

1 [Bond Sale for Seismic Safety Loan Program Bonds.]

2

3 **Resolution authorizing and directing the sale of not to exceed \$35,000,000 aggregate**
4 **principal amount of City and County of San Francisco Taxable General Obligation**
5 **Bonds (Seismic Safety Loan Program, 1992), Series 2006A; approving the form of a**
6 **credit agreement pursuant to which such bonds will be issued and sold; prescribing**
7 **the form and terms of said bonds; authorizing the execution, authentication and**
8 **registration of said bonds; providing for the establishment of accounts related thereto;**
9 **approving modifications to documents; ratifying certain actions previously taken; and**
10 **granting general authority to City officials to take necessary actions in connection with**
11 **the authorization, issuance, sale and delivery of said bonds.**

12

13 WHEREAS, In November 1992 the voters of the City and County of San Francisco (the
14 "City") approved Proposition A ("Proposition A"), which authorized the issuance of
15 \$350,000,000 aggregate principal amount of general obligation bonds (the "Bonds") to provide
16 funds for loans to finance the seismic strengthening of unreinforced masonry buildings within
17 the City; and,

18 WHEREAS, By Resolution No. 160-94 (the "Authorizing Resolution"), adopted by the
19 Board of Supervisors (the "Board") of the City on February 22, 1994 and signed by the Mayor
20 of the City (the "Mayor") on February 25, 1994, the City authorized the issuance of the Bonds,
21 and the sale of the first series of not to exceed \$35,000,000 aggregate principal amount of
22 said Bonds; and,

23 WHEREAS, It is necessary and desirable to issue an additional portion of the Bonds in
24 a series to be entitled City and County of San Francisco Taxable General Obligation Bonds

25

1 (Seismic Safety Loan Program, 1992), Series 2006A (the "Series 2006A Bonds"), in an
2 amount not to exceed \$35,000,000; and,

3 WHEREAS, There are issues specific to this transaction that are outside of the City's
4 customary credit profile, including the City's inability to spend Series 2006A Bond proceeds
5 unless and until applications submitted by private borrowers for such funds are approved;
6 and,

7 WHEREAS, The Director of the Office of Public Finance has negotiated a private
8 placement arrangement for the Series 2006A Bonds that will limit the outstanding general
9 obligation bond debt to the amount necessary to fund approved private loans, thus avoiding
10 significant costs associated with a more traditional competitive sale structure under this bond
11 program; and,

12 WHEREAS, The Series 2006A Bonds are being issued pursuant to the Authorizing
13 Resolution, Title 5, Division 2, Part 1, Chapter 3, Article 4.5 of the California Government
14 Code (the "Act"), the Charter of the City and a duly held election; and,

15 WHEREAS, The adoption of this Resolution shall constitute authorization of the Series
16 2006A Bonds within the meaning of Section 864 of the California Code of Civil Procedure;
17 now therefore, be it

18 RESOLVED, By the Board of Supervisors of the City and County of San Francisco, as
19 follows:

20 Section 1. Recitals. All of the recitals herein are true and correct.

21 Section 2. Conditions Precedent. All conditions, things and acts required by law to
22 exist, to happen and to be performed precedent to and in the issuance of the Series 2006A
23 Bonds exist, have happened and have been performed in due time, form and manner in
24
25

1 accordance with applicable law, and the City is now authorized pursuant to its Charter and
2 applicable law to incur indebtedness in the manner and form provided in this Resolution.

3 Section 3. Documents. The documents presented to this Board and on file with the
4 Clerk of the Board of Supervisors, or his or her designee (the "Clerk of the Board of
5 Supervisors") are contained in File No. 061601.

6 Section 4. Issuance and Sale of Series 2006A Bonds. The Board hereby authorizes
7 the issuance and sale of not to exceed \$35,000,000 principal amount of bonds to be
8 designated as "City and County of San Francisco Taxable General Obligation Bonds (Seismic
9 Safety Loan Program, 1992), Series 2006A" for the purposes set forth in Proposition A
10 approved by the voters on November 3, 1992. The Director of Public Finance of the City or
11 her or his designee (the "Director of Public Finance") is hereby authorized to determine the
12 various terms of the Series 2006A Bonds, subject to the following terms and conditions: (i)
13 the Series 2006A Bonds shall not have a true interest cost in excess of 12%; and (ii) the
14 Series 2006A Bonds shall not have a final maturity date after 2036. The Director of Public
15 Finance is further authorized to give the Series 2006A Bonds such additional or other series
16 designation as may be necessary or appropriate to distinguish such series from every other
17 series and from other bonds issued by the City.

18 Section 5. Approval of Credit Agreement. The form of the Credit Agreement (the
19 "Credit Agreement") between the City and a purchaser to be determined by the Director of
20 Public Finance ("Purchaser"), submitted to the Board of Supervisors is hereby approved and
21 adopted, with such additions, corrections and revisions as may be determined to be
22 necessary or desirable, made in accordance with Section 16 hereof. The Mayor is hereby
23 authorized and directed, for and in the name and on behalf of the City, to execute and deliver
24 the Credit Agreement in substantially said form, with such changes therein as such officer
25

1 may require or approve in consultation with the City Attorney, such approval to be
2 conclusively evidenced by the execution and delivery thereof.

3 Section 6. Execution, Authentication and Registration of the Series 2006A Bonds. The
4 Series 2006A Bonds shall be in fully registered form without coupons in such denominations
5 as the Director of Public Finance shall determine. The officers of the City are hereby directed
6 to cause the Series 2006A Bonds to be prepared in sufficient quantity for delivery to or for the
7 account of the purchaser thereof and the Clerk of the Board of Supervisors or his or her
8 designee (the "Clerk of the Board") is hereby directed to cause the blanks to be completed, to
9 cause the seal of the City to be reproduced or impressed thereon, to procure their execution
10 by the proper officers of the City (including by facsimile signature if necessary or convenient),
11 and to deliver the Series 2006A Bonds when so executed to said purchaser in exchange for
12 the purchase price thereof, all in accordance with the Authorizing Resolution.

13 The Series 2006A Bonds and the certificate of authentication and registration of the
14 Treasurer or his or her designee and the form of assignment to appear thereon shall be
15 substantially in the form attached hereto as Exhibit A (a copy of which is on file with the Clerk
16 of the Board and which is hereby declared to be part of this Resolution as if fully set forth
17 herein) with necessary or appropriate variations, omissions and insertions as permitted or
18 required by this Resolution.

19 Only such of the Series 2006A Bonds as shall bear thereon a certificate of
20 authentication and registration in the form herein recited, executed by the Treasurer, shall be
21 valid or obligatory for any purpose or entitled to the benefits of this Resolution, and such
22 certificate of the Treasurer, executed as herein provided, shall be conclusive evidence that the
23 Series 2006A Bonds so authenticated have been duly authenticated and delivered hereunder
24 and are entitled to the benefits of this Resolution.

1 The Treasurer shall assign a distinctive letter, or number, or letter and number to each
2 Series 2006A Bond authenticated and registered by him or her and shall maintain a record
3 thereof which shall be available for inspection.

4 Section 7. Registration Books. The Treasurer shall keep or cause to be kept, at the
5 office of the Treasurer or at the designated office of any registrar appointed by the Treasurer,
6 sufficient books for the registration and transfer of the Series 2006A Bonds, which shall at all
7 times be open to inspection, and upon presentation for such purpose, the Treasurer shall,
8 under such reasonable regulations as he or she may prescribe under the terms of this
9 Resolution and the Credit Agreement, register or transfer or cause to be registered or
10 transferred, on said books, the Series 2006A Bonds as herein provided. The City and the
11 Treasurer may treat the registered owners of the Series 2006A Bonds as the absolute owners
12 thereof for all purposes, and the City and the Treasurer shall not be affected by any notice to the
13 contrary.

14 Series 8. Transfer or Exchange of Bonds. Any Series 2006A Bond may, in
15 accordance with its terms, the terms of this Resolution and the terms of the Credit Agreement,
16 be transferred upon the books required to be kept pursuant to the provisions of Section 6
17 hereof, by the person in whose name it is registered, in person or by the duly authorized
18 attorney of such person in writing, upon surrender of such Series 2006A Bond for
19 cancellation, accompanied by delivery of a duly executed written instrument of transfer in a
20 form approved by the Treasurer and upon such other conditions as required by the Credit
21 Agreement.

22 Any Series 2006A Bonds may be exchanged at the office of the Treasurer for a like
23 aggregate principal amount of other authorized denominations of the same interest rate and
24 maturity.

1 Whenever any Series 2006A Bond shall be surrendered for transfer or exchange in
2 accordance with the terms of the Credit Agreement, the designated City officials shall execute
3 (as provided in Section 6 hereof) and the Treasurer shall authenticate and deliver a new
4 Series 2006A Bond(s) of the same interest rate or rates and maturity in a like aggregate
5 principal amount. The Treasurer shall require the payment by any bond owner requesting any
6 such transfer of any tax or other governmental charge required to be paid with respect to such
7 transfer or exchange.

8 Section 9. Terms of the Bonds; General Redemption Provisions. The Series 2006A
9 Bonds shall each be dated the date such Series 2006A Bonds are purchased by the
10 Purchaser under the Credit Agreement (the "Dated Date"). The Series 2006A Bonds shall
11 bear interest from the Dated Date until the principal is paid in full at rates to be determined
12 pursuant to the terms of the Credit Agreement, calculated on the basis of a 360-day year
13 comprised of twelve 30-day months, payable December 15, 2007, and semiannually
14 thereafter on June 15 and December 15 of each year (or such other dates as may be
15 designated in the Credit Agreement).

16 The principal of and interest on the Series 2006A Bonds shall be payable in lawful
17 money of the United States of America to the owner thereof in the manner provided in the
18 Credit Agreement.

19 Each Series 2006A Bond shall bear interest which shall accrue and be payable in the
20 manner provided in the Credit Agreement.

21 The Series 2006A Bonds shall be subject to optional and mandatory sinking fund
22 redemption or prepayment prior to maturity under the terms and conditions and at the prices
23 set forth in the Credit Agreement. The principal and interest on the Series 2006A Bonds
24
25

1 subject to redemption or prepayment shall be paid from the Series 2006A Bond Account,
2 pursuant to Section 10 hereof.

3 At the time the Treasurer or the Controller or his or her designee determines to optionally
4 redeem or prepay any of the Series 2006A Bonds in whole or in part, the Treasurer or his or her
5 agent may establish a redemption account to be described or known as the "Taxable General
6 Obligation Bonds (Seismic Safety Loan Program, 1992), Series 2006A Redemption Account"
7 (the "Series 2006A Redemption Account") and prior to or on the redemption date there may be
8 set aside in said Series 2006A Redemption Account moneys available for the purpose and
9 sufficient to redeem or prepay the Series 2006A Bonds designated for redemption or
10 prepayment. Said moneys set aside in the Series 2006A Redemption Account shall be used
11 solely for the purpose of, and shall be applied on or after the redemption or prepayment date to,
12 payment of the Series 2006A Bonds to be redeemed or prepaid. Any interest due on or prior to
13 the redemption date may be paid from the Series 2006A Bond Account as provided in Section
14 10 hereof or from the Series 2006A Redemption Account. Moneys held from time to time in the
15 Series 2006A Redemption Account shall be invested by the Treasurer pursuant to the City's
16 policies and guidelines for investment of General Fund moneys. If, after all of the Series 2006A
17 Bonds have been redeemed and canceled or paid and canceled, there are moneys remaining in
18 said Series 2006A Redemption Account, said moneys shall be transferred to the General Fund
19 of the City or to such other fund or account as required by applicable law; provided, however,
20 that if said moneys are part of the proceeds of refunding bonds, said moneys shall be transferred
21 pursuant to the resolution authorizing such refunding bonds.

22 Section 10. Series 2006A Bond Account. There is hereby established with the
23 Treasurer a special account in the Taxable General Obligation Bonds (Seismic Safety Loan
24 Program) Bond Fund (the "Bond Fund") created pursuant to Section 4 of the Authorizing
25

1 Resolution, to be designated the "Taxable General Obligation Bonds (Seismic Safety Loan
2 Program, 1992), Series 2006A Bond Account" (the "Series 2006A Bond Account"), to be held
3 separate and apart from all other accounts of the City. All interest earned on amounts on
4 deposit in the Series 2006A Bond Account shall be retained in the Series 2006A Bond
5 Account.

6 On or prior to the date on which any payment of principal or interest on the Series
7 2006A Bonds is due, including any Series 2006A Bonds subject to mandatory redemption or
8 prepayment on said date, the Treasurer shall allocate to and deposit in the Series 2006A
9 Bond Account, from amounts held in the Bond Fund pursuant to Section 4 of the Authorizing
10 Resolution, an amount which, when added to any available moneys contained in the Series
11 2006A Bond Account, is sufficient to pay principal and interest on the Series 2006A Bonds on
12 such date.

13 On or prior to the date on which any Series 2006A Bonds are to be redeemed or
14 prepaid at the option of the City pursuant to this Resolution, the Treasurer may allocate to and
15 deposit in the Series 2006A Redemption Account, from amounts held in the Bond Fund
16 pursuant to Section 4 of the Authorizing Resolution, an amount which, when added to any
17 available moneys contained in the Series 2006A Redemption Account, is sufficient to pay
18 principal, interest and premium, if any, on such Series 2006A Bonds on such date. The
19 Treasurer may make such other provision for the payment of principal and interest and any
20 premium on the Series 2006A Bonds as is necessary or convenient to permit the optional
21 redemption or prepayment of the Series 2006A Bonds.

22 Amounts in the Series 2006A Bond Account may be invested in any investment of the
23 City in which moneys in the General Fund of the City are invested. The Treasurer may
24 commingle any of the moneys held in the Series 2006A Bond Account with other City moneys
25

1 or deposit amounts credited to the Series 2006A Bond Account into a separate fund or funds
2 for investment purposes only; *provided, however*, that all of the moneys held in the Series
3 2006A Bond Account hereunder shall be accounted for separately notwithstanding any such
4 commingling or separate deposit by the Treasurer. Any premium or accrued interest received
5 upon the sale of the Series 2006A Bonds shall be deposited into the Series 2006A Bond
6 Account.

7 Section 11. Series 2006A Loan Repayment Account. There is hereby established with
8 the Treasurer a special loan repayment account in the Taxable General Obligation Bonds
9 (Seismic Safety Loan Program, 1992) Loan Repayment Fund (the "Loan Repayment Fund")
10 created pursuant to Section 5 of the Authorizing Resolution, to be designated the "Taxable
11 General Obligation Bonds (Seismic Safety Loan Program, 1992) Series 2006A Loan
12 Repayment Account" (the "Series 2006A Loan Repayment Account") to be held separate and
13 apart from all other accounts of the City. All regularly scheduled loan repayments received
14 from loans the proceeds of which were derived from the Series 2006A Bonds (other than
15 prepayments, which shall be deposited in the hereinafter defined Series 2006A Prepayment
16 Account) shall be deposited upon receipt by the Treasurer in the Series 2006A Loan
17 Repayment Account.

18 So long as any of the Bonds are outstanding or authorized but unissued, moneys in
19 said account shall be used solely for the purpose of paying the principal of and interest on the
20 Series 2006A Bonds as such principal and interest shall become due and payable or upon
21 redemption; *provided, however*, that when the principal and interest due on all Bonds is paid
22 and there is no remaining Bond authorization, any balance of money then remaining in said
23 fund may be used for any lawful purpose, including, but not limited to, making additional loans
24 for seismic strengthening of unreinforced masonry buildings and the payment of debt service
25

1 or the redemption of other outstanding general obligation bonds of the City, as shall be
2 determined by the Director of Public Finance, in consultation with the City Attorney.

3 Section 12. Series 2006A Loan Account and Series 2006A Costs of Issuance Account.

4 There is hereby established with the Treasurer a special loan account in the Seismic Safety
5 Loan Fund (the "Loan Fund") created pursuant to Section 14 of the Authorizing Resolution, to
6 be designated the "Taxable General Obligation Bonds (Seismic Safety Loan Program, 1992),
7 Series 2006A Loan Account" (the "Series 2006A Loan Account") and a special costs of
8 issuance account to be designated as the "Taxable General Obligation Bonds (Seismic Safety
9 Loan Program, 1992), Series 2006A Costs of Issuance Account" (the "Series 2006A Cost of
10 Issuance Account"). Such Series 2006A Loan Account and Series 2006A Costs of Issuance
11 Account shall be kept separate and apart from all other funds and accounts. All proceeds
12 from the sale of the Series 2006A Bonds (except any premium and/or accrued interest on
13 such sale which shall be deposited in the Series 2006A Bond Account pursuant to Section 10
14 of this Resolution) shall be deposited by the Treasurer in the Series 2006A Loan Account and
15 Series 2006A Costs of Issuance Account as directed by the Director of Public Finance.

16 All moneys in the Series 2006A Loan Account shall be applied exclusively to the object
17 and purpose specified in the proposition set forth in Section 3 of the Authorizing Resolution.
18 All moneys in the Series 2006A Costs of Issuance Account shall be applied to the payment of
19 costs of issuance associated with the Series 2006A Bonds. Costs of issuance of the Series
20 2006A Bonds shall include, without limitation, mailing and publication expenses, the fees and
21 expenses of financial consultants and co-bond counsel, fees payable under the Credit
22 Agreement and the reimbursement of City departmental expenses in connection with the
23 issuance of the Series 2006A Bonds. Any moneys remaining in the Series 2006A Costs of
24 Issuance Account when all such costs have been paid shall be transferred to the Series

1 2006A Loan Account as directed by the Director of Public Finance. Any moneys remaining in
2 the Series 2006A Loan Account when the object and purpose set forth above have been
3 accomplished shall be transferred to the Series 2006A Bond Account or the Series 2006A
4 Redemption Account as the Director of Public Finance shall direct in writing.

5 Within the Series 2006A Loan Account there are hereby established two loan
6 subaccounts to be designated the "Series 2006A Market Rate Loan Subaccount" and the
7 "Series 2006A Below Market Rate Loan Subaccount." The Director of Public Finance, in
8 consultation with the Director of the Mayor's Office of Housing, shall direct the deposit of
9 available proceeds of the Series 2006A Bonds in the Series 2006A Loan Account to one of
10 the two subaccounts; provided, however, that no more than \$20,000,000 of the proceeds of
11 the Series 2006A Bonds may be deposited into the Series 2006A Market Rate Loan
12 Subaccount and no more than \$15,000,000 of the proceeds of the Series 2006A Bonds may
13 be deposited into the Series 2006A Below Market Rate Loan Subaccount. Amounts in each
14 respective subaccount shall be subject to the restrictions imposed under Proposition A for
15 such type of loan, the provisions of which are incorporated herein by reference.

16 Section 13. Prepayment Fund. There is hereby established with the Treasurer a
17 special account in the Taxable General Obligation Bonds (Seismic Safety Loan Program,
18 1992) Prepayment Fund (the "Prepayment Fund") created pursuant to Section 15 of the
19 Authorizing Resolution, to be designated as the "Taxable General Obligation Bonds (Seismic
20 Safety Loan Program, 1992), Series 2006A Prepayment Account" (the "Series 2006A
21 Prepayment Account"), to be held separate and apart from all other accounts of the City. All
22 loan prepayments received from loans the proceeds of which were derived from the Series
23 2006A Bonds shall be deposited upon receipt by the Treasurer in the Series 2006A
24 Prepayment Account. All interest earned on amounts on deposit in the Series 2006A
25

1 Prepayment Account shall be retained in the Series 2006A Prepayment Account. Amounts in
2 the Series 2006A Prepayment Account shall be used solely for the purpose of redeeming or
3 prepaying Series 2006A Bonds or for paying principal of or interest on the Series 2006A
4 Bonds as the same becomes due on or before their maturity date or prior redemption date, as
5 the Director of Public Finance may direct in writing.

6 When all of the principal and interest on the bonds authorized under Proposition A
7 have been paid, any balance of money then remaining in the Series 2006A Prepayment
8 Account may be used for any lawful purpose, including, but not limited to, making additional
9 loans for seismic strengthening of unreinforced masonry buildings and the payment of debt
10 service or the redemption of other outstanding general obligation bonds of the City, as shall
11 be determined by the Director of Public Finance, in consultation with the City Attorney.

12 Section 14. Appointment of Agents. The Treasurer is hereby authorized and directed to
13 appoint one or more agents as he or she may deem necessary or desirable. To the extent
14 permitted by applicable law and under the supervision of the Treasurer, such agents may serve
15 as paying agent, fiscal agent, rebate calculation agent or escrow agent or registrar for the Series
16 2006A Bonds or may assist the Treasurer in performing any or all of such functions and such
17 other duties as the Treasurer shall determine. Such agents shall serve under such terms and
18 conditions as the Treasurer shall determine. The Treasurer may remove or replace agents
19 appointed pursuant to this paragraph at any time.

20 Section 15. Defeasance Provisions. Payment of all or any portion of the Series 2006A
21 Bonds may be provided for prior to such Series 2006A Bonds' respective stated maturities by
22 irrevocably depositing with the Treasurer (or any commercial bank or trust company designated
23 by the Treasurer to act as escrow agent with respect thereto):
24
25

1 (a) An amount of cash equal to the principal amount of all of such Series
2 2006A Bonds or a portion thereof, and all unpaid interest thereon to maturity, except that in the
3 case of Series 2006A Bonds which are to be redeemed prior to such Series 2006A Bonds'
4 respective stated maturities and in respect of which notice of such redemption shall have been
5 given as provided in Section 8 hereof or an irrevocable election to give such notice shall have
6 been made by the City, the amount to be deposited shall be the principal amount thereof, all
7 unpaid interest thereon to the redemption date, and any premium due on such redemption date;
8 or

9 (b) Defeasance Securities (as herein defined) not subject to call, except as
10 provided below in the definition thereof, maturing and paying interest at such times and in such
11 amounts; together with interest earnings and cash, if required, as will, without reinvestment, as
12 certified by an independent certified public accountant, be fully sufficient to pay the principal and
13 all unpaid interest to maturity, or to the redemption date, as the case may be, and any premium
14 due on the Series 2006A Bonds to be paid or redeemed, as such principal and interest come
15 due; provided, that, in the case of the Series 2006A Bonds which are to be redeemed prior to
16 maturity, notice of such redemption shall be given as provided in Section 8 hereof or an
17 irrevocable election to give such notice shall have been made by the City; then, all obligations of
18 the City with respect to said outstanding Series 2006A Bonds shall cease and terminate, except
19 only the obligation of the City to pay or cause to be paid from the funds deposited pursuant to
20 paragraphs (a) or (b) of this Section 15, to the owners of said Series 2006A Bonds all sums due
21 with respect thereto; provided, that the City shall have received an opinion of nationally
22 recognized bond counsel, that provision for the payment of said Series 2006A Bonds has been
23 made in accordance with this Section 15.
24
25

1 For purpose of this Section 15, "Defeasance Securities" shall mean any of the following
2 which at the time are legal investments under the laws of the State of California for the moneys
3 proposed to be invested therein:

4 (1) United States Obligations (as herein defined); and

5 (2) Pre-refunded fixed interest rate municipal obligations meeting the following
6 conditions: (a) the municipal obligations are not subject to redemption prior to maturity, or the
7 trustee has been given irrevocable instructions concerning their calling and redemption and the
8 issuer has covenanted not to redeem such obligations other than as set forth in such
9 instructions; (b) the municipal obligations are secured by cash and/or United States Obligations;
10 (c) the principal of and interest on the United States Obligations (plus any cash in the escrow
11 fund or the redemption account) are sufficient to meet the liabilities of the municipal obligations;
12 (d) the United States Obligations serving as security for the municipal obligations are held by the
13 Treasurer or, if appointed by the Treasurer pursuant to Section 14 hereof, an escrow agent or
14 trustee; (e) the United States Obligations are not available to satisfy any other claims, including
15 those against the trustee or escrow agent; and (f) the municipal obligations are rated, at the time
16 of original deposit to the escrow fund, the highest ratings category by any two of the three Rating
17 Agencies (as defined herein).

18 For purposes of this Section 15, "United States Obligations" shall mean (i) direct and
19 general obligations of the United States of America, or obligations that are unconditionally
20 guaranteed as to principal and interest by the United States of America, including without
21 limitation, the interest component of Resolution Funding Corporation (REFCORP) bonds which
22 have been stripped by request to the Federal Reserve Bank of New York in book-entry form or
23 (ii) any security issued by an agency or instrumentality of the United States of America which is
24 selected by the Director of Public Finance that results in the escrow fund being the highest
25

1 ratings category by any two of the three Rating Agencies (as defined herein) at the time of the
2 initial deposit to the escrow fund and upon any substitution or subsequent deposit to the escrow
3 fund.

4 For purposes of this Section 15, "Rating Agencies" shall mean Moody's Investors Service,
5 Inc. ("Moody's"), Fitch Ratings ("Fitch"), and Standard and Poor's Rating Services, a division of
6 The McGraw-Hill Companies, Inc. ("S&P"), or any other nationally-recognized bond rating
7 agency which is the successor to any of the foregoing rating agencies.

8 Section 16. Modification to Documents. Any City official authorized by this Resolution to
9 execute any document is hereby further authorized, in consultation with the City Attorney, to
10 approve and make such changes, additions, amendments or modifications to the document or
11 documents such official is authorized to execute as may be necessary or advisable (provided
12 that such changes, additions, amendments or modifications shall not authorize an aggregate
13 principal amount of Series 2006A Bonds in excess of \$35,000,000 or conflict with the terms of
14 Proposition A or the provisions of Section 4 hereof). The approval of any change, addition,
15 amendment or modification to any of the aforementioned documents shall be evidenced
16 conclusively by the execution and delivery of the document in question.

17 Section 17. Ratification. All actions heretofore taken by officials, employees and agents
18 of the City with respect to the sale and issuance of the Series 2006A Bonds are hereby
19 approved, confirmed and ratified.

20 Section 18. Relationship to Authorizing Resolution. In the event of any conflict between
21 this Resolution and the Authorizing Resolution, the terms of this Resolution shall control.

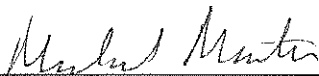
22 Section 19. Accountability Reports. The Series 2006A Bonds are subject to Article VIII of
23 Chapter 2 of the City's Administrative Code. Accountability report(s) with respect to the Series
24
25

1 2006A Bonds have been or shall be submitted at the time(s) and in the manner required by said
2 Article VIII.

3 Section 20. General Authority. The Clerk of the Board, the Mayor, the Treasurer, the
4 Director of Public Finance, the City Attorney and the Controller are each hereby authorized and
5 directed in the name and on behalf of the City to take any and all steps and to issue, deliver or
6 enter into any and all certificates, requisitions, agreements, notices, consents, and other
7 documents as may be necessary to give effect to the provisions of this resolution, including but
8 not limited to letters of representations to any depository or depositories which they or any of
9 them might deem necessary or appropriate in order to consummate the lawful issuance, sale
10 and delivery of the Series 2006A Bonds.

11
12
13 APPROVED AS TO FORM:

14
15 DENNIS J. HERRERA
16 City Attorney

17 By: 
18 Michael J. Martin
19 Deputy City Attorney
20
21
22
23
24
25



City and County of San Francisco

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

Tails

Resolution

File Number: 061601

Date Passed:

Resolution authorizing and directing the sale of not to exceed \$35,000,000 aggregate principal amount of City and County of San Francisco Taxable General Obligation Bonds (Seismic Safety Loan Program, 1992), Series 2006A; approving the form of a credit agreement pursuant to which such bonds will be issued and sold; prescribing the form and terms of said bonds; authorizing the execution, authentication and registration of said bonds; providing for the establishment of accounts related thereto; approving modifications to documents; ratifying certain 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 bonds.

February 6, 2007 Board of Supervisors — ADOPTED

Ayes: 11 - Alioto-Pier, Ammiano, Daly, Dufty, Elsbernd, Jew, Maxwell,
McGoldrick, Mirkarimi, Peskin, Sandoval

File No. 061601

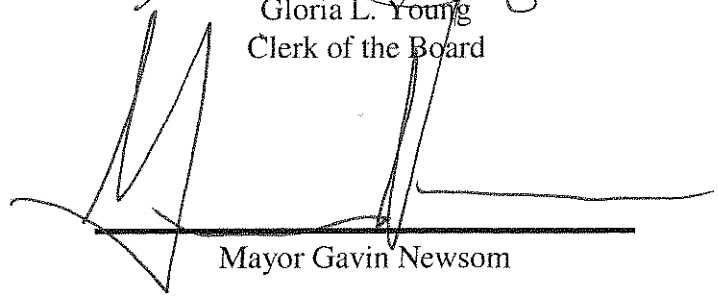
I hereby certify that the foregoing Resolution was ADOPTED on February 6, 2007 by the Board of Supervisors of the City and County of San Francisco.



Gloria L. Young
Clerk of the Board

FEB 16 2007

Date Approved



Mayor Gavin Newsom