Resolution authorizing the issuance from time to time in one or more series of not to exceed $800,000,000 Aggregate Principal Amount of City and County of San Francisco General Obligation Refunding Bonds; approving the form and authorizing the execution of General Obligation Refunding Bonds; approving the form and authorizing the execution of Declarations of Trust; authorizing the appointment of depositories and other agents; approving the form and authorizing the execution and delivery of Escrow Agreements; approving the tax levy for repayment of the General Obligation Refunding Bonds; approving procedures for the sale and award of General Obligation Refunding Bonds; approving the form of Official Notices of Sale; approving the form of and authorizing the execution and delivery of Bond Purchase Agreements; approving the form and authorizing the execution and delivery of Continuing Disclosure Certificates; approving the distribution of Preliminary Official Statements and authorizing execution and delivery of Official Statements; approving the appointment of verification agents; approving the retention of other agents and payment of compensation to such agents; authorizing payment of costs of issuance; approving modifications to documents; ratifying actions previously taken; and granting general authority to City officials to take necessary actions in connection with the authorization, issuance, sale and delivery of said General Obligation Refunding Bonds and the refunding of certain outstanding General Obligation Bonds.

WHEREAS, this Board of Supervisors (the "Board") of the City and County of San Francisco (the "City"), pursuant to the laws of the State of California, the Charter of the City
WHEREAS, the Board desires to issue and sell from time to time the City’s General Obligation Refunding Bonds (also referred to herein as the “Bonds”) in the aggregate principal amount not to exceed $800,000,000 pursuant to this resolution of the Board (this "Resolution"), the Charter, the Administrative Code of the City (the “Administrative Code”) and any ordinance now or hereinafter in effect, in order to reduce the amount of debt service payments on the Prior Bonds by refunding and setting aside funds to retire all or a portion of the Prior Bonds and to pay the costs of issuance of the Bonds; and

NOW, THEREFORE, BE IT RESOLVED by the Board of the City as follows:

Section 1. Issuance of Bonds. The Board hereby authorizes the issuance from time to time of the City’s General Obligation Refunding Bonds in an aggregate amount not to exceed $800,000,000. The Board hereby further authorizes the issuance of Bonds from time to time in one or more series (each a "Series") to be designated generally as “City and County of San Francisco General Obligation Refunding Bonds,” with each Series of Bonds to bear such additional designation as may be necessary or appropriate to distinguish such Series from every other Series of Bonds.

Each Series of Bonds shall be issued in accordance with this Resolution, the Charter, the Administrative Code and any ordinance now or hereinafter in effect.

The Director of the Mayor’s Office of Public Finance, or such other officer carrying out such duties on behalf of the City (the "Director") is hereby authorized and directed to determine which issues (or maturities within any issues) of the Prior Bonds shall be refunded

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from proceeds of any Series of Bonds and to provide for the sale of any Series of Bonds, by
public or private sale, subject to the following terms and conditions:

(a) the total present value net interest cost to maturity on the Series of Bonds to be
issued plus the principal amount of such Series of Bonds shall not exceed the total present
value net interest cost to maturity on the Prior Bonds to be refunded plus the principal amount
of the Prior Bonds to be refunded; provided however that the present value of debt service
savings with respect to the issuance of any Series of Bonds shall not be less than 3% of
aggregate debt service on the refunded bonds;

(b) the Series of Bonds shall not have a true interest cost in excess of twelve
percent (12%) (for purposes of this paragraph, true interest cost means that nominal annual
interest rate which, when compounded semiannually and used to discount all payments of
principal and interest payable on the Series of Bonds to the dated date of such Series of
Bonds, results in an amount equal to the principal amount of such Series of Bonds plus the
amount of any premium offered (disregarding for the purposes of the calculation the accrued
interest to the date of delivery of the Series of Bonds));

(c) the Series of Bonds shall not have a final maturity date later than the final
maturity date of the Prior Bonds to be refunded and in no event shall the Series of Bonds
have a final maturity date after June 30, 2028;

(d) costs of issuance with respect to the Series of Bonds (excluding underwriter’s
discount and any cost of credit enhancement) shall not exceed two percent (2%) of the
principal amount of such Series of Bonds;

(e) any original issue discount upon the purchase of the Series of Bonds shall not
exceed five percent (5%) of the principal amount of such Series of Bonds;

(f) in the event of a private sale of the Series of Bonds, underwriter’s discount shall
not exceed one and one-half percent (1-1/2%).
(g) in the event the Director determines to sell any Series of Bonds (or portion thereof) with credit enhancement, such as a municipal bond insurance policy or a letter of credit, the present value savings, as calculated by the Co-Financial Advisors, to the City resulting from the purchase of such credit enhancement shall equal or exceed the cost thereof; and

(h) no Series of Bonds shall be issued or sold after June 30, 2009, as such date may be extended by resolution of the Board.

Section 2. Documents. The documents presented to this Board and on file with the Clerk of the Board are contained in file no. 040454.

Section 3. Form of Bonds. The form of the Bonds, in substantially the form presented to this Board, copies of which are on file with the Clerk of the Board and by this reference incorporated herein, is hereby approved. The Mayor of the City (the "Mayor") and the Treasurer of the City (the "Treasurer") are each hereby authorized and directed to approve and to execute the Bonds of each Series by manual or facsimile signature; the Clerk and Deputy Clerk of the Board are each hereby authorized and directed to countersign, by manual or facsimile signature; and the Treasurer is hereby authorized and directed to authenticate, by manual or facsimile signature and to cause the seal of the City to be reproduced or impressed on the Bonds for each Series with such changes, additions, amendments or modifications made in accordance with Section 18 hereof. Notwithstanding the preceding sentence, at least one of the signatures required on the Bonds shall be a manual signature.

Section 4. Declaration of Trust. The form of Declaration of Trust (the "Declaration of Trust"), in substantially the form presented to this Board, copies of which are on file with the Clerk of the Board and by this reference incorporated herein, is hereby approved. The Treasurer is hereby authorized and directed to execute, and the Director is hereby authorized
and directed to approve and the Clerk of the Board is authorized to attest to, a Declaration of Trust for each Series of Bonds in substantially such form, with such changes, additions, amendments or modifications (including but not limited to changes, additions, amendments or modifications necessary to obtain credit enhancement or ratings for all or any portion of a Series of Bonds), which are approved by the Treasurer in the interest of the City, and which are made in accordance with Section 18 hereof. The City hereby agrees to comply with, or cause to be complied with, all covenants of the City and the Treasurer set forth in the Declaration of Trust.

**Section 5. Appointment of Depositories and Other Agents.** The Treasurer is hereby authorized and directed to appoint from time to time one or more depositories for the Bonds as he or she may deem desirable.

The Treasurer is also hereby authorized and directed to appoint from time to time one or more agents as he or she may deem necessary or desirable. To the extent permitted by applicable law, and under the supervision of the Treasurer, such agents may serve as paying agent, fiscal agent or registrar for the Bonds or may assist the Treasurer in performing any or all of such functions and other duties as the Treasurer shall determine. Such agents shall serve under such terms and conditions as the Treasurer shall determine. The Treasurer may remove or replace agents appointed pursuant to this section at any time.

**Section 6. Escrow Agreement.** The form of Escrow Agreement (the "Escrow Agreement") in substantially the form presented to this Board, copies of which are on file with the Clerk of the Board and by this reference incorporated herein, is hereby approved. The Controller or the Director is hereby authorized and directed to execute and deliver an Escrow Agreement for each Series or multiple Series of Bonds in substantially such form, with such changes, additions, amendments or modifications made in accordance with Section 18 hereof.
Section 7. Tax Levy. For the purpose of paying the principal of and interest on any Series of Bonds, the City at the time of fixing the general tax levy shall continue to fix, and in the manner provided for such general tax levy, levy and collect taxes annually each year until all outstanding Bonds of such Series have been paid, or provision for their payment has been made in accordance with the related Declaration of Trust; provided, however, that if the Board expects to sell any Series of Bonds at such time that the principal or interest on such Series of Bonds will become due before the proceeds of a tax levied after such sale would be available to pay such principal or interest, the City, at the time of fixing the annual tax levy, may levy a tax in an amount sufficient to pay that portion of the principal of and interest on the Series of Bonds which it expects will become due before the proceeds of the next succeeding tax levy will be available.

Said tax shall be in addition to all other taxes levied for City purposes and shall be collected at the same time and in the same manner as other taxes of the City are collected.

Pursuant to the terms of this Resolution, the City hereby pledges as security for each Series of Bonds and the interest thereon, and the Treasurer is hereby directed to deposit the proceeds of the aforementioned tax into the Bond Account established under the related Declaration of Trust. Such fund or funds shall be kept separate and apart from all other funds. So long as any of such Series of Bonds are outstanding, moneys in said accounts shall be used solely for the purpose of paying the principal of and interest on such Series of Bonds as such principal and interest shall become due and payable; provided, however, that when all of the principal and interest on all of such Series of Bonds has been paid, any balance of money then remaining in said funds shall be transferred to the General Fund of the City.

Section 8. Sale and Award of Bonds. In the event the Director determines to sell any Series of Bonds by public sale, the Director is hereby authorized and directed to determine a date for the sale of such Series of Bonds, and the Director on behalf of the
Controller is hereby authorized and directed to receive bids for the purchase of such Series of Bonds, and the Controller is hereby authorized and directed to award such Series of Bonds to the bidder whose bid represents the lowest true interest cost to the City, all in accordance with the procedures described in the Notice of Sale (defined herein).

Section 9. Notice of Sale. The form of proposed Official Notice of Sale (the "Notice of Sale"), in substantially the form presented to this Board, copies of which are on file with the Clerk of the Board and by this reference incorporated herein, is hereby approved. The Director is hereby authorized and directed, in consultation with the City Attorney, to make such changes, amendments or modifications to the Notice of Sale as may be necessary or advisable, subject to the terms of this Resolution.

In the event of a public sale of any Series of Bonds, sealed proposals for the purchase of such Series of Bonds shall be received by the Director, on behalf of the Controller, on such date and at such time and in accordance with such procedures as may be determined by the Director.

Section 10. Notice of Intention to Sell. The Director is hereby authorized to prepare and to cause to be published in The Bond Buyer, or such other financial newspaper as designated by the Director, no later than five (5) days prior to the proposed sale date of a Series of Bonds, a notice of intention to sell describing the Series of Bonds to be sold, substantially in the form presented to this Board.

Section 11. Selection of Underwriters. In order to facilitate the sale of any Series of Bonds by private sale, the Director is hereby authorized and directed to appoint one or more investment banking firms to act as underwriters for such Series of Bonds in accordance with City policies and procedures, including, but not limited to, the City's policy to provide locally disadvantaged minority business enterprises and women enterprises an equal opportunity to participate in the performance of all City contracts.
Section 12. Bond Purchase Agreements. The form of Bond Purchase Agreement (the "Bond Purchase Agreement"), in substantially the form presented to this Board, a copy of which is on file with the Clerk of the Board and by this reference incorporated herein, is hereby approved. In the event the Director determines it is in the best interests of the City to sell any Series of Bonds by private sale, the Director is hereby authorized and directed to execute and deliver a Bond Purchase Agreement for such Series of Bonds in substantially such form, with such changes, additions, amendments or modifications made in accordance with Section 18 hereof.

Section 13. Continuing Disclosure Certificate. The form of Continuing Disclosure Certificate (the "Continuing Disclosure Certificate") in substantially the form presented to this Board, copies of which are on file with the Clerk of the Board and by this reference incorporated herein, is hereby approved. The Controller is hereby authorized and directed to execute and deliver a Continuing Disclosure Certificate for each Series or multiple Series of Bonds in substantially such form, with such changes, additions, amendments or modifications made in accordance with Section 18 hereof.

Section 14. Official Statement. The Controller is hereby authorized and directed, in consultation with the City Attorney, to prepare a preliminary official statement for each Series of Bonds authorized by this Resolution. The form of proposed preliminary official statement (the "Preliminary Official Statement"), in substantially the form presented to this Board, which is on file with the Clerk of the Board and by this reference incorporated herein, is hereby approved with such changes, additions, amendments or modifications made in accordance with Section 18 hereof. The Controller is hereby authorized to cause the distribution of a Preliminary Official Statement for each Series of Bonds, deemed final for purposes of Rule 15c2-12 of the Securities and Exchange Act of 1934, as amended, and to sign a certificate to that effect; provided, that at least fifteen (15) days prior to the date of such Preliminary Official
Statement a draft of such Preliminary Official Statement, together with an estimate of projected net present value savings with respect the issuance of such Series of Bonds and an estimate of the costs of issuance incident thereto, shall be submitted to the Clerk of the Board for distribution to the Board. The Controller is hereby further authorized and directed to sign a final Official Statement for each Series of Bonds. The Co-Financial Advisors are hereby authorized and directed to cause to be printed and mailed, or distributed electronically, to prospective bidders or purchasers, as appropriate, for such Series of Bonds, copies of the Preliminary Official Statement and the final Official Statement.

Section 15. Verification Agents. The Director is hereby authorized and directed to appoint and compensate from time to time one or more verification agents as he or she may deem necessary or desirable to certify that the proceeds of a Series of Bonds are sufficient to satisfy the requirements of Section 53558 of the California Government Code with respect to the Prior Bonds to be redeemed by such Series of Bonds. Such verification agents shall serve under such terms and conditions as the Director shall determine. The Director may remove or replace verification agents appointed pursuant to this section at any time.

Section 16. Retention of Other Agents; Payment of Compensation to Such Agents. The Director is hereby authorized and directed to retain the services of other agents, including, but not limited to, rating agencies, financial advisors, bond insurers and escrow agents as he or she may deem necessary or desirable to facilitate the issuance of a Series of Bonds. The Director is hereby further authorized to enter into any agreements and to compensate such agents for services rendered. The Director may remove or replace agents appointed pursuant to this section at any time.

Section 17. Payment of Costs of Issuance. The Treasurer is hereby authorized and directed to pay, or cause to be paid on behalf of the City, the costs of issuance associated with each Series of Bonds.
Section 18. Modification to Documents. Any City official authorized by this Resolution to execute any document is hereby further authorized, in consultation with the City Attorney, to approve and make such changes, additions, amendments or modifications to the document or documents the official is authorized to execute as may be necessary or advisable (provided that such changes, additions, amendments or modifications shall not authorize an aggregate principal amount of Bonds in excess of $800,000,000, or being inconsistent with any of the conditions set forth in Section 1 hereof). The approval of any change, addition, amendment or modification to any of the aforementioned documents shall be evidenced conclusively by the execution and delivery of the document in question.

Section 19. Ratification. All actions heretofore taken by the officials, employees and agents of the City with respect to the sale and issuance of any Series of Bonds and the refunding of the Prior Bonds are hereby approved, confirmed and ratified.

Section 20. General Authority. The Treasurer, the Controller, the City Administrator, the Mayor, the Clerk of the Board, the Director and any other officials of the City and their duly authorized deputies and agents are hereby authorized and directed, for and in the name and on behalf of the City, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of

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any Series of Bonds, the refunding of the Prior Bonds and to effectuate the purposes thereof
and of the documents herein approved in accordance with this resolution and resolutions
heretofore adopted by this Board.

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

By Mark D. Blake
Deputy City Attorney

Mayor Gavin Newsom
BOARD OF SUPERVISORS
## SCHEDULE A
### LIST OF THE PRIOR BONDS

<table>
<thead>
<tr>
<th>Original Amount</th>
<th>Name of Issue</th>
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<tbody>
<tr>
<td>$18,480,000</td>
<td>General Obligation Bonds (Public Safety Improvement Project, 1990) Series 1995A</td>
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<td>26,000,000</td>
<td>General Obligation Bonds (Golden Gate Improvement Project, 1992) Series 1995B</td>
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<td>63,590,000</td>
<td>General Obligation Bonds, Series 1996A (City Hall Improvement Project, 1989)</td>
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<td>7,645,000</td>
<td>General Obligation Bonds (Public Safety Improvement Projects) Series 1996B</td>
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<td>General Obligation Bonds (Fire Department Facilities Project, 1992) Series 1996C</td>
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<td>42,300,000</td>
<td>General Obligation Bonds (School District Facilities Improvement, 1994) Series 1996D</td>
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<tr>
<td>25,000,000</td>
<td>General Obligation Bonds (Asian Art Museum Relocation Project) Series 1996E</td>
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<td>25,105,000</td>
<td>General Obligation Bonds (Golden Gate Park Improvement, 1992) Series 1997A</td>
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<td>General Obligation Bonds (School District Facilities Improvement, 1994) Series 1997B</td>
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<td>General Obligation Bonds (Educational Facilities Bonds---Community College District) Series 1999A</td>
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<td>General Obligation Bonds (Educational Facilities Bonds, 1997 – San Francisco Unified School District) 1999B</td>
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<td>General Obligation Bonds (Zoo Facilities Bonds, 1997) Series 1999C</td>
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<td>16,730,000</td>
<td>General Obligation Bonds (Asian Art Museum Relocation Project) Series 1999D</td>
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<td>29,605,000</td>
<td>General Obligation Bonds (Educational Facilities Bonds, 1997 – San Francisco Unified School District) 2000A</td>
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<tr>
<th></th>
<th>Amount</th>
<th>Description</th>
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<td>15</td>
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<td>6,180,000</td>
<td>General Obligation Bonds (Neighborhood Recreation and Park Facilities Improvement Bonds, 2000) Series 2000C</td>
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<td>17</td>
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<td>General Obligation Bonds (Affordable Housing) Series 2000D</td>
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<td>20,000,000</td>
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30. 17,000,000

General Obligation Bonds (Affordable Housing) Series 2001 C

31. 23,000,000

Taxable General Obligation Bonds (Affordable Housing) Series 2001 D
Resolution authorizing the issuance from time to time in one or more series of not to exceed $800,000,000 Aggregate Principal Amount of City and County of San Francisco General Obligation Refunding Bonds; approving the form and authorizing the execution of General Obligation Refunding Bonds; approving the form and authorizing the execution of Declarations of Trust; authorizing the appointment of depositaries and other agents; approving the form and authorizing the execution and delivery of Escrow Agreements; approving the tax levy for repayment of the General Obligation Refunding Bonds; approving procedures for the sale and award of General Obligation Refunding Bonds; approving the form of Official Notices of Sale; authorizing the publication of Notices of intention to Sell; approving the form of and authorizing the execution and delivery of Bond Purchase Agreements; approving the form and authorizing the execution and delivery of Continuing Disclosure Certificates; authorizing selection of underwriters; approving the form of and authorizing the distribution of Preliminary Official Statements and authorizing execution and delivery of Official Statements; approving the appointment of verification agents; approving the retention of other agents and payment of compensation to such agents; authorizing payment of costs of issuance; approving modifications to documents; ratifying actions previously taken; and granting general authority to City officials to take necessary actions in connection with the authorization, issuance, sale and delivery of said General Obligation Refunding Bonds and the refunding of certain outstanding General Obligation Bonds.

May 11, 2004 Board of Supervisors — ADOPTED
Ayes: 9 - Alioto-Pier, Daly, Dufty, Gonzalez, Hall, Ma, Maxwell, Peskin, Sandoval
Absent: 1 - McGoldrick
Excused: 1 - Ammiano
I hereby certify that the foregoing Resolution was ADOPTED on May 11, 2004 by the Board of Supervisors of the City and County of San Francisco.

Gloria L. Young
Clerk of the Board

Mayor Gavin Newsom

5/13/04
Date Approved