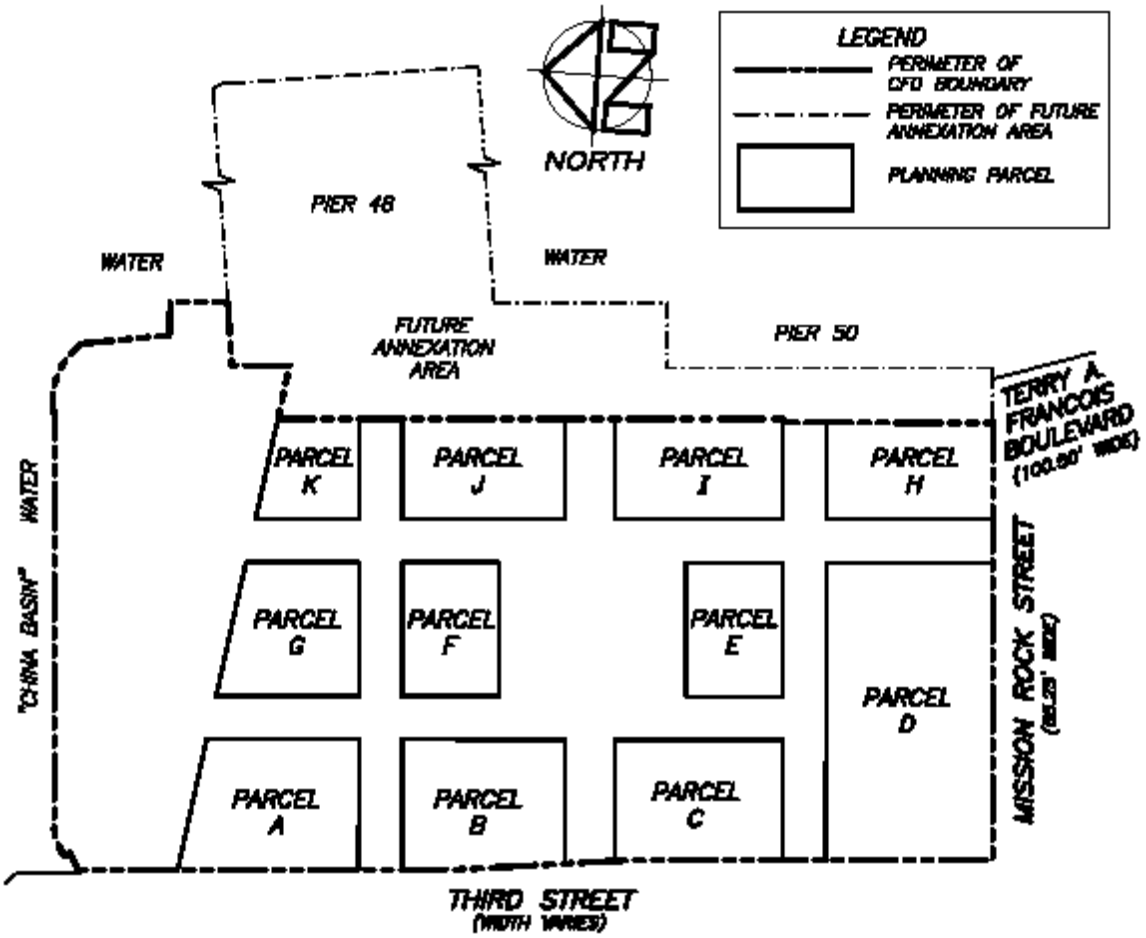
CITY AND COUNTY OF SAN FRANCISCO
SPECIAL TAX DISTRICT NO. 2020-1
(MISSION ROCK FACILITIES AND SERVICES)

IDENTIFICATION OF PLANNING PARCELS

ATTACHMENT 1

City and County of San Francisco
Special Tax District No. 2020-1
(Mission Rock Facilities and Services)

IDENTIFICATION OF PLANNING PARCELS



MARTIN M. RON ASSOCIATES, INC.
Land Surveyors
659 HARRISON STREET, SUITE 200
San Francisco, California 94107
S-98696 _EXHIBIT-CFD BNDY.dwg
JANUARY 31, 2020

ATTACHMENT 2

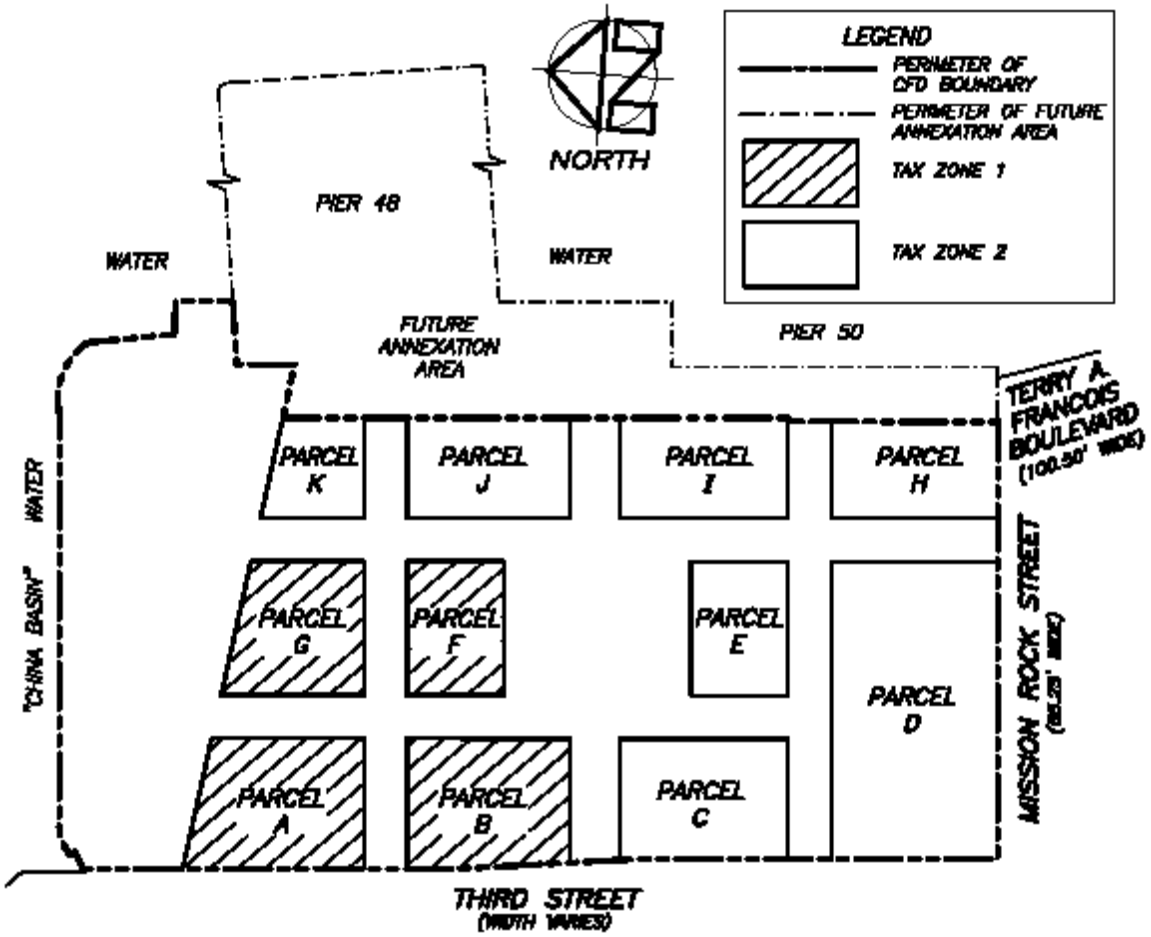
CITY AND COUNTY OF SAN FRANCISCO
SPECIAL TAX DISTRICT NO. 2020-1
(MISSION ROCK FACILITIES AND SERVICES)

IDENTIFICATION OF TAX ZONES

ATTACHMENT 2

City and County of San Francisco
Special Tax District No. 2020-1
(Mission Rock Facilities and Services)

IDENTIFICATION OF TAX ZONES



MARTIN M. RON ASSOCIATES, INC.
Land Surveyors
859 HARRISON STREET, SUITE 200
San Francisco, California 94107
S-98898 _EXHIBIT-CFD BNDY.dwg
JANUARY 31, 2020

ATTACHMENT 3

CITY AND COUNTY OF SAN FRANCISCO
SPECIAL TAX DISTRICT NO. 2020-1
(MISSION ROCK FACILITIES AND SERVICES)

Expected Land Uses, Expected Maximum Development Special Tax Revenues, Expected Maximum Office Special Tax Revenues, and Expected Maximum Shoreline Special Tax Revenues

Planning Parcel	Expected Land Uses	Expected Square Footage	Expected Maximum Development Special Tax Revenues (FY 2019-20)*	Expected Maximum Office Special Tax Revenues (FY 2019-20)*	Expected Maximum Shoreline Special Tax Revenues (FY 2019-20)*
Tax Zone 1					
Parcel A	Market Rate Residential Square Footage	146,000	$1,252,680	$0	$0
	Office Square Footage	48,447	$314,906	$93,018	$88,174
Parcel B	Market Rate Residential Square Footage	0	$0	$0	$0
	Office Square Footage	255,008	$1,657,552	$489,615	$464,115
Parcel G	Market Rate Residential Square Footage	0	$0	$0	$0
	Office Square Footage	283,323	$1,841,600	$543,980	$515,648
Parcel F	Market Rate				

Planning Parcel	Expected Land Uses	Expected Square Footage	Expected Maximum Development Special Tax Revenues (FY 2019-20)*	Expected Maximum Office Special Tax Revenues (FY 2019-20)*	Expected Maximum Shoreline Special Tax Revenues (FY 2019-20)*
	Residential Square Footage	113,000	$969,540	$0	$0
	Office Square Footage	0	$0	$0	$0
Tax Zone 2					
Parcel C	Market Rate Residential Square Footage	0	$0	$0	$0
	Office Square Footage	355,000	$2,307,500	$571,550	$646,100
Parcel D	Market Rate Residential Square Footage	76,800	$658,944	$0	$0
	Office Square Footage	0	$0	$0	$0
Parcel E	Market Rate Residential Square Footage	0	$0	$0	$0
	Office Square Footage	141,000	$916,500	$227,010	$256,620
Parcel H	Market Rate Residential Square Footage	96,000	$823,680	$0	$0

Planning Parcel	Expected Land Uses	Expected Square Footage	Expected Maximum Development Special Tax Revenues (FY 2019-20)*	Expected Maximum Office Special Tax Revenues (FY 2019-20)*	Expected Maximum Shoreline Special Tax Revenues (FY 2019-20)*
	Office Square Footage	49,999	$324,994	$80,498	$90,998
Parcel I	Market Rate Residential Square Footage	0	$0	$0	$0
	Office Square Footage	152,000	$988,000	$244,720	$276,640
Parcel J	Market Rate Residential Square Footage	0	$0	$0	$0
	Office Square Footage	152,000	$988,000	$244,720	$276,640
Parcel K	Market Rate Residential Square Footage	62,400	$535,392	$0	$0
	Office Square Footage	49,999	$324,994	$80,498	$90,998
TOTAL EXPECTED REVENUES (FY2019-20)			**$13,904,280**	**$2,575,611**	**$2,705,932**

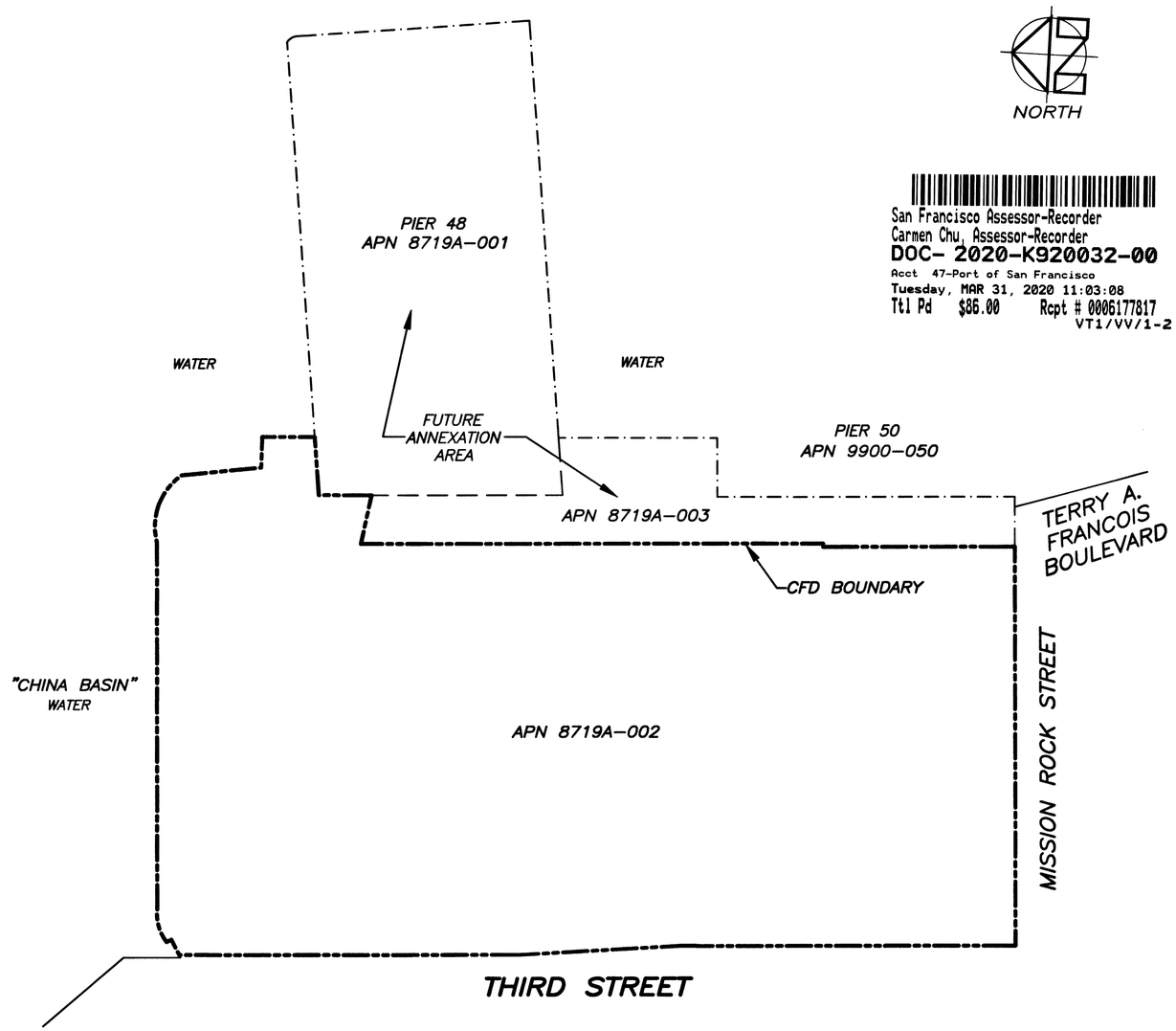
***Beginning July, 2020 and each July 1 thereafter, the Base Development Special Tax, the Base Office Special Tax, and the Base Shoreline Special Tax shall be escalated as set forth in Section D.1.**

Assessment/CFD Map

Proposed Boundaries of
City and County of San Francisco
Special Tax District No. 2020-1
(Mission Rock Facilities and Services)

City and County of San Francisco
State of California

TAXES LEVIED BY THIS DISTRICT MAY BE USED TO PAY FOR CLEANUP OF HAZARDOUS SUBSTANCES.



San Francisco Assessor-Recorder
Carmen Chu, Assessor-Recorder
DOC- 2020-K920032-00
Acct 47-Port of San Francisco
Tuesday, MAR 31, 2020 11:03:08
Ttl Pd $86.00 Rcpt # 0006177817
VT1/VV/1-2

1. FILED IN THE OFFICE OF THE CLERK OF THE BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO THIS _____ DAY OF _____, 20___.

signed in counterpart
ANGELA CALVILLO
CLERK OF THE BOARD OF SUPERVISORS

2. I HEREBY CERTIFY THAT THE WITHIN MAP SHOWING PROPOSED BOUNDARIES OF CITY AND COUNTY OF SAN FRANCISCO SPECIAL TAX DISTRICT NO. 2020-1 (MISSION ROCK FACILITIES AND SERVICES), CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, WAS APPROVED BY THE BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO, AT A MEETING THEREOF, HELD ON THE _____ DAY OF _____, 20___, BY ITS RESOLUTION NO. _____.

signed in counterpart
ANGELA CALVILLO
CLERK OF THE BOARD OF SUPERVISORS

3. FILED THIS 31st DAY OF march, 2020 AT THE HOUR OF 11:03 O'CLOCK A.M., IN BOOK 1 OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGES 173-174 IN THE OFFICE OF THE COUNTY ASSESSOR-RECORDER IN THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA.

Carmen Chu
COUNTY ASSESSOR-RECORDER,
CITY AND COUNTY OF SAN FRANCISCO

LEGEND	
APN	ASSESSOR'S PARCEL NUMBER
————	PERIMETER OF CFD BOUNDARY
— · — · — ·	PERIMETER OF FUTURE ANNEXATION AREA
— — — —	ASSESSOR'S PARCEL LINE

NOTE:
SEE THE MASTER LEASE PROPERTY PLAT DATED JANUARY 27, 2020 FOR BEARINGS AND DISTANCES OF THE BOUNDARY LINES SHOWN ON THIS MAP. SAID PLAT IS SHOWN WITHIN THAT CERTAIN DOCUMENT ENTITLED "FIRST AMENDMENT TO MEMORANDUM OF MASTER LEASE" RECORDED JANUARY 31, 2020, DOCUMENT NO. 2020-K898106, OFFICIAL RECORDS.

MARTIN M. RON ASSOCIATES, INC.
Land Surveyors
859 HARRISON STREET, SUITE 200
San Francisco, California 94107

MARCH 16, 2020 SHEET 1 OF 1

S-9229E _EXHIBIT-CFD BNDY.dwg

BOARD of SUPERVISORS

City Hall
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco 94102-4689
Tel. No. 554-5184
Fax No. 554-5163
TDD/TTY No. 544-5227

MEMORANDUM

Date: March 30, 2020

To: Assessor-Recorder

From: Angela Calvillo, Clerk of the Board

Subject: Recordation: Mission Rock CFD Boundary Map

Book 001 Page 174

Assessment/CFD Map

Proposed Boundaries of

City and County of San Francisco
Special Tax District No. 2020-1
(Mission Rock Facilities and Services)

City and County of San Francisco
State of California

TAXES LEVIED BY THIS DISTRICT MAY BE USED TO PAY FOR CLEANUP OF HAZARDOUS SUBSTANCES.

1. FILED IN THE OFFICE OF THE CLERK OF THE BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO THIS 27th DAY OF March 2020.

ANGELA CALVILLO
CLERK OF THE BOARD OF SUPERVISORS

2. I HEREBY CERTIFY THAT THE WITHIN MAP SHOWING PROPOSED BOUNDARIES OF CITY AND COUNTY OF SAN FRANCISCO SPECIAL TAX DISTRICT NO. 2020-1 (MISSION ROCK FACILITIES AND SERVICES), CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, WAS APPROVED BY THE BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO, AT A MEETING THEREOF, HELD ON THE 25th DAY OF February 2020, BY ITS RESOLUTION NO. 84-20.

ANGELA CALVILLO
CLERK OF THE BOARD OF SUPERVISORS

3. FILED THIS _____ DAY OF _____, 20__, AT THE HOUR OF ____ O'CLOCK ___M., IN BOOK ____ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE ____ IN THE OFFICE OF THE COUNTY ASSESSOR-RECORDER IN THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA.

COUNTY ASSESSOR-RECORDER,
CITY AND COUNTY OF SAN FRANCISCO

OFFICE OF THE MAYOR
SAN FRANCISCO

LONDON N. BREED
MAYOR

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO
2020 MAR - 3 PM 4: 28
BY

TO: Angela Calvillo, Clerk of the Board of Supervisors
FROM: Sophia Kittler
RE: Resolution of Formation – Mission Rock Special Tax District No. 2020-1
DATE: Tuesday, March 3, 2020

Resolution of formation of the City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services) and a future annexation area; determining other matters in connection therewith, as defined herein; and making findings under the California Environmental Quality Act.

Should you have any questions, please contact Sophia Kittler at 415-554-6153.

1 DR. CARLTON B. GOODLETT PLACE, ROOM 200
SAN FRANCISCO, CALIFORNIA 94102-4681
TELEPHONE: (415) 554-6141