File	No.	200122

Committee Item No.		
Board Item No.	18	

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Board of Su	pervisors Meeting	Date: Date:	April 14, 2020
Cmte Boar	[.] d		
	Motion Resolution Ordinance Legislative Digest Budget and Legislative Analys Youth Commission Report Introduction Form Department/Agency Cover Lett MOU Grant Information Form Grant Budget Subcontract Budget Contract/Agreement Form 126 – Ethics Commission Award Letter Application Public Correspondence	er and/	
OTHER			
	Draft CFD Ballot Envelope Draft CFD Ballot Draft CFD Canvass		
Prepared by: Lisa Lew Date: April 3, 2020 Prepared by: Date:			

25

[Calling Special Election - Special Tax District No. 2020-1 (Mission Rock Facilities and Services)]

Resolution calling a special election in the City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services); and determining other matters in connection therewith, as defined herein.

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

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

WHEREAS, The Port collaborated with the State Lands Commission and the Legislature, resulting in an amendment of the Burton Act to lift or suspend its statutory trust use restrictions that impede the Port's ability to realize the development potential of Port

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

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

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

WHEREAS, Under the DDA, (i) the Master Developer is responsible for master development of the Project Site, including construction of public infrastructure, (ii) the Port and Master Developer will enter into a master lease for all of the Project Site, (iii) the Port will convey development parcels to vertical developers and those parcels will be released from the master lease, and (iv) the Port may enter into a separate lease with the Master Developer (or an affiliate of Master Developer) for development of Pier 48; and

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

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

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

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

WHEREAS, On April 7, 2020, the Board adopted a resolution (which resolution was signed by the Mayor on ______, 2020) entitled "Resolution of formation of the City

and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services) and a future annexation area; determining other matters in connection therewith, as defined herein; and making findings under the California Environmental Quality Act" ("Resolution of Formation"), ordering the formation of the "City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services)" ("Special Tax District") and a future annexation area, authorizing the levy of special taxes on property within the Special Tax District and preliminarily establishing an appropriations limit for the Special Tax District, all pursuant to the Code; and

WHEREAS, In the Resolution of Formation, the Board made certain findings under CEQA about the FEIR for the disposition and development of the Project Site, and those findings are incorporated in this Resolution as if set forth in their entirety herein; and

WHEREAS, On April 7, 2020, the Board also adopted a resolution (which resolution was signed by the Mayor on ______, 2020) entitled "Resolution determining necessity to incur bonded indebtedness and other debt in an aggregate principal amount not to exceed \$3,700,000,000 for the City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services); and determining other matters in connection therewith, as defined herein" ("Resolution Determining Necessity"), determining the necessity to incur bonded indebtedness and other debt (as defined in the Mello-Roos Act) in one or more series in the maximum aggregate principal amount of \$3,700,000,000 (to be calculated as set forth therein) upon the security of certain special taxes to be levied within the Special Tax District pursuant to the Code; and

WHEREAS, Pursuant to the provisions of the Resolution of Formation and the Resolution Determining Necessity, the propositions of the levy of the special taxes, the establishment of the appropriations limit and the incurring of bonded indebtedness and other debt shall be submitted to the qualified electors of the Special Tax District as required by the

provisions of the Code; now, therefore, be it

RESOLVED, That pursuant to Sections 53326, 53351 and 53325.7 of the Mello-Roos Act, the issues of the levy of the special taxes, the incurring of bonded indebtedness and other debt (as defined in the Mello-Roos Act) and the establishment of the appropriations limit shall be submitted to the qualified electors (as defined below) of the Special Tax District at an election called therefor as provided below; and, be it

FURTHER RESOLVED, That the Board hereby calls a special election in the Special Tax District to consider the propositions of the levy of the special taxes, the establishment of the appropriations limit and the incurring of the bonded indebtedness and other debt for the Special Tax District, which election shall be held and canvassed on April 20, 2020, and the results thereof declared at the meeting of the Board on April 21, 2020; and, be it

FURTHER RESOLVED, The Director, Department of Elections of the City and County of San Francisco is hereby designated as the official to conduct the election and to receive all ballots until 3:00 p.m. on the election date, and it is hereby acknowledged that the Clerk of the Board and the Director, Department of Elections have on file the Resolution of Formation, a certified map of the boundaries of the Special Tax District, and a sufficient description to allow the Director, Department of Elections to determine the electors of the Special Tax District, and pursuant to Mello-Roos Act, Section 53327, the election shall be conducted by messenger or mail-delivered ballot pursuant to California Elections Code, Section 4000, except that Mello-Roos Act, Sections 53326 and 53327 Act shall govern for purposes of determining the date of election; and, be it

FURTHER RESOLVED, That the Director, Department of Elections has reported that there were no registered voters in the boundaries of the proposed Special Tax District as of February 3, 2020, and in reliance on such report, the Board hereby finds that fewer than 12 persons have been registered to vote within the territory of the Special Tax District for each of

the 90 days preceding the close of the public hearings heretofore conducted and concluded by the Board for the purposes of these proceedings; and, be it

FURTHER RESOLVED, Accordingly, and pursuant to Section 53326 of the Mello-Roos Act, the Board finds that, for these proceedings, the qualified electors are the landowners (as defined in the Mello-Roos Act) within the Special Tax District and that the vote shall be by such landowners as of the close of the public hearings or their authorized representatives, each having one vote for each acre or portion thereof such landowner owns in the Special Tax District not exempt from the special taxes; and, be it

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

FURTHER RESOLVED, That as authorized by Section 53353.5 of the Mello-Roos Act, the three propositions described above shall be combined into a single ballot measure, the

form of which is attached hereto as Exhibit "A" and by this reference incorporated herein and the form of ballot is hereby approved (subject to amendment by the Election Official in accordance with applicable provisions of law); the Election Official is hereby authorized and directed to cause a ballot, in substantially the form of Exhibit "A" (subject to amendment by the Election Official in accordance with applicable provisions of law) to be delivered to each of the qualified electors of the Special Tax District; each ballot shall indicate the number of votes to be voted by the respective landowner to which the ballot pertains; each ballot shall be accompanied by all supplies and written instructions necessary for the use and return of the ballot; the envelope to be used to return the ballot shall be enclosed with the ballot, shall have the return postage prepaid, and shall contain the following: (a) the name and address of the landowner, (b) a declaration, under penalty of perjury, stating that the voter is the owner of record or authorized representative of the landowner entitled to vote and is the person whose name appears on the envelope, (c) the printed name, signature and address of the voter, (d) the date of signing and place of execution of the declaration pursuant to clause (b) above, and (e) a notice that the envelope contains an official ballot and is to be opened only by the canvassing board of the election; and, be it

FURTHER RESOLVED, That the Board hereby further finds that the provisions of Mello-Roos Act, Section 53326, requiring a minimum of 90 days following the adoption of the Resolution of Formation to elapse before the special election are for the protection of the qualified electors of the Special Tax District, and there is on file with the Clerk of the Board and the Director, Department of Elections a written waiver executed by all of the qualified electors of the Special Tax District allowing for a shortening of the time for the special election to expedite the process of formation of Special Tax District and waiving any requirement for notice, analysis and arguments in connection with the election, and accordingly, the Board finds and determines that the qualified electors have been fully apprised of and have agreed

to the shortened time for the election and waiver of analysis and arguments, and have thereby been fully protected in these proceedings, and the Board also finds and determines that the Director, Department of Elections has concurred in the shortened time for the election; and, be it

FURTHER RESOLVED, That analysis and arguments with respect to the ballot measures are hereby waived, as provided in Mello-Roos Act, Section 53327; and, be it

FURTHER RESOLVED, That the Board hereby finds that the measure described above as it relates to the issuance of bonds and other debt constitutes a "local bond measure" within the meaning of Sections 53410, et seq. of the California Government Code; as a result, the bond measure shall include the following: (a) the specific purpose of the bonds shall be as set forth in the measures; (b) any proceeds received from the sale of any bonds or other debt shall be applied only to the purposes set forth in the measures; (c) the proceeds of any bonds or other debt shall be deposited into special accounts to be created therefor as part of the issuance of the bonds or the incurrence of other debt; and (d) the City shall cause a report to be prepared annually under Section 53411 of the Government Code; and, be it

FURTHER RESOLVED, That pursuant to Section 50075.1 of the Government Code, the following accountability provisions shall apply to the special taxes: (a) the provision and/or acquisition of the Facilities, the provision of the Services and the incidental costs thereof, all as defined in the Resolution of Formation, shall constitute the specific single purpose; (b) the proceeds shall be applied only to the specific purposes identified in the preceding clause (a); (c) there shall be created special account(s) or funds(s) into which the proceeds shall be deposited; and (d) there shall be caused to be prepared an annual audit and report of the Special Tax District under Section 50075.3 of the Government Code; and, be it

FURTHER RESOLVED, That if any section, subsection, sentence, clause, phrase, or word of this Resolution, or any application thereof to any person or circumstance, is held to be

invalid or unconstitutional by a decision of a court of competent jurisdiction, such decision shall not affect the validity of the remaining portions or applications of this Resolution, the Board hereby declaring that it would have passed this Resolution and each and every section, subsection, sentence, clause, phrase, and word not declared invalid or unconstitutional without regard to whether any other portion of this Resolution or application thereof would be subsequently declared invalid or unconstitutional; and, be it

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

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

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

APPROVED AS TO FORM:

DENNIS J. HERRERA, City Attorney

By:

MARK D. BLAKE

Deputy City Attorney

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EXHIBIT A

FORM OF BALLOT

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

OFFICIAL BALLOT

SPECIAL TAX ELECTION

This ballot is for a special, landowner election. You must return this ballot in the enclosed postage paid envelope to the office of the Director, Department of Elections of the City and County of San Francisco no later than the hour of 2:00 p.m. on April 20, 2020, either by mail or in person. However, if all the qualified voters have voted, the election may be closed with the concurrence of the Director of Elections of the City and County of San Francisco. The office of the Director of Elections of the City and County of San Francisco is located at 1 Dr. Carlton B. Goodlett Place, San Francisco, California 94102.

To vote, mark a cross (X) on the voting line after the word "YES" or after the word "NO". All marks otherwise made are forbidden. All distinguishing marks are forbidden and make the ballot void.

If you wrongly mark, tear, or deface this ballot, return it to the Director of Elections of the City and County of San Francisco and obtain another.

Shall the following measure be adopted: authorizing the City and County of San Francisco ("City") to (i) levy special taxes solely on lands within City and County of San Francisco Special Tax District

No. 2020-1 (Mission Rock Facilities and Services) ("Special Tax District") in accordance with and for the duration set forth in the rate and method contained in the resolution of the Board of Supervisors establishing the Special Tax District ("Formation Resolution"), commencing in the City's fiscal year 2020-21 (with annual escalation thereafter), to pay for the facilities, services and incidental expenses specified in the Formation Resolution, to pay debt service on bonds and other debt ("bonds") of the Special Tax District and to pay the costs of the City in administering the Special Tax District, which special taxes, if levied at the maximum rate and assuming full build-out of the properties in the Special Tax District at the time of formation, is anticipated to raise \$19,569,540, in fiscal year 2020-21 (with annual escalation thereafter); (ii) establish an annual appropriations limit for the Special Tax District in the amount of \$3,700,000,000; and (iii) issue bonds in one or more series for the Special Tax District in the maximum aggregate principal amount of \$3,700,000,000 (calculated in accordance with the resolution of the Board of Supervisors declaring the necessity for such bonds), with interest at a rate or rates not to exceed the maximum interest rate permitted by law at the time of sale of such bonds on behalf of the Special Tax District, the proceeds of which bonds will be used to acquire and/or construct certain facilities, reimburse certain costs of the facilities paid prior to the date of issuance of the bonds, and pay for the costs of issuing the bonds and incidental expenses?

1	
2	YES:
3	NO:
4	
5	By execution in the space provided below, you also indicate your waiver of (i) the time limit
6	pertaining to the conduct of the election, (ii) any requirement for analysis and arguments with
7	respect to the ballot measure, and (iii) any irregularity in the proceedings that may be claimed
8	as a result of the application of such waivers.
9	Assessor's Parcel Number(s):
10	Acreage: Number of Votes:
11	realistics of votes.
12	
13	[Property Owner Name]
14	By: Name:
15	Title:
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Landowner and Voter:
City and County of San Francisco,
acting by and through the San Francisco Port Commission
Attn: Elaine Forbes
Executive Director
Pier 1, The Embarcadero
San Francisco, CA 94111

To: CITY AND COUNTY OF SAN FRANCISCO DEPARTMENT OF ELECTIONS 1 Dr. Carlton B. Goodlett Place, Room 48 San Francisco, CA 94102 Attn: John Arntz, Director

I hereby declare under penalty of perjury that the voter listed on the enclosed ballot is the owner of record or the authorized representative of the landowner entitled to vote said ballot.

Executed onat	, 20 , California.
By:	
Бу	
Name:	

Attention: This envelope contains an official ballot and is to be opened only by the canvassing board with respect to the City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services) special election to be held on April 20, 2020.

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

OFFICIAL BALLOT SPECIAL TAX ELECTION

This ballot is for a special, landowner election. You must return this ballot in the enclosed postage paid envelope to the office of the Director, Department of Elections of the City and County of San Francisco no later than the hour of 2:00 p.m. on April 20, 2020, either by mail or in person. However, if all the qualified voters have voted, the election may be closed with the concurrence of the Director of Elections of the City and County of San Francisco. The office of the Director of Elections of the City and County of San Francisco is located at 1 Dr. Carlton B. Goodlett Place, San Francisco, California 94102.

To vote, mark a cross (X) on the voting line after the word "YES" or after the word "NO".

All marks otherwise made are forbidden. All distinguishing marks are forbidden and make the ballot void.

If you wrongly mark, tear, or deface this ballot, return it to the Director of Elections of the City and County of San Francisco and obtain another.

Shall the following measure be adopted: authorizing the City and County of San Francisco ("City") to (i) levy special taxes solely on lands within City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services) ("Special Tax District") in accordance with and for the duration set forth in the rate and method contained in the

resolution of the Board of Supervisors establishing the Special Tax District ("Formation Resolution"), commencing in the City's fiscal year 2020-21 (with annual escalation thereafter), to pay for the facilities, services and incidental expenses specified in the Formation Resolution, to pay debt service on bonds and other debt ("bonds") of the Special Tax District and to pay the costs of the City in administering the Special Tax District, which special taxes, if levied at the maximum rate and assuming full build-out of the properties in the Special Tax District at the time of formation, is anticipated to raise \$19,569,540 in fiscal year 2020-21 (with annual escalation thereafter); (ii) establish an annual appropriations limit for the Special Tax District in the amount of \$3,700,000,000; and (iii) issue bonds in one or more series for the Special Tax District in the maximum aggregate principal amount of \$3,700,000,000 (calculated in accordance with the resolution of the Board of Supervisors declaring the necessity for such bonds), with interest at a rate or rates not to exceed the maximum interest rate permitted by law at the time of sale of such bonds on behalf of the Special Tax District, the proceeds of which bonds will be used to acquire and/or construct certain facilities, reimburse certain costs of the facilities paid prior to the date of issuance of the bonds, and pay for the costs of issuing the bonds and incidental expenses?

YES:	
NO:	

By execution in the space provided below, you also indicate your waiver of (i) the time limit pertaining to the conduct of the election, (ii) any requirement for analysis and arguments with respect to the ballot measure, and (iii) any irregularity in the proceedings that may be claimed as a result of the application of such waivers.

Assessor's Parcel Number(s): 8719A-002

Number of Acres: 19.34 Number of Votes: 20

CITY AND COUNTY OF SAN FRANCISCO, ACTING BY AND THROUGH THE SAN FRANCISCO PORT COMMISSION

By: _____

Elaine Forbes
Executive Director
San Francisco Port Commission

CANVASS AND STATEMENT OF RESULT OF ELECTION CITY AND COUNTY OF SAN FRANCISCO

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

I hereby certify as follows: that (i) I canvassed the returns of the special election held on April 20, 2020, in City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services) (the "Special Tax District"), (ii) the canvass was conducted in accordance with applicable law, and (iii) the ballot measure, the qualified number of votes, the total number of votes cast in the Special Tax District and the total number of votes cast for and against the ballot measure are as follows and are full, true and correct:

BALLOT MEASURE: Shall the following measure be Yes: adopted: authorizing the City and County of San Francisco ("City") to (i) levy special taxes solely on lands within City No: and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services) ("Special Tax District") in accordance with and for the duration set forth in the rate and method contained in the resolution of the Board of Supervisors establishing the Special Tax District ("Formation Resolution"), commencing in the City's fiscal year 2020-21 (with annual escalation thereafter), to pay for the facilities, services and incidental expenses specified in the Formation Resolution, to pay debt service on bonds and other debt ("bonds") of the Special Tax District and to pay the costs of the City in administering the Special Tax

District, which special taxes, if levied at the maximum rate and assuming full build-out of the properties in the Special Tax District at the time of formation, is anticipated to raise \$19,569,540 in fiscal year 2020-21 (with annual escalation thereafter); (ii) establish an annual appropriations limit for the Special Tax District in the amount of \$3,700,000,000; and (iii) issue bonds in one or more series for the Special Tax District in the maximum aggregate principal amount of \$3,700,000,000 (calculated in accordance with the resolution of the Board of Supervisors declaring the necessity for such bonds), with interest at a rate or rates not to exceed the maximum interest rate permitted by law at the time of sale of such bonds on behalf of the Special Tax District, the proceeds of which bonds will be used to acquire and/or construct certain facilities, reimburse certain costs of the facilities paid prior to the date of issuance of the bonds, and pay for the costs of issuing the bonds and incidental expenses?

Qualified Votes	Votes Cast	YES	NO
20			

IN WITNESS WHEREOF, I HAVE HEF	REUNTO SET MY HAND this day of,
	CITY AND COUNTY OF SAN FRANCISCO
	By:

Office of the Mayor San Francisco



LONDON N. BREED MAYOR

SANTKANCISCO

TO:

Angela Calvillo, Clerk of the Board of Supervisors

FROM:

Sophia Kittler

RE:

Resolution Calling Special Election – Mission Rock STD No. 2020-1

DATE:

Tuesday, March 3, 2020

Resolution calling a special election in the City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services); and determining other matters in connection therewith, as defined herein.

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