

RESOLUTION NO. 7-99  
(Adopted January 19, 1999)

AUTHORIZING THE EXECUTION OF A LETTER OF CREDIT  
AND REIMBURSEMENT AGREEMENT WITH RESPECT TO  
A LETTER OF CREDIT FROM CREDIT LOCAL DE FRANCE  
RELATING TO THE AGENCY'S VARIABLE RATE DEMAND  
REFUNDING BONDS, 1986 SERIES A (SOUTH BEACH HARBOR PROJECT)  
AND AUTHORIZING AND APPROVING  
OTHER MATTERS PROPERLY RELATING THERETO

**BASIS FOR RESOLUTION**

1. The Redevelopment Agency of the City and County of San Francisco (the "Agency") issued bonds to refinance a note issued to obtain construction and related funds for the development of the South Beach Harbor with a marina ("Bonds"). The payment of the principal and interest due on the Bonds is secured in part by a letter of credit ("Existing Letter of Credit") issued by The Mitsubishi Bank, Limited ("Bank") pursuant to a reimbursement agreement between the Agency and the Bank dated as of December 1, 1986 ("Reimbursement Agreement"), as amended June 1, 1992.

2. The Existing Letter of Credit will expire as of March 15, 1999 and the Agency wishes to substitute a new letter of credit from Credit Local de France for the Existing Letter of Credit ("New Letter of Credit"). The New Letter of Credit will be issued pursuant to and secured in part by a reimbursement agreement between the Agency and Credit Local de France ("Letter of Credit and Reimbursement Agreement"). In connection with the issuance of the New Letter of Credit and execution of the Letter of Credit and Reimbursement Agreement, certain other changes, amendments and clarifications to documents may be made or new documents entered into, as determined by the Executive Director of the Agency in consultation with Bond Counsel, including, but not limited to, the execution of a Supplemental Indenture of Trust to the Indenture of Trust dated as of December 1, 1986 between the Agency and BNY Western Trust Company, as successor trustee. In addition, the preparation and distribution of a supplemental offering memorandum is required.

3. The Harbor is currently subleased from the Agency to the Redevelopment Financing Authority of the City and County of San Francisco (the "Authority") pursuant to a Sublease dated as of June 1, 1992, and leased back by the Agency from the Authority pursuant to a Leaseback Agreement dated as of June 1, 1992. Certain changes to the Sublease and Leaseback Agreement are required to conform that aspect of the transaction to the requirements of the Letter of Credit and Reimbursement Agreement.


## RESOLUTION

ACCORDINGLY, IT IS RESOLVED by the Redevelopment Agency of the City and County of San Francisco that:

**Section 1. Approval of Agreements.** The Agency authorizes and approves the Letter of Credit and Reimbursement Agreement, a Supplemental Indenture of Trust, a supplemental offering memorandum, an Amended and Restated Sublease and an Amended and Restated Leaseback, substantially in the forms lodged with the Agency General Counsel, with any additions or changes therein deemed necessary or advisable by the Executive Director or the Deputy Executive Director, Finance and Administration, and the execution thereof shall be conclusive evidence of the approval of any such changes or additions. The Executive Director and the Deputy Executive Director, Finance and Administration, each acting alone, are authorized to execute the final forms of the Letter of Credit and Reimbursement Agreement, the Supplemental Indenture of Trust, the Amended and Restated Sublease and the Amended and Restated Leaseback and any other documents for and in the name and on behalf of the Agency.

**Section 2. Official Actions.** The President, the Vice-President, the Executive Director, the Deputy Executive Director, Finance and Administration, the Secretary, the Agency General Counsel and any and all other officers of the Agency are hereby authorized and directed, for and in the name and on behalf of the Agency, to do any and all things and take any and all actions, including the execution and delivery of any and all amendments to existing documents, assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, which they, or any of them, may deem necessary or advisable in order to consummate the lawful execution of the Letter of Credit and Reimbursement Agreement and all other documents related to this transaction, including the preparation and distribution of a supplemental offering memorandum in a form to be approved by the Agency General Counsel.

Approved as to Form:

  
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for David M. Madway  
Agency General Counsel