

1 [Tax Increment Allocation Pledge Agreement for the Candlestick Point and Phase 2 of the  
2 Hunters Point Shipyard Project]

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4 **Resolution approving a Tax Increment Allocation Pledge Agreement between the City**  
5 **and County of San Francisco and the Redevelopment Agency of the City and County of**  
6 **San Francisco for the pledge of net available tax increment to finance public**  
7 **improvements and affordable housing in furtherance of the Candlestick Point and**  
8 **Phase 2 of the Hunters Point Shipyard Redevelopment Project; adopting findings under**  
9 **the California Environmental Quality Act; and adopting findings that the agreement is**  
10 **consistent with the City's General Plan and Eight Priority Policies of City Planning**  
11 **Code Section 101.1.**

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13 WHEREAS, After an extensive planning process involving the Bayview Hunters Point  
14 Project Area Committee (the "PAC") and other community groups and government agencies,  
15 on June 1, 2006, by Ordinance No. 113-06, the Board of Supervisors adopted and approved a  
16 redevelopment plan for the Bayview Hunters Point Redevelopment Project Area that  
17 expanded and renamed the Hunters Point Redevelopment Project Area (the "Bayview  
18 Hunters Point Redevelopment Plan"); and,

19 WHEREAS, In May 2007, the Board of Supervisors approved Resolution No. 264-07,  
20 endorsing a conceptual framework (the "Conceptual Framework") for the integrated  
21 development of Phase 2 of the Hunters Point Shipyard and the Candlestick Point subarea  
22 ("Zone 1") of the Bayview Hunters Point Project Area (the integrated development site, the  
23 "Project Site"). The Conceptual Framework envisioned a major mixed-use project, including  
24 hundreds of acres of new and restored open space, thousands of new units of affordable  
25 housing, a robust affordable housing program, extensive job-generating retail and research

1 and development space, permanent space for the artist colony that exists in the Shipyard, and  
2 a site for a new stadium for the 49ers on the Shipyard (the "Project"); and,

3 WHEREAS, One June 3, 2008, the City's voters passed Proposition G, the Jobs Parks  
4 and Housing Initiative, which: (i) adopted policies for the revitalization of the Project Site;  
5 (ii) authorized the conveyance of the City's land under Recreation and Park Department  
6 jurisdiction within Candlestick Point in furtherance of the Project, provided that the transferred  
7 property is replaced with other property of at least the same acreage that will be improved and  
8 dedicated as public parks or open space in the Project; (iii) repealed Proposition D and  
9 Proposition F (June 1997) relating to prior plans for the development of a new stadium and  
10 retail entertainment project on Candlestick Point; and (iv) urged the City, the Redevelopment  
11 Agency of the City and County of San Francisco (the "Agency"), and all other governmental  
12 agencies with jurisdiction to proceed expeditiously with the Project; and,

13 WHEREAS, In furtherance of the Conceptual Framework and Proposition G, the  
14 Agency, working with the PAC, has prepared a proposed amendment to the Bayview Hunters  
15 Point Redevelopment Plan (the "Bayview Redevelopment Plan Amendment"). The Bayview  
16 Redevelopment Plan Amendment revises the land uses within Zone 1 of the Bayview Hunters  
17 Point Project Area (the Candlestick Point subarea) to facilitate the new development  
18 envisioned by the Conceptual Framework and Proposition G. A copy of the Bayview  
19 Redevelopment Plan Amendment is on file with the Clerk of the Board of Supervisors in File  
20 No. \_\_\_\_\_, is incorporated in and made part of this resolution by reference. All  
21 references in this Resolution to the Board File shall mean File No. \_\_\_\_\_; and,

22 WHEREAS, Concurrently herewith, following recommendations of approval from the  
23 PAC and the Agency Commission, this Board of Supervisors is adopting an Ordinance to  
24 approve and adopt the Bayview Redevelopment Plan Amendment; and,

1           WHEREAS, Also in furtherance of the Conceptual Framework and Proposition G, the  
2 Agency, in working with the Hunters Point Shipyard Citizens Advisory Committee (the "CAC"),  
3 has prepared a proposed amendment to the Hunters Point Shipyard Redevelopment Plan (the  
4 "Shipyard Redevelopment Plan Amendment"). The Shipyard Redevelopment Plan  
5 Amendment revises the land uses within the Shipyard Project Area to facilitate the new  
6 development envisioned by the Conceptual Framework and Proposition G. A copy of the  
7 Shipyard Redevelopment Plan Amendment is on file with the Clerk of the Board of  
8 Supervisors in the Board File, is incorporated in and made part of this resolution by reference;  
9 and,

10           WHEREAS, Concurrently herewith, following recommendations of approval from the  
11 CAC and the Agency Commission, this Board of Supervisors is adopting an Ordinance to  
12 approve and adopt the Shipyard Redevelopment Plan Amendment; and,

13           WHEREAS, The Bayview Redevelopment Plan Amendment and the Shipyard  
14 Redevelopment Plan Amendment (collectively, the "Redevelopment Plan Amendments")  
15 authorize the Agency to use tax increment funds to finance the redevelopment of the Project  
16 Site, including the issuance of tax allocation bonds secured by a pledge of property tax  
17 increment, subject to the limitations set forth in the Redevelopment Plan Amendments and the  
18 California Community Redevelopment Law ("Community Redevelopment Law"; California  
19 Health & Safety Code §§ 33000 et seq.); and,

20           WHEREAS, In furtherance of the Redevelopment Plan Amendments and the  
21 redevelopment of the Project Site, the City and the Agency have negotiated a Tax Increment  
22 Allocation Pledge Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard),  
23 a copy of which is in the Board File (the "Tax Allocation Agreement") that irrevocably pledges  
24 tax increment from the Project Site for certain development costs; and,  
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1           WHEREAS, As set forth in the Financing Plan referenced in the Tax Allocation  
2 Agreement (the "Financing Plan"), the Agency will incur specific executory financial  
3 obligations to finance certain costs of the Project, including the pledge of tax increment from  
4 the Project Site for public improvements and affordable housing purposes, subject to the  
5 approval of the City's Board of Supervisors, and the purpose of this Resolution is to provide  
6 such approval; and,

7           WHEREAS, In accordance with the Financing Plan, the Agency is establishing one or  
8 more community facilities districts, which may include improvement areas and tax zones  
9 ("CFDs") for Project Site under the Mello-Roos Community Facilities Act of 1982, as  
10 amended; the Agency and Developer intend that the CFDs will issue bonds to finance public  
11 improvements described in the Infrastructure Plan, which is also referenced in the Tax  
12 Allocation Agreement and is an attachment to the Interagency Cooperation Agreement (which  
13 is concurrently being approved by this Board of Supervisors in the Ordinance adopting and  
14 approving the Redevelopment Plan Amendments); and,

15           WHEREAS, In accordance with the Financing Plan, tax increment from the Project Site  
16 or the proceeds of bonds secured by a pledge of tax increment from the Project Site will be  
17 used to make payments on indebtedness of the Agency under the Financing Plan and to pay  
18 or otherwise reimburse directly the costs of public infrastructure or other public improvements,  
19 all as further provided in the Financing Plan; and,

20           WHEREAS, The Below-Market Rate Housing Plan referenced in the Tax Allocation  
21 Agreement (the "Housing Plan") contemplates that all of the Housing Increment (as defined in  
22 the Financing Plan) produced by development in the Project Site will be used in the Project  
23 Site for the development of up to approximately 3,345 affordable housing units on the Project  
24 Site, including one-for-one replacement of housing in the Alice Griffith Housing Development  
25 (the "Alice Griffith Replacement Units"), and the Financing Plan acknowledges that the

1 Agency will use Housing Increment produced by development outside of the Project Site to  
2 meet its obligations under the Housing Plan with respect to the Alice Griffith Replacement  
3 Units (the "Housing Advance"); and,

4 WHEREAS, As further described in the Financing Plan and the Housing Plan, if  
5 development in the Project Site generates any Net Available Increment that is not required to  
6 pay for public infrastructure and other public improvements, then such Excess Increment (as  
7 defined in the Financing Plan) will be used first to repay the Agency for the Housing Advance,  
8 then to Developer to pay for or reimburse Developer for constructing public improvements as  
9 set forth in the Financing Plan; and,

10 WHEREAS, Except to the extent that the Agency uses Housing Increment from outside  
11 the Project Site to finance the Alice Griffith Replacement Units, to fund its other affordable  
12 housing obligations under the Housing Plan, or to finance Developer's unreimbursed Alice  
13 Griffith Costs (as defined in the Housing Plan) to the extent allowed under section 33334.2 of  
14 the Community Redevelopment Law (California Health & Safety Code §§ 33000 et seq.), the  
15 Agency will use only tax increment generated from development within the Project Site to  
16 finance the Project; and,

17 WHEREAS, As provided in the Financing Plan, no tax increment revenues or any  
18 proceeds of any tax allocation bonds will be made available for the financing of public  
19 infrastructure beyond any Candlestick Proceeds generated from development within Zone 1  
20 and Shipyard Proceeds generated from development within Phase 2 of the Shipyard Site (all  
21 as defined in the Financing Plan), and in this way, except for the Agency's Housing Advance,  
22 no tax increment will be drawn for development in the Project Site from any other  
23 redevelopment project areas; furthermore, as provided in the Financing Plan, the Project  
24 developer has agreed to pay certain shortfalls in tax increment to the extent caused by  
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1 reassessments initiated by the developer, subject to the terms, conditions and limitations set  
2 forth in the Financing Plan; and,

3 WHEREAS, The Financing Plan further gives the Agency the discretion on a case-by-  
4 case basis in issuing tax allocation bonds to establish principal financing terms as the Agency  
5 determines are appropriate to safeguard against the risk of default, provided that the terms  
6 are consistent with the Financing Plan; and,

7 WHEREAS, The dedication of Housing Increment and Excess Increment as provided in  
8 the Financing Plan is essential to the financing of affordable housing on the Project Site,  
9 including the Alice Griffith Replacement Units, and complies with the requirements of  
10 Community Redevelopment Law and the objectives of Agency Resolution No. 134-2005 and  
11 the requirements of the Redevelopment Plan Amendments with respect to the use of tax  
12 increment revenues for affordable housing; and,

13 WHEREAS, Under the authority granted under article XVI, section 16 of the California  
14 Constitution and sections 33670, 33334.2, 33671, and 33675 of the Community  
15 Redevelopment Law, and in furtherance of the implementation of the Redevelopment Plan  
16 Amendments, the Board intends by this Resolution to provide for the irrevocable pledge of Net  
17 Available Increment from the Project Site for the purposes of financing or refinancing the  
18 construction of public infrastructure and certain other public improvements in the Project Site,  
19 as further provided in the Financing Plan; and,

20 WHEREAS, The Planning Commission and the Agency Commission, respectively,  
21 certified the completion of a Final Environmental Impact Report for the Project (the "EIR") in  
22 compliance with CEQA and the CEQA Guidelines, a copy of which is in the Board File; and,

23 WHEREAS, The Planning Commission determined that the Project, and the various  
24 actions being taken by the City and the Agency to approve and implement the Project, are  
25 consistent with the General Plan and with the Eight Priority Policies of City Planning Code

1 Section 101.1, and made findings in connection therewith (the "General Plan Consistency  
2 Determination"), a copy of which is in the Board File; and,

3 WHEREAS, This Board of Supervisors has reviewed and considered the information  
4 contained in the EIR and the General Plan Consistency Determination, and concurrently with  
5 this Resolution is adopting findings as required by CEQA and findings of consistency with the  
6 City's General Plan, which findings are in the Board File and incorporated into this Resolution  
7 by reference; now, therefore, be it

8 RESOLVED, That the Board of Supervisors finds that the redevelopment of the Project  
9 Site in accordance with the Redevelopment Plan Amendments related documents affords  
10 numerous public benefits for the City and County and its residents, including the revitalization  
11 of the Project Site, which is currently blighted, and the elimination of the blighting influences,  
12 the provision of substantial new affordable housing, the provision of a variety of publicly  
13 accessible open space, the creation and enhancement of public access to the waterfront, the  
14 creation of jobs, including employment opportunities for economically disadvantaged  
15 individuals, the creation of significant new infrastructure; and the replacement of Alice Griffith  
16 Housing Development; and, be it

17 FURTHER RESOLVED, That the Board of Supervisors hereby approves the form and  
18 substance of the Tax Allocation Agreement and the pledge of tax increment from the Project  
19 Site for the purposes described therein; and, be it

20 FURTHER RESOLVED, That this Board of Supervisors authorizes and urges the  
21 Mayor and the Controller to execute the Tax Allocation Agreement, in the name and on behalf  
22 of the City, in substantially the form presented to this Board of Supervisors; and, be it

23 FURTHER RESOLVED, That the Board of Supervisors authorizes the Mayor and the  
24 Controller (or any successor City officer designated by law) to enter into or approve any  
25 additions, amendments, or other modifications to the Tax Allocation Agreement (including the

1 Financing Plan, Infrastructure Plan, or Housing Plan) that they determine, in consultation with  
2 the City Attorney, are in the best interests of the City, provided that any such additions,  
3 amendments, or modifications do not increase the pledge of tax increment that is the subject  
4 of this Resolution or otherwise materially increase the liabilities or obligations of the City and  
5 are necessary or advisable to effectuate the implementation of the Redevelopment Plan  
6 Amendments, or materially decrease the pledge of tax increment for affordable housing  
7 purposes, such determination to be conclusively evidenced by the execution and delivery by  
8 the Mayor and the Controller of the Tax Allocation Agreement and any amendments to it; and,  
9 be it

10 FURTHER RESOLVED, That the Board of Supervisors authorizes and urges the  
11 Mayor, Controller, and any other officers, agents, and employees of the City to take any and  
12 all steps (including the execution and delivery of any and all agreements, notices, consents  
13 and other instruments or documents) as they or any of them deem necessary or appropriate,  
14 in consultation with the City Attorney, in order to consummate the Tax Allocation Agreement in  
15 accordance with this Resolution, or to otherwise effectuate the purpose and intent of this  
16 Resolution, such determination to be conclusively evidenced by the execution and delivery by  
17 such person or persons of any such documents; and, be it

18 FURTHER RESOLVED, The approval under this Resolution shall take effect upon the  
19 effective date of the amendments to the General Plan, Planning Code and Zoning Map  
20 approved under Board of Supervisors Ordinance No. \_\_\_\_\_, a copy of which is  
21 on file with the Clerk of the Board of Supervisors in File No. \_\_\_\_\_ and is  
22 incorporated herein by reference as if fully set forth; and, be it

23 FURTHER RESOLVED, That all of the Housing Increment produced by development in  
24 the Project Site, which is required to be set aside for the provision of affordable housing under  
25 the Community Redevelopment Law, shall be reserved and dedicated for the



1 predevelopment, development and construction of affordable housing units in the Project Site,  
2 including the Alice Griffith Replacement Units.

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