

**PETITION
TO CREATE AN
INFRASTRUCTURE AND REVITALIZATION FINANCING 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 is a Petition to Create an Infrastructure and Revitalization Financing District (including Waivers) ("Petition"), pursuant to which the undersigned petition for the creation of such district pursuant to Chapter 2.6 of Part 1 of Division 2 of Title 5 of the California Government Code (the "IRFD Law").

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 to create an infrastructure and revitalization financing district pursuant to the IRFD Law 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 IRFD Law:

(a) The creation of an infrastructure and revitalization financing district to be designated "City and County of San Francisco Infrastructure and Revitalization Financing District No. 1 (Treasure Island)" (the "IRFD") with the proposed boundary shown in the proposed map attached as Exhibit B hereto and incorporated herein by reference.

(b) The creation of the following initial project areas (collectively, the "Initial Project Areas," and together with any future project areas that may be established in the IRFD, the "Project Areas") with the proposed boundaries shown in Exhibit B:

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

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

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

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

(v) Project Area E of the City and County of San Francisco Infrastructure and Revitalization Financing District No. 1 (Treasure Island) ("Project Area E").

(c) Allocation of tax increment revenue generated from the property in the IRFD otherwise allocated to the City and County of San Francisco to finance the Facilities (as defined herein).

(d) The issuance of bonds and other debt for the IRFD in an amount to be determined during the formation proceedings.

3. Boundaries of IRFD. The Property Owner hereby asks that the proposed boundaries of the IRFD and the Initial Project Areas be as shown in Exhibit B. The Property Owner may request from time to time that the Board of Supervisors annex additional property to the IRFD in the future, into an existing Project Area or a new separate Project Area. The proposed boundaries of the IRFD includes the two parcels owned by the Property Owner listed below.

4. Purpose of IRFD. The Property Owner hereby asks that the IRFD and the Project Areas be created for the purpose of financing the facilities (the "Facilities") described in Exhibit A attached hereto and incorporated herein by reference. The Property Owner will request from time to time that the Board of Supervisors issue bonds and other debt for the IRFD 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 consents to a special landowner election being held under the IRFD Law to authorize the formation of the IRFD and the Initial Project Areas, the infrastructure financing plan for the IRFD, an appropriations limit for the IRFD and the issuance of bonds (as defined in the IRFD Law) for the IRFD, to the consolidation of the matters into a single election and that the election be 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 hearing on the IRFD under the IRFD Law or as soon thereafter as possible.

6. Waivers. To expedite the completion of the proceedings for the IRFD and the Initial Project Areas, all notices of hearings and all notices of election, applicable waiting periods under the IRFD Law 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 IRFD Law, the California Elections Code or otherwise. These waivers are made pursuant to Sections 53369.20 and 53369.21 of the IRFD Law.

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.: 8949-001; 8904-003

Total Acreage: 3.75 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 Infrastructure and Revitalization Financing District No. 1 (Treasure Island)

DESCRIPTION OF FACILITIES TO BE FINANCED BY THE IRFD

FACILITIES

It is intended that the IRFD (and its Project Areas, in existence or as created by future annexations) will be authorized to finance all or a portion of the costs of the acquisition, construction and improvement of any facilities authorized by Section 53369.3 of the IRFD Law, including, but not limited to, the following types of facilities:

- A. Facilities 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.

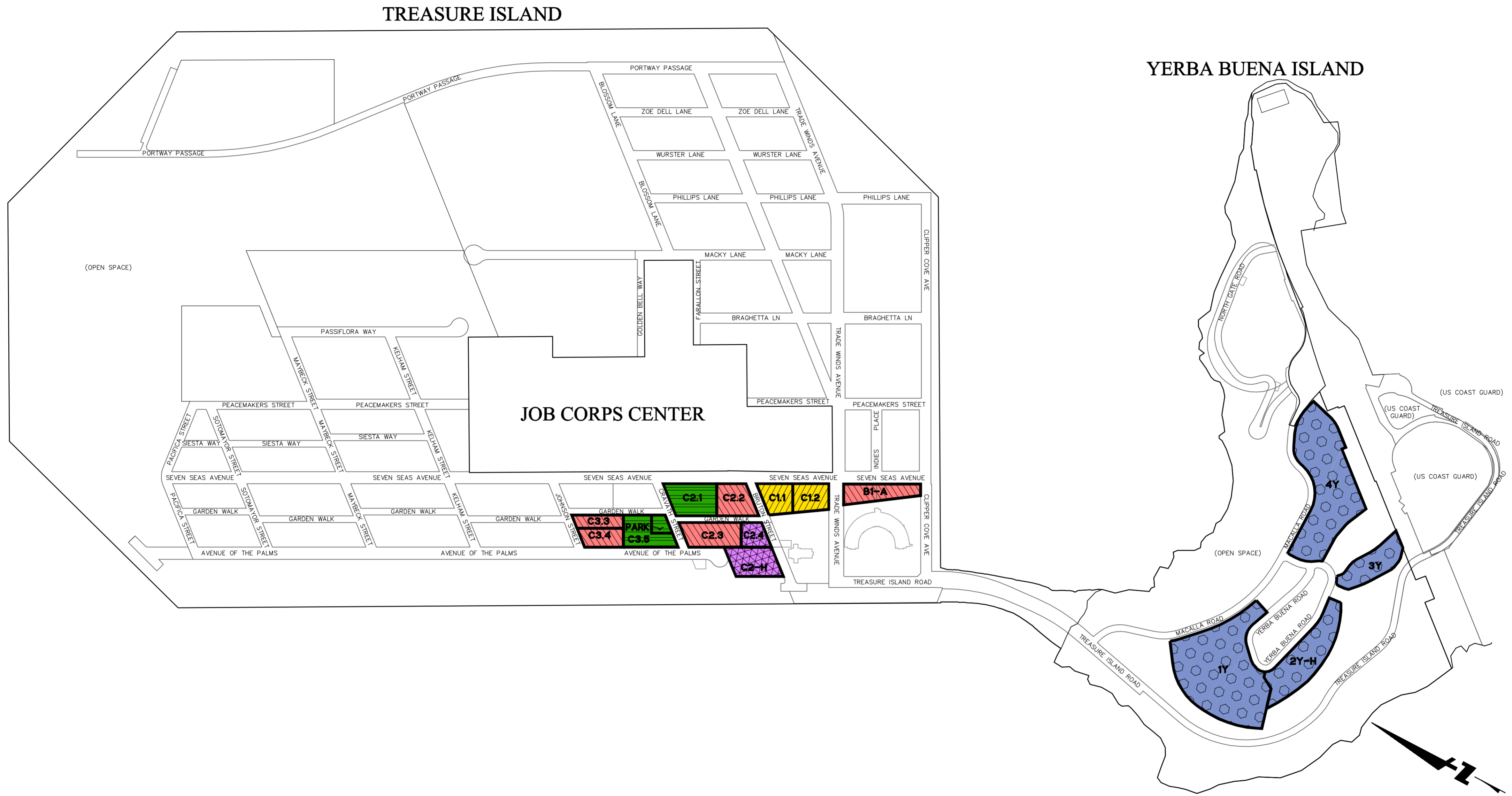
NOTE: The category of facilities labeled “Acquired from Third Parties” reflects current assumptions of the City and TIDA. The IRFD shall be authorized to finance the listed facilities whether they are acquired from third parties or constructed by the City or TIDA.

EXHIBIT B

CITY AND COUNTY OF SAN FRANCISCO
Infrastructure and Revitalization Financing District No. 1
(Treasure Island)

BOUNDARY MAP

PROPOSED BOUNDARIES OF
 CITY AND COUNTY OF SAN FRANCISCO
 INFRASTRUCTURE AND REVITALIZATION FINANCING DISTRICT NO.1
 (TREASURE ISLAND PUBLIC INFRASTRUCTURE)



DRAWING NAME: \\sfr01\work\10015\10015-00_Supphase_01\01_Mapping\Community Facilities\District\Plot\Infrastructure and Revitalization No. 1.dwg
 PLOTTED BY: gpc
 DATE: 10/14/10

Prepared by:
 BkF Engineers

LEGEND

Boundaries of Infrastructure and Revitalization Financing District No. 1

- Boundaries of Project Area A
- Boundaries of Project Area B
- Boundaries of Project Area C
- Boundaries of Project Area D
- Boundaries of Project Area E

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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 to create an infrastructure and revitalization financing district pursuant to the IRFD Law 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 IRFD Law:

(a) The creation of an infrastructure and revitalization financing district to be designated "City and County of San Francisco Infrastructure and Revitalization Financing District No. 1 (Treasure Island)" (the "IRFD") with the proposed boundary shown in the proposed map attached as Exhibit B hereto and incorporated herein by reference.

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3. Boundaries of IRFD. The Property Owner hereby asks that the proposed boundaries of the IRFD and the Initial Project Areas be as shown in Exhibit B. The Property Owner may request from time to time that the Board of Supervisors annex additional property to the IRFD in the future, into an existing Project Area or a new separate Project Area. The proposed boundaries of the IRFD includes all of the Property owned by the Property Owner and two parcels owned by the Treasure Island Development Authority.

4. Purpose of IRFD. The Property Owner hereby asks that the IRFD and the Project Areas be created for the purpose of financing the facilities (the "Facilities") described in Exhibit A attached hereto and incorporated herein by reference. The Property Owner will request from time to time that the Board of Supervisors issue bonds and other debt for the IRFD in one or more series to finance the Facilities and the related incidental expenses of the proceedings and bond financing.

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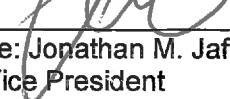
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By executing this Petition, the persons below agree to all of the above.

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; 8901-001; 8902-001; 8902-002; 8903-001; 8903-002; 8904-001; 8904-002; 8906-001; 8906-002; 8906-003; 8906-004

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

Total Acreage: 22.14 acres

By: _____
Name: Christopher Meany
Title: Authorized Signatory

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

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One Sansome Street, Suite 3200
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Treasure Island Project Manager
Treasure Island Series 1, LLC
4 Embarcadero Center
Suite 3300
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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

EXHIBIT A

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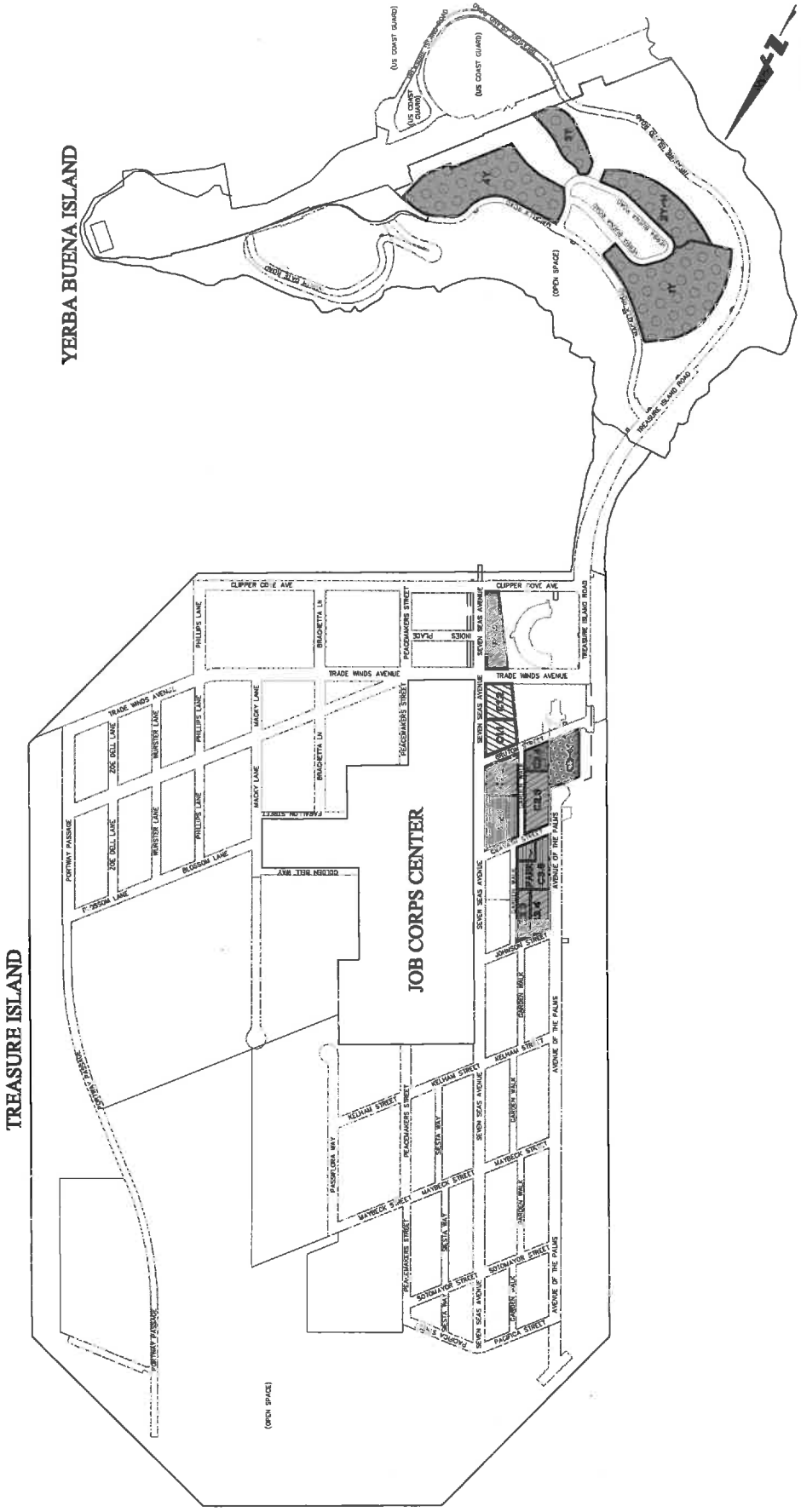
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EXHIBIT B

CITY AND COUNTY OF SAN FRANCISCO
Infrastructure and Revitalization Financing District No. 1
(Treasure Island)

BOUNDARY MAP

PROPOSED BOUNDARIES OF
 CITY AND COUNTY OF SAN FRANCISCO
 INFRASTRUCTURE AND REVITALIZATION FINANCING DISTRICT NO.1
 (TREASURE ISLAND PUBLIC INFRASTRUCTURE)



LEGEND

- Boundaries of Infrastructure and Revitalization Financing District No. 1
- Boundaries of Project Area A
- Boundaries of Project Area B
- Boundaries of Project Area C
- Boundaries of Project Area D
- Boundaries of Project Area E

I hereby certify that the within map showing proposed boundaries of City and County of San Francisco Infrastructure and Revitalization Financing District No. 1 (Treasure Island Public Infrastructure) 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. _____

Prepared by:
 BkF Engineers

(Clerk of the Board of Supervisors)