

File No. 210965

Committee Item No. 4

Board Item No. 25

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Government Audit and Oversight

Date: Oct. 7, 2021

Board of Supervisors Meeting:

Date: Oct. 26, 2021

Cmte Board

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| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Resolution |
| <input type="checkbox"/> | <input type="checkbox"/> | Ordinance |
| <input type="checkbox"/> | <input type="checkbox"/> | Legislative Digest |
| <input type="checkbox"/> | <input type="checkbox"/> | Budget and Legislative Analyst Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Youth Commission Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Introduction Form |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Department/Agency Cover Letter and/or Report |
| <input type="checkbox"/> | <input type="checkbox"/> | MOU |
| <input type="checkbox"/> | <input type="checkbox"/> | Grant Information Form |
| <input type="checkbox"/> | <input type="checkbox"/> | Grant Budget |
| <input type="checkbox"/> | <input type="checkbox"/> | Subcontract Budget |
| <input type="checkbox"/> | <input type="checkbox"/> | Contract/Agreement |
| <input type="checkbox"/> | <input type="checkbox"/> | Form 126 – Ethics Commission |
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OTHER

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| <input type="checkbox"/> | <input checked="" type="checkbox"/> | <u>OPF Presentation – October 7, 2021</u> |
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Prepared by: John Carroll

Date: Oct. 1, 2021

Prepared by: John Carroll

Date: Oct. 15, 2021

Prepared by: John Carroll

Date: _____

1 [Authorizing Preparation of an Amended Infrastructure Financing Plan for City and County of
2 San Francisco Infrastructure and Revitalization Financing District No.1 (Treasure Island)]

3 **Resolution authorizing and directing the Director of the Office of Public Finance, or**
4 **designee thereof, to prepare an amended infrastructure financing plan for the City and**
5 **County of San Francisco Infrastructure and Revitalization Financing District No. 1**
6 **(Treasure Island) and project areas therein, and determining other matters in**
7 **connection therewith, as defined herein.**

8
9 WHEREAS, Naval Station Treasure Island (“NSTI”) is a former United States Navy
10 base located in the City and County of San Francisco (the “City”) that consists of two islands
11 connected by a causeway: (1) Treasure Island, and (2) an approximately 90-acre portion of
12 Yerba Buena Island; and

13 WHEREAS, Under the Treasure Island Conversion Act of 1997, which amended
14 California Health and Safety Code, Section 33492.5, and added Section 2.1 to Chapter 1333
15 of the Statutes of 1968, the California Legislature: (i) designated the Treasure Island
16 Development Authority, a California non-profit public benefit corporation (“TIDA”) as a
17 redevelopment agency under California redevelopment law with authority over NSTI upon
18 approval of the City’s Board of Supervisors, and (ii) with respect to those portions of NSTI
19 which are subject to Tidelands Trust, vested in TIDA the authority to administer the public
20 trust for commerce, navigation and fisheries as to such property; and

21 WHEREAS, The Board of Supervisors approved the designation of TIDA as a
22 redevelopment agency for NSTI in 1997; and

23 WHEREAS, On January 24, 2012, the Board of Supervisors rescinded designation of
24 TIDA as the redevelopment agency for Treasure Island under California Community
25 Redevelopment Law in Resolution No. 11-12; and such rescission does not affect TIDA’s

1 status as the Local Reuse Authority for NSTI or the Tidelands Trust trustee for the portions of
2 NSTI subject to the Tidelands Trust, or any of the other powers or authority; and

3 WHEREAS, The United States of America, acting by and through the Department of
4 the Navy (“Navy”), and TIDA entered into an Economic Conveyance Memorandum of
5 Agreement (as amended and supplemented from time to time, the “Conveyance Agreement”)
6 that governs the terms and conditions for the transfer of NSTI from the Navy to TIDA; and
7 under the Conveyance Agreement, the Navy has and will convey NSTI to TIDA in phases
8 after the Navy has completed environmental remediation and issued a Finding of Suitability to
9 Transfer (as defined in the Conveyance Agreement) for specified parcels of NSTI or portions
10 thereof; and,

11 WHEREAS, Treasure Island Community Development, LLC (“Developer”) and TIDA
12 have previously entered into a Disposition and Development Agreement (Treasure
13 Island/Yerba Buena Island) dated June 28, 2011 (the “DDA”), including a Financing Plan
14 (Treasure Island/Yerba Buena Island) (the “Financing Plan”), which governs the disposition
15 and development of a portion of NSTI (the “Project Site”) after the Navy’s transfer of NSTI to
16 TIDA in accordance with the Conveyance Agreement; and

17 WHEREAS, The DDA contemplates a project (the “Project”) under which TIDA
18 acquires the Project Site from the Navy and conveys portions of the Project Site to Developer
19 for the purposes of: (i) alleviating blight in the Project Site through development of certain
20 improvements, (ii) geotechnically stabilizing the Project Site, (iii) constructing public
21 infrastructure to support the Project and other proposed uses on NSTI, (iv) constructing and
22 improving certain public parks and open spaces, (v) remediating certain existing hazardous
23 substances, and (vi) selling and ground leasing lots to vertical developers who will construct
24 residential units and commercial and public facilities; and

1 WHEREAS, On April 21, 2011, the Planning Commission, by Motion No. 18325 and
2 the Board of Directors of TIDA, by Resolution No. 11-14-04/21, as co-lead agencies, certified
3 the completion of the Final Environmental Impact Report for the Project, and unanimously
4 approved a series of entitlement and transaction documents relating to the Project, including
5 certain environmental findings under the California Environmental Quality Act (“CEQA”), a
6 mitigation and monitoring and reporting program (the “MMRP”), and the DDA and other
7 transaction documents; and

8 WHEREAS, On June 7, 2011, in Motion No. M11-0092, the Board of Supervisors
9 unanimously affirmed certification of the Final Environmental Impact Report, on that same
10 date, the Board of Supervisors, in Resolution No. 246-11, adopted CEQA findings and the
11 MMRP, and made certain environmental findings under CEQA (collectively, the “FEIR”). Also
12 on that date, the Board of Supervisors, in Ordinance No. 95-11, approved the DDA and other
13 transaction documents, including the Transportation Plan and Infrastructure Plan; and

14 WHEREAS, TIDA and the Developer had been working diligently since then to
15 implement the Project consistent with the DDA, the MMRP and other documents; and,

16 WHEREAS, No additional environmental review was required because there were no
17 substantial changes to the project analyzed in the FEIR, no change in circumstances under
18 which the project was being undertaken, and no new information of substantial importance
19 indicating that new significant impacts would occur, that the impacts identified in the FEIR as
20 significant impacts would be substantially more severe, or that mitigation or alternatives
21 previously found infeasible were now feasible; and

22 WHEREAS, Developer and the City previously entered into a Development Agreement
23 related to the Project Site to eliminate uncertainty in the City’s land use planning for the
24 Project Site and secure orderly development of the Project consistent with the DDA and other

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1 applicable requirements, and the Financing Plan was also an exhibit to the Development
2 Agreement; and

3 WHEREAS, The Financing Plan identified certain financial goals for the Project and the
4 contractual framework for cooperation between TIDA, the City, and Developer in achieving
5 those goals and implementing the Project; and,

6 WHEREAS, The Financing Plan, among other things, obligates TIDA and the City to
7 take all actions reasonably necessary for, and obligates Developer to cooperate reasonably
8 with the efforts of, (i) the City to form requested community facilities districts (each, a “CFD”;
9 together, the “CFDs”) and take related actions under the Mello-Roos Community Facilities Act
10 of 1982 (the “Mello-Roos Act”) to pay for Qualified Project Costs, Ongoing Park Maintenance
11 and Additional Community Facilities (as those terms are defined in the Financing Plan), (ii) the
12 City to form requested infrastructure financing districts and take related actions under
13 applicable provisions of the Government Code of the State of California to pay for Qualified
14 Project Costs and (iii) the City to issue bonds and other debt for the CFDs and the
15 infrastructure financing districts and other public financing instruments described in the
16 Financing Plan (defined in the Financing Plan as “Public Financing”); and

17 WHEREAS, Under Chapter 2.6 of Part 1 of Division 2 of Title 5 of the California
18 Government Code, commencing with Section 53369 (the “IRFD Law”), this Board of
19 Supervisors is authorized to establish an infrastructure and revitalization financing district and
20 to act as the legislative body for an infrastructure and revitalization financing district; and,

21 WHEREAS, Pursuant to IRFD Law Section 53369.5, an infrastructure and revitalization
22 financing district may be divided into project areas; and,

23 WHEREAS, Pursuant to the Financing Plan and the IRFD Law, the Board of
24 Supervisors adopted Ordinance No. 21-17 on January 31, 2017, which the Mayor signed on
25 February 9, 2017 (“IRFD Formation Ordinance”), pursuant to which the Board of Supervisors

1 declared City and County of San Francisco Infrastructure and Revitalization Financing District
2 No. 1 (Treasure Island) (“IRFD”) and the following project areas within the IRFD (collectively,
3 “Initial Project Areas,” and together with any future project areas that may be established in
4 the IRFD, the “Project Areas”) to be fully formed with full force and effect of law:

5 (i) Project Area A of the City and County of San Francisco Infrastructure and
6 Revitalization Financing District No. 1 (Treasure Island) (“Project Area A”);

7 (ii) Project Area B of the City and County of San Francisco Infrastructure and
8 Revitalization Financing District No. 1 (Treasure Island) (“Project Area B”);

9 (iii) Project Area C of the City and County of San Francisco Infrastructure
10 and Revitalization Financing District No. 1 (Treasure Island) (“Project Area C”);

11 (iv) Project Area D of the City and County of San Francisco Infrastructure and
12 Revitalization Financing District No. 1 (Treasure Island) (“Project Area D”); and

13 (v) Project Area E of the City and County of San Francisco Infrastructure and
14 Revitalization Financing District No. 1 (Treasure Island) (“Project Area E”); and,

15 WHEREAS, Pursuant to the IRFD Formation Ordinance, the Board of Supervisors also
16 approved an Infrastructure Financing Plan for the IRFD (“IFP”); and,

17 WHEREAS, The IRFD Law provides that the legislative body of an infrastructure and
18 revitalization financing district may, at any time, add territory to a district or amend the
19 infrastructure financing plan for the district by conducting the same procedures for the
20 formation of a district or approval of bonds as provided in the IRFD Law; and,

21 WHEREAS, On _____, 2021, pursuant to Resolution No. __, which the Mayor signed
22 on _____, 2021 (“Resolution of Intention to Amend IRFD”), the Board of Supervisors declared
23 its intention to conduct proceedings to make certain Amendments to the IRFD (as defined in
24 the Resolution of Intention to Amend), pursuant to Section 53369.5(b) of the IRFD Law; and,

25 ///

1 WHEREAS, The IRFD Law requires this Board of Supervisors, after adopting the
2 Resolution of Intention to Amend, to designate and direct the City engineer or other
3 appropriate official to prepare an amended infrastructure plan; now, therefore, be it

4 RESOLVED, That the Board of Supervisors is adopting this Resolution in its capacity
5 as the legislative body of the IRFD and as the “legislative body” as defined in the IRFD Law;
6 and, be it

7 FURTHER RESOLVED, That the Director of the Office of Public Finance, or the
8 designee of the Director of the Office of Public Finance, is hereby authorized and directed to
9 prepare, or cause to be prepared, an amended IFP (the “Amended IFP”) that is consistent
10 with the general plan of the City and includes all of the proposed Amendments; and, be it

11 FURTHER RESOLVED, That the Director of Public Finance, or the designee of the
12 Director of Public Finance, shall send the Amended IFP to (i) the planning commission of the
13 City, (ii) this Board of Supervisors, (iii) each owner of land within the proposed IRFD and (iv)
14 each affected taxing entity (if any); and, be it

15 FURTHER RESOLVED, That the Director of the Public Finance, or designee thereof,
16 shall also send to the owners of land within the proposed amended IRFD and the affected
17 taxing entities (if any) any report required by the California Environmental Quality Act (Division
18 13 (commencing with Section 21000) of the Public Resources Code) that pertains to the
19 Project; and, be it

20 FURTHER RESOLVED, That the Clerk of the Board of Supervisors shall make the
21 Infrastructure Financing Plan available for public inspection; and, be it

22 FURTHER RESOLVED, That the Director of Public Finance, or designee thereof, shall
23 consult with each affected taxing entity, and, at the request of any affected taxing entity, shall
24 meet with representatives of the affected taxing entity; and, be it

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1 FURTHER RESOLVED, That the Board of Supervisors has reviewed and considered
2 the FEIR and finds that the FEIR is adequate for its use for the actions taken by this resolution
3 and incorporates the FEIR and the CEQA findings contained in Board of Supervisors
4 Resolution No. 246-11 by this reference; and, be it

5 FURTHER RESOLVED, That if any section, subsection, sentence, clause, phrase, or
6 word of this resolution, or any application thereof to any person or circumstance, is held to be
7 invalid or unconstitutional by a decision of a court of competent jurisdiction, such decision
8 shall not affect the validity of the remaining portions or applications of this resolution, this
9 Board of Supervisors hereby declaring that it would have passed this resolution and each and
10 every section, subsection, sentence, clause, phrase, and word not declared invalid or
11 unconstitutional without regard to whether any other portion of this resolution or application
12 thereof would be subsequently declared invalid or unconstitutional; and, be it

13 FURTHER RESOLVED, That the Mayor, the Controller, the Director of the Office of
14 Public Finance, the Clerk of the Board of Supervisors and any and all other officers of the City
15 are hereby authorized, for and in the name of and on behalf of the City, to do any and all
16 things and take any and all actions, including execution and delivery of any and all
17 documents, assignments, certificates, requisitions, agreements, notices, consents,
18 instruments of conveyance, warrants and documents, which they, or any of them, may deem
19 necessary or advisable in order to effectuate the purposes of this Resolution; provided
20 however that any such actions be solely intended to further the purposes of this Resolution,
21 and are subject in all respects to the terms of the Resolution; and, be it

22 FURTHER RESOLVED, That all actions authorized and directed by this Resolution,
23 consistent with any documents presented herein, and heretofore taken are hereby ratified,
24 approved and confirmed by this Board of Supervisors; and, be it

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1 FURTHER RESOLVED, That this Resolution shall take effect upon its adoption.

2

3 APPROVED AS TO FORM:
4 DENNIS J. HERRERA
5 City Attorney

6

By: /s/ MARK D. BLAKE
MARK D. BLAKE
Deputy City Attorney
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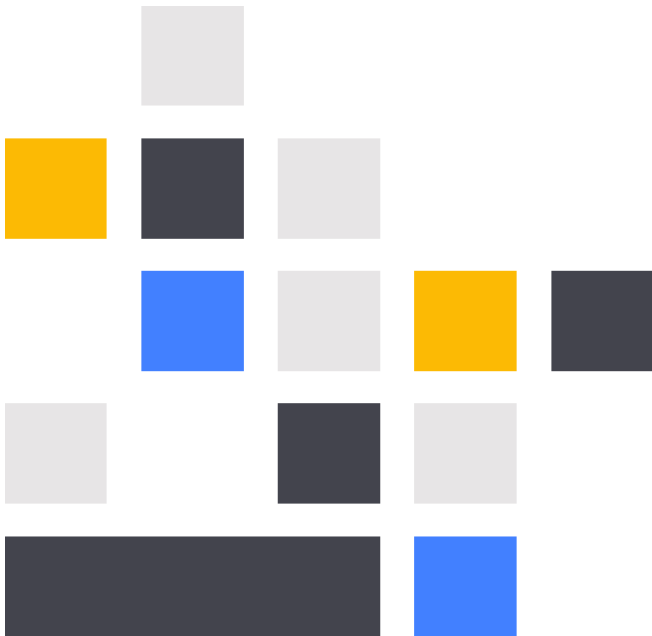
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Infrastructure & Revitalization District No. 1 (Treasure Island)

GOVERNMENT AND AUDIT OVERSIGHT COMMITTEE

Resolution of Intention to add territory to & amend the Infrastructure Financing Plan (“IFP”) of the Treasure Island IRFD and the project areas therein, to call a public hearing on the proposed amendments and to provide public notice thereof.

Resolution Authorizing & Directing the Director of the Office of Public Finance to prepare an amended infrastructure financing plan for the Treasure Island IRFD & the project areas therein.



October 7, 2021

City & County of San Francisco
Treasure Island Development Authority &
Controller's Office of Public Finance

Infrastructure & Revitalization Financing Districts (IRFDs)

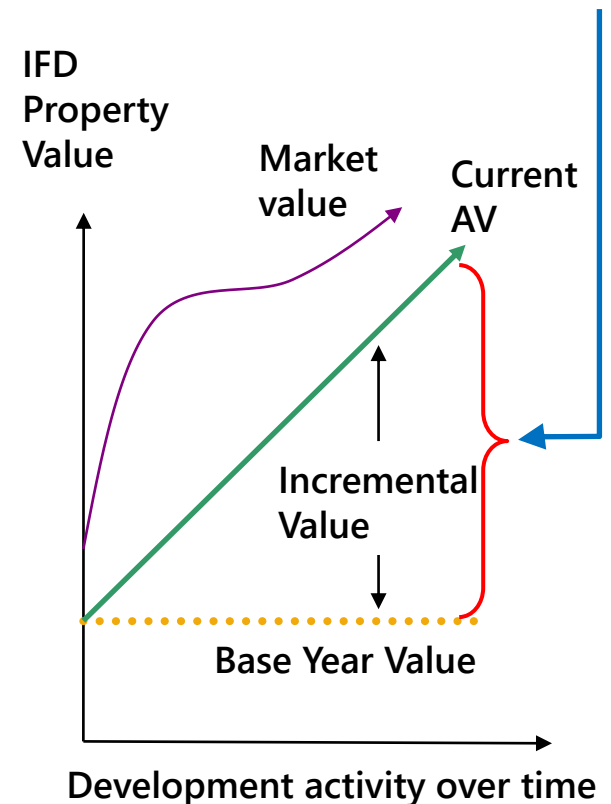
REDEVELOPMENT 2.0

- Pledge of incremental property taxes (“Tax Increment”) within a specific and limited geographic area & sub-areas (the “District” & “Project Areas”) to finance specific infrastructure and affordable housing costs related to the development in the District (“Project Costs”), similar to OCII
 - Affordable Housing as an eligible cost is specific to IRFDs, and not IFDs
- IRFD Tax Increment can be used for the repayment of bonds which finance Project Costs and/or direct funding of Project Costs on a “pay-as-you-go” basis (“Pay-go”)
- Share of 1% property tax revenues of city, county or special district **that opts in**, schools are explicitly excluded
- No tax increment revenue until growth occurs; assessed values lag development activity
- Tax increment revenues decline if assessed values decline
- Typically, a very concentrated tax base at IRFD formation (limited landownership, allows for a landowner special election to legally form)

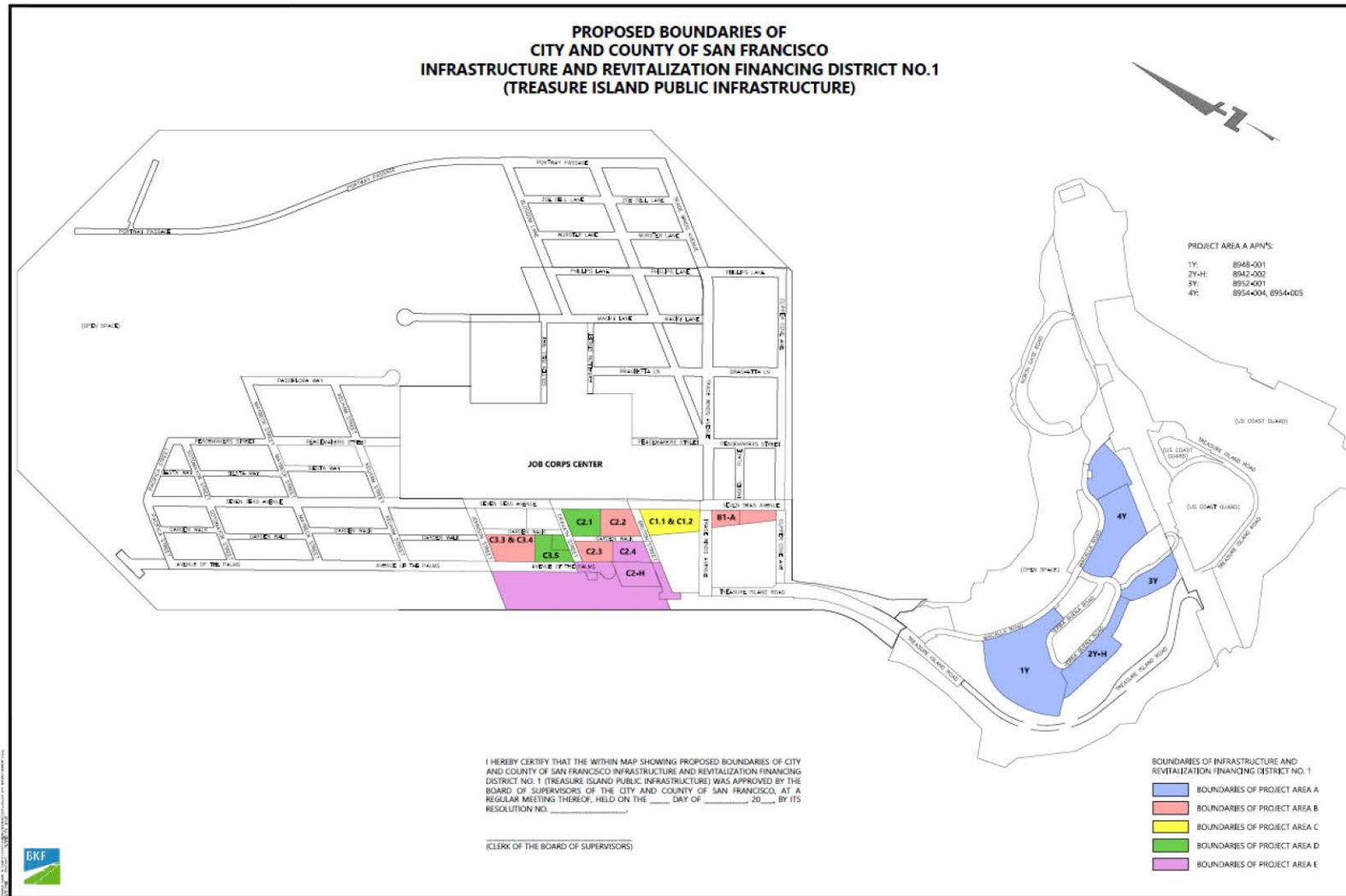
IRFDS ARE TYPICALLY USED

- In combination with other tools, like a CFD
- By municipalities with large share of 1% property tax roll
- In areas with significant growth potential, such as previously federally owned lands used as military bases, with limited initial landownership

Potential revenues = participating taxing entities' % share of 1% of incremental value



Map of the Treasure Island IRFD (Proposed Amended)



Milestones for Development & Public Financing for Treasure Island IRFD/CFD

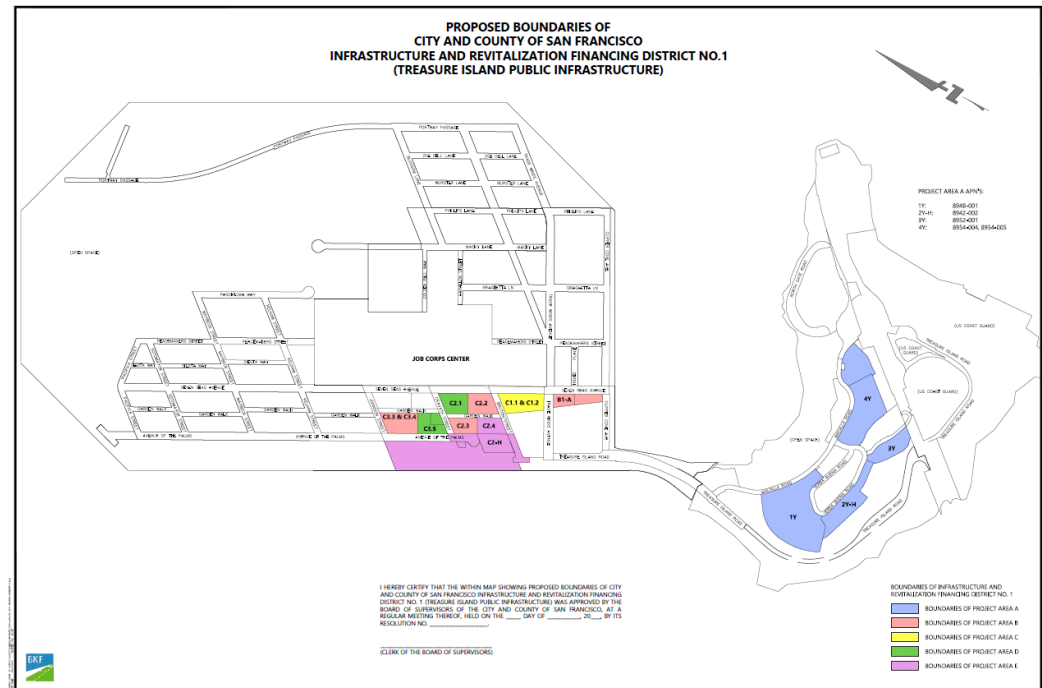
- **June 2011** – Disposition and Development Agreement signed
- **January 2017** – Treasure Island IRFD and Community Facilities District (CFD) formed
- **June 2019** – First building permits issued on Yerba Buena Island (YBI)
- **Dec. 2019/April 2020** – 1st year of tax increment collected in the IRFD (Project Area A – YBI)
- **October 2020** – First CFD bond issuance of \$17.135 million
- **July 2021** – Second CFD bond issuance of \$41.34 million
- **September 2021** – Resolutions to Amend the IFP of the IRFD Introduced
- ***October/November 2021*** – Third CFD bond issuance brought to BOS for approval & anticipated sale of bonds (not to exceed \$25.13 million)
- **January/February 2022 (Proposed)** – Public Hearing on Amendments to the IFP of the IRFD, Special Landowner Election Approving Amendments & other BOS Actions
- ***April/May 2022 (Anticipated)*** – 1st Bond Sale for the IRFD ~\$15 million
- ***Dec. 2022/April 2023 (Anticipated)*** – 1st year of tax increment collected in Project Area B



Overview of the Treasure Island IRFD

- City has pledged a portion of the City's portion of ad valorem property taxes on properties within the IRFD (56.588206%)
- Tax Increment and tax increment bonds will:
 - **82.5%** will reimburse Treasure Island Community Development ("TICD") for eligible developer public infrastructure costs
 - **17.5%** will provide funding for affordable housing
 - Pay for administrative costs of the IRFD

MAP OF THE TREASURE ISLAND IRFD (Proposed Amended)

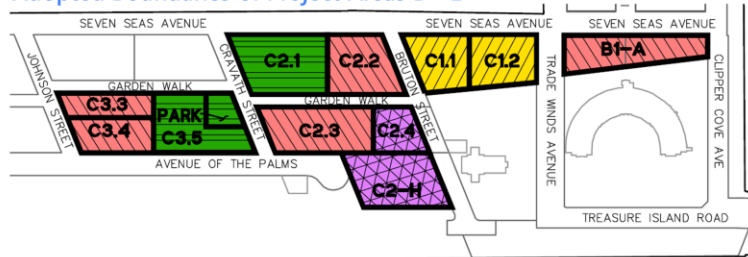


Proposed IFP Amendments for the Treasure Island IRFD

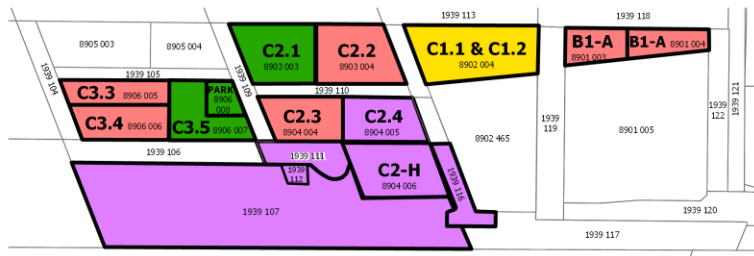
AMENDMENTS REQUIRED FOR THE IRFD'S 40+ YEARS OF ADMINISTRATION

1. Changes in Project Area Boundaries

Adopted Boundaries of Project Areas B - E



Proposed Amended Boundaries of Project Areas B - E



2. Allowances for Future Amendments to the IFP Regarding Project Area Boundaries

3. Restatement of the Distribution of 1% Property Tax Rate Among Tax Agencies

DISTRIBUTION OF 1% PROPERTY TAX RATE IN CITY AND COUNTY OF SAN FRANCISCO

		Adopted IFP	Proposed Amended IFP
City Portion			
City Pledged Portion	IRFD	56.69%	56.588206%
City Portion Not Dedicated to IRFD but Pledged as Conditional City Increment	General Fund (unless needed by the IRFD as set forth in the DDA Financing Plan)	8.00%	8.000000%
Total City Portion		64.69%	64.588206%
ERAF Portion			
	Education Revenue Augmentation Fund	25.33%	25.330113%
Other Taxing Agencies			
	San Francisco Unified School District	7.70%	7.698857%
	San Francisco Community College Fund	1.44%	1.444422%
	San Francisco County Office of Education		0.097335%
	Bay Area Rapid Transit District	0.63%	0.632528%
	Bay Area Air Quality Management District	0.21%	0.208539%
Total Other Taxing Agencies		9.98%	10.081681%
Total		100.00%	100.000000%

4. Elimination of Election Requirements if State IRFD Law is changed



Legislative Milestone	Legislation	Dates*
Introduction	<ul style="list-style-type: none"> ROI to Amend IFP Resolution Directing IFP Amendment 	September 14, 2021
Committee (GAO)	<ul style="list-style-type: none"> ROI to Amend IFP Resolution Directing IFP Amendment 	October 7, 2021
BOS Approval	<ul style="list-style-type: none"> ROI to Amend IFP 	October 19, 2021
Mayor Signs	<ul style="list-style-type: none"> ROI to Amend IFP 	October 22, 2021
BOS Clerk	<ul style="list-style-type: none"> ROI mailed to landowners et al. 	October 22, 2021
BOS Approval	<ul style="list-style-type: none"> Resolution Directing IFP Amendment 	October 26, 2021
Mayor Signs	<ul style="list-style-type: none"> Resolution Directing IFP Amendment 	October 29, 2021
Director of Elections	<ul style="list-style-type: none"> Letter as to registered voters in IRFD 	November 5, 2021
OPF	<ul style="list-style-type: none"> "Qualified Electors" return executed election waiver 	November 5, 2021
OPF / Elections	<ul style="list-style-type: none"> Amended IFP + CEQA Report made available for public inspection & mailed to landowners 	November 8, 2021
Introduction	<ul style="list-style-type: none"> Resolutions Proposing Amendment of IFP, Approving Amended IFP, Calling Election Ordinance Approving Amended IFP Resolutions Proposing Amendment of IFP, 	November 16, 2021
Committee (GAO)	<ul style="list-style-type: none"> Approving Amended IFP, Calling Election Ordinance Approving Amended IFP 	December 2, 2021
BOS Clerk	<ul style="list-style-type: none"> Publish Public Hearing Notice for January 11, 2022 Once weekly for 4 successive Weeks 	December 8, 2021 (12/12, 12/19, 12/26, 1/2/22)
BOS Approval	<ul style="list-style-type: none"> Resolution Approving Amended 	December 14, 2021
Mayor Signs	<ul style="list-style-type: none"> Resolution Approving Amended IFP 	December 24, 2021
-	<ul style="list-style-type: none"> 60 Days from Mailing Amended IFP 	January 7, 2022
BOS Public Hearing	<ul style="list-style-type: none"> Public Hearing on Amended IFP 	January 11, 2022
BOS Approval	<ul style="list-style-type: none"> Resolution Calling Special Election Resolution Proposing Amendment of IFP 	January 11, 2022
Elections	<ul style="list-style-type: none"> Mail Ballot Election 	January 17, 2021
BOS Approval	<ul style="list-style-type: none"> Resolution Declaring Special Election Results 	February 1, 2022
Intro	<ul style="list-style-type: none"> Ordinance Approving Amended IFP 	February 1, 2022
BOS 1 st Hearing	<ul style="list-style-type: none"> Ordinance Approving Amended IFP 	February 1, 2022
BOS 2 nd Hearing	<ul style="list-style-type: none"> Ordinance Approving Amended IFP 	February 8, 2022
Mayor Signs	<ul style="list-style-type: none"> Ordinance Approving Amended IFP 	February 18, 2022



Amendments to Resolution of Intention

Title of Resolution:

Resolution of intention to add territory to and amend the Infrastructure Financing Plan for City and County of San Francisco Infrastructure and Revitalization Financing District No. 1 (Treasure Island) and project areas therein; ordering and setting a time and place for a public hearing of the Board of Supervisors, sitting as a Committee of the Whole, on January 11, 2022, at 3:00 p.m. to call a public hearing on the proposed amendments and to provide public notice thereof; and determining other matters in connection therewith, as defined herein.

Page 7, Line 6:

FURTHER RESOLVED, That _____, _____, 2021 January 11, 2022 at —3:00 p.m.





OFFICE OF THE CONTROLLER
CITY AND COUNTY OF SAN FRANCISCO


Ben Rosenfield
Controller

Todd Rydstrom
Deputy Controller

Anna Van Degna
Director of Public Finance

MEMORANDUM

TO: Honorable Members, Board of Supervisors, as legislative body of City and County of San Francisco Infrastructure and Revitalization Financing District No. 1 (Treasure Island) (the "Treasure Island IRFD" or the "IRFD")

FROM: Anna Van Degna, Director of the Controller's Office of Public Finance
Luke Brewer, Controller's Office of Public Finance
Bob Beck, Director of the Treasure Island Development Authority 

DATE: **Tuesday, September 14, 2021**

SUBJECT: Resolution of Intention to Add Territory to and Amend the Infrastructure Financing Plan for the Treasure Island IRFD; and
Resolution Authorizing and directing the Director of the Office of Public Finance to Prepare an Amended Infrastructure Financing Plan for the Treasure Island IRFD

Recommended Actions

We respectfully request that the Board of Supervisors ("Board"), in its capacity as the legislative body of the Treasure Island IRFD, consider for review and approval the resolutions which initiate the process required for amending the Infrastructure Financing Plan ("IFP") for the IRFD. The proposed amendments to the IFP are deemed necessary in order for the City to administer the IRFD in accordance with applicable provisions of the Government Code of the State of California (the "IRFD Law").

Background

Since 1997, the City and the Treasure Island Development Authority ("TIDA") have worked together on the Treasure Island/ Yerba Buena Island Development Project ("Project") in order to redevelop the former Treasure Island Naval Station ("NSTI") in connection with the conveyance of the Navy-owned lands to TIDA. In early 2003, TIDA and the Treasure Island Community Development, LLC¹ ("TICD" or the "Developer") entered into an Exclusive Negotiating Agreement and began work on a Development Plan.

In 2011, TICD and TIDA entered into the Disposition and Development Agreement ("DDA") and TICD and the City entered into the Development Agreement ("DA") to deliver the Project. The Financing Plan attached to the DDA and DA contemplates reimbursement to the Developer for costs incurred to construct public infrastructure through the issuance of special tax bonds issued for one or more community facilities districts ("CFDs") under the Mello-Roos Community Facilities Act of 1982 ("Mello-Roos Act") and tax increment bonds issued by the Treasure Island IRFD.

1. The existing members of TICD are (1) Treasure Island Holdings, LLC, a joint venture comprised of a subsidiary of Lennar Corporation and a non-managing third-party investor member, (2) TICD Hold Co., LLC, an indirect subsidiary of Lennar, (3) KSWM Treasure Island, LLC, a joint venture comprised of affiliates of Stockbridge Capital Group, LLC, Kenwood Investments, and Wilson Meany, LP, and (4) Stockbridge TI Co-Investors, LLC, an affiliate of Stockbridge.

2 | Resolutions to Amend the Infrastructure Financing Plan of the Treasure Island IRFD

Under the Mello-Roos Act, the Board of Supervisors has the authority to levy special taxes on taxable property in a CFD. Under the IRFD Law, the Board of Supervisors allocates a portion of the general 1% ad valorem tax revenues to the IRFD; no new taxes are levied in connection with the IRFD.

The development plan for the Project anticipates a new San Francisco neighborhood consisting of up to 8,000 new residential housing units, as well as new commercial and retail space, a hotel, and 290 acres of parks and public open space, including shoreline access and cultural uses. Transportation amenities being built for the project will enhance mobility on Yerba Buena Island and Treasure Island as well as link the islands to mainland San Francisco. Some amenities include a combined police/fire emergency services building; utility improvements including new water, sewer, storm, gas, electrical and communications infrastructure with new water storage reservoirs and a wastewater treatment plant; new and upgraded streets, public byways, bicycle, transit, and pedestrian facilities; and a new ferry terminal.

The full text of the DA, DDA, Financing Plan and other entitlement and transaction documents for the development of NSTI can be found at: <http://sftreasureisland.org/approved-plans-and-documents>

The Treasure Island IRFD

On January 31, 2017, following a public hearing and landowner vote, the Board adopted Ordinance No. 21-17 forming the Treasure Island IRFD and adopting the Infrastructure Financing Plan (the "Adopted IFP"). The IRFD consists of five (5) Project Areas on Yerba Buena Island (Project Area A) and Treasure Island (Project Areas B, C, D and E) which represent the initial phases of development of the Project.

Under the terms set forth in the Financing Plan, the City has committed a portion of the incremental property tax revenues derived in the project areas to the IRFD for the reimbursement of eligible project costs consistent with the terms and limitations of IRFD Law. The City receives 64.59% of the 1% Ad Valorem property tax; the remaining 35.41% of property tax revenues are directed to the State, education, and other special districts.

In the Financing Plan the City has committed 56.69% of the Tax Increment to the financing of the Project with 82.5% of those committed revenues being available to TICD for the reimbursement of eligible project expenses ("Facilities") and 17.5% of the revenues being reserved for the use of TIDA and the City in financing affordable housing ("Housing"). The remaining 8% of City tax increment is not dedicated to the Public Financing but is subordinated to the debt service of bonds issued by the IRFD should insufficient increment be generated to meet the debt service obligation.

The IFP established the initial Project Areas (A, B, C, D and E) including (i) legal boundaries; (ii) the fiscal year to be used as the base year for calculating incremental assessed value and tax increment available to the Project; (iii) the trigger amount of tax increment to be collected by the City in order to commence the distribution of the tax increment to the IRFD from a given Project Area in the following fiscal year (the "Commencement Year") and determine the final year of tax increment allocation to the Project, which is 40 years (or such longer period if allowed by the IRFD Law and approved by the Board) following the Commencement Year.

As of Fiscal Year 2021-22 only Project Area A, which consists of the development parcels on Yerba Buena Island, has begun distributing tax increment to the IRFD to finance public infrastructure and affordable housing for the Project, as shown in the adjacent table.

Project Area A			
Tax Increment Distributions to the IRFD			
	82.50%	17.50%	
Fiscal Year	Facilities	Housing	Total
2019-20	\$327,218	\$69,410	\$396,628
2020-21	\$476,589	\$101,095	\$577,684
Total	\$803,807	\$170,505	\$974,312
Tax Increment Projections			
2021-22	\$620,477	\$131,616	\$752,094

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Project Area A reached its trigger amount in FY 2018-19 and therefore its Commencement Year was FY 2019-20.

Based on FY 2021-22 Assessed Values Project Area B will generate its trigger amount this year, and its Commencement Year will be FY 2022-23. See **Exhibit A** for additional details on the history of incremental assessed valuation and tax increment by Project Area since formation.

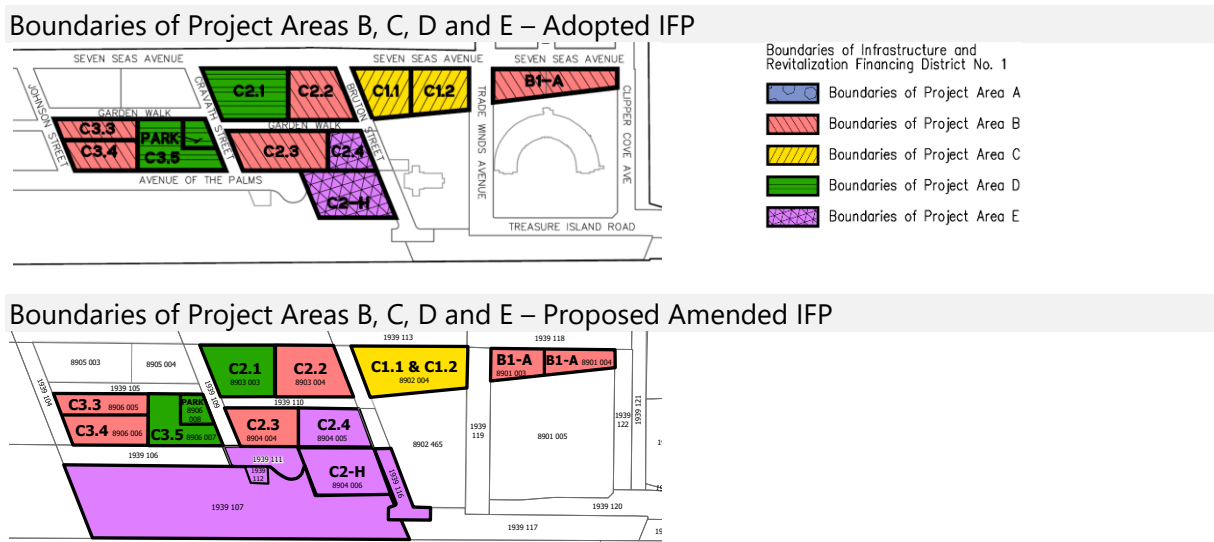
The Amendments to the IFP

The Controller's Office of Public Finance ("OPF") in coordination with TIDA and with assistance from the Assessor's Office has been administering the IRFD since its formation in 2017. OPF has determined that certain amendments to the boundaries of the IRFD and the Project Areas and to the IFP are needed for OPF to continue administering the IRFD in accordance with IRFD Law and the Financing Plan. As described below, all of these amendments will be approved by the qualified electors in the IRFD.

1. Changes in Project Area Boundaries

This proposed amendment would revise the Project Area Boundaries to reflect their actual Assessor Parcels based on adjustments to the original development parcels which have occurred as additional tentative and final maps have been recorded since formation. These were relatively standard modifications for early stage development but have resulted in the shifting of property between certain Project Areas. In order to accurately calculate the tax increment commencements and distributions by Project Area, the legally defined boundaries of certain Project Areas need to be redefined in order to align Project Areas with actual Assessor parcels. These will ultimately be provided to the State Board of Equalization ("BOE") to create new Tax Rate Areas ("TRAs") for clear tracking of the tax increment over the 40 years that a given Project Area will exist.

In addition, the proposed amendment revising the Project Area Boundaries would add property into Project Area E, in order to preemptively capture a pending map recordation which would change the location of Development Parcel C2-H to adjust for easements. The property proposed to be added is owned by TIDA and would not otherwise be developed or included in a future Project Area. By adding these properties now, it prevents further amendments to the IFP and the need for a special election to do so in the future.



2. Allowances for Future Amendments to the IFP Regarding Project Area Boundaries

Given the nature of long-term master planned developments such as the Project, this proposed amendment would allow the Board of Supervisors to approve future amendments to the IRFD and Project Area boundaries without further approval from the qualified electors in the IRFD as long as an independent fiscal consultant determines that the change will not adversely impact debt service coverage on outstanding IRFD bonds. The purpose of this amendment is to provide OPF and TIDA with an administratively simpler process for amending Project Area boundaries to reflect the recordation of final subdivision maps by the Developer on Treasure Island or Yerba Buena Island. With this amendment, the Board of Supervisors would be able to protect IRFD bondowners by ensuring that Project Area boundaries would align with the assessor parcels and that the BOE would be able to assign tax rate areas according to California law.

3. Restatement of the Distribution of 1% Property Tax Rate Among Tax Agencies

This proposed amendment would incorporate the San Francisco County Office of Education’s tax rate factor into the table, which had been blended into the General Fund tax rate historically and excluded from the following table of the Adopted IFP and would extend the decimal places out to more accurately reflect the distribution. It is likely that the City and the Developer will amend the Financing Plan to reflect this change.

DISTRIBUTION OF 1% PROPERTY TAX RATE IN CITY AND COUNTY OF SAN FRANCISCO

		Adopted IFP	Proposed Amended IFP
City Portion			
City Pledged Portion	IRFD	56.69%	56.588206%
City Portion Not Dedicated to IRFD but Pledged as Conditional City Increment	General Fund (unless needed by the IRFD as set forth in the DDA Financing Plan)	8.00%	8.000000%
Total City Portion		64.69%	64.588206%
ERAF Portion			
Education Revenue Augmentation Fund		25.33%	25.330113%
Other Taxing Agencies			
San Francisco Unified School District		7.70%	7.698857%
San Francisco Community College Fund		1.44%	1.444422%
San Francisco County Office of Education			0.097335%
Bay Area Rapid Transit District		0.63%	0.632528%
Bay Area Air Quality Management District		0.21%	0.208539%
Total Other Taxing Agencies		9.98%	10.081681%
Total		100.00%	100.000000%

4. Elimination of Election Requirements

This proposed amendment would eliminate any requirement for elections set forth in the IFP if the California Legislature amends the IRFD Law to eliminate the requirement for elections. This change would protect bondowners.

Additional Information & Anticipated Legislative Timeline

The Resolution of Intention to Amend the IFP of the Treasure Island IRFD is the first step in the process to amend the IFP and will describe the intention of the Board of Supervisors, in its capacity as legislative body of the Treasure Island IRFD, to amend the IFP, including the proposed amended boundaries of the Project Areas.

The Resolution Authorizing Director of OPF to Prepare the Amended IFP is the second step in the process to amend the IFP, and the work is underway to prepare the Amended IFP.

The final Amended IFP must be approved by resolution of the Board of Supervisors, in its capacity as legislative body of the City, prior to the public hearing and special election, and will ultimately be adopted by ordinance following the special election.

Both Resolutions are expected to be introduced at the Board of Supervisors meeting on Tuesday, September 14, 2021. Additionally, there will be further related legislation and actions of the City, as laid out in the timeline below.

Legislative Milestone	Legislation	Dates*
Introduction	<ul style="list-style-type: none"> ROI to Amend IFP Resolution Directing IFP Amendment 	September 14, 2021
Committee (GAO)	<ul style="list-style-type: none"> ROI to Amend IFP Resolution Directing IFP Amendment 	October 7, 2021
BOS Approval	<ul style="list-style-type: none"> ROI to Amend IFP 	October 19, 2021
Mayor Signs	<ul style="list-style-type: none"> ROI to Amend IFP 	October 22, 2021
BOS Clerk	<ul style="list-style-type: none"> ROI mailed to landowners et al. 	October 22, 2021
BOS Approval	<ul style="list-style-type: none"> Resolution Directing IFP Amendment 	October 26, 2021
Mayor Signs	<ul style="list-style-type: none"> Resolution Directing IFP Amendment 	October 29, 2021
Director of Elections	<ul style="list-style-type: none"> Letter as to registered voters in IRFD 	November 5, 2021
OPF	<ul style="list-style-type: none"> "Qualified Electors" return executed election waiver 	November 5, 2021
OPF / Elections	<ul style="list-style-type: none"> Amended IFP + CEQA Report made available for public inspection & mailed to landowners 	November 8, 2021
Introduction	<ul style="list-style-type: none"> Resolution Proposing Amendment of IFP Resolution Approving Amended IFP Resolution Calling Election Ordinance Approving Amended IFP 	November 16, 2021
Committee (GAO)	<ul style="list-style-type: none"> Resolution Proposing Amendment of IFP Resolution Approving Amended IFP Resolution Calling Election Ordinance Approving Amended IFP 	December 2, 2021

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Legislative Milestone	Legislation	Dates*
BOS Clerk	<ul style="list-style-type: none"> Publish Public Hearing Notice for January 11, 2022 Once weekly for 4 successive Weeks 	December 8, 2021 (12/12, 12/19, 12/26, 1/2/22)
BOS Approval	<ul style="list-style-type: none"> Resolution Approving Amended 	December 14, 2021
Mayor Signs	<ul style="list-style-type: none"> Resolution Approving Amended IFP 	December 24, 2021
-	<ul style="list-style-type: none"> 60 Days from Mailing Amended IFP 	January 7, 2022
BOS Public Hearing	<ul style="list-style-type: none"> Public Hearing on Amended IFP 	January 11, 2022
BOS Approval	<ul style="list-style-type: none"> Resolution Calling Special Election Resolution Proposing Amendment of IFP 	January 11, 2022
Elections	<ul style="list-style-type: none"> Mail Ballot Election 	January 17, 2021
BOS Approval	<ul style="list-style-type: none"> Resolution Declaring Special Election Results 	February 1, 2022
Intro	<ul style="list-style-type: none"> Ordinance Approving Amended IFP 	February 1, 2022
BOS 1 st Hearing	<ul style="list-style-type: none"> Ordinance Approving Amended IFP 	February 1, 2022
BOS 2 nd Hearing	<ul style="list-style-type: none"> Ordinance Approving Amended IFP 	February 8, 2022
Mayor Signs	<ul style="list-style-type: none"> Ordinance Approving Amended IFP 	February 18, 2022

*Please note that dates are estimated unless otherwise noted.

Your consideration of this matter is greatly appreciated. Please contact Anna Van Degna (anna.vandegna@sfgov.org) or Luke Brewer (luke.brewer@sfgov.org) if you have any questions.

cc: Angela Calvillo, Clerk of the Board of Supervisors
 Andres Powers, Mayor's Office
 Ashley Groffenberger, Mayor's Budget Director
 Ben Rosenfield, Controller
 Carmen Chu, City Administrator
 Ken Bukowski, Deputy City Administrator
 Harvey Rose, Budget & Legislative Analyst
 Severin Campbell, Budget & Legislative Analyst
 Mark Blake, Deputy City Attorney
 Kenneth Roux, Deputy City Attorney

Exhibit A

HISTORY OF INCREMENTAL ASSESSED VALUATIONS & TAX INCREMENT DISTRIBUTIONS TO THE TREASURE ISLAND IRFD

FISCAL YEAR 2021-22

Project Area	Secured AV & Incremental Revenue			Total	City Tax Increment			Pledged to IRFD		Available	Increment Collection & Year		
	Secured AV			1.0000%	0.565882%	0.0800%	0.645882%	17.50%	82.50%	for Bonds	Trigger	Collection	
	Land	Structure	Total AV	Tax Inc.	IRFD	Coverage	Total Inc.	Housing	Facilities ⁽¹⁾	Coverage	Occurred	Commenced	Year
A	\$90,225,195	\$42,681,285	\$132,906,480	\$1,329,065	\$752,094	\$106,325	\$858,419	\$131,616	\$620,477	\$106,325	Yes	Yes	3
B	\$28,449,245	-	\$28,449,245	\$284,492	\$160,989	\$22,759	\$183,749	-	-	-	Yes	No	0
C	\$1,858,868	-	\$1,858,868	\$18,589	\$10,519	\$1,487	\$12,006	-	-	-	No	No	N/A
D	\$2,523,048	-	\$2,523,048	\$25,230	\$14,277	\$2,018	\$16,296	-	-	-	No	No	N/A
E	\$1,001,748	-	\$1,001,748	\$10,017	\$5,669	\$801	\$6,470	-	-	-	No	No	N/A
Total	\$124,058,104	\$42,681,285	\$166,739,389	\$1,667,394	\$943,548	\$133,392	\$1,076,940	\$131,616	\$620,477	\$106,325			

FISCAL YEAR 2020-21

Project Area	Secured AV & Incremental Revenue			Total	City Tax Increment			Pledged to IRFD		Available	Increment Collection & Year		
	Secured AV			1.0000%	0.565882%	0.0800%	0.645882%	17.50%	82.50%	for Bonds	Trigger	Collection	
	Land	Structure	Total AV	Tax Inc.	IRFD	Coverage	Total Inc.	Housing	Facilities ⁽¹⁾	Coverage	Occurred	Commenced	Year
A	\$90,611,492	\$11,474,105	\$102,085,597	\$1,020,856	\$577,684	\$81,668	\$659,353	\$101,095	\$476,589	\$81,668	Yes	Yes	2
B	\$5,155,625	-	\$5,155,625	\$51,556	\$29,175	\$4,125	\$33,299	-	-	-	No	No	N/A
C	\$1,839,808	-	\$1,839,808	\$18,398	\$10,411	\$1,472	\$11,883	-	-	-	No	No	N/A
D	\$2,497,179	-	\$2,497,179	\$24,972	\$14,131	\$1,998	\$16,129	-	-	-	No	No	N/A
E	\$991,477	-	\$991,477	\$9,915	\$5,611	\$793	\$6,404	-	-	-	No	No	N/A
Total	\$101,095,581	\$11,474,105	\$112,569,686	\$1,125,697	\$637,012	\$90,056	\$727,067	\$101,095	\$476,589	\$81,668			

FISCAL YEAR 2019-20

Project Area	Secured AV & Incremental Revenue			Total	City Tax Increment			Pledged to IRFD		Available	Increment Collection & Year		
	Secured AV			1.0000%	0.565882%	0.0800%	0.645882%	17.50%	82.50%	for Bonds	Trigger	Collection	
	Land	Structure	Total AV	Tax Inc.	IRFD	Coverage	Total Inc.	Housing	Facilities ⁽¹⁾	Coverage	Occurred	Commenced	Year
A	\$70,090,194	-	\$70,090,194	\$700,902	\$396,628	\$56,072	\$452,700	\$69,410	\$327,218	\$56,072	Yes	Yes	1
B	\$5,054,967	-	\$5,054,967	\$50,550	\$28,605	\$4,044	\$32,649	-	-	-	No	No	N/A
C	\$1,803,733	-	\$1,803,733	\$18,037	\$10,207	\$1,443	\$11,650	-	-	-	No	No	N/A
D	\$2,448,642	-	\$2,448,642	\$24,486	\$13,856	\$1,959	\$15,815	-	-	-	No	No	N/A
E	\$972,038	-	\$972,038	\$9,720	\$5,501	\$778	\$6,278	-	-	-	No	No	N/A
Total	\$80,369,574	-	\$80,369,574	\$803,696	\$454,797	\$64,296	\$519,093	\$69,410	\$327,218	\$56,072			

FISCAL YEAR 2018-19

Project Area	Secured AV & Incremental Revenue			Total	City Tax Increment			Pledged to IRFD		Available	Increment Collection & Year		
	Secured AV			1.0000%	0.565882%	0.0800%	0.645882%	17.50%	82.50%	for Bonds	Trigger	Collection	
	Land	Structure	Total AV	Tax Inc.	IRFD	Coverage	Total Inc.	Housing	Facilities ⁽¹⁾	Coverage	Occurred	Commenced	Year
A	\$68,568,818	-	\$68,568,818	\$685,688	\$388,019	\$54,855	\$442,874	-	-	-	Yes	No	0
B	\$4,883,740	-	\$4,883,740	\$48,837	\$27,636	\$3,907	\$31,543	-	-	-	No	No	N/A
C	\$1,768,367	-	\$1,768,367	\$17,684	\$10,007	\$1,415	\$11,422	-	-	-	No	No	N/A
D	\$2,848,093	-	\$2,848,093	\$28,481	\$16,117	\$2,278	\$18,395	-	-	-	No	No	N/A
E	\$577,630	-	\$577,630	\$5,776	\$3,269	\$462	\$3,731	-	-	-	No	No	N/A
Total	\$78,646,648	-	\$78,646,648	\$786,466	\$445,047	\$62,917	\$507,965	-	-	-			

FISCAL YEAR 2017-18

Project Area	Secured AV & Incremental Revenue			Total	City Tax Increment			Pledged to IRFD		Available	Increment Collection & Year		
	Secured AV			1.0000%	0.565882%	0.0800%	0.645882%	17.50%	82.50%	for Bonds	Trigger	Collection	
	Land	Structure	Total AV	Tax Inc.	IRFD	Coverage	Total Inc.	Housing	Facilities ⁽¹⁾	Coverage	Occurred	Commenced	Year
A	-	-	-	-	-	-	-	-	-	-	No	No	N/A
B	-	-	-	-	-	-	-	-	-	-	No	No	N/A
C	-	-	-	-	-	-	-	-	-	-	No	No	N/A
D	-	-	-	-	-	-	-	-	-	-	No	No	N/A
E	-	-	-	-	-	-	-	-	-	-	No	No	N/A
Total	-	-	-	-	-	-	-	-	-	-			

FISCAL YEAR 2016-17 (BASE YEAR)

Project Area	Secured AV & Incremental Revenue			Total	City Tax Increment			Pledged to IRFD		Available	Increment Collection & Year		
	Secured AV			1.0000%	0.565882%	0.0800%	0.645882%	17.50%	82.50%	for Bonds	Trigger	Collection	
	Land	Structure	Total AV	Tax Inc.	IRFD	Coverage	Total Inc.	Housing	Facilities ⁽¹⁾	Coverage	Occurred	Commenced	Year
A	-	-	-	-	-	-	-	-	-	-	No	No	N/A
B	-	-	-	-	-	-	-	-	-	-	No	No	N/A
C	-	-	-	-	-	-	-	-	-	-	No	No	N/A
D	-	-	-	-	-	-	-	-	-	-	No	No	N/A
E	-	-	-	-	-	-	-	-	-	-	No	No	N/A
Total	-	-	-	-	-	-	-	-	-	-			