

1 [2015 Power Revenue Bonds Issuance - Not to Exceed \$48,000,000]

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 3 **Ordinance approving the issuance and sale of revenue bonds by the Public Utilities**  
 4 **Commission of the City and County of San Francisco in an aggregate principal amount**  
 5 **not to exceed \$48,000,000 to finance various capital projects consisting of**  
 6 **reconstruction or replacement of existing water and/or electric power facilities**  
 7 **pursuant to Charter, Section 9.107(6), and the acquisition, construction, installation,**  
 8 **equipping, improvement, or rehabilitation of equipment or facilities for renewable**  
 9 **energy and energy conservation pursuant to Charter, Section 9.107(8); approving the**  
 10 **execution of certain documents and agreements; and approving other actions and**  
 11 **matters in connection therewith, as defined herein.**

12 NOTE: **Unchanged Code text and uncodified text** are in plain Arial font.  
 13 **Additions to Codes** are in *single-underline italics Times New Roman font*.  
 14 **Deletions to Codes** are in ~~*strikethrough italics Times New Roman font*~~.  
 15 **Board amendment additions** are in double-underlined Arial font.  
 16 **Board amendment deletions** are in ~~strikethrough-Arial font~~.  
 17 **Asterisks (\* \* \* \*)** indicate the omission of unchanged Code  
 18 subsections or parts of tables.

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

18 Section 1. Findings. The Board of Supervisors (the “Board”) of the City and County of  
 19 San Francisco (the “City”) hereby finds and declares as follows:

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

1 clean water facilities, or combinations of water and clean water facilities under the jurisdiction  
2 of the Commission; and

3 B. Pursuant to Charter Section 9.107(6), revenue bonds may be issued, without  
4 voter approval, upon a three-fourths affirmative vote of the Board, for the purpose of the  
5 reconstruction or replacement of existing water facilities and electric power facilities or  
6 combinations thereof under the jurisdiction of the Commission.

7 C. Pursuant to Charter Section 9.107(8), revenue bonds may be issued, without  
8 voter approval, upon an affirmative vote of the Board, for the purpose of the acquisition,  
9 construction, installation, equipping, improvement or rehabilitation of equipment or facilities for  
10 renewable energy and energy conservation.

11 D. By Resolution No. 14-0197 adopted by the Commission on December 9, 2014  
12 (the "Commission Bond Resolution"), the Commission has: (A) determined to and authorized  
13 the issuance of its Public Utilities Commission of the City and County of San Francisco Power  
14 Revenue Bonds in an aggregate principal amount not to exceed \$48,000,000, for the purpose  
15 of (i) financing various capital projects consisting of reconstruction or replacement of existing  
16 water and/or electric power facilities and the acquisition, construction, installation, equipping,  
17 improvement or rehabilitation of equipment or facilities for renewable energy and energy  
18 conservation (collectively, the "Capital Improvement Projects"), (ii) funding a debt service  
19 reserve account, (iii) paying capitalized interest and (iv) paying costs of issuance and other  
20 incidental costs therefor, with the title and series designations to be determined by the  
21 General Manager of the Commission (the "Bonds"); (B) approved the form of, and authorized  
22 the execution of (i) a Trust Indenture by and between the Commission and U.S. Bank National  
23 Association, as trustee (the "Trustee") and the First Supplemental Trust Indenture (the "First  
24 Supplement," and together with the Trust Indenture, the "Indenture"), by and between the  
25 Commission and the Trustee, with respect to such Bonds, (ii) a Bond Purchase Contract

1 relating to the sale of the Bonds, (iii) an Official Statement relating to the Bonds, and (iv) a  
2 Continuing Disclosure Certificate; (C) approved certain related actions and matters; and (D)  
3 formally requested this Board to authorize the issuance and sale of the Bonds; such  
4 Commission Bond Resolution being on file with the Clerk of the Board in File No. 150079,  
5 which is hereby declared to be a part of this Ordinance as if set forth fully herein.

6 E. Concurrently with its review of this Ordinance, the Board is being requested to  
7 review and approve an ordinance setting forth a procedure by which the Commission may  
8 issue revenue bonds for any purpose related to its Power Enterprise (the “Commission Power  
9 Enterprise Revenue Bond Law”), in compliance with which the Commission intends to issue  
10 the Bonds.

11 Section 2. Approval of the Bonds. The Board hereby approves the Commission Bond  
12 Resolution and authorizes and approves the issuance and sale by the Commission of the  
13 Bonds in an aggregate principal amount not to exceed \$48,000,000 pursuant to Charter  
14 Sections 9.107(6) and 9.107(8) and in accordance with the Commission Bond Resolution and  
15 the Commission Power Enterprise Revenue Bond Law to finance the Capital Improvement  
16 Projects in one or more series and on one or more dates, as either tax-exempt or taxable  
17 bonds or any combination thereof, at a maximum rate or rates of interest not to exceed twelve  
18 percent (12%) per annum; *provided*, that the Commission shall first have approved the form  
19 and distribution of the preliminary official statement related to the Bonds.

20 Section 3. Approval of Financing Documents. The Board hereby approves the forms of  
21 the Trust Indenture, First Supplement, Bond Purchase Contract, the preliminary Official  
22 Statement relating to the Bonds and the Continuing Disclosure Certificate, submitted to this  
23 Board and on file with the Clerk of the Board, and the appropriate officials of the Commission,  
24 as authorized in the Commission Bond Resolution (the “Authorized Commission Officials”),  
25 and of the City are hereby authorized to execute and deliver each such document and

1 agreement, with such changes thereto as the officer executing the same shall approve with  
2 the advice of the City Attorney, such approval to be conclusively evidenced by the execution  
3 and delivery thereof.

4 Section 4. Proposition P. The Board has determined, pursuant to Proposition P,  
5 approved by the voters of the City in November 2002, that the Bonds are subject to, and there  
6 is hereby incorporated by reference herein, the provisions of Section 5A.30 et seq. of Chapter  
7 V of the San Francisco Administrative Code (the "Proposition P Requirements") and that,  
8 pursuant to the Proposition P Requirements, to the extent permitted by law, one-twentieth of  
9 one percent (0.05%) of the gross proceeds of the Bonds shall be deposited in a fund  
10 established by the City Controller's Office and appropriated by the Board at the direction of  
11 the Public Utilities Revenue Bond Oversight Committee established by Proposition P  
12 Requirements to cover the costs of said Committee.

13 Section 5. Supplement to Ordinance No. 106-14. By Ordinance No. 106-14 adopted by  
14 the Board on June 24, 2014, which became effective on July 2, 2014, this Board (i) approved  
15 the issuance and sale of the Bonds to finance various capital projects of the Commission's  
16 Power Enterprise pursuant to Section 9.107(8) of the Charter, and (ii) on behalf of the  
17 Commission, declared the official intent of the Commission to reimburse the Commission with  
18 proceeds of the Bonds for Expenditures (defined therein) with respect to the Capital  
19 Improvements Projects made on and after a date no more than 60 days prior to the adoption  
20 of Ordinance No. 106-14. The Board, by this Ordinance, supplements Ordinance No. 106-14  
21 by including in the following in the definition of Capital Improvement Projects set forth therein:  
22 various capital projects consisting of reconstruction or replacement of existing water and/or  
23 electric power facilities of the Power Enterprise pursuant to Section Charter Section 9.107(6).

24 Section 6. General Authority. The City Controller, Treasurer, the City Attorney and such  
25 other appropriate officers of the City, and their duly authorized deputies and agents and

1 Authorized Commission Officials are hereby authorized and directed, jointly and severally, to  
2 take such actions as are necessary or desirable to facilitate the issuance, sale and delivery of  
3 the Bonds and to otherwise accomplish the intents and purposes of this Ordinance, in  
4 consultation with the City Attorney, including but not limited to the execution and delivery of  
5 such other documents and agreements as they may deem necessary or advisable.

6 Section 7. Ratification of Prior Actions. All actions authorized and directed by this  
7 Ordinance and heretofore taken are hereby ratified, approved and confirmed by this Board.

8 Section 8. File Documents. All documents referred to as on file with the Clerk of the  
9 Board are in File No. 150079.

10 Section 9. Effective Date. Pursuant to Charter Section 2.105, this Ordinance shall  
11 become effective immediately on the date of its adoption.

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13 APPROVED AS TO FORM:  
14 DENNIS J. HERRERA, City Attorney

15  
16 By: \_\_\_\_\_  
17 MARK D. BLAKE  
18 Deputy City Attorney

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