

RESOLUTION NO. 175-2002

Adopted October 8, 2002

**AUTHORIZING THE ISSUANCE OF SPECIAL TAX BONDS FOR
COMMUNITY FACILITIES DISTRICT NO. 6 (MISSION BAY SOUTH
PUBLIC IMPROVEMENTS) IN AN AMOUNT NOT TO EXCEED
\$39,330,000, APPROVING AND DIRECTING THE EXECUTION OF A FIRST
SUPPLEMENT TO FISCAL AGENT AGREEMENT, A SUPPLEMENT NO. 1
TO ACQUISITION AGREEMENT, A BOND PURCHASE AGREEMENT
AND APPROVING OTHER RELATED DOCUMENTS AND ACTIONS;
MISSION BAY SOUTH REDEVELOPMENT PROJECT AREA**

BASIS FOR RESOLUTION

1. The Commission (the "Commission") of the Redevelopment Agency of the City and County of San Francisco (the "Agency") has conducted proceedings under and pursuant to Chapter 2.5 of Part 1 of Division 2 of Title 5, commencing with Section 53311, of the California Government Code (the "Act"), to form the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements) (the "District"), to authorize the levy of special taxes upon the land within the District, to issue bonds the proceeds of which are to be used to finance certain public facilities and to establish an appropriations limit for the District, all as described in Resolution Nos. 45-2000, 46-2000 and 47-2000 (collectively, the "District Formation Resolutions"), each adopted by the Commission on March 28, 2000; and
2. The Agency, for and on behalf of the District, has entered into a Fiscal Agent Agreement, dated as of June 1, 2001 (the "Fiscal Agent Agreement") with Wells Fargo Bank, National Association, as Fiscal Agent (the "Fiscal Agent"), and on July 10, 2001, the Agency issued \$54,000,000 aggregate principal amount of its Community Facilities District No. 6 (Mission Bay South Public Improvements) Special Tax Bonds, Series 2001-South (the "Series 2001 Bonds"), the proceeds of which are being used to finance various public capital improvements within the District (the "Improvements"); and
3. The Fiscal Agent Agreement provides that the Agency may issue additional bonds as authorized by a supplemental Fiscal Agent Agreement; and
4. The Agency, for and on behalf of the District, has entered into an Acquisition Agreement, dated as of June 1, 2001 (the "Original Agreement"), with Catellus Development Corporation (the "Developer"), in order to identify and finance the Improvements and to provide for the payment therefor; and
5. The Original Agreement contemplated that the Developer would submit, from time to time, requests to supplement the Original Agreement; and

6. The following documents and instruments have been lodged with the Agency's General Counsel: a Supplemental Agreement No. 1 to Fiscal Agent Agreement (the "First Supplement") providing for the issuance of a series of Parity Bonds (as defined in the Fiscal Agent Agreement, and herein referred to as the "Bonds"), a Supplement No. 1 to Acquisition Agreement (supplementing the Original Agreement), as well as a Preliminary Official Statement describing the Bonds (the "Preliminary Official Statement"), a Bond Purchase Agreement to be used in connection with the sale of the Bonds (the "Purchase Contract"); and a Continuing Disclosure Certificate – Issuer related to the Bonds; and
7. Hamilton, Ricci & Associates, Inc. has conducted an appraisal of the real property in the District, dated July 1, 2002 (the "Appraisal"), to determine the fair market value of the real property in the District.

FINDINGS

1. The Commission finds that, based upon the Appraisal, the value of the real property in the District that will be subject to the special tax to pay debt service on the Bonds and the Series 2001 Bonds is at least three times the combined aggregate principal amount of the Bonds and the Series 2001 Bonds outstanding, and that no special taxes (other than those authorized to be levied by the District) or special assessments have been levied on any of the property within the District.
2. The Commission finds that the Bonds, when issued pursuant to the First Supplement, will be in accordance with the Agency's Local Goals and Policies for Community Facilities Districts which the Commission adopted on November 16, 1999 pursuant to Resolution No. 178-99.
3. The Commission finds that the sale of the Bonds at negotiated sale as contemplated by the Purchase Contract will result in a lower overall cost.
4. The Commission has been advised and finds that all conditions, things and acts required to exist, to have happened and to have been performed precedent to and in the issuance of the Bonds as contemplated by this Resolution, the Fiscal Agent Agreement as amended and supplemented by the First Supplement, and the Preliminary Official Statement exist, have happened and have been performed in due time, form and manner as required by the laws of the State of California, including the Act.

RESOLUTION

ACCORDINGLY, IT IS HEREBY RESOLVED BY THE REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO, that:

1. Pursuant to the Act, this Resolution and the Fiscal Agent Agreement as amended and supplemented by the First Supplement, special tax bonds of the Agency for the District designated as "Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements) Special Tax Bonds, Series 2002 Parity-South" (the "Bonds"), in an aggregate principal amount

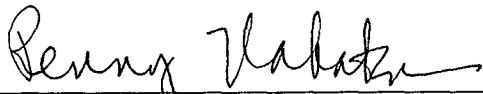
not to exceed \$39,330,000, are hereby authorized to be issued. The Bonds shall be executed in the form set forth in and otherwise as provided in the Fiscal Agent Agreement as amended and supplemented by the First Supplement.

2. The First Supplement is hereby approved substantially in the form lodged with the Agency's General Counsel. Any one or more of the Executive Director, the Deputy Executive Director of Finance and Administration, or the authorized designee of any such officer (the Executive Director, the Deputy Executive Director of Finance and Administration, or the authorized designee of any such officer being hereinafter referred to as an "Authorized Officer"), are hereby authorized and directed to execute and deliver the First Supplement in said form, with such additions thereto or changes therein as are approved by an Authorized Officer upon consultation with the Agency's General Counsel and Co-Bond Counsel, the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the First Supplement by an Authorized Officer. The date, manner of payment, interest rate or rates, interest payment dates, denominations, form, registration, privileges, manner of execution, place of payment, terms of redemption and other terms of the Bonds shall be as provided in the First Supplement as finally executed.
3. The Purchase Contract between the Agency and Stone & Youngberg LLC and Ramirez & Co., Inc. (collectively, the "Underwriters"), is hereby approved substantially in the form lodged with the Agency's General Counsel. An Authorized Officer is hereby authorized and directed to accept the offer of the Underwriters to purchase the Bonds contained in the Purchase Contract (provided that the aggregate principal amount of the Bonds sold thereby is not in excess of \$39,330,000, the net interest cost of the Bonds is not in excess of 7% per annum and the underwriters' discount is not in excess of 1% of the aggregate principal amount of the Bonds) and to execute and deliver the Purchase Contract in said form, with such additions thereto or changes therein as are recommended or approved by an Authorized Officer upon consultation with the Agency's General Counsel and Co-Bond Counsel, the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Purchase Contract by an Authorized Officer.
4. The official statement relating to the Bonds (the "Official Statement") is hereby approved substantially in the form of the Preliminary Official Statement lodged with the Agency's General Counsel. An Authorized Officer is hereby authorized and directed to make revisions to the Preliminary Official Statement necessary to bring it into the form of a final Official Statement and execute the final Official Statement, with such additions thereto or changes therein as are recommended or approved by an Authorized Officer upon consultation with the Agency's General Counsel and Co-Bond Counsel, the approval of such additions or changes to be conclusively evidenced by the execution and delivery of a final Official Statement by an Authorized Officer. The Underwriters are hereby authorized to distribute copies of the Preliminary Official Statement to persons who may be interested in the purchase of the Bonds and are directed to deliver copies of a final Official Statement to all actual purchasers of the Bonds. Any Authorized Officer is hereby authorized to execute a certificate or certificates to the effect that the final Official Statement and the Preliminary Official Statement were deemed "final" as of their

respective dates for purposes of Rule 15c2-12 of the Securities Exchange Act of 1934, and is authorized to so deem such statements final.

5. The Continuing Disclosure Certificate-Issuer (the "Disclosure Certificate") to be executed by the Agency is hereby approved substantially in the form lodged with the Agency's General Counsel. An Authorized Officer is hereby authorized and directed to execute and deliver the Disclosure Certificate in said form, with such additions thereto or changes therein as are recommended or approved by such officer upon consultation with the Agency's General Counsel and Co-Bond Counsel, the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Disclosure Certificate by an Authorized Officer.
6. The Supplement No. 1 to Acquisition Agreement, is hereby approved substantially in the form lodged with the Agency's General Counsel, is hereby approved. An Authorized Officer is hereby authorized and directed to execute and deliver the Supplement No. 1 to Acquisition Agreement in said form with such additions thereto or changes therein as are approved by an Authorized Officer upon consultation with the Agency's General Counsel and Co-Bond Counsel, the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Supplement No. 1 to Acquisition Agreement by an Authorized Officer.
7. The Bonds, when executed, shall be delivered to the Fiscal Agent for authentication. The Fiscal Agent is hereby requested and directed to authenticate the Bonds by executing the Fiscal Agent's certificate of authentication and registration appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to the Underwriters in accordance with written instructions executed on behalf of the Agency by an Authorized Officer, which instructions such officer is hereby authorized and directed to execute and deliver to the Fiscal Agent. Such instructions shall provide for the delivery of the Bonds to the Underwriters in accordance with the Purchase Contract, upon payment of the purchase price therefor.
8. All actions heretofore taken by the officers and agents of the Agency with respect to the establishment of the District, the sale and issuance of the Series 2001 Bonds and the Bonds herein authorized, and the expenditure of the proceeds of the Bonds, are hereby approved, confirmed and ratified, and the proper officers of the Agency are hereby authorized and directed to do any and all things and take any and all actions and execute any and all certificates, agreements and other documents which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Bonds in accordance with this Resolution and any certificate, agreement and other document described in the documents herein approved.

APPROVED AS TO FORM



for Bertha A. Ontiveros
Agency General Counsel