

RECORDING REQUESTED BY:

And When Recorded Mail Document To:

San Francisco Public Works  
City and County of San Francisco  
49 South Van Ness Avenue, Suite 1600  
San Francisco, CA 94103  
ATTN: Permits Division

APN: [8719B-002, 8719C-003, 8719A-008,  
8719C-001]

SPACE ABOVE THIS LINE FOR RECORDER'S USE  
ONLY

**NOTICE OF SPECIAL RESTRICTIONS**

**PROPERTY IS SERVED BY DISTRICT UTILITY SYSTEMS PRIVATELY OWNED  
AND OPERATED BY MISSION ROCK UTILITIES, INC., A DELAWARE  
CORPORATION, UNDER A REVOCABLE MASTER ENCROACHMENT PERMIT  
ISSUED BY THE CITY AND COUNTY OF SAN FRANCISCO**

(Mission Rock Phase 1 – Parcel [ ]/Lot [ ])

The City and County of San Francisco (the “City”), acting by and through the San Francisco Port Commission (“Port”), as owner of that certain real property situated in the City and County of San Francisco, State of California, more particularly described in the attached Exhibit A (the “Property”), which is incorporated by reference herein, along with Mission Rock Parcel [ ] Owner, L.L.C., a Delaware limited liability company (“Lessee”), as owner of a leasehold interest in the Property, and the San Francisco Department of Public Works (“Public Works”), which administers the Permit defined herein, hereby give notice to Lessee and to any subsequent lessee, sub-lessee, tenant, and subtenant of the Property (collectively, “Interested Parties”) that:

1. This Notice of Special Restrictions (“Notice”) is intended to provide notice to Interested Parties and other users and occupants of the Property and other property within the Mission Rock Special Use District, as established under Section 249.80 of the San Francisco Planning Code, of the unique privately owned and operated district utility systems comprised of a blackwater treatment plant, heating and chilled water facilities, non-potable water facilities, gravity and force main sewer facilities, and conduits for fiber optic cable for purposes of system communication, used for the treatment of wastewater, the distribution of recycled water, and thermal heating and cooling services to and within the buildings (“District Systems”). Interested Parties and other users and occupants are advised to perform their own due diligence and to consult with their respective legal counsel concerning the contents of this Notice.

**DRAFT 2.27.25**

2. The Property is located within the Mission Rock Project (the “Project”) as described in that certain Disposition and Development Agreement by and between the City, acting by and through the Port Commission, and Seawall Lot 337 Associates, LLC, a Delaware limited liability company (“Master Developer”), recorded in the Official Records of the City and County of San Francisco (“Official Records”) on August 17, 2018, as Document No. 2018-K656938, as it has been amended and may be amended from time to time.
3. The District Systems as defined herein constitute the “District Wide Facilities,” as defined in that certain Mission Rock Master Declaration of Restrictions recorded on June 25, 2020 as Document No. DOC 2020-K944344 of Official Records, that have been installed to serve multiple parcels within the Project, including the Property.
4. The San Francisco Board of Supervisors has approved Ordinance No. \_\_\_\_\_, which authorizes the issuance of a Master Encroachment Permit (collectively with the Master Encroachment and Maintenance Agreement and accompanying documents, the “Permit”) to Mission Rock Utilities, Inc., a Delaware corporation (“Permittee”), the owner and operator of the District Systems. The Permit authorizes Permittee to place, affix, and operate the District Systems on and below specified portions of the public right-of-way located in Mission Rock Special Use District, as depicted generally in the diagram attached as Exhibit B. The Permit is administered by San Francisco Public Works (“Public Works”).
5. Permittee is required to operate, maintain, and repair the District Systems consistent with the terms of the Permit.
6. Prior to the Permit’s effective date, this Notice must be recorded in the Official Records against Lessee’s leasehold interest in the Property. For future development phases, a notice such as the Notice shall be recorded in the Official Records concurrently with either the recording of the associated phased final subdivision map creating a lot for any building to be served by any of the District Systems, or the annexation of that Project phase into the Permit, whichever occurs first.
7. A copy of the Permit is on file with Public Works and is available by submitting an online request at <http://sfpublicworks.org/records> or by contacting the Public Works Custodian of Public Records at (628) 271-2888.
8. According to the Permit, the Permittee is required to comply with all applicable federal, state, and City laws, ordinances, codes, rules, regulations, orders, and standard plans and specifications, as the same may be amended or adopted from time to time (collectively, “Applicable Law”) and to obtain Excavation Permits, Personal Wireless Service Facilities Site Permits, Surface-Mounted Facility Site Permits, or any other permits or Approvals required by City, any Agency, or Applicable Law, as may be applicable.

9. The Mission Rock Owner’s Association, a California nonprofit mutual benefit corporation (the “Association”), the Project’s commercial master association, has entered into separate commercial agreements with Permittee for the delivery of District Systems services to the Association. Under separate commercial agreements with the Permittee, the Association, at its sole election, may exercise its option to purchase the District Systems. The Permit accounts for that scenario and designates the Association as a pre-approved successor to the Permit.
  
10. Permittee’s current financing agreements include a bond indenture that entrusts the bond trustee, U.S. Bank Trust Company National Association (“Bond Trustee”) the responsibility of protecting the interests of bondholders if the issuer defaults, and these agreements give the Bond Trustee the right to take control of Permittee and Permittee’s assets if required to ensure that the Permittee continues to make bond interest payments and principal repayments as scheduled. While the bond indenture remains in effect, the Bond Trustee is authorized to exercise control over Permittee and its assets, including but not limited to, the Improvements. The Bond Trustee would be authorized to take possession of the Improvements and the District Systems if the Permittee were to commit a default under the Permit and risk revocation of the Permit. If the Bond Trustee were to take possession of the Improvements, it would hire a professional engineering consultant to ensure proper operation, maintenance, and repair of the District Systems.
  
11. General questions about the operation, maintenance, and repair of the District Systems may be directed to the appropriate persons below:  
  

**First Contact Person For Operational Matters:**  
Last Name, First Name: Lum, Patrick  
Title/Relationship to Owner: Chief Engineer  
Phone Numbers: (415) 793-5291  
Email Addresses: plum@Tishmanspeyer.com  
Mailing Address: 1 Bush Street, Suite 450, San Francisco, CA 94104  
Office Address: 1 Bush Street, Suite 450, San Francisco, CA 94104

**Second Contact Person For Operational Matters:**  
Last Name, First Name: Burns, Michael  
Title/Relationship to Owner: SVP Operations  
Phone Numbers: (651) 925-8132  
Email Addresses: michael.burns@ever-greenenergy.com  
Mailing Address: 305 St. Peter St., St. Paul, MN 55102  
Office Address: 305 St. Peter St., St. Paul, MN 55102
  
12. This Notice may only be amended, modified, or terminated with the written consent of Port and Public Works, which consent may be withheld in its sole discretion.

**DRAFT 2.27.25**

13. In addition, Public Works is a third-party beneficiary of this Notice, with the right to consent to any amendment, modification, or termination hereof and the right and authority, at its sole option, to enforce the provisions of this Notice.

*[Remainder of this page left blank intentionally.]*

**DRAFT 2.27.25**

Lessee and the City have executed this Notice as of the last date written below.

**“LESSEE”**

**MISSION ROCK PARCEL [ ] OWNER, L.L.C.,**  
a Delaware limited liability company

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

**“PORT”**

**CITY AND COUNTY OF SAN FRANCISCO,**  
operating by and through the  
**SAN FRANCISCO PORT COMMISSION**

By: \_\_\_\_\_  
Name: Elaine Forbes  
Title: Executive Director  
Date: \_\_\_\_\_

APPROVED AS TO FORM:  
DAVID CHIU, City Attorney

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: Deputy City Attorney

**“PUBLIC WORKS”**

**CITY AND COUNTY OF SAN FRANCISCO,**  
acting by and through  
**SAN FRANCISCO PUBLIC WORKS**

By: \_\_\_\_\_  
Name: Carla Short  
Title: Director  
Date: \_\_\_\_\_

APPROVED AS TO FORM:  
DAVID CHIU, City Attorney

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: Deputy City Attorney

**EXHIBIT A**

**Legal Description of the Property**

**Exhibit B**

**Location of District Systems**