

**PETITION
TO CREATE A
COMMUNITY FACILITIES DISTRICT
(Including Waivers)**

December 1, 2016

Board of Supervisors of the
City and County of San Francisco
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

Members of the Board of Supervisors:

This Petition to Create a Community Facilities District (including Waivers) (this "Petition") is submitted pursuant to the Mello-Roos Community Facilities Act of 1982, as amended (Sections 53311 and following of the California Government Code) (the "Mello-Roos Act").

1. Property Owner. This Petition is submitted to the City and County of San Francisco (the "City") by the owner (the "Property Owner") of the fee simple interest in the parcels of land identified by Assessor Parcel Numbers below (the "Property"). The undersigned Property Owner warrants to the City that it is authorized to execute this Petition and that the Property Owner's submission of this Petition and participation in the City's proceedings under the Mello-Roos Act will not constitute a violation or event of default under any existing financing arrangement to which the Property Owner is a party or in any way otherwise affect the Property Owner's ownership of such Property, including but not limited to any "due-on-encumbrance" clauses under any existing deeds of trust secured by the Property.

2. Request to Institute Proceedings. The Property Owner hereby petitions the City to undertake the following proceedings under the Mello-Roos Act:

(a) the creation of a community facilities district to be designated "City and County of San Francisco Community Facilities District No. 2016-1 (Treasure Island)" (the "CFD"), an improvement area within the CFD to be designated "Improvement Area No. 1 of the City and County of San Francisco Community Facilities District No. 2016-1 (Treasure Island)" ("Improvement Area No. 1") and a future annexation area for the CFD to be designated "City and County of San Francisco Community Facilities District No. 2016-1 (Treasure Island) (Future Annexation Area)," with the proposed boundary shown in the proposed map attached as Exhibit B hereto and incorporated herein by reference;

(b) the levy of special taxes in Improvement Area No. 1 pursuant to a Rate and Method of Apportionment of Special Tax (the "Rate and Method") to be prepared by the City, subject to the two-thirds vote of the owners of the taxable property in Improvement Area No. 1; and

(c) the issuance of special tax bonds and other debt (as defined in the Mello-Roos Act) for the CFD and Improvement Area No. 1 in an amount to be determined during the formation proceedings.

3. Boundaries of CFD. The Property Owner hereby asks that the proposed boundaries of the CFD and Improvement Area No. 1 be as shown in Exhibit B. The proposed boundaries of the CFD and Improvement Area No. 1 include the single parcel owned by the Property Owner listed below.

4. Purpose of CFD. The Property Owner hereby asks that the CFD, Improvement Area No. 1 and any improvement area created in the future from the property in the Future Annexation Area (a "Future Improvement Area") be created for the purpose of financing the public facilities (the "Facilities") and the public services described in Exhibit A attached hereto and incorporated herein by reference. Within Improvement Area No. 1 and each Future Improvement Area, the Property Owner will request from time to time that the Board of Supervisors issue special tax bonds in one or more series to finance the Facilities and the related incidental expenses of the proceedings and bond financing.

5. Elections. The Property Owner hereby consents to a special landowner election being held under the Mello-Roos Act to authorize the special taxes and the issuance of the bonds and other debt (as defined in the Mello-Roos Act) and to establish an appropriations limit for Improvement Area No. 1, to the consolidation of the matters into a single election and to the election being conducted by the City and its officials, using mailed or hand-delivered ballots, with such ballots being opened and canvassed and the results certified at the same meeting of the Board of Supervisors as the public hearings on the CFD, Improvement Area No. 1 and the Future Annexation Area under the Mello-Roos Act or as soon thereafter as possible.

6. Waivers. To expedite the completion of the proceedings for the CFD, Improvement Area No. 1 and the Future Annexation Area, all notices of hearings and all notices of election, applicable waiting periods under the Mello-Roos Act for the election and all ballot analyses and arguments for the election are hereby waived. The Property Owner also waives any requirement as to the specific form of the ballot to be used for the election, whether under the Mello-Roos Act, the California Elections Code or otherwise.

This Petition may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

By executing this Petition, the persons below agree to all of the above.

The property that is the subject of this Petition is identified as City and County of San Francisco Assessor Parcel No.: 8949-001

Total Acreage: 2.61 acres

Mailing Address:

Robert P. Beck
Treasure Island Director
Treasure Island Development
Authority
One Avenue of the Palms, Suite
241
Treasure Island
San Francisco, CA 94130

The name of the owner of record of such property and the petitioner and its mailing address is:

TREASURE ISLAND DEVELOPMENT
AUTHORITY,
a California non-profit public benefit corporation

By: 
Name: Robert P. Beck
Title: Treasure Island Director

EXHIBIT A

CITY AND COUNTY OF SAN FRANCISCO Community Facilities District No. 2016-1 (Treasure Island)

DESCRIPTION OF FACILITIES AND SERVICES TO BE FINANCED BY THE CFD AND EACH CURRENT AND FUTURE IMPROVEMENT AREA THEREIN

FACILITIES

It is intended that the CFD, Improvement Area No. 1, and each Future Improvement Area will be authorized to finance all or a portion of the costs of the acquisition, construction and improvement of any of the following types of facilities:

- A. Facilities to be Acquired from Third Parties
 1. Acquisition - includes acquisition of land for public improvements.
 2. Abatement - includes abatement of hazardous materials and disposal of waste.
 3. Demolition - removal of below-grade, at-grade, and above-grade facilities, and recycling or disposal of waste.
 4. Supplemental Fire Water Supply System - including, but not limited to, main pipe, laterals, valves, fire hydrants, cathodic protection, manifolds, air-gap back flow preventer, wharf fire hydrants, portable water pumper, and tie-ins for onsite water supply network that is unique to San Francisco intended for fire suppression.
 5. Low Pressure Water - including, but not limited to, main pipe, pressure reducing stations, laterals, water meters, water meter boxes, back flow preventers, gate valves, air valves, blowoffs, fire hydrants, cathodic protection, and tie-ins for onsite and offsite low pressure water supply network intended for domestic use.
 6. Water Tank Facilities – including, but not limited to, storage tanks, pumps, and other facilities associated with water storage.
 7. Recycled Water - including, but not limited to, main pipe, laterals, water meters, water meter boxes, back flow preventers, gate valves, air valves, blowoffs, cathodic protection, and tie-ins for recycled water supply network intended to provide treated wastewater for use in irrigation of parks and landscaping as well as graywater uses within buildings.
 8. Storm Drainage System – including, but not limited to, main pipe, laterals, manholes, catch basins, air vents, stormwater treatment facilities, connections to existing systems, headwalls, outfalls, and lift stations for a network intended to convey onsite and offsite separated storm water.
 9. Separated Sanitary Sewer – including, but not limited to, main pipe, laterals, manholes, traps, air vents, connections to existing systems, force main pipe and associated valves and cleanouts, and pump and lift stations for a network intended to convey separated sanitary sewage.
 10. Joint Trench – including, but not limited to, the electrical substation, installation of primary and secondary conduits, overhead poles, pull boxes, vaults, subsurface enclosures, and anodes, for dry utilities including but not limited to electrical and information systems.
 11. Earthwork – including, but not limited to, importation of clean fill materials, clearing and grubbing, slope stabilization, ground improvement, installation of geogrid, surcharging, wick drains, excavation, rock fragmentation, placement of fill, compaction, grading, erosion control, deep vibratory soil compaction, cement deep soil mix (CDSM) columns and panels, stone columns, and post-construction stabilization such as hydroseeding.

12. Retaining Walls – including, but not limited to, excavation, foundations, construction of retaining walls, subdrainage, and backfilling.

13. Highway Ramps, Roadways, Pathways, Curb, and Gutter – including, but not limited to, road subgrade preparation, aggregate base, concrete roadway base, asphalt wearing surface, concrete curb, concrete gutter, medians, colored asphalt and concrete, speed tables, class 1 and 2 bike facilities (e.g., cycle tracks), sawcutting, grinding, conform paving, resurfacing, for onsite and offsite roadways.

14. Traffic – including, but not limited to, transit stops, transit facilities, transit buses and ferries, bridge structures, permanent pavement marking and striping, traffic control signage, traffic light signals, pedestrian traffic lighting, and contributions for offsite traffic improvements.

15. Streetscape – including, but not limited to, subgrade preparation, aggregate base, sidewalks, pavers, ADA curb ramps with detectable tiles, streetlights, light pole foundations, landscaping, irrigation, street furniture, waste receptacles, newspaper stands, and public art.

16. Shoreline Improvements – including, but not limited to, demolition, excavation, installation of revetment, structural improvements of shoreline and revetment, and structural repair for replacement or retrofit of shoreline structures.

17. Parks – including, but not limited to, ground improvement, subgrade preparation, landscaping and trees, aggregate base, sidewalks, pavers, decomposed granite, lighting, irrigation, furniture, decks, fountains, and restrooms.

18. Ferry Terminal – including, but not limited to, foundations, ferry shelter building, signs, electronic toll collection system, breakwaters, pier, gangway, float, restroom, bike storage

19. Hazardous Soil Removal – removal and disposal of contaminated soil.

20. Community Facilities – including, but not limited to, costs of police station, fire station, community center spaces for uses including reading room/library, senior/adult services, teen/youth center, outdoor performance and gathering spaces, community gardens, public school, childcare centers, public recreational facilities including ballfields, playing fields and sports centers, and publicly-owned parking garages.

21. Any other amounts specifically identified in the DDA as a Qualified Project Cost.

22. Hard Costs, Soft Costs and Pre-Development Costs, as defined in the Conveyance Agreement, associated with the design, procurement, development and construction of all Facilities listed herein.

B. Authorized Payments

1. Contribution to the City and other public agencies for costs related to open space improvements, transportation and transit facilities, and design and construction of ramps and access roads.

C. Facilities Constructed by the City or TIDA

1. Sea Level Rise Adaptations – including, but not limited to, demolition, excavation, and installation of revetment; structural improvements of shoreline and revetment; construction, improvement or relocation of shoreline structures, seawalls, stormwater pump stations and outfalls; earthwork, grading and landscaping; and the development of intertidal zones or wetlands.

2. Facility Capital Improvements – upgrade, reconstruction, or replacement of publicly-owned assets on Treasure Island and Yerba Buena Island, including, but not limited to, buildings, hangars, school facilities, living quarters, parks, improvements for sea-level rise, piers, and the Facilities to be Acquired from Third Parties described in Section A of this Exhibit A.

NOTE: The categories of facilities labeled “Facilities Acquired from Third Parties” and “Facilities Constructed by the City or TIDA” reflect current assumptions of the City and TIDA. The CFD shall

be authorized to finance the listed facilities whether they are acquired from third parties or constructed by the City or TIDA.

SERVICES

Special taxes collected in the CFD, Improvement Area No. 1, and each Future Improvement Area will finance, in whole or in part, the following services ("services" shall have the meaning given that term in the Mello-Roos Community Facilities Act of 1982):

- The costs of operating and maintaining Improvements constructed pursuant to the Parks and Open Space Plan within the Project Site, including installing landscaping, all personnel or third-party maintenance costs, costs of maintaining irrigation systems and other equipment directly related to maintenance, maintenance or replacement as needed of landscape areas, water features, bathrooms, trash receptacles, park benches, planting containers, picnic tables, and other equipment or fixtures installed in areas to be maintained, insurance costs, and any other related overhead costs, along with TIDA personnel, administrative, and overhead costs related to maintenance or to contracting for and managing third-party maintenance. The terms used in this paragraph have the meaning given them in the Financing Plan.
- Operating and maintaining TIDA owned structures and facilities within the Project Site, including but not limited to Building 1, Hangers 2 & 3, Pier 1, the Historic Officers' Quarters, Quarters 10 & 62, the Torpedo Building, Chapel, gymnasium, roadways, paths and walkways. Costs include but are not limited to all personnel or third-party maintenance costs, costs of maintaining systems and other equipment directly related to maintenance, as needed, of building systems, roofs, building envelope, and interiors, insurance costs, and any other related overhead costs, along with TIDA personnel, administrative, and overhead costs related to maintenance or to contracting for and managing third-party maintenance. The terms used in this paragraph have the meaning given them in the Financing Plan.

OTHER

The CFD, Improvement Area No. 1, and each Future Improvement Area may also finance any of the following:

1. Bond related expenses, including underwriters discount, reserve fund, capitalized interest, letter of credit fees and expenses, bond and disclosure counsel fees and expenses, bond remarketing costs, and all other incidental expenses.
2. Administrative fees of the City and the bond trustee or fiscal agent related to the CFD, Improvement Area No. 1, and each Future Improvement Area and the Bonds.
3. Reimbursement of costs related to the formation of the CFD, Improvement Area No. 1, and each Future Improvement Area advanced by the City, the landowner(s) in the CFD,

Improvement Area No. 1, and each Future Improvement Area, or any party related to any of the foregoing, as well as reimbursement of any costs advanced by the City, the landowner(s) in the CFD, Improvement Area No. 1, and each Future Improvement Area or any party related to any of the foregoing, for facilities, fees or other purposes or costs of the CFD, Improvement Area No. 1, and each Future Improvement Area.

4. Funding a capital reserve fund to finance the Facilities described in this Exhibit A.

EXHIBIT B

CITY AND COUNTY OF SAN FRANCISCO
Community Facilities District No. 2016-1
(Treasure Island)

BOUNDARY MAP

PROPOSED BOUNDARIES OF
CITY AND COUNTY OF SAN FRANCISCO
COMMUNITY FACILITIES DISTRICT NO. 2016-1
(TREASURE ISLAND)
COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA

(1) Filed in the office of the Clerk of the Board of Supervisors of the
City and County of San Francisco this ____ day of
_____, 20____.

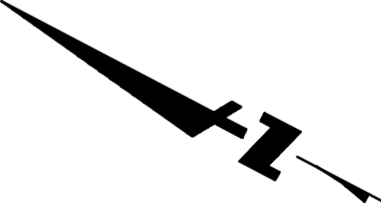
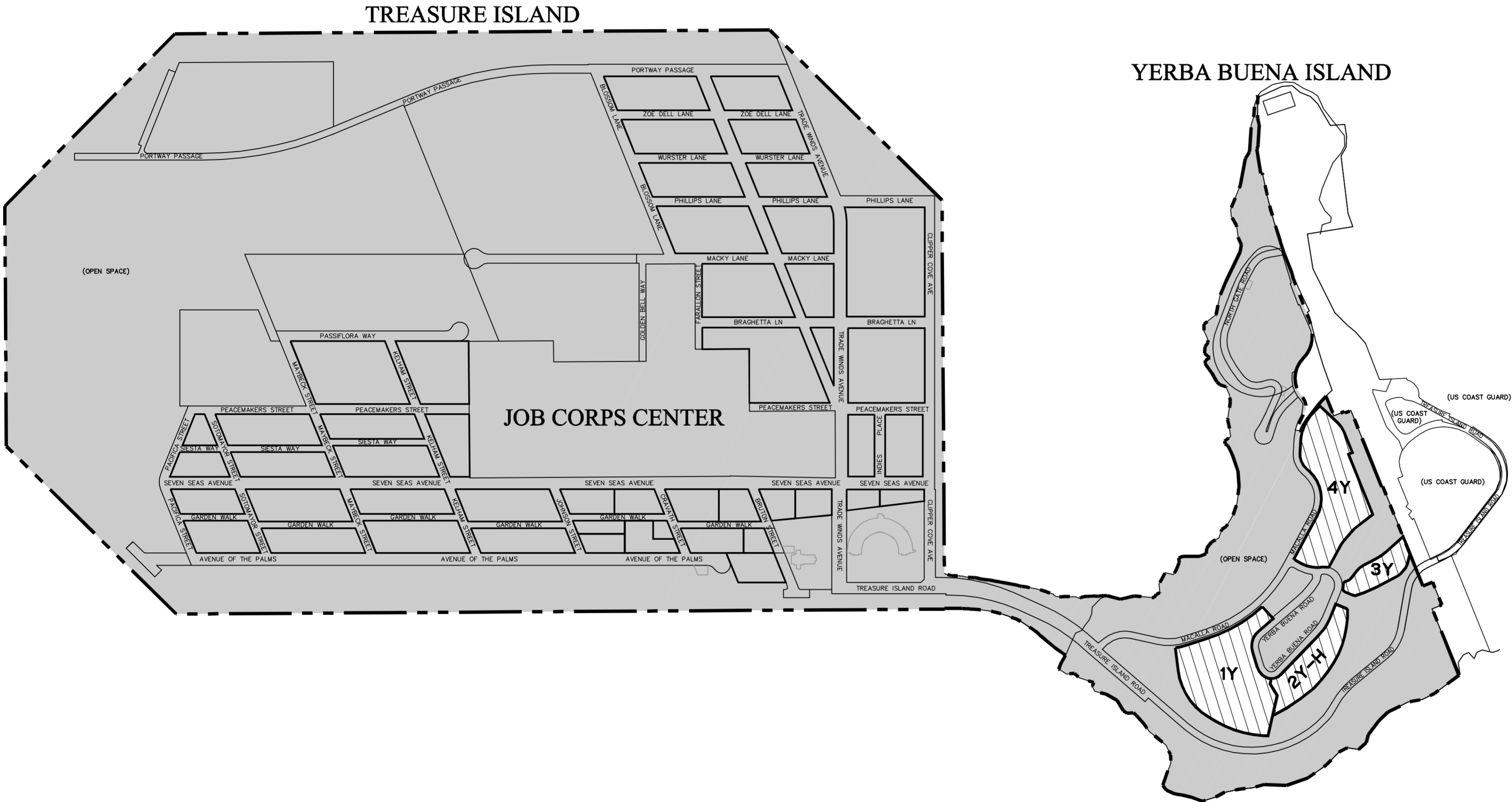
(Clerk of the Board of Supervisors)

(2) I hereby certify that the within map showing proposed boundaries
of the City and County of San Francisco Community Facilities District
No. 2016-1 (Treasure Island), City and County of San Francisco, State
of California, was approved by the Board of Supervisors of the City
and County of San Francisco, at a regular meeting thereof, held on
the ____ day of _____, 20____, by its Resolution No.
_____.

(Clerk of the Board of Supervisors)

(3) Filed this ____ day of _____, 20____, at the hour
of __ o'clock __m., in Book _____ of Maps of Assessment
and Community Facilities Districts at page _____, in the office of
the Assessor-Recorder in the City and County of San Francisco, State
of California.

(Assessor-Recorder of the City and County of San Francisco)



LEGEND

Legend describing boundary types: a hatched box for 'Boundaries of Community Facilities District No. 2016-1 (Improvement Area No. 1)' and a dashed line for 'Future Annexation Area'.

| Assessor's Parcel Number of Property in Improvement Area No. 1 | |
|--|--------------------------------|
| Developable Parcel | Assessor's Parcel Number(s) |
| 1Y | 8948/001 |
| 2Y-H | 8949/001 |
| 3Y | 8952/001 |
| 4Y | 8954/001 |

Reference is hereby made to the maps maintained by the Office of the
Assessor-Recorder of the City and County of San Francisco for an
exact description of the lines and dimensions of each lot and parcel.

Prepared by:
BkF Engineers

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TO CREATE A
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(Including Waivers)**

December 1, 2016

Board of Supervisors of the
City and County of San Francisco
1 Dr. Carlton B. Goodlett Place
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Members of the Board of Supervisors:

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1. Property Owner. This Petition is submitted to the City and County of San Francisco (the "City") by the owner (the "Property Owner") of the fee simple interest in the parcels of land identified by Assessor Parcel Numbers below (the "Property"). The undersigned Property Owner warrants to the City that it is authorized to execute this Petition and that the Property Owner's submission of this Petition and participation in the City's proceedings under the Mello-Roos Act will not constitute a violation or event of default under any existing financing arrangement to which the Property Owner is a party or in any way otherwise affect the Property Owner's ownership of such Property, including but not limited to any "due-on-encumbrance" clauses under any existing deeds of trust secured by the Property.

2. Request to Institute Proceedings. The Property Owner hereby petitions the City to undertake the following proceedings under the Mello-Roos Act:

(a) the creation of a community facilities district to be designated "City and County of San Francisco Community Facilities District No. 2016-1 (Treasure Island)" (the "CFD"), an improvement area within the CFD to be designated "Improvement Area No. 1 of the City and County of San Francisco Community Facilities District No. 2016-1 (Treasure Island)" ("Improvement Area No. 1") and a future annexation area for the CFD to be designated "City and County of San Francisco Community Facilities District No. 2016-1 (Treasure Island) (Future Annexation Area)," with the proposed boundary shown in the proposed map attached as Exhibit B hereto and incorporated herein by reference;

(b) the levy of special taxes in Improvement Area No. 1 pursuant to a Rate and Method of Apportionment of Special Tax (the "Rate and Method") to be prepared by the City, subject to the two-thirds vote of the owners of the taxable property in Improvement Area No. 1; and

(c) the issuance of special tax bonds and other debt (as defined in the Mello-Roos Act) for the CFD and Improvement Area No. 1 in an amount to be determined during the formation proceedings.

3. Boundaries of CFD. The Property Owner hereby asks that the proposed boundaries of the CFD and Improvement Area No. 1 be as shown in Exhibit B. The proposed boundaries of the CFD and Improvement Area No. 1 include all of the Property owned by the Property Owner and one parcel owned by the Treasure Island Development Authority.

4. Purpose of CFD. The Property Owner hereby asks that the CFD, Improvement Area No. 1 and any improvement area created in the future from the property in the Future Annexation Area (a "Future Improvement Area") be created for the purpose of financing the public facilities (the "Facilities") and the public services described in Exhibit A attached hereto and incorporated herein by reference. Within Improvement Area No. 1 and each Future Improvement Area, the Property Owner will request from time to time that the Board of Supervisors issue special tax bonds in one or more series to finance the Facilities and the related incidental expenses of the proceedings and bond financing.

5. Elections. The Property Owner hereby consents to a special landowner election being held under the Mello-Roos Act to authorize the special taxes and the issuance of the bonds and other debt (as defined in the Mello-Roos Act) and to establish an appropriations limit for Improvement Area No. 1, to the consolidation of the matters into a single election and to the election being conducted by the City and its officials, using mailed or hand-delivered ballots, with such ballots being opened and canvassed and the results certified at the same meeting of the Board of Supervisors as the public hearings on the CFD, improvement Area No. 1 and the Future Annexation Area under the Mello-Roos Act or as soon thereafter as possible.

6. Waivers. To expedite the completion of the proceedings for the CFD, Improvement Area No. 1 and the Future Annexation Area, all notices of hearings and all notices of election, applicable waiting periods under the Mello-Roos Act for the election and all ballot analyses and arguments for the election are hereby waived. The Property Owner also waives any requirement as to the specific form of the ballot to be used for the election, whether under the Mello-Roos Act, the California Elections Code or otherwise.

7. Deposits. Compliance with the provisions of subsection (d) of Section 53318 of the Mello-Roos Act has been accomplished by a deposit of funds by the Property Owner with the City, made not later than the date of submission of this Petition to the Clerk of the Board of Supervisors, pursuant to an agreement between the City and the Property Owner to pay the estimated costs to be incurred by the City in conducting proceedings for establishment of the CFD.

This Petition may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

By executing this Petition, the persons below agree to all of the above.

The property that is the subject of this Petition is identified as City and County of San Francisco Assessor Parcel Nos.: 8948-001; 8952-001; 8954-001

Total Acreage: 13.26 acres

Mailing Address:

Treasure Island Project Manager
Treasure Island Series 1, LLC
One Sansome Street, Suite 3200
San Francisco, CA 94104

Treasure Island Project Manager
Treasure Island Series 1, LLC
4 Embarcadero Center
Suite 3300
San Francisco, CA 94111

The name of the owner of record of such property and the petitioner and its mailing address is:

TREASURE ISLAND SERIES 1, LLC,
a Delaware limited liability company

By:  _____

Name: Jonathan M. Jaffe
Its: Vice President

By: _____

Name: Christopher Meany
Title: Authorized Signatory

By executing this Petition, the persons below agree to all of the above.

The property that is the subject of this Petition is identified as City and County of San Francisco Assessor Parcel Nos.: 8948-001; 8952-001; 8954-001

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Treasure Island Project Manager
Treasure Island Series 1, LLC
One Sansome Street, Suite 3200
San Francisco, CA 94104

Treasure Island Project Manager
Treasure Island Series 1, LLC
4 Embarcadero Center
Suite 3300
San Francisco, CA 94111

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Its: Vice President

By:  _____
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EXHIBIT A

CITY AND COUNTY OF SAN FRANCISCO Community Facilities District No. 2016-1 (Treasure Island)

DESCRIPTION OF FACILITIES AND SERVICES TO BE FINANCED BY THE CFD AND EACH CURRENT AND FUTURE IMPROVEMENT AREA THEREIN

FACILITIES

It is intended that the CFD, Improvement Area No. 1, and each Future Improvement Area will be authorized to finance all or a portion of the costs of the acquisition, construction and improvement of any of the following types of facilities:

- A. Facilities to be Acquired from Third Parties
 1. Acquisition - includes acquisition of land for public improvements.
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12. Retaining Walls – including, but not limited to, excavation, foundations, construction of retaining walls, subdrainage, and backfilling.

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16. Shoreline Improvements – including, but not limited to, demolition, excavation, installation of revetment, structural improvements of shoreline and revetment, and structural repair for replacement or retrofit of shoreline structures.

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19. Hazardous Soil Removal – removal and disposal of contaminated soil.

20. Community Facilities – including, but not limited to, costs of police station, fire station, community center spaces for uses including reading room/library, senior/adult services, teen/youth center, outdoor performance and gathering spaces, community gardens, public school, childcare centers, public recreational facilities including ballfields, playing fields and sports centers, and publicly-owned parking garages.

21. Any other amounts specifically identified in the DDA as a Qualified Project Cost.

22. Hard Costs, Soft Costs and Pre-Development Costs, as defined in the Conveyance Agreement, associated with the design, procurement, development and construction of all Facilities listed herein.

B. Authorized Payments

1. Contribution to the City and other public agencies for costs related to open space improvements, transportation and transit facilities, and design and construction of ramps and access roads.

C. Facilities Constructed by the City or TIDA

1. Sea Level Rise Adaptations – including, but not limited to, demolition, excavation, and installation of revetment; structural improvements of shoreline and revetment; construction, improvement or relocation of shoreline structures, seawalls, stormwater pump stations and outfalls; earthwork, grading and landscaping; and the development of intertidal zones or wetlands.

2. Facility Capital Improvements – upgrade, reconstruction, or replacement of publicly-owned assets on Treasure Island and Yerba Buena Island, including, but not limited to, buildings, hangars, school facilities, living quarters, parks, improvements for sea-level rise, piers, and the Facilities to be Acquired from Third Parties described in Section A of this Exhibit A.

NOTE: The categories of facilities labeled “Facilities Acquired from Third Parties” and “Facilities Constructed by the City or TIDA” reflect current assumptions of the City and TIDA. The CFD shall

be authorized to finance the listed facilities whether they are acquired from third parties or constructed by the City or TIDA.

SERVICES

Special taxes collected in the CFD, Improvement Area No. 1, and each Future Improvement Area will finance, in whole or in part, the following services ("services" shall have the meaning given that term in the Mello-Roos Community Facilities Act of 1982):

- The costs of operating and maintaining Improvements constructed pursuant to the Parks and Open Space Plan within the Project Site, including installing landscaping, all personnel or third-party maintenance costs, costs of maintaining irrigation systems and other equipment directly related to maintenance, maintenance or replacement as needed of landscape areas, water features, bathrooms, trash receptacles, park benches, planting containers, picnic tables, and other equipment or fixtures installed in areas to be maintained, insurance costs, and any other related overhead costs, along with TIDA personnel, administrative, and overhead costs related to maintenance or to contracting for and managing third-party maintenance. The terms used in this paragraph have the meaning given them in the Financing Plan.
- Operating and maintaining TIDA owned structures and facilities within the Project Site, including but not limited to Building 1, Hangers 2 & 3, Pier 1, the Historic Officers' Quarters, Quarters 10 & 62, the Torpedo Building, Chapel, gymnasium, roadways, paths and walkways. Costs include but are not limited to all personnel or third-party maintenance costs, costs of maintaining systems and other equipment directly related to maintenance, as needed, of building systems, roofs, building envelope, and interiors, insurance costs, and any other related overhead costs, along with TIDA personnel, administrative, and overhead costs related to maintenance or to contracting for and managing third-party maintenance. The terms used in this paragraph have the meaning given them in the Financing Plan.

OTHER

The CFD, Improvement Area No. 1, and each Future Improvement Area may also finance any of the following:

1. Bond related expenses, including underwriters discount, reserve fund, capitalized interest, letter of credit fees and expenses, bond and disclosure counsel fees and expenses, bond remarketing costs, and all other incidental expenses.
2. Administrative fees of the City and the bond trustee or fiscal agent related to the CFD, Improvement Area No. 1, and each Future Improvement Area and the Bonds.
3. Reimbursement of costs related to the formation of the CFD, Improvement Area No. 1, and each Future Improvement Area advanced by the City, the landowner(s) in the CFD,

Improvement Area No. 1, and each Future Improvement Area, or any party related to any of the foregoing, as well as reimbursement of any costs advanced by the City, the landowner(s) in the CFD, Improvement Area No. 1, and each Future Improvement Area or any party related to any of the foregoing, for facilities, fees or other purposes or costs of the CFD, Improvement Area No. 1, and each Future Improvement Area.

4. Funding a capital reserve fund to finance the Facilities described in this Exhibit A.

EXHIBIT B

CITY AND COUNTY OF SAN FRANCISCO
Community Facilities District No. 2016-1
(Treasure Island)

BOUNDARY MAP

PROPOSED BOUNDARIES OF
CITY AND COUNTY OF SAN FRANCISCO
COMMUNITY FACILITIES DISTRICT NO. 2016-1
(TREASURE ISLAND)
COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA

(1) Filed in the office of the Clerk of the Board of Supervisors of the City and County of San Francisco this ____ day of _____, 20__.

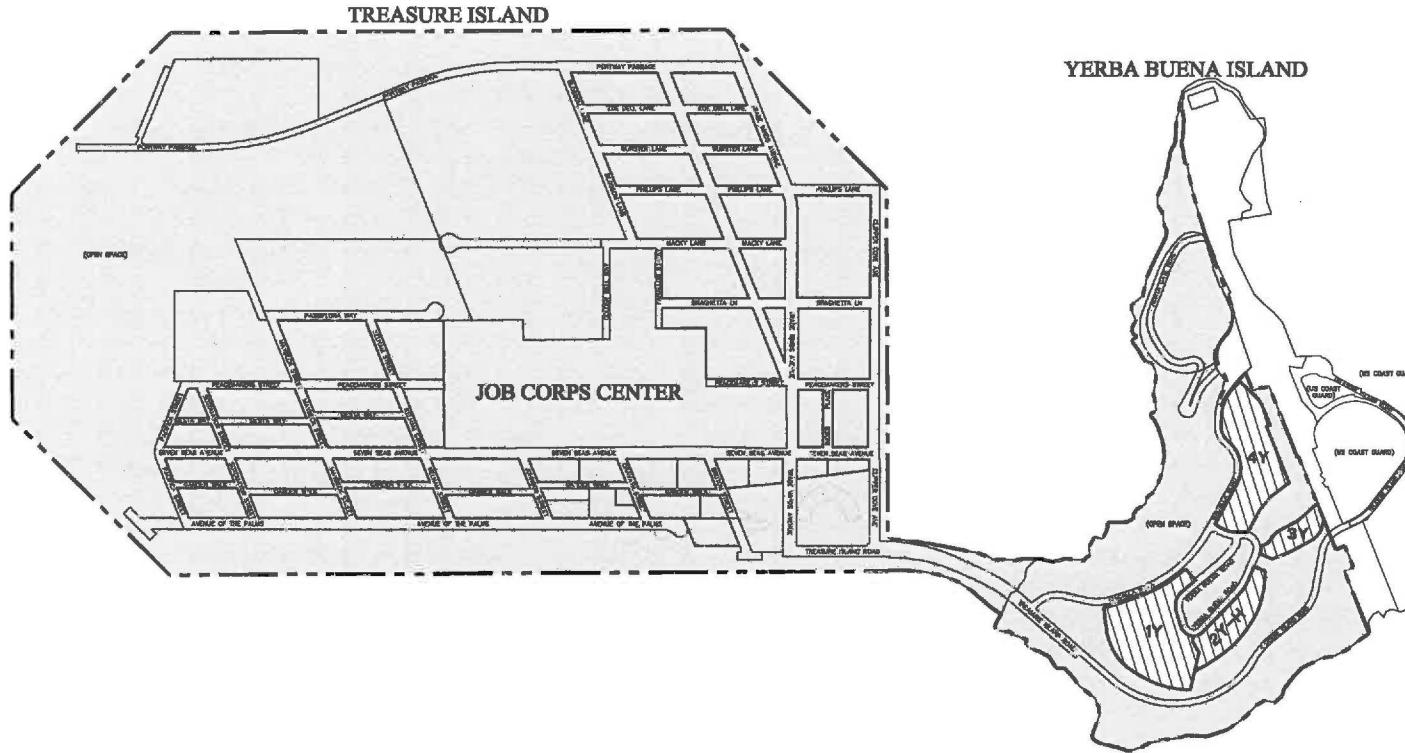
(Clerk of the Board of Supervisors)

(2) I hereby certify that the within map showing proposed boundaries of the City and County of San Francisco Community Facilities District No. 2016-1 (Treasure Island), City and County of San Francisco, State of California, was approved by the Board of Supervisors of the City and County of San Francisco, at a regular meeting thereof, held on the ____ day of _____, 20__, by its Resolution No. _____.

(Clerk of the Board of Supervisors)

(3) Filed this ____ day of _____, 20__, at the hour of ____ a'clock ____ m., in Book _____ of Maps of Assessment and Community Facilities Districts at page _____ in the office of the Assessor-Recorder in the City and County of San Francisco, State of California.

(Assessor-Recorder of the City and County of San Francisco)



LEGEND

| | |
|--|---|
| | Boundaries of Community Facilities District No. 2016-1 (Improvement Area No. 1) |
| | Future Annexation Area |

| Assessor's Parcel Number of Property in Improvement Area No. 1 | |
|--|-----------------------------|
| Developable Parcel | Assessor's Parcel Number(s) |
| 1Y | 8948/001 |
| 2Y-H | 8948/001 |
| 3Y | 8952/001 |
| 4Y | 8954/001 |

Reference is hereby made to the maps, maintained by the Office of the Assessor-Recorder of the City and County of San Francisco for an exact description of the lines and dimensions of each lot and parcel.

Prepared by:
BkF Engineers

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