



# AGENDA REPORT


**TO:** Jestin Johnson  
City Administrator

**FROM:** Sofia Navarro  
Interim Director, EWDD

**SUBJECT:** Brooklyn Basin Community Facilities  
Districts

**DATE:** June 16, 2023

City Administrator Approval

  
Jestin Johnson (Jun 30, 2023 01:57 PDT)

Date: Jun 30, 2023

## **RECOMMENDATION**

**Staff Recommends That The City Council Adopt The Following Pieces Of Legislation:**

- 1. A Resolution Of The City Council Declaring The Intention To Establish City Of Oakland Community Facilities District No. 2023-1 (Brooklyn Basin Facilities and Services) And Levy Special Taxes To Finance Public Improvements and Public Services for the Updated Brooklyn Basin Project; Approving A Proposed Boundary Map for Community Facilities District No. 2023-1; And Adopting Appropriate Findings Under The California Environmental Quality Act;**
- 2. A Resolution Of The City Council Declaring The Intention To Incur Bonded And Other Indebtedness For City Of Oakland Community Facilities District No. 2023-1 (Brooklyn Basin Facilities and Services); And Adopting Appropriate Findings Under The California Environmental Quality Act;**
- 3. A Resolution Of The City Council Determining That, Subject To Specified Conditions, The Special Tax Shall Cease To Be Levied On Certain Property In The City Of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services), And Directing Recordation Of A Notice of Cessation And Special Tax; And**
- 4. A Resolution Of The City Council Correcting Inconsistencies Related To The Description Of The Geographic Scope Of The Authorized Services In The Proceedings For City Of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services), And Directing Recordation Of An Amended And Restated Boundary Map And An Amended And Restated Notice Of Special Tax Lien**

## **EXECUTIVE SUMMARY**

In response to a petition from Zarsion-OHP I, LLC, a California limited liability company (Developer), and the other relevant landowners, Staff recommend that the City Council adopt four resolutions under the Mello-Roos Community Facilities Act of 1982, as amended (Mello-Roos Act) related to the Updated Brooklyn Basin Project (as defined below) to:

Finance Committee  
July 11, 2023

- (1) declare the City's intention to establish City of Oakland Community Facilities District No. 2023-1 (Brooklyn Basin Facilities and Services) (CFD No. 2023-1) and levy special taxes to finance the acquisition and construction of public infrastructure such as parks and roads and the operation and maintenance of parks and open space;
- (2) declare the City's intention to incur bond indebtedness and other debt to finance the Facilities;
- (3) determine that the special tax levied in City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (CFD No. 2017-1) shall cease to be levied on certain parcels; and
- (4) correct inconsistencies related to the description of the geographic scope of the authorized services in the proceedings for CFD No. 2017-1, and direct recordation of an amended and restated boundary map and an amended and restated notice of special tax lien for CFD No. 2017-1.

The Brooklyn Basin project encompasses approximately 64.2 acres of land area (and 7.95 acres of water surface area) along the Oakland Estuary. The project is governed by a development agreement (as amended and assigned, Development Agreement) and is currently under construction. That Development Agreement allows for the formation of a community facilities district to fund certain public services and permits the Developer to request the City to use any public financing method for public facilities.

In May of 2023, the City Council approved a Third Amendment to the Development Agreement, allowing for a 600 unit increase in residential density in the Brooklyn Basin project, as well as other amenities, restrictions, and community benefits.

Consistent with the Development Agreement, the City Council previously established CFD No. 2017-1 to authorize the levy of special taxes upon the land within the project area to pay for operation and maintenance of certain public infrastructure that serves the Brooklyn Basin project.

Approval of these four resolutions is a necessary legislative step in the formation of an additional CFD in Brooklyn Basin. CFD No. 2023-1 will allow the additional 600 residential units recently approved by the City Council to provide public financing for a portion of the public improvements, while maintaining the special tax revenues that were previously approved in CFD No. 2017-1 for services. This action will also correct inconsistencies recently identified within CFD No. 2017-1.

## **BACKGROUND / LEGISLATIVE HISTORY**

### **Updated Brooklyn Basin Project and the Related Development Agreement**

In 2006, the City approved a development known as the Oak-to-Ninth Avenue Mixed Use Development on approximately 64.2 acres of land area (and 7.95 acres of water surface area) along the Oakland Estuary, which included up to 3,100 residential units, up to 200,000 square feet of commercial space, a minimum of 3,534 parking spaces, approximately 31 acres of open space, two renovated marinas, as well as shoreline improvements, new roads, and other infrastructure and improvements (Original Brooklyn Basin Project).

The City, as an original party and as successor to the Redevelopment Agency of the City of Oakland, and the Developer, as successor by assignment from Oakland Harbor Partners, LLC, are parties to a Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Original Brooklyn Basin Project. The most recent amendment of the Development Agreement is a Third Amendment to the Development Agreement, which was approved by Ordinance No. 13739 C.M.S. on May 16, 2023, together with related entitlements authorized by the City Council pursuant to Resolution No. 89707 C.M.S., Resolution No. 89708 C.M.S., Resolution No. 89709 C.M.S. each adopted on May 2, 2023, and Ordinance No. 13738 C.M.S. adopted on May 16, 2023.

The Third Amendment to the Development Agreement, together with the related entitlements, includes, among other items:

- a 600-unit increase in residential density for a project site total of up to 3,700 units, ,
- a small-craft water launch for a planned water taxi, and
- a substantial package of community benefits, including \$9 million dollars for the preservation of affordable housing in the nearby neighborhoods of Chinatown, Eastlake and San Antonio, additional funding for job training, and additional local hire goals.

The Third Amendment to the Development Agreement also contains a technical clean-up of portions of the original Development Agreement pertaining to the formation of a community facilities district and a community services district to maintain and construct the parks, open space, landscaping, and other public improvements.

The Original Brooklyn Basin Project, as updated by the Third Amendment to Development Agreement and related entitlements, is referred to herein as the Updated Brooklyn Basin Project.

The Updated Brooklyn Basin Project is divided into four (4) phases and twelve (12) parcels, as summarized below.

**Summary of Updated Brooklyn Basin Project**

| <b>Parcels<br/>By Phase</b> | <b>Market Rate<br/>Units</b> | <b>Affordable<br/>Units</b> | <b>Total<br/>Units</b> | <b>Development<br/>Status</b>   |
|-----------------------------|------------------------------|-----------------------------|------------------------|---|
| <b><u>Phase I</u></b>       |                              |                             |                        |   |
| Parcel A                    |                              | 254                         | 254                    | 130 units completed/occupied; remaining 124 units to be completed in 2024 |
| Parcel B                    | 241                          |                             | 241                    | Completed and occupied  |
| Parcel C                    | 241                          |                             | 241                    | Completed and occupied  |
| Parcel F                    |                              | 211                         | 211                    | Completed and occupied  |
| Parcel G                    | 371                          |                             | 371                    | Under construction; completion Q3 2023                                    |
| Subtotal                    | 853                          | 465                         | 1,318                  |   |
| <b><u>Phase II</u></b>      |                              |                             |                        |   |
| Parcel D                    | 243                          |                             | 243                    | Construction to start in 2024   |
| Parcel E                    | 191                          |                             | 191                    | Construction to start in 2024   |
| Parcel H                    | 382                          |                             | 382                    | Construction to start in 2024   |
| Parcel J                    | 378                          |                             | 378                    | Under construction; completion Q4 2023                                    |
| Subtotal                    | 1,194                        |                             | 1,194                  |   |
| <b><u>Phase III</u></b>     |                              |                             |                        |   |
| Parcel K                    | 400                          |                             | 400                    | Construction to start approx. 2026  |
| Parcel L                    | 250                          |                             | 250                    | Construction to start approx. 2026  |
| Subtotal                    | 650                          |                             | 650                    |   |
| <b><u>Phase IV</u></b>      |                              |                             |                        |   |
| Parcel M                    | 538                          |                             | 538                    | Construction to start approx. 2025  |
| <b><u>Total</u></b>         | 3,235                        | 465                         | 3,700                  |   |

At this time, Phase I streets are open to the public (except for certain construction staging areas), and Township Commons Park (formerly known as Shoreline Park) is constructed and open to the public.

The Development Agreement also provides for the formation of a community facilities district to fund certain public services (Section 4.4.4.4) and permits the Developer to request the City to use any public financing method for public facilities (Section 4.13). Consistent with Section 4.4.4.4 of the Development Agreement, in September of 2017, the City Council previously established CFD No. 2017-1 to authorize the levy of special taxes upon the land within CFD No. 2017-1 to pay for the operation and maintenance of certain public infrastructure serving the Brooklyn Basin project.

Developer Proposal for CFD No. 2017-1 and CFD No. 2023-1

The Development Agreement allows for the formation of community facilities districts and permits the Developer to request the City to use this public financing tool in support of the Brooklyn Basin project. Thus, the Developer has made the following proposals to the City.

1. *Correction of CFD No. 2017-1 Inconsistencies.* The Developer and Staff have determined that the description in the CFD No. 2017-1 proceedings of the operation and maintenance services (CFD No. 2017-1 Services) to be financed by CFD No. 2017-1 is internally inconsistent, and also inconsistent with the entitlements for the Updated Brooklyn Basin Project. The inconsistencies relate to the geographic scope of the CFD No. 2017-1 Services, as summarized in the Description of Inconsistencies in CFD No. 2017-1 document (**Attachment A**).

Therefore, the Developer, with the consent of the owners of all the taxable properties in CFD No. 2017-1, has asked the City to correct the description in the CFD No. 2017-1 proceedings of the geographic scope of the CFD No. 2017-1 Services. Staff has published a notice of public hearing on this action and is recommending that the City Council adopt the attached resolution to correct such inconsistencies and to direct recordation of an amended and restated boundary map (**Attachment B**) and an amended and restated notice of special tax lien (**Attachment C**), in each case for the sole purpose of eliminating incorrect descriptions of the location of the CFD No. 2017-1 Services.

The correction of the inconsistencies described in the previous paragraph will not change the special taxes levied in CFD No. 2017-1, the boundaries of CFD No. 2017-1 or the intended purposes of those special taxes. The correction is simply a technical clean-up.

2. *Cessation of Special Tax on Certain Properties in CFD No. 2017-1 and Formation of CFD No. 2023-1.* Although the total estimated operation and maintenance costs to be funded by CFD No. 2017-1 have not changed, the addition of 600 market-rate units to Phases III and IV pursuant to the Third Amendment to the Development Agreement and related entitlements provides a nearly 25% increase (from 2,635 to 3,235) in the number of taxable units over which the costs may be allocated. In addition, the Developer has concluded that it needs funding for parks and other public facilities required to serve the Updated Brooklyn Basin Project.

Accordingly, the Developer has proposed the following:

1. Parcels A, B, C and F would continue to be taxable properties in CFD No. 2017-1, although Parcels A and F are currently exempt from the CFD No. 2017-1 special tax because they are developed with affordable housing.
2. The City Council would determine to cease levying the CFD No. 2017-1 special tax on the remaining parcels in CFD No. 2017-1 and would form CFD No. 2023-1 over those parcels.

3. The City would levy a services special tax in CFD No. 2023-1 (CFD No. 2023-1 Services Special Tax) to pay operation and maintenance costs of public facilities serving the Updated Brooklyn Basin Project (CFD No. 2023-1 Services). The CFD No. 2023-1 Services would include an element that was not part of the CFD No. 2017-1 Services: maintenance of a small watercraft launch/water taxi dock improvement.
4. The City would levy a facilities special tax in CFD No. 2023-1 (CFD No. 2023-1 Facilities Special Tax) to provide funds for the acquisition by the City of public facilities serving the Updated Brooklyn Basin Project (Facilities). The City would sell bonds for CFD No. 2023-1 that would be payable from the facilities special tax. CFD No. 2023-1 would include two tax zones because of constraints on the total special tax on certain parcels in Phase 2 that have already been sold/transferred (these parcels would be placed in Tax Zone 1).
5. In order to generate approximately \$31 million of net bond proceeds, the facilities special tax in Tax Zone 2 would be higher than the facilities special tax in Tax Zone 1.

## **ANALYSIS AND POLICY ALTERNATIVES**

### **Analysis**

Below is a discussion of the process and legislative steps necessary to realize the Developer's proposal.

#### ***Process Related to CFD No. 2017-1***

The Mello-Roos Act authorizes the City Council to determine that the City should cease levying CFD No. 2017-1 special taxes on those parcels being added to CFD No. 2023-1 because the City has not issued bonds for CFD No. 2017-1 and, therefore, extinguishment of the CFD No. 2017-1 lien on the parcels would not interfere with the timely retirement of bonds.

The City Council may adopt the proposed resolution correcting inconsistent descriptions of the CFD No. 2017-1 Services in the proceedings for CFD No. 2017 without a vote of the qualified electors in CFD No. 2017-1 because, with the consent of all the landowners paying special taxes in CFD No. 2017, the resolution will merely correct errors in the CFD No. 2017-1 proceedings and will not change the boundaries of CFD No. 2017-1, the special taxes levied in CFD No. 2017-1, or the definition of the CFD No. 2017-1 Services.

#### ***Process for Formation of CFD No. 2023-1***

The Mello-Roos Act provides for two parallel processes with respect to CFD No. 2023-1: one for establishing a CFD and authorizing the levy of one or more special taxes, and one for approving the issuance of bonds and other debt. The formation processes related to CFD No. 2023-1 involve four legislative steps.

## 1. First Legislative Step

The first legislative step is the City Council's adoption of local goals and policies for community facilities districts, which the City Council completed by adopting Resolution No. 85664 C.M.S. on June 17, 2015 (**Attachment D**).

## 2. Second Legislative Step

The second legislative step, scheduled for July 18, 2023, involves the adoption by City Council of two (2) resolutions of intention:

- A. A Resolution Of The City Council Declaring The Intention To Establish City Of Oakland Community Facilities District No. 2023-1 (Brooklyn Basin Facilities and Services) And Levy Special Taxes To Finance Public Improvements and Public Services for the Updated Brooklyn Basin Project; Approving A Proposed Boundary Map for Community Facilities District No. 2023-1; And Adopting Appropriate Findings Under The California Environmental Quality Act (Resolution of Intention to Establish CFD No. 2023-1); and
- B. A Resolution Of The City Council Declaring The Intention To Incur Bonded And Other Indebtedness For City Of Oakland Community Facilities District No. 2023-1 (Brooklyn Basin Facilities and Services); And Adopting Appropriate Findings Under The California Environmental Quality Act Debt (Resolution of Intention to Incur Debt for CFD No. 2023-1).

The **Resolution of Intention to Establish CFD No. 2023-1** describes the Facilities and CFD No. 2023-1 Services to be financed, proposes a special tax formula and calls a public hearing on the questions of establishing CFD No. 2023-1 and levying the CFD No. 2023-1 Facilities Special Tax and the CFD No. 2023-1 Services Special Tax. The Resolution of Intention to Establish CFD No. 2023-1 also directs the preparation of a report that must contain, among other things, a brief description of the Facilities and the CFD No. 2023-1 Services to be financed by CFD No. 2023-1 and the estimated cost of the Facilities and the CFD No. 2023-1 Services. More detail about the proposed special taxes is set forth below.

In the Resolution of Intention to Establish CFD No. 2023-1, the City Council will also determine that the City Council may hold a public hearing on the establishment of CFD No. 2023-1 on September 19, 2023, notwithstanding Section 53321 of the Mello-Roos Act, which provides for the public hearing to be scheduled for not less than thirty (30) days or more than sixty (60) days after the adoption of this Resolution, because:

(a) the City Council has scheduled only one meeting in July 2023, no meetings in August 2023 and one meeting in September 2023, the latter of which is more than sixty (60) days after the date on which this Resolution is adopted;

(b) the City, as a charter city, has the power to regulate municipal affairs under Article XI, Section 5 of the California Constitution and Section 106 of the City Charter, and may

determine in the exercise of such power that it is in the public interest to hold a public hearing more than sixty (60) days after adoption of this Resolution;

(c) in Section 53315 of the Mello-Roos Act, the Legislature provided that the Mello-Roos Act shall be liberally construed in order to effectuate its purposes;

(d) in Section 53312.5 of the Mello-Roos Act, the Legislature provided that the City may take any actions or make any determinations which it determines are necessary or convenient to carry out the purposes of the Mello-Roos Act and which are not otherwise prohibited by law; and

(e) the City Council has received written waivers and consents from all of the property owners and qualified electors in CFD No. 2023-1 in which such property owners and qualified electors have consented to the public hearings for CFD 2023-1 being held on September 19, 2023 or such other date determined by the City Council, and agreed that, notwithstanding Section 53321(e) of the Mello-Roos Act, any such date that is more than sixty (60) days after the City Council adopts a resolution of intention to establish CFD No. 2023-1 does not directly affect the jurisdiction of the City Council to order the installation of the Facilities or the provision of the CFD No. 2023-1 Services, and shall not void or invalidate the proceedings related to CFD No. 2023-1, any levy of Special Taxes for the costs of the Facilities or CFD No. 2023-1 Services or any bonds or debt issued for CFD No. 2023-1.

The **Resolution of Intention to Incur Debt for CFD No. 2023-1** sets forth the maximum amount of bonded debt to be incurred for CFD No. 2023-1. The bonded debt and other debt will be a special obligation of the City payable only from special taxes levied in CFD No. 2023-1. This resolution also calls for a public hearing on the proposed bonded and other debt, which will be held concurrently with the hearing on formation of CFD No. 2023-1.

### 3. Third Legislative Step

The third legislative step involves:

- A. A public hearing, where protests may be made orally or in writing by any interested persons or taxpayers against the establishment of CFD No. 2023-1; the extent of CFD No. 2023-1; or the proposed Facilities and CFD No. 2023-1 Services.
- B. After completion of the public hearings, the City Council will be asked to consider three resolutions:
  1. A resolution forming CFD No. 2023-1, defining the Facilities and CFD No. 2023-1 Services, adopting the rate and method of apportionment of the special taxes for CFD No. 2023-1, and preliminarily approving an appropriations limit for CFD No. 2023-1; and adopting appropriate California Environmental Quality Act (CEQA) findings;
  2. A resolution declaring the necessity for bonded debt and other indebtedness for CFD No. 2023-1 and establishing \$50 million as the



maximum amount of bonded debt for CFD No. 2023-1 Area; and adopting appropriate CEQA findings; and

3. A resolution calling a special mail ballot election of the qualified electors in CFD No. 2023-1 on (a) the levy of the special taxes in CFD No. 2023-1, (b) issuance of bonded indebtedness and other debt for CFD No. 2023-1, and (c) an appropriations limit for CFD No. 2023-1; and adopting appropriate CEQA findings. Under the Mello-Roos Act, because the County of Alameda has confirmed that there are no registered voters in CFD No. 2023-1, the qualified electors are the landowners of taxable property in CFD No. 2023-1, with each owner having one vote for each acre or portion of acre of taxable property owned.

If the landowner qualified electors vote in favor of CFD No. 2023-1 in the special mail ballot election, which is expected to be held immediately after the City Council's adoption of the resolution calling the election, the City Council will be asked to consider three matters:

1. A resolution declaring the results of the election and calling for recordation of a Notice of Special Tax Lien, which establishes a continuing lien on taxable property in CFD No. 2023-1 securing the obligation to pay the CFD No. 2023-1 Facilities Special Tax and the CFD No. 2023-1 Services Special Tax; and adopting appropriate CEQA findings,
2. A resolution authorizing the issuance of bonds and other debt for CFD No. 2023-1 and adopting appropriate CEQA findings, and
3. An ordinance levying the special taxes within CFD No. 2023-1 with appropriate CEQA findings.

Staff anticipates returning to the City Council on September 19, 2023 to complete this third step.

#### 4. Fourth Legislative Step

The fourth legislative step involves only the second reading and adoption of the ordinance levying special taxes in CFD No. 2023-1. Assuming that the City Council approves the ordinances in Step 3 on September 19<sup>th</sup>, staff anticipates returning to the City Council on October 3, 2023 to complete this step.

#### 5. Subsequent Legislative Steps

At such time as the City and Developer are ready to issue bonds for CFD No. 2023-1, staff will return to City Council for approval of related documents which may include a bond indenture, a disclosure document and a bond purchase agreement.

### ***Summary of the Purpose of the Resolutions of Intention***

The Resolution of Intention to Establish CFD No. 2023-1 does the following:

- Declares the City Council's intention to establish CFD No. 2023-1,

- Preliminarily approves and directs recordation of a boundary map for CFD No. 2023-1 (**Attachment E**),
- Defines the proposed Facilities and CFD No. 2023-1 Services,
- Defines the proposed rate and method of apportionment of the CFD No. 2023-1 Facilities Special Tax and the CFD No. 2023-1 Services Special Tax in a Rate and Method of Apportionment of Special Taxes” for CFD No. 2023-1 (see Exhibit B of the Resolution of Intention to Establish CFD No. 2023-1),
- Directs the City Administrator to prepare a public hearing report, and
- Calls a public hearing.

The Resolution of Intention to Incur Debt for CFD No. 2023-1 does the following:

- Declares the City Council’s intention to incur bonded indebtedness and other debt for CFD No. 2023-1, and the maximum amount of bonded indebtedness for CFD No. 2023-1; and
- Calls a public hearing.

### **Policy Alternatives**

The Development Agreement provides for the formation of a community facilities district to fund the Services. Determining that the CFD No. 2017-1 Services Special Tax should no longer be levied on certain parcels and providing for formation of CFD No. 2023-1 over those parcels directly advances the Citywide Priority of developing and maintaining **vibrant, sustainable infrastructure**.

If the City Council did not adopt the proposed resolution correcting inconsistencies in the CFD No. 2017-1 proceedings, the public record would be unclear as to the geographic scope of the CFD No. 2017-1 Public Services, which could adversely impact the perpetual funding offered by CFD No. 2017-1 in accordance with the Development Agreement.

The proposals for CFD No. 2017-1 and CFD No. 2023-1 were crafted through a collaboration between the Developer, multiple City departments and several consulting firms to comply with the Updated Brooklyn Basin Project’s conditions of approval and comply with legal requirements as dictated by the Mello Roos Act. If the decision is made not to proceed as proposed with respect to CFD No. 2017-1 and CFD No. 2023-1, there are two alternatives: (1) reject the proposed resolutions with a direction to renegotiate the terms of the RMAs and other supporting documentation, which would delay project implementation; or (2) reject the proposed resolutions with a direction to no longer pursue the process described in this report, which would be inconsistent with the Development Agreement, and leave Updated Brooklyn Basin Project without funding for key services and needed infrastructure.

Given these two options are unfavorable to the City and would thwart the success of the project, staff recommends the City Council proceed as proposed with respect to CFD No. 2017-1 and CFD No. 2023-1.

## **FISCAL IMPACT**

These actions will have no direct, negative impact on the City's finances, budget, or General Fund.

The proceedings described herein related to CFD No. 2017-1 will not change the special taxes levied in CFD No. 2017-1 or the intended purposes of those special taxes.

Operation and Maintenance Costs. The Rate and Method of Apportionment of special tax (RMA) for each of CFD No. 2017-1 and CFD No. 2023-1 provides for the levy of a separate special tax (each, Services Special Tax) to finance the operation and maintenance of certain public facilities described in the Development Agreement, including parks and open space (Services). There are some Services that can be financed by CFD No. 2023-1 that cannot be financed by CFD No. 2017-1; for the most part, however, the Services are the same for the two districts.

The Developer has provided the City with the following estimated budget for the costs of providing the Services authorized to be funded by CFD No. 2017-1 and CFD No. 2023-1. The budget shows where there are small differences (highlighted in gray shading) between the costs that may be funded by CFD No. 2017-1 and the costs that may be funded by CFD No. 2023-1; those differences amount to \$37,786 per year, or approximately 1.6% of the total budgeted costs. The RMA for CFD No. 2023-1 provides for a proportionate levy of the Services Special Tax in CFD No. 2017-1 and CFD No. 2023-1 to fund the total budgeted costs that would be allocated to each of the two districts.

| <b>Maintenance</b>           |  |                              |                              |
|------------------------------|--|------------------------------|------------------------------|
| <b>Area</b>                  | <b>Item</b>                              | <b>CFD No. 2017-1 Budget</b> | <b>CFD No. 2023-1 Budget</b> |
| Public Area                  | License & Inspection                     | \$1,200.00                   | \$1,200.00                   |
| Public Area                  | Electricity                              | \$24,309.32                  | \$24,309.32                  |
| Public Area                  | Water                                    | \$33,614.32                  | \$33,614.32                  |
| Public Area                  | Janitorial Maintenance                   | \$35,000.00                  | \$35,000.00                  |
| Public Area                  | Janitorial Supplies                      | \$4,500.00                   | \$4,500.00                   |
| Public Area                  | Landscape Area                           | \$50,560.40                  | \$50,560.40                  |
| Public Area                  | Landscape & Irrigation Supply            | \$6,320.05                   | \$6,320.05                   |
| Public Area                  | Tree Maintenance                         | \$30,690.00                  | \$30,690.00                  |
| Public Area                  | Palm Tree Maintenance                    | \$21,750.00                  | \$21,750.00                  |
| Misc.                        | Reserve Study                            | \$3,000.00                   | \$3,000.00                   |
| Public Area                  | Minor Repairs                            | \$7,000.00                   | \$7,000.00                   |
| Public Area                  | Pest Control                             | \$7,800.00                   | \$7,800.00                   |
| Public Area                  | Lighting Maint. & Supply                 | \$20,166.00                  | \$20,166.00                  |
| Public Area                  | Backflow Device Maintenance              | \$1,200.00                   | \$1,200.00                   |
| Public Area                  | Bioretention/Storm Drain Maintenance     | \$100,000.00                 | \$100,000.00                 |
| Park Area                    | Estuary Park Maintenance                 | \$97,880.80                  | \$97,880.80                  |
| Park Area                    | Mayhew Park Maintenance                  | \$82,651.01                  | \$82,651.01                  |
| Park Area                    | Sil Tka Park Maintenance                 | \$53,549.32                  | \$53,549.32                  |
| Park Area                    | Brooklyn Plaza Maintenance               | \$118,361.89                 | \$118,361.89                 |
| Park Area                    | Township Commons Maintenance             | \$426,176.30                 | \$426,176.30                 |
| Park Area                    | 9th Ave. Term. Bldg Maintenance          | \$95,856.84                  | \$95,856.84                  |
| Park Area                    | Small Water Craft dock/launch            | \$0.00                       | \$2,500.00                   |
| Management                   | Management                               | \$43,750.00                  | \$43,750.00                  |
| Misc.                        | Contingency                              | \$126,533.63                 | \$126,783.63                 |
| <b>TOTAL MAINTENANCE</b>     |  | <b>\$1,391,869.88</b>        | <b>\$1,394,619.88</b>        |
| <b>Reserves</b>              |  |                              |                              |
| <b>Area</b>                  | <b>Item</b>                              | <b>CFD No. 2017-1 Budget</b> | <b>CFD No. 2023-1 Budget</b> |
| General                      | Backflow Device                          | \$900.00                     | \$900.00                     |
| Drainage                     | Storm Drain Piping                       | \$8,614.00                   | \$13,650.00                  |
| Drainage                     | Storm Drain Pump Station                 | \$15,000.00                  | \$15,000.00                  |
| Lighting                     | Street Lights                            | \$16,100.00                  | \$16,100.00                  |
| Lighting                     | Tree Up-Lights                           | \$3,431.50                   | \$3,431.50                   |
| Paving                       | Concrete Walkways                        | \$78,900.00                  | \$78,900.00                  |
| Paving                       | Concrete Curbs                           | \$15,780.00                  | \$15,780.00                  |
| Paving                       | Ribbon Gutters                           | \$3,357.00                   | \$3,357.00                   |
| Landscape                    | Irrigation Controllers                   | \$6,666.67                   | \$6,666.67                   |
| Landscape                    | Tree Replacement                         | \$1,705.00                   | \$1,705.00                   |
| Landscape                    | Palm Tree Replacement                    | \$700.00                     | \$700.00                     |
| Landscape                    | Landscape                                | \$6,320.00                   | \$6,320.00                   |
| Landscape                    | Bioretention Area                        | \$1,089.00                   | \$1,089.00                   |
| Sidewalk                     | Concrete Benches                         | \$600.00                     | \$600.00                     |
| Sidewalk                     | Standard Benches                         | \$1,333.33                   | \$1,333.33                   |
| Sidewalk                     | Bike Racks                               | \$4,700.00                   | \$4,700.00                   |
| Sidewalk                     | Trash Receptacles                        | \$2,050.00                   | \$2,050.00                   |
| Parks                        | Estuary Park Maintenance                 | \$84,048.32                  | \$84,048.32                  |
| Parks                        | Mayhew Park Maintenance                  | \$87,129.40                  | \$87,129.40                  |
| Parks                        | Sil Tka Park Maintenance                 | \$46,913.00                  | \$46,913.00                  |
| Parks                        | Brooklyn Plaza Maintenance               | \$59,476.67                  | \$59,476.67                  |
| Parks                        | Township Commons Maintenance             | \$434,640.00                 | \$434,640.00                 |
| Parks                        | 9th Ave. Term. Bldg Maintenance          | \$26,380.00                  | \$26,380.00                  |
| Parks                        | Small Water Craft dock/launch            | \$0.00                       | \$30,000.00                  |
| Parks                        | Clinton Basin Marina Piles & Sheet Piles | \$18,000.00                  | \$18,000.00                  |
| <b>TOTAL RESERVES</b>        |  | <b>\$923,833.89</b>          | <b>\$958,869.89</b>          |
| <b>TOTAL BUDGETED AMOUNT</b> |  | <b>\$2,315,703.77</b>        | <b>\$2,353,489.77</b>        |

Each of the CFD No. 2017-1 Services Special Tax and the CFD No. 2023-1 Services Special Tax will increase each fiscal year based upon the greater of (i) the percentage increase from the prior fiscal year, if any in the Consumer Price Index (CPI) for All Urban Consumers in the San Francisco – Oakland – Hayward region (base years 1982-1984=100) and (ii) 4.8% of the amount in effect for the prior fiscal year.

Public Capital Facilities Costs. As described above, CFD No. 2023-1 will provide funding for the acquisition and construction of public infrastructure required to serve new development within the Updated Brooklyn Basin Project. The RMA for CFD No. 2023-1 provides for the levy of the CFD No. 2023-1 Facilities Special Tax for this purpose. CFD No. 2017-1 does not have the authority to levy a special tax to finance the acquisition and construction of public infrastructure, i.e., it is a “services district.”

The Facilities Special Tax will provide funding for the construction of the Facilities (including the payment of debt service on the bonds and other debt issued for CFD No. 2023-1). The proposed resolutions for CFD No. 2023-1 provide for a maximum principal amount of bonds of \$50 million.

The Developer estimates that the Facilities Special Taxes will support the issuance of approximately \$42 million in CFD No. 2023-1 bonds, with net construction proceeds of approximately \$31 million (in current dollars). The bonds are expected to be issued in multiple series over time as development progresses. The actual amount of bonds issued will be dependent on the stage of development of the Updated Brooklyn Basin Project and market conditions for California land-secured bonds at the time of each bond sale, among other factors.

The total public infrastructure improvement costs for the Updated Brooklyn Basin Project (including eligible development impact fees identified in the Third Amendment to Development Agreement,) are estimated to be \$36 million (\$31 million to be funded by CFD No. 2023-1 bond proceeds and the other \$5 million to be funded by Developer equity). All of the Facilities to be funded by CFD No. 2023-1 will be owned by the City.

The Facilities Special Tax will be authorized to increase 2 percent annually, following the initial fiscal year.

Administrative Costs. The CFD will be administered by Oakland Public Works Department, with assistance from other City service areas as necessary and appropriate, including Finance and Budget, among others.

The RMA for each of CFD No. 2017-1 and CFD No. 2023-1 provides for the levy of special taxes to pay for the City’s costs of administering the districts. City staff estimates that total administrative costs for CFD No. 2017-1, assuming full build-out of taxable properties, will amount to approximately \$40,000 annually, and the total administrative costs for CFD No. 2023-1, assuming full build-out of taxable properties, will amount to approximately \$150,000 annually; these amounts are expected to escalate over time as the costs to provide administrative services increase. Administrative costs will be paid from the proceeds of special taxes.

## **PUBLIC OUTREACH / INTEREST**

Under the Mello-Roos Act, consideration of the proceedings previously described above does not require any additional public outreach beyond the standard City Council agenda noticing procedures. The Developer and the other owners of taxable property CFD No. 2017-1 and CFD No. 2023-1 have petitioned the City Council to initiate this process (**Attachment F**). A notice of public hearing was published to ensure that persons interested in the correction of inconsistencies in the CFD No. 2017-1 proceedings would have an opportunity to be heard by the City Council.

## **COORDINATION**

This action is an interdepartmental effort and has been closely coordinated with the City Attorney's Office, the Budget Bureau, the Finance Department, Planning and Building Department, Oakland Public Works Department, the Department of Transportation, and the City Administrator's Office.

## **SUSTAINABLE OPPORTUNITIES**

**Economic:** Establishment of CFD No. 2023-1 will provide a mechanism to finance the acquisition and the construction of public facilities and their ongoing operation and maintenance, which will support additional jobs within the City. CFD No. 2023-1 will also facilitate the long-term economic development of the Updated Brooklyn Basin Project, which includes 3,700 new residential units and 200,000 square feet of new ground floor commercial space, which will generate tax revenue for the City of Oakland.

**Environmental:** Together, CFD No. 2017-1 and CFD No. 2023-1 will ensure adequate operation and maintenance of public infrastructure for the Updated Brooklyn Basin Project. The City will use best management practices for maintaining the public improvements funded through CFD No. 2017-1 and CFD No. 2023-1. High-level maintenance of public facilities will result in quality open space for Oakland residents.

**Race & Equity:** The CFD No. 2023-1 special taxes will fund the operation and maintenance of public improvements including public access areas, other infrastructure, and bike and pedestrian trails in the Updated Brooklyn Basin Project that will serve all of Oakland. CFD No. 2023-1 is located in District 2 and will add additional open space and other public amenities into an ethnically diverse community in Oakland, one that has traditionally been underserved by public amenities.

## **CALIFORNIA ENVIRONMENTAL QUALITY ACT (CEQA)**

The Original Brooklyn Basin Project was analyzed under the certified 2009 Brooklyn Basin Environmental Impact Report (2009 EIR), which is comprised of the following documents: Oak to Ninth Avenue Project Draft EIR, August 2005; Oak to Ninth Avenue Project, 2006 Addendum #1 to the Certified Environmental Impact Report, June 7, 2006; Oak to Ninth Avenue Project Final EIR, August 2006; Revisions to the Analysis in the Oak to Ninth Project EIR (SCH. No.

2004062013) Prepared to Comply with the Alameda County Superior Court Order Case No. RG06-280345 and Case No. RG06-280471, November 2008; Oak to Ninth Avenue Project Responses to Comments on the Revisions, December 2008; and City of Oakland Resolution No. 81769 C.M.S., approved January 20, 2009.

In accordance with Public Resources Code Section 21166 and California Environmental Quality Act (CEQA) Guidelines Sections 15162 and 15163, the City examined whether the additional 600 units approved in the Third Amendment to Development Agreement would result in “substantial changes” that would trigger the need for a major modification to the previously certified 2009 EIR due to a new significant impact or a substantial increase in the severity of previously identified significant impacts. An Initial Study was not prepared for the Updated Brooklyn Basin Project, as authorized under Section 15060(d) of the CEQA Guidelines. The City, as the Lead Agency, determined that a Supplemental Environmental Impact Report (SEIR) for the Updated Brooklyn Basin Project would be required.

As further set forth in the City’s Resolution No. 89707, adopted on May 2, 2023, certifying the SEIR, the Updated Brooklyn Basin Project did not result in any new or more severe potentially significant or significant and unavoidable impacts than analyzed in the previous 2009 EIR for the Original Brooklyn Basin Project.

Staff recommends that the City Council find and determine that the formation of CFD No. 2023-1 and the proceedings related to CFD No. 2017-1 are subject to the 2009 EIR for the Original Brooklyn Basin Project and the SEIR for the Updated Brooklyn Basin Project and, because the formation of CFD No. 2023-1 and the proceedings related to CFD No. 2017-1 are not a substantive change to the Updated Brooklyn Basin Project, that no further environmental review is required. None of the circumstances that require a supplemental or subsequent EIR pursuant to CEQA Guidelines Sections 15162 or 15163 have occurred.

In addition, staff recommends that the City Council find and determine that the action creating CFD No. 2023-1 and the proceedings related to CFD No. 2017-1 are otherwise exempt from CEQA review under the following CEQA Guidelines sections: 15183 (projects consistent with a community plan, general plan or zoning), 15301 (existing facilities), and 15308 (actions by regulatory agencies for the protection of the environment), which individually and collectively form a basis for CEQA exemption.

### **ACTION REQUESTED OF THE CITY COUNCIL**

Staff Recommends That The City Council Adopt The Following Pieces Of Legislation:

1. A Resolution Of The City Council Declaring The Intention To Establish City Of Oakland Community Facilities District No. 2023-1 (Brooklyn Basin Facilities and Services) And Levy Special Taxes To Finance Public Improvements and Public Services for the Updated Brooklyn Basin Project; Approving A Proposed Boundary Map for Community Facilities District No. 2023-1; And Adopting Appropriate Findings Under The California Environmental Quality Act;
2. A Resolution Of The City Council Declaring The Intention To Incur Bonded And Other Indebtedness For City Of Oakland Community Facilities District No. 2023-1 (Brooklyn Basin

Facilities and Services); And Adopting Appropriate Findings Under The California Environmental Quality Act;

3. A Resolution Of The City Council Determining That, Subject To Specified Conditions, The Special Tax Shall Cease To Be Levied On Certain Property In The City Of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services), And Directing Recordation Of A Notice of Cessation And Special Tax; And

4. A Resolution Of The City Council Correcting Inconsistencies Related To The Description Of The Geographic Scope Of The Authorized Services In The Proceedings For City Of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services), And Directing Recordation Of An Amended And Restated Boundary Map And An Amended And Restated Notice Of Special Tax Lien

For questions regarding this report, please contact Kimani Rogers, Urban Economic Analyst IV at 510-238-6204.

Respectfully submitted,



typo/text here

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SOFIA NAVARRO  
Interim Director, Economic & Workforce  
Development

Reviewed by:  
Kelley Kahn, Assistant Director, EWDD

Prepared by:  
Kimani Rogers, Urban Economic Analyst IV  
Public Private Development, EWDD

Attachments (6):

- A Description of Inconsistencies in CFD No. 2017-1 Proceedings
- B Amended and Restated Boundary Map for CFD No. 2017-1
- C Amended and Restated Notice of Special Tax Lien for CFD No. 2017-1
- D Resolution Approving Local Goals and Policies for Community Facilities Districts
- E Proposed Boundary Map for CFD 2023-1
- F Executed Landowner Petitions



## ATTACHMENT A

Jones Hall draft 6-12-23

### Description of Inconsistencies in CFD No. 2017-1 Proceedings

The Developer and City staff have determined that the description in the CFD No. 2017-1 proceedings related to the geographic scope of the operation and maintenance services to be financed by CFD No. 2017-1 is internally inconsistent. The inconsistency is apparent from the graphic presentation of the service area in the Original Boundary Map and the written description of the authorized public services in the Resolution of Intention, the Resolution of Formation and the Original Notice of Special Tax Lien:

a. In the Original Boundary Map, there is (i) a line purporting to identify the boundaries of CFD No. 2017-1 (the “CFD Boundary Line”) and (ii) additional “cross-hatched” or “dotted” areas purporting to identify the “Limit of Service Area (maintained by the CFD)” and “Limit of Embarcadero Service Area (Landscape Areas Maintained by CFD as Described in Note 1)”, both of which are outside the Boundary Line of CFD No. 2017-1 (together, the “CFD Service Areas”).

b. In the written description of the services in the Resolution of Intention (Exhibit 2) and the Notice of Special Tax Lien (Exhibit A), (i) the services are generally defined as “... public services and maintenance, operation, repair, or replacement of certain public infrastructure **within the District**” (emphasis added), (ii) the illustrative list of services includes specific types of public infrastructure to be maintained with funds from CFD No. 2017-1 that are included within the CFD Boundary Line, such as parks, as well as specialty storm drainage systems that do not exist within the CFD Boundary Line but do exist within the CFD Service Areas and (iii) the illustrative list of services includes “any other public services authorized to be funded under Section 53313 of the California Government Code that are also stipulated as maintenance obligations pursuant to the Development Agreement dated August 24, 2006, as amended from time to time, relating to the Brooklyn Basin project...”

Based on the evidence set forth below, the Developer and City staff have determined that the intent of the City and the Developer was to establish CFD No. 2017-1 to finance services to serve the entire Brooklyn Basin project, including areas outside the CFD Boundary Line.

1. The ROI Staff Report specifically references improvements to be maintained by CFD No. 2017-1 that are located outside of the CFD Boundary Line, as follows:

at page 1:

A Community Facilities District (CFD) is proposed for the maintenance of the public improvements and infrastructure at Brooklyn Basin (formerly Oak to Ninth), . . . . A CFD for Brooklyn Basin would be established in order to levy an annual special tax and collect funds from development parcels at Brooklyn Basin to cover maintenance and related costs as is required by the adopted conditions of approval for the Brooklyn Basin Project.

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at page 2:

The project conditions of approval (specifically condition 38) require formation of a Community Facilities District (CFD), or other similar financing mechanism acceptable to the City to fund maintenance for parks and non-standard public infrastructure (roadways and utilities are not funded) throughout the Brooklyn Basin project.

A CFD is proposed for the maintenance of the parks and non-standard public improvements and infrastructure at Brooklyn Basin. At this time, the City intends to establish the CFD, which will provide a permanent mechanism to guarantee funding for the maintenance of Brooklyn Basin.

In order to ensure maintenance of non-standard features and provide a high-level maintenance of parks and public space, the DA includes a provision requiring formation of a CFD to fund these maintenance activities.

at page 5:

#### **SUSTAINABLE OPPORTUNITIES**

**Economic:** Establishment of Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) will provide a mechanism to fund the maintenance of public improvements including public access areas, public infrastructure, and bike and pedestrian pathways in Brooklyn Basin.

**Environmental:** The CFD will ensure adequate maintenance for the Brooklyn Basin project. The City will use, to the greatest extent possible, best management practices for maintaining the public improvements funded through the CFD. High-level maintenance of public facilities will result in quality open space for Oakland citizens.

#### **CALIFORNIA ENVIRONMENTAL QUALITY ACT (CEQA)**

The Brooklyn Basin Project decision currently under review is carrying out one of the adopted project conditions of approval requiring formation of a CFD to fund high-level maintenance of parks and non-standard public infrastructure features.

2. Condition of Approval 38 specifically references improvements to be maintained by the CFD that are located outside of the CFD Boundary Line, stating in pertinent part that:

. . . a Community Facilities District (CFD) . . . shall be fully operational, and all assessments, reserve funding and/or other long-term financing and other requirements necessary to fully fund, in perpetuity, the maintenance of the parks, open space and public right of way. . . . The CFD shall specify, without limitation, those obligations as set forth in Section 4.4.3, 4.4.4 a., b., c., d., e., and f in the Development Agreement.” [NOTE: correct references to final Development Agreement are 4.4.4.1, 4.4.4.2, 4.4.4.3, 4.4.4.4, 4.4.4.5 and 4.4.4.6.]

3. The Development Agreement (as amended by the Third Amendment) expressly requires the CFD to maintain improvements that are located outside of the CFD Boundary Line,

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providing as follows; note that the Development Agreement originally assumed that CFD No. 2017-1 would fund services to be performed by a community services district, but the services are now expected to be funded by the CFD and performed by the City:

CFD: A Mello-Roos Community Facilities District formed pursuant to California Government Code Section 53311 et seq., or comparable financing mechanism acceptable to City, to provide to provide funds for the acquisition/construction and/or perpetual maintenance of certain public infrastructure within the Project Site, including, but not limited to the Open Space.

CSD: A Community Services District formed pursuant to California Government Code Section 6100 et seq., or an alternative arrangement for maintenance services, for maintaining certain public infrastructure within the Project Site, including, but not limited to the Open Space.

Public Open Space: Those portions of the Oak to Ninth Avenue District designated as Public Open Space on the Site Plan.

Site Plan: The site plan attached hereto as Exhibit H approved as part of the Project Approvals, which generally shows the Development Parcels and Public Open Space. [NOTE: The Public Open Space is located outside the Boundary Line of CFD No. 2017-1.]

4.4.4 Maintenance. The City and Developer shall work together to form the CSD. Developer shall fund City costs and expenses incurred in connection with such formation, including without limitation, the retention of consultants, City overhead, City staff and City attorney time. It is contemplated that the formation of the District shall be based on the following:

4.4.4.1. Intentionally Omitted.

4.4.4.2. Maintenance Obligations. The CSD would be responsible for day to day maintenance of the following public improvements pursuant to the Minimum Maintenance Standards attached hereto as Exhibit F:

- i. The improvements within the Public Open Space (including, without limitation, the pile supported deck underlying Shoreline Park);
- ii. The landscaping located within any public right of way within the Project Site, including, but not limited to, street trees and median landscaping;
- iii. Street lights located within any public right of way within the Project Site;
- iv. Street furniture located within any public right of way within the Project Site;

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v. Storm drainage treatment improvements within Project (including, without limitation, the Storm Water Improvements, as defined below); and

vi. Sidewalks located within the Project public right of way and along the south side of Embarcadero.

4.4.4.3. Services. The CSD also would perform the following services:

i. Provide security services, including, but not limited to, burglar and fire alarm services, to protect lives and property;

ii. Abate graffiti; and

iii... Fund any operating shortfall associated with the portion of the Ninth Avenue Terminal Shed Building restored by Developer pursuant to the Project Approvals.

4.4.4.4. Funding. Regardless of whether or when the CSD is formed, (i) the CFD shall be formed, and (ii) full funding established and authorized as necessary to fulfill in perpetuity (A) the maintenance and service obligations specified in this Section 4.4 or otherwise specified for inclusion in the CFD budget and (B) all costs of ownership of the real property and improvements located within the Public Open Space, including, but not limited to, real property and possessory interest taxes and insurance. The foregoing (i) and (ii) shall be reviewed and approved by City prior to the First Final Map within the Project, and Developer shall provide City with any information City determines necessary to complete such review and approval within a reasonable timeframe to enable Developer to comply with the Phasing Schedule set forth in Exhibit C and any other applicable deadlines. Developer shall bear all costs and expenses associated with the foregoing (i) and (ii), including without limitation, completion in a manner acceptable to City of any required elections and reports, retention of consultants, and reimbursement for City overhead, staff and City attorney time. It is currently contemplated that the CFD shall be a special tax on the residential components of the Project. The CFD budget shall include, without limitation, the costs and reserves for (a) annual operations (including, without limitation, any costs associated with indebtedness, inflation or depreciation) maintenance, repair or replacement of the public improvements specified in Section 4.4.4.2 and (b) the performance of all CSD services and obligations specified in this Agreement (including, without limitation, the insurance and indemnity obligations specified in Sections 4.4.4.5 and 4.4.4.6. Any sponsor of special events over and above the customary use of the Public Open Space (e.g. concerts, festivals, private parties and or public gatherings) shall be required to reimburse the CFD for any additional maintenance and security associated with such events that is not otherwise covered by the CFD's routine maintenance budget.

4.4.4.5. Insurance Requirements. The CSD shall acquire and maintain, and the CFD budget shall include sufficient funding for, insurance policies,

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including without limitation, Commercial General Liability, Automobile Liability, Workers' Compensation, Builder's Risk and Property, as determined applicable and acceptable by the City Risk Manager.

4.4.4.6. Indemnity. The CSD shall Indemnify (with counsel reasonably acceptable to the Indemnitee) Indemnitees for any Losses arising out of or related to the CSD's performance (or failure to perform) its obligations. To the extent that Developer incurs Losses that arise through an act or omission of the CSD, the CSD shall Indemnify Developer for such Losses. The CFD budget shall include sufficient funding to fulfill the Indemnity obligations specified herein.

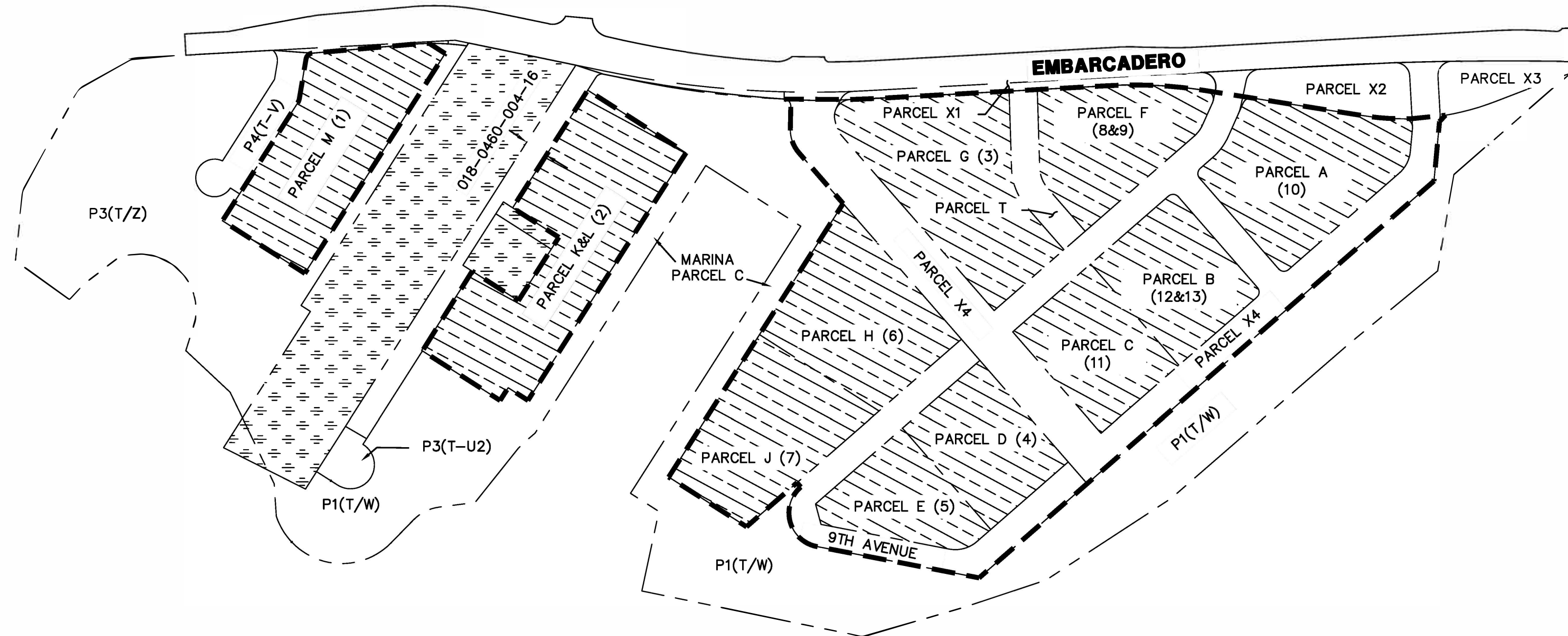
4.4.4.7. Formation Costs. Developer shall bear all costs and expenses associated with the formation of the CSD and CFD (including without limitation, completion in a manner acceptable to City of any required elections and reports) and the City's preparation or review of any documents or materials necessary in conjunction therewith, including, without limitation, the retention of consultants, and reimbursement for City overhead, staff and City attorney time.

4. The Fiscal Agreement between the City and the Developer is attached as Exhibit 6 to the ROI Staff Report. The Fiscal Agreement provides for a Developer shortfall obligation prior to Project Completion. It also defines the Public Improvements that the parties intended to be perpetually funded by the CFD, which extend outside the CFD Boundary Line.

5. The Estoppel Certificate signed by the Developer was attached as Exhibit 7 to the ROI Staff Report. The Estoppel Certificate includes a Scope of Maintenance obligations at Exhibit A which specifically references the public parks referenced in the Development Agreement, bio-retention facilities and other improvements that are located outside of the Boundary Line.

6. The staff report for the Resolution of Formation included Exhibit A - The Formation Hearing Report for CFD 2017-1 ("Formation Report"). Exhibit A of the Formation Report includes the same description of the services as the Resolution of Intention. However, in Exhibit B, the Formation Report includes a cost estimate of the services, and the cost estimate includes the costs of improvements outside the CFD Boundary Line, including, but not limited to Bio-Retention facilities, trails, pump stations, and shoreline pier.



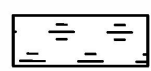
AMENDED AND RESTATED MAP OF BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



ORIGINAL TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1:

- (1) 018-0430-001-14\* - PARCEL M
- (2) 018-0460-004-11\* - PARCELS K&L
- (3) 018-0465-002-30\* - PARCEL G
- (4) 018-0465-015-00\* - PARCEL D
- (5) 018-0465-016-00\* - PARCEL E
- (6) 018-0465-017-00\* - PARCEL H
- (7) 018-0465-018-00\* - PARCEL J
- (8) 018-0465-002-18 - PARCEL F
- (9) 018-0465-002-20 - PARCEL F
- (10) 018-0465-012-00 - PARCEL A
- (11) 018-0465-014-00 - PARCEL C
- (12) 018-0465-019-00 - PARCEL B
- (13) 018-0465-020-00 - PARCEL B

LINETYPES & SYMBOLS

-  CFD 2017-1 BOUNDARY
-  ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2017-1 BOUNDARY OR SERVICES AREAS

FILED IN THE OFFICE OF THE CITY CLERK OF THE CITY OF OAKLAND THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
CITY CLERK

I HEREBY CERTIFY THAT THE WITHIN AMENDED AND RESTATED MAP SHOWING PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS APPROVED BY THE CITY COUNCIL OF THE CITY OF OAKLAND AT A MEETING THEREOF, HELD ON THE \_\_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_ BY ITS RESOLUTION NO. \_\_\_\_\_

\_\_\_\_\_  
CITY CLERK

FILED THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_, AT THE HOUR OF \_\_\_\_\_ O'CLOCK \_\_M., IN BOOK \_\_\_\_ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE \_\_\_\_ IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF ALAMEDA, STATE OF CALIFORNIA.

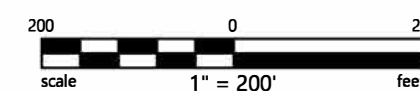
\_\_\_\_\_  
COUNTY RECORDER, COUNTY OF ALAMEDA

\* PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DETERMINED THAT SUBJECT TO CERTAIN CONDITIONS THAT HAVE BEEN SATISFIED, THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 SHALL BE EXTINGUISHED WITH RESPECT TO THIS PARCEL AND DIRECTED RECORDATION OF A NOTICE OF CESSATION THAT COMPLIES WITH THE REQUIREMENTS OF CALIFORNIA GOVERNMENT CODE SECTION 53330.5 FOR THE PURPOSE OF EXTINGUISHING THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 ON THIS PARCEL.

NOTE:

THE ORIGINAL MAP OF THE PROPOSED BOUNDARIES OF COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS RECORDED ON OCTOBER 17, 2017, AT THE HOUR OF 12:04 P.M. IN BOOK 18 OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE 85, DOCUMENT NO. 2017-229062, IN THE OFFICE OF THE COUNTY RECORDER IN ALAMEDA COUNTY, STATE OF CALIFORNIA. PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DIRECTED THE CITY CLERK TO CAUSE TO BE RECORDED THIS AMENDED AND RESTATED MAP OF BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, FOR THE PURPOSE OF ELIMINATING ALL REFERENCES TO THE LOCATION OF THE PUBLIC SERVICES TO BE FINANCED BY COMMUNITY FACILITIES DISTRICT NO. 2017-1 BECAUSE THE ORIGINAL MAP DID NOT ACCURATELY REPRESENT THE LOCATION OF SUCH PUBLIC SERVICES. CONCURRENTLY WITH RECORDING THIS AMENDED AND RESTATED MAP, THE CITY CLERK IS CAUSING TO BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER AN AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN FOR COMMUNITY FACILITIES DISTRICT NO. 2017-1 THAT WILL CORRECT ERRORS IN THE DESCRIPTION OF THE PUBLIC SERVICES TO BE FINANCED BY COMMUNITY FACILITIES STRICT NO. 2017-1.

PREPARED: MAY 25, 2023



BOUNDARY NOTES:

1. REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.
2. SINCE RECORDATION OF THE CFD 2017-1 BOUNDARY MAP, SUBSEQUENT SUBDIVISIONS HAVE OCCURRED.

**RECORDING REQUESTED BY AND  
AFTER RECORDATION RETURN TO:**

City Clerk  
City of Oakland  
City Hall, 1 Frank H Ogawa Plaza  
Oakland, CA 94612

**AMENDED AND RESTATED  
NOTICE OF SPECIAL TAX LIEN****City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)****Original Notice of Special Tax Lien**

Pursuant to the requirements of Section 3114.5 of the California Streets and Highways Code of California and Section 53328.3 of the California Government Code, the undersigned City Clerk of the City of Oakland (the "City"), County of Alameda, State of California, previously gave notice that a lien to secure payment of a special tax had been imposed by the City Council of the City of Oakland, County of Alameda, State of California (the "City Council"). The City Clerk gave notice by recordation of a Notice of Special Tax Lien in the Office of the Clerk- Recorder of the County of Alameda, State of California (the "Official Records") on December 13, 2017, at the hour of 1:03 p.m. as Document No. 2017274055 (the "Original Notice of Special Tax Lien").

The Original Notice of Special Tax Lien gave notice that the special tax secured by such lien was authorized to be levied on taxable properties in the above-referenced City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (the "District") for the purpose of paying for the full cost and all direct and incidental costs related to the provision of public services and the maintenance, operation, repair, and replacement costs of certain public infrastructure as described on Exhibit A to the Original Notice of Special Tax Lien, including, but not limited to, expenses of the administration of the District.

The Original Notice of Special Tax Lien further gave notice that the special tax was authorized to be levied within the District, which had been officially formed, and the lien of the special tax was a continuing lien which shall secure each annual levy of the special tax and which shall continue in force and effect until the special tax ceases to be levied and a notice of cessation of special tax is recorded in accordance with Section 53330.5 of the Government Code.

The rate, method of apportionment, and manner of collection of the authorized special tax was as set forth in Exhibit B to the Original Notice of Special Tax Lien and as set forth (without change) in Exhibit B attached hereto and hereby made a part hereof. No provision has been made for the prepayment of the special tax.

The Original Notice of Special Tax Lien further gave notice that upon the recording of the Original Notice of Special Tax Lien in the office of the County Clerk-Recorder of the County of Alameda, the obligation to pay the special tax levy would become a lien upon all nonexempt real property within District in accordance with Section 3115.5 of the California Streets and Highways Code.

The name(s) of the owner(s) and the assessor's tax parcel numbers of the real property included within the area of District were set forth in Exhibit C attached to the Original Notice of Special Tax Lien and are set forth (without change) in Exhibit C attached hereto and made a part hereof.

The Original Notice of Special Tax Lien referenced the boundary map of the District recorded at Book 18 of Maps of Assessment and Community Facilities Districts at Page 85, in the Official Records, which map was then the final boundary map of the District (the "Original Boundary Map").

### **Amended and Restated Notice of Special Tax Lien**

The City Clerk hereby gives notice that, on July 18, 2023, the City Council, in its capacity as the legislative body of the District, held a noticed public hearing on whether it had been the intent of the project approvals for the Brooklyn Basin Project (including the related Development Agreement) and the District proceedings to limit the geographic scope of the public services to be financed by the District to within the boundaries of the District, and all interested persons desiring to be heard on such matters were heard. Upon completion of the public hearing, and having determined that it was not the intent of the Brooklyn Basin project approvals (including the related Development Agreement) and the District proceedings to limit the geographic scope of the public services to be financed by the District to within the boundaries of the District, the City Council adopted its Resolution No. \_\_\_\_ C.M.S. , adopted on \_\_\_\_\_, 2023 (the "Corrective Resolution").

Pursuant to the Corrective Resolution, the City Council directed the City Clerk to cause to be recorded in the in the office of the County Clerk-Recorder of the County of Alameda an amendment and restatement of the Original Boundary Map (the "Amended and Restated Boundary Map") to supersede and replace the Original Boundary Map in the Official Records for the purpose of avoiding confusion by eliminating from the map any information that is not required to be presented on the map by the Act, including the erroneous depiction of the geographic scope of the Services, provided that such Amended and Restated Boundary Map shall not make any changes to the boundaries of CFD No. 2017-1, which Amended Boundary Map has been recorded in Book \_\_\_\_ of Maps of Assessment and Community Facilities Districts at Page \_\_\_\_, in the Official Records, and is now the final boundary map of the District. There has been no change in the boundaries of the District.

Pursuant to the Corrective Resolution, the City Council also directed the City Clerk to cause to be recorded in the Official Records this Amended and Restated Notice of Special Tax for the purpose of correcting any erroneous language stating that the geographic scope of public services to be financed by the District is limited to the area "within the District," "within the Brooklyn Basin project area", or similar language, and by attaching to the description of the public services to be financed by the District in Exhibit A of the Original Notice of Special Tax Lien a map of the geographical scope of the public services to be financed by the District that is consistent with the Project Approvals and the intent of the CFD No. 2017 formation proceedings.



Pursuant to the Corrective Resolution, the City Council resolved that, in making the findings and determinations and directing the City Clerk to take the actions set forth in the Corrective Resolution, the City Council intended to correct the inconsistencies in the description of the geographic scope of the public services to be financed by the District in all of the District proceedings, and in the event of any inconsistency between the Corrective Resolution and the District proceedings, the provisions of the Corrective Resolution shall apply to the extent of the inconsistency.

**Further Information**

For further information concerning the current and estimated future tax liability of owners or purchasers of real property subject to this special tax lien, interested persons should contact the City Administrator of the City of Oakland, 1 Frank H. Ogawa Plaza, Oakland, California 94612; Telephone: (510) 238-3301.

Dated: As of \_\_\_\_\_, 2023

By: \_\_\_\_\_  
Asha Reed  
City Clerk

**EXHIBIT A****NOTICE OF SPECIAL TAX LIEN****City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)****DESCRIPTION OF SERVICES TO BE FINANCED BY THE DISTRICT**

*The description of public services set forth in this Exhibit A has been corrected in accordance with the Corrective Resolution. Any deletions are shown in strike-out and any additions are shown in double underline.*

**Services**

The services to be funded, in whole or in part, by the City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (“CFD” or “District”) include the full cost of all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within ~~the District~~ the areas shown on Attachment 1 attached hereto and incorporated herein. More specifically, the services may include, but are not limited to: (i) maintenance, repair, and replacement of parks and landscaping in public areas and in the public right of way along public streets, including, but not limited to, irrigation, tree trimming, mowing, hardscape, sidewalk, and related maintenance of equipment specific to the Brooklyn Basin facilities, and vegetation maintenance and control; (ii) operation and maintenance of street lights, street furniture, and other appurtenances; (iii) storm protection services, including, but not limited to, the operation and maintenance, repair, and replacement of storm drainage systems that are reasonably necessary for the storm water management, treatment and mitigation requirements for the District (storm water management expressly excludes gravity flow conveyance improvements (pipes, catch basins, etc.)); (iv) annual inspection and reporting obligations associated with the parks, open space areas, public rights-of-way and ground water monitoring wells as required by the applicable operations and maintenance plan and (v) any other public services authorized to be funded under Section 53313 of the California Government Code that are also stipulated as maintenance obligations pursuant to the Development Agreement dated as of August 24, 2006, as amended from time to time, relating to the Brooklyn Basin project and recorded against all of the real property covered thereby.

The CFD may fund any of the following related to the services described in the preceding paragraph: (i) obtaining, constructing, furnishing, operating, maintaining, repairing, replacing, and environmental monitoring of equipment, apparatus, or facilities related to providing the services and/or equipment, apparatus, facilities, or fixtures in areas to be maintained; (ii) paying the salaries and benefits, or consultant fees, of personnel necessary or convenient to provide the services; (iii) payment of insurance costs and other related expenses; (iv) the provision of reserves for deposit in a reserve fund to be used for repairs and replacements, particularly including decks and pilings associated with piers and marinas, the funds in which shall be used solely for repairs and replacement; and (v) administrative and incidental expenses, as described below. The services to be financed by the CFD are in addition to those provided in the territory of the CFD before the date of formation of the CFD and will not supplant services already available within that territory when the CFD is created.

**Administrative Expenses**

The administrative expenses to be funded by the CFD include the full cost of direct and indirect expenses incurred by the City of Oakland (“City”) in carrying out its duties with respect to the CFD including, but not limited to: (i) the levy and collection of the special taxes; (ii) the fees and expenses of attorneys; (iii) any fees of the County of Alameda related to the CFD or the collection of special taxes; (iv) an allocable share of the salaries and benefits of any City staff, or consultant fees, directly related thereto and a proportionate amount of the City’s general administrative overhead related thereto; (v) any amounts paid by the City with respect to the CFD or the services authorized to be financed by the CFD; (vi) expenses incurred by the City in undertaking action to foreclose on properties for which the payment of special taxes is delinquent; and (vii) all other costs and expenses of the City in any way related to the CFD.

### **Other**

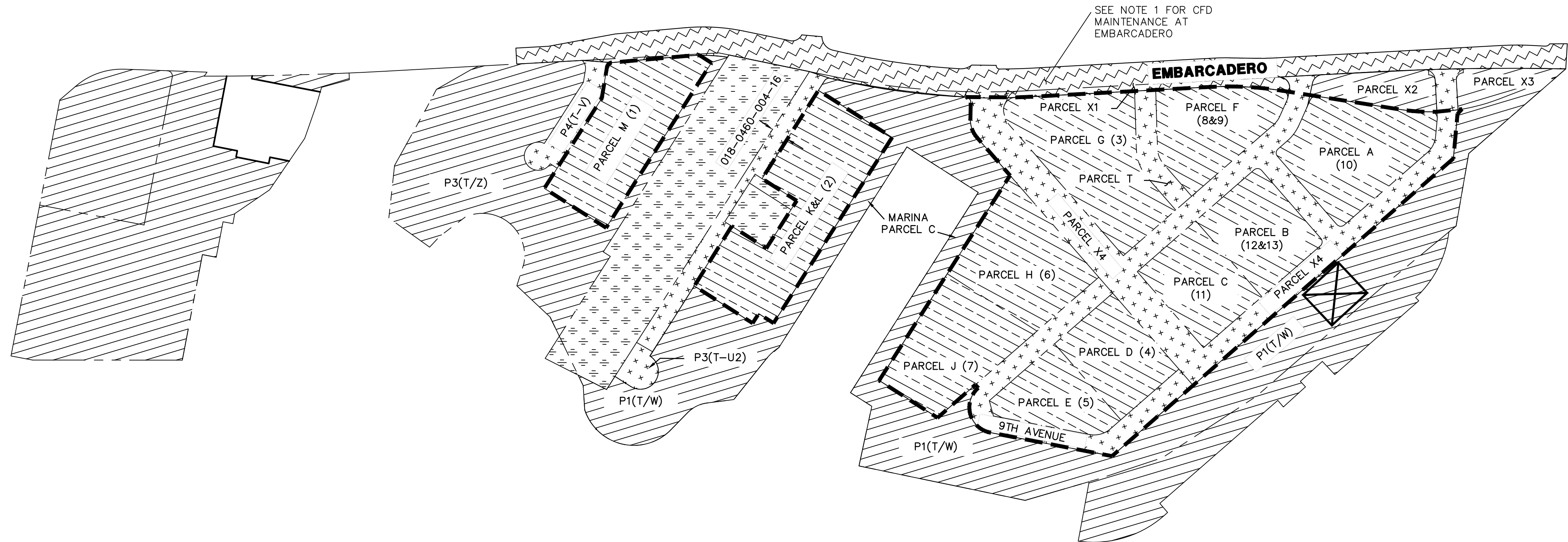
The incidental expenses that may be funded by the CFD include, in addition to the administrative expenses identified above, the payment or reimbursement to the CFD of the full cost of expenses associated with the establishment and ongoing administration of the CFD.

Attachment 1

[Attached]

Attachment 1 has been added in accordance with the Corrective Resolution.

MAP OF AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



SEE NOTE 1 FOR CFD MAINTENANCE AT EMBARCADERO

ORIGINAL TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1:

- (1) 018-0430-001-14\* - PARCEL M
- (2) 018-0460-004-11\* - PARCELS K&L
- (2) 018-0465-002-30\* - PARCEL G
- (3) 018-0465-015-00\* - PARCEL D
- (4) 018-0465-016-00\* - PARCEL E
- (5) 018-0465-017-00\* - PARCEL H
- (6) 018-0465-018-00\* - PARCEL J
- (7) 018-0465-002-18 - PARCEL F
- (8) 018-0465-002-20 - PARCEL F
- (9) 018-0465-012-00 - PARCEL A
- (10) 018-0465-014-00 - PARCEL C
- (11) 018-0465-019-00 - PARCEL B
- (13) 018-0465-020-00 - PARCEL B

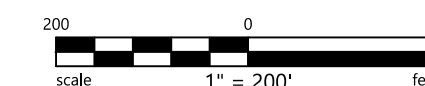
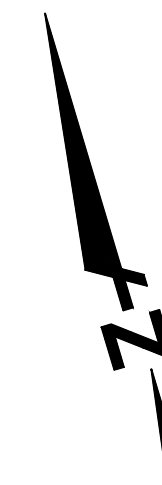
\* PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DETERMINED THAT SUBJECT TO CERTAIN CONDITIONS THAT HAVE BEEN SATISFIED, THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 SHALL BE EXTINGUISHED WITH RESPECT TO THIS PARCEL AND DIRECTED RECORDATION OF A NOTICE OF CESSATION THAT COMPLIES WITH THE REQUIREMENTS OF CALIFORNIA GOVERNMENT CODE SECTION 53330.5 FOR THE PURPOSE OF EXTINGUISHING THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 ON THIS PARCEL.

BOUNDARY NOTES:

- 1. REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.
- 2. SINCE RECORDATION OF THE CFD 2017-1 BOUNDARY MAP, SUBSEQUENT SUBDIVISIONS HAVE OCCURRED.

LINETYPES & SYMBOLS

- CFD 2017-1 BOUNDARY
- AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CFD 2017-1
- ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
- PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2017-1 BOUNDARY OR SERVICES AREAS
- PUBLIC STREETS MAINTENANCE AND RESERVES LIMITED TO LANDSCAPE IMPROVEMENTS, IRRIGATION IMPROVEMENTS, SIDEWALKS, STREETLIGHTS, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION
- DEPICT GENERAL AREA OF 9TH AVENUE TERMINAL SHED BUILDING SOLELY FOR PURPOSES OF INDICATING THAT PUBLIC RESTROOMS WITHIN THE BUILDING ARE WITHIN THE SERVICES AREA OF CFD 2017-1
- EMBARCADERO SERVICE AREA. SEE MAINTENANCE NOTE 1 BELOW



MAINTENANCE NOTE:

- 1. TO THE EXTENT CONSISTENT WITH THE DESCRIPTION OF AUTHORIZED SERVICES IN THIS AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN, CFD MAINTENANCE ON EMBARCADERO INCLUDES ALL OF THE LANDSCAPING ON EMBARCADERO (TREES, PALMS AND SHRUBS) AND RESERVES FOR THE REPLACEMENT OF LANDSCAPING, MAINTENANCE OF THE SIDEWALK (ON THE SOUTH SIDE OF EMBARCADERO), MAINTENANCE, RESERVES FOR IRRIGATION, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION.

**EXHIBIT B****CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT No. 2017-1  
(BROOKLYN BASIN PUBLIC SERVICES)****RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX**

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A Special Tax shall be levied on all Assessor's Parcels in the City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) ("CFD No. 2017-1") and collected each Fiscal Year commencing in Fiscal Year 2017-18, in an amount determined by the City Council of the City of Oakland through the application of the Rate and Method of Apportionment, as described below. All of the real property in CFD No. 2017-1, unless exempted by law or by the provisions hereof, shall be taxed for the purposes, to the extent, and in the manner herein provided.

**A. DEFINITIONS**

The terms as may hereinafter be set forth have the following meanings:

**"Act"** means the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, Division 2 of Title 5 of the California Government Code.

**"Administrative Expenses"** means the following actual or reasonably estimated costs directly related to the administration of CFD No. 2017-1: the costs of computing the Special Taxes and preparing the annual Special Tax collection schedules (whether by the City or CFD No. 2017-1 or both); the costs of collecting the Special Taxes (whether by the County or otherwise); the costs associated with preparing Special Tax disclosure statements and responding to public inquiries regarding the Special Taxes; the costs of the City or CFD No. 2017-1 related to an appeal of the Special Tax; the City's administration fees and third party expenses; the costs of City staff time and reasonable overhead related to CFD No. 2017-1; and amounts estimated or advanced by the City or CFD No. 2017-1 for any other administrative purposes of CFD No. 2017-1, including attorney's fees and other costs related to commencing and pursuing to completion any foreclosure of delinquent Special Taxes.

**"Affordable Housing Property"** means, for each Fiscal Year, all or a portion of any Assessor's Parcel within the boundaries of CFD No. 2017-1 that is subject to a deed restriction, resale restriction, or regulatory agreement recorded in favor of the City that restricts rent or prices chargeable to lower income households.

**"Airspace Parcel"** means a parcel with an assigned Assessor's Parcel Number that constitutes vertical space of an underlying land parcel.

**“Assessor’s Parcel”** means a lot or parcel, including an Airspace Parcel, shown on an Assessor’s Parcel Map with an assigned Assessor’s Parcel Number.

**“Assessor’s Parcel Map”** means an official map of the Assessor of the County designating parcels by Assessor’s Parcel Number.

**“Assessor’s Parcel Number”** means, with respect to an Assessor’s Parcel, that number assigned to such Assessor’s Parcel by the County for purposes of identification.

**“Building Department”** means a designee from the Planning and Building Department of the City or any alternate department responsible for building permit issuance, inspections, and final approval. If there is any doubt as to the responsible party, the CFD Administrator shall coordinate with the City to determine the appropriate party to serve as the Building Department for purposes of this Rate and Method of Apportionment.

**“Certificate of Occupancy”** or **“COO”** means a certificate issued by the City or a letter written by the Building Department to the CFD Administrator to confirm that a building or a portion of a building has met all of the building codes and can be occupied for residential and/or non-residential use. “Certificate of Occupancy” may include any temporary certificate of occupancy issued by the City.

**“CFD Administrator”** means an official of the City responsible for determining the Special Tax Requirement, providing for the levy and collection of the Special Tax, and performing the other duties provided for herein.

**“CFD No. 2017-1”** means City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services).

**“City”** means the City of Oakland, California.

**“City Council”** means the City Council of the City, acting as the legislative body of CFD No. 2017-1.

**“County”** means the County of Alameda.

**“CPI”** means, for each Fiscal Year, the Consumer Price Index published by the U.S. Bureau of Labor Statistics for All Urban Consumers in the San Francisco – Oakland – San Jose Area, measured as of the month of December in the calendar year that ends in the previous Fiscal Year. In the event this index ceases to be published, the CPI shall be another index as determined by the CFD Administrator that is reasonably comparable to the Consumer Price Index for the San Francisco – Oakland – San Jose Area.

**“Developed Property”** means, for each Fiscal Year, all Assessor’s Parcels of Taxable Property for which a Certificate of Occupancy was issued after January 1, 2017, and on or before June 30 of the previous Fiscal Year.

**“Fiscal Year”** means the period starting July 1 and ending on the following June 30.

**“For Sale Unit”** means, for each Fiscal Year, a residential dwelling unit which has been, or is deemed to be, offered for sale as part of an Initial Offering Event.

**“Initial Offering Event”** will be deemed to have occurred for all Units within a given Offering Building if, in any Fiscal Year, the CFD Administrator has determined that any Units in such Offering Building have been offered to the public for sale or rent for the first time during or following construction of the Offering Building and on or before June 30 of the previous Fiscal Year. An Initial Offering Event shall only occur once for each Offering Building and shall apply uniformly to all Units within each Offering Building, as either a for sale offering or rental offering, regardless of whether every Unit in an Offering Building was actually offered at the time of the Initial Offering Event.

**“Interim Unit”** means, for each Fiscal Year, a planned or constructed residential dwelling unit which has not been, or has not been deemed to be, offered for sale or rent as part of an Initial Offering Event.

**“Land Use Class”** means any of the classes listed in Table 1 below.

**“Maximum Special Tax”** means, with respect to an Assessor’s Parcel of Taxable Property, the maximum Special Tax determined in accordance with Section C below that can be levied in any Fiscal Year on such Assessor’s Parcel of Taxable Property.

**“Non-Residential”** means any buildings or portions of buildings that are used for or are expected to be used for a commercial lodging use, commercial retail use, institutional use (e.g., churches, private schools), commercial restaurant use, office use, or industrial use.

**“Non-Residential Property”** means, for each Fiscal Year, all or a portion of any Assessor’s Parcel of Developed Property that is used for or is expected to be used for a Non-Residential use.

**“Offering Building”** means an exclusive group of Units within a permanent, enclosed structure that is planned for or constructed on an Assessor’s Parcel of Taxable Property. An Offering Building shall consist of adjacent Units that are expected to be offered to the public at approximately the same time either exclusively for sale or exclusively for rent. An Offering Building may be physically connected to another structure or Offering Building, but each individual Offering Building will be treated separately for purposes of determining the Special Tax for each Unit within an Offering Building.

**“Property Owner Association Property”** means, for each Fiscal Year, property within the boundaries of CFD No. 2017-1 that was owned by a property owner association, including any master or sub-association, as of January 1 of the prior Fiscal Year.

**“Proportionately”** means that the ratio of the actual Special Tax levy to the Maximum Special Tax is equal for all Assessor's Parcels of Taxable Property.



**“Public Property”** means, for each Fiscal Year, property within the boundaries of CFD No. 2017-1 that is: (a) owned by, irrevocably offered to, or dedicated to the federal government, the State, the County, the City, or any local government or other public agency; or (b) encumbered by an easement for purposes of public right-of-way that makes impractical its use for any purpose other than that set forth in such easement, provided that any property leased by a public agency to a private entity and subject to taxation under Section 53340.1 of the Act shall be taxed and classified according to its use.

**“Rate and Method of Apportionment”** means this Rate and Method of Apportionment of Special Tax.

**“Rental Unit”** means, for each Fiscal Year, a residential dwelling unit which has been, or is deemed to be, offered for rent as part of an Initial Offering Event.

**“Residential Property”** means, for each Fiscal Year, all or a portion of any Assessor’s Parcel of Developed Property that is planned for, or constructed as, one or more Units.

**“Services”** means the services authorized to be financed, in whole or in part, by CFD No. 2017-1, including all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within the Brooklyn Basin project area.

**“Special Tax”** means the special tax authorized by the qualified electors of CFD No. 2017-1 to be levied within the boundaries of CFD No. 2017-1.

**“Special Tax Requirement”** means the amount necessary in any Fiscal Year to pay the cost of the Services, Administrative Expenses, and an amount equal to Special Tax delinquencies based on the historical delinquency rate for Special Taxes, as determined by the CFD Administrator.

**“Square Footage”** or **“Sq. Ft.”** means the gross leasable square footage of a Non-Residential Property as reflected on a building permit or Certificate of Occupancy issued by the City, a lease agreement, or other such document.

**“State”** means the State of California.

**“Taxable Property”** means, for each Fiscal Year, all Assessor’s Parcels within the boundaries of CFD No. 2017-1 which are not exempt from the Special Tax pursuant to law or Section E below.

**“Unit”** means a For Sale Unit, Interim Unit, or Rental Unit.

**B. ASSIGNMENT TO LAND USE CATEGORIES**

Each Fiscal Year, beginning with Fiscal Year 2017-18, the CFD Administrator shall identify the current Assessor's Parcel Numbers for all Taxable Property and Affordable Housing Property within CFD No. 2017-1. The CFD Administrator shall then identify all Developed Property by working with the Building Department to catalog all COOs issued on Taxable Property on or before June 30 of the prior Fiscal Year. Subsequently, all Developed Property shall be classified as Residential Property or Non-Residential Property. The CFD Administrator shall also determine: (i) the number of Units assigned to each Offering Building, which may include Units that can be classified as Affordable Housing Property; (ii) the current Assessor's Parcel Number associated with each Unit and Non-Residential Property; and (iii) the Square Footage of Non-Residential Property.

On or about July 1 of each Fiscal Year, the CFD Administrator shall determine whether an Initial Offering Event has occurred for any Offering Building, and if so, whether any Units within such Offering Building were offered for rent or for sale. After making these determinations, the CFD Administrator shall further classify each Unit of Residential Property as a For Sale Unit, Interim Unit, or Rental Unit. Once a residential dwelling unit has been classified as a For Sale Unit or a Rental Unit, it may not be reclassified in future Fiscal Years.

The CFD Administrator may make any determination in this Section B by using any reasonable source of information, including: a building permit issued by the City; an Assessor's Parcel Map; ownership information as reflected on the rolls of the County Assessor; a lease agreement; a close of escrow date; or any other relevant information as determined by the CFD Administrator.

**C. MAXIMUM SPECIAL TAX**

The Maximum Special Tax for each Assessor's Parcel classified as Taxable Property shall be determined by reference to Table 1 below.

**TABLE 1  
MAXIMUM SPECIAL TAX**

| <b>Land Use Class</b>           | <b>Maximum Special Tax<br/>Fiscal Year 2017-18</b> |
|---------------------------------|--|
| <b>Residential Property:</b>    |  |
| For Sale Unit                   | \$1,023 per Unit                                   |
| Rental Unit                     | \$902 per Unit                                     |
| Interim Unit                    | \$902 per Unit                                     |
| <b>Non-Residential Property</b> | <b>\$0.90 per Sq. Ft.</b>                          |

Beginning July 1, 2018, and each July 1 thereafter, the Maximum Special Tax shall be subject to an automatic increase at a rate equal to the greater of: (i) the percentage increase from the prior Fiscal Year, if any, in the CPI; or (ii) 4.8% of the amount in effect for the prior Fiscal Year.

In some instances an Assessor's Parcel of Taxable Property may contain more than one Land Use Class. The Maximum Special Tax levied on an Assessor's Parcel shall be the sum of the Maximum Special Tax for all Units of Residential Property and Square Footage of Non-Residential Property located on that Assessor's Parcel.

**D. METHOD OF APPORTIONMENT OF THE SPECIAL TAX**

Each Fiscal Year, beginning with Fiscal Year 2017-18, the CFD Administrator shall determine the Special Tax Requirement. The Special Tax shall then be levied Proportionately on each Assessor's Parcel of Taxable Property up to 100% of the applicable Maximum Special Tax for such Assessor's Parcel, or until the Special Tax Requirement is satisfied, whichever is less.

**E. EXEMPTIONS**

Notwithstanding anything in this Rate and Method of Apportionment to the contrary, no Special Tax shall be levied on Public Property or Property Owner Association Property. Additionally, no Special Tax shall be levied on up to 465 Units of Affordable Housing Property. Tax-exempt status will be assigned to Units of Affordable Housing Property in the chronological order in which property becomes Affordable Housing Property. However, should a Unit no longer be classified as Affordable Housing Property, its tax-exempt status will be revoked.

**F. APPEALS**

Any property owner may file a written appeal of the Special Tax with CFD No. 2017-1 claiming that the amount or application of the Special Tax is not correct. The appeal must be filed not later than one calendar year after having paid the Special Tax that is disputed, and the appellant must be current in all payments of Special Taxes. In addition, during the term of the appeal process, all Special Taxes levied must be paid on or before the payment date established when the levy was made.

The appeal must specify the reasons why the appellant claims the Special Tax is in error. The CFD Administrator shall review the appeal, meet with the appellant if the CFD Administrator deems necessary, and advise the appellant of its determination.

If the property owner disagrees with the CFD Administrator's decision relative to the appeal, the owner may then file a written appeal with the City Council, whose subsequent decision shall be final and binding on all interested parties. If the decision of the CFD Administrator or subsequent decision by the City Council requires the Special Tax to be

modified or changed in favor of the property owner, then the CFD Administrator shall determine if sufficient Special Tax revenue is available to make a cash refund. If a cash refund cannot be made, then an adjustment shall be made to credit future Special Tax levy(ies).

This procedure shall be exclusive and its exhaustion by any property owner shall be a condition precedent to filing any legal action by such owner.

**G. MANNER OF COLLECTION**

The Special Taxes shall be collected in the same manner and at the same time as ordinary *ad valorem* property taxes; provided, however, that the Special Taxes may be collected in such other manner as the City Council shall determine, including direct billing of affected property owners.

**H. TERM OF SPECIAL TAX**

The Special Tax shall continue to be levied indefinitely on an annual basis on all Taxable Property in CFD No. 2017-1.

**I. INTERPRETATION OF SPECIAL TAX FORMULA**

The City reserves the right to make minor administrative and technical changes to this document that do not materially affect the rate and method of apportioning the Special Tax. In addition, the interpretation and application of any section of this document shall be left to the City's discretion. Interpretations may be made by the City Council by ordinance or resolution for purposes of clarifying any vagueness or ambiguity in this Rate and Method of Apportionment of Special Tax.

**EXHIBIT C**

**NOTICE OF SPECIAL TAX LIEN**

**City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)**

**LIST OF OWNERS AND APNs**


Assessor's Parcel Nos.

Names of Property Owners

FILED  
OFFICE OF THE CITY CLERK  
OAKLAND

2015 MAY 28 PM 4:06

APPROVED AS TO FORM AND LEGALITY

  
DEPUTY CITY ATTORNEY

# OAKLAND CITY COUNCIL

RESOLUTION NO. 85664 C.M.S.

## A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF OAKLAND APPROVING AMENDED AND RESTATED LOCAL GOALS AND POLICIES FOR SPECIAL ASSESSMENT AND MELLO-ROOS COMMUNITY FACILITIES DISTRICT FINANCING

**WHEREAS**, under the Mello-Roos Community Facilities Act of 1982, (California Government Code Section 553311 *et seq.*) (the “**Act**”), and prior to the institution of any proceedings thereunder, the City Council of the City of Oakland (the “**City Council**”) must adopt goals and policies as provided in the Act; and

**WHEREAS**, on 4/17/15, this City Council approved “Local Goals and Policies and Appraisal Standards for Community Facilities Districts City of Oakland” (the “**Existing Goals and Policies**”); and

**WHEREAS**, this City Council desires to update and amend the existing Local Goals and Policies; now therefore be it

**RESOLVED**, that the “Amended and Restated Local Goals and Policies for Assessment and Mello-Roos Community Facilities District Financing” (the “**Amended Goals and Policies**”) attached hereto as Exhibit A are hereby found to meet the requirements of the Act and are hereby adopted by this City Council for purposes of compliance with the Act, subject to further amendment by this City Council as may be required from time to time; and be it

**FURTHER RESOLVED**, that this resolution and the Amended Goals and Policies shall be effective from and after the date of the adoption of this resolution by this City Council.

IN COUNCIL, OAKLAND, CALIFORNIA, JUN 17 2015, 2015

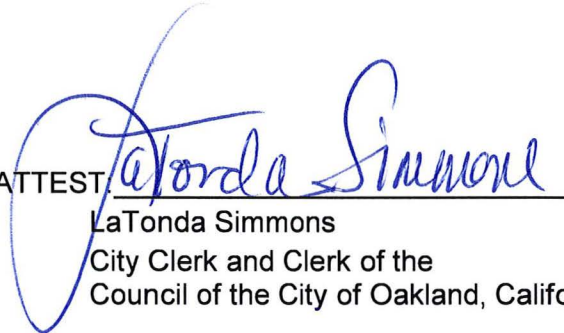
**PASSED BY THE FOLLOWING VOTE:**

AYES- BROOKS, GALLO, GUILLEN, KALB, ~~KAPLAN, REID~~, CAMPBELL, WASHINGTON,  
PRESIDENT GIBSON MCELHANEY - 6

NOES- 0

ABSENT- 2

ABSTENTION- 0

ATTEST   
LaTonda Simmons  
City Clerk and Clerk of the  
Council of the City of Oakland, California

**AMENDED AND RESTATED  
LOCAL GOALS AND POLICIES AND APPRAISAL  
STANDARDS FOR COMMUNITY FACILITIES DISTRICTS  
CITY OF OAKLAND**

The City of Oakland (“**City**”) hereby sets forth the following local goals and policies and appraisal standards (“**Local Goals and Policies**”) in compliance with Section 53312.7 of the Mello-Roos Community Facilities Act of 1982 (Government Code Section 53311 *et seq.*) (“**Act**”).

**General Policy**

The Local Goals and Policies delineated below have been prepared to provide guidelines for the use of Community Facilities Districts (“**CFD**”) in the City. Proceedings to establish a CFD may be initiated by a petition of one or more property owners or by the City through a resolution adopted by the City Council of the City of Oakland (“**City Council**”).

The City shall consider the use of CFDs for (1) acquiring, constructing or providing financing for all or a prescribed portion of the cost and expense of public capital improvements (“**Public Improvements**”) to be owned by the City or by such other public agencies or regulated public utility companies that serve a public purpose for the City and its inhabitants, (2) financing all or a prescribed portion of the estimated administrative cost and expense of maintaining and operating such Public Improvements, and (3) providing services permitted by the Act.

**Priorities**

The City hereby establishes the following priority for the implementation of CFDs:

1. Public Improvements which provide a community-wide benefit to all inhabitants of the City;
2. Public Improvements needed to serve a community plan or specific plan area that is currently deficient in off-site infrastructure needed to develop the area as planned;
3. Other Public Improvements for which there is a clearly demonstrated public benefit but which benefit is likely to be greater to specific sub-areas of the City rather than *community-wide*;
4. The administrative cost and expense of maintaining and operating any of the foregoing Public Improvements; and
5. Other improvements as permitted under the Act;
6. The cost of services permitted to be paid with special taxes under Section 53313 of the Act. To the extent required by the Act, the CFD may finance



only services that supplement and are in addition to those provided in the territory of the CFD before creation of the CFD. Such additional services may not supplant services already available within the territory of the CFD when the CFD was created.

The funding of public facilities to be owned and operated by public agencies other than the City shall be considered on a case-by-case basis. If the proposed financing is consistent with a public facilities financing plan approved by the City or the proposed facilities are otherwise consistent with approved land use plans for the property, the City may consider entering into a joint community facilities agreement or joint powers authority agreement to finance these facilities. A joint agreement with the public agency that will own and operate any such facility must be entered at the time or times required by the Act.

A CFD may also be formed for the purpose of refinancing any fixed special assessment or other governmental lien on property, to the extent permitted under the Act.

### **Required Credit Quality**

The City Council adopts the requirements of Section 53345.8 of the Act (a copy of which is set forth in Exhibit 1, attached hereto) as sufficient minimum standards for the credit quality of any bonds issued pursuant to the Act.

### **Disclosure to Property Purchasers**

1. At a minimum, any disclosures mandated by applicable state law shall apply to each CFD to inform prospective purchasers of property within the CFD of the existence of the special tax lien and their obligations with respect to the special taxes and the CFD. On a case-by-case basis, additional requirements may be mandated by the City for particular kinds of financings. The City may prescribe specific forms to be used to disclose the existence and extent of obligations imposed by CFD.

2. The City shall provide a notice of special taxes to sellers of property (other than developers), which will enable them to comply with their notice requirements under Section 1102.6 of the Civil Code. This notice shall be provided by the City after receipt of a written request for the notice from said seller. A reasonable fee may be charged for providing the notice, not to exceed any maximum fee specified in the Act.

### **Requirement for Special Tax Formulas**

The proposed amount and apportionment of the special tax for each CFD shall comply with the following criteria:

1. The special tax formula shall be structured to produce sufficient annual special tax revenue to pay:
  - (a) costs of Public Improvements designated for funding with the CFD special tax;

- (b) at a minimum, an amount equal to 110% gross annual debt service on special tax bonds which have been issued to finance the cost of Public Improvements, if any;
  - (c) amounts needed to replenish any reserve funds for bonds issued to finance the cost of Public Improvements, if any;
  - (d) amounts equal to the differences between expected earnings on any escrow fund and the interest payments due on related bonds of a CFD;
  - (e) annual administrative expenses of the CFD, including, but not limited to, the issue and administration of special tax bonds, if any; and
  - (f) funds reasonably required for future debt service on CFD bonds;
  - (g) the cost of services designated for funding with the CFD special tax;
  - (h) the costs of remarketing, credit enhancement and liquidity facility fees;
  - (i) the cost of acquisition, construction, furnishing or equipping of authorized facilities;
  - (j) lease payments for existing or future facilities;
  - (k) costs associated with the release of funds from an escrow account;
  - (l) the costs of services; and
  - (m) any other costs or payments permitted by law.
2. The CFD may levy sufficient special taxes to protect against unforeseen contingencies, including but not limited to, projected delinquencies in the payment of the special tax.
  3. The rate and method of apportionment may provide for an annual increase in the maximum special tax for residential properties and shall provide for prepayment and discharge of that portion of the special tax obligation on any residential properties pertaining to debt service on special tax bonds, if any.
  4. The total projected annual special tax revenues, less estimated annual administrative expenses and services and pay-as-you-go program costs shall be at minimum equal to the projected annual gross debt service on outstanding special tax bonds, if any.
  5. All property within the CFD not otherwise statutorily exempted or owned (or to be owned) by a public entity and to be benefited shall bear its

appropriate share of the special tax liability, as determined in the rate and method of apportionment of special taxes for the CFD.

6. The special tax shall be allocated and apportioned on the basis of reasonableness to all categories and classes of property within the CFD, as determined by the City Council.
7. The total amount of projected *ad valorem* property tax and other direct and overlapping debt for the proposed CFD (including estimated CFD charges, projected benefit assessments, levies for authorized but unissued debt and any other anticipated municipal charges which may be included on a property owner's annual property tax bill), including the proposed maximum special tax, shall not exceed two and one-half percent (2.5%) of the estimated market value for any single family home, condominium or town home. Any deviations from the foregoing must be specifically approved by the City Council.

Exemptions from the special tax may be given on a case-by-case basis at the discretion of the City, and may include without limitation parcels that are publicly owned, are held by a property owners' association, are used for a public purpose such as open space or wetlands, are affected by public utility easements making impractical their utilization for other than the purposes set forth in the easements, or that have insufficient value to support bonded indebtedness.

The annual increase, if any, in the maximum special tax for any parcel may not exceed any maximum specified in the Act. The increase in the special tax levied on any parcel as a consequence of delinquency or default by the owner of any other parcel may not exceed any maximum specified in the Act.

Special taxes will be levied only on an entire assessor's parcel, and any allocation of special tax liability of an assessor's parcel to leasehold or possessory interest in the fee ownership of such assessor's parcel shall be the responsibility of the fee owner of such parcel and the City shall have no responsibility therefore and has no interest therein. Failure of an owner of any parcel to pay or cause to be paid any special taxes in full when due, shall subject the entire assessor's parcel to foreclosure in accordance with the Act.

The City may retain a special tax consultant to prepare a report which: (a) recommends a special tax for the proposed CFD, and (b) evaluates the special tax proposed to determine its ability to adequately fund identified public facilities, administrative costs, services and other related expenditures. Such analysis may also address the resulting aggregate tax burden of all proposed special taxes plus existing special taxes, *ad valorem* taxes and assessments on the properties within the CFD.

## **Appraisal Standards**

The Appraisal Standards for Land Secured Financings published by the California Debt and Investment Advisory Commission dated May 1994, as revised in July 2004, are adopted as the appraisal standards for the City with the following modifications:

1. The independent review appraiser is an option, and not a requirement.
2. The comparable sales method may be used whenever there is sufficient data available in the opinion of the appraiser.
3. The appraiser should assess value based on the assumption that the Public Improvements to be financed with the proposed special tax bonds are already completed.
4. The special tax lien need not be computed as the present value of the future tax payments if there is a pre-payment mechanism or other more appropriate measure.
5. Except where necessary to make a meaningful comparable sale comparison, the appraiser should not discount the value of property for the amount of the special tax lien.

## **Minimum Standards Waivers and Amendments**

The policies set forth herein reflect the minimum standards under which the City will make use of CFDs to fund certain Public Improvements or public services. The City may, in its discretion and to the extent permitted by law, waive any of the policies set forth herein in particular cases.

The goals and policies set forth herein may be amended at any time and from time to time by the City.

EXHIBIT 1

## TEXT OF SECTION 53345.8 OF THE ACT

**Section 53345.8.** (a) The legislative body may sell bonds pursuant to this chapter only if it determines prior to the award of sale of bonds that the value of the real property that would be subject to the special tax to pay debt service on the bonds will be at least three times the principal amount of the sum of the following:

(1) The principal amount of the bonds to be sold.

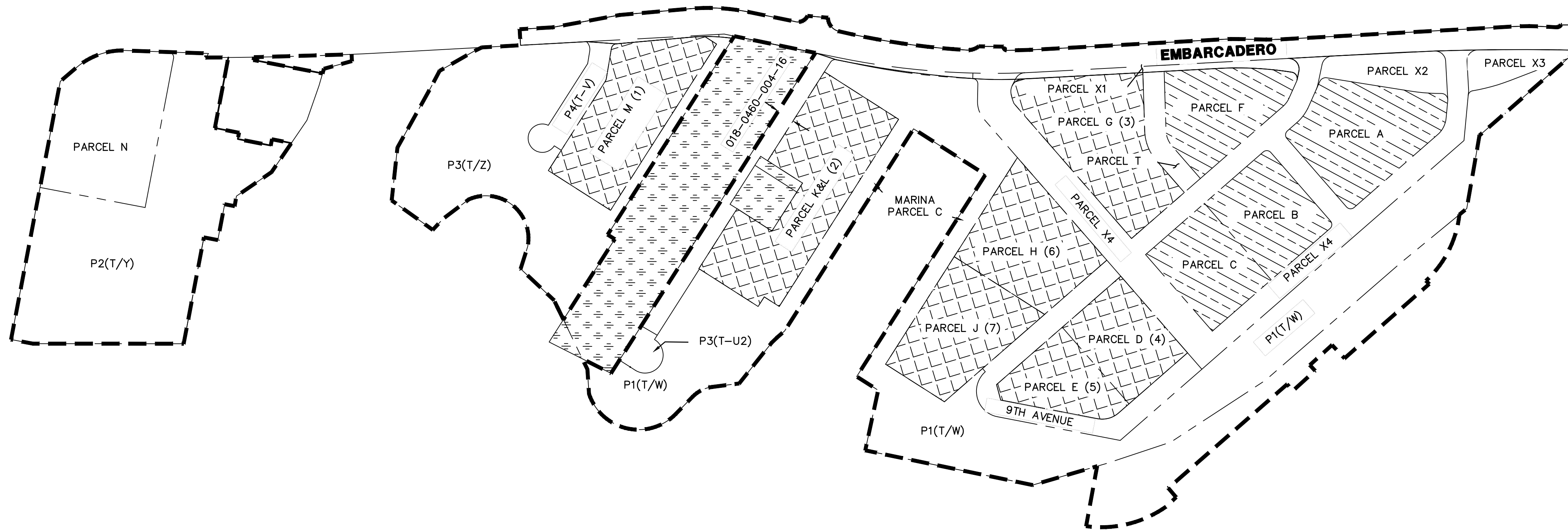
(2) The principal amount of all other bonds outstanding that are secured by a special tax levied pursuant to this chapter on property within the community facilities district or a special assessment levied on property within the community facilities district. The legislative body shall estimate the principal amount of these other bonds that are secured by property within the district by assuming that the maximum allowable tax or assessment applicable to each parcel of property within the district will be levied until the date of maximum maturity of the bonds. Any determination made pursuant to this subdivision shall be based upon the full cash value as shown on the ad valorem assessment roll or upon an appraisal of the subject property made in a manner consistent with the policies adopted pursuant to paragraph (5) of subdivision (a) of Section 53312.7 by a state certified real estate appraiser, as defined in subdivision (c) of Section 11340 of the Business and Professions Code. The Treasurer may recommend definitions, standards, and assumptions to be used for these appraisals. These definitions, standards, and assumptions are advisory only, and the definitions, standards, and assumptions to be applied to appraisals will be those adopted by the local agency pursuant to paragraph (5) of subdivision (a) of Section 53312.7.

(b) Notwithstanding the provisions of subdivision (a), if the legislative body selling the bonds finds and determines that the proposed bonds do not present any unusual credit risk due to the availability of credit enhancements, or because a sufficient portion of the principal amount of a bond issue has been deposited in a self-financing and self-liquidating escrow account under conditions such that it cannot be withdrawn until the value of real property subject to special taxes has increased sufficiently so that the requirements of subdivision (a) will be met or for other reasons specified by the legislative body, the provisions of subdivision (a) may be disregarded.

(c) Notwithstanding the provisions of subdivision (a), if the legislative body selling the bonds finds and determines by a vote of not less than four-fifths of all of its members that the proposed bond issue should proceed for specified public policy reasons, the provisions of subdivision (a) may be disregarded.

A finding and determination by the legislative body pursuant to this subdivision shall be final and conclusive upon all persons in the absence of actual fraud, and neither the legislative body nor the district shall have any liability of any kind whatsoever out of, or in connection with, any finding and determination.




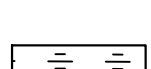
PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1:

- (1) 018-0430-001-14 - PARCEL M
- (2) 018-0460-004-11 - PARCELS K&L
- (2) 018-0465-002-30 - PARCEL G
- (3) 018-0465-015-00 - PARCEL D
- (4) 018-0465-016-00 - PARCEL E
- (5) 018-0465-017-00 - PARCEL H
- (6) 018-0465-018-00 - PARCEL J

LINETYPES & SYMBOLS

-  CFD 2023-1 BOUNDARY
-  TAXABLE PROPERTIES WITHIN CFD 2023-1
-  TAXABLE PROPERTIES WITHIN CFD 2017-1 (FOR REFERENCE ONLY)
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2023-1 BOUNDARY OR SERVICES AREAS

FILED IN THE OFFICE OF THE CITY CLERK OF THE CITY OF OAKLAND THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_.

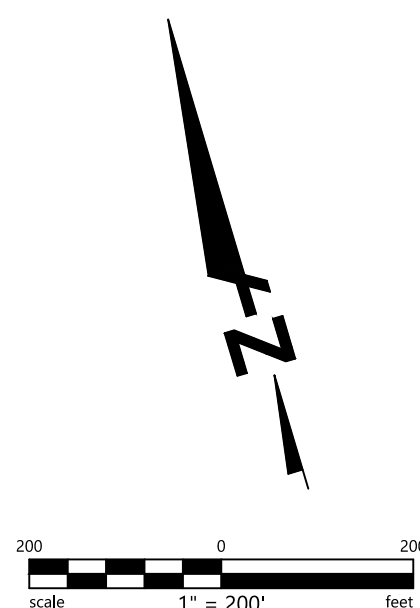
\_\_\_\_\_  
CITY CLERK

I HEREBY CERTIFY THAT THE WITHIN MAP SHOWING PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS APPROVED BY THE CITY COUNCIL OF THE CITY OF OAKLAND AT A MEETING THEREOF, HELD ON THE \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_ BY ITS RESOLUTION NO. \_\_\_\_\_.

\_\_\_\_\_  
CITY CLERK

FILED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_, AT THE HOUR OF \_\_\_\_\_ O'CLOCK \_\_M., IN BOOK \_\_\_\_ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE \_\_\_\_ IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF ALAMEDA, STATE OF CALIFORNIA.

\_\_\_\_\_  
COUNTY RECORDER, COUNTY OF ALAMEDA



BOUNDARY NOTE:  
REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.

# ATTACHMENT F

**PETITION FOR PROCEEDINGS TO CORRECT INCONSISTENCIES  
RELATED TO THE DESCRIPTION OF THE GEOGRAPHIC SCOPE OF THE AUTHORIZED  
SERVICES IN THE PROCEEDINGS FOR CITY OF OAKLAND COMMUNITY FACILITIES  
DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), AND DIRECTING  
RECORDATION OF AN AMENDED AND RESTATED BOUNDARY MAP AND AN AMENDED  
AND RESTATED NOTICE OF SPECIAL TAX LIEN**

June 22, 2023

City Council of the  
City of Oakland  
1 Frank H Ogawa Plaza  
Oakland, California 94612

Members of the Council:

This petition (the “**Petition**”) relates to a development, formerly known as the Oak-to-Ninth Avenue Mixed Use Development, and now known as the Brooklyn Basin Project (the “**Brooklyn Basin Project**”). The City of Oakland (the “**City**”), as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company (the “**Developer**”), as successor by assignment from Oakland Harbor Partners, LLC, are parties to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Brooklyn Basin Project (as amended and assigned, the “**Development Agreement**”).

The City Council previously conducted proceedings under, and pursuant to, the Mello-Roos Community Facilities Act of 1982 (Government Code Section 53311 et seq.) (the “**Act**”), to form “City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services)” (“**CFD No. 2017-1**”), to authorize the levy of a special tax (the “**CFD No. 2017-1 Special Tax**”) upon the land within CFD 2017-1 to pay for certain public services (the “**Services**”).

The City Council declared its intention to form CFD No. 2017-1 pursuant to Resolution No. 86921 C.M.S., adopted on October 3, 2017 (the “**Resolution of Intention**”).

The City Council established CFD No. 2017-1 pursuant to Resolution No. 86960 C.M.S. adopted on November 7, 2017.

Pursuant to Resolution No. 86961 C.M.S., adopted on November 7, 2017, a mail ballot election was held of the three qualified landowner electors in CFD No. 2017-1, who were affiliated entities: (1) the Developer, who owned approximately 16.45 acres of taxable property in CFD No. 2017-1 and was entitled to seventeen (17) votes (approximately 80% of the total votes), (2) 250 Ninth Avenue Partners, LLC, a California Limited liability company, who owned approximately 1.54 acres of taxable property in CFD No. 2017-1 and was entitled to two (2) votes (approximately 10% of the total votes), and (3) Zarsion BBC, LLC, a California limited liability company, who owned approximately 1.44 acres of taxable property in CFD No. 2017-1 and was entitled to two (2) votes (approximately 10% of the total votes).

# ATTACHMENT F

Following completion of the mail ballot election, the City Council determined in Resolution No. 86962 C.M.S., adopted on November 7, 2017, that more than two-thirds of all the votes cast at the election were in favor of the levy of the CFD No. 2017-1 Special Tax to finance the Services.

The City Council levied the CFD No. 2017-1 Special Tax on taxable properties in CFD No. 2017-1 pursuant to Ordinance No. 13463 C.M.S., adopted on November 28, 2017.

On December 13, 2017, the City Clerk caused to be recorded as Document No. 2017274055 in the official records of the County of Alameda, California (the “**Official Records**”) a Notice of Special Tax Lien (the “**Original Notice of Special Tax Lien**”) pursuant to which notice was given that a lien to secure the payment of the CFD No. 2017-1 Special Tax was imposed on taxable property in CFD No. 2017-1.

The Original Notice of Special Tax Lien referenced the boundary map of the District recorded at Book 18 of Maps of Assessment and Community Facilities Districts at Page 85 in the Official Records, which map was then the final boundary map of the District (the “**Original Boundary Map**”).

The Property Owner (as defined below) and City staff have determined that the CFD No. 2017-1 proceedings contain inconsistencies in the description of the location of the Services to be financed by CFD No. 2017-1, including failing to consistently describe the geographic scope of the Services as extending outside the boundaries of CFD No. 2017-1 (particularly, operation and maintenance of a major portion of the Maintained Improvements such as the parks, opens space, shoreline trails, and piers).

Pursuant to this Petition, the Property Owner is petitioning the City Council to undertake proceedings to correct such inconsistencies and to clarify that it was not the intent of the Development Agreement and Condition of Approval No. 38 for the Brooklyn Basin Project (collectively, the “Project Approvals”) or the CFD No. 2017-1 proceedings to limit the geographic scope of the Services for the Maintained Improvements to within the boundaries of CFD No. 2017-1.

1. Petitioners. This Petition is submitted pursuant to the Act to the City by the owner (the “**Property Owner**”) of 100% of the fee simple interest in the real property identified in Exhibit C attached hereto (the “**Property**”). The Property Owner warrants to the City with respect to the Property that the signatories are authorized to execute this Petition and that the submission of this Petition and participation in the City’s proceedings under the Act will not constitute a violation or event of default under any existing financing arrangement in any way affecting the Property Owner and such Property, including any “due-on-encumbrance” clauses under any existing deeds of trust secured by the Property.

2. Request to Institute Proceedings for a New Community Facilities District. The City Council is hereby requested to undertake proceedings to correct inconsistencies in the CFD No. 2017-1 proceedings with respect to the description of the location of the Services to be financed by CFD No. 2017-1. More specifically, in order to establish a clear record of the geographic scope of the Services, the Property Owner hereby asks the City Council to:

- a. Declare that it was not the intent of the Project Approvals or the CFD No. 2017-1 proceedings to limit the geographic scope of the Services to the boundaries of CFD No. 2017-1.



# ATTACHMENT F

- b. Direct the City Clerk to cause to be recorded in the Official Records an amendment and restatement of the Original Boundary Map for CFD No. 2017-1 to supersede and replace the Original Boundary Map in the Official Records for the purpose of avoiding confusion by eliminating from the map any information that is not required to be presented on the map by the Act, including the erroneous depiction of the geographic scope of the Services, provided that such Amended and Restated Boundary Map shall not make any changes to the boundaries of CFD No. 2017-1. The proposed Amended and Restated Boundary Map is attached as Exhibit A.
  - c. Direct the City Clerk to cause to be recorded in the Official Records an amendment and restatement of the Original Notice of Special Tax Lien for CFD No. 2017-1 for the purpose of correcting any erroneous language stating that the geographic scope of Services is limited to the area “within the District”, “within the Brooklyn Basin project area”, or similar language and by attaching to the description of the public services to be financed by the District in Exhibit A of the Original Notice of Special Tax Lien a map of the geographical scope of the public services to be financed by the District that is consistent with the Project Approvals and the intent of the CFD No. 2017 formation proceedings. The proposed Amended and Restated Notice of Special Tax Lien is attached as Exhibit B.
3. Counterparts. This Petition may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

By executing this Petition, the persons below agree to all of the above.

The property that is the subject of this Petition is identified on Exhibit C

The name of the owner of record of such property and the petitioner and its mailing address is:

Zarsion Essex, LLC, a Delaware limited liability company

By: Zarsion BBC, LLC, a California limited liability company, its Manager

By: Zarsion America, Inc., a California corporation, its Manager

By: Evan Hsen, its Senior Vice President



Mailing Address:

1999 S. Bascom Ave., Ste.700  
Campbell, CA 95008

Attention: Evan Hsen  
Telephone: 669-258-9810  
Email: Evanh@zarsionamerica.com

# ATTACHMENT F

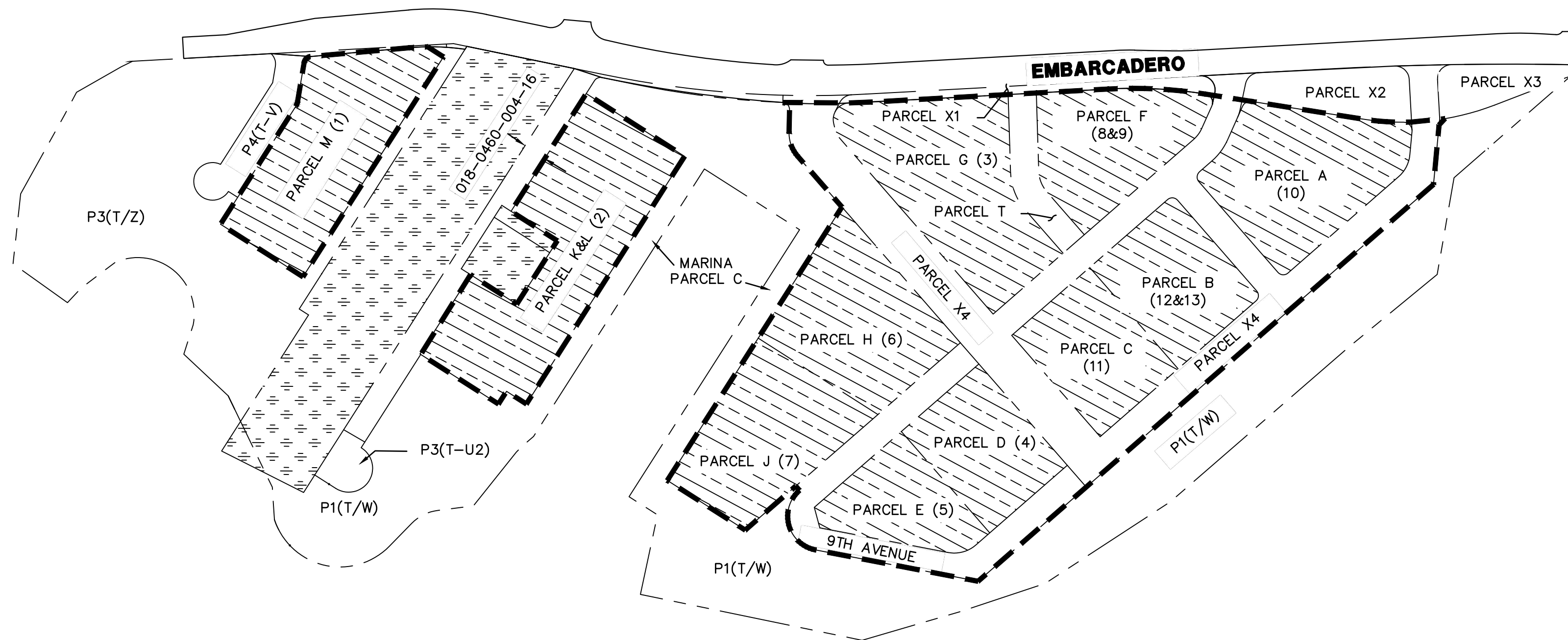
## EXHIBIT A

City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)

### AMENDED AND RESTATED BOUNDARY MAP

[attached]


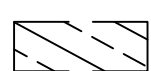
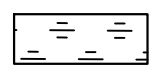
AMENDED AND RESTATED MAP OF BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



ORIGINAL TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1:

- (1) 018-0430-001-14\* - PARCEL M
- (2) 018-0460-004-11\* - PARCELS K&L
- (3) 018-0465-002-30\* - PARCEL G
- (4) 018-0465-015-00\* - PARCEL D
- (5) 018-0465-016-00\* - PARCEL E
- (6) 018-0465-017-00\* - PARCEL H
- (7) 018-0465-018-00\* - PARCEL J
- (8) 018-0465-002-18 - PARCEL F
- (9) 018-0465-002-20 - PARCEL F
- (10) 018-0465-012-00 - PARCEL A
- (11) 018-0465-014-00 - PARCEL C
- (12) 018-0465-019-00 - PARCEL B
- (13) 018-0465-020-00 - PARCEL B

LINETYPES & SYMBOLS

-  CFD 2017-1 BOUNDARY
-  ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2017-1 BOUNDARY OR SERVICES AREAS

FILED IN THE OFFICE OF THE CITY CLERK OF THE CITY OF OAKLAND THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_.

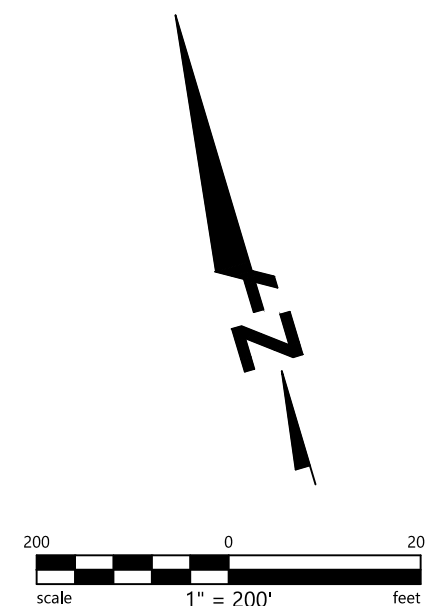
\_\_\_\_\_  
CITY CLERK

I HEREBY CERTIFY THAT THE WITHIN AMENDED AND RESTATED MAP SHOWING PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS APPROVED BY THE CITY COUNCIL OF THE CITY OF OAKLAND AT A MEETING THEREOF, HELD ON THE \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_ BY ITS RESOLUTION NO. \_\_\_\_\_.

\_\_\_\_\_  
CITY CLERK

FILED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_, AT THE HOUR OF \_\_\_\_\_ O'CLOCK \_\_M., IN BOOK \_\_\_\_ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE \_\_\_\_ IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF ALAMEDA, STATE OF CALIFORNIA.

\_\_\_\_\_  
COUNTY RECORDER, COUNTY OF ALAMEDA



- BOUNDARY NOTES:
- REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.
  - SINCE RECORDATION OF THE CFD 2017-1 BOUNDARY MAP, SUBSEQUENT SUBDIVISIONS HAVE OCCURRED.

NOTE:

THE ORIGINAL MAP OF THE PROPOSED BOUNDARIES OF COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS RECORDED ON OCTOBER 17, 2017, AT THE HOUR OF 12:04 P.M. IN BOOK 18 OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE 85, DOCUMENT NO. 2017-229062, IN THE OFFICE OF THE COUNTY RECORDER IN ALAMEDA COUNTY, STATE OF CALIFORNIA. PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DIRECTED THE CITY CLERK TO CAUSE TO BE RECORDED THIS AMENDED AND RESTATED MAP OF BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, FOR THE PURPOSE OF ELIMINATING ALL REFERENCES TO THE LOCATION OF THE PUBLIC SERVICES TO BE FINANCED BY COMMUNITY FACILITIES DISTRICT NO. 2017-1 BECAUSE THE ORIGINAL MAP DID NOT ACCURATELY REPRESENT THE LOCATION OF SUCH PUBLIC SERVICES. CONCURRENTLY WITH RECORDING THIS AMENDED AND RESTATED MAP, THE CITY CLERK IS CAUSING TO BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER AN AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN FOR COMMUNITY FACILITIES DISTRICT NO. 2017-1 THAT WILL CORRECT ERRORS IN THE DESCRIPTION OF THE PUBLIC SERVICES TO BE FINANCED BY COMMUNITY FACILITIES STRICT NO. 2017-1.

# ATTACHMENT F

## EXHIBIT B

**AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN**  
[attached]

# ATTACHMENT F

**RECORDING REQUESTED BY AND  
AFTER RECORDATION RETURN TO:**

City Clerk  
City of Oakland  
City Hall, 1 Frank H Ogawa Plaza  
Oakland, CA 94612

**AMENDED AND RESTATED  
NOTICE OF SPECIAL TAX LIEN**

**City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)**

**Original Notice of Special Tax Lien**

Pursuant to the requirements of Section 3114.5 of the California Streets and Highways Code of California and Section 53328.3 of the California Government Code, the undersigned City Clerk of the City of Oakland (the “City”), County of Alameda, State of California, previously gave notice that a lien to secure payment of a special tax had been imposed by the City Council of the City of Oakland, County of Alameda, State of California (the “City Council”). The City Clerk gave notice by recordation of a Notice of Special Tax Lien in the Office of the Clerk- Recorder of the County of Alameda, State of California (the “Official Records”) on December 13, 2017, at the hour of 1:03 p.m. as Document No. 2017274055 (the “Original Notice of Special Tax Lien”).

The Original Notice of Special Tax Lien gave notice that the special tax secured by such lien was authorized to be levied on taxable properties in the above-referenced City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (the “District”) for the purpose of paying for the full cost and all direct and incidental costs related to the provision of public services and the maintenance, operation, repair, and replacement costs of certain public infrastructure as described on Exhibit A to the Original Notice of Special Tax Lien, including, but not limited to, expenses of the administration of the District.

The Original Notice of Special Tax Lien further gave notice that the special tax was authorized to be levied within the District, which had been officially formed, and the lien of the special tax was a continuing lien which shall secure each annual levy of the special tax and which shall continue in force and effect until the special tax ceases to be levied and a notice of cessation of special tax is recorded in accordance with Section 53330.5 of the Government Code.

# ATTACHMENT F

The rate, method of apportionment, and manner of collection of the authorized special tax was as set forth in Exhibit B to the Original Notice of Special Tax Lien and as set forth (without change) in Exhibit B attached hereto and hereby made a part hereof. No provision has been made for the prepayment of the special tax.

The Original Notice of Special Tax Lien further gave notice that upon the recording of the Original Notice of Special Tax Lien in the office of the County Clerk-Recorder of the County of Alameda, the obligation to pay the special tax levy would become a lien upon all nonexempt real property within District in accordance with Section 3115.5 of the California Streets and Highways Code.

The name(s) of the owner(s) and the assessor's tax parcel numbers of the real property included within the area of District were set forth in Exhibit C attached to the Original Notice of Special Tax Lien and are set forth (without change) in Exhibit C attached hereto and made a part hereof.

The Original Notice of Special Tax Lien referenced the boundary map of the District recorded at Book 18 of Maps of Assessment and Community Facilities Districts at Page 85, in the Official Records, which map was then the final boundary map of the District (the "Original Boundary Map").

## **Amended and Restated Notice of Special Tax Lien**

The City Clerk hereby gives notice that, on July 18, 2023, the City Council, in its capacity as the legislative body of the District, held a noticed public hearing on whether it had been the intent of the project approvals for the Brooklyn Basin Project (including the related Development Agreement) and the District proceedings to limit the geographic scope of the public services to be financed by the District to within the boundaries of the District, and all interested persons desiring to be heard on such matters were heard. Upon completion of the public hearing, and having determined that it was not the intent of the Brooklyn Basin project approvals (including the related Development Agreement) and the District proceedings to limit the geographic scope of the public services to be financed by the District to within the boundaries of the District, the City Council adopted its Resolution No. \_\_\_\_ C.M.S. , adopted on \_\_\_\_\_, 2023 (the "Corrective Resolution").

Pursuant to the Corrective Resolution, the City Council directed the City Clerk to cause to be recorded in the in the office of the County Clerk-Recorder of the County of Alameda an amendment and restatement of the Original Boundary Map (the "Amended and Restated Boundary Map") to supersede and replace the Original Boundary Map in the Official Records for the purpose of avoiding confusion by eliminating from the map any information that is not required to be presented on the map by the Act, including the erroneous depiction of the geographic scope of the Services, provided that such Amended and Restated Boundary Map shall not make any changes to the boundaries of CFD No. 2017-1, which Amended Boundary Map has been recorded in Book \_\_\_\_ of Maps of Assessment and Community Facilities Districts at Page \_\_\_\_, in the Official Records, and is now the final boundary map of the District. There has been no change in the boundaries of the District.

Pursuant to the Corrective Resolution, the City Council also directed the City Clerk to cause to be recorded in the Official Records this Amended and Restated Notice of Special Tax for the purpose of correcting any erroneous language stating that the geographic scope of public services to be financed by the District is limited to the area "within the District," "within the Brooklyn Basin project area", or similar language, and by attaching to the description of the public services to be financed by the District in Exhibit A of the Original Notice of Special Tax Lien a map of the geographical scope of the public services to be financed by the District that is consistent with the Project Approvals and the intent of the CFD No. 2017 formation proceedings.

# ATTACHMENT F

Pursuant to the Corrective Resolution, the City Council resolved that, in making the findings and determinations and directing the City Clerk to take the actions set forth in the Corrective Resolution, the City Council intended to correct the inconsistencies in the description of the geographic scope of the public services to be financed by the District in all of the District proceedings, and in the event of any inconsistency between the Corrective Resolution and the District proceedings, the provisions of the Corrective Resolution shall apply to the extent of the inconsistency.

## **Further Information**

For further information concerning the current and estimated future tax liability of owners or purchasers of real property subject to this special tax lien, interested persons should contact the City Administrator of the City of Oakland, 1 Frank H. Ogawa Plaza, Oakland, California 94612; Telephone: (510) 238-3301.

Dated: As of \_\_\_\_\_, 2023

By: \_\_\_\_\_  
Asha Reed  
City Clerk

# ATTACHMENT F

## EXHIBIT A

### NOTICE OF SPECIAL TAX LIEN

**City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)**

#### **DESCRIPTION OF SERVICES TO BE FINANCED BY THE DISTRICT**

*The description of public services set forth in this Exhibit A has been corrected in accordance with the Corrective Resolution. Any deletions are shown in strike-out and any additions are shown in double underline.*

#### **Services**

The services to be funded, in whole or in part, by the City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (“CFD” or “District”) include the full cost of all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within ~~the District~~ the areas shown on Attachment 1 attached hereto and incorporated herein. More specifically, the services may include, but are not limited to: (i) maintenance, repair, and replacement of parks and landscaping in public areas and in the public right of way along public streets, including, but not limited to, irrigation, tree trimming, mowing, hardscape, sidewalk, and related maintenance of equipment specific to the Brooklyn Basin facilities, and vegetation maintenance and control; (ii) operation and maintenance of street lights, street furniture, and other appurtenances; (iii) storm protection services, including, but not limited to, the operation and maintenance, repair, and replacement of storm drainage systems that are reasonably necessary for the storm water management, treatment and mitigation requirements for the District (storm water management expressly excludes gravity flow conveyance improvements (pipes, catch basins, etc.)); (iv) annual inspection and reporting obligations associated with the parks, open space areas, public rights-of-way and ground water monitoring wells as required by the applicable operations and maintenance plan and (v) any other public services authorized to be funded under Section 53313 of the California Government Code that are also stipulated as maintenance obligations pursuant to the Development Agreement dated as of August 24, 2006, as amended from time to time, relating to the Brooklyn Basin project and recorded against all of the real property covered thereby.

The CFD may fund any of the following related to the services described in the preceding paragraph: (i) obtaining, constructing, furnishing, operating, maintaining, repairing, replacing, and environmental monitoring of equipment, apparatus, or facilities related to providing the services and/or equipment, apparatus, facilities, or fixtures in areas to be maintained; (ii) paying the salaries and benefits, or consultant fees, of personnel necessary or convenient to provide the services; (iii) payment of insurance costs and other related expenses; (iv) the provision of reserves for deposit in a reserve fund to be used for repairs and replacements, particularly including decks and pilings associated with piers and marinas, the funds in which shall be used solely for repairs and replacement; and (v) administrative and incidental expenses, as described below. The services to be financed by the CFD are in addition to those provided in the territory of the CFD before the date of formation of the CFD and will not supplant services already available within that territory when the CFD is created.

#### **Administrative Expenses**



# ATTACHMENT F

The administrative expenses to be funded by the CFD include the full cost of direct and indirect expenses incurred by the City of Oakland (“City”) in carrying out its duties with respect to the CFD including, but not limited to: (i) the levy and collection of the special taxes; (ii) the fees and expenses of attorneys; (iii) any fees of the County of Alameda related to the CFD or the collection of special taxes; (iv) an allocable share of the salaries and benefits of any City staff, or consultant fees, directly related thereto and a proportionate amount of the City’s general administrative overhead related thereto; (v) any amounts paid by the City with respect to the CFD or the services authorized to be financed by the CFD; (vi) expenses incurred by the City in undertaking action to foreclose on properties for which the payment of special taxes is delinquent; and (vii) all other costs and expenses of the City in any way related to the CFD.

## **Other**

The incidental expenses that may be funded by the CFD include, in addition to the administrative expenses identified above, the payment or reimbursement to the CFD of the full cost of expenses associated with the establishment and ongoing administration of the CFD.

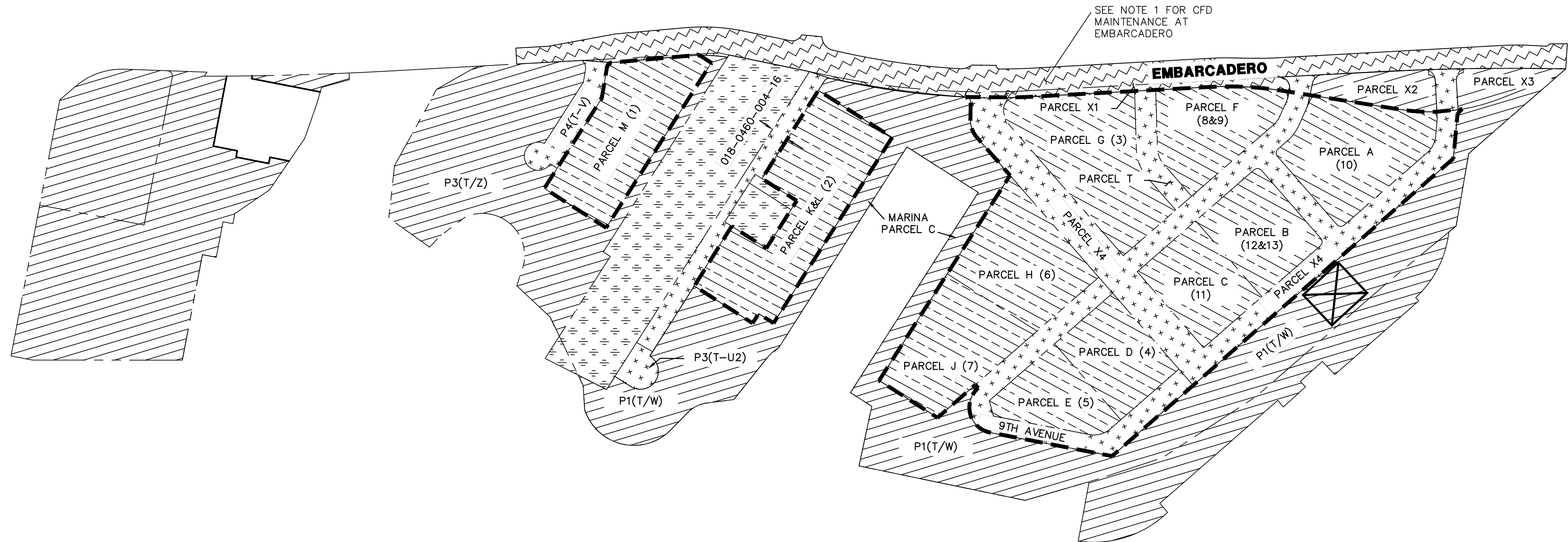
# ATTACHMENT F

Attachment 1

[Attached]

Attachment 1 has been added in accordance with the Corrective Resolution.

MAP OF AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES),  
CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



ORIGINAL TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1:

- (1) 018-0430-001-14\* - PARCEL M
- (2) 018-0460-004-11\* - PARCELS K&L
- (2) 018-0465-002-30\* - PARCEL G
- (3) 018-0465-015-00\* - PARCEL D
- (4) 018-0465-016-00\* - PARCEL E
- (5) 018-0465-017-00\* - PARCEL H
- (6) 018-0465-018-00\* - PARCEL J
- (7) 018-0465-002-18 - PARCEL F
- (8) 018-0465-002-20 - PARCEL F
- (9) 018-0465-012-00 - PARCEL A
- (10) 018-0465-014-00 - PARCEL C
- (11) 018-0465-019-00 - PARCEL B
- (13) 018-0465-020-00 - PARCEL B

\* PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DETERMINED THAT SUBJECT TO CERTAIN CONDITIONS THAT HAVE BEEN SATISFIED, THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 SHALL BE EXTINGUISHED WITH RESPECT TO THIS PARCEL AND DIRECTED RECORDATION OF A NOTICE OF CESSATION THAT COMPLIES WITH THE REQUIREMENTS OF CALIFORNIA GOVERNMENT CODE SECTION 53330.5 FOR THE PURPOSE OF EXTINGUISHING THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 ON THIS PARCEL.

BOUNDARY NOTES:

1. REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.
2. SINCE RECORDATION OF THE CFD 2017-1 BOUNDARY MAP, SUBSEQUENT SUBDIVISIONS HAVE OCCURRED.

LINETYPES & SYMBOLS

- CFD 2017-1 BOUNDARY
- AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CFD 2017-1
- ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
- PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2017-1 BOUNDARY OR SERVICES AREAS
- PUBLIC STREETS MAINTENANCE AND RESERVES LIMITED TO LANDSCAPE IMPROVEMENTS, IRRIGATION IMPROVEMENTS, SIDEWALKS, STREETLIGHTS, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION
- DEPICT GENERAL AREA OF 9TH AVENUE TERMINAL SHED BUILDING SOLELY FOR PURPOSES OF INDICATING THAT PUBLIC RESTROOMS WITHIN THE BUILDING ARE WITHIN THE SERVICES AREA OF CFD 2017-1
- EMBARCADERO SERVICE AREA. SEE MAINTENANCE NOTE 1 BELOW

MAINTENANCE NOTE:

1. TO THE EXTENT CONSISTENT WITH THE DESCRIPTION OF AUTHORIZED SERVICES IN THIS AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN, CFD MAINTENANCE ON EMBARCADERO INCLUDES ALL OF THE LANDSCAPING ON EMBARCADERO (TREES, PALMS AND SHRUBS) AND RESERVES FOR THE REPLACEMENT OF LANDSCAPING, MAINTENANCE OF THE SIDEWALK (ON THE SOUTH SIDE OF EMBARCADERO), MAINTENANCE, RESERVES FOR IRRIGATION, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION.

**EXHIBIT B****CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT NO. 2017-1  
(BROOKLYN BASIN PUBLIC SERVICES)****RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX**

---

A Special Tax shall be levied on all Assessor's Parcels in the City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) ("CFD No. 2017-1") and collected each Fiscal Year commencing in Fiscal Year 2017-18, in an amount determined by the City Council of the City of Oakland through the application of the Rate and Method of Apportionment, as described below. All of the real property in CFD No. 2017-1, unless exempted by law or by the provisions hereof, shall be taxed for the purposes, to the extent, and in the manner herein provided.

**A. DEFINITIONS**

The terms as may hereinafter be set forth have the following meanings:

**"Act"** means the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, Division 2 of Title 5 of the California Government Code.

**"Administrative Expenses"** means the following actual or reasonably estimated costs directly related to the administration of CFD No. 2017-1: the costs of computing the Special Taxes and preparing the annual Special Tax collection schedules (whether by the City or CFD No. 2017-1 or both); the costs of collecting the Special Taxes (whether by the County or otherwise); the costs associated with preparing Special Tax disclosure statements and responding to public inquiries regarding the Special Taxes; the costs of the City or CFD No. 2017-1 related to an appeal of the Special Tax; the City's administration fees and third party expenses; the costs of City staff time and reasonable overhead related to CFD No. 2017-1; and amounts estimated or advanced by the City or CFD No. 2017-1 for any other administrative purposes of CFD No. 2017-1, including attorney's fees and other costs related to commencing and pursuing to completion any foreclosure of delinquent Special Taxes.

**"Affordable Housing Property"** means, for each Fiscal Year, all or a portion of any Assessor's Parcel within the boundaries of CFD No. 2017-1 that is subject to a deed restriction, resale restriction, or regulatory agreement recorded in favor of the City that restricts rent or prices chargeable to lower income households.

**"Airspace Parcel"** means a parcel with an assigned Assessor's Parcel Number that constitutes vertical space of an underlying land parcel.

**“Assessor’s Parcel”** means a lot or parcel, including an Airspace Parcel, shown on an Assessor’s Parcel Map with an assigned Assessor’s Parcel Number.

**“Assessor’s Parcel Map”** means an official map of the Assessor of the County designating parcels by Assessor’s Parcel Number.

**“Assessor’s Parcel Number”** means, with respect to an Assessor’s Parcel, that number assigned to such Assessor’s Parcel by the County for purposes of identification.

**“Building Department”** means a designee from the Planning and Building Department of the City or any alternate department responsible for building permit issuance, inspections, and final approval. If there is any doubt as to the responsible party, the CFD Administrator shall coordinate with the City to determine the appropriate party to serve as the Building Department for purposes of this Rate and Method of Apportionment.

**“Certificate of Occupancy”** or **“COO”** means a certificate issued by the City or a letter written by the Building Department to the CFD Administrator to confirm that a building or a portion of a building has met all of the building codes and can be occupied for residential and/or non-residential use. “Certificate of Occupancy” may include any temporary certificate of occupancy issued by the City.

**“CFD Administrator”** means an official of the City responsible for determining the Special Tax Requirement, providing for the levy and collection of the Special Tax, and performing the other duties provided for herein.

**“CFD No. 2017-1”** means City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services).

**“City”** means the City of Oakland, California.

**“City Council”** means the City Council of the City, acting as the legislative body of CFD No. 2017-1.

**“County”** means the County of Alameda.

**“CPI”** means, for each Fiscal Year, the Consumer Price Index published by the U.S. Bureau of Labor Statistics for All Urban Consumers in the San Francisco – Oakland – San Jose Area, measured as of the month of December in the calendar year that ends in the previous Fiscal Year. In the event this index ceases to be published, the CPI shall be another index as determined by the CFD Administrator that is reasonably comparable to the Consumer Price Index for the San Francisco – Oakland – San Jose Area.

**“Developed Property”** means, for each Fiscal Year, all Assessor’s Parcels of Taxable Property for which a Certificate of Occupancy was issued after January 1, 2017, and on or before June 30 of the previous Fiscal Year.

**“Fiscal Year”** means the period starting July 1 and ending on the following June 30.

**“For Sale Unit”** means, for each Fiscal Year, a residential dwelling unit which has been, or is deemed to be, offered for sale as part of an Initial Offering Event.

**“Initial Offering Event”** will be deemed to have occurred for all Units within a given Offering Building if, in any Fiscal Year, the CFD Administrator has determined that any Units in such Offering Building have been offered to the public for sale or rent for the first time during or following construction of the Offering Building and on or before June 30 of the previous Fiscal Year. An Initial Offering Event shall only occur once for each Offering Building and shall apply uniformly to all Units within each Offering Building, as either a for sale offering or rental offering, regardless of whether every Unit in an Offering Building was actually offered at the time of the Initial Offering Event.

**“Interim Unit”** means, for each Fiscal Year, a planned or constructed residential dwelling unit which has not been, or has not been deemed to be, offered for sale or rent as part of an Initial Offering Event.

**“Land Use Class”** means any of the classes listed in Table 1 below.

**“Maximum Special Tax”** means, with respect to an Assessor’s Parcel of Taxable Property, the maximum Special Tax determined in accordance with Section C below that can be levied in any Fiscal Year on such Assessor’s Parcel of Taxable Property.

**“Non-Residential”** means any buildings or portions of buildings that are used for or are expected to be used for a commercial lodging use, commercial retail use, institutional use (e.g., churches, private schools), commercial restaurant use, office use, or industrial use.

**“Non-Residential Property”** means, for each Fiscal Year, all or a portion of any Assessor’s Parcel of Developed Property that is used for or is expected to be used for a Non-Residential use.

**“Offering Building”** means an exclusive group of Units within a permanent, enclosed structure that is planned for or constructed on an Assessor’s Parcel of Taxable Property. An Offering Building shall consist of adjacent Units that are expected to be offered to the public at approximately the same time either exclusively for sale or exclusively for rent. An Offering Building may be physically connected to another structure or Offering Building, but each individual Offering Building will be treated separately for purposes of determining the Special Tax for each Unit within an Offering Building.

**“Property Owner Association Property”** means, for each Fiscal Year, property within the boundaries of CFD No. 2017-1 that was owned by a property owner association, including any master or sub-association, as of January 1 of the prior Fiscal Year.

**“Proportionately”** means that the ratio of the actual Special Tax levy to the Maximum Special Tax is equal for all Assessor's Parcels of Taxable Property.

**“Public Property”** means, for each Fiscal Year, property within the boundaries of CFD No. 2017-1 that is: (a) owned by, irrevocably offered to, or dedicated to the federal government, the State, the County, the City, or any local government or other public agency; or (b) encumbered by an easement for purposes of public right-of-way that makes impractical its use for any purpose other than that set forth in such easement, provided that any property leased by a public agency to a private entity and subject to taxation under Section 53340.1 of the Act shall be taxed and classified according to its use.

**“Rate and Method of Apportionment”** means this Rate and Method of Apportionment of Special Tax.

**“Rental Unit”** means, for each Fiscal Year, a residential dwelling unit which has been, or is deemed to be, offered for rent as part of an Initial Offering Event.

**“Residential Property”** means, for each Fiscal Year, all or a portion of any Assessor’s Parcel of Developed Property that is planned for, or constructed as, one or more Units.

**“Services”** means the services authorized to be financed, in whole or in part, by CFD No. 2017-1, including all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within the Brooklyn Basin project area.

**“Special Tax”** means the special tax authorized by the qualified electors of CFD No. 2017-1 to be levied within the boundaries of CFD No. 2017-1.

**“Special Tax Requirement”** means the amount necessary in any Fiscal Year to pay the cost of the Services, Administrative Expenses, and an amount equal to Special Tax delinquencies based on the historical delinquency rate for Special Taxes, as determined by the CFD Administrator.

**“Square Footage”** or **“Sq. Ft.”** means the gross leasable square footage of a Non-Residential Property as reflected on a building permit or Certificate of Occupancy issued by the City, a lease agreement, or other such document.

**“State”** means the State of California.

**“Taxable Property”** means, for each Fiscal Year, all Assessor’s Parcels within the boundaries of CFD No. 2017-1 which are not exempt from the Special Tax pursuant to law or Section E below.

**“Unit”** means a For Sale Unit, Interim Unit, or Rental Unit.

**B. ASSIGNMENT TO LAND USE CATEGORIES**

Each Fiscal Year, beginning with Fiscal Year 2017-18, the CFD Administrator shall identify the current Assessor's Parcel Numbers for all Taxable Property and Affordable Housing Property within CFD No. 2017-1. The CFD Administrator shall then identify all Developed Property by working with the Building Department to catalog all COOs issued on Taxable Property on or before June 30 of the prior Fiscal Year. Subsequently, all Developed Property shall be classified as Residential Property or Non-Residential Property. The CFD Administrator shall also determine: (i) the number of Units assigned to each Offering Building, which may include Units that can be classified as Affordable Housing Property; (ii) the current Assessor's Parcel Number associated with each Unit and Non-Residential Property; and (iii) the Square Footage of Non-Residential Property.

On or about July 1 of each Fiscal Year, the CFD Administrator shall determine whether an Initial Offering Event has occurred for any Offering Building, and if so, whether any Units within such Offering Building were offered for rent or for sale. After making these determinations, the CFD Administrator shall further classify each Unit of Residential Property as a For Sale Unit, Interim Unit, or Rental Unit. Once a residential dwelling unit has been classified as a For Sale Unit or a Rental Unit, it may not be reclassified in future Fiscal Years.

The CFD Administrator may make any determination in this Section B by using any reasonable source of information, including: a building permit issued by the City; an Assessor's Parcel Map; ownership information as reflected on the rolls of the County Assessor; a lease agreement; a close of escrow date; or any other relevant information as determined by the CFD Administrator.

**C. MAXIMUM SPECIAL TAX**

The Maximum Special Tax for each Assessor's Parcel classified as Taxable Property shall be determined by reference to Table 1 below.

**TABLE 1  
MAXIMUM SPECIAL TAX**

| Land Use Class                  | Maximum Special Tax<br>Fiscal Year 2017-18 |
|---------------------------------|--|
| <b>Residential Property:</b>    |  |
| For Sale Unit                   | \$1,023 per Unit                           |
| Rental Unit                     | \$902 per Unit                             |
| Interim Unit                    | \$902 per Unit                             |
| <b>Non-Residential Property</b> | <b>\$0.90 per Sq. Ft.</b>                  |



Beginning July 1, 2018, and each July 1 thereafter, the Maximum Special Tax shall be subject to an automatic increase at a rate equal to the greater of: (i) the percentage increase from the prior Fiscal Year, if any, in the CPI; or (ii) 4.8% of the amount in effect for the prior Fiscal Year.

In some instances an Assessor's Parcel of Taxable Property may contain more than one Land Use Class. The Maximum Special Tax levied on an Assessor's Parcel shall be the sum of the Maximum Special Tax for all Units of Residential Property and Square Footage of Non-Residential Property located on that Assessor's Parcel.

**D. METHOD OF APPORTIONMENT OF THE SPECIAL TAX**

Each Fiscal Year, beginning with Fiscal Year 2017-18, the CFD Administrator shall determine the Special Tax Requirement. The Special Tax shall then be levied Proportionately on each Assessor's Parcel of Taxable Property up to 100% of the applicable Maximum Special Tax for such Assessor's Parcel, or until the Special Tax Requirement is satisfied, whichever is less.

**E. EXEMPTIONS**

Notwithstanding anything in this Rate and Method of Apportionment to the contrary, no Special Tax shall be levied on Public Property or Property Owner Association Property. Additionally, no Special Tax shall be levied on up to 465 Units of Affordable Housing Property. Tax-exempt status will be assigned to Units of Affordable Housing Property in the chronological order in which property becomes Affordable Housing Property. However, should a Unit no longer be classified as Affordable Housing Property, its tax-exempt status will be revoked.

**F. APPEALS**

Any property owner may file a written appeal of the Special Tax with CFD No. 2017-1 claiming that the amount or application of the Special Tax is not correct. The appeal must be filed not later than one calendar year after having paid the Special Tax that is disputed, and the appellant must be current in all payments of Special Taxes. In addition, during the term of the appeal process, all Special Taxes levied must be paid on or before the payment date established when the levy was made.

The appeal must specify the reasons why the appellant claims the Special Tax is in error. The CFD Administrator shall review the appeal, meet with the appellant if the CFD Administrator deems necessary, and advise the appellant of its determination.

If the property owner disagrees with the CFD Administrator's decision relative to the appeal, the owner may then file a written appeal with the City Council, whose subsequent decision shall be final and binding on all interested parties. If the decision of the CFD Administrator or subsequent decision by the City Council requires the Special Tax to be

modified or changed in favor of the property owner, then the CFD Administrator shall determine if sufficient Special Tax revenue is available to make a cash refund. If a cash refund cannot be made, then an adjustment shall be made to credit future Special Tax levy(ies).

This procedure shall be exclusive and its exhaustion by any property owner shall be a condition precedent to filing any legal action by such owner.

**G. MANNER OF COLLECTION**

The Special Taxes shall be collected in the same manner and at the same time as ordinary *ad valorem* property taxes; provided, however, that the Special Taxes may be collected in such other manner as the City Council shall determine, including direct billing of affected property owners.

**H. TERM OF SPECIAL TAX**

The Special Tax shall continue to be levied indefinitely on an annual basis on all Taxable Property in CFD No. 2017-1.

**I. INTERPRETATION OF SPECIAL TAX FORMULA**

The City reserves the right to make minor administrative and technical changes to this document that do not materially affect the rate and method of apportioning the Special Tax. In addition, the interpretation and application of any section of this document shall be left to the City's discretion. Interpretations may be made by the City Council by ordinance or resolution for purposes of clarifying any vagueness or ambiguity in this Rate and Method of Apportionment of Special Tax.

# ATTACHMENT F

## EXHIBIT C LIST OF PARCELS

| APN             | Acreage    |
|-----------------|------------|
| 018-0465-014-00 | 1.44 acres |
|                 |            |

# ATTACHMENT F

**PETITION FOR PROCEEDINGS TO CORRECT INCONSISTENCIES  
RELATED TO THE DESCRIPTION OF THE GEOGRAPHIC SCOPE OF THE AUTHORIZED  
SERVICES IN THE PROCEEDINGS FOR CITY OF OAKLAND COMMUNITY FACILITIES  
DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), AND DIRECTING  
RECORDATION OF AN AMENDED AND RESTATED BOUNDARY MAP AND AN AMENDED  
AND RESTATED NOTICE OF SPECIAL TAX LIEN**

June 28, 2023

City Council of the  
City of Oakland  
1 Frank H Ogawa Plaza  
Oakland, California 94612

Members of the Council:

This petition (the “**Petition**”) relates to a development, formerly known as the Oak-to-Ninth Avenue Mixed Use Development, and now known as the Brooklyn Basin Project (the “**Brooklyn Basin Project**”). The City of Oakland (the “**City**”), as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company (the “**Developer**”), as successor by assignment from Oakland Harbor Partners, LLC, are parties to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Brooklyn Basin Project (as amended and assigned, the “**Development Agreement**”).

The City Council previously conducted proceedings under, and pursuant to, the Mello-Roos Community Facilities Act of 1982 (Government Code Section 53311 et seq.) (the “**Act**”), to form “City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services)” (“**CFD No. 2017-1**”), to authorize the levy of a special tax (the “**CFD No. 2017-1 Special Tax**”) upon the land within CFD 2017-1 to pay for certain public services (the “**Services**”).

The City Council declared its intention to form CFD No. 2017-1 pursuant to Resolution No. 86921 C.M.S., adopted on October 3, 2017 (the “**Resolution of Intention**”).

The City Council established CFD No. 2017-1 pursuant to Resolution No. 86960 C.M.S. adopted on November 7, 2017.

Pursuant to Resolution No. 86961 C.M.S., adopted on November 7, 2017, a mail ballot election was held of the three qualified landowner electors in CFD No. 2017-1, who were affiliated entities: (1) the Developer, who owned approximately 16.45 acres of taxable property in CFD No. 2017-1 and was entitled to seventeen (17) votes (approximately 80% of the total votes), (2) 250 Ninth Avenue Partners, LLC, a California Limited liability company, who owned approximately 1.54 acres of taxable property in CFD No. 2017-1 and was entitled to two (2) votes (approximately 10% of the total votes), and (3) Zarsion BBC, LLC, a California limited liability company, who owned approximately 1.44 acres of taxable property in CFD No. 2017-1 and was entitled to two (2) votes (approximately 10% of the total votes).

# ATTACHMENT F

Following completion of the mail ballot election, the City Council determined in Resolution No. 86962 C.M.S., adopted on November 7, 2017, that more than two-thirds of all the votes cast at the election were in favor of the levy of the CFD No. 2017-1 Special Tax to finance the Services.

The City Council levied the CFD No. 2017-1 Special Tax on taxable properties in CFD No. 2017-1 pursuant to Ordinance No. 13463 C.M.S., adopted on November 28, 2017.

On December 13, 2017, the City Clerk caused to be recorded as Document No. 2017274055 in the official records of the County of Alameda, California (the “**Official Records**”) a Notice of Special Tax Lien (the “**Original Notice of Special Tax Lien**”) pursuant to which notice was given that a lien to secure the payment of the CFD No. 2017-1 Special Tax was imposed on taxable property in CFD No. 2017-1.

The Original Notice of Special Tax Lien referenced the boundary map of the District recorded at Book 18 of Maps of Assessment and Community Facilities Districts at Page 85 in the Official Records, which map was then the final boundary map of the District (the “**Original Boundary Map**”).

The Property Owner (as defined below) and City staff have determined that the CFD No. 2017-1 proceedings contain inconsistencies in the description of the location of the Services to be financed by CFD No. 2017-1, including failing to consistently describe the geographic scope of the Services as extending outside the boundaries of CFD No. 2017-1 (particularly, operation and maintenance of a major portion of the Maintained Improvements such as the parks, opens space, shoreline trails, and piers).

Pursuant to this Petition, the Property Owner is petitioning the City Council to undertake proceedings to correct such inconsistencies and to clarify that it was not the intent of the Development Agreement and Condition of Approval No. 38 for the Brooklyn Basin Project (collectively, the “Project Approvals”) or the CFD No. 2017-1 proceedings to limit the geographic scope of the Services for the Maintained Improvements to within the boundaries of CFD No. 2017-1.

1. Petitioners. This Petition is submitted pursuant to the Act to the City by the owner (the “**Property Owner**”) of 100% of the fee simple interest in the real property identified in Exhibit C attached hereto (the “**Property**”). The Property Owner warrants to the City with respect to the Property that the signatories are authorized to execute this Petition and that the submission of this Petition and participation in the City’s proceedings under the Act will not constitute a violation or event of default under any existing financing arrangement in any way affecting the Property Owner and such Property, including any “due-on-encumbrance” clauses under any existing deeds of trust secured by the Property.

2. Request to Institute Proceedings for a New Community Facilities District. The City Council is hereby requested to undertake proceedings to correct inconsistencies in the CFD No. 2017-1 proceedings with respect to the description of the location of the Services to be financed by CFD No. 2017-1. More specifically, in order to establish a clear record of the geographic scope of the Services, the Property Owner hereby asks the City Council to:

- a. Declare that it was not the intent of the Project Approvals or the CFD No. 2017-1 proceedings to limit the geographic scope of the Services to the boundaries of CFD No. 2017-1.

# ATTACHMENT F

- b. Direct the City Clerk to cause to be recorded in the Official Records an amendment and restatement of the Original Boundary Map for CFD No. 2017-1 to supersede and replace the Original Boundary Map in the Official Records for the purpose of avoiding confusion by eliminating from the map any information that is not required to be presented on the map by the Act, including the erroneous depiction of the geographic scope of the Services, provided that such Amended and Restated Boundary Map shall not make any changes to the boundaries of CFD No. 2017-1. The proposed Amended and Restated Boundary Map is attached as Exhibit A.
  - c. Direct the City Clerk to cause to be recorded in the Official Records an amendment and restatement of the Original Notice of Special Tax Lien for CFD No. 2017-1 for the purpose of correcting any erroneous language stating that the geographic scope of Services is limited to the area "within the District", "within the Brooklyn Basin project area", or similar language and by attaching to the description of the public services to be financed by the District in Exhibit A of the Original Notice of Special Tax Lien a map of the geographical scope of the public services to be financed by the District that is consistent with the Project Approvals and the intent of the CFD No. 2017 formation proceedings. The proposed Amended and Restated Notice of Special Tax Lien is attached as Exhibit B.
3. Counterparts. This Petition may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

By executing this Petition, the persons below agree to all of the above.

The property that is the subject of this Petition is identified on Exhibit C

The name of the owner of record of such property and the petitioner and its mailing address is:

CV OW PARCEL D OWNER, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_



Name: Damian Gancman

Title: Authorized Individual

Mailing Address:

1901 Avenue of the Stars, Suite 1950  
Attention: Damian Gancman  
Telephone: 310-566-8700  
Email: dgancman@cityview.com

# ATTACHMENT F

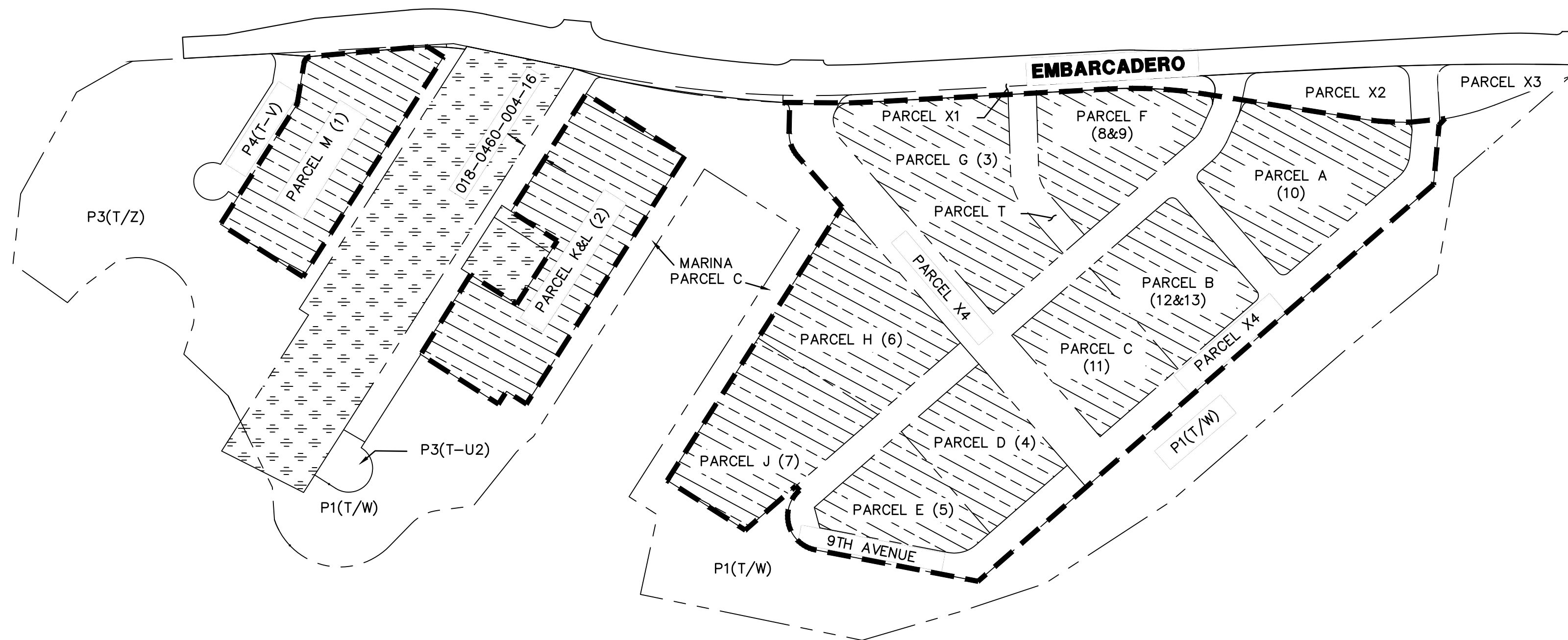
## EXHIBIT A

City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)

### AMENDED AND RESTATED BOUNDARY MAP

[attached]


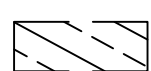
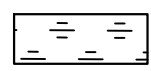
AMENDED AND RESTATED MAP OF BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



ORIGINAL TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1:

- (1) 018-0430-001-14\* - PARCEL M
- (2) 018-0460-004-11\* - PARCELS K&L
- (3) 018-0465-002-30\* - PARCEL G
- (4) 018-0465-015-00\* - PARCEL D
- (5) 018-0465-016-00\* - PARCEL E
- (6) 018-0465-017-00\* - PARCEL H
- (7) 018-0465-018-00\* - PARCEL J
- (8) 018-0465-002-18 - PARCEL F
- (9) 018-0465-002-20 - PARCEL F
- (10) 018-0465-012-00 - PARCEL A
- (11) 018-0465-014-00 - PARCEL C
- (12) 018-0465-019-00 - PARCEL B
- (13) 018-0465-020-00 - PARCEL B

LINETYPES & SYMBOLS

-  CFD 2017-1 BOUNDARY
-  ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2017-1 BOUNDARY OR SERVICES AREAS

FILED IN THE OFFICE OF THE CITY CLERK OF THE CITY OF OAKLAND THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_.

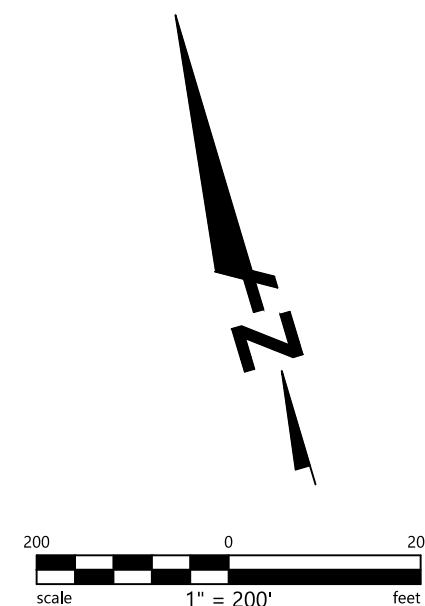
\_\_\_\_\_  
CITY CLERK

I HEREBY CERTIFY THAT THE WITHIN AMENDED AND RESTATED MAP SHOWING PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS APPROVED BY THE CITY COUNCIL OF THE CITY OF OAKLAND AT A MEETING THEREOF, HELD ON THE \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_ BY ITS RESOLUTION NO. \_\_\_\_\_.

\_\_\_\_\_  
CITY CLERK

FILED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_, AT THE HOUR OF \_\_\_\_\_ O'CLOCK \_\_M., IN BOOK \_\_\_\_ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE \_\_\_\_ IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF ALAMEDA, STATE OF CALIFORNIA.

\_\_\_\_\_  
COUNTY RECORDER, COUNTY OF ALAMEDA



- BOUNDARY NOTES:
- REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.
  - SINCE RECORDATION OF THE CFD 2017-1 BOUNDARY MAP, SUBSEQUENT SUBDIVISIONS HAVE OCCURRED.

NOTE:

THE ORIGINAL MAP OF THE PROPOSED BOUNDARIES OF COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS RECORDED ON OCTOBER 17, 2017, AT THE HOUR OF 12:04 P.M. IN BOOK 18 OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE 85, DOCUMENT NO. 2017-229062, IN THE OFFICE OF THE COUNTY RECORDER IN ALAMEDA COUNTY, STATE OF CALIFORNIA. PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DIRECTED THE CITY CLERK TO CAUSE TO BE RECORDED THIS AMENDED AND RESTATED MAP OF BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, FOR THE PURPOSE OF ELIMINATING ALL REFERENCES TO THE LOCATION OF THE PUBLIC SERVICES TO BE FINANCED BY COMMUNITY FACILITIES DISTRICT NO. 2017-1 BECAUSE THE ORIGINAL MAP DID NOT ACCURATELY REPRESENT THE LOCATION OF SUCH PUBLIC SERVICES. CONCURRENTLY WITH RECORDING THIS AMENDED AND RESTATED MAP, THE CITY CLERK IS CAUSING TO BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER AN AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN FOR COMMUNITY FACILITIES DISTRICT NO. 2017-1 THAT WILL CORRECT ERRORS IN THE DESCRIPTION OF THE PUBLIC SERVICES TO BE FINANCED BY COMMUNITY FACILITIES STRICT NO. 2017-1.



# ATTACHMENT F

## EXHIBIT B

**AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN**  
[attached]

# ATTACHMENT F

**RECORDING REQUESTED BY AND  
AFTER RECORDATION RETURN TO:**

City Clerk  
City of Oakland  
City Hall, 1 Frank H Ogawa Plaza  
Oakland, CA 94612

**AMENDED AND RESTATED  
NOTICE OF SPECIAL TAX LIEN**

**City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)**

**Original Notice of Special Tax Lien**

Pursuant to the requirements of Section 3114.5 of the California Streets and Highways Code of California and Section 53328.3 of the California Government Code, the undersigned City Clerk of the City of Oakland (the “City”), County of Alameda, State of California, previously gave notice that a lien to secure payment of a special tax had been imposed by the City Council of the City of Oakland, County of Alameda, State of California (the “City Council”). The City Clerk gave notice by recordation of a Notice of Special Tax Lien in the Office of the Clerk- Recorder of the County of Alameda, State of California (the “Official Records”) on December 13, 2017, at the hour of 1:03 p.m. as Document No. 2017274055 (the “Original Notice of Special Tax Lien”).

The Original Notice of Special Tax Lien gave notice that the special tax secured by such lien was authorized to be levied on taxable properties in the above-referenced City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (the “District”) for the purpose of paying for the full cost and all direct and incidental costs related to the provision of public services and the maintenance, operation, repair, and replacement costs of certain public infrastructure as described on Exhibit A to the Original Notice of Special Tax Lien, including, but not limited to, expenses of the administration of the District.

The Original Notice of Special Tax Lien further gave notice that the special tax was authorized to be levied within the District, which had been officially formed, and the lien of the special tax was a continuing lien which shall secure each annual levy of the special tax and which shall continue in force and effect until the special tax ceases to be levied and a notice of cessation of special tax is recorded in accordance with Section 53330.5 of the Government Code.

# ATTACHMENT F

The rate, method of apportionment, and manner of collection of the authorized special tax was as set forth in Exhibit B to the Original Notice of Special Tax Lien and as set forth (without change) in Exhibit B attached hereto and hereby made a part hereof. No provision has been made for the prepayment of the special tax.

The Original Notice of Special Tax Lien further gave notice that upon the recording of the Original Notice of Special Tax Lien in the office of the County Clerk-Recorder of the County of Alameda, the obligation to pay the special tax levy would become a lien upon all nonexempt real property within District in accordance with Section 3115.5 of the California Streets and Highways Code.

The name(s) of the owner(s) and the assessor's tax parcel numbers of the real property included within the area of District were set forth in Exhibit C attached to the Original Notice of Special Tax Lien and are set forth (without change) in Exhibit C attached hereto and made a part hereof.

The Original Notice of Special Tax Lien referenced the boundary map of the District recorded at Book 18 of Maps of Assessment and Community Facilities Districts at Page 85, in the Official Records, which map was then the final boundary map of the District (the "Original Boundary Map").

## **Amended and Restated Notice of Special Tax Lien**

The City Clerk hereby gives notice that, on July 18, 2023, the City Council, in its capacity as the legislative body of the District, held a noticed public hearing on whether it had been the intent of the project approvals for the Brooklyn Basin Project (including the related Development Agreement) and the District proceedings to limit the geographic scope of the public services to be financed by the District to within the boundaries of the District, and all interested persons desiring to be heard on such matters were heard. Upon completion of the public hearing, and having determined that it was not the intent of the Brooklyn Basin project approvals (including the related Development Agreement) and the District proceedings to limit the geographic scope of the public services to be financed by the District to within the boundaries of the District, the City Council adopted its Resolution No. \_\_\_\_ C.M.S. , adopted on \_\_\_\_\_, 2023 (the "Corrective Resolution").

Pursuant to the Corrective Resolution, the City Council directed the City Clerk to cause to be recorded in the in the office of the County Clerk-Recorder of the County of Alameda an amendment and restatement of the Original Boundary Map (the "Amended and Restated Boundary Map") to supersede and replace the Original Boundary Map in the Official Records for the purpose of avoiding confusion by eliminating from the map any information that is not required to be presented on the map by the Act, including the erroneous depiction of the geographic scope of the Services, provided that such Amended and Restated Boundary Map shall not make any changes to the boundaries of CFD No. 2017-1, which Amended Boundary Map has been recorded in Book \_\_\_\_ of Maps of Assessment and Community Facilities Districts at Page \_\_\_\_, in the Official Records, and is now the final boundary map of the District. There has been no change in the boundaries of the District.

Pursuant to the Corrective Resolution, the City Council also directed the City Clerk to cause to be recorded in the Official Records this Amended and Restated Notice of Special Tax for the purpose of correcting any erroneous language stating that the geographic scope of public services to be financed by the District is limited to the area "within the District," "within the Brooklyn Basin project area", or similar language, and by attaching to the description of the public services to be financed by the District in Exhibit A of the Original Notice of Special Tax Lien a map of the geographical scope of the public services to be financed by the District that is consistent with the Project Approvals and the intent of the CFD No. 2017 formation proceedings.

# ATTACHMENT F

Pursuant to the Corrective Resolution, the City Council resolved that, in making the findings and determinations and directing the City Clerk to take the actions set forth in the Corrective Resolution, the City Council intended to correct the inconsistencies in the description of the geographic scope of the public services to be financed by the District in all of the District proceedings, and in the event of any inconsistency between the Corrective Resolution and the District proceedings, the provisions of the Corrective Resolution shall apply to the extent of the inconsistency.

## **Further Information**

For further information concerning the current and estimated future tax liability of owners or purchasers of real property subject to this special tax lien, interested persons should contact the City Administrator of the City of Oakland, 1 Frank H. Ogawa Plaza, Oakland, California 94612; Telephone: (510) 238-3301.

Dated: As of \_\_\_\_\_, 2023

By: \_\_\_\_\_  
Asha Reed  
City Clerk

# ATTACHMENT F

## EXHIBIT A

### NOTICE OF SPECIAL TAX LIEN

**City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)**

#### DESCRIPTION OF SERVICES TO BE FINANCED BY THE DISTRICT

*The description of public services set forth in this Exhibit A has been corrected in accordance with the Corrective Resolution. Any deletions are shown in strike-out and any additions are shown in double underline.*

#### Services

The services to be funded, in whole or in part, by the City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (“CFD” or “District”) include the full cost of all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within ~~the District~~ the areas shown on Attachment 1 attached hereto and incorporated herein. More specifically, the services may include, but are not limited to: (i) maintenance, repair, and replacement of parks and landscaping in public areas and in the public right of way along public streets, including, but not limited to, irrigation, tree trimming, mowing, hardscape, sidewalk, and related maintenance of equipment specific to the Brooklyn Basin facilities, and vegetation maintenance and control; (ii) operation and maintenance of street lights, street furniture, and other appurtenances; (iii) storm protection services, including, but not limited to, the operation and maintenance, repair, and replacement of storm drainage systems that are reasonably necessary for the storm water management, treatment and mitigation requirements for the District (storm water management expressly excludes gravity flow conveyance improvements (pipes, catch basins, etc.)); (iv) annual inspection and reporting obligations associated with the parks, open space areas, public rights-of-way and ground water monitoring wells as required by the applicable operations and maintenance plan and (v) any other public services authorized to be funded under Section 53313 of the California Government Code that are also stipulated as maintenance obligations pursuant to the Development Agreement dated as of August 24, 2006, as amended from time to time, relating to the Brooklyn Basin project and recorded against all of the real property covered thereby.

The CFD may fund any of the following related to the services described in the preceding paragraph: (i) obtaining, constructing, furnishing, operating, maintaining, repairing, replacing, and environmental monitoring of equipment, apparatus, or facilities related to providing the services and/or equipment, apparatus, facilities, or fixtures in areas to be maintained; (ii) paying the salaries and benefits, or consultant fees, of personnel necessary or convenient to provide the services; (iii) payment of insurance costs and other related expenses; (iv) the provision of reserves for deposit in a reserve fund to be used for repairs and replacements, particularly including decks and pilings associated with piers and marinas, the funds in which shall be used solely for repairs and replacement; and (v) administrative and incidental expenses, as described below. The services to be financed by the CFD are in addition to those provided in the territory of the CFD before the date of formation of the CFD and will not supplant services already available within that territory when the CFD is created.

#### Administrative Expenses

# ATTACHMENT F

The administrative expenses to be funded by the CFD include the full cost of direct and indirect expenses incurred by the City of Oakland (“City”) in carrying out its duties with respect to the CFD including, but not limited to: (i) the levy and collection of the special taxes; (ii) the fees and expenses of attorneys; (iii) any fees of the County of Alameda related to the CFD or the collection of special taxes; (iv) an allocable share of the salaries and benefits of any City staff, or consultant fees, directly related thereto and a proportionate amount of the City’s general administrative overhead related thereto; (v) any amounts paid by the City with respect to the CFD or the services authorized to be financed by the CFD; (vi) expenses incurred by the City in undertaking action to foreclose on properties for which the payment of special taxes is delinquent; and (vii) all other costs and expenses of the City in any way related to the CFD.

## **Other**

The incidental expenses that may be funded by the CFD include, in addition to the administrative expenses identified above, the payment or reimbursement to the CFD of the full cost of expenses associated with the establishment and ongoing administration of the CFD.

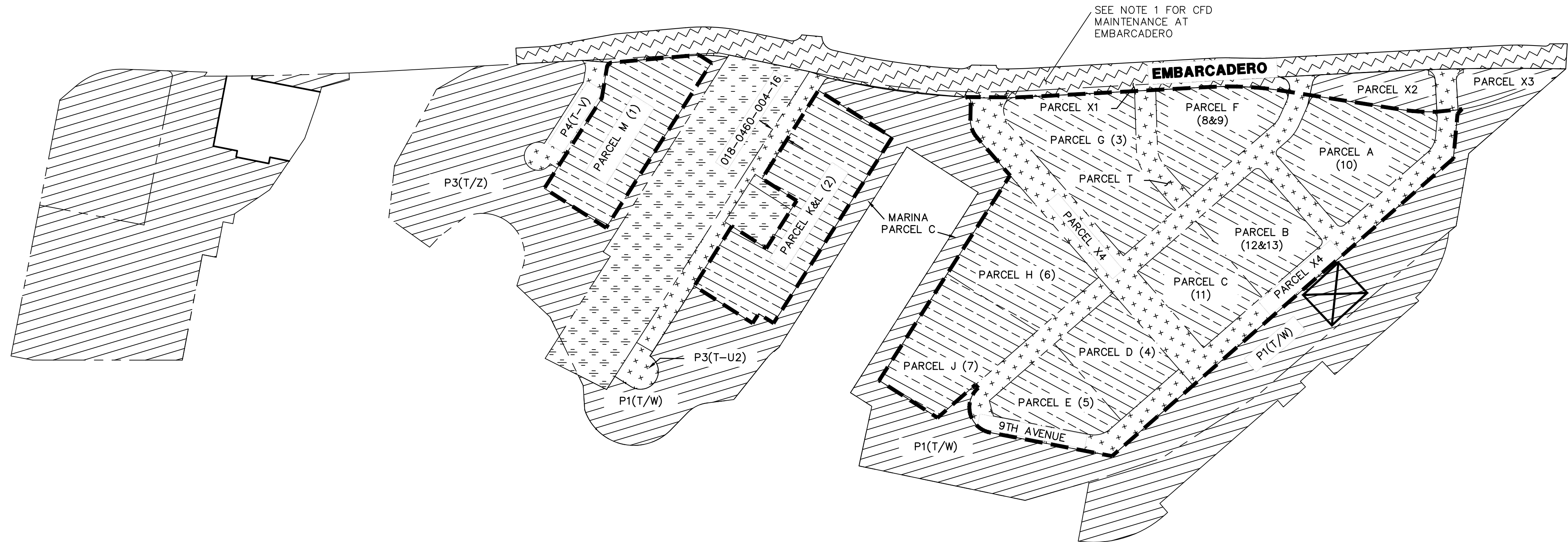
# ATTACHMENT F

Attachment 1

[Attached]

Attachment 1 has been added in accordance with the Corrective Resolution.

MAP OF AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES),  
CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



ORIGINAL TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1:



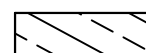
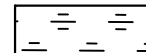
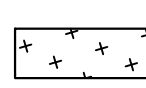


- (1) 018-0430-001-14\* - PARCEL M
- (2) 018-0460-004-11\* - PARCELS K&L
- (2) 018-0465-002-30\* - PARCEL G
- (3) 018-0465-015-00\* - PARCEL D
- (4) 018-0465-016-00\* - PARCEL E
- (5) 018-0465-017-00\* - PARCEL H
- (6) 018-0465-018-00\* - PARCEL J
- (7) 018-0465-002-18 - PARCEL F
- (8) 018-0465-002-20 - PARCEL F
- (9) 018-0465-012-00 - PARCEL A
- (10) 018-0465-014-00 - PARCEL C
- (11) 018-0465-019-00 - PARCEL B
- (13) 018-0465-020-00 - PARCEL B

\* PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DETERMINED THAT SUBJECT TO CERTAIN CONDITIONS THAT HAVE BEEN SATISFIED, THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 SHALL BE EXTINGUISHED WITH RESPECT TO THIS PARCEL AND DIRECTED RECORDATION OF A NOTICE OF CESSATION THAT COMPLIES WITH THE REQUIREMENTS OF CALIFORNIA GOVERNMENT CODE SECTION 53330.5 FOR THE PURPOSE OF EXTINGUISHING THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 ON THIS PARCEL.

BOUNDARY NOTES:

1. REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.
2. SINCE RECORDATION OF THE CFD 2017-1 BOUNDARY MAP, SUBSEQUENT SUBDIVISIONS HAVE OCCURRED.

LINETYPES & SYMBOLS

-  CFD 2017-1 BOUNDARY
-  AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CFD 2017-1
-  ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2017-1 BOUNDARY OR SERVICES AREAS
-  PUBLIC STREETS MAINTENANCE AND RESERVES LIMITED TO LANDSCAPE IMPROVEMENTS, IRRIGATION IMPROVEMENTS, SIDEWALKS, STREETLIGHTS, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION
-  DEPICT GENERAL AREA OF 9TH AVENUE TERMINAL SHED BUILDING SOLELY FOR PURPOSES OF INDICATING THAT PUBLIC RESTROOMS WITHIN THE BUILDING ARE WITHIN THE SERVICES AREA OF CFD 2017-1
-  EMBARCADERO SERVICE AREA. SEE MAINTENANCE NOTE 1 BELOW

MAINTENANCE NOTE:

1. TO THE EXTENT CONSISTENT WITH THE DESCRIPTION OF AUTHORIZED SERVICES IN THIS AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN, CFD MAINTENANCE ON EMBARCADERO INCLUDES ALL OF THE LANDSCAPING ON EMBARCADERO (TREES, PALMS AND SHRUBS) AND RESERVES FOR THE REPLACEMENT OF LANDSCAPING, MAINTENANCE OF THE SIDEWALK (ON THE SOUTH SIDE OF EMBARCADERO), MAINTENANCE, RESERVES FOR IRRIGATION, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION.



**EXHIBIT B****CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT No. 2017-1  
(BROOKLYN BASIN PUBLIC SERVICES)****RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX**

---

A Special Tax shall be levied on all Assessor's Parcels in the City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) ("CFD No. 2017-1") and collected each Fiscal Year commencing in Fiscal Year 2017-18, in an amount determined by the City Council of the City of Oakland through the application of the Rate and Method of Apportionment, as described below. All of the real property in CFD No. 2017-1, unless exempted by law or by the provisions hereof, shall be taxed for the purposes, to the extent, and in the manner herein provided.

**A. DEFINITIONS**

The terms as may hereinafter be set forth have the following meanings:

**"Act"** means the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, Division 2 of Title 5 of the California Government Code.

**"Administrative Expenses"** means the following actual or reasonably estimated costs directly related to the administration of CFD No. 2017-1: the costs of computing the Special Taxes and preparing the annual Special Tax collection schedules (whether by the City or CFD No. 2017-1 or both); the costs of collecting the Special Taxes (whether by the County or otherwise); the costs associated with preparing Special Tax disclosure statements and responding to public inquiries regarding the Special Taxes; the costs of the City or CFD No. 2017-1 related to an appeal of the Special Tax; the City's administration fees and third party expenses; the costs of City staff time and reasonable overhead related to CFD No. 2017-1; and amounts estimated or advanced by the City or CFD No. 2017-1 for any other administrative purposes of CFD No. 2017-1, including attorney's fees and other costs related to commencing and pursuing to completion any foreclosure of delinquent Special Taxes.

**"Affordable Housing Property"** means, for each Fiscal Year, all or a portion of any Assessor's Parcel within the boundaries of CFD No. 2017-1 that is subject to a deed restriction, resale restriction, or regulatory agreement recorded in favor of the City that restricts rent or prices chargeable to lower income households.

**"Airspace Parcel"** means a parcel with an assigned Assessor's Parcel Number that constitutes vertical space of an underlying land parcel.

**“Assessor’s Parcel”** means a lot or parcel, including an Airspace Parcel, shown on an Assessor’s Parcel Map with an assigned Assessor’s Parcel Number.

**“Assessor’s Parcel Map”** means an official map of the Assessor of the County designating parcels by Assessor’s Parcel Number.

**“Assessor’s Parcel Number”** means, with respect to an Assessor’s Parcel, that number assigned to such Assessor’s Parcel by the County for purposes of identification.

**“Building Department”** means a designee from the Planning and Building Department of the City or any alternate department responsible for building permit issuance, inspections, and final approval. If there is any doubt as to the responsible party, the CFD Administrator shall coordinate with the City to determine the appropriate party to serve as the Building Department for purposes of this Rate and Method of Apportionment.

**“Certificate of Occupancy”** or **“COO”** means a certificate issued by the City or a letter written by the Building Department to the CFD Administrator to confirm that a building or a portion of a building has met all of the building codes and can be occupied for residential and/or non-residential use. “Certificate of Occupancy” may include any temporary certificate of occupancy issued by the City.

**“CFD Administrator”** means an official of the City responsible for determining the Special Tax Requirement, providing for the levy and collection of the Special Tax, and performing the other duties provided for herein.

**“CFD No. 2017-1”** means City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services).

**“City”** means the City of Oakland, California.

**“City Council”** means the City Council of the City, acting as the legislative body of CFD No. 2017-1.

**“County”** means the County of Alameda.

**“CPI”** means, for each Fiscal Year, the Consumer Price Index published by the U.S. Bureau of Labor Statistics for All Urban Consumers in the San Francisco – Oakland – San Jose Area, measured as of the month of December in the calendar year that ends in the previous Fiscal Year. In the event this index ceases to be published, the CPI shall be another index as determined by the CFD Administrator that is reasonably comparable to the Consumer Price Index for the San Francisco – Oakland – San Jose Area.

**“Developed Property”** means, for each Fiscal Year, all Assessor’s Parcels of Taxable Property for which a Certificate of Occupancy was issued after January 1, 2017, and on or before June 30 of the previous Fiscal Year.

**“Fiscal Year”** means the period starting July 1 and ending on the following June 30.

**“For Sale Unit”** means, for each Fiscal Year, a residential dwelling unit which has been, or is deemed to be, offered for sale as part of an Initial Offering Event.

**“Initial Offering Event”** will be deemed to have occurred for all Units within a given Offering Building if, in any Fiscal Year, the CFD Administrator has determined that any Units in such Offering Building have been offered to the public for sale or rent for the first time during or following construction of the Offering Building and on or before June 30 of the previous Fiscal Year. An Initial Offering Event shall only occur once for each Offering Building and shall apply uniformly to all Units within each Offering Building, as either a for sale offering or rental offering, regardless of whether every Unit in an Offering Building was actually offered at the time of the Initial Offering Event.

**“Interim Unit”** means, for each Fiscal Year, a planned or constructed residential dwelling unit which has not been, or has not been deemed to be, offered for sale or rent as part of an Initial Offering Event.

**“Land Use Class”** means any of the classes listed in Table 1 below.

**“Maximum Special Tax”** means, with respect to an Assessor’s Parcel of Taxable Property, the maximum Special Tax determined in accordance with Section C below that can be levied in any Fiscal Year on such Assessor’s Parcel of Taxable Property.

**“Non-Residential”** means any buildings or portions of buildings that are used for or are expected to be used for a commercial lodging use, commercial retail use, institutional use (e.g., churches, private schools), commercial restaurant use, office use, or industrial use.

**“Non-Residential Property”** means, for each Fiscal Year, all or a portion of any Assessor’s Parcel of Developed Property that is used for or is expected to be used for a Non-Residential use.

**“Offering Building”** means an exclusive group of Units within a permanent, enclosed structure that is planned for or constructed on an Assessor’s Parcel of Taxable Property. An Offering Building shall consist of adjacent Units that are expected to be offered to the public at approximately the same time either exclusively for sale or exclusively for rent. An Offering Building may be physically connected to another structure or Offering Building, but each individual Offering Building will be treated separately for purposes of determining the Special Tax for each Unit within an Offering Building.

**“Property Owner Association Property”** means, for each Fiscal Year, property within the boundaries of CFD No. 2017-1 that was owned by a property owner association, including any master or sub-association, as of January 1 of the prior Fiscal Year.

**“Proportionately”** means that the ratio of the actual Special Tax levy to the Maximum Special Tax is equal for all Assessor's Parcels of Taxable Property.

**“Public Property”** means, for each Fiscal Year, property within the boundaries of CFD No. 2017-1 that is: (a) owned by, irrevocably offered to, or dedicated to the federal government, the State, the County, the City, or any local government or other public agency; or (b) encumbered by an easement for purposes of public right-of-way that makes impractical its use for any purpose other than that set forth in such easement, provided that any property leased by a public agency to a private entity and subject to taxation under Section 53340.1 of the Act shall be taxed and classified according to its use.

**“Rate and Method of Apportionment”** means this Rate and Method of Apportionment of Special Tax.

**“Rental Unit”** means, for each Fiscal Year, a residential dwelling unit which has been, or is deemed to be, offered for rent as part of an Initial Offering Event.

**“Residential Property”** means, for each Fiscal Year, all or a portion of any Assessor’s Parcel of Developed Property that is planned for, or constructed as, one or more Units.

**“Services”** means the services authorized to be financed, in whole or in part, by CFD No. 2017-1, including all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within the Brooklyn Basin project area.

**“Special Tax”** means the special tax authorized by the qualified electors of CFD No. 2017-1 to be levied within the boundaries of CFD No. 2017-1.

**“Special Tax Requirement”** means the amount necessary in any Fiscal Year to pay the cost of the Services, Administrative Expenses, and an amount equal to Special Tax delinquencies based on the historical delinquency rate for Special Taxes, as determined by the CFD Administrator.

**“Square Footage”** or **“Sq. Ft.”** means the gross leasable square footage of a Non-Residential Property as reflected on a building permit or Certificate of Occupancy issued by the City, a lease agreement, or other such document.

**“State”** means the State of California.

**“Taxable Property”** means, for each Fiscal Year, all Assessor’s Parcels within the boundaries of CFD No. 2017-1 which are not exempt from the Special Tax pursuant to law or Section E below.

**“Unit”** means a For Sale Unit, Interim Unit, or Rental Unit.

**B. ASSIGNMENT TO LAND USE CATEGORIES**

Each Fiscal Year, beginning with Fiscal Year 2017-18, the CFD Administrator shall identify the current Assessor's Parcel Numbers for all Taxable Property and Affordable Housing Property within CFD No. 2017-1. The CFD Administrator shall then identify all Developed Property by working with the Building Department to catalog all COOs issued on Taxable Property on or before June 30 of the prior Fiscal Year. Subsequently, all Developed Property shall be classified as Residential Property or Non-Residential Property. The CFD Administrator shall also determine: (i) the number of Units assigned to each Offering Building, which may include Units that can be classified as Affordable Housing Property; (ii) the current Assessor's Parcel Number associated with each Unit and Non-Residential Property; and (iii) the Square Footage of Non-Residential Property.

On or about July 1 of each Fiscal Year, the CFD Administrator shall determine whether an Initial Offering Event has occurred for any Offering Building, and if so, whether any Units within such Offering Building were offered for rent or for sale. After making these determinations, the CFD Administrator shall further classify each Unit of Residential Property as a For Sale Unit, Interim Unit, or Rental Unit. Once a residential dwelling unit has been classified as a For Sale Unit or a Rental Unit, it may not be reclassified in future Fiscal Years.

The CFD Administrator may make any determination in this Section B by using any reasonable source of information, including: a building permit issued by the City; an Assessor's Parcel Map; ownership information as reflected on the rolls of the County Assessor; a lease agreement; a close of escrow date; or any other relevant information as determined by the CFD Administrator.

**C. MAXIMUM SPECIAL TAX**

The Maximum Special Tax for each Assessor's Parcel classified as Taxable Property shall be determined by reference to Table 1 below.

**TABLE 1  
MAXIMUM SPECIAL TAX**

| Land Use Class                  | Maximum Special Tax<br>Fiscal Year 2017-18 |
|---------------------------------|--|
| <b>Residential Property:</b>    |  |
| For Sale Unit                   | \$1,023 per Unit                           |
| Rental Unit                     | \$902 per Unit                             |
| Interim Unit                    | \$902 per Unit                             |
| <b>Non-Residential Property</b> | <b>\$0.90 per Sq. Ft.</b>                  |

Beginning July 1, 2018, and each July 1 thereafter, the Maximum Special Tax shall be subject to an automatic increase at a rate equal to the greater of: (i) the percentage increase from the prior Fiscal Year, if any, in the CPI; or (ii) 4.8% of the amount in effect for the prior Fiscal Year.

In some instances an Assessor's Parcel of Taxable Property may contain more than one Land Use Class. The Maximum Special Tax levied on an Assessor's Parcel shall be the sum of the Maximum Special Tax for all Units of Residential Property and Square Footage of Non-Residential Property located on that Assessor's Parcel.

**D. METHOD OF APPORTIONMENT OF THE SPECIAL TAX**

Each Fiscal Year, beginning with Fiscal Year 2017-18, the CFD Administrator shall determine the Special Tax Requirement. The Special Tax shall then be levied Proportionately on each Assessor's Parcel of Taxable Property up to 100% of the applicable Maximum Special Tax for such Assessor's Parcel, or until the Special Tax Requirement is satisfied, whichever is less.

**E. EXEMPTIONS**

Notwithstanding anything in this Rate and Method of Apportionment to the contrary, no Special Tax shall be levied on Public Property or Property Owner Association Property. Additionally, no Special Tax shall be levied on up to 465 Units of Affordable Housing Property. Tax-exempt status will be assigned to Units of Affordable Housing Property in the chronological order in which property becomes Affordable Housing Property. However, should a Unit no longer be classified as Affordable Housing Property, its tax-exempt status will be revoked.

**F. APPEALS**

Any property owner may file a written appeal of the Special Tax with CFD No. 2017-1 claiming that the amount or application of the Special Tax is not correct. The appeal must be filed not later than one calendar year after having paid the Special Tax that is disputed, and the appellant must be current in all payments of Special Taxes. In addition, during the term of the appeal process, all Special Taxes levied must be paid on or before the payment date established when the levy was made.

The appeal must specify the reasons why the appellant claims the Special Tax is in error. The CFD Administrator shall review the appeal, meet with the appellant if the CFD Administrator deems necessary, and advise the appellant of its determination.

If the property owner disagrees with the CFD Administrator's decision relative to the appeal, the owner may then file a written appeal with the City Council, whose subsequent decision shall be final and binding on all interested parties. If the decision of the CFD Administrator or subsequent decision by the City Council requires the Special Tax to be

modified or changed in favor of the property owner, then the CFD Administrator shall determine if sufficient Special Tax revenue is available to make a cash refund. If a cash refund cannot be made, then an adjustment shall be made to credit future Special Tax levy(ies).

This procedure shall be exclusive and its exhaustion by any property owner shall be a condition precedent to filing any legal action by such owner.

**G. MANNER OF COLLECTION**

The Special Taxes shall be collected in the same manner and at the same time as ordinary *ad valorem* property taxes; provided, however, that the Special Taxes may be collected in such other manner as the City Council shall determine, including direct billing of affected property owners.

**H. TERM OF SPECIAL TAX**

The Special Tax shall continue to be levied indefinitely on an annual basis on all Taxable Property in CFD No. 2017-1.

**I. INTERPRETATION OF SPECIAL TAX FORMULA**

The City reserves the right to make minor administrative and technical changes to this document that do not materially affect the rate and method of apportioning the Special Tax. In addition, the interpretation and application of any section of this document shall be left to the City's discretion. Interpretations may be made by the City Council by ordinance or resolution for purposes of clarifying any vagueness or ambiguity in this Rate and Method of Apportionment of Special Tax.

# ATTACHMENT F

## EXHIBIT C LIST OF PARCELS

| APN             | Acreage    |
|-----------------|------------|
| 018-0465-015-00 | 1.43 acres |
|                 |            |



# ATTACHMENT F

**PETITION FOR PROCEEDINGS TO CORRECT INCONSISTENCIES  
RELATED TO THE DESCRIPTION OF THE GEOGRAPHIC SCOPE OF THE AUTHORIZED  
SERVICES IN THE PROCEEDINGS FOR CITY OF OAKLAND COMMUNITY FACILITIES  
DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), AND DIRECTING  
RECORDATION OF AN AMENDED AND RESTATED BOUNDARY MAP AND AN AMENDED  
AND RESTATED NOTICE OF SPECIAL TAX LIEN**

June 28, 2023

City Council of the  
City of Oakland  
1 Frank H Ogawa Plaza  
Oakland, California 94612

Members of the Council:

This petition (the "**Petition**") relates to a development, formerly known as the Oak-to-Ninth Avenue Mixed Use Development, and now known as the Brooklyn Basin Project (the "**Brooklyn Basin Project**"). The City of Oakland (the "**City**"), as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company (the "**Developer**"), as successor by assignment from Oakland Harbor Partners, LLC, are parties to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Brooklyn Basin Project (as amended and assigned, the "**Development Agreement**").

The City Council previously conducted proceedings under, and pursuant to, the Mello-Roos Community Facilities Act of 1982 (Government Code Section 53311 et seq.) (the "**Act**"), to form "City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services)" ("**CFD No. 2017-1**"), to authorize the levy of a special tax (the "CFD No. 2017-1 Special Tax") upon the land within CFD 2017-1 to pay for certain public services (the "**Services**").

The City Council declared its intention to form CFD No. 2017-1 pursuant to Resolution No. 86921 C.M.S., adopted on October 3, 2017 (the "**Resolution of Intention**").

The City Council established CFD No. 2017-1 pursuant to Resolution No. 86960 C.M.S. adopted on November 7, 2017.

Pursuant to Resolution No. 86961 C.M.S., adopted on November 7, 2017, a mail ballot election was held of the three qualified landowner electors in CFD No. 2017-1, who were affiliated entities: (1) the Developer, who owned approximately 16.45 acres of taxable property in CFD No. 2017-1 and was entitled to seventeen (17) votes (approximately 80% of the total votes), (2) 250 Ninth Avenue Partners, LLC, a California Limited liability company, who owned approximately 1.54 acres of taxable property in CFD No. 2017-1 and was entitled to two (2) votes (approximately 10% of the total votes), and (3) Zarsion BBC, LLC, a California limited liability company, who owned approximately 1.44 acres of taxable property in CFD No. 2017-1 and was entitled to two (2) votes (approximately 10% of the total votes).

# ATTACHMENT F

Following completion of the mail ballot election, the City Council determined in Resolution No. 86962 C.M.S., adopted on November 7, 2017, that more than two-thirds of all the votes cast at the election were in favor of the levy of the CFD No. 2017-1 Special Tax to finance the Services.

The City Council levied the CFD No. 2017-1 Special Tax on taxable properties in CFD No. 2017-1 pursuant to Ordinance No. 13463 C.M.S., adopted on November 28, 2017.

On December 13, 2017, the City Clerk caused to be recorded as Document No. 2017274055 in the official records of the County of Alameda, California (the "**Official Records**") a Notice of Special Tax Lien (the "**Original Notice of Special Tax Lien**") pursuant to which notice was given that a lien to secure the payment of the CFD No. 2017-1 Special Tax was imposed on taxable property in CFD No. 2017-1.

The Original Notice of Special Tax Lien referenced the boundary map of the District recorded at Book 18 of Maps of Assessment and Community Facilities Districts at Page 85 in the Official Records, which map was then the final boundary map of the District (the "**Original Boundary Map**").

The Property Owner (as defined below) and City staff have determined that the CFD No. 2017-1 proceedings contain inconsistencies in the description of the location of the Services to be financed by CFD No. 2017-1, including failing to consistently describe the geographic scope of the Services as extending outside the boundaries of CFD No. 2017-1 (particularly, operation and maintenance of a major portion of the Maintained Improvements such as the parks, opens space, shoreline trails, and piers).

Pursuant to this Petition, the Property Owner is petitioning the City Council to undertake proceedings to correct such inconsistencies and to clarify that it was not the intent of the Development Agreement and Condition of Approval No. 38 for the Brooklyn Basin Project (collectively, the "Project Approvals") or the CFD No. 2017-1 proceedings to limit the geographic scope of the Services for the Maintained Improvements to within the boundaries of CFD No. 2017-1.

1. Petitioners. This Petition is submitted pursuant to the Act to the City by the owner (the "**Property Owner**") of 100% of the fee simple interest in the real property identified in Exhibit C attached hereto (the "**Property**"). The Property Owner warrants to the City with respect to the Property that the signatories are authorized to execute this Petition and that the submission of this Petition and participation in the City's proceedings under the Act will not constitute a violation or event of default under any existing financing arrangement in any way affecting the Property Owner and such Property, including any "due-on-encumbrance" clauses under any existing deeds of trust secured by the Property.

2. Request to Institute Proceedings for a New Community Facilities District. The City Council is hereby requested to undertake proceedings to correct inconsistencies in the CFD No. 2017-1 proceedings with respect to the description of the location of the Services to be financed by CFD No. 2017-1. More specifically, in order to establish a clear record of the geographic scope of the Services, the Property Owner hereby asks the City Council to:

- a. Declare that it was not the intent of the Project Approvals or the CFD No. 2017-1 proceedings to limit the geographic scope of the Services to the boundaries of CFD No. 2017-1.

# ATTACHMENT F

- b. Direct the City Clerk to cause to be recorded in the Official Records an amendment and restatement of the Original Boundary Map for CFD No. 2017-1 to supersede and replace the Original Boundary Map in the Official Records for the purpose of avoiding confusion by eliminating from the map any information that is not required to be presented on the map by the Act, including the erroneous depiction of the geographic scope of the Services, provided that such Amended and Restated Boundary Map shall not make any changes to the boundaries of CFD No. 2017-1. The proposed Amended and Restated Boundary Map is attached as Exhibit A.
  - c. Direct the City Clerk to cause to be recorded in the Official Records an amendment and restatement of the Original Notice of Special Tax Lien for CFD No. 2017-1 for the purpose of correcting any erroneous language stating that the geographic scope of Services is limited to the area "within the District", "within the Brooklyn Basin project area", or similar language and by attaching to the description of the public services to be financed by the District in Exhibit A of the Original Notice of Special Tax Lien a map of the geographical scope of the public services to be financed by the District that is consistent with the Project Approvals and the intent of the CFD No. 2017 formation proceedings. The proposed Amended and Restated Notice of Special Tax Lien is attached as Exhibit B.
3. Counterparts. This Petition may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

By executing this Petition, the persons below agree to all of the above.

The property that is the subject of this Petition is identified on Exhibit C


The name of the owner of record of such property and the petitioner and its mailing address is:

SRMBROOKLYN, LLC  
a Washington limited liability company

By: SRMJVOZ, LLC,  
a Washington limited liability company  
Its: Manager

By: SRM Development, LLC,  
a Washington limited liability company  
Its: Manager

By:   
Name: Ryan Leong  
Its: Authorized Member

By:   
Name: James D. Howard  
Its: Authorized Member

Mailing Address:

111 N. Post St., Suite 200  
Spokane, WA 99201  
Attention: Ryan Leong  
Telephone: (509) 944-4557  
Email: [ryan@srmdevelopment.com](mailto:ryan@srmdevelopment.com)

# ATTACHMENT F

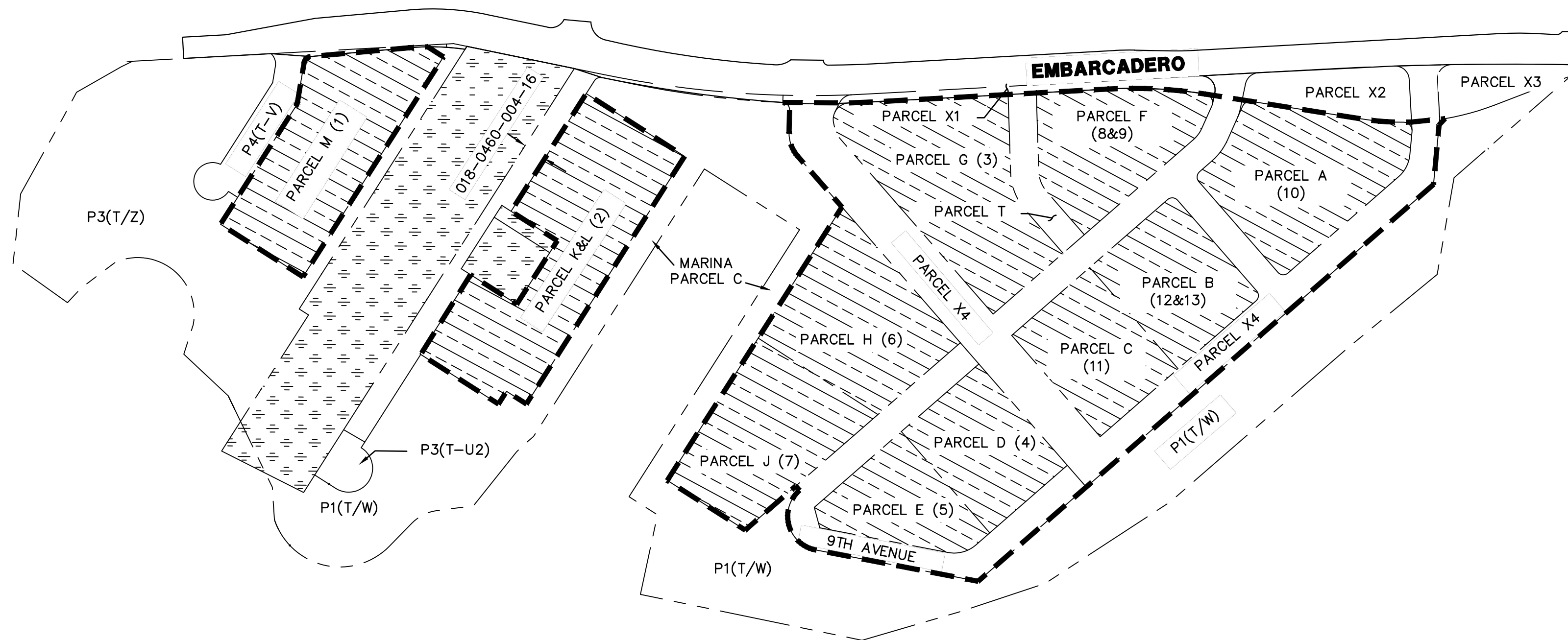
## EXHIBIT A

City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)

### AMENDED AND RESTATED BOUNDARY MAP

[attached]


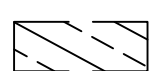
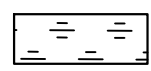
AMENDED AND RESTATED MAP OF BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



ORIGINAL TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1:

- (1) 018-0430-001-14\* - PARCEL M
- (2) 018-0460-004-11\* - PARCELS K&L
- (3) 018-0465-002-30\* - PARCEL G
- (4) 018-0465-015-00\* - PARCEL D
- (5) 018-0465-016-00\* - PARCEL E
- (6) 018-0465-017-00\* - PARCEL H
- (7) 018-0465-018-00\* - PARCEL J
- (8) 018-0465-002-18 - PARCEL F
- (9) 018-0465-002-20 - PARCEL F
- (10) 018-0465-012-00 - PARCEL A
- (11) 018-0465-014-00 - PARCEL C
- (12) 018-0465-019-00 - PARCEL B
- (13) 018-0465-020-00 - PARCEL B

LINETYPES & SYMBOLS

-  CFD 2017-1 BOUNDARY
-  ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2017-1 BOUNDARY OR SERVICES AREAS

FILED IN THE OFFICE OF THE CITY CLERK OF THE CITY OF OAKLAND THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
CITY CLERK

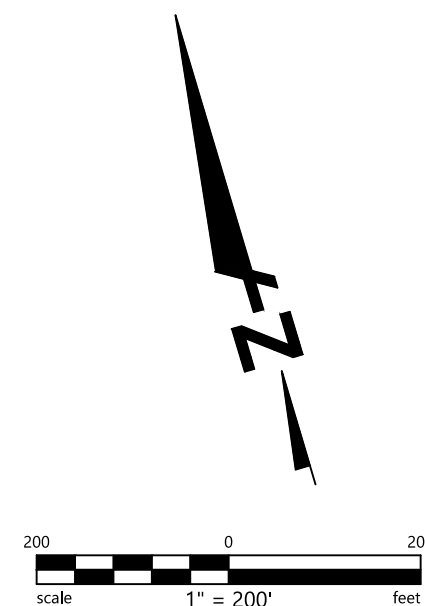
I HEREBY CERTIFY THAT THE WITHIN AMENDED AND RESTATED MAP SHOWING PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS APPROVED BY THE CITY COUNCIL OF THE CITY OF OAKLAND AT A MEETING THEREOF, HELD ON THE \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_ BY ITS RESOLUTION NO. \_\_\_\_\_.

\_\_\_\_\_  
CITY CLERK

FILED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_, AT THE HOUR OF \_\_\_\_\_ O'CLOCK \_\_M., IN BOOK \_\_\_\_ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE \_\_\_\_ IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF ALAMEDA, STATE OF CALIFORNIA.

\_\_\_\_\_  
COUNTY RECORDER, COUNTY OF ALAMEDA

- BOUNDARY NOTES:
- REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.
  - SINCE RECORDATION OF THE CFD 2017-1 BOUNDARY MAP, SUBSEQUENT SUBDIVISIONS HAVE OCCURRED.



\* PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DETERMINED THAT SUBJECT TO CERTAIN CONDITIONS THAT HAVE BEEN SATISFIED, THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 SHALL BE EXTINGUISHED WITH RESPECT TO THIS PARCEL AND DIRECTED RECORDATION OF A NOTICE OF CESSATION THAT COMPLIES WITH THE REQUIREMENTS OF CALIFORNIA GOVERNMENT CODE SECTION 53330.5 FOR THE PURPOSE OF EXTINGUISHING THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 ON THIS PARCEL.

NOTE:

THE ORIGINAL MAP OF THE PROPOSED BOUNDARIES OF COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS RECORDED ON OCTOBER 17, 2017, AT THE HOUR OF 12:04 P.M. IN BOOK 18 OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE 85, DOCUMENT NO. 2017-229062, IN THE OFFICE OF THE COUNTY RECORDER IN ALAMEDA COUNTY, STATE OF CALIFORNIA. PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DIRECTED THE CITY CLERK TO CAUSE TO BE RECORDED THIS AMENDED AND RESTATED MAP OF BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, FOR THE PURPOSE OF ELIMINATING ALL REFERENCES TO THE LOCATION OF THE PUBLIC SERVICES TO BE FINANCED BY COMMUNITY FACILITIES DISTRICT NO. 2017-1 BECAUSE THE ORIGINAL MAP DID NOT ACCURATELY REPRESENT THE LOCATION OF SUCH PUBLIC SERVICES. CONCURRENTLY WITH RECORDING THIS AMENDED AND RESTATED MAP, THE CITY CLERK IS CAUSING TO BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER AN AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN FOR COMMUNITY FACILITIES DISTRICT NO. 2017-1 THAT WILL CORRECT ERRORS IN THE DESCRIPTION OF THE PUBLIC SERVICES TO BE FINANCED BY COMMUNITY FACILITIES STRICT NO. 2017-1.

# ATTACHMENT F

## EXHIBIT B

**AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN**  
[attached]

# ATTACHMENT F

**RECORDING REQUESTED BY AND  
AFTER RECORDATION RETURN TO:**

City Clerk  
City of Oakland  
City Hall, 1 Frank H Ogawa Plaza  
Oakland, CA 94612

**AMENDED AND RESTATED  
NOTICE OF SPECIAL TAX LIEN**

**City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)**

**Original Notice of Special Tax Lien**

Pursuant to the requirements of Section 3114.5 of the California Streets and Highways Code of California and Section 53328.3 of the California Government Code, the undersigned City Clerk of the City of Oakland (the “City”), County of Alameda, State of California, previously gave notice that a lien to secure payment of a special tax had been imposed by the City Council of the City of Oakland, County of Alameda, State of California (the “City Council”). The City Clerk gave notice by recordation of a Notice of Special Tax Lien in the Office of the Clerk- Recorder of the County of Alameda, State of California (the “Official Records”) on December 13, 2017, at the hour of 1:03 p.m. as Document No. 2017274055 (the “Original Notice of Special Tax Lien”).

The Original Notice of Special Tax Lien gave notice that the special tax secured by such lien was authorized to be levied on taxable properties in the above-referenced City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (the “District”) for the purpose of paying for the full cost and all direct and incidental costs related to the provision of public services and the maintenance, operation, repair, and replacement costs of certain public infrastructure as described on Exhibit A to the Original Notice of Special Tax Lien, including, but not limited to, expenses of the administration of the District.

The Original Notice of Special Tax Lien further gave notice that the special tax was authorized to be levied within the District, which had been officially formed, and the lien of the special tax was a continuing lien which shall secure each annual levy of the special tax and which shall continue in force and effect until the special tax ceases to be levied and a notice of cessation of special tax is recorded in accordance with Section 53330.5 of the Government Code.

# ATTACHMENT F

The rate, method of apportionment, and manner of collection of the authorized special tax was as set forth in Exhibit B to the Original Notice of Special Tax Lien and as set forth (without change) in Exhibit B attached hereto and hereby made a part hereof. No provision has been made for the prepayment of the special tax.

The Original Notice of Special Tax Lien further gave notice that upon the recording of the Original Notice of Special Tax Lien in the office of the County Clerk-Recorder of the County of Alameda, the obligation to pay the special tax levy would become a lien upon all nonexempt real property within District in accordance with Section 3115.5 of the California Streets and Highways Code.

The name(s) of the owner(s) and the assessor's tax parcel numbers of the real property included within the area of District were set forth in Exhibit C attached to the Original Notice of Special Tax Lien and are set forth (without change) in Exhibit C attached hereto and made a part hereof.

The Original Notice of Special Tax Lien referenced the boundary map of the District recorded at Book 18 of Maps of Assessment and Community Facilities Districts at Page 85, in the Official Records, which map was then the final boundary map of the District (the "Original Boundary Map").

## **Amended and Restated Notice of Special Tax Lien**

The City Clerk hereby gives notice that, on July 18, 2023, the City Council, in its capacity as the legislative body of the District, held a noticed public hearing on whether it had been the intent of the project approvals for the Brooklyn Basin Project (including the related Development Agreement) and the District proceedings to limit the geographic scope of the public services to be financed by the District to within the boundaries of the District, and all interested persons desiring to be heard on such matters were heard. Upon completion of the public hearing, and having determined that it was not the intent of the Brooklyn Basin project approvals (including the related Development Agreement) and the District proceedings to limit the geographic scope of the public services to be financed by the District to within the boundaries of the District, the City Council adopted its Resolution No. \_\_\_\_ C.M.S. , adopted on \_\_\_\_\_, 2023 (the "Corrective Resolution").

Pursuant to the Corrective Resolution, the City Council directed the City Clerk to cause to be recorded in the in the office of the County Clerk-Recorder of the County of Alameda an amendment and restatement of the Original Boundary Map (the "Amended and Restated Boundary Map") to supersede and replace the Original Boundary Map in the Official Records for the purpose of avoiding confusion by eliminating from the map any information that is not required to be presented on the map by the Act, including the erroneous depiction of the geographic scope of the Services, provided that such Amended and Restated Boundary Map shall not make any changes to the boundaries of CFD No. 2017-1, which Amended Boundary Map has been recorded in Book \_\_\_\_ of Maps of Assessment and Community Facilities Districts at Page \_\_\_\_, in the Official Records, and is now the final boundary map of the District. There has been no change in the boundaries of the District.

Pursuant to the Corrective Resolution, the City Council also directed the City Clerk to cause to be recorded in the Official Records this Amended and Restated Notice of Special Tax for the purpose of correcting any erroneous language stating that the geographic scope of public services to be financed by the District is limited to the area "within the District," "within the Brooklyn Basin project area", or similar language, and by attaching to the description of the public services to be financed by the District in Exhibit A of the Original Notice of Special Tax Lien a map of the geographical scope of the public services to be financed by the District that is consistent with the Project Approvals and the intent of the CFD No. 2017 formation proceedings.



# ATTACHMENT F

Pursuant to the Corrective Resolution, the City Council resolved that, in making the findings and determinations and directing the City Clerk to take the actions set forth in the Corrective Resolution, the City Council intended to correct the inconsistencies in the description of the geographic scope of the public services to be financed by the District in all of the District proceedings, and in the event of any inconsistency between the Corrective Resolution and the District proceedings, the provisions of the Corrective Resolution shall apply to the extent of the inconsistency.

## **Further Information**

For further information concerning the current and estimated future tax liability of owners or purchasers of real property subject to this special tax lien, interested persons should contact the City Administrator of the City of Oakland, 1 Frank H. Ogawa Plaza, Oakland, California 94612; Telephone: (510) 238-3301.

Dated: As of \_\_\_\_\_, 2023

By: \_\_\_\_\_  
Asha Reed  
City Clerk

# ATTACHMENT F

## EXHIBIT A

### NOTICE OF SPECIAL TAX LIEN

**City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)**

#### **DESCRIPTION OF SERVICES TO BE FINANCED BY THE DISTRICT**

*The description of public services set forth in this Exhibit A has been corrected in accordance with the Corrective Resolution. Any deletions are shown in strike-out and any additions are shown in double underline.*

#### **Services**

The services to be funded, in whole or in part, by the City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (“CFD” or “District”) include the full cost of all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within ~~the District~~ the areas shown on Attachment 1 attached hereto and incorporated herein. More specifically, the services may include, but are not limited to: (i) maintenance, repair, and replacement of parks and landscaping in public areas and in the public right of way along public streets, including, but not limited to, irrigation, tree trimming, mowing, hardscape, sidewalk, and related maintenance of equipment specific to the Brooklyn Basin facilities, and vegetation maintenance and control; (ii) operation and maintenance of street lights, street furniture, and other appurtenances; (iii) storm protection services, including, but not limited to, the operation and maintenance, repair, and replacement of storm drainage systems that are reasonably necessary for the storm water management, treatment and mitigation requirements for the District (storm water management expressly excludes gravity flow conveyance improvements (pipes, catch basins, etc.)); (iv) annual inspection and reporting obligations associated with the parks, open space areas, public rights-of-way and ground water monitoring wells as required by the applicable operations and maintenance plan and (v) any other public services authorized to be funded under Section 53313 of the California Government Code that are also stipulated as maintenance obligations pursuant to the Development Agreement dated as of August 24, 2006, as amended from time to time, relating to the Brooklyn Basin project and recorded against all of the real property covered thereby.

The CFD may fund any of the following related to the services described in the preceding paragraph: (i) obtaining, constructing, furnishing, operating, maintaining, repairing, replacing, and environmental monitoring of equipment, apparatus, or facilities related to providing the services and/or equipment, apparatus, facilities, or fixtures in areas to be maintained; (ii) paying the salaries and benefits, or consultant fees, of personnel necessary or convenient to provide the services; (iii) payment of insurance costs and other related expenses; (iv) the provision of reserves for deposit in a reserve fund to be used for repairs and replacements, particularly including decks and pilings associated with piers and marinas, the funds in which shall be used solely for repairs and replacement; and (v) administrative and incidental expenses, as described below. The services to be financed by the CFD are in addition to those provided in the territory of the CFD before the date of formation of the CFD and will not supplant services already available within that territory when the CFD is created.

#### **Administrative Expenses**

# ATTACHMENT F

The administrative expenses to be funded by the CFD include the full cost of direct and indirect expenses incurred by the City of Oakland (“City”) in carrying out its duties with respect to the CFD including, but not limited to: (i) the levy and collection of the special taxes; (ii) the fees and expenses of attorneys; (iii) any fees of the County of Alameda related to the CFD or the collection of special taxes; (iv) an allocable share of the salaries and benefits of any City staff, or consultant fees, directly related thereto and a proportionate amount of the City’s general administrative overhead related thereto; (v) any amounts paid by the City with respect to the CFD or the services authorized to be financed by the CFD; (vi) expenses incurred by the City in undertaking action to foreclose on properties for which the payment of special taxes is delinquent; and (vii) all other costs and expenses of the City in any way related to the CFD.

## **Other**

The incidental expenses that may be funded by the CFD include, in addition to the administrative expenses identified above, the payment or reimbursement to the CFD of the full cost of expenses associated with the establishment and ongoing administration of the CFD.

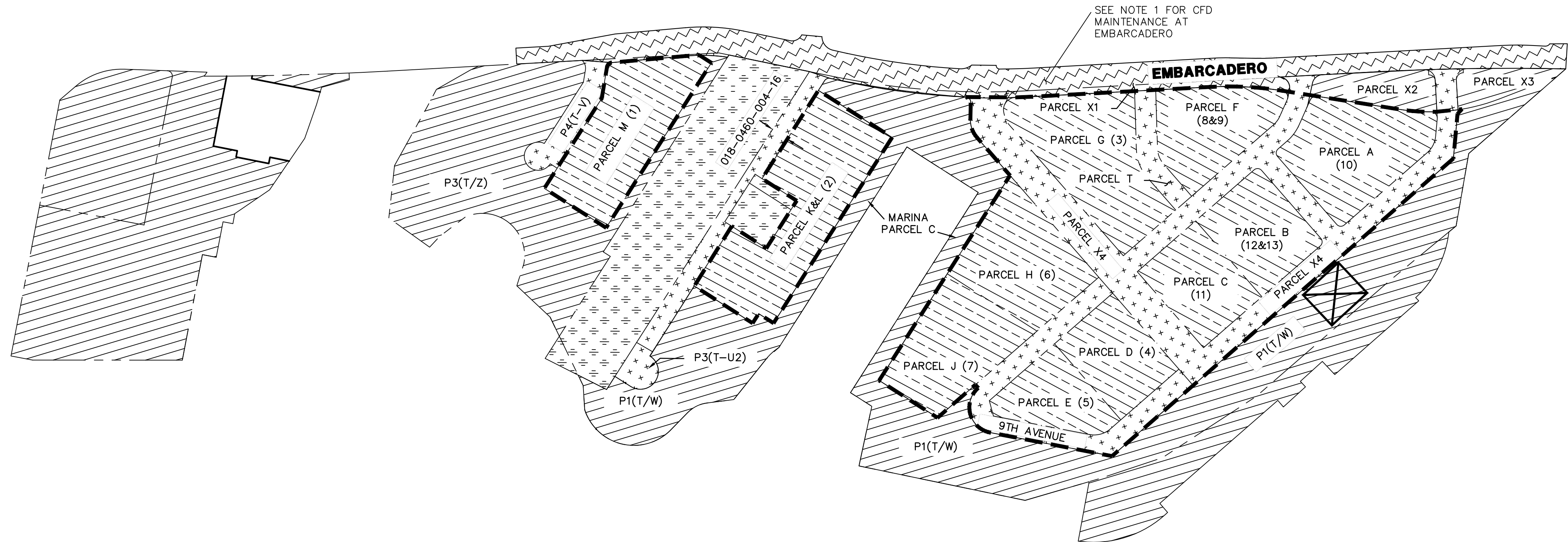
# ATTACHMENT F

Attachment 1

[Attached]

Attachment 1 has been added in accordance with the Corrective Resolution.

MAP OF AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES),  
CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



ORIGINAL TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1:



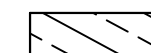
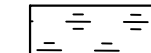
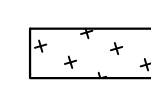


- (1) 018-0430-001-14\* - PARCEL M
- (2) 018-0460-004-11\* - PARCELS K&L
- (2) 018-0465-002-30\* - PARCEL G
- (3) 018-0465-015-00\* - PARCEL D
- (4) 018-0465-016-00\* - PARCEL E
- (5) 018-0465-017-00\* - PARCEL H
- (6) 018-0465-018-00\* - PARCEL J
- (7) 018-0465-002-18 - PARCEL F
- (8) 018-0465-002-20 - PARCEL F
- (9) 018-0465-012-00 - PARCEL A
- (10) 018-0465-014-00 - PARCEL C
- (11) 018-0465-019-00 - PARCEL B
- (13) 018-0465-020-00 - PARCEL B

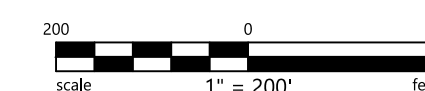
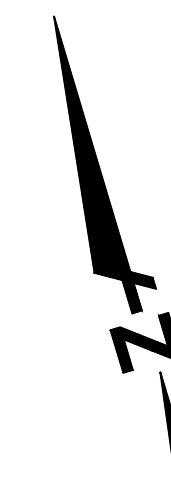
\* PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DETERMINED THAT SUBJECT TO CERTAIN CONDITIONS THAT HAVE BEEN SATISFIED, THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 SHALL BE EXTINGUISHED WITH RESPECT TO THIS PARCEL AND DIRECTED RECORDATION OF A NOTICE OF CESSATION THAT COMPLIES WITH THE REQUIREMENTS OF CALIFORNIA GOVERNMENT CODE SECTION 53330.5 FOR THE PURPOSE OF EXTINGUISHING THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 ON THIS PARCEL.

BOUNDARY NOTES:

1. REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.
2. SINCE RECORDATION OF THE CFD 2017-1 BOUNDARY MAP, SUBSEQUENT SUBDIVISIONS HAVE OCCURRED.

LINETYPES & SYMBOLS

-  CFD 2017-1 BOUNDARY
-  AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CFD 2017-1
-  ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2017-1 BOUNDARY OR SERVICES AREAS
-  PUBLIC STREETS MAINTENANCE AND RESERVES LIMITED TO LANDSCAPE IMPROVEMENTS, IRRIGATION IMPROVEMENTS, SIDEWALKS, STREETLIGHTS, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION
-  DEPICT GENERAL AREA OF 9TH AVENUE TERMINAL SHED BUILDING SOLELY FOR PURPOSES OF INDICATING THAT PUBLIC RESTROOMS WITHIN THE BUILDING ARE WITHIN THE SERVICES AREA OF CFD 2017-1
-  EMBARCADERO SERVICE AREA. SEE MAINTENANCE NOTE 1 BELOW



MAINTENANCE NOTE:

1. TO THE EXTENT CONSISTENT WITH THE DESCRIPTION OF AUTHORIZED SERVICES IN THIS AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN, CFD MAINTENANCE ON EMBARCADERO INCLUDES ALL OF THE LANDSCAPING ON EMBARCADERO (TREES, PALMS AND SHRUBS) AND RESERVES FOR THE REPLACEMENT OF LANDSCAPING, MAINTENANCE OF THE SIDEWALK (ON THE SOUTH SIDE OF EMBARCADERO), MAINTENANCE, RESERVES FOR IRRIGATION, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION.

**EXHIBIT B****CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT No. 2017-1  
(BROOKLYN BASIN PUBLIC SERVICES)****RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX**

---

A Special Tax shall be levied on all Assessor's Parcels in the City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) ("CFD No. 2017-1") and collected each Fiscal Year commencing in Fiscal Year 2017-18, in an amount determined by the City Council of the City of Oakland through the application of the Rate and Method of Apportionment, as described below. All of the real property in CFD No. 2017-1, unless exempted by law or by the provisions hereof, shall be taxed for the purposes, to the extent, and in the manner herein provided.

**A. DEFINITIONS**

The terms as may hereinafter be set forth have the following meanings:

**"Act"** means the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, Division 2 of Title 5 of the California Government Code.

**"Administrative Expenses"** means the following actual or reasonably estimated costs directly related to the administration of CFD No. 2017-1: the costs of computing the Special Taxes and preparing the annual Special Tax collection schedules (whether by the City or CFD No. 2017-1 or both); the costs of collecting the Special Taxes (whether by the County or otherwise); the costs associated with preparing Special Tax disclosure statements and responding to public inquiries regarding the Special Taxes; the costs of the City or CFD No. 2017-1 related to an appeal of the Special Tax; the City's administration fees and third party expenses; the costs of City staff time and reasonable overhead related to CFD No. 2017-1; and amounts estimated or advanced by the City or CFD No. 2017-1 for any other administrative purposes of CFD No. 2017-1, including attorney's fees and other costs related to commencing and pursuing to completion any foreclosure of delinquent Special Taxes.

**"Affordable Housing Property"** means, for each Fiscal Year, all or a portion of any Assessor's Parcel within the boundaries of CFD No. 2017-1 that is subject to a deed restriction, resale restriction, or regulatory agreement recorded in favor of the City that restricts rent or prices chargeable to lower income households.

**"Airspace Parcel"** means a parcel with an assigned Assessor's Parcel Number that constitutes vertical space of an underlying land parcel.

**“Assessor’s Parcel”** means a lot or parcel, including an Airspace Parcel, shown on an Assessor’s Parcel Map with an assigned Assessor’s Parcel Number.

**“Assessor’s Parcel Map”** means an official map of the Assessor of the County designating parcels by Assessor’s Parcel Number.

**“Assessor’s Parcel Number”** means, with respect to an Assessor’s Parcel, that number assigned to such Assessor’s Parcel by the County for purposes of identification.

**“Building Department”** means a designee from the Planning and Building Department of the City or any alternate department responsible for building permit issuance, inspections, and final approval. If there is any doubt as to the responsible party, the CFD Administrator shall coordinate with the City to determine the appropriate party to serve as the Building Department for purposes of this Rate and Method of Apportionment.

**“Certificate of Occupancy”** or **“COO”** means a certificate issued by the City or a letter written by the Building Department to the CFD Administrator to confirm that a building or a portion of a building has met all of the building codes and can be occupied for residential and/or non-residential use. “Certificate of Occupancy” may include any temporary certificate of occupancy issued by the City.

**“CFD Administrator”** means an official of the City responsible for determining the Special Tax Requirement, providing for the levy and collection of the Special Tax, and performing the other duties provided for herein.

**“CFD No. 2017-1”** means City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services).

**“City”** means the City of Oakland, California.

**“City Council”** means the City Council of the City, acting as the legislative body of CFD No. 2017-1.

**“County”** means the County of Alameda.

**“CPI”** means, for each Fiscal Year, the Consumer Price Index published by the U.S. Bureau of Labor Statistics for All Urban Consumers in the San Francisco – Oakland – San Jose Area, measured as of the month of December in the calendar year that ends in the previous Fiscal Year. In the event this index ceases to be published, the CPI shall be another index as determined by the CFD Administrator that is reasonably comparable to the Consumer Price Index for the San Francisco – Oakland – San Jose Area.

**“Developed Property”** means, for each Fiscal Year, all Assessor’s Parcels of Taxable Property for which a Certificate of Occupancy was issued after January 1, 2017, and on or before June 30 of the previous Fiscal Year.

**“Fiscal Year”** means the period starting July 1 and ending on the following June 30.

**“For Sale Unit”** means, for each Fiscal Year, a residential dwelling unit which has been, or is deemed to be, offered for sale as part of an Initial Offering Event.

**“Initial Offering Event”** will be deemed to have occurred for all Units within a given Offering Building if, in any Fiscal Year, the CFD Administrator has determined that any Units in such Offering Building have been offered to the public for sale or rent for the first time during or following construction of the Offering Building and on or before June 30 of the previous Fiscal Year. An Initial Offering Event shall only occur once for each Offering Building and shall apply uniformly to all Units within each Offering Building, as either a for sale offering or rental offering, regardless of whether every Unit in an Offering Building was actually offered at the time of the Initial Offering Event.

**“Interim Unit”** means, for each Fiscal Year, a planned or constructed residential dwelling unit which has not been, or has not been deemed to be, offered for sale or rent as part of an Initial Offering Event.

**“Land Use Class”** means any of the classes listed in Table 1 below.

**“Maximum Special Tax”** means, with respect to an Assessor’s Parcel of Taxable Property, the maximum Special Tax determined in accordance with Section C below that can be levied in any Fiscal Year on such Assessor’s Parcel of Taxable Property.

**“Non-Residential”** means any buildings or portions of buildings that are used for or are expected to be used for a commercial lodging use, commercial retail use, institutional use (e.g., churches, private schools), commercial restaurant use, office use, or industrial use.

**“Non-Residential Property”** means, for each Fiscal Year, all or a portion of any Assessor’s Parcel of Developed Property that is used for or is expected to be used for a Non-Residential use.

**“Offering Building”** means an exclusive group of Units within a permanent, enclosed structure that is planned for or constructed on an Assessor’s Parcel of Taxable Property. An Offering Building shall consist of adjacent Units that are expected to be offered to the public at approximately the same time either exclusively for sale or exclusively for rent. An Offering Building may be physically connected to another structure or Offering Building, but each individual Offering Building will be treated separately for purposes of determining the Special Tax for each Unit within an Offering Building.

**“Property Owner Association Property”** means, for each Fiscal Year, property within the boundaries of CFD No. 2017-1 that was owned by a property owner association, including any master or sub-association, as of January 1 of the prior Fiscal Year.

**“Proportionately”** means that the ratio of the actual Special Tax levy to the Maximum Special Tax is equal for all Assessor's Parcels of Taxable Property.



**“Public Property”** means, for each Fiscal Year, property within the boundaries of CFD No. 2017-1 that is: (a) owned by, irrevocably offered to, or dedicated to the federal government, the State, the County, the City, or any local government or other public agency; or (b) encumbered by an easement for purposes of public right-of-way that makes impractical its use for any purpose other than that set forth in such easement, provided that any property leased by a public agency to a private entity and subject to taxation under Section 53340.1 of the Act shall be taxed and classified according to its use.

**“Rate and Method of Apportionment”** means this Rate and Method of Apportionment of Special Tax.

**“Rental Unit”** means, for each Fiscal Year, a residential dwelling unit which has been, or is deemed to be, offered for rent as part of an Initial Offering Event.

**“Residential Property”** means, for each Fiscal Year, all or a portion of any Assessor’s Parcel of Developed Property that is planned for, or constructed as, one or more Units.

**“Services”** means the services authorized to be financed, in whole or in part, by CFD No. 2017-1, including all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within the Brooklyn Basin project area.

**“Special Tax”** means the special tax authorized by the qualified electors of CFD No. 2017-1 to be levied within the boundaries of CFD No. 2017-1.

**“Special Tax Requirement”** means the amount necessary in any Fiscal Year to pay the cost of the Services, Administrative Expenses, and an amount equal to Special Tax delinquencies based on the historical delinquency rate for Special Taxes, as determined by the CFD Administrator.

**“Square Footage”** or **“Sq. Ft.”** means the gross leasable square footage of a Non-Residential Property as reflected on a building permit or Certificate of Occupancy issued by the City, a lease agreement, or other such document.

**“State”** means the State of California.

**“Taxable Property”** means, for each Fiscal Year, all Assessor’s Parcels within the boundaries of CFD No. 2017-1 which are not exempt from the Special Tax pursuant to law or Section E below.

**“Unit”** means a For Sale Unit, Interim Unit, or Rental Unit.

**B. ASSIGNMENT TO LAND USE CATEGORIES**

Each Fiscal Year, beginning with Fiscal Year 2017-18, the CFD Administrator shall identify the current Assessor's Parcel Numbers for all Taxable Property and Affordable Housing Property within CFD No. 2017-1. The CFD Administrator shall then identify all Developed Property by working with the Building Department to catalog all COOs issued on Taxable Property on or before June 30 of the prior Fiscal Year. Subsequently, all Developed Property shall be classified as Residential Property or Non-Residential Property. The CFD Administrator shall also determine: (i) the number of Units assigned to each Offering Building, which may include Units that can be classified as Affordable Housing Property; (ii) the current Assessor's Parcel Number associated with each Unit and Non-Residential Property; and (iii) the Square Footage of Non-Residential Property.

On or about July 1 of each Fiscal Year, the CFD Administrator shall determine whether an Initial Offering Event has occurred for any Offering Building, and if so, whether any Units within such Offering Building were offered for rent or for sale. After making these determinations, the CFD Administrator shall further classify each Unit of Residential Property as a For Sale Unit, Interim Unit, or Rental Unit. Once a residential dwelling unit has been classified as a For Sale Unit or a Rental Unit, it may not be reclassified in future Fiscal Years.

The CFD Administrator may make any determination in this Section B by using any reasonable source of information, including: a building permit issued by the City; an Assessor's Parcel Map; ownership information as reflected on the rolls of the County Assessor; a lease agreement; a close of escrow date; or any other relevant information as determined by the CFD Administrator.

**C. MAXIMUM SPECIAL TAX**

The Maximum Special Tax for each Assessor's Parcel classified as Taxable Property shall be determined by reference to Table 1 below.

**TABLE 1  
MAXIMUM SPECIAL TAX**

| Land Use Class                  | Maximum Special Tax<br>Fiscal Year 2017-18 |
|---------------------------------|--|
| <b>Residential Property:</b>    |  |
| For Sale Unit                   | \$1,023 per Unit                           |
| Rental Unit                     | \$902 per Unit                             |
| Interim Unit                    | \$902 per Unit                             |
| <b>Non-Residential Property</b> | <b>\$0.90 per Sq. Ft.</b>                  |

Beginning July 1, 2018, and each July 1 thereafter, the Maximum Special Tax shall be subject to an automatic increase at a rate equal to the greater of: (i) the percentage increase from the prior Fiscal Year, if any, in the CPI; or (ii) 4.8% of the amount in effect for the prior Fiscal Year.

In some instances an Assessor's Parcel of Taxable Property may contain more than one Land Use Class. The Maximum Special Tax levied on an Assessor's Parcel shall be the sum of the Maximum Special Tax for all Units of Residential Property and Square Footage of Non-Residential Property located on that Assessor's Parcel.

**D. METHOD OF APPORTIONMENT OF THE SPECIAL TAX**

Each Fiscal Year, beginning with Fiscal Year 2017-18, the CFD Administrator shall determine the Special Tax Requirement. The Special Tax shall then be levied Proportionately on each Assessor's Parcel of Taxable Property up to 100% of the applicable Maximum Special Tax for such Assessor's Parcel, or until the Special Tax Requirement is satisfied, whichever is less.

**E. EXEMPTIONS**

Notwithstanding anything in this Rate and Method of Apportionment to the contrary, no Special Tax shall be levied on Public Property or Property Owner Association Property. Additionally, no Special Tax shall be levied on up to 465 Units of Affordable Housing Property. Tax-exempt status will be assigned to Units of Affordable Housing Property in the chronological order in which property becomes Affordable Housing Property. However, should a Unit no longer be classified as Affordable Housing Property, its tax-exempt status will be revoked.

**F. APPEALS**

Any property owner may file a written appeal of the Special Tax with CFD No. 2017-1 claiming that the amount or application of the Special Tax is not correct. The appeal must be filed not later than one calendar year after having paid the Special Tax that is disputed, and the appellant must be current in all payments of Special Taxes. In addition, during the term of the appeal process, all Special Taxes levied must be paid on or before the payment date established when the levy was made.

The appeal must specify the reasons why the appellant claims the Special Tax is in error. The CFD Administrator shall review the appeal, meet with the appellant if the CFD Administrator deems necessary, and advise the appellant of its determination.

If the property owner disagrees with the CFD Administrator's decision relative to the appeal, the owner may then file a written appeal with the City Council, whose subsequent decision shall be final and binding on all interested parties. If the decision of the CFD Administrator or subsequent decision by the City Council requires the Special Tax to be

modified or changed in favor of the property owner, then the CFD Administrator shall determine if sufficient Special Tax revenue is available to make a cash refund. If a cash refund cannot be made, then an adjustment shall be made to credit future Special Tax levy(ies).

This procedure shall be exclusive and its exhaustion by any property owner shall be a condition precedent to filing any legal action by such owner.

**G. MANNER OF COLLECTION**

The Special Taxes shall be collected in the same manner and at the same time as ordinary *ad valorem* property taxes; provided, however, that the Special Taxes may be collected in such other manner as the City Council shall determine, including direct billing of affected property owners.

**H. TERM OF SPECIAL TAX**

The Special Tax shall continue to be levied indefinitely on an annual basis on all Taxable Property in CFD No. 2017-1.

**I. INTERPRETATION OF SPECIAL TAX FORMULA**

The City reserves the right to make minor administrative and technical changes to this document that do not materially affect the rate and method of apportioning the Special Tax. In addition, the interpretation and application of any section of this document shall be left to the City's discretion. Interpretations may be made by the City Council by ordinance or resolution for purposes of clarifying any vagueness or ambiguity in this Rate and Method of Apportionment of Special Tax.

# ATTACHMENT F

## EXHIBIT C

### LIST OF PARCELS

| APN             | Acreage    |
|-----------------|------------|
| 018-0465-016-00 | 1.18 acres |
|                 |            |

# ATTACHMENT F

**PETITION FOR PROCEEDINGS TO CORRECT INCONSISTENCIES  
RELATED TO THE DESCRIPTION OF THE GEOGRAPHIC SCOPE OF THE AUTHORIZED  
SERVICES IN THE PROCEEDINGS FOR CITY OF OAKLAND COMMUNITY FACILITIES  
DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), AND DIRECTING  
RECORDATION OF AN AMENDED AND RESTATED BOUNDARY MAP AND AN AMENDED  
AND RESTATED NOTICE OF SPECIAL TAX LIEN**

June 28, 2023

City Council of the  
City of Oakland  
1 Frank H Ogawa Plaza  
Oakland, California 94612

Members of the Council:

This petition (the “**Petition**”) relates to a development, formerly known as the Oak-to-Ninth Avenue Mixed Use Development, and now known as the Brooklyn Basin Project (the “**Brooklyn Basin Project**”). The City of Oakland (the “**City**”), as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company (the “**Developer**”), as successor by assignment from Oakland Harbor Partners, LLC, are parties to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Brooklyn Basin Project (as amended and assigned, the “**Development Agreement**”).

The City Council previously conducted proceedings under, and pursuant to, the Mello-Roos Community Facilities Act of 1982 (Government Code Section 53311 et seq.) (the “**Act**”), to form “City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services)” (“**CFD No. 2017-1**”), to authorize the levy of a special tax (the “**CFD No. 2017-1 Special Tax**”) upon the land within CFD 2017-1 to pay for certain public services (the “**Services**”).

The City Council declared its intention to form CFD No. 2017-1 pursuant to Resolution No. 86921 C.M.S., adopted on October 3, 2017 (the “**Resolution of Intention**”).

The City Council established CFD No. 2017-1 pursuant to Resolution No. 86960 C.M.S. adopted on November 7, 2017.

Pursuant to Resolution No. 86961 C.M.S., adopted on November 7, 2017, a mail ballot election was held of the three qualified landowner electors in CFD No. 2017-1, who were affiliated entities: (1) the Developer, who owned approximately 16.45 acres of taxable property in CFD No. 2017-1 and was entitled to seventeen (17) votes (approximately 80% of the total votes), (2) 250 Ninth Avenue Partners, LLC, a California Limited liability company, who owned approximately 1.54 acres of taxable property in CFD No. 2017-1 and was entitled to two (2) votes (approximately 10% of the total votes), and (3) Zarsion BBC, LLC, a California limited liability company, who owned approximately 1.44 acres of taxable property in CFD No. 2017-1 and was entitled to two (2) votes (approximately 10% of the total votes).

# ATTACHMENT F

Following completion of the mail ballot election, the City Council determined in Resolution No. 86962 C.M.S., adopted on November 7, 2017, that more than two-thirds of all the votes cast at the election were in favor of the levy of the CFD No. 2017-1 Special Tax to finance the Services.

The City Council levied the CFD No. 2017-1 Special Tax on taxable properties in CFD No. 2017-1 pursuant to Ordinance No. 13463 C.M.S., adopted on November 28, 2017.

On December 13, 2017, the City Clerk caused to be recorded as Document No. 2017274055 in the official records of the County of Alameda, California (the “**Official Records**”) a Notice of Special Tax Lien (the “**Original Notice of Special Tax Lien**”) pursuant to which notice was given that a lien to secure the payment of the CFD No. 2017-1 Special Tax was imposed on taxable property in CFD No. 2017-1.

The Original Notice of Special Tax Lien referenced the boundary map of the District recorded at Book 18 of Maps of Assessment and Community Facilities Districts at Page 85 in the Official Records, which map was then the final boundary map of the District (the “**Original Boundary Map**”).

The Property Owner (as defined below) and City staff have determined that the CFD No. 2017-1 proceedings contain inconsistencies in the description of the location of the Services to be financed by CFD No. 2017-1, including failing to consistently describe the geographic scope of the Services as extending outside the boundaries of CFD No. 2017-1 (particularly, operation and maintenance of a major portion of the Maintained Improvements such as the parks, opens space, shoreline trails, and piers).

Pursuant to this Petition, the Property Owner is petitioning the City Council to undertake proceedings to correct such inconsistencies and to clarify that it was not the intent of the Development Agreement and Condition of Approval No. 38 for the Brooklyn Basin Project (collectively, the “Project Approvals”) or the CFD No. 2017-1 proceedings to limit the geographic scope of the Services for the Maintained Improvements to within the boundaries of CFD No. 2017-1.

1. Petitioners. This Petition is submitted pursuant to the Act to the City by the owner (the “**Property Owner**”) of 100% of the fee simple interest in the real property identified in Exhibit C attached hereto (the “**Property**”). The Property Owner warrants to the City with respect to the Property that the signatories are authorized to execute this Petition and that the submission of this Petition and participation in the City’s proceedings under the Act will not constitute a violation or event of default under any existing financing arrangement in any way affecting the Property Owner and such Property, including any “due-on-encumbrance” clauses under any existing deeds of trust secured by the Property.

2. Request to Institute Corrective Proceedings. The City Council is hereby requested to undertake proceedings to correct inconsistencies in the CFD No. 2017-1 proceedings with respect to the description of the location of the Services to be financed by CFD No. 2017-1. More specifically, in order to establish a clear record of the geographic scope of the Services, the Property Owner hereby asks the City Council to:

- a. Declare that it was not the intent of the Project Approvals or the CFD No. 2017-1 proceedings to limit the geographic scope of the Services to the boundaries of CFD No. 2017-1.

# ATTACHMENT F

- b. Direct the City Clerk to cause to be recorded in the Official Records an amendment and restatement of the Original Boundary Map for CFD No. 2017-1 to supersede and replace the Original Boundary Map in the Official Records for the purpose of avoiding confusion by eliminating from the map any information that is not required to be presented on the map by the Act, including the erroneous depiction of the geographic scope of the Services, provided that such Amended and Restated Boundary Map shall not make any changes to the boundaries of CFD No. 2017-1. The proposed Amended and Restated Boundary Map is attached as Exhibit A.
- c. Direct the City Clerk to cause to be recorded in the Official Records an amendment and restatement of the Original Notice of Special Tax Lien for CFD No. 2017-1 for the purpose of correcting any erroneous language stating that the geographic scope of Services is limited to the area "within the District", "within the Brooklyn Basin project area", or similar language and by attaching to the description of the public services to be financed by the District in Exhibit A of the Original Notice of Special Tax Lien a map of the geographical scope of the public services to be financed by the District that is consistent with the Project Approvals and the intent of the CFD No. 2017 formation proceedings. The proposed Amended and Restated Notice of Special Tax Lien is attached as Exhibit B.

3. Counterparts. This Petition may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

By executing this Petition, the persons below agree to all of the above.

The property that is the subject of this Petition is identified on Exhibit C

The name of the owner of record of such property and the petitioner and its mailing address is:

260 BB WAY DEVELOPMENT, LLC,  
a Delaware limited liability company

By:  \_\_\_\_\_

Name: Michael Ghielmetti

Title: Authorized Individual

Mailing Address:

2335 Broadway, Suite 200  
Oakland, CA 94612  
Attention: Michael Ghielmetti  
Telephone: (510) 251-9270  
Email: mghielmetti@signaturedevelopment.com



# ATTACHMENT F

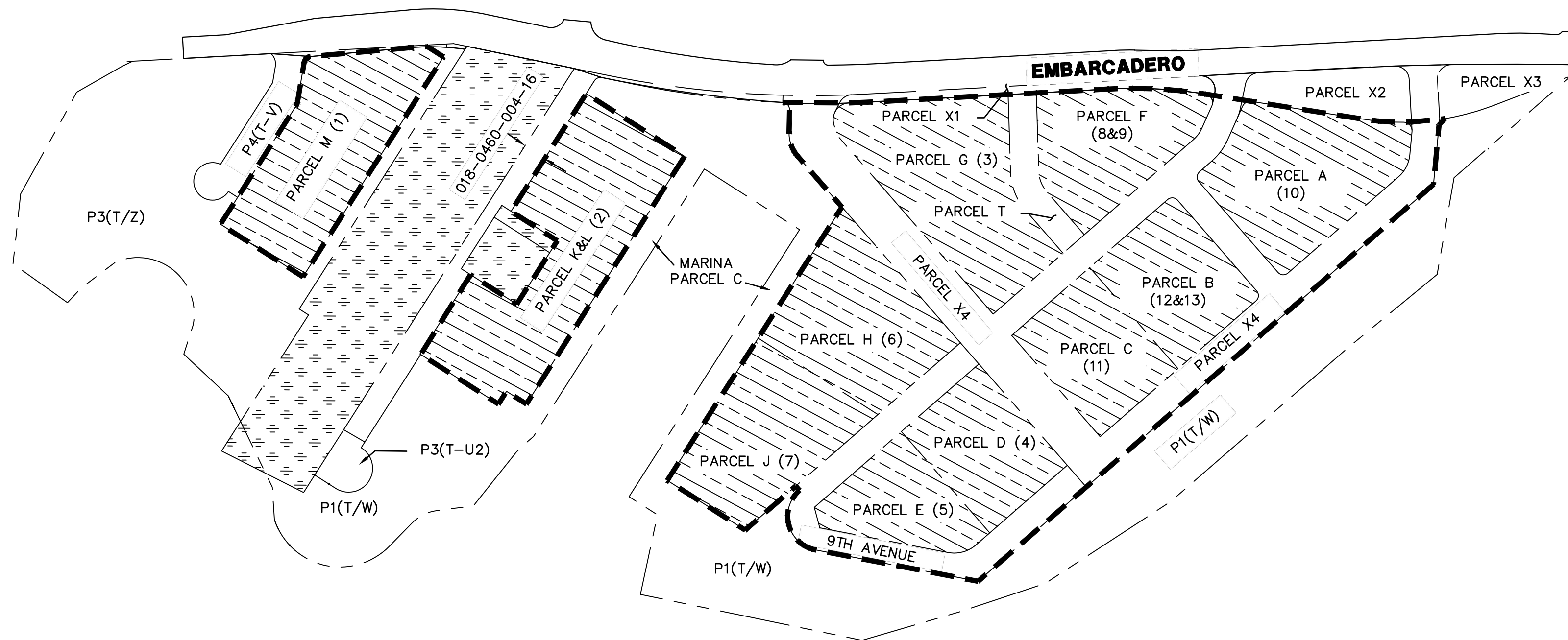
## EXHIBIT A

City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)

### AMENDED AND RESTATED BOUNDARY MAP

[attached]


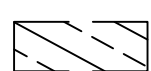
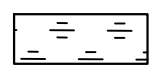
AMENDED AND RESTATED MAP OF BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



ORIGINAL TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1:

- (1) 018-0430-001-14\* - PARCEL M
- (2) 018-0460-004-11\* - PARCELS K&L
- (3) 018-0465-002-30\* - PARCEL G
- (4) 018-0465-015-00\* - PARCEL D
- (5) 018-0465-016-00\* - PARCEL E
- (6) 018-0465-017-00\* - PARCEL H
- (7) 018-0465-018-00\* - PARCEL J
- (8) 018-0465-002-18 - PARCEL F
- (9) 018-0465-002-20 - PARCEL F
- (10) 018-0465-012-00 - PARCEL A
- (11) 018-0465-014-00 - PARCEL C
- (12) 018-0465-019-00 - PARCEL B
- (13) 018-0465-020-00 - PARCEL B

LINETYPES & SYMBOLS

-  CFD 2017-1 BOUNDARY
-  ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2017-1 BOUNDARY OR SERVICES AREAS

FILED IN THE OFFICE OF THE CITY CLERK OF THE CITY OF OAKLAND THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
CITY CLERK

I HEREBY CERTIFY THAT THE WITHIN AMENDED AND RESTATED MAP SHOWING PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS APPROVED BY THE CITY COUNCIL OF THE CITY OF OAKLAND AT A MEETING THEREOF, HELD ON THE \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_ BY ITS RESOLUTION NO. \_\_\_\_\_.

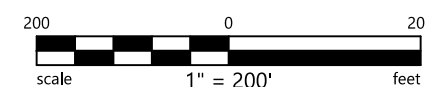
\_\_\_\_\_  
CITY CLERK

FILED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_, AT THE HOUR OF \_\_\_\_\_ O'CLOCK \_\_M., IN BOOK \_\_\_\_ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE \_\_\_\_ IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF ALAMEDA, STATE OF CALIFORNIA.

\_\_\_\_\_  
COUNTY RECORDER, COUNTY OF ALAMEDA

BOUNDARY NOTES:

1. REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.
2. SINCE RECORDATION OF THE CFD 2017-1 BOUNDARY MAP, SUBSEQUENT SUBDIVISIONS HAVE OCCURRED.



NOTE:

THE ORIGINAL MAP OF THE PROPOSED BOUNDARIES OF COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS RECORDED ON OCTOBER 17, 2017, AT THE HOUR OF 12:04 P.M. IN BOOK 18 OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE 85, DOCUMENT NO. 2017-229062, IN THE OFFICE OF THE COUNTY RECORDER IN ALAMEDA COUNTY, STATE OF CALIFORNIA. PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DIRECTED THE CITY CLERK TO CAUSE TO BE RECORDED THIS AMENDED AND RESTATED MAP OF BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, FOR THE PURPOSE OF ELIMINATING ALL REFERENCES TO THE LOCATION OF THE PUBLIC SERVICES TO BE FINANCED BY COMMUNITY FACILITIES DISTRICT NO. 2017-1 BECAUSE THE ORIGINAL MAP DID NOT ACCURATELY REPRESENT THE LOCATION OF SUCH PUBLIC SERVICES. CONCURRENTLY WITH RECORDING THIS AMENDED AND RESTATED MAP, THE CITY CLERK IS CAUSING TO BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER AN AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN FOR COMMUNITY FACILITIES DISTRICT NO. 2017-1 THAT WILL CORRECT ERRORS IN THE DESCRIPTION OF THE PUBLIC SERVICES TO BE FINANCED BY COMMUNITY FACILITIES STRICT NO. 2017-1.

# ATTACHMENT F

## EXHIBIT B

**AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN**  
[attached]

# ATTACHMENT F

**RECORDING REQUESTED BY AND  
AFTER RECORDATION RETURN TO:**

City Clerk  
City of Oakland  
City Hall, 1 Frank H Ogawa Plaza  
Oakland, CA 94612

**AMENDED AND RESTATED  
NOTICE OF SPECIAL TAX LIEN**

**City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)**

**Original Notice of Special Tax Lien**

Pursuant to the requirements of Section 3114.5 of the California Streets and Highways Code of California and Section 53328.3 of the California Government Code, the undersigned City Clerk of the City of Oakland (the “City”), County of Alameda, State of California, previously gave notice that a lien to secure payment of a special tax had been imposed by the City Council of the City of Oakland, County of Alameda, State of California (the “City Council”). The City Clerk gave notice by recordation of a Notice of Special Tax Lien in the Office of the Clerk- Recorder of the County of Alameda, State of California (the “Official Records”) on December 13, 2017, at the hour of 1:03 p.m. as Document No. 2017274055 (the “Original Notice of Special Tax Lien”).

The Original Notice of Special Tax Lien gave notice that the special tax secured by such lien was authorized to be levied on taxable properties in the above-referenced City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (the “District”) for the purpose of paying for the full cost and all direct and incidental costs related to the provision of public services and the maintenance, operation, repair, and replacement costs of certain public infrastructure as described on Exhibit A to the Original Notice of Special Tax Lien, including, but not limited to, expenses of the administration of the District.

The Original Notice of Special Tax Lien further gave notice that the special tax was authorized to be levied within the District, which had been officially formed, and the lien of the special tax was a continuing lien which shall secure each annual levy of the special tax and which shall continue in force and effect until the special tax ceases to be levied and a notice of cessation of special tax is recorded in accordance with Section 53330.5 of the Government Code.

# ATTACHMENT F

The rate, method of apportionment, and manner of collection of the authorized special tax was as set forth in Exhibit B to the Original Notice of Special Tax Lien and as set forth (without change) in Exhibit B attached hereto and hereby made a part hereof. No provision has been made for the prepayment of the special tax.

The Original Notice of Special Tax Lien further gave notice that upon the recording of the Original Notice of Special Tax Lien in the office of the County Clerk-Recorder of the County of Alameda, the obligation to pay the special tax levy would become a lien upon all nonexempt real property within District in accordance with Section 3115.5 of the California Streets and Highways Code.

The name(s) of the owner(s) and the assessor's tax parcel numbers of the real property included within the area of District were set forth in Exhibit C attached to the Original Notice of Special Tax Lien and are set forth (without change) in Exhibit C attached hereto and made a part hereof.

The Original Notice of Special Tax Lien referenced the boundary map of the District recorded at Book 18 of Maps of Assessment and Community Facilities Districts at Page 85, in the Official Records, which map was then the final boundary map of the District (the "Original Boundary Map").

## **Amended and Restated Notice of Special Tax Lien**

The City Clerk hereby gives notice that, on July 18, 2023, the City Council, in its capacity as the legislative body of the District, held a noticed public hearing on whether it had been the intent of the project approvals for the Brooklyn Basin Project (including the related Development Agreement) and the District proceedings to limit the geographic scope of the public services to be financed by the District to within the boundaries of the District, and all interested persons desiring to be heard on such matters were heard. Upon completion of the public hearing, and having determined that it was not the intent of the Brooklyn Basin project approvals (including the related Development Agreement) and the District proceedings to limit the geographic scope of the public services to be financed by the District to within the boundaries of the District, the City Council adopted its Resolution No. \_\_\_\_ C.M.S. , adopted on \_\_\_\_\_, 2023 (the "Corrective Resolution").

Pursuant to the Corrective Resolution, the City Council directed the City Clerk to cause to be recorded in the in the office of the County Clerk-Recorder of the County of Alameda an amendment and restatement of the Original Boundary Map (the "Amended and Restated Boundary Map") to supersede and replace the Original Boundary Map in the Official Records for the purpose of avoiding confusion by eliminating from the map any information that is not required to be presented on the map by the Act, including the erroneous depiction of the geographic scope of the Services, provided that such Amended and Restated Boundary Map shall not make any changes to the boundaries of CFD No. 2017-1, which Amended Boundary Map has been recorded in Book \_\_\_\_ of Maps of Assessment and Community Facilities Districts at Page \_\_\_\_, in the Official Records, and is now the final boundary map of the District. There has been no change in the boundaries of the District.

Pursuant to the Corrective Resolution, the City Council also directed the City Clerk to cause to be recorded in the Official Records this Amended and Restated Notice of Special Tax for the purpose of correcting any erroneous language stating that the geographic scope of public services to be financed by the District is limited to the area "within the District," "within the Brooklyn Basin project area", or similar language, and by attaching to the description of the public services to be financed by the District in Exhibit A of the Original Notice of Special Tax Lien a map of the geographical scope of the public services to be financed by the District that is consistent with the Project Approvals and the intent of the CFD No. 2017 formation proceedings.

# ATTACHMENT F

Pursuant to the Corrective Resolution, the City Council resolved that, in making the findings and determinations and directing the City Clerk to take the actions set forth in the Corrective Resolution, the City Council intended to correct the inconsistencies in the description of the geographic scope of the public services to be financed by the District in all of the District proceedings, and in the event of any inconsistency between the Corrective Resolution and the District proceedings, the provisions of the Corrective Resolution shall apply to the extent of the inconsistency.

## **Further Information**

For further information concerning the current and estimated future tax liability of owners or purchasers of real property subject to this special tax lien, interested persons should contact the City Administrator of the City of Oakland, 1 Frank H. Ogawa Plaza, Oakland, California 94612; Telephone: (510) 238-3301.

Dated: As of \_\_\_\_\_, 2023

By: \_\_\_\_\_  
Asha Reed  
City Clerk

# ATTACHMENT F

## EXHIBIT A

### NOTICE OF SPECIAL TAX LIEN

**City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)**

#### DESCRIPTION OF SERVICES TO BE FINANCED BY THE DISTRICT

*The description of public services set forth in this Exhibit A has been corrected in accordance with the Corrective Resolution. Any deletions are shown in strike-out and any additions are shown in double underline.*

#### Services

The services to be funded, in whole or in part, by the City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (“CFD” or “District”) include the full cost of all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within ~~the District~~ the areas shown on Attachment 1 attached hereto and incorporated herein. More specifically, the services may include, but are not limited to: (i) maintenance, repair, and replacement of parks and landscaping in public areas and in the public right of way along public streets, including, but not limited to, irrigation, tree trimming, mowing, hardscape, sidewalk, and related maintenance of equipment specific to the Brooklyn Basin facilities, and vegetation maintenance and control; (ii) operation and maintenance of street lights, street furniture, and other appurtenances; (iii) storm protection services, including, but not limited to, the operation and maintenance, repair, and replacement of storm drainage systems that are reasonably necessary for the storm water management, treatment and mitigation requirements for the District (storm water management expressly excludes gravity flow conveyance improvements (pipes, catch basins, etc.)); (iv) annual inspection and reporting obligations associated with the parks, open space areas, public rights-of-way and ground water monitoring wells as required by the applicable operations and maintenance plan and (v) any other public services authorized to be funded under Section 53313 of the California Government Code that are also stipulated as maintenance obligations pursuant to the Development Agreement dated as of August 24, 2006, as amended from time to time, relating to the Brooklyn Basin project and recorded against all of the real property covered thereby.

The CFD may fund any of the following related to the services described in the preceding paragraph: (i) obtaining, constructing, furnishing, operating, maintaining, repairing, replacing, and environmental monitoring of equipment, apparatus, or facilities related to providing the services and/or equipment, apparatus, facilities, or fixtures in areas to be maintained; (ii) paying the salaries and benefits, or consultant fees, of personnel necessary or convenient to provide the services; (iii) payment of insurance costs and other related expenses; (iv) the provision of reserves for deposit in a reserve fund to be used for repairs and replacements, particularly including decks and pilings associated with piers and marinas, the funds in which shall be used solely for repairs and replacement; and (v) administrative and incidental expenses, as described below. The services to be financed by the CFD are in addition to those provided in the territory of the CFD before the date of formation of the CFD and will not supplant services already available within that territory when the CFD is created.

#### Administrative Expenses

# ATTACHMENT F

The administrative expenses to be funded by the CFD include the full cost of direct and indirect expenses incurred by the City of Oakland (“City”) in carrying out its duties with respect to the CFD including, but not limited to: (i) the levy and collection of the special taxes; (ii) the fees and expenses of attorneys; (iii) any fees of the County of Alameda related to the CFD or the collection of special taxes; (iv) an allocable share of the salaries and benefits of any City staff, or consultant fees, directly related thereto and a proportionate amount of the City’s general administrative overhead related thereto; (v) any amounts paid by the City with respect to the CFD or the services authorized to be financed by the CFD; (vi) expenses incurred by the City in undertaking action to foreclose on properties for which the payment of special taxes is delinquent; and (vii) all other costs and expenses of the City in any way related to the CFD.

## **Other**

The incidental expenses that may be funded by the CFD include, in addition to the administrative expenses identified above, the payment or reimbursement to the CFD of the full cost of expenses associated with the establishment and ongoing administration of the CFD.



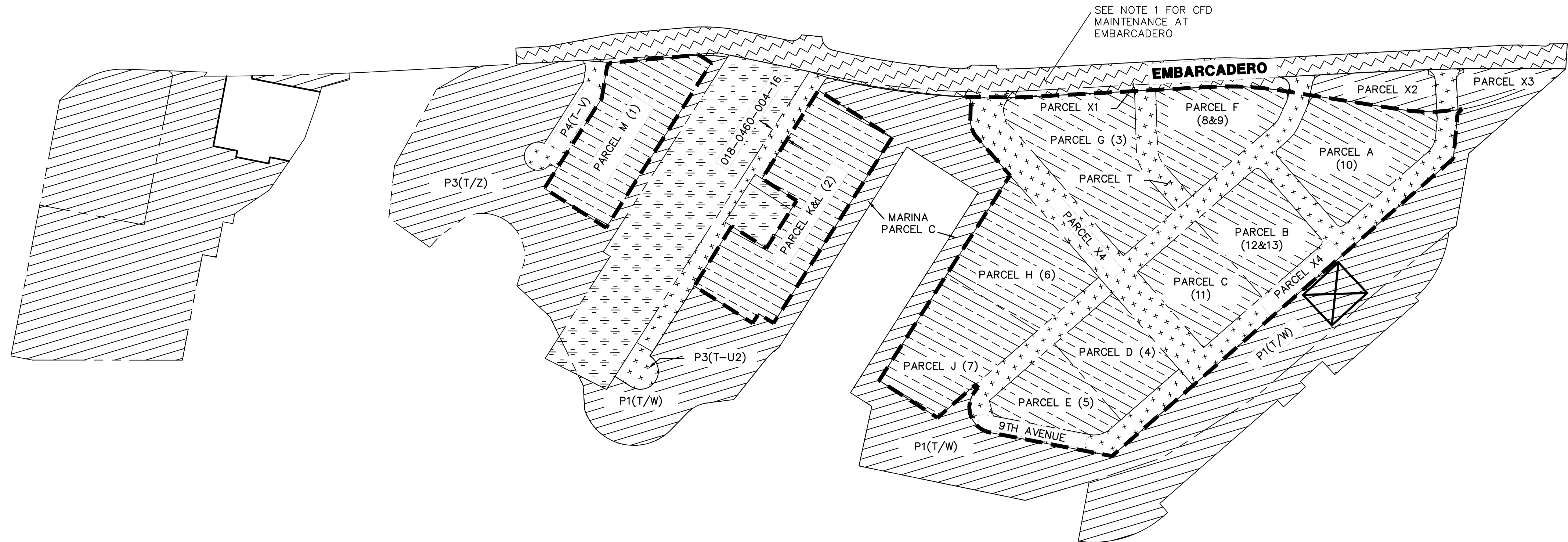
# ATTACHMENT F

Attachment 1

[Attached]

Attachment 1 has been added in accordance with the Corrective Resolution.

MAP OF AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES),  
CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



ORIGINAL TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1:



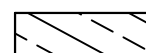
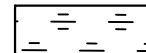
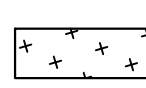


- (1) 018-0430-001-14\* - PARCEL M
- (2) 018-0460-004-11\* - PARCELS K&L
- (2) 018-0465-002-30\* - PARCEL G
- (3) 018-0465-015-00\* - PARCEL D
- (4) 018-0465-016-00\* - PARCEL E
- (5) 018-0465-017-00\* - PARCEL H
- (6) 018-0465-018-00\* - PARCEL J
- (7) 018-0465-002-18 - PARCEL F
- (8) 018-0465-002-20 - PARCEL F
- (9) 018-0465-012-00 - PARCEL A
- (10) 018-0465-014-00 - PARCEL C
- (11) 018-0465-019-00 - PARCEL B
- (13) 018-0465-020-00 - PARCEL B

\* PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DETERMINED THAT SUBJECT TO CERTAIN CONDITIONS THAT HAVE BEEN SATISFIED, THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 SHALL BE EXTINGUISHED WITH RESPECT TO THIS PARCEL AND DIRECTED RECORDATION OF A NOTICE OF CESSATION THAT COMPLIES WITH THE REQUIREMENTS OF CALIFORNIA GOVERNMENT CODE SECTION 53330.5 FOR THE PURPOSE OF EXTINGUISHING THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 ON THIS PARCEL.

BOUNDARY NOTES:

1. REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.
2. SINCE RECORDATION OF THE CFD 2017-1 BOUNDARY MAP, SUBSEQUENT SUBDIVISIONS HAVE OCCURRED.

LINETYPES & SYMBOLS

-  CFD 2017-1 BOUNDARY
-  AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CFD 2017-1
-  ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2017-1 BOUNDARY OR SERVICES AREAS
-  PUBLIC STREETS MAINTENANCE AND RESERVES LIMITED TO LANDSCAPE IMPROVEMENTS, IRRIGATION IMPROVEMENTS, SIDEWALKS, STREETLIGHTS, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION
-  DEPICT GENERAL AREA OF 9TH AVENUE TERMINAL SHED BUILDING SOLELY FOR PURPOSES OF INDICATING THAT PUBLIC RESTROOMS WITHIN THE BUILDING ARE WITHIN THE SERVICES AREA OF CFD 2017-1
-  EMBARCADERO SERVICE AREA. SEE MAINTENANCE NOTE 1 BELOW

MAINTENANCE NOTE:

1. TO THE EXTENT CONSISTENT WITH THE DESCRIPTION OF AUTHORIZED SERVICES IN THIS AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN, CFD MAINTENANCE ON EMBARCADERO INCLUDES ALL OF THE LANDSCAPING ON EMBARCADERO (TREES, PALMS AND SHRUBS) AND RESERVES FOR THE REPLACEMENT OF LANDSCAPING, MAINTENANCE OF THE SIDEWALK (ON THE SOUTH SIDE OF EMBARCADERO), MAINTENANCE, RESERVES FOR IRRIGATION, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION.

**EXHIBIT B****CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT No. 2017-1  
(BROOKLYN BASIN PUBLIC SERVICES)****RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX**

---

A Special Tax shall be levied on all Assessor's Parcels in the City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) ("CFD No. 2017-1") and collected each Fiscal Year commencing in Fiscal Year 2017-18, in an amount determined by the City Council of the City of Oakland through the application of the Rate and Method of Apportionment, as described below. All of the real property in CFD No. 2017-1, unless exempted by law or by the provisions hereof, shall be taxed for the purposes, to the extent, and in the manner herein provided.

**A. DEFINITIONS**

The terms as may hereinafter be set forth have the following meanings:

**"Act"** means the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, Division 2 of Title 5 of the California Government Code.

**"Administrative Expenses"** means the following actual or reasonably estimated costs directly related to the administration of CFD No. 2017-1: the costs of computing the Special Taxes and preparing the annual Special Tax collection schedules (whether by the City or CFD No. 2017-1 or both); the costs of collecting the Special Taxes (whether by the County or otherwise); the costs associated with preparing Special Tax disclosure statements and responding to public inquiries regarding the Special Taxes; the costs of the City or CFD No. 2017-1 related to an appeal of the Special Tax; the City's administration fees and third party expenses; the costs of City staff time and reasonable overhead related to CFD No. 2017-1; and amounts estimated or advanced by the City or CFD No. 2017-1 for any other administrative purposes of CFD No. 2017-1, including attorney's fees and other costs related to commencing and pursuing to completion any foreclosure of delinquent Special Taxes.

**"Affordable Housing Property"** means, for each Fiscal Year, all or a portion of any Assessor's Parcel within the boundaries of CFD No. 2017-1 that is subject to a deed restriction, resale restriction, or regulatory agreement recorded in favor of the City that restricts rent or prices chargeable to lower income households.

**"Airspace Parcel"** means a parcel with an assigned Assessor's Parcel Number that constitutes vertical space of an underlying land parcel.

**“Assessor’s Parcel”** means a lot or parcel, including an Airspace Parcel, shown on an Assessor’s Parcel Map with an assigned Assessor’s Parcel Number.

**“Assessor’s Parcel Map”** means an official map of the Assessor of the County designating parcels by Assessor’s Parcel Number.

**“Assessor’s Parcel Number”** means, with respect to an Assessor’s Parcel, that number assigned to such Assessor’s Parcel by the County for purposes of identification.

**“Building Department”** means a designee from the Planning and Building Department of the City or any alternate department responsible for building permit issuance, inspections, and final approval. If there is any doubt as to the responsible party, the CFD Administrator shall coordinate with the City to determine the appropriate party to serve as the Building Department for purposes of this Rate and Method of Apportionment.

**“Certificate of Occupancy”** or **“COO”** means a certificate issued by the City or a letter written by the Building Department to the CFD Administrator to confirm that a building or a portion of a building has met all of the building codes and can be occupied for residential and/or non-residential use. “Certificate of Occupancy” may include any temporary certificate of occupancy issued by the City.

**“CFD Administrator”** means an official of the City responsible for determining the Special Tax Requirement, providing for the levy and collection of the Special Tax, and performing the other duties provided for herein.

**“CFD No. 2017-1”** means City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services).

**“City”** means the City of Oakland, California.

**“City Council”** means the City Council of the City, acting as the legislative body of CFD No. 2017-1.

**“County”** means the County of Alameda.

**“CPI”** means, for each Fiscal Year, the Consumer Price Index published by the U.S. Bureau of Labor Statistics for All Urban Consumers in the San Francisco – Oakland – San Jose Area, measured as of the month of December in the calendar year that ends in the previous Fiscal Year. In the event this index ceases to be published, the CPI shall be another index as determined by the CFD Administrator that is reasonably comparable to the Consumer Price Index for the San Francisco – Oakland – San Jose Area.

**“Developed Property”** means, for each Fiscal Year, all Assessor’s Parcels of Taxable Property for which a Certificate of Occupancy was issued after January 1, 2017, and on or before June 30 of the previous Fiscal Year.

**“Fiscal Year”** means the period starting July 1 and ending on the following June 30.

**“For Sale Unit”** means, for each Fiscal Year, a residential dwelling unit which has been, or is deemed to be, offered for sale as part of an Initial Offering Event.

**“Initial Offering Event”** will be deemed to have occurred for all Units within a given Offering Building if, in any Fiscal Year, the CFD Administrator has determined that any Units in such Offering Building have been offered to the public for sale or rent for the first time during or following construction of the Offering Building and on or before June 30 of the previous Fiscal Year. An Initial Offering Event shall only occur once for each Offering Building and shall apply uniformly to all Units within each Offering Building, as either a for sale offering or rental offering, regardless of whether every Unit in an Offering Building was actually offered at the time of the Initial Offering Event.

**“Interim Unit”** means, for each Fiscal Year, a planned or constructed residential dwelling unit which has not been, or has not been deemed to be, offered for sale or rent as part of an Initial Offering Event.

**“Land Use Class”** means any of the classes listed in Table 1 below.

**“Maximum Special Tax”** means, with respect to an Assessor’s Parcel of Taxable Property, the maximum Special Tax determined in accordance with Section C below that can be levied in any Fiscal Year on such Assessor’s Parcel of Taxable Property.

**“Non-Residential”** means any buildings or portions of buildings that are used for or are expected to be used for a commercial lodging use, commercial retail use, institutional use (e.g., churches, private schools), commercial restaurant use, office use, or industrial use.

**“Non-Residential Property”** means, for each Fiscal Year, all or a portion of any Assessor’s Parcel of Developed Property that is used for or is expected to be used for a Non-Residential use.

**“Offering Building”** means an exclusive group of Units within a permanent, enclosed structure that is planned for or constructed on an Assessor’s Parcel of Taxable Property. An Offering Building shall consist of adjacent Units that are expected to be offered to the public at approximately the same time either exclusively for sale or exclusively for rent. An Offering Building may be physically connected to another structure or Offering Building, but each individual Offering Building will be treated separately for purposes of determining the Special Tax for each Unit within an Offering Building.

**“Property Owner Association Property”** means, for each Fiscal Year, property within the boundaries of CFD No. 2017-1 that was owned by a property owner association, including any master or sub-association, as of January 1 of the prior Fiscal Year.

**“Proportionately”** means that the ratio of the actual Special Tax levy to the Maximum Special Tax is equal for all Assessor's Parcels of Taxable Property.

**“Public Property”** means, for each Fiscal Year, property within the boundaries of CFD No. 2017-1 that is: (a) owned by, irrevocably offered to, or dedicated to the federal government, the State, the County, the City, or any local government or other public agency; or (b) encumbered by an easement for purposes of public right-of-way that makes impractical its use for any purpose other than that set forth in such easement, provided that any property leased by a public agency to a private entity and subject to taxation under Section 53340.1 of the Act shall be taxed and classified according to its use.

**“Rate and Method of Apportionment”** means this Rate and Method of Apportionment of Special Tax.

**“Rental Unit”** means, for each Fiscal Year, a residential dwelling unit which has been, or is deemed to be, offered for rent as part of an Initial Offering Event.

**“Residential Property”** means, for each Fiscal Year, all or a portion of any Assessor’s Parcel of Developed Property that is planned for, or constructed as, one or more Units.

**“Services”** means the services authorized to be financed, in whole or in part, by CFD No. 2017-1, including all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within the Brooklyn Basin project area.

**“Special Tax”** means the special tax authorized by the qualified electors of CFD No. 2017-1 to be levied within the boundaries of CFD No. 2017-1.

**“Special Tax Requirement”** means the amount necessary in any Fiscal Year to pay the cost of the Services, Administrative Expenses, and an amount equal to Special Tax delinquencies based on the historical delinquency rate for Special Taxes, as determined by the CFD Administrator.

**“Square Footage”** or **“Sq. Ft.”** means the gross leasable square footage of a Non-Residential Property as reflected on a building permit or Certificate of Occupancy issued by the City, a lease agreement, or other such document.

**“State”** means the State of California.

**“Taxable Property”** means, for each Fiscal Year, all Assessor’s Parcels within the boundaries of CFD No. 2017-1 which are not exempt from the Special Tax pursuant to law or Section E below.

**“Unit”** means a For Sale Unit, Interim Unit, or Rental Unit.

**B. ASSIGNMENT TO LAND USE CATEGORIES**

Each Fiscal Year, beginning with Fiscal Year 2017-18, the CFD Administrator shall identify the current Assessor's Parcel Numbers for all Taxable Property and Affordable Housing Property within CFD No. 2017-1. The CFD Administrator shall then identify all Developed Property by working with the Building Department to catalog all COOs issued on Taxable Property on or before June 30 of the prior Fiscal Year. Subsequently, all Developed Property shall be classified as Residential Property or Non-Residential Property. The CFD Administrator shall also determine: (i) the number of Units assigned to each Offering Building, which may include Units that can be classified as Affordable Housing Property; (ii) the current Assessor's Parcel Number associated with each Unit and Non-Residential Property; and (iii) the Square Footage of Non-Residential Property.

On or about July 1 of each Fiscal Year, the CFD Administrator shall determine whether an Initial Offering Event has occurred for any Offering Building, and if so, whether any Units within such Offering Building were offered for rent or for sale. After making these determinations, the CFD Administrator shall further classify each Unit of Residential Property as a For Sale Unit, Interim Unit, or Rental Unit. Once a residential dwelling unit has been classified as a For Sale Unit or a Rental Unit, it may not be reclassified in future Fiscal Years.

The CFD Administrator may make any determination in this Section B by using any reasonable source of information, including: a building permit issued by the City; an Assessor's Parcel Map; ownership information as reflected on the rolls of the County Assessor; a lease agreement; a close of escrow date; or any other relevant information as determined by the CFD Administrator.

**C. MAXIMUM SPECIAL TAX**

The Maximum Special Tax for each Assessor's Parcel classified as Taxable Property shall be determined by reference to Table 1 below.

**TABLE 1  
MAXIMUM SPECIAL TAX**

| Land Use Class                  | Maximum Special Tax<br>Fiscal Year 2017-18 |
|---------------------------------|--|
| <b>Residential Property:</b>    |  |
| For Sale Unit                   | \$1,023 per Unit                           |
| Rental Unit                     | \$902 per Unit                             |
| Interim Unit                    | \$902 per Unit                             |
| <b>Non-Residential Property</b> | <b>\$0.90 per Sq. Ft.</b>                  |

Beginning July 1, 2018, and each July 1 thereafter, the Maximum Special Tax shall be subject to an automatic increase at a rate equal to the greater of: (i) the percentage increase from the prior Fiscal Year, if any, in the CPI; or (ii) 4.8% of the amount in effect for the prior Fiscal Year.

In some instances an Assessor's Parcel of Taxable Property may contain more than one Land Use Class. The Maximum Special Tax levied on an Assessor's Parcel shall be the sum of the Maximum Special Tax for all Units of Residential Property and Square Footage of Non-Residential Property located on that Assessor's Parcel.

**D. METHOD OF APPORTIONMENT OF THE SPECIAL TAX**

Each Fiscal Year, beginning with Fiscal Year 2017-18, the CFD Administrator shall determine the Special Tax Requirement. The Special Tax shall then be levied Proportionately on each Assessor's Parcel of Taxable Property up to 100% of the applicable Maximum Special Tax for such Assessor's Parcel, or until the Special Tax Requirement is satisfied, whichever is less.

**E. EXEMPTIONS**

Notwithstanding anything in this Rate and Method of Apportionment to the contrary, no Special Tax shall be levied on Public Property or Property Owner Association Property. Additionally, no Special Tax shall be levied on up to 465 Units of Affordable Housing Property. Tax-exempt status will be assigned to Units of Affordable Housing Property in the chronological order in which property becomes Affordable Housing Property. However, should a Unit no longer be classified as Affordable Housing Property, its tax-exempt status will be revoked.

**F. APPEALS**

Any property owner may file a written appeal of the Special Tax with CFD No. 2017-1 claiming that the amount or application of the Special Tax is not correct. The appeal must be filed not later than one calendar year after having paid the Special Tax that is disputed, and the appellant must be current in all payments of Special Taxes. In addition, during the term of the appeal process, all Special Taxes levied must be paid on or before the payment date established when the levy was made.

The appeal must specify the reasons why the appellant claims the Special Tax is in error. The CFD Administrator shall review the appeal, meet with the appellant if the CFD Administrator deems necessary, and advise the appellant of its determination.

If the property owner disagrees with the CFD Administrator's decision relative to the appeal, the owner may then file a written appeal with the City Council, whose subsequent decision shall be final and binding on all interested parties. If the decision of the CFD Administrator or subsequent decision by the City Council requires the Special Tax to be



modified or changed in favor of the property owner, then the CFD Administrator shall determine if sufficient Special Tax revenue is available to make a cash refund. If a cash refund cannot be made, then an adjustment shall be made to credit future Special Tax levy(ies).

This procedure shall be exclusive and its exhaustion by any property owner shall be a condition precedent to filing any legal action by such owner.

**G. MANNER OF COLLECTION**

The Special Taxes shall be collected in the same manner and at the same time as ordinary *ad valorem* property taxes; provided, however, that the Special Taxes may be collected in such other manner as the City Council shall determine, including direct billing of affected property owners.

**H. TERM OF SPECIAL TAX**

The Special Tax shall continue to be levied indefinitely on an annual basis on all Taxable Property in CFD No. 2017-1.

**I. INTERPRETATION OF SPECIAL TAX FORMULA**

The City reserves the right to make minor administrative and technical changes to this document that do not materially affect the rate and method of apportioning the Special Tax. In addition, the interpretation and application of any section of this document shall be left to the City's discretion. Interpretations may be made by the City Council by ordinance or resolution for purposes of clarifying any vagueness or ambiguity in this Rate and Method of Apportionment of Special Tax.

# ATTACHMENT F

## EXHIBIT C

### LIST OF PARCELS

| <b>APN</b>      | <b>Acreage</b> |
|-----------------|----------------|
| 018-0465-002-30 | 2.70           |

# ATTACHMENT F

**PETITION FOR PROCEEDINGS TO CORRECT INCONSISTENCIES  
RELATED TO THE DESCRIPTION OF THE GEOGRAPHIC SCOPE OF THE AUTHORIZED  
SERVICES IN THE PROCEEDINGS FOR CITY OF OAKLAND COMMUNITY FACILITIES  
DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), AND DIRECTING  
RECORDATION OF AN AMENDED AND RESTATED BOUNDARY MAP AND AN AMENDED  
AND RESTATED NOTICE OF SPECIAL TAX LIEN**

June 28, 2023

City Council of the  
City of Oakland  
1 Frank H Ogawa Plaza  
Oakland, California 94612

Members of the Council:

This petition (the “**Petition**”) relates to a development, formerly known as the Oak-to-Ninth Avenue Mixed Use Development, and now known as the Brooklyn Basin Project (the “**Brooklyn Basin Project**”). The City of Oakland (the “**City**”), as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company (the “**Developer**”), as successor by assignment from Oakland Harbor Partners, LLC, are parties to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Brooklyn Basin Project (as amended and assigned, the “**Development Agreement**”).

The City Council previously conducted proceedings under, and pursuant to, the Mello-Roos Community Facilities Act of 1982 (Government Code Section 53311 et seq.) (the “**Act**”), to form “City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services)” (“**CFD No. 2017-1**”), to authorize the levy of a special tax (the “**CFD No. 2017-1 Special Tax**”) upon the land within CFD 2017-1 to pay for certain public services (the “**Services**”).

The City Council declared its intention to form CFD No. 2017-1 pursuant to Resolution No. 86921 C.M.S., adopted on October 3, 2017 (the “**Resolution of Intention**”).

The City Council established CFD No. 2017-1 pursuant to Resolution No. 86960 C.M.S. adopted on November 7, 2017.

Pursuant to Resolution No. 86961 C.M.S., adopted on November 7, 2017, a mail ballot election was held of the three qualified landowner electors in CFD No. 2017-1, who were affiliated entities: (1) the Developer, who owned approximately 16.45 acres of taxable property in CFD No. 2017-1 and was entitled to seventeen (17) votes (approximately 80% of the total votes), (2) 250 Ninth Avenue Partners, LLC, a California Limited liability company, who owned approximately 1.54 acres of taxable property in CFD No. 2017-1 and was entitled to two (2) votes (approximately 10% of the total votes), and (3) Zarsion BBC, LLC, a California limited liability company, who owned approximately 1.44 acres of taxable property in CFD No. 2017-1 and was entitled to two (2) votes (approximately 10% of the total votes).

# ATTACHMENT F

Following completion of the mail ballot election, the City Council determined in Resolution No. 86962 C.M.S., adopted on November 7, 2017, that more than two-thirds of all the votes cast at the election were in favor of the levy of the CFD No. 2017-1 Special Tax to finance the Services.

The City Council levied the CFD No. 2017-1 Special Tax on taxable properties in CFD No. 2017-1 pursuant to Ordinance No. 13463 C.M.S., adopted on November 28, 2017.

On December 13, 2017, the City Clerk caused to be recorded as Document No. 2017274055 in the official records of the County of Alameda, California (the “**Official Records**”) a Notice of Special Tax Lien (the “**Original Notice of Special Tax Lien**”) pursuant to which notice was given that a lien to secure the payment of the CFD No. 2017-1 Special Tax was imposed on taxable property in CFD No. 2017-1.

The Original Notice of Special Tax Lien referenced the boundary map of the District recorded at Book 18 of Maps of Assessment and Community Facilities Districts at Page 85 in the Official Records, which map was then the final boundary map of the District (the “**Original Boundary Map**”).

The Property Owner (as defined below) and City staff have determined that the CFD No. 2017-1 proceedings contain inconsistencies in the description of the location of the Services to be financed by CFD No. 2017-1, including failing to consistently describe the geographic scope of the Services as extending outside the boundaries of CFD No. 2017-1 (particularly, operation and maintenance of a major portion of the Maintained Improvements such as the parks, opens space, shoreline trails, and piers).

Pursuant to this Petition, the Property Owner is petitioning the City Council to undertake proceedings to correct such inconsistencies and to clarify that it was not the intent of the Development Agreement and Condition of Approval No. 38 for the Brooklyn Basin Project (collectively, the “Project Approvals”) or the CFD No. 2017-1 proceedings to limit the geographic scope of the Services for the Maintained Improvements to within the boundaries of CFD No. 2017-1.

1. Petitioners. This Petition is submitted pursuant to the Act to the City by the owner (the “**Property Owner**”) of 100% of the fee simple interest in the real property identified in Exhibit C attached hereto (the “**Property**”). The Property Owner warrants to the City with respect to the Property that the signatories are authorized to execute this Petition and that the submission of this Petition and participation in the City’s proceedings under the Act will not constitute a violation or event of default under any existing financing arrangement in any way affecting the Property Owner and such Property, including any “due-on-encumbrance” clauses under any existing deeds of trust secured by the Property.

2. Request to Institute Corrective Proceedings. The City Council is hereby requested to undertake proceedings to correct inconsistencies in the CFD No. 2017-1 proceedings with respect to the description of the location of the Services to be financed by CFD No. 2017-1. More specifically, in order to establish a clear record of the geographic scope of the Services, the Property Owner hereby asks the City Council to:

- a. Declare that it was not the intent of the Project Approvals or the CFD No. 2017-1 proceedings to limit the geographic scope of the Services to the boundaries of CFD No. 2017-1.

# ATTACHMENT F

- b. Direct the City Clerk to cause to be recorded in the Official Records an amendment and restatement of the Original Boundary Map for CFD No. 2017-1 to supersede and replace the Original Boundary Map in the Official Records for the purpose of avoiding confusion by eliminating from the map any information that is not required to be presented on the map by the Act, including the erroneous depiction of the geographic scope of the Services, provided that such Amended and Restated Boundary Map shall not make any changes to the boundaries of CFD No. 2017-1. The proposed Amended and Restated Boundary Map is attached as Exhibit A.
- c. Direct the City Clerk to cause to be recorded in the Official Records an amendment and restatement of the Original Notice of Special Tax Lien for CFD No. 2017-1 for the purpose of correcting any erroneous language stating that the geographic scope of Services is limited to the area "within the District", "within the Brooklyn Basin project area", or similar language and by attaching to the description of the public services to be financed by the District in Exhibit A of the Original Notice of Special Tax Lien a map of the geographical scope of the public services to be financed by the District that is consistent with the Project Approvals and the intent of the CFD No. 2017 formation proceedings. The proposed Amended and Restated Notice of Special Tax Lien is attached as Exhibit B.

3. Counterparts. This Petition may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

By executing this Petition, the persons below agree to all of the above.

The property that is the subject of this Petition is identified on Exhibit C

The name of the owner of record of such property and the petitioner and its mailing address is:

277 BROOKLYN BASIN WAY, LLC,  
a Delaware limited liability company

By:  \_\_\_\_\_

Name: Michael Ghielmetti

Title: Authorized Individual

Mailing Address:

2335 Broadway, Suite 200  
Oakland, CA 94612  
Attention: Michael Ghielmetti  
Telephone: (510) 251-9270  
Email: mghielmetti@signaturedevelopment.com

# ATTACHMENT F

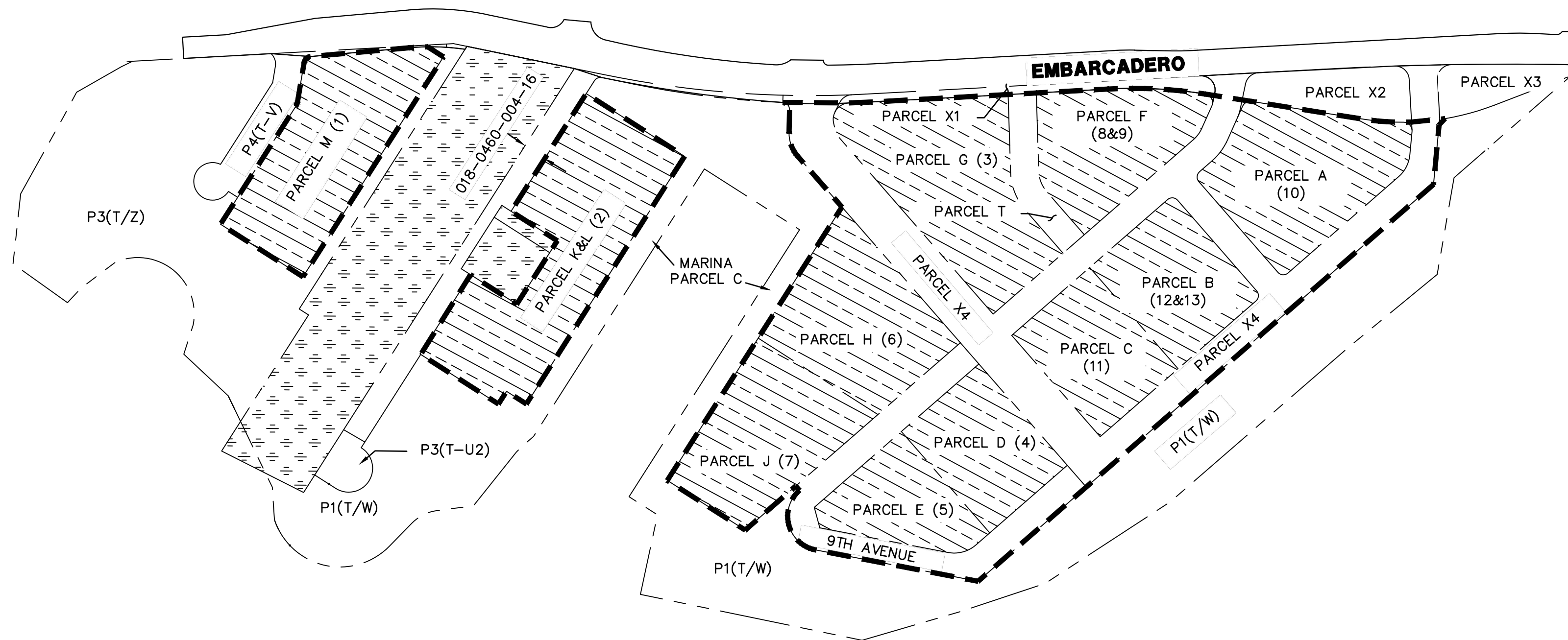
## EXHIBIT A

City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)

### AMENDED AND RESTATED BOUNDARY MAP

[attached]


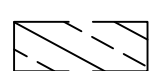
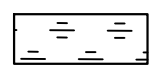
AMENDED AND RESTATED MAP OF BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



ORIGINAL TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1:

- (1) 018-0430-001-14\* - PARCEL M
- (2) 018-0460-004-11\* - PARCELS K&L
- (3) 018-0465-002-30\* - PARCEL G
- (4) 018-0465-015-00\* - PARCEL D
- (5) 018-0465-016-00\* - PARCEL E
- (6) 018-0465-017-00\* - PARCEL H
- (7) 018-0465-018-00\* - PARCEL J
- (8) 018-0465-002-18 - PARCEL F
- (9) 018-0465-002-20 - PARCEL F
- (10) 018-0465-012-00 - PARCEL A
- (11) 018-0465-014-00 - PARCEL C
- (12) 018-0465-019-00 - PARCEL B
- (13) 018-0465-020-00 - PARCEL B

LINETYPES & SYMBOLS

-  CFD 2017-1 BOUNDARY
-  ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2017-1 BOUNDARY OR SERVICES AREAS

FILED IN THE OFFICE OF THE CITY CLERK OF THE CITY OF OAKLAND THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
CITY CLERK

I HEREBY CERTIFY THAT THE WITHIN AMENDED AND RESTATED MAP SHOWING PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS APPROVED BY THE CITY COUNCIL OF THE CITY OF OAKLAND AT A MEETING THEREOF, HELD ON THE \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_ BY ITS RESOLUTION NO. \_\_\_\_\_.

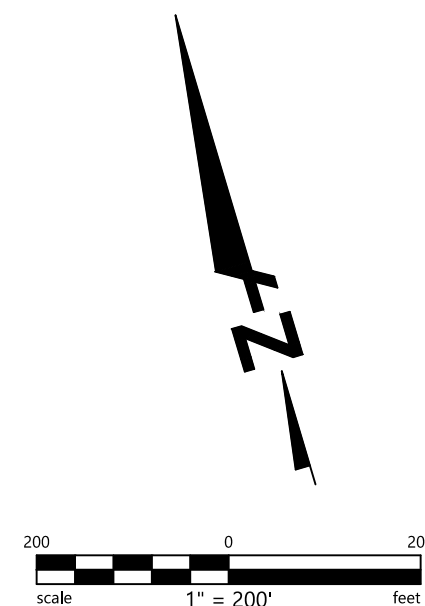
\_\_\_\_\_  
CITY CLERK

FILED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_, AT THE HOUR OF \_\_\_\_\_ O'CLOCK \_\_M., IN BOOK \_\_\_\_ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE \_\_\_\_ IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF ALAMEDA, STATE OF CALIFORNIA.

\_\_\_\_\_  
COUNTY RECORDER, COUNTY OF ALAMEDA

BOUNDARY NOTES:

1. REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.
2. SINCE RECORDATION OF THE CFD 2017-1 BOUNDARY MAP, SUBSEQUENT SUBDIVISIONS HAVE OCCURRED.



NOTE:

THE ORIGINAL MAP OF THE PROPOSED BOUNDARIES OF COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS RECORDED ON OCTOBER 17, 2017, AT THE HOUR OF 12:04 P.M. IN BOOK 18 OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE 85, DOCUMENT NO. 2017-229062, IN THE OFFICE OF THE COUNTY RECORDER IN ALAMEDA COUNTY, STATE OF CALIFORNIA. PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DIRECTED THE CITY CLERK TO CAUSE TO BE RECORDED THIS AMENDED AND RESTATED MAP OF BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, FOR THE PURPOSE OF ELIMINATING ALL REFERENCES TO THE LOCATION OF THE PUBLIC SERVICES TO BE FINANCED BY COMMUNITY FACILITIES DISTRICT NO. 2017-1 BECAUSE THE ORIGINAL MAP DID NOT ACCURATELY REPRESENT THE LOCATION OF SUCH PUBLIC SERVICES. CONCURRENTLY WITH RECORDING THIS AMENDED AND RESTATED MAP, THE CITY CLERK IS CAUSING TO BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER AN AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN FOR COMMUNITY FACILITIES DISTRICT NO. 2017-1 THAT WILL CORRECT ERRORS IN THE DESCRIPTION OF THE PUBLIC SERVICES TO BE FINANCED BY COMMUNITY FACILITIES STRICT NO. 2017-1.

# ATTACHMENT F

## EXHIBIT B

**AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN**  
[attached]



# ATTACHMENT F

**RECORDING REQUESTED BY AND  
AFTER RECORDATION RETURN TO:**

City Clerk  
City of Oakland  
City Hall, 1 Frank H Ogawa Plaza  
Oakland, CA 94612

**AMENDED AND RESTATED  
NOTICE OF SPECIAL TAX LIEN**

**City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)**

**Original Notice of Special Tax Lien**

Pursuant to the requirements of Section 3114.5 of the California Streets and Highways Code of California and Section 53328.3 of the California Government Code, the undersigned City Clerk of the City of Oakland (the “City”), County of Alameda, State of California, previously gave notice that a lien to secure payment of a special tax had been imposed by the City Council of the City of Oakland, County of Alameda, State of California (the “City Council”). The City Clerk gave notice by recordation of a Notice of Special Tax Lien in the Office of the Clerk- Recorder of the County of Alameda, State of California (the “Official Records”) on December 13, 2017, at the hour of 1:03 p.m. as Document No. 2017274055 (the “Original Notice of Special Tax Lien”).

The Original Notice of Special Tax Lien gave notice that the special tax secured by such lien was authorized to be levied on taxable properties in the above-referenced City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (the “District”) for the purpose of paying for the full cost and all direct and incidental costs related to the provision of public services and the maintenance, operation, repair, and replacement costs of certain public infrastructure as described on Exhibit A to the Original Notice of Special Tax Lien, including, but not limited to, expenses of the administration of the District.

The Original Notice of Special Tax Lien further gave notice that the special tax was authorized to be levied within the District, which had been officially formed, and the lien of the special tax was a continuing lien which shall secure each annual levy of the special tax and which shall continue in force and effect until the special tax ceases to be levied and a notice of cessation of special tax is recorded in accordance with Section 53330.5 of the Government Code.

# ATTACHMENT F

The rate, method of apportionment, and manner of collection of the authorized special tax was as set forth in Exhibit B to the Original Notice of Special Tax Lien and as set forth (without change) in Exhibit B attached hereto and hereby made a part hereof. No provision has been made for the prepayment of the special tax.

The Original Notice of Special Tax Lien further gave notice that upon the recording of the Original Notice of Special Tax Lien in the office of the County Clerk-Recorder of the County of Alameda, the obligation to pay the special tax levy would become a lien upon all nonexempt real property within District in accordance with Section 3115.5 of the California Streets and Highways Code.

The name(s) of the owner(s) and the assessor's tax parcel numbers of the real property included within the area of District were set forth in Exhibit C attached to the Original Notice of Special Tax Lien and are set forth (without change) in Exhibit C attached hereto and made a part hereof.

The Original Notice of Special Tax Lien referenced the boundary map of the District recorded at Book 18 of Maps of Assessment and Community Facilities Districts at Page 85, in the Official Records, which map was then the final boundary map of the District (the "Original Boundary Map").

## **Amended and Restated Notice of Special Tax Lien**

The City Clerk hereby gives notice that, on July 18, 2023, the City Council, in its capacity as the legislative body of the District, held a noticed public hearing on whether it had been the intent of the project approvals for the Brooklyn Basin Project (including the related Development Agreement) and the District proceedings to limit the geographic scope of the public services to be financed by the District to within the boundaries of the District, and all interested persons desiring to be heard on such matters were heard. Upon completion of the public hearing, and having determined that it was not the intent of the Brooklyn Basin project approvals (including the related Development Agreement) and the District proceedings to limit the geographic scope of the public services to be financed by the District to within the boundaries of the District, the City Council adopted its Resolution No. \_\_\_\_ C.M.S. , adopted on \_\_\_\_\_, 2023 (the "Corrective Resolution").

Pursuant to the Corrective Resolution, the City Council directed the City Clerk to cause to be recorded in the in the office of the County Clerk-Recorder of the County of Alameda an amendment and restatement of the Original Boundary Map (the "Amended and Restated Boundary Map") to supersede and replace the Original Boundary Map in the Official Records for the purpose of avoiding confusion by eliminating from the map any information that is not required to be presented on the map by the Act, including the erroneous depiction of the geographic scope of the Services, provided that such Amended and Restated Boundary Map shall not make any changes to the boundaries of CFD No. 2017-1, which Amended Boundary Map has been recorded in Book \_\_\_\_ of Maps of Assessment and Community Facilities Districts at Page \_\_\_\_, in the Official Records, and is now the final boundary map of the District. There has been no change in the boundaries of the District.

Pursuant to the Corrective Resolution, the City Council also directed the City Clerk to cause to be recorded in the Official Records this Amended and Restated Notice of Special Tax for the purpose of correcting any erroneous language stating that the geographic scope of public services to be financed by the District is limited to the area "within the District," "within the Brooklyn Basin project area", or similar language, and by attaching to the description of the public services to be financed by the District in Exhibit A of the Original Notice of Special Tax Lien a map of the geographical scope of the public services to be financed by the District that is consistent with the Project Approvals and the intent of the CFD No. 2017 formation proceedings.

# ATTACHMENT F

Pursuant to the Corrective Resolution, the City Council resolved that, in making the findings and determinations and directing the City Clerk to take the actions set forth in the Corrective Resolution, the City Council intended to correct the inconsistencies in the description of the geographic scope of the public services to be financed by the District in all of the District proceedings, and in the event of any inconsistency between the Corrective Resolution and the District proceedings, the provisions of the Corrective Resolution shall apply to the extent of the inconsistency.

## **Further Information**

For further information concerning the current and estimated future tax liability of owners or purchasers of real property subject to this special tax lien, interested persons should contact the City Administrator of the City of Oakland, 1 Frank H. Ogawa Plaza, Oakland, California 94612; Telephone: (510) 238-3301.

Dated: As of \_\_\_\_\_, 2023

By: \_\_\_\_\_  
Asha Reed  
City Clerk

# ATTACHMENT F

## EXHIBIT A

### NOTICE OF SPECIAL TAX LIEN

**City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)**

#### DESCRIPTION OF SERVICES TO BE FINANCED BY THE DISTRICT

*The description of public services set forth in this Exhibit A has been corrected in accordance with the Corrective Resolution. Any deletions are shown in strike-out and any additions are shown in double underline.*

#### Services

The services to be funded, in whole or in part, by the City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (“CFD” or “District”) include the full cost of all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within ~~the District~~ the areas shown on Attachment 1 attached hereto and incorporated herein. More specifically, the services may include, but are not limited to: (i) maintenance, repair, and replacement of parks and landscaping in public areas and in the public right of way along public streets, including, but not limited to, irrigation, tree trimming, mowing, hardscape, sidewalk, and related maintenance of equipment specific to the Brooklyn Basin facilities, and vegetation maintenance and control; (ii) operation and maintenance of street lights, street furniture, and other appurtenances; (iii) storm protection services, including, but not limited to, the operation and maintenance, repair, and replacement of storm drainage systems that are reasonably necessary for the storm water management, treatment and mitigation requirements for the District (storm water management expressly excludes gravity flow conveyance improvements (pipes, catch basins, etc.)); (iv) annual inspection and reporting obligations associated with the parks, open space areas, public rights-of-way and ground water monitoring wells as required by the applicable operations and maintenance plan and (v) any other public services authorized to be funded under Section 53313 of the California Government Code that are also stipulated as maintenance obligations pursuant to the Development Agreement dated as of August 24, 2006, as amended from time to time, relating to the Brooklyn Basin project and recorded against all of the real property covered thereby.

The CFD may fund any of the following related to the services described in the preceding paragraph: (i) obtaining, constructing, furnishing, operating, maintaining, repairing, replacing, and environmental monitoring of equipment, apparatus, or facilities related to providing the services and/or equipment, apparatus, facilities, or fixtures in areas to be maintained; (ii) paying the salaries and benefits, or consultant fees, of personnel necessary or convenient to provide the services; (iii) payment of insurance costs and other related expenses; (iv) the provision of reserves for deposit in a reserve fund to be used for repairs and replacements, particularly including decks and pilings associated with piers and marinas, the funds in which shall be used solely for repairs and replacement; and (v) administrative and incidental expenses, as described below. The services to be financed by the CFD are in addition to those provided in the territory of the CFD before the date of formation of the CFD and will not supplant services already available within that territory when the CFD is created.

#### Administrative Expenses

# ATTACHMENT F

The administrative expenses to be funded by the CFD include the full cost of direct and indirect expenses incurred by the City of Oakland (“City”) in carrying out its duties with respect to the CFD including, but not limited to: (i) the levy and collection of the special taxes; (ii) the fees and expenses of attorneys; (iii) any fees of the County of Alameda related to the CFD or the collection of special taxes; (iv) an allocable share of the salaries and benefits of any City staff, or consultant fees, directly related thereto and a proportionate amount of the City’s general administrative overhead related thereto; (v) any amounts paid by the City with respect to the CFD or the services authorized to be financed by the CFD; (vi) expenses incurred by the City in undertaking action to foreclose on properties for which the payment of special taxes is delinquent; and (vii) all other costs and expenses of the City in any way related to the CFD.

## **Other**

The incidental expenses that may be funded by the CFD include, in addition to the administrative expenses identified above, the payment or reimbursement to the CFD of the full cost of expenses associated with the establishment and ongoing administration of the CFD.

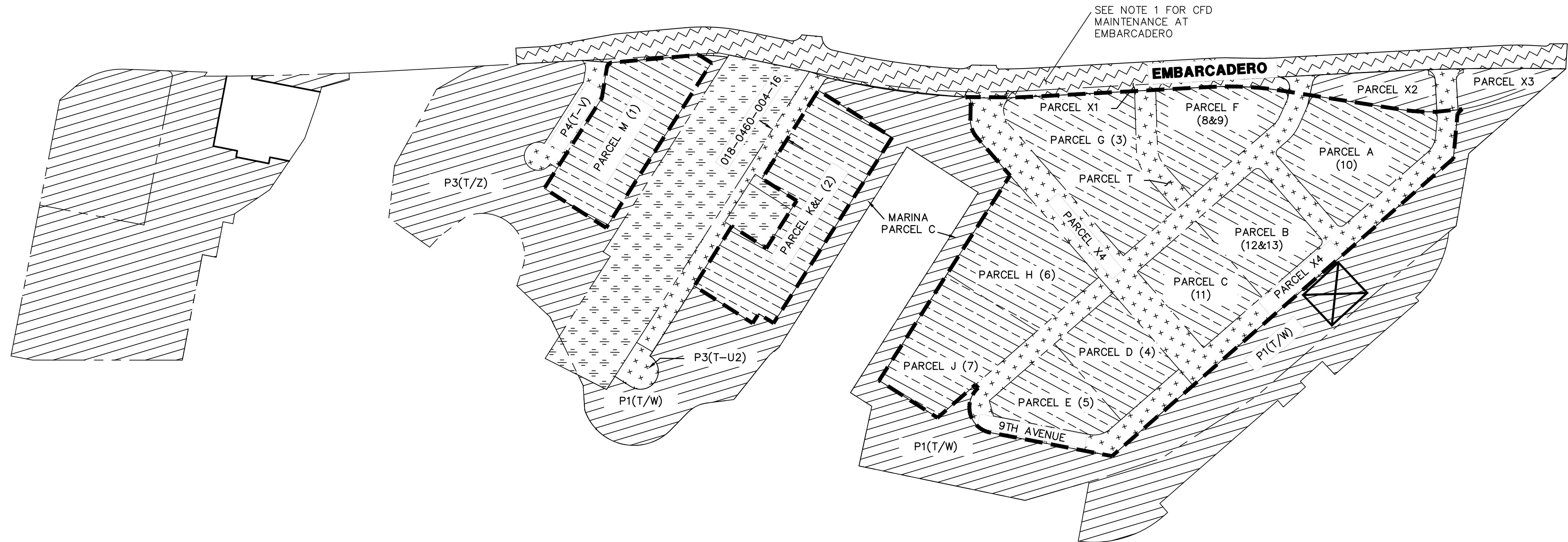
# ATTACHMENT F

Attachment 1

[Attached]

Attachment 1 has been added in accordance with the Corrective Resolution.

MAP OF AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES),  
CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



ORIGINAL TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1:



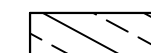
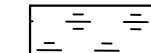
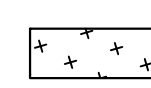


- (1) 018-0430-001-14\* - PARCEL M
- (2) 018-0460-004-11\* - PARCELS K&L
- (2) 018-0465-002-30\* - PARCEL G
- (3) 018-0465-015-00\* - PARCEL D
- (4) 018-0465-016-00\* - PARCEL E
- (5) 018-0465-017-00\* - PARCEL H
- (6) 018-0465-018-00\* - PARCEL J
- (7) 018-0465-002-18 - PARCEL F
- (8) 018-0465-002-20 - PARCEL F
- (9) 018-0465-012-00 - PARCEL A
- (10) 018-0465-014-00 - PARCEL C
- (11) 018-0465-019-00 - PARCEL B
- (13) 018-0465-020-00 - PARCEL B

\* PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DETERMINED THAT SUBJECT TO CERTAIN CONDITIONS THAT HAVE BEEN SATISFIED, THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 SHALL BE EXTINGUISHED WITH RESPECT TO THIS PARCEL AND DIRECTED RECORDATION OF A NOTICE OF CESSATION THAT COMPLIES WITH THE REQUIREMENTS OF CALIFORNIA GOVERNMENT CODE SECTION 53330.5 FOR THE PURPOSE OF EXTINGUISHING THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 ON THIS PARCEL.

BOUNDARY NOTES:

1. REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.
2. SINCE RECORDATION OF THE CFD 2017-1 BOUNDARY MAP, SUBSEQUENT SUBDIVISIONS HAVE OCCURRED.

LINETYPES & SYMBOLS

-  CFD 2017-1 BOUNDARY
-  AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CFD 2017-1
-  ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2017-1 BOUNDARY OR SERVICES AREAS
-  PUBLIC STREETS MAINTENANCE AND RESERVES LIMITED TO LANDSCAPE IMPROVEMENTS, IRRIGATION IMPROVEMENTS, SIDEWALKS, STREETLIGHTS, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION
-  DEPICT GENERAL AREA OF 9TH AVENUE TERMINAL SHED BUILDING SOLELY FOR PURPOSES OF INDICATING THAT PUBLIC RESTROOMS WITHIN THE BUILDING ARE WITHIN THE SERVICES AREA OF CFD 2017-1
-  EMBARCADERO SERVICE AREA. SEE MAINTENANCE NOTE 1 BELOW

MAINTENANCE NOTE:

1. TO THE EXTENT CONSISTENT WITH THE DESCRIPTION OF AUTHORIZED SERVICES IN THIS AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN, CFD MAINTENANCE ON EMBARCADERO INCLUDES ALL OF THE LANDSCAPING ON EMBARCADERO (TREES, PALMS AND SHRUBS) AND RESERVES FOR THE REPLACEMENT OF LANDSCAPING, MAINTENANCE OF THE SIDEWALK (ON THE SOUTH SIDE OF EMBARCADERO), MAINTENANCE, RESERVES FOR IRRIGATION, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION.

**EXHIBIT B****CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT No. 2017-1  
(BROOKLYN BASIN PUBLIC SERVICES)****RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX**

---

A Special Tax shall be levied on all Assessor's Parcels in the City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) ("CFD No. 2017-1") and collected each Fiscal Year commencing in Fiscal Year 2017-18, in an amount determined by the City Council of the City of Oakland through the application of the Rate and Method of Apportionment, as described below. All of the real property in CFD No. 2017-1, unless exempted by law or by the provisions hereof, shall be taxed for the purposes, to the extent, and in the manner herein provided.

**A. DEFINITIONS**

The terms as may hereinafter be set forth have the following meanings:

**"Act"** means the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, Division 2 of Title 5 of the California Government Code.

**"Administrative Expenses"** means the following actual or reasonably estimated costs directly related to the administration of CFD No. 2017-1: the costs of computing the Special Taxes and preparing the annual Special Tax collection schedules (whether by the City or CFD No. 2017-1 or both); the costs of collecting the Special Taxes (whether by the County or otherwise); the costs associated with preparing Special Tax disclosure statements and responding to public inquiries regarding the Special Taxes; the costs of the City or CFD No. 2017-1 related to an appeal of the Special Tax; the City's administration fees and third party expenses; the costs of City staff time and reasonable overhead related to CFD No. 2017-1; and amounts estimated or advanced by the City or CFD No. 2017-1 for any other administrative purposes of CFD No. 2017-1, including attorney's fees and other costs related to commencing and pursuing to completion any foreclosure of delinquent Special Taxes.

**"Affordable Housing Property"** means, for each Fiscal Year, all or a portion of any Assessor's Parcel within the boundaries of CFD No. 2017-1 that is subject to a deed restriction, resale restriction, or regulatory agreement recorded in favor of the City that restricts rent or prices chargeable to lower income households.

**"Airspace Parcel"** means a parcel with an assigned Assessor's Parcel Number that constitutes vertical space of an underlying land parcel.



**“Assessor’s Parcel”** means a lot or parcel, including an Airspace Parcel, shown on an Assessor’s Parcel Map with an assigned Assessor’s Parcel Number.

**“Assessor’s Parcel Map”** means an official map of the Assessor of the County designating parcels by Assessor’s Parcel Number.

**“Assessor’s Parcel Number”** means, with respect to an Assessor’s Parcel, that number assigned to such Assessor’s Parcel by the County for purposes of identification.

**“Building Department”** means a designee from the Planning and Building Department of the City or any alternate department responsible for building permit issuance, inspections, and final approval. If there is any doubt as to the responsible party, the CFD Administrator shall coordinate with the City to determine the appropriate party to serve as the Building Department for purposes of this Rate and Method of Apportionment.

**“Certificate of Occupancy”** or **“COO”** means a certificate issued by the City or a letter written by the Building Department to the CFD Administrator to confirm that a building or a portion of a building has met all of the building codes and can be occupied for residential and/or non-residential use. “Certificate of Occupancy” may include any temporary certificate of occupancy issued by the City.

**“CFD Administrator”** means an official of the City responsible for determining the Special Tax Requirement, providing for the levy and collection of the Special Tax, and performing the other duties provided for herein.

**“CFD No. 2017-1”** means City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services).

**“City”** means the City of Oakland, California.

**“City Council”** means the City Council of the City, acting as the legislative body of CFD No. 2017-1.

**“County”** means the County of Alameda.

**“CPI”** means, for each Fiscal Year, the Consumer Price Index published by the U.S. Bureau of Labor Statistics for All Urban Consumers in the San Francisco – Oakland – San Jose Area, measured as of the month of December in the calendar year that ends in the previous Fiscal Year. In the event this index ceases to be published, the CPI shall be another index as determined by the CFD Administrator that is reasonably comparable to the Consumer Price Index for the San Francisco – Oakland – San Jose Area.

**“Developed Property”** means, for each Fiscal Year, all Assessor’s Parcels of Taxable Property for which a Certificate of Occupancy was issued after January 1, 2017, and on or before June 30 of the previous Fiscal Year.

**“Fiscal Year”** means the period starting July 1 and ending on the following June 30.

**“For Sale Unit”** means, for each Fiscal Year, a residential dwelling unit which has been, or is deemed to be, offered for sale as part of an Initial Offering Event.

**“Initial Offering Event”** will be deemed to have occurred for all Units within a given Offering Building if, in any Fiscal Year, the CFD Administrator has determined that any Units in such Offering Building have been offered to the public for sale or rent for the first time during or following construction of the Offering Building and on or before June 30 of the previous Fiscal Year. An Initial Offering Event shall only occur once for each Offering Building and shall apply uniformly to all Units within each Offering Building, as either a for sale offering or rental offering, regardless of whether every Unit in an Offering Building was actually offered at the time of the Initial Offering Event.

**“Interim Unit”** means, for each Fiscal Year, a planned or constructed residential dwelling unit which has not been, or has not been deemed to be, offered for sale or rent as part of an Initial Offering Event.

**“Land Use Class”** means any of the classes listed in Table 1 below.

**“Maximum Special Tax”** means, with respect to an Assessor’s Parcel of Taxable Property, the maximum Special Tax determined in accordance with Section C below that can be levied in any Fiscal Year on such Assessor’s Parcel of Taxable Property.

**“Non-Residential”** means any buildings or portions of buildings that are used for or are expected to be used for a commercial lodging use, commercial retail use, institutional use (e.g., churches, private schools), commercial restaurant use, office use, or industrial use.

**“Non-Residential Property”** means, for each Fiscal Year, all or a portion of any Assessor’s Parcel of Developed Property that is used for or is expected to be used for a Non-Residential use.

**“Offering Building”** means an exclusive group of Units within a permanent, enclosed structure that is planned for or constructed on an Assessor’s Parcel of Taxable Property. An Offering Building shall consist of adjacent Units that are expected to be offered to the public at approximately the same time either exclusively for sale or exclusively for rent. An Offering Building may be physically connected to another structure or Offering Building, but each individual Offering Building will be treated separately for purposes of determining the Special Tax for each Unit within an Offering Building.

**“Property Owner Association Property”** means, for each Fiscal Year, property within the boundaries of CFD No. 2017-1 that was owned by a property owner association, including any master or sub-association, as of January 1 of the prior Fiscal Year.

**“Proportionately”** means that the ratio of the actual Special Tax levy to the Maximum Special Tax is equal for all Assessor's Parcels of Taxable Property.

**“Public Property”** means, for each Fiscal Year, property within the boundaries of CFD No. 2017-1 that is: (a) owned by, irrevocably offered to, or dedicated to the federal government, the State, the County, the City, or any local government or other public agency; or (b) encumbered by an easement for purposes of public right-of-way that makes impractical its use for any purpose other than that set forth in such easement, provided that any property leased by a public agency to a private entity and subject to taxation under Section 53340.1 of the Act shall be taxed and classified according to its use.

**“Rate and Method of Apportionment”** means this Rate and Method of Apportionment of Special Tax.

**“Rental Unit”** means, for each Fiscal Year, a residential dwelling unit which has been, or is deemed to be, offered for rent as part of an Initial Offering Event.

**“Residential Property”** means, for each Fiscal Year, all or a portion of any Assessor’s Parcel of Developed Property that is planned for, or constructed as, one or more Units.

**“Services”** means the services authorized to be financed, in whole or in part, by CFD No. 2017-1, including all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within the Brooklyn Basin project area.

**“Special Tax”** means the special tax authorized by the qualified electors of CFD No. 2017-1 to be levied within the boundaries of CFD No. 2017-1.

**“Special Tax Requirement”** means the amount necessary in any Fiscal Year to pay the cost of the Services, Administrative Expenses, and an amount equal to Special Tax delinquencies based on the historical delinquency rate for Special Taxes, as determined by the CFD Administrator.

**“Square Footage”** or **“Sq. Ft.”** means the gross leasable square footage of a Non-Residential Property as reflected on a building permit or Certificate of Occupancy issued by the City, a lease agreement, or other such document.

**“State”** means the State of California.

**“Taxable Property”** means, for each Fiscal Year, all Assessor’s Parcels within the boundaries of CFD No. 2017-1 which are not exempt from the Special Tax pursuant to law or Section E below.

**“Unit”** means a For Sale Unit, Interim Unit, or Rental Unit.

**B. ASSIGNMENT TO LAND USE CATEGORIES**

Each Fiscal Year, beginning with Fiscal Year 2017-18, the CFD Administrator shall identify the current Assessor's Parcel Numbers for all Taxable Property and Affordable Housing Property within CFD No. 2017-1. The CFD Administrator shall then identify all Developed Property by working with the Building Department to catalog all COOs issued on Taxable Property on or before June 30 of the prior Fiscal Year. Subsequently, all Developed Property shall be classified as Residential Property or Non-Residential Property. The CFD Administrator shall also determine: (i) the number of Units assigned to each Offering Building, which may include Units that can be classified as Affordable Housing Property; (ii) the current Assessor's Parcel Number associated with each Unit and Non-Residential Property; and (iii) the Square Footage of Non-Residential Property.

On or about July 1 of each Fiscal Year, the CFD Administrator shall determine whether an Initial Offering Event has occurred for any Offering Building, and if so, whether any Units within such Offering Building were offered for rent or for sale. After making these determinations, the CFD Administrator shall further classify each Unit of Residential Property as a For Sale Unit, Interim Unit, or Rental Unit. Once a residential dwelling unit has been classified as a For Sale Unit or a Rental Unit, it may not be reclassified in future Fiscal Years.

The CFD Administrator may make any determination in this Section B by using any reasonable source of information, including: a building permit issued by the City; an Assessor's Parcel Map; ownership information as reflected on the rolls of the County Assessor; a lease agreement; a close of escrow date; or any other relevant information as determined by the CFD Administrator.

**C. MAXIMUM SPECIAL TAX**

The Maximum Special Tax for each Assessor's Parcel classified as Taxable Property shall be determined by reference to Table 1 below.

**TABLE 1  
MAXIMUM SPECIAL TAX**

| <b>Land Use Class</b>           | <b>Maximum Special Tax<br/>Fiscal Year 2017-18</b> |
|---------------------------------|--|
| <b>Residential Property:</b>    |  |
| For Sale Unit                   | \$1,023 per Unit                                   |
| Rental Unit                     | \$902 per Unit                                     |
| Interim Unit                    | \$902 per Unit                                     |
| <b>Non-Residential Property</b> | <b>\$0.90 per Sq. Ft.</b>                          |

Beginning July 1, 2018, and each July 1 thereafter, the Maximum Special Tax shall be subject to an automatic increase at a rate equal to the greater of: (i) the percentage increase from the prior Fiscal Year, if any, in the CPI; or (ii) 4.8% of the amount in effect for the prior Fiscal Year.

In some instances an Assessor's Parcel of Taxable Property may contain more than one Land Use Class. The Maximum Special Tax levied on an Assessor's Parcel shall be the sum of the Maximum Special Tax for all Units of Residential Property and Square Footage of Non-Residential Property located on that Assessor's Parcel.

**D. METHOD OF APPORTIONMENT OF THE SPECIAL TAX**

Each Fiscal Year, beginning with Fiscal Year 2017-18, the CFD Administrator shall determine the Special Tax Requirement. The Special Tax shall then be levied Proportionately on each Assessor's Parcel of Taxable Property up to 100% of the applicable Maximum Special Tax for such Assessor's Parcel, or until the Special Tax Requirement is satisfied, whichever is less.

**E. EXEMPTIONS**

Notwithstanding anything in this Rate and Method of Apportionment to the contrary, no Special Tax shall be levied on Public Property or Property Owner Association Property. Additionally, no Special Tax shall be levied on up to 465 Units of Affordable Housing Property. Tax-exempt status will be assigned to Units of Affordable Housing Property in the chronological order in which property becomes Affordable Housing Property. However, should a Unit no longer be classified as Affordable Housing Property, its tax-exempt status will be revoked.

**F. APPEALS**

Any property owner may file a written appeal of the Special Tax with CFD No. 2017-1 claiming that the amount or application of the Special Tax is not correct. The appeal must be filed not later than one calendar year after having paid the Special Tax that is disputed, and the appellant must be current in all payments of Special Taxes. In addition, during the term of the appeal process, all Special Taxes levied must be paid on or before the payment date established when the levy was made.

The appeal must specify the reasons why the appellant claims the Special Tax is in error. The CFD Administrator shall review the appeal, meet with the appellant if the CFD Administrator deems necessary, and advise the appellant of its determination.

If the property owner disagrees with the CFD Administrator's decision relative to the appeal, the owner may then file a written appeal with the City Council, whose subsequent decision shall be final and binding on all interested parties. If the decision of the CFD Administrator or subsequent decision by the City Council requires the Special Tax to be

modified or changed in favor of the property owner, then the CFD Administrator shall determine if sufficient Special Tax revenue is available to make a cash refund. If a cash refund cannot be made, then an adjustment shall be made to credit future Special Tax levy(ies).

This procedure shall be exclusive and its exhaustion by any property owner shall be a condition precedent to filing any legal action by such owner.

**G. MANNER OF COLLECTION**

The Special Taxes shall be collected in the same manner and at the same time as ordinary *ad valorem* property taxes; provided, however, that the Special Taxes may be collected in such other manner as the City Council shall determine, including direct billing of affected property owners.

**H. TERM OF SPECIAL TAX**

The Special Tax shall continue to be levied indefinitely on an annual basis on all Taxable Property in CFD No. 2017-1.

**I. INTERPRETATION OF SPECIAL TAX FORMULA**

The City reserves the right to make minor administrative and technical changes to this document that do not materially affect the rate and method of apportioning the Special Tax. In addition, the interpretation and application of any section of this document shall be left to the City's discretion. Interpretations may be made by the City Council by ordinance or resolution for purposes of clarifying any vagueness or ambiguity in this Rate and Method of Apportionment of Special Tax.

# ATTACHMENT F

## EXHIBIT C

### LIST OF PARCELS

| <b>APN</b>      | <b>Acreage</b> |
|-----------------|----------------|
| 018-0465-017-00 | 2.16           |

# ATTACHMENT F

**PETITION FOR PROCEEDINGS TO CORRECT INCONSISTENCIES  
RELATED TO THE DESCRIPTION OF THE GEOGRAPHIC SCOPE OF THE AUTHORIZED  
SERVICES IN THE PROCEEDINGS FOR CITY OF OAKLAND COMMUNITY FACILITIES  
DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), AND DIRECTING  
RECORDATION OF AN AMENDED AND RESTATED BOUNDARY MAP AND AN AMENDED  
AND RESTATED NOTICE OF SPECIAL TAX LIEN**

June 28, 2023

City Council of the  
City of Oakland  
1 Frank H Ogawa Plaza  
Oakland, California 94612

Members of the Council:

This petition (the “**Petition**”) relates to a development, formerly known as the Oak-to-Ninth Avenue Mixed Use Development, and now known as the Brooklyn Basin Project (the “**Brooklyn Basin Project**”). The City of Oakland (the “**City**”), as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company (the “**Developer**”), as successor by assignment from Oakland Harbor Partners, LLC, are parties to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Brooklyn Basin Project (as amended and assigned, the “**Development Agreement**”).

The City Council previously conducted proceedings under, and pursuant to, the Mello-Roos Community Facilities Act of 1982 (Government Code Section 53311 et seq.) (the “**Act**”), to form “City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services)” (“**CFD No. 2017-1**”), to authorize the levy of a special tax (the “**CFD No. 2017-1 Special Tax**”) upon the land within CFD 2017-1 to pay for certain public services (the “**Services**”).

The City Council declared its intention to form CFD No. 2017-1 pursuant to Resolution No. 86921 C.M.S., adopted on October 3, 2017 (the “**Resolution of Intention**”).

The City Council established CFD No. 2017-1 pursuant to Resolution No. 86960 C.M.S. adopted on November 7, 2017.

Pursuant to Resolution No. 86961 C.M.S., adopted on November 7, 2017, a mail ballot election was held of the three qualified landowner electors in CFD No. 2017-1, who were affiliated entities: (1) the Developer, who owned approximately 16.45 acres of taxable property in CFD No. 2017-1 and was entitled to seventeen (17) votes (approximately 80% of the total votes), (2) 250 Ninth Avenue Partners, LLC, a California Limited liability company, who owned approximately 1.54 acres of taxable property in CFD No. 2017-1 and was entitled to two (2) votes (approximately 10% of the total votes), and (3) Zarsion BBC, LLC, a California limited liability company, who owned approximately 1.44 acres of taxable property in CFD No. 2017-1 and was entitled to two (2) votes (approximately 10% of the total votes).



# ATTACHMENT F

Following completion of the mail ballot election, the City Council determined in Resolution No. 86962 C.M.S., adopted on November 7, 2017, that more than two-thirds of all the votes cast at the election were in favor of the levy of the CFD No. 2017-1 Special Tax to finance the Services.

The City Council levied the CFD No. 2017-1 Special Tax on taxable properties in CFD No. 2017-1 pursuant to Ordinance No. 13463 C.M.S., adopted on November 28, 2017.

On December 13, 2017, the City Clerk caused to be recorded as Document No. 2017274055 in the official records of the County of Alameda, California (the “**Official Records**”) a Notice of Special Tax Lien (the “**Original Notice of Special Tax Lien**”) pursuant to which notice was given that a lien to secure the payment of the CFD No. 2017-1 Special Tax was imposed on taxable property in CFD No. 2017-1.

The Original Notice of Special Tax Lien referenced the boundary map of the District recorded at Book 18 of Maps of Assessment and Community Facilities Districts at Page 85 in the Official Records, which map was then the final boundary map of the District (the “**Original Boundary Map**”).

The Property Owner (as defined below) and City staff have determined that the CFD No. 2017-1 proceedings contain inconsistencies in the description of the location of the Services to be financed by CFD No. 2017-1, including failing to consistently describe the geographic scope of the Services as extending outside the boundaries of CFD No. 2017-1 (particularly, operation and maintenance of a major portion of the Maintained Improvements such as the parks, opens space, shoreline trails, and piers).

Pursuant to this Petition, the Property Owner is petitioning the City Council to undertake proceedings to correct such inconsistencies and to clarify that it was not the intent of the Development Agreement and Condition of Approval No. 38 for the Brooklyn Basin Project (collectively, the “Project Approvals”) or the CFD No. 2017-1 proceedings to limit the geographic scope of the Services for the Maintained Improvements to within the boundaries of CFD No. 2017-1.

1. Petitioners. This Petition is submitted pursuant to the Act to the City by the owner (the “**Property Owner**”) of 100% of the fee simple interest in the real property identified in Exhibit C attached hereto (the “**Property**”). The Property Owner warrants to the City with respect to the Property that the signatories are authorized to execute this Petition and that the submission of this Petition and participation in the City’s proceedings under the Act will not constitute a violation or event of default under any existing financing arrangement in any way affecting the Property Owner and such Property, including any “due-on-encumbrance” clauses under any existing deeds of trust secured by the Property.

2. Request to Institute Proceedings for a New Community Facilities District. The City Council is hereby requested to undertake proceedings to correct inconsistencies in the CFD No. 2017-1 proceedings with respect to the description of the location of the Services to be financed by CFD No. 2017-1. More specifically, in order to establish a clear record of the geographic scope of the Services, the Property Owner hereby asks the City Council to:

- a. Declare that it was not the intent of the Project Approvals or the CFD No. 2017-1 proceedings to limit the geographic scope of the Services to the boundaries of CFD No. 2017-1.

# ATTACHMENT F

- b. Direct the City Clerk to cause to be recorded in the Official Records an amendment and restatement of the Original Boundary Map for CFD No. 2017-1 to supersede and replace the Original Boundary Map in the Official Records for the purpose of avoiding confusion by eliminating from the map any information that is not required to be presented on the map by the Act, including the erroneous depiction of the geographic scope of the Services, provided that such Amended and Restated Boundary Map shall not make any changes to the boundaries of CFD No. 2017-1. The proposed Amended and Restated Boundary Map is attached as Exhibit A.
  - c. Direct the City Clerk to cause to be recorded in the Official Records an amendment and restatement of the Original Notice of Special Tax Lien for CFD No. 2017-1 for the purpose of correcting any erroneous language stating that the geographic scope of Services is limited to the area "within the District", "within the Brooklyn Basin project area", or similar language and by attaching to the description of the public services to be financed by the District in Exhibit A of the Original Notice of Special Tax Lien a map of the geographical scope of the public services to be financed by the District that is consistent with the Project Approvals and the intent of the CFD No. 2017 formation proceedings. The proposed Amended and Restated Notice of Special Tax Lien is attached as Exhibit B.
3. Counterparts. This Petition may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

By executing this Petition, the persons below agree to all of the above.

The property that is the subject of this Petition is identified on Exhibit C

The name of the owner of record of such property and the petitioner and its mailing address is:

CV OW PARCEL J OWNER, LLC,  
a Delaware limited liability company

By:  \_\_\_\_\_

Name: Damian Gancman

Title: CFO

Mailing Address:

1901 Avenue of the Stars, Suite 1950  
Attention: Damian Gancman  
Telephone: 310-566-8700  
Email: dgancman@cityview.com

# ATTACHMENT F

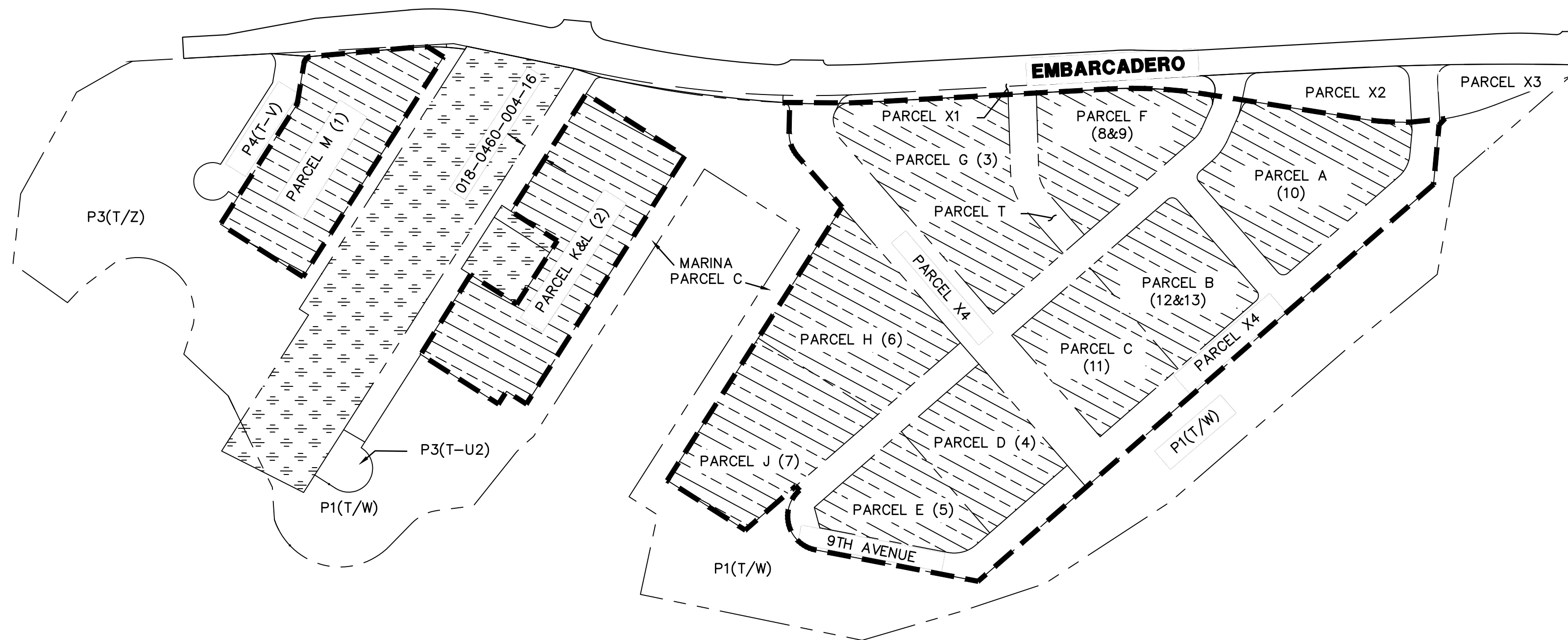
## EXHIBIT A

City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)

### AMENDED AND RESTATED BOUNDARY MAP

[attached]

AMENDED AND RESTATED MAP OF BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



ORIGINAL TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1:

- (1) 018-0430-001-14\* - PARCEL M
- (2) 018-0460-004-11\* - PARCELS K&L
- (3) 018-0465-002-30\* - PARCEL G
- (4) 018-0465-015-00\* - PARCEL D
- (5) 018-0465-016-00\* - PARCEL E
- (6) 018-0465-017-00\* - PARCEL H
- (7) 018-0465-018-00\* - PARCEL J
- (8) 018-0465-002-18 - PARCEL F
- (9) 018-0465-002-20 - PARCEL F
- (10) 018-0465-012-00 - PARCEL A
- (11) 018-0465-014-00 - PARCEL C
- (12) 018-0465-019-00 - PARCEL B
- (13) 018-0465-020-00 - PARCEL B

LINETYPES & SYMBOLS

- CFD 2017-1 BOUNDARY
- ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
- PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2017-1 BOUNDARY OR SERVICES AREAS

FILED IN THE OFFICE OF THE CITY CLERK OF THE CITY OF OAKLAND THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_.

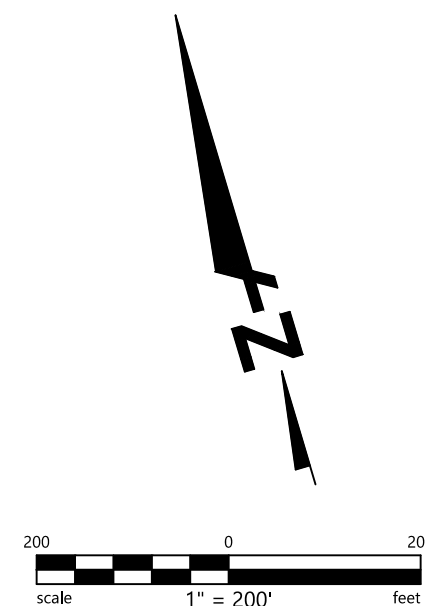
\_\_\_\_\_  
CITY CLERK

I HEREBY CERTIFY THAT THE WITHIN AMENDED AND RESTATED MAP SHOWING PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS APPROVED BY THE CITY COUNCIL OF THE CITY OF OAKLAND AT A MEETING THEREOF, HELD ON THE \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_ BY ITS RESOLUTION NO. \_\_\_\_\_.

\_\_\_\_\_  
CITY CLERK

FILED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_, AT THE HOUR OF \_\_\_\_\_ O'CLOCK \_\_M., IN BOOK \_\_\_\_ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE \_\_\_\_ IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF ALAMEDA, STATE OF CALIFORNIA.

\_\_\_\_\_  
COUNTY RECORDER, COUNTY OF ALAMEDA



- BOUNDARY NOTES:
- REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.
  - SINCE RECORDATION OF THE CFD 2017-1 BOUNDARY MAP, SUBSEQUENT SUBDIVISIONS HAVE OCCURRED.

NOTE:

THE ORIGINAL MAP OF THE PROPOSED BOUNDARIES OF COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS RECORDED ON OCTOBER 17, 2017, AT THE HOUR OF 12:04 P.M. IN BOOK 18 OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE 85, DOCUMENT NO. 2017-229062, IN THE OFFICE OF THE COUNTY RECORDER IN ALAMEDA COUNTY, STATE OF CALIFORNIA. PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DIRECTED THE CITY CLERK TO CAUSE TO BE RECORDED THIS AMENDED AND RESTATED MAP OF BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, FOR THE PURPOSE OF ELIMINATING ALL REFERENCES TO THE LOCATION OF THE PUBLIC SERVICES TO BE FINANCED BY COMMUNITY FACILITIES DISTRICT NO. 2017-1 BECAUSE THE ORIGINAL MAP DID NOT ACCURATELY REPRESENT THE LOCATION OF SUCH PUBLIC SERVICES. CONCURRENTLY WITH RECORDING THIS AMENDED AND RESTATED MAP, THE CITY CLERK IS CAUSING TO BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER AN AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN FOR COMMUNITY FACILITIES DISTRICT NO. 2017-1 THAT WILL CORRECT ERRORS IN THE DESCRIPTION OF THE PUBLIC SERVICES TO BE FINANCED BY COMMUNITY FACILITIES STRICT NO. 2017-1.

# ATTACHMENT F

## EXHIBIT B

**AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN**  
[attached]

# ATTACHMENT F

**RECORDING REQUESTED BY AND  
AFTER RECORDATION RETURN TO:**

City Clerk  
City of Oakland  
City Hall, 1 Frank H Ogawa Plaza  
Oakland, CA 94612

**AMENDED AND RESTATED  
NOTICE OF SPECIAL TAX LIEN**

**City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)**

**Original Notice of Special Tax Lien**

Pursuant to the requirements of Section 3114.5 of the California Streets and Highways Code of California and Section 53328.3 of the California Government Code, the undersigned City Clerk of the City of Oakland (the “City”), County of Alameda, State of California, previously gave notice that a lien to secure payment of a special tax had been imposed by the City Council of the City of Oakland, County of Alameda, State of California (the “City Council”). The City Clerk gave notice by recordation of a Notice of Special Tax Lien in the Office of the Clerk- Recorder of the County of Alameda, State of California (the “Official Records”) on December 13, 2017, at the hour of 1:03 p.m. as Document No. 2017274055 (the “Original Notice of Special Tax Lien”).

The Original Notice of Special Tax Lien gave notice that the special tax secured by such lien was authorized to be levied on taxable properties in the above-referenced City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (the “District”) for the purpose of paying for the full cost and all direct and incidental costs related to the provision of public services and the maintenance, operation, repair, and replacement costs of certain public infrastructure as described on Exhibit A to the Original Notice of Special Tax Lien, including, but not limited to, expenses of the administration of the District.

The Original Notice of Special Tax Lien further gave notice that the special tax was authorized to be levied within the District, which had been officially formed, and the lien of the special tax was a continuing lien which shall secure each annual levy of the special tax and which shall continue in force and effect until the special tax ceases to be levied and a notice of cessation of special tax is recorded in accordance with Section 53330.5 of the Government Code.

# ATTACHMENT F

The rate, method of apportionment, and manner of collection of the authorized special tax was as set forth in Exhibit B to the Original Notice of Special Tax Lien and as set forth (without change) in Exhibit B attached hereto and hereby made a part hereof. No provision has been made for the prepayment of the special tax.

The Original Notice of Special Tax Lien further gave notice that upon the recording of the Original Notice of Special Tax Lien in the office of the County Clerk-Recorder of the County of Alameda, the obligation to pay the special tax levy would become a lien upon all nonexempt real property within District in accordance with Section 3115.5 of the California Streets and Highways Code.

The name(s) of the owner(s) and the assessor's tax parcel numbers of the real property included within the area of District were set forth in Exhibit C attached to the Original Notice of Special Tax Lien and are set forth (without change) in Exhibit C attached hereto and made a part hereof.

The Original Notice of Special Tax Lien referenced the boundary map of the District recorded at Book 18 of Maps of Assessment and Community Facilities Districts at Page 85, in the Official Records, which map was then the final boundary map of the District (the "Original Boundary Map").

## **Amended and Restated Notice of Special Tax Lien**

The City Clerk hereby gives notice that, on July 18, 2023, the City Council, in its capacity as the legislative body of the District, held a noticed public hearing on whether it had been the intent of the project approvals for the Brooklyn Basin Project (including the related Development Agreement) and the District proceedings to limit the geographic scope of the public services to be financed by the District to within the boundaries of the District, and all interested persons desiring to be heard on such matters were heard. Upon completion of the public hearing, and having determined that it was not the intent of the Brooklyn Basin project approvals (including the related Development Agreement) and the District proceedings to limit the geographic scope of the public services to be financed by the District to within the boundaries of the District, the City Council adopted its Resolution No. \_\_\_\_ C.M.S. , adopted on \_\_\_\_\_, 2023 (the "Corrective Resolution").

Pursuant to the Corrective Resolution, the City Council directed the City Clerk to cause to be recorded in the in the office of the County Clerk-Recorder of the County of Alameda an amendment and restatement of the Original Boundary Map (the "Amended and Restated Boundary Map") to supersede and replace the Original Boundary Map in the Official Records for the purpose of avoiding confusion by eliminating from the map any information that is not required to be presented on the map by the Act, including the erroneous depiction of the geographic scope of the Services, provided that such Amended and Restated Boundary Map shall not make any changes to the boundaries of CFD No. 2017-1, which Amended Boundary Map has been recorded in Book \_\_\_\_ of Maps of Assessment and Community Facilities Districts at Page \_\_\_\_, in the Official Records, and is now the final boundary map of the District. There has been no change in the boundaries of the District.

Pursuant to the Corrective Resolution, the City Council also directed the City Clerk to cause to be recorded in the Official Records this Amended and Restated Notice of Special Tax for the purpose of correcting any erroneous language stating that the geographic scope of public services to be financed by the District is limited to the area "within the District," "within the Brooklyn Basin project area", or similar language, and by attaching to the description of the public services to be financed by the District in Exhibit A of the Original Notice of Special Tax Lien a map of the geographical scope of the public services to be financed by the District that is consistent with the Project Approvals and the intent of the CFD No. 2017 formation proceedings.

# ATTACHMENT F

Pursuant to the Corrective Resolution, the City Council resolved that, in making the findings and determinations and directing the City Clerk to take the actions set forth in the Corrective Resolution, the City Council intended to correct the inconsistencies in the description of the geographic scope of the public services to be financed by the District in all of the District proceedings, and in the event of any inconsistency between the Corrective Resolution and the District proceedings, the provisions of the Corrective Resolution shall apply to the extent of the inconsistency.

## **Further Information**

For further information concerning the current and estimated future tax liability of owners or purchasers of real property subject to this special tax lien, interested persons should contact the City Administrator of the City of Oakland, 1 Frank H. Ogawa Plaza, Oakland, California 94612; Telephone: (510) 238-3301.

Dated: As of \_\_\_\_\_, 2023

By: \_\_\_\_\_  
Asha Reed  
City Clerk



# ATTACHMENT F

## EXHIBIT A

### NOTICE OF SPECIAL TAX LIEN

**City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)**

#### DESCRIPTION OF SERVICES TO BE FINANCED BY THE DISTRICT

*The description of public services set forth in this Exhibit A has been corrected in accordance with the Corrective Resolution. Any deletions are shown in strike-out and any additions are shown in double underline.*

#### Services

The services to be funded, in whole or in part, by the City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (“CFD” or “District”) include the full cost of all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within ~~the District~~ the areas shown on Attachment 1 attached hereto and incorporated herein. More specifically, the services may include, but are not limited to: (i) maintenance, repair, and replacement of parks and landscaping in public areas and in the public right of way along public streets, including, but not limited to, irrigation, tree trimming, mowing, hardscape, sidewalk, and related maintenance of equipment specific to the Brooklyn Basin facilities, and vegetation maintenance and control; (ii) operation and maintenance of street lights, street furniture, and other appurtenances; (iii) storm protection services, including, but not limited to, the operation and maintenance, repair, and replacement of storm drainage systems that are reasonably necessary for the storm water management, treatment and mitigation requirements for the District (storm water management expressly excludes gravity flow conveyance improvements (pipes, catch basins, etc.)); (iv) annual inspection and reporting obligations associated with the parks, open space areas, public rights-of-way and ground water monitoring wells as required by the applicable operations and maintenance plan and (v) any other public services authorized to be funded under Section 53313 of the California Government Code that are also stipulated as maintenance obligations pursuant to the Development Agreement dated as of August 24, 2006, as amended from time to time, relating to the Brooklyn Basin project and recorded against all of the real property covered thereby.

The CFD may fund any of the following related to the services described in the preceding paragraph: (i) obtaining, constructing, furnishing, operating, maintaining, repairing, replacing, and environmental monitoring of equipment, apparatus, or facilities related to providing the services and/or equipment, apparatus, facilities, or fixtures in areas to be maintained; (ii) paying the salaries and benefits, or consultant fees, of personnel necessary or convenient to provide the services; (iii) payment of insurance costs and other related expenses; (iv) the provision of reserves for deposit in a reserve fund to be used for repairs and replacements, particularly including decks and pilings associated with piers and marinas, the funds in which shall be used solely for repairs and replacement; and (v) administrative and incidental expenses, as described below. The services to be financed by the CFD are in addition to those provided in the territory of the CFD before the date of formation of the CFD and will not supplant services already available within that territory when the CFD is created.

#### Administrative Expenses

# ATTACHMENT F

The administrative expenses to be funded by the CFD include the full cost of direct and indirect expenses incurred by the City of Oakland (“City”) in carrying out its duties with respect to the CFD including, but not limited to: (i) the levy and collection of the special taxes; (ii) the fees and expenses of attorneys; (iii) any fees of the County of Alameda related to the CFD or the collection of special taxes; (iv) an allocable share of the salaries and benefits of any City staff, or consultant fees, directly related thereto and a proportionate amount of the City’s general administrative overhead related thereto; (v) any amounts paid by the City with respect to the CFD or the services authorized to be financed by the CFD; (vi) expenses incurred by the City in undertaking action to foreclose on properties for which the payment of special taxes is delinquent; and (vii) all other costs and expenses of the City in any way related to the CFD.

## **Other**

The incidental expenses that may be funded by the CFD include, in addition to the administrative expenses identified above, the payment or reimbursement to the CFD of the full cost of expenses associated with the establishment and ongoing administration of the CFD.

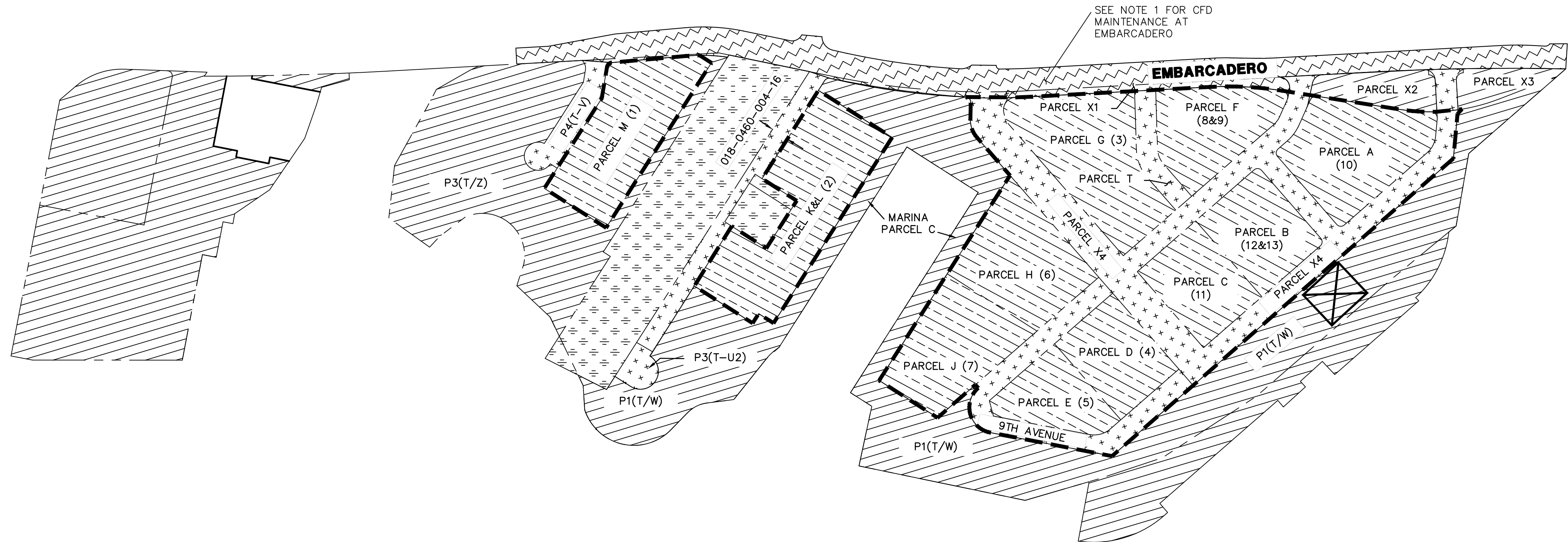
# ATTACHMENT F

Attachment 1

[Attached]

Attachment 1 has been added in accordance with the Corrective Resolution.

MAP OF AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES),  
CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



ORIGINAL TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1:



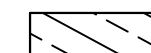
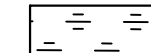
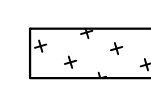


- (1) 018-0430-001-14\* - PARCEL M
- (2) 018-0460-004-11\* - PARCELS K&L
- (2) 018-0465-002-30\* - PARCEL G
- (3) 018-0465-015-00\* - PARCEL D
- (4) 018-0465-016-00\* - PARCEL E
- (5) 018-0465-017-00\* - PARCEL H
- (6) 018-0465-018-00\* - PARCEL J
- (7) 018-0465-002-18 - PARCEL F
- (8) 018-0465-002-20 - PARCEL F
- (9) 018-0465-012-00 - PARCEL A
- (10) 018-0465-014-00 - PARCEL C
- (11) 018-0465-019-00 - PARCEL B
- (13) 018-0465-020-00 - PARCEL B

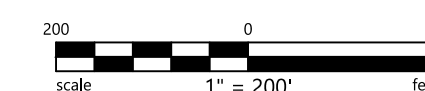
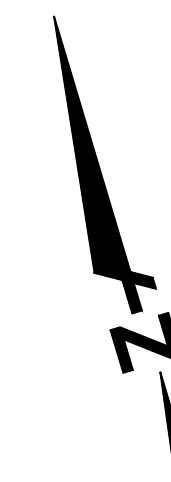
\* PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DETERMINED THAT SUBJECT TO CERTAIN CONDITIONS THAT HAVE BEEN SATISFIED, THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 SHALL BE EXTINGUISHED WITH RESPECT TO THIS PARCEL AND DIRECTED RECORDATION OF A NOTICE OF CESSATION THAT COMPLIES WITH THE REQUIREMENTS OF CALIFORNIA GOVERNMENT CODE SECTION 53330.5 FOR THE PURPOSE OF EXTINGUISHING THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 ON THIS PARCEL.

BOUNDARY NOTES:

1. REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.
2. SINCE RECORDATION OF THE CFD 2017-1 BOUNDARY MAP, SUBSEQUENT SUBDIVISIONS HAVE OCCURRED.

LINETYPES & SYMBOLS

-  CFD 2017-1 BOUNDARY
-  AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CFD 2017-1
-  ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2017-1 BOUNDARY OR SERVICES AREAS
-  PUBLIC STREETS MAINTENANCE AND RESERVES LIMITED TO LANDSCAPE IMPROVEMENTS, IRRIGATION IMPROVEMENTS, SIDEWALKS, STREETLIGHTS, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION
-  DEPICT GENERAL AREA OF 9TH AVENUE TERMINAL SHED BUILDING SOLELY FOR PURPOSES OF INDICATING THAT PUBLIC RESTROOMS WITHIN THE BUILDING ARE WITHIN THE SERVICES AREA OF CFD 2017-1
-  EMBARCADERO SERVICE AREA. SEE MAINTENANCE NOTE 1 BELOW



MAINTENANCE NOTE:

1. TO THE EXTENT CONSISTENT WITH THE DESCRIPTION OF AUTHORIZED SERVICES IN THIS AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN, CFD MAINTENANCE ON EMBARCADERO INCLUDES ALL OF THE LANDSCAPING ON EMBARCADERO (TREES, PALMS AND SHRUBS) AND RESERVES FOR THE REPLACEMENT OF LANDSCAPING, MAINTENANCE OF THE SIDEWALK (ON THE SOUTH SIDE OF EMBARCADERO), MAINTENANCE, RESERVES FOR IRRIGATION, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION.

**EXHIBIT B****CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT No. 2017-1  
(BROOKLYN BASIN PUBLIC SERVICES)****RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX**

---

A Special Tax shall be levied on all Assessor's Parcels in the City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) ("CFD No. 2017-1") and collected each Fiscal Year commencing in Fiscal Year 2017-18, in an amount determined by the City Council of the City of Oakland through the application of the Rate and Method of Apportionment, as described below. All of the real property in CFD No. 2017-1, unless exempted by law or by the provisions hereof, shall be taxed for the purposes, to the extent, and in the manner herein provided.

**A. DEFINITIONS**

The terms as may hereinafter be set forth have the following meanings:

**"Act"** means the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, Division 2 of Title 5 of the California Government Code.

**"Administrative Expenses"** means the following actual or reasonably estimated costs directly related to the administration of CFD No. 2017-1: the costs of computing the Special Taxes and preparing the annual Special Tax collection schedules (whether by the City or CFD No. 2017-1 or both); the costs of collecting the Special Taxes (whether by the County or otherwise); the costs associated with preparing Special Tax disclosure statements and responding to public inquiries regarding the Special Taxes; the costs of the City or CFD No. 2017-1 related to an appeal of the Special Tax; the City's administration fees and third party expenses; the costs of City staff time and reasonable overhead related to CFD No. 2017-1; and amounts estimated or advanced by the City or CFD No. 2017-1 for any other administrative purposes of CFD No. 2017-1, including attorney's fees and other costs related to commencing and pursuing to completion any foreclosure of delinquent Special Taxes.

**"Affordable Housing Property"** means, for each Fiscal Year, all or a portion of any Assessor's Parcel within the boundaries of CFD No. 2017-1 that is subject to a deed restriction, resale restriction, or regulatory agreement recorded in favor of the City that restricts rent or prices chargeable to lower income households.

**"Airspace Parcel"** means a parcel with an assigned Assessor's Parcel Number that constitutes vertical space of an underlying land parcel.

**“Assessor’s Parcel”** means a lot or parcel, including an Airspace Parcel, shown on an Assessor’s Parcel Map with an assigned Assessor’s Parcel Number.

**“Assessor’s Parcel Map”** means an official map of the Assessor of the County designating parcels by Assessor’s Parcel Number.

**“Assessor’s Parcel Number”** means, with respect to an Assessor’s Parcel, that number assigned to such Assessor’s Parcel by the County for purposes of identification.

**“Building Department”** means a designee from the Planning and Building Department of the City or any alternate department responsible for building permit issuance, inspections, and final approval. If there is any doubt as to the responsible party, the CFD Administrator shall coordinate with the City to determine the appropriate party to serve as the Building Department for purposes of this Rate and Method of Apportionment.

**“Certificate of Occupancy”** or **“COO”** means a certificate issued by the City or a letter written by the Building Department to the CFD Administrator to confirm that a building or a portion of a building has met all of the building codes and can be occupied for residential and/or non-residential use. “Certificate of Occupancy” may include any temporary certificate of occupancy issued by the City.

**“CFD Administrator”** means an official of the City responsible for determining the Special Tax Requirement, providing for the levy and collection of the Special Tax, and performing the other duties provided for herein.

**“CFD No. 2017-1”** means City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services).

**“City”** means the City of Oakland, California.

**“City Council”** means the City Council of the City, acting as the legislative body of CFD No. 2017-1.

**“County”** means the County of Alameda.

**“CPI”** means, for each Fiscal Year, the Consumer Price Index published by the U.S. Bureau of Labor Statistics for All Urban Consumers in the San Francisco – Oakland – San Jose Area, measured as of the month of December in the calendar year that ends in the previous Fiscal Year. In the event this index ceases to be published, the CPI shall be another index as determined by the CFD Administrator that is reasonably comparable to the Consumer Price Index for the San Francisco – Oakland – San Jose Area.

**“Developed Property”** means, for each Fiscal Year, all Assessor’s Parcels of Taxable Property for which a Certificate of Occupancy was issued after January 1, 2017, and on or before June 30 of the previous Fiscal Year.

**“Fiscal Year”** means the period starting July 1 and ending on the following June 30.

**“For Sale Unit”** means, for each Fiscal Year, a residential dwelling unit which has been, or is deemed to be, offered for sale as part of an Initial Offering Event.

**“Initial Offering Event”** will be deemed to have occurred for all Units within a given Offering Building if, in any Fiscal Year, the CFD Administrator has determined that any Units in such Offering Building have been offered to the public for sale or rent for the first time during or following construction of the Offering Building and on or before June 30 of the previous Fiscal Year. An Initial Offering Event shall only occur once for each Offering Building and shall apply uniformly to all Units within each Offering Building, as either a for sale offering or rental offering, regardless of whether every Unit in an Offering Building was actually offered at the time of the Initial Offering Event.

**“Interim Unit”** means, for each Fiscal Year, a planned or constructed residential dwelling unit which has not been, or has not been deemed to be, offered for sale or rent as part of an Initial Offering Event.

**“Land Use Class”** means any of the classes listed in Table 1 below.

**“Maximum Special Tax”** means, with respect to an Assessor’s Parcel of Taxable Property, the maximum Special Tax determined in accordance with Section C below that can be levied in any Fiscal Year on such Assessor’s Parcel of Taxable Property.

**“Non-Residential”** means any buildings or portions of buildings that are used for or are expected to be used for a commercial lodging use, commercial retail use, institutional use (e.g., churches, private schools), commercial restaurant use, office use, or industrial use.

**“Non-Residential Property”** means, for each Fiscal Year, all or a portion of any Assessor’s Parcel of Developed Property that is used for or is expected to be used for a Non-Residential use.

**“Offering Building”** means an exclusive group of Units within a permanent, enclosed structure that is planned for or constructed on an Assessor’s Parcel of Taxable Property. An Offering Building shall consist of adjacent Units that are expected to be offered to the public at approximately the same time either exclusively for sale or exclusively for rent. An Offering Building may be physically connected to another structure or Offering Building, but each individual Offering Building will be treated separately for purposes of determining the Special Tax for each Unit within an Offering Building.

**“Property Owner Association Property”** means, for each Fiscal Year, property within the boundaries of CFD No. 2017-1 that was owned by a property owner association, including any master or sub-association, as of January 1 of the prior Fiscal Year.

**“Proportionately”** means that the ratio of the actual Special Tax levy to the Maximum Special Tax is equal for all Assessor's Parcels of Taxable Property.

**“Public Property”** means, for each Fiscal Year, property within the boundaries of CFD No. 2017-1 that is: (a) owned by, irrevocably offered to, or dedicated to the federal government, the State, the County, the City, or any local government or other public agency; or (b) encumbered by an easement for purposes of public right-of-way that makes impractical its use for any purpose other than that set forth in such easement, provided that any property leased by a public agency to a private entity and subject to taxation under Section 53340.1 of the Act shall be taxed and classified according to its use.

**“Rate and Method of Apportionment”** means this Rate and Method of Apportionment of Special Tax.

**“Rental Unit”** means, for each Fiscal Year, a residential dwelling unit which has been, or is deemed to be, offered for rent as part of an Initial Offering Event.

**“Residential Property”** means, for each Fiscal Year, all or a portion of any Assessor’s Parcel of Developed Property that is planned for, or constructed as, one or more Units.

**“Services”** means the services authorized to be financed, in whole or in part, by CFD No. 2017-1, including all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within the Brooklyn Basin project area.

**“Special Tax”** means the special tax authorized by the qualified electors of CFD No. 2017-1 to be levied within the boundaries of CFD No. 2017-1.

**“Special Tax Requirement”** means the amount necessary in any Fiscal Year to pay the cost of the Services, Administrative Expenses, and an amount equal to Special Tax delinquencies based on the historical delinquency rate for Special Taxes, as determined by the CFD Administrator.

**“Square Footage”** or **“Sq. Ft.”** means the gross leasable square footage of a Non-Residential Property as reflected on a building permit or Certificate of Occupancy issued by the City, a lease agreement, or other such document.

**“State”** means the State of California.

**“Taxable Property”** means, for each Fiscal Year, all Assessor’s Parcels within the boundaries of CFD No. 2017-1 which are not exempt from the Special Tax pursuant to law or Section E below.

**“Unit”** means a For Sale Unit, Interim Unit, or Rental Unit.



**B. ASSIGNMENT TO LAND USE CATEGORIES**

Each Fiscal Year, beginning with Fiscal Year 2017-18, the CFD Administrator shall identify the current Assessor's Parcel Numbers for all Taxable Property and Affordable Housing Property within CFD No. 2017-1. The CFD Administrator shall then identify all Developed Property by working with the Building Department to catalog all COOs issued on Taxable Property on or before June 30 of the prior Fiscal Year. Subsequently, all Developed Property shall be classified as Residential Property or Non-Residential Property. The CFD Administrator shall also determine: (i) the number of Units assigned to each Offering Building, which may include Units that can be classified as Affordable Housing Property; (ii) the current Assessor's Parcel Number associated with each Unit and Non-Residential Property; and (iii) the Square Footage of Non-Residential Property.

On or about July 1 of each Fiscal Year, the CFD Administrator shall determine whether an Initial Offering Event has occurred for any Offering Building, and if so, whether any Units within such Offering Building were offered for rent or for sale. After making these determinations, the CFD Administrator shall further classify each Unit of Residential Property as a For Sale Unit, Interim Unit, or Rental Unit. Once a residential dwelling unit has been classified as a For Sale Unit or a Rental Unit, it may not be reclassified in future Fiscal Years.

The CFD Administrator may make any determination in this Section B by using any reasonable source of information, including: a building permit issued by the City; an Assessor's Parcel Map; ownership information as reflected on the rolls of the County Assessor; a lease agreement; a close of escrow date; or any other relevant information as determined by the CFD Administrator.

**C. MAXIMUM SPECIAL TAX**

The Maximum Special Tax for each Assessor's Parcel classified as Taxable Property shall be determined by reference to Table 1 below.

**TABLE 1  
MAXIMUM SPECIAL TAX**

| Land Use Class                  | Maximum Special Tax<br>Fiscal Year 2017-18 |
|---------------------------------|--|
| <b>Residential Property:</b>    |  |
| For Sale Unit                   | \$1,023 per Unit                           |
| Rental Unit                     | \$902 per Unit                             |
| Interim Unit                    | \$902 per Unit                             |
| <b>Non-Residential Property</b> | <b>\$0.90 per Sq. Ft.</b>                  |

Beginning July 1, 2018, and each July 1 thereafter, the Maximum Special Tax shall be subject to an automatic increase at a rate equal to the greater of: (i) the percentage increase from the prior Fiscal Year, if any, in the CPI; or (ii) 4.8% of the amount in effect for the prior Fiscal Year.

In some instances an Assessor's Parcel of Taxable Property may contain more than one Land Use Class. The Maximum Special Tax levied on an Assessor's Parcel shall be the sum of the Maximum Special Tax for all Units of Residential Property and Square Footage of Non-Residential Property located on that Assessor's Parcel.

**D. METHOD OF APPORTIONMENT OF THE SPECIAL TAX**

Each Fiscal Year, beginning with Fiscal Year 2017-18, the CFD Administrator shall determine the Special Tax Requirement. The Special Tax shall then be levied Proportionately on each Assessor's Parcel of Taxable Property up to 100% of the applicable Maximum Special Tax for such Assessor's Parcel, or until the Special Tax Requirement is satisfied, whichever is less.

**E. EXEMPTIONS**

Notwithstanding anything in this Rate and Method of Apportionment to the contrary, no Special Tax shall be levied on Public Property or Property Owner Association Property. Additionally, no Special Tax shall be levied on up to 465 Units of Affordable Housing Property. Tax-exempt status will be assigned to Units of Affordable Housing Property in the chronological order in which property becomes Affordable Housing Property. However, should a Unit no longer be classified as Affordable Housing Property, its tax-exempt status will be revoked.

**F. APPEALS**

Any property owner may file a written appeal of the Special Tax with CFD No. 2017-1 claiming that the amount or application of the Special Tax is not correct. The appeal must be filed not later than one calendar year after having paid the Special Tax that is disputed, and the appellant must be current in all payments of Special Taxes. In addition, during the term of the appeal process, all Special Taxes levied must be paid on or before the payment date established when the levy was made.

The appeal must specify the reasons why the appellant claims the Special Tax is in error. The CFD Administrator shall review the appeal, meet with the appellant if the CFD Administrator deems necessary, and advise the appellant of its determination.

If the property owner disagrees with the CFD Administrator's decision relative to the appeal, the owner may then file a written appeal with the City Council, whose subsequent decision shall be final and binding on all interested parties. If the decision of the CFD Administrator or subsequent decision by the City Council requires the Special Tax to be

modified or changed in favor of the property owner, then the CFD Administrator shall determine if sufficient Special Tax revenue is available to make a cash refund. If a cash refund cannot be made, then an adjustment shall be made to credit future Special Tax levy(ies).

This procedure shall be exclusive and its exhaustion by any property owner shall be a condition precedent to filing any legal action by such owner.

**G. MANNER OF COLLECTION**

The Special Taxes shall be collected in the same manner and at the same time as ordinary *ad valorem* property taxes; provided, however, that the Special Taxes may be collected in such other manner as the City Council shall determine, including direct billing of affected property owners.

**H. TERM OF SPECIAL TAX**

The Special Tax shall continue to be levied indefinitely on an annual basis on all Taxable Property in CFD No. 2017-1.

**I. INTERPRETATION OF SPECIAL TAX FORMULA**

The City reserves the right to make minor administrative and technical changes to this document that do not materially affect the rate and method of apportioning the Special Tax. In addition, the interpretation and application of any section of this document shall be left to the City's discretion. Interpretations may be made by the City Council by ordinance or resolution for purposes of clarifying any vagueness or ambiguity in this Rate and Method of Apportionment of Special Tax.

# ATTACHMENT F

## EXHIBIT C LIST OF PARCELS

| APN             | Acreage    |
|-----------------|------------|
| 018-0465-018-00 | 2.04 acres |
|                 |            |

# ATTACHMENT F

**PETITION FOR PROCEEDINGS TO CORRECT INCONSISTENCIES  
RELATED TO THE DESCRIPTION OF THE GEOGRAPHIC SCOPE OF THE AUTHORIZED  
SERVICES IN THE PROCEEDINGS FOR CITY OF OAKLAND COMMUNITY FACILITIES  
DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), AND DIRECTING  
RECORDATION OF AN AMENDED AND RESTATED BOUNDARY MAP AND AN AMENDED  
AND RESTATED NOTICE OF SPECIAL TAX LIEN**

June 28, 2023

City Council of the  
City of Oakland  
1 Frank H Ogawa Plaza  
Oakland, California 94612

Members of the Council:

This petition (the “**Petition**”) relates to a development, formerly known as the Oak-to-Ninth Avenue Mixed Use Development, and now known as the Brooklyn Basin Project (the “**Brooklyn Basin Project**”). The City of Oakland (the “**City**”), as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company (the “**Developer**”), as successor by assignment from Oakland Harbor Partners, LLC, are parties to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Brooklyn Basin Project (as amended and assigned, the “**Development Agreement**”).

The City Council previously conducted proceedings under, and pursuant to, the Mello-Roos Community Facilities Act of 1982 (Government Code Section 53311 et seq.) (the “**Act**”), to form “City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services)” (“**CFD No. 2017-1**”), to authorize the levy of a special tax (the “**CFD No. 2017-1 Special Tax**”) upon the land within CFD 2017-1 to pay for certain public services (the “**Services**”).

The City Council declared its intention to form CFD No. 2017-1 pursuant to Resolution No. 86921 C.M.S., adopted on October 3, 2017 (the “**Resolution of Intention**”).

The City Council established CFD No. 2017-1 pursuant to Resolution No. 86960 C.M.S. adopted on November 7, 2017.

Pursuant to Resolution No. 86961 C.M.S., adopted on November 7, 2017, a mail ballot election was held of the three qualified landowner electors in CFD No. 2017-1, who were affiliated entities: (1) the Developer, who owned approximately 16.45 acres of taxable property in CFD No. 2017-1 and was entitled to seventeen (17) votes (approximately 80% of the total votes), (2) 250 Ninth Avenue Partners, LLC, a California Limited liability company, who owned approximately 1.54 acres of taxable property in CFD No. 2017-1 and was entitled to two (2) votes (approximately 10% of the total votes), and (3) Zarsion BBC, LLC, a California limited liability company, who owned approximately 1.44 acres of taxable property in CFD No. 2017-1 and was entitled to two (2) votes (approximately 10% of the total votes).

# ATTACHMENT F

Following completion of the mail ballot election, the City Council determined in Resolution No. 86962 C.M.S., adopted on November 7, 2017, that more than two-thirds of all the votes cast at the election were in favor of the levy of the CFD No. 2017-1 Special Tax to finance the Services.

The City Council levied the CFD No. 2017-1 Special Tax on taxable properties in CFD No. 2017-1 pursuant to Ordinance No. 13463 C.M.S., adopted on November 28, 2017.

On December 13, 2017, the City Clerk caused to be recorded as Document No. 2017274055 in the official records of the County of Alameda, California (the “**Official Records**”) a Notice of Special Tax Lien (the “**Original Notice of Special Tax Lien**”) pursuant to which notice was given that a lien to secure the payment of the CFD No. 2017-1 Special Tax was imposed on taxable property in CFD No. 2017-1.

The Original Notice of Special Tax Lien referenced the boundary map of the District recorded at Book 18 of Maps of Assessment and Community Facilities Districts at Page 85 in the Official Records, which map was then the final boundary map of the District (the “**Original Boundary Map**”).

The Property Owner (as defined below) and City staff have determined that the CFD No. 2017-1 proceedings contain inconsistencies in the description of the location of the Services to be financed by CFD No. 2017-1, including failing to consistently describe the geographic scope of the Services as extending outside the boundaries of CFD No. 2017-1 (particularly, operation and maintenance of a major portion of the Maintained Improvements such as the parks, opens space, shoreline trails, and piers).

Pursuant to this Petition, the Property Owner is petitioning the City Council to undertake proceedings to correct such inconsistencies and to clarify that it was not the intent of the Development Agreement and Condition of Approval No. 38 for the Brooklyn Basin Project (collectively, the “Project Approvals”) or the CFD No. 2017-1 proceedings to limit the geographic scope of the Services for the Maintained Improvements to within the boundaries of CFD No. 2017-1.

1. Petitioners. This Petition is submitted pursuant to the Act to the City by the owner (the “**Property Owner**”) of 100% of the fee simple interest in the real property identified in Exhibit C attached hereto (the “**Property**”). The Property Owner warrants to the City with respect to the Property that the signatories are authorized to execute this Petition and that the submission of this Petition and participation in the City’s proceedings under the Act will not constitute a violation or event of default under any existing financing arrangement in any way affecting the Property Owner and such Property, including any “due-on-encumbrance” clauses under any existing deeds of trust secured by the Property.

2. Request to Institute Corrective Proceedings. The City Council is hereby requested to undertake proceedings to correct inconsistencies in the CFD No. 2017-1 proceedings with respect to the description of the location of the Services to be financed by CFD No. 2017-1. More specifically, in order to establish a clear record of the geographic scope of the Services, the Property Owner hereby asks the City Council to:

- a. Declare that it was not the intent of the Project Approvals or the CFD No. 2017-1 proceedings to limit the geographic scope of the Services to the boundaries of CFD No. 2017-1.

# ATTACHMENT F

- b. Direct the City Clerk to cause to be recorded in the Official Records an amendment and restatement of the Original Boundary Map for CFD No. 2017-1 to supersede and replace the Original Boundary Map in the Official Records for the purpose of avoiding confusion by eliminating from the map any information that is not required to be presented on the map by the Act, including the erroneous depiction of the geographic scope of the Services, provided that such Amended and Restated Boundary Map shall not make any changes to the boundaries of CFD No. 2017-1. The proposed Amended and Restated Boundary Map is attached as Exhibit A.
- c. Direct the City Clerk to cause to be recorded in the Official Records an amendment and restatement of the Original Notice of Special Tax Lien for CFD No. 2017-1 for the purpose of correcting any erroneous language stating that the geographic scope of Services is limited to the area "within the District", "within the Brooklyn Basin project area", or similar language and by attaching to the description of the public services to be financed by the District in Exhibit A of the Original Notice of Special Tax Lien a map of the geographical scope of the public services to be financed by the District that is consistent with the Project Approvals and the intent of the CFD No. 2017 formation proceedings. The proposed Amended and Restated Notice of Special Tax Lien is attached as Exhibit B.

3. Counterparts. This Petition may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

By executing this Petition, the persons below agree to all of the above.

The property that is the subject of this Petition is identified on Exhibit C

The name of the owner of record of such property and the petitioner and its mailing address is:

ZARSION-OHP I, LLC,  
a California limited liability company

By: \_\_\_\_\_

Name: Michael Ghielmetti

Title: Authorized Individual

Mailing Address:

2335 Broadway, Suite 200  
Oakland, CA 94612  
Attention: Michael Ghielmetti  
Telephone: (510) 251-9270  
Email: mghielmetti@signaturedevelopment.com

# ATTACHMENT F

## EXHIBIT A

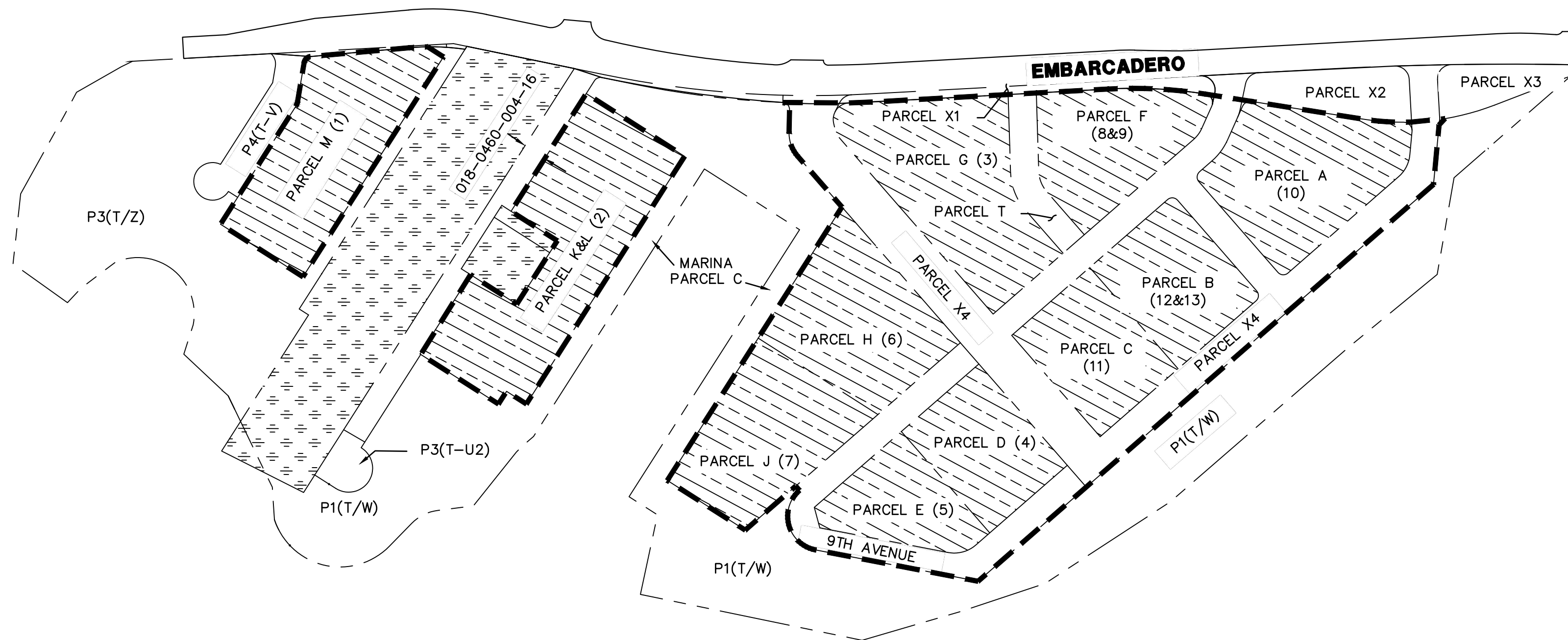
City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)

### AMENDED AND RESTATED BOUNDARY MAP

[attached]




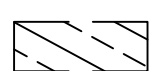
AMENDED AND RESTATED MAP OF BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



ORIGINAL TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1:

- (1) 018-0430-001-14\* - PARCEL M
- (2) 018-0460-004-11\* - PARCELS K&L
- (3) 018-0465-002-30\* - PARCEL G
- (4) 018-0465-015-00\* - PARCEL D
- (5) 018-0465-016-00\* - PARCEL E
- (6) 018-0465-017-00\* - PARCEL H
- (7) 018-0465-018-00\* - PARCEL J
- (8) 018-0465-002-18 - PARCEL F
- (9) 018-0465-002-20 - PARCEL F
- (10) 018-0465-012-00 - PARCEL A
- (11) 018-0465-014-00 - PARCEL C
- (12) 018-0465-019-00 - PARCEL B
- (13) 018-0465-020-00 - PARCEL B

LINETYPES & SYMBOLS

-  CFD 2017-1 BOUNDARY
-  ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2017-1 BOUNDARY OR SERVICES AREAS

FILED IN THE OFFICE OF THE CITY CLERK OF THE CITY OF OAKLAND THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_.

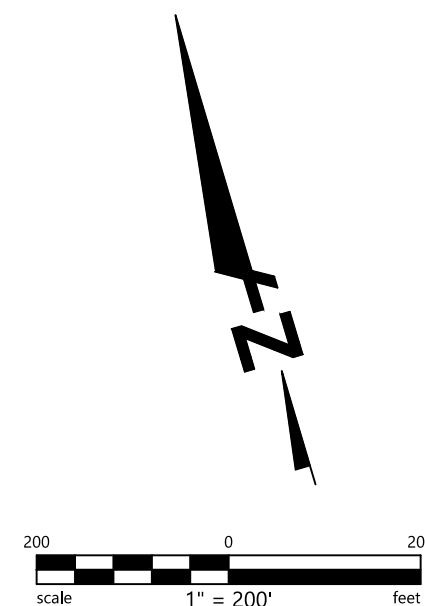
\_\_\_\_\_  
CITY CLERK

I HEREBY CERTIFY THAT THE WITHIN AMENDED AND RESTATED MAP SHOWING PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS APPROVED BY THE CITY COUNCIL OF THE CITY OF OAKLAND AT A MEETING THEREOF, HELD ON THE \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_ BY ITS RESOLUTION NO. \_\_\_\_\_.

\_\_\_\_\_  
CITY CLERK

FILED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_, AT THE HOUR OF \_\_\_\_\_ O'CLOCK \_\_M., IN BOOK \_\_\_\_ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE \_\_\_\_ IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF ALAMEDA, STATE OF CALIFORNIA.

\_\_\_\_\_  
COUNTY RECORDER, COUNTY OF ALAMEDA



- BOUNDARY NOTES:
- REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.
  - SINCE RECORDATION OF THE CFD 2017-1 BOUNDARY MAP, SUBSEQUENT SUBDIVISIONS HAVE OCCURRED.

NOTE:

THE ORIGINAL MAP OF THE PROPOSED BOUNDARIES OF COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS RECORDED ON OCTOBER 17, 2017, AT THE HOUR OF 12:04 P.M. IN BOOK 18 OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE 85, DOCUMENT NO. 2017-229062, IN THE OFFICE OF THE COUNTY RECORDER IN ALAMEDA COUNTY, STATE OF CALIFORNIA. PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DIRECTED THE CITY CLERK TO CAUSE TO BE RECORDED THIS AMENDED AND RESTATED MAP OF BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, FOR THE PURPOSE OF ELIMINATING ALL REFERENCES TO THE LOCATION OF THE PUBLIC SERVICES TO BE FINANCED BY COMMUNITY FACILITIES DISTRICT NO. 2017-1 BECAUSE THE ORIGINAL MAP DID NOT ACCURATELY REPRESENT THE LOCATION OF SUCH PUBLIC SERVICES. CONCURRENTLY WITH RECORDING THIS AMENDED AND RESTATED MAP, THE CITY CLERK IS CAUSING TO BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER AN AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN FOR COMMUNITY FACILITIES DISTRICT NO. 2017-1 THAT WILL CORRECT ERRORS IN THE DESCRIPTION OF THE PUBLIC SERVICES TO BE FINANCED BY COMMUNITY FACILITIES STRICT NO. 2017-1.

# ATTACHMENT F

## EXHIBIT B

**AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN**  
[attached]

# ATTACHMENT F

**RECORDING REQUESTED BY AND  
AFTER RECORDATION RETURN TO:**

City Clerk  
City of Oakland  
City Hall, 1 Frank H Ogawa Plaza  
Oakland, CA 94612

**AMENDED AND RESTATED  
NOTICE OF SPECIAL TAX LIEN**

**City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)**

**Original Notice of Special Tax Lien**

Pursuant to the requirements of Section 3114.5 of the California Streets and Highways Code of California and Section 53328.3 of the California Government Code, the undersigned City Clerk of the City of Oakland (the “City”), County of Alameda, State of California, previously gave notice that a lien to secure payment of a special tax had been imposed by the City Council of the City of Oakland, County of Alameda, State of California (the “City Council”). The City Clerk gave notice by recordation of a Notice of Special Tax Lien in the Office of the Clerk- Recorder of the County of Alameda, State of California (the “Official Records”) on December 13, 2017, at the hour of 1:03 p.m. as Document No. 2017274055 (the “Original Notice of Special Tax Lien”).

The Original Notice of Special Tax Lien gave notice that the special tax secured by such lien was authorized to be levied on taxable properties in the above-referenced City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (the “District”) for the purpose of paying for the full cost and all direct and incidental costs related to the provision of public services and the maintenance, operation, repair, and replacement costs of certain public infrastructure as described on Exhibit A to the Original Notice of Special Tax Lien, including, but not limited to, expenses of the administration of the District.

The Original Notice of Special Tax Lien further gave notice that the special tax was authorized to be levied within the District, which had been officially formed, and the lien of the special tax was a continuing lien which shall secure each annual levy of the special tax and which shall continue in force and effect until the special tax ceases to be levied and a notice of cessation of special tax is recorded in accordance with Section 53330.5 of the Government Code.

# ATTACHMENT F

The rate, method of apportionment, and manner of collection of the authorized special tax was as set forth in Exhibit B to the Original Notice of Special Tax Lien and as set forth (without change) in Exhibit B attached hereto and hereby made a part hereof. No provision has been made for the prepayment of the special tax.

The Original Notice of Special Tax Lien further gave notice that upon the recording of the Original Notice of Special Tax Lien in the office of the County Clerk-Recorder of the County of Alameda, the obligation to pay the special tax levy would become a lien upon all nonexempt real property within District in accordance with Section 3115.5 of the California Streets and Highways Code.

The name(s) of the owner(s) and the assessor's tax parcel numbers of the real property included within the area of District were set forth in Exhibit C attached to the Original Notice of Special Tax Lien and are set forth (without change) in Exhibit C attached hereto and made a part hereof.

The Original Notice of Special Tax Lien referenced the boundary map of the District recorded at Book 18 of Maps of Assessment and Community Facilities Districts at Page 85, in the Official Records, which map was then the final boundary map of the District (the "Original Boundary Map").

## **Amended and Restated Notice of Special Tax Lien**

The City Clerk hereby gives notice that, on July 18, 2023, the City Council, in its capacity as the legislative body of the District, held a noticed public hearing on whether it had been the intent of the project approvals for the Brooklyn Basin Project (including the related Development Agreement) and the District proceedings to limit the geographic scope of the public services to be financed by the District to within the boundaries of the District, and all interested persons desiring to be heard on such matters were heard. Upon completion of the public hearing, and having determined that it was not the intent of the Brooklyn Basin project approvals (including the related Development Agreement) and the District proceedings to limit the geographic scope of the public services to be financed by the District to within the boundaries of the District, the City Council adopted its Resolution No. \_\_\_\_ C.M.S. , adopted on \_\_\_\_\_, 2023 (the "Corrective Resolution").

Pursuant to the Corrective Resolution, the City Council directed the City Clerk to cause to be recorded in the in the office of the County Clerk-Recorder of the County of Alameda an amendment and restatement of the Original Boundary Map (the "Amended and Restated Boundary Map") to supersede and replace the Original Boundary Map in the Official Records for the purpose of avoiding confusion by eliminating from the map any information that is not required to be presented on the map by the Act, including the erroneous depiction of the geographic scope of the Services, provided that such Amended and Restated Boundary Map shall not make any changes to the boundaries of CFD No. 2017-1, which Amended Boundary Map has been recorded in Book \_\_\_\_ of Maps of Assessment and Community Facilities Districts at Page \_\_\_\_, in the Official Records, and is now the final boundary map of the District. There has been no change in the boundaries of the District.

Pursuant to the Corrective Resolution, the City Council also directed the City Clerk to cause to be recorded in the Official Records this Amended and Restated Notice of Special Tax for the purpose of correcting any erroneous language stating that the geographic scope of public services to be financed by the District is limited to the area "within the District," "within the Brooklyn Basin project area", or similar language, and by attaching to the description of the public services to be financed by the District in Exhibit A of the Original Notice of Special Tax Lien a map of the geographical scope of the public services to be financed by the District that is consistent with the Project Approvals and the intent of the CFD No. 2017 formation proceedings.

# ATTACHMENT F

Pursuant to the Corrective Resolution, the City Council resolved that, in making the findings and determinations and directing the City Clerk to take the actions set forth in the Corrective Resolution, the City Council intended to correct the inconsistencies in the description of the geographic scope of the public services to be financed by the District in all of the District proceedings, and in the event of any inconsistency between the Corrective Resolution and the District proceedings, the provisions of the Corrective Resolution shall apply to the extent of the inconsistency.

## **Further Information**

For further information concerning the current and estimated future tax liability of owners or purchasers of real property subject to this special tax lien, interested persons should contact the City Administrator of the City of Oakland, 1 Frank H. Ogawa Plaza, Oakland, California 94612; Telephone: (510) 238-3301.

Dated: As of \_\_\_\_\_, 2023

By: \_\_\_\_\_  
Asha Reed  
City Clerk

# ATTACHMENT F

## EXHIBIT A

### NOTICE OF SPECIAL TAX LIEN

**City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)**

#### DESCRIPTION OF SERVICES TO BE FINANCED BY THE DISTRICT

*The description of public services set forth in this Exhibit A has been corrected in accordance with the Corrective Resolution. Any deletions are shown in strike-out and any additions are shown in double underline.*

#### Services

The services to be funded, in whole or in part, by the City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (“CFD” or “District”) include the full cost of all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within ~~the District~~ the areas shown on Attachment 1 attached hereto and incorporated herein. More specifically, the services may include, but are not limited to: (i) maintenance, repair, and replacement of parks and landscaping in public areas and in the public right of way along public streets, including, but not limited to, irrigation, tree trimming, mowing, hardscape, sidewalk, and related maintenance of equipment specific to the Brooklyn Basin facilities, and vegetation maintenance and control; (ii) operation and maintenance of street lights, street furniture, and other appurtenances; (iii) storm protection services, including, but not limited to, the operation and maintenance, repair, and replacement of storm drainage systems that are reasonably necessary for the storm water management, treatment and mitigation requirements for the District (storm water management expressly excludes gravity flow conveyance improvements (pipes, catch basins, etc.)); (iv) annual inspection and reporting obligations associated with the parks, open space areas, public rights-of-way and ground water monitoring wells as required by the applicable operations and maintenance plan and (v) any other public services authorized to be funded under Section 53313 of the California Government Code that are also stipulated as maintenance obligations pursuant to the Development Agreement dated as of August 24, 2006, as amended from time to time, relating to the Brooklyn Basin project and recorded against all of the real property covered thereby.

The CFD may fund any of the following related to the services described in the preceding paragraph: (i) obtaining, constructing, furnishing, operating, maintaining, repairing, replacing, and environmental monitoring of equipment, apparatus, or facilities related to providing the services and/or equipment, apparatus, facilities, or fixtures in areas to be maintained; (ii) paying the salaries and benefits, or consultant fees, of personnel necessary or convenient to provide the services; (iii) payment of insurance costs and other related expenses; (iv) the provision of reserves for deposit in a reserve fund to be used for repairs and replacements, particularly including decks and pilings associated with piers and marinas, the funds in which shall be used solely for repairs and replacement; and (v) administrative and incidental expenses, as described below. The services to be financed by the CFD are in addition to those provided in the territory of the CFD before the date of formation of the CFD and will not supplant services already available within that territory when the CFD is created.

#### Administrative Expenses

# ATTACHMENT F

The administrative expenses to be funded by the CFD include the full cost of direct and indirect expenses incurred by the City of Oakland (“City”) in carrying out its duties with respect to the CFD including, but not limited to: (i) the levy and collection of the special taxes; (ii) the fees and expenses of attorneys; (iii) any fees of the County of Alameda related to the CFD or the collection of special taxes; (iv) an allocable share of the salaries and benefits of any City staff, or consultant fees, directly related thereto and a proportionate amount of the City’s general administrative overhead related thereto; (v) any amounts paid by the City with respect to the CFD or the services authorized to be financed by the CFD; (vi) expenses incurred by the City in undertaking action to foreclose on properties for which the payment of special taxes is delinquent; and (vii) all other costs and expenses of the City in any way related to the CFD.

## **Other**

The incidental expenses that may be funded by the CFD include, in addition to the administrative expenses identified above, the payment or reimbursement to the CFD of the full cost of expenses associated with the establishment and ongoing administration of the CFD.

# ATTACHMENT F

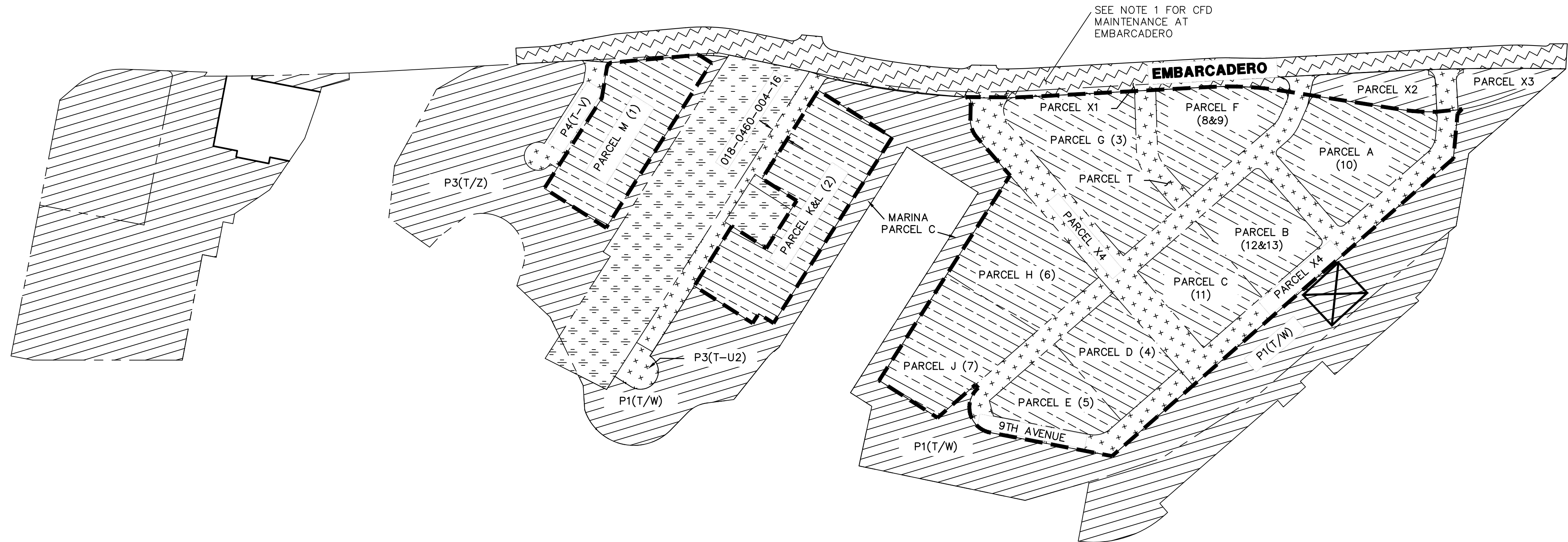
Attachment 1

[Attached]

Attachment 1 has been added in accordance with the Corrective Resolution.



MAP OF AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES),  
CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



ORIGINAL TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1:



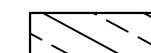
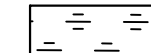
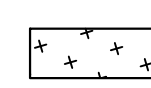


- (1) 018-0430-001-14\* - PARCEL M
- (2) 018-0460-004-11\* - PARCELS K&L
- (2) 018-0465-002-30\* - PARCEL G
- (3) 018-0465-015-00\* - PARCEL D
- (4) 018-0465-016-00\* - PARCEL E
- (5) 018-0465-017-00\* - PARCEL H
- (6) 018-0465-018-00\* - PARCEL J
- (7) 018-0465-002-18 - PARCEL F
- (8) 018-0465-002-20 - PARCEL F
- (9) 018-0465-012-00 - PARCEL A
- (10) 018-0465-014-00 - PARCEL C
- (11) 018-0465-019-00 - PARCEL B
- (13) 018-0465-020-00 - PARCEL B

\* PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DETERMINED THAT SUBJECT TO CERTAIN CONDITIONS THAT HAVE BEEN SATISFIED, THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 SHALL BE EXTINGUISHED WITH RESPECT TO THIS PARCEL AND DIRECTED RECORDATION OF A NOTICE OF CESSATION THAT COMPLIES WITH THE REQUIREMENTS OF CALIFORNIA GOVERNMENT CODE SECTION 53330.5 FOR THE PURPOSE OF EXTINGUISHING THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 ON THIS PARCEL.

BOUNDARY NOTES:

1. REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.
2. SINCE RECORDATION OF THE CFD 2017-1 BOUNDARY MAP, SUBSEQUENT SUBDIVISIONS HAVE OCCURRED.

LINETYPES & SYMBOLS

-  CFD 2017-1 BOUNDARY
-  AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CFD 2017-1
-  ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2017-1 BOUNDARY OR SERVICES AREAS
-  PUBLIC STREETS MAINTENANCE AND RESERVES LIMITED TO LANDSCAPE IMPROVEMENTS, IRRIGATION IMPROVEMENTS, SIDEWALKS, STREETLIGHTS, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION
-  DEPICT GENERAL AREA OF 9TH AVENUE TERMINAL SHED BUILDING SOLELY FOR PURPOSES OF INDICATING THAT PUBLIC RESTROOMS WITHIN THE BUILDING ARE WITHIN THE SERVICES AREA OF CFD 2017-1
-  EMBARCADERO SERVICE AREA. SEE MAINTENANCE NOTE 1 BELOW

MAINTENANCE NOTE:

1. TO THE EXTENT CONSISTENT WITH THE DESCRIPTION OF AUTHORIZED SERVICES IN THIS AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN, CFD MAINTENANCE ON EMBARCADERO INCLUDES ALL OF THE LANDSCAPING ON EMBARCADERO (TREES, PALMS AND SHRUBS) AND RESERVES FOR THE REPLACEMENT OF LANDSCAPING, MAINTENANCE OF THE SIDEWALK (ON THE SOUTH SIDE OF EMBARCADERO), MAINTENANCE, RESERVES FOR IRRIGATION, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION.

**EXHIBIT B****CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT No. 2017-1  
(BROOKLYN BASIN PUBLIC SERVICES)****RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX**

---

A Special Tax shall be levied on all Assessor's Parcels in the City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) ("CFD No. 2017-1") and collected each Fiscal Year commencing in Fiscal Year 2017-18, in an amount determined by the City Council of the City of Oakland through the application of the Rate and Method of Apportionment, as described below. All of the real property in CFD No. 2017-1, unless exempted by law or by the provisions hereof, shall be taxed for the purposes, to the extent, and in the manner herein provided.

**A. DEFINITIONS**

The terms as may hereinafter be set forth have the following meanings:

**"Act"** means the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, Division 2 of Title 5 of the California Government Code.

**"Administrative Expenses"** means the following actual or reasonably estimated costs directly related to the administration of CFD No. 2017-1: the costs of computing the Special Taxes and preparing the annual Special Tax collection schedules (whether by the City or CFD No. 2017-1 or both); the costs of collecting the Special Taxes (whether by the County or otherwise); the costs associated with preparing Special Tax disclosure statements and responding to public inquiries regarding the Special Taxes; the costs of the City or CFD No. 2017-1 related to an appeal of the Special Tax; the City's administration fees and third party expenses; the costs of City staff time and reasonable overhead related to CFD No. 2017-1; and amounts estimated or advanced by the City or CFD No. 2017-1 for any other administrative purposes of CFD No. 2017-1, including attorney's fees and other costs related to commencing and pursuing to completion any foreclosure of delinquent Special Taxes.

**"Affordable Housing Property"** means, for each Fiscal Year, all or a portion of any Assessor's Parcel within the boundaries of CFD No. 2017-1 that is subject to a deed restriction, resale restriction, or regulatory agreement recorded in favor of the City that restricts rent or prices chargeable to lower income households.

**"Airspace Parcel"** means a parcel with an assigned Assessor's Parcel Number that constitutes vertical space of an underlying land parcel.

**“Assessor’s Parcel”** means a lot or parcel, including an Airspace Parcel, shown on an Assessor’s Parcel Map with an assigned Assessor’s Parcel Number.

**“Assessor’s Parcel Map”** means an official map of the Assessor of the County designating parcels by Assessor’s Parcel Number.

**“Assessor’s Parcel Number”** means, with respect to an Assessor’s Parcel, that number assigned to such Assessor’s Parcel by the County for purposes of identification.

**“Building Department”** means a designee from the Planning and Building Department of the City or any alternate department responsible for building permit issuance, inspections, and final approval. If there is any doubt as to the responsible party, the CFD Administrator shall coordinate with the City to determine the appropriate party to serve as the Building Department for purposes of this Rate and Method of Apportionment.

**“Certificate of Occupancy”** or **“COO”** means a certificate issued by the City or a letter written by the Building Department to the CFD Administrator to confirm that a building or a portion of a building has met all of the building codes and can be occupied for residential and/or non-residential use. “Certificate of Occupancy” may include any temporary certificate of occupancy issued by the City.

**“CFD Administrator”** means an official of the City responsible for determining the Special Tax Requirement, providing for the levy and collection of the Special Tax, and performing the other duties provided for herein.

**“CFD No. 2017-1”** means City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services).

**“City”** means the City of Oakland, California.

**“City Council”** means the City Council of the City, acting as the legislative body of CFD No. 2017-1.

**“County”** means the County of Alameda.

**“CPI”** means, for each Fiscal Year, the Consumer Price Index published by the U.S. Bureau of Labor Statistics for All Urban Consumers in the San Francisco – Oakland – San Jose Area, measured as of the month of December in the calendar year that ends in the previous Fiscal Year. In the event this index ceases to be published, the CPI shall be another index as determined by the CFD Administrator that is reasonably comparable to the Consumer Price Index for the San Francisco – Oakland – San Jose Area.

**“Developed Property”** means, for each Fiscal Year, all Assessor’s Parcels of Taxable Property for which a Certificate of Occupancy was issued after January 1, 2017, and on or before June 30 of the previous Fiscal Year.

**“Fiscal Year”** means the period starting July 1 and ending on the following June 30.

**“For Sale Unit”** means, for each Fiscal Year, a residential dwelling unit which has been, or is deemed to be, offered for sale as part of an Initial Offering Event.

**“Initial Offering Event”** will be deemed to have occurred for all Units within a given Offering Building if, in any Fiscal Year, the CFD Administrator has determined that any Units in such Offering Building have been offered to the public for sale or rent for the first time during or following construction of the Offering Building and on or before June 30 of the previous Fiscal Year. An Initial Offering Event shall only occur once for each Offering Building and shall apply uniformly to all Units within each Offering Building, as either a for sale offering or rental offering, regardless of whether every Unit in an Offering Building was actually offered at the time of the Initial Offering Event.

**“Interim Unit”** means, for each Fiscal Year, a planned or constructed residential dwelling unit which has not been, or has not been deemed to be, offered for sale or rent as part of an Initial Offering Event.

**“Land Use Class”** means any of the classes listed in Table 1 below.

**“Maximum Special Tax”** means, with respect to an Assessor’s Parcel of Taxable Property, the maximum Special Tax determined in accordance with Section C below that can be levied in any Fiscal Year on such Assessor’s Parcel of Taxable Property.

**“Non-Residential”** means any buildings or portions of buildings that are used for or are expected to be used for a commercial lodging use, commercial retail use, institutional use (e.g., churches, private schools), commercial restaurant use, office use, or industrial use.

**“Non-Residential Property”** means, for each Fiscal Year, all or a portion of any Assessor’s Parcel of Developed Property that is used for or is expected to be used for a Non-Residential use.

**“Offering Building”** means an exclusive group of Units within a permanent, enclosed structure that is planned for or constructed on an Assessor’s Parcel of Taxable Property. An Offering Building shall consist of adjacent Units that are expected to be offered to the public at approximately the same time either exclusively for sale or exclusively for rent. An Offering Building may be physically connected to another structure or Offering Building, but each individual Offering Building will be treated separately for purposes of determining the Special Tax for each Unit within an Offering Building.

**“Property Owner Association Property”** means, for each Fiscal Year, property within the boundaries of CFD No. 2017-1 that was owned by a property owner association, including any master or sub-association, as of January 1 of the prior Fiscal Year.

**“Proportionately”** means that the ratio of the actual Special Tax levy to the Maximum Special Tax is equal for all Assessor's Parcels of Taxable Property.

**“Public Property”** means, for each Fiscal Year, property within the boundaries of CFD No. 2017-1 that is: (a) owned by, irrevocably offered to, or dedicated to the federal government, the State, the County, the City, or any local government or other public agency; or (b) encumbered by an easement for purposes of public right-of-way that makes impractical its use for any purpose other than that set forth in such easement, provided that any property leased by a public agency to a private entity and subject to taxation under Section 53340.1 of the Act shall be taxed and classified according to its use.

**“Rate and Method of Apportionment”** means this Rate and Method of Apportionment of Special Tax.

**“Rental Unit”** means, for each Fiscal Year, a residential dwelling unit which has been, or is deemed to be, offered for rent as part of an Initial Offering Event.

**“Residential Property”** means, for each Fiscal Year, all or a portion of any Assessor’s Parcel of Developed Property that is planned for, or constructed as, one or more Units.

**“Services”** means the services authorized to be financed, in whole or in part, by CFD No. 2017-1, including all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within the Brooklyn Basin project area.

**“Special Tax”** means the special tax authorized by the qualified electors of CFD No. 2017-1 to be levied within the boundaries of CFD No. 2017-1.

**“Special Tax Requirement”** means the amount necessary in any Fiscal Year to pay the cost of the Services, Administrative Expenses, and an amount equal to Special Tax delinquencies based on the historical delinquency rate for Special Taxes, as determined by the CFD Administrator.

**“Square Footage”** or **“Sq. Ft.”** means the gross leasable square footage of a Non-Residential Property as reflected on a building permit or Certificate of Occupancy issued by the City, a lease agreement, or other such document.

**“State”** means the State of California.

**“Taxable Property”** means, for each Fiscal Year, all Assessor’s Parcels within the boundaries of CFD No. 2017-1 which are not exempt from the Special Tax pursuant to law or Section E below.

**“Unit”** means a For Sale Unit, Interim Unit, or Rental Unit.

**B. ASSIGNMENT TO LAND USE CATEGORIES**

Each Fiscal Year, beginning with Fiscal Year 2017-18, the CFD Administrator shall identify the current Assessor's Parcel Numbers for all Taxable Property and Affordable Housing Property within CFD No. 2017-1. The CFD Administrator shall then identify all Developed Property by working with the Building Department to catalog all COOs issued on Taxable Property on or before June 30 of the prior Fiscal Year. Subsequently, all Developed Property shall be classified as Residential Property or Non-Residential Property. The CFD Administrator shall also determine: (i) the number of Units assigned to each Offering Building, which may include Units that can be classified as Affordable Housing Property; (ii) the current Assessor's Parcel Number associated with each Unit and Non-Residential Property; and (iii) the Square Footage of Non-Residential Property.

On or about July 1 of each Fiscal Year, the CFD Administrator shall determine whether an Initial Offering Event has occurred for any Offering Building, and if so, whether any Units within such Offering Building were offered for rent or for sale. After making these determinations, the CFD Administrator shall further classify each Unit of Residential Property as a For Sale Unit, Interim Unit, or Rental Unit. Once a residential dwelling unit has been classified as a For Sale Unit or a Rental Unit, it may not be reclassified in future Fiscal Years.

The CFD Administrator may make any determination in this Section B by using any reasonable source of information, including: a building permit issued by the City; an Assessor's Parcel Map; ownership information as reflected on the rolls of the County Assessor; a lease agreement; a close of escrow date; or any other relevant information as determined by the CFD Administrator.

**C. MAXIMUM SPECIAL TAX**

The Maximum Special Tax for each Assessor's Parcel classified as Taxable Property shall be determined by reference to Table 1 below.

**TABLE 1  
MAXIMUM SPECIAL TAX**

| Land Use Class                  | Maximum Special Tax<br>Fiscal Year 2017-18 |
|---------------------------------|--|
| <b>Residential Property:</b>    |  |
| For Sale Unit                   | \$1,023 per Unit                           |
| Rental Unit                     | \$902 per Unit                             |
| Interim Unit                    | \$902 per Unit                             |
| <b>Non-Residential Property</b> | <b>\$0.90 per Sq. Ft.</b>                  |

Beginning July 1, 2018, and each July 1 thereafter, the Maximum Special Tax shall be subject to an automatic increase at a rate equal to the greater of: (i) the percentage increase from the prior Fiscal Year, if any, in the CPI; or (ii) 4.8% of the amount in effect for the prior Fiscal Year.

In some instances an Assessor's Parcel of Taxable Property may contain more than one Land Use Class. The Maximum Special Tax levied on an Assessor's Parcel shall be the sum of the Maximum Special Tax for all Units of Residential Property and Square Footage of Non-Residential Property located on that Assessor's Parcel.

**D. METHOD OF APPORTIONMENT OF THE SPECIAL TAX**

Each Fiscal Year, beginning with Fiscal Year 2017-18, the CFD Administrator shall determine the Special Tax Requirement. The Special Tax shall then be levied Proportionately on each Assessor's Parcel of Taxable Property up to 100% of the applicable Maximum Special Tax for such Assessor's Parcel, or until the Special Tax Requirement is satisfied, whichever is less.

**E. EXEMPTIONS**

Notwithstanding anything in this Rate and Method of Apportionment to the contrary, no Special Tax shall be levied on Public Property or Property Owner Association Property. Additionally, no Special Tax shall be levied on up to 465 Units of Affordable Housing Property. Tax-exempt status will be assigned to Units of Affordable Housing Property in the chronological order in which property becomes Affordable Housing Property. However, should a Unit no longer be classified as Affordable Housing Property, its tax-exempt status will be revoked.

**F. APPEALS**

Any property owner may file a written appeal of the Special Tax with CFD No. 2017-1 claiming that the amount or application of the Special Tax is not correct. The appeal must be filed not later than one calendar year after having paid the Special Tax that is disputed, and the appellant must be current in all payments of Special Taxes. In addition, during the term of the appeal process, all Special Taxes levied must be paid on or before the payment date established when the levy was made.

The appeal must specify the reasons why the appellant claims the Special Tax is in error. The CFD Administrator shall review the appeal, meet with the appellant if the CFD Administrator deems necessary, and advise the appellant of its determination.

If the property owner disagrees with the CFD Administrator's decision relative to the appeal, the owner may then file a written appeal with the City Council, whose subsequent decision shall be final and binding on all interested parties. If the decision of the CFD Administrator or subsequent decision by the City Council requires the Special Tax to be

modified or changed in favor of the property owner, then the CFD Administrator shall determine if sufficient Special Tax revenue is available to make a cash refund. If a cash refund cannot be made, then an adjustment shall be made to credit future Special Tax levy(ies).

This procedure shall be exclusive and its exhaustion by any property owner shall be a condition precedent to filing any legal action by such owner.

**G. MANNER OF COLLECTION**

The Special Taxes shall be collected in the same manner and at the same time as ordinary *ad valorem* property taxes; provided, however, that the Special Taxes may be collected in such other manner as the City Council shall determine, including direct billing of affected property owners.

**H. TERM OF SPECIAL TAX**

The Special Tax shall continue to be levied indefinitely on an annual basis on all Taxable Property in CFD No. 2017-1.

**I. INTERPRETATION OF SPECIAL TAX FORMULA**

The City reserves the right to make minor administrative and technical changes to this document that do not materially affect the rate and method of apportioning the Special Tax. In addition, the interpretation and application of any section of this document shall be left to the City's discretion. Interpretations may be made by the City Council by ordinance or resolution for purposes of clarifying any vagueness or ambiguity in this Rate and Method of Apportionment of Special Tax.



# ATTACHMENT F

## EXHIBIT C

### LIST OF PARCELS

| <b>APN</b>      | <b>Acreage</b> |
|-----------------|----------------|
| 018-0460-004-11 | 3.28 acres     |

# ATTACHMENT F

**PETITION FOR PROCEEDINGS TO CORRECT INCONSISTENCIES  
RELATED TO THE DESCRIPTION OF THE GEOGRAPHIC SCOPE OF THE AUTHORIZED  
SERVICES IN THE PROCEEDINGS FOR CITY OF OAKLAND COMMUNITY FACILITIES  
DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), AND DIRECTING  
RECORDATION OF AN AMENDED AND RESTATED BOUNDARY MAP AND AN AMENDED  
AND RESTATED NOTICE OF SPECIAL TAX LIEN**

June 28, 2023

City Council of the  
City of Oakland  
1 Frank H Ogawa Plaza  
Oakland, California 94612

Members of the Council:

This petition (the “**Petition**”) relates to a development, formerly known as the Oak-to-Ninth Avenue Mixed Use Development, and now known as the Brooklyn Basin Project (the “**Brooklyn Basin Project**”). The City of Oakland (the “**City**”), as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company (the “**Developer**”), as successor by assignment from Oakland Harbor Partners, LLC, are parties to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Brooklyn Basin Project (as amended and assigned, the “**Development Agreement**”).

The City Council previously conducted proceedings under, and pursuant to, the Mello-Roos Community Facilities Act of 1982 (Government Code Section 53311 et seq.) (the “**Act**”), to form “City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services)” (“**CFD No. 2017-1**”), to authorize the levy of a special tax (the “**CFD No. 2017-1 Special Tax**”) upon the land within CFD 2017-1 to pay for certain public services (the “**Services**”).

The City Council declared its intention to form CFD No. 2017-1 pursuant to Resolution No. 86921 C.M.S., adopted on October 3, 2017 (the “**Resolution of Intention**”).

The City Council established CFD No. 2017-1 pursuant to Resolution No. 86960 C.M.S. adopted on November 7, 2017.

Pursuant to Resolution No. 86961 C.M.S., adopted on November 7, 2017, a mail ballot election was held of the three qualified landowner electors in CFD No. 2017-1, who were affiliated entities: (1) the Developer, who owned approximately 16.45 acres of taxable property in CFD No. 2017-1 and was entitled to seventeen (17) votes (approximately 80% of the total votes), (2) 250 Ninth Avenue Partners, LLC, a California Limited liability company, who owned approximately 1.54 acres of taxable property in CFD No. 2017-1 and was entitled to two (2) votes (approximately 10% of the total votes), and (3) Zarsion BBC, LLC, a California limited liability company, who owned approximately 1.44 acres of taxable property in CFD No. 2017-1 and was entitled to two (2) votes (approximately 10% of the total votes).

# ATTACHMENT F

Following completion of the mail ballot election, the City Council determined in Resolution No. 86962 C.M.S., adopted on November 7, 2017, that more than two-thirds of all the votes cast at the election were in favor of the levy of the CFD No. 2017-1 Special Tax to finance the Services.

The City Council levied the CFD No. 2017-1 Special Tax on taxable properties in CFD No. 2017-1 pursuant to Ordinance No. 13463 C.M.S., adopted on November 28, 2017.

On December 13, 2017, the City Clerk caused to be recorded as Document No. 2017274055 in the official records of the County of Alameda, California (the “**Official Records**”) a Notice of Special Tax Lien (the “**Original Notice of Special Tax Lien**”) pursuant to which notice was given that a lien to secure the payment of the CFD No. 2017-1 Special Tax was imposed on taxable property in CFD No. 2017-1.

The Original Notice of Special Tax Lien referenced the boundary map of the District recorded at Book 18 of Maps of Assessment and Community Facilities Districts at Page 85 in the Official Records, which map was then the final boundary map of the District (the “**Original Boundary Map**”).

The Property Owner (as defined below) and City staff have determined that the CFD No. 2017-1 proceedings contain inconsistencies in the description of the location of the Services to be financed by CFD No. 2017-1, including failing to consistently describe the geographic scope of the Services as extending outside the boundaries of CFD No. 2017-1 (particularly, operation and maintenance of a major portion of the Maintained Improvements such as the parks, opens space, shoreline trails, and piers).

Pursuant to this Petition, the Property Owner is petitioning the City Council to undertake proceedings to correct such inconsistencies and to clarify that it was not the intent of the Development Agreement and Condition of Approval No. 38 for the Brooklyn Basin Project (collectively, the “Project Approvals”) or the CFD No. 2017-1 proceedings to limit the geographic scope of the Services for the Maintained Improvements to within the boundaries of CFD No. 2017-1.

1. Petitioners. This Petition is submitted pursuant to the Act to the City by the owner (the “**Property Owner**”) of 100% of the fee simple interest in the real property identified in Exhibit C attached hereto (the “**Property**”). The Property Owner warrants to the City with respect to the Property that the signatories are authorized to execute this Petition and that the submission of this Petition and participation in the City’s proceedings under the Act will not constitute a violation or event of default under any existing financing arrangement in any way affecting the Property Owner and such Property, including any “due-on-encumbrance” clauses under any existing deeds of trust secured by the Property.

2. Request to Institute Corrective Proceedings. The City Council is hereby requested to undertake proceedings to correct inconsistencies in the CFD No. 2017-1 proceedings with respect to the description of the location of the Services to be financed by CFD No. 2017-1. More specifically, in order to establish a clear record of the geographic scope of the Services, the Property Owner hereby asks the City Council to:

- a. Declare that it was not the intent of the Project Approvals or the CFD No. 2017-1 proceedings to limit the geographic scope of the Services to the boundaries of CFD No. 2017-1.

# ATTACHMENT F

- b. Direct the City Clerk to cause to be recorded in the Official Records an amendment and restatement of the Original Boundary Map for CFD No. 2017-1 to supersede and replace the Original Boundary Map in the Official Records for the purpose of avoiding confusion by eliminating from the map any information that is not required to be presented on the map by the Act, including the erroneous depiction of the geographic scope of the Services, provided that such Amended and Restated Boundary Map shall not make any changes to the boundaries of CFD No. 2017-1. The proposed Amended and Restated Boundary Map is attached as Exhibit A.
- c. Direct the City Clerk to cause to be recorded in the Official Records an amendment and restatement of the Original Notice of Special Tax Lien for CFD No. 2017-1 for the purpose of correcting any erroneous language stating that the geographic scope of Services is limited to the area “within the District”, “within the Brooklyn Basin project area”, or similar language and by attaching to the description of the public services to be financed by the District in Exhibit A of the Original Notice of Special Tax Lien a map of the geographical scope of the public services to be financed by the District that is consistent with the Project Approvals and the intent of the CFD No. 2017 formation proceedings. The proposed Amended and Restated Notice of Special Tax Lien is attached as Exhibit B.


3. Counterparts. This Petition may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

By executing this Petition, the persons below agree to all of the above.

The property that is the subject of this Petition is identified on Exhibit C

The name of the owner of record of such property and the petitioner and its mailing address is:

ZARSION-OHP I, LLC,  
a California limited liability company

By:  \_\_\_\_\_

Name: Michael Ghielmetti

Title: Authorized Individual

Mailing Address:

2335 Broadway, Suite 200  
Oakland, CA 94612  
Attention: Michael Ghielmetti  
Telephone: (510) 251-9270  
Email: mghielmetti@signaturedevelopment.com

# ATTACHMENT F

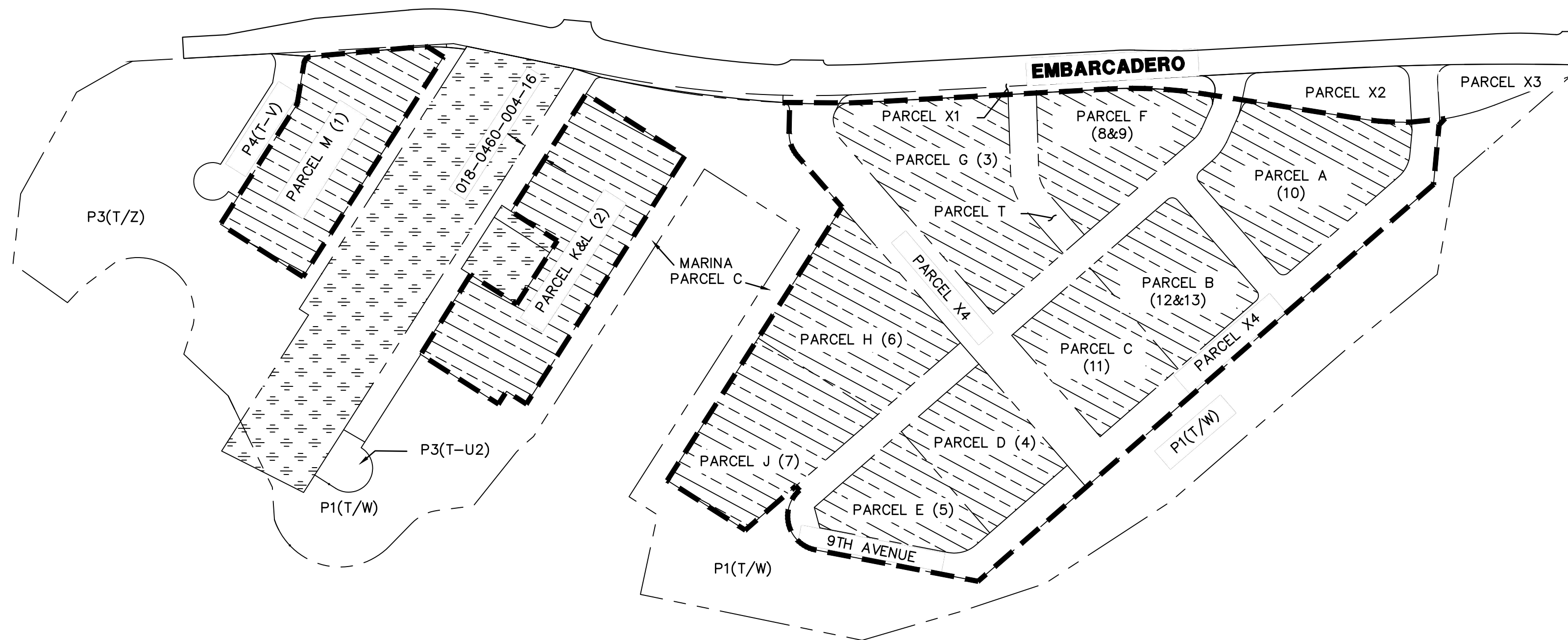
## EXHIBIT A

City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)

### AMENDED AND RESTATED BOUNDARY MAP

[attached]


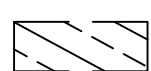
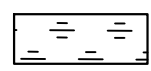
AMENDED AND RESTATED MAP OF BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



ORIGINAL TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1:

- (1) 018-0430-001-14\* - PARCEL M
- (2) 018-0460-004-11\* - PARCELS K&L
- (3) 018-0465-002-30\* - PARCEL G
- (4) 018-0465-015-00\* - PARCEL D
- (5) 018-0465-016-00\* - PARCEL E
- (6) 018-0465-017-00\* - PARCEL H
- (7) 018-0465-018-00\* - PARCEL J
- (8) 018-0465-002-18 - PARCEL F
- (9) 018-0465-002-20 - PARCEL F
- (10) 018-0465-012-00 - PARCEL A
- (11) 018-0465-014-00 - PARCEL C
- (12) 018-0465-019-00 - PARCEL B
- (13) 018-0465-020-00 - PARCEL B

LINETYPES & SYMBOLS

-  CFD 2017-1 BOUNDARY
-  ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2017-1 BOUNDARY OR SERVICES AREAS

FILED IN THE OFFICE OF THE CITY CLERK OF THE CITY OF OAKLAND THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_.

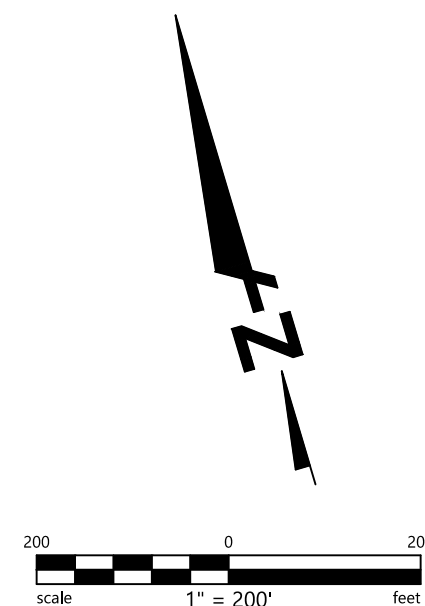
\_\_\_\_\_  
CITY CLERK

I HEREBY CERTIFY THAT THE WITHIN AMENDED AND RESTATED MAP SHOWING PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS APPROVED BY THE CITY COUNCIL OF THE CITY OF OAKLAND AT A MEETING THEREOF, HELD ON THE \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_ BY ITS RESOLUTION NO. \_\_\_\_\_.

\_\_\_\_\_  
CITY CLERK

FILED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_, AT THE HOUR OF \_\_\_\_\_ O'CLOCK \_\_M., IN BOOK \_\_\_\_ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE \_\_\_\_ IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF ALAMEDA, STATE OF CALIFORNIA.

\_\_\_\_\_  
COUNTY RECORDER, COUNTY OF ALAMEDA



- BOUNDARY NOTES:
- REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.
  - SINCE RECORDATION OF THE CFD 2017-1 BOUNDARY MAP, SUBSEQUENT SUBDIVISIONS HAVE OCCURRED.

NOTE:

THE ORIGINAL MAP OF THE PROPOSED BOUNDARIES OF COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS RECORDED ON OCTOBER 17, 2017, AT THE HOUR OF 12:04 P.M. IN BOOK 18 OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE 85, DOCUMENT NO. 2017-229062, IN THE OFFICE OF THE COUNTY RECORDER IN ALAMEDA COUNTY, STATE OF CALIFORNIA. PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DIRECTED THE CITY CLERK TO CAUSE TO BE RECORDED THIS AMENDED AND RESTATED MAP OF BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, FOR THE PURPOSE OF ELIMINATING ALL REFERENCES TO THE LOCATION OF THE PUBLIC SERVICES TO BE FINANCED BY COMMUNITY FACILITIES DISTRICT NO. 2017-1 BECAUSE THE ORIGINAL MAP DID NOT ACCURATELY REPRESENT THE LOCATION OF SUCH PUBLIC SERVICES. CONCURRENTLY WITH RECORDING THIS AMENDED AND RESTATED MAP, THE CITY CLERK IS CAUSING TO BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER AN AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN FOR COMMUNITY FACILITIES DISTRICT NO. 2017-1 THAT WILL CORRECT ERRORS IN THE DESCRIPTION OF THE PUBLIC SERVICES TO BE FINANCED BY COMMUNITY FACILITIES STRICT NO. 2017-1.

# ATTACHMENT F

## EXHIBIT B

**AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN**  
[attached]

# ATTACHMENT F

**RECORDING REQUESTED BY AND  
AFTER RECORDATION RETURN TO:**

City Clerk  
City of Oakland  
City Hall, 1 Frank H Ogawa Plaza  
Oakland, CA 94612

**AMENDED AND RESTATED  
NOTICE OF SPECIAL TAX LIEN**

**City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)**

**Original Notice of Special Tax Lien**

Pursuant to the requirements of Section 3114.5 of the California Streets and Highways Code of California and Section 53328.3 of the California Government Code, the undersigned City Clerk of the City of Oakland (the “City”), County of Alameda, State of California, previously gave notice that a lien to secure payment of a special tax had been imposed by the City Council of the City of Oakland, County of Alameda, State of California (the “City Council”). The City Clerk gave notice by recordation of a Notice of Special Tax Lien in the Office of the Clerk- Recorder of the County of Alameda, State of California (the “Official Records”) on December 13, 2017, at the hour of 1:03 p.m. as Document No. 2017274055 (the “Original Notice of Special Tax Lien”).

The Original Notice of Special Tax Lien gave notice that the special tax secured by such lien was authorized to be levied on taxable properties in the above-referenced City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (the “District”) for the purpose of paying for the full cost and all direct and incidental costs related to the provision of public services and the maintenance, operation, repair, and replacement costs of certain public infrastructure as described on Exhibit A to the Original Notice of Special Tax Lien, including, but not limited to, expenses of the administration of the District.

The Original Notice of Special Tax Lien further gave notice that the special tax was authorized to be levied within the District, which had been officially formed, and the lien of the special tax was a continuing lien which shall secure each annual levy of the special tax and which shall continue in force and effect until the special tax ceases to be levied and a notice of cessation of special tax is recorded in accordance with Section 53330.5 of the Government Code.



# ATTACHMENT F

The rate, method of apportionment, and manner of collection of the authorized special tax was as set forth in Exhibit B to the Original Notice of Special Tax Lien and as set forth (without change) in Exhibit B attached hereto and hereby made a part hereof. No provision has been made for the prepayment of the special tax.

The Original Notice of Special Tax Lien further gave notice that upon the recording of the Original Notice of Special Tax Lien in the office of the County Clerk-Recorder of the County of Alameda, the obligation to pay the special tax levy would become a lien upon all nonexempt real property within District in accordance with Section 3115.5 of the California Streets and Highways Code.

The name(s) of the owner(s) and the assessor's tax parcel numbers of the real property included within the area of District were set forth in Exhibit C attached to the Original Notice of Special Tax Lien and are set forth (without change) in Exhibit C attached hereto and made a part hereof.

The Original Notice of Special Tax Lien referenced the boundary map of the District recorded at Book 18 of Maps of Assessment and Community Facilities Districts at Page 85, in the Official Records, which map was then the final boundary map of the District (the "Original Boundary Map").

## **Amended and Restated Notice of Special Tax Lien**

The City Clerk hereby gives notice that, on July 18, 2023, the City Council, in its capacity as the legislative body of the District, held a noticed public hearing on whether it had been the intent of the project approvals for the Brooklyn Basin Project (including the related Development Agreement) and the District proceedings to limit the geographic scope of the public services to be financed by the District to within the boundaries of the District, and all interested persons desiring to be heard on such matters were heard. Upon completion of the public hearing, and having determined that it was not the intent of the Brooklyn Basin project approvals (including the related Development Agreement) and the District proceedings to limit the geographic scope of the public services to be financed by the District to within the boundaries of the District, the City Council adopted its Resolution No. \_\_\_\_ C.M.S. , adopted on \_\_\_\_\_, 2023 (the "Corrective Resolution").

Pursuant to the Corrective Resolution, the City Council directed the City Clerk to cause to be recorded in the in the office of the County Clerk-Recorder of the County of Alameda an amendment and restatement of the Original Boundary Map (the "Amended and Restated Boundary Map") to supersede and replace the Original Boundary Map in the Official Records for the purpose of avoiding confusion by eliminating from the map any information that is not required to be presented on the map by the Act, including the erroneous depiction of the geographic scope of the Services, provided that such Amended and Restated Boundary Map shall not make any changes to the boundaries of CFD No. 2017-1, which Amended Boundary Map has been recorded in Book \_\_\_\_ of Maps of Assessment and Community Facilities Districts at Page \_\_\_\_, in the Official Records, and is now the final boundary map of the District. There has been no change in the boundaries of the District.

Pursuant to the Corrective Resolution, the City Council also directed the City Clerk to cause to be recorded in the Official Records this Amended and Restated Notice of Special Tax for the purpose of correcting any erroneous language stating that the geographic scope of public services to be financed by the District is limited to the area "within the District," "within the Brooklyn Basin project area", or similar language, and by attaching to the description of the public services to be financed by the District in Exhibit A of the Original Notice of Special Tax Lien a map of the geographical scope of the public services to be financed by the District that is consistent with the Project Approvals and the intent of the CFD No. 2017 formation proceedings.

# ATTACHMENT F

Pursuant to the Corrective Resolution, the City Council resolved that, in making the findings and determinations and directing the City Clerk to take the actions set forth in the Corrective Resolution, the City Council intended to correct the inconsistencies in the description of the geographic scope of the public services to be financed by the District in all of the District proceedings, and in the event of any inconsistency between the Corrective Resolution and the District proceedings, the provisions of the Corrective Resolution shall apply to the extent of the inconsistency.

## **Further Information**

For further information concerning the current and estimated future tax liability of owners or purchasers of real property subject to this special tax lien, interested persons should contact the City Administrator of the City of Oakland, 1 Frank H. Ogawa Plaza, Oakland, California 94612; Telephone: (510) 238-3301.

Dated: As of \_\_\_\_\_, 2023

By: \_\_\_\_\_  
Asha Reed  
City Clerk

# ATTACHMENT F

## EXHIBIT A

### NOTICE OF SPECIAL TAX LIEN

**City of Oakland  
Community Facilities District No. 2017-1  
(Brooklyn Basin Public Services)**

#### **DESCRIPTION OF SERVICES TO BE FINANCED BY THE DISTRICT**

*The description of public services set forth in this Exhibit A has been corrected in accordance with the Corrective Resolution. Any deletions are shown in strike-out and any additions are shown in double underline.*

#### **Services**

The services to be funded, in whole or in part, by the City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (“CFD” or “District”) include the full cost of all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within ~~the District~~ the areas shown on Attachment 1 attached hereto and incorporated herein. More specifically, the services may include, but are not limited to: (i) maintenance, repair, and replacement of parks and landscaping in public areas and in the public right of way along public streets, including, but not limited to, irrigation, tree trimming, mowing, hardscape, sidewalk, and related maintenance of equipment specific to the Brooklyn Basin facilities, and vegetation maintenance and control; (ii) operation and maintenance of street lights, street furniture, and other appurtenances; (iii) storm protection services, including, but not limited to, the operation and maintenance, repair, and replacement of storm drainage systems that are reasonably necessary for the storm water management, treatment and mitigation requirements for the District (storm water management expressly excludes gravity flow conveyance improvements (pipes, catch basins, etc.)); (iv) annual inspection and reporting obligations associated with the parks, open space areas, public rights-of-way and ground water monitoring wells as required by the applicable operations and maintenance plan and (v) any other public services authorized to be funded under Section 53313 of the California Government Code that are also stipulated as maintenance obligations pursuant to the Development Agreement dated as of August 24, 2006, as amended from time to time, relating to the Brooklyn Basin project and recorded against all of the real property covered thereby.

The CFD may fund any of the following related to the services described in the preceding paragraph: (i) obtaining, constructing, furnishing, operating, maintaining, repairing, replacing, and environmental monitoring of equipment, apparatus, or facilities related to providing the services and/or equipment, apparatus, facilities, or fixtures in areas to be maintained; (ii) paying the salaries and benefits, or consultant fees, of personnel necessary or convenient to provide the services; (iii) payment of insurance costs and other related expenses; (iv) the provision of reserves for deposit in a reserve fund to be used for repairs and replacements, particularly including decks and pilings associated with piers and marinas, the funds in which shall be used solely for repairs and replacement; and (v) administrative and incidental expenses, as described below. The services to be financed by the CFD are in addition to those provided in the territory of the CFD before the date of formation of the CFD and will not supplant services already available within that territory when the CFD is created.

#### **Administrative Expenses**

# ATTACHMENT F

The administrative expenses to be funded by the CFD include the full cost of direct and indirect expenses incurred by the City of Oakland (“City”) in carrying out its duties with respect to the CFD including, but not limited to: (i) the levy and collection of the special taxes; (ii) the fees and expenses of attorneys; (iii) any fees of the County of Alameda related to the CFD or the collection of special taxes; (iv) an allocable share of the salaries and benefits of any City staff, or consultant fees, directly related thereto and a proportionate amount of the City’s general administrative overhead related thereto; (v) any amounts paid by the City with respect to the CFD or the services authorized to be financed by the CFD; (vi) expenses incurred by the City in undertaking action to foreclose on properties for which the payment of special taxes is delinquent; and (vii) all other costs and expenses of the City in any way related to the CFD.

## **Other**

The incidental expenses that may be funded by the CFD include, in addition to the administrative expenses identified above, the payment or reimbursement to the CFD of the full cost of expenses associated with the establishment and ongoing administration of the CFD.

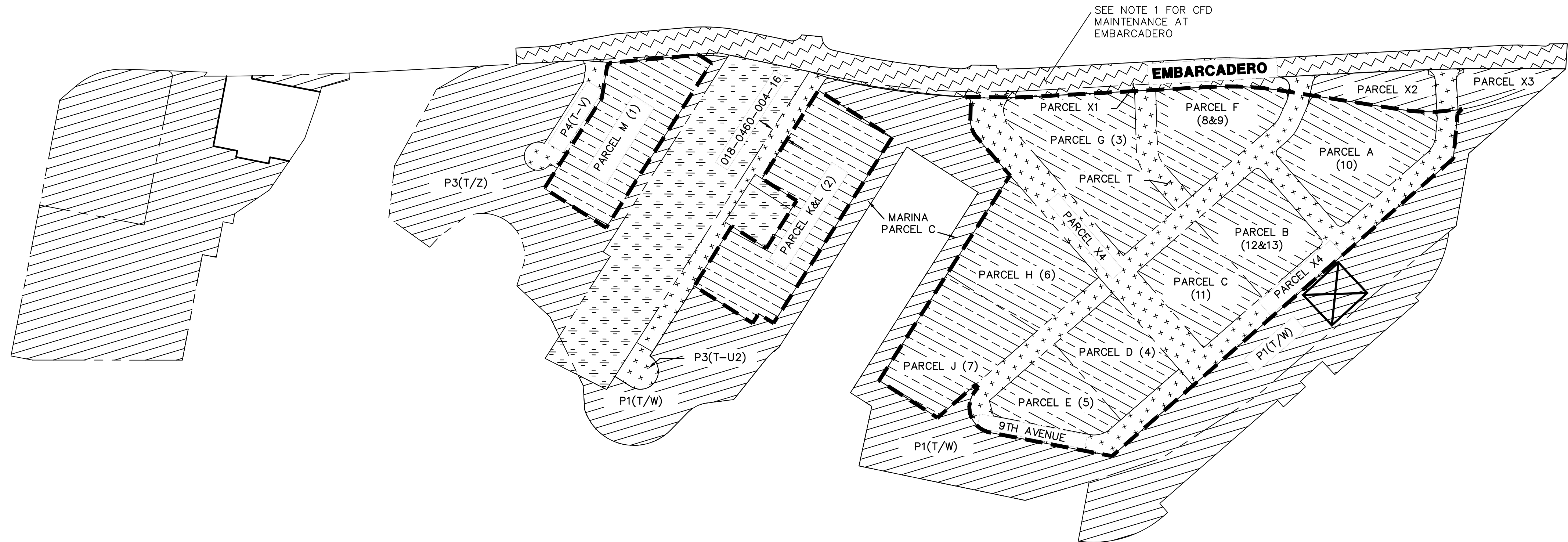
# ATTACHMENT F

Attachment 1

[Attached]

Attachment 1 has been added in accordance with the Corrective Resolution.

MAP OF AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT NO. 2017-1 (BROOKLYN BASIN PUBLIC SERVICES),  
CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



ORIGINAL TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2017-1:



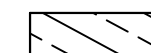
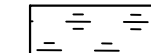
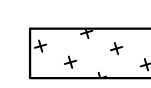


- (1) 018-0430-001-14\* - PARCEL M
- (2) 018-0460-004-11\* - PARCELS K&L
- (2) 018-0465-002-30\* - PARCEL G
- (3) 018-0465-015-00\* - PARCEL D
- (4) 018-0465-016-00\* - PARCEL E
- (5) 018-0465-017-00\* - PARCEL H
- (6) 018-0465-018-00\* - PARCEL J
- (7) 018-0465-002-18 - PARCEL F
- (8) 018-0465-002-20 - PARCEL F
- (9) 018-0465-012-00 - PARCEL A
- (10) 018-0465-014-00 - PARCEL C
- (11) 018-0465-019-00 - PARCEL B
- (13) 018-0465-020-00 - PARCEL B

\* PURSUANT TO RESOLUTION NO. \_\_\_\_\_, ADOPTED ON JULY 18, 2023, THE CITY COUNCIL OF THE CITY OF OAKLAND DETERMINED THAT SUBJECT TO CERTAIN CONDITIONS THAT HAVE BEEN SATISFIED, THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 SHALL BE EXTINGUISHED WITH RESPECT TO THIS PARCEL AND DIRECTED RECORDATION OF A NOTICE OF CESSATION THAT COMPLIES WITH THE REQUIREMENTS OF CALIFORNIA GOVERNMENT CODE SECTION 53330.5 FOR THE PURPOSE OF EXTINGUISHING THE LIEN OF THE SPECIAL TAX LEVIED IN COMMUNITY FACILITIES DISTRICT NO. 2017-1 ON THIS PARCEL.

BOUNDARY NOTES:

1. REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.
2. SINCE RECORDATION OF THE CFD 2017-1 BOUNDARY MAP, SUBSEQUENT SUBDIVISIONS HAVE OCCURRED.

LINETYPES & SYMBOLS

-  CFD 2017-1 BOUNDARY
-  AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CFD 2017-1
-  ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2017-1 BOUNDARY OR SERVICES AREAS
-  PUBLIC STREETS MAINTENANCE AND RESERVES LIMITED TO LANDSCAPE IMPROVEMENTS, IRRIGATION IMPROVEMENTS, SIDEWALKS, STREETLIGHTS, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION
-  DEPICT GENERAL AREA OF 9TH AVENUE TERMINAL SHED BUILDING SOLELY FOR PURPOSES OF INDICATING THAT PUBLIC RESTROOMS WITHIN THE BUILDING ARE WITHIN THE SERVICES AREA OF CFD 2017-1
-  EMBARCADERO SERVICE AREA. SEE MAINTENANCE NOTE 1 BELOW

MAINTENANCE NOTE:

1. TO THE EXTENT CONSISTENT WITH THE DESCRIPTION OF AUTHORIZED SERVICES IN THIS AMENDED AND RESTATED NOTICE OF SPECIAL TAX LIEN, CFD MAINTENANCE ON EMBARCADERO INCLUDES ALL OF THE LANDSCAPING ON EMBARCADERO (TREES, PALMS AND SHRUBS) AND RESERVES FOR THE REPLACEMENT OF LANDSCAPING, MAINTENANCE OF THE SIDEWALK (ON THE SOUTH SIDE OF EMBARCADERO), MAINTENANCE, RESERVES FOR IRRIGATION, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION.

**EXHIBIT B****CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT No. 2017-1  
(BROOKLYN BASIN PUBLIC SERVICES)****RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX**

---

A Special Tax shall be levied on all Assessor's Parcels in the City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) ("CFD No. 2017-1") and collected each Fiscal Year commencing in Fiscal Year 2017-18, in an amount determined by the City Council of the City of Oakland through the application of the Rate and Method of Apportionment, as described below. All of the real property in CFD No. 2017-1, unless exempted by law or by the provisions hereof, shall be taxed for the purposes, to the extent, and in the manner herein provided.

**A. DEFINITIONS**

The terms as may hereinafter be set forth have the following meanings:

**"Act"** means the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, Division 2 of Title 5 of the California Government Code.

**"Administrative Expenses"** means the following actual or reasonably estimated costs directly related to the administration of CFD No. 2017-1: the costs of computing the Special Taxes and preparing the annual Special Tax collection schedules (whether by the City or CFD No. 2017-1 or both); the costs of collecting the Special Taxes (whether by the County or otherwise); the costs associated with preparing Special Tax disclosure statements and responding to public inquiries regarding the Special Taxes; the costs of the City or CFD No. 2017-1 related to an appeal of the Special Tax; the City's administration fees and third party expenses; the costs of City staff time and reasonable overhead related to CFD No. 2017-1; and amounts estimated or advanced by the City or CFD No. 2017-1 for any other administrative purposes of CFD No. 2017-1, including attorney's fees and other costs related to commencing and pursuing to completion any foreclosure of delinquent Special Taxes.

**"Affordable Housing Property"** means, for each Fiscal Year, all or a portion of any Assessor's Parcel within the boundaries of CFD No. 2017-1 that is subject to a deed restriction, resale restriction, or regulatory agreement recorded in favor of the City that restricts rent or prices chargeable to lower income households.

**"Airspace Parcel"** means a parcel with an assigned Assessor's Parcel Number that constitutes vertical space of an underlying land parcel.

**“Assessor’s Parcel”** means a lot or parcel, including an Airspace Parcel, shown on an Assessor’s Parcel Map with an assigned Assessor’s Parcel Number.

**“Assessor’s Parcel Map”** means an official map of the Assessor of the County designating parcels by Assessor’s Parcel Number.

**“Assessor’s Parcel Number”** means, with respect to an Assessor’s Parcel, that number assigned to such Assessor’s Parcel by the County for purposes of identification.

**“Building Department”** means a designee from the Planning and Building Department of the City or any alternate department responsible for building permit issuance, inspections, and final approval. If there is any doubt as to the responsible party, the CFD Administrator shall coordinate with the City to determine the appropriate party to serve as the Building Department for purposes of this Rate and Method of Apportionment.

**“Certificate of Occupancy”** or **“COO”** means a certificate issued by the City or a letter written by the Building Department to the CFD Administrator to confirm that a building or a portion of a building has met all of the building codes and can be occupied for residential and/or non-residential use. “Certificate of Occupancy” may include any temporary certificate of occupancy issued by the City.

**“CFD Administrator”** means an official of the City responsible for determining the Special Tax Requirement, providing for the levy and collection of the Special Tax, and performing the other duties provided for herein.

**“CFD No. 2017-1”** means City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services).

**“City”** means the City of Oakland, California.

**“City Council”** means the City Council of the City, acting as the legislative body of CFD No. 2017-1.

**“County”** means the County of Alameda.

**“CPI”** means, for each Fiscal Year, the Consumer Price Index published by the U.S. Bureau of Labor Statistics for All Urban Consumers in the San Francisco – Oakland – San Jose Area, measured as of the month of December in the calendar year that ends in the previous Fiscal Year. In the event this index ceases to be published, the CPI shall be another index as determined by the CFD Administrator that is reasonably comparable to the Consumer Price Index for the San Francisco – Oakland – San Jose Area.

**“Developed Property”** means, for each Fiscal Year, all Assessor’s Parcels of Taxable Property for which a Certificate of Occupancy was issued after January 1, 2017, and on or before June 30 of the previous Fiscal Year.



**“Fiscal Year”** means the period starting July 1 and ending on the following June 30.

**“For Sale Unit”** means, for each Fiscal Year, a residential dwelling unit which has been, or is deemed to be, offered for sale as part of an Initial Offering Event.

**“Initial Offering Event”** will be deemed to have occurred for all Units within a given Offering Building if, in any Fiscal Year, the CFD Administrator has determined that any Units in such Offering Building have been offered to the public for sale or rent for the first time during or following construction of the Offering Building and on or before June 30 of the previous Fiscal Year. An Initial Offering Event shall only occur once for each Offering Building and shall apply uniformly to all Units within each Offering Building, as either a for sale offering or rental offering, regardless of whether every Unit in an Offering Building was actually offered at the time of the Initial Offering Event.

**“Interim Unit”** means, for each Fiscal Year, a planned or constructed residential dwelling unit which has not been, or has not been deemed to be, offered for sale or rent as part of an Initial Offering Event.

**“Land Use Class”** means any of the classes listed in Table 1 below.

**“Maximum Special Tax”** means, with respect to an Assessor’s Parcel of Taxable Property, the maximum Special Tax determined in accordance with Section C below that can be levied in any Fiscal Year on such Assessor’s Parcel of Taxable Property.

**“Non-Residential”** means any buildings or portions of buildings that are used for or are expected to be used for a commercial lodging use, commercial retail use, institutional use (e.g., churches, private schools), commercial restaurant use, office use, or industrial use.

**“Non-Residential Property”** means, for each Fiscal Year, all or a portion of any Assessor’s Parcel of Developed Property that is used for or is expected to be used for a Non-Residential use.

**“Offering Building”** means an exclusive group of Units within a permanent, enclosed structure that is planned for or constructed on an Assessor’s Parcel of Taxable Property. An Offering Building shall consist of adjacent Units that are expected to be offered to the public at approximately the same time either exclusively for sale or exclusively for rent. An Offering Building may be physically connected to another structure or Offering Building, but each individual Offering Building will be treated separately for purposes of determining the Special Tax for each Unit within an Offering Building.

**“Property Owner Association Property”** means, for each Fiscal Year, property within the boundaries of CFD No. 2017-1 that was owned by a property owner association, including any master or sub-association, as of January 1 of the prior Fiscal Year.

**“Proportionately”** means that the ratio of the actual Special Tax levy to the Maximum Special Tax is equal for all Assessor's Parcels of Taxable Property.

**“Public Property”** means, for each Fiscal Year, property within the boundaries of CFD No. 2017-1 that is: (a) owned by, irrevocably offered to, or dedicated to the federal government, the State, the County, the City, or any local government or other public agency; or (b) encumbered by an easement for purposes of public right-of-way that makes impractical its use for any purpose other than that set forth in such easement, provided that any property leased by a public agency to a private entity and subject to taxation under Section 53340.1 of the Act shall be taxed and classified according to its use.

**“Rate and Method of Apportionment”** means this Rate and Method of Apportionment of Special Tax.

**“Rental Unit”** means, for each Fiscal Year, a residential dwelling unit which has been, or is deemed to be, offered for rent as part of an Initial Offering Event.

**“Residential Property”** means, for each Fiscal Year, all or a portion of any Assessor’s Parcel of Developed Property that is planned for, or constructed as, one or more Units.

**“Services”** means the services authorized to be financed, in whole or in part, by CFD No. 2017-1, including all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within the Brooklyn Basin project area.

**“Special Tax”** means the special tax authorized by the qualified electors of CFD No. 2017-1 to be levied within the boundaries of CFD No. 2017-1.

**“Special Tax Requirement”** means the amount necessary in any Fiscal Year to pay the cost of the Services, Administrative Expenses, and an amount equal to Special Tax delinquencies based on the historical delinquency rate for Special Taxes, as determined by the CFD Administrator.

**“Square Footage”** or **“Sq. Ft.”** means the gross leasable square footage of a Non-Residential Property as reflected on a building permit or Certificate of Occupancy issued by the City, a lease agreement, or other such document.

**“State”** means the State of California.

**“Taxable Property”** means, for each Fiscal Year, all Assessor’s Parcels within the boundaries of CFD No. 2017-1 which are not exempt from the Special Tax pursuant to law or Section E below.

**“Unit”** means a For Sale Unit, Interim Unit, or Rental Unit.

**B. ASSIGNMENT TO LAND USE CATEGORIES**

Each Fiscal Year, beginning with Fiscal Year 2017-18, the CFD Administrator shall identify the current Assessor's Parcel Numbers for all Taxable Property and Affordable Housing Property within CFD No. 2017-1. The CFD Administrator shall then identify all Developed Property by working with the Building Department to catalog all COOs issued on Taxable Property on or before June 30 of the prior Fiscal Year. Subsequently, all Developed Property shall be classified as Residential Property or Non-Residential Property. The CFD Administrator shall also determine: (i) the number of Units assigned to each Offering Building, which may include Units that can be classified as Affordable Housing Property; (ii) the current Assessor's Parcel Number associated with each Unit and Non-Residential Property; and (iii) the Square Footage of Non-Residential Property.

On or about July 1 of each Fiscal Year, the CFD Administrator shall determine whether an Initial Offering Event has occurred for any Offering Building, and if so, whether any Units within such Offering Building were offered for rent or for sale. After making these determinations, the CFD Administrator shall further classify each Unit of Residential Property as a For Sale Unit, Interim Unit, or Rental Unit. Once a residential dwelling unit has been classified as a For Sale Unit or a Rental Unit, it may not be reclassified in future Fiscal Years.

The CFD Administrator may make any determination in this Section B by using any reasonable source of information, including: a building permit issued by the City; an Assessor's Parcel Map; ownership information as reflected on the rolls of the County Assessor; a lease agreement; a close of escrow date; or any other relevant information as determined by the CFD Administrator.

**C. MAXIMUM SPECIAL TAX**

The Maximum Special Tax for each Assessor's Parcel classified as Taxable Property shall be determined by reference to Table 1 below.

**TABLE 1  
MAXIMUM SPECIAL TAX**

| Land Use Class                  | Maximum Special Tax<br>Fiscal Year 2017-18 |
|---------------------------------|--|
| <b>Residential Property:</b>    |  |
| For Sale Unit                   | \$1,023 per Unit                           |
| Rental Unit                     | \$902 per Unit                             |
| Interim Unit                    | \$902 per Unit                             |
| <b>Non-Residential Property</b> | <b>\$0.90 per Sq. Ft.</b>                  |

Beginning July 1, 2018, and each July 1 thereafter, the Maximum Special Tax shall be subject to an automatic increase at a rate equal to the greater of: (i) the percentage increase from the prior Fiscal Year, if any, in the CPI; or (ii) 4.8% of the amount in effect for the prior Fiscal Year.

In some instances an Assessor's Parcel of Taxable Property may contain more than one Land Use Class. The Maximum Special Tax levied on an Assessor's Parcel shall be the sum of the Maximum Special Tax for all Units of Residential Property and Square Footage of Non-Residential Property located on that Assessor's Parcel.

**D. METHOD OF APPORTIONMENT OF THE SPECIAL TAX**

Each Fiscal Year, beginning with Fiscal Year 2017-18, the CFD Administrator shall determine the Special Tax Requirement. The Special Tax shall then be levied Proportionately on each Assessor's Parcel of Taxable Property up to 100% of the applicable Maximum Special Tax for such Assessor's Parcel, or until the Special Tax Requirement is satisfied, whichever is less.

**E. EXEMPTIONS**

Notwithstanding anything in this Rate and Method of Apportionment to the contrary, no Special Tax shall be levied on Public Property or Property Owner Association Property. Additionally, no Special Tax shall be levied on up to 465 Units of Affordable Housing Property. Tax-exempt status will be assigned to Units of Affordable Housing Property in the chronological order in which property becomes Affordable Housing Property. However, should a Unit no longer be classified as Affordable Housing Property, its tax-exempt status will be revoked.

**F. APPEALS**

Any property owner may file a written appeal of the Special Tax with CFD No. 2017-1 claiming that the amount or application of the Special Tax is not correct. The appeal must be filed not later than one calendar year after having paid the Special Tax that is disputed, and the appellant must be current in all payments of Special Taxes. In addition, during the term of the appeal process, all Special Taxes levied must be paid on or before the payment date established when the levy was made.

The appeal must specify the reasons why the appellant claims the Special Tax is in error. The CFD Administrator shall review the appeal, meet with the appellant if the CFD Administrator deems necessary, and advise the appellant of its determination.

If the property owner disagrees with the CFD Administrator's decision relative to the appeal, the owner may then file a written appeal with the City Council, whose subsequent decision shall be final and binding on all interested parties. If the decision of the CFD Administrator or subsequent decision by the City Council requires the Special Tax to be

modified or changed in favor of the property owner, then the CFD Administrator shall determine if sufficient Special Tax revenue is available to make a cash refund. If a cash refund cannot be made, then an adjustment shall be made to credit future Special Tax levy(ies).

This procedure shall be exclusive and its exhaustion by any property owner shall be a condition precedent to filing any legal action by such owner.

**G. MANNER OF COLLECTION**

The Special Taxes shall be collected in the same manner and at the same time as ordinary *ad valorem* property taxes; provided, however, that the Special Taxes may be collected in such other manner as the City Council shall determine, including direct billing of affected property owners.

**H. TERM OF SPECIAL TAX**

The Special Tax shall continue to be levied indefinitely on an annual basis on all Taxable Property in CFD No. 2017-1.

**I. INTERPRETATION OF SPECIAL TAX FORMULA**

The City reserves the right to make minor administrative and technical changes to this document that do not materially affect the rate and method of apportioning the Special Tax. In addition, the interpretation and application of any section of this document shall be left to the City's discretion. Interpretations may be made by the City Council by ordinance or resolution for purposes of clarifying any vagueness or ambiguity in this Rate and Method of Apportionment of Special Tax.

# ATTACHMENT F

## EXHIBIT C LIST OF PARCELS

| APN             | Acreage    |
|-----------------|------------|
| 018-0430-001-14 | 2.46 acres |

# ATTACHMENT F

**PETITION TO CREATE A NEW  
COMMUNITY FACILITIES DISTRICT,  
CEASE LEVYING A SPECIAL TAX FOR AN EXISTING COMMUNITY FACILITIES DISTRICT  
AND EXTINGUISH THE RELATED LIEN,  
AND RELATED WAIVERS AND CONSENTS**

June 28, 2023

City Council of the  
City of Oakland  
1 Frank H Ogawa Plaza  
Oakland, California 94612

Members of the Council:

This petition (the “**Petition**”) is submitted to the City Council of the City of Oakland (the “**City**”) under the Mello-Roos Community Facilities Act of 1982 (Section 53311 and following of the California Government Code) (the “**Act**”).

The Property Owner (as defined below) is petitioning the City Council to create a new CFD No. 2023-1 (as defined below) and to include the Property (as defined below) in CFD No. 2023-1

Because the Property will be subject to the Facilities Special Tax and the Services Special Tax (as defined below) levied in CFD No. 2023-1, the Property Owner is also petitioning the City Council to adopt a resolution determining that the CFD No. 2017-1 Special Tax (as defined below) shall not be levied on the Property and the related lien on the Property shall be extinguished.

The City approved a development now known as Brooklyn Basin Project (and formerly known as the Oak-to-Ninth Avenue Mixed Use Development) on approximately 64.2 acres of land area (and 7.95 acres of water surface area) along the Oakland Estuary, which included up to 3,100 residential units, up to 200,000 square feet of commercial space, a minimum of 3,534 parking spaces, approximately 31 acres of open space, two renovated marinas, as well as shoreline improvements, new roads, and other infrastructure and improvement (the “**Brooklyn Basin Project**”).

The City, as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company (“Developer”), as successor by assignment from Oakland Harbor Partners, LLC, are parties to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Brooklyn Basin Project (as amended and assigned, the “**Development Agreement**”).

The Development Agreement required the formation of a community facilities district for the Brooklyn Basin Project. In accordance with the Development Agreement, the City Council established City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (“**CFD No. 2017-1**”) pursuant to Resolution No. 86960 C.M.S. to provide funds to maintain

# ATTACHMENT F

certain public parks and other public improvements, which includes all of the taxable property that will be developed as the Brooklyn Basin Project, including Phases I-IV.

On May 16, 2023 the City Council adopted Ordinance No. 13789 C.M.S., which approved a Third Amendment to the Development Agreement, which together with the related additional entitlements approved by the City Council, permits the development of an additional six hundred (600) residential units within the Brooklyn Basin Project.

Section 4.13 of the Development Agreement permits the Developer to request the City to use any public financing method available for the Brooklyn Basin Project.

1. Petitioners. This Petition is submitted pursuant to the Act to the City by the owner (the “**Property Owner**”) of 100% of the fee simple interest in the real property identified in Exhibit C attached hereto (the “**Property**”). The Property Owner warrants to the City with respect to the Property that the signatories are authorized to execute this Petition and that the submission of this Petition and participation in the City’s proceedings under the Act will not constitute a violation or event of default under any existing financing arrangement in any way affecting the Property Owner and such Property, including any “due-on-encumbrance” clauses under any existing deeds of trust secured by the Property.

2. Request to Institute Proceedings for a New Community Facilities District. The City Council is hereby requested to do all of the following:

- a. Undertake proceedings under the Act to create a new community facilities district to be designated “City of Oakland Community Facilities District No. 2023-1 (Brooklyn Basin Facilities and Services)” ( “**CFD No. 2023-1**”), which CFD No. 2023-1 shall initially include the Property.
- b. Conduct a landowner-voter election in accordance with the Act to obtain authorization (i) to levy a special tax for facilities (the “Facilities Special Tax”) and a special tax for services (the “Services Special Tax”) on the non-exempt property located within CFD No. 2023-1; (ii) to authorize the issue of special tax bonds and other debt for CFD No. 2023-1, all as shall be more fully established during the course of the requested legal proceedings for establishment of CFD No. 2023-1; and (iii) to establish an appropriations limit for CFD No. 2023-1.
- c. Conduct proceedings for the items described in (a) and (b) above.

3. Boundaries of CFD No. 2023-1. The Property Owner hereby asks that the territory within the boundaries of CFD No. 2023-1 be as shown on the map attached hereto as Exhibit B, which includes the Property and encompasses a portion of Phase I and all of Phases II-IV of the Brooklyn Basin Project.

4. Purpose of CFD No. 2023-1. CFD No. 2023-1 shall be created for the purpose of financing the facilities (the “**Authorized CFD No. 2023-1 Improvements**”) and the public services (the “**Authorized CFD No. 2023-1 Services**”) described in Exhibit A attached hereto and incorporated herein by reference. The City Council will be authorized, on behalf of CFD No. 2023-1, to issue special tax bonds and other debt (as defined in the Act) in one or more series to finance the Authorized CFD No. 2023-1 Improvements and the related incidental expenses of the proceedings and bond financing.



# ATTACHMENT F

5. Elections for CFD No. 2023-1. The Property Owner hereby asks that the special election to be held under the Act to authorize the special taxes and the issuance of the bonds and other debt and to establish an appropriations limit for CFD No. 2023-1 be consolidated into a single election and that the election be conducted by the City and its officials, using mailed or hand-delivered ballots, and that such ballots be opened and canvassed and the results certified at the same meeting of the City Council as the public hearings on CFD No. 2023-1 under the Act or as soon thereafter as possible.

6. Waivers for CFD No. 2023-1. To expedite the completion of the proceedings for CFD No. 2023-1, all notices of hearings and all notices of election, applicable waiting periods under the Act for the election and all ballot analyses and arguments for the election are hereby waived. The Property Owner also waives any requirement as to the specific form of the ballot to be used for the election, whether under the Act, the California Elections Code or otherwise.

The Property Owner expressly acknowledges and consents to the public hearings for CFD No. 2023-1 being held on September 19, 2023 or such other date determined by the City Council, and acknowledges and agrees that, notwithstanding Section 53321(e) of the Act, holding such public hearings on a date that is more than 60 days after the City Council adopts a resolution of intention to establish CFD No. 2023-1 does not directly affect the jurisdiction of the City Council to order the installation of the Authorized CFD No. 2023-1 Facilities or the provision of the Authorized CFD No. 2023-1 Services, and shall not void or invalidate any proceedings related to CFD No. 2023-1, any levy of special taxes for the costs of such Authorized CFD No. 2023-1 Facilities or Authorized CFD No. 2023-1 Services or any bonds or debt issued for CFD No. 2023-1. The Property Owner acknowledges that the City has informed the Property Owner that it is relying on, and would not proceed with, the formation of CFD No. 2023-1 without receiving, such waivers, acknowledgements, consents and agreements in initiating formation of CFD 2023-1.

7. Request for Proceedings for CFD No. 2017-1. The City Council previously conducted proceedings under the Act to form CFD No. 2017-1 and authorize the levy of a special tax (the “**CFD No. 2017-1 Special Tax**”) on the taxable properties in CFD No. 2017-1, including the Property. The Property Owner hereby asks the City to cease levying the CFD No. 2017-1 Special Tax on the Property and extinguish the related lien upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1. More specifically, the Property Owner hereby requests the City Council to do the following:

- a. Adopt a resolution determining that the CFD No. 2017-1 Special Tax shall not be levied on the Property upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1.
- b. Upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1, cause the City Clerk to record in the real property records of the County of Alameda a Notice of Cessation of Special Tax that complies with the requirements of Section 53330.5 of the Act.

8. Deposits. Compliance with the provisions of subsection (d) of Section 53318 of the Act has been accomplished by a deposit of funds by the Property Owner with the City, made not

# ATTACHMENT F

later than the date of submission of this petition to the City Clerk, pursuant to a Deposit and Reimbursement Agreement, between the City and the Property Owner, to pay the estimated costs to be incurred by the City in conducting proceedings for establishment of CFD No. 2023-1 and discharging the lien of the CFD No. 2017-1 Special Taxes on the Property.

9. Counterparts. This Petition may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

By executing this Petition, the persons below agree to all of the above.

The property that is the subject of this Petition is identified on Exhibit C

The name of the owner of record of such property and the petitioner and its mailing address is:

CV OW PARCEL D OWNER, LLC,  
a Delaware limited liability company

By:  \_\_\_\_\_

Name: Damian Gancman

Title: Authorized Individual

Mailing Address:

1901 Avenue of the Stars, Suite 1950  
Attention: Damian Gancman  
Telephone: 310-566-8700  
Email: dgancman@cityview.com

# ATTACHMENT F

## EXHIBIT A

### PROPOSED DESCRIPTION OF FACILITIES AND SERVICES TO BE FINANCED BY CFD No. 2023-1

**City of Oakland  
Community Facilities District No. 2023-1  
(Brooklyn Basin Facilities and Services)**

#### **AUTHORIZED FACILITIES**

It is intended that CFD No. 2023-1 will be authorized to finance all or a portion of the costs of acquisition, construction, and improvement of facilities permitted under the Mello-Roos Community Facilities Act of 1982 that are required as conditions of development of the property within CFD No. 2023-1 and that will be owned and operated by the City or any other public agency (which may include the Port of Oakland) or utility identified by the City (subject to compliance with the Act), including, but not limited to, the following:

#### **Phase II Improvements**

Park and park and open space improvements consisting of the following improvements:

Completion of Phase II Township Commons Park (formerly referred to as Shoreline Park), initial phase of Clinton Basin Boardwalk, and Brooklyn Plaza (formerly referred to as Gateway Park) open space improvements. Improvements consist of removal of the existing wharf structure, landscape improvements (hardscape and landscaping), construction of a pile supported promenade improvement, installation of bike paths, pedestrian walkways, bay trail connections, park furnishings and shoreline improvements.

#### **Phase III Improvements**

Sii Tka Park (formerly referred to as South Park) Improvements – Construction of park and open space improvements consisting of landscaping (hardscape and landscape improvements), installation of bike paths, pedestrian walkways, bay trail connections, park furnishings, bioretention basin and shoreline improvements.

5th Avenue Improvements – Efforts include demolition of existing 5th Avenue improvements, installation of wet and dry utilities, re-construction of 5th Avenue surface improvements including sidewalks and landscape improvements.

#### **Phase IV Improvements**

Mayhew Park (formerly referred to as Channel Park) Improvements – Construction of park and open space improvements consisting of landscaping (hardscape and landscape) installation of bike paths, pedestrian walkways, bay trail connections, park furnishings, bioretention basin and shoreline improvements.

# ATTACHMENT F

4th Avenue Improvements – construction of wet and dry utilities, construction of street improvements, sidewalks and landscape improvements.

Facilities Special Taxes may be collected and set-aside in designated funds and collected over several years (i.e., reserves), and used to fund facilities authorized to be financed by CFD No. 2023-1.

## **AUTHORIZED SERVICES**

Special Taxes collected in CFD No. 2023-1 may finance, in whole or in part, the following services (“services” shall have the meaning given that term in the Mello-Roos Community Facilities Act of 1982):

The full cost of all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within the areas shown on Attachment 1 attached hereto and incorporated herein. More specifically, the services may include, but are not limited to:

- (i) maintenance, repair, and replacement of parks and landscaping in public areas and in the public right of way along public streets, , including, but not limited to, irrigation, tree trimming, mowing, hardscape, sidewalk, trails including the reconstructed trestle structure within Township Commons park and related maintenance of equipment specific to the Brooklyn Basin facilities, and vegetation maintenance and control;
- (ii) solely with respect to that portion of Embarcadero located adjacent to Brooklyn Basin: maintenance of the landscaping on Embarcadero (trees, palms and shrubs) and reserves for the replacement of landscaping, maintenance of the sidewalk (on the south side of Embarcadero), maintenance and reserves for irrigation and utility costs incurred for controller operations and irrigation
- (iii) operation and maintenance of street lights, street furniture, and other appurtenances;
- (iv) maintenance and operations of storm water treatment/protection services ("stormwater services"), including, but not limited to, the operation and maintenance, repair, and replacement of storm drainage systems that are necessary for the City to comply with the stormwater management and treatment requirements imposed by the City and the Municipal Regional Stormwater Permit (issued by the San Francisco Bay Regional Water Quality Control Board), and the CEQA mitigation requirements for the Updated Brooklyn Basin Project. These stormwater services shall be performed for all pump stations and gravity conveyance storm drainage improvements that are located within or downstream of any pump station and any bioretention/stormwater treatment basin, including the applicable drainage inlets, pipes, and stormwater outfall structures that discharge stormwater to the San Francisco Bay (stormwater protection services expressly exclude the operation, maintenance, repair and replacement of all

# ATTACHMENT F

other gravity conveyance stormwater improvements located within the Updated Brooklyn Basin Project);

- (v) maintenance of a small watercraft launch/water taxi dock improvement;
- (vi) shared maintenance costs of public restrooms located within the 9th Avenue Terminal Shed Building;
- (vii) annual inspection and reporting obligations associated with the parks, open space areas, public rights-of-way and ground water monitoring wells as required by the applicable operations and maintenance plan; and
- (viii) any other public services authorized to be funded under California Government Code Section 53313 that are also stipulated as maintenance obligations pursuant to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Updated Brooklyn Basin Project and recorded against all of the real property covered thereby (as amended and assigned, the “Development Agreement”), by and between the City of Oakland, as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company, as successor by assignment from Oakland Harbor Partners, LLC.

Maintenance as used herein includes replacement and the creation and funding of a reserve fund to pay for a replacement of such facilities. The Services Special Taxes shall only fund authorized Services to the extent that they are in addition to those provided to land within CFD No. 2023-1 prior to the creation of CFD No. 2023-1.

## **ADMINISTRATIVE AND INCIDENTAL EXPENSES**

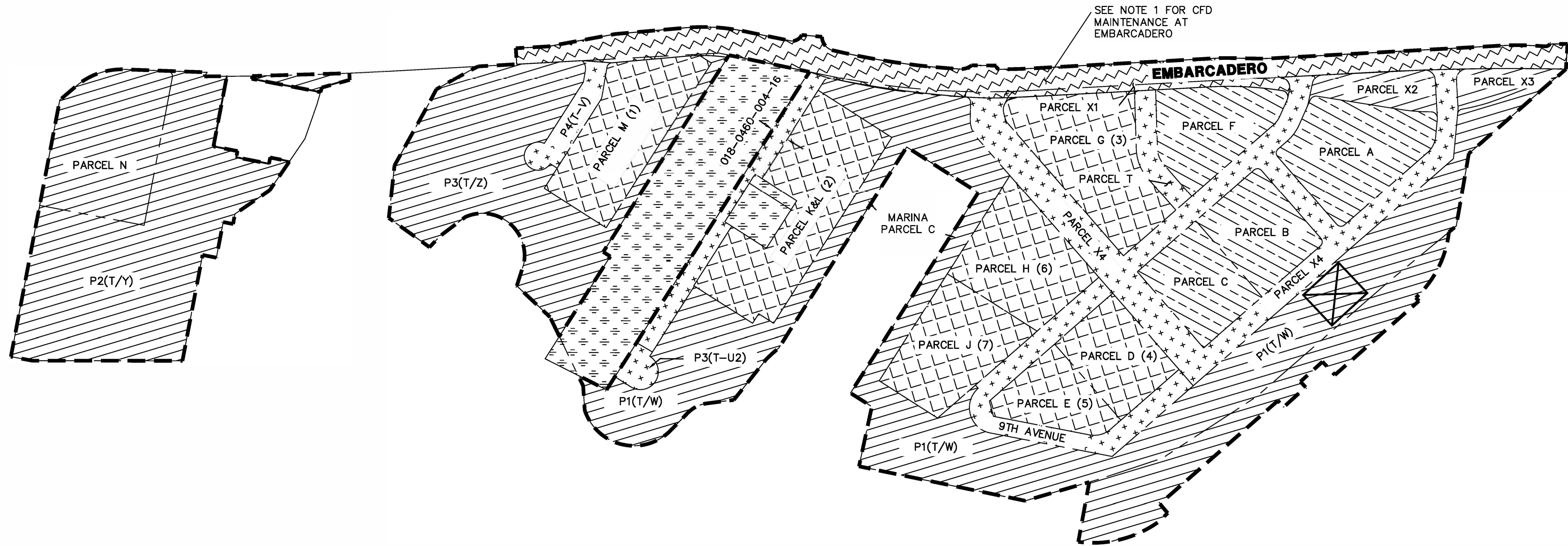
CFD No. 2023-1 may also finance any of the following:

1. Bond 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 CFD 2023-1 and the Bonds.
3. Reimbursement of costs related to the formation of CFD No. 2023-1 advanced by the City, the landowner(s) in CFD No. 2023-1, or any party related to any of the foregoing, as well as reimbursement of any costs advanced by the City, the landowner(s) in CFD No. 2023-1 or any party related to any of the foregoing, for facilities, fees or other purposes or costs of CFD No. 2023-1.
4. All “costs” and “incidental expenses” related to the eligible facilities as those terms are defined in the Act.

# ATTACHMENT F

Special Taxes may be collected and set-aside in designated funds and collected over several years and used to fund facilities or services authorized to be financed by CFD No. 2023-1.

MAP OF AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES),  
CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA


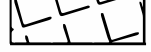
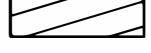
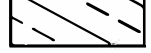
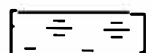
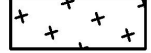




SEE NOTE 1 FOR CFD  
MAINTENANCE AT  
EMBARCADERO

TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY  
FACILITIES DISTRICT NO. 2023-1:

- (1) 018-0430-001-14 - PARCEL M
- (2) 018-0460-004-11 - PARCELS K&L
- (2) 018-0465-002-30 - PARCEL G
- (3) 018-0465-015-00 - PARCEL D
- (4) 018-0465-016-00 - PARCEL E
- (5) 018-0465-017-00 - PARCEL H
- (6) 018-0465-018-00 - PARCEL J

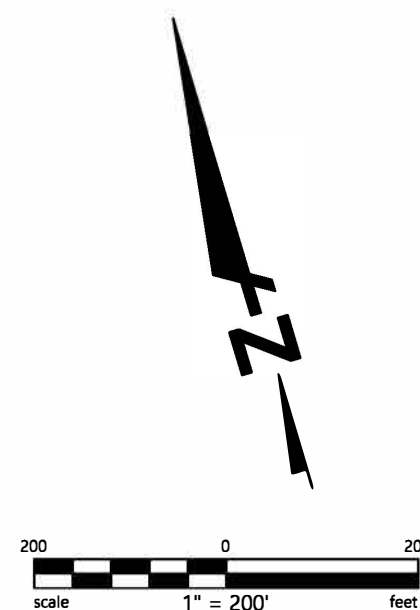
LINETYPES & SYMBOLS

-  CFD 2023-1 BOUNDARY
-  TAXABLE PROPERTIES WITHIN CFD 2023-1
-  AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CFD 2023-1
-  ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2023-1 BOUNDARY OR SERVICES AREAS
-  PUBLIC STREETS MAINTENANCE AND RESERVES LIMITED TO LANDSCAPE IMPROVEMENTS, IRRIGATION IMPROVEMENTS, SIDEWALKS, STREETLIGHTS, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION
-  DEPICTS GENERAL AREA OF 9TH AVENUE TERMINAL SHED BUILDING SOLELY FOR PURPOSES OF INDICATING THAT PUBLIC RESTROOMS WITHIN THE BUILDING ARE WITHIN THE SERVICES AREA OF CFD 2023-1
-  EMBARCADERO SERVICE AREA. SEE MAINTENANCE NOTE 1 BELOW

MAINTENANCE NOTE:

1. TO THE EXTENT CONSISTENT WITH THE DESCRIPTION OF AUTHORIZED SERVICES IN THE CFD 2023-1 PROCEEDINGS, CFD MAINTENANCE ON EMBARCADERO INCLUDES ALL OF THE LANDSCAPING ON EMBARCADERO (TREES, PALMS AND SHRUBS) AND RESERVES FOR THE REPLACEMENT OF LANDSCAPING, MAINTENANCE OF THE SIDEWALK (ON THE SOUTH SIDE OF EMBARCADERO), MAINTENANCE, RESERVES FOR IRRIGATION, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION.

BOUNDARY NOTE:  
REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.



# ATTACHMENT F

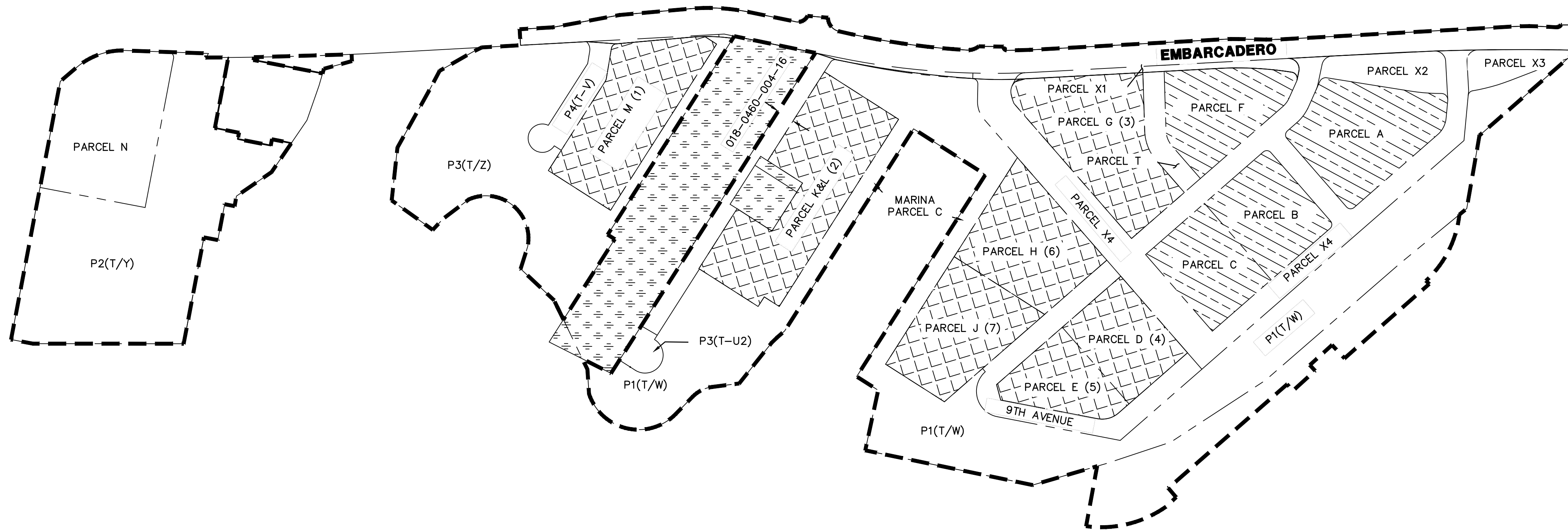
## EXHIBIT B

### PROPOSED BOUNDARY MAP

**City of Oakland  
Community Facilities District No. 2023-1  
(Brooklyn Basin Facilities and Services)**





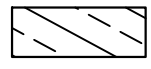
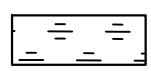
PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1:

- (1) 018-0430-001-14 - PARCEL M
- (2) 018-0460-004-11 - PARCELS K&L
- (2) 018-0465-002-30 - PARCEL G
- (3) 018-0465-015-00 - PARCEL D
- (4) 018-0465-016-00 - PARCEL E
- (5) 018-0465-017-00 - PARCEL H
- (6) 018-0465-018-00 - PARCEL J

LINETYPES & SYMBOLS

-  CFD 2023-1 BOUNDARY
-  TAXABLE PROPERTIES WITHIN CFD 2023-1
-  TAXABLE PROPERTIES WITHIN CFD 2017-1 (FOR REFERENCE ONLY)
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2023-1 BOUNDARY OR SERVICES AREAS

FILED IN THE OFFICE OF THE CITY CLERK OF THE CITY OF OAKLAND THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_.

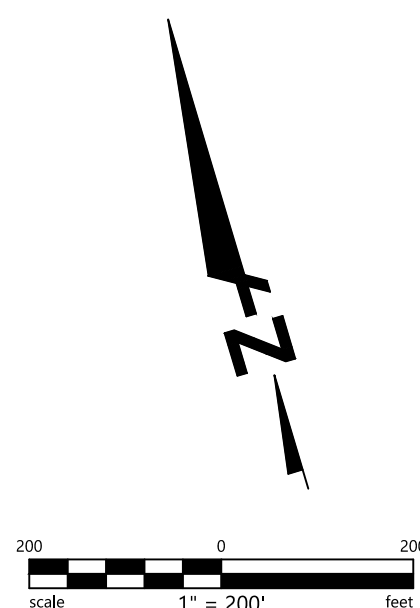
\_\_\_\_\_  
CITY CLERK

I HEREBY CERTIFY THAT THE WITHIN MAP SHOWING PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS APPROVED BY THE CITY COUNCIL OF THE CITY OF OAKLAND AT A MEETING THEREOF, HELD ON THE \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_ BY ITS RESOLUTION NO. \_\_\_\_\_.

\_\_\_\_\_  
CITY CLERK

FILED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_, AT THE HOUR OF \_\_\_\_\_ O'CLOCK \_\_M., IN BOOK \_\_\_\_ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE \_\_\_\_ IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF ALAMEDA, STATE OF CALIFORNIA.

\_\_\_\_\_  
COUNTY RECORDER, COUNTY OF ALAMEDA



BOUNDARY NOTE:  
REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.

# ATTACHMENT F

## EXHIBIT C LIST OF PARCELS

| APN             | Acreage    |
|-----------------|------------|
| 018-0465-015-00 | 1.43 acres |
|                 |            |

# ATTACHMENT F

## PETITION TO CREATE A NEW COMMUNITY FACILITIES DISTRICT, CEASE LEVYING A SPECIAL TAX FOR AN EXISTING COMMUNITY FACILITIES DISTRICT AND EXTINGUISH THE RELATED LIEN, AND RELATED WAIVERS AND CONSENTS

June 28, 2023

City Council of the  
City of Oakland  
1 Frank H Ogawa Plaza  
Oakland, California 94612

Members of the Council:

This petition (the "**Petition**") is submitted to the City Council of the City of Oakland (the "**City**") under the Mello-Roos Community Facilities Act of 1982 (Section 53311 and following of the California Government Code) (the "**Act**").

The Property Owner (as defined below) is petitioning the City Council to create a new CFD No. 2023-1 (as defined below) and to include the Property (as defined below) in CFD No. 2023-1

Because the Property will be subject to the Facilities Special Tax and the Services Special Tax (as defined below) levied in CFD No. 2023-1, the Property Owner is also petitioning the City Council to adopt a resolution determining that the CFD No. 2017-1 Special Tax (as defined below) shall not be levied on the Property and the related lien on the Property shall be extinguished.

The City approved a development now known as Brooklyn Basin Project (and formerly known as the Oak-to-Ninth Avenue Mixed Use Development) on approximately 64.2 acres of land area (and 7.95 acres of water surface area) along the Oakland Estuary, which included up to 3,100 residential units, up to 200,000 square feet of commercial space, a minimum of 3,534 parking spaces, approximately 31 acres of open space, two renovated marinas, as well as shoreline improvements, new roads, and other infrastructure and improvement (the "**Brooklyn Basin Project**").

The City, as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company ("Developer"), as successor by assignment from Oakland Harbor Partners, LLC, are parties to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Brooklyn Basin Project (as amended and assigned, the "**Development Agreement**").

The Development Agreement required the formation of a community facilities district for the Brooklyn Basin Project. In accordance with the Development Agreement, the City Council established City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) ("**CFD No. 2017-1**") pursuant to Resolution No. 86960 C.M.S. to provide funds to maintain

# ATTACHMENT F

certain public parks and other public improvements, which includes all of the taxable property that will be developed as the Brooklyn Basin Project, including Phases I-IV.

On May 16, 2023 the City Council adopted Ordinance No. 13789 C.M.S., which approved a Third Amendment to the Development Agreement, which together with the related additional entitlements approved by the City Council, permits the development of an additional six hundred (600) residential units within the Brooklyn Basin Project.

Section 4.13 of the Development Agreement permits the Developer to request the City to use any public financing method available for the Brooklyn Basin Project.

1. Petitioners. This Petition is submitted pursuant to the Act to the City by the owner (the "**Property Owner**") of 100% of the fee simple interest in the real property identified in Exhibit C attached hereto (the "**Property**"). The Property Owner warrants to the City with respect to the Property that the signatories are authorized to execute this Petition and that the submission of this Petition and participation in the City's proceedings under the Act will not constitute a violation or event of default under any existing financing arrangement in any way affecting the Property Owner and such Property, including any "due-on-encumbrance" clauses under any existing deeds of trust secured by the Property.

2. Request to Institute Proceedings for a New Community Facilities District. The City Council is hereby requested to do all of the following:

- a. Undertake proceedings under the Act to create a new community facilities district to be designated "City of Oakland Community Facilities District No. 2023-1 (Brooklyn Basin Facilities and Services)" ("**CFD No. 2023-1**"), which CFD No. 2023-1 shall initially include the Property.
- b. Conduct a landowner-voter election in accordance with the Act to obtain authorization (i) to levy a special tax for facilities (the "Facilities Special Tax") and a special tax for services (the "Services Special Tax") on the non-exempt property located within CFD No. 2023-1; (ii) to authorize the issue of special tax bonds and other debt for CFD No. 2023-1, all as shall be more fully established during the course of the requested legal proceedings for establishment of CFD No. 2023-1; and (iii) to establish an appropriations limit for CFD No. 2023-1.
- c. Conduct proceedings for the items described in (a) and (b) above.

3. Boundaries of CFD No. 2023-1. The Property Owner hereby asks that the territory within the boundaries of CFD No. 2023-1 be as shown on the map attached hereto as Exhibit B, which includes the Property and encompasses a portion of Phase I and all of Phases II-IV of the Brooklyn Basin Project.

4. Purpose of CFD No. 2023-1. CFD No. 2023-1 shall be created for the purpose of financing the facilities (the "**Authorized CFD No. 2023-1 Improvements**") and the public services (the "**Authorized CFD No. 2023-1 Services**") described in Exhibit A attached hereto and incorporated herein by reference. The City Council will be authorized, on behalf of CFD No. 2023-1, to issue special tax bonds and other debt (as defined in the Act) in one or more series to finance the Authorized CFD No. 2023-1 Improvements and the related incidental expenses of the proceedings and bond financing.

# ATTACHMENT F

5. Elections for CFD No. 2023-1. The Property Owner hereby asks that the special election to be held under the Act to authorize the special taxes and the issuance of the bonds and other debt and to establish an appropriations limit for CFD No. 2023-1 be consolidated into a single election and that the election be conducted by the City and its officials, using mailed or hand-delivered ballots, and that such ballots be opened and canvassed and the results certified at the same meeting of the City Council as the public hearings on CFD No. 2023-1 under the Act or as soon thereafter as possible.

6. Waivers for CFD No. 2023-1. To expedite the completion of the proceedings for CFD No. 2023-1, all notices of hearings and all notices of election, applicable waiting periods under the Act for the election and all ballot analyses and arguments for the election are hereby waived. The Property Owner also waives any requirement as to the specific form of the ballot to be used for the election, whether under the Act, the California Elections Code or otherwise.

The Property Owner expressly acknowledges and consents to the public hearings for CFD No. 2023-1 being held on September 19, 2023 or such other date determined by the City Council, and acknowledges and agrees that, notwithstanding Section 53321(e) of the Act, holding such public hearings on a date that is more than 60 days after the City Council adopts a resolution of intention to establish CFD No. 2023-1 does not directly affect the jurisdiction of the City Council to order the installation of the Authorized CFD No. 2023-1 Facilities or the provision of the Authorized CFD No. 2023-1 Services, and shall not void or invalidate any proceedings related to CFD No. 2023-1, any levy of special taxes for the costs of such Authorized CFD No. 2023-1 Facilities or Authorized CFD No. 2023-1 Services or any bonds or debt issued for CFD No. 2023-1. The Property Owner acknowledges that the City has informed the Property Owner that it is relying on, and would not proceed with, the formation of CFD No. 2023-1 without receiving, such waivers, acknowledgements, consents and agreements in initiating formation of CFD 2023-1.

7. Request for Proceedings for CFD No. 2017-1. The City Council previously conducted proceedings under the Act to form CFD No. 2017-1 and authorize the levy of a special tax (the "**CFD No. 2017-1 Special Tax**") on the taxable properties in CFD No. 2017-1, including the Property. The Property Owner hereby asks the City to cease levying the CFD No. 2017-1 Special Tax on the Property and extinguish the related lien upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1. More specifically, the Property Owner hereby requests the City Council to do the following:

- a. Adopt a resolution determining that the CFD No. 2017-1 Special Tax shall not be levied on the Property upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1.
- b. Upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1, cause the City Clerk to record in the real property records of the County of Alameda a Notice of Cessation of Special Tax that complies with the requirements of Section 53330.5 of the Act.

8. Deposits. Compliance with the provisions of subsection (d) of Section 53318 of the Act has been accomplished by a deposit of funds by the Property Owner with the City, made not

# ATTACHMENT F

later than the date of submission of this petition to the City Clerk, pursuant to a Deposit and Reimbursement Agreement, between the City and the Property Owner, to pay the estimated costs to be incurred by the City in conducting proceedings for establishment of CFD No. 2023-1 and discharging the lien of the CFD No. 2017-1 Special Taxes on the Property.

9. Counterparts. This Petition may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

By executing this Petition, the persons below agree to all of the above.

The property that is the subject of this Petition is identified on Exhibit C

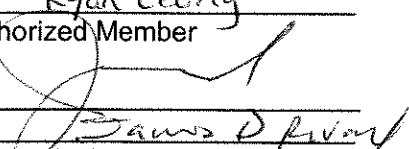
The name of the owner of record of such property and the petitioner and its mailing address is:

SRMBROOKLYN, LLC  
a Washington limited liability company

By: SRMJVOZ, LLC,  
a Washington limited liability company  
Its: Manager

By: SRM Development, LLC,  
a Washington limited liability company  
Its: Manager

By:   
Name: Ryan Leong  
Its: Authorized Member

By:   
Name: James O'Brien  
Its: Authorized Member

Mailing Address:

111 N. Post St., Suite 200  
Spokane, WA 99201  
Attention: Ryan Leong  
Telephone: (509) 944-4557  
Email: [ryan@srmdevelopment.com](mailto:ryan@srmdevelopment.com)

# ATTACHMENT F

## EXHIBIT A

### PROPOSED DESCRIPTION OF FACILITIES AND SERVICES TO BE FINANCED BY CFD No. 2023-1

#### City of Oakland Community Facilities District No. 2023-1 (Brooklyn Basin Facilities and Services)

#### AUTHORIZED FACILITIES

It is intended that CFD No. 2023-1 will be authorized to finance all or a portion of the costs of acquisition, construction, and improvement of facilities permitted under the Mello-Roos Community Facilities Act of 1982 that are required as conditions of development of the property within CFD No. 2023-1 and that will be owned and operated by the City or any other public agency (which may include the Port of Oakland) or utility identified by the City (subject to compliance with the Act), including, but not limited to, the following:

#### Phase II Improvements

Park and park and open space improvements consisting of the following improvements:

Completion of Phase II Township Commons Park (formerly referred to as Shoreline Park), initial phase of Clinton Basin Boardwalk, and Brooklyn Plaza (formerly referred to as Gateway Park) open space improvements. Improvements consist of removal of the existing wharf structure, landscape improvements (hardscape and landscaping), construction of a pile supported promenade improvement, installation of bike paths, pedestrian walkways, bay trail connections, park furnishings and shoreline improvements.

#### Phase III Improvements

Sii Tka Park (formerly referred to as South Park) Improvements – Construction of park and open space improvements consisting of landscaping (hardscape and landscape improvements), installation of bike paths, pedestrian walkways, bay trail connections, park furnishings, bioretention basin and shoreline improvements.

5th Avenue Improvements – Efforts include demolition of existing 5th Avenue improvements, installation of wet and dry utilities, re-construction of 5th Avenue surface improvements including sidewalks and landscape improvements.

#### Phase IV Improvements

Mayhew Park (formerly referred to as Channel Park) Improvements – Construction of park and open space improvements consisting of landscaping (hardscape and landscape) installation of bike paths, pedestrian walkways, bay trail connections, park furnishings, bioretention basin and shoreline improvements.

# ATTACHMENT F

4th Avenue Improvements – construction of wet and dry utilities, construction of street improvements, sidewalks and landscape improvements.

Facilities Special Taxes may be collected and set-aside in designated funds and collected over several years (i.e., reserves), and used to fund facilities authorized to be financed by CFD No. 2023-1.

## **AUTHORIZED SERVICES**

Special Taxes collected in CFD No. 2023-1 may finance, in whole or in part, the following services (“services” shall have the meaning given that term in the Mello-Roos Community Facilities Act of 1982):

The full cost of all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within the areas shown on Attachment 1 attached hereto and incorporated herein. More specifically, the services may include, but are not limited to:

- (i) maintenance, repair, and replacement of parks and landscaping in public areas and in the public right of way along public streets, , including, but not limited to, irrigation, tree trimming, mowing, hardscape, sidewalk, trails including the reconstructed trestle structure within Township Commons park and related maintenance of equipment specific to the Brooklyn Basin facilities, and vegetation maintenance and control;
- (ii) solely with respect to that portion of Embarcadero located adjacent to Brooklyn Basin: maintenance of the landscaping on Embarcadero (trees, palms and shrubs) and reserves for the replacement of landscaping, maintenance of the sidewalk (on the south side of Embarcadero), maintenance and reserves for irrigation and utility costs incurred for controller operations and irrigation
- (iii) operation and maintenance of street lights, street furniture, and other appurtenances;
- (iv) maintenance and operations of storm water treatment/protection services ("stormwater services"), including, but not limited to, the operation and maintenance, repair, and replacement of storm drainage systems that are necessary for the City to comply with the stormwater management and treatment requirements imposed by the City and the Municipal Regional Stormwater Permit (issued by the San Francisco Bay Regional Water Quality Control Board), and the CEQA mitigation requirements for the Updated Brooklyn Basin Project. These stormwater services shall be performed for all pump stations and gravity conveyance storm drainage improvements that are located within or downstream of any pump station and any bioretention/stormwater treatment basin, including the applicable drainage inlets, pipes, and stormwater outfall structures that discharge stormwater to the San Francisco Bay (stormwater protection services expressly exclude the operation, maintenance, repair and replacement of all



# ATTACHMENT F

other gravity conveyance stormwater improvements located within the Updated Brooklyn Basin Project);

- (v) maintenance of a small watercraft launch/water taxi dock improvement;
- (vi) shared maintenance costs of public restrooms located within the 9th Avenue Terminal Shed Building;
- (vii) annual inspection and reporting obligations associated with the parks, open space areas, public rights-of-way and ground water monitoring wells as required by the applicable operations and maintenance plan; and
- (viii) any other public services authorized to be funded under California Government Code Section 53313 that are also stipulated as maintenance obligations pursuant to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Updated Brooklyn Basin Project and recorded against all of the real property covered thereby (as amended and assigned, the “Development Agreement”), by and between the City of Oakland, as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company, as successor by assignment from Oakland Harbor Partners, LLC.

Maintenance as used herein includes replacement and the creation and funding of a reserve fund to pay for a replacement of such facilities. The Services Special Taxes shall only fund authorized Services to the extent that they are in addition to those provided to land within CFD No. 2023-1 prior to the creation of CFD No. 2023-1.

## **ADMINISTRATIVE AND INCIDENTAL EXPENSES**

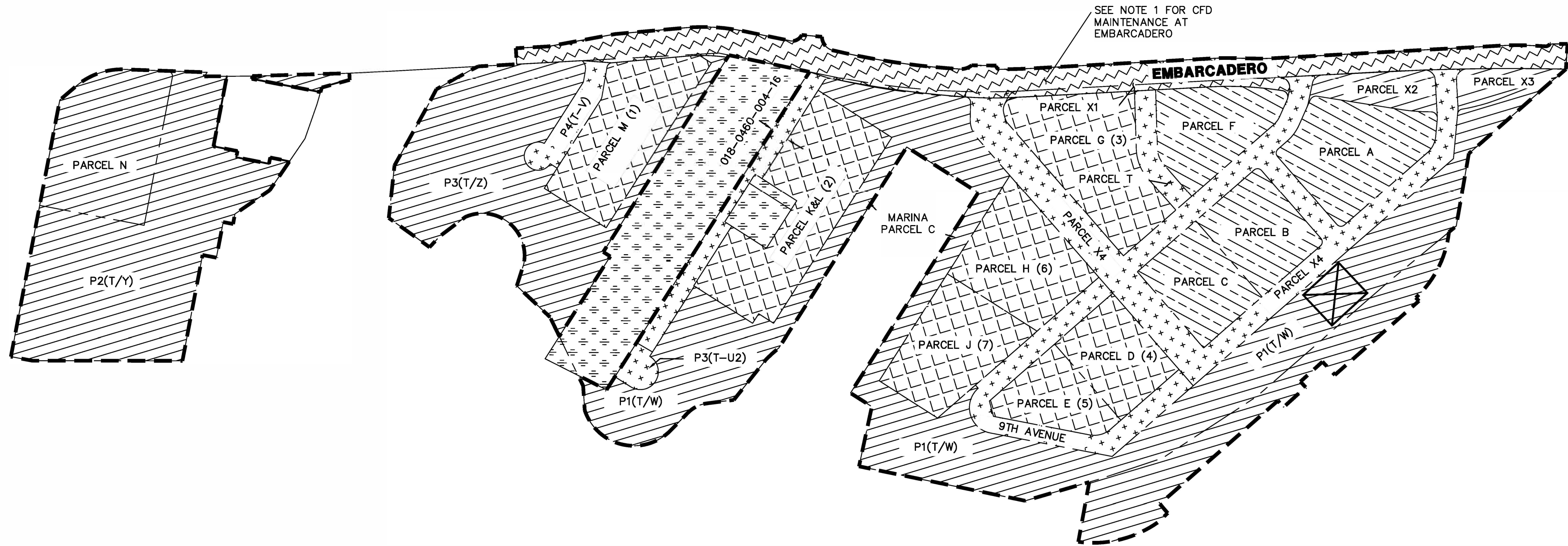
CFD No. 2023-1 may also finance any of the following:

1. Bond 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 CFD 2023-1 and the Bonds.
3. Reimbursement of costs related to the formation of CFD No. 2023-1 advanced by the City, the landowner(s) in CFD No. 2023-1, or any party related to any of the foregoing, as well as reimbursement of any costs advanced by the City, the landowner(s) in CFD No. 2023-1 or any party related to any of the foregoing, for facilities, fees or other purposes or costs of CFD No. 2023-1.
4. All “costs” and “incidental expenses” related to the eligible facilities as those terms are defined in the Act.

# ATTACHMENT F

Special Taxes may be collected and set-aside in designated funds and collected over several years and used to fund facilities or services authorized to be financed by CFD No. 2023-1.

MAP OF AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES),  
CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1:

- (1) 018-0430-001-14 - PARCEL M
- (2) 018-0460-004-11 - PARCELS K&L
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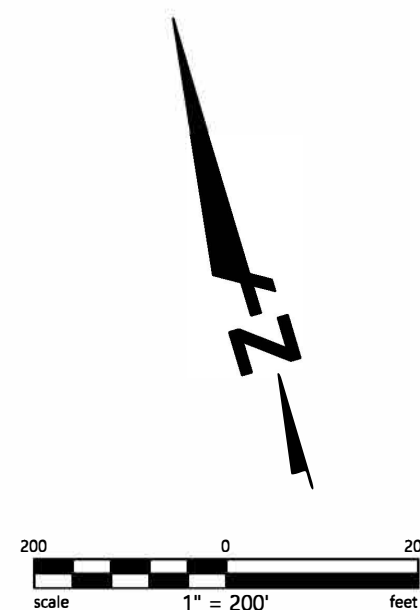
LINETYPES & SYMBOLS

- CFD 2023-1 BOUNDARY
- TAXABLE PROPERTIES WITHIN CFD 2023-1
- AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CFD 2023-1
- ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
- PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2023-1 BOUNDARY OR SERVICES AREAS
- PUBLIC STREETS MAINTENANCE AND RESERVES LIMITED TO LANDSCAPE IMPROVEMENTS, IRRIGATION IMPROVEMENTS, SIDEWALKS, STREETLIGHTS, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION
- DEPICTS GENERAL AREA OF 9TH AVENUE TERMINAL SHED BUILDING SOLELY FOR PURPOSES OF INDICATING THAT PUBLIC RESTROOMS WITHIN THE BUILDING ARE WITHIN THE SERVICES AREA OF CFD 2023-1
- EMBARCADERO SERVICE AREA. SEE MAINTENANCE NOTE 1 BELOW

MAINTENANCE NOTE:

1. TO THE EXTENT CONSISTENT WITH THE DESCRIPTION OF AUTHORIZED SERVICES IN THE CFD 2023-1 PROCEEDINGS, CFD MAINTENANCE ON EMBARCADERO INCLUDES ALL OF THE LANDSCAPING ON EMBARCADERO (TREES, PALMS AND SHRUBS) AND RESERVES FOR THE REPLACEMENT OF LANDSCAPING, MAINTENANCE OF THE SIDEWALK (ON THE SOUTH SIDE OF EMBARCADERO), MAINTENANCE, RESERVES FOR IRRIGATION, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION.

BOUNDARY NOTE:  
REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.



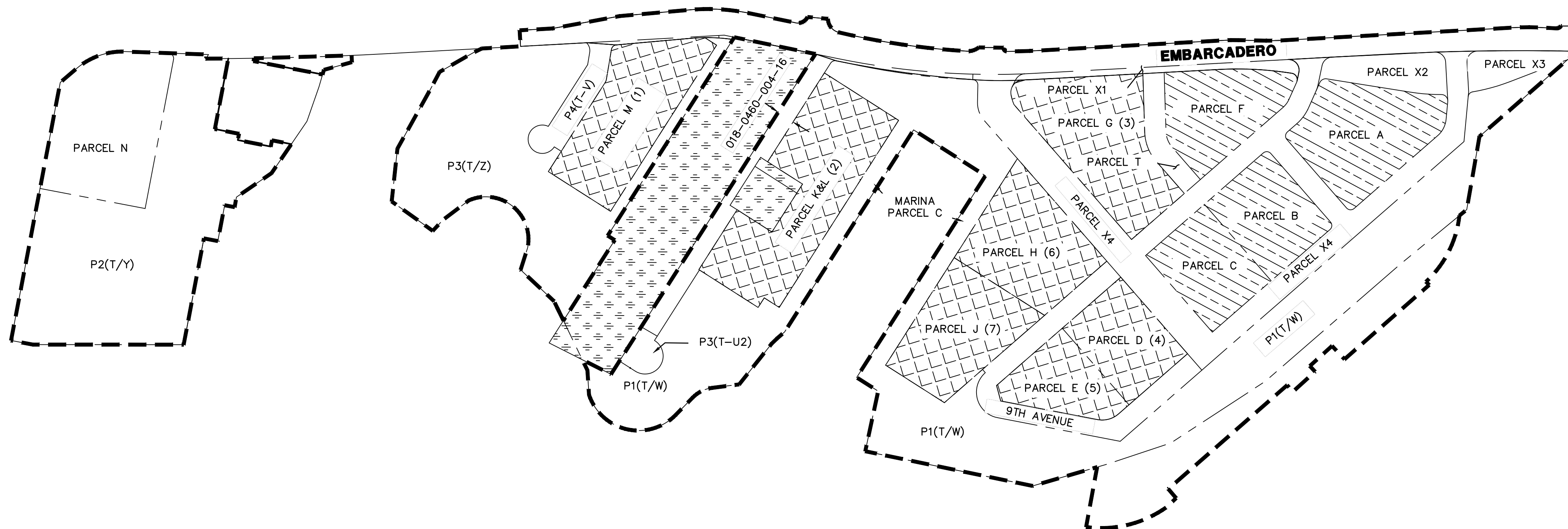
# ATTACHMENT F

## EXHIBIT B

### PROPOSED BOUNDARY MAP

**City of Oakland  
Community Facilities District No. 2023-1  
(Brooklyn Basin Facilities and Services)**




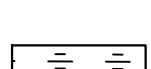
PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1:

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LINETYPES & SYMBOLS

-  CFD 2023-1 BOUNDARY
-  TAXABLE PROPERTIES WITHIN CFD 2023-1
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-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2023-1 BOUNDARY OR SERVICES AREAS

FILED IN THE OFFICE OF THE CITY CLERK OF THE CITY OF OAKLAND THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_.

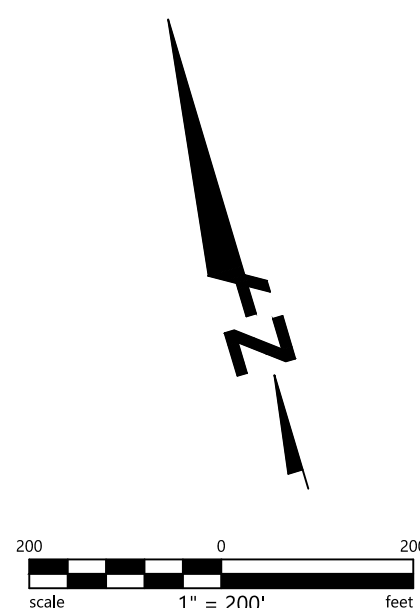
\_\_\_\_\_  
CITY CLERK

I HEREBY CERTIFY THAT THE WITHIN MAP SHOWING PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS APPROVED BY THE CITY COUNCIL OF THE CITY OF OAKLAND AT A MEETING THEREOF, HELD ON THE \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_ BY ITS RESOLUTION NO. \_\_\_\_\_.

\_\_\_\_\_  
CITY CLERK

FILED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_, AT THE HOUR OF \_\_\_\_\_ O'CLOCK \_\_M., IN BOOK \_\_\_\_ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE \_\_\_\_ IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF ALAMEDA, STATE OF CALIFORNIA.

\_\_\_\_\_  
COUNTY RECORDER, COUNTY OF ALAMEDA



BOUNDARY NOTE:  
REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.

# ATTACHMENT F

## EXHIBIT C

### LIST OF PARCELS

| APN             | Acreage    |
|-----------------|------------|
| 018-0465-016-00 | 1.18 acres |
|                 |            |

# ATTACHMENT F

**PETITION TO CREATE A NEW  
COMMUNITY FACILITIES DISTRICT,  
CEASE LEVYING A SPECIAL TAX FOR AN EXISTING COMMUNITY FACILITIES DISTRICT  
AND EXTINGUISH THE RELATED LIEN,  
AND RELATED WAIVERS AND CONSENTS**

June 28, 2023

City Council of the  
City of Oakland  
1 Frank H Ogawa Plaza  
Oakland, California 94612

Members of the Council:

This petition (the “**Petition**”) is submitted to the City Council of the City of Oakland (the “**City**”) under the Mello-Roos Community Facilities Act of 1982 (Section 53311 and following of the California Government Code) (the “**Act**”).

The Property Owner (as defined below) is petitioning the City Council to create a new CFD No. 2023-1 (as defined below) and to include the Property (as defined below) in CFD No. 2023-1

Because the Property will be subject to the Facilities Special Tax and the Services Special Tax (as defined below) levied in CFD No. 2023-1, the Property Owner is also petitioning the City Council to adopt a resolution determining that the CFD No. 2017-1 Special Tax (as defined below) shall not be levied on the Property and the related lien on the Property shall be extinguished.

The City approved a development now known as Brooklyn Basin Project (and formerly known as the Oak-to-Ninth Avenue Mixed Use Development) on approximately 64.2 acres of land area (and 7.95 acres of water surface area) along the Oakland Estuary, which included up to 3,100 residential units, up to 200,000 square feet of commercial space, a minimum of 3,534 parking spaces, approximately 31 acres of open space, two renovated marinas, as well as shoreline improvements, new roads, and other infrastructure and improvement (the “**Brooklyn Basin Project**”).

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The Development Agreement required the formation of a community facilities district for the Brooklyn Basin Project. In accordance with the Development Agreement, the City Council established City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (“**CFD No. 2017-1**”) pursuant to Resolution No. 86960 C.M.S. to provide funds to maintain

# ATTACHMENT F

certain public parks and other public improvements, which includes all of the taxable property that will be developed as the Brooklyn Basin Project, including Phases I-IV.

On May 16, 2023 the City Council adopted Ordinance No. 13789 C.M.S., which approved a Third Amendment to the Development Agreement, which together with the related additional entitlements approved by the City Council, permits the development of an additional six hundred (600) residential units within the Brooklyn Basin Project.

Section 4.13 of the Development Agreement permits the Developer to request the City to use any public financing method available for the Brooklyn Basin Project.

1. Petitioners. This Petition is submitted pursuant to the Act to the City by the owner (the “**Property Owner**”) of 100% of the fee simple interest in the real property identified in Exhibit C attached hereto (the “**Property**”). The Property Owner warrants to the City with respect to the Property that the signatories are authorized to execute this Petition and that the submission of this Petition and participation in the City’s proceedings under the Act will not constitute a violation or event of default under any existing financing arrangement in any way affecting the Property Owner and such Property, including any “due-on-encumbrance” clauses under any existing deeds of trust secured by the Property.

2. Request to Institute Proceedings for a New Community Facilities District. The City Council is hereby requested to do all of the following:

- a. Undertake proceedings under the Act to create a new community facilities district to be designated “City of Oakland Community Facilities District No. 2023-1 (Brooklyn Basin Facilities and Services)” ( “**CFD No. 2023-1**”), which CFD No. 2023-1 shall initially include the Property.
- b. Conduct a landowner-voter election in accordance with the Act to obtain authorization (i) to levy a special tax for facilities (the “Facilities Special Tax”) and a special tax for services (the “Services Special Tax”) on the non-exempt property located within CFD No. 2023-1; (ii) to authorize the issue of special tax bonds and other debt for CFD No. 2023-1, all as shall be more fully established during the course of the requested legal proceedings for establishment of CFD No. 2023-1; and (iii) to establish an appropriations limit for CFD No. 2023-1.
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3. Boundaries of CFD No. 2023-1. The Property Owner hereby asks that the territory within the boundaries of CFD No. 2023-1 be as shown on the map attached hereto as Exhibit B, which includes the Property and encompasses a portion of Phase I and all of Phases II-IV of the Brooklyn Basin Project.

4. Purpose of CFD No. 2023-1. CFD No. 2023-1 shall be created for the purpose of financing the facilities (the “**Authorized CFD No. 2023-1 Improvements**”) and the public services (the “**Authorized CFD No. 2023-1 Services**”) described in Exhibit A attached hereto and incorporated herein by reference. The City Council will be authorized, on behalf of CFD No. 2023-1, to issue special tax bonds and other debt (as defined in the Act) in one or more series to finance the Authorized CFD No. 2023-1 Improvements and the related incidental expenses of the proceedings and bond financing.



# ATTACHMENT F

5. Elections for CFD No. 2023-1. The Property Owner hereby asks that the special election to be held under the Act to authorize the special taxes and the issuance of the bonds and other debt and to establish an appropriations limit for CFD No. 2023-1 be consolidated into a single election and that the election be conducted by the City and its officials, using mailed or hand-delivered ballots, and that such ballots be opened and canvassed and the results certified at the same meeting of the City Council as the public hearings on CFD No. 2023-1 under the Act or as soon thereafter as possible.

6. Waivers for CFD No. 2023-1. To expedite the completion of the proceedings for CFD No. 2023-1, all notices of hearings and all notices of election, applicable waiting periods under the Act for the election and all ballot analyses and arguments for the election are hereby waived. The Property Owner also waives any requirement as to the specific form of the ballot to be used for the election, whether under the Act, the California Elections Code or otherwise.

The Property Owner expressly acknowledges and consents to the public hearings for CFD No. 2023-1 being held on September 19, 2023 or such other date determined by the City Council, and acknowledges and agrees that, notwithstanding Section 53321(e) of the Act, holding such public hearings on a date that is more than 60 days after the City Council adopts a resolution of intention to establish CFD No. 2023-1 does not directly affect the jurisdiction of the City Council to order the installation of the Authorized CFD No. 2023-1 Facilities or the provision of the Authorized CFD No. 2023-1 Services, and shall not void or invalidate any proceedings related to CFD No. 2023-1, any levy of special taxes for the costs of such Authorized CFD No. 2023-1 Facilities or Authorized CFD No. 2023-1 Services or any bonds or debt issued for CFD No. 2023-1. The Property Owner acknowledges that the City has informed the Property Owner that it is relying on, and would not proceed with, the formation of CFD No. 2023-1 without receiving, such waivers, acknowledgements, consents and agreements in initiating formation of CFD 2023-1.

7. Request for Proceedings for CFD No. 2017-1. The City Council previously conducted proceedings under the Act to form CFD No. 2017-1 and authorize the levy of a special tax (the “**CFD No. 2017-1 Special Tax**”) on the taxable properties in CFD No. 2017-1, including the Property. The Property Owner hereby asks the City to cease levying the CFD No. 2017-1 Special Tax on the Property and extinguish the related lien upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1. More specifically, the Property Owner hereby requests the City Council to do the following:

- a. Adopt a resolution determining that the CFD No. 2017-1 Special Tax shall not be levied on the Property upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1.
- b. Upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1, cause the City Clerk to record in the real property records of the County of Alameda a Notice of Cessation of Special Tax that complies with the requirements of Section 53330.5 of the Act.

8. Deposits. Compliance with the provisions of subsection (d) of Section 53318 of the Act has been accomplished by a deposit of funds by the Property Owner with the City, made not

# ATTACHMENT F

later than the date of submission of this petition to the City Clerk, pursuant to a Deposit and Reimbursement Agreement, between the City and the Property Owner, to pay the estimated costs to be incurred by the City in conducting proceedings for establishment of CFD No. 2023-1 and discharging the lien of the CFD No. 2017-1 Special Taxes on the Property.

9. Counterparts. This Petition may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

By executing this Petition, the persons below agree to all of the above.

The property that is the subject of this Petition is identified on Exhibit C

The name of the owner of record of such property and the petitioner and its mailing address is:

260 BB WAY DEVELOPMENT, LLC,  
a Delaware limited liability company

By:  \_\_\_\_\_

Name: Michael Ghielmetti

Title: Authorized Individual

Mailing Address:

2335 Broadway, Suite 200  
Oakland, CA 94612  
Attention: Michael Ghielmetti  
Telephone: (510) 251-9270  
Email: mghielmetti@signaturedevelopment.com

# ATTACHMENT F

## EXHIBIT A

### PROPOSED DESCRIPTION OF FACILITIES AND SERVICES TO BE FINANCED BY CFD No. 2023-1

#### City of Oakland Community Facilities District No. 2023-1 (Brooklyn Basin Facilities and Services)

#### AUTHORIZED FACILITIES

It is intended that CFD No. 2023-1 will be authorized to finance all or a portion of the costs of acquisition, construction, and improvement of facilities permitted under the Mello-Roos Community Facilities Act of 1982 that are required as conditions of development of the property within CFD No. 2023-1 and that will be owned and operated by the City or any other public agency (which may include the Port of Oakland) or utility identified by the City (subject to compliance with the Act), including, but not limited to, the following:

#### Phase II Improvements

Park and park and open space improvements consisting of the following improvements:

Completion of Phase II Township Commons Park (formerly referred to as Shoreline Park), initial phase of Clinton Basin Boardwalk, and Brooklyn Plaza (formerly referred to as Gateway Park) open space improvements. Improvements consist of removal of the existing wharf structure, landscape improvements (hardscape and landscaping), construction of a pile supported promenade improvement, installation of bike paths, pedestrian walkways, bay trail connections, park furnishings and shoreline improvements.

#### Phase III Improvements

Sii Tka Park (formerly referred to as South Park) Improvements – Construction of park and open space improvements consisting of landscaping (hardscape and landscape improvements), installation of bike paths, pedestrian walkways, bay trail connections, park furnishings, bioretention basin and shoreline improvements.

5th Avenue Improvements – Efforts include demolition of existing 5th Avenue improvements, installation of wet and dry utilities, re-construction of 5th Avenue surface improvements including sidewalks and landscape improvements.

#### Phase IV Improvements

Mayhew Park (formerly referred to as Channel Park) Improvements – Construction of park and open space improvements consisting of landscaping (hardscape and landscape) installation of bike paths, pedestrian walkways, bay trail connections, park furnishings, bioretention basin and shoreline improvements.

# ATTACHMENT F

4th Avenue Improvements – construction of wet and dry utilities, construction of street improvements, sidewalks and landscape improvements.

Facilities Special Taxes may be collected and set-aside in designated funds and collected over several years (i.e., reserves), and used to fund facilities authorized to be financed by CFD No. 2023-1.

## **AUTHORIZED SERVICES**

Special Taxes collected in CFD No. 2023-1 may finance, in whole or in part, the following services (“services” shall have the meaning given that term in the Mello-Roos Community Facilities Act of 1982):

The full cost of all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within the areas shown on Attachment 1 attached hereto and incorporated herein. More specifically, the services may include, but are not limited to:

- (i) maintenance, repair, and replacement of parks and landscaping in public areas and in the public right of way along public streets, , including, but not limited to, irrigation, tree trimming, mowing, hardscape, sidewalk, trails including the reconstructed trestle structure within Township Commons park and related maintenance of equipment specific to the Brooklyn Basin facilities, and vegetation maintenance and control;
- (ii) solely with respect to that portion of Embarcadero located adjacent to Brooklyn Basin: maintenance of the landscaping on Embarcadero (trees, palms and shrubs) and reserves for the replacement of landscaping, maintenance of the sidewalk (on the south side of Embarcadero), maintenance and reserves for irrigation and utility costs incurred for controller operations and irrigation
- (iii) operation and maintenance of street lights, street furniture, and other appurtenances;
- (iv) maintenance and operations of storm water treatment/protection services ("stormwater services"), including, but not limited to, the operation and maintenance, repair, and replacement of storm drainage systems that are necessary for the City to comply with the stormwater management and treatment requirements imposed by the City and the Municipal Regional Stormwater Permit (issued by the San Francisco Bay Regional Water Quality Control Board), and the CEQA mitigation requirements for the Updated Brooklyn Basin Project. These stormwater services shall be performed for all pump stations and gravity conveyance storm drainage improvements that are located within or downstream of any pump station and any bioretention/stormwater treatment basin, including the applicable drainage inlets, pipes, and stormwater outfall structures that discharge stormwater to the San Francisco Bay (stormwater protection services expressly exclude the operation, maintenance, repair and replacement of all

# ATTACHMENT F

other gravity conveyance stormwater improvements located within the Updated Brooklyn Basin Project);

- (v) maintenance of a small watercraft launch/water taxi dock improvement;
- (vi) shared maintenance costs of public restrooms located within the 9th Avenue Terminal Shed Building;
- (vii) annual inspection and reporting obligations associated with the parks, open space areas, public rights-of-way and ground water monitoring wells as required by the applicable operations and maintenance plan; and
- (viii) any other public services authorized to be funded under California Government Code Section 53313 that are also stipulated as maintenance obligations pursuant to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Updated Brooklyn Basin Project and recorded against all of the real property covered thereby (as amended and assigned, the “Development Agreement”), by and between the City of Oakland, as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company, as successor by assignment from Oakland Harbor Partners, LLC.

Maintenance as used herein includes replacement and the creation and funding of a reserve fund to pay for a replacement of such facilities. The Services Special Taxes shall only fund authorized Services to the extent that they are in addition to those provided to land within CFD No. 2023-1 prior to the creation of CFD No. 2023-1.

## **ADMINISTRATIVE AND INCIDENTAL EXPENSES**

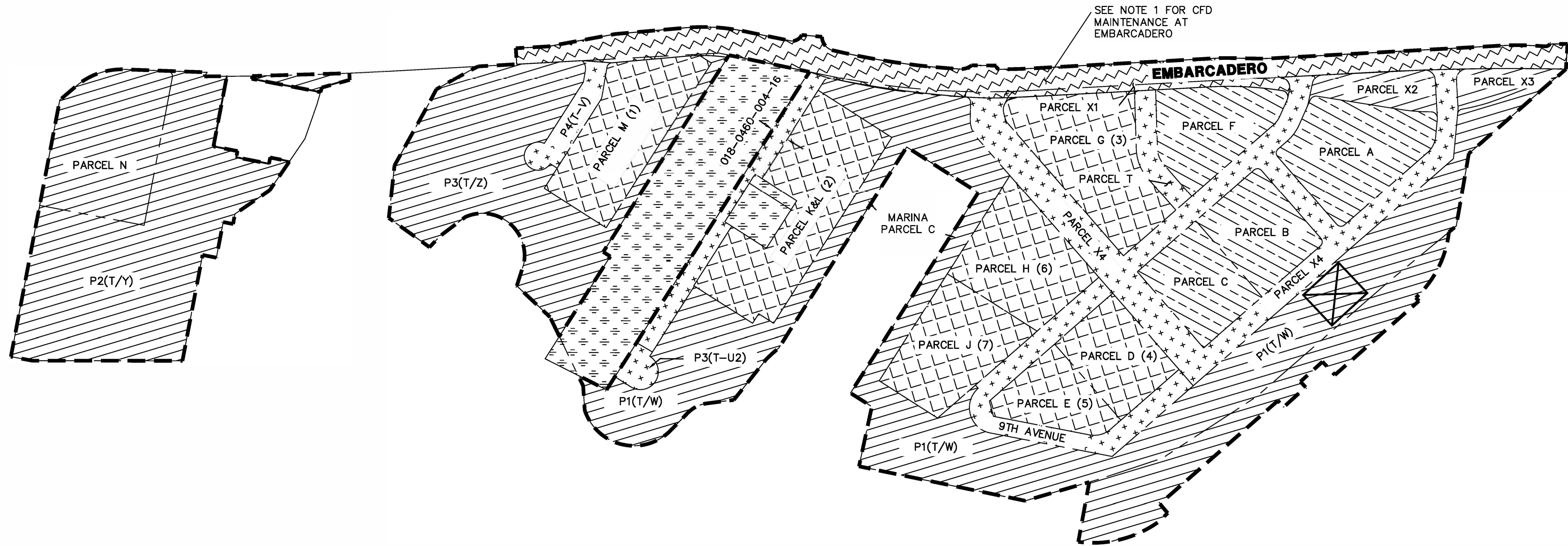
CFD No. 2023-1 may also finance any of the following:

1. Bond 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 CFD 2023-1 and the Bonds.
3. Reimbursement of costs related to the formation of CFD No. 2023-1 advanced by the City, the landowner(s) in CFD No. 2023-1, or any party related to any of the foregoing, as well as reimbursement of any costs advanced by the City, the landowner(s) in CFD No. 2023-1 or any party related to any of the foregoing, for facilities, fees or other purposes or costs of CFD No. 2023-1.
4. All “costs” and “incidental expenses” related to the eligible facilities as those terms are defined in the Act.

# ATTACHMENT F

Special Taxes may be collected and set-aside in designated funds and collected over several years and used to fund facilities or services authorized to be financed by CFD No. 2023-1.

MAP OF AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES),  
CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1:

- (1) 018-0430-001-14 - PARCEL M
- (2) 018-0460-004-11 - PARCELS K&L
- (2) 018-0465-002-30 - PARCEL G
- (3) 018-0465-015-00 - PARCEL D
- (4) 018-0465-016-00 - PARCEL E
- (5) 018-0465-017-00 - PARCEL H
- (6) 018-0465-018-00 - PARCEL J

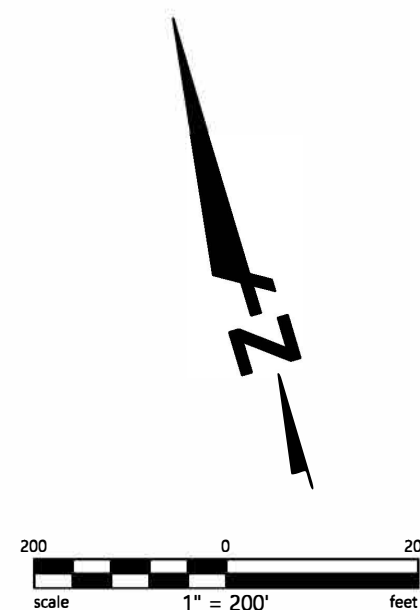
LINETYPES & SYMBOLS

- CFD 2023-1 BOUNDARY
- TAXABLE PROPERTIES WITHIN CFD 2023-1
- AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CFD 2023-1
- ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
- PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2023-1 BOUNDARY OR SERVICES AREAS
- PUBLIC STREETS MAINTENANCE AND RESERVES LIMITED TO LANDSCAPE IMPROVEMENTS, IRRIGATION IMPROVEMENTS, SIDEWALKS, STREETLIGHTS, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION
- DEPICTS GENERAL AREA OF 9TH AVENUE TERMINAL SHED BUILDING SOLELY FOR PURPOSES OF INDICATING THAT PUBLIC RESTROOMS WITHIN THE BUILDING ARE WITHIN THE SERVICES AREA OF CFD 2023-1
- EMBARCADERO SERVICE AREA. SEE MAINTENANCE NOTE 1 BELOW

MAINTENANCE NOTE:

1. TO THE EXTENT CONSISTENT WITH THE DESCRIPTION OF AUTHORIZED SERVICES IN THE CFD 2023-1 PROCEEDINGS, CFD MAINTENANCE ON EMBARCADERO INCLUDES ALL OF THE LANDSCAPING ON EMBARCADERO (TREES, PALMS AND SHRUBS) AND RESERVES FOR THE REPLACEMENT OF LANDSCAPING, MAINTENANCE OF THE SIDEWALK (ON THE SOUTH SIDE OF EMBARCADERO), MAINTENANCE, RESERVES FOR IRRIGATION, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION.

BOUNDARY NOTE:  
REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.



# ATTACHMENT F

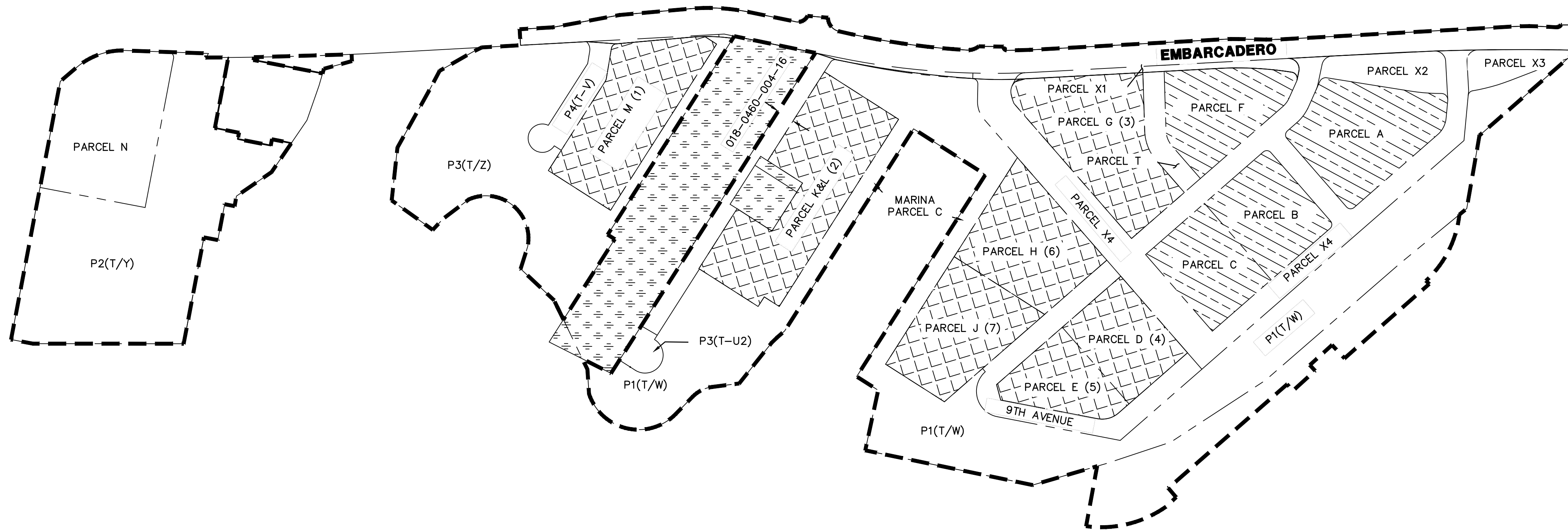
## EXHIBIT B

### PROPOSED BOUNDARY MAP

City of Oakland  
Community Facilities District No. 2023-1  
(Brooklyn Basin Facilities and Services)






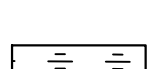
PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



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- (6) 018-0465-018-00 - PARCEL J

LINETYPES & SYMBOLS

-  CFD 2023-1 BOUNDARY
-  TAXABLE PROPERTIES WITHIN CFD 2023-1
-  TAXABLE PROPERTIES WITHIN CFD 2017-1 (FOR REFERENCE ONLY)
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2023-1 BOUNDARY OR SERVICES AREAS

FILED IN THE OFFICE OF THE CITY CLERK OF THE CITY OF OAKLAND THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_.

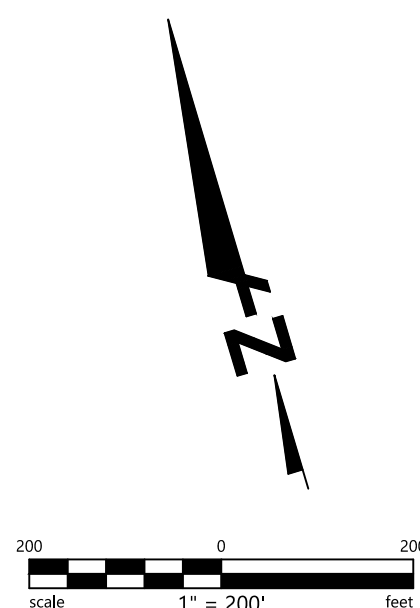
\_\_\_\_\_  
CITY CLERK

I HEREBY CERTIFY THAT THE WITHIN MAP SHOWING PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS APPROVED BY THE CITY COUNCIL OF THE CITY OF OAKLAND AT A MEETING THEREOF, HELD ON THE \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_ BY ITS RESOLUTION NO. \_\_\_\_\_.

\_\_\_\_\_  
CITY CLERK

FILED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_, AT THE HOUR OF \_\_\_\_\_ O'CLOCK \_\_M., IN BOOK \_\_\_\_ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE \_\_\_\_ IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF ALAMEDA, STATE OF CALIFORNIA.

\_\_\_\_\_  
COUNTY RECORDER, COUNTY OF ALAMEDA



BOUNDARY NOTE:  
REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.

# ATTACHMENT F

## EXHIBIT C

### LIST OF PARCELS

| APN             | Acreage |
|-----------------|---------|
| 018-0465-002-30 | 2.70    |

# ATTACHMENT F

**PETITION TO CREATE A NEW  
COMMUNITY FACILITIES DISTRICT,  
CEASE LEVYING A SPECIAL TAX FOR AN EXISTING COMMUNITY FACILITIES DISTRICT  
AND EXTINGUISH THE RELATED LIEN,  
AND RELATED WAIVERS AND CONSENTS**

June 28, 2023

City Council of the  
City of Oakland  
1 Frank H Ogawa Plaza  
Oakland, California 94612

Members of the Council:

This petition (the “**Petition**”) is submitted to the City Council of the City of Oakland (the “**City**”) under the Mello-Roos Community Facilities Act of 1982 (Section 53311 and following of the California Government Code) (the “**Act**”).

The Property Owner (as defined below) is petitioning the City Council to create a new CFD No. 2023-1 (as defined below) and to include the Property (as defined below) in CFD No. 2023-1

Because the Property will be subject to the Facilities Special Tax and the Services Special Tax (as defined below) levied in CFD No. 2023-1, the Property Owner is also petitioning the City Council to adopt a resolution determining that the CFD No. 2017-1 Special Tax (as defined below) shall not be levied on the Property and the related lien on the Property shall be extinguished.

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6. Waivers for CFD No. 2023-1. To expedite the completion of the proceedings for CFD No. 2023-1, all notices of hearings and all notices of election, applicable waiting periods under the Act for the election and all ballot analyses and arguments for the election are hereby waived. The Property Owner also waives any requirement as to the specific form of the ballot to be used for the election, whether under the Act, the California Elections Code or otherwise.

The Property Owner expressly acknowledges and consents to the public hearings for CFD No. 2023-1 being held on September 19, 2023 or such other date determined by the City Council, and acknowledges and agrees that, notwithstanding Section 53321(e) of the Act, holding such public hearings on a date that is more than 60 days after the City Council adopts a resolution of intention to establish CFD No. 2023-1 does not directly affect the jurisdiction of the City Council to order the installation of the Authorized CFD No. 2023-1 Facilities or the provision of the Authorized CFD No. 2023-1 Services, and shall not void or invalidate any proceedings related to CFD No. 2023-1, any levy of special taxes for the costs of such Authorized CFD No. 2023-1 Facilities or Authorized CFD No. 2023-1 Services or any bonds or debt issued for CFD No. 2023-1. The Property Owner acknowledges that the City has informed the Property Owner that it is relying on, and would not proceed with, the formation of CFD No. 2023-1 without receiving, such waivers, acknowledgements, consents and agreements in initiating formation of CFD 2023-1.

7. Request for Proceedings for CFD No. 2017-1. The City Council previously conducted proceedings under the Act to form CFD No. 2017-1 and authorize the levy of a special tax (the “**CFD No. 2017-1 Special Tax**”) on the taxable properties in CFD No. 2017-1, including the Property. The Property Owner hereby asks the City to cease levying the CFD No. 2017-1 Special Tax on the Property and extinguish the related lien upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1. More specifically, the Property Owner hereby requests the City Council to do the following:

- a. Adopt a resolution determining that the CFD No. 2017-1 Special Tax shall not be levied on the Property upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1.
- b. Upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1, cause the City Clerk to record in the real property records of the County of Alameda a Notice of Cessation of Special Tax that complies with the requirements of Section 53330.5 of the Act.

8. Deposits. Compliance with the provisions of subsection (d) of Section 53318 of the Act has been accomplished by a deposit of funds by the Property Owner with the City, made not

# ATTACHMENT F

later than the date of submission of this petition to the City Clerk, pursuant to a Deposit and Reimbursement Agreement, between the City and the Property Owner, to pay the estimated costs to be incurred by the City in conducting proceedings for establishment of CFD No. 2023-1 and discharging the lien of the CFD No. 2017-1 Special Taxes on the Property.


9. Counterparts. This Petition may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

By executing this Petition, the persons below agree to all of the above.

The property that is the subject of this Petition is identified on Exhibit C

The name of the owner of record of such property and the petitioner and its mailing address is:

277 BROOKLYN BASIN WAY, LLC,  
a Delaware limited liability company

By:  \_\_\_\_\_

Name: Michael Ghielmetti

Title: Authorized Individual

Mailing Address:

2335 Broadway, Suite 200  
Oakland, CA 94612  
Attention: Michael Ghielmetti  
Telephone: (510) 251-9270  
Email: mghielmetti@signaturedevelopment.com

# ATTACHMENT F

## EXHIBIT A

### PROPOSED DESCRIPTION OF FACILITIES AND SERVICES TO BE FINANCED BY CFD No. 2023-1

**City of Oakland  
Community Facilities District No. 2023-1  
(Brooklyn Basin Facilities and Services)**

#### **AUTHORIZED FACILITIES**

It is intended that CFD No. 2023-1 will be authorized to finance all or a portion of the costs of acquisition, construction, and improvement of facilities permitted under the Mello-Roos Community Facilities Act of 1982 that are required as conditions of development of the property within CFD No. 2023-1 and that will be owned and operated by the City or any other public agency (which may include the Port of Oakland) or utility identified by the City (subject to compliance with the Act), including, but not limited to, the following:

#### **Phase II Improvements**

Park and park and open space improvements consisting of the following improvements:

Completion of Phase II Township Commons Park (formerly referred to as Shoreline Park), initial phase of Clinton Basin Boardwalk, and Brooklyn Plaza (formerly referred to as Gateway Park) open space improvements. Improvements consist of removal of the existing wharf structure, landscape improvements (hardscape and landscaping), construction of a pile supported promenade improvement, installation of bike paths, pedestrian walkways, bay trail connections, park furnishings and shoreline improvements.

#### **Phase III Improvements**

Sii Tka Park (formerly referred to as South Park) Improvements – Construction of park and open space improvements consisting of landscaping (hardscape and landscape improvements), installation of bike paths, pedestrian walkways, bay trail connections, park furnishings, bioretention basin and shoreline improvements.

5th Avenue Improvements – Efforts include demolition of existing 5th Avenue improvements, installation of wet and dry utilities, re-construction of 5th Avenue surface improvements including sidewalks and landscape improvements.

#### **Phase IV Improvements**

Mayhew Park (formerly referred to as Channel Park) Improvements – Construction of park and open space improvements consisting of landscaping (hardscape and landscape) installation of bike paths, pedestrian walkways, bay trail connections, park furnishings, bioretention basin and shoreline improvements.

# ATTACHMENT F

4th Avenue Improvements – construction of wet and dry utilities, construction of street improvements, sidewalks and landscape improvements.

Facilities Special Taxes may be collected and set-aside in designated funds and collected over several years (i.e., reserves), and used to fund facilities authorized to be financed by CFD No. 2023-1.

## **AUTHORIZED SERVICES**

Special Taxes collected in CFD No. 2023-1 may finance, in whole or in part, the following services (“services” shall have the meaning given that term in the Mello-Roos Community Facilities Act of 1982):

The full cost of all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within the areas shown on Attachment 1 attached hereto and incorporated herein. More specifically, the services may include, but are not limited to:

- (i) maintenance, repair, and replacement of parks and landscaping in public areas and in the public right of way along public streets, , including, but not limited to, irrigation, tree trimming, mowing, hardscape, sidewalk, trails including the reconstructed trestle structure within Township Commons park and related maintenance of equipment specific to the Brooklyn Basin facilities, and vegetation maintenance and control;
- (ii) solely with respect to that portion of Embarcadero located adjacent to Brooklyn Basin: maintenance of the landscaping on Embarcadero (trees, palms and shrubs) and reserves for the replacement of landscaping, maintenance of the sidewalk (on the south side of Embarcadero), maintenance and reserves for irrigation and utility costs incurred for controller operations and irrigation
- (iii) operation and maintenance of street lights, street furniture, and other appurtenances;
- (iv) maintenance and operations of storm water treatment/protection services ("stormwater services"), including, but not limited to, the operation and maintenance, repair, and replacement of storm drainage systems that are necessary for the City to comply with the stormwater management and treatment requirements imposed by the City and the Municipal Regional Stormwater Permit (issued by the San Francisco Bay Regional Water Quality Control Board), and the CEQA mitigation requirements for the Updated Brooklyn Basin Project. These stormwater services shall be performed for all pump stations and gravity conveyance storm drainage improvements that are located within or downstream of any pump station and any bioretention/stormwater treatment basin, including the applicable drainage inlets, pipes, and stormwater outfall structures that discharge stormwater to the San Francisco Bay (stormwater protection services expressly exclude the operation, maintenance, repair and replacement of all



# ATTACHMENT F

other gravity conveyance stormwater improvements located within the Updated Brooklyn Basin Project);

- (v) maintenance of a small watercraft launch/water taxi dock improvement;
- (vi) shared maintenance costs of public restrooms located within the 9th Avenue Terminal Shed Building;
- (vii) annual inspection and reporting obligations associated with the parks, open space areas, public rights-of-way and ground water monitoring wells as required by the applicable operations and maintenance plan; and
- (viii) any other public services authorized to be funded under California Government Code Section 53313 that are also stipulated as maintenance obligations pursuant to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Updated Brooklyn Basin Project and recorded against all of the real property covered thereby (as amended and assigned, the “Development Agreement”), by and between the City of Oakland, as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company, as successor by assignment from Oakland Harbor Partners, LLC.

Maintenance as used herein includes replacement and the creation and funding of a reserve fund to pay for a replacement of such facilities. The Services Special Taxes shall only fund authorized Services to the extent that they are in addition to those provided to land within CFD No. 2023-1 prior to the creation of CFD No. 2023-1.

## **ADMINISTRATIVE AND INCIDENTAL EXPENSES**

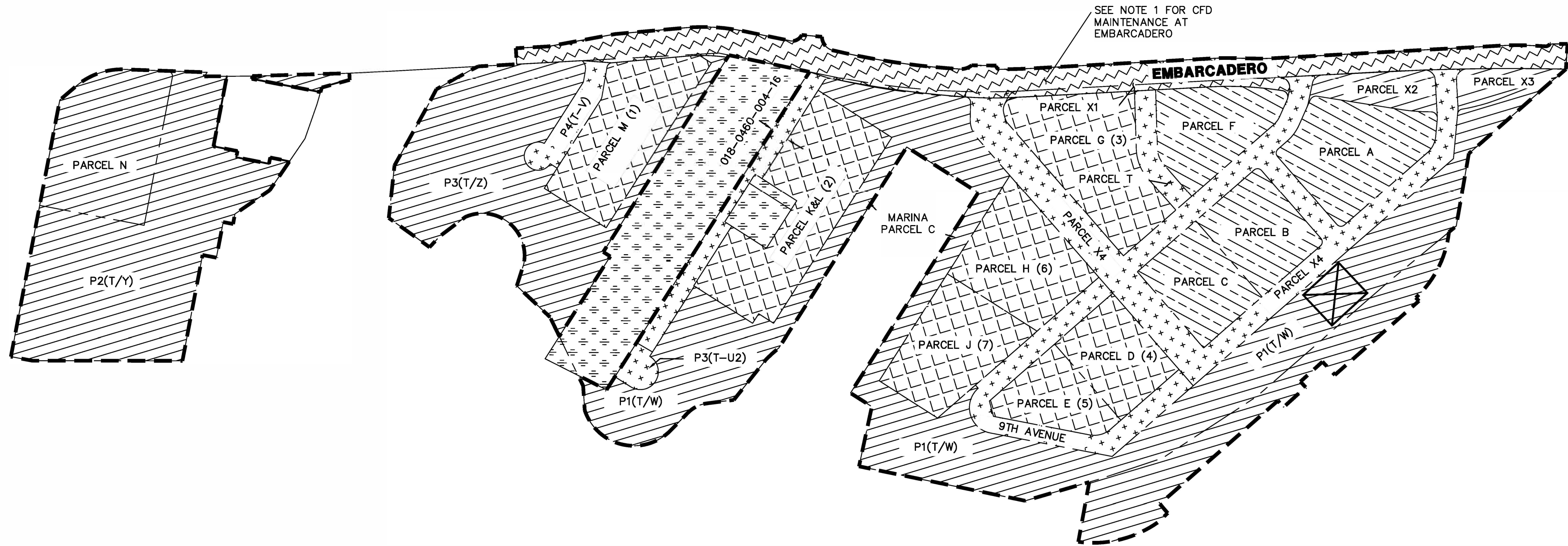
CFD No. 2023-1 may also finance any of the following:

1. Bond 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 CFD 2023-1 and the Bonds.
3. Reimbursement of costs related to the formation of CFD No. 2023-1 advanced by the City, the landowner(s) in CFD No. 2023-1, or any party related to any of the foregoing, as well as reimbursement of any costs advanced by the City, the landowner(s) in CFD No. 2023-1 or any party related to any of the foregoing, for facilities, fees or other purposes or costs of CFD No. 2023-1.
4. All “costs” and “incidental expenses” related to the eligible facilities as those terms are defined in the Act.

# ATTACHMENT F

Special Taxes may be collected and set-aside in designated funds and collected over several years and used to fund facilities or services authorized to be financed by CFD No. 2023-1.

MAP OF AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES),  
CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1:

- (1) 018-0430-001-14 - PARCEL M
- (2) 018-0460-004-11 - PARCELS K&L
- (2) 018-0465-002-30 - PARCEL G
- (3) 018-0465-015-00 - PARCEL D
- (4) 018-0465-016-00 - PARCEL E
- (5) 018-0465-017-00 - PARCEL H
- (6) 018-0465-018-00 - PARCEL J

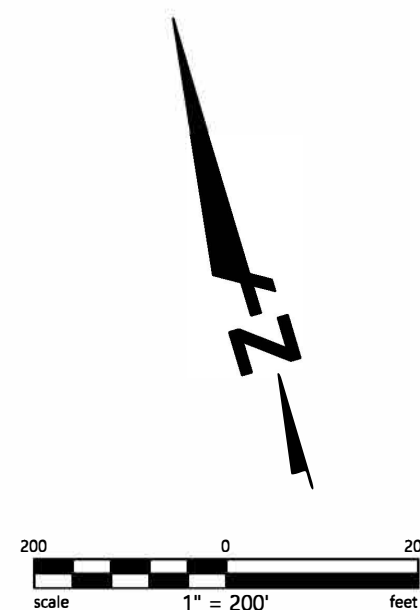
LINETYPES & SYMBOLS

- CFD 2023-1 BOUNDARY
- TAXABLE PROPERTIES WITHIN CFD 2023-1
- AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CFD 2023-1
- ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
- PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2023-1 BOUNDARY OR SERVICES AREAS
- PUBLIC STREETS MAINTENANCE AND RESERVES LIMITED TO LANDSCAPE IMPROVEMENTS, IRRIGATION IMPROVEMENTS, SIDEWALKS, STREETLIGHTS, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION
- DEPICTS GENERAL AREA OF 9TH AVENUE TERMINAL SHED BUILDING SOLELY FOR PURPOSES OF INDICATING THAT PUBLIC RESTROOMS WITHIN THE BUILDING ARE WITHIN THE SERVICES AREA OF CFD 2023-1
- EMBARCADERO SERVICE AREA. SEE MAINTENANCE NOTE 1 BELOW

MAINTENANCE NOTE:

1. TO THE EXTENT CONSISTENT WITH THE DESCRIPTION OF AUTHORIZED SERVICES IN THE CFD 2023-1 PROCEEDINGS, CFD MAINTENANCE ON EMBARCADERO INCLUDES ALL OF THE LANDSCAPING ON EMBARCADERO (TREES, PALMS AND SHRUBS) AND RESERVES FOR THE REPLACEMENT OF LANDSCAPING, MAINTENANCE OF THE SIDEWALK (ON THE SOUTH SIDE OF EMBARCADERO), MAINTENANCE, RESERVES FOR IRRIGATION, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION.

BOUNDARY NOTE:  
REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.



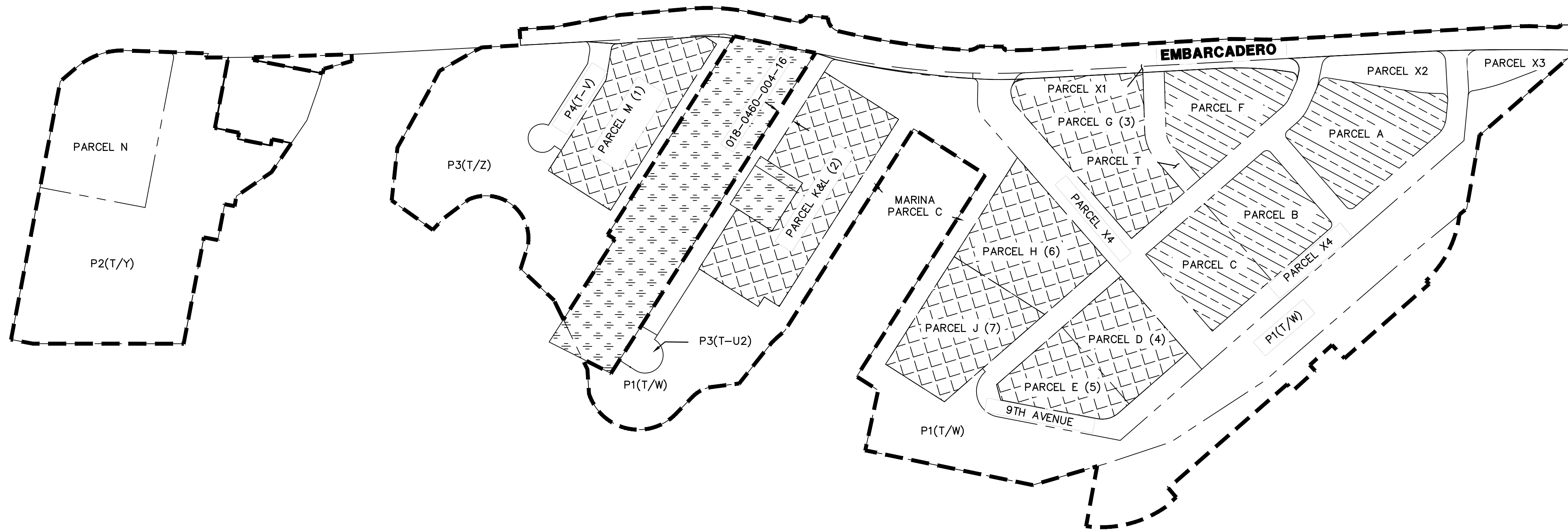
# ATTACHMENT F

## EXHIBIT B

### PROPOSED BOUNDARY MAP

City of Oakland  
Community Facilities District No. 2023-1  
(Brooklyn Basin Facilities and Services)




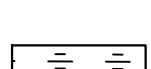
PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1:

- (1) 018-0430-001-14 - PARCEL M
- (2) 018-0460-004-11 - PARCELS K&L
- (2) 018-0465-002-30 - PARCEL G
- (3) 018-0465-015-00 - PARCEL D
- (4) 018-0465-016-00 - PARCEL E
- (5) 018-0465-017-00 - PARCEL H
- (6) 018-0465-018-00 - PARCEL J

LINETYPES & SYMBOLS

-  CFD 2023-1 BOUNDARY
-  TAXABLE PROPERTIES WITHIN CFD 2023-1
-  TAXABLE PROPERTIES WITHIN CFD 2017-1 (FOR REFERENCE ONLY)
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2023-1 BOUNDARY OR SERVICES AREAS

FILED IN THE OFFICE OF THE CITY CLERK OF THE CITY OF OAKLAND THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_.

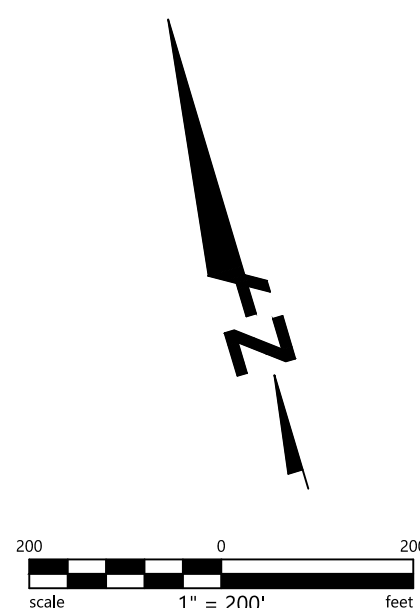
\_\_\_\_\_  
CITY CLERK

I HEREBY CERTIFY THAT THE WITHIN MAP SHOWING PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS APPROVED BY THE CITY COUNCIL OF THE CITY OF OAKLAND AT A MEETING THEREOF, HELD ON THE \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_ BY ITS RESOLUTION NO. \_\_\_\_\_.

\_\_\_\_\_  
CITY CLERK

FILED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_, AT THE HOUR OF \_\_\_\_\_ O'CLOCK \_\_M., IN BOOK \_\_\_\_ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE \_\_\_\_ IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF ALAMEDA, STATE OF CALIFORNIA.

\_\_\_\_\_  
COUNTY RECORDER, COUNTY OF ALAMEDA



BOUNDARY NOTE:  
REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.

# ATTACHMENT F

## EXHIBIT C

### LIST OF PARCELS

| APN             | Acreage |
|-----------------|---------|
| 018-0465-017-00 | 2.16    |

# ATTACHMENT F

**PETITION TO CREATE A NEW  
COMMUNITY FACILITIES DISTRICT,  
CEASE LEVYING A SPECIAL TAX FOR AN EXISTING COMMUNITY FACILITIES DISTRICT  
AND EXTINGUISH THE RELATED LIEN,  
AND RELATED WAIVERS AND CONSENTS**

June 28, 2023

City Council of the  
City of Oakland  
1 Frank H Ogawa Plaza  
Oakland, California 94612

Members of the Council:

This petition (the “**Petition**”) is submitted to the City Council of the City of Oakland (the “**City**”) under the Mello-Roos Community Facilities Act of 1982 (Section 53311 and following of the California Government Code) (the “**Act**”).

The Property Owner (as defined below) is petitioning the City Council to create a new CFD No. 2023-1 (as defined below) and to include the Property (as defined below) in CFD No. 2023-1

Because the Property will be subject to the Facilities Special Tax and the Services Special Tax (as defined below) levied in CFD No. 2023-1, the Property Owner is also petitioning the City Council to adopt a resolution determining that the CFD No. 2017-1 Special Tax (as defined below) shall not be levied on the Property and the related lien on the Property shall be extinguished.

The City approved a development now known as Brooklyn Basin Project (and formerly known as the Oak-to-Ninth Avenue Mixed Use Development) on approximately 64.2 acres of land area (and 7.95 acres of water surface area) along the Oakland Estuary, which included up to 3,100 residential units, up to 200,000 square feet of commercial space, a minimum of 3,534 parking spaces, approximately 31 acres of open space, two renovated marinas, as well as shoreline improvements, new roads, and other infrastructure and improvement (the “**Brooklyn Basin Project**”).

The City, as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company (“Developer”), as successor by assignment from Oakland Harbor Partners, LLC, are parties to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Brooklyn Basin Project (as amended and assigned, the “**Development Agreement**”).

The Development Agreement required the formation of a community facilities district for the Brooklyn Basin Project. In accordance with the Development Agreement, the City Council established City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (“**CFD No. 2017-1**”) pursuant to Resolution No. 86960 C.M.S. to provide funds to maintain

# ATTACHMENT F

certain public parks and other public improvements, which includes all of the taxable property that will be developed as the Brooklyn Basin Project, including Phases I-IV.

On May 16, 2023 the City Council adopted Ordinance No. 13789 C.M.S., which approved a Third Amendment to the Development Agreement, which together with the related additional entitlements approved by the City Council, permits the development of an additional six hundred (600) residential units within the Brooklyn Basin Project.

Section 4.13 of the Development Agreement permits the Developer to request the City to use any public financing method available for the Brooklyn Basin Project.

1. Petitioners. This Petition is submitted pursuant to the Act to the City by the owner (the “**Property Owner**”) of 100% of the fee simple interest in the real property identified in Exhibit C attached hereto (the “**Property**”). The Property Owner warrants to the City with respect to the Property that the signatories are authorized to execute this Petition and that the submission of this Petition and participation in the City’s proceedings under the Act will not constitute a violation or event of default under any existing financing arrangement in any way affecting the Property Owner and such Property, including any “due-on-encumbrance” clauses under any existing deeds of trust secured by the Property.

2. Request to Institute Proceedings for a New Community Facilities District. The City Council is hereby requested to do all of the following:

- a. Undertake proceedings under the Act to create a new community facilities district to be designated “City of Oakland Community Facilities District No. 2023-1 (Brooklyn Basin Facilities and Services)” ( “**CFD No. 2023-1**”), which CFD No. 2023-1 shall initially include the Property.
- b. Conduct a landowner-voter election in accordance with the Act to obtain authorization (i) to levy a special tax for facilities (the “Facilities Special Tax”) and a special tax for services (the “Services Special Tax”) on the non-exempt property located within CFD No. 2023-1; (ii) to authorize the issue of special tax bonds and other debt for CFD No. 2023-1, all as shall be more fully established during the course of the requested legal proceedings for establishment of CFD No. 2023-1; and (iii) to establish an appropriations limit for CFD No. 2023-1.
- c. Conduct proceedings for the items described in (a) and (b) above.

3. Boundaries of CFD No. 2023-1. The Property Owner hereby asks that the territory within the boundaries of CFD No. 2023-1 be as shown on the map attached hereto as Exhibit B, which includes the Property and encompasses a portion of Phase I and all of Phases II-IV of the Brooklyn Basin Project.

4. Purpose of CFD No. 2023-1. CFD No. 2023-1 shall be created for the purpose of financing the facilities (the “**Authorized CFD No. 2023-1 Improvements**”) and the public services (the “**Authorized CFD No. 2023-1 Services**”) described in Exhibit A attached hereto and incorporated herein by reference. The City Council will be authorized, on behalf of CFD No. 2023-1, to issue special tax bonds and other debt (as defined in the Act) in one or more series to finance the Authorized CFD No. 2023-1 Improvements and the related incidental expenses of the proceedings and bond financing.



# ATTACHMENT F

5. Elections for CFD No. 2023-1. The Property Owner hereby asks that the special election to be held under the Act to authorize the special taxes and the issuance of the bonds and other debt and to establish an appropriations limit for CFD No. 2023-1 be consolidated into a single election and that the election be conducted by the City and its officials, using mailed or hand-delivered ballots, and that such ballots be opened and canvassed and the results certified at the same meeting of the City Council as the public hearings on CFD No. 2023-1 under the Act or as soon thereafter as possible.

6. Waivers for CFD No. 2023-1. To expedite the completion of the proceedings for CFD No. 2023-1, all notices of hearings and all notices of election, applicable waiting periods under the Act for the election and all ballot analyses and arguments for the election are hereby waived. The Property Owner also waives any requirement as to the specific form of the ballot to be used for the election, whether under the Act, the California Elections Code or otherwise.

The Property Owner expressly acknowledges and consents to the public hearings for CFD No. 2023-1 being held on September 19, 2023 or such other date determined by the City Council, and acknowledges and agrees that, notwithstanding Section 53321(e) of the Act, holding such public hearings on a date that is more than 60 days after the City Council adopts a resolution of intention to establish CFD No. 2023-1 does not directly affect the jurisdiction of the City Council to order the installation of the Authorized CFD No. 2023-1 Facilities or the provision of the Authorized CFD No. 2023-1 Services, and shall not void or invalidate any proceedings related to CFD No. 2023-1, any levy of special taxes for the costs of such Authorized CFD No. 2023-1 Facilities or Authorized CFD No. 2023-1 Services or any bonds or debt issued for CFD No. 2023-1. The Property Owner acknowledges that the City has informed the Property Owner that it is relying on, and would not proceed with, the formation of CFD No. 2023-1 without receiving, such waivers, acknowledgements, consents and agreements in initiating formation of CFD 2023-1.

7. Request for Proceedings for CFD No. 2017-1. The City Council previously conducted proceedings under the Act to form CFD No. 2017-1 and authorize the levy of a special tax (the “**CFD No. 2017-1 Special Tax**”) on the taxable properties in CFD No. 2017-1, including the Property. The Property Owner hereby asks the City to cease levying the CFD No. 2017-1 Special Tax on the Property and extinguish the related lien upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1. More specifically, the Property Owner hereby requests the City Council to do the following:

- a. Adopt a resolution determining that the CFD No. 2017-1 Special Tax shall not be levied on the Property upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1.
- b. Upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1, cause the City Clerk to record in the real property records of the County of Alameda a Notice of Cessation of Special Tax that complies with the requirements of Section 53330.5 of the Act.

8. Deposits. Compliance with the provisions of subsection (d) of Section 53318 of the Act has been accomplished by a deposit of funds by the Property Owner with the City, made not

# ATTACHMENT F

later than the date of submission of this petition to the City Clerk, pursuant to a Deposit and Reimbursement Agreement, between the City and the Property Owner, to pay the estimated costs to be incurred by the City in conducting proceedings for establishment of CFD No. 2023-1 and discharging the lien of the CFD No. 2017-1 Special Taxes on the Property.

9. Counterparts. This Petition may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

By executing this Petition, the persons below agree to all of the above.

The property that is the subject of this Petition is identified on Exhibit C

The name of the owner of record of such property and the petitioner and its mailing address is:

CV OW PARCEL J OWNER, LLC,  
a Delaware limited liability company

By:  \_\_\_\_\_

Name: Damian Gancman

Title: CFO

Mailing Address:

1901 Avenue of the Stars, Suite 1950  
Attention: Damian Gancman  
Telephone: 310-566-8700  
Email: dgancman@cityview.com

# ATTACHMENT F

## EXHIBIT A

### PROPOSED DESCRIPTION OF FACILITIES AND SERVICES TO BE FINANCED BY CFD No. 2023-1

#### City of Oakland Community Facilities District No. 2023-1 (Brooklyn Basin Facilities and Services)

#### AUTHORIZED FACILITIES

It is intended that CFD No. 2023-1 will be authorized to finance all or a portion of the costs of acquisition, construction, and improvement of facilities permitted under the Mello-Roos Community Facilities Act of 1982 that are required as conditions of development of the property within CFD No. 2023-1 and that will be owned and operated by the City or any other public agency (which may include the Port of Oakland) or utility identified by the City (subject to compliance with the Act), including, but not limited to, the following:

#### Phase II Improvements

Park and park and open space improvements consisting of the following improvements:

Completion of Phase II Township Commons Park (formerly referred to as Shoreline Park), initial phase of Clinton Basin Boardwalk, and Brooklyn Plaza (formerly referred to as Gateway Park) open space improvements. Improvements consist of removal of the existing wharf structure, landscape improvements (hardscape and landscaping), construction of a pile supported promenade improvement, installation of bike paths, pedestrian walkways, bay trail connections, park furnishings and shoreline improvements.

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# ATTACHMENT F

4th Avenue Improvements – construction of wet and dry utilities, construction of street improvements, sidewalks and landscape improvements.

Facilities Special Taxes may be collected and set-aside in designated funds and collected over several years (i.e., reserves), and used to fund facilities authorized to be financed by CFD No. 2023-1.

## **AUTHORIZED SERVICES**

Special Taxes collected in CFD No. 2023-1 may finance, in whole or in part, the following services (“services” shall have the meaning given that term in the Mello-Roos Community Facilities Act of 1982):

The full cost of all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within the areas shown on Attachment 1 attached hereto and incorporated herein. More specifically, the services may include, but are not limited to:

- (i) maintenance, repair, and replacement of parks and landscaping in public areas and in the public right of way along public streets, , including, but not limited to, irrigation, tree trimming, mowing, hardscape, sidewalk, trails including the reconstructed trestle structure within Township Commons park and related maintenance of equipment specific to the Brooklyn Basin facilities, and vegetation maintenance and control;
- (ii) solely with respect to that portion of Embarcadero located adjacent to Brooklyn Basin: maintenance of the landscaping on Embarcadero (trees, palms and shrubs) and reserves for the replacement of landscaping, maintenance of the sidewalk (on the south side of Embarcadero), maintenance and reserves for irrigation and utility costs incurred for controller operations and irrigation
- (iii) operation and maintenance of street lights, street furniture, and other appurtenances;
- (iv) maintenance and operations of storm water treatment/protection services ("stormwater services"), including, but not limited to, the operation and maintenance, repair, and replacement of storm drainage systems that are necessary for the City to comply with the stormwater management and treatment requirements imposed by the City and the Municipal Regional Stormwater Permit (issued by the San Francisco Bay Regional Water Quality Control Board), and the CEQA mitigation requirements for the Updated Brooklyn Basin Project. These stormwater services shall be performed for all pump stations and gravity conveyance storm drainage improvements that are located within or downstream of any pump station and any bioretention/stormwater treatment basin, including the applicable drainage inlets, pipes, and stormwater outfall structures that discharge stormwater to the San Francisco Bay (stormwater protection services expressly exclude the operation, maintenance, repair and replacement of all

# ATTACHMENT F

other gravity conveyance stormwater improvements located within the Updated Brooklyn Basin Project);

- (v) maintenance of a small watercraft launch/water taxi dock improvement;
- (vi) shared maintenance costs of public restrooms located within the 9th Avenue Terminal Shed Building;
- (vii) annual inspection and reporting obligations associated with the parks, open space areas, public rights-of-way and ground water monitoring wells as required by the applicable operations and maintenance plan; and
- (viii) any other public services authorized to be funded under California Government Code Section 53313 that are also stipulated as maintenance obligations pursuant to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Updated Brooklyn Basin Project and recorded against all of the real property covered thereby (as amended and assigned, the “Development Agreement”), by and between the City of Oakland, as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company, as successor by assignment from Oakland Harbor Partners, LLC.

Maintenance as used herein includes replacement and the creation and funding of a reserve fund to pay for a replacement of such facilities. The Services Special Taxes shall only fund authorized Services to the extent that they are in addition to those provided to land within CFD No. 2023-1 prior to the creation of CFD No. 2023-1.

## **ADMINISTRATIVE AND INCIDENTAL EXPENSES**

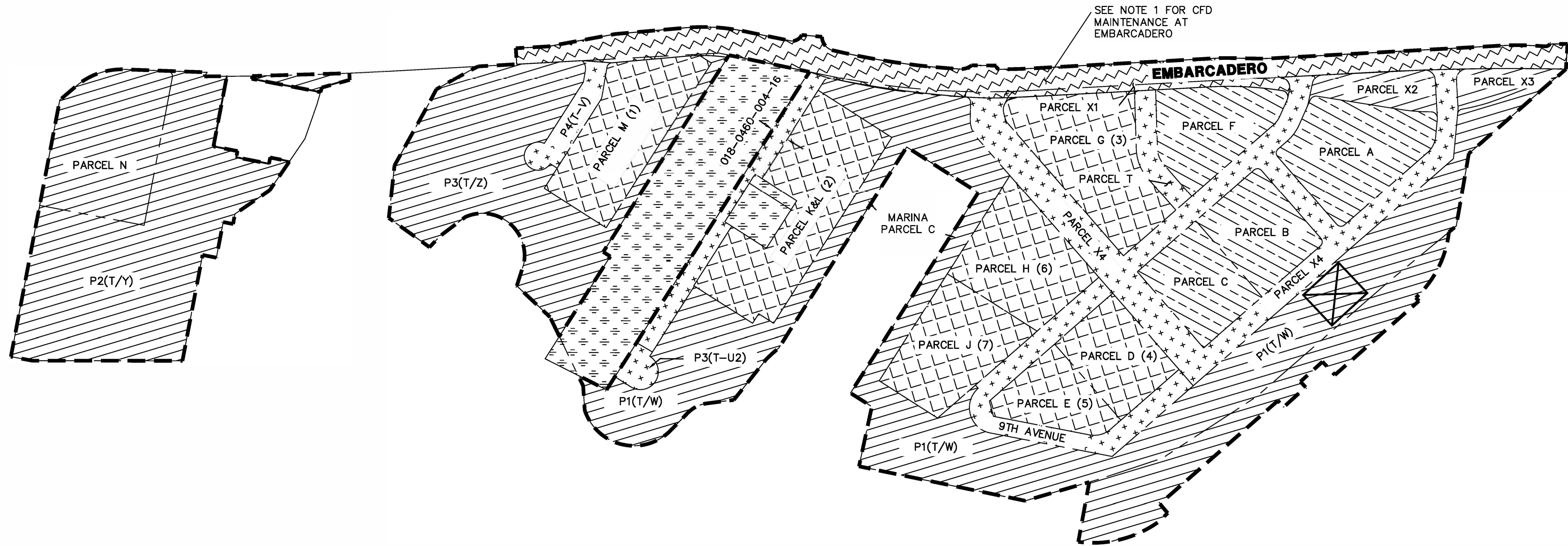
CFD No. 2023-1 may also finance any of the following:

1. Bond 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 CFD 2023-1 and the Bonds.
3. Reimbursement of costs related to the formation of CFD No. 2023-1 advanced by the City, the landowner(s) in CFD No. 2023-1, or any party related to any of the foregoing, as well as reimbursement of any costs advanced by the City, the landowner(s) in CFD No. 2023-1 or any party related to any of the foregoing, for facilities, fees or other purposes or costs of CFD No. 2023-1.
4. All “costs” and “incidental expenses” related to the eligible facilities as those terms are defined in the Act.

# ATTACHMENT F

Special Taxes may be collected and set-aside in designated funds and collected over several years and used to fund facilities or services authorized to be financed by CFD No. 2023-1.


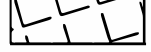
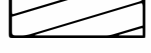
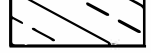
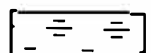
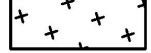


MAP OF AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES),  
CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1:

- (1) 018-0430-001-14 - PARCEL M
- (2) 018-0460-004-11 - PARCELS K&L
- (2) 018-0465-002-30 - PARCEL G
- (3) 018-0465-015-00 - PARCEL D
- (4) 018-0465-016-00 - PARCEL E
- (5) 018-0465-017-00 - PARCEL H
- (6) 018-0465-018-00 - PARCEL J

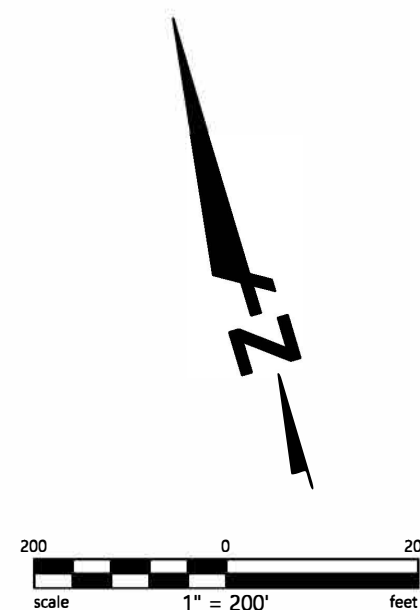
LINETYPES & SYMBOLS

-  CFD 2023-1 BOUNDARY
-  TAXABLE PROPERTIES WITHIN CFD 2023-1
-  AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CFD 2023-1
-  ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2023-1 BOUNDARY OR SERVICES AREAS
-  PUBLIC STREETS MAINTENANCE AND RESERVES LIMITED TO LANDSCAPE IMPROVEMENTS, IRRIGATION IMPROVEMENTS, SIDEWALKS, STREETLIGHTS, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION
-  DEPICTS GENERAL AREA OF 9TH AVENUE TERMINAL SHED BUILDING SOLELY FOR PURPOSES OF INDICATING THAT PUBLIC RESTROOMS WITHIN THE BUILDING ARE WITHIN THE SERVICES AREA OF CFD 2023-1
-  EMBARCADERO SERVICE AREA. SEE MAINTENANCE NOTE 1 BELOW

MAINTENANCE NOTE:

1. TO THE EXTENT CONSISTENT WITH THE DESCRIPTION OF AUTHORIZED SERVICES IN THE CFD 2023-1 PROCEEDINGS, CFD MAINTENANCE ON EMBARCADERO INCLUDES ALL OF THE LANDSCAPING ON EMBARCADERO (TREES, PALMS AND SHRUBS) AND RESERVES FOR THE REPLACEMENT OF LANDSCAPING, MAINTENANCE OF THE SIDEWALK (ON THE SOUTH SIDE OF EMBARCADERO), MAINTENANCE, RESERVES FOR IRRIGATION, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION.

BOUNDARY NOTE:  
REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.



# ATTACHMENT F

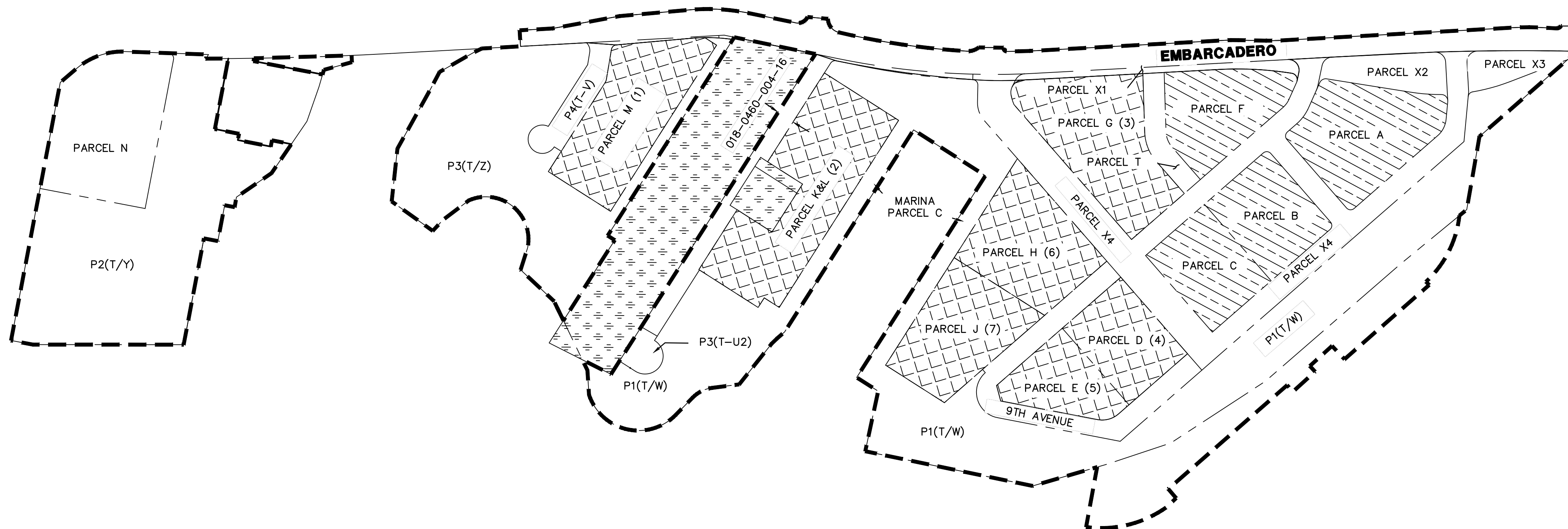
## EXHIBIT B

### PROPOSED BOUNDARY MAP

City of Oakland  
Community Facilities District No. 2023-1  
(Brooklyn Basin Facilities and Services)





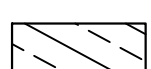
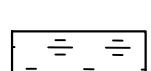
PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1:

- (1) 018-0430-001-14 - PARCEL M
- (2) 018-0460-004-11 - PARCELS K&L
- (2) 018-0465-002-30 - PARCEL G
- (3) 018-0465-015-00 - PARCEL D
- (4) 018-0465-016-00 - PARCEL E
- (5) 018-0465-017-00 - PARCEL H
- (6) 018-0465-018-00 - PARCEL J

LINETYPES & SYMBOLS

-  CFD 2023-1 BOUNDARY
-  TAXABLE PROPERTIES WITHIN CFD 2023-1
-  TAXABLE PROPERTIES WITHIN CFD 2017-1 (FOR REFERENCE ONLY)
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2023-1 BOUNDARY OR SERVICES AREAS

FILED IN THE OFFICE OF THE CITY CLERK OF THE CITY OF OAKLAND THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_.

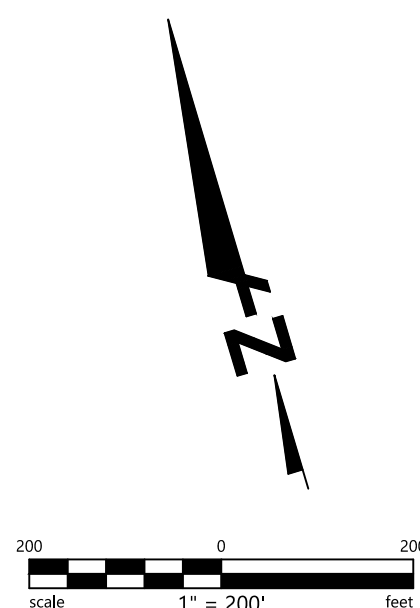
\_\_\_\_\_  
CITY CLERK

I HEREBY CERTIFY THAT THE WITHIN MAP SHOWING PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS APPROVED BY THE CITY COUNCIL OF THE CITY OF OAKLAND AT A MEETING THEREOF, HELD ON THE \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_ BY ITS RESOLUTION NO. \_\_\_\_\_.

\_\_\_\_\_  
CITY CLERK

FILED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_, AT THE HOUR OF \_\_\_\_\_ O'CLOCK \_\_M., IN BOOK \_\_\_\_ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE \_\_\_\_ IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF ALAMEDA, STATE OF CALIFORNIA.

\_\_\_\_\_  
COUNTY RECORDER, COUNTY OF ALAMEDA



BOUNDARY NOTE:  
REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.

# ATTACHMENT F

## EXHIBIT C LIST OF PARCELS

| APN             | Acreage    |
|-----------------|------------|
| 018-0465-018-00 | 2.04 acres |
|                 |            |

# ATTACHMENT F

**PETITION TO CREATE A NEW  
COMMUNITY FACILITIES DISTRICT,  
CEASE LEVYING A SPECIAL TAX FOR AN EXISTING COMMUNITY FACILITIES DISTRICT  
AND EXTINGUISH THE RELATED LIEN,  
AND RELATED WAIVERS AND CONSENTS**

June 28, 2023

City Council of the  
City of Oakland  
1 Frank H Ogawa Plaza  
Oakland, California 94612

Members of the Council:

This petition (the “**Petition**”) is submitted to the City Council of the City of Oakland (the “**City**”) under the Mello-Roos Community Facilities Act of 1982 (Section 53311 and following of the California Government Code) (the “**Act**”).

The Property Owner (as defined below) is petitioning the City Council to create a new CFD No. 2023-1 (as defined below) and to include the Property (as defined below) in CFD No. 2023-1

Because the Property will be subject to the Facilities Special Tax and the Services Special Tax (as defined below) levied in CFD No. 2023-1, the Property Owner is also petitioning the City Council to adopt a resolution determining that the CFD No. 2017-1 Special Tax (as defined below) shall not be levied on the Property and the related lien on the Property shall be extinguished.

The City approved a development now known as Brooklyn Basin Project (and formerly known as the Oak-to-Ninth Avenue Mixed Use Development) on approximately 64.2 acres of land area (and 7.95 acres of water surface area) along the Oakland Estuary, which included up to 3,100 residential units, up to 200,000 square feet of commercial space, a minimum of 3,534 parking spaces, approximately 31 acres of open space, two renovated marinas, as well as shoreline improvements, new roads, and other infrastructure and improvement (the “**Brooklyn Basin Project**”).

The City, as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company (“Developer”), as successor by assignment from Oakland Harbor Partners, LLC, are parties to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Brooklyn Basin Project (as amended and assigned, the “**Development Agreement**”).

The Development Agreement required the formation of a community facilities district for the Brooklyn Basin Project. In accordance with the Development Agreement, the City Council established City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (“**CFD No. 2017-1**”) pursuant to Resolution No. 86960 C.M.S. to provide funds to maintain

# ATTACHMENT F

certain public parks and other public improvements, which includes all of the taxable property that will be developed as the Brooklyn Basin Project, including Phases I-IV.

On May 16, 2023 the City Council adopted Ordinance No. 13789 C.M.S., which approved a Third Amendment to the Development Agreement, which together with the related additional entitlements approved by the City Council, permits the development of an additional six hundred (600) residential units within the Brooklyn Basin Project.

Section 4.13 of the Development Agreement permits the Developer to request the City to use any public financing method available for the Brooklyn Basin Project.

1. Petitioners. This Petition is submitted pursuant to the Act to the City by the owner (the “**Property Owner**”) of 100% of the fee simple interest in the real property identified in Exhibit C attached hereto (the “**Property**”). The Property Owner warrants to the City with respect to the Property that the signatories are authorized to execute this Petition and that the submission of this Petition and participation in the City’s proceedings under the Act will not constitute a violation or event of default under any existing financing arrangement in any way affecting the Property Owner and such Property, including any “due-on-encumbrance” clauses under any existing deeds of trust secured by the Property.

2. Request to Institute Proceedings for a New Community Facilities District. The City Council is hereby requested to do all of the following:

- a. Undertake proceedings under the Act to create a new community facilities district to be designated “City of Oakland Community Facilities District No. 2023-1 (Brooklyn Basin Facilities and Services)” ( “**CFD No. 2023-1**”), which CFD No. 2023-1 shall initially include the Property.
- b. Conduct a landowner-voter election in accordance with the Act to obtain authorization (i) to levy a special tax for facilities (the “Facilities Special Tax”) and a special tax for services (the “Services Special Tax”) on the non-exempt property located within CFD No. 2023-1; (ii) to authorize the issue of special tax bonds and other debt for CFD No. 2023-1, all as shall be more fully established during the course of the requested legal proceedings for establishment of CFD No. 2023-1; and (iii) to establish an appropriations limit for CFD No. 2023-1.
- c. Conduct proceedings for the items described in (a) and (b) above.

3. Boundaries of CFD No. 2023-1. The Property Owner hereby asks that the territory within the boundaries of CFD No. 2023-1 be as shown on the map attached hereto as Exhibit B, which includes the Property and encompasses a portion of Phase I and all of Phases II-IV of the Brooklyn Basin Project.

4. Purpose of CFD No. 2023-1. CFD No. 2023-1 shall be created for the purpose of financing the facilities (the “**Authorized CFD No. 2023-1 Improvements**”) and the public services (the “**Authorized CFD No. 2023-1 Services**”) described in Exhibit A attached hereto and incorporated herein by reference. The City Council will be authorized, on behalf of CFD No. 2023-1, to issue special tax bonds and other debt (as defined in the Act) in one or more series to finance the Authorized CFD No. 2023-1 Improvements and the related incidental expenses of the proceedings and bond financing.

# ATTACHMENT F

5. Elections for CFD No. 2023-1. The Property Owner hereby asks that the special election to be held under the Act to authorize the special taxes and the issuance of the bonds and other debt and to establish an appropriations limit for CFD No. 2023-1 be consolidated into a single election and that the election be conducted by the City and its officials, using mailed or hand-delivered ballots, and that such ballots be opened and canvassed and the results certified at the same meeting of the City Council as the public hearings on CFD No. 2023-1 under the Act or as soon thereafter as possible.

6. Waivers for CFD No. 2023-1. To expedite the completion of the proceedings for CFD No. 2023-1, all notices of hearings and all notices of election, applicable waiting periods under the Act for the election and all ballot analyses and arguments for the election are hereby waived. The Property Owner also waives any requirement as to the specific form of the ballot to be used for the election, whether under the Act, the California Elections Code or otherwise.

The Property Owner expressly acknowledges and consents to the public hearings for CFD No. 2023-1 being held on September 19, 2023 or such other date determined by the City Council, and acknowledges and agrees that, notwithstanding Section 53321(e) of the Act, holding such public hearings on a date that is more than 60 days after the City Council adopts a resolution of intention to establish CFD No. 2023-1 does not directly affect the jurisdiction of the City Council to order the installation of the Authorized CFD No. 2023-1 Facilities or the provision of the Authorized CFD No. 2023-1 Services, and shall not void or invalidate any proceedings related to CFD No. 2023-1, any levy of special taxes for the costs of such Authorized CFD No. 2023-1 Facilities or Authorized CFD No. 2023-1 Services or any bonds or debt issued for CFD No. 2023-1. The Property Owner acknowledges that the City has informed the Property Owner that it is relying on, and would not proceed with, the formation of CFD No. 2023-1 without receiving, such waivers, acknowledgements, consents and agreements in initiating formation of CFD 2023-1.

7. Request for Proceedings for CFD No. 2017-1. The City Council previously conducted proceedings under the Act to form CFD No. 2017-1 and authorize the levy of a special tax (the “**CFD No. 2017-1 Special Tax**”) on the taxable properties in CFD No. 2017-1, including the Property. The Property Owner hereby asks the City to cease levying the CFD No. 2017-1 Special Tax on the Property and extinguish the related lien upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1. More specifically, the Property Owner hereby requests the City Council to do the following:

- a. Adopt a resolution determining that the CFD No. 2017-1 Special Tax shall not be levied on the Property upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1.
- b. Upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1, cause the City Clerk to record in the real property records of the County of Alameda a Notice of Cessation of Special Tax that complies with the requirements of Section 53330.5 of the Act.

8. Deposits. Compliance with the provisions of subsection (d) of Section 53318 of the Act has been accomplished by a deposit of funds by the Property Owner with the City, made not

# ATTACHMENT F

later than the date of submission of this petition to the City Clerk, pursuant to a Deposit and Reimbursement Agreement, between the City and the Property Owner, to pay the estimated costs to be incurred by the City in conducting proceedings for establishment of CFD No. 2023-1 and discharging the lien of the CFD No. 2017-1 Special Taxes on the Property.

9. Counterparts. This Petition may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

By executing this Petition, the persons below agree to all of the above.

The property that is the subject of this Petition is identified on Exhibit C

The name of the owner of record of such property and the petitioner and its mailing address is:

ZARSION-OHP I, LLC,  
a California limited liability company

By:  \_\_\_\_\_

Name: Michael Ghielmetti

Title: Authorized Individual

Mailing Address:

2335 Broadway, Suite 200  
Attention: Michael Ghielmetti  
Telephone: (510) 251-9270  
Email: mghielmetti@signaturedevelopment.com

# ATTACHMENT F

## EXHIBIT A

### PROPOSED DESCRIPTION OF FACILITIES AND SERVICES TO BE FINANCED BY CFD No. 2023-1

#### City of Oakland Community Facilities District No. 2023-1 (Brooklyn Basin Facilities and Services)

#### AUTHORIZED FACILITIES

It is intended that CFD No. 2023-1 will be authorized to finance all or a portion of the costs of acquisition, construction, and improvement of facilities permitted under the Mello-Roos Community Facilities Act of 1982 that are required as conditions of development of the property within CFD No. 2023-1 and that will be owned and operated by the City or any other public agency (which may include the Port of Oakland) or utility identified by the City (subject to compliance with the Act), including, but not limited to, the following:

#### Phase II Improvements

Park and park and open space improvements consisting of the following improvements:

Completion of Phase II Township Commons Park (formerly referred to as Shoreline Park), initial phase of Clinton Basin Boardwalk, and Brooklyn Plaza (formerly referred to as Gateway Park) open space improvements. Improvements consist of removal of the existing wharf structure, landscape improvements (hardscape and landscaping), construction of a pile supported promenade improvement, installation of bike paths, pedestrian walkways, bay trail connections, park furnishings and shoreline improvements.

#### Phase III Improvements

Sii Tka Park (formerly referred to as South Park) Improvements – Construction of park and open space improvements consisting of landscaping (hardscape and landscape improvements), installation of bike paths, pedestrian walkways, bay trail connections, park furnishings, bioretention basin and shoreline improvements.

5th Avenue Improvements – Efforts include demolition of existing 5th Avenue improvements, installation of wet and dry utilities, re-construction of 5th Avenue surface improvements including sidewalks and landscape improvements.

#### Phase IV Improvements

Mayhew Park (formerly referred to as Channel Park) Improvements – Construction of park and open space improvements consisting of landscaping (hardscape and landscape) installation of bike paths, pedestrian walkways, bay trail connections, park furnishings, bioretention basin and shoreline improvements.

# ATTACHMENT F

4th Avenue Improvements – construction of wet and dry utilities, construction of street improvements, sidewalks and landscape improvements.

Facilities Special Taxes may be collected and set-aside in designated funds and collected over several years (i.e., reserves), and used to fund facilities authorized to be financed by CFD No. 2023-1.

## **AUTHORIZED SERVICES**

Special Taxes collected in CFD No. 2023-1 may finance, in whole or in part, the following services (“services” shall have the meaning given that term in the Mello-Roos Community Facilities Act of 1982):

The full cost of all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within the areas shown on Attachment 1 attached hereto and incorporated herein. More specifically, the services may include, but are not limited to:

- (i) maintenance, repair, and replacement of parks and landscaping in public areas and in the public right of way along public streets, , including, but not limited to, irrigation, tree trimming, mowing, hardscape, sidewalk, trails including the reconstructed trestle structure within Township Commons park and related maintenance of equipment specific to the Brooklyn Basin facilities, and vegetation maintenance and control;
- (ii) solely with respect to that portion of Embarcadero located adjacent to Brooklyn Basin: maintenance of the landscaping on Embarcadero (trees, palms and shrubs) and reserves for the replacement of landscaping, maintenance of the sidewalk (on the south side of Embarcadero), maintenance and reserves for irrigation and utility costs incurred for controller operations and irrigation
- (iii) operation and maintenance of street lights, street furniture, and other appurtenances;
- (iv) maintenance and operations of storm water treatment/protection services ("stormwater services"), including, but not limited to, the operation and maintenance, repair, and replacement of storm drainage systems that are necessary for the City to comply with the stormwater management and treatment requirements imposed by the City and the Municipal Regional Stormwater Permit (issued by the San Francisco Bay Regional Water Quality Control Board), and the CEQA mitigation requirements for the Updated Brooklyn Basin Project. These stormwater services shall be performed for all pump stations and gravity conveyance storm drainage improvements that are located within or downstream of any pump station and any bioretention/stormwater treatment basin, including the applicable drainage inlets, pipes, and stormwater outfall structures that discharge stormwater to the San Francisco Bay (stormwater protection services expressly exclude the operation, maintenance, repair and replacement of all



# ATTACHMENT F

other gravity conveyance stormwater improvements located within the Updated Brooklyn Basin Project);

- (v) maintenance of a small watercraft launch/water taxi dock improvement;
- (vi) shared maintenance costs of public restrooms located within the 9th Avenue Terminal Shed Building;
- (vii) annual inspection and reporting obligations associated with the parks, open space areas, public rights-of-way and ground water monitoring wells as required by the applicable operations and maintenance plan; and
- (viii) any other public services authorized to be funded under California Government Code Section 53313 that are also stipulated as maintenance obligations pursuant to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Updated Brooklyn Basin Project and recorded against all of the real property covered thereby (as amended and assigned, the “Development Agreement”), by and between the City of Oakland, as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company, as successor by assignment from Oakland Harbor Partners, LLC.

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## **ADMINISTRATIVE AND INCIDENTAL EXPENSES**

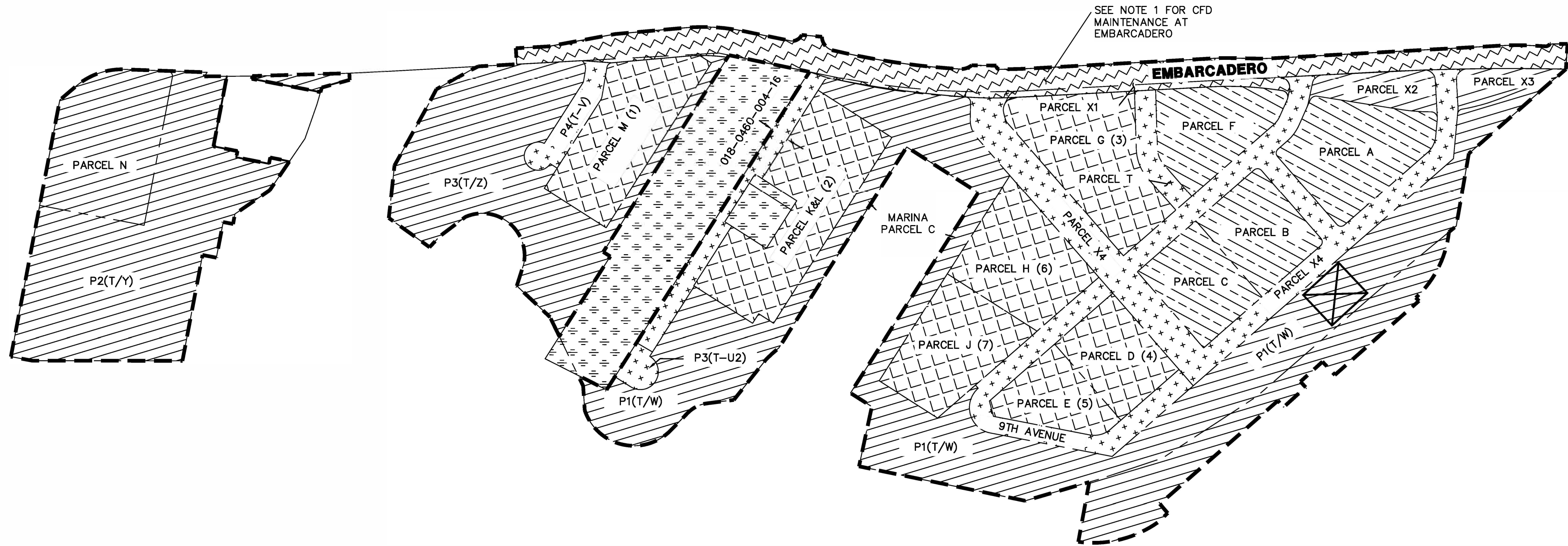
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2. Administrative fees of the City and the bond trustee or fiscal agent related to CFD 2023-1 and the Bonds.
3. Reimbursement of costs related to the formation of CFD No. 2023-1 advanced by the City, the landowner(s) in CFD No. 2023-1, or any party related to any of the foregoing, as well as reimbursement of any costs advanced by the City, the landowner(s) in CFD No. 2023-1 or any party related to any of the foregoing, for facilities, fees or other purposes or costs of CFD No. 2023-1.
4. All “costs” and “incidental expenses” related to the eligible facilities as those terms are defined in the Act.

# ATTACHMENT F

Special Taxes may be collected and set-aside in designated funds and collected over several years and used to fund facilities or services authorized to be financed by CFD No. 2023-1.

MAP OF AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES),  
CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1:

- (1) 018-0430-001-14 - PARCEL M
- (2) 018-0460-004-11 - PARCELS K&L
- (2) 018-0465-002-30 - PARCEL G
- (3) 018-0465-015-00 - PARCEL D
- (4) 018-0465-016-00 - PARCEL E
- (5) 018-0465-017-00 - PARCEL H
- (6) 018-0465-018-00 - PARCEL J

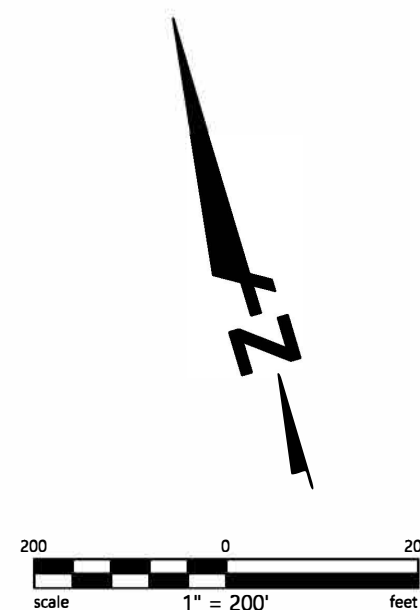
LINETYPES & SYMBOLS

- CFD 2023-1 BOUNDARY
- TAXABLE PROPERTIES WITHIN CFD 2023-1
- AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CFD 2023-1
- ORIGINAL TAXABLE PROPERTIES WITHIN CFD 2017-1
- PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2023-1 BOUNDARY OR SERVICES AREAS
- PUBLIC STREETS MAINTENANCE AND RESERVES LIMITED TO LANDSCAPE IMPROVEMENTS, IRRIGATION IMPROVEMENTS, SIDEWALKS, STREETLIGHTS, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION
- DEPICTS GENERAL AREA OF 9TH AVENUE TERMINAL SHED BUILDING SOLELY FOR PURPOSES OF INDICATING THAT PUBLIC RESTROOMS WITHIN THE BUILDING ARE WITHIN THE SERVICES AREA OF CFD 2023-1
- EMBARCADERO SERVICE AREA. SEE MAINTENANCE NOTE 1 BELOW

MAINTENANCE NOTE:

1. TO THE EXTENT CONSISTENT WITH THE DESCRIPTION OF AUTHORIZED SERVICES IN THE CFD 2023-1 PROCEEDINGS, CFD MAINTENANCE ON EMBARCADERO INCLUDES ALL OF THE LANDSCAPING ON EMBARCADERO (TREES, PALMS AND SHRUBS) AND RESERVES FOR THE REPLACEMENT OF LANDSCAPING, MAINTENANCE OF THE SIDEWALK (ON THE SOUTH SIDE OF EMBARCADERO), MAINTENANCE, RESERVES FOR IRRIGATION, AND UTILITY COSTS INCURRED FOR CONTROLLER OPERATIONS AND IRRIGATION.

BOUNDARY NOTE:  
REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.



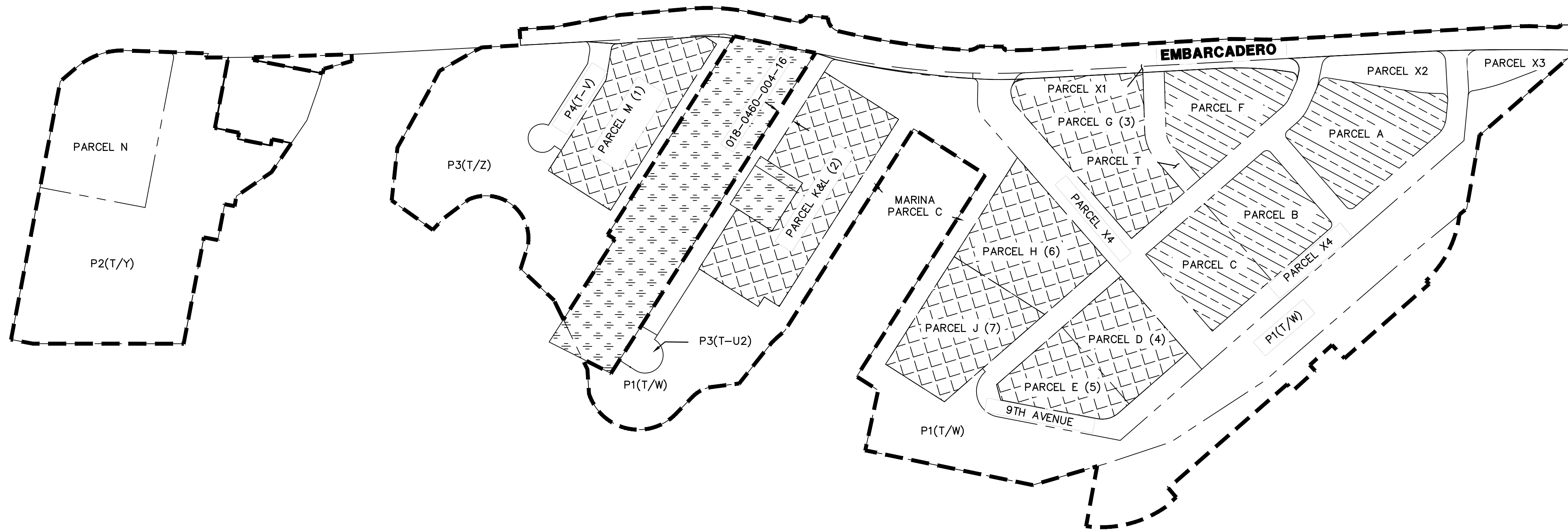
# ATTACHMENT F

## EXHIBIT B

### PROPOSED BOUNDARY MAP

City of Oakland  
Community Facilities District No. 2023-1  
(Brooklyn Basin Facilities and Services)




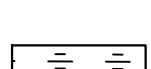
PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



TAXABLE PROPERTIES WITHIN OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1:

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LINETYPES & SYMBOLS

-  CFD 2023-1 BOUNDARY
-  TAXABLE PROPERTIES WITHIN CFD 2023-1
-  TAXABLE PROPERTIES WITHIN CFD 2017-1 (FOR REFERENCE ONLY)
-  PARCELS NOT INCLUDED IN BROOKLYN BASIN PROJECT, CFD 2023-1 BOUNDARY OR SERVICES AREAS

FILED IN THE OFFICE OF THE CITY CLERK OF THE CITY OF OAKLAND THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_.

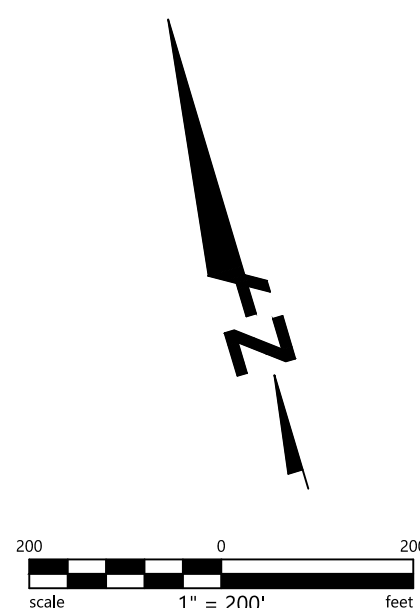
\_\_\_\_\_  
CITY CLERK

I HEREBY CERTIFY THAT THE WITHIN MAP SHOWING PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS APPROVED BY THE CITY COUNCIL OF THE CITY OF OAKLAND AT A MEETING THEREOF, HELD ON THE \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_ BY ITS RESOLUTION NO. \_\_\_\_\_.

\_\_\_\_\_  
CITY CLERK

FILED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_, AT THE HOUR OF \_\_\_\_\_ O'CLOCK \_\_M., IN BOOK \_\_\_\_ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE \_\_\_\_ IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF ALAMEDA, STATE OF CALIFORNIA.

\_\_\_\_\_  
COUNTY RECORDER, COUNTY OF ALAMEDA



BOUNDARY NOTE:  
REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.

# ATTACHMENT F

## EXHIBIT C

### LIST OF PARCELS

| <b>APN</b>      | <b>Acreage</b> |
|-----------------|----------------|
| 018-0460-004-11 | 3.28 acres     |

# ATTACHMENT F

**PETITION TO CREATE A NEW  
COMMUNITY FACILITIES DISTRICT,  
CEASE LEVYING A SPECIAL TAX FOR AN EXISTING COMMUNITY FACILITIES DISTRICT  
AND EXTINGUISH THE RELATED LIEN,  
AND RELATED WAIVERS AND CONSENTS**

June 28, 2023

City Council of the  
City of Oakland  
1 Frank H Ogawa Plaza  
Oakland, California 94612

Members of the Council:

This petition (the “**Petition**”) is submitted to the City Council of the City of Oakland (the “**City**”) under the Mello-Roos Community Facilities Act of 1982 (Section 53311 and following of the California Government Code) (the “**Act**”).

The Property Owner (as defined below) is petitioning the City Council to create a new CFD No. 2023-1 (as defined below) and to include the Property (as defined below) in CFD No. 2023-1

Because the Property will be subject to the Facilities Special Tax and the Services Special Tax (as defined below) levied in CFD No. 2023-1, the Property Owner is also petitioning the City Council to adopt a resolution determining that the CFD No. 2017-1 Special Tax (as defined below) shall not be levied on the Property and the related lien on the Property shall be extinguished.

The City approved a development now known as Brooklyn Basin Project (and formerly known as the Oak-to-Ninth Avenue Mixed Use Development) on approximately 64.2 acres of land area (and 7.95 acres of water surface area) along the Oakland Estuary, which included up to 3,100 residential units, up to 200,000 square feet of commercial space, a minimum of 3,534 parking spaces, approximately 31 acres of open space, two renovated marinas, as well as shoreline improvements, new roads, and other infrastructure and improvement (the “**Brooklyn Basin Project**”).

The City, as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company (“Developer”), as successor by assignment from Oakland Harbor Partners, LLC, are parties to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Brooklyn Basin Project (as amended and assigned, the “**Development Agreement**”).

The Development Agreement required the formation of a community facilities district for the Brooklyn Basin Project. In accordance with the Development Agreement, the City Council established City of Oakland Community Facilities District No. 2017-1 (Brooklyn Basin Public Services) (“**CFD No. 2017-1**”) pursuant to Resolution No. 86960 C.M.S. to provide funds to maintain

# ATTACHMENT F

certain public parks and other public improvements, which includes all of the taxable property that will be developed as the Brooklyn Basin Project, including Phases I-IV.

On May 16, 2023 the City Council adopted Ordinance No. 13789 C.M.S., which approved a Third Amendment to the Development Agreement, which together with the related additional entitlements approved by the City Council, permits the development of an additional six hundred (600) residential units within the Brooklyn Basin Project.

Section 4.13 of the Development Agreement permits the Developer to request the City to use any public financing method available for the Brooklyn Basin Project.

1. Petitioners. This Petition is submitted pursuant to the Act to the City by the owner (the “**Property Owner**”) of 100% of the fee simple interest in the real property identified in Exhibit C attached hereto (the “**Property**”). The Property Owner warrants to the City with respect to the Property that the signatories are authorized to execute this Petition and that the submission of this Petition and participation in the City’s proceedings under the Act will not constitute a violation or event of default under any existing financing arrangement in any way affecting the Property Owner and such Property, including any “due-on-encumbrance” clauses under any existing deeds of trust secured by the Property.

2. Request to Institute Proceedings for a New Community Facilities District. The City Council is hereby requested to do all of the following:

- a. Undertake proceedings under the Act to create a new community facilities district to be designated “City of Oakland Community Facilities District No. 2023-1 (Brooklyn Basin Facilities and Services)” ( “**CFD No. 2023-1**”), which CFD No. 2023-1 shall initially include the Property.
- b. Conduct a landowner-voter election in accordance with the Act to obtain authorization (i) to levy a special tax for facilities (the “Facilities Special Tax”) and a special tax for services (the “Services Special Tax”) on the non-exempt property located within CFD No. 2023-1; (ii) to authorize the issue of special tax bonds and other debt for CFD No. 2023-1, all as shall be more fully established during the course of the requested legal proceedings for establishment of CFD No. 2023-1; and (iii) to establish an appropriations limit for CFD No. 2023-1.
- c. Conduct proceedings for the items described in (a) and (b) above.

3. Boundaries of CFD No. 2023-1. The Property Owner hereby asks that the territory within the boundaries of CFD No. 2023-1 be as shown on the map attached hereto as Exhibit B, which includes the Property and encompasses a portion of Phase I and all of Phases II-IV of the Brooklyn Basin Project.

4. Purpose of CFD No. 2023-1. CFD No. 2023-1 shall be created for the purpose of financing the facilities (the “**Authorized CFD No. 2023-1 Improvements**”) and the public services (the “**Authorized CFD No. 2023-1 Services**”) described in Exhibit A attached hereto and incorporated herein by reference. The City Council will be authorized, on behalf of CFD No. 2023-1, to issue special tax bonds and other debt (as defined in the Act) in one or more series to finance the Authorized CFD No. 2023-1 Improvements and the related incidental expenses of the proceedings and bond financing.



# ATTACHMENT F

5. Elections for CFD No. 2023-1. The Property Owner hereby asks that the special election to be held under the Act to authorize the special taxes and the issuance of the bonds and other debt and to establish an appropriations limit for CFD No. 2023-1 be consolidated into a single election and that the election be conducted by the City and its officials, using mailed or hand-delivered ballots, and that such ballots be opened and canvassed and the results certified at the same meeting of the City Council as the public hearings on CFD No. 2023-1 under the Act or as soon thereafter as possible.

6. Waivers for CFD No. 2023-1. To expedite the completion of the proceedings for CFD No. 2023-1, all notices of hearings and all notices of election, applicable waiting periods under the Act for the election and all ballot analyses and arguments for the election are hereby waived. The Property Owner also waives any requirement as to the specific form of the ballot to be used for the election, whether under the Act, the California Elections Code or otherwise.

The Property Owner expressly acknowledges and consents to the public hearings for CFD No. 2023-1 being held on September 19, 2023 or such other date determined by the City Council, and acknowledges and agrees that, notwithstanding Section 53321(e) of the Act, holding such public hearings on a date that is more than 60 days after the City Council adopts a resolution of intention to establish CFD No. 2023-1 does not directly affect the jurisdiction of the City Council to order the installation of the Authorized CFD No. 2023-1 Facilities or the provision of the Authorized CFD No. 2023-1 Services, and shall not void or invalidate any proceedings related to CFD No. 2023-1, any levy of special taxes for the costs of such Authorized CFD No. 2023-1 Facilities or Authorized CFD No. 2023-1 Services or any bonds or debt issued for CFD No. 2023-1. The Property Owner acknowledges that the City has informed the Property Owner that it is relying on, and would not proceed with, the formation of CFD No. 2023-1 without receiving, such waivers, acknowledgements, consents and agreements in initiating formation of CFD 2023-1.

7. Request for Proceedings for CFD No. 2017-1. The City Council previously conducted proceedings under the Act to form CFD No. 2017-1 and authorize the levy of a special tax (the “**CFD No. 2017-1 Special Tax**”) on the taxable properties in CFD No. 2017-1, including the Property. The Property Owner hereby asks the City to cease levying the CFD No. 2017-1 Special Tax on the Property and extinguish the related lien upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1. More specifically, the Property Owner hereby requests the City Council to do the following:

- a. Adopt a resolution determining that the CFD No. 2017-1 Special Tax shall not be levied on the Property upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1.
- b. Upon completion of formation of CFD No. 2023-1 and recordation by the City Clerk of a notice of special tax lien for CFD No. 2023-1 that imposes a lien on the Property to secure payment of the special taxes to be levied in CFD No. 2023-1, cause the City Clerk to record in the real property records of the County of Alameda a Notice of Cessation of Special Tax that complies with the requirements of Section 53330.5 of the Act.

8. Deposits. Compliance with the provisions of subsection (d) of Section 53318 of the Act has been accomplished by a deposit of funds by the Property Owner with the City, made not

# ATTACHMENT F

later than the date of submission of this petition to the City Clerk, pursuant to a Deposit and Reimbursement Agreement, between the City and the Property Owner, to pay the estimated costs to be incurred by the City in conducting proceedings for establishment of CFD No. 2023-1 and discharging the lien of the CFD No. 2017-1 Special Taxes on the Property.

9. Counterparts. This Petition may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

By executing this Petition, the persons below agree to all of the above.

The property that is the subject of this Petition is identified on Exhibit C

The name of the owner of record of such property and the petitioner and its mailing address is:

ZARSION-OHP I, LLC,  
a California limited liability company

By:  \_\_\_\_\_

Name: Michael Ghielmetti

Title: Authorized Individual

Mailing Address:

2335 Broadway, Suite 200  
Attention: Michael Ghielmetti  
Telephone: (510) 251-9270  
Email: mghielmetti@signaturedevelopment.com

# ATTACHMENT F

## EXHIBIT A

### PROPOSED DESCRIPTION OF FACILITIES AND SERVICES TO BE FINANCED BY CFD No. 2023-1

#### City of Oakland Community Facilities District No. 2023-1 (Brooklyn Basin Facilities and Services)

#### AUTHORIZED FACILITIES

It is intended that CFD No. 2023-1 will be authorized to finance all or a portion of the costs of acquisition, construction, and improvement of facilities permitted under the Mello-Roos Community Facilities Act of 1982 that are required as conditions of development of the property within CFD No. 2023-1 and that will be owned and operated by the City or any other public agency (which may include the Port of Oakland) or utility identified by the City (subject to compliance with the Act), including, but not limited to, the following:

#### Phase II Improvements

Park and park and open space improvements consisting of the following improvements:

Completion of Phase II Township Commons Park (formerly referred to as Shoreline Park), initial phase of Clinton Basin Boardwalk, and Brooklyn Plaza (formerly referred to as Gateway Park) open space improvements. Improvements consist of removal of the existing wharf structure, landscape improvements (hardscape and landscaping), construction of a pile supported promenade improvement, installation of bike paths, pedestrian walkways, bay trail connections, park furnishings and shoreline improvements.

#### Phase III Improvements

Sii Tka Park (formerly referred to as South Park) Improvements – Construction of park and open space improvements consisting of landscaping (hardscape and landscape improvements), installation of bike paths, pedestrian walkways, bay trail connections, park furnishings, bioretention basin and shoreline improvements.

5th Avenue Improvements – Efforts include demolition of existing 5th Avenue improvements, installation of wet and dry utilities, re-construction of 5th Avenue surface improvements including sidewalks and landscape improvements.

#### Phase IV Improvements

Mayhew Park (formerly referred to as Channel Park) Improvements – Construction of park and open space improvements consisting of landscaping (hardscape and landscape) installation of bike paths, pedestrian walkways, bay trail connections, park furnishings, bioretention basin and shoreline improvements.

# ATTACHMENT F

4th Avenue Improvements – construction of wet and dry utilities, construction of street improvements, sidewalks and landscape improvements.

Facilities Special Taxes may be collected and set-aside in designated funds and collected over several years (i.e., reserves), and used to fund facilities authorized to be financed by CFD No. 2023-1.

## **AUTHORIZED SERVICES**

Special Taxes collected in CFD No. 2023-1 may finance, in whole or in part, the following services (“services” shall have the meaning given that term in the Mello-Roos Community Facilities Act of 1982):

The full cost of all direct and incidental costs related to providing public services and maintenance, operation, repair, or replacement of certain public infrastructure within the areas shown on Attachment 1 attached hereto and incorporated herein. More specifically, the services may include, but are not limited to:

- (i) maintenance, repair, and replacement of parks and landscaping in public areas and in the public right of way along public streets, , including, but not limited to, irrigation, tree trimming, mowing, hardscape, sidewalk, trails including the reconstructed trestle structure within Township Commons park and related maintenance of equipment specific to the Brooklyn Basin facilities, and vegetation maintenance and control;
- (ii) solely with respect to that portion of Embarcadero located adjacent to Brooklyn Basin: maintenance of the landscaping on Embarcadero (trees, palms and shrubs) and reserves for the replacement of landscaping, maintenance of the sidewalk (on the south side of Embarcadero), maintenance and reserves for irrigation and utility costs incurred for controller operations and irrigation
- (iii) operation and maintenance of street lights, street furniture, and other appurtenances;
- (iv) maintenance and operations of storm water treatment/protection services ("stormwater services"), including, but not limited to, the operation and maintenance, repair, and replacement of storm drainage systems that are necessary for the City to comply with the stormwater management and treatment requirements imposed by the City and the Municipal Regional Stormwater Permit (issued by the San Francisco Bay Regional Water Quality Control Board), and the CEQA mitigation requirements for the Updated Brooklyn Basin Project. These stormwater services shall be performed for all pump stations and gravity conveyance storm drainage improvements that are located within or downstream of any pump station and any bioretention/stormwater treatment basin, including the applicable drainage inlets, pipes, and stormwater outfall structures that discharge stormwater to the San Francisco Bay (stormwater protection services expressly exclude the operation, maintenance, repair and replacement of all

# ATTACHMENT F

other gravity conveyance stormwater improvements located within the Updated Brooklyn Basin Project);

- (v) maintenance of a small watercraft launch/water taxi dock improvement;
- (vi) shared maintenance costs of public restrooms located within the 9th Avenue Terminal Shed Building;
- (vii) annual inspection and reporting obligations associated with the parks, open space areas, public rights-of-way and ground water monitoring wells as required by the applicable operations and maintenance plan; and
- (viii) any other public services authorized to be funded under California Government Code Section 53313 that are also stipulated as maintenance obligations pursuant to that certain Development Agreement, dated August 24, 2006, approved by Ordinance No. 12760 C.M.S. adopted on July 18, 2006, related to development of the Updated Brooklyn Basin Project and recorded against all of the real property covered thereby (as amended and assigned, the “Development Agreement”), by and between the City of Oakland, as an original party and as successor to the Redevelopment Agency of the City of Oakland, and Zarsion-OHP I, LLC, a California limited liability company, as successor by assignment from Oakland Harbor Partners, LLC.

Maintenance as used herein includes replacement and the creation and funding of a reserve fund to pay for a replacement of such facilities. The Services Special Taxes shall only fund authorized Services to the extent that they are in addition to those provided to land within CFD No. 2023-1 prior to the creation of CFD No. 2023-1.

## **ADMINISTRATIVE AND INCIDENTAL EXPENSES**

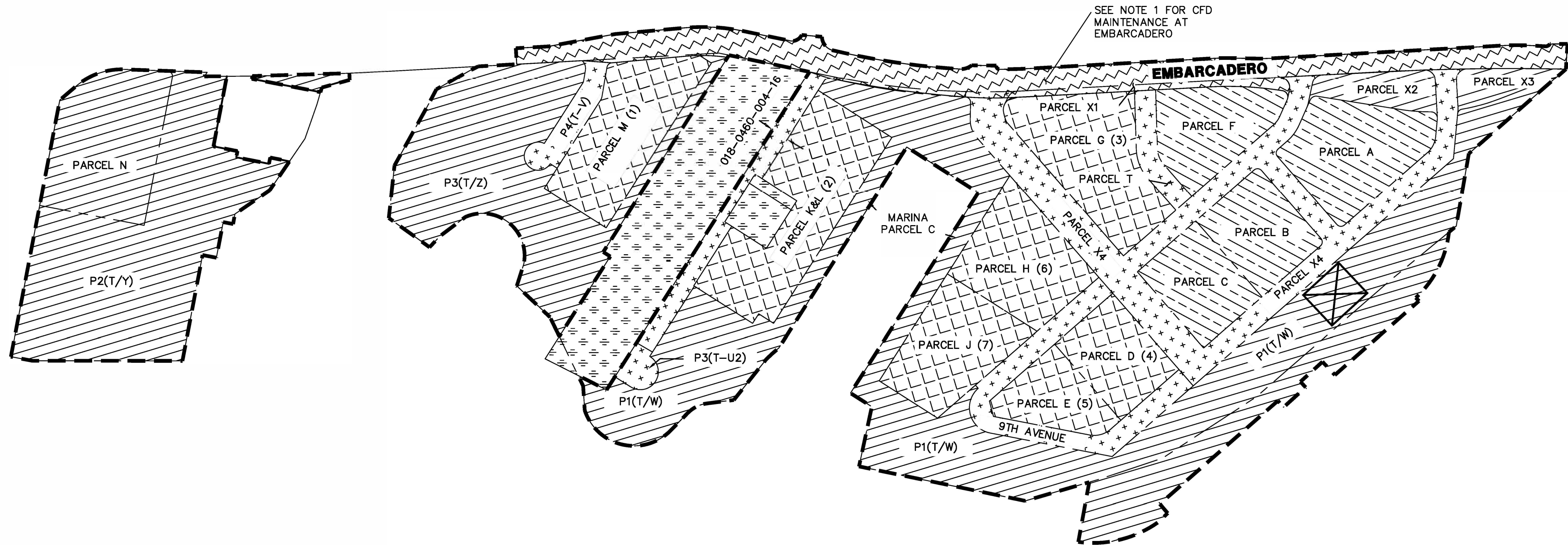
CFD No. 2023-1 may also finance any of the following:

1. Bond 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 CFD 2023-1 and the Bonds.
3. Reimbursement of costs related to the formation of CFD No. 2023-1 advanced by the City, the landowner(s) in CFD No. 2023-1, or any party related to any of the foregoing, as well as reimbursement of any costs advanced by the City, the landowner(s) in CFD No. 2023-1 or any party related to any of the foregoing, for facilities, fees or other purposes or costs of CFD No. 2023-1.
4. All “costs” and “incidental expenses” related to the eligible facilities as those terms are defined in the Act.

# ATTACHMENT F

Special Taxes may be collected and set-aside in designated funds and collected over several years and used to fund facilities or services authorized to be financed by CFD No. 2023-1.

MAP OF AREAS WHERE AUTHORIZED SERVICES ARE FINANCED BY CITY OF OAKLAND  
COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES),  
CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



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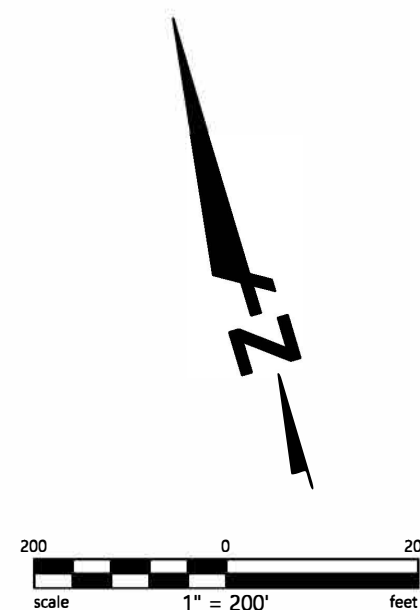
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MAINTENANCE NOTE:

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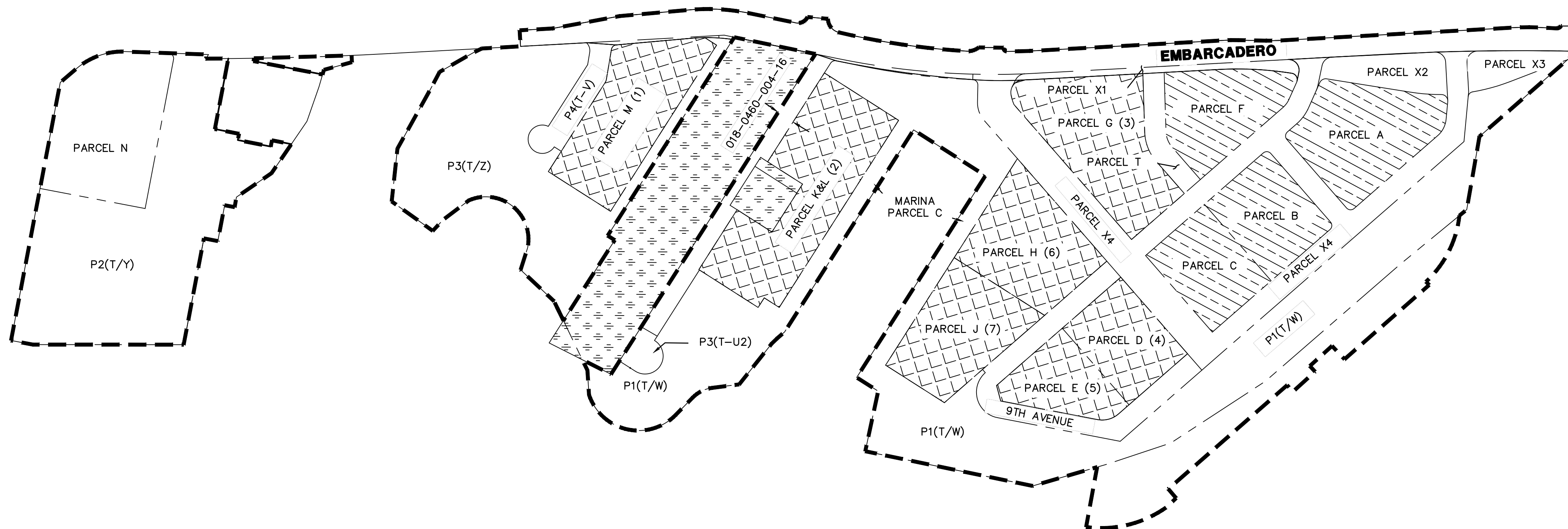
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### PROPOSED BOUNDARY MAP

City of Oakland  
Community Facilities District No. 2023-1  
(Brooklyn Basin Facilities and Services)





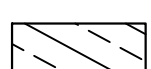
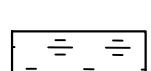
PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA



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FILED IN THE OFFICE OF THE CITY CLERK OF THE CITY OF OAKLAND THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_.

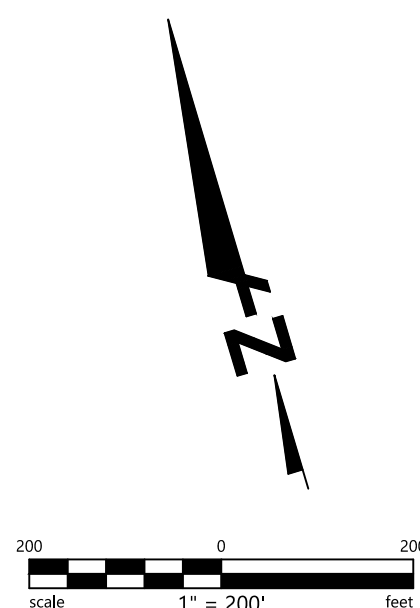
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CITY CLERK

I HEREBY CERTIFY THAT THE WITHIN MAP SHOWING PROPOSED BOUNDARIES OF CITY OF OAKLAND COMMUNITY FACILITIES DISTRICT NO. 2023-1 (BROOKLYN BASIN FACILITIES AND SERVICES), CITY OF OAKLAND, COUNTY OF ALAMEDA, STATE OF CALIFORNIA, WAS APPROVED BY THE CITY COUNCIL OF THE CITY OF OAKLAND AT A MEETING THEREOF, HELD ON THE \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_ BY ITS RESOLUTION NO. \_\_\_\_\_.

\_\_\_\_\_  
CITY CLERK

FILED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_, AT THE HOUR OF \_\_\_\_\_ O'CLOCK \_\_M., IN BOOK \_\_\_\_ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE \_\_\_\_ IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF ALAMEDA, STATE OF CALIFORNIA.

\_\_\_\_\_  
COUNTY RECORDER, COUNTY OF ALAMEDA



BOUNDARY NOTE:  
REFERENCE IS HEREBY MADE TO THE MAPS MAINTAINED BY THE ALAMEDA COUNTY ASSESSOR FOR AN EXACT DESCRIPTION OF THE LINES AND DIMENSIONS OF EACH LOT AND PARCEL.

# ATTACHMENT F

## EXHIBIT C LIST OF PARCELS

| APN             | Acreage    |
|-----------------|------------|
| 018-0430-001-14 | 2.46 acres |