Resolution declaring the results of the special election and directing recordation of the notice of special tax lien 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.

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 14, 2020, the Board adopted a resolution (which resolution was signed by the Mayor on April 24, 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 14, 2020, the Board also adopted a resolution (which resolution was signed by the Mayor on April 24, 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, Under the provisions of the Resolution of Formation and the Resolution Determining Necessity and pursuant to a “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" (the "Election Resolution") heretofore adopted by the Board, the propositions of the levy of the special taxes, the establishment of the appropriations limit, and the incurring of bonded indebtedness and other debt were submitted to the qualified electors of the Special Tax District as required by the provisions of the Code; and

WHEREAS, Pursuant to the terms of the Election Resolution, which are by this reference incorporated herein, the special election has been held and the Clerk of the Board has on file a Canvass and Statement of Results of Election, (the "Canvass") a copy of which is attached hereto as Exhibit A; and

WHEREAS, The Board has reviewed the Canvass, finds it appropriate and wishes to complete its proceedings for the Special Tax District; now, therefore, be it

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

FURTHER RESOLVED, That the issues presented at the special election were the levy of special taxes within the Special Tax District, the incurring of bonded indebtedness and other debt in the maximum aggregate principal amount of $3,700,000,000 and the establishment of an annual appropriations limit of not to exceed $3,700,000,000 all pursuant to the Resolution of Formation and the Resolution of Necessity; and, be it

FURTHER RESOLVED, That the Board hereby approves the Canvass and finds that it shall be a permanent part of the record of its proceedings for the Special Tax District. Pursuant to the Canvass, the issues presented at the special election were approved by the qualified electors of the Special Tax District by two-thirds (2/3) or more of the votes cast at the special election; and, be it

FURTHER RESOLVED, That pursuant to the voter approval, the Special Tax District is hereby declared to be fully formed with the authority to levy the special taxes, to incur the...
approved bonded indebtedness and other debt and to have the established appropriations
limit, all as heretofore provided in these proceedings and in the Code; it is hereby found that
all prior proceedings and actions taken by the Board with respect to the Special Tax District
were valid and in conformity with the Code; and, be it

FURTHER RESOLVED, That the Clerk of the Board is hereby directed to complete,
execute and cause to be recorded in the Office of the Assessor-Recorder a notice of special
tax lien in the form required by the Code, such recording to occur no later than fifteen (15)
days following adoption by the Board of this Resolution; 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

Mayor Breed
BOARD OF SUPERVISORS
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

Mayor Breed
BOARD OF SUPERVISORS
EXHIBIT A

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:

<table>
<thead>
<tr>
<th>BALLOT MEASURE: 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</th>
</tr>
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<tbody>
<tr>
<td>Yes:</td>
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Mayor Breed
BOARD OF SUPERVISORS

Exhibit A-1
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?

<table>
<thead>
<tr>
<th>Qualified Votes</th>
<th>Votes Cast</th>
<th>YES</th>
<th>NO</th>
</tr>
</thead>
<tbody>
<tr>
<td>20</td>
<td></td>
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</table>
IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND this ____ day of ___, 2020.

CITY AND COUNTY OF SAN FRANCISCO

By: ________________________________
   Director
   San Francisco Department of Elections
Resolution declaring the results of the special election and directing recordation of the notice of special tax lien 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.

April 07, 2020 Board of Supervisors - CONTINUED
Ayes: 11 - Fewer, Haney, Mandelman, Mar, Peskin, Preston, Ronen, Safai, Stefani, Walton and Yee

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

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

May 05, 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 5/5/2020 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo
Clerk of the Board

London N. Breed
Mayor

File No. 200123

Date Approved
5-15-20