Resolution supplementing Resolution No. 12-17 authorizing the issuance and sale of one or more series of Special Tax Bonds for City and County of San Francisco Community Facilities District No. 2016-1 (Treasure Island) with respect to its Improvement Area No. 1 in the aggregate principal amount not to exceed $41,340,000; approving related documents, including an Official Statement, First Supplement to Fiscal Agent Agreement, Bond Purchase Agreement and Continuing Disclosure Undertaking, and determining other matters in connection therewith, as defined herein.

WHEREAS, This Board of Supervisors (“Board of Supervisors”) of the City and County of San Francisco (“City”) previously 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 (“Mello-Roos Act”), to form “City and County of San Francisco Community Facilities District No. 2016-1 (Treasure Island)” (“CFD”) and “Improvement Area No. 1 of the City and County of San Francisco Community Facilities District No. 2016-1 (Treasure Island)” (“Improvement Area No. 1”), to authorize the levy of special taxes upon the land within Improvement Area No. 1 and issue bonds secured by the special taxes levied in Improvement Area No. 1 for financing certain public improvements (“Authorized Facilities”) in the aggregate principal amount of $250,000,000, all as described in those proceedings; and

WHEREAS, Pursuant to Resolution No. 12-17, which was adopted by the Board on January 24, 2017, and signed by the Mayor on February 3, 2017 (“Original Resolution of Issuance”), this Board of Supervisors authorized the issuance of up to $250,000,000 of
bonded indebtedness and other debt on behalf of the CFD with respect to Improvement Area No. 1, directed staff to prepare documentation for such bonded indebtedness and other debt and return to this Board of Supervisors for approval of such documentation; and

WHEREAS, Pursuant to Resolution No. 411-20, which was approved by the Board of Supervisors on September 22, 2020 and signed by the Mayor on September 25, 2020 (“First Supplemental Resolution of Issuance”) and a Fiscal Agent Agreement, dated as of October 1, 2020 (“Master Fiscal Agent Agreement”), by and between the City and Zions Bancorporation, National Association (“Fiscal Agent”), the Board of Supervisors previously issued the following special tax bonds on behalf of the CFD with respect to Improvement Area No. 1 (“2020 Bonds”): $17,135,000 Improvement Area No. 1 of the City and County of San Francisco Community Facilities District No. 2016-1 (Treasure Island) Special Tax Bonds, Series 2020; and

WHEREAS, The Board of Supervisors now wishes to supplement the Original Resolution of Issuance to provide for the issuance of one or more additional series of special tax bonds (the “Bonds”) on a parity basis with the 2020 Bonds to finance a portion of the Authorized Facilities and related costs and expenses; and

WHEREAS, There has been submitted to this Board of Supervisors a form of a First Supplement to the Fiscal Agent Agreement between the City and the Fiscal Agent (“First Supplement”; together with the Master Fiscal Agent Agreement, “Fiscal Agent Agreement”), which supplements the Master Fiscal Agent Agreement for the purposes of issuing one or more additional series of special tax bonds, and this Board of Supervisors with the aid of its staff has reviewed the First Supplement and found it to be in proper order; and

WHEREAS, There has also been submitted to this Board of Supervisors a form of preliminary Official Statement in connection with the marketing of the Bonds and this Board of
Supervisors, with the aid of its staff, has reviewed the preliminary Official Statement to assure disclosure of all material facts relating to the Bonds; and

WHEREAS, In accordance with Government Code, Section 5852.1, this Board of Supervisors has obtained and disclosed a good faith estimate prepared by the City’s municipal advisor of (a) the true interest cost of the Bonds, (b) the finance charge of the Bonds, (c) the amount of proceeds received by the City for sale of the Bonds less the finance charge and any reserves or capitalized interest paid or funded with proceeds of the Bonds, and (d) the sum total of all payments the City will make to pay debt service on the Bonds plus the finance charge of the Bonds not paid with the proceeds of the Bonds; and

WHEREAS, All conditions, things and acts required to exist, to have happened and to have been performed precedent to and in the issuance of the Bonds and the levy of the special taxes 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 the laws of the State of California, including the Mello-Roos Act; now, therefore, be it

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

FURTHER RESOLVED, That pursuant to the Mello-Roos Act, this Resolution and the Fiscal Agent Agreement, one or more series of Bonds, in an aggregate principal amount not to exceed $41,340,000, are hereby authorized to be issued; and, be it

FURTHER RESOLVED, That the Bonds shall be dated, bear interest at the rates, mature on the dates, be issued in the form, be subject to redemption, and otherwise be issued on the terms and conditions, all as set forth in the Fiscal Agent Agreement and in accordance with this Resolution; provided, however, that the interest rate borne by each series of Bonds shall not exceed the maximum rate permitted by law; the Bonds may be issued as tax-exempt bonds or as taxable bonds; the Fiscal Agent, an Authorized Officer (as defined herein) and other responsible officers of the City are hereby authorized and directed to take such actions
as are required to cause the delivery of the Bonds upon receipt of the purchase price thereof; and, be it

FURTHER RESOLVED, That this Board of Supervisors hereby finds that the issuance of the Bonds is in compliance with the Mello-Roos Act and applicable provisions of the City’s “Amended and Restated Local Goals and Policies for Community Facilities Districts and Special Tax Districts” adopted by this Board of Supervisors on November 26, 2013, by Resolution No. 414-13, and signed by the Mayor on November 27, 2013 (“Goals and Policies”). More specifically, this Board of Supervisors hereby makes the following determinations:

(i) The rate and method of apportionment of special taxes for Improvement Area No. 1 is in compliance with the Goals and Policies.

(ii) The appraisal described in the preliminary Official Statement (the “Appraisal”) has been prepared in accordance with the Goals and Policies.

(iii) Section 53345.8 of the Mello-Roos Act requires, with certain exceptions, that the value of the real property subject to special taxes levied in Improvement Area No. 1 must be at least three times the principal amount of the Bonds and the principal amount of all other bonds that will be outstanding following issuance of the Bonds that are secured by a special tax levied pursuant to the Mello-Roos Act on property within the Improvement Area No. 1 or a special assessment levied on property within Improvement Area No. 1, and this Board of Supervisors hereby determines that the Appraisal concludes that the market value of the property within Improvement Area No. 1 (subject to the various assumptions and conditions set forth in the Appraisal) is at least three times (i) the maximum initial principal amount of the Bonds authorized by this Resolution and (ii) the outstanding principal amount of all other outstanding bonds ///
that are secured by a special tax or special assessment levied on property within Improvement Area No. 1; and, be it

FURTHER RESOLVED, That the Board of Supervisors hereby approves the form of the First Supplement, in substantially the form on file with the Clerk of the Board of Supervisors; each of 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, and the Clerk of the Board of Supervisors is hereby authorized and directed to attest to, the First Supplement in substantially the form on file with the Clerk of the Board of Supervisors, together with such additions or changes as are approved by such Authorized Officer upon consultation with the City Attorney and the City’s bond counsel, including such additions or changes as are necessary or advisable to permit the timely issuance, sale and delivery of the Bonds; the approval of such additions or changes shall be conclusively evidenced by the execution and delivery by an Authorized Officer of the First Supplement; the proceeds of the Bonds shall be used as set forth in the Fiscal Agent Agreement; the terms and provisions of the First Supplement, as executed, are incorporated herein by this reference as if fully set forth herein; and, be it

FURTHER RESOLVED, That this Board of Supervisors hereby approves the Official Statement prepared in connection with the Bonds in the form on file with the Clerk of the Board of Supervisors, together with any changes therein or additions thereto deemed advisable by an Authorized Officer after consultation with the City’s disclosure counsel; the Board hereby approves and authorizes the distribution by the Underwriter of the Bonds (defined below) of the preliminary Official Statement to prospective purchasers of the Bonds, and authorizes and directs an Authorized Officer on behalf of the City to deem the preliminary Official Statement “final” pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934

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BOARD OF SUPERVISORS
("Rule") prior to its distribution to prospective purchasers of the Bonds. The execution of the final Official Statement, which shall include then current financial information regarding Improvement Area No. 1 and such other changes and additions thereto deemed advisable by an Authorized Officer and such information permitted to be excluded from the preliminary Official Statement pursuant to the Rule, shall be conclusive evidence of the approval of the Official Statement by the City; and, be it

FURTHER RESOLVED, That this Board of Supervisors hereby approves the form of the continuing disclosure undertaking ("Continuing Disclosure Undertaking") with respect to the Bonds in the form thereof attached to the Official Statement on file with the Clerk of the Board of Supervisors; an Authorized Officer is hereby authorized and directed to complete and execute the Continuing Disclosure Undertaking on behalf of the City with such changes, additions or deletions as may be approved by the Authorized Officer in consultation with the City's disclosure counsel; and, be it

FURTHER RESOLVED, That the form of the Bond Purchase Agreement ("Purchase Contract") providing for the sale of the Bonds by the City to Stifel, Nicolaus & Company, Incorporated and RBC Capital Markets, LLC, as underwriters (collectively, "Underwriter"), on file with the Clerk of the Board is hereby approved and each of the Authorized Officers is hereby authorized to execute the Purchase Contract in the form so approved, with such additions thereto and changes therein as are necessary to conform the Purchase Contract to the dates, amounts and interest rates applicable to the Bonds as of the sale date or as are approved by an Authorized Officer upon consultation with the City Attorney and the City's bond counsel; provided that the maximum amount of Underwriter's discount on the sale of each series of Bonds may not exceed 1.50% of the par amount of such series of Bonds. Approval of such additions and changes shall be conclusively evidenced by the execution and delivery of the Purchase Contract by an Authorized Officer; this Board of Supervisors hereby...
finds that sale of the Bonds to the Underwriter at a negotiated sale pursuant to the Purchase
Contract will result in a lower overall cost than would be achieved by selling the Bonds
utilizing competitive bidding; and, be it

FURTHER RESOLVED, Pursuant to Section 53345.8 of the Act, this Board of
Supervisors hereby finds and determines that an Authorized Officer may not execute and
deliver the Bond Purchase Agreement unless the Appraisal concludes that the taxable
property in Improvement Area No. 1 has a market value (subject to the various assumptions
and conditions set forth in the Appraisal) at least three times the principal amount of the
Bonds to be sold and the principal amount of all other bonds outstanding that are secured by
a special tax levied pursuant to the Act on property within Improvement Area No. 1 or a
special assessment levied on property within the Improvement Area No. 1; and, be it

FURTHER RESOLVED, That the Bonds shall be prepared, executed and delivered to
the Fiscal Agent for authentication, all in accordance with the terms of the Fiscal Agent
Agreement and the Purchase Contract; and, be it

FURTHER RESOLVED, That the Director of the Office of Public Finance is hereby
authorized to determine, after consultation with the City’s bond counsel, municipal advisors
and the Underwriter, (i) the name of the Bonds, (ii) whether all or a portion of one or more
series of Bonds shall be designated as “green bonds,” (iii) the final principal amount of each
series of the Bonds and (iv) whether each series of the Bonds will be issued as tax-exempt or
taxable bonds; and, be it

FURTHER RESOLVED, That all actions heretofore taken by the officers and agents of
the City (including, but not limited to, the Authorized Officers) with respect to the
establishment of the CFD and Improvement Area No. 1, the annexation of properties to
Improvement Area No. 1, the levy of the special tax and the issuance of the Bonds are hereby
approved, confirmed and ratified, and the appropriate officers of the City 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, which they, or any of them, may deem
necessary or advisable in order to accomplish the purposes of this Resolution and
consummate the lawful issuance and delivery of the Bonds in accordance with this
Resolution, any determination authorized by this Resolution, 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 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, this
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 this Resolution shall take effect upon its adoption.

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

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

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