COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE

RESOLUTION NO. 10-2016

CONFIRMING THE AUTHORIZATION OF THE ISSUANCE AND SALE OF SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO 2016 SERIES A TAX ALLOCATION REFUNDING BONDS (MISSION BAY NORTH REDEVELOPMENT PROJECT) IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $125,000,000, APPROVING PRELIMINARY AND FINAL OFFICIAL STATEMENTS AND A CONTINUING DISCLOSURE CERTIFICATE, AND APPROVING OTHER RELATED DOCUMENTS AND ACTIONS; MISSION BAY NORTH REDEVELOPMENT PROJECT AREA

WHEREAS, Under California Assembly Bill No. 1X26 (Chapter 5, Statutes of 2011-12, First Extraordinary Session) ("AB 26") and the California Supreme Court's decision in California Redevelopment Association v. Matosantos, No. 5194861, all redevelopment agencies in the State of California (the "State"), including the Redevelopment Agency of the City and County of San Francisco (the "Former Redevelopment Agency"), were dissolved by operation of law as of February 1, 2012, and their non-affordable housing assets and obligations were transferred to certain designated successor agencies; and,

WHEREAS, In June of 2012, the California legislature adopted Assembly Bill 1484 ("AB 1484") amending certain provisions of AB 26 and clarifying that successor agencies are separate public entities (Section 34173 (g) of the California Health and Safety Code (the "Code")), and have the authority, with approval of the oversight board and the California Department of Finance, to issue bonds for certain refunding purposes (Section 34177.5(a)(1) of the Code), and the Governor of the State signed the bill and it became effective on June 27, 2012; and,

WHEREAS, Subsequent to the adoption of AB 1484, on October 2, 2012 the Board of Supervisors of the City adopted Ordinance No. 215-12 (the "Implementing Ordinance"), which was signed by the Mayor on October 4, 2012, and which, among other matters: (a) acknowledged and confirmed that, as of the effective date of AB 1484, the Successor Agency (as defined herein) is a separate legal entity from the City, (b) acknowledged and confirmed that the Successor Agency holds, subject to the applicable rights and restrictions set forth in AB 26 as amended by AB 1484, and as it may be further amended from time to time (collectively referred to in the Implementing Ordinance as the "Redevelopment Dissolution Law"), title to all assets, and all rights, obligations and liabilities of the Former Redevelopment Agency, (c) declared that the name of the Successor Agency is the "Successor Agency to the Redevelopment Agency of the City and County of San Francisco," (d) established the Successor Agency Commission (the "Successor Agency Commission") and delegated to the Successor Agency Commission the authority (excluding authority as to the "Housing Assets," as defined in the Implementing Ordinance) to act in place of the Former

Redevelopment Agency Commission to, among other matters: (i) implement, modify, enforce and complete the Former Redevelopment Agency's enforceable obligations, except with respect to certain enforceable obligations for specified affordable housing purposes, (ii) approve all contracts and actions related to the assets transferred to or returned by the Successor Agency, consistent with applicable enforceable obligations, and (iii) take any action that the Redevelopment Dissolution Law requires or authorizes on behalf of the Successor Agency and any other action that the Successor Agency Commission deems appropriate consistent with the Redevelopment Dissolution Law to comply with such obligations, including, without limitation, authorizing additional obligations in furtherance of enforceable obligations, and approving the issuance of bonds to carry out the enforceable obligations, subject to any approval of the oversight board of the Successor Agency established pursuant to the provisions of the Redevelopment Dissolution Law (the "Oversight Board"), (e) designated the means by which the five members of the Successor Agency Commission would be determined, and (f) provided for an Executive Director of, and legal counsel to, the Successor Agency; and,

WHEREAS, The Successor Agency is also known as the Office of Community Investment and Infrastructure ("OCII") and its commission is known as the Commission on Community Investment and Infrastructure; and,

WHEREAS, Prior to the dissolution of the Former Redevelopment Agency, the Former Redevelopment Agency entered into the following loan agreements (collectively, the Existing Loan Agreements") to finance and refinance redevelopment activities with respect to its Mission Bay North Redevelopment Project Area:

(i) Loan Agreement dated as of July 1, 2005 among the Former Redevelopment Agency, U.S. Bank National Association, as trustee, and the City and County of San Francisco Redevelopment Financing Authority (the "Authority"); and,

(ii) Loan Agreement dated as of August 1, 2006 among the Former Redevelopment Agency, The Bank of New York Trust Company, N.A., as trustee, and the Authority; and,

(iii) Loan Agreement dated as of September 1, 2009 among the Former Redevelopment Agency, U.S. Bank National Association, as trustee, and the Authority; and,

(iv) Loan Agreement dated as of March 1, 2011 among the Former Redevelopment Agency, U.S. Bank National Association, as trustee, and the Authority; and,

WHEREAS, In connection with the execution and delivery of the Existing Loan Agreements, the Authority issued the following bonds (collectively, the "Prior Bonds"):

(i) $16,230,000 aggregate principal amount of City and County of San Francisco Redevelopment Financing Authority 2005 Series D Tax Allocation Revenue Bonds (Mission Bay North Redevelopment Project); and,

(ii) $34,510,000 principal amount of City and County of San Francisco Redevelopment Financing Authority 2006 Series B Tax Allocation Revenue Bonds (Mission Bay North Redevelopment Project – Infrastructure); and,

(iii) $25,715,000 aggregate principal amount of City and County of San Francisco Redevelopment Financing Authority 2009 Series C Tax Allocation Revenue Bonds (Mission Bay North Redevelopment Project); and,

(iv) $27,335,000 aggregate principal amount of City and County of San Francisco Redevelopment Financing Authority 2011 Series C Tax Allocation Revenue Bonds (Mission Bay North Redevelopment Project); and,

WHEREAS, Section 34177.5(a)(1) of the Code provides that a successor agency may, subject to the approval of the oversight board and the California Department of Finance, issue bonds or incur other indebtedness to refund the bonds or other indebtedness of its former redevelopment agency to provide savings to the successor agency, provided that the conditions set forth in that section (the "Savings Parameters") are met; and,

WHEREAS, Section 34177.5(b) of the Code authorizes a successor agency to issue such refunding bonds pursuant to Article 11 (commencing with Section 53580) of Chapter 3 of Part 1 of Division 2 of Title 5 of the Government Code (the "Refunding Law"); and,

WHEREAS, In order to refinance the Existing Loan Agreements and the Prior Bonds under the authority of Section 34177.5(a)(1) of the Code and the Refunding Law, the Successor Agency has determined, subject to the approval of the Oversight Board and the California Department of Finance, to issue its refunding bonds (the "2016 Series A Bonds") captioned "2016 Series A Tax Allocation Refunding Bonds (Mission Bay North Redevelopment Project)"; and,

WHEREAS, The 2016 Series A Bonds will be payable from "Tax Revenues" (as defined in the hereinafter mentioned Indenture) on a parity to the Successor Agency's repayment obligations under the Existing Loan Agreements, if any, that will remain outstanding after the issuance of the 2016 Series A Bonds; and,

WHEREAS, The Successor Agency, pursuant to Resolution No. 63-2015, adopted October 20, 2015, approved the issuance of the 2016 Series A Bonds in an amount not to exceed $125,000,000 and the execution of certain documents relating to the 2016 Series A Bonds, including the Indenture of Trust pursuant to which the 2016 Series A Bonds will be issued (the "Indenture"), and requested that the Oversight Board for the Successor Agency (the "Oversight Board") approve the issuance of the Bonds by the Successor Agency; and,

WHEREAS The Oversight Board by Resolution No.17-2015, adopted December 14, 2015, approved the issuance of the 2016 Series A Bonds by the Successor Agency, and said Resolution has been forwarded to the California Department of Finance

("DOF") pursuant to Sections 34177.5(f) and 34179(h) of the California Health and Safety Code, and DOF has approved the issuance of the 2016 Series A Bonds by the Successor Agency as contemplated by said Oversight Board Resolution No.17-2015; and,

WHEREAS, The Successor Agency, with the assistance of its disclosure counsel, its bond counsel, its financial advisor, its fiscal consultant and the Underwriters (as defined below), has caused to be prepared a form of Official Statement describing the Bonds and containing material information relating to the 2016 Series A Bonds, the preliminary form of which is on file with the Secretary of the Successor Agency; and,

WHEREAS, The approval of the issuance of the 2016 Series A Bonds to refund existing indebtedness is exempt from environmental review under the California Environmental ACT ("CEQA") because (i) it is not a project with the potential for causing a significant effect on the environment, CEQA Guidelines § 15061 (b) (3); (ii) it is a government fiscal activity that does not involve any commitment to any specific project with a potentially significant physical impact on the environment, CEQA Guidelines § 15378 (b) (4); and (iii) it constitutes an administrative activity that will not result in direct or indirect physical changes in the environment, CEQA Guidelines § 15378 (b) (5); now therefore, be it

RESOLVED, The Successor Agency Commission finds that:

The Successor Agency has full authority, subject to Oversight Board and DOFapproval, which approvals have been obtained, under Section 34177.5(a)(1) of the California Health and Safety Code, to issue the 2016 Series A Bonds to refund the Prior Bonds and the Existing Loan Agreements; and, be it further

RESOLVED All acts and proceedings required by law necessary to make the 2016 Series A Bonds, when executed by the Successor Agency, authenticated and delivered by the trustee for the 2016 Series A Bonds (the "Trustee") and duly issued, the valid, binding and legal special obligations of the Successor Agency, and to constitute the Indenture a valid and binding agreement for the uses and purposes therein set forth, in accordance with its terms, will have been done or taken and the execution and delivery of the Indenture will have been in all respects duly authorized; and, be it further

RESOLVED, The Successor Agency hereby approves the preliminary Official Statement describing the 2016 Series A Bonds, in substantially the form on file with the Successor Agency's Secretary. Distribution of the preliminary Official Statement by Citigroup Global Markets Inc., Backstrom McCarley Berry & Company, LLC, and Stinson Securities, LLC (collectively, the "Underwriters") is hereby approved, and, prior to the distribution of the preliminary Official Statement, the Executive Director and the Deputy Executive Director, Finance and Administration (each being hereinafter referred to as an "Authorized Officer"), each acting alone, are hereby authorized and directed, on behalf of the Successor Agency, to deem the preliminary Official Statement "final" pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934 (the "Rule"). The execution

of the final Official Statement, which shall include such changes and additions thereto deemed advisable by an Authorized Officer, and such information permitted to be excluded from the preliminary Official Statement pursuant to the Rule, is hereby approved for delivery to the purchasers of the Bonds, and the Authorized Officers, each acting alone, are hereby authorized and directed to execute and deliver the final Official Statement for and on behalf of the Successor Agency, to deliver to the Underwriters a certificate with respect to the information set forth therein and to deliver to the Underwriters a Continuing Disclosure Certificate substantially in the form appended to the final Official Statement; and, be it further

RESOLVED, The Successor Agency Commission hereby authorizes and directs the officers and agents of the Successor Agency to do any and all things and take any and all actions and to execute any and all certificates, agreements and other documents, including, but not limited to, the purchase of a bond insurance policy or a surety bond, which they, or any of them, may deem necessary or advisable in order to consummate the sale of the 2016 Series A Bonds to the Underwriters and the lawful issuance and delivery of the 2016 Series A Bonds in accordance with this Resolution and Resolution No. 63-2015; and, be it further

RESOLVED, The Successor Agency Commission hereby confirms its actions in Resolution No. 63-2015 authorizing and approving the issuance of the 2016 Series A Bonds pursuant to the Indenture in accordance with Section 34177.5(a)(1) of the California Health and Safety Code in the aggregate principal amount of not to exceed $125,000,000, and the sale of the 2016 Series A Bonds to the Underwriters, provided that (a) the aggregate initial amount of the 2016 Series A Bonds may not exceed $125,000,000, the true interest cost of the 2016 Series A Bonds may not exceed 5.5% per annum, and the Underwriters' discount for the 2016 Series A Bonds, without regard to any original issue discount, may not exceed 0.70% of the aggregate initial amount of the 2016 Series A Bonds; (b) the net present value savings obtained by issuing the 2016 Series A Bonds, based on the debt service of the Prior Bonds being refunded, is not less than 3% of the principal amount of the Prior Bonds being refunded (provided, however, that, in accordance with the Debt Policy of the Successor Agency, adopted by Resolution 72-2014 of the Successor Agency Commission on August 19, 2014, this criterion may be waived in order to take advantage of the current historically low interest rate environment and the economic efficiency of including multiple loans in the current refinancing); and (c) the issuance of the 2016 Series A Bonds and the refunding of the Existing Loan Agreements and the Prior Bonds comply with the Savings Parameters.

I hereby certify that the foregoing resolution was adopted by the Commission at its meeting of March 1, 2016.

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Commission Secretary