

AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 17-0002

ESTABLISHMENT OF A POOL OF PRE-QUALIFIED FINANCIAL INSTITUTIONS TO PROVIDE LETTERS OF CREDIT AND OTHER TYPES OF LIQUIDITY AND CREDIT SUPPORT FOR THE AIRPORT COMMISSION'S BONDS AND COMMERCIAL PAPER NOTES

WHEREAS, on October 5, 2010, the Commission duly adopted Resolution No. 10-0307, confirming prior "credit facility" resolutions which authorized various types of credit facilities to support the Commission's variable rate bonds and commercial paper program (including, without limitation, letters of credit, standby bond purchase agreements, direct purchases of bonds and other types of liquidity and credit enhancement), and permitted the Airport Director to execute and deliver credit agreements in the forms previously approved by the Commission; and

WHEREAS, on August 9, 2016, the Commission duly adopted Resolution No. 16-0220, authorizing the Airport Director to issue a Request for Qualifications ("RFQ") for a pool (the "Pool") of pre-qualified firms to provide letters of credit and other credit facilities in connection with the Commission's bonds and notes; and

WHEREAS, on December 6, 2016, the Airport Director issued RFQ No. 50094 for liquidity and credit facilities and received responses from 18 firms that meet the Commission's requirements; and now, therefore, be it

RESOLVED, that this Commission establishes a Pool of pre-qualified commercial banks and financial institutions to provide credit facilities as follows:

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| 1. Bank of America, N.A. | 10. Morgan Stanley Bank, N.A. |
| 2. Bank of China | 11. MUFG Union Bank, N.A. |
| 3. Bank of the West | 12. PNC Bank, N.A. |
| 4. Bank of Tokyo-Mitsubishi UFJ, Ltd. | 13. Royal Bank of Canada |
| 5. Barclays Bank PLC | 14. State Street Bank and Trust Company |
| 6. Citibank, N.A. | 15. Sumitomo Mitsui Banking Corporation |
| 7. Industrial and Commercial Bank of China | 16. TD Bank, N.A. |
| 8. J.P. Morgan Chase Bank, N.A. | 17. U.S. Bank, N.A. |
| 9. Mizuho Bank, LTD | 18. Wells Fargo Bank, N.A. |

and, be it further

RESOLVED, that said Pool shall remain effective for at least two years after its initial establishment, or such longer period as may be permitted by the Charter and Ordinances of the City; and, be it further

RESOLVED, that this Commission authorizes the Airport Director to accept submissions from firms during the life of the Pool and, in cases where firms meet the requirements of the RFQ, to return to the Commission to add qualified firms to the Pool; and, be it further

RESOLVED, that this Commission authorizes the Airport Director to solicit proposals from firms in the Pool and conduct contract negotiations as necessary or appropriate for one or more credit or liquidity facilities with those firm(s) proposing the most favorable terms and return to the Commission to approve the award of each contract.

I hereby certify that the foregoing resolution was adopted by the Airport Commission

at its meeting of

JAN 17 2017


Secretary