Resolution approving the establishment by the Public Utilities Commission of its Commercial Paper Notes (Power Series) program in an aggregate principal amount not to exceed $90,000,000 pursuant to Charter, Article IX, and Administrative Code, Sections 43.5, et seq., as amended, and pursuant to Charter, Section 9.107(6), for the purpose of the reconstruction or replacement of existing water facilities and electric power facilities or combinations thereof under the jurisdiction of the Power Enterprise and, pursuant to Charter, Section 9.107(8), for the purpose of the acquisition, construction, installation, equipping, improvement or rehabilitation of equipment or facilities for renewable energy and energy conservation.

WHEREAS, Pursuant to Section 9.107(6) of the Charter (the “Charter”) of the City and County of San Francisco (the “City”), revenue bonds may be issued, without voter approval, upon a three-fourths affirmative vote of the Board of Supervisors of the City (the “Board”), for the purpose of the reconstruction or replacement of existing water facilities and electric power facilities or combinations thereof under the jurisdiction of the San Francisco Public Utilities Commission (the “Commission”); and

WHEREAS, Pursuant to Section 9.107(8) of the Charter, revenue bonds may be issued, without voter approval, upon affirmative vote of the Board, for the purpose of the acquisition, construction, installation, equipping, improvement or rehabilitation of equipment or facilities for renewable energy and energy conservation; and

WHEREAS, Pursuant to Section 9.107(8) of the Charter, the Commission previously issued $6,325,000 aggregate principal amount of its Clean Renewable Energy Bonds in 2008,

Mayor Lee
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$8,291,000 aggregate principal amount of its Qualified Energy Conservation Bonds in 2011, and $6,600,000 aggregate principal amount of its New Clean Renewable Energy Bonds in 2012, in each case, payable from the net revenues of the Commission's Power Enterprise (the "Power Enterprise"); and

WHEREAS, Pursuant to Ordinance No. 106-14, adopted by the Board on June 24, 2014, and signed by the Mayor on July 2, 2014 ("Ordinance No. 106-14"), the Board previously authorized revenue bonds in an aggregate principal amount not to exceed $112,346,843 to finance the costs of various power capital projects benefiting the Power Enterprise pursuant to Charter Section 9.107(8); and

WHEREAS, Pursuant to Ordinance No. 41-15, adopted by the Board on March 24, 2015, and signed by the Mayor on April 2, 2015 ("Ordinance No. 41-15"), the Board authorized additional revenue bonds in an aggregate principal amount not to exceed $48,000,000 to finance various capital projects for the Power Enterprise pursuant to Charter Sections 9.107(6) and 9.107(8), and supplemented by Ordinance No. 106-14 to permit its bond authorization under Ordinance No. 106-14 to be issued for the purposes described under Charter Section 9.107(6) or Section 9.107(8); and

WHEREAS, Pursuant to such authorizations, the Commission previously issued $39,555,000 aggregate principal amount of its Power Revenue Bonds, 2015 Series A Bonds (Green Bonds) and 2015 Series B Bonds; and

WHEREAS, Pursuant to Section 43.5 of the San Francisco Administrative Code ("Article V"), enacted by Ordinance No. 203-98 adopted by the Board on June 8, 1998, and signed by the Mayor of the City on June 19, 1998 ("Ordinance No. 203-98"), as amended by Ordinance No. 270-06, adopted on October 24, 2006 by the Board and signed by the Mayor on October 31, 2006 ("Ordinance No. 270-06," and together with Ordinance No. 203-98, the "Procedural Ordinance," and collectively with Ordinance No. 106-14, Ordinance No. 41-15,...
and Ordinance No. 203-98, the "Ordinances"), the Board established a procedure pursuant to
which the Commission may issue short-term indebtedness, including the issuance and
reissuance of commercial paper notes in anticipation of the issuance of revenue bonds; and
WHEREAS, The Commission has determined that it is desirable to make certain
improvements (the "Improvements") to the facilities of the Power Enterprise, all as included in
the Commission's ten-year Capital Plan, and to provide for short-term financing of capital
improvements and related costs for improvements, betterments and additions to the Power
Enterprise through the establishment of a Power Enterprise commercial paper program; and

WHEREAS, The Commission seeks to authorize the issuance and reissuance of
Power Enterprise commercial paper notes (the "CP Notes") from time to time in an aggregate
principal amount not to exceed $90,000,000, subject to approval of this Resolution,
establishing a Power Enterprise commercial paper program (the "Power CP Program") and
authorizing the issuance of such CP Notes; and

WHEREAS, Pursuant to this Resolution and the Ordinances, the Director of Public
Finance or her designee, the City Attorney, the General Manager and other appropriate
officers, employees, representatives and agents of the Commission shall be authorized to
take all necessary action in connection with the establishment of the Power CP Program; and

WHEREAS, The Commission issued a request for bids from qualified banks to provide
for one or more letters of credit and/or revolving lines of credit to secure the payment of the
Power Enterprise CP Notes in an aggregate principal amount not to exceed $90,000,000; and

WHEREAS, At its meeting on September 8, 2015, the Commission adopted a
resolution (the "Commission Resolution") approving the forms of documents relating to the
establishment of a commercial paper program, and approving the forms of documents
establishing a credit facility for the commercial paper program, and urging the Board to
authorize the issuance of such indebtedness on the terms set forth herein. Such resolution is
on file with the Clerk of the Board of Supervisors in File No. 151088, which is hereby declared
to be a part of this Resolution as if set forth fully herein; and now therefore be it

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

Section 1. Findings. The Board of Supervisors finds and determines that the
foregoing recitals are true and correct.

Section 2. Approval of the Issuance of Commercial Paper. This Board hereby
declares that, in accordance with the Charter and the Procedural Ordinance, the Public
Utilities Commission is hereby authorized to issue Commercial Paper Notes (Power Series)
(referred to herein as the “CP Notes”) for the purpose of the reconstruction or replacement of
existing water facilities and electric power facilities or combinations thereof under the
jurisdiction of the Power Enterprise pursuant to Section 9.107(6) of the Charter and for the
purpose of the acquisition, construction, installation, equipping, improvement or rehabilitation
of equipment or facilities for renewable energy and energy conservation pursuant to Section
9.107(8) of the Charter, as well as paying costs of issuance and other incidental costs;
provided however, that (i) the maximum principal amount of CP Notes at any one time
outstanding, when combined with the total principal amount of outstanding and unpaid
obligations issued to the provider of any credit or liquidity facility executed in connection with
such CP Notes, shall not exceed $90,000,000, and (ii) the principal amount of CP Notes
outstanding at any one time shall not exceed the principal component available to be drawn
under any credit facilities or liquidity facilities executed in connection therewith.

Section 3. Authorization of Credit or Liquidity Facility. The Director of Public
Finance, upon the recommendation of Commission, is hereby authorized to arrange for credit
or liquidity support for the CP Notes and to issue obligations to the credit or liquidity provider
(the “Bank Notes”), including the execution of any bank fee letter in connection therewith, all subject to the requirements of Section 43.5.3 of the Administrative Code.

Section 4. No Conflict. The CP Notes and Bank Notes, if any, approved by this Ordinance shall be issued pursuant to the terms of an issuing and paying agent agreement, any other agreement or agreements relating to the credit or liquidity facility supporting the CP Notes and such agreements and documents as the Commission shall deem necessary or desirable for the purpose of implementing the issuance, sale and delivery of such CP Notes or Bank Notes, if any, and as shall be approved by the City Attorney, which approval shall be conclusively evidenced by the signature of the City Attorney on each such additional agreement; provided, that the terms of such issuing and paying agent agreement, any other agreement or agreements relating to the credit or liquidity facility supporting the CP Notes and any such additional agreements and documents shall not conflict with the requirements of the Charter, the Procedural Ordinance or this Ordinance.

Section 5. Maximum Interest Rate; CP Note Maturity. Pursuant to Section 43.5.2 of the Procedural Ordinance, the maximum interest rate for any CP Notes or Bank Notes shall not exceed 12% per annum, and any CP Notes shall not mature more than five years following their date of issuance.

Section 6. Additional Agreements. Subject to the terms of the Charter, the Procedural Ordinance or this Resolution, the approvals contained herein shall extend to any agreements necessary are required to issue the CP Notes, including the appointment of commercial paper dealers and the negotiation of any dealer agreements, the preparation and distribution of any commercial paper offering memorandum, and any other agreements relating to the credit or liquidity facility supporting the CP Notes and any and all agreements of the Commission supplemental and/or incidental thereto, as well as to such additional agreements as the Commission may deem necessary to adopt for the purpose of
implementing the issuance, sale and delivery of the CP Notes or Bank Notes, if any. The
approvals contained herein shall continue to apply to the CP Notes or the Bank Notes, if any,
in the event such CP Notes or Bank Notes, if any, are renamed, renumbered or reissued by
the Commission pursuant to an issuing and paying agent agreement and/or agreements
relating to any credit or liquidity facility supporting the CP Notes.

Section 7. Modifications, Changes, Additions. The General Manager, in consultation
with the City Attorney, is hereby authorized to approve and make such modifications, changes
or additions to any credit or liquidity facility or any of the other documents the Commission
approved in the Commission Resolution as may be necessary or advisable, subject to the
provisions of Section 2 and Section 3 hereof. The approval of any modification, addition or
change to any of the aforementioned documents shall be evidenced conclusively by the
execution and delivery of the document in question, and any such modification, addition or
change to such documents shall be on file with the Commission, and the Clerk of the Board.

Section 8. General Authority. The Controller, the Director of the Office of Public
Finance or her designee, the City Attorney, the General Manager and all other appropriate
officers, employees, representatives and agents of the Commission are hereby authorized
and directed to do everything necessary or desirable to provide for the issuance of the CP
Notes or Bank Notes, if any, subject to the terms of this Resolution and the Commission
Resolution.
Section 9. **Effective Date.** This Resolution shall take effect from and after its adoption by the Board and approval by the Mayor.

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

By:
Mark D. Blake
Deputy City Attorney
Resolution approving the establishment by the Public Utilities Commission of its Commercial Paper Notes (Power Series) program in an aggregate principal amount not to exceed $90,000,000 pursuant to Charter, Article IX, and Administrative Code, Sections 43.5, et seq., as amended, and pursuant to Charter, Section 9.107(6), for the purpose of the reconstruction or replacement of existing water facilities and electric power facilities or combinations thereof under the jurisdiction of the Power Enterprise and, pursuant to Charter, Section 9.107(8), for the purpose of the acquisition, construction, installation, equipping, improvement or rehabilitation of equipment or facilities for renewable energy and energy conservation.

November 04, 2015 Budget and Finance Committee - RECOMMENDED

November 17, 2015 Board of Supervisors - ADOPTED

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

I hereby certify that the foregoing Resolution was ADOPTED on 11/17/2015 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo
Clerk of the Board

Mayor

Date Approved: 11/25/15