Resolution re-authorizing the issuance of Tax-Exempt (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 $250,000,000 to finance the acquisition, construction, and rehabilitation of capital improvements and capital equipment approved by the Board of Supervisors and the Mayor; authorizing the replacement of the existing credit facilities in the amount of $150,000,000; and approving and authorizing execution of a first supplement to trust agreement, a first amendment to site lease, a first amendment to sublease, revolving credit agreements, fee agreements, dealer agreements, and certain other related financing documents, and authorizing other related actions.

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, and April 6, 2010, the Board of Supervisors adopted Resolution No. 85-09, Resolution No. 136-10 and Resolution No. 247-13, respectively (collectively, the "Program Resolutions"), to establish a general fund backed commercial paper program with an authorization of not to exceed $250,000,000 (the "Program") in aggregate principal amount of tax-exempt or taxable Commercial Paper Certificates to provide financing for certain public capital improvements (herein the "Capital Projects"); and

WHEREAS, For the purposes of re-authorizing the Program in the maximum amount of $250,000,000, the City has determined to cause to be executed and delivered, under and pursuant to the provisions of the Trust Agreement, dated as of June 1, 2010, between the City
and U.S. Bank National Association, as trustee (the "Trustee") (as amended, supplemented or modified from time to time, the "Trust Agreement"), 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 (collectively, the "Commercial Paper Certificates") in the aggregate principal amount not to exceed $250,000,000, 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) fund Capitalized Fees and Expenses (as defined in the Trust Agreement); and (iv) 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, leases the property described therein, including the improvements located thereon (collectively, the "Property") to the Trustee, as lessee, and, in return therefor, the Trustee causes to be applied 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 (the "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 (the "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 or (ii) if necessary, make payments on the Commercial Paper Certificates; and

WHEREAS, Pursuant to an amendment to the Site Lease (the “First Amendment to Site Lease”) and an amendment to the Sublease (the “First Amendment to Sublease”), certain additional property will be leased by and subleased to the City; and

WHEREAS, The payment of principal of and interest with respect to the Commercial Paper Certificates is currently supported by separate irrevocable direct-pay letters of credit
(each, a "Letter of Credit") issued by JPMorgan Chase Bank, National Association
("JPMorgan") and U.S. Bank, National Association ("U.S. Bank") pursuant to the terms of
separate Letter of Credit and Reimbursement Agreements; and

WHEREAS, JPMorgan has notified the City that it does not intend to provide a Letter of
Credit with respect to the Commercial Paper Certificates after June 10, 2016, and the City is
required, under the Trust Agreement, to replace JPMorgan as a credit provider with respect to
the Commercial Paper Certificates; 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 Controller (the "Controller"); and

WHEREAS, U.S. Bank and State Street Bank and Trust Company ("State Street" and,
together with U.S. Bank, the "Banks"), or another financial institution or institutions selected by
the Controller, propose to provide liquidity support to the Commercial Paper Certificates
through lines of credit (each, a "Line of Credit") provided pursuant to separate Revolving
Credit Agreements, each to be entered into between each Bank and the City (the "Liquidity
Agreements"); and

WHEREAS, Each Line of Credit constitutes an Alternate Credit Facility under 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 the Board of Supervisors of the City and County of San Francisco as
follows:

Section 1. Delivery of Certificates: Approval of First Supplement to Trust Agreement
and Related Documents. The Board hereby re-authorizes the Program in the maximum
amount of $250,000,000 in aggregate principal amount of Commercial Paper Certificates to
be outstanding from time to time; 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
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
First 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 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 and deliver the final form of the First
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 First Supplement to
Trust Agreement. This Board hereby approves any amendment to the existing Delivery and
Paying Agent Agreement as the Controller shall deem necessary, desirable or appropriate
upon consultation with the City Attorney, including an amended and restated Delivery and
Paying Agent Agreement, in order to conform the provisions of the Delivery and Paying Agent
Agreement to the Liquidity Agreements. The execution of any amendments to the Deliver and
Paying Agent Agreement shall be conclusive evidence of the approval of any such
amendments. This Board hereby authorizes the performance by the City of its obligations
under the Delivery and Paying Agent Agreement, as amended.

Section 2. Approval of Financing Documents. This Board hereby approves the form
of the First Amendment to Sublease and the form of the First Amendment to 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 properties that may be
included in the Property under the Sublease and the Site Lease include, but are not limited to,
the properties of the City listed on the attached Exhibit A:. The Designated Officers, each
acting alone, are hereby authorized to execute and deliver the final form of the First
Amendment to Sublease and the final form of the First Amendment to 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, as amended by the First Amendment to Sublease,
and the Site Lease, as amended by the First Amendment to Site Lease.

Section 3. Approval of Liquidity Agreements and Fee Agreements. This Board
hereby approves the form of each Liquidity Agreement and the form of each fee agreement
related thereto (each a "Fee Agreement"), in the forms 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 and
deliver the final form of each Liquidity Agreement and each Fee Agreement, with the Banks,
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 each Liquidity Agreement and each Fee
Agreement.

Section 4. Offering Memorandum. This Board hereby approves the form of the
Offering Memorandum to be used with respect to the sale from time to time of the Commercial
Paper Certificates, 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 to the Offering Memorandum.

Section 5. Dealer Agreements. This Board hereby approves the form of the Dealer
Agreement, on file with the Clerk of the Board, to be negotiated, executed and delivered with
one or more Dealers, as deemed appropriate by the Controller, on such terms as the
Controller shall deem necessary, desirable or appropriate upon consultation with the City
Attorney for the Commercial Paper Certificates and any similar commercial paper certificates
executed and delivered by the City.

Section 6. Extension of Lines of Credit and Liquidity Agreements. The Board hereby
delegates the authority to the Designated Officers, each acting alone, to execute and deliver
one or more extensions to the Lines of Credit or the commitment available under the Lines of
Credit and the Liquidity Agreements 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 annual commitment
fee, based upon the highest lease obligation rating of the City at the time of execution of a
Liquidity Agreement, in excess of 1.25% per year of the commitment available under the
Liquidity Agreements without the 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 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 fees charged for any letters of credit, based upon the highest lease obligation rating of the City at the time of execution of a letter of credit and reimbursement agreement, do not exceed 1.25% 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 Agreements.

Section 7. **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 (the "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 of Supervisors. 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 8. **General Authority.** 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 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 First Supplement to Trust Agreement, the First Amendment to Sublease, the First Amendment to Site Lease, the Liquidity Agreements, the Delivery and Paying Agent Agreement, the Dealer Agreements or the Fee Agreements. 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. Any such actions are solely intended to further the purposes of this Resolution, and are subject in all respect to the terms of this Resolution. No such actions shall materially increase the risk to the City or require the City to spend any resources not otherwise granted herein. 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 9. Modifications, Changes, Additions. 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 to approve and make such modifications, changes or additions to the forms of First Supplement to Trust Agreement, First Amendment to Site Lease, First Amendment to Sublease, Liquidity Agreements, Delivery and Paying Agent Agreement, Dealer Agreements or Fee Agreements, 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 obligations of the City under the First Supplement to Trust Agreement, First Amendment to Site Lease, First Amendment to Sublease, Liquidity Agreements, Delivery and Paying Agent Agreement, Dealer Agreements or Fee Agreements. Approval of such modifications, changes or additions shall be conclusively evidenced by the execution and delivery by the Controller, the Director of the Office of Public Finance, or the Clerk of the Board, as the case may be, of the First Supplement to Trust Agreement, First Amendment to Site Lease, First Amendment to Sublease, Liquidity Agreements, Dealer Agreements, Delivery and Paying Agent Agreement or Fee Agreements.
Section 10.  **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. The Board hereby re-affirms its approval of the Commercial Paper 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 1, Series 1-T, Series 2 and Series 2-T Lease Revenue Commercial Paper Certificates of Participation shall not exceed $150,000,000, and 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.

Section 11.  **File.** All documents referenced herein as being on file with the Clerk of the Board are located in File No.160427, which is hereby declared to be a part of this Resolution as if set forth fully herein.

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

BY:
MARK D. BLAKE
Deputy City Attorney

Mayor Lee
BOARD OF SUPERVISORS
Resolution re-authorizing the issuance of Tax-Exempt (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 $250,000,000 to finance the acquisition, construction, and rehabilitation of capital improvements and capital equipment approved by the Board of Supervisors and the Mayor; authorizing the replacement of the existing credit facilities in the amount of $150,000,000; and approving and authorizing execution of a first supplement to trust agreement, a first amendment to site lease, a first amendment to sublease, revolving credit agreements, fee agreements, dealer agreements, and certain other related financing documents, and authorizing other related actions.

May 11, 2016 Budget and Finance Sub-Committee - RECOMMENDED

May 17, 2016 Board of Supervisors - ADOPTED

Ayes: 11 - Avalos, Breed, Campos, Cohen, Farrell, Kim, Mar, Peskin, Tang, Wiener and Yee

I hereby certify that the foregoing Resolution was ADOPTED on 5/17/2016 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo
Clerk of the Board

Mayor

Date Approved