

1 [Authorizing Issuance of Port Infrastructure Financing District Bonds (Port of San Francisco,
2 Pier 70) - Not to Exceed \$273,900,000, \$196,100,000 and \$323,300,000 for Sub-Project Area
3 G-2, Sub-Project Area G-3, and Sub-Project Area G-4, Respectively]

4 **Resolution approving issuance of Bonds in an amount not to exceed \$273,900,000,**
5 **\$196,100,000 and \$323,300,000 for Sub-Project Area G-2, Sub-Project Area G-3 and**
6 **Sub-Project Area G-4, respectively, of City and County of San Francisco Infrastructure**
7 **Financing District No. 2 (Port of San Francisco, Pier 70); approving Indentures of Trust**
8 **and Pledge Agreements; and approving other matters in connection therewith.**

9
10 WHEREAS, California Statutes of 1968, Chapter 1333 (Burton Act) and the San
11 Francisco Charter, Sections 4.114 and B3.581 empower the City and County of San
12 Francisco ("City"), acting through the San Francisco Port Commission ("Port Commission"), to
13 use, conduct, operate, maintain, manage, regulate and control the lands within Port
14 Commission jurisdiction; and

15 WHEREAS, Under Government Code, Section 53395 et seq. ("IFD Law"), the Board of
16 Supervisors is authorized to establish an infrastructure financing district and to act as the
17 legislative body for an infrastructure financing district; and

18 WHEREAS, Pursuant to IFD Law, Section 53395.8, a waterfront district may be divided
19 into project areas; and

20 WHEREAS, On March 27, 2012, by Resolution No. 110-12 ("Original Resolution of
21 Intention to Establish IFD"), the Board of Supervisors declared its intention to establish a
22 waterfront district to be known as "City and County of San Francisco Infrastructure Financing
23 District No. 2 (Port of San Francisco)" ("IFD"), and designated initial proposed project areas
24 within the IFD; and
25

1 WHEREAS, On June 12, 2012, by Resolution No. 227-12 (“First Amending
2 Resolution), the Board of Supervisors amended the Original Resolution of Intention to
3 Establish IFD to propose, among other things, an amended list of project areas (“Project
4 Areas”); and

5 WHEREAS, On November 17, 2015, by Resolution No. 421-15 (Second Amending
6 Resolution, and together with the Original Resolution of Intention to Establish IFD and the
7 First Amending Resolution, the “Resolution of Intention to Establish IFD”), the Board of
8 Supervisors amended the Original Resolution of Intention to Establish IFD, as amended by
9 the First Amending Resolution, to propose, among other things, a further amended list of
10 Project Areas, including Project Area G (Pier 70), as a Pier 70 district, and Sub-Project Area
11 G-1 (Pier 70 – Historic Core), as a Pier 70 district within Project Area G (Pier 70); and

12 WHEREAS, In the Resolution of Intention to Establish IFD, the Board of Supervisors
13 directed the Executive Director of the Port of San Francisco (“Executive Director”) to prepare
14 an infrastructure financing plan for the IFD (“Infrastructure Financing Plan”) that would comply
15 with the IFD Law, and reserved the right to establish infrastructure financing plans in the
16 future specific to other project areas and sub-project areas within the IFD; and

17 WHEREAS, In accordance with the IFD Law, and at the direction of the Board of
18 Directors, the Executive Director prepared the Infrastructure Financing Plan; and

19 WHEREAS, By Ordinance No. 27-16, passed by the Board of Supervisors on March 1,
20 2016, and signed by the Mayor on March 11, 2016 (“Ordinance Establishing IFD”), the Board
21 of Supervisors, among other things, declared the IFD to be fully formed and established with
22 full force and effect of law and adopted the Infrastructure Financing Plan; and

23 WHEREAS, On July 24, 2018, by Resolution No. 232-18 (“Resolution of Intention to
24 Establish Sub-Project Areas G-2, G-3 and G-4”), the Board of Supervisors declared its
25 intention to establish three additional sub-project areas within Project Area G (Pier 70) of the

1 IFD designated Sub-Project Area G-2 (Pier 70 - 28-Acre Site), Sub-Project Area G-3 (Pier 70 -
2 28-Acre Site) and Sub-Project Area G-4 (Pier 70 - 28-Acre Site) (Sub-Project Areas), each a
3 Pier 70 district; and

4 WHEREAS, Pursuant to the Resolution of Intention to Establish Sub-Project Areas G-
5 2, G-3 and G-4, the Board of Supervisors directed the Executive Director to prepare Appendix
6 G-2 to the IFP, relating to the Sub-Project Areas, consistent with the requirements of the IFD
7 Law; and

8 WHEREAS, On July 24, 2018, by Resolution No. 233-18 (Resolution of Intention to
9 Issue Bonds), this Board of Supervisors declared its intention to issue one or more series of
10 bonds payable from and secured by a pledge of available tax increment allocated to the IFD
11 with respect to the Sub-Project Areas and other sources identified by the Board of
12 Supervisors for the purpose of financing the costs of the facilities specified in Appendix G-2
13 with available tax increment allocated to the IFD with respect to the Sub-Project Area G-2
14 (Pier 70 - 28-Acre Site) (Sub-Project Area G-2 Facilities), with respect to Sub-Project Area G-
15 3 (Pier 70 - 28 Acre-Site) (Sub-Project Area G-3 Facilities) and with respect to Sub-Project
16 Area G-4 (Pier 70 - 28 Acre-Site) (Sub-Project Area G-4 Facilities), including acquisition and
17 improvement costs and all costs incidental to or connected with the accomplishment of said
18 purposes and of the financing thereof; and

19 WHEREAS, The Clerk of the Board of Supervisors has caused to be published the
20 Resolution of Intention to Issue Bonds in the manner required by the IFD Law; and

21 WHEREAS, On September 11, 2018, this Board of Supervisors held a public hearing
22 on the proposed establishment of the Sub-Project Areas and Appendix G-2; and

23 WHEREAS, On the date hereof, the Board of Supervisors, by Ordinance No. _____,
24 among other things, declared the Sub-Project Areas to be fully formed and established with
25 full force and effect of law, and approved Appendix G-2, subject to amendment as permitted

1 by the IFD Law; and

2 WHEREAS, The Board of Supervisors now wishes to provide for the issuance of the
3 bonds to finance the Sub-Project Area G-2 Facilities, Sub-Project Area G-3 Facilities and Sub-
4 Project Area G-4 Facilities; and

5 WHEREAS, There has been presented to this meeting a form of Indenture of Trust, by
6 and between the IFD with respect to any or all of the Sub-Project Areas, as applicable (each,
7 an Indenture, and collectively, the "Indentures") and a corporate trustee to be identified in the
8 future by the Director of the Office of Public Finance ("Director"), that provides, among other
9 things, for the issuance and administration of any bonds issued for the IFD with respect to any
10 or all of the Sub-Project Areas, as applicable; and

11 WHEREAS, There has been presented to this meeting a form of Pledge Agreement, by
12 and between the IFD with respect to any of the Sub-Project Areas (each a Pledge Agreement,
13 and collectively, the Pledge Agreements), as applicable, and a corporate trustee to be
14 identified in the future by the Director, that provides, among other things, for the pledge of tax
15 increment revenues allocated to the IFD with respect to all or any of the Sub-Project Areas, as
16 applicable, to bonds issued for a special tax district that is formed by the Board of Supervisors
17 to finance all of any of the Sub-Project Area G-2 Facilities, Sub-Project Area G-2 Facilities or
18 Sub-Project Area G-2 Facilities, as applicable; and

19 WHEREAS, All conditions, things and acts required to exist, to have happened and to
20 have been performed precedent to and in the issuance of the bonds as contemplated by this
21 resolution, have happened and have been performed in due time, form and manner as
22 required by the laws of the State of California, including the IFD Law; now, therefore, be it

23 RESOLVED, That the foregoing recitals are true and correct; and, be it

24 FURTHER RESOLVED, That pursuant to the IFD Law and this resolution, bonds
25 designated the "City and County of San Francisco Infrastructure Financing District No. 2 (Port

1 of San Francisco) Sub-Project Area G-2 (Pier 70 - 28-Acre Site) Tax Increment Revenue
2 Bonds” (Sub-Project Area G-2 Bonds) in an aggregate principal amount not to exceed
3 \$273,900,000 are hereby authorized to be issued in or more series, with a series designation
4 (such as “Series 20__ A”) to be appended to the designation of the Sub-Project Area G-2
5 Bonds, provided however, that such maximum aggregate principal amount does not include
6 the principal amount of (A) any bonds issued for the sole purpose of refinancing the Sub-
7 Project Area G-2 Bonds, funding a reserve fund for such refunding bonds and paying related
8 costs of issuance and (B) any bonds issued for the sole purpose of refunding such refunding
9 bonds, funding a reserve fund and paying related costs of issuance; and, be it

10 FURTHER RESOLVED, That pursuant to the IFD Law and this resolution, bonds
11 designated the “City and County of San Francisco Infrastructure Financing District No. 2 (Port
12 of San Francisco) Sub-Project Area G-3 (Pier 70 - 28-Acre Site) Tax Increment Revenue
13 Bonds” (“Sub-Project Area G-3 Bonds”) in an aggregate principal amount not to exceed
14 \$196,100,000 are hereby authorized to be issued in or more series, with a series designation
15 (such as “Series 20__ A”) to be appended to the designation of the Sub-Project Area G-3
16 Bonds, provided however, that such maximum aggregate principal amount does not include
17 the principal amount of (A) any bonds issued for the sole purpose of refinancing the Sub-
18 Project Area G-3 Bonds, funding a reserve fund for such refunding bonds and paying related
19 costs of issuance and (B) any bonds issued for the sole purpose of refunding such refunding
20 bonds, funding a reserve fund and paying related costs of issuance; and, be it

21 FURTHER RESOLVED, That pursuant to the IFD Law and this resolution, bonds
22 designated the “City and County of San Francisco Infrastructure Financing District No. 2 (Port
23 of San Francisco) Sub-Project Area G-4 (Pier 70 - 28-Acre Site) Tax Increment Revenue
24 Bonds” (Sub-Project Area G-4 Bonds and, together with the Sub-Project Area G-2 Bonds and
25 the Sub-Project Area G-3 Bonds, the “Bonds”) in an aggregate principal amount not to exceed

1 \$323,300,000 are hereby authorized to be issued in or more series, with a series designation
2 (such as "Series 20__ A") to be appended to the designation of the Sub-Project Area G-4
3 Bonds, provided however, that such maximum aggregate principal amount does not include
4 the principal amount of (A) any bonds issued for the sole purpose of refinancing the Sub-
5 Project Area G-4 Bonds, funding a reserve fund for such refunding bonds and paying related
6 costs of issuance and (B) any bonds issued for the sole purpose of refunding such refunding
7 bonds, funding a reserve fund and paying related costs of issuance; and, be it

8 FURTHER RESOLVED, That pursuant to the IFD Law and this resolution, (i) the Board
9 of Supervisors may increase the maximum aggregate principal amounts described above by
10 adopting a resolution and complying with the publication requirements specified in the IFD
11 Law, (ii) the Bonds may be issued by the Board of Supervisors for and on behalf of the IFD
12 with respect to each of the Sub-Project Areas, and they may be issued by the Board of
13 Supervisors for and on behalf of a special tax district related to the territory in the Sub-Project
14 Areas, as determined by the Board of Supervisors in connection with its approval of the
15 issuance of a series of Bonds; and, be it

16 FURTHER RESOLVED, That the terms of the Bonds shall be as follows: (i) each Bond
17 shall be dated its date of issuance, (ii) the maturity date of each Bond shall be a date not to
18 exceed 30 years from the date of its issuance or such later date as is permitted by the IFD
19 Law and approved by the Director, (iii) the Bonds shall be issued in denominations of \$5,000
20 or any integral multiple of \$5,000, (iv) the form of the Bonds shall be substantially the form
21 attached hereto as Appendix A, (v) the Bonds shall be executed by the Mayor or designee
22 thereof, (vi) the principal of and interest on the Bonds shall be payable in lawful money of the
23 United States of America, (vii) the Bonds shall be registered with the trustee or fiscal agent for
24 the Bonds identified by the Director and shall be payable at the principal office of or by check
25 or wire of the trustee or fiscal agent for the Bonds and (viii) the Bonds shall be subject to

1 redemption prior to maturity at the times and subject to the premiums approved by the
2 Director; and, be it

3 FURTHER RESOLVED, That the Board of Supervisors hereby approves the sale of
4 one or more series of Bonds, provided, however, that the Bonds shall not be issued until such
5 time as (i) the Board of Supervisors has approved the terms of the sale to the investor(s) and
6 (ii) an Authorized Officer (as defined below) has caused the legal documents relating to the
7 Bonds and any related disclosure document describing the Bonds and the security for the
8 Bonds to be prepared and caused such documents to be submitted to the Board of
9 Supervisors for its approval; and, be it

10 FURTHER RESOLVED, That the Board of Supervisors hereby approves the form of
11 the Indentures in substantially the form on file with the Clerk of the Board of Supervisors; and,
12 be it

13 FURTHER RESOLVED, That the Board of Supervisors hereby authorizes and directs
14 an Authorized Officer to execute and deliver, and the Clerk of the Board of Supervisors is
15 hereby authorized and directed to attest to, the each Indenture in substantially the form on file
16 with the Clerk of the Board of Supervisors, together with such additions or changes as are
17 approved by such Authorized Officer upon consultation with the City Attorney, including such
18 additions or changes as are necessary or advisable to permit the timely issuance, sale and
19 delivery of the Bonds and the approval of such additions or changes shall be conclusively
20 evidenced by the execution and delivery by an Authorized Officer of the Indentures (or one or
21 more supplements thereto), and (ii) the Authorized Officers to name a trustee for the Bonds;
22 and, be it

23 FURTHER RESOLVED, That (i) the Board of Supervisors hereby approves the form of
24 the Pledge Agreements in substantially the form on file with the Clerk of the Board of
25 Supervisors, (ii) each Authorized Officer is hereby authorized and directed to execute and

1 deliver, and the Clerk of the Board of Supervisors is hereby authorized and directed to attest
2 to, each Pledge Agreement in substantially the form on file with the Clerk of the Board of
3 Supervisors, together with such additions or changes as are approved by such Authorized
4 Officer upon consultation with the City Attorney, including such additions or changes as are
5 necessary or advisable to permit the timely issuance, sale and delivery of the Bonds and the
6 approval of such additions or changes shall be conclusively evidenced by the execution and
7 delivery by an Authorized Officer of the Pledge Agreements (or one or more supplements
8 thereto), and (iii) the terms and provisions of the Pledge Agreements, as executed, are
9 incorporated herein by this reference as if fully set forth herein; and, be it

10 FURTHER RESOLVED, That (i) the Board of Supervisors approves the issuance of
11 debt (as defined in the IFD Law) other than the Bonds as set forth in Appendix G-2, as
12 Appendix G-2 may be amended from time to time, and (ii) the limitations on Bonds set forth in
13 this Resolution, including, but not limited to, the maximum aggregate principal amount
14 specified above, shall apply only to the Bonds and not to other debt (as defined in the IFD
15 Law) payable from available tax increment allocated to the IFD with respect to the Sub-Project
16 Areas, including, without limitation, any bonds issued by the City for and on behalf of a special
17 tax district related to the territory in the Sub-Project Areas secured, in whole or in part, by
18 available tax increment allocated to the IFD with respect to the Sub-Project Areas; and, be it

19 FURTHER RESOLVED, That all actions heretofore taken by the officers and agents of
20 the City (including, but not limited to, the Mayor, the Controller, the Director, the City Attorney,
21 the Executive Director or such other official of the City as may be designated by such officer
22 (each, an "Authorized Officer") with respect to the establishment of the Sub-Project Areas,
23 and the sale and issuance of the Bonds are hereby approved, confirmed and ratified, and the
24 appropriate officers of the City are hereby authorized and directed to do any and all things and
25 take any and all actions and execute any and all certificates, agreements and other

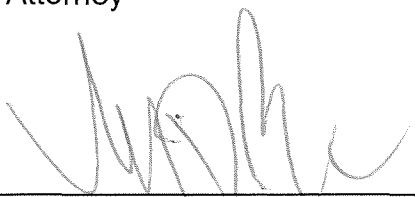
1 documents, which they, or any of them, may deem necessary or advisable in order to
2 consummate the transactions described in this Resolution. All actions to be taken by an
3 Authorized City Officer, as defined herein, may be taken by such Authorized City Officer or
4 any designee, with the same force and effect as if taken by the Authorized City Officer; and,
5 be it

6 FURTHER RESOLVED, That the Director and the City Attorney are hereby authorized
7 and directed to initiate a judicial validation action with respect to the Sub-Project Areas, the
8 Indentures, the Pledge Agreements and the Bonds pursuant to Code of Civil Procedure
9 Section 860 et seq.; and, be it

10 FURTHER RESOLVED, That this resolution shall take effect from and after its adoption
11 and the provisions of any previous resolutions in any way inconsistent with the provisions
12 hereof in and for the issuance of the Bonds as herein described are hereby repealed.

13
14 APPROVED AS TO FORM:
15 DENNIS J. HERRERA
16 City Attorney

17
18 By: _____



19 MARK D. BLAKE
20 Deputy City Attorney
21 n:\port\as2018\1100292\01291344.docx

APPENDIX A
FORM OF BOND

No. ___

\$_____

UNITED STATES OF AMERICA
STATE OF CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO

CITY AND COUNTY OF SAN FRANCISCO
Infrastructure Financing District No. 2
(Port of San Francisco)
Sub-Project Area G-__ (Pier 70 - 28-Acre Site)
Tax Increment Revenue Bond, Series _____

INTEREST RATE

MATURITY DATE

DATED DATE

_____%

____ 1, _____

REGISTERED OWNER:

PRINCIPAL AMOUNT:

*****DOLLARS

City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco) (the "IFD") with respect to Sub-Project Area G-__ (Pier 70 - 28-Acre Site), for value received, hereby promises to pay solely from the Tax Revenues (as hereinafter defined) to be received by the IFD or amounts in certain funds and accounts held under the Indenture of Trust (as hereinafter defined), to the registered owner named above, or registered assigns, on the maturity date set forth above, unless redeemed prior thereto as hereinafter provided, the principal amount set forth above, and to pay interest on such principal amount, semiannually on each September 1 and March 1 (each an "Interest Payment Date"), commencing as set forth in the Indenture of Trust, at the interest rate set forth above, until the principal amount hereof is paid or made available for payment provided, however, that if at the time of authentication of this Bond, interest is in default on this Bond, this Bond shall bear interest

1 from the Interest Payment Date to which interest has previously been paid or made available
2 for payment.

3 Principal of and interest on the Bonds (including the final interest payment upon
4 maturity or earlier redemption), is payable on the applicable Interest Payment Date by check
5 of the Trustee (defined below) mailed by first class mail to the registered Owner thereof at
6 such registered Owner's address as it appears on the registration books maintained by the
7 Trustee at the close of business on the Record Date preceding the Interest Payment Date, or
8 by wire transfer made on such Interest Payment Date upon written instructions of any Owner
9 of \$1,000,000 or more in aggregate principal amount of Bonds delivered to the Trustee prior
10 to the applicable Record Date. The principal of the Bonds and any premium on the Bonds are
11 payable in lawful money of the United States of America upon surrender of the Bonds at the
12 Principal Office of the Trustee or such other place as designated by the Trustee.

13 This Bond is one of a duly authorized issue of bonds in the aggregate principal amount
14 of \$_____ approved by resolution of the Board of Supervisors of the City on ____, 20__
15 (the "Resolution"), under California Government Code Section 53395 et seq. (the "IFD Law")
16 for the purpose of funding certain facilities for the IFD, and is one of the series of bonds
17 designated "City and County of San Francisco Infrastructure Financing District No. 2 (Port of
18 San Francisco) Sub-Project Area G-__ (Pier 70 - 28-Acre Site) Tax Increment Revenue
19 Bonds, Series _____" (the "Bonds"). The issuance of the Bonds and the terms and conditions
20 thereof are provided for by an Indenture of Trust, dated as of _____ 1, 20__ (the "Indenture of
21 Trust"), between the IFD and _____ (the "Trustee") and this reference incorporates the
22 Indenture of Trust herein, and by acceptance hereof the owner of this Bond assents to said
23 terms and conditions. The Indenture of Trust is authorized under, this Bond is issued under
24 and both are to be construed in accordance with, the laws of the State of California.
25

1 Pursuant to the IFD Law, the Resolution and the Indenture of Trust, the principal of and
2 interest on this Bond are payable solely from certain funds held under the Indenture of Trust
3 and the "Tax Revenues," as defined in the Indenture of Trust. Any revenues for the payment
4 hereof shall be limited to the Tax Revenues, except to the extent that provision for payment
5 has been made by the City, as may be permitted by law.

6 The Bonds are not a debt of the City or the State of California or of any of its political
7 subdivisions, other than the IFD to the limited extent described herein, and none of those
8 entities, other than the IFD to the limited extent described herein, shall be liable on the Bonds,
9 and the Bonds shall be payable exclusively from the Tax Revenues and the specified funds
10 held under the Indenture of Trust. The Bonds do not constitute an indebtedness within the
11 meaning of any constitutional or statutory debt limitation.

12 Optional Redemption. All of the Bonds are subject to redemption prior to their stated
13 maturities, on any Interest Payment Date, in whole or in part, at a redemption price
14 (expressed as a percentage of the principal amount of the Bonds to be redeemed) as set forth
15 below, together with accrued interest thereon to the date fixed for redemption:

| <u>Redemption Date</u> | <u>Redemption Price</u> |
|------------------------|-------------------------|
| [to come] | |

18 Mandatory Sinking Fund Redemption. The Term Bond maturing on _____ 1, _____ is
19 subject to mandatory redemption in part by lot, from sinking fund payments made by the IFD
20 from the Bond Fund, at a redemption price equal to the principal amount thereof to be
21 redeemed, without premium, in the aggregate respective principal amounts all as set forth in
22 the following table:

| Sinking Fund Redemption Date <u>(_____ 1)</u> | Principal Amount <u>Subject to Redemption</u> |
|---|--|
|---|--|

1 Provided, however, if some but not all of the Term Bonds of a given maturity have been
2 redeemed as a result of an optional redemption or a mandatory redemption, the total amount
3 of all future Sinking Fund Payments relating to such maturity shall be reduced by the
4 aggregate principal amount of Term Bonds of such maturity so redeemed, to be allocated
5 among such Sinking Fund Payments on a pro rata basis in integral multiples of \$5,000 as
6 determined by the Trustee, notice of which determination shall be given by the Trustee to the
7 City.

8 Notice of redemption with respect to the Bonds to be redeemed shall be given to the
9 registered owners thereof, in the manner, to the extent and subject to the provisions of the
10 Indenture of Trust.

11 This Bond shall be registered in the name of the owner hereof, as to both principal and
12 interest. Each registration and transfer of registration of this Bond shall be entered by the
13 Trustee in books kept by it for this purpose and authenticated by its manual signature upon
14 the certificate of authentication endorsed hereon.

15 No transfer or exchange hereof shall be valid for any purpose unless made by the
16 registered owner, by execution of the form of assignment endorsed hereon, and authenticated
17 as herein provided, and the principal hereof, interest hereon and any redemption premium
18 shall be payable only to the registered owner or to such owner's order. The Trustee shall
19 require the registered owner requesting transfer or exchange to pay any tax or other
20 governmental charge required to be paid with respect to such transfer or exchange. No
21 transfer or exchange hereof shall be required to be made (i) fifteen days prior to the date
22 established by the Trustee for selection of Bonds for redemption or (ii) with respect to a Bond
23 after such Bond has been selected for redemption.
24
25

1 The Indenture of Trust and the rights and obligations of the IFD thereunder may be
2 modified or amended as set forth therein. The principal of the Bonds is not subject to
3 acceleration upon a default under the Indenture of Trust or any other document.

4 This Bond shall not become valid or obligatory for any purpose until the certificate of
5 authentication and registration hereon endorsed shall have been dated and signed by the
6 Trustee.

7 IT IS HEREBY CERTIFIED, RECITED AND DECLARED by the IFD that all acts,
8 conditions and things required by law to exist, happen and be performed precedent to and in
9 the issuance of this Bond have existed, happened and been performed in due time, form and
10 manner as required by law, and that the amount of this Bond, together with all other
11 indebtedness of the IFD, does not exceed any debt limit prescribed by the laws or Constitution
12 of the State of California.

13 Unless this Bond is presented by an authorized representative of The Depository Trust
14 Company, a New York corporation ("DTC"), to the Trustee for registration of transfer,
15 exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in
16 such other name as is requested by an authorized representative of DTC (and any payment is
17 made to Cede & Co. or to such other entity as is requested by an authorized representative of
18 DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR
19 OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner
20 hereof, Cede & Co., has an interest herein.

1 IN WITNESS WHEREOF, City and County of San Francisco Infrastructure Financing
2 District No. 2 (Port of San Francisco), with respect to Sub-Project Area G-__ (Pier 70 - 28-
3 Acre Site), has caused this Bond to be to be signed by the facsimile signature of the
4 _____ and countersigned by the facsimile signature of the Clerk of the Board of
5 Supervisors with the seal of the City imprinted hereon.

6
7 [S E A L]

8
9
10 _____
Clerk of the Board of Supervisors

_____ [to come]

11
12
13 [FORM OF Trustee's CERTIFICATE OF AUTHENTICATION AND REGISTRATION]

14
15 This is one of the Bonds described in the Indenture of Trust which has been
16 authenticated on _____, _____.

17
18 _____,
as Trustee

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21 By: _____
22 Authorized Signatory

FORM OF ASSIGNMENT

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For value received, the undersigned do(es) hereby sell, assign and transfer unto

(Name, Address and Tax Identification or Social Security Number of Assignee)

the within Bond and do(es) hereby irrevocably constitute and appoint _____
_____, attorney, to transfer the same on the registration books of the Trustee,
with full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

NOTICE: Signature guarantee shall be made
by a guarantor institution participating in the
Securities Transfer Agents Medallion Program
or in such other guarantee program acceptable
to the Trustee.

NOTICE: The signature on this assignment
must correspond with the name(s) as written on
the face of the within Bond in every particular
without alteration or enlargement or any
change whatsoever.



City and County of San Francisco

Tails
Resolution

City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4689

File Number: 180781

Date Passed: September 11, 2018

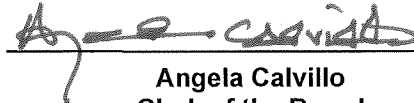
Resolution approving issuance of Bonds in an amount not to exceed \$273,900,000, \$196,100,000 and \$323,300,000 for Sub-Project Area G-2, Sub-Project Area G-3 and Sub-Project Area G-4, respectively, of City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco, Pier 70); approving Indentures of Trust and Pledge Agreements; and approving other matters in connection therewith.

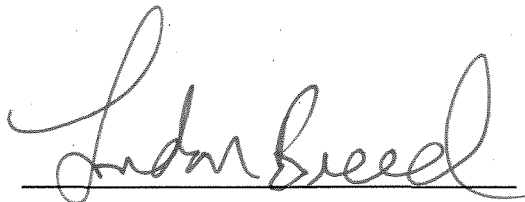
September 11, 2018 Board of Supervisors - ADOPTED

Ayes: 11 - Brown, Cohen, Fewer, Kim, Mandelman, Peskin, Ronen, Safai, Stefani, Tang and Yee

File No. 180781

I hereby certify that the foregoing Resolution was ADOPTED on 9/11/2018 by the Board of Supervisors of the City and County of San Francisco.


Angela Calvillo
Clerk of the Board


London N. Breed
Mayor


Date Approved