EXHIBIT C

PRELIMINARY OFFICIAL STATEMENT DATED ____________, 2013

NEW ISSUE -BOOK-ENTRY ONLY

In the opinion of Quint & Thimig LLP, San Francisco, California, Bond Counsel, subject, however, to certain qualifications described in this Official Statement, under existing law, interest on the 2013 Bonds is excludable from gross income of the owners thereof for federal income tax purposes and is not included as an item of tax preference in computing the federal alternative minimum tax for individuals and corporations under the Internal Revenue Code of 1986, as amended, but is taken into account in computing an adjustment used in determining the federal alternative minimum tax for certain corporations. In the further opinion of Bond Counsel, such interest is exempt from California personal income taxes. See “TAX MATTERS.”

* Successor Agency to the Redevelopment Agency of the City and County of San Francisco

** Successor Agency to the Redevelopment Agency of the City and County of San Francisco

SOURCES OF PAYMENT FOR the Community Facilities District. Such “Revenues,” which primarily consist of the annual installments of the Special Tax levied and collected on the taxable real property within the Community Facilities District, are subject to optional and mandatory redemption prior to their stated maturity. See “REDEVELOPMENT.”

2013 Bonds

2012 Bonds

Interest due with respect to the “Current Interest Bonds” (the Series 2013A and the Series 2013B Bonds) is payable on February 1 and August 1 of each year, commencing August 1, 2013, and is payable on the maturity date or earlier redemption date.

Payable to: The Depository Trust Company (“DTC”). Purchasers of beneficial interests in the 2013 Bonds will not receive certificates representing their interests in the 2013 Bonds and will not be paid directly by the Fiscal Agent. See APPENDIX E—“DTC AND THE BOOK-ENTRY SYSTEM.”

The 2013 Bonds are subject to optional and mandatory redemption prior to their stated maturity. See “REDEVELOPMENT.”

The principal or maturity amount of, premium, if any, and the interest on the 2013 Bonds are payable from “Revenues,” which primarily consist of the annual installments of the Special Tax levied and collected on the taxable real property within the Community Facilities District. Such “Special Tax Revenues,” which include any scheduled payments and any prepayments, interest thereon and proceeds of the redemption or sale of property sold as a result of foreclosure of the lien of the Special Taxes to the amount of said lien and interest thereon, are pledged to repayment of the Bonds pursuant to the Fiscal Agent Agreement. See “SECURITY AND SOURCES OF PAYMENT FOR THE 2013 BONDS.”

* Preliminary; subject to change.
**Existing Parity Bonds.** The 2013 Bonds are secured by the pledge of Revenues and other funds described in the Fiscal Agent Agreement on a parity basis with outstanding bonds of the Successor Agency (the “2005 Bonds,” as defined in this Official Statement), which are currently outstanding in the principal amount (not accreted value) of $19,588,939.

**Future Parity Bonds.** Following issuance of the 2013 Bonds, the Successor Agency will be authorized to issue $_________ initial principal amount of additional bonds for and on behalf of the Community Facilities District. Subject to certain conditions set forth in the Fiscal Agent Agreement, the Successor Agency may issue bonds secured by a pledge of Revenues on a parity basis with the 2005 Bonds and the 2013 Bonds (“Parity Bonds”). See “SECURITY AND SOURCES OF PAYMENT FOR THE 2013 BONDS—Parity Bonds.”

**Reserve Fund.** The Redevelopment Agency established a Reserve Fund from proceeds of the 2001 Bonds and made an additional deposit to the Reserve Fund with proceeds of the 2002 Bonds and the 2005 Bonds. A portion of the moneys in the Reserve Fund will be used to defease and redeem the 2001 Bonds and the 2002 Bonds. The Successor Agency will deposit proceeds of the 2013 Bonds in the Reserve Fund so that the amount in the Reserve Fund is equal to the “Reserve Requirement.” If Revenues are insufficient to pay the debt service on the 2013 Bonds, the monies in the Reserve Fund are available to cover the deficiency. There is no assurance that Revenues will be sufficient to pay debt service on the 2005 Bonds, the 2013 Bonds and any Parity Bonds when due, and if, during the period of shortfall in Revenues, there are insufficient moneys in the Reserve Fund, there may be a delay in payment to the owners of the 2013 Bonds.

**Limited Liability.** The 2013 Bonds are not general obligations of the Successor Agency or the City and County of San Francisco. The 2013 Bonds are payable solely from the Revenues and other amounts pledged by the Successor Agency under the Fiscal Agent Agreement.

**Risks of Investment.** Investment in the 2013 Bonds involves risks that may not be appropriate for some investors, especially because the taxable property in the Community Facilities District is not completely developed. See “SPECIAL RISK FACTORS” for a discussion of certain risk factors that should be considered, in addition to the other matters set forth herein, in evaluating the investment quality of the 2013 Bonds.

**Summary.** This cover page contains information for general reference only. It is not a complete summary of the 2013 Bonds or their security. Investors should read the entire Official Statement to obtain information essential to the making of an informed investment decision.

**Maturity Schedule**

See inside front cover

The 2013 Bonds are offered when, as and if issued and received by the Underwriter, subject to the approval as to their legality by Quint & Thimmig LLP, San Francisco, California, Bond Counsel; Jones Hall, A Professional Law Corporation, San Francisco, California, is acting as disclosure counsel to the Successor Agency. Certain legal matters will be passed upon for the Underwriter by Lofton & Jennings, San Francisco, California, Underwriter’s counsel. Certain legal matters will be passed upon for [describe landowner representation]. Certain legal matters will be passed upon for the Successor Agency by its General Counsel. It is anticipated that the 2013 Bonds will be available for delivery through the facilities of DTC on or about ___________, 2013.

The date of this Official Statement is: ______, 2013.
## MATURITY SCHEDULE

### Series 2013A Bonds – Current Interest Bonds

$_______ Serial Bonds; CUSIP* Prefix ______

<table>
<thead>
<tr>
<th>Maturity Date (August 1)</th>
<th>Principal Amount</th>
<th>Interest Rate</th>
<th>Yield</th>
<th>Price</th>
<th>CUSIP Suffix*</th>
</tr>
</thead>
</table>

$_______ ______% Term Bond due August 1, 20__, Yield _____%, Price ______%, CUSIP* No. __________

### Series 2013B Bonds – Current Interest Bonds

$_______ Serial Bonds; CUSIP* Prefix ______

<table>
<thead>
<tr>
<th>Maturity Date (August 1)</th>
<th>Principal Amount</th>
<th>Interest Rate</th>
<th>Yield</th>
<th>Price</th>
<th>CUSIP Suffix*</th>
</tr>
</thead>
</table>

$_______ ______% Term Bond due August 1, 20__, Yield _____%, Price ______%, CUSIP* No. __________

### Series 2013C Bonds – Capital Appreciation Bonds

$_______ Denominational Amount ($_______ Maturity Amount) Capital Appreciation Bonds; CUSIP* Prefix ______

<table>
<thead>
<tr>
<th>Maturity Date (August 1)</th>
<th>Denominational Amount</th>
<th>Interest Rate</th>
<th>Maturity Amount</th>
<th>CUSIP Suffix*</th>
</tr>
</thead>
</table>

*Copyright 2013, American Bankers Association. CUSIP data is provided by Standard & Poor’s CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc. Neither the Successor Agency nor the Underwriter assumes any responsibility for the accuracy of the CUSIP data.*
SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE CITY AND
COUNTY OF SAN FRANCISCO

MEMBERS OF THE SUCCESSOR AGENCY COMMISSION

Theodore Ellington, Seat 1
Christine Johnson, Seat 3
Marily Mondejar, Seat 2
Mara Rosales, Seat 4
Darshan H. Singh, Seat 5

SUCCESSOR AGENCY STAFF

Tiffany Bohee, Executive Director
Amy Lee, Deputy Executive Director, Finance and Administration
James Morales, Deputy Executive Director
Sally Oerth, Deputy Executive Director
Natasha Jones, Secretary

SPECIAL SERVICES

Bond Counsel
Quint & Thimmig LLP
San Francisco

Disclosure Counsel
Jones Hall, A Professional Law Corporation
San Francisco

Co-Financial Advisor
Public Financial Management, Inc.
San Francisco

Special Tax Consultant
Goodwin Consulting Group, Inc.
Sacramento

Kitahata & Company
San Francisco

Fiscal Agent
Wells Fargo Bank, National Association
San Francisco, CA
GENERAL INFORMATION ABOUT THIS OFFICIAL STATEMENT

The information contained in this Official Statement has been obtained from sources that are believed to be reliable. No representation, warranty or guarantee, however, is made by the Underwriter as to the accuracy or completeness of any information in this Official Statement, including, without limitation, the information contained in the Appendices, and nothing contained in this Official Statement should be relied upon as a promise or representation by the Underwriter.

Neither the Successor Agency nor the Underwriter has authorized any dealer, broker, salesperson or other person to give any information or make any representations with respect to the offer or sale of the 2013 Bonds other than as contained in this Official Statement. If given or made, any such information or representations must not be relied upon as having been authorized by the Successor Agency or the Underwriter. The information and expressions of opinion in this Official Statement are subject to change without notice, and neither the delivery of this Official Statement nor any sale of the 2013 Bonds shall under any circumstances create any implication that there has been no change in the affairs of any party described in this Official Statement, or in the status of any property described in this Official Statement, subsequent to the date as of which such information is presented.

This Official Statement and the information contained in this Official Statement are subject to amendment without notice. The 2013 Bonds may not be sold, and no offer to buy the 2013 Bonds may be accepted, prior to the time the Official Statement is delivered in final form. Under no circumstances shall this Official Statement constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, the 2013 Bonds in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

When used in this Official Statement, in any continuing disclosure by the Successor Agency, in any press release, or in any oral statement made with the approval of an authorized officer of the Successor Agency or any other entity described or referenced in this Official Statement, the words or phrases “will likely result,” “are expected to,” “will continue,” “is anticipated,” “estimate,” “project,” “forecast,” “expect,” “intend” and similar expressions identify “forward looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward-looking statements. Any forecast is subject to such uncertainties. Inevitably, some assumptions used to develop the forecasts will not be realized, and unanticipated events and circumstances may occur. Therefore, there are likely to be differences between forecasts and actual results, and those differences may be material.

All summaries of the documents referred to in this Official Statement are qualified by the provisions of the respective documents summarized and do not purport to be complete statements of any or all of such provisions.

The Underwriter has provided the following sentence for inclusion in this Official Statement: “The Underwriter has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or the completeness of such information.”

In connection with the offering of the 2013 Bonds, the Underwriter may overallocate or effect transactions that stabilize or maintain the market prices of the 2013 Bonds at levels above that which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time.

The 2013 Bonds have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), in reliance upon an exemption from the registration requirements contained in the Securities Act. The 2013 Bonds have not been registered or qualified under the securities laws of any state.

[confirm] The Successor Agency maintains an Internet website, but the information on the website is not incorporated in this Official Statement.
# TABLE OF CONTENTS

<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>INTRODUCTION</td>
<td>1</td>
</tr>
<tr>
<td>Authorization for Issuance</td>
<td>2</td>
</tr>
<tr>
<td>Impact of Recent Changes in Redevelopment Law</td>
<td>3</td>
</tr>
<tr>
<td>Use of 2013 Bond Proceeds</td>
<td>3</td>
</tr>
<tr>
<td>The Community Facilities District</td>
<td>4</td>
</tr>
<tr>
<td>Security and Sources of Payment for the 2013 Bonds</td>
<td>5</td>
</tr>
<tr>
<td>Parity Bonds</td>
<td>5</td>
</tr>
<tr>
<td>Value to Special Tax Bond Burden Ratio</td>
<td>6</td>
</tr>
<tr>
<td>Risks of Investment</td>
<td>6</td>
</tr>
<tr>
<td>Tax Matters</td>
<td>6</td>
</tr>
<tr>
<td>Summary of Information</td>
<td>7</td>
</tr>
<tr>
<td>FINANCING PLAN</td>
<td>7</td>
</tr>
<tr>
<td>Redemption of Prior Bonds</td>
<td>7</td>
</tr>
<tr>
<td>Financing of Additional Infrastructure</td>
<td>7</td>
</tr>
<tr>
<td>Estimated Sources and Uses of Funds</td>
<td>8</td>
</tr>
<tr>
<td>Use of Capital Appreciation Bonds</td>
<td>9</td>
</tr>
<tr>
<td>Debt Service Schedule</td>
<td>10</td>
</tr>
<tr>
<td>Debt Service Coverage</td>
<td>13</td>
</tr>
<tr>
<td>THE 2013 BONDS</td>
<td>14</td>
</tr>
<tr>
<td>Authority for Issuance</td>
<td>14</td>
</tr>
<tr>
<td>Description of the 2013 Bonds</td>
<td>15</td>
</tr>
<tr>
<td>Redemption of the 2013 Bonds</td>
<td>17</td>
</tr>
<tr>
<td>SECURITY AND SOURCES OF PAYMENT FOR THE 2013 BONDS</td>
<td>19</td>
</tr>
<tr>
<td>General</td>
<td>19</td>
</tr>
<tr>
<td>Pledge of Revenues Under the Fiscal Agent Agreement</td>
<td>20</td>
</tr>
<tr>
<td>Special Tax Revenues</td>
<td>20</td>
</tr>
<tr>
<td>Special Taxes</td>
<td>20</td>
</tr>
<tr>
<td>Rate and Method</td>
<td>21</td>
</tr>
<tr>
<td>Reserve Fund</td>
<td>23</td>
</tr>
<tr>
<td>Covenant for Superior Court Foreclosure</td>
<td>25</td>
</tr>
<tr>
<td>Parity Bonds</td>
<td>26</td>
</tr>
<tr>
<td>Net Available Increment Will Not Be Used to Pay Debt Service</td>
<td>27</td>
</tr>
<tr>
<td>No Teeter Plan</td>
<td>27</td>
</tr>
<tr>
<td>Limited Obligation</td>
<td>28</td>
</tr>
<tr>
<td>THE SUCCESSOR AGENCY</td>
<td>28</td>
</tr>
<tr>
<td>Impact of Recent Changes in Redevelopment Law</td>
<td>28</td>
</tr>
<tr>
<td>THE COMMUNITY FACILITIES DISTRICT</td>
<td>31</td>
</tr>
<tr>
<td>Background</td>
<td>31</td>
</tr>
<tr>
<td>Status of Entitlements</td>
<td>31</td>
</tr>
<tr>
<td>Current Status of Development</td>
<td>32</td>
</tr>
<tr>
<td>Land Use Distribution</td>
<td>34</td>
</tr>
<tr>
<td>Assessed Value History</td>
<td>34</td>
</tr>
<tr>
<td>Property Ownership</td>
<td>36</td>
</tr>
<tr>
<td>Value to Special Tax Bond Burden Distribution</td>
<td>36</td>
</tr>
<tr>
<td>Special Tax Delinquency History</td>
<td>40</td>
</tr>
<tr>
<td>Overlapping Liens</td>
<td>41</td>
</tr>
<tr>
<td>THE MISSION BAY DEVELOPMENT</td>
<td>44</td>
</tr>
<tr>
<td>The Mission Bay Project</td>
<td>44</td>
</tr>
<tr>
<td>INFRASTRUCTURE DEVELOPMENT IN THE COMMUNITY FACILITIES DISTRICT</td>
<td>48</td>
</tr>
<tr>
<td>Public Infrastructure Improvements</td>
<td>48</td>
</tr>
<tr>
<td>Acquisition of the Infrastructure</td>
<td>48</td>
</tr>
<tr>
<td>Funding of the Infrastructure</td>
<td>49</td>
</tr>
<tr>
<td>Tax Increment Contribution to Infrastructure Costs</td>
<td>49</td>
</tr>
<tr>
<td>Construction of the Infrastructure</td>
<td>50</td>
</tr>
<tr>
<td>EXISTING AND PROPOSED DEVELOPMENT IN THE COMMUNITY FACILITIES DISTRICT</td>
<td>51</td>
</tr>
<tr>
<td>Background</td>
<td>51</td>
</tr>
<tr>
<td>FOCL-MB, LLC</td>
<td>51</td>
</tr>
<tr>
<td>Regents of the University of California</td>
<td>52</td>
</tr>
<tr>
<td>Bay Jacaranda</td>
<td>53</td>
</tr>
<tr>
<td>Alexandria Real Estate Equities, Inc.</td>
<td>54</td>
</tr>
<tr>
<td>Bosa Development Calif II Inc.</td>
<td>55</td>
</tr>
<tr>
<td>BRE Properties</td>
<td>56</td>
</tr>
<tr>
<td>SPECIAL RISK FACTORS</td>
<td>57</td>
</tr>
<tr>
<td>Concentration of Property Ownership</td>
<td>57</td>
</tr>
<tr>
<td>Infrastructure Obligation of FOCL</td>
<td>57</td>
</tr>
<tr>
<td>Payment of the Special Tax is not a Personal Obligation</td>
<td>57</td>
</tr>
<tr>
<td>No General Obligation of the Successor Agency</td>
<td>58</td>
</tr>
<tr>
<td>Property Value</td>
<td>58</td>
</tr>
<tr>
<td>Exempt Properties</td>
<td>58</td>
</tr>
<tr>
<td>Parity Taxes and Special Assessments</td>
<td>59</td>
</tr>
<tr>
<td>Insufficiency of Special Taxes</td>
<td>60</td>
</tr>
<tr>
<td>Tax Delinquencies</td>
<td>60</td>
</tr>
<tr>
<td>Adjustable Rate and Non-Conventional Mortgages</td>
<td>61</td>
</tr>
<tr>
<td>Bankruptcy Delays</td>
<td>61</td>
</tr>
<tr>
<td>Proceeds of Foreclosure Sales</td>
<td>62</td>
</tr>
<tr>
<td>Natural Disasters</td>
<td>63</td>
</tr>
<tr>
<td>Hazardous Substances</td>
<td>63</td>
</tr>
<tr>
<td>Disclosure to Future Purchasers</td>
<td>64</td>
</tr>
<tr>
<td>FDIC/Federal Government Interests in Properties</td>
<td>64</td>
</tr>
<tr>
<td>No Acceleration Provision</td>
<td>66</td>
</tr>
<tr>
<td>Taxability Risk</td>
<td>66</td>
</tr>
<tr>
<td>Enforceability of Remedies</td>
<td>67</td>
</tr>
<tr>
<td>No Secondary Market</td>
<td>67</td>
</tr>
<tr>
<td>Proposition 218</td>
<td>67</td>
</tr>
<tr>
<td>Ballot Initiatives</td>
<td>68</td>
</tr>
<tr>
<td>TAX MATTERS</td>
<td>68</td>
</tr>
<tr>
<td>LEGAL MATTERS</td>
<td>71</td>
</tr>
<tr>
<td>NO RATING</td>
<td>71</td>
</tr>
<tr>
<td>LITIGATION</td>
<td>72</td>
</tr>
<tr>
<td>UNDERWRITING</td>
<td>72</td>
</tr>
<tr>
<td>CONTINUING DISCLOSURE</td>
<td>72</td>
</tr>
<tr>
<td>MISCELLANEOUS</td>
<td>74</td>
</tr>
</tbody>
</table>

APPENDIX A – SUMMARY OF CERTAIN PROVISIONS OF THE FISCAL AGENT AGREEMENT
APPENDIX B – RATE AND METHOD
APPENDIX C – FORM OF BOND COUNSEL OPINION
APPENDIX D – FORM OF CONTINUING DISCLOSURE CERTIFICATES
APPENDIX E – DTC AND THE BOOK-ENTRY SYSTEM
APPENDIX F – TABLE OF ACCRETED VALUES
OFFICIAL STATEMENT

SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE CITY AND
COUNTY OF SAN FRANCISCO
COMMUNITY FACILITIES DISTRICT NO. 6
(MISSION BAY SOUTH PUBLIC
IMPROVEMENTS)
SPECIAL TAX REunding BONDS,
SERIES 2013A PARITY-SOUTH
(CURRENT INTEREST BONDS)

SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE CITY AND
COUNTY OF SAN FRANCISCO
COMMUNITY FACILITIES DISTRICT NO. 6
(MISSION BAY SOUTH PUBLIC
IMPROVEMENTS)
SPECIAL TAX BONDS,
SERIES 2013B PARITY-SOUTH
(CURRENT INTEREST BONDS)

SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE CITY AND
COUNTY OF SAN FRANCISCO
COMMUNITY FACILITIES DISTRICT NO. 6
(MISSION BAY SOUTH PUBLIC
IMPROVEMENTS)
SPECIAL TAX BONDS,
SERIES 2013C PARITY-SOUTH
(CAPITAL APPRECIATION BONDS)

INTRODUCTION

This Official Statement, which also includes the cover page and Appendices, sets forth certain information relating to the issuance and sale by the Successor Agency to the Redevelopment Agency of the City and County of San Francisco (the “Successor Agency”) of the following bonds (collectively, the “2013 Bonds”) for and on behalf of the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements) (the “Community Facilities District”):

• Successor Agency to the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements) Special Tax Refunding Bonds, Series 2013A Parity-South (Current Interest Bonds) (the “Series 2013A Bonds”). The Series 2013A Bonds are current interest bonds.

• Successor Agency to the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements) Special Tax Bonds, Series 2013B Parity-South (Current Interest Bonds) (the “Series 2013B Bonds”). The Series 2013B Bonds are current interest bonds.

• Successor Agency to the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements) Special Tax Bonds, Series 2013C Parity-South (Capital Appreciation Bonds) (the “Series 2013C Bonds”). The Series 2013C Bonds are capital appreciation bonds.

* Preliminary; subject to change.
Capitalized terms used in this Official Statement and not otherwise defined have the meanings ascribed to them in the Fiscal Agent Agreement (as defined below), some of which are set forth in APPENDIX A - “SUMMARY OF CERTAIN PROVISIONS OF THE FISCAL AGENT AGREEMENT.”

Authorization for Issuance

The 2013 Bonds are issued pursuant to the legal authority described below.

**Mello-Roos Act.** The Successor Agency is the successor agency to the former Redevelopment Agency of the City and County of San Francisco (the “Redevelopment Agency”). The Successor Agency is a political subdivision and has the authority to issue the 2013 Bonds for the Community Facilities District pursuant to the Mello-Roos Community Facilities Act of 1982, as amended (Sections 53311 et seq. of the California Government Code) (the “Mello-Roos Act”).

The Successor Agency succeeded to the obligations of the Redevelopment Agency, including the Fiscal Agent Agreement, pursuant to recent changes in the California Community Redevelopment Law, Health & Safety Code §33000, et. seq. (the “Community Redevelopment Law”). See “-Impact of Recent Changes in Redevelopment Law” and “THE SUCCESSOR AGENCY” below.

See “THE BONDS – Authority for Issuance” for a summary of the proceedings pursuant to which the Community Facilities District was formed by the Redevelopment Agency and the Successor Agency is authorized to issue bonds and levy special taxes.

**Fiscal Agent Agreement.** The 2013 Bonds will be issued pursuant to and secured by a “Fiscal Agent Agreement,” which consists of the following:

(i) a Fiscal Agent Agreement, dated as of June 1, 2001, by and between the Successor Agency and Wells Fargo Bank, National Association, as Fiscal Agent (the “Fiscal Agent”), pursuant to which the Redevelopment Agency, for and on behalf of the Community Facilities District, issued the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements) Special Tax Bonds, Series 2001-South (the “2001 Bonds”),

(ii) as amended and supplemented as by a Supplemental Agreement No. 1 to Fiscal Agent Agreement dated as of October 1, 2002, pursuant to which the Redevelopment Agency, for and on behalf of the Community Facilities District, issued the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements) Special Tax Bonds, Series 2002 Parity-South (the “2002 Bonds”),

(iii) as amended and supplemented as by a Supplemental Agreement No. 2 to Fiscal Agent Agreement dated as of July 1, 2005, pursuant to which the Redevelopment Agency, for and on behalf of the Community Facilities District, issued (A) the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements) Special Tax Bonds, Series 2005A Parity-South (Current Interest Bonds), which were outstanding as of August 2, 2012 in the principal amount of $_____ and (B) the Redevelopment Agency
of the City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements) Special Tax Bonds, Series 2005B Parity-South (Capital Appreciation Bonds), which were outstanding as of August 2, 2012 in the denominational amount of $_____ (collectively, the “2005 Bonds”), and

(iv) as amended and supplemented as by a Supplemental Agreement No. 3 to Fiscal Agent Agreement, dated as of January 1, 2013, pursuant to which the Successor Agency, for and on behalf of the Community Facilities District, is issuing the 2013 Bonds.

Successor Agency Commission. Pursuant to a delegation of authority by the Board of Supervisors of the City and County of San Francisco (the “City”), which is the legislative body of the Community Facilities District, the Successor Agency Commission approved the issuance of the 2013 Bonds by Resolution No. ______, which was adopted on December 18, 2012 (the “Resolution”).

Review by Oversight Board. Under the Community Redevelopment Law, as recently amended, many actions of the Successor Agency are subject to review by an “oversight board." See “- Impact of Recent Changes in Redevelopment Law” below. The oversight board for the Successor Agency approved the issuance of the 2013 Bonds on January 7, 2013, by its Resolution No. ____.

Review of the Department of Finance. Under the Community Redevelopment Law, as recently amended, many actions of the Successor Agency are subject to review by the California Department of Finance. See “- Impact of Recent Changes in Redevelopment Law” below. The Department of Finance approved the issuance of the 2013 Bonds [describe approval].

Impact of Recent Changes in Redevelopment Law

The Community Redevelopment Agency was recently amended to dissolve the Redevelopment Agency and to provide for establishment of the Successor Agency. The Successor Agency does not expect the recent changes in the Community Redevelopment Law to impact its ability to perform its obligations under the Fiscal Agent Agreement or under the Mello-Roos Act as it relates to the Bonds. The Successor Agency covenants in the Fiscal Agent Agreement to take all actions within its power and otherwise as may be required under the Community Redevelopment Law to cause the Special Taxes to be used to timely pay the scheduled debt service on the Bonds.

For more information about the recent changes in the Community Redevelopment Law, see “SUCCESSOR AGENCY – Impact of Recent Changes in Redevelopment Law.”

Use of 2013 Bond Proceeds

Proceeds of the 2013 Bonds will primarily be used to:

(i) finance a portion of the costs of acquiring public infrastructure improvements (the “Infrastructure,” as described in this Official Statement) necessary for the development and redevelopment of property within the Community Facilities District,
(ii) provide funds for the defeasance and redemption of the 2001 Bonds and the 2002 Bonds (collectively, the “Prior Bonds”),

(iii) fund a deposit to a debt service reserve fund for the Bonds, and

(iv) pay the costs of issuing the 2013 Bonds.

The Community Facilities District

Location. The Community Facilities District consists of approximately 62.2 acres that are expected to be subject to the Special Tax and 237 total acres of land.

The Community Facilities District is located in the southern part of the Mission Bay area of the City, adjacent to and on the southwest side of AT&T Park, the waterfront stadium for the San Francisco Giants (which is not in the Community Facilities District). All of the Community Facilities District is located within the Successor Agency’s Mission Bay South Redevelopment Project Area. See “THE MISSION BAY DEVELOPMENT.”

Property Ownership. When the Community Facilities District was formed, all of the non-public use property in the Community Facilities District was owned by Catellus Land and Development Corporation, a Delaware corporation, successor in interest to Catellus Development Corporation, a Delaware corporation (the “Original Landowner”).

Since then, almost all of the developable property was transferred to vertical developers and has been partially developed. See “EXISTING AND PROPOSED DEVELOPMENT IN THE COMMUNITY FACILITIES DISTRICT.”

Infrastructure Development. The Original Landowner transferred its obligations to construct or cause the Infrastructure to be constructed to FOCIL-MB, LLC, a Delaware limited liability company (“FOCIL”), effective November 22, 2004.

The Successor Agency and FOCIL, as assignee of the Original Landowner, are parties to a Mission Bay South Owner Participation Agreement, dated as of November 16, 1998 (the “Mission Bay South OPA”), which provides that FOCIL is responsible for constructing the infrastructure improvements in the area (the “Infrastructure”). The Infrastructure consists generally of streets, rail and rail line bridges, sewer and storm drainage systems, water systems, street improvements (including freeway ramps or other demolition), traffic signal systems, dry utilities, open space (including, among other items, park improvements and restrooms), and other improvements necessary for redevelopment of property within the Community Facilities District. See “INFRASTRUCTURE DEVELOPMENT IN THE COMMUNITY FACILITIES DISTRICT.”

Under the Mission Bay South OPA and other agreements, the Successor Agency will allow the use of certain of the tax increment generated by the property in the Mission Bay South Redevelopment Project to pay the cost of such improvements. See “INFRASTRUCTURE DEVELOPMENT IN THE COMMUNITY FACILITIES DISTRICT – Tax Increment Contribution to Infrastructure Costs.”

The tax increment generated in the Mission Bay South Redevelopment Project is not available to pay debt service on the 2013 Bonds and is expressly excluded from the definition of
Security and Sources of Payment for the 2013 Bonds

Pledge of Revenues. The 2013 Bonds are limited obligations of the Successor Agency on behalf of the Community Facilities District and are payable solely from and secured solely by the Revenues and the amounts in the Bond Fund, the Reserve Fund and the Revenue Fund created under the Fiscal Agent Agreement.

The Fiscal Agent Agreement defines “Revenues” as (i) “Special Tax Revenues” and (ii) any other amounts remitted by the Agency to the Fiscal Agent with written direction to deposit that amount into the Revenue Fund; the definition expressly excludes amounts in the Administrative Expense Fund, the Improvement Fund and tax increment revenues generated in the Successor Agency’s Mission Bay South Redevelopment Project, in which the Community Facilities District lies.

The Fiscal Agent Agreement generally defines “Special Tax Revenues” as proceeds of the special tax (“Special Tax”) received by the Successor Agency from the levy of Special Taxes in the Community Facilities District.

See “SECURITY AND SOURCES OF PAYMENT FOR THE 2013 BONDS - Pledge of Revenues Under the Fiscal Agent Agreement.”

Limited Obligation. Neither the faith and credit nor the taxing power of the Successor Agency (other than to the limited extent provided in the Fiscal Agent Agreement), the City, the State of California or any of its political subdivisions is pledged to the payment of the principal of or the interest on the 2013 Bonds.

The 2013 Bonds are not secured by a lien on, deed of trust on or pledge of any interest in the Infrastructure.

Rate and Method. The Special Tax is to be levied according to the rate and method of apportionment for the Community Facilities District (the “Rate and Method”) and is expected to be collected in the same manner and at the same time as ad valorem property taxes are collected by the City. See “SECURITY AND SOURCES OF PAYMENT FOR THE 2013 BONDS – Rate and Method” and APPENDIX B – “RATE AND METHOD.”

Parity Bonds

Existing Parity Bonds. Following defeasance of the 2001 Bonds and the 2002 Bonds, the 2013 Bonds will be payable from Revenues on a parity basis to the 2005 Bonds; the 2005 Bonds are currently outstanding in the principal amount (not accreted value) of $19,588,939.

Future Parity Bonds. Pursuant to the proceedings in which the Community Facilities District was formed, the Successor Agency is authorized to issue $200,000,000 initial principal amount of bonds for the Community Facilities District. Following issuance of the 2013 Bonds, $________ of additional bonds will remain authorized but unissued.

Subject to certain conditions set forth in the Fiscal Agent Agreement, the Successor Agency may from time to time issue bonds (the “Parity Bonds”) secured by a pledge of

The 2005 Bonds, the 2013 Bonds and any additional Parity Bonds that may be issued by the Successor Agency are collectively referred to in this Official Statement as the “Bonds.”

**Value to Special Tax Bond Burden Ratio**

**Assessed Value.** The fiscal year 2012-13 assessed value of the taxable property in the Community Facilities District is $1,520,627,735. The Successor Agency did not commission an appraisal of the taxable property in the Community Facilities District. See “THE COMMUNITY FACILITIES DISTRICT – Assessed Value History.”

**Special Tax Bond Burden.** The sum of the principal amount (not accreted value) of the outstanding 2005 Bonds ($19,588,939), and the initial principal amount of the 2013 Bonds ($124,082,532)* is $143,671,471.*

**Value to Special Tax Bond Burden.** Based on the fiscal year 2012-13 assessed value and the Special Tax bond burden, the assessed value-to-Special Tax bond burden ratio for the Community Facilities District is 10.58:1.*

The value to Special Tax bond burden ratio shown above is the aggregate ratio for the Community Facilities District and the ratio is not the same for each parcel. See “THE COMMUNITY FACILITIES DISTRICT – Value to Special Tax Bond Burden Distribution.”

**Risks of Investment**

The purchase of the 2013 Bonds involves investment risk, especially because the Community Facilities District is not completely developed. Before purchasing any of the 2013 Bonds, all prospective investors should carefully consider the risks of investment. See “SPECIAL RISK FACTORS” in this Official Statement.

**Tax Matters**

In the opinion of Quint & Thimmig LLP, San Francisco, California, Bond Counsel, subject, however, to certain qualifications described in this Official Statement, under existing law, interest on the 2013 Bonds is excludable from gross income of the owners thereof for federal income tax purposes and is not included as an item of tax preference in computing the federal alternative minimum tax for individuals and corporations under the Code but is taken into account in computing an adjustment used in determining the federal alternative minimum tax for certain corporations.

In the further opinion of Bond Counsel, such interest is exempt from California personal income taxes.

See “TAX MATTERS” in this Official Statement.

* Preliminary; subject to change.
Summary of Information

This Official Statement includes descriptions of the 2013 Bonds, the sources of payment for the 2013 Bonds, the Successor Agency, the Community Facilities District, the Infrastructure, the principal landowners in the Community Facilities District and existing and proposed development within the Community Facilities District. This Official Statement also contains summaries of certain provisions of the Fiscal Agent Agreement and certain other documents.

The descriptions and summaries do not purport to be comprehensive or definitive. All references in this Official Statement to the 2013 Bonds, the Fiscal Agent Agreement and other documents are qualified in their entirety by reference to the form of 2013 Bond included in the Fiscal Agent Agreement and the aforementioned documents, copies of all of which are available for inspection at the corporate trust office of the Fiscal Agent in San Francisco, California.

FINANCING PLAN

Redemption of Prior Bonds

A portion of the proceeds of the sale of the Series 2013A Bonds, together with available funds held under the Fiscal Agent Agreement with respect to the Prior Bonds, will be deposited in an escrow account (the “Refunding Fund”) held by Wells Fargo Bank, National Association, as escrow bank (the “Escrow Bank”) pursuant to an Escrow Agreement dated as of January 1, 2013, between the Successor Agency and the Escrow Bank and applied to defease and refund all of the outstanding Prior Bonds. Amounts in the escrow fund will be sufficient, without reinvestment, to fully pay the Prior Bonds on August 1, 2013, at the following redemption price:

<table>
<thead>
<tr>
<th>2001 Bonds</th>
</tr>
</thead>
<tbody>
<tr>
<td>Payment Date</td>
</tr>
<tr>
<td>2/1/13</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>2002 Bonds</th>
</tr>
</thead>
<tbody>
<tr>
<td>Payment Date</td>
</tr>
<tr>
<td>2/1/13</td>
</tr>
</tbody>
</table>

Upon such irrevocable deposit with the Escrow Bank and in accordance with the Escrow Agreement, the Prior Bonds will be legally defeased and will no longer be entitled to the benefits of, or be secured by, the Fiscal Agent or any pledge of, or lien on, the Revenues.

Amounts deposited in the Refunding Fund are not in any way available to pay debt service on the 2013 Bonds.

Financing of Additional Infrastructure

A portion of the proceeds of the 2013 Bonds will be used to finance the acquisition of public infrastructure constructed by FOCIL in the Community Facilities District. See “INFRASTRUCTURE DEVELOPMENT IN THE COMMUNITY FACILITIES DISTRICT.”
Estimated Sources and Uses of Funds

The sources and uses of funds in connection with the 2013 Bonds are expected to be as follows:

<table>
<thead>
<tr>
<th>Principal Amount</th>
<th>2012A Bonds</th>
<th>2012B Bonds</th>
<th>2012C Bonds</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Amounts relating to the Prior Bonds</td>
<td>$</td>
<td>$</td>
<td>$</td>
<td>$</td>
</tr>
<tr>
<td>Less: Underwriter’s Discount</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total Sources</strong></td>
<td>$</td>
<td>$</td>
<td>$</td>
<td>$</td>
</tr>
</tbody>
</table>

Deposit to 2013 Subaccount of Project Supervision Account of Improvement Fund
Deposit to 2013 Subaccount of Bond Proceeds
Account of Improvement Fund
Deposit to Refunding Fund
Deposit to 2013 Subaccount of the Reserve Fund
Deposit to 2013 Costs of Issuance Fund

| **Total Uses** | $ | $ | $ | $ |

(1) See “—Redemption of Prior Bonds.”
(2) See “SECURITY FOR THE 2013 BONDS - Reserve Fund.”
(3) Costs of issuance include, without limitation, Fiscal Agent fees and expenses; Financial Advisor fees and expenses; Bond Counsel, Disclosure Counsel and other legal fees; Escrow Bank fees and expenses; Verification Agent fees and expenses; [City/Successor Agency financing fee]; and printing costs.
Use of Capital Appreciation Bonds

The Series 2013C Bonds are capital appreciation bonds. According to the Municipal Securities Rulemaking Board, a capital appreciation bond is a “municipal security on which the investment return on an initial principal amount is reinvested at a stated compounded rate until maturity, at which time the investor receives a single payment (the ‘maturity value’) representing both the initial principal amount and the total investment return.”

California State Treasurer Bill Lockyer recently expressed concern about the use of capital appreciation bonds in connection with a number of school district financings. His comments addressed a number of issues including the final maturity of the bonds, the fact that total debt service to be paid by the school districts was a multiple of the amount of bond proceeds received by the school districts and the fact that use of capital appreciation bonds increases the amount of interest paid on the amount borrowed relative to current interest bonds.

However, the Successor Agency believes it is reasonable to use capital appreciation bonds as part of the financing program for the Community Facilities District. As a result of issuing capital appreciation bonds, the Successor Agency will be able to use bond proceeds to pay for the necessary public infrastructure earlier than it would if it only sold current interest bonds. In addition, as a result of the Successor Agency’s use of capital appreciation bonds, the ultimate end-users of the private developments will be responsible for paying for more of the debt service on the Bonds than they would be if the Successor Agency only issued current Bonds.

The Successor Agency does not believe the use of capital appreciation bonds will adversely impact its ability to pay debt service on the Bonds, including the 2013 Bonds.
Debt Service Schedule

The following table presents the debt service schedule for the 2005 Bonds and the 2013 Bonds (the “Bonds”), assuming the Bonds are not redeemed prior to maturity other than as a result of a mandatory sinking fund redemption:

|-------------------|----------------------|---------------------|-----------------|-----------------------|---------------------|------------------|--------------|

* Preliminary; subject to change.
Set forth below is a graphic representation of the scheduled debt service for the 2005 Bonds and the 2013 Bonds.
Mission Bay South Debt Profile
2013 Refunding

Preliminary, subject to change - 2005 o/s issue plus proposed 2001 and 2002 refundings
Debt Service Coverage

The following table set forth the debt service coverage on the Bonds provided by the Special Tax Revenues. The Fiscal Agent Agreement provides that moneys in the Revenue Fund held by the Fiscal Agent, which will primarily consist of Special Tax Revenues, will be transferred from time to time by the Fiscal Agent to the Administrative Expense Fund as necessary to pay Administrative Expenses, upon receipt by the Fiscal Agent of an Officer's Certificate requesting such a transfer, but any such transfers may not exceed, in any Fiscal Year, the aggregate of (i) the amount, if any, included in the Special Tax levy for Administrative Expenses for such Fiscal Year and (ii) the amount of any Tax Increment transferred to the Fiscal Agent under the Tax Increment Administration Agreement for deposit in the Revenue Fund and identified by the Agency to be used to pay Administrative Expenses.
### TABLE 2
**Debt Service Coverage**

<table>
<thead>
<tr>
<th>Year Ending August 1</th>
<th>Maximum Special Tax Revenues (1)</th>
<th>Bonds Debt Service (2)*</th>
<th>Debt Service Coverage*</th>
</tr>
</thead>
<tbody>
<tr>
<td>2013</td>
<td>$9,507,508</td>
<td>$4,882,308</td>
<td>194.73%</td>
</tr>
<tr>
<td>2014</td>
<td>9,697,658</td>
<td>7,778,458</td>
<td>124.67</td>
</tr>
<tr>
<td>2015</td>
<td>9,354,610</td>
<td>7,931,368</td>
<td>117.94</td>
</tr>
<tr>
<td>2016</td>
<td>9,541,702</td>
<td>8,090,518</td>
<td>117.94</td>
</tr>
<tr>
<td>2017</td>
<td>9,732,536</td>
<td>8,254,718</td>
<td>117.90</td>
</tr>
<tr>
<td>2018</td>
<td>9,927,187</td>
<td>8,419,318</td>
<td>117.91</td>
</tr>
<tr>
<td>2019</td>
<td>10,125,731</td>
<td>8,589,118</td>
<td>117.89</td>
</tr>
<tr>
<td>2020</td>
<td>10,328,245</td>
<td>8,758,318</td>
<td>117.92</td>
</tr>
<tr>
<td>2021</td>
<td>10,534,810</td>
<td>8,931,718</td>
<td>117.95</td>
</tr>
<tr>
<td>2022</td>
<td>10,745,507</td>
<td>9,113,718</td>
<td>117.90</td>
</tr>
<tr>
<td>2023</td>
<td>10,960,417</td>
<td>9,293,468</td>
<td>117.94</td>
</tr>
<tr>
<td>2024</td>
<td>11,179,625</td>
<td>9,480,468</td>
<td>117.92</td>
</tr>
<tr>
<td>2025</td>
<td>11,403,218</td>
<td>9,673,468</td>
<td>117.88</td>
</tr>
<tr>
<td>2026</td>
<td>11,631,282</td>
<td>9,863,032</td>
<td>117.93</td>
</tr>
<tr>
<td>2027</td>
<td>11,863,908</td>
<td>10,060,171</td>
<td>117.93</td>
</tr>
<tr>
<td>2028</td>
<td>12,101,186</td>
<td>10,264,756</td>
<td>117.89</td>
</tr>
<tr>
<td>2029</td>
<td>12,343,209</td>
<td>10,466,882</td>
<td>117.93</td>
</tr>
<tr>
<td>2030</td>
<td>12,590,074</td>
<td>10,679,468</td>
<td>117.89</td>
</tr>
<tr>
<td>2031</td>
<td>12,841,875</td>
<td>10,891,688</td>
<td>117.91</td>
</tr>
<tr>
<td>2032</td>
<td>13,098,713</td>
<td>11,111,577</td>
<td>117.88</td>
</tr>
<tr>
<td>2033</td>
<td>13,360,687</td>
<td>11,331,813</td>
<td>117.90</td>
</tr>
<tr>
<td>2034</td>
<td>13,627,901</td>
<td>11,561,968</td>
<td>117.87</td>
</tr>
<tr>
<td>2035</td>
<td>13,900,459</td>
<td>11,792,573</td>
<td>117.87</td>
</tr>
<tr>
<td>2036</td>
<td>14,178,468</td>
<td>12,020,000</td>
<td>117.96</td>
</tr>
<tr>
<td>2037</td>
<td>14,462,037</td>
<td>12,260,000</td>
<td>117.96</td>
</tr>
<tr>
<td>2038</td>
<td>14,751,278</td>
<td>12,505,000</td>
<td>117.96</td>
</tr>
<tr>
<td>2039</td>
<td>15,046,303</td>
<td>12,755,000</td>
<td>117.96</td>
</tr>
<tr>
<td>2040</td>
<td>15,347,229</td>
<td>13,010,000</td>
<td>117.96</td>
</tr>
<tr>
<td>2041</td>
<td>15,654,174</td>
<td>13,270,000</td>
<td>117.97</td>
</tr>
<tr>
<td>2042</td>
<td>15,967,258</td>
<td>13,535,000</td>
<td>117.97</td>
</tr>
<tr>
<td>2043</td>
<td>16,286,603</td>
<td>13,805,000</td>
<td>117.98</td>
</tr>
</tbody>
</table>

* Preliminary; subject to change.

1 Assumes that the 28.57 gross acres of Undeveloped Property will result in an estimated 25.28 net acres when the properties are fully developed, which is assumed to occur, for purposes of this table, during fiscal year 2013-14. Under this assumption, there would be a total of 62.2 acres of Taxable Property in the Community Facilities District.

2 Reflects debt service on the 2005 Bonds and the 2013 Bonds.

Source: Goodwin Consulting Group.

### THE 2013 BONDS

#### Authority for Issuance

**Community Facilities District.** As required by the Mello-Roos Act, the Redevelopment Agency previously took the following actions to establish the Community Facilities District and authorize issuance of the 2013 Bonds:
Resolutions of Intention: On February 22, 2000, the Redevelopment Agency adopted Resolution No. 27-2000 (the “Resolution of Intention”) and Resolution No. 28-2000, stating its intention to establish the Community Facilities District, to authorize the levy of a special tax therein and to issue bonds for the Community Facilities District in an amount not to exceed $200 million.

Resolution of Formation; Resolution of Necessity: Immediately following a noticed public hearing, on March 28, 2000, the Redevelopment Agency adopted (i) Resolution No. 45-2000 (the “Resolution of Formation”), which established the Community Facilities District and authorized the levy of a special tax within the Community Facilities District and (ii) Resolution No. 46-2000 declaring the necessity to incur bonded indebtedness in an aggregate amount not to exceed $200 million within the Community Facilities District.

Resolution Calling Election: On March 28, 2000, the Redevelopment Agency adopted Resolution No. 47-2000 calling an election by the landowners within the Community Facilities District for the same date on the issues of the levy of the Special Tax, the incurring of bonded indebtedness and the establishment of an appropriations limit.

Landowner Election and Declaration of Results: On March 28, 2000, an election was held within the Community Facilities District in which the qualified electors within the Community Facilities District approved a ballot proposition authorizing the issuance of up to $200 million in bonds, the levy of a special tax and the establishment of an appropriations limit for the Community Facilities District. On March 28, 2000, the Redevelopment Agency adopted Resolution No. 48-2000 under which the Redevelopment Agency approved the canvass of the votes and declared the Community Facilities District to be fully formed with the authority to levy the Special Taxes, to incur the bonded indebtedness and to have the established appropriations limit, all with respect to the Community Facilities District.

Special Tax Lien: A Notice of Special Tax Lien was recorded in the real property records of the City and County of San Francisco on April 6, 2000, as document number 2000G756614.

Ordinance Levying Special Taxes: On March 28, 2000, the Redevelopment Agency introduced Ordinance No. 1-2000 levying the Special Tax within the Communities Facilities District (the “Ordinance”); the Ordinance was adopted by the Redevelopment Agency on April 4, 2000.

2013 Bonds. The 2013 Bonds are issued by the Successor Agency, for and on behalf of the Community Facilities District, pursuant to the Mello-Roos Act, the Fiscal Agent Agreement and the Resolution. See “INTRODUCTION – Authorization for Issuance” for information about approval of the issuance of the 2013 Bonds by the oversight board and the California Department of Finance.

Description of the 2013 Bonds

Original Delivery. The 2013 Bonds will be dated their date of delivery (the “Dated Date”) and will be delivered through the facilities of DTC in book-entry only form. The 2013 Bonds shall be issued as fully registered bonds without coupons.
Terms Applicable to All 2013 Bonds. The 2013 Bonds will each be dated their date of original delivery issued in fully registered form, without coupons, and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”). DTC will act as securities depository of the 2013 Bonds. Ownership interests in the 2013 Bonds may be purchased in book-entry form only. Purchasers will not receive securities certificates representing their interests in the 2013 Bonds purchased. Payments of principal of and interest on the 2013 Bonds will be paid by the Trustee to DTC, which is obligated in turn to remit such principal and interest to its DTC Participants for subsequent disbursement to the beneficial owners of the 2013 Bonds. See APPENDIX E—“DTC AND THE BOOK-ENTRY SYSTEM.”

Payment of interest on the Series 2013A Bonds due on or before the maturity or prior redemption thereof shall be made to the person whose name appears in the Bond registration books kept by the Trustee as the registered owner thereof as of the close of business on the Record Date immediately preceding an Interest Payment Date, such interest to be paid by check mailed on the Interest Payment Date by first class mail to such registered owner at the address as it appears in such books except that in the case of an Owner of $1,000,000 or greater in aggregate principal amount of Outstanding Series 2013A Bonds, such payment shall, at such Owner’s written request, provided by such Owner prior to the 15th day of the month preceding such Interest Payment Date, be made by wire transfer of immediately available funds in accordance with written instructions provided by such Owner; any such written request shall remain in effect until rescinded in writing by the Owner.

“Record Date” is defined in the Fiscal Agent Agreement as the 15th day of the month next preceding the month of the applicable Interest Payment Date, whether or not such day is a Business Day.

Current Interest Bonds. The Series 2013A Bonds and the Series 2013B Bonds (collectively, the “Current Interest Bonds”) will be issued only in fully registered form, in denominations of $5,000 and any integral multiple thereof, and will mature on the dates and in the principal amounts and bear interest at the rates as set forth on the inside cover of this Official Statement.

Interest on the Current Interest Bonds is payable semiannually on February 1 and August 1 of each year commencing August 1, 2013 (each, an “Interest Payment Date”).

Capital Appreciation Bonds. No payments with respect to the Series 2013C Bonds (the “Capital Appreciation Bonds”) will be made prior to their respective maturity dates. Each Capital Appreciation Bond will be issued in amount (“Denominational Amount”) that has an Accreted Value on its stated maturity date equal to $5,000 or an integral multiple thereof (the “Maturity Amount”).

The Capital Appreciation Bonds of each maturity will accrete in value from their date of issuance at their stated rate of interest and will mature on dates, all as indicated on the inside cover of this Official Statement, compounded semi-annually on February 1 and August 1 of each year, commencing August 1, 2013, until maturity. Such compounding will be calculated on the basis of a 360-day year comprised of twelve 30-day months, and the Accreted Value shall be payable only at maturity. The Accreted Value on any date other than February 1 and August 1 of any year shall be calculated as described in the Fiscal Agent Agreement. See APPENDIX F—“TABLE OF ACCRETED VALUES” for the Accreted Values as of each February 1 and
Redemption of the 2013 Bonds

**Optional Redemption.** The Series 2013A Bonds maturing on or after August 1, ______, are subject to optional redemption prior to their stated maturity on any Interest Payment Date on or after August 1, ______, as a whole or in part, pro rata among maturities and by lot within a maturity, at a redemption price equal to the principal amount of the Series 2013A Bonds called for redemption, without premium, together with accrued interest thereon to the date fixed for redemption.

The Series 2013B Bonds maturing on or after August 1, ______, are subject to optional redemption prior to their stated maturity on any Interest Payment Date on or after August 1, ______, as a whole or in part, pro rata among maturities and by lot within a maturity, at a redemption price equal to the principal amount of the Series 2013B Bonds called for redemption, without premium, together with accrued interest thereon to the date fixed for redemption.

The Series 2013C Bonds maturing on or after August 1, ______, are subject to optional redemption prior to their stated maturity on any Interest Payment Date on or after August 1, ______, as a whole or in part, pro rata among maturities and by lot within a maturity, at a redemption price equal to the Accreted Value of the Series 2013C Bonds called for redemption, without premium, together with accrued interest thereon to the date fixed for redemption.

**Mandatory Sinking Payment Redemption.** The 2013 Bonds are subject to mandatory sinking fund redemption as described below.

Series 2013A Bonds. The Series 2013A Bonds maturing on August 1, 20__ are subject to mandatory sinking payment redemption in part on August 1, 20__ and on each August 1 thereafter to maturity, by lot, at a redemption price equal to the principal amount thereof to be redeemed, together with accrued interest to the date fixed for redemption, without premium, from sinking payments as follows:

<table>
<thead>
<tr>
<th>20__ Term Bonds</th>
<th>Redemption Date (August 1)</th>
<th>Sinking Payments</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Series 2013B Bonds. The Series 2013B Bonds maturing on August 1, 20__ are subject to mandatory sinking payment redemption in part on August 1, 20__ and on each August 1 thereafter to maturity, by lot, at a redemption price equal to the principal amount thereof to be redeemed, together with accrued interest to the date fixed for redemption, without premium, from sinking payments as follows:

<table>
<thead>
<tr>
<th>20__ Term Bonds</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Redemption Date</strong></td>
<td><strong>Sinking Payments</strong></td>
</tr>
<tr>
<td>(August 1)</td>
<td></td>
</tr>
</tbody>
</table>

Series 2013C Bonds. The Series 2013C Bonds maturing on August 1, 20__ and August 1, 20__ are subject to mandatory sinking payment redemption in part on August 1, 20__ and August 1, 20__, respectively, and on each August 1 thereafter to maturity, by lot, at a redemption price equal to the Accreted Value thereof to be redeemed, together with accrued interest to the date fixed for redemption, without premium, from sinking payments as follows:

<table>
<thead>
<tr>
<th>20__ Term Bonds</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Redemption Date</strong></td>
<td><strong>Sinking Payments</strong></td>
</tr>
<tr>
<td>(August 1)</td>
<td></td>
</tr>
</tbody>
</table>

The amounts in the foregoing tables will be reduced to the extent practicable so as to maintain the same debt service profile on the Bonds as in effect prior to the redemption as a result of any prior partial redemption of the 2013 Bonds.

**Purchase In Lieu of Redemption.** In lieu of a redemption of the 2013 Bonds, moneys in the Bond Fund may be used and withdrawn by the Fiscal Agent for the purchase of Outstanding 2013 Bonds, upon the filing with the Fiscal Agent of an Officer’s Certificate requesting such purchase, at public or private sale as and when, and at such prices (including brokerage and other charges) as such Officer’s Certificate may provide, but in no event may Series 2012A Bonds or Series 2012B Bonds be purchased at a price in excess of the principal amount thereof, plus interest accrued to the date of purchase and any premium which would otherwise be due if such Series 2012A Bonds or Series 2012B Bonds, as applicable, were to be redeemed in accordance with the Fiscal Agent Agreement, and in no event may Series 2012C Bonds be purchased at a price in excess of the Accreted Value thereof as of the next succeeding Interest Payment Date and any premium which would otherwise be due if such Series 2012C Bonds were to be redeemed in accordance with the Fiscal Agent Agreement.

**Notice of Redemption.** The Fiscal Agent shall give notice of any redemption by first class mail, postage prepaid, at least 30 days but not more than 60 days prior to the date fixed for redemption, to the Original Purchaser, to the Securities Depositories, to one or more Information Services, and to the respective registered Owners of any 2013 Bonds designated
for redemption, at their addresses appearing on the Bond registration books in the Principal Office of the Fiscal Agent; but such mailing shall not be a condition precedent to such redemption and failure to mail or to receive any such notice, or any defect therein, shall not affect the validity of the proceedings for the redemption of such 2013 Bonds.

In the case of an optional redemption, the notice of redemption will state that the redemption is conditioned upon receipt by the Fiscal Agent of sufficient moneys to redeem the 2013 Bonds to be optionally redeemed on the anticipated redemption date, and that the optional redemption of the 2013 Bonds will not occur if, by no later than the scheduled redemption date, sufficient moneys to redeem the 2013 Bonds to be optionally redeemed have not been deposited with the Fiscal Agent. In the event that the Fiscal Agent does not receive sufficient funds by the scheduled optional redemption date to redeem the 2013 Bonds to be optionally redeemed, the Fiscal Agent will send written notice to the Successor Agency, to the owners of the 2013 Bonds to be optionally redeemed, to the Securities Depositories and to one or more of the Information Services to the effect that the redemption did not occur as anticipated, and the 2013 Bonds for which notice of optional redemption was given will remain Outstanding for purposes of the Fiscal Agent Agreement.

So long as the book-entry system is in effect with respect to the 2013 Bonds, all notices of redemption will be mailed to DTC (or its nominee), as the registered owner of the 2013 Bonds. See APPENDIX E—“DTC AND THE BOOK-ENTRY SYSTEM.”

Selection of 2013 Bonds for Redemption. Whenever provision is made for the redemption of less than all of the 2013 Bonds or any given portion thereof, the Fiscal Agent shall select the 2013 Bonds to be redeemed, from all 2013 Bonds or such given portion thereof not previously called for redemption, among maturities as directed in writing by the Finance Director (who shall specify 2013 Bonds to be redeemed so as to maintain, as much as practicable, the same debt service profile for the Bonds as in effect prior to such redemption) and by lot within a maturity, such selection within a maturity to be done in any manner which the Fiscal Agent deems appropriate.

SECURITY AND SOURCES OF PAYMENT FOR THE 2013 BONDS

General

The 2013 Bonds are limited obligations of the Successor Agency on behalf of the Community Facilities District and are payable solely from and secured solely by the Revenues and the amounts in the Bond Fund, the Reserve Fund and the Revenue Fund created under the Fiscal Agent Agreement.

Revenues primarily consist of the proceeds of the Special Taxes received by the Successor Agency, as described more completely below.

The 2013 Bonds are payable from Revenues on a parity basis with the outstanding 2005 Bonds. Additional bonds may be issued on a parity with the Bonds, subject to the conditions described in this Official Statement. See “– Parity Bonds” below.
Pledge of Revenues Under the Fiscal Agent Agreement

The Bonds, including the 2013 Bonds, are limited obligations of the Successor Agency payable solely from, and equally and ratably secured by a pledge of “Revenues” which are defined in the Fiscal Agent Agreement as all amounts pledged thereunder to the payment of principal of, premium, if any, and interest on the Bonds, consisting of the following:

(i) Special Tax Revenues.

(ii) Any other amounts remitted by the Successor Agency to the Fiscal Agent with written directions to deposit the same to the Revenue Fund;

but such term does not include amounts deposited to the Administrative Expense Fund or the Improvement Fund, or any earnings thereon, or any tax increment generated in the Successor Agency’s Mission Bay South Redevelopment Project Area.

Special Tax Revenues

“Special Tax Revenues” is defined in the Fiscal Agent Agreement as the proceeds of the Special Taxes received by the Successor Agency, including any scheduled payments and any prepayments thereof, interest thereon and proceeds of the redemption or sale of property sold as a result of foreclosure of the lien of the Special Taxes to the amount of said lien and interest thereon. “Special Tax Revenues” does not include any penalties collected in connection with delinquent Special Taxes, which may be forgiven or disposed of by the Successor Agency in its discretion and, if collected, shall be used in a manner consistent with the Mello-Roos Act.

Special Taxes

In accordance with the provisions of the Mello-Roos Act, the Rate and Method was approved in 2000 by the then-qualified electors of the Community Facilities District and is set forth in its entirety in Appendix B.

Under the Fiscal Agent Agreement, the Successor Agency is obligated to fix and levy the amount of Special Taxes within the Community Facilities District required for the timely payment of principal of and interest on the outstanding Bonds (including the 2005 Bonds, the 2013 Bonds and any Parity Bonds) becoming due and payable, including any necessary replenishment of the Reserve Fund and an amount estimated to be sufficient to pay the Administrative Expenses, taking into account any prepayments of Special Taxes previously received by the Successor Agency. The Special Taxes levied on any parcel of “Taxable Property” (as defined in “—Rate and Method”) may not exceed the maximum amount as provided in the Rate and Method.

The Special Taxes are payable and are to be collected in the same manner, at the same time and in the same installment as ad valorem taxes on property levied on the secured tax roll are payable, and pursuant to the Mello-Roos Act have the same priority, become delinquent at the same times and in the same proportionate amounts and bear the same proportionate penalties and interest after delinquency as do the taxes levied on the tax roll.

Although the Special Taxes will constitute a lien on taxed parcels within the Community Facilities District, they do not constitute a personal indebtedness of the owners of the property within the Community Facilities District. Pursuant to Section 53356.1 of the Act, in the event of
any delinquency in the payment of the Special Tax on a parcel of Taxable Property, the Successor Agency may order the institution of a superior court action to foreclose the lien on the parcel of Taxable Property within specified time limits. In such an action, the real property subject to the unpaid amount of the Special Tax lien may be sold at judicial foreclosure sale. The Mello-Roos Act provides that the Special Taxes are secured by a continuing lien that is subject to the same lien priority in the case of delinquency as ad valorem property taxes. See “—Rate and Method” and “—Covenant for Superior Court Foreclosure.”

Other liens for taxes and assessments may already exist on the property located within the District and others could come into existence in the future. See “SPECIAL RISK FACTORS—Parity Taxes and Special Assessments.” There is no assurance that any owner of a parcel subject to the Special Tax levy will be financially able to pay the annual Special Taxes or that it will pay such taxes even if financially able to do so. See “SPECIAL RISK FACTORS.”

For historic information regarding assessed valuations and the payment of, or delinquencies with respect to, Special Taxes in the Community Facilities District, see “THE COMMUNITY FACILITIES DISTRICT.”

**Rate and Method**

All capitalized terms used in this section, unless noted otherwise, have the meanings prescribed in the Rate and Method. See APPENDIX B – “RATE AND METHOD.”

The Special Tax authorized under the Mello-Roos Act applicable to land within the Community Facilities District will be levied and collected according to the tax liability determined by the Successor Agency according to the Rate and Method set forth in APPENDIX B– “RATE AND METHOD.”

Each year, the Successor Agency will determine the annual Special Tax Requirement of the Community Facilities District to be collected from Taxable Property for the upcoming fiscal year. The “Special Tax Requirement” includes the amounts required for the following:

(i) to pay principal and interest on the Bonds due in the calendar year which begins in such Fiscal Year,
(ii) to create or replenish reserve funds for the Bonds,
(iii) to cure any delinquencies in the payment of Special Taxes which have occurred or (based on delinquency rates in prior years) may be expected to occur in the Fiscal Year in which the Special Tax will be collected,
(iv) to pay Administrative Expenses,
(v) to pay construction and/or acquisition costs and expenses of Infrastructure the Successor Agency expects to fund from Special Tax proceeds in such Fiscal Year,
(vi) to pay costs associated with the release of funds from an escrow account, if any,
(vii) to pay for a letter of credit, bond insurance or any other type of credit enhancement for the Bonds, and
(viii) to pay arbitrage or other rebate payments.
The Special Tax Requirement may be reduced in any Fiscal Year, as determined by the Administrator, by taking into account money available from one or more of the following sources:

(i) interest earnings on or surplus balances in the Community Facilities District funds and accounts that are available to be applied in such Fiscal Year to the payment of Bond debt service under the provisions of the Fiscal Agent Agreement,

(ii) amounts in any capitalized interest account reasonably expected to be available in such Fiscal Year to pay debt service on the Bonds,

(iii) Net Available Increment (as defined in the Mission Bay South Owner Participation Agreement and described under the caption “INFRASTRUCTURE DEVELOPMENT IN THE COMMUNITY FACILITIES DISTRICT – Tax Increment Contribution to Infrastructure Costs” below), and

(iv) any other funds available to apply against the Special Tax Requirement as determined by the Successor Agency.

The annual Special Tax Requirement is the basis for the amount of Special Tax to be levied within the Community Facilities District for each fiscal year. In no event may the Successor Agency levy a Special Tax in any year above the Maximum Special Tax identified for each parcel in the Rate and Method.

**Allocation of Maximum Special Tax.** After the Successor Agency has calculated the annual Special Tax Requirement for a fiscal year, then the Successor Agency will levy the Special Tax as follows:

**First:** The Special Tax shall be levied proportionately on each Assessor’s Parcel of For-Sale Residential Property up to 100% of the Maximum Special Tax for each For-Sale Residential Unit;

**Second:** If additional monies are needed to pay the Special Tax Requirement after the first step has been completed, the Special Tax will be levied proportionately on each Assessor’s Parcel of Developed Property other than For-Sale Residential Property up to 100% of the applicable Maximum Special Tax for each such Parcel of Developed Property;

**Third:** If additional monies are needed to pay the Special Tax Requirement after the first two steps have been completed, the Special Tax will be levied proportionately on each Assessor’s Parcel of Undeveloped Property up to 100% of the Maximum Special Tax for Undeveloped Property.

No Special Taxes can be levied on any parcel after such parcel becomes “**Exempt Land,**” which is defined in the Rate and Method as any real property within the boundaries of the Community Facilities District that is:

(i) owned by a governmental agency as of the date of adoption of the Resolution of Formation (but not after the date, if any, such land is conveyed to a nongovernmental entity),

(ii) from and after the date conveyed to a governmental agency under the terms of the Mission Bay South Owner Participation Agreement as in effect on the date the Resolution of Formation was adopted by the Commission,
(iii) from and after the date conveyed to a governmental agency under the terms of the Land Transfer Agreements as in effect on the date the Resolution of Formation was adopted by the Commission,

(iv) which is Agency Affordable Housing Parcels (as defined in the Mission Bay South Owner Participation Agreement as in effect on the date the Resolution of Formation was adopted by the Commission) from and after the date conveyed to the Successor Agency or a Qualified Housing Developer (as defined in the Mission Bay South Owner Participation Agreement as in effect on the date the Resolution of Formation was adopted by the Commission),

(v) which is a VARA Corridor,

(vi) which makes up the strip of land under Interstate 280 that: (1) is owned by Catellus, (2) has a separate Assessor’s Parcel number assigned to it, and (3) on the date the Resolution of Formation was adopted, was part of Assessor’s Parcel number 8709-01 or 8723-01, or

(vii) which is the subject of a public trust or other permanent easement to a public agency making impractical its use for other than the purposes set forth in the easement.

Any land described in clauses (ii), (iii), (iv), or (vii) which is or becomes Exempt Land will remain Exempt Land.

**Termination of the Special Tax.** The Special Tax may be levied and collected until principal and interest on the Bonds have been repaid and the Infrastructure has been completed and accepted by the applicable governmental agency and paid for with proceeds of the Bonds, Special Taxes, Net Available Increment or bonds secured by Net Available Increment (as defined in the Mission Bay South Owner Participation Agreement), but in any event not later than the year 2050.

**Prepayment of the Special Tax.** The Rate and Method provides that landowners may permanently satisfy all or a portion of the Special Tax by a cash settlement with the Successor Agency. The amount of a full or partial prepayment is to be calculated according to the methodology set forth in the Rate and Method, and is based on determining a benefit share of anticipated costs relating to the outstanding Bonds and future bonds, fees, call premiums, and expenses incurred by the Successor Agency, less a “Reserve Fund Credit,” as defined in the Rate and Method. See APPENDIX B – “RATE AND METHOD.”

**Reserve Fund**

**Creation.** A Reserve Fund (the “Reserve Fund”) was established under the original Fiscal Agent Agreement in connection with the issuance of the 2001 Bonds, and is held by the Fiscal Agent.

A portion of the proceeds of the 2001 Bonds, the 2002 Bonds and the 2005 Bonds were deposited in the Reserve Fund.

**Reserve Requirement.** Upon delivery of the 2013 Bonds, a portion of the amount in the Reserve Fund will be used to defease and redeem the 2001 Bonds and the 2002 Bonds, and a portion of the proceeds of the 2013 Bonds will be deposited into the Reserve Fund such that the aggregate amount in the Reserve Fund equals the “Reserve Requirement.”
Reserve Requirement is defined in the Fiscal Agent Agreement to mean, as of any date of calculation an amount equal to the least of (i) the then Maximum Annual Debt Service on the Bonds and any Parity Bonds, (ii) 125% of the then average Annual Debt Service on the Bonds and any Parity Bonds, or (iii) 10% of the initial principal amount of the Bonds issued under the Fiscal Agent Agreement; provided that, there shall be excluded from the computations contemplated by the preceding clauses (i), (ii) and (iii) Bonds in a principal amount equal to the amount, if any, then on deposit in an escrow fund established with the proceeds of Parity Bonds with amounts therein subject to release as described in the Fiscal Agent Agreement.

As of the date of delivery of the 2013 Bonds, the Reserve Requirement will be $_________.

Use of Reserve Fund. Moneys in the Reserve Fund will be held in trust by the Fiscal Agent for the benefit of the Owners of the Bonds as a reserve for the payment of principal of, and interest and any premium on, the Bonds and will be subject to a lien in favor of the Owners of the Bonds.

Except as otherwise allowed in the Fiscal Agent Agreement, amounts deposited in the Reserve Fund will be used and withdrawn by the Fiscal Agent solely for the purpose of making transfers to the Bond Fund in the event of any deficiency at any time in the Bond Fund of the amount then required for payment of the principal of, and interest and any premium on, the Bonds or, as described below, for the purpose of redeeming Bonds from amounts in the Bond Fund.

Transfer of Excess of Reserve Requirement. Whenever, on the business day prior to any Interest Payment Date, or on any other date at the request of the Finance Director, the amount in the Reserve Fund exceeds the Reserve Requirement, the Fiscal Agent will transfer an amount equal to the excess from the Reserve Fund to the following funds in the following order of priority: (i) so long as the Improvement Fund has not theretofore been closed, to the Bond Proceeds Account of the Improvement Fund to be used for the purposes thereof, and (ii) if the Improvement Fund is then closed, to the Bond Fund to be used for the payment of interest on the Bonds on the next Interest Payment Date.

Transfer When Balance Exceeds Outstanding Bonds. Whenever the balance in the Reserve Fund equals or exceeds the amount required to redeem or pay the outstanding Bonds, including interest accrued to the date of payment or redemption and premium, if any, due upon redemption, the Fiscal Agent will, upon the written direction of the Finance Director, transfer the amount in the Reserve Fund to the Bond Fund to be applied in accordance with the Fiscal Agent Agreement, on the next succeeding Interest Payment Date to the payment and redemption of all of the outstanding Bonds. In the event that the amount transferred from the Reserve Fund to the Bond Fund exceeds the amount required to pay and redeem the outstanding Bonds, the balance in the Reserve Fund will be transferred to the Successor Agency to be used for any lawful purpose of the Successor Agency.

Transfer Upon Special Tax Prepayment. Whenever Special Taxes are prepaid and Bonds are to be redeemed with the proceeds of such prepayment, a proportionate amount in the Reserve Fund (determined on the basis of the principal of Bonds to be redeemed, and the original principal of the Bonds) will be transferred on the business day prior to the redemption date by the Fiscal Agent to the Bond Fund to be applied to the redemption of the Bonds.
Covenant for Superior Court Foreclosure

Foreclosure Under the Mello-Roos Act. Pursuant to Section 53356.1 of the Mello-Roos Act, in the event of any delinquency in the payment of the Special Tax on the taxed parcel, the Successor Agency may order the institution of a superior court action to foreclose the lien on the taxed parcel within specified time limits. In such an action, the real property subject to the unpaid amount of the Special Tax lien may be sold at judicial foreclosure sale.

Covenant Under the Fiscal Agent Agreement. Pursuant to Section 53356.1 of the Mello-Roos Act, the Successor Agency has covenanted in the Fiscal Agent Agreement with and for the benefit of the owners of the Bonds that it will order, and cause to be commenced as provided in the Fiscal Agent Agreement and thereafter diligently prosecute to judgment (unless such delinquency is theretofore brought current), an action in the superior court to foreclose the lien of any Special Tax or installment thereof not paid when due as provided in the following two paragraphs. The Finance Director shall notify counsel to the Successor Agency of any such delinquency of which it is aware, and the counsel will commence, or cause to be commenced, the proceedings.

On or about February 15 and June 15 of each Fiscal Year, the Finance Director will compare the amount of Special Taxes theretofore levied in the Community Facilities District to the amount of Special Tax Revenues theretofore received by the Successor Agency:

(A) Individual Delinquencies. If the Finance Director determines that any single parcel subject to the Special Tax in the Community Facilities District is delinquent in the payment of Special Taxes in the aggregate amount of $2,500 or more, then the Finance Director will send or cause to be sent a notice of delinquency (and a demand for immediate payment thereof) to the property owner within 45 days of such determination, and (if the delinquency remains uncured) foreclosure proceedings will be commenced by the Successor Agency within 90 days of such determination to the extent permissible under applicable law. Notwithstanding the foregoing, the Finance Director may defer such action if the amount in the Reserve Fund is at least equal to the Reserve Requirement.

(B) Aggregate Delinquencies. If the Finance Director determines that (i) the total amount of delinquent Special Tax for the prior Fiscal Year for the entire District, (including the total of delinquencies under subsection (A) above), exceeds 5% of the total Special Tax due and payable for the prior Fiscal Year, or (ii) there are 10 or fewer owners of real property within the Community Facilities District, determined by reference to the latest available secured property tax roll of the County, the Successor Agency will notify or cause to be notified property owners who are then delinquent in the payment of Special Taxes (and demand immediate payment of the delinquency) within 45 days of such determination, and will commence foreclosure proceedings within 90 days of such determination against each parcel of land in the Community Facilities District with a Special Tax delinquency.

Sufficiency of Foreclosure Sale Proceeds; Foreclosure Limitations and Delays. No assurances can be given that the real property subject to a judicial foreclosure sale will be sold or, if sold, that the proceeds of sale will be sufficient to pay any delinquent Special Tax installment. Subject to the maximum rates, the Rate and Method is designed to generate from all non-exempt property within the Community Facilities District the current year's debt service, administrative expenses, and replenishment of the Reserve Fund to the Reserve Requirement,
including an amount reflecting the prior year’s delinquencies. However, if foreclosure proceedings are necessary, and the Reserve Fund has been depleted, there could be a delay in payments to owners of the Bonds pending prosecution of the foreclosure proceedings and receipt by the Successor Agency of the proceeds of the foreclosure sale.

Section 53356.6 of the Mello-Roos Act requires that property sold pursuant to foreclosure under the Mello-Roos Act be sold for not less than the amount of judgment in the foreclosure action, plus post-judgment interest and authorized costs, unless the consent of the owners of 75% of the outstanding Bonds is obtained. However, under Section 53356.6 of the Mello-Roos Act, the Successor Agency, as judgment creditor, is entitled to purchase any property sold at foreclosure using a “credit bid,” where the Successor Agency could submit a bid crediting all or part of the amount required to satisfy the judgment for the delinquent amount of the Special Tax. If the Successor Agency becomes the purchaser under a credit bid, the Successor Agency must pay the amount of its credit bid into the redemption fund established for the Bonds, but this payment may be made up to 24 months after the date of the foreclosure sale. Neither the Mello-Roos Act nor the Fiscal Agent Agreement requires the Successor Agency to purchase or otherwise acquire any lot or parcel of property foreclosed upon if there is no other purchaser at such sale, and the Successor Agency has no intent to be such a purchaser.

The Successor Agency will levy the Special Tax to pay the current year’s debt service and related administrative expenses and to replenish the Reserve Fund to the Reserve Requirement, subject to Maximum Special Tax rates. However, in the event such superior court foreclosure proceedings are necessary, and if the Reserve Fund is depleted, there could be a delay in payments of principal of and interest on the Bonds pending prosecution of the foreclosure proceedings and receipt by the Successor Agency of the proceeds of the foreclosure sale. See “SPECIAL RISK FACTORS - Bankruptcy Delays” and “- Proceeds of Foreclosure Sales.”

**Parity Bonds**

The Successor Agency may from time to time issue bonds (the “Parity Bonds”) secured by a lien on the Revenues and funds pledged for the payment of the 2005 Bonds and the 2013 Bonds on a parity with the 2005 Bonds, the 2013 Bonds and other Parity Bonds then outstanding. Parity Bonds may be issued without the consent of any Bondowners, upon compliance with certain provisions of the Fiscal Agent Agreement, which include the following:

**Value-to-Lien Ratio.** The market value of all parcels of real property in the Community Facilities District subject to the levy of the Special Taxes and not delinquent in the payment of any Special Taxes then due and owing, including with respect to such non-delinquent parcels the value of the then existing improvements and any facilities to be constructed or acquired with any amounts then on deposit in the Improvement Fund and with the proceeds of any proposed series of Parity Bonds, as determined by reference to (A) an appraisal performed within six months of the date of issuance of any proposed Parity Bonds or any proposed release of moneys from any escrow fund by an MAI appraiser (the “Appraiser”) selected by the Successor Agency, or (B) in the alternative, the assessed value of all such non-delinquent parcels and improvements thereon as shown on the then current County real property tax roll available to the Finance Director shall be at least three times the sum of:

(i) the aggregate principal amount of all Bonds then Outstanding, plus
(ii) the aggregate principal amount of the series of Parity Bonds proposed to be issued, plus

(iii) the aggregate principal amount of any fixed assessment liens on the parcels in the Community Facilities District subject to the levy of Special Taxes, plus

(iv) a portion of the aggregate principal amount of any and all other community facilities district bonds then outstanding and payable at least partially from special taxes to be levied on parcels of land within the Community Facilities District (the “Other District Bonds”) equal to the aggregate principal amount of the Other District Bonds multiplied by a fraction, the numerator of which is the amount of special taxes levied for the Other District Bonds on parcels of land within the Community Facilities District, and the denominator of which is the total amount of special taxes levied for the Other District Bonds on all parcels of land against which the special taxes are levied to pay the Other District Bonds (such fraction to be determined based upon the special taxes needed to pay maximum annual debt service on the Other District Bonds when it occurs), based upon information from the most recent available Fiscal Year.

For purposes of this calculation, there shall be excluded from the principal amount of any Bonds or Parity Bonds the portion thereof (if any):

(i) representing amounts on deposit in an escrow fund subject to release only when the Community Facilities District Value is at least three times the then Outstanding principal amount of the Bonds, plus the outstanding principal amount of any other special tax or assessment bonds secured by liens imposed upon land located in the Community Facilities District, or

(ii) the payment of debt service on which is secured by a letter of credit or other similar security, which may be discharged upon a determination by an Authorized Officer that the three times coverage required above has been satisfied with respect to all Bonds not so secured.

**Special Tax Coverage.** The Successor Agency shall obtain a certificate of a Tax Consultant to the effect that the amount of the maximum Special Taxes that may be levied in each Fiscal Year shall be at least 110% of the total Annual Debt Service for each such Fiscal Year on the Bonds and the proposed Parity Bonds plus estimated Administrative Expenses.

**Net Available Increment Will Not be Used to Pay Debt Service**

Pursuant to a Tax Increment Allocation Pledge Agreement between the Redevelopment Agency and the City, the Redevelopment Agency agreed to contribute certain “Net Available Increment” to the cost of acquiring the Infrastructure. The Successor Agency has succeeded to the Redevelopment Agency’s obligations under the Tax Allocation Agreement.

The Net Available Increment is not pledged to or available to pay debt service on the Bonds and is expressly excluded from the definition of “Revenues.”

**No Teeter Plan**

Collection of the Special Taxes is not subject to the “Alternative Method of Distribution of Tax Levies and Collections and of Tax Sale Proceeds,” as provided for in Section 4701 et seq. of the California Revenue and Taxation Code (known as the “Teeter Plan”). Accordingly,
collections of Special Taxes will reflect actual delinquencies, if any.

**Limited Obligation**

The Bonds are limited obligations of the Successor Agency on behalf of the Community Facilities District and are payable solely from and secured solely by the Revenues and the amounts in the Bond Fund, the Reserve Fund and the Revenue Fund created pursuant to the Fiscal Agent Agreement.

In the event that the Special Taxes are not paid when due, the only sources of funds available to repay the Bonds are amounts in the Bond Fund, the Reserve Fund and the Revenue Fund, and the proceeds, if any, from foreclosure sales of parcels with delinquent Special Tax levies.

**THE SUCCESSOR AGENCY**

As described below, the Successor Agency was established by the Board of Supervisors of the City following dissolution of the Redevelopment Agency pursuant to recent changes to the California Community Redevelopment Law.

The Successor Agency believes the recent changes in the Community Redevelopment Law will not impact its ability to perform its obligations under the Fiscal Agent Agreement or under the Mello-Roos Act as it relates to the Bonds. The Successor Agency covenants in the Fiscal Agent Agreement to take all actions within its power and otherwise as may be required under the Community Redevelopment Law to cause the Special Taxes to be used to timely pay the scheduled debt service on the Bonds.

**Impact of Recent Changes in Redevelopment Law**

**AB26 and AB27.** The Redevelopment Agency was established under the Community Redevelopment Law in 1948. In 1998, the Board of Supervisors of the City approved ordinances and resolutions adopting the Mission Bay South Redevelopment Plan; the Community Facilities District is located in the Successor Agency’s Mission Bay South Redevelopment Project Area.

On June 28, 2011, the Governor approved two bills, Assembly Bill No. X1 26 ("AB 26") and Assembly Bill No. X1 27 ("AB 27"), which amended the Community Redevelopment Law. AB 26 provided for dissolution of redevelopment agencies; AB 27 allowed cities and counties to keep their redevelopment agencies in place by paying substantial “community remittances” to be paid to the State.

In July 2011, a lawsuit was filed challenging the constitutionality of both AB 26 and AB 27. The California Supreme Court accepted the case and, on December 29, 2011, upheld most of AB 26 but struck down AB 27 (California Redevelopment Association et al. v. Ana Matosantos). As a result, the Redevelopment Agency was dissolved as of February 1, 2012.

AB 26 contemplated that the city, county or city and county that formed a redevelopment agency would act as the “successor agency” to the former redevelopment agency; the successor agency would be charged with satisfying “enforceable obligations” of the former redevelopment agency, preserving its assets for the benefit of taxing entities and winding up the
affairs of the former redevelopment agency, all under the supervision of a new oversight board, the State Department of Finance and the State Controller.

**Board of Supervisors Resolution No. 11-12 (January 24, 2012).** Under AB 26, pursuant to Resolution No. 11-12 adopted on January 24, 2012, the Board of Supervisors of the City confirmed the City’s role as the successor to the Redevelopment Agency.

**AB 1484.** Since then, pursuant to a further revision of the Community Redevelopment Law (AB 1484), which was signed by the Governor on June 27, 2012, the Legislature clarified that successor agencies are separate political entities and that the successor agency succeeds to the organizational status of the former redevelopment agency but without any legal authority to participate in redevelopment activities except to complete the work related to an approved enforceable obligation.

**Successor Agency Ordinance No. 215-12.** On October 2, 2012, the Board of Supervisors of the City, as the legislative body of the Successor Agency, adopted its Ordinance No. 215-12, pursuant to which it:

(i) officially gave the following name to the Successor Agency: the “Successor Agency to the Redevelopment Agency of the City and County of San Francisco,”

(ii) created the Successor Agency Commission as the policy body of the Successor Agency,

(iii) delegated to the Successor Agency Commission the authority to act in place of the former Redevelopment Agency Commission to implement the surviving redevelopment projects, the replacement housing obligations and other enforceable obligations and the authority to take actions that AB 26 and AB 1484 require or allow on behalf of the Successor Agency and

(iv) established the composition and terms of the members of the Successor Agency Commission.

See “THE SUCCESSOR AGENCY” below.

**Review by Oversight Board and the Department of Finance.** Under the Community Redevelopment Law, as amended by AB 26 and AB 1484, many actions of the Successor Agency are subject to review by an “oversight board” and the California Department of Finance, including the issuance of bonds such as the 2013 Bonds. See “- Authorization of Issuance” above for information about approval by the oversight board and the Department of Finance of the issuance of the 2013 Bonds.

**Impact of Community Redevelopment Law Changes on the Community Facilities District and its Bonds.** AB 26 requires all “enforceable obligations” to be reflected in a recognized obligation payment schedule. The Successor Agency does not show bonds (such as the 2013 Bonds) issued by the Successor Agency under the Mello-Roos Act on its recognized obligation payment schedules, with the consent of its oversight board and the Department of Finance. The Successor Agency lists the the Mission Bay South OPA as an enforceable obligation on the recognized obligation payment schedule.
Authority and Personnel. The powers of the Successor Agency are vested in its Commission, which has five members who are appointed by the Mayor of the City with the approval of the Board of Supervisors. Members are appointed to staggered four-year terms (provided that two members have initial two-year terms) and must reside within the City limits. Once appointed, members serve until replaced or reappointed.

The current members of the Successor Agency Commission, together with their principal occupations, the years of their first appointment to the Commission and the expiration date of their current terms are as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Occupation</th>
<th>First Appointed</th>
<th>Term Expires</th>
</tr>
</thead>
<tbody>
<tr>
<td>Theodore Ellington</td>
<td>Community Service</td>
<td>2012</td>
<td>12/__/16</td>
</tr>
<tr>
<td>Marily Mondejar</td>
<td>Community Organizer</td>
<td>2012</td>
<td>12__/14</td>
</tr>
<tr>
<td>Christine Johnson</td>
<td>Financial Professional</td>
<td>2012</td>
<td>12__/16</td>
</tr>
<tr>
<td>Mara Rosales</td>
<td>Attorney</td>
<td>2012</td>
<td>12__/14</td>
</tr>
<tr>
<td>Darshan Singh</td>
<td>Businessman</td>
<td>2012</td>
<td>12__/16</td>
</tr>
</tbody>
</table>
THE COMMUNITY FACILITIES DISTRICT

Background

**General.** Approximately 62.2 acres in the Community Facilities District are expected to be subject to the Special Tax; there are approximately 237 acres of land in the Community Facilities District.

The Community Facilities District is located approximately two miles south of the financial district of the City, and south of China Basin Channel and AT&T Park, the waterfront baseball stadium for the San Francisco Giants, which is not in the Community Facilities District. Only 62.2 acres are expected to be subject to the Special Tax. The Community Facilities District is bounded on the south by Mariposa Street, on the east by San Francisco Bay, on the north by China Basin Channel, and on the west by Seventh Street. See the Master Plan map below. The Community Facilities District is within a developed urban area with existing and planned transportation improvements, including the existing CalTrain railroad station located at the southwest corner of Fourth and Townsend Street, extensive bus service, and the N, K and T light rail lines.

See “-Status of Entitlements” and “-Current Status of Development” below for a summary of the entitlements for and the current status of development in the Community Facilities District. See also “THE MISSION BAY DEVELOPMENT” for information about the larger Mission Bay project, which includes property outside the Community Facilities District.

**Exempt Land Use.** Only 62.2 out of the 237 acres in the Community Facilities District are eventually expected to be subject to the Special Tax. The land in the Community Facilities District that is not subject to the Special Tax includes land planned for Successor Agency-sponsored affordable housing projects, public facilities, public open space, streets, the University of California, San Francisco (“UCSF”) campus (excluding a medical center that will be subject to the Special Tax; see “THE MISSION BAY DEVELOPMENT” and “EXISTING AND PROPOSED DEVELOPMENT IN THE COMMUNITY FACILITIES DISTRICT”), and an approximately 2.2-acre school site for the San Francisco Unified School District on the UCSF campus.

**Neighboring Land Use.** Land adjacent to the Community Facilities District to the north has transitioned over the past decade into an urban residential and retail-commercial neighborhood, with 15 new multifamily housing rental and for-sale projects having been completed and currently occupied. Commercial development in the area accelerated since the completion of AT&T Park, bringing many adjacent restaurant and retail commercial projects. The area south and west of the Community Facilities District is currently continuing a transition from established older commercial/industrial uses to modern residential and neighborhood commercial developments. Desirability of the area has been enhanced by the proximity to recently completed upscale housing, retail establishments, the San Francisco Bay waterfront, South Beach Marina, AT&T Park, various transportation options and proximity to jobs in the nearby financial district. Most of the new development has occurred over the past 5-10 years and has significantly changed the visual and physical characteristics of the area.

Status of Entitlements

All entitlements required for development to proceed as planned by the largest landowners in the Community Facilities District (see “EXISTING AND PROPOSED
DEVELOPMENT IN THE COMMUNITY FACILITIES DISTRICT”) have been received, other than building permits or other ministerial permits and approvals for specific buildings.

Current Status of Development

The following table describes the development status of the approximately 62.2 acres in the Community Facilities District that are expected to be Taxable Property under the Rate and Method. See “EXISTING AND PROPOSED DEVELOPMENT IN THE COMMUNITY FACILITIES DISTRICT” for a description of significant ongoing development in the Community Facilities District. See also the following Table 4 for property ownership information that is aggregated by current development status and type of land use.

<table>
<thead>
<tr>
<th>APN</th>
<th>Block #</th>
<th>Expected Net Acreage at Build-Out(1)</th>
<th>Status</th>
<th>Units / SF</th>
</tr>
</thead>
<tbody>
<tr>
<td>Residential</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bosa Development</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>8710 -007</td>
<td>12E</td>
<td>1.94 Undeveloped</td>
<td>267 units</td>
</tr>
<tr>
<td></td>
<td>8720 -018 thru -11B</td>
<td>10a</td>
<td>1.34 Completed</td>
<td>99 units</td>
</tr>
<tr>
<td></td>
<td>8720 -117 thru -448</td>
<td>10</td>
<td>2.79 Completed</td>
<td>329 units</td>
</tr>
<tr>
<td>BRE Properties</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>8710 -009</td>
<td>11</td>
<td>1.89 Under Construction</td>
<td>188 units</td>
</tr>
<tr>
<td></td>
<td>8711 -017</td>
<td>5</td>
<td>1.80 Under Construction</td>
<td>172 units</td>
</tr>
<tr>
<td>Other</td>
<td>8711 -013</td>
<td>13W</td>
<td>1.60 Undeveloped</td>
<td>273 units</td>
</tr>
<tr>
<td></td>
<td>8711 -023</td>
<td>7</td>
<td>2.10 Under Construction</td>
<td>315 units</td>
</tr>
<tr>
<td></td>
<td>8711 -028</td>
<td>3W</td>
<td>1.40 Under Construction</td>
<td>147 units</td>
</tr>
<tr>
<td></td>
<td>8711 -029</td>
<td>4W</td>
<td>1.50 Completed</td>
<td>192 units</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Hospital</td>
<td>Regent of the University of California</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>8723 -008</td>
<td>36-39</td>
<td>5.86 Under Construction(2)</td>
<td>261 beds</td>
</tr>
<tr>
<td></td>
<td>8724 -001</td>
<td>36-37</td>
<td>3.63 Under Construction</td>
<td>289 beds</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>9.49 Completed</td>
<td>550 beds</td>
</tr>
<tr>
<td>Hotel</td>
<td>Strada</td>
<td>8715 -004</td>
<td>1.73 Under Construction</td>
<td>500 rooms</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>500 rooms</td>
</tr>
<tr>
<td>Office (leasable sf)</td>
<td>Alexandria Real Estate Equities, Inc</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>8721 -032</td>
<td>26-2</td>
<td>1.61 Completed</td>
<td>207,183 sf</td>
</tr>
<tr>
<td></td>
<td>8721 -034</td>
<td>26-3</td>
<td>0.37 Completed</td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td>8709 -007</td>
<td>41/43-1</td>
<td>0.99 Completed</td>
<td>159,309 sf</td>
</tr>
<tr>
<td></td>
<td>8709 -017</td>
<td>41/43-7</td>
<td>1.14 Undeveloped</td>
<td>56,728 sf</td>
</tr>
<tr>
<td></td>
<td>8709 -018</td>
<td>41/43-5</td>
<td>1.05 Completed</td>
<td>159,925 sf</td>
</tr>
<tr>
<td></td>
<td>8709 -020</td>
<td>41/43-4</td>
<td>1.66 Under Construction(1)</td>
<td>194,215 sf</td>
</tr>
<tr>
<td>Bay Jacaranda</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>8721 -029</td>
<td>27</td>
<td>0.99 Undeveloped</td>
<td>207,993 sf</td>
</tr>
<tr>
<td></td>
<td>8721 -033</td>
<td>26-1</td>
<td>0.69 Under Construction(1)</td>
<td>189,674 sf</td>
</tr>
<tr>
<td></td>
<td>8722 -001</td>
<td>29-32</td>
<td>8.82 Undeveloped</td>
<td>935,000 sf</td>
</tr>
<tr>
<td></td>
<td>8722 -008</td>
<td>31 (corner)</td>
<td>0.01 Undeveloped</td>
<td>0 sf</td>
</tr>
<tr>
<td></td>
<td>8723 -001</td>
<td>33-34</td>
<td>3.71 Undeveloped</td>
<td>450,000 sf</td>
</tr>
<tr>
<td></td>
<td>8725 -004</td>
<td>32 (part)</td>
<td>0.01 Undeveloped</td>
<td>0 sf</td>
</tr>
<tr>
<td></td>
<td>FOCIL-MB LLC</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>8727 -008</td>
<td>40</td>
<td>3.24 Undeveloped</td>
<td>697,183 sf</td>
</tr>
<tr>
<td>Site</td>
<td>Building</td>
<td>Status</td>
<td>Size</td>
<td>Notes</td>
</tr>
<tr>
<td>----------</td>
<td>----------</td>
<td>---------</td>
<td>---------</td>
<td>----------------</td>
</tr>
<tr>
<td>8709 -008</td>
<td>41/43-2</td>
<td>Completed</td>
<td>1.37</td>
<td>180,000 sf</td>
</tr>
<tr>
<td>8721 -010</td>
<td>26A</td>
<td>Completed</td>
<td>1.85</td>
<td>267,940 sf</td>
</tr>
<tr>
<td>8721 -011</td>
<td>28</td>
<td>Completed</td>
<td>1.85</td>
<td>262,773 sf</td>
</tr>
<tr>
<td>8709 -019</td>
<td>41/43-6</td>
<td>Undeveloped</td>
<td>1.10</td>
<td>300 spaces</td>
</tr>
<tr>
<td>8709 -022</td>
<td>41/43-3</td>
<td>Completed</td>
<td>1.98</td>
<td>803 spaces</td>
</tr>
<tr>
<td>8721 -030</td>
<td>27</td>
<td>Completed</td>
<td>1.58</td>
<td>1,424 spaces</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td></td>
<td><strong>62.2</strong></td>
<td><strong>2,527 spaces</strong></td>
</tr>
</tbody>
</table>

(1) This table shows expected taxable acreage upon build-out.
(2) Under construction; building permit has been issued.

Source: FOCIL-MB, LLC.
Land Use Distribution

The following table shows the distribution of land uses of Taxable Property within the Community Facilities District based on the actual fiscal year 2012-13 Special Tax levy, the principal amount (not accreted value) of the outstanding 2005 Bonds ($19,588,939), the initial principal amount of the 2013 Bonds ($124,082,532) and fiscal year 2012-13 assessed values.

The value to Special Tax bond burden ratios shown below for each category of property and for the Community Facilities District as a whole are aggregate ratios; the value to Special Tax bond burden ratio is not the same for each parcel.

### TABLE 4
REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO
Community Facilities District No. 6 (Mission Bay South Public Improvements)
Development Status, Assessed Values, Value-to-Special Tax Bond Burden Ratio
(Fiscal Year 2012-13)

<table>
<thead>
<tr>
<th>Land Uses</th>
<th>Number of Parcels</th>
<th>Gross Acres</th>
<th>Expected Net Acres</th>
<th>Fiscal Year 2012-13 Assessed Value</th>
<th>FY 2012-13 Actual Special Tax Levy (1)</th>
<th>Share of Bonds (2)*</th>
<th>% of Actual Special Tax Levy</th>
<th>Aggregate Value-to-Special Tax Bond Ratio*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Developed Property</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>For-Sale Residential Property</td>
<td>431</td>
<td>4.16</td>
<td>4.13</td>
<td>$312,123,697</td>
<td>$601,502</td>
<td>7.87%</td>
<td>27.61 : 1</td>
<td></td>
</tr>
<tr>
<td>Rental Residential Property</td>
<td>5</td>
<td>8.39</td>
<td>8.39</td>
<td>80,159,086</td>
<td>1,213,023</td>
<td>15.87</td>
<td>3.52 : 1</td>
<td></td>
</tr>
<tr>
<td>Hotel Property</td>
<td>0</td>
<td>0.00</td>
<td>0.00</td>
<td>0</td>
<td>0</td>
<td>0.00</td>
<td>n/a</td>
<td></td>
</tr>
<tr>
<td>Initial Stand-Alone Retail Property</td>
<td>0</td>
<td>0.00</td>
<td>0.00</td>
<td>0</td>
<td>0</td>
<td>0.00</td>
<td>n/a</td>
<td></td>
</tr>
<tr>
<td>Office Property</td>
<td>9</td>
<td>11.34</td>
<td>11.34</td>
<td>660,133,221</td>
<td>1,639,780</td>
<td>21.45</td>
<td>21.42 : 1</td>
<td></td>
</tr>
<tr>
<td>Other Property</td>
<td>2</td>
<td>9.74</td>
<td>9.49</td>
<td>50,777,023</td>
<td>514,740</td>
<td>6.73</td>
<td>9.18 : 1</td>
<td></td>
</tr>
<tr>
<td>Stand-Alone Parking</td>
<td>2</td>
<td>3.56</td>
<td>3.56</td>
<td>88,832,409</td>
<td>9,674,167</td>
<td>6.73</td>
<td>9.18 : 1</td>
<td></td>
</tr>
<tr>
<td>Stand-Alone Retail Property</td>
<td>0</td>
<td>0.00</td>
<td>0.00</td>
<td>0</td>
<td>0</td>
<td>0.00</td>
<td>n/a</td>
<td></td>
</tr>
<tr>
<td>Undeveloped Property</td>
<td>11</td>
<td>28.57</td>
<td>25.28</td>
<td>328,602,299</td>
<td>42,610,021</td>
<td>29.66</td>
<td>7.71 : 1</td>
<td></td>
</tr>
<tr>
<td>Totals:</td>
<td>460</td>
<td>65.76</td>
<td>62.19</td>
<td>1,520,627,735</td>
<td>143,671,470</td>
<td>100.00</td>
<td>10.58 : 1</td>
<td></td>
</tr>
</tbody>
</table>

| Largest Property Owners (3)   |                   |             |                    |                                     |                                       |                     |                             |                                          |
| Regents of the University of California | 2    | 9.74        | 9.49               | 50,777,023                         | 1,639,780                             | 18.42               | 1.92 : 1                    |                                          |
| Bay Jacaranda No. 2932, LLC    | 2                 | 12.00       | 8.83               | 176,491,539                        | 17,894,274                            | 12.45               | 9.86 : 1                    |                                          |
| ARE-San Francisco No. 15, LLC  | 4                 | 5.87        | 5.87               | 56,565,325                         | 13,220,326                            | 9.20                | 4.28 : 1                    |                                          |
| BOSA Development Calif. II, Inc. | 333 | 4.76        | 4.73               | 163,875,353                        | 10,557,266                            | 7.35                | 15.52:1                     |                                          |
| Totals:                       | 341               | 32.37       | 28.92              | $447,709,240                        | $68,138,041                           | 47.43%              | 6.57:1                      |                                          |

(1) For the fiscal year 2012-13 special tax levy, Developed Property was levied the Maximum Special Tax and Undeveloped Property was levied a Special Tax equal to approximately 55% of the Maximum Special Tax for Undeveloped Property.

(2) The Share of Bonds allocation is based on the fiscal year 2012-13 actual Special Tax levy.

(3) See Table 5 for a list of the largest property owners in the Community Facilities District and the designation of their property as Developed Property or Undeveloped Property.

* Preliminary; subject to change.

Source: Goodwin Consulting Group.

Assessed Value History

No Appraisal of Property in the Community Facilities District. The Successor Agency has not commissioned an appraisal of the taxable property in the Community Facilities District in connection with the issuance of the 2013 Bonds. Therefore, the valuation of the
taxable property in the Community Facilities District will be estimated, based on the values established by the Assessor-Recorder of the City and County of San Francisco.

**Assessed Valuation.** The valuation of real property in the Community Facilities District is established by the Assessor-Recorder of the City and County of San Francisco. Assessed valuations are reported at 100% of the full value of the property, as defined in Article XIIIA of the California Constitution. Article XIIIA of the California Constitution defines “full cash value” as the appraised value as of March 1, 1975, plus adjustments not to exceed 2% per year to reflect inflation, and requires assessment of “full cash value” upon change of ownership or new construction.

Accordingly, the gross assessed valuation presented in this Official Statement may not necessarily be representative of the actual market value of certain property in the Community Facilities District.

The fiscal year 2012-13 total assessed value of 460 parcels of taxable property in the Community Facilities District is $1,520,627,735.

**Historical Assessed Values.** The table below shows assessed valuations for fiscal years 2008-09 through 2012-13 with respect to taxable property in the Community Facilities District.

<table>
<thead>
<tr>
<th>Fiscal Year</th>
<th>Assessed Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>2008-09</td>
<td>$601,263,584</td>
</tr>
<tr>
<td>2009-10</td>
<td>755,212,256</td>
</tr>
<tr>
<td>2010-11</td>
<td>1,101,447,209</td>
</tr>
<tr>
<td>2011-12</td>
<td>1,131,255,320</td>
</tr>
<tr>
<td>2012-13</td>
<td>1,520,627,735</td>
</tr>
</tbody>
</table>

Source: Goodwin Consulting Group.
Property Ownership

The following table lists the top 18 payers of Special Taxes in the Community Facilities District with respect to taxable property for fiscal year 2012-13, based on the actual fiscal year 2012-13 Special Tax levy and fiscal year 2012-13 assessed values.

### TABLE 6
REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO
Community Facilities District No. 6
(Mission Bay South Public Improvements)
Property Ownership as of January 1, 2012

<table>
<thead>
<tr>
<th>Property Owner</th>
<th>Developed or Undeveloped</th>
<th>Number of Parcels</th>
<th>Current Acres</th>
<th>Expected Net Acres</th>
<th>Fiscal Year 2012-13 Assessed Value</th>
<th>FY 12-13 Actual Special Tax Levy*</th>
<th>Share of Bonds **</th>
<th>% of Total Actual Special Tax Levy</th>
<th>Aggregate Value-to-Lien Ratio*</th>
</tr>
</thead>
<tbody>
<tr>
<td>REGENTS OF THE UNIVERSITY OF CA</td>
<td>Developed</td>
<td>2</td>
<td>9.74</td>
<td>9.49</td>
<td>$50,777,023</td>
<td>$1,408,205</td>
<td>$26,466,175</td>
<td>18.42%</td>
<td>1.92</td>
</tr>
<tr>
<td>BAY JACARANDA NO 2622 LLC</td>
<td>Undeveloped</td>
<td>2</td>
<td>12.00</td>
<td>8.83</td>
<td>176,491,539</td>
<td>952,114</td>
<td>17,694,274</td>
<td>12.45</td>
<td>9.86</td>
</tr>
<tr>
<td>ARE-SAN FRANCISCO NO 15 LLC</td>
<td>Both</td>
<td>4</td>
<td>5.87</td>
<td>5.87</td>
<td>56,565,325</td>
<td>703,423</td>
<td>13,220,328</td>
<td>9.20</td>
<td>4.28</td>
</tr>
<tr>
<td>BOSA DEVELOPMENT CALIF II INC</td>
<td>Both</td>
<td>333</td>
<td>4.76</td>
<td>4.73</td>
<td>163,875,353</td>
<td>561,728</td>
<td>10,557,266</td>
<td>7.35</td>
<td>15.52</td>
</tr>
<tr>
<td>BRE PROPERTIES INC</td>
<td>Developed</td>
<td>2</td>
<td>3.69</td>
<td>3.69</td>
<td>33,347,227</td>
<td>533,499</td>
<td>10,026,713</td>
<td>6.98</td>
<td>3.33</td>
</tr>
<tr>
<td>ARE-SAN FRANCISCO NO 19 LLC</td>
<td>Developed</td>
<td>3</td>
<td>3.46</td>
<td>3.46</td>
<td>135,541,857</td>
<td>500,332</td>
<td>9,403,376</td>
<td>6.55</td>
<td>14.41</td>
</tr>
<tr>
<td>BAY JACARANDA NO 3334 LLC</td>
<td>Undeveloped</td>
<td>2</td>
<td>3.84</td>
<td>3.72</td>
<td>56,441,538</td>
<td>304,594</td>
<td>7,742,817</td>
<td>9.88</td>
<td>9.88</td>
</tr>
<tr>
<td>DCO MISSION BAY LP</td>
<td>Developed</td>
<td>1</td>
<td>2.10</td>
<td>2.10</td>
<td>24,087,500</td>
<td>303,617</td>
<td>5,706,259</td>
<td>3.97</td>
<td>4.22</td>
</tr>
<tr>
<td>GILL TERRY FRANCOIS BLVD LLC</td>
<td>Developed</td>
<td>1</td>
<td>1.85</td>
<td>1.85</td>
<td>152,319,743</td>
<td>267,472</td>
<td>5,026,943</td>
<td>3.50</td>
<td>30.30</td>
</tr>
<tr>
<td>SOBRATO DEVELOPMENT CO #871</td>
<td>Developed</td>
<td>1</td>
<td>1.85</td>
<td>1.85</td>
<td>169,690,420</td>
<td>267,472</td>
<td>5,026,943</td>
<td>3.50</td>
<td>33.76</td>
</tr>
<tr>
<td>FOCIL-MB LLC</td>
<td>Undeveloped</td>
<td>1</td>
<td>3.24</td>
<td>3.24</td>
<td>8,475,219</td>
<td>257,135</td>
<td>4,832,662</td>
<td>3.36</td>
<td>1.75</td>
</tr>
<tr>
<td>STRATA APARTMENT HLDS LLC</td>
<td>Developed</td>
<td>1</td>
<td>1.50</td>
<td>1.50</td>
<td>80,159,086</td>
<td>216,869</td>
<td>4,075,900</td>
<td>2.84</td>
<td>19.67</td>
</tr>
<tr>
<td>BLOCK 1 ASSOCIATES, LLC</td>
<td>Undeveloped</td>
<td>1</td>
<td>2.73</td>
<td>2.73</td>
<td>5,696,665</td>
<td>216,343</td>
<td>4,066,014</td>
<td>2.83</td>
<td>1.40</td>
</tr>
<tr>
<td>J DAVID GLADSTONE INSTITUTES</td>
<td>Developed</td>
<td>1</td>
<td>1.37</td>
<td>1.37</td>
<td>90,380,675</td>
<td>198,363</td>
<td>3,728,090</td>
<td>2.59</td>
<td>24.24</td>
</tr>
<tr>
<td>BAY JACARANDA NO 2627 LLC</td>
<td>Both</td>
<td>2</td>
<td>1.68</td>
<td>1.68</td>
<td>50,813,458</td>
<td>178,613</td>
<td>3,356,901</td>
<td>2.34</td>
<td>15.14</td>
</tr>
<tr>
<td>URBAN HOUSING MB III LLC</td>
<td>Developed</td>
<td>1</td>
<td>1.10</td>
<td>1.10</td>
<td>12,240,000</td>
<td>158,038</td>
<td>2,988,903</td>
<td>2.08</td>
<td>4.10</td>
</tr>
<tr>
<td>ARE-SAN FRANCISCO NO 36 LLC</td>
<td>Developed</td>
<td>1</td>
<td>1.05</td>
<td>1.05</td>
<td>65,209,524</td>
<td>152,197</td>
<td>2,860,428</td>
<td>1.99</td>
<td>22.80</td>
</tr>
<tr>
<td>ARE-SAN FRANCISCO NO 26 LLC</td>
<td>Developed</td>
<td>1</td>
<td>0.99</td>
<td>0.99</td>
<td>67,251,665</td>
<td>142,700</td>
<td>2,681,942</td>
<td>1.87</td>
<td>25.08</td>
</tr>
<tr>
<td>EGR-MISSION BAY BLOCK 13 LTD P</td>
<td>Undeveloped</td>
<td>1</td>
<td>1.60</td>
<td>1.60</td>
<td>30,848,279</td>
<td>120,880</td>
<td>2,386,500</td>
<td>1.66</td>
<td>12.93</td>
</tr>
<tr>
<td>Remaining Property Owners</td>
<td>Developed</td>
<td>99</td>
<td>1.34</td>
<td>1.34</td>
<td>90,405,739</td>
<td>193,737</td>
<td>3,641,149</td>
<td>2.53</td>
<td>24.83</td>
</tr>
<tr>
<td><strong>Totals:</strong></td>
<td></td>
<td><strong>460</strong></td>
<td><strong>65,7597</strong></td>
<td><strong>62.19</strong></td>
<td><strong>$1,520,627,735</strong></td>
<td><strong>$7,444,432</strong></td>
<td><strong>$143,971,470</strong></td>
<td><strong>100.00%</strong></td>
<td><strong>10.58</strong></td>
</tr>
</tbody>
</table>

(1) For the fiscal year 2012-13 Special Tax levy, Developed Property was levied the Maximum Special Tax and Undeveloped Property was levied a Special Tax equal to approximately 55% of the Maximum Special Tax for Undeveloped Property.

(2) The Share of Bonds allocation is based on the fiscal year 2012-13 actual Special Tax levy.

(3) The remaining property owners are owners of individual condominium units.

* Preliminary; subject to change.

Source: Goodwin Consulting Group

See “EXISTING AND PROPOSED DEVELOPMENT IN THE COMMUNITY FACILITIES DISTRICT” for a description of existing and proposed land use in the Community Facilities District.

Value to Special Tax Bond Burden Distribution

**General Information Regarding Value-to-Special Tax Bond Burden Ratios.** The value-to-Special Tax bond burden ratio on bonds secured by special taxes will generally vary over the life of those bonds as a result of changes in the value of the property that is security for the special taxes and the principal amount of the bonds payable from the special taxes.

In comparing the aggregate assessed value of the real property within the Community Facilities District and the principal amount of the Bonds, it should be noted that an individual parcel may only be foreclosed upon to pay delinquent installments of the Special Taxes attributable to that parcel. The principal amount (not accreted value) of the outstanding 2005 Bonds ($19,588,939) and the initial principal amount of the 2013 Bonds ($124,082,532) are not

* Preliminary; subject to change.
allocated pro-rata among the parcels within the Community Facilities District; rather, the total Special Taxes have been allocated among the parcels within the Community Facilities District according to the Rate and Method.

Economic and other factors beyond the property owners’ control, such as economic recession, deflation of land values, financial difficulty or bankruptcy by one or more property owners, or the complete or partial destruction of taxable property caused by, among other possibilities, earthquake, flood, tsunamis, sea level rise or other natural disaster, could cause a reduction in the assessed value within the Community Facilities District. See “SPECIAL RISK FACTORS - Property Value” and “Bankruptcy Delays.”

**Aggregate Value-to-Special Tax Bond Burden Ratio.** The aggregate value-to-Special Tax bond burden ratio of taxable property in the Community Facilities District, based on fiscal year 2012-13 assessed values ($1,520,627,735), the principal amount (not accreted value) of the outstanding 2005 Bonds ($19,588,939) and the initial principal amount of the 2013 Bonds ($124,082,532) is 10.58:1. California Municipal Statistics, Inc., reports that there is no overlapping special tax or assessment debt. There is, however, overlapping general obligation debt, and the properties in the Community Facilities District are subject to a number of taxes, direct charges and assessments. See “—Direct and Overlapping Governmental Obligations” below.

**Value-to-Special Tax Bond Burden Ratio Distribution.** The following tables set forth the distribution of assessed value-to-Special Tax bond burden ratios among parcels of taxable property based on fiscal year 2012-13 assessed values and the Special Tax lien of the Bonds.

The first table looks at Developed Property and Undeveloped Property; the second table looks only at Developed Property; the third table looks only at Undeveloped Property; and the fourth table identifies seven parcels of Taxable Property with a value-to-special tax bond burden ratio of less than 3:1.
### TABLE 7

REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO

Community Facilities District No. 6

(Mission Bay South Public Improvements)

Assessed Value-to-Lien Ratios (Developed and Undeveloped Property)

(Fiscal Year 2012-13)

<table>
<thead>
<tr>
<th>Assessed Value-to-Special Tax Bond Burden Category</th>
<th>No. of Parcels</th>
<th>Current Acres</th>
<th>Expected Net Acres</th>
<th>Share of Bonds (1)</th>
<th>% of Bonds*</th>
</tr>
</thead>
<tbody>
<tr>
<td>20:1 +</td>
<td>218</td>
<td>9.29</td>
<td>9.28</td>
<td>$25,333,160</td>
<td>17.63%</td>
</tr>
<tr>
<td>10:1 to 19.99:1</td>
<td>225</td>
<td>9.86</td>
<td>9.84</td>
<td>23,502,713</td>
<td>16.36%</td>
</tr>
<tr>
<td>5:1 to 9.99:1</td>
<td>4</td>
<td>17.81</td>
<td>14.52</td>
<td>29,011,955</td>
<td>20.19%</td>
</tr>
<tr>
<td>3:1 to 4.99:1</td>
<td>6</td>
<td>9.18</td>
<td>9.18</td>
<td>19,815,639</td>
<td>13.79%</td>
</tr>
<tr>
<td>1:1 to 2.99:1</td>
<td>7</td>
<td>19.62</td>
<td>19.37</td>
<td>46,008,002</td>
<td>32.02%</td>
</tr>
<tr>
<td>Less than 1:1</td>
<td>0</td>
<td>0.00</td>
<td>0.00</td>
<td>0</td>
<td>0.00%</td>
</tr>
<tr>
<td><strong>Totals:</strong></td>
<td><strong>460</strong></td>
<td><strong>65.76</strong></td>
<td><strong>62.19</strong></td>
<td><strong>$143,671,470</strong></td>
<td><strong>100.00%</strong></td>
</tr>
</tbody>
</table>

(1) The Share of Bonds allocation is based on the fiscal year 2012-13 actual Special Tax levy.

* Preliminary; subject to change.

Source: Goodwin Consulting Group.

### TABLE 8

REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO

Community Facilities District No. 6

(Mission Bay South Public Improvements)

Assessed Value-to-Special Tax Bond Burden Ratios (Developed Property only)

(Fiscal Year 2012-13)

<table>
<thead>
<tr>
<th>Assessed Value-to-Special Tax Bond Burden Category</th>
<th>No. of Parcels</th>
<th>Current Acres</th>
<th>Expected Net Acres</th>
<th>Share of Bonds (1)</th>
<th>% of Bonds*</th>
</tr>
</thead>
<tbody>
<tr>
<td>20:1 +</td>
<td>218</td>
<td>9.29</td>
<td>9.28</td>
<td>$25,333,160</td>
<td>17.63%</td>
</tr>
<tr>
<td>10:1 to 19.99:1</td>
<td>221</td>
<td>7.25</td>
<td>7.23</td>
<td>19,612,719</td>
<td>13.65%</td>
</tr>
<tr>
<td>5:1 to 9.99:1</td>
<td>2</td>
<td>1.99</td>
<td>1.99</td>
<td>5,419,913</td>
<td>3.77%</td>
</tr>
<tr>
<td>3:1 to 4.99:1</td>
<td>3</td>
<td>5.00</td>
<td>5.00</td>
<td>13,586,332</td>
<td>9.46%</td>
</tr>
<tr>
<td>1:1 to 2.99:1</td>
<td>5</td>
<td>13.66</td>
<td>13.41</td>
<td>37,109,326</td>
<td>25.83%</td>
</tr>
<tr>
<td>Less than 1:1</td>
<td>0</td>
<td>0.00</td>
<td>0.00</td>
<td>0</td>
<td>0.00%</td>
</tr>
<tr>
<td><strong>Totals:</strong></td>
<td><strong>449</strong></td>
<td><strong>37.19</strong></td>
<td><strong>36.91</strong></td>
<td><strong>$101,061,450</strong></td>
<td><strong>70.34%</strong></td>
</tr>
</tbody>
</table>

(1) The Share of Bonds allocation is based on the fiscal year 2012-13 actual Special Tax levy.

* Preliminary; subject to change.

Source: Goodwin Consulting Group.
TABLE 9
REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO
Community Facilities District No. 6
(Mission Bay South Public Improvements)
Assessed Value-to-Special Tax Bond Burden Ratios (Undeveloped Property only)
(Fiscal Year 2012-13)

<table>
<thead>
<tr>
<th>Assessed Value-to-Special Tax Bond Burden Category</th>
<th>No. of Parcels</th>
<th>Current Acres</th>
<th>Expected Net Acres</th>
<th>Share of Bonds (1)</th>
<th>% of Bonds</th>
</tr>
</thead>
<tbody>
<tr>
<td>20:1 +</td>
<td>0</td>
<td>0.00</td>
<td>0.00</td>
<td>$0</td>
<td>0.00%</td>
</tr>
<tr>
<td>10:1 to 19.99:1</td>
<td>4</td>
<td>2.61</td>
<td>2.61</td>
<td>3,889,995</td>
<td>2.71</td>
</tr>
<tr>
<td>5:1 to 9.99:1</td>
<td>2</td>
<td>15.82</td>
<td>12.53</td>
<td>23,592,042</td>
<td>16.42</td>
</tr>
<tr>
<td>3:1 to 4.99:1</td>
<td>3</td>
<td>4.18</td>
<td>4.18</td>
<td>6,229,307</td>
<td>4.34</td>
</tr>
<tr>
<td>1:1 to 2.99:1</td>
<td>2</td>
<td>5.97</td>
<td>5.97</td>
<td>8,898,676</td>
<td>6.19</td>
</tr>
<tr>
<td>Less than 1:1</td>
<td>0</td>
<td>0.00</td>
<td>0.00</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>Totals:</td>
<td>11</td>
<td>28.57</td>
<td>25.28</td>
<td>$42,610,021</td>
<td>29.66%</td>
</tr>
</tbody>
</table>

(1) The Share of Bonds allocation is based on the fiscal year 2012-13 actual Special Tax levy.
* Preliminary; subject to change.

Source: Goodwin Consulting Group.

The following table provides more information about properties with an assessed value-to-Special Tax bond burden ratio of less than 3:1; the footnotes to the table include summaries of some of the circumstances that the Successor Agency believes should affect the assessed value of the properties.

TABLE 10
REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO
Community Facilities District No. 6
(Mission Bay South Public Improvements)
Taxable Property with an Assessed Value-to-Special Tax Bond Burden Ratio of less than 3:1
(Fiscal Year 2012-13)

<table>
<thead>
<tr>
<th>Property Owner</th>
<th>Developed or Undeveloped</th>
<th>Number of Parcels</th>
<th>Current Acres</th>
<th>Expected Net Acres</th>
<th>Fiscal Year 2012-13 Assessed Value</th>
<th>FY 12-13 Actual Special Tax Levy (2)</th>
<th>Share of Bonds (3)</th>
<th>% of Total Actual Special Tax Levy</th>
<th>Aggregate Value-to-Special Tax Bond Burden Ratio</th>
</tr>
</thead>
<tbody>
<tr>
<td>REGENTS OF THE UNIVERSITY OF CA</td>
<td>Developed (2)</td>
<td>2</td>
<td>9.74</td>
<td>9.49</td>
<td>$50,777,023</td>
<td>$1,408,255</td>
<td>$26,466,175</td>
<td>18.42%</td>
<td>1.92 : 1</td>
</tr>
<tr>
<td>BRE PROPERTIES INC</td>
<td>Developed (2)</td>
<td>1</td>
<td>1.89</td>
<td>1.89</td>
<td>$11,515,122</td>
<td>$273,255</td>
<td>$5,135,634</td>
<td>3.57%</td>
<td>2.24 : 1</td>
</tr>
<tr>
<td>FOCIL-MB LLC</td>
<td>Undeveloped</td>
<td>1</td>
<td>3.24</td>
<td>3.24</td>
<td>$8,475,219</td>
<td>$257,135</td>
<td>$4,832,662</td>
<td>3.36%</td>
<td>1.75 : 1</td>
</tr>
<tr>
<td>ARE-SAN FRANCISCO NO 15 LLC</td>
<td>Developed (4)</td>
<td>1</td>
<td>1.66</td>
<td>1.66</td>
<td>$11,185,376</td>
<td>$239,635</td>
<td>$4,503,763</td>
<td>3.13%</td>
<td>2.48 : 1</td>
</tr>
<tr>
<td>BLOCK 1 ASSOCIATES, LLC</td>
<td>Undeveloped</td>
<td>1</td>
<td>2.73</td>
<td>2.73</td>
<td>$5,696,685</td>
<td>$216,343</td>
<td>$4,066,014</td>
<td>8.33%</td>
<td>1.40 : 1</td>
</tr>
<tr>
<td>ARE-SAN FRANCISCO NO 19 LLC</td>
<td>Developed</td>
<td>1</td>
<td>0.37</td>
<td>0.37</td>
<td>$2,312,988</td>
<td>$53,407</td>
<td>$1,003,754</td>
<td>7.00%</td>
<td>2.30 : 1</td>
</tr>
<tr>
<td>Totals:</td>
<td></td>
<td>7</td>
<td>19.62</td>
<td>19.37</td>
<td>$89,961,803</td>
<td>$2,447,981</td>
<td>$46,008,002</td>
<td>32.02%</td>
<td>1.96 : 1</td>
</tr>
</tbody>
</table>

(1) The Regents of the University of California’s $1.6 billion Medical Center project is underway (and approximately 50% complete) on the two listed parcels. Although these parcels are subject to Special Taxes, they are exempt from the general ad valorem property taxes. See “EXISTING AND PROPOSED DEVELOPMENT IN THE COMMUNITY FACILITIES DISTRICT – Regents of the University of California.”
(2) BRE purchased this parcel on 20, for $ which is higher than the fiscal year 2012-13 assessed value. BRE has commenced construction on the parcel of a residential rental building. See “EXISTING AND PROPOSED DEVELOPMENT IN THE COMMUNITY FACILITIES DISTRICT – BRE Properties.”
(3) ARE has constructed on this parcel the permanent pile portion of the foundation for a 10-story, 244,015 gross square foot office/laboratory building. See “EXISTING AND PROPOSED DEVELOPMENT IN THE COMMUNITY FACILITIES DISTRICT – Alexandra Real Estate Equities, Inc.”
(4) FOCIL sold this property to Block 1 Associates, LLC on 20 for $12.5 million.
(5) This parcel is a stub parcel appurtenant to a neighboring parcel on which ARE-San Francisco No. 19 LLC completed construction of a 5-story, approximately 217,542 gross square foot office/laboratory building.

Source: Goodwin Consulting Group.
Special Tax Delinquency History

The following table summarizes Special Tax levies, collections and delinquency rates on taxable properties in the District for fiscal years 2005-06 through 2011-12 based on amounts levied and outstanding delinquencies as of April 30, 2012. Amounts delinquent as of the end of each of the fiscal years shown below were higher than the amounts shown as delinquent below.

<table>
<thead>
<tr>
<th>Fiscal Year</th>
<th>Total Special Tax Levied</th>
<th>Total Outstanding Delinquencies (1)</th>
<th>Percent Delinquent</th>
</tr>
</thead>
<tbody>
<tr>
<td>2005-06</td>
<td>$6,138,287</td>
<td>$0</td>
<td>0.00%</td>
</tr>
<tr>
<td>2006-07</td>
<td>6,235,627</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>2007-08</td>
<td>6,596,112</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>2008-09</td>
<td>6,748,770</td>
<td>50,425</td>
<td>0.75</td>
</tr>
<tr>
<td>2009-10</td>
<td>7,201,182</td>
<td>978</td>
<td>0.01</td>
</tr>
<tr>
<td>2010-11</td>
<td>7,336,179</td>
<td>5,389</td>
<td>0.07</td>
</tr>
<tr>
<td>2011-12</td>
<td>7,492,087</td>
<td>9,568</td>
<td>0.13</td>
</tr>
</tbody>
</table>

(1) Source: City and County of San Francisco Auditor-Controller’s Office.

(2) The outstanding Special Tax delinquency for fiscal year 2008-09 relates to a parcel owned by FOCL on which the Special Tax was levied in fiscal year 2008-09 because the tax rolls identified the parcel as privately-owned; however, the parcel will be dedicated for affordable housing and should not have been subject to the Special Tax. The Successor Agency expects the Special Tax delinquency to be removed from the tax roll and the Successor Agency will not collect the Special Tax.

Source: Goodwin Consulting Group.
Overlapping Liens

**Taxes, Charges and Assessments.** The base property tax rate on property in the Community Facilities District for fiscal year 2011-12 was 1.78% (including ad valorem tax overrides). Property in the Community Facilities District is also subject, or will be subject, to certain annual charges and assessments (which are billed to property owners on a semi-annual basis). The following table reflects the tax bill of a representative residential property in the Community Facilities District.

**TABLE 12**
REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO
Community Facilities District No. 6
(Mission Bay South Public Improvements)
Taxes, Charges and Assessments for Representative Property
Fiscal Year 2011-12 (1)

<table>
<thead>
<tr>
<th>Assumptions</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Assessed Value</td>
<td>$558,514</td>
</tr>
<tr>
<td>Homeowner’s Exemption</td>
<td>(7,000)</td>
</tr>
<tr>
<td>Net Assessed Value</td>
<td>551,514</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Ad Valorem Taxes</th>
<th>Applied</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>County Wide 1%</td>
<td>1.0000%</td>
<td>5,515</td>
</tr>
<tr>
<td>Other Ad Valorem Taxes</td>
<td>0.1718</td>
<td>948</td>
</tr>
<tr>
<td>Total Ad Valorem Taxes</td>
<td>1.1718</td>
<td>6,463</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Direct Assessments</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mission Bay CFD No. 6 (3)</td>
<td>1,382</td>
</tr>
<tr>
<td>All Other Direct Assessments</td>
<td>2,083</td>
</tr>
<tr>
<td>Total Direct Assessments</td>
<td>3,466</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Total Property Tax Payment</th>
<th>Percentage of Total Assessed Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>$9,928</td>
<td>1.78%</td>
</tr>
</tbody>
</table>

(1) Fiscal year 2012-13 tax bills were not available from the City and County of San Francisco as of September 24, 2012. The table presents fiscal year 2011-12 ad valorem percentages and direct assessment amounts.

(2) Represents the average assessed value of For-Sale Residential properties in the Community Facilities District 6 as of January 1, 2012.

(3) Represents the average Maximum Special Tax of For-Sale Residential properties in the Community Facilities District 6 for fiscal year 2012-13.

Source: Goodwin Consulting Group.
**Overlapping Public Debt.** Contained within the boundaries of the Community Facilities District are certain overlapping local agencies providing public services and assessing property taxes, assessments, special taxes and other charges. Many of these local agencies have outstanding debt.

The current and estimated direct and overlapping obligations affecting the property in the Community Facilities District are shown in the following table. The table was prepared by California Municipal Statistics, Inc., and is included for general information purposes only. The Successor Agency has not reviewed this report for completeness or accuracy and makes no representation in connection therewith.

### TABLE 13
**REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO**  
Community Facilities District No. 6  
(Mission Bay South Public Improvements)  
Direct and Overlapping Bonded Debt  
As of October 1, 2012

<table>
<thead>
<tr>
<th>2012-13 Local Secured Assessed Valuation: $1,520,627,735</th>
</tr>
</thead>
</table>

**DIRECT AND OVERLAPPING TAX AND ASSESSMENT DEBT:**

<table>
<thead>
<tr>
<th>Agency</th>
<th>% Applicable</th>
<th>Debt 10/1/12</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bay Area Rapid Transit District</td>
<td>0.269%</td>
<td>$1,104,756</td>
</tr>
<tr>
<td>San Francisco Community College District</td>
<td>0.830</td>
<td>2,973,641</td>
</tr>
<tr>
<td>San Francisco Unified School District</td>
<td>0.830</td>
<td>5,644,706</td>
</tr>
<tr>
<td>City and County of San Francisco</td>
<td>0.830</td>
<td>14,676,849</td>
</tr>
<tr>
<td><strong>City of San Francisco Mission Bay Community Facilities District No. 6</strong></td>
<td><strong>100.</strong></td>
<td><strong>109,183,939</strong> (1)</td>
</tr>
<tr>
<td><strong>TOTAL DIRECT AND OVERLAPPING TAX AND ASSESSMENT DEBT</strong></td>
<td></td>
<td><strong>$133,583,891</strong></td>
</tr>
</tbody>
</table>

**OVERLAPPING GENERAL FUND DEBT:**

<table>
<thead>
<tr>
<th>Agency</th>
<th>% Applicable</th>
<th>Debt 10/1/12</th>
</tr>
</thead>
<tbody>
<tr>
<td>San Francisco Unified School District Certificates of Participation</td>
<td>0.830%</td>
<td>$87,316</td>
</tr>
<tr>
<td>City of San Francisco General Fund Obligations</td>
<td>0.830</td>
<td>8,823,915</td>
</tr>
<tr>
<td><strong>TOTAL OVERLAPPING GENERAL FUND DEBT</strong></td>
<td></td>
<td><strong>$8,911,231</strong></td>
</tr>
</tbody>
</table>

**COMBINED TOTAL DEBT** | | **$142,495,122** (2)


(2) Excludes tax and revenue anticipation notes, enterprise revenue, mortgage revenue and tax allocation bonds and non-bonded capital lease obligations.

**Ratios to 2012-13 Assessed Valuation:**

<table>
<thead>
<tr>
<th>Ratio</th>
<th>Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>Direct Debt ($109,183,939)</td>
<td>7.18%</td>
</tr>
<tr>
<td>Total Direct and Overlapping Tax and Assessment Debt</td>
<td>8.78%</td>
</tr>
<tr>
<td>Combined Total Debt</td>
<td>9.37%</td>
</tr>
</tbody>
</table>

**STATE SCHOOL BUILDING AID REPAYABLE AS OF 6/30/12:** $0

Source: California Municipal Statistics, Inc.
[insert map of Mission Bay Development; see, e.g., p. 19 of the 2005 OS]
THE MISSION BAY DEVELOPMENT

The information contained in this section is presented for background information on the Mission Bay area. Not all of the Mission Bay area is in the Community Facilities District. For information on the portion of the Mission Bay area in the Community Facilities District, see “THE COMMUNITY FACILITIES DISTRICT” above. The information in this section of the Official Statement was provided by FOCIL and the Successor Agency does not take any responsibility for its accuracy.

The Mission Bay Project

Origin of the Mission Bay Project. The Original Landowner and its predecessors had been the owner of much of the property in and adjacent to the Community Facilities District since the 1800s, having originally used most of it for railroad and industrial operations.

In July 1999, the Original Landowner entered into agreements with the City and the State which provided for certain land exchanges necessary to implement approvals for the redevelopment of approximately 302 acres of land in the southeastern waterfront area of the City, which land includes all of the land within the Community Facilities District and land immediately north of the Community Facilities District, for development and redevelopment of the area as a redevelopment project area under the Redevelopment Law.

The area which comprises the Mission Bay project was the subject of two Redevelopment Plans (described below) adopted by the City. It is now being redeveloped from vacant brownfield land and industrial uses to infill neighborhood of commercial and high density residential uses. These land uses are supported by new public infrastructure improvements, parks and open spaces.

In November 2004, FOCIL assumed the rights and obligations of the Original Landowner except for property specific rights and obligations associated with the property retained by Catellus Operating Limited Partnership (“COLP”) and an affiliate.

Overview of Mission Bay Area. Geographically, the Mission Bay development is bounded by Townsend Street to the North, Seventh Street to the west, Mariposa Street to the south, and San Francisco Bay to the east. The project area is an entirely new infill neighborhood in San Francisco.

The Mission Bay development area is entitled for the following land uses:

<table>
<thead>
<tr>
<th>Entitlement</th>
<th>Under Construction</th>
<th>Completed</th>
</tr>
</thead>
<tbody>
<tr>
<td>6,081 housing units</td>
<td>972 units</td>
<td>3,455 units</td>
</tr>
<tr>
<td>4.4 million square feet of office/lab space</td>
<td>0</td>
<td>1.9 million sf</td>
</tr>
<tr>
<td>550 bed medical center</td>
<td>289 beds</td>
<td>0</td>
</tr>
<tr>
<td>2.65 million square feet of university research facilities</td>
<td>0</td>
<td>1.94 million sf</td>
</tr>
<tr>
<td>272,500 square feet of retail space</td>
<td>44,680 sf</td>
<td>137,065 sf</td>
</tr>
<tr>
<td>500 room hotel</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>49 acres of open space</td>
<td>0</td>
<td>23.4 acres</td>
</tr>
</tbody>
</table>
The portions of the above entitlements that relate to the land in the Community Facilities District are as follows:

<table>
<thead>
<tr>
<th>Entitlement</th>
<th>Under Construction</th>
<th>Completed</th>
</tr>
</thead>
<tbody>
<tr>
<td>3,117 housing units</td>
<td>972 units</td>
<td>620 units</td>
</tr>
<tr>
<td>4.4 million square feet of office/lab space</td>
<td>0 sf</td>
<td>1.9 million sf</td>
</tr>
<tr>
<td>550 bed medical center</td>
<td>289 beds</td>
<td>0</td>
</tr>
<tr>
<td>2.65 million square feet of university research facilities</td>
<td>0 sf</td>
<td>1.94 million sf</td>
</tr>
<tr>
<td>162,689 leasable square feet of retail space</td>
<td>44,680 sf</td>
<td>27,204 sf</td>
</tr>
<tr>
<td>500 room hotel</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>35.4 acres of open space</td>
<td>0</td>
<td>17.2 acres</td>
</tr>
</tbody>
</table>

The Original Landowner commenced its redevelopment activities in the spring of 2001. FOCIL expects construction to continue, subject to market conditions, until approximately 2021, with the exception of the second phase of the medical center which does not currently have a target construction completion date (see “EXISTING AND PROPOSED DEVELOPMENT IN THE COMMUNITY FACILITIES DISTRICT – Regents of the University of California”).

**Residential Development.** The residential units consist of market-rate and affordable units, both rental and for sale. FOCIL or its assignees or transferees are developing approximately 4,500 units at a variety of densities, and in a variety of architectural styles. The Successor Agency will sponsor development of the remaining residential units in the project area.

**Retail Development.** At full build-out, retail uses in the Mission Bay redevelopment area will include up to approximately 272,500 leasable square feet of retail space which will be oriented toward local users living in the neighborhood.

**Commercial Development.** At full build-out, commercial uses will include a mix of approximately 4.4 million leasable square feet of commercial office, medical office, biotechnology lab space, and a 500-room hotel.

**UCSF Campus.** Development in the Community Facilities District is anchored by a major new University of California, San Francisco research campus, located on approximately 43 acres of land donated by the Original Landowner and the City, containing approximately 2.65 million gross square feet of instruction, research and support space for the nationally renowned bio-medical research institution.

The Regents of the University of California have already completed 1,940,800 gross square feet of buildings within the campus area, and are expected to complete approximately 244,000 more by the end of calendar year 2015.

**UCSF Medical Center.** A 1.79 million gross square foot Medical Center is planned on 9.74 acres south of the UCSF Campus. Of this, 859,200 gross square feet will be completed by the end of calendar year 2015. The UCSF Medical Center is located on land owned by or leased to the Regents of the University of California. This land comprises the only two parcels owned and/or leased by the Regents in the Community Facilities District that are Taxable Property under the Rate and Method. See “PROPERTY OWNERSHIP AND PROPOSED AND EXISTING DEVELOPMENT” below.

**Public Space in Mission Bay.** Public-oriented facilities planned in Mission Bay include approximately 49 acres of public parks, plazas and open space to serve a variety of recreational
needs and a new and upgraded public infrastructure system necessary to serve residents, occupants, and visitors. All streets will either be new or upgraded with modern street surface systems as well as new sewer and utility provisions sub-surface. The land that is developed for public use will not be subject to the Special Tax.

**Land in the Community Facilities District.** For information about the portion of the Mission Bay development that is within the Community Facilities District, see "THE COMMUNITY FACILITIES DISTRICT" above.
AERIAL PHOTO OF
REDEVELOPMENT AGENCY OF THE CITY AND
COUNTRY OF SAN FRANCISCO
COMMUNITY FACILITIES DISTRICT NO. 6
(MISSION BAY SOUTH PUBLIC IMPROVEMENTS)

As of __________
INFRASTRUCTURE DEVELOPMENT IN THE COMMUNITY FACILITIES DISTRICT

The information contained in this section is presented for background information. The public infrastructure in the Community Facilities District is not security for the Bonds. The information in this section of the Official Statement was provided by FOCIL and the Successor Agency does not take any responsibility for its accuracy.

The Community Facilities District was formed to finance a portion of the public infrastructure (the “Infrastructure”) necessary to support private development within the Community Facilities District, including open space (including, among other items, park improvements and restrooms), streets, rails and rail line bridges, sewer and storm drainage systems, water systems, dry utilities, and other improvements generally serving property within the Community Facilities District.

Public Infrastructure Improvements

FOCIL is obligated to construct or cause to be constructed all of the public improvements in the Community Facilities District, in accordance with obligations outlined in the Mission Bay South OPA. In general, the public infrastructure requirements for build-out of the Community Facilities District are phased at a minimum to serve the incremental service requirements of buildings as they are constructed. Accordingly, development of a specific area will generally be accompanied by development of adjacent public infrastructure and improvements, including streets, utilities and public open space. During the subdivision process, FOCIL has provided or will provide the Successor Agency with a bond to insure the completion of all Infrastructure in accordance with its obligations.

In connection with its acquisition of parcels in the Community Facilities District, FOCIL was required to assume all of the Original Landowner’s obligations under the Mission Bay South OPA to construct the Infrastructure. FOCIL has entered into an agreement with Catellus Urban Construction, Inc., a construction company and a subsidiary of the Original Landowner (“CUCI”), pursuant to which CUCI is to manage the construction of the Infrastructure.

Acquisition of the Infrastructure

The particular public improvements to be funded by proceeds of the 2013 Bonds represent a portion of the Infrastructure to be constructed in the Community Facilities District. The Successor Agency and the Original Landowner have entered into an Acquisition Agreement (the “Acquisition Agreement”) dated as of June 1, 2001, as amended and supplemented by a Supplement No. 1 to Acquisition Agreement, dated as of October 1, 2002, assumed by FOCIL in 2004, and as amended and supplemented by a Supplement No. 2 to Acquisition Agreement, dated as of January 1, 2013.

Under the terms of the Acquisition Agreement, the Successor Agency will acquire the Infrastructure from FOCIL upon completion of various discrete components of infrastructure and inspection thereof by the City. The Acquisition Agreement provides that the Infrastructure will be acquired for an amount based upon the documented Actual Cost (as defined in the Acquisition Agreement) or for such other amount as may be agreed upon by FOCIL, the Successor Agency and the City.
Funding of the Infrastructure

FOCIL expects that the cost of the Infrastructure and other improvements necessary for its development and redevelopment activities in Mission Bay South is approximately $340 million. Proceeds of the 2001 Bonds, the 2002 Bonds and the 2005 Bonds in the aggregate amount of approximately $_____ million were deposited in the Bond Proceeds Account of the Improvement Fund and approximately $______ million of the 2013 Bond proceeds is expected to be deposited in the Bond Proceeds Account of the Improvement Fund.

FOCIL expects that the cost of any Infrastructure not financed from Bonds will be financed by the use of “Net Available Increment” to be provided for the benefit of FOCIL by the Successor Agency pursuant to the Mission Bay South OPA, as described below. Net Available Increment is a portion, but not all, of the ad valorem property taxes generated from new development within the Community Facilities District that are in excess of the taxes collected in the fiscal year the Community Facilities District was formed (fiscal year 1998-99). See “Tax Increment Contribution to Infrastructure Costs” below.

Net Available Increment is not pledged to or available to pay debt service on the Bonds.

Tax Increment Contribution to Infrastructure Costs

The Community Redevelopment Law provides a means for financing redevelopment projects based upon an allocation of taxes collected within a project area. The taxable valuation of a project area last equalized prior to adoption of the redevelopment plan, or base roll, is established and, except for any period during which the taxable valuation drops below the base year level, the taxing agencies thereafter receive the taxes produced by the levy of the then current tax rate upon the base roll. Taxes collected upon any increase in taxable valuation over the base roll are allocated to a redevelopment agency and may be pledged by a redevelopment agency to the repayment of any indebtedness incurred in financing or refinancing a redevelopment project. Redevelopment agencies themselves have no authority to levy property taxes and must look specifically to the allocation of taxes produced.

In order to facilitate the implementation of the Mission Bay South Redevelopment Plan, the Successor Agency and the Original Landowner entered into the Mission Bay South OPA. The Mission Bay South OPA provides that the Original Landowner is responsible (which is a responsibility that has been assumed by FOCIL) for constructing the Infrastructure and that the Successor Agency will provide financing of a portion of the costs of the Infrastructure (i) through the establishment of one or more community facilities districts, such as the Community Facilities District, under the Mello-Roos Act and (ii) with respect to Infrastructure of primary benefit to the Community Facilities District, through the use of Net Available Increment and the issuance of bonds secured by a pledge (or otherwise payable from a contribution) thereof.

Net Available Increment is not pledged to or available to pay debt service on the Bonds.
Construction of the Infrastructure

The following table identifies (i) total Infrastructure and site work required for complete development of the Community Facilities District, (ii) expenditures on Infrastructure and site work through September, 2012, (iii) the amount still to be expended on Infrastructure and site work and (iv) the actual and expected sources of funds for the Infrastructure and site work.

**TABLE 12**

**SUCCESSOR TO THE REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO**

Community Facilities District No. 6
(Mission Bay South Public Improvements)
Estimated Sources and Uses of Funds for Infrastructure and Site Work

<table>
<thead>
<tr>
<th>USES</th>
<th>Total Estimated Costs</th>
<th>Expenditures Through 9/30/2012</th>
<th>Estimated Remaining Costs</th>
</tr>
</thead>
<tbody>
<tr>
<td>Right-of-Way Infrastructure and Utilities</td>
<td>$338,591,422</td>
<td>$224,256,179</td>
<td>$114,335,243</td>
</tr>
<tr>
<td>Pump Stations</td>
<td>36,154,034</td>
<td>21,379,629</td>
<td>14,774,404</td>
</tr>
<tr>
<td>Parks</td>
<td>68,265,200</td>
<td>26,933,442</td>
<td>41,331,758</td>
</tr>
<tr>
<td><strong>Total Uses</strong></td>
<td><strong>$443,010,655</strong></td>
<td><strong>$272,569,251</strong></td>
<td><strong>$170,441,405</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>SOURCES</th>
<th>Total Estimated Receipts</th>
<th>Receipts Through 9/30/2012</th>
<th>Estimated Remaining Receipts</th>
</tr>
</thead>
<tbody>
<tr>
<td>Public &lt;sup&gt;1&lt;/sup&gt;</td>
<td>$408,901,780</td>
<td>$203,832,877</td>
<td>$205,068,903</td>
</tr>
<tr>
<td>Private (FOCIL-MB)</td>
<td>19,598,876</td>
<td>9,955,514</td>
<td>9,643,362</td>
</tr>
<tr>
<td>Interim Private &lt;sup&gt;2&lt;/sup&gt;</td>
<td>0</td>
<td>57,820,860</td>
<td>(57,820,860)</td>
</tr>
<tr>
<td>Grants</td>
<td>14,510,000</td>
<td>960,000</td>
<td>13,550,000</td>
</tr>
<tr>
<td><strong>Total Sources</strong></td>
<td><strong>$443,010,656</strong></td>
<td><strong>$272,569,251</strong></td>
<td><strong>$170,441,405</strong></td>
</tr>
</tbody>
</table>

(1) Includes a combination of CFD bond proceeds, tax allocation bond proceeds, and direct reimbursement through tax increment.

(2) Any interim private funds expended by FOCIL, on work eligible for reimbursement will ultimately be reimbursed from public funding sources, including Parity Bonds.

Source: FOCIL.
EXISTING AND PROPOSED DEVELOPMENT IN THE COMMUNITY FACILITIES DISTRICT

This section of the Official Statement provides information about the largest landowners in the Community Facilities District and their current and proposed development. The information in this section was provided by the respective property owners and neither the Successor Agency nor the Underwriter has made any independent investigation of the information and neither the Successor Agency nor the Underwriter has verified the accuracy or completeness of such information, nor do they assume responsibility or liability therefor.

See “THE COMMUNITY FACILITIES DISTRICT – Property Ownership” above for a summary of property ownership in the Community Facilities District.

See “SPECIAL RISK FACTORS - Payment of the Special Tax is not a Personal Obligation” for a description of the nature of the Special Tax obligation under the Mello-Roos Act.

Background

At the time of initial formation of the Community Facilities District, substantially all the land therein was owned by Catellus Development Corporation, which is referred to in this Official Statement as the Original Landowner.

Since formation of the Community Facilities District, the Original Landowner has disposed of most of its land holdings in the Community Facilities District.

FOCIL-MB, LLC

General. The Original Landowner sold a substantial number of parcels (comprising 25.8 out of the 62.2 taxable acres in the Community Facilities District) to FOCIL-MB, LLC, a Delaware limited liability company whose manager is Farallon Capital Management, LLC. FOCIL-MB, LLC is referred to as “FOCIL” in this Official Statement.

FOCIL is the owner of a single parcel of 3.24 acres of taxable land in the Community Facilities District; this parcel is entitled for approximately 680,000 gross square feet of office/laboratory use. FOCIL is currently processing a design review permit application, and intends to either build one or more buildings and/or sell the parcel to one or more vertical developers. FOCIL acquired its property from COLP and its affiliates in November 2004 and June 2005.

Construction of Infrastructure. FOCIL continues to be responsible for the construction of the public infrastructure in the Community Facilities District. When sufficient funds are not available through Community Facilities District funding sources, FOCIL provides immediate up-front funding to expedite construction of improvements, and FOCIL is reimbursed from available funds. See “INFRASTRUCTURE DEVELOPMENT IN THE COMMUNITY FACILITIES DISTRICT.”

Continuing Disclosure. FOCIL has agreed to provide continuing disclosure about certain information pursuant to a Continuing Disclosure Certificate. See “CONTINUING DISCLOSURE.”
Regents of the University of California

General. The Regents of the University of California (the “Regents”) own 2 parcels totaling 9.74 acres that are responsible for 18.42% of the fiscal year 2012-13 Special Tax. The parcels are characterized as Developed Property under the Rate and Method.

Land Use by the Regents. The existing and proposed uses of the Regents’ parcels in the Community Facilities District are described below:

• Mission Bay Blocks 36-37 and X3: The Regents are in the process of constructing a $1.6 billion University of California, San Francisco Medical Center at Mission Bay, which will be a 289-bed children's, women's and cancer hospital complex, and will be composed of three basic physical buildings:

  1. Hospital: comprised of the children's, women's and cancer inpatient facilities;
  2. Outpatient Building: comprised of ambulatory services for pediatric, women, and cancer patients;
  3. Energy Center: the building facing Third Street that houses the equipment (e.g., boilers, coolers, etc.) to run the 878,000 gross square foot complex.

  Construction began in December 2010 and the medical center is expected to be open to the public in February 2015.

• Mission Bay Blocks 38-39: The Regents will initially use this parcel for public parking, but it is entitled for the second phase of the UCSF Medical Center, including an additional 261 bed hospital addition, medical offices, and parking.

Construction of Infrastructure. FOCIL is currently constructing over $34 million of Infrastructure for the medical center. FOCIL expects to complete the Infrastructure by the fourth quarter of calendar year 2014; FOCIL has bonded for the majority of the Infrastructure related to the medical center.

Continuing Disclosure. The Regents will not provide continuing disclosure. However, FOCIL will notify investors as part of its continuing disclosure undertaking when a certificate of occupancy has been issued for the first phase of the medical center.

Exempt Parcel. The Regents own parcel X3 (Assessor Parcel Block 3992, Lot 003), upon which a portion of the Medical Center is currently under construction; Parcel X3 is not subject to the Special Tax. [Explain exemption]

Issues Relating to Regents. See “SPECIAL RISK FACTORS – Exempt Properties – Ownership by the Regents of the University of California,” for a discussion of issues that could arise from the fact that, although the Regents’ property described above constitutes Taxable Property under the Rate and Method, the Regents are a State entity and exempt from paying general property taxes.
Bay Jacaranda

*General.* Affiliates of Salesforce.com (collectively, “Bay Jacaranda”) acquired parcels in the Community Facilities District during calendar year 2010. The managing member of all Bay Jacaranda entities is Salesforce.com (NYSE: CRM).

Set forth below is a description of the status of construction on the property owned by Bay Jacaranda:

Bay Jacaranda No. 2932 LLC (the “Bay Jacaranda 2932”) owns 2 parcels totaling 12 acres that are responsible for 12.45% of the fiscal year 2012-13 Special Tax. For fiscal year 2012-13, the parcels are characterized as Undeveloped Property under the Rate and Method.

Bay Jacaranda No. 3334 LLC (the “Bay Jacaranda 3334”) owns 2 parcels totaling 3.84 acres that are responsible for 3.98% of the fiscal year 2012-13 Special Tax. For fiscal year 2012-13, the parcels are characterized as Undeveloped Property under the Rate and Method.

Bay Jacaranda No. 2627 LLC (the “Bay Jacaranda 2627”) owns 2 parcels totaling 1.69 acres that are responsible for 2.34% of the fiscal year 2012-13 Special Tax. For fiscal year 2012-13, the parcels are characterized as Undeveloped Property under the Rate and Method.

*Land Use by Bay Jacaranda.* Bay Jacaranda purchased its property in late-2010 for $278 million in order to develop a 2 million square foot campus. However, in February 2012, Salesforce.com announced that it was putting its development plans on hold and would, instead, rent large blocks of existing space in downtown San Francisco.

<table>
<thead>
<tr>
<th>Property Owner</th>
<th>Number of Taxable Parcels</th>
<th>Gross Acres</th>
<th>Fiscal Year 2012-13 Assessed Value</th>
<th>Entitled Use</th>
<th>Status of Proposed Development</th>
</tr>
</thead>
<tbody>
<tr>
<td>BAY JACARANDA NO 3334 LLC</td>
<td>2</td>
<td>3.84</td>
<td>$56,441,538</td>
<td>Office</td>
<td>On hold</td>
</tr>
<tr>
<td>BAY JACARANDA NO 2627 LLC</td>
<td>2</td>
<td>1.69</td>
<td>50,813,458</td>
<td>Office</td>
<td>On hold</td>
</tr>
<tr>
<td>BAY JACARANDA NO 2932 LLC</td>
<td>2</td>
<td>12.00</td>
<td>176,491,539</td>
<td>Office</td>
<td>On hold</td>
</tr>
<tr>
<td><strong>Total (1)</strong></td>
<td><strong>6</strong></td>
<td><strong>17.53</strong></td>
<td><strong>283,746,535</strong></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(1) Acreage subject to change upon recordation of Final Map and subsequent street dedications. Anticipated gross developable area post-recording of Final Maps is approximately 14.3 acres.

Source: Goodwin Consulting Group.

*Construction of Infrastructure.* FOCIL will need to construct more than $35 million of Infrastructure in order for the property owned by Bay Jacaranda to be developed. FOCIL’s Infrastructure construction obligations will be triggered by a Notice of Construction issued by Bay Jacaranda or a subsequent owner. [discuss: confirm that this is the infrastructure obligation for all Bay Jacaranda parcels]

*Continuing Disclosure.* Bay Jacaranda will not provide continuing disclosure. However, FOCIL will notify investors as part of its continuing disclosure undertaking about certain information relating to the Bay Jacaranda property.
Alexandria Real Estate Equities, Inc.

**General.** Affiliates of Alexandria Real Estate Equities, Inc. (collectively, “ARE”) acquired parcels in the Community Facilities District during calendar years 2004 and 2005.

Alexandria Real Estate Equities, Inc. (NYSE: ARE) is a real estate investment trust engaged primarily in the ownership, operation, management, acquisition, expansion and selective redevelopment and development of strategically located properties containing office and laboratory space designed and improved for lease principally to pharmaceutical, biotechnology, life science product and services companies, not-for-profit scientific research institutions, universities and related government agencies (collectively, the life science industry).

**Land Use by ARE.** The following table identifies the properties owned by ARE in the Community Facilities District, the current land use of the parcels and ARE’s development plans for the undeveloped parcels. ARE15 and ARE19 own more parcels than those shown in the table below, but the other parcels are exempt from Special Taxes levied in the Community Facilities District, and, therefore, the parcels are not included in the chart. [Explain exemption.]

<table>
<thead>
<tr>
<th>Property Owner</th>
<th>Number of Taxable Parcels</th>
<th>Gross Acres</th>
<th>Fiscal Year 2012-13 Assessed Value</th>
<th>Entitled Use</th>
<th>Status of Proposed Development</th>
</tr>
</thead>
<tbody>
<tr>
<td>ARE-SAN FRANCISCO NO 15 LLC</td>
<td>4</td>
<td>5.87</td>
<td>$56,685,325</td>
<td>Office/Lab/Parking</td>
<td>Under Construction (piles only)</td>
</tr>
<tr>
<td>ARE-SAN FRANCISCO NO 19 LLC</td>
<td>3</td>
<td>3.46</td>
<td>135,541,857</td>
<td>Office/Lab</td>
<td>Complete</td>
</tr>
<tr>
<td>ARE-SAN FRANCISCO NO 36 LLC</td>
<td>1</td>
<td>1.05</td>
<td>65,209,524</td>
<td>Office/Lab</td>
<td>Complete</td>
</tr>
<tr>
<td>ARE-SAN FRANCISCO NO 26 LLC</td>
<td>1</td>
<td>0.99</td>
<td>67,251,665</td>
<td>Office/Lab</td>
<td>Complete</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>9</strong></td>
<td><strong>11.37</strong></td>
<td><strong>$324,568,371</strong></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Source: Goodwin Consulting Group; FOCIL.

Set forth below is a description of the status of construction on the property owned by ARE:

**ARE-SAN FRANCISCO NO 15 LLC:** This entity completed construction of a 5-story parking structure at 1670 Owens Street in August 2009.

The permanent pile portion of the foundation for a 10-story, 244,015 gross square foot office/laboratory building at 1600 Owens Street is complete. This project is currently on hold.

**ARE-SAN FRANCISCO NO 19 LLC:** This entity completed construction of a 5-story, approx. 217,542 gross square foot office/laboratory building at 455 Mission Bay Blvd. South in November 2009.

This entity completed construction of a 7-story parking structure at 450 South Street in August 2009.

**ARE-SAN FRANCISCO NO 26 LLC:** This entity completed construction of a 5-story, approx. 167,274 gross square foot office/laboratory building at 1700 Owens in October 2007

**ARE-SAN FRANCISCO NO 36 LLC:** This entity completed construction of a 6-story, approx. 167,921 gross square foot office/laboratory building at 1500 Owens in July 2009.
**Occupancy Status.** ARE has reported that buildings in its Bay Area portfolio are 95.7% occupied, as of October 2012. ARE’s Mission Bay portfolio appear to be consistent with or similar to this figure. [Update to come from ARE]

In addition, ARE owns 453,256 square feet of office/lab space on a developed parcel adjacent to - but not within – the Community Facilities District; the parcel is approximately 50% occupied.

**Construction of Infrastructure.** FOCIL has completed all remaining public infrastructure required for the property owned by ARE to be completely developed.

**Continuing Disclosure.** ARE owns land that is subject to more than 10% of the annual Special Taxes levied in the Community Facilities District and has agreed to provide continuing disclosure reports pursuant to a Continuing Disclosure Certificate. See “CONTINUING DISCLOSURE.”

**Bosa Development Calif II Inc.**

**General.** Bosa Development Calif. II Inc. ("Bosa Development") owns 333 parcels in the Community Facilities District that are responsible for 7.35% of the Special Taxes in fiscal year 2012-13.

[describe relationship with Bosa Development Corp.]

In 2005, 2007, and 2011, Bosa Development purchased a total of five sites at Mission Bay, two of which are now developed. Bosa Development plans to break ground on a third site in spring 2013. In April 2011, Bosa sold its remaining two parcels: one to BRE Properties, and the other to Equity Residential.

**Land use by Bosa Development.** The property owned by Bosa Development includes the following projects:

- **Radiance at Mission Bay:** Bosa Development completed construction of this 99-unit condominium project in June 2008. All of the condominiums have been sold to private owners.

- **Madrone at Mission Bay:** Bosa Development began construction of this 329-unit condominium project in June 2010. As of August, 2012, certificates of occupancy had been issued for Phase 1, which consists of the first 205 units. Bosa Development expects to receive the remaining certificates of occupancy by March, 2012. As of November, 2012, sales for 187 units have already closed, with an additional 117 units in escrow. Bosa anticipates all units will be closed by March 2013.

- **Block 12E:** Bosa Development is entitled to construct 267 residential units on 1.94 acres in Block 12E. Bosa Development expects to break ground in March 2013, with construction lasting approximately two years.

**Construction of Infrastructure.** FOCIL will need to construct over $15.5 million of Infrastructure in order for the property owned by Bosa Development to be completely
developed. FOCIL has begun construction documentation for this Infrastructure; FOCIL expects to receive the Street Improvement Permit in March 2013.

**Continuing Disclosure.** Bosa Development will not provide continuing disclosure.

**BRE Properties**

**General.** BRE Properties Inc. ("BRE") owns 2 parcels in the Community Facilities District that are responsible for 6.98% of the Special Taxes in fiscal year 2012-13.

BRE purchased the two parcels (Blocks 5 and 11) for $41.4 million in April 2011.

**Land Use by BRE.** The parcels owned by BRE in the Community Facilities District are entitled for a combined 360 units. BRE’s development plans are summarized below; BRE plans to own and rent the units in the apartment units.

<table>
<thead>
<tr>
<th>Block</th>
<th>Entitled Use</th>
<th>Scheduled Construction Commencement</th>
<th>Estimated Completion Date</th>
<th>Projected Full Occupancy Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>5 (APN8711-017)</td>
<td>Residential (172 Units)</td>
<td>October 2012</td>
<td>September 2014</td>
<td>November 2014</td>
</tr>
<tr>
<td>11 (APN 8710-009)</td>
<td>Residential (188 Units)</td>
<td>October 2012</td>
<td>November 2013</td>
<td>January 2015</td>
</tr>
</tbody>
</table>

BRE expects the proposed construction to cost $124 million, and plans to finance construction of the two buildings with existing corporate financing.

**Construction of Infrastructure.** FOCIL will need to construct approximately $10,737,576 of public infrastructure in order for the property owned by BRE to be completely developed. FOCIL is presently constructing this public infrastructure, and FOCIL expects to complete the infrastructure in August 2013.

**Continuing Disclosure.** BRE will not provide continuing disclosure. [discuss]
SPECIAL RISK FACTORS

The following is a description of certain risk factors affecting the Community Facilities District, the property owners in the Community Facilities District, the parcels subject to the levy of Special Taxes and the payment of and security for the 2013 Bonds. The following discussion of risks is not meant to be a complete list of the risks associated with the purchase of the 2013 Bonds and does not necessarily reflect the relative importance of the various risks. Potential investors are advised to consider the following factors along with all other information in this Official Statement in evaluating the investment quality of the 2013 Bonds. There can be no assurance that other risk factors will not become material in the future.

Concentration of Property Ownership

Failure of any significant landowner to pay the annual Special Taxes when due could result in the rapid, total depletion of the Reserve Fund prior to replenishment from the resale of the property upon a foreclosure or otherwise or prior to delinquency redemption after a foreclosure sale, if any. In that event, there could be a default in payments of the principal of and interest on the 2013 Bonds.

A significant landowner may be more likely to default in the payment of Special Taxes if his or her property is undeveloped.

See “THE COMMUNITY FACILITIES DISTRICT” and “EXISTING AND PROPOSED DEVELOPMENT IN THE COMMUNITY FACILITIES DISTRICT” for information about property ownership and the status of development in the Community Facilities District.

Infrastructure Obligation of FOCIL

FOCIL is responsible for construction of the Infrastructure necessary to complete development in the Community Facilities District, but FOCIL does not have a significant property ownership interest in the Community Facilities District.

In the event that FOCIL were to conclude that it was not in its best interest to complete construction of the Infrastructure in the Community Facilities District, the owners of undeveloped property in the Community Facilities District might delay or halt the development of their property.

The Successor Agency has required FOCIL to provide completion bonds with respect to the completion of Infrastructure in the Community Facilities District; specifically, FOCIL is required to provide a completion bond to the Successor Agency when ________. As of September 1, 2012, FOCIL has completed ____% of the Infrastructure and has bonded for ____% of the unbuilt Infrastructure.

Payment of the Special Tax is not a Personal Obligation

The owners of the parcels in the Community Facilities District are not personally obligated to pay the Special Tax. Rather, the Special Tax is an obligation that is secured only by a lien against the parcels on which it is levied. If the value of a taxable parcel is not sufficient to secure fully the payment of the Special Tax, the Successor Agency has no recourse against the landowner.
There is no assurance that the current owner or any subsequent owners have the ability to pay the Special Taxes or that, even if they have the ability, they will choose to pay such taxes. Neither the Successor Agency nor any owner of the 2013 Bonds will have the ability at any time to seek payment directly from the owners of property within the Community Facilities District of the Special Tax or the principal or interest on the 2013 Bonds, or the ability to control who becomes a subsequent owner of any property within the Community Facilities District.

**No General Obligation of the Successor Agency or the Community Facilities District**

The Successor Agency’s obligations under the 2013 Bonds and under the Fiscal Agent Agreement are limited obligations of the Successor Agency on behalf of the Community Facilities District and are payable solely from and secured solely by the Revenues and moneys in certain funds established under the Fiscal Agent Agreement. The 2013 Bonds are neither general or special obligations of the Successor Agency nor general obligations of the Community Facilities District, but are limited obligations of the Successor Agency for the Community Facilities District payable solely from the revenues and funds pledged therefor and under the Fiscal Agent Agreement. None of the faith and credit of the Community Facilities District, the Successor Agency, the City and County of San Francisco or the State of California or of any of their respective political subdivisions is pledged to the payment of the 2013 Bonds.

**Property Value**

If a landowner defaults in the payment of the Special Tax, the only legal remedy is the institution of a superior court action to foreclose on the delinquent taxable parcel in an attempt to obtain funds with which to pay the Special Tax. The value of the taxable parcels in the Community Facilities District could be adversely affected by economic factors beyond the Successor Agency’s control, including, without limitation, (i) adverse changes in local market conditions, such as changes in the market value of real property in the vicinity of the Community Facilities District, the supply of or demand for competitive properties in such an area, and the market value of property in the event of sale or foreclosure; (ii) changes in real estate tax rates and other operating expenses, governmental rules (including, without limitation, zoning laws and laws relating to endangered species and hazardous materials) and fiscal policies; and (iii) natural disasters (including, without limitation, tsunamis, sea level rise, earthquakes and floods), which may result in uninsured losses. See “—Natural Disasters.”

No assurances can be given that the real property subject to a judicial foreclosure sale will be sold or, if sold, that the proceeds of such sale will be sufficient to pay the delinquent Special Tax installment. Although the Mello-Roos Act authorizes the Successor Agency to cause such an action to be commenced and diligently pursued to completion, the Mello-Roos Act does not specify any obligation of the Successor Agency with regard to purchasing or otherwise acquiring any lot or parcel of property sold at the foreclosure sale in any such action if there is no other purchaser at such sale. The Successor Agency is not obligated and does not expect to be a bidder at any such foreclosure sale. See “—Proceeds of Foreclosure Sale.”

**Exempt Properties**

**General.** Certain properties are exempt from the Special Tax in accordance with the Rate and Method. In addition, the Mello-Roos Act provides that properties or entities of the state, federal or local government are exempt from the Special Tax; provided, however, that property within the Community Facilities District acquired by a public entity through a negotiated transaction, or by gift or devise, that is not otherwise exempt from the Special Tax, will continue
to be subject to the Special Tax. It is possible that property acquired by a public entity following a tax sale or foreclosure based upon failure to pay taxes could become exempt from the Special Tax. In addition, the Mello-Roos Act provides that if property subject to the Special Tax is acquired by a public entity through eminent domain proceedings, the obligation to pay the Special Tax with respect to that property, for outstanding Bonds only, is to be treated as if it were a special assessment. The constitutionality and operation of these provisions of the Mello-Roos Act have not been tested. See “SECURITY FOR THE 2013 BONDS - The Special Tax.”

In particular, insofar as the Mello-Roos Act requires payment of the Special Tax by a federal entity acquiring property within the Community Facilities District, it may be unconstitutional. If for any reason property within the Community Facilities District becomes exempt from taxation by reason of ownership by a nontaxable entity such as the federal government or another public agency, subject to the limitation of the maximum rate, the Special Tax will be reallocated to the remaining taxable properties within the Community Facilities District. This would result in the owners of such property paying a greater amount of the Special Tax and could have an adverse impact upon the timely payment of the Special Tax. Moreover, if a substantial portion of land within the Community Facilities District becomes exempt from the Special Tax because of public ownership, or otherwise, the maximum rate that could be levied upon the remaining acreage might not be sufficient to pay principal of and interest on the Bonds when due and a default would occur with respect to the payment of such principal and interest.

The Mello-Roos Act further provides that no other properties or entities are exempt from the Special Tax unless the properties or entities are expressly exempted in a resolution of consideration to levy a new special tax or to alter the rate or method of apportionment of an existing special tax.

Ownership by the Regents of the University of California. For fiscal year 2012-13, the Regents of the University of California are responsible for paying the largest share of Special Taxes in the Community Facilities District; its taxable parcels are partially developed.

Ownership by a public agency can raise unique issues under the Mello-Roos Act. First, public agencies are typically exempt from special taxes. However, the Regents of the University of California purchased the property from FOCIL pursuant to a negotiated transaction, and the Mello-Roos Act provides that, in that circumstance, the Regents of the University of California are responsible to pay the Special Taxes.

Second, a court could rule that the foreclosure remedy may not be pursued against the Regents of the University of California because of the public interest in the continued operation of the property for its current uses, including as a medical center. As a result, the Successor Agency can provide no assurances that a court will enforce a foreclosure action against the Regents of the University of California under the applicable provisions of the Mello-Roos Act in the event the Regents of the University of California are delinquent in the payment of Special Taxes.

Parity Taxes and Special Assessments

The Special Taxes and any penalties thereon will constitute liens against the taxable parcels in the Community Facilities District until they are paid. Such lien is on a parity with all special taxes and special assessments levied by other agencies and is coequal to and independent of the lien for general property taxes regardless of when they are imposed upon the taxable parcel. The Special Taxes have priority over all existing and future private liens.
imposed on the property. The Successor Agency, however, has no control over the ability of other entities and districts to issue indebtedness secured by special taxes or assessments payable from all or a portion of the taxable parcel within the Community Facilities District subject to the levy of Special Taxes. In addition, the landowners within the Community Facilities District may, without the consent or knowledge of the Community Facilities District, petition other public agencies to issue public indebtedness secured by special taxes or assessments, and any such special taxes or assessments may have a lien on such property on a parity with the Special Taxes. The imposition of additional indebtedness could reduce the willingness and the ability of the property owners within the Community Facilities District to pay the Special Taxes when due.

Insufficiency of Special Taxes

In order to pay debt service on the 2013 Bonds, it is necessary that the Special Taxes levied against taxable parcels within the Community Facilities District be paid in a timely manner. The Successor Agency has established the Reserve Fund in an amount equal to the Reserve Requirement to pay debt service on the 2005 Bonds, the 2013 Bonds and any Parity Bonds to the extent Special Taxes are not paid on time and other funds are not available. See “SECURITY FOR THE 2013 BONDS—Reserve Fund” and Appendix A – “SUMMARY OF THE FISCAL AGENT AGREEMENT.” Under the Fiscal Agent Agreement, the Successor Agency has covenanted to maintain in the Reserve Fund an amount equal to the Reserve Requirement; subject, however, to the limitations that (i) the Successor Agency may not levy the Special Tax in any fiscal year at a rate in excess of the maximum Special Tax rates permitted under the Rate and Method and (ii) per the Rate and Method, at no time will Special Taxes levied on property in residential use be increased by more than 10% of the amount levied in the prior Fiscal Year due to delinquencies or defaults of other property owners in the Community Facilities District. See “SECURITY FOR THE 2013 BONDS—Special Taxes.”

Additionally, pursuant to Government Code Section 53321(d), in the case of any special tax to pay for public facilities and to be levied against any parcel used for private residential purposes, under no circumstances will the Special Tax levied in any fiscal year against a private residential parcel be increased as a consequence of delinquency or default by the owner or owners of any other parcel or parcels within the Community Facilities District by more than 10% above the amount that would have been levied in that fiscal year had there never been any such delinquencies or defaults. Consequently, if a delinquency occurs, the Successor Agency may be unable to replenish the Reserve Fund to the Reserve Requirement due to the limitation of the maximum Special Tax rates. If such defaults were to continue in successive years, the Reserve Fund could be depleted and a default on the 2013 Bonds would occur if proceeds of a foreclosure sale did not yield a sufficient amount to pay the delinquent Special Taxes.

The Successor Agency has made certain covenants regarding the institution of foreclosure proceedings to sell any property with delinquent Special Taxes in order to obtain funds to pay debt service on the 2013 Bonds. See “SECURITY FOR THE 2013 BONDS—Covenant for Superior Court Foreclosure.” If foreclosure proceedings were ever instituted, any mortgage or deed of trust holder could, but would not be required to, advance the amount of delinquent Special Taxes to protect its security interest.

Tax Delinquencies

Under provisions of the Mello-Roos Act, the Special Taxes, from which funds necessary for the payment of principal of, and interest on, the 2013 Bonds are derived, are being billed to the taxable parcels within the Community Facilities District on the regular property tax bills sent
to owners of the parcels. Such Special Tax installments are due and payable, and bear the same penalties and interest for non-payment, as do regular property tax installments. Special Tax installment payments cannot be made separately from property tax payments. Therefore, the unwillingness or inability of a property owner to pay regular property tax bills as evidenced by property tax delinquencies may also indicate an unwillingness or inability to make regular property tax payments and Special Tax installment payments in the future. See “SECURITY FOR THE 2013 BONDS—Reserve Fund” and “-Covenant for Superior Court Foreclosure” for a discussion of the provisions which apply, and procedures which the Successor Agency is obligated to follow under the Fiscal Agent Agreement, in the event of delinquency in the payment of Special Tax installments. See also “THE COMMUNITY FACILITIES DISTRICT” for historical Special Tax delinquency history.

Adjustable Rate and Non-Conventional Mortgages

Since the end of 2002, many individuals financed the purchase of new homes using loans with little or no down payment and with adjustable interest rates that start low and are subject to being reset at higher rates on a specified date or upon the occurrence of specified conditions. Many of these loans allow the borrower to pay interest only for an initial period, in some cases up to 10 years. The post-2008 period has shown that interest rate resets on adjustable rate loans can lead to defaults in loan payments, property tax delinquencies and declines in property values. These conditions have been aggravated since 2008 by high levels of unemployment.

Homeowners in the Community Facilities District that purchased their homes with adjustable rate and non-conventional loans with no or low down payments may experience difficulty in making their loan payments due to automatic mortgage rate increases and rising interest rates. This could result in an increase in the Special Tax delinquency rates in the Community Facilities District and draws on the Reserve Fund. If there were significant delinquencies in Special Tax collections in the Community Facilities District and the Reserve Fund were fully depleted, there could be a default in the payment of principal of and interest on the 2013 Bonds.

If mortgage loan defaults increase, bankruptcy filings by such homeowners could also increase. Bankruptcy filings by homeowners with delinquent Special Taxes would delay the commencement and completion of foreclosure proceedings to collect delinquent Special Taxes. See “- Bankruptcy Delays.”

Bankruptcy Delays

The payment of the Special Tax and the ability of the Successor Agency to commence a superior court action to foreclose the lien of a delinquent unpaid Special Tax, as discussed in “SECURITY FOR THE 2013 BONDS,” may be limited by bankruptcy, insolvency or other laws generally affecting creditors’ rights or by the laws of the State of California relating to judicial foreclosure. Any legal opinion to be delivered concurrently with the delivery of the 2013 Bonds (including Bond Counsel’s approving legal opinion) will be qualified as to the enforceability of the various legal instruments by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors’ rights, by the application of equitable principles and by the exercise of judicial discretion in appropriate cases.

Although bankruptcy proceedings would not cause the Special Taxes to become extinguished, bankruptcy of a property owner or any other person claiming an interest in the
property could result in a delay in superior court foreclosure proceedings and could result in the possibility of Special Tax installments not being paid in part or in full. Such a delay would increase the likelihood of a delay or default in payment of the principal of and interest on the 2013 Bonds.

**Proceeds of Foreclosure Sales**

Pursuant to Section 53356.1 of the Mello-Roos Act, in the event of any delinquency in the payment of any Special Tax, the Board of Supervisors of the City, as the legislative body of the Community Facilities District, may order that the Special Taxes be collected by a superior court action to foreclose the lien within specified time limits. The Successor Agency has covenanted in the Fiscal Agent Agreement that it will, under certain circumstances, commence such a foreclosure action. See “SECURITY FOR THE 2013 BONDS—Covenant for Superior Court Foreclosure.”

No assurances can be given that a taxable parcel in the Community Facilities District that would be subject to a judicial foreclosure sale for delinquent Special Taxes will be sold or, if sold, that the proceeds of such sale will be sufficient to pay the delinquent Special Tax installment. Although the Mello-Roos Act authorizes the Successor Agency to cause such an action to be commenced and diligently pursued to completion, the Mello-Roos Act does not specify any obligation of the Successor Agency with regard to purchasing or otherwise acquiring any lot or parcel of property sold at the foreclosure sale in any such action if there is no other purchaser at such sale and the Successor Agency has not in any way agreed nor does it expect to be such a bidder.

In a foreclosure proceeding, a judgment debtor (i.e., the property owner) has 140 days from the date of service of the notice of levy in which to redeem the property to be sold and may have other redemption rights afforded by law. If a judgment debtor fails to so redeem and the property is sold, his only remedy is an action to set aside the sale, which must be brought within 90 days of the date of sale if the purchaser at the sale was the judgment creditor. If a foreclosure sale is thereby set aside, the judgment is revived and the judgment creditor is entitled to interest on the revived judgment as if the sale had not been made.

If foreclosure proceedings were ever instituted, any holder of a mortgage or deed of trust on the affected property could, but would not be required to, advance the amount of the delinquent Special Tax installment to protect its security interest.

In the event such superior court foreclosure or foreclosures are necessary, there could be a delay in principal and interest payments to the owners of the 2013 Bonds pending prosecution of the foreclosure proceedings and receipt by the Community Facilities District of the proceeds of the foreclosure sale, if any. Judicial foreclosure actions are subject to the normal delays associated with court cases and may be further slowed by bankruptcy actions and other factors beyond the control of the Successor Agency, including delay due to crowded local court calendars or legal tactics and, in any event could take several years to complete. In particular, bankruptcy proceedings involving an owner of a taxable parcel in the Community Facilities District could cause a delay, reduction or elimination in the flow of Special Tax Revenues to the Fiscal Agent. See “—Bankruptcy Delays.”
Natural Disasters

Real estate values can be adversely affected by a variety of natural events and conditions, including earthquakes, tsunamis, sea level rise and floods. The Successor Agency expects that one or more of these conditions may occur from time to time, and such conditions may result in damage to property improvements. In addition, the property within the Community Facilities District is located on landfill, which could result in an increase in any damage occurring to property within the Community Facilities District as a result of an earthquake. Any damage resulting from a natural disaster may entail significant repair or replacement costs, and repair or replacement may never occur. Under any of these circumstances, the value of real estate within the Community Facilities District could depreciate substantially and property owners may be less willing or able to pay Special Taxes.

Earthquake. According to the Community Safety element of the General Plan of the City and County of San Francisco (October 2012) (the “Community Safety Element”), a working group of earthquake scientists formed by the National Earthquake Prediction Evaluation Council concluded in 2008 that there is a 67% likelihood of one or more major earthquakes (magnitude 6.7 or greater and capable of resulting in substantial damage) occurring in the Bay Area in the next 30 years ([http://earthquake.usgs.gov/regional/nca/ucerf/](http://earthquake.usgs.gov/regional/nca/ucerf/)). This means that a major quake is twice as likely to occur as it is not to occur.

Flood. According to the Community Safety Element, the National Flood Insurance Program, which designates flood-prone areas, has recently completed mapping communities along the San Francisco Bay, including in the City. The new floodplain maps include portions of Mission Bay as areas prone to inundation from floods. However, none of the Taxable Property is included in a 100-year flood plain. [more to come]

Sea Level Rise. Sea level rise can lead not only to permanent inundation of land but it can also expand the 100-year floodplain. Land composed of fill near San Francisco Bay -- including property in Mission Bay -- is at risk for inundation because of low elevation and subsidence over time due to compaction from buildings and soil desiccation. The Community Safety Element notes that best available projections for California and the Bay Area currently assume 12-18 inches of sea level rise by 2050 and 21-55 inches of sea level rise by 2100, given current carbon emissions trends, although it also notes that these projections are likely to change over time as climate science progresses.

Tsunamis. Tsunamis are large waves in the ocean generated by earthquakes, coastal or submarine landslides, or volcanoes. Damaging tsunamis are not common on the California coast. Most California tsunami are associated with distant earthquakes (most likely those in Alaska or South America, and recently in Japan), not with local earthquakes. Devastating tsunami have not occurred in historic times in the San Francisco Bay Area. The Community Safety Element states that, because of the lack of reliable information about the kind of tsunami runups that have occurred in the prehistoric past, there is considerable uncertainty over the extent of tsunami runup that could occur.

Hazardous Substances

The presence of hazardous substances on a parcel may result in a reduction in the value of a parcel. In general, the owners and operators of a parcel may be required by law to remedy conditions of the parcel relating to releases or threatened releases of hazardous substances. The Federal Comprehensive Environmental Response, Compensation and
Liability Act of 1980, sometimes referred to as “CERCLA” or the “Superfund Act,” is the most well-known and widely applicable of these laws, but California laws with regard to hazardous substances are also stringent and similar. Under many of these laws, the owner or operator is obligated to remedy a hazardous substance condition of property whether or not the owner or operator has anything to do with creating or handling the hazardous substance. The effect, therefore, should any of the taxed parcels be affected by a hazardous substance, is to reduce the marketability and value of the parcel by the costs of remediating the condition, because the purchaser, upon becoming owner, will become obligated to remedy the condition just as is the seller.

The Successor Agency has not independently verified, but is not aware of, the presence of any hazardous substances within the Community Facilities District.

Disclosure to Future Purchasers

The willingness or ability of an owner of a parcel to pay the Special Tax, even if the value of the property is sufficient to justify payment, may be affected by whether or not the owner was given due notice of the Special Tax authorization at the time the owner purchased the parcel, was informed of the amount of the Special Tax on the parcel should the Special Tax be levied at the maximum tax rate and, at the time of such a levy, has the ability to pay it as well as pay other expenses and obligations. The Successor Agency has caused notices of the Special Tax to be recorded in the Office of the Recorder for the City and County of San Francisco against each parcel in the Community Facilities District. Although title companies normally refer to such notices in title reports, there can be no guarantee that such reference will be made or, if made, that a prospective purchaser or lender will consider such Special Tax obligation when purchasing a property within the Community Facilities District or lending money thereon, as applicable.

California Civil Code Section 1102.6b requires that, in the case of transfers, the seller must at least make a good faith effort to notify the prospective purchaser of the special tax lien in a format prescribed by statute. Failure by an owner of the property to comply with the above requirements, or failure by a purchaser or lessor to consider or understand the nature and existence of the Special Tax, could adversely affect the willingness and ability of the purchaser or lessor to pay the Special Tax when due.

FDIC/Federal Government Interests in Properties

General. The ability of the Community Facilities District to foreclose the lien of delinquent unpaid Special Tax installments may be limited with regard to properties in which the Federal Deposit Insurance Corporation (the “FDIC”), the Drug Enforcement Agency, the Internal Revenue Service, or other federal agency has or obtains an interest.

Federal courts have held that, based on the supremacy clause of the United States Constitution, in the absence of Congressional intent to the contrary, a state or local agency cannot foreclose to collect delinquent taxes or assessments if foreclosure would impair the federal government interest.

The supremacy clause of the United States Constitution reads as follows: “This Constitution, and the Laws of the United States which shall be made in Pursuance thereof; and all Treaties made, or which shall be made, under the Authority of the United States, shall be the
supreme Law of the Land; and the Judges in every State shall be bound thereby, any Thing in the Constitution or Laws of any State to the contrary notwithstanding."

This means that, unless Congress has otherwise provided, if a federal governmental entity owns a parcel that is subject to Special Taxes within the Community Facilities District but does not pay taxes and assessments levied on the parcel (including Special Taxes), the applicable state and local governments cannot foreclose on the parcel to collect the delinquent taxes and assessments.

Moreover, unless Congress has otherwise provided, if the federal government has a mortgage interest in the parcel and the Community Facilities District wishes to foreclose on the parcel as a result of delinquent Special Taxes, the property cannot be sold at a foreclosure sale unless it can be sold for an amount sufficient to pay delinquent taxes and assessments on a parity with the Special Taxes and preserve the federal government’s mortgage interest. In Rust v. Johnson (9th Circuit; 1979) 597 F.2d 174, the United States Court of Appeal, Ninth Circuit held that the Federal National Mortgage Association ("FNMA") is a federal instrumentality for purposes of this doctrine, and not a private entity, and that, as a result, an exercise of state power over a mortgage interest held by FNMA constitutes an exercise of state power over property of the United States.

The Successor Agency has not undertaken to determine whether any federal governmental entity currently has, or is likely to acquire, any interest (including a mortgage interest) in any of the parcels subject to the Special Taxes within the Community Facilities District, and therefore expresses no view concerning the likelihood that the risks described above will materialize while the 2013 Bonds are outstanding.

**FDIC.** In the event that any financial institution making any loan which is secured by real property within the Community Facilities District is taken over by the FDIC, and prior thereto or thereafter the loan or loans go into default, resulting in ownership of the property by the FDIC, then the ability of the Community Facilities District to collect interest and penalties specified by State law and to foreclose the lien of delinquent unpaid Special Taxes may be limited.

The FDIC’s policy statement regarding the payment of state and local real property taxes (the “Policy Statement”) provides that property owned by the FDIC is subject to state and local real property taxes only if those taxes are assessed according to the property’s value, and that the FDIC is immune from real property taxes assessed on any basis other than property value. According to the Policy Statement, the FDIC will pay its property tax obligations when they become due and payable and will pay claims for delinquent property taxes as promptly as is consistent with sound business practice and the orderly administration of the institution’s affairs, unless abandonment of the FDIC’s interest in the property is appropriate. The FDIC will pay claims for interest on delinquent property taxes owed at the rate provided under state law, to the extent the interest payment obligation is secured by a valid lien. The FDIC will not pay any amounts in the nature of fines or penalties and will not pay nor recognize liens for such amounts. If any property taxes (including interest) on FDIC-owned property are secured by a valid lien (in effect before the property became owned by the FDIC), the FDIC will pay those claims. The Policy Statement further provides that no property of the FDIC is subject to levy, attachment, garnishment, foreclosure or sale without the FDIC’s consent. In addition, the FDIC will not permit a lien or security interest held by the FDIC to be eliminated by foreclosure without the FDIC’s consent.
The Policy Statement states that the FDIC generally will not pay non-ad valorem taxes, including special assessments, on property in which it has a fee interest unless the amount of tax is fixed at the time that the FDIC acquires its fee interest in the property, nor will it recognize the validity of any lien to the extent it purports to secure the payment of any such amounts. Special taxes imposed under the Mello-Roos Act and a special tax formula which determines the special tax due each year are specifically identified in the Policy Statement as being imposed each year and therefore covered by the FDIC’s federal immunity. The Ninth Circuit issued a ruling on August 28, 2001 in which it determined that the FDIC, as a federal agency, is exempt from Mello-Roos special taxes.

The Successor Agency is unable to predict what effect the application of the Policy Statement would have in the event of a delinquency in the payment of Special Taxes on a parcel within the Community Facilities District in which the FDIC has or obtains an interest, although prohibiting the lien of the Special Taxes to be foreclosed out at a judicial foreclosure sale could reduce or eliminate the number of persons willing to purchase a parcel at a foreclosure sale. Such an outcome could cause a draw on the Reserve Fund and perhaps, ultimately, if enough property were to become owned by the FDIC, a default in payment on the 2013 Bonds.

No Acceleration Provision

The 2013 Bonds and the Fiscal Agent Agreement do not contain a provision allowing for the acceleration of the 2013 Bonds in the event of a payment default or other default under the terms of the 2013 Bonds or the Fiscal Agent Agreement or in the event interest on the 2013 Bonds becomes included in gross income for federal income tax purposes.

Taxability Risk

As discussed in this Official Statement under the caption “TAX MATTERS,” interest on the 2013 Bonds could become includable in gross income for purposes of federal income taxation retroactive to the date the 2013 Bonds were issued, as a result of future acts or omissions of the Successor Agency in violation of its covenants in the Fiscal Agent Agreement. There is no provision in the 2013 Bonds or the Fiscal Agent Agreement for special redemption or acceleration or for the payment of additional interest should such an event of taxability occur, and the 2013 Bonds will remain outstanding until maturity or until redeemed under one of the other redemption provisions contained in the Fiscal Agent Agreement.

In addition, as discussed under the caption “TAX MATTERS,” Congress has considered in the past, is currently considering and may consider in the future, legislative proposals, including some that carry retroactive effective dates, that, if enacted, would alter or eliminate the exclusion from gross income for federal income tax purposes of interest on municipal bonds, such as the 2013 Bonds. Prospective purchasers of the 2013 Bonds should consult their own tax advisors regarding any pending or proposed federal tax legislation. The Successor Agency can provide no assurance that federal tax law will not change while the 2013 Bonds are outstanding or that any such changes will not adversely affect the exclusion of interest on the 2013 Bonds from gross income for federal income tax purposes. If the exclusion of interest on the 2013 Bonds from gross income for federal income tax purposes were amended or eliminated, it is likely that the market price for the 2013 Bonds would be adversely impacted.
Enforceability of Remedies

The remedies available to the Fiscal Agent and the registered owners of the 2013 Bonds upon a default under the Fiscal Agent Agreement or any other document described in this Official Statement are in many respects dependent upon regulatory and judicial actions that are often subject to discretion and delay. Under existing law and judicial decisions, the remedies provided for under such documents may not be readily available or may be limited. Any legal opinions to be delivered concurrently with the issuance of the 2013 Bonds will be qualified to the extent that the enforceability of the legal documents with respect to the 2013 Bonds is subject to limitations imposed by bankruptcy, reorganization, insolvency or other similar laws affecting the rights of creditors generally and by equitable remedies and proceedings generally.

Judicial remedies, such as foreclosure and enforcement of covenants, are subject to exercise of judicial discretion. A California court may not strictly apply certain remedies or enforce certain covenants if it concludes that application or enforcement would be unreasonable under the circumstances and it may delay the application of such remedies and enforcement.

No Secondary Market

No representation is made concerning any secondary market for the 2013 Bonds. There can be no assurance that any secondary market will develop for the 2013 Bonds. Investors should understand the long-term and economic aspects of an investment in the 2013 Bonds and should assume that they will have to bear the economic risks of their investment to maturity. An investment in the 2013 Bonds may be unsuitable for any investor not able to hold the 2013 Bonds to maturity.

Proposition 218

An initiative measure entitled the “Right to Vote on Taxes Act” (the “Initiative”) was approved by the voters of the State at the November 5, 1996 general election. The Initiative added Article XIIIC and Article XIIID to the California Constitution. According to the “Title and Summary” of the Initiative prepared by the California Attorney General, the Initiative limits “the authority of local governments to impose taxes and property-related assessments, fees and charges.” Provisions of the Initiative have been and will continue to be interpreted by the courts. The Initiative could potentially impact the Special Taxes otherwise available to the Community Facilities District to pay the principal of and interest on the 2013 Bonds as described below.

Among other things, Section 3 of Article XIIIC states, “…the initiative power shall not be prohibited or otherwise limited in matters of reducing or repealing any local tax, assessment, fee or charge.” The Mello-Roos Act provides for a procedure, which includes notice, hearing, protest and voting requirements to alter the rate and method of apportionment of an existing special tax. However, the Mello-Roos Act prohibits a legislative body from adopting any resolution to reduce the rate of any special tax or terminate the levy of any special tax pledged to repay any debt incurred pursuant to the Mello-Roos Act unless such legislative body determines that the reduction or termination of the special tax would not interfere with the timely retirement of that debt. On July 1, 1997, the Governor of the State signed a bill into law enacting Government Code Section 5854, which states that:

Section 3 of Article XIIIC of the California Constitution, as adopted at the November 5, 1996, general election, shall not be construed to mean that any owner or beneficial owner of a municipal
security, purchased before or after that date, assumes the risk of, or in any way consents to, any action by initiative measure that constitutes an impairment of contractual rights protected by Section 10 of Article I of the United States Constitution.

Accordingly, although the matter is not free from doubt, it is likely that Article XIIIC has not conferred on the voters the power to repeal or reduce the Special Taxes if such reduction would interfere with the timely retirement of the 2013 Bonds.

It may be possible, however, for voters or the Community Facilities District or the Board of Supervisors of the City, acting as the legislative body of the Community Facilities District to reduce the Special Taxes in a manner that does not interfere with the timely repayment of the 2013 Bonds, but which does reduce the maximum amount of Special Taxes that may be levied in any year below the existing levels. Furthermore, no assurance can be given with respect to the future levy of the Special Taxes in amounts greater than the amount necessary for the timely retirement of the 2013 Bonds. Therefore, no assurance can be given with respect to the levy of Special Taxes for Administrative Expenses (as defined in the Fiscal Agent Agreement). Nevertheless, the Successor Agency has covenanted that it will not consent to, or conduct proceedings with respect to, a reduction in the maximum Special Taxes that may be levied in the Community Facilities District below an amount, for any Fiscal Year, equal to 110% of the aggregate of the debt service due on the Bonds in such Fiscal Year, plus a reasonable estimate of Administrative Expenses for each such Fiscal Year. However, no assurance can be given as to the enforceability of the foregoing covenant.

The interpretation and application of Article XIIIC and Article XIIID will ultimately be determined by the courts with respect to a number of the matters discussed above, and it is not possible at this time to predict with certainty the outcome of such determination or the timeliness of any remedy afforded by the courts. See “—Enforceability of Remedies.”

**Ballot Initiatives**

Articles XIIIC and XIIID of the California Constitution were adopted pursuant to measures qualified for the ballot pursuant to California’s constitutional initiative process, and the State Legislature has in the past enacted legislation that has altered the spending limitations or established minimum funding provisions for particular activities. On March 6, 1995 in the case of Rossi v. Brown, the State Supreme Court held that an initiative can repeal a tax ordinance and prohibit the imposition of further such taxes and that the exemption from the referendum requirements does not apply to initiatives. From time to time, other initiative measures could be adopted by California voters or legislation enacted by the legislature. The adoption of any such initiative or legislation might place limitations on the ability of the State, the Successor Agency, or local districts to increase revenues or to increase appropriations.

**TAX MATTERS**

Federal tax law contains a number of requirements and restrictions which apply to the 2013 Bonds, including investment restrictions, periodic payments of arbitrage profits to the United States, requirements regarding the proper use of bond proceeds and the facilities financed therewith, and certain other matters. The Successor Agency has covenanted in the Fiscal Agent Agreement to comply with all requirements that must be satisfied in order for the interest on the 2013 Bonds to be excludable from gross income for federal income tax
purposes. Failure to comply with certain of such covenants could cause interest on the 2013 Bonds to become includable in gross income for federal income tax purposes retroactively to the date of issuance of the 2013 Bonds.

Subject to the Successor Agency’s compliance with the above-referenced covenants, under present law, in the opinion of Quint & Thimmig LLP, Bond Counsel, interest on the 2013 Bonds (i) is excludable from the gross income of the owners thereof for federal income tax purposes, and (ii) is not included as an item of tax preference in computing the federal alternative minimum tax for individuals and corporations, but interest on the 2013 Bonds is taken into account, however, in computing an adjustment used in determining the federal alternative minimum tax for certain corporations.

In rendering its opinion, Bond Counsel will rely upon certifications of the Successor Agency with respect to certain material facts within the Successor Agency’s knowledge. Bond Counsel’s opinion represents its legal judgment based upon its review of the law and the facts that it deems relevant to render such opinion and is not a guarantee of a result.

The Internal Revenue Code of 1986, as amended (the “Code”), includes provisions for an alternative minimum tax (“AMT”) for corporations in addition to the corporate regular tax in certain cases. The AMT, if any, depends upon the corporation’s alternative minimum taxable income (“AMTI”), which is the corporation’s taxable income with certain adjustments. One of the adjustment items used in computing the AMTI of a corporation (with certain exceptions) is an amount equal to 75% of the excess of such corporation’s “adjusted current earnings” over an amount equal to its AMTI (before such adjustment item and the alternative tax net operating loss deduction). “Adjusted current earnings” would include certain tax-exempt interest, including interest on the 2013 Bonds.

Ownership of the 2013 Bonds may result in collateral federal income tax consequences to certain taxpayers, including, without limitation, corporations subject to the branch profits tax, financial institutions, certain insurance companies, certain S corporations, individual recipients of Social Security or Railroad Retirement benefits and taxpayers who may be deemed to have incurred (or continued) indebtedness to purchase or carry tax exempt obligations. Prospective purchasers of the 2013 Bonds should consult their tax advisors as to applicability of any such collateral consequences.

The issue price (the “Issue Price”) for each maturity of the 2013 Bonds is the price at which a substantial amount of such maturity of the 2013 Bonds is first sold to the public. The Issue Price of a maturity of the 2013 Bonds may be different from the price set forth, or the price corresponding to the yield set forth, on the inside cover page of this Official Statement.

If the Issue Price of a maturity of the 2013 Bonds is less than the principal amount payable at maturity, the difference between the Issue Price of each such maturity, if any, of the 2013 Bonds (the “OID 2013 Bonds”) and the principal amount payable at maturity is original issue discount.

For an investor who purchases an OID 2013 Bond in the initial public offering at the Issue Price for such maturity and who holds such OID 2013 Bond to its stated maturity, subject to the condition that the County comply with the covenants discussed above, (a) the full amount of original issue discount with respect to such OID 2013 Bond constitutes interest which is excludable from the gross income of the owner thereof for federal income tax purposes; (b) such owner will not realize taxable capital gain or market discount upon payment of such OID
2013 Bond at its stated maturity; (c) such original issue discount is not included as an item of tax preference in computing the alternative minimum tax for individuals and corporations under the Code, but is taken into account in computing an adjustment used in determining the alternative minimum tax for certain corporations under the Code, as described above; and (d) the accretion of original issue discount in each year may result in an alternative minimum tax liability for corporations or certain other collateral federal income tax consequences in each year even though a corresponding cash payment may not be received until a later year. Owners of OID 2013 Bonds should consult their own tax advisors with respect to the state and local tax consequences of original issue discount on such OID 2013 Bonds.

Owners of 2012 Bonds who dispose of 2013 Bonds prior to the stated maturity (whether by sale, redemption or otherwise), purchase 2013 Bonds in the initial public offering, but at a price different from the Issue Price or purchase 2013 Bonds subsequent to the initial public offering should consult their own tax advisors.

If a 2013 Bond is purchased at any time for a price that is less than the 2013 Bond’s stated redemption price at maturity or, in the case of an OID 2013 Bond, its Issue Price plus accreted original issue discount reduced by payments of interest included in the computation of original issue discount and previously paid (the “Revised Issue Price”), the purchaser will be treated as having purchased a 2013 Bond with market discount subject to the market discount rules of the Code (unless a statutory de minimis rule applies). Accrued market discount is treated as taxable ordinary income and is recognized when a 2013 Bond is disposed of (to the extent such accrued discount does not exceed gain realized) or, at the purchaser’s election, as it accrues. Such treatment would apply to any purchaser who purchases an OID 2013 Bond for a price that is less than its Revised Issue Price even if the purchase price exceeds par. The applicability of the market discount rules may adversely affect the liquidity or secondary market price of such 2013 Bond. Purchasers should consult their own tax advisors regarding the potential implications of market discount with respect to the 2013 Bonds.

An investor may purchase a 2013 Bond at a price in excess of its stated principal amount. Such excess is characterized for federal income tax purposes as “bond premium” and must be amortized by an investor on a constant yield basis over the remaining term of the 2013 Bond in a manner that takes into account potential call dates and call prices. An investor cannot deduct amortized bond premium relating to a tax-exempt bond. The amortized bond premium is treated as a reduction in the tax-exempt interest received. As bond premium is amortized, it reduces the investor’s basis in the 2013 Bond. Investors who purchase a 2013 Bond at a premium should consult their own tax advisors regarding the amortization of bond premium and its effect on the 2013 Bond’s basis for purposes of computing gain or loss in connection with the sale, exchange, redemption or early retirement of the 2013 Bond.

There are or may be pending in the Congress of the United States legislative proposals, including some that carry retroactive effective dates, that, if enacted, could alter or amend the federal tax matters referred to above or affect the market value of the 2013 Bonds. It cannot be predicted whether or in what form any such proposal might be enacted or whether, if enacted, it would apply to bonds issued prior to enactment. Prospective purchasers of the 2013 Bonds should consult their own tax advisors regarding any pending or proposed federal tax legislation. Bond Counsel expresses no opinion regarding any pending or proposed federal tax legislation.

The Internal Revenue Service (the “Service”) has an ongoing program of auditing tax-exempt obligations to determine whether, in the view of the Service, interest on such tax-exempt obligations is includable in the gross income of the owners thereof for federal income tax
purposes. It cannot be predicted whether or not the Service will commence an audit of the 2013 Bonds. If an audit is commenced, under current procedures the Service may treat the County as a taxpayer and the 2013 Bondholders may have no right to participate in such procedure. The commencement of an audit could adversely affect the market value and liquidity of the 2013 Bonds until the audit is concluded, regardless of the ultimate outcome.

Payments of interest on, and proceeds of the sale, redemption or maturity of, tax exempt obligations, including the 2013 Bonds, are in certain cases required to be reported to the Service. Additionally, backup withholding may apply to any such payments to any 2013 Bond owner who fails to provide an accurate Form W-9 Request for Taxpayer Identification Number and Certification, or a substantially identical form, or to any 2013 Bond owner who is notified by the Service of a failure to report any interest or dividends required to be shown on federal income tax returns. The reporting and backup withholding requirements do not affect the excludability of such interest from gross income for federal tax purposes.

In the further opinion of Bond Counsel, interest on the 2013 Bonds is exempt from California personal income taxes.

Ownership of the 2013 Bonds may result in other state and local tax consequences to certain taxpayers. Bond Counsel expresses no opinion regarding any such collateral consequences arising with respect to the 2013 Bonds. Prospective purchasers of the 2013 Bonds should consult their tax advisors regarding the applicability of any such state and local taxes.

The complete text of the final opinion that Bond Counsel expects to deliver upon issuance of the 2013 Bonds is set forth in Appendix C.

**LEGAL MATTERS**

Concurrently with the issuance of the 2013 Bonds, Quint & Thimmig LLP, San Francisco, California, Bond Counsel, will render its opinion substantially in the form set forth in Appendix C to this Official Statement. Certain legal matters with respect to the 2013 Bonds will be passed upon for the Successor Agency and the Community Facilities District by the City Attorney of the City and County of San Francisco, and for the Successor Agency by Jones Hall, A Professional Law Corporation, San Francisco, California, acting as Disclosure Counsel. Certain legal matters will be passed upon for the Underwriter by Lofton & Jennings, San Francisco, California.

Payment of the fees and expenses of Bond Counsel, Disclosure Counsel and Underwriter’s Counsel is contingent on the issuance of the 2013 Bonds.

**NO RATING**

The Successor Agency did not apply for or receive a rating for the 2013 Bonds.
LITIGATION

[confirm] The Successor Agency is not aware of any pending or threatened litigation challenging the validity of the 2013 Bonds, the Revenues securing the 2013 Bonds, or any action taken by the Successor Agency in connection with the formation of the Community Facilities District, the levying of the Special Taxes or the issuance of the 2013 Bonds.

UNDERWRITING

The 2013 Bonds are being purchased through negotiation by Stifel, Nicolaus & Company, Incorporated, dba Stone & Youngberg, a Division of Stifel Nicolaus and Backstrom McCarley Berry & Co., LLC, co-underwriters (collectively, the “Underwriter”). The Underwriter agreed to purchase the 2013 Bonds at a price of $______ (which is equal to the initial principal amount of the 2013 Bonds, less a net original issue discount of $______, and less an underwriter’s discount of $_________).

The initial public offering prices set forth on the inside cover page may be changed by the Underwriter. The Underwriter may offer and sell the 2013 Bonds to certain dealers and others at prices lower than the public offering prices set forth on the inside cover page of this Official Statement.

CONTINUING DISCLOSURE

Successor Agency Continuing Disclosure Certificate. The Successor Agency has covenanted in a Continuing Disclosure Certificate for the benefit of the owners of the 2013 Bonds to provide certain annual financial information and operating data, and to provide notices of the occurrence of certain enumerated events. The Successor Agency agreed in its certificate to file, or cause to be filed, with the MSRB such report and notices. See APPENDIX D – “FORM OF CONTINUING DISCLOSURE CERTIFICATES” for the complete text of the Successor Agency’s Continuing Disclosure Certificate. The covenants of the Successor Agency have been made in order to assist the Underwriter in complying with the Rule. [confirm] The Successor Agency has not failed to comply in all material respects with any undertaking under the Rule in the past five years.

FOCIL Continuing Disclosure Certificate. FOCIL will covenant in a continuing disclosure certificate, the form of which is set forth in APPENDIX D – “FORM OF CONTINUING DISCLOSURE CERTIFICATES” (the “FOCIL Continuing Disclosure Certificate”), for the benefit of holders and beneficial owners of the 2013 Bonds, to provide (i) on a semi-annual basis, certain information relating to itself, the parcels it owns within the Community Facilities District, the construction of Infrastructure in the Community Facilities District, the property owned by the Regents of the University of California, the property owned by Bay Jacaranda and certain other information described in the FOCIL Continuing Disclosure Certificate (each a “FOCIL Periodic Report”), and (ii) notices of the occurrence of certain enumerated events. FOCIL will initially act as its own dissemination agent under the FOCIL Continuing Disclosure Certificate.

The obligations of FOCIL under the FOCIL Continuing Disclosure Certificate will terminate on the earlier of (i) legal defeasance, prior redemption or payment in full of all the 2013 Bonds and (ii) the date on which FOCIL no longer owns any property in the Community
Facilities District, FOCIL has completed construction of the Infrastructure and, as long as the property owned by Bay Jacaranda is responsible for at least 10% of the Special Taxes, the property owned by Bay Jacaranda has been fully constructed and occupied.

A default under the FOCIL Continuing Disclosure Certificate will not, by itself, constitute an Event of Default under the Fiscal Agent Agreement, and the sole remedy under the FOCIL Continuing Disclosure Certificate in the event of any failure of FOCIL to comply will be an action to compel specific performance. The Successor Agency has no obligation to enforce the continuing disclosure undertaking of FOCIL.

[confirm] An authorized representative of FOCIL has represented, to its actual knowledge, that it is not aware of any material failures by FOCIL or any affiliate of FOCIL to comply with previous undertakings to provide periodic continuing disclosure reports or notices of the occurrence of enumerated events within the last five years.

ARE Continuing Disclosure Certificate. Alexandria Real Estate Equities, Inc. will covenant in a continuing disclosure certificate, on behalf of itself and its affiliates that own property in the Community Facilities District, the form of which is set forth in APPENDIX D – “FORM OF CONTINUING DISCLOSURE CERTIFICATES” (the “ARE Continuing Disclosure Certificate”), for the benefit of holders and beneficial owners of the 2013 Bonds, to provide (i) on a semi-annual basis, certain information relating to itself and the parcels it owns within the Community Facilities District (each an “ARE Periodic Report”), and (ii) notices of the occurrence of certain enumerated events. ARE will initially act as its own dissemination agent under the ARE Continuing Disclosure Certificate.

The obligations of Alexandria Real Estate Equities, Inc. under the ARE Continuing Disclosure Certificate will terminate on the earlier of (i) legal defeasance, prior redemption or payment in full of all the 2013 Bonds, (ii) the date on which ARE’s property in the Community Facilities District is no longer responsible for 10% or more of the annual Special Tax levy, (iii) the date on which ARE prepays in full all the Special Taxes attributable to its property in the Community Facilities District or (iv) the date on which (A) ARE completes construction of all buildings expected to be constructed within property it owns in the Community Facilities District and (B) each such building constructed by ARE and intended for lease by ARE has been, since completion of construction, at least 80% occupied at one time or another.

A default under the ARE Continuing Disclosure Certificate will not, by itself, constitute an Event of Default under the Fiscal Agent Agreement, and the sole remedy under ARE Continuing Disclosure Certificate in the event of any failure of Alexandria Real Estate Equities, Inc. to comply will be an action to compel specific performance. The Successor Agency has no obligation to enforce the continuing disclosure undertaking of Alexandria Real Estate Equities, Inc.

[confirm] An authorized representative of Alexandria Real Estate Equities, Inc. has represented, to its actual knowledge, that it is not aware of any material failures by Alexandria Real Estate Equities, Inc. or any affiliate of Alexandria Real Estate Equities, Inc. to comply with previous undertakings to provide periodic continuing disclosure reports or notices of the occurrence of enumerated events within the last five years.
MISCELLANEOUS

Included in this Official Statement are brief summaries of certain documents and reports, which summaries do not purport to be complete or definitive, and reference is made to such documents and reports for full and complete statements of the contents thereof. Any statements in this Official Statement involving matters of opinion, whether or not expressly so stated, are intended as such and not as representations of fact. This Official Statement is not to be construed as a contract or agreement between the Successor Agency or the Community Facilities District and the purchasers or Owners of any of the 2013 Bonds.

The execution and delivery of this Official Statement has been duly authorized by the Board of Supervisors.

SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO, for and on behalf of REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO COMMUNITY FACILITIES DISTRICT NO. 6 (MISSION BAY SOUTH PUBLIC IMPROVEMENTS)

By: _____________________________
   Executive Director
APPENDIX A

SUMMARY OF CERTAIN PROVISIONS
OF THE FISCAL AGENT AGREEMENT
APPENDIX C

FORM OF BOND COUNSEL OPINION
APPENDIX D

FORM OF CONTINUING DISCLOSURE CERTIFICATES

$ __________
SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE CITY AND
COUNTY OF SAN FRANCISCO
COMMUNITY FACILITIES DISTRICT NO. 6
(MISSION BAY SOUTH PUBLIC IMPROVEMENTS)
SPECIAL TAX REFUNDING BONDS,
SERIES 2013A PARITY-SOUTH
(CURRENT INTEREST BONDS)

$ __________
SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE CITY AND
COUNTY OF SAN FRANCISCO
COMMUNITY FACILITIES DISTRICT NO. 6
(MISSION BAY SOUTH PUBLIC IMPROVEMENTS)
SPECIAL TAX BONDS,
SERIES 2013B PARITY-SOUTH
(CURRENT INTEREST BONDS)

$ __________
SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE CITY AND
COUNTY OF SAN FRANCISCO
COMMUNITY FACILITIES DISTRICT NO. 6
(MISSION BAY SOUTH PUBLIC IMPROVEMENTS)
SPECIAL TAX BONDS,
SERIES 2013C PARITY-SOUTH
(CAPITAL APPRECIATION BONDS)

This Continuing Disclosure Certificate (this “Disclosure Certificate”) is executed and delivered by the Successor Agency to the Redevelopment Agency of the City and County of San Francisco (the "Successor Agency"), with respect to the Redevelopment Agency of City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements) (the “District”) in connection with the issuance of the bonds captioned above (the “Bonds”). The Bonds are being issued pursuant to a Fiscal Agent Agreement dated as of January 1, 2013, and supplements thereto (the “Fiscal Agent Agreement”), by and between the Successor Agency and Wells Fargo Bank, National Association, as fiscal agent (the “Fiscal Agent”). The Successor Agency hereby covenants and agrees as follows:

Section 1. Purpose of the Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the Successor Agency for the benefit of the holders and beneficial owners of the Bonds and in order to assist the Participating Underwriter in complying with S.E.C. Rule 15c2-12(b)(5).

Section 2. Definitions. In addition to the definitions set forth above and in the Trust Agreement, which apply to any capitalized term used in this Disclosure Certificate unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

“Annual Report” means any Annual Report provided by the Successor Agency pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

“Annual Report Date” means the date that is nine months after the end of the Successor Agency’s fiscal year (currently March 31 based on the Successor Agency’s fiscal year end of June 30).

“Dissemination Agent” means Digital Assurance Certification, LLC, or any successor Dissemination Agent designated in writing by the Successor Agency and which has filed with the Successor Agency a written acceptance of such designation.
“Listed Events” means any of the events listed in Section 5(a) of this Disclosure Certificate.

“MSRB” means the Municipal Securities Rulemaking Board, which has been designated by the Securities and Exchange Commission as the sole repository of disclosure information for purposes of the Rule, or any other repository of disclosure information that may be designated by the Securities and Exchange Commission as such for purposes of the Rule in the future. “Official Statement” means the final official statement executed by the Successor Agency in connection with the issuance of the Bonds.

“Participating Underwriter” means Stifel, Nicolaus & Company, Incorporated dba Stone & Youngberg a Division of Stifel Nicolaus, and Backstrom McCarley Berry & Co., LLC, the original Underwriters of the Bonds required to comply with the Rule in connection with offering of the Bonds.

“Rule” means Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

Section 3. Provision of Annual Reports.

(a) The Successor Agency shall, or shall cause the Dissemination Agent to, not later than the Annual Report Date, commencing March 31, 2013 with the report for the 2011-12 fiscal year (provided that the first Annual Report may consist of the Official Statement and the Successor Agency’s audited financial statements), provide to the MSRB, in an electronic format as prescribed by the MSRB, an Annual Report that is consistent with the requirements of Section 4 of this Disclosure Certificate. Not later than 15 Business Days prior to the Annual Report Date, the Successor Agency shall provide the Annual Report to the Dissemination Agent (if other than the Successor Agency). If by 15 Business Days prior to the Annual Report Date the Dissemination Agent (if other than the Successor Agency) has not received a copy of the Annual Report, the Dissemination Agent shall contact the Successor Agency to determine if the Successor Agency is in compliance with the previous sentence. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may include by reference other information as provided in Section 4 of this Disclosure Certificate; provided that the audited financial statements of the Successor Agency may be submitted separately from the balance of the Annual Report, and later than the Annual Report Date, if not available by that date. If the Successor Agency's fiscal year changes, it shall give notice of such change in the same manner as for a Listed Event under Section 5(b). The Successor Agency shall provide a written certification with each Annual Report furnished to the Dissemination Agent to the effect that such Annual Report constitutes the Annual Report required to be furnished by the Successor Agency hereunder.

(b) If the Successor Agency does not provide, or cause the Dissemination Agent to provide, an Annual Report by the Annual Report Date, the Successor Agency shall provide (or cause the Dissemination Agent to provide) to the MSRB, in an electronic format as prescribed by the MSRB, a notice in substantially the form attached hereto as Exhibit A.

(c) With respect to the Annual Report, the Dissemination Agent shall:

(i) determine each year prior to the Annual Report Date the then-applicable rules and electronic format prescribed by the MSRB for the filing of annual continuing disclosure reports; and
(ii) if the Dissemination Agent is other than the Successor Agency, file a report with the Successor Agency certifying that the Annual Report has been provided pursuant to this Disclosure Certificate, and stating the date it was provided to the MSRB.

Section 4. Content of Annual Reports. The Successor Agency’s Annual Report shall contain or incorporate by reference the following:

(a) The Successor Agency’s audited financial statements prepared in accordance with generally accepted accounting principles as promulgated to apply to governmental entities from time to time by the Governmental Accounting Standards Board. If the Successor Agency’s audited financial statements are not available by the Annual Report Date, the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained in the final Official Statement, and the audited financial statements shall be filed in the same manner as the Annual Report when they become available.

Unless otherwise provided in the audited financial statements filed on or before the Annual Report Date, financial information and operating data with respect to the Successor Agency for the preceding fiscal year, substantially similar to that provided in the corresponding tables in the Official Statement.

The financial statements required by this subsection (a) shall be accompanied by the following statement:

THE SUCCESSOR AGENCY’S ANNUAL FINANCIAL STATEMENT IS PROVIDED SOLELY TO COMPLY WITH THE SECURITIES EXCHANGE COMMISSION STAFF’S INTERPRETATION OF RULE 15C2-12. NO FUNDS OR ASSETS OF THE SUCCESSOR AGENCY ARE REQUIRED TO BE USED TO PAY DEBT SERVICE ON THE BONDS, AND THE SUCCESSOR AGENCY IS NOT OBLIGATED TO ADVANCE AVAILABLE FUNDS TO COVER ANY DELINQUENCIES. INVESTORS SHOULD NOT RELY ON THE FINANCIAL CONDITION OF THE SUCCESSOR AGENCY IN EVALUATING WHETHER TO BUY, HOLD OR SELL THE BONDS.

(b) Principal amount of 2013 Bonds outstanding.

(c) Balance in the accounts within the Improvement Fund for the 2013 Bonds.

(d) Balance in the Reserve Fund for the 2013 Bonds.

(e) Total assessed value of all parcels subject to the Special Taxes and the current year’s assessed value for the District.

(f) Special Tax and property tax delinquency rate for parcels in the District.

(g) Concerning delinquent parcels:
   • number of parcels delinquent in payment of Special Tax,
   • amount of total delinquency and as a percentage of total Special Tax levy, and
   • status of the District’s actions on covenants to pursue foreclosure proceedings upon delinquent properties.
(h) Identity of any delinquent tax payer obligated for more than 10% of the annual Special Tax levy and:
• assessed value of applicable properties, and
• summary of results of foreclosure sales, if available.

(i) Significant amendments to land use entitlements for property in the District since the last Annual Report which are known to the Successor Agency’s chief financial officer, including but not limited to any rezoning of the property or the adoption of any amendment or other change to the specific plan for the area that includes the District.

(j) Status of any significant legislative, administrative, and judicial challenges to the construction of the development in the District since the last Annual Report which are known to the Successor Agency’s chief financial officer, without independent inquiry, but only for Annual Reports for years in which construction activity has occurred in the District; such as any lawsuit challenging the land use entitlements for the District, or any voter or legislative initiative to curtail or impede development in the District.

(k) For the Fiscal Year for which the Annual Report is being issued, but only until the date on which 80% or more of the Special Taxes in the District are levied on developed property, any building permit issued for the construction of a building on a parcel subject to the Special Taxes and any certificate of occupancy for any building on a parcel subject to the Special Taxes.

(l) To the extent not otherwise provided pursuant to the preceding items 1-10, annual information required to be filed with respect to the District since the last Annual Report with the California Debt and Investment Advisory Commission pursuant to Sections 50075.1, 50075.3, 53359.5(b), 53410(d) or 53411 of the California Government Code.

(m) In addition to any of the information expressly required to be provided under paragraphs (a) through (l) of this Section, the Successor Agency shall provide such further information, if any, as may be necessary to make the specifically required statements, in the light of the circumstances under which they are made, not misleading.

Any or all of the items listed above may be included by specific reference to other documents, including official statements of debt issues of the Successor Agency or related public entities, which have been filed with the MSRB. If the document included by reference is a final official statement, it must be available from the MSRB. The Successor Agency shall clearly identify each such other document so included by reference.

Section 5. Reporting of Significant Events.

(a) The Successor Agency shall give, or cause to be given, notice of the occurrence of any of the following Listed Events with respect to the Bonds:

(1) Principal and interest payment delinquencies.
(2) Non-payment related defaults, if material.
(3) Unscheduled draws on debt service reserves reflecting financial difficulties.
(4) Unscheduled draws on credit enhancements reflecting financial difficulties.

(5) Substitution of credit or liquidity providers, or their failure to perform.

(6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security.

(7) Modifications to rights of security holders, if material.

(8) Bond calls, if material, and tender offers.

(9) Defeasances.

(10) Release, substitution, or sale of property securing repayment of the securities, if material.

(11) Rating changes.

(12) Bankruptcy, insolvency, receivership or similar event of the Successor Agency or other obligated person.

(13) The consummation of a merger, consolidation, or acquisition involving the Successor Agency or an obligated person, or the sale of all or substantially all of the assets of the Successor Agency or an obligated person (other than in the ordinary course of business), the entry into a definitive agreement to undertake such an action, or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material.

(14) Appointment of a successor or additional trustee or the change of name of a trustee, if material.

(b) Whenever the Successor Agency obtains knowledge of the occurrence of a Listed Event, the Successor Agency shall, or shall cause the Dissemination Agent (if not the Successor Agency) to, file a notice of such occurrence with the MSRB, in an electronic format as prescribed by the MSRB, in a timely manner not in excess of 10 business days after the occurrence of the Listed Event.

(c) Notwithstanding the foregoing, notice of Listed Events described in subsections (a)(8) and (9) above need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to holders of affected Bonds under the Trust Agreement.

(d) The Successor Agency acknowledges that the events described in subparagraphs (a)(2), (a)(7), (a)(8) (if the event is a bond call), (a)(10), (a)(13), and (a)(14) of this Section 5 contain the qualifier “if material,” and subparagraph (a)(6) contains the qualifier "material" with respect to certain notices, determinations or other events affecting the tax status of the Bonds. The Successor Agency shall cause a notice to be filed as set forth in paragraph (b) above with respect to any such event only to the extent that the Successor Agency determines the event’s occurrence is material for purposes of U.S. federal securities law.
(e) For purposes of this Disclosure Certificate, any event described in paragraph (a)(12) above is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for the Successor Agency in a proceeding under the United States Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Successor Agency, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement, or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Successor Agency.

Section 6. Identifying Information for Filings with the MSRB. All documents provided to the MSRB under the Disclosure Certificate shall be accompanied by identifying information as prescribed by the MSRB.

Section 7. Termination of Reporting Obligation. The Successor Agency's obligations under this Disclosure Certificate shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Bonds. If such termination occurs prior to the final maturity of the Bonds, the Successor Agency shall give notice of such termination in the same manner as for a Listed Event under Section 5(b).

Section 8. Dissemination Agent. The Successor Agency may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any Dissemination Agent, with or without appointing a successor Dissemination Agent. The initial Dissemination Agent shall be Digital Assurance Certification, LLC. Any Dissemination Agent may resign by providing 30 days' written notice to the Successor Agency.

Section 9. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the Successor Agency may amend this Disclosure Certificate, and any provision of this Disclosure Certificate may be waived, provided that the following conditions are satisfied:

(a) if the amendment or waiver relates to the provisions of Sections 3(a), 4 or 5(a), it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature, or status of an obligated person with respect to the Bonds, or type of business conducted;

(b) the undertakings herein, as proposed to be amended or waived, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the primary offering of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) the proposed amendment or waiver either (i) is approved by holders of the Bonds in the manner provided in the Trust Agreement for amendments to the Trust Agreement with the consent of holders, or (ii) does not, in the opinion of the Fiscal Agent or nationally recognized bond counsel, materially impair the interests of the holders or beneficial owners of the Bonds.

If the annual financial information or operating data to be provided in the Annual Report is amended pursuant to the provisions hereof, the first Annual Report filed pursuant hereto
containing the amended operating data or financial information shall explain, in narrative form, the reasons for the amendment and the impact of the change in the type of operating data or financial information being provided.

If an amendment is made to this Disclosure Certificate modifying the accounting principles to be followed in preparing financial statements, the Annual Report for the year in which the change is made shall present a comparison between the financial statements or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles. The comparison shall include a qualitative discussion of the differences in the accounting principles and the impact of the change in the accounting principles on the presentation of the financial information, in order to provide information to investors to enable them to evaluate the ability of the Successor Agency to meet its obligations. To the extent reasonably feasible, the comparison shall be quantitative.

A notice of any amendment made pursuant to this Section 9 shall be filed in the same manner as for a Listed Event under Section 5(b).

Section 10. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the Successor Agency from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the Successor Agency chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Certificate, the Successor Agency shall have no obligation under this Disclosure Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

Section 11. Default. If the Successor Agency fails to comply with any provision of this Disclosure Certificate, the Participating Underwriter or any holder or beneficial owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the Successor Agency to comply with its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an Event of Default under the Trust Agreement, and the sole remedy under this Disclosure Certificate in the event of any failure of the Successor Agency to comply with this Disclosure Certificate shall be an action to compel performance.

Section 12. Duties, Immunities and Liabilities of Dissemination Agent.

(a) The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate, and the Successor Agency agrees to indemnify and save the Dissemination Agent, its officers, directors, employees and agents, harmless against any loss, expense and liabilities which it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including attorneys fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's negligence or willful misconduct. The Dissemination Agent shall have no duty or obligation to review any information provided to it hereunder and shall not be deemed to be acting in any fiduciary capacity for the Successor Agency, any land owners in the District, the Fiscal Agent, the Bond owners or any other party. The obligations of the Successor Agency under this Section shall survive resignation or removal of the Dissemination Agent and payment of the Bonds.
(b) The Dissemination Agent shall be paid compensation by the Successor Agency for its services provided hereunder in accordance with its schedule of fees as amended from time to time, and shall be reimbursed for all expenses, legal fees and advances made or incurred by the Dissemination Agent in the performance of its duties hereunder.
Section 13. **Notices.** Any notice or communications to be among any of the parties to this Disclosure Certificate may be given as follows:

To the Issuer:  
Successor Agency to the Redevelopment Agency of the City and County of San Francisco  
One South Van Ness Avenue, 5th Floor  
San Francisco, California 94103  
Attention: Deputy Executive Director, Finance and Administration

To the Fiscal Agent:  
Wells Fargo Bank, National Association  
MAC #A0119-181  
333 Market Street, 18th Floor  
San Francisco, California 94105

To the Dissemination Agent:  
Digital Assurance Certification, LLC  
390 North Orange Avenue  
Orlando, Florida 32801-1674

To the Participating Underwriter:  
Stifel, Nicolaus & Company, Incorporated dba Stone & Youngberg a Division of Stifel Nicolaus  
One Ferry Building  
San Francisco, California 94111  
Attention: Municipal Research Department

Backstrom McCarley Berry & Co., LLC  
115 Sansome Street  
San Francisco, CA 94104

Any person may, by written notice to the other persons listed above, designate a different address or telephone number(s) to which subsequent notices or communications should be sent.

Section 14. **Beneficiaries.** This Disclosure Certificate shall inure solely to the benefit of the Successor Agency, the Trustee, the Dissemination Agent, the Participating Underwriter and holders and beneficial owners from time to time of the Bonds, and shall create no rights in any other person or entity.
Section 15. **Counterparts.** This Disclosure Certificate may be executed in several counterparts, each of which shall be regarded as an original, and all of which shall constitute one and the same instrument.

Date: __________, 2013

SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO,

By: __________________________
Deputy Executive Director,
Finance and Administration

AGREED AND ACCEPTED:
Digital Assurance Certification, LLC, as Dissemination Agent

By: __________________________

Name: _________________________

Title: __________________________
EXHIBIT A

NOTICE OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer: Successor Agency to the Redevelopment Agency of City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements) (the "Successor Agency")

Name of Bond Issue: Successor Agency to the Redevelopment Agency of City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements), Special Tax Refunding Bonds, Series 2012A Parity-South (Current Interest Bonds)

Successor Agency to the Redevelopment Agency of City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements), Special Tax Bonds, Series 2012B Parity-South (Current Interest Bonds)

Successor Agency to the Redevelopment Agency of City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements), Special Tax Bonds, Series 2012C Parity-South (Capital Appreciation Bonds)

Date of Issuance: __________, 2013

NOTICE IS HEREBY GIVEN that the Successor Agency has not provided an Annual Report with respect to the above-named Bonds as required by the Continuing Disclosure Certificate dated __________, 2013, executed by the Successor Agency and countersigned by Digital Assurance Certification, LLC, as dissemination agent. The Successor Agency anticipates that the Annual Report will be filed by ________________.

Dated: _________________

DISSEMINATION AGENT:

____________________

By: _______________________

Its: ________________________
APPENDIX E

DTC AND THE BOOK-ENTRY SYSTEM

The following description of the Depository Trust Company ("DTC"), the procedures and record keeping with respect to beneficial ownership interests in the Bonds, payment of principal, interest and other payments on the Bonds to DTC Participants or Beneficial Owners, confirmation and transfer of beneficial ownership interest in the Bonds and other related transactions by and between DTC, the DTC Participants and the Beneficial Owners is based solely on information provided by DTC. Accordingly, no representations can be made concerning these matters and neither the DTC Participants nor the Beneficial Owners should rely on the foregoing information with respect to such matters, but should instead confirm the same with DTC or the DTC Participants, as the case may be.

Neither the issuer of the Bonds (the "Issuer") nor the trustee, fiscal agent or paying agent appointed with respect to the Bonds (the "Agent") take any responsibility for the information contained in this Appendix.

No assurances can be given that DTC, DTC Participants or Indirect Participants will distribute to the Beneficial Owners (a) payments of interest, principal or premium, if any, with respect to the Bonds, (b) certificates representing ownership interest in or other confirmation or ownership interest in the Bonds, or (c) redemption or other notices sent to DTC or Cede & Co., its nominee, as the registered owner of the Bonds, or that they will so do on a timely basis, or that DTC, DTC Participants or DTC Indirect Participants will act in the manner described in this Appendix. The current “Rules” applicable to DTC are on file with the Securities and Exchange Commission and the current “Procedures” of DTC to be followed in dealing with DTC Participants are on file with DTC.

1. The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the securities (the “Securities”). The Securities will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Security certificate will be issued for each issue of the Securities, each in the aggregate principal amount of such issue, and will be deposited with DTC. If, however, the aggregate principal amount of any issue exceeds $500 million, one certificate will be issued with respect to each $500 million of principal amount, and an additional certificate will be issued with respect to any remaining principal amount of such issue.

2. DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of
securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor’s rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org. The information contained on this Internet site is not incorporated herein by reference.

3. Purchases of Securities under the DTC system must be made by or through Direct Participants, which will receive a credit for the Securities on DTC’s records. The ownership interest of each actual purchaser of each Security ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Securities are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Securities, except in the event that use of the book-entry system for the Securities is discontinued.

4. To facilitate subsequent transfers, all Securities deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Securities with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Securities; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Securities may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Securities, such as redemptions, tenders, defaults, and proposed amendments to the Security documents. For example, Beneficial Owners of Securities may wish to ascertain that the nominee holding the Securities for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

6. Redemption notices shall be sent to DTC. If less than all of the Securities within an issue are being redeemed, DTC’s practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.
7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Securities unless authorized by a Direct Participant in accordance with DTC’s MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.’s consenting or voting rights to those Direct Participants to whose accounts Securities are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds, distributions, and dividend payments on the Securities will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC’s practice is to credit Direct Participants’ accounts upon DTC’s receipt of funds and corresponding detail information from Issuer or Agent, on payable date in accordance with their respective holdings shown on DTC’s records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in “street name,” and will be the responsibility of such Participant and not of DTC, Agent, or Issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of Issuer or Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

9. DTC may discontinue providing its services as depository with respect to the Securities at any time by giving reasonable notice to Issuer or Agent. Under such circumstances, in the event that a successor depository is not obtained, Security certificates are required to be printed and delivered.

10. Issuer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Security certificates will be printed and delivered to DTC.

11. The information in this section concerning DTC and DTC’s book-entry system has been obtained from sources that Issuer believes to be reliable, but Issuer takes no responsibility for the accuracy thereof.