Resolution authorizing and ratifying the issuance and sale of bonded indebtedness and other debt in an aggregate principal amount not to exceed $1,841,600,000 for the City and County of San Francisco Special Tax District No. 2019-2 (Pier 70 Leased Properties); 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, FC Pier 70, 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 approximately 28 acres of land in the waterfront area of the City known as Pier 70 ("Project Site"); and

WHEREAS, In the general election held on November 4, 2014, an initiative entitled, the "Union Iron Works Historic District Housing, Waterfront Parks, Jobs and Preservation Initiative" ("Proposition F"), was approved by the voters in the City; and

WHEREAS, The DDA contemplates a project ("Project") under which the Port would initially lease the Project Site to the Master Developer for infrastructure development, and, ultimately, lease and sell parcels in the Project Site to vertical developers, for development of a mixed-use project described in the DDA; 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 the City ("Board") desires to provide a mechanism to pay for the costs of such improvements; and

WHEREAS, At its hearing on August 24, 2017, and prior to recommending proposed Planning Code amendments for approval, by Motion No. 19976, the Planning Commission certified a Final Environmental Impact Report ("FEIR") for the Project (Case No. 2014-001272ENV) 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 Chapter 31 of the Administrative Code; a copy of said Motion is on file with the Clerk of the Board in File No. 170930, and is incorporated herein by reference; and

WHEREAS, In recommending the proposed Planning Code amendments for approval by this Board at its hearing on August 24, 2017, by Motion No. 19977, the Planning Commission also adopted findings under CEQA, including a statement of overriding consideration, and a Mitigation Monitoring and Reporting Program ("MMRP"); a copy of said Motion and MMRP are on file with the Clerk of the Board in File No. 170930, and is 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"), this Board is authorized to establish a special tax district and to act as the legislative body for a special tax district; and

WHEREAS, the Board has conducted proceedings under and pursuant to the Code to form "City and County of San Francisco Special Tax District No. 2019-2 (Pier 70 Leased
Properties)" ("Special Tax District"), to authorize the levy of special taxes upon the land within
the Special Tax District and to authorize the issuance of bonds and other debt (as defined in
the Mello-Roos Act) secured by said special taxes for the purpose of financing certain
improvements ("Facilities") and incidental expenses ("incidental expenses"), all as described
in those proceedings; and

WHEREAS, This Board has determined that such debt may include an agreement by
the Special Tax District (or the City on behalf of the Special Tax District) to repay the City,
acting by and through the Port Commission, for one or more advances of land proceeds and
other sources of Port funding to pay the costs of the Facilities and incidental expenses
("Advances"), which repayment obligation ("Repayment Obligation") may be evidenced by one
or more promissory notes ratified or executed by the Special Tax District (or the City on behalf
of the Special Tax District) in favor of the Port Commission; and

WHEREAS, The Board wishes to ratify, among other things, the execution or
ratification of one or more promissory notes to evidence the Repayment Obligation; and

WHEREAS, The Board further wishes to authorize the issuance of one or more series
of special tax bonds to finance the Facilities, the incidental expenses and related costs and
expenses, and wishes to direct City staff to prepare and return to this Board for approval of
certain documents providing for the issuance and sale of the special tax bonds; now,
therefore, be it

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

FURTHER RESOLVED, That pursuant to the Code and this Resolution, one or more
series of special tax bonds designated the "City and County of San Francisco Special Tax
District No. 2019-2 (Pier 70 Leased Properties) Special Tax Bonds" ("Bonds") in an aggregate
principal amount not to exceed $1,841,600,000 are hereby authorized to be issued from time

to time; the Bonds shall be secured by a pledge of and payable from proceeds of the special
taxes levied in the Special Tax District; and, be it

FURTHER RESOLVED, That City staff is hereby directed to work with the City’s
consultants to prepare the documentation required for the issuance and sale of the Bonds and
to return to this Board for its approval of such documentation; and, be it

FURTHER RESOLVED, That the Board hereby approves and ratifies the appointment
of the Port as the CFD Agent (as defined in the DDA) for the Special Tax District and
approves and ratifies all actions taken prior to the date hereof by the Port in its capacity as
CFD Agent, including, but not limited to, execution or ratification of one or more promissory
notes to evidence the Repayment Obligation and execution of one more pledge agreements
with an infrastructure financing district to receive property tax revenues to repay the
Repayment Obligation; 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, this
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, 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 this Board; and, be it

FURTHER RESOLVED, That the Director of the Office of Public Finance and the City Attorney, in consultation with bond counsel, are hereby authorized and directed to initiate a judicial validation action with respect to the Special Tax District and the Bonds pursuant to Code of Civil Procedure Section 860 et seq.; 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

Mayor Breed
BOARD OF SUPERVISORS
Resolution authorizing and ratifying the issuance and sale of bonded indebtedness and other debt in an aggregate principal amount not to exceed $1,841,600,000 for the City and County of San Francisco Special Tax District No. 2019-2 (Pier 70 Leased Properties); and determining other matters in connection therewith, as defined herein.

January 14, 2020 Board of Supervisors - CONTINUED
Ayes: 11 - Fewer, Haney, Mandelman, Mar, Peskin, Preston, Ronen, Safai, Stefani, Walton and Yee

January 28, 2020 Board of Supervisors - ADOPTED
Ayes: 11 - Fewer, Haney, Mandelman, Mar, Peskin, Preston, Ronen, Safai, Stefani, Walton and Yee

I hereby certify that the foregoing Resolution was ADOPTED on 1/28/2020 by the Board of Supervisors of the City and County of San Francisco.

Angela Calviño
Clerk of the Board

Date Approved
2/7/20