

**Office of Community
Investment and Infrastructure**
(Successor to the San Francisco
Redevelopment Agency)

One South Van Ness Avenue
San Francisco, CA 94103
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EDWIN M. LEE, Mayor

Mara Rosales, Chair
Marily Mondejar
Darshan Singh

Tiffany Bohee, Executive Director

August 27, 2014

122-0252014-002

**PUBLIC AGENCY STATEMENT PURSUANT TO
CALIFORNIA GOVERNMENT CODE
SECTION 53317(f)(3)**

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

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BOARD OF SUPERVISORS
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Members of the Board of Supervisors:

This Statement Pursuant to California Government Code Section 53317(f)(3) (this "Statement") is submitted pursuant to the Mello-Roos Community Facilities Act of 1982, as amended (Sections 53311 and following of the California Government Code) (the "Act").

1. Property Owner. This Statement is submitted to the City and County of San Francisco (the "City") by the entity identified below (the "Property Owner"), which is the owner of the fee simple title of the parcels of land identified by Assessor Parcel Numbers below (the "Property"). The undersigned warrants to the City with respect to the Property that it is authorized to execute this Statement and that the submission of this Statement and participation in the City's proceedings under the Act will not conflict with or constitute a breach of or default under any applicable law or administrative rule or regulation of the State of California, the United States of America, or of any department, division, agency or instrumentality of the State of California or the United States of America, or under any applicable court or administrative decree or order, or under any loan agreement, note, resolution, indenture, fiscal agent agreement, contract, agreement or other instrument to which the Property Owner is a party or is otherwise subject or bound.

2. Consent to Proceedings. The Property Owner hereby consents to proceedings under the Act to create a community facilities district to be designated "City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center)" (the "CFD"). The Property Owner acknowledges that a two-thirds vote of the qualified electors in the CFD that vote on the issues is required for (i) the levy of special taxes in the CFD pursuant to an Amended and Restated Rate and Method of Apportionment of Special Tax (the "Rate and Method") to be prepared by the City and (ii) the issuance of special tax bonds for the CFD in an amount to be determined during the formation proceedings.

The Property Owner hereby declares that all or a portion of the Property is intended to be transferred to private ownership for the construction of improvements that will trigger an obligation to participate in the CFD pursuant to Section 424 of the Planning Code or a disposition and development agreement with the Office of Community Investment and Infrastructure, and agrees that the Property will be subject to the special tax on the same basis as private property within the CFD and affirmatively waives any defense based on the fact of public ownership, to any action to foreclose on the Property in the event of nonpayment of the special tax.

3. Boundaries of CFD. The Property Owner hereby consents to the Property being included within the boundaries of the CFD.

4. Purpose of CFD. The Property Owner acknowledges that the CFD will be created for the purpose of financing the facilities described in Exhibit A attached hereto and incorporated herein by reference (the "Facilities").

5. Elections. The Property Owner hereby consents to a special election being held under the Act to authorize the special taxes and the issuance of the bonds and to establish an appropriations limit for the CFD, 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 under the Act or as soon thereafter as possible.

6. Waivers. To expedite the completion of the proceedings for the CFD, all notices of hearings and all notices of election, applicable waiting periods under the 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 Act, the California Elections Code or otherwise.

This Statement 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.

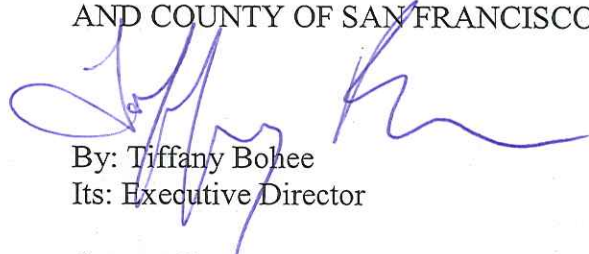
By executing this Statement, the Property Owner agrees to all of the above.

The property that is the subject of this Petition is identified as City and County of San Francisco Assessor Parcel No. 3740-027

Total Acreage: 0.92 acres

The name of the owner of the Property owner, the contact person for the Property Owner, and the Property Owner's mailing address is:

SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO



By: Tiffany Bohee
Its: Executive Director

Contact Person:

Name: Tiffany Bohee
Phone: (415)749-2458
Email: Tiffany.Bohee@sfgov.org

Mailing Address:

Office of Community Investment and Infrastructure
1 South Van Ness, Fifth Floor
San Francisco, CA 94103

EXHIBIT A

PROPOSED DESCRIPTION OF FACILITIES TO BE FINANCED BY CFD

**City and County of San Francisco
Community Facilities District No. 2014-1
(Transbay Transit Center)**

City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center) (the "CFD") will pay or finance all or a portion of the costs of the following facilities (the "Facilities"). The Facilities will be constructed, whether or not acquired in their completed states, pursuant to the plans and specifications approved by the City and County of San Francisco (the "City") or other applicable public agencies.

FACILITIES

I. Streetscape and Pedestrian Improvements

Primary Streets (Mission, Howard, Folsom, Fremont, 1st, 2nd, New Montgomery): Improve existing primary streets in the Transit Center District, including Mission, Howard, Folsom, Fremont, 1st, 2nd, and New Montgomery Streets. Improvements would include sidewalk widening to accommodate additional pedestrian traffic from new development and the Transbay Transit Center, pedestrian and streetscape amenities, bicycle facilities, transit upgrades such as dedicated transit lanes, boarding islands, enhanced shelters and curb extensions to serve transit stops, and roadway circulation, parking, and loading changes. Recommended changes to Primary Streets would be informed by traffic studies to be funded by the CFD.

Living Streets (Beale, Main, and Spear Streets North of Folsom to Market Street): Improve Beale, Main, and Spear Streets from Folsom Street to Market Street by significantly expanding the sidewalk on one side of each street to approximately 30 feet and reducing the number of traffic lanes to one lane in either direction. Beale and Main Streets would feature a bike lane in the direction of traffic. Within the widened sidewalks, the Living Streets would include linear park space along the length of each block and provide additional open space and pedestrian amenities. The enhancements would include pedestrian amenities, street trees and landscaping, pedestrian lighting, street furniture, pocket parks, active uses, and curb extensions.

Alleys (Stevenson, Jessie, Minna, Natoma, Tehama, Clementina Street): Improve Stevenson, Jessie, Minna, Natoma, Tehama, Clementina Streets and other alleys within the project area. Alley improvements would include a variety of pedestrian improvements, including sidewalk widening, landscaping, pedestrian lighting, and street furniture, and potential redesign as single-surface shared pedestrian/vehicle ways.

Fremont/Folsom Freeway Off-Ramp Realignment: Realign the Fremont/Folsom Bay Bridge off-ramp so that it creates a "T" intersection with Fremont Street. This would enhance the safety of pedestrians crossing the off-ramp by standardizing the alignment of

the off-ramp and improve the conditions along Folsom Street, planned as a major pedestrian boulevard.

Mid-block Crossings: Analyze and build new crosswalks at various mid-block locations in the Project Area. Mid-block crosswalks would include crosswalk striping at a minimum. They may also include new traffic signals, curb extensions, and other pedestrian safety features as appropriate.

Signalization: Upgrade or install traffic signals at approximately 25 intersections in the Project Area. Traffic signal upgrades would be done in conjunction with overall circulation and street improvements in the Project Area.

Natoma Street: Create a pedestrian plaza and link to the Transit Center between 1st and 2nd Streets. The western two-thirds of Natoma Street between First and Second Streets would be closed to vehicles. Service vehicles and deliveries may be able to access this portion of Natoma Street during night and early morning hours before peak transit and retail times. The eastern one-third of Natoma Street (nearest to First Street) would remain open to vehicles to maintain access to parking and loading for existing buildings on the north side of Howard Street. The pedestrian space would include a new curbside single-surface space including decorative paving, pedestrian lighting, landscaping, and street furniture.

Casual Carpool waiting area improvements: Improve drop-off and pick-up zones at casual carpool locations in the Project Area, including sufficient sidewalk waiting and passenger loading/unloading space and amenities, including shelters, seating, informational signage and other supportive services.

II. Transit and Other Transportation

Transit Delay Mitigation: Pay for the purchase of new transit vehicles to mitigate transportation impacts attributable to increased Project Area congestion.

BART Station Capacity: Enhance capacity constraints at Embarcadero and Montgomery Stations regarding crowding on platforms, vertical circulation, and the “dwell time” required for trains to load and unload passengers, which would be exacerbated by the additional transit riders brought on by new development and the Transbay Transit Center. Potential capacity enhancement measures could include additional vertical circulation (e.g. stairwells, escalators, and elevators), additional fare gates, improvements to the train control system to allow for more frequent service, platform edge doors, and better real-time public information displays on train arrivals at concourse and street levels.

Congestion Charging Pilot: Study, design and construct capital improvements relating to a congestion charging pilot program, potentially including fare booths, signals, electronic monitoring equipment, and the like. Conduct necessary analyses to inform the appropriate triggers, mechanisms, and capital improvements required for a congestion pricing pilot program to manage traffic volumes entering and exiting the CFD.

Underground Pedestrian Connector: Create an underground pedestrian tunnel connecting the Transbay Transit Center with the Embarcadero BART/Muni Metro Station, increasing circulation space available for pedestrians and creating a seamless link between the two transit stations.

Downtown Rail Extension (DTX): Extend the Caltrain rail tracks to the new Transbay Transit Center to accommodate Caltrain and California High Speed Rail, and construct the train components of the Transit Center building including associated systems. The funding would pay for the planning, engineering, right-of-way acquisition, and construction of the DTX.

III. Public Open space

City Park: Plan, design and construct public open space on the roof of the Transbay Transit Center.

City Park Connections: Provide connections to the Transbay Transit Center's City Park from adjacent private buildings or from public streets and plazas. Connections could include sky bridges, or connections from ground level to park level, such as elevators, escalators, funiculars, gondolas or similar means of conveying people to City Park. Connections would be required to be publicly accessible during standard hours so that members of the public could easily access City Park.

2nd and Howard Public Plaza: Create an approximately 0.5-acre open space at the corner of 2nd and Howard Streets, on a grouping of parcels located on top of the future train tunnel. The open space would serve as a major access point to the adjacent Transbay Transit Center, including featuring a possible connection to the elevated City Park on the roof of the Transit Center. The open space design would be determined through a public design process.

Transbay Park: Transbay Park would be a new approximately 1.1-acre park, located between Main, Beale, Tehama, and Clementina Streets. The Park would provide a mix of active and passive recreation spaces.

Chinatown Open Space Improvements: Improvements to multiple public open spaces in Chinatown whose use would be increased by new development in the Project Area. The open space improvements may include enhancements to Portsmouth Square, a new open space at the Chinatown Central Subway Station, and improvements to other Chinatown parks. Specific open space improvements would be determined through a public design process.

Other Downtown Open Space Improvements: Improvements to multiple public open spaces in Downtown, whose use would be increased by new development in the Project Area. Specific locations for open space improvements have not been identified yet.

Mission Square: Public plaza at the entrance to the new Transbay Transit Center at the corner of Fremont and Mission Streets. The plaza would create passive open space and

circulation space for people entering and exiting the Transit Center and the adjacent Transit Tower development.

Under-Ramp Park: Under-Ramp Park would be a new system of open spaces, built adjacent to and under the Bay Bridge off-ramps and bus ramps to the Transbay Transit Center, between Harrison, Howard, First, and Second Streets. The Park would provide a mix of active and passive recreation spaces.

IV. Other Transit Center District Public Improvements

The Facilities include the other public improvements not listed above but described in the Transit Center District Plan Program Implementation Document, dated May 16, 2012, as such Document may be amended from time to time.

The costs to be financed include the costs of the acquisition of right-of-way (including right-of-way that is intended to be dedicated by the recording of a final map), the costs of design, engineering and planning, the costs of any environmental or traffic studies, surveys or other reports, costs related to landscaping and irrigation, soils testing, permits, plan check and inspection fees, insurance, legal and related overhead costs, coordination and supervision and any other costs or appurtenances related to any of the foregoing.

OTHER

The CFD may also finance any of the following:

1. Bond or other debt-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 and the bonds or other debt.
3. Reimbursement of costs related to the formation of the CFD advanced by the City, the landowner(s) in the CFD, 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 or any party related to any of the foregoing, for facilities, fees or other purposes or costs of the CFD.
4. The CFD may also pay in full all amounts necessary to eliminate any fixed special assessment liens or to pay, repay, or defease any obligation to pay or any indebtedness secured by any tax, fee, charge, or assessment levied within the area of the CFD or may pay debt service on that indebtedness. In addition, tax revenues of the CFD may be used to make lease or debt service payments on any lease, lease-purchase contract, or certificate of participation used to finance facilities authorized to be financed by the CFD.