

1 [1999 Finance Corporation Equipment Lease]

2 APPROVING THE FORM OF AND AUTHORIZING EXECUTION AND DELIVERY BY THE
3 CITY AND COUNTY OF SAN FRANCISCO OF AN EQUIPMENT LEASE SUPPLEMENT
4 NO. 8 BETWEEN THE CITY AND COUNTY OF SAN FRANCISCO FINANCE
5 CORPORATION, AS LESSOR, AND THE CITY AND COUNTY OF SAN FRANCISCO, AS
6 LESSEE, WITH RESPECT TO EQUIPMENT TO BE USED FOR CITY PURPOSES, A
7 RELATED CERTIFICATE OF APPROVAL AND A CONTINUING DISCLOSURE
8 CERTIFICATE; APPROVING THE ISSUANCE OF LEASE REVENUE BONDS BY SAID
9 NONPROFIT CORPORATION IN AN AMOUNT NOT TO EXCEED \$9,800,000; PROVIDING
10 FOR REIMBURSEMENT TO THE CITY OF CERTAIN CITY EXPENDITURES INCURRED
11 PRIOR TO THE ISSUANCE OF LEASE REVENUE BONDS; AND PROVIDING FOR THE
12 EXECUTION OF DOCUMENTS IN CONNECTION THEREWITH AND RATIFYING
13 PREVIOUS ACTIONS TAKEN IN CONNECTION THEREWITH.

14 WHEREAS, Pursuant to Section 9.108(3) of the Charter of the City and County of San
15 Francisco (the "Charter"), the Board may approve lease financings involving a nonprofit
16 corporation established for such purposes for the acquisition of equipment, the obligations
17 with respect to which shall not exceed in the aggregate at one time a principal amount of \$20
18 million increased by five percent in each fiscal year provided that the Controller of the City and
19 County of San Francisco (the "Controller") makes the required certification prior to the sale of
20 such obligations; and,

21 WHEREAS, The City and County of San Francisco Finance Corporation (the
22 "Corporation"), a California nonprofit public benefit corporation, has been formed to, among
23 other purposes, serve as the nonprofit corporation pursuant to Section 9.108(3) of the
24 Charter; and,

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1 WHEREAS, The Board has previously entered into an equipment lease (the
2 "Equipment Lease") with the Corporation to provide for the acquisition, construction and
3 installation of equipment to be used for City purposes by the Corporation and the leasing of
4 said equipment and certain equipment subject to existing leases to the City and County of
5 San Francisco (the "City"); and,

6 WHEREAS, The Board has determined to enter into an Equipment Lease Supplement
7 No. 8 (Series 1999A Bonds) to provide for the acquisition, construction and installation of
8 additional equipment to be used for City purposes by the Corporation and the leasing of said
9 equipment to the City; and,

10 WHEREAS, The Corporation proposes to issue lease revenue bonds secured by base
11 rentals to be paid by the City under the Equipment Lease as modified by said Equipment
12 Lease Supplement No. 8 (Series 1999A Bonds); and,

13 WHEREAS, Securities and Exchange Commission Rule 15c2-12(b)(5) (the "Rule")
14 requires that the City agree to provide certain annual financial information and notice of
15 certain specified events if material to Participating Underwriters (as defined in the Rule) and to
16 bondholders and beneficial owners of the Bonds; now, therefore, be it

17 RESOLVED by the Board of Supervisors of the City and County of San Francisco, as
18 follows:

19 Section 1. Recitals. All of the recitals herein are true and correct.

20 Section 2. Approval of Form of Equipment Lease Supplement and Certificate of
21 Approval. In accordance with the recommendation of the Mayor's Office of Public Finance of
22 the City, the form of Equipment Lease Supplement No. 8 (Series 1999A Bonds) (the
23 "Equipment Lease Supplement") by and between the Corporation and the City and the related
24 Certificate of Approval presented to this Board of Supervisors, copies of which are on file with
25 the Clerk of the Board in File No. 991644, are hereby approved. The Mayor of the

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1 City (the "Mayor") is hereby authorized to execute the Equipment Lease Supplement and the
2 related Certificate of Approval, and the Clerk of the Board is hereby authorized to attest and
3 affix the seal of the City on the Equipment Lease Supplement, in substantially the forms
4 presented to the Board, with such modifications, changes, or additions as the Mayor may
5 make or approve in accordance with Section 3 hereof.

6 Section 3. Modifications to Equipment Lease Supplement and Certificate of Approval.

7 The Mayor is hereby authorized to approve and make such modifications, changes or
8 additions to the Equipment Lease Supplement and the Certificate of Approval, upon
9 consultation with the City Attorney of the City, as may be necessary or desirable in the
10 interests of the City, and which changes do not materially increase the obligations of the City
11 under the Equipment Lease, as supplemented by the Equipment Lease Supplement, such
12 approval to be conclusively evidenced by the execution and delivery by the Mayor and the
13 Clerk of the Board of the Equipment Lease Supplement and by the Mayor of the Certificate of
14 Approval; provided, however, that the total project costs of the project (the "Project") to be
15 financed with the proceeds of the Bonds (as defined hereinafter) shall not exceed \$8,200,000;
16 and provided, further, that the maximum annual base rental payable under the Equipment
17 Lease Supplement with respect to the Project shall not exceed \$3,500,000.

18 Section 4. Approval of Issuance of Corporation Bonds. The issuance by the
19 Corporation of not to exceed \$9,800,000 aggregate principal amount of City and County of
20 San Francisco Finance Corporation Lease Revenue Bonds, Series 1999A (the "Bonds") to be
21 secured by the payment of base rental by the City pursuant to the Equipment Lease, as
22 supplemented by the Equipment Lease Supplement, is hereby approved; provided, however,
23 that the Bonds shall not be issued unless prior to the sale thereof, the Controller certifies that
24 in his opinion the net interest cost to the City will be lower as a result of the issuance of the
25 Bonds than other financings involving a lease or leases.

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1 Section 5. Reimbursement of Certain Expenditures. In the event that the City pays
2 certain capital expenditures from its general fund in connection with the equipment listed on
3 Exhibit A to the Equipment Lease Supplement (the "Equipment") submitted to the Board with
4 this ordinance and prior to the issuance of the Bonds or other indebtedness for the
5 Equipment, such payments will be made with the reasonable expectation by the City that such
6 payments will be reimbursed, and the Board reasonably expects to reimburse such fund, for
7 such expenditures from the proceeds of the Bonds or such other indebtedness. Pursuant to
8 Treasury Regulation Section 1.150-2, the City hereby declares its official intent to be
9 reimbursed from the proceeds of the Bonds or other indebtedness for such Equipment
10 expenditures. This resolution may be ratified and confirmed by the Corporation prior to the
11 issuance by the Corporation of any indebtedness for the Equipment and, if so ratified and
12 confirmed, shall be deemed to be an action of the Corporation as of the date hereof. Section
13 5 of this Resolution is approved by the City solely for the purposes of establishing compliance
14 with the requirements of Section 1.150-2 of the Treasury Regulations, and does not bind the
15 City or the Corporation to make any expenditure, incur any indebtedness or proceed with the
16 Project.

17 Section 6. Approval of Form of Continuing Disclosure Certificate. The form of
18 Continuing Disclosure Certificate (the "Certificate") executed and delivered by the City, a copy
19 of which is on file with the Clerk of the Board of Supervisors in File No. 991644, is
20 hereby approved. The Mayor or his designee or the Controller is hereby authorized to
21 execute the Certificate, in substantially the form presented to the Board, with such
22 modifications, changes, or additions as the Mayor, his designee, or the Controller may make
23 or approve upon consultation with the City Attorney, such approval to be conclusively
24 evidenced by the execution and delivery of the Certificate.

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1 Section 7. General Authorization. The Mayor, the City Attorney, the Controller, the
2 Director of Public Finance, the Clerk of the Board and the other officers of the City and their
3 duly authorized deputies and agents are hereby authorized and directed, jointly and severally,
4 to execute and deliver such certificates, requests or other documents, including, but not
5 limited to, certificates relating to the official statement for the Bonds in preliminary or final form
6 or to other offering material relating to the Bonds, as they may deem necessary or desirable to
7 facilitate the execution and delivery by the City of the Equipment Lease Supplement and of
8 the Certificate of Approval and the consummation of the financing contemplated thereby, and
9 to otherwise carry out the provisions of this resolution.

10 Section 8. Ratification of Prior Acts. All actions authorized and directed by this
11 resolution and heretofore taken are hereby ratified, approved and confirmed by this Board of
12 Supervisors.

13 APPROVED AS TO FORM:

14 LOUISE H. RENNE, City Attorney

15
16
17 By:


18 JESSE CAPIN SMITH
19 Deputy City Attorney



City and County of San Francisco

City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4689

Tails

Resolution

File Number: 991644

Date Passed:

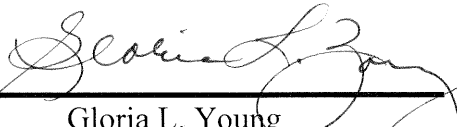
Resolution approving the form of and authorizing execution and delivery by the City and County of San Francisco of an Equipment Lease Supplement No. 8 between the City and County of San Francisco Finance Corporation, as lessor, and the City and County of San Francisco, as lessee, with respect to equipment to be used for City purposes, a related certificate of approval and a continuing disclosure certificate; approving the issuance of Lease Revenue Bonds by said nonprofit corporation in an amount not to exceed \$9,800,000; providing for reimbursement to the City of certain City expenditures incurred prior to the issuance of Lease Revenue Bonds; and approving for the execution of documents in connection therewith and ratifying previous actions taken in connection therewith.

October 4, 1999 Board of Supervisors — ADOPTED

Ayes: 11 - Ammiano, Becerril, Bierman, Brown, Katz, Kaufman, Leno, Newsom, Teng, Yaki, Yee

File No. 991644

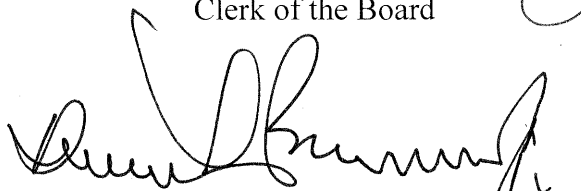
I hereby certify that the foregoing Resolution was ADOPTED on October 4, 1999 by the Board of Supervisors of the City and County of San Francisco.



Gloria L. Young
Clerk of the Board

OCT 15 1999

Date Approved



Mayor Willie L. Brown Jr.