

RESOLUTION NO. 80-2009

Adopted July 21, 2009

**ANNEXING TERRITORY (BLOCK X-4) TO THE REDEVELOPMENT
AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO
COMMUNITY FACILITIES DISTRICT NO. 5 (MISSION BAY
MAINTENANCE DISTRICT), AUTHORIZING THE LEVY OF A
SPECIAL TAX AND SUBMITTING LEVY OF SPECIAL TAX TO
QUALIFIED ELECTOR; MISSION BAY SOUTH REDEVELOPMENT
PROJECT AREA**

BASIS FOR RESOLUTION

1. On June 16, 2009, the Commission of the Redevelopment Agency of the City and County of San Francisco (the "Agency"), adopted its Resolution No. 62-2009 (the "Resolution of Intention") stating its intention to annex territory (Block X-4) to the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 5 (Mission Bay Maintenance District) (the "District"), pursuant to the provisions of Article 3.5 of Chapter 2.5 of Part 1 of Division 2 of Title 5, commencing with Section 53339, of the California Government Code (the "Act").
2. Annexation Map No. 1 to the District has been filed with the County Recorder of the City and County of San Francisco, which map shows the territory to be annexed to the District, and a copy of the map is on file with the Secretary.
3. On the date hereof, the Commission held a noticed public hearing as required by the Act and the Resolution of Intention relative to the proposed annexation of territory to the District.
4. Prior to the closing of the hearing, no written or oral protests had been made against the proposed annexation of territory to the District by (i) any registered voter residing in the existing District, or (ii) any registered voter residing in the territory proposed to be annexed to the District, or (iii) any of the owners of land in the existing District, or (iv) the owner of the territory proposed to be annexed to the District.
5. The proposed annexing of territory (Block X-4) and levying of special taxes on this property will contribute to the financing of activities in the District. The activities are described in Exhibit A to Resolution No. 217-99, adopted by the Commission on December 21, 1999, and include the ongoing operation, maintenance and repair of Mission Bay Open Space Parcels. These activities would have no resultant significant impacts on the physical environment, and are activities that are exempt from the California Environmental Quality Act ("CEQA") pursuant to CEQA Guidelines Sections 15301(h), 15302(c), and 15061(b)(3).

FINDINGS

1. The Commission finds that, at the public hearing regarding the annexation of territory to the District, all interested persons desiring to be heard on all matters pertaining to the annexation and the levy of special taxes within the area proposed to be annexed were heard and a full and fair hearing was held.
2. The Commission finds that all prior proceedings taken by the Commission with respect to the District and the proposed first annexation of territory thereto have been duly considered and are valid and in conformity with the requirements of Chapter 2.5 of Part 1 of Division 2 of Title 5 of the California Government Code (the "Mello-Roos Law"), including the Act, and the District has been validly established pursuant to the Mello-Roos Law.
3. The Commission finds that the boundaries of the territory to be annexed to the District, as described in Annexation Map No. 1 to the District on file with the Secretary and heretofore recorded on June 25, 2009 at 10:45 a.m. in the City and County of San Francisco Recorder's Office in Book 1 at page 26 of Maps of Assessment and Community Facilities District (Document No. 2009I786477), are approved and shall be included within the boundaries of the District, and said territory is hereby ordered annexed to the District, subject to voter approval of the levy of the special taxes therein as hereinafter provided.
4. The Commission finds that fewer than 12 persons have been registered to vote within the territory proposed to be annexed to the District for each of the 90 days preceding the close of the public hearing heretofore conducted and concluded by the Commission for the purposes of these annexation proceedings. Accordingly, and pursuant to Section 53326 of the Mello-Roos Law, the Commission finds that the qualified elector for purposes of the annexation election is the fee title owner of the territory proposed to be annexed to the District and that the vote shall be by said landowner, having one vote for each acre or portion thereof of the territory proposed to be annexed to the District.
5. The Commission finds that the provision of Section 53326 of the Mello-Roos Law requiring a minimum of 90 days following the adoption of this Resolution to elapse before said special election is for the protection of the qualified elector of the territory to be annexed to the District. The owner of the area to be annexed to the District has submitted to the Commission a Petition (Including Waiver) which contains a waiver of any time limit pertaining to the conduct of the election and a waiver of any requirement for ballot measure analysis and arguments in connection with the election. Accordingly, the Commission finds that the qualified elector has been fully apprised of and has agreed to the shortened time for the election and waiver of ballot measure analysis and arguments, and has thereby been fully protected in these proceedings. The Commission also finds and determines that the Secretary has concurred in the shortened time for the election.

RESOLUTION

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

1. A copy of the Resolution of Intention, incorporating a description and map of the proposed boundaries of the territory to be annexed to the District and stating the services to be financed by the District and the rate and method of apportionment of the special tax to be levied within the District to pay for the services is on file with the Secretary, and the provisions thereof are fully incorporated herein by this reference as if fully set forth herein.
2. The provisions of the Resolution of Intention and Resolution Nos. 181-99 and 217-99 each as heretofore adopted by the Commission on November 16, 1999 and December 21, 1999, respectively, are by this reference incorporated herein, as if fully set forth herein.
3. Pursuant to the provisions of the Act, the proposition of the levy of the special tax within the territory to be annexed to the District shall be submitted to the qualified elector of the area to be annexed to the District at an election called therefor as hereinafter provided.
4. The Commission hereby calls a special election to consider the measure described in the immediately preceding Section 3, which election shall be held in the meeting room of the Commission immediately following adoption of this Resolution. The Secretary is hereby designated as the official to conduct the election. It is hereby acknowledged that the Secretary has on file the Resolution of Intention, a certified map of the proposed boundaries of the territory to be annexed to the District, and a sufficient description to allow the Secretary to determine the boundaries of the territory to be annexed to the District.

The voted ballots shall be returned to the Secretary no later than immediately following the adoption of this Resolution; and when the qualified elector has voted, the election shall be closed.

5. Pursuant to Section 53327 of the Mello-Roos Law, the election shall be conducted by hand-delivered ballot pursuant to the California Elections Code.
6. The Commission acknowledges that the Secretary has caused to be delivered to the sole qualified elector of the District a ballot in the form set forth in Exhibit "A" hereto. The ballot indicated the number of votes to be voted by the landowner.

The ballot was accompanied by all supplies and written instructions necessary for the use and return of the ballot. The envelope to be used to return the ballot was enclosed with the respective ballot, had the return postage prepaid, and contained the following: (a) the name and address of the applicable landowner, (b) a

declaration, under penalty of perjury, stating that the voter is the owner of record or authorized representative of the applicable landowner entitled to vote and is the person whose name appears on the envelope, (c) the printed name, signature and address of the voter, (d) the date of signing and place of execution of the declaration pursuant to clause (b) above, and (e) a notice that the envelope contains an official ballot and is to be opened only by the canvassing board.

Analysis and arguments with respect to the ballot measures are hereby waived, as provided in Section 53327 of the Mello-Roos Act.

7. The Secretary shall accept the ballot of the qualified elector upon or prior to the adoption of this Resolution, whether the ballot is personally delivered or received by mail. The Secretary shall have available a ballot which may be marked at the Commission meeting room on the election day by the qualified elector.

APPROVED AS TO FORM:

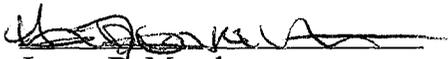

James E. Morales
Agency General Counsel

EXHIBIT A

REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO
COMMUNITY FACILITIES DISTRICT NO. 5
(MISSION BAY MAINTENANCE DISTRICT)

OFFICIAL BALLOT

ANNEXATION NO. 1 ELECTION
(July 21, 2009)

This ballot is for the special, landowner election. You must return this ballot in the enclosed postage paid envelope to the office of the Secretary of the Redevelopment Agency of the City and County of San Francisco (who is also the City Clerk of the City of San Francisco) no later than immediately after adoption of the resolution of the Commission of the Agency calling said election, either by mail or in person. The Secretary's office is located at One South Van Ness Avenue, 5th Floor, San Francisco, California 94103.

To vote, mark a cross (X) in the voting line after the word "YES" or after the word "NO." All marks otherwise made are forbidden. All distinguishing marks are forbidden and make the ballot void.

If you wrongly mark, tear, or deface this ballot, return it to the Secretary of the Redevelopment Agency of the City and County of San Francisco and obtain another.

BALLOT MEASURE: Shall the Redevelopment Agency of the City and County of San Francisco, by and for its Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 5 (Mission Bay Maintenance District) (the "CFD"), be authorized to levy special taxes within the territory annexed to the District pursuant to and as described in Resolution No. 62-2009, adopted by the Commission of the Redevelopment Agency of the City and County of San Francisco on June 16, 2009?

YES: _____

NO: _____

By execution in the space provided below, you also confirm your waiver of any time limit pertaining to the conduct of the election and any requirement for notice of election and analysis and arguments with respect to the ballot measure, as such waivers are described and permitted by Section 53326(a) and 53327(b) of the California Government Code.

Number of Votes: 4

Property Owned by Property Owner: San Francisco County Assessor's
Parcel No. 3940-001

Property Owner: X-4 Dolphin LLC, a Delaware limited
liability company

By: _____
Paul Grafft,
Vice President

