Mayor Newsom
BOARD OF SUPERVISORS

[Tax Exempt and Taxable Revenue Certificates of Participation]

Resolution of the City and County of San Francisco authorizing the execution and delivery from time to time of its Tax-Exempt and Taxable Lease Revenue Commercial Paper Certificates of Participation in an amount not to exceed \$150,000,000 in order to provide short-term financing to pay for certain capital improvements, and approving and authorizing execution of a trust agreement and certain financing documents and authorizing other related actions.

WHEREAS, For the purpose of providing funds to finance the Projects (as defined below), the City has determined to cause to be executed and delivered, under and pursuant to the provisions of the Trust Agreement and the Delivery and Paying Agent Agreement (as such terms are hereinafter defined), Tax-Exempt and Taxable Lease Revenue Commercial Paper Certificates of Participation (collectively, the "Commercial Paper Certificates") in the aggregate principal amount of not to exceed \$150,000,000, designated "City and County of San Francisco Certificates of Participation (Capital Improvement Projects), Series 2009" which will be sufficient, among other things (i) to pay costs of the Projects (as defined below); (ii) to fund capitalized interest with respect to the 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 (the "Site Lease"), the City, as lessor, will lease the property described therein, including the improvements located thereon (collectively, the "Property") to the Trustee, as lessee, and, in return therefor, the Trustee will apply, or caused to be applied, a portion of the proceeds of the Commercial Paper Certificates to the

acquisition, construction and rehabilitation of the certain capital improvements within the City and the financing of vehicles and equipment (the "Projects"); and,

WHEREAS, Pursuant to a Sublease (the "Sublease"), the Trustee will lease-back the Property to the City, and the City, pursuant to the Sublease, will pay to the Trustee base rental lease payments (the "Base Rental Payments") for the use and occupancy of the Property, which Base Rental Payments will be used to (i) reimburse the Banks (as hereinafter defined) or other credit support provider for payments made on the Commercial Paper Certificates or (ii) if necessary, make payments on the Commercial Paper Certificates; and,

WHEREAS, The payment of principal of and interest on the Commercial Paper Certificates will either (i) be secured by an irrevocable direct pay letter of credit (the "Credit Facility") issued by a bank or banks or other financial entities or institutions (the "Bank") pursuant to the terms of a reimbursement agreement (the "Reimbursement Agreement") among the Trustee (as defined below), the City, and the Bank, or (ii) another arrangement to provide liquidity with respect to the Commercial Paper Certificates (the "Liquidity Arrangement"); and,

WHEREAS, The Commercial Paper Certificates will be placed initially by one or more banks (each, a "Dealer") to be selected pursuant to the terms of a request for qualifications issued by the Director of Public Finance; 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 the Board of Supervisors of the City and County of San Francisco as follows:

Section 1. Delivery of Certificates; Approval of Trust Agreement; Approval of Issuing and Paying Agent Agreement. The Board hereby authorizes the execution and delivery of the

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Commercial Paper Certificates from time to time in an aggregate total principal amount of not to exceed \$150,000,000 for the purpose of providing moneys which will be sufficient, among other things (i) to pay costs of the Projects; (ii) to fund capitalized interest with respect to the Certificates (as defined in the Trust Agreement); (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; provided however, that the interest rate on any Commercial Paper Certificate 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 each certificate may be marketed for a subsequent period(s) also not to exceed 270 days. The Commercial Paper Certificates shall be executed and delivered pursuant to a Trust Agreement (the "Trust Agreement") by and between the City and a trustee named therein, acting as Trustee (the "Trustee"), and the Delivery and Paying Agent Agreement (the "Delivery and Paying Agent Agreement") by and between the City and the Trustee, acting as delivery and paying agent. This Board hereby approves the Trust Agreement and the Delivery and Paying Agent Agreement in the forms on file with the Clerk of the Board, together with such additions thereto and changes therein as the Controller (the "Controller") 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. The Controller and the Director of the Office of Public Finance (each, a "Designated Officer"), each acting alone, are hereby authorized to execute the final form of the Trust Agreement and the final form of the 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 Trust Agreement and the Delivery and Paying Agent Agreement.

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BOARD OF SUPERVISORS

Section 2. Approval of Financing Documents. This Board hereby approves the form of the Sublease and the form of the Site Lease, in each case in the form on file with the Clerk of the Board, together with such additions thereto and changes therein as the Controller 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. The Designated Officers, each acting alone, are hereby authorized to execute the final form of the Sublease and the final form of the Site Lease 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 Sublease and the Site Lease.

Section 3. Appointment of Letter of Credit Bank; Reimbursement Agreement. This Board hereby authorizes and directs the Controller and the Director of the Office of Public Finance to (i) appoint a letter of credit bank(s) ("Banks") to provide credit support for the Commercial Paper Certificates, and (ii) negotiate a Reimbursement Agreement and/or other credit agreement with the Banks; provided however, that (a) the term of any such letter of credit at its time of delivery shall not be less than 364 days, (b) the interest rate on any Bank Bond shall not exceed 12% per annum, and the amortization of any such Bank Bond shall not be less than 3 years, (c) the premium payable on such letter of credit or other credit support shall not exceed 2% per annum of the commitment amount, and (d) such customary indemnity, defense and increased cost provisions as the Banks shall require, and as the City Attorney shall approve, or (iii) negotiate and enter into such other credit support arrangements with any other entities, as deemed appropriate and in the best interest of the City by the Controller and the Director of the Office of Public Finance, in either case, on such terms and conditions as the Controller and the Director of the Office of Public Finance shall deem necessary, advisable or appropriate upon consultation with the City Attorney.

Dealers on such terms on such terms as the Controller and the Director of the Office of Public Finance shall deem necessary, advisable or appropriate upon consultation with the City Attorney.

Section 5. Offering Memorandum. The Board hereby authorizes and directs the Controller and the Director of the Office of Public Finance to prepare or cause to be prepared the Offering Memorandum to be used with respect to the sale from time to time of the Commercial Paper Certificates.

Section 6. Official Actions. The Controller, the Director of the Office of Public Finance, the Clerk of the Board and any and all other officers of the City are hereby authorized, for and in the name of and on behalf of the Authority, to do any and all things and take any and all actions, including execution and delivery of any and all documents, assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and 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 documents, assignments, certificates and agreements as may be required by the Trust Agreement, the Delivery and Paying Agent Agreement, the Sublease, the Site Lease, the Dealer Agreement, the Reimbursement Agreement or the Liquidity Arrangement. Any authority delegated under this resolution to a specified official may also be exercised by either the Controller or by the specified official's authorized designee; and, be it

FURTHER RESOLVED, That the Board of Supervisors requests the Office of Public Finance to submit annual reports related to the implementation of the subject Commercial Paper Financing Program, including the net savings that the City has realized as a result of such commercial paper issuances.

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

By: WARKID BLAKE

Deputy City Attorney



## City and County of San Francisco Tails

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

## Resolution

File Number:

090197

**Date Passed:** 

Resolution of the City and County of San Francisco authorizing the execution and delivery from time to time of its Tax-Exempt and Taxable Lease Revenue Commercial Paper Certificates of Participation in an amount not to exceed \$150,000,000 in order to provide short-term financing to pay for certain capital improvements, and approving and authorizing execution of a trust agreement and certain financing documents and authorizing other related actions.

March 17, 2009 Board of Supervisors — ADOPTED

Ayes: 11 - Alioto-Pier, Avalos, Campos, Chiu, Chu, Daly, Dufty, Elsbernd, Mar, Maxwell, Mirkarimi

File No. 090197

I hereby certify that the foregoing Resolution was ADOPTED on March 17, 2009 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo Clerk of the Boa d

3/24/09

Date Approved