[Resolution Authorizing a Pledge Agreement Related to City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco) Sub-Project Areas I-1 through I-13 and Special Tax Bonds Issued by City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services)]

Resolution supplementing Resolution No. 37-18, approving a pledge agreement by City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco) with respect to Sub-Project Areas I-1 through I-13 in connection with the issuance of special tax bonds for 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 ½ 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-
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

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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

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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, The Board has conducted proceedings under and pursuant to the Code to form “City and County of San Francisco Special Tax District No. 2020-1 (Mission Rock Facilities and Services)” (“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 (“Authorized Facilities”) and incidental expenses (“incidental expenses”), all as described in those proceedings; and

WHEREAS, Pursuant to Resolution No. 196-20, which was adopted on May 5, 2020, and signed by Mayor London Breed on May 15, 2020 (“Original Special Tax Bond Resolution”), the Board of Supervisors authorized the issuance of up to $3,700,000,000 of bonded indebtedness and other debt on behalf of the Special Tax District and directed staff to prepare documentation for such bonded indebtedness and other debt and return to the Board of Supervisors for approval of such documentation; and

WHEREAS, Section 43.10.15.2 of the Code authorizes the City, on behalf of the Special Tax District, to enter into an agreement with any third party that pledges to the Special Tax District funds that will be used to pay for facilities or services that the Special Tax District is authorized to finance or to pay debt service on bonds or debt issued by or for the Special Tax District; and

WHEREAS, Under California Government Code Sections 53395 et seq. (“IFD Law”), the Board of Supervisors is authorized to establish an infrastructure financing district and to
act as the legislative body for such an infrastructure financing district; more specifically, the
Board of Supervisors is authorized to establish “waterfront districts” under IFD Law Section
53395.8, including one or more waterfront districts; and
WHEREAS, By Ordinance No. 27-16, which the Board of Supervisors adopted on March 1,
2016, and which was signed by Mayor Edwin Lee on March 11, 2016 (“Ordinance
Establishing IFD”), the Board of Supervisors, among other things, declared “City and County
of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco)” (“IFD”) to be
fully formed and established, approved an infrastructure financing plan for the IFD (“IFD
Infrastructure Financing Plan”), and designated initial proposed project areas within the IFD;
and
WHEREAS, In accordance with the DDA, by Ordinance No. 34-18, which the Board of
Supervisors adopted on February 27, 2018, and which was signed by the Mayor on March 6,
2018 (“Ordinance Establishing Project Area I and Sub-Project Areas I-1 through I-13”), the
Board of Supervisors, among other things, declared the following project area (“Project Area
I”) and sub-project areas (collectively, “Sub-Project Areas”) within the Project Site to be fully
formed and established and approved Appendix I to the IFD Infrastructure Financing Plan: (i)
“Project Area I (Mission Rock),” (ii) “Sub-Project Area I-1 (Mission Rock),” (iii) “Sub-Project
Area I-2 (Mission Rock),” (iv) “Sub-Project Area I-3 (Mission Rock),” (v) “Sub-Project Area I-4
(Mission Rock),” (vi) “Sub-Project Area I-5 (Mission Rock),” (vii) “Sub-Project Area I-6 (Mission
Rock),” (viii) “Sub-Project Area I-7 (Mission Rock),” (ix) “Sub-Project Area I-8 (Mission Rock),”
(x) “Sub-Project Area I-9 (Mission Rock),” (xi) “Sub-Project Area I-10 (Mission Rock),” (xii)
“Sub-Project Area I-11 (Mission Rock),” (xiii) “Sub-Project Area I-12 (Mission Rock),” and (xiv)
“Sub-Project Area I-13 (Mission Rock)”; and
WHEREAS, Under Section 53395.2 of the IFD Law, the IFD is authorized to pledge
revenues available from the Sub-Project Areas and allocated to it pursuant to Article 3 of the
IFD Law (commencing with Section 53396) to pay the principal of, and interest on, bonds
issued pursuant to the Mello-Roos Act, the proceeds of which have been or will be used
entirely for allowable purposes of the IFD; and
WHEREAS, By Resolution No. 37-18, which the Board of Supervisors adopted on
February 13, 2018, and which was signed by Mayor Mark Farrell on February 23, 2018
(“Original Pledge Agreement Resolution”), the Board of Supervisors, acting as the legislative
body of the IFD, authorized execution of one or more pledge agreements by the IFD that
provides, among other things, for the pledge of tax increment revenues allocated to the IFD
with respect to all or any of the Sub-Project Areas (“Tax Increment”), as applicable, to bonds
issued for a special tax district that is formed by the Board of Supervisors to finance all or any
of the facilities that can be financed by the IFD with Tax Increment; and
WHEREAS, A default judgment was entered on October 17, 2019, by the Superior
Court of the County of San Francisco in a judicial validation action related to, among other
things, the IFD, the Sub-Project Areas and such pledge agreements (Case No. CGC-18-
565561) (“Validation Judgment”); and
WHEREAS, The Board of Supervisors is concurrently considering a resolution
supplementing the Original Special Tax Bond Resolution to provide for the issuance of one or
more series of special tax bonds for the Special Tax District (“2021 Bonds”); and
WHEREAS, In accordance with the DDA, Appendix I to the IFD Infrastructure
Financing Plan and the IFD Law, the IFD and the City, on behalf of the Special Tax District,
wish to enter into a pledge agreement (“Pledge Agreement”) to memorialize a pledge by the
IFD of certain Tax Increment to pay, among other things, debt service on the 2021 Bonds; and
WHEREAS, On October 27, 2020, staff provided an update on the Project and plan of
finance, including the proposed issuance of the 2021 Bonds, and by Resolution No. 20-48, the
Port Commission recommended that the Board of Supervisors, as the legislative body of the
IFD, approve the form of Pledge Agreement and related documents and actions; and
authorized the Executive Director of the Port to cause the documents described herein to be
submitted to the Board of Supervisors for its consideration; and

WHEREAS, A copy of Port Commission Resolution No. 20-48 is in Board File No. [20____], and is incorporated in this resolution by reference; and

WHEREAS, In the Ordinance Establishing Project Area I and Sub-Project Areas I-1 through I-13, the Board of Supervisors appointed the Port Commission to act as the agent of the IFD with respect to Project Area I and the Sub-Project Areas (which is referred to as the IFD Agent in the DDA), which under the DDA includes the authority to determine in collaboration with the Office of Public Finance whether and in what amounts the IFD will issue or incur indebtedness for the purposes specified in Appendix I to the Infrastructure Financing Plan and enter into agreements related to such indebtedness; and

WHEREAS, In its capacity as legislative body of the IFD, the Board of Supervisors now wishes to supplement the Original Pledge Agreement Resolution to provide for the execution and delivery of the Pledge Agreement; and

WHEREAS, All conditions, things and acts required to exist, to have happened and to have been performed precedent to the execution and delivery of the Pledge Agreement as contemplated by this Resolution and the documents referred to herein exist, have happened and have been performed in due time, form and manner as required by applicable law, including the IFD Law; now therefore be it

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

FURTHER RESOLVED, That pursuant to the IFD Law, the Original Pledge Agreement Resolution, and this Resolution, the Board of Supervisors hereby approves the Pledge Agreement, in substantially the form on file with the Clerk of the Board of Supervisors, together with such additions or changes as are approved by an Authorized Officer (as defined
the approval of such additions or changes shall be conclusively evidenced by the execution and delivery by an Authorized Officer of the Pledge Agreement; and, be it

FURTHER RESOLVED, That the Mayor, the Controller, and the Director of the Office of Public Finance, or such other official of the City as may be designated by such officials (each, an “Authorized Officer”) is hereby authorized and directed to execute and deliver the Pledge Agreement on behalf of the IFD; and, be it

FURTHER RESOLVED, The Board of Supervisors previously approved the levy on the secured roll of ad valorem taxes on possessory interests in Project Area I pursuant to Resolution No. 200-20, which was adopted by the Board of Supervisors on May 5, 2020 and approved by the Mayor on May 15, 2020, and the Board of Supervisors agrees to continue such levy on the secured roll as long as the obligation under the Pledge Agreement remains in effect; and, be it

FURTHER RESOLVED, That all actions heretofore taken by the officers and agents of the City (including, but not limited to the IFD Agent in accordance with the DDA and the Ordinance Establishing Project Area I and Sub-Project Areas I-1 through I-13) with respect to the establishment of the IFD, Project Area I and the Sub-Project Areas, the approval of the IFD Infrastructure Financing Plan and Appendix I, and the execution and delivery of the Pledge Agreement are hereby approved, confirmed and ratified, and the appropriate officers of the City (including, but not limited to the IFD Agent in accordance with the DDA and the Ordinance Establishing Project Area I and Sub-Project Areas I-1 through I-13) are hereby authorized and directed to do any and all things and take any and all actions and execute any and all certificates, agreements and other documents on behalf of the IFD, which they, or any of them, may deem necessary or advisable in order to consummate the execution and delivery of the Pledge Agreement in accordance with this Resolution, including but not limited to any actions required in connection with issuance of ratings or a municipal bond insurance
policy with respect to the 2021 Bonds, and any certificate, agreement, and other document
described in the documents herein approved; all actions to be taken by an Authorized Officer,
as defined herein, may be taken by such Authorized Officer or any designee, with the same
force and effect as if taken by the Authorized Officer; and, be it

FURTHER RESOLVED, That 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 and for the execution and delivery of the Pledge Agreement as herein
described are hereby repealed.

APPROVED AS TO FORM:
DENNIS J. HERRERA, City Attorney

By: /s/ Mark D. Blake
MARK D. BLAKE
Deputy City Attorney

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