

1 [Wastewater Revenue Bond Issuance - Not to Exceed \$522,810,000]

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3 **Ordinance approving the issuance and sale of wastewater revenue bonds by the San**  
4 **Francisco Public Utilities Commission in an aggregate principal amount not to**  
5 **exceed \$522,810,000 to finance various projects benefitting the Wastewater**  
6 **Enterprise pursuant to amendments to the Charter of the City and County of San**  
7 **Francisco enacted by the voters on November 5, 2002 as Proposition E; and ratifying**  
8 **previous actions taken in connection therewith.**

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10 NOTE: Additions are *single-underline italics Times New Roman*;  
11 deletions are ~~*strike-through italics Times New Roman*~~.  
12 Board amendment additions are double-underlined;  
13 Board amendment deletions are ~~strikethrough normal~~.

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

15 Section 1. Findings. The Board of Supervisors (the "Board") of the City hereby finds  
16 and declares as follows:

17 A. On November 5, 2002, the voters of the City and County of San Francisco (the  
18 "City") approved Proposition E, codified as Article VIII B of the Charter of the City (the  
19 "Charter"), which among other things, authorized the Commission to issue revenue bonds,  
20 including notes, commercial paper or other forms of indebtedness, when authorized by  
21 ordinance approved by a two-thirds vote of the Board of Supervisors, for the purpose of  
22 reconstructing, replacing, expanding, repairing or improving water facilities or clean water  
23 facilities, or combinations of water and clean water facilities under the jurisdiction of the  
24 Commission; and,

1           B. The Commission adopted the Indenture dated as of January 1, 2003, as  
2 amended and supplemented, between the Commission and U. S. Bank National Association  
3 (the “Indenture”) and in connection therewith, has from time to time issued revenue bonds  
4 to finance projects benefitting the Wastewater Enterprise; and,

5           C. By Ordinance No.147-11, adopted on (the “Prior Ordinance”), the Commission  
6 was authorized to spend \$30 million on capital projects for the Wastewater Enterprise and  
7 has now determined to fund such amount from the issuance of one or more additional series  
8 of revenue bonds pursuant to the Indenture (the “Wastewater Revenue Bonds”), and  
9 formally requested this Board of Supervisors to authorize the issuance and sale of the  
10 Wastewater Revenue Bonds for such purposes, pursuant to Section 8B.124 of the Charter,  
11 the Prior Ordinance and all such documents relating to the issuance of the Wastewater  
12 Revenue Bonds referenced therein being on file with the Clerk of the Board in File No.  
13 110387, which is hereby declared to be a part of this Ordinance as if set forth fully herein;  
14 and,

15           D. By Resolution No.12-0026 adopted on February 14, 2012 (the “Commission  
16 Resolution”), the Commission has determined to issue one or more additional series of  
17 revenue bonds in an aggregate principal amount not to exceed \$492,810,000 pursuant to  
18 the Indenture (the “Wastewater Revenue Bonds”) to finance all or a portion of certain capital  
19 projects described therein benefitting the Wastewater Enterprise (the “Capital Projects” such  
20 projects as further described in the Commission Resolution), as well as for the payment of  
21 costs of issuance and other incidental costs related thereto, and formally requested this  
22 Board of Supervisors to authorize the issuance and sale of the Wastewater Revenue Bonds  
23 for such purposes, pursuant to Section 8B.124 of the Charter, such Commission Resolution  
24 and all such documents relating to the issuance of the Wastewater Revenue Bonds  
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1 referenced therein being on file with the Clerk of the Board in File No. 120469, which is  
2 hereby declared to be a part of this Ordinance as if set forth fully herein; and,

3 E. Section 8B.124 of the Charter allows for the issuance of revenue bonds or other  
4 forms of indebtedness by ordinance approved by two-thirds of the Board, subject to the  
5 provision of certain certifications of an independent engineer retained by the Commission  
6 and certain certifications by the San Francisco Planning Department, which certifications  
7 shall make the findings and determinations set forth in Section 8B.124, and,

8 F. The Board now desires to authorize the issuance and sale of the Wastewater  
9 Revenue Bonds by the Commission pursuant to said Section 8B.124; provided however, the  
10 Commission shall file with the Commission Board and this Board of Supervisors any and all  
11 certifications required by Section 8B.124 of the Charter prior to the issuance of Wastewater  
12 Revenue Bonds authorized hereby; and,

13 G. This Board is concurrently considering with this ordinance Capital Improvement  
14 Program related supplemental appropriations totaling \$587,756,000 for fiscal years 2012  
15 through 2014, such amount being inclusive of the Wastewater Revenue Bonds authorized  
16 hereby.

17 Section 2. Approval of the Wastewater Revenue Bonds. Subject to the terms of this  
18 Ordinance, the Commission is hereby authorized to issue the Wastewater Revenue Bonds  
19 pursuant to Section 8B. 124 of the Charter to finance a portion of the design, acquisition and  
20 construction of the Capital Projects, as well as paying costs of issuance and other incidental  
21 costs relating thereto; and the Board hereby approves the issuance and sale of the  
22 Wastewater Revenue Bonds in one or more series from time to time by the Commission  
23 pursuant to Section 8B. 124 of the Charter and in accordance with the Prior Ordinance and  
24 the Commission Resolution, in an aggregate principal amount not to exceed \$522,810,000  
25 (inclusive of financing costs), at a maximum rate or rates of interest of not to exceed twelve

1 percent (12%) per annum. The Commission is hereby authorized to determine the timing,  
2 amount and manner of sale of each series of Wastewater Revenue Bonds issued pursuant  
3 to this authorization; provided however, the Commission's authorization to issue Wastewater  
4 Revenue Bonds is subject to approval by the Commission's Board of the form of offering  
5 document and the filing with its Board and the Clerk of the Board any certifications required  
6 by Proposition E prior to the issuance of any bonds herein authorized. Section 5.

7 General Authority. The Controller, Treasurer, the City Attorney and other officers of the  
8 City and their duly authorized deputies and agents are hereby authorized and directed,  
9 jointly and severally, to take such actions and to execute and deliver such certificates,  
10 agreements, requests or other documents, as they may deem necessary or desirable to  
11 facilitate the issuance, sale and delivery of the Wastewater Revenue Bonds, to obtain bond  
12 insurance or other credit enhancements with respect to the Wastewater Revenue Bonds, to  
13 obtain a surety bond, to obtain title and other insurance with respect to the facilities to be  
14 financed, and otherwise to carry out the provisions of this Ordinance.

15 Section 6. Ratification of Prior Actions. All actions authorized and directed by this  
16 Ordinance and heretofore taken are hereby ratified, approved and confirmed by this Board.

17 Section 7. File Documents. All documents referred to as on file with the Clerk of the  
18 Board are in File Nos. 120469.

19 Section 8. Effective Date. Pursuant to Section 14.102 of the Charter, this Ordinance  
20 shall take effect thirty (30) days after its adoption.

21 APPROVED AS TO FORM:  
22 DENNIS J. HERRERA, City Attorney

23 By: \_\_\_\_\_  
24 MARK BLAKE  
25 Deputy City Attorney

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