Resolution amending and supplementing Resolution No. 284-14 to authorize the sale of not to exceed $24,000,000 aggregate principal amount of City and County of San Francisco Taxable General Obligation Bonds (Seismic Safety Loan Program, 1992), Series 2014C, by private placement to the financial institution identified herein, to authorize the execution of a Declaration of Trust and a Continuing Covenant Agreement in connection therewith and authorizing and approving modifications to said documents, as defined herein; ratifying certain actions previously taken, as defined herein; and granting general authority to City officials to take necessary actions in connection with the authorization, issuance, sale, and delivery of said bonds, as defined herein.

WHEREAS, In November 1992 the voters of the City and County of San Francisco (the "City") approved Proposition A ("Proposition A"), which authorized the issuance of $350,000,000 aggregate principal amount of general obligation bonds (the "Bonds") to provide funds for loans to finance the seismic strengthening of unreinforced masonry buildings within the City, of which (a) $150,000,000 was allocated to affordable housing below market-rate loans, of which $60,000,000 was allocated for deferred loans, and (b) $200,000,000 was allocated to market-rate loans for residential, commercial and institutional buildings; and

WHEREAS, On July 22, 2014, the Board of Supervisors (the "Board") adopted Resolution No. 284-14 ("Resolution No. 284-14"), which was signed by the Mayor on July 31, 2014, to authorize and direct the sale by the City of not to exceed $24,000,000 aggregate principal amount of its Taxable General Obligation Bonds (Seismic Safety Loan Program, 1992), Series 2014C (the "Series 2014C Bonds"); and
WHEREAS, The City has now determined that it is advisable to sell the Series 2014C Bonds by negotiated sale through a private placement of the Bonds with a financial institution selected by the City pursuant to a competitive process; and

WHEREAS, It is advisable in connection with such sale by private placement to approve the form of and execution of certain additional documents and the amendment of certain provisions of Resolution No. 284-14 and to amend Resolution No. 284-14 in certain respects (including changing the designation of the Series 2014C Bonds to the Series 2015A Bonds and to provide for the redemption provisions and the mandatory tender provisions of the Series 2015A Bonds through a Declaration of Trust); and

WHEREAS, In Resolution No. 284-14, the Board adopted certain findings pertaining to the California Environmental Quality Act, which are unaffected by this amending and supplementing Resolution, which solely affects the terms and manner of sale of the Series 2015A Bonds (previously referred to in Resolution No. 284-14 as the Series 2014C Bonds); now, therefore, be it

RESOLVED, That 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. Documents. The documents presented to this Board (which are a Declaration of Trust and a Continuing Covenant Agreement) and on file with the on file with the Clerk of the Board of Supervisors ("Clerk of the Board") are contained in File No. 150470.

SECTION 3. Amendment to Update Bond Series Designation. Any references in Resolution No. 284-14 to the "Series 2014C Bonds" are hereby amended to refer instead to the "Series 2015A Bonds", and the names of any accounts authorized by Resolution No. 284-14 to be established by the Treasurer shall bear a name corresponding to the final series designation of the Series 2015A Bonds.
SECTION 4. Approval of Declaration of Trust; Forms of Bonds. The proposed form of a Declaration of Trust (the “Declaration of Trust”) setting forth certain terms of the Series 2015A Bonds, on file with the Clerk of the Board, is hereby approved. The Mayor, the Controller, and the Treasurer are hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Declaration of Trust in substantially said form, with such changes, additions and modifications as may be made in accordance with Section 8.

To the extent that any series of the Series 2015A Bonds is issued with a variable interest rate, the Board hereby acknowledges, and expressly authorizes, that in accordance with prevailing market conditions, the variable interest rate is established under the Declaration of Trust at a specified rate for a limited initial term of five years (or such other period as set forth in the Declaration of Trust), and thereafter, the Declaration of Trust provides for amortization of principal over a period significantly shorter than the then remaining term through the stated maturity of such series of Series 2015A Bonds. The Board hereby further authorizes the Director of Public Finance, in his or her discretion, to exercise any extension of the variable rate mode provided in the Declaration of Trust, the Continuing Covenant Agreement (as defined herein), or otherwise in connection with such series of Series 2015A Bonds; provided that such extension does not increase the Index Rate Spread (as defined in the Declaration of Trust) by more than ten (10) basis points from the Index Rate Spread set forth in the executed Declaration of Trust, and provided further that the Director of Public Finance shall provide within thirty (30) days a summary to the Board of Supervisors of any such change to the Index Rate Spread and an estimate of the cost impact of such change for the next twelve (12) month period.

SECTION 5. Selection of Purchaser of the Series 2015A Bonds. Each of the Controller and the Director of Public Finance, acting singly, is authorized to select one or more
financial institutions (the “Purchaser”) to purchase the Series 2015A Bonds through a private placement sale. The Controller or the Director of Public Finance shall provide the name of the financial institution selected at the earliest practical Board meeting occurring after the selection thereof, together with the results of the sale, in accordance with Government Code Section 53509.5.

SECTION 6. Continuing Covenant Agreement; Negotiated Sale Through Private Placement. Each of the Controller and the Director of Public Finance, acting singly, is authorized to sell the Series 2015A Bonds by negotiated sale through a private placement pursuant to the form of Continuing Covenant Agreement (the “Continuing Covenant Agreement”), by and between the City and the Purchaser of the Series 2015A Bonds, submitted with this Resolution and on file with the Clerk of the Board. The Board hereby determines that a negotiated sale through a private placement is expected to provide a lower cost of financing and more flexibility than a competitive sale. The proposed form of the Continuing Covenant Agreement, on file with the Clerk of the Board, is hereby approved. Each of the Mayor, the Controller, and the Treasurer are hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Continuing Covenant Agreement in substantially said form, with such changes, additions and modifications as may be made in accordance with Section 8 hereof. Costs associated with the issuance of the Series 2015A Bonds, described in more detail in the Declaration of Trust, are estimated to range from approximately $400,000 to approximately $500,000. In connection with the negotiated sale of the Series 2015A Bonds, Schiff Hardin LLP and Richards, Watson & Gershon, A Professional Corporation, shall serve as co-bond counsel, and Public Resources Advisory Group and Ross Financial shall serve as co-financial advisors.

SECTION 7. Relationship of Declaration of Trust to Resolution No. 284-14. Notwithstanding any provisions to the contrary in Resolution No. 284-14 setting forth certain
terms of the Series 2015A Bonds, so long as the Declaration of Trust approved under this
Resolution remains in effect its terms and provisions relative to the 2015A Bonds shall control
and be binding on the holders of such obligations.

SECTION 8. 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 approved by this Resolution as may be necessary or advisable (provided that
such changes, additions, amendments or modifications shall not authorize an aggregate
principal amount of Series 2015A Bonds in excess of $24,000,000 or conflict with the terms of
Proposition A or the provisions of Section 4 of Resolution No. 284-14). 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, and
provided further that the Director of Public Finance shall provide a copy (marked to show
changes) to the Clerk of the Board of the executed form of any such documents within 30
days of the closing of the transaction authorized hereby.

SECTION 9. Continued Effectiveness of Resolution No. 284-14. Except as amended
and supplemented by this Resolution, Resolution No. 284-14 shall remain and continue in full
force and effect. The provisions of Sections 22 through 25 (inclusive), 27, and 28 of
Resolution No. 284-14 shall be deemed incorporated herein by reference, provided that the
Accountability Report referenced in Section 24 of Resolution No. 284-14 shall be submitted by
May 11, 2015, and the Board hereby consents to submission by such date.
SECTION 10. Effective Date. This resolution should take effect immediately upon adoption.

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

By: [Signature]
MARK-BLAKE
Deputy City Attorney
Resolution amending and supplementing Resolution No. 284-14 to authorize the sale of not to exceed $24,000,000 aggregate principal amount of City and County of San Francisco Taxable General Obligation Bonds (Seismic Safety Loan Program, 1992), Series 2014C, by private placement to the financial institution identified herein, to authorize the execution of a Declaration of Trust and a Continuing Covenant Agreement in connection therewith and authorizing and approving modifications to said documents, as defined herein; ratifying certain actions previously taken, as defined herein; and granting general authority to City officials to take necessary actions in connection with the authorization, issuance, sale, and delivery of said bonds, as defined herein.

May 20, 2015 Budget and Finance Sub-Committee - RECOMMENDED

June 02, 2015 Board of Supervisors - ADOPTED
   Ayes: 11 - Avalos, Breed, Campos, Christensen, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

File No. 150470

I hereby certify that the foregoing Resolution was ADOPTED on 6/2/2015 by the Board of Supervisors of the City and County of San Francisco.

[Signature]
Angela Calvillo
Clerk of the Board

[Signature]
Mayor

6/9/15
Date Approved