

1 [Certificates of Participation - Animal Care & Control Project - Official Statement]

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3 **Resolution approving the form of and authorizing the distribution of a preliminary**
4 **Official Statement relating to the execution and delivery of City and County of San**
5 **Francisco Certificates of Participation for the Animal Care & Control Project, and**
6 **authorizing the preparation, execution and delivery of a final Official Statement; and**
7 **modifying and ratifying the approvals and terms and conditions of a previous**
8 **Resolution, and related matters, as defined herein.**

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10 WHEREAS, By Resolution No. 498-16 passed on November 29, 2016, and approved
11 by the Mayor of the City on December 9, 2016 ("2016 Resolution"), the Board of Supervisors
12 of the City and County of San Francisco ("Board of Supervisors" or the "Board"), in order to
13 finance the costs of acquisition, construction, and improvement of the City and County of San
14 Francisco Animal Care and Control replacement facility located at 1419 Bryant Street
15 ("Project"), has previously authorized the execution and delivery of not to exceed \$60,500,000
16 Certificates of Participation ("Certificates of Participation" or the "Certificates") issued pursuant
17 to a Trust Agreement ("Trust Agreement"), between the City and a trustee named therein
18 ("Trustee"), which are to be secured by a Property Lease ("Property Lease"), pursuant to
19 which the City leases certain property to the Trustee, as Project Trustee, and a Lease
20 Agreement ("Lease Agreement"), pursuant to which the Trustee, as Project Trustee, leases
21 said property back to the City; and

22 WHEREAS, The Board desired to initially finance costs of the Project on an interim
23 basis in part through the issuance of commercial paper under the City's commercial paper
24 program; and

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1 WHEREAS, The Board now desires to cause the execution and delivery of the
2 Certificates, the proceeds of which will be used to refund and repay the City's commercial
3 paper and interest thereon issued to provide initial funding for the Project, and the balance of
4 such proceeds to pay a portion of the costs of the Project and other costs related to the
5 execution and delivery of the Certificates as authorized in the 2016 Resolution; and

6 WHEREAS, Pursuant to the 2016 Resolution, the Board has authorized and directed
7 the Director of Public Finance of the City or her designee, acting for and on behalf of the City
8 Controller (collectively, the "Director of Public Finance"), to provide for the sale of the
9 Certificates, by either competitive or negotiated sale, using the approved forms of such
10 documents and subject to the terms and conditions set forth in the 2016 Resolution; and

11 WHEREAS, The Director of Public Finance has determined to cause the execution and
12 delivery of the Certificates, under the authority granted by and subject to the terms and
13 conditions set forth in the 2016 Resolution, to finance the Project; and

14 WHEREAS, The Board has obtained and disclosed certain estimates regarding the
15 Certificates in accordance with Government Code, Section 5852.1 in the publicly available
16 report accompanying this Resolution; and

17 WHEREAS, The Director of Public Finance, in consultation with the City Attorney and
18 Hawkins Delafield & Wood LLP as disclosure counsel to the City ("Disclosure Counsel"), now
19 seeks approval and authorization of the distribution of the form of a preliminary official
20 statement relating to the Certificates ("Preliminary Official Statement"); and

21 WHEREAS, The Director of Public Finance has submitted the form of the Preliminary
22 Official Statement to the Board; such document is on file with the Clerk of the Board of
23 Supervisors in File No. _____, which is hereby declared to be a part of this
24 Resolution as if set forth fully herein; and

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1 WHEREAS, The Board desires to modify the identity of the property that will be
2 encumbered by the Property Lease and Lease Agreement as the Project, which is located at
3 1419 Bryant Street in the City (“Leased Property”); now, therefore, be it

4 RESOLVED By the Board of Supervisors of the City and County of San Francisco, as
5 follows:

6 Section 1. Recitals. All of the recitals herein are true and correct.

7 Section 2. Approval of the Leased Property. The Board hereby approves the leasing,
8 pursuant to the terms of the Property Lease and the Lease Agreement, of all or a portion of
9 the Leased Property, which the Director of Public Finance determines is in the best interest of
10 the City.

11 Section 3. Preliminary and Final Official Statements. The form of Preliminary Official
12 Statement is hereby approved with such changes, additions, amendments or modifications
13 made in accordance with Section 4 hereof. The Controller of the City ("Controller") is hereby
14 authorized to cause the distribution of the Preliminary Official Statement in connection with the
15 Certificates, deemed “final” for purposes of Rule 15c2-12 promulgated by the United States
16 Securities and Exchange Commission under the Securities and Exchange Act of 1934, as
17 amended, and to sign a certificate to that effect. The Controller is hereby further authorized
18 and directed to prepare and sign a final Official Statement for the Certificates. The Co-
19 Municipal Advisors to the City, under the direction of the Director of Public Finance, are
20 hereby authorized and directed to cause to be printed and mailed, or distributed electronically,
21 to prospective bidders or purchasers, as appropriate, for the Certificates, copies of the
22 Preliminary Official Statement and the final Official Statement relating to the Certificates.

23 Section 4. Modifications. The Controller is further authorized, in consultation with the
24 City Attorney, to approve and make such changes, additions, amendments or modifications to
25 the Preliminary Official Statement or the final Official Statement described in Section 3 hereof

1 as may be necessary or advisable. The approval of any change, addition, amendment or
2 modification to the Preliminary Official Statement or the final Official Statement shall be
3 evidenced conclusively by the distribution of the Preliminary Official Statement to potential
4 bidders for or purchasers of the Certificates and the execution and delivery of the final Official
5 Statement. Any such actions are solely intended to further the purposes of this Resolution,
6 and are subject in all respects to the terms of this Resolution. No such actions shall increase
7 the risk to the City or require the City to spend any resources not otherwise granted herein.
8 Final versions of such documents shall be provided to the Clerk of the Board of Supervisors
9 for inclusion in the official file within 30 days after the public distribution thereof.

10 Section 5. Ratification. The terms and conditions and approvals of the 2016
11 Resolution, as modified hereby, and all actions heretofore taken pursuant to the 2016
12 Resolution in connection with the issuance of the Certificates, and subject in all respects to
13 the terms and limitations set forth in the 2016 Resolution, are hereby ratified, approved and
14 confirmed.

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16 APPROVED AS TO FORM:
17 DENNIS J. HERRERA, City Attorney

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19 By: /s/ Mark D. Blake
20 MARK D. BLAKE
21 Deputy City Attorney
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