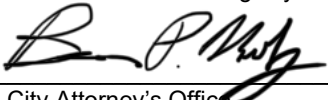


BY: 
City Attorney's Office

OAKLAND CITY COUNCIL

RESOLUTION NO. _____ C.M.S

A RESOLUTION OF THE CITY COUNCIL CALLING SPECIAL ELECTIONS FOR THREE IMPROVEMENT AREAS IN THE COMMUNITY FACILITIES DISTRICT FOR THE OAK KNOLL PROJECT, AND MAKING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT (CEQA)

WHEREAS, under the Mello-Roos Community Facilities Act of 1982, as amended (Act), Chapter 2.5 of Part 1 of Division 2 of Title 5, commencing at Section 53311, of the California Government Code, the Council is authorized to establish a community facilities district (CFD) and to act as the legislative body for a CFD; and

WHEREAS, on the date hereof, after holding noticed public hearings, the City Council adopted: (i) a resolution entitled “A Resolution of the City Council of Formation of a Community Facilities District, Three Improvement Areas and a Future Annexation Area to Finance Public Improvements and Public Services for the Oak Knoll Project, and Making Findings under the California Environmental Quality Act (CEQA)” (Resolution of Formation) and (ii) a resolution entitled “A Resolution of the City Council Determining the Necessity to Incur Bonded and Other Indebtedness for the Oak Knoll Project Community Facilities District, and Making Findings under the Environmental Quality Act (CEQA)” (Resolution Determining Necessity); and

WHEREAS, pursuant to the Resolution of Formation and the Act, the City Council established the “City of Oakland Community Facilities District No. 2021-1 (Oak Knoll Facilities and Services)”, the following three improvement areas in the CFD (Improvement Areas) and a future annexation area for the CFD (Future Annexation Area), for the purpose of financing certain public improvements (Facilities) and public services (Services) described in the Resolution of Formation:

(i) “Improvement Area No. 1 of the City of Oakland Community Facilities District No. 2021-1 (Oak Knoll Facilities and Services)” (Improvement Area No. 1).

(ii) “Improvement Area No. 2 of the City of Oakland Community Facilities District No. 2021-1 (Oak Knoll Facilities and Services)” (Improvement Area No. 2).

(iii) “Improvement Area No. 3 of the City of Oakland Community Facilities District No. 2021-1 (Oak Knoll Facilities and Services)” (Improvement Area No. 3); and

WHEREAS, pursuant to the Resolution of Formation and the Act, the City Council further authorized the levy of special taxes (Special Taxes) on property within each Improvement Area according to the rate and method of apportionment (each, a Rate and Method; together, the Rate and Methods) for each Improvement Area shown in the following exhibits to the Resolution of Formation:

(i) Exhibit B-1: Rate, Method of Apportionment, and Manner of Collection of Special Tax (Facilities Special Tax) for Improvement Area No. 1.

(ii) Exhibit B-2: Rate, Method of Apportionment, and Manner of Collection of Special Tax (Facilities Special Tax) for Improvement Area No. 2.

(iii) Exhibit B-3: Rate, Method of Apportionment, and Manner of Collection of Special Tax (Facilities Special Tax) for Improvement Area No. 3.

(iv) Exhibit B-4: Rate, Method of Apportionment, and Manner of Collection of Special Tax (Services Special Tax) for all of the Improvement Areas; and

WHEREAS, pursuant to the Resolution of Formation and the Act, the City Council further preliminarily established an appropriations limit for the CFD; and

WHEREAS, in the Resolution Determining Necessity, the City Council determined the necessity to incur bonded indebtedness in the maximum aggregate principal amounts set forth below for each Improvement Area upon the security of the Special Taxes to be levied within the applicable Improvement Area pursuant to the Act:

- (a) Improvement Area No. 1: \$45,000,000
- (b) Improvement Area No. 2: \$50,000,000
- (c) Improvement Area No. 3: \$55,000,000; and

WHEREAS, in the Resolution Determining Necessity, the City Council also determined the necessity to incur other debt as defined in the Act; and

WHEREAS, under the Resolution of Formation and the Resolution Determining Necessity, the propositions of the levy of the Special Taxes according to the Rate and Methods, the establishment of the appropriations limit, and the incurring of the bonded indebtedness and other debt shall be submitted to the qualified electors of the Improvement Areas as required by the provisions of the Act;

WHEREAS, the CFD consists of an approximately 183-acre site at the former Oak Knoll Naval Medical Center that is entitled for development of 918 residential units, more than 84 acres of parks and open space and more than 72,000 square feet of neighborhood serving commercial space (Project); and

WHEREAS, Staff made findings under the California Environmental Quality Act (CEQA) that: (1) no supplemental or subsequent environmental review is required for the Project pursuant to CEQA Guidelines sections 15162 and 15163 because the formation of the CFD carries out the requirements of the Project and (2) the formation of the CFD is also exempt under CEQA Guidelines sections 15183, 15301, and 15308; now, therefore, be it

RESOLVED: That with respect to each Improvement Area, pursuant to Sections 53326, 53351 and 53325.7 of the Act, the issues of the levy of the Special Taxes, the incurring of bonded indebtedness and other debt, and the establishment of the appropriations limit shall be submitted to the qualified electors (as defined below) of the Improvement Area at an election called therefor as provided below; and be it

FURTHER RESOLVED: That with respect to each Improvement Area, the City Council hereby finds that fewer than 12 persons have been registered to vote within the territory of such Improvement Area for each of the 90 days preceding the close of the public hearings heretofore conducted and concluded by the City Council for the purposes of these proceedings. Accordingly, with respect to each Improvement Area, and pursuant to Section 53326 of the Act, the City Council finds that, for these proceedings, the qualified electors are the landowners within such Improvement Area, and that the vote shall be by such landowners or their authorized representatives, each having one vote for each acre or portion thereof such landowner owns in such Improvement Area; and be it

FURTHER RESOLVED: That with respect to each Improvement Area, the City Council hereby calls a special election to consider the measures described in section 1 above, which election shall be held on the date hereof, and the results thereof canvassed at the meeting of the City Council immediately thereafter. The City Clerk is hereby designated as the official to conduct the elections and to receive all ballots until 1:30 p.m. on the election date. With respect to each Improvement Area, it is hereby acknowledged that the City Clerk has on file the Resolution of Formation, a certified map of the boundaries of such Improvement Area, and a sufficient description to allow the City Clerk to determine the qualified electors of such Improvement Area. Pursuant to Sections 53326(d) and 53327 of the Act, the election shall be conducted by messenger or mail-delivered ballot pursuant to Section 4000 et seq. of the California Elections Code. The City Council hereby finds and determines that the City Clerk has concurred in the holding of the election less than 125 days following adoption of this Resolution; and be it

FURTHER RESOLVED: That as authorized by Section 53353.5 of the Act, the three propositions described in section 1 above shall be combined into a single ballot measure, the form of which is attached hereto as Exhibit "A" and by this reference incorporated herein and the form of ballot is hereby approved. The City Clerk is hereby authorized and directed to cause a ballot, in substantially the form of Exhibit "A," to be delivered to each of the qualified electors of the Improvement Areas. Each ballot shall indicate the number of votes to be voted by the respective landowner to which the ballot pertains. Each ballot shall be accompanied by all supplies and written instructions necessary for the use and return of the ballot. The envelope to be used to return the ballot shall be enclosed with the ballot, with the return postage prepaid, and

shall contain the following: (a) the name and address of the landowner, (b) a declaration, under penalty of perjury, stating that the voter is the owner of record or authorized representative of the landowner entitled to vote and is the person whose name appears on the envelope, (c) the printed name, signature and address of the voter, (d) the date of signing and place of execution of the declaration pursuant to clause (b) above, and (e) a notice that the envelope contains an official ballot and is to be opened only by the canvassing board of the election; and be it

FURTHER RESOLVED: That with respect to each Improvement Area, the City Council hereby finds that the proposed debt issuance constitutes a “local bond measure” within the meaning of Sections 53410, et seq. of the California Government Code. As a result, with respect to such Improvement Area, the bond measure shall include the propositions set forth above and the following: (a) the specific purpose of the bonds shall be as set forth in the propositions; (b) any proceeds received from the sale of any bonds shall be applied only to the purposes set forth in the propositions; (c) the proceeds of any bonds shall be deposited into special accounts to be created therefor as part of the issuance of the bonds; and (d) the City shall cause a report to be prepared annually under Section 53411 of the Government Code; and be it

FURTHER RESOLVED, That under Section 50075.1 of the Government Code, the following accountability provisions shall apply to the Special Taxes: (a) the provision and/or acquisition of the Facilities and the Services, the payment of debt service on the bonds and other debt and the payment of the incidental costs thereof, all as defined in the Resolution of Formation, shall constitute the specific single purpose; (b) the proceeds shall be applied only to the specific purposes identified in (a) above; (c) there shall be created special account(s) or funds(s) into which the proceeds shall be deposited; and (d) there shall be caused to be prepared an annual audit and report of the CFD; and be it

FURTHER RESOLVED: That the City Council hereby further finds that the provisions of Section 53326 of the Act requiring a minimum of 90 days following the adoption of the Resolution of Formation to elapse before the special elections are for the protection of the qualified electors of the Improvement Areas. There is on file with the City Clerk a written waiver executed by all of the qualified electors of each Improvement Area allowing for a shortening of the time for the special election to expedite the process of formation of the CFD and the Improvement Areas and waiving any requirement for notice, analysis and arguments in connection with the election. Accordingly, the City Council finds and determines that the qualified electors have been fully apprised of and have agreed to the shortened time for the elections and waiver of analysis and arguments, and have thereby been fully protected in these proceedings. The City Council also finds and determines that the City Clerk has concurred in the shortened time for the elections. Analysis and arguments with respect to the ballot measures are hereby waived, as provided in Section 53327 of the Act; and be it

FURTHER RESOLVED: That the City Council hereby adopts Staff’s findings under CEQA that: (1) no supplemental or subsequent environmental review is required for the Project pursuant to CEQA Guidelines sections 15162 and 15163 because the formation of the CFD carries out the requirements of the Oak Knoll Project and (2) the formation of the CFD is also exempt under CEQA Guidelines sections 15183, 15301, and 15308; and be it

FURTHER RESOLVED: That this Resolution shall take effect immediately upon its passage.

IN COUNCIL, OAKLAND, CALIFORNIA,

PASSED BY THE FOLLOWING VOTE:

AYES - FIFE, GALLO, KALB, KAPLAN, REID, TAYLOR, THAO AND
PRESIDENT FORTUNATO BAS

NOES –

ABSENT –

ABSTENTION –

ATTEST: _____
ASHA REED
City Clerk and Clerk of the Council of the
City of Oakland, California

EXHIBIT A

**Improvement Area No. 1 of the City of Oakland
Community Facilities District No. 2021-1
(Oak Knoll Facilities and Services)**

**OFFICIAL BALLOT
SPECIAL TAX ELECTION**

This ballot is for a special, landowner election. You must return this ballot in the enclosed postage paid envelope to the office of the City Clerk of the City of Oakland no later than the hour of 1:30 p.m. on November 16, 2021, either by mail or in person. This ballot may be returned by certified or registered mail. The City Clerk’s office is located at City Hall, 1 Frank H Ogawa Plaza, Oakland, California 94612.

To vote, mark a cross (X) on the voting line after the word “YES” or after the word “NO”. All marks otherwise made are forbidden. All distinguishing marks are forbidden and make the ballot void.

If you wrongly mark, tear, or deface this ballot, return it to the City Clerk of the City of Oakland and obtain another.

BALLOT MEASURE: Shall the following measure be adopted: authorizing the City of Oakland to (i) levy a Facilities Special Tax solely on lands within “Improvement Area No. 1 of the City of Oakland Community Facilities District No. 2021-1 (Oak Knoll Facilities and Services)” (“Improvement Area”) in accordance with the rate and method contained in the resolution of the City Council establishing the Improvement Area (“Formation Resolution”), commencing in the City’s fiscal year 2022-23 (with annual escalation thereafter), to pay for the public facilities specified in the Formation Resolution, to pay debt service on bonds and other debt of the CFD with respect to the Improvement Area, and to pay the costs of the City in administering the CFD, which Facilities Special Tax, if levied at the maximum rate and assuming full build-out of the properties in the CFD at the time of formation, is anticipated to raise \$1,518,541.05 in fiscal year 2022-23 (with annual escalation thereafter); (ii) levy a Services Special Tax solely on lands within the Improvement Area in accordance with the rate and method contained in the Formation Resolution, commencing in the City’s fiscal year 2022-23 (with annual escalation thereafter), to pay for the public services specified in the Formation Resolution, and to pay the costs of the City in administering the CFD, which Services Special Tax, if levied at the maximum rate and assuming full build-out of the properties in the

CFD at the time of formation, is anticipated to raise \$195,298.89 in fiscal year 2022-23 (with annual escalation thereafter); (iii) establish an annual appropriations limit for the CFD in the amount of \$150,000,000 (subject to increase in accordance with law); and (iv) issue bonds for the CFD with respect to the Improvement Area in the maximum aggregate principal amount of not to exceed \$45,000,000 and other debt for the CFD with respect to the Improvement Area, with interest at a rate or rates not to exceed the maximum interest rate permitted by law at the time of sale of such bonds or issuance of such debt, the proceeds of which bonds and other debt will be used to acquire and/or construct certain facilities, reimburse certain costs of the facilities paid prior to the date of issuance of the bonds, and pay for the costs of issuing the bonds and related expenses?

YES: _____

NO: _____

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

OAK KNOLL VENTURE ACQUISITION, LLC,
a Delaware limited liability company

By: _____

Name: _____

Title: Authorized Representative

Assessor Parcel No(s):

043A-4675-003-23

(portion)

048-6870-001

Acreage:

73.735

Number of votes:

74

**Improvement Area No. 2 of the City of Oakland
Community Facilities District No. 2021-1
(Oak Knoll Facilities and Services)**

**OFFICIAL BALLOT
SPECIAL TAX ELECTION**

This ballot is for a special, landowner election. You must return this ballot in the enclosed postage paid envelope to the office of the City Clerk of the City of Oakland no later than the hour of 1:30 p.m. on November 16, 2021, either by mail or in person. This ballot may be returned by certified or registered mail. The City Clerk's office is located at City Hall, 1 Frank H Ogawa Plaza, Oakland, California 94612.

To vote, mark a cross (X) on the voting line after the word "YES" or after the word "NO". All marks otherwise made are forbidden. All distinguishing marks are forbidden and make the ballot void.

If you wrongly mark, tear, or deface this ballot, return it to the City Clerk of the City of Oakland and obtain another.

BALLOT MEASURE: Shall the following measure be adopted: authorizing the City of Oakland to (i) levy a Facilities Special Tax solely on lands within "Improvement Area No. 2 of the City of Oakland Community Facilities District No. 2021-1 (Oak Knoll Facilities and Services)" ("Improvement Area") in accordance with the rate and method contained in the resolution of the City Council establishing the Improvement Area ("Formation Resolution"), commencing in the City's fiscal year 2022-23 (with annual escalation thereafter), to pay for the public facilities specified in the Formation Resolution, to pay debt service on bonds and other debt of the CFD with respect to the Improvement Area, and to pay the costs of the City in administering the CFD, which Facilities Special Tax, if levied at the maximum rate and assuming full build-out of the properties in the CFD at the time of formation, is anticipated to raise \$1,619,190.90 in fiscal year 2022-23 (with annual escalation thereafter); (ii) levy a Services Special Tax solely on lands within the Improvement Area in accordance with the rate and method contained in the Formation Resolution, commencing in the City's fiscal year 2022-23 (with annual escalation thereafter), to pay for the public services specified in the Formation Resolution, and to pay the costs of the City in administering the CFD, which Services Special Tax, if levied at the maximum rate and assuming full build-out of the properties in the CFD at the time of formation, is anticipated to raise \$246,309.86 in fiscal year 2022-23 (with annual escalation thereafter); (iii)

establish an annual appropriations limit for the CFD in the amount of \$150,000,000 (subject to increase in accordance with law); and (iv) issue bonds for the CFD with respect to the Improvement Area in the maximum aggregate principal amount of not to exceed \$50,000,000 and other debt for the CFD with respect to the Improvement Area, with interest at a rate or rates not to exceed the maximum interest rate permitted by law at the time of sale of such bonds or issuance of such debt, the proceeds of which bonds and other debt will be used to acquire and/or construct certain facilities, reimburse certain costs of the facilities paid prior to the date of issuance of the bonds, and pay for the costs of issuing the bonds and related expenses?

YES: _____

NO: _____

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

OAK KNOLL VENTURE ACQUISITION, LLC,
a Delaware limited liability company

By: _____

Name: _____

Title: Authorized Representative

Assessor Parcel No(s):
043A-4675-003-23
(portion)

Acreage:
67.824

Number of votes:
68

**Improvement Area No. 3 of the City of Oakland
Community Facilities District No. 2021-1
(Oak Knoll Facilities and Services)**

(Improvement Area No. 3)

**OFFICIAL BALLOT
SPECIAL TAX ELECTION**

This ballot is for a special, landowner election. You must return this ballot in the enclosed postage paid envelope to the office of the City Clerk of the City of Oakland no later than the hour of 1:30 p.m. on November 16, 2021, either by mail or in person. This ballot may be returned by certified or registered mail. The City Clerk's office is located at City Hall, 1 Frank H Ogawa Plaza, Oakland, California 94612.

To vote, mark a cross (X) on the voting line after the word "YES" or after the word "NO". All marks otherwise made are forbidden. All distinguishing marks are forbidden and make the ballot void.

If you wrongly mark, tear, or deface this ballot, return it to the City Clerk of the City of Oakland and obtain another.

BALLOT MEASURE: Shall the following measure be adopted: authorizing the City of Oakland to (i) levy a Facilities Special Tax solely on lands within "Improvement Area No. 3 of the City of Oakland Community Facilities District No. 2021-1 (Oak Knoll Facilities and Services)" ("Improvement Area") in accordance with the rate and method contained in the resolution of the City Council establishing the Improvement Area ("Formation Resolution"), commencing in the City's fiscal year 2022-23 (with annual escalation thereafter), to pay for the public facilities specified in the Formation Resolution, to pay debt service on bonds and other debt of the CFD with respect to the Improvement Area, and to pay the costs of the City in administering the CFD, which Facilities Special Tax, if levied at the maximum rate and assuming full build-out of the properties in the CFD at the time of formation, is anticipated to raise \$1,545,336.00 in fiscal year 2022-23 (with annual escalation thereafter); (ii) levy a Services Special Tax solely on lands within the Improvement Area in accordance with the rate and method contained in the Formation Resolution, commencing in the City's fiscal year 2022-23 (with annual escalation thereafter), to pay for the public services specified in the Formation Resolution, and to pay the costs of the City in administering the CFD, which Services Special Tax, if levied at the maximum rate and assuming full build-out of the properties in the

CFD at the time of formation, is anticipated to raise \$169,598.00 in fiscal year 2022-23 (with annual escalation thereafter); (iii) establish an annual appropriations limit for the CFD in the amount of \$150,000,000 (subject to increase in accordance with law); and (iv) issue bonds for the CFD with respect to the Improvement Area in the maximum aggregate principal amount of not to exceed \$55,000,000 and other debt for the CFD with respect to the Improvement Area, with interest at a rate or rates not to exceed the maximum interest rate permitted by law at the time of sale of such bonds or issuance of such debt, the proceeds of which bonds and other debt will be used to acquire and/or construct certain facilities, reimburse certain costs of the facilities paid prior to the date of issuance of the bonds, and pay for the costs of issuing the bonds and related expenses?

YES: _____

NO: _____

OAK KNOLL VENTURE ACQUISITION, LLC,
a Delaware limited liability company

By: _____

Name: _____

Title: Authorized Representative

Assessor Parcel No(s):
043A-4675-003-23
(portion)

Acreage:
25.733

Number of votes:
26