

1 [Citywide Emergency Radio System Financing]
2 APPROVING THE ISSUANCE OF LEASE REVENUE BONDS OF THE CITY AND COUNTY
3 OF SAN FRANCISCO FINANCE CORPORATION; APPROVING THE EXECUTION AND
4 DELIVERY OF A FIRST AMENDMENT TO THE SITE LEASE AGREEMENT BETWEEN THE
5 CITY AND COUNTY OF SAN FRANCISCO, AS LESSOR, AND THE CITY AND COUNTY
6 OF SAN FRANCISCO FINANCE CORPORATION, AS LESSEE, RELATING TO CERTAIN
7 POLICE AND FIRE FACILITIES LOCATED IN THE CITY (AS FURTHER DESCRIBED IN
8 THIS RESOLUTION); APPROVING THE EXECUTION AND DELIVERY OF A FIRST
9 AMENDMENT TO LEASE AND OPTION TO PURCHASE BETWEEN THE CORPORATION,
10 AS LESSOR, AND THE CITY, AS LESSEE, RELATING TO THE PROPERTY; APPROVING
11 THE EXECUTION AND DELIVERY OF A FIRST SUPPLEMENTAL INDENTURE OF TRUST
12 AMONG THE CORPORATION, THE CITY AND THE TRUSTEE; APPROVING THE
13 EXECUTION AND DELIVERY OF A CONTINUING DISCLOSURE CERTIFICATE RELATING
14 TO SAID BONDS; RATIFYING PREVIOUS ACTIONS TAKEN IN CONNECTION WITH THE
15 FOREGOING MATTERS; ADOPTING FINDINGS UNDER THE CALIFORNIA
16 ENVIRONMENTAL QUALITY ACT AND FINDINGS PURSUANT TO CITY PLANNING CODE
17 SECTION 101.1; AND AUTHORIZING THE TAKING OF APPROPRIATE ACTIONS IN
18 CONNECTION THEREWITH.

19 WHEREAS, The voters of the City and County of San Francisco (the "City") have
20 approved the lease financing of a citywide emergency radio system (the "Emergency Radio
21 System") and related equipment (collectively, the "Project") through the issuance of lease
22 revenue bonds in an aggregate principal amount not to exceed \$50,000,000; and,

23 WHEREAS, The City and County of San Francisco Finance Corporation (the
24 "Corporation"), a California nonprofit benefit corporation, has been formed, among other
25 purposes, to facilitate lease financing for the City; and,

1 WHEREAS, The Board of Supervisors of the City (the "Board of Supervisors") has set
2 aside and selected a portion of the various facilities under the jurisdiction of the City Health
3 Commission, Fire Commission and Police Commission (as further described in Section 1
4 below, the "Property") for purposes of leasing under a lease financing transaction to provide
5 funds for the construction and acquisition of the Emergency Radio System; and,

6 WHEREAS, The City Health Commission, Fire Commission and Police Commission,
7 as appropriate, have heretofore approved the proposed lease financing transaction, including
8 the lease of the portion of the Property under the jurisdiction of each such Commission; and,

9 WHEREAS, The Corporation and the City have entered into a Site Lease, dated as of
10 January 1, 1998 (the "Site Lease") pursuant to which the City agreed to lease the Property to
11 the Corporation; and,

12 WHEREAS, Pursuant to a lease and option to purchase, dated as of January 1, 1998
13 (the "Lease"), the Corporation agreed to lease the Property to the City; and,

14 WHEREAS, Pursuant to an indenture of trust, dated as of January 1, 1998 (the
15 "Indenture"), the Corporation was authorized to issue two or more series of lease revenue
16 bonds in a maximum aggregate principal amount not to exceed \$50,000,000 (the "Bonds")
17 secured primarily by base rentals to be paid by the City under the Lease; and,

18 WHEREAS, Pursuant to the Indenture, the Corporation has heretofore issued the first
19 series of the Bonds (the "Series 1998-I Bonds") in the aggregate principal amount of
20 \$31,250,000; and,

21 WHEREAS, Pursuant to the Indenture, as supplemented by a first supplemental
22 indenture of trust (the "First Supplemental Indenture"), the Corporation desires to issue the
23 second series of the Bonds (the "Series 1999-I Bonds"); and,

24 WHEREAS, In connection with the Series 1999-I Bonds, the City shall enter into a first
25 amendment to site lease agreement (the "First Amendment to Site Lease") with the

1 Corporation, whereby the Property, as amended therein, shall be leased to the Corporation;
2 and,

3 WHEREAS, The Corporation shall lease back the Property, as amended therein, to the
4 City pursuant to a first amendment to lease and option to purchase (the "First Amendment to
5 Lease"); and,

6 WHEREAS, The Office of Environmental Review of the Department of City Planning
7 has conducted the appropriate environmental review under the California Environmental
8 Quality Act ("CEQA") (Public Resources Code Sections 21000 et seq.) and the State CEQA
9 Guidelines (14 Cal. Admin. Code Sections 15000 et seq.) and has determined that the
10 Project is categorically exempt under Public Resources Code Section 21085 and Guidelines
11 Sections 15301-15303; and,

12 WHEREAS, The Department of City Planning has determined that the Project is
13 consistent with the Eight Priority Policies under Planning Code Section 101.0; now, therefore,
14 be it

15 RESOLVED, by the Board of Supervisors of the City and County of San Francisco (the
16 "Board of Supervisors") as follows:

17 Section 1. Asset Transfer; Description of Property. The lease financing transaction
18 related to the Series 1999-I Bonds for the construction and acquisition of the Emergency
19 Radio System hereby approved involves the lease and leaseback by the City of the following
20 real property under the jurisdiction of the indicated City Commissions, which, pursuant to the
21 First Amendment to Site Lease and the First Amendment to Lease, shall be included in the
22 description of the Property thereunder.

<u>Property</u>	<u>City Commission</u>
23 Bayview Station	Police
24 201 Williams Avenue 94124	

1 **Mission Station** Police
2 630 Valencia Street 94110
3 **Taraval Station** Police
4 2345 24th Avenue 94116
5 **Fire Station No. 24** Fire
6 100 Hoffman Street 94114
7 **Fire Station No. 31** Fire
8 441 12th Avenue 94118

9 Section 2. Approval of First Amendment to Site Lease. The Board of Supervisors
10 hereby approves the form of the First Amendment to Site Lease, by and between the City, as
11 lessor, and the Corporation, as lessee, of the Property (as amended therein), for a maximum
12 term not to exceed thirty (30) years from the date of commencement thereof, at a total rent of
13 \$1.00, a copy of which is on file with the Clerk of the Board of Supervisors in File
14 No. 981926. The Mayor of the City (the "Mayor") is hereby authorized to execute the
15 First Amendment to Site Lease, and the Clerk of the Board of Supervisors is hereby
16 authorized to attest and affix the seal of the City on the First Amendment to Site Lease, in
17 substantially the form presented to the Board of Supervisors, with such modifications,
18 changes, or additions as the Mayor may make or approve in accordance with Section 6
19 hereof.

20 Section 3. Approval of First Amendment to Lease. The Board of Supervisors
21 hereby approves the form of the First Amendment to Lease between the Corporation, as
22 lessor, and the City, as lessee, of the Property (as amended therein), for a maximum term of
23 not to exceed thirty (30) years from the date of commencement thereof, and at a maximum
24 annual base rental of not to exceed \$2,150,000 with respect to the Series 1999-I Bonds, a
25 copy of which is on file with the Clerk of the Board of Supervisors in File No. 981926.

MAYOR'S OFFICE OF FINANCE AND LEGISLATIVE AFFAIRS
BOARD OF SUPERVISORS

1 The Mayor is hereby authorized to execute the First Amendment to Lease, and the Clerk of
2 the Board of Supervisors is hereby authorized to attest and affix the seal of the City on the
3 First Amendment to Lease, in substantially the form presented to the Board of Supervisors,
4 with such modifications, changes, or additions as the Mayor may make or approve in
5 accordance with Section 6 hereof.

6 Section 4. Approval of First Supplemental Indenture. The Board of Supervisors
7 hereby approves the form of the First Supplemental Indenture among the Corporation, the
8 City and the Trustee, a copy of which is on file with the Clerk of the Board of Supervisors in
9 File No. 981926. The Controller of the City (the "Controller") is hereby authorized to
10 execute the First Supplemental Indenture, in substantially the form presented to the Board of
11 Supervisors, with such modifications, changes, or additions as the Controller may make or
12 approve in accordance with Section 6 hereof.

13 Section 5. Approval of Continuing Disclosure Certificate. The Board of Supervisors
14 hereby approves the form of the Continuing Disclosure Certificate (the "Continuing Disclosure
15 Certificate") by the City, a copy of which is on file with the Clerk of the Board of Supervisors in
16 File No. 981926. The Controller is hereby authorized to execute the Continuing
17 Disclosure Certificate, in substantially the form presented to the Board of Supervisors, with
18 such modifications, changes, or additions as the Controller may make or approve in
19 accordance with Section 6 hereof.

20 Section 6. Modification, Changes and Additions. The Mayor is hereby authorized to
21 approve and make such modifications, changes or additions to the First Amendment to Lease
22 or the First Amendment to Site Lease, upon consultation with the City Attorney of the City, as
23 may be necessary or desirable in the interests of the City, and which changes do not
24 materially increase the obligations of the City under the First Amendment to Lease or the First
25 Amendment to Site Lease, such approval to be conclusively evidenced by the execution and

1 delivery by the Mayor and the Clerk of the Board of Supervisors of the First Amendment to
2 Lease and the First Amendment to Site Lease. The Controller is hereby authorized to
3 approve and make such modifications, changes or additions to the First Supplemental
4 Indenture and the Continuing Disclosure Certificate, upon consultation with the City Attorney
5 of the City, as may be necessary or desirable in the interests of the City, and which changes
6 do not materially increase the obligations of the City under the First Supplemental Indenture
7 or the Continuing Disclosure Agreement, such approval to be conclusively evidenced by the
8 execution and delivery by the Controller of the First Supplemental Indenture and the
9 Continuing Disclosure Agreement.

10 Section 7. Approval of Issuance of Bonds. The Board of Supervisors hereby
11 approves the issuance by the Corporation of not to exceed \$18,750,000 aggregate principal
12 amount of City and County of San Francisco Finance Corporation Lease Revenue Bonds,
13 Series 1999-I (Citywide Emergency Radio System) to be primarily secured by base rental
14 payments to be made by the City pursuant to the Lease, as amended by the First
15 Amendment to Lease; provided, however that in no event shall the interest rate on any Series
16 1999-I Bond exceed 12%.

17 Section 8. Additional Authority. The Mayor, the City Attorney, the Controller, the
18 Clerk of the Board of Supervisors and the other officers of the City and their duly authorized
19 deputies and agents are hereby authorized, jointly and severally, to execute and deliver such
20 certificates, requests or other documents, including, but not limited to, certificates relating to
21 the official statement for the Bonds in preliminary or final form or to other offering material
22 relating to the Bonds and certificates and documents relating to obtaining bond insurance for
23 the Bonds, as they may deem necessary or desirable to facilitate the execution and delivery
24 by the City of the First Amendment to Lease, the First Amendment to Site Lease and the First
25

1 Supplemental Indenture and the consummation of the financing contemplated thereby, and to
2 otherwise carry out the provisions of this Resolution.

3 Section 9. Ratification. All actions authorized and directed by this Resolution and
4 heretofore taken are hereby ratified, approved and confirmed by this Board of Supervisors.
5
6

7 APPROVED AS TO FORM:

8 LOUISE H. RENNE

9 City Attorney

10
11 By: Meresa Alvarez
12 Deputy City Attorney



City and County of San Francisco

Veterans Building
401 Van Ness Avenue, Room 308
San Francisco, CA 94102-4532

Tails

Resolution

File Number: 981926

Date Passed:

Resolution approving the issuance of lease revenue bonds of the City and County of San Francisco Finance Corporation; approving the execution and delivery of a first amendment to the site lease agreement between the City and County, as lessor, and the City and County of San Francisco Finance Corporation, as lessee, relating to certain police and fire facilities located in the City (as further described in this resolution); approving the execution and delivery of a first amendment to lease and option to purchase between the Corporation, as lessor, and the City, as lessee, relating to the property; approving the execution and delivery of a first supplemental indenture of trust among the corporation, the City and the Trustee; approving the execution and delivery of a continuing disclosure certificate relating to said bonds, ratifying previous actions taken in connection with the foregoing matters; adopting findings under the California Environmental Quality Act and findings pursuant to Planning Code Section 101.1; and authorizing the taking of appropriate actions in connection therewith.

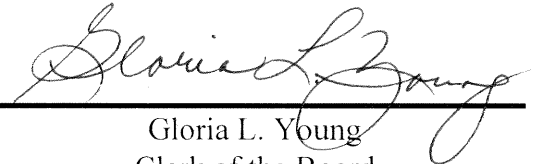
December 7, 1998 Board of Supervisors — ADOPTED

Ayes: 9 - Ammiano, Bierman, Brown, Katz, Kaufman, Leno, Teng, Yaki, Yee

Absent: 2 - Medina, Newsom

File No. 981926

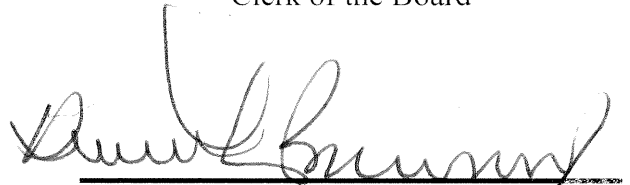
I hereby certify that the foregoing Resolution
was ADOPTED on December 7, 1998 by the
Board of Supervisors of the City and County
of San Francisco.



Gloria L. Young
Clerk of the Board

DEC 11 1998

Date Approved



Mayor Willie L. Brown Jr.