

## QUALIFIED ELECTORS AND CALCULATION OF VOTES

### City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center)

#### Background

On September 23, 2014, pursuant to the Mello-Roos Community Facilities Act of 1982, as amended (the "Act"), the Board of Supervisors adopted three resolutions relating to the captioned community facilities district (the "CFD"), each of which was signed by the Mayor on September 29, 2014:

- Resolution No. 352-14, entitled "Resolution Calling for a Special Election in the City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center)" (the "Election Resolution"),
- Resolution No. 350-14, entitled "Resolution of formation of City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center) and determining other matters in connection therewith"
- Resolution No. 351-14, entitled "Resolution Determining Necessity to Incur Bonded Indebtedness for City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center) and determining other matters therewith"

Pursuant to the Election Resolution, an election of the qualified electors in the CFD was called for December 29, 2014.

#### Governing Law

**Qualified Electors.** Section 53326(b) of the Act defines "qualified electors" as follows:

if at least 12 persons, who need not necessarily be the same 12 persons, have been registered to vote within the territory of the proposed community facilities district for each of the 90 days preceding the close of the protest hearing, the vote shall be by the registered voters of the proposed district, with each voter having one vote. Otherwise, the vote shall be by the landowners of the proposed district and each person who is the owner of land at the close of the protest hearing, or the authorized representative thereof, shall have one vote for each acre or portion of an acre of land that he or she owns within the proposed community facilities district not exempt from the special tax.

The Registrar of Voters of the City and County of San Francisco has confirmed that there have not been at least 12 registered voters in the CFD for each of the 90 days preceding the close of the protest hearing on September 23, 2014. Consequently, in accordance with Section 53326(b) of the Act, the qualified electors for the CFD are the landowners.

**Landowners.** Section 53317(f) of the Act defines "landowner" as follows:

any person shown as the owner of land on the last equalized assessment roll or otherwise known to be the owner of the land by the legislative body. The legislative body has no obligation to obtain other information as to the ownership of the land, and its determination of ownership shall be final and conclusive for the purposes of this chapter. A public agency is not a landowner or owner of land for purposes of this chapter, unless one of the following exists:

...  
 (3) The public agency states in the proceedings that its land is intended to be transferred to private ownership and provides in the proceedings that its land will be subject to the special tax on the same basis as private property within the district and affirmatively waives any defense based on the fact of public ownership, to any action to foreclose on the property in the event of nonpayment of the special tax.

**Qualified Electors in the CFD**

Set forth in Appendix A is a list of the qualified landowner electors in the CFD.

There are three public agency landowners who submitted statements that satisfy the requirements of Section 53317(f)(3) of the Act.

**Vote Calculation**

Set forth below is a list of each qualified elector and the number of votes allocated to each qualified elector based on the information set forth in Appendix A. The "Tab #" column refers to a binder in the office of the Director of Elections that includes ownership information and related documentation.

Qualified Elector	Number of Acres	Number of Votes
Transbay Joint Powers Authority	5.32	6
181 Fremont Street LLC	0.35	1
Transbay Tower LLC	1.16	2
State Dept. of Transportation	2.46	3
Tehama Partners LLC	0.44	1
Block 6 Venture LLC	1.15	2
Successor Agency	0.78	1
KR 350 Mission, LLC	0.43	1
<b>Total</b>		<b>17</b>

**APPENDIX A**

**Qualified Electors**

<b>Tab #</b>	<b>Assessor's Parcel Number</b>	<b>Landowner</b>	<b>Total Sq. Ft. of land per Assessor (unless otherwise indicated)</b>
1	3718-025	Transbay Joint Powers Authority	48,813
2	3718-027	Transbay Joint Powers Authority	28,762 (based on an ALTA survey)
3	3719-010	181 Fremont Street LLC	4,996
4	3719-011	181 Fremont Street LLC	10,310
5	3720-009	Transbay Tower LLC	50,514
6	3721-015A	Transbay Joint Powers Authority	22,309 (ALTA survey)
7	3721-16	Transbay Joint Powers Authority	3,352 (ALTA survey)
8	3721-31	Transbay Joint Powers Authority	4,587 (ALTA survey)
9	3736-120	State of California Dept. of Transportation	31,559 (ALTA survey)
10	3736-190	Tehama Partners LLC	19,309
11	3737-005, 3737-012, 3737-027	State of California Dept. of Transportation	75,609 (ALTA survey)
12	3738-016	Block 6 Venture LLC	50,238
13	3739-008	Transbay Joint Powers Authority	124,072
14	3740-027	Successor Agency	33,982 (ALTA survey)
15	3710-017	KR 350 Mission, LLC	18,905