

1 [Determining Necessity to Incur Bonded Indebtedness and Other Debt - Special Tax District  
2 No. 2022-1 (Power Station)]

3 **Resolution determining necessity to incur bonded indebtedness and other debt for the**  
4 **City and County of San Francisco Special Tax District No. 2022-1 (Power Station); and**  
5 **determining other matters in connection therewith, as defined herein.**

6  
7 WHEREAS, On January 25, 2022, under Chapter 43, Article X of the San Francisco  
8 Administrative Code (as it may be amended from time to time, "Code"), which Code  
9 incorporates by reference the Mello-Roos Community Facilities Act of 1982, as amended  
10 ("Mello-Roos Act"), this Board of Supervisors ("Board of Supervisors") of the City and County  
11 of San Francisco ("City"), State of California, adopted a resolution entitled "Resolution of  
12 intention to establish City and County of San Francisco Special Tax District No. 2022-1  
13 (Power Station), Improvement Area No. 1 and a Future Annexation Area, and determining  
14 other matters in connection therewith" ("Resolution of Intention") stating its intention to form (i)  
15 "City and County of San Francisco Special Tax District No. 2022-1 (Power Station)" ("Special  
16 Tax District"), (ii) "Improvement Area No. 1 of the City and County of San Francisco Special  
17 Tax District No. 2022-1 (Power Station)" ("Improvement Area No. 1") and (iii) a future  
18 annexation area for the Special Tax District ("Future Annexation Area"); and

19 WHEREAS, The property in the Special Tax District is proposed for development with a  
20 project known as the Potrero Power Station ("Project"); and

21 WHEREAS, Also in the Resolution of Intention, this Board of Supervisors determined  
22 that it may be necessary to designate additional improvement areas in the Special Tax District  
23 as a result of the annexation of territory from the Future Annexation Area (each, a "Future  
24 Improvement Area" and together with Improvement Area No. 1, "Improvement Areas"); and

1           WHEREAS, On January 25, 2022, this Board of Supervisors also adopted a resolution  
2 entitled “Resolution of intention to incur bonded indebtedness and other debt for the City and  
3 County of San Francisco Special Tax District No. 2022-1 (Power Station) and determining  
4 other matters in connection therewith” (“Resolution of Intention to Incur Indebtedness”) stating  
5 its intention to incur bonded indebtedness and other debt (as defined in the Mello-Roos Act)  
6 within the boundaries of the Special Tax District and the Improvement Areas for the purpose  
7 of financing the costs of certain facilities specified in the Resolution of Intention (“Facilities”);  
8 and

9           WHEREAS, This Board of Supervisors has held a noticed public hearing as required by  
10 the Code about the determination to proceed with the formation of the Special Tax District,  
11 Improvement Area No. 1 and the Future Annexation Area, the provision of the Facilities and  
12 certain services (“Contingent Services”) by the Special Tax District and the rate and method of  
13 apportionment of the special tax to be levied within Improvement Area No. 1 to pay the cost of  
14 the Facilities and the Contingent Services, the principal and interest on the proposed bonded  
15 indebtedness and other debt and the administrative costs of the City relative to the Special  
16 Tax District; and

17           WHEREAS, Subsequent to the public hearing, this Board of Supervisors adopted a  
18 resolution entitled “Resolution of formation of City and County of San Francisco Special Tax  
19 District No. 2022-1 (Power Station), Improvement Area No. 1 and a Future Annexation Area,  
20 and determining other matters in connection therewith” (“Resolution of Formation”); and

21           WHEREAS, In the Resolution of Formation, this Board of Supervisors made certain  
22 findings under the California Environmental Quality Act (“CEQA”) about the Final  
23 Environmental Impact Report (“FEIR”) for the disposition and development of the Project, and  
24 those findings are incorporated in this Resolution as if set forth in their entirety herein; and  
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1           WHEREAS, This Board of Supervisors has also held a noticed public hearing as  
2 required by the Code relative to the matters material to the questions set forth in the  
3 Resolution of Intention to Incur Indebtedness; and

4           WHEREAS, No written protests with respect to the matters material to the questions  
5 set forth in the Resolution of Intention to Incur Indebtedness have been filed with the Clerk of  
6 the Board of Supervisors; now, therefore, be it

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

8           FURTHER RESOLVED, That all prior proceedings taken by this Board of Supervisors  
9 in connection with the approval of the issuance of bonded indebtedness and other debt have  
10 been duly considered and are hereby found and determined to be valid and in conformity with  
11 the Code; and, be it

12           FURTHER RESOLVED, That in order to finance the costs of the Facilities, including,  
13 but not limited to, the costs of issuing and selling bonds and incurring other debt to finance all  
14 or a portion of the Facilities and the costs of the City in establishing and administering the  
15 Special Tax District, it is necessary for the City to incur bonded indebtedness in the following  
16 amounts:

17           (i)     For the Special Tax District with respect to Improvement Area No. 1, a not to  
18 exceed principal amount of \$800,000,000 (“Improvement Area No. 1 Bonded Indebtedness  
19 Limit”); and

20           (ii)    For the portion of the Special Tax District that is not in Improvement Area No. 1,  
21 a not to exceed principal amount of \$63,000,000 (“Non-Improvement Area No. 1 Bonded  
22 Indebtedness Limit”); and, be it

23           FURTHER RESOLVED, That in the event all or a portion of the Future Annexation  
24 Area is annexed as one or more Future Improvement Areas, the maximum bonded  
25 indebtedness of each such Future Improvement Area shall be identified and approved in the

1 unanimous approval executed by the applicable property owners in connection with their  
2 annexation to the Special Tax District at the time of the annexation (each, a “Unanimous  
3 Approval”) and in accordance with the Annexation Approval Procedures described in the  
4 Resolution of Formation, and the amount of the maximum bonded indebtedness for the Future  
5 Improvement Area shall be subtracted from the Non-Improvement Area No. 1 Bonded  
6 Indebtedness Limit, which shall result in a corresponding reduction in the Non-Improvement  
7 Area No. 1 Bonded Indebtedness Limit; and, be it

8 FURTHER RESOLVED, That in order to finance the costs of the Facilities, including,  
9 but not limited to, the costs of incurring debt to finance all or a portion of the Facilities and the  
10 costs of the City in establishing and administering the Special Tax District, it is further  
11 necessary to incur debt (as defined in the Mello-Roos Act), in one or more series, within the  
12 boundaries of the proposed Improvement Areas, although any such debt shall not be subject  
13 to the limitations on bonded indebtedness set forth above; and be it

14 FURTHER RESOLVED, That the whole of Improvement Area No. 1 shall pay for the  
15 bonded indebtedness and other debt issued by the City for Improvement Area No. 1 through  
16 the levy of the special tax. The tax shall be apportioned in accordance with the formula set  
17 forth in Exhibit B to the Resolution of Formation; and, be it

18 FURTHER RESOLVED, That the whole of each Future Improvement Area shall pay for  
19 the bonded indebtedness and other debt issued by the City for the Special Tax District with  
20 respect to such Future Improvement Area through the levy of the special tax for such Future  
21 Improvement Area. The special tax to be levied in a Future Improvement Area shall be  
22 apportioned in accordance with the rate and method of apportionment of special tax for such  
23 Future Improvement Area identified and approved in the Unanimous Approval executed by  
24 property owners in connection with the annexation of such Future Improvement Area to the  
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1 Special Tax District, and in accordance with the Annexation Approval Procedures described in  
2 the Resolution of Formation; and, be it

3 FURTHER RESOLVED, That, subject to voter approval at election to be held as  
4 specified by a separate resolution of the Board of Supervisors, this Board of Supervisors,  
5 acting as legislative body for the Special Tax District, is hereby authorized to issue and sell  
6 bonds and other debt (as defined in the Mello-Roos Act) for the Special Tax District with  
7 respect to Improvement Area No. 1 in one or more series, bearing interest payable semi-  
8 annually or in such other manner as this Board of Supervisors shall determine, at a rate not to  
9 exceed the maximum rate of interest as may be authorized by applicable law at the time of  
10 sale of such bonds and other debt, and, with respect to any bonded indebtedness, maturing  
11 not to exceed 40 years from the date of the issuance of the bonds; and, be it

12 FURTHER RESOLVED, That the proposition of the City incurring the bonded  
13 indebtedness and other debt for the Special Tax District with respect to Improvement Area  
14 No. 1 herein authorized shall be submitted to the qualified electors of Improvement Area No. 1  
15 and shall be consolidated with elections on the proposition of levying special taxes within  
16 Improvement Area No. 1 and the establishment of an appropriations limit for the Special Tax  
17 District pursuant to Mello-Roos Act Section 53353.5, and the time, place and further  
18 particulars and conditions of such election shall be as specified by separate resolution of this  
19 Board of Supervisors; and, be it

20 FURTHER RESOLVED, That, subject to voter approval set forth in a Unanimous  
21 Approval(s), this Board of Supervisors, acting as legislative body for the Special Tax District,  
22 is hereby authorized to issue and sell bonds and other debt (as defined in the Mello-Roos Act)  
23 for the Special Tax District with respect to Future Improvement Areas in one or more series,  
24 bearing interest payable semi-annually or in such other manner as this Board of Supervisors  
25 shall determine, at a rate not to exceed the maximum rate of interest as may be authorized by

1 applicable law at the time of sale of each series of bonds and other debt, and, with respect to  
2 any bonded indebtedness, maturing not to exceed 40 years from the date of the issuance of  
3 the respective series of bonds and in the maximum aggregate principal amount with respect  
4 to the Future Improvement Areas to be determined at the time of annexation (not to exceed  
5 the Non-Improvement Area No. 1 Bonded Indebtedness Limit in the aggregate); and, be it

6 FURTHER RESOLVED, That if any section, subsection, sentence, clause, phrase, or  
7 word of this resolution, or any application thereof to any person or circumstance, is held to be  
8 invalid or unconstitutional by a decision of a court of competent jurisdiction, such decision  
9 shall not affect the validity of the remaining portions or applications of this resolution, this  
10 Board of Supervisors hereby declaring that it would have passed this resolution and each and  
11 every section, subsection, sentence, clause, phrase, and word not declared invalid or  
12 unconstitutional without regard to whether any other portion of this resolution or application  
13 thereof would be subsequently declared invalid or unconstitutional; and, be it

14 FURTHER RESOLVED, That the Mayor, the Controller, the Director of the Office of  
15 Public Finance, the Clerk of the Board of Supervisors and any and all other officers of the City  
16 are hereby authorized, for and in the name of and on behalf of the City, to do any and all  
17 things and take any and all actions, including execution and delivery of any and all  
18 documents, assignments, certificates, requisitions, agreements, notices, consents,  
19 instruments of conveyance, warrants and documents, which they, or any of them, may deem  
20 necessary or advisable in order to effectuate the purposes of this Resolution; provided  
21 however that any such actions be solely intended to further the purposes of this Resolution,  
22 and are subject in all respects to the terms of the Resolution; and, be it

23 FURTHER RESOLVED, That all actions authorized and directed by this Resolution,  
24 consistent with any documents presented herein, and heretofore taken are hereby ratified,  
25 approved and confirmed by this Board of Supervisors; and, be it

1           FURTHER RESOLVED, That this Resolution shall take effect upon its enactment.  
2           Enactment occurs when the Mayor signs the resolution, the Mayor returns the resolution  
3           unsigned or does not sign the resolution within ten days of receiving it, or the Board of  
4           Supervisors overrides the Mayor's veto of the resolution.

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6           APPROVED AS TO FORM:  
7           DAVID CHIU, City Attorney

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9           By: /s/ MARK D. BLAKE  
10           MARK D. BLAKE  
11           Deputy City Attorney

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