Resolution

[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

[Signature]

Angela Calvillo
Clerk of the Board
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.

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

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

WHEREAS, The properties in the CFD include (i) those properties owned by private
parties that have development entitlements from the City to construct improvements that
trigger an obligation to participate in the CFD pursuant to Section 424.8 of the Planning Code
or a disposition and development agreement with the Office of Community Investment and
Infrastructure and (ii) those properties owned by a public agency where the public agency has
stated in the course of the proceedings in a letter to the Board of Supervisors that all or a
portion of its land is intended to be transferred to private ownership, that its land will be
subject to the special tax on the same basis as private property within the CFD and that it
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; and

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

WHEREAS, The Clerk of the Board (i) published notice of a public hearing relative to
the proposed formation of the CFD and the Future Annexation Area pursuant to Section
53322 of the Mello-Roos Act and Section 53339.4 of the Mello-Roos Act, respectively and (ii)
mailed notice of such public hearing to the owners of the property in the CFD and to the
owners of the property in the Future Annexation Area that have notified the City of their intent
to construct improvements that will trigger an obligation to participate in the CFD pursuant to
Section 424.8 of the Planning Code or a disposition and development agreement with the
Office of Community Investment and Infrastructure; and

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

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

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

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

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

WHEREAS, Written protests with respect to the formation of the CFD, the furnishing of
specified types of facilities or the rate and method of apportionment of the special taxes have
not been filed with the Clerk of the Board of Supervisors by fifty percent (50%) or more of the
registered voters residing within the territory of the CFD or six registered voters, whichever is
more, or property owners of one-half (1/2) or more of the area of land within the CFD and not
exempt from the proposed special tax; and

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

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

WHEREAS, The Board of Supervisors in Resolution No. 612-04, adopted
environmental findings in relation to the Transbay Terminal, Caltrain Downtown Extension,
and Transbay Redevelopment Plan. Copies of said Resolution and supporting materials are
in the Clerk of the Board of Supervisors File No. 41079. The Board of Supervisors in
Ordinance No. 124-05, as part of its adoption of the Transbay Redevelopment Plan, adopted
additional environmental findings. Copies of said Ordinance and supporting materials are in
the Clerk of the Board of Supervisors File No. 50184. The environmental findings associated
with Resolution No. 612-04 and Ordinance No. 124-05 are incorporated herein by reference.
WHEREAS, On May 24, 2012, the San Francisco Planning Commission adopted Motion No. 18628 certifying a Final Environmental Impact Report for the Transit Center District Plan ("TCDP") and the construction of the Transbay Tower ("Tower") (State Clearinghouse No. 2008072073) (the "TCDP FEIR"). Also on May 24, 2012, the Planning Commission adopted Motion No. 18629 relating to the adoption of environmental findings, a statement of overriding considerations, rejection of alternatives, and adoption of feasible mitigation measures, as required under the CEQA and CEQA Guidelines, in connection with the adoption of the TCDP and related actions needed to implement the TCDP. The San Francisco Board of Supervisors affirmed the Planning Commission's certification of the TCDP FEIR on July 10, 2012 in Motion No. M12-078 and subsequently adopted the TCDP implementing ordinances in Ordinance Nos. 182-12, 183-12, 194-12, and 185-12. Copies of said Motion and Ordinances are on file with the Clerk of the Board in File Numbers 120697, 120665, 120666, 120667, and 120685 respectively. In Ordinance No. 185-12 the Board of Supervisors adopted environmental findings in relation to the TCDP implementing ordinances. Said findings are incorporated herein by reference.

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

WHEREAS, The Board of Supervisors relies on the environmental findings identified above associated with the Transbay Terminal FEIR and the TCDP FEIR, including the environmental impacts and mitigation measures that were previously analyzed, studied, and evaluated in the FEIRs in relation to the projects associated with the Mello-Roos District
funding, rejection of alternatives, a statement of overriding considerations and the
administrative records associated with the FEIRs. Since certification and Board of
Supervisors affirmation of the FEIRs and the TJPA's adoption of the identified Addenda,
there have been no changes in relation to the projects contemplated for funding through the
Mello-Roos District, no changes in circumstances, and no new information regarding a new
significant impact or a substantial increase in the severity of a significant impact requiring
major revisions in the FEIRs. Therefore, there are no circumstances that might require a
subsequent or supplemental EIR for projects associated with Mello-Roos District funding,
now, therefore, be it

RESOLVED, That the foregoing recitals are true and correct; and, be it
FURTHER RESOLVED, This Board of Supervisors hereby acknowledges receipt and
accepts the terms of a statement from each of the three public agencies in accordance with
Government Code 53111 in which each states that all or a portion of its land is intended to be
transferred to private ownership, that its land will be subject to the special tax on the same
basis as private property within the CFD and that it 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; and, be it
FURTHER RESOLVED, That the proposed special tax to be levied within the CFD has
not been precluded by majority protest pursuant to Mello-Roos Act Section 53324; and, be it
FURTHER RESOLVED, That the Board of Supervisors hereby finds that the Amended
and Restated RMA does not increase the maximum special tax that can levied in the CFD;
and, be it
FURTHER RESOLVED, That this Board of Supervisors hereby directs the Director of
the Office of Public Finance to prepare a report that includes a brief analysis of the impact of
the proposed modifications set forth in the Amended and Restated RMA on the probable special tax to be paid by owners of the lots or parcels in the proposed CFD; and, be it

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

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

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

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

FURTHER RESOLVED, That parcels within the Future Annexation Area shall be annexed to the CFD only with the unanimous approval (each, a "Unanimous Approval") of the owner or owners of each parcel or parcels at the time that parcel or those parcels are
annexed, without any requirement for further public hearings or additional proceedings; and,

be it

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

FURTHER RESOLVED, That:

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

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

c. The Amended and Restated Rate and Method is consistent with the Transit
Center District Plan Program Implementation Document dated May 16, 2012, which provides
that (i) to obtain approval to build a new project denser than a floor area ratio of 9:1, newly
developed properties in the Transit Center District Plan area must opt into a community
facilities district and pay a special tax to be used to fund public infrastructure, facilities and
services and (ii) the final special tax levied on each property in the community facilities district
would be calculated to be equivalent to 0.55 percent of property value, although the special
tax structure would likely not be directly related to property value and would likely be a per-
square foot assessment based on a variety of factors, as determined through a detailed CFD
formation study, such as the amount of development on the property and other factors.

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

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

FURTHER RESOLVED, That the Director of the Office of Public Finance, 1 Dr. Carlton
B. Goodlett Place, San Francisco, CA 94102, 415-554-5956, is the officer of the City who will
be responsible for preparing annually a current roll of special tax levy obligations by
assessor’s parcel number and who will be responsible for estimating future special tax levies
pursuant to the Mello-Roos Act; and, be it
FURTHER RESOLVED, That upon recordation of a notice of special tax lien pursuant to Section 3114.5 of the Streets and Highways Code of California, a continuing lien to secure each levy of the special tax shall attach to all nonexempt real property in the CFD and this lien shall continue in force and effect until the special tax obligation is prepaid and permanently satisfied and the lien canceled in accordance with law or until collection of the tax by the City ceases; and, be it

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

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

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

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

By:
Mark D. Blake
Deputy City Attorney
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
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
EXHIBIT A

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.

FACILITIES

I. Streetscape and Pedestrian Improvements

Primary Streets (Mission, Howard, Folsom, Fremont, 1st, 2nd, New Montgomery):
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.
Living Streets (Beale, Main, and Spear Streets North of Folsom to Market Street): Improve Beale, Main, and Spear Streets from Folsom Street to Market Street by significantly expanding the sidewalk on one side of each street to approximately 30 feet and reducing the number of traffic lanes to one lane in either direction. Beale and Main Streets would feature a bike lane in the direction of traffic. Within the widened sidewalks, the Living Streets would include linear park space along the length of each block and provide additional open space and pedestrian amenities. The enhancements would include pedestrian amenities, street trees and landscaping, pedestrian lighting, street furniture, pocket parks, active uses, and curb extensions.

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

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

Mid-block Crossings: Analyze and build new crosswalks at various mid-block locations in the Project Area. Mid-block crosswalks would include crosswalk striping at a minimum. They may also include new traffic signals, curb extensions, and other pedestrian safety features as appropriate.
Signalization: Upgrade or install traffic signals at approximately 25 intersections in the Project Area. Traffic signal upgrades would be done in conjunction with overall circulation and street improvements in the Project Area.

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

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

II. Transit and Other Transportation

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

BART Station Capacity: Enhance capacity constraints at Embarcadero and Montgomery Stations regarding crowding on platforms, vertical circulation, and the “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.
City Park Connections: Provide connections to the Transbay Transit Center's City Park from adjacent private buildings or from public streets and plazas. Connections could include sky bridges, or connections from ground level to park level, such as elevators, escalators, funiculars, gondolas or similar means of conveying people to City Park. Connections would be required to be publicly accessible during standard hours so that members of the public could easily access City Park.

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

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

Chinatown Open Space Improvements: Improvements to multiple public open spaces in Chinatown whose use would be increased by new development in the Project Area. The open space improvements may include enhancements to Portsmouth Square, a new open space at the Chinatown Central Subway Station, and improvements to other Chinatown parks. Specific open space improvements would be determined through a public design process.
Other Downtown Open Space Improvements: Improvements to multiple public open spaces in Downtown, whose use would be increased by new development in the Project Area. Specific locations for open space improvements have not been identified yet.

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

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

IV. Other Transit Center District Public Improvements

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

The costs to be financed include the costs of the acquisition of right-of-way (including right-of-way that is intended to be dedicated by the recording of a final map), the costs of design, engineering and planning, the costs of any environmental or traffic studies, surveys or other reports, costs related to landscaping and irrigation, soils 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