

Commission on Community Investment and Infrastructure

ORDINANCE NO. 1-2014

Adopted May 6, 2014

INTRODUCTION OF ORDINANCE LEVYING SPECIAL TAXES WITHIN THE REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO COMMUNITY FACILITIES DISTRICT NO. 7 (HUNTERS POINT SHIPYARD PHASE ONE IMPROVEMENTS) AND RESCINDING ORDINANCE NO. 1-2008; HUNTERS POINT SHIPYARD PROJECT AREA

WHEREAS, On April 1, 2014, the Commission of the Successor Agency of the Redevelopment Agency of the City and County of San Francisco (the "Successor Agency"), also known as the Commission on Community Investment and Infrastructure (hereinafter referred to as, the "Commission"), adopted a resolution entitled "Adopting a Resolution of Consideration to Amend and Restate the Amended and Restated Rate and Method of Apportionment of Special Tax for Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 7 (Hunters Point Shipyard Phase One Improvements)" (the "Resolution of Consideration"), pursuant to which the Commission (i) approved a proposed form of amendment and restatement of the Amended and Restated Rate and Method of Apportionment of Special Tax for the CFD (the "Initial Form of Second Amended and Restated RMA") in the form attached as Exhibit A to the Resolution of Consideration and (ii) set a public hearing for May 6, 2014; and,

WHEREAS, The Resolution of Consideration is hereby incorporated herein by reference as if set forth herein in its entirety; and,

WHEREAS, Subsequent to the adoption of the Resolution of Consideration by the Commission, the owners of taxable land in the CFD requested by written petition that the Commission approve a revised proposed form of amendment and restatement of the Amended and Restated Rate and Method of Apportionment of Special Tax for the CFD (as so revised, the "Second Amended and Restated RMA") to address the unintentional failure of the Initial Form of Second Amended and Restated RMA to exclude private and publicly owned streets, walkways, alleys, rights of way, parks and open spaces from the special tax levied within the CFD, to allow changes in the location of Agency Affordable Housing Parcels and to make various conforming and clean-up changes; and,

WHEREAS, The Secretary of the Commission caused the publication of the notice of the public hearing on the question of approving the Second Amended and Restated RMA in accordance with the provisions of Section 53335 of the Act; and,

WHEREAS, Following a public hearing held on May 6, 2014, the Commission, acting as the legislative body of the CFD, adopted a resolution entitled "Adopting a Resolution Calling Special Election to Amend and Restate the Amended and Restated Rate and Method of Apportionment of Special Tax for Redevelopment Agency of the

City and County of San Francisco Community Facilities District No. 7 (Hunters Point Shipyard Phase One Improvements); Hunters Point Shipyard Project Area” approving the Second Amended and Restated RMA in the form attached thereto as Exhibit A, waiving the minor defect in the change proceedings resulting from the failure of the Initial Form of Second Amended and Restated RMA to exclude the real property described above from the special tax levied within the CFD, to allow changes in the location of Agency Affordable Housing Parcels and to make various conforming and clean-up changes, and calling for a special landowner election of the qualified electors within the CFD to be held on May 6, 2014; and,

WHEREAS, The special election was held on May 6, 2014, and the ballots were submitted to the Secretary of the Successor Agency as the official conducting the election; and,

WHEREAS, On May 6, 2014, the Commission adopted resolutions entitled “Adopting a Resolution Declaring Results of Special Election to Change the Special Tax for Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 7 (Hunters Point Shipyard Phase One Improvements); Hunters Point Shipyard Project Area,” in which it found that more than two-thirds of the votes cast at the election were in favor of the ballot measure, and “Adopting a Resolution Declaring Completion of Change Proceedings for Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 7 (Hunters Point Shipyard Phase One Improvements); Hunters Point Shipyard Project Area” (the “2014 Resolution of Change”) approving the various changes, including the Second Amended and Restated RMA; now therefore, it is

ORDAINED, The Commission authorizes and levies special taxes within the CFD pursuant to the Act, at the rate and in accordance with the method of apportionment set forth in the Second Amended and Restated RMA, which Second Amended and Restated RMA is by this reference incorporated herein. The special taxes are hereby levied according to the Second Amended and Restated RMA commencing in fiscal year 2014-15 and in each fiscal year thereafter until payment in full of any bonds issued by the Successor Agency for the CFD (the “Bonds”) and all costs of administering the CFD, all as contemplated by the following documents:

(i) the Second Amended and Restated RMA,

(ii) Resolution No. 36-2005, entitled “Adopting Environmental Findings Pursuant to the California Environmental Quality Act, Forming Community Facilities District No. 7 (Hunters Point Shipyard Phase One Improvements), Authorizing the Levy of a Special Tax, and Preliminarily Establishing an Appropriations Limit for the CFD; Hunters Point Shipyard Redevelopment Project Area” adopted by the former Redevelopment Agency of the City and County of San Francisco (“SFRA”) on April 5, 2005 (the “Resolution of Formation”) (as amended by Resolution No. 93-2008, entitled “Declaring Completion of Change Proceedings for Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 7 (Hunters Point Shipyard Phase One Improvements) and Approving Certain Related Documents”

adopted by SFRA on September 2, 2008 (the “2008 Resolution of Change” and together with the 2014 Resolution of Change, the “Resolutions of Change”) and the 2014 Resolution of Change), and

(iii) Resolution No. 37-2005, entitled Determining Necessity to Incur Bonded Indebtedness of Community Facilities District No. 7 (Hunters Point Shipyard Phase One Improvements) adopted by SFRA on April 5, 2005 (as amended by the Resolutions of Change); and, be it further

ORDAINED, The Executive Director (or a designee of such official) of the Successor Agency is hereby authorized and directed each fiscal year to determine the specific special tax rate and amount to be levied for the next ensuing fiscal year for each parcel of real property within the CFD, in the manner and as provided in the Second Amended and Restated RMA; and, be it further

ORDAINED, Properties or entities of the State, federal or local governments shall be exempt from any levy of the special taxes. In no event shall the special taxes be levied on any parcel within the CFD in excess of the maximum tax specified in the Second Amended and Restated RMA; and, be it further

ORDAINED, All of the collections of the special tax shall be used as provided for in the Act, in the Second Amended and Restated RMA and in the Resolution of Formation (as amended by the Resolutions of Change) including, but not limited to, the payment of principal of and interest on the Bonds, the replenishment of the reserve fund for the Bonds, the payment of the costs of the Successor Agency in administering the CFD, the costs of collecting and administering the special tax, and the payment of the costs of facilities; and, be it further

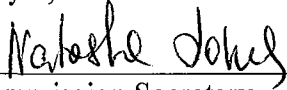
ORDAINED, The special taxes shall be collected either by direct billing of the property owner or in the same manner as ordinary ad valorem taxes are collected and, in either case, shall have the same lien priority, and be subject to the same penalties and the same procedure and sale in cases of delinquency as provided for ad valorem taxes; provided, however, that the Commission may provide for other appropriate methods of collection by resolutions of the Commission. In addition, the provisions of Section 53356.1 of the Act shall apply to delinquent special tax payments; and, be it further

ORDAINED, This Ordinance rescinds in its entirety Ordinance No. 1-2008, adopted by SFRA on September 2, 2008; and, be it further

ORDAINED, If for any reason any portion of this Ordinance is found to be invalid, or if the special tax is found inapplicable to any particular parcel within the CFD, by a court of competent jurisdiction, the balance of this Ordinance and the application of the special tax to the remaining parcels within the CFD shall not be affected; and, be it further

ORDAINED, The Secretary of the Successor Agency shall cause this Ordinance to be published within 15 days after its passage at least once in a newspaper of general circulation published and circulated in the City and County of San Francisco.

I hereby certify that the foregoing ordinance was adopted by the Commission at its meeting of May 6, 2014.



Commission Secretary

BALLOT

**Redevelopment Agency of the City and County of San Francisco
Community Facilities District No. 7
(Hunters Point Shipyard Phase One Improvements)**

This ballot is for a special, landowner election in the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 7 (Hunters Point Shipyard Phase One Improvements). You must return this ballot in the enclosed postage paid envelope to the office of the Secretary of the Commission (the "Commission") of the Successor Agency to the Redevelopment Agency of the City and County of San Francisco (the "Successor Agency") by no later than the hour of 1:00 p.m. on May 6, 2014, either by mail or in person. The office of the Secretary of the Commission is located at One South Van Ness Avenue, 5th Floor, San Francisco, CA 94103.

To vote, mark a cross (X) on the voting line after the word "YES" or after the word "NO." All marks otherwise made are forbidden. All distinguishing marks are forbidden and make the ballot void.

If you wrongly mark, tear, or deface this ballot, return it to the Secretary of the Commission and obtain another.

BALLOT MEASURE: Shall the Amended and Restated Rate and Method of Apportionment of Special Tax for the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 7 (Hunters Point Shipyard Phase One Improvements) (the "CFD") be amended and restated as set forth in the form of Second Amended and Restated Rate and Method of Apportionment of Special Tax attached as Exhibit A to the resolution entitled "Adopting a Resolution Calling Special Election to Amend and Restate the Amended and Restated Rate and Method of Apportionment of Special Tax for Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 7 (Hunters Point Shipyard Phase One Improvements); Hunters Point Shipyard Project Area" adopted by the Commission of the Successor Agency to the Redevelopment Agency of the City and County of San Francisco on May 6, 2014?

YES: *RSB* X

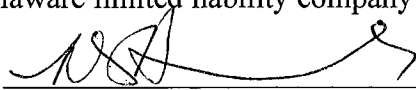
NO: _____

By execution in the space provided below, I also indicate my waiver of (i) the time limit pertaining to the conduct of the election, (ii) any requirement for analysis and arguments with respect to the ballot measure, and (iii) any irregularity in the proceedings relating to the ballot measure.

Acreage: 0.515 acres

HPS1 Block 50, LLC
a Delaware limited liability company

Number of votes: 1

By:  _____

Name: Kofi Bonner

Title: President

See attached Assessor Parcel
Numbers
(Attachment 1)

**Attachment 1 to
Official Ballot**

Assessor Parcel Numbers

4591C-093

By execution in the space provided below, I also indicate my waiver of (i) the time limit pertaining to the conduct of the election, (ii) any requirement for analysis and arguments with respect to the ballot measure, and (iii) any irregularity in the proceedings relating to the ballot measure.

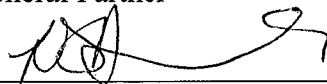
Acreage: 26.68

HPS Development Co., LP,
a Delaware limited partnership

Number of votes: 27

By: CP/HPS Development Co. GP, LLC,
a Delaware limited liability company
its General Partner

See attached Assessor Parcel
Numbers
(Attachment 1)

By: 
Name: Kofi Bonner
Title: President

**Attachment 1 to
Official Ballot**

Assessor Parcel Numbers

4591C-222	4591C-216	4591C-179	4591D-011	4591D-053	4591D-099
4591C-011	4591C-132	4591C-180	4591D-012	4591D-054	4591D-100
4591C-012	4591C-133	4591C-181	4591D-013	4591D-055	4591D-101
4591C-013	4591C-134	4591C-182	4591D-014	4591D-057	4591D-102
4591C-014	4591C-135	4591C-183	4591D-015	4591D-058	4591D-103
4591C-015	4591C-136	4591C-184	4591D-016	4591D-059	4591D-104
4591C-016	4591C-137	4591C-185	4591D-017	4591D-060	4591D-105
4591C-017	4591C-138	4591C-186	4591D-018	4591D-061	4591D-106
4591C-018	4591C-139	4591C-187	4591D-019	4591D-062	4591D-107
4591C-019	4591C-140	4591C-188	4591D-020	4591D-064	4591D-108
4591C-020	4591C-141	4591C-189	4591D-021	4591D-065	4591D-109
4591C-022	4591C-142	4591C-190	4591D-022	4591D-066	4591D-110
4591C-023	4591C-144	4591C-191	4591D-023	4591D-067	4591D-111
4591C-024	4591C-145	4591C-192	4591D-024	4591D-068	4591D-112
4591C-025	4591C-146	4591C-193	4591D-025	4591D-069	4591D-113
4591C-026	4591C-147	4591C-194	4591D-026	4591D-070	4591D-114
4591C-027	4591C-148	4591C-195	4591D-027	4591D-071	4591D-115
4591C-028	4591C-149	4591C-196	4591D-028	4591D-072	4591D-116
4591C-029	4591C-150	4591C-197	4591D-029	4591D-073	4591D-117
4591C-030	4591C-151	4591C-198	4591D-030	4591D-074	4591D-118
4591C-031	4591C-152	4591C-199	4591D-031	4591D-075	4591D-119
4591C-032	4591C-153	4591C-200	4591D-032	4591D-076	4591D-120
4591C-034	4591C-154	4591C-201	4591D-033	4591D-077	4591D-121
4591C-035	4591C-155	4591C-202	4591D-034	4591D-078	4591D-122
4591C-036	4591C-156	4591C-203	4591D-035	4591D-079	4591D-123
4591C-037	4591C-157	4591C-204	4591D-036	4591D-080	4591D-124
4591C-038	4591C-158	4591C-205	4591D-037	4591D-081	4591D-125
4591C-039	4591C-159	4591C-206	4591D-038	4591D-082	4591D-126
4591C-040	4591C-160	4591C-207	4591D-039	4591D-083	4591D-127
4591C-221	4591C-161	4591C-208	4591D-040	4591D-084	4591D-128
4591C-074	4591C-162	4591C-209	4591D-041	4591D-085	4591D-129
4591C-075	4591C-163	4591C-103	4591D-042	4591D-086	4591D-130
4591C-220	4591C-164	4591D-001	4591D-043	4591D-087	4591D-131
4591C-219	4591C-166	4591D-002	4591D-044	4591D-088	4591D-138
4591C-088	4591C-167	4591D-003	4591D-045	4591D-089	4591D-139
4591C-218	4591C-168	4591D-004	4591D-046	4591D-090	4591D-142
4591C-106	4591C-169	4591D-005	4591D-047	4591D-091	4591D-143
4591C-107	4591C-170	4591D-006	4591D-048	4591D-092	
4591C-226	4591C-171	4591D-007	4591D-050	4591D-093	
4591C-227	4591C-172	4591D-009	4591D-051	4591D-097	
4591C-228	4591C-178	4591D-010	4591D-052	4591D-098	

BALLOT

Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 7 (Hunters Point Shipyard Phase One Improvements)

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YES: X


NO: _____

By execution in the space provided below, I also indicate my waiver of (i) the time limit pertaining to the conduct of the election, (ii) any requirement for analysis and arguments with respect to the ballot measure, and (iii) any irregularity in the proceedings relating to the ballot measure.

Acreage:0.51 acres

HPS1 Block 51, LLC
a Delaware limited liability company

Number of votes: 1

By:  _____

Name: Kofi Bonner

Title: President

See attached Assessor Parcel
Numbers
(Attachment 1)

**Attachment 1 to
Official Ballot**

Assessor Parcel Numbers

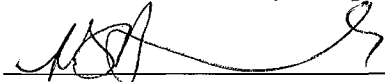
4591C-042

By execution in the space provided below, I also indicate my waiver of (i) the time limit pertaining to the conduct of the election, (ii) any requirement for analysis and arguments with respect to the ballot measure, and (iii) any irregularity in the proceedings relating to the ballot measure.

Acreage: 1.95 acres

HPS1 Block 53, LLC
a Delaware limited liability company

Number of votes: 2

By:  _____

Name: Kofi Bonner

Title: President

See attached Assessor Parcel
Numbers
(Attachment 1)

**Attachment 1 to
Official Ballot**

Assessor Parcel Numbers

4591C-094

4591C-213

4591C-098

4591C-214

BALLOT

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Community Facilities District No. 7
(Hunters Point Shipyard Phase One Improvements)**

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YES: ASB X

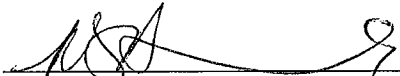
NO: _____

By execution in the space provided below, I also indicate my waiver of (i) the time limit pertaining to the conduct of the election, (ii) any requirement for analysis and arguments with respect to the ballot measure, and (iii) any irregularity in the proceedings relating to the ballot measure.

Acreage: 1.49 acres

HPS1 Block 54, LLC
a Delaware limited liability company

Number of votes: 2

By: 
Name: Kofi Bonner
Title: President

See attached Assessor Parcel
Numbers
(Attachment 1)

**Attachment 1 to
Official Ballot**

Assessor Parcel Numbers

4591C-045
4591C-046
4591C-223
4591C-224
4591C-225
4591C-068
4591C-069
4591C-070