

1 [Resolution Adopting Conflict of Interest Code, Establishing Regular Meeting, Adopting
2 Guidelines for California Environmental Quality Act Implementation, Appointing Chairperson
3 and Vice-Chairperson, and Approving Bylaws for San Francisco Downtown Revitalization and
4 Economic Recovery Financing District]

5 **Resolution of the San Francisco Downtown Revitalization and Economic Recovery**
6 **Financing District adopting a Conflict of Interest Code, establishing a regular meeting**
7 **date, adopting the State of California’s Guidelines for the Implementation of the**
8 **California Environmental Quality Act, appointing the Chairperson and Vice-**
9 **Chairperson, approving bylaws, and determining other matters in connection**
10 **therewith.**

11 WHEREAS, The Board of Supervisors of the City and County of San Francisco (“City”)
12 is authorized to initiate the process to establish a downtown revitalization and economic
13 recovery financing district pursuant to Division 8 of Title 6 of the California Government Code,
14 commencing with Section 62450 (“Downtown Revitalization Law”); and

15 WHEREAS, A downtown revitalization and economic recovery financing district is a
16 legally constituted governmental entity separate and distinct from the City established for the
17 sole purpose of financing commercial-to-residential conversion projects or other projects of
18 communitywide significance in downtown San Francisco (as defined in Government Code
19 Section 62450(h)) that support downtown revitalization and economic recovery; and

20 WHEREAS, On June 3, 2025, the Board of Supervisors adopted Resolution No. 279-
21 25, signed by the Mayor on June 12, 2025, declaring its intention to establish the San
22 Francisco Downtown Revitalization and Economic Recovery Financing District (“Downtown
23 Revitalization District”) to finance commercial-to-residential conversion projects of
24 communitywide significance that provide significant benefits to the Downtown Revitalization
25

1 District or the City with incremental tax revenues generated by commercial-to-residential
2 conversion projects within Downtown Revitalization District; and

3 WHEREAS, The Board of Supervisors established the Board of Directors of the San
4 Francisco Downtown Revitalization and Economic Recovery District ("Board of Directors") to
5 act as the governing board for the Downtown Revitalization District pursuant to Ordinance No.
6 082-25, adopted on June 10, 2025, and signed by the Mayor on June 12, 2025 ("Ordinance
7 Establishing Board of Directors"); and

8 WHEREAS, the Directors of the Board of Directors were appointed in accordance with
9 Government Code Section 62452; and

10 WHEREAS, The Legislature has determined in the Downtown Revitalization Law that
11 the creation of the Downtown Revitalization District and the adoption of the Downtown
12 Revitalization Financing Plan shall not be deemed a "project" for purposes of the California
13 Environmental Quality Act (Division 13 (commencing with Section 21000) of the Public
14 Resources Code; and

15 WHEREAS, The Political Reform Act, Government Code Section 81000, et seq.,
16 requires every state or local government agency to adopt and promulgate a conflict of interest
17 code; and

18 WHEREAS, The Fair Political Practices Commission has adopted a regulation, 2 Cal.
19 Code of Regulations Section 18730, setting forth the terms of a standard model conflict of
20 interest code, which can be incorporated by reference, and which will be amended by the Fair
21 Political Practices Commission to conform to any amendments in the Political Reform Act
22 after public notice and hearing pursuant to the Administrative Procedures Act, Government
23 Code Section 11370, et seq.; and

24 WHEREAS, Incorporation by reference of the terms of the aforementioned regulation
25 and amendments to it as the conflict of interest code of the Board of Directors will minimize

1 the actions required to keep the Board of Directors' conflict of interest code in conformity with
2 state statutes and regulations; and

3 WHEREAS, The California Environmental Quality Act ("CEQA") requires the Board of
4 Directors to adopt, by resolution or rule, objectives, criteria, and procedures for the evaluation
5 of projects and the preparing of environmental impact reports and negative declarations
6 (Public Resources Code Section 21082; 14 California Administrative Code Section 15022);
7 and

8 WHEREAS, For purposes of adopting procedures to implement CEQA, Section
9 15022(d) of Title 14 of the California Administrative Code authorizes the Board of Directors to
10 adopt the State CEQA Guidelines through incorporation by reference; and

11 WHEREAS, The Board of Directors desires to adopt the State CEQA Guidelines
12 through incorporation by reference; and

13 WHEREAS, Pursuant to California Government Code Section 54954, the Board of
14 Directors must establish the time and place for holding its regular meetings; and

15 WHEREAS, The Board of Directors also wishes to appoint the Chairperson and Vice-
16 Chairperson of the Board of Directors; now, therefore, be it

17 RESOLVED, That the Board of Directors hereby finds that the recitals are true and
18 correct; and, be it

19 FURTHER RESOLVED, That the terms of 2 Cal. Code of Regulations Section 18730,
20 and any amendments thereof duly adopted by the Fair Political Practices Commission, are
21 hereby adopted by reference as the Conflict of Interest Code of the Board of Directors and the
22 Downtown Revitalization District ("Conflict Code"); and, be it

23 FURTHER RESOLVED, That the list of designated officials and disclosure categories
24 specified in Exhibit A hereto and hereby incorporated herein is hereby adopted as the
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1 Appendix of designated employees and disclosure categories referred to in 2 Cal. Code of
2 Regulations Section 18730(b)(2); and, be it

3 FURTHER RESOLVED, That the Conflict Code shall become effective upon the
4 adoption by the Board of Directors of a resolution or ordinance approving the Downtown
5 Revitalization Plan pursuant to California Government Code Section 62458; and, be it,

6 FURTHER RESOLVED, That the Board of Directors hereby adopts the State CEQA
7 Guidelines, found at 14 California Administrative Code sections 15000 et seq., as the same
8 may be amended from time to time, as the procedures of the Board of Directors and the
9 Downtown Revitalization District to implement CEQA pursuant to Section 21082 of the Public
10 Resources Code and Section 15022 of Title 14 of the California Code of Regulations; and, be
11 it

12 FURTHER RESOLVED, That the Board of Directors hereby approves the Bylaws
13 attached hereto as Exhibit B; such Bylaws may be amended from time to time by the Board of
14 Directors; and, be it

15 FURTHER RESOLVED, That the Board of Directors shall hold its regular annual
16 meetings on the second Thursday in May at 2:00 p.m. (or such other date and time specified
17 in a resolution of the Board of Directors), beginning on May 14, 2026; provided, however, that
18 if no agenda of a regular meeting of the Board of Directors is posted at least 72 hours before
19 the time of that regular meeting, then that regular meeting is cancelled; and, be it

20 FURTHER RESOLVED, That the Chair of the Board of Directors, in coordination with
21 the Executive Director, shall determine the date, time and location of any additional meetings
22 or public hearings as may be deemed necessary from time to time, provided that the meeting
23 agenda is posted at least 72 hours before the time of that meeting and that all required public
24 notice under the Downtown Revitalization Law and Administrative Code Article XLIX is
25 provided; and, be it

1 FURTHER RESOLVED, That the Board of Directors hereby appoints the Chairperson
2 ("Chair") and Vice-Chairperson ("Vice-Chair") of the Board of Directors:

3 (a) Danny Sauter shall be the Chair of the Board of Directors through June 30, 2026 and the
4 Chair of the Board of Directors shall be appointed annually thereafter by the Board of
5 Directors on or before June 30 of each calendar year,

6 (b) Bilal Mahmood shall be the Vice-Chair of the Board of Directors through June 30, 2026,
7 and the Vice-Chair of the Board of Directors shall be appointed annually thereafter by the
8 Board of Directors on or before June 30 of each calendar year; and, be it

9 FURTHER RESOLVED, That if any section, subsection, sentence, clause, phrase, or
10 word of this Resolution, or any application thereof to any person or circumstance, is held to be
11 invalid or unconstitutional by a decision of a court of competent jurisdiction, such decision
12 shall not affect the validity of the remaining portions or applications of this Resolution, this
13 Board of Directors hereby declaring that it would have passed this Resolution and each and
14 every section, subsection, sentence, clause, phrase, and word not declared invalid or
15 unconstitutional without regard to whether any other portion of this Resolution or application
16 thereof would be subsequently declared invalid or unconstitutional; and, be it

17 FURTHER RESOLVED, That the Chair, the Vice Chair, the Executive Director, the
18 Treasurer and the Secretary, or the designees of any of the foregoing, are hereby authorized,
19 for and in the name of and on behalf of the Downtown Revitalization District, to do any and all
20 things and take any and all actions which they, or any of them, may deem necessary or
21 advisable in order to effectuate the purposes of this Resolution; provided however that any
22 such actions be solely intended to further the purposes of this Resolution, and are subject in
23 all respects to the terms of the Resolution; and, be it

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

4 FURTHER RESOLVED, That this Resolution shall take effect upon its adoption.
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2 EXHIBIT A

3 SAN FRANCISCO

4 DOWNTOWN REVITALIZATION AND ECONOMIC RECOVERY FINANCING DISTRICT

5 LIST OF DESIGNATED OFFICIALS

6 AND DISCLOSURE CATEGORIES

7 Directors of the Authority

- 8 – Seat 1:
- 9 – Seat 2:
- 10 – Seat 3:
- 11 – Seat 4 (alternate to Seat 1, 2 and 3):
- 12 – Seat 5:
- 13 – Seat 6:

14 Executive Director - Executive Director of the San Francisco Office of Economic and Workforce

15 Development

16 Chair

17 Vice-Chair

18 Secretary - Clerk of the Board of Supervisors

19 Treasurer - Chief Financial Officer of the San Francisco Office of Economic and Workforce

20 Development

EXHIBIT B

**BYLAWS OF
THE BOARD OF DIRECTORS OF THE
SAN FRANCISCO DOWNTOWN REVITALIZATION AND
ECONOMIC RECOVERY FINANCING DISTRICT**

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**BOARD OF DIRECTORS OF THE SAN FRANCISCO
DOWNTOWN REVITALIZATION AND ECONOMIC RECOVERY FINANCING DISTRICT**

BYLAWS

These Bylaws govern the conduct of business by the Board of Directors of the San Francisco Downtown Revitalization and Economic Recovery Financing District ("District").

**ARTICLE I
OFFICES; OBJECTS AND PURPOSES**

Section 1. Establishment of the Board of Directors. The Board of Directors was established by Ordinance No. 82-25, passed by the Board of Supervisors on June 10, 2025, and signed by the Mayor on June 12, 2025 ("Ordinance"). The Ordinance amended Chapter 5 of the City's Administrative Code by adding Article XLIX, comprised of Sections 5.49-1 through 5.49-8, inclusive, as it may be amended from time to time ("Article XLIX").

In accordance with Article XLIX, the Board of Directors came into existence on the date that appointments were made to three of the five seats of the Board of Directors, which occurred on July 15, 2025.

Section 2. Objects and Purposes. The Board of Directors is the governing board for the District.

The purpose of the Board of Directors is to govern the District pursuant to California Government Code Sections 62450 – 62464 ("District Law") and in accordance with Article XLIX. The Board of Directors shall exercise its powers and perform its duties subject to the District Law and Article XLIX. The District Law authorizes the creation of the District to finance commercial-to-residential conversion projects and other projects of communitywide significance in downtown San Francisco that support revitalization and economic recovery using tax revenues generated by opted-in commercial-to-residential conversion projects within the District.

Section 3. Offices. The Board of Directors' principal office shall be 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102, Room 244 ("City Hall"). The Board of Directors may fix and change from time to time the principal office from one location to another within the City by recording the change of address in the meeting minutes and amending these Bylaws.

**ARTICLE II
MEMBERS**

Section 1. Membership. The members of the Board of Directors shall be referred to as Directors. The Board of Directors shall consist of five voting members and one alternate member, as provided in Article XLIX. Appointment of the members of the Board of Directors, including any alternate, and their terms of office shall be governed by Article XLIX. The appointed members and alternate member shall serve four-year terms, except that the initial appointments to seats 3 and 5 shall be for two-year terms. Subsequent appointments to seats 3 and 5 shall be for four-year terms.

The terms of all six members of the Board of Directors shall commence on the date that the Board of Directors comes into existence in accordance with Article XLIX, whether or not all members have been appointed as of that date.

Section 2. Compensation. Directors shall receive no compensation but may receive reimbursement for related expenses in accordance with Article XLIX, except that directors will not receive reimbursement for actual and necessary expenses as allowed in Article XLIX unless these Bylaws are amended to provide for such reimbursement.

Section 3. Vacancies. Any and all vacancies on the Board of Directors shall be filled by action of the President of the Board of Supervisors (seats 1-4) and the Board of Supervisors (seats 5 and 6) in accordance with Article XLIX.

Section 4. Resignation; Termination; Absences. A director's resignation must be in writing and received by the Secretary, and will be effective upon receipt. A director may be removed from the Board of Directors in accordance with Article XLIX. If a member of the Board of Directors in seats 1-4 leaves the Board of Supervisors, then that Supervisor's membership on the Board of Directors, or status as an alternate member, expires creating a vacancy in the seat.

Section 5. Alternate Votes. The alternate member may serve and vote in place of any one of the three members in seats 1-3 who is unavailable due to absence from a meeting, recusal from a specific agenda item, or a vacancy in the seat. The alternate member is otherwise not authorized to vote.

ARTICLE III MEETINGS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place established by resolution of the Board of Directors in accordance with the Brown Act (as described below); provided, however, that if no agenda of a regular meeting of the Board of Directors is posted at least 72 hours before the time of that regular meeting, then that regular meeting shall be deemed cancelled; provided further, however, regular meetings shall be held in City Hall unless otherwise determined by resolution of the Board of Directors. The Board shall seek to reschedule such meeting as soon as practicable thereafter.

Section 2. Special Meetings. Special meetings of the Board of Directors may be held in accordance with the provisions of California Government Code Section 54956. Special meetings may be called by the Chair, in coordination with the Executive Director, or a majority of the directors.

Section 3. Public Meetings; Notice of Meetings. All meetings of the Board of Directors shall be subject to the provisions of the Ralph M. Brown Act, Chapter 9 of Part 1 of Division 2 of Title 5 of the California Government Code ("Brown Act"), Chapter XLIX, and these Bylaws. Notice of meetings of the Board of Directors shall be given in accordance with the Brown Act.

At least 10 days before each meeting of the Board of Directors, including the inaugural meeting, the Board of Directors shall post notice of the public hearing as follows: (i) in an easily identifiable and accessible location on the Board of Directors' website; (ii) at the San Francisco Public Library; and (iii) in a newspaper of general circulation in San Francisco.

Section 4. Agendas. The Chair of the Board of Directors, in coordination with the Executive Director, shall determine the contents of the agenda for meetings. The Secretary shall be responsible for creating the agenda and ensuring that all meeting agendas are posted in accordance with the Brown Act and Article XLIX.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business of the Board of Directors. A majority consists of three members. No action may be taken by the Board of Directors, except upon the affirmative vote of a majority of the directors; provided, however, that less than a quorum may adjourn a meeting to another time and place.

Section 6. Rules of Order. Robert's Rules of Order (as amended and supplemented from time to time) will be used to provide guidance for meetings of the Board of Directors when not inconsistent with these Bylaws and any applicable federal, state and local laws. Failure to follow the parliamentary rules of procedures as prescribed in Robert's Rules of Order shall not invalidate any action taken by the Board of Directors.

Section 7. Public Participation. The Board of Directors shall hold meetings open to the public in full compliance with state and local laws, unless all or a portion of such meeting is to be held as a closed session in accordance with the Brown Act and local laws.

Every agenda for a public meeting of the Board of Directors shall provide an opportunity for members of the public to directly address the Board of Directors on items of interest to the public that are within the subject matter jurisdiction of the Board of Directors. While the Board of Directors is in public session the Chair may limit the time period for public comment consistent with state and local law.

ARTICLE IV OFFICERS

Section 1. Chair. The Board of Directors shall elect a Chairperson ("Chair") at least annually. The Chair shall be a member of the Board of Supervisors. At the first meeting of the Board of Directors where a Chair is to be elected, the Secretary shall call the meeting to order, take the roll, and call for a motion to elect a Chair. At any Board of Directors meeting where a Chair is to be elected, the first director who is also a member of the Board of Supervisors that receives a majority of the votes of the Board of Directors for such office shall be the Chair, until the next annual election of a Chair. The director selected to serve as Chair may be re-elected to successive term, upon a vote of the members of the Board of Directors as provided herein.

The Chair shall preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may, from time to time, be assigned to the Chair by the Board of Directors or by these Bylaws. The Chair shall determine the substance of all meeting agendas in accordance with Article III.

Section 2. Vice Chair. The Board of Directors shall elect a Vice-Chairperson ("Vice Chair") at least annually, at the same time the Board of Directors elects a Chair. At any Board of Directors meeting where a Vice-Chair is to be elected, the first director that receives a majority of the votes of the Board of Directors for such office shall be the Vice Chair. In the absence or inability of the Chair to perform all of the duties of the Chair, the Vice Chair shall perform all of the duties of the Chair and shall have all the powers of and be subject to all of the restrictions upon the

Chair. The Vice Chair shall have such other powers and perform such other duties as may, from time to time, be assigned to the Vice Chair by the Board of Directors or these Bylaws.

Section 3. Secretary. The Secretary of the Board of Directors shall be the Clerk of the Board of Supervisors, unless and until that function is reassigned to another City department.

The Secretary shall be responsible for creating, distributing, and posting Board of Directors meeting agendas and noticing meetings of the Board of Directors, all at the direction of the Chair and applicable law, and for maintaining the Board's internet website. The Secretary shall record all votes of the Board of Directors and keep a record of all proceedings of the Board of Directors, with the time and place of the meeting and whether the meeting was regular or special.

Section 4. Treasurer. The Chief Financial Officer of the San Francisco Office of Economic and Workforce Development, or their designee, shall be the treasurer and controller ("Treasurer") of the Board of Directors. Subject to the applicable provisions of any resolution adopted by the Board of Directors, the Treasurer shall be the depository of the Board of Directors to receive, have custody of and disburse all money of the Board of Directors or the District, from whatever source derived.

Section 5. General Counsel. The City Attorney of the City and County of San Francisco (or designee) shall be General Counsel to the Board of Directors. Subject to the availability of funds, the Board of Directors shall be entitled to select another firm or lawyer to serve as General Counsel to the Board of Directors.

Section 6. Executive Director of the Board of Directors. The Executive Director shall be the Executive Director of the San Francisco Office of Economic and Workforce Development, or their designee. The Executive Director shall oversee the conduct of day-to-day administration of the District's business and affairs, subject to the direction of the Board of Directors.

Section 7. Appointment of Other Officers. The Board of Directors shall have the power to elect or appoint such other officers or employees and retain consultants, as the Board of Directors deems necessary or desirable.

Section 8. Delegation of Authority. The Board of Directors shall have the power, by resolution, to the extent permitted by applicable law, to delegate any of its functions to one or more directors, officers, or agents of the Board of Directors.

Section 9. Removal of Officers. Any officer may be removed, either with or without cause, by a majority of Directors in office, at any regular or special meeting of the Board of Directors. Should a vacancy occur in any office as a result of death, resignation, removal, disqualification or any other cause, the Board of Directors may delegate the powers and duties of such office to any officer(s) or any director(s), until such time as a successor for such office has been elected or appointed, if any.

Section 10. Records. The records of the Board of Directors shall be maintained by the Secretary.

ARTICLE V COMMITTEES

Section 1. Committee Formation The Board of Directors may create committees as needed to carry out the purposes of the Board of Directors. The Chair appoints all committee chairs. Such committees shall be subject to the Brown Act as and if required.

Section 2. Committee Duties. Committees may not act on behalf of the Board of Directors, but rather must submit any findings or recommendations in writing to the Board of Directors. Upon submission, the conclusions of a committee may be considered for action by the Board of Directors. To the extent possible, the Board of Directors shall designate avenues for public participation in committee meetings.

ARTICLE VI FUNDS, ACCOUNTS, ANNUAL HEARING AND REPORTS

Section 1. Accounts. The Treasurer of the Board of Directors shall establish and maintain such funds and accounts as may be required by the District Law, Article XLIX or good accounting practice, and as directed by the Board of Directors from time to time. The books and records of the Board of Directors shall be open to inspection at all reasonable times by the City.

Section 2. Audits. The Treasurer shall cause the accounts and financial records of the Board of Directors to be audited annually by a certified public accountant and reported in the City's Annual Comprehensive Financial Report for each year of existence of the Board of Directors. The Treasurer shall provide a copy of the City's Annual Comprehensive Financial Report to the Board of Directors for each year of existence of the Board of Directors within thirty (30) calendar days after completion of such report.

Section 3. Annual Report. The Executive Director shall take all actions necessary to cause the Board of Directors to comply with the requirement for an annual public hearing and annual report set forth in Section 62453(e) of the District Law. On or before June 30 of each year, the Board of Directors shall hold an annual public hearing and adopt an annual report. Written copies of the annual report must be made available to the public 30 days before the hearing.

Section 4. Ten-Year Review. In accordance with Article XLIX and Section 62453(e)(4) of the District Law, the Executive Director shall take all actions necessary to cause the Board of Directors to hold a public hearing every 10 years and consider (a) whether the requirements of the District Law continue to be met and (b) whether amendments to the downtown revitalization plan (as described in Section 62456 of the District Law) are necessary to ensure the requirements of the District Law continue to be met.

ARTICLE VII GENERAL PROVISIONS

Section 1. Payment of Money; Signatures. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Board of Directors and any and all securities owned by or held by the Board of Directors requiring signature for transfer shall be signed or endorsed by the Treasurer.

Section 2. Execution of Contracts, Agreements, Instruments, Requisitions and Bonds.

The Chair and Vice Chair, individually, are each authorized and empowered to sign any and all contracts, agreements, instruments, financing requisitions or bonds on behalf of and in the name of the Board of Directors, if such contracts, agreements, requisitions, instruments or bonds have been specifically authorized by Board of Directors resolution.

In addition, the Board of Directors may authorize by resolution other directors, officers or agents of the Board of Directors to take any actions or sign any documents or instruments for, and in the name, and on behalf of the Board of Directors.

Unless so authorized by the Board of Directors in accordance with these Bylaws, no officer, agent, or employee shall have any power or authority to bind the Board of Directors to any contract or to pledge the Board of Directors' credit or to render the Board of Directors liable for any purpose or in any amount.

In accordance with applicable law, the Board of Directors may enter into contracts awarded competitively or on a negotiated basis, whichever the Board of Directors determines is in the best interests of the Board of Directors, which determination shall be final and conclusive.

Section 3. Fiscal Year. The fiscal year of the Board of Directors shall be from July 1 to June 30.

Section 4. Insurance. In connection with the receipt of tax increment, the Board of Directors may direct the Executive Director to cause the purchase of public officials' management and professional liability insurance.

Section 5. Website. The Board of Directors shall maintain an internet website for the purpose of providing public access to notices, agendas, minutes, adopted legislation and other matters required by applicable law. The Secretary shall be responsible for maintaining this website.

Section 6. Amendment of Bylaws. These Bylaws may be amended in writing at any time and from time to time by majority vote of the Board of Directors. The Board of Directors will cause any such amendment to be posted on its website.

Section 7. Sunset. The Board of Directors shall terminate as set forth in Article XLIX.

These Bylaws were adopted by resolution of the Board of Directors on the ____ day of __, 2025.