

1 [Authorizing Issuance of Bonds Related to Infrastructure and Revitalization Financing District
2 No. 2 (Hoedown Yard, Pier 70) - Not to Exceed \$91,900,000]

3 **Resolution authorizing issuance of bonds for City and County of San Francisco**
4 **Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70)**
5 **therein in an aggregate principal amount not to exceed \$91,900,000; affirming the**
6 **Planning Department’s determination and making findings under the California**
7 **Environmental Quality Act; and approving other matters in connection therewith.**

8
9 WHEREAS, Under Chapter 2.6 of Part 1 of Division 2 of Title 5 of the California
10 Government Code commencing with Section 53369 (“IRFD Law”), the Board of Supervisors is
11 authorized to establish an infrastructure and revitalization financing district and to act as the
12 legislative body for an infrastructure and revitalization financing district; and

13 WHEREAS, The Board of Supervisors has conducted proceedings under and pursuant
14 to the IRFD Law, to (a) form “City and County of San Francisco Infrastructure and
15 Revitalization Financing District No. 2 (Hoedown Yard, Pier 70)” (“IRFD”), pursuant to the
16 IRFD Law, (b) approve an infrastructure financing plan for the IRFD (“Infrastructure Financing
17 Plan”), (c) provide a process for the future annexation of territory to the IRFD, (d) establish an
18 annual appropriations limit, as defined by subdivision (h) of Section 8 of Article XIII B of the
19 California Constitution, for the IRFD, and (e) authorize issuance from time to time of bonds or
20 other debt in one or more series for the IRFD for the purpose of financing certain facilities
21 (“Facilities”) in the maximum aggregate principal amount of (i) \$91,900,000 (in 2017 dollars)
22 plus (ii) the principal amount of Bonds approved by the Board of Supervisors and the qualified
23 electors of the annexation territory in connection with the annexation of the annexation
24 territory to the IRFD, so long as the Board makes the finding specified in IRFD Law, Section

1 53369.41(f), all as described in those proceedings; and

2 WHEREAS, The Board of Supervisors now wishes to provide for the issuance of one or
3 more series of bonds to finance the Facilities; and

4 WHEREAS, All conditions, things and acts required to exist, to have happened and to
5 have been performed precedent to and in the issuance of the bonds as contemplated by this
6 Resolution, have happened and have been performed in due time, form and manner as
7 required by the laws of the State of California, including the IRFD Law; now, therefore, be it

8 RESOLVED, That pursuant to the IRFD Law and this Resolution, the bonds entitled
9 "City and County of San Francisco Infrastructure and Revitalization Financing District No. 2
10 (Hoedown Yard, Pier 70) Tax Increment Revenue Bonds" ("Bonds") are hereby authorized to
11 be issued by the IRFD or by the City on behalf of the IRFD in one or more series, with a series
12 designation (such as "Series 20__ A") to be appended to the designation thereof in an
13 aggregate principal amount not to exceed \$91,900,000 (in 2017 dollars); provided, that (i) the
14 aggregate principal amount does not include the principal amount of (A) any bonds or other
15 debt issued or incurred for the sole purpose of refunding the Bonds, funding a reserve fund for
16 such refunding bonds and paying related costs of issuance and (B) any bonds or other debt
17 issued or incurred for the sole purpose of refunding such refunding bonds, funding a reserve
18 fund and paying related costs of issuance, (ii) the Board of Supervisors may increase the
19 maximum aggregate principal amount described above by adopting a resolution modifying this
20 Resolution, (iii) the Bonds may be issued by IRFD or by the City on behalf of the IRFD; and,
21 be it

22 FURTHER RESOLVED, That the terms of the Bonds shall be as follows: (i) each Bond
23 shall be dated its date of issuance, (ii) the maturity date of each Bond shall be a date not to
24 exceed 30 years from the date of its issuance or such later date as is permitted by the IRFD
25 Law and approved by the Director of the Office of Public Finance ("Director"), (iii) the Bonds

1 shall be issued in denominations of \$5,000 or any integral multiple of \$5,000 or such other
2 denomination determined by Director, (iv) the form of the Bonds shall be substantially the form
3 attached hereto as Appendix A, (v) the Bonds shall be executed by the Director, (vi) the
4 principal of and interest on the Bonds shall be payable in lawful money of the United States of
5 America, (vii) the Bonds shall be registered with the trustee or fiscal agent for the Bonds
6 identified by the Director and shall be payable at the principal office of or by check or wire of
7 the trustee or fiscal agent for the Bonds and (viii) the Bonds shall be subject to redemption
8 prior to maturity at the times and subject to the premiums approved by the Director; and, be it

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

16 FURTHER RESOLVED, That all actions heretofore taken by the officers and agents of
17 the City (including, but not limited to, the Mayor, the Controller, the Director of the Office of
18 Public Finance, the City Attorney, or such other official of the City as may be designated by
19 such officer (each, an Authorized Officer)) with respect to the establishment of the IRFD and
20 the sale and issuance of the Bonds are hereby approved, confirmed and ratified, and the
21 appropriate officers of the City are hereby authorized and directed to do any and all things and
22 take any and all actions and execute any and all certificates, agreements and other
23 documents, which they, or any of them, may deem necessary or advisable in order to
24 consummate the transactions described in this Resolution; all actions to be taken by an
25 Authorized Officer, as defined herein, may be taken by such Authorized Officer or any

1 designee, with the same force and effect as if taken by the Authorized Officer; and, be it

2 FURTHER RESOLVED, That the Director and the City Attorney are hereby authorized
3 and directed to initiate a judicial validation action with respect to the IRFD and the Bonds
4 pursuant to Code of Civil Procedure, Section 860 *et seq.*; and be it

5 FURTHER RESOLVED, That in the "Resolution of Intention to establish City and
6 County of San Francisco Infrastructure and Revitalization Financing District No. 2 (Hoedown
7 Yard, Pier 70) on land within the City and County of San Francisco commonly known as the
8 Hoedown Yard to finance the construction of affordable housing within Pier 70 and Parcel K
9 South; to provide for future annexation; to call a public hearing on September 11, 2018, on the
10 formation of the district and to provide public notice thereof; determining other matters in
11 connection therewith; and affirming the Planning Department's determination, and making
12 findings under the California Environmental Quality Act," the Board of Supervisors made
13 certain findings under the California Environmental Quality Act about the Final Environmental
14 Impact Report for the Pier 70 Mixed-Use District Project, and those findings are incorporated
15 in this Resolution as if set forth in their entirety herein; and, be it

16 FURTHER RESOLVED, That if any section, subsection, sentence, clause, phrase, or
17 word of this Resolution, or any application thereof to any person or circumstance, is held to be
18 invalid or unconstitutional by a decision of a court of competent jurisdiction, such decision
19 shall not affect the validity of the remaining portions or applications of this resolution, the
20 Board of Supervisors hereby declaring that it would have passed this Resolution and each
21 and every section, subsection, sentence, clause, phrase, and word not declared invalid or
22 unconstitutional without regard to whether any other portion of this Resolution or application
23 thereof would be subsequently declared invalid or unconstitutional; and, be it

24 FURTHER RESOLVED, That each of the Authorized Officers and any and all other
25 officers of the City are hereby authorized, for and in the name of and on behalf of the City, to

1 do any and all things and take any and all actions, including execution and delivery of any and
2 all documents, assignments, certificates, requisitions, agreements, notices, consents,
3 instruments of conveyance, warrants and documents, which they, or any of them, may deem
4 necessary or advisable in order to effectuate the purposes of this Resolution; provided
5 however that any such actions be solely intended to further the purposes of this Resolution,
6 and are subject in all respects to the terms of the Resolution; and, be it

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

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

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\01291347.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 and Revitalization Financing District No. 2
(Hoedown Yard, Pier 70)
Tax Increment Revenue Bond, Series _____**

INTEREST RATE

MATURITY DATE

DATED DATE

_____%

____ 1, _____

REGISTERED OWNER:

PRINCIPAL AMOUNT:

*****DOLLARS

The [City and County of San Francisco (the "City") for and on behalf of the] "City and County of San Francisco Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard, Pier 70)" ("IRFD") for value received, hereby promises to pay solely from the Tax Revenues (as hereinafter defined) to be received by the IRFD 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 from the Interest Payment Date to which interest has

1 previously been paid or made available for payment.

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

12 This Bond is one of a duly authorized issue of bonds in the aggregate principal amount
13 of \$_____ approved by resolution of the Board of Supervisors of the City, in its capacity
14 as legislative body of the IRFD, on ____, 20__ (the "Resolution"), under Chapter 2.6 of Part 1
15 of Division 2 of Title 5 of the California Government Code commencing with Section 53369
16 (the "IRFD Law") for the purpose of funding certain facilities authorized to be financed by the
17 IRFD and is one of the series of bonds designated "City and County of San Francisco
18 Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard) Tax Increment
19 Revenue Bonds, Series _____" (the "Bonds"). The issuance of the Bonds and the terms and
20 conditions thereof are provided for by an Indenture of Trust, dated as of _____ 1, 20__ (the
21 "Indenture of Trust"), between the City and the _____ (the "Trustee") and this reference
22 incorporates the Indenture of Trust herein, and by acceptance hereof the owner of this Bond
23 assents to said terms and conditions. The Indenture of Trust is authorized under, this Bond is
24 issued under and both are to be construed in accordance with, the laws of the State of
25 California.

1 Pursuant to the IRFD Law, the Resolution and the Indenture of Trust, the principal of
2 and interest on this Bond are payable solely from certain funds held under the Indenture of
3 Trust and the "Tax Revenues," as defined in the Indenture of Trust. Any revenues for the
4 payment hereof shall be limited to the Tax Revenues, except to the extent that provision for
5 payment has been made by the IRFD, 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 IRFD to the limited extent described herein, and none of those
8 entities, other than the IRFD to the limited extent described herein, shall be liable on the
9 Bonds, and the Bonds shall be payable exclusively from the Tax Revenues and the specified
10 funds held under the Indenture of Trust. The Bonds do not constitute an indebtedness within
11 the 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
19 Mandatory Sinking Fund Redemption. The Term Bond maturing on _____ 1, _____ is
20 subject to mandatory redemption in part by lot, from sinking fund payments made by the City
21 from the Bond Fund, at a redemption price equal to the principal amount thereof to be
22 redeemed, without premium, in the aggregate respective principal amounts all as set forth in
23 the following table:

1 Sinking Fund
2 Redemption Date Principal Amount
3 1 Subject to Redemption

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

11 Notice of redemption with respect to the Bonds to be redeemed shall be given to the
12 registered owners thereof, in the manner, to the extent and subject to the provisions of the
13 Indenture of Trust. Notice of redemption may be conditional and may be rescinded as set
14 forth in the Indenture of Trust.

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

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

1 established by the Trustee for selection of Bonds for redemption or (ii) with respect to a Bond
2 after such Bond has been selected for redemption.

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

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

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

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

1 IN WITNESS WHEREOF, [City and County of San Francisco, for and on behalf of the
2 IRFD,][City and County of San Francisco Infrastructure and Revitalization Financing District
3 No. 2 (Hoedown Yard)] has caused this Bond to be to be signed by the facsimile signature of
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 _____ [to come]
11 Clerk of the Board of Supervisors

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

13
14 This is one of the Bonds described in the Indenture of Trust which has been
15 authenticated on _____, _____.

16
17 _____,
18 *as Trustee*

19
20
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.