

Commission on Community Investment and Infrastructure

RESOLUTION NO.35-2014

Adopted May 6, 2014

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

WHEREAS, The former Redevelopment Commission of the Redevelopment Agency of the City and County of San Francisco has conducted proceedings under and pursuant to the Mello-Roos Community Facilities Act of 1982, as amended, Chapter 2.5 of Part 1 of Division 2 of Title 5 (commencing with Section 53311) of the California Government Code (the "Act"), to form Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 7 (Hunters Point Shipyard Phase One Improvements) (the "CFD"), to authorize the levy of special taxes upon the land within the CFD, and to issue bonds secured by the special taxes, all as described in those proceedings; and,

WHEREAS, On April 1, 2014, the Commission of the Successor Agency to 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, The public hearing was held on this date, and the proposed Second Amended and Restated RMA was not opposed by more than 50% of the owners of the taxable property within the CFD or by 50% or more of the registered voters, or six registered voters, whichever is more, residing in the area of the CFD; and,

WHEREAS, Government Code Section 53338 authorizes the holding of a special election of the qualified electors in the CFD on the issue of the Second Amended and Restated RMA; now therefore, be it

RESOLVED, The Commission finds that:

The proposed Second Amended and Restated RMA in the form attached hereto as Exhibit "A," incorporated herein by reference, and substantially in the form on file with the Secretary of the Commission, is hereby approved by the Commission, subject to approval by two-thirds of the votes cast on the proposition of the Second Amended and Restated RMA at an election of the qualified electors in the CFD; and, be it further

RESOLVED, The proposed changes to the Amended and Restated Rate and Method pursuant to the Second Amended and Restated RMA will not interfere with the timely retirement of the 2005 Bonds and do not cause the Successor Agency to violate any provisions of the Indenture, and, be it further

RESOLVED, This Commission hereby finds that the 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 constitutes a minor defect in these change proceedings, and hereby waives such defect pursuant to Section 53336 of the Act; and, be it further

RESOLVED, As authorized by Section 53338 of the Act, the proposition to approve the Second Amended and Restated RMA shall be placed upon a ballot, the form of which is attached hereto as Exhibit "B" and by this reference incorporated herein. Said form of the ballot is hereby approved; and, be it further

RESOLVED, This Commission hereby finds that fewer than 12 persons have been registered to vote within the CFD for each of the 90 days preceding the close of the public

hearing heretofore conducted and concluded by this Commission for the purposes of these proceedings. Accordingly, and pursuant to the Act, this Commission finds that for purposes of these proceedings the qualified electors are the landowners within the CFD and that the vote shall be by said landowners or their authorized representatives, each having one vote for each acre or portion thereof such landowner owns in the CFD that is not exempt from the special taxes as of the close of the public hearing; and, be it further

RESOLVED, This Commission hereby calls a special election to consider the measure described above, which election shall be held in the Commission meeting room on May 6, 2014, at 1:00 p.m. or as soon thereafter as is practicable, and the results thereof canvassed at the meeting of this Commission on May 6, 2014 or a later date as may be directed by the Commission. The Secretary of the Commission is hereby designated as the official to conduct said election and to receive all ballots until the close of business on the election date; and, be it further

RESOLVED, The provisions of Section 53326 of the Act requiring a minimum period of time before holding the special election are for the protection of the qualified electors of the CFD. There are on file with the Secretary of the Commission written waivers executed by all of the qualified electors of the CFD allowing for a shortening of the time for the special election and waiving any requirement for notice, analysis and arguments in connection with the election. Accordingly, this Commission finds and determines that the qualified electors have been fully apprised of and have agreed to the shortened time for the election and waiver of analysis and arguments, and have thereby been fully protected in these proceedings; and, be it further

RESOLVED, The Secretary of the Commission has concurred in the shortened time for the election. Analysis and arguments with respect to the ballot measures are hereby waived, as provided in Section 53327 of the Act; and, be it further

RESOLVED, The Secretary of the Commission has on file the Resolution of Consideration, this Resolution, a certified map of the boundaries of the CFD, and a sufficient description to allow the Secretary of the Commission to determine the qualified electors of the CFD. Pursuant to Section 53327 of the Act, the election shall be conducted by messenger or mail-delivered ballot pursuant to Section 3000 of the California Elections Code; and, be it further

RESOLVED, This Commission acknowledges that the Secretary of the Commission will cause to be delivered to each of the qualified electors within the CFD a ballot in the form set forth in Exhibit "B." Each ballot shall indicate the number of votes to be cast by the respective landowner to which it pertains.

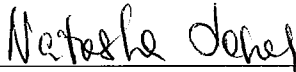
Each ballot will be accompanied by all supplies and written instructions necessary for the use and return of the ballot. The envelope to be used to return the ballot will be enclosed with the ballot, have the return postage prepaid, and shall contain

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 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 official; and, be it further

RESOLVED, The voted ballots shall be returned to the Secretary of the Commission no later than 1:00 p.m. on May 6, 2014. The Secretary of the Commission shall accept the ballots of the qualified electors in the meeting room of the Commission, whether said ballots be personally delivered or received by mail. The Secretary of the Commission shall have available ballots which may be marked at said location on the election day by said qualified electors; and, be it further

RESOLVED, This Resolution shall take effect upon its adoption.

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



Commission Secretary

EXHIBIT A

REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO
Community Facilities District No. 7
(Hunters Point Shipyard Phase One Improvements)

SECOND AMENDED AND RESTATED
RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX

EXHIBIT B

FORM OF 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: _____

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.

Number of Votes: _____

Property Owned by Property Owner: _____

The Property Owner is:

By: _____

Name: _____

Title: _____