New Issue - Book-Entry Only

RATINGS:	**Insured Ratings:**	**Moody's:**	**Aaa**
		S&P:	**AAA**
		Fitch:	**AAA**
	Underlying Ratings:	**Moody's:**	**A2**
		S&P:	**AA-**
		Fitch:	**A+**

(See "Ratings" herein)

In the opinions of Squire, Sanders & Dempsey L.L.P., San Francisco, California, and of Alexis S. M. Chiu, Esq., San Francisco, California, Co-Bond Counsel, under existing law and assuming continuing compliance with certain covenants and the accuracy of certain representations, (i) interest on the Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations and (ii) interest on the Bonds is exempt from State of California personal income taxes. Interest on the Bonds may be subject to certain federal taxes imposed only on certain corporations, including the corporate alternative minimum tax on a portion of that interest. For a more complete discussion of the tax aspects, see "TAX MATTERS" herein.

$10,135,000
CITY AND COUNTY OF SAN FRANCISCO FINANCE CORPORATION
LEASE REVENUE BONDS, SERIES 2006A

Dated: Date of Delivery **Due: April 1 and October 1, as shown below**

The City and County of San Francisco Finance Corporation Lease Revenue Bonds, Series 2006A (the "Bonds") are being issued pursuant to an Indenture, dated as of January 1, 1991, as amended and restated as of October 15, 1998, and as supplemented by the Fourteenth Supplemental Indenture, dated as of April 1, 2006 (collectively, the "Indenture"), by and between the City and County of San Francisco Finance Corporation (the "Corporation") and U.S. Bank National Association, San Francisco, California (the "Trustee"). The Bonds are being sold to provide funds to finance the acquisition and installation of certain equipment (the "Project," as more fully described herein) to be leased to the City and County of San Francisco (the "City") pursuant to an Equipment Lease, dated as of January 1, 1991, by and between the Corporation and the City, as amended and restated as of October 15, 1998, and as supplemented by Equipment Lease Supplement No. 13, dated as of April 1, 2006 (collectively, the "Lease"). Subject to the condition that there is no substantial interference with the City's use and possession of the Project, or any portion thereof, the City has covenanted in the Lease to take such action as may be necessary to include and maintain all Base Rental and Additional Rental payments (collectively, the "Rental Payments") for the Project in its annual budget, and to make necessary annual appropriations therefor. (The terms "Base Rental" and "Additional Rental" are defined herein.) Principal of and interest on the Bonds are payable from the Base Rental payments and from certain funds held under the Indenture.

The Bonds are subject to special redemption prior to maturity as described herein. The Bonds are not subject to optional redemption. See "THE BONDS–Special Redemption."

Interest on the Bonds is payable on April 1 and October 1 of each year, commencing October 1, 2006. The Bonds will be delivered only in fully registered form and, when executed and delivered, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). Individual purchases of the Bonds will be made in book-entry form only, in the principal amount of $5,000 and integral multiples thereof. Principal and interest with respect to the Bonds will be paid by the Trustee to DTC (as described herein), which will in turn remit such principal and interest to the participants in DTC for subsequent disbursement to the Beneficial Owners of the Bonds. See "APPENDIX F–DTC AND THE BOOK-ENTRY ONLY SYSTEM."

THE BONDS ARE LIMITED OBLIGATIONS OF THE CORPORATION PAYABLE SOLELY FROM BASE RENTAL PAYMENTS MADE BY THE CITY PURSUANT TO THE LEASE AND OTHER AMOUNTS (INCLUDING THE PROCEEDS OF THE SALE OF THE BONDS) HELD IN CERTAIN FUNDS AND ACCOUNTS ESTABLISHED PURSUANT TO THE INDENTURE, OTHER THAN THE REBATE FUND, SUBJECT TO THE PROVISIONS OF THE INDENTURE PERMITTING THE APPLICATION OF SUCH AMOUNTS FOR THE PURPOSES AND ON THE TERMS AND CONDITIONS SET FORTH IN THE INDENTURE. THE CORPORATION SHALL BE OBLIGATED TO PAY THE PRINCIPAL OF AND INTEREST ON THE BONDS ONLY FROM THE FUNDS DESCRIBED IN THE INDENTURE AND NEITHER THE CORPORATION NOR ANY MEMBER OF ITS BOARD OF DIRECTORS SHALL INCUR ANY LIABILITY OR ANY OTHER OBLIGATION WITH RESPECT TO THE ISSUANCE OF THE BONDS. THE OBLIGATION OF THE CITY TO MAKE RENTAL PAYMENTS UNDER THE LEASE DOES NOT CONSTITUTE AN OBLIGATION OF THE CITY TO LEVY OR PLEDGE ANY FORM OF TAXATION OR FOR WHICH THE CITY HAS LEVIED OR PLEDGED ANY FORM OF TAXATION. NEITHER THE BONDS NOR THE OBLIGATION OF THE CITY TO MAKE RENTAL PAYMENTS UNDER THE LEASE CONSTITUTES A DEBT OF THE CITY, THE STATE OF CALIFORNIA OR ANY POLITICAL SUBDIVISION THEREOF WITHIN THE MEANING OF THE CONSTITUTION OF THE STATE OF CALIFORNIA OR ANY STATUTORY DEBT LIMITATION OR RESTRICTION.

At the request of the initial purchaser, the scheduled payment of principal of and interest on the Bonds when due will be guaranteed under an insurance policy to be issued concurrently with the delivery of the Bonds by XL Capital Assurance Inc.

XL CAPITAL ASSURANCE

This cover page contains certain information for general reference only. It is ***not*** *intended to be a summary of the security for or the terms of the Bonds. Investors are advised to read the entire Official Statement to obtain information essential to the making of an informed investment decision.*

MATURITY SCHEDULE

Maturity	Principal Amount	Interest Rate	Price or Yield	CUSIP†	Maturity	Principal Amount	Interest Rate	Price or Yield	CUSIP†
October 1, 2006	$1,015,000	4.000%	3.200%	79765XKX3	October 1, 2009	$465,000	3.500%	3.320%	79765XLD6
April 1, 2007	1,380,000	4.000	3.220	79765XKY1	April 1, 2010	380,000	3.500	3.330	79765XLE4
October 1, 2007	1,410,000	3.500	3.230	79765XKZ8	October 1, 2010	390,000	3.500	3.340	79765XLF1
April 1, 2008	1,430,000	3.500	3.250	79765XLA2	April 1, 2011	395,000	3.375	3.370	79765XLG9
October 1, 2008	1,460,000	3.500	3.270	79765XLB0	October 1, 2011	305,000	4.000	3.410	79765XLH7
April 1, 2009	1,505,000	3.500	3.300	79765XLC8					

The Bonds are offered when, as and if issued by the Corporation and received by the initial purchasers, subject to the approval of legality by Squire, Sanders & Dempsey L.L.P., San Francisco, California, and Alexis S. M. Chiu, Esq., San Francisco, California, Co-Bond Counsel, and certain other conditions. Certain legal matters will be passed upon for the City by the City Attorney and for the Corporation by its counsel, Miller Brown & Dannis, San Diego, California. It is expected that the Bonds in book-entry form will be available for delivery through the facilities of DTC in New York, New York, on or about April 5, 2006.

Dated: March 21, 2006,

†CUSIP numbers are provided for convenience of reference only. Neither the Corporation, the City nor the Underwriter assumes any responsibility for the accuracy of such numbers. CUSIP Copyright 2006, American Bankers Association. CUSIP data herein is provided by Standard & Poor's CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc.

No dealer, broker, salesperson or other person has been authorized by the Corporation to give any information or to make any representations other than those contained herein and, if given or made, such other information or representation must not be relied upon as having been authorized by the Corporation. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds by any person, in any jurisdiction in which it is unlawful for such person to make such an offer, solicitation or sale.

This Official Statement is not to be construed as a contract with the purchasers of the Bonds. Statements contained in this Official Statement which involve estimates, forecasts or matters of opinion, whether or not expressly so described herein, are intended solely as such and are not to be construed as representations of fact.

The information set forth herein provided by parties other than the City and the Corporation, although obtained from sources which are believed to be reliable, is not guaranteed as to accuracy or completeness. The information and expressions of opinion herein are subject to change without notice and neither delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Corporation or the City since the date hereof. Further, a wide variety of information, including financial information, concerning the City is available from the City, City departments and agencies, and their respective publications and websites. No such information is part of or incorporated into this Official Statement, except as expressly noted herein. Any such information that is inconsistent with the information in this Official Statement should be disregarded.

When used in this Official Statement and in any continuing disclosure by the City, in any press release and in any oral statement made with the approval of an authorized officer of the City, the words or phrases "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project," "forecast," "expect," "intend" and similar expressions identify "forward looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward-looking statements. Any forecast is subject to such uncertainties. Inevitably, some assumptions used to develop the forecasts will not be realized and unanticipated events and circumstances may occur. Therefore, there are likely to be differences between forecasts and actual results, and those differences may be material.

The issuance and sale of the Bonds have not been registered under the Securities Act of 1933 in reliance upon the exemption provided thereunder for the issuance and sale of municipal securities.

This Official Statement and the information contained herein are in a form deemed final by the Corporation for purposes of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITER MAY OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICES OF THE BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME. THE UNDERWRITER MAY OFFER AND SELL THE BONDS TO CERTAIN DEALERS AND DEALER BANKS AND BANKS ACTING AS AGENT AT PRICES LOWER THAN THE PUBLIC OFFERING PRICES STATED ON THE COVER PAGE HEREOF AND SAID PUBLIC OFFERING PRICES MAY BE CHANGED FROM TIME TO TIME BY THE UNDERWRITER.

CITY AND COUNTY OF SAN FRANCISCO FINANCE CORPORATION

Marc Stad
President

Barry Fishman
Chief Financial Officer and
Secretary

CITY AND COUNTY OF SAN FRANCISCO

Gavin Newsom, *Mayor*

BOARD OF SUPERVISORS

Aaron Peskin, *Board President, District 3*

Michela Alioto-Pier, *District 2*
Tom Ammiano, *District 9*
Chris Daly, *District 6*
Bevan Dufty, *District 8*
Sean Elsbernd, *District 7*
Fiona Ma, *District 4*
Sophie Maxwell, *District 10*
Jake McGoldrick, *District 1*
Ross Mirkarimi, *District 5*
Gerardo Sandoval, *District 11*

CITY AND COUNTY OFFICIALS

José Cisneros, *Treasurer*
Edward M. Harrington, *Controller*
Edwin Lee, *City Administrator*
Dennis J. Herrera, *City Attorney*

PROFESSIONAL SERVICES

Squire, Sanders & Dempsey L.L.P.
San Francisco, California
Alexis S. M. Chiu, Esq.
San Francisco, California
Co-Bond Counsel

Miller Brown & Dannis
San Diego, California
Corporate Counsel

Kitahata & Company
San Francisco, California
Financial Advisor

U.S. Bank National Association
San Francisco, California
Trustee

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$10,135,000

CITY AND COUNTY OF SAN FRANCISCO FINANCE CORPORATION LEASE REVENUE BONDS, SERIES 2006A

INTRODUCTION

This Official Statement, which includes the cover page and appendices hereto (this "Official Statement"), provides certain information concerning the issuance of $10,135,000 aggregate principal amount of the City and County of San Francisco Finance Corporation Lease Revenue Bonds, Series 2006A (the "Bonds"). Any capitalized term not defined herein shall have the meaning given to such term in "APPENDIX D–SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE AND THE LEASE–THE INDENTURE–Certain Defined Terms." The Bonds are being issued pursuant to an Indenture, dated as of January 1, 1991, as amended and restated as of October 15, 1998, and as supplemented by the Fourteenth Supplemental Indenture, dated as of April 1, 2006 (collectively, the "Indenture"), by and between the City and County of San Francisco Finance Corporation (the "Corporation") and U.S. Bank National Association, San Francisco, California, as trustee (the "Trustee"). The Bonds are being sold to provide funds to finance the acquisition and installation of certain equipment (as more fully described herein, the "Equipment" or the "Project") to be leased to the City and County of San Francisco (the "City") under an Equipment Lease, dated as of January 1, 1991, as amended and restated as of October 15, 1998, and as supplemented by Equipment Lease Supplement No. 13, dated as of April 1, 2006, between the City and the Corporation (collectively, the "Lease").

Prior to June 1990, the City Charter prohibited the City from engaging in the lease-purchase of equipment or real property through public entities or non-profit corporations using tax-exempt obligations without a vote of the electorate. On June 5, 1990, the voters of the City approved Proposition C, which amended the City Charter to allow the City to lease-purchase up to $20 million of equipment through a non-profit corporation using tax-exempt obligations without an additional vote of the electorate. The principal amount of the obligations with respect to lease financings under Proposition C may not exceed in the aggregate at any time the principal amount of $20 million, such amount to be increased by five percent each fiscal year, commencing with fiscal year 1990-1991. As of March 1, 2006, the maximum amount of obligations permitted under Proposition C and the Indenture was $41,578,564 and $23,365,000 principal amount of lease revenue bonds were outstanding.

Subject to abatement in whole or in part during any period in which there is substantial interference with the use and possession by the City of the Equipment constituting the Project, or any portion thereof, the City is required to pay to the Corporation specified Base Rental payments in amounts sufficient to pay, when due, the principal of and interest on the Bonds, and to pay certain Additional Rental payments (collectively, the "Rental Payments") for use and possession of the Equipment and the City has covenanted to take such action as may be necessary to include all Rental Payments in its annual budgets and to make the necessary annual appropriations therefor. The Lease provides that such covenants of the City are deemed by the City to be and shall be construed to be ministerial duties imposed by law. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS" herein.

Pursuant to the Indenture, the Corporation has assigned to the Trustee, for the benefit of the Owners, substantially all of its rights (excluding certain rights as set forth herein) under the Lease, including its right to receive and collect the Base Rental payments from the City under such Lease and its right as may be necessary to enforce payment of the Base Rental payments. The Corporation has entered into an Agency Agreement, dated as of January 1, 1991 (the "Agency Agreement"), with the City pursuant to which the City is appointed as agent of the Corporation in connection with the acquisition and installation of the Equipment.

THE BONDS ARE LIMITED OBLIGATIONS OF THE CORPORATION PAYABLE SOLELY FROM BASE RENTAL PAYMENTS MADE BY THE CITY PURSUANT TO THE LEASE AND OTHER AMOUNTS (INCLUDING THE PROCEEDS OF THE SALE OF THE BONDS) HELD IN CERTAIN FUNDS AND ACCOUNTS ESTABLISHED PURSUANT TO THE INDENTURE, OTHER THAN THE REBATE FUND, SUBJECT TO THE PROVISIONS OF THE INDENTURE PERMITTING THE APPLICATION OF SUCH AMOUNTS FOR THE PURPOSES AND ON THE TERMS AND CONDITIONS SET FORTH IN THE INDENTURE. THE CORPORATION SHALL BE OBLIGATED TO PAY THE PRINCIPAL OF AND INTEREST ON THE BONDS ONLY FROM THE FUNDS DESCRIBED IN THE INDENTURE AND NEITHER THE CORPORATION NOR ANY MEMBER OF ITS BOARD OF DIRECTORS SHALL INCUR ANY LIABILITY OR ANY OTHER OBLIGATION WITH RESPECT TO THE ISSUANCE OF THE BONDS. THE OBLIGATION OF THE CITY TO MAKE RENTAL PAYMENTS UNDER THE LEASE DOES NOT CONSTITUTE AN OBLIGATION OF THE CITY TO LEVY OR PLEDGE ANY FORM OF TAXATION OR FOR WHICH THE CITY HAS LEVIED OR PLEDGED ANY FORM OF TAXATION. NEITHER THE BONDS NOR THE OBLIGATION OF THE CITY TO MAKE RENTAL PAYMENTS UNDER THE LEASE CONSTITUTES A DEBT OF THE CITY, THE STATE OF CALIFORNIA OR ANY POLITICAL SUBDIVISION THEREOF WITHIN THE MEANING OF THE CONSTITUTION OF THE STATE OF CALIFORNIA OR ANY STATUTORY DEBT LIMITATION OR RESTRICTION.

For certain financial information with respect to the City, see "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS–City Budget and Finances" and "APPENDIX A–CITY AND COUNTY OF SAN FRANCISCO–Organization and Finances."

For a discussion of certain risk factors associated with an investment in the Bonds, see "CERTAIN RISK FACTORS."

For a discussion of constitutional and statutory limitations on the ability of the City to raise revenues and spend proceeds of taxes, see "CONSTITUTIONAL AND STATUTORY TAX LIMITATIONS" herein. For a discussion of demographic and economic information with respect to the City, see "APPENDIX B–CITY AND COUNTY OF SAN FRANCISCO–Economy and General Information."

THE BONDS

General Terms

The Bonds are being sold in the aggregate principal amount of $10,135,000 and will be dated as of their date of delivery to the initial purchasers thereof. Interest on the Bonds, until the maturity or earlier redemption thereof, is payable on April 1 and October 1 of each year, commencing on October 1, 2006 (each a "Payment Date"). Bonds authenticated and registered on any date prior to the close of business on the first Record Date (as defined below) shall bear interest from the date of the Bonds. Bonds authenticated during the period between any Record Date and the close of business on its corresponding Interest Payment Date shall bear interest from such Interest Payment Date. Any other Bond shall bear interest from the Interest Payment Date immediately preceding the date of its authentication; provided, however, that if, at the time of authentication of any Bond, interest is then in default on outstanding Bonds, such Bond shall bear interest from the Interest Payment Date to which interest has previously been paid or made available for payment thereon. The interest represented by the Bonds is payable by check mailed to the Owners at the addresses appearing on the Bond registration books as of the close of business on the 15th day of the calendar month immediately preceding such Interest Payment Date (the "Record Date"). The principal payable upon maturity or redemption with respect to the Bonds is payable upon surrender of such Bonds at the principal corporate trust office of the Trustee in San Francisco, California. The Bonds will be delivered in registered form, without coupons, registered in the name of Cede & Co., as nominee of The Depository Trust Company, ("DTC") New York, New York. Individual purchases of the Bonds will be made in book-entry form only in the principal amount of $5,000 or any integral multiple thereof. See "THE BONDS—THE BOOK-ENTRY ONLY SYSTEM" herein.

No Optional Redemption

The Bonds are **not** subject to optional redemption.

Special Redemption

The Bonds are subject to special redemption on any date prior to their maturity, as a whole, or in part, from prepaid Base Rental payments made by the City from the net proceeds of any commercial insurance, self-insurance or condemnation award with respect to the Equipment (the "Net Proceeds"), if such Net Proceeds are not used to repair, replace or restore the Equipment in accordance with the provisions of the Lease. The Bonds are also subject to redemption on the first practicable date for which notice of redemption can be given following receipt by the Trustee of a Certificate of Completion, in part, from moneys remaining in the Project Account within the Acquisition Fund and transferred to the Redemption Fund, if any, and from certain additional amounts transferred to the Trustee by the City pursuant to the Lease. See "THE PROJECT—Acquisition Fund" herein.

In the event of such a redemption, Bonds will be redeemed at a redemption price equal to the sum of the principal amount of the Bonds to be redeemed plus accrued interest thereon to the date fixed for redemption, without premium. Whenever Bonds are redeemed in part, the Trustee shall select the Bonds of each maturity to be redeemed so that the amounts of the Bonds which shall remain outstanding after such redemption shall be as nearly proportional as practicable to the aggregate annual amounts of Base Rental payments designated as the principal component to be thereafter payable pursuant to the Lease. Whenever less than all the outstanding Bonds of any maturity are to be redeemed on any one date, the Trustee shall select the bonds of such maturity to be redeemed by lot in any manner that the Trustee deems fair, and the Trustee shall promptly notify the Corporation and the City in writing of the numbers of the Bonds so selected for redemption.

The Trustee must give to the Owners notice of the redemption of Bonds. Such notice shall specify: (a) the Bonds or designated portions thereof which are to be redeemed, including the series designations of such Bonds, (b) the date of redemption, (c) the place where the redemption will be made, including the name and address of any paying agent, (d) the redemption price, (e) the CUSIP numbers assigned to the Bonds to be redeemed, (f) the numbers of the Bonds to be redeemed, and (g) the interest rate and stated maturity date of each Bond to be redeemed in whole or in part. Such notice shall further state that on the specified date there shall become due and payable upon each Bond or portion thereof being redeemed the redemption price, and that from and after such date interest represented thereby shall cease to accrue and be payable. Such notice of redemption shall be given by first class mail, postage prepaid, to the Owners of the Bonds designated for redemption at their addresses appearing on the Bond register, at least 30 days but not more than 60 days prior to the redemption date. Neither the failure to receive such notice nor any defect in such notice shall affect the validity of the proceedings for the redemption of Bonds, nor prevent the interest on such Bonds from ceasing to accrue upon the stated redemption date.

The Book-Entry Only System

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's nominee). One fully-registered Bond certificate will be issued for each maturity of the Bonds in the aggregate principal amount of such maturity, and will be deposited with DTC. So long as all outstanding Bonds are registered in the name of Cede & Co., or its registered assigns, neither the Corporation nor the Trustee will have any responsibility for transmitting payments to, or notifying, any holder or Beneficial Owner of the Bonds. For further information concerning DTC's book-entry only system, see "APPENDIX F–DTC AND THE BOOK-ENTRY ONLY SYSTEM."

SECURITY AND SOURCES OF PAYMENT FOR THE BONDS

The Bonds are secured by and payable from Base Rental payments made to the Corporation under the Lease so long as the City has use and possession of the Equipment. To further secure Base Rental payments, the Corporation will grant all rights, title and interest in the Equipment to the Trustee for the benefit of the Owners of the Bonds.

Base Rental Payments

The City has agreed under the Lease that so long as the City has the right to use and possess the Equipment it will make Base Rental payments which are calculated to be at least sufficient, in both time and amount, to equal debt service requirements on the Bonds. The Trustee shall collect and receive all of the Base Rental payments, and any Base Rental payments collected or received by the Corporation must immediately be paid by the Corporation to the Trustee. All Base Rental payments shall be held in trust by the Trustee in the Base Rental Payment Fund to be used: first, for payment of interest on the Bonds; second, for payment of the principal of the Bonds as it becomes payable; and third, for replenishment of the Reserve Fund. After making any deposits necessary for the foregoing purposes, the Trustee will transfer any amounts remaining in the Base Rental Payment Fund to the Surplus Fund. Any amounts in the Surplus Fund not required for payment of principal of and interest on the Bonds, upon request by the Corporation, may be used for redemption or purchase of Bonds or transferred to the Working Capital Fund or to the City.

The Base Rental payments will be abated proportionately during any period in which, by reason of any damage, theft or destruction, there is substantial interference with the use and possession of the Equipment, or any portion thereof, by the City or the Corporation cannot deliver possession of any item of Equipment to the City by the Scheduled Completion Date (as defined below). Such abatement shall continue for the period commencing on the date of such damage, theft or destruction and ending on the date of completion by the Corporation of the work of repair or replacement of the damaged, stolen or destroyed Equipment or portion thereof or so long as possession of the Equipment is not delivered to the City. Any abatement of Base Rental payments could affect the Corporation's ability to pay debt service on the Bonds, although the Lease requires the City to maintain rental interruption insurance for at least a 12-month period and the Indenture requires that a Reserve Fund be established. See "CERTAIN RISK FACTORS–Abatement" herein.

Base Rental Payment Schedule

The Lease requires the City to make Base Rental payments on each March 15 and September 15, commencing September 15, 2006, in payment for the use and possession of the Equipment during the term of the Lease. A portion of Base Rental payments representing interest will be funded from the proceeds of the Bonds through April 1, 2007.

The Indenture requires that Base Rental payments be deposited in the Base Rental Payment Fund maintained by the Trustee. Pursuant to the Indenture, on April 1 and October 1 of each year, commencing on October 1, 2006, the Trustee will apply amounts on deposit in the Base Rental Payment Fund as necessary to make principal and interest payments with respect to the Bonds as the same shall become due and payable, as shown in the following table.

SERIES 2006A DEBT SERVICE SCHEDULE

Payment Date [1]	**Principal**	**Interest**[2]	**Total**	**Fiscal Year Total**
October 1, 2006	$1,015,000	$179,779.72	$1,194,779.72	
April 1, 2007	1,380,000	163,565.63	1,543,565.63	$2,738,345.35
October 1, 2007	1,410,000	135,965.63	1,545,965.63	
April 1, 2008	1,430,000	111,290.63	1,541,290.63	3,087,256.26
October 1, 2008	1,460,000	86,265.63	1,546,265.63	
April 1, 2009	1,505,000	60,715.63	1,565,715.63	3,111,981.26
October 1, 2009	465,000	34,378.13	499,378.13	
April 1, 2010	380,000	26,240.63	406,240.63	905,618.76
October 1, 2010	390,000	19,590.63	409,590.63	
April 1, 2011	395,000	12,765.63	407,765.63	817,356.26
October 1, 2011	305,000	6,100.00	311,100.00	
				311,100.00
TOTAL	$10,135,000	$836,657.89	$10,971,657.89	$10,971,657.89

(1) Under the Lease, the City is required to pay Base Rental at least 15 days prior to the respective Payment Dates on the Bonds.

(2) A portion of Base Rental payments representing interest will be funded from the proceeds of the Bonds through April 1, 2007.

Limited Obligation

THE BONDS ARE LIMITED OBLIGATIONS OF THE CORPORATION PAYABLE SOLELY FROM BASE RENTAL PAYMENTS MADE BY THE CITY PURSUANT TO THE LEASE AND ANY OTHER AMOUNTS (INCLUDING THE PROCEEDS OF THE SALE OF THE BONDS) HELD IN CERTAIN FUNDS AND ACCOUNTS ESTABLISHED PURSUANT TO THE INDENTURE, OTHER THAN THE REBATE FUND, SUBJECT TO THE PROVISIONS OF THE INDENTURE PERMITTING THE APPLICATION OF SUCH AMOUNTS FOR THE PURPOSES AND ON THE TERMS AND CONDITIONS SET FORTH IN THE INDENTURE. THE CORPORATION SHALL BE OBLIGATED TO PAY THE PRINCIPAL OR REDEMPTION PRICE OF, AND INTEREST ON, THE BONDS ONLY FROM THE FUNDS DESCRIBED IN THE INDENTURE AND NEITHER THE CORPORATION NOR ANY MEMBER OF ITS BOARD OF DIRECTORS SHALL INCUR ANY LIABILITY OR ANY OTHER OBLIGATION IN RESPECT OF THE ISSUANCE OF THE BONDS.

Reserve Fund

The Indenture establishes a Reserve Fund to be held by the Trustee, which will be initially funded from proceeds of the Bonds in an amount equal to the Reserve Requirement, initially $1,013,500. Such moneys will be held in trust as a reserve for the payment when due of all debt service payments on the Bonds. To reflect the declining debt service structure of the Bonds, the Reserve Requirement will be reduced to the following amounts on the following dates (and such reductions will be used to pay portions of the principal and interest on the Bonds due on such dates) unless the Trustee determines, as of the date of any such reduction, that insufficient funds will be on deposit in the Interest Fund and the Principal Fund to pay any interest or principal due (or past due) on the Bonds on such dates:

Date	Amount
October 1, 2007	$633,000
October 1, 2008	344,000
October 1, 2009	147,000
October 1, 2010	70,000

Any amounts on deposit in the Reserve Fund in excess of the Reserve Requirement will be transferred to the Base Rental Payment Fund for deposit in the Interest Account and Principal Account.

Covenant to Budget

The City has covenanted in the Lease to take such action as may be necessary to include the Base Rental payments and Additional Rental payments in its annual budgets and to make the necessary annual appropriations for such payments. The Lease provides that such covenants on the part of the City are deemed and construed to be ministerial duties imposed by law, and it is the duty of each and every public official of the City to take such action and do such things as are required by law in the performance of the official duty of such officials to enable the City to carry out and perform the covenants and agreements in the Lease.

IF THE CITY DEFAULTS ON ITS COVENANTS IN THE LEASE TO INCLUDE ALL RENTAL PAYMENTS IN THE APPLICABLE ANNUAL BUDGETS AND SUCH DEFAULT SHALL HAVE CONTINUED FOR 30 DAYS OR MORE, THE TRUSTEE MAY EITHER TERMINATE THE LEASE AND RELET OR SELL THE EQUIPMENT OR ANY COMPONENT THEREOF OR MAY RETAIN THE LEASE AND HOLD THE CITY LIABLE FOR ALL RENTAL PAYMENTS ON AN ANNUAL BASIS. THE OBLIGATION TO BUDGET AND MAKE SUCH RENTAL PAYMENTS DOES NOT CONSTITUTE A DEBT OF THE CITY, THE STATE OF CALIFORNIA OR ANY POLITICAL SUBDIVISION THEREOF WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY LIMITATION OR RESTRICTION, AND THE CITY IS NOT OBLIGATED TO LEVY OR PLEDGE ANY FORM OF TAXATION NOR HAS THE CITY LEVIED OR PLEDGED ANY FORM OF TAXATION FOR PAYMENT OF BASE RENTAL.

City Budget and Finances

For a discussion of the budget and finances of the City, see "APPENDIX A–CITY AND COUNTY OF SAN FRANCISCO–Organization and Finances–City Budget and Finances" and "APPENDIX C–EXCERPTS FROM COMPREHENSIVE ANNUAL FINANCIAL REPORT OF THE CITY AND COUNTY OF SAN FRANCISCO FOR THE YEAR ENDED JUNE 30, 2005." In addition, the annual financial reports of the City are available on the internet at http://www.sfgov.org/controller/.

Investment Policy

For a discussion of the City's investment policy and a description of the City's investment portfolio regarding surplus cash, See "APPENDIX A–CITY AND COUNTY OF SAN FRANCISCO–Organization and Finances–Investment Policy."

MUNICIPAL BOND INSURANCE POLICY

The Underwriter (as defined under "SALE OF THE BONDS") has received a commitment that, concurrently with the issuance of the Bonds, XL Capital Assurance Inc. (the "Insurer") will issue its Municipal Bond Insurance Policy for the Bonds (the "Policy"). The Policy guarantees the scheduled payment of principal and interest with respect to Bonds when due as set forth in the form of the Policy included as an exhibit to this Official Statement. See "APPENDIX H—FORM OF MUNICIPAL BOND INSURANCE POLICY."

DESCRIPTION OF THE INSURER

The following information has been supplied by the Insurer for inclusion in this Official Statement with respect to the Bonds. No representation is made by the Corporation or the City as to the accuracy or completeness of the information.

The Insurer accepts no responsibility for the accuracy or completeness of this Official Statement or any other information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding the Insurer and its affiliates set forth under this heading. In addition, the Insurer makes no representation regarding the Bonds or the advisability of investing in the Bonds.

General

XL Capital Assurance Inc. (the "Insurer" or "XLCA") is a monoline financial guaranty insurance company incorporated under the laws of the State of New York. The Insurer is currently licensed to do insurance business in, and is subject to the insurance regulation and supervision by, all 50 states, the District of Columbia, Puerto Rico, the U.S. Virgin Islands and Singapore.

The Insurer is an indirect wholly owned subsidiary of XL Capital Ltd, a Cayman Islands exempted company ("XL Capital Ltd"). Through its subsidiaries, XL Capital Ltd is a leading provider of insurance and reinsurance coverages and financial products and services to industrial, commercial and professional service firms, insurance companies and other enterprises on a worldwide basis. The ordinary shares of XL Capital Ltd are publicly traded in the United States and listed on the New York Stock Exchange (NYSE: XL). **XL Capital Ltd is not obligated to pay the debts of or claims against the Insurer.**

The Insurer was formerly known as The London Assurance of America Inc. ("London"), which was incorporated on July 25, 1991 under the laws of the State of New York. On February 22, 2001, XL Reinsurance America Inc. ("XL Re") acquired 100% of the stock of London. XL Re merged its former financial guaranty subsidiary, known as XL Capital Assurance Inc. (formed September 13, 1999) with and into London, with London as the surviving entity. London immediately changed its name to XL Capital Assurance Inc. All previous business of London was 100% reinsured to Royal Indemnity Company, the previous owner at the time of acquisition.

Reinsurance

The Insurer has entered into a facultative quota share reinsurance agreement with XL Financial Assurance Ltd. ("XLFA"), an insurance company organized under the laws of Bermuda, and an affiliate of the Insurer. Pursuant to this reinsurance agreement, the Insurer expects to cede up to 90% of its business to XLFA. The Insurer may also cede reinsurance to third parties on a transaction-specific basis, which cessions may be any or a combination of quota share, first loss or excess of loss. Such reinsurance is used by the Insurer as a risk management device and to comply with statutory and rating agency requirements and does not alter or limit the Insurer's obligations under any financial guaranty insurance policy. With respect to any transaction insured by XLCA, the percentage of risk ceded to XLFA may be less than 90% depending on certain factors including, without limitation, whether XLCA has obtained third party reinsurance covering the risk. As a result, there can be no assurance as to the percentage reinsured by XLFA of any given financial guaranty insurance policy issued by XLCA, including the Policy.

Based on the audited financials of XLFA, as of December 31, 2005, XLFA had total assets, liabilities, redeemable preferred shares and shareholders' equity of $1,394,081,000, $704,007,000, $39,000,000 and $651,074,000, respectively, determined in accordance with generally accepted accounting principles in the United States ("US GAAP"). XLFA's insurance financial strength is rated "Aaa" by Moody's and "AAA" by S&P and Fitch Inc. In addition, XLFA has obtained a financial enhancement rating of "AAA" from S&P.

The obligations of XLFA to the Insurer under the reinsurance agreement described above are unconditionally guaranteed by XL Insurance (Bermuda) Ltd ("XLI"), a Bermuda exempted company and one of the world's leading excess commercial insurers. XLI is a wholly owned indirect subsidiary of XL Capital Ltd. In addition to A.M. Best's financial strength rating of "A+" and issuer credit rating of "aa-", XLI's insurance financial strength rating is "Aa3" (Stable Outlook) by Moody's, "A+" by Standard & Poor's and "AA-" (Outlook Stable) by Fitch.

The rating agencies have taken certain actions with respect to XL Capital Ltd and various insurance operating subsidiaries of XL Capital Ltd, as described below. On November 22, 2005, Moody's downgraded the senior debt rating of XL Capital Ltd from "A2" to "A3" and downgraded the other insurance financial strength ratings of various insurance operating subsidiaries of XL Capital Ltd (other than XLCA and XLFA) from "Aa2" to "Aa3". On November 28, 2005, Standard & Poor's downgraded the senior debt rating of XL Capital Ltd from "A" to "A-" and downgraded the counterparty credit and financial strength ratings of various insurance operating subsidiaries of XL Capital Ltd (other than XLCA and XLFA) from "AA-" to "A+". On February 28, 2006, Fitch revised the long term issuer rating of XL Capital Ltd from "A-" to "A". On October 26, 2005, Fitch downgraded the insurer financial strength ratings of various insurance operating subsidiaries of XL Capital Ltd (other than XLCA and XLFA) from "AA" to "AA-".

The ratings of XLFA, XLI or any other member of the XL Capital Ltd group of companies are not recommendations to buy, sell or hold securities, including the Bonds and are subject to revision or withdrawal at any time by Moody's, Standard & Poor's or Fitch.

Notwithstanding the capital support provided to the Insurer described in this section, the Bondholders will have direct recourse against the Insurer only, and neither XLFA nor XLI will be directly liable to the Bondholders.

Financial Strength and Financial Enhancement Ratings of XLCA

The Insurer's insurance financial strength is rated "Aaa" by Moody's and "AAA" by Standard & Poor's and Fitch, Inc. ("Fitch"). In addition, XLCA has obtained a financial enhancement rating of "AAA" from Standard & Poor's. These ratings reflect Moody's, Standard & Poor's and Fitch's current assessment of the Insurer's creditworthiness and claims-paying ability as well as the reinsurance arrangement with XLFA described under "Reinsurance" above.

The above ratings are not recommendations to buy, sell or hold securities, including the Bonds and are subject to revision or withdrawal at any time by Moody's, Standard & Poor's or Fitch. Any downward revision or withdrawal of these ratings may have an adverse effect on the market price of the Bonds. The Insurer does not guaranty the market price of the Bonds nor does it guaranty that the ratings on the Bonds will not be revised or withdrawn.

Capitalization of the Insurer

Based on the audited financials of XLCA, as of December 31, 2005, XLCA had total assets, liabilities, and shareholder's equity of $953,706,000, $726,758,000, and $226,948,000, respectively, determined in accordance with U.S. GAAP.

Based on the unaudited statutory financial statements for XLCA as of December 31, 2005 filed with the State of New York Insurance Department, XLCA has total admitted assets of $328,231,000, total liabilities of $139,392,000, total capital and surplus of $188,839,000 and total contingency reserves of $13,031,000 determined in accordance with statutory accounting practices prescribed or permitted by insurance regulatory authorities ("SAP"). Based on the audited statutory financial statements for XLCA as of December 31, 2004 filed with the State of New York Insurance Department, XLCA had total admitted assets of $341,937,000, total liabilities of $143,494,000, total capital and surplus of $198,443,000 and total contingency reserves of $7,342,000 determined in accordance with SAP.

Incorporation by Reference of Financials

For further information concerning XLCA and XLFA, see the financial statements of XLCA and XLFA, and the notes thereto, incorporated by reference in this Official Statement. The financial statements of XLCA and XLFA are included as exhibits to the periodic reports filed with the Securities and Exchange Commission (the "Commission") by XL Capital Ltd and may be reviewed at the EDGAR website maintained by the Commission. All financial statements of XLCA and XLFA included in, or as exhibits to, documents filed by XL Capital Ltd pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 on or prior to the date of this Official Statement, or after the date of this Official Statement but prior to termination of the offering of the Bonds, shall be deemed incorporated by reference in this Official Statement. Except for the financial statements of XLCA and XLFA, no other information contained in XL Capital Ltd's reports filed with the Commission is incorporated by reference. Copies of the statutory quarterly and annual statements filed with the State of New York Insurance Department by XLCA are available upon request to the State of New York Insurance Department.

Regulation of the Insurer

The Insurer is regulated by the Superintendent of Insurance of the State of New York. In addition, the Insurer is subject to regulation by the insurance laws and regulations of the other jurisdictions in which it is licensed. As a financial guaranty insurance company licensed in the State of New York, the Insurer is subject to Article 69 of the New York Insurance Law, which, among other things, limits the business of each insurer to financial guaranty insurance and related lines, prescribes minimum standards of solvency, including minimum capital requirements, establishes contingency, loss and unearned premium reserve requirements, requires the maintenance of minimum surplus to policyholders and limits the aggregate amount of insurance which may be written and the maximum size of any single risk exposure which may be assumed. The Insurer is also required to file detailed annual financial statements with the New York Insurance Department and similar supervisory agencies in each of the other jurisdictions in which it is licensed.

The extent of state insurance regulation and supervision varies by jurisdiction, but New York and most other jurisdictions have laws and regulations prescribing permitted investments and governing the payment of dividends, transactions with affiliates, mergers, consolidations, acquisitions or sales of assets and incurrence of liabilities for borrowings.

THE FINANCIAL GUARANTY INSURANCE POLICIES ISSUED BY THE INSURER, INCLUDING THE INSURANCE POLICY, ARE NOT COVERED BY THE PROPERTY/CASUALTY INSURANCE SECURITY FUND SPECIFIED IN ARTICLE 76 OF THE NEW YORK INSURANCE LAW.

The principal executive offices of the Insurer are located at 1221 Avenue of the Americas, New York, New York 10020 and its telephone number at this address is (212) 478-3400.

THE PROJECT

Description of the Equipment Acquisition Program

Under the Lease, the City will lease various pieces of equipment from the Corporation (each piece individually a "Component", and collectively the "Equipment") for the general governmental purposes of the City. Under the Agency Agreement, the City will act as the agent of the Corporation in acquiring the Equipment. At the expiration of the Lease Term relating to a specific Component, title to such Component will vest in the City. The estimated cost of the various Components the City expects to acquire is as follows:

2006A EQUIPMENT LIST

Equipment	Units	Estimated Total Cost	Lease Term (Years)
Portable X-Ray Machine	1	$110,000.00	5
ADA Exam Tables	6	30,000.00	5
OR Table	1	57,597.00	5
Astiva/5 Anesthesia Machine	4	207,244.00	5
Surgical Microscope	1	287,568.00	5
OR Table	1	53,987.00	5
15 KW Portable Generators	2	40,000.00	3
Green Machine	4	310,000.00	3
3/4 Ton Cargo Van	2	60,000.00	3
3/4 Ton Utility Pickup Truck	1	36,000.00	3
1 Ton Cargo Van	2	100,000.00	3
1 Ton Crew Cab Dump Pickup Truck	5	185,000.00	3
1 Ton Truck w/Mounted Steamer/Pressure	3	180,000.00	3
3/4 Ton Dump Bed Pickup Truck	5	160,000.00	3
Graffiti Vans w/Paint Equipment	2	200,000.00	3
Flat-Bed Truck w/Fire Kettle	1	71,000.00	3
1/4 Ton Pickup Truck	1	31,000.00	3
3/4 Ton Crew Cab Dump w/Lift Gate	1	40,000.00	3
3/4 Ton Pickup	1	35,000.00	3
Aerial Truck	1	100,000.00	3
Chipper	1	25,000.00	3
Flat-Bed Dump Crew Cab	1	40,000.00	3
Flat-Bed Dump Crew Cab w/Lift Gate	1	40,000.00	3
Packer	1	160,000.00	3
Rotary Mowers	2	50,000.00	3
Aerial Ladder Truck	1	625,000.00	5
Triple Combination Pumper	3	1,095,000.00	5
Chief's Crown Victoria - Sedan	1	29,000.00	5
BC Command Vehicle	4	168,000.00	5
Ambulance	4	500,000.00	5
Marked Police Vehicles	17	697,000.00	3
Unmarked Police Vehicles	10	280,000.00	3
Unmarked Police Motorcycles	10	162,000.00	3
3/4 Ton Truck, Dump Bed	2	71,000.00	3
Tree & Branch Chipper	1	31,500.00	3
Mower, Rotary 52" Deck	1	20,200.00	3
Turf Vehicle, 4 WD, Dump Bed	1	22,500.00	3
1/4 Ton Truck, Supercab	1	19,500.00	3

Equipment	Units	Estimated Total Cost	Lease Term (Years)
Fork Lift, 6-Ton Capacity	1	30,000.00	3
Turf Vehicle, 4 WD, Dump Bed	1	22,500.00	3
1/4 Ton Truck, Supercab	2	39,000.00	3
3/4 Ton Truck, Dump Bed	4	142,000.00	3
Turf Vehicle, 4 WD, Dump Bed	9	198,504.00	3
1/4 Ton Truck, Supercab	3	58,500.00	3
3/4 Ton Truck, Dump Bed	2	71,000.00	3
Turf Vehicle, 4 WD, Dump Bed	3	67,500.00	3
Truck Vehicle, 4 WD, Dump Bed	1	35,500.00	3
Mower, Rotary 52" Deck	1	20,200.00	3
Turf Vehicle, 4 WD, Dump Bed	1	22,500.00	3
Mower, Rotary 52" Deck	1	25,500.00	3
Turf Vehicle, 4 WD, Dump Bed	5	106,500.00	3
1 Ton Truck, Utility Bed	3	111,000.00	3
1/4 Ton Truck, Supercab	4	78,000.00	3
2 Ton Truck, Flat Bed w/Dump	1	75,000.00	3
1 Ton Truck, Utility Bed	5	187,500.00	3
3/4 Ton Truck, Dump Bed	2	71,000.00	3
1 Ton Truck, Crew Cab	1	37,500.00	3
Mower, Rotary 52" Deck	6	121,200.00	3
Mower, Rotary 72" Deck	6	134,202.00	3
Mower, Rotary 90" Deck	3	231,000.00	3
3/4 Ton Truck, Dump Bed	2	71,000.00	3
Inmate Security Bus	1	171,112.00	3
Sedan - Crown Victoria P71/730A	3	81,000.00	3
Van E250 Passenger	4	128,000.00	3
Van	2	64,000.00	3
Van, Passenger Midsize (Ford Freestar)	1	31,000.00	3
Totals:	185	$8,761,814.00	

To the extent items of Equipment are acquired for amounts less than the estimated cost shown, the City will either purchase additional items of Equipment that will be subject to and automatically be incorporated within the Lease or will redeem Bonds at par. See "THE BONDS–Special Redemption" herein. To the extent that the items of Equipment cost more than estimated, the City may elect to purchase fewer items of Equipment than shown above. The City may, at any time during the lease term, substitute items of Equipment if such substituted equipment shall have, in the aggregate, the same or longer useful life and the same or greater value than the original Equipment for which it is substituted. All substituted Equipment shall be subject to the Lease.

Additional Rental

The City shall also pay, as Additional Rental under the Lease, certain amounts required by the Corporation for payment of its administrative costs, insurance premiums and taxes in connection with the Project, and Rebate Fund deficiencies, if any. All amounts received by the Corporation as Additional Rental under the Lease will be deposited in the Working Capital Fund. Upon the Written Request of the Corporation, the Trustee will disburse amounts in the Working Capital Fund for the payment of taxes and assessments, insurance premiums, and any administrative cost of the Corporation or charges required to be paid by the Corporation in order to maintain its existence or to comply with the terms of the Bonds or of the Indenture.

Acquisition Fund

All moneys in the Acquisition Fund are required by the Indenture to be applied by the Trustee to the payment of any Project Costs (or for making reimbursements to the Corporation, the City or any other person for such costs). The Trustee will establish a Project Account within the Acquisition Fund for the Bonds. Amounts in the Project Account may be distributed by the Trustee only to pay costs related to the Project. Upon receipt by the Trustee of a Certificate of Completion for the Project, all amounts remaining in the Project Account are required to be transferred by the Trustee to the Rebate Fund as needed, or to the Redemption Fund to be applied to redeem Bonds.

Repair and Maintenance

The Lease requires the City, at its own expense, to maintain the Equipment in good working order and to make or cause to be made all necessary and proper repairs and replacements of the Equipment. In addition, the City is required to purchase and maintain rental interruption insurance as well as fire, theft, vandalism, flood and extended coverage insurance on the Equipment. The City has also agreed to insure or self-insure against claims based on comprehensive general liability, automobile liability and physical property damage which result from its operations, including but not limited to its use of the Equipment. See "APPENDIX D–SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE AND THE LEASE–The Lease–Insurance."

SOURCES AND USES OF FUNDS

Sources and Uses of Funds

The estimated sources and uses of funds are as follows:

Sources of Funds:	
Par Amount	$10,135,000.00
Underwriter's Discount	(9,672.65) [(1)]
Total Sources	$10,125,327.35
Use of Funds:	
Acquisition Fund	$8,761,814.00
Capitalized Interest [(2)]	153,148.52
Reserve Fund	1,013,500.00
Costs of Issuance Fund[(3)]	191,864.83
Working Capital Fund	5,000.00
Total Uses	$10,125,327.35

(1) Represents a portion of the Underwriter's compensation. See "SALE OF THE BONDS."

(2) A portion of Base Rental payments representing interest will be funded from the proceeds of the Bonds through April 1, 2007.

(3) Includes amounts for legal fees, Trustee fees, financial advisory fees, rating agency fees, printing costs and other costs of issuing the Bonds.

CERTAIN RISK FACTORS

This section provides a general overview of certain risk factors which should be considered, in addition to the other matters set forth in this Official Statement, in evaluating an investment in the Bonds. Each prospective investor in the Bonds is encouraged to read this Official Statement in its entirety. This section is not meant to be a comprehensive or definitive list of the risks associated with an investment in the Bonds and additional risk factors may become evident in the future. Any one or more of the risk factors discussed below, among others, could lead to a decrease in the market value and/or in the liquidity of the Bonds. The order in which this information is presented does not necessarily reflect the relative importance of various risks.

Rental Payments Not a Debt of the City

The obligation of the City to pay the Rental Payments does not constitute an obligation of the City to levy or pledge any form of taxation or for which the City has levied or pledged any form of taxation. The obligation of the City to pay Rental Payments does not constitute an indebtedness of the City and County of San Francisco, the State of California (the "State") or any of its political subdivisions within the meaning of any constitutional or statutory debt limitation or restriction.

Additional Obligations

Subject to certain City Charter restrictions, the City may incur other obligations, which may constitute additional charges against its revenues, without the consent of the Owners of the Bonds. To the extent that the City incurs additional obligations, the funds available to make Rental Payments may be decreased. The City is currently liable on other obligations payable from its general revenues. See "APPENDIX A–CITY AND COUNTY OF SAN FRANCISCO–Organization and Finances–Statement of Direct and Overlapping Bonded Debt," "–Tax Supported Debt Service" and "–Lease Payments and Other Long-Term Obligations." See also "APPENDIX C–EXCERPTS FROM COMPREHENSIVE ANNUAL FINANCIAL REPORT OF THE CITY AND COUNTY OF SAN FRANCISCO FOR THE FISCAL YEAR ENDED JUNE 30, 2005."

Abatement of Rental Payments

The obligation of the City under the Lease to make Base Rental payments is in consideration for the use and right of possession of the Equipment. The obligation of the City to make Base Rental payments may be abated in whole or in part if the City does not have full use and right of possession of any portion of the Equipment, and if the portion of the Equipment then available for beneficial use and possession by the City has an aggregate fair rental value below the amount of the applicable Base Rental payments. If all of the Equipment is not acquired, delivered, installed and accepted, the City may not be obligated to make any, or all, of the applicable Base Rental payments. However, the City has covenanted under the Lease and the Agency Agreement to acquire, deliver, and install the Equipment, and to cause such acquisition, delivery and installation to be completed on or prior to March 1, 2007 (the "Scheduled Completion Date").

In the event Base Rental payments are abated, no assurances can be given that moneys on deposit in the Base Rental Payment Fund and Reserve Fund or proceeds of rental interruption insurance will be sufficient to pay the debt service on the Bonds. In addition, even if such amounts are sufficient to make such payments, moneys remaining in the Reserve Fund after such payments may be less than the Reserve Requirement.

The amount of Base Rental payments due under the Lease will be abated during any period in which by reason of damage, theft, destruction, condemnation or title defect there is substantial interference with the use and right of possession of the Equipment by the City. Such abatement shall continue for the period commencing with the date of such damage, theft, destruction, condemnation or title defect and shall end with the restoration of the Equipment or any portion thereof to useable condition or correction of the title defect. Reserve Fund moneys and the proceeds of rental interruption insurance may be used by the Trustee to make payments with respect to the Bonds in the event Base Rental payments received by the Trustee are insufficient to pay principal or interest on the Bonds as such amounts become due. **If damage, destruction, condemnation or title defect with respect to the Equipment or any portion thereof results in abatement of Base Rental payments and the resulting Base Rental payments, together with moneys, if any, in the Reserve Fund and any proceeds of rental interruption insurance, are insufficient to make all payments with respect to the Bonds during the period that the Equipment, or portion thereof, is being restored, then such payments may not be made and no remedy will be available to the Trustee or the Owners and Beneficial Owners under the Lease or Indenture for nonpayment under such circumstances.**

Notwithstanding the provisions of the Lease and the Indenture specifying the extent of abatement in the event of the City's failure to have use and possession of the Equipment, such provisions may be superseded by operation of law, and, in such event, the resulting Base Rental payments of the City may not be sufficient to pay all of that portion of the remaining principal and interest with respect to the Bonds.

Limited Recourse on Default

The Lease and Indenture provide that, if there is a default by the City, the Trustee may take possession of and relet the Equipment. The amounts received from such reletting may be insufficient to pay the scheduled principal and interest on the Bonds when due. Due to the essential nature of the governmental function of some of the Equipment, it is not certain whether a court would permit the exercise of the remedies of repossession, reletting, or sale with respect thereto. Furthermore, the enforcement of any remedies provided in the Lease and in the Indenture could prove to be both expensive and time-consuming.

The Lease provides that any remedies on default shall be exercised by the Trustee, as assignee of the Corporation. Upon the occurrence and continuance of the City's failure to deposit with the Trustee any Base Rental and/or Additional Rental when due, or in the event that the City fails to perform any other terms, covenants, conditions or agreements contained in the Lease and such failure shall have continued for 30 days or more, the Trustee or the Owners of not less than a majority in aggregate principal amount of Bonds then Outstanding, shall be entitled, upon notice in writing to the City and the Corporation, (i) to terminate the Lease and to retake possession of the Equipment, (ii) without terminating the Lease, (A) to collect each installment of Rental Payments as it becomes due and enforce any other term or provision of the Lease to be kept or performed by the City and/or (B) to exercise any and all rights to retake possession of the Equipment, and (iii) to exercise any other right or remedy which may be available to it under applicable law or proceed by appropriate court action to enforce the terms of the Lease or to recover damages for the breach thereof. Additionally, unless and until the Lease has been terminated pursuant to the terms thereof, the City is liable for all unpaid Base Rental and Additional Rental and any other governmental charges, costs or fees, or expenses incurred by reason of the occurrence of any event of default or the exercise of the remedies. See "APPENDIX D—SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE AND THE LEASE—THE LEASE—Defaults and Remedies."

In addition to the limitations on remedies contained in the Lease and the Indenture, the rights and remedies provided in those documents may be limited by and are subject to provisions of federal bankruptcy laws, as now or hereafter enacted, and to other laws or equitable principles that may affect creditors' rights. See "CERTAIN RISK FACTORS—Bankruptcy" herein.

No Acceleration on Default

In the event of default, there is no remedy of acceleration of the total Base Rental payments for the term of the Lease.

Enforcement of Remedies

The enforcement of any remedies provided in the Lease and the Indenture could prove both expensive and time consuming. The rights and remedies provided in the Lease and the Indenture may be limited by and are subject to the limitations on legal remedies against cities and counties in the State, including State constitutional limits on expenditures and limitations on the enforcement of judgments against funds needed to serve the public welfare and interest, by federal bankruptcy laws, as now or hereafter enacted, applicable bankruptcy, insolvency, reorganization, moratorium, or similar laws relating to or affecting the enforcement of creditors' rights generally, now or hereafter in effect, equity principles which may limit the specific enforcement under State law of certain remedies, the exercise by the United States of America of the powers delegated to it by the Constitution, the reasonable and necessary exercise, in certain exceptional situations, of the police powers inherent in the sovereignty of the State and its governmental bodies in the interest of serving a significant and legitimate public purpose and the limitations on remedies against municipal corporations in the State. Bankruptcy proceedings, or the exercise of powers by the federal or State government, if initiated, could subject the Owners of the Bonds to judicial discretion and interpretation of their rights in bankruptcy or otherwise, and consequently may entail risks of delay, limitation, or modification of their rights. The legal opinions to be delivered concurrently with the delivery of the Bonds will be qualified, as to the enforceability of the Bonds, the Indenture, the Lease and other related documents, by bankruptcy, insolvency, reorganization, moratorium, arrangement, fraudulent conveyance and other laws relating to or affecting creditors' rights, to the application of equitable principles to the exercise of judicial discretion in appropriate cases and to the limitations on legal remedies against charter cities and counties and non-profit public benefit corporations in the State. See "CERTAIN RISK FACTORS—Bankruptcy" herein.

No Liability of Corporation to the Owners

Except as expressly provided in the Indenture, the Corporation will not have any obligation or liability to the Owners of the Bonds with respect to the payment when due of the Rental Payments by the City, or with respect to the performance by the City of other agreements and covenants required to be performed by it contained in the Lease or the Indenture, or with respect to the performance by the Trustee of any right or obligation required to be performed by it contained in the Indenture.

Change in Law

No assurance can be given that the State or the City electorate will not at some future time adopt initiatives, or that the State Legislature or the City's Board of Supervisors will not enact legislation, to amend the laws of the State, the State Constitution or the City's Charter, respectively, in a manner that could result in a reduction of the City's general fund revenues and therefore a reduction of the funds legally available to the City to make Base Rental payments. See, for example, "CONSTITUTIONAL AND STATUTORY TAX LIMITATIONS–Article XIII C and XIII D of the California Constitution."

Bankruptcy

In addition to the limitations on remedies contained in the Lease and the Indenture, the rights and remedies provided in the Indenture and the Lease may be limited by and are subject to the provisions of federal bankruptcy laws, as now or hereafter enacted, and to other laws or equitable principles that may affect the enforcement of creditors' rights.

Under Chapter 9 of the Bankruptcy Code (Title 11, United States Code), which governs the bankruptcy proceedings for public agencies, there are no involuntary petitions in bankruptcy. It is not clear that the Corporation would be protected by Chapter 9 from an involuntary bankruptcy. If the City were to file a petition under Chapter 9 of the Bankruptcy Code, the Owners, the Trustee and the Corporation could be prohibited or severely restricted from taking any steps to enforce their rights under the Lease, and from taking any steps to collect amounts due from the City under the Lease.

Although the Corporation's activities are limited and it generally does not have any assets or engage in activities that could give rise to debts and obligations, the City would not be able to prevent the Corporation from filing any petition for bankruptcy. The Corporation has entered into financing leases with the City and has issued bonds, which as of March 1, 2006, amount in the aggregate to $235,785,000 in outstanding principal (including $23,365,000 outstanding under the Indenture). See "APPENDIX A–CITY AND COUNTY OF SAN FRANCISCO–Organization and Finances–Lease Payments and Other Long-Term Obligations"; "APPENDIX C–EXCERPTS FROM COMPREHENSIVE ANNUAL FINANCIAL REPORT OF THE CITY AND COUNTY OF SAN FRANCISCO FOR THE YEAR ENDED JUNE 30, 2005", Note 8. In the event the Corporation declared bankruptcy or were declared a bankrupt, the bankruptcy court would have the power to review and abrogate lease arrangements entered into by the Corporation involving the assignment of revenues to other parties, including the Lease and the Indenture. The court could order, at least for some period of time, that the Corporation not allow any of its revenues received from the City under the Lease to be paid over to the Trustee.

CONSTITUTIONAL AND STATUTORY TAX LIMITATIONS

Several constitutional and statutory limitations on taxes, revenues and expenditures exist under State law which limits the ability of the City to impose and increase taxes and other revenue sources and to spend such revenues, and which, under certain circumstances, would permit existing revenue sources of the City to be reduced by vote of the City electorate. These constitutional and statutory limitations, and future limitations, if enacted, could potentially have an adverse impact on the City's general finances and its ability to raise revenue, or maintain existing revenue sources, in the future. A summary of the currently effective limitations is set forth below.

Article XIII A of the California Constitution

Article XIII A of the California Constitution, known as Proposition 13, was approved by the California voters in June of 1978. It limits the amount of ad valorem tax on real property to 1% of "full cash value," as determined by the county assessor. Article XIII A defines "full cash value" to mean the county assessor's valuation of real property as shown on the 1975-76 tax bill under "full cash value," or thereafter, the appraised value of real property when "purchased, newly constructed or a change in ownership has occurred" (as such terms are used in Article XIII A) after the 1975 assessment. Furthermore, all real property valuation may be increased to reflect the inflation rate, as shown by the consumer price index or comparable data, in an amount not to exceed 2% per year, or may be reduced in the event of declining property values caused by damage, destruction or other factors. Article XIII A provides that the 1% limitation does not apply to ad valorem taxes to pay interest or redemption charges on (1) indebtedness approved by the voters prior to July 1, 1978, (2) any bonded indebtedness for the acquisition or improvement of real property approved on or after July 1, 1978, by two-thirds of the votes cast by the voters voting on the proposition, or (3) bonded indebtedness incurred by a school district or community college district for the construction, reconstruction, rehabilitation or replacement of school facilities or the acquisition or lease of real property for school facilities, approved by 55% of the voters of the district voting on the proposition, but only if certain accountability measures are included in the proposition.

Since its adoption, Article XIII A has been amended a number of times. These amendments have created a number of exceptions to the requirement that property be assessed when purchased, newly constructed or a change in ownership has occurred. These exceptions include certain transfers of real property between family members, certain purchases of replacement dwellings for persons over age 55 and by property owners whose original property has been destroyed in a declared disaster and certain improvements to accommodate disabled persons and for seismic upgrades to property. These amendments have resulted in marginal reductions in the property tax revenues of the City.

Both the California State Supreme Court and the United States Supreme Court have upheld the validity of Article XIII A.

Article XIII B of the California Constitution

Article XIII B of the California Constitution limits the annual appropriations from the proceeds of taxes of the State and any city, county, school district, authority or other political subdivision of the State to the level of appropriations for the prior fiscal year, as adjusted for changes in the cost of living, population and services rendered by the governmental entity. However, no limit is imposed on the appropriation of local revenues and taxes to pay debt service on bonds existing or authorized by January 1, 1979, or subsequently authorized by the voters. Article XIII B includes a requirement that if an entity's revenues in any year exceed the amount permitted to be spent, the excess would have to be returned by revising tax or fee schedules over the next two years.

See APPENDIX C–"EXCERPTS FROM COMPREHENSIVE ANNUAL FINANCIAL REPORT OF THE CITY AND COUNTY OF SAN FRANCISCO FOR THE FISCAL YEAR ENDED JUNE 30, 2005" for information on the City's appropriations limit.

Articles XIII C and XIII D of the California Constitution

Proposition 218, approved by the voters of the State in 1996, added Articles XIII C and XIII D to the State Constitution, which affect the ability of local governments, including charter cities such as the City, to levy and collect both existing and future taxes, assessments, fees and charges. Proposition 218 does not affect the levy and collection of taxes on voter-approved debt once such debt has been approved by the voters. However, Proposition 218 affects the City's finances in other ways. Article XIII C requires that all new local taxes be submitted to the electorate for approval before such taxes become effective. Under Proposition 218, the City can only continue to collect taxes that were imposed after January 1, 1995 if voters subsequently approved such taxes by November 6, 1998. All of the City's local taxes subject to such approval either have been reauthorized in accordance with Proposition 218 or discontinued. The voter approval requirements of Article XIII C reduce the City's flexibility to manage fiscal problems through new, extended or increased taxes. No assurance can be given that the City will be able to raise taxes in the future to meet increased expenditure requirements.

In addition, Article XIII C addresses the initiative power in matters of local taxes, assessments, fees and charges. Pursuant to Article XIII C, the voters of the City could, by initiative, repeal, reduce or limit any existing or future local tax, assessment, fee or charge, subject to certain limitations imposed by the courts and additional limitations with respect to taxes levied to repay bonds. The City raises a substantial portion of its revenues from various local taxes which are not levied to repay bonded indebtedness and which could be reduced by initiative under Article XIII C. No assurance can be given that the voters of the City will not approve initiatives that repeal, reduce or prohibit the imposition or increase of local taxes, assessments, fees or charges. See APPENDIX A–"CITY AND COUNTY OF SAN FRANCISCO–Organization and Finances–Other City Tax Revenues" for a discussion of other City taxes that could be affected by Proposition 218.

With respect to the City's general obligation bonds, the State Constitution and the laws of the State impose a duty on the Board to levy a property tax sufficient to pay debt service coming due in each year; the initiative power cannot be used to reduce or repeal the authority and obligation to levy such taxes which are pledged as security for payment of the City's general obligation bonds or to otherwise interfere with performance of the duty of the City with respect to such taxes which are pledged as security for payment of those bonds.

Article XIII D contains several provisions making it generally more difficult for local agencies, such as the City, to levy and maintain "assessments" (as defined in Article XIII D) for local services and programs. The City cannot predict the future impact of Proposition 218 on the finances of the City, and no assurance can be given that Proposition 218 will not have a material adverse impact on the City's revenues.

Statutory Limitations

On November 4, 1986, California voters adopted Proposition 62, an initiative statute that, among other matters, requires (i) that any new or increased general purpose tax be approved by a two-thirds vote of the local governmental entity's legislative body and by a majority vote of the voters, and (ii) that any new or increased special purpose tax be approved by a two-thirds vote of the voters.

In *Santa Clara County Local Transportation Authority* v. *Guardino,* 11 Cal. 4th 220 (1995) (the "*Santa Clara* decision"), the California Supreme Court upheld a Court of Appeal decision invalidating a one-half cent countywide sales tax for transportation purposes levied by a local transportation authority. The

California Supreme Court based its decision on the failure of the authority to obtain a two-thirds vote for the levy of a "special tax" as required by Proposition 62. The *Santa Clara* decision did not address the question of whether it should be applied retroactively. In *McBrearty v. City of Brawley* (1997) 59 Cal. App. 4th 1441, the Fourth District Court of Appeal concluded that the *Santa Clara* decision is to be applied retroactively to require voter approval of taxes enacted after the adoption of Proposition 62 but before the *Santa Clara* decision.

The *Santa Clara* decision also did not decide, and the California Supreme Court has not otherwise decided, whether Proposition 62 applies to charter cities. The City is a charter city. Cases decided by the California Court of Appeals have held that the voter approval requirements of Proposition 62 do not apply to certain taxes imposed by charter cities. See, *Fielder v. City of Los Angeles* (1993) 14 Cal. App. 4th 137 and *Fisher v. County of Alameda* (1993) 20 Cal. App. 4th 120.

Proposition 62 as an initiative statute does not have the same level of authority as a constitutional initiative, but is analogous to legislation adopted by the State Legislature, except that it may be amended only by a vote of the State's electorate. Since it is a statute, it is subordinate to the authority of charter cities, derived from the state constitution, to impose taxes. Proposition 218, however, incorporates the voter approval requirements initially imposed by Proposition 62 into the State Constitution. For a discussion of taxes affected by Proposition 218 see "Articles XIII C and XIII D of the California Constitution" above.

Even if a court were to conclude that Proposition 62 applies to charter cities, the City's exposure would be insignificant. The effective date of Proposition 62 was November 1986. Proposition 62 contains provisions that apply to taxes imposed on or after August 1, 1985. Since August 1, 1985, the City has collected taxes on businesses, hotel occupancy, utility use, parking, property transfer, stadium admissions and vehicle rentals. Only the hotel and stadium admissions taxes have been increased since that date. The increases in these taxes were ratified by the voters on November 3, 1998 pursuant to a requirement in Proposition 218. With the exception of the vehicle rental tax, the City continues to collect all of the taxes listed above. Since these remaining taxes were adopted prior to August 1, 1985, and have not been increased, these taxes would not be subject to Proposition 62 even if Proposition 62 applied to a charter city. See "APPENDIX A—CITY AND COUNTY OF SAN FRANCISCO—Organization And Finances—Other City Tax Revenues."

Proposition 1A

Proposition 1A, proposed by the State's legislature in connection with the State's Fiscal Year 2004-05 Budget, approved by the voters in November 2004, provides that the State may not reduce any local sales tax rate, limit existing local government authority to levy a sales tax rate or change the allocation of local sales tax revenues, subject to certain exceptions. Proposition 1A generally prohibits the State from shifting to schools or community colleges any share of property tax revenues allocated to local governments for any fiscal year, as set forth under the laws in effect as of November 3, 2004. Any change in the allocation of property tax revenues among local governments within a county must be approved by two-thirds of both houses of the Legislature. Proposition 1A provides, however, that beginning in fiscal year 2008-09, the State may shift to schools and community colleges up to 8% of local government property tax revenues, which amount must be repaid, with interest, within three years, if the Governor proclaims that the shift is needed due to a severe state financial hardship, the shift is approved by two-thirds of both houses and certain other conditions are met. The State may also approve voluntary exchanges of local sales tax and property tax revenues among local governments within a county. Proposition 1A also provides that if the State reduces the annual vehicle license fee rate currently in effect, 0.65 percent of vehicle value, the State must provide local governments with equal replacement revenues. Further, Proposition 1A requires the State, beginning July 1, 2005, to suspend State mandates affecting cities, counties and special districts, excepting mandates relating to employee rights, schools or community colleges, in any year that the State does not fully reimburse local governments for their costs to comply with such mandates.

Proposition 1A may result in increased and more stable City revenues. The magnitude of such increase and stability is unknown and would depend on future actions by the State. However, Proposition 1A could also result in decreased resources being available for State programs. This reduction, in turn, could affect actions taken by the State to resolve budget difficulties. Such actions could include increasing State taxes, decreasing spending on other State programs or other action, some of which could be adverse to the City.

Future Initiatives

Articles XIII A, XIII B, XIII C and XIII D and Propositions 62 and 1A were each adopted as measures that qualified for the ballot pursuant to the State's initiative process. From time to time other initiative measures could be adopted, further affecting revenues of the City or the City's ability to expend revenues. The nature and impact of these measures cannot be anticipated by the City.

THE CORPORATION

The Corporation is a non-profit public benefit corporation duly organized and validly existing under the Nonprofit Public Benefit Corporation Law (Section 5110 *et seq*. of the California Corporations Code). The Corporation was formed in 1991 by the Chief Administrative Officer of the City pursuant to a resolution of the Board of Supervisors of the City. The purpose of the Corporation is to provide a means to finance, through lease financings, the acquisition, construction and installation of facilities, equipment and other tangible real and personal property for the City's general governmental purposes.

Governance and Administration

The Corporation is governed by a Board of Directors. The initial Board of Directors was appointed by the Chief Administrative Officer of the City. Members of the Board of Directors are appointed by the existing Board of Directors to indefinite terms and serve without compensation. The Board of Directors is authorized to have three members. However, currently, the Board of Directors has two members, which are as follows:

Name	Date of Appointment
Marc Stad, President	November 17, 2005
Barry Fishman, Chief Financial Officer and Secretary	March 15, 2005

Mr. Marc Stad was appointed to the office of President of the Corporation and sworn in on November 17, 2005. Mr. Stad is an investment professional with a background in business and politics. He currently works in the Private Equity Group of Texas Pacific Group in San Francisco and previously held positions with Parthenon Capital and McKinsey & Company. Mr. Stad also served in Vice President Al Gore's office. Mr. Stad received his A.B. degree in Government from Harvard College.

Mr. Barry Fishman was appointed to the offices of Chief Financial Officer and Secretary of the Corporation and sworn in on March 15, 2005. Mr. Fishman served as the chief executive officer of Kravif Manufacturing Co., in Fall River, Massachusetts, manufacturing better ladies apparel. In 1994, he moved to San Francisco to pursue individual business ventures, culminating in his current firm, Bradford Design Group LLC.

The Corporation has no employees. Pursuant to an Administrative Services Agreement dated May 23, 1997, between the City and the Corporation, the City provides administrative services to the Corporation.

Outstanding Debt

In addition to the Bonds and the other lease revenue bonds outstanding under its equipment lease program (as of March 1, 2006, in the aggregate principal amount of $23,365,000), the Corporation has issued other bonds secured by separate leases with the City. Additional bonds secured by separate leases with the City may be issued by the Corporation from time to time. See "APPENDIX A–CITY AND COUNTY OF SAN FRANCISCO–Organization and Finances–Statement of Direct and Overlapping Bonded Debt" and "–Lease Payments and Other Long-Term Obligations." No amount received by or on behalf of the Corporation with respect to any other bonds issued by the Corporation is available to secure payment of the Bonds.

TAX MATTERS

In the opinions of Squire, Sanders & Dempsey L.L.P., San Francisco, California, and of Alexis S. M. Chiu, Esq., San Francisco, California, Co-Bond Counsel, under existing law, (i) interest on the Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, and (ii) interest on the Bonds is exempt from State of California personal income taxes. An opinion to those effects will be included in the separate legal opinions of Co-Bond Counsel. A complete copy of the proposed form of opinion of each Co-Bond Counsel is set forth in Appendix G. Co-Bond Counsel will express no opinion as to any other tax consequences regarding the Bonds.

The opinion on federal tax matters will be based on and will assume the accuracy of certain representations and certifications, and continuing compliance with certain covenants, of the Corporation and the City to be contained in the transcript of proceedings for the Bonds and that are intended to evidence and assure the foregoing, including that the Bonds are and will remain obligations the interest on which is excluded from gross income for federal income tax purposes. Co-Bond Counsel will not independently verify the accuracy of those certifications and representations.

The Code prescribes a number of qualifications and conditions for the interest on state and local government obligations to be and to remain excluded from gross income for federal income tax purposes, some of which require future or continued compliance after issuance of the obligations in order for the interest to be and to continue to be so excluded from the date of issuance. Noncompliance with these requirements by the Corporation or the City may cause the interest on the Bonds to be included in gross income for federal income tax purposes and thus to be subject to federal income tax retroactively to the date of issuance of the Bonds. The Corporation and the City have each covenanted to take the actions required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and not to take any actions that would adversely affect that exclusion.

Under the Code, a portion of the interest on the Bonds earned by certain corporations may be subject to a corporate alternative minimum tax. In addition, interest on the Bonds may be subject to a branch profits tax imposed on certain foreign corporations doing business in the United States and to a tax imposed on excess net passive income of certain S corporations.

Under the Code, the exclusion of interest from gross income for federal income tax purposes may have certain adverse federal income tax consequences on items of income, deduction or credit for certain taxpayers, including financial institutions, certain insurance companies, recipients of Social Security and Railroad Retirement benefits, those that are deemed to incur or continue indebtedness to acquire or carry tax-exempt obligations and individuals otherwise eligible for the earned income tax credit. The applicability and extent of these or other tax consequences will depend upon the particular tax status or other tax items of the owner of the Bonds. Co-Bond Counsel will express no opinion regarding those consequences.

Purchasers of the Bonds at other than their original issuance at the respective prices indicated on the cover of this Official Statement should consult their own tax advisers regarding other tax considerations such as the consequences of market discount or premium.

Original Issue Premium

Certain of the Bonds ("Premium Bonds") indicated on the cover of this Official Statement as having yields less than their respective interest rates, were offered and sold to the public at a price in excess of their stated redemption price (the principal amount) at maturity. That excess constitutes bond premium. For federal income tax purposes, bond premium is amortized over the period to maturity of a Premium Bond, based on the yield to maturity of that Premium Bond (or, in the case of a Premium Bond callable prior to its stated maturity, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on that Premium Bond), compounded semiannually. No portion of that bond premium is deductible by the owner of a Premium Bond. For purposes of determining the owner's gain or loss on the sale, redemption (including redemption at maturity) or other disposition of a Premium Bond, the owner's tax basis in the Premium Bond is reduced by the amount of bond premium that accrues during the period of ownership. As a result, an owner may realize taxable gain for federal income tax purposes from the sale or other disposition of a Premium Bond for an amount equal to or less than the amount paid by the owner for that Premium Bond. A purchaser of a Premium Bond in the initial offering at the price for that Premium Bond stated on the cover of this Official Statement, who holds that Premium Bond to maturity (or, in the case of a callable Premium Bond, to its earlier call date that results in the lowest yield on that Premium Bond), will realize no gain or loss upon the retirement of that Premium Bond.

Owners of Premium Bonds should consult their own tax advisers as to the determination for federal income tax purposes of the amount of bond premium properly accruable in any period with respect to the Premium Bonds and as to other federal tax consequences and the treatment of bond premium for state and local tax on, or based on, income.

LEGAL MATTERS

Certain legal matters incident to the authorization, issuance and sale of the Bonds and with regard to the tax-exempt status of the interest on the Bonds (see "TAX MATTERS") are subject to the separate legal opinions of Squire, Sanders & Dempsey L.L.P., San Francisco, California and Alexis S. M. Chiu, Esq., San Francisco, California, Co-Bond Counsel. The signed legal opinions of Co-Bond Counsel, dated and premised on facts existing and law in effect as of the date of original delivery of the Bonds, will be delivered to the initial purchasers of the Bonds at the time of original delivery of the Bonds.

The proposed form of the separate legal opinions of Co-Bond Counsel is set forth in Appendix G hereto. The legal opinions to be delivered may vary from that text if necessary to reflect facts and law on the date of delivery. Each opinion will speak only as of its date, and subsequent distributions of it by recirculation of this Official Statement or otherwise shall create no implication that Co-Bond Counsel has reviewed or expresses any opinion concerning any of the matters referred to in the opinion subsequent to its date. In rendering its opinion, Co-Bond Counsel will rely upon certificates and representations of facts to be contained in the transcript of proceedings for the Bonds, which Co-Bond Counsel will not have independently verified.

Co-Bond Counsel undertake no responsibility for the accuracy, completeness or fairness of this Official Statement. Certain legal matters will be passed upon for the City by the City Attorney and for the Corporation by Miller Brown & Dannis, San Diego, California, Counsel to the Corporation.

CONTINUING DISCLOSURE

The City has covenanted for the benefit of the Owners and Beneficial Owners of the Bonds to provide certain financial information and operating data relating to the City (the "Annual Report"), not later than 270 days after the end of the City's fiscal year (which currently ends on June 30), commencing with the report for the 2005-06 Fiscal Year, which is due no later than March 27, 2007, and to provide notices of the occurrence of certain enumerated events, if material. The Annual Report will be filed by the City with each Nationally Recognized Municipal Securities Information Repository and the State Repository, if any. The notices of material events will be filed by the City with each Nationally Recognized Municipal Securities Information Repository or with the Municipal Securities Rulemaking Board and with the State Repository, if any. The specific nature of information to be contained in the Annual Report and the notices of material events is summarized in "APPENDIX E–FORM OF CONTINUING DISCLOSURE CERTIFICATE." The City reserves the right to make any of the aforementioned filings through a Central Post Office (as defined in Appendix E hereto). These covenants have been made in order to assist the initial purchaser in complying with Securities and Exchange Commission Rule 15c2-12(5)(b). The City has never failed to comply in all material respects with any previous undertakings pursuant to said Rule to provide annual reports or notices of material events.

The City may from time to time, but is not obligated to, post its Comprehensive Annual Financial Report on the Controller's website at www.sfgov.org.controller. In addition, a wide variety of information concerning the City, including financial information in addition to the City's Comprehensive Annual Financial Report, may be available from time to time from the City, City departments and agencies, and their respective publications and websites. Such information may be derived from a number of other sources which the City or City departments and agencies believe to be reliable; however, no representation can or will be made by the City regarding the truth or accuracy of such other information. Any information that is inconsistent with the information set forth in the City's Annual Reports or notices of material events should be disregarded. No such information is a part of or incorporated into the City's Annual Reports or notices of material events, except as expressly noted therein.

NO LITIGATION

No litigation is pending with service of process having been accomplished or, to the knowledge of Corporate Counsel, threatened, concerning the validity of the Bonds, the Lease or the Indenture, and Corporate Counsel will issue an opinion to that effect. In addition, no litigation is pending with service of process having been accomplished or, to the knowledge of the City Attorney, threatened, concerning the validity of the Lease, and the City Attorney will issue an opinion to that effect addressed only to the Corporation and the Board of Supervisors of the City. The opinions of the City Attorney and Corporate Counsel will be furnished to the initial purchaser at the time of the original delivery of the Bonds. The City is not aware of any litigation pending or threatened questioning the political existence of the City or contesting the City's ability to appropriate or make Base Rental payments.

RATINGS

Moody's Investors Service ("Moody's"), Standard & Poor's Rating Services, A Division of The McGraw-Hill Companies, Inc. ("S&P"), and Fitch Ratings ("Fitch") have assigned municipal bond ratings of "Aaa," "AAA," and "AAA," respectively, to the Bonds, with the understanding that upon delivery of the Bonds a municipal bond insurance policy will be issued by XL Capital Assurance Inc. See "MUNICIPAL BOND INSURANCE POLICY" and "DESCRIPTION OF THE INSURER." Moody's, S&P and Fitch have assigned underlying municipal bond ratings of "A2," "AA-," and "A+," respectively, to the Bonds. Certain information (some of which is not included in this Official Statement) was supplied by the City to the rating agencies to be considered in evaluating the Bonds. The ratings reflect only the views of each rating agency, and any explanation of the significance of any rating may be obtained only from the respective credit rating agencies: Moody's, at 99 Church Street, New York, NY 10007, telephone: (212) 553-0882; S&P, at 25 Broadway, New York, NY 10004, telephone: (212) 438-2074; and Fitch, at One State Street Plaza, New York, NY 10004, telephone (212) 908-0500. No assurance can be given that any rating issued by any rating agency will be retained for any given period of time or that the same will not be revised or withdrawn entirely by such rating agency, if in its judgment circumstances so warrant. Any such revision or withdrawal of the ratings obtained may have an adverse effect on the market price of the Bonds. The City undertakes no responsibility to oppose any such downward revision, suspension or withdrawal. Any such revision or withdrawal of the ratings obtained may have an adverse effect on the market price of the Bonds.

PROFESSIONALS INVOLVED IN THE OFFERING

Kitahata & Company has acted as Financial Advisor to the Corporation in connection with the issuance, sale and delivery of the Bonds. Kitahata & Company is an independent advisory firm not engaged in the business of underwriting, trading or distributing municipal securities or other public securities. Kitahata & Company will receive compensation from the City contingent upon the sale and delivery of the Bonds. Squire, Sanders & Dempsey L.L.P., and Alexis S. M. Chiu, Esq., have acted as Co-Bond Counsel in connection with the issuance, sale and delivery of the Bonds. Co-Bond Counsel will receive compensation from the City contingent upon the sale and delivery of the Bonds. U.S. Bank National Association is acting as trustee and registrar with respect to the Bonds.

SALE OF THE BONDS

The Bonds were sold at competitive bid on March 21, 2006. The Bonds were awarded to UBS Securities LLC (the "Underwriter") at a purchase price of $10,125,327.35. The Official Notice of Sale provides that all Bonds will be purchased if any are purchased, the obligation to make such purchase being subject to certain terms and conditions set forth in the Official Notice of Sale, the approval of certain legal matters by Co-Bond Counsel, and certain other conditions. The Underwriter has represented to the City that the Bonds were reoffered to the public at the prices or yields set forth on the cover page hereof producing original issuance premium of $59,752.10, of which $43,000 was paid by the Underwriter to the Insurer for the premium for the Policy and of which $16,752.10 was retained by the Underwriter as part of its compensation. In addition, the Underwriter retained $9,672.65 out of the proceeds of the Bonds for a total compensation to the Underwriter of $26,424.75. The Underwriter may offer and sell the Bonds to certain dealers and others at prices lower than the public offering prices shown on the cover page hereof. The offering prices may be changed from time to time by the Underwriter.

MISCELLANEOUS

References made herein to certain documents, reports and laws are brief summaries thereof that do not purport to be complete or definitive, and the reader is referred to the complete contents of each such document, report and laws.

Any statements in this Official Statement involving matters of opinion, whether or not expressly so stated, are intended as such and not as representations of fact. This Official Statement is not to be construed as a contract or agreement between the City or the Corporation and the purchasers or Owners and Beneficial

Owners of any of the Bonds. The preparation and distribution of this Official Statement have been authorized by the Corporation and the City. For further information, please contact the Corporation, c/o the Mayor's Office of Public Finance at (415) 554-5956.

The execution and delivery of this Official Statement have been authorized by the Corporation and the City.

CITY AND COUNTY OF SAN FRANCISCO
FINANCE CORPORATION

By: /s/ Marc Stad
President

CITY AND COUNTY OF SAN FRANCISCO

By: /s/ Edward M. Harrington
Controller

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APPENDIX A

CITY AND COUNTY OF SAN FRANCISCO
ORGANIZATION AND FINANCES

Government and Organization

San Francisco is a city and county chartered pursuant to Article XI, Sections 3, 4, 5 and 6 of the Constitution of the State of California (the "State"), the only consolidated city and county in the State. San Francisco can exercise the powers of both a city and a county under State law. On April 15, 1850, several months before California became a state, the original charter was granted to the City and County of San Francisco (the "City"). Under its original charter, the City committed itself to a policy of municipal ownership of utilities. The Municipal Railway, when acquired from a private operator in 1912, was the first such city-owned public transit system in the nation. In 1914, the City obtained its municipal water system, including the Hetch Hetchy watershed near Yosemite. The San Francisco International Airport ("SFO"), although located fourteen miles south of downtown San Francisco in San Mateo County, is owned and operated by the City. In 1969, the City acquired the Port of San Francisco (the "Port") in trust from the State. Substantial expansions and improvements have been made to these enterprises since their respective dates of original acquisition.

In November 1995, the voters of the City approved a new charter, which went into effect in most respects on July 1, 1996 (the "Charter"). As compared to the previous charter, the Charter generally expands the roles of the Mayor and the Board of Supervisors (the "Board") in setting policy and determining budgets, while reducing the authority of the various City commissions, which are composed of appointed citizens. Under the Charter, the Mayor's appointment of commissioners is subject to approval by a two-thirds vote of the Board. The Mayor appoints department heads from nominations submitted by the commissioners.

The City has an elected Board consisting of eleven members and an elected Mayor who serves as chief executive officer, each serving a four-year term. The City Attorney, Assessor-Recorder, District Attorney, Treasurer-Tax Collector, Sheriff and Public Defender are also elected directly by the citizens. School functions are carried out by the San Francisco Unified School District and the San Francisco Community College District: each is a separate legal entity with a separately elected governing board. The Charter provides a civil service system for City employees.

Gavin Newsom was elected the 42nd Mayor of the City on December 9, 2003 and was sworn into office on January 8, 2004. Mayor Newsom had been elected to the Board three times and served on the Board from 1997 until he was elected Mayor. Mayor Newsom grew up in the San Francisco Bay Area and graduated from Santa Clara University in 1989 with a Bachelor of Arts degree in Political Science. Prior to and during his tenure on the Board, Mayor Newsom was also a successful small business owner opening his first local business, the PlumpJack Wine Shop, in 1992. Over the years, Mayor Newsom expanded his business, creating over 700 jobs in San Francisco.

Aaron Peskin, president of an environmental non-profit organization, was elected to the Board in 2000 and re-elected in November 2004. He was elected President of the Board by a majority of the Supervisors in January 2005. Tom Ammiano, former member of the Board of Education, was elected to the Board in 1994 and re-elected in 1998, 2000 and 2004. The following Supervisors were elected in November 2000: Jake McGoldrick, a college English teacher; Chris Daly, an affordable housing organizer; Sophenia (Sophie) Maxwell, an electrician; and Gerardo Sandoval, a deputy public defender. Chris Daly and Sophie Maxwell were re-elected in November 2002. Bevan Dufty, a former Congressional aide and Neighborhood Services Director of the City, and Fiona Ma, a licensed certified public accountant, were elected to four-year terms on the Board on December 10, 2002. Michela Alioto-Pier was appointed to the Board in January 2004. She previously served on the San Francisco Port Commission. Sean Elsbernd was appointed to the Board in August 2004. He previously served as liaison to the Board in the Mayor's Office, a legislative aide to the Board, and Co-Director of the Congressional Human Rights Caucus. The following

Supervisors were also re-elected in November 2004: Jake McGoldrick, Michela Alioto-Pier, Sean Elsbernd and Gerardo Sandoval. Ross Mirkarimi, an investigator for the District Attorney's Office, was elected to the Board in November 2004.

Dennis J. Herrera, City Attorney, was elected to a four-year term on December 11, 2001 and assumed office on January 8, 2002. Mr. Herrera was re-elected to a four-year term in November 2005. Before becoming City Attorney, Mr. Herrera was a partner in a private law firm and had served in the Clinton Administration as Chief of Staff of the U.S. Maritime Administration. He also served as president of the San Francisco Police Commission and was a member of the San Francisco Public Transportation Commission. Mr. Herrera received his law degree from George Washington University School of Law and became a member of the California Bar in 1989.

Edward M. Harrington serves as the City Controller. Mr. Harrington was appointed to a 10-year term as Controller in March 1991 by then-Mayor Art Agnos and was re-appointed to a new ten-year term in 2000, by then-Mayor Willie L. Brown, Jr. As Chief Fiscal Officer and Auditor, he monitors spending for all officers, departments and employees charged with receipt, collection or disbursement of City funds, including those in the $5.34 billion fiscal year 2005-06 budget. The Controller certifies the accuracy of budgets, receives and disburses funds, estimates the cost of ballot measures, provides payroll services for the City's employees and directs performance and financial audits of City activities. Before becoming Controller, Mr. Harrington had been the Assistant General Manager and Finance Director of the San Francisco Public Utilities Commission (the "PUC"). He was responsible for the financial activities for the Municipal Railway (public transit), Water Department and Hetch Hetchy Water and Power System. Mr. Harrington worked with the PUC from 1984 to 1991. From 1980 to 1984, Mr. Harrington was an auditor with KPMG Peat Marwick, specializing in government, non-profit and financial institution clients, and was responsible for the audit of the City and County of San Francisco. While working for KPMG, Mr. Harrington became a certified public accountant.

Jose Cisneros was appointed Treasurer-Tax Collector for the City by Mayor Newsom and was sworn in on September 8, 2004. Mr. Cisneros was re-elected to a four-year term in November 2005. Prior to being appointed Treasurer-Tax Collector, Mr. Cisneros served as Deputy General Manager, Capital Planning and External Affairs for the San Francisco Municipal Transportation Agency (the "MTA").

Philip Y. Ting was appointed Assessor-Recorder for the City by Mayor Newsom and was sworn in on July 21, 2005. Mr. Ting was re-elected to a four-year term in November 2005. Mr. Ting's professional experience includes positions as senior consultant for Arthur Andersen where he assessed complex real estate properties, Associate Director of Governmental and Community Relations at San Francisco State University and former Executive Director of the Asian Law Caucus.

Under the Charter, the City Administrator (formerly the Chief Administrative Officer) is a non-elective office appointed by the Mayor for a five-year term and confirmed by the Board. On April 26, 2005, Mr. Edwin Lee, then the City's Director of Public Works, was appointed by Mayor Gavin Newsom as the City Administrator. He has previously worked as the City's Director of Purchasing and as the Director of the Human Rights Commission. Mr. Lee has also served as Deputy Director of Employee Relations Division and coordinator for the Mayor's Family Policy Task Force.

City Budget and Finances

General

The Controller's Office is responsible for processing all payroll, accounting and budget information for the City. All payments to City employees and to parties outside the City are processed and controlled by this office. No obligation to expend City funds can be incurred without a prior certification by the Controller that sufficient revenues are or will be available in the current fiscal year to meet such obligation as it becomes due. The Controller monitors revenues throughout the fiscal year, and if actual revenues are less than estimated, the Controller may freeze department appropriations or place departments on spending "allotments" which will constrain department expenditures until estimated revenues are realized. If revenues are in excess of what was estimated, or budget surpluses are created, the Controller can certify these surplus funds as a source for supplemental appropriations that may be adopted throughout the year upon approval of the Mayor and the Board. The City's annual expenditures are often different from the estimated expenditures in the Annual Appropriation Ordinance or "budget" due to supplemental appropriations, continuing appropriations of prior years and unexpended current year funds.

Charter Section 3.105 directs the Controller to issue periodic or special financial reports during the fiscal year. The Controller issues a Six-Month and Nine-Month Budget Status Report to apprise the City's policy makers of the current budgetary status and projected year-end revenues and expenditures. In November 1994, voters approved Proposition F. Proposition F requires the Controller, the Mayor's Budget Director and the Budget Analyst for the Board of Supervisors to issue a Three-Year Budget Projection annually to report on the City's financial condition.

Budget Process

The City's budget process begins in the middle of the preceding fiscal year as departments prepare their budgets and seek approval thereof by the various City commissions. Departmental budgets are consolidated by the Controller, and then transmitted to the Mayor no later than the first working day of March. Pursuant to the Administrative Code the Mayor is required to submit a proposed budget for selected enterprise departments to the Board on May 1, thereby providing the Board with additional time to review departmental budgets. The Mayor is required to submit the complete (all departments) budget to the Board on June 1.

Following the June 1 submission of the Mayor's proposed budget, the Controller provides an opinion to the Board regarding the accuracy of economic assumptions underlying the revenue estimates and the reasonableness of such estimates and revisions in the proposed budget. During its budget approval process, the Board has the power to reduce or augment any appropriation in the proposed budget, provided the total budgeted appropriation amount is not greater than the budgeted appropriation amount submitted by the Mayor. The Board must adopt the "original budget" no later than the last working day of July each year.

Following the adoption of the budget, the City makes various revisions throughout the fiscal year (the "original budget" plus any changes made are collectively referred to as the "revised budget"). A "final revised budget" is prepared at the end of the fiscal year reflecting the year-end's final revenue and expenditure appropriation for such fiscal year. The Board adopted the fiscal year 2005-06 original budget (Ordinance No. 203-05) on July 26, 2005, and Mayor Newsom signed the budget on August 4, 2005.

The Mayor has line-item veto authority over specific items in the budget. Additionally, in the event the Mayor were to disapprove the entire budget ordinance, the Charter directs the Mayor to promptly return the budget ordinance to the Board of Supervisors, accompanied by a statement indicating the reasons for disapproval and any recommendations which the Mayor may have. Any budget ordinance so disapproved by the Mayor shall become effective only if, subsequent to its return, it is passed by a two-thirds vote of the Board of Supervisors as required by Section 2.106 of the Charter.

Overall, the fiscal year 2005-06 budget assumes a gradual recovery in discretionary general fund revenues from fiscal year 2004-05 levels. The achievement of the revenue estimates is dependent upon a variety of known and unknown factors, including the general economy of the Bay Area and the State, and certain State budget decisions, which could have either a positive or negative economic impact on City revenues. These conditions and circumstances may cause the actual results achieved by the City to be materially different from the estimates and projections described herein. The Controller has also in the past issued Six- and Nine-Month Budget Status Reports during the fiscal year. The most recent reports can be viewed at Controller's website at www.sfgov.org/controller. (These reports are not incorporated by reference herein.)

Under provisions of the San Francisco Administrative Code, the Treasurer-Tax Collector, upon recommendation of the Controller, is authorized to transfer legally available moneys to the City's operating cash reserve from any unencumbered funds then held in the pooled investment fund. The operating cash reserve is available to cover cash flow deficits in various City funds, including the City's General Fund. From time to time, the Treasurer-Tax Collector has transferred unencumbered moneys in the pooled investment fund to the operating cash reserve to cover temporary cash flow deficits in the General Fund and other funds of the City. Any such transfers must be repaid within one year of the transfer, together with interest at the then current interest rate earned on the pooled funds. See "Investment Policy" below. Additionally, in November 2003, voters approved the creation of the City's Rainy Day Reserve into which the previous Charter-mandated Cash Reserve was incorporated.

In the past, the City has funded its General Fund cash flow deficits through the annual issuance of tax and revenue anticipation notes ("TRANs"); however, the City has not issued TRANs since fiscal year 1996-97. The City does not anticipate issuing TRANs for the fiscal year 2005-06.

General Fund Results

The fiscal year 2005-06 original budget totals $5.34 billion, of which $2.45 billion is in the General Fund. All other funds total $2.89 billion and include expenditures of other governmental funds and enterprise fund departments such as the Airport (SFO), the Municipal Transportation Agency, the Water Department, the Wastewater Program, Hetch Hetchy Water and Power System, the Port, and the Hospitals (San Francisco General and Laguna Honda).

The Controller's Six-Month Budget Status Report for fiscal year 2005-06 was released on February 3, 2006. The Report projected the General Fund year-end balance to be a $137.31 million surplus, primarily attributed to the additional fund balance available from the prior year, which was larger than previously assumed due to both better revenue growth and expenditure savings in fiscal year 2004-05 as well as further continuing revenue growth in the current fiscal year and some projected expenditure savings. As published in the Six-Month Report, fiscal year 2005-06 General Fund revenues and transfers were projected to be $95.52 million or 4.0 percent better than revised budget. Revenue surplus is primarily due to higher property tax, real property transfer tax, business taxes, utility users tax, and parking tax revenues; offset by weakness in motor vehicle in lieu, public safety service charges, and sales tax revenues.

The fiscal year 2005-06 budget includes an annual service payment from the Airport to the City of $21.94 million for indirect services. However, separate from this indirect service payment, on March 31, 2004, the Office of the Inspector General (OIG) of the U.S. Department of Transportation released the results of its audit of certain payments made by the Airport to the City for direct services during fiscal years 1997-98 through 2001-02. The OIG's audit found that the City had received approximately $12.5 million of excess revenue from the Airport during fiscal years 1997-98 through 2001-02 with respect to reimbursement for direct services from the City to the Airport. The City responded to the OIG's audit report on September 1, 2004 and is awaiting a reply from the Federal Aviation Administration (FAA). The City, the Airport and the FAA have been in discussions since that time to resolve this issue. At the close of fiscal year 2004-05 the City transferred $4.6 million to the Airport in anticipation that the audit would be resolved in fiscal year 2005-06. In January 2006 the Airport submitted a Certificate of Compliance to the FAA.

Table A-1 shows revised budgeted revenues and appropriations for fiscal years 2001-02, 2002-03, 2003-04 and 2004-05, and the original budget for fiscal year 2005-06 for the General Fund portion of the City's budget.

TABLE A-1

CITY AND COUNTY OF SAN FRANCISCO
Budgeted General Fund Revenues and Appropriations for
Fiscal Years 2001-02 through 2005-06
(000s)

	FY 2001-02 Final Revised Budget	FY 2002-03 Final Revised Budget	FY 2003-04 Final Revised Budget	FY 2004-05 Final Revised Budget	FY 2005-06 Original Budget
Prior-Year Actual Budgetary Fund Balance	$489,347	$385,027	$207,167	$222,611	$120,483
Budgeted Revenues					
Property Taxes	$461,715	$513,203	$527,767	$645,495	$696,660
Business Taxes	275,669	282,230	288,619	295,230	288,320
Other Local Taxes	459,814	387,955	371,251	381,389	413,712
Licenses, Permits and Franchises	18,775	16,982	17,074	16,132	19,128
Fines, Forfeitures and Penalties	6,180	4,497	31,843	12,196	11,475
Interest and Investment Earnings	25,063	17,323	12,579	6,490	11,307
Rents and Concessions	19,993	17,833	19,316	21,902	19,583
Grants and Subventions	656,744	686,566	663,997	612,970	680,729
Charges for Services	102,942	102,801	107,847	119,637	130,984
Other	1,312	24,278	19,296	29,061	13,241
Total Budgeted Revenues	$2,028,207	$2,053,668	$2,059,589	$2,140,502	$2,285,139
Proceeds from Issuance of Bonds and Loans	$63,662	$13,451	$31,207	$596	-
Expenditure Appropriations					
Public Protection	$660,860	$695,409	$668,872	$699,088	$729,356
Public Works, Transportation & Commerce	103,295	59,646	60,467	63,250	39,054
Human Welfare & Neighborhood Development	483,523	517,334	507,740	525,887	552,926
Community Health	426,683	461,958	445,236	419,404	432,600
Culture and Recreation	113,453	102,354	93,017	92,245	95,205
General Administration & Finance	140,879	135,449	131,959	122,666	165,719
General City Responsibilities	116,861	61,416	83,406	62,541	53,684
Total Expenditure Appropriations	$2,045,554	$2,033,566	$1,990,697	$1,985,081	$2,068,545
Budgetary reserves and designations	$123,346	$83,595	$9,301	$13,487	$54,117
Transfers In	$136,028	$137,672	$150,354	$161,840	$107,570
Transfers Out	(293,517)	(313,341)	(292,664)	(339,436)	(390,531)
Net Transfers In/Out	($157,489)	($175,669)	($142,310)	($177,596)	($282,960)
Budgeted Excess (Deficiency) of Sources Over (Under) Uses	$254,827	$159,316	$155,655	$187,545	-
Variance of Actual vs. Budget	130,200	47,851	66,956	137,179	
Total Actual Budgetary Fund Balance	$385,027	$207,167	$222,611	$324,724	-

Source: Office of the Controller, City and County of San Francisco.

The City prepares its budget on a modified accrual basis. Accruals for incurred liabilities, such as claims and judgments, worker's compensation, accrued vacation and sick leave pay are funded only as payments are required to be made. The audited General Fund balance as of June 30, 2005 was $ 307.68 million prepared on a GAAP basis. Such General Fund balance was derived from audited revenues of $2.22 billion for the fiscal year ended on June 30, 2005. Audited General Fund balances as of June 30, 2005 are shown in Table A-2 on both a budget basis and a GAAP basis, respectively with comparative financial information for the fiscal year ended June 30, 2004.

TABLE A-2

General Fund Balances
Fiscal Year Ended June 30
(000s)

	June 30, 2004	June 30, 2005
Reserved for rainy day (economic stabilization)	$55,139	$48,139
Reserved for emergencies	-	-
Reserved for encumbrances	42,501	57,762
Reserved for appropriation carryforward	32,813	36,198
Reserved for subsequent years' budgets		
Reserved for baseline appropriation funding mandates	-	6,223
Reserved for budget savings incentive program (citywide)	2,588	2,628
Reserved for budget savings incentive program (Recreation & Park)	-	3,075
Reserved for salaries and benefits (MOU)	3,654	9,150
Reserved for nurses' childcare (MOU)	-	-
Reserved for litigation	2,940	-
Total Reserved Fund Balance	$139,635	$163,175
Unreserved - designated for litigation & contingency	$27,970	$24,370
Unreserved - available for appropriation	55,006	137,179
Total Unreserved Fund Balance	$82,976	$161,549
Total Fund Balance, Budget Basis	$222,611	$324,724
Budget Basis to GAAP Basis Reconciliation		
Total Fund Balance - Budget Basis	$222,611	$324,724
Unrealized gain on investment	277	224
Reserved for assets not available for appropriation	7,142	9,031
Cumulative excess property tax revenues recognized on Budget basis	(19,882)	(24,419)
Deferred Charges and Other	287	(1,880)
Total Fund Balance, GAAP Basis	$210,435	$307,680

Source: Office of the Controller, City and County of San Francisco.

Table A-3, entitled "Statement of Revenues, Expenditures and Changes in General Fund Balances," is extracted from information in the City's audited financial statements (Comprehensive Annual Financial Reports) for the five most recent fiscal years for which audits are available. Excerpts from audited financials for the fiscal year ended June 30, 2005 are included herein as Appendix C—"EXCERPTS FROM THE COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE YEAR ENDED JUNE 30, 2005." Prior years' audited financials can be obtained from the Controller's website at www.sfgov.org/controller. (These reports are not incorporated by reference herein.) Excluded from these General

Fund statements are special revenue funds (which relate to proceeds of specific revenue sources which are legally restricted to expenditures for specific purposes) as well as all of the enterprise operations of the City, each of which prepares separate audited financial statements.

TABLE A-3

CITY AND COUNTY OF SAN FRANCISCO

Statement of Revenues, Expenditures and Changes in General Fund Balances (000s) [1]

	2001	2002	2003	2004	2005
Revenues:					
Property Taxes	$462,171	$507,308	$516,955	$547,819	$705,949
Business Taxes	277,094	274,125	276,126	264,351	292,172
Other Local Taxes	448,132	334,357	345,735	403,549	428,244
Licenses, Permits and Franchises	17,714	19,548	16,217	17,501	19,427
Fines, Forfeitures and Penalties	9,097	8,591	5,595	22,158	9,536
Interest and Investment Income	27,693	20,737	7,798	3,222	8,374
Rents and Concessions	19,298	17,636	17,576	17,497	20,468
Intergovernmental	636,430	661,396	667,172	660,243	604,535
Charges for Services	100,325	102,782	93,840	95,951	115,812
Other	17,395	10,338	11,880	29,564	12,277
Total Revenues	$2,015,349	$1,956,818	$1,958,894	$2,061,855	$2,216,794
Expenditures:					
Public Protection	$626,136	$650,019	$695,693	$670,729	$697,450
Public Works, Transportation & Commerce	95,486	103,579	57,458	58,711	60,628
Human Welfare and Neighborhood Development	431,266	467,688	492,083	488,853	503,874
Community Health	365,290	395,465	424,302	413,725	413,110
Culture and Recreation	106,728	108,810	96,959	92,978	87,023
General Administration & Finance	127,366	136,143	130,786	128,135	120,400
General City Responsibilities	45,380	50,105	52,308	74,631	62,185
Total Expenditures	$1,797,652	$1,911,809	$1,949,589	$1,927,762	$1,944,670
Excess of Revenues over Expenditures	$217,697	$45,009	$9,305	$134,093	$272,124
Other Financing Sources (Uses):					
Transfers In	$134,983	$109,941	$105,211	$121,491	$152,288
Transfers Out	(257,317)	(316,691)	(303,216)	(277,464)	(330,230)
Other Financing Sources	-	63,121	4,621	36,003	3,063
Other Financing Uses	-	(176)	-	-	-
Total Other Financing Sources (Uses)	($122,334)	($143,805)	($193,384)	($119,970)	($174,879)
Excess (Deficiency) of Revenues and Other Sources Over Expenditures and Other Uses	$95,363	($98,796)	($184,079)	$14,123	$97,245
Fund Balance at Beginning of Year, as restated before valuation of investments	$275,640	$479,187	$380,391	$196,312	$210,435
Net Change in Reserve for Assets					
Cumulative Effect of Change in Accounting Principles	108,184	-	-	-	-
Fund Balance at Beginning of Year, as restated	$383,824	$479,187	$380,391	$196,312	$210,435
Fund Balance at End of Year -- GAAP Basis [1]	$479,187	$380,391	$196,312	$210,435	$307,680
Unreserved and Undesignated Balance at End of Year -- GAAP Basis	$207,467	$136,664	$44,718	$63,657	$134,199
Unreserved & Undesignated Balance, Year End -- Budget Basis	$198,953	$130,200	$47,851	$55,006	$137,179

[1] Fund Balances include amounts reserved for rainy day (economic stabilization), emergencies, encumbrances, appropriation carryforwards and other purposes (as required by the Charter or appropriate accounting practices) as well as unreserved and undesignated fund balances (which amounts constitute unrestricted general fund balances)

Source: Comprehensive Annual Financial Report for the Years Ended June 30, 2005 and prior. Office of the Controller, City & County of San Francisco.

Impact of September 11, 2001

Following the events of September 11, 2001 in New York City and Washington, D.C., both business and tourist travel in San Francisco declined significantly, including passenger loads and revenues at SFO and hotel and sales tax revenues to the City. In fiscal year 2001-02, significant year to year losses occurred in hotel tax revenues, which fell 29.8% ($56.2 million), sales tax revenues, which declined 15.5% ($21.5 million), and SFO's transfer of concession revenue to the City's General Fund, which declined 28.4% ($7.0 million).

Impact of State Budget

Each year the Governor releases two primary proposed budget documents: 1) the January Proposed Budget; and, 2) the May Revise (that is, the revise to the January Proposed Budget). The Governor's Proposed Budget is then considered and typically revised by the State Legislature. Following that process, the Legislature adopts, then the Governor signs what becomes known as the State's Adopted Budget. Given the City's revenue dependency on State funding, each year City policymakers review and consider the budgetary impact of projected changes related to both the January and May Revise publications prior to the City adopting is own budget. Revenues from the State represent approximately 19.3% of the City's fiscal year 2005-06 General Fund Budget.

The State's Adopted Budget for fiscal year 2005-06 is significantly better for San Francisco than previously proposed by the Governor in either the January Proposed Budget or the May Revise publication. Program revenues were largely left whole by the Legislature, and the full Vehicle License Fee gap loan repayment was included for local governments. For fiscal year 2005-06, the State's Adopted Budget continued to shift property taxes, sales taxes and VLF revenues; however, this was already assumed in the City's projections and ultimately the City's Adopted Budget. These shifts included a $25.17 million reduction in discretionary funding for Property Tax Educational Revenue Augmentation Fund (ERAF) III, the additional two-year property tax diversion affecting fiscal years 2004-05 and 2005-06. In addition to this $25.17 million reduction, shifts from the City's General Fund of approximately $260 million continue for ERAF I and II, which are assumed to be on-going in the Governor's Proposed Budget released on January 10, 2006 for the upcoming fiscal year 2006-07. The repayment of the Vehicle License Fee revenues diverted by the State in fiscal year 2003-04 have been received in fiscal year 2005-06 – creating a one-time surge in Motor Vehicle revenues of $29.74 million. Additionally, ¼ percent of the Local one percent Sales Tax continues to be shifted from the General Fund to cover debt service on the State's Economic Recovery Bonds. Both this Sales Tax shift and the permanent rollback of Vehicle License Fees are backfilled by Property Taxes, as assumed in the City's Adopted Budget. Programmatic funding changes included in the State's Adopted Budget have been reflected in the City's Adopted Budget and backfilled with discretionary funding where applicable.

As noted above, the State's fiscal year 2005-06 Adopted Budget was significantly better for San Francisco than the Governor's Proposed Budget which had been previously analyzed and discussed in the Three-Year Budget Projection, dated March 21, 2005, and the Controller's Discussion of the Mayor's Fiscal Year 2005-06 Proposed Budget, dated June 15, 2005. These reports are available at Controller's website at www.sfgov.org/controller. (These reports are not incorporated by reference herein.)

The projected impact of the Governor's fiscal year 2006-07 Budget appears to have largely offsetting changes positive and negative. At this time, a projected net revenue increase of $4.0 million is budgeted for the General Fund.

Assessed Valuations, Tax Rates and Tax Delinquencies

Table A-4 provides a five-year record of assessed valuations of taxable property within the City. The property tax rate is comprised of two components: (1) the 1.0% countywide portion permitted by Proposition 13, and (2) all voter-approved overrides which fund debt service for general obligation indebtedness. The total tax rate shown in Table

A-4 includes taxes assessed on behalf of the San Francisco Unified School District, San Francisco Community College District, Bay Area Air Quality Management District, and Bay Area Rapid Transit (BART) District, all of which are legally separate entities from the City. See also Table A-10 "Statement of Direct and Overlapping Bonded Debt and Long-Term Obligations" below. Additionally, a portion of property taxes collected within the City is allocated to the San Francisco Redevelopment Agency.

Total assessed value has increased on average by 6.3% per year since fiscal year 2001-02. Between fiscal year 2004-05 and fiscal year 2005-06, the increase was 6.7%. Property tax delinquencies, based on the weighted average of the secured and unsecured delinquency rates, have averaged 1.6% over the four years ended in fiscal year 2004-05.

TABLE A-4

CITY AND COUNTY OF SAN FRANCISCO
Assessed Valuation of Taxable Property [1]
Fiscal Years 2001-02 through 2005-06
(000s)

Fiscal Year	Assessed Valuation: Land	Assessed Valuation: Improvements on Land	Assessed Valuation: Personal Property	Total Assessed Valuation	% Change from Prior Year	Exclusions[2]	Total Tax Rate per $100[3]	Total Tax Levy (000s)[4]	Current Levy Delinquent June 30,
2001-02	34,849,574	51,294,178	4,744,367	90,888,119	12.1%	3,625,783	1.124	1,010,960	1.79%
2002-03	37,851,208	55,002,726	4,681,815	97,535,748	7.3%	3,797,422	1.117	1,051,921	1.83%
2003-04	40,778,606	57,505,939	3,808,383	102,092,928	4.7%	3,947,660	1.107	1,100,951	1.38%
2004-05	44,383,604	60,741,259	3,675,195	108,800,058	6.6%	4,328,770	1.144	1,208,044	1.20%
2005-06	48,278,509	64,291,494	3,476,725	116,046,728	6.7%	4,640,538	1.140	1,270,314	n/a

[1] For comparison purposes, all years show full cash value as assessed value.
[2] Exclusions include non-reimbursable exemptions and homeowner exemptions.
[3] Total secured tax rate includes bonded debt service for the City, San Francisco Unified School District, San Francisco Community College District, Bay Area Air Quality Management District, and Bay Area Rapid Transit District. Annual tax rate for unsecured property is the same rate as the previous year's secured tax rate.
[4] The tax levy of fiscal year 2005-06 is an estimate based on Certificates of Assessed Valuation.

Source: Office of the Controller, City and County of San Francisco.

The fiscal year 2005-06 total assessed valuation of property within the City is $116,046,728,299. After deducting non-reimbursable and homeowner exemptions, net assessed valuation is $111,406,190,157. Of this total, $104,321,489,311 (93.6%) represents secured valuations and $7,084,700,846 (6.4%) represents unsecured valuations. The net valuation will result in total budgeted property tax revenues of $1,270,313,956 before reflecting delinquencies. The City's fiscal year 2005-06 General Fund budgeted property tax revenue of $696.7 million represents approximately 54.8% of all property taxes. Debt service for general obligation bonds is also funded through property tax revenues. The San Francisco Community College District, the San Francisco Unified School District and the Educational Revenue Augmentation Funds (also known as "ERAF") are collectively estimated to receive approximately $276.8 million and the San Francisco Redevelopment Agency will receive approximately $70.0 million. The remaining portion will be allocated to various special funds and other taxing entities. As of the Six-Month Report, the City is projecting an additional $63.5 million in General Fund revenue in large part due to lower assessment appeals, higher supplementals, and increased State sales and vehicle license fees backfill revenues.

Under Article XIII A of the State Constitution, property sold after March 1, 1975 must be reassessed to full cash value. As a result of the downturn in the economy, property owners in the City filed 962 new applications for assessment appeal during fiscal year 2005-06. Taxpayers had until November 30, 2005 to file assessment appeal for secured property for fiscal year 2005-06. As in every year, some appeals are multiple-year or retroactive in nature. With respect to the fiscal year 2005-06 levy, property owners representing approximately 14.0% of the total assessed valuation in the City filed appeals for a partial reduction of their assessed value. This reflects a decrease in the amount appealed from the prior year, fiscal year 2004-05, where property owners representing approximately 23.6% of total assessed valuation filed for a partial reduction of their assessed value. Most of the appeals involve large commercial properties, including offices and hotels. The State prescribes the assessment valuation methodologies and the adjudication process that counties must employ in connection with the counties' property assessments.

The City experienced similar increases in appeals activity in previous economic downturns. Historically, depending on the severity of the downturn and underlying economic conditions, partial reductions of 22.0% to 25.0% of the assessed valuations have been granted on average. Assessment appeals granted typically result in revenue refunds, and the level of refund activity depends on the unique economic circumstances of each fiscal year. For example, if the appeals totaling 14.0% of assessed valuation pertaining to the fiscal year 2005-06 levy were to be granted at an average reduction of 25.0%, revenue refunds equal to 3.5% of total revenue would result. To mitigate the financial risk of potential assessment appeal refunds, the City establishes a refunds reserve for each fiscal year. In addition, appeals activity is reviewed each year and incorporated into the subsequent year's budget projection. See "CONSTITUTIONAL AND STATUTORY LIMITATIONS ON TAXES AND EXPENDITURES" in the forepart of this Official Statement.

Generally, property taxes levied by the City on real property become a lien on that property by operation of law. A tax levied on personal property does not automatically become a lien against real property without an affirmative act of the City taxing authority. Real estate tax liens have priority over all other liens against the same property regardless of the time of their creation by virtue of express provision of law.

Property, which is subject to ad valorem taxes, is entered on separate parts of the assessment roll maintained by the county assessor. The secured roll is that part of the assessment roll containing State-assessed property and property on which liens are sufficient, in the opinion of the Assessor, to secure payment of the taxes owed. Other property is placed on the "unsecured roll."

The method of collecting delinquent taxes is substantially different for the two classifications of property. The taxing authority has four ways of collecting unsecured personal property taxes: (1) pursuing civil action against the taxpayer; (2) filing a certificate in the Office of the County Clerk specifying certain facts, including the date of mailing a copy thereof to the affected taxpayer, in order to obtain a judgment against the taxpayer; (3) filing a certificate of delinquency for recording in the County Recorder's Office in order to obtain a lien on certain property of the taxpayer; and (4) seizure and sale of personal property, improvements or possessory interests belonging or assessed to the taxpayer. The exclusive means of enforcing the payment of delinquent taxes with respect to property on the secured roll is the sale of the property securing the taxes. Proceeds of the sale are used to pay the costs of sale and the amount of delinquent taxes.

A 10.0% penalty is added to delinquent taxes that have been levied on property on the secured roll. In addition, property on the secured roll with respect to which taxes are delinquent is declared "tax defaulted" and subject to eventual sale by the Treasurer-Tax Collector of the City. Such property may thereafter be redeemed by payment of the delinquent taxes and the delinquency penalty, plus a redemption penalty of 1.5% per month, which begins to accrue on such taxes beginning July 1 following the date on which the property becomes tax-defaulted.

In October 1993, the Board passed a resolution, which adopted the Alternative Method of Tax Apportionment (the "Teeter Plan"). This resolution changed the method by which the City apportions property taxes among itself and other taxing agencies. This apportionment method authorizes the Controller to allocate to the City's taxing agencies 100.0% of the secured property taxes billed but not yet collected. In return, as the delinquent property taxes and associated penalties and interest are collected, the City's General Fund retains such amounts. Prior to adoption of the Teeter Plan, the City could only allocate secured property taxes actually collected (property taxes billed minus delinquent taxes). Delinquent taxes, penalties and interest were allocated to the City and other taxing agencies only when they were collected. The City has funded payment of accrued and current delinquencies through authorized internal borrowing. The City also maintains a Tax Loss Reserve for the Teeter Plan. This reserve has been funded at

$8.1 million as of June 30, 2001, $9.1 million as of June 30, 2002, $9.0 million as of June 30, 2003, $8.9 million as of June 30, 2004, and $10.1 million as of June 30, 2005.

Assessed valuations of the ten largest taxpayers in the City for the fiscal year ending June 30, 2006 are shown in Table A-5.

TABLE A-5

CITY AND COUNTY OF SAN FRANCISCO
Principal Property Taxpayers
Fiscal Year Ending June 30, 2006

Fiscal Year 2005-06 Net Assessed Valuation (net of non-reimbursable exemptions) ($000s): $112,051,340

Taxpayer	Type of Business	AV ($000s)	% Total AV
Embarcadero Center Venture	Offices, Commercial	$1,221,354	1.09
Pacific Gas & Electric Co.	Utilities	1,039,357	0.93
555 California St. Partners	Offices, Commercial	885,795	0.79
SBC California	Utilities, Communications	407,735	0.36
EOP-One Market LLC	Offices	390,845	0.35
Marriott Hotel	Hotels	389,795	0.35
China Basin Ballpark Company LLC	Possesory Interest-Stadium	383,007	0.34
Post-Montgomery Associates	Offices, Commercial	342,123	0.31
BRE-St Francis LLC	Hotels	321,971	0.29
101 California Venture	Offices, Commercial	281,980	0.25
Ten Largest Taxpayers		5,663,962	5.05
All Other Taxpayers		$106,387,378	94.95
Total Taxable Assessed Valuation - All Taxpayers		$112,051,340	100.00

*Subject to pending assessment appeal decisions.

Source: Office of the Assessor, City and County of San Francisco.

Other City Tax Revenues

In addition to property tax, the City has several other major tax revenue sources, as described below. For a discussion of State constitutional and statutory limitations on taxes that may be imposed by the City, including a discussion of Proposition 62 and Proposition 218, see "CONSTITUTIONAL AND STATUTORY TAX LIMITATIONS ON TAXES AND EXPENDITURES" in the forepart of this Official Statement.

The following is a brief description of other major City-imposed taxes as well as taxes that are collected by the State and shared with the City.

Business and Employers Payroll Tax

Businesses in the City are assessed a payroll expense tax at a rate of 1.5%. The tax is levied on businesses with payroll expenses that are attributable to all work performed or services rendered within the City. The tax is authorized by Article 12-A of the San Francisco Business and Tax Regulation Code. Fiscal year 2005-06 business registration budget is $7.1 million and payroll tax budget is assumed to be $281.2 million. As of the Six-Month Report, the City is projecting business registration and payroll tax revenues to be $9.3 million better than budget due mainly to prior-year actuals being better than expected, which means the current year budget assumptions had a higher starting base from which to grow.

Prior to April 23, 2001, the City imposed an alternative-measure tax pursuant to which a business tax liability was calculated as the greater of a percentage of either its gross receipts or its payroll expense. Between 1999 and 2001, approximately 325 businesses filed claims with the City and/or lawsuits against the City arguing that the alternative-measure tax scheme violated the Commerce Clause of the United States Constitution.

In 2001, the City entered into a settlement agreement resolving most of these lawsuits and claims for considerably less than the total amount of outstanding claims. Concurrently with the settlement of the lawsuits, the City repealed the alternative-measure tax in 2001, curing any alleged constitutional defects. All claims had to be filed by November 2001, and any payments related to lawsuits or claims already filed that remain unsettled are expected to be covered by contingency reserves, judgment bonds or some combination thereof at this time.

Sales and Use Tax

The State collects the City's local sales tax on retail transactions (currently 1.0 percent less the ¼ percent shifted by the State pursuant to the Triple Flip) along with State and special district sales taxes, then remits the local sales tax collections to the City. The local sales tax is deposited in the City's General Fund. Fiscal year 2005-06 sales and use tax receipts are budgeted at $102.8 million. As of the Six-Month Report, the City is projecting sales tax revenues to be $0.6 million under budget. The ¼ percent reduction to the local sales tax allocation is backfilled by increased property tax allocations. Sales tax revenues are dependent on tourism and jobs growth. A history of sales and use tax revenues through fiscal year 2004-05 is presented in Table A-6. As illustrated in table A-6, this revenue was significantly impacted by the economic downturn along with decreasing tourism and business travel.

TABLE A-6

CITY AND COUNTY OF SAN FRANCISCO
Sales and Use Tax Receipts (000's)
Fiscal Years 2000-01 through 2004-05

Fiscal Year	Tax Rate	City Share		Revenue	% Change
2000-01	8.25%	1.00%		138,281	3.66%
2001-02	8.50%	1.00%		116,827	-15.51%
2002-03	8.50%	1.00%		115,578	-1.07%
2003-04	8.50%	1.00%		120,642	4.38%
2004-05	8.50%	0.75%	*	94,689	-21.51%

* Beginning fiscal year 2004-05, General Fund local portion is 1.00% less the 0.25% shifted by the State pursuant to the Triple Flip. An offsetting increase to local property tax revenue also occurred.

Source: Office of the Controller, City and County of San Francisco.

Transient Occupancy Tax

Pursuant to the San Francisco Business and Tax Regulation Code, a 14.0% transient occupancy tax is imposed on occupants of hotel rooms and remitted by hotel operators monthly. A quarterly tax-filing requirement is also imposed. In fiscal year 2004-05, revenue from transient occupancy tax grew 6.6 percent (or approximately $9.7 million). Budgeted revenue from transient occupancy tax for fiscal year 2005-06 is $170.1 million; including $5.5 million allocated to the Redevelopment Agency. As of the Six-Month Report, the City is projecting hotel room tax revenues to be on budget. Table A-7 sets forth a history of transient occupancy tax receipts through fiscal year 2004-05. As illustrated in the table, this revenue was significantly impacted by the economic downturn along with decreasing tourism and business travel.

TABLE A-7

CITY AND COUNTY OF SAN FRANCISCO
Transient Occupancy Tax Receipts (000's)
Fiscal Years 2000-01 through 2004-05

Fiscal Year	Tax Rate	Revenue	% Change
2000-01	14.00%	188,377	3.45%
2001-02	14.00%	132,226	-29.81%
2002-03	14.00%	128,590	-2.75%
2003-04	14.00%	148,231	15.27%
2004-05	14.00%	157,945	6.55%

Revenues are adusted so underlying tax revenue is reflected in the same fiscal year as the occupancy activity.

Source: Office of the Controller, City and County of San Francisco

Real Property Transfer Tax

A tax is imposed on all real estate transfers recorded in the City. The current rate is $5.00 per $1,000 of the sale price of the property being transferred for properties valued at $250,000 or less, $6.80 per $1,000 for properties valued more than $250,000 or less than $999,999; and $7.50 per $1,000 for properties valued at $1.0 million or more. Budgeted revenue from real property transfer tax for fiscal year 2005-06 is $83.0 million. As of the Six-Month Report, the City is projecting real property transfer tax revenues to be $21.5 million better than budget. The City is currently experiencing an unprecedented level of commercial building sales.

Utility Users Tax

The City imposes a 7.5% tax on non-residential users of gas, electricity, water, steam and telephone utilities, as well as all cellular telephone and enhanced specialized mobile radio communication services for billing addresses in the City. Budgeted revenue from utility users tax for fiscal year 2005-06 is $70.9 million. As of the Six-Month Report, the City is projecting utility users tax revenues to be $3.8 million better than budget. This is due to higher natural gas commodity prices than assumed in the budget.

Parking Tax

A 25.0% tax is imposed on the charge for off-street parking spaces. The tax is authorized by the San Francisco Business and Tax Regulation Code paid by the occupants of the spaces and remitted monthly by the operators of the parking facilities. A quarterly tax-filing requirement is also imposed. Budgeted General Fund revenue from the parking tax for fiscal year 2005-06 is $33.1 million. As of the Six-Month Report, the City is projecting parking tax revenues to be $0.6 million better than budget.

Intergovernmental Revenues, Grants and Subventions

Intergovernmental revenues, grants and subventions are budgeted at $1,072.2 million for fiscal year 2005-06. This includes $375.7 million from the Federal government, $640.4 million from the State, and $56.1 million from other intergovernmental sources across all City funds. In the General Fund, intergovernmental revenues, grants and subventions are budgeted for a total of $680.7 million, including $206.3 million from the Federal government and $474.4 million from the State. As of the Six-Month Report, the City is projecting intergovernmental revenues, grants and subventions to be $4.8 million under budget.

Health and Welfare Realignment

In fiscal year 1991-92, the State transferred to counties responsibility for determining service levels and administering most mental health, public health and some social service programs, thereby reducing the State's obligations. The State also increased its share of certain welfare costs formerly borne by counties. In order to meet these obligations, counties receive the proceeds of a 0.5% statewide sales tax and a portion of vehicle license fees. These sources are budgeted to provide $219.6 million to the City's General Fund and its two county hospitals for fiscal year 2005-06. As of the Six-Month Report, the City is projecting health and welfare realignment revenues to be on budget.

Motor Vehicle License Fees

The City's budget reflects the permanent roll-back of the vehicle license fee revenues, along with the associated backfill made by the State wherein they partially reduced the amount of property taxes shifted from the City to the Education Revenue Augmentation Fund to make up the difference. After factoring in all State shifts, the fiscal year 2005-06 budget level for vehicle license fee revenues is $36.7 million. As of the Six-Month Report, the City is projecting motor vehicle license fee revenues to be $3.1 million under budget. This is due to lower city direct allocations from the State than previously assumed; however, this is more than offset by the additional backfill in property tax.

Public Safety Sales Tax

State Proposition 172, passed by the voters in November 1993, provided for the continuation of a one-half percent sales tax for public safety expenditures. Budgeted revenue from this source is $70.0 million for fiscal year 2005-06; however, as of the Six-Month Report, the City is projecting public safety sales tax revenues to be $1.1 million under budget due to lower than previously assumed prior-year actuals.

Other Intergovernmental Grants and Subventions

In addition to those categories listed above, across all funds in fiscal year 2005-06, the City budgets approximately $745.9 million in social service subventions from the State and Federal governments to fund programs such as Food Stamps, CalWORKs, Child Support Services and transportation projects. Health and welfare subventions are often based on State and Federal funding formulas, which currently reimburse counties according to actual spending on these services. As of the Six-Month Report, the City is projecting other intergovernmental grants and subventions revenues to be $0.7 million under budget in the General Fund.

Charges for Services

Charges for services are budgeted at $111.2 million for fiscal year 2005-06 in the General Fund. This includes $27.1 million of general government service charges (primarily planning fees), $21.6 million of public safety service charges (including, for example, boarding of prisoners and safety inspection fees), $5.8 million of recreation charges, $48.0 million of MediCal, MediCare and health service charges, and $8.8 million of other miscellaneous service charges. As of the Six-Month Report, the City was projecting charges for services revenues to be $0.9 million better than budget.

Investment Policy

The management of the City's surplus cash is governed by an Investment Policy administered by the Treasurer-Tax Collector. In order of priority, the objectives of this Investment Policy are the preservation of capital, liquidity and yield. The preservation of capital is the foremost goal of any investment decision, and investments generally are made so that securities can be held to maturity. Once safety and liquidity objectives have been achieved, the Treasurer-Tax Collector then attempts to generate a favorable return by maximizing interest earnings without compromising the first two objectives. A report detailing the investment portfolio and investment activity, including the market value of the portfolio, is submitted to the Mayor and the Board monthly.

The investment portfolio is sufficiently flexible to enable the City to meet all disbursement requirements that are anticipated from any fund during the subsequent eighteen months. As of February 28, 2006 the City's surplus investment fund consisted of the investments classified in Table A-8, and had the investment maturity distribution presented in Table A-9.

TABLE A-8

CITY AND COUNTY OF SAN FRANCISCO
Investment Portfolio
As of February 28, 2006

Type of Investment	Par Value	Book Value	Market Value
Treasury Bills	$150,000,000	$147,294,581	$148,331,250
Treasury Notes	442,000,000	438,773,458	439,318,750
FNMA Discount Notes	593,000,000	587,377,406	590,968,200
Federal Home Loan Disc Notes	543,000,000	538,061,378	541,598,793
FMC Discount Notes	477,000,000	472,233,312	474,765,472
Negotiable C. D.'s	295,000,000	295,000,000	294,992,817
Commercial Paper Disc	735,000,000	730,261,611	732,673,767
Public Time Deposit	200,000	200,000	194,801
Total	$3,235,200,000	$3,209,201,745	$3,222,843,850

Source: Office of the Treasurer, City and County of San Francisco

TABLE A-9

CITY AND COUNTY OF SAN FRANCISCO
Investment Maturity Distribution
As of February 28, 2006

Maturity				Cost	Percentage
1	to	2	Months	$2,473,186,641	77.07%
2	to	3	Months	301,096,114	9.38
3	to	4	Months	255,692,390	7.97
4	to	5	Months	9,932,750	0.31
5	to	6	Months	-	0.00
6	to	12	Months	24,746,484	0.77
12	to	18	Months	24,657,227	0.77
18	to	24	Months	119,890,139	3.74
24	to	36	Months	-	0.00
36	to	48	Months	-	0.00
48	to	60	Months	-	0.00
				$3,209,201,745	100.00%

Weighted Average Maturity: 40 Days

Source: Office of the Treasurer, City and County of San Francisco.

Statement of Direct and Overlapping Bonded Debt

The pro forma statement of direct and overlapping bonded debt and long-term obligations (the "Debt Report"), presented in Table A-10 has been compiled by the Office of Public Finance.

The Debt Report generally includes long-term obligations sold in the public credit markets by the City and public agencies whose boundaries overlap the boundaries of the City in whole or in part. Long-term obligations of non-City agencies generally are not payable from revenues of the City. In many cases long-term obligations issued by a public agency are payable only from the General Fund or other revenues of such public agency. For this purpose, lease obligations of the City, which support indebtedness incurred by others, are included.

TABLE A-10

CITY AND COUNTY OF SAN FRANCISCO Statement of Direct and Overlapping Debt and Long-Term Obligations		
2005-2006 Assessed Valuation (net of non-reimbursable & homeowner exemptions):	$ 111,406,190,157	
DIRECT GENERAL OBLIGATION BOND DEBT	**Outstanding 12/31/2005**	
General City Purposes Carried on the Tax Roll	$1,305,475,000	
GROSS DIRECT DEBT	$1,305,475,000	
LEASE PAYMENT AND OTHER LONG-TERM OBLIGATIONS		
San Francisco COPs, Series 1997 (2789 25th Street Property)	$7,430,000	
San Francisco COPs, Series 1999 (555-7th Street Property)	7,220,000	
San Francisco Parking Authority Lease Revenue Bds, Series 2000A (North Beach Garage)	7,405,000	
San Francisco COPs, Series 2000 (San Bruno Jail Replacement Project)	132,975,000	
San Francisco Refunding COPs, Series 2001-1 (25 Van Ness Avenue Property)	12,150,000	
San Francisco Refunding Settlement Obligation Bonds, Series 2003-R1	38,670,000	
San Francisco COPs, Series 2001A & Taxable Series 2001B (30 Van Ness Ave. Property)	34,665,000	
San Francisco COPs, Series 2003 (Juvenile Hall Replacement Project)	41,965,000	
San Francisco Finance Corporation	235,785,000	
San Francisco Permit Center, Series 1993	2,185,000	
San Francisco Lease Revenue Refunding Bonds, Series 1998-I	2,340,000	
San Francisco Redevelopment Agency Moscone Convention Center 1992	31,850,077	
San Francisco Redevelopment Agency Lease Revenue Refunding Bonds, Series 2002	67,230,000	
San Francisco Redevelopment Agency Lease Revenue Refunding Bonds, Series 2004	33,565,000	
San Francisco Courthouse Corporation COPs, Refunding Bonds, Series 2004	39,350,000	
LONG-TERM OBLIGATIONS	$694,785,077	
GROSS DIRECT DEBT & OBLIGATIONS	$2,000,260,077	
OVERLAPPING DEBT & LONG-TERM OBLIGATIONS		
Bayshore Hester Assessment District	$875,000	
San Francisco Bay Area Rapid Transit District (33%) Sales Tax Revenue Bonds	139,303,333	
San Francisco Bay Area Rapid Transit District (29%) General Obligation Bonds	29,000,000	
San Francisco Community College District General Obligation Bonds - Election of 2001	140,520,000	
San Francisco Parking Authority Meter Revenue Refunding Bonds - 1999-1	21,170,000	
San Francisco Redevelopment Agency Hotel Tax Revenue Bonds - 1994	11,060,000	
San Francisco Redevelopment Agency Hotel Tax Revenue Refunding Bonds - 1998	53,735,000	
San Francisco Redevelopment Agency Obligations (Property Tax Increment)	532,961,826	
San Francisco Unified School District General Obligation Bonds - Election of 2003 (2004A & 2005B)	186,130,000	
San Francisco Unified School District COPs (1235 Mission Street), Series 1992	8,679,781	
San Francisco Unified School District COPs - 1996 Refunding, 1998 & 1999	17,020,000	
TOTAL OVERLAPPING DEBT & LONG-TERM OBLIGATIONS	$1,140,454,940	
GROSS COMBINED TOTAL OBLIGATIONS	$3,140,715,017	[2]
Ratios to Assessed Valuation:	**Actual Ratio**	**Charter Req.**
Gross Direct Debt (General Obligation Bonds)	1.17%	< 3.00%
Gross Direct Debt & Obligations	1.80%	n/a
Gross Combined Total Obligations	2.82%	n/a
STATE SCHOOL BUILDING AID REPAYMENT FOR FY 05-06	$73,305	

[1] The accreted value as of July 1, 2005 is $95,359,844.

[2] Excludes revenue and mortgage revenue bonds notes, and non-bonded capital lease obligations.

Source: Office of Public Finance, City and County of San Francisco.

Tax Supported Debt Service

Under the State Constitution and the Charter, general obligation bonds can only be authorized through voter approval. As of December 31, 2005, the City had $1.3 billion in general obligation bonds outstanding.

Table A-11 shows the annual amount of debt service payable on the City's outstanding general obligation bonds.

TABLE A-11

CITY AND COUNTY OF SAN FRANCISCO
Direct Tax Supported Debt Service
As of December 31, 2005[1]

Fiscal Year	Principal	Interest	Annual Debt Service
2006	$73,270,000	$35,285,839	$108,555,839
2007	75,950,000	58,218,930	134,168,930
2008	85,175,000	54,956,925	140,131,925
2009	89,040,000	50,933,887	139,973,887
2010	90,065,000	46,668,316	136,733,316
2011	91,860,000	42,209,254	134,069,254
2012	80,470,000	37,892,659	118,362,659
2013	71,665,000	34,010,007	105,675,007
2014	66,400,000	30,489,144	96,889,144
2015	59,660,000	27,205,236	86,865,236
2016	62,615,000	24,200,044	86,815,044
2017	52,830,000	21,044,302	73,874,302
2018	51,635,000	18,384,197	70,019,197
2019	52,410,000	15,779,771	68,189,771
2020	43,965,000	13,148,528	57,113,528
2021	39,965,000	11,528,724	51,493,724
2022	34,575,000	9,198,166	43,773,166
2023	33,810,000	7,718,113	41,528,113
2024	31,815,000	6,227,156	38,042,156
2025	27,175,000	4,848,663	32,023,663
2026	16,765,000	3,672,325	20,437,325
2027	17,530,000	3,025,188	20,555,188
2028	18,330,000	2,318,313	20,648,313
2029	18,840,000	1,578,500	20,418,500
2030	19,660,000	817,371	20,477,371
TOTAL[2]	$1,305,475,000	$561,359,558	$1,866,834,558

[1] The City's only outstanding direct tax supported debt is general obligation bonded indebtedness. This table does not reflect any debt other than direct tax supported debt, such as any assessment district indebtedness or any redevelopment agency indebtedness.

[2] Reduced by debt service payments through December 31, 2005.

Source: Office of Public Finance, City and County of San Francisco.

In November 1992, voters approved Proposition A, which authorized the issuance of up to $350.0 million in general obligation bonds to provide moneys to fund the City's Seismic Safety Loan Program (the "Loan Program"). The purpose of the Seismic Safety Loan Program is to provide loans for the seismic strengthening of privately-owned unreinforced masonry buildings in San Francisco for affordable housing and market-rate residential, commercial and institutional purposes. In April 1994, the City issued $35.0 million in taxable general obligation bonds to fund the Loan Program and in October 2002, the City redeemed all outstanding bonds remaining from such issuance. The City may issue additional bonds under the Loan Program authorization in calendar year 2006.

In June 1997, voters approved Proposition C, which authorized the issuance of up to $48.0 million in general obligation bonds for the acquisition, construction and/or reconstruction of San Francisco Zoo facilities. The City has issued an aggregate total of $40.5 million in three series of such bonds. The City issued the fourth and final tranche of the zoo facilities bonds in the principal amount of $7.5 million in July 2005.

In November 1999, voters approved Proposition A, which authorized the issuance, of up to $299.0 million in bonded debt, other evidences of debt and/or lease financing for the reconstruction, improvement and expansion of a new health care, assisted living and/or other type of continuing care facility or facilities to replace facilities at Laguna Honda Hospital. The City issued $230.0 million of the Laguna Honda Hospital general obligation bonds in May 2005. The City issued the final series of the Laguna Honda Hospital general obligation bonds in the principal amount of $69.0 million in September 2005.

In March 2000, voters approved Proposition A which authorized the issuance of up to $110.0 million in general obligation bonds to acquire, construct, or reconstruct recreation and park facilities and properties. The City has issued three series of Neighborhood Recreation and Park Bonds in June 2000, February 2001, and in July 2003 comprising a total of $41.2 million. The City issued the fourth and final series in October 2004 in the principal amount of $68.8 million.

In March 2000, voters approved Proposition B which authorized the issuance of up to $87.4 million in general obligation bonds to acquire, construct, or reconstruct the facilities of the California Academy of Sciences. In November 1995, the voters approved Proposition C, which authorizes the issuance of up to $29.2 million to pay the cost of acquisition, construction and/or reconstruction of certain improvements to the Steinhart Aquarium and related facilities. Proposition B and Proposition C proceeds will be used together with other monies of the California Academy of Sciences to reconstruct the California Academy of Science Building and the Steinhart Aquarium. The City issued the first series of the California Academy of Sciences Bonds in October 2004 for a total of $8.0 million. The City issued the second and final installment of the California Academy of Sciences and Steinhart Aquarium bonds in July 2005 in the principal amount of $79.4 million.

In November 2000, voters approved Proposition A, which authorized the issuance of up to $105.9 million in general obligation bonds for the acquisition, renovation and construction of branch libraries and other library facilities. The City issued two series of library bonds in July 2001 and October 2002 for a total of $40.8 million. The City issued a third installment of the branch library facilities improvement bonds in July 2005 in the principal amount of $34.0 million.

Table A-12 below lists the City's voter-authorized general obligation bonds including authorized programs for which bonds have not yet been issued. Series are grouped by program authorization in chronological order. The authorized and unissued column refers to total program authorization that can still be issued, and does not refer to any particular series. As of December 31, 2005, the City had authorized and unissued general obligation bond authority of $346.1 million.

TABLE A-12

CITY AND COUNTY OF SAN FRANCISCO
General Obligation Bonds (as of December 31, 2005)

Description of Issue (Date of Authorization)	Series	Issued	Outstanding	Authorized & Unissued
Golden Gate Park Improvements (6/2/92)	1997A	$25,105,000	$17,830,000	
	2001A	17,060,000	14,630,000	
Seismic Safety Loan Program (11/3/92)	1994A	35,000,000		$315,000,000
School District Facilities Improvements (6/7/94)	1997B	22,050,000	15,650,000	
Asian Art Museum Relocation Project (11/8/94)	1999D	16,730,000	13,345,000	
Steinhart Aquarium Improvement (11/7/95)	2005F	29,245,000	29,245,000	
Affordable Housing Bonds (11/5/96)	1998A	20,000,000	15,595,000	
	1999A	20,000,000	16,500,000	
	2000D	20,000,000	16,780,000	
	2001C	17,000,000	14,760,000	
	2001D	23,000,000	20,395,000	
Educational Facilities - Community College District (6/3/97)	1999A	20,395,000	16,125,000	
	2000A	29,605,000	24,885,000	
Educational Facilities - Unified School District (6/3/97)	1999B	60,520,000	47,870,000	
	2003B	29,480,000	27,230,000	
Zoo Facilities Bonds (6/3/97)	1999C	16,845,000	13,325,000	
	2000B	17,440,000	14,655,000	
	2002A	6,210,000	5,545,000	
	2005H	7,505,000	7,505,000	
Laguna Honda Hospital (11/2/99)	2005A	110,000,000	110,000,000	
	2005B	40,000,000	40,000,000	
	2005C	40,000,000	40,000,000	
	2005D	40,000,000	40,000,000	
	2005I	69,000,000	69,000,000	
Neighborhood Recreation and Park (3/7/00)	2000C	6,180,000	5,195,000	
	2001B	14,060,000	12,055,000	
	2003A	20,960,000	19,360,000	
	2004A	68,800,000	66,500,000	
California Academy of Sciences Improvement (3/7/00)	2004B	8,075,000	7,805,000	
	2005E	79,370,000	79,370,000	
Branch Library Facilities Improvement (11/7/00)	2001E	17,665,000	15,275,000	
	2002B	23,135,000	20,665,000	
	2005G	34,000,000	34,000,000	31,065,000
SUB TOTALS		**$1,004,435,000**	**$891,095,000**	**$346,065,000**
General Obligation Refunding Bonds Series 1997-1 issued 10/27/97		$449,085,000	$292,860,000	
General Obligation Refunding Bonds Series 2002-R1 issued 4/23/02		$118,945,000	$102,290,000	
General Obligation Refunding Bonds Series 2004-R1 issued 6/16/04		$21,930,000	$19,230,000	
TOTALS		**$1,594,395,000**	**$1,305,475,000**	**$346,065,000**

Source: Office of Public Finance, City and County of San Francisco.

Lease Payments and Other Long-Term Obligations

Under the Charter, most lease financing structures can only be authorized with the approval of the voters. Table A-13 sets forth the aggregate annual lease payment obligations supported by the City's General Fund with respect to outstanding lease revenue bonds and certificates of participation as of December 31, 2005. Note that the annual payment obligations reflected in Table A-13 include the fully-accreted value of any capital appreciation obligations that will accrue as of the final payment dates.

TABLE A-13

CITY AND COUNTY OF SAN FRANCISCO
Lease Payment and Other Long-Term Obligations
December 31, 2005

Fiscal Year	Principal	Interest	Annual Payment Obligation
2006	$22,440,000	$14,999,453	$37,439,453
2007	40,161,346	36,043,223	76,204,569
2008	38,078,666	35,144,211	73,222,877
2009	36,415,247	34,253,433	70,668,680
2010	29,777,024	33,438,712	63,215,736
2011	29,733,573	32,735,758	62,469,331
2012	22,565,763	31,991,668	54,557,431
2013	23,391,157	31,395,659	54,786,816
2014	22,476,550	30,722,030	53,198,580
2015	28,025,751	25,109,099	53,134,850
2016	34,650,000	18,525,437	53,175,437
2017	33,860,000	16,949,492	50,809,492
2018	34,275,000	15,315,630	49,590,630
2019	34,665,000	13,654,025	48,319,025
2020	19,865,000	12,339,419	32,204,419
2021	19,965,000	11,395,740	31,360,740
2022	20,300,000	10,437,913	30,737,913
2023	20,615,000	9,462,601	30,077,601
2024	20,965,000	8,477,981	29,442,981
2025	17,445,000	7,478,656	24,923,656
2026	17,910,000	6,686,132	24,596,132
2027	18,690,000	5,861,498	24,551,498
2028	19,785,000	4,998,929	24,783,929
2029	20,605,000	4,085,579	24,690,579
2030	21,760,000	3,131,436	24,891,436
2031	11,855,000	2,123,898	13,978,898
2032	12,470,000	1,505,656	13,975,656
2033	10,740,000	913,544	11,653,544
2034	11,300,000	349,856	11,649,856
TOTAL [1][2]	$694,785,077	$459,526,668	$1,154,311,745

[1] Totals reflect rounding to nearest dollar.

[2] For purposes of this table, the interest payments on the Lease Revenue Bonds, Series 2000-1, 2, 3 (Moscone Center Expansion Project) are assumed to be 4.00% - the approximate historical average of the Bond Market Association Index plus a spread. These bonds are in variable rate mode.

Source: Office of Public Finance, City and County of San Francisco.

The City electorate has approved several lease revenue bond propositions in addition to those bonds that have already been issued. When issued, these voter-approved lease revenue bonds will be repaid from lease payments made from the City's General Fund. The following lease programs have remaining authorization:

In 1987, voters approved Proposition F, which authorizes the City to lease finance (without limitation as to maximum aggregate par amount) the construction of new parking facilities, including garages and surface lots, in eight of the City's neighborhoods. In July 2000, the City issued $8.2 million in lease revenue bonds to finance the construction of North Beach Parking Garage, which was opened in February 2002. There is no immediate plan to issue any more series of bonds under Proposition F.

In 1990, voters approved Proposition C, which amended the Charter to authorize the City to lease-purchase equipment through a nonprofit corporation without additional voter approval but with certain restrictions. The City and County of San Francisco Finance Corporation (the "Corporation") was incorporated for that purpose. Proposition C provides that the outstanding aggregate principal amount of obligations with respect to lease financings may not exceed $20.0 million, such amount increasing by five percent each fiscal year. As of December 31, 2005, the total authorized amount for such financings was $41.6 million. The total principal amount outstanding as of December 31, 2005 was $23.4 million. It is anticipated that the Corporation will issue approximately $10.2 million in equipment lease revenue bonds under this authorization in April 2006.

In 1994, voters approved Proposition B, which authorized the issuance of up to $60.0 million in lease revenue bonds for the acquisition and construction of a combined dispatch center for the City's emergency 911 communication system and for the emergency information and communications equipment for the center. In 1997 and 1998, the Corporation issued $22.6 million and $23.3 million of Proposition B lease revenue bonds, respectively, but the Corporation has no current plans to utilize the remaining $14.0 million in authorization.

In June 1997, voters approved Proposition D, which authorized the issuance of up to $100.0 million in lease revenue bonds for the construction of a new football stadium at Candlestick Point, the home of the San Francisco 49ers football team. If issued, the $100.0 million of lease revenue bonds would be the City's contribution toward the total cost of the stadium project and the 49ers would be responsible for paying the remaining cost of the stadium construction project. The City has no current timetable for issuance of the Proposition D bonds.

On March 7, 2000 voters approved Proposition C which extended a two and one half cent per $100 in assessed valuation property tax set-aside for the benefit of the Recreation and Park Department (the Open Space Fund). Proposition C also authorizes the issuance of revenue bonds or other forms of indebtedness secured by the Open Space Fund. The City intends to sell up to $27.0 million of such Open Space Fund lease revenue bonds in Fall 2006.

Overlapping Debt

In November 2001, voters approved Proposition A. Proposition A authorizes the issuance of up to $195.0 million in general obligation bonds to finance construction of new Chinatown and North Beach campuses of the San Francisco Community College District (the "SFCCD") and to make improvements to existing facilities. The SFCCD issued $38.0 million of such authorization in March 2002 and $110.0 million in October 2004. On November 8, 2005, voters approved an additional issuance of up to $246.3 million in general obligation bonds to improve, construct and equip existing and new facilities of the SFCCD. It is anticipated that SFCCD will issue an approximate aggregate principal amount of $137.0 million in June 2006 consisting of the remaining $47.0 million of the November 2001 authorization and approximately $90.0 million of the November 2005 authorization.

On November 4, 2003, voters approved Proposition A. Proposition A authorized the San Francisco Unified School District (the “SFUSD”) to issue up to $295.0 million of general obligation bonds to repair and rehabilitate its facilities. The SFUSD issued $58.0 million of such authorization in October 2004 and they issued approximately $130.0 million of such authorization in October 2005.

On November 2, 2004, voters approved Proposition AA. Proposition AA authorizes the Bay Area Rapid Transit District (“BART”) to issue general obligation bonds in series over time in an aggregate principal amount not to exceed $980.0 million to strengthen tunnels, bridges, overhead tracks and the underwater Transbay Tube for BART facilities in Alameda and Contra Costa counties and the City and County of San Francisco. Of the $980.0 million, the City’s portion is approximately 29.0% or $282.0 million. Bart issued $100.0 million of such authorization in May 2005. Of the $100.0 million issued, the City’s portion is approximately $29.0 million.

Labor Relations

The Mayor’s fiscal year 2005-06 budget includes approximately 30,000 full time personnel, excluding employees in the San Francisco Unified School District, San Francisco Community College District, and San Francisco Superior Court. City workers are represented by 37 different labor unions. The largest unions in the City are the Service Employees International Union (Locals 250, 535 and 790); International Federation of Professional and Technical Engineers (Local 21); and unions representing police, fire, deputy sheriffs and transit workers.

The wages, hours and working conditions of City employees are determined by collective bargaining pursuant to State law and Charter. Except for nurses, transit workers, and a few hundred unrepresented employees, the Charter requires that bargaining impasses be resolved through a final and binding interest arbitration conducted by a panel of three arbitrators. The award of the arbitration panel is final unless legally challenged. Strikes by City employees are prohibited, according to the Charter. Since 1976, no City employees have gone on a union-authorized strike.

Wages, hours and working conditions of nurses and transit workers are not subject to interest arbitration, but are subject to Charter-mandated economic caps.

The City’s employee selection procedures are established and maintained through a civil service system. In general, selection procedures and other “merit system” issues are not subject to arbitration. However, disciplinary actions are generally subject to grievance arbitration, with the exception of police and fire employees.

The City’s retirement benefits are established directly by the voters, rather than through the regular collective bargaining process; most changes to retirement benefit formulae require a voter-approved Charter amendment. Currently, most miscellaneous employees are in a “2.0% at 60” plan, and the uniformed police and fire employees are in a “3.0% at 55” plan.

In 2003, the City negotiated two-year successor agreements (July 1, 2003 through June 30, 2005) with all groups covered under Charter Section A8.409. Most of these agreements provided for a limited reopener negotiation in 2004 to allow the parties to address any changes to the State and local economy, while some of them had no reopener provision. Almost all of the groups that had reopener negotiations in 2004 agreed to a one-year contract extension to June 30, 2006. The 2005-06 collective bargaining agreements provide that employees will continue to pay the 7.5% employee contribution to their retirement plans for fiscal year 2005-06. In fiscal year 2005-06, employee contribution is 5% or 7.5% depending on the union. In recognition of the employees resuming payment of their retirement contribution, the City will provide additional floating holidays. Additionally, employees will receive some general wage increases in the fiscal year 2005-06, the final year of the contract. A few collective bargaining agreements vary slightly from the general pattern, but generate the same net cost savings to the City through June 30, 2006.

In 2005, the City negotiated one-year contracts with the Staff Nurses, Nurse Managers, Automotive Machinists, Claims Investigators, Attorneys, Institutional Police, Probation Officers, and Interns and Residents. These agreements also generated the same net cost savings to the City through June 30, 2006.

The City has commenced successor negotiations for agreements expiring on June 30, 2006. The City anticipates concluding those negotiations in May 2006.

Of the unions covered under Charter Section A8.590-1, the City continues negotiations with one of the Paramedic bargaining units and recently concluded negotiations with the Deputy Sheriffs, who are now covered by this Charter section. The City will also begin negotiating a new Sheriff Management Labor contract in 2006. The Police, Police Management, Fire and Fire Management contracts do not have reopener provisions and will expire on June 30, 2007.

Pursuant to Charter Section 8A.104, the Municipal Transportation Agency ("MTA") is responsible for negotiating contracts for the transit operators and employees in service critical bargaining units. These contracts are subject to approval by the MTA Board. The current contract covering transit operators expires on June 30, 2008.

In addition, the City adopts an annual "Unrepresented Employees' Ordinance" for employees who are not exclusively represented by a union. As with the negotiated labor agreements, the present ordinance for fiscal year 2005-06 also provides for unrepresented employees to continue payment of the employee contribution to their retirement plans and to receive additional floating holidays. A new Unrepresented Employees' Ordinance will be adopted for fiscal year 2006-07.

TABLE A-14

CITY AND COUNTY OF SAN FRANCISCO

Employee Organizations as of August 1, 2005

Organization	Budgeted Positions	Expiration Date of MOU
Automotive Machinists, Local 1414	414	June 30, 2006
Bricklayers, Local 3/Hod Carriers, Local 36	17	June 30, 2006
Building Inspectors Association	72	June 30, 2006
Carpenters, Local 22	106	June 30, 2006
CIR-SEIU (Interns & Residents)	204	June 30, 2006
Cement Masons, Local 580	24	June 30, 2006
Deputy Sheriffs Association	865	June 30, 2005 [1]
District Attorney Investigators Association	67	June 30, 2006
Electrical Workers, Local 6	785	June 30, 2006
Glaziers, Local 718	12	June 30, 2006
International Alliance of Theatrical Stage Employees, Local 16	14	June 30, 2006
Ironworkers, Local 377	18	June 30, 2006
Laborers International Union, Local 261	1,052	June 30, 2006
Municipal Attorneys' Association	413	June 30, 2006
Municipal Executives Association	863	June 30, 2006
MEA - Police Management	2	June 30, 2007
MEA - Fire Management	8	June 30, 2007
Operating Engineers, Local 3	60	June 30, 2006
Painters, Local 4	105	June 30, 2006
Pile Drivers, Local 34	17	June 30, 2006
Plumbers, Local 38	336	June 30, 2006
Probation Officers Association	150	June 30, 2006
Professional & Technical Engineers, Local 21	4,012	June 30, 2006
Roofers, Local 40	13	June 30, 2006
S.F. Institutional Police Officers Association	4	June 30, 2006
S.F. Firefighters, Local 798	1,730	June 30, 2007
S.F. Police Officers Association	2,498	June 30, 2007
SEIU - UHW (250)	1,816	June 30, 2006
SEIU, Local 535	1,422	June 30, 2006
SEIU, Local 790	7,356	June 30, 2006
SEIU, Local 790 (Staff Nurse)	1,445	June 30, 2006
SEIU, Local 790 (H-1 Rescue Paramedics)	20	June 30, 2005 [1]
Sheet Metal Workers, Local 104	48	June 30, 2006
Stationary Engineers, Local 39	629	June 30, 2006
Supervising Probation Officers, Operating Engineers, Local 3	19	June 30, 2006
Teamsters, Local 350	2	June 30, 2006
Teamsters, Local 853	162	June 30, 2006
Teamsters, Local 856 (multi-unit)	117	June 30, 2006
Teamsters, Local 856 (Supervising Nurses)	128	June 30, 2006
TWU, Local 200 (SEAM multi-unit & claims)	303	June 30, 2006
TWU, Local 250-A TWU - Auto Service Workers	145	June 30, 2006
TWU, Local 250-A TWU - Miscellaneous	93	June 30, 2006
TWU, Local 250-A TWU - Transit Operators	2,113	June 30, 2008
Union of American Physicians & Dentists	178	June 30, 2006
Unrepresented Employees	132	June 30, 2006
	29,987 [2]	

[1] Currently are in negotiations.

[2] Budgeted positions do not include SFUSD, SFCCD, or Superior Court personnel.

Source: Department of Human Resources - Employee Relations Division, City and County of San Francisco.

Risk Management

The City self-insures the majority of its property, liability and workers' compensation risk exposures. Each year, funds for anticipated claim payments, based on history and outstanding cases expected to be closed in that year, are included in the current budget. The vast majority of the City's insurance is purchased for the Enterprise fund and other departments (SFO, Municipal Railway, Public Utilities Commission, the Port and Convention Facilities). The remainder of the insured program is made up of insurance for General Fund departments required to provide coverage for bond-financed facilities, coverage for art at City-owned museums and statutory requirements for bonding of various public officials.

The City allocates workers' compensation costs to departments according to a formula based on claims, payment history and payroll. Programs are being developed and implemented to lower the workers' compensation costs to the City. These programs focus on accident prevention, investigation and duty modification of injured employees with medical restrictions so they can return to work as early as possible.

Retirement System

The City Employee's Retirement System (the "Retirement System") was established in April 1922 and was constituted in its current form by the 1932 charter. The Retirement System is administered by the Retirement Board consisting of seven members, three appointed by the Mayor, three elected from among the members of the Retirement System, and a member of the Board appointed by the President of the Board. To aid in the administration of the Retirement System, the Retirement Board appoints an Actuary and an Executive Director. The Executive Director's responsibility extends to all divisions of the system consisting of Administration, Investment, Retirement Services/Accounting, and Deferred Compensation.

The Retirement System estimates that the total active membership as of June 30, 2005 was 32,760, including 2,833 vested members and 763 reciprocal members, compared to 33,382 members a year earlier. The total new enrollees for fiscal year 2004-05 were approximately 1,444. Checks are mailed to approximately 19,573 benefit recipients monthly.

Net assets held in trust for pension benefits by the Retirement System as of June 30, 2005 were $13.1 billion compared to $11.9 billion as of June 30, 2004. As of June 30, 2005, the actuarial accrued liability was $11.7 billion and the actuarial value of assets was $12.7 billion, reflecting funding at 108.0%.

Table A-15 shows Retirement System actual contributions for fiscal years 2000-01 through 2004-05.

TABLE A-15

CITY AND COUNTY OF SAN FRANCISCO
Employee Retirement System (000s)
Fiscal Years 2000-01 through 2004-05

Fiscal Years Ending June 30	Market Value of Assets	Actuarial Value of Assets	Pension Benefit Obligation	Percent Funded	Employee & Employer Contribution [1]
2001	11,246,080	10,797,024	8,371,843	129.0	145,203
2002	10,415,950	11,102,516	9,415,905	118.0	155,918
2003	10,533,013	11,173,636	10,249,896	109.0	182,069
2004	11,907,358	11,299,997	10,885,455	104.0	170,550
2005	13,135,263	12,659,698	11,765,737	108.0	248,029

[1] For fiscal years 2000-01 through 2003-04, the City paid no employer contribution. However, based on the Retirement Board's Actuarial Valuation for July 1, 2003, employer contributions have resumed at 4.48% and 6.58% for fiscal years 2004-05 and 2005-06 respectively.

Sources: SFERS' audited financial statements and supplemental schedules June 30, 2004 and 2003. SFERS' Actuarial Valuation report as of July 1, 2005, July 1, 2004 and July 1, 2003.

The assets of the Retirement System are invested in a broadly diversified manner including both domestic and international securities. In addition to U.S. equities and fixed income securities, the fund holds international equities, global sovereign and bank debt, real estate and an array of alternative investments including private equity and venture capital limited partnerships. The investments are regularly reviewed by the Retirement Board and monitored by an internal staff of investment professionals who in turn are advised by external consultants who are specialists in various areas of investments.

Actuarial valuation of the Retirement System is a joint effort of the Retirement System and an outside actuarial firm employed under contract. A valuation of the Retirement System is conducted each year and an experience study is performed periodically. The latest report as of June 30, 2005 was issued in January 2006.

In November 1980, the voters of San Francisco adopted a change in the method through which the liabilities of the Retirement System are funded. That method is the entry age normal cost method with a level percentage supplemental cost element (supplemental costs to be fully amortized over no more than 20 years). Actuarial gains and losses are amortized over a 15-year period. Assets are calculated based on a five-year smoothing methodology.

From fiscal year 1996-97 through fiscal year 2003-04, the City’s dollar contribution decreased to zero due to lowered funding requirements as determined by the actuary of the Retirement System. However, in fiscal year 2004-05, the City contributed an $83.7 million in employer contribution, which is 4.5% of pensionable salary. This includes $38.6 million in General Fund contribution. In fiscal year 2005-06, the City expects to contribute an estimated $127.0 million in employer contribution, which is 6.6% of pensionable salary. This amount includes $58.0 million in General Fund contribution. The contribution rate approved to be effective July 1, 2006 is 6.24% of pensionable salary.

Health Care Benefits

Health care benefits for active City employees, retired employees, and surviving spouses are administered by the City's Health Service System (the "Health Service System"). The System also administers heath care benefits to the San Francisco Unified School District, the San Francisco Community College District and the San Francisco Superior Court. Annual benefits costs are funded on a current basis primarily from contributions made during that year by the City and other participating agencies, active employees, retired employees and surviving spouses. The City contributions are funded from available resources on a pay-as-you-go basis. For fiscal year 2004-05, the City contributed approximately $312.7 million for benefit costs. Of this amount, approximately $86.0 million were for post-retirement health care benefits for approximately 16,500 retired City employees. The contributions of the City to the Health Service System are determined by a Charter provision based on similar contributions made by the ten most populous counties in the State, not including the City and County of San Francisco, and by collective bargaining.

In June 2004, the Governmental Accounting Standards Board ("GASB") issued Statement No. 45 ("GASB 45"), which addresses how state and local governments should account for and report their costs and obligations related to post-employment health care and other non-pension benefits ("OPEB"). GASB 45 generally requires that employers account for and report the annual cost of OPEB and the outstanding obligations and commitments related to OPEB in essentially the same manner as they currently do for pensions. Annual OPEB cost for most employers will be based on actuarially determined amounts that, if paid on an ongoing basis, generally would provide sufficient resources to pay benefits as they come due. The provisions of GASB 45 may be applied prospectively and do not require governments to fund their OPEB plans. An employer may establish its OPEB liability at zero as of the beginning of the initial year of implementation. However, the unfunded actuarial liability is required to be amortized over future periods on the income statement. GASB 45 also established disclosure requirements for information about the plans in which an employer participates, the funding policy followed, the actuarial valuation process and assumptions, and for certain employers, the extent to which the plan has been funded over time. These disclosure requirements will be effective for the City's fiscal year ending June 30, 2008. GASB 45 is likely to result in a substantial increase in the annual expense recognized by the City for post-retirement health care benefits. The City has retained the services of an actuary to determine the extent of the City's OPEB liability. The amount of the liability and the increase in the annual expense to be recognized has not yet been determined by the City.

The Health Service System issues a publicly available financial report that includes financial statements for the Health Service Trust Fund. The report may be obtained by writing to the San Francisco Health Service System, 1145 Market Street, Second Floor, San Francisco, California 94103, or by calling (415) 554-1727.

APPENDIX B

CITY AND COUNTY OF SAN FRANCISCO ECONOMY AND GENERAL INFORMATION

Area and Economy

The corporate limits of the City and County of San Francisco (the "City") encompass over 93 square miles, of which 49 square miles are land, with the balance consisting of tidelands and a portion of the San Francisco Bay (the "Bay"). The City is located on a peninsula bounded by the Pacific Ocean to the west, the Bay on the east, the entrance to the Bay and the Golden Gate Bridge to the north and San Mateo County to the south.

The City is the economic center of the nine counties contiguous to the Bay: Alameda, Contra Costa, Marin, Napa, San Francisco, San Mateo, Santa Clara, Solano and Sonoma Counties (the "Bay Area"). The economy of the Bay Area includes a wide range of industries, supplying local needs as well as the needs of national and international markets. Its major industries include heavy manufacturing, high technology, semi-conductor manufacturing, petroleum refining, biotechnology, food processing and production and fabrication of electronics and aerospace equipment. Non-manufacturing industries, including convention and tourism, finance and international and wholesale trade, are characteristic of the City and are also major contributors to economic activity within the Bay Area.

Population and Income

The City had a population estimated by the State of California (the "State") Department of Finance Demographic Research Unit, at 799,263 as of January 2005, ranking it the fourth largest city in California after Los Angeles, San Diego and San Jose. The table below reflects the population and per capita income of the City and the State between 2001 and 2005.

TABLE B-1

POPULATION AND INCOME
2001-2005

Year	City and County of San Francisco	State of California	San Francisco Per Capita Income	California Per Capita Income
2001	793,700	35,037,000	56,141	32,702
2002	793,633	35,301,000	54,908	32,989
2003	789,700	35,612,000	55,720	33,749
2004	792,700	36,271,091	N/A *	N/A *
2005	799,263	36,810,358	N/A *	N/A *

* Note: Information not available. County data are compiled from numerous sources by the U.S. Department of Commerce, Bureau of Economic Analysis and are typically released with a significant time lag.

Sources: State of California Department of Finance, Demographic and Finance Research Units; U.S. Department of Commerce, Bureau of Economic Analysis.

Conventions and Tourism

During the calendar year 2004 approximately 15.1 million people (118,600 average per day) visited the City, generating approximately $6.7 billion. On average, these visitors spent about $156 per day and stayed three to four nights. The figures for calendar year 2005 are not yet available.

Hotel occupancy rates in San Francisco averaged 76.4% in calendar year 2005, an increase of 4.1% over the previous year. Average daily San Francisco room rates increased about 5.2% to an annual average of $153, compared to the same period in the prior year

Although visitors who stay in San Francisco hotels accounted for only 35.0% of total out-of-town visitors, they generated 65.0% of total spending by visitors from outside the Bay Area. It is estimated that 40.0% of visitors to the City are on vacation, 35.0% are convention and trade show attendees, 22.0% are individual business travelers and the remaining 3.0% are en route elsewhere. International visitors make up 36.0% of all visitors. Approximately 45.0% of the City's international visitors are from Europe and the United Kingdom, 31.0% are from Asia, 9.0% are from Canada, 5.0% are from Australia and New Zealand, 5.0% are from Central and South America, 3.0% are from Mexico, and 2.0% are from Africa and the Middle East. The following illustrates hotel occupancy and related spending from calendar years 2000 through 2004.

TABLE B-2

CITY AND COUNTY OF SAN FRANCISCO
San Francisco Overnight Hotel Guests ($000s)

Calendar Year	Annual Average Hotel Occupancy	Visitors Staying in Hotels or Motels	Hotel Visitor Spending
2000	81.9%	4,300	$4,288,000
2001	67.0	3,550	3,700,000
2002	65.4	3,470	3,500,000
2003	68.1	3,860	3,680,000
2004	73.2	4,200	4,070,000

Information for Calendar Year 2005 is not yet available.

Source: San Francisco Convention & Visitor Bureau.

According to the San Francisco Convention and Visitor Bureau, as of December 1, 2005, convention business is almost at full capacity at the Moscone Convention Center and is at strong levels at individual hotels providing self-contained convention services. The City completed construction of an expansion to the Moscone Convention facilities in Spring 2003. With the expansion, the Moscone Convention Centers offer over 700,000 square feet of exhibit space covering more than 20 acres on three adjacent blocks.

Employment

The City has the benefit of a highly skilled, educated and professional labor force. Key industries include tourism, real estate, banking and finance, retailing, apparel design and manufacturing. Emerging industries include multimedia and bioscience. According to the State Employment Development Department, the unemployment rate for San Francisco was 5.7% for year-end 2004, a nearly 20.0% decline from 2003. This rate is in comparison with an adjusted unemployment rate of 6.1% for California and 5.5% for the nation during the same period.

TABLE B-3

CITY AND COUNTY OF SAN FRANCISCO
Reported Employment by Land Use Activities 2001-2005

	2001	2002 [1]	2003 [1]	2004 [1]	2005 [1]
Office	6,959	213,813	201,492	193,180	193,569
Retail	101,505	96,561	95,599	95,006	95,736
Industrial	107,837	97,860	93,726	89,037	85,492
Hotel	17,962	16,477	17,438	18,090	18,473
Cultural/Institutional	122,222	122,254	124,882	127,962	128,762
Other	67	165	65	65	74
Total	586,552	547,130	533,202	523,340	522,106

[1] 2002 through 2005 Office Land use activity group includes Government employment.

Source: San Francisco Planning Department- California Employment Development Department.

Based on 2005 data, total citywide employment is 522,106 indicating a loss of approximately 2.3% of jobs from 2004.

Table B-4 below lists the ten largest employers in the City as of December 2005.

TABLE B-4

CITY AND COUNTY OF SAN FRANCISCO
Largest Employers in San Francisco
As of December 30, 2005

Employer	Number of Employees	Nature of Business
City and County of San Francisco	28,220	Local government
University of California, San Francisco	19,138	Health services
Wells Fargo & Co. Inc.	7,581	Banks
San Francisco Unified School District	7,241	Education
State of California	6,115	State government
United States Postal Service, San Francisco District	5,324	Mail delivery
California Pacific Medical Center	4,886	Health care
PG&E Corp.	4,629	Energy
Gap Inc	4,180	Retail
Kaiser Permanente	3,860	Health care

Source: San Francisco Business Times, Book of Lists 2006.

Taxable Sales

The following annual table reflects a breakdown of taxable sales for the City from 2000-2004. Total retail sales increased in 2004 by approximately $647.3 million compared to 2003. When business and personal services and other outlet sales are included, taxable sales increased by approximately $709.9 million in 2004.

TABLE B-5

CITY AND COUNTY OF SAN FRANCISCO
Taxable Sales 2000-2004
($000s)

	2000	2001	2002	2003	2004[1]
Retail Stores					
Apparel	$792,508	$749,391	$737,396	$760,715	$826,686
General Merchandise	1,166,524	1,078,664	1,051,122	1,065,160	1,143,657
Food Stores	416,735	413,650	403,163	405,673	419,286
Speciality Stores	2,277,432	1,998,450	1,889,144	1,910,757	2,084,323
Eating/Drinking	1,977,854	1,883,762	1,844,385	1,879,879	2,067,418
Household	637,662	513,618	459,529	484,455	527,519
Building Materials	321,632	313,277	310,111	320,316	353,002
Automotive	1,006,818	889,936	803,109	804,964	850,984
Other Retail Stores	153,291	149,638	143,999	135,582	141,906
Retail Stores Total	$8,750,456	$7,990,386	$7,641,958	$7,767,501	$8,414,781
Business and Personal Services	$1,226,650	$1,107,028	$1,043,019	$945,689	$937,411
All Other Outlets	4,112,820	3,357,822	2,904,463	2,784,369	2,855,315
Total All Outlets	$14,089,926	$12,455,236	$11,589,440	$11,497,559	$12,207,507

[1] Most recent annual data available.

Source: California State Board of Equalization - Taxable Sales in California (Sales & Use Tax) Annual Reports.

Building Activity

Table B-6 shows a summary of building activity in the City for fiscal years 2000-01 through 2004-05, during which time approximately 10,809 housing units were authorized in the City (both market rate and "affordable housing"). The total value of building permits was $434.0 million in fiscal year 2004-05.

TABLE B-6

CITY AND COUNTY OF SAN FRANCISCO
Building Activity 2001-2005 ($000s)

Fiscal Year Ended June 30	Authorized New Dwelling Units	Value of Building Permits: Residential	Non-Residential	Total
2001	2,570	381,623	725,313	1,106,936
2002	3,273	299,028	364,801	663,829
2003	1,279	214,244	57,455	271,699
2004	1,726	307,603	122,377	429,980
2005	1,961	362,760	71,251	434,011

Source: San Francisco Department of Building Inspection, Central Permit Bureau.

Banking and Finance

The City is a leading center for financial activity. The headquarters of the Twelfth Federal Reserve District is located in the City, as are the headquarters of the Eleventh District Federal Home Loan Bank and the regional Office of Thrift Supervision. Wells Fargo Bank, First Republic Bank, Union Bank of California, United Commercial Bank, Bank of the Orient and Charles Schwab & Co., the nation's largest discount broker, are headquartered in the City. Investment banks located in the City include Banc of America Securities LLC, Deutsche Banc Alex Brown, Thomas Weisel Partners LLC, and Pacific Growth Equities.

Commercial Real Estate

According to the 4th Quarter 2005 Report from CB Richard Ellis, the San Francisco office market continues to improve with "over 1.5 million square feet of absorption year to date". The Class A vacancy rate has decreased by 4.40% to 11.9%, and direct availability is down to 10.7 %. The average Class A asking rent City wide is $34.50, with Civic Center average Class A asking rate at $29.00.

Major Development Projects

The downtown Union Square area is the City's principal retail area and includes Macy's, Neiman Marcus, Saks Fifth Avenue, Levi's, NikeTown, Disney, Crate and Barrel, Borders Books, Nordstrom, Williams Sonoma and Virgin Records. The recent completion of the Union Square Improvement Project, including reconstruction of the Union Square Garage, has benefited the area in terms of accessibility. The refurbished Union Square Park is now a hub for activities and events, gatherings, rallies, performances, and art exhibits.

The construction of the Westfield San Francisco Center (including Bloomingdale's), on the site of the former Emporium building between Market Street and Mission Street and 4th and 5th Streets, is currently underway. The estimated cost of this project is $410.0 million. The 1.2 million square foot retail, office, and entertainment complex is expected to be completed in 2006. Upon completion, the Westfield San Francisco Center is expected to generate additional economic activity to the developing area resulting in an estimated $9.7 million in tax revenues. The Center will also provide approximately 1,000 construction jobs and 1,900 permanent jobs.

Another commercial development project planned in the City is the Fillmore Renaissance Center, a mixed-use commercial and residential project at Fillmore and Eddy Streets in the Western Addition area of the City known as the Fillmore Jazz Preservation District. The project will include a Fillmore branch of Oakland's Yoshi's Jazz Club & Restaurant, a variety of restaurants and lounges, approximately eighty condominium units (15.0% of which are designated "affordable") and a public parking garage.

Development is continuing at the Mission Bay redevelopment project area, portions of which are owned by the City and the Port of San Francisco. The development utilizes 303 acres of land and consists of 6,000 residential units, (28.0% of which will be affordable units), office and commercial space, 863,637 square feet of retail space, a new public school, 51-acres of parks and recreational areas, and a 500-room hotel. In addition, the University of California is constructing a 2,650,000 square foot biotechnology campus on a 43-acre site in Mission Bay.

The Octavia Boulevard Project, a ground-level six-lane boulevard between Market and Hayes Streets, opened in the Fall of 2005. The redevelopment of this roadway system has opened up approximately 7.2 acres of property to be used for the construction of 750-900 housing units.

Redevelopment of the former Hunters Point Naval Shipyard on San Francisco's southern waterfront began in September 2005, with the demolition of existing buildings, clearing the way for new infrastructure development. The 90-acre first phase of development is expected to comprise 1,600 housing units, 300,000 square feet of commercial uses, 34 acres of open space and other community amenities. Future phases of this 500-acre redevelopment effort will include additional residential and commercial development.

Transportation Facilities

San Francisco International Airport

San Francisco International Airport ("SFO"), which is owned and operated by the City, is the principal commercial service airport for the San Francisco Bay Area. A five member Commission is responsible for the operation and management of the Airport. The Airport is located 14 miles south of downtown San Francisco in an unincorporated area of San Mateo County between the Bayshore Freeway (U.S. Highway 101) and San Francisco Bay. According to final data for calendar year 2004 from the Airports Council International (the "ACI"), SFO is one of the largest airports in the United States in terms of passengers. SFO is also a major origin and destination point and one of the nation's principal gateways for Pacific traffic. In fiscal 2004-05, the Airport served over 32 million passengers and handled 587.5 thousand metric tons of cargo.

During fiscal year 2004-05, 63 airlines served the Airport with non-stop and one-stop service to 91 destinations in the United States. Twenty-seven airlines provided nonstop and one-stop scheduled passenger service to over 45 international destinations.

United Airlines operates one of its five major U.S. hubs at SFO. During Fiscal Year 2004-05, United Airlines (including Ted) handled approximately 42% of the total enplaned passengers at the Airport and accounted for approximately 23% of the Airport's total revenues. On December 9, 2002, UAL Corp. ("UAL"), the parent company of United Airlines, and numerous of its subsidiaries including United Airlines, filed for protection under Chapter 11 of the U.S. Bankruptcy Code. Since the Chapter 11 filing, United Airlines has continued flight operations at the Airport and since January 1, 2003 it has remained current with its payments to the Airport for rents and landing fees.

The San Francisco Bay Area Rapid Transit District ("BART") extension to the Airport opened for full operation on June 22, 2003. The extension creates a convenient connection between the Airport and the greater San Francisco Bay Area that is served by BART. An intermodal station in the City of Millbrae provides a direct link to Caltrain offering additional transit options and connection to the southern parts of the Bay Area. Access from the BART station throughout SFO is enhanced by the AirTrain system, a shuttle train that connects airport terminals.

The AirTrain system, which opened for full operation on March 24, 2003, provides transit service over a "terminal loop" to serve the terminal complex and over a "north corridor loop" to serve the rental car facility and other locations situated north of the terminal complex. The AirTrain stations are located at the north and south sides of the International Terminal, Terminals 1, 2 and 3, at the two short-term International Terminal Complex ("ITC") parking garages, on Lot "D" to serve the rental car facility, and on McDonnell Road to serve the West Field area of the Airport.

Table B-7 presents certain data regarding SFO for the last five fiscal years.

TABLE B-7

SAN FRANCISCO INTERNATIONAL AIRPORT
Passenger, Cargo and Mail Data for
Fiscal Years ending June 30, 2001 through 2005

	Passengers		**Cargo Traffic**	
Fiscal year Ended June 30	Enplanements and Deplanements	Annual Percent Change	Freight and Express Air (Metric Tons)	U.S. and Foreign Mail (Metric Tons)
2001	38,735,076	-3.7	621,434	150,538
2002	30,932,889	-20.1	467,301	93,953
2003	29,174,229	-5.7	517,420	89,533
2004	30,771,464	5.5	472,953	79,154
2005	32,626,818	6.0	512,800	74,717

Source: San Francisco Airport Commission.

Port of San Francisco

The Port of San Francisco (the "Port") consists of 7.5 miles of San Francisco Bay waterfront which are held in "public trust" on behalf of all the people of California. The State transferred responsibility for the Port to the City in 1968. The Port is committed to promoting a balance of maritime-related commerce, fishing, recreational, industrial and commercial activities, as well as protecting the natural resources of the waterfront and developing recreational facilities for public use.

The Port is governed by a five-member Port Commission which is responsible for the operation, management, development and regulation of the Port. All revenues generated by the Port are to be used for Port purposes only. The Port receives no operating subsidies from the City, and the Port has no taxing power.

The Port posted an increase in net assets of $21.5 million for fiscal year ending June 30, 2005. Operating income totaled $3.8 million for the year. Port properties generated $57.5 million in operating revenue in fiscal year 2004-05 as shown in the table below.

TABLE B-8

PORT OF SAN FRANCISCO
FISCAL YEARS 2005 AND 2004 REVENUES
($000s)

Business Line	FY 03-04 Audited Revenue	Percentage of 2004 Revenue	FY 04-05 Audited Revenue	Percentage of 2005 Revenue
Commercial & Industrial Rent	$33,489	59.1%	$34,791	60.5%
Parking	8,154	14.4	8,600	15.0
Cargo	5,561	9.8	5,277	9.2
Fishing	1,454	2.6	1,520	2.6
Ship Repair	867	1.5	1,021	1.8
Harbor Services	991	1.7	997	1.7
Cruise	1,578	2.8	1,679	2.9
Other Maritime	1,319	2.3	1,206	2.1
Other	3,289	5.8	2,428	4.2
TOTAL	$56,702	100.0%	$57,519	100.0%

Source: Port of San Francisco Audited Financial Statements.

In June 1997, the Port Commission adopted a Waterfront Land Use Plan (the "Port Plan") which established the framework for determining acceptable uses for Port property. The Port Plan calls for a wide variety of land uses which retain and expand historic maritime activities at the Port, provide revenue to support new maritime and public improvements, and significantly increase public access.

After adoption of the Port Plan, the Port worked with the San Francisco Planning Commission, the Board of Supervisors, and the San Francisco Bay Conservation and Development Commission, to align the waterfront policies for these agencies. Together, these efforts have enabled several large scale waterfront development projects to proceed.

Since 1997, the Port has overseen the successful completion of the following developments: AT&T Park, the home of the San Francisco Giants baseball team; a maritime office development on Pier 1; a renovation of the Port's Ferry Building; the Downtown Ferry Terminal project; and Rincon Park, a two acre park and public open space located along the Embarcadero Promenade.

Major development projects currently in negotiation and/or construction include: a mixed use recreation and historic preservation project at Piers 27-31; a mixed use historic preservation and reuse of Piers 1½-5; a historic rehabilitation of Piers 15-17; a restaurant development located at the south end of Rincon Park; and an international cruise terminal and mixed use office/retail complex in the South Beach area of San Francisco. This latter project involves the construction of a condominium tower project, a new cruise terminal, an office and retail development, and a new waterfront park known as Brannan Street Wharf.

The Port is also constructing a $27 million inter-modal bridge to provide direct rail and truck connections between Piers 80 and 94-96 along the Illinois Street right of way located in the Southern Waterfront. Funding for this project is from a combination of federal, state, and local grants, a capital contribution from Catellus Corporation, and Port funds.

Other Transportation Facilities

The San Francisco Bay is surrounded by nine counties comprising the Bay Area. Although the Bay itself creates a natural barrier for transportation throughout the region, several bridges, highways and public transportation systems connect the counties. The majority of the transportation modes throughout the Bay utilize San Francisco as a hub, and provide access into the City itself for commuting, entertainment, shopping and other activities. The major transportation facilities connecting the City to the remainder of the region include the Golden Gate and Bay Bridges, the Bay Area Rapid Transit rail line, CalTrain, the Valley Transportation Authority, and the Alameda-Contra Costa, San Mateo, Santa Clara and Golden Gate Transit Districts' bus lines. Public and private companies also provide ferry service across the Bay.

Other transportation services connect the Bay Area to the State, national and global economy. In addition to the San Francisco International Airport, the San Francisco Bay Area is served by two other major airports: the Oakland International Airport in Alameda County, and the San Jose International Airport in Santa Clara County. These airports provide the Bay Area's air passengers with service to all major domestic cities and many international cities and are important cargo transportation facilities.

The Port of Oakland is an important cargo and transportation facility for the Bay Area providing a strong link to the Pacific Rim. The Port of Oakland is served by three major railroads with rail lines and/or connections to the Midwest and beyond.

Education

The City is served by the San Francisco Unified School District (the "SFUSD"). The SFUSD has a board of seven members who are elected Citywide. Schools within the SFUSD are financed from available property taxes and State, Federal and local funds. The SFUSD operates thirty-six Child Development Centers serving pre kindergarten and school age children; seventy-six elementary schools including sixty-nine K-5 elementary schools, seven K-8 elementary schools and one charter K-8, eighteen middle schools (grades 6-8), two charter grade 5-8 schools, seventeen senior high schools, including fourteen schools serving grades 9-12, six charter grade 9-12 schools; two continuation schools, one independent study alternative high school and various county community schools.

Colleges and Universities

Within the City, the University of San Francisco and California State University at San Francisco offer full four-year degree programs of study as well as graduate degree programs. The University of California, San Francisco is a health science campus consisting of the schools of medicine, dentistry, nursing, pharmacy and graduate programs in health science. The Hastings College of the Law is affiliated with the University of California. The University of the Pacific's School of Dentistry and Golden Gate University are also located in the City. City College of San Francisco offers two years of college-level study leading to associate degrees.

The nine-county Bay Area region includes approximately 20 public and private colleges and universities. Most notable among them are the University of California, Berkeley and Stanford University. Both institutions offer full curricula leading to bachelors, masters and doctoral degrees, and are known worldwide for their contributions to higher education.

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APPENDIX C

EXCERPTS[*] FROM
COMPREHENSIVE ANNUAL FINANCIAL REPORT OF THE CITY AND COUNTY OF SAN FRANCISCO FOR THE FISCAL YEAR ENDED JUNE 30, 2005

[*] Includes all material listed on the Comprehensive Annual Financial Report's Table of Contents through Note 17 of the Notes to Basic Financial Statements. The Comprehensive Annual Financial Report may be viewed online or downloaded from the Controller's website at http://www.sfgov.org/controller/. Information on the website is not incorporated herein by reference.

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CITY AND COUNTY OF SAN FRANCISCO, CALIFORNIA

Comprehensive Annual Financial Report
Year ended June 30, 2005

Prepared by:
Office of the Controller

Edward Harrington

Edward Harrington
Controller

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CITY AND COUNTY OF SAN FRANCISCO

COMPREHENSIVE ANNUAL FINANCIAL REPORT
YEAR ENDED JUNE 30, 2005

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- Certificate of Award – California Society Of Municipal Finance Officers
- City and County of San Francisco Organization Chart
- List of Principal Officials

Photo by San Francisco Convention & Visitors Bureau

December 29, 2005

The Honorable Mayor Gavin Newsom
The Honorable Members of the Board of Supervisors
Citizens of the City and County of San Francisco
San Francisco, California

Ladies and Gentlemen:

I am pleased to present the Comprehensive Annual Financial Report (CAFR) of the City and County of San Francisco, California (the City) for the fiscal year ended June 30, 2005, with the Independent Auditor's Report, submitted in compliance with City Charter Sections 2.115 and 3.105, and California Government Code Sections 25250 and 25253. The CAFR has been prepared by the Controller's Office in conformance with the principles and standards for financial reporting set forth by the Governmental Accounting Standards Board (GASB).

Responsibility for the accuracy of the data and the completeness and fairness of the presentation, including all disclosures, rests with the City, and is based on a comprehensive structure of internal accounting controls. Since the cost of internal control should not exceed anticipated benefits, the objective is to provide reasonable, rather than absolute, assurance that the financial statements are free of any material misstatements. I believe that the data, as presented, is accurate in all material respects; that its presentation fairly shows the financial position and the changes in the City's financial position as measured by the financial activity of its various funds; and that the included disclosures will provide the reader with an understanding of the City's financial affairs.

The City's Charter requires an annual audit of the Controller's records. They are presented in this CAFR and have been audited by a consortium led by Macias, Gini & Company LLP, and include Louie & Wong LLP and the QBIS Group, Inc. They have issued an unqualified ("clean") opinion of our financial statements, and their report is presented at the beginning of the Financial Section. The CAFR also incorporates financial statements of the San Francisco International Airport, the Water Department, Hetch Hetchy Water and Power, Municipal Transportation Agency, the Clean Water Program, the Port of San Francisco, City of San Francisco Market Corporation, City and County of San Francisco Finance Corporation, Health Services System, Employees' Retirement System, and the Redevelopment Agency, which have been separately audited. The City has received clean audit opinions for all of these statements.

This letter of transmittal is designed to complement the Management Discussion and Analysis (MD&A) section of the CAFR. The MD&A provides a narrative overview and analysis of the Basic Financial Statements and can be found immediately following the independent auditor's report.

Our CAFR is divided into the following sections:

The Introductory Section includes information about the organizational structure of the City, the City's economy, major initiatives, status of City services, and cash management.

The Financial Section includes the MD&A, Basic Financial Statements, notes to the Basic Financial Statements, and required supplementary information. The Basic Financial Statements include the government-wide financial statements that present an overview of the City's entire financial operations and the fund financial statements that present the financial information of each of the City's major funds, as well as non-major governmental, fiduciary, and other funds. Also included in this section is the independent auditors' report on the Basic Financial Statements.

The Statistical Section includes tables containing historical financial data, debt statistics, and miscellaneous social and economic data of the City that are of interest to potential investors in our bonds and to other readers. The data includes ten–year revenue and expenditure information on an inflation-adjusted basis.

Profile of San Francisco's Government

The City and County of San Francisco (the City) was established by Charter in 1850 and is a legal subdivision of the State of California with the governmental powers of both a city and a county under California law. The City's powers are exercised through a Board of Supervisors serving as the legislative authority, and a Mayor and other independent elected officials serving as the executive authority. Services provided by the City include public protection, public transportation, construction and maintenance of all public facilities, water, parks, public health systems, social services, planning, tax collection and many others.

The elected Mayor of San Francisco appoints the heads of most City departments. Many departments are also advised by commissions or boards whose members are appointed either by the Mayor, or, in some cases, by a combination of the Mayor, the Board of Supervisors, and other elected officials. Elected officials include the Assessor-Recorder, City Attorney, District Attorney, Public Defender, Sheriff, Superior Courts, and Treasurer. Beginning in November 2000, the Board of Supervisors was elected by district for the first time since the 1970s. The City has eleven districts, with staggered elections for five and six seats at a time held in even numbered years. Board members serve four-year terms and any vacancies are filled by Mayoral appointment.

The financial activities of the primary government, which encompasses several enterprise activities, as well as all of its component units, are included in this CAFR. Component units include legally separate entities for which the primary government is financially accountable and that have substantially the same board as the City or provide services entirely to the City. For reporting purposes, the operations of the San Francisco County Transportation Authority, the San Francisco Finance Corporation, and the San Francisco Parking Authority are blended with the City. In addition, there are two component units, the San Francisco Redevelopment Agency and the Treasure Island Development Authority, which are legally separate entities but have some financial interdependency with the City. For reporting purposes, these entities are shown as discretely presented component units.

Budgetary Process

The City adopts annual budgets for all governmental funds and generally adopts project length budgets for capital projects and certain debt service funds. The budget is adopted at the character level of expenditure within each department, making the department level the legal level of budgetary control. Note 2(c) to the basic financial statements summarizes the budgetary roles of City officials and the timetable for their various budgetary actions according to the City Charter.

San Francisco's Local Economy and Economic Development

San Francisco is the economic and cultural hub of the Bay Area, the fourth-largest city in the state of California and geographically the smallest county in California. It occupies just forty-seven square miles of land, surrounded by the Pacific Ocean and San Francisco Bay, but is the most densely populated in the state. The City's population dropped from a peak in 2000 but has stabilized in the last two years at about 745,000. San Francisco is a racially and ethnically diverse city, with minority groups combining to represent just over 56 percent of the population and no single group forming a majority.[i]

In 2005, San Francisco continued its economic recovery from the multiyear downturn that began in 2001, during which the United States economy as a whole experienced significant stock market losses, rising unemployment, and decreasing consumer confidence. With its high concentration of technology and internet companies, the Bay Area was hit hard by this slowdown. San Francisco lost approximately 65,000 to 75,000 jobs in the period from 2001 to 2003, nearly twice as many were lost in the last significant recession of 1991 to 1993.[ii] The unemployment rate in the City reached a peak of 7.9 percent in July 2002, but has gradually improved. By June of 2005, San Francisco's unemployment rate had decreased to

[i] Source: United States Census Bureau
[ii] Source: San Francisco Quarterly Economic Briefing, April 2003

5.2 percent, slightly better than California's statewide rate of 5.4 percent. San Francisco's unemployment rate continues its decline and was 4.8 percent in November 2005.[iii]

While the technology sector as a whole remains soft, the developing field of electronic digital arts could become a significant factor in San Francisco's economy. In 2005, George Lucas' new Digital Arts Center opened in the Presidio—the former military base in San Francisco's northwest corner that is now part of the Golden Gate National Recreation Area. The center is home to more than 1,500 jobs and is expected to be a catalyst for other electronic game, licensing, promotion, and online ventures in the City.

Commercial Real Estate

San Francisco's downtown office real estate market has been showing gradual and consistent improvement since June 2003, when vacancy rates were at an all time high of 22.9 percent. At the end of June 2005, the overall vacancy rate was 17.3 percent, a 5.6 percent improvement over the two years. Since June 2004, the average asking price for office space rents rose from approximately $22 to $28 per square foot—a 27.3 percent increase.[iv] While still considerably less than the June 2000 high of $80 per square foot[v], the substantially lower office rental rates have made it more economical to locate in San Francisco and have contributed to the recovery in professional service jobs in the City.

Activity in the City's commercial real estate investment market was strong in fiscal year 2004-2005, resulting in a 48.1 percent increase, an amount of $38 million, in property transfer tax revenue. Forty-one properties worth $3.9 billion were sold during this period at an average price of $260 per square foot. These properties included the landmark One Market building at $495 per square foot, One Montgomery Street at $447 per square foot, and 555 California Street at $444 per square foot.[vi] Transfer tax is a volatile revenue source, and in 2005 was driven in part by the mortgage market's low rates and concern over potential rate increases; therefore, the City does not expect increases of this magnitude in the future. However, San Francisco's selection in May 2005 as the future headquarters for California's $3 billion stem cell program should contribute to a continuing healthy real estate investment market.

Residential Property, Housing and Property Tax

Despite weaknesses in areas of the economy, residential property values in San Francisco remain among the highest in the nation. As of June 2005, the median price for an average single family home in California was $542,720, while in the City it was $734,610. This median price represents a steady rise—increasing 12 percent over June 2004 and a 288.7 percent increase since 1995.[vii] Despite steady construction, including 3,293 units under construction as of July 2005 [viii], a housing shortage continues and the Bay Area's ongoing housing need keeps upward pressure on the City's residential real estate market. The gap between demand and supply has contributed to a widening affordability gap in the City, with home ownership remaining out of reach for most residents and workers. As of July 2005, the average assessed valuation in the City stood at $368,804 for a single family home.[ix] Average assessed valuations tend to be lower than market norms would indicate because the limits on property tax increases under California's Proposition 13 have generally motivated owners to buy and hold property. Partly due to these affordability hurdles and market conditions 65 percent of the City's residents rent their homes and only 35 percent own,[x] substantially below the national average of 68.8 percent ownership.[xi] As of June 2005, average occupancy rate for market-rate apartments in San Francisco was about 96%, 2.9% higher than the same period in 2004. Average rental rates increased slightly in June 2005 to about $1,817 per month, compared to $1,790 during the same period in the prior year.[xii]

The City's property tax revenues, the single largest source of tax revenue for the City's general fund, grew by 30 percent over the past year. Approximately two-thirds of that growth was attributable to a State-wide property tax revenue shift to local governments as part of a larger package which reduced local revenues

[iii] Source: California Employment Development Department
[iv] Source: Cushman & Wakefield, Inc., Marketbeat Mid-Year 2005
[v] Source: Newmark, Office Market Report, Second Quarter, 2004
[vi] Source: Cushman & Wakefield, Inc., Marketbeat Mid-Year 2005
[vii] Source: California Association of Realtors
[viii] Source: Sedway Group, July 2005
[ix] Source: Assessor-Recorder, City and County of San Francisco
[x] Source: San Francisco Quarterly Economic Briefing, April 2003
[xi] Source: U.S. Census Bureau Housing Vacancy Survey Third Quarter 2003
[xii] Source: RealFacts, Quarterly 2004-2005

from motor vehicle license fees and sales taxes in a similar amount. The remaining growth reflects the steady rise in property values and prices during the period.

Certain other local tax revenues in the general fund also increased while others were flat or decreased slightly over the last fiscal year. Payroll tax revenue rose 10.5 percent, or $27.8 million, reflecting the improved employment rates in the City and a growth in wages. Hotel room tax revenues increased by $10.5 million, reaching a 10.6 percent increase over June 2004. While recovery in this sector seems underway, many tax revenues are still less than the high of fiscal year 2000-2001, representing a funding loss for local cultural institutions and general city services which the government has had to absorb.

Travel and Tourism

San Francisco's travel and tourism sector, a main driving force of the City's economy, showed consistent improvements in 2004 and 2005 after a three year period marked by flat or declining returns. The City's Convention and Visitors Bureau estimates that 15.1 million people visited San Francisco in 2004 and spent approximately $6.7 billion, a 11.7 percent increase over the 2003 visitor spending of $6 billion and a 13.6 percent over the $5.9 billion spent in 2002. Hotel occupancy rates also moved up, reaching 82.4 percent in June 2005. The average daily hotel room rate rose to $153.67 in June 2005, a 13 percent increase over the $135.91 rate in June 2003.[xiii] Overall, the growth including room rates and occupancy gains was 6 percent for fiscal year 2004-2005. Bookings for Moscone Convention Center have risen consistently every year, with the fiscal year bookings at a record high of 104, and 357 more bookings scheduled out until the year 2028.[xiv]

Increases in passenger traffic at San Francisco International Aiport (SFO) also demonstrate the upswing in travel and tourism. In the past fiscal year, 33.2 million passengers arrived at SFO, 6.0 percent more than the year ended in June 2004, and 11.4 percent more than the 2003 low of 29.8 million. United Airlines and Icelandic Air each expanded their international flights from SFO during the fiscal year, and Cathay Pacfic returned its North American headquarters to San Francisco in February 2005.[xv]

Hotel Development on Municipal Transportation Authority (MTA) Land

In March 2005, the Hotel Vitale opened between Mission and Steuart Street across the Embarcadero from the recently renovated Ferry Building. Built on a former bus layover yard owned by the MTA, the Hotel Vitale is privately operated and maintained. It is expected to provide an average of $4.8 million a year to the MTA over the term of the 65-year lease, for a total of more than $300 million. The site also includes a rent-free location for a combination transit museum and retail shop operated by the Market Street Railway, a non-profit group that is dedicated to the acquisition, restoration and operation of historic transit vehicles in San Francisco.

MAJOR INITIATIVES, FUTURE OUTLOOK, AND LONG-TERM FINANCIAL PLANNING

A number of significant initiatives, outlined below, are underway in San Francisco that will have a positive effect on the City's economic health and its ability to provide services to residents and businesses.

Biotech, Stem Cell Research, and Mission Bay Development

In May 2005, San Francisco won a competitive bid to house the California Institute for Regenerative Medicine (CIRM), making it the epicenter for California stem cell research. CIRM was created with the passage of state Proposition 71 in November 2004. The taxpayer-funded agency is charged with distributing $3 billion over the next decade in state funds for the advancement of stem cell research. Scientists hope that this development will lead to therapies and cures for a wide range of degenerative diseases, including cancer and mutiple sclerosis. The City's successful bid for CIRM was built on a unique public-private partnership, combining tax incentives, 46,000 square feet of privately donated lab space, an international stem cell conference to benefit the CIRM, and a stem cell exhibit at the San Francisco Exploratorium, in addition to the 10 years of free rent required of all bidders.

xiii Source: PKFConsulting
xiv Source: Moscone Center Administrative Office
xv Source: San Francisco International Airport, June 2005

CIRM will be headquarted in Mission Bay, the 303-acre site of former warehouses and rail yards southeast of downtown San Francisco that is becoming the City's newest neighborhood and emerging biotech center. Since winning the bid, the City has seen numerous companies move or announce their intent to move to Mission Bay, including Five Prime Therapeutics, Inc., the first biotechnology company to move in; Alexandria Real Estate Equities, with plans to develop a state-of-the-art laboratory facility; Sirna Therapeutics, Keryx Biopharmaceuticals and many others. Together, these companies are expected to bring thousands of jobs to the City in the coming years.

When complete, Mission Bay will include 6,000 residential units, including 1,700 affordable housing units, 6 million square feet of commerical space, a new research campus for the University of California at San Francisco (UCSF), 43 acres of open space, a new public school, public library, and new fire and police stations. To date, construction has been completed on 1,079 residential units, 110,000 square feet of neighborhood-serving retail, 565,000 square feet of commercial and laboratory space, and over 1 million square feet of life science research space and other facilities for UCSF. An additional 1,179 housing units are now in construction.

UCSF has completed Phase 1 of its Mission Bay development. The UCSF campus is now home to three biomedical research buildings, a Community Center, and a housing complex, together totaling 1.3 million square feet. With UCSF as an anchor and the CIRM as an international focal point, Mission Bay is expected to realize more than 30,000 new permanent jobs in life sciences, biotech, and related fields over the next 20 to 30 years. In preparation for the growing demand for skilled workers, the City has embarked on new initiatives for job training to help prepare low-income and under-represented minorities for jobs in the biotechnology industry. Currently, there are 80,000 bioscience jobs in the Bay Area, and this figure is expected to grow to 120,000 by the end of the decade.[xvi]

Hunters Point Shipyard Redevelopment Project

In May 2005, environmental cleanup funded by the U.S. Navy was completed, and construction began on the 500-acre Hunters Point Shipyard Redevelopment Project. By 2008, the City expects the former shipyard development to include 1,600 housing units, with up to 44 percent set aside as affordable, 300,000 square feet of commercial space, five acres of multi-purpose community campus space, and 17 acres for parks and open space. Approximately 430 construction jobs are forecast for this work and an additional 1,000 full-time jobs are expected in future phases.[xvii] Funding for this multi-use development project will be provided from sales proceeds from U.S. Navy land given to the City according to the conveyance agreement signed in April 2004. Spending for the project could reach $500 million when complete.

Port of San Francisco

Work continued in 2005 on a residential condominium tower that is part of the Port's $400 million mixed-use development of the Bryant Street Pier and International Cruise Terminal Project. This project, begun in March 2004, will feature a 100,000 square foot state-of-the-art international cruise terminal, offices, retail space and a new waterfront park in addition to the residential tower. The new cruise terminal will be able to berth two large cruise ships simultaneously with thousands of passengers. Completion of the entire project is anticipated in 2008.

Work also continued on the Port's $44 million rehabilitation and development project at three of its historic piers, Piers 1½, 3, and 5. Restaurants, office space, public access to the Bay, boat docks, and a water taxi landing are all part of this project, targeted for completion in spring 2006.

Transportation and Infrastructure

The MUNI Metro (MUNI) is San Francisco's light rail system. It serves the City's downtown with underground transit along Market Street and provides above ground service in the western and southern neighborhoods of the City. The City's public transportation infrastructure also includes an extensive bus network, cable cars, other regional bus and rail providers, and related services.

xvi Source: Building and Construction Trades Council of San Francisco, April 2005
xvii Source: Building and Construction Trades Council of San Francisco, April 2005

MUNI's Third Street Light Rail Project is nearing completion - now scheduled for the spring of 2006. At that time the new line will connect the South of Market, Mission Bay and the southeast sectors of San Francisco to the rest of MUNI, providing new, fast, clean, efficient service to areas currently underserved by public transportation. Testing and training of this $1 billion addition to the rail system will take place through next summer, and passenger service is slated to start in 2006.

Another major MUNI expansion project, the Central Subway, is now underway with the planning and conceptual engineering phases in process. When complete, this project will provide a transit link between 4th and King Streets north to Union Square and Chinatown. MUNI also has plans to roll out a $52 million fleet of cleaner hybrid-electric buses, replacing 56 of MUNI's oldest diesel buses by the end of 2006, as part of the policy goal to eliminate all of its bus emissions by 2020. The hybrid versions will emit 90 percent less soot and 30 percent less greenhouse gases.[xviii]

Replacing the Central Freeway
The City's Octavia Boulevard project was completed shortly after the end of fiscal year 2004-2005. The new tree-lined boulevard replaces an elevated freeway that was severely damaged during the 1989 Loma Prieta Earthquake. A street level intersection to the Boulevard crosses Market Street, providing a gateway from the Bay Bridge and the Highway 101 corridors to the western areas of the City. The four lanes of the two-way boulevard provide both arterial and local access, are separated by a central median, and are flanked by on-street parallel parking. The City's newest recreational area, Hayes Green Park, has been developed along one edge of the boulevard on land once occupied by the freeway.

Rebuilding the Hetch Hetchy Water System (Hetch Hetchy)
San Francisco's water system delivers water to approximately 2.4 million people in the City and surrounding communities. The system includes the Hetch Hetchy reservoir in Yosemite, other reservoirs in the Bay Area and the Sierras, and a vast network of pipelines, tunnels and other facilities. In November of 2002, San Francisco voters passed measures that effectively repealed a rate freeze, authorized a $1.6 billion bond to be financed by retail water rate charges and gave the Public Utilities Commission (PUC) more control over contracting, employment, and financial management practices. Together, these improvements gave the PUC the basis to move forward with plans to seismically upgrade and rebuild the water system. This important project is projected to span 13 years and cost approximately $4 billion.

Currently, PUC is moving forward on 73 critical projects to improve the water enterprise system both locally and regionally including upgrading the Hetch Hetchy water system. By the end of the fiscal year 2004-2005, construction was underway for 13 projects, and planning or design processes were in progress for another 50 projects.

Homeless Housing Outreach Efforts
In October 2004, the City launched Project Homeless Connect, a local outreach effort to address the City's on-going homeless crisis. With the collaboration of volunteers, city staff, and non-profit service providers, the program has linked more than 5,500 homeless clients to vital city services and resulted in 509 direct and immediate placements from the street to shelter or stabilization housing. One year later, Project Homeless Connect marked its first anniversary with 1,274 volunteers serving 1,320 homeless clients in a single day. The accomplishments and achievements of Project Homeless Connect have resulted in a nation-wide civic movement that was observed nationally on December 8, 2005. Twenty-one cities participated: Bridgeport, CT; Chattanooga, TN; Chicago, IL; Columbia, SC; Denver, CO; Knoxville, TN; Miami, FL; Nashua, NH; New York, NY; Norfolk, VA; Philadelphia, PA; Pittsburgh, PA; San Diego, CA; San Francisco, CA; San Jose, CA; San Juan, Puerto Rico; St. Louis, MO; Tallahassee, FL; Warwick, RI; West Hollywood/Hollywood, CA; and Winston-Salem, NC. Through this inaugural national event organized by the United States Interagency Council on Homelessness (USICH), volunteers, civic leaders, and business organizations joined with social service agencies, non-profits, and faith-based entities to create for homeless citizens a single point of engagement and entry to local services, housing, and support in their cities.

[xviii] Source: Municipal Transportation Agency

In May 2005, the City marked the one-year anniversary of its Care Not Cash program, a concerted approach to combat chronic homelessness approved by a voter initiative of the same name. Instead of issuing cash grants to homeless individuals, the program redirects those local dollars to provide housing. During the first 17 months of the Care Not Cash program, the homeless caseload decreased by 80% or by 1,986 persons. Also during the 2004-2005 fiscal year, the City developed a 10-year plan to end chronic homelessness in San Francisco entitled "Changing Direction." The plan's central strategy is a "housing first" model emphasizing immediate placement in permanent housing with access to on-site services necessary to stabilize the individuals and keep them housed. To accomplish this, the plan calls for the creation of 3,000 units of new permanent supportive housing and the phasing out of ineffective shelter-based programs.

Affordable Housing and Homeownership Program
The City's Affordable Housing and Homeownership Program, a $100 million bond approved in 1996 combined with federal, state and local funds, produced 240 units of affordable housing for the City's homeless, seniors, and low- and moderate-income families over the last year. In the two-year fiscal period of 2003-2005, a total of 1,277 units were completed.

Working Families Tax Credit Program
San Francisco issued the first payments under the Working Families Tax Credit Program shortly after the end of the 2004-2005 fiscal year. By November 2005, close to 10,000 families received payments totaling about $2.2 million dollars under this unique program, first announced in 2004. Funded by public monies and private donations, the Working Families Tax Credit Program is modeled after the Federal Earned Income Tax Credit, designed to support and encourage work by supplementing the income of low-wage workers. It is the only local program of its kind in the country.

Laguna Honda Hospital

In 1999, the voters of San Francisco approved a $299 million general obligation bond measure to support construction of "a health care, assisted living and/or other type of continuing care facility or facilities to replace Laguna Honda Hospital." The project plan included constructing 1,200 beds in four buildings. Total cost of construction was estimated at approximately $401 million, to be supported by the bonds, an allocation of tobacco settlement funds, and interest earnings. In the last six years, construction costs have escalated considerably and in May 2005, cost estimates were increased to over $600 million for completion. While the City has identified other funding sources that can help meet these future costs, there are also discussions taking place that would reduce the size of the hospital and provide alternative, community-based care for the same population. The hospital will be built to modern environmental and seismic standards and will provide for a technologically advanced and flexible facility serving the City's growing need for rehabilitation facilities and residential care. In March 2005, bids were made for the first phase of the replacement project and the new facilities are scheduled to open in 2011.

Emergency Preparedness
Significant work was underway on various security and emergency preparedness projects funded largely by $80 million in Department of Homeland Security grants. These funds will help the City meet the training, planning, and equipment needs as it develops and enhances its ability to prevent, respond to, and recover from threats and acts of terrorism. The City is also a key leader in developing a first-of-its-kind regional emergency response plan, bringing together the 10 Bay Area counties, Oakland, San Jose, and the State Office of Emergency Services.

In September 2005, shortly after the end of the fiscal year, the City launched a new automated warning system named SF Alert, designed to allow top emergency officials to respond more quickly to a disaster. It may eventually be used to warn city residents of an impending tsunami, flood or other emergencies. SF Alert replaces an antiquated and time-consuming system formerly used to notify City officials and call fire, police, traffic, and health officials reporting to the City's emergency command center. The new web-based system will allow all of the City's top 90 emergency officials to be informed at once with a detailed message describing the disaster. The message is transmitted to the official's phone, email, pager or hand-held device simultaneously.

311 Call Center
The City further moved toward improving customer service and public safety for City residents with the development and deployment of a 311 Call Center. The 311 Call Center will provide a single point of contact for all non-emergency City services, and allow customers to call one easy-to-remember number to receive information and access City services. Staffed 24 hours a day, 7 days a week, the 311 Call Center will connect callers to a staff of trained customer service agents who will function as customer service representatives from all City departments. It is expected the 311 Call Center will go live in 2006.

Museums and Cultural Facilities
Public arts, educational and recreational institutions in San Francisco have been the recipients in the 1990s and 2000s of both significant voter-approved bond funding and private and community financial support for capital campaigns. Construction was completed for the dramatic new de Young Museum by the end of the 2004-2005 fiscal year, and the museum opened in October 2005.

Golden Gate Park is the site of both the de Young Museum and the Academy of Sciences. The de Young Museum includes a 293,000 square foot main building, a sculpture garden, and a unique copper-clad observation tower that rises 144 feet above the treetops of Golden Gate Park, designed by the architects Herzog & de Meuron and Fong & Chan. This new facility houses more than double the previous gallery space for exhibition of the de Young's collections of American art from the 17th to 20th centuries and art of the native Americas, Africa and the Pacific. Across the concourse, the City's Academy of Sciences closed in December 2003 for construction and relocated its 18 million-specimen collection to a temporary exhibit and research facility at 10th and Howard Street in downtown San Francisco. The construction of the new Academy of Sciences, supported by a local bond issue, state funding, and private gifts, will cost approximately $370 million, with a 2008 opening planned. The Academy's aquarium, planetarium and natural history collection will be housed in a new building that incorporates green design principals including a "living roof" of landscaped areas, glass facings and a piazza blending it with the park surroundings.

Library Improvement Program
The City's 2000 Branch Library Improvement Program, funded by a $105.9 million local bond, state grants, and private funding continued its project to renovate, expand or acquire 24 neighborhood libraries by 2010. In September 2004, work on the Glen Park Branch Library began in the multi-use building near the Glen Park Bart station (Glen Park Marketplace). The Glen Park Marketplace will house a library, residential housing, and a grocery all on the same site. Construction is expected to be complete by January 2006. Planning and design were also underway on an additional twelve other branch library renovations and new construction projects.

City Services
In early 2005, the Controller's Office conducted its tenth annual City Survey, measuring residents' satisfaction with local government and their opinions on the quality of public services over time. The survey results show that:

- San Franciscans feel safer walking alone in their neighborhoods this year than in any prior survey year. Half of survey respondents feel safe or very safe both day and night; another third feel safe in the daytime but not at night; and one in six feels less than safe at both times. Feelings of safety crossing the street have also improved.

- MUNI's approval ratings are down slightly in some areas, including the convenience of routes and timeliness and reliability. Muni's performance is still rated higher than it was in years 1997-2001.

- As in previous years, almost half of survey respondents, choose "fair" in assessing how well local government provides services overall.

- Residents of the southeast and Supervisorial District 6 feel less safe than those in the rest of the City. In many categories, southeast residents rate City services lower than other City residents, but overall as of July 2005, violent crimes in the City have dropped by 10% as compared to the prior year.

AWARDS AND ACKNOWLEDGEMENTS

Certificate of Achievement
The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to the City for its Comprehensive Annual Financial Report (CAFR) for the fiscal year ended June 30, 2004. This was the twenty-third consecutive year (fiscal years ended June 30, 1982 – 2004) that the City has achieved this prestigious award. In order to be awarded a Certificate of Achievement, a government must publish an easily readable and efficiently organized CAFR. The CAFR must satisfy both Generally Accepted Accounting Principles (GAAP) and applicable legal requirements.

A Certificate of Achievement is valid for a period of one year only. We believe our current report continues to meet the Certificate of Achievement Program's requirements and we are submitting it to the GFOA to determine its eligibility for another certificate.

The City also received the Award for Outstanding Financial Reporting, issued by the California Society of Municipal Finance Officers (CSMFO) for its CAFR for the fiscal year ended June 30, 2004. The award was issued in recognition of the City meeting the professional standards and criteria in reporting which reflect a high level of quality in the annual financial statements and in the underlying accounting system from which the report was prepared.

Acknowledgments
I would like to express my appreciation to the entire staff of the Controller's Office whose professionalism, dedication and efficiency are responsible for the preparation of this report. I would also like to thank Macias Gini & Company LLP for their invaluable professional support in the preparation of the CAFR. Finally, I want to thank the Mayor and the Board of Supervisors for their interest and support in planning and conducting the City's financial operations.

Respectfully submitted,

Edward Harrington
Controller

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Certificate of Achievement for Excellence in Financial Reporting

Presented to

City and County of San Francisco, California

For its Comprehensive Annual Financial Report for the Fiscal Year Ended June 30, 2004

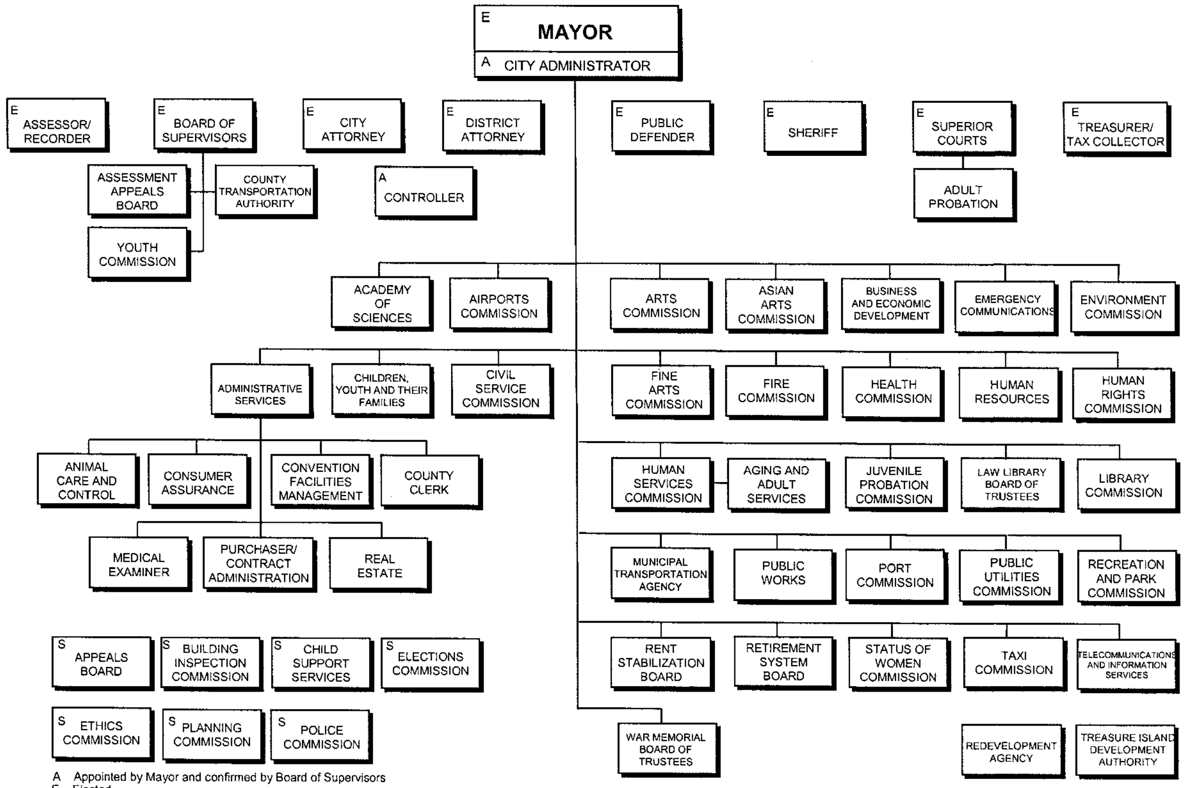
A Certificate of Achievement for Excellence in Financial Reporting is presented by the Government Finance Officers Association of the United States and Canada to government units and public employee retirement systems whose comprehensive annual financial reports (CAFRs) achieve the highest standards in government accounting and financial reporting.

President

Executive Director

City and County of San Francisco Organization Chart

(As of June 30, 2005)



A Appointed by Mayor and confirmed by Board of Supervisors
E Elected
S Shared - appointed by various elected officials

California Society of Municipal Finance Officers

Certificate of Award

Outstanding Financial Reporting 2003-04

Presented to the

City of San Francisco

This certificate is issued in recognition of meeting professional standards and criteria in reporting which reflect a high level of quality in the annual financial statements and in the underlying accounting system from which the reports were prepared.

February24, 2005

William A. Thomas

Bill Thomas, Chair
Professional & Technical Standards Committee

Dedicated to Excellence in Municipal Financial Management

List of Principal Officials
As of June 30, 2005

ELECTED OFFICIALS

Mayor	Gavin Newsom
Board of Supervisors:	
President	Aaron Peskin
Supervisor	Michela Alioto-Pier
Supervisor	Tom Ammiano
Supervisor	Chris Daly
Supervisor	Bevan Dufty
Supervisor	Sean Elsbernd
Supervisor	Fiona Ma
Supervisor	Sophie Maxwell
Supervisor	Jake McGoldrick
Supervisor	Ross Mirkarimi
Supervisor	Gerardo Sandoval
Assessor-Recorder	*Vacant*
City Attorney	Dennis J. Herrera
District Attorney	Kamala D. Harris
Public Defender	Jeff Adachi
Sheriff	Michael Hennessey
Superior Courts	
Presiding Judge	Robert L. Dondero
Treasurer	José Cisneros

APPOINTED OFFICIALS

City Administrator	Edwin M. Lee
Controller	Edward Harrington

DEPARTMENT DIRECTORS/ADMINISTRATORS

Administrative Services	Darryl M. Burton
Animal Care and Control	Carl Friedman
Consumer Assurance	David Frieders
Convention Facilities Management	John Noguchi
County Clerk	Nancy Alfaro
Chief Medical Examiner	Amy P. Hart, M.D.
Purchaser – Office of Contract Administration	Naomi Little
Real Estate	Steve Legnitto
Academy of Sciences	J. Patrick Kociolek, Ph.D.
Adult Probation	Arturo Faro
Aging and Adult Services	Darrick Lam
Airports Commission	John L. Martin
Appeals Board	Robert H. Feldman

DEPARTMENT DIRECTORS/ADMINSTRATORS *(Continued)*

Arts Commission	Richard Newirth
Asian Arts Commission	Emily J. Sano
Building Inspection Commission	Amy Lee (Acting)
Board of Supervisors	Gloria L. Young
Assessment Appeals Board	Dawn Duran
County Transportation Authority	José Luis Moscovich
Business and Economic Development	Jesse Blout
Child Support Services	Karen M. Roye
Children, Youth and Their Families	Margaret Brodkin
Civil Service Commission	Kate Favetti
Elections Commission	John Arntz
Emergency Communications	Chistopher H. Cunnie
Ethics Commission	John St. Croix
Environment Commission	Jared Blumenfeld
Fine Arts Commission	Harry S. Parker III
Fire Commission	Joanne Hayes-White
Health Commission	Mitchell Katz, M.D.
Human Resources	Philip A. Ginsburg
Human Rights Commission	Virginia Harmon
Human Services Commission	Trent Rohrer
Juvenile Probation Commission	Bill Johnston
Law Library Board of Trustees	Marcia Bell
Library Commission	Luis Herrera
Municipal Transportation Agency	Michael Burns
Municipal Railway	Fred Stephens
Department of Parking and Traffic	Bond M. Yee (Acting)
Planning Commission	Dean Macris (Interim)
Police Commission	Heather Fong
Port Commission	Monique Moyer
Public Utilities Commission	Susan Leal
Public Works	Edwin M. Lee
Recreation and Park Commission	Yomi Agunbiade
Rent Stabilization Board	Delene Wolf (Acting)
Retirement System Board	Clare M. Murphy
Status of Women Commission	Emily Murase
Superior Court	Gordon Park-Li
Taxi Commission	Kelly Castagnaro (Acting)
Telecommunications and Information Services	Lewis Loeven
War Memorial Board of Trustees	Elizabeth Murray

DISCRETELY PRESENTED COMPONENT UNITS

Redevelopment Agency	Marcia Rosen
Treasure Island Development Authority	Tony Hall

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Financial Section

- Independent Auditor's Report
- Management's Discussion and Analysis
- Basic Financial Statements
- Notes to the Financial Statements
- Required Supplementary Information

Photo by San Francisco Convention & Visitors Bureau

MACIAS GINI & COMPANY LLP

Mt. Diablo Plaza
2175 N. California Boulevard, Ste. 645
Walnut Creek, California 94596

925.274.0190 PHONE
925.274.3819 FAX

The Honorable Mayor Gavin Newsom
The Honorable Members of the Board of Supervisors
City and County of San Francisco

Independent Auditor's Report

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the City and County of San Francisco, California, (the City), as of and for the year ended June 30, 2005, which collectively comprise the City's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the City's management. Our responsibility is to express opinions on these financial statements based on our audit. We did not audit the financial statements of the San Francisco International Airport, Water Department, Hetch Hetchy Water and Power, San Francisco Municipal Railway, the Parking Garage Corporations, Clean Water Program, Port of San Francisco, City of San Francisco Market Corporation, City and County of San Francisco Finance Corporation, Employees' Retirement System, Health Service System, and the San Francisco Redevelopment Agency, which collectively represent the following percentages of assets, net assets/fund balances and revenues as of and for the year ended June 30, 2005:

Opinion Unit	Assets	Net Assets/ Fund Balances	Revenues
Governmental activities	0.6%	15.2%	0.0%
Business-type activities	97.2%	96.9%	71.5%
Discretely presented component units	99.8%	96.5%	93.8%
Municipal Transportation Agency enterprise fund	96.4%	100.0%	89.3%
Aggregate remaining fund information	88.7%	92.4%	39.4%

Those financial statements were audited by other auditors whose reports thereon have been furnished to us, and our opinion, insofar as it relates to the amounts included for those entities, is based on the reports of the other auditors. The prior year partial and summarized comparative information has been derived from the City's 2004 basic financial statements and, in our report dated November 30, 2004, we expressed unqualified opinions, based on our audit and the reports of other auditors, on the respective financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the City's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit and the reports of other auditors provide a reasonable basis for our opinions.

In our opinion, based on our audit and the reports of other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the City as of June 30, 2005, and the respective changes in financial position and cash flows, where applicable, thereof and the respective budgetary comparison for the General Fund for the year then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 2(q) to the financial statements, the City adopted the provisions of Governmental Accounting Standards Board (GASB) Statement No. 40, *Deposit and Investment Risk Disclosures - an amendment of GASB Statement No. 3.*

The financial statements include partial or summarized prior year comparative information. Such prior year information does not include all of the information required to constitute a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the City's financial statements for the year ended June 30, 2004, from which such partial or summarized information was derived.

The management's discussion and analysis and schedules of funding progress listed in the accompanying table of contents are not a required part of the basic financial statements but are supplementary information required by accounting principles generally accepted in the United States of America. We and the other auditors have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we and the other auditors did not audit the information and express no opinion on it.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the City's basic financial statements. The introductory section, combining fund financial statements and schedules and the statistical section are presented for purposes of additional analysis and are not a required part of the basic financial statements. The combining fund financial statements and schedules have been subjected to the auditing procedures applied by us and the other auditors in the audit of the basic financial statements and, in our opinion, based on our audit and the reports of other auditors, are fairly stated in all material respects in relation to the basic financial statements taken as a whole. The introductory and statistical sections have not been subjected to the auditing procedures applied by us and the other auditors in the audit of the basic financial statements and, accordingly, we and the other auditors express no opinion on them.

Macias Gini & Company LLP

Certified Public Accountants

Walnut Creek, California
December 29, 2005

MANAGEMENT'S DISCUSSION AND ANALYSIS

This section of the City and County of San Francisco's (the City) Comprehensive Annual Financial Report presents a narrative overview and analysis of the financial activities of the City for the fiscal year ended June 30, 2005. We encourage readers to consider the information presented here in conjunction with additional information in our transmittal letter. Certain amounts presented as 2003-2004 summarized comparative financial information in the basic financial statements have been reclassified to conform to the presentation in the 2004-2005 basic financial statements.

FINANCIAL HIGHLIGHTS

- The assets of the City exceeded its liabilities at the close of the fiscal year by approximately $5.77 billion (net assets). Of this amount, approximately $245.6 million (unrestricted net assets) may be used to meet the government's ongoing obligations to citizens and creditors.

- The government's total net assets increased during fiscal year 2004-2005 by approximately $148.8 million, a significant improvement over the 2003-2004 net asset increase of about $8 million. This year's increase is due in part to improvements in property, business, and other local tax revenues, increases in grants and contribution revenues while governmental activities expenses increased less than one percent.

- Total revenues for governmental funds were approximately $3.06 billion for the current fiscal year, an increase of approximately 6.8 percent over the prior fiscal year. Expenditures for governmental funds totaled $2.79 billion, a 1.7 percent decrease over the same period. Overall, governmental funds revenues exceeded expenditures by approximately $268.2 million in fiscal year 2004-2005, a significant improvement over last year's $25.9 million.

- As of June 30, 2005, the City's governmental funds reported combined ending fund balances of $1.07 billion. Approximately 16.5 percent of this total amount, $176.1 million, is unreserved fund balance available for spending at the government's discretion within the purposes specified for the City's funds. This increase is about 83 percent more than 2004 unreserved fund balance of $96.1 million. Improvements in property, business, and other local tax revenues as well as the expenditure reductions in community health, culture and recreation, and public works services were important factors in this year's increase.

- At the end of the fiscal year, the general fund unreserved fund balance was $134.2 million, about two times more than the 2003-2004 amount of $63.7 million and 6.9 percent of 2004-2005 general fund expenditures of $1.94 billion. Significant contributing factors were the increases in property, business, local tax revenues, improvement in charges for services revenues and the less than one percent increase in general fund expenditures over 2003-2004.

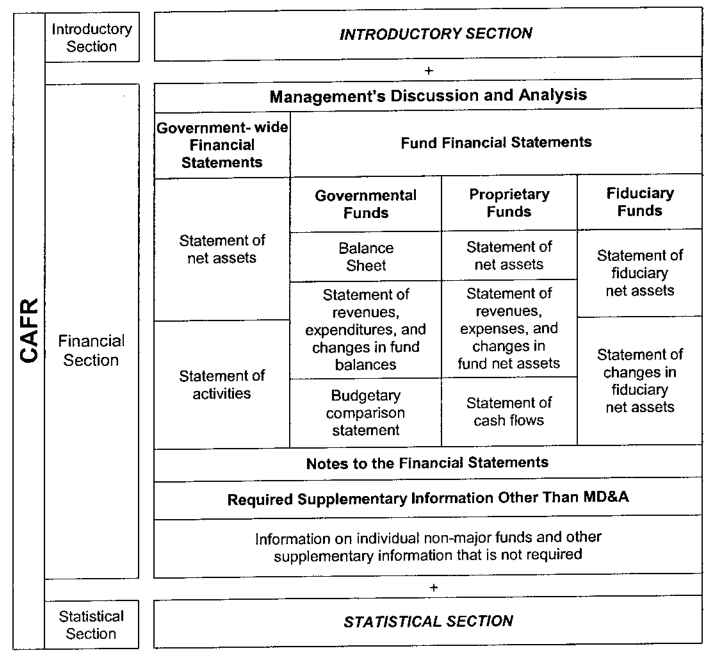
- The City's total long-term debt, which includes all bonds, loans, and commercial paper, increased $275 million, or approximately 3.9 percent, this fiscal year. This was primarily due to the City issuing general obligation bonds of $230 million for the improvement of Laguna Honda Hospital, $68.8 million for improvements to recreation and park facilities, and $8.1 million for improvements to the Academy of Sciences. During the year, the Airport and the Port issued refunding bonds for $311.6 million and $19.9 million, respectively, and the City issued $39.4 million to refund certificates of participation for the City courthouse building.

- The City's revenues from various local taxes including property, hotel, utility, parking and sales taxes were greater than budgeted in fiscal year 2004-2005, consistent with improvements in most sectors of the City's economy. Citywide, charges for services revenue also increased and included increases from water, power and sewer fees, MUNI passenger fares, net patient revenues at San Francisco General Hospital (SFGH), the City's acute care hospital, and rent and concession fees at the Port of San Francisco.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis are intended to serve as an introduction to the City's basic financial statements. The City's basic financial statements comprise of three components: (1) **Government-wide** financial statements, (2) **Fund** financial statements, and (3) **Notes** to the financial statements. This report also contains other **supplementary information** in addition to the basic financial statements themselves. These various elements of the Comprehensive Annual Financial Report are related as shown in the graphic below.

Organization of City and County of San Francisco Comprehensive Annual Financial Report



The following figure summarizes the major features of the financial statements. The overview section below also describes the structure and contents of each of the statements in more detail.

	Government-wide Statements	Fund Financial Statements		
		Governmental	Proprietary	Fiduciary
Scope	Entire entity (except fiduciary funds)	The day-to-day operating activities of the City for basic governmental services	The day-to-day operating activities of the City for business-type enterprises	Instances in which the City administers resources on behalf of others, such as employee benefits
Accounting basis and measurement focus	Accrual accounting and economic resources focus	Modified accrual accounting and current financial resources focus	Accrual accounting and economic resources focus	Accrual accounting and economic resources focus; except agency funds do not have measurement focus
Type of asset and liability information	All assets and liabilities, both financial and capital, short-term and long-term	Current assets and liabilities that come due during the year or soon thereafter	All assets and liabilities, both financial and capital, short-term and long-term	All assets held in a trustee or agency capacity for others
Type of inflow and outflow information	All revenues and expenses during year, regardless of when cash is received or paid	Revenues for which cash is received during the year or soon thereafter; expenditures when goods or services have been received and the related liability is due and payable	All revenues and expenses during year, regardless of when cash is received or paid	All additions and deductions during the year, regardless of when cash is received or paid

Government-wide Financial Statements

The government-wide financial statements are designed to provide readers with a broad overview of the City's finances, in a manner similar to a private-sector business.

The **statement of net assets** presents information on all of the City's assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator of whether or not the financial position of the City is improving or deteriorating.

The **statement of activities** presents information showing how the City's net assets changed during the most recent fiscal year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods, such as revenues pertaining to uncollected taxes and expenses pertaining to earned but unused vacation and sick leave.

Both of the government-wide financial statements distinguish functions of the City that are principally supported by taxes and intergovernmental revenues (governmental activities) from other functions that are intended to recover all or a significant portion of their costs through user fees and charges (business-type activities). The governmental activities of the City include public protection, public works, transportation and commerce, human welfare and neighborhood development, community health, culture and recreation, general administration and finance, and general City responsibilities. The business-type activities of the City include an airport, port, public transportation systems (including parking), water and power operations, an acute care hospital, a long-term care hospital, sewer operations, and a produce market.

The government-wide financial statements include not only the City itself (known as the primary government), but also a legally separate redevelopment agency, the San Francisco Redevelopment Agency (RDA) and a legally separate development authority, the Treasure Island Development Authority (TIDA), for which the City is financially accountable. Financial information for these component units is reported separately from the financial information presented for the primary government. Included within the governmental activities of the government-wide financial statements are the San Francisco County Transportation Authority and San Francisco Finance Corporation. Included within the business-type activities of the government-wide financial statements is the operation of the San Francisco Parking Authority. Although legally separate from the City, these component units are blended with the primary government because of their governance or financial relationships to the City.

Fund Financial Statements

The fund financial statements are designed to report information about groupings of related accounts that are used to maintain control over resources that have been segregated for specific activities or objectives. The City, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. All of the funds of the City can be divided into the following three categories: **governmental** funds, **proprietary** funds, and **fiduciary** funds.

Governmental funds. Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements - i.e. most of the City's basic services are reported in governmental funds. These statements, however, focus on (1) how cash and other financial assets can readily be converted to available resources and (2) the balances left at year-end that are available for spending. Such information may be useful in determining what financial resources are available in the near future to finance the City's programs.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

The City maintains several individual governmental funds organized according to their type (special revenue, debt service, capital projects and permanent funds). Information is presented separately in the governmental fund balance sheet and in the governmental fund statement of revenues, expenditures, and changes in fund balances for the general fund, which is considered to be a major fund. Data from the remaining governmental funds are combined into a single, aggregated presentation. Individual fund data for each of the non-major governmental funds is provided in the form of combining statements elsewhere in this report.

The City adopts an annually appropriated budget for its general fund. A budgetary comparison statement has been provided for the general fund to demonstrate compliance with this budget.

Proprietary funds. Proprietary funds are generally used to account for services for which the City charges customers - either outside customers, or internal units or departments of the City. Proprietary funds provide the same type of information as shown in the government-wide financial statements, only in more detail. The City maintains the following two types of proprietary funds:

- **Enterprise funds** are used to report the same functions presented as business-type activities in the government-wide financial statements. The City uses enterprise funds to account for the operations of the San Francisco International Airport (Airport), Port of San Francisco (Port), Water Department (Water), Hetch Hetchy Water and Power (Hetch Hetchy), Municipal Transportation Agency, Laguna Honda Hospital, General Hospital Medical Center, and Clean Water Program (Clean Water), all of which are considered to be major funds of the City.

- **Internal Service funds** are used to report activities that provide supplies and services for certain city programs and activities. The City uses internal service funds to account for its fleet of vehicles, management information services, printing and mail services, and for lease-purchases of equipment by the San Francisco Finance Corporation. Because these services predominantly benefit governmental rather than business-type functions, they have been included within governmental activities in the government-wide financial statements. The internal service funds are combined into a single, aggregated presentation in the proprietary fund financial statements. Individual fund data for the internal service funds is provided in the form of combining statements elsewhere in this report.

Fiduciary funds. Fiduciary funds are used to account for resources held for the benefit of parties outside the City. The City employees' pension and health plans, the external portion of the Treasurer's Office investment pool, and the agency funds are reported under the fiduciary funds. Since the resources of these funds are not available to support the City's own programs, they are not reflected in the government-wide financial statements. The accounting used for fiduciary funds is much like that used for proprietary funds.

Notes to the Basic Financial Statements

The notes to the basic financial statements provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements.

Required Supplementary Information

In addition to the basic financial statements and accompanying notes, this report presents certain required supplementary information concerning the City's progress in funding its obligation to provide pension benefits to its employees.

Combining Statements and Schedules

The combining statements and schedules referred to earlier in connection with non-major governmental funds, internal service funds, and fiduciary funds are presented immediately following the required supplementary information on pensions.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

Net Assets
June 30, 2005 (in thousands)

	Governmental activities		Business-type activities		Total	
	2005	2004	2005	2004	2005	2004
Assets:						
Current and other assets	$ 1,942,426	$ 1,445,923	$ 1,757,114	$ 1,823,724	$ 3,699,540	$ 3,269,647
Capital assets	2,371,726	2,314,563	8,417,813	8,483,325	10,789,539	10,797,888
Total assets	4,314,152	3,760,486	10,174,927	10,307,049	14,489,079	14,067,535
Liabilities:						
Long-term liabilities outstanding	2,017,494	1,820,415	5,319,853	5,426,655	7,337,347	7,247,070
Other liabilities	795,576	633,330	587,595	567,417	1,383,171	1,200,747
Total liabilities	2,813,070	2,453,745	5,907,448	5,994,072	8,720,518	8,447,817
Net assets:						
Invested in capital assets, net of related debt	1,159,696	1,096,834	3,391,450	3,416,154	4,551,146	4,512,988
Restricted	541,853	535,054	429,990	432,165	971,843	967,219
Unrestricted (deficit)	(200,467)	(325,147)	446,039	464,658	245,572	139,511
Total net assets	$ 1,501,082	$ 1,306,741	$ 4,267,479	$ 4,312,977	$ 5,768,561	$ 5,619,718

Analysis of Net Assets

As noted earlier, net assets may serve as a useful indicator of a government's financial position. For the City assets exceeded liabilities by $5.77 billion at the close of the fiscal year 2004-2005.

The largest portion of the City's net assets reflects its $4.6 billion (78.9 percent) investment in capital assets (e.g. land, buildings, and equipment), less any related outstanding debt used to acquire those assets. The City uses these capital assets to provide services to citizens; consequently, these assets are not available for future spending. Although the City's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources since the capital assets themselves cannot be liquidated for these liabilities.

Another portion of the City's net assets, $971.8 million (16.8 percent) represents resources that are subject to external restrictions on how they may be used. The remaining balance, unrestricted net assets, $245.6 million (4.3 percent) may be used to meet the government's ongoing obligations to citizens and creditors. Together, these two categories of net assets totaled 21.1 percent, a slight increase from the prior year's total of 19.7 percent.

At the end of the fiscal year 2004-2005, the City had positive balances in all three categories of net assets for the government as a whole, as well as for the business-type activities. For the governmental activities, unrestricted net assets have a deficit of $200.5 million related in part to $131.8 million in debt from general obligation bonds for the San Francisco Unified School District and San Francisco Community College District, which are recorded with no corresponding assets.

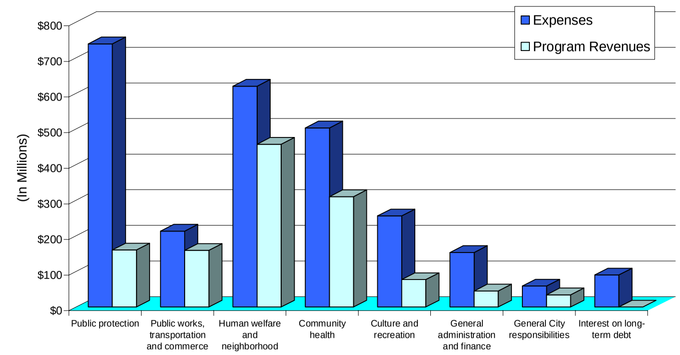
Changes in Net Assets
June 30, 2005 (in thousands)

	Governmental activities 2005	Governmental activities 2004	Business-type activities 2005	Business-type activities 2004	Total 2005	Total 2004
Revenues						
Program revenues:						
Charges for services	$ 351,029	$ 327,998	$ 1,683,830	$ 1,614,784	$ 2,034,859	$ 1,942,782
Operating grants and contributions	834,607	823,784	180,807	169,767	1,015,414	993,551
Capital grants and contributions	55,435	39,209	93,724	94,818	149,159	134,027
General revenues:						
Property taxes	920,314	723,786	-	-	920,314	723,786
Business taxes	292,763	264,832	-	-	292,763	264,832
Other local taxes	538,085	509,455	-	-	538,085	509,455
Interest and investment income	29,490	11,856	33,268	17,620	62,758	29,476
Other	47,153	170,163	237,102	237,692	284,255	407,855
Total revenues	3,068,876	2,871,083	2,228,731	2,134,681	5,297,607	5,005,764
Expenses						
Public protection	738,688	718,488	-	-	738,688	718,488
Public works, transportation and commerce	213,335	169,179	-	-	213,335	169,179
Human welfare and neighborhood development	619,753	651,102	-	-	619,753	651,102
Community health	503,259	517,066	-	-	503,259	517,066
Culture and recreation	256,336	232,187	-	-	256,336	232,187
General administration and finance	152,850	177,544	-	-	152,850	177,544
General City responsibilities	59,024	73,530	-	-	59,024	73,530
Unallocated Interest on long-term debt	89,690	86,131	-	-	89,690	86,131
Airport	-	-	628,445	618,301	628,445	618,301
Transportation	-	-	711,733	660,650	711,733	660,650
Port	-	-	54,897	61,185	54,897	61,185
Water	-	-	197,848	206,211	197,848	206,211
Power	-	-	116,683	121,629	116,683	121,629
Hospitals	-	-	598,160	562,188	598,160	562,188
Sewer	-	-	160,650	150,586	160,650	150,586
Market	-	-	1,055	949	1,055	949
Total expenses	2,632,935	2,625,227	2,469,471	2,381,699	5,102,406	5,006,926
Increase/(decrease) in net assets before special items and transfers	435,941	245,856	(240,740)	(247,018)	195,201	(1,162)
Special items	-	-	(46,358)	9,245	(46,358)	9,245
Transfers	(241,600)	(251,937)	241,600	251,937	-	-
Change in net assets	194,341	(6,081)	(45,498)	14,164	148,843	8,083
Net assets at beginning of year	1,306,741	1,312,822	4,312,977	4,298,813	5,619,718	5,611,635
Net assets at end of year	$ 1,501,082	$ 1,306,741	$ 4,267,479	$ 4,312,977	$ 5,768,561	$ 5,619,718

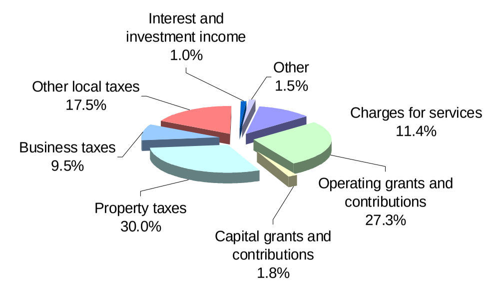
Analysis of Changes in Net Assets

The City's net assets overall increased by $148.8 million during fiscal year 2004-2005, compared to an $8.1 million increase last fiscal year. The governmental activities component of this change was a $194.3 million increase, a significant improvement from the prior year's decrease of $6.1 million. The City's business-type activities' decrease of $45.5 million was largely due to the Airport's one time write off of approximately $50 million capitalized costs associated with a runway development project due to asset impairment. A discussion of these changes is presented in the government and business-type activities below.

Expenses and Program Revenues - Governmental Activities



Revenues By Source - Governmental Activities



Governmental activities. Governmental activities increased the City's total net assets by $194.3 million during fiscal year 2004-2005, compared to decreasing the City's total net assets by $8.1 million during fiscal year 2003-2004. Key factors contributing to this year's change are as follows:

- Overall, governmental activities' revenues increased by approximately $197.8 million while expenses increased by less than one percent or $7.7 million, and net transfers decreased by $10.3 million. The governmental activities achieved a total improvement of $194.3 million in net assets in fiscal year 2004-2005 over fiscal year 2003-2004.

- Property tax revenue increased by $196.5 million or 27.2 percent during this fiscal year. Approximately two-thirds of this improvement was due to the State shifting property tax revenue to local governments as part of a package, which also reduced local revenues from motor vehicle and sales taxes by a similar amount. The remainder of the increase in property tax revenues was attributable to growth in assessed valuation and a slight improvement in assessment appeals activity.

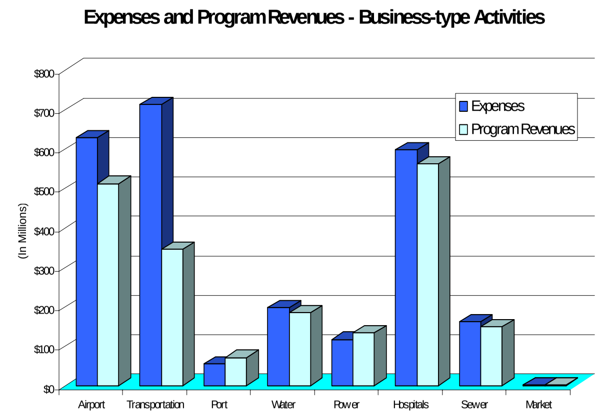
- Revenues from business taxes increased in fiscal 2004-2005 by $27.9 million, or 10.6 percent, due to a growth in wages with moderate employment growth. In addition, revenues from other local taxes, which includes hotel, parking and utility users tax, had a total growth of $28.6 million, or 5.6 percent. This is consistent with stronger hotel occupancy rates and average daily room rates in the City, increases in parking rates and continued improvements in the City's economy. Fees and service charges also increased this year, improving approximately 7 percent to $23 million.

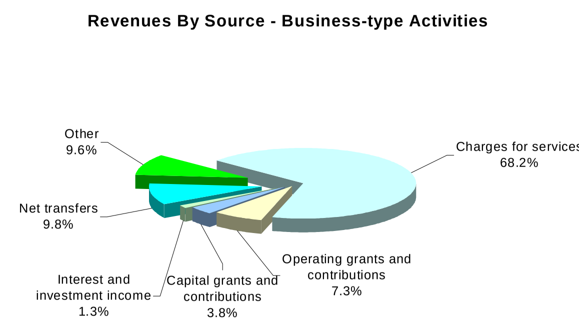
- Interest and investment income improved by about $17.6 million, or 148.7 percent, during the year primarily due to higher interest rates and average daily cash balances during the fiscal year. The earned yield on City pooled investments increased from 1.86 percent to 2.31 percent. In general, these returns reflect the City's concentration of investments in Treasury Bills and Notes and other short-term investments combined with the slightly higher interest rates from the Federal Reserve. At the fiscal year end, deposits and investments for governmental activities with the City Treasury were approximately $1,238.3 million, a 69.7 percent increase over the previous year.

- Capital grants and contributions increased by $16.2 million, or approximately 41.4 percent, largely due to increases in federal grants for human welfare and neighborhood development, community health, and public protection, which included homeland security funds.

Net transfers to business-type activities were $241.6 million in fiscal year 2004-2005, a $10.3 million decrease from fiscal year 2003-2004. This was due in part to a $25 million decrease to the MTA for transportation projects from non-major governmental funds, and an increase in net general fund support to the Laguna Honda Hospital of about $14.9 million.

The charts on the previous page illustrate the City's governmental expenses and revenues by function, and its revenues by source. As shown, public protection is the largest function in expense (28 percent), followed by human welfare and neighborhood development (23.5 percent), and community health (19 percent). General revenues such as property, business, and sales taxes are not shown by program, but are essentially used to support program activities citywide. For governmental activities overall, without regard to program, property taxes were the largest single source of funds (30.0 percent) in fiscal year 2004-2005, up from 25.2 percent in fiscal year 2003-2004, due in part to the State-wide property tax revenue allocation shift noted above. The ratios for other revenue categories were essentially the same for 2005 as they were for 2003-2004: operating grants and contributions (27.3 percent), other local taxes (17.5 percent), and charges for services (11.4 percent).





Business-type activities. Business-type activities decreased the City's net assets by $45.5 million. This decrease was more than offset by the governmental-type activities increase of $194.3 million, bringing the government-wide increase to $148.8 million. Key factors of this contribution to this change are:

- The Municipal Transportation Agency (MTA) had net assets of $1.75 billion at June 30, 2005. Of this, 98.4 percent, or $1.72 billion, belong to the MUNI, the City's transportation department. The remainder represents the combined net assets of the Department of Parking and Traffic and the Parking Authority. Between the end of fiscal year 2003-2004 and 2004-2005, MUNI's net assets increased by approximately $20 million, primarily due to continued work on the Third Street Light Rail Line, a major expansion project for the MUNI funded by federal, state and local capital contributions. At the MTA level, this increase was essentially offset by a like amount for the one-time recognition of depreciation expenses for the Parking Garages. MUNI's total operation revenues of $127.4 million were essentially the same for fiscal year 2004-2005 and non-operating revenues increased slightly to $229.7 million from $221.1 million, primarily due to increases in federal and state operating grants. The City's General Fund subsidy to the MTA for 2004-2005 was $101.7 million to MUNI and $36.1 million for DPT, slightly more than the fiscal 2003-2004 amounts of $99.3 million and $34.4 million, respectively.

- Hetch Hetchy, which operates the City's water storage and power generating facilities in the Sierra Nevada Mountains, increased total net assets by $22.5 million. This was largely due to a $9.7 million increase in construction projects and a $12.7 million decrease in total liabilities. Hetchy's total revenues were $137.5 million this fiscal year, a $2.0 million increase over fiscal year 2003-2004. This included $10.4 million increase in settlement proceeds offset partially by a $5.8 million decrease in State grants and a $2.6 million decrease in revenue from enterprise customers due to a rate decrease. Operating expenses decreased to $116.7 million in fiscal year 2004-2005, a drop of $4.9 million from 2003-2004, due in part to a decrease in transmission costs.

- The Water Department's had $8.4 million of operating income this year, compared to a $19.1 million loss in fiscal year 2003-2004. This $27.5 million improvement is primarily due to a $17.2 million increase in water sales revenue in 2004-2005 and a decrease of about $10 million in the write-off of capitalized costs. At the same time, the department's positive operating income was offset by non-operating expenses of $14.8 million, largely net interest expense, resulting in a $6.4 million decrease to net assets this year. The Water Department's net capital asset increase of approximately $60.0 million was funded primarily through proceeds from $55 million of commercial paper and other resources.

- San Francisco International Airport's net assets decreased in 2004-2005 by $99 million to $357.6 million, a 21.7 percent decline since the end of prior fiscal year. Slightly more than half of this, or $50 million, was due to the recognition of an asset impairment expense associated with a runway development project. The Airport's operating expenses also increased by $18.4 million, due to the increase in repairs and maintenance of the Airport's infrastructure and contracting expenses. Total aviation operating revenues decreased as well, by approximately $22.2 million, due to a drop in aviation revenues attributable to a decrease in costs recovered from airline landing fees and terminal rentals. At the same time, income from rent, concessions, parking, and transportation revenues increased by $10.1 million, primarily due to an increase in percentage rent and the elimination of the grace period in the parking garage. The transfer from the Airport to the City's General Fund was $19.7 million, an 8 percent increase from 2003-2004.

As shown in the charts on the previous page, the two largest of San Francisco's business-type activities - the San Francisco International Airport and the Municipal Transportation Agency each had total expenses over $600 million in fiscal year 2004-2005. The City's long-term and acute care hospitals together recorded expenses of over $598 million. Together, these four enterprises make up almost 78.5 percent of the total expenses of the business-type activities. As in prior years, charges for services provide the largest share of revenues, 75.6 percent, for business-type activities.

FINANCIAL ANALYSIS OF THE CITY'S FUNDS

As noted earlier, the City uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

Governmental Funds

The focus of the City's governmental funds statements is to provide information on near-term inflows, outflows, and balances of resources that are available for spending. Such information is useful in assessing the City's financing requirements. In particular, unreserved fund balance may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year. Types of Governmental funds reported by the City include the General Fund, Special Revenue Funds, Debt Service Funds, Capital Project Funds, and the Permanent Fund.

As of the end of the current fiscal year, the City's governmental funds reported combined ending fund balances of approximately $1,068.3 million, an increase of $350.7 million over the end of the prior year. The increase is due to a general increase in major revenues as reflected in the City's improving economy and a reduction in expenditures in fiscal year 2004-2005.

Approximately $176.1 million of the total ending fund balance in the governmental funds constitutes unreserved fund balance. This is available for spending at the City's discretion within the purposes specified for the City's funds. The remainder is reserved, an indication that it is not available for new spending because it has already been committed. These commitments include: (1) to support a general fund "rainy day" reserve ($48.1 million), (2) to liquidate existing contracts and purchase orders ($155.7 million), (3) to fund continued programs or projects in future fiscal periods ($616.1 million), (3) to pay debt service ($45.5 million), and (4) for a limited number of other purposes ($26.7 million).

The general fund is the chief operating fund of the City and had an unreserved fund balance of $134.2 million at the end of fiscal year 2004-2005, a $70.5 million increase over the 2003-2004 unreserved fund balance of $63.7 million. The general fund's total fund balance was $307.7 at fiscal year end, a 46.2 percent improvement over the 2003-2004 comparable balance of $210.4 million. This rise was mainly due to a general increase in major revenues including property, business, other local taxes and charges for services, along with only a slight increase in expenditures. Overall, the general fund's performance resulted in revenues in excess of expenditures for the fiscal year ended June 30, 2005 of $272.1 million, before transfers and other items are considered.

As a measure of the general fund's liquidity, it may be useful to compare both unreserved fund balance and total fund balance to total fund expenditures. For 2004-2005, the unreserved fund balance of $134.2 million represents 6.9 percent of total general fund expenditures of $1.94 billion, and the total fund balance represents approximately 15.8 percent of that amount. For 2003-2004, the general fund's unreserved fund balance of $63.7 million was 3.3 percent of the total expenditures of $1.93 billion, and the total fund balance represented approximately 10.9 percent of expenditures.

Proprietary funds

The City's proprietary fund statements provide the same type of information found in the business-activities section of the government-wide financial statements, but in more detail.

At the end of fiscal year 2004-2005, the unrestricted net assets for the San Francisco International Airport were $288.9 million, the Water Department $106 million, the Hetch Hetchy Water and Power $103.4 million, the Clean Water Program $44.1 million, the Port of San Francisco $39.3 million, and the San Francisco Market Corporation $2.2 million. Three proprietary funds had a deficit in unrestricted net assets: the Municipal Transportation Agency had a deficit of $123.4 million, General

Hospital Medical Center $2.5 million, and Laguna Honda Hospital $12 million. The internal service funds that are used to account for certain governmental activities also had a deficit in unrestricted net assets of $5 million.

The total decline in net assets for the enterprise funds was $45.5 million. Factors concerning the finances of these funds have been addressed previously in the discussion of the City's business-type activities. As in the previous years, the Airport's decrease in net assets is partly related to its major capital assets being depreciated faster than the repayment of its bonded debt.

The following table shows actual revenues, expenses and results of operations (excluding capital contributions and expenses) for the current fiscal year in the City's proprietary funds (in thousands):

	Operating Revenues	Operating Expenses	Operating Income (Loss)	Non-Operating Revenues (Expense)	Capital Contributions Special Items, and Others	Interfund Transfers	Change In Net Assets
Airport	$ 477,314	$ 418,993	$ 58,321	$ (127,121)	$ (15,150)	$ (15,066)	(99,016)
Water	184,835	176,453	8,382	(14,789)	-	-	(6,407)
Hetch Hetchy	132,303	116,683	15,620	5,220	-	1,628	22,468
Municipal Transportation Agency	187,913	707,049	(519,136)	248,702	45,330	220,378	(4,726)
General Hospital	377,069	441,999	(64,930)	79,446	-	(4,746)	9,770
Clean Water	148,888	139,290	9,598	(17,829)	-	246	(7,985)
Port	57,519	53,753	3,766	510	17,186	-	21,462
Laguna Honda Hospital	116,527	154,838	(38,311)	17,654	-	39,160	18,503
Market Corporation	1,462	1,055	407	26	-	-	433
Total	$ 1,683,830	$ 2,210,113	$ (526,283)	$ 191,819	$ 47,366	$ 241,600	$ (45,498)

Fiduciary Funds

The City maintains fiduciary funds for the assets of the San Francisco Employees' Retirement System and Health Service System, and manages the investment of monies held in trust to benefit public services or employees. As of the end of fiscal year 2004-2005, the net assets of the Retirement System and Health Service System totaled $13.2 billion, representing an increase of $1.23 billion in total net assets since June 30, 2004. This 10.3 percent increase is primarily due to a second year of improved performance of the Retirement Trust's investments. The Investment Trust Fund's net assets totaled $320.5 million, an increase in net assets of $115.4 million or 56.2 percent since June 30, 2004 due to the increase in addition over withdrawals and distributions to external participants of the fund.

General Fund Budgetary Highlights

The City's final budget differs from the original budget in that it contains carry-forward appropriations for various programs and projects, and supplemental appropriations approved during the fiscal year. In fiscal year 2004-2005, the one significant supplemental appropriation was for $6 million to the Human Services Agency for In-Home Supportive Services (IHSS), Medi-cal, and California Work Opportunity and Responsibility to Children (CalWORKS) programs. These programs are supported by federal grants that flow through the general fund.

During the year, actual revenues and other resources were $68.5 million more that budgeted. While the City realized $121.2 million more revenue than budgeted for property taxes, other local taxes, franchises, interest and investment income, this was offset by shortfalls in other areas. These shortfalls included $18.9 million less in federal subvention revenues, $11.1 million less in business taxes, fines and forfeitures, concession and charges for service revenues, and $17.9 million less in transfers from the San Francisco General Hospital Fund for the City's participation in the State's cost-

sharing program among county hospitals. The City also received approximately $11.6 million less than budgeted for motor vehicle license fees because the State reduced the allocation of this revenue to local government. In return, this decrease was offset by a similar increase in the property tax allocation.

Differences between the final budget and the actual (budgetary basis) resulted in a $68.7 million decrease in total charges to appropriations. This is primarily due to the following factors:

- A decrease in expenditures by the Human Services Agency of approximately $21.2 million related to reduced costs under programs such as IHSS, County Adult Assistance Programs (CAAP), Personal Assisted Employment Services (PAES), CalWORKS Aid and Operations, and various aid programs. These expense reductions are partly offset by decreases in the federal and state funds that the City is able to claim under these programs.

- A decrease in expenditures of approximately $2.3 million in Fire Department, due to personnel, worker's compensation and work order savings.

- A decrease in expenditures of approximately $5.6 million in Recreation and Park Department is mainly due to planned reductions by rotating closures of recreation centers one day a week and savings due to position vacancies.

- The General Fund was able to reduce its transfers to other funds by $11.4 million from budget, primarily through improved revenue performance at San Francisco General Hospital.

- Budgetary reserves and designations of $12.8 million for various programs and payments that had been anticipated and included in the budget were not used due to management restrictions on spending and were able to be liquidated at the close of the fiscal year.

The net effect of the under-utilization of appropriations and the receipt of some actual revenues greater than estimates resulted in a positive budgetary fund balance variance of $ 137.2 million at the end of the fiscal year.

In creating its budget for the fiscal year ending June 30, 2006, the City used an estimated budgetary fund balance of $118 million (see Note 4 to the Basic Financial Statements).

Capital Assets and Debt Administration

Capital Assets

The City's capital assets for its governmental and business type activities as of June 30, 2005, decreased by $8.4 million to $10.8 billion (net of accumulated depreciation). Capital assets include land, buildings and improvements, machinery and equipment, park facilities, roads, streets, and bridges. The increase of $57.2 million, or 2.5 percent, in capital assets for governmental activities was offset by a $65.5 million decrease for business-type activities for 2004-2005. Details are shown in the table below.

Capital Assets , Net of Accumulated Depreciation
(in thousands)

	Governmental Activities		Business-type Activities		Total	
	2005	2004	2005	2004	2005	2004
Land	$ 143,640	$ 143,640	$ 193,781	$ 193,781	$ 337,421	$ 337,421
Facilities and Improvement	1,704,266	1,695,198	6,081,285	6,149,996	7,785,551	7,845,194
Machinery and equipment	46,021	52,674	847,935	912,707	893,956	965,381
Infrastructure	185,223	176,838	485,043	494,671	670,266	671,509
Property held under lease	536	536	2,667	2,248	3,203	2,784
Easements	-	-	85,534	89,153	85,534	89,153
Construction in progress	292,040	245,677	721,568	640,769	1,013,608	886,446
Total	$ 2,371,726	$ 2,314,563	$ 8,417,813	$ 8,483,325	$ 10,789,539	$ 10,797,888

Major capital asset events during the current fiscal year included the following:

- The Municipal Transportation Agency's (MTA) net capital assets increased by $2.9 million this fiscal year. This was primarily due to ongoing construction work on the Third Street Light Rail project, a major expansion of the MUNI Metro system in the City's southeast neighborhoods.
- The Water Department's net capital assets increased by $60 million. This included improvements at the Lombard Reservoir Seismic Upgrade, Sunset Pipeline, East Bay Fluoride, Third Street Light Rail and Alemany Water Main totaling approximately $35 million, and an increase in structure, buildings, and equipment totaling approximately $24 million.
- Hetch Hetchy Water and Power increased net capital assets by $6.7 million. This included the capital additions for O'Shaughnessy Dam discharge modifications, Early Intake Fire Emergency improvement, Holm Powerhouse Generator rehabilitation, and Priest Reservoir By-Pass improvements, totaling $15.8 million.
- The Airport reported a decrease in net capital assets of $140.9 million or 3.6 percent for fiscal year 2004-2005 due largely to the net effect of depreciation against completed projects of the Near Term Master Plan for SFO in recent years. This plan includes the new International Terminal (completed in 2001), the Bay Area Rapid Transit (BART) Station at SFO and Air Train people mover (completed in 2003) and new parking facilities, roadways, runway improvements, and other Airport facilities. In addition, as noted above, approximately $50 million capitalized costs of a runway development project were expensed due to asset impairment.
- Under governmental activities, net capital assets increased by $57.2 million. This included construction in progress of Harding Park Club House, the North Beach Recreation Center and pool, Page Street Community Garden, Excelsior Branch Library renovation, and various street improvement and traffic signal upgrades.

At the end of the year, the City's business type activities had approximately $196 million in commitments for various capital projects. Of this, MTA had approximately $50 million, Water Department had $73 million, Hetch Hetchy had $16 million, Clean Water had $40 million, and the Airport had $17 million. In addition, there was approximately $41 million reserved for encumbrances in capital project funds for the general government.

For government-wide financial statement presentation, all depreciable capital assets were depreciated from acquisition date to the end of the current fiscal year. Fund financial statements record capital asset purchases as expenditures.

For governmental activities, no net infrastructure assets were recorded in fiscal year 2000-2001 - the first year of presentation in the GASB 34 format, because the historical costs did not meet the threshold established by GASB. Beginning in fiscal year 2001-2002, newly completed projects are capitalized and ongoing infrastructure projects are accounted for in construction in progress.

Additional information about the City's capital assets can be found in note 7 to the Basic Financial Statements.

Debt Administration

At the end of the current fiscal year, the City had total long-term debt outstanding of $7.3 billion. Of this amount, $1.1 billion is general obligation bonds backed by the full faith and credit of the City and $6.2 billion is revenue bonds, loans, certificates of participation, capital leases, and other debts of the City secured solely by specified revenue sources.

As noted previously, the City's total long-term debt including all bonds, loans, commercial papers and capital leases increased by $275 million during fiscal year 2004-2005, primarily due to issuance of bonded debt in the governmental activities.

The City also took advantage of favorable interest rates to reduce debt payments by issuing $371 million in refunding bonds. Of this amount, the Airport issued $311.6 million and the Port Commission $19.9 million in refunding revenue bonds; the City issued the remaining $39.4 million to refund certificates of participation. The City also issued $68.8 million and $8.1 million in general obligation bonds for improvements to the City's recreation and park facilities and the Academy of Sciences respectively. In addition, the City issued $230 million in general obligation bonds for the improvement of Laguna Honda Hospital.

The City's Charter imposes a limit on the amount of general obligation bonds the City can have outstanding at any given time. That limit is three percent of the taxable assessed value of property in the City - approximately $106.5 billion in value (net of unreimbursable exemptions) as of the close of the fiscal year. As of June 30, 2005, the City had $1.1 billion in authorized, outstanding property tax–supported general obligation bonds, which is equal to approximately 0.98 percent of gross (1.02 percent of net) taxable assessed value of property. As of June 30, 2005, there were an additional $565.2 million in bonds that were authorized but un-issued. If all of these bonds were issued and outstanding in full, the total debt burden would be approximately 1.49 percent of gross (1.55 percent of net) taxable assessed value of property.

The City's underlying ratings on general obligation bonds as of June 30, 2005 were:

Moody's Investors Service, Inc.	Aa3
Standard and Poor's	AA
Fitch Ratings	AA-

During the fiscal year, Moody's Investors Service and Standard and Poor's affirmed their ratings and revised the outlook to stable from negative reflecting the City's continued economic recovery and efforts to improve finances. In addition, Fitch Ratings affirmed its ratings and outlook on the City's outstanding bonds.

The City's enterprise activities maintained their underlying debt ratings this fiscal year. The Airport's underlying debt ratings were upheld by Moody's Investors Service, Standard & Poor's, and Fitch Ratings at A1, A, and A, respectively, with a stable rating outlook. At fiscal year end 2004-2005, the San Francisco Water Department carried underlying ratings of A1 and A+ from Moody's Investor Service and Standard and Poor's respectively.

Since the close of the 2004-2005 fiscal year, the City has issued additional debt of $150.1 million in general obligation bonds for improvements to the California Academy of Sciences, the Steinhart Aquarium, the Branch Library facilities and the Zoo facilities. In addition, general obligation bonds for $69 million were issued for the improvement of Laguna Honda Hospital.

Additional information in the City's long-term debt can be found in Note 8 to the Basic Financial Statements.

Economic factors and next year's budget and rates

- San Francisco faced a projected General Fund shortfall of $102.2 million at the beginning of its fiscal 2005-2006 annual budget process. The shortfall was significantly lower than previous years as the economy had begun to recover, resulting in increasing revenues, and expenditure growth had been further controlled. Most San Francisco public employees' unions agreed in labor contracts to continue to contribute up to 7.5 percent of salary to fund the employee-share cost of pension benefits, helping to constrain expenditure growth. Further, the improving revenues and savings strategies implemented by the City resulted in additional available fund balance at the end of fiscal year. The City was able to appropriate $120.5 million in estimated available fund balance and reserves in the General Fund budget for fiscal year 2005-2006. The general improvement in revenues as well as the use of one-time sources, including the use of fund balance, prior year reserves and the State's early repayment of the vehicle license fee gap loan, meant that the City was able to avoid making even further reductions in public safety, health and human services, and many other critical programs in the 2005-2006 budget year.

- As noted in our transmittal letter, San Francisco's unemployment rate has gradually improved over the last two years, dropping to 5.2 percent in June 2005 from 6.1 percent in June 2004 after a peak of 7.7 percent in June 2003. While the unemployment rate has decreased, this is generally attributed to two factors: 1) that unemployed workers have moved to less expensive areas to live, or 2) that they are no longer included in the California Economic Development Department's count because they are not actively seeking new employment. Employers have been slow to expand their employee ranks given the lagging recovery in our region; however, the reduced unemployment rate is one sign that some improvements are emerging. Additionally, the San Francisco metro area experienced year-over-year jobs growth of 0.8 percent (7,300 jobs) from June 2004 through June 2005. On a related note, as of the third quarter of 2005, San Francisco saw 9 consecutive quarters of net positive absorption (i.e. declining office vacancy rates) in our commercial office sector. This reflects significant improvement from the second quarter of 2003 peak in office vacancy rates.

- During the fiscal 2005-2006 budget cycle, the City's budget continued to reflect the State's negotiated, two-year agreement with local governments to close the State's budgetary shortfall, in part, by shifting an additional $25.2 million in property taxes (ERAF III) to fund the State's public education obligation. On-going shifts related to the State's permanent rollback of vehicle license

fees and the State's issuance of Economic Recovery Bonds backed by local sales taxes were budgeted along with an offsetting backfill in property taxes. City management continues to closely monitor all State funding.

- A gradual economic recovery is continuing as noted in improving local tax revenue growth, including property, real property transfer, business, hotel room, sales, and parking taxes. After a three-plus year downturn, these signs are encouraging news. Jobs growth is positive, though still weaker than we would like to see at this point in the recovery, as employers have been cautious in their hiring.

- While the above factors were considered in preparing the City's budget for fiscal year 2005-2006, voters rejected the proposed ¼ percent increase to sales tax (Proposition J) and the temporary (four-year) 0.1 percent gross receipts tax (Proposition K) in November 2004. Immediately following the election, the Mayor's Office implemented an 18-month savings plan to cover the resulting 18-month shortfall. This savings plan, in part, helped to further improve the fund balance, which ended fiscal year 2004-2005 with an $19 million surplus over and above the $118 million assumed in the City's adopted fiscal year 2005-2006 budget.

REQUESTS FOR INFORMATION

This financial report is designed to provide our citizens, taxpayers, customers, and investors and creditors with a general overview of the City's finances and to demonstrate the City's accountability for the money it receives. Below are the contacts for questions about this report or requests for additional financial information.

City and County of San Francisco
Office of the Controller
1 Dr. Carlton B. Goodlett Place, Room 316
San Francisco, CA 94102-4694

Individual Department Financial Statements

San Francisco International Airport
Office of the Airport Deputy Director
Business and Finance Division
PO Box 8097
San Francisco, CA 94128

San Francisco Water Department
Hetch Hetchy Water and Power
San Francisco Clean Water Program
Director of Accounting Financial Services
1155 Market Street, 5th Floor
San Francisco, CA 94103

Municipal Transportation Agency
MTA Finance and Administration
875 Stevenson Street, Room 260
San Francisco, CA 94103

San Francisco General Hospital Medical Center
Chief Financial Officer
1001 Potrero Avenue, Suite 2A7
San Francisco, CA 94110

Port of San Francisco
Fiscal Officer
Pier 1
San Francisco, CA 94111

Laguna Honda Hospital
Chief Financial Officer
375 Laguna Honda Blvd.
San Francisco, CA 94116

Health Service System
Department of Human Resources
44 Gough Street
San Francisco, CA 94103

San Francisco Employees'
Retirement System
Executive Director
30 Van Ness Avenue, Suite 3000
San Francisco, CA 94102

Component Unit Financial Statement

San Francisco Redevelopment Agency
Finance Department
770 Golden Gate Avenue, Third Floor
San Francisco, CA 94102

Blended Component Units Financial Statements

San Francisco County Transportation Authority
Deputy Director for Administration and Finance
100 Van Ness Avenue, 25th Floor
San Francisco, CA 94102

San Francisco Finance Corporation
Mayor's Office of Public Finance
City Hall, Room 336
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

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Basic Financial Statements

CITY AND COUNTY OF SAN FRANCISCO
Statement of Net Assets
June 30, 2005
(In Thousands)

	Primary Government			Component Units	
	Governmental Activities	Business-Type Activities	Total	San Francisco Redevelopment Agency	Treasure Island Development Authority
ASSETS					
Current assets:					
Deposits and investments with City Treasury	$ 1,238,350	$ 651,311	$ 1,889,661	$ -	$ 1,516
Deposits and investments outside City Treasury	62,157	8,017	70,174	157,675	-
Receivables (net of allowance for uncollectible amounts of $51,982 for the primary government):					
Property taxes and penalties	33,031	-	33,031	-	-
Other local taxes	161,532	-	161,532	-	-
Federal and state grants and subventions	150,971	52,907	203,878	-	-
Charges for services	14,248	148,463	162,711	-	-
Interest and other	8,589	42,255	50,844	5,615	9
Loans receivable	-	130	130	163	-
Capital lease receivable from primary government	-	-	-	14,476	
Due from component unit	537	-	537	-	-
Inventories	-	52,874	52,874	-	-
Deferred charges and other assets	9,333	3,644	12,977	-	-
Restricted assets:					
Deposits and investments with City Treasury	-	45,285	45,285	-	-
Deposits and investments outside City Treasury	-	51,750	51,750	60,704	186
Grants and other receivables	-	1,115	1,115	985	-
Total current assets	1,678,748	1,057,751	2,736,499	239,618	1,711
Noncurrent assets:					
Loans (net of allowance for uncollectible amounts of $165,273 and $144,983 for the primary government and component units, respectively) receivable	242,902	587	243,489	9,047	-
Advance to component unit	2,838	-	2,838	-	-
Capital lease receivable from primary government	-	-	-	183,751	-
Deferred charges and other assets	17,938	65,054	82,992	9,120	-
Restricted assets:					
Deposits and investments with City Treasury	-	383,439	383,439	-	-
Deposits and investments outside City Treasury	-	216,687	216,687	30,199	-
Grants and other receivables	-	33,596	33,596	-	-
Property held for resale	-	-	-	13,634	-
Capital assets:					
Land and other assets not being depreciated	435,680	915,349	1,351,029	127,260	-
Facilities, infrastructure, and equipment, net of depreciation	1,936,046	7,502,464	9,438,510	139,627	-
Total capital assets	2,371,726	8,417,813	10,789,539	266,887	-
Total noncurrent assets	2,635,404	9,117,176	11,752,580	512,638	-
Total assets	$ 4,314,152	$ 10,174,927	$14,489,079	$ 752,256	$ 1,711

(Continued)

The notes to the financial statements are an integral part of this statement.

CITY AND COUNTY OF SAN FRANCISCO

Statement of Net Assets *(Continued)*

June 30, 2005

(In Thousands)

	Primary Government			Component Units	
	Governmental Activities	Business-Type Activities	Total	San Francisco Redevelopment Agency	Treasure Island Development Authority
LIABILITIES					
Current liabilities:					
Accounts payable	$ 143,096	$ 123,029	$ 266,125	$ 7,598	$ 3,727
Accrued payroll	49,926	40,412	90,338	352	-
Accrued vacation and sick leave pay	63,098	41,624	104,722	1,092	-
Accrued workers' compensation	44,624	38,005	82,629	-	-
Estimated claims payable	37,487	22,503	59,990	-	-
Bonds, loans, capital leases, and other payables	249,815	185,612	435,427	28,581	-
Capital lease payable to component unit	14,476	-	14,476	-	-
Accrued interest payable	7,599	11,631	19,230	17,448	-
Unearned grant and subvention revenues	3,571	-	3,571	-	-
Due to primary government	-	-	-	537	-
Internal balances	36,498	(36,498)	-	-	-
Deferred credits and other liabilities	145,386	84,043	229,429	887	-
Liabilities payable from restricted assets:					
Bonds, loans, capital leases, and other payables	-	16,578	16,578	-	-
Accrued interest payable	-	32,240	32,240	-	-
Other	-	28,416	28,416	-	186
Total current liabilities	795,576	587,595	1,383,171	56,495	3,727
Noncurrent liabilities:					
Accrued vacation and sick leave pay	61,939	33,694	95,633	1,609	-
Accrued workers' compensation	170,181	138,618	308,799	-	-
Estimated claims payable	46,050	46,215	92,265	-	-
Bonds, loans, capital leases, and other payables	1,555,573	5,061,917	6,617,490	670,389	-
Advance from primary government	-	-	-	2,838	-
Capital lease payable to component unit	183,751	-	183,751	-	-
Accrued interest payable	-	-	-	75,597	-
Deferred credits and other liabilities	-	39,409	39,409	6,339	-
Total noncurrent liabilities	2,017,494	5,319,853	7,337,347	756,772	-
Total liabilities	2,813,070	5,907,448	8,720,518	813,267	3,913
NET ASSETS					
Invested in capital assets, net of related debt	1,159,696	3,391,450	4,551,146	67,426	-
Restricted for:					
Reserve for rainy day	48,139	-	48,139	-	-
Debt service	46,575	202,006	248,581	47,067	-
Capital projects	25,101	161,231	186,332	-	-
Community development	208,532	-	208,532	-	-
Transportation Authority activities	75,282	-	75,282	-	-
Other purposes	138,224	66,753	204,977	13,634	-
Unrestricted (deficit)	(200,467)	446,039	245,572	(189,138)	(2,202)
Total net assets (deficit)	$ 1,501,082	$ 4,267,479	$ 5,768,561	$ (61,011)	$ (2,202)

The notes to the financial statements are an integral part of this statement.

CITY AND COUNTY OF SAN FRANCISCO

Statement of Activities

Year ended June 30, 2005

(In Thousands)

		Program Revenues			Net (Expense) Revenue and Changes in Net Assets				
					Primary Government			Component Units	
Functions/Programs	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	Business-Type Activities	Total	San Francisco Redevelopment Agency	Treasure Island Development Authority
Primary government:									
Governmental activities:									
Public protection	$ 738,688	$ 54,805	$ 105,522	$ -	$ (578,361)	$ -	$ (578,361)	$ -	$ -
Public works, transportation and commerce	213,335	95,081	17,415	46,032	(54,807)	-	(54,807)	-	-
Human welfare and neighborhood development	619,753	21,375	435,176	-	(163,202)	-	(163,202)	-	-
Community health	503,259	44,850	264,833	-	(193,576)	-	(193,576)	-	-
Culture and recreation	256,336	64,614	3,390	9,403	(178,929)	-	(178,929)	-	-
General administration and finance	152,850	41,348	3,186	-	(108,316)	-	(108,316)	-	-
General City responsibilities	59,024	28,956	5,085	-	(24,983)	-	(24,983)	-	-
Unallocated Interest on long-term debt	89,690	-	-	-	(89,690)	-	(89,690)	-	-
Total governmental activities	2,632,935	351,029	834,607	55,435	(1,391,864)	-	(1,391,864)	-	-
Business-type activities:									
Airport	628,445	477,314	-	34,893	-	(116,238)	(116,238)	-	-
Transportation	711,733	187,913	111,603	45,330	-	(366,887)	(366,887)	-	-
Port	54,897	57,519	-	13,501	-	16,123	16,123	-	-
Water	197,848	184,835	112	-	-	(12,901)	(12,901)	-	-
Power	116,683	132,303	334	-	-	15,954	15,954	-	-
Hospitals	598,160	493,596	68,758	-	-	(35,806)	(35,806)	-	-
Sewer	160,650	148,888	-	-	-	(11,762)	(11,762)	-	-
Market	1,055	1,462	-	-	-	407	407	-	-
Total business-type activities	2,469,471	1,683,830	180,807	93,724	-	(511,110)	(511,110)	-	-
Total primary government	$ 5,102,406	$ 2,034,859	$ 1,015,414	$ 149,159	(1,391,864)	(511,110)	(1,902,974)	-	-
Component units:									
San Francisco Redevelopment Agency	$ 141,389	$ 41,978	$ 14,364	$ -				(85,047)	-
Treasure Island Development Authority	12,980	8,783	-	-				-	(4,197)
Total component units	$ 154,369	$ 50,761	$ 14,364	$ -				(85,047)	(4,197)
General Revenues:									
Taxes:									
Property taxes					920,314	-	920,314	53,302	-
Business taxes					292,763	-	292,763	-	-
Other local taxes					538,085	-	538,085	5,620	-
Interest and investment income					29,490	33,268	62,758	10,760	-
Other					47,153	237,102	284,255	6,568	-
Special item					-	(46,358)	(46,358)	-	-
Transfers - internal activities of primary government					(241,600)	241,600	-	-	-
Total general revenues, special item, and transfers					1,586,205	465,612	2,051,817	76,250	-
Change in net assets					194,341	(45,498)	148,843	(8,797)	(4,197)
Net assets (deficit) - beginning					1,306,741	4,312,977	5,619,718	(52,214)	1,995
Net assets (deficit) - ending					$ 1,501,082	$ 4,267,479	$ 5,768,561	$ (61,011)	$ (2,202)

The notes to the financial statements are an integral part of this statement.

CITY AND COUNTY OF SAN FRANCISCO

Balance Sheet
Governmental Funds
June 30, 2005
(with comparative financial information as of June 30, 2004)
(In Thousands)

	General Fund 2005	General Fund 2004	Other Governmental Funds 2005	Other Governmental Funds 2004	Total Governmental Funds 2005	Total Governmental Funds 2004
ASSETS						
Deposits and investments with City Treasury	$ 314,607	$ 158,248	$ 915,547	$ 564,795	$ 1,230,154	$ 723,043
Deposits and investments outside City Treasury	355	361	45,745	74,065	46,100	74,426
Receivables:						
Property taxes and penalties	26,141	28,020	6,890	6,575	33,031	34,595
Other local taxes	148,744	150,856	12,788	12,161	161,532	163,017
Federal and state grants and subventions	61,412	63,002	89,559	98,840	150,971	161,842
Charges for services	7,416	7,568	6,832	6,163	14,248	13,731
Interest and other	4,406	2,230	3,726	1,917	8,132	4,147
Due from other funds	29,743	52,917	12,303	5,384	42,046	58,301
Due from component unit	2,416	849	959	-	3,375	849
Loans receivable (net of allowance for uncollectible amount of $165,336 in 2005; $173,367 in 2004)	1,174	1,221	241,728	213,429	242,902	214,650
Deferred charges and other assets	6,797	6,598	1,570	1,625	8,367	8,223
Total assets	$ 603,211	$ 471,870	$ 1,337,647	$ 984,954	$ 1,940,858	$ 1,456,824
LIABILITIES AND FUND BALANCES						
Liabilities:						
Accounts payable	$ 82,524	$ 83,934	$ 53,335	$ 58,894	$ 135,859	$ 142,828
Accrued payroll	39,729	34,278	8,812	7,068	48,541	41,346
Deferred tax, grant and subvention revenues	26,880	30,151	19,371	31,620	46,251	61,771
Due to other funds	1,857	892	77,614	88,969	79,471	89,861
Agency obligations	-	-	40	138	40	138
Deferred credits and other liabilities	144,541	112,180	267,899	241,126	412,440	353,306
Bonds, loans, capital leases, and other payables	-	-	150,000	50,000	150,000	50,000
Total liabilities	295,531	261,435	577,071	477,815	872,602	739,250
Fund balances:						
Reserved for rainy day	48,139	55,139	-	-	48,139	55,139
Reserved for assets not available for appropriation	9,031	7,142	17,683	17,443	26,714	24,585
Reserved for debt service	-	-	45,540	18,800	45,540	18,800
Reserved for encumbrances	57,762	42,501	97,920	142,784	155,682	185,285
Reserved for appropriation carryforward	36,198	35,754	549,571	287,690	585,769	323,444
Reserved for subsequent years' budgets	22,351	6,242	8,004	8,005	30,355	14,247
Unreserved (deficit), reported in:						
General fund	134,199	63,657	-	-	134,199	63,657
Special revenue funds	-	-	30,809	19,043	30,809	19,043
Capital project funds	-	-	7,193	10,048	7,193	10,048
Permanent fund	-	-	3,856	3,326	3,856	3,326
Total fund balances	307,680	210,435	760,576	507,139	1,068,256	717,574
Total liabilities and fund balances	$ 603,211	$ 471,870	$ 1,337,647	$ 984,954	$ 1,940,858	$ 1,456,824

The notes to the financial statements are an integral part of this statement.

City and County of San Francisco

Reconciliation of the Governmental Funds Balance Sheet to the Statement of Net Assets
June 30, 2005
(In Thousands)

Fund balances - total governmental funds	$ 1,068,256
Amounts reported for governmental activities in the statement of net assets are different because:	
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.	2,367,571
Bond issue costs are not financial resources and, therefore, are not reported in the funds.	13,200
Long-term liabilities, including bonds payable, are not due and payable in the current period and therefore are not reported in the funds.	(2,040,886)
Interest on long-term debt is not accrued in the funds, but rather is recognized as an expenditure when due.	(6,517)
Because the focus of governmental funds is on short-term financing, some assets will not be available to pay for current period expenditures. Those assets are offset by deferred revenue in the funds.	311,076
Internal service funds are used by management to charge the costs of capital lease financing, fleet management, printing and mailing services, and information systems to individual funds. The assets and liabilities of internal service funds are included in governmental activities in the statement of net assets.	(211,618)
Net assets of governmental activities	$ 1,501,082

The notes to the financial statements are an integral part of this statement.

CITY AND COUNTY OF SAN FRANCISCO

Statement of Revenues, Expenditures and Changes in Fund Balances Governmental Funds

Year ended June 30, 2005
(with comparative financial information as of June 30, 2004)

(In Thousands)

	General Fund		Other Governmental Funds		Total Governmental Funds	
	2005	2004	2005	2004	2005	2004
Revenues:						
Property taxes	$ 705,949	$ 547,819	$ 212,696	$ 173,618	$ 918,645	$ 721,437
Business taxes	292,172	264,351	591	481	292,763	264,832
Other local taxes	428,244	403,549	109,841	105,906	538,085	509,455
Licenses, permits and franchises	19,427	17,501	6,515	6,287	25,942	23,788
Fines, forfeitures and penalties	9,536	22,158	2,973	3,025	12,509	25,183
Interest and investment income	8,374	3,222	19,894	8,408	28,268	11,630
Rents and concessions	20,468	17,497	28,982	26,528	49,450	44,025
Intergovernmental:						
Federal	165,739	163,047	183,025	181,108	348,764	344,155
State	438,697	497,196	84,240	133,757	522,937	630,953
Other	99	-	25,684	18,259	25,783	18,259
Charges for services	115,812	95,951	125,938	121,696	241,750	217,647
Other	12,277	29,564	45,210	27,580	57,487	57,144
Total revenues	2,216,794	2,061,855	845,589	806,653	3,062,383	2,868,508
Expenditures:						
Current:						
Public protection	697,450	670,729	41,044	26,937	738,494	697,666
Public works, transportation and commerce	60,628	58,711	135,268	106,844	195,896	165,555
Human welfare and neighborhood development	503,874	488,853	141,025	173,947	644,899	662,800
Community health	413,110	413,725	87,940	99,189	501,050	512,914
Culture and recreation	87,023	92,978	151,999	180,185	239,022	273,163
General administration and finance	120,400	128,135	14,718	19,860	135,118	147,995
General City responsibilities	62,185	74,257	614	366	62,799	74,623
Debt service:						
Principal retirement	-	-	80,306	78,831	80,306	78,831
Interest and fiscal charges	-	-	61,524	61,886	61,524	61,886
Bond issuance costs	-	374	4,842	976	4,842	1,350
Capital outlay	-	-	130,224	165,872	130,224	165,872
Total expenditures	1,944,670	1,927,762	849,504	914,893	2,794,174	2,842,655
Excess (deficiency) of revenues over expenditures	272,124	134,093	(3,915)	(108,240)	268,209	25,853
Other financing sources (uses):						
Transfers in	152,288	121,491	119,265	98,123	271,553	219,614
Transfers out	(330,230)	(277,464)	(183,193)	(194,342)	(513,423)	(471,806)
Issuance of bonds and loans						
Face value of bonds issued	-	29,480	346,225	87,165	346,225	116,645
Face value of loans issued	-	-	500	2,156	500	2,156
Premium on issuance of bonds	-	358	11,989	1,053	11,989	1,411
Payment to refunded bond escrow agent	-	-	(38,913)	(65,802)	(38,913)	(65,802)
Other financing sources-capital leases	3,063	6,165	1,479	-	4,542	6,165
Total other financing sources (uses)	(174,879)	(119,970)	257,352	(71,647)	82,473	(191,617)
Net change in fund balances	97,245	14,123	253,437	(179,887)	350,682	(165,764)
Fund balances at beginning of year	210,435	196,312	507,139	687,026	717,574	883,338
Fund balances at end of year	$ 307,680	$ 210,435	$ 760,576	$ 507,139	$ 1,068,256	$ 717,574

The notes to the financial statements are an integral part of this statement.

City and County of San Francisco

Reconciliation of the Statement of Revenues, Expenditures, and Changes in Fund Balances of Governmental Funds to the Statement of Activities

Year ended June 30, 2005

(In Thousands)

Net change in fund balances - total governmental funds	$ 350,682
Amounts reported for governmental activities in the statement of activities are different because:	
Governmental funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. This is the amount by which capital outlays exceeded depreciation in the current period.	55,963
Some expenses reported in the statement of activities do not require the use of current financial resources and therefore are not reported as expenditures in governmental funds. This is the amount by which the increase in certain liabilities reported in the statement of net assets of the previous year exceeded expenses reported in the statement of activities that do not require the use of current financial resources.	(1,553)
Property tax revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds.	1,669
Some other revenues that do not provide current financial resources are not reported as revenues in the governmental funds but are recognized in the statement of activities.	4,573
Governmental funds report expenditures pertaining to the establishment of certain deferred credits related to long-term loans made. These deferred credits are not reported on the statement of net assets and, therefore, the corresponding expense is not reported on the statement of activities. Governmental funds also defer recognition of revenues that do not provide current financial resources.	14,278
Lease payments on the Moscone Convention Center (including both principal and interest) are reported as expenditures in the governmental funds when paid. For the City as a whole, however, the principal portion of the payments serve to reduce the liability in the statement of net assets. This is the principal amount of property rent payments expended in the governmental funds in the current period.	17,689
Bond issue costs are reported in the governmental funds when paid, and are capitalized and amortized in the statement of activities. This is the amount by which current year bond issue costs exceed amortization expense in the current period.	4,290
The issuance of long-term debt and capital leases provides current financial resources to governmental funds, while the repayment of the principal of long-term debt and capital leases consume the current financial resources of governmental funds. These transactions, however, have no effect on net assets. This is the amount by which bond and other debt proceeds exceeded principal retirement in the current period.	(227,506)
Bond premiums and discounts are expended in the governmental funds when the bonds are issued, and are capitalized and amortized in the statement of net assets. This is the net amount of bond premiums capitalized during the current period.	(11,989)
Interest expense in the statement of activities differs from the amount reported in the governmental funds because of additional accrued and accreted interest; amortization of bond discounts, premiums and refunding losses; and change in the accrual of arbitrage liabilities.	(21,643)
The net revenues of certain activities of internal service funds is reported with governmental activities.	7,888
Changes in net assets of governmental activities	$ 194,341

The notes to the financial statements are an integral part of this statement.

CITY AND COUNTY OF SAN FRANCISCO

Budgetary Comparison Statement - General Fund

Year ended June 30, 2005

(In Thousands)

	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)
Budgetary fund balance, July 1	$ 62,830	$ 222,611	$ 222,611	$ -
Resources (inflows):				
Property taxes	645,495	645,495	710,486	64,991
Business taxes	295,230	295,230	292,171	(3,059)
Other local taxes:				
Sales tax	90,930	90,930	94,689	3,759
Hotel room tax	94,422	94,421	108,913	14,492
Utility users tax	66,290	66,290	72,574	6,284
Parking tax	32,130	32,074	33,090	1,016
Other local taxes	97,674	97,674	118,978	21,304
Licenses, permits, and franchises:				
Licenses and permits	5,839	5,839	6,637	798
Franchise tax	10,293	10,293	12,790	2,497
Fines, forfeitures, and penalties	12,111	12,196	9,536	(2,660)
Interest and investment income	6,300	6,490	12,590	6,100
Rents and concessions:				
Garages - Recreation and Park	7,786	7,831	8,061	230
Rents and concessions - Recreation and Park	12,590	12,590	10,938	(1,652)
Other rents and concessions	1,482	1,481	1,469	(12)
Intergovernmental:				
Federal subventions:				
Health and social service subventions	172,399	180,994	165,004	(15,990)
Other grants and subventions	3,656	3,736	735	(3,001)
State subventions:				
Social service subventions	92,899	83,230	92,592	9,362
Health and welfare realignment	99,553	103,346	102,547	(799)
Health/mental health subventions	145,089	144,864	156,090	11,226
Public safety sales tax	62,870	62,870	65,671	2,801
Motor vehicle in-lieu - county	15,240	15,240	3,675	(11,565)
Other grants & subventions	18,465	18,541	17,819	(722)
Other	-	149	83	(66)
Charges for services:				
General government service charges	41,281	41,196	40,143	(1,053)
Public safety service charges	17,632	17,632	17,841	209
Recreation charges - Recreation and Park	8,389	8,389	6,254	(2,135)
MediCal, MediCare and health service charges	52,490	52,420	51,885	(535)
Other financing sources:				
Transfers from other funds	155,643	161,840	143,907	(17,933)
Proceeds from issuance of bonds and loans	597	596	-	(596)
Other resources (inflows)	28,952	29,061	14,276	(14,785)
Total amounts available for appropriation	$ 2,356,557	$ 2,525,549	$ 2,594,055	$ 68,506

(Continued)

The notes to the financial statements are an integral part of this statement.

CITY AND COUNTY OF SAN FRANCISCO

Budgetary Comparison Statement - General Fund *(Continued)*

Year ended June 30, 2005

(In Thousands)

	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)
Charges to appropriations (outflows):				
Public Protection				
Administrative Services - Animal Care and Control	$ 3,050	$ 3,052	$ 3,013	$ 39
Administrative Services - Consumer Assurance	183	232	232	-
Administrative Services - Medical Examiner	4,545	4,578	4,458	120
Adult Probation	9,376	9,351	9,351	-
District Attorney	23,899	23,622	23,445	177
Fire Department	190,335	192,216	189,908	2,308
Juvenile Probation	29,100	30,489	30,070	419
Mayor - Office of the Emergency Services	-	152	152	-
Police Department	251,814	263,045	262,559	486
Public Defender	16,337	17,117	17,101	16
Sheriff	128,657	120,905	120,313	592
Trial Courts	33,737	34,329	34,284	45
Public Works Transportation and Commerce				
Board of Appeals	466	467	452	15
Business and Economic Development	1,913	1,563	1,377	186
Clean Water	196	192	139	53
Department of Public Works	24,591	26,001	24,398	1,603
Emergency Communications	30,641	33,555	32,932	623
Parking and Traffic Commission	-	52	35	17
Telecommunications and Information Services	1,315	1,420	1,210	210
Human Welfare and Neighborhood Development				
Children, Youth and Their Families	11,567	11,875	11,343	532
Commission on the Status of Women	2,115	2,131	2,016	115
County Education Office	69	69	69	-
Environment	861	1,778	1,530	248
Human Rights Commission	1,177	1,241	1,187	54
Human Services	508,847	508,793	487,624	21,169
Public Health	426,848	419,404	413,110	6,294
Culture and Recreation				
Academy of Sciences	1,673	1,673	1,668	5
Art Commission	5,773	5,698	5,696	2
Asian Art Museum	5,837	5,772	5,657	115
Fine Arts Museum	5,075	5,077	4,999	78
Law Library	518	537	479	58
Administrative Services - Grants for the Arts	12,976	12,731	12,032	699
Recreation and Park Commission	62,945	60,757	55,119	5,638
General Administration and Finance				
Administrative Services	13,173	12,415	12,415	-
Assessor/Recorder	9,238	8,928	8,433	495
Board of Supervisors	9,323	8,694	8,429	265

(Continued)

The notes to the financial statements are an integral part of this statement.

CITY AND COUNTY OF SAN FRANCISCO
Budgetary Comparison Statement - General Fund *(Continued)*
Year ended June 30, 2005
(In Thousands)

	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)
City Attorney	6,454	5,477	4,986	491
City Planning	15,623	14,169	14,168	1
Civil Service	549	555	553	2
Controller	18,416	18,885	18,750	135
Elections	7,109	10,324	10,322	2
Ethics Commission	1,722	1,809	1,777	32
Human Resources	15,692	16,337	16,184	153
Mayor	6,502	6,216	6,216	-
Retirement Services	342	190	190	-
Treasurer/Tax Collector	18,465	18,667	17,881	786
General City Responsibilities				
General City Responsibilities	59,365	62,400	62,375	25
Other financing uses:				
Debt Service	2,439	141	-	141
Transfers to other funds	309,304	339,436	328,010	11,426
Budgetary reserves and designations	66,405	13,487	684	12,803
Total charges to appropriations	2,356,557	2,338,004	2,269,331	68,673
Budgetary fund balance, June 30	$ -	$ 187,545	$ 324,724	$ 137,179

Explanation of differences between budgetary inflows and outflows, and GAAP revenues and expenditures:

Sources/inflows of resources	
Actual amounts (budgetary basis) "available for appropriation"	$2,594,055
Difference - budget to GAAP:	
The fund balance at the beginning of the year is a budgetary resource but is not a current year revenue for financial reporting purposes	(222,611)
Property tax revenue - Teeter Plan	(4,537)
Unrealized loss on investment	(53)
Interest revenue reclassified as transfers and other revenues	(4,162)
Other revenues reclassified	(1,991)
Transfers from other funds are inflows of budgetary resources but are not revenues for financial reporting purposes	(143,907)
Total revenues as reported on the statement of revenues, expenditures, and changes in fund balances - governmental funds	$2,216,794
Uses/outflows of resources	
Actual amounts (budgetary basis) "total charges to appropriations"	$2,269,331
Difference - budget to GAAP:	
Capital asset purchases funded under capital leases with Finance Corporation	3,859
Other budget to GAAP differences	(510)
Transfers to other funds are outflows of budgetary resources but are not expenditures for financial reporting purposes	(328,010)
Total expenditures as reported on the statement of revenues, expenditures, and changes in fund balances - governmental funds	$1,944,670

The notes to the financial statements are an integral part of this statement.

CITY AND COUNTY OF SAN FRANCISCO
Statement of Net Assets - Proprietary Funds
June 30, 2005
(with comparative financial information as of June 30, 2004)
(In Thousands)

	Business-type Activities - Enterprise Funds											Governmental Activities-Internal Service Funds	
	Major Funds								Other Fund	Total			
	San Francisco International Airport	Water Department	Hetch Hetchy Water and Power	Municipal Transportation Agency	General Hospital Medical Center	Clean Water Program	Port of San Francisco	Laguna Honda Hospital	Market Corporation	2005	2004	2005	2004
ASSETS													
Current Assets:													
Deposits and investments with City Treasury	$ 264,061	$ 136,065	$ 92,966	$ 19,596	$ 26,360	$ 46,167	$ 66,096	$ -	$ -	$ 651,311	$ 674,887	$ 8,196	$ 6,705
Deposits and investments outside City Treasury	10	40	10	5,380	10	-	5	1	2,561	8,017	8,295	16,057	25,725
Receivables (net of allowance for uncollectible amounts of $29,030 and $18,185 in 2005 and 2004, respectively):													
Federal and state grants and subventions	-	125	126	49,362	1,388	-	1,906	-	-	52,907	47,026	-	-
Charges for services	27,791	24,604	16,210	3,386	27,689	22,044	3,504	23,227	8	148,463	139,538	-	-
Interest and other	2,418	874	262	18,200	20,320	181	-	-	-	42,255	45,815	457	583
Loans receivable	-	-	130	-	-	-	-	-	-	130	85	18,862	19,046
Due from other funds	-	2,593	14,335	36,411	-	-	-	-	-	53,339	60,501	2,301	-
Inventories	48	1,860	270	42,959	5,122	-	1,174	1,441	-	52,874	47,864	-	-
Deferred charges and other assets	1,902	-	-	1,137	-	-	581	-	24	3,644	17,615	148	149
Restricted assets:													
Deposits and investments with City Treasury	11,590	-	-	-	-	-	4,344	29,351	-	45,285	15,732	-	-
Deposits and investments outside City Treasury	46,667	-	-	-	-	-	5,038	-	45	51,750	47,121	-	-
Grants and other receivables	1,115	-	-	-	-	-	-	-	-	1,115	740	-	-
Total current assets	355,602	166,161	124,309	176,431	80,889	68,392	82,648	54,020	2,638	1,111,090	1,105,219	46,021	52,208
Noncurrent assets:													
Deferred charges and other assets	52,127	3,888	-	2,111	-	3,209	3,719	-	-	65,054	69,069	2,403	2,592
Loans receivable	-	-	587	-	-	-	-	-	-	587	768	212,958	227,766
Restricted assets:													
Deposits and investments with City Treasury	166,572	80,767	-	32,844	-	103,256	-	-	-	383,439	407,740	-	-
Deposits and investments outside City Treasury	172,833	14,316	-	26,591	12	2	2,023	828	82	216,687	278,665	-	-
Grants and other receivables	27,472	286	-	5,313	-	302	-	223	-	33,596	22,764	-	-
Capital assets:													
Land and other assets not being depreciated	47,358	139,792	55,121	405,448	3,225	55,726	139,846	68,833	-	915,349	834,550	-	-
Facilities, infrastructrure, and equipment, net of depreciation	3,712,665	672,373	211,888	1,485,779	50,225	1,243,219	113,125	8,142	5,048	7,502,464	7,648,775	4,155	2,955
Total capital assets	3,760,023	812,165	267,009	1,891,227	53,450	1,298,945	252,971	76,975	5,048	8,417,813	8,483,325	4,155	2,955
Total noncurrent assets	4,179,027	911,422	267,596	1,958,086	53,462	1,405,714	258,713	78,026	5,130	9,117,176	9,262,331	219,516	233,313
Total assets	4,534,629	1,077,583	391,905	2,134,517	134,351	1,474,106	341,361	132,046	7,768	10,228,266	10,367,550	265,537	285,521

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
Statement of Revenues, Expenses, and Changes in Fund Net Assets
Proprietary Funds
Year ended June 30, 2005
(with comparative financial information as of June 30, 2004)
(In Thousands)

Business-type Activities - Enterprise Funds

	Major Funds: San Francisco International Airport	Major Funds: Water Department	Major Funds: Hetch Hetchy Water and Power	Major Funds: Municipal Transportation Agency	Major Funds: General Hospital Medical Center	Major Funds: Clean Water Program	Major Funds: Port of San Francisco	Major Funds: Laguna Honda Hospital	Other Fund: Market Corporation	Total 2005	Total 2004	Governmental Activities-Internal Service Funds 2005	Governmental Activities-Internal Service Funds 2004
Operating revenues:													
Aviation	$ 303,015	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ 303,015	$ 325,256	$ -	$ -
Water and power service	-	173,884	121,604	-	-	-	-	-	-	295,488	280,903	-	-
Passenger fees	-	-	-	120,193	-	-	-	-	-	120,193	114,232	-	-
Net patient service revenue	-	-	-	-	363,594	-	-	116,061	-	479,655	438,107	-	-
Sewer service	-	-	-	-	-	144,348	-	-	-	144,348	133,160	-	-
Rents and concessions	74,496	7,898	236	25,855	2,273	-	46,491	-	-	157,249	150,864	-	-
Parking and transportation	56,686	-	-	33,942	-	-	8,600	-	-	99,228	93,751	-	-
Charges for services	-	-	-	2,028	-	-	-	-	-	2,028	571	92,150	97,416
Other revenues	43,117	3,053	10,463	5,895	11,202	4,540	2,428	466	1,462	82,626	77,940	-	-
Total operating revenues	477,314	184,835	132,303	187,913	377,069	148,888	57,519	116,527	1,462	1,683,830	1,614,784	92,150	97,416
Operating expenses:													
Personal services	141,092	53,683	21,044	417,118	247,248	37,782	43,786	131,041	-	1,092,794	1,082,546	40,203	40,643
Contractual services	48,661	5,235	4,905	42,916	109,574	6,227	-	4,856	376	222,750	204,426	28,861	32,596
Light, heat and power	18,474	-	49,283	1,103	-	-	-	-	74	68,934	80,599	-	-
Materials and supplies	6,527	8,293	1,754	32,417	50,514	8,283	-	11,776	-	119,564	108,019	14,421	14,958
Depreciation and amortization	161,641	40,112	10,759	118,440	6,655	37,800	9,967	1,023	282	386,679	351,854	1,119	1,218
General and administrative	2,619	28,376	19,544	58,292	752	22,249	-	-	216	132,048	114,449	450	537
Services provided by other departments	12,335	32,146	3,099	33,729	27,065	23,234	-	5,743	-	137,351	128,647	4,088	3,598
Other	27,644	8,608	6,295	3,034	191	3,715	-	399	107	49,993	46,147	2,279	1,294
Total operating expenses	418,993	176,453	116,683	707,049	441,999	139,290	53,753	154,838	1,055	2,210,113	2,116,687	91,421	94,844
Operating income (loss)	58,321	8,382	15,620	(519,136)	(64,930)	9,598	3,766	(38,311)	407	(526,283)	(501,903)	729	2,572
Nonoperating revenues (expenses):													
Operating grants:													
Federal	-	-	211	23,565	-	-	-	-	-	23,776	18,870	-	-
State / other	-	112	123	88,038	68,758	-	-	-	-	157,031	150,897	-	-
Interest and investment income	19,171	5,093	1,423	2,221	14	3,093	1,698	529	26	33,268	17,620	6,468	5,340
Interest expense	(209,452)	(21,395)	-	(4,684)	(850)	(21,360)	(1,144)	(473)	-	(259,358)	(265,012)	(6,523)	(5,467)
Other, net	63,160	1,401	3,463	139,562	11,524	438	(44)	17,598	-	237,102	237,692	8	-
Total nonoperating revenues (expenses)	(127,121)	(14,789)	5,220	248,702	79,446	(17,829)	510	17,654	26	191,819	160,067	(47)	(127)
Income (loss) before capital contributions, transfers and special items	(68,800)	(6,407)	20,840	(270,434)	14,516	(8,231)	4,276	(20,657)	433	(334,464)	(341,836)	682	2,445
Capital Contributions	34,893	-	-	45,330	-	-	13,501	-	-	93,724	94,818	-	-
Transfers in	4,611	-	1,628	232,676	78,940	1,922	-	39,239	-	359,016	349,192	270	255
Transfers out	(19,677)	-	-	(12,298)	(83,686)	(1,676)	-	(79)	-	(117,416)	(97,255)	-	-
Net income (loss) before special item	(48,973)	(6,407)	22,468	(4,726)	9,770	(7,985)	17,777	18,503	433	860	4,919	952	2,700
Special item	(50,043)	-	-	-	-	-	3,685	-	-	(46,358)	9,245	-	-
Change in net assets	(99,016)	(6,407)	22,468	(4,726)	9,770	(7,985)	21,462	18,503	433	(45,498)	14,164	952	2,700
Net assets (deficit) at beginning of year	456,611	439,422	347,934	1,753,449	38,665	923,052	275,960	70,909	6,975	4,312,977	4,298,813	(2,429)	(5,129)
Net assets (deficit) at end of year	$ 357,595	$ 433,015	$ 370,402	$ 1,748,723	$ 48,435	$915,067	$ 297,422	$ 89,412	$ 7,408	$4,267,479	$4,312,977	$ (1,477)	$ (2,429)

The notes to the financial statements are an integral part of this statement.

CITY AND COUNTY OF SAN FRANCISCO
Statement of Net Assets - Proprietary Funds *(Continued)*
June 30, 2005
(with comparative financial information as of June 30, 2004)
(In Thousands)

Business-type Activities - Enterprise Funds

	Major Funds: San Francisco International Airport	Major Funds: Water Department	Major Funds: Hetch Hetchy Water and Power	Major Funds: Municipal Transportation Agency	Major Funds: General Hospital Medical Center	Major Funds: Clean Water Program	Major Funds: Port of San Francisco	Major Funds: Laguna Honda Hospital	Other Fund: Market Corporation	Total 2005	Total 2004	Governmental Activities-Internal Service Funds 2005	Governmental Activities-Internal Service Funds 2004
LIABILITIES													
Current liabilities:													
Accounts payable	20,064	10,169	12,638	49,535	17,548	4,323	3,971	4,565	216	123,029	128,728	7,237	5,466
Accrued payroll	5,098	4,221	772	14,860	8,538	1,553	754	4,616	-	40,412	35,024	1,385	1,265
Accrued vacation and sick leave pay	5,928	4,755	988	13,810	8,167	2,173	922	4,881	-	41,624	40,694	1,828	1,808
Accrued workers' compensation	1,339	2,159	500	25,289	4,550	967	547	2,654	-	38,005	40,108	241	263
Estimated claims payable	812	1,225	432	16,836	-	2,241	957	-	-	22,503	15,463	-	-
Due to other funds	1,052	2,655	-	3,457	1,140	-	-	8,537	-	16,841	28,082	1,374	859
Deferred credits and other liabilities	37,100	18,813	1,177	4,627	19,024	-	2,605	652	45	84,043	117,002	19,731	27,205
Accrued interest payable	-	4,240	-	451	-	6,801	139	-	-	11,631	11,756	1,082	986
Bonds, loans, capital leases, and other payables	65,938	94,790	101	7,637	653	15,914	80	499	-	185,612	128,851	18,310	18,910
Liabilities payable from restricted assets:													
Bonds, loans, capital leases, and other payables	13,188	-	-	-	-	-	3,390	-	-	16,578	17,013	-	-
Accrued interest payable	31,938	-	-	-	-	-	302	-	-	32,240	34,807	-	-
Other	10,728	10,767	-	861	12	455	4,673	920	-	28,416	30,390	-	-
Total current liabilities	193,185	153,794	16,608	137,363	59,632	34,427	18,340	27,324	261	640,934	627,918	51,188	56,762
Noncurrent liabilities:													
Accrued vacation and sick leave pay	5,562	4,829	881	10,290	6,069	1,922	770	3,371	-	33,694	33,196	1,894	1,875
Accrued workers' compensation	3,780	8,192	1,950	90,063	18,349	3,707	2,179	10,398	-	138,618	143,388	910	953
Estimated claims payable	33	4,061	1,570	32,930	-	6,851	770	-	-	46,215	32,168	-	-
Deferred credits and other liabilities	-	2,245	-	34,260	-	9	2,796	-	99	39,409	46,402	-	-
Bonds, loans, capital leases, and other payables	3,974,474	471,447	494	80,888	1,866	512,123	19,084	1,541	-	5,061,917	5,171,501	213,022	228,360
Total noncurrent liabilities	3,983,849	490,774	4,895	248,431	26,284	524,612	25,599	15,310	99	5,319,853	5,426,655	215,826	231,188
Total liabilities	4,177,034	644,568	21,503	385,794	85,916	559,039	43,939	42,634	360	5,960,787	6,054,573	267,014	287,950
NET ASSETS													
Invested in capital assets, net of related debt	(112,954)	296,107	267,009	1,801,930	50,931	772,188	236,256	74,935	5,048	3,391,450	3,421,410	3,561	1,511
Restricted:													
Debt service	163,758	13,791	-	23,650	-	807	-	-	-	202,006	242,537	-	-
Capital projects	17,877	17,149	-	3,887	-	98,002	-	24,316	-	161,231	128,387	-	-
Other purposes	-	-	-	42,658	8	-	21,848	2,112	127	66,753	61,241	-	-
Unrestricted (deficit)	288,914	105,968	103,393	(123,402)	(2,504)	44,070	39,318	(11,951)	2,233	446,039	459,402	(5,038)	(3,940)
Total net assets (deficit)	$ 357,595	$ 433,015	$ 370,402	$ 1,748,723	$ 48,435	$915,067	$297,422	$ 89,412	$ 7,408	$4,267,479	$4,312,977	$ (1,477)	$ (2,429)

The notes to the financial statements are an integral part of this statement.

CITY AND COUNTY OF SAN FRANCISCO

Statement of Cash Flows
Proprietary Funds

Year ended June 30, 2005
(with comparative financial information as of June 30, 2004)
(In Thousands)

	Business-type Activities - Enterprise Funds: Major Funds: San Francisco International Airport	Major Funds: Water Department	Major Funds: Hetch Hetchy Water and Power	Major Funds: Municipal Transportation Agency	Major Funds: General Hospital Medical Center	Major Funds: Clean Water Program	Major Funds: Port of San Francisco	Major Funds: Laguna Honda Hospital	Other Fund: Market Corporation	Total 2005	Total 2004	Governmental Activities-Internal Service Funds 2005	Governmental Activities-Internal Service Funds 2004
Cash flows from operating activities:													
Cash received from customers, including cash deposits	$ 489,079	$ 167,267	$ 121,138	$ 215,223	$ 400,373	$ 146,111	$ 9,064	$ 106,043	$ 1,462	$ 1,655,760	$ 1,608,828	$ 107,964	$ 113,158
Cash received from tenants for rent	-	8,463	236	2,233	2,273	-	46,760	-	-	59,965	59,682	-	-
Cash paid to employees for services	(140,238)	(51,805)	(20,375)	(420,059)	(245,121)	(36,230)	(19,575)	(131,522)	(189)	(1,065,114)	(1,058,130)	(40,109)	(41,609)
Cash paid to suppliers for goods and services	(102,363)	(72,387)	(90,216)	(166,037)	(187,195)	(56,166)	(22,144)	(21,251)	(523)	(718,282)	(704,686)	(52,464)	(57,248)
Cash paid for judgements and claims	-	(4,223)	(2,158)	(7,490)	-	(1,421)	-	-	-	(15,292)	(13,334)	-	-
Net cash provided by (used in) operating activities	246,478	47,315	8,625	(376,130)	(29,670)	52,294	14,105	(46,730)	750	(82,963)	(107,640)	15,391	14,301
Cash flows from noncapital financing activities:													
Operating grants	-	112	2,691	218,650	68,784	180	-	32	-	290,449	300,462	-	-
Transfers in	4,611	-	1,628	154,019	78,940	1,922	-	38,883	-	280,003	246,788	270	255
Transfers out	(19,677)	-	-	(12,298)	(83,686)	(1,676)	-	(79)	-	(117,416)	(98,385)	-	-
Transit Impact Development fees received	-	-	-	426	-	-	-	-	-	426	559	-	-
Other noncapital increases	-	-	-	16,404	-	-	-	3,428	-	19,832	10,775	-	-
Other noncapital decreases	(3,555)	-	-	(10,568)	(3,317)	-	-	-	-	(17,440)	(3,104)	-	-
Net cash provided by (used in) noncapital financing activities	(18,621)	112	4,319	366,633	60,721	426	-	42,264	-	455,854	457,095	270	255
Cash flows from capital financing activities:													
Capital grants	21,840	-	-	57,157	-	-	2,404	17,566	-	98,967	129,830	-	-
Transfers in	-	-	-	78,657	-	-	-	-	-	78,657	103,246	-	-
Bond sale proceeds and loans received	2,002	-	-	-	-	-	20,311	-	-	22,313	1,643	-	9,530
Proceeds from sale of capital assets	-	91	15	17	-	-	113	-	-	236	9,033	-	-
Proceeds from commercial paper borrowings	-	55,000	-	-	-	-	-	-	-	55,000	25,000	-	-
Proceeds from passenger facility charges	63,385	-	-	-	-	-	-	-	-	63,385	56,326	-	-
Acquisition of capital assets	(85,391)	(106,484)	(20,821)	(133,181)	(2,543)	(29,582)	(10,554)	(12,140)	(74)	(400,770)	(419,037)	(1,850)	(188)
Retirement of capital leases, bonds and loans	(78,555)	(14,055)	-	(7,032)	(1,312)	(15,413)	(28,058)	(62)	-	(144,487)	(147,600)	(15,910)	(18,289)
Bond issue costs paid	(3,743)	-	-	(41)	-	-	(308)	-	-	(4,092)	(988)	(74)	(112)
Interest paid on debt	(207,897)	(24,750)	-	(4,535)	(850)	(21,937)	(1,386)	(117)	-	(261,472)	(260,888)	(6,216)	(5,320)
Other capital financing increases	3,225	-	-	-	-	-	4,650	-	-	7,875	72,984	-	-
Other capital financing decreases	(5,473)	-	(98)	(672)	-	-	(1,054)	-	-	(7,297)	(83,651)	-	-
Net cash provided by (used in) capital financing activities	(290,607)	(90,198)	(20,904)	(9,630)	(4,705)	(66,932)	(13,882)	5,247	(74)	(491,685)	(514,102)	(24,050)	(14,379)
Cash flows from investing activities:													
Purchases of investments with trustees	(1,842,811)	(38,469)	-	(302)	-	(17,756)	(2,018)	-	-	(1,901,356)	(1,694,790)	-	-
Proceeds from sale of investments with trustees	1,876,940	37,994	-	1,285	-	50,286	-	-	-	1,966,505	1,720,079	-	-
Proceeds from sale of restricted deposits and investments	-	-	-	-	-	-	-	-	-	-	19,933	-	-
Interest income received	8,985	4,908	2,614	2,161	14	2,837	1,586	529	26	23,660	25,532	423	(7)
Other investing activities	-	2,614	3,459	(389)	-	1,006	-	(212)	-	6,478	8,306	(211)	-
Net cash provided by (used in) investing activities	43,114	7,047	6,073	2,755	14	36,373	(432)	317	26	95,287	79,060	212	(7)
Net increase (decrease) in cash and cash equivalents	(19,636)	(35,724)	(1,887)	(16,372)	26,360	22,161	(209)	1,098	702	(23,507)	(85,587)	(8,177)	170
Cash and cash equivalents-beginning of year	461,099	252,596	94,863	74,602	10	127,262	74,931	28,254	1,986	1,115,603	1,201,190	32,430	32,260
Cash and cash equivalents-end of year	$ 441,463	$ 216,872	$ 92,976	$ 58,230	$ 26,370	$ 149,423	$ 74,722	$ 29,352	$ 2,688	$ 1,092,096	$ 1,115,603	$ 24,253	$ 32,430

(Continued)

The notes to the financial statements are an integral part of this statement.

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CITY AND COUNTY OF SAN FRANCISCO
Statement of Cash Flows *(Continued)*
Proprietary Funds
Year ended June 30, 2005
(with comparative financial information as of June 30, 2004)
(In Thousands)

	Business-type Activities - Enterprise Funds											Governmental Activities-Internal Service Funds	
	Major Funds								Other Fund				
	San Francisco Interna-tional Airport	Water Department	Hetch Hetchy Water and Power	Municipal Transportation Agency	General Hospital Medical Center	Clean Water Program	Port of San Francisco	Laguna Honda Hospital	Market Corporation	Total 2005	Total 2004	2005	2004
Reconciliation of operating income (loss) to net cash provided by (used in) operating activities:													
Operating income (loss)	$ 58,321	$ 8,382	$ 15,620	$ (519,136)	$ (64,930)	$ 9,598	$ 3,766	$ (38,311)	$ 407	$ (526,283)	$ (501,709)	$ 729	$ 2,572
Adjustments for non-cash activities:													
Depreciation and amortization	168,315	40,112	10,759	118,440	6,655	37,800	9,967	1,023	282	393,353	355,443	1,119	1,218
Provision for uncollectibles	1,167	-	871	1,404	-	2	918	-	-	4,362	29,057	-	-
Write-off of capital assets	9,193	14,074	3,303	-	-	-	-	-	-	26,570	187	-	-
Other	6,033	(5,634)	-	10,242	-	1,702	(366)	-	-	11,977	5,968	8	-
Changes in assets/liabilities:													
Receivables, net	6,684	2,767	(9,242)	2,276	21,195	(2,776)	(201)	(8,796)	-	11,907	(10,586)	15,187	15,741
Due from other funds	-	-	(29)	-	26	-	-	-	-	(3)	(10,292)	-	-
Inventories	52	(300)	(7)	(3,806)	(982)	-	96	(63)	-	(5,010)	746	-	-
Deferred charges and other assets	(617)	-	-	3,729	-	-	2,935	-	2	6,049	2,379	(26)	146
Accounts payable	8,330	2,252	(12,678)	862	1,883	1,057	(3,696)	1,587	80	(323)	18,267	1,384	236
Accrued payroll	976	755	135	1,266	1,549	366	(56)	246	-	5,237	(29,626)	120	(1,199)
Accrued vacation and sick leave pay	(86)	454	71	(119)	(94)	339	147	(972)	-	(260)	3,364	39	96
Accrued workers' compensation	(36)	(1,344)	174	(4,088)	672	(126)	387	245	-	(4,116)	14,341	(65)	137
Estimated claims payable	-	(3,253)	1,833	15,922	-	4,331	560	-	-	19,393	11,665	-	-
Due to other funds	-	380	(528)	372	-	-	(598)	(1,689)	-	(2,063)	(4,155)	-	-
Deferred credits and other liabilities	(11,854)	(11,330)	(1,657)	(3,494)	4,356	1	246	-	(21)	(23,753)	7,311	(3,104)	(4,646)
Total adjustments	188,157	38,933	(6,995)	143,006	35,260	42,696	10,339	(8,419)	343	443,320	394,069	14,662	11,729
Net cash provided by (used in) operating activities	$ 246,478	$ 47,315	$ 8,625	$ (376,130)	$ (29,670)	$ 52,294	$ 14,105	$ (46,730)	$ 750	$ (82,963)	$ (107,640)	$ 15,391	$ 14,301
Reconciliation of cash and cash equivalents to the statement of net assets:													
Deposits and investments with City Treasury:													
Unrestricted	$ 264,061	$ 136,065	$ 92,966	$ 19,596	$ 26,360	$ 46,167	$ 66,096	$ -	$ -	$ 651,311	$ 674,889	$ 8,196	$ 6,705
Restricted	177,582	80,767	-	32,844	-	103,256	4,344	29,351	-	428,144	422,574	-	-
Unrestricted deposits and investments outside City Treasury	10	40	10	5,380	10	-	5	1	2,561	8,017	8,294	16,057	25,725
Total deposits and investments	441,653	216,872	92,976	57,820	26,370	149,423	70,445	29,352	2,561	1,087,472	1,105,757	24,253	32,430
Add: Restricted deposits and investments outside City Treasury meeting the definition of cash equivalents	-	-	-	410	-	-	4,308	-	127	4,845	10,280	-	-
Less: Investments not meeting the definition of cash equivalents	(190)	-	-	-	-	-	(31)	-	-	(221)	(434)	-	-
Cash and cash equivalents at end of year on statement of cash flows	$ 441,463	$ 216,872	$ 92,976	$ 58,230	$ 26,370	$ 149,423	$ 74,722	$ 29,352	$ 2,688	$ 1,092,096	$ 1,115,603	$ 24,253	$ 32,430

The notes to the financial statements are an integral part of this statement.

CITY AND COUNTY OF SAN FRANCISCO
Statement of Fiduciary Net Assets
Fiduciary Funds
June 30, 2005
(In Thousands)

	Pension and Other Employee Benefit Trust Funds	Investment Trust Fund	Agency Funds
ASSETS			
Deposits and investments with City Treasury	$ 76,672	$ 321,101	$ 110,466
Deposits and investments outside City Treasury	13,230,007	-	-
Receivables:			
Payroll contribution	13,775	-	29,925
Interest and other	95,854	1,251	99,354
Invested securities lending collateral	1,600,111	-	-
Deferred charges and other assets	78	-	25,658
Total assets	15,016,497	322,352	$ 265,403
Liabilities			
Accounts payable	12,042	1,867	$ 44,518
Estimated claims payable	10,067	-	-
Agency obligations	-	-	220,885
Obligations under fixed coupon dollar reverse repurchase agreements	85,000	-	-
Payable to brokers	98,585	-	-
Securities lending collateral	1,600,111	-	-
Deferred credits and other liabilities	28,704	-	-
Total liabilities	1,834,509	1,867	$ 265,403
Net Assets			
Held in trust for pension and other employee benefits and external pool participants	$ 13,181,988	$ 320,485	

The notes to the financial statements are an integral part of this statement.

CITY AND COUNTY OF SAN FRANCISCO

Statement of Changes in Fiduciary Net Assets

Fiduciary Funds

Year ended June 30, 2005

(In Thousands)

	Pension and Other Employee Benefit Trust Funds	Investment Trust Fund
Additions:		
Employees' contributions	$ 226,522	$ -
Employer contributions	465,831	-
Contributions to pooled investments	-	2,487,745
Total contributions	692,353	2,487,745
Investment income:		
Interest	189,926	7,714
Dividends	121,030	-
Net increase in fair value of investments	1,245,892	-
Securities lending income	34,183	-
Fixed coupon dollar reverse repurchase agreement income	4,923	-
Total investment income	1,595,954	7,714
Less investment expenses:		
Securities lending borrower rebates and expenses	(27,135)	-
Fixed coupon dollar reverse repurchase finance charges and expenses	(4,556)	-
Other expenses	(28,228)	-
Total investment expenses	(59,919)	-
Total additions, net	2,228,388	2,495,459
Deductions:		
Benefit payments	975,976	-
Refunds of contributions	8,565	-
Distribution from pooled investments	-	2,380,091
Administrative expenses	10,593	-
Total deductions	995,134	2,380,091
Change in net assets	1,233,254	115,368
Net assets at beginning of year	11,948,734	205,117
Net assets at end of year	$ 13,181,988	$ 320,485

The notes to the financial statements are an integral part of this statement.

(1) THE FINANCIAL REPORTING ENTITY

San Francisco is a city and county chartered by the State of California and as such can exercise the powers as both a city and a county under state law. As required by generally accepted accounting principles, the accompanying financial statements present the City and County of San Francisco (the City or Primary Government) and its component units. The component units discussed below are included in the City's reporting entity because of the significance of their operations or financial relationships with the City.

As a government agency, the City is exempt from both federal income taxes and California State franchise taxes.

Blended Component Units

Following is a description of those legally separate component units for which the City is financially accountable that are blended with the Primary Government because of their individual governance or financial relationships to the City.

San Francisco County Transportation Authority (Authority) - The voters of the City created the Authority in 1989 to impose a voter-approved sales and use tax of one-half of one percent to fund essential traffic and transportation projects. A Board consisting of the eleven members of the City's Board of Supervisors serving ex officio governs the Authority. The operations of the Authority are reported within other governmental funds. Financial statements for the Authority can be obtained from their administrative offices at 100 Van Ness Avenue, 25th Floor, San Francisco, CA 94102.

San Francisco Finance Corporation (Finance Corporation) - The Finance Corporation was created in 1990 by a vote of the electorate to allow the City to lease-purchase $20 million (plus 5% per year growth) of equipment using tax-exempt obligations. Although legally separate from the City, the Finance Corporation is reported as if it were part of the primary government because its sole purpose is to provide lease financing to the City. The Finance Corporation is reported as an internal service fund. Financial statements for the Finance Corporation can be obtained from their administrative offices at City Hall, Room 336, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102.

San Francisco Parking Authority (Parking Authority) - The Parking Authority was created in October 1949 to provide services exclusively to the City. In accordance with Proposition D authorized by the City's electorate in November 1988, a City Charter amendment created the Parking and Traffic Commission (DPT). The DPT consists of five commissioners appointed by the mayor. Upon creation of the DPT, the responsibility to oversee the City's off-street parking operations was transferred from the Parking Authority to the DPT. The staff and fiscal operations of the Parking Authority were also incorporated into the DPT. Beginning on July 1, 2002, the responsibility for overseeing the operations of the DPT became the responsibility of the Municipal Transportation Agency (MTA) pursuant to Proposition E which was passed by the voters in November 1999. Separate financial statements are not prepared for the Parking Authority. Further information about the Parking Authority can be obtained from their administrative offices at 25 Van Ness Avenue, San Francisco, CA 94102.

Discretely Presented Component Units

San Francisco Redevelopment Agency (Agency) - The Agency is a public body, corporate and politic, organized and existing under the Community Redevelopment Law of the State of California. Seven commissioners who are appointed by the Mayor, subject to confirmation by the City's Board of Supervisors, govern it. The Agency has adopted as its mission the creation of affordable housing and economic development opportunities Citywide. Included in its financial data are the accounts of the San Francisco Redevelopment Financing Authority (SFRFA), a component unit of the Agency. The SFRFA is a separate joint-powers authority formed between the Agency and the City to facilitate the long-term financing of Agency activities. The Agency's governing commission serves as the Board of Directors of the SFRFA.

In fiscal year 2001-2002, the Public Initiatives Development Corporation (PIDC) was formed to develop affordable housing on the Agency's behalf. The Board of PIDC is comprised of management of the Agency and other appointed individuals. Future funding will be dependent on the Agency and as such, PIDC is reported as a blended component unit of the Agency. Activities during the year are predevelopment activities including design and financing of a 106 affordable units mixed-use development, expected to be complete by December 2005.

The Agency's governing body is not substantively the same as that of the City, and the Agency does not provide services entirely or almost entirely to the City. The Agency is reported in a separate column to emphasize that it is legally separate from the City. The City is financially accountable for the Agency through the appointment of the Agency's Board and the ability of the City to approve the Agency's budget. Disclosures related to the Agency, where significant, are identified separately throughout these notes. Complete financial statements can be obtained from the Agency's administrative offices at 770 Golden Gate Avenue, San Francisco, CA 94102.

Treasure Island Development Authority (TIDA) - The TIDA is a nonprofit public benefit corporation. The TIDA was authorized in accordance with the Treasure Island Conversion Act of 1997 and designated as a redevelopment agency pursuant to Community Redevelopment Law of the State of California. Seven commissioners who are appointed by the Mayor, subject to confirmation by the City's Board of Supervisors, govern the TIDA. The specific purpose of the TIDA is to promote the planning, redevelopment, reconstruction, rehabilitation, reuse, and conversion of the property known as Naval Station Treasure Island for the public interest, convenience, welfare, and common benefit of the inhabitants of the City. The TIDA has adopted as its mission the creation of affordable housing and economic development opportunities on Treasure Island.

The TIDA's governing body is not substantively the same as that of the City it does not provide services entirely or almost entirely to the City. The TIDA is reported in a separate column to emphasize that it is legally separate from the City. The City is financially accountable for the TIDA through the appointment of the TIDA's Board and the ability of the City to approve the TIDA's budget. Disclosures related to the TIDA, where significant, are separately identified throughout these notes. Separate financial statements are not prepared for TIDA. Further information about TIDA can be obtained from their administrative offices at 410 Palm Avenue, Building 1, Room 223, Treasure Island, San Francisco, CA 94130.

Non-Disclosed Organizations

There are other governmental agencies that provide services within the City. These entities have independent governing boards and the City is not financially accountable for them. The City's basic financial statements, except for certain cash held by the City as an agent, do not reflect operations of the San Francisco Airport Improvement Corporation, San Francisco Health Authority, San Francisco Housing Authority, Private Industry Council of San Francisco, San Francisco Unified School District and San Francisco Community College District. The City is represented in two regional agencies, the Bay Area Rapid Transit District (BART) and the Bay Area Air Quality Management District (BAAQM), which are also excluded from the City's reporting entity.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Government-wide and fund financial statements

The government-wide financial statements (i.e., the statement of net assets and the statement of changes in net assets) report information on all of the non-fiduciary activities of the primary government and its component units. For the most part, the effect of interfund activity has been removed from these statements. Governmental activities, which normally are supported by taxes and intergovernmental revenues, are reported separately from business-type activities which rely, to a significant extent, on fees and charges for support. Likewise, the primary government is reported separately from certain legally separate component units for which the primary government is financially accountable.

The statement of activities demonstrates the degree to which the direct expenses of a given function or segment are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include (1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment and (2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as general revenues.

Separate financial statements are provided for governmental funds, proprietary funds, and fiduciary funds, even though the latter are excluded from the government-wide financial statements. Major individual governmental funds and major individual enterprise funds are reported as separate columns in the fund financial statements.

The basic financial statements include certain prior-year summarized comparative information. This information is presented only to facilitate financial analysis.

(b) Measurement focus, basis of accounting, and financial statement presentation

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting, as are the proprietary fund and fiduciary fund financial statements. Agency funds, however, report only assets and liabilities and cannot be said to have a measurement focus. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements have been met.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. The City considers property tax revenues to be available if they are collected within 60 days of the end of the current fiscal period. All other revenues are considered to be available if they are generally collected within 120 days of the end of the current fiscal period. It is the City's policy to submit reimbursement and claim requests for federal and state grant revenues within 30 days of the end of the program cycle and payment is generally received within the first or second quarter of the following fiscal year. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, as well as expenditures related to vacation, sick leave, claims and judgments, are recorded only when payment is due.

Property taxes, other local taxes, grants and subventions, licenses, and interest associated with the current fiscal period are all considered susceptible to accrual and so have been recognized as revenues of the current fiscal period. All other revenue items are considered to be measurable and available only when the City receives cash.

The City reports the following major governmental fund:

The ***General Fund*** is the City's primary operating fund. It accounts for all financial resources of the City except those required to be accounted for in another fund.

The City reports the following major proprietary (enterprise) funds:

The ***San Francisco International Airport Fund*** accounts for the activities of the City-owned commercial service airport in the San Francisco Bay Area.

The ***Water Department Fund*** accounts for the activities of the San Francisco Water Department. The department is engaged in the distribution of water to the City and certain suburban areas.

The ***Hetch Hetchy Water and Power Fund*** accounts for the activities of Hetch Hetchy Water and Power Department (Hetch Hetchy). The department is engaged in the collection and conveyance of approximately 85% of the City's water supply and in the generation and transmission of electricity.

The ***Municipal Transportation Agency Fund*** accounts for the activities of the Municipal Transportation Agency (MTA). The MTA was established by Proposition E, passed by the City's voters in November 1999. The MTA includes the San Francisco Municipal Railway (MUNI), San Francisco Municipal Railway Improvement Corporation (SFMRIC), and the operations of the Parking and Traffic Commission (DPT), which includes the Parking Authority. MUNI was established in 1912 and is responsible for the operations of the City's public transportation system. SFMRIC is a nonprofit corporation established to provide capital financial assistance for the modernization of MUNI by acquiring, constructing, and financing improvements to the City's public transportation system. DPT is responsible for proposing and implementing street and traffic changes and oversees the City's off-street parking operations. DPT is a separate department of the MTA. The parking garages fund later accounted for the activities of various non-profit corporations formed by the Parking Authority to provide financial and other assistance to the City to acquire land, construct facilities, and manage various parking facilities.

The ***General Hospital Medical Center Fund*** accounts for the activities of the San Francisco General Hospital Medical Center, a City-owned acute care hospital.

The ***Clean Water Program Fund*** accounts for the activities of the Clean Water Program (CWP). It was created after the San Francisco voters approved a proposition in 1976, authorizing the City to issue $240 million in bonds for the purpose of acquiring, construction, improving, and financing improvements to the City municipal sewage treatment and disposal system.

The ***Port of San Francisco Fund*** accounts for the activities of the Port of San Francisco. This was established in 1969 after the San Francisco voters approved a proposition to accept the transfer of the Harbor of San Francisco from the State of California.

The ***Laguna Honda Hospital Fund*** accounts for the activities of Laguna Honda Hospital, the City-owned skilled nursing facility which specializes in serving elderly and disabled residents.

Additionally, the City reports the following fund types:

The ***Permanent Fund*** accounts for resources that are legally restricted to the extent that only earnings, not principal, may be used for purposes that support specific programs.

The ***Internal Service Funds*** account for the financing of goods or services provided by one City department to another City department on a cost-reimbursement basis. Internal Service Funds account for the activities of the equipment maintenance services, centralized printing and mailing services, centralized telecommunications and information services, and lease financing through the Finance Corporation.

The ***Pension and Other Employee Benefit Trust Funds*** reflect the activities of the Employees' Retirement System and the Health Service System. The Retirement System accounts for employee contributions, City contributions, and the earnings and profits from investments. It also accounts for the disbursements made for employee retirement benefits, withdrawals, disability and death benefits as well as administrative expenses. The Health Service System accounts for contributions from active and retired employees and surviving spouses, City contributions, and the earnings and profits from investments. It also accounts for the disbursements to various health plans and health care providers for the medical expenses of beneficiaries.

The ***Investment Trust Fund*** accounts for the external portion of the Treasurer's Office investment pool. The funds of the San Francisco Community College District, San Francisco Unified School District, and the Trial Courts are accounted for within the Investment Trust Fund.

The ***Agency Funds*** account for the resources held by the City in a custodial capacity on behalf of: the State of California, human welfare, community health and transportation programs.

Private-sector standards of accounting and financial reporting issued prior to December 1, 1989, generally are followed in both the government-wide and proprietary fund financial statements to the extent that those standards do not conflict with or contradict guidance of the Governmental Accounting Standards Board. Governments also have the option of following subsequent private-sector guidance for their business-type activities and enterprise funds, subject to this same limitation. The City has elected not to follow subsequent private-sector guidance.

In general, the effect of interfund activity has been eliminated from the government-wide financial statements. Exceptions to this rule are charges to other City Departments from the Water Department and Hetch Hetchy. These charges have not been eliminated because elimination would distort the direct costs and program revenues reported in the statement of activities.

Proprietary funds distinguish operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services in connection with the fund's principal ongoing operations. The principal operating revenues of the City's enterprise and internal service funds are charges for customer services including: water, sewer and power charges, public transportation fees, airline fees and charges, parking fees, hospital patient service fees, commercial and industrial rents, printing services, vehicle maintenance fees, and telecommunication and information system support charges. Operating expenses for enterprise funds and internal service funds include the cost of services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

When both restricted and unrestricted resources are available for use, it is the City's policy to use restricted resources first, then unrestricted resources as they are needed.

(c) Budgetary Data

The City adopts annual budgets for all governmental funds on a substantially modified accrual basis of accounting except for capital project funds and certain debt service funds which substantially adopt project length budgets.

The budget of the City is a detailed operating plan, which identifies estimated costs and results in relation to estimated revenues. The budget includes (1) the programs, projects, services, and activities to be provided during the fiscal year, (2) the estimated resources (inflows) available for appropriation, and (3) the estimated charges to appropriations. The budget represents a process through which policy decisions are deliberated, implemented, and controlled. The City Charter prohibits expending funds for which there is no legal appropriation.

The Administrative Code Chapter 3 outlines the City's general budgetary procedures, with Section 3.3 detailing the budget timeline. A summary of the key budgetary steps are summarized as follows:

Original Budget

(1) Departments and Commissions conduct hearings to obtain public comment on their proposed annual budgets beginning in December and submit their budget proposals to the Controller's Office no later than February 21.

(2) The Controller's Office consolidates the budget estimates and transmits them to the Mayor's Office no later than the first working day of March. Staff of the Mayor's Office analyze, review and refine the budget estimates before transmitting the Mayor's Proposed Budget to the Board of Supervisors.

(3) By the first working day of May, the Mayor submits the Proposed Budget for selected departments to the Board of Supervisors. The selected departments are determined by the Controller in consultation with the Board President and the Mayor's Budget Director. Criteria for selecting the departments include (1) that they are not supported by the City's General Fund or (2) that they do not rely on the State's budget submission in May for their revenue sources.

(4) By the first working day of June, the Mayor submits the complete Proposed Budget to the Board of Supervisors along with a draft of the Annual Appropriation Ordinance prepared by the Controller's Office.

(5) Within five working days of the Mayor's proposed budget transmission to the Board of Supervisors, the Controller reviews the estimated revenues and assumptions in the Mayor's Proposed Budget and provides an opinion as to their accuracy and reasonableness. The Controller also may make a recommendation regarding prudent reserves given the Mayor's proposed resources and expenditures.

(6) The designated Committee (usually the Budget Committee) of the Board of Supervisors conducts hearings, hears public comment, and reviews the Mayor's Proposed Budget. The Committee recommends an interim budget reflecting the Mayor's budget transmittal and, by June 30, the Board of Supervisors passes an interim appropriation and salary ordinances.

(7) Not later than the last working day of July, the Board of Supervisors adopts the budget through passage of the Annual Appropriation Ordinance, the legal authority for enactment of the budget.

Final Budget

The final budgetary data presented in the basic financial statements reflects the following changes to the original budget:

(1) Certain annual appropriations are budgeted on a project or program basis. If such projects or programs are not completed at the end of the fiscal year, unexpended appropriations, including encumbered funds, are carried forward to the following year. In certain circumstances, other programs and regular annual appropriations may be carried forward after appropriate approval. Annually appropriated funds, not authorized to be carried forward, lapse at the end of the fiscal year. Appropriations carried forward from the prior year are included in the final budgetary data.

(2) Appropriations may be adjusted during the year with the approval of the Mayor and the Board of Supervisors, e.g. supplemental appropriations. Additionally, the Controller is authorized to make certain transfers of surplus appropriations within a department. Such adjustments are reflected in the final budgetary data.

The Annual Appropriation Ordinance adopts the budget at the character level of expenditure within departments. As described above, the Controller is authorized to make certain transfers of appropriations within departments. Accordingly, the legal level of budgetary control by the Board of Supervisors is the department level.

Budgetary data, as revised, is presented in the basic financial statements for the General Fund. Final budgetary data excludes the amount reserved for encumbrances for appropriate comparison to actual expenditures.

Generally, new or one-time federal and state grants, other capital projects, and debt issues are budgeted by the Mayor and the Board of Supervisors through a supplemental appropriation.

(d) Deposits and Investments

Investment in the Treasurer's Pool

The Treasurer invests on behalf of most funds of the City and external participants in accordance with the City's investment policy and the California State Government Code. The City Treasurer who reports on a monthly basis to the Board of Supervisors manages the Treasurer's pool. In addition, the function of the County Treasury Oversight Committee is to review and monitor the City's investment policy and to monitor compliance with the investment policy and reporting provisions of the law through an annual audit.

The Treasurer's investment pool consists of two components: 1) pooled deposits and investments and 2) dedicated investment funds. The dedicated investment funds represent restricted funds and relate to bond issuance of the Enterprise Funds and the General Fund's cash reserve requirement. In addition to the Treasurer's investment pool, the City has other funds that are held by trustees. These funds are related to the issuance of bonds and certain loan programs of the City. The investments of the Employees' Retirement System and deposits and investments of the Redevelopment Agency are held by trustees (note 5).

The San Francisco Unified School District, San Francisco Community College District, and the Trial Courts of the State of California are voluntary participants in the City's investment pool. As of June 30, 2005, $321 million was held on behalf of these voluntary participants. The total percentage share of the Treasurer's pool that relates to these three external participants is 11.35%. The deposits held for these entities are included in the Investment Trust Fund. The City has not provided nor obtained any legally binding guarantees during the fiscal year ended June 30, 2005 to support the value of shares in the pool.

For reports on the external investment pool, contact the Office of the Treasurer, Room 140, City Hall, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102.

Investment Valuation

Treasurer's Pool - Substantially all investments are carried at fair value. The fair value of pooled investments is determined annually and is based on current market prices. The fair value of participants' position in the pool is the same as the value of the pool shares. The method used to determine the value of participants' equity withdrawn is based on the book value of the participants' percentage participation at the date of such withdrawal. In the event that a certain fund overdraws its share of pooled cash, the overdraft is reported as a due to the General Fund. Certain U.S. government securities that have a remaining maturity at time of purchase of one year or less are carried at amortized cost, which approximates market value.

Employees' Retirement System (Retirement System) - Investments are reported at fair value. Securities traded on national or international exchanges are valued at the last reported sales price at current exchange rates. Investments that do not have an established market price are reported at estimated fair value. Purchases and sales of investments are recorded on a trade date basis. The fair values of real estate holdings are estimated primarily on appraisals prepared by third-party appraisers. The fair values of venture capital investments are estimated based primarily on audited financial statements provided by the individual fund managers. Such market value estimates involve subjective judgments, and the actual market price of these investments can only be determined by negotiation between independent third parties in a sales transaction.

The City Charter and Retirement System Board (Board) policies permit the Retirement System to use investments of the Retirement System's Pension Plan (the Plan) to enter into securities lending transactions. These are loans of securities to broker-dealers and other entities for collateral, with a simultaneous agreement to return collateral for the same securities in the future. Contracts with the lending agents require them to indemnify the Retirement System if the borrowers fail to return the securities (and if the collateral were inadequate to replace the securities lent) or if the borrowers fail to pay the Retirement System for income distributions by the securities issuers while the securities are on loan. Non-cash collateral cannot be pledged or sold unless the borrower defaults.

Either the Retirement System or the borrower can terminate all securities loans on demand, although the average term of the loans is sixty-five days. In lending domestic securities, cash collateral is invested in the lending agent's short-term investment pool, which at year-end had a weighted-average maturity of fifty-one days. In lending international securities, cash collateral is invested in a separate short-term investment pool, which at year-end had a weighted-average maturity of fourteen days. The relationship between the maturities of the investment pools and the Retirement System's loans is affected by the maturities of the securities loans made by other entities that use the agent's pool, which the Retirement System cannot determine. Cash collateral may also be invested separately in term loans, in which case the maturity of the loaned securities matches the term of the loan. Cash received as collateral on securities lending transactions is reported as an asset, and liabilities from these transactions are reported in the statement of net assets. Additionally, the costs of securities lending transactions, such as borrower rebates and fees, are recorded as expenses.

The City Charter and Board policies permit the Retirement System to use investments to enter into fixed coupon dollar repurchase agreements, that is, a sale of securities with a simultaneous agreement to repurchase similar securities in the future at a lower price that reflects a financing rate. The fair value of the securities underlying fixed coupon dollar repurchase agreements equals the cash received. If the dealers default on their obligations to resell these securities to the Retirement System at the agreed buy back price, the Retirement System could suffer an economic loss if the securities have to be purchased in the open market at a price higher than the agreed-upon buy back price. This credit exposure at June 30, 2005 was approximately $95 thousand.

Other funds - Non-pooled investments are also generally carried at fair value. However, money market investments (such as short term, highly liquid debt instruments including commercial paper, bankers' acceptances, and U.S. Treasury and agency obligations), and participating interest-earning investment contracts (such as negotiable certificates of deposit, repurchase agreements and guaranteed or bank investment contracts) that have a remaining maturity at the time of purchase of one year or less are carried at amortized cost, which approximates market value. The fair value of non-pooled investments is determined annually and is based on current market prices. The fair value of investments in open-end mutual funds is determined based on the fund's current share price.

Component Unit - San Francisco Redevelopment Agency - Investments are stated at fair value except for money market investments with maturities of one year or less which have been stated at amortized cost. The fair value of investments has been obtained by using market quotes as of June 30, 2005.

Investment Income

Income from pooled investments is allocated at month end to the individual funds or external participants based on the fund or participant's average daily cash balance in relation to total pooled investments. City management has determined that the investment income related to certain funds should be allocated to the General Fund. On a budget basis, the interest income is recorded in the General Fund. On a generally accepted accounting principles (GAAP) basis, the income is reported in the fund where the related investments reside. A transfer is then recorded to transfer an amount equal to the interest earnings to the General Fund. This is the case for certain other governmental funds, Internal Service Funds, and Trust and Agency Funds.

It is the City's policy to charge interest at month end to those funds that have a negative average daily cash balance. In certain instances, City management has determined that the interest expense related to the fund should be allocated to the General Fund. On a budget basis, the interest expense is recorded in the General Fund. On a GAAP basis, the interest expense is recorded in the fund and then a transfer from the General Fund for an amount equal to the interest expense is made to the fund. This is the case for certain other governmental funds, MTA, Laguna Honda Hospital, General Hospital Medical Center, and the Internal Service Funds.

Income from non-pooled investments is recorded based on the specific investments held by the fund. The interest income is recorded in the fund that earned the interest.

(e) Loans Receivable

For the purposes of the fund financial statements, the governmental funds expenditures relating to long-term loans arising from loan subsidy programs are charged to operations upon funding and the loans are recorded, net of an estimated allowance for potentially uncollectible loans, with an offset to a deferred credit account.

The Mayor's Office of Housing administers several housing programs and issues loans to qualified applicants. Many of these loans may be forgiven if certain terms and conditions of the loans are met. They are accounted for in the other governmental funds as long-term loans receivable with an allowance for forgivable loans, and an offsetting deferred credit account.

For purposes of the government-wide financial statements, long-term loans are not offset by deferred credit accounts.

(f) Inventory

Inventory recorded in the proprietary funds primarily consists of construction materials and maintenance supplies, as well as pharmaceutical supplies maintained by the hospitals. Generally, proprietary funds value inventory at cost or average cost and expense supply inventory as it is consumed. This is referred to as the consumption method of inventory accounting. The governmental fund types also use the purchase method to account for supply inventories, which are not material. This method records items as expenditures when they are acquired.

(g) Redevelopment Agency Property Held for Resale

Property held for resale is recorded as an asset at the lower of estimated cost or estimated conveyance value. Estimated conveyance value is management's estimate of net realizable value of a property based on current intended use.

(h) Capital Assets

Capital assets, which include land, facilities and improvements, machinery and equipment, and infrastructure assets, are reported in the applicable governmental or business-type activity columns in the government-wide financial statements. Capital assets are defined as assets with an initial individual cost of more than $5,000 and an estimated useful life in excess of one year. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair market value at the date of donation. Capital outlay is recorded as expenditures of the General Fund and other governmental funds and as assets in the government-wide financial statements to the extent the City's capitalization threshold is met. Interest incurred during the construction phase of the capital assets of business-type activities is reflected in the capitalized value of the asset constructed, net of interest earned on the invested proceeds over the same period. Amortization of assets acquired under capital leases is included in depreciation and amortization. Facilities and improvements, infrastructure, machinery and equipment, and easements of the primary government, as well as the component units, are depreciated using the straight-line method over the following estimated useful lives:

Assets	Years
Facilities and Improvements	15 to 175
Infrastructure	15 to 70
Machinery and Equipment	2 to 75
Easements	20

Works of art, historical treasures and zoological animals held for public exhibition, education, or research in furtherance of public service, rather than financial gain, are not capitalized. These items are protected, kept unencumbered, cared for and preserved by the City. It is the City's policy to utilize proceeds from the sale of these items for the acquisition of other items for collection and display.

(i) Accrued Vacation and Sick Leave Pay

Vacation pay, which may be accumulated up to ten weeks depending on an employee's length of service, is payable upon termination.

Sick leave may be accumulated up to six months, except for Local 21 members, who are all entitled to accumulate all unused sick leave. Unused amounts accumulated prior to December 6, 1978 are vested and payable upon termination of employment by retirement or disability caused by industrial accident or death. Effective July 1, 2002, the City established a pilot "Wellness Incentive Program" (the Program) to promote workforce attendance. The Program was initially negotiated as part of the July 1, 2001 to June 30, 2004 labor contract between the City and forty-one labor organizations, representing about 48% of the City's workforce. It is described in several Memorandums of Understanding (MOUs) dated since July 1, 2001, between the City and the affected labor organizations. Under the terms of these MOUs and the labor contracts, the Program is in effect from July 1, 2002 to at least June 30, 2005.
This Program provides:

> Effective July 1, 2002, any full-time employee leaving the employment of the City upon service or disability retirement may receive payment for a portion of sick leave earned but unused at the time of separation. The amount of this payment shall be equal to 2.5% of sick leave balances earned but unused at the time of separation times the number of whole years of continuous employment times an employee's salary rate, exclusive of premiums of supplements, at the time of separation. Vested sick leave hours as described by Civil Service Commission rules, shall not be included in this computation.

The City accrues for all salary-related items, including the Program, in the government-wide and proprietary fund financial statements for which they are liable to make a payment directly and incrementally associated with payments made for compensated absences on termination. The City includes its share of social security and Medicare payments made on behalf of the employees in the accrual for vacation and sick leave pay.

(j) Bond Issuance Costs, Premiums, Discounts and Interest Accretion

In the government-wide financial statements and in the proprietary fund type financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities, business-type activities, or proprietary fund statement of net assets. Bond premiums and discounts, as well as issuance costs, are deferred and amortized over the life of the bonds using the effective interest method. Bonds payable are reported net of the applicable bond premium or discount. Bond issuance costs are reported as deferred charges and amortized over the term of the related debt.

In the fund financial statements, governmental funds recognize bond premiums and discounts as other financing sources and uses, respectively, and bond issuance costs as debt service expenditures. Issuance costs, whether or not withheld from the actual debt proceeds received are reported as debt service expenditures.

Interest accreted on capital appreciation bonds is reported as accrued interest payable in the government-wide and proprietary fund financial statements.

(k) Fund Equity

Reservations of Fund Equity

Reservations of fund balances of the governmental funds indicate that portion of fund equity which is not available for appropriation for expenditure or is legally segregated for a specific future use. Following is a brief description of the nature of certain reserves.

Reserve for rainy day - The City's Charter requires that the City set aside funds into a reserve account in years in which revenue growth exceeds five percent compared to the year before. The City will be able to spend those funds in years in which revenues decline or grow by less than two percent.

Reserve for assets not available for appropriation - Certain assets, primarily cash and investments outside City Treasury and deferred charges, do not represent expendable available financial resources. Therefore, a portion of fund equity is reserved to offset the balance of these assets.

Reserve for debt service - The fund balance of the debt service funds is reserved for the payment of debt service in the subsequent year.

Reserves for encumbrances - Encumbrances are recorded as reservations of fund balances because they do not constitute expenditures or liabilities. In certain other governmental funds, this accounting treatment results in a deficit unreserved fund balance. This deficiency is carried forward to the next fiscal year where it is applied against estimated revenues in the year the commitments are expended.

Reserve for appropriation carryforward - At the end of the fiscal year, certain budgeted expenditures are authorized to be carried over and expended in the ensuing year. A reserve of fund balance is established in the amount of these budget authorizations.

Reserve for subsequent years' budgets - A portion of fund balance is reserved for subsequent years' budgets. This balance includes the reserve required by the City's Administrative Code for the budget incentive program for the purpose of making additional funds available for items and services that will improve the efficient operations of departments.

Restricted Net Assets

The government-wide and proprietary fund financial statements utilize a net assets presentation. Net assets are categorized as invested in capital assets (net of related debt), restricted, and unrestricted.

- *Invested in Capital Assets, Net of Related Debt* - This category groups all capital assets, including infrastructure, into one component of net assets. Accumulated depreciation and the outstanding balances of debt that are attributable to the acquisition, construction, or improvement of these assets reduce the balance in this category.

- *Restricted Net Assets* - This category represents net assets that have external restrictions imposed by creditors, grantors, contributors or laws or regulations of other governments and restrictions imposed by law through constitutional provisions or enabling legislation.

- *Unrestricted Net Assets* - This category represents net assets of the City, not restricted for any project or other purpose.

Designations of Fund Equity

Designations of fund balances (note 4) indicate that portion of fund balance that is not available for appropriation based on management's plans for future use of the funds. Following is a brief description of the nature of the designation as of June 30, 2005.

Designation for litigation and contingencies - This designation represents management's estimate of anticipated legal settlements or contingencies to be paid in the subsequent fiscal year.

Deficit Net Assets/Fund Balances

The Telecommunications and Information Internal Service Fund had a $2.1 million deficit in total net assets as of June 30, 2005. Approximately $0.8 million of this deficit is due to current year depreciation that is not funded and will result in continuing deficits. The remaining portion of the deficit of total net assets relates to operations and is expected to be reduced in future years through anticipated rate increases or reductions in operating expenses.

The Central Shops Internal Service Fund had a $0.3 million deficit as of June 30, 2005. The deficit is due to depreciation and certain non-current accrued expenses that are not funded and will result in continuing deficits in future years.

The Culture and Recreation Fund had a $0.4 million deficit as of June 30, 2005. It is due to incurring costs for grant programs before receiving grant resources. It will be eliminated once the resources become available.

The Moscone Convention Center Fund had a $5.2 million deficit as of June 30, 2005. The deficit will be covered as hotel tax revenues are realized.

(l) Interfund Transfers

Interfund transfers are generally recorded as transfers in (out) except for certain types of transactions that are described below.

(1) Charges for services are recorded as revenues of the performing fund and expenditures of the requesting fund. Unbilled costs are recognized as an asset of the performing fund and a liability of the requesting fund at the end of the fiscal year.

(2) Reimbursements for expenditures, initially made by one fund which are properly applicable to another fund, are recorded as expenditures in the reimbursing fund and as a reduction of expenditures in the fund that is reimbursed.

(m) Refunding of Debt

Gains or losses occurring from advance refundings, completed subsequent to June 30, 1993, are deferred and amortized into expense for both business-type activities and proprietary funds. For governmental activities, they are deferred and amortized into expense if they occurred subsequent to June 30, 2000.

(n) Cash Flows

Statements of cash flows are presented for proprietary fund types. Cash and cash equivalents include all unrestricted and restricted highly liquid investments with original purchase maturities of three months or less. Pooled cash and investments in the City's Treasury represent monies in a cash management pool and such accounts are similar in nature to demand deposits.

(o) Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

(p) Reclassifications

Certain amounts presented as 2003-2004 Summarized Comparative Financial Information in the basic financial statements have been reclassified for comparative purposes to conform to the presentation in the 2004-2005 basic financial statements.

(q) Effects of New Pronouncements

In March 2003, GASB issued Statement No. 40, *Deposit and Investment Risk Disclosures – an amendment of GASB Statement No. 3.* This statement addresses common deposit and investment risks related to credit risk, concentration of credit risk, interest rate risk, and foreign currency risk. As an element of interest rate risk, this statement requires certain disclosures of investments that have fair values that are highly sensitive to changes in interest rates. Deposit and investment policies related to the risk identified in this statement also should be disclosed. The City implemented the new reporting requirements in the fiscal year 2004-2005 financial statements.

The City is currently analyzing its accounting practices to determine the potential impact on the financial statements for the following GASB Statements:

In November 2003, GASB issued Statement No. 42, *Accounting and Financial Reporting for Impairment of Capital Assets and for Insurance Recoveries.* This statement establishes accounting and financial reporting standards for impairment of capital assets. A capital asset is considered impaired when its service utility has declined significantly and unexpectedly. This statement also clarifies and establishes accounting requirements for insurance recoveries. This statement is effective for the City's fiscal year ending June 30, 2006. However, the Airport Enterprise Fund early implemented this statement in fiscal year 2004-2005 and reported an impairment loss of $50 million.

In April 2004, GASB issued Statement No. 43, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans.* This statement establishes uniform financial reporting standards for other postemployment benefits (OPEB) plans. The approach followed in this statement generally is consistent with the approach adopted for defined benefit pension plans with modifications to reflect differences between pension plans and OPEB plans. The statement applies for OPEB trust funds included in the financial reports of plan sponsors or employers, as well as for the stand-alone financial reports of OPEB plans or the public employee retirement systems, or other third parties, that administer them. This statement also provides requirements for reporting of OPEB funds by administrators of multiple-employer OPEB plans, when the fund used to accumulate assets and pay benefits or premiums when due is not a trust fund. This statement is effective for the City's fiscal year ending June 30, 2007.

In May 2004, GASB issued Statement No. 44, *Economic Condition Reporting: The Statistical Section—an amendment of NCGA Statement 1.* This statement amends the portions of NCGA Statement 1, *Governmental Accounting and Financial Reporting Principles*, that guide the preparation of the statistical section. The statistical section presents detailed information, typically in ten-year trends, that assists users in utilizing the basic financial statements, notes to basic financial statements, and required supplementary information to assess the economic condition of a government. This statement adds new information that financial statement users have identified as important and eliminates certain previous requirements. This statement is effective for the City's fiscal year ending June 30, 2006.

In June 2004, GASB issued Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*, which addresses how state and local governments should account for and report their costs and obligations related to postemployment healthcare and other nonpension benefits. Collectively, these benefits are commonly referred to as other postemployment benefits, or OPEB. The statement generally requires that employers account for and report the annual cost of OPEB and the outstanding obligations and commitments related to OPEB in essentially the same manner as they currently do for pensions. Annual OPEB cost for most employers will be based on actuarially determined amounts that, if paid on an ongoing basis, generally would provide sufficient resources to pay benefits as they come due. This statement's provisions may be applied prospectively and do not require governments to fund their OPEB plans. An employer may establish its OPEB liability at zero as of the beginning of the initial year of implementation; however, the unfunded actuarial liability is required to be amortized over future periods. This statement also establishes disclosure requirements for information about the plans in which an employer participates, the funding policy followed, the actuarial valuation process and assumptions, and, for certain employers, the extent to which the plan has been funded over time. This statement is effective for the City's fiscal year ending June 30, 2008.

In December 2004, GASB issued Statement No. 46, *Net Assets Restricted by Enabling Legislation – an amendment of GASB Statement No. 34*, which requires that limitations on the use of net assets imposed by enabling legislation be reported as restricted net assets. This statement clarifies that a legally enforceable enabling legislation restriction is one that a party external to a government – such as citizens, public interest groups, or the judiciary – can compel a government to honor. This statement also specifies the accounting and financial reporting requirements if new enabling legislation replaces existing enabling legislation or if legal enforceability is reevaluated. Finally, this statement requires governments to disclose the portion of total net assets that is restricted by enabling legislation. Application of this statement is effective for the City's fiscal year ending June 30, 2006.

In June 2004, GASB issued Statement No. 47, *Accounting for Termination Benefits*, which establishes accounting standards for termination benefits. More specifically, this statement requires employers to disclose a description of the termination benefit arrangement, the cost of the termination benefits (required in the period in which the employer becomes obligated if that information is not otherwise identifiable from information displayed on the face of the financial statements), and significant methods and assumptions used to determine termination benefit liabilities. Application of this statement is effective for the City in two parts. For termination benefits provided through an existing defined benefit OPEB plan, the provisions of this Statement will be implemented simultaneously with the requirements of statement 45, *Accounting and Financial Reporting by Employers for Post-employment Benefits Other Than Pensions*. For all other termination benefits, application of this statement is effective for the City's fiscal year ending June 30, 2006.

(r) Restricted Assets

Certain proceeds of the City's enterprise fund revenue bonds, as well as certain resources set aside for their repayment, are classified as restricted assets on the statement of net assets because the use of the proceeds is limited by applicable bond covenants and resolutions. Restricted assets account for the principal and interest amounts accumulated to pay debt service, unspent bond proceeds, and amounts restricted for future capital projects. In addition, certain grant proceeds are restricted by the granting agency.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2005

(3) RECONCILIATION OF GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

(a) Explanation of certain differences between the governmental fund balance sheet and the government-wide statement of net assets

Total fund balances of the City's governmental funds, $1,068,256, differ from net assets of governmental activities, $1,501,082, reported in the statement of net assets. The difference primarily results from the long-term economic focus in the statement of net assets versus the current financial resources focus in the governmental fund balance sheets.

Balance Sheet/Statement of Net Assets (in thousands)

	Total Governmental Funds	Long-term Assets, Liabilities(1)	Internal Service Funds(2)	Reclassi-fications and Eliminations	Statement of Net Assets Totals
Assets					
Deposits and investments with City Treasury	$ 1,230,154	$ -	$ 8,196	$ -	$ 1,238,350
Deposits and investments outside City Treasury	46,100	-	16,057	-	62,157
Receivables, net:					
Property taxes and penalties	33,031	-	-	-	33,031
Other local taxes	161,532	-	-	-	161,532
Federal and state grants and subventions	150,971	-	-	-	150,971
Charges for services	14,248	-	-	-	14,248
Interest and other	8,132	-	457	-	8,589
Due from other funds	42,046	-	2,301	(44,347)	-
Due from component unit	3,375	-	-	-	3,375
Loans receivable, net	242,902	-	-	-	242,902
Capital assets, net	-	2,367,571	4,155	-	2,371,726
Deferred charges and other assets	8,367	13,200	5,704	-	27,271
Total assets	1,940,858	2,380,771	36,870	(44,347)	4,314,152
Liabilities					
Accounts payable	135,859	-	7,237	-	143,096
Accrued payroll	48,541	-	1,385	-	49,926
Accrued vacation and sick leave pay	-	121,315	3,722	-	125,037
Accrued workers' compensation	-	213,654	1,151	-	214,805
Estimated claims payable	-	83,537	-	-	83,537
Accrued interest payable	-	6,517	1,082	-	7,599
Deferred tax, grant and subvention revenues	46,251	(42,680)	-	-	3,571
Due to other funds/internal balances	79,471	-	1,374	(44,347)	36,498
Deferred credits and other liabilities	412,480	(268,299)	1,205	-	145,386
Bonds, loans, capital leases, and other payables	150,000	1,622,283	231,332	-	2,003,615
Total Liabilities	872,602	1,736,327	248,488	(44,347)	2,813,070
Fund balances/net assets					
Total fund balances/net assets	1,068,256	644,444	(211,618)	-	1,501,082
Total liabilities and fund balances/net assets	$ 1,940,858	$ 2,380,771	$ 36,870	$ (44,347)	$ 4,314,152

(1) When capital assets (land, infrastructure, buildings, and equipment) that are to be used in governmental activities are purchased or constructed, the costs of those assets are reported as expenditures in governmental funds. However, the statement of net assets includes those capital assets, net of accumulated depreciation, among the assets of the City as a whole.

Cost of capital assets	$ 2,995,050
Accumulated depreciation	(627,479)
	$ 2,367,571

Bond issuance costs are expended in governmental funds when paid and are capitalized and amortized over the life of the corresponding bonds for purposes of the statement of net assets. $ 13,200

Long-term liabilities applicable to the City's governmental activities are not due and payable in the current period and accordingly are not reported as fund liabilities. All liabilities, both current and long-term, are reported in the statement of net assets.

Accrued vacation and sick leave pay	$ (121,315)
Accrued workers' compensation	(213,654)
Estimated claims payable	(83,537)
Bonds, loans, capital leases, and other payables	(1,622,283)
Deferred credits and other liabilities	(97)
	$ (2,040,886)

Interest on long-term debt is not accrued in governmental funds, but rather is recognized as an expenditure when paid. $ 6,517

Because the focus of governmental funds is on short-term financing, some assets will not be available to pay for current period expenditures. Those assets (for example, receivables) are offset by deferred revenues in the governmental funds and thus are not included in fund balance.

Deferred tax, grant and subvention revenue	$ 42,680
Deferred credits and other liabilities	268,396
	$ 311,076

(2) Internal service funds are used by management to charge the costs of certain activities, such as capital lease financing, equipment maintenance, printing and mailing services, and telecommunications, to individual funds. The assets and liabilities of certain internal service funds are included in governmental activities in the statement of net assets.

Net deficit before adjustments	(1,477)
Adjustments for internal balances with San Francisco Finance Corporation:	
Capital lease receivables from other governmental and enterprise funds	(231,820)
Deferred charges and other assets	3,153
Deferred credits and other liabilities	18,526
	$ (211,618)

In addition, intrafund receivables and payables among various internal service funds of $0.4 million are eliminated.

(b) Explanation of certain differences between the governmental fund statement of revenues, expenditures, and changes in fund balances and the government-wide statement of activities

The net change in fund balances for governmental funds, $350,682, differs from the change in net assets for governmental activities $194,341, reported in the statement of activities. The differences arise primarily from the long-term economic focus in the statement of activities versus the current financial resources focus in the governmental funds. The effect of the differences is illustrated below.

Statement of Revenues, Expenditures, and Changes in Fund Balances/Statement of Activities (in thousands)

	Total Governmental Funds	Long-term Revenues/ Expenses(3)	Capital-related Items(4)	Internal Service Funds(5)	Long-term Debt Transactions(6)	Statement of Activities Totals
Revenues						
Property taxes	$ 918,645	$ 1,669	$ -	$ -	$ -	$ 920,314
Business taxes	292,763	-	-	-	-	292,763
Other local taxes	538,085	-	-	-	-	538,085
Licenses, permits and franchises	25,942	-	-	-	-	25,942
Fines, forfeitures and penalties	12,509	-	-	-	-	12,509
Interest and investment income	28,268	971	-	251	-	29,490
Rents and concessions	49,450	1,880	-	-	-	51,330
Intergovernmental:						
Federal	348,764	-	-	-	-	348,764
State	522,937	763	-	-	-	523,700
Other	25,783	-	-	-	-	25,783
Charges for services	241,750	-	-	-	-	241,750
Other revenues	57,487	959	-	-	-	58,446
Total revenues	3,062,383	6,242	-	251	-	3,068,876
Expenditures/Expenses						
Current:						
Public protection	738,494	(5,200)	10,576	(5,182)	-	738,688
Public works, transportation and commerce	195,896	5,088	20,834	(8,483)	-	213,335
Human welfare and neighborhood development	644,899	(25,620)	581	(107)	-	619,753
Community health	501,050	1,252	957	-	-	503,259
Culture and recreation	239,022	11,438	27,684	(4,119)	(17,689)	256,336
General administration and finance	135,118	3,595	13,629	508	-	152,850
General City responsibilities	62,799	(3,278)	-	(1,049)	552	59,024
Debt service:						
Principal retirement	80,306	-	-	-	(80,306)	-
Interest and fiscal charges	61,524	-	-	6,523	21,643	89,690
Bond issuance costs	4,842	-	-	-	(4,842)	-
Capital outlay	130,224	-	(130,224)	-	-	-
Total expenditures/expenses	2,794,174	(12,725)	(55,963)	(11,909)	(80,642)	2,632,935
Other financing sources (uses)/changes in net assets						
Net transfers (to) from other funds	(241,870)	-	-	270	-	(241,600)
Issuance of bonds and loans:						
Face value of bonds issued	346,225	-	-	-	(346,225)	-
Face value of loans issued	500	-	-	-	(500)	-
Premium on issuance of bonds	11,989	-	-	-	(11,989)	-
Payment to escrow for refunded debt	(38,913)	-	-		38,913	
Other financing sources - capital leases	4,542	-	-	(4,542)	-	-
Total other financing sources (uses)/changes in net assets	82,473	-	-	(4,272)	(319,801)	(241,600)
Net change for the year	$ 350,682	$ 18,967	$ 55,963	$ 7,888	$ (239,159)	$ 194,341

(3)	Because some property taxes will not be collected for several months after the City's fiscal year ends, they are not considered as available revenues in the governmental funds.	$ 1,669
	Some other revenues that do not provide current financial resources are not reported as revenues in the governmental funds but are recognized in the statement of activities.	4,573
		$ 6,242
	Some expenses reported in the statement of activities do not require the use of current financial resources and therefore are not reported as expenditures in governmental funds. Certain long-term liabilities reported in the prior year statement of net assets were paid during the current period resulting in expenditures in the governmental funds. This is the amount by which the increase in long term liabilities exceeded expenses reported in the statement of activities that do not require the use of current financial resources.	$ (1,553)
	Some expenditures reported in the governmental funds pertain to the establishment of deferred credits on long-term loans since the loans are not considered "available" to pay current period expenditures. The deferred credits are not reported in the statement of net assets and, therefore, the related expenses are not reported in the statement of activites.	14,278
		$ 12,725
(4)	When capital assets that are to be used in governmental activities are purchased or constructed, the resources expended for those assets are reported as expenditures in governmental funds. However, in the statement of activities, the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. As a result, fund balance decreases by the amount of financial resources expended, whereas net assets decrease by the amount of depreciation expense charged for the year, and the loss on disposal of capital assets.	
	Capital expenditures	$ 120,774
	Depreciation expense	(64,797)
	Loss on disposal of capital assets	(14)
	Difference	$ 55,963
(5)	Internal service funds are used by management to charge the costs of certain activities, such as capital lease financing, equipment maintenance, printing and mailing services, and telecommunications, to individual funds. The adjustments for internal service funds "close" those funds by charging additional amounts to participating governmental activities to completely cover the internal service fund's costs for the year.	$ 7,888
(6)	Lease payments on the Moscone Convention Center (note 8) are reported as a culture and recreation expenditure in the governmental funds and, thus, have the effect of reducing fund balance because current financial resources have been used. For the City as a whole, however, the principal payments reduce the liability in the statement of net assets and do not result in an expense in the statement of activities. The City's capital lease obligation was reduced because principal payments were made to lessee.	
	Total property rent payments	$ 17,689
	Bond issuance costs are expended in governmental funds when paid, and are capitalized and amortized over the life of the corresponding bonds for purposes of the statement of activities.	
	Bond issuance costs	$ 4,842
	Amortization of bond issuance costs	(552)
	Difference	$ 4,290
	Bond premiums and discounts are expended in the governmental funds when the bonds are issued, and are capitalized in the statement of net assets. This is the amount of premiums capitalized during the current period	$ (11,989)
	Repayment of bond principal and the payment to escrow for refunding of debt are reported as expenditures in governmental funds and, thus, have the effect of reducing fund balance because current financial resources have been used. For the City as a whole, however, the principal payments and payment to escrow for refunded debt reduce the liabilities in the statement of net assets and do not result in expenses in the statement of activities. The City's bonded debt was reduced because principal payments were made to bond holders and payments were made to escrow for refunded debt.	
	Principal payments made	$ 80,306
	Payments to escrow for refunded debt	38,913
		$ 119,219

Bond proceeds and capital leases are reported as other financing sources in governmental funds and thus contribute to the change in fund balance. In the government-wide statements, however, issuing debt and entering into capital lease arrangements increase long-term liabilities in the statement of net assets and do not affect the statement of activities. Proceeds were received from:

General obligation bonds	$ (306,875)
Refunding certificate of participation	(39,350)
Loans	(500)
	(346,725)
	$ (227,506)

Interest expense in the statement of activities differs from the amount reported in governmental funds because (1) additional accrued and accreted interest was calculated for bonds, notes payable and capital leases, (2) amortization of bond discounts, premiums and refunding losses which are expended within the fund statements, and (3) additional interest expense was recognized on the accrual of an arbitrage rebate liability which will not be recognized in the governmental funds until the liability is due and payable.

Increase in accrued interest	$ (318)
Interest payment on capital lease obligations on the Moscone Convention Center	(22,198)
Amortization of bond premiums, discounts and refunding losses	(214)
Reduction in arbitrage rebate liability	1,087
	$ (21,643)

(4) BUDGETARY RESULTS RECONCILED TO RESULTS IN ACCORDANCE WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES

Budgetary Results Reconciliation

The budgetary process is based upon accounting for certain transactions on a basis other than GAAP basis. The results of operations are presented in the budget-to-actual comparison statement in accordance with the budgetary process (Budget basis) to provide a meaningful comparison with the budget.

The major differences between the Budget basis "actual" and GAAP basis are timing differences. Timing differences represent transactions that are accounted for in different periods for Budget basis and GAAP basis reporting. Certain revenues accrued on a Budget basis have been deferred for GAAP reporting. These primarily relate to the accounting for property tax revenues under the Teeter Plan (note 6).

The fund balance of the General Fund as of June 30, 2005 on a Budget basis is reconciled to the fund balance on a GAAP basis as follows (in thousands):

	General Fund
Fund Balance - Budget Basis	$ 324,724
Unrealized Gains on Investments	224
Cumulative Excess Property Tax Revenues Recognized on a Budget Basis	(24,419)
Deferred Charges & Other	(1,880)
Reserved for Assets Not Available for Appropriation	9,031
Fund Balance - GAAP Basis	$ 307,680

General Fund Budget basis fund balance at June 30, 2005 is composed of the following (in thousands):

Reserved for Rainy Day - Economic Stabilization Reserve	$ 48,139	
Reserved for Encumbrances	57,762	
Reserved for Appropriation Carryforward	36,198	
Reserved for Subsequent Years' Budgets:		
Baseline Appropriation Funding Mandates	6,223	
Budget Savings Incentive Program	2,628	
Budget Savings Incentive Program - Recreation & Park	3,075	
Salaries & benefits costs (MOU)	9,150	
Total Reserved Fund Balance		$ 163,175
Designated for Litigation and Contingencies	24,370	
Unreserved, Undesignated Fund Balance - Available for Appropriation	137,179	
Total Unreserved Amounts		161,549
Fund Balance, June 30, 2005 - Budget basis		$ 324,724

Of the $137.2 million unreserved, undesignated fund balance - available for appropriation, $118 million has been subsequently appropriated as part of the General Fund budget for use in fiscal year 2005-2006.

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(5) DEPOSITS AND INVESTMENTS

(a) *Cash, Deposits and Investments Presentation*

Total City cash, deposits and investments, at fair value, are as follows (dollars in thousands):

	Primary Government				Component Units
	Governmental Activities	Business-type Activities	Fiduciary Funds	Total	
Deposits and investments with City Treasury	$ 1,238,350 [1]	$ 651,311	$ 508,239 [2]	$ 2,397,900	$ 1,516
Deposits and investments outside City Treasury	62,157 [3]	8,017	13,230,007	13,300,181	157,675
Restricted assets:					
Deposits and investments with City Treasury	-	428,724	-	428,724	-
Deposits and investments outside City Treasury	-	268,437	-	268,437	91,089
Invested securities lending collateral			1,600,111	1,600,111	-
Total deposits and investments	$ 1,300,507	$ 1,356,489	$ 15,338,357	$ 17,995,353	$ 250,280
Cash and deposits	$ (70,123)	$ 4,047	$ 17,986	$ (48,090)	$ 1,056
Investments	1,370,630	1,352,442	15,320,371	18,043,443	249,224
Total deposits and investments	$ 1,300,507	$ 1,356,489	$ 15,338,357	$ 17,995,353	$ 250,280

[1] Includes deposits and investments with the City Treasury of total governmental funds ($1,230,154) and internal service funds ($8,196).

[2] Includes deposits and investments with the City Treasury of pension and other employee benefit trust funds ($76,672), investment trust fund ($321,101) and agency funds ($110,466).

[3] Includes deposits and investments outside the City Treasury of total governmental funds ($46,100) and internal service funds ($16,057).

(b) *Cash and Deposits*

The City had cash and deposits at June 30, 2005, as follows (in thousands):

	Primary Government						Component Units	
	Governmental Activities		Business-type Activities		Fiduciary Funds			
	Carrying Amount	Bank Balance	Carrying Amount	Bank Balance	Carrying Amount	Bank Balance	Carrying Amount	Bank Balance
Cash on hand	$ 1,680	$ -	$ 483	$ -	$ -	$ -	$ 1	$ -
Federally insured deposits	500	500	377	828	100	100	268	468
Collateralized deposits*	(72,303)	32,873	170	60	3,752	3,752	787	2,002
Uninsured and uncollateralized	-	-	3,017	2,417	14,134	14,134	-	-
	$ (70,123)	$ 33,373	$ 4,047	$ 3,305	$ 17,986	$ 17,986	$ 1,056	$ 2,470

* Under the City's cash management policy, investments are converted to cash as checks are presented for payment. At June 30, 2005, the carrying amount of collateralized deposits has been reduced by the amount of outstanding checks of approximately $105.5 million. Of the $105.5 million of outstanding checks, $46.2 million relates to the San Francisco Unified School District and Community College District, which have been reflected in an investment trust fund.

Custodial Credit Risk - Deposits

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, the City will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The California Government Code, the City's investment policy and the Retirement System's investment policy do not contain legal or policy requirements that would limit the exposure to custodial credit risk for deposits, other than the following provision. The

California Government Code requires that a financial institution secure deposits made by state or local governmental units by pledging securities in an undivided collateral pool held by a depository regulated under state law (unless so waived by the governmental unit). The market value of the pledged securities in the collateral pool must equal at least 110% of the total amount deposited by the public agencies. California law also allows financial institutions to secure City deposits by pledging first trust deed mortgage notes having a value of 150% of the secured public deposits. In addition, the City's investment policy states that mortgage-backed collateral will not be accepted. As of June 30, 2005, $2.4 million and $14.1 million of the business-type activities and the Retirement System's bank balances, respectively, were exposed to custodial credit risk by not being insured or collateralized.

(c) Investment Policies

Treasurer's Pool

The City's investment policy addresses the soundness of financial institutions in which the City will deposit funds, types of investment instruments as permitted by the California Government Code, and the percentage of the portfolio which may be invested in certain instruments with longer terms to maturity. The objectives of the policy, in order of priority, are preservation of capital, liquidity, and yield. The City has established a Treasury Oversight Committee (Oversight Committee), comprised of various City officials and representatives of agencies with large cash balances, to monitor and review the management of public funds maintained in the investment pool in accordance with Sections 27130 to 27137 of the California Government Code. The Treasurer prepares and submits a comprehensive investment report to the members of the Oversight Committee and the investment pool participants every month. The report covers the type of investments in the pool, maturity dates, par value, actual cost, and fair value.

Although the California Government Code and the City's investment policy do not limit the amount of City funds that may be invested in treasury bills and treasury notes, the investment policy requires the consideration of the City's anticipated cash requirements when purchasing treasury notes of longer maturities. Also, treasury notes with maturities that exceed five years are restricted to a maximum of 10 percent of the total portfolio at the time of purchase. In addition, purchases of treasury bonds are subject to an analysis of cash requirements and restricted to a maximum of five percent of the total portfolio at the time of purchase.

Further, the California Government Code does not limit the amount of City funds that may be invested in federal agency instruments. However, the City's investment policy requires that investments in federal agencies should neither exceed 60 percent of the total portfolio at the time of purchase nor have a weighted average maturity in excess of 270 days. If it exceeds 270 days, the total should not exceed 30 percent of the total par value of the portfolio. The investment policy also limits each type of agency instrument.

The City's investment policy also limits the purchase of negotiable certificates of deposit to the five largest domestic commercial banks that have demonstrated profitability in their most recent audited financial statements at the time of purchase. In addition, the investment policy requires that public time deposits be made only at approved financial institutions with at least one full service branch within the geographical boundaries of the City, and that they yield a minimum of 0.125% higher than equal maturity U.S. Treasury instruments. The investment policy restricts exposure to $100,000 for all savings institutions and requires that each deposit be fully guaranteed by the Federal Deposit Insurance Corporation. The investment policy also requires that commercial bank deposits be made on a competitive basis with risk exposure based on financial statements and related information gathered on each individual bank.

Also, the California State Government Code requires that the Treasurer purchase only domestic commercial paper with maturities not to exceed 270 days and that the issuer must be rated in the highest ranking by at least one of the national rating agencies. However, the Treasurer's investment policy is more restrictive in that it requires that the Treasurer purchase only domestic commercial paper with maturities not to exceed 180 days.

The table below identifies the investment types that are authorized for the City, along with the related interest rate risk and concentration of credit risk.

Authorized Investment Type	Maximum Maturity	Maximum Percentage of Portfolio	Maximum Investment in One Issuer
U.S. Treasury Obligations	N/A	None	None
U.S. Agency Securities	N/A	60%	None
Commercial Paper Discounts	180 days	15%	10%
Negotiable Certificates of Deposit	5 years	30%	None
Public Time Deposit	1 year	None	$100,000
Public Demand Accounts	N/A	None	None
Bankers Acceptances	180 days	40%	30%
Repurchase Agreements	30 days	None	None
Reverse Repurchase Agreements	45 days	None	$75 million

The Treasurer also holds for safekeeping bequests, trust funds, and lease deposits for other City departments. The bequests and trust funds consist of stocks and debentures. Those instruments are valued at par, cost, or market value at the time of donation.

Other Funds

Other funds consist primarily of deposits and investments with trustees related to the issuance of bonds and to certain loan programs operated by the City. These funds are invested either in accordance with bond covenants and are pledged for payment of principal, interest, and specified capital improvements or in accordance with grant agreements and may be restricted for the issuance of loans.

Employees' Retirement System

The Retirement System's investments are invested pursuant to investment policy guidelines as established by the Retirement Board. The objective of the policy is to maximize the expected return of the fund at an acceptable level of risk. The Retirement Board has established percentage guidelines for types of investments to ensure the portfolio is diversified.

Redevelopment Agency

The investment policy of the Redevelopment Agency is governed by Article 2 of the California Government Code (Code). Investments are restricted to certain types of instruments and certain of these instruments are only allowed within limits. The Code permits repurchase agreements, but reverse repurchase agreements require the prior approval of the Agency Commission. The Agency does not participate in reverse repurchase agreements or other high-risk investments as defined by the Agency's investment policy. It is the Agency's intention to hold investments until maturity, unless earlier liquidation would result in an investment gain.

Certain investments of the Redevelopment Agency are in the Local Agency Investment Fund (LAIF). LAIF is sponsored by the State Treasurer and prepares its market value report detailing the carrying cost and the estimated market value for the entire pool. The Agency has used a multiplier provided by LAIF to determine estimated market values. In addition, the Redevelopment Agency has investments with trustees. These investments are restricted by various bond covenants and are pledged for payment of principal, interest and specified capital improvements.

(d) Investment Risks

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. The following schedule indicates the interest rate risk of the City's investments as of June 30, 2005 (in thousands). The Employees' Retirement System's interest rate risk information begins on page 68.

		Investment Maturities		
	Fair Value	Less than 1 year	1 to 5 years	More than 10 years
Primary Government:				
Investments in City Treasury:				
U.S. Treasury Bills	$ 682,030	$ 682,030	$ -	$ -
U.S. Treasury Notes	54,791	-	54,791	-
U.S. Agencies - Coupon	1,431,791	1,431,791	-	-
Commercial paper	377,888	377,888	-	-
Negotiable certificates of deposits	357,975	357,975	-	-
Nonnegotiable certificates of deposits	100	100	-	-
Less: Treasure Island Development Authority Investments with City Treasury	(1,516)	(1,516)	-	-
Subtotal investments in City Treasury	2,903,059	$ 2,848,268	$ 54,791	$ -
Investments Outside City Treasury: (Governmental and Business-Type)				
U.S. Treasury Notes	4,896	$ -	$ 4,896	$ -
U.S. Treasury Bills	23,892	23,892	-	-
U.S. Agencies - Coupon	28,407	23,034	5,373	-
U.S. Agencies - Discount	222,700	222,700	-	-
Money market mutual funds	46,791	46,791	-	-
Equity securities	828	828	-	-
Commercial paper	738	738	-	-
Subtotal investments outside City Treasury	328,252	$ 317,983	$ 10,269	$ -
Employees' Retirement System investments	14,812,132			
Total Primary Government	18,043,443			
Component Units:				
Redevelopment Agency:				
U.S. Agencies - Coupon	52,154	$ -	$ 52,154	$ -
U.S. Agencies - Discount	19,057	19,057	-	-
Commercial paper	13,981	13,981	-	-
Medium-term corporate notes	1,990	1,990	-	-
Repurchase agreements	1,834	1,834	-	-
State Local Agency Investment Fund	64,477	64,477	-	-
Money market mutual funds	71,324	71,324	-	-
Guaranteed investment contracts	22,705	-	988	21,717
Subtotal Redevelopment Agency	247,522	$ 172,663	$ 53,142	$ 21,717
Treasure Island Development Authority:				
Investments with City Treasury	1,516	$ 1,516	$ -	$ -
Investments Outside City Treasury:				
Certificates of deposits	186	186	-	-
Subtotal Treasure Island Development Authority	1,702	$ 1,702	$ -	$ -
Total Component Units	249,224			
Total Investments	$ 18,292,667			

One of the ways that the Treasurer manages its exposure to interest rate risk is by purchasing a combination of shorter term and longer term investments and by timing cash flows from maturities so that a portion of the portfolio is maturing or coming close to maturity evenly over time as necessary to provide the cash flow and liquidity needed for operations.

As a means of limiting its exposure to fair value losses arising from rising interest rates, the Agency's investment policy limits investments to securities with short maturities, such as the following:

- The maximum maturity of commercial paper 180 days. Investment in commercial paper will comprise not more than 30% of the Agency's portfolio if average maturity is no more than 31 days or 15% if average maturity is more than 31 days.
- The maximum maturity of corporate notes is five years. Investment in corporate notes may not exceed 15% of the Agency's portfolio.

Credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization.

Presented below is the minimum rating required by the California Government Code and the City's investment policy and the actual rating as of June 30, 2005 for each investment type.

Investment Type	Minimum Legal Rating	Standard & Poor's Rating	Total Investment Portfolio
U.S. Treasury Bills	N/A	A-1+	24%
U.S. Treasury Notes	N/A	A-1	2%
U.S. Agencies	N/A	A-1+	18%
U.S. Agencies	N/A	A-1	31%
Commercial Paper	A-1	A-1	13%
Negotiable Certificates of Deposits	N/A	A-1+	12%

As a means of limiting its exposure to credit risk, the Agency's investment policy limits investments to high-quality securities with an investment grade of A or better, and maintaining a portfolio diversified by type and issuer.

Investment Type	Credit Ratings	Total Investment Portfolio
U.S. Agencies - Coupon	AAA	21%
U.S. Agencies - Discount	AAA	8%
Commercial paper	A-1/P-1	6%
Medium-term corporate notes	AAA	1%
Repurchase agreements	Not rated	1%
State Local Agency Investment Fund	Not rated	26%
Money market mutual funds	AAA	28%
Guaranteed investment contracts	AA or Higher	9%

Custodial credit risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, a government will not be able to recover the value of its investment or collateral securities that are in the possession of another party. The California Government Code and the City's investment policy do not contain legal or policy requirements that would limit the exposure to custodial credit risk for investments; however, it is the practice of the City Treasurer that all investments are insured, registered or held by the Treasurer's custodial agent in the City's name.

The Agency does not have a formal investment policy for custodial credit risk for investments. As of June 30, 2005, $1.8 million of the Agency's investments are uninsured and unregistered.

Concentration of Credit Risk

The City diversifies its portfolio by limiting the percentage of the portfolio that can be invested in any one issuer's name. U.S. Treasury and Agency securities are not subject to this limitation. More than 5 percent of the City's investments with City Treasurer are in the Federal Home Loan Mortgage Corporation, Federal Home Loan Bank, and the Federal National Mortgage Association. These investments represent 15.4 percent, 16.2 percent, and 17.7 percent, respectively, of the City's investments with the City Treasurer. In addition, more than five percent of the Airport's investments with its trustees are in Federal Home Loan Bank and Federal Nation Mortgage Association. These investments represent 51 percent and 48 percent, respectively, of the Airport's investments with its trustees. The Finance Corporation's investments with its trustee are held in Federal Home Loan Bank for 19 percent and Federal Nation Mortgage Association for 20 percent.

(e) *Investment Gain*

The types of investments made during the year were substantially the same as those held as of June 30, 2005. Fair value fluctuates with interest rates, and increasing rates could cause fair value to decline below original cost. City management believes the liquidity in the portfolio is sufficient to meet cash flow requirements and to preclude the City from having to sell investments below original cost for that purpose. The interest and net investment gain is comprised of the following at June 30, 2005 (in thousands):

Interest and dividends, net of amounts capitalized	$ 377,976
Net increase in the fair value of investments	1,244,537
Total investment gain	$ 1,622,513

The net increase in the fair value of investments takes into account all changes in fair value (including purchases and sales) that occurred during the year. The primary component of this figure is the net increase in fair value of pension investments.

The earned yield, which includes net gains on investments sold, on all investments held by the City Treasurer for the fiscal year ended June 30, 2005 was 2.31%.

(f) *Treasurer's Pool*

The following represents a condensed statement of net assets and changes in net assets for the Treasurer's Pool as of June 30, 2005 (in thousands):

Statement of Net Assets	
Net assets held in trust for all pool participants........	$ 2,828,140
Equity of internal pool participants........................	2,507,655
Equity of external pool participants.......................	320,485
Total equity...	$ 2,828,140
Statement of Changes in Net Assets	
Net assets at July 1, 2004..................................	$ 2,222,788
Net change in investments by pool participants.......	605,352
Net assets at June 30, 2005...........................	$ 2,828,140

The following provides a summary of key investment information for the Treasurer's Pool as of June 30, 2005 (in thousands):

Types of Investment	Rates	Maturities	Par Value	Carrying Value
U.S. government securities...............	2.64% - 4.56%	07/07/05-06/15/10	$ 745,000	$ 736,821
Federal agencies..............................	2.91% - 3.27%	07/05/05-10/18/05	1,442,000	1,431,791
Negotiable certificate of deposits........	3.09% - 3.31%	07/11/05-08/30/05	358,000	357,975
Commercial paper..............................	3.04% - 3.29%	07/05/05-08/29/05	380,000	377,888
Public time deposits..........................	3.00%	07/16/05	100	100
			$ 2,925,100	2,904,575
Carrying amount of deposits in Treasurer's Pool..				(76,435)
Total cash and investments in Treasurer's Pool..				$ 2,828,140

(g) *Retirement System Investments*

The Retirement System's investments as of June 30, 2005 are summarized as follows (in thousands):

Fixed Income Investments:	
Short-term bills and notes	$ 622,621
Debt securities:	
U.S. Government and agencies	1,372,895
U.S. Corporate	1,773,910
International government	319,682
International corporate	162,740
Subtotal debt securities	3,629,227
Total fixed income investments	4,251,848
Equity securites:	
Domestic	4,225,420
International	2,199,917
Total equity securities	6,425,337
Real estate holdings	1,084,786
Venture capital	1,436,796
Foreign currency contracts, net	13,254
Investment in lending agent's short-term investment pool	1,600,111
Total Retirement System Investments	$ 14,812,132

Interest Rate Risk

The Retirement System does not have a specific policy to manage interest rate risk, but requires investment managers to diversify by issue, maturity, sector, coupon and geography. Investment managers retained by the Retirement System follow specific investment guidelines and are evaluated against specific market benchmarks that represent their investment style. Any exemption from general guidelines requires approval from the Retirement Board.

As of June 30, 2005, the Retirement System had the following fixed income investments subject to interest rate risk (amounts in thousands):

Investment Type	Fair Value	Weighted Average Maturity (in Years)
Asset Backed Securities	$ 136,564	0.791
Commercial Mortgage-Backed Securities	378,542	1.861
Corporate Bonds	1,302,916	1.175
Corporate Convertible Bonds	166,487	0.693
Government Agencies	45,552	0.143
Government Bonds	1,166,117	1.984
Government Mortgage-Backed Securities	395,979	1.669
Index Linked Government Bonds	75,017	0.310
Mortgages	10,207	0.023
Municipal/Provincial Bonds	11,041	0.015
Non-Government Backed Collateralized Mortgage Obligations	104,484	0.635
Other Fixed Income	3,000	0.001
Short-term Bills and Notes	94,678	0.003
Short-term Investment Funds	297,936	0.000
Total	$ 4,188,520	9.303

The 9.3 year weighted average maturity of the Retirement System's fixed income investments is based on the final maturity dates of all of the securities listed in the table. However, it is estimated that approximately 30% of the securities in the table contain embedded call options. Some of these "put back" options are explicit (such as call features attached to corporate bonds) and others are implicit (such as prepayment options on mortgage backed securities) which makes the expected life of these investments shorter than the stated maturity. For these reasons, actual maturities might differ from those reflected in the table.

Credit Risk

The Retirement System's fixed income managers are limited within their portfolios to no more than 10% exposure in any single security, with the exception of United States Treasury and government agencies. The following table illustrates the Retirement System's exposure to credit risk excluding obligations of the U.S. government and those explicitly guaranteed by the U.S. government as of June 30, 2005 (amounts in thousands):

Investment Type	Fair Value	A	AA	AAA	B	BB	BBB	C	Not Rated
Asset Backed Securities	$ 136,564	$ 77	$ -	$ 68,303	$ 2,346	$ 24,481	$ 33,008	$ 3,075	$ 5,274
Commercial Mortgage-Backed	378,542	1,842	19,186	117,862	17,214	101,633	36,209	3,889	80,707
Corporate Bonds	1,302,916	49,302	35,147	27,763	213,866	138,113	62,395	33,960	742,370
Corporate Convertible Bonds	166,487	18,548	3,592	-	21,411	36,457	65,683	3,068	17,728
Government Agencies	45,552	2,218	8,112	35,222	-	-	-	-	-
Government Bonds	296,424	72,018	27,837	79,718	41,783	14,056	51,523	170	9,319
Government Mortgage-Backed Securities	373,445	-	-	-	568	783	-	-	372,094
Index Linked Government Bonds	11,288	-	-	11,288	-	-	-	-	-
Mortgages	10,207	-	-	-	-	-	-	-	10,207
Municipal/Provincial Bonds	11,041	205	10,836	-	-	-	-	-	-
Non-Government Backed Collateralized Mortgage Obligations	104,484	1,048	490	53,784	14,630	11,276	3,491	514	19,251
Other fixed Income	3,000	-	3,000	-	-	-	-	-	-
Short-term bills and notes	89,082	-	-	-	-	-	-	-	89,082
Total	$ 2,929,032	$ 145,258	$ 108,200	$ 393,940	$ 311,818	$ 326,799	$ 252,309	$ 44,676	$ 1,346,032

The ratings are the lower of the ratings by Moody's Investors Service (Moody's) and Standard & Poor's (S&P). Investments not rated by either Moody's or S&P are shown as not rated in the above table.

Custodial Credit Risk

The Retirement System does not have a specific policy addressing custodial credit risk for investments, but it is the practice of the Retirement System that all investments are insured, registered, or held by the Retirement System or its agent in the Retirement System's name. As of June 30, 2005, $9,967 of the Retirement System's investments were exposed to custodial credit risk because they were not insured or registered in the name of the Retirement System, and were held by the counterparty's trust department or agent but not in the Retirement System's name.

Cash received as securities lending collateral is invested in a securities lending collateral investment pool and is not exposed to custodial credit risk.

Foreign Currency Risk

Foreign currency risk is the risk that changes in foreign exchange rates will adversely affect the fair value of investments. As of June 30, 2005, the Retirement System was subjected to foreign currency risk. To mitigate this risk, the Retirement System's investment policy allows international managers to enter into foreign currency exchange contracts limited to hedging currency exposure existing in the portfolio. The Retirement System's exposure to foreign currency risk derives from its positions in foreign currency denominated international equity and fixed income investments. The Retirement System's net exposure to foreign currency risk is as follows (in thousands):

Currency	Cash	Fixed Income Securities	Equity Securities	Real Estate	Venture Capital	Total
Australian dollar	$ 39,325	$ -	$ 54,475	$ -	$ -	$ 93,800
Brazilian real	14,862	-	2,418	-	-	17,280
British pound sterling	29,845	12,584	357,972	-	3,660	404,061
Canadian dollar	(26,841)	12,853	58,149	-	-	44,161
Chilean peso	3,166	-	-	-	-	3,166
Chinese yuan renminbi	(3,266)	-	-	-	-	(3,266)
Danish krone	(778)	835	13,652	-	-	13,709
Egyptian pound	2,212	2,977	-	-	-	5,189
Euro currency	(471,992)	296,870	582,913	-	97,811	505,602
Hong Kong dollar	467	-	44,459	-	-	44,926
Hungarian forint	5,565	-	-	-	-	5,565
Iceland krona	(4,710)	6,548	-	-	-	1,838
Indian rupee	2,264	-	-	-	-	2,264
Japanese yen	(45,532)	95,978	404,855	5,048	-	460,349
Malaysian ringgit	6,146	-	-	-	-	6,146
Mexican peso	13,881	-	-	-	-	13,881
New Israeli shekel	-	2,741	-	-	-	2,741
Taiwan dollar	3,298	-	-	-	-	3,298
New Zealand dollar	(9,759)	7,996	5,085	-	-	3,322
Norwegian krone	674	-	11,918	-	-	12,592
Philippine peso	4,319	-	-	-	-	4,319
Polish zloty	10,298	-	-	-	-	10,298
Russian ruble (new)	13,366	6,076	-	-	-	19,442
Singapore dollar	8,870	-	15,215	-	-	24,085
Slovak koruna	7,942	-	-	-	-	7,942
South African rand	4,948	-	3,809	-	-	8,757
South Korean won	8,414	1,728	31,237	-	-	41,379
Swedish krona	3,878	2,575	32,741	-	-	39,194
Swiss franc	6,039	-	119,178	-	-	125,217
Turkish lira	1,523	15,366	-	-	-	16,889
Ukrainian hryvnia	2,404	3,115	-	-	-	5,519
Uruguayan peso	45	2,601	-	-	-	2,646
Total	$ (369,127)	$ 470,843	$ 1,738,078	$ 5,048	$ 101,471	$ 1,946,311

Investments in forward currency contract investments are commitments to purchase or sell stated amounts of foreign currency. Changes in market value of open contracts are immediately recognized as gains or losses. The market values of forward currency contracts are determined by quoted currency prices from national exchanges. As of June 30, 2005, the fair value of open contracts can be summarized as follows (in thousands):

Purchase contracts	$ 1,132,367
Sales contracts	(1,119,113)
Net fair value	$ 13,254

The Retirement System utilized these contracts to hedge (or decrease) the currency risk of foreign investments, to increase investment exposure in foreign currencies beyond the amounts reported as international investment securities, or to settle trades. Additionally, contracts may be used to effectively cancel previous contracts. The impact on market risk of these contracts can be summarized as follows (in thousands):

Contracts used to hedge or to settle trades, net	$ (509,479)
Contracts used to increase investment exposure in a foreign currency or to settle trades, net	522,733
Net fair value	$ 13,254

Securities Lending

The Retirement System lends U.S. government obligations, domestic and international bonds, and equities to various brokers with a simultaneous agreement to return collateral for the same securities plus a fee in the future. The securities lending agent manages the securities lending program and receives securities and cash as collateral. Collateral cash is pledged at 102% and securities at 105% of the fair market value of domestic securities and non-domestic securities lent. There are no restrictions on the amount of securities that can be lent at one time. The term to maturity of the loaned securities is generally not matched with the term to maturity of the investment of the said collateral.

The Retirement System lent $1,932,450 in securities and received collateral of $391,580 and $1,600,111 in securities and cash, respectively, from borrowers. The Retirement System's securities lending transactions as of June 30, 2005, are summarized in the following table (in thousands):

Security Type	Fair Value of Loaned Securities	Cash Collateral	Fair Value of Non-Cash Collateral
Securities Loaned for Cash Collateral:			
International Corporate Fixed	$ 2,001	$ 2,092	$ -
International Equities	216,236	226,926	-
International Government Fixed	19,307	20,306	-
U.S. Agencies	605	616	-
U.S. Corporate Fixed	182,593	186,989	-
U.S. Equities	248,102	254,608	-
U.S. Government Fixed	888,303	908,574	-
Securities Loaned with Non-Cash Collateral:			
International Equities	268,163	-	281,856
International Government Fixed	10,611	-	11,008
International UK Gilt	11,069	-	11,414
U.S. Agencies	6,408	-	6,570
U.S. Corporate Fixed	18,988	-	19,401
U.S. Equities	1,289	-	1,319
U.S. Government Fixed	58,775	-	60,012
Total	$ 1,932,450	$ 1,600,111	$ 391,580

The Retirement System does not have the ability to pledge or sell collateral securities unless a borrower defaults. As of June 30, 2005, the Retirement System has no credit risk exposure to borrowers because the amounts the Retirement System owes them exceed the amounts they owe the Retirement System. As with other extensions of credit, the Retirement System may bear the risk of delay in recovery or of rights in the collateral should the borrower of securities fail financially. In addition, the lending agent indemnifies the Retirement System against all borrower defaults.

(h) Supplemental disclosure of non-cash investing and financing activities

San Francisco International Airport

During the fiscal year 2004-2005, the San Francisco International Airport (SFO) issued Second Series Revenue Bonds Issue 31F and Issue 32 to refund previously issued debt. The $109.1 million in proceeds from Issue 31F and the $197.7 million in proceeds from Issue 32 were deposited immediately into irrevocable trusts for the defeasance of $306.8 million of Second Series Refunding Bonds.

Bond issuance costs of $8.4 million that were deducted from the proceeds of the Second Series Revenue Bonds were capitalized and will be amortized over the debt repayment period.

Other Non-Cash Transactions

The following represents the other non-cash transactions as of June 30, 2005 (in thousands):

	General Hospital Medical Center	Port of San Francisco	Laguna Honda Hospital	Internal Service Funds	Total 2005	Total 2004
Loss on abandonment of property and equipment.......	$ -	$ 11	$ -	$ -	$ 11	$ 39
Acquisition of capital assets on accounts payable and capital leases....................	958	2,313	409	313	3,993	3,750
Donated surplus................	-	5,000	-	-	5,000	-
Total	$ 958	$ 7,324	$ 409	$ 313	$ 9,004	$ 3,789

(6) PROPERTY TAXES

The City is responsible for assessing, collecting and distributing property taxes in accordance with enabling state law. Property taxes are levied on both real and personal property. Liens for secured property taxes attach on January 1st preceding the fiscal year for which taxes are levied. Secured property taxes are levied on the first business day of September and are payable in two equal installments: the first is due on November 1st and delinquent with penalties after December 10th; the second is due February 1st and delinquent with penalties after April 10th. Secured property taxes that are delinquent and unpaid as of June 30th are subject to redemption penalties, costs, and interest when paid. If not paid at the end of five years, the property may be sold at public auction and the proceeds used to pay delinquent amounts due. Any excess is remitted, if claimed, to the taxpayer. Unsecured personal property taxes do not represent a lien on real property. Those taxes are due on January 1st and become delinquent with penalties after August 31st. Supplemental property tax assessments associated with changes in the assessed valuation due to transfer of ownership in property or upon completion of new construction are levied in two equal installments and have variable due dates based on the dates of the underlying transaction.

Since the passage of California's Proposition 13, beginning with fiscal year 1978-1979, general property taxes are based either on a flat 1% rate applied to the 1975-1976 full value of the property or on 1% of the sales price of the property on sales transactions or construction value added after the 1975-1976 valuation. Taxable values on properties (exclusive of increases related to sales and construction) can rise at the lesser of 2% per year or inflation.

The Proposition 13 limitations on general property taxes do not limit taxes levied to pay the interest and redemption charges on any indebtedness approved by the voters prior to June 6, 1978 (the date of passage of Proposition 13). Proposition 13 was amended in 1986 to allow property taxes in excess of the 1% tax rate limit to fund general obligation bond debt service when such bonds are approved by two-thirds of the local voters. In 2000, California voters approved Proposition 39 which set the approval threshold at 55% for school facilities-related bonds. These "override" taxes for debt service amounted to approximately $130 million for the year ended June 30, 2005.

Taxable valuation for the year ended June 30, 2005 (net of non-reimbursable exemptions, reimbursable exemptions, and tax increment allocations to the Redevelopment Agency) was approximately $100.6 billion, an increase of 5.5%. The secured tax rate was $1.144 per $100 of assessed valuation. After adjusting for a State mandated property tax shift to schools, the tax rate is comprised of: $0.65 for general government, $0.35 for other taxing entities including the San Francisco Unified School District, San Francisco Community College District, the Bay Area Air Quality Management District and the Bay Area Rapid Transit District, and also $0.144 for bond debt service. Delinquencies in the current year on secured taxes and unsecured taxes amounted to 1.36% and 2.53%, respectively, of the current year tax levy, for an average delinquency rate of 1.44% of the current year tax levy.

As established by the Teeter Plan, the Controller allocates to the City and other agencies 100% of the secured property taxes billed but not yet collected by the County; in return, as the delinquent property taxes and associated penalties and interest are collected, the County retains such tax amounts in the Agency Fund. To the extent the Agency Fund balances are higher than required, transfers may be made to benefit the City's General Fund on a budgetary basis. The balance of the tax loss reserve, as of June 30, 2005 was $11.3 million, which is included in the Agency Fund for reporting purposes. The City has funded payment of accrued and current delinquencies, together with the required reserve, from interfund borrowing.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2005

(7) CAPITAL ASSETS

Primary Government

Capital asset activity of the primary government for the year ended June 30, 2005, was as follows (in thousands):

Governmental Activities:

	Balance July 1, 2004	Increases	Decreases	Balance June 30, 2005
Capital assets, not being depreciated:				
Land	$ 143,640	$ -	$ -	$ 143,640
Construction in progress	245,677	112,520	(66,157)	292,040
Total capital assets, not being depreciated	389,317	112,520	(66,157)	435,680
Capital assets, being depreciated:				
Facilities and improvements	2,092,382	48,216	-	2,140,598
Machinery and equipment	244,119	14,868	(2,550)	256,437
Infrastructure	180,976	13,490	-	194,466
Property held under lease	4,816	-	-	4,816
Total capital assets, being depreciated	2,522,293	76,574	(2,550)	2,596,317
Less accumulated depreciation for:				
Facilities and improvements	397,184	39,148	-	436,332
Machinery and equipment	191,445	21,507	(2,536)	210,416
Infrastructure	4,138	5,105	-	9,243
Property held under lease	4,280	-	-	4,280
Total accumulated depreciation	597,047	65,760	(2,536)	660,271
Total capital assets, being depreciated, net	1,925,246	10,814	(14)	1,936,046
Governmental activities capital assets, net	$ 2,314,563	$ 123,334	$ (66,171)	$ 2,371,726

Business-type Activities:

Capital asset activity of the business enterprises for the year ended June 30, 2005, was as follows (in thousands):

San Francisco International Airport

	Balance July 1, 2004	Increases	Decreases	Balance June 30, 2005
Capital assets, not being depreciated:				
Land	$ 2,316	$ -	$ -	$ 2,316
Construction in progress	126,574	77,399	(158,931)	45,042
Total capital assets, not being depreciated	128,890	77,399	(158,931)	47,358
Capital assets, being depreciated:				
Facilities and improvements	4,670,864	102,009	(3,329)	4,769,544
Machinery and equipment	70,207	739	(5,077)	65,869
Easements	135,598	3,011	-	138,609
Total capital assets, being depreciated	4,876,669	105,759	(8,406)	4,974,022
Less accumulated depreciation for:				
Facilities and improvements	998,507	150,311	-	1,148,818
Machinery and equipment	59,702	4,700	(4,938)	59,464
Easements	46,445	6,630	-	53,075
Total accumulated depreciation	1,104,654	161,641	(4,938)	1,261,357
Total capital assets, being depreciated, net	3,772,015	(55,882)	(3,468)	3,712,665
Capital assets, net	$ 3,900,905	$ 21,517	$ (162,399)	$ 3,760,023

CITY AND COUNTY OF SAN FRANCISCO
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June 30, 2005

Water Department

	Balance July 1, 2004	Increases	Decreases	Balance June 30, 2005
Capital assets, not being depreciated:				
Land	$ 17,929	$ -	$ -	$ 17,929
Construction in progress	85,755	110,342	(74,234)	121,863
Total capital assets, not being depreciated	103,684	110,342	(74,234)	139,792
Capital assets, being depreciated:				
Facilities and improvements	968,502	59,334	-	1,027,836
Machinery and equipment	99,905	4,704	(415)	104,194
Total capital assets, being depreciated	1,068,407	64,038	(415)	1,132,030
Less accumulated depreciation for:				
Facilities and improvements	359,118	32,088	-	391,206
Machinery and equipment	60,806	8,024	(379)	68,451
Total accumulated depreciation	419,924	40,112	(379)	459,657
Total capital assets, being depreciated, net	648,483	23,926	(36)	672,373
Capital assets, net	$ 752,167	$ 134,268	$ (74,270)	$ 812,165

Hetch Hetchy Water and Power

	Balance July 1, 2004	Increases	Decreases	Balance June 30, 2005
Capital assets, not being depreciated:				
Land	$ 4,215	$ -	$ -	$ 4,215
Construction in progress	51,097	19,941	(20,132)	50,906
Total capital assets, not being depreciated	55,312	19,941	(20,132)	55,121
Capital assets, being depreciated:				
Facilities and improvements	426,665	16,707	-	443,372
Machinery and equipment	38,156	1,002	(100)	39,058
Total capital assets, being depreciated	464,821	17,709	(100)	482,430
Less accumulated depreciation for:				
Facilities and improvements	234,066	9,197	-	243,263
Machinery and equipment	25,806	1,562	(89)	27,279
Total accumulated depreciation	259,872	10,759	(89)	270,542
Total capital assets, being depreciated, net	204,949	6,950	(11)	211,888
Capital assets, net	$ 260,261	$ 26,891	$ (20,143)	$ 267,009

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2005

Municipal Transportation Agency

	Balance July 1, 2004	Increases	Decreases	Balance June 30, 2005
Capital assets, not being depreciated:				
Land	$ 26,245	$ -	$ -	$ 26,245
Construction in progress	282,779	101,762	(5,338)	379,203
Total capital assets, not being depreciated	309,024	101,762	(5,338)	405,448
Capital assets, being depreciated:				
Facilities and improvements	376,851	6,746	-	383,597
Machinery and equipment	1,088,637	5,652	(5,023)	1,089,266
Infrastructure	703,673	13,052	-	716,725
Total capital assets, being depreciated	2,169,161	25,450	(5,023)	2,189,588
Less accumulated depreciation for:				
Facilities and improvements	123,396	32,317	-	155,713
Machinery and equipment	257,450	63,424	(4,461)	316,413
Infrastructure	209,003	22,680	-	231,683
Total accumulated depreciation	589,849	118,421	(4,461)	703,809
Total capital assets, being depreciated, net	1,579,312	(92,971)	(562)	1,485,779
Capital assets, net	$ 1,888,336	$ 8,791	$ (5,900)	$ 1,891,227

General Hospital Medical Center

	Balance July 1, 2004	Increases	Decreases	Balance June 30, 2005
Capital assets, not being depreciated:				
Land	$ 542	$ -	$ -	$ 542
Construction in progress	3,555	717	(1,589)	2,683
Total capital assets, not being depreciated	4,097	717	(1,589)	3,225
Capital assets, being depreciated:				
Facilities and improvements	125,903	2,529	-	128,432
Machinery and equipment	45,930	2,512	-	48,442
Total capital assets, being depreciated	171,833	5,041	-	176,874
Less accumulated depreciation for:				
Facilities and improvements	83,369	4,248	-	87,617
Machinery and equipment	36,625	2,407	-	39,032
Total accumulated depreciation	119,994	6,655	-	126,649
Total capital assets, being depreciated, net	51,839	(1,614)	-	50,225
Capital assets, net	$ 55,936	$ (897)	$ (1,589)	$ 53,450

Clean Water Program

	Balance July 1, 2004	Increases	Decreases	Balance June 30, 2005
Capital assets, not being depreciated:				
Land	$ 22,168	$ -	$ -	$ 22,168
Construction in progress	22,379	27,560	(16,381)	33,558
Total capital assets, not being depreciated	44,547	27,560	(16,381)	55,726
Capital assets, being depreciated:				
Facilities and improvements	1,923,515	13,891	-	1,937,406
Machinery and equipment	24,203	2,513	-	26,716
Total capital assets, being depreciated	1,947,718	16,404	-	1,964,122
Less accumulated depreciation for:				
Facilities and improvements	662,932	36,704	-	699,636
Machinery and equipment	20,171	1,096	-	21,267
Total accumulated depreciation	683,103	37,800	-	720,903
Total capital assets, being depreciated, net	1,264,615	(21,396)	-	1,243,219
Capital assets, net	$ 1,309,162	$ 6,164	$ (16,381)	$ 1,298,945

Port of San Francisco

	Balance July 1, 2004	Increases	Decreases	Balance June 30, 2005
Capital assets, not being depreciated:				
Land	$ 119,452	$ -	$ -	$ 119,452
Construction in progress	12,056	12,250	(3,912)	20,394
Total capital assets, not being depreciated	131,508	12,250	(3,912)	139,846
Capital assets, being depreciated:				
Facilities and improvements	265,826	8,243	(790)	273,279
Machinery and equipment	13,368	921	(812)	13,477
Total capital assets, being depreciated	279,194	9,164	(1,602)	286,756
Less accumulated depreciation for:				
Facilities and improvements	157,300	8,963	(790)	165,473
Machinery and equipment	7,957	1,004	(803)	8,158
Total accumulated depreciation	165,257	9,967	(1,593)	173,631
Total capital assets, being depreciated, net	113,937	(803)	(9)	113,125
Capital assets, net	$ 245,445	$ 11,447	$ (3,921)	$ 252,971

Laguna Honda Hospital

	Balance July 1, 2004	Increases *	Decreases *	Balance June 30, 2005
Capital assets, not being depreciated:				
Land	$ 914	$ -	$ -	$ 914
Construction in progress	56,574	11,345	-	67,919
Total capital assets, not being depreciated	57,488	11,345	-	68,833
Capital assets, being depreciated:				
Facilities and improvements	27,388	-	-	27,388
Machinery and equipment	12,619	288	-	12,907
Property held under lease	2,294	508	-	2,802
Total capital assets, being depreciated	42,301	796	-	43,097
Less accumulated depreciation for:				
Facilities and improvements	22,056	779	-	22,835
Machinery and equipment	11,830	155	-	11,985
Property held under lease	46	89	-	135
Total accumulated depreciation	33,932	1,023	-	34,955
Total capital assets, being depreciated, net	8,369	(227)	-	8,142
Capital assets, net	$ 65,857	$ 11,118	$ -	$ 76,975

Other Fund - San Francisco Market Corporation

	Balance July 1, 2004	Increases	Decreases	Balance June 30, 2005
Capital assets, being depreciated:				
Facilities and improvements	$ 9,483	$ 48	$ -	$ 9,531
Machinery and equipment	29	26	-	55
Total capital assets, being depreciated	9,512	74	-	9,586
Less accumulated depreciation for:				
Facilities and improvements	4,256	282	-	4,538
Machinery and equipment	-	-	-	-
Total accumulated depreciation	4,256	282	-	4,538
Total capital assets, being depreciated, net	5,256	(208)	-	5,048
Capital assets, net	$ 5,256	$ (208)	$ -	$ 5,048

Total Business-type Activities

	Balance July 1, 2004	Increases *	Decreases *	Balance June 30, 2005
Capital assets, not being depreciated:				
Land	$ 193,781	$ -	$ -	$ 193,781
Construction in progress	640,769	361,316	(280,517)	721,568
Total capital assets, not being depreciated	834,550	361,316	(280,517)	915,349
Capital assets, being depreciated:				
Facilities and improvements	8,794,997	209,507	(4,119)	9,000,385
Machinery and equipment	1,393,054	18,357	(11,427)	1,399,984
Infrastructure	703,673	13,052	-	716,725
Property held under lease	2,294	508	-	2,802
Easements	135,598	3,011	-	138,609
Total capital assets, being depreciated	11,029,616	244,435	(15,546)	11,258,505
Less accumulated depreciation for:				
Facilities and improvements	2,645,001	274,889	(790)	2,919,100
Machinery and equipment	480,347	82,372	(10,670)	552,049
Infrastructure	209,002	22,680	-	231,682
Property held under lease	46	89	-	135
Easements	46,445	6,630	-	53,075
Total accumulated depreciation	3,380,841	386,660	(11,460)	3,756,041
Total capital assets, being depreciated, net	7,648,775	(142,225)	(4,086)	7,502,464
Capital assets, net	$ 8,483,325	$ 219,091	$ (284,603)	$ 8,417,813

* The increases and decreases include transfers of categories of fixed assets from properties held under lease to facilities and improvements.

Depreciation expense was charged to functions/programs of the primary government as follows (in thousands):

Governmental Activities	
Public protection	$ 10,224
Public works, transportation, and commerce	15,693
Human welfare and neighborhood development	551
Community health	916
Culture and recreation	23,915
General administration and finance	13,498
Capital assets held by the City's internal service funds charged to the various functions on a prorated basis	963
Total depreciation expense - governmental activities	$ 65,760
Business-type activities:	
Airport	$ 161,641
Transportation	118,421
Port	9,967
Water	40,112
Power	10,759
Hospitals	7,678
Sewer	37,800
Market	282
Total depreciation expense - business-type activities	$ 386,660

Equipment is generally estimated to have useful lives of 2 to 40 years, except for certain equipment of the Water Department that has an estimated useful life of up to 75 years. Facilities and improvements are generally estimated to have useful lives from 15 to 50 years, except for utility type assets of the Water Department (Water), Hetch Hetchy Water and Power (Hetch Hetchy), the Clean Water Program (CWP), the Municipal Transportation Agency (MTA), Laguna Honda Hospital (LHH), and the Port of San Francisco (Port) that have estimated useful lives from 51 to 175 years. These long-lived assets include reservoirs, aqueducts, pumping stations of Hetch Hetchy, Cable Car Barn facilities and structures of MTA, building and structures of LHH, and pier substructures of the Port and totaled $1.5 billion as of June 30, 2005. In addition, the Water Department had utility type assets with useful lives over 100 years, which totaled $4.5 million as of June 30, 2005.

During the fiscal year ended June 30, 2005, the City's enterprise funds incurred total interest expense and interest income of approximately $268 million and $33.3 million, respectively. Of these amounts, interest expense of approximately $8.3 million was capitalized, while no interest income was received as part of the cost of constructing proprietary capital assets.

During fiscal year ended June 30, 2005, Water, Hetch Hetchy, and CWP expensed $14.1 million, $3.3 million, and $1.7 million, respectively, related to capitalized design and planning costs on certain projects that were discontinued. The amounts of the write-off were recognized as other operating expense in the accompanying financial statements.

Special items identify significant transactions or events within the control of management that are either unusual in nature or infrequent in occurrence. During fiscal year ended June 30, 2005, the Airport recognized a loss due to asset impairment of approximately $50 million (including capitalized interest of $5 million) relating to potential runway reconfigurations, construction methods, and materials.

Component Unit - Redevelopment Agency

Capital asset activity of the Redevelopment Agency for the year ended June 30, 2005 was as follows (in thousands):

	Balance July 1, 2004	Increases	Decreases	Balance June 30, 2005
Capital assets, not being depreciated:				
Property held under lease	$ 82,692	$ 22,276	$ -	$ 104,968
Construction in progress	31,568	17,494	(26,770)	22,292
Total capital assets, not being depreciated/amortized	114,260	39,770	(26,770)	127,260
Capital assets, being depreciated:				
Facilities and improvements	137,212	24,227	-	161,439
Leasehold improvements	21,602	-	-	21,602
Machinery and equipment	7,759	68	-	7,827
Total capital assets, being depreciated	166,573	24,295	-	190,868
Less accumulated depreciation and amortization for:				
Facilities and improvements	32,332	3,683	-	36,015
Leasehold improvements	7,354	432	-	7,786
Machinery and equipment	7,157	283	-	7,440
Total accumulated depreciation and amortization	46,843	4,398	-	51,241
Total capital assets, being depreciated, net	119,730	19,897	-	139,627
Redevelopment Agency capital assets, net	$ 233,990	$ 59,667	$ (26,770)	$ 266,887

(8) BONDS, LOANS, CAPITAL LEASES AND OTHER PAYABLES

The following is a summary of long-term obligations of the City as of June 30, 2005 (in thousands):

GOVERNMENTAL ACTIVITIES

Type of Obligation and Purpose	Final Maturity Date	Remaining Interest Rates	Amount
GENERAL OBLIGATION BONDS (a):			
Affordable housing	2021	4.0 to 7.05%	$ 84,030
California Academy of Sciences	2024	3.0 to 5.25%	7,805
Library	2022	2.5 to 5.0%	35,940
Laguna Honda Hospital	2030	3.25 to 5.0%*	230,000
Museums	2019	4.5 to 5.5%	13,345
Parks and playgrounds	2024	2.4 to 5.75%	135,570
Schools	2023	2.4 to 5.75%	131,760
Zoo facilities	2022	2.5 to 5.75%	33,525
Refunding	2016	3.0 to 5.75%	414,380
General obligation bonds - governmental activities			1,086,355
LEASE REVENUE BONDS:			
San Francisco Finance Corporation (b) & (e)	2030	2.0 to 5.5%**	230,620
Lease revenue bonds - governmental activities			230,620
OTHER LONG-TERM OBLIGATIONS:			
Certificates of participation (c) & (d)	2034	3.0 to 5.3%	283,320
Commercial Paper (c)	2006	1.85 to 2.85%	150,000
Loans (c), (d) & (f)	2015	2.0 to 6.7%	7,961
Capital leases payable (c) & (f)	2024	1.5 to 7.05%	198,703
Settlement Obligation Bonds (d)	2011	2.4 to 3.05%	38,670
Accrued vacation and sick leave (d) & (f)			125,037
Accrued workers' compensation (d) & (f)			214,805
Estimated claims payable (d) & (f)			83,537
Other long-term obligations - governmental activities			1,102,033
DEFERRED AMOUNTS:			
Bond issuance premiums			16,254
Bond issuance discounts			(2,425)
Bond refunding			(5,843)
Deferred amounts			7,986
Governmental activities total long-term obligations			$ 2,426,994

Debt service payments are made from the following sources:
(a) Property tax recorded in the Debt Service Fund.
(b) Lease revenues from participating departments in the General, Special Revenue and Enterprise Funds.
(c) Revenues recorded in the Special Revenue Funds.
(d) Revenues recorded in the General Fund.
(e) Hotel taxes and other revenues recorded in the General and Special Revenue Funds.
(f) User-charge reimbursements from the General, Special Revenue and Enterprise Funds.

Internal Service Funds serve primarily the governmental funds. Accordingly, long-term liabilities for the Internal Service Funds are included in the above amounts.

* Laguna Honda Hospital General Obligation Bonds Series 2005 A are fixed rate bonds and Series 2005 B, C and D are variable rate bonds that reset weekly. The remaining interest rates stated are for Series 2005 A. The average interest rate for the variable rate bonds from issuance date of May 26, 2005 through June 30, 2005 was 2.42%. The rate at June 30, 2005 was 2.20%.

** Includes the Moscone Center West Expansion Project, which was financed with variable rate bonds that reset weekly. The average interest rate from issuance date of November 2, 2000 through June 30, 2005 was 1.57%. The rate at June 30, 2005 was 2.21%.

BUSINESS-TYPE ACTIVITIES

Entity and Type of Obligation	Final Maturity Date	Remaining Interest Rates	Amount
San Francisco International Airport:			
Revenue bonds	2032	1.55 to 8.0%*	$ 4,114,431
Water Department:			
Revenue bonds	2032	3.0 to 7.0%	486,970
Commercial paper	2006	2.58 to 2.75%	80,000
Accreted interest	2019	7.0%	2,749
Hetch Hetchy Water and Power:			
Notes, loans and other payables	2010	3.0%	595
Municipal Transportation Agency:			
Parking and Traffic			
Revenue bonds	2020	4.0 to 5.0%	21,170
Lease revenue bonds	2022	3.7 to 6.0%	10,465
Capital leases	2008	3.41 to 5.11%	195
Notes, loans and other payables**	2010	3.0 to 5.25%	20,266
Downtown Parking - parking revenue refunding bonds	2018	3.0 to 5.375%	11,440
Ellis-O'Farrell - parking revenue refunding bonds	2017	3.5 to 4.7%	5,315
Japan Center Garage Corporation - notes, loans and other payables	2008	6.75%	309
Uptown Parking - revenue bonds	2031	4.5 to 6.0%	18,425
General Hospital Medical Center:			
Capital leases	2010	5.7 to 8.5%	2,519
Clean Water Program:			
Revenue bonds	2026	3.0 to 5.25%	396,270
State of California - Revolving fund loans	2021	2.8 to 3.5%	134,783
Port of San Francisco:			
Revenue bonds	2010	2.25 to 4.0%	19,940
Notes, loans and other payables	2029	4.5%	3,359
Laguna Honda Hospital:			
Capital leases	2009	3.465%	2,040
Accrued vacation and sick leave			75,318
Accrued workers' compensation			176,623
Estimated claims payable			68,718
Deferred Amounts:			
Bond issuance premiums			45,420
Bond issuance discounts			(20,108)
Bond refunding			(92,446)
Business-type activities total long-term obligations			$ 5,584,766

* Includes Second Series Revenue Bonds Issue 31 and 32, which were issued in an auction mode. The average interest rates on the Issue 31 and 32 bonds were 1.8% and 2.36%, respectively, from the dates of issuance through June 30, 2005.

** Includes an unamortized loan premium of $0.9 million for Parking and Traffic.

Sources of funds to meet debt service requirements are revenues derived from user fees and charges for services recorded in their respective Enterprise Funds.

COMPONENT UNITS

Type of Obligation	Final Maturity Date	Remaining Interest Rates	Amount
SAN FRANCISCO REDEVELOPMENT AGENCY AND FINANCING AUTHORITY:			
Lease Revenue Bonds:			
Moscone Convention Center (a)	2025	2.0 to 7.05%	$ 138,155
Hotel Tax Revenue Bonds (b)	2025	4.25 to 6.94%	67,220
Financing Authority Bonds:			
Tax Allocation Revenue Bonds (c)	2031	2.0 to 8.3%	469,671
South Beach Harbor Variable Rate Refunding Bonds (d)	2017	Variable (2.4% at 6/30/05)	10,000
Less deferred amounts:			
Bond issuance premiums			8,966
Refunding loss			(3,042)
Sub-total			690,970
California Department of Boating and Waterways Loan (e)	2037	4.5%	8,000
Accreted Interest payable			77,025
Accrued vacation and sick leave pay			2,701
Component unit total long-term obligations			$ 778,696

Debt service payments are made from the following sources:
(a) Hotel taxes and operating revenues recorded in the Convention Facilities Special Revenue Fund and existing debt service/escrow trust funds.
(b) Hotel taxes from hotels located in the Redevelopment Project Areas.
(c) Property taxes allocated to the Redevelopment Agency based on increased assessed valuations in project areas (note 12) and existing debt service/escrow trust funds.
(d) South Beach Harbor Project cash reserves, property tax increments and project revenues.
(e) South Beach Harbor Project revenues (subordinated to Refunding Bonds).

Debt Compliance

There are a number of limitations and restrictions contained in the various bond indentures. The City believes it is in compliance with all significant limitations and restrictions.

Legal Debt Limit and Legal Debt Margin

As of June 30, 2005, the City's debt limit (3% of valuation subject to taxation) was $3.2 billion. The total amount of debt applicable to the debt limit was $1.1 billion, net of certain assets in other non-major governmental funds, and other deductions allowed by law. The resulting legal debt margin was $2.1 billion.

Arbitrage

Under U.S. Treasury Department regulations, all governmental tax-exempt debt issued after August 31, 1986 is subject to arbitrage rebate requirements. The requirements stipulate, in general, that the earnings from the investment of tax exempt bond proceeds, which exceed related interest expenditures on the bonds, must be remitted to the Federal government on every fifth anniversary of each bond issue. The City has evaluated each general obligation bond and has recognized an arbitrage liability of $0.4 million as of June 30, 2005. This arbitrage liability is reported in deferred credits and other liabilities in the governmental activities of the statement of net assets. The Finance Corporation has evaluated their lease revenue bonds, and a liability of $0.2 million was reported in the deferred credits and other liabilities in the Internal Service Fund as of June 30, 2005. Each Enterprise Fund has performed a similar analysis of its debt which is subject to arbitrage rebate requirements. Any material arbitrage liability related to the

debt of the Enterprise Funds has been recorded as a liability in the respective fund. In addition, the Redevelopment Agency records any arbitrage liability in deferred credits and other liabilities.

Assessment District

During June 1996, the City issued $1 million of Limited Obligation Improvement Bonds for the Bayshore Hester Assessment District No. 95-1. These bonds were issued pursuant to the Improvement Bond Act of 1915. The proceeds were used to finance the construction of a new public right-of-way. The bonds began to mature during the fiscal year ended June 30, 1999 and continue through 2026 bearing interest from 6.0% to 6.85%. These bonds do not represent obligations of the City. Neither the faith and credit nor the taxing power of the City is pledged to the payment of the bonds. Accordingly, the debt has not been included in the basic financial statements. Assessments collected for repayment of this debt are received in the Tax Collection Agency Fund. Unpaid assessments constitute fixed liens on the lots and parcels assessed within the Bayshore-Hester Assessment District and do not constitute a personal indebtedness of the respective owners of such lots and parcels.

Mortgage Revenue Bonds

In order to facilitate affordable housing, the City issues mortgage revenue bonds for the financing of multifamily rental housing and for below-market rate mortgage financing for first time homebuyers. These obligations are secured by the related mortgage indebtedness and are not obligations of the City. As of June 30, 2005, the aggregate outstanding obligation of such bonds was $130 million.

Changes in Long-Term Obligations

The changes in long-term obligations for governmental activities for the year ended June 30, 2005, are as follows (in thousands):

	July 1, 2004	Additional Obligations, Interest Accretion and Net Increases	Current Maturities Retirements, and Net Decreases	June 30, 2005	Amounts Due Within One Year
Governmental activities:					
Bonds payable:					
General obligation bonds	$ 844,350	$ 306,875	$ (64,870)	$ 1,086,355	$ 67,805
Lease revenue bonds	245,680	-	(15,060)	230,620	17,780
Certificates of participation	290,635	39,350	(46,665)	283,320	7,160
Settlement obligation bond	44,275	-	(5,605)	38,670	5,715
Less deferred amounts:					
For issuance premiums	4,912	11,989	(647)	16,254	-
For issuance discounts	(2,509)	-	84	(2,425)	-
On refunding	(6,339)	(253)	749	(5,843)	-
Total Bonds payable	1,421,004	357,961	(132,014)	1,646,951	98,460
Commercial Paper	50,000	100,000	-	150,000	150,000
Loans	9,515	500	(2,054)	7,961	943
Capital leases	194,815	6,364	(2,476)	198,703	14,888
Accrued vacation and sick leave pay	128,417	72,900	(76,280)	125,037	63,098
Accrued workers' compensation	213,630	34,042	(32,867)	214,805	44,624
Estimated claims payable	79,805	29,360	(25,628)	83,537	37,487
Governmental activities long-term obligations	$ 2,097,186	$ 601,127	$ (271,319)	$ 2,426,994	$ 409,500

Internal Service Funds serve primarily the governmental funds, the long-term liabilities of which are included as part of the above totals for governmental activities. At the year ended June 30, 2005, $230.7 million of lease revenue bonds, $0.5 million of capital leases, $0.1 million of loans, $3.7 million of accrued vacation and sick leave pay and $1.2 million of accrued workers' compensation are included in the above amounts. Also, for the governmental activities, claims and judgments and compensated absences are generally liquidated by the general fund.

The changes in long-term obligations for each enterprise fund for the year ended June 30, 2005, are as follows (in thousands):

	July 1, 2004	Additional Obligations, Interest Accretion and Net Increases	Current Maturities Retirements, and Net Decreases	June 30, 2005	Amounts Due Within One Year
San Francisco International Airport					
Bonds payable:					
Revenue bonds	$ 4,173,170	$ 311,596	$ (370,335)	$ 4,114,431	$ 79,126
Less deferred amounts:					
For issuance premiums	17,544	-	(435)	17,109	-
For issuance discounts	(19,059)	-	1,709	(17,350)	-
On refunding	(53,004)	(13,281)	5,695	(60,590)	-
Total bonds payable	4,118,651	298,315	(363,366)	4,053,600	79,126
Accrued vacation and sick leave pay	11,576	7,788	(7,874)	11,490	5,928
Accrued workers' compensation	5,155	2,316	(2,352)	5,119	1,339
Estimated claims payable	459	575	(189)	845	812
Long-term obligations	$ 4,135,841	$ 308,994	$ (373,781)	$ 4,071,054	$ 87,205

The changes in long-term obligations for each enterprise fund for the year ended June 30, 2005, are as follows (in thousands) - continued:

	July 1, 2004	Additional Obligations, Interest Accretion and Net Increases	Current Maturities Retirements, and Net Decreases	June 30, 2005	Amounts Due Within One Year
Water Department					
Bonds payable:					
Revenue bonds	$ 501,025	$ -	$ (14,055)	$ 486,970	$ 14,790
Less deferred amounts:					
For issuance premiums	6,932	-	(245)	6,687	-
For issuance discounts	(2,709)	-	(49)	(2,758)	-
On refunding	(7,885)	-	474	(7,411)	-
Total bonds payable	497,363	-	(13,875)	483,488	14,790
Accreted interest payable	2,567	182	-	2,749	-
Commercial paper	25,000	55,000	-	80,000	80,000
Accrued vacation and sick leave pay	9,130	6,176	(5,722)	9,584	4,755
Accrued workers' compensation	11,695	669	(2,013)	10,351	2,159
Estimated claims payable	6,111	1,385	(2,210)	5,286	1,225
Long-term obligations	$ 551,866	$ 63,412	$ (23,820)	$ 591,458	$ 102,929
Hetch Hetchy Water and Power					
Notes, loans, and other payables	$ 693	$ -	$ (98)	$ 595	$ 101
Accrued vacation and sick leave pay	1,798	973	(902)	1,869	988
Accrued workers' compensation	2,276	463	(289)	2,450	500
Estimated claims payable	169	3,702	(1,869)	2,002	432
Long-term obligations	$ 4,936	$ 5,138	$ (3,158)	$ 6,916	$ 2,021
Municipal Transportation Agency					
Bonds payable:					
Revenue bonds	$ 58,420	$ -	$ (2,070)	$ 56,350	$ 2,365
Lease revenue bonds	11,425	-	(960)	10,465	1,010
Less deferred amounts:					
For issuance premiums	969	-	(29)	940	-
Total bonds payable	70,814	-	(3,059)	67,755	3,375
Notes, loans, and other payables	24,299	335	(4,059)	20,575 *	4,124
Capital leases	561	91	(457)	195	138
Accrued vacation and sick leave pay	24,219	19,077	(19,196)	24,100	13,810
Accrued workers' compensation	119,440	17,443	(21,531)	115,352	25,289
Estimated claims payable	33,844	23,602	(7,680)	49,766	16,836
Long-term obligations	$ 273,177	$ 60,548	$ (55,982)	$ 277,743	$ 63,572

* Includes an unamortized loan premium of $0.9 million for Parking and Traffic.

	July 1, 2004	Additional Obligations, Interest Accretion and Net Increases	Current Maturities Retirements, and Net Decreases	June 30, 2005	Amounts Due Within One Year
General Hospital Medical Center					
Capital leases	$ 2,205	$ 959	$ (645)	$ 2,519	$ 653
Accrued vacation and sick leave pay	13,564	10,231	(9,559)	14,236	8,167
Accrued workers' compensation	22,993	4,199	(4,293)	22,899	4,550
Long-term obligations	$ 38,762	$ 15,389	$ (14,497)	$ 39,654	$ 13,370

The changes in long-term obligations for all enterprise funds for the year ended June 30, 2005, are as follows (in thousands) - continued:

	July 1, 2004	Additional Obligations, Interest Accretion and Net Increases	Current Maturities Retirements, and Net Decreases	June 30, 2005	Amounts Due Within One Year
Clean Water Program					
Bonds payable:					
Revenue bonds	$ 396,270	$ -	$ -	$ 396,270	$ -
Less deferred amounts:					
For issuance premiums	21,386	-	(1,005)	20,381	-
On refunding	(25,124)	-	1,727	(23,397)	-
Total bonds payable	392,532	-	722	393,254	-
State of California - Revolving fund loans	150,196	-	(15,413)	134,783	15,914
Accrued vacation and sick leave pay	3,756	2,208	(1,869)	4,095	2,173
Accrued workers' compensation	4,800	721	(847)	4,674	967
Estimated claims payable	4,761	4,779	(448)	9,092	2,241
Long-term obligations	$ 556,045	$ 7,708	$ (17,855)	$ 545,898	$ 21,295
Port of San Francisco					
Bonds payable:					
General obligation bonds	$ 400	$ -	$ (400)	$ -	$ -
Revenue bonds	27,095	19,940	(27,095)	19,940	3,390
Less deferred amounts:					
For issuance premiums	216	159	(72)	303	-
On refunding	(788)	(510)	250	(1,048)	-
Total bonds payable	26,923	19,589	(27,317)	19,195	3,390
Notes, loans, and other payables	3,436	-	(77)	3,359	80
Capital leases	23	-	(23)	-	-
Accrued vacation and sick leave pay	1,839	1,431	(1,578)	1,692	922
Accrued workers' compensation	3,113	417	(804)	2,726	547
Estimated claims payable	2,287	300	(860)	1,727	957
Long-term obligations	$ 37,621	$ 21,737	$ (30,659)	$ 28,699	$ 5,896
Laguna Honda Hospital					
Capital leases	$ 2,102	$ 409	$ (471)	$ 2,040	$ 499
Accrued vacation and sick leave pay	8,008	6,290	(6,046)	8,252	4,881
Accrued workers' compensation	14,024	27,088	(28,060)	13,052	2,654
Long-term obligations	$ 24,134	$ 33,787	$ (34,577)	$ 23,344	$ 8,034

A summary of the changes in long-term obligations for all enterprise funds for the year ended June 30, 2005, is as follows (in thousands):

	July 1, 2004	Additional Obligations, Interest Accretion and Net Increases	Current Maturities Retirements, and Net Decreases	June 30, 2005	Amounts Due Within One Year
Total Business-type Activities:					
Bonds payable:					
General obligation bonds	$ 400	$ -	$ (400)	$ -	$ -
Revenue bonds	5,155,980	331,536	(413,555)	5,073,961	99,671
Lease revenue bonds	11,425	-	(960)	10,465	1,010
Less deferred amounts:					
For issuance premiums	47,047	159	(1,786)	45,420	-
For issuance discounts	(21,768)	-	1,660	(20,108)	-
On refunding	(86,801)	(13,791)	8,146	(92,446)	-
Total bonds payable	5,106,283	317,904	(406,895)	5,017,292	100,681
Accreted interest payable	2,567	182	-	2,749	-
Commercial paper	25,000	55,000	-	80,000	80,000
State of California - Revolving fund loans	150,196	-	(15,413)	134,783	15,914
Notes, loans, and other payables	28,428	335	(4,234)	24,529	4,305
Capital leases	4,891	1,482	(1,619)	4,754	1,290
Accrued vacation and sick leave pay	73,890	54,174	(52,746)	75,318	41,624
Accrued workers' compensation	183,496	53,330	(60,203)	176,623	38,005
Estimated claims payable	47,631	34,324	(13,237)	68,718	22,503
Business-type activities long term obligations	$ 5,622,382	$ 516,731	$ (554,347)	$ 5,584,766	$ 304,322

The changes in long term obligations for the component unit for the year ended June 30, 2005, are as follows (in thousands):

	July 1, 2004	Additional Obligations, Interest Accretion and Net Increases	Current Maturities Retirements, and Net Decreases	June 30, 2005	Amounts Due Within One Year
Component Unit:					
Redevelopment Agency					
Bonds payable:					
Revenue bonds	$ 727,713	$ -	$ (52,667)	$ 675,046	$ 28,581
Refunding bonds	11,500	-	(1,500)	10,000	-
Less deferred amounts:					
For issuance premiums	9,641	-	(675)	8,966	-
On refunding	(3,263)	-	221	(3,042)	-
Total bonds payable	745,591	-	(54,621)	690,970	28,581
Accreted interest payable	142,388	9,167	(74,530)	77,025	2,084 (1)
Notes, loans, and other payables	8,000	-	-	8,000	-
Accrued vacation and sick leave pay	2,733	6	(38)	2,701	1,092
Component unit - long term obligations	$ 898,712	$ 9,173	$ (129,189)	$ 778,696	$ 31,757

(1) This amount is included in accrued interest payable in the accompanying Statement of Net Assets.

Annual debt service requirements to maturity for all bonds and loans outstanding as of June 30, 2005, for governmental activities are as follows (in thousands):

Governmental Activities [(1) (2) (3)]

Fiscal Year Ending	General Obligation Bonds		Lease Revenue Bonds		Other Long-Term Obligations		Total	
June 30	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
2006.........	$ 67,805	$ 50,878	$ 17,780	$ 6,979	$ 13,818	$ 14,788	$ 99,403	$ 72,645
2007.........	70,795	47,346	15,805	6,424	15,977	14,269	102,577	68,039
2008.........	78,090	43,871	13,955	5,928	15,863	13,723	107,908	63,522
2009.........	81,715	40,079	12,565	5,469	16,427	13,165	110,707	58,713
2010.........	82,495	36,070	7,180	5,019	16,921	12,609	106,596	53,698
2011-2015..	327,125	123,872	35,670	21,438	61,520	54,236	424,315	199,546
2016-2020..	209,045	56,107	36,995	15,651	48,745	41,711	294,785	113,469
2021-2025..	99,385	17,084	42,970	9,631	43,265	30,636	185,620	57,351
2026-2030..	69,900	5,279	47,700	3,686	51,050	18,860	168,650	27,825
2031-2035..	-	-	-	-	46,365	4,894	46,365	4,894
Total.........	$1,086,355	$ 420,586	$ 230,620	$ 80,225	$ 329,951	$ 218,891	$ 1,646,926	$ 719,702

(1) The specific year for payment of estimated claims payable, accrued vacation and sick leave pay and accrued workers' compensation is not practicable to determine.
(2) The payment stream for principal and interest on commercial paper is not practicable to determine because the timing of the issuance and payment is based on project expenditures.
(3) Includes the following variable rate demand notes, Moscone Center Expansion Project Lease Revenue Bonds and Laguna Honda Hospital General Obligation Bonds. Currently, they bear interest at a weekly rate of 2.21% and 2.2% respectively, at June 30, 2005.

The annual debt service requirement to maturity for all bonds and loans outstanding as of June 30, 2005, for each enterprise fund is as follows (in thousands):

San Francisco International Airport [(1)]

Fiscal Year Ending	Revenue Bonds		Other Long-Term Obligations		Total	
June 30	Principal	Interest	Principal	Interest	Principal	Interest
2006.........	$ 79,126	$ 201,214	$ -	$ -	$ 79,126	$ 201,214
2007.........	86,505	198,119	-	-	86,505	198,119
2008.........	105,720	192,997	-	-	105,720	192,997
2009.........	110,865	188,512	-	-	110,865	188,512
2010.........	118,795	182,488	-	-	118,795	182,488
2011-2015..	759,270	816,444	-	-	759,270	816,444
2016-2020..	940,920	614,584	-	-	940,920	614,584
2021-2025..	1,116,380	368,838	-	-	1,116,380	368,838
2026-2030..	742,520	122,053	-	-	742,520	122,053
2031-2035..	54,330	3,637	-	-	54,330	3,637
Total.........	$ 4,114,431	$ 2,888,886	$ -	$ -	$ 4,114,431	$ 2,888,886

(1) The specific year for payment of estimated claims payable, accrued vacation and sick leave pay and accrued workers' compensation is not practicable to determine.

The annual debt service requirement to maturity for all bonds and loans outstanding as of June 30, 2005, for each enterprise fund is as follows (in thousands) - continued:

Water Department [(1) (2)]

Fiscal Year Ending	Revenue Bonds		Other Long-Term Obligations		Total	
June 30	Principal	Interest	Principal	Interest	Principal	Interest
2006..........	$ 14,790	$ 23,315	$ -	$ -	$ 14,790	$ 23,315
2007..........	15,450	22,666	-	-	15,450	22,666
2008..........	16,225	21,921	-	-	16,225	21,921
2009..........	17,035	21,131	-	-	17,035	21,131
2010..........	17,805	20,370	-	-	17,805	20,370
2011-2015...	102,670	88,254	-	-	102,670	88,254
2016-2020...	85,815	64,100	-	-	85,815	64,100
2021-2025...	84,165	43,683	-	-	84,165	43,683
2026-2030...	86,095	22,183	-	-	86,095	22,183
2031-2035...	46,920	3,142	-	-	46,920	3,142
Total..........	$ 486,970	$ 330,765	$ -	$ -	$ 486,970	$ 330,765

Hetch Hetchy Water and Power [(1)]

Fiscal Year Ending	Revenue Bonds		Other Long-Term Obligations		Total	
June 30	Principal	Interest	Principal	Interest	Principal	Interest
2006..........	$ -	$ -	$ 101	$ 17	$ 101	$ 17
2007..........	-	-	104	14	104	14
2008..........	-	-	107	11	107	11
2009..........	-	-	110	8	110	8
2010..........	-	-	115	4	115	4
2011-2015...	-	-	58	1	58	1
Total..........	$ -	$ -	$ 595	$ 55	$ 595	$ 55

Municipal Transportation Agency [(1) (3)]

Fiscal Year Ending	Revenue and Lease Revenue Bonds		Other Long-Term Obligations		Total	
June 30	Principal	Interest	Principal	Interest	Principal	Interest
2006..........	$ 3,375	$ 3,281	$ 4,123	$ 931	$ 7,498	$ 4,212
2007..........	3,500	3,147	4,331	723	7,831	3,870
2008..........	3,650	3,003	4,519	505	8,169	3,508
2009..........	3,810	2,851	6,381	283	10,191	3,134
2010..........	3,125	2,707	279	61	3,404	2,768
2011-2015...	15,715	11,221	-	-	15,715	11,221
2016-2020...	18,405	6,420	-	-	18,405	6,420
2021-2025...	4,315	2,914	-	-	4,315	2,914
2026-2030...	-	1,420	-	-	-	1,420
2031-2035...	10,920	78	-	-	10,920	78
Total..........	$ 66,815	$ 37,042	$ 19,633	$ 2,503	$ 86,448	$ 39,545

(1) The specific year for payment of accreted interest payable (Water Department), estimated claims payable, accrued vacation and sick leave pay and accrued workers' compensation is not practicable to determine.
(2) The payment stream for principal and interest on commercial paper is not practicable to determine because the timing of the issuance and payment is based on project expenditures.
(3) Unamortized loan premiums of $0.9 million (MTA) are not included in principal payments.

The annual debt service requirement to maturity for all bonds and loans outstanding as of June 30, 2005, for each enterprise fund is as follows (in thousands) - continued:

Clean Water Program (1)

Fiscal Year Ending June 30	Revenue Bonds Principal	Revenue Bonds Interest	Other Long-Term Obligations Principal	Other Long-Term Obligations Interest	Total Principal	Total Interest
2006	$ -	$ 17,219	$ 15,914	$ 4,218	$ 15,914	$ 21,437
2007	33,445	16,718	16,430	3,701	49,875	20,419
2008	34,500	15,698	13,337	3,168	47,837	18,866
2009	35,665	14,646	13,761	2,744	49,426	17,390
2010	37,130	13,183	14,199	2,307	51,329	15,490
2011-2015	121,610	48,948	46,444	5,795	168,054	54,743
2016-2020	79,255	22,653	12,996	1,145	92,251	23,798
2021-2025	51,155	5,310	1,702	49	52,857	5,359
2026-2030	3,510	83	-	-	3,510	83
Total	$ 396,270	$ 154,458	$ 134,783	$ 23,127	$ 531,053	$ 177,585

Port of San Francisco (1)

Fiscal Year Ending June 30,	Revenue Bonds Principal	Revenue Bonds Interest	Other Long-Term Obligations Principal	Other Long-Term Obligations Interest	Total Principal	Total Interest
2006	$ 3,390	$ 554	$ 80	$ 151	$ 3,470	$ 705
2007	3,975	453	84	148	4,059	601
2008	4,070	348	88	144	4,158	492
2009	4,185	222	92	140	4,277	362
2010	4,320	75	96	136	4,416	211
2011-2015	-	-	549	609	549	609
2016-2020	-	-	685	474	685	474
2021-2025	-	-	853	305	853	305
2026-2030	-	-	832	95	832	95
Total	$ 19,940	$ 1,652	$ 3,359	$ 2,202	$ 23,299	$ 3,854

A summary of the annual debt service requirement to maturity for all bonds and loans outstanding as of June 30, 2005, for business type activities is as follows (in thousands):

Total Business-type Activities (1) (2) (3)

Fiscal Year Ending June 30	Revenue Bonds Principal	Revenue Bonds Interest	Other Long-Term Obligations Principal	Other Long-Term Obligations Interest	Total Principal	Total Interest
2006	$ 100,681	$ 245,583	$ 20,218	$ 5,317	$ 120,899	$ 250,900
2007	142,875	241,103	20,949	4,586	163,824	245,689
2008	164,165	233,967	18,051	3,828	182,216	237,795
2009	171,560	227,362	20,344	3,175	191,904	230,537
2010	181,175	218,823	14,689	2,508	195,864	221,331
2011-2015	999,265	964,867	47,051	6,405	1,046,316	971,272
2016-2020	1,124,395	707,757	13,681	1,619	1,138,076	709,376
2021-2025	1,256,015	420,745	2,555	354	1,258,570	421,099
2026-2030	832,125	145,739	832	95	832,957	145,834
2031-2035	112,170	6,857	-	-	112,170	6,857
Total	$ 5,084,426	$ 3,412,803	$ 158,370	$ 27,887	$ 5,242,796	$ 3,440,690

(1) The specific year for payment of accreted interest payable (Water Department), estimated claims payable, accrued vacation and sick leave pay and accrued workers' compensation is not practicable to determine.
(2) The payment stream for principal and interest on commercial paper is not practicable to determine because the timing of the issuance and payment is based on project expenditures.
(3) Unamortized loan premiums of $0.9 million (MTA) are not included in principal payments.

The annual debt service requirement to maturity for all bonds and loans outstanding as of June 30, 2005, for the component unit are as follows (in thousands):

Component Unit: Redevelopment Agency (1)

Fiscal Year Ending June 30	Lease Revenue Bonds Principal	Lease Revenue Bonds Interest	Tax Revenue Bonds Principal	Tax Revenue Bonds Interest	Other Long-Term Obligations Principal	Other Long-Term Obligations Interest	Total Principal	Total Interest
2006	$ 5,510	$ 12,361	$ 23,071	$ 27,856	$ -	$ 786	$ 28,581	$ 41,003
2007	5,146	12,728	24,639	26,934	1	785	29,786	40,447
2008	5,544	13,027	27,018	24,141	882	779	33,444	37,947
2009	5,350	13,289	26,212	24,627	1,107	757	32,669	38,673
2010	5,152	13,565	27,051	23,529	1,169	668	33,372	37,762
2011-2015	28,933	65,698	160,515	90,251	7,767	2,379	197,215	158,328
2016-2020	68,040	11,171	170,492	41,755	1,190	1,489	239,722	54,415
2021-2025	14,480	1,953	62,742	43,001	1,483	1,196	78,705	46,150
2026-2030	-	-	13,275	1,899	1,849	831	15,124	2,730
2031-2035	-	-	1,876	54	2,304	376	4,180	430
2036-2040	-	-	-	-	248	12	248	12
Total	$ 138,155	$ 143,792	$ 536,891	$ 304,047	$ 18,000	$ 10,058	$ 693,046	$ 457,897

(1) The specific year for payment of accreted interest payable and accrued vacation and sick leave pay is not practicable to determine.

Governmental Activities Long-term Liabilities

General Obligation Bonds

The City issues general obligation bonds to provide funds for the acquisition or improvement of real property and construction of affordable housing. General obligation bonds have been issued for both governmental and business-type activities. The net authorized and unissued governmental activities general obligation bonds for the fiscal year ended June 30, 2005, are as follows (in thousands):

Governmental Activities - General Obligation Bonds
(in thousands)

Authorized and unissued as of June 30, 2004	$ 872,060
Bonds issued:	
Series 2004A, Neighborhood Recreation and Park Facilities Improvement Bonds	(68,800)
Series 2004B, California Academy of Sciences Improvement Bonds	(8,075)
Series 2005A, Laguna Honda Hospital	(110,000)
Series 2005B, C & D, Laguna Honda Hospital	(120,000)
Net authorized and unissued as of June 30, 2005	$ 565,185

There were no new authorizations on general obligation bonds in the year ended June 30, 2005.

In October 2004, the City issued General Obligation Bonds, Neighborhood Recreation and Park Facilities Improvement Bonds, Series 2004A in the amount of $68.8 million. Interest rates range from 3.0% to 5.0%. The bonds mature from June 2005 through June 2024. The bonds were issued to provide funds to finance the acquisition, construction and/or reconstruction of certain improvements to recreation and park facilities in the City, and all other works, property and structures necessary or convenient for these purposes. Debt service payments are funded through ad valorem taxes on property.

In October 2004, the City issued General Obligation Bonds, California Academy of Sciences Improvement Bonds, Series 2004B in the amount of $8.1 million. Interest rates range from 3.0% to 5.0%. The bonds mature from June 2005 through June 2024. The bonds were issued to provide funds to finance the acquisition, construction, and/or reconstruction of certain improvements to the California Academy of Sciences, and all other works, property and structures necessary or convenient for these purposes. Debt service payments are funded through ad valorem taxes on property.

In May 2005, the City issued General Obligation Bonds, Laguna Honda Hospital, Series 2005A, in the amount of $110 million and Series 2005B, C and D in the amount of $40 million each, totaling $120 million. Interest rates for Series 2005A ranges from 3.25% to 5.0%. The Bonds mature from June 2005 through June 2021. Series B, C & D Bonds are variable rate demand and interest rate resets weekly. The bonds mature from June 2021 through June 2030. The bonds were issued to provide funds to finance the acquisition, improvement, construction, and/or reconstruction of a new health care, assisted living and/or other type of continuing care facility or facilities to replace Laguna Honda Hospital. Debt service payments are funded through ad valorem taxes on property.

Lease Revenue Bonds

The changes in governmental activities - lease revenue bonds for the year ended June 30, 2005 were as follows:

Governmental Activities - Lease Revenue Bonds
(in thousands)

Authorized and unissued as of June 30, 2004	$ 125,218
Increase in authorization in this fiscal year:	
Current year annual increase in Finance Corporation's equipment program	1,886
Current year maturities in Finance Corporation's equipment program	8,450
Net authorized and unissued as of June 30, 2005	$ 135,554

Finance Corporation

The purpose of the Finance Corporation is to provide a means to publicly finance through lease financings, the acquisition, construction and installation of facilities, equipment and other tangible real and personal property for the City's general governmental purposes.

The Finance Corporation uses lease revenue bonds to finance the purchase or construction of property and equipment, which are in turn leased to the City under the terms of an Indenture and Equipment Lease Agreement. These assets are then recorded in the basic financial statements of the City. Since the sole purpose of the bond proceeds is to provide lease financing to the City, any amounts that are not applied towards the acquisition or construction of real and personal property such as unapplied acquisition funds, bond issue costs, amounts withheld pursuant to reserve fund requirements, and amounts designated for capitalized interest are recorded as deferred credits until such time as they are used for their intended purposes.

(a) Equipment Lease Program

In the June 5, 1990 election, the voters of the City approved Proposition C, which amended the City Charter to allow the City to lease-purchase up to $20 million of equipment through a non-profit corporation using tax-exempt obligations.

Beginning July 1, 1991, the Finance Corporation was authorized to issue lease revenue bonds up to $20 million in aggregate principal amount outstanding plus 5% annual adjustment each July 1. As of

June 30, 2005, the total authorized amount is $39.6 million. The total accumulated annual authorization since 1990 is $19.6 million of which $1.9 million is new annual authorization for the fiscal year ended June 30, 2005.

The equipment lease program functions as a revolving bond authorization fund. That is, for each dollar in bond principal that is repaid, a new dollar can be issued. The Finance Corporation has issued $104 million in equipment lease revenue bonds since 1991. As of June 30, 2005, $85.8 million has been repaid leaving $18.2 million in equipment lease revenue bonds outstanding and $21.4 million available for new issuance.

The Lease Revenue Bonds, Series 2005A were originally scheduled for issuance in the fiscal year 2004-2005. In anticipation of the issuance of the Lease Revenue Bonds, Series 2005A, expenditures in the total amount of $2.3 million for equipment were incurred in fiscal year 2004-2005. The Lease Revenue Bonds, Series 2005A were subsequently issued in October 2005 in the aggregate principal amount of $9.4 million (see note 17). The issuance of the Lease Revenue Bonds, Series 2005A was delayed due to the budget constraints to alleviate the City's general fund of lease payment in fiscal year 2005-2006.

(b) City-wide Communication System

In 1993, the voters approved the issuance of up to $50 million in lease revenue bonds to finance the acquisition and construction of a citywide emergency radio communication system (800 MHz). The Finance Corporation issued two series in January 1998 and January 1999 for $31.2 million and $18.7 million, respectively. As of June 30, 2005, the amount authorized and unissued was $0.1 million. Further, in 1994, the voters approved the issuance of up to $60 million in lease revenue bonds to finance the acquisition and construction of a combined emergency communication center to house the City's 911-emergency communication system. The Finance Corporation issued two series in June 1997 and in June 1998 for $22.6 million and $23.3 million, respectively. As of June 30, 2005, the amount authorized and unissued was $14.1 million.

(c) Moscone Center West Expansion Project

In 1996, the voters approved the issuance of up to $157.5 million in lease revenue bonds for the purpose of financing a portion of the costs of acquiring, constructing, and improving a free-standing expansion to the City's Moscone Convention Center. On November 2, 2000, Series 2000-1, 2000-2 and 2000-3 totaling $157.5 million were issued. Each series of bonds may bear interest at a different rate and in a different interest rate mode from other series of bonds. Currently, the bonds bear interest at a weekly rate.

In March 2005, the Corporation revised the mandatory sinking fund schedules set forth in the Indenture of Trust dated November 1, 2000. The First Supplemental Indenture of Trust dated March 1, 2005 revised the mandatory sinking fund by spreading the principal amount of $3 million that would otherwise have been paid on April 1, 2005 over the remaining terms of the financing through March 1, 2030. The revision of the mandatory sinking fund was due to budget constraints, which resulted in $3 million savings for lease payment for Lease Revenue Bonds, Series 2000-1, -2, -3 in fiscal year 2004-2005.

Refunding Certificates of Participation

In July 2004, the City issued $39.4 million Refunding Certificates of Participation, Series 2004-R1 (San Francisco Courthouse Project) to refinance an existing City courthouse building located at 400 McAllister in the City by refunding in whole a series of certificates of participation executed and delivered to finance the construction, furnishing, and equipping of the said building, $40.6 million of which were outstanding.

The Series 2004-R1 were issued with interest rates ranging from 3.0% to 4.5% and mature from April 2007 through April 2021.

The net proceeds of $39.3 million (including original issue premium of $0.5 million, and after payment of $0.6 million in underwriting fees and other issuance costs), together with funds from the existing debt service reserves, were used to refund in whole a series of Certificates of Participation (San Francisco Courthouse Project), Series 1995. Although the refund resulted in the recognition of an accounting loss of $0.3 million for the year ended June 30, 2005, the City in effect reduced its aggregate debt service payment by $7.4 million over the next 16 years, and obtained an economic gain of $2.3 million.

Facades Improvement Revolving Fund Loan

In January 2005, the City through the Mayor's Office of Community Development entered into a loan agreement with Wells Fargo Community Development Corporation. Under the Agreement, Wells Fargo advanced a principal sum of $0.5 million to the City for operating and managing a revolving loan program (Loan) to assist small businesses in improving their storefront facades in targeted neighborhoods representing distressed or underserved areas of the city, including the Mission District, South of Market, Tenderloin, Chinatown, Bayview, Mid-Market, Excelsior (Outer Mission), and Ocean Avenue.

The City agrees to repay the Loan, together with interest at an initial fixed rate of 2% on the principal sum outstanding for the first ten years of the Loan and a fixed rate of 6% thereafter until the Loan is fully paid or the agreement is terminated. The principal is due and payable in the year 2015, subject to one mandatory extension for one year, provided the City continues to satisfactorily perform all its obligations under the agreement and annually thereafter at the discretion of Wells Fargo.

San Francisco County Transportation Authority Commercial Paper Notes

In March 2004, the San Francisco County Transportation Authority authorized the issuance of an initial tranche of up to $50 million and in September 2004, the Authority authorized the second tranche of $100 million of a programmed $200 million aggregate principal amount of Commercial Paper Notes (Limited Tax Bonds), Series A and B. The Commercial Paper Notes are issued to provide an interim source of financing for the Authority's New Transportation Expenditure Plan until a permanent financing plan is finalized and implemented. Under this program, the Authority is able to issue commercial paper notes at prevailing interest rates not to exceed 12% per annum. The maximum maturity of the notes is 270 days. The principal amount of the commercial paper notes plus interest thereon is backed as to credit and liquidity by an irrevocable Letter of Credit (LOC), issued by Landesbank Baden-Württemberg, New York Branch in the amount up to $217.8 million, with an expiration date of April 14, 2007. The expiration date of the irrevocable letter of credit was extended through Authority Board Resolution 06-01 on July 12, 2005 to December 29, 2015. The commercial paper notes are secured by a first lien gross pledge of the Authority's ability to levy a half-cent sales tax collected by the California State Board of Equalization. The principal and interest on the commercial paper notes will be payable at each maturity.

As of June 30, 2005, $150 million in commercial paper notes was outstanding and maturing within 6 to 130 days after year-end with interest rates ranging from 1.85% to 2.85%.

Business-Type Activities Long-Term Liabilities

The following provides a brief description of the current year additions to the long-term debt of the business-type activities.

San Francisco International Airport

In January 2005, the San Francisco International Airport (SFO or Airport) issued Second Series Revenue Bonds Issue 31F in the amount of $111.7 million with interest rates ranging from 3.95% to 4.91%. Proceeds from Issue 31F were deposited into an irrevocable trust with an escrow agent to advance refund certain of the SFO's Second Series Revenue Bonds as follows (in thousands):

	Amount Refunded	Interest Rate	Call Price
Second Series Revenue Bond Issuance:			
Issue 13	$ 100,400	6.75% - 7.13%	$ 102.000

The refunded Second Series Revenue Bonds have final maturity dates ranging from May 1, 2009 to May 1, 2026 and a call date of May 1, 2006.

The net proceeds of $109.1 million (after payment of $2.6 million in underwriting fees, insurance, surety, premium and cost of issuance account) were used to purchase U.S. Treasury Securities. The securities were deposited in an irrevocable trust with an escrow agent to provide debt service payment on the refunded bond identified above until called on May 1, 2006. The refunded bonds are considered legally defeased where the debt is legally satisfied based on certain provisions in the debt instrument even though the debt is still outstanding. Accordingly, the liability for the refunded bonds has been removed from the Statements of Net Assets. Although the advance refunding resulted in the recognition of a deferred accounting loss of $8.2 million for the year ended June 30, 2005, SFO in effect reduced its aggregate debt service payments by approximately $47 million over the next 22 years and obtained an economic gain (the difference between the present values of the old and new debt service payments) of $19.8 million.

The Issue 31 bonds were initially issued, and remain in Auction Mode, subject to conversion by the Airport Commission (Commission) to another interest rate mode. The initial interest was established by the Commission for the interest rate period commencing March 25, 2004 for each series of Issue 31 bonds.

Each series of Issue 31 auction rate bonds may bear a different interest rate and is subject to different auction periods. As of June 30, 2005, series Issue 31A was in a 343 days auction period, series 31B, 31C, and 31D were in a 35 days auction period, and series 31E was in a 7 days auction period. For the period July 1, 2004 through June 30, 2005, the average interest rate on the Issue 31 was 1.805%.

In February 2005, SFO issued Second Series Variable Rate Revenue Refunding Bonds Issue 32 in the amount of $199.9 million. The Issue 32 Bonds were initially issued in an auction mode, subject to conversion by the Commission to another interest rate mode. The initial interest rate was established by the Commission for the initial interest rate period commencing February 10, 2005 for each series of Issue 32 Bonds. Thereafter, each series of Issue 32 bonds will bear interest at an auction rate resulting from an auction conducted for each auction period.

Each series of Issue 32 Bonds may bear a different auction rate and are subject to a different auction period. As of June 30, 2005, Series 32A, 32B, 32C, 32D and 32E were in 7 days, 35 days, 35 days, 35 days and 7 days auction periods, respectively. For the period of February 10, 2005 to June 30, 2005, the average interest rate for the Issue 32 Bonds was 2.36%.

During fiscal year 2004-2005, the Airport issued Second Series Revenue Bonds Issue 31F and Issue 32 to refund previously issued debt. The $109.1 million in proceeds from Issue 31F and the $197.7 million in proceeds from Issue 32 were deposited immediately into irrevocable trusts for the defeasance of $291.8 million of Second Series Revenue Bonds.

Proceeds of the Issue 32 were deposited into an irrevocable trust with an escrow agent to advance refund certain of SFO's Second Series Revenue Bonds as follows (in thousands):

	Amount Refunded	Interest Rate	Call Price
Second Series Revenue Bond Issuance:			
Issue 9	$ 191,380	5.0% - 5.9%	$ 101.000

The refunded Second Series Revenue Bonds have final maturity dates ranging from May 1, 2006 to May 1, 2025 and a call date of May 1, 2005. The net proceeds of $197.7 million (after payment of $5.8 million in underwriting fees, insurance, surety premium, and cost of issuance account) plus an additional $3.6 million of available debt service funds were used to purchase U.S. Treasury Securities – State and Local Government Series. These securities were deposited in an irrevocable trust with an escrow agent to provide debt service payments on the refunded bonds identified above until called on May 1, 2005. The refunded bonds are considered legally defeased where the debt is legally satisfied based on certain provisions in the debt instrument, even though the debt is still outstanding. Accordingly, the liability for the refunded bonds has been removed from the Statements of Net Assets. Although the advance refunding resulted in the recognition of a deferred accounting loss of $5.1 million for the year ended June 30, 2005, SFO in effect reduced its aggregate debt service payment by approximately $11.7 million (based on an assumed interest rate of 3.44%) over the next 22 years and obtained an economic gain (the difference between the present values of the old and new debt service payments), of $30.3 million.

SFO entered into seven forward-starting interest rate swaps in December 2004 in connection with the anticipated issuance of its Second Series Variable Rate Revenue Refunding Bonds, Issue 32, on February 10, 2005, and its Variable Rate Refunding Bonds, Issue 33, on February 15, 2006. Pursuant to these interest rate swaps, SFO will receive a monthly variable rate payment from each counterparty approximate to the variable interest rate SFO will pay on the Issue 32 and 33 Bonds. SFO will then make a monthly fixed rate payment to the counterparties. The objective of the swaps is to achieve a synthetic fixed rate with respect to Issue 32 and 33 Bonds.

The four interest rate swaps relating to the Issue 32 Bonds went into effect on February 10, 2005, the date of the issuance of the Issue 32 Bonds, and the first payment commenced on March 1, 2005. The remaining three interest rate swaps relating to the Issue 33 Bonds are expected to go into effect concurrently with the issuance of the Issue 33 Bonds on February 15, 2006, with the first payment commencing on March 1, 2006. All of the interest rate swaps are terminable at any time at the option of SFO at their fair market value.

The interest rate swaps relating to the Issue 32 Bonds terminate by their terms on May 1, 2026, the final maturity date for the Issue 32 Bonds. The following is additional information regarding each swap and the counterparties as of June 30, 2005:

Counterparty/guarantor	Initial notional amount	Counterparty credit ratings (S&P/Moody's)	Fixed rate payable by Commission	Fair value to Commission
J.P. Morgan Chase Bank, N.A.	$ 70,000,000	AA-/Aa2	3.444%	$ (2,485,569)
Bear Sterns Capital Markets, Inc.	30,000,000	A/A1	3.444%	(1,065,244)
J.P. Morgan Chase Bank, N.A.	69,930,000	AA-/Aa2	3.445%	(2,491,182)
Bear Sterns Capital Markets, Inc.	29,970,000	A/A1	3.445%	(1,067,650)
(Aggregate notional amount)	$ 199,900,000			$ (7,109,645)

The interest rate swaps relating to the Issue 33 Bonds terminate by their terms on May 1, 2019, the final maturity date for the Issue 33 Bonds. The following is additional information regarding each swap and counterparties as of June 30, 2005:

Counterparty/guarantor	Initial notional amount	Counterparty credit ratings (S&P/Moody's)	Fixed rate payable by Commission	Fair value to Commission
Lehman Brothers Special Financial Inc.	$ 73,570,000	A/A1	3.393%	$ (1,889,060)
Bear Sterns Capital Markets, Inc.	31,530,000	A/A1	3.393%	(809,597)
Lehman Brothers Special Financial Inc.	100,000,000	A/A1	3.379%	(2,460,207)
(Aggregate notional amount)	$ 205,100,000			$ (5,158,864)

Risks Disclosure

The aggregate fair value to the Airport from time to time, if any, of the interest rate swaps with any single counterparty is the maximum amount of credit exposure the Commission will have to that counterparty. The Airport has limited counterparty credit risk by limiting its exposure to any one counterparty. Under the terms of the swaps, counterparties are required to post collateral consisting of specified U.S. Treasury and Agency securities for the fair value of a swap that exceeds specified thresholds which are linked to the counterparty's credit ratings. Any such collateral will be held by the Airport's custodial bank. There is limited basis risk with respect to the interest rate swaps, as the Airport has chosen a variable rate index designed to closely approximate the variable rates payable on the Issue 32 and 33 Bonds. The Airport has limited termination risk with respect to the interest rate swaps. That risk would arise primarily from certain credit-related events or events of default on the part of the Commission, the municipal swap insurer, or the counterparty. The Airport has secured municipal swap insurance for its payments due under each interest rate swaps, as the Airport has secured a forward municipal bond insurance commitment from an insurer currently rated AAA/Aaa with respect to the Issue 33 Bonds.

Water Department

In November 1997, the voters approved Propositions A and B, authorizing up to $304 million in Water Revenue Bonds to fund capital improvements for the Water Enterprise. In May and June 1999, the San Francisco Public Utilities Commission (the Commission) and the Board of Supervisors, respectively, approved a commercial paper program to provide short-term financing for capital improvement projects funded under the $304 million Water Revenue Bond Program. In October 2000, the Commission and the Board of Supervisors approved the expansion of the commercial paper program to up to $250 million.

As of June 30, 2005, the Water Department had $80 million in commercial paper notes outstanding. The interest rates ranged from 2.58% to 2.75%.

Municipal Transportation Agency

In fiscal year 2004-2005, the Japan Center Garage Corporation (the Corporation) entered into an unsecured small business banking agreement for $0.3 million to partially finance the purchase of certain garage equipment. Under the terms of the agreement, the Corporation is required to make 36 monthly payments of $10 thousand including interest at 6.75% per annum.

San Francisco Clean Water Program

During the fiscal year 2002-2003, the San Francisco Clean Water Program (the Program) issued 2003 Refunding Series A Bonds in the amount of $396 million with interest rates ranging from 3.0% to 5.25%. During the fiscal year 2004-2005, the Program substituted cash and equivalents held in the Bond Reserve Fund with a surety bond reserve fund policy of $34 million, which was the largest reserve requirement pursuant to the Indenture. The cash released by the substitution will be used for improvements to capital projects within the Program in accordance with the Indenture.

The Program has entered into several contracts with the State Water Resources Control Board (SWRCB) under which the Program borrowed up to prescribed maximum amounts to finance the construction of certain facilities. Interest rates range from 2.8% to 3.5% and mature from April 2007 through January 2021.

Port of San Francisco

In August 2004, the Port Commission issued Revenue Refunding Bonds, Series 2004 in the amount of $19.9 million with an average interest rate of 3.16%. The bonds were issued to refund $23.2 million of outstanding Series 1994 Revenue Bonds with an average interest rate of 5.84%. Net proceeds from the new bonds plus an additional $3.9 million of Series 1994 debt service monies were used to defease the 1994 bonds. Although the refunding resulted in the recognition of an accounting loss of $0.5 million, the Port in effect reduced its aggregate debt service payment over the next five years by $1.6 million and obtained an economic gain of $1.2 million. The 1994 bonds refunded $50 million of outstanding 1984 Revenue Bonds, Series A, B and C with an average rate of 8.4%.

The refunding resulted in a difference between the reacquisition price (principal of the old debt plus 2% call premium) and the net carrying amount of the old debt of $0.5 million. The previous 1994 refunding resulted in a difference between the reacquisition price and the net carrying amount of the old debt of $2.36 million. The total difference, reported in the accompanying financial statements as a deduction from bonds payable, is being charged to operations through the fiscal year 2010 using the straight line method.

Component Unit Debt - Redevelopment Agency

The current year debt activities of the Redevelopment Agency are discussed in note 12.

(9) EMPLOYEE BENEFIT PROGRAMS

(a) Retirement Plans

The City maintains a single-employer, defined benefit pension plan (the Plan) which covers substantially all of its employees, and certain classified and certified employees of the San Francisco Community College District and Unified School District. The Plan is administered by the San Francisco City and County Employees' Retirement System (the Retirement System). Some City employees participate in the California Public Employees Retirement System (PERS), an agent multiple-employer, public employee pension plan which covers certain employees in public safety functions, the Port, SFO and the Redevelopment Agency.

Employees' Retirement System

Plan Description - Substantially all full-time employees of the City participate in the Plan. The Plan provides basic service retirement, disability and death benefits based on specified percentages of defined final average monthly salary and provides annual cost-of-living adjustments after retirement. The Plan also provides pension continuation benefits to qualified survivors. The San Francisco City and County Charter and Administrative Code is the authority which establishes and amends the benefit provisions and employer obligations of the Plan. The retirement related payroll for employees covered by the Retirement System for the year ended June 30, 2005 was approximately $2.155 billion. The Retirement System issues a publicly available financial report that includes financial statements and required supplementary information for the Plan. That report may be obtained by writing to the San Francisco City

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and County Employees' Retirement System, 30 Van Ness, Suite 3000, San Francisco, CA 94102 or by calling (415) 487-7020.

Membership

Membership of the Retirement System at July 1, 2004, the date of the latest actuarial valuation is:

	Police	Fire	Others	Total
Retirees and beneficiaries currently receiving benefits....	2,050	1,856	15,175	19,081
Active members:				
Vested..............................	1,843	1,344	20,807	23,994
Nonvested..........................	340	319	6,998	7,657
Subtotal.........................	2,183	1,663	27,805	31,651
Total....................................	4,233	3,519	42,980	50,732

As of July 1, 2004, there were 996 terminated members entitled to, but not yet receiving benefits.

Plan member contributions are recognized in the period in which the contributions are due. Benefits and refunds are recognized when due and payable in accordance with the terms of the Plan.

Funding Policy - Contributions are made to the basic plan by both the City and the participating employees. Employee contributions are mandatory. Employee contribution rates for fiscal year 2004-2005 varied from 7% to 8% as a percentage of gross salary. The City is required to contribute at an actuarially determined rate. Based on the July 1, 2004 actuarial report, the required employer contribution for fiscal year 2004-05 was 4.48 percent. In collective bargaining during the year ended June 30, 1994, the City and County agreed to pay a portion of the employee contributions on behalf of employees. From 1994 through June 2003, the City and County portion of these contributions has been negotiated through the various unions on a member group basis, and did not exceed 8% of base salary. For fiscal year ended June 30, 2005, most employee groups agreed through collective bargaining for employees to contribute the full amount of the employee contributions on a pretax basis.

Employer contributions and member contributions made by the employer to the Plan are recognized when due and the employer has made a formal commitment to provide the contributions.

Annual Pension Cost - The annual required contribution for the current year was determined as part of an actuarial valuation performed as of July 1, 2004. The actuarial method used was the entry age normal cost method. The significant actuarial assumptions include: (1) annual rate of return on investments of 8%; (2) inflation element in wage increases of 3.5%; and (3) salary merit increases of 4.5%. Unfunded liabilities are amortized using the level percentage of payroll method. Changes in actuarial gains and loss assumptions and purchasable services are amortized as a level percentage of pay over a closed 15 year period. Plan amendments are amortized over 20 years.

Three-year trend information is as follows (amounts in thousands):

Fiscal Year Ended	Annual Pension Cost (APC)	Percentage of APC Contributed	Net Pension Obligation
6/30/2003	$ -	N/A	$ -
6/30/2004	-	N/A	-
6/30/2005	83,664	100%	-

California Public Employees' Retirement System

Various City public safety, Port, and all Redevelopment Agency employees are eligible to participate in PERS. Disclosures for the Redevelopment Agency are included in the separately issued financial statements.

Plan Description - The City contributes to PERS, an agent multiple-employer public employee defined benefit pension plan. PERS provides retirement and disability benefits, annual cost-of-living adjustments, and death benefits to plan members and beneficiaries. PERS acts as a common investment and administrative agent for participating public entities within the State of California. Benefit provisions and all other requirements are established by state statute and City ordinance. Copies of PERS' annual financial report may be obtained from their executive office: 400 P Street, Sacramento, CA 95814. A separate report for the City's plan within PERS is not available.

Miscellaneous Plan

Funding Policy - Miscellaneous plan - Participants are required to contribute 7% of their annual covered salary. The City is required to contribute at an actuarially determined rate. For the miscellaneous plan, the fiscal year 2004-2005 contribution rate is 0% of annual covered payroll because the City is funded at 145.7% at June 30, 2002. The contribution requirements of plan members and the City are established and may be amended by PERS.

Annual Pension Cost – Miscellaneous plan - cost for PERS for fiscal year 2004-2005 was equal to the City's required and actual contributions which was determined as part of the June 30, 2002 actuarial valuation using the entry age actuarial cost method. The assumptions included in the June 30, 2002 actuarial valuation were: (a) 8.25% investment rate of return (net of administrative expenses), (b) 3.75% to 14.2% projected annual salary increases that vary by age, service, and type of employment, and (c) 3.75% per year cost-of-living adjustments. Both (a) and (b) included an inflation component of 3.5%. The actuarial value of PERS assets was determined using techniques that smooth the effects of short-term volatility in the market value of investments. Changes in unfunded liability/(excess assets) due to changes in actuarial methods or assumptions or changes in plan benefits are amortized, as a level percentage of pay, over a closed 20 year period. Actuarial gains and losses are first offset against one another and then 10% of the net unamortized gain/loss is recognized.

Three-year trend information is as follows (amounts in thousands):

Fiscal Year Ended	Annual Pension Cost (APC)	Percentage of APC Contributed	Net Pension Obligation
6/30/2003	$ -	N/A	$ -
6/30/2004	-	N/A	-
6/30/2005	-	N/A	-

Safety Plan

Funding Policy – Safety plan - Participants are required to contribute 9% of their annual covered salary. The City makes the contributions required of City employees on their behalf and for their account. The City is required to contribute at an actuarially determined rate. For the safety plan, the fiscal year contribution rate is 20.801% because the City is funded at 103%. The contribution requirements of plan members and the City are established and may be amended by PERS.

Annual Pension Cost – Safety Plan - cost for PERS for fiscal year 2004-2005 was equal to the City's required and actual contributions which was determined as part of the June 30, 2002 actuarial valuation using the entry age actuarial cost method. The assumptions included in the June 30, 2002 actuarial valuation were: (a) 8.25% investment rate of return (net of administrative expenses), (b) 4.27% to 11.59% projected annual salary increases that vary by age, service and type of employment, and (c) 3.75% per year cost-of-living adjustments. Both (a) and (b) included an inflation component of 3.5%. The actuarial value of PERS assets was determined using techniques that smooth the effects of short-term volatility in the market value of investments. Changes in unfunded liability/(excess assets) due to changes in actuarial methods or assumptions or changes in plan benefits are amortized over as a level percentage of pay over a closed 20 year period. Actuarial gains and losses are first offset against one another and then 10% of the net unamortized gain/loss is recognized.

Three-year trend information is as follows (amounts in thousands):

Fiscal Year Ended	Annual Pension Cost (APC)	Percentage of APC Contributed	Net Pension Obligation
6/30/2003	$ -	100%	$ -
6/30/2004	5,606	100%	-
6/30/2005	3,689	100%	-

(b) Deferred Compensation Plan

The City offers its employees a deferred compensation plan in accordance with Internal Revenue Code (IRC) Section 457. The plan, available to all employees, permits them to defer a portion of their salary until future years. The deferred compensation is not available to employees or other beneficiaries until termination, retirement, death, or unforeseeable emergency.

The City has no administrative involvement and does not perform the investing function. The City has no fiduciary accountability for the plan and, accordingly, the plan assets and related liabilities to plan participants are not included in the basic financial statements.

(c) Health Service System

The Health Service System was established in 1937. Health care benefits of employees, retired employees and surviving spouses are financed by beneficiaries and by the City through the Health Service System. The employers' contribution, which includes the San Francisco Community College District and Unified School District, amounted to approximately $382.2 million in fiscal year 2005. The employers' contribution is mandated and determined by Charter provision based on similar contributions made by the ten most populous counties in California. Included in this amount is $113.7 million to provide post-employment health care benefits for 19,755 retired employees. The City's liability for both current employee and post-employment health care benefits is limited to its annual contribution. The City's contribution is paid out of current available resources and funded on a pay-as-you-go basis. The Health Service System issues a publicly available financial report that includes financial statements and required supplementary information for the health care benefits. That report may be obtained by writing to the San Francisco Health Service System, 1145 Market Street, Suite 200, San Francisco, CA 94103 or by calling (800) 541-2266.

(10) SAN FRANCISCO COUNTY TRANSPORTATION AUTHORITY

The San Francisco County Transportation Authority (the Authority) was established in 1989 by the voters of the City and County of San Francisco pursuant to State Code Section 131.000. The purpose of the Authority is to impose the voter-approved transactions and use tax of one-half of one percent to fund essential traffic and transportation projects, as set forth in the San Francisco County Transportation Expenditure Plan, for a period not to exceed 20 years. The principal focus of the Authority's Expenditure Plan is to define a program of prioritized projects to ensure that funding is allocated across major transportation categories. The City accounts for these activities in the other governmental funds.

In June 1992, the Authority was designated by the Board of Supervisors as the overall program manager for the Local Guarantee share of transportation funds available through the "Transportation Fund for Clean Air" Program (AB 434) which is administered by the Bay Area Air Quality Management District. The source of funds is a $4.00 surcharge on the vehicle registration fee.

The Authority serves as the Congestion Management Agency under state laws, and in that capacity prioritizes state and federal transportation funds for San Francisco. The funding is administered by the Metropolitan Transportation Commission in accordance with the Federal Surface Transportation Program for congestion management activities.

In April 1998, the Authority signed a memorandum of understanding with the State of California Department of Transportation (Caltrans) to serve as the lead agency for the environmental impact research and study and the preliminary design for the Doyle Drive Replacement Project for which Caltrans was awarded $6 million in federal grant funds.

In November 2003, the City voters approved Proposition K amending the City Business and Tax Code to extend the sunset date to 2034 from 2010, continue the existing half-cent sales tax, and replace the 1989 Proposition B Expenditure Plan with a new 30-year Expenditure Plan. The new Expenditure Plan includes investments in four major categories: Transit, Streets and Roads (including street resurfacing, and bicycle and pedestrian improvements); Paratransit services for seniors and disabled people; Transportation System Management/Strategic Initiatives, to fund neighborhood parking management, land use coordination, and beautification efforts; and Major Capital Projects. The major capital projects to be funded by the new Expenditure Plan are development of the Bus Rapid Transit/MUNI Metro Network, construction of the MUNI Central Subway (Third Street Light Rail Project – Phase 2), construction of the CalTrain Downtown Extension to a rebuilt Transbay Terminal and replacement of the South Access to the Golden Gate Bridge (Doyle Drive). The Authority may modify the Expenditure Plan with voter approval, and the half-cent sales tax would continue as long as a new or modified plan is in effect. Under the current Proposition K legislation, the Authority directs the use of the sales tax and may spend up to $485.2 million per year and issue up to $1.9 billion in bonds, to be repaid from the half-cent sales tax.

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Following is a summary of the Authority's financial position and changes in financial position as of and for the year ended June 30, 2005 (in thousands):

ASSETS	
Deposits and investments	$ 257,933
Receivables and other assets	17,747
Total assets	$ 275,680
LIABILITIES AND FUND BALANCE	
Due to other funds	$ 45,881
Other liabilities	155,202
Total liabilities	201,083
Fund balance:	
Reserved for debt service	931
Reserved for encumbrances	1,747
Reserved for appropriation carryforward	71,919
Total fund balance	74,597
Total liabilities and fund balance	$ 275,680

OPERATIONS	
Revenues:	
Sales tax	$ 66,762
Interest and investment income	5,398
Intergovernmental	3,131
Other	408
	75,699
Expenditures and other financing uses:	
Public works, transportation, and commerce	41,734
Transfer to other funds	94,834
	136,568
Deficiency of revenues under expenditures and other financing uses	(60,869)
Fund balance at the beginning of year	135,466
Fund balance at end of year	$ 74,597

(11) DETAILED INFORMATION FOR ENTERPRISE FUNDS

(a) San Francisco International Airport

San Francisco International Airport (SFO), which is owned and operated by the City, is the principal commercial service airport for the San Francisco Bay Area. A five member Commission is responsible for the operation and management of SFO. SFO is located 14 miles south of downtown San Francisco in an unincorporated area of San Mateo County between the Bayshore Freeway (U.S. Highway 101) and the San Francisco Bay. According to final data for calendar year 2004 from the Airports Council International (the ACI), SFO is one of the largest airports in the United States both in terms of passengers (12th) and air cargo (14th). SFO is also a major origin and destination point and one of the nation's principal gateways for Pacific traffic.

The San Francisco Bay Area Rapid Transit District (BART) extension to SFO creates a convenient connection between SFO and the greater San Francisco Bay Area. An intermodal station in the City of Millbrae provides a direct link to Caltrain offering additional transit options and connections to the southern parts of the Bay Area. Access from the BART station throughout SFO is enhanced by the AirTrain system, a shuttle train that connects airport terminals. The AirTrain system provides transit service over a "terminal loop" to serve the terminal complex and over a "north corridor loop" to serve the rental car facility and other locations situated north of the terminal complex.

SFO has developed a revised Capital Plan to better fit the changes in the aviation industry. The revised Capital Plan was approved in March 2005 and included projects related to improvements to the airfield, groundside activities and customer service functions, environmental mitigation, utilities infrastructure upgrades, seismic retrofit of certain facilities, health, safety and security enhancements, and cost savings and revenue generating enhancements.

In May 2002, SFO obtained a standby letter of credit with a maximum stated principal amount of $200 million. The subordinate Lien Resolution authorizes a maximum principal amount of notes of $400 million. There were no commercial borrowings during the year ended June 30, 2005.

In addition to the long-term obligations discussed above, there is $115 million and $118 million in Special Facilities Lease Revenue Bonds outstanding at June 30, 2005 and June 30, 2004, respectively, for SFO Fuel. SFO Fuel is required to pay facilities rent to SFO in an amount equal to debt service payments and required bond reserve account deposits on the bonds. The principal and interest on the bonds will be paid solely from the facilities rent payable by SFO Fuel to SFO. SFO assigned its right to receive the facilities rent to the bond trustee to pay and secure the payment of the bonds. Neither SFO nor the City is obligated in any manner for the repayment of these obligations, and as such, they are not reported in the accompanying financial statements.

In July 2001, the Federal Aviation Administration (FAA) approved SFO's first Passenger Facility Charge application (PFC#1) to impose and use a $4.50 Passenger Facility Charge (PFC) per enplaning passenger from October 1, 2001 through June 1, 2003, to pay for approximately $113 million in PFC eligible project development activities and studies associated with the potential runway reconfiguration. In March 2002, the FAA approved SFO's PFC Application Number 2 (PFC#2) to impose and use a $4.50 PFC per enplaning passenger from June 1, 2003 through April 1, 2008, to pay for approximately $224 million in the principal and interest on bonds issued for certain eligible costs relating to the new International Terminal Complex.

In March 2003, as a result of decrease in enplanement, SFO notified PFC-collecting carriers of the intent to extend the PFC#1 collection period, thereby revising the current PFC#1 charge expiration date from June 1, 2003 to January 1, 2004. With the PFC#1 collection period extension in place, the PFC#2 effective date changed from June 1, 2003 to January 1, 2004. Automatically, the PFC#2 expiration date changed from April 1, 2008 to November 1, 2008. During the extended collection period, the PFC is maintained at $4.50.

In November 2003, the FAA approved SFO's third PFC application (PFC#3) to impose and use a $4.50 PFC per enplaning passenger for approximately $539 million to pay for debt service costs related to the construction of the new international terminal and boarding areas A and G. The collection period for PFC #3, as originally approved, was from November 1, 2008 to November 1, 2018.

In January 2004, the FAA approved SFO's amendment to delete PFC#1. The receipts from PFC#1 were applied to PFC#2 and the FAA revised PFC#2 and PFC#3 collection periods to expire in January 1, 2006 and January 1, 2016, respectively.

In June 2005, the Airport Commission authorized the fourth PFC application (PFC#4) for approximately $70 million.

For the year ended June 30, 2005, SFO reported approximately $61.4 million of PFC revenue, which is included in other non-operating revenues in the accompanying basic financial statements. SFO designated $68.4 million of PFC revenues as "Revenues" under the 1991 Master Bond Resolution for the purpose of paying debt service in fiscal year 2004-2005.

Due to SFO's noise mitigation efforts, significant progress has been made in reducing the impact of aircraft noise on the communities surrounding the Airport through the implementation of (1) noise abatement flight procedures, (2) an aircraft noise insulation program, (3) community outreach through the Airport Community Roundtable, and (4) requests that certain surrounding communities adopt ordinances to protect new purchasers of homes within their community.

Pursuant to an agreement with certain airlines, SFO makes an annual payment to the City's General Fund equal to 15% of concession revenue, but not less than $5 million per fiscal year. The amount transferred to the General Fund during the year ended June 30, 2005 was $19.7 million.

Purchase commitments for construction, material and services as of June 30, 2005 are as follows (in thousands):

Construction	$ 17,224
Operating	13,091
Total	$ 30,315

SFO has a Memorandum of Understanding with various surrounding communities to insulate residential and nonresidential structures such as schools, churches and hospitals. The total estimated funding for this program is approximately $154 million funded by bond proceeds, by federal grant reimbursements to the local communities, and by operating and other internally generated funds. As of June 30, 2005, approximately $123.6 million has been disbursed under this program.

SFO leases facilities to the airlines pursuant to the Lease and Use Agreements and to other businesses to operate concessions at SFO. During the year ended June 30, 2005, revenues realized from the following SFO tenants exceeded five percent of SFO's total operating revenues:

United Airlines	26.0%
AMPCO Parking Systems	10.2%
American Airlines	5.1%

(b) Port of San Francisco

A five-member Port Commission is responsible for the operation, development, and maintenance activities of the Port of San Francisco (Port). Prior to 1969, the Port was owned by the State of California. At that time the Port was transferred in trust to the City under the terms and conditions of legislation as ratified by the electorate of the City. The State retains the right to amend, modify or revoke the transfer of lands in trust provided that it assumes all lawful obligations related to such lands.

In 1996, the Department of Parking and Traffic (DPT) entered into an Annual Payment Agreement with the Port to resolve a dispute concerning the City's collection of parking fine revenues from Port property. Among other things, DPT agreed to pay the Port a guaranteed annual payment of $1.2 million for 20 years commencing on July 1, 1997, for parking fine revenues collected from Port property. Thereafter, amounts remitted to the Port are based on actual ticket collections, net of administrative costs.

In connection with a mixed-use cruise terminal development project at Piers 30-32, and as approved by state legislation in 2001 (Assembly Bill No. 1389), a portion of Seawall Lot No. 330 was sold to a developer in 2004. The land was sold for $9.3 million, slightly above its appraised fair value. Certain proceeds from the land sale ($9 million) are restricted for the construction of a public plaza area called Brannan Street Wharf. The remainder of the proceeds from the land sale, together with certain residual receipts from the future sale of residential condominium units built on the land sold, is restricted for the construction of the cruise terminal.

The Port is presently planning various development projects that involve a commitment to expend significant funds. Purchase commitments at June 30, 2005 were $14.5 million for capital projects and $1.1 million for general operating costs. Under an agreement with the San Francisco Bay Conservation and Development Commission (BCDC), the Port is committed to fund and expend up to $30 million over a 20 year period for pier removal, parks and plazas and other public access improvements. As of June

30, 2005, $16.5 million has been appropriated and $1.6 million has been expended for projects under the agreement.

Special items identify significant transactions or events within the control of management that are either unusual in nature or infrequent in occurrence. In 2001, the Port entered into an agreement giving the San Francisco Municipal Transportation Agency (MUNI) the permanent right to use certain land for its Metro East Maintenance and Operations Facility. MUNI paid a total use fee of $29.7 million for these property rights. A portion of the fee ($4 million) was restricted for the construction of a new rail bridge. Construction on the bridge commenced during 2005 and approximately $3.7 million of deferred revenue was recognized as of June 30, 2005.

(c) Water Department

The Water Department was established in 1930. The Water Department, which consists of a system of reservoirs, storage tanks, water treatment plants, pump stations, and pipelines, is engaged in the collection, transmission and distribution of water to the City and certain suburban areas. The Water Department delivers water, approximately 88,686 million gallons annually, to a total population of approximately 2.4 million people who reside primarily in four Bay Area counties (San Francisco, San Mateo, Santa Clara and Alameda).

The Commission, established in 1932, provides the operational oversight for the Water Department, Hetch Hetchy, and the Clean Water Program. The Commission consists of five members appointed by the Mayor who are responsible for determining such matters as the rates and charges for services, approval of contracts, and organizational policy.

The Water Department purchases water from Hetch Hetchy. This amount, totaling approximately $19.0 million, is included in the charges for services provided by other departments in the accompanying financial statements.

During fiscal year 2004-2005, water sales to suburban resale customers were $104 million. As of June 30, 2005, the Water Department owed suburban resale customers approximately $8 million under the Suburban Water Rate Agreement.

As of June 30, 2005, the Water Department had outstanding commitments with third parties of $72.6 million for various capital projects and for materials and supplies.

In July 1999, the California Regional Water Quality Control Board (CRWQCB) issued a directive instructing the Water Department to develop a remedial action plan (Plan) that addresses environmental contamination at certain real property owned by the Water Department. In response to the directive, the Commission developed a remedial action plan and in August 2001 received the final directive from the CRWQCB to execute the plan. The cost of cleanup associated with the Plan was estimated to be $22.7 million and was accrued in fiscal year 2000-2001. At June 30, 2005, the outstanding estimated liability is $7.7 million.

(d) Hetch Hetchy Water and Power

Hetch Hetchy was established as a result of the Raker Act of 1913, which granted water and power resources rights-of-way on the Tuolumne River in Yosemite National Park to the City. Hetch Hetchy is engaged in the collection and conveyance of approximately 85% of the City's water supply and in the generation and transmission of electricity from that resource. Approximately one-third of the electricity is used by the City's municipal customers (e.g., the San Francisco Municipal Railway, the Recreation and Parks Department, San Francisco International Airport, the Port of San Francisco, San Francisco County hospitals, street lighting, Moscone Center, and the water and sewer utilities). The balance of the power generated is sold to other publicly owned utilities, such as the Modesto and Turlock Irrigation Districts (the Districts).

Hetch Hetchy consists of a system of reservoirs, hydroelectric power plants, aqueducts, pipelines, and transmission lines. This system carries water and power more than 165 miles from the Sierra Nevada Mountains to customers in the City and portions of the surrounding San Francisco Bay Area.

Hetch Hetchy also purchases wholesale electric power from various energy providers that are used in conjunction with owned hydro resources to meet the power requirements of its customers. Operations and business decisions can be greatly influenced by state and federal power matters before the California Public Utilities Commission (CPUC) and the Federal Energy Regulatory Commission (FERC). Therefore, Hetch Hetchy serves as the City's representative at both CPUC and FERC forums and continues to monitor regulatory proceedings.

Charges for services for the year ended June 30, 2005 include $57.3 million in sales of power by Hetch Hetchy to other City Departments. Income from Hetch Hetchy is available for certain operations of the City.

As of June 30, 2005, Hetch Hetchy had outstanding commitments with third parties of $16 million for various capital projects and other purchase agreements for materials and services.

Hetch Hetchy facilitates all electric and gas service connections between Pacific Gas and Electric Company (PG&E) and City Departments. In this capacity, Hetch Hetchy, as a pass-through agent on behalf of the City departments, coordinates the payment for the service connections that are performed by PG&E. As of June 30, 2005, there were no outstanding amounts from City departments related to this work.

Hetch Hetchy receives title to the underlying assets of certain completed projects on behalf of the City and assumes responsibility for their maintenance, repair and replacement following their initial year of operation.

The Commission has contracted with PG&E to provide transmission capacity on PG&E's system where needed to deliver Hetch Hetchy's power to its customers. In addition, the PG&E agreement provides backup power and other support services to Hetch Hetchy. The PG&E agreement allows PG&E to review past billings paid by Hetch Hetchy and to retroactively adjust these payments to actual backup power, transmission, and other charges as finally determined by PG&E. During fiscal year 2004-2005, Hetch Hetchy purchased $16.4 million of transmission services, backup power, and other support services from PG&E under the terms of the agreement.

To meet certain requirements of the Don Pedro Reservoir operating license, the City entered into an agreement with the Districts in which they would be responsible for an increase in water flow releases from the reservoir in exchange for annual payments of $3.5 million from the City. The payments are to be made for the duration of the license, but may be terminated with one year's prior written notice after 2001. The City and the Districts have also agreed to monitor the fisheries in the lower Tuolumne River for the duration of the license. A maximum monitoring expense of $1.4 million is to be shared between the City and the Districts over the term of the license. The City's share of the monitoring costs is 52% and the Districts are responsible for 48% of the costs.

In April 1988, Hetch Hetchy entered into a long-term power sales agreement (the Agreement) with the Districts. The Agreement expires in 2015 and requires that Hetch Hetchy provide, as generated, an amount equivalent to the difference between 260 megawatts and the amount required to meet the City's demand. In June 2003, Hetch Hetchy amended the terms of the Agreement with the Modesto Irrigation District (MID). Under the terms of the amended and restated long-term power sales agreement, which became effective on January 1, 2003, the expiration date was shortened to 2007, the existing pricing structure was modified, and Hetch Hetchy's firm obligation to provide power to the MID was relaxed. For fiscal year 2004-2005, power sales to the Districts totaled 965,348 MWhrs or $25.7 million.

On May 9, 2001, Hetch Hetchy entered into a fixed price, forward contract (the Contract) to purchase 2.19 million MWhrs of electric energy from a third party energy provider with scheduled future delivery over a five-year period beginning July 1, 2001. Effective March 9, 2003, Hetch Hetchy executed an amended and restated transaction confirmation with the third party energy provider to amend and retroactively restate the terms of the original agreement entered into on May 9, 2001 in its entirety, to settle any pending disputes brought forth by Hetch Hetchy. Under this amended take or pay contract, Hetch Hetchy is obligated to pay for a minimum amount of electricity even if the electricity is not required for operations. Commitments related to this contract total $86.1 million from July 1, 2003 through June 30, 2006. Expenses under this contract totaled $30.4 million in fiscal year 2004-2005.

In December 2002, the City entered into an agreement (the Power Purchase Agreement) with the California Department of Water Resources in anticipation of the settlement and implementation agreements. Under the terms of the Power Purchase Agreement, the California Department of Water Resources has agreed to purchase power and rated capacity from the City at rates that will essentially provide for the full recovery of the City's costs incurred in the construction of a power generating facility (The Facility) over a ten year period from the date in which the California Department of Water Resources accepts the City's certification that the Facility meets all requirements of commercial operation as set forth in the Power Purchase Agreement (Commercial Operation Date).

The City may terminate the Power Purchase Agreement at any time from and after the fifth anniversary of the Commercial Operation Date upon providing a one-year notice to the California Department of Water Resources, and the California Department of Water Resources may terminate the Power Purchase Agreement at such time that there is no longer a debt service component within the capacity payment.

On January 21, 2003, the City's Board of Supervisors authorized the settlement of a lawsuit filed in January 2001 by the City, on behalf of the people of the State of California (the State), against certain energy companies. Under the terms of the settlement, the City received or is to receive (i) four gas turbine generator sets valued at approximately $33 million for use within the City, (ii) future funding from a State administered fund (the Fund) to assist with the costs of sitting and developing electric generating equipment in the City, and (iii) payment to the City of $0.5 million for attorney's fees and other expenses of litigation.

Effective January 23, 2003, the City entered into an implementation agreement with the Attorney General of the State of California (the Attorney General), the California Consumer Power and Conservation Financing Authority (the Financing Authority), and the California Department of Water Resources, outlining the terms of execution of the settlement agreement.

In conjunction with the execution of the settlement agreement, the Attorney General has received the first $7.6 million from the defendants, and deposited that amount into the Fund. The City has eligible costs incurred in the development of the facility of about $3.8 million. As of June 30, 2005, the City has requested and received a total of $2.0 million for reimbursement from the Fund. Under the terms of the Agreement, the City only has claim to the proceeds held by the Fund to the extent that eligible costs are incurred in the development of the Facility. As such, the corresponding revenue will be recognized as eligible costs. Hetch Hetchy has recognized $2.0 million of revenue from the Fund as of June 30, 2005.

(e) Municipal Transportation Agency

The Municipal Transportation Agency (MTA) is responsible for overseeing the City's public transportation operations, including those of the San Francisco Municipal Railway (MUNI), the San Francisco Municipal Railway Improvement Corporation (SFMRIC), and the Department of Parking and Traffic (DPT), which includes the Parking Authority and its five parking garages operated by separate nonprofit corporations organized by the City. Created in November 1999, with the passage of Proposition E, by the voters, the MTA replaced the San Francisco Public Transportation Commission as the oversight agency for the operations of MUNI and SFMRIC, and effective July 1, 2002, the MTA also assumed responsibility for overseeing the operations of DPT.

The tables below reflect the financial information of MUNI, DPT, and the parking garages that are reported within the MTA (in thousands), net of $0.7 million interagency accounts payables and receivables.

	MUNI	DPT	Parking Garages	Total
Assets				
Current assets	$ 151,742	$ 21,761	$ 2,928	$ 176,431
Noncurrent assets	1,820,024	43,003	95,059	1,958,086
Total Assets	1,971,766	64,764	97,987	2,134,517
Liabilities				
Current liabilities	97,207	18,443	20,852	136,502
Liabilities payable from restricted assets	861	-	-	861
Noncurrent liabilities	153,188	60,246	34,997	248,431
Total liabilities	251,256	78,689	55,849	385,794
Net assets				
Invested in capital assets, net of related debt	1,778,547	(12,001)	35,384	1,801,930
Restricted net assets	40,616	6,608	22,971	70,195
Unrestricted net assets (deficit)	(98,653)	(8,532)	(16,217)	(123,402)
Total net assets (deficit)	$ 1,720,510	$ (13,925)	$ 42,138	$ 1,748,723

	MUNI	DPT	Parking Garages	Total
Operating revenues	$ 127,431	$ 24,009	$ 36,473	$ 187,913
Operating expenses	579,065	70,686	57,298	707,049
Net operating income (loss)	(451,634)	(46,677)	(20,825)	(519,136)
Nonoperating Income (loss)	229,652	20,734	(1,684)	248,702
Capital contributions	45,330	-	-	45,330
Transfers in	196,610	36,066	-	232,676
Transfers out	-	(12,298)	-	(12,298)
Change in net assets	19,958	(2,175)	(22,509)	(4,726)
Net assets (deficit) at beginning of year	1,700,552	(11,750)	64,647	1,753,449
Net assets (deficit) at end of year	$ 1,720,510	$ (13,925)	$ 42,138	$ 1,748,723

The City's Annual Appropriation Ordinance provides funds to subsidize the operating deficits of MUNI and DPT determined by the City's budgetary accounting procedures, subject to the appropriation process. The amount of General Fund subsidy to the MTA was $138 million ($102 million for MUNI and $36 million for DPT).

Municipal Railway

MUNI receives capital grants from various federal, state, and local agencies to finance transit related property and equipment purchases. As of June 30, 2005, MUNI had approved capital grants with unused balances amounting to $278 million. Capital grants receivable as of June 30, 2005 totaled $47 million.

MUNI also receives operating assistance from various federal, state, and local sources, including Transit Development Act funds and sales tax allocations. As of June 30, 2005, MUNI had various operating grants receivable of $26.4 million.

These capital grants and operating assistance include funds from the San Francisco Transportation Authority (SFCTA). During the year ended June 30, 2005, the SFCTA approved $81 million in new capital grants and $17 million in new operating grants for MUNI. During the same period, MUNI received total payments of $87 million for capital grants and $19 million in operating grants from the Authority. As of June 30, 2005, MUNI had $24 million due from the SFCTA for capital grants and $3 million due from the SFCTA for operating grants reported in due from other funds.

The State Public Utilities Code requires that fare revenues must equal or exceed 33% of operating costs in order to qualify for an allocation of certain sales tax revenues available for public transit. Transit operators may add local support to fare revenues in order to calculate the fare recovery ratio. The City provides significant local support to MUNI from parking revenues and the General Fund.

MUNI has outstanding contract commitments of approximately $50 million with third parties for various capital projects. Grant funding is available for a majority of this amount. MUNI also has outstanding commitments of approximately $7 million for non-capital expenditures. Various local funding sources are used to finance these expenditures. MUNI is committed to numerous capital projects for which it anticipates that federal and state grants will be the primary source of funding. The San Francisco Municipal Railway Improvement Corporation's (SMFRIC) Board of Directors has authorized SMFRIC to extend financial guarantees to MUNI for certain projects totaling $4.3 million.

Given that the proposed Metro East light Rail Vehicle Maintenance and Operating Facility (Metro East) is an integral part of the Third Street Light Rail Project and is vital for relieving overcrowded conditions at MUNI's existing light rail facility, MUNI identified a 17-acre site of the Western Pacific Railroad under the jurisdiction of the Port of San Francisco (Port) as the best location for the Metro East Facility.

In March 2001, MUNI and the Port entered in to a Memorandum of Understanding (MOU) under which MUNI may use the Metro East site in perpetuity for rail vehicle maintenance, operations and other operational needs at a cost of $25.7 million. The MOU also required MUNI to pay the Port an additional $4 million to construct the Illinois Street Bridge over Islais Creek. Construction of this bridge will mitigate traffic in the area and improve coordination with MUNI's Metro East and Third Street Light Rail Project. In the event the Port fails to expend the money toward construction of the bridge within three years after the effective date of the MOU, the Port shall return the $4 million to MUNI. MUNI has agreed to reasonably extend this deadline up to March 2006 provided the Port has demonstrated good faith efforts toward construction of the bridge. The Port started construction of the Illinois Street Bridge in May 2005 with substantial completion scheduled by the end of July 2006. As of June 30, 2005, the $4 million is reflected as nonoperating revenues and expenses.

Leveraged Lease-Leaseback with BREDA Vehicles

Tranche 1

The Municipal Transportation Agency board of directors authorized the Director of Transportation to solicit proposals regarding a leveraged lease-leaseback transaction involving up to 150 BREDA light rail vehicles. The transaction would not involve financing or procurement of any new vehicles. Rather, MUNI's intention was to obtain an upfront economic benefit in return for entering into a lease-leaseback

transaction involving the Breda light rail vehicles, without impairing the day-to-day operations of the transit system.

In April 2002, MUNI entered into the leveraged lease-leaseback transaction over 118 Breda light rail vehicles (the Tranche 1 Equipment). The transaction was structured as a head lease of the Tranche 1 Equipment to separate special purpose trusts and a sublease of the Tranche 1 Equipment back from such trusts. The sublease provides MUNI with an option to purchase the Tranche 1 Equipment in approximately 27 years, the scheduled completion date of the sublease. During the term of the sublease, MUNI maintains custody of the Tranche 1 Equipment and is obligated to insure and maintain the Tranche 1 Equipment throughout the life of the sublease.

MUNI received an aggregate of $388.2 million from the equity investors in full prepayment of the head lease. MUNI deposited $352.7 million of this head lease payment into two escrows. One escrow was deposited with a debt payment undertaker whose repayment obligations are guaranteed by Financial Security Assurance, an "Aaa/AAA" rated bond insurance company. The other escrow was invested in U.S. government bonds with maturity dates that match the completion of the sublease. Payments under these escrows are to be made at such times and in such amounts so as to fund MUNI's scheduled payments under the sublease as well as to provide a source of funding for MUNI's purchase option if it chooses to exercise it. Although these escrows do not represent a legal defeasance of MUNI's obligations under the sublease, management believes that the creditworthiness of these escrows is such that they will fund MUNI's obligations under the sublease and that the possibility that MUNI will need to access other monies to make sublease payments is remote. Therefore, the trust assets and the sublease obligations are not recorded on the financial statements of MUNI as of June 30, 2005.

As a result of the cash transactions above, MUNI recorded deferred revenue in fiscal year 2001-2002 of $35.5 million for the difference between the amount received of $388.2 million and the amount paid to the escrows of $352.7 million. The deferred revenue will be amortized over the life of the sublease. The deferred revenue amortized amounts were $1.3 million for fiscal year 2004-2005.

As of June 30, 2005, the outstanding payments to be made on the sublease through 2027 are $295.7 million and the payments to be made on the purchase option of the Tranche 1 Equipment would be $643.1 million, if exercised. All of these payments are to be funded from the amounts in escrow. If MUNI does not exercise the purchase option, MUNI would be required to either: 1) pay service and maintenance costs related to the continued operation and use of the vehicles beyond the term of the sublease; or 2) arrange for another party to be the "service recipient," under a "service contract," and to perhaps guarantee the obligations of that party under the service contract if the replacement service recipient does not meet specified credit or net worth criteria.

Tranche 2

In September 2003, after obtaining final approval from the Municipal Transportation Agency's Board of Directors and the City's Board of Supervisors, MUNI entered into a second leveraged lease-leaseback transaction over 21 BREDA light rail vehicles (the Equipment). The transaction was structured as a head lease of the Equipment to one separate special purpose trust (formed on behalf of a certain equity investor) and a sublease of the Equipment back from such trust. The sublease provides MUNI with an option to purchase the Equipment in approximately 26 years, the scheduled completion date of the sublease. During the term of the sublease, MUNI maintains custody of the Equipment and is obligated to insure and maintain the Equipment throughout the life of the sublease.

MUNI received an aggregate of $72.6 million from the equity investors in full prepayment of the head lease. MUNI deposited approximately $67.5 million of this head lease payment into two escrows. One escrow was deposited with a debt payment undertaker whose repayment obligations are guaranteed by Financial Security Assurance, an "Aaa/AAA" rated bond insurance company. The other escrow was invested in U.S. government bonds with maturity dates that match the completion of the sublease. Payments under these escrows are to be made at such times and in such amounts so as to fund MUNI's scheduled payments under the sublease as well as to provide a source of funding for MUNI's purchase option if it chooses to exercise it. Although these escrows do not represent a legal defeasance of MUNI's obligations under the sublease, management believes that the creditworthiness of these escrows is such that they will fund MUNI's obligations under the sublease and that the possibility that MUNI will need to access other monies to make sublease payments is remote.

As a result of the cash transactions above, MUNI recorded deferred revenue in fiscal year 2004 of $4.4 million for the difference between the amount received of $72.6 million and the amount paid to the escrows of $67.5 million (minus $0.7 million for certain transaction expenses). The deferred revenue will be amortized over the life of the sublease. The deferred revenue amortized in fiscal year 2004-2005 amounted to $168 thousand.

As of June 30, 2005, the outstanding payments to be made on the sublease through 2029 are $59.7 million and the payments to be made on the purchase option of the Equipment would be $198.5 million, if exercised. All of these payments are to be funded from the amounts in escrow. If MUNI does not exercise the purchase option, MUNI would be required to either: 1) pay service and maintenance costs related to the continued operation and use of the vehicles beyond the term of the sublease; or 2) arrange for another party to be the "service recipient," under a "service contract," and to perhaps guarantee the obligations of that party under the service contract if the replacement service recipient does not meet specified credit or net worth criteria.

The data below reflect the operations of the five parking garages operated by separate nonprofit corporations organized by the City, which are under the Parking Authority. Information about these nonprofit corporations for the year ended June 30, 2005 follows (in thousands), including $0.7 million accounts payable to MUNI:

	Downtown Parking	Uptown Parking	Japan Center Garage	Ellis-O'Farrell Parking	Portsmouth Plaza Parking	Total
Operating revenues	$ 11,319	$ 14,903	$ 2,437	$ 4,658	$ 3,156	$ 36,473
Depreciation	737	11,979	4,363	8,412	129	25,620
Operating income	593	(9,861)	(4,110)	(7,521)	74	(20,825)
Interest and other non-operating revenues (expenses)	(442)	(1,059)	(5)	(194)	16	(1,684)
Change in net assets	151	(10,920)	(4,115)	(7,715)	90	(22,509)
Capital assets, additions	-	-	-	-	246	246
Capital assets, deletions	(433)	(11,979)	(3,694)	(7,994)	-	(24,100)
Net working capital (deficit)	(7,280)	(8,626)	21	(1,486)	791	(16,580)
Total assets	29,155	49,675	3,805	11,991	3,361	97,987
Total liabilities	19,136	28,989	576	6,536	612	55,849
Net assets	10,019	20,686	3,229	5,455	2,749	42,138
Total debt outstanding	$ 11,665	$ 19,095	$ 309	$ 5,323	$ -	$ 36,392

(f) Laguna Honda Hospital

The Laguna Honda Hospital (LHH) is a skilled nursing facility which specializes in serving elderly and disabled residents. The operations of LHH are subsidized by the City. It is the City's policy to fund operating deficits of the enterprise on a budgetary basis; however, the amount of operating subsidy provided is limited to the amount budgeted by the City. Accordingly, depreciation and certain non-current accrued expenses are not funded, resulting in continuing deficits on a budget basis. In those circumstances, the City allows the enterprise to show a deficit on a budget basis. For the fiscal year ended June 30, 2005, the subsidy for LHH was approximately $39 million.

	(in thousands)
Changes in net assets of LHH on a GAAP basis	$ 18,502
Transfer to General Fund	79
Net income on specific/donor restricted funds	(17,598)
Operating subsidy from City General Fund	(39,239)
Net loss on LHH on a GAAP basis before operating subsidy	(38,256)
Expenses which require budgetary funding but are not GAAP basis expenses:	
Capitalized services and other asset purchases	1,339
Change in encumbrances and appropriation carryforward	(2,503)
Expenses which do not require budgetary funding but are GAAP basis expenses:	
Depreciation and other expenses	181
Net loss of LHH requiring General Fund subsidy on a budget basis	$ (39,239)

LHH has agreements with third-party payors that provide for reimbursement to LHH at amounts different from its established rates. Contractual adjustments under third-party reimbursement programs represent the difference between the hospital's established rate for services and amounts reimbursed by third-party payors. Medicare and Medi-Cal are the major third-party payors with whom such agreements have been established. During the fiscal year ended June 30, 2005, Medicare and Medi-Cal charges for services amounted to approximately $4 million and $107 million, respectively. As of June 30, 2005, LHH had net patient receivables from Medicare of $1.3 million and net patient receivables from Medi-Cal of $21.7 million.

During fiscal year ended June 30, 2005, LHH received approximately $15 million in payments as a result of matching federal funds to local funds, which provided a Medi-Cal supplemental in the form of quarterly payments effective August 1, 2001.

In November 1999, San Francisco voters approved Proposition A, a ballot measure authorizing the City to issue general obligation bonds to finance the acquisition, improvement, construction and/or reconstruction of a new health care, assisted living and/or other type of continuing care facility or facilities to replace Laguna Honda Hospital (the Replacement Project). Proposition A requires an increase in property taxes to pay for the bonds. In addition, Proposition A stipulates that $100 million of tobacco settlement funds received by the City, excluding $1 million set aside each year for smoking education and prevention programs, may be used to pay for some construction of the Replacement Project, as well as to offset the cost to property owners of repaying the bonds. As of June 30, 2005, bonds have been sold to fund the Replacement Project. LHH is actively involved in the planning and design phase and construction of the Replacement Project.

The California Hospital Facilities Safety Act (SB 1953) specifies certain requirements that must be met at various dates in order to increase the probability that LHH could maintain uninterrupted operations following major earthquakes. By January 1, 2008, all general acute care buildings must be life safe. By

January 1, 2030, all general acute care inpatient buildings must be operational after an earthquake. In December 2001, LHH finalized and submitted a plan to the State of California indicating that the Laguna Honda Hospital Replacement Project will be fully operational by 2013 and thereby in full compliance with the 2030 requirements. A five-year extension for the January 2008 deadline was requested and granted, postponing the deadline to 2013.

LHH received a report initiated by the California Integrated Waste Management Board declaring an old dumpsite on hospital property a "hazardous waste site" under California hazardous waste statute. The San Francisco Department of Public Health, as the local enforcement agency, has been designated to oversee and certify the future abatement of the dumpsite. LHH management has subsequently received a number of estimates to remedy this situation, ranging from approximately $0.8 million to $2.5 million. The hospital and the San Francisco Department of Public Health are evaluating the bids submitted. The State has mentioned that this particular hazardous waste site is classified as a low priority considering the other more hazardous waste sites within the State. The specific site has been contained and secured for the safety of the general public.

As of June 30, 2005, LHH has entered into various purchase contracts totaling approximately $11.6 million that are related to future construction for the Replacement Project.

(g) General Hospital Medical Center

The San Francisco General Hospital Medical Center (SFGH) is an acute care hospital. The operations of SFGH are subsidized by the City. It is the City's policy to fully fund enterprise operations on a budgetary basis; however, the amount of operating subsidy provided is limited to the amount budgeted by the City. Accordingly, depreciation and certain non-current accrued expenses are not funded, resulting in continuing deficits on a budget basis. In those circumstances, the City allows the enterprise to show a deficit on a budget basis. For the year ended June 30, 2005, the subsidy for SFGH was $78 million.

	(in thousands)
Income before transfers of SFGH on a GAAP basis	$ 14,516
Reimbursement to City General Fund for SB 855 matching program	(80,683)
Transfers from City General Fund to support SFGH on:	
Other Program Support	1,374
Interest expense on the over draft funds with the City Treasury	(684)
Transfers from SFGH to City facility projects	(350)
Transfers from SFGH to Jail Health	(620)
Transfers from SFGH to Laguna Honda	(2,032)
Expenses which require budgetary funding but are not GAAP basis expenses:	
Capitalized services and other asset purchases	(4,170)
Change in encumbrances and appropriation carryforwards	(8,075)
Other expenses - Non-Operating Funds	(2,119)
Expenses which do not require budgetary funding but are GAAP basis expenses:	
Depreciation expense	6,655
Other Net GAAP expenses	(2,062)
Net loss of SFGH requiring General Fund subsidy on a budget basis	$ (78,250)

SFGH has agreements with third-party payors that provide for reimbursement to SFGH at amounts different from its established rates. Contractual adjustments under third-party reimbursement programs represent the difference between SFGH's established rates and amounts reimbursed by third-party payors. Major third-party payors with whom such agreements have been established are Medicare, Medi-Cal, the State of California through Senate Bills 855 and 1255 and the Short-Doyle mental health

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program, the federal Medi-Cal Medical Education Program and Administrative Claiming System, and a managed care agreement signed with a health maintenance organization (HMO).

During the year ended June 30, 2005, Medicare and Medi-Cal revenue accounted for $73 million and $77 million of net patient service revenue, respectively. As of June 30, 2005, SFGH had net patient receivables from Medicare of $8.1 million and net patient receivables from Medi-Cal of $14.2 million.

State of California Senate Bill 855 (SB-855) was passed by the state legislature in July 1991 to provide additional funding to hospitals which provide a significant portion of their services to Medi-Cal recipients. In order to receive additional funds, the City must transfer funds to the State Medi-Cal program so that the funds may be matched by federal funds. Gross patient revenue recorded by SFGH for SB-855 totaled $113.1 million for the year ended June 30, 2005. This revenue was offset by a reduction in the General Fund operating subsidy of $80.7 million for net SB-855 revenues of $32.4 million for the year ended June 30, 2005.

In addition, SFGH receives funding from the State of California under Senate Bill 1255 (SB-1255) which establishes a funding pool through public and private sector contributions with matching federal participation. For the year ended June 30, 2005, SFGH recognized gross patient revenue in the amount of $65.0 million offset by a reduction in the contribution provided by the City of $30.5 million for net SB-1255 revenues of $34.5 million.

Under the Medi-Cal Medical Education program, SFGH is reimbursed for medical education costs incurred for services rendered to Medi-Cal beneficiaries. For the year ended June 30, 2005, SFGH recognized net patient service revenue in the amount of $2.3 million pertaining to this program.

As of June 30, 2005, SFGH had Medi-Cal supplemental reimbursement receivables for SB-855, SB-1255, and other federal and state settlement payments of approximately $13.3 million.

The State of California provides support to SFGH through a realignment of funding provided from vehicle license fees and sales tax allocated to California's counties. SFGH recognized $61.1 million as other operating revenue for the year ended June 30, 2005, from realignment funding.

In addition, SFGH was reimbursed by the State of California, under the Short-Doyle program, for mental health services provided to qualifying residents based on an established rate per unit of service not to exceed an annual negotiated contract amount. During the year ended June 30, 2005, reimbursement under the Short-Doyle program amounted to approximately $5.8 million and is included in State and other nonoperating revenues.

State of California Proposition 99, the Tobacco Tax Initiative, allocates funds to counties for health care services to indigent persons and others who are unable to pay for health care services. Proposition 99 funds allocated to SFGH for the year ended June 30, 2005, amounted to $1.2 million and are included in other operating revenue.

SFGH provides care without charge or at amounts less than its established rates to patients who meet certain criteria under its charity care policy. Charges foregone based on established rates were $213 million and estimated costs and expenses to provide charity care were $109 million in fiscal year 2004-2005.

The City contracts on a year-to-year basis on behalf of SFGH with the University of California (UC). Under the contract, SFGH serves as a teaching facility for UC professional staff, medical students, residents, and interns who, in return, provide medical and surgical specialty services to SFGH's patients. The total amount for services rendered under the contract for the year ended June 30, 2005, was approximately $77.6 million.

In 1996, California passed Senate Bill 1953, mandating that all California acute care hospitals meet new seismic safety standards by 2013. In January 2001, the San Francisco Health Commission approved a resolution to support a rebuild effort for the hospitals, and the Department of Public Health conducted a series of planning meetings to review its options. It became evident that rebuilding rather than retrofitting was required, and that rebuilding SFGH presented a unique opportunity for the Department to make system-wide as well as structural improvements in its delivery of care for patients in 2013 and beyond.

In May 2005, the Mayor created the Blue Ribbon Committee (the Committee) on SFGH's future location. The Committee's charge was to make a recommendation on where SFGH should be built: (1) on the existing Potrero Hill campus or (2) at Mission Bay, collocating with the University of California at San Francisco (UCSF).

In October 2005, the Health Commission accepted the Committee's recommendation to rebuild at its current Potrero Avenue campus.

In addition to the Potrero location recommendation, the Committee recommended that the City begin the process of ascertaining whether a General Obligation bond for a SFGH rebuild can be approved by voters as well as what dollar amount voters are likely to approve. The City should identify additional mechanisms for financing the hospital replacement.

(h) Clean Water Program

The Clean Water Program (CWP) was established in 1977 pursuant to bond resolutions to account for the City's municipal sewage treatment and disposal system.

CWP's revenue, which consists mainly of sewer service charges, is pledged for the payment of principal and interest on various outstanding Sewer Revenue Bonds.

As of June 30, 2005, the CWP had outstanding commitments with third parties for capital projects and for materials and services totaling $40.1 million.

(i) San Francisco Market Corporation

The San Francisco Market Corporation is a non-profit corporation organized to acquire, construct, finance, and operate a produce market. The information about this non-profit corporation is presented in the financial statements of the proprietary funds as a non-major fund.

(12) SAN FRANCISCO REDEVELOPMENT AGENCY

The Redevelopment Agency of the City and County of San Francisco (the Agency) is a public body, corporate and politic, organized and existing under the Community Redevelopment Law of the State of California. Since the organization of the Agency in 1948, the Agency has completed four redevelopment project areas and twelve redevelopment project areas are now underway. In addition, the Agency is undertaking feasibility studies for two potential redevelopment areas, designated by the Board of Supervisors of the City, and proposed expansion to two existing project areas.

The Agency acts as the lead Agency in administering the Housing Opportunities for Persons with AIDS (HOPWA) program, which is funded by a grant from the U.S. Department of Housing and Urban Development. The Agency applied for and was awarded a "Special Projects of National Significance" grant under the HOPWA program to provide partial rent subsidies and back to work job training.

In 1998, the Board of Supervisors approved ordinances and resolutions adopting the Mission Bay North and South Redevelopment Plans, Interagency Cooperation Agreements, Tax Allocation Agreements, and related ordinances and resolutions. The two project areas total 303 acres. The Agency has entered into an Owner Participation Agreement with the owner/developer to provide for development of the project

areas. The proposed development in the north includes 3,000 housing units, 20% of which will be affordable units, urban entertainment retail space, City-serving retail space, neighborhood-serving retail space and public open space. The proposed development in the south will include 3,090 housing units, 20% of which will be affordable units, a UCSF research campus, a hotel, City-serving and neighborhood-serving retail space, commercial industrial space, a new fire and police station, and a 500-student public school on land to be donated by UCSF.

As of June 30, 2005, 1,079 residential units, including 148 affordable units, 24,000 square feet of office space, and 72,650 square feet of neighborhood retail space have been completed in Mission Bay North. Another 552 residential units are under construction, of which 159 units are affordable. A commercial office building totaling 285,000 square feet and two UCSF research building of 550,000 square feet have been completed in Mission Bay South. Mission Bay is expected to create over 31,000 new permanent jobs. The Mission Bay development will take place over 20 to 30 years, and will require investment of over $145 million in new public infrastructure. Total development costs for the two project areas are expected to exceed $4 billion.

The construction of the Jessie Square Garage (the Garage), which contains 450 parking spaces, was completed and started operations in February 2005. During the year ended June 30, 2003, the Garage construction was financed by tax allocation bonds issued. The City has advanced tax increment revenue for debt service payments, which will be repaid from net operating revenues from the Garage.

The Agency has no direct taxing power and does not have the power to pledge the general credit or taxing power of the City, the State of California or any political subdivision thereof. However, California's Health and Safety Code allows redevelopment agencies with appropriate approvals of the local legislative bodies to recover costs of financing public improvements from increased tax revenues (tax increment) associated with increased property values of individual project areas. During the year, the Agency's revenue from property tax increment was $53.3 million.

The Public Initiatives Development Corporation (PIDC) was formed in May of 2002 to develop affordable housing on the Agency's behalf. On November 12, 2004, PIDC and Wincopin Circle, LLLP formed a limited partnership, Plaza Apartments Associates, L.P. (the Partnership). PIDC is the managing general partner and owns a 0.01% interest in the partnership. Wincopin Circle, LLLP is a limited partner and owns a 99.99% interest. The Partnership is currently constructing a 106-unit affordable housing project in the South of Market project area. The project, which is scheduled for completion in December 2005, was originally undertaken by PIDC. Additionally, PIDC transferred all related assets (including the rights to a ground lease) and liabilities to the Partnership.

In order to facilitate construction and rehabilitation within the project areas, various construction loan notes, promissory notes, community district facility bonds, and mortgage revenue bonds with an aggregate outstanding balance of approximately $662 million as of June 30, 2005, have been issued. When these obligations are issued, they are secured by the related mortgage indebtedness and special assessment taxes, and, in the opinion of management, are not considered obligations of the Agency or the City and therefore not included in the basic financial statements. Debt service payments will be made by developers or property owners.

California Health and Safety Code Section 33334.3 requires the Agency to set aside 20% of the proceeds from its incremental property tax revenues for expenditures for low and moderate income housing. Related interest earned must also be set aside for such purposes. The Agency established a Low and Moderate Income Housing Fund to account for this commitment and has budgeted $362 million for such expenditures since its inception. The Agency has expended $249 million for low- and moderate-income housing since its inception.

The Agency had commitments under contracts for capital improvements of approximately $23.3 million as of June 30, 2005.

(13) TREASURE ISLAND DEVELOPMENT AUTHORITY

The TIDA is a nonprofit public benefit corporation. The TIDA was authorized in accordance with the Treasure Island Conversion Act of 1997 and designated as a redevelopment agency pursuant to Community Redevelopment Law of the State of California. The TIDA is governed by seven commissioners who are appointed by the Mayor, subject to confirmation by the City's Board of Supervisors. The specific purpose of the TIDA is to promote the planning, redevelopment, reconstruction, rehabilitation, reuse and conversion of the property known as Naval Station Treasure Island for the public interest, convenience, welfare and common benefit of the inhabitants of the City.

The mission of TIDA is to redevelop the former Naval Station Treasure Island and to manage its integration with the City in compliance with federal, state and City guidelines (including the California Tidelands Trust) to maximize revenues to the City's General Fund; to create new job opportunities for San Francisco residents, including assuring job opportunities for homeless and economically disadvantaged residents; to increase recreational and bay access venues for San Francisco and Bay Area residents; and to promote the welfare and well being of the citizens of San Francisco.

The services provided by TIDA include negotiating the acquisition of former Naval Station Treasure Island with the U.S. Navy and establishing the Treasure Island Redevelopment Project; renting Treasure Island facilities leased from the U.S. Navy to generate revenues sufficient to cover operating costs; maintaining Treasure Island facilities owned by the U.S. Navy which are not leased to the TIDA or the City; providing facilities for special events, film production and other commercial business uses; providing 1,000 housing units; and overseeing the U.S. Navy's toxic remediation activities on the former naval base.

During fiscal year 2004-2005, TIDA's primary source of revenues included facility and housing rents. During fiscal year 2002-2003, TIDA received Navy agreement to initiate the process of early transfer, including competitive selection of a contractor to complete the Navy's Treasure Island Remediation Program with Navy funding but under TIDA direction and supervision; entered an exclusive negotiating agreement with a private developer for the redevelopment of the former naval base; and completed a draft Environmental Impact Report (EIR) for the transfer.

(14) INTERFUND RECEIVABLES, PAYABLES, AND TRANSFERS

"Due to" and "due from" balances have primarily been recorded when funds overdraw their share of pooled cash or when there are transactions between entities where one or both entities do not participate in the City's pooled cash. The composition of interfund balances as of June 30, 2005, is as follows (in thousands):

Due to/from other funds (in thousands):

Receivable Fund	Payable Fund	Amount
General	Nonmajor Governmental Funds	$ 18,117
	Internal Service Funds	1,374
	San Francisco International Airport	1,052
	Municipal Transportation Agency	762
	Laguna Honda Hospital	8,438
		29,743
Nonmajor Governmental Funds	Nonmajor Governmental Funds	12,303
		12,303
Internal Service	General Fund	796
	Nonmajor Governmental Funds	861
	General Hospital Medical Center	545
	Laguna Honda Hospital	99
		2,301
Water Department	Municipal Transportation Agency	2,593
		2,593
Hetch Hetchy Water and Power	General Fund	1,061
	Nonmajor Governmental Funds	12,496
	Municpal Transportation Agency	102
	General Hospital Medical Center	595
	Water Department	81
		14,335
Municipal Transportation Agency	Nonmajor Governmental Funds	33,837
	Water Department Fund	2,574
		36,411
Total		$ 97,686

Due to/from primary government and component units:

Receivable Entity	Payable Entity	Amount
Primary government - governmental	Component unit - Redevelopment Agency	$ 3,375

Transfers:

Transfers (in thousands):

Funds	General Fund	Nonmajor Governmental	Internal Service Funds	San Francisco International Airport	Hetch Hetchy	Municipal Transportation Agency	San Francisco General Hospital	Clean Water	Laguna Honda Hospital	Total Transfers Out
General fund	$ -	$ 71,432	$ 270	$ 4,611	$ -	$ 137,770	$ 78,940	$ -	$ 37,207	$ 330,230
Nonmajor governmental funds	51,228	35,137	-	-	-	94,906	-	1,922	-	183,193
San Francisco International Airport	19,677	-	-	-	-	-	-	-	-	19,677
Municipal Transportation Agency	-	12,298	-	-	-	-	-	-	-	12,298
San Francisco General Hospital	81,304	350	-	-	-	-	-	-	2,032	83,686
Clean Water	-	48	-	-	1,628	-	-	-	-	1,676
Laguna Honda Hospital	79	-	-	-	-	-	-	-	-	79
Total transfers in	$ 152,288	$ 119,265	$ 270	$ 4,611	$ 1,628	$ 232,676	$ 78,940	$ 1,922	$ 39,239	$ 630,839

The $330.2 million General Fund transfer out includes a total of $253.9 million in operating subsidies to Municipal Transportation Agency, General Hospital Medical Center, and Laguna Honda Hospital (note 11). The transfers of $71.4 million from the General Fund to the nonmajor governmental funds is to provide support to various City programs such as the public library and the Children and Families Fund, as well as to provide resources for the payment of debt service. The transfers between the nonmajor governmental funds are to provide support for various City programs and to provide resources for the payment of debt service.

The General Fund received transfers in of $81.3 million from General Hospital Medical Center, of which $80.7 million was reimbursement for the SB 855 matching program (note 11(g)), and $19.7 million from the San Francisco International Airport, representing a portion of concession revenue (note 11 (a)). The $95 million transfer from nonmajor governmental funds is for capital and operating transfers from the San Francisco County Transportation Authority to the Municipal Transportation Agency.

(15) COMMITMENTS AND CONTINGENT LIABILITIES

(a) Grants and Subventions

Receipts from federal and state grants and other similar programs are subject to audit to determine if the monies were expended in accordance with appropriate statutes, grant terms and regulations. The City believes that no significant liabilities will result.

(b) Operating Leases

The City has noncancellable operating leases for certain buildings and data processing equipment, which require the following minimum annual payments (in thousands):

Primary Government

Governmental Activities

Fiscal Years	
2006	$ 27,319
2007	24,008
2008	20,940
2009	11,535
2010	9,951
2011-2015	18,206
2016-2020	3,600
Total	$ 115,559

Operating lease expense incurred for fiscal year 2004-2005 was approximately $28.9 million.

Business-type Activities

Fiscal Years	San Francisco International Airport	Port of San Francisco	Municipal Transportation Agency	General Hospital Medical Center	Total Business-type Activities
2006	$ 5,320	$ 2,739	$ 4,682	$ 5,457	$ 18,198
2007	5,727	2,936	4,101	2,766	15,530
2008	5,741	2,936	3,874	1,910	14,461
2009	4,631	2,936	3,874	1,457	12,898
2010	-	2,936	3,314	1,277	7,527
2011-2015	-	14,684	167	-	14,851
2016-2020	-	13,888	179	-	14,067
2021-2025	-	13,888	135	-	14,023
2026-2030	-	13,888	121	-	14,009
2031-2035	-	13,888	-	-	13,888
2036-2040	-	13,888	-	-	13,888
2041-2045	-	13,888	-	-	13,888
2046-2050	-	11,341	-	-	11,341
Total	$ 21,419	$ 123,836	$ 20,447	$ 12,867	$ 178,569

Operating lease expense incurred for the Airport, Port, MTA, and SFGH for fiscal year 2004-2005 was $5.9 million, $2.6 million, $6.2 million, and $4.8 million, respectively.

Component Unit - Redevelopment Agency

The Redevelopment Agency (Agency) has noncancellable operating leases for its office sites, which require the following minimum annual payments (in thousands):

Fiscal Years	
2006	$ 1,930
2007	867
2008	846
2009	853
2010	862
2011-2015	4,351
2016-2020	4,351
2021-2025	4,351
2026-2030	4,351
2031-2035	4,351
2036-2040	4,350
2041-2045	4,350
2046-2050	4,350
Total	$ 40,163

Rent payments totaling $2.1 million are included in the Agency's financial statements for the year ended June 30, 2005.

Several City departments lease land and various facilities to tenants and concessionaires who will provide the following minimum annual payments (in thousands):

Primary Government

Governmental Activities

Fiscal Years	
2006	$ 1,191
2007	861
2008	626
2009	567
2010	598
2011-2015	2,466
2016-2020	1,815
2021-2025	340
2026-2030	70
2031-2035	17
Total	$ 8,551

Business-type Activities

Fiscal Years	San Francisco International Airport	Port of San Francisco	General Hospital Medical Center	Municipal Transportation Agency	Market Corp	Total Business-type Activities
2006	$ 56,954	$ 25,379	$ 1,950	$ 3,143	$ 912	$ 88,338
2007	47,487	22,951	1,991	2,958	782	76,169
2008	45,818	21,311	2,033	2,634	476	72,272
2009	38,694	19,593	2,077	2,168	380	62,912
2010	29,946	17,161	2,123	1,303	405	50,938
2011-2015	20,406	76,230	2,168	2,965	1,305	103,074
2016-2020	-	63,890	-	-	-	63,890
2021-2025	-	54,080	-	-	-	54,080
2026-2030	-	45,230	-	-	-	45,230
2031-2035	-	42,800	-	-	-	42,800
2036-2040	-	33,473	-	-	-	33,473
2041-2045	-	21,142	-	-	-	21,142
2046-2050	-	16,678	-	-	-	16,678
2051-2055	-	7,197	-	-	-	7,197
2056-2060	-	7,000	-	-	-	7,000
2061-2065	-	7,000	-	-	-	7,000
2066-2070	-	2,485	-	-	-	2,485
Total	$ 239,305	$ 483,600	$ 12,342	$ 15,171	$ 4,260	$ 754,678

Component Unit - Redevelopment Agency

The Agency leases various facilities within the Yerba Buena Center, Western Addition, and Hunters Point areas. The minimum annual payments are as follows (in thousands):

Fiscal Years	
2006	$ 3,019
2007	2,899
2008	2,839
2009	2,843
2010	2,948
2011-2015	14,880
2016-2020	15,401
2021-2025	14,323
2026-2030	15,190
2031-2035	16,250
2036-2040	17,405
2041-2045	18,692
2046-2050	5,430
2051-2055	440
2056-2060	350
2061-2065	325
2066-2070	287
2071-2075	250
2076-2080	158
2081-2085	150
2086-2090	150
2091-2095	150
2096-2099	68
Total	$ 134,447

(c) Other Lease Commitments

The City is making lease payments to the Agency for the Moscone Convention Center in the amount of approximately $18 million per year through July 1, 2025. The lease payments are intended to approximate the debt service requirements of the corresponding lease revenue bonds that were issued by the Agency to finance the construction and expansion of the Moscone Convention Center which are recorded as a long term obligation of the Agency. The City is also making lease payments to outside lessors for various telecommunication and information equipment through an internal service fund.

Amounts to be provided for capital leases are as follows (in thousands):

Fiscal Years	Moscone Convention Center	Other	Total
2006	$ 17,871	$ 424	$ 18,295
2007	17,874	65	17,939
2008	18,571	-	18,571
2009	18,640	-	18,640
2010	18,717	-	18,717
2011-2015	94,631	-	94,631
2016-2020	79,211	-	79,211
2021-2025	16,433	-	16,433
Total minimum lease payments	281,948	489	282,437
Less amounts representing interest	(83,721)	(13)	(83,734)
Present value of maximum lease payments	$ 198,227	$ 476	$ 198,703

(d) Other Commitments

The Retirement System has commitments to contribute capital for real estate and alternative investments in the aggregate amount of approximately $718 million at June 30, 2005.

The City is a participant in the Peninsula Corridor Joint Powers Board (PCJPB), which was formed in 1991 to plan, administer, and operate the Peninsula CalTrain rail service. The City, on behalf of MUNI, is responsible for 11.6% of the net operating costs and administrative expenses of the PCJPB for operating and capital needs. During the fiscal year ended June 30, 2005, the City contributed $6.4 million to the PCJPB for its operating needs. This is paid by MTA from the subsidy transfer it receives from the City.

(16) RISK MANAGEMENT

Risk Retention Program Description

The City is exposed to various risks of losses related to torts, theft of, damage to, and destruction of assets; business interruption; errors and omissions; automobile liability and accident claims (primarily for Muni Railway); medical malpractice; natural disasters; employee health benefit claim payments for direct provider care (collectively referred to herein as estimated claims payable); and injuries to employees (workers' compensation). With certain exceptions, it is the policy of the City not to purchase commercial insurance for the risks of losses to which it is exposed. Instead, the City believes it is more economical to manage its risks internally and set aside funds as needed for estimated current claim settlements and unfavorable judgments through annual appropriations and supplemental appropriations.

The City maintains limited excess coverage for certain facilities. The SFO carries liability insurance coverage of $750 million and commercial property insurance coverage for full replacement value on all facilities owned by the SFO. The SFO does not carry insurance for losses due to seismic activity. The SFO is self-insured for general liability up to the first $10,000 and the SFO carries liability insurance for

any amounts in excess of $10,000. The Port carries commercial insurance for all general liability, property and casualty risks of loss. Additionally, limited insurance coverage is maintained by the City for the Moscone Convention Center property, personal liability, and for art at City-owned museums.

The San Francisco Redevelopment Agency is a member of the Bay Cities Joint Powers Authority which provides coverage for its general liability, automobile liability, and public officials errors and omissions risks with combined single limits of $15 million per occurrence and a deductible of $50,000 self-insurance retention per occurrence.

Any claims relating to the construction of the Moscone Convention Center are indemnified by the City under an agreement between the Agency and the City.

Settled claims have not exceeded commercial insurance coverage in any of the past three fiscal years.

Expenditures and liabilities for all workers' compensation claims and other estimated claims payable are reported when it is probable that a loss has occurred and the amount of that loss can be reasonably estimated. These losses include an estimate of claims that have been incurred but not reported. Because actual claim liabilities depend on such complex factors as inflation, changes in legal doctrines, and damage awards, the process used in computing claim liabilities does not necessarily result in an exact amount. Claim liabilities are re-evaluated periodically to take into consideration recently settled claims, the frequency of claims, and other legal and economic factors. The recorded liabilities have not been discounted.

Estimated Claims Payable

Numerous lawsuits related to the governmental fund types are pending or threatened against the City. The City's liability as of June 30, 2005 has been actuarially determined and includes an estimate of incurred but not reported losses.

Changes in the reported estimated claims payable since June 30, 2003, resulted from the following activity (in thousands):

	Beginning Fiscal Year Liability	Current Year Claims and Changes in Estimates	Claim Payments	Ending Fiscal Year Liability
2003-2004	$ 93,304	$ 71,967	$ (37,835)	$ 127,436
2004-2005	127,436	63,684	(38,865)	152,255

Breakdown of the estimated claims payable at June 30, 2005 is as follows (in thousands):

Governmental activities:	
Current portion of estimated claims payables	$ 37,487
Long-term portion of estimated claims payable	46,050
Business-type activities:	
Current portion of estimated claims payables	22,503
Long-term portion of estimated claims payable	46,215
Total	$ 152,255

The Retirement System is involved in two class action type lawsuits which are collectively referred to as "Final Compensation" cases. These lawsuits allege that the Retirement System should include additional "pay types" in pension calculations. The most significant pay types common to all members of the Retirement System are lump sum payments after termination of employment for sick leave and vacation. The police, fire, and transit employees have additional claims for special pay types specific to those employee groups. There is also a lawsuit against the Retirement System by the Veteran Police Officers Association (VPOA) that alleges that the Retirement System should include Police Officers' Standards Training (POST) pay in pension calculations for those police officers who retired prior to the creation of the POST ranks. The Retirement System was successful in defending both of these class action lawsuits in the trial court. An appeal remains a possibility for either or both of these lawsuits. Should there be a successful appeal, the potential loss to the Retirement System is estimated to be less than $100 million as of June 30, 2005.

Workers' Compensation

The City self-insures for workers' compensation coverage. The City's liability as of June 30, 2005 has been actuarially determined and includes an estimate of incurred but not reported losses. The total amount estimated to be payable for claims incurred as of June 30, 2005 was $391.4 million which is reported in the appropriate individual funds in accordance with the City's accounting policies (note 2).

Changes in the reported accrued workers' compensation since June 30, 2003, resulted from the following activity (in thousands):

	Beginning Fiscal Year Liability	Current Year Claims and Changes in Estimates	Claim Payments	Ending Fiscal Year Liability
2003-2004	$ 364,256	$ 108,177	$ (75,307)	$ 397,126
2004-2005	397,126	87,372	(93,070)	391,428

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Breakdown of the accrued workers' compensation liability at June 30, 2005 is as follows (in thousands):

Governmental activities:	
Current portion of accrued workers' compensation liability	$ 44,624
Long-term portion of accrued worker's compensation liability	170,181
Business-type activities:	
Current portion of accrued workers' compensation liability	38,005
Long-term portion of accrued worker's compensation liability	138,618
Total	$ 391,428

(17) SUBSEQUENT EVENTS (UNAUDITED)

Long-term Debt

In July 2005, the City issued a total of $150.1 million in General Obligation Bonds. They consist of the following four bonds: $79.4 million California Academy of Sciences Improvement Bonds, Series 2005E, $29.2 million Steinhart Aquarium Improvement Bonds Series 2005F, $34 million Branch Library Facilities Improvement Bonds Series 2005G and $7.5 million Zoo Facilities Bonds Series 2005H. The 2005E and 2005F Bonds will finance the acquisition, construction, and reconstruction of certain improvements to the Academy of Sciences and Steinhart Aquarium respectively. The 2005G Bonds were issued to provide funds to finance the acquisition, renovation and construction of branch libraries and other library facilities, other than the Main Library. The 2005H Bonds will finance the acquisition, construction and/or reconstruction of San Francisco Zoo facilities. The 2005E, 2005F, 2005G and 2005H Bonds have interest rates ranging from 3.0% to 5.0% and mature from June 2006 through June 2025.

In July 2005, the San Francisco Redevelopment Agency issued Tax Allocation Refunding Revenue Bonds Series 2005A in the amount of $20.4 million and Taxable Tax Allocation Refunding Revenue Bonds Series 2005B in the amount of $8.1 million. Series 2005A Bonds were issued for the purpose of refunding the entire Series 1998A Tax Allocation Revenue Bonds and partially refunding the Series 1998C Tax Allocation Refunding Revenue Bonds. Series 2005B Bonds were issued to refund the entire Series 1998B Tax Allocation Revenue Bonds and the Series 2000B Tax Allocation Revenue Bonds. Together, the 2005 Series A and B Bonds produced net present value savings exceeding $2 million or 7.2% of the par amount of bonds refunded. In July 2005, the Agency issued Taxable Tax Allocation Revenue Bonds, Series 2005C in the amount of $43.9 million and Tax Allocation Revenue Bonds, Series 2005D in the amount of $16.2 million. The proceeds from the Series 2005C Bonds will be used primarily to fund the construction of low-income housing, provide for economic development in the Western Addition project area, and fund a capital reserve for the Yerba Buena Gardens. Series 2005D Bonds were issued for the purpose of funding the construction of infrastructure in the Mission Bay North project area.

In September 2005, the City issued General Obligation Bonds, Laguna Honda Hospital, Series 2005I in the amount of $69 million. The bonds mature from June 2008 through June 2030. The bonds were issued to provide funds for the acquisition, improvement, construction and/or reconstruction of a new health care, assisted living and/or other type of continuing care facility or facilities to replace the Laguna Honda Hospital. The 2005I Bonds have interest rates ranging from 4.0% to 5.0%.

In September 2005, the San Francisco Water Department issued an additional $10 million commercial paper notes to fund capital projects associated with Proposition A authorization. As of that date, there was $90 million in commercial paper outstanding.

In October 2005, the San Francisco Finance Corporation issued Lease Revenue Bonds Series 2005A in the amount of $9.4 million. The bonds mature from April 2006 through October 2010 and have interest rates ranging from 3.25% to 5.0%. The bonds were issued to provide funds to finance the acquisition and installation of certain equipment to be leased to the City under an Equipment Lease between the City and San Francisco Finance Corporation.

Elections

On November 8, 2005, the San Francisco voters approved the following propositions that will have a fiscal impact on the City:

Proposition A – Community College District General Obligation Bonds This is an ordinance that allows the Community College District to borrow $246.3 million by issuing general obligation bonds. The District will use the money to construct and equip new facilities or buildings for performing arts, bio/stem cell technology, for student services and programs offered jointly with San Francisco State University, as well as to complete various construction projects at City College campuses and improve existing facilities by expanding intercampus communication systems, improving energy conservation, and supporting various training and educational programs. The principal and interest on general obligation bonds are paid with property tax revenues. Proposition A will require an increase in property taxes to pay for the bonds. In fiscal year 2006-2007, following issuance of the first series of bonds, the estimated annual costs of debt service would be $6.5 million and result in a property tax rate of 0.057¢ per $100 of assessed valuation (or $5.66 per $100,000 of assessed valuation).

In fiscal year 2009-2010, following issuance of the last series of bonds, and the year with the highest tax rate, the estimated costs of debt service would be $19.5 million and result in a property tax rate of .15¢ per $100 of assessed valuation (or $15.44 per $100,000 of assessed valuation). The best estimate of the average tax rate from fiscal year 2006-2007 through 2032-2033 is .11¢ per $100 of assessed valuation (or $10.71 per $100,000 of assessed valuation). Based on these estimates, the highest estimated increase in annual property taxes for the owner of a home with an assessed value of $400,000 would be approximately $60.68.

Proposition F – Neighborhood Firehouses This is an ordinance that requires the City to maintain and operate all 42 firehouses and specific emergency and rescue vehicles and equipment at the same levels that were used on January 1, 2004. The City will be required to operate the following 24 hours a day: Operate each firehouse, provide adequate staff, operate an arson and investigation unit, maintain no fewer than four ambulances based in the firehouses, and maintain no fewer than four medical supervisors based in the firehouses. The fiscal impact of Proposition F is a new added cost of approximately $4.4 to $6.6 million annually, and a requirement to operate facilities and vehicles that currently cost the City approximately $158 million annually. The costs could increase or decrease depending on how the City implements the ordinance. Under the City Charter, the ultimate cost of this proposal depends on decisions made in the City's annual budget process.

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APPENDIX D

SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE AND THE LEASE

The following is a summary of certain provisions of the Indenture and the Lease and is not to be considered a full statement of the provisions thereof. This summary is qualified in its entirety by reference to and is subject to the complete Indenture and Lease, copies of which are available from the Corporation c/o Mayor's Office of Public Finance.

For purposes of this Appendix D, "Series 2006A Bonds" refers to the Corporation's Lease Revenue Bonds, Series 2006A, and "Bonds" refers to all outstanding lease revenue bonds of the Corporation issued under the Indenture.

CERTAIN DEFINED TERMS

Additional Rental. The term "Additional Rental" means all amounts payable by the City as Additional Rental pursuant to the Lease.

Authorized Officer. The term "Authorized Officer," when used with respect to the Corporation, means the President or Chief Financial Officer of the Corporation or any other officer of the Corporation who is designated in writing by the Corporation as an Authorized Officer for purposes of the Indenture, and when used with respect to the City, means the Mayor or any other official or employee of the City who is designated in writing by the Mayor as an Authorized Officer for purposes of the Indenture.

Base Rental. The term "Base Rental" means all amounts payable by the City as Base Rental pursuant to the Lease.

Certificate of Completion. The term "Certificate of Completion" means a Certificate of the City, in the form of Exhibit C to the Lease, certifying that all Equipment with respect to a Project anticipated to be acquired has been acquired, installed and accepted by the City and that all Project Costs attributable to such Equipment have been paid.

Computer System. The term "Computer System" means a component of Equipment that consists of both computer hardware and software components.

Credit Facility. The term "Credit Facility" means (i) a surety bond or other financial undertaking issued by a financial institution, if the unsecured obligations of or the claims paying ability of such financial institution has one of the two highest ratings then issued by a nationally recognized bond rating agency, or (ii) a policy of insurance issued by an insurance company, if the obligations insured by such insurance company have one of the two highest ratings then issued by a nationally recognized bond rating agency, or (iii) an irrevocable letter of credit from a bank the long-term obligations of which are rated in one of the two highest rating categories by a nationally recognized rating agency delivered to the Trustee to satisfy the obligation to deposit moneys in the Reserve Fund in connection with any series of Bonds and which is in an amount equal to Reserve Requirement for such series of Bonds.

Equipment. The term "Equipment" means the personal property listed in Exhibit A to the Lease, as supplemented from time to time pursuant to the Lease to be leased by the Corporation to the City pursuant to the Lease.

Government Certificates. The term “Government Certificates” means evidences of indebtedness of ownership of proportionate interests in future principal and interest payments of Government Obligations, including depository receipts thereof, wherein (i) a bank or trust company acts as custodian and holds the underlying Government Obligations; (ii) the owner of the Government Certificate is a real party in interest with the right to proceed directly and individually against the obligor of the underlying Government Obligations; and (iii) the underlying Government Obligations are held in trust in a special account, segregated from the custodian’s general assets, and are not available to satisfy any claim of the custodian or any person claiming through the custodian, or any person to whom the custodian may be obligated.

Government Obligations. The term “Government Obligations” means direct obligations of the United States of America (including obligations issued or held in book-entry form on the books of the Department of the Treasury) or evidence of ownership in a portion thereof (which may consist of specified portions of interest thereon and obligations of the Resolution Trust Corporation which constitute interest strips) if held by a custodian on behalf of the Trustee or obligations the principal of and interest on which are unconditionally guaranteed by the United States of America.

Integrated Software. The term “Integrated Software” means one or more programs for directing the operation of a computer or processing electronic data, which program or programs are integrally related to, and necessary to the functioning of, an item of Equipment and transferable only as a part of such item of Equipment without license or consent.

Lease Supplement. The term “Lease Supplement” means a supplement to the Lease, and includes an equipment schedule, a Base Rental payment schedule and a certificate of approval.

Net Proceeds. The term “Net Proceeds” means the amount remaining from the gross proceeds of any insurance claim or condemnation award made in connection with the Equipment, after deducting all expenses (including attorneys’ fees) incurred in the collection of such claim or award.

Owner. The term “Owner” means any person who shall be the registered owner of any outstanding Bond as shown on the registration books required to be kept by the Trustee.

Payment Date. The term “Payment Date” means each April 1 and October 1.

Permitted Investments. The term “Permitted Investments means any of the following:

(1) United States Treasury notes, bonds, bills, or certificates of indebtedness, or obligations for which the full faith and credit of the United States of American are pledged for the payment of principal and interest;

(2) Obligations issued by federal land banks, federal intermediate credit banks, federal home loan banks, the Federal Home Loan Bank Board or obligations, participations or other instruments of or issued by, or fully guaranteed as to interest and principal by, the Federal National Mortgage Association, or guaranteed portions of Small Business Administration notes, or obligations, participations or other instruments of or issued by a federal agency of a United States of America government-sponsored enterprise, so long as such obligations are fully guaranteed as to interest and principal by the United States of America;

(3) Demand or time deposits or negotiable certificates of deposit issued by (a) the Trustee or any paying agent, or (b) any bank, organized under the laws of the any state of the United States of America or any national banking association; or savings and loan association provided that such certificates of deposit shall be (i) continuously and fully insured by the Federal Deposit

Insurance Corporation, (ii) issued by any bank, trust company or savings and loan association organized under the laws of any state of the United States, or any national banking association, having a combined capital and surplus of at least $50,000,000, so long as the deposits to which such deposits or certificates of deposit relate (A) do not exceed at any one time in the aggregate 10% of the total of the capital and surplus or shareholders' equity, as the case may be, of such bank or trust company or savings and loan association or national banking association, and (B) are continuously and fully secured by such securities as are described in clauses (1) or (2) above, which securities shall have a market value (exclusive of accrued interest) at all times at least equal to 110% of the principal amount of such deposits or certificates of deposit (marked to market at least weekly) and whose short-term obligations are rated in the highest rating category by each rating agency maintaining a rating on the Bonds;

(4) Any repurchase agreement with any bank or trust company organized under the laws of any state of the United States (including the Trustee) or any national banking association or government bond dealer reporting to, trading with and recognized as a primary dealer by, the Federal Reserve Bank of New York, which agreement is entered into with an institution whose debt is rated in one of the two highest rating categories by each rating agency that maintains a rating on the Bonds;

(5) Commercial paper, or corporate bonds or notes rated in the highest rating category by each rating agency that maintains a rating on the Bonds;

(6) Other unsubordinated securities or obligations issued or guaranteed (including a guarantee in the form of a bank standby letter of credit) by any domestic corporation (including a bank or trust or insurance company) rated in one of the two highest rating categories (without regard to rating subcategories) by each rating agency that maintains a rating on the Bonds;

(7) Interest-bearing certificates of deposit in a national or state bank or a trust company (which may be the Trustee) which has a combined capital and surplus aggregating not less than $100,000,000 and which has outstanding, at the time of investment, short-term obligations rated in the highest rating category (without regard to rating subcategories) by each rating agency that maintains a rating on the Bonds;

(8) Bankers' acceptances, Eurodollar deposits of banks or trust companies, including the Trustee, organized under the laws of the United States or Canada or any state or province thereof, or domestic branches of foreign banks, having a capital and surplus of $50,000,000 or more and which has outstanding, at the time of investment, short-term obligations rated in the highest rating category (without regard to rating subcategories) by each rating agency that maintains a rating on the Bonds;

(9) Bonds or other securities issued by any state, territory, commonwealth, or the District of Columbia or any political subdivision thereof which have been defeased and re-rated in the highest rating category by each rating agency that maintains a rating on the Bonds;

(10) Bonds or other securities issued by any state, territory, commonwealth, or the District of Columbia or any political subdivision thereof which are rated in one of the two highest rating categories by each rating agency that maintains a rating on the Bonds; and

(11) Money market funds rated AAm or better by Standard & Poor's Corporation.

Provided that with respect to amounts in the Acquisition Fund and the Costs of Issuance Fund and with respect to amounts in all funds and accounts established under the Indenture on and after the date on which no Series 1997A Bonds remain outstanding, the definition of "Permitted Investments" means any of the following, if and to the extent permitted by law and by any policy guidelines promulgated by the Corporation:

(a) Government Obligations or Government Certificates.

(b) Bonds, debentures, notes or other evidence of indebtedness issued or guaranteed by any of the following federal agencies and provided such obligations are backed by the full faith and credit of the United States of America (stripped securities are only permitted if they have been stripped by the agency itself): (i) Farmers Home Administration (FmHA) - Certificates of beneficial ownership; (ii) Federal Housing Administration Debentures (FHA); (iii) General Services Administration - Participation certificates; (iv) Government National Mortgage Association (GNMA or "Ginnie Mae") - GNMA guaranteed mortgage backed bonds, GNMA guaranteed pass through obligations (participation certificates); (v) U.S. Maritime Administration - Guaranteed Title XI financing; (vi) U.S. Department of Housing and Urban Development (HUD) - Project notes and local authority bonds; and (vii) any other agency or instrumentality of the United States of America.

(c) Bonds, debentures, notes or other evidence of indebtedness issued or guaranteed by any of the following non-full faith and credit U.S. government agencies (stripped securities are only permitted if they have been stripped by the agency itself): (i) Federal Home Loan Bank System - Senior debt obligations (consolidated debt obligations); (ii) Federal Home Loan Mortgage Corporation (FHLMC or "Freddie Mac") - Participation certificates (mortgage-backed securities) and senior debt obligations; (iii) Federal National Mortgage Association (FNMA or "Fannie Mae") - Mortgage-backed securities and senior debt obligations (excluding stripped mortgage securities which are valued greater than par on the portion of the unpaid principal); (iv) Student Loan Marketing Association (SLMA or Sallie Mae") - Senior debt obligations; (v) Resolution Funding Corp. (REFCORP) - Only the interest component of REFCORP strips which have been stripped by request to the Federal Reserve Bank of New York in book entry form; (vi) Federal Farm Credit System - Consolidated systemwide bonds and notes; and (vii) any other agency or instrumentality of the United States of America.

(d) Money market funds registered under the Federal Investment Company Act of 1940, whose shares are registered under the Securities Act of 1933, and having a rating by S&P of AAAm-G or AAAm and by Moody's of Aaa.

(e) Certificates of deposit issued by a state or national bank or a state or federal savings and loan, provided that such certificates of deposit shall be either (i) continuously and fully insured by the FDIC, or (ii) have a maturity of not greater than 365 days and have the highest short-term letter and numerical ratings of Moody's and S&P.

(f) Savings accounts or money market deposits that are fully insured by the FDIC.

(g) Investment agreements, including guaranteed investment contracts, provided either (i) the long-term unsecured debt or claims ability of the issuer or guarantor thereof is rated in the highest rating category by Moody's and S&P, or (ii) such agreement is fully collateralized by Government Obligations or Government Certificates.

(h) Commercial paper of "prime" quality rated in the highest rating category by Moody's and S&P, which commercial paper is limited to issuing corporations that are organized and operating within the United States.

(i) Bonds or notes issued by any state or municipality that are rated by Moody's and S&P in one of the two highest long-term rating categories assigned by such agencies.

(j) Federal funds or banker's acceptances which are eligible for purchases by members of the Federal Reserve System, drawn on any bank the short-term obligations of which are rated in the highest rating category by Moody's and S&P, provided that the maturity cannot exceed 270 days.

(k) Repurchase agreements with maturities of either (a) 30 days or less, or (b) less than one year provided that the collateral is marked-to-market daily, entered into with financial institutions such as banks or trust companies organized under state or federal law, insurance companies, or government bond dealers reporting to, or trading with, and recognized as a primary dealer by, the Federal Reserve Bank of New York and a member of SPIC, or with a dealer or parent holding company that is rated A or better by Moody's and S&P. The repurchase agreement must be in respect of Government Obligations or Government Certificates or obligations described in paragraph (b) herein, which, exclusive of accrued interest, shall be maintained at least 100% of par. In addition, repurchase agreements shall meet the following criteria: (i) the third party (who shall not be the provider of the collateral) has possession of the repurchase securities and the Government Obligations or Government Certificates; (ii) failure to maintain the requisite collateral levels shall require liquidation and (iii) the third party having possession of the securities has a perfected, first priority security interest in the securities.

(l) Any other debt or fixed income security specified by the City (except securities of the City and any agency, department, commission or instrumentality thereof) and rated in the highest rating category by Moody's and S&P, including "pre-funded" municipal obligations.

Project. The term "Project" means the acquisition and installation of all items of Equipment to be financed with the proceeds of a particular series of Bonds.

Project Costs. The term "Project Costs" means all costs of payment of, or reimbursement for, the acquisition, installation, if applicable, and financing of the Equipment and any item functionally related to the Equipment, and any license necessary or convenient in connection with the use of the Equipment, including but not limited to, architect, engineering and installation management costs, administrative costs and capital expenditures relating to installation and financing payments, sales tax on the Equipment, costs of accounting, feasibility, environmental and other reports, insurance costs, inspection costs, permit fees, prepaid maintenance, licensor or software fees, including prepaid technical support costs, filing and recording costs, printing costs, reproduction and binding costs, fees and charges of the Trustee, escrow fees, legal fees and charges, costs of rating agencies or credit ratings, Credit Facility fees and financial and other professional consultant fees.

Rental Payments. The term "Rental Payments" means collectively the Base Rental payments and the Additional Rental payments.

Reserve Requirement. The term "Reserve Requirement" means the amount described under "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS – Reserve Fund" in the forepart of this Official Statement.

Tax Certificate. The term "Tax Certificate" means a certificate relating to Section 148(f) of the Code, executed by the City on the date of delivery of a series of Bonds, as originally delivered and as it may be amended or supplemented from time to time.

Working Capital Requirement. The term “Working Capital Requirement” means such amount, if any, as may be specified in a Supplemental Indenture with respect to a Series of Bonds. There is no such requirement for the Series 2006A Bonds.

Written Request of the Corporation. The term “Written Request of the Corporation” means an instrument in writing signed by an Authorized Officer of the Corporation.

THE INDENTURE

Pledge of Base Rental Payments; Assignment of Lease

Subject only to the provisions of the Indenture permitting the application thereof for or to the purposes and on the terms and conditions set forth therein, all of the Base Rental payments received by the Trustee, all of the proceeds of the Bonds and any other amounts held in any fund or account (except the Rebate Fund) established under the Indenture and all of the right, title and interest of the Corporation in the Lease and in the Equipment are pledged to secure the payment of the principal of and interest on the Bonds in accordance with their terms and the provisions of the Indenture. Said pledge constitutes a lien on and security interest in such assets.

Under the Indenture, the Corporation sells, transfers in trust, grants a security interest in and assigns to the Trustee, for the benefit of the bondholders, all of the Base Rental payments and other moneys pledged as described in the preceding paragraph, all rents, profits and products from the Equipment to which the Corporation has any right or claim whatsoever, and all right, title and interest in and to the Lease including, without limitation, the right to take all actions and give all consents under the Lease and all rights of the Corporation as lessor under the Lease necessary to enforce payment of such Base Rental payments when due or, otherwise to protect the interests of the owners of the Bonds; provided that the Corporation retains certain rights to indemnification and the payment of its costs and expenses under the Lease. The Trustee is entitled to collect and receive all of the Base Rental payments, and any Base Rental payments collected or received by the Corporation, are deemed pursuant to the Indenture to be held, and to have been collected or received, by the Corporation as the agent of the Trustee and are required by the Indenture forthwith to be paid by the Corporation to the Trustee. The Trustee is also required to take all steps, actions and proceedings reasonably necessary in its judgment to preserve and protect the priority of its security interest in the Lease and the Equipment.

No Liability of Corporation, City and Trustee to the Owners

Except as expressly provided in the Indenture, the Corporation has no obligation or liability to the Owners with respect to the payment when due of the Rental Payments by the City, or with respect to the performance by the City or the Trustee, as the case may be, of the other agreements and covenants contained in the Lease or in the Indenture that are required to be performed by the City or the Trustee, respectively.

Except for the payment when due of the Rental Payments and the performance of the other agreements and covenants contained in the Lease and the Indenture, the City has no obligation or liability to the Owners with respect to the Indenture or the preparation, execution, delivery or transfer of the Bonds or the disbursement of the Base Rental payments by the Trustee to the Owners, or with respect to the performance by the Trustee of any right or obligation required by the Indenture to be performed by the Trustee.

Except as expressly provided in the Indenture, the Trustee has no obligation or liability to the Owners with respect to the payment when due of the Base Rental payments by the City, or with respect to the performance by the City of the other agreements and covenants contained in the Lease or in the Indenture that are required to be performed by the City.

Creation and Application of Funds and Accounts

The Indenture establishes the following funds and accounts for the Bonds and, particularly, the Series 2006A Bonds:

Acquisition Fund
Series 2006A Project Account
Costs of Issuance Fund
Series 2006A Costs of Issuance Account
Rebate Fund
Series 2006A Rebate Account
Base Rental Payment Fund
Series 2006A Account
Reserve Fund
Series 2006A Reserve Account
Surplus Fund
Working Capital Fund
Redemption Fund

Acquisition Fund. All moneys in the Acquisition Fund are required by the Indenture to be applied by the Trustee to the payment of any Project Costs (or for making reimbursements to the Corporation, the City or any other person for such costs). For each Series of Bonds, the Trustee will establish a Project Account within the Acquisition Fund. Amounts in each such Project Account may be distributed by the Trustee only to pay costs related to the Project financed by such Series of Bonds or to redeem such Series of Bonds. Upon receipt by the Trustee of a Certificate of Completion for the Project financed by a Series of Bonds, all amounts remaining in the Project Account for such Series of Bonds, are required to be transferred by the Trustee to the Rebate Fund or to the Redemption Fund to be applied to the redemption of that Series of Bonds.

Costs of Issuance Fund. For each Series of Bonds, the Trustee is required to establish a Costs of Issuance Account within the Costs of Issuance Fund. Moneys in each such Costs of Issuance Account may be disbursed as is necessary to pay Costs of Issuance for the related Series of Bonds. Upon the written request of the City, the Trustee shall transfer any amount then remaining in the related Costs of Issuance Account to the Project Account established for such Series of Bonds.

Rebate Fund. There shall be deposited in the Rebate Fund from funds of the City or the Corporation such amounts as are required to be deposited therein pursuant to the Tax Certificate. All moneys at any time deposited in the Rebate Fund or any subaccount therein will be held by the Trustee in trust, to the extent required to satisfy the Rebate Requirement (as defined in the Tax Certificate), for payment to the United States of America. Amounts required to be deposited into or on deposit in the Rebate Fund are not pledged to the payment of the Bonds under the Indenture.

Base Rental Payment Fund.

Notwithstanding any other provision of the Indenture, with respect to the Series 2006A Bonds there is established, and with respect to any subsequent Series of Bonds there may be established, a Series Account (including subaccounts therein) within the Base Rental Payment Fund in lieu of the series subaccounts within the Interest Fund and the Principal Fund prescribed by the Indenture. In such event, references to series subaccounts within the Interest Fund or the Principal Fund shall be references to such Series Account or the subaccounts established in the Base Rental Payment Fund, as the case may be.

Interest Fund. The Indenture requires the Trustee to deposit from Base Rental payments made by the City in each Interest Account created therein for each Series of Bonds, on each Payment Date, that amount, if any, needed to bring the amounts in such Accounts to the aggregate amount of interest coming due on each Series of Bonds on such Payment Date. Moneys in the Interest Fund are required to be used and withdrawn by the Trustee solely for the purpose of paying the interest on the Bonds when due and payable.

Principal Fund. The Indenture requires the Trustee to deposit from Base Rental payments made by the City in each Principal Account created therein for each Series of Bonds, on each Payment Date, that amount, if any, needed to bring the amounts of such Accounts to the aggregate amount of principal coming due on each Series of Bonds on such Payment Date. Moneys in the Principal Fund are required to be used and withdrawn by the Trustee solely for the purpose of paying the principal of the Bonds when due and payable.

Reserve Fund. Upon the issuance of any Series of Bonds, the Trustee is required to cause to be deposited in the separate Reserve Account established within the Reserve Fund for such Series of Bonds an amount equal to the initial Reserve Requirement for such Series of Bonds. Such amount may be derived from the proceeds of such Series of Bonds, other funds of the City or the Corporation or a Credit Facility. After making any required deposits to the Interest Fund and the Principal Fund, the Trustee is required to deposit from Base Rental Payments made by the City in each Reserve Account, on each April 1 and October 1, the amount (if any) needed to bring the amount on deposit in each Reserve Account to the then applicable Reserve Requirement for such Reserve Account. In the event amounts in the Base Rental Payment Fund are insufficient to make the deposits described in the preceding sentence, the Trustee will make such deposits from Base Rental Payments made by the City on a pro rata basis to each Reserve Account on the basis of the applicable Reserve Requirement. Amounts on deposit in each Reserve Account may be withdrawn by the Trustee solely for deposit in the corresponding Interest Account and Principal Account in the event that the amounts therein are insufficient for the purposes of paying interest and principal on the corresponding Series of Bonds. Any amounts on deposit in a Reserve Account in excess of the Reserve Requirement for such Reserve Account are to be withdrawn by the Trustee and transferred to the Base Rental Payment Fund for deposit in the corresponding Interest Account and Principal Account.

Surplus Fund. After making the required deposits to the funds discussed in the preceding paragraphs, the Trustee is required to transfer, on or before the business day immediately succeeding each Payment Date, any remaining amounts in the Base Rental Payment Fund to the Surplus Fund. On the first business day after making each deposit in the Surplus Fund, the Trustee is to determine whether any moneys then in the Surplus Fund will be required for the payment of principal and interest on the Bonds and will hold any moneys required for such purposes. Moneys in the Surplus Fund not required for such purposes may be used (i) for the redemption of Bonds; (ii) for the purchase of Bonds at such prices (including brokerage and other charges, but excluding accrued interest which is payable from the Interest Fund) as the Corporation may deem advisable, but not to exceed the par value thereof, or in the case of Bonds which by their terms are subject to call and redemption, the highest redemption price (excluding accrued interest) or the then current redemption price (excluding accrued interest), whichever is lowest; or (iii) for transfer to the Working Capital Fund or the City. Moneys in the Surplus Fund are to be used and withdrawn by the Trustee solely for the foregoing purposes, subject, however, to any requirement for deposit to the Rebate Fund.

Working Capital Fund. All amounts received from the City as Additional Rental under the Lease and such other amounts as designated for deposit therein by a Supplemental Indenture will be deposited by the Trustee in the Working Capital Fund. Upon the Written Request of the Corporation, the Trustee will disburse amounts in the Working Capital Fund for the payment of taxes and assessments and any administrative cost of the Corporation or charges required to be paid by the Corporation in order to maintain its existence or to comply with the terms of the Bonds or of the Indenture. Subject to any requirement for deposit to the Rebate Fund, moneys in the Working Capital Fund are to be used and withdrawn by the Trustee for the foregoing purposes; provided, however, that amounts in the Working Capital Fund may also be withdrawn or applied to the payment of principal of or interest on the Bonds, on any Payment Date on which the Trustee receives a Written Request of the City and the Corporation to the effect that as of the date of such request, the amounts to be transferred or withdrawn are no longer necessary to be retained in the Working Capital Fund for the purposes for which it was established.

Redemption Fund. On the date specified in the Written Request of the Corporation filed with the Trustee at the time any prepaid Base Rental payment is paid by the City to the Trustee pursuant to the Lease, the Trustee is required to deposit in the Redemption Fund that amount of moneys representing the portion of the Base Rental payments designated as prepaid Base Rental payments. Moneys in the Redemption Fund are to be used and withdrawn by the Trustee solely for the purpose of paying the principal of, and the interest on and premium, if any, on the Bonds to be redeemed.

Certain Covenants

Under the Indenture, the Corporation covenants faithfully to comply with, keep, observe, and perform all valid and lawful obligations or regulations now or hereafter imposed on it by contract or prescribed by any law of the United States of America or the State of California or by any officer, board or commission having jurisdiction or control, as a condition of the continued enjoyment of each and every franchise, right or privilege now owned or hereafter acquired by it, including its right to exist and carry on its respective businesses, to the end that such franchises, rights and privileges shall be maintained and preserved and shall not become abandoned, forfeited or in any manner impaired.

The Corporation also agrees to keep the Equipment and all parts thereof free from judgments and material men's and mechanics' liens and free from all claims, demands, encumbrances and other liens of whatever nature or character, and free from any claim or liability which, in the judgment of the Trustee, might hamper the City in conducting its business or utilizing the Equipment, and the Trustee at its option (after first giving the Corporation ten days' written notice to comply therewith and failure of the Corporation to comply within such ten-day period) may defend against any and all actions or proceedings in which the validity of the Indenture is or might be questioned, or may pay or compromise any claim or demand asserted in any such action or proceedings; provided however, that, in defending against any such actions or proceedings or in paying or compromising any such claims or demands, the Trustee will not be deemed to have waived or released the Corporation from liability for or on account of any of its agreements and covenants contained in the Indenture or from its liability under the Indenture to defend the validity thereof and to perform such agreements and covenants.

The Corporation agrees so long as any Bonds are outstanding not to create any pledge of or lien on a Base Rental payment other than the pledge and lien of the Indenture. The Corporation further agrees promptly upon request of the Trustee to take such action from time to time as may be necessary or proper to remedy or cure any cloud upon or defect in the title to the Equipment or any part thereof and to prosecute all actions, suits or other proceedings as may be appropriate for such purpose.

The Indenture requires the Trustee to keep proper records in which complete and correct entries are to be made of all transactions relating to the receipt, deposit and disbursement of the Rental Payments, and such records will be available for inspection by the Corporation, the City or any Owner or agent thereof duly authorized in writing at reasonable hours and under reasonable conditions. Not later than the last day of each month, and continuing so long as any Bonds are outstanding, the Trustee will furnish to the Corporation, the City and any Owner who may so request a complete statement covering the receipts, deposits and disbursements of the Rental Payments for the preceding calendar month.

Acquisition of Software

The Indenture provides that the Trustee may not disburse funds from the Acquisition Fund for the acquisition of Integrated Software with respect to a Project financed by a Series of Bonds unless the Trustee receives a written certificate from an authorized officer of the vendor of such Integrated Software substantially in the form attached to the Indenture.

The Indenture also provides that the Trustee may not disburse funds from the Acquisition Fund for the acquisition of software (that does not constitute Integrated Software) with respect to a Project financed with a Series of Bonds, unless the Trustee receives a written certificate from an Authorized Officer of the City to the effect that: (i) the cost of the software is not greater than 75% of the total cost of the associated Computer System; (ii) the cost of all software that is part of a Project financed with such Series of Bonds is not greater than 20% of the total cost of such Project; and (iii) the useful life of the software is at least as long as the term of the Lease Supplement with respect to the associated Computer System.

With respect to any future Series of Bonds, the provisions of the Indenture concerning the acquisition of software and of Integrated Software and the rights and obligations of the Corporation and the Owners and the Trustee thereunder may be amended or supplemented by an amendment thereof or supplement thereto, which shall become binding upon execution without the written consents of the Owners, but only to the extent permitted by law.

Events of Default and Remedies

An Event of Default (as defined under “THE LEASE—Defaults and Remedies” herein) with respect to any Series of Bonds will not be deemed an Event of Default with respect to any other Series of Bonds, and the rights, remedies and obligations of the Owners and the Trustee under the Indenture resulting from any Event of Default will only pertain to the Series of Bonds with respect to which such Event of Default occurred.

Each Event of Default under the Lease is an “event of default” under the Indenture. See “THE LEASE–Defaults and Remedies” herein. During the continuance of an Event of Default, the Trustee or the Owners of not less than a majority in aggregate principal amount of Bonds at the time outstanding are entitled upon notice in writing to the City and the Corporation to exercise the remedies provided to the Corporation in the Lease and to take whatever action at law or in equity may appear necessary to protect and enforce any of the rights vested in the Trustee or in the Owners by the Indenture or by the Bonds. However, under the Indenture the Trustee does not have the remedy to terminate the Lease with respect to any computer software component of the Equipment that does not constitute Integrated Software or the remedy to retake possession of any such software.

Application of Amounts After Default. All payments received by the Trustee with respect to the rental of the Equipment after an Event of Default and all damages or other payments received by the Trustee for the enforcement of any rights and powers of the Trustee under the Lease or under the Indenture are required to be deposited into the Base Rental Payment Fund and as soon as practicable thereafter applied to the payment of:

(i) all amounts due the Trustee as compensation or reimbursement for advances and expenditures;

(ii) to the Owners entitled thereto their proportionate interest in the interest on the Bonds in the order of the maturity of such interest and, if the amount available is not sufficient to pay such amount, then to the payment ratably, according to the amount due to the persons entitled thereto, without any discrimination or privilege;

(iii) to the Owners entitled thereto, the proportionate interest in the unpaid principal of the Bonds which shall have become due and, if the amount available shall not be sufficient to pay the principal in full, then to the payment ratably, according to the amount of principal due, to the persons entitled thereto without any discrimination or privilege; and

(iv) as the same shall become due to the Owners entitled thereto the principal of and interest on the Bonds which may thereafter become due either as scheduled or upon redemption pursuant to the Indenture or to the Lease and, if the amount available is not sufficient to pay in full the principal due on any particular date, payment is to be made ratably according to the amount of principal due on such date to the Owners entitled thereto without any discrimination or privilege.

Limitation on Suits. No Owner has any right to institute any proceedings with respect to the Indenture or for the appointment of a receiver or trustee or for any other remedy under the Indenture unless such Owner has previously given written notice to the Trustee of a continuing Event of Default; the Owners of not less than 25 percent in principal amount of the outstanding Bonds shall have made written requests to the Trustee to institute proceedings in respect of such Event of Default in its own name as Trustee; such Owner or Owners have afforded to the Trustee indemnity reasonably satisfactory to it; the Trustee for 60 days after its receipt of such notice, request and offer of indemnity has failed to institute any such proceeding; and no direction inconsistent with such written request has been given to the Trustee during such 60 day period by the Owners of a majority in principal amount of the outstanding Bonds.

No Waiver. A waiver of any default or breach of duty or contract by the Trustee will not affect any subsequent default or breach of duty or contract or impair any rights or remedies upon any such subsequent default or breach of duty or contract. No delay or omission by the Trustee to exercise any right or remedy accruing upon any default or breach will impair any such right or remedy or be construed to be a waiver of any such default or breach or an acquiescence therein, and every right or remedy conferred upon the Trustee by law or by the Indenture may be enforced and exercised from time to time and as often as may be deemed expedient by the Trustee.

Amendments to Indenture

The Indenture may be amended or supplemented at any time without the consent of any Owners for one or more of the following purposes:

(i) to add to the agreements, conditions, covenants and terms required by the Corporation to be observed or performed or to surrender any right or power reserved in the Indenture or conferred on the Corporation, which in either case will not materially adversely affect the interests of the Owners; or

(ii) to make such provisions for the purpose of curing any ambiguity or of correcting, curing or supplementing any defective provision contained in the Indenture or in regard to questions arising under the Indenture which the Corporation may deem desirable or necessary or not inconsistent with the Indenture and which will not materially adversely affect the interests of the Owners;

(iii) to amend the provisions concerning the acquisition of computer software components, including Integrated Software, with respect to any future Series of Bonds; or

(iv) to provide for the issuance of a Series of Bonds.

The Indenture may be amended or supplemented at any time upon the written consent of the Owners of a majority in aggregate principal amount of the Bonds then outstanding; provided, however, that no such amendment or supplement may (i) extend the maturity of any Bond or reduce the rate of interest thereon or extend the time of payment of such interest or reduce the amount of principal thereof without the prior written consent of the Owner of the Bond so affected, or (ii) reduce the percentage of Owners whose consent is required for the execution of any amendment of or supplement to the Indenture, or (iii) modify any of the rights or obligations of the Trustee without its prior written consent thereto, or (iv) amend the provisions of the Indenture relating to amendments or supplements to the Indenture, without the prior written consent of the Owners of all Bonds then outstanding.

Defeasance

If the Owners of all outstanding Bonds of any Series of Bonds are paid the interest thereon and principal thereof at the times and in the manner stipulated in the Indenture and in the Bonds, then such Owners will cease to be entitled to the benefit of the Indenture and all agreements of the Corporation and the Trustee to such Owners under the Indenture will thereupon cease, terminate and become void and will be discharged and satisfied. Any outstanding Bonds will be deemed to have been paid if there is on deposit with the Trustee moneys or securities described in clauses (1) and (2) of the definition of the term “Permitted Investments” in an amount sufficient (together with the increment, earnings and interest thereon) to pay the principal of and premium, if any, and interest on such Bonds payable at maturity or on prior redemption.

The Trustee

The Corporation, provided that no Event of Default has occurred and is then continuing, or the Owners of a majority in aggregate principal amount of Bonds at the time outstanding, may remove the original Trustee and any successor thereto and may appoint a successor Trustee, but any such successor Trustee must be bank or trust company doing business and having a principal corporate trust office in California, having a combined capital (exclusive of borrowed capital) and surplus of at least $50,000,000 and subject to supervision or examination by federal or state authorities. The Trustee may at any time resign by giving written notice to the Corporation, the City and the Owners. Upon receiving notice of resignation of the Trustee, the Corporation is required promptly to appoint a successor Trustee. Any resignation of any Trustee and appointment of a successor Trustee will become effective only upon acceptance of the appointment by the successor Trustee.

THE LEASE

Term of Lease

Under the Lease, the Corporation leases to the City and the City hires from the Corporation the Equipment to have and to hold for the term of the Lease. The Corporation covenants to provide the City during the term of the Lease with quiet use and possession of the Equipment, and the Corporation subject to the provisions of the Lease has the right at all reasonable times to enter into and upon the property of the City for the purposes of the Lease or for any other lawful purpose.

The term of the Lease commenced on the date of initial execution and delivery thereof and ends on the last date on which a Rental Payment is payable thereunder, unless sooner terminated in accordance with the Lease. The Lease terminates as to all of the Equipment comprising any Project upon the earlier of the following: (i) the payment by the City of all Rental Payments and any other amounts required to be paid by the City with respect to such Project under the Lease; or (ii) the discharge of the City's obligation with respect to such Project under the Lease. In addition, if no Event of Default has occurred and is continuing, the term of the Lease will terminate as to any item of Equipment as of the earlier of the following: (i) the September 30 that next succeeds the date on which the number of years shown as the useful life of such item of Equipment in the Lease has elapsed since the date the City took possession thereof under the Lease, or (ii) the discharge of the City's obligation with respect to such item of Equipment under the Lease. The Lease terminates as to all of the Equipment upon the occurrence of an Event of Default under the Lease and the Corporation's election to terminate the Lease.

Maintenance of Equipment

Under the Lease the City agrees that at all times during the term of the Lease, it will at its own cost and expense, maintain, preserve and keep the Equipment in good repair, working order and condition and will from time to time make or cause to be made all necessary and proper repairs.

Insurance

Under the Lease, the City is required to carry and maintain the following types of insurance with respect to the Equipment during the term of the Lease:

(i) insurance against rental interruption or loss of use and possession of the Equipment in an amount not less than the total Base Rental payments payable by the City with respect to the Equipment for a period of at least twelve months;

(ii) insurance against fire, lightning and extended coverage, theft, vandalism and malicious mischief and flood insurance on the Equipment in an amount equal to the lesser of the full replacement value of the Equipment or the aggregate principal amount of the Bonds outstanding (subject to certain deductibles);

(iii) workers' compensation insurance covering the City's employees working, in, near or about the Equipment, in the same amount and type as other workers' compensation maintained by the City for similar employees doing similar work;

(iv) standard comprehensive general liability insurance or the equivalent covering direct or contingent loss or liability for damages for personal injury, death or property damage occasioned by reason of the possession, operation or use of the Equipment, with minimum liability limits of $1,000,000 for personal injury or death of each person and $2,000,000 for personal injury or death of two or more persons in each event, and in a minimum amount of $200,000 (subject to a deductible not to exceed $5,000) for property damage; and

(v) standard automobile liability insurance covering direct or contingent loss or liability for damages for injury, death or property damage occasioned by reason of the possession, operation or use of the Equipment, with minimum liability limits and maximum deductibles as described in (iv) above.

The City is not required to obtain the coverages described in clauses (i), (ii) or (v) above for any item of equipment until the date the Equipment is acquired under the Lease. The coverages described in clauses (iv) and (v) above may each be in the form of a $2,000,000 single limit policy covering all such risks and may be maintained as part of or in conjunction with any other liability insurance carried by the City. The Lease permits the City to provide a self-insurance method or plan of protection in lieu of any of the insurance described in clauses (iii) through (v) above, but only if the City obtains and provides the Trustee and the Corporation with a certificate of the Risk Manager of the City to the effect that such method or plan (and the amount contained in the related self-insurance fund) is reasonably sufficient to provide coverage in the same scope and amount. The City must obtain a new certificate of the Risk Manager for each twelve-month period. Amounts paid from any self-insurance method or plan are deemed insurance proceeds for purposes of the Lease and the Indenture. Net Proceeds of the insurance described in clause (i) are required to be applied to the payment of Rental Payments and Net Proceeds of insurance described in clause (ii) are required to be applied as described below under "–Damage, Destruction and Condemnation."

Governmental Charges and Utility Charges

The Corporation and the City expect that the Equipment will be used for governmental purposes of the City and therefore that the Equipment will be exempt from all taxes presently assessed and levied with respect to real and personal property. In the event that the use, possession or acquisition by the City or the Corporation of the Equipment is determined to be subject to taxation in any form, except for income or franchise taxes of the Corporation, the City agrees to pay during the term of the Lease all taxes and governmental charges of any kind that may at any time be lawfully assessed or levied with respect to the Equipment and substitutions, modifications, improvements or additions thereto, as well as utility charges incurred in the operation, maintenance, use and upkeep of the Equipment.

Damage, Destruction and Condemnation

During the term of the Lease, if the Equipment or any portion thereof is damaged, destroyed, stolen or otherwise unlawfully removed from the possession of the City, the City and the Corporation agree to cause the Net Proceeds of any insurance claim to be applied to the prompt repair, restoration or replacement of the damaged, destroyed or stolen equipment. Any balance of the Net Proceeds after such work has been completed will be paid to the City. Alternatively, the City with the written consent of the Corporation, may elect to cause the Net Proceeds of insurance to be used for the redemption of outstanding Bonds issued to finance the damaged, destroyed or stolen Equipment; provided that the Net Proceeds together with any other moneys then available therefor are at least sufficient to prepay that portion of the Base Rental attributable to the destroyed, damaged or stolen Equipment.

If any Project, or any portion of any Project as to render the remainder unusable for the purposes for which it was used or intended to be used, shall be taken under the power of eminent domain, the Lease will terminate with respect to such Project. The Lease requires the City to take or cause to be taken such action as is reasonably necessary to obtain compensation at least equal to the value of the Equipment or portion thereof taken by eminent domain, and all condemnation proceeds are to be transferred to the Redemption Fund and applied to the redemption of the Series of Bonds issued to finance such Project. If part of any Project shall be taken under the power of eminent domain and the remainder is usable for the purposes for which it was used at the time of such taking, then the Lease will continue in full force and effect with respect to the remainder, and there will be a partial abatement of the Base Rental in an amount equal to the proportion which the value of that portion of the Project taken bears to the fair rental value of the whole of the Project. The fair rental value of any Project after such a taking will be equal to the Base Rental payments due under the Lease reduced by the application of all or any part of any award in eminent domain that is used to redeem outstanding Bonds pursuant to the Indenture.

Defaults and Remedies

Notwithstanding any other provision of the Lease, with respect to any Project financed with a Series of Bonds: (1) the provisions of the Lease with respect to such Project will be deemed to be a separate lease of such Project; (2) any Event of Default under the Lease with respect to a Project will only affect such Project; and (3) any remedy exercised under the Lease with respect to an Event of Default will be limited to the Project with respect to which the Event of Default occurred.

Each of the following is an "Event of Default" under the Lease:

(1) the City shall fail to pay any Rental Payment when the same becomes due and payable;

(2) the City shall fail to keep, observe or perform any other term, covenant or condition contained in the Lease and such failure shall have continued for 30 days or more;

(3) the City's interest in the Lease or any part thereof is assigned or transferred without the written consent of the Corporation:

(4) the occurrence and continuance of certain bankruptcy or insolvency proceedings or the appointment of a receiver for the City, or of all or substantially all of its assets; or

(5) the City shall abandon or vacate any part of the Equipment under the Lease.

Upon the occurrence of an Event of Default, the Trustee may exercise any and all remedies available pursuant to law or granted pursuant to the Lease. In addition, the Trustee may terminate the Lease and retake possession of the Equipment, except with respect to any computer software components of the Equipment that does not constitute Integrated Software. No termination of the Lease on account of default by the City will be effective unless and until the Trustee gives written notice to the City of the Trustee's election to terminate the Lease. The Trustee may also collect each installment of Rental Payments as it becomes due and enforce any other term or provision of the Lease or exercise any and all rights to retake possession of the Equipment without terminating the Lease, although the Trustee may not retake possession of any computer software components of the Equipment that does not constitute Integrated Software. If the Trustee does not terminate the Lease, the City will remain liable and agrees in the Lease to keep or perform all covenants and conditions contained in the Lease to be kept or performed by the City and, if the Equipment is not relet, to pay the full amount of the rent to the end of the term of the Lease or, in the event the Equipment is re-let, to pay any deficiency in rental payments that results therefrom; and further agrees to pay the Rental Payments or deficiency notwithstanding the fact that the Trustee may have received in previous years or may receive thereafter Rental Payments in excess of the Rental Payments specified in the Lease and notwithstanding any retaking of possession of the Equipment by the Trustee.

Additional Projects

The Lease permits the supplementation or amendment thereof to allow financing of additional Projects by the execution and delivery of a Lease Supplement. Each Lease Supplement must be approved by the City and the Corporation and no Lease Supplement will be effective unless the total amount of Bonds outstanding after the issuance of the Series of Bonds secured by the Base Rental payments to be made pursuant to such Lease Supplement does not exceed the maximum amount of indebtedness permitted to be outstanding at such time pursuant to the Charter of the City.

Triple Net Lease

The Lease is a triple net lease and the City agrees under the Lease that each Rental Payment is to be an absolute net return to the Corporation, free and clear of any expenses, charges or set-offs whatsoever.

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APPENDIX E

FORM OF CONTINUING DISCLOSURE CERTIFICATE

CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the "Disclosure Certificate") is executed and delivered by the CITY AND COUNTY OF SAN FRANCISCO (the "City") in connection with the issuance by the City and County of San Francisco Finance Corporation (the "Issuer") of $10,135,000 City and County of San Francisco Finance Corporation Lease Revenue Bonds, Series 2006A (the "2006A Bonds"). The 2006A Bonds are being issued pursuant to an Indenture, dated as of January 1, 1991, as amended and restated as of October 15, 1998, and as supplemented as of April 1, 2006, between the Issuer and U.S. Bank National Association, as trustee (the "Trustee") (as amended and supplemented, the "Indenture").

The City hereby covenants as follows:

SECTION 1. Purpose of the Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the City for the benefit of the Holders and Beneficial Owners of the 2006A Bonds and in order to assist the Participating Underwriters in complying with Securities and Exchange Commission Rule 15c2-12(b)(5).

SECTION 2. Definitions. In addition to the definitions set forth in the Indenture, which apply to any capitalized term used in this Disclosure Certificate unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

"Annual Report" shall mean any Annual Report provided by the City pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

"Beneficial Owner" shall mean any person which has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any 2006A Bonds (including persons holding 2006A Bonds through nominees, depositories or other intermediaries).

"Central Post Office" means the DisclosureUSA website maintained by the Municipal Advisory Council of Texas or any successor thereto, or any other organization or method approved by the staff or members of the Securities and Exchange Commission as an intermediary through which issuers may, in compliance with the Rule, make filings required by this Disclosure Certificate. As of the date of this Disclosure Certificate, communications with DisclosureUSA may be directed to P.O. Box 684667, Austin, Texas 78768-4667; Fax: (512) 476-6403.

"Dissemination Agent" shall mean the City, acting in its capacity as Dissemination Agent hereunder, or any successor Dissemination Agent designated in writing by the City, which has filed with the City and the Issuer a written acceptance of such designation.

"Holder" or "Bondholder" shall mean the registered owner of any 2006A Bond.

"Listed Events" shall mean any of the events listed in Section 5(a) of this Disclosure Certificate.

"National Repository" shall mean any Nationally Recognized Municipal Securities Information Repository for purposes of the Rule. The National Repositories currently approved by the Securities and Exchange Commission are set forth at http://www.sec.gov/info/municipal/nrmsir.htm.

"Participating Underwriter" shall mean any of the original purchasers of the 2006A Bonds required to comply with the Rule in connection with offering of the 2006A Bonds.

"Repository" shall mean each National Repository and the State Repository.

"Rule" shall mean Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

"State" shall mean the State of California.

"State Repository" shall mean any public or private repository or entity designated by the State as the state repository for the purpose of the Rule and recognized as such by the Securities and Exchange Commission as listed at http://www.sec.gov/info/municipal/nrmsir.htm.

SECTION 3. <u>Provision of Annual Report</u>.

(a) The City shall, or shall cause the Dissemination Agent to, not later than 270 days after the end of the City's fiscal year (presently June 30), commencing with the report for the 2005-06 fiscal year, provide to each Repository an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Certificate.

The Annual Report may be submitted as a single document or as separate documents comprising a package, and may include by reference other information as provided in Section 4 of this Disclosure Certificate; <u>provided</u> that the audited financial statements of the City may be submitted separately from the balance of its Annual Report and later than the date required above for the filing of such Annual Report if they are not available by that date. If the City's fiscal year changes, such party shall give notice of such change in the same manner as for a Listed Event under Section 5(c).

(b) Not later than fifteen (15) Business Days prior to the date specified in subsection (a) above for providing the Annual Report to Repositories, the City (if the Dissemination Agent is other than the City) shall provide the Annual Report to the Dissemination Agent. If by such date, the Dissemination Agent has not received a copy of the City's Annual Report, the Dissemination Agent shall contact the City to determine if the City is in compliance with the first sentence of this subsection.

(c) If the Dissemination Agent is unable to verify that the Annual Report of the City is available to provide to Repositories by the date required in subsections (a) and (b) of this Section, the Dissemination Agent shall send a notice to the Municipal Securities Rulemaking Board and the State Repository, if any, in substantially the form attached as Exhibit A.

(d) The Dissemination Agent shall:

(i) determine each year prior to the date for providing the Annual Report the name and address of each National Repository and the State Repository, if any; and

(ii) if the Dissemination Agent is other than the City, file a report with the City certifying that the Annual Report has been provided pursuant to this Disclosure Certificate, stating the date it was provided and listing all the Repositories to which it was provided.

(e) Notwithstanding any other provision of the Disclosure Certificate, the City reserves the right to make any of the aforementioned filings through a Central Post Office.

SECTION 4. <u>Content of Annual Report</u>. The City's Annual Report shall contain or include by reference the following:

1. The audited financial statements of the City for the prior fiscal year, prepared in accordance with generally accepted accounting principles as promulgated to apply to governmental entities from time to time by the Governmental Accounting Standards Board. If the City's audited financial statements are not available by the time the Annual Report is required to be filed pursuant to Section 3(a), the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained in the final Official Statement for the 2006A Bonds, and the audited financial statements shall be filed in the same manner as the Annual Report when they become available.

2. The amount of Bonds Outstanding under the Indenture, and the balance of the Reserve Fund.

3. The status of the acquisition of the Equipment, to be provided until completion of the Project financed with the 2006A Bonds.

4. Summaries of the following:

   a. budgeted general fund revenues and appropriations;

   b. assessed valuation of taxable property in the City; and

   c. ad valorem property tax levy and delinquency rate.

5. A schedule of the aggregate annual debt service on tax-supported indebtedness of the City and a summary of authorized, but unissued, tax-supported indebtedness of the City.

6. A schedule of lease payment obligations supported by the City's General Fund with respect to outstanding lease revenue bonds and certificates of participation.

Any or all of the items listed above may be included by specific reference to other documents, including official statements of debt issues of the Issuer or the City or related public entities, which have been submitted to each of the Repositories or the Securities and Exchange Commission. If the document included by reference is a final official statement, it must be available from the Municipal Securities Rulemaking Board. The City shall clearly identify each such other document so included by reference.

SECTION 5. <u>Reporting of Significant Events</u>.

(a) Pursuant to the provisions of this Section 5, the City shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the 2006A Bonds, if material:

1. principal and interest payment delinquencies;

2. non-payment related defaults;

3. modifications to rights of Bondholders;

4. optional, contingent or unscheduled Bond calls;

5. defeasances;

6. rating changes;

7. adverse tax opinions or events adversely affecting the tax-exempt status of the 2006A Bonds;

8. unscheduled draws on the debt service reserves reflecting financial difficulties;

9. unscheduled draws on credit enhancements reflecting financial difficulties;

10. substitution of credit or liquidity providers, or their failure to perform;

11. release, substitution or sale of property securing repayment of the 2006A Bonds.

(b) Whenever the City obtains knowledge of the occurrence of a Listed Event, the City shall as soon as possible determine if such event would be material under applicable federal securities laws.

(c) If the City determines that knowledge of the occurrence of a Listed Event would be material under applicable federal securities laws, the City shall promptly file, or cause to have filed, a notice of such occurrence with the Municipal Securities Rulemaking Board and the State Repository, if any, or with the Central Post Office. Notwithstanding the foregoing, notice of Listed Events described in subsections (a)(4) and (5) need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to Holders of affected 2006A Bonds pursuant to the Indenture.

SECTION 6. Termination of Reporting Obligation. The City's obligations under this Disclosure Certificate shall terminate upon the legal defeasance, prior redemption or payment in full of all of the 2006A Bonds. If such termination occurs prior to the final maturity of the 2006A Bonds, the City shall give notice of such termination in the same manner as for a Listed Event under Section 5(c).

SECTION 7. Dissemination Agent. The City may, from time to time, with notice to the Issuer, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent shall not be responsible in any manner for the content of any notice or report prepared by the City pursuant to this Disclosure Certificate.

SECTION 8. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the City may amend this Disclosure Certificate, and any provision of this Disclosure Certificate may be waived, provided that the following conditions are satisfied:

(a) If the amendment or waiver relates to the provisions of Sections 3(a), 3(b), 4, or 5(a), it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of an obligated person with respect to the 2006A Bonds, or the type of business conducted;

(b) The undertaking, as amended or taking into account such waiver, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the 2006A Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment or waiver either (i) is approved by the Holders of the 2006A Bonds in the same manner as provided in the Indenture for amendments to the Indenture with the consent of Holders, or (ii) does not, in the opinion of the Trustee or nationally recognized bond counsel, materially impair the interests of the Holders or Beneficial Owners of the 2006A Bonds.

In the event of any amendment or waiver of a provision of this Disclosure Certificate, the City shall describe such amendment in the next Annual Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or, in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the City. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given in the same manner as for a Listed Event under Section 5(c), and (ii) the Annual Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

SECTION 9. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the City chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Certificate, the City shall have no obligation hereunder to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

SECTION 10. Default. In the event of a failure of the City to comply with any provision of this Disclosure Certificate, the Trustee, pursuant to the Indenture, may (and, at the request of any Participating Underwriter or the Holders of at least 25% of the aggregate principal amount of Outstanding 2006A Bonds, shall), or any Holder or Beneficial Owner of the 2006A Bonds may, take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the City to comply with its obligations under this Disclosure Certificate; provided that any such action may only be instituted in a Federal or State Court located in the City. A default under this Disclosure Certificate shall not be deemed an Event of Default under the Indenture or the Lease, and the sole remedy under this Disclosure Certificate in the event of any failure of the City to comply with this Disclosure Certificate shall be an action to compel performance.

SECTION 11. Duties of Dissemination Agent. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate.

SECTION 12. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the City, the Issuer, the Dissemination Agent, if any, the Participating Underwriters and Holders and Beneficial Owners from time to time of the 2006A Bonds, and shall create no rights in any other person or entity.

SECTION 13. Counterparts. This Disclosure Certificate may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

Date as of: April 1, 2006

CITY AND COUNTY OF SAN FRANCISCO

By____________________________________
Title:

EXHIBIT A TO

CONTINUING DISCLOSURE CERTIFICATE

FORM OF NOTICE TO REPOSITORIES OF FAILURE TO FILE ANNUAL REPORT

Name of Obligor:	City and County of San Francisco
Name of Bond Issue:	City and County of San Francisco Finance Corporation Lease Revenue Bonds, Series 2006A
Date of Issuance:	April __, 2006

NOTICE IS HEREBY GIVEN that the City and County of San Francisco has not provided an Annual Report with respect to the above-named Bonds as required by Section 2.02 of Equipment Lease Supplement No. 13, dated as of April 1, 2006, supplementing the Equipment Lease, dated as of January 1, 1991, as amended and restated as of October 15, 1998, between the City and the City and County of San Francisco Finance Corporation. [The City anticipates that the Annual Report will be filed by _____________.]

Dated:_______________

_______________________________________,
on behalf of the City and County of San Francisco

cc: City and County of San Francisco
Finance Corporation

APPENDIX F

DTC AND THE BOOK-ENTRY ONLY SYSTEM

The Corporation and the Trustee cannot and do not give any assurances that DTC, DTC Participants or others will distribute payments of principal, interest or any premium with respect to the Bonds paid to DTC or its nominee as the registered owner, or any redemption or other notices, to the Beneficial Owners, or that they will do so on a timely basis or will serve and act in the manner described in this Official Statement. The Corporation and the Trustee are not responsible or liable for the failure of DTC or any DTC Participant to make any payment or give any notice to a Beneficial Owner with respect to the Bonds or any error or delay relating thereto.

The following description of the procedures and record-keeping with respect to beneficial ownership interests in the Bonds, payment of principal, interest and other payments on the Bonds to DTC Participants or Beneficial Owners, confirmation and transfer of beneficial ownership interests in such Bonds and other related transactions by and between DTC, the DTC Participants and the Beneficial Owners is based solely on information provided by DTC. Accordingly, no representation is made concerning these matters and neither the DTC Participants nor the Beneficial Owners should rely on the following information with respect to such matters, but should instead confirm the same with DTC or the DTC Participants, as the case may be.

1. The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the bonds (the "Bonds"). The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the Bonds, in the aggregate principal amount of such issue, and will be deposited with DTC. If, however, the aggregate principal amount of any issue exceeds $500 million, one certificate will be issued with respect to each $500 million of principal amount, and an additional certificate will be issued with respect to any remaining principal amount of such issue.

2. DTC, the world's largest depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 2.2 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC, in turn, is owned by a number of Direct Participants of DTC and Members of the National Securities Clearing Corporation, Fixed Income Clearing Corporation, and Emerging Markets Clearing Corporation (NSCC, FICC, and EMCC, also subsidiaries of DTCC), as well as by the New York Stock Exchange, Inc., the American Stock Exchange LLC, and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has Standard & Poor's highest rating: AAA.

The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

3. Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

4. To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit the notices to Beneficial Owners.

6. Redemption notices shall be sent to DTC. If less than all of the Bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Bonds unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds, distributions, and dividend payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the issuer or the paying agent or bond trustee, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC nor its nominee, the paying agent or bond trustee, or the issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an

authorized representative of DTC) is the responsibility of the issuer or the paying agent or bond trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

9. DTC may discontinue providing its services as securities depository with respect to the Bonds at any time by giving reasonable notice to the issuer or the paying agent or bond trustee. Under such circumstances, in the event that a successor securities depository is not obtained, Bond certificates are required to be printed and delivered.

10. The issuer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Bond certificates will be printed and delivered to DTC.

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APPENDIX G

PROPOSED FORM OF CO-BOND COUNSEL OPINION

[Date of Delivery of Bonds]

City and County of San Francisco
Finance Corporation
San Francisco, California

City and County of San Francisco Finance Corporation
Lease Revenue Bonds, Series 2006A

Ladies and Gentlemen:

We have acted as Co-Bond Counsel in connection with the issuance of $10,135,000 aggregate principal amount of City and County of San Francisco Finance Corporation Lease Revenue Bonds, Series 2006A (the "Bonds"), dated the date hereof. In such connection, we have reviewed: an Equipment Lease, dated as of January 1, 1991, as amended and restated as of October 15, 1998, and as supplemented by Equipment Lease Supplement No. 13, dated as of April 1, 2006 (collectively, the "Equipment Lease"), between the City and County of San Francisco (the "City") and the City and County of San Francisco Finance Corporation (the "Corporation"); an Indenture, dated as of January 1, 1991, by and between the Corporation and U.S. Bank National Association, successor by merger to U.S. Bank Trust National Association, as trustee (the "Trustee"), as amended and restated as of October 15, 1998, and as supplemented by the Fourteenth Supplemental Indenture, dated as of April 1, 2006, by and between the Corporation and the Trustee (collectively, the "Indenture"); an Agency Agreement, dated as of January 1, 1991, between the City and the Corporation; a Tax Certificate of the Corporation with Exhibits, dated the date hereof (collectively the "Tax Certificate"); opinions of the City Attorney, counsel to the Corporation and counsel to the Trustee; certificates of the City, the Trustee, the Corporation and others; and such other documents, opinions and matters to the extent we deemed necessary to render the opinions set forth herein. Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Indenture and the Equipment Lease.

The opinions expressed herein are based on an analysis of existing laws, regulations, rulings and court decisions and cover certain matters not directly addressed by such authorities. Such opinions may be affected by actions taken or omitted or events occurring after the date hereof. We have not undertaken to determine, or to inform any person, whether any such actions are taken or omitted or such events do occur or any other matters come to our attention after the date hereof. Our engagement with respect to the Bonds is concluded with their issuance on this date and we disclaim any obligation to update this opinion. We have assumed and relied on, without undertaking to verify, the genuineness of the documents, certificates and opinions presented to us (whether as originals or as copies) and of the signatures thereon, the accuracy of the factual matters represented, warranted or certified in such documents and certificates, the correctness of the legal conclusions contained in such opinions, and the due and legal execution of such documents and certificates by, and validity thereof against, any parties other than the City and the Corporation. Furthermore, we have relied upon the accuracy, which we have not independently verified, of the representations and certifications, and have assumed compliance with the covenants, of the City and the Corporation in the Equipment Lease, the Indenture, the Tax Certificate and other relevant documents to which each is a party. The accuracy of certain of those representations and certifications, and compliance by the City and the Corporation with certain of their covenants, may be necessary for interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes. Failure to comply with certain of such covenants subsequent to issuance of the Bonds may cause interest on the Bonds to be included in gross income for federal income tax purposes retroactively to their date of issuance. The rights and obligations under the Bonds, the Equipment Lease, the Indenture, and their enforceability, may be subject to bankruptcy, insolvency, reorganization, moratorium, arrangement, fraudulent conveyance and other laws relating to or affecting creditors' rights, to the application of equitable principles, to the exercise of judicial discretion in appropriate cases and to the limitations on legal remedies against charter cities and counties and non-profit public benefit corporations in the State of California (the "State"). We express no opinion with respect to any indemnification, contribution, penalty, choice of law, choice of forum or waiver provisions contained in the documents mentioned in the preceding sentence, nor do we express any opinion with respect to the state or quality of title to, or interest in, any of the personal property described in or subject to the Equipment Lease or the accuracy or sufficiency of the description of any such property contained therein. Finally, we undertake no responsibility for the accuracy, completeness or fairness of the Official Statement or other offering material relating to the Bonds and express no opinion with respect thereto.

Based on and subject to the foregoing, and in reliance thereon, as of the date hereof and under existing law, we are of the following opinions:

1. The Bonds constitute the valid and binding limited obligations of the Corporation.

2. The Indenture has been duly authorized, executed and delivered by, and constitutes the valid and binding obligation of, the Corporation.

3. The Equipment Lease has been duly authorized, executed and delivered by the City and the Corporation and constitutes the valid and binding obligation of the City and of the Corporation, respectively. The obligation of the City to make the Rental Payments during the term of the Equipment Lease constitutes a valid and binding obligation of the City, payable from funds of the City lawfully available therefor, and does not constitute a debt of the City or of the State or of any political subdivision thereof within the meaning of any constitutional or statutory debt limit or restriction, and does not constitute an obligation for which the City or the State is obligated to levy or pledge any form of taxation or for which the City or the State has levied or pledged any form of taxation.

4. Interest on the Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code") and is not an item of tax preference for purposes of the federal alternative minimum tax imposed

on individuals and corporations, and is exempt from State of California personal income taxes. We express no opinion as to any other tax consequences regarding the Bonds.

Under the Code, a portion of the interest on the Bonds earned by certain corporations may be subject to a corporate alternative minimum tax, and interest on the Bonds may be subject to a branch profits tax imposed on certain foreign corporations doing business in the United States and a tax imposed on excess net passive income of certain S corporations.

Respectfully submitted,

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APPENDIX H

FORM OF MUNICIPAL BOND INSURANCE POLICY

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XL CAPITAL ASSURANCE

1221 Avenue of the Americas
New York, New York 10020
Telephone: (212) 478-3400

MUNICIPAL BOND INSURANCE POLICY

ISSUER: [ ] **Policy No:** [ ]

BONDS: [ ] **Effective Date:** [ ]

XL Capital Assurance Inc. (XLCA), a New York stock insurance company, in consideration of the payment of the premium and subject to the terms of this Policy (which includes each endorsement attached hereto), hereby agrees unconditionally and irrevocably to pay to the trustee (the "Trustee") or the paying agent (the "Paying Agent") (as set forth in the documentation providing for the issuance of and securing the Bonds) for the benefit of the Owners of the Bonds or, at the election of XLCA, to each Owner, that portion of the principal and interest on the Bonds that shall become Due for Payment but shall be unpaid by reason of Nonpayment.

XLCA will pay such amounts to or for the benefit of the Owners on the later of the day on which such principal and interest becomes Due for Payment or one (1) Business Day following the Business Day on which XLCA shall have received Notice of Nonpayment (provided that Notice will be deemed received on a given Business Day if it is received prior to 10:00 a.m. Pacific time on such Business Day; otherwise it will be deemed received on the next Business Day), but only upon receipt by XLCA, in a form reasonably satisfactory to it, of (a) evidence of the Owner's right to receive payment of the principal or interest then Due for Payment and (b) evidence, including any appropriate instruments of assignment, that all of the Owner's rights with respect to payment of such principal or interest that is Due for Payment shall thereupon vest in XLCA. Upon such disbursement, XLCA shall become the owner of the Bond, any appurtenant coupon to the Bond or the right to receipt of payment of principal and interest on the Bond and shall be fully subrogated to the rights of the Owner, including the Owner's right to receive payments under the Bond, to the extent of any payment by XLCA hereunder. Payment by XLCA to the Trustee or Paying Agent for the benefit of the Owners shall, to the extent thereof, discharge the obligation of XLCA under this Policy.

In the event the Trustee or Paying Agent has notice that any payment of principal or interest on a Bond which has become Due for Payment and which is made to an Owner by or on behalf of the Issuer of the Bonds has been recovered from the Owner pursuant to a final judgment by a court of competent jurisdiction that such payment constitutes an avoidable preference to such Owner within the meaning of any applicable bankruptcy law, such Owner will be entitled to payment from XLCA to the extent of such recovery if sufficient funds are not otherwise available.

The following terms shall have the meanings specified for all purposes of this Policy, except to the extent such terms are expressly modified by an endorsement to this Policy. "Business Day" means any day other than (a) a Saturday or Sunday or (b) a day on which banking institutions in the State of California, the State of New York or the Insurer's Fiscal Agent are authorized or required by law or executive order to remain closed. "Due for Payment", when referring to the principal of Bonds, is when the stated maturity date or a mandatory redemption date for the application of a required sinking fund installment has been reached and does not refer to any earlier date on which payment is due by reason of call for redemption (other than by application of required sinking fund installments), acceleration or other advancement of maturity, unless XLCA shall elect, in its sole discretion, to pay such principal due upon such acceleration; and, when referring to interest on the Bonds, is when the stated date for payment of interest has been reached. "Nonpayment" means the failure of the Issuer to have provided sufficient funds to the Trustee or Paying Agent for payment in full of all principal and interest on the Bonds which are Due for Payment. "Notice" means telephonic or telecopied notice, subsequently confirmed in a signed writing, or written notice by registered or certified mail, from an Owner, the Trustee or the Paying Agent to XLCA which notice shall specify (a) the person or entity making the claim, (b) the Policy Number, (c) the claimed amount and (d) the date such claimed amount became Due for Payment. "Owner" means, in respect of a Bond, the person or entity who, at the time of Nonpayment, is entitled under the terms of such Bond to payment thereof, except that "Owner" shall not include the Issuer or any person or entity whose direct or indirect obligation constitutes the underlying security for the Bonds.

XLCA may, by giving written notice to the Trustee and the Paying Agent, appoint a fiscal agent (the "Insurer's Fiscal Agent") for purposes of this Policy. From and after the date of receipt by the Trustee and the Paying Agent of such notice, which shall specify the name and notice address of the Insurer's Fiscal Agent, (a) copies of all notices required to be delivered to XLCA pursuant to this Policy shall be simultaneously delivered to the Insurer's Fiscal Agent and to XLCA and shall not be deemed received until received by both and (b) all payments required to be made by XLCA under this Policy may be made directly by XLCA or by the Insurer's Fiscal Agent on behalf of XLCA. The Insurer's Fiscal Agent is the agent of XLCA only and the Insurer's Fiscal Agent shall in no event be liable to any Owner for any act of the Insurer's Fiscal Agent or any failure of XLCA to deposit or cause to be deposited sufficient funds to make payments due hereunder.

Except to the extent expressly modified by an endorsement hereto, (a) this Policy is non-cancelable by XLCA, and (b) the Premium on this Policy is not refundable for any reason. This Policy does not insure against loss of any prepayment or other acceleration payment which at any time may become due in respect of any Bond, other than at the sole option of XLCA, nor against any risk other than Nonpayment. This Policy sets forth the full undertaking of XLCA and shall not be modified, altered or affected by any other agreement or instrument, including any modification or amendment thereto.

IN THE EVENT THAT XLCA WERE TO BECOME INSOLVENT, ANY CLAIMS ARISING UNDER THIS POLICY ARE NOT COVERED BY THE CALIFORNIA GUARANTY INSURANCE FUND SPECIFIED IN ARTICLE 12119(b) OF THE CALIFORNIA INSURANCE CODE.

In witness whereof, XLCA has caused this Policy to be executed on its behalf by its duly authorized officers.

SPECIMEN	**SPECIMEN**
Name:	Name:
Title:	Title: