

**RESOLUTION NO. 179-99**  
(Adopted November 16, 1999)

**DECLARING THE INTENTION TO ESTABLISH A COMMUNITY  
FACILITIES DISTRICT NO. 4 (MISSION BAY NORTH PUBLIC  
IMPROVEMENTS) AND TO AUTHORIZE THE LEVY OF SPECIAL TAXES  
IN THE DISTRICT; MISSION BAY NORTH PROJECT AREA**

**BASIS FOR RESOLUTION**

1. The Redevelopment Agency of the City and County of San Francisco (the "Agency") and Catellus Development Corporation ("Catellus") entered into a Mission Bay North Owner Participation Agreement, dated as of November 16, 1998 (the "OPA"), with respect to the development of land in the Agency's Mission Bay North Project Area.
2. The Financing Plan attached to the OPA (the "Financing Plan") contemplates the formation of one or more community facilities districts for the purpose of financing Infrastructure, as defined in the OPA.
3. Catellus has submitted a Petition (Including Waivers) (the "Petition") to this Commission requesting that this Commission form a community facilities district as contemplated by the Financing Plan.
4. Under Chapter 2.5 of Part 1 of Division 2 of Title 5, commencing at Section 53311, of the California Government Code (the "Act"), this Commission is the legislative body for any community facilities district to be formed pursuant to the OPA and is empowered with the authority to establish such a community facilities district.
5. This Commission now desires to proceed with the establishment of a community facilities district to finance the Infrastructure.

**RESOLUTION**

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

1. This Commission proposes to conduct proceedings to establish a community facilities district (the "District") pursuant to the Act. The name proposed for the District is Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 4 (Mission Bay North Public Improvements).
2. The proposed boundaries of the District are as shown on the map of the District on file with the Secretary of the Agency, which boundaries are hereby preliminarily approved and to which map reference is hereby made for further particulars. The Secretary is

hereby directed to record, or cause to be recorded, the map of the boundaries of the District in the office of the County Recorder within fifteen days of the date of adoption of this Resolution.

3. The public facilities proposed to be financed by the District and pursuant to the Act shall consist of those items listed on Exhibit A hereto which Exhibit is by this reference incorporated herein (the "Facilities"). The Commission hereby finds and determines that the public interest will not be served by allowing the property owners in the District to enter into a contract in accordance with Section 53329.5(a) of the Act; however the Agency may enter into one or more contracts directly with any of the property owners with respect to the construction of the Facilities, including an acquisition agreement as contemplated by the Financing Plan.
4. Except to the extent that funds are otherwise available to the District to pay for the Facilities and/or the principal and interest as it becomes due on bonds of the District issued to finance the Facilities, a special tax sufficient to pay the costs thereof, secured by recordation of a continuing lien against all non-exempt real property in the District, will be levied annually within the District and collected by direct billing of the applicable property owners or in such other manner as this Commission or its designee shall determine. The proposed rate and method of apportionment of the special tax among the parcels of real property within the District, in sufficient detail to allow each landowner within the proposed District to estimate the maximum amount such owner will have to pay, are described in Exhibit B attached hereto, which Exhibit is by this reference incorporated herein. This Commission hereby finds that the provisions of Sections 53313.6, 53313.7 and 53313.9 of the Act (relating to adjustments to ad valorem property taxes and schools financed by a community facilities district) are inapplicable to the District.
5. It is the intention of this Commission acting as the legislative body for the District to cause bonds of the Agency to be issued for the District pursuant to the Act in one or more series to finance in whole or in part the acquisition of the Facilities. The bonds shall be in the aggregate principal amount of not to exceed \$40,000,000, shall bear interest payable monthly or in such other manner as this Commission shall determine at a rate not to exceed the maximum rate of interest as may be authorized by applicable law at the time of sale of the applicable series of such bonds, and any series of the Bonds shall mature not to exceed 40 years from the date of the issuance thereof.
6. The levy of the proposed special tax shall be subject to the approval of the qualified electors of the District at a special election. The proposed voting procedure shall be by mailed or hand-delivered ballot among the landowners in the proposed District, with each owner having one vote for each acre or portion of an acre such owner owns in the District.
7. Except as may otherwise be provided by law, all lands owned by any public entity, including the United States, the State of California, the City and County of San Francisco and/or the Agency, or any departments or political subdivisions thereof, shall be omitted from the levy of the special tax to be made to cover the costs and expenses of the

Facilities. In the event that a portion of the property within the District shall become for any reason exempt, wholly or in part, from the levy of the special tax described in Exhibit B, the Agency, on behalf of the District, will increase the levy to the extent necessary upon the remaining property within the District which is not exempt in order to yield the required debt service payments and other annual expenses of the District, if any, subject in any event to the provisions of the rate and method of apportionment of the special taxes for the District.

8. The Senior Project Manager of the Agency for the Mission Bay North Project Area, as the officer responsible for administration of certain matters related to the OPA, is hereby directed to study the proposed District and to make, or cause to be made, and file with the Secretary a report in writing, presenting the following:
  - (a) A brief description of the Facilities by type which will be required to adequately meet the needs of the District.
  - (b) An estimate of the fair and reasonable cost of providing the Facilities, including the cost of acquisition of lands, rights-of-way and easements, any physical facilities required in conjunction therewith and incidental expenses in connection therewith, including the costs of the proposed bond financing and all other related costs as provided in Section 53345.3 of the Act.

The report shall be made a part of the record of the public hearing provided for below.

9. Tuesday, December 21, 1999, at 4:00 p.m., in the regular meeting place of this Commission, Room 416, City Hall, 1 Dr. Carlton B. Goodlett Place, San Francisco, California, is appointed and fixed as the time and place when and where this Commission, as legislative body for the District, will conduct a public hearing on the establishment of the District and consider and finally determine whether the public interest, convenience and necessity require the formation of the District and the levy of said special tax.
10. The Secretary is hereby directed to cause notice of the public hearing to be given by publication one time in a newspaper published in the area of the District in accordance with the Act. The publication of the notice shall be completed at least seven days before the date herein set for the hearing.
11. It is hereby acknowledged that the City and County of San Francisco (the "City") will own and/or operate some of the Facilities, and that the Agency and the City have entered into a Mission Bay North Interagency Cooperation Agreement, dated as of November 16, 1998 (the "Agreement"). Pursuant to Section 2.4 of the Agreement, the Agreement is a joint community facilities agreement for purposes of Section 53316.2 of the Act. The Executive Director of the Agency is hereby authorized and directed to enter into a joint community facilities agreement with the Peninsula Corridor Joint Powers Board with respect to any of the Facilities to be owned and/or operated by it, such agreement to be in the form on file with the Secretary or otherwise acceptable to the Agency General Counsel.

12. The Commission reserves to itself the right and authority to allow any interested owner of property in the District (subject to the provisions of Section 53344.1 of the Act and such other conditions as it may otherwise impose and any applicable prepayment penalties as prescribed in the indenture or fiscal agent agreement for any bonds of the Agency for the District) to tender to the Agency Deputy Executive Director, Finance and Administration, in full payment or part payment of any installment of special taxes or the interest or penalties thereon which may be due or delinquent, but for which a bill has been received, any bond or other obligation secured thereby, in the manner described in Section 53344.1 of the Act.
  
13. The Commission hereby acknowledges that a portion of the proceeds of bonds issued by the Agency for the District may be used to reimburse Catellus for costs advanced by Catellus in furtherance of the District, as preliminarily identified in Exhibit B to the Petition. The Commission acknowledges that the provisions of Section 2.E.i. of the Financing Plan attached to the OPA represent an agreement of the character described in Section 53314.9 of the Act with respect to the repayment of such costs advanced by Catellus.

APPROVED AS TO FORM



---

Robert A. Firehock  
Acting Agency General Counsel

19030.01:J4007  
11/5/99

## EXHIBIT A

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

#### FACILITIES TO BE FINANCED

Those items identified in the Infrastructure Plan, constituting Attachment D to the Mission Bay North Owner Participation Agreement, dated as of November 16, 1998, between the Agency and Catellus Development Corporation, including open space (including, among other items, park improvements and restrooms), streets, rails and rail line bridges, sewer and storm drainage systems, water systems, street improvements (including freeway ramps or other demolition), traffic signal systems, dry utilities, and any other improvements which are to be constructed in or for the benefit of the North Plan Area or any other matters described in said Infrastructure Plan.

#### OTHER

Bond related expenses, including underwriters discount, appraisals, reserve fund, capitalized interest, bond counsel, disclosure counsel, financial advisor, special tax consultant, bond and official statement printing and all other incidental expenses.

Administrative fees and expenses of the Agency, the District and the Bond trustee or fiscal agent related to the District and the Bonds.