RESOLUTION NO. 103-2001
Adopted June 12, 2001

AUTHORIZING THE ISSUANCE OF REVENUE BONDS OF THE REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO COMMUNITY FACILITIES DISTRICT NO. 4 (MISSION BAY NORTH PUBLIC IMPROVEMENTS) IN AN AMOUNT NOT TO EXCEED $17,000,000, AUTHORIZING THE EXECUTION OF AN INDENTURE OF TRUST, AND OTHER RELATED DOCUMENTS AND ACTIONS; MISSION BAY NORTH REDEVELOPMENT PROJECT AREA

BASIS FOR RESOLUTION

1. By Resolution Nos. 213-99, 214-99 and 215-99 dated December 21, 1999 (the “District Formation Resolutions”), the Commission (the “Commission”) of the Redevelopment Agency of the City and County of San Francisco (the “Agency”) following 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”), approved the formation of the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 4 (Mission Bay North Public Improvements) (the “District”), authorized the levy of special taxes upon the land within the District, to issuance of bonds (the “Bonds”) the proceeds of which are to be used to finance certain public facilities (the “Facilities”) and the establishment of an appropriation limit for the District.

2. Pursuant to the District Formation Resolutions, an election was held within the District on December 21, 1999 and on that date the qualified elector for the District approved the propositions of the incurrence of the bonded debt, the levy of the special tax and the establishment of an appropriations limit for the District.

3. Agency Staff and consultants have prepared an Indenture of Trust providing for the issuance of the Bonds and the use of the proceeds of the Bonds to finance the Facilities (the “Indenture”), as well as a Preliminary Official Statement describing the Bonds (the “Preliminary Official Statement”), a Bond purchase contract to be used in connection with the sale of the Bonds (the “Purchase Contract”) and a Tax Increment Administration Agreement and Remarketing Agreement related to the Bonds.

4. The Indenture requires that the payment of debt service on the Bonds be secured by a direct pay letter of credit (the “Letter of Credit”) to be provided by a financial institution whose long term unsecured debt obligations are rated “A” or its equivalent or better by a national rating agency and whose letter of credit results in variable rate debt that is rated “A-1” or its equivalent or better by a national rating agency.

5. By Resolution No. 178-99, the Commission adopted Local Goals and Policies for Community Facilities Districts (the “Local Goals and Policies”) which requires a three to
one (3:1) lien to value ratio for the Bonds. Agency staff recommends that the Commission waive the 3:1 lien ratio since the Bonds do not present any unusual credit risk due to the requirements of the Indenture that the Bond Trustee be provided the Letter of Credit securing the payment of debt service on the Bonds.

FINDINGS

1. The Commission finds that the Bonds do not present any unusual credit risk due to the requirements of the Indenture that the Bond Trustee be provided the Letter of Credit securing the payment of debt service on the Bonds.

2. Except as provided above, the Commission finds that the Bonds, when issued pursuant to the Indenture, will be in accordance with the Local Goals and Policies.

3. The Commission finds that the sale of the Bonds at a negotiated sale as contemplated by the Purchase Contract will result in a lower overall cost.

4. The Commission 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 and the levy of the special taxes within the District as contemplated by this Resolution, the Indenture 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 RESOLVED by the Redevelopment Agency of the City and County of San Francisco that:

1. Pursuant to the Act, the issuance of bonds for the District designated as “Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 4 (Mission Bay North Public Improvements) Variable Rate Revenue Bonds, Series 2001-A” (the “Bonds”) in an aggregate principal amount not to exceed $17,000,000 is authorized, substantially the form of Indenture lodged with the Agency General Counsel.

2. The Commission waives the requirement for a 3:1 lien to value ratio for the Bonds otherwise required by the Agency's Local Goals and Policies for Community Facilities Districts, adopted by the Commission on November 16, 1999.

3. The Executive Director is authorized to execute the Indenture, substantially in the form lodged with the Agency General Counsel, making such changes and additions including 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 as necessary in consultation with the Agency General Counsel and co-bond counsel.
4. The Executive Director is authorized to accept the offer of Stone & Youngberg LLC and Samuel A. Ramirez & Co., Inc. to purchase the Bonds and to execute the Bond Purchase Agreement, substantially in the form lodged with the Agency General Counsel (provided that the aggregate principal amount of the Bonds sold thereby is not in excess of $17,000,000 and the underwriters' discount is not in excess of 1.0% of the aggregate principal amount of the Bonds), making such changes and additions as necessary in consultation with the Agency General Counsel and outside co-bond counsel.

5. The Executive Director is authorized to execute the Official Statement relating to the Bonds, substantially in the form of the Preliminary Official Statement lodged with the Agency General Counsel, making such additions or changes as necessary in consultation with the Agency General Counsel and outside co-bond counsel.

6. The underwriters are 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.

7. The Executive Director is 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.

8. The Executive Director is authorized to execute the Remarketing Agreement, substantially in the form lodged with the Agency General Counsel, making such additions or changes in consultation with the Agency General Counsel and outside co-bond counsel.

9. The Executive Director is authorized to execute the Tax Increment Administration Agreement, substantially in the form lodged with the Agency General Counsel, making such additions or changes in consultation with the Agency General Counsel and outside co-bond counsel.

10. The Bonds, when executed, shall be delivered to the Trustee for authentication. The Trustee is requested and directed to authenticate the Bonds by executing the Trustee'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 the Executive Director, which is authorized to execute the written instructions and deliver them to the Trustee. 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.

11. The Executive Director is hereby authorized to execute agreements for the services necessary to implement the provisions of the Indenture, the Tax Increment Administration Agreement and the Financing Plan (as defined in the Indenture), including a Trustee, a Special Tax Consultant, a Remarketing Agent and a Fiscal Consultant, all in substantially the form lodged with the Agency General Counsel and provided that all compensation
due under any such agreements shall be payable solely from amounts held under the Tax Increment Administration Agreement or the Indenture.

12. All actions taken by the officers and agents of the Agency with respect to the establishment of the District, the sale and issuance of the Bonds and the expenditure of the proceeds of the Bonds are hereby approved, confirmed and ratified, and the Executive Director or his designee is 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 approved documents.

APPROVED AS TO FORM:

[Signature]
Bertha A. Ontiveros
Agency General Counsel