

RESOLUTION NO. 136-2007

Adopted December 18, 2007

AUTHORIZING AMENDMENT NO. 3 TO LETTER OF CREDIT AND REIMBURSEMENT AGREEMENT WITH DEXIA CREDIT LOCAL TO EXTEND THE LETTER OF CREDIT RELATING TO THE AGENCY'S VARIABLE RATE DEMAND REFUNDING BONDS, 1986 ISSUE A (SOUTH BEACH HARBOR PROJECT) FOR FOUR YEARS AND AUTHORIZING AND APPROVING OTHER MATTERS PROPERLY RELATING THERETO; RINCON POINT - SOUTH BEACH REDEVELOPMENT PROJECT AREA

BASIS FOR RESOLUTION

1. The Redevelopment Agency of the City and County of San Francisco (sometimes the "Agency") issued its Variable Rate Demand Refunding Bonds, 1986 Issue A (South Beach Harbor Project) to refinance a note issued to repay a loan financing the construction and development of the South Beach Harbor Marina (the "Bonds").
2. The payment of the principal and interest due on the Bonds is secured in part by an Irrevocable Transferable Letter of Credit, dated January 27, 1999 (the "Original Letter of Credit"), as amended by Amendment No. 1 to the Original Letter of Credit dated August 25, 2003 and as amended by Amendment No. 2 to the Original Letter of Credit dated November 1, 2004 (the Original Letter of Credit, as amended, the "Letter of Credit") issued by Dexia Credit Local, formerly known as Credit Local de France, acting through its New York Branch (the "Bank"), pursuant to a Letter of Credit and Reimbursement Agreement dated as of January 1, 1999, between the Agency and the Bank, as amended by Amendment No. 1 thereto, dated as of August 25, 2003, and Amendment No. 2 thereto, dated as of November 1, 2004, between the Agency and the Bank (as so amended, the "Reimbursement Agreement").
3. The Letter of Credit will expire on and as of January 27, 2008, and the Agency wishes to extend the term of the Letter of Credit to January 27, 2012, pursuant to the issuance by the Bank of Amendment No. 3 to the Letter of Credit (the "Amendment to Letter of Credit"). The Amendment to Letter of Credit will be issued pursuant to and secured in part by the Reimbursement Agreement, as amended by Amendment No. 3 to the Letter of Credit and Reimbursement Agreement between the Agency and the Bank (the "Amendment to Reimbursement Agreement"). In connection with the issuance of the Amendment to Letter of Credit and execution of the Amendment to Reimbursement Agreement, certain other changes, amendments and clarifications to documents may be made or new documents entered into, as determined by the Executive Director or the Deputy Executive Director, Finance and Administration, of the Agency in consultation with Bond Counsel.

4. The four year extension of the Letter of Credit and the amendment to the Letter of Credit and Reimbursement Agreement is not a project, as defined by the California Environmental Quality Act ("CEQA") in CEQA Guidelines Section 15378(b)(5), because such fiscal actions will not change the use of South Beach Harbor and the marina improvements, will not independently result in a physical change in the environment and therefore is not subject to environmental review under CEQA.

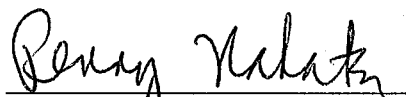
RESOLUTION

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

Section 1. Approval of Agreements. It authorizes and approves execution of the Amendment to Reimbursement Agreement with Dexia Credit Local (formerly known as Credit Local de France), acting through its New York Branch, substantially in the form 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, after consultation with the Agency General Counsel and the execution thereof shall be conclusive evidence of the approval of any such changes or additions. Each of the Executive Director and the Deputy Executive Director, Finance and Administration, acting alone, is authorized to execute the final forms of the Amendment to Reimbursement Agreement, and any other documents for and in the name and on behalf of the Redevelopment Agency.

Section 2. Official Actions. The Executive Director, the Deputy Executive Director, Finance and Administration, the Secretary, the Agency General Counsel and any and all other officers of the Redevelopment Agency are hereby authorized and directed, for and in the name and on behalf of the Redevelopment 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 issuance of the Amendment to Letter of Credit and the lawful execution of the Amendment to Reimbursement Agreement and all other documents related to this transaction.

APPROVED AS TO FORM:



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James B. Morales
Agency General Counsel