

RESOLUTION NO. 193-98
(Adopted September 17, 1998)

**CONDITIONALLY AUTHORIZING EXECUTION OF AN OWNER
PARTICIPATION AGREEMENT AND RELATED DOCUMENTS BETWEEN
CATELLUS DEVELOPMENT CORPORATION AND THE REDEVELOPMENT
AGENCY OF THE CITY AND COUNTY OF SAN FRANCISCO (THE
"AGENCY"), AND AN INTERAGENCY COOPERATION AGREEMENT, A TAX
INCREMENT ALLOCATION AGREEMENT, AND RELATED DOCUMENTS
BETWEEN THE AGENCY AND THE CITY AND COUNTY OF SAN
FRANCISCO FOR DEVELOPMENT OF THE PROPOSED MISSION BAY
SOUTH REDEVELOPMENT PROJECT AREA**

BASIS FOR RESOLUTION

1. On September 17, 1998, the Agency approved and forwarded a proposed Redevelopment Plan for Mission Bay South (the "Plan") to the Planning Commission of the City and County of San Francisco for its recommendation and for a finding of consistency with the General Plan of the City and County of San Francisco (the "City"), conditioned upon the adoption by the Board of Supervisors of the City and County of San Francisco (the "Board") of an amendment to the General Plan, and to the Board for its adoption.
2. In anticipation of the adoption of the Plan, staff of the Agency, together with staff of the City, have negotiated an Owner Participation Agreement and related documents with Catellus Development Corporation ("Catellus"). Staff of the Agency have also negotiated with staff of the City an Interagency Cooperation Agreement, a Tax Increment Allocation Agreement, and related documents between the Agency and the City.
3. Catellus owns most of the privately owned land in the proposed Mission Bay South Project Area (the "Plan Area"). Those agreements facilitate the development of the Plan Area with infrastructure, affordable and market rate housing, commercial and research and development uses, a hotel, a 43 acre campus for the University of California at San Francisco, 358,000 square feet of retail space and public and private open space, all of which will contribute to remedying the blight which currently characterizes the Plan Area.
4. The Owner Participation Agreement, the Interagency Cooperation Agreement, the Tax Increment Allocation Agreement and the related documents are described in

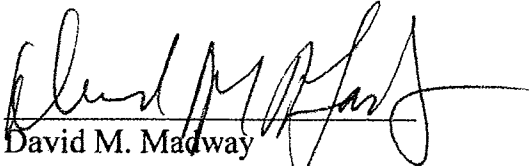
the staff memorandum, together with the attachments thereto, which accompanies this Resolution.

5. On September 17, 1998, the Commission, by Resolution No. 182-98, certified the Final Subsequent Environmental Impact Report for the proposed Mission Bay North and Mission Bay South Plans ("FSEIR") as accurate, adequate and objective and in compliance with the California Environmental Quality Act ("CEQA") and the CEQA Guidelines.
6. The Commission has reviewed and considered the information contained in the FSEIR.
7. The Commission hereby finds that the Owner Participation Agreement, the Interagency Cooperation Agreement, the Tax Increment Allocation Agreement, and the related documents are part of the Mission Bay project for purposes of compliance with CEQA.
8. By Resolution No. 183-98, the Commission adopted findings with respect to the FSEIR and, as required by CEQA, those findings are incorporated herein by this reference.

RESOLUTION

ACCORDINGLY, IT IS HEREBY RESOLVED that, conditioned upon adoption by the Board of Supervisors of the City and County of San Francisco of the Mission Bay South Redevelopment Plan, the Redevelopment Agency of the City and County of San Francisco authorizes its Executive Director to execute the Owner Participation Agreement, the Interagency Cooperation Agreement, the Tax Increment Allocation Agreement, and the related documents, all of which have been lodged with Agency General Counsel, with such changes as do not materially increase the burdens and responsibilities of the Agency.

APPROVED AS TO FORM


David M. Madway
Agency General Counsel

CERTIFICATE OF RECORDING OFFICER

The undersigned hereby certifies that:

1. She is the duly qualified and acting Secretary of the Redevelopment Agency of the City and County of San Francisco, hereinafter called the "Local Public Agency", and the custodian of the records of the Local Public Agency including the minutes of the proceedings of the Local Public Agency, hereinafter call the "Governing Body", and is duly authorized to execute this certificate.
2. Attached hereto is a true and correct copy of Resolution Nos. 182-98 through and including 196-98, including the WHEREAS clauses (Basis for Resolution), adopted at a Special meeting of the Governing Body held on September 17, 1998.
3. Said resolutions have been duly recorded in the minutes of said meeting and are now in full force and effect.
4. Said meeting was duly convened and held in all respects in accordance with law and the bylaws of the Local Public Agency. To the extent required by law, or said bylaws, due and proper notice of said meeting was given. A legal quorum of Members of the Governing Body were present throughout said meeting and a legally sufficient number of Members of the Governing Body voted in the proper manner for the adoption of said resolutions. All other requirements and proceedings under law, said bylaws, or otherwise, incident to the proper adoption of said resolution, including any publication if required by law, have been duly fulfilled, carried out, and otherwise observed.
5. The seal that appears below constitutes the official seal of the Local Public Agency and was duly affixed by the undersigned at the time this certificate was signed.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 21st day of September 1998.

(SEAL)



[Handwritten Signature]
Agency Secretary