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08/05/2018 , 08/12/2018

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BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO

NOTICE IS HEREBY GIVEN THAT the following Resolution No. 233-18 (File No. 170879) was Adopted by the Board of Supervisors on July 24, 2018, and Approved by the Mayor on July 26, 2018: **Resolution of Intention to issue bonds in an Amount Not to Exceed \$273,900,000, \$196,100,000 and \$323,300,000 for Sub-Project Area G-2, Sub-Project Area G-3 and Sub-Project Area G-4, respectively, City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco, Pier 70); and affirming the Planning Department's determination, and making findings under the California Environmental Quality Act.** WHEREAS, California Statutes of 1968, Chapter 1333 (Burton Act) and the San Francisco Charter Sections 4.114 and B3.581 empower the City and County of San Francisco (City), acting through the San Francisco Port Commission, to use, conduct, operate, maintain, manage, regulate and control the lands within Port Commission jurisdiction; and WHEREAS, Under Government Code Section 53395 et seq. (IFD Law), this Board of Supervisors is authorized to establish an infrastructure financing district and to act as the legislative body for an infrastructure financing district; and WHEREAS, Pursuant to Section 53395.8 of the IFD Law, a waterfront district may be divided into project areas; and WHEREAS, On March 27, 2012, by Resolution No. 110-12 (Original Resolution of Intention to Establish IFD), this Board of Supervisors declared its intention to establish a waterfront district to be known as "City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco)" (IFD), and designated initial proposed project areas within the IFD, including Project Area G (Pier 70); and WHEREAS, On June 12, 2012, by Resolution No. 227-12 (First Amending Resolution), this Board of Supervisors amended the Original Resolution of Intention to propose, among other things, an amended list of project areas; and WHEREAS, On November

17, 2015, by Resolution 421-15 (Second Amending Resolution, and together with the Original Resolution of Intention to Establish IFD and the First Amending Resolution, the Resolution of Intention to Establish IFD), this Board of Supervisors amended the Original Resolution of Intention, as amended by the First Amended Resolution, to propose, among other things, a further amended list of project areas; and WHEREAS, In the Resolution of Intention to Establish IFD this Board of Supervisors directed the Executive Director of the Port of San Francisco (Executive Director) to prepare an infrastructure financing plan for the IFD (Infrastructure Financing Plan) that would comply with the IFD Law, and reserved the right to establish infrastructure financing plans in the future specific to other project areas and sub-project areas within the IFD; and WHEREAS, in accordance with the IFD Law, at the direction of this Board of Directors, the Executive Director prepared the Infrastructure Financing Plan; and WHEREAS, On February 23, 2016, by Ordinance No. 27-16 (Ordinance Establishing IFD), this Board of Supervisors, among other things, declared the IFD to be fully formed and established with full force and effect of law and adopted the Infrastructure Financing Plan; and WHEREAS, At its hearing on August 24, 2017, and prior to recommending the proposed Planning Code amendments for approval, by Motion No. 19976, the Planning Commission certified a Final Environmental Impact Report (FEIR) for the Pier 70 Mixed-Use District Project (Case No. 2014-001272ENV) (Project) pursuant to the California Environmental Quality Act (CEQA) (California Public Resources Code Section 21000 et seq.), the CEQA Guidelines (14 Cal. Code Reg. Section 15000 et seq.), and Chapter 31 of the Administrative Code. A copy of said Motion is on file with the Clerk of the Board of Supervisors in File No. 170930, and, is incorporated herein by reference. In accordance with the actions contemplated herein, this Board of Supervisors has reviewed the FEIR, concurs with its conclusions, affirms the



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Planning Commission's certification of the FEIR, and finds that the actions contemplated herein are within the scope of the Project described and analyzed in the FEIR; and WHEREAS, In recommending the proposed Planning Code Amendments for approval by this Board of Supervisors at its hearing on August 24, 2017, by Motion No. 19977, the Planning Commission also adopted findings under CEQA, including a statement of overriding consideration, and a Mitigation Monitoring and Reporting Program (MMRP). A copy of said Motion and MMRP are on file with the Clerk of the Board of Supervisors in File No. 170930, and is incorporated herein by reference. This Board of Supervisors hereby adopts and incorporates by reference as though fully set forth herein the Planning Commission's CEQA approval findings, including the statement of overriding considerations. This Board of Supervisors also adopts and incorporates by reference as though fully set forth herein the Project's MMRP; and WHEREAS, On July 26, 2018, by Resolution No. 232-18 (Resolution of Intention to Establish Sub-Project Areas G-2, G-3 and G-4), in connection with the Project, this Board of Supervisors declared its intention to establish Sub-Project Area G-2 (Pier 70 - 28-Acre Site), Sub-Project Area G-3 (Pier 70 - 28-Acre Site) and Sub-Project Area G-4 (Pier 70 - 28-Acre Site), each a Pier 70 district and a sub-project area within Project Area G (Pier 70); and WHEREAS, Pursuant to the Resolution of Intention to Establish Sub-Project Areas G-2, G-3 and G-4), this Board of Supervisors directed the Executive Director of the Port (Executive Director) to prepare Appendix G-2 to the IFP, relating to Sub-Project Area G-2 (Pier 70 - 28-Acre Site), Sub-Project Area G-3 (Pier 70 - 28-Acre Site) and Sub-Project Area G-4 (Pier 70 - 28-Acre Site), consistent with the requirements of the IFD Law; and WHEREAS, Pursuant to Section 53397.1 of the IFD Law, this Board of Supervisors may initiate proceedings to issue bonds pursuant to the IFD Law by adopting a resolution by majority vote stating its intention to issue the bonds; and WHEREAS, United States Income Tax Regula-

tions section 1.150-2 generally requires this Board of Supervisors to declare its official intent to reimburse with proceeds of tax-exempt debt expenditures made by the City prior to the date of issuance of such debt; and WHEREAS, It is in the public interest and for the public benefit that the City declares its official intent to reimburse the expenditures referenced herein; now, therefore, be it RESOLVED, By the Board of Supervisors as follows: 1. Purposes of Bonds. This Board of Supervisors proposes that the IFD issue one or more series of bonds of the IFD payable from and secured by a pledge of available tax increment allocated to the IFD with respect to Sub-Project Area G-2 (Pier 70 - 28-Acre Site) (such bonds, Sub-Project Area G-2 Bonds), with respect to Sub-Project Area G-3 (Pier 70 - 28-Acre Site) (such bonds, Sub-Project Area G-3 Bonds), and with respect to Sub-Project Area G-34 (Pier 70 - 28-Acre Site) (such bonds, Sub-Project Area G-4 Bonds, and together with the Sub-Project Area G-2 Bonds and Sub-Project Area G-3 Bonds, Bonds) and other sources identified by this Board of Supervisors. This Board of Supervisors proposes that such Bonds be issued for the purpose of financing the costs of the facilities specified in Appendix G-2 to be financed with available tax increment allocated to the IFD with respect to Sub-Project Area G-2 (Pier 70 - 28-Acre Site) (Sub-Project Area G-2 Facilities), with respect to Sub-Project Area G-3 (Pier 70 - 28-Acre Site) (Sub-Project Area G-3 Facilities) and with respect to Sub-Project Area G-4 (Pier 70 - 28-Acre Site) (Sub-Project Area G-4 Facilities), including acquisition and improvement costs and all costs incidental to or connected with the accomplishment of said purposes and of the financing thereof. This Board of Supervisors hereby declares that it reasonably expects (i) to pay certain costs of the Sub-Project Area G-2 Facilities prior to the date of issuance of the Sub-Project Area G-2 Bonds and (ii) to use a portion of the proceeds of the Sub-Project Area G-2 Bonds for reimbursement of expenditures for the Sub-Project Area G-2 Facilities that are paid before the date of issuance of the Sub-

Project Area G-2 Bonds. This Board of Supervisors hereby further declares that it reasonably expects (i) to pay certain costs of the Sub-Project Area G-3 Facilities prior to the date of issuance of the Sub-Project Area G-3 Bonds and (ii) to use a portion of the proceeds of the Sub-Project Area G-3 Bonds for reimbursement of expenditures for the Sub-Project Area G-3 Facilities that are paid before the date of issuance of the Sub-Project Area G-3 Bonds. This Board of Supervisors hereby further declares that it reasonably expects (i) to pay certain costs of the Sub-Project Area G-4 Facilities prior to the date of issuance of the Sub-Project Area G-4 Bonds and (ii) to use a portion of the proceeds of the Sub-Project Area G-4 Bonds for reimbursement of expenditures for the Sub-Project Area G-4 Facilities that are paid before the date of issuance of the Sub-Project Area G-4 Bonds. 2. Estimated Cost. This Board of Supervisors hereby estimates that the cost of the Sub-Project Area G-2 Facilities, Sub-Project Area G-3 Facilities and the Sub-Project Area G-4 Facilities will be approximately \$273.9 million (2017 dollars), \$196.1 million (2017 dollars) and \$323.3 million (2017 dollars), respectively, and that the estimated costs of preparing and issuing each series of the Bonds (not including underwriter's discount) will be equal to approximately 2% of the principal amount of such series of Bonds. Prior to the issuance of any Bonds authorized hereby, this Board of Supervisors will approve the payment of the actual costs of preparing and issuing each series of Bonds, including the underwriter's discount. 3. Terms of Bonds. This Board of Supervisors intends to authorize the issuance and sale of (i) Sub-Project Area G-2 Bonds in one or more series in the maximum aggregate principal amount of not to exceed \$273,900,000, (ii) Sub-Project Area G-3 Bonds in one or more series in the maximum aggregate principal amount of not to exceed \$196,100,000 and (iii) Sub-Project Area G-4 Bonds in one or more series in the maximum aggregate principal amount of not to exceed \$323,300,000; provided however, that such maximum aggregate

principal amounts do not include the principal amount of (i) any bonds issued for the sole purpose of refinancing the Bonds, funding a reserve fund for such refunding bonds and paying related costs of issuance and (ii) any bonds issued for the sole purpose of refunding such refunding bonds, funding a reserve fund and paying related costs of issuance. The Bonds will bear interest payable semi-annually or in such other manner as this Board of Supervisors shall determine, at a rate not to exceed the maximum rate of interest as may be authorized by applicable law at the time of sale of the Bonds. The maximum underwriter's discount for each series of the Bonds (excluding original issue discount) shall be 2%. As permitted by Section 53397.71 of the IFD Law, this Board of Supervisors may increase the maximum aggregate principal amount described above by adopting a resolution and complying with the publication requirements specified in the IFD Law. 4. Available Tax Revenues. This Board of Supervisors estimates, based on the analysis set forth in Appendix G-2, that the incremental property tax revenues that will be available to the IFD from Sub-Project Area G-2, Sub-Project Area G-3 and Sub-Project Area G-4 are approximately \$1.04 billion, \$770.5 million and \$1.19 billion, respectively. This Board of Supervisors hereby finds that the amount necessary to pay principal of and interest on the Sub-Project Area G-2 Bonds is less than or equal to the incremental property tax revenues that will be available to the IFD from Sub-Project Area G-2 to pay principal of and interest on the Sub-Project Area G-2 Bonds. This Board of Supervisors hereby further finds that the amount necessary to pay principal of and interest on the Sub-Project Area G-3 Bonds is less than or equal to the incremental property tax revenues that will be available to the IFD from Sub-Project Area G-3 with respect to pay principal of and interest on the Sub-Project Area G-3 Bonds. This Board of Supervisors hereby further finds that the amount necessary to pay principal of and interest on the Sub-Project Area G-4

Bonds is less than or equal to the incremental property tax revenues that will be available to the IFD from Sub-Project Area G-4 with respect to pay principal of and interest on the Sub-Project Area G-4 Bonds. 5. Election. Pursuant to Section 53397.71 of the IFD Law, no election is required prior to issuance of the Bonds. 6. Debt. This Board of Supervisors also proposes to incur debt (as defined in the IFD Law) other than the Bonds as set forth in Appendix G-2, as Appendix G-2 may be amended from time to time. The limitations on Bonds set forth in this Resolution, including, but not limited to, the respective maximum aggregate principal amounts specified in Section 3, shall apply only to the Bonds and not to other debt (as defined in the IFD Law) payable from available tax increment allocated to the IFD from Sub-Project Area G-2, Sub-Project Area G-3 and Sub-Project Area G-4 pursuant to Appendix G-2, including, without limitation, any bonds issued by the City for and on behalf of a community facilities district related to the territory in Sub-Project Area G-2 (Pier 70 - 28-Acre Site), Sub-Project Area G-3 (Pier 70 - 28-Acre Site) and Sub-Project Area G-4 (Pier 70 - 28-Acre Site) secured, in whole or in part, by available tax increment allocated to the IFD with respect to Sub-Project Area G-2 (Pier 70 - 28-Acre Site), Sub-Project Area G-3 (Pier 70 - 28-Acre Site) and/or Sub-Project Area G-4 (Pier 70 - 28-Acre Site). 7. No Obligation. This Resolution shall in no way obligate this Board of Supervisors to issue Bonds for the IFD with respect to Sub-Project Area G-2, Sub-Project Area G-3 or Sub-Project Area G-4. Issuance of the Bonds shall be subject to the approval of this Board of Supervisors. 8. Public Hearing. That on Tuesday, September 11, 2018 at 3:00 p.m. or as soon as possible thereafter, in the Board of Supervisors Chambers, 1 Dr. Carlton B. Goodlett Place, City Hall, San Francisco, California, be, and the same are hereby appointed and fixed as the time and place when and where this Board of Supervisors will conduct a public hearing on the proposed issuance of Bonds.

are described in Appendix G-2 of the Infrastructure Financing Plan ("Appendix G-2"), which is on file with the Clerk of the Board of Supervisors. Appendix G-2 describes the public facilities to be financed by each of the Sub-Project Areas, and the proposed financial arrangements to be undertaken by the Sub-Project Areas, including the proposed commitment of incremental tax revenue by the City and County of San Francisco. The boundaries of the proposed Sub-Project Areas are described in Appendix G-2. In accordance with Administrative Code, Section 67.7-1, persons who are unable to attend the hearing on this matter may submit written comments to the City prior to the time the hearing begins. These comments will be made part of the official public record in this matter, and shall be brought to the attention of the members of the Board. Written comments should be addressed to Angela Calvillo, Clerk of the Board, City Hall, 1 Dr. Carlton Goodlett Place, Room 244, San Francisco, CA 94102. Information relating to this matter is available in the Office of the Clerk of the Board. Agenda information relating to this matter will be available for public review on Friday, September 7, 2018. Angela Calvillo Clerk of the Board

BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO

NOTICE IS HEREBY GIVEN THAT the following Resolution No. 236-18 (File No. 170882), was Adopted by the Board of Supervisors on July 24, 2018, and Approved by the Mayor on July 26, 2018:

Resolution of intention to issue bonds for City and County of San Francisco Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70); determining other matters in connection therewith; and affirming the Planning Department's determination, and making findings under the California Environmental Quality Act. WHEREAS, FC Pier 70, LLC (Forest City) and the City and County of San Francisco (the City), acting by and through the San Francisco Port Commission (the Port Commission), anticipate entering into a Disposition and Development Agreement (the DDA), which will govern the disposition and development of approximately 28 acres of land in the waterfront area of the City known as Pier 70 (the Project Site); and WHEREAS, In the general election held on November 4, 2014, an initiative entitled, the "Union Iron Works Historic District Housing, Waterfront Parks, Jobs and Preservation Initiative" (Proposition F), was approved by the voters in the City; and WHEREAS, Pursuant to Proposition F, the voters in the City approved a policy of the City, that the City encourage the timely development of the Project Site with a development project that includes certain major uses, including without limitation, new below market-rate homes affordable to middle- and low-income families and individuals, representing 30 percent of all new housing units (Affordable

Housing); and WHEREAS, Forest City and the City anticipate that Forest City will undertake pursuant to the DDA an obligation to construct Affordable Housing on the Project Site and an area of land in the vicinity of the Project Site and within Pier 70 commonly known as Parcel K South (Parcel K South) to satisfy the requirements for Affordable Housing under Proposition F; and WHEREAS, Under Chapter 2.6 of Part 1 of Division 2 of Title 5 of the California, commencing with Government Code Section 53369 (IRFD Law), this Board of Supervisors is authorized to establish an infrastructure and revitalization financing district and to act as the legislative body for an infrastructure and revitalization financing district; and WHEREAS, Pursuant to the IRFD Law, this Board of Supervisors has adopted its "Resolution of intention to establish City and County of San Francisco Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard) on land within the City and County of San Francisco commonly known as the Hoedown Yard to finance the construction of affordable housing within Pier 70 and Parcel K South; to provide for future annexation; to call a public hearing on September 11, 2018 on the formation of the district and to provide public notice thereof; determining other matters in connection therewith; and affirming the Planning Department's determination, and making findings under the California Environmental Quality Act" (Resolution of Intention to Establish IRFD), stating its intention to form the "City and County of San Francisco Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard)" (IRFD) pursuant to the IRFD Law, for the purpose of financing Affordable Housing within the Project Site and Parcel K South to satisfy the requirements for Affordable Housing under Proposition F as further provided in the Resolution of Intention to Establish IRFD (the Facilities); and WHEREAS, In the Resolution of Intention to Establish IRFD, this Board of Supervisors declared its intent to provide for future annexations of property into the IRFD any time after formation of the IRFD, but only if the Board of Supervisors has completed the procedures set forth in the Infrastructure Financing Plan, which shall be based on the following: (i) this Board of Supervisors adopts a resolution of intention to annex property (the "annexation territory") into the IRFD and describes the annexation territory to be included in the IRFD, (ii) the resolution of intention is mailed to each owner of land in the annexation territory and each affected taxing entity in the annexation territory, if any, in substantial compliance with Sections 53369.11 and 53369.12 of the IRFD Law, (iii) this Board of Supervisors directs the Port to prepare an amendment to the Infrastructure Financing Plan, if necessary, and the designated official prepares any such amendment, in substantial compliance with Sections 53369.13 and 53369.14 of the IRFD Law, (iv) any amendment to the

Infrastructure Financing Plan is sent to each owner of land and each affected taxing entity (if any) within the annexation territory, in substantial compliance with Sections 53369.15 and 53369.16 of the IRFD Law, (v) this Board of Supervisors notices and holds a public hearing on the proposed annexation, in substantial compliance with Sections 53369.17 and 53369.18 of the IRFD Law, (vi) this Board of Supervisors adopts a resolution proposing the adoption of any amendment to the Infrastructure Financing Plan and annexation of the annexation territory to the IRFD, and submits the proposed annexation to the qualified electors in the annexation territory, in substantial compliance with Sections 53369.20-53369.22 of the IRFD Law, with the ballot measure to include the question of the proposed annexation of the annexation territory into the IRFD, approval of the appropriations limit for the annexation territory and approval of the issuance of bonds for the annexation territory, and (vii) after canvass of returns of any election, and if two-thirds of the votes cast upon the question are in favor of the ballot measure, this Board may, by ordinance, adopt the amendment to the Infrastructure Financing Plan, if any, and approve the annexation of the annexation territory to the IRFD, in substantial compliance with Section 53369.23 of the IRFD Law; and WHEREAS, In the Resolution of Intention to Establish IRFD, this Board of Supervisors made certain findings under the California Environmental Quality Act (CEQA) about the Final Environmental Impact Report (FEIR) for the construction of the Facilities within the Project Site and Parcel K South, and those findings are incorporated in this Resolution as if set forth in their entirety herein; and WHEREAS, In addition, this Board of Supervisors has adopted its "Resolution authorizing and directing the Executive Director of the Port of San Francisco, or designee of the Executive Director of the Port of San Francisco, to prepare an infrastructure financing plan for the City and County of San Francisco Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard); determining other matters in connection therewith; and affirming the Planning Department's determination, and making findings under the California Environmental Quality Act," ordering preparation of an infrastructure financing plan for the IRFD (the Infrastructure Financing Plan) consistent with the requirements of the IRFD Law; and WHEREAS, The Infrastructure Financing Plan includes a list of Facilities to be financed by the IRFD as Attachment I thereto; and WHEREAS, Pursuant to IRFD Law Section 53369.40, the Board of Supervisors may, by majority vote, initiate proceedings to issue bonds pursuant to the IRFD Law by adopting a resolution stating its intent to issue the bonds, and pursuant to IRFD Law Section 53369.14, the Infrastructure Financing Plan must contain a detailed

description of any intention to incur debt for financing facilities for the IRFD; and WHEREAS, United States Income Tax Regulations section 1.150-2 provides generally that proceeds of tax-exempt debt are not deemed to be expended when such proceeds are used for reimbursement of expenditures made prior to the date of issuance of such debt unless certain procedures are followed, one of which is a requirement that (with certain exceptions), prior to the payment of any such expenditure, the issuer declares an intention to reimburse such expenditure; and WHEREAS, It is in the public interest and for the public benefit that the Board of Supervisors, on behalf of the City, declares its official intent to reimburse the expenditures referenced herein; now, therefore, be it RESOLVED, That the Board of Supervisors proposes issuing one or more series of bonds or other debt (Bonds) for the purpose of financing the costs of the Facilities, including acquisition and improvement costs and all costs incidental to or connected with the accomplishment of said purposes and of the financing thereof; and, be it FURTHER RESOLVED, The Board of Supervisors hereby declares that it reasonably expects (i) to pay certain costs of the Facilities prior to the date of issuance of the Bonds and (ii) to use a portion of the proceeds of the Bonds for reimbursement of expenditures for the Facilities that are paid before the date of issuance of the Bonds; and, be it FURTHER RESOLVED, That the Bonds will be paid from property tax revenues allocated to the IRFD; and, be it FURTHER RESOLVED, That the Board of Supervisors hereby estimates that the cost of the Facilities will be \$91.9 million (in 2017 dollars), and that the estimated costs of preparing and issuing the Bonds will be equal to up to 10.0% of the par amount of the Bonds; and, be it FURTHER RESOLVED, That this Board of Supervisors intends to authorize the issuance and sale of the Bonds in one or more series for the IRFD in the maximum aggregate principal amount of (i) \$91.9 million plus (ii) the additional (if any) principal amount of Bonds approved by this Board of Supervisors and the qualified electors of the annexation territory in connection with the annexation of the annexation territory to the IRFD, so long as the Board makes the finding specified in Section 53369.41(f) of the IRFD Law, and the Bonds shall bear interest payable semi-annually or in such other manner as this Board of Supervisors shall determine, at a rate not to exceed the maximum rate of interest as may be authorized by applicable law at the time of sale of the Bonds, and the maximum underwriter's discount of the Bonds shall be 2.0% of the par amount of the Bonds; and, be it FURTHER RESOLVED, That the Board of Supervisors estimates, based on the analysis set forth in the Infrastructure Financing Plan, that the incremental property tax revenues that are expected to be available to the IRFD to pay principal of and interest on

the Bonds is \$91.9 million, and in accordance with IRFD Law Section 53369.41(f), the Board of Supervisors hereby finds that the amount necessary to pay principal of and interest on the maximum principal amount of Bonds specified in the preceding paragraph is less than or equal to the incremental property tax revenues that are expected to be available to the IRFD to pay principal of and interest on the Bonds; and, be it FURTHER RESOLVED, That the Board of Supervisors will call a special landowner election for September 11, 2018, to consider the proposed authorization to issue Bonds. The election will be consolidated with the election on the issue of the proposed formation of the IRFD and approval of the proposed Infrastructure Financing Plan and appropriations limit for the IRFD to be held on September 11, 2018. The Director of Elections is hereby designated as the official to conduct the election in the IRFD and to receive all ballots until 3:00 p.m. on September 11, 2018, and pursuant to IRFD Law Section 53369.20, the election shall be conducted by personal service or mail-delivered ballot; and, be it FURTHER RESOLVED, That all references in this Resolution to Bonds shall be deemed to include a reference to debt (as defined in the IRFD Law), to the extent applicable; and, be it FURTHER RESOLVED, That this Resolution shall in no way obligate the Board of Supervisors to propose establishment of the IRFD or to authorize the issuance of bonds for the IRFD, and the authorization to issue bonds shall be subject to the approval of this Board of Supervisors by resolution following the elections of the qualified electors described above; and, be it FURTHER RESOLVED, That the Clerk of the Board of Supervisors shall publish this resolution once a day for at least seven successive days in a newspaper published in the City at least six days a week, or at least once a week for two successive weeks in a newspaper published in the City less than six days a week, and if there are no newspapers meeting the foregoing criteria, this resolution shall posted in three public places within the territory of the IRFD for two succeeding weeks; and, be it FURTHER RESOLVED, That the Board of Supervisors has reviewed and considered the FEIR and finds that the FEIR is adequate for its use for the actions taken by this resolution and incorporates the FEIR and the CEQA findings contained in Resolution No. 234-18 of this Board of Supervisors; and, be it FURTHER RESOLVED, That if any section, subsection, sentence, clause, phrase, or word of this resolution, or any application thereof to any person or circumstance, is held to be invalid or unconstitutional by a decision of a court of competent jurisdiction, such decision shall not affect the validity of the remaining portions or applications of this resolution, this Board of Supervisors hereby declaring that it would have passed this resolution and each and every section,

subsection, sentence, clause, phrase, and word not declared invalid or unconstitutional without regard to whether any other portion of this resolution or application thereof would be subsequently declared invalid or unconstitutional; and, be it FURTHER RESOLVED, That the Mayor, the Controller, the Director of the Office of Public Finance, the Clerk of the Board of Supervisors and any and all other officers of the City are hereby authorized, for and in the name of and on behalf of the City, to do any and all things and take any and all actions, including execution and delivery of any and all documents, assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and documents, which they, or any of them, may deem necessary or advisable in order to effectuate the purposes of this Resolution; provided however that any such actions be solely intended to further the purposes of this Resolution, and are subject in all respects to the terms of the Resolution; and, be it FURTHER RESOLVED, That all actions authorized and directed by this Resolution, consistent with any documents presented herein, and heretofore taken are hereby ratified, approved and confirmed by this Board of Supervisors; and, be it FURTHER RESOLVED, That this Resolution shall take effect upon its adoption.

BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO

NOTICE IS HEREBY GIVEN THAT the following Resolution No. 233-18 (File No. 170879) was Adopted by the Board of Supervisors on July 24, 2018, and Approved by the Mayor on July 26, 2018:

Resolution of Intention to issue bonds in an Amount Not to Exceed \$273,900,000, \$196,100,000 and \$323,300,000 for Sub-Project Area G-2, Sub-Project Area G-3 and Sub-Project Area G-4, respectively, City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco, Pier 70); and affirming the Planning Department's determination, and making findings under the California Environmental Quality Act. WHEREAS, California Statutes of 1968, Chapter 1333 (Burton Act) and the San Francisco Charter Sections 4.114 and B3.581 empower the City and County of San Francisco (City), acting through the San Francisco Port Commission, to use, conduct, operate, maintain, manage, regulate and control the lands within Port Commission jurisdiction; and WHEREAS, Under Government Code Section 53395 et seq. (IFD Law), this Board of Supervisors is authorized to establish an infrastructure financing district and to act as the legislative body for an infrastructure financing district; and WHEREAS, Pursuant to Section 53395.8 of the IFD Law, a waterfront district may be divided into project areas; and WHEREAS, On March 27, 2012, by Resolution No. 110-12 (Original Resolution of Intention to Establish IFD), this Board of Supervisors declared

its intention to establish a waterfront district to be known as "City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco)" (IFD), and designated initial proposed project areas within the IFD, including Project Area G (Pier 70); and WHEREAS, On June 12, 2012, by Resolution No. 227-12 (First Amending Resolution), this Board of Supervisors amended the Original Resolution of Intention to propose, among other things, an amended list of project areas; and WHEREAS, On November 17, 2015, by Resolution 421-15 (Second Amending Resolution, and together with the Original Resolution of Intention to Establish IFD and the First Amending Resolution, the Resolution of Intention to Establish IFD), this Board of Supervisors amended the Original Resolution of Intention, as amended by the First Amending Resolution, to propose, among other things, a further amended list of project areas; and WHEREAS, In the Resolution of Intention to Establish IFD, this Board of Supervisors directed the Executive Director of the Port of San Francisco (Executive Director) to prepare an infrastructure financing plan for the IFD (Infrastructure Financing Plan) that would comply with the IFD Law, and reserved the right to establish infrastructure financing plans in the future specific to other project areas and sub-project areas within the IFD; and WHEREAS, in accordance with the IFD Law, at the direction of this Board of Directors, the Executive Director prepared the Infrastructure Financing Plan; and WHEREAS, On February 23, 2016, by Ordinance No. 27-16 (Ordinance Establishing IFD), this Board of Supervisors, among other things, declared the IFD to be fully formed and established with full force and effect of law and adopted the Infrastructure Financing Plan; and WHEREAS, At its hearing on August 24, 2017, and prior to recommending the proposed Planning Code amendments for approval, by Motion No. 19976, the Planning Commission certified a Final Environmental Impact Report (FEIR) for the Pier 70 Mixed-Use District Project (Case No. 2014-001272ENV) (Project) pursuant to the California Environmental Quality Act (CEQA) (California Public Resources Code Section 21000 et seq.), the CEQA Guidelines (14 Cal. Code Reg. Section 15000 et seq.), and Chapter 31 of the Administrative Code. A copy of said Motion is on file with the Clerk of the Board of Supervisors in File No. 170930, and, is incorporated herein by reference. In accordance with the actions contemplated herein, this Board of Supervisors has reviewed the FEIR, concurs with its conclusions, affirms the Planning Commission's certification of the FEIR, and finds that the actions contemplated herein are within the scope of the Project described and analyzed in the FEIR; and WHEREAS, In recommending the proposed Planning Code Amendments for approval by this Board of Supervisors at its hearing on August 24, 2017, by Motion

No. 19977, the Planning Commission also adopted findings under CEQA, including a statement of overriding consideration, and a Mitigation Monitoring and Reporting Program (MMRP). A copy of said Motion and MMRP are on file with the Clerk of the Board of Supervisors in File No. 170930, and is incorporated herein by reference. This Board of Supervisors hereby adopts and incorporates by reference as though fully set forth herein the Planning Commission's CEQA approval findings, including the statement of overriding considerations. This Board of Supervisors also adopts and incorporates by reference as though fully set forth herein the Project's MMRP; and WHEREAS, On July 26, 2018, by Resolution No. 232-18 (Resolution of Intention to Establish Sub-Project Areas G-2, G-3 and G-4), in connection with the Project, this Board of Supervisors declared its intention to establish Sub-Project Area G-2 (Pier 70 - 28-Acre Site), Sub-Project Area G-3 (Pier 70 - 28-Acre Site) and Sub-Project Area G-4 (Pier 70 - 28-Acre Site), each a Pier 70 district and a sub-project area within Project Area G (Pier 70); and WHEREAS, Pursuant to the Resolution of Intention to Establish Sub-Project Areas G-2, G-3 and G-4, this Board of Supervisors directed the Executive Director of the Port (Executive Director) to prepare Appendix G-2 to the IFP, relating to Sub-Project Area G-2 (Pier 70 - 28-Acre Site), Sub-Project Area G-3 (Pier 70 - 28-Acre Site) and Sub-Project Area G-4 (Pier 70 - 28-Acre Site), consistent with the requirements of the IFD Law; and WHEREAS, Pursuant to Section 53397.1 of the IFD Law, this Board of Supervisors may initiate proceedings to issue bonds pursuant to the IFD Law by adopting a resolution by majority vote stating its intention to issue the bonds; and WHEREAS, United States Income Tax Regulations section 1.150-2 generally requires this Board of Supervisors to declare its official intent to reimburse with proceeds of tax-exempt debt expenditures made by the City prior to the date of issuance of such debt; and WHEREAS, It is in the public interest and for the public benefit that the City declares its official intent to reimburse the expenditures referenced herein; now, therefore, be it RESOLVED, By the Board of Supervisors as follows: 1. Purposes of Bonds. This Board of Supervisors proposes that the IFD issue one or more series of bonds of the IFD payable from and secured by a pledge of available tax increment allocated to the IFD with respect to Sub-Project Area G-2 (Pier 70 - 28-Acre Site) (such bonds, Sub-Project Area G-2 Bonds), with respect to Sub-Project Area G-3 (Pier 70 - 28-Acre Site) (such bonds, Sub-Project Area G-3 Bonds), and with respect to Sub-Project Area G-4 (Pier 70 - 28-Acre Site) (such bonds, Sub-Project Area G-4 Bonds), and together with the Sub-Project Area G-2 Bonds and Sub-Project Area G-3 Bonds, Bonds) and other sources identified by this Board of Supervisors. This

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PROOF OF PUBLICATION

(2015.5 C.C.P.)

State of California)
County of SAN FRANCISCO) ss

Notice Type: GPN - GOVT PUBLIC NOTICE

Ad Description:

BJ - 170879 - ROI - Pier 70 IFD

I am a citizen of the United States and a resident of the State of California; I am over the age of eighteen years, and not a party to or interested in the above entitled matter. I am the principal clerk of the printer and publisher of the SAN FRANCISCO EXAMINER, a newspaper published in the English language in the city of SAN FRANCISCO, county of SAN FRANCISCO, and adjudged a newspaper of general circulation as defined by the laws of the State of California by the Superior Court of the County of SAN FRANCISCO, State of California, under date 10/18/1951, Case No. 410667. That the notice, of which the annexed is a printed copy, has been published in each regular and entire issue of said newspaper and not in any supplement thereof on the following dates, to-wit:

08/05/2018, 08/12/2018

Executed on: 08/13/2018
At Los Angeles, California

I certify (or declare) under penalty of perjury that the foregoing is true and correct.

[Handwritten Signature]

Signature

BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO

NOTICE IS HEREBY GIVEN THAT the following Resolution No. 233-18 (File No. 170879) was Adopted by the Board of Supervisors on July 24, 2018, and Approved by the Mayor on July 26, 2018: Resolution of Intention to issue bonds in an Amount Not to Exceed \$273,900,000, \$196,100,000 and \$323,300,000 for Sub-Project Area G-2, Sub-Project Area G-3 and Sub-Project Area G-4, respectively, City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco, Pier 70); and affirming the Planning Department's determination, and making findings under the California Environmental Quality Act. WHEREAS, California Statutes of 1988, Chapter 1333 (Burton Act) and the San Francisco Charter Sections 4.114 and B3.581 empower the City and County of San Francisco (City) acting through the San Francisco Port Commission, to use, conduct, operate, maintain, manage, regulate and control the lands within Port Commission jurisdiction; and WHEREAS, Under Government Code Section 53395 et seq. (IFD Law), this Board of Supervisors is authorized to establish an infrastructure financing district and to act as the legislative body for an infrastructure financing district; and WHEREAS, Pursuant to Section 53395.8 of the IFD Law, a waterfront district may be divided into project areas; and WHEREAS, On March 27, 2012, by Resolution No. 110-12 (Original Resolution of Intention to Establish IFD), this Board of Supervisors declared its intention to establish a waterfront district to be known as "City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco)" (IFD), and designated initial proposed project areas within the IFD, including Project Area G (Pier 70); and WHEREAS, On June 12, 2012, by Resolution No. 227-12 (First Amending Resolution), this Board of Supervisors amended the Original Resolution of Intention to propose, among other things, an amended list of project areas; and WHEREAS, On November

17, 2015, by Resolution 421-15 (Second Amending Resolution, and together with the Original Establish IFD and the First Amending Resolution, the Resolution of Intention to Establish IFD), this Board of Supervisors amended the Original Resolution of Intention, as amended by the First Amended Resolution, to propose, among other things, a further amended list of project areas; and WHEREAS, In the Resolution of Intention to Establish IFD, this Board of Supervisors directed the Executive Director of the Port of San Francisco (Executive Director) to prepare an infrastructure financing plan for the IFD (Infrastructure Financing Plan) that would comply with the IFD Law, and reserved the right to establish infrastructure financing plans in the future specific to other project areas and sub-project areas within the IFD; and WHEREAS, in accordance with the IFD Law, at the direction of this Board of Directors, the Executive Director prepared the Infrastructure Financing Plan; and WHEREAS, On February 23, 2016, by Ordinance No. 27-16 (Ordinance Establishing IFD), this Board of Supervisors, among other things, declared the IFD to be fully formed and established with full force and effect of law and adopted the Infrastructure Financing Plan; and WHEREAS, At its hearing on August 24, 2017, and prior to recommending the proposed Planning Code amendments for approval, by Motion No. 19976, the Planning Commission certified a Final Environmental Impact Report (FEIR) for the Pier 70 Mixed-Use District Project (Case No. 2014-001272ENV) (Project) pursuant to the California Environmental Quality Act (CEQA) (California Public Resources Code Section 21000 et seq.), the CEQA Guidelines (14 Cal. Code Reg. Section 15000 et seq.), and Chapter 31 of the Administrative Code. A copy of said Motion is on file with the Clerk of the Board of Supervisors in File No. 170930, and, is incorporated herein by reference. In accordance with the actions contemplated herein, this Board of Supervisors has reviewed the FEIR, concurs with its conclusions, affirms the



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Planning Commission's certification of the FEIR, and finds that the actions contemplated herein are within the scope of the Project described and analyzed in the FEIR; and WHEREAS, In recommending the proposed Planning Code Amendments for approval by this Board of Supervisors at its hearing on August 24, 2017, by Motion No. 19977, the Planning Commission also adopted findings under CEQA, including a statement of overriding consideration, and a Mitigation Monitoring and Reporting Program (MMRP). A copy of said Motion and MMRP are on file with the Clerk of the Board of Supervisors in File No. 170930, and is incorporated herein by reference. This Board of Supervisors hereby adopts and incorporates by reference as though fully set forth herein the Planning Commission's CEQA approval findings, including the statement of overriding considerations. This Board of Supervisors also adopts and incorporates by reference as though fully set forth herein the Project's MMRP; and WHEREAS, On July 26, 2018, by Resolution No. 232-18 (Resolution of Intention to Establish Sub-Project Areas G-2, G-3 and G-4), in connection with the Project, this Board of Supervisors declared its intention to establish Sub-Project Area G-2 (Pier 70 - 28-Acre Site), Sub-Project Area G-3 (Pier 70 - 28-Acre Site) and Sub-Project Area G-4 (Pier 70 - 28-Acre Site), each a Pier 70 district and a sub-project area within Project Area G (Pier 70); and WHEREAS, Pursuant to the Resolution of Intention to Establish Sub-Project Areas G-2, G-3 and G-4), this Board of Supervisors directed the Executive Director of the Port (Executive Director) to prepare Appendix G-2 to the IFP, relating to Sub-Project Area G-2 (Pier 70 - 28-Acre Site), Sub-Project Area G-3 (Pier 70 - 28-Acre Site) and Sub-Project Area G-4 (Pier 70 - 28-Acre Site), consistent with the requirements of the IFD Law; and WHEREAS, Pursuant to Section 53397.1 of the IFD Law, this Board of Supervisors may initiate proceedings to issue bonds pursuant to the IFD Law by adopting a resolution by majority vote stating its intention to issue the bonds; and WHEREAS, United States Income Tax Regula-

tions section 1.150-2 generally requires this Board of Supervisors to declare its official intent to reimburse with proceeds of tax-exempt debt expenditures made by the City prior to the date of issuance of such debt; and WHEREAS, It is in the public interest and for the public benefit that the City declares its official intent to reimburse the expenditures referenced herein; now, therefore, be it RESOLVED, By the Board of Supervisors as follows: 1. Purposes of Bonds. This Board of Supervisors proposes that the IFD issue one or more series of bonds of the IFD payable from and secured by a pledge of available tax increment allocated to the IFD with respect to Sub-Project Area G-2 (Pier 70 - 28-Acre Site) (such bonds, Sub-Project Area G-2 Bonds), with respect to Sub-Project Area G-3 (Pier 70 - 28-Acre Site) (such bonds, Sub-Project Area G-3 Bonds), and with respect to Sub-Project Area G-34 (Pier 70 - 28-Acre Site) (such bonds, Sub-Project Area G-4 Bonds, and together with the Sub-Project Area G-2 Bonds and Sub-Project Area G-3 Bonds, Bonds) and other sources identified by this Board of Supervisors. This Board of Supervisors proposes that such Bonds be issued for the purpose of financing the costs of the facilities specified in Appendix G-2 to be financed with available tax increment allocated to the IFD with respect to Sub-Project Area G-2 (Pier 70 - 28-Acre Site) (Sub-Project Area G-2 Facilities), with respect to Sub-Project Area G-3 (Pier 70 - 28-Acre Site) (Sub-Project Area G-3 Facilities) and with respect to Sub-Project Area G-4 (Pier 70 - 28-Acre Site) (Sub-Project Area G-4 Facilities), including acquisition and improvement costs and all costs incidental to or connected with the accomplishment of said purposes and of the financing thereof. This Board of Supervisors hereby declares that it reasonably expects (i) to pay certain costs of the Sub-Project Area G-2 Facilities prior to the date of issuance of the Sub-Project Area G-2 Bonds and (ii) to use a portion of the proceeds of the Sub-Project Area G-2 Bonds for reimbursement of expenditures for the Sub-Project Area G-2 Facilities that are paid before the date of issuance of the Sub-

Project Area G-2 Bonds. This Board of Supervisors hereby further declares that it reasonably expects (i) to pay certain costs of the Sub-Project Area G-3 Facilities prior to the date of issuance of the Sub-Project Area G-3 Bonds and (ii) to use a portion of the proceeds of the Sub-Project Area G-3 Bonds for reimbursement of expenditures for the Sub-Project Area G-3 Facilities that are paid before the date of issuance of the Sub-Project Area G-3 Bonds. This Board of Supervisors hereby further declares that it reasonably expects (i) to pay certain costs of the Sub-Project Area G-4 Facilities prior to the date of issuance of the Sub-Project Area G-4 Bonds and (ii) to use a portion of the proceeds of the Sub-Project Area G-4 Bonds for reimbursement of expenditures for the Sub-Project Area G-4 Facilities that are paid before the date of issuance of the Sub-Project Area G-4 Bonds. 2. Estimated Cost. This Board of Supervisors hereby estimates that the cost of the Sub-Project Area G-2 Facilities, Sub-Project Area G-3 Facilities and the Sub-Project Area G-4 Facilities will be approximately \$273.9 million (2017 dollars), \$196.1 million (2017 dollars) and \$323.3 million (2017 dollars), respectively, and that the estimated costs of preparing and issuing each series of the Bonds (not including underwriter's discount) will be equal to approximately 2% of the principal amount of such series of Bonds. Prior to the issuance of any Bonds authorized hereby, this Board of Supervisors will approve the payment of the actual costs of preparing and issuing each series of Bonds, including the underwriter's discount. 3. Terms of Bonds. This Board of Supervisors intends to authorize the issuance and sale of (i) Sub-Project Area G-2 Bonds in one or more series in the maximum aggregate principal amount of not to exceed \$273,900,000, (ii) Sub-Project Area G-3 Bonds in one or more series in the maximum aggregate principal amount of not to exceed \$196,100,000 and (iii) Sub-Project Area G-4 Bonds in one or more series in the maximum aggregate principal amount of not to exceed \$323,300,000; provided however, that such maximum aggregate

principal amounts do not include the principal amount of (i) any bonds issued for the sole purpose of refinancing the Bonds, funding a reserve fund for such refunding bonds and paying related costs of issuance and (ii) any bonds issued for the sole purpose of refunding such refunding bonds, funding a reserve fund and paying related costs of issuance. The Bonds will bear interest payable semi-annually or in such other manner as this Board of Supervisors shall determine, at a rate not to exceed the maximum rate of interest as may be authorized by applicable law at the time of sale of the Bonds. The maximum underwriter's discount for each series of the Bonds (excluding original issue discount) shall be 2%. As permitted by Section 53397.71 of the IFD Law, this Board of Supervisors may increase the maximum aggregate principal amount described above by adopting a resolution and complying with the publication requirements specified in the IFD Law. 4. Available Tax Revenues. This Board of Supervisors estimates, based on the analysis set forth in Appendix G-2, that the incremental property tax revenues that will be available to the IFD from Sub-Project Area G-2, Sub-Project Area G-3 and Sub-Project Area G-4 are approximately \$1.04 billion, \$770.5 million and \$1.19 billion, respectively. This Board of Supervisors hereby finds that the amount necessary to pay principal of and interest on the Sub-Project Area G-2 Bonds is less than or equal to the incremental property tax revenues that will be available to the IFD from Sub-Project Area G-2 to pay principal of and interest on the Sub-Project Area G-2 Bonds. This Board of Supervisors hereby further finds that the amount necessary to pay principal of and interest on the Sub-Project Area G-3 Bonds is less than or equal to the incremental property tax revenues that will be available to the IFD from Sub-Project Area G-3 with respect to pay principal of and interest on the Sub-Project Area G-3 Bonds. This Board of Supervisors hereby further finds that the amount necessary to pay principal of and interest on the Sub-Project Area G-4

Bonds is less than or equal to the incremental property tax revenues that will be available to the IFD from Sub-Project Area G-4 with respect to pay principal of and interest on the Sub-Project Area G-4 Bonds. 5. Election. Pursuant to Section 53397.71 of the IFD Law, no election is required prior to issuance of the Bonds. 6. Debt. This Board of Supervisors also proposes to incur debt (as defined in the IFD Law) other than the Bonds as set forth in Appendix G-2, as Appendix G-2 may be amended from time to time. The limitations on Bonds set forth in this Resolution, including, but not limited to, the respective maximum aggregate principal amounts specified in Section 3, shall apply only to the Bonds and not to other debt (as defined in the IFD Law) payable from available tax increment allocated to the IFD from Sub-Project Area G-2, Sub-Project Area G-3 and Sub-Project Area G-4 pursuant to Appendix G-2, including, without limitation, any bonds issued by the City for and on behalf of a community facilities district related to the territory in Sub-Project Area G-2 (Pier 70 - 28-Acre Site), Sub-Project Area G-3 (Pier 70 - 28-Acre Site) and Sub-Project Area G-4 (Pier 70 - 28-Acre Site) secured, in whole or in part, by available tax increment allocated to the IFD with respect to Sub-Project Area G-2 (Pier 70 - 28-Acre Site), Sub-Project Area G-3 (Pier 70 - 28-Acre Site) and/or Sub-Project Area G-4 (Pier 70 - 28-Acre Site). 7. No Obligation. This Resolution shall in no way obligate this Board of Supervisors to issue Bonds for the IFD with respect to Sub-Project Area G-2, Sub-Project Area G-3 or Sub-Project Area G-4. Issuance of the Bonds shall be subject to the approval of this Board of Supervisors. 8. Public Hearing. That on Tuesday, September 11, 2018 at 3:00 p.m. or as soon as possible thereafter, in the Board of Supervisors Chambers, 1 Dr. Carlton B. Goodlett Place, City Hall, San Francisco, California, be, and the same are hereby appointed and fixed as the time and place when and where this Board of Supervisors will conduct a public hearing on the proposed issuance of Bonds.