[Supplementing Resolution No. 7-17 to Authorize Issuance of Bonds by City and County of San Francisco Infrastructure and Revitalization Financing District No. 1 (Treasure Island) - Not to Exceed $10,000,000]

Resolution supplementing Resolution No. 7-17 of the Board of Supervisors to authorize the issuance and sale by the City and County of San Francisco Infrastructure and Revitalization Financing District No. 1 (Treasure Island) of one or more series of bonds in an aggregate principal amount not to exceed $10,000,000 approving related documents, including an Official Statement, one or more supplements to Indentures of Trust, Bond Purchase Agreements and Continuing Disclosure Certificates; and determining other matters in connection therewith, as defined herein.

WHEREAS, Under Chapter 2.6 of Part 1 of Division 2 of Title 5 of the California Government Code commencing with 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 IRFD Law Section 53369.5, an infrastructure and revitalization financing district may be divided into project areas; and

WHEREAS, The Board of Supervisors has conducted proceedings under and pursuant to the IRFD Law to (a) form City and County of San Francisco Infrastructure and Revitalization Financing District No. 1 (Treasure Island) (“IRFD”) and five initial project areas (“Initial Project Areas” and together with any future project areas that may be established in the IRFD, “Project Areas”), (b) approve an infrastructure financing plan for the IRFD and the Project Areas (“Infrastructure Financing Plan”) pursuant to Ordinance No. 29-22, adopted by the Board of Supervisors on February 15, 2022, (c) provide a process for the future annexation of territory to the IRFD, (d) establish an annual appropriations limit, as defined by subdivision (h)
of Section 8 of Article XIII B of the California Constitution, for the IRFD, and (e) authorize the
issuance from time to time of bonds or other debt in one or more series for the IRFD for the
purpose of financing certain improvements described in the Infrastructure Financing Plan in
the maximum aggregate principal amount of (i) $780 million plus (ii) the principal amount of
bonds or other debt approved by this Board of Supervisors and the qualified electors of
annexation territory in connection with each annexation of annexation territory to the IRFD, so
long as the Board makes the finding specified in IRFD Law Section 53369.41(f), all as
described in those proceedings; and

WHEREAS, Capitalized terms used in this Resolution but not defined herein have the
meanings given them in the Infrastructure Financing Plan; and

WHEREAS, The Infrastructure Financing Plan provides for the allocation of Net
Available Increment by the City to the IRFD to finance IRFD Improvements, and further
provides that (i) 17.5% of the Net Available Increment ("Housing Increment") shall be put in a
segregated account to be used by the Treasure Island Development Authority ("TIDA") for
Housing Costs and (ii) 82.5% of the Net Available Increment ("Facilities Increment") will be
used to finance certain Facilities (improvements required to serve development of Treasure
Island and Yerba Buena Island that will be provided by the private sector); and

WHEREAS, The Infrastructure Financing Plan also provides for the allocation to the
IRFD of Conditional City Increment for the limited purpose of paying debt service on bonds
and other debt of the IRFD in the event that Net Available Increment is insufficient for that
purpose, and the Infrastructure Financing Plan also provides for the repayment of the City by
the IRFD from Net Available Increment for any Conditional City Increment used by the IRFD
to pay debt service in an amount equal to the Conditional City Increment used to pay debt
service plus interest through the date of repayment; and
WHEREAS, Pursuant to Resolution No. 7-17, which was adopted by the Board of Supervisors on January 24, 2017, and signed by the Mayor on February 3, 2017 ("Original Resolution of Issuance"), this Board of Supervisors authorized the issuance of bonds entitled "City and County of San Francisco Infrastructure and Revitalization Financing District No. 1 (Treasure Island) Tax Increment Revenue Bonds" in one or more series, in an aggregate principal amount not to exceed $780 million; provided, that (i) the aggregate principal amount does not include the principal amount of (A) any bonds or other debt issued or incurred for the sole purpose of refunding the bonds, funding a reserve fund for such refunding bonds and paying related costs of issuance and (B) any bonds or other debt issued or incurred for the sole purpose of refunding such refunding bonds, funding a reserve fund and paying related costs of issuance, and (ii) the Board of Supervisors may increase the maximum aggregate principal amount described above by adopting a resolution modifying Resolution No. 7-17; and

WHEREAS, In the Original Resolution of Issuance, the Board of Supervisors approved the sale of one or more series of bonds, but provided that the bonds shall not be issued until such time as (i) the Board of Supervisors has approved the terms of the sale to the investor(s) and (ii) an Authorized Officer (as defined below) has caused the legal documents relating to the bonds and any related disclosure document describing the bonds and the security for the bonds to be prepared and caused such documents to be submitted to this Board of Supervisors for its approval; and

WHEREAS, In the Original Resolution of Issuance, the Board of Supervisors also authorized the filing of a judicial validation action with respect to the IRFD and the bonds approved therein pursuant to Code of Civil Procedure Section 860 et seq.; and

WHEREAS, On May 9, 2018, the Superior Court of the State of California, County of San Francisco issued a judgment in Case No. CGC-17-557496; and
WHEREAS, The City previously executed on behalf of the IRFD a Subordinate Pledge Agreement, dated as of May 29, 2015 ("Subordinate Pledge Agreement"), for the benefit of the United States of America, which is related to the payment of the purchase price for land on Treasure Island and Yerba Buena Island and that certain Promissory Note (Initial Consideration) dated May 29, 2015, executed by TIDA to the order of the United States of America, acting by and through the Department of the Navy ("TIDA Promissory Note"); and

WHEREAS, The IRFD previously issued the $24,270,000 City and County of San Francisco Infrastructure and Revitalization Financing District No. 1 (Treasure Island) Tax Increment Revenue Bonds, Series 2022A (Facilities Increment) ("2022 Facilities Bonds") pursuant to (i) the IRFD Law, (ii) the Original Resolution of Issuance, as modified by Resolution No. 161-22, adopted by the Board of Supervisors on April 19, 2022, and signed by the Mayor on April 28, 2022, and (iii) an Indenture of Trust, dated as of September 1, 2022 (the "Facilities Indenture"), by and between the IRFD and Zions Bancorporation, National Association, as trustee (the "Trustee"); and

WHEREAS, The IRFD previously issued the $5,120,000 City and County of San Francisco Infrastructure and Revitalization Financing District No. 1 (Treasure Island) Tax Increment Revenue Bonds, Series 2022B (Housing Increment) ("2022 Housing Bonds"; together with 2022 Facilities Bonds, "2022 Bonds") pursuant to (i) the IRFD Law, (ii) the Original Resolution of Issuance, as modified by Resolution No. 161-22, and (iii) an Indenture of Trust, dated as of September 1, 2022 (the "Housing Indenture"), by and between the IRFD and the Trustee; and

WHEREAS, The Board of Supervisors now wishes to further supplement the Original Resolution of Issuance to provide for the issuance by the IRFD of one or more series of bonds ("Bonds") as further provided in this Resolution; and
WHEREAS, The Bonds shall be issued pursuant to one or more supplements to the
Facilities Indenture and the Housing Indenture (collectively, “Supplements”), each by and
between the IRFD and the Trustee; and

WHEREAS, Forms of the Supplements have been submitted to this Board of
Supervisors that provide for the issuance of one series of Bonds to be payable from Housing
Increment and another series of Bonds to be payable from Facilities Increment, and both of
which provide for payment of debt service from Conditional City Increment in a manner
consistent with the Infrastructure Financing Plan, the Housing Indenture and the Facilities
Indenture, as applicable; and

WHEREAS, There has also been submitted to this Board of Supervisors a form of
Preliminary Official Statement in connection with the marketing, sale and issuance of the
Bonds, and this Board of Supervisors has reviewed the preliminary Official Statement
(“Preliminary Official Statement”); and

WHEREAS, There has also been submitted to this Board of Supervisors a form of bond
purchase agreement (“Bond Purchase Agreement”) among the IRFD, Stifel, Nicolaus &
Company, Inc., as underwriter of the Bonds (“Underwriter”), and a joint exercise of powers
authority (“JPA”) established under the Joint Exercise of Powers Act (commencing at Section
6500 of the California Government Code) to be identified by the Director of the Office of Public
Finance, under which the IRFD will sell the Bonds to the JPA and the JPA will sell the Bonds
to the Underwriter in a manner consistent with California Government Code, Section 6589;
and

WHEREAS, This Board of Supervisors has reviewed the documents submitted to it in
connection with the issuance of the Bonds and found them to be in proper order; and

WHEREAS, In accordance with Government Code, Section 5852.1, this Board of
Supervisors has obtained and disclosed good faith estimates prepared by the City’s municipal
advisor of (a) the true interest cost of the Bonds, (b) the finance charge of the Bonds, (c) the amount of proceeds received by the IRFD for sale of the Bonds less the finance charge and any reserves or capitalized interest paid or funded with proceeds of the Bonds, and (d) the sum total of all payments the IRFD will make to pay debt service on the Bonds plus the finance charge of the Bonds not paid with the proceeds of the Bonds; and

WHEREAS, All conditions, things and acts required to exist, to have happened and to have been performed precedent to and in the issuance of the Bonds as contemplated by this resolution, have happened and have been performed in due time, form and manner as required by the laws of the State of California, including the IRFD Law; and

WHEREAS, The City, for itself and for and on behalf of City and County of San Francisco Community Facilities District No. 2016-1 (Treasure Island)" (“CFD”), the Treasure Island Development Authority (“TIDA”), the IRFD, and Zions Bancorporation, National Association, as special fund trustee (the “Special Fund Trustee”), have entered into a Special Fund Administration Agreement, dated as of September 1, 2022 (“Special Fund Administration Agreement”), for the purpose of facilitating a more orderly administration of the revenues generated by the CFD and the IRFD; now, therefore, be it

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

FURTHER RESOLVED, That the Board of Supervisors is acting in its capacity as legislative body with respect to the IRFD; and

FURTHER RESOLVED, That pursuant to the IRFD Law and the Original Resolution of Issuance as previously supplemented and as supplemented by this Resolution, the Board of Supervisors hereby authorizes the issuance of the Bonds in one or more series in an aggregate principal amount not to exceed $10,000,000; and, be it

FURTHER RESOLVED, That the Bonds shall be entitled “City and County of San Francisco Infrastructure and Revitalization Financing District No. 1 (Treasure Island) Tax
Increment Revenue Bonds” (or such other designation as the Director of the Office of Public Finance deems necessary and appropriate) with (i) a series designation (such as “Series 20__ A”), (ii) a designation as to whether such Bonds are payable from Housing Increment or Facilities Increment, (iii) a designation as to whether such Bonds are issued as tax-exempt or taxable bonds under federal tax law and (iv) a designation as to whether such Bonds are green bonds or sustainability bonds; and, be it

FURTHER RESOLVED, That the terms of the Bonds shall be as follows: (i) each Bond shall be dated its date of issuance, (ii) the maturity date of each Bond shall be a date not to exceed 30 years from the date of its issuance or such later date as is permitted by the IRFD Law and approved by the Director of the Office of Public Finance, (iii) the Bonds shall be issued in denominations of $5,000 or any integral multiple of $5,000 or such other denomination determined by the Director of the Office of Public Finance, (iv) the form of the Bonds shall be substantially the form attached to the Indentures of Trust, (v) the Bonds shall be executed by the Director of the Office of Public Finance or such other Authorized Officer (as defined below) identified in the Indenture of Trust, (vi) the principal of and interest on the Bonds shall be payable in lawful money of the United States of America, (vii) the Bonds shall be registered with the Trustee and shall be payable at the principal office of or by check or wire of the Trustee and (viii) the Bonds shall be subject to redemption prior to maturity at the times and subject to the premiums approved by the Director of the Office of Public Finance; and, be it

FURTHER RESOLVED, That the Mayor, the Controller and the Director of the Office of Public Finance, or such other official of the City as may be designated by such officials (each, an “Authorized Officer”) is hereby authorized and directed, on behalf of the IRFD, to execute and deliver the documents approved herein in substantially the form on file with the Clerk of the Board of Supervisors, together with such additions or changes as are approved by such
Authorized Officer, including such additions or changes as are necessary or advisable to permit the timely issuance, sale and delivery of the Bonds; the approval of such additions or changes shall be conclusively evidenced by the execution and delivery by an Authorized Officer of the documents herein specified; and, be it

FURTHER RESOLVED, That this Board of Supervisors hereby approves the Supplements in substantially the form on file with the Clerk of the Board of Supervisors; the terms and provisions of each Supplement, as executed, are incorporated herein by this reference as if fully set forth herein; and Authorized Officer is hereby authorized and directed to execute each Supplement on behalf of the IRFD, with such changes, additions or deletions as may be approved by the Authorized Officer, and the Clerk of the Board of Supervisors is hereby authorized and directed to attest thereto; and, be it

FURTHER RESOLVED, That this Board of Supervisors hereby approves a Preliminary Official Statement prepared in connection with the Bonds in substantially the form on file with the Clerk of this Board of Supervisors, together with any changes therein or additions thereto deemed necessary or advisable by an Authorized Officer; subject to an Authorized Officer deeming such Preliminary Official Statement “final” pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934 (“Rule”), this Board of Supervisors hereby approves and authorizes the distribution by the Underwriter of the Preliminary Official Statement to prospective purchasers of the Bonds, and authorizes and directs an Authorized Officer on behalf of the IRFD to deem the Preliminary Official Statement “final” pursuant to the Rule prior to its distribution to prospective purchasers of the Bonds; the execution of the final Official Statement, which shall include Bond pricing information, such other changes and additions thereto deemed advisable by an Authorized Officer, and such information permitted to be excluded from the Preliminary Official Statement pursuant to the Rule, shall be conclusive evidence of the approval of such Official Statement by the IRFD; and, be it
FURTHER RESOLVED, That this Board of Supervisors hereby approves one or more Continuing Disclosure Certificates with respect to the Bonds in substantially the form thereof attached to the preliminary Official Statement on file with the Clerk of the Board of Supervisors; an Authorized Officer is hereby authorized and directed to execute each Continuing Disclosure Certificate on behalf of the IRFD with such changes, additions or deletions as may be approved by the Authorized Officer; and, be it

FURTHER RESOLVED, That this Board of Supervisors hereby approves one or more Bond Purchase Agreements in substantially the form on file with the Clerk of the Board of Supervisors; and Authorized Officer is hereby authorized and directed to execute the Bond Purchase Agreement on behalf of the IRFD, with such changes, additions or deletions as may be approved by the Authorized Officer and that are in accordance with the provisions of this Resolution, such execution to be conclusive evidence of such approval; subject to the requirement that the Underwriter’s discount on the purchase of the Bonds may not exceed 2.00% of the par amount of the Bonds and the interest rate may not exceed the maximum rate permitted by applicable law; this Board of Supervisors hereby approves the negotiated sale of the Bonds to the Underwriter pursuant to such Bond Purchase Agreement; and, be it

FURTHER RESOLVED, That this Board of Supervisors hereby ratifies and approves the Subordinate Pledge Agreement, and finds and determines that the Subordinate Pledge Agreement shall only be included in the calculation of bonds and other debt of the IRFD to the extent that the IRFD pays the principal balance of the TIDA Promissory Note; and, be it

FURTHER RESOLVED, That in Resolution No. 503-16, adopted by the Board of Supervisors on December 6, 2016, and signed by the Mayor on December 16, 2016, entitled the "Resolution of intention to establish City and County of San Francisco Infrastructure and Revitalization Financing District No. 1 (Treasure Island) and project areas therein to finance the construction and/or acquisition of facilities on Treasure Island and Yerba Buena Island; to
provide for future annexation; to call a public hearing on the formation of the district and project areas therein and to provide public notice thereof; and determining other matters in connection therewith”, this Board of Supervisors made certain findings under the California Environmental Quality Act (“CEQA”) about the Final Environmental Impact Report (“FEIR”) for the disposition and development of a portion of Naval Station Treasure Island, and those findings are incorporated in this Resolution as if set forth in their entirety herein; and, be it

FURTHER RESOLVED, That no changes have occurred in the project studied in the FEIR, or in the circumstances under which that project will be undertaken, and no new information that was not available at the time the FEIR was certified has become available that would warrant preparation of a subsequent or supplemental environmental impact report; and be it

FURTHER RESOLVED, That the IRFD is hereby authorized and directed to execute and deliver any amendment to the Special Fund Administration Agreement that an Authorized Officer determines is necessary to consummate the lawful issuance and delivery of the Bonds in accordance with this Resolution and the Fiscal Agent Agreement; and, be it

FURTHER RESOLVED, That all actions heretofore taken by the officers and agents of the City (including, but not limited to, the Authorized Officers) with respect to the establishment of the IRFD and the Initial Project Areas, the execution and delivery of the Subordinate Pledge Agreement, the issuance of the 2022 Bonds, and the sale and issuance of the Bonds are hereby approved, confirmed and ratified; and, be it

FURTHER RESOLVED, That each of the Authorized Officers and any and all other officers of the City are hereby authorized, for and in the name of and on behalf of the IRFD, 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 (including, but not limited to, one or
more indentures of trust other than those described above), 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; all actions to be taken by an
Authorized Officer, as defined herein, may be taken by such Authorized Officer or any
designee, with the same force and effect as if taken by the Authorized Officer 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 this Resolution shall take effect upon its enactment.
Enactment occurs when the Mayor signs the resolution, the Mayor returns the resolution
unsigned or does not sign the resolution within ten days of receiving it, or the Board of
Supervisors overrides the Mayor’s veto of the resolution. The provisions of any previous
resolutions in any way inconsistent with the provisions hereof in and for the issuance of the
Bonds as herein described are hereby repealed.

APPROVED AS TO FORM:
DAVID CHIU, City Attorney

By: /s/ MARK D. BLAKE
MARK D. BLAKE
Deputy City Attorney

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