

AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 13 0013

AMENDMENT OF RESOLUTION NO. 09-0137 TO AUTHORIZE AN ADDITIONAL \$502,200,000 AGGREGATE PRINCIPAL AMOUNT OF PREVIOUSLY APPROVED SAN FRANCISCO INTERNATIONAL AIRPORT SECOND SERIES REVENUE BONDS FOR CAPITAL PLAN PURPOSES; AND CERTAIN RELATED AMENDMENTS AND ACTIONS IN CONNECTION THEREWITH

WHEREAS, the Airport Commission of the City and County of San Francisco (the "Commission"), on December 3, 1991, duly adopted Resolution No. 91-0210, providing for the issuance of San Francisco International Airport Second Series Revenue Bonds, which Resolution, as previously supplemented and amended, including as amended and supplemented by Resolution No. 08-0035 adopted on February 19, 2008 (the "Thirteenth Supplemental Resolution"), and Resolution No. 12-0050 adopted on March 20, 2012 (the "Sixteenth Supplemental Resolution"), is herein called the "1991 Resolution"; and

WHEREAS, the 1991 Resolution provides for the issuance by the Commission from time to time of its San Francisco International Airport Second Series Revenue Bonds (the "1991 Resolution Bonds") for any lawful purpose of the Commission; and

WHEREAS, the 1991 Resolution and the Thirteenth Supplemental Resolution authorized the issuance of up to \$718,000,000 aggregate principal amount of 1991 Resolution Bonds to finance and refinance the construction, acquisition, equipping and development of capital projects undertaken by the Airport (the "Capital Plan Bonds"), which bonds were approved by the City's Board of Supervisors (the "Board") by its Resolution No. 229-08; and

WHEREAS, the Commission approved the sale of the \$718,000,000 of Capital Plan Bonds pursuant to Resolution No. 09-0137 adopted on June 2, 2009 (the "2009 Sale Resolution"), of which \$614,260,000 has been issued to date and \$103,740,000 remains unissued; and

WHEREAS, the Commission adopted the Sixteenth Supplemental Resolution to authorize an additional \$502,200,000 aggregate principal amount of Capital Plan Bonds, which were approved by the Board by its Resolution No. 349-12; and

WHEREAS, the 2009 Sale Resolution was previously amended and confirmed by Commission Resolutions Nos. 10-0307 and 11-0209 adopted on October 5, 2010 and September 20, 2011, respectively; and

WHEREAS, the Commission now desires to further amend the 2009 Sale Resolution to approve the sale of the \$502,200,000 of additional Capital Plan Bonds authorized by the Sixteenth Supplemental Resolution; now, therefore, be it

AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 13 0013

RESOLVED, that this Commission authorizes the following:

Section 1.     Commission Findings. The Commission hereby finds and determines as follows:

- (a) The above recitals are true and correct.
- (b) Sufficient unencumbered balances are expected to be available in the proper funds and accounts of the Airport to meet all payments due under the Capital Plan Bonds as they become due.
- (c) All capitalized terms used, but not defined herein, shall have the meanings assigned to them in the 1991 Resolution.

Section 2.     Amendment of 2009 Sale Resolution. The 2009 Sale Resolution is hereby amended and supplemented as follows:

- (a) Each of the references in the 2009 Sale Resolution, including the caption and whereas clauses, to "Seven Hundred Eighteen Million Dollars" or "718,000,000" of Capital Plan Bonds is hereby amended to read "One Billion Two Hundred Twenty Million Two Hundred Thousand Dollars" and "1,220,200,000," respectively; and
- (b) The terms of the Capital Plan Bonds in Section 2 of the 2009 Sale Resolution, including maximum maturity and maximum interest rates were previously amended by Section 7 of Resolution No. 10-0307, which prior amendment is hereby confirmed; and
- (c) The reference in Section 3 to "June 30, 2012" as the final date for the negotiated sale of Capital Plan Bonds was previously deleted by Resolution No. 11-0209, and a new final date for the negotiated sale of Capital Plan Bonds shall be established as June 30, 2019.

Section 3.     Ratification of Prior Acts. The actions of the officers, agents and employees of the Commission to carry out the purposes and intents of this Resolution taken prior to the adoption of this Resolution are ratified, approved and confirmed.

Section 4.     General Authorization. The Airport Director and the other officers, agents and employees of the Commission are authorized and directed to execute and deliver such documents, agreements and certificates and to take such other actions, upon consultation with the City Attorney, as may be necessary or desirable and in the best interests of the Airport to carry out the purposes and intents of this Resolution and the transactions contemplated hereby.

AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 13\_0013

Section 5. Effectiveness. This Resolution shall become effective on and as of the date of adoption hereof except as otherwise set forth herein.

Section 6. Ratification of the 1991 Resolution and the 2009 Sale Resolution. The 1991 Resolution and the 2009 Sale Resolution are hereby ratified and confirmed and shall continue in full force and effect in accordance with the terms and provisions thereof, as amended and supplemented, including as amended and supplemented by this Resolution.

[Remainder of page intentionally left blank]

AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 13 0013

ADOPTED by the Airport Commission of the City and County of San Francisco this \_\_\_\_\_ day of January 2013, by the following vote:

Ayes: 5

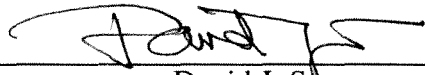
Noes: 0

Absent: 0

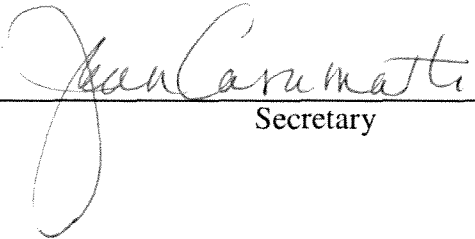
[SEAL]

Approved as to Form:


DENNIS J. HERRERA  
City Attorney

By:   
David J. Stevens  
Deputy City Attorney

I hereby certify that the foregoing resolution was adopted by the Airport Commission at its meeting of JANUARY 30, 2013.

  
Secretary

I hereby certify that the foregoing resolution was adopted by the Airport Commission at its meeting of JAN 30 2013

  
Secretary