

1 [General Obligation Refunding Bonds.]

2

3 **Resolution authorizing the issuance from time to time in one or more series of not to**
4 **exceed \$800,000,000 Aggregate Principal Amount of City and County of San Francisco**
5 **General Obligation Refunding Bonds; approving the form and authorizing the**
6 **execution of General Obligation Refunding Bonds; approving the form and authorizing**
7 **the execution of Declarations of Trust; authorizing the appointment of depositories and**
8 **other agents; approving the form and authorizing the execution and delivery of Escrow**
9 **Agreements; approving the tax levy for repayment of the General Obligation Refunding**
10 **Bonds; approving procedures for the sale and award of General Obligation Refunding**
11 **Bonds; approving the form of Official Notices of Sale; authorizing the publication of**
12 **Notices of Intention to Sell; approving the form of and authorizing the execution and**
13 **delivery of Bond Purchase Agreements; approving the form and authorizing the**
14 **execution and delivery of Continuing Disclosure Certificates; authorizing selection of**
15 **underwriters; approving the form of and authorizing the distribution of Preliminary**
16 **Official Statements and authorizing execution and delivery of Official Statements;**
17 **approving the appointment of verification agents; approving the retention of other**
18 **agents and payment of compensation to such agents; authorizing payment of costs of**
19 **issuance; approving modifications to documents; ratifying actions previously taken;**
20 **and granting general authority to City officials to take necessary actions in connection**
21 **with the authorization, issuance, sale and delivery of said General Obligation**
22 **Refunding Bonds and the refunding of certain outstanding General Obligation Bonds.**

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24 WHEREAS, this Board of Supervisors (the "Board") of the City and County of San
25 Francisco (the "City"), pursuant to the laws of the State of California, the Charter of the City

1 (the "Charter"), and previous resolutions duly adopted and proceedings duly conducted by the
2 Board, has previously authorized the issuance, sale and delivery of the City's general
3 obligation bonds (the "Prior Bonds") listed in Schedule A attached hereto, to assist in the
4 financing of the acquisition, construction, and improvement of certain municipal facilities; and

5 WHEREAS, the Board desires to issue and sell from time to time the City's General
6 Obligation Refunding Bonds (also referred to herein as the "Bonds") in the aggregate principal
7 amount not to exceed \$800,000,000 pursuant to this resolution of the Board (this
8 "Resolution"), the Charter, the Administrative Code of the City (the "Administrative Code") and
9 any ordinance now or hereinafter in effect, in order to reduce the amount of debt service
10 payments on the Prior Bonds by refunding and setting aside funds to retire all or a portion of
11 the Prior Bonds and to pay the costs of issuance of the Bonds; and

12 NOW, THEREFORE, BE IT RESOLVED by the Board of the City as follows:

13 Section 1. Issuance of Bonds. The Board hereby authorizes the issuance from time
14 to time of the City's General Obligation Refunding Bonds in an aggregate amount not to
15 exceed \$800,000,000. The Board hereby further authorizes the issuance of Bonds from time
16 to time in one or more series (each a "Series") to be designated generally as "City and County
17 of San Francisco General Obligation Refunding Bonds," with each Series of Bonds to bear
18 such additional designation as may be necessary or appropriate to distinguish such Series
19 from every other Series of Bonds.

20 Each Series of Bonds shall be issued in accordance with this Resolution, the Charter,
21 the Administrative Code and any ordinance now or hereinafter in effect.

22 The Director of the Mayor's Office of Public Finance, or such other officer carrying out
23 such duties on behalf of the City (the "Director") is hereby authorized and directed to
24 determine which issues (or maturities within any issues) of the Prior Bonds shall be refunded
25

1 from proceeds of any Series of Bonds and to provide for the sale of any Series of Bonds, by
2 public or private sale, subject to the following terms and conditions:

3 (a) the total present value net interest cost to maturity on the Series of Bonds to be
4 issued plus the principal amount of such Series of Bonds shall not exceed the total present
5 value net interest cost to maturity on the Prior Bonds to be refunded plus the principal amount
6 of the Prior Bonds to be refunded; provided however that the present value of debt service
7 savings with respect to the issuance of any Series of Bonds shall not be less than 3% of
8 aggregate debt service on the refunded bonds;

9 (b) the Series of Bonds shall not have a true interest cost in excess of twelve
10 percent (12%) (for purposes of this paragraph, true interest cost means that nominal annual
11 interest rate which, when compounded semiannually and used to discount all payments of
12 principal and interest payable on the Series of Bonds to the dated date of such Series of
13 Bonds, results in an amount equal to the principal amount of such Series of Bonds plus the
14 amount of any premium offered (disregarding for the purposes of the calculation the accrued
15 interest to the date of delivery of the Series of Bonds));

16 (c) the Series of Bonds shall not have a final maturity date later than the final
17 maturity date of the Prior Bonds to be refunded and in no event shall the Series of Bonds
18 have a final maturity date after June 30, 2028;

19 (d) costs of issuance with respect to the Series of Bonds (excluding underwriter's
20 discount and any cost of credit enhancement) shall not exceed two percent (2%) of the
21 principal amount of such Series of Bonds;

22 (e) any original issue discount upon the purchase of the Series of Bonds shall not
23 exceed five percent (5%) of the principal amount of such Series of Bonds;

24 (f) in the event of a private sale of the Series of Bonds, underwriter's discount shall
25 not exceed one and one-half percent (1-1/2%);

1 (g) in the event the Director determines to sell any Series of Bonds (or portion
2 thereof) with credit enhancement, such as a municipal bond insurance policy or a letter of
3 credit, the present value savings, as calculated by the Co-Financial Advisors, to the City
4 resulting from the purchase of such credit enhancement shall equal or exceed the cost
5 thereof; and

6 (h) no Series of Bonds shall be issued or sold after June 30, 2009, as such date
7 may be extended by resolution of the Board.

8 Section 2. Documents. The documents presented to this Board and on file with the
9 Clerk of the Board are contained in file no. _____.

10 Section 3. Form of Bonds. The form of the Bonds, in substantially the form
11 presented to this Board, copies of which are on file with the Clerk of the Board and by this
12 reference incorporated herein, is hereby approved. The Mayor of the City (the "Mayor") and
13 the Treasurer of the City (the "Treasurer") are each hereby authorized and directed to
14 approve and to execute the Bonds of each Series by manual or facsimile signature; the Clerk
15 and Deputy Clerk of the Board are each hereby authorized and directed to countersign, by
16 manual or facsimile signature; and the Treasurer is hereby authorized and directed to
17 authenticate, by manual or facsimile signature and to cause the seal of the City to be
18 reproduced or impressed on the Bonds for each Series with such changes, additions,
19 amendments or modifications made in accordance with Section 18 hereof. Notwithstanding
20 the preceding sentence, at least one of the signatures required on the Bonds shall be a
21 manual signature.

22 Section 4. Declaration of Trust. The form of Declaration of Trust (the "Declaration of
23 Trust"), in substantially the form presented to this Board, copies of which are on file with the
24 Clerk of the Board and by this reference incorporated herein, is hereby approved. The
25 Treasurer is hereby authorized and directed to execute, and the Director is hereby authorized

1 and directed to approve and the Clerk of the Board is authorized to attest to, a Declaration of
2 Trust for each Series of Bonds in substantially such form, with such changes, additions,
3 amendments or modifications (including but not limited to changes, additions, amendments or
4 modifications necessary to obtain credit enhancement or ratings for all or any portion of a
5 Series of Bonds), which are approved by the Treasurer in the interest of the City, and which
6 are made in accordance with Section 18 hereof. The City hereby agrees to comply with, or
7 cause to be complied with, all covenants of the City and the Treasurer set forth in the
8 Declaration of Trust.

9 Section 5. Appointment of Depositories and Other Agents. The Treasurer is hereby
10 authorized and directed to appoint from time to time one or more depositories for the Bonds
11 as he or she may deem desirable.

12 The Treasurer is also hereby authorized and directed to appoint from time to time one
13 or more agents as he or she may deem necessary or desirable. To the extent permitted by
14 applicable law, and under the supervision of the Treasurer, such agents may serve as paying
15 agent, fiscal agent or registrar for the Bonds or may assist the Treasurer in performing any or
16 all of such functions and other duties as the Treasurer shall determine. Such agents shall
17 serve under such terms and conditions as the Treasurer shall determine. The Treasurer may
18 remove or replace agents appointed pursuant to this section at any time.

19 Section 6. Escrow Agreement. The form of Escrow Agreement (the "Escrow
20 Agreement") in substantially the form presented to this Board, copies of which are on file with
21 the Clerk of the Board and by this reference incorporated herein, is hereby approved. The
22 Controller or the Director is hereby authorized and directed to execute and deliver an Escrow
23 Agreement for each Series or multiple Series of Bonds in substantially such form, with such
24 changes, additions, amendments or modifications made in accordance with Section 18
25 hereof.

1 Section 7. Tax Levy. For the purpose of paying the principal of and interest on any
2 Series of Bonds, the City at the time of fixing the general tax levy shall continue to fix, and in
3 the manner provided for such general tax levy, levy and collect taxes annually each year until
4 all outstanding Bonds of such Series have been paid, or provision for their payment has been
5 made in accordance with the related Declaration of Trust; provided, however, that if the Board
6 expects to sell any Series of Bonds at such time that the principal of or interest on such Series
7 of Bonds will become due before the proceeds of a tax levied after such sale would be
8 available to pay such principal or interest, the City, at the time of fixing the annual tax levy,
9 may levy a tax in an amount sufficient to pay that portion of the principal of and interest on the
10 Series of Bonds which it expects will become due before the proceeds of the next succeeding
11 tax levy will be available.

12 Said tax shall be in addition to all other taxes levied for City purposes and shall be
13 collected at the same time and in the same manner as other taxes of the City are collected.

14 Pursuant to the terms of this Resolution, the City hereby pledges as security for each
15 Series of Bonds and the interest thereon, and the Treasurer is hereby directed to deposit the
16 proceeds of the aforementioned tax into the Bond Account established under the related
17 Declaration of Trust. Such fund or funds shall be kept separate and apart from all other funds.
18 So long as any of such Series of Bonds are outstanding, moneys in said accounts shall be
19 used solely for the purpose of paying the principal of and interest on such Series of Bonds as
20 such principal and interest shall become due and payable; provided, however, that when all of
21 the principal and interest on all of such Series of Bonds has been paid, any balance of money
22 then remaining in said funds shall be transferred to the General Fund of the City.

23 Section 8. Sale and Award of Bonds. In the event the Director determines to sell
24 any Series of Bonds by public sale, the Director is hereby authorized and directed to
25 determine a date for the sale of such Series of Bonds, and the Director on behalf of the

1 Controller is hereby authorized and directed to receive bids for the purchase of such Series of
2 Bonds, and the Controller is hereby authorized and directed to award such Series of Bonds to
3 the bidder whose bid represents the lowest true interest cost to the City, all in accordance with
4 the procedures described in the Notice of Sale (defined herein).

5 Section 9. Notice of Sale. The form of proposed Official Notice of Sale (the "Notice
6 of Sale"), in substantially the form presented to this Board, copies of which are on file with the
7 Clerk of the Board and by this reference incorporated herein, is hereby approved. The
8 Director is hereby authorized and directed, in consultation with the City Attorney, to make
9 such changes, amendments or modifications to the Notice of Sale as may be necessary or
10 advisable, subject to the terms of this Resolution.

11 In the event of a public sale of any Series of Bonds, sealed proposals for the purchase
12 of such Series of Bonds shall be received by the Director, on behalf of the Controller, on such
13 date and at such time and in accordance with such procedures as may be determined by the
14 Director.

15 Section 10. Notice of Intention to Sell. The Director is hereby authorized to prepare
16 and to cause to be published in *The Bond Buyer*, or such other financial newspaper as
17 designated by the Director, no later than five (5) days prior to the proposed sale date of a
18 Series of Bonds, a notice of intention to sell describing the Series of Bonds to be sold,
19 substantially in the form presented to this Board.

20 Section 11. Selection of Underwriters. In order to facilitate the sale of any Series of
21 Bonds by private sale, the Director is hereby authorized and directed to appoint one or more
22 investment banking firms to act as underwriters for such Series of Bonds in accordance with
23 City policies and procedures, including, but not limited to, the City's policy to provide locally
24 disadvantaged minority business enterprises and women enterprises an equal opportunity to
25 participate in the performance of all City contracts.

1 Section 12. Bond Purchase Agreements. The form of Bond Purchase Agreement
2 (the "Bond Purchase Agreement"), in substantially the form presented to this Board, a copy of
3 which is on file with the Clerk of the Board and by this reference incorporated herein, is
4 hereby approved. In the event the Director determines it is in the best interests of the City to
5 sell any Series of Bonds by private sale, the Director is hereby authorized and directed to
6 execute and deliver a Bond Purchase Agreement for such Series of Bonds in substantially
7 such form, with such changes, additions, amendments or modifications made in accordance
8 with Section 18 hereof.

9 Section 13. Continuing Disclosure Certificate. The form of Continuing Disclosure
10 Certificate (the "Continuing Disclosure Certificate") in substantially the form presented to this
11 Board, copies of which are on file with the Clerk of the Board and by this reference
12 incorporated herein, is hereby approved. The Controller is hereby authorized and directed to
13 execute and deliver a Continuing Disclosure Certificate for each Series or multiple Series of
14 Bonds in substantially such form, with such changes, additions, amendments or modifications
15 made in accordance with Section 18 hereof.

16 Section 14. Official Statement. The Controller is hereby authorized and directed, in
17 consultation with the City Attorney, to prepare a preliminary official statement for each Series
18 of Bonds authorized by this Resolution. The form of proposed preliminary official statement
19 (the "Preliminary Official Statement"), in substantially the form presented to this Board, which
20 is on file with the Clerk of the Board and by this reference incorporated herein, is hereby
21 approved with such changes, additions, amendments or modifications made in accordance
22 with Section 18 hereof. The Controller is hereby authorized to cause the distribution of a
23 Preliminary Official Statement for each Series of Bonds, deemed final for purposes of Rule
24 15c2-12 of the Securities and Exchange Act of 1934, as amended, and to sign a certificate to
25 that effect; provided, that at least fifteen (15) days prior to the date of such Preliminary Official

1 Statement a draft of such Preliminary Official Statement shall be submitted to the Clerk of the
2 Board for distribution to the Board. The Controller is hereby further authorized and directed to
3 sign a final Official Statement for each Series of Bonds. The Co-Financial Advisors are
4 hereby authorized and directed to cause to be printed and mailed, or distributed electronically,
5 to prospective bidders or purchasers, as appropriate, for such Series of Bonds, copies of the
6 Preliminary Official Statement and the final Official Statement.

7 Section 15. Verification Agents. The Director is hereby authorized and directed to
8 appoint and compensate from time to time one or more verification agents as he or she may
9 deem necessary or desirable to certify that the proceeds of a Series of Bonds are sufficient to
10 satisfy the requirements of Section 53558 of the California Government Code with respect to
11 the Prior Bonds to be redeemed by such Series of Bonds. Such verification agents shall
12 serve under such terms and conditions as the Director shall determine. The Director may
13 remove or replace verification agents appointed pursuant to this section at any time.

14 Section 16. Retention of Other Agents; Payment of Compensation to Such Agents.
15 The Director is hereby authorized and directed to retain the services of other agents,
16 including, but not limited to, rating agencies, financial advisors, bond insurers and escrow
17 agents as he or she may deem necessary or desirable to facilitate the issuance of a Series of
18 Bonds. The Director is hereby further authorized to enter into any agreements and to
19 compensate such agents for services rendered. The Director may remove or replace agents
20 appointed pursuant to this section at any time.

21 Section 17. Payment of Costs of Issuance. The Treasurer is hereby authorized and
22 directed to pay, or cause to be paid on behalf of the City, the costs of issuance associated
23 with each Series of Bonds.

24 Section 18. Modification to Documents. Any City official authorized by this Resolution
25 to execute any document is hereby further authorized, in consultation with the City Attorney,

1 to approve and make such changes, additions, amendments or modifications to the document
2 or documents the official is authorized to execute as may be necessary or advisable (provided
3 that such changes, additions, amendments or modifications shall not authorize an aggregate
4 principal amount of Bonds in excess of \$800,000,000, or being inconsistent with any of the
5 conditions set forth in Section 1 hereof). The approval of any change, addition, amendment or
6 modification to any of the aforementioned documents shall be evidenced conclusively by the
7 execution and delivery of the document in question.

8 Section 19. Ratification. All actions heretofore taken by the officials, employees and
9 agents of the City with respect to the sale and issuance of any Series of Bonds and the
10 refunding of the Prior Bonds are hereby approved, confirmed and ratified.

11 Section 20. General Authority. The Treasurer, the Controller, the City Administrator,
12 the Mayor, the Clerk of the Board, the Director and any other officials of the City and their duly
13 authorized deputies and agents are hereby authorized and directed, for and in the name and
14 on behalf of the City, to do any and all things and take any and all actions and execute and
15 deliver any and all certificates, agreements and other documents, which they, or any of them,
16 may deem necessary or advisable in order to consummate the lawful issuance and delivery of
17 any Series of Bonds, the refunding of the Prior Bonds and to effectuate the purposes thereof
18 and of the documents herein approved in accordance with this resolution and resolutions
19 heretofore adopted by this Board.

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21 APPROVED AS TO FORM:

22 DENNIS J. HERRERA, City Attorney

23

24 By _____
25 Mark D. Blake
Deputy City Attorney

SCHEDULE A
LIST OF THE PRIOR BONDS

<u>Original Amount</u>	<u>Name of Issue</u>
1. \$18,480,000	General Obligation Bonds (Public Safety Improvement Project, 1990) Series 1995A
2. 26,000,000	General Obligation Bonds (Golden Gate Improvement Project, 1992) Series 1995B
3. 63,590,000	General Obligation Bonds, Series 1996A (City Hall Improvement Project, 1989)
4. 7,645,000	General Obligation Bonds (Public Safety Improvement Projects) Series 1996B
5. 14,285,000	General Obligation Bonds (Fire Department Facilities Project, 1992) Series 1996C
6. 42,300,000	General Obligation Bonds (School District Facilities Improvement, 1994) Series 1996D
7. 25,000,000	General Obligation Bonds (Asian Art Museum Relocation Project) Series 1996E
8. 25,105,000	General Obligation Bonds (Golden Gate Park Improvement, 1992) Series 1997A
9. 22,050,000	General Obligation Bonds (School District Facilities Improvement, 1994) Series 1997B
10. 20,395,000	General Obligation Bonds (Educational Facilities Bonds---Community College District) Series 1999A
11. 60,520,000	General Obligation Bonds (Educational Facilities Bonds, 1997 – San Francisco Unified School District) 1999B
12. 16,845,000	General Obligation Bonds (Zoo Facilities Bonds, 1997) Series 1999C
13. 16,730,000	General Obligation Bonds (Asian Art Museum Relocation Project) Series 1999D
14. 29,605,000	General Obligation Bonds (Educational Facilities Bonds, 1997 – San Francisco Unified School District) 2000A

1	15. 17,440,000	General Obligation Bonds (Zoo Facilities Bonds, 1997) Series 2000B
2	16. 6,180,000	General Obligation Bonds (Neighborhood Recreation and Park Facilities Improvement Bonds, 2000) Series 2000C
3		
4	17. 20,000,000	General Obligation Bonds (Affordable Housing) Series 2000D
5		
6	18. 118,945,000	General Obligation Refunding Bonds Series 2002-R1
7		
8	19. 20,960,000	General Obligation Bonds (Neighborhood Recreation and Park Facilities Improvement Bond, 2000) Series 2003A
9		
10	20. 29,480,000	General Obligation Bonds (Educational Facilities Bonds, 1997—SF Unified School District) Series 2003B
11		
12	21. 6,210,000	General Obligation Bonds (Zoo Facilities Bonds, 1997) Series 2002A
13		
14	22. 23,135,000	General Obligation Bonds (Branch Library Facilities Improvement, 2000) Series 2002B
15		
16	23. 14,060,000	General Obligation Bonds (Branch Library Facilities Improvement, 2000) Series 2002B
17		
18	24. 17,060,000	General Obligation Bonds (Golden Gate Park Improvements, 1992) Series 2001 A
19		
20	25. 14,060,000	General Obligation Bonds (Neighborhood Recreation and Park Facilities Improvement Bonds, 2000) Series 2001 B
21		
22	26. 17,665,000	General Obligation Bonds (Branch Library Facilities Improvement, 2000) Series 2001 E
23		
24	27. 449,085,000	General Obligation Refunding Bonds, Series 1997-1
25		
	28. 20,000,000	Taxable General Obligation Bonds (Affordable Housing) Series 1998 A
	29. 20,000,000	Taxable General Obligation Bonds (Affordable Housing) Series 1999 A

1	30. 17,000,000	General Obligation Bonds (Affordable Housing) Series 2001 C
2	31. 23,000,000	Taxable General Obligation Bonds (Affordable Housing) Series 2001 D
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