[Tax Exempt and Taxable Lease Revenue Commercial Paper Certificates of Participation (Series 1 and Series 2) - To Fund Board Approved Capital Projects Not to Exceed $150,000,000]

Resolution re-authorizing the issuance of Tax-Exempt Lease Revenue Commercial Paper Certificates of Participation, Series 1 and Series 2, and Taxable Lease Revenue Commercial Paper Certificates of Participation, Series 1-T and Series 2-T, in an aggregate principal amount not to exceed $150,000,000 to finance the acquisition, construction, and rehabilitation of capital improvements and capital equipment approved by the Board of Supervisors and the Mayor; authorizing the delivery of an alternate credit facility in the principal amount of $163,500,000; and approving and authorizing the execution of a second supplement to trust agreement, a second amendment to site lease, a second amendment to sublease, a revolving credit agreement, a fee agreement, an offering memorandum, and certain other related financing documents, and authorizing other related actions, as defined herein.

WHEREAS, Pursuant to Section 9.113(e) of the Charter the Board of Supervisors has the power to borrow money through the issuance of commercial paper; and

WHEREAS, On March 17, 2009, April 6, 2010, and July 16, 2013, the Board of Supervisors adopted Resolution Nos. 85-09, 136-10, and 247-13, respectively (collectively, "Program Resolutions"), to establish a general fund backed commercial paper program ("Program") with an authorization of not to exceed $250,000,000 in aggregate principal amount of tax-exempt or taxable commercial paper certificates to provide interim financing of the acquisition, construction and rehabilitation of capital improvements within or owned by the City (herein "Capital Projects"); and

WHEREAS, As part of the Program, the City is authorized to cause the execution and delivery, under and pursuant to the provisions of the Trust Agreement, dated as of February 1, 2014 (as amended prior to the date hereof, "Trust Agreement"), between the City and U.S. Bank Trust Company, National Association ("Trustee"), as successor trustee to U.S. Bank National Association, its Tax-Exempt Lease Revenue Commercial Paper Certificates of Participation, Series 1 and Series 2, and its Taxable Lease Revenue Commercial Paper Certificates of Participation, Series 1-T and 2-T (each a "Series" and, collectively, "Commercial Paper Certificates"), in the aggregate principal amount not to exceed $150,000,000, which will be sufficient to, among other things, (i) pay costs of the Capital Projects, (ii) fund capitalized interest with respect to the Commercial Paper Certificates, (iii) to fund Capitalized Fees and Expenses (as defined in the Trust Agreement), and (iv) to pay costs incurred in connection with the sale and delivery of the Commercial Paper Certificates; and

WHEREAS, Pursuant to a Site Lease (as amended prior to the date hereof, the "Site Lease"), the City, as lessor, leases certain real property described therein including the improvements located thereon (collectively, the "Property") to the Trustee, as lessee, and, in return therefor, the Trustee applies a portion of the proceeds of the Commercial Paper Certificates to the acquisition, construction, and rehabilitation of the Capital Projects; and

WHEREAS, Pursuant to a Sublease (as amended prior to the date hereof, "Sublease"), the Trustee leases back the Property to the City, and the City, pursuant to the Sublease, pays to the Trustee base rental lease payments ("Base Rental Payments") for the use and occupancy of the Property, which Base Rental Payments will be used to

(i) reimburse the credit or liquidity providers for payments made by the credit or liquidity providers with respect to the Commercial Paper Certificates, pay the fees set forth in the Fee Agreement (as hereinafter defined), and to pay all other amounts due and owing to credit or

liquidity providers or (ii) if necessary, make payments on the Commercial Paper Certificates; and

WHEREAS, State Street Bank and Trust Company currently provides liquidity support to the Tax-Exempt Lease Revenue Commercial Paper Certificates of Participation, Series 1 and Taxable Lease Revenue Commercial Paper Certificates of Participation, Series 1-T through a line of credit pursuant to a Revolving Credit Agreement between the City and State Street Bank and Trust Company ("Existing State Street Liquidity Agreement"); and

WHEREAS, U.S. Bank National Association currently provides liquidity support to the Tax-Exempt Lease Revenue Commercial Paper Certificates of Participation, Series 2 and Taxable Lease Revenue Commercial Paper Certificates of Participation, Series 2-T through a line of credit pursuant to a Revolving Credit Agreement between the City and U.S. Bank National Association ("Existing U.S. Bank Liquidity Facility Liquidity Agreement" and together with the Existing State Street Liquidity Agreement," the "Existing Liquidity Agreements"); and

WHEREAS, Wells Fargo Bank, National Association ("Bank") proposes to provide liquidity support to one or more Series of Commercial Paper Certificates through a line of credit ("Line of Credit") in the aggregate principal amount of $163,500,000 pursuant to a Revolving Credit Agreement to be entered into between the Bank and the City ("Liquidity Agreement"); and

WHEREAS, The Line of Credit constitutes an Alternate Credit Facility, a Credit Facility, and a Reimbursement Agreement under the Trust Agreement; and

WHEREAS, In connection with the delivery of the Liquidity Agreement, the City desires to enter into the documents described herein and will terminate the Existing Liquidity Agreements in accordance with their terms and the Trust Agreement; and

WHEREAS, This Board has duly considered such transactions and wishes at this time to approve said transactions in the public interests of the City; now, therefore, be it,

RESOLVED, By This Board of Supervisors of the City and County of San Francisco as follows:

Section 1. Re-Authorization of Commercial Paper Program; Approval of Second Supplement to Trust Agreement. This Board hereby re-authorizes the Program as it relates to the Commercial Paper Certificates in the maximum aggregate principal amount of $150,000,000 outstanding from time to time; provided, however, that the interest rate on the Commercial Paper Certificates shall not exceed the maximum rate permitted by law, and the Commercial Paper Certificates shall mature not later than 270 days from the date of issuance although additional Commercial Paper Certificates may be marketed to repay maturing Commercial Paper Certificates for periods also not to exceed 270 days. This Board hereby approves the execution and delivery by the City of the Second Supplement to Trust Agreement in the form on file with the Clerk of the Board, together with such additions thereto and changes therein as the Controller of the City or the Director of the Office of Public Finance or their respective designees (each, a "Designated Officer") shall deem necessary, desirable, or appropriate in accordance with Section 10 hereof and upon consultation with the City Attorney, the execution of which by the City shall be conclusive evidence of the approval of any such additions and changes. Each Designated Officer, acting alone, is hereby authorized to execute and deliver the final form of the Second Supplement to Trust Agreement for and in the name and on behalf of the City. This Board hereby authorizes the performance by the City of its obligations under the Trust Agreement as amended by the Second Supplement to Trust Agreement.

Section 2. Approval of Second Amended and Restated Delivery and Paying Agent Agreement. This Board hereby approves the execution and delivery by the City of the Second Amended and Restated Delivery and Paying Agent Agreement in the form on file with the Clerk of the Board, together with such additions thereto and changes therein as a Designated

Officer shall deem necessary, desirable, or appropriate in accordance with Section 10 hereof and upon consultation with the City Attorney, the execution of which by the City shall be conclusive evidence of the approval of any such additions and changes. Each Designated Officer, acting alone, is hereby authorized to execute and deliver the final form of the Second Amended and Restated Delivery and Paying Agent Agreement, for and in the name and on behalf of the City. This Board hereby authorizes the performance by the City of its obligations under the Second Amended and Restated Delivery and Paying Agent Agreement.

Section 3. Approval of Amendments to Site Lease and Sublease. This Board hereby approves the execution and delivery by the City of the Second Amendment to Site Lease and the Second Amendment to Sublease in the forms on file with the Clerk of the Board, together with such additions thereto and changes therein (including, without limitation, to provide for the release of any real property from the leasehold, or to provide for the addition of real property to the leasehold, under the Site Lease and the Sublease) as a Designated Officer shall deem necessary, desirable, or appropriate in accordance with Section 10 hereof and upon consultation with the City Attorney, the execution of which by the City shall be conclusive evidence of the approval of any such additions and changes. Each Designated Officer, acting alone, is hereby authorized to execute and deliver the final form of the Second Amendment to Site Lease and the Second Amendment to Sublease for and in the name and on behalf of the City. This Board hereby authorizes the performance by the City of its obligations under the Site Lease, as amended by the Second Amendment to Site Lease, and the Sublease, as amended by the Second Amendment to Sublease.

Section 4. Approval of Liquidity Agreement and Related Documents. This Board hereby approves the execution and delivery by the City of the Liquidity Agreement, the Revolving Bank Certificate included as an exhibit to the Liquidity Agreement ("Revolving Bank Certificate") and the fee agreement by and between the Bank and the City ("Fee Agreement"),

in the forms on file with the Clerk of the Board, together with such additions thereto and changes therein as a Designated Officer shall deem necessary, desirable, or appropriate in accordance with Section 10 hereof and upon consultation with the City Attorney, the execution of which by the City shall be conclusive evidence of the approval of any such additions and changes. Each Designated Officer, acting alone, is hereby authorized to execute and deliver the final forms of the Liquidity Agreement, the Revolving Bank Certificate, and the Fee Agreement for and in the name of and on behalf of the City. This Board hereby authorizes the performance by the City of its obligations under the Liquidity Agreement, the Revolving Bank Certificate, and the Fee Agreement.

Section 5. Offering Memorandum. This Board hereby approves the Offering Memorandum for the Commercial Paper Certificates, in the form on file with the Clerk of the Board, together with such additions thereto and changes therein as a Designated Officer shall deem necessary, desirable, or appropriate upon consultation with the City Attorney, the execution of which by the City shall be conclusive evidence of the approval of any such additions and changes to the Offering Memorandum. The Designated Officers are each further authorized to cause the distribution of the Offering Memorandum.

Section 6. First Amendment to Commercial Paper Dealer Agreement. This Board hereby approves the execution and delivery by the City of the First Amendment to Commercial Paper Dealer Agreement, in the form on file with the Clerk of the Board, together with such additions thereto and changes therein as a Designated Officer shall deem necessary, desirable, or appropriate in accordance with Section 10 hereof and upon consultation with the City Attorney, the execution of which by the City shall be conclusive evidence of the approval of any such additions and changes. Each Designated Officer, acting alone, is hereby authorized to execute and deliver the final form of the First Amendment to Commercial Paper Dealer Agreement for and in the name of and on behalf of the City. This

Board hereby authorizes the performance by the City of its obligations under the Dealer Agreement (as defined in the Trust Agreement) as amended by the First Amendment to Commercial Paper Dealer Agreement.

Section 7. Extension of Line of Credit and Liquidity Agreement. This Board hereby delegates the authority to the Designated Officers, each acting alone, to execute and deliver one or more extensions to the Line of Credit or the commitment available under the Line of Credit and the Liquidity Agreement for any duration of time that they deem necessary, advisable or prudent, provided that no such extension shall (i) increase the principal amount of Commercial Paper Certificates authorized hereunder, or (ii) require an initial annual commitment fee, based upon the highest long-term, unenhanced rating assigned to the general obligation bonds of the City at the time of such extension, in excess of one percent per year of the commitment available under the Liquidity Agreement without further approval of this Board. In connection with obtaining such extension, the Designated Officers shall be authorized to execute such amendments or modifications and such contracts, assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents as are necessary or advisable to obtain such extensions, provided that such amendments or modifications and such contracts, assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants, and other documents reflect customary provisions, as determined by the Designated Officers, in the credit or liquidity facilities being executed at the time the extension is obtained. Alternatively, the Board hereby authorizes the execution and delivery of letter of credit and reimbursement agreements for the purpose of obtaining letters of credit to support the Commercial Paper Certificates, provided that (i) the initial fees charged for any letters of credit, based upon the highest rating assigned to the general obligation bonds of the City at the time of execution of a letter of credit and reimbursement agreement, do not exceed one percent per year of the face

amount thereof and (ii) the terms and conditions of the letter of credit and reimbursement agreements are substantially similar to the terms of the Liquidity Agreement, with such changes as deemed necessary by the Designated Officers.

Section 8. Source of Repayment. Notwithstanding anything herein to the contrary, if the ultimate source of repayment of the Commercial Paper Certificates delivered for Capital Projects are bonds, notes, other indebtedness, or certificates of participations ("Indebtedness") that are payable from or secured by funds or monies other than the General Fund of the City, then in such event, prior to drawing on the proceeds of Commercial Paper Certificates to fund such Capital Project, all approvals required for the issuance of said Indebtedness shall have been obtained, including any prior approval by this Board. This paragraph shall not apply to drawings under the program for emergencies declared by the Mayor under Section 3.100 (14) of the City Charter.

Section 9. General Authority. The Designated Officers and any and all other officers of the City are hereby authorized, for and in the name of and on behalf of the City, to do any and all things and take any and all actions, including execution and delivery of any and all contracts, assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants, amendments, and other documents, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and sale of the Commercial Paper Certificates and the consummation of the transactions as described herein, including without limitation, such contracts, assignments, certificates, agreements, notices, consents, instruments of conveyance, warrants, amendments, and other documents as may be required by the Second Supplement to Trust Agreement, the Liquidity Agreement, the Revolving Bank Certificate and the Fee Agreement, the First Amendment to Commercial Paper Dealer Agreement or the Second Amended and Restated Delivery and Paying Agent Agreement. No such actions shall materially increase the liabilities of or risk to the City. Final

revisions of any such documents shall be provided to the Clerk of the Board for inclusion in the official file within 30 days of execution (or as soon thereafter as final documents are available) by all parties.

Section 10. Modifications, Changes, Additions. The proper officers of the City, including, but not limited to, the Designated Officers, are hereby authorized to approve and make such modifications, changes, or additions to the agreements and documents approved herein, upon consultation with the City Attorney, as may be necessary or desirable in the interests of the City, and which changes do not materially increase the liabilities or obligations of the City thereunder as determined by the Designated Officers, upon consultation with the City Attorney. Approval of such modifications, changes, or additions shall be conclusively evidenced by the execution and delivery by the Designated Officers of said documents. Final versions of any such documents shall be provided to the Clerk of the Board for inclusion in the official file within thirty (30) days of execution by all parties.

Section 11. Ratification. All actions authorized and directed by this Resolution, consistent with any documents presented herein, and heretofore taken are hereby ratified, approved, and confirmed by this Board. This Board hereby re-affirms its approval of the Program, all as set forth in Program Resolutions, and the terms of the Program Resolutions are incorporated therewith as if set forth in full herein; provided, however, that the maximum amount of outstanding Series 3, Series 3-T, Series 4, and Series 4-T Lease Revenue Commercial Paper Certificates of Participation shall not exceed $100,000,000, and the maximum amount of outstanding Commercial Paper Certificates shall not exceed $150,000,000.

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Section 12. File. All documents referenced herein as being on file with the Clerk of the Board are located in File No. 230100, which is hereby declared to be a part of this Resolution as if set forth fully herein.

APPROVED AS TO FORM:
DAVID CHIU, City Attorney

By: /s/ MARK D. BLAKE
MARK D. BLAKE
Deputy City Attorney

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