

1 [Taxable Certificates of Participation (HOPE SF) - Amending Ordinance No. 266-10 - Not to
2 Exceed \$38,000,000]

3 **Ordinance amending Ordinance No. 266-10, authorizing the execution and delivery of**
4 **Taxable Certificates of Participation (HOPE SF) in an aggregate principal amount not to**
5 **exceed \$38,000,000; approving the use and occupancy of certain leased property;**
6 **approving the form of and authorizing the distribution of a revised preliminary official**
7 **statement relating to the execution and delivery of Taxable Certificates of Participation**
8 **(HOPE SF) and authorizing the preparation, execution and delivery of a final official**
9 **statement; and ratifying the approvals and terms and conditions of Ordinance No.**
10 **266-10 and related matters, as defined herein.**

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12 NOTE: **Unchanged Code text and uncodified text** are in plain Arial font.
13 **Additions to Codes** are in *single-underline italics Times New Roman font*.
14 **Deletions to Codes** are in ~~*strikethrough italics Times New Roman font*~~.
15 **Board amendment additions** are in double-underlined Arial font.
16 **Board amendment deletions** are in ~~strikethrough Arial font~~.
17 **Asterisks (* * * *)** indicate the omission of unchanged Code
18 subsections or parts of tables.

19 Be it ordained by the People of the City and County of San Francisco:

20 Section 1. Background. By Ordinance No. 266-10 passed on October 26, 2010, and
21 approved by the Mayor of the City on November 5, 2010 (the "2010 Ordinance"), the Board of
22 Supervisors of the City and County of San Francisco (the "Board of Supervisors" or the
23 "Board"), in order to finance a portion of the HOPE SF program (the "Project"), has previously
24 authorized the execution and delivery of not to exceed \$38,000,000 Certificates of
25 Participation (the "Certificates of Participation" or the "Certificates") issued pursuant to a Trust
Agreement (the "Trust Agreement"), between the City and and a trustee to be named therein,

1 which Certificates of Participation are to be secured by a Property Lease (the "Property
2 Lease"), pursuant to which the City leases certain property to the Trustee, and a Project
3 Lease (the "Project Lease"), pursuant to which the Trustee leases said property (the "Leased
4 Property") back to the City.

5 The Board desired to initially finance the Project through the issuance of commercial
6 paper under the City's commercial paper program.

7 The Board now desires to apply proceeds of the Certificates to, in part, repay such
8 commercial paper, and interest thereon.

9 Pursuant to the 2010 Ordinance, the Board has authorized and directed the Director of
10 the Office of Public Finance (the "Director of Public Finance"), to provide for the sale of the
11 Certificates, by either competitive or negotiated sale, using the approved forms of such
12 documents and subject to the terms and conditions set forth in the 2010 Ordinance.

13 The Director of Public Finance has determined to cause the execution and delivery of
14 the Certificates, under the authority granted by and subject to the terms and conditions set
15 forth in the 2010 Ordinance, to finance the Project.

16 One of the conditions of the 2010 Ordinance was to provide that the Certificates would
17 be executed and delivered on or before June 30, 2013.

18 The execution and delivery of the Certificates was delayed due to the availability of
19 other interim funding sources not anticipated at the time of passage of the 2010 Ordinance
20 and so the Board now desires to amend the 2010 Ordinance to provide that the Certificates
21 shall be executed and delivered on or before June 30, 2018.

22 The Board approved the use and occupancy of all or a portion of the following Leased
23 Property in the 2010 Ordinance: Mission Police Station, located at 630 Valencia Street in the
24 City, Bayview Station of the San Francisco Police Department, located at 201 Williams
25

1 Avenue in the Bayview District of the City, and certain other City-owned property not
2 specifically named therein.

3 The Board now desires to name certain of those other City-owned properties.

4 The form of the Preliminary Official Statement relating to the Certificates approved by
5 the Board in connection with the 2010 Ordinance contained disclosure applicable at the time
6 of submission and needs to be updated to reflect current City information and current
7 information relating to the Project.

8 In connection with such material changes and updates and upon consultation with the
9 City Attorney and Orrick, Herrington & Sutcliffe LLP as disclosure counsel to the City
10 (“Disclosure Counsel”), the Director of Public Finance now seeks approval and authorization
11 of the distribution of the form of a revised preliminary official statement relating to the
12 Certificates (the "Revised Preliminary Official Statement").

13 The Director of Public Finance has submitted the form of the Revised Preliminary
14 Official Statement to the Board; such document is on file with the Clerk of the Board of
15 Supervisors in File No. 170294, which is hereby declared to be a part of this Ordinance as if
16 set forth fully herein.

17 Section 2. Recitals. All of the recitals herein are true and correct.

18 Section 3. Approval of the Certificates. The first sentence of Section 4 of the 2010
19 Ordinance is hereby amended to read: "The Board hereby approves the execution and
20 delivery of the Certificates, which shall be executed and delivered on or before June 30, 2018
21 and in accordance with the Trust Agreement, defined below, between the City and the trustee
22 named therein (the “Trustee”), as the same is finally executed and delivered."

23 Section 4. Approval of the Leased Property. The second sentence of Section 8 of
24 the 2010 Ordinance is hereby amended to read: “The Board also hereby approves of the
25 payment by the City of the Base Rental for the use and occupancy of all or a portion of the

1 following Leased Property: Mission Police Station, located at 630 Valencia Street in the City,
2 Bayview Station of the San Francisco Police Department, located at 201 Williams Avenue in
3 the Bayview District of the City, Northern Police Station, located at 1125 Fillmore Street in the
4 City, Tenderloin Police Station, located at 301 Eddy Street in the City, and certain other City-
5 owned property not specifically named herein.”

6 Section 5. Official Statement. The form of Revised Preliminary Official Statement is
7 hereby approved with such changes, additions, amendments or modifications made in
8 accordance with Section 6 hereof. The Director of Public Finance is hereby authorized to
9 approve the distribution of the preliminary Official Statement in substantially said form, with
10 such changes, additions, modifications or deletions as the Director of Public Finance may
11 approve upon consultation with the City Attorney and Disclosure Counsel; such approval to be
12 conclusively evidenced by the distribution of the preliminary Official Statement to potential
13 bidders for or purchasers of the Certificates. The Controller of the City (the "Controller") is
14 hereby authorized to cause the distribution of the Revised Preliminary Official Statement in
15 connection with the Certificates, deemed final for purposes of Rule 15c2-12 of the Securities
16 and Exchange Act of 1934, as amended, and to sign a certificate to that effect. The Controller
17 is hereby further authorized and directed to prepare and sign a final Official Statement for the
18 Certificates. The Co-Financial Advisors to the City (the "Co-Financial Advisors"), under the
19 direction of the Director of Public Finance, are hereby authorized and directed to cause to be
20 printed and mailed, or distributed electronically, to prospective bidders or purchasers, as
21 appropriate, for the Certificates, copies of the Revised Preliminary Official Statement and the
22 final Official Statement relating to the Certificates.

23 Section 6. Modifications to Revised Preliminary Official Statement. The Controller is
24 further authorized, in consultation with the City Attorney, to approve and make such changes,
25 additions, amendments or modifications to the Revised Preliminary Official Statement or the

1 final Official Statement described in Section 5 as may be necessary or advisable. The
2 approval of any change, addition, amendment or modification to the Revised Preliminary
3 Official Statement or the final Official Statement shall be evidenced conclusively by the
4 distribution of the preliminary Official Statement to potential bidders for or purchasers of the
5 Certificates and the execution and delivery of the final Official Statement. Any such actions
6 are solely intended to further the purposes of this Ordinance and the 2010 Ordinance, and are
7 subject in all respects to the terms of this Ordinance and the 2010 Ordinance. No such
8 actions shall increase the risk to the City or require the City to spend any resources not
9 otherwise granted herein or in the 2010 Ordinance. Final versions of any such documents
10 shall be provided to the Clerk of the Board of Supervisors for inclusion in the official file
11 within 30 days (or as soon thereafter as final documents are available) of execution by all
12 parties.

13 Section 7. Ratification. The terms and conditions and approvals of the 2010
14 Ordinance, except as such terms and conditions and approvals are superseded by this
15 ordinance, and all actions heretofore taken pursuant to the 2010 Ordinance in connection with
16 the issuance of the Certificates, consistent with the documents cited herein and in the 2010
17 Ordinance, are hereby approved, confirmed and ratified.

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19 APPROVED AS TO FORM:
20 DENNIS J. HERRERA, City Attorney

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22 By: _____
23 KENNETH DAVID ROUX
24 Deputy City Attorney
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