

**COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE**

RESOLUTION NO. 84-2014  
Adopted October 10, 2014

**RESOLUTION AUTHORIZING AND DIRECTING CERTAIN ACTIONS TO BE TAKEN WITH RESPECT TO AN ELECTION FOR CITY AND COUNTY OF SAN FRANCISCO COMMUNITY FACILITIES DISTRICT NO. 2014-1 (TRANSBAY TRANSIT CENTER), TRANSBAY REDEVELOPMENT PROJECT AREA**

WHEREAS, Under California Assembly Bill No. 1X26 (Chapter 5, Statutes of 2011-12, First Extraordinary Session) (“AB 26”) and the California Supreme Court’s decision in California Redevelopment Association v. Matosantos, No. 5194861, all redevelopment agencies in the State of California (the “State”), including the Redevelopment Agency of the City and County of San Francisco (“SFRA”), were dissolved by operation of law as of February 1, 2012; and,

WHEREAS, In June of 2012, the State legislature adopted Assembly Bill 1484 (“AB 1484”) amending certain provisions of AB 26 and clarifying that successor agencies are separate public entities, and the Governor of the State signed the bill and it became effective on June 27, 2012; and,

WHEREAS, Subsequent to the adoption of AB 1484, on October 2, 2012 the Board of Supervisors of the City and County of San Francisco (the “City”) adopted Ordinance No. 215-12 (the “Implementing Ordinance”), which Implementing Ordinance was signed by the Mayor on October 4, 2012, and which, among other matters: (a) acknowledged and confirmed that, as of the effective date of AB 1484, the Successor Agency to the Redevelopment Agency of the City and County of San Francisco (the “Successor Agency”) is a separate legal entity from the City, (b) acknowledged and confirmed that the Successor Agency holds, subject to the applicable rights and restrictions set forth in AB 26 as amended by AB 1484, and as it may be further amended from time to time (collectively referred to in the Implementing Ordinance as the “Redevelopment Dissolution Law”), title to all assets, and all rights, obligations and liabilities of SFRA, (c) declared that the name of the Successor Agency is the “Successor Agency to the Redevelopment Agency of the City and County of San Francisco,” (d) established the Commission of the Successor Agency and delegated to the Commission of the Successor Agency the authority (excluding authority as to the transferred “Housing Assets,” as defined in the Implementing Ordinance) to act in place of the former Commission of SFRA to, among other matters: (i) implement, modify, enforce and complete SFRA’s enforceable obligations, including its Retained Housing obligations as defined in the Implementing Ordinance, (ii) approve all contracts and actions related to the assets transferred to or returned by the Successor Agency, consistent with applicable enforceable obligations, and (iii) take any action that the Redevelopment Dissolution

Law requires or authorizes on behalf of the Successor Agency and any other action that the Commission of the Successor Agency deems appropriate consistent with the Redevelopment Dissolution Law to comply with such obligations, (e) designated the means by which the five members of the Commission of the Successor Agency would be determined, and (f) provided for an Executive Director of, and the authority to retain legal counsel to, the Successor Agency; and,

WHEREAS, The Successor Agency is also known as the Office of Community Investment and Infrastructure (and hereinafter is referred to as "OCII") and its commission is known as the Commission on Community Investment and Infrastructure (and hereinafter is referred to as this "Commission"); and,

WHEREAS, In 2005, the City adopted the Transbay Redevelopment Project Area (the "Project Area"), which consists of 40 acres in the City's financial district, including the new Transbay Transit Center and 10 acres of publicly owned property, most of which was formerly owned by the State of California (the "State"); and,

WHEREAS, The Transbay Joint Powers Authority ("TJPA") is responsible for planning, constructing and eventually operating the new Transbay Transit Center; and,

WHEREAS, Two of the primary goals of the Redevelopment Plan for the Project Area are (i) funding (from sales proceeds, tax increment, and other sources) the construction of the new, multi-modal Transbay Transit Center on the site of the former terminal and construct a rail extension from the current Caltrain station at Fourth and King Streets to the new Transbay Transit Center (the "DTX") and (ii) developing a new, transit-oriented neighborhood on approximately 10 acres of publicly owned property, most of which was formerly owned by the State, including more than 3,000 new residential units and 3.0 million square feet of new commercial space as well as new parks, plazas, streetscapes, and related improvements; and,

WHEREAS, In 2003, in anticipation of this plan, the TJPA, the City, and the State Department of Transportation ("Caltrans") executed the 2003 Cooperative Agreement, which required Caltrans to transfer certain parcels to the City and the TJPA for the construction of the Transbay Transit Center and future neighborhood development (the "Transbay Cooperative Agreement"); and,

WHEREAS, In 2008, the City, the Former Agency, and the TJPA entered into the Transbay Redevelopment Project Tax Increment Allocation and Sales Proceeds Pledge Agreement, which required that all land sale proceeds from the sale of the State- owned parcels and all net tax increment generated by their development must be used for the construction of the new Transbay Transit Center, including its access ramps; and,

WHEREAS, The primary goal of the Transit Center District Plan (“TCDP”) and associated Implementation Document, adopted by the Board of Supervisors of the City and County of San Francisco in August 2012, is to create a high-density, mixed-use urban neighborhood that capitalizes on and supports the major transportation investment and service represented by the Transbay Transit Center and, in order to meet demand attributable to new development, the TCDP establishes mechanisms for development to contribute to the funding of public infrastructure; and,

WHEREAS, City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center) (the “CFD”), which has been established by the Board of Supervisors of the City pursuant to the Mello-Roos Community Facilities District Act of 1982, as amended, Government Code section 53311 et seq. (“Act”), is a key aspect of the TCDP funding plan; and,

WHEREAS, The Successor Agency is the owner of one parcel of land that was acquired, pursuant to Redevelopment Agency Resolution No. 79-2003 (May 27, 2003) and retained by the Successor Agency to fulfill its Retained Housing Obligations, that is within the boundaries of the CFD, and that will be sold and aggregated with adjacent private parcels for a market-rate and affordable residential development, all or a portion of which will be subject to the special tax; and,

WHEREAS, On September 23, 2014 the City and County of San Francisco adopted a resolution calling an election in the CFD for December 29, 2014, on the questions of levying a special tax in the CFD, the issuance of bonded and other indebtedness for the CFD and an annual appropriations limit for the CFD; and,

WHEREAS, As the owner of land that will be subject to the special tax, the Successor Agency is a landowner for purposes of voting on the CFD; now therefore, be it

RESOLVED, That this Commission hereby directs the Executive Director to execute a ballot on behalf of OCII and to vote in favor of the City incurring an amount not to exceed \$1,400,000,000 of bonded indebtedness and other debt for the CFD; levying a special tax in the CFD for the purposes specified in the proceedings for the CFD; and establishing a \$300,000,000 annual CFD appropriations limit; and, be it further

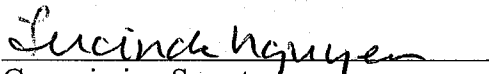
RESOLVED, That this Commission directs the Executive Director to take such further actions as may be necessary or expedient to the formation of the CFD and the authorization for the CFD to levy special taxes and issue bonded and other indebtedness to finance authorized facilities, and which may include, but are not limited to, waiving, on behalf of OCII, all notices of hearings and all notices of election, applicable waiting periods under the Act for the election and all ballot analyses and arguments for the election, as well as any

requirement as to the specific form of the ballot to be used for the election, whether under the Act, the California Elections Code or otherwise; and, be it further

RESOLVED, That all of the actions heretofore taken by the officers and agents of OCII with respect to the establishment of the CFD, including but not limited to a statement executed by the Executive Director that complies with the requirements of Government Code Section 53317(f)(3), are hereby approved, confirmed and ratified; and, be it further

RESOLVED, This resolution shall take effect from and after its adoption. The provisions of any previous resolutions in any way inconsistent with the provisions hereof in are hereby repealed.

I hereby certify that the foregoing resolution was adopted by the Commission at its meeting of October 10, 2014.

  
Commission Secretary