[Resolution Calling Special Election - City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center)]

Resolution calling special election in City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center).

WHEREAS, This Board of Supervisors has adopted a resolution entitled “Resolution of formation of City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center) and determining other matters in connection therewith” (the “Resolution of Formation”), ordering the formation of the “City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center)” (the “CFD”) and a future annexation area, authorizing the levy of a special tax on property within the CFD and preliminarily establishing an appropriations limit for the CFD, all pursuant to the Mello-Roos Community Facilities Act of 1982, as amended, constituting Chapter 2.5 of Part 1 of Division 2 of Title 5, commencing with Section 53311, of the California Government Code (the “Mello-Roos Act”); and

WHEREAS, This Board of Supervisors has also adopted a resolution entitled “Resolution determining necessity to incur bonded indebtedness for City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center) and determining other matters in connection therewith” (the “Resolution Determining Necessity”), determining the necessity to incur bonded indebtedness and other debt (as defined in the Mello-Roos Act) in the maximum aggregate principal amount of $1,400,000,000 upon the security of the special tax to be levied within the CFD pursuant to the Mello-Roos Act; and

WHEREAS, Pursuant to the provisions of the Resolution of Formation and the Resolution Determining Necessity, the propositions of the levy of the special tax, the
establishment of the appropriations limit and the incurring of the bonded indebtedness and other debt shall be submitted to the qualified electors of the CFD as required by the provisions of the Mello-Roos Act; 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 tax, 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 CFD at an election called therefor as provided below; and, be it

FURTHER RESOLVED, That this Board of Supervisors hereby finds that fewer than 12 persons have been registered to vote within the territory of the CFD for each of the 90 days preceding the close of the public hearings heretofore conducted and concluded by this Board of Supervisors for the purposes of these proceedings. Accordingly, and pursuant to Section 53326 of the Mello-Roos Act, this Board of Supervisors finds that, for these proceedings, the qualified electors are the landowners (as defined in the Mello-Roos Act) within the CFD 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 CFD not exempt from the special tax. Attached hereto as “Exhibit B” (which Exhibit B is incorporated herein by this reference) is an Election Manual, which includes a description of the manner in which the votes for each qualified elector will be calculated and summary of the election proceedings; and, be it

FURTHER RESOLVED, That this Board of Supervisors hereby calls a special election to consider the measures described above, which election shall be held on December 29, 2014 (which date is at least 90, but not more than 180 days, following the date of adoption of the Resolution of Formation, and which date has been concurred in by the Election Official (defined below)). Pursuant to Section 53327 of the Mello-Roos Act, the election shall be
conducted by messenger or mail-delivered ballot pursuant to Section 4000 of the California Elections Code, provided, however, that for purposes of setting the date for the election, Sections 53326 and 53327 of the Mello-Roos Act shall govern. The Director of Elections of the City and County of San Francisco (the "Election Official") is hereby designated as the official to conduct the election and to receive all ballots until 8:00 p.m. on the election date; provided that if all qualified electors have voted prior to 8:00 p.m. on the election date, the election shall be closed. It is hereby acknowledged that the Election Official has on file the Resolution of Formation, the Resolution Determining Necessity, a certified map of the boundaries of the CFD, and a sufficient description to allow the Election Official to determine the boundaries of the CFD and the qualified electors of the CFD; 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 CFD. 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

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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 this Board of Supervisors also hereby directs the Election Official to do all things necessary and proper for the conduct of this special election including, but not limited to, the hiring of a third-party firm experienced in the conduct of elections under the Mello-Roos Act; solicitation of an impartial analysis from the City Attorney; distribution of sample ballots and the printed material required by applicable law; the conduct of the mail-ballot election; the counting of ballots; and the canvassing and certification of the election; and, be it

FURTHER RESOLVED, That the proposed election procedure is summarized in Exhibit B, which the Election Official may amend from time to time as it determines is necessary to comply with applicable provisions of law; and, be it

FURTHER RESOLVED, That this Board of Supervisors hereby directs the City Attorney to prepare an impartial analysis of the ballot measure (the "Impartial Analysis"), not to exceed 500 words, in accordance with Elections Code Section 9280, and directs the Election Official to establish the deadline for preparation of such impartial analysis in accordance with applicable provisions of law; and, be it

FURTHER RESOLVED, That the President of this Board of Supervisors, or the President's designee, is hereby authorized to prepare a written argument in favor of the proposed measures, not to exceed 500 words in length, on behalf of the Board of Supervisors, in accordance with Elections Code Sections 9282-9287. At the President's discretion, the argument may also be signed by bona fide associations or by individual voters who are eligible to vote; and, be it
FURTHER RESOLVED, That this Board of Supervisors hereby authorizes arguments for and against the ballot measure and rebuttal arguments to be filed in accordance with Elections Code Sections 9282-9287, and directs the Election Official to establish the deadline to file arguments and rebuttal arguments in accordance with applicable provisions of law; and, be it

FURTHER RESOLVED, That the President of this Board of Supervisors, or the President's designee, is hereby authorized to prepare a written argument in favor of the proposed measures, not to exceed 500 words in length, on behalf of the Board of Supervisors, in accordance with Elections Code Sections 9282-9287. At the President’s discretion, the argument may also be signed by bona fide associations or by individual voters who are eligible to vote; and, be it

FURTHER RESOLVED, That this Board of Supervisors hereby authorizes arguments for and against the ballot measure and rebuttal arguments to be filed in accordance with Elections Code Sections 9282-9287, and directs the Election Official to establish the deadline to file arguments and rebuttal arguments in accordance with applicable provisions of law; and, be it

FURTHER RESOLVED, That the Board of Supervisors hereby directs the Election Official to establish the dates for the 10-calendar day examination period required by the Elections Code in accordance with applicable provisions of law. Voters may examine the ballot measure, the Impartial Analysis, the argument for the ballot measure, the argument against the ballot measure and any rebuttal arguments in the office of the Election Official at 1 Dr. Carlton B. Goodlett Place, Room 48, San Francisco, California 94102, between the hours of 8:00 a.m. and 5:00 p.m., Monday through Friday during such period; and, be it
FURTHER RESOLVED, That this Board of Supervisors 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 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 CFD under Section 50075.3 of the Government Code; and, be it

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

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

By: [Signature]
Mark D. Blake
Deputy City Attorney

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BOARD OF SUPERVISORS
Resolution calling for a special election in the City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center).

September 02, 2014 Board of Supervisors - CONTINUED
Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

September 09, 2014 Board of Supervisors - AMENDED, AN AMENDMENT OF THE WHOLE BEARING SAME TITLE
Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

September 09, 2014 Board of Supervisors - CONTINUED AS AMENDED
Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

September 23, 2014 Board of Supervisors - AMENDED
Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

September 23, 2014 Board of Supervisors - ADOPTED AS AMENDED
Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee
I hereby certify that the foregoing Resolution was ADOPTED AS AMENDED on 9/23/2014 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo
Clerk of the Board

Mayor

Date Approved

September 29, 2014
EXHIBIT A

CITY AND COUNTY OF SAN FRANCISCO
Community Facilities District No. 2014-1
(Transbay Transit Center)

FORM OF BALLOT

OFFICIAL BALLOT
SPECIAL TAX ELECTION
City and County of San Francisco
_______, 20__

INSTRUCTIONS TO VOTERS: 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 of Elections of the City and County of San Francisco no later than the hour of 8:00 p.m. on _____, 20__, either by mail or in person. The Director of Election's office is located at 1 Dr. Carlton B. Goodlett Place, Room 48, San Francisco, California 94102.

To vote on the measure, mark a cross (+) with pen or pencil on the line after the word “Yes” or after the word “No.” If you wrongly mark, tear, or deface this ballot, return it to the Director of

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Elections and obtain another. Marking the ballot outside of the designated space to vote for the ballot measure may compromise the secrecy of the ballot.

| BALLOT MEASURE: To finance acquisition and construction of facilities and pay costs identified in Board of Supervisors Resolution No. __, shall the City and County of San Francisco ("City"): incur $1,400,000,000 of bonded and other debt for City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center) ("CFD") with interest rates not exceeding legal maximums; levy a special tax in the CFD to pay debt service on bonds and debt, to pay for authorized facilities, and to pay CFD administration costs; and establish a $300,000,000 annual CFD appropriations limit? | Yes: __________ |
| No: __________ |

Assessor Parcel No. __________ [Insert voter name]
Acreage: ____ acres
Number of votes: _____
By: _________________________
Its: _________________________

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EXHIBIT B

CITY AND COUNTY OF SAN FRANCISCO
Community Facilities District No. 2014-1
(Transbay Transit Center)

ELECTION MANUAL

This manual has been prepared for the special election to be held in the City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center) (the "CFD"), and includes (i) a description of the manner in which the votes for each qualified elector will be calculated and (ii) a summary of the election proceedings.

I. Vote Calculation

The Board of Supervisors found that, for these proceedings, the qualified electors are the landowners (as defined in the Mello-Roos Community Facilities Act of 1982, as amended (the "Mello-Roos Act")) within the CFD and ordered that the vote shall be by such landowners.

The landowners in the CFD are (i) the private entities that own parcels that are entitled to construct improvements that triggered an obligation to participate in the CFD pursuant to Section 424.8 of the Planning Code or a disposition and development agreement with the Office of Community Investment and Infrastructure and (ii) public agencies that, with respect to a parcel that they intend to transfer to private ownership for the construction of improvements that will trigger an obligation to participate in the CFD pursuant to Section 424.8 of the Planning Code or a disposition and development agreement with the Office of Community Investment and Infrastructure, (A) have agreed that such parcel will be subject to the special tax on the same basis as private property within the CFD and (B) have
affirmatively waived any defense based on the fact of public ownership to any action to
foreclose on such parcel in the event of nonpayment of the special tax.

Pursuant to Section 53326 of the Mello-Roos Act, each landowner as of the close of
the public hearings for the CFD or its authorized representatives will have one vote for each
acre or portion thereof such landowner owns in the CFD not exempt from the special tax.

Pursuant to Section 53340(h) of the Mello-Roos Act, the entirety of any nonexempt parcel in
the CFD will be encumbered by a continuing lien securing the obligation to pay special taxes.

II. **Summary of the Election Proceedings**

A summary of the election proceedings is set forth on the following page. The date for
each event will be determined by the Election Official based on the requirements of applicable
law.
<table>
<thead>
<tr>
<th>Resp. Party</th>
<th>Action</th>
<th>Legal Citation</th>
</tr>
</thead>
<tbody>
<tr>
<td>BOS</td>
<td>Board of Supervisors passes 1) Resolution of Formation to establish the CFD, 2) Resolution of Necessity to Incur Bonded Indebtedness, and 3) Resolution Calling for a Special Election</td>
<td>Government Code, Sections 53323, Government Code, Section 53325.1, 53351, 53325.7, 53326, 53327, 53327.5, 53353.5</td>
</tr>
<tr>
<td>Mayor</td>
<td>Mayor signs Legislation</td>
<td></td>
</tr>
<tr>
<td>Election Office</td>
<td>Election official publishes notices of the election, and notice of the deadline for submitting ballot arguments</td>
<td>Government Code, Sections 53326</td>
</tr>
<tr>
<td>Election Office</td>
<td>Publish Resolution Declaring Necessity to Incur Bonded Indebtedness</td>
<td>Government Code 53352</td>
</tr>
<tr>
<td>City Atty.</td>
<td>Deadline for preparation of impartial analysis</td>
<td>Elections Code, Section 9280</td>
</tr>
<tr>
<td>Election Office</td>
<td>Deadline for direct argument</td>
<td>Elections Code, Section 9286</td>
</tr>
<tr>
<td>Election Office</td>
<td>Deadline for rebuttal argument</td>
<td>Elections Code, Section 9284(a)(4)</td>
</tr>
<tr>
<td>Election Office</td>
<td>Public examination period</td>
<td>Elections Code, Section 9295(a)</td>
</tr>
<tr>
<td>Election Office</td>
<td>Mail ballot</td>
<td>Elections Code, Section 4101</td>
</tr>
<tr>
<td>Election Office</td>
<td>Election</td>
<td>Government Code, Section 53326-53327.5</td>
</tr>
<tr>
<td>Election Office</td>
<td>Canvass and reporting</td>
<td>Elections Code Sections 15110, 15301 et seq.</td>
</tr>
<tr>
<td>Election Office</td>
<td>Certification of election results</td>
<td>Elections Code, Section 15372</td>
</tr>
</tbody>
</table>