Resolution approving the issuance of not to exceed $6,600,000 aggregate principal
amount of New Clean Renewable Energy Bonds to be issued by the Public Utilities
Commission of the City and County of San Francisco, acting on behalf of the City and
County of San Francisco (Commission); approving the execution and delivery by the
Commission of an Equipment Lease/Purchase Agreement, an Acquisition Fund and
Account Control Agreement, a Direct Purchase Agreement, and a Filing Agent
Agreement; and authorizing the taking of appropriate actions in connection therewith;
and related matters.

WHEREAS, Pursuant to Section 9.107(8) of the Charter of the City and County of San
Francisco (City), the Board of Supervisors of the City (Board) is authorized to provide for the
issuance of revenue bonds by the Commission for the acquisition, construction, installation,
equipping, improvement or rehabilitation of equipment or facilities for renewable energy and
energy conservation; and

WHEREAS, The Commission has applied for and received an allocation of $6,600,000
(Allocation) from the Internal Revenue Service under the New Clean Renewable Energy Bond
(NCREBs) program of the United States federal government; and

WHEREAS, NCREBs are tax credit bonds that allow a qualified issuer to receive a
reimbursement from the United States government, equal to the lesser of the interest payable
on such bonds or 70% of the tax credit rate applicable to such bonds; and

WHEREAS, The Allocation provides the Commission with an opportunity to issue
NCREBs (Commission NCREBs) to finance the cost of acquiring and installing solar energy
facilities comprised of the San Francisco City Hall Solar Energy Facility, the Davies Symphony
Symphony Hall Solar Energy Facility, and the University Mound Reservoir North Basin Micro
Hydro Energy Facility (together, the "NCREBs Project"), all as more fully described in the
Commission's application to the Internal Revenue Service for the Allocation; and,

WHEREAS, The Commission, pursuant to the terms of Resolution No. 11-0183,
adopted by the Commission on October 25, 2011 (the "Commission Resolution"), has
authorized the execution and delivery of Commission NCREBs, in the form of an Equipment
Lease/Purchase Agreement (Taxable Direct Pay New Clean Renewable Energy Bond),
expected to be dated as of the first day of the month in which said agreement will be executed
and delivered, by and between the Commission and Banc of America Leasing & Capital, LLC
("Bank of America"), in the principal amount of not to exceed $6,600,000 (the "NCREB
Lease/Purchase Agreement") for the purpose of financing the costs of acquiring and installing
the NCREBs Project (including reimbursement to the Commission for such costs), as well as
for the payment of costs of issuance and other incidental costs therefor; and,

WHEREAS, The obligation of the Commission to make payments under the NCREB
Lease/Purchase Agreement is payable solely from the Net Revenues (as defined in the
NCREB Lease/Purchase Agreement) of the hydroelectric portion of the City's Power
Enterprise; now, therefore, be it

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

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

Section 2. Approval and Authorization of Commission NCREBs. The execution and
delivery of the Commission NCREBs, in the form of the NCREB Lease/Purchase Agreement,
in an aggregate principal amount not to exceed $6,600,000, with a term not to exceed 20
years, and bearing interest at an interest rate not to exceed 12%, is hereby authorized and
approved by the Board.

Section 3. Approval and Authorization of NCREB Lease/Purchase Agreement. The
Board hereby authorizes and approves the execution and delivery by the Commission of the
NCREB Lease/Purchase Agreement in an aggregate principal amount not to exceed
$6,600,000, to provide funds to be used for the NCREBs Project. The form of the NCREB
Lease/Purchase Agreement, in substantially the form presented to the Board, is hereby
approved. The authorized officers specified in the Commission Resolution (the "Authorized
Officers") are hereby authorized and directed to approve and to execute the NCREB
Lease/Purchase Agreement, with such changes, additions, amendments or modifications
therein which such Authorized Officers may deem necessary or desirable and as the City
Attorney may require or approve, the approval of such additions or changes to be conclusively
evidenced by the execution and delivery of the NCREB Lease/Purchase Agreement.

Section 4. Approval and Authorization of Acquisition Fund and Account Control
Agreement. The Board hereby authorizes and approves the execution and delivery by the
Commission of an Acquisition Fund and Account Control Agreement (the "Acquisition Fund
and Account Control Agreement"), to provide investment direction and disbursement
procedures for funds to be used for the NCREBs Project. The form of the Acquisition Fund
and Account Control Agreement, in substantially the form presented to the Board, is hereby
approved. The Authorized Officers are hereby authorized and directed to approve and to
execute the Acquisition Fund and Account Control Agreement, with such changes, additions,
amendments or modifications therein which the Authorized Officers may deem necessary or
desirable and as the City Attorney may require or approve, the approval of such additions or
changes to be conclusively evidenced by the execution and delivery of the Acquisition Fund
and Account Control Agreement.

Section 5. Approval and Authorization of Direct Purchase Agreement. The Board hereby authorizes and approves the execution and delivery by the Commission of a Direct Purchase Agreement (the "Direct Purchase Agreement"), to provide the terms on which Bank of America will purchase the NCREBs from the Commission. The form of the Direct Purchase Agreement, in substantially the form presented to the Board, is hereby approved. The Authorized Officers are hereby authorized and directed to approve and to execute the Direct Purchase Agreement; with such changes, additions, amendments or modifications therein which the Authorized Officers may deem necessary or desirable and as the City Attorney may require or approve, the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Direct Purchase Agreement.

Section 6. Approval and Authorization of Filing Agent Agreement. The Board hereby authorizes and approves the execution and delivery by the Commission of a Filing Agent Agreement (the "Filing Agent Agreement"), to provide the terms on which U.S. Bank National Association will file the necessary federal forms to assure the receipt by the Commission of the federal subsidy payments payable by the federal government as a reimbursement for the payments due by the Commission under the NCREB Lease/Purchase Agreement. The form of the Filing Agent Agreement, in substantially the form presented to the Board, is hereby approved. The Authorized Officers are hereby authorized and directed to approve and to execute the Filing Agent Agreement, with such changes, additions, amendments or modifications therein which the Authorized Officers may deem necessary or desirable and as the City Attorney may require or approve, the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Filing Agent Agreement.
Section 7. Proposition P. Pursuant to Proposition P approved by the voters of the City in November 2002, this resolution and the Commission NCREBs are subject to, and incorporate by reference, the provisions of Section 5A.30 et. seq. ("Public Utilities Revenue Bond Oversight Committee") of Chapter V of the San Francisco Administrative Code. In accordance with the requirements of Proposition P, to the extent permitted by law, one-twentieth of one percent of the gross proceeds of the Commission NCREBs shall be deposited in a fund established by the Controller's Office and appropriated by the Board at the direction of the Public Utilities Revenue Bond Oversight Committee (RBOC) established by Proposition P to cover the costs of said committee; provided that any amounts so paid from the proceeds of the Commission NCREBs that have not been spent by RBOC in connection with such Commission NCREBs (as contemplated by Article 5A.31(c) of the Administrative Code) within 30 months of the date of issuance of such Commission NCREBs shall be returned to the Commission for deposit into the Acquisition Fund and expended by the Commission to acquire and construct the NCREB Project.

Section 8. General Authority. The General Manager of the Commission, the Controller, the Treasurer of the City, the City Attorney, and all other appropriate officers, employees, representatives and agents of the City are hereby authorized and directed to execute and deliver any and all documents, certificates and representations, including, but not limited to, signature certificates, no-litigation certificates, tax certificates, to do any and all things and take any and all actions which may be necessary or advisable, in their discretion, to effectuate the execution and delivery of the Commission NCREBs, NCREB Lease/Purchase Agreement, the financing of the NCREBs Project, and the actions that the Board has approved in this resolution.
APPROVED AS TO FORM:

DENNIS J. HERRERA, City Attorney

By:

MARK D. BLAKE
Deputy City Attorney
Resolution approving the issuance of not to exceed $6,600,000 aggregate principal amount of New Clean Renewable Energy Bonds to be issued by the Public Utilities Commission of the City and County of San Francisco, acting on behalf of the City and County of San Francisco (Commission); approving the execution and delivery by the Commission of an Equipment Lease/Purchase Agreement, an Acquisition Fund and Account Control Agreement, a Direct Purchase Agreement, and a Filing Agent Agreement; and authorizing the taking of appropriate actions in connection therewith; and related matters.

November 16, 2011 Budget and Finance Committee - RECOMMENDED

November 22, 2011 Board of Supervisors - ADOPTED
Ayes: 11 - Avalos, Campos, Chiu, Chu, Cohen, Elsbernd, Farrell, Kim, Mar, Mirkarimi and Wiener

I hereby certify that the foregoing Resolution was ADOPTED on 11/22/2011 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo
Clerk of the Board

Mayor Edwin Lee

Date Approved