

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

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

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

13 WHEREAS, Seawall Lot 337 Associates, LLC, a Delaware limited liability company  
14 (“Master Developer”) and the City, acting by and through the Port, are parties to a Disposition  
15 and Development Agreement (as amended from time to time, “DDA”), including a Financing  
16 Plan (as amended from time to time, “Financing Plan”), that governs the disposition and  
17 development of certain parcels in the jurisdiction of the Port, including Seawall Lot 337, 3.53  
18 acres located at Terry A. Francois Boulevard from Third Street to Mission Rock Street, China  
19 Basin Park and 1/2 acre to the east of Terry A. Francois Boulevard between Pier 48 and Pier  
20 50 (“Project Site”), and also provides for development of Pier 48, which DDA was approved by  
21 the Board of Supervisors of the City (“Board of Supervisors” or “Board”) by Resolution No. 42-  
22 18, adopted on February 13, 2018, signed by the Mayor on February 23, 2018, and a copy of  
23 which is in Board File No. 180092 (“Mission Rock Project Resolution”); and

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

1 use restrictions that impede the Port’s ability to realize the development potential of Port  
2 lands; under Senate Bill 815 (Stats. 2007, ch. 660, as amended by Stats. 2016, ch. 529) (“SB  
3 815”), the Port is authorized to lease certain seawall lots south of Market Street, including the  
4 Project Site, for nontrust purposes, providing revenues for rehabilitation of historic wharves  
5 and piers and other trust uses; SB 815 allows long-term nontrust uses that are otherwise not  
6 permissible under the Burton Act as a primary mechanism to generate Port revenues for trust  
7 purposes, including the construction of infrastructure needed for development; and

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

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

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

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

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

7 WHEREAS, At its hearing on October 5, 2017, and prior to recommending proposed  
8 Planning Code amendments for approval, by Motion No. M-20017, the Planning Commission  
9 certified a Final Environmental Impact Report (“FEIR”) for the Project pursuant to the  
10 California Environmental Quality Act (“CEQA”) (California Public Resources Code, Section  
11 21000 et seq.), the CEQA Guidelines (14 Cal. Code Reg., Section 15000 et seq.), and  
12 Administrative Code, Chapter 31; a copy of said Motion is on file with the Clerk of the Board in  
13 File No. 171117, and is incorporated herein by reference; and

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

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

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

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

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

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

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

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

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

4 WHEREAS, As of the date hereof, there are no Leasehold Interests in Assessor’s  
5 Parcels (as defined in the Rate and Method) within the proposed boundaries of the Special  
6 Tax District that are intended to be exempt from the levy of Special Taxes; the Board intends  
7 for Leasehold Interests in Taxable Parcels within the proposed boundaries of the Special Tax  
8 District that are purchased by a public entity, including the United States, the State of  
9 California and/or the City, or any departments or political subdivisions thereof (“public entity”),  
10 to be subject to the Special Tax, and if a public entity purchases a Leasehold Interest in a  
11 Taxable Parcel in the Special Tax District after formation of the Special Tax District, the  
12 obligation to pay Special Taxes on such Taxable Parcel shall be governed by Sections  
13 53317.3 and 53317.5 of the Mello-Roos Act; and

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

19 WHEREAS, The Director, Department of Elections has reported that there were no  
20 registered voters in the boundaries of the proposed Special Tax District as of February 3,  
21 2020; and

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

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

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

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

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

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

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

3 WHEREAS, Written protests with respect to the formation of the Special Tax District,  
4 the furnishing of specified types of facilities, services or incidental expenses or the rate and  
5 method of apportionment of the special taxes have not been filed with the Clerk of the Board  
6 by fifty percent (50%) or more of the registered voters residing within the territory of the  
7 Special Tax District or six registered voters, whichever is more, or property owners of one-half  
8 (1/2) or more of the area of land within the Special Tax District and not exempt from the  
9 proposed special taxes; and

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

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

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

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

1 and in conformity with the Code; and, be it

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

25

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

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

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

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

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

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

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

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

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

18

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

21

22 By: \_\_\_\_\_  
23 MARK D. BLAKE  
24 Deputy City Attorney  
25 n:\legana\as2020\2000156\01431820.docx



1 **EXHIBIT A**

2 CITY AND COUNTY OF SAN FRANCISCO

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

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

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

16  
17 **Authorized Facilities**

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

- 22  
23 1. Land Acquisition – includes, but is not limited to, acquisition of land for public  
24 improvements or for other requirements under the DDA.  
25

- 1           2. Demolition and Abatement – includes, but is not limited to, Site Preparation costs,  
2           including abatement of hazardous materials, removal of below-grade, at-grade, and  
3           above-grade facilities, and recycling or disposal of waste, including demolition and  
4           abatement within future vertical sites that is necessary for Horizontal Improvements.  
5  
6           3. Auxiliary Water Supply System - includes, but is not limited to, main pipe, laterals, valves,  
7           fire hydrants, cathodic protection, tie-ins, and any other components required for onsite  
8           and offsite high pressure water supply network intended for fire suppression.  
9  
10          4. Low Pressure Water - includes, but is not limited to, main pipe, laterals, water meters,  
11          water meter boxes, back flow preventers, gate valves, air valves, blow-offs, fire hydrants,  
12          cathodic protection, tie-ins, and any other components required for onsite and offsite low  
13          pressure water supply network intended for domestic use.  
14  
15          5. Non-Potable Water System (Blackwater Treatment Facility) - includes, but is not limited  
16          to, water recycling production equipment such as buffer and treatment tanks, reverse  
17          osmosis and ultraviolet treatment equipment, and plant auxiliary equipment such as  
18          pumps, valves, and electrical equipment; distribution facilities such as main pipes,  
19          laterals, and valves; customer interface equipment such as water meters, back flow  
20          preventers, and valves; along with financing costs and any other components required  
21          for non-potable water supply system (whether publicly or privately owned) intended to  
22          provide treated wastewater for use in, among other things, irrigation of parks,  
23          landscaping, and non-potable uses within buildings, and any other components or  
24          administrative costs required for non-potable water system.  
25

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

9  
10 7. Sanitary Sewer, Storm Drain, and Stormwater Management– includes, but is not limited  
11 to, retrofit of existing combined sewer facilities, new gravity main pipe, force main pipe  
12 and associated valves, laterals, manholes, catch basins, traps, air vents, pump stations,  
13 outfalls, lift stations, connections to existing systems, stormwater treatment best  
14 management practices (BMPs) such as detention vaults, and any other components  
15 required for a network intended to convey storm water and sanitary sewage, including  
16 components, such as ejector pumps, associated with vertical buildings to meet design  
17 criteria for the Horizontal Improvements.

18  
19 8. Joint Trench & Dry Utilities – includes, but is not limited to, installation of primary and  
20 secondary conduits, overhead poles, pull boxes, vaults, subsurface enclosures, gas  
21 main, and anodes for dry utilities including electrical, gas, telephone, cable, internet, and  
22 information systems, as well as any payment obligations related to providing such  
23 services.

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

9  
10 10. Roadways – includes, but is not limited to, Public ROWs, roads and paseos in Public  
11 Space, road subgrade preparation, aggregate base, concrete roadway base, asphalt  
12 wearing surface, concrete curb, concrete gutter, medians, colored asphalt and concrete,  
13 pavers, speed bumps, sawcutting, grinding, conform paving, resurfacing, any other  
14 components required for onsite and offsite roadways, transit stops, bus facilities,  
15 permanent pavement marking and striping, traffic control signage, traffic light signals,  
16 offsite traffic improvements, and any other components or appurtenant features as  
17 required in the approved Improvement Plan details and specifications. through the  
18 permitting process.

19  
20 11. Streetscape – includes, but is not limited to, subgrade preparation, aggregate base,  
21 sidewalks, pavers, ADA curb ramps, detectable tiles, streetlights, light pole foundations,  
22 signage, emergency services infrastructure, landscaping (including trees and Silva cells  
23 and/or structural soil), irrigation, street furniture, waste receptacles, bike racks, shared  
24 bike parking facilities (whether publicly or privately owned), newspaper stands, any other  
25 components or appurtenant features as required in the approved Improvement Plan

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

3  
4 12. Parks and Public Space – includes, but is not limited to, fine grading, storm drainage and  
5 treatment, sanitary sewer, low pressure water, park lighting, community wifi, distributed  
6 antenna systems, security infrastructure, low-voltage electrical, various hardscaping,  
7 irrigation, landscaping, various concrete structures, site furnishings, public art,  
8 wayfinding, interpretive and other park signage, viewing platforms, water access facilities  
9 (including boat launch), retrofit of shoreline structures and slopes (including demolition,  
10 excavation, installation of revetment, structural repair, construction and occupancy costs  
11 of park structures, and any other components, e.g., Shoreline Improvements), and any  
12 other associated work in publicly accessible spaces such as parks, open spaces, plazas,  
13 and mid-block passages, including publicly-accessible parks, plazas, mid-block  
14 passages and open space that is located on private property, but identified as public  
15 open space in the DDA, Design Controls documents, or Subdivision Map.

16  
17 13. Water-based Transportation Improvements – includes, but not limited to, modes of  
18 water-based transportation and all infrastructure, design, and permitting costs related to  
19 providing water-based transportation facilities at the Project.

20  
21 14. Historic Rehabilitation Required for Horizontal Improvements – includes, but is not  
22 limited to, eligible cost for relocation, structural retrofit, repair, and rehabilitation of historic  
23 Pier 48.

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

6  
7 16. Shoreline Adaptation Studies - includes, but is not limited to, analysis and planning to  
8 characterize the preferred Shoreline Protection Project and alternatives, including pre-  
9 entitlement planning and design work, environmental review, negotiation, and  
10 Regulatory Approvals related to the Shoreline Protection Facilities.

11  
12 17. Shoreline Protection Facilities includes, but is not limited to, waterfront Improvements at  
13 the San Francisco Bay shoreline to provide stability, to protect the area from perils  
14 associated with seismic events and climate change, including sea level rise and floods,  
15 and other public improvements approved by the Port Commission and the Board of  
16 Supervisors.

17  
18 18. Deferred Infrastructure.

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

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

3  
4 20. Associated Public Benefits – including, but not limited to, costs required to provide  
5 Associated Public Benefits related to transportation, childcare, public open space,  
6 sustainability, community meeting space and programs, and other public-benefitting  
7 improvements and expenditures.

8  
9 21. Miscellaneous Horizontal Development Costs - any other Horizontal Development Costs  
10 associated with implementing the DDA, including any additional costs that the Parties  
11 agree shall be incurred by the Developer for the Project, including workforce liaisons;  
12 studies and consultants required to comply with the DDA, such as auditors, inspectors,  
13 attorneys and appraisers; replacement and rework costs, including repairs to correct  
14 incidental damage that occurs throughout the course of construction and restoration of  
15 roadway pavement in areas where there are trenches excavated after the initial roadway  
16 is paved, and maintenance prior to acceptance by the City and/or Port.

17  
18 22. Any other costs authorized to be financed by the STD under the DDA.

19  
20 23. Interim improvements required for the use of the Project Site including temporary bike  
21 lanes, landscape, hardscape, accessibility infrastructure, grading, furniture and other  
22 improvements required for the interim use of the remaining Project Site.

1 24. Soft Costs required to support the construction of the Horizontal Improvements and  
2 implementation of the DDA, including developer management costs, third party  
3 professional services, construction management Fees, and asset management costs.  
4

5 25. Developer Mitigation Measures, including the formation of the Transportation  
6 Management Association and dust, vibration, asbestos and settlement monitoring.  
7

8 26. Insurance, Bonding and Warranty costs as required by the City in connection with the  
9 authorized improvements.  
10

11 27. Miscellaneous Costs, such as costs associated with implementing the DDA, including  
12 any additional costs that the Parties have agreed shall be incurred by the Developer for  
13 the Project, such as master planning for each phase, audits, appraisals, workforce  
14 development costs (such as a liaison), cash payments and community outreach  
15 initiatives.  
16

17 Any facility authorized to be financed by the STD may be financed through the construction and  
18 acquisition of the facility or through the payment of fees for such facility.  
19

20 The facilities authorized to be financed may be located within or outside the boundaries of the  
21 STD.  
22

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



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

6  
7 The facilities to be financed shall also include all incidental expenses, defined as follows:

- 8  
9 (1) The cost of planning and designing facilities to be financed by the STD, including the cost  
10 of environmental evaluations of those facilities.  
11 (2) The costs associated with the creation of the STD, issuance of bonds, determination of the  
12 amount of taxes, collection of taxes, payment of taxes, or costs otherwise incurred in order  
13 to carry out the authorized purposes of the STD.  
14 (3) Any other expenses incidental to the construction, completion, and inspection of the  
15 authorized work, including costs for temporary facilities with a useful life of at least 3 years  
16 that are required to construct an authorized facility.  
17 (4) Special taxes levied on a property in the STD and paid by the Developer on behalf of a  
18 local agency or other landowner prior to the development of the property.

19  
20 The facilities to be financed also includes the interim cost of the facilities, which shall mean the  
21 Developer Return or Port Return, as applicable, and any interest payable on any promissory  
22 note payable to the STD.

23  
24 The STD may also apply bond proceeds and special taxes to repay the Port Commission for  
25 advances made to pay for authorized costs, under any promissory note or otherwise.

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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

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

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

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

23 ///

1 **INCIDENTAL COSTS**

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

- 5
- 6 1. Administrative expenses and fees including costs incurred to form the STD, to  
7 annex territory to the STD, to annually administer the STD, to levy and collect  
8 special taxes for the STD, and any other costs incurred in standard administration  
9 of the STD by the City or their authorized consultants;
- 10
- 11 2. Any amounts needed to cure actual or estimated delinquencies in special taxes  
12 for the current or previous fiscal years;
- 13
- 14 3. Bond related expenses, including underwriters discount, reserve fund, capitalized  
15 interest, bond, disclosure, and underwriter counsel fees and all other incidental  
16 expenses; and
- 17
- 18 4. Reimbursement of costs related to the formation of the STD advanced by the City  
19 and any landowner(s) in the STD, or any party related to any of the foregoing, as  
20 well as reimbursement of any costs advanced by the City or any landowner(s) in  
21 the STD or any party related to any of the foregoing, for facilities, fees or other  
22 purposes or costs of the STD.
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- 25

**COMPLIANCE WITH CFD GOALS**

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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

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

3  
4 **A. DEFINITIONS**

5  
6 The terms hereinafter set forth have the following meanings:

7  
8 **“Administrative Expenses”** means any or all of the following: the fees and expenses of any  
9 fiscal agent or trustee (including any fees or expenses of its counsel) employed in connection  
10 with any Bonds, and the expenses of the City carrying out duties with respect to the STD and  
11 the Bonds, including, but not limited to, levying and collecting the Special Taxes, the fees and  
12 expenses of legal counsel, charges levied by the City, including the Controller’s Office, the  
13 Treasurer and Tax Collector’s Office, the City Attorney, and the Port, costs related to property  
14 owner inquiries regarding the Special Taxes, costs associated with appeals or requests for  
15 interpretation associated with the Special Taxes and this RMA, costs associated with  
16 annexation of property into the STD, amounts needed to pay rebate to the federal government  
17 with respect to the Bonds, costs associated with complying with any continuing disclosure  
18 requirements for the City and any other major property owner (whether or not deemed to be  
19 an obligated person), costs associated with foreclosure and collection of delinquent Special  
20 Taxes, and all other costs and expenses of the City in any way related to the establishment or  
21 administration of the STD.

22  
23 **“Administrator”** means the Director of the Office of Public Finance or his/her designee who  
24 shall be responsible for administering the Special Taxes according to this RMA.

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

4  
5     **“Affordable Square Footage”** means both: (i) the entire square footage of an Affordable  
6     Housing Project; and (ii) the aggregate net rentable square footage that is or is expected to be  
7     associated with Affordable Units within a building on a Parcel of Developed Property. The  
8     Review Authority shall make the final determination as to the amount of Affordable Square  
9     Footage within a building in the STD.

10  
11     **“Affordable Unit”** means a Residential Unit for which a deed restriction has been recorded  
12     that (i) limits the rental rates on the unit or (ii) in any other way is intended to restrict the  
13     current or future value of the unit, as determined by the Review Authority.

14  
15     **“Appendix”** means the Appendix to the DDA.

16  
17     **“Assessed Parcel”** means, in any Fiscal Year, any Taxable Parcel that meets all five of the  
18     following conditions: (i) there is a building on the Taxable Parcel for which a Certificate of  
19     Occupancy has been issued; (ii) based on all information available to the Administrator, the  
20     Baseline Assessed Value has been determined for the Taxable Parcel; (iii) ad valorem taxes  
21     have been levied on the Taxable Parcel based on the Baseline Assessed Value of the  
22     building; (iv) by the end of the prior Fiscal Year, at least one year of ad valorem taxes based  
23     upon the Baseline Assessed Value of the building have been paid; and (v) the Taxable Parcel  
24     does not have outstanding delinquencies in the payment of ad valorem property taxes or  
25     Special Taxes at the latest point at which the Administrator is able to receive delinquency



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

6

7 **“Assessor’s Parcel”** or **“Parcel”** means a lot or parcel shown on an Assessor’s Parcel Map  
8 with an assigned Assessor’s Parcel number.

9

10 **“Assessor’s Parcel Map”** means an official map of the County Assessor designating Parcels  
11 by Assessor’s Parcel number.

12

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

16

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

21

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

25

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

3  
4 **“Base Contingent Services Special Tax”** means, for any Square Footage Category, the per-  
5 square-foot Contingent Services Special Tax for square footage within such Square Footage  
6 Category, as identified in Table 4 in Section C below, that can be levied on a Leasehold  
7 Interest in a Taxable Parcel.

8  
9 **“Base Development Special Tax”** means, for any Square Footage Category, the per-square-  
10 foot Development Special Tax for Square Footage within such Square Footage Category, as  
11 identified in Table 1 in Section C below, that can be levied on a Leasehold Interest in a  
12 Taxable Parcel.

13  
14 **“Base Office Special Tax”** means, for Office Square Footage and Excess Exempt Square  
15 Footage, the per-square-foot Office Special Tax identified in Table 2 in Section C below, that  
16 can be levied on a Leasehold Interest in a Taxable Parcel.

17  
18 **“Base Shoreline Special Tax”** means, for any Square Footage Category, the per-square-foot  
19 Shoreline Special Tax for Square Footage within such Square Footage Category, as identified  
20 in Table 3 in Section C below, that can be levied on a Leasehold Interest in a Taxable Parcel.

21  
22 **“Base Special Tax”** means, collectively, the Base Development Special Tax, the Base Office  
23 Special Tax, the Base Shoreline Special Tax, and the Base Contingent Services Special Tax.

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

4  
5     **“Board”** means the Board of Supervisors of the City, acting as the legislative body of STD No.  
6 2020-1.

7  
8     **“Bond Sale”** means, for the Development Special Tax, issuance of Development Special Tax  
9 Bonds, for the Office Special Tax, issuance of Office Special Tax Bonds, and, for the  
10 Shoreline Special Tax, issuance of Shoreline Special Tax Bonds.

11  
12     **“Bonds”** means bonds or other debt (as defined in the CFD Law), whether in one or more  
13 series, that are issued or assumed by or for the STD to finance Authorized Expenditures  
14 including any Development Special Tax Bonds, Office Special Tax Bonds, and Shoreline  
15 Special Tax Bonds. The term “Bonds” includes any promissory note executed by or on behalf  
16 of STD No. 2020-1 for the benefit of the Port.

17  
18     **“Capitalized Interest”** means funds in any capitalized interest account available to pay debt  
19 service on Bonds.

20  
21     **“Certificate of Occupancy”** means the first certificate, including any temporary certificate of  
22 occupancy, issued by the Port to confirm that a building or a portion of a building has met all  
23 of the building codes and can be occupied for residential or non-residential use. For purposes  
24 of this RMA, “Certificate of Occupancy” shall not include any certificate of occupancy that was  
25 issued prior to January 1, 2019 for a building within the STD; however, any subsequent

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

6  
7 “**CFD Law**” means the San Francisco Special Tax Financing Law (Admin. Code ch. 43, art.  
8 X), which incorporates the Mello-Roos Act.

9  
10 “**City**” means the City and County of San Francisco, California.

11  
12 “**Contingent Services Special Tax**” means a special tax levied in any Fiscal Year after the  
13 Trigger Event on a Leasehold Interest in a Taxable Parcel to pay the Services Special Tax  
14 Requirement.

15  
16 “**County**” means the City and County of San Francisco, California.

17  
18 “**DDA**” means the Disposition and Development Agreement between the Port and the  
19 Developer, including all exhibits and attachments, as may be amended from time to time.

20  
21 “**Deputy Director**” means the Deputy Director of Finance and Administration for the Port or  
22 other such official that acts as the chief financial officer for the Port.

23  
24 “**Developed Property**” means, in any Fiscal Year, all Taxable Parcels for which the 24-month  
25 anniversary of the Parcel Lease Execution Date has occurred in a preceding Fiscal Year,

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

5  
6 **“Developer”** means Seawall Lot 337 Associates, LLC, or any successor or assign that takes  
7 over as tenant under the Master Lease.

8  
9 **“Development Approval Documents”** means, collectively, the DDA, any Vertical DDA, any  
10 Final Maps, Review Authority approvals, or other such approved or recorded document or  
11 plan that identifies the type of structures, acreage, and Market-Rate Residential Square  
12 Footage and Office Square Footage approved for development on Taxable Parcels.

13  
14 **“Development Special Tax”** means a special tax levied in any Fiscal Year on a Leasehold  
15 Interest in a Taxable Parcel to pay the Development Special Tax Requirement.

16  
17 **“Development Special Tax Bonds”** means any Bonds secured solely by Development  
18 Special Taxes.

19  
20 **“Development Special Tax Requirement”** means the amount necessary in any Fiscal Year  
21 to: (i) pay principal and interest on Development Special Tax Bonds that are due in the  
22 calendar year that begins in such Fiscal Year; (ii) pay periodic costs on Development Special  
23 Tax Bonds, including but not limited to, credit enhancement, liquidity support and rebate  
24 payments; (iii) replenish reserve funds created for Development Special Tax Bonds under the  
25 Indenture to the extent such replenishment has not been included in the computation of the

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

16  
17 **“Escalator”** means the lesser of the following: (i) the annual increase, if any, in the Consumer  
18 Price Index (CPI) for All Urban Consumers in the San Francisco-Oakland-Hayward region  
19 (base years 1982-1984=100) published by the Bureau of Labor Statistics of the United States  
20 Department of Labor, or, if such index is no longer published, a similar escalator that is  
21 determined by the Port and City to be appropriate, and (ii) five percent (5%).

22  
23 **“Estimated Base Development Tax Revenues”** means, at any point in time, the amount  
24 calculated by the Administrator by multiplying the Base Development Special Tax by square  
25

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

3  
4 **“Estimated Base Office Special Tax Revenues”** means, at any point in time, the amount  
5 calculated by the Administrator by multiplying the Base Office Special Tax by square footage  
6 within each Square Footage Category proposed for development and, if applicable, already in  
7 completed buildings on a Taxable Parcel.

8  
9 **“Estimated Base Shoreline Special Tax Revenues”** means, at any point in time, the amount  
10 calculated by the Administrator by multiplying the Base Shoreline Special Tax by square  
11 footage within each Square Footage Category proposed for development and, if applicable,  
12 already in completed buildings on a Taxable Parcel.

13  
14 **“Excess Exempt Square Footage”** means, after the First Bond Sale, any square footage in a  
15 building on a Parcel of Developed Property that is determined by the Review Authority to  
16 exceed the amount of Exempt Square Footage for such building. Excess Exempt Square  
17 Foot means a single square-foot unit of Excess Exempt Square Footage.

18  
19 **“Exempt Square Footage”** means, prior to the First Bond Sale, any square footage in or  
20 expected in a building on a Parcel of Developed Property that is determined by the Review  
21 Authority to be used or reserved for an Exempt Use. After the First Bond Sale, “Exempt  
22 Square Footage” for any building on a Parcel of Developed Property shall be the sum of  
23 following, as determined by the Review Authority:

- 24  
25           1.       The Initial Exempt Square Footage for the building; and

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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.



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

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

6  
7       **“Expected Land Uses”** means the total Market-Rate Residential Square Footage and Office  
8 Square Footage expected on each Planning Parcel in the STD. The Expected Land Uses at  
9 STD Formation are identified in Attachment 3 and may be revised pursuant to Sections B, C,  
10 D, and E below.

11  
12       **“Expected Maximum Development Special Tax Revenues”** means the aggregate  
13 Development Special Tax that can be levied based on application of the Base Development  
14 Special Tax to the Expected Land Uses. The Expected Maximum Development Special Tax  
15 Revenues for each Planning Parcel at STD Formation are shown in Attachment 3 and may be  
16 revised pursuant to Sections B, C, D, and E below.

17  
18       **“Expected Maximum Office Special Tax Revenues”** means the aggregate Office Special  
19 Tax that can be levied based on application of the Base Office Special Tax to the Expected  
20 Land Uses. The Expected Maximum Office Special Tax Revenues for each Planning Parcel  
21 at STD Formation are shown in Attachment 3 and may be revised pursuant to Sections B, C,  
22 D, and E below.

23  
24       **“Expected Maximum Shoreline Special Tax Revenues”** means the aggregate Shoreline  
25 Special Tax that can be levied based on application of the Base Shoreline Special Tax to the

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

4

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

9

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

13

14 “**First Bond Sale**” means, (i) for the Development Special Tax, a Bond Sale of the first series  
15 of Development Special Tax Bonds, (ii) for the Office Special Tax, a Bond Sale of the first  
16 series of Office Special Tax Bonds, and (iii) for the Shoreline Special Tax, a Bond Sale of the  
17 first series of Shoreline Special Tax Bonds.

18

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

20

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

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

4  
5 **“Indenture”** means any indenture, fiscal agent agreement, resolution, or other instrument  
6 pursuant to which Bonds are issued, as modified, amended, or supplemented from time to  
7 time, and any instrument replacing or supplementing the same.

8  
9 **“Initial Exempt Square Footage”** means, for any building on a Parcel of Developed Property,  
10 the square footage in or expected in the building that, at the time the Parcel became  
11 Developed Property, was determined by the Review Authority to be reserved for an Exempt  
12 Use.

13  
14 **“Land Use Change”** means a change to the Expected Land Uses after STD Formation.

15  
16 **“Leasehold Interest”** means a Master Lease, ground lease, or any other lease arrangement  
17 of a Parcel or Parcels against which Special Taxes may be levied in any current or future  
18 Fiscal Year. The Review Authority shall make the final determination as to whether a Parcel or  
19 building in the STD is subject to a Leasehold Interest for purposes of this RMA.

20  
21 **“Management Agreement”** means the agreement between the Port and the Association (or  
22 related entity) for maintenance, operations, and event planning of the entire public realm  
23 (parks, streets, other ROWs) within the Project Site.

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

11

12     **“Market-Rate Unit”** means a Residential Unit that is not an Affordable Unit.

13

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

17

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

19

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

23

24

25

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

4  
5     **“Maximum Development Special Tax”** means the greatest amount of Development Special  
6     Tax that can be levied on a Leasehold Interest in a Taxable Parcel in any Fiscal Year  
7     determined in accordance with Sections C, D, and E below.

8  
9     **“Maximum Development Special Tax Revenues”** means, at any point in time, the aggregate  
10    Maximum Development Special Tax that can be levied on all Leasehold Interests in all  
11    Taxable Parcels.

12  
13    **“Maximum Office Special Tax”** means the greatest amount of Office Special Tax that can be  
14    levied on a Leasehold Interest in a Taxable Parcel in any Fiscal Year determined in  
15    accordance with Sections C, D, and E below.

16  
17    **“Maximum Office Special Tax Revenues”** means, at any point in time, the aggregate  
18    Maximum Office Special Tax that can be levied on all Leasehold Interests in all Taxable  
19    Parcels.

20  
21    **“Maximum Shoreline Special Tax”** means the greatest amount of Shoreline Special Tax that  
22    can be levied on a Leasehold Interest in a Taxable Parcel in any Fiscal Year determined in  
23    accordance with Sections C, D, and E below.

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

4  
5     **“Maximum Special Tax”** means, for any Leasehold Interest in a Taxable Parcel in any Fiscal  
6     Year, the sum of the Maximum Development Special Tax, Maximum Office Special Tax,  
7     Maximum Shoreline Special Tax, and Maximum Contingent Services Special Tax.

8  
9     **“Maximum Special Tax Revenues”** means, collectively, the Maximum Development Special  
10    Tax Revenues, Maximum Office Special Tax Revenues, Maximum Shoreline Special Tax  
11    Revenues, and Maximum Contingent Services Special Tax Revenues.

12  
13    **“Mello-Roos Act”** means the Mello-Roos Community Facilities Act of 1982, as amended,  
14    being Chapter 2.5, (commencing with Section 53311), Part 1, Division 2 of Title 5 of the  
15    Government Code of the State of California.

16  
17    **“Office Special Tax”** means a special tax levied in any Fiscal Year on Office Square Footage  
18    within a Leasehold Interest in a Taxable Parcel to pay the Office Special Tax Requirement.

19  
20    **“Office Special Tax Bonds”** means any Bonds secured solely by Office Special Taxes.

21  
22    **“Office Special Tax Requirement”** means the amount necessary in any Fiscal Year to: (i)  
23    pay principal and interest on Office Special Tax Bonds that are due in the calendar year that  
24    begins in such Fiscal Year; (ii) pay periodic costs on Office Special Tax Bonds, including but  
25    not limited to, credit enhancement, liquidity support and rebate payments; (iii) replenish

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

15  
16 **“Office Square Footage”** means, within any building on a Taxable Parcel: (i) the planning  
17 gross square footage for which a Prop. M allocation has been secured, (ii) square footage that  
18 is or is expected to be part of a hotel operation, including square footage of hotel rooms,  
19 restaurants, meeting and convention facilities, gift shops, spas, offices, and other related  
20 uses, and (iii) any other square footage in the building that does not meet the definition of  
21 Market-Rate Residential Square Footage, Exempt Square Footage, or Excess Exempt  
22 Square Footage. The Review Authority shall make the final determination as to the amount of  
23 Office Square Footage within a building in the STD. Office Square Foot means a single  
24 square-foot unit of Office Square Footage.

25

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

5  
6     **“Parcel Lease”** means a contract in the form set forth as an exhibit to the DDA by which the  
7 Port will convey a leasehold interest in a Taxable Parcel to a Vertical Developer.

8  
9     **“Parcel Lease Execution Date”** means the effective date of a Parcel Lease that was fully  
10 executed by the Port and a Vertical Developer.

11  
12     **“Permit”** means (i) for Pier 48, a permit issued by the Port that allows for rehabilitation of the  
13 existing historic structures, and (ii) for all property in the STD (other than Pier 48 if it is  
14 annexed to the STD), the first permit, whether a site permit or building permit, issued by the  
15 Port that, immediately upon issuance or ultimately after addenda to the permit, allows for  
16 vertical construction of a building or buildings.

17  
18     **“Pier 48”** is defined in the Appendix.

19  
20     **“Planning Code”** means the Planning Code of the City and County of San Francisco, as it  
21 may be amended from time to time.

22  
23     **“Planning Parcel”** means a geographic area within the STD that, for planning and entitlement  
24 purposes, has been designated as a separate Parcel with an alpha, numeric, or alpha-  
25 numeric identifier to be used for reference until an Assessor’s Parcel is created and an



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

3

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

5

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

9

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

11

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

16

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

24

25

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

7

8     **“Remainder Special Taxes”** means, as calculated between September 1st and December  
9     31st of any Fiscal Year, any Development Special Tax, Office Special Tax, and Shoreline  
10    Special Tax revenues that were collected in the prior Fiscal Year and were not needed to: (i)  
11    pay debt service on the applicable Development Special Tax Bonds, Shoreline Special Tax  
12    Bonds, or Office Special Tax Bonds that was due in the calendar year that begins in the Fiscal  
13    Year in which the Remainder Special Taxes were levied; (ii) pay periodic costs on the  
14    applicable Development Special Tax Bonds, Shoreline Special Tax Bonds, or Office Special  
15    Tax Bonds, including but not limited to, credit enhancement, liquidity support and rebate  
16    payments (iii) replenish reserve funds created for the applicable Development Special Tax  
17    Bonds, Shoreline Special Tax Bonds, or Office Special Tax Bonds under the applicable  
18    Indenture; (iv) cure any delinquencies in the payment of principal or interest on applicable  
19    Development Special Tax Bonds, Shoreline Special Tax Bonds, or Office Special Tax Bonds  
20    which have occurred in the prior Fiscal Year; or (v) pay Administrative Expenses that have  
21    been incurred, or are expected to be incurred, by the City or Port prior to the receipt of  
22    Development Special Tax, Shoreline Special Tax or Office Special Tax proceeds.

23

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

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

13

14 “**Residential Unit**” means an individual residential housing unit in a residential or mixed-use  
15 building.

16

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

20

21 “**RMA**” means this Rate and Method of Apportionment of Special Taxes.

22

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

25

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

3  
4 **“Shoreline Special Tax”** means a special tax levied in any Fiscal Year to pay the Shoreline  
5 Special Tax Requirement.

6  
7 **“Shoreline Special Tax Bonds”** means any Bonds secured solely by Shoreline Special  
8 Taxes that have been levied and are available after dividing the Shoreline Special Taxes as  
9 set forth in Financing Plan Section 4.7, and factoring in debt service coverage and related  
10 Indenture requirements, as determined by the Administrator

11  
12 **“Shoreline Special Tax Requirement”** means the amount necessary in any Fiscal Year to  
13 pay: (i) pay principal and interest on Shoreline Special Tax Bonds that are due in the calendar  
14 year that begins in such Fiscal Year; (ii) pay periodic costs on Shoreline Special Tax Bonds,  
15 including but not limited to, credit enhancement, liquidity support and rebate payments; (iii)  
16 replenish reserve funds created for Shoreline Special Tax Bonds under the Indenture to the  
17 extent such replenishment has not been included in the computation of the Shoreline Special  
18 Tax Requirement in a previous Fiscal Year; (iv) cure any delinquencies in the payment of  
19 principal or interest on Shoreline Special Tax Bonds which have occurred in the prior Fiscal  
20 Year; (v) pay Administrative Expenses; (vi) pay directly for the costs of shoreline  
21 improvements so long as such levy under this clause (vi) does not increase the Shoreline  
22 Special Tax levied on Undeveloped Property; and (vii) pay other obligations described in the  
23 Financing Plan. The amount calculated to pay items (i) through (vii) above may be reduced in  
24 any Fiscal Year by: (a) interest earnings on or surplus balances in funds and accounts for the  
25 Shoreline Special Tax Bonds to the extent that such earnings or balances are available to

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

5  
6 **“Special Taxes”** means the Development Special Tax, Shoreline Special Tax, Office Special  
7 Tax, and Contingent Services Special Tax.

8  
9 **“Square Footage Category”** means, individually, Market-Rate Residential Square Footage,  
10 Office Square Footage, and Excess Exempt Square Footage.

11  
12 **“STD”** or **“STD No. 2020-1”** means the City and County of San Francisco Special Tax District  
13 No. 2020-1 (Mission Rock Facilities and Services).

14  
15 **“STD Formation”** means the date on which the Board approved documents to form the STD.

16  
17 **“STD Formation Proceedings”** means the proceedings to form the STD, including all  
18 resolutions, reports, and notices.

19  
20 **“Sub-Project Areas”** means all sub-project areas designated within Project Area I.

21  
22 **“Tax-Exempt Port Parcels”** means Port-owned Parcels that are or are intended to be used  
23 as streets, walkways, alleys, rights of way, parks, open space, or other similar uses. The final  
24 determination as to whether a Parcel is a Tax-Exempt Port Parcel shall be made by the  
25 Review Authority.

1     **“Tax Increment”** means the tax increment generated from all Sub-Project Areas.

2

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

6

7     **“Taxpayer”** means the lessee of a Taxable Parcel within the STD.

8

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

15

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

21

22    **“Undeveloped Property”** means, in any Fiscal Year, all Taxable Parcels that are not  
23    Developed Property.

24

25

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

3  
4 **B. DATA FOR STD ADMINISTRATION**

5  
6 On or about July 1 of each Fiscal Year, the Administrator shall identify the current  
7 Assessor’s Parcel numbers for all Taxable Parcels. The Administrator shall also determine: (i)  
8 whether each Taxable Parcel is Developed Property or Undeveloped Property; (ii) the  
9 Planning Parcel and Tax Zone within which each Taxable Parcel is located; (iii) for Developed  
10 Property, the Market-Rate Residential Square Footage and Office Square Footage within  
11 each building; (iv) the Taxpayer for each Leasehold Interest in a Taxable Parcel; and (v) the  
12 Development Special Tax Requirement, Office Special Tax Requirement, Shoreline Special  
13 Tax Requirement, and, if applicable, Services Special Tax Requirement for the Fiscal Year.

14  
15 When a Parcel becomes Developed Property, the Administrator and Review Authority  
16 shall reference the Permit for each building on the Parcel to determine the Market-Rate  
17 Residential Square Footage and/or Office Square Footage within the building(s). If the  
18 Market-Rate Residential Square Footage and/or Office Square Footage is not identified on the  
19 Permit, the square footage assumptions used in the appraisal prepared when the Vertical  
20 DDA and/or Parcel Lease for such Parcel was executed shall be used to determine Market-  
21 Rate Residential Square Footage and/or Office Square Footage within the building. If, after  
22 review of the Permit and appraisal, there is still no clear indication of the Market-Rate  
23 Residential Square Footage and/or Office Square Footage for a building, the Review Authority  
24 shall review the Development Approval Documents and make a determination as to the  
25

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

3

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

18

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



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

10  
11 Prior to the First Bond Sale, the Administrator, Port, Developer, and any Vertical  
12 Developers shall coordinate to review the Expected Land Uses and determine if changes  
13 should be made to reflect more current estimates for land uses on each Planning Parcel.  
14 Based on this review, the Administrator shall update Attachment 3 with the then-current  
15 Expected Land Uses and Expected Maximum Development Special Tax Revenues, Expected  
16 Maximum Office Special Tax Revenues, and Expected Maximum Shoreline Special Tax  
17 Revenues, which will be used to size the sale of Bonds unless and until there are additional  
18 updates of Attachment 3.

19  
20 In any Fiscal Year, if it is determined that (i) a parcel map or condominium plan was  
21 recorded after January 1 of the prior Fiscal Year (or any other date after which the Assessor  
22 will not incorporate the newly-created Parcels into the then current tax roll), (ii) because of the  
23 date the map or plan was recorded, the Assessor does not yet recognize the newly-created  
24 Parcels, and (iii) one or more of the newly-created Parcels meets the definition of Developed  
25 Property, the Administrator shall calculate the Special Taxes for the property affected by

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

4  
5 **C. MAXIMUM SPECIAL TAXES**

6  
7 In calculating Maximum Special Taxes pursuant to this Section C, in any Fiscal Year in  
8 which the boundaries of the Planning Parcels are not identical to the boundaries of the then-  
9 current Assessor's Parcels, the Administrator shall review the Expected Land Uses for each  
10 Planning Parcel and assign the Maximum Special Taxes to the then-current Assessor's  
11 Parcels. The Maximum Special Tax Revenues after such allocation shall not be less than the  
12 Maximum Special Tax Revenues prior to the allocation.

13  
14 **1. Undeveloped Property**

15  
16 **1a. Development Special Tax, Office Special Tax, Shoreline Special Tax**

17  
18 The Maximum Development Special Tax, Maximum Office Special Tax, and Maximum  
19 Shoreline Special Tax for Leasehold Interests in Undeveloped Property in all Tax Zones shall  
20 be the Expected Maximum Development Special Tax Revenues, Expected Maximum Office  
21 Special Tax Revenues, and Expected Maximum Shoreline Special Tax Revenues shown in  
22 Attachment 3 of this RMA, as it may be amended as set forth herein.

23  
24 **1b. Contingent Services Special Tax**

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

3  
4 **2. Developed Property**

5  
6 **2a. Development Special Tax**

7  
8 When a Taxable Parcel in Tax Zone 1 or Tax Zone 2 becomes Developed Property, the  
9 Administrator shall use the Base Development Special Taxes shown in Table 1 below and  
10 apply the steps set forth in this Section 2a to determine the Maximum Development Special  
11 Tax for Leasehold Interests in the Taxable Parcel. For property that annexes into the CFD,  
12 different maximum rates and different Square Footage Categories may be established by  
13 creating a separate Tax Zone for such annexed property. Alternatively, property may be  
14 annexed into Tax Zones that were established prior to the annexation, and such property shall  
15 be subject to the Maximum Special Taxes applicable to that Tax Zone.

16  
17 **Table 1**  
18 **Base Development Special Tax**

<b>Square Footage Category</b>	<b>Base Development Special Tax Tax Zone 1 (FY 2019-20) *</b>	<b>Base Development Special Tax Tax Zone 2 (FY 2019-20) *</b>
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.

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

4  
5            If the Estimated Base Development Special Tax Revenues are: (i) greater than or equal to the  
6            Expected Maximum Development Special Tax Revenues or (ii) less than the Expected  
7            Maximum Development Special Tax Revenues, but the Maximum Development Special Tax  
8            Revenues, assuming the same land uses that went into the calculation of the Estimated Base  
9            Development Special Tax Revenues, are still sufficient to provide Required Coverage, then  
10           the Maximum Development Special Tax for Leasehold Interests in the Taxable Parcel shall be  
11           determined by multiplying the applicable Base Development Special Taxes by the actual  
12           and/or expected Market-Rate Residential Square Footage and Office Square Footage within  
13           each building on the Taxable Parcel. The Administrator shall update Attachment 3 to reflect  
14           the change in the Expected Maximum Development Special Tax Revenues.

15  
16           If the Estimated Base Development Special Tax Revenues are less than the Expected  
17           Maximum Development Special Tax Revenues, and the Maximum Development Special Tax  
18           Revenues, assuming the same land uses that went into the calculation of the Estimated Base  
19           Development Special Tax Revenues, are insufficient to provide Required Coverage, then the  
20           Administrator and Review Authority shall coordinate with the Developer and Vertical  
21           Developer, and the Review Authority shall determine which of the following shall occur:

22  
23           (i)           the Base Development Special Taxes that were applied to Market-Rate  
24           Residential Square Footage and/or Office Square Footage in Step 2 shall be increased  
25           proportionately until the amount that can be levied on Leasehold Interests in the Taxable

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

3  
4 (ii) if Estimated Base Development Special Tax Revenues are less than the  
5 Expected Maximum Development Special Tax Revenues due to Excess Exempt Square  
6 Footage, then the Base Development Special Tax for Excess Exempt Square Footage shall  
7 be levied against all Excess Exempt Square Footage included in Leasehold Interests in the  
8 Taxable Parcel.

9  
10 If, pursuant to (i) above, the Base Development Special Taxes are proportionately increased  
11 to maintain Required Coverage, the Administrator shall use the adjusted per-square-foot rates  
12 to calculate the Maximum Development Special Tax for each building on the Taxable Parcel.  
13 The Administrator shall revise Attachment 3 to reflect any changes to the Expected Land  
14 Uses (including the addition of Excess Exempt Square Footage) and the Expected Maximum  
15 Development Special Tax Revenues.

16  
17 If, in any Fiscal Year, the Maximum Development Special Tax is determined for Leasehold  
18 Interests in any Parcel of Developed Property for which a Permit had not yet been issued, and  
19 if, when a Permit is issued for a building(s) on the Parcel, the Market-Rate Residential Square  
20 Footage and/or Office Square Footage of such building(s) is different than that used to  
21 determine the Maximum Development Special Tax, then the Administrator shall once again  
22 apply Steps 1 through 3 in this Section C.2a to recalculate the Maximum Development  
23 Special Tax for Leasehold Interests in the Parcel based on the Market-Rate Residential  
24 Square Footage and/or Office Square Footage that was determined when the Permit was  
25 issued.

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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.

<b>Table 3</b>		
<b>Base Shoreline Special Tax</b>		
<b>Square Footage Category</b>	<b>Base Shoreline Special Tax Tax Zone 1</b>	<b>Base Shoreline Special Tax Tax Zone 2</b>

	<b>(FY 2019-20) *</b>	<b>(FY 2019-20) *</b>
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.



1            *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,  
3 as applicable:

4  
5 If the Estimated Base Shoreline Special Tax Revenues are: (i) greater than or equal to the  
6 Expected Maximum Shoreline Special Tax Revenues or (ii) less than the Expected Maximum  
7 Shoreline Special Tax Revenues, but the Maximum Shoreline Special Tax Revenues,  
8 assuming the same land uses that went into the calculation of the Estimated Base Shoreline  
9 Special Tax Revenues, are still sufficient to provide Required Coverage, then the Maximum  
10 Shoreline Special Tax for Leasehold Interests in the Taxable Parcel shall be determined by  
11 multiplying the applicable Base Shoreline Special Taxes by the actual and/or expected  
12 Market-Rate Residential Square Footage and Office Square Footage within each building on  
13 the Taxable Parcel. The Administrator shall update Attachment 3 to reflect the change in the  
14 Expected Maximum Shoreline Special Tax Revenues.

15  
16 If the Estimated Base Shoreline Special Tax Revenues are less than the Expected Maximum  
17 Shoreline Special Tax Revenues, and the Maximum Shoreline Special Tax Revenues,  
18 assuming the same land uses that went into the calculation of the Estimated Base Shoreline  
19 Special Tax Revenues, are insufficient to provide Required Coverage, then the Administrator  
20 and Review Authority shall coordinate with the Developer and Vertical Developer, and the  
21 Review Authority shall determine which of the following shall occur:

22  
23            (i)            the Base Shoreline Special Taxes that were applied to Market-Rate Residential  
24 Square Footage and/or Office Square Footage in Step 2 shall be increased proportionately  
25 until the amount that can be levied on Leasehold Interests in the Taxable Parcel, combined

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

3  
4 (ii) if Estimated Base Shoreline Special Tax Revenues are less than the Expected  
5 Maximum Shoreline Special Tax Revenues due to Excess Exempt Square Footage, then the  
6 Base Shoreline Special Tax for Excess Exempt Square Footage shall be levied against all  
7 Excess Exempt Square Footage included in Leasehold Interests in the Taxable Parcel.

8  
9 If, pursuant to (i) above, the Base Shoreline Special Taxes are proportionately increased to  
10 maintain Required Coverage, the Administrator shall use the adjusted per-square-foot rates to  
11 calculate the Maximum Shoreline Special Tax for each building on the Taxable Parcel. The  
12 Administrator shall revise Attachment 3 to reflect any changes to the Expected Land Uses  
13 (including the addition of Excess Exempt Square Footage) and the Expected Maximum  
14 Shoreline Special Tax Revenues.

15  
16 If, in any Fiscal Year, the Maximum Shoreline Special Tax is determined for Leasehold  
17 Interests in any Parcel of Developed Property for which a Permit had not yet been issued, and  
18 if, when a Permit is issued for a building(s) on the Parcel, the Market-Rate Residential Square  
19 Footage and/or Office Square Footage of such building(s) is different than that used to  
20 determine the Maximum Shoreline Special Tax, then the Administrator shall once again apply  
21 Steps 1 through 3 in this Section C.2c to recalculate the Maximum Shoreline Special Tax for  
22 Leasehold Interests in the Parcel based on the Market-Rate Residential Square Footage  
23 and/or Office Square Footage that was determined when the Permit was issued.

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

8

9 2d. Contingent Services Special Tax

10

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

14

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

23

24

25

<b>Table 4</b> <b>Base Contingent Services Special Tax</b>
---

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

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

7  
8 **D. CHANGES TO THE MAXIMUM SPECIAL TAXES**

9  
10 1. Annual Escalation of Development Special Tax, Office Special Tax, and  
11 Shoreline Special Tax

12  
13 Beginning July 1, 2020 and each July 1 thereafter, each of the following amounts shall  
14 be increased by 2% of the amount in effect in the prior Fiscal Year: the Base Development  
15 Special Tax for each Tax Zone; the Base Office Special Tax for each Tax Zone; the Base  
16 Shoreline Special Tax for each Tax Zone; the Expected Maximum Development Special Tax  
17 Revenues, the Expected Maximum Office Special Tax Revenues, and the Expected Maximum  
18 Shoreline Special Tax Revenues in Attachment 3; and the Maximum Development Special  
19 Tax, the Maximum Office Special Tax, and the Maximum Shoreline Special Tax assigned to  
20 the Leasehold Interests in each Taxable Parcel.

21  
22 2. Annual Escalation of Contingent Services Special Tax  
23  
24  
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1 Beginning July 1, 2020 and each July 1 thereafter, the Base Contingent Services  
2 Special Tax for each Tax Zone and the Maximum Contingent Services Special Tax assigned  
3 to the Leasehold Interests in each Taxable Parcel shall be adjusted by the Escalator.  
4

5 3. Changes in Square Footage Category on a Parcel of Developed Property  
6

7 If any Parcel that had been taxed as Developed Property in a prior Fiscal Year is  
8 rezoned or otherwise has a Land Use Change, as determined by the Review Authority, the  
9 Administrator shall, separately for each of the Special Taxes, multiply the applicable Base  
10 Special Tax by the new square footage within each Square Footage Category; if the First  
11 Bond Sale has not yet occurred, this amount shall be the Maximum Special Tax for Leasehold  
12 Interests in the Parcel. If the First Bond Sale has taken place, the Administrator shall apply  
13 the remainder of this Section D.3.  
14

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

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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

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

5  
6 5. Reduction in Maximum Development Special Taxes Prior to First Bond Sale  
7

8 Prior to the First Bond Sale, if the City, Port and Developer determine that assumptions  
9 that were factored into estimates of Tax Increment at STD Formation have changed, and the  
10 estimated Tax Increment is expected to be lower than the original estimates, the Port and  
11 Developer may agree to a proportional or disproportional reduction in the Base Development  
12 Special Tax as set forth in Section 4.5(e) of the Financing Plan. If the parties agree to such a  
13 reduction, the Port will direct the Administrator to use the reduced Base Development Special  
14 Tax for purposes of levying the taxes pursuant to this RMA, and an amended Notice of  
15 Special Tax Lien reflecting the reduction will be recorded against all Taxable Parcels within  
16 the STD. The reduction shall be made without a vote of the qualified STD electors.  
17

18 **E. ANNEXATIONS**  
19

20 If, in any Fiscal Year, a property owner within the Future Annexation Area wants to  
21 annex property into the STD, the Administrator shall apply the following steps as part of the  
22 annexation proceedings:  
23  
24  
25



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

4  
5            *Step 2.*            The Administrator shall prepare or have prepared updated Attachments  
6 1, 2, and 3 to reflect the annexed property and identify the revised Expected Land Uses,  
7 Expected Maximum Development Special Tax Revenues, Expected Maximum Office Special  
8 Tax Revenues, and Expected Maximum Shoreline Special Tax Revenues. After the  
9 annexation is complete, the application of this RMA shall be based on the adjusted Expected  
10 Land Uses and Maximum Development Special Tax Revenues, Maximum Office Special Tax  
11 Revenues, and Maximum Shoreline Special Tax Revenues, as applicable, including the newly  
12 annexed property.

13  
14            *Step 3.*            The Administrator shall ensure that a Notice of Special Tax Lien is  
15 recorded against all Parcels that are annexed to the STD.

16  
17  
18            **F.        METHOD OF LEVY OF THE SPECIAL TAXES**

19  
20            **1.        Development Special Tax**

21  
22            Each Fiscal Year, the Administrator shall determine the Development Special Tax  
23 Requirement for the Fiscal Year, and the Development Special Tax shall be levied according  
24 to the steps outlined below:

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

3  
4            *Step 1a.* Calculate the Maximum Development Special Tax for each Leasehold  
5 Interest in each Parcel of Developed Property.

6  
7            *Step 1b.* In consultation with the City, determine which Parcels of Developed Property  
8 are Assessed Parcels.

9  
10           *Step 1c.* For all Parcels of Developed Property that are not Assessed Parcels, levy the  
11 Maximum Development Special Tax on Leasehold Interests in such Parcels. Any Remainder  
12 Special Taxes collected shall be applied pursuant to the Financing Plan.

13  
14           *Step 1d.* For all Assessed Parcels:

15  
16           *Step 1dA.* Determine the amount of the Parcel Increment.

17  
18           *Step 1dB.* If the total amount of Parcel Increment available is equal to or greater than  
19 the total aggregate Maximum Development Special Taxes for all Assessed Parcels, then the  
20 levy on each Assessed Parcel shall be zero (\$0).

21  
22           *Step 1dC.* If the total amount of Parcel Increment available is less than the aggregate  
23 Maximum Development Special Taxes for all Assessed Parcels, the Administrator shall apply  
24 the appropriate sub-step below:  
25

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

16  
17            *Substep 1dC(ii)*. If, after coordination with the City and Port, the Administrator  
18 determines that a breakdown of Parcel Increment on a Parcel-by-Parcel basis cannot be  
19 provided in time for submission of the Special Tax levy, the Administrator shall determine the  
20 net tax levy on the Leasehold Interest in each Assessed Parcel (the “Net Assessed Parcel  
21 Tax Levy”) by subtracting from the Maximum Development Special Tax for each Assessed  
22 Parcel a pro rata share of the Parcel Increment, with such pro rata share determined based  
23 on each Assessed Parcel’s Maximum Development Special Tax as a percentage of the  
24 aggregate Maximum Development Special Tax for all Assessed Parcels in the STD. The  
25 Administrator shall levy on the Leasehold Interest in each Assessed Parcel the Net Assessed

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

3

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

8

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

15

16 **2. Office Special Tax**

17

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

21

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

25

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

7  
8            **3.        Shoreline Special Tax**

9  
10           Each Fiscal Year, the Administrator shall determine the Shoreline Special Tax  
11 Requirement for the Fiscal Year, and the Shoreline Special Tax shall be levied according to  
12 the steps outlined below:

13  
14           *Step 1.*        Levy the Maximum Shoreline Special Tax on Leasehold Interests in each  
15 Taxable Parcel of Developed Property. Any Remainder Special Taxes collected shall be  
16 applied pursuant to the Financing Plan.

17  
18           *Step 2.*        After the First Bond Sale, if additional revenue is needed after Step 1 in  
19 order to meet the Shoreline Special Tax Requirement after Capitalized Interest has been  
20 applied to reduce the Shoreline Special Tax Requirement, the Shoreline Special Tax shall be  
21 levied Proportionately on Leasehold Interests in each Taxable Parcel of Undeveloped  
22 Property, in an amount up to 100% of the Maximum Shoreline Special Tax for Leasehold  
23 Interests in each Taxable Parcel of Undeveloped Property for such Fiscal Year.

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25           **4.        Contingent Services Special Tax**

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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

1 Leasehold Interest in a Taxable Parcel in a Fiscal Year be increased by more than ten percent  
2 (10%) of the respective Maximum Development Special Tax, Maximum Office Special Tax, or  
3 Maximum Shoreline Special Tax for that Parcel (or such lesser amount required by the CFD  
4 Law) as a consequence of delinquency or default in payment of Special Taxes levied on  
5 Leasehold Interests in another Parcel(s) in the STD (the "Delinquency Levy").

6

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

13

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

22

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

25

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

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5           **H.   EXEMPTIONS**

6  
7           Notwithstanding any other provision of this RMA, no Special Taxes will be levied on fee  
8 simple interests in the STD, including Tax-Exempt Port Parcels.

9  
10          **I.   INTERPRETATION OF SPECIAL TAX FORMULA**

11  
12          The City may interpret, clarify, and revise this RMA to correct any inconsistency,  
13 vagueness, or ambiguity, by resolution or ordinance, as long as such interpretation,  
14 clarification, or revision does not materially affect the levy and collection of the Special Taxes  
15 and any security for any Bonds.

16  
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18          **J.   SPECIAL TAX APPEALS**

19  
20          Any Taxpayer who wishes to challenge the accuracy of computation of the Special  
21 Taxes in any Fiscal Year may file an application with the Administrator. The Administrator, in  
22 consultation with the City Attorney, shall promptly review the Taxpayer’s application. If the  
23 Administrator concludes that the computation of the Special Taxes was not correct, the  
24 Administrator shall correct the Special Tax levy and, if applicable in any case, a refund shall  
25 be granted. If the Administrator concludes that the computation of the Special Taxes was



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

3

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

6

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

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**ATTACHMENT 1**

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

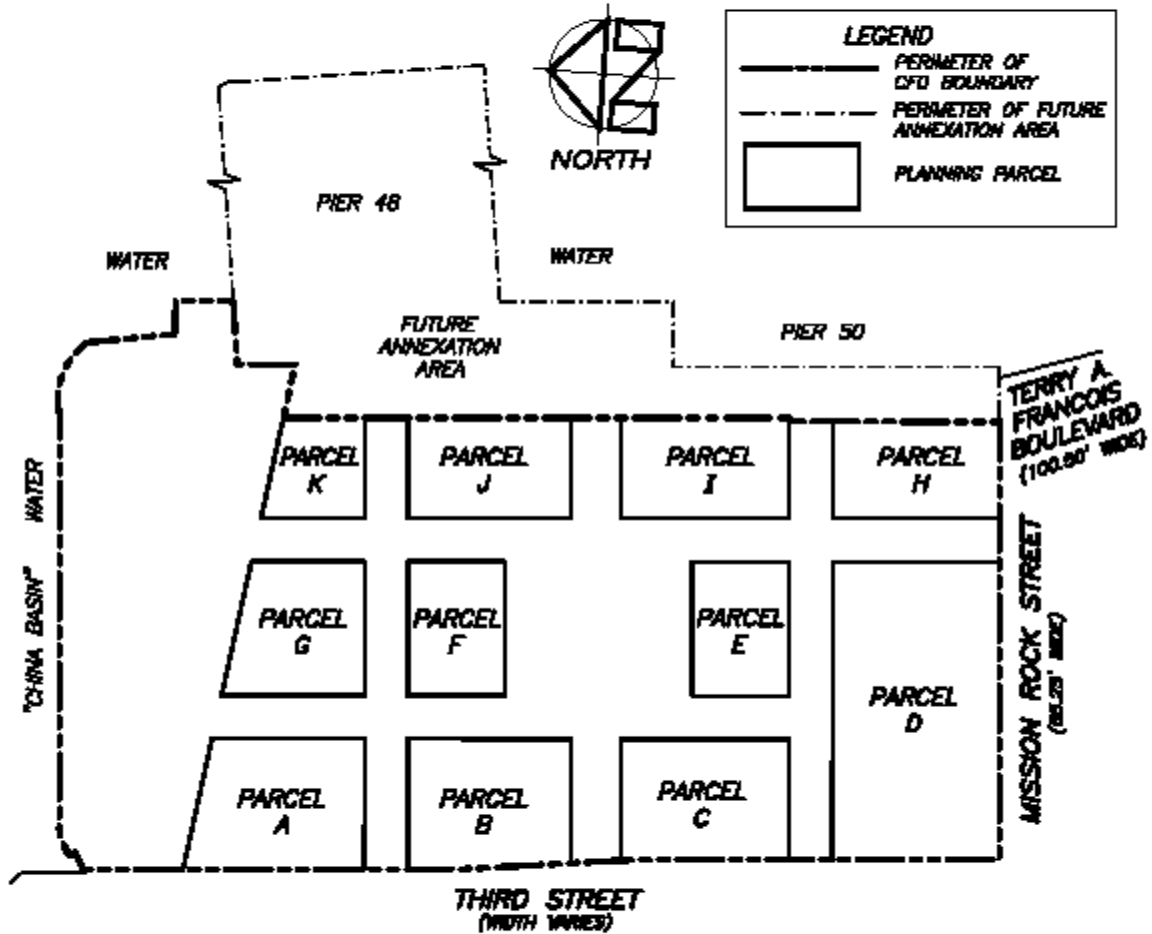
**IDENTIFICATION OF PLANNING PARCELS**

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**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  
859 HARRISON STREET, SUITE 200  
San Francisco, California 94107  
0-9859E\_EXHIBIT-OF-2\_BMY.dwg  
JANUARY 31, 2020

**ATTACHMENT 2**

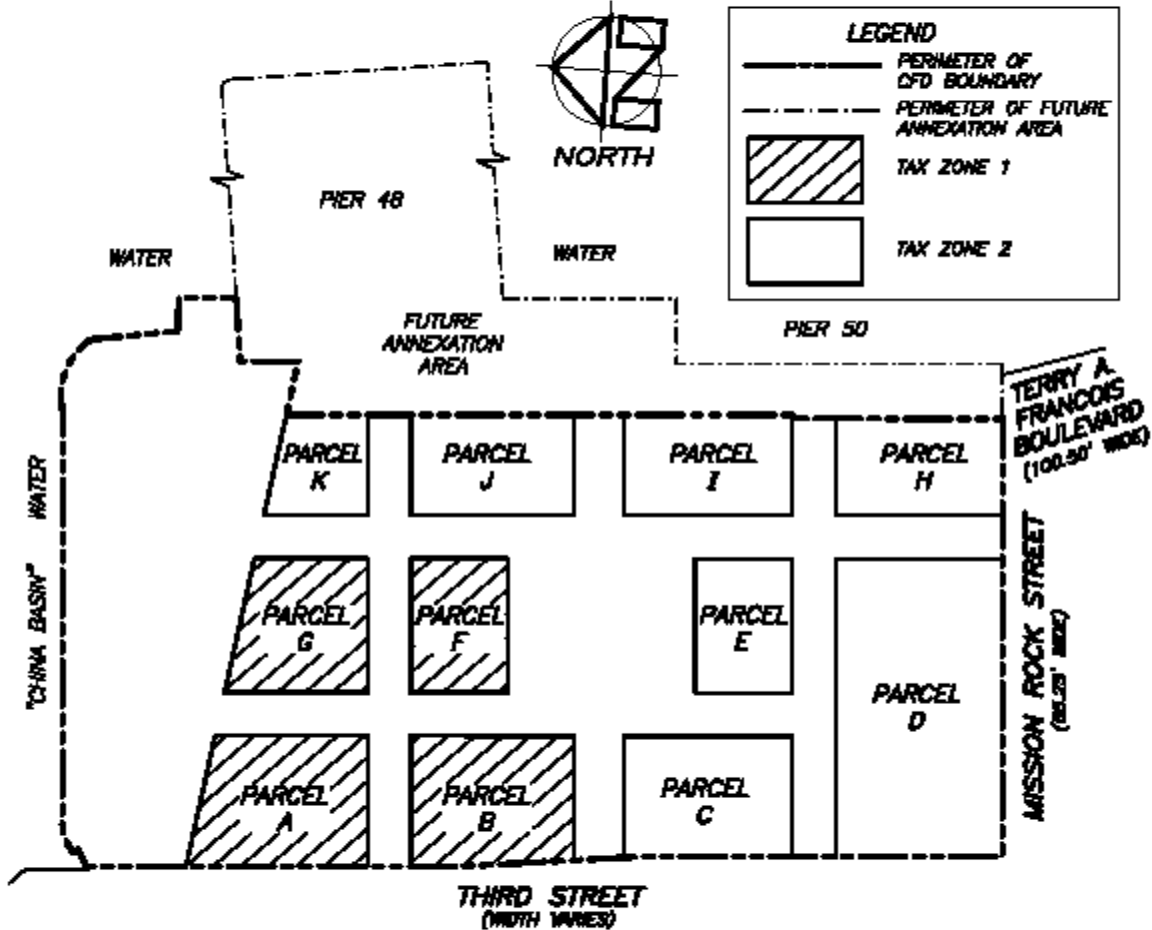
**CITY AND COUNTY OF SAN FRANCISCO  
SPECIAL TAX DISTRICT NO. 2020-1  
(MISSION ROCK FACILITIES AND SERVICES)**

**IDENTIFICATION OF TAX ZONES**

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**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. FION ASSOCIATES, INC.  
 Land Surveyors  
 850 HARRISON STREET, SUITE 200  
 San Francisco, California 94107  
 0-9889E\_EXHIBIT-CFD\_BNDY.dwg  
 JANUARY 31, 2020

1 **ATTACHMENT 3**

2 **City and County of San Francisco**

3 **Special Tax District No. 2020-1**

4 **(Mission Rock Facilities and Services)**

5

6 **Expected Land Uses, Expected Maximum Development Special Tax Revenues,**

7 **Expected Maximum Office Special Tax Revenues, and**

8 **Expected Maximum Shoreline Special Tax Revenues**

9

10 <b>Planning</b>	11 <b>Parcel</b>	12 <b>Expected</b>	13 <b>Land</b>	14 <b>Expected</b>	15 <b>Square</b>	16 <b>Expected</b>	17 <b>Maximum</b>	18 <b>Expected</b>	19 <b>Maximum</b>	20 <b>Expected</b>	21 <b>Maximum</b>	22 <b>Expected</b>	23 <b>Maximum</b>	24 <b>Shoreline</b>	25 <b>Special Tax</b>
			<b>Uses</b>		<b>Footage</b>		<b>Development</b>		<b>Office</b>		<b>Special Tax</b>		<b>Revenues</b>		<b>Revenues</b>
							<b>Revenues</b>		<b>Revenues</b>		<b>Revenues</b>		<b>Revenues</b>		<b>Revenues</b>
							<b>(FY 2019-20)*</b>		<b>(FY 2019-20)*</b>		<b>(FY 2019-20)*</b>		<b>(FY 2019-20)*</b>		<b>(FY 2019-20)*</b>
<b><i>Tax Zone 1</i></b>															
	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						

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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
<b>Tax Zone 2</b>					
Parcel C	Market Rate Residential Square Footage	0	\$0	\$0	\$0
	Office Square Footage	355,000	\$2,307,500	\$571,550	\$646,100

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<b>Planning Parcel</b>	<b>Expected Land Uses</b>	<b>Expected Square Footage</b>	<b>Expected Maximum Development Special Tax Revenues (FY 2019-20)*</b>	<b>Expected Maximum Office Special Tax Revenues (FY 2019-20)*</b>	<b>Expected Maximum Shoreline Special Tax Revenues (FY 2019-20)*</b>
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



1	Planning	Expected	Expected	Expected	Expected	Expected
2	Parcel	Land	Square	Maximum	Maximum	Maximum
3		Uses	Footage	Development	Office	Shoreline
4				Special Tax	Special Tax	Special Tax
5				Revenues	Revenues	Revenues
6				(FY 2019-20)*	(FY 2019-20)*	(FY 2019-20)*
7		Office Square Footage	152,000	\$988,000	\$244,720	\$276,640
8						
9	Parcel J	Market Rate Residential Square Footage	0	\$0	\$0	\$0
10						
11		Office Square Footage	152,000	\$988,000	\$244,720	\$276,640
12						
13						
14	Parcel K	Market Rate Residential Square Footage	62,400	\$535,392	\$0	\$0
15						
16		Office Square Footage	49,999	\$324,994	\$80,498	\$90,998
17						
18						
19	<b>TOTAL EXPECTED REVENUES (FY2019-20)</b>			<b>\$13,904,280</b>	<b>\$2,575,611</b>	<b>\$2,705,932</b>

\*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.