RESOLUTION NO. 2-2013
Adopted January 14, 2013

RESOLUTION APPROVING, UNDER SECTION 34180 (b) OF THE CALIFORNIA HEALTH AND SAFETY CODE, THE ISSUANCE OF SPECIAL TAX BONDS BY THE SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO FOR COMMUNITY FACILITIES DISTRICT NO. 6 (MISSION BAY SOUTH PUBLIC IMPROVEMENTS) AND RELATED ACTIONS, MISSION BAY SOUTH REDEVELOPMENT PROJECT AREA

WHEREAS, The Commission of the Redevelopment Agency of the City and County of San Francisco (the “Former Redevelopment Agency”) conducted proceedings under and pursuant to Chapter 2.5 of Part 1 of Division 2 of Title 5, commencing with Section 53311, of the California Government Code (the “Act”), to form the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements) (the “District”), to authorize the levy of special taxes upon the land within the District, to issue bonds the proceeds of which are to be used to finance certain public facilities and to establish an appropriations limit for the District, all as described in Resolution Nos. 45-2000, 46-2000 and 47-2000, each adopted by the Commission of the Former Redevelopment Agency on March 28, 2000; and,

WHEREAS, The Former Redevelopment Agency and FOCIL-MB, LLC (the “Master Developer”), as assignee of Catellus Development Corporation, are parties to a Mission Bay South Owner Participation Agreement (the “OPA”) pursuant to which the Former Redevelopment Agency is obligated, at the request of the Master Developer, to issue special tax bonds for the District from time to time to finance various public capital improvements within or in the vicinity of the District (the “Improvements”) and the OPA has been included on Recognized Obligation Payment Schedules of the Successor Agency to the Former Redevelopment Agency (the “Successor Agency”); and,

WHEREAS, In order to provide financing for the Improvements, the Former Redevelopment Agency, for and on behalf of the District, has issued $54,000,000 initial principal amount of Community Facilities District No. 6 (Mission Bay South Public Improvements) Special Tax Bonds, Series 2001-South on July 10, 2001 (the “Series 2001 Bonds”), $39,330,000 initial principal amount of Community Facilities District No. 6 (Mission Bay South Public Improvements) Special Tax Bonds, Series 2002 Parity-South, on November 7, 2002 (the “Series 2002 Bonds”), $15,160,000 initial principal amount of Community Facilities District No. 6 (Mission Bay South Public Improvements) Special Tax Bonds, Series 2005A Parity-South and $5,708,938.75 initial principal amount of Community Facilities District No. 6 (Mission Bay South Public Improvements) Special Tax Bonds, Series 2008A Parity-South; and,
Bonds, Series 2005B Parity-South, on July 26, 2005 (collectively, the “Series 2005 Bonds”); and,

WHEREAS, The scheduled debt service on the Series 2001 Bonds, the Series 2002 Bonds and the Series 2005 Bonds has been paid from the special taxes levied on property in the District and amounts in certain funds held under the fiscal agent agreement pursuant to which they were issued, and no tax increment revenues have ever been used to pay debt service on the Series 2001 Bonds, the Series 2002 Bonds or the Series 2005 Bonds; and,

WHEREAS, Section 34177.5(a)(1) of the Code authorizes successor agencies to issue bonds to refund bonds of their former redevelopment agencies to provide savings to the successor agencies, Section 34177.5(a)(4) of the Code authorizes successor agencies to issue bonds to make payments under enforceable obligations of their former redevelopment agencies, and Section 34177.5(f) of the Code provides that the actions authorized under the foregoing Sections of the Code are subject to the approval of the applicable oversight board; and,

WHEREAS, In order to take advantage of current bond market conditions and to provide additional funds to finance the Improvements, on December 18, 2012, the Commission on Community Investment and Infrastructure (also known as the “Successor Agency Commission”) adopted Resolution No. 4-2012 (the “Successor Agency Resolution”), a copy of which is attached to this Resolution as Exhibit A: (a) authorizing the issuance of three series of special tax bonds of the Successor Agency for the District in an aggregate principal amount of up to $160,000,000, with the net proceeds of one series of such bonds (the “Series 2013A Bonds”) to be used to refund the Series 2001 Bonds and the Series 2002 Bonds, and the net proceeds of the other two series of such bonds (the “Series 2013B Bonds” and the “Series 2013C Bonds”) to be used to finance Improvements, and (b) approving related documents and actions; and,

WHEREAS, The Successor Agency Commission found, in the Successor Agency Resolution, that the total net interest cost to maturity of the Series 2013A Bonds plus the principal amount of the Series 2013A Bonds will not exceed the total net interest cost to maturity of the Series 2001 Bonds and the Series 2002 Bonds to be refunded plus the principal amount of the Series 2001 Bonds and the Series 2002 Bonds to be refunded, and the Successor Agency acknowledged, in the Successor Agency Resolution, that the fiscal agent agreement pursuant to which the Series 2013A Bonds, the Series 2013B Bonds and the Series 2013C Bonds (collectively, the “Series 2013 Bonds”) are to be issued will not include any tax increment revenues in the revenues pledged or otherwise to be used to pay the debt service on the Series 2013 Bonds; and,

WHEREAS, The Supplemental Agreement No. 3 to Fiscal Agent Agreement approved pursuant to the Successor Agency Resolution and pursuant to which Series 2013 Bonds are to be issued (the “Third Supplement”) includes a covenant by the
Successor Agency not to use the proceeds of any Tax Allocation Debt (as defined in the Mission Bay South Financing Plan attached as Attachment E to the OPA) to pay debt service on, or to redeem, any of the Series 2005 Bonds, the Series 2013 Bonds or any other Parity Bonds (as such term is used in the Third Supplement), and thus the Series 2013 Bonds will not have any impact on the use of tax increment nor on the flow of property taxes to the taxing entities; and,

WHEREAS, Under Section 34180(b) of the California Health and Safety Code and the provisions of Ordinance No. 215-12 adopted by the Board of Supervisors of the City and County of San Francisco on October 2, 2012, the Successor Agency’s issuance of bonds is subject to the approval of this Oversight Board; and,

WHEREAS, Approval of the Series 2013 Bonds complies with the OPA, an enforceable obligation of the Successor Agency, and with Redevelopment Dissolution Law; and

WHEREAS, A copy of the Successor Agency Resolution has been attached to this Resolution and submitted to the Administrative Officer and the Auditor-Controller of the City and County of San Francisco, and the California Department of Finance, as required by Section 34180(j) of the California Health and Safety Code; and,

WHEREAS, The approval of the sale and issuance of the Series 2013 Bonds as authorized by the Successor Agency are Oversight Board fiscal oversight activities that do not constitute a “Project” as defined by the California Environmental Quality Act (“CEQA”) Guidelines Section 15378(b)(4), will not independently result in a physical change in the environment, and are not subject to environmental review under CEQA; and,

WHEREAS, This Oversight Board now desires to approve the issuance of the Series 2013 Bonds by the Successor Agency and the other actions of the Successor Agency contemplated by the Successor Agency Resolution, attached hereto as Exhibit A; now therefore, be it

RESOLVED, That this Oversight Board approves the issuance of the Series 2013 Bonds by the Successor Agency for the purposes of refunding the Series 2001 Bonds and the Series 2002 Bonds, and providing additional financing for the Improvements; and, be it, further

RESOLVED, That the Oversight Board approves the other actions of the Successor Agency authorized, approved, or directed by the Successor Agency Commission in the Successor Agency Resolution, attached hereto as Exhibit A.
I hereby certify that the foregoing resolution was adopted by the Oversight Board at its meeting of January 14, 2013.

[Signature]

Board Secretary