

City and County of San Francisco

Certified Copy

Resolution

City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4689

140814 [Resolution of Formation - City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center)]

Sponsor: Mayor

Resolution of formation of the City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center) and determining other matters in connection therewith.

9/2/2014 Board of Supervisors - CONTINUED

Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

9/9/2014 Board of Supervisors - AMENDED, AN AMENDMENT OF THE WHOLE BEARING S

Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

9/9/2014 Board of Supervisors - CONTINUED AS AMENDED

Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

9/23/2014 Board of Supervisors - ADOPTED AS AMENDED

Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

9/23/2014 Board of Supervisors - AMENDED

Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

9/29/2014 Mayor - APPROVED

STATE OF CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO

CLERK'S CERTIFICATE

I do hereby certify that the foregoing Resolution is a full, true, and correct copy of the original thereof on file in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the City and County of San Francisco.

October 01, 2014

Date



Angela Calvillo
Clerk of the Board

1 [Resolution of Formation - City and County of San Francisco Community Facilities District No.
2 2014-1 (Transbay Transit Center)]

3 **Resolution of formation of City and County of San Francisco Community Facilities**
4 **District No. 2014-1 (Transbay Transit Center) and determining other matters in**
5 **connection therewith.**

6
7 WHEREAS, On July 15, 2014, this Board of Supervisors adopted a resolution entitled
8 "Resolution of Intention to establish City and County of San Francisco Community Facilities
9 District No. 2014-1 (Transbay Transit Center) and determining other matters in connection
10 therewith" (the "Resolution of Intention"), which Resolution of Intention was signed by the
11 Mayor on July 22, 2014, stating its intention to form (i) "City and County of San Francisco
12 Community Facilities District No. 2014-1 (Transbay Transit Center)" (the "CFD") and (ii) a
13 "City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit
14 Center) (Future Annexation Area)" (the "Future Annexation Area"), pursuant to the Mello-Roos
15 Community Facilities Act of 1982, as amended, constituting Chapter 2.5 of Part 1 of Division 2
16 of Title 5, commencing with Section 53311, of the California Government Code (the "Mello-
17 Roos Act"); and

18 WHEREAS, The Resolution of Intention, incorporating a map of the proposed
19 boundaries of the CFD and the Future Annexation Area and stating the facilities to be
20 provided (as set forth in the list attached hereto as Exhibit A) and the rate and method of
21 apportionment of the special tax to be levied within the CFD (the "Original Rate and Method")
22 to pay for the costs of the authorized facilities, including the principal and interest on bonds
23 and other debt (as defined in the Mello-Roos Act) proposed to be issued with respect to the
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1 CFD, is on file with the Clerk of the Board of Supervisors and the provisions thereof are
2 incorporated herein by this reference as if fully set forth herein; and

3 WHEREAS, The properties in the CFD include (i) those properties owned by private
4 parties that have development entitlements from the City to construct improvements that
5 trigger an obligation to participate in the CFD pursuant to Section 424.8 of the Planning Code
6 or a disposition and development agreement with the Office of Community Investment and
7 Infrastructure and (ii) those properties owned by a public agency where the public agency has
8 stated in the course of the proceedings in a letter to the Board of Supervisors that all or a
9 portion of its land is intended to be transferred to private ownership, that its land will be
10 subject to the special tax on the same basis as private property within the CFD and that it
11 affirmatively waives any defense based on the fact of public ownership, to any action to
12 foreclose on the property in the event of nonpayment of the special tax; and

13 WHEREAS, Since the date of the Resolution of Intention, certain changes have been
14 proposed to the Original RMA that, among other things, provide that properties owned by
15 public agencies in the CFD will be subject to the special tax on the same basis as private
16 property and clarify that the obligation to participate in the CFD arises under Section 424.8 of
17 the Planning Code and by agreement between property owners and one or more public
18 agencies, and a copy of such amended rate and method of apportionment of special tax (the
19 "Amended and Restated Rate and Method") is on file with the Clerk of the Board of
20 Supervisors and the provisions thereof are incorporated herein by this reference as if fully set
21 forth herein; and

22 WHEREAS, The Clerk of the Board (i) published notice of a public hearing relative to
23 the proposed formation of the CFD and the Future Annexation Area pursuant to Section
24 53322 of the Mello-Roos Act and Section 53339.4 of the Mello-Roos Act, respectively and (ii)
25 mailed notice of such public hearing to the owners of the property in the CFD and to the

1 owners of the property in the Future Annexation Area that have notified the City of their intent
2 to construct improvements that will trigger an obligation to participate in the CFD pursuant to
3 Section 424.8 of the Planning Code or a disposition and development agreement with the
4 Office of Community Investment and Infrastructure; and

5 WHEREAS, This Board of Supervisors opened the public hearing on September 2,
6 2014 and continued the public hearing to September 9, 2014; and

7 WHEREAS, The Board of Supervisors continued the public hearing on September 9,
8 2014 and further continued the public hearing to September 23, 2014; and

9 WHEREAS, This Board of Supervisors has held a noticed public hearing as required by
10 the Mello-Roos Act and the Resolution of Intention relative to the proposed formation of the
11 CFD and the Future Annexation Area; and

12 WHEREAS, At the hearing all interested persons desiring to be heard on all matters
13 pertaining to the formation of the CFD and the Future Annexation Area, the facilities to be
14 provided therein and the levy of said special tax were heard and a full and fair hearing was
15 held; and

16 WHEREAS, At the hearing evidence was presented to this Board of Supervisors on
17 said matters before it, including a report caused to be prepared by the Director of the Office of
18 Public Finance (the "Report") as to the facilities to be provided through the CFD and the costs
19 thereof, a copy of which is on file with the Clerk of the Board of Supervisors, and this Board of
20 Supervisors at the conclusion of said hearing is fully advised in the matters related to the
21 CFD. The Report also constitutes the "CFD formation study" contemplated by the Transit
22 Center District Plan Program Implementation Document dated May 16, 2012; and

23 WHEREAS, Written protests with respect to the formation of the CFD, the furnishing of
24 specified types of facilities or the rate and method of apportionment of the special taxes have
25 not been filed with the Clerk of the Board of Supervisors by fifty percent (50%) or more of the

1 registered voters residing within the territory of the CFD or six registered voters, whichever is
2 more, or property owners of one-half (1/2) or more of the area of land within the CFD and not
3 exempt from the proposed special tax; and

4 WHEREAS, Written protests have not been filed with the Clerk of the Board of
5 Supervisors against the proposed annexation of the Future Annexation Area to the CFD by (i)
6 50% of more of the registered voters, or six registered voters, whichever is more, residing in
7 the proposed boundaries of the CFD, or (ii) 50% or more of the registered voters, or six
8 registered voters, whichever is more, residing in the Future Annexation Area, (iii) owners of
9 one-half or more of the area of land in the proposed CFD and not exempt from the proposed
10 special tax or (iv) owners of one-half or more of the area of land in the Future Annexation
11 Area and not exempt from the proposed special tax; and

12 WHEREAS, On June 15, 2004, this Board approved Motion No. M04-67 affirming the
13 Planning Commission's certification of the final environmental impact report for the Transbay
14 Terminal/Caltrain Downtown Extension/Redevelopment Project in compliance with the
15 California Environmental Quality Act (California Public Resources Code sections 21000 et
16 seq.) (the "Transbay Terminal FEIR") A copy of said Motion is on file with the Clerk of the
17 Board of Supervisors in File No. 040629.

18 WHEREAS, The Board of Supervisors in Resolution No. 612-04, adopted
19 environmental findings in relation to the Transbay Terminal, Caltrain Downtown Extension,
20 and Transbay Redevelopment Plan. Copies of said Resolution and supporting materials are
21 in the Clerk of the Board of Supervisors File No. 41079. The Board of Supervisors in
22 Ordinance No. 124-05, as part of its adoption of the Transbay Redevelopment Plan, adopted
23 additional environmental findings. Copies of said Ordinance and supporting materials are in
24 the Clerk of the Board of Supervisors File No. 50184. The environmental findings associated
25 with Resolution No. 612-04 and Ordinance No. 124-05 are incorporated herein by reference.

1 WHEREAS, On May 24, 2012, the San Francisco Planning Commission adopted
2 Motion No. 18628 certifying a Final Environmental Impact Report for the Transit Center
3 District Plan ("TCDP") and the construction of the Transbay Tower ("Tower") (State
4 Clearinghouse No. 2008072073) (the "TCDP FEIR"). Also on May 24, 2012, the Planning
5 Commission adopted Motion No. 18629 relating to the adoption of environmental findings, a
6 statement of overriding considerations, rejection of alternatives, and adoption of feasible
7 mitigation measures, as required under the CEQA and CEQA Guidelines, in connection with
8 the adoption of the TCDP and related actions needed to implement the TCDP. The San
9 Francisco Board of Supervisors affirmed the Planning Commission's certification of the TCDP
10 FEIR on July 10, 2012 in Motion No. M12-078 and subsequently adopted the TCDP
11 implementing ordinances in Ordinance Nos. 182-12, 183-12, 194-12, and 185-12. Copies of
12 said Motion and Ordinances are on file with the Clerk of the Board in File Numbers 120697,
13 120665, 120666, 120667, and 120685 respectively. In Ordinance No. 185-12 the Board of
14 Supervisors adopted environmental findings in relation to the TCDP implementing ordinances.
15 Said findings are incorporated herein by reference.

16 WHEREAS, Subsequent to certification of the Transbay Terminal FEIR, the Transbay
17 Joint Powers Authority (TJPA) prepared Addenda 1-6 to this FEIR pursuant to the California
18 Environmental Quality Act (CEQA) and the CEQA Guidelines (Title 14, California Code of
19 Regulations, Sections 15000 et seq.). These Addenda and the record related to them have
20 been made available to this Board and the public at 201 Mission Street, Suite 2100, San
21 Francisco, 94105 and are incorporated herein by reference.

22 WHEREAS, The Board of Supervisors relies on the environmental findings identified
23 above associated with the Transbay Terminal FEIR and the TCDP FEIR, including the
24 environmental impacts and mitigation measures that were previously analyzed, studied, and
25 evaluated in the FEIRs in relation to the projects associated with the Mello-Roos District

1 funding, rejection of alternatives, a statement of overriding considerations and the
2 administrative records associated with the FEIRs. Since certification and Board of
3 Supervisors affirmation of the FEIRs and the TJPA's adoption of the identified Addenda,
4 there have been no changes in relation to the projects contemplated for funding through the
5 Mello-Roos District, no changes in circumstances, and no new information regarding a new
6 significant impact or a substantial increase in the severity of a significant impact requiring
7 major revisions in the FEIRs. Therefore, there are no circumstances that might require a
8 subsequent or supplemental EIR for projects associated with Mello-Roos District funding,
9 now, therefore, be it

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

11 FURTHER RESOLVED, This Board of Supervisors hereby acknowledges receipt and
12 accepts the terms of a statement from each of the three public agencies in accordance with
13 Government Code 53111 in which each states that all or a portion of its land is intended to be
14 transferred to private ownership, that its land will be subject to the special tax on the same
15 basis as private property within the CFD and that it affirmatively waives any defense based on
16 the fact of public ownership, to any action to foreclose on the property in the event of
17 nonpayment of the special tax; and, be it

18 FURTHER RESOLVED, That the proposed special tax to be levied within the CFD has
19 not been precluded by majority protest pursuant to Mello-Roos Act Section 53324; and, be it

20 FURTHER RESOLVED, That the Board of Supervisors hereby finds that the Amended
21 and Restated RMA does not increase the maximum special tax that can levied in the CFD;
22 and, be it

23 FURTHER RESOLVED, That this Board of Supervisors hereby directs the Director of
24 the Office of Public Finance to prepare a report that includes a brief analysis of the impact of
25

1 the proposed modifications set forth in the Amended and Restated RMA on the probable
2 special tax to be paid by owners of the lots or parcels in the proposed CFD; and, be it

3 FURTHER RESOLVED, That this Board of Supervisors has received and considered
4 the report prepared by the Director of the Office of Public Finance and the Board of
5 Supervisors hereby finds that the amendments to the Original RMA do not increase the
6 probable special tax to be paid by the owner of any lot or parcel; and, be it

7 FURTHER RESOLVED, That all prior proceedings taken by this Board of Supervisors
8 in connection with the establishment of the CFD and the Future Annexation Area and the levy
9 of the special tax have been duly considered and are hereby found and determined to be valid
10 and in conformity with the Mello-Roos Act; and, be it

11 FURTHER RESOLVED, That the community facilities district designated "City and
12 County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center)"
13 and the future annexation area designated "City and County of San Francisco Community
14 Facilities District No. 2014-1 (Transbay Transit Center) (Future Annexation Area)" are hereby
15 established pursuant to the Mello-Roos Act; and, be it

16 FURTHER RESOLVED, That the boundaries of the CFD and the Future Annexation
17 Area as set forth in the map heretofore recorded in the Assessor-Recorder's Office on July 29,
18 2014 at 2:38 p.m. as Document No. 2014-J915559-00 in Book 001 Pages 75 and 76 of the
19 Book of Maps of Assessment and Community Facilities Districts are hereby approved, are
20 incorporated herein by reference and shall be the boundaries of the CFD and the Future
21 Annexation Area; and, be it

22 FURTHER RESOLVED, That parcels within the Future Annexation Area shall be
23 annexed to the CFD only with the unanimous approval (each, a "Unanimous Approval") of the
24 owner or owners of each parcel or parcels at the time that parcel or those parcels are
25

1 annexed, without any requirement for further public hearings or additional proceedings; and,
2 be it

3 FURTHER RESOLVED, That the type of public facilities proposed to be financed by
4 the CFD and pursuant to the Mello-Roos Act shall consist of those items listed as facilities in
5 Exhibit A hereto and by this reference incorporated herein (the "Facilities"); and, be it

6 FURTHER RESOLVED, That:

7 a. Except to the extent that funds are otherwise available to the CFD to pay for the
8 Facilities and/or the principal and interest as it becomes due on bonds of the CFD issued to
9 finance the Facilities, a special tax (the "Special Tax") sufficient to pay the costs thereof,
10 secured by the recordation of a continuing lien against all non-exempt real property in the
11 CFD, is intended to be levied annually within the CFD, and collected in the same manner as
12 ordinary *ad valorem* property taxes or in such other manner as may be prescribed by this
13 Board of Supervisors.

14 b. The proposed rate and method of apportionment of the Special Tax among the
15 parcels of real property within the CFD, in sufficient detail to allow each landowner within the
16 proposed CFD to estimate the maximum amount such owner will have to pay, are set forth in
17 the Amended and Restated Rate and Method, which is included in Exhibit B attached hereto
18 and hereby incorporated herein.

19 c. The Amended and Restated Rate and Method is consistent with the Transit
20 Center District Plan Program Implementation Document dated May 16, 2012, which provides
21 that (i) to obtain approval to build a new project denser than a floor area ratio of 9:1, newly
22 developed properties in the Transit Center District Plan area must opt into a community
23 facilities district and pay a special tax to be used to fund public infrastructure, facilities and
24 services and (ii) the final special tax levied on each property in the community facilities district
25 would be calculated to be equivalent to 0.55 percent of property value, although the special

1 tax structure would likely not be directly related to property value and would likely be a per-
2 square foot assessment based on a variety of factors, as determined through a detailed CFD
3 formation study, such as the amount of development on the property and other factors.

4 d. Territory in the Future Annexation Area will be annexed into the CFD and a
5 special tax will be levied on such territory only with the Unanimous Approval of the owner or
6 owners of each parcel or parcels at the time that parcel or those parcels are annexed into the
7 CFD. Except to the extent that funds are otherwise available to the CFD to pay for the
8 Facilities and/or the principal and interest as it becomes due on bonds of the CFD issued to
9 finance the Facilities, a special tax sufficient to pay the costs thereof, secured by the
10 recordation of a continuing lien against all non-exempt real property in the Future Annexation
11 Area, is intended to be levied annually within the Future Annexation Area, and collected in the
12 same manner as ordinary *ad valorem* property taxes or in such other manner as may be
13 prescribed by this Board of Supervisors. As required by Mello-Roos Act Section 53339.3(d),
14 the Board of Supervisors hereby determines that the special tax proposed to pay for one or
15 more Facilities to be supplied within the Future Annexation Area will be equal to the special
16 taxes levied to pay for the same Facilities in the original area of the CFD; and, be it

17 FURTHER RESOLVED, That it is hereby found and determined that the Facilities are
18 necessary to meet increased demands placed upon local agencies as the result of
19 development occurring in the CFD; and, be it

20 FURTHER RESOLVED, That the Director of the Office of Public Finance, 1 Dr. Carlton
21 B. Goodlett Place, San Francisco, CA 94102, 415-554-5956, is the officer of the City who will
22 be responsible for preparing annually a current roll of special tax levy obligations by
23 assessor's parcel number and who will be responsible for estimating future special tax levies
24 pursuant to the Mello-Roos Act; and, be it
25

1 FURTHER RESOLVED, That upon recordation of a notice of special tax lien pursuant
2 to Section 3114.5 of the Streets and Highways Code of California, a continuing lien to secure
3 each levy of the special tax shall attach to all nonexempt real property in the CFD and this lien
4 shall continue in force and effect until the special tax obligation is prepaid and permanently
5 satisfied and the lien canceled in accordance with law or until collection of the tax by the City
6 ceases; and, be it

7 FURTHER RESOLVED, That in accordance with the Mello-Roos Act, the annual
8 appropriations limit, as defined by subdivision (h) of Section 8 of Article XIII B of the California
9 Constitution, of the CFD is hereby preliminarily established at \$300,000,000, and said
10 appropriations limit shall be submitted to the voters of the CFD as hereafter provided. The
11 proposition establishing said annual appropriations limit shall become effective if approved by
12 the qualified electors voting thereon and shall be adjusted in accordance with the applicable
13 provisions of the Mello-Roos Act; and, be it

14 FURTHER RESOLVED, That pursuant to the provisions of the Mello-Roos Act, the
15 proposition of the levy of the special tax and the proposition of the establishment of the
16 appropriations limit specified above shall be submitted to the qualified electors of the CFD at
17 an election. The time, place and conditions of the election shall be as specified by a separate
18 resolution of this Board of Supervisors; and, be it

19 FURTHER RESOLVED, That this resolution shall take effect upon its adoption.

20
21 APPROVED AS TO FORM:
22 DENNIS J. HERRERA, City Attorney

23 By: _____

24 Mark D. Blake
Deputy City Attorney

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City and County of San Francisco
Tails
Resolution

City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4689

File Number: 140814

Date Passed: September 23, 2014

Resolution of formation of the City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center) and determining other matters in connection therewith.

September 02, 2014 Board of Supervisors - CONTINUED

Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

September 09, 2014 Board of Supervisors - AMENDED, AN AMENDMENT OF THE WHOLE BEARING SAME TITLE

Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

September 09, 2014 Board of Supervisors - CONTINUED AS AMENDED

Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

September 23, 2014 Board of Supervisors - AMENDED

Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

September 23, 2014 Board of Supervisors - ADOPTED AS AMENDED

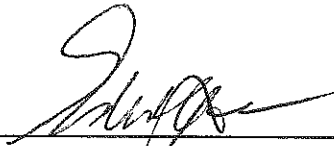
Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

File No. 140814

I hereby certify that the foregoing
Resolution was ADOPTED AS AMENDED
on 9/23/2014 by the Board of Supervisors
of the City and County of San Francisco.



Angela Calvillo
Clerk of the Board



Mayor

September 29, 2014
Date Approved

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CITY AND COUNTY OF SAN FRANCISCO
Community Facilities District No. 2014-1
(Transbay Transit Center)

DESCRIPTION OF FACILITIES TO BE FINANCED BY THE CFD

City and County of San Francisco Community Facilities District No. 2014-1
(Transbay Transit Center) (the "CFD") will pay or finance all or a portion of the costs of
the following facilities (the "Facilities"). The Facilities will be constructed, whether or not
acquired in their completed states, pursuant to the plans and specifications approved by
the City and County of San Francisco (the "City") or other applicable public agencies.

City and County of San Francisco Community Facilities District No. 2014-1
(Transbay Transit Center) (the "CFD") will pay or finance all or a portion of the costs of the following facilities (the "Facilities"). The Facilities will be constructed, whether or not acquired in their completed states, pursuant to the plans and specifications approved by the City and County of San Francisco (the "City") or other applicable public agencies.

I. Streetscape and Pedestrian Improvements

Improve existing primary streets in the Transit Center District, including Mission, Howard, Folsom, Fremont, 1st, 2nd, and New Montgomery Streets. Improvements would include sidewalk widening to accommodate additional pedestrian traffic from new development and the Transbay Transit Center, pedestrian and streetscape amenities, bicycle facilities, transit upgrades such as dedicated transit lanes, boarding islands, enhanced shelters and curb extensions to serve transit stops, and roadway circulation, parking, and loading changes. Recommended changes to Primary Streets would be informed by traffic studies to be funded by the CFD.

1 **Living Streets (Beale, Main, and Spear Streets North of Folsom to Market Street):**

2 Improve Beale, Main, and Spear Streets from Folsom Street to Market Street by
3 significantly expanding the sidewalk on one side of each street to approximately 30 feet
4 and reducing the number of traffic lanes to one lane in either direction. Beale and Main
5 Streets would feature a bike lane in the direction of traffic. Within the widened
6 sidewalks, the Living Streets would include linear park space along the length of each
7 block and provide additional open space and pedestrian amenities. The enhancements
8 would include pedestrian amenities, street trees and landscaping, pedestrian lighting,
9 street furniture, pocket parks, active uses, and curb extensions.

10
11 **Alleys (Stevenson, Jessie, Minna, Natoma, Tehama, Clementina Street):** Improve
12 Stevenson, Jessie, Minna, Natoma, Tehama, Clementina Streets and other alleys within
13 the project area. Alley improvements would include a variety of pedestrian
14 improvements, including sidewalk widening, landscaping, pedestrian lighting, and street
15 furniture, and potential redesign as single-surface shared pedestrian/vehicle ways.

16
17 **Fremont/Folsom Freeway Off-Ramp Realignment:** Realign the Fremont/Folsom Bay
18 Bridge off-ramp so that it creates a "T" intersection with Fremont Street. This would
19 enhance the safety of pedestrians crossing the off-ramp by standardizing the alignment
20 of the off-ramp and improve the conditions along Folsom Street, planned as a major
21 pedestrian boulevard.

22 **Mid-block Crossings:** Analyze and build new crosswalks at various mid-block
23 locations in the Project Area. Mid-block crosswalks would include crosswalk striping at a
24 minimum. They may also include new traffic signals, curb extensions, and other
25 pedestrian safety features as appropriate.

1 **Signalization:** Upgrade or install traffic signals at approximately 25 intersections in the
2 Project Area. Traffic signal upgrades would be done in conjunction with overall
3 circulation and street improvements in the Project Area.

4 **Natoma Street:** Create a pedestrian plaza and link to the Transit Center between 1st
5 and 2nd Streets. The western two-thirds of Natoma Street between First and Second
6 Streets would be closed to vehicles. Service vehicles and deliveries may be able to
7 access this portion of Natoma Street during night and early morning hours before peak
8 transit and retail times. The eastern one-third of Natoma Street (nearest to First Street)
9 would remain open to vehicles to maintain access to parking and loading for existing
10 buildings on the north side of Howard Street. The pedestrian space would include a new
11 curbless single-surface space including decorative paving, pedestrian lighting,
12 landscaping, and street furniture.

13
14 **Casual Carpool waiting area improvements:** Improve drop-off and pick-up zones at
15 casual carpool locations in the Project Area, including sufficient sidewalk waiting and
16 passenger loading/unloading space and amenities, including shelters, seating,
17 informational signage and other supportive services.

18 19 **II. Transit and Other Transportation**

20 **Transit Delay Mitigation:** Pay for the purchase of new transit vehicles to mitigate
21 transportation impacts attributable to increased Project Area congestion.

22
23 **BART Station Capacity:** Enhance capacity constraints at Embarcadero and
24 Montgomery Stations regarding crowding on platforms, vertical circulation, and the
25 "dwell time" required for trains to load and unload passengers, which would be
exacerbated by the additional transit riders brought on by new development and the

Transbay Transit Center. Potential capacity enhancement measures could include additional vertical circulation (e.g. stairwells, escalators, and elevators), additional fare gates, improvements to the train control system to allow for more frequent service, platform edge doors, and better real-time public information displays on train arrivals at concourse and street levels.

Congestion Charging Pilot: Study, design and construct capital improvements relating to a congestion charging pilot program, potentially including fare booths, signals, electronic monitoring equipment, and the like. Conduct necessary analyses to inform the appropriate triggers, mechanisms, and capital improvements required for a congestion pricing pilot program to manage traffic volumes entering and exiting the CFD.

Underground Pedestrian Connector: Create an underground pedestrian tunnel connecting the Transbay Transit Center with the Embarcadero BART/Muni Metro Station, increasing circulation space available for pedestrians and creating a seamless link between the two transit stations.

Downtown Rail Extension (DTX): Extend the Caltrain rail tracks to the new Transbay Transit Center to accommodate Caltrain and California High Speed Rail, and construct the train components of the Transit Center building including associated systems. The funding would pay for the planning, engineering, right-of-way acquisition, and construction of the DTX.

III. Public Open space

City Park: Plan, design and construct public open space on the roof of the Transbay Transit Center.

1 **City Park Connections:** Provide connections to the Transbay Transit Center's City
2 Park from adjacent private buildings or from public streets and plazas. Connections
3 could include sky bridges, or connections from ground level to park level, such as
4 elevators, escalators, funiculars, gondolas or similar means of conveying people to City
5 Park. Connections would be required to be publicly accessible during standard hours so
6 that members of the public could easily access City Park.

7
8 **2nd and Howard Public Plaza:** Create an approximately 0.5-acre open space at the
9 corner of 2nd and Howard Streets, on a grouping of parcels located on top of the future
10 train tunnel. The open space would serve as a major access point to the adjacent
11 Transbay Transit Center, including featuring a possible connection to the elevated City
12 Park on the roof of the Transit Center. The open space design would be determined
13 through a public design process.

14
15 **Transbay Park:** Transbay Park would be a new approximately 1.1-acre park, located
16 between Main, Beale, Tehama, and Clementina Streets. The Park would provide a mix
17 of active and passive recreation spaces.

18
19 **Chinatown Open Space Improvements:** Improvements to multiple public open spaces
20 in Chinatown whose use would be increased by new development in the Project Area.
21 The open space improvements may include enhancements to Portsmouth Square, a
22 new open space at the Chinatown Central Subway Station, and improvements to other
23 Chinatown parks. Specific open space improvements would be determined through a
24 public design process.
25

1 **Other Downtown Open Space Improvements:** Improvements to multiple public open
2 spaces in Downtown, whose use would be increased by new development in the Project
3 Area. Specific locations for open space improvements have not been identified yet.

4 **Mission Square:** Public plaza at the entrance to the new Transbay Transit Center at
5 the corner of Fremont and Mission Streets. The plaza would create passive open space
6 and circulation space for people entering and exiting the Transit Center and the
7 adjacent Transit Tower development.

8
9 **Under-Ramp Park:** Under-Ramp Park would be a new system of open spaces, built
10 adjacent to and under the Bay Bridge off-ramps and bus ramps to the Transbay Transit
11 Center, between Harrison, Howard, First, and Second Streets. The Park would provide
12 a mix of active and passive recreation spaces.

13
14 **IV. Other Transit Center District Public Improvements**

15 The Facilities include the other public improvements not listed above but
16 described in the Transit Center District Plan Program Implementation Document, dated
17 May 16, 2012, as such Document may be amended from time to time.

18
19 -----
20 The costs to be financed include the costs of the acquisition of right-of-way
21 (including right-of-way that is intended to be dedicated by the recording of a final map),
22
23 the costs of design, engineering and planning, the costs of any environmental or traffic
24 studies, surveys or other reports, costs related to landscaping and irrigation, soils
25 testing, permits, plan check and inspection fees, insurance, legal and related overhead

costs, coordination and supervision and any other costs or appurtenances related to any of the foregoing.

OTHER

The CFD may also finance any of the following:

1. Bond or other debt-related expenses, including underwriters discount, reserve fund, capitalized interest, letter of credit fees and expenses, bond and disclosure counsel fees and expenses, bond remarketing costs, and all other incidental expenses.
2. Administrative fees of the City and the bond trustee or fiscal agent related to the CFD and the bonds or other debt.
3. Reimbursement of costs related to the formation of the CFD advanced by the City, the landowner(s) in the CFD, or any party related to any of the foregoing, as well as reimbursement of any costs advanced by the City, the landowner(s) in the CFD or any party related to any of the foregoing, for facilities, fees or other purposes or costs of the CFD.
4. The CFD may also pay in full all amounts necessary to eliminate any fixed special assessment liens or to pay, repay, or defease any obligation to pay or any indebtedness secured by any tax, fee, charge, or assessment levied within the area of the CFD or may pay debt service on that indebtedness. In addition, tax revenues of the CFD may be used to make lease or debt service payments on any lease, lease-purchase contract, or certificate of participation used to finance facilities authorized to be financed by the CFD.

EXHIBIT B

CITY AND COUNTY OF SAN FRANCISCO
Community Facilities District No. 2014-1
(Transbay Transit Center)

AMENDED AND RESTATED
RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX